

綠城服務集團有限公司 Greentown Service Group Co. Ltd.

根據開曼群島法例註冊成立的有限公司
(a company incorporated under the laws of the Cayman Islands with limited liability)

Stock Code 股份代號: 2869

真誠

善意

精緻

完美



 幸福生活服務商

年度報告 2017
ANNUAL REPORT

核心價值

CORE VALUES

完美

PERFECTION

真誠
SINCERITY

善意
WELL-
INTENTIONED

精緻
IMPECCABILITY

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BOARD OF DIRECTORS

Executive Directors

Ms. Li Hairong (*Chairman*)
Mr. Yang Zhangfa (*Vice Chairman*)
Mr. Wu Zhihua
Mr. Chen Hao

Non-Executive Directors

Mr. Shou Bainian
Ms. Xia Yibo

Independent Non-Executive Directors

Mr. Poon Chiu Kwok
Mr. Wong Ka Yi
Mr. Li Feng (Appointed on 5 December 2017)
Mr. Tian Zaiwei (Resigned on 5 December 2017)

AUDIT COMMITTEE

Mr. Poon Chiu Kwok (*Chairman*)
Mr. Wong Ka Yi
Mr. Li Feng (Appointed on 5 December 2017)
Mr. Tian Zaiwei (Resigned on 5 December 2017)

REMUNERATION COMMITTEE

Mr. Poon Chiu Kwok (*Chairman*)
Mr. Wong Ka Yi
Mr. Li Feng (Appointed on 5 December 2017)
Mr. Tian Zaiwei (Resigned on 5 December 2017)

NOMINATION COMMITTEE

Mr. Wong Ka Yi (*Chairman*)
Mr. Poon Chiu Kwok
Mr. Li Feng (Appointed on 5 December 2017)
Mr. Tian Zaiwei (Resigned on 5 December 2017)

JOINT COMPANY SECRETARIES

Mr. Ho, Kenneth Kai Chung
Ms. Ng Sau Mei

AUTHORISED REPRESENTATIVES

Mr. Wu Zhihua
Mr. Ho, Kenneth Kai Chung

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

董事會

執行董事

李海榮女士 (*主席*)
楊掌法先生 (*副主席*)
吳志華先生
陳浩先生

非執行董事

壽柏年先生
夏一波女士

獨立非執行董事

潘昭國先生
黃嘉宜先生
李風先生 (於2017年12月5日獲委任)
田在瑋先生 (於2017年12月5日辭任)

審核委員會

潘昭國先生 (*主席*)
黃嘉宜先生
李風先生 (於2017年12月5日獲委任)
田在瑋先生 (於2017年12月5日辭任)

薪酬委員會

潘昭國先生 (*主席*)
黃嘉宜先生
李風先生 (於2017年12月5日獲委任)
田在瑋先生 (於2017年12月5日辭任)

提名委員會

黃嘉宜先生 (*主席*)
潘昭國先生
李風先生 (於2017年12月5日獲委任)
田在瑋先生 (於2017年12月5日辭任)

聯席公司秘書

何啟忠先生
伍秀薇女士

授權代表

吳志華先生
何啟忠先生

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Block B
Xixi International Business Center
No.767 West Wenyi Road
Hangzhou, Zhejiang Province
The PRC

PLACE OF BUSINESS IN HONG KONG

12/F., Southland Building
No. 48 Connaught Road Central
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

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

AUDITOR

KPMG
Certified Public Accountants
8th Floor Prince's Building
10 Chater Road
Central, Hong Kong

LEGAL ADVISOR

Paul Hastings
21-22/F, Bank of China Tower
1 Garden Road
Hong Kong

COMPLIANCE ADVISOR

VBG Capital Limited
18/F, Prosperity Tower
39 Queen's Road Central
Central, Hong Kong

總部及中國主要營業地點

中國
浙江省杭州市
文一西路767號
西溪國際商務中心
B幢

香港主要營業地點

香港中環
干諾道中48號
南源大廈十二樓

主要股份過戶登記處

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記處

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室

核數師

畢馬威會計師事務所
執業會計師
香港中環
遮打道10號
太子大廈8樓

法律顧問

普衡律師事務所
香港
花園道1號
中銀大廈21至22樓

合規顧問

建泉融資有限公司
香港中環
皇后大道中39號
豐盛創建大廈18樓

PRINCIPAL BANKS

Agricultural Bank of China (Hangshan Road Branch)
283 Wensanxi Road
Xihu District, Hangzhou
Zhejiang Province
The PRC

Bank of China (Hong Kong) Limited
1 Garden Road
Hong Kong

COMPANY WEBSITE

www.lvchengfuwu.com

STOCK CODE

2869

LISTING DATE

12 July 2016

主要往來銀行

中國農業銀行杭三路支行
中國
浙江省
杭州市西湖區
文三西路283號

中國銀行(香港)有限公司
香港
花園道一號

公司網址

www.lvchengfuwu.com

股份代號

2869

上市日期

2016年7月12日

Definitions

釋義

“2017 CIA Top Hundred Report” [2017中國指數研究院百強報告]	the “2017 China Top Hundred Property Management Companies Report” published by China Index Academy in collaboration with China Property Management Association (中國物業管理協會) in June 2017 中國指數研究院於2017年6月與中國物業管理協會合作刊發的《2017中國物業服務百強企業研究報告》
“1H2017” [2017年上半年]、[上半年]	First half of the financial year 2017, being six months ended 30 June 2017 2017財政年度的上半年，即截至2017年6月30日止六個月
“2H2017” [2017年下半年]、[下半年]	Second half of the financial year 2017, being six months ended 31 December 2017 of the calendar year 2017財政年度的下半年，即截至2017年12月31日止六個月
“Board” [董事會]	the board of Directors of our Company 指本公司董事會
“China” or “PRC” [中國]	the People’s Republic of China, which for the purpose of this annual report and for geographic reference only, excludes Hong Kong, Macau and Taiwan 中華人民共和國，僅就本年度報告及地區參考而言，不包括香港、澳門及台灣
“Company”, “Greentown Service Group” or “our Company” [公司]、[綠城服務]或[本公司]	Greentown Service Group Co. Ltd (綠城服務集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 24 November 2014 綠城服務集團有限公司，一家於2014年11月24日於開曼群島註冊成立的獲豁免有限公司
“Director(s)” [董事]	the director(s) of our Company 本公司董事
“Group”, “our Group”, “the Group”, “we”, “us”, or “our” [集團]、[本集團]	our Company and its subsidiary(ies) from time to time or where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be) 本公司及其不時的附屬公司，而倘文義所需，就本或「我們」公司成為現有附屬公司的控股公司前的期間，指該等附屬公司或其前身公司(視乎情況而定)經營的業務
“GFA” [建築面積]	Gross Floor Area 建築面積
“Hong Kong” or “HK” [香港]	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“HK\$” or “HK dollars” [港元]	the lawful currency of Hong Kong 香港法定貨幣

Definitions

釋義

“Reporting Period” or “Period” 「報告期內」·「期內」	For the twelve months ended 31 December 2017 截至2017年12月31日止十二個月
“IR” 「投資者關係」	Investor Relationship 投資者關係
“Listing” 「上市」	the listing of the Shares on the Main Board of the Stock Exchange 本公司股份於聯交所主板上市
“Listing Date” 「上市日期」	12 July 2016, on which the Shares were listed and from which dealings in the Shares are permitted to take place on the Stock Exchange 股份於聯交所上市並自此獲准買賣的日期，為2016年7月12日
“m”	million 百萬
“RMB” or “Renminbi” 「人民幣」	Renminbi yuan, the lawful currency of China 指人民幣元，中國法定貨幣
“sq m.” 「平方米」	square meter 指平方米
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“US\$” 「美元」	US dollar 美元
“y/y”	year-on-year 年增加
“%”	percent 百分比

The Group is a leading happy living service provider nationwide, and is based on owners' full range of life scene and the entire life cycle of real estate, and provide a wide range of services that are strongly associated with life, which contains property service, community service and consulting service. We differentiate ourselves from other property management service providers by providing our residents with access to a broad products and services portfolio that addresses the evolving everyday and life-style needs of our customers, property owners and residents. In the "2017 China Property Service Top 100 Enterprises Research Results Conference" organized by China Index Academy (a professional independent third-party Real Estate Research Organization in China), we once again won the first place of "China's top 100 leading enterprises in terms of Property Service Satisfaction". The "Research on China's smart community building standard system", mainly edited by Greentown, has been published and distributed by Chinese Society for Urban Studies (中國城市科學研究院) in June 2017, with the aim to change the pattern of industry development, enhance the wisdom of science and technology, supply theory standards and practice principles.

OUR PRODUCT AND SERVICE PORTFOLIO

- Property services. We provide a range of high quality property management services, such as security, cleaning, gardening, and repair and maintenance services, which we refer to collectively as "standard" property management services, and charge the residents and owners of our managed properties or real estate developers management fees for such services. As of 31 December 2017, we managed properties located in 120 cities across 24 provinces, direct-controlled municipalities and autonomous regions across China with a total contracted GFA under management of 378 million sq m. which covers high-end residential, government public construction, commercial office buildings, urban complex.
- Consulting services. We offer consulting services to real estate developers and local property management companies to address various needs that arise during each major stage throughout the course of their property development projects, capitalizing on our brand equity and expertise. For example, we provide real estate developers with project planning, design management, construction management and marketing management consulting services during the design and development stages and display unit management services to facilitate sales of their developed projects. We also provide management consulting services with respect to delivered properties to real estate developers and property management companies.

本集團是中國具領先地位的幸福生活服務商，圍繞人的全生活場景及房產品的全生命周期，提供的多元化，與生活呈現強關聯的服務，包括物業服務、園區服務諮詢服務及園區服務諮詢服務三類業務。通過為住戶提供種類廣泛的產品及服務組合，滿足客戶、業主及住戶不斷變化的日常及質量生活需要，我們在眾多物業管理服務供應商中脫穎而出。在中國指數研究院舉辦的2017年中國物業服務百強企業研究成果發佈會上，我們再次蟬聯中國物業服務百強滿意度領先企業第一名。我們主編的《智慧園區建設指南》於2017年6月由中國城市科學研究院對外發佈，為創新園區管理方法，提升園區信息基礎設施監事建設，計及園區管理智能化發展提供知道指導建議。

我們的產品及服務組合

- 物業服務。我們提供一系列高品質的物業管理服務，例如我們統稱為「標準」物業管理服務的保安、保潔、園藝、物業維修及保養服務，並就該等服務向在管物業的住戶及業主或房地產開發商收取服務費。於2017年12月31日，我們的總在管合同建築面積達378百萬平方米的物業，涵蓋居民高端住宅、政府公共建設、商業寫字樓、城市綜合體等，覆蓋全中國24個省、直轄市及自治區的120個城市。
- 諮詢服務。我們向房地產開發商及地方物業管理公司提供諮詢服務，利用我們的品牌及專業優勢滿足其在房地產開發周期中各個主要階段的不同需求。例如，我們向房地產開發商提供在設計和開發階段的項目規劃、設計管理、建築管理及營銷管理諮詢服務，我們亦提供示範單位管理服務，促進他們已開發項目的銷售。我們同時也就已交付物業，向房地產開發商及物業管理公司提供管理諮詢服務。

Company Overview

公司概覽

- Community living services. Based on the needs of the owners of the owners' full range of life scene, we provide property owners and residents of our managed communities with access to an extensive array of daily necessities complemented by a wide assortment of life-style products and services through a variety of channels. Our services under this segment include community products and services, home living services, community space services, property asset management services, cultural & education services. As the needs of our owners and residents for better living have been evolving, on the basis of innovation and promotion of traditional service, we will continue to use the mobile Internet and the smart Community portal, offer a wider range of services and products to satisfy the customers, and combine online and offline service, to broaden and accelerate the flow of life services.
- 園區服務。我們基於業主的全美好生活場景的需求，透過多種渠道向我們在管園區的業主及住戶提供各類日常生活必需品和各種品質生活產品和服務。園區服務包括園區產品及服務、家居生活服務、園區空間服務、物業資產管理服務、文化教育服務。隨著業主和住客為更好的生活而衍生的生活需要，集團在創新和提升傳統優勢服務的基礎上，我們將繼續運用移動互聯網與智慧社區入口，部署提供種類更廣的服務和產品來滿足客戶，用線上線下結合的方式，拓寬和加速生活服務的流量空間。



PERFECTION

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要

CONSOLIDATED RESULTS

綜合業績

For the year ended 31 December

截至12月31日止年度

		2013	2014	2015	2016	2017
		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	收入	1,671,647	2,204,565	2,918,627	3,721,993	5,140,059
+/- %	增加/減少%	-	31.9%	32.4%	27.5%	38.1%
Gross profit	毛利	242,429	363,086	530,925	716,027	946,390
+/- %	增加/減少%	-	49.8%	46.2%	34.9%	32.2%
Profit for the year	年內利潤	76,494	149,382	202,567	294,787	392,070
Net profit attributable to equity shareholders of the Company	公司權益股東應佔淨利潤	83,712	149,189	197,818	285,540	387,483
+/- %	增加/減少%	-	78.2%	32.6%	44.3%	35.7%
Earnings per share, (RMB) after listing	上市後每股盈利 (人民幣)	-	-	-	0.12	0.14
% of overall revenue	佔總收入					
— by service line	— 按業務					
— Property services	— 物業服務	73.2%	73.7%	71.6%	70.4%	69.3%
— Consulting services	— 諮詢服務	19.8%	19.9%	18.9%	16.6%	13.2%
— Community living services	— 園區服務	7.0%	6.4%	9.5%	13.0%	17.5%
Overall revenue	總收入	100%	100%	100%	100%	100%
Profitability	利潤率					
Gross margin by service lines	按業務劃分的毛利率					
— Property services	— 物業服務	5.6%	8.6%	10.2%	10.9%	11.2%
— Consulting services	— 諮詢服務	36.4%	35.9%	33.9%	35.5%	36.1%
— Community living services	— 園區服務	45.8%	46.7%	47.5%	43.5%	33.5%
Gross margin — overall	毛利率 — 總體	14.5%	16.5%	18.2%	19.2%	18.4%
Net margin	淨利潤率	5.0%	6.8%	6.8%	7.7%	7.6%

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要

For the year ended 31 December

截至12月31日止年度

		2013	2014	2015	2016	2017
		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
PROFIT OR LOSS	損益					
Revenue — by service line	收入 — 按業務					
Property services	物業服務	1,223,889	1,623,597	2,090,872	2,619,927	3,559,644
+/- %	增加/減少%		32.7%	28.8%	25.3%	35.9%
Property under construction services	在建物業服務	278,800	377,847	475,957	522,533	572,730
+/- %	增加/減少%		35.5%	26.0%	9.8%	9.6%
% of total revenue of consulting services	佔諮詢服務總收入%	84.4%	86.0%	86.4%	84.5%	84.2%
Management consulting services	管理諮詢服務	51,475	61,568	74,820	95,503	107,612
+/- %	增加/減少%		19.6%	21.5%	27.6%	12.7%
% of total revenue of consulting services	佔諮詢服務總收入%	15.6%	14.0%	13.6%	15.5%	15.8%
Consulting services	諮詢服務	330,275	439,415	550,777	618,036	680,342
+/- %	增加/減少%		33.0%	25.3%	12.2%	10.1%
Community products and services	園區產品及服務	34,450	40,862	105,023	113,338	186,361
+/- %	增加/減少%		18.6%	157.0%	7.9%	64.4%
Home living services	家居生活服務	69,045	84,503	145,691	64,620	71,075
+/- %	增加/減少%		22.4%	72.4%	-55.6%	10.0%
Community space services	園區空間服務	13,988	16,188	26,264	58,816	121,486
+/- %	增加/減少%		15.7%	62.2%	123.9%	106.6%
Property asset management services	物業資產管理服務	—	—	—	236,171	500,986
+/- %	增加/減少%				—	112.1%
Cultural & education services	文化教育服務	—	—	—	11,085	20,165
+/- %	增加/減少%				—	81.9%
Community living services	園區服務	117,483	141,553	276,978	484,030	900,073
+/- %	增加/減少%		20.5%	95.7%	74.8%	86.0%

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要



For the year ended 31 December

截至12月31日止年度

		2013	2014	2015	2016	2017
		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
OPERATING DATA	運營數據					
Property services	物業服務					
Total nos of contracts	合同總數	-	-	637	809	1,035
+/-	增加/減少	-	-	-	172	226
+/- %	增加/減少%	-	-	-	27.0%	27.9%
Reserved GFAs (m sq m)	儲備面積(百萬平米)	-	-	89.1	119.4	150.0
+/-	增加/減少	-	-	-	30.3	30.6
+/- %	增加/減少%	-	-	-	34.0%	25.6%
Managed GFAs (m sq m)	在管面積(百萬平米)	54.7	65.9	82.8	105.2	137.8
+/-	增加/減少	-	11.2	16.9	22.4	32.5
+/- %	增加/減少%	-	20.5%	25.6%	27.1%	30.9%
Terminated GFAs	退出面積(百萬平米)	1.9	2.1	2.4	2.0	4.9
+/- %	增加/減少%	-	10.5%	14.3%	-16.7%	145%
% of managed GFAs in the year	佔當年在管面積%	3.5%	3.2%	2.9%	1.9%	4.6%
Avg property service fee	平均物業服務費					
(RMB/mth/sq m)	(人民幣, 每月, 每平方)	2.69	2.94	3.06	3.08	3.11
+/- %	增加/減少%	-	9.3%	4.1%	0.7%	0.97%
Operating efficiency	運營效益					
Collection rate	收繳率	95.6%	95.9%	96.6%	97.4%	98.6%

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要

FINANCIAL POSITION

財務狀況

		As at 31 December					2017
		於 12 月 31 日					RMB'000
		2013	2014	2015	2016		
	Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	附註	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	
Cash & cash equivalents	現金及現金等價物	299,441	437,419	835,897	2,181,692	1,836,467	
Trade & other receivables	貿易和其他應收款	311,909	437,663	419,952	546,666	789,719	
Current assets	流動資產	751,414	1,068,366	1,376,874	2,853,076	2,936,359	
Total assets	總資產	959,575	1,302,315	1,641,885	3,322,719	4,139,784	
Current liabilities	流動負債	730,681	1,070,998	1,472,265	1,554,520	2,138,300	
Bank loans	銀行貸款	40,000	100,000	180,000	–	–	
Total liabilities	總負債	749,530	1,085,031	1,493,008	1,576,983	2,148,066	
Net assets	淨資產	210,045	217,284	148,877	1,745,736	1,991,718	
Financial ratios	財務比率						
Current ratio	流動比率	1.03x	1.00x	0.94x	1.84x	1.37x	
Quick ratio	速動比率	1.01x	1.00x	0.93x	1.83x	1.31x	
Net gearing ratio	淨資產負債率	(1)	Net cash	Net cash	Net cash	Net cash	
			淨現金	淨現金	淨現金	淨現金	
Net cash per share	每股淨現金	(2)	–	–	0.79	0.66	
Rates of return	回報率						
Dividend per share (HK\$), after listing	上市後每股派息(港元)	(3)	–	–	0.04	0.06	
Return on net equity	淨權益回報率	(4)	39.9%	68.5%	16.4%	19.5%	
Return on total assets	總資產回報率	(5)	8.7%	11.5%	8.6%	9.4%	

Notes:

附註：

- (1) Net gearing ratio is calculated as cash and cash equivalents minus bank loans, and then divided by net assets
- (2) Net cash per share is calculated as cash and cash equivalents minus bank loans, then divided by total number of shares in issuance at the date of 31 December 2017
- (3) This is based on total number of shares issued as at the date of 31 December 2017: 2,777,776,000 shares
- (4) Return on net equity is calculated as net profit attributable to equity shareholders of the Company divided by net assets
- (5) Return on total assets is calculated as profit attributable to equity shareholders of the Company divided by total assets

- (1) 淨資產負債率計算方法是以現金及現金等價物減去銀行貸款，然後除以淨資產
- (2) 每股淨現金的計算方法是以現金及現金等價物減去銀行貸款，然後除以截至2017年12月31日已發行總股數
- (3) 這是基於截至2017年12月31日已發行的總股數：2,777,776,000股
- (4) 淨權益回報率計算方法是以公司權益股東應佔淨溢利除以淨資產
- (5) 總資產回報率計算方法是以公司權益股東應佔溢利除以總資產

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要



CONSOLIDATED CASHFLOW

綜合現金流量

For the year ended 31 December

截至12月31日止年度

		2013	2014	2015	2016	2017
		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
Net cash generated from/(used in) operating activities	經營活動所得／(所用)現金淨額	173,593	332,802	510,822	393,661	528,574
Net cash (used in)/generated from investing activities	投資活動(所用)／所得現金淨額	(72,400)	(164,138)	131,660	(146,864)	(749,803)
Net cash (used in)/generated from financing activities	融資活動(所用)／所得現金淨額	(10,635)	(30,686)	(243,950)	1,056,525	(71,018)
Net increase in cash & cash equivalents	現金及現金等價物增加淨額	90,558	137,978	398,532	1,303,322	(292,247)
Cash & cash equivalents at the beginning of the year	年初現金及現金等價物	208,883	299,441	437,419	835,897	2,181,692
Effect of foreign exchange rate changes	匯率變動影響	—	—	(54)	42,473	(52,978)
Cash & cash equivalents at the end of the year	年末現金及現金等價物	299,441	437,419	835,897	2,181,692	1,836,467

Awards and Honors

獎項及榮譽

2017 China Property Services Leading Brand in Quality
2017 中國物業服務品質領先品牌

2017 China Property Services Leading Brand in Market-Oriented Operation
2017 中國物業服務市場化運營領先品牌



2017 China Property Services Leading Brand in Market-oriented Operation
2017 中國物業服務市場化運營領先品牌企業

2017 China Property Services Top 100 Enterprise
2017 中國物業服務百強企業



2017 China Property Services Enterprise Growth TOP10
2017 中國物業服務百強企業成長性TOP10

2017 China Property Services Enterprise Scale TOP10
2017 中國物業服務百強企業服務規模TOP10



Awards and Honors

獎項及榮譽

2017 China Property Services
Top 100 Leading Enterprise in Service Quality
2017 中國物業服務百強服務品質領先企業



2017 China Property Services Top 100 leading
Enterprise in Satisfaction
2017 中國物業服務百強滿意度領先企業



2017 China Featured Property Services
Leading Corporate — Intelligent Community
Service System
2017 中國特色物業服務領先企業 — 智慧園區服務體系



2017 China High-end Property Services Market
Leading Enterprise
榮獲2017 中國高端物業服務市場地位領軍企業





IMPECCABILITY

Dear Shareholders,

On behalf of the Board, I am pleased to present the annual results for the year ended 31 December 2017.

At the end of 2017, the economic and social development in China showed a historic signal that the principal contradictions facing Chinese society has evolved. What we now face is the contradiction between unbalanced and inadequate development and the people's ever-growing needs for a better life.

This important signal indicated the direction of development for many industries. Residential house and urban spaces are the main places to experience beautiful life scenes. However, the property service providers, which conduct routine maintenance and improvement work, have the most natural advantages to be the participants and witnesses of the supply and realization of a better life demand.

It is honored that Greentown Services, immediately upon its list on the Stock Exchange, anchored the core values of happy life operators and will provide a wide range of quality life products and services that focus on the health and well-being of all residents in the Community, which were shown on the first page of the prospectus. Later, we extracted "Happy Life Service Provider" as the development vision and showed it on the cover of performance report.

The development version of "Happy Life Service Provider" and the national consensus of a better life shared a common coincidence with the same aim. We recorded promising performance both in capital market and business development just within two or three months. In terms of the overall performance throughout the full year, the three business services of Greentown Service, including consulting service, property service and community living service, continue to own the characteristics of stable base, synergistic development and better improvement.

致各股東：

本人謹代表董事會欣然提呈本集團截至2017年12月31日的全年業績。

2017年底，中國經濟和社會發展釋放出一個歷史性的信號：社會主要矛盾已經轉換為人民日益增長的美好生活需要和不平衡不充分的發展之間的矛盾。

這則重要信號的定位，讓許多行業從中看到堅定前行的方向。居住家園與城市空間，是美好生活場景的主要發生地，而藉此進行日常維護與改善工作的物業服務商，最具天然優勢，作為美好生活需求供給與實現的參與者和見證者。

非常榮幸，綠城服務甫一登陸港交所，便將幸福生活運營商的核心價值錨定，將提供多種關注所有園區住戶的健康及福祉的品質生活產品及服務，寫入本公司的招股書扉頁，爾後我們提煉出「幸福生活服務商」為發展願景，寫上業績報告的封面。

而「幸福生活服務商」的發展願景與美好生活的國家共識，不謀而合、一脈相通後，短短兩三個月，無論在資本市場還是業務發展中，我們都錄得亮眼的業績，再向前貫通至全年的整體業績表現來看，綠城服務的「三駕馬車」：諮詢服務、物業服務、園區服務，延續了堅實穩固、協同發力、持續向好的風貌。

RESULTS REVIEW

China's economy rebounded modestly in this year, increased by 6.9% over the previous year, achieving the first speed-up in seven years. The service industry contributed a significant share to the growth, becoming the major driving power, and the real estate industry also recorded robust sales with unusual performance and enhanced the capital and confidence of the land bank. As a real estate-related service industry, Greentown Service will certainly not miss the positive opportunities brought by the big trend. With the consulting experience value by offering high-end property management, we have signed a new service area of 64.2 million square meters among the strategic target cities, and achieved RMB680.3 million consulting services income.

People in China are eager to pay higher fees for better services, this kind of willingness is continuing to grow. The average property charges for newly-signed projects increased year-on-year. However, the collection rate of property fees for projects under management also continued to enhance by leveraging on the high satisfaction with daily services and the services portfolio facing beautiful life, together with the service delivery of the pipeline projects and the inclusion of the stock project that can be charged after signed, the property service recorded the operating revenue of RMB3,559.6 million.

More importantly, consistent with the trend of the increasing disposable income of urban residents in China, there has also been a strong growth line for the owners of services we serve, community living services or products that have to be consumed or improved in the consumer life. The operating revenue of our community living service segment recorded RMB900.1 million throughout the year, its growth rate achieved 86.0% compared with the last year. Similarly, the increase of the service in the community and the visual changes at the internet application level have led to our "Happy Greentown" online app to record 580,000 registered users. The online active rate increased by 3% over the previous year to 66.23% with the increase of the registered users, the online usage of smart courier achieved up to 97.96%. It was the progress when we proactively embraced the Internet and forming strong relations with the property owners. The online activity has also led to the distribution of offline life scenes. We have set up our own brand "Green Orange" convenience stores and unmanned sales outlets in the community. The purpose is to break through the form and content of traditional retail and become a social sharing center for the interactive communication of property owners, an experience center by deeply integrating online and offline lives.

業績回顧

這一年，中國經濟溫和反彈，比上年增長了6.9%，實現了七年來的首次提速，其中，服務業功不可沒，成為主要拉動力，而房地產業亦表現搶眼，旺盛銷量，補強了土地儲備的資本與信心。作為房地產業相關的服務業，綠城服務當然不會錯過大勢帶來的利好，加之高端物業服務的諮詢經驗價值，我們在戰略目標城市中，增加了64.2百萬平方米合同服務面積，同時實現了人民幣680.3百萬元的諮詢服務收入。

人們為更好服務付出更高費用的意願持續增強，新簽項目的平均物業費同比提高，而在管項目的物業費收繳率，憑藉日常服務的高滿意度，以及面向美好的服務組合，亦是繼續提升，連同儲備項目的服務交付、即簽即可計費的存量項目攬入，物業服務實現人民幣3,559.6百萬元營收。

更為重要的是，跟中國城鎮居民可支配收入增長趨勢一致，我們所服務的業主，消費生活必須或改善的園區服務或產品，也出現了一條強勁增長綫。我們園區服務板塊營收，全年實現人民幣900.1百萬元，同比上一年度，增長率達86.0%。同樣，園區服務的增長，還有互聯網應用層面的直觀變化，幸福綠城APP已註冊58萬用戶，綫上活躍率在註冊戶增加的情況下，比上一年再增3個百分點，達到66.23%，智能快遞綫上使用率最高達到97.96%，這是我們主動融入互聯網後被認同，跟業主逐步形成強關係的進步。綫上活躍也帶動了綫下生活場景的佈局，我們在園區開設了自有品牌「綠橙」便利店與無人售貨店，根本目的是突破傳統零售的形式與內容，成為業主交流互動的社交共享中心，綫上+綫下深度融合的體驗中心。

Apart from providing the home life service with many residents this year, we also further penetrated our services into the public buildings and commercial offices with significant values in urban areas, newly signed provincial government large-scale office space, such as the Party School of Jiangxi Provincial Party Committee in Nanchang City; increased the service for Commercial R & D office projects, such as the phase II of Alibaba Software Community in Hangzhou, Yanchang Petroleum Research Center in Xi'an. As for the services for the National Games Village in Tianjin, it was recognized as a collective of outstanding service and further accumulated the experience and confidence in serving the nation and even the intercontinental competitions.

The service is endless and difficult to be perfect. We made some achievements in the development and capital markets over the previous year. However, we are clearly aware that there is still room for the quality and efficiency of development. Entering into a better life is still shallow and the capacity of facing the high competition within the industry needs to be improved. These are the powers that motivate us to make further progress and go forward.

這一年，我們除了服務眾多居民的家園生活，亦進一步深入城市運營中頗有分量的公共建築體、商業辦公場所的服務 — 新簽省級政府大型辦公場所，如位於南昌的江西省委黨校；增加服務商業研發辦公項目，如位於杭州的阿里巴巴軟件園二期、位於西安的延長石油科研中心。而對於天津全運村的服務，獲得優秀服務集體的表彰，進一步積累了服務國家甚至洲際大賽的經驗與信心。

服務既無止境，亦難企及完美。我們在過去一年，於發展與資本兩個市場，取得一些成績，但我們足夠清醒地意識到，發展的質量與效益，還有空間；美好生活的切入度，仍較淺顯；行業競爭進一步加劇的應變能力，尚需提升。這些都是激勵我們再奮進、更前行的動力。

FUTURE OUTLOOK

A better life supply practices, from the national design to private expectations, will be deeply promoted during this year. As a service provider which is rooted in Yangtze River Delta and the Bohai Rim regions, and participating into some cities in the Pearl River Delta and cities with potential in the Midwest nowadays, we need to play the center role in the industry and demonstrate the leading effects in the supply of urban living services and operation services.

In fact, the experience and basis of our own past development and the development plans of our strategic partners have paved the ways. We have also made some preparations in advance. For example, a number of large-scale housing enterprises that cooperate strategically with Greentown Service have obtained dozens of construction sites in 2016 and 2017, most of which are located in the first- and second-tier cities such as Beijing, Shanghai, Chongqing, Hangzhou, Chengdu and Wuhan. They will mainly launch a number of service projects and the updated service, so as to cater for the new life expectancy in 2018. Based on the policies of rent and sale in the first-tier and second-tier cities, we used a number of urban outlets replaced by Greentown to establish rental and service Center and broaden the channels of asset management. Aiming at China's two-child policy, we implemented the relevant policies for three years. The need for early education is surging, we are well poised to utilize the quality education services that we prepared in advance, which will cover more communities and the surrounding areas in 2018. Greentown Service and Zhejiang University, one of the first-class institution in China, jointly study the service system integrating the industrial planning, investment and operation so as to promote the realization of industrial services by using the artificial intelligence town as a pilot.

Previously, our smart service standardization mode enabled output was nominated by Wharton Business School as one of the top 10 real estate cases in China in 2017-2018. The "Research on China's smart community building standard system", mainly edited by Greentown, has been published and distributed by Chinese Society for Urban Studies (中國城市科學研究院) in June 2017, with the aim to change the pattern of industry development, enhance the wisdom of science and technology, supply theory standards and practice principles.

未來展望

新一年，從國家設計到民間期許，美好生活的供給實踐，將縱深推進。作為深耕服務長三角、環渤海區域，如今已突破珠三角部分城市、中西部潛力城市的服務商，需要在行業中發揮龍頭力量，在城市生活服務和運營服務供給中，體現引領效應。

事實上，自身過往發展的歷練與沉澱，以及戰略合作方的發展計劃，給我們提供了良好鋪墊，我們也提前做出了一些準備。比如，與綠城服務戰略合作的多家大型房企，在2016、2017年拿下的數十宗建設用地，絕大多數分佈於北京、上海、重慶、杭州、成都、武漢等一二線城市，將集中在2018年產出一批服務項目，需要升級版的服務，以適配簇新的生活服務期望；我們依據一二線城市租售並舉的政策，運用綠城置換的多個城市網點，形成租售服務中心，拓寬資產管理的渠道；我們瞄準中國二胎政策已實施三年，早教需求井噴，已做好佈局準備的優質教育服務，將在2018年覆蓋更多園區及周邊區域；綠城服務與一流學府浙江大學共同研究集產業規劃、招商、運營為一體的服務體系，以人工智能小鎮為試點，推動產業服務落地。

不久前，我們的智慧服務標準化模式賦能輸出，被沃頓商學院提名為2017-2018中國房地產十大頂尖案例。綠城服務主編的《智慧園區建設指南》已於2017年6月由中國城市科學研究院對外發佈，為創新園區管理方法，提升園區信息基礎設施建設，及園區管理智能化發展提供指導意見。

Chairman's Statement

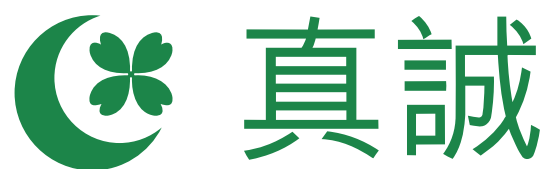
主席報告

The above is an example of our practices to enhance service efficiency and management efficiency and to release the design capacity of a better life service.

In 2018 and the foreseeable future, the connection between property services and our life will become higher and the more demand. Life is eternal and unlimited, we must strengthen ourselves before we can integrate into the general trend and form a shiny benchmark. Whether Greentown Service will conduct the practice and create better performance? Only both the clear thinking by management and the more full diligence by all employees will give the Shareholders the expected answer. We have no reason not to do this!

種種舉措，皆為設計生活。為此，我們也着手籌建美好生活研究院，最終目標是孵化出一所培養和輸出生活服務型人才的大學。

2018年以及更遠的未來，物業服務跟生活的關聯度將越來越高，需求越來越大，生活浩瀚無涯，先要做強自己，才會融入大勢，形成閃亮標杆。而綠城服務，能否在2018年為美好踐行，創更優業績？唯有管理層思路清晰、全員愈加勤勉，才會給出股東期待的回答。而我們沒有理由不這麼做！



SINCERITY

The Group is a leading happy living service provider nationwide. In the “2017 China Property Service Top 100 Enterprises Research Results Conference” organized by China Index Academy (a professional independent third-party Real Estate Research Organization in China), we once again won the first place of “China’s top 100 leading enterprises in terms of Property Service Satisfaction”, which is the praise of our services, and is one of the important drivers for the continuous expansion of our management scale, update of our service system and sustained growth of financial performance.

FINANCIAL REVIEW

For the year ended 31 December 2017, the Company achieved:

Revenue

Revenue was RMB5,140.1 million. Compared with that of the same period of year ended 31 December 2016, which was RMB3,721.9 million, the growth rate on year-on-year basis reached 38.1%, which set a new record for the Group’s performance.

The Group’s revenue comes from three segments: (i) property services, (ii) community living services, and (iii) consulting services. During the year, (i) the revenue from the property services is still the Group’s largest source of income and profit, which was up to RMB3,559.6 million, accounting for 69.3% of the Group’s income. Compared with RMB2,619.9 million in the year of 2016, there’s a year-on-year growth of 35.9%; (ii) community living services revenue reached RMB900.1 million, accounting for 17.5% of the Group’s income. Compared with the year of 2016, there was a year-on-year growth of 86.0%, which continued to keep the strong growth momentum; (iii) the revenue of consulting services amounted to RMB680.3 million, which accounted for 13.2% of the Group’s income, revealing a year-on-year growth of 10.1% compared with the whole year of 2016.

本集團是全國居領先地位的幸福生活服務商。於中國指數研究院（一家專業獨立第三方中國房地產研究機構）舉辦的「2017年中國物業服務百強企業研究成果發佈會」上，我們再次蟬聯「中國物業服務百強滿意度領先企業」第一名，這是對我們提供服務的肯定，也是我們管理規模不斷擴大，服務體系選代更新，財務業績持續增長的重要推動力之一。

財務回顧

截至2017年12月31日，本公司實現：

收入

收入為人民幣5,140.1百萬元，和2016年12月31日全年業績收入人民幣3,721.9百萬元相比，同比增長達38.1%，此增長率再創本集團業績新高。

本集團收入來自三個主要業務：(i)物業服務；(ii)園區服務；及(iii)諮詢服務。年內，(i)物業服務收入依然為本集團最大收入和利潤的來源，達人民幣3,559.6百萬元，佔本集團收入的69.3%。相對於2016年全年人民幣2,619.9百萬元，同比增長為35.9%；(ii)園區服務收入達人民幣900.1百萬元，佔本集團收入的17.5%。與2016年全年相比，同比增長86.0%，持續保持著強勁增長的勢頭；(iii)諮詢服務收入達人民幣680.3百萬元，佔集團收入的13.2%，與2016年全年相比，增長10.1%。

		2017 2017年		2016 2016年		Y/Y%
		RMB'000 人民幣千元	% of the total revenue 佔總收入%	RMB'000 人民幣千元	% of the total revenue 佔總收入%	年增加%
Property services	物業服務	3,559,644	69.3%	2,619,927	70.4%	35.9%
Property services	物業服務	3,559,644	69.3%	2,619,927	70.4%	35.9%
Consulting services	諮詢服務					
Property under construction services	在建物業服務	572,730	11.1%	522,533	14.0%	9.6%
Management consulting services	管理諮詢服務	107,612	2.1%	95,503	2.6%	12.7%
		680,342	13.2%	618,036	16.6%	10.1%
Community living services	園區服務					
Community products & services	園區產品和服務	186,361	3.6%	113,338	3.1%	64.4%
Home living services	家居生活服務	71,075	1.4%	64,620	1.7%	10.0%
Community space services	園區空間服務	121,486	2.4%	58,816	1.6%	106.6%
Property asset management services	物業資產管理服務	500,986	9.7%	236,171	6.3%	112.1%
Cultural & education services	文化及教育服務	20,165	0.4%	11,085	0.3%	81.9%
		900,073	17.5%	484,030	13.0%	86.0%
		5,140,059	100.0%	3,721,993	100.0%	38.1%

Cost of sales

During the year, the cost of sales was RMB4,193.7 million, which was an increase of 39.5% compared with that of RMB3,005.9 million in the same period of 2016 and it was slightly higher than the Group's income growth of 38.1%. This is mainly due to the fact that our cost increased as the scale expanded. At the same time, some of our business adjustment and structural optimization also brought some impact on this aspect. Certainly, the Group has been focusing on cost control, and in 2018, we will be more active in discussing the direction of replacing basic functionality with automation, to improve the organization, technology and labor efficiency.

銷售成本

年內，銷售成本為人民幣4,193.7百萬元，較2016年同期人民幣3,005.9百萬元，同比增加39.5%，與集團收入增長的38.1%相比略有上升。這主要是因為我們規模擴大而同步帶來的成本上升，同時我們部分業務的調整及結構優化對此也帶來一定的影響。當然，集團一直關注成本管控，2018年將更積極地探討以自動化代替基礎功能的方向採取措施提升組織效率、科技效率和勞動效率。

Administrative expenses

The Group's administrative expenses was RMB416.0 million, an increase of 51.3% compared with RMB274.9 million in 2016. This growth rate is larger than the trend of Group's income growth, which is mainly because: (i) increased demand for personnel services resulting from rapid income growth and an increase in staff expenditure brought by a rise in per capita wage; (ii) investment in the construction of intelligent facilities, equipment and information systems. For instance, the internal Big Data center, the upgrade of project management system, system software development, and hardware maintenance, etc.; (iii) investment in building support center platforms, which include financial sharing centers and human resources sharing centers, in order to manage personnel costs, improve management efficiency; and (iv) the office expenses as a result of the Group's relocation into the new self-purchased headquarter building at the end of 2016.

Gross profit

- Gross profit has reached RMB946.4 million, a growth of 32.2% compared with RMB716.0 million in 2016. Gross profit margin was 18.4%, decreased by 0.8%, compared with the same period of last year; the main reason for the reduction of the gross profit rate was the decline of gross profit rate in the community living service and the change in the proportion of three major business components.
- Gross profit margin for property service was 11.2%, slightly higher than 10.9% in 2016. Although the unit labor costs keep rising, the Group spares no efforts to provide more premium service experience for owners through applying the Internet, utilization of intelligent devices and improvement in management system. Also, the Group categorizes the communities it manages into certain service levels according to the different charge standards, formulates customized standards for equipment improvements and service plan, to make sure the consistency in customer experiences in different projects, as well as provide protection for the rapid expansion of the Group across the country. As a result of the establishment of automatic, centralized and standardized management system, the Group can realize the excellent cost control while keep the satisfaction of customers.
- Gross profit margin for consulting service was 36.1%, slightly higher than 35.5% in 2016, which has been stable in recent years. The adjustment to new policies of consulting services has affected the change in gross profit margin.

行政開支

集團行政開支為人民幣416.0百萬元，較2016年的人民幣274.9百萬元增加51.3%。這增長率高於集團收入增長的趨勢，主要的原因是：(i)收入快速增長所帶來的人員服務需求增加，以及人均工資的上漲帶來的員工支出增長；(ii)對智能化設施、設備和信息化系統建設的投入。如內部的「大數據」中心，項目管理系統的提升，系統軟件開發，和硬件的維護等；(iii)為控制人員成本，提高管理效率，投入建設平台支持中心，包括財務共享中心和人力資源共享中心，及(iv)因集團於2016年底搬進自購的新總部大樓而帶來的辦公開支。

毛利

- 毛利達到人民幣946.4百萬元，較2016年全年人民幣716.0百萬元相比增長32.2%。毛利率為18.4%，與去年同期相比下降了0.8個百分點；毛利率下降的主要因為園區服務收入毛利率的下降和三大業務構成佔比的變化。
- 物業服務毛利率為11.2%，比2016年的10.9%略高。雖有人工成本單價的不斷提升，但本集團一直不遺餘力地通過互聯網的應用、智能設備的投入、管理體系的提升來為業主提供更優質服務體驗。本集團也將其管理的小區根據不同的收費標準，劃分為若干個服務層級，制定定制的設備改造和服務方案標準，確保了不同項目客戶體驗的一致性，也為本集團在全國範圍內的快速擴張提供保障。正是因為自動化、集中化、標準化管理體系的建立，本集團在保證客戶滿意度的前提下，實現了優秀的成本控制能力。
- 諮詢服務毛利率36.1%，比2016年的35.5%略高，這幾年表現都比較穩定。諮詢服務新策略的調整並沒有影響到毛利率的變化。



- Gross profit margin for community living service was 33.5%, there was an obvious decline as compared to 43.5% in 2016. This was mainly due to the rapid changes in sales portfolio as a result of the strategic planning of development of community living services.
 - (i) Community products & services, because of the inherent nature of its products, mainly quality agriculture products like rice and fruits, its gross profit margin was lower than the average gross profit margin of community living services. Accordingly, when such products and services grew rapidly and achieved a year-on-year growth of 64.4%, brought strong revenue, however, it would dilute the average gross margin.
 - (ii) Continuous expansion and investment in property asset management services. Property asset management service, being the key component of community living service segment, contributed 55.7% to revenue of community living services in 2017, and property agency business (“綠城置換”) is the major income source of this business line. Since 2017, the rise in initial investment, as a result of the geography expansion of property agency business, including shop rent and employment of staff, led to the continuous drop in gross profit of this segment, and work to average down the overall gross margin of community living service. Therefore, we will continue to pay more attention to and control the cost of this segment.
 - (iii) Strategic adjustment and further investment in cultural & education services. Since the second half of 2017, the implementation of the Private Education Promotion Law (《民辦教育促進法》) and some negative publications on education industry lead to the higher entry barrier for these industries, and the Group has a deeper understanding about the owners’ rising demand for high-end education. The Group has set stricter requirements for the establishment and operation of the equipment and field, and devoted more resources into the research in education curriculum system and salary of teachers and training system. Gross profit margin of this segment was negative which was -44.1% affecting the overall average gross margin of community living services.
- 園區服務的毛利率33.5%，比2016年的43.5%有明顯下調。主要是園區服務發展戰略佈局引起的銷售組合迅速變化所致。
 - (i) 園區產品服務，因其產品自身屬性（主要為大米、水果等優質農產品），其毛利率低於園區服務收入的平均毛利率，所以當此產品和服務急速增長，達到同期增長率64.4%時，帶來強勁的收入，但同時也會攤薄平均毛利率。
 - (ii) 物業資產管理服務的持續擴張及投入。作為園區服務分部的重要組成部分，2017年度該部分收入佔園區服務收入的55.7%，綠城置換則為該部分收入的主要來源。2017年以來，綠城置換在地域上的快速擴張所帶來的前期投入（包括店鋪租賃及員工工配置等）的上升，導致該分部毛利的持續下降，也攤薄了園區服務整體平均毛利率。為此，我們也將繼續加大對此部分成本的關注及控制。
 - (iii) 文化教育服務的戰略調整及進一步的投入。2017年下半年以來，《民辦教育促進法》的實施以及教育行業發生的一些負面事件對該等行業的准入要求更高，也令集團對業主日益增長的高端教育需求有了更深刻的認識。我們提高了設立及運營的硬性設施及場地要求，並加大了對教育課程體系的研發投入及教職人員薪資、培訓體系等的投入，此部分收入毛利率為負數(-44.1%)，也影響了園區服務整體平均毛利率。

The sales portfolio of community living services will keep adjusting, therefore, the Board believes that the average gross margin for the future will continue to adjust downwards, but the Board has closely monitored and controlled the community services in terms of the costs. During the year, the gross margin for community living service decreased by 2.3% only, as compared to that of 35.8% in interim period of 2017, showing that the measures for managing and controlling the cost started to make effect.

由於園區服務的銷售組合構成會繼續調整，所以董事會認為未來的平均毛利率可能會繼續向下調整，但董事會已對園區服務於成本方向進行了頻密關注和控制。年內園區服務毛利率相比2017年中期毛利率35.8%，僅下降了2.3個百分點，成本管控措施初見成效。

Net Finance income/(costs)

The finance income during the year was RMB18.2 million, increased by 244.3% compared with that of RMB5.3 million in the same period of 2016. This is because of the increase in operating capital of the Group, together with the large amount of capital raised to list on the Stock Exchange. In this sense, the interest rate of bank has been greatly increased. On the other hand, the Group did not have the financing cost, mainly because in 2016 the fund was used to repay all the bank loans.

融資收入／(成本)淨額

年內融資收入為人民幣18.2百萬元，同比2016年人民幣5.3百萬元增加244.3%。這是因為集團的運營資金增加，加上通過於聯交所上市募集了大量資金，所以銀行利息得到大幅提升。另一方面，集團沒有融資成本，主要是因為於2016年使用了募集資金償還了全部銀行貸款。

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	Y/Y% 年增加%
Interest income on listed debt instruments	上市債務工具利息收入	665	–	N/A 不適用
Interest income on bank deposits	銀行存款利息收入	18,239	5,297	244.3%
Interest expenses on bank loans	銀行貸款利息開支	–	(6,964)	-100.0%
Net finance income/(costs)	融資收入／(成本)淨額	18,904	(1,667)	-1,234.0%

The profits and losses of the associate company and joint venture company

In 2017, profits of associates amounted to RMB7.3 million, increased by RMB2.9 million, or 64.8% from RMB4.4 million in 2016. One of the property service companies performed strongly and realized profit of RMB15.4 million. Profits of joint venture amounted to RMB0.3 million, turning to profit from loss.

分佔聯營及合營公司的利潤和虧損

2017年度，聯營公司利潤為人民幣7.3百萬元，較2016年度人民幣4.4百萬元增長人民幣2.9百萬元(或64.8%)，其中一家物業服務公司表現強勁，實現利潤人民幣15.4百萬元。合營公司利潤為人民幣0.3百萬元，由虧轉盈。

Income Tax

The income tax for the year was RMB116.8 million, decreased by 5.6% from RMB123.8 million during the same period of 2016, and the tax burden fell from 29.6% in 2016 to 23.0% of this year; excluding the effect of withholding tax, the tax burden fell from 27.6% in 2016 to 25.1% of this year. It is mainly because the Group has improved the tax management system, and strengthened the tax control. According to China's relevant tax regulations, the Group considered that the income will not be distributed to the overseas in last year and the year of 2018, so in 2017, the Group set back the withholding tax of its Chinese subsidiaries.

所得稅

年內所得稅為人民幣116.8百萬元，較2016年同期人民幣123.8百萬元同期下降5.6%，稅負由2016年的29.6%下降至本年的23.0%；撇除利潤預扣稅的影響，稅負由2016年的27.6%下降至本年的25.1%。主要由於集團完善了稅務管理體系，加強了稅務管控。根據中國的相關稅收條例，集團考慮過往一年以及2018年也不會向境外分配利潤所得，因此2017年度集團做了本集團中國附屬公司利潤預扣稅的撥回。

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Current tax			
	即期稅項		
PRC corporate income tax	中國企業所得稅	147,427	108,199
Under-provision in respect of prior years	過往年度撥備不足	2,161	2,178
		149,588	110,377
Deferred tax			
	遞延稅項		
Origination and reversal of temporary differences	暫時差額的產生及撥回	(21,935)	5,122
Withholding tax on the profits of the Group's PRC subsidiaries	本集團中國附屬公司利潤預扣稅	(10,804)	8,302
		(32,739)	13,424
		116,849	123,801

Under the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in Cayman Islands and British Virgin Islands.

根據開曼群島及英屬維爾京群島的規則及規例，本集團毋須繳交任何開曼群島及英屬維爾京群島的所得稅。

The income tax rate applicable to a subsidiary incorporated in Hong Kong for the income subject to Hong Kong Profits Tax during the year was 16.5%. No provision for Hong Kong Profits Tax was made for the year ended 31 December 2017 as the Group did not earn any income which was subject to Hong Kong Profits Tax.

於香港註冊成立的集團實體須就年內繳納香港利得稅的收入的適用所得稅稅率為16.5%。由於截至2017年12月31日止年度，本集團並無賺取任何須繳納香港利得稅的收入，故本集團並無就香港利得稅作出撥備。

Individual Chinese companies under the Group are usually required to pay an enterprise income tax at 25% of taxable income and, unless otherwise prescribed, the tax rate is determined in accordance with China's relevant income tax regulations and regulations.

本集團旗下的個別中國公司通常須按應課稅收入的25%繳納企業所得稅；除另有訂明，稅率乃根據中國相關所得稅規例及法規釐定。

Profits for the year

During the year, profits of the Company were RMB392.1 million, an increase of 33.0% compared with the same period last year; profit attributable to equity shareholders of the Company was RMB387.5 million, a growth of 35.7% compared with the same period in 2016; net profit margin, being profit attributable to equity shareholders of the Company divided by revenue, was 7.5%, a slight decrease of 0.2% over 7.7% in the previous year. The slight decline in margin was due to: mainly a strategies investment in Cultural and Educational Service and Property asset management service. By nature, the strategies investment experienced a decline in net margin and this situation will continue in the short future. The board believes these two sub-service line will be the important growth drivers and help the Group to seize the opportunity of development in future. Earnings per share was RMB0.14, a year-on-year growth of 16.7%.

Liquidity, reserves and capital structure

The Group maintained a good financial condition during the year. The current assets for the year was RMB2,936.4 million, increased by 2.9% compared to RMB2,853.1 million in 2016. The Group's cash and cash equivalents amounted to RMB1,836.5 million, decreased by 15.8% from RMB2,181.7 million in 2016. But the corporate capital remains plentiful, with no bank loans, and is in a net cash position, with a current ratio of 1.37 during the year, at a normal level.

In 2017, cash and cash equivalents of the Group amounted to RMB1,836.5 million, declined year-on-year by 15.8% as compared to RMB2,181.7 million for the year of 2016. This was mainly due to netting of (i) the net cash used in investing activities of RMB749.8 million; (ii) cash used in financing activities of RMB71.0 million; and (iii) decrease of RMB53.0 million arising from fluctuation in exchange rate. Net cash inflow from operating activities remained the stable upward trend, amounting to RMB528.6 million during the year, grew year-on-year by 34.3% from RMB393.7 million in 2016.

The total equity of the Group for 2017 was RMB1,991.7 million, which increased by 14.1% from RMB1,745.7 million in 2016. This is mainly due to the accumulation of the company's profits during the year.

Because all of the Group's business is within the PRC, the operating income and profits for the year are denominated in Renminbi. The Group's only source of foreign currency is the Hong Kong dollar, because it witnessed a successful IPO in Hong Kong in 2016. Therefore, a single foreign currency investment income for the year was the deposit interest of the raised funds. The Group does not render that there is a major foreign currency exchange risk, or has adopted financial instruments to hedge currency risk.

年內利潤

年內，公司利潤為人民幣392.1百萬元，同期增長33.0%；公司權益股東應佔利潤為人民幣387.5百萬元，與2016年全年同期相比，增長35.7%；淨利率（公司權益股東應佔利潤除以收入）為7.5%，較去年同期7.7%略微下降0.2個百分點。淨利率略下降原因主要在於集團在文化教育服務、資產管理服務上做了戰略投資，出現了策略性虧損，這會在短期內對我們的盈利有些影響，但董事會相信這些投資能為我們帶來長遠價值及增長機會。每股盈利為人民幣0.14元，同比增長16.7%。

流動資金、儲備及資本架構

本集團於年內維持優良財務狀況。年內流動資產為人民幣2,936.4百萬元，較2016年人民幣2,853.1百萬元增加2.9%。集團的現金及現金等價物達到人民幣1,836.5百萬元，同比2016年人民幣2,181.7百萬元下降15.8%。但是公司資金仍然充裕，沒有銀行貸款，處於淨現金狀態；年內流動比率為1.37，處於正常水平。

2017年集團現金和現金等價物為人民幣1,836.5百萬元，與2016年全年人民幣2,181.7百萬元相比，同比下降15.8%。這主要是因為扣除了：(i) 投資活動所用的現金淨額人民幣749.8百萬元；(ii) 融資活動所用的人民幣71.0百萬元；及(iii) 匯率變動導致減少了人民幣53.0百萬元。而經營活動所得現金淨流入依然呈穩健上漲趨勢，年內達人民幣528.6百萬元，比2016年全年人民幣393.7百萬元，同比增長34.3%。

集團2017年的總權益為人民幣1,991.7百萬元，較2016年人民幣1,745.7百萬元增加了14.1%。這主要是因為年內公司利潤的積累。

由於集團所有的業務均在境內，所以年內運營收入和利潤都以人民幣計算。集團唯一的外幣來源是因2016年在香港成功上市募集資金，全部為港元。所以年內的單一外幣投資收入為此上市募集資金的存款利息。集團不認為存在主要外幣匯兌風險，或已經採取金融工具來對沖貨幣風險。

Property, plant and equipment

During the year, the value of property, plant and equipment amounted to RMB303.9 million, which increased by 14.9% from RMB264.5 million in 2016. This is mainly due to the increase of 226 management communities, or 27.9%, under normal operation, the Group also acquired the corresponding community equipment and office equipment.

Trade and other receivables

During the year, trade and other receivables amounted to RMB789.7 million, increased by RMB243.0 million, or 44.4%, from RMB546.7 million in 2016. Although this percentage was higher than that of income growth, it remained within 14%–16% in 2016 and 2017 in terms of its shares of total revenue. Trade receivables (mainly property service fees) which constitute the most amounted to RMB489.1 million, increased by RMB113.7 million, or 30.3%, from RMB375.4 million in 2016, which is lower than the total revenue growth of 38.1%; share of revenue decreased to 9.5% in 2017 from 10.1% in 2016, demonstrating the good collection policies and effective implementation of amounts receivables.

Receipts in advance

For the year ended 31 December 2017, receipts in advance amounted to RMB649.8 million, increased by RMB176.6 million or 37.3% when compared to RMB473.2 million in 2016, which was generally in line with the growth rate of the revenue. Receipts in advance mainly represents the property service fees paid by owners in advance.

Trade and other payables

This year, this amount amounted to RMB1,303.6 million, 38.3% higher than RMB942.9 million in 2016. This is mainly due to: (i) the growth in trade payable and (ii) the increase in the amount of payment collected on behalf of owners. This growth is linked to the Group's volume of business, which is generally in line with the revenue growth of 38.1% for the year.

物業、廠房及設備

年內物業、廠房及設備達人民幣303.9百萬元，較2016年人民幣264.5百萬元增加14.9%。主要是隨著在管園區於年內增加了226個，或27.9%，所以在正常經營情況下，集團也添置了相應的園區設備和辦公室設備。

貿易及其他應收款

年內，貿易及其他應收款項達人民幣789.7百萬元，較2016年人民幣546.7百萬元增加了人民幣243.0百萬元，或44.4%。儘管此百分比較高，超出了收入的增長百分比，但按總量佔收入算，2017和2016兩年都維持在14%–16%之內。而佔比最大的貿易應收款（主要為物業服務費）達人民幣489.1百萬元，較2016年的人民幣375.4百萬元增加了人民幣113.7百萬元，增長30.3%，低於總收入增長率38.1%；佔收入百分比由2016年的10.1%下降至2017年度的9.5%，顯示了集團良好的款項回收政策和到位的執行能力。

預收賬款

截至2017年12月31日，預收賬款達人民幣649.8百萬元，較2016年人民幣473.2百萬元增加了人民幣176.6百萬元，或37.3%，與收入的增速基本保持一致。預收賬款主要為業主預付的物業服務費。

貿易及其他應付款

年內，此款項達到人民幣1,303.6百萬元，較2016年人民幣942.9百萬元高出38.3%。主要是因為：(i)各項貿易應付款項增長，及(ii)代業主收取的款項增長。因為，此增長是與集團業務量掛鉤，與年內38.1%的收入增長率基本一致。

Property Services – accounting for 69.3% of total revenue, and 42.2% of total gross profit

Property services are the Group's largest revenue and margin source. During the past 19 years since the establishment till now, the Group has been mainly adopting the overall rationing system for service charging. Based on our management experience and cost control capability over the past 19 years, property services provide us with stable revenue and profit, as well as good reputation. Throughout 2017:

- Revenue reaching RMB3,559.6 million, an increase of 35.9% compared with RMB2,619.9 million in 2016, achieving a steady rise compared with the Group's previous growing tendency of 30%.
- Gross profit reaching RMB399.3 million, up 39.5% from RMB286.3 million in 2016.

物業服務 — 佔總收入 69.3%，佔總毛利 42.2%

物業服務是集團的最大收入和毛利來源。從設立到現在的19年間，集團一直都主要採取包幹制的服務收費方式。基於我們過去19年積累的管理經驗和成本控制能力，物業服務為我們帶來穩定的收入、利潤，及上佳口碑。於2017年全年：

- 收入達人民幣3,559.6百萬元，較2016年全年人民幣2,619.9百萬元上升35.9%，與集團過往的增長勢頭30%增長率相比，穩中有升。
- 毛利為人民幣399.3百萬元，較2016年全年人民幣286.3百萬元上升39.5%。

		2017		2016	
		% of property service revenue 佔物業服務收入%	% of managed GFA 佔在管面積%	% of property service revenue 佔物業服務收入%	% of managed GFA 佔在管面積%
Contracted GFA	合約面積				
— Residential	— 住宅	70.6	79.0	72.3	76.2
— Non-residential	— 非住宅	29.4	21.0	27.7	23.8
Total	總計	100.0	100.0	100	100

- The managed GFA reaching 137.8 million square meters, an increase of 31.0% compared with 105.2 million square meters in 2016, or net increase of 32.6 million square meters, increased by 20.3 million square meters compared with 117.5 million square meters in the interim period of 2017. The increase in new projects brings us endogenous growth momentum and is also the main source of the continued increase in revenue and profits from property services. At the same time, based on the market demand for high-end property services, we have also actively expanded to the stock market, promoted the increase of managed GFA during the year, resulting in increased income, which is also the reason why the managed GFA has set a historical high during the year.
- 在管面積為137.8百萬平方米，較2016年的105.2百萬平方米增加了31.0%，或淨增加32.6百萬平方米，比2017年中期的117.5百萬平方米增加了20.3百萬平方米。新項目的增加為我們帶來內生性增長動力，也是物業服務收入及利潤持續增加的主要來源。同時，基於市場對高端物業服務的需求，我們也積極向存量市場拓展，促進年內在管面積的提升，從而帶來收入的增加，這也是年內在管面積再創歷史新高的原因之一。

- Reserved GFA, as one of the most important sources of managed GFA in the future, reached a new high of 150.0 million square meters in the year, a growth of 25.6% compared with 119.4 million square meters in 2016, or net increase of 31.6 million square meters. This is for the fourth consecutive year that the Group's reserved GFA is higher than the managed GFA, showing that the total area of new items we acquire each year not only fills in the area changing from reserve to delivery, but also brings net increase and added reserve, providing a solid foundation for the Group's future growth.
- 1,035 management projects, covering 120 cities in 24 provinces, municipalities and autonomous regions in China, while there were 809 management projects in 2016.
- Greentown China Holdings Limited ("Greentown China", stock code: 3900.HK) is our Shareholder and our biggest customer as well as important partner. During the year, Greentown China's sales amount accounted for 4.4% of the Group's total sales. Since its inception, the Group has been operating independently, facing the national market to obtain projects, so there will be no excessive customer concentration.
- Regional distribution: as at 31 December 2017, our managed gross floor area ("GFA") and income by region are distributed as follows:
- 儲備面積，作為未來在管面積的重要來源之一，年內達到一個新高，為150.0百萬平方米，與2016年119.4百萬平方米相比增加了25.6%，或淨增加31.6百萬平方米。這是集團連續第四年儲備面積高於在管面積，顯示我們每年新獲取項目面積總量不但填補了當年從儲備轉為交付的面積，更帶來淨增加擴大儲備，為集團的未來增長提供堅實基礎。
- 在管項目達到1,035個，覆蓋了全國24個省、直轄市和自治區，以及120個城市。2016年在管項目個數為809個。
- 綠城中國控股有限公司（「綠城中國」，股份代號：3900.HK）除了是我們的股東，更是我們的最大客戶和重要合作夥伴。年內，綠城中國佔本集團的銷售金額，為4.4%。集團從成立以來一直獨立運作，面向全國市場而獲得項目，所以不會出現客戶過度集中的情況。
- 區域分佈：於2017年12月31日，我們的在管面積和收入按區域分佈如下：

		2017		2016	
		% of managed GFA	% of revenue	% of managed GFA	% of revenue
		佔在管面積%	佔總收入%	佔在管面積%	佔總收入%
— Hangzhou	— 杭州	17.2	29.0	19.9	26.6
— YuHang	— 余杭	5.8	5.6	6.6	6.5
— Greater Hangzhou	— 大杭州	23.0	34.6	26.5	33.1
— Ningbo	— 寧波	7.7	6.3	8.3	7.2
— Yangtze River Delta	— 長江三角區	37.9	31.3	37.0	31.2
— Bohai Economic Rim	— 環渤海經濟區	15.2	13.1	10.6	13.6
— Pearl River Delta	— 珠江三角區	5.0	5.5	5.5	5.2
— Others	— 其他	11.2	9.2	12.1	9.7
		100	100	100	100

Community Living Services – accounting for 17.5% of our total revenue, and 31.9% of our total gross profit

During the year, the community living service is still the one with the fastest growth rate among Company's many business, and has gained revenue of RMB900.1 million, a continued rapid increase of 86.0% compared with RMB484.0 million in 2016. Among them,

- (1) The community products and services (accounting for 20.7% of the community living service income): in 2017, the annual income reached more than RMB186.4 million, an year-on-year increase of 64.4% compared with RMB113.3 million in 2016.
- (2) Home Life Services (accounting 7.9% of the community living service income): in 2017, the annual income reached RMB71.1 million, compared with RMB64.6 million in 2016, slightly up 10.0%.
- (3) Community Space Services (accounting for 13.5% of the community living service income): in 2017, the annual income reached RMB121.5 million, a substantial increase of 106.6%, compared with RMB58.8 million in 2016.
- (4) Property Asset Management Services (accounting for 55.7% of the community living service income): in 2017, the annual income reached RMB501.0 million, significantly increased by 112.1% compared with RMB236.2 million in 2016.
- (5) Cultural and education services (accounting for 2.2% of the revenue of the community living services): in 2017, the annual income reached RMB20.2 million, a year-on-year increase rate of 81.9% compared with RMB11.1 million in the same period of 2016.

園區服務 — 佔總收入 17.5%，佔總毛利 31.9%

年內，園區服務依然為公司眾多業務中增長速度最快的業務，並獲得收入為人民幣900.1百萬元，較2016年人民幣484.0百萬元，繼續快速提升達86.0%。其中：

- (1) 園區產品和服務(佔園區服務收入20.7%)：2017年收入達人民幣186.4百萬元，同比2016年人民幣113.3百萬元增長了64.4%。
- (2) 居家生活服務(佔園區服務收入7.9%)：2017年收入為人民幣71.1百萬元，同比2016年人民幣64.6百萬元，略微上升10.0%。
- (3) 園區空間服務(佔園區服務收入13.5%)：2017年收入達人民幣121.5百萬元，同比2016年人民幣58.8百萬元，躍升106.6%。
- (4) 物業資產管理服務(佔園區服務收入55.7%)：2017年收入達到人民幣501.0百萬元，同比2016年人民幣236.2百萬元大幅度增長了112.1%。
- (5) 文化教育服務(佔園區服務收入的2.2%)：2017年收入為人民幣20.2百萬元，同比2016年人民幣11.1百萬元，增長率81.9%。

		2017			2016	
		Revenue RMB'000 收入 人民幣千元	% of total 佔總額 %	Y/Y % 年增加 %	Revenue RMB'000 收入 人民幣千元	% of total 佔總額 %
Community products & services	園區產品服務	186,361	20.7	64.4	113,338	23.4
Home living services	居家生活服務	71,075	7.9	10.0	64,620	13.4
Community space services	園區空間服務	121,486	13.5	106.6	58,816	12.2
Property asset management services	物業資產管理服務	500,986	55.7	112.1	236,171	48.8
Cultural & education services	文化教育服務	20,165	2.2	81.9	11,085	2.2
Total	總計	900,073	100	86.0	484,030	100

Community living services is the Group's fastest growing business segment. Community living service provides systematic products and service solutions based on owners' full range of life scene and the entire life cycle of real estate, it is the extension of property services, but also an important component of our strategic objective as a "Happy Life Service Provider". Since 2017, we made continuous adjustment and optimization of the relevant content of community living services based on the actual situation of our strategic plan.

In terms of community products and services, we facilitate mainly the rice-centered "Happy Granary" plan, to provide for the owners high-quality agricultural and sideline products. And on this basis, according to the owners' product demand for China's traditional festivals (Dragon Boat Festival, Mid-Autumn Festival, etc.), we enrich product types in the community to meet the owner's demand. We, based on this, will also deepen cooperation with enterprise customers among owners, to enhance our product bargaining advantage at the same time of developing them into B-end customers. In the meantime, we will improve the owner's product experience, based on the advantage brought by the investment in the new retailing industry, Haolingju, with the cooperation of Xian Life and Yiguo, we also set out to layout community business, and plan to take advantage of the management experience and advantages of Haolingju and Xian Life in the new retail area, to build our community convenience store in the managed community with the implementation of rapid replication to promote the development of industrial community products and services.

In terms of property asset management services, during the year, various local governments have issued policies to promote housing leasing market, rent and purchase to the residential needs. And a series of policy incentives to accelerate the cultivation and development of housing leasing market have been introduced one after another, making the leasing market the priority of government policy. This has also verified the correctness of our strategic deployment for this part of the business. In the future, we planned to continue to carry out the regional expansion plan, and will optimize the development strategy: to carry out the strategy step by step according to the distribution of the managed project, and the activity degree of second-hand housing transaction. In addition, we also established "Uhomelife" brand to carry out housing rental business for community owner's idle assets. These businesses are in a fast-expanding phase, and will still affect the gross profit margin of that division to be adjusted downward further in the next period of time. But we believe that although this is necessary to seize market opportunities, we still need a certain amount of time to make adjustment, so as to establish a stable business model of asset management operations eventually, improve the value-added of our services, and bring a stable source of income and profit.

園區服務是本集團增長速度最快的業務。園區服務基於業主的全生活場景和房地產的全生命週期提供系統性的產品和服務解決方案，是物業服務的延伸，更是我們「幸福生活服務商」戰略願景的重要組成部分。2017年以來，我們根據戰略規劃和實際情況就園區服務相關分部內容，進行了調整並不斷予以優化。

在園區產品和服務方面，我們主推以大米為主的「幸福糧倉」計劃，為業主提供優質的農副產品，並將以此為基礎，根據業主於中國傳統節日（端午節、中秋節等）產品需求，豐富園區產品類型，滿足業主產品需求。我們也將以此為基礎，加深與業主中企業客戶的合作，在將其發展為B端客戶的同時，增強我們對產品的議價優勢。同時，為提高業主的產品體驗，基於我們聯合鮮生活、易果投資於新零售行業一好鄰居的優勢，我們也著手佈局社區商業，並計劃借助於好鄰居及鮮生活於新零售領域的管理經驗及優勢，建立我們在管園區社區便利店模型，並實行快速複製，以推動園區產品服務的深化發展。

物業資產管理服務方面，年內各地政府紛紛出台政策促進住房租賃市場、租購並舉，一系列鼓勵加快培育和發展住房租賃市場建設之政策措施相繼出台，也讓租賃市場成政策著力最多的領域。這也驗證了我們對此部分業務開展戰略佈局的正確性。未來，我們計劃繼續執行區域拓展計劃，並將優化拓展策略：根據我們各地在管項目分佈情況，二手房交易活躍度等情況逐步開展。另外，我們也針對園區業主閒置資產等情況，設立「優屋美宿」品牌開展房屋返租業務。這些業務尚處於快速擴張階段，未來一段時間內仍將影響該分部毛利率的進一步向下調整，但我們認為，這是抓住市場機遇所必然的，也需要一定的時間去調整，最終將能夠建立資產管理運營的穩定商業模式，提高我們服務的附加值，並帶來穩定的收入和利潤來源。

In terms of cultural and education services, we adjusted the early childhood education development strategy according to the market and the industry situation, focused on the early preschool education high-end market, and promoted specialization level and marketability degree. In the past year, in addition to the adjustment of strategic positioning, business development model has also been adjusted. From the “all-inclusive” community education concept, with platform cooperation strategy transformation as the chain-store strategy for early education, we continuously streamlined low value-added high risk projects, and introduced high-end education system, and moved toward the parallel-tracking approach of “introduction + independent R&D”. During the year, due to external policies and some adverse events in the industry, and the adjustment of our strategic positioning and requirements, through proprietary trading and cooperation, we’ve invested and built a total of 27 Qi Miao Yuan related education points. Some education points are being decorated and have yet to be operated. As stated in the 2017 interim report, the continued investment in this part is expected to be profitable in the third year, and based on our continued commitment to the rapid occupation of the education market, the overall profit-making cycle of that part of the service may be stretched and we will monitor it to make our overall or community living service division profit free from its impact as far as possible. In addition, we will actively explore the service system of the home-based care for elderly in the community, to improve the community living service content, to research and develop appropriate products for the high-end need of the elderly, and to create the industry’s leading care services brand.

Consulting services – accounting for 13.2% of the total revenue, 25.9% of the total gross profit

As discussed in the 2016 annual report, the Group is fully aware of and actively responding to the structural changes in the business environment of the consultancy service. For instance, we cooperate with Mercedes-Benz, Chrysler and other auto 4s stores and some local governments to gradually expand our customer base; at the same time, we provide the extension of service content and type, such as the provision of activities planning, organization, and the application of field robot. In addition, our “Green Alliance” service, by accurately understanding the property service enterprises’ demand for the improvement of service quality in the market, has gained the market recognition, thus promoting the performance enhancing of the management of consulting services. In 2017, the consulting services income reached RMB680.3 million, an increase rate of 10.1% compared with the annual growth of 2016, and compared with the growth rate of 2.7% in mid-year of 2017, there has been a more significant increase, which also verified that new strategy for our consulting services is effective.

文化教育方面，我們根據市場及行業情況調整了早幼教發展戰略，重點聚焦早幼教高端市場，提升專業化水平和市場化程度。在過去的一年裡除了戰略定位的調整外，業務發展模式上也有所調整，從「大而全」的園區教育設想出發，以平台合作戰略轉型為早教直營戰略，不斷精簡低附加值高風險的項目，並引入高端教育體系，向「引進+自主研發」雙軌並行方向轉變。年內，由於外部政策及行業內一些負面事件影響，及我們戰略定位及要求的調整，我們通過自營與合作的方式共投入建設27家奇妙園及相關教育點，並尚有多家已投入裝修尚待運營。誠如我們在2017年中期報告披露所述，該部分的持續投入預計將於第三年可能會有盈利，而基於我們將持續投入以實現快速佔領教育市場的安排，該部分服務的實現整體盈利的週期可能會拉長，我們將予以監控，使我們總體或園區服務分部的利潤盡量不受其影響。另外，我們也將積極探索園區長者居家養老的服務體系，完善園區服務內容，研發合適中高端長者需求的服務產品，打造業內領先的照護服務品牌。

諮詢服務 — 佔總收入13.2%，佔總毛利25.9%

誠如2016年年報所討論，對於諮詢服務經營環境的結構性變化，集團充分認識到並予以積極應對，如與奔馳、克萊斯勒等汽車4s店及一些地方政府合作，逐步擴大我們的客戶基礎；同時，也在分析客戶需求的情況下，對我們所提供的服務內容及類型進行延伸，如提供活動的策劃組織、推行案場機器人的應用等。另外，我們的「綠聯盟」服務精準的把握了市場中物業服務企業對服務品質提升的需求，獲得了市場的認可，推動了管理諮詢服務的業績提升。2017年年內，諮詢服務收入達人民幣680.3百萬元，與2016年全年相比增長10.1%，相較於2017年中期的同期2.7%增長率，有了較為明顯的提升，這也驗證了我們諮詢服務新策略行之有效。

Management Discussion and Analysis

管理層討論和分析

		2017			2016		
		Revenue RMB'000 收入 人民幣千元	% of total 佔總額 %	Y/Y % 年增加 %	Revenue RMB'000 收入 人民幣千元	% of total 佔總額 %	Y/Y % 年增加 %
Project under construction services	在建物業服務	572,730	84.2	9.6	522,533	84.5	9.8
Management consulting services	管理諮詢服務	107,612	15.8	12.7	95,503	15.5	27.6
Total	總計	680,342	100	10.1	618,036	100	12.2

		2017			2016		
		Nos. of projects year end 項目個數 年末	Y/Y% 年增加 %	Average revenue/ project RMB'000 平均收入/ 項目 人民幣千元	Nos. of projects year end 項目個數 年末	Y/Y% 年增加 %	Average revenue/ project RMB'000 平均收入/ 項目 人民幣千元
Project under construction services	在建物業服務	297	22.7	1,928	242	14.2	2,159
Management consulting services	管理諮詢服務	272	29.5	396	210	23.5	455

— During the year, the revenue for project under construction services reached RMB572.7 million, a year-on-year increase of 9.6% compared with that in 2016. And compared with the 0.2% growth rate in the middle of 2017, there has been a significant increase. This is mainly because of the number of customers we serve has been further expanded with the growth of the new contract area of property management services, and through the way we expand our customer base.

— During the year, the revenue for management consulting services reached RMB107.6 million, an increase of 12.7% compared with the same period in 2016. This is mainly because primary results have been achieved with the implementation of “Green Alliance” service. On the original model of deliver management services to customers, we have not only enhance the maintaining time of business partnership, but also let more property service enterprises to choose to establish a “Green Alliance” partnership with us, thereby driving the increase of income.

— 年內，在建物業服務收入達人民幣572.7百萬元，與2016年同期相比增長9.6%。與2017年中期的0.2%增長率相比，有了明顯的提升。這主要是因為我們的服務客戶數量，隨著物業管理服務新簽合約面積的增長，以及我們通過擴大客戶基礎的方式，得到了進一步的擴充。

— 年內，管理諮詢服務收入達人民幣107.6百萬元，與2016年同期相比增長12.7%，這主要是因為我們落實的「綠聯盟」服務初見成效，在原有為客戶輸出管理服務的模式上，不僅提升了業務合作關係的保持時間，也讓更多的物業服務企業選擇與我們達成「綠聯盟」的合作關係，從而促進收入的提升。

- During the year, the consulting service gross profit was 245.4 million, an increase of 11.9% compared with 219.3 million in 2016.

Based on our effectiveness in the strategic transformation of consulting services in 2017, in 2018 we will continue to advance the strategy implementation. In addition to continuing to promote the “Green Alliance” business, we will also further explore the value of our enterprise customers, to provide our customers with the Group’s mature management and technology system, such as centralized procurement, personnel training, quality certification, etc., so as to improve the value of consulting services, maintain and promote the future growth of consulting services.

Proceeds from listing

On 12 July 2016, the company successfully listed on the main board of the Stock Exchange and issued 777,776,000 new shares. Excluding the underwriting fees and related expenses, the total proceeds from Listing is HK\$1,472 million (equivalent to RMB1,265.8 million). These proceeds will be used in accordance with the prospectus of the Company dated 28 June 2016 (the “Prospectus”) and the purpose of the Company’s announcement issued on 15 September 2017:

- 49% for acquiring property services companies and value-added services providers (22% has been used)
- 7% for the development and promotion of the “Smart Community” project, and community products and services (4.5% has been used)
- 19% for repayment of loans (has been fully used)
- 25% for working capital and general enterprise use (18% has been used)

Dividend distribution

At the Board meeting held on 23 March 2018, the Board recommended the payment of a final dividend of HK\$0.06 per ordinary share of the Company. The final dividend will be paid on 21 June 2018.

The Board is of the view that the Group has generated considerable cash from its remarkable operating performance in the year, and the Group also keeps large amount of cash in addition to funds required for its operations. The Board always believes in sharing the positive return from the Group’s growth with its shareholders through dividend distribution. The payout ratio is higher than that disclosed in the Prospectus, namely the payout ratio will not be less than 25% of profit after taxation.

- 年內，諮詢服務毛利為人民幣245.4百萬元，與2016年的人人民幣219.3百萬元相比上升11.9%。

基於2017年我們在諮詢服務戰略轉型方面的成效，2018年我們將繼續推進戰略落地，除持續推進「綠聯盟」業務外，也將進一步對我們企業客戶的價值進行挖掘，向我們的客戶提供本集團已成熟的管理與技術體系，如集中採購、人員培訓、品質認證等，提高諮詢服務的價值，維持並推動未來諮詢服務業績增長。

上市所得款項

公司於2016年7月12日成功在聯交所主板上市，發行777,776,000股新股，扣除包銷費用及相關開支後，上市所得款項總額為港幣1,472百萬元（等同人民幣1,265.8百萬元）。該等款項將按照本公司日期為2016年6月28日之招股書（「招股書」）及本公司於2017年9月15日發佈的公告所載之用途分配使用：

- 49%用於收購物業服務公司及提供增值服務的公司（已動用22%）
- 7%用於開發及推廣「智慧園區」項目，及園區產品和服務（已動用4.5%）
- 19%用於償還貸款（已全部動用）
- 25%做運營資金及一般企業用途（已動用18%）

股息分派

於2018年3月23日召開的董事會中，董事會建議每股普通股派末期股息港幣0.06元。末期股息將於2018年6月21日派付。

董事會認為，集團於年內因運營表現優越而產生比較可觀的現金，除去公司營運所需的資金，仍保留有大量現金。所以董事會執行集團一貫的理念，通過派息和股東一起分享成長的成果。這個派息比例超過招股書的承諾（每年會把稅後利潤不少於25%用作分紅派息與股東）。

收購及未來展望

自上市以來，公司一直努力而謹慎的關注市場上的收購機會，也基於市場收購情況調整了招股書披露的募集資金使用用途各分項比例，並取消了原募集資金中收購物業與園區類項目上的比例限定。除延續物業服務股權合作上的一貫策略（根據目標公司客戶質量、與公司業務上的吻合度，比較豐富的物業項目儲備等標準來衡量）外，我們也積極關注園區服務業務上的收購可能性。年內，共計完成了19個股權合作項目（包括合資新設公司）。除已於2017年中期報告中披露的相對較大的收購項目——吉林天順物業服務有限公司、天津因特物業服務有限公司及浙江藍頌供應鏈管理有限公司外，年內我們完成了兩個規模較大的收購項目。

ACQUISITION AND FUTURE PROSPECTS

Since the listing, the Company has been actively and prudently monitoring acquisition opportunities in the market. It also adjusted the use of proceeds as disclosed in the Prospectus based on acquisition activities in the market and removed the original limit of proceeds applied for acquisition of property and community projects. Apart from pursuing equity cooperation in property services as the ongoing strategy (which takes into account the quality of customers, the compatibility with the business of the Company and a relatively diverse portfolio of property projects of the target companies), we also showed an active interest in possible acquisitions of community living service business. During the year, we completed a total of 19 equity cooperation projects, including the establishment of new joint ventures. In addition to the large-scale acquisition projects disclosed in the 2017 interim report, namely Jilin Tianshun Property Service Company Limited, Tianjin Yinte Property Service Company Limited and Zhejiang Lansong Supply Chain Management Company Limited, we completed two major acquisitions in the year.

Name of acquired entities 所收購實體名稱	Place of establishment 成立地點	Acquisition date 收購日期	Equity interest acquired 所收購股權	Principal activity 主要業務	Consideration 代價 In thousands 以千元為單位
Zhejiang Lvbang Property Services Company Limited 浙江綠邦物業管理有限公司	PRC 中國	2017.7.3	45%	Property management 物業管理	RMB15,750 人民幣 15,750 元
Idea Thrive Limited 拓思有限公司	Cayman Islands 開曼群島	2017.10.31	100%	Investment holding 投資控股	USD84,000 84,000 美元

We acquired Idea Thrive Limited through the establishment of an associated company with Xianlife and ExFresh, details of which please refer to the announcement of the Company dated 29 October 2017. This was our first major acquisition in the field of community living services. We hope to establish and improve our own community service business model through this acquisition, thereby supporting the rapid development of community products and services.

We have been cautious in undertaking acquisitions. We also actively seize good opportunities when they arise. Looking forward, we will advance our acquisition strategy, closely monitor the market and seek the best acquisition opportunities.

Contingent liabilities

As at the end of 2017, the Group had no contingent liabilities.

BUSINESS RISKS

Staff costs and sub-contracting costs, which are derived from outsourcing security and cleaning services to sub-contractors, represent the single largest component in our cost of sales. In most of the regions we operate, wages have been rising in general. As the number of communities under our management increases each year, our headcount and, in turn, total wages go up. Therefore, we attach great importance to staff and subcontracting costs as well as quality control to maintain and improve profitability.

Our control measures include: (a) taking the initiative to install automated management equipment, so as to cut labour cost. For example, we promoted the upgrade of intelligent gate system and the application of patrol robots; (b) strengthening the supervision and control over the quality of outsourced staff and services. Excluding the increase in headcount resulting from acquisitions, the overall staff growth (including outsourced service staff) was less than revenue growth in 2017. The effectiveness of such measures in cost control has been proven and the Group believes there is plenty of room for further cost control as it is only in the early stage.

就拓思有限公司的收購我們是通過與鮮生活、安鮮達成立聯營公司的方式進行的，詳見公司於2017年10月29日的公告。這是我們在園區服務領域做的第一個比較大的收購項目，我們希望通過這次的收購去建立及完善我們自己的社區商業模式，為園區產品服務的快速發展帶來助力。

一直以來我們在收購上面都是持謹慎態度的，一旦遇到好的機會，我們也會積極主動去獲得。在接下來，我們將繼續秉持一貫的收購策略，積極關注市場，捕捉合適的收購機會。

或然負債

於2017年底，本集團並未有任何或然負債。

業務風險

員工和分包成本(外包保安和清潔至分包商)是我們銷售成本中最大的一部分。而在我們服務的地區裏，總體工資也在上漲。加上我們每年新服務的園區數目增加，員工數目以致工資總額也就自然增加。為了維持，進而提升盈利能力，我們非常重視員工及分包成本及質量控制。

我們控制措施包括：(a)主動配置自動化管理的器材，減少或降低用工成本。例如推動智能道閘設系統的改造、巡邏機器人的應用等；(b)加強對外包服務人員及服務質量的監督及控制。除去因收購所帶來的受僱人員數量增加外，於2017年集團服務人員總量(含服務外包人員)增長率低於收入增長率。這些措施都證明能有效控制成本，而且集團相信這只是處於初步階段，以後還有很多成本控制的空間。

Risks in relation to work safety and occurrence of accidents

There are inherent risks of work-related injury or accidents occurring due to the nature of property services we perform, for example, when our employees or employees of our sub-contractors provide repair and maintenance services to elevators of the residential communities we manage. During the Reporting Period, we did not experience any work injury incident or accident in the course of our operations that resulted in a material and adverse effect on our business, financial position and results of operations.

We typically require our sub-contractors to maintain accident personal injury insurance policies. We also purchase liability insurance such as general liability, property and machinery insurances for the communities we manage, in order to protect us from claims due to negligence or reckless acts of our staff and employees of our sub-contractors. More importantly, in order to instruct our staff to follow the standard procedures at work, we provide regular training on safety and job skills. This prevents and reduces work-related injury or accidents and the possible claims arise when employees perform their duties.

In 2017, a babysitter set a flat on fire in the "Sapphire Mansion", a community under our management, which resulted in casualties. The court has made the first instance judgment and the retrial is in progress. For the Company, the incident was a lesson on the importance of having a chief safety officer and optimizing the safety management system. We strengthened the inspection of the fire and safety system in all communities under our management. We also invited the fire safety department to educate employees and house owners on fire safety. This facilitated talents nurturing and safety management efforts, with the aim of improving safety and prevention works in the communities we operated.

FOREIGN EXCHANGE RISKS

The Group conducts its business mainly in China and in Renminbi. Therefore, it is exposed to minimal foreign exchange risk. Nonetheless, depreciation or appreciation of Renminbi and Hong Kong dollar against foreign currencies may affect the Group's results. The Group currently does not hedge our foreign exchange risks, but continuously monitors foreign exchange exposure. The management will consider hedging the foreign exchange exposure if it has a material impact on the Group.

有關工作安全及發生意外的風險

提供物業管理服務可能會導致工傷及意外，例如我們的僱員或分包商的僱員為我們所管理住宅園區的升降機提供維修及保養服務時，存在所提供服務的性質引致的工傷或意外的風險。於往績記錄期內，我們在運營過程中並無發生因任何工傷事件或意外導致業務、財務狀況及經營業績受到重大不利影響。

我們一般要求分包商投購意外人身傷害保險，同時對於我們所管理的住宅園區，我們也向保險公司購買責任保險（如公眾責任險、財產險、機器險），以應對我們的僱員或分包商僱員的疏忽或魯莽行為而引起的索賠。更重要的是我們也安排了定期開展僱員安全培訓、崗位培訓等，指引僱員按標準流程開展工作，以防範及降低僱員在工作過程中可能發生的工傷或意外風險概率及其可能引起的索賠額度。

2017年，我們一個在管小區藍色錢江發生的保姆室內故意縱火導致死亡案，已由法院做出初審判決，目前仍在二審當中。對公司而言，我們充分認識，設立首席安全官，完善安全管理體系，並加大了對所有在管小區消防和安防系統排查力度，同時邀請相關消防部門給員工及業主作消防安全培訓，提升安全的專業人才與力量，加強在管園區安全預防工作。

外匯風險

本集團主要集中於中國經營業務，絕大部分業務以人民幣進行。因此，本集團承受外匯風險很低。惟人民幣及港元兌外幣貶值或升值可影響本集團的業績。本集團目前並無對沖外匯風險，但會持續監察外匯風險，管理層將於本集團受到重大影響時考慮對沖外匯風險。

EMPLOYEES AND REMUNERATION POLICIES

The Group has established its human resources policies and training mechanism in the year, which offer a diversified platform for training and personal growth. The remuneration package offered to the staff was in line with their duties and the prevailing market terms. Discretionary bonuses based on individual performance will be paid to employees as a recognition of and reward for their contributions. Staff benefits, including pension, medical coverage and provident funds, are also provided to employees of the Group.

As at 31 December 2017, the Group had 20,639 employees and the total staff costs were RMB1,670.0 million.

僱員及薪酬政策

年內，本集團根據制定的人力資源政策及培訓體制，為員工提供多元化之培訓及個人發展平台。向員工發放之酬金待遇乃按其職務及當時市場標準釐定。支付予僱員酌情花紅乃根據僱員表現，以表揚及回報其貢獻。本集團亦同時向僱員提供僱員福利，包括養老金、醫療保障及公積金。

於2017年12月31日，集團有20,639名員工，而總員工成本為人民幣1,670.0百萬元。

OBJECTIVES

Transparency in corporate information forms part of the basis for investors' confidence towards listed company, though it is also the responsibility of a public company. A stable, diversified shareholders base in which communication is effective, is essential to facilitate shareholders value creation. And in the process, it could contribute to a stable share price performance. This is a valuable intangible asset for the Company. And IR is the very bridge of two-way communication amongst shareholders, investment institutions and the public at one end, whilst that of listed company at the other. Externally, in compliance with the Listing Rules, the Company provides regular, real-time, accurate and complete corporate information and updates. This facilitates shareholders and the public alike to understand the Company's operation and value, the state of development. Should this be well co-ordinated, this should contribute to the establishment of a long term and mutual relationship between the Company, shareholders and the public. In the meantime, the Company is able to make known of its corporate culture, business philosophy, strategy and planning, as well as industry changes. This would enable investors and the public to appreciate the Company's positioning in the industry, business model and competitive advantages, differentiating the Company from the peers further. Internally, the Company takes shareholders and the public's independent and valuable opinion seriously. Through dialogues, the Company would listen and consider their views, aiming to enhance the Company's corporate governance.

CAPITAL MARKET RECOGNITION

Since listing in 2016, the Company has been researching diligently on the capital markets and its expectation towards the Company. Through various communication channels, the Company has built effective and two-way relationships with shareholders, investors, fund managers and analysts, and other related parties in the capital markets. The Company is very honoured to receive many recognitions in the capital market in the past year:

- In the last year, the Company became the subject of the reports prepared by 15 domestic and international brokers. Currently, we were covered by 23 brokers.

目標

企業信息透明度是投資人對上市公司建立信心的基礎之一，也是公眾公司的義務。公司相信一個溝通有效，穩定，多元化的股東基礎是有利於締造股東價值，穩定股價表現的，也是公司不可多得的一個無形資產。而「投資者關係」應該是上市公司和股東，投資機構，公眾雙向溝通的重要橋樑。對外，公司在符合上市規則的前提下，提供定期，實時，準確和完整的信息並更新，讓股東和公眾瞭解公司運作和價值，以及業務發展情況。配合得宜的話，這將助力公司和股東，公眾等建立長遠、互動的關係。同時，公司可以傳遞自身的企業文化，經營理念，戰略規劃，行業的變化等，讓股東和公眾更清楚掌握公司的行業定位，經營模式和競爭優勢，體現跟同行的差異。對內，公司非常重視股東和公眾的獨立而寶貴意見，會慎重聽取和考慮，希望能進一步提升公司治理。

資本市場的認可

公司自2016年上市以來，一直積極地學習資本市場操作，理解市場對公司的期望。通過多種渠道主動與股東，投資人，基金經理，分析師，資本市場的各方及公眾建立了有效互動的關係。過去的一年裡，公司很榮幸得到資本市場的厚愛和認可：

- 過去一年裡，公司獲得了15家國內和國際的券商為我們撰寫報告，目前共有23家券商覆蓋公司。

MAJOR COMMUNICATION CHANNELS

1. "Wechat Official Account" — Company's latest news will be updated weekly
2. Brokers, investment banks organized investor marketing activities
3. Reverse roadshows — regularly invite investors to visit our headquarters and communities we manage to conduct onsite research
4. Twice a year results announcement and public briefing
5. Media reports

1. Wechat Official Account — “綠城服務2869IR” (only available in Chinese version)

In order to maintain timely communication with the market, the Company has set up the Wechat Official Account in 2016, covering three main aspects: capital market development, business development, and owner resident feedback. It is to keep the market and the investors informed of the latest business development in the business segments of the Company. The contents include analyst reports, media coverage, awards, strategic cooperation, takeover, new business plan, development and growth of existing business etc. We reasonably and strictly follow the rules to maintain information disclosure and transparency as possible. Throughout the year of 2017, the Company published 127 articles on Wechat in total, with an average of 2.3 articles per week. Currently, We have more than 1,200 followers.

主要溝通渠道

1. 「微信公眾號」— 每周更新一次公司最新情況
2. 券商，投行組織的各類投資人推廣活動
3. 反向路演 — 定期主動邀請投資人來集團總部，及在管園區實地調研
4. 每年兩次的業績發佈會
5. 媒體報導

1. 微信公眾號 — 「綠城服務2869IR」(只有中文版本)

為了能夠保持跟市場溝通的時效性，公司於2016年開通了官方微信公眾號，分為資本市場、業務發展和業主回饋三個主要板塊。按照公司的業務分類，將最新的業務開展情況告訴市場和投資人。內容涵蓋了分析師報告、媒體關注、所獲獎項、戰略合作、公司收購、新業務布局、現有業務開展和推進等。在合理合規的前提下，最大限度地保持信息的公開和透明度。2017年全年，公司共計發佈微信推送127篇，平均每周發佈2.3篇。目前，我們的關注人數已經超過1,200人。

No. of issued Wechat articles

微信公眾號資訊發佈數量(篇)

Contents	內容分類	2016	2017
Capital market development	資本市場發展	3	31
Business development	業務發展	10	77
Owner residents feedback	業主回饋	4	19
Total	合計	17	127

2. Marketing activities organized by brokers and investment banks

The Company has participated in various roadshows and conferences organized by brokers and investment banks in China, met with a large number of investment institutions, and actively maintained communication with the market. The Company is pleased to interact with the investors and keep them informed of the business development. During the period, the Company met with 854 investors in total (including repeated visits) and met with 726 investment institutions (including repeated visits), representing a significant increase in the number of investors and institutions met compared to 2016.

2. 券商，投行組織的各類推廣活動

公司多次參加券商和投行組織在境內的路演和研討會，與大量的投資機構見面，積極與市場保持溝通，非常樂意與投資人交流，將公司業務的開展情況告訴投資人。期內，公司共計與854人次的投資人見面(包括重複見面的)，與726家次的投資機構會面(包括重複見面的)，與2016年相比，不論是見面的機構數量，還是投資人人數，都有大幅增加。

No. of visits with the investors per month

與投資人每月見面數量(人)

2016						2017											
Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
7月	8月	9月	10月	11月	12月	1月	2月	3月	4月	5月	6月	7月	8月	9月	10月	11月	12月
15	85	23	38	50	38	36	13	88	108	74	109	13	149	66	30	130	38
Total 合計						Total 合計											
249						854											

No. of roadshows with investment institutions

路演見面機構數量(次)

		2016	2017
Chinese funded	中資	90	450
Non-Chinese funded	非中資	138	276
Total	合計	228	726

Meanwhile, the Company has participated in various roadshows internationally, such as in Singapore, Tokyo and London, to expand the base of overseas investors. In 2H 2017, meeting requests from overseas investors increased, and meetings with foreign investment institutions increased from 41.5% in 1H 2017 to 46.4% in 2H 2017.

同時，公司也積極前往海外路演，如新加坡、東京、倫敦，擴大海外投資人基礎。2017年下半年，來自海外投資人的會議請求數量增加。跟公司會面的外資機構比例，從2017年上半年的41.5%，提升至下半年的46.4%。

Investor Relationship 投資者關係

Date 日期	Organizer 主辦方	Events 活動	Venue 地點
1-May-17 2017年5月1日	CCBI 建銀國際	Hong Kong Corporate Day 香港公司日活動	London 倫敦
15-June-17 2017年6月15日	Industrial Securities 興業證券	Hong Kong Corporate Day 香港公司日活動	Taipei 台北
21-June-17 2017年6月21日	CICC 中金公司	CICC Investment Strategy Conference 2H17 中金公司2017下半年投資策略會	Shanghai 上海
22-June-17 2017年6月22日	CITI 花旗集團	Asia Pacific Property Conference 2017 2017年亞太區房地產會議	Hong Kong 香港
5-July-17 2017年7月5日	President Securities 統一證券	Hong Kong Corporate Day 香港公司日活動	Taipei 台北
6-September-17 2017年9月6日	CICC 中金公司	Presenting China 中金公司倫敦論壇	London 倫敦
15-September-17 2017年9月15日	CCBI 建銀國際	Hong Kong Corporate Day 香港公司日活動	Singapore 新加坡
19-September-17 2017年9月19日	CITIC 中信證券	Life Evolution Service Forum 生活進化服務論壇	Shanghai 上海
31-October-17 2017年10月31日	CITI 花旗集團	Citi China Investor Conference 2017 花旗2017年中國投資者論壇	Macau 澳門
29-November-17 2017年11月29日	Industrial 興業證券	Investment Strategy Conference 2018 2018年投資策略論壇	Shanghai 上海
14-15 December 2017 2017年12月14日 至15日	Okasan 岡三	Okasan Hong Kong Corporate Day 岡三香港公司日活動	Tokyo 東京
19-December-17 2017年12月19日	CITIC 中信證券	Forum on Long-term Apartment Leasing 長租公寓產業論壇	Shanghai 上海

3. Reverse Roadshow and Open Day — regularly invite shareholders and investors to visit our headquarters and communities we manage

In the Period, the Company held various Open-Day activities and proactively conducted reverse roadshows, inviting investors, fund managers, analysts and media to visit our headquarters as well as communities under our management. It is an opportunity to showcase our various services and operation openly to capital market, and follow up with management discussion. Given the increasing demand from investors, throughout 2017, the Company organized 21 on-site visits in total.

3. 反向路演和開放日活動 — 定期邀請股東，投資人來訪總部及在管園區

期內，公司多次舉辦開放日活動，主動開展反向路演活動，邀請投資人、基金經理、分析師和媒體，來公司總部及在管園區實地調研考察，公開透明地向資本市場展示公司的各項業務，並與管理層進行討論。隨著投資人需求的增加，2017全年，公司一共組織了21次考察活動。

No. of reverse roadshows

反向路演數量

		2016	2017
No. of activities	組織次數	4	23
No. of visitors	參加人數	19	169

4. Twice a year results announcement and public briefing

The two results announcements followed by briefing conducted in the financial year, are great opportunities for the Company to meet with a large number of shareholders and investors, discussing business and prospects directly. Therefore the Company actively engages, with great detail, in presenting our core as well as the three service lines business. The impact is noticeable.

4. 每年兩次業績發佈會

每年兩次業績公告和隨後的發佈會都是寶貴的機會，讓公司和大量的股東和投資人見面，直接討論業務和發展。所以公司都是主動和詳細地介紹和分析公司總體情況，以及三個業務線的運營情況，溝通效果顯著。

5. Investment report from brokers and investment banks

The Company is honoured to be recognized by the capital market. Having listed for more than a year, the Company already received coverage by 23 brokers. In 2017, they issued 39 reports on us with 31 of them giving investment rating.

5. 券商，投行的投資報告

公司深感榮幸，獲得資本市場青睞，上市一年多已獲得23家券商覆蓋。2017年，公司共獲得券商撰寫的報告39份，其中31份的報告是帶評級的。

No. of issued investment reports

分析師報告發佈數量

		2016	2017
No. of total issued report	已發佈報告總數	10	39
(of which) No. of Buy	(其中)買入評級	5	30
(of which) No. of upgraded	(其中)提升目標價	—	19

6. Improvement of Roadshows Information

Every roadshow represents a valuable opportunity for the Company to communicate with the investors. Thus, the Company strives to optimize investors education through various methods including result presentation and corporate video. The Company revises the presentation regularly and on-time, with reference to the feedback from the investors, and the demand of the investors at different stage.

6. 路演資料改進

每一次路演都是公司跟投資人交流的寶貴機會，公司利用多種方式，例如業績發佈會及企業宣傳片等，盡可能地做好投資者教育。本公司參考投資者的回饋及彼等於不同階段的要求，定期及時更新簡報。

	Brokers	券商	Rating	評級
1	CITI	花旗集團	Buy	買入
2	Morgan Stanley	摩根士丹利	Buy	買入
3	CICC	中金公司	Buy	買入
4	CLSA	里昂證券	Buy	買入
5	Everbright Securities	光大證券	Buy	買入
6	CITIC	中信證券	Buy	買入
7	China Galaxy International	銀河國際	Buy	買入
8	SWS	申萬宏源	Buy	買入
9	CMBI	招銀國際	Buy	買入
10	Core Pacific — Yamaichi	京華山一	Buy	買入
11	Industrial Securities	興業證券	Buy	買入
12	China Merchants Securities	招商證券國際	Buy	買入
13	Eastmoney Securities	東方財富	Buy	買入
14	Sealand Securities	國海證券	Buy	買入
15	First Shanghai Group	第一上海	Buy	買入
16	BAML	美銀美林	Buy	買入
17	Southwest Securities	西南證券	Buy	買入
18	BOCI	中銀國際	Buy	買入
19	CCBI	建銀國際	Neutral	中性
Not Rated 未評級				
20	ICBC Asia	工銀亞洲	N/A	不適用
21	Essence International	安信國際	N/A	不適用
22	Crosby Securities	高誠證券	N/A	不適用
23	Credit Suisse	瑞信	N/A	不適用

No. of media reports

媒體新聞發佈數量

		2016	2017
In the Mainland	境內	26	309
Overseas	境外	97	131
Total	總計	123	440

Directors and Senior Management

董事及高級管理層

DIRECTORS

Executive Directors

Ms. Li Hairong (李海榮), aged 60, was our sole Director from the date of our incorporation until 26 November 2015 and was re-designated as our chairman and executive Director on 27 November 2015. From June 1997 to September 1998, Ms. Li held various positions at Greentown Property Group Co., Ltd. (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China Holdings Limited, a company listed on the Stock Exchange, stock code: 3900), including being its vice general manager, executive vice general manager and executive general manager. She joined our Group in October 1998 and has been responsible for the development strategy and strategic planning of our Group as well as for making decisions for material operational matters. Ms. Li has been the Chairman of Greentown Property Management from October 1998 to March 2018, and was also its general manager from October 1998 to February 2011, where she was primarily responsible for its overall management and daily operation. She also served as the executive general manager of Greentown Holdings from January 2006 to October 2015.

In addition, Ms. Li currently holds directorship in various other subsidiaries of our Company.

Ms. Li currently is a vice president of China Property Management Association (中國物業管理協會) and the Zhejiang Province Real Estate Industry Association (浙江房地產協會) and the head of its Property Management Special Committee (物業管理專業委員會). Ms. Li graduated from the Department of Basic Specialized Training for Party and Government Officials (黨政管理幹部基礎專修科) of Zhejiang Radio and Television University (浙江廣播電視大學) in Zhejiang Province, the PRC.

Mr. Yang Zhangfa (楊掌法), aged 46, has been our executive Director and chief executive officer of the Company since 27 November 2015. He was appointed as the vice Chairman of the Board and ceased to be the chief executive officer of the Company with effect from 23 March 2018. He is responsible for making decisions for material operational matters, participating in Board decisions and implementing the resolutions of the Board. Mr. Yang joined our Group in February 2002 and has served in various positions in Greentown Property Management, including the assistant to general manager from April 2002 to March 2003, the vice general manager from March 2003 to February 2008, the executive vice general manager from February 2008 to January 2009, the executive general manager from January 2009 to February 2011 and the general manager from February 2011 to March 2018. He also is the chairman of Zhejiang Greentown Real Estate Consulting Co. Ltd (浙江綠城房地產諮詢有限公司) and is in charge its development strategy and strategic planning.

董事

執行董事

李海榮女士，60歲，自本公司註冊成立日期起至2015年11月26日止為我們的唯一董事，並於2015年11月27日調任為主席兼執行董事。於1997年6月至1998年9月期間，李女士在綠城房地產集團有限公司(綠城中國控股有限公司(一家於聯交所上市的公司，股份代號：3900的全資附屬公司)擔任多個職位，包括副總經理、執行副總經理及執行總經理。彼於1998年10月加盟本集團，負責本集團的發展戰略及策略規劃，以及就重大運營事宜作出決策。李女士自1998年10月起至2018年3月止擔任綠城物業服務集團有限公司(「綠城物業服務」)的主席，並由1998年10月至2011年2月擔任總經理，主要負責整體管理及日常運營。彼亦自2006年1月起至2015年10月期間擔任綠城控股的執行總經理。

此外，李女士現時於本公司其他多家附屬公司擔任董事。

李女士現為中國物業管理協會及浙江房地產協會之副會長及物業管理專業委員會主任。李女士畢業於中國浙江省的浙江廣播電視大學黨政管理幹部基礎專修科。

楊掌法先生，46歲，自2015年11月27日起為執行董事兼本公司行政總裁。彼於2018年3月23日獲委任為本公司之董事會副主席，並不再擔任本公司行政總裁。彼負責就重大運營事宜作出決策、參與董事會決策及執行董事會決議案。楊先生於2002年2月加入本集團，並在綠城物業服務出任多個職位，包括於2002年4月至2003年3月擔任總經理助理、於2003年3月至2008年2月擔任副總經理、於2008年2月至2009年1月擔任常務副總經理、於2009年1月至2011年2月擔任執行總經理，及自2011年2月起至2018年3月擔任總經理。彼現亦為浙江綠城房地產諮詢有限公司之主席，負責公司發展戰略策略規劃。

Directors and Senior Management 董事及高級管理層

In addition, Mr. Yang currently holds directorship in various subsidiaries of our Company.

Mr. Yang holds executive vice president and secretary-general in Hangzhou property management association (杭州市物業管理協會). He graduated from Zhejiang University (浙江大學) in Hangzhou, the PRC and Hunan University (湖南大學) in Changsha, the PRC majoring in real estate development and management, and business administration, respectively.

Mr. Wu Zhihua (吳志華), aged 39, has been our executive Director and chief executive officer since 27 November 2015 and 23 March 2018 respectively. He is responsible for the overall business operation and daily management of our Group, making decisions for material operational matters, participating in Board decisions and implementing the resolutions of the Board. Before joining our Group, Mr. Wu worked in Zhejiang Guesthouse Co., Ltd. (浙江賓館有限公司) from July 2002 to June 2003. Mr. Wu joined our Group in June 2003 and was subsequently promoted as the executive vice general manager and the general manager of Zhejiang Lvsheng Property Management Company Limited (浙江綠升物業管理有限公司) from April 2008 to August 2008 and from August 2008 to December 2008, respectively. He also served as the assistant to general manager, the vice general manager, the vice executive general manager and chairman of Greentown Property Management from January 2009 to February 2011, from February 2011 to November 2014, from December 2014 to March 2018, and from March 2018 to present, respectively.

In addition, Mr. Wu currently holds directorship in various subsidiaries of our Company.

Mr. Wu is now the president of the Property Management Association of Xihu District, Hangzhou (杭州市西湖區物業管理協會). Mr. Wu graduated from Zhejiang University (浙江大學) in Hangzhou, the PRC with a bachelor's degree majoring in tourism management, and obtained his master's degree in science in quality management from The Hong Kong Polytechnic University (香港理工大學) in Hong Kong.

此外，楊先生現時於本公司多家附屬公司擔任董事。

楊先生現時擔任杭州市物業管理協會常務副會長兼秘書長職務。彼畢業於中國杭州的浙江大學及中國長沙的湖南大學，分別主修房地產開發和管理及工商管理。

吳志華先生，39歲，自2015年11月27日起為執行董事，並自2018年3月23日起為行政總裁。彼負責本集團的整體業務運營及日常管理、就重大運營事宜作出決策、參與董事會決策及執行董事會決議案。加入本集團前，吳先生由2002年7月至2003年6月任職浙江賓館有限公司。吳先生於2003年6月加入本集團，其後分別於2008年4月至2008年8月及於2008年8月至2008年12月獲晉升為浙江綠升物業管理有限公司常務副總經理及總經理。彼亦於2009年1月至2011年2月、2011年2月至2014年11月、自2014年12月起至2018年3月及2018年3月至今在綠城物業服務分別擔任總經理助理、副總經理、常務副總經理及主席。

此外，吳先生現時於本公司多家附屬公司擔任董事。

吳先生現為杭州市西湖區物業管理協會會長。吳先生在中國杭州的浙江大學畢業，並取得旅遊管理專業學士學位，並於香港的香港理工大學取得品質管理理學碩士學位。

Directors and Senior Management

董事及高級管理層

Mr. Chen Hao (陳浩), aged 48, has been our executive Director since 27 November 2015. He joined our Group in May 2015 as a vice general manager primarily responsible for the management of community products and services of the Group. He has been a director of Greentown Property Management since November 2015 and a director of Twin Cities Network since April 2015. Mr. Chen has served as a director of Hong Kong Hung Seun International Resources Limited (香港鴻巽國際資源有限公司), a company primarily engaged in trade of copper, market research and fund investment, since October 2009. He has also been the vice chairman of Daye Youse Greentown Property Development Co., Ltd. (大冶有色綠城房地產開發有限公司) (being held as to 30% by Greentown China and the remaining 70% by Independent Third Parties which engages in the business of property development) since January 2012. Mr. Chen studied in Jiangsu Xinhai Senior High School (江蘇新海高中) (formerly known as Jiangsu Xinhai Secondary School (江蘇新海中學)).

In addition, Mr. Chen currently holds directorship in various subsidiaries of our Company.

Non-executive Directors

Mr. Shou Bainian (壽柏年), aged 64, has been our non-executive Director since November 27, 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Mr. Shou became an indirect holder of equity interests in Greentown Property Management in September 2000. Mr. Shou has more than 15 years' experience in the property development industry. He worked as the executive vice chairman and the general manager of Greentown Property Group Co., Ltd. (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China Holdings Limited (a company listed on the Stock Exchange: 3900)) from April 1998 to March 2015 and was primarily responsible for its overall business operation and financial management. He is the director of Greentown Holdings from January 2002 to April 2018 and is primarily responsible for its overall business operation and financial management. Mr. Shou is qualified as a senior economist (高級經濟師) in enterprise operation and management by Zhejiang Province Human Resources and Social Security Department (浙江省人力資源和社會保障廳). Mr. Shou graduated from Hangzhou University (杭州大學) in Zhejiang Province, the PRC with a bachelor's degree majoring in history.

陳浩先生，48歲，自2015年11月27日起為執行董事。彼於2015年5月加盟本集團擔任副總經理，主要負責管理本集團的園區產品及服務。彼自2015年11月起擔任綠城物業服務的董事，並自2015年4月起擔任浙江雙城網絡科技有限公司的董事。陳先生從2009年10月起擔任香港鴻巽國際資源有限公司的董事，該公司主要從事銅的買賣、市場研究及基金投資。彼亦從2012年1月起擔任大冶有色綠城房地產開發有限公司(由綠城中國持有30%，並由從事物業開發業務的獨立第三方持有餘下的70%)的副主席。陳先生曾在江蘇新海高中(前稱江蘇新海中學)修業。

此外，陳先生現時於本公司多家附屬公司擔任董事。

非執行董事

壽柏年先生，64歲，自2015年11月27日起為非執行董事，並負責指導及監督本集團的業務經營。壽先生於2000年9月成為綠城物業服務的間接股權持有人。壽先生在物業開發行業擁有超過15年經驗。彼由1998年4月至2015年3月擔任綠城房地產集團有限公司(乃綠城中國控股有限公司(一家於聯交所上市的公司，股份代號：3900)的全資附屬公司)的常務副主席及總經理，主要負責整體業務經營及財務管理。彼從2002年1月起至2018年4月止擔任綠城控股的董事，主要負責整體業務經營及財務管理。壽先生現為浙江省人力資源和社會保障廳認可的企業經營及管理高級經濟師。壽先生畢業於中國浙江省杭州大學，持歷史學士學位。

Directors and Senior Management

董事及高級管理層

Ms. Xia Yibo (夏一波), aged 55, has been our non-executive Director since 27 November 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Ms. Xia became an indirect holder of equity interests in Greentown Property Management in September 2002. Ms. Xia was the chairlady of Hangzhou Greentown Decorating and Design Co., Ltd. (杭州綠城裝潢設計有限公司) from September 1996 to August 2002. She has also been the chairlady of Shanghai Wanley Insurance Broker Co., Ltd. (上海萬利保險經紀有限公司) (being held as to 90% by Hangzhou Haotian Investment Co., Ltd.) since September 2002. Ms. Xia has been serving as the director of Greentown Holdings since September 2002 and is now the chairlady of this company. Ms. Xia graduated from the Department of Chinese of Zhejiang Radio and Television University (浙江廣播電視大學) in Zhejiang Province, the PRC.

Independent Non-executive Directors

Mr. Poon Chiu Kwok (潘昭國), aged 56, was appointed as our independent non-executive Director on 13 June 2016 which has been effective on 12 July 2016. He is responsible for supervising and providing independent judgement to our board. He holds a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has over 25 years of experience in regulatory affairs, corporate finance, listed companies governance and management. He is an executive director, vice president and company secretary of Huabao International Holdings Limited (Stock code: 336), whose shares are listed on the Stock Exchange. On 5 January 2018, 15 June 2017 and 29 June 2017, Mr. Poon was appointed as a non-executive director of Chong Kin Group Holdings Limited (a company listed on the Stock Exchange, Stock Code: 1609) and independent non-executive director of Honghua Group Limited (a company listed on the Stock Exchange, stock code: 196) and Yanzhou Coal Mining Company Limited (a company listed on the Stock Exchange, stock code: 1171), respectively. He currently serves as an independent non-executive director of the following companies listed the main board of the Stock Exchange: AUX International Holdings Limited (Stock code: 2080), Changan Minsheng APLL Logistics Co., Ltd. (Stock Code: 1292), Sany Heavy Equipment International Holdings Company Limited (Stock Code: 631), Sunac China Holdings Limited (Stock Code: 1918), Tonly Electronics Holdings Limited (Stock Code: 1249), TUS International Limited (Stock Code: 872), Yuanda China Holdings Limited (Stock Code: 2789) and Jinchuan Group International Resources Co. Ltd. (Stock Code: 2362).

夏一波女士，55歲，自2015年11月27日起為非執行董事，並負責指導及監督本集團的業務經營。夏女士於2002年9月成為綠城物業服務的間接股權持有人。夏女士於1996年9月至2002年8月在杭州綠城裝潢設計有限公司擔任董事長。彼自2002年9月起亦在上海萬利保險經紀有限公司(由杭州昊天投資有限公司持有90%)擔任董事長。夏女士自2002年9月以來一直擔任綠城控股的董事，現任該公司主席。夏女士畢業於中國浙江省的浙江廣播電視大學中文學院。

獨立非執行董事

潘昭國先生，56歲，於2016年6月13日獲委任為獨立非執行董事，自2016年7月12日起生效。彼負責監督董事會並向其提供獨立意見。彼持有國際會計學碩士學位、法學深造文憑、法學學士學位和商業學學士學位。彼於規管事宜、企業融資、上市公司管治及管理方面擁有逾25年經驗。彼為一間股份在聯交所上市的公司華寶國際控股有限公司(股份代號：336)的執行董事、副總裁及公司秘書。潘先生分別於2018年1月5日、2017年6月15日及2017年6月29日獲委任為創建集團(股份)有限公司(一家於聯交所上市的公司，股份代號：1609)之非執行董事及宏華集團有限公司(一家於聯交所上市的公司，股份代號：196)及兗州煤業股份有限公司(一家於聯交所上市的公司，股份代號：1171)之獨立非執行董事。彼現時亦於以下聯交所主板上市公司擔任獨立非執行董事：奧克斯國際控股有限公司(股份代號：2080)、重慶長安民生物流股份有限公司(股份代號：1292)、三一重裝國際控股有限公司(股份代號：631)、融創中國控股有限公司(股份代號：1918)、通力電子控股有限公司(股份代號：1249)、啟迪國際有限公司(股份代號：872)、遠大中國控股有限公司(股份代號：2789)及金川集團國際資源有限公司(股份代號：2362)。

Directors and Senior Management 董事及高級管理層

Mr. Poon holds a Bachelor degree of Arts, a Master degree of Arts, a Bachelor's degree majoring in law and a postgraduate diploma in laws, respectively. Mr. Poon is a fellow member of The Institute of Chartered Secretaries and Administrators. He is a fellow member of The Hong Kong Institute of Chartered Secretaries and is currently a member of its Technical Consultation Panel, Mainland China Focus Group, Audit Committee and Professional Development Committee. In addition, Mr. Poon is a fellow of Hong Kong Securities and Investment Institute and has been a Fellow of Certified Public Accountant Australia since May 2017.

Mr. Wong Ka Yi (黃嘉宜), aged 43, was appointed as our independent non-executive Director on 13 June 2016 which was effective on 12 July 2016. He is responsible for supervising and providing independent judgment to our Board. Mr. Wong currently serving as a director and investment director of HX Innovation Capital Management Co. Limited. He is a licensed person to conduct type 9 (asset management) regulated activities under the SFO. He was a director and investment director of China Metamorphosis Investment Limited from June 2017 to October 2017. He was a managing director of Fundatech Capital Limited from February 2015 to May 2017, worked as a portfolio manager in HT Capital Management Limited and Munsun Asset Management (Asia) Limited. He is a Chartered Financial Analyst by the CFA Institute. Mr. Wong holds a Bachelor's degree in Economics from the University of Hong Kong.

Mr. Li Feng (李風), aged 59, he has rich experience in property management industry and he currently is the general manager of Shanghai Donghu Property Management Co., Ltd. (上海東湖物業管理有限公司). He served as management in Hongqiao State Guest Hotel Shanghai (上海虹橋迎賓館), Dongjiao State Guest Hotel (東郊賓館), Shanghai Lilac Garden Hotel (上海丁香花園賓館). Mr. Li is a vice president of China Property Management Association (中國物業管理協會) and the president of the Trade Association of Shanghai Property Management (上海市物業管理行業協會). He is also a member of the National Technical Committee on Property Service of Standardization Administration of China (全國物業服務標準化技術委員會).

潘先生持有文學學士學位、文學碩士學位、法學學士學位及法學深造文憑。潘先生為英國特許秘書及行政人員公會資深會員，香港特許秘書公會資深會員，彼現時為旗下技術諮詢小組、中國內地關注小組、審計委員會委員及專業發展委員會會員。此外，潘先生為香港證券及投資學會資深會員及由2017年5月起成為澳洲資深註冊會計師。

黃嘉宜先生，43歲，於2016年6月13日獲委任為獨立非執行董事，自2016年7月12日起生效。彼負責監督董事會並向其提供獨立意見。黃嘉宜先生現時任職華夏創新基金管理有限公司董事及投資總監，並為可進行證券及期貨條例項下第9類(資產管理)受規管活動的持牌人。彼於2017年6月至2017年10月期間於蛻變中國投資有限公司擔任董事及投資總監；及2015年2月起至2017年5月止在豐達資本有限公司擔任董事總經理、在HT Capital Management Limited及麥盛資產管理(亞洲)有限公司擔任投資組合經理。彼亦為特許財務分析師協會認可之特許財務分析師。黃先生持有由香港大學頒發之經濟學學士學位。

李風先生，59歲，彼擁有多年的物業管理行業的豐富經驗，彼現於上海東湖物業管理有限公司擔任總經理職務。李先生過往工作經驗包括於上海虹橋迎賓館、東郊賓館及丁香花園賓館等擔任管理層職位。李先生現為中國物業管理協會副會長及上海市物業管理行業協會會長，同時亦為全國物業服務標準化技術委員會委員。

Directors and Senior Management

董事及高級管理層

Mr. Li was awarded as Person of the Year of 2015 in Property Management Industry (2015物業管理行業年度人物) in 2015, Shanghai Brand Strategy Implementation of 20 Years Influential 50 People (上海名牌戰略實施20年有影響50人) in 2014, Shanghai World Expo Advanced Individual (上海世博會先進個人) in 2010 and China's Economy 100 Outstanding Figures (中國經濟百名傑出人物) in 2003. Mr. Li. was qualified as a senior economist by Shanghai Accreditation Committee for the Qualifications of Senior Professional and Technical Positions Majoring in Commercial and Industrial in the Economic Field (上海市經濟系列工商經濟專業高級專業技術職務任職資格審定委員會). He was also qualified as a Shanghai government procurement review expert (上海市政府採購評審專家). He graduated from Shanghai University (上海大學) in Shanghai, the PRC with a Master degree majoring in management engineering.

Senior Management

For details of **Mr. Wu Zhihua (吳志華)**, please refer to the sub-section headed "— Directors — Executive Directors" in this section.

Ms. Jin Keli (金科麗), aged 35, has been our chief operating officer since 23 March 2018. She is responsible for management work relation to the overall operation of our Group as well as for management of administration and human resources. Ms. Jin joined our Group in May 2006, and served as administrative president, executive general manager of Zhejiang Xinhua Lvcheng Property Service Company Limited from January 2012 to January 2014, and from January 2014 to July 2017, respectively. She also worked as the assistant to president, vice president and president of Greentown Property Service Company Limited from February 2015 to July 2017, from August 2017 to March 2018 and from March 2018 to present, respectively. Ms. Jin graduated from China University of Political Science and Law (中國政法大學), with a bachelor's degree majoring in philosophy.

Mr. Yuan Weidong (原衛東), aged 48, has been our chief technology officer since 27 November 2015. He is responsible for the coordination and operation of the "smart community" project of our Group. Prior to joining our Group in November 2014, Mr. Yuan worked in NEC Telecommunications Co., Ltd. (日電通訊有限公司) from July 1992 to May 2002 as the head of the engineering technology department and the general manager of eastern China region. He also worked as the executive vice general manager of Zhejiang Ronghui Communications Equipment Co., Ltd. (浙江融匯通信設備有限公司) from May 2002 to May 2014. Mr. Yuan has been a Senior Engineer in Electronic Information authorized by Tianjin Municipal Personnel Bureau (天津市人事局) since October 2001. He graduated from Jilin University (吉林大學) in Changchun, the PRC in July 1992 with a bachelor's degree majoring in electronics and information systems.

李先生分別於2015年獲得「2015物業管理行業年度人物」，2014年獲得「上海名牌戰略實施20年有影響50人」，2010年獲得「上海世博會先進個人」及2003年獲得「中國經濟百名傑出人物」等榮譽。李先生擁有由上海市經濟系列工商經濟專業高級專業技術職務任職資格審定委員會發出之高級經濟師的專業資格，彼亦為上海市政府採購評審專家。李先生畢業於中國上海的上海大學，並獲得管理工程專業碩士學位。

高級管理層

有關吳志華先生的詳情，請參閱本節「— 董事 — 執行董事」分節。

金科麗女士，35歲，自2018年3月23日起為本集團之首席運營官，彼現負責管理本集團有關整體運營的管理工作及行政及人力資源管理。自2006年5月起加入本集團，其後於2012年1月至2014年1月及2014年1月至2017年7月分別擔任浙江新湖綠城物業服務有限公司行政總監及執行總經理。彼亦於2015年2月至2017年7月、2017年8月至2018年3月及2018年3月至今在綠城物業服務分別擔任助理總裁、副總裁、總裁。金女士畢業於中國政法大學，並取得哲學系學士學位。

原衛東先生，48歲，自2015年11月27日起為技術總監。彼負責統籌及運營本集團「智慧園區」項目。於2014年11月加入本集團前，原先生於1992年7月至2002年5月在日電通訊有限公司擔任工程技術部部長及華東地區總經理。彼亦於2002年5月至2014年5月擔任浙江融匯通信設備有限公司常務副總經理。彼於2001年10月獲天津市人事局認可為電子信息高級工程師。彼於1992年7月畢業於中國長春的吉林大學，並取得電子與信息系統學士學位。

Directors and Senior Management 董事及高級管理層

Mr. Ho, Kenneth Kai Chung (何啟忠), aged 52, has been our chief financial officer since 4 August 2015 and one of our joint company secretaries since 27 November 2015. He is responsible for finance and accounting works as well as company secretarial matters of our Group. Before joining our Group in August 2015, Mr. Ho had worked in various financial institutions. He worked as a senior analyst of Credit Lyonnais Securities (Asia) Limited from September 1996 to February 1999 and served in various positions including the vice president of the Asia & Pacific area of JP Morgan Chase & Co. from February 1999 to October 2004. He also served in various positions within the HSBC group from November 2004 to January 2013, including the head of the China research department of HSBC Markets (Asia) Limited, the head of the research department of the Beijing representative office of The Hongkong and Shanghai Banking Corporation Limited, and the equity sales director of HSBC Markets (Asia) Limited. From January 2014 to March 2015, he served as the managing director of Munsun Asset Management (Asia) Limited and was responsible for overseeing its asset management business.

In addition, Mr. Ho currently serves as an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: TK Group (Holdings) Limited (stock code: 2283), BBI Life Science Corporation (stock code: 1035) and Tsaker Chemical Group Limited (stock code: 1986).

Mr. Ho is a Chartered Financial Analyst authorized by the CFA Institute. Mr. Ho graduated from University of Sydney in Australia with his bachelor's degree majoring in economics and from University of New South Wales in Australia with his Master's degree of commerce.

Mr. ZHOU Hong (周宏), aged 54, he is now our Chief Safety Officer, he joined the Group in October 1988, he is now also vice president of Greentown Property Service Company Limited. He is now responsible for the security management operation of the Group. He has also been the general manager of Greentown Property Service Company Limited (Shanghai Branch (綠城物業服務上海分公司) effective from February 2013.

何啟忠先生，52歲，自2015年8月4日起為財務總監，並自2015年11月27日起擔任聯席公司秘書之一。彼負責本集團的財務及會計工作，以及公司秘書事宜。在2015年8月加入本集團前，何先生曾於多家金融機構任職。彼由1996年9月至1999年2月在里昂證券(亞洲)有限公司擔任高級分析員，後於1999年2月至2004年10月在摩根大通公司擔任亞太區副總裁等多個職位。彼亦曾於2004年11月至2013年1月擔任滙豐集團多項職務，包括滙豐銀行資本市場(亞洲)有限公司的中國研究部主管、香港上海滙豐銀行有限公司北京代表處的研究部主管、及滙豐銀行資本市場(亞洲)有限公司的股票銷售總監。由2014年1月至2015年3月，彼在麥盛資產管理(亞洲)有限公司擔任董事總經理，負責監督其資產管理業務。

此外，何先生現時於以下於聯交所主板上市之公司擔任獨立非執行董事：東江集團(控股)有限公司(股份代號：2283)、BBI生命科學有限公司(股份代號：1035)、彩客化學集團有限公司(股份代號：1986)。

何先生為特許財務分析師協會認可的特許財務分析師。何先生畢業於澳大利亞的悉尼大學，並取得經濟學士學位及於澳洲新南威爾士大學取得商學碩士學位。

周宏先生，54歲，現為本集團之首席安全官，於1988年10月加入本集團，現擔任綠城物業服務有限公司的副總裁。彼負責把控本集團的安全管理事務。彼於2013年2月起擔任綠城物業服務上海分公司總經理。

Directors and Senior Management 董事及高級管理層

Ms. WENG Yafei (翁亞飛), aged 38, she is now our Chief Quality Officer, she is now responsible for the management of the service quality and customer relationship of the Group. Ms. Weng joined the Group since June 2001, she is now vice president of Greentown Property Service Company Limited. She has been the general manager of Greentown Property Service Company Limited (5th branch) since February 2013 and she was the general manager of Greentown Property Service Company Limited (Chongqing subsidiary) from February 2015 to November 2016. Ms. Weng graduated from the Program of Management of Xi'an Jiaotong University (西安交通大學) in Shaanxi Province, the PRC.

Ms. XU Yaping (徐亞萍), aged 38, she is now our Chief Marketing Officer, she is now responsible market development of our Group. Ms. Xu joined the Group since October 1998, she is now vice president of Greentown Property Service Company Limited (綠城物業服務有限公司). She has served various position of the Group, including being vice president of Zhejiang Greentown Real Estate Consulting Company Limited (浙江綠城房地產諮詢有限公司) (formerly known as Zhejiang Greentown Property Consulting Company Limited (浙江綠城物業諮詢有限公司)). She has also been the general manager of Zhejiang Greentown Real Estate Consulting Company Limited with effective from January 2013. Ms. Xu graduated from the Program of Marketing of Hangzhou Commercial School (杭州商學院) in Hangzhou City, the PRC.

翁亞飛女士，38歲，現為本集團之首席質量官，彼現負責管理本集團服務品質及客戶關係。翁女士於2001年6月加入本集團，現擔任綠城物業服務有限公司的副總裁，彼亦曾於2013年2月起擔任綠城物業服務有限公司第五分公司的總經理，以及於2015年2月至2016年11月擔任綠城物業服務重慶分公司的總經理。翁女士在中國陝西省的西安交通大學畢業，修畢管理科學專業。

徐亞萍女士，38歲，現為本集團之首席市場官，彼現負責拓展本集團的市場。徐女士於1998年10月加入本集團，現擔任綠城物業服務有限公司的副總裁。彼先後擔任本集團多個職位，包括擔任浙江綠城房地產諮詢有限公司（前稱浙江綠城物業諮詢有限公司）副總經理，彼亦自2013年1月起擔任浙江綠城房地產諮詢有限公司總經理。徐女士畢業於中國杭州的杭州商學院市場營銷專業。

 真誠 善意

SINCERITY Well-intentioned

The Board is pleased to present its report together with the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2017.

GLOBAL OFFERING

The Company carried out the global offering on 28 June 2016, comprising of 777,776,000 Shares at HK\$1.99 per Share. For details of the relevant use of proceeds, please see the section headed "Use of Net Proceeds from Listing" below.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the provision of residential property management services in the PRC, which include three types of services: property services, consulting services and community living services. Analysis of the principal activities of the Group during the year ended 31 December 2017 is set out in the note 3 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 142 to 143 of this annual report.

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK\$0.06 per ordinary share of the Company for the year ended 31 December 2017. The final dividend is subject to the approval of shareholders of the Company (the "Shareholders") at the forthcoming annual general meeting of the Company to be held on 25 May 2018 (the "AGM") and will be paid on 21 June 2018 to the Shareholders whose names appear on the register of members of the Company on 1 June 2018.

BUSINESS REVIEW

A review of the business of the Group during the year ended 31 December 2017, a description of the principal risks and uncertainties that the Group may be facing, a discussion on the Group's future business development and an analysis of the Group's performance during the Reporting Period using financial key performance indicators are contained in the Management Discussion and Analysis on pages 25 to 43 of this Annual Report.

本公司董事會欣然提呈本公司及其附屬公司截至2017年12月31日止年度之報告及經審核綜合財務報表。

全球發售

本公司於2016年6月28日進行全球發售，包括777,776,000股每股面值1.99港元的股份。有關所得款項用途的詳情，請參閱下文「上市所得款項淨額用途」一節。

主要業務

本公司的主要業務為在中國提供住宅物業管理服務，提供的服務種類包括物業服務、諮詢服務及園區服務三類業務。有關本集團於截至2017年12月31日止年度的主要業務的分析載列於綜合財務報表附註3。

業績

本集團截至2017年12月31日止年度的業績載於本年報第142頁至第143頁之綜合損益及其他全面收益表。

末期股息

董事會建議就截至2017年12月31日止年度派發末期股息每股普通股0.06港元。此末期股息須經本公司的股東（「股東」）於2018年5月25日舉行之應屆股東週年大會（「股東週年大會」）上批准方可作實，並將於2018年6月21日派付予於2018年6月1日名列本公司股東名冊的股東。

業務回顧

本集團截至2017年12月31日止年度之業務回顧，本集團可能面臨之主要風險及不確定性之描述，有關本集團未來業務發展之討論及採用主要財務表現指標對本集團於報告期內之表現之分析載於本年報第25頁至第43頁的管理層討論與分析。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has been working on sustainable development and environmental protection. We spare no effort in making the most out of resources in our business. Laws and regulations in terms of environment and health are strictly complied. Meanwhile, the Group holds various activities to promote environmental protection in our business. Our goal is to educate proprietor and all walks of life on creating a green city for the future.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group clearly understands the importance of regulatory compliance and the risk of non-compliance. To the best of the Board's knowledge, during the year ended 31 December 2017, the Group complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 December 2017, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities of the Group for the last five financial years are set out on page 11 to 15 of this annual report. This summary does not form part of the audited consolidated financial statements.

USE OF NET PROCEEDS FROM LISTING

The Company was successfully listed on the Main Board of the Stock Exchange on 12 July 2016, issuing 777,776,000 new shares, raising a total of HK\$1.472 billion (equivalent to RMB1.2658 billion) net of underwriting costs and related expenses.

In order to enhance the efficiency and effectiveness of allocating the net proceeds from the Global Offering, the Board resolved to make the following changes to the intended use of proceeds from the Global Offering (Details please refer to the announcement of the Company released on 15 September 2017):

1. approximately 49% of the net proceeds or approximately HK\$721.3 million to be used for acquisition of target companies, without the limitation on the types of company, whether property management or those that provide value-added services, in supporting the Company's business development and expansion strategy;

環境政策及表現

本集團一直積極推動可持續發展和環境保護，經營過程中積極促進、實現資源的有效利用，亦嚴格遵守有關環保、健康及相關法律法規。同時，本集團在運營過程中也會通過舉辦各類環保活動，宣導業主及社會各界締造綠色城市，共建綠色未來。

遵守相關法律及法規

本集團深明遵守監管規定之重要性，亦瞭解到違反適用法律及規例之風險。就董事會所深知，於截至2017年12月31日止年度，本集團已於各重要方面遵守對本集團業務及經營產生重大影響之相關法律及法規。於截至2017年12月31日止年度，本集團概無嚴重違反或不遵守適用法律及法規。

財務概要

本集團過去五個財政年度之業績以及資產及負債概要載列於本年報第11至15頁。本概要並不構成經審核綜合財務報表的一部分。

上市所得款項淨額用途

本公司於2016年7月12日成功在聯交所主板上市，發行777,776,000股新股，扣除包銷費用及相關開支後，上市所得款項總額為1,472百萬港元（等同人民幣1,265.8百萬元）。

為提高部署全球發售所得款項淨額的效率及效益，董事會決議調整全球發售所得款項用途如下（詳見本公司於2017年9月15日發佈的公告）：

1. 約49%或約721.3百萬港元用於收購目標公司，不限物業服務或增值服務類型，以支援我們業務發展，擴充的戰略；

- approximately 25% of the net proceeds or approximately HK\$368.0 million (i.e. increased by 15 percentage points from 10% as disclosed in the Prospectus) to be used for working capital and general corporate purpose, and in particular, for the purpose of repayment of debts for the target companies to be acquired, the development of such target companies following the acquisition and the additional costs expected to be incurred by the Company for the management of such target companies; and
- approximately 7% of the net proceeds or approximately HK\$103.0 million (i.e. decreased by 15 percentage points as compared to the 22% as disclosed in the Prospectus) to be used to develop and promote our “smart community” project and our community products and services.

- 約25%或約368.0百萬港元(在招股書披露的10%基礎上，增加了15%)，用作運營資金及一般企業用途。特別是用於以下目的：償還被收購目標公司的債務；目標公司在收購之後的發展；及本公司預期對這些目標公司進行管理的額外成本；及
- 約7%或約103.0百萬港元(在招股書披露的22%基礎上，減少了15%)，用作開發及推廣本公司的「智慧園區」項目及園區產品及服務。

During the Reporting Period, the uses of net proceed were distributed as following:

於報告期內，所得款項淨額分配使用情況如下：

- approximately 49% of the net proceeds to be used for acquisition of target companies (22% has been used)
- approximately 25% of the net proceeds to be used for working capital and general corporate purpose (18% has been used)
- approximately 7% of the net proceeds to be used to develop and promote our “smart community” project and our community products and services (4.5% has been used)
- approximately 19% were used to repay loan (has been fully used)

- 約49%用於收購目標公司(已動用22%)
- 約25%用作運營資金及一般企業用途(已動用18%)
- 約7%用作開發及推廣本公司的「智慧園區」項目及園區產品及服務(已動用4.5%)
- 約19%用作償還貸款(已全部動用)

MAJOR CUSTOMERS AND SUPPLIERS

Major Customers

For the year ended 31 December 2017, the Group's sales to its five largest customers accounted for 4.5% (31 December 2016: 6.2%) of the Group's total revenue and our single largest customer accounted for 3.4% (31 December 2016: 4.7%) of the Group's total revenue.

主要客戶及供應商

主要客戶

截至2017年12月31日止年度，本集團前五名客戶的交易額佔本集團總收入的4.5% (2016年12月31日：6.2%)，而本集團之單一最大客戶的交易額佔本集團總收入的3.4% (2016年12月31日：4.7%)。

Major Suppliers

For the year ended 31 December 2017, the Group's five largest suppliers accounted for 15.5% (31 December 2016: 25.2%) of the Group's total purchases and our single largest supplier accounted for 6.0% (31 December 2016: 12.0%) of the Group's total purchases.

During the Reporting Period, none of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had any direct or indirect interest in the Group's five largest customers and suppliers. Nonetheless, Mr. Song Weiping, our ultimate controlling shareholder, was interested in 10.87% equity interest of Greentown China in aggregate. Greentown China is one of the Group's five largest customers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2017 are set out in note 10 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 25 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out on page 146 in the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

As at 31 December 2017, the Company's reserves available for distribution, amounted to approximately RMB1,162,505,000 (as at 31 December 2016: RMB1,266,287,000).

BANK LOANS AND OTHER BORROWINGS

As at 31 December 2017, the Company and the Group were in a net cash position, without bank loans.

主要供應商

截至2017年12月31日止年度，本集團前五名供應商的交易額佔本集團總購貨額的15.5%（2016年12月31日：25.2%），而本集團之單一最大供應商的交易額佔本集團總購貨額的6.0%（2016年12月31日：12.0%）。

於報告期內，概無董事、任何彼等的緊密聯繫人或任何股東（據董事所知擁有本公司的已發行股份數目的5%以上）於本集團五大客戶或供應商中直接或間接擁有權益。惟我們最終控股股東宋衛平先生合計擁有綠城中國的10.87%權益。綠城中國為本集團五大客戶之一。

物業、廠房及設備

本公司及本集團於截至2017年12月31日止年度期間的物業、廠房及設備變動詳情載於綜合財務報表附註10。

股本

本公司之股本於年內的變動詳情載於綜合財務報表附註25。

儲備

本公司及本集團之儲備於報告期內的變動詳情載於第146頁的綜合權益變動表。

可供分派儲備

於2017年12月31日，本公司可供分派儲備為約人民幣1,162,505,000元（2016年12月31日：人民幣1,266,287,000元）。

銀行貸款及其他借款

截至2017年12月31日止，本公司及本集團處於淨現金狀態，沒有銀行貸款。

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report are:

Executive Directors:

Ms. Li Hairong (*Chairman*)
Mr. Yang Zhangfa (*Vice Chairman*)
Mr. Wu Zhihua
Mr. Chen Hao

Non-executive Directors:

Mr. Shou Bainian
Ms. Xia Yibo

Independent non-executive Directors:

Mr. Poon Chiu Kwok
Mr. Wong Ka Yi
Mr. Li Feng (Appointed on 5 December 2017)
Mr. Tian Zaiwei (Resigned on 5 December 2017)

Mr. Tian Zaiwei resigned on 5 December 2017 as an independent non-executive Director due to his desire to devote more time to his business and personal affairs. Mr. Tian has confirmed that he has no disagreement with the Board and nothing relating to his resignation was needed to be brought to the attention of the Shareholders.

In accordance with Article 83(3) of the Company's Articles of Association (the "**Articles of Association**"), Mr. Li Feng as an independent non-executive Director appointed on 5 December 2017 to fill the casual vacancy arising from the resignation of Mr. Tian Zaiwei, shall retire and, being eligible, offer himself for re-election at the AGM.

In accordance with article 84 of the Articles of Association, Mr. Yang Zhangfa, Ms. Xia Yibo and Mr. Wong Ka Yi shall retire by rotation, and being eligible, have offered themselves for re-election at the AGM.

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders dated 24 April 2018.

董事

於報告期內及直至本年報日期，董事如下：

執行董事：

李海榮女士(主席)
楊掌法先生(副主席)
吳志華先生
陳浩先生

非執行董事：

壽柏年先生
夏一波女士

獨立非執行董事：

潘昭國先生
黃嘉宜先生
李風先生(於2017年12月5日獲委任)
田在瑋先生(於2017年12月5日辭任)

由於田在瑋先生希望投放更多時間於其業務及私人事務，彼於2017年12月5日辭任獨立非執行董事。田先生已確認其與董事會之間並無任何分歧，亦無任何與其辭任有關的事項需要提請本公司股東垂注。

根據本公司之組織章程細則(「**組織章程細則**」)第83(3)條，李風先生於2017年12月5日獲委任為獨立非執行董事以填補田在瑋先生之辭任所產生的臨時空缺，將於股東週年大會上退任，彼有資格重選連任並願膺選連任。

根據組織章程細則第84條，楊掌法先生、夏一波女士及黃嘉宜先生須於股東週年大會上輪值告退，並願意膺選連任。

將於股東週年大會上膺選連任之董事詳情載於日期為2018年4月24日之致股東之通函。

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 50 to 57 of this annual report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") from each of the independent non-executive Directors and the Company considers such Directors to be independent throughout the year ended 31 December 2017.

DIRECTORS' SERVICE CONTRACT AND LETTERS OF APPOINTMENT

Each of the executive Directors has signed a service contract with the Company for a term of three years commencing on the Listing Date, which may be renewable subject to both parties' agreement.

Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years commencing from the Listing Date, which may be renewable subject to both parties' agreement.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the year ended 31 December 2017 and up to the date of this annual report.

MANAGEMENT CONTRACTS

Save as disclosed in this annual report, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Reporting Period.

董事和高級管理層

董事和本公司的高級管理層的履歷詳情載於本年報第50頁至第57頁。

獨立非執行董事獨立性的確認

本公司已收到各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條發出的年度獨立性確認書，而本公司認為截至2017年12月31日止年度全體獨立非執行董事均為獨立人士。

董事之服務合約及委任書

各執行董事已與本公司簽立服務合約，自上市日期起計為期三年，可根據雙方協議續訂。

各非執行董事及獨立非執行董事已與本公司簽立任期自上市日期起計為期三年之委任書，可根據雙方協議續訂。

概無董事與本集團訂立不可於一年內不付賠償(法定賠償除外)而終止的服務合約。

董事於重大交易、安排或合約的權益

除本年報所披露者外，於截至2017年12月31日止年度至本年報日期期間，概無董事於本公司、其任何附屬公司或同系附屬公司作為訂約方並對本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

管理合約

除本年報所披露者外，於報告期，本公司並無就有關整體或任何重要部份業務的管理及行政工作簽訂或訂有任何合約。

EMOLUMENT POLICY

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating results, individual performance of the directors and senior management and comparable market practices.

Details of the emoluments of the Directors and five highest paid individuals during the Reporting Period are set out in note 7 and 8 to the consolidated financial statements.

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in note 5(b) to the consolidated financial statements.

CHANGE OF DIRECTOR'S INFORMATION

On 5 January 2018, 15 June 2017 and 29 June 2017, Mr. Poon Chiu Kwok was appointed as a non-executive director of Chong Kin Group Holdings Limited (a company listed on the Stock Exchange, stock code: 1609), an independent non-executive director of Honghua Group Limited (a company listed on the Stock Exchange, stock code: 196) and Yanzhou Coal Mining Company Limited (a company listed on the Stock Exchange, stock code: 1171), respectively.

Mr. Wong Ka Yi currently serves as a director and investment director of Hx Innovation Capital Management Co. Limited. He was director and investment director of China Metamorphosis Investment Limited from August 2017 to October 2017 and a managing director of Fundatech Capital Limited from February 2015 to August 2017 respectively.

Mr. Tian Zaiwei has resigned on 5 December 2017 as an independent non-executive Director, and a member of each of the audit committee, remuneration committee and nomination committee of the Company.

Mr. Li Feng has been appointed on 5 December 2017 as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Company.

Save as disclosed above, the Directors confirmed that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

薪酬政策

薪酬委員會之設立旨在根據本集團之經營業績、董事與高級管理層之個人表現及可資比較之市場慣例審查本集團有關董事及高級管理層之薪酬政策及薪酬架構。

有關於報告期內董事及五位最高薪酬人士的薪酬詳情載於綜合財務報表附註7和8。

退休及僱員福利計劃

本公司退休及僱員福利計劃詳情載於綜合財務報表附註5(b)。

有關董事的資料變動

潘昭國先生分別於2018年1月5日、2017年6月15日、2017年6月29日獲委任為創建集團(股份)有限公司(一家於聯交所上市的公司,股份代號:1609)之非執行董事、宏華集團有限公司(一家於聯交所上市的公司,股份代號:196)及兗州煤業股份有限公司(一家於聯交所上市的公司,股份代號:1171)之獨立非執行董事。

黃嘉宜先生現時任職華夏創新基金管理有限公司之董事及投資總監。彼分別於2017年8月至2017年10月於蛻變中國投資有限公司擔任董事及投資總監及於2015年2月起至2017年8月止在豐達資本有限公司擔任董事總經理。

田在璋先生已於2017年12月5日辭任獨立非執行董事,以及本公司之審核委員會、薪酬委員會以及提名委員會之成員。

李風先生已於2017年12月5日獲委任為獨立非執行董事,以及本公司審核委員會、薪酬委員會及提名委員會之成員。

除上述披露外,董事確認概無資料須根據上市規則第13.51B(1)條作出披露。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2017, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules were as follows:

董事及最高行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於2017年12月31日，董事及本公司最高行政人員擁有根據《證券及期貨條例》（「《證券及期貨條例》」）第XV部第7及8分部已知會本公司及聯交所的本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證的權益及淡倉（包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉），或根據《證券及期貨條例》第352條已登記於須予備存之登記冊，或根據上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

(i) Interests in Shares of the Company

(i) 於本公司股份的權益

Name	Capacity/ Nature of Interest	Number of Shares	Approximate Percentage of Shareholding in the Company (%)	Long/short position/ Lending pool
姓名	身份／權益性質	股份數目	於本公司的 概約持股 百分比 (%)	好倉／淡倉／ 可供借出的股份
Mr. Shou Bainian ^(Notes 1, 3) 壽柏年先生 ^(附註 1、3)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Ms. Xia Yibo ^(Notes 2, 3) 夏一波女士 ^(附註 2、3)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Ms. Li Hairong ^(Notes 4, 5) 李海榮女士 ^(附註 4、5)	Interest of a controlled corporation 受控制法團權益	563,334,000	20.28	Long position 好倉
	Interest of spouse 配偶權益	28,000,000	1.01	Long position 好倉
Mr. Yang Zhangfa ^(Note 6) 楊掌法先生 ^(附註 6)	Beneficial interest 實益權益	60,000,000	2.16	Long position 好倉
Mr. Wu Zihua ^(Note 7) 吳志華先生 ^(附註 7)	Beneficial interest 實益權益	30,000,000	1.08	Long position 好倉

Notes:

- (1) Mr. Shou Bainian holds all issued shares in Lily International Investment Company Limited (“**Lily International Investment**”), which holds 39% of the issued shares in Orchid Garden Investment Company Limited (“**Orchid Garden Investment**”).
- (2) Ms. Xia Yibo holds all issued shares in ShenaLan International Investment Company Limited (“**ShenaLan International Investment**”), which holds 21% of the issued shares in Orchid Garden Investment. Ms. Xia Yibo is the spouse of Mr. Song Weiping.
- (3) Given Osmanthus Garden Investment Company Limited (“**Osmanthus Garden Investment**”), Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert.

As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the total Shares directly held by Orchid Garden Investment (being 1,020,000,000 Shares in total).

- (4) Ms. Li Hairong holds all issued shares in Lilac International Investment Company Limited (“**Lilac International Investment**”). Accordingly, Ms. Li Hairong is deemed to be interested in the total Shares directly held by Lilac International Investment (being 563,334,000 Shares in total).
- (5) Mr. Ju Jianhua is the spouse of Ms. Li Hairong. Therefore, Ms. Li Hairong is deemed to be interested in the Shares which Mr. Ju Jianhua is interested in. Mr. Ju Jianhua is one of the grantees under the Pre-IPO Share Award Scheme.
- (6) Mr. Yang Zhangfa is a beneficial owner of the Shares.
- (7) Mr. Wu Zihua is a beneficial owner of the Shares.

附註：

- (1) 壽柏年先生持有Lily International Investment Company Limited(「**Lily International Investment**」)所有已發行股份，而Lily International Investment持有Orchid Garden Investment Company Limited(「**Orchid Garden Investment**」)的39%已發行股份。
- (2) 夏一波女士持有ShenaLan International Investment Company Limited(「**ShenaLan International Investment**」)所有已發行股份，而ShenaLan International Investment持有Orchid Garden Investment的21%已發行股份。夏一波女士為宋衛平先生的配偶。
- (3) Osmanthus Garden Investment Company Limited(「**Osmanthus Garden Investment**」)、Lily International Investment及ShenaLan International Investment透過Orchid Garden Investment間接擁有該等股份的權益，故此Osmanthus Garden Investment、Lily International Investment及ShenaLan International Investment被視為一致行動人士。

因此，宋衛平先生、壽柏年先生及夏一波女士連同彼等各自的控股公司(即Osmanthus Garden Investment、Lily International Investment及ShenaLan International Investment)被視為於Orchid Garden Investment直接持有的股份總數中擁有權益(即合共1,020,000,000股股份)。

- (4) 李海榮女士持有Lilac International Investment Company Limited(「**Lilac International Investment**」)所有已發行股份。因此，李海榮女士被視為於Lilac International Investment直接持有的股份總數中擁有權益(即合共563,334,000股股份)。
- (5) 鞠建華先生乃李海榮女士的配偶。因此，李海榮女士被視為擁有由鞠建華先生擁有權益的股份的權益。鞠建華先生為首次公開發售前股份獎勵計劃的其中一名承授人。
- (6) 楊掌法先生為該等股份的實益擁有人。
- (7) 吳志華先生為該等股份的實益擁有人。

(ii) Interests in associated corporations

(ii) 於相聯法團的權益

Name	Nature of interest	Name of associated corporation	Number of issued share capital interest 已發行股本權益數目	Approximate percentage of shareholding 概約持股百分比 (%)
姓名	權益性質	相聯法團名稱		
Mr. Yang Zhangfa	Beneficial interest	Shenyang Greentown Property Services Company Limited	N/A	20.00
楊掌法先生	實益權益	瀋陽綠城物業服務有限公司	不適用	20.00

Save as disclosed above, as at 31 December 2017, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2017年12月31日，概無董事或本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉），或須登記於根據《證券及期貨條例》第352條須予備存的登記冊內，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors 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.

董事購買股份或債權證的權利

除於本年報所披露者外，本公司或其任何附屬公司於報告期的任何時間概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體股份或債權證而獲益，且並無董事或彼等之配偶或18歲以下的子女獲授予任何權利以認購本公司或任何其他法人團體的股本或債務證券，或已行使任何該等權利。

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

As at 31 December 2017, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

主要股東於股份及相關股份中的權益及淡倉

於2017年12月31日，就董事所知，下列人士（並非董事或本公司最高行政人員）於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須向本公司披露並已登記於本公司根據《證券及期貨條例》第336條須予備存之登記冊內之權益或淡倉：

Name	Capacity/Nature of Interest	Number of Shares	Approximate Percentage of Shareholding in the Company (%) 於本公司的概約持股百分比(%)	Long/short position/ Lending pool 好倉/淡倉/ 可供借出的股份
姓名	身份/權益性質	股份數目		
Orchid Garden Investment ^{(Note 1)(附註1)}	Beneficial interest 實益權益	1,020,000,000	36.72	Long position 好倉
Osmanthus Garden Investment ^{(Notes 1, 2)(附註1、2)}	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Mr. Song Weiping ^(Notes 1, 2) 宋衛平先生 ^(附註1、2)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Lily International Investment ^{(Notes 1, 3)(附註1、3)}	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Ms. Yao Huanjing ^(Note 4) 姚浣菁女士 ^(附註4)	Interest of spouse 配偶權益	1,020,000,000	36.72	Long position 好倉
ShenaLan International Investment ^{(Notes 1, 5)(附註1、5)}	Interest of a controlled corporation 受控制法團權益	1,020,000,000	36.72	Long position 好倉
Lilac International Investment ^{(Note 6)(附註6)}	Beneficial interest 實益權益	563,334,000	20.28	Long position 好倉
Mr. Ju Jianhua ^(Note 7) 鞠建華先生 ^(附註7)	Interest of spouse 配偶權益	563,334,000	20.28	Long position 好倉
	Beneficial interest 實益權益	28,000,000	1.01	Long position 好倉

Name	Capacity/Nature of Interest	Number of Shares	Approximate Percentage of Shareholding in the Company (%) 於本公司的概約持股份百分比 (%)	Long/short position/ Lending pool 好倉/淡倉/ 可供借出的股份
姓名	身份/權益性質	股份數目		
Mr. Jiang Jinzhi ^(Note 8) 蔣錦志先生 ^(附註8)	Interest of a controlled corporation 受控制法團權益	148,020,000	5.32	Long position 好倉
Unique Element Corp. ^{(Note 8)(附註8)}	Interest of a controlled corporation 受控制法團權益	148,020,000	5.32	Long position 好倉
Greenwoods Assets Management Holdings Limited ^{(Note 8)(附註8)}	Interest of a controlled corporation 受控制法團權益	148,020,000	5.32	Long position 好倉
Greenwoods Assets Management Limited ^{(Note 8)(附註8)}	Investment Manager 投資經理	148,020,000	5.32	Long position 好倉

Notes:

(1) Orchid Garden Investment is owned as to 40.0%, 39.0% and 21.0% by Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment, respectively.

Given Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert.

As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the total Shares directly held by Orchid Garden Investment (being 1,020,000,000 Shares in total).

(2) Osmanthus Garden Investment is wholly-owned by Mr. Song Weiping. Mr. Song Weiping is deemed to be interested in the Shares held by Osmanthus Garden Investment for the purpose of Part XV of the SFO. Mr. Song Weiping is the spouse of Ms. Xia Yibo.

(3) Lily International Investment is wholly-owned by Mr. Shou Bainian. Mr. Shou Bainian is deemed to be interested in the Shares held by Lily International Investment for the purpose of Part XV of the SFO.

附註：

(1) Orchid Garden Investment 由 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 分別擁有 40.0%、39.0% 及 21.0% 的權益。

由於 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 透過 Orchid Garden Investment 間接擁有股份權益，Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 被視為一致行動人士。

因此，宋衛平先生、壽柏年先生及夏一波女士，連同彼等各自持有的公司（即 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment），均被視為擁有 Orchid Garden Investment 直接持有的全部股份權益（即合共 1,020,000,000 股股份）。

(2) Osmanthus Garden Investment 由宋衛平先生全資擁有。就證券及期貨條例第 XV 部而言，宋衛平先生被視為擁有 Osmanthus Garden Investment 所持有的股份權益。宋衛平先生是夏一波女士的配偶。

(3) Lily International Investment 由壽柏年先生全資擁有。就證券及期貨條例第 XV 部而言，壽柏年先生被視為擁有 Lily International Investment 所持有的股份權益。

- (4) Ms. Yao Huanjing is the spouse of Mr. Shou Bainian. Therefore, Ms. Yao Huanjing is deemed to be interested in the Shares which Mr. Shou Bainian is interested in.
- (5) Shenalan International Investment is wholly-owned by Ms. Xia Yibo. Ms. Xia Yibo is deemed to be interested in the Shares held by Shenalan International Investment. Ms. Xia Yibo is the spouse of Mr. Song Weiping.
- (6) Lilac International Investment is wholly-owned by Ms. Li Hairong. Ms. Li Hairong is deemed to be interested in the Shares held by Lilac International Investment for the purpose of Part XV of the SFO.
- (7) Mr. Ju Jianhua is the spouse of Ms. Li Hairong. Therefore, Mr. Ju Jianhua is deemed to be interested in the Shares which Ms. Li Hairong is interested in. Mr. Ju Jianhua is one of the grantees under the Pre-IPO Share Award Scheme.
- (8) The Shares are held by Greenwood Asset Management Limited (“**Greenwoods Asset Management**”) in its capacity as the investment manager of two funds. Greenwood Asset Management is wholly-owned by Greenwood Asset Management Holdings Limited (“**Greenwood Asset Management Holdings**”), which is in turn owned as to 81% by Unique Element Corp. (“**Unique Element**”), which is in turn wholly-owned by Mr. Jiang Jinzhi. Thus, Mr. Jiang Jinzhi, Unique Element and Greenwood Asset Management Holdings are deemed to be interested in the Shares held by Greenwood Asset Management for the purpose of Part XV of the SFO.
- (4) 姚浣菁女士乃壽柏年先生的配偶。因此，姚浣菁女士被視為擁有由壽柏年先生擁有權益的股份的權益。
- (5) Shenalan International Investment由夏一波女士全資擁有。夏一波女士被視為擁有Shenalan International Investment所持有的股份權益。夏一波女士是宋衛平先生的配偶。
- (6) Lilac International Investment由李海榮女士全資擁有。就證券及期貨條例第XV部而言，李海榮女士被視為擁有Lilac International Investment所持有的股份權益。
- (7) 鞠建華先生乃李海榮女士的配偶。因此，鞠建華先生被視為擁有由李海榮女士擁有權益的股份的權益。鞠建華先生為首次公開發售前股份獎勵計劃的其中一名承授人。
- (8) 有關股份由Greenwoods Asset Management Limited(「**Greenwoods Asset Management**」)以兩隻基金的投資經理的身份持有。Greenwoods Asset Management由Greenwoods Asset Management Holdings Limited(「**Greenwood Asset Management Holdings**」)全資擁有，Greenwood Asset Management Holdings則由Unique Element Corp.(「**Unique Element**」)擁有81%權益，而Unique Element由蔣錦志先生全資擁有。因此，就證券及期貨條例第XV部而言，蔣錦志先生、Unique Element及Greenwoods Asset Management Holdings被視為擁有Greenwoods Asset Management所持有的股份權益。

Save as disclosed above, as at 31 December 2017, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

EQUITY-LINKED AGREEMENTS

Save as the Pre-IPO Share Award Scheme, the Company has no equity-linked agreements that were entered into or subsisted during the year of 2017.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

除上文所披露者外，於2017年12月31日，就董事所知，概無任何其他人士（並非董事及本公司最高行政人員）於本公司股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須予披露，或須登記於《證券及期貨條例》第336條所述的登記冊內之權益或淡倉。

股票掛鈎協議

除首次公開發售前股份獎勵計劃外，本公司於2017年度並無訂立或存續任何股票掛鈎協議。

購買、出售或贖回上市證券

於報告期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

POTENTIAL COMPETING BUSINESSES

Zhejiang Greentown Century Plaza

As at 31 December 2017, Zhejiang Greentown Century Plaza Property Management Company Limited (“**Zhejiang Greentown Century Plaza**”) is indirectly owned by Greentown Holdings Group Co., Ltd. (“**Greentown Holdings**”) (which is indirectly owned by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo as to 40%, 39% and 21%, respectively) as to 98.75%. Zhejiang Greentown Century Plaza is engaged in the business of property management, housing and building facilities maintenance and repair, the provision of gardening services, cleaning services, home services, renovation services and parking services. The business operated by Zhejiang Greentown Century Plaza is subject to a non-competition undertaking executed by Zhejiang Greentown Century Plaza in favour of our Company on 13 January 2016 (as supplemented by a confirmation letter dated 7 March 2016) (the “**Century Plaza Non-Competition Undertaking**”).

For further details of Zhejiang Greentown Century Plaza and the Century Plaza Non-Competition Undertaking, please refer to the Prospectus.

Excluded Group

The below entities (together, the “**Excluded Group**”) have limited competition with the Group, details of which are set out as follows:

(i) **Hangzhou Greentown Air-conditioning Equipment Maintenance Services Company Limited (“Hangzhou Greentown Air-conditioning Equipment Maintenance”)**

As at 31 December 2017, Hangzhou Dangui Investment Company Limited (the “**Hangzhou Dangui Investment**”), a company that 51% of shares is held by Greentown Holdings and 49% of shares is held by a company owned by Ms. Li Hairong and her family, holds 80% of the shares of Hangzhou Greentown Air-conditioning Equipment Maintenance and remaining 20% of the shares is held by the independent third parties. Hangzhou Greentown Air-conditioning Equipment Maintenance provides repairing service and regular maintenance service for air-conditioning system and equipment.

優先購買權

組織章程細則及開曼群島法律項下並無優先購買權條文，規定本公司須按比例基準向現有股東發售新股份。

潛在競爭業務

浙江綠城世紀廣場

於2017年12月31日，浙江綠城世紀廣場物業管理有限公司（「**浙江綠城世紀廣場**」）乃由綠城控股集團有限公司（「**綠城控股**」）（其由宋衛平先生、壽柏年先生及夏一波女士分別間接擁有40%、39%及21%）間接擁有98.75%。浙江綠城世紀廣場從事物業管理服務、住房及樓宇設施保養及維修、園藝服務、保潔服務、家居服務、裝修服務以及停車服務。浙江綠城世紀廣場所經營業務的權益受限於根據浙江綠城世紀廣場以本公司為受益人作出日期為2016年1月13日（由日期為2016年3月7日的確認函件補充）的不競爭承諾（「**世紀廣場不競爭承諾**」）。

更多有關於浙江綠城世紀廣場和世紀廣場不競爭承諾的詳情，請參見招股書。

除外集團

下列實體（統稱為「**除外集團**」）與本集團的競爭有限，詳細信息所列如下：

(i) **杭州綠城空調設備維護服務有限公司（「杭州綠城空調設備維護」）**

截至2017年12月31日，杭州綠城空調設備維護由杭州丹桂投資有限公司（「**杭州丹桂投資**」）（由綠城控股擁有51%及由李海榮女士及家族成員所有的公司擁有49%）持有80%，獨立第三方持有20%。杭州綠城空調設備維護從事提供空調系統及設備的維修服務，以及空調系統及設備的定期維護服務的業務。

(ii) Shenyang Yinji Greenery Engineering Company Limited (“Shenyang Yinji Greenery Engineering”)

As at 31 December 2017, Shenyang Yinji Greenery Engineering is wholly-owned by Hangzhou Dangui Investment. Shenyang Yinji Greenery Engineering is engaged in the business of the provision of greening services including the provision of landscape planning services, as well as carrying out relevant landscaping construction works.

(iii) Zhejiang Gelingtong Elevator Engineering Company Limited (“Zhejiang Gelingtong Elevator Engineering”)

As at 31 December 2017, Zhejiang Gelingtong Elevator Engineering is a company established under the laws of the PRC in September 2005 and owned as to 50% by Hangzhou Dangui Investment and 50% by Hangzhou Guangri Elevator Engineering Co., Ltd., an independent third party. Zhejiang Gelingtong Elevator Engineering is engaged in the business of elevator repair and maintenance services as well as carrying out actual repair work. Our Group’s property management services relating to elevators are limited to regular inspection of the normal operation of elevators and supervision of maintenance and repair work relating to elevators.

(iv) Hangzhou Lvzhen Architectural Decoration Design and Engineering Company Limited (“Hangzhou Lvzhen Architectural”)

As at 31 December 2017, Hangzhou Lvzhen Architectural is wholly-owned by Hangzhou Dangui Investment. Hangzhou Lvzhen Architectural is engaged in the business of the provision of all-inclusive and customized renovation services, including design and renovation work, and architectural design services.

On 1 April 2016, each of the members of the Excluded Group has executed a non-competition undertaking in favor of our Company (as subsequently amended on 30 April 2016).

For further details of the Excluded Group, please refer to the Prospectus.

Save as disclosed, none of the Directors was engaged or had interest in any business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

(ii) 瀋陽銀基園林工程有限公司(「瀋陽銀基園林工程」)

截至2017年12月31日，瀋陽銀基園林工程由杭州丹桂投資全資擁有。瀋陽銀基園林工程從事提供綠化服務業務，包括提供景觀規劃服務以及進行有關的景觀建設工程。

(iii) 浙江格靈通電梯工程有限公司(「浙江格靈通電梯工程」)

截至2017年12月31日，浙江格靈通電梯工程為於2005年9月根據中國法律成立的公司，由杭州丹桂投資擁有50%及杭州廣日電梯工程技術有限公司(為獨立第三方)擁有50%。浙江格靈通電梯工程從事電梯維修及維護服務，以及進行實際維修工作的業務。本集團與電梯有關的物業管理服務僅限於定期檢查電梯是否操作正常及監督與電梯有關的維護及維修工作。

(iv) 杭州綠臻建築裝飾設計工程有限公司(「杭州綠臻建築」)

截至2017年12月31日，杭州綠臻建築由杭州丹桂投資全資擁有。杭州綠臻建築從事提供全包及訂製裝修服務的業務，包括設計及裝修工程，及建築設計服務。

於2016年4月1日，除外集團各成員公司已以本公司為受益人簽立不競爭承諾(其後於2016年4月30日經修訂)。

更多有關於除外集團的信息，請參見招股書。

除所披露者外，概無董事從事與本集團業務直接或間接構成或可能構成競爭的業務(本集團業務除外)或擁有其中任何權益而須根據上市規則第8.10條作出披露。

NON-COMPETITION UNDERTAKING

Pursuant to the deed of non-competition undertakings entered into amongst Mr. Song Weiping, Mr. Shou Bainian, Ms. Xia Yibo, Osmanthus Garden Investment, Lily International Investment, Shenlan International Investment and Orchid Garden Investment (the “Covenantors”) on 13 June 2016 (the “Deed of Non-competition”), each of the Covenantors has irrevocably and unconditionally undertaken, jointly and severally, with the Company that he/she/it shall not, and shall procure that its/his/her associates (other than members of the Group) shall not directly carry on, engage in, invest in, participate in, attempt to participate in, render any services to, provide any financial support to or otherwise be involved in or interested in, whether alone or jointly with another person and whether directly or indirectly or on behalf of or to assist or act in concert with any other person, any business or investment activities in the PRC and Hong Kong which is the same as, similar to or in competition or likely to be in competition with the business carried on or contemplated to be carried on by any member of the Group from time to time.

For details of the Non-competition Undertaking, please refer to the Prospectus.

The Company has received confirmations from the controlling Shareholders confirming their compliance with the Non-Competition Undertaking during the Reporting Period for disclosure in this annual report.

The independent non-executive Directors have reviewed the compliance with the Non-competition Undertaking during the Reporting Period based on the information and confirmation provided by or obtained from the controlling Shareholders, and were satisfied that the controlling Shareholders have duly complied with the Non-competition Undertaking.

DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this annual report, as at 31 December 2017, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

不競爭承諾

根據宋衛平先生、壽柏年先生、夏一波女士、Osmanthus Garden Investment、Lily International Investment、Shenlan International Investment及Orchid Garden Investment(「契據承諾人」)於2016年6月13日訂立的不競爭承諾契據(「不競爭契據」)，各契據承諾人共同及個別地向本公司作出不可撤回及無條件承諾，彼將不會及將促使其聯繫人(本集團成員公司除外)不會直接進行、從事、投資、參與、試圖參與、提供任何服務或提供任何財政支持或以其他方式參與(不論單獨或聯同另一人士，以及不論直接或間接或代表或協助任何其他人士或與其他人士一致行動)任何於中國及香港與任何本集團成員公司不時所進行或預期將進行的業務相同、類似或構成競爭或可能構成競爭的業務或投資活動或於當中擁有權益。

關於不競爭承諾的詳情，請參見招股書。

本公司已收到控股股東就彼等於報告期內已遵守不競爭承諾的確認書，以於本年報內披露。

獨立非執行董事已根據控股股東所提供或彼等給予的資料及確認，審閱不競爭承諾於報告期內之履行情況，並信納控股股東已遵守不競爭承諾。

董事於競爭業務的權益

除本年報所披露者外，於2017年12月31日，概無董事或彼等的聯繫人於任何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任何權益。

CONTINUING DISCLOSURE OBLIGATIONS UNDER THE LISTING RULES

Advance to an entity under Rule 13.13 of the Listing Rules and financial assistance and guarantees to affiliated companies under Rule 13.16 of the Listing Rules

On 27 October 2017, the Company and China CVS entered into a convertible note purchase agreement (the “**Convertible Note Purchase Agreement**”) and a convertible promissory note (the “**Convertible Note**”), pursuant to which, the Company has agreed to purchase the Convertible Note in the principal amount of US\$54,000,000 against payment by the Company to China CVS of such amount. The Convertible Note bears an interest at 6% per annum and has a two-year conversion period (the “**Conversion Period**”). Subject to the terms and conditions set out in the Convertible Promissory Note, the Company may, at any time during the Conversion Period, convert all the Convertible Note into ordinary shares of China CVS at a conversion price determined in accordance with the terms of the Convertible Note Purchase Agreement and the Convertible Note. Please refer to the announcement dated 29 October 2017 for further details.

The maturity date of the Convertible Note is 27 October 2020, subject to an automatic extension of an additional one year immediately thereafter unless the Convertible Note has been converted into ordinary shares of China CVS during the Conversion Period or unless the maturity of the Convertible Note is accelerated upon the occurrence of any Event of Default (as defined in the Convertible Note).

The proceeds from the issuance of the Convertible Note by China CVS were for the purpose of payment of the purchase price for the acquisition by China CVS of the entire equity interest in Idea Thrive Limited.

As at 31 December 2017, the loan in the amount of US\$54,000,000 provided by the Company to China CVS, an affiliated company of the Company (as defined under Rule 13.11(2) of the Listing Rules), pursuant to the Convertible Note Purchase Agreement and the Convertible Note exceeds 8% of the assets ratio of the Company as defined under Rule 14.07(1) of the Listing Rules.

上市規則項下的持續披露責任

上市規則第13.13條項下的實體墊款及上市規則第13.16條項下的向聯屬公司作出的財務資助及擔保

於2017年10月27日，本公司與China CVS訂立可換股票據購買協議（「**可換股票據購買協議**」）以及可換股承兌票據（「**可換股票據**」），據此，本公司已同意就本公司向China CVS支付有關54,000,000美元購買相同本金額之可換股票據。可換股票據年利率為6%，轉換期間（「**轉換期間**」）為兩年。根據可換股承兌票據所載條款及條件，本公司可於轉換期間內隨時將所有可換股票據轉換為China CVS的普通股，轉換價根據可轉換購買協議及可換股票據的條款釐定。詳情請參閱日期為2017年10月29日的公告。

可換股票據的到期日為2020年10月27日，可於其後自動延期多一年，惟可換股票據已於轉換期間轉換為China CVS的普通股或可換股票據的到期日因發生任何違約事件（定義見可換股承兌票據）而加速提前則除外。

China CVS發行可換股票據的所得款項用作支付China CVS收購拓思有限公司全部股權的購買價。

於2017年12月31日，本公司根據可換股票據購買協議及可換股票據向China CVS（本公司之一家聯屬公司（定義見上市規則第13.11(2)條））提供之金額為數54,000,000美元的貸款按上市規則第14.07(1)條所界定之資產比率計算超過8%。

CONTINUING CONNECTED TRANSACTIONS

The following parties are our connected persons.

1. Shenyang Yinji Greenery Engineering Company Limited

Shenyang Yinji Greenery Engineering, a company established in the PRC with limited liability, is principally engaged in the provision of environmental maintenance, gardening services in the PRC. Shenyang Yinji Greenery Engineering is wholly-owned by Hangzhou Dangui Investment, a company established in the PRC with 51% of its equity interest being held by Greentown Holdings, and the remaining 49% equity interest being held by Ningbo Ronghua Investment LLP (寧波榮華投資合夥企業(有限合夥)), which is in turn held as to 80% and 20% by Ms. Ju Yao (鞠瑤) and Ms. Li Haizhi (李海芝) (both family members of Ms. Li Hairong). Therefore, Shenyang Yinji Greenery Engineering is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

2. Zhejiang Gelingtong Elevator Engineering Company Limited

Zhejiang Gelingtong Elevator Engineering, a company established in the PRC with limited liability, is principally engaged in the provision of elevator maintenance services in the PRC which is held as to 50% by Hangzhou Dangui Investment, therefore, it is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

3. Hangzhou Greentown Air-conditioning Equipment Maintenance Services Company Limited

Hangzhou Greentown Air-conditioning Equipment Maintenance, a company established in the PRC with limited liability, is principally engaged in the provision of air-conditioning equipment maintenance services in the PRC, which is held as to 80% by Hangzhou Dangui Investment, therefore, it is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

4. Zhejiang Greentown Housing Services System Company Limited

Zhejiang Greentown Housing Services System, a company established in the PRC with limited liability, is principally engaged in the provision of renovation, interior design, home repair and maintenance and related services in the PRC, which is held as to 80% by Hangzhou Dangui Investment prior to 19 December 2017 and 100% by independent third parties after 19 December 2017, therefore, it is an associate of Mr. Song Weiping and Ms. Li Hairong and hence a connected person of our Company.

持續關連交易

下列各方為我們的關連人士。

1. 瀋陽銀基園林工程有限公司

瀋陽銀基園林工程為於中國成立的有限公司，主要業務為在中國提供環境維護、園藝服務。瀋陽銀基園林工程由杭州丹桂投資全資擁有，後者於中國成立，其51%股本權益由綠城控股持有，其餘49%股本權益由寧波榮華投資合夥企業(有限合夥)持有，該企業由鞠瑤女士及李海芝女士分別持有80%及20%，兩人均為李海榮女士的家族成員。故瀋陽銀基園林工程為宋衛平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

2. 浙江格靈通電梯工程有限公司

浙江格靈通電梯工程為於中國成立的有限公司，主要業務為在中國提供電梯維護服務，其50%的權益由杭州丹桂投資持有，故為宋衛平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

3. 杭州綠城空調設備維護服務有限公司

杭州綠城空調設備維護為於中國成立的有限公司，主要業務為在中國提供空調設備維護服務，其由杭州丹桂投資持有80%權益，故為宋衛平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

4. 浙江綠城房屋服務系統有限公司

浙江綠城房屋服務系統為於中國成立的有限公司，主要業務為在中國提供裝修、室內設計、家居修理維護及相關服務，於2017年12月19日前80%權益由杭州丹桂投資持有(於2017年12月19日後由獨立第三方100%持有)，故為宋衛平先生及李海榮女士之聯繫人，亦因此為本公司之關連人士。

5. Lansong Supply Chain

Before the acquisition of 27% of the equity interest in Lansong Supply Chain by Zhejiang Greentown Property Community Service Company Limited (a subsidiary of the Company) from Bluetown Agricultural Technology Co. Ltd., on 5 June 2017 (the "Acquisition"), Lansong Supply Chain was held as to 76% by Bluetown Agricultural Technology Co. Ltd.. Bluetown Agricultural Technology Co. Ltd. is wholly-owned by Bluetown China Holdings Limited, which is in turn wholly-owned by Delta House Limited, whereas Delta House Limited is wholly-owned by Mr. Song Weiping. Mr. Song Weiping, through his wholly-owned company Osmanthus Garden Investment Company Limited, is indirectly interested in 40% of Orchid Garden Investment Company Limited, a controlling Shareholder which holds approximately 36.72% of the total issued share capital of the Company. Mr. Song Weiping is also the spouse of Ms. Xia Yibo, a non-executive Director. Lansong Supply Chain was therefore an associate of Mr. Song Weiping and hence was a connected person (as defined in Chapter 14A of the Listing Rules) of the Company before the Acquisition. For details of the Acquisition, please refer to the announcement of the Company dated 5 June 2017.

6. Hangzhou Greentown Football Club

Hangzhou Greentown Football Club is 90%-owned by Greentown Holdings, it is therefore an associate of Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo and hence a connected person of the Company.

7. Bluetown Agriculture Technology

Bluetown Agricultural Technology is wholly-owned by Bluetown China Holdings Limited, which is in turn wholly-owned by Delta House Limited, whereas Delta House Limited is wholly-owned by Mr. Song Weiping. Mr. Song Weiping, through his wholly-owned company Osmanthus Garden Investment Company Limited, is indirectly interested in 40% of Orchid Garden Investment Company limited, a controlling Shareholder which holds approximately 36.72% of the total issued share capital of the Company. Mr. Song Weiping is also the spouse of Ms. Xia Yibo, a non-executive Director. Bluetown Agriculture Technology is therefore an associate of Mr. Song Weiping and hence a connected person of the Company.

5. 藍頌供應鏈

於浙江綠城物業園區生活服務有限公司(本公司之附屬公司)於2017年6月5日自藍城農業科技有限公司收購藍頌供應鏈27%股權(「收購事項」)之前,藍頌供應鏈由藍城農業科技有限公司持有76%權益。藍城農業科技有限公司由藍城中國控股有限公司全資擁有,而藍城中國控股有限公司則由Delta House Limited全資擁有,而Delta House Limited由宋衛平先生全資擁有。宋衛平先生透過其全資公司Osmanthus Garden Investment Company Limited間接擁有控股股東Orchid Garden Investment Company Limited 40%權益,而Orchid Garden Investment Company Limited則持有本公司全部已發行股本約36.72%。宋衛平先生亦為非執行董事夏一波女士的配偶。因此藍頌供應鏈為宋衛平先生之聯繫人,並因而於收購事項之前為本公司之關連人士(定義見上市規則第14A章)。有關收購事項之詳情,請參閱本公司日期為2017年6月5日的公告。

6. 杭州綠城足球俱樂部

杭州綠城足球俱樂部由綠城控股擁有90%權益,故此為宋衛平先生、壽柏年先生及夏一波女士之聯繫人,並因而為本公司之關連人士。

7. 藍城農業科技

藍城農業科技由藍城中國控股有限公司全資擁有,而藍城中國控股有限公司則由Delta House Limited全資擁有,而Delta House Limited由宋衛平先生全資擁有。宋衛平先生透過其全資公司Osmanthus Garden Investment Company Limited間接擁有控股股東Orchid Garden Investment Company Limited 40%權益,而Orchid Garden Investment Company Limited則持有本公司全部已發行股本約36.72%。宋衛平先生亦為非執行董事夏一波女士的配偶。因此藍城農業科技為宋衛平先生之聯繫人,並因而為本公司之關連人士。

The Group has entered into a number of continuing connected transactions with its connected persons in the ordinary and usual course of business, which are subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules:

1. Provision of Ancillary Services to the Group

The Group engages ancillary property management services from certain connected persons in the ordinary course of business.

(a) Provision of Elevator Maintenance Services by Zhejiang Gelingtong Elevator Engineering to our Group

We engage the elevator maintenance services of Zhejiang Gelingtong Elevator Engineering in the ordinary course of our business.

Description of the Transaction

On 10 June 2016, Zhejiang Gelingtong Elevator Engineering entered into an elevator maintenance services framework agreement (the “**Elevator Maintenance Services Framework Agreement**”) with our Company, pursuant to which Zhejiang Gelingtong Elevator Engineering agreed to provide elevator maintenance services, including but not limited to conducting annual inspections, safety maintenance, and providing repair services to our Group for the properties projects managed by our Group (“**Elevator Maintenance Services**”), for a term commencing from the Listing Date until 31 December 2018.

本集團已於日常及一般業務過程中與其關連人士訂立多項須遵守上市規則第14A章項下的申報、年度審閱、公告規定的持續關連交易：

1. 向本集團提供配套服務

本集團在日常業務過程中聘用若干關連人士提供配套物業管理服務。

(a) 浙江格靈通電梯工程向本集團提供電梯維護服務

我們在日常業務過程中，聘用浙江格靈通電梯工程提供電梯維護服務。

交易詳情

浙江格靈通電梯工程與本公司於2016年6月10日訂立電梯維護服務框架協議（「**電梯維護服務框架協議**」），據此浙江格靈通電梯工程同意向本集團提供電梯維護服務，包括但不限於在本集團管理的物業項目進行年度檢查、安全維護以及提供維修服務（「**電梯維護服務**」），年期自上市日期起至2018年12月31日止。

Consideration

The fees charged for the Elevator Maintenance Services provided by Zhejiang Gelingtong Elevator Engineering to our Group was determined based on (i) cost of raw materials and wages needed for carrying out the Elevator Maintenance Services; and (ii) the comparison of the fee quote provided by Zhejiang Gelingtong Elevator Engineering to our Group with the fee quotes provided by other independent third party elevator maintenance companies engaged by our Group for its other property management projects. When comparing the fee quotes, our Group considered factors including the price, scope of services and the efficiency and ability of the service provider to perform such services in a timely manner. The Elevator Maintenance Services Framework Agreement was entered into on normal commercial terms.

Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Elevator Maintenance Services to be provided by Zhejiang Gelingtong Elevator Engineering under the Elevator Maintenance Services Framework Agreement for each of the three years ending 31 December 2018 will not exceed RMB12,600,000, RMB18,086,000 and RMB21,727,000, respectively.

For the year ended 31 December 2017, the fee paid by the Group for the elevator maintenance services provided by Zhejiang Gelingtong Elevator Engineering amounted to RMB15,142,960 and the annual cap for the same period last year was RMB18,086,000.

代價

浙江格靈通電梯工程就向本集團提供的電梯維護服務而收取的費用乃按(i)進行電梯維護服務所需的原材料及工資成本；及(ii)比較浙江格靈通電梯工程向本集團提供的費用報價與本集團就其他物業管理項目委聘的其他獨立第三方電梯維護公司所提供的費用報價而釐定。在比較費用報價時，本集團考慮的因素包括價格、服務範圍及服務供應商依時提供有關服務的效率及能力。電梯維護服務框架協議乃按一般商業條款訂立。

年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就浙江格靈通電梯工程按電梯維護服務框架協議將提供的電梯維護服務應付的年度最高費用分別將不會超過人民幣12,600,000元、人民幣18,086,000元及人民幣21,727,000元。

截至2017年12月31日止年度，本集團向浙江格靈通電梯工程支付電梯維護服務費用為人民幣15,142,960元，去年同期的年度上限為人民幣18,086,000元。

(b) Provision of Gardening Services by Shenyang Yinji Greenery Engineering to our Group

We engage the gardening services of Shenyang Yinji Greenery Engineering in the ordinary course of business.

Description of the Transaction

On 10 June 2016, Shenyang Yinji Greenery Engineering entered into a gardening services framework agreement (the “**Gardening Services Framework Agreement**”) with our Company, pursuant to which Shenyang Yinji Greenery Engineering agreed to provide to our Group gardening services, including but not limited to turfing, watering and trimming lawns, fertilization and pest removal for property projects managed by our Group (the “**Gardening Services**”), for a term commencing from the Listing Date until 31 December 2018.

Consideration

The fees charged for the Gardening Services provided by Shenyang Yinji Greenery Engineering to our Group were determined based on (i) the total area covered by the Gardening Services; and (ii) the comparison of the fee quotes provided by Shenyang Yinji Greenery Engineering to our Group with the fee quotes provided by other independent third party contractors providing similar services engaged by our Group for its other gardening projects. When comparing the fee quotes, our Group considered factors including the price, scope of services and the efficiency and ability of the service provider to perform such services in a timely manner. The Gardening Services Framework Agreement was entered into on normal commercial terms.

(b) 瀋陽銀基園林工程向本集團提供園藝服務

我們在日常業務過程中，聘用瀋陽銀基園林工程提供園藝服務。

交易詳情

瀋陽銀基園林工程與本公司於2016年6月10日訂立園藝服務框架協議（「園藝服務框架協議」），據此，瀋陽銀基園林工程同意向本集團提供園藝服務，包括但不限於在本集團管理的物業項目鋪草、澆草及剪草、施肥及除蟲（「園藝服務」），年期自上市日期起至2018年12月31日。

代價

瀋陽銀基園林工程就向本集團提供的園藝服務而收取的費用乃按(i)園藝服務所覆蓋的總面積；及(ii)比較瀋陽銀基園林工程向本集團提供的費用報價與本集團就其他園藝項目委聘提供類似服務的其他獨立第三方承辦商所提供的費用報價而釐定。在比較費用報價時，本集團考慮的因素包括價格、服務範圍及服務供應商依時提供有關服務的效率和能力。園藝服務框架協議乃按一般商業條款訂立。

Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Gardening Services to be provided by Shenyang Yinji Greenery Engineering under the Gardening Services Framework Agreement for each of the three years ending 31 December 2018 will not exceed RMB3,295,000, RMB4,563,000 and RMB4,741,000, respectively.

For the year ended 31 December 2017, the fee paid by the Group for the gardening services provided by Shenyang Yinji Greenery Engineering amounted to RMB77,751 and the annual cap for the same period last year was RMB4,563,000.

(c) Provision of Home Decoration Services by Zhejiang Greentown Housing Services System to our Group

We engage the renovation, home repair and decoration services of Zhejiang Greentown Housing Service Systems in the ordinary course of business.

Description of the Transaction

On 10 June 2016, Zhejiang Greentown Housing Services System entered into a home decoration services framework agreement (the “**Home Decoration Services Framework Agreement**”) with our Company, pursuant to which Zhejiang Greentown Housing Services System agreed to provide renovation, home repair and decoration services, including but not limited to revamp of suspended ceilings, floor laying and wall coating works for the property projects managed by our Group (“**Home Decoration Services**”), for a term commencing on the Listing Date until 31 December 2018.

年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就瀋陽銀基園林工程按園藝服務框架協議將提供的園藝服務應付的年度最高費用分別將不會超過人民幣3,295,000元、人民幣4,563,000元及人民幣4,741,000元。

截至2017年12月31日止年度，本集團向瀋陽銀基園林工程支付園藝服務費用為人民幣77,751元，去年同期的年度上限為人民幣4,563,000元。

(c) 浙江綠城房屋服務系統向本集團提供家居裝飾服務

我們在日常業務過程中，聘用浙江綠城房屋服務系統提供裝修、家居維修及裝飾服務。

交易詳情

浙江綠城房屋服務系統與本公司於2016年6月10日訂立家居裝飾服務框架協議（「**家居裝飾服務框架協議**」），據此，浙江綠城房屋服務系統同意提供裝修、家居維修及裝飾服務，包括但不限於在本集團管理的物業項目翻新吊頂、鋪設地板及進行牆身油漆工程（「**家居裝飾服務**」），年期自上市日期起至2018年12月31日止。

Consideration

The fees charged for the Home Decoration Services provided by Zhejiang Greentown Housing Services System to our Group were determined based on (i) the nature and scope of Home Decoration Services needed; and (ii) the comparison of fee quotes given by other Independent Third Party service providers through conducting online searches. Such online searches usually cover three or more Independent Third Party service providers for price comparisons. When comparing the fee quotes, our Group considered factors including the price, scope of services and the efficiency and ability of the service provider to perform such services in a timely manner. The Home Decoration Services Framework Agreement was entered into on normal commercial terms.

Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Home Decoration Services to be provided by Zhejiang Greentown Housing Services System to our Group under the Home Decoration Services Framework Agreement for each of the three years ending 31 December 2018 will not exceed RMB2,583,000, RMB3,412,000 and RMB3,182,000, respectively. Such fees mainly comprise (i) renovation fees of newly completed property projects; and (ii) inspection fees of property projects.

For the year ended 31 December 2017, the fee paid by the Group for the home decoration services provided by Zhejiang Greentown Housing Services System amounted to RMB2,146,192 and the annual cap for the same period last year was RMB3,412,000.

代價

浙江綠城房屋服務系統就向本集團提供的家居裝飾服務而收取的費用乃按(i)所需家居裝飾服務的性質及範圍；及(ii)透過網上搜索比較其他獨立第三方服務供應商給予的費用報價而釐定。有關網上搜索一般涵蓋三個或以上獨立第三方服務供應商作價格比較。比較費用報價時，本集團所考慮的因素包括價格、服務範圍和服務供應商及時進行有關服務的效率及能力。家居裝飾服務框架協議乃按一般商業條款訂立。

年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就浙江綠城房屋服務系統按家居裝飾服務框架協議將提供的家居裝飾服務應付的年度最高費用分別將不會超過人民幣2,583,000元、人民幣3,412,000元及人民幣3,182,000元。該等費用主要由(i)新落成物業項目的裝修費；及(ii)物業項目的檢查費用所構成。

截至2017年12月31日止年度，本集團向浙江綠城房屋服務系統支付家居裝飾服務費用為人民幣2,146,192元，去年同期的年度上限為人民幣3,412,000元。

(d) **Provision of Air-conditioning Equipment Maintenance Services by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group**

We engage the air-conditioning equipment maintenance services of Hangzhou Greentown Air-conditioning Equipment Maintenance in the ordinary course of business.

Transaction Detail

On 10 June 2016, Hangzhou Greentown Air-conditioning Equipment Maintenance entered into an air-conditioning equipment maintenance services framework agreement (the “**Air-conditioning Equipment Maintenance Services Framework Agreement**”) with our Company, pursuant to which Hangzhou Greentown Air-conditioning Equipment Maintenance agreed to provide air-conditioning equipment maintenance services and the procurement of air-conditioners units and other parts of air-conditioners, including but not limited to conducting regular inspections, providing cleaning, repair and maintenance services for the property projects managed by our Group (“**Air-conditioning Equipment Maintenance Services**”), for a term commencing from the Listing Date until 31 December 2018.

Consideration

The fees charged for the Air-conditioning Equipment Maintenance Services provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group were determined based on (i) the quantity and type of air-conditioning equipment covered; and (ii) the comparison of the fee quote provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group with the fee quotes provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to other independent third party customers for the provision of similar services and also the fee quotes obtained from other third party suppliers of our Group which provide similar services. For the purpose of such fee quote comparison, apart from comparing the price quoted, our Group also considers other factors, including the supplier’s efficiency and ability to provide such services in a timely manner. The Air-conditioning Equipment Maintenance Services Framework Agreement was entered into on normal commercial terms.

(d) **杭州綠城空調設備維護向本集團提供空調設備維護服務**

我們在日常業務過程中，聘用杭州綠城空調設備維護提供空調設備維護服務。

交易詳情

杭州綠城空調設備維護與本公司於2016年6月10日訂立空調設備維護服務框架協議（「**空調設備維護服務框架協議**」），據此，杭州綠城空調設備維護同意提供空調設備維護服務及空調機及其他零部件之採購服務，包括但不限於在本集團管理的物業項目進行定期檢查以及提供保潔、維修及維護服務（「**空調設備維護服務**」），年期自上市日期起至2018年12月31日止。

代價

杭州綠城空調設備維護就向本集團提供的空調設備維護服務而收取的費用乃按(i)所提供的空調設備數量及種類；及(ii)比較杭州綠城空調設備維護向本集團提供的報價與杭州綠城空調設備維護向其他獨立第三方客戶就提供類似服務提供的報價以及從提供類似服務的本集團其他第三方供應商取得的報價而釐定。就該等費用報價比較而言，除比較所報價格外，本集團亦考慮其他因素，包括供應商及時提供有關服務的效率和能力。空調設備維護服務框架協議乃按一般商業條款訂立。

Annual Caps

Our Directors estimate that the maximum annual fee payable by our Group in relation to the Air-conditioning Equipment Maintenance Services to be provided by Hangzhou Greentown Air-conditioning Equipment Maintenance to our Group under the Air-conditioning Equipment Maintenance Services Framework Agreement for each of the three years ending 31 December 2018 will not exceed RMB1,173,000, RMB8,048,000 and RMB9,193,000, respectively.

For the year ended 31 December 2017, the fee paid by the Group for the air-conditioning equipment maintenance services provided by Hangzhou Greentown Air-conditioning Equipment Maintenance amounted to RMB5,520,196 and the annual cap for the same period last year was RMB8,048,000.

Listing Rules Implications

Since (i) Zhejiang Gelingtong Elevator Engineering; (ii) Shenyang Yinji Greenery Engineering; (iii) Zhejiang Greentown Housing Service Systems; and (iv) Hangzhou Greentown Air-conditioning Equipment Maintenance are all associates of Ms. Li Hairong and are connected persons, and the Elevator Maintenance Services, the Gardening Services, the Home Decoration Services and the Air-conditioning Equipment Maintenance Services (collectively, the “**Ancillary Services to our Group**”) are all ancillary property management services provided to the Group, the continuing connected transactions under the Elevator Maintenance Services Framework Agreement, the Gardening Services Framework Agreement, the Home Decoration Services Framework Agreement and the Air-conditioning Equipment Maintenance Services Framework Agreement have been aggregated pursuant to Rules 14A.81 and 14A.82 of the Listing Rules for the purpose of determining our Group’s compliance obligations under Chapter 14A of the Listing Rules. The aggregated annual caps in relation to the Ancillary Services to our Group for each of the three years ending 31 December 2018 are RMB19,649,000, RMB34,109,000 and RMB38,843,000, respectively.

年度上限

董事估計，截至2018年12月31日止三個年度各年，本集團就杭州綠城空調設備維護按空調設備維護服務框架協議將提供予本集團的空調設備維護服務應付的年度最高費用分別將不會超過人民幣1,173,000元、人民幣8,048,000元及人民幣9,193,000元。

截至2017年12月31日止年度，本集團向杭州綠城空調設備維護支付空調設備維護服務費用為人民幣5,520,196元，去年同期的年度上限為人民幣8,048,000元。

上市規則之涵義

由於(i)浙江格靈通電梯工程；(ii)瀋陽銀基園林工程；(iii)浙江綠城房屋服務系統；及(iv)杭州綠城空調設備維護均為李海榮女士的聯繫人及關連人士，而電梯維護服務、園藝服務、家居裝飾服務及空調設備維護服務(統稱「**向本集團提供的配套服務**」)均為向本集團提供的配套物業管理服務，就釐定本集團根據上市規則第14A章的合規責任而言，電梯維護服務框架協議、園藝服務框架協議、家居裝飾服務框架協議及空調設備維護服務框架協議項下的持續關連交易已根據上市規則第14A.81條及第14A.82條合併計算。截至2018年12月31日止三個年度各年有關向本集團提供的配套服務的年度上限總額分別為人民幣19,649,000元、人民幣34,109,000元及人民幣38,843,000元。

Since at least one of the applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the annual caps in relation to the Ancillary Services to the Group, as aggregated, is expected to be more than 0.1% but less than 5%, the transactions under each of the Elevator Maintenance Services Framework Agreement, the Gardening Services Framework Agreement, the Home Decoration Services Framework Agreement and the Air-conditioning Equipment Maintenance Services Framework Agreement will be subject to the reporting, annual review, and announcement requirements, but will be exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

2. Services provided by Hangzhou Greentown Football Club to the Group

We provide certain specified areas to Zhejiang Dual-City Culture for advertising the information of products or services of third parties for promotion purposes.

Details of the transaction

On 6 November 2017, Zhejiang Dual-City Culture, a subsidiary of the Group, entered into the framework agreement with Hangzhou Greentown Football Club. Pursuant to which, Zhejiang Dual-City Culture would be entitled to advertise in certain areas specified by Hangzhou Greentown Football Club and Zhejiang Dual-City Culture would procure independent sponsors to advertise their services and/or products in such areas. The term of the agreement commenced from the date of signing the agreement and ending on 31 December 2018.

Consideration

The fees charged to the Group by Hangzhou Greentown Football Club for the provision of the advertising service was determined with reference to (i) the advertising fees charged by Zhejiang Dual-City Culture from the independent sponsors which would advertise their services and/or products in the areas specified by Hangzhou Greentown Football Club; (ii) the total cost incurred by Zhejiang Dual-City Culture with respect to procuring such independent sponsors; and (iii) a margin to be deducted therefrom, which is not less favorable than the margin applied to other independent third party advertising space suppliers of Zhejiang Dual-City Culture.

由於上市規則項下至少一項有關向本集團提供的配套服務年度上限(經合併處理)的適用百分比率(盈利比率除外)預期將會超過0.1%但少於5%，電梯維護服務框架協議、園藝服務框架協議、家居裝飾服務框架協議及空調設備維護服務框架協議各自項下的交易將須遵守上市規則第14A章項下之申報、年度審閱及公告規定，但獲豁免遵守通函及獨立股東批准規定。

2. 杭州綠城足球俱樂部向本集團提供的服務

我們將向浙江雙城文化提供若干特定範圍以就第三方的產品或服務資訊刊登廣告作推廣之用。

交易詳情

於2017年11月6日，本集團之附屬公司浙江雙城文化與杭州綠城足球俱樂部訂立框架協議，據此，浙江雙城文化將有權於杭州綠城足球俱樂部指定之若干範圍刊登廣告，而浙江雙城文化將促使獨立贊助商於該等範圍就彼等的服務及／或產品刊登廣告，年期自協議簽署之日起至2018年12月31日止。

代價

杭州綠城足球俱樂部向本集團提供廣告服務而收取的費用乃按(i)浙江雙城文化將在杭州綠城足球俱樂部指定的特定範圍就彼等的服務及／或產品刊登廣告之獨立贊助商所收取之廣告費；(ii)浙江雙城文化就獲得有關獨立贊助商而產生之總成本；及(iii)將予從中扣除之利潤率(其不遜於適用於浙江雙城文化之其他獨立第三方廣告位供應商之利潤率)而釐定。

Annual caps

The Directors estimated that the maximum annual amount payable by the Group in respect of the advertising services for each of the two years ending 31 December 2018 would not exceed RMB16,000,000 and RMB16,000,000 respectively.

For the year ended 31 December 2017, the amount payable by the Group in respect of the advertising services was RMB15,169,811.

As the applicable percentage ratios under the Listing Rules (other than the profits ratio) in respect of the annual caps of the advertising services provided by Hangzhou Greentown Football Club to the Group are expected to be more than 0.1% but less than 5%, the transactions under the Supply of Goods Framework Agreement are subject to the reporting, annual review and announcement requirements, but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

3. Services provided by Lansong Supply Chain to the Group

We receive the goods supply service provided by Lansong Supply Chain to the Group in the ordinary course of business.

Details of the transaction

On 10 January 2017, Greentown Property Management, a wholly-owned subsidiary of the Company, entered into the sales framework agreement with Lansong Supply Chain. Pursuant to which, Lansong Supply Chain would supply various agricultural goods and products to the Group. The term of the agreement commenced from the date of signing the agreement and ending on 31 December 2019.

年度上限

董事估計，截至2018年12月31日止兩個年度各年，本集團應付廣告服務之年度最高費用分別將不超過人民幣16,000,000元及人民幣16,000,000元。

截至2017年12月31日止年度，本集團就廣告服務應付之費用為人民幣15,169,811元。

由於上市規則項下杭州綠城足球俱樂部向本集團提供廣告服務年度上限的適用百分比率(盈利比率除外)預期將會超過0.1%但少於5%，因此供貨框架協議項下的交易須遵守上市規則第14A章項下之申報、年度審閱及公告規定，惟獲豁免遵守獨立股東批准的規定。

3. 由藍頌供應鏈向本集團提供的服務

我們在日常業務過程中，接受藍頌供應鏈向本集團提供產品供應服務。

交易詳情

於2017年1月10日，綠城物業服務(本公司之全資附屬公司)與藍頌供應鏈訂立銷售框架協議，據此，藍頌供應鏈向本集團供應各種農業商品及產品，年期自協議簽署之日起至2019年12月31日止。

Consideration

The fees charged to the Group by Lansong Supply Chain for the provision of goods was determined at arm's length with reference to (i) the national agricultural products wholesale market prices published by the Ministry of Agriculture of the PRC from time to time; (ii) the purchasing costs of such goods and the operation costs (including packaging, processing and distribution costs) incurred by Lansong Supply Chain for supplying goods to Greentown Property Management and/or its subsidiaries or branch companies under the sales framework agreement; and (iii) the price of the same or comparable type of various agricultural goods sold to independent third parties in its ordinary and usual course of business.

Annual caps

The Directors estimated that the maximum annual amount payable by the Group to Lansong Supply Chain for each of the three years ending 31 December 2019 would not exceed RMB62,400,000, RMB82,500,000 and RMB97,300,000 respectively.

For the year ended 31 December 2017, the amount payable by the Group in respect of the goods supplied by Lansong Supply Chain was RMB30,034,551.

As the applicable percentage ratios under the Listing Rules (other than the profits ratio) in respect of the annual caps for the goods supply service provided to the Group by Lansong Supply Chain are expected to be more than 0.1% but less than 5%, the transactions under the Supply of Goods Framework Agreement are subject to the reporting, annual review and announcement requirements, but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

代價

藍頌供應鏈向本集團供應產品而收取的費用乃按照以下而公平釐定：(i) 由中國農業部所不時頒佈的國家農產品批發市價；(ii) 由藍頌供應鏈根據銷售框架協議，向綠城物業服務及／或其附屬公司或分公司供應商品而產生的商品採購成本及營運成本（包括包裝、處理及分銷成本）；及(iii) 於其一般及日常業務過程中向獨立第三方出售各種相同或可資比較種類農產品的價格。

年度上限

董事估計，截至2019年12月31日止三個年度各年，本集團向藍頌供應鏈應付之年度最高費用分別將不超過人民幣62,400,000元、人民幣82,500,000元及人民幣97,300,000元。

截至2017年12月31日止年度，本集團就藍頌供應鏈提供的產品應付費用為人民幣30,034,551元。

由於上市規則項下就本集團接受藍頌供應鏈提供的產品供應服務年度上限的適用百分比率（盈利比率除外）預期將會超過0.1%但少於5%，因此供貨框架協議項下的交易須遵守上市規則第14A章項下之申報、年度審閱及公告規定，惟獲豁免遵守獨立股東批准的規定。

4. Services provided by the Group to Bluetown Agricultural Technology

We provide goods supply service to Bluetown Agricultural Technology in the ordinary course of business.

Details of the transaction

On 6 November 2017, Lansong Supply Chain, a subsidiary of the Group, entered into the framework agreement with Bluetown Agricultural Technology. Pursuant to which, Lansong Supply Chain would supply various types of agricultural goods and products to Bluetown Agricultural Technology. The term of the agreement commenced from the date of signing the agreement and ending on 31 December 2019.

Consideration

The fees charged to Bluetown Agricultural Technology by the Group for the supply of goods was determined at arm's length with reference to (i) the national agricultural products wholesale market prices published by the Ministry of Agriculture of the PRC from time to time; and (ii) the price of the same or comparable type of various goods sold to independent third parties in its ordinary and usual course of business. In determining the price, the Group would collect the relevant market information, review and compare the costs and profits of transactions in the most recent year for the provision of the same or similar type of agricultural goods and products with at least two independent third parties.

Annual caps

The Directors estimated that the maximum annual amount payable by Bluetown Agricultural Technology to the Group for each of the three years ending 31 December 2019 would not exceed RMB18,000,000, RMB5,280,000 and RMB5,808,000 respectively.

For the year ended 31 December 2017, the amount payable by Bluetown Agricultural Technology to the Group in respect of the goods supply service was RMB12,711,829.

4. 由本集團向藍城農業科技提供的服務

我們在日常業務過程中，向藍城農業科技提供產品供應服務。

交易詳情

於2017年11月6日，本集團之附屬公司藍頌供應鏈與藍城農業科技訂立框架協議，據此，藍頌供應鏈向藍城農業科技供應各種農業商品及產品，年期自協議簽署之日起至2019年12月31日止。

代價

本集團向藍城農業科技供應產品而收取的費用乃按照以下而公平釐定：(i)中國農業部不時公佈之國家農產品批發市場價格；及(ii)於其一般及日常業務過程中向獨立第三方出售各種相同或可資比較種類產品的價格。於釐定價格時，本集團也收集相關市場資料，並審閱及比較於最近一年與至少兩名獨立第三方就提供相同或類似種類的農業商品及產品進行之交易的成本及溢利。

年度上限

董事估計，截至2019年12月31日止三個年度各年，藍城農業科技向本集團應付之年度最高費用分別將不超過人民幣18,000,000元、人民幣5,280,000元及人民幣5,808,000元。

截至2017年12月31日止年度，藍城農業科技就產品供應服務應付本集團費用為人民幣12,711,829元。

As the applicable percentage ratios under the Listing Rules (other than the profits ratio) in respect of the annual caps for the goods supply service provided by the Group are expected to be more than 0.1% but less than 5%, the transactions under the Supply of Goods Framework Agreement are subject to the reporting, annual review and announcement requirements, but are exempted from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

For details of the above continuing connected transactions, please refer to the section headed "Connected Transactions" in the Prospectus and the announcements of the Company published on 10 January 2017 and 6 November 2017.

The Company adjusts the scope and amount of continuing connected transactions and the annual caps exempted from disclosure (where necessary) in accordance with its internal control procedures. During the Reporting Period, the Company has followed the pricing policies and guidelines for each of the continuing connected transactions disclosed in this annual report when determining the price and terms of such transactions conducted. The Directors are of the view that the Company's internal control procedures are adequate and effective to ensure that transactions are so conducted.

During the Reporting Period, the independent non-executive Directors have reviewed the aforesaid continuing connected transactions and confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

由於上市規則項下本集團提供的產品供應服務年度上限的適用百分比率(盈利比率除外)預期將會超過0.1%但少於5%，因此供貨框架協議項下的交易須遵守上市規則第14A章項下之申報、年度審閱及公告規定，惟獲豁免遵守獨立股東批准的規定。

關於以上持續關連交易的詳情，請參見招股書「關連交易」一節及本公司於2017年1月10日及2017年11月6日刊發的公告。

本公司根據其內部控制程序調整獲豁免披露(倘必要)之持續關連交易之範疇及金額以及年度上限。於報告期內，於釐定所進行之有關交易之價格及條款時，本公司已遵守本年報所披露之各持續關連交易之定價政策及指引。董事認為，本公司內部控制程序足以且可有效確保該等交易如是進行。

於報告期內，獨立非執行董事已審核上述持續關連交易，並確認該等交易已：

- (i) 在本集團的日常及一般業務過程中訂立及進行；
- (ii) 按照一般商業條款訂立及進行；及
- (iii) 根據規管交易的相關協議按公平合理並符合股東的整體利益的條款訂立及進行。

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

1. nothing has come to their attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors.
2. for transactions involving the provision of goods by the Group, nothing has come to their attention that causes us to believe that the disclosed continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group.
3. nothing has come to their attention that causes the auditor to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
4. with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to their attention that causes the auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

A copy of the auditor's letter on the continuing connected transactions of the Group for the year ended 31 December 2017 has been provided by the Company to the Hong Kong Stock Exchange.

本公司委聘核數師根據香港會計師公會頒佈的《香港鑑證業務準則第3000號(經修訂)》「歷史財務資料審核或審閱以外的鑑證工作」，並參考《實務說明第740號》「香港上市規則所述持續關連交易的核數師函件」，就本集團持續關連交易作出匯報。核數師已根據上市規則第14A.56條就本集團於上述持續關連交易發出載有其發現和結論的函件：

1. 概無發現事項致使核數師相信所披露持續關連交易未經本公司董事會批准。
2. 就由集團提供貨物的交易而言，概無發現事項致使核數師相信上述持續關連交易於所有重大方面沒有按照集團的定價政策進行。
3. 概無發現事項致使核數師相信所披露持續關連交易並非在各重大方面按照規管該等交易的相關協議訂立。
4. 就各持續關連交易總額而言，概無發現事項致使核數師相信所披露持續關連交易已超過本公司制定的年度上限。

本公司已向香港聯交所遞交有關本集團截至2017年12月31日止年度的持續關連交易的核數師函件副本。

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group during the year ended 31 December 2017 are set out in Note 29 to the consolidated financial statements. None of these related party transactions constitutes a discloseable connected transaction as defined under the Listing Rules, except for the transactions described in this paragraph headed "Continuing Connected Transactions", in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

Save as disclosed in this annual report, during the Reporting Period, the Company had no connected transactions or continuing connected transactions which fell to be disclosed in accordance with the provisions under Chapter 14A of the Listing Rules in relation to the disclosure of connected transactions and continuing connected transactions.

SIGNIFICANT LEGAL PROCEEDINGS

For the year ended 31 December 2017, the Company was not engaged in any litigation or arbitration of material importance. As mentioned in the interim report 2017, a high end community in Hangzhou that we manage, the "Sapphire Mansion", had an arson, led to casualties. The criminal suspect has been sentenced to death in the first criminal trial and is still in the process of the second trial. The victims' families also may file a civil lawsuit against the Company.

Save as disclosed above, no litigation or claim of material importance is known to the Directors to be pending or threatening against the Company.

PERMITTED INDEMNITY PROVISION

During the year of 2017, the Company maintained liability insurance for Directors and senior management (being the liability insurance for Directors and senior management and prospectus liability insurance) to provide the appropriate coverage for the Directors and senior management of the Company.

POST BALANCE SHEET EVENTS

The material post balance sheet events are disclosed in note 33 to the consolidated financial statements.

關聯人士交易

本集團於截至2017年12月31日止年度訂立之關聯方交易詳情載於綜合財務報表附註29。除於「持續關連交易」一段所述的交易(而此等交易已遵守上市規則第14A章的披露規定)外,該等關聯人士交易概無構成須予披露的關連交易(定義見上市規則)。

除年報所披露者外,於報告期間,本公司概無根據上市規則第14A章項下有關關連交易及持續關連交易披露的條文而須予披露的關連交易或持續關連交易。

重大法律訴訟

截至2017年12月31日止年度,本公司不存在涉及任何重大法律訴訟或仲裁。誠如本公司於2017中期報告披露所述,本公司在管的位於杭州高端小區藍色錢江發生故意縱火,導致死亡案件。該案犯罪嫌疑人在刑事一審判決中被判死刑,目前仍在二審過程中;業主家屬也可能會向本公司提起民事訴訟。

除上述外,就董事所知,不存在任何尚未完結或對本公司存在威脅性的重大法律訴訟或索賠。

獲准許的彌償條文

本公司在2017年度為董事及高級管理人員投責任保險(董事及高級管理人員責任保險及招股書責任保險),為本公司董事及高級管理人員提供適當保障。

結算日後事項

有關於結算日後的重大事項詳情載於綜合財務報表附註33。

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) had, together with the management and external auditor of the Company (the “**Auditor**”), reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the year ended 31 December 2017.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 93 to 110 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company’s total issued shares, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, was held by the public at all times during the Reporting Period and as of the date of this annual report.

AUDITOR

KPMG was appointed as the Auditor for the year ended 31 December 2017. The accompanying financial statements prepared in accordance with HKFRSs have been audited by KPMG.

KPMG shall retire at the forthcoming annual general meeting and, being eligible, will offer itself for re-appointment. A resolution for the re-appointment of KPMG as Auditor will be proposed at the AGM.

On behalf of the Board

Li Hairong
Chairman

Hangzhou, 23 March 2018

審核委員會

本公司的審核委員會(「**審核委員會**」)已與管理層及本公司外聘核數師(「**核數師**」)共同審閱本集團所採納的會計原則及慣例，以及截至2017年12月31日止年度綜合財務報表。

企業管治

本公司致力維持高水準之企業管治常規。有關本公司所採納之企業管治常規資料載於本年報第93頁至第110頁之企業管治報告。

公眾持有量

根據本公司可公開獲得的資料及就董事所深知，於報告期內及截至本年報日期止任何時間，本公司已發行股份總額中至少有25% (即聯交所及上市規則規定的最低公眾持股比例) 由公眾人士持有。

核數師

畢馬威會計師事務所獲委任為截至2017年12月31日止年度的核數師。畢馬威會計師事務所已審核隨附的財務報表，該等報表按香港財務報告準則編製。

畢馬威會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關續聘畢馬威會計師事務所為核數師的決議案將於股東週年大會上提呈。

代表董事會

主席
李海榮

杭州，2018年3月23日

The Board is pleased to present the corporate governance report of the Company for the year ended 31 December 2017.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 of the Listing Rules as its own code of corporate governance. Save as disclosed in this annual report, the Company has complied with all applicable code provisions under the CG Code throughout the Reporting Period. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

THE BOARD Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company’s affairs, the Board has established three Board committees including the Audit Committee, the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”) (together, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

The Company has arranged appropriate liability insurance in respect of legal action against the Directors. The insurance coverage will be reviewed on an annual basis.

董事會欣然呈列本公司截至2017年12月31日止年度之企業管治報告。

企業管治常規

本集團致力維持高水準的企業管治，以保障股東權益並提升企業價值及問責性。本公司已採納上市規則附錄十四所載之《企業管治守則》及《企業管治報告》(「企業管治守則」)作為其本身之企業管治守則。除本年報所披露者外，於報告期內，本公司一直遵守企業管治守則項下之所有適用守則條文。本公司將繼續檢討並監察其企業管治常規，以確保遵守企業管治守則。

董事會 責任

董事會負責本集團的整體領導，並監察本集團的策略性決定以及監察業務及表現。董事會已向本集團的高級管理層授予本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，董事會已成立三個董事會委員會，包括審核委員會、薪酬委員會(「薪酬委員會」)及提名委員會(「提名委員會」)(統稱「董事會委員會」)。董事會已向該等董事會委員會授與各職權範圍所載的責任。

全體董事須確保彼等本著真誠、遵守適用法律及法規，無論何時均以符合本公司及股東利益的方式履行職責。

本公司已就針對董事的法律訴訟安排適當責任保險，並將每年審視該保險之保障範圍。

Board Composition

As at the date of this annual report, the Board comprises four executive Directors, two non-executive Directors and three independent non-executive Directors as follows:

Executive Directors:

Ms. Li Hairong (*Chairman*)
Mr. Yang Zhangfa (*Vice Chairman*)
Mr. Wu Zhihua
Mr. Chen Hao

Non-executive Directors:

Mr. Shou Bainian
Ms. Xia Yibo

Independent Non-executive Directors:

Mr. Poon Chiu Kwok
Mr. Wong Ka Yi
Mr. Li Feng (Appointed on 5 December 2017)
Mr. Tian Zaiwei (Resigned on 5 December 2017)

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

On 5 December 2017, Mr. Li Feng has been appointed as an independent non-executive Director. However, Mr. Li will hold office until the next following annual general meeting of the Company after his appointment, at which Mr. Li will retire and be eligible for re-election. At the same day, Mr. Tian Zaiwei has resigned as an independent non-executive Director.

During the year ended 31 December 2017, the Board has met at all times the requirements under rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

董事會組成

於本年報日期，董事會由四名執行董事、兩名非執行董事及三名獨立非執行董事組成，詳情如下：

執行董事：

李海榮女士(主席)
楊掌法先生(副主席)
吳志華先生
陳浩先生

非執行董事：

壽柏年先生
夏一波女士

獨立非執行董事：

潘昭國先生
黃嘉宜先生
李風先生(於2017年12月5日獲委任)
田在瑋先生(於2017年12月5日辭任)

董事履歷載於本年報之「董事及高級管理層」一節。

李風先生已於2017年12月5日獲委任為獨立非執行董事。惟李先生之任期僅直至緊隨其委任後之本公司下屆股東週年大會止，李先生將於該會上退任，並符合資格膺選連任。於同日，田在瑋先生已辭任獨立非執行董事。

於截至2017年12月31日止年度，董事會已一直遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事(其中至少一名獨立非執行董事須擁有適當的專業資格或會計或相關財務管理專業知識)的規定。

本公司亦已遵守上市規則第3.10A條有關委任相當於董事會成員至少三分之一的獨立非執行董事的規定。

The Company believes that the diversity of Board members will be immensely beneficial for the enhancement of the Company's performance. Therefore, the Company has adopted a Board diversity policy to ensure that the Company will, when determining the composition of the Board, consider Board diversity in terms of, amongst other things, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. The Board diversity policy is summarized below:

The Board attaches great importance to the gender mix: women now hold 22% of the total directorships, which is in line and higher than the ratio for most of the listed companies.

The Board includes Directors with diverse backgrounds: executive Directors have extensive management experience and are in charge of the principal businesses of the Company; non-executive Directors are highly experienced in corporate management, hence they are able to provide effective recommendations on the Company's operation and development; independent non-executive Directors have experience in property management industry, investment, finance, corporate governance and international market.

As each of the independent non-executive Directors has confirmed his independence pursuant to rule 3.13 of the Listing Rules, the Company considers all of them to be independent parties.

Save as disclosed in the Directors' biographies set out in the section headed "Directors and Senior Management" in this annual report, none of the Directors have any personal relationship (including financial, business, family or other material or relevant relationship) with any other Director and chief executive.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as the identity of the public companies or organisations and the time involved to the issuer, Directors have agreed to disclose their commitments and any subsequent change to the Company in a timely manner.

本公司相信董事會成員多元化將對提升本公司的表現益處良多，因此本公司已採納董事會成員多元化政策，確保本公司在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於年齡、文化及教育背景、專業經驗、技能及知識。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顧及董事會成員多元化的益處。董事會成員多元化政策的概要載列如下：

重視女性成員比率：女性董事比率達22%，符合並高於大部份上市公司女性董事普遍佔比。

重視董事行業背景：執行董事均擁有豐富的行業管理經驗，並負責公司主營業務；非執行董事擁有豐富的企業管理經驗，能夠為公司的經營、發展提供有效建議；獨立非執行董事既有物業管理行業背景，也包含了投資、財務、公司治理、國際市場背景。

由於各獨立非執行董事均已根據上市規則第3.13條確認其獨立性，故本公司認為彼等均為獨立人士。

除本年報之「董事及高級管理層」一節所載董事履歷中所披露者外，概無董事與任何其他董事或最高行政人員有任何個人關係（包括財務、業務、家族或其他重大或相關關係）。

全體董事（包括獨立非執行董事）均為董事會帶來各種不同的寶貴管理經驗、知識及專門技能，使其有效率及有效地運作。獨立非執行董事應邀於審核委員會、薪酬委員會及提名委員會任職。

鑑於企業管治守則條文要求董事披露於上市公司或機構所擔任職務的數量及性質及其他重大承擔，以及彼等的身份及於發行人任職的時間，故董事已同意適時向本公司披露彼等的承擔及任何後續變動。

Induction and Continuous Professional Development

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director. During the year ended 31 December 2017, all Directors participated in appropriate continuous professional development and provided the Company with their records of training they received. Directors participated in the training which included reading regulatory updates, attending seminars or conducting training sessions and exchanging views and the special training provided by lawyer.

入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，以確保其對本公司的營運及業務以及其於相關法規、法例、規則及條例下對彼等的責任有適當程度的瞭解。本公司亦定期為董事安排研討會，以不時為彼等提供上市規則及其他相關法律及監管規定最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的更新資料，使董事會全體及各董事得以履行彼等的職責。

本公司鼓勵全體董事進行持續專業發展，借此發展及更新其知識及技能。本公司公司秘書不時更新及提供有關董事角色、職能及職責的書面培訓材料。截至2017年12月31日止年度內，所有董事均已參與合適之持續專業發展，並已向本公司提供所接受培訓之紀錄。董事參與的培訓，包括閱讀最新監管資料，以及出席專題研討會或作培訓交流，由律師提供專題培訓。

Name of Director 董事姓名	Continuous Professional Development Training 持續專業發展培訓 Reading or attending briefings and/or seminars and/or conferences relevant to regulatory and governance updates 閱讀或出席與監管及管治 最新情況相關的簡報會及／或 講座及／或會議
Executive Directors	執行董事
Ms. Li Hairong	李海榮女士
Mr. Yang Zhangfa	楊掌法先生
Mr. Wu Zhihua	吳志華先生
Mr. Chen Hao	陳浩先生
	Yes 有
	Yes 有
	Yes 有
	Yes 有
Non-Executive Directors	非執行董事
Mr. Shou Bainian	壽柏年先生
Ms. Xia Yibo	夏一波女士
	Yes 有
	Yes 有
Independent Non-Executive Directors	獨立非執行董事
Mr. Poon Chiu Kwok	潘昭國先生
Mr. Wong Ka Yi	黃嘉宜先生
Mr. Li Feng	李風先生
(Appointed on 5 December 2017)	(於2017年12月5日獲委任)
Mr. Tian Zaiwei	田在瑋先生
(Resigned on 5 December 2017)	(於2017年12月5日辭任)
	Yes 有
	Yes 有
	Yes 有
	Yes 有

Chairman and Chief Executive Officer

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

The Chairman of the Board and the chief executive officer of the Company (the “**Chief Executive Officer**”) are currently two separate positions held by Ms. Li Hairong and Mr. Wu Zhihua, respectively, with clear distinction in responsibilities. The Chairman of the Board is responsible for providing strategic advice and guidance on the business development of the Group, while the Chief Executive Officer is responsible for the day-to-day operations of the Group.

Appointment and Re-election of Directors

Each of the executive Directors has signed a service contract with the Company for a term of three years commencing from 12 July 2016, which is renewable automatically for successive terms of three years subject to termination as provided in the service contract.

Each of the non-executive Directors and independent non-executive Directors (except Mr. Li Feng) has signed an appointment letter with the Company for a term of three years commencing from the Listing Date, which may be renewable subject to both parties’ agreement. Mr. Li Feng, the independent non-executive Director, has signed an appointment letter with the Company for a term of three years commencing from 5 December 2017, which may be renewable subject to both parties’ agreement.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors.

Board meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，董事會主席及行政總裁角色應予以區分及由不同人士擔任。

董事會主席及本公司行政總裁（「**行政總裁**」）現時分別由李海榮女士及吳志華先生擔任，以職能來劃分明確這兩個不同職位。董事會主席負責就本集團的業務發展提供戰略建議及指引，而行政總裁則負責本集團的日常運營。

董事的委任及重選連任

各執行董事已與本公司訂立自2016年7月12日起為期三年的服務合約，可根據服務合約於終止後另行自動續期三年。

各非執行董事及獨立非執行董事（李風先生除外）已與本公司訂立自上市日期起為期三年的委任書，可由訂約雙方協議續期。獨立非執行董事李風先生已與本公司訂立自2017年12月5日起為期三年的委任書，可由訂約雙方協議續期。

概無董事與本集團訂立本公司不可於一年內不付賠償（法定賠償除外）而終止的服務合約。

董事的委任、重選連任及罷免程序及過程載於組織章程細則。提名委員會負責檢討董事會的組成方式，並就董事的委任、重選連任及接任計劃向董事會提供推薦建議。

董事會會議

本公司將採納定期舉行董事會會議之慣例，每年召開至少四次董事會會議，大約每季一次。全體董事將獲發不少於十四天之通知以召開定期董事會會議，令全體董事均獲機會出席定期會議並討論議程事項。

For other Board and Board Committee meetings, reasonable notice is generally given by the Company. The agenda and accompanying board papers are dispatched to the Directors or Board Committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings are kept by the joint company secretary with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail about the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Minutes of the Board meetings are open for inspection by Directors.

During the Reporting Period, five board meetings and one annual general meeting were held, the attendance of each Director at these meetings is set out in the table below:

就其他董事會及董事會委員會會議而言，本公司一般會發出合理通知。會議通知中已包括會議議程及相關董事會文件，並至少在舉行董事會或董事會委員會會議日期的三天前送出，以確保董事有充足時間審閱有關文件及充分準備出席會議。倘董事或董事會委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會主席有關彼等的意見。聯席公司秘書備存會議紀錄，並提供該等會議紀錄副本予所有董事作其參閱及紀錄之用。

董事會會議及董事會委員會會議的會議紀錄會詳盡記錄董事會及董事會委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及董事會委員會會議的會議紀錄草擬本會於會議舉行後的合理時間內寄送至各董事，以供彼等考慮。董事會會議的會議紀錄公開供所有董事查閱。

於報告期內，董事會曾舉行五次董事會會議及一次股東週年大會，個別董事出席董事會會議的情況載於下表：

Directors		Attended/Eligible to attend the Board meeting(s)	Attended/Eligible to attend the Annual General Meeting
董事		已出席 董事會次數/ 應出席董事會次數	已出席 股東週年大會次數/ 應出席股東週年大會次數
Executive Directors		執行董事	
Ms. Li Hairong (Chairman)	李海榮女士(主席)	5/5	1/1
Mr. Yang Zhangfa	楊掌法先生	5/5	1/1
Mr. Wu Zhihua	吳志華先生	5/5	1/1
Mr. Chen Hao	陳浩先生	5/5	1/1
Non-executive Directors		非執行董事	
Mr. Shou Bainian	壽柏年先生	5/5	1/1
Ms. Xia Yibo	夏一波女士	5/5	1/1
Independent Non-executive Directors		獨立非執行董事	
Mr. Poon Chiu Kwok	潘昭國先生	5/5	1/1
Mr. Wong Ka Yi	黃嘉宜先生	5/5	1/1
Mr. Li Feng (Appointed on 5 December 2017)	李風先生 (於2017年12月5日獲委任)	1/1	N/A 不適用
Mr. Tian Zaiwei (Resigned on 5 December 2017)	田在璋先生 (於2017年12月5日辭任)	4/4	1/1

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors and employees (the “**Securities Dealing Code**”). The Company had made specific enquiry with all Directors whether they have complied with the required standard set out in the Model Code during the year ended 31 December 2017 and all Directors confirmed that they have complied with the Model Code and the Securities Dealing Code during the year ended 31 December 2017.

Delegation by the Board

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company’s expense and are encouraged to access and to consult with the Company’s senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board and report to the Board on matters; and
- (e) to review the Company’s compliance with the CG Code and disclosure in the corporate governance report.

董事進行證券交易的標準守則

本公司已採納上市規則附錄 10 所載的《上市發行人董事進行證券交易的標準守則》(「**標準守則**」)，作為其本身有關董事及僱員進行證券交易的操守守則(「**證券交易守則**」)。本公司已就董事有否於截至 2017 年 12 月 31 日止年度遵守標準守則所載的規定標準向全體董事作出具體查詢，而全體董事已確認彼等於截至 2017 年 12 月 31 日止年度內一直遵守標準守則及證券交易守則。

董事會授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易(特別是可能牽涉利益衝突者)、財務數據、委任董事及其他主要財務及營運事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔。彼等亦被鼓勵向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運交予高級管理層負責。董事會定期檢討所授權職能及職責。管理層訂立任何重大交易前須取得董事會批准。

企業管治職能

董事會確認，企業管治應屬董事的共同責任，彼等的企業管治職能包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊；
- (d) 制定及檢討本公司之企業管治政策及常規，並向董事會推薦其意見及匯報相關事宜；及
- (e) 檢討本公司對企業管治守則之遵守情況及在企業管治報告之披露。

BOARD COMMITTEES

Audit Committee

As at 31 December 2017, the Audit Committee comprises three members, namely Mr. Poon Chiu Kwok (chairman), Mr. Wong Ka Yi and Mr. Li Feng (appointed on 5 December 2017). Mr. Tian Zaiwei resigned as the member of Audit Committee on 5 December 2017. All of them are independent non-executive Directors.

The principal duties of the Audit Committee include the following:

1. To review the relationship with the Auditor by reference to the work performed by the Auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of the Auditor;
2. To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or the Auditor before submission to the Board;
3. To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

During the year ended on 31 December 2017, three meetings of the Audit Committee were held to discuss and consider the following matters:

- Review the annual results of the Company and its subsidiaries as of 31 December 2016;
- Review the interim results of the Company and its subsidiaries as of 30 June 2017;
- Review the auditor's report in relation to the audit plan and strategy of the Group;

董事委員會

審核委員會

於2017年12月31日，審核委員會由三名成員組成，即潘昭國先生(主席)、黃嘉宜先生及李風先生(於2017年12月5日獲委任)，田在璋先生於2017年12月5日已辭任審核委員會成員，彼等全部為獨立非執行董事。

審核委員會的主要職責如下：

1. 參考核數師所進行工作、彼等之薪酬及聘用條款，審閱與核數師之關係，並就核數師委任、重新委任及罷免向董事會提供建議；
2. 審閱財務報表及報告，並於該等報表及報告呈交至董事會前考慮當中任何由本公司屬下會計及財務匯報職員、監察主任或核數師提出任何重大或不尋常事項；
3. 檢討本公司的財務申報制度、內部監控及風險管理制度，以及相關程序，包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程以及預算是否足夠及有效。

審核委員會的書面職權範圍於聯交所及本公司網站可供查閱。

截至2017年12月31日止年度內，審核委員會曾舉行三次審核委員會會議以討論及考慮以下內容：

- 審閱本公司及其附屬公司截至2016年12月31日止之年度業績；
- 審閱本公司及其附屬公司截至2017年6月30日止之中期業績；
- 審閱核數師有關本集團審計計劃及策略的報告；

- Review the financial reporting system, compliance procedure, internal control (including the Company's internal control of corruption risks and the handling and identification of business conflict of major shareholders in listed companies), risk management system and procedures and re-appointment of external auditor. The Board did not deviate from the recommendations of the Audit Committee on the selection, appointment, resignation or dismissal of external auditor.
- 對財務申報系統、合規程序、內部監控（包括本公司對舞弊風險的內部控制及大股東於上市公司有關業務衝突的處理與識別等）、風險管理系統及程序以及續聘外聘核數師作出檢討。董事會並無偏離審核委員會就甄選、委任、退任或罷免外聘核數師作出的任何推薦建議。

Attendance of each Audit Committee member is set out in the table below:

各審核委員會成員出席該等會議的情況載於下表：

Directors		Attended/Eligible to attend
董事		已出席次數／應出席次數
Mr. Poon Chiu Kwok (Chairman)	潘昭國先生(主席)	3/3
Mr. Wong Ka Yi	黃嘉宜先生	3/3
Mr. Li Feng (Appointed on 5 December 2017)	李風先生(於2017年12月5日獲委任)	1/1
Mr. Tian Zaiwei (Resigned on 5 December 2017)	田在瑋先生(於2017年12月5日辭任)	2/2

Nomination Committee

As at 31 December 2017, the Nomination Committee comprises three members, namely Mr. Wong Ka Yi (chairman), Mr. Poon Chiu Kwok and Mr. Li Feng (appointed on 5 December 2017). Mr. Tian Zaiwei resigned as the member of Nomination Committee on 5 December 2017. All of them are independent non-executive Directors.

提名委員會

於2017年12月31日，提名委員會由三名成員組成，即黃嘉宜先生(主席)、潘昭國先生及李風先生(於2017年12月5日獲委任)，田在瑋先生於2017年12月5日已辭任提名委員會成員，彼等全部為獨立非執行董事。

The principal duties of the Nomination Committee include the following:

提名委員會的主要職責如下：

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to assess the independence of independent non-executive Directors;
- 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 評核獨立非執行董事的獨立性；

4. to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman and the chief executive officer; and
5. to review the Board diversity policy.

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2017, two meetings of the Nomination Committee were held to review the structure, composition, size and diversity of the Board and relevant recommendations were made to the Board, which included the appointment of additional Director and re-election of retiring Directors.

Attendance of each Nomination Committee member is set out in the table below:

4. 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；及
5. 審閱董事會成員多元化政策。

提名委員會按誠信、經驗、技能以及為履行職責所付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。提名委員會的書面職權範圍於聯交所及本公司網站可供查閱。

截至2017年12月31日止年度內，提名委員會召開了兩次提名委員會會議，審閱董事會的架構、組成、規模及多元化，並就此及委任增補董事及董事退任及重選向董事會提出建議。

各提名委員會成員出席該等會議的情況載於下表：

Directors		Attended/Eligible to attend
董事		已出席次數／應出席次數
Mr. Wong Ka Yi (Chairman)	黃嘉宜先生(主席)	2/2
Mr. Poon Chiu Kwok	潘昭國先生	2/2
Mr. Li Feng (Appointed on 5 December 2017)	李風先生(於2017年12月5日獲委任)	N/A 不適用
Mr. Tian Zaiwei (Resigned on 5 December 2017)	田在瑋先生(於2017年12月5日辭任)	2/2

Remuneration Committee

As at 31 December 2017, the Remuneration Committee comprises three members, namely Mr. Poon Chiu Kwok (chairman), Mr. Wong Ka Yi and Mr. Li Feng (appointed on 5 December 2017). Mr. Tian Zaiwei resigned as the member of Remuneration Committee on 5 December 2017. All of them are independent non-executive Directors.

The principal duties of the Remuneration Committee include the following:

1. to make recommendations to the Board on the Company's overall policy and structure for the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. to review and approve the management's remuneration proposals with reference to the corporate goals and objectives determined by the Board;
3. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. These include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. to make recommendations to the Board on the remuneration of non-executive Directors;
5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
6. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

薪酬委員會

於2017年12月31日，薪酬委員會由三名成員組成，即潘昭國先生(主席)、黃嘉宜先生及李風先生(於2017年12月5日獲委任)，田在瑋先生於2017年12月5日已辭任薪酬委員會成員，彼等全部為獨立非執行董事。

薪酬委員會的主要職責如下：

1. 就本公司董事及高級管理層的整體薪酬政策及架構，以及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
2. 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
3. 向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括但不限於非金錢利益、退休金權利及賠償金額，包括喪失或終止職務或委任的任何賠償；
4. 就非執行董事的薪酬向董事會提出建議；
5. 考慮同類公司支付的薪酬，須付出的時間及職責以及集團內其他職位的僱用條件；
6. 檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；

7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and

8. to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2017, three meetings of the Remuneration Committee were held to discuss and consider the following matters:

- the remuneration policy of the Company and its subsidiaries
- the remuneration of Directors and proposed adjustment to the Board

Attendance of each Remuneration Committee member is set out in the table below:

7. 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及

8. 確保任何董事或其任何聯繫人（根據上市規則的定義）不得參與釐定他自己的薪酬。

薪酬委員會的書面職權範圍於聯交所及本公司網站可供查閱。

截至2017年12月31日止年度內，薪酬委員會舉行了三次薪酬委員會會議以討論及考慮以下內容：

- 本公司及其附屬公司薪酬政策
- 董事薪酬，並向董事會提供調整建議

各薪酬委員會成員出席該等會議的情況載於下表：

Directors		Attended/Eligible to attend
董事		已出席次數／應出席次數
Mr. Poon Chiu Kwok (Chairman)	潘昭國先生(主席)	3/3
Mr. Wong Ka Yi	黃嘉宜先生	3/3
Mr. Li Feng (Appointed on 5 December 2017)	李風先生(於2017年12月5日獲委任)	N/A 不適用
Mr. Tian Zaiwei (Resigned on 5 December 2017)	田在瑋先生(於2017年12月5日辭任)	3/3

Remuneration of Directors and Senior Management

Details of the remuneration by band of the members of the Board and senior management of the Company, whose biographies are set out on pages 50 to 57 of this annual report, for the year ended 31 December 2017 are set out below:

Remuneration band (RMB) 酬金等級 (人民幣)	Number of individual 人數
0-1,500,000	10
1,500,001-3,500,000	4

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2017 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on page 132 to 141 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to ensure that sound risk management and internal control system is established and maintained within the Group, as well as its responsibility to review its effectiveness. Such system aims at managing and reducing the business risks faced by the Group to an acceptable extent, but not eliminating the risks of failure to achieve business objectives. Moreover, it can only provide reasonable and not absolute assurance against material misstatement, loss or fraud.

The Board has authorized the Audit Committee to take charge of the on-going monitoring of the Group's risk management and internal control system as well as the annual review of its effectiveness. Such review covers all material control aspects, including financial control, operation control and compliance control.

董事及高級管理層的薪酬

截至2017年12月31日止年度，董事及本公司的高級管理層(彼等之履歷載於本年報第50頁至第57頁)的酬金等級載列如下：

董事有關財務報表的財務申報責任

董事明白彼等須編製本公司截至2017年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的狀況以及本集團的業績及現金流量。

管理層已向董事會提供必要的闡釋及資料，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。

董事並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本年報第132頁至141頁的獨立核數師報告。

風險管理及內部控制

董事會確認其有責任確保公司建立和維持在本集團內有完善的風險管理及內部控制系統，且有責任審核其有效性。該等系統旨在可接受的程度內管理和降低本集團面臨的與其業務相關的風險，而非消除未能達成業務目標的風險，而且只能就重大的失實陳述、損失或欺詐作出合理而非絕對的保證。

董事會已授權審核委員會，其有責任持續監督本集團的風險管理及內部控制系統，且對該系統的有效性進行年度檢討。該檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。

Under the Company's risk management and internal control structure, the management is responsible for the design, implementation and maintenance of the risk management and internal control system, thereby ensuring, in particular, (i) appropriate policies and procedures are designed and established to safeguard the Group's assets from misappropriation or disposal; (ii) compliance with relevant laws, regulations or rules; and (iii) reliable financial and accounting records are kept properly in accordance with relevant auditing standards and regulatory reports.

The key features of the Company's risk management and internal control structure include: (i) designated departments are responsible for the implementation and execution of the Company's risk management and internal control system and heads of major operating units or departments are in charge of the management and mitigation of identified risks; (ii) the management ensures appropriate measures have been taken in relation to significant risks that may affect the Group's business and operation; and (iii) internal auditor provides independent confirmation to the Board, Audit Committee and the management on the effectiveness of risk management and internal control.

During the Reporting Period, the Company's main duties on risk management and internal control include:

- Each of the major operating units and departments carries out daily risk management activities, which include identification of significant risks that may affect the Group's results; assessment and evaluation of identified significant risks based on their impacts and possibilities; formulating plans for and implementation of measures, control and emergency response plans to manage and reduce such risks;
- The management and finance department monitor and review the risk management and internal control system on an ongoing basis and report to the Audit Committee on its status;
- The management regularly follows up and reviews the measures, control and emergency response plans in place for the identified significant risks, to build a security risk management and classification of risk prevention and control of double prevention mechanisms, so as to ensure sufficient attention, monitoring and response is given to such risks;

在本公司的風險管理及內部控制架構下，管理層負責設計、實施以及維護風險管理及內部控制系統，以確保，特別是(i)已經設計和建立適當的政策和程序保障本集團的資產，以避免其被不恰當利用或處置；(ii)遵守以及符合有關法例、規則或規定；以及(iii)根據相關審核標準以及監管報告要求保存可靠的財務和會計記錄。

本公司的風險管理及內部控制架構的主要特點為：(i)指定專門部門，負責本公司風險管理及內控制度的落實、執行情況，並由主要運營單位或部門的負責人管理及減輕已發現的風險，(ii)針對影響本集團業務和運營的重大風險，管理層確保已採取適當的措施；以及(iii)就風險管理及內部控制的有效性，內部核數師向董事會、審核委員會和管理層提供獨立的確認。

在報告期內，公司就風險管理及內部控制的主要工作包括：

- 每個重要運營單位或部門負責日常風險管理活動，包括識別可能影響本集團績效的重大風險；根據其影響及發生的可能性評定和評估已經識別的重大風險；規劃和實施某些措施、控制以及應急預案以管理和降低此類風險；
- 管理層以及財務部門持續對風險管理及內部控制系統進行監控和檢討，且向審核委員會就該系統的狀態進行報告；
- 管理層定期跟進和檢討對已識別的重大風險實施的措施、控制以及應急預案，努力構建安全風險分級管控和隱患排查雙重預防機制，以確保對已識別的重大風險有足夠的重視、監管和應對；

- The management regularly reviews the risk management and internal control system for the purpose of identifying the deficiencies in procedures and control function, and designs and implements rectification for such deficiencies;
 - The management ensures the normal functioning of the appropriate procedures and measures, such as making sure there is no unauthorized use or disposition of assets, controlling capital expenditure, maintenance of proper accounting record and ensuring the reliability of financial information for business operation and public disclosure; and
 - A new Safety Committee is established to build the safety protection system of the Company, enhance the safety protection ability of the area in the service scope, maintain the safety of lives and properties of the owners and staffs and ensure the Company to operate orderly.
- 管理層定期檢討風險管理及內部控制系統以發現程序和控制的缺陷，且設計及實施糾正措施以處理此缺陷；
 - 管理層確保適當的程序和措施正常運行，例如保障資產不會未經授權被使用或處理，控制資本支出，維護適當的會計記錄和確保用於業務以及公佈的財務信息的可靠性等；及
 - 新設安全委員會，旨在構建公司安全防範體系，推動服務範圍內區域安全防範能力提升，維護業主和員工的生命財產安全，保障公司有序運營。

The internal audit function monitors the Company's internal governance and provides independent confirmation on the adequacy and effectiveness of the risk management and internal control system. The chief executives in charge of the internal audit function report directly to the Audit Committee, submit the internal audit report to the Audit Committee based on the auditing plan as approved by the Board, and report the results of internal audit works to all Directors. During the Reporting Period, the internal audit function performed analysis and evaluation on the adequacy and effectiveness of the Company's risk management and internal control system, in particular, it inspected the documents in relation to risks prepared by operating units and the management, and interviewed staff members at all levels. The chief executives in charge of the internal audit function attended the meeting of the Audit Committee, explained the results of the internal audit and answered questions raised by the Audit Committee.

The Company has established the inside information policy for fair and timely dissemination of information to public based on applicable laws and regulations. The chief executives authorized by the Group to take charge of the investor relations, corporate matters and financial control functions are responsible for ensuring and monitoring compliance with the applicable disclosure procedures for inside information. The relevant chief executives may access inside information on "as needed" basis at any times. Personnel and professionals involved are reminded to keep inside information confidential until public disclosure. The Company has other procedures in place to prevent mishandling of inside information, including prior approval of trading of the Company's securities by Directors and the management, regular notice of black out period, restrictions on securities trading of Directors and staff and code for project identification.

內部審核功能監控本公司的內部管治，且對本公司的風險管理及內部控制系統的足夠性和有效性提供獨立的確認。主管內部審核功能的高級行政人員直接向審核委員會報告。根據董事會批准的審核計劃向審核委員會提交內部審核報告。向所有的董事報告內部審核工作的結果。在報告期內，內部審核功能對本公司的風險管理及內部控制系統的足夠性和有效性進行了分析和評估，特別是檢查了運營單位和管理層準備的和風險相關的文件，以及對各層級員工進行了面談。主管內部審核功能的高級行政人員參與了審核委員會的會議，並向其解釋內部審核結果並回答審核委員會提出的問題。

本公司已根據適用的法例及法規，建立確保以平等及時的方式傳播予公眾的內幕消息的政策。獲本集團授予投資者關係、企業事務及財務控制職能的高級行政人員，有責任確保及監察披露內幕消息的適當程序獲得遵守。相關高級行政人員可隨時根據「按需要」基準接觸內幕消息。所涉及的相關人員及其他專業人員獲提醒須保密內幕消息，直到公開披露為止。本公司已經實施了其他程序以避免本集團內可能出現錯誤處理內幕消息的情形，例如董事和管理層成員對本公司證券交易的事先批准，定期禁售期的通知，董事和員工進行證券交易的限制，以及識別項目的代號。

The Company has established arrangements for employees and other stakeholders to raise concern on suspected misconduct in financial reporting, internal control or other aspects in confidence. The Audit Committee carries out regular reviews to ensure appropriate arrangements are in place for fair and independent investigation and proper actions for such matters.

During the Reporting Period, the Audit Committee reviewed the effectiveness of the Company's risk management and internal control system. The annual review included: (i) reviewing the financial control, internal control and risk management systems of the Company; (ii) regular discussion with chief executives at the management level on the effectiveness of the risk management and internal control and the work of the internal audit function; (iii) evaluating the scope and quality of the management's on-going monitoring of the risk management and internal control system; and (iv) reviewing the ESG report of the Company and evaluating related policies and providing suggestions.

Based on the above, the Audit Committee was not aware of any significant issues that would adversely affect the effectiveness and adequacy of the risk management and internal control system of the Company.

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the Auditor to the Group during the year ended 31 December 2017 was approximately as follows:

Type of Services 服務類別		Amount (RMB) 金額(人民幣元)
Annual audit services	年度審計服務	
Professional review services on 2017 interim financial report	2017 年中期財務報告 審閱專業服務	800,000.00
Professional audit services on 2017 annual financial statements	2017 年度財務報表 審計專業服務	2,800,000.00
Total	總計	3,600,000.00

本公司已制定相關安排以協助僱員以及其他利益相關人可暗中對財務匯報、內部控制或其他方面可能發生的不正當行為提出關注。審核委員會定期檢討該類安排且確保有適當安排可對此等事宜作出公平獨立的調查及採取適當行動。

在報告期內，審核委員會檢討了本公司風險管理和內部控制系統的有效性。年度檢討包括以下工作：(i) 審閱本公司財務監控、內部監控及風險管理系統；(ii) 和管理層級高級行政人員定期討論風險管理及內部控制的有效性以及內部審核功能的工作；(iii) 評估管理層持續監察風險管理及內部控制系統的工作範疇及素質；以及(iv) 審閱本公司社會、環境與管治報告並評估相關政策提出建議。

基於上述，審核委員會並未發現任何對本公司風險管理及內部控制系統的有效性和足夠性有不利影響的重大問題。

核數師酬金

就核數師於截至2017年12月31日止年度向本集團提供的核數及非核數服務之概約酬金載列如下：

COMPANY SECRETARY

Mr. Ho, Kenneth Kai Chung (“**Mr. Ho**”), the joint Company Secretary of the Company, is responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, as well as the applicable laws, rules and regulations are followed.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Ng Sau Mei (“**Ms. Ng**”), senior manager of TMF Hong Kong Limited (a company secretarial service provider), as the other joint company secretary to assist Mr. Ho to discharge his duties as company secretary of the Company. The primary corporate contact person of Ms. Ng at the Company is Mr. Ho.

For the year ended 31 December 2017, Mr. Ho and Ms. Ng have undertaken not less than 15 hours of relevant professional training respectively in compliance with rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Group’s business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The annual general meeting of the Company provides opportunity for the Shareholders to communicate directly with the Directors. The Chairman of the Company and the chairmen of the Board Committees of the Company will attend the annual general meetings to answer Shareholders’ questions. The Auditor will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders’ communication policy which aims at establishing a two-way relationship and communication between the Company and the Shareholders and maintains a website of the Company at www.lvchengfuwu.com, where up-to-date information on the Company’s business operations and developments, financial information, corporate governance practices and other information are available for public access.

公司秘書

何啟忠先生(「**何先生**」)為本公司的聯席公司秘書，負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。

為維持良好的企業管治並確保符合上市規則及適用香港法律，本公司亦委聘達盟香港有限公司(公司秘書服務提供商)高級經理伍秀薇女士(「**伍女士**」)為本公司的另一位聯席公司秘書，協助何先生履行彼作為本公司的公司秘書的職責。何先生為伍女士於本公司的主要聯絡人。

截至2017年12月31日止年度，何先生及伍女士已根據上市規則第3.29條進行不少於15小時的相關專業培訓。

與股東的溝通及投資者關係

本公司認為，與股東的有效溝通對加強投資者關係及使投資者瞭解本集團的業務、表現及策略非常重要。本公司亦深信及時與非選擇性地披露本公司資料以供股東及投資者作出知情投資決策的重要性。

本公司股東週年大會提供股東與董事直接溝通的機會。本公司主席及本公司各董事委員會主席將出席股東週年大會解答股東提問。核數師亦將出席股東週年大會，並解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

為促進有效的溝通，本公司採納股東通訊政策，旨在建立本公司與股東的相互關係及溝通，並設有網站(www.lvchengfuwu.com)，本公司會於網站刊登有關其業務營運及發展的最新資料、財務數據、企業管治常規及其他資料，以供公眾人士讀取。

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

Convening of extraordinary general meeting and putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as at date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or any one of the joint company secretaries of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to The Investment & Management Center via email (email address: ir@zjlcwg.com).

CHANGE IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2017, there was no change in the Articles of Association of the Company.

股東權利

為保障股東的利益及權利，本公司會於股東大會上就各事項(包括選舉個別董事)提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

召開股東特別大會及提呈建議

根據組織章程細則，股東可於本公司股東大會上提出建議以供考慮。任何一位或以上於遞呈要求當日持有本公司有權於本公司股東大會上投票並繳足股本不少於十分之一的股東，有權隨時透過向董事會或本公司任何一名聯席公司秘書發出書面要求召開本公司股東特別大會，以處理有關要求中指明的任何事項；上述會議應於相關要求遞呈後兩個月內舉行。倘遞呈後21日內董事會未有召開該大會，則遞呈要求人士可自行按正常程序召開大會，而遞呈要求人士因董事會未有召開股東大會而合理產生的所有開支應由本公司向要求人士作出償付。

關於建議某人參選董事的事宜，可於本公司網站參閱有關程序。

向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可透過電郵向本公司總部之投資管理中心查詢，電郵地址為ir@zjlcwg.com。

章程文件更改

於截至2017年12月31日止年度，本公司的組織章程細則並無變動。



Well-intentioned



1. COMMUNICATE WITH STAKEHOLDERS

We consider that listening to, responding to and dealing with the stakeholders' comments effectively and continuously, and what they're concerned, are beneficial to the Group's business development. For this purpose, we have constructed a number of different platforms, including: mobile applications, communication software and websites, to not only allow our stakeholders to share and express their concerns, but also promote a more harmonious neighborhood relationship and better social custom, so as to build a service ecosystem for the interaction, symbiotic co-prosperity and mutual promotion among owners, property management department, merchants, and users.

2. CORPORATE VISION

We believe that by realizing the common progress of employees, the company and the society, to achieve a sincere, kind, exquisite and perfect life is the mission and responsibility of the Group, and we strive to develop a social welfare undertaking supported by the business model so as to create a safe, convenient, comfortable and happy community for the public, and we are committed to becoming the "China's most valuable happy life service provider".

3. ENVIRONMENTAL, SOCIAL AND GOVERNANCE PERFORMANCE

3.1. Care for the environment

Management guidance and policies

Improvement of the property image and environment is an indispensable part of creating a beautiful city. Therefore, environmental management has become an important part of the Group's development strategy, and we have endeavored to integrate the concept of sustainable development into our core business through the implementation of a number of environmental management measures, so as to make more effective use of natural resources, reduce pollution, and build a better living environment for our next generation.

The Group strictly complies with all applicable environmental laws and regulations, and has not been prosecuted for violating environmental laws during the reporting period.

1. 與持份者溝通

我們認為有效和持續的聆聽、回應及解決持份者意見以及他們所關注問題，有助集團的業務發展。為此，我們建構了多個不同的平台，包括：手機應用程式，交流軟件及網站等，不但讓我們的持份者分享及發表他們關注的事項，並同時推動更加和諧的鄰里關係和良好的社會風尚，構建業主、物業、商家、用戶參與互動、共生共榮、相互促進的服務生態圈。

2. 企業願景

我們認為通過實現員工、公司和社會的共同進步，達到真誠、善意、精緻、完美的生活是集團的使命和責任，並由此發展一種由商業模式支撐的社會公益事業，為人民締造安全、便利、舒適和幸福社區，致力成為「中國最具價值幸福生活服務商」。

3. 環境、社會及管治表現

3.1. 愛護環境

管理方針及政策

改善物業形象及環境是創造美麗城市不可或缺的一個環節，因此環境管理已成為集團制訂發展策略重要的一部份，我們透過實施多項的環境管理措施，努力把可持續發展的理念融入核心業務中，以更有效地使用天然資源、減少污染，為我們的下一代建設更美好的生活環境。

集團嚴格遵守所有適用的環保法例和法規，報告期內未有因為違反與環保相關法例而被檢控的個案。



3.1.1. Pollution control

Tackling climate change

Paris Agreement entered into force in 2016, which clearly states that countries should work together to deter global warming. To this end, the Group has also endeavored to reduce carbon emissions over the past year to assist the State in fulfilling responsibilities under the Paris Agreement. Through instructing the staff, the Group conveys a message of "Working together to reduce carbon, beginning with energy saving". We post signs with content about saving electricity consumption on the lighting system switches, air conditioner system switches, photocopiers, meeting room in our office, to influence and help the staff to form the habit of saving power. The staff turn off their computers or other office equipments of their own accord during non-working time, a testament of the benefits of posting signs mentioned above. In addition, the Group takes into consideration of the correlation between the vehicles used by the staff to and from work and daily energy consumption, in particular, the fuel consumption of automobiles. Consequently, we encourage our employees to try to use public transportation means instead of their private cars, which not only saves the fuel consumption of their private cars, but also produces a positive influence to reduce carbon, achieving a result of "Less carbon emission contributed by everyone of us", the company's business is concentrated in the office and the carbon emission measures mentioned above are difficult to measure, we have not been able to quantify the effectiveness of carbon emission. The greenhouse gas emissions generated during the Reporting Period are as follows:

3.1.1. 污染控制

應對氣候變化

2016年《巴黎協議》正式生效，明確指出各國應共同努力遏阻全球暖化趨勢。為此，集團過去一年亦盡力減少碳排放，以協助國家履行《巴黎協議》下的責任。集團從員工教育著手，宣揚「齊心減碳，從能源節約開始」訊息。我們於辦公室的照明系統開關、空調系統開關、影印機及會議房間等，張貼節省用電標誌，希望能感染員工培養省電的習慣。員工在非辦公時都會自動自覺地把電腦或其他相關的辦公設備關掉，這正彰顯節省用電標誌的成效。此外，集團還考慮到員工上下班所用之交通工具與日常的能源耗用量息息相關，尤其是汽車的燃油用量，因此，我們鼓勵員工盡量乘搭公共交通工具上下班，以代替私家車，這既可省卻私家車的燃油用量之如，亦可在減碳方面產生正面的影響，達致「每人一行動社區少點碳」的成果，由於公司的業務均集中於辦公室，而上述的排碳措施亦難以衡量，故此我們並未能量化排碳的成效。在報告期內產生的溫室氣體排放量如下：

Greenhouse gas emission and density

溫室氣體排放量及密度

Total greenhouse gas emission 溫室氣體排放總量	554.48	metric tonnes of carbon dioxide equivalent 公噸二氧化碳當量
Direct emission 直接排放	36.70	metric tonnes of carbon dioxide equivalent 公噸二氧化碳當量
Energy indirect emission 能源間接排放	517.79	metric tonnes of carbon dioxide equivalent 公噸二氧化碳當量
Emission density 排放密度	2.87	metric tonnes of carbon dioxide equivalent/ each employee 公噸二氧化碳當量／每名員工



Waste Management

Greentown Service operates mainly in offices, so there is no hazardous and non-hazardous waste generated. In addition, the Group's properties and offices are equipped with recycling bins, to promote the concept of garbage classification among employees and customers.

Waste gas emission and sewage discharge

During its operation, the Group did not produce waste gas emission and sewage discharge that are adverse to the environment.

3.1.2. Use of resources

To make more effective and prudent use of all resources, including energy, water and other natural resources, we have set up a series of resource management measures to provide staff with more specific advice and guidelines on the management of energy, water and packaging materials.

Green office

Over the years, we have implemented a number of energy conservation measures and initiatives of green office, and we are constantly seeking and adopting new ways to reduce the consumption of the environment and natural resources in our operations. We have made measures of green office for the operation in offices, including: ventilating through windows as much as possible in Spring and Autumn to reduce the use of air-conditioning; setting the operating temperature of air-conditioning system to reduce energy consumption; standardizing staff to effectively use water to avoid waste, and using electronic office system to reduce paper application process, thus saving papers.

廢棄物管理

綠城服務的運營範圍主要為辦公室，故此我們沒有產生有害及無害廢棄物。另外，集團旗下所有物業和辦公室均設有回收箱，向員工和顧客推廣垃圾分類意識。

廢氣排放及污水排放

集團於運營過程中並沒有產生對環境不利的廢氣及污水排放。

3.1.2. 善用資源

為更有效及審慎地使用所有資源，包括能源、水及其他天然資源，我們訂立了一系列的資源管理措施，為員工提供了更具體的能源、水及包裝物料的管理建議及指引。

綠色辦公

多年來，我們實施了多項節能措施及提倡綠色辦公措施，同時亦不斷地尋找及採納新的方法來減低我們營運中的對環境及自然資源的消耗。我們為辦公室營運訂立綠色辦公室措施，包括：春秋兩季儘量以開窗通風為主，減少空調的使用；設定空調系統操作溫度，減少耗能；規範員工有效地用水，避免浪費，及利用電子辦公系統，減少紙張申請流程，減少用紙。



During the Reporting Period, the major resources consumed by the Group during its operation and production are summarized below:

於報告期間，集團在運作及生產期間所消耗的各種主要資源概列如下：

	Usage Amount 使用量		Density 密度
Electricity purchased 購買的電力	638,295.84	kwh 千瓦時	3,307.23 kwh/each employee 千瓦時／每名員工
Automobile fuel 汽車汽油	16,142.86	L 公升	83.64 L/each employee 公升／每名員工
Municipal water 市政水	240.04	m ³ 立方米	1.24 m ³ /each employee 立方米／每名員工

3.1.3. Promote green operation

The Group actively integrates environmental responsibility into the daily operation activities, to minimize as much as possible the impact of business on the surrounding environment. In the meantime, we have strengthened the awareness of the environmental protection of the stakeholders and have done our best to extend the concept of sustainable development to all aspects of the community.

World Environment Day

In June 2017, with the slogan of "We will always be young children in face of the environment" in the district on the "World Environment Day", we endeavored to let our stakeholders to realize that upholding a good ecological environment is the key to a better life.

3.1.3. 推動綠色營運

集團積極將環境責任融入到企業日常經營行為中，以最大程度減少業務對周邊的環境所造成影響。同時，我們亦加強了持份者的環境保護意識，盡一己之力把可持續發展的概念推廣至社區的各個層面。

世界環境日

2017年6月，綠城服務以「大環境面前我們永遠都是小孩子」為題，作為在區內宣揚「世界環境日」的口號，讓我們的持份者意識到堅持捍衛良好的生態環境是締造美好的生活的關鍵。



3.2. People-oriented Management

Management principles and policies

Greentown Service has been adhering to the “people-oriented” spirit, and always bears in mind the implementation of social responsibility while developing business. Greentown Service is committed to caring for the career development, as well as physical and mental health of every employee, and providing our supply chain with the best treatment and the safest and most reliable quality property management services for our customers. At the same time, we are actively participating in and sponsoring meaningful community initiatives and activities, so as to achieve the vision of creating a better society.

3.2.1. Equal employment

Equal opportunities and pluralism co-existence

We believe that creating a respectful and harmonious working environment for our employees is our first mission. Therefore, we have adopted pluralistic and non-discriminatory policies, to ensure that the candidate to every job enjoys the corresponding rights. Our Recruitment Management Regulation stipulates that we will not reject any candidate for reasons of gender, age, race and so on, and will not discriminate against physically handicapped persons, and instead, we provide competitive salary, training programs and opportunities for their career development.

As a responsible employer, we have also made the Labor Turnover Management Regulation according to the PRC Labor Law, the PRC Labor Contract Law and other relevant laws and regulations. The Group will handle cases of labor turnover, including resignation, retirement, withdrawal, lay off by the Company, etc., according to the requirements of national laws and regulations of the Company.

3.2. 以人為本

管理方針及政策

綠城服務一直秉承「以人為本」的精神，在發展業務的同時會時刻緊記履行社會責任，綠城服務致力關顧我們的僱員的事業發展與身心健康、為我們的供應鏈提供最佳的待遇及為我們的客戶打造最安全可靠的優質物業管理服務，同時我們亦積極參與和贊助有意義的社區計劃和行動，以達致創建更美好社會的願景。

3.2.1. 平等僱傭

平等機會及多元並共融

我們認為為員工創建互相尊重、和諧共融的工作環境是我們的第一使命。故此，我們採納多元化及非歧視性的政策，確保每位工作應聘者都擁有相對應的權利，我們的《招聘錄用管理制度》列明不會因為性別、年齡、種族等因素而拒絕應聘者，亦不會歧視身體有殘障的人士，並提供具競爭力的薪酬待遇，各類培訓項目以及事業發展的機會。

而作為負責任的僱主，我們亦根據《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等相關法律法規制定員工退出管理制度，集團會按照國家法例要求及公司規章制度辦理任何退出形式包括員工辭職、退休、公司勸退、辭退等手續。



Salary and welfare

We think that employee care is the most effective way to embody corporate culture. Thus, we provide a comprehensive welfare plan for employees, including social insurance, housing fund, the only-child allowance, high temperature subsidy, festive welfare, holiday benefits, life benefits, employee traveling benefits, team activities benefits, birthday blessing benefits, etc., aiming to improve the quality of life of employees.

We have a sound Salary Management System. The starting salary range varies with different job responsibilities of employees. The assessment and adjustment of starting salary range for different ranks are conducted on a regular basis. And employee's salary and rank will be adjusted according to the Company's economic benefits and employee performance. In terms of working hours and holidays, the Group has strictly followed the PRC Labor Law and the PRC Labor Contract law, and other relevant laws.

Friendly workplace

We also encourage employees to strike a balance between work and life, to promote "happy work, healthy living". To this end, the Group has established the "Employee Care System"; We will listen carefully to understand the staff's personal interests and hobbies, so as to develop a number of employee-care activities for them such as "Warm-heart Action", "Chunhui Action", and "Zijin Initiative", and invite staff to have fun together to make up for their hard work at weekdays; to encourage colleagues to work with the physical and mental balance for the pursuit of a healthy and sustainable lifestyle.

薪酬與福利

我們認為員工關愛是體現企業文化最有效的途徑，我們為員工提供全面的福利計劃，包括社會保險、住房公積金、獨生子女費、高溫補貼、節慶福利、假期福利、生活福利、員工旅遊福利、團隊活動福利、生日祝福福利等的措施，以提高員工生活品質。

我們擁有完善的《薪資管理制度》，員工的工作崗位職責制定不同職級的起薪範圍，定期評估及調整不同職級的起薪範圍；並根據公司的經濟效益及員工績效完成情況進行員工的薪資和職級調整。而在工作時數及假期方面，集團一直嚴格遵從《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等相關法律法規而制定的。

友善職場

我們亦鼓勵員工追求工作與生活之間取得平衡，提倡「快樂工作、健康生活」，故集團訂立了「員工關愛制度」；我們會細心聆聽，瞭解員工們的個人興趣及愛好，從而為他們制定多項如「暖心行動」、「春暉行動」、「子衿計劃」等友善職場、關懷員工的活動，邀請員工同樂並體恤平日工作之辛勞；鼓勵同仁工作之餘能達身心平衡，追求健康與永續的生活方式。



Plan 計劃	Activity 活動	Activity content/purpose 活動內容／目的	Measures/Results 措施／成果
Warm-heart Action	Sports community	We have set up a variety of sports and recreational associations, to encourage employees to keep exercise habits and stay healthy while enriching their amateur lives	39 sports and recreational associations have been set up, including running, badminton club and swimming club, etc.
暖心行動	體育活動社團	成立了各類運動休閒性質社團、鼓勵員工保持運動習慣與維持健康，同時豐富其工餘生活	已成立39個運動及休閒性質社團，包括跑步、羽毛球社及游泳社等
	The "Voice" of Greentown	Arrange singing competition to let the staff release themselves, showcase vigor of youth, and relax themselves from work pressure by participating in activities so as to improve work efficiency	One large-scale singing competition is held every year
	綠城「好聲音」	安排歌唱比賽讓員工揮灑自我、綻放青春，藉由參與活動，釋放工作壓力，提升工作效率	每年舉辦一次大型歌唱比賽
	Greentown "Two Sessions"	Let staff give suggestions for the development of the Company, promote the exchange of friendship and enhance the overall centripetal force	Set up CEO mailbox, staff hotline, OA staff window and other communication channels
	綠城「兩會」	讓員工為公司發展建言獻策，同時促進情誼交流並提升整體向心力	開通CEO信箱、員工熱線、OA員工之窗等溝通渠道
	Family condolences	During the Spring festival, some staff are arranged to visit the families of expatriates and left-behind employees to express the Company's gratitude, while allowing those employees to keep their minds on work	1,100 elderly owners and 2,787 other owners have been invited to have a reunion dinner
	家屬慰問	在春節期間，安排員工向外派及留守員工家庭進行探訪慰問，以表達公司的謝意，同時讓員工心有所安，無後顧之憂的打拼	邀請了1,100位長者業主、2,787位其他業主一起吃團圓飯



Plan 計劃	Activity 活動	Activity content/purpose 活動內容/目的	Measures/Results 措施/成果
Zijin Initiative	Small Migratory Bird Care Program	During the summer vacation, arrange left-behind children to have happy time together with parents who have worked in other places for a long time	Hold the annual summer camp
子衿計劃	小候鳥關愛計劃	安排留守兒童在暑假時與長期在外工作的父母一起共聚溫馨時光	舉辦一年一度的夏令營
	Dolphin Program	To provide free swimming training to the children of employees during summer vacation	15,601 little owners participated in the Dolphin Program in 2017
	海豚計劃	暑期為員工子女提供免費游泳培訓	海豚計劃2017年有15,601位小業主參加了培訓
	Wonderful Summer	Offer interesting summer camps near the home door, with courses including paper folding, ocarina, recitation, professional experience, etc.	3,656 little owners participated with the overall satisfaction of 96.98 points
	奇妙一夏	極具趣味的家門口的夏令營，包含摺紙、陶笛、誦讀、職業體驗等課程	有3,656位小業主參加，整體滿意度96.98分

Figure 1 New Year happy union



圖一 新年共陪伴





Figure 2 Community summer camp



圖二 園區夏令營



The Group strictly complies with relevant employment legislation and has not been prosecuted for any breach of employment-related legislation during the period.

集團嚴格遵行相關的僱傭法例，期內未有因違反與僱傭相關法例而被檢控的個案。

3.2.2. Occupational health and safety

Health and safety of workplace

Greentown Service regards employees as important assets of the Company. We are committed to, by complying with the requirements of the law, creating a safe, healthy and comfortable working environment for our employees to fulfill our basic commitment to our employees. We focus on the daily behavior of employees, from the safety management point of view, try to enhance the staff's self-protection awareness, improve the ability of employees to respond to emergencies, and strive to keep employees safe during daily work and while working outside. In addition, Greentown Service provides annual physical examination to employees. After the completion of the physical examination, the examination results will be recorded and kept for the staff, and employee health records will be established, to facilitate follow-up work when it is necessary.

The Group has strictly complied with relevant safety legislation and has not been prosecuted for breaching occupational safety-related legislation during the Reporting Period.

3.2.2. 職業健康與安全

健康安全職場

綠城服務視員工為公司重要資產，我們致力遵從法例之要求，為員工打造安全、健康及舒適的工作環境，以履行我們對員工的基本承諾。我們針對員工日常行為的注意事項，從安全管理角度出發，增強員工的自我保護意識、提高員工應對突發事件的能力，力求使員工能夠在日常工作及赴外工作時保障自身安全。除此之外，綠城服務會為員工提供每年進行體檢。在完成體檢後，會為員工記錄及儲存其檢驗結果，建立員工健康檔案，當有需要時，方便後續跟進。

集團嚴格遵行相關的安全法例，期內未有因為違反與職業安全相關法例而被檢控的個案。



3.2.3. Training Development

Management objectives and policies

We firmly believe that continued training and development for employees will enhance the value of the team and professional quality of the employees themselves, thus bringing higher production efficiency for the Group. The sustainable development of employees has many benefits. The Group has a talent training philosophy, which guides us to develop different types of tailored training programs for employees, such as the "Lemon Program", "Sailing Program", "Voyage Program", "Pilot Program", "Business School Program" and "Accreditation" to provide staff with systematic training at various professional stages to support and promote the career development of employees.

3.2.3. 培訓發展

管理方針及政策

我們堅信員工持續不斷地進修和發展，有助提升團隊的價值及員工個人的職業素養，亦能為集團帶來更高的生產效率。員工的持續發展具有許多益處，集團擁有一套人才培養理念，我們會為員工量身打造不同類型的培訓計劃，如「檸檬計劃」、「啟航計劃」、「遠航計劃」、「領航計劃」、「商學院計劃」及「資格認證」，為員工提供各個職業階段的系統培訓，以協助及促進員工們的事業發展。

Training philosophy

培養理念

Encourage learning at work	Combine work and study with experience and guidance as an integral part of learning
鼓勵工作中學習	工作與學習互相融合，視經驗及指導為學習的一部份
Comprehensive talent nurturing	Focus on nurturing staff's leadership, professional capacity, core competence
全面的人材培育	集中培育員工領導力、專業能力、核心能力
Comprehensive career development	Accompany employees at different stages of their careers to support their growth
完善的職涯發展	不同的職涯階段一路相隨，支持員工成長



Greenhand training/integration program

This year, Greentown Service continues the “Lemon Program” for fresh college graduates and new employees hired through social recruitment. We provide fresh college graduates with 5 years of training to assist them in moving from theory to practice, thus accelerating their adaptation to social workplace culture. At the same time, we also provide orientation training for new recruits from the community to enable them to quickly transform their professional roles, and integrate into the culture of Greentown Service.

Special Training for Talents

“Sailing Program”, “Voyage Program” and “Pilot Program” are in-house training programs for managers and the management. These programs provide different management training and meetings on a regular basis, strengthen the shaping and training of employees’ professional competence and professional quality, and create a communication platform for the staff of the same major to share and deepen their knowledge, and let the employees of different businesses to understand each other to make up for the deficiencies, thus comprehensively strengthening business ability of the management of the Company.

In terms of external training, the “Business School Program” of Greentown Service is working with high-end business schools to further enhance the management vision and pattern of senior managers, enrich management knowledge and enhance leadership. At the same time, we will also arrange qualification training and related certification for staff to encourage them to move towards a more enriched career.

新人培育／融入計劃

本年度，綠城服務繼續實行，針對應屆大學生和社會招聘新員工的「檸檬計劃」，我們為大學生新人們提供為期5年的培訓計劃，協助他們從理論邁向實踐，加快適應社會職場文化。同時，我們亦為從社會招聘的新員工提供入職培訓，讓新員工迅速轉化職業角色，融入綠城服務的企業文化。

人材專項培訓

「啟航計劃」、「遠航計劃」及「領航計劃」是提供予經理及管理層的內部培訓計劃，定期提供不同的管理訓練和會議，加強塑造與培養他們的專業能力與職業素質；同時亦為他們創造交流平台，讓相同專業的員工共用交流深化知識，不同業務的員工互相瞭解彌補不足，全面強化公司管理層的業務能力。

而外部培訓方面，綠城服務的「商學院計劃」與高端商學院合作，進一步提升高層管理者管理視野和格局，豐富管理知識，提升領導能力。同時我們亦會為員工安排資格培訓及相關認證，鼓勵他們邁向更豐盛的職涯人生。



3.2.4. Rights and Interests Protection

Management objectives and policies

Green Service strictly complies with the laws and regulations related to minimum employment age, prohibiting the employment of persons under the age of 18 to engage in any job position. We check the identification documents of the job seekers during the recruitment to make sure that they have reached the minimum employment age prescribed by laws. At the same time, Greentown Service prohibits any form of forced labor and upholds the human rights and labor rights of employees.

During the Reporting Period, Greentown Service complies with the relevant policies, laws and regulations relating to the prevention of child labor or forced labor.

3.3. Operating Commitments

3.3.1. Supply Chain Management

Management Objectives and Policies

Greentown Service has always attached great importance to the relationship with supply chain business partners, and also knows well the importance to promote and facilitate the operation mode of liabilities and sustainable development in the entire supply chain. To this end, we have formulated the Supplier Code of Conduct, which specifies social, environmental and commercial ethical requirements. Through sound and effective supply chain management, we work together with suppliers to create safe working conditions, promote respect for the dignity of workers, and promote responsible environmental protection measures.

3.2.4. 權益保障

管理方針及政策

綠城服務嚴格遵從與最低工齡相關的法律和規例，禁止聘用十八歲以下人士擔任任何工作的崗位；在進行招聘工作時會檢查求職者的身份證明文件，以確保他們符合法例的最低工作年齡。同時，綠城服務禁止任何形式的強迫勞工，維護員工的人權和勞工權利。

在報告期內，綠城服務符合有關防止童工或強制勞工的政策及相關法律法規。

3.3. 營運承擔

3.3.1. 供應鏈管理

管理方針及政策

綠城服務一向非常重視與供應鏈業務夥伴的關係，亦明白在整個供應鏈當中宣導及推動負責任、可持續發展的經營方式之重要性。為此，我們制定了《供應商行為準則》，列明的社會、環保和商業道德方面的要求。透過完善及有效的供應鏈管理，與供應商並同創造安全的工作條件、促進對工人尊嚴的尊重，以及推廣負責任的環保措施。



We have a comprehensive procurement management process, to centrally standardize procurement/tendering processes to reduce operating costs; to adopt stringent measures and monitoring systems, and we will assess the bidders' policies, practices and performance in compliance to regulations, occupational health and safety, environmental protection and community care, and require them to provide certificate of service quality and financial capability or reference document. After awarding the contract, we regularly review and evaluate suppliers to ensure that they comply with local laws and regulations and meet environmental and social standards set by the Group, if irregularities are found, we have the opportunity to terminate the partnership.

Anti-corruption

Greentown Service will declare any conflict of interest to the tendering company and its directors in order to prevent fraudulent conduct in the procurement process, and we encourage the use of a whistleblowing mechanism to expose any suspected misconduct. In addition, the Group establishes strict guidelines and enforces appropriate disciplinary punishment to prevent any subcontractor or supplier from breaching the regulations. The Group's anti-corruption policy makes it clear that there will be no cooperation with any of the offending suppliers.

Safeguarding human rights and labor rights across the supply chain

Greentown Service complies with relevant local legislation and will not tolerate the employment of child labor and forced labor, and we also require suppliers to comply with relevant legislation.

我們擁有一套全面的採購管理程式，集中規範各個類別的採購／招標流程，以減低運作成本；並採取嚴格的措施及監察系統，我們會評估投標者其於遵從法規、職業健康與安全、環保及社區關懷方面的政策、常規及績效，並要求他們提供服務質素及財政能力的證明或參考文件。在批出合約後，我們定期檢視和評估供應商，確保他們遵守本地法律法規及達到集團所制訂的環保與社會標準。若發現違規情況，我們有機會與其終止合作關係。

反貪污

綠城服務向投標公司及其董事申報任何利益衝突，目的為了防止採購過程出現欺詐行為，同時我們鼓勵使用舉報機制，揭發任何懷疑失當行為。另外，集團建立嚴格的指引，執行適當的紀律處分，防止任何次承包商或供應商違反規定。集團的反貪污政策聲明集團不會與任何違規的供應商合作。

維護供應鏈裡的人權及勞工權利

綠城服務遵守相關的本地法例，絕不容忍僱用童工，以及強迫勞動，同時要求供應商同樣遵守相關法例。



3.3.2. Service with Heart

Management Objectives and Policies

Greentown Service upholds the aspiration of building a first-class property service business with advanced, excellent service, leading scale, and rigorous system, and advances towards the direction of becoming China's life service provider with the most complete value. We have always kept "customer first, quality orientation" as our hospitality spirit. On the basis of traditional property service, we have set up an excellent quality management, environmental management, occupational health and safety management system. At the same time, we fully implement 8S management and cordial service, in order to build a better home for customers. The Group also strictly adheres to all relevant laws and regulations related to product liability, such as customer's health and safety, advertising promotion, labeling and protection of privacy data.

Happy Community

Greentown Service has implemented the operation policy of "Cordial Service", oriented towards people, starting from the heart, to create a functional and aesthetic home of happiness for the owners and customers. The Group insists on service with "heart". We have broad and comprehensive service scope, ranging from pre-school children to elderly people, which covers the various needs of owners from life to spirit, so that they can enjoy quality life and realize the dream of living ideally. In addition, we provide service with "love" to provide personalized service and service process to owners, and bring them happiness with cordial and user-friendly property service to satisfy and move customers.

3.3.2. 以心服務

管理方針及政策

綠城服務秉持著打造理念先進、服務優異、規模領先、制度嚴謹的一流物業服務企業的抱負，向著成為中國最具完整價值的生活服務商的方向邁進。我們一直以「客戶為先，品質為本」為我們的待客精神，於傳統物業服務基礎上，建立了優良的質量管理、環境管理、職業健康安全管理体系，同時全面推行8S管理及親情服務，務求為顧客建設更美好的家園。集團亦嚴格遵從所有有關產品責任，如顧客的健康與安全、廣告推廣、標籤、保護私隱資料等相關法律法規的要求。

幸福園區

綠城服務貫徹「親情服務」的營運方針，以人為本，從心出發，為業主及顧客打造機能與美感兼備的幸福家園。集團堅持用「心」服務，我們的服務業範圍廣泛及全面，服務對象從學前兒童到長者老人，服務項目涵蓋業主從生活到精神方面的各方面需求，使他們盡享品質生活，實現理想居住的夢想；另外，我們更用「情」服務，向業主提供個性化服務予服務過程中，以充滿親情及人性化的物業服務給業主的生活帶來快樂，滿足並感動客戶。



Figure 3 Greentown organizes recreational activities for owners

圖三 綠城為業主們組織康樂活動



Quality Living

Greentown Service is one step ahead of the customers, to provide them with the most intimate and high-quality life experience. The Group has set up a quality management center to oversee the service quality of the entire business process and focus on quality improvement to meet the needs of customers in order to achieve the objectives of the enterprise. In addition, in order to protect the safety of the residents and ensure the order of the community, we have a professional security team responsible for daily security to maintain a safe and orderly park. We also insist on maintaining the environmental cleanliness and greening of the community, requiring the various service departments to conduct regular professional training in this aspect and strive to make the community a beautiful model home with high quality.

品質生活

綠城服務為顧客多走一步，提供最貼心及優質的生活體驗。集團特別設立品質管理中心，全方位監管業務過程的服務品質，並著重品質改進滿足顧客的需求，以達成企業的目標。另外，為保障住戶的安全及確保園區秩序，我們擁有專業保安團隊負責日常的保安工作，務求園區秩序安全、井然。我們亦堅持維護園區環境整潔及綠化，要求各服務部門定期進行專業培訓，致力成為優質及模範的美麗家園。



"8S" Management System

This year, Greentown Service continues to adopt 8S management system to provide the customers with the highest quality of service.



[8S] 管理制度

綠城服務本年度亦繼續採用8S管理制度，力求為顧客提供最高品質的服務。

Intelligence Services

Greentown Service constantly reviews the external and internal environment change, and develops our own development strategy based on our own advantages. Through the introduction of intelligent facilities, mobile Internet and mobile applications, we can effectively deliver information to customers to enhance the convenience, service participation and well-being of living of the owners. At the same time, Greentown Service, through the Intelligent Community Service system, strives to build a social network platform, to establish good multi-directional communication, strengthen the interaction among the owners, so that the owners can experience more distinguished service and enjoy closer good-neighborly relations.

智慧服務

綠城服務不斷審視內外部環境變化，結合自身優勢，制定自身發展戰略。我們通過引入智慧設施設備、移動互聯網及行動應用程式，有效地將資訊傳遞予顧客，以提升業主的生活便捷度、服務參與度和居住幸福度。同時，綠城服務通過智慧園區服務體系，構建社交網絡平台，建立良好多向溝通，加強業主之間的互動，讓業主們體驗更尊貴服務及享受更緊密的睦鄰關係。

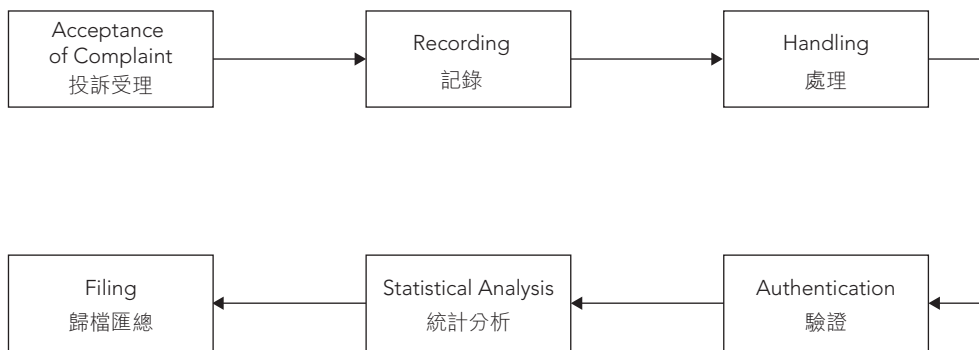


Response to the customers

We believe cordial service is the key to the Group's success. We can develop closer relationships with customers through continuous listening and timely response to them. We have a rigorous complaint handling mechanism to respond to customers' opinions carefully to ensure that customers' complains are handled in a consistent and efficient manner so as to assess and improve our services to exceed customer expectations.

回應顧客

我們堅信用心的服務是集團成功的關鍵。透過持續聆聽和及時回應，能與顧客建立更緊密的關係。我們設有一套嚴謹的投訴處理機制，仔細處理顧客的建議，確保以一致及有效的方式處理客戶意見，藉以評估及改進服務，力求超越客戶的期望。



Fair publicity

As a responsible enterprise, the Group recognizes the importance of advertisement and selling description. Therefore, each of our business units complies with laws and self-discipline practices relating to labels of products and services strictly. In addition, we review the management objectives regularly to make sure that the publicity information is timely and accurate and complies with relevant laws and regulations.

公平宣傳

作為一間負責任的企業，集團深明廣告及銷售描述的重要性。因此，我們的業務單位均嚴格遵守產品和服務標籤的法規及自律守則。我們亦定期檢視管理方針，以確保宣傳資訊適時和準確，並符合相關法律和條例。

Customer Privacy

We will keep the owners' document information in good order and ensure that the Group's daily operation complies with all relevant laws and regulations so as to protect the customers' data.

客戶隱私

我們會妥善保存業主檔案資訊，並確保集團的日常營運均遵循所有相關的法律法規，從而保障客戶資料。

During the Reporting Period, the Group's operation has met the requirements of product liability, such as customer health and safety, advertising promotion, labeling, privacy data protection, etc.

在報告期，本集團的運營符合有關產品責任的要求，如顧客的健康與安全、廣告推廣、標籤、保護私隱資料等。



3.3.3. Corporate Governance

The Group has established clear policy and management guidelines, which never tolerate bribery, corruption, extortion, fraud, money laundering and other unethical practices, and the Group's Code of Conduct reaffirms our expectations for employees, board members, suppliers and business partners. We also regularly conduct training and code of conduct assessment for employees to let them understand the basic standards of conduct that they are required to face and observe in their daily work.

We set up a highly confidential reporting mechanism for employees and other stakeholders, including business partners, contractors and suppliers, to allow employees to report any suspected illegal or unethical behaviors without fear of retribution or retaliation. The suspected cases will be promptly investigated and will be dealt with seriously.

During the Reporting Period, Greentown Service operated in line with the policy on prevention of bribery, extortion, fraud and money laundering and complied with relevant laws and regulations.

3.4. Give back to the Community

The Group recognizes that our responsibility is not only to make a direct contribution to the social economy, but also to include the impact and effects of our business operations and public welfare projects on the society as a whole. The Group has been actively involved in the activities of the community and met the needs of the community in the past year, fulfilling its obligations as a corporate citizen and contributing to the community in which it serves.

3.3.3. 企業治理

集團訂立了明確的政策和管理方針，絕不容忍行賄、貪污、勒索、欺詐、洗黑錢以及其他不道德行為，集團的《行為準則》重申我們對員工、董事會成員、供應商和業務夥伴的期望。我們亦定期展開員工行為準則培訓及行為規範考核，讓員工瞭解在日常工作中須面對及遵守的基本行為規範。

我們為員工以及其他相關持份者，包括業務夥伴、承包商和供應商設立高度保密的舉報機制，讓員工在不用擔心受罰或遭報復的情況下，提出任何懷疑的違法或不道德行為。接獲懷疑個案後會迅速調查，並會嚴肅處理。

在報告期內，綠城服務的運營符合有關防止賄賂、勒索、欺詐及洗黑錢的政策及遵守相關法律及規例。

3.4. 回饋社區

集團深明我們的責任不僅在於對社會經濟作出直接貢獻，更包含了我們的業務營運和公益項目，對整體社會帶來的影響和效應。集團在過去一年積極參與社區團體的活動及滿足了社區的需要，履行身為企業公民的義務，為所服務社區作出貢獻。



Care the Elderly

Greentown Service integrates the resources of the Group's internal, social and other professional institutions, to provide the elderly in the Community with over 100 kinds of services, such as occasional visit, assistance and interaction activities. "A bowl of longevity" activity held by the Group at Double Ninth Festival every year has always been expected by the elderly; Greentown Yile College, as the college-style endowment model, has been widely used in various Communities nationwide, and the establishment of "Double Ninth Clean-up Day" provides solitary living and empty-nest elderly families with sweeping services on the day of Double Ninth Day.

Free ride to the examination

During the examination period in June and July each year, we implement the "free ride to the examination" activities in the Community, and promote the "commitment of zero disturbance", to encourage owners to keep the Community quiet, so as to create the best review and test environment for the candidates. The Group also arranges "Loving Car Team" for candidates during the examination period to offer free ride and vehicle services for emergency. In 2017, a total of 261 volunteers participated in the examination services to provide services to young owners who participated in the high school and college entrance examination.

Dolphin Program

Greentown Service holds "Dolphin Program" during July to August each year to provide young owners at the age of 3 to 18 who are unable to swim with the free swimming training. Dolphin Program has been conducted for 8 years. In 2017, there were 15,601 young property owners participated in the training.

關懷長者

綠城服務整合了集團內部、社會及其他專業機構的資源，為園區內居住的長者提供100餘項的長者服務，如不定期地開展上門拜訪、互動互助活動等。本集團每年重陽節舉辦的「一碗長壽麵」活動已成為長者心中的牽掛；綠城頤樂學院作為長者的學院式養老模式已在全國各個園區普及，設立「重陽清掃日」，於重陽節當天為獨居與空巢長者家庭提供了清掃服務。

愛心送考

於每年的6、7月的考試期間，我們會在園區實行「愛心助考公約」活動，宣揚「零打擾服務承諾」，鼓勵業主們一同保持園區寧靜，為考生營造最好的溫習及考試環境；集團更安排「愛心助考車隊」為考生在考試期間提供愛心送考及考試期間突發事件車輛緊急需求服務，2017年度參與愛心考的義工有261人為參加中、高考的小業主提供了服務。

海豚計劃

綠城服務每年7至8月舉辦「海豚計劃」，為3至18歲不會游泳的小業主提供免費的游泳培訓。海豚計劃已持續展開達8年，2017年，有15,601位小業主參加了培訓。

Figure 4 Dolphin Program organized by Greentown Service in 2017

圖四 2017年由綠城服務舉辦的海豚計劃





Greentown Forest

Through the welfare activities, the 2015 “Save Minqin • Deliver Green” and the 2016 “Crowd Funding for Greentown Forest”, for two consecutive years, we have altogether planted a total of 43,000 trees covering an area of more than 623 mu, to build a strong embankment for the resistance of desertification. In 2017, Greentown continued this green spirit by encouraging and organizing owners, employees and families to donate to the desert region in Minqin County, Gansu Province, which raised a total of RMB 55,822.08 in the Reporting Period.

綠城林

2015年的「拯救民勤•傳遞綠色」和2016年的「一人一片綠，眾籌綠城林」，連續兩年的公益活動，我們總共種下了623畝43,000多棵梭梭樹，為阻攔風沙化，建下堅韌的堤壩。而在2017年，綠城繼續延續了這份綠色精神，鼓勵組織業主、員工及親友捐款，為甘肅民勤縣沙漠區籌款，在報告期內共捐款人民幣55,822.08元。

Figure 5 “Crowd Funding for Greentown Forest” held by Greentown Service in 2017

圖五 2017年由綠城服務舉辦一人一片綠，眾籌綠城林



Clear World

Eyes are our precious “windows of the soul”. In order to promote the importance of eye protection, Greentown Service has worked together with “Formosa Glasses” (a well-known glasses chain brand) to carry out “Clear World” eye care activity in Hangzhou, and provided thousands of owners with vision inspection, optometry, counseling and other services. Through “diagnosis” and “prevention”, the community’s concern about eye health and eyesight has been aroused, thus comprehensively enhancing the common sense of eye protection of the public.

透亮的世界

眼睛是我們珍貴的「靈魂之窗」，為宣揚保護眼睛的重要性，綠城服務在杭州地區通過與「寶島眼鏡」（知名眼鏡連鎖品牌）合作聯動開展「透亮的世界」的愛眼護眼活動，為數千名業主提供了視力檢查、驗光、諮詢等服務，通過「診斷」和「預防」雙管齊下，此喚起社會人士對眼睛健康及視力問題的關注，並全面加深市民的護眼常識。

Independent Auditor's Report

獨立核數師報告



**Independent auditor's report
to the shareholders of Greentown Service Group Co. Ltd.**
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Greentown Service Group Co. Ltd. ("**the Company**") and its subsidiaries ("**the Group**") set out on pages 142 to 268, which comprise the consolidated statement of financial position as at 31 December 2017, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("**the Code**"), together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告
致綠城服務集團有限公司股東
(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「**我們**」)已審計列載於第142至268頁的綠城服務集團有限公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)的綜合財務報表，此財務報表包括於2017年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2017年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「**守則**」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行該等要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Revenue recognition — property management services

收入確認 — 物業管理服務

Refer to accounting policy note 1(u) and note 3 to the consolidated financial statements.

請參閱附註1(u)的會計政策及綜合財務報表附註3。

The Key Audit Matter

關鍵審計事項

For the year ended 31 December 2017, the Group generated total revenue of RMB5,140 million which comprised revenue from property services, consulting services and community living services of RMB3,560 million, RMB680 million and RMB900 million respectively.

截至2017年12月31日止年度，貴集團錄得總收入人民幣51.4億元，其中物業服務、諮詢服務及園區生活服務收入分別為人民幣35.6億元，人民幣6.8億元及人民幣9億元。

Property services, which generally comprise property management services, are rendered to a large number of residential property owners in community projects and significant uncertainty may exist as to whether cash will be collected from each of these individual residential property owners for the rendering of property management services by the Group.

物業服務通常包括物業管理服務，貴集團向園區項目中的大量住宅業主提供物業管理服務，但是否能夠就此從個別住宅物業業主收取現金則存在重大不確定性。

Management is required to exercise significant judgement to assess whether it is probable that the property owners will pay the property management fees due so that revenue from the provision of property management services may be recognised by the Group in accordance with the requirements of the prevailing accounting standards.

管理層須作出重大判斷，以評估業主是否很可能支付到期的物業管理費，以便貴集團根據現行會計準則的要求確認物業管理服務的收入。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess the recognition of revenue from the provision of property management services included the following:

我們用以評估物業管理服務收入進行的審計程序包括：

- understanding and evaluating the design, implementation and operating effectiveness of key internal controls over the Group's revenue recognition processes for property management services;
了解及評價貴集團用以管理物業管理服務收入確認流程的關鍵內部控制的設計、執行及操作有效性；
- obtaining the property information summary and (i) selecting a sample of community projects from the property information summary and comparing the details therein with the underlying property management agreements and invoices raised; and (ii) selecting a sample of property management agreements and comparing the relevant details therein with the property information summary and invoices raised;
獲取物業資料摘要，再(i)從物業資料摘要中選取園區項目樣本，並將其中的詳細資料與相關物業管理協議及發票進行比較；及(ii)選取物業管理協議樣本，並將其中的相關細節與物業資料摘要和發票進行比較；



KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Revenue recognition — property management services (Continued)

收入確認 — 物業管理服務(續)

Refer to accounting policy note 1(u) and note 3 to the consolidated financial statements.

請參閱附註1(u)的會計政策及綜合財務報表附註3。

The Key Audit Matter

關鍵審計事項

This judgement is dependent on the property occupancy status (which includes whether the property is owner occupied, leased, under renovation, vacant or the owner cannot be contacted) which is set out in the property information summary prepared by the Group. Properties with different occupancy statuses have historically generated different average collection rates.

有關判斷取決於貴集團編製的物業資料摘要所顯示物業佔用狀態(包括該物業屬於自住、出租、裝修、空置或無法聯繫業主)。根據過往經驗，不同佔用狀態的物業的平均可收回率不同。

The property information summary includes details of the respective community project's management fee rate, contracted gross floor area ("GFA"), chargeable GFA and residential property occupancy status.

物業資料摘要包含各園區項目的管理費率、在管面積、可收費在管面積及物業佔用狀態等詳情。

We identified recognition of revenue from the provision of property management services as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing and amount of revenue recognised by management to meet specific targets or expectations and because the determination as to whether revenue from property management services should be recognised or not may involve significant management judgement.

我們把物業管理服務的收入列為關鍵審計事項，因為收入是貴集團的關鍵績效指標之一，因此存在管理層為了達到特定目標或預期而操縱收入確認時間及金額的固有風險，而且應否確認物業管理服務收入的決定可能涉及重大管理層判斷。

How the matter was addressed in our audit

我們的審計如何處理該事項

- assessing the classification of residential property occupancy status, as asserted by management, by inspecting on a sample basis, utility bills, memorandum records for renovations and the leasing of the unit, handover status and other relevant documentation;
通過抽樣檢查水電費賬單、裝修備忘錄記錄及單位租賃記錄、移交情況及其他相關文件，評估管理層聲稱的住宅物業佔用狀態的分類；
- assessing the estimates and judgements applied by management relating to the collection rates associated with each class of property occupancy status by comparison with historical collection rates and investigating the reasons for any significant changes in collection rates in the current year; and
通過與歷史收回率進行比較，評估管理層就每類物業佔用狀態的收回率所作出估計和判斷，並調查本年度收回率發生重大變化的原因；及
- comparing details of journal entries raised throughout the year which affected revenue and which met specific risk-based criteria with relevant underlying documentation.
將本年度可影響收入及符合特定風險標準的全年會計分錄的細節與相關原始文件進行比較。



KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Assessment of potential impairment of goodwill

商譽潛在減值評估

Refer to accounting policy note 1(l) and note 12 to the consolidated financial statements.

請參閱附註 1(l) 的會計政策及綜合財務報表附註 12。

The Key Audit Matter

關鍵審計事項

As at 31 December 2017, goodwill, which arose from acquisitions of businesses in 2017, amounted to RMB79 million and accounted for approximately 1.9% of the Group's total assets at that date.

截至 2017 年 12 月 31 日，因 2017 年收購業務而產生的商譽為人民幣 7,900 萬元，於該日期佔集團資產總額約 1.9%。

Management assess annually whether goodwill is impaired by means of discounted cash flow forecasts prepared for each cash-generating unit to which goodwill has been allocated.

管理層每年通過為每一個已獲分配商譽的現金產出單元編製貼現現金流量預測來評估商譽是否出現減值。

Management's impairment assessment involves significant judgement, particularly in determining short and long term revenue growth, future profitability and the discount rates applied, all of which can be inherently uncertain.

管理層的減值評估涉及重大判斷，特別是在確定短期和長期收入增長、未來盈利能力及適用的貼現率方面，全部均存在固有不確定性。

We identified assessing potential impairment of goodwill as a key audit matter because determining the key assumptions used in the discounted cash flow forecasts involves a significant degree of management judgement and may be subject to management bias.

我們把評估商譽潛在減值列作關鍵審計事項，因為在釐定貼現現金流量預測時使用的主要假設涉及相當程度的管理層判斷，並可能受管理層偏倚影響。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess potential impairment of goodwill included the following:

我們用以評估商譽潛在減值的審計程序包括：

- evaluating the methodology applied by management in its preparation of the discounted cash flow forecasts with reference to the requirements of the prevailing accounting standards;
參照現行會計準則的要求，評價管理層在編製貼現現金流量預測時採用的方法；
- discussing future operating plans with management and evaluating the reasonableness of the assumptions including revenue growth and future profitability;
與管理層討論未來的營運計劃，評估收入增長及未來盈利能力等假設的合理性；
- evaluating the appropriateness of the discount rates by comparing them to market data;
通過將貼現率與市場數據進行比較來評估貼現率的適當性；
- evaluating the sensitivity analysis prepared by management for each of the key assumptions adopted in the discounted cash flow forecasts and considering the possibility of error or management bias.
評估管理層就貼現現金流量預測採用的各項主要假設所進行的敏感度分析，並考慮出現錯誤或管理層偏倚的可能性。



KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Fair value assessment of convertible notes

可換股票據的公平值評估

Refer to accounting policy note 1(g) and note 13 to the consolidated financial statements.

請參閱附註1(g)的會計政策及綜合財務報表附註13。

The Key Audit Matter

關鍵審計事項

On 27 October 2017, the Group purchased convertible notes issued by China CVS Holding Limited (“China CVS”), an associate of the Group, in the principal amount of USD54.0 million (equivalent to approximately RMB359 million). The convertible notes are designated by the Group as financial assets at fair value through profit or loss, which are classified under the fair value hierarchy as a level 3 financial instrument. The fair value of convertible notes was USD54.8 million (equivalent to approximately RMB358 million) as at 31 December 2017.

於2017年10月27日，貴集團購入由聯營公司China CVS Holding Limited(「China CVS」)發行的可換股票據，本金額為5,400萬美元(相等於約人民幣3.59億元)。貴集團指定可換股票據為按公平值計量且其變動計入損益的金融資產，並按公平值層級分類為第三級金融工具。於2017年12月31日，可換股票據的公平值為5,480萬美元(相等於約人民幣3.58億元)。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess the fair value of convertible notes included the following:

我們用以評估可換股票據的公平值的審計程序包括：

- inspecting relevant agreements and identifying those terms set out in the agreements that may have impact in assessing the fair value of the convertible notes; 檢查相關協議並確定協議中列出的可能影響可換股票據公平值評估的條款；
- obtaining and inspecting the valuation report prepared by the external valuer engaged by management and on which the directors' assessment of the fair value of the convertible notes was based; 取得並檢查由管理層聘請外部估值師所編製的估值報告，董事據此評估可轉換債券的公平值；
- instructing the auditor of China CVS (“the component auditor”) to perform an audit of account balance of convertible notes, which is designated by China CVS as financial liabilities at fair value through profit or loss, in accordance with the group audit instructions issued by us; 根據我們發出的集團審計指引，指示China CVS的核數師(「附屬公司核數師」)對可轉換票據(被China CVS指定為按公平值計量且其變動計入當期損益的金融負債)的餘額進行審計；



KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Fair value assessment of convertible notes (Continued)

可換股票據的公平值評估(續)

Refer to accounting policy note 1(g) and note 13 to the consolidated financial statements.

請參閱綜合財務報表附註1(g)及13的會計政策。

The Key Audit Matter

關鍵審計事項

The valuation of the Group's convertible notes are based on a combination of market data and valuation model which require a considerable number of inputs, including expected share volatility, expected dividend yield and the discount rate applied, involved the exercise of significant management judgement in their determination.

貴集團可換股票據的估值是基於市場數據及估值模型，涉及的多項輸入值包括預期股價波動、預期股息收益率及所應用貼現率，於釐定輸入值時需要管理層作出重大判斷。

We identified assessing the fair value of convertible notes as a key audit matter because of the degree of complexity involved in valuing the convertible notes as well as the degree of judgement exercised by management in determining the inputs used in the valuation models.

考慮到可換股票據的估值的複雜程度以及管理層在釐定估值模型所用輸入值時作出的判斷程度，我們把可換股票據的公平值評估列為關鍵審計事項。

How the matter was addressed in our audit

我們的審計如何處理該事項

- participating in the component auditor's risk assessment and planning process to identify significant risks of material misstatement of convertible notes and evaluating the audit procedures planned to be performed to respond to the identified significant risks of material misstatement of convertible notes, including the assessment of the selection of valuation model adopted by the external valuer, the key inputs which required significant estimation and judgement in their selection and which can have a significant impact on the derived fair value, specifically expected share volatility, expected dividend yield and the discount rate applied;

參與附屬公司核數師的風險評估及規劃流程，識別可轉換股票出現重大錯報的重大風險，並評價因應該等風險擬執行的審計程序，包括評估外部估值師所選用的估值模型、可對衍生公平值產生重大影響的主要輸入值，特別是預期股價波幅、預期股息收益率及所採用貼現率。管理層在選擇輸入值時需要作出重大估計及判斷；
- discussing with the component auditor their audit findings and conclusions with regard to their audit and evaluating the sufficiency and appropriateness of the audit evidence for the purpose of our audit of the consolidated financial statements; and

與附屬公司核數師討論審計結果及結論，並評價審計證據對於審計綜合財務報表的充分性和恰當性；及
- assessing the disclosures in the consolidated financial statements in relation to the key assumptions adopted in the valuation with reference to the requirements of the prevailing accounting standards.

參考現行會計準則的要求，評估在綜合財務報表中對估值所採用主要假設的披露。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告事項。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

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. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，並保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

The engagement partner on the audit resulting in this independent auditor's report is Fung Ping Kwong.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
23 March 2018

核數師就審計綜合財務報表承擔的責任(續)

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是馮炳光。

畢馬威會計師事務所

執業會計師
香港中環
遮打道十號
太子大廈八樓
2018年3月23日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

for the year ended 31 December 2017 截至2017年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Revenue	收入	3(a)	5,140,059	3,721,993
Cost of sales	銷售成本		(4,193,669)	(3,005,966)
Gross profit	毛利		946,390	716,027
Other revenue	其他收入	4	12,784	16,228
Other net income	其他淨收益	4	6,747	3,952
Selling and marketing expenses	銷售及營銷開支		(22,532)	(9,700)
Administrative expenses	行政開支		(415,952)	(274,988)
Other operating expenses	其他經營開支		(42,914)	(34,720)
Profit from operations	經營利潤		484,523	416,799
Finance income	融資收入		18,904	5,297
Finance costs	融資成本		–	(6,964)
Net finance income/(costs)	融資收入/(成本)淨額	5(a)	18,904	(1,667)
Share of profits less losses of associates	分佔聯營公司利潤減虧損		7,297	4,428
Share of profits less losses of joint ventures	分佔合營公司利潤減虧損		306	(1,018)
Gain on acquisition of subsidiaries	收購附屬公司獲利		419	–
Gain on disposal of subsidiaries	處置附屬公司獲利		709	–
Gain on acquisition of an associate	收購聯營公司獲利		53	46
Loss on deemed disposal of an associate	視作處置聯營公司虧損		(4,500)	–
Gain on disposal of a joint venture	出售合營公司獲利		1,208	–
Profit before taxation	稅前利潤	5	508,919	418,588
Income tax	所得稅	6	(116,849)	(123,801)
Profit for the year	年內利潤		392,070	294,787

The notes on pages 149 to 268 form part of these financial statements.

第149至268頁的附註構成該等財務報表的一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

for the year ended 31 December 2017 截至2017年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

	Note 附註	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	387,483	285,540
Non-controlling interests	非控股權益	4,587	9,247
Profit for the year	年內利潤	392,070	294,787
Earnings per share	每股盈利		
Basic and diluted (RMB)	基本及攤薄(人民幣)	0.14	0.12
Profit for the year	年內利潤	392,070	294,787
Other comprehensive income for the year (after tax and reclassification adjustments)	年內其他全面收入 (除稅及重新分類調整後)		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至 損益的項目：</i>		
Share of other comprehensive income of the investees	應佔其他投資對象之綜合收益	(20,180)	–
Exchange differences on translation of: — financial statements of overseas subsidiaries	外幣折算差異： — 換算海外附屬公司財務報表 所產生之匯兌差額	(70,842)	42,473
Other comprehensive income for the year	年內其他全面收入	(91,022)	42,473
Total comprehensive income for the year	年內全面總收入	301,048	337,260
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	296,461	328,013
Non-controlling interests	非控股權益	4,587	9,247
Total comprehensive income for the year	年內全面總收入	301,048	337,260

The notes on pages 149 to 268 form part of these financial statements.

第149至268頁的附註構成該等財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況報表

at 31 December 2017 於2017年12月31日
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	303,931	264,471
Intangible assets	無形資產	11	57,034	–
Goodwill	商譽	12	79,422	–
Interest in associates	聯營公司權益	13	490,159	32,443
Interest in joint ventures	合營公司權益	14	68,344	94,266
Other financial assets	其他金融資產	15	112,755	–
Deferred tax assets	遞延稅項資產	23(b)(ii)	72,810	50,704
Prepayments	預付款項	16	18,970	27,759
			1,203,425	469,643
Current assets	流動資產			
Other financial assets	其他金融資產	15	29,232	–
Inventories	存貨	17	127,693	10,064
Trade and other receivables	貿易及其他應收款項	18	789,719	546,666
Restricted bank balances	受限制銀行結餘	19	153,248	114,654
Cash and cash equivalents	現金及現金等價物	20	1,836,467	2,181,692
			2,936,359	2,853,076
Current liabilities	流動負債			
Receipts-in-advance	預收款項	21	649,787	473,220
Trade and other payables	貿易及其他應付款項	22	1,303,589	942,949
Current taxation	即期稅項	23(a)	167,471	118,461
Provisions	撥備	24	17,453	19,890
			2,138,300	1,554,520
Net current assets	流動資產淨額		798,059	1,298,556
Total assets less current liabilities	總資產減流動負債		2,001,484	1,768,199

The notes on pages 149 to 268 form part of these financial statements.

第149至268頁的附註構成該等財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況報表

at 31 December 2017 於2017年12月31日
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
		附註		
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	23(b)(ii)	3,816	10,804
Provisions	撥備	24	5,950	11,659
			9,766	22,463
NET ASSETS	資產淨額		1,991,718	1,745,736
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	25(c)	24	24
Reserves	儲備		1,918,190	1,718,974
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔總權益		1,918,214	1,718,998
Non-controlling interests	非控股權益		73,504	26,738
TOTAL EQUITY	總權益		1,991,718	1,745,736

Approved and authorised for issue by the board of directors on 23 March 2018. 於2018年3月23日獲董事會批准及授權刊發。

Director
董事

Director
董事

The notes on pages 149 to 268 form part of these financial statements.

第149至268頁的附註構成該等財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2017 截至2017年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

	Note 附註	Attributable to equity shareholders of the Company 本公司權益股東應佔											
		Share capital	Share premium	The People's Republic of China (the "PRC")	Other reserve	Special reserve	Exchange reserve	Share of other comprehensive income of the investees	Retained profits	Total	Non-controlling interests	Total Equity	
				statutory reserve									中華人民共和國 (「中國」)
		RMB'000 人民幣千元	RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元	特別儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	應佔被投資公司其他 全面收入 RMB'000 人民幣千元	保留利潤 RMB'000 人民幣千元	合計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	總權益 RMB'000 人民幣千元	
Balance at 1 January 2016	2016年1月1日之結餘	8	-	25,280	1,658	7,602	(54)	-	97,576	132,070	16,807	148,877	
Changes in equity for 2016:	2016年權益變動:												
Profit for the year	年內利潤	-	-	-	-	-	-	-	285,540	285,540	9,247	294,787	
Other comprehensive income	其他全面收入	-	-	-	-	-	42,473	-	-	42,473	-	42,473	
Total comprehensive income	全面總收入	-	-	-	-	-	42,473	-	285,540	328,013	9,247	337,260	
Issue of ordinary shares upon initial public offering, net of issuing cost	於首次公開發售後發行普通股，扣除發行成本	25(c)(iii)	7	1,265,833	-	-	-	-	-	1,265,840	-	1,265,840	
Capitalisation issue	資本化發行	25(c)(iv)	9	(9)	-	-	-	-	-	-	-	-	
Arising on share of reserve of an associate	產生自分佔聯營公司儲備		-	-	95	-	-	-	-	95	-	95	
Partial disposal of equity interests in subsidiaries	部分出售附屬公司股本權益		-	-	-	-	-	-	-	(484)	684	200	
Deemed distribution to equity shareholders of a subsidiary	視作向附屬公司權益股東分派		-	-	-	(6,536)	-	-	-	(6,536)	-	(6,536)	
Transfer to reserves	轉撥至儲備	25(d)(ii)	-	-	20,047	-	-	-	(20,047)	-	-	-	
Balance at 31 December 2016 and 1 January 2017	於2016年12月31日及2017年1月1日之結餘		24	1,265,824	45,327	1,269	1,066	42,419	-	363,069	1,718,998	26,738	1,745,736
Changes in equity for 2017:	2017年權益變動:												
Profit for the year	年內利潤		-	-	-	-	-	-	387,483	387,483	4,587	392,070	
Other comprehensive income	其他全面收入		-	-	-	-	(70,842)	(20,180)	-	(91,022)	-	(91,022)	
Total comprehensive income	全面總收入		-	-	-	-	(70,842)	(20,180)	387,483	296,461	4,587	301,048	
Partial disposal of equity interests in subsidiaries	部分出售附屬公司股本權益	26(c)	-	-	-	1,449	-	-	-	1,449	4,551	6,000	
Acquisition of additional equity interests in subsidiaries	收購附屬公司額外股本權益	26(a)	-	-	-	1,245	-	-	-	1,245	(2,004)	(759)	
Transfer to reserves	轉撥至儲備	25(d)(ii)	-	-	17,673	-	-	-	(17,673)	-	-	-	
Capital injection from non-controlling shareholders	非控股股東注資		-	-	-	-	-	-	-	-	23,680	23,680	
Acquisition of subsidiaries	收購附屬公司	26(a)	-	-	-	-	-	-	-	-	20,299	20,299	
Disposal of subsidiaries	出售附屬公司	26(b)	-	-	-	-	-	-	-	-	(4,347)	(4,347)	
Dividends declared in respect of the previous year	就過往年度宣派股息		-	(99,939)	-	-	-	-	-	(99,939)	-	(99,939)	
Balance at 31 December 2017	於2017年12月31日之結餘		24	1,165,885	63,000	3,963	1,066	(28,423)	(20,180)	732,879	1,918,214	73,504	1,991,718

The notes on pages 149 to 268 form part of these financial statements.

第149至268頁的附註構成該等財務報表的一部分。

Consolidated Cash Flow Statement

綜合現金流量表

for the year ended 31 December 2017 截至2017年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Operating activities	經營活動			
Cash generated from operations	經營所得現金	20(b)	629,356	474,072
Income tax paid	已付所得稅		(100,782)	(80,411)
Net cash generated from operating activities	經營活動所得現金淨額		528,574	393,661
Investing activities	投資活動			
Payments for the purchase of property, plant and equipment and intangible assets	購買物業、廠房及設備以及無形資產付款		(118,646)	(84,112)
Proceeds from disposal of property, plant and equipment	處理事業、廠房及設備所得款項		1,702	2,684
Payments for purchase of:	購買下列各項付款：			
— financial assets classified as fair value through profit or loss (“FVTPL”)	— 分類為按公平值計入損益的金融資產		(373,718)	(5,000)
— trading securities	— 交易證券		(9,520)	—
— listed held-to-maturity investments	— 持作到期之上市投資		(80,468)	—
— available-for-sale financial instruments	— 可供出售金融工具		(25,700)	(24,300)
Proceeds from redemption:	贖回下列各項所得款項：			
— FVTPL	— 按公平值計入損益		5,940	33,200
— trading securities	— 買賣證券		6,035	—
Investment income received from other financial assets	從其他金融資產所得投資收入		165	334
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，扣除所獲得現金	26	(69,969)	—
Disposal of subsidiaries, net of cash disposed	出售附屬公司，扣除所出售現金	26	(1,557)	—
Increase in interest in associates	增加聯營公司權益		(99,186)	(21,787)
Proceeds from disposal of interest in associates	出售聯營公司權益所得款項		—	38,805
Proceeds from disposal of interest in joint ventures	出售合營公司權益所得款項		1,500	—
Increase in interest in joint ventures	增加合營公司權益		(2,534)	(92,180)
Dividends received from associates	聯營公司股息		—	2,010
Interest received	利息收益		16,153	3,482
Net cash used in investing activities	投資活動所得現金淨額		(749,803)	(146,864)

The notes on pages 149 to 268 form part of these financial statements.

第149至268頁的附註構成該等財務報表的一部分。

Consolidated Cash Flow Statement

綜合現金流量表

for the year ended 31 December 2017 截至2017年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

	Note	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
	附註		
Financing activities			
Distribution to shareholders of a subsidiary		–	(454)
Proceeds from new bank loans		–	130,000
Repayment of bank loans		–	(310,000)
Net proceeds from issue of shares upon initial public offering, net of issuing costs		–	1,265,840
Payment for acquisition of additional equity interests in subsidiaries		(759)	–
Partial disposal of equity interests in subsidiaries		6,000	–
Capital injection from non-controlling shareholders		23,680	–
Interest paid		–	(6,964)
Dividends payments		(99,939)	(21,897)
Net cash (used in)/generated from financing activities		(71,018)	1,056,525
Net (decrease)/increase in cash and cash equivalents		(292,247)	1,303,322
Cash and cash equivalents at 1 January	20(a)	2,181,692	835,897
Effect of foreign exchange rate changes		(52,978)	42,473
Cash and cash equivalents at 31 December	20(a)	1,836,467	2,181,692

The notes on pages 149 to 268 form part of these financial statements.

第149至268頁的附註構成該等財務報表的一部分。

Notes to the Financial Statements

財務報表附註

for the year ended 31 December 2017 截至2017年12月31日止年度
(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

1 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2017 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in associates and joint ventures.

The Company was incorporated in the Cayman Islands on 24 November 2014 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The Company's shares were listed on the Main Board on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 12 July 2016 (the "**Listing**").

1 主要會計政策

(a) 合規聲明

該等財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）（該統稱包括香港會計師公會（「香港會計師公會」）頒佈的所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港普遍認可的會計原則以及香港公司條例的披露規定編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的主要會計政策載於下文。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等修訂於本集團當前會計期間首次生效或提早採納。初次應用該等與本集團當前或過往會計期間相關的變動而導致會計政策的任何變動已於該等財務報表反映，有關資料載於附註1(c)。

(b) 財務報表編製基準

截至2017年12月31日止年度，該等綜合財務報表包括本公司及其附屬公司（統稱「本集團」）及本集團於聯營公司及合營公司的權益。

根據開曼群島法律第22章公司法（1961年第三號法例，經綜合及修訂），本公司於2014年11月24日於開曼群島註冊成立為獲豁免有限公司。本公司的股份於2016年7月12日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。

Notes to the Financial Statements

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements

(Continued)

The consolidated financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand, which is the presentation currency. It is prepared on the historical cost basis except for certain financial assets are stated at their fair value as explained in the accounting policies set out below:

- financial instruments classified as trading securities, fair value through profit and loss or available-for-sale (see note 1(g)); and
- derivative financial instruments (see note 1(h)).

RMB is the functional currency for the Company's subsidiaries established in the mainland China. The functional currency of the Company and the Company's subsidiaries outside the mainland China are Hong Kong dollars.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

1 主要會計政策(續)

(b) 財務報表編製基準(續)

綜合財務報表乃以呈列貨幣人民幣(「人民幣」)呈列，均湊整至最接近的千位數。所有資料均按歷史成本基準編製，惟於下文載列的會計政策所闡述之按公平值呈列的若干金融資產除外：

- 分類為交易證券、按公平值計入損益或可供出售的金融工具(見附註1(g))；及
- 衍生金融工具(見附註1(h))。

本公司於中國內地成立的附屬公司以人民幣為功能貨幣。本公司及本公司於中國內地以外的附屬公司的功能貨幣為港元。

編製符合香港財務報告準則規定之財務報表時，需要管理層作出會影響政策應用及有關資產、負債及收入與開支呈報金額的判斷、估計及假設。該等估計及相關假設乃根據歷史經驗及多項於該等情況下認為合理的其他因素而作出，所得結果構成未能從其他來源明顯得出資產及負債的賬面值作出判斷的基準。實際結果或有別於該等估計。

估計及相關假設予以不斷檢討。倘修訂會計估計只影響修訂估計期間，則會於該期間確認會計估計的修訂；倘有關修訂影響現時及未來期間，則會於修訂的期間及未來期間確認會計估計的修訂。

管理層在應用對財務資料有重大影響的香港財務報告準則時所作的判斷及估計的不確定因素的主要來源載於附註2。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies

The HKICPA has issued several of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these impact on the accounting policies of the group.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

1 主要會計政策(續)

(c) 會計政策變動

香港會計師公會已頒佈若干於本集團本會計期間首次生效的香港財務報告準則修訂本。該等變動對本集團的會計政策並無影響。

本集團並無應用於本會計期間尚未生效的任何新訂準則或詮釋。

(d) 附屬公司及非控股權益

附屬公司為本集團控制的實體。當本集團參與該實體業務而可獲取或有權享有可變回報及能對該實體行使權力以影響該等回報時，則視為控制該實體。評估本集團是否擁有控制權時，只考慮實際之權利(由本集團及其他人士持有)。

於附屬公司的投資自開始控制之日起至失去控制權當日計入綜合財務報表內。集團內公司間的結餘、交易及現金流量，以及集團內公司間交易所產生的任何未實現利潤，會在編製綜合財務報表時全數抵銷。集團內公司間交易所引致未實現虧損之抵銷方法與未實現收益相同，但抵銷額只限於沒有證據顯示已出現減值之部份。

非控股權益指並非直接或間接歸屬於本公司於附屬公司的權益，而本集團並無就此與該等權益的持有人協定任何額外條款，致使本集團整體就該等權益擁有符合金融負債定義的合約義務。就各業務合併而言，本集團可選擇按公平值或非控股權益應佔附屬公司可識別淨資值的比例計量任何非控股權益。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests

(Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(o) or (p) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(g)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 1(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(l)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

1 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

非控股權益呈列於綜合財務狀況表的權益內，與本公司權益股東應佔權益分開列示。本集團業績中的非控股權益於綜合損益表及綜合損益及其他全面收入表呈列，作為本公司非控股權益與權益股東之間的年度損益總額及全面總收入分配。非控股權益持有人所提供貸款及對該等持有人之其他合約責任，視乎負債性質按照附註1(o)或(p)於綜合財務狀況表呈列為金融負債。

本集團於附屬公司的權益變動不會導致失去控制權的，則按權益交易方式入賬，當中調整在綜合權益內之控股及非控股權益的金額以反映相關權益的變動，但不調整商譽，亦不確認損益。

當本集團失去一附屬公司之控制權，將按出售該附屬公司之所有權益入賬，而所產生的盈虧確認為損益。任何在喪失控制權日仍保留該前附屬公司之權益按公平值確認，而此金額被視為初始確認為金融資產(見附註1(g))的公平值，或(如適用)初始確認於聯營公司或合營企業投資的成本(見附註1(e))。

在本公司財務狀況表內，於附屬公司的投資按成本扣除減值虧損列示(見附註1(l))，惟倘有關投資分類為持作出售(或計入分類為持作出售之出售組別)則除外。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates and joint ventures

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(f) and (l)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

1 主要會計政策(續)

(e) 聯營公司和合營企業

聯營公司指本集團或本公司擁有重大影響力，惟並無單獨或共同控制其管理事宜(包括參與財務及運營決策)之實體。

合營企業為本集團或本公司及其他人士按合約同意下分配控制權及資產淨值擁有權之安排。

於聯營公司或合營企業的投資按權益法入賬財務資料，惟倘有關投資分類為持作出售(或計入分類為持作出售之出售組別)則除外。根據權益法，投資初步按成本入賬，並就本集團應佔被投資公司收購當日可識別資產淨值之公平值超出投資成本的部分作出調整(如有)。此後，該投資因應本集團所佔被投資公司資產淨值份額於收購後的變動及與投資有關之任何減值虧損作出調整(見附註1(f)及(l))。收購當日出出成本的任何部分、本集團年度應佔被投資公司收購後的稅後業績以及任何減值虧損於綜合損益表確認，而本集團應佔被投資公司收購後的稅後其他全面收入項目於綜合損益及其他全面收入表內確認。

當本集團應佔聯營公司或合營企業的虧損超出應佔權益時，本集團的權益將調減至零，並且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代表被投資公司付款則除外。就此而言，本集團的權益是按權益法計算的投資賬面值加上實質上屬於本集團對聯營公司或合營企業投資淨額一部分的本集團長期權益。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Associates and joint ventures (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, 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 that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(g)).

In the Company's statement of financial position, investments in associates and joint ventures are stated at cost less impairment losses (see note 1(l)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

1 主要會計政策(續)

(e) 聯營公司和合營企業(續)

本集團與聯營公司及合營企業交易所產生的未實現損益，以本集團所佔被投資公司的權益為限抵銷，惟倘有證據顯示未實現虧損是由於所轉讓資產出現減值所致，則即時於損益確認。

倘於聯營公司的投資轉為於合營企業的投資，則保留權益不會重新計量，反之亦然，而該投資繼續按權益法列賬。

在所有其他情況下，本集團對聯營公司不再有重大影響時，或失去對合營企業的共同控制權時，列作出售被投資公司全部權益，因此產生的收益或虧損於損益確認。本集團於失去重大影響或共同控制權當日保留的前被投資公司權益按公平值確認，所確認金額視為初始確認的金融資產公平值(見附註1(g))。

在本公司財務狀況表內，於聯營公司及合營企業的投資按成本扣除減值虧損列示(見附註1(l))，惟倘有關投資分類為持作出售(或計入分類為持作出售之出售組別)則除外。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(l)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(g) Other investments in debt and equity financial instruments

The Group's and the Company's policies for investments in debt and equity financial instruments, other than investments in subsidiaries, associates and joint ventures, are as follows:

Investments in debt and equity financial instruments are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

1 主要會計政策(續)

(f) 商譽

商譽是指以下差額：

- (i) 已轉讓代價的公平值、於被收購公司的任何非控股權益款額及本集團先前持有該被收購公司股本權益的公平值的總額；超過
- (ii) 被收購公司於收購日期計量的可識別資產及負債的公平值淨額。

當(ii)大於(i)時，該差額會即時在損益確認為議價收購收益。

商譽按成本減累計減值虧損列賬。業務合併所產生的商譽被分配至預期可受惠於合併的協同效益的各現金產生單位或現金產生單位組別，並於每年測試有否減值(見附註1(l))。

倘於年度期間出售現金產生單位，則計算出售損益時，應將收購產生的商譽的金額亦計算在內。

(g) 其他債務及股本金融工具投資

除於附屬公司、聯營公司及合營企業的投資外，本集團及本公司的債務及股本金融工具投資的政策如下：

債務及股本金融工具投資初步按公平值列賬，公平值是交易價格，除非已確定初始確認時的公平值有別於交易價格及該公平值由相同資產或負債的活躍市場報價證明，或基於僅使用可觀察市場的數據的估值技術而計算。成本包括應佔交易成本，惟下文所述者除外。該等投資其後按其分類以下列項目入賬：

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Other investments in debt and equity financial instruments (Continued)

Investments in financial instruments held for trading or designated as at fair value through profit or loss are classified as current assets. Investments in financial instruments held for trading or designated as at fair value through profit or loss are classified as current assets, except for investments in convertible notes issued by an associate, which is designated as at fair value through profit or loss and classified as interest in an associate. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in notes 1(u)(iii) and (iv).

Dated debt financial instruments that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity financial instruments. Held-to-maturity financial instruments are stated at amortised cost less impairment losses (see note 1(l)).

Investments in financial instruments which do not fall into any of the above categories are classified as available-for-sale financial instruments. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve. As an exception to this, investments in equity financial instruments that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 1(l)). Dividend income from equity financial instruments and interest income from debt financial instruments calculated using the effective interest method are recognised in profit or loss in accordance with the policies set out in notes 1(u)(iii) and (iv), respectively. Foreign exchange gains and losses resulting from changes in the amortised cost of debt financial instruments are also recognised in profit or loss.

1 主要會計政策(續)

(g) 其他債務及股本金融工具投資(續)

持作交易或指定為按公平值計入損益的金融工具投資分類為流動資產。持作交易或指定為按公平值計入損益之金融工具投資分類為流動資產，惟一間聯營公司發行之可換股票據投資除外，其乃指定為按公平值計入損益並分類為於聯營公司之權益。任何應佔交易成本在產生時於損益確認。於各報告期末，公平值獲重新計量，任何重新計量導致的收益或虧損於損益確認。於損益確認的收益或虧損淨額並不包括該等投資所得任何股息或利息，乃由於該等股息或利息根據附註1(u)(iii)及(iv)所載的政策確認。

本集團及／或本公司有能力及計劃持有直至到期訂有日期的債務金融工具分類為持至到期金融工具。持至到期金融工具按攤銷成本減減值虧損列賬(見附註1(l))。

並不屬於上述任何類別的金融工具投資分類為可供出售金融工具。於各報告期末，公平值獲重新計量，任何重新計量導致的收益或虧損於其他全面收入確認，並於公平值儲備的權益中個別累計。惟倘股本金融工具的投資並無相同工具的活躍市場報價，及其公平值不能可靠計量，則該投資按成本減減值虧損於財務狀況報表確認(見附註1(l))。股本金融工具的股息收入及債務金融工具的利息收入按實際利率法計算，並分別根據附註1(u)(iii)及(iv)所載的政策於損益確認。債務金融工具的攤銷成本變動導致的匯兌收益及虧損亦於損益確認。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Other investments in debt and equity financial instruments (Continued)

When the investments are derecognised or impaired (see note 1(l)), the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

(h) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

(i) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(l)):

- buildings held for own use which are situated on leasehold land classified as held under operating leases (see note 1(k)); and other items of plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(x)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after the date of completion.

1 主要會計政策(續)

(g) 其他債務及股本金融工具投資(續)

倘投資被終止確認或減值(見附註1(l))，於權益確認的累計收益或虧損重新分類至損益。投資於本集團承諾購買/出售該等投資或該等投資屆滿當日獲確認/終止確認。

(h) 衍生金融工具

衍生金融工具初步按公平值確認。於各報告期末重新計量公平值。於重新計量公平值時所得收益或虧損即時計入損益。

(i) 物業、廠房及設備

以下物業、廠房及設備項目按成本減去累計折舊及減值虧損列賬(見附註1(l)):

- 位於分類為按經營租賃持有的租賃土地上持有自用的樓宇(見附註1(k)); 及其他廠房及設備項目。

自建物業、廠房及設備項目的成本包括材料成本、直接勞工成本、初步預計(如相關)拆卸和移送項目與修復項目所在工地所牽涉的成本，以及按適當比例計算的間接生產成本及借款成本(見附註1(x))。

物業、廠房及設備項目因報廢或出售所產生的損益，以出售該項目所得款項淨額與其賬面金額之間的差額釐定，並於報廢或出售當日於損益確認。

折舊即使用直線法在預計可使用年期內撇銷物業、廠房及設備項目的成本，減去預計剩餘價值(如有)如下:

- 位於租賃土地的樓宇按未滿期限及預計可使用年期兩者的較短者折舊，即竣工日期後不超過二十年。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Property, plant and equipment (Continued)

— Leasehold improvements	3–5 years
— Office equipment and furniture	3–5 years
— Motor vehicles	3–10 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(j) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group upon acquisition of subsidiaries are measured at fair value upon initial recognition. Subsequent to initial recognition, those intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses (see note 1(l)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

— Software	2–10 years
— Customer relationship	9.6 years
— Property management contracts	remaining contract periods

Both the period and method of amortisation are reviewed annually.

1 主要會計政策(續)

(i) 物業、廠房及設備(續)

— 租賃物業裝修	3至5年
— 辦公室設備及傢俱	3至5年
— 汽車	3至10年

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本或估值按合理基準於各部分間分配，且各部分獨立折舊。資產的可使用年期及其剩餘價值(如有)於每年檢討。

(j) 無形資產(商譽除外)

本集團於收購附屬公司時所收購的無形資產於初始確認時按公平值計量。於初始確認後，該等無形資產按成本減累計攤銷及累計減值虧損計量(見附註1(l)(ii))。

具有有限可使用年期之無形資產攤銷乃於資產估計可使用年期內以直線法在損益中扣除。下列具有有限可使用年期之無形資產乃自其可供動用之日起攤銷，而其估計可使用年期如下：

— 軟件	2至10年
— 客戶關係	9.6年
— 物業管理合約	餘下合約期間

攤銷期間及方法於每年檢討。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

1 主要會計政策(續)

(k) 租賃資產

本集團釐定安排具有在協定期限內通過支付一筆或一系列款項而使用某一特定資產或多項資產之權利，則該安排(由一宗交易或一系列交易組成)為租賃或包括租賃。該釐定乃根據安排之內容評估而作出，而無論安排是否具備租賃之法律形式。

(i) 租予本集團之資產分類

對於本集團整體以租賃持有的資產，如租賃使所有權的絕大部分風險和回報轉移至本集團，有關的資產會分類為以融資租賃持有；如租賃不會使擁有權的絕大部分風險和回報轉移至本集團，則分類為經營租賃。

(ii) 經營租賃費用

倘本集團擁有根據經營租賃持有的資產的使用權，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額方式於損益扣除，惟倘有其他基準更能代表使用租賃資產所得收益的模式則除外。已收取的租賃優惠於損益確認為淨租賃付款總額的組成部分。或然租金於其所產生的會計期間自損益扣除。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Impairment of assets

(i) Impairment of investments in debt and equity financial instruments and other receivables

Investments in debt and equity financial instruments and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale financial instruments are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

1 主要會計政策(續)

(I) 資產減值

(i) 債務及股本金融工具投資與其他應收款項減值

債務及股本金融工具投資以及按成本或攤銷成本列值或分類為可供出售金融工具之其他流動及非流動應收款項會於各報告期末檢討，以確定有否客觀減值證據。客觀減值證據包括本集團所悉有關以下一項或多項虧損事件的可觀察數據：

- 債務人陷入重大財政困難；
- 違約，如拖欠或延遲支付利息或本金；
- 債務人可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境發生對債務人有不利影響的重大變動；及
- 股本工具投資的公平值大幅或持續下跌至低於成本。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Impairment of assets (Continued)

(i) Impairment of investments in debt and equity financial instruments and other receivables

(Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see note 1(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(l)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(l)(ii).
- For unquoted equity financial instruments carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity financial instruments carried at cost are not reversed.

1 主要會計政策(續)

(l) 資產減值(續)

(i) 債務及股本金融工具與其他應收款項減值(續)

倘存在任何該等證據，任何減值虧損按以下情況予以釐定及確認：

- 就按權益法列賬的於聯營公司及合營企業的投資而言(見附註1(e))，減值虧損乃根據附註1(l)(ii)比較投資的可收回金額與其賬面值計算。倘根據附註1(l)(ii)用作釐定可收回金額的估算出現有利變動，減值虧損予以撥回。
- 就按成本列賬之非上市股本金融工具而言，減值虧損按金融資產賬面值與估計未來現金流量之差額計算，如貼現影響重大，則按類似金融資產的現行市場回報率貼現。按公平值列賬的股本金融工具的減值虧損不予撥回。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Impairment of assets (Continued)

(i) Impairment of investments in debt and equity financial instruments and other receivables

(Continued)

- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

1 主要會計政策(續)

(I) 資產減值(續)

(i) 債務及股本金融工具與其他應收款項減值(續)

- 就按攤銷成本列賬的貿易及其他流動應收款項以及其他金融資產而言，減值虧損按資產賬面值與估計未來現金流量現值的差額計量，如貼現影響重大，則按金融資產原實際利率(即初步確認該等資產時計算的實際利率)貼現。倘該等金融資產具備類似風險特徵(如類似逾期情況)及並未單獨被評估為出現減值，則有關評估會同時進行。金融資產的未來現金流量會根據與該組具有類似信貸風險特徵的資產的過往虧損情況一同評估減值。

倘於後續期間減值虧損數額減少，而該減少客觀上與減值虧損確認後發生的事件有關，則減值虧損透過損益撥回。減值虧損之撥回不得導致資產賬面值超出過往年度在未確認減值虧損的情況下所釐定的賬面值。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Impairment of assets (Continued)

(i) Impairment of investments in debt and equity financial instruments and other receivables

(Continued)

- For available-for-sale financial instruments, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity financial instruments are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

Impairment losses in respect of available-for-sale debt financial instruments are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

1 主要會計政策(續)

(l) 資產減值(續)

(i) 債務及股本金融工具與其他 應收款項減值(續)

- 就可供出售金融工具而言，已於公平值儲備確認之累計虧損重新分類至損益。於損益賬確認的累計虧損數額乃收購成本(扣除任何本金還款及攤銷)與即期公平值之間的差額，減去該資產先前於損益賬確認之任何減值虧損。

於損益確認的可供出售股本金融工具減值虧損不會透過損益撥回。該等資產公平值其後的任何增加於其他全面收入確認。

倘可供出售債務金融工具公平值其後的任何增加客觀上與減值虧損確認後發生的事件有關，則會撥回減值虧損。在該等情況下，減值虧損撥回於損益確認。

減值虧損直接從相應資產撤銷，但若貿易應收款項及應收票據計入貿易及其他應收款項且有關款項的收回被視為難以預料但並非不可能，則就其確認之減值虧損不會從相應資產撤銷。在此情況下，貿易及其他應收款項減值虧損按撥備賬入賬。倘本集團認為收回相關款項不大可能，則被視為不可收回的金額直接從貿易應收款項及應收票據中撤銷，而在撥備賬中就該債務保留的任何金額將會撥回。倘先前自撥備賬扣除的款項在其後收回，則有關款項於撥備賬撥回。撥備賬的其他變動及其後收回先前直接撤銷的款項均於損益確認。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Impairment of assets (Continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- prepayments;
- intangible assets;
- goodwill; and
- investments in subsidiaries, associates and joint ventures in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, the recoverable amount of goodwill is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

1 主要會計政策(續)

(I) 資產減值(續)

(ii) 其他資產減值

本集團於各報告期末審閱內部及外界資料，以確定下列資產是否存在減值跡象，或(商譽除外)先前確認的減值虧損是否不再存在或可能已經減少：

- 物業、廠房及設備；
- 預付款項；
- 無形資產；
- 商譽；及
- 本公司財務狀況表所列於附屬公司、聯營公司及合營企業的投資。

倘存在任何該等跡象，則估計資產的可收回金額。此外，不論是否出現減值跡象，均會每年估計商譽的可收回金額。

- 計算可收回金額
資產的可收回金額為公平值減出售成本與使用價值兩者之間的較高者。評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險之評估的稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生大致獨立於其他資產所產生的現金流入，則釐定獨立產生現金流入的最小資產組別(即現金產生單位)的可收回金額。

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財務報表附註

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Impairment of assets (Continued)

(ii) Impairment of other assets (Continued)

- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

1 主要會計政策(續)

(I) 資產減值(續)

(ii) 其他資產減值(續)

- 確認減值虧損
倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益中確認減值虧損。就現金產生單位確認的減值虧損首先分配以減少有關現金產生單位(或單位組別)所獲分配的商譽的賬面值，其後按比例用以減少該單位(或單位組別)內其他資產的賬面值，惟資產的賬面值不會減至低於其個別公平值減出售成本(倘可計量)或使用價值(倘可釐定)。
- 撥回減值虧損
對於商譽以外的資產，倘用以釐定可收回金額的估算出現有利變動，則撥回減值虧損。商譽的減值虧損不會撥回。

減值虧損之撥回限於資產在過往年度並未確認減值虧損時原應釐定的賬面值。減值虧損之撥回在確認撥回的年度計入損益。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Impairment of assets (Continued)

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Financial Instruments on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, and reversal criteria as it would at the end of the financial year (see notes 1(l)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity financial instruments and unquoted equity financial instruments carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity financial instruments increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

(m) Inventories

Property held for sale

Inventories in respect of property held for sale are carried at the lower of cost and net realisable value. The cost of properties held for sale comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

1 主要會計政策(續)

(l) 資產減值(續)

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司金融工具上市規則，本集團須根據香港會計準則第34號「中期財務報告」編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用其於財政年度結束時將會採用之同一減值測試及撥回標準(見附註1(l)(i)及(ii))。

就商譽、可供出售股本金融工具及按成本列賬之非上市股本金融工具而於中期期間確認之減值虧損不會於其後期間撥回。即使僅在該中期期間有關之財政年度終結時才評估減值並確認無虧損或所確認之虧損較少，亦不會撥回減值虧損。因此，倘可供銷售股本金融工具之公平值於年度其餘期間或於其後任何其他期間增加，該增加將於其他全面收益確認而非於損益確認。

(m) 存貨

持作出售物業

持作出售物業相關的存貨以成本與可實現淨值兩者中的較低者列賬。持作出售物業的成本包括所有採購成本及將存貨運抵當地點及達致當前狀況的其他成本。可實現淨值指估計售價減出售物業將產生的成本。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(l)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of trade and other receivables.

(o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(p) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(t)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

1 主要會計政策(續)

(n) 貿易及其他應收款項

貿易及其他應收款項初步按公平值確認，其後以實際利率法按攤銷成本扣除貿易及其他應收款項減值撥備列賬(見附註1(l))，惟倘應收款項為給予關連方的無固定還款期或貼現影響並不重大的免息貸款則除外。於該等情況下，有關應收款項按成本扣除貿易及其他應收款項減值撥備列賬。

(o) 計息借款

計息借款初步按公平值減應佔交易成本確認。於初步確認後，計息借款乃按攤銷成本及初步確認金額與按借款期於損益內確認的贖回價值之間的任何差額，連同任何應付利息及費用，使用實際利率法列賬。

(p) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，除按附註1(t)(i)計量的財務擔保負債外，貿易及其他應付款項其後按攤銷成本列賬，除非貼現的影響屬並不重大，在該情況下則按成本列賬。

(q) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放於銀行及其他金融機構之活期存款，以及購入時於三個月內到期可隨時轉換為已知數額現金且並無重大價值變動風險之短期高流動性投資。在綜合現金流量表而言，須按要求償還並構成本集團現金管理方面一部分之銀行透支亦列入現金及現金等價物的一個組成部份。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to PRC local retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

(ii) Share-based payments

For equity-settled share-based payment transactions, the fair value of the services received is recognised as an expense with a corresponding increase in equity over the vesting period during which the employees become unconditionally entitled to the equity instrument. The fair value of the services received is determined by reference to the fair value of the equity instrument granted at the date of the grant. At each reporting date, the number of equity instruments that are expected to be vested are estimated. The impact on the revision of original estimates is recognised as an expense and as a corresponding adjustment to equity over the remaining vesting period, unless the revision to original estimates is due to market conditions. No adjustment is made if the revision or actual outcome differs from the original estimate due to market conditions.

The proceeds received from the exercise of the equity instruments, net of any directly attributable transaction costs, are credited to share capital when the equity instruments are exercised.

1 主要會計政策(續)

(r) 僱員福利

(i) 短期僱員福利及界定供款退休計劃供款

薪金、年度花紅、有薪年假、界定供款退休計劃供款及非貨幣利益的成本乃於僱員提供相關服務的年度累計。倘延期付款或結付且其影響屬重大，則該等款項按其現值列賬。

根據中國相關勞工規則及法規向中國地方退休計劃作出的供款於產生時在損益確認為開支。

(ii) 以股份為基礎之付款

就以權益結算以股份為基礎之付款的交易而言，在僱員無條件享有股本工具的歸屬期內，獲取服務的公平值確認為開支，而權益會相應增加。所獲取服務的公平值乃參考授出之日授出股本工具的公平值而釐定。於各報告日期，對預期歸屬的股本工具數目進行估計。經修訂的原定估計影響確認為一項開支，並於餘下的歸屬期內對權益作出相應調整，除非原定估計的修訂乃因市場條件作出。倘修訂或實際結果因市場條件而與原定估計不同，則不會作出調整。

在股本工具行使時，來自行使股本工具的所得款項扣除任何直接應佔的交易成本後，撥入股本。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

1 主要會計政策(續)

(s) 所得稅

年度所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動均在損益確認，惟倘變動與其他全面收入或直接於權益中確認的項目有關，則有關稅項金額分別於其他全面收入或直接於權益中確認。

即期稅項為年度採用於報告期末已頒佈或實質已頒佈的稅率計算的應課稅收入的預期應付稅項，以及就過往年度應付稅項作出的任何調整。

遞延稅項資產及負債分別因資產及負債就財務報告的賬面值及計稅基準兩者間的可予扣減及應課稅的暫時差額所產生。遞延稅項資產亦會因未動用稅項虧損及未動用稅項抵免而產生。

除若干少數例外情況外，所有遞延稅項負債及所有遞延稅項資產均於未來可能有應課稅利潤用以抵銷可動用資產時確認。可支持確認源自可扣稅暫時差額的遞延稅項資產的未來應課稅利潤包括源自撥回現有應課稅暫時差額者，惟該等差額須與相同稅務機關及相同應課稅實體有關，並預期於撥回可扣稅暫時差額的同一期間或源自遞延稅項資產的稅項虧損可撥回或結轉的期間撥回。在釐定現有應課稅暫時差額是否支持確認因未動用稅項虧損及抵免產生的遞延稅項資產時，亦會採用相同的標準，即倘該等暫時差額與相同稅務機關及相同應課稅實體有關，且預期在可動用稅項虧損或抵免期間內撥回，則會計入該等暫時差額。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

1 主要會計政策(續)

(s) 所得稅(續)

確認遞延稅項資產及負債的少數例外情況為因不可扣稅商譽及不影響會計處理或應課稅利潤的資產或負債的初始確認(須並非為業務合併的一部分)產生的暫時差額，以及與於附屬公司的投資有關的暫時差額(如屬應課稅差額，只限於本集團可控制撥回的時間且在可預見將來不大可能轉回該等差額；或如屬可扣稅差額，則除非很可能在將來撥回的差額)。

確認遞延稅項的金額是根據該等資產及負債的賬面值之預期實現或結算的方式，按在報告日期末已頒佈或實質上已頒佈的稅率計算。遞延稅項資產及負債均不貼現計算。

遞延稅項資產的賬面值會於各報告期末檢討，並減至不再可能取得足夠應課稅利潤以動用有關稅務優惠時為止。任何減幅會於可能取得足夠應課稅利潤時撥回。

因派發股息而產生之額外所得稅在派付有關股息時確認。

即期稅項結餘及遞延稅項結餘以及其變動分開列示，並不予互相抵銷。即期稅項資產與即期稅項負債以及遞延稅項資產與遞延稅項負債只會在本公司或本集團有法定執行權以即期稅項資產抵銷即期稅項負債，並在符合下列附帶條件的情況下，才可互相抵銷：

- 即期稅項資產及負債方面，本公司及本集團擬按淨額基準結算，或同時實現該資產及清償該負債；或

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Income tax (Continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(t) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

1 主要會計政策(續)

(s) 所得稅(續)

- 遞延稅項及負債方面，該資產及負債須與相同稅務機關就以下其中一項徵收的所得稅有關：
 - 相同應課稅實體；或
 - 不同應課稅實體，擬在預期有重大金額的遞延稅項負債或資產須予清償或收回的每個未來期間，按淨額基準實現即期稅項資產及清償即期稅項負債，或同時實現即期稅項資產及清償即期稅項負債。

(t) 已發出的財務擔保、撥備及或然負債

(i) 已發出的財務擔保

財務擔保指要求發行人(即擔保人)於特定債務人未能依照債務工具條款按期付款時，作出特定付款以賠償擔保受益人(「持有人」)損失的合同。

本集團發出的財務擔保，按擔保的公平值初始確認為貿易及其他應付款項的遞延收入。已發出財務擔保的公平值在發出時參照類似服務在公平磋商交易的過程中所收取的費用(如可獲得該等資料)確定，或參照息差作出估計，方法是以貸款人可取得擔保的情況下實際收取的利率與不可取得擔保的情況下貸款人將會收取的估計利率作比較(如該等資料能可靠地估計)。如在發出擔保時有已收或應收代價，則該代價根據本集團適用於該類資產的會計政策確認。如果沒有已收或應收代價，則於初始確認任何遞延收入時，於損益內確認為即期開支。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Financial guarantees issued, provisions and contingent liabilities (Continued)

(i) Financial guarantees issued (Continued)

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(t)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

(ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. A provision for onerous contracts is measured at the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

1 主要會計政策(續)

(t) 已發出的財務擔保、撥備及或然負債(續)

(i) 已發出的財務擔保(續)

初始確認為遞延收入的擔保金額在擔保期限內於損益攤銷為已發出財務擔保的收入。此外，出現以下情況時，應根據附註1(t)(ii)確認撥備：(i)擔保持有人很可能根據擔保向本集團發出催繳通知，及(ii)向本集團提出的申索款額預期超過現時計入貿易及其他應付款項的金額(即初始確認的金額減累計攤銷)。

(ii) 其他撥備及或然負債

當本集團或本公司須就過往事件承擔法律或推定責任，而履行該責任很有可能導致經濟利益流出，且有關金額能夠可靠地計量時，則須就未確定時間或金額的其他負債確認撥備。虧損性合同之撥備乃按終止合同的預期成本與繼續合同的預期成本淨額兩者中之較低者計量。確立撥備前，本集團確認與合同相關的資產的任何減值虧損。對於貨幣時間價值影響重大的，撥備以預計履行該責任的開支現值列賬。

如果經濟利益不大可能流出，或無法對有關數額作出可靠估計，則會將該責任披露為或然負債，除非經濟利益流出的可能性極微。其存在僅能以一宗或以上未來事件的發生與否來確定的潛在責任，除非經濟利益流出的可能性極微，否則亦披露為或然負債。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) **Property service fee, consulting service fee and community living service fee (formerly named as "property management service fee, property consulting service fee and community value-added service fee" respectively)**

These fees are recognised when services are rendered.

For property service income arising from properties managed under lump sum basis, where the Group acts as principal, the Group entitles to revenue at the value of property service fee received. For property service income arising from properties managed under commission basis, where the Group acts as an agent of the property owner, the Group entitles to revenue at a pre-determined percentage or fixed amount of the property service fees the property owners are obligated to pay.

For community living service income that involved sales of goods, the revenue of which is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership.

1 主要會計政策(續)

(u) 收入確認

收入按已收或應收代價的公平值計量。倘經濟利益可能流向本集團且能夠可靠計量收入及成本(倘適用)，則收入在損益中確認如下：

(i) **物業服務費、諮詢服務費及園區生活服務費(前稱分別為物業管理服務費、顧問諮詢服務費及園區增值服務費)**

該等費用於提供服務時確認。

以來自包幹制管理物業的物業管理服務收入而言，本集團作為委託人，有權按收取的物業服務費價值收取收入。就來自酬金制管理物業的物業服務收入而言，本集團作為物業業主代理，有權按預先訂明百分比或物業業主應支付的固定金額的物業管理費收取收入。

就銷售商品所涉的園區生活服務費而言，當貨品付運至客戶之物業，即客戶接納貨品以及擁有權之相關風險及回報時確認收益。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Revenue recognition (Continued)

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iii) Dividends

- Dividend income from unlisted investments is recognised when the equity shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(iv) Interest income

Interest income is recognised as it accrues using the effective interest method.

(v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are initially recognised as deferred income and consequently are effectively recognised in profit or loss as other income on a systematic basis over the useful life of the asset.

1 主要會計政策(續)

(u) 收入確認(續)

(ii) 經營租賃租金收入

經營租賃項下之應收租金收入乃於租賃期涵蓋之期間內以等額分期方式於損益確認，惟倘有其他基準更能代表使用租賃資產所得利益的模式則除外。授出之租賃優惠於損益確認為應收淨租賃付款總額的組成部分。或然租金於所賺取的會計期間確認為收入。

(iii) 股息

- 非上市投資的股息收入於權益股東收取股息的權利獲確定時確認。
- 上市投資的股息收入在該投資之股份價格除息時確認。

(iv) 利息收入

利息收入於產生時按實際利率法確認。

(v) 政府補助

倘可合理保證將收取政府補助且本集團將符合其附帶條件，則政府補助會初步於綜合財務狀況表中確認。用於補償本集團已產生開支的補助在開支產生的相同期間有系統地在損益中確認為收入。用於補償本集團資產成本的補助初始確認為遞延收入及因此實際在資產之可使用年期內按系統化基準作為其他收入於損益內確認。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

1 主要會計政策(續)

(w) 外幣換算

年內的外幣交易按交易日的匯率換算。以外幣為計值的貨幣資產及負債則按報告期末的匯率換算。匯兌盈虧於損益中確認。

以外幣按歷史成本計值的非貨幣性資產及負債，乃按交易日的匯率換算。以外幣計值及按公平值入賬的非貨幣性資產及負債乃按公平值計量之日的匯率換算。

海外業務之業績乃按交易日的相若匯率換算為人民幣。財務狀況表項目乃於報告期末的收市匯率換算為人民幣。匯兌差額乃於其他全面收入內確認，並於權益的匯兌儲備分開累計。

在出售海外業務時，與該海外業務相關的累計匯兌差額會在確認出售的損益時自權益重新分類至損益。

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(y) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

1 主要會計政策(續)

(x) 借款成本

收購、建設或生產並需要長時間才可以投入擬定用途或銷售的資產直接應佔的借款成本會資本化為資產成本的一部分。其他借款成本乃於產生期間列為開支。

屬於合資格資產成本一部分的借款成本在資產產生開支、借款成本產生及使資產投入原定用途或出售所必須的準備工作進行期間開始資本化。在使合資格資產投入原定用途或出售所必須的絕大部分準備工作中斷或完成時，借款成本便會暫停或停止資本化。

(y) 關連方

(a) 在以下情況下，某人士或其近親家庭成員與本集團有關聯：

- (i) 可控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 是本集團或本集團母公司的主要管理人員的成員。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(y) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

1 主要會計政策(續)

(y) 關連方(續)

- (b) 在以下任何情況下，某實體與本集團有關聯：
- (i) 該實體及本集團均是同一集團的成員公司(即母公司、附屬公司及同系附屬公司各自有關聯)。
 - (ii) 某實體是另一實體的聯營公司或合營企業(或另一實體為成員公司的某集團的成員公司的聯營公司或合營企業)。
 - (iii) 兩家實體均是同一第三方的合營企業。
 - (iv) 某實體是第三方實體的合營企業而另一實體則是該第三方實體的聯營公司。
 - (v) 該實體是旨在提供福利予本集團或與本集團有關聯的實體的僱員的離職後福利計劃。
 - (vi) 該實體受(a)項中所識別的人士控制或共同控制。
 - (vii) 在(a)(i)項中所識別的人士對該實體有重大影響力，或該人士是該實體(或是該實體的母公司)的主要管理人員的成員。
 - (viii) 向本集團或向本集團之母公司提供主要管理人員服務之實體或其所屬集團之任何成員公司。

某人士的近親家庭成員為在與實體交易時預期會影響該名人士或受到該名人士影響的家庭成員。

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1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in applying the Group's accounting policies, which are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

Notes 12 and 27 contain information about the assumptions and their risk factors relating to goodwill impairment and fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

1 主要會計政策(續)

(z) 分部呈報

經營分部及財務資料所呈列各分部的金額，乃從為向本集團各地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務資料中識別出來。

就財務申報而言，個別重大的經營分部不會合併計算，除非該等分部具有類似經濟特性，且在產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務所使用的方法及監管環境的性質等方面相似。倘個別不重大的經營分部符合大部分該等標準，則可進行合併計算。

2 會計判斷及估計

編製符合香港財務報告準則規定之財務資料須使用若干關鍵會計估計，管理層亦須於應用本集團會計政策過程中行使其判斷，有關政策會予以持續評估及基於過往經驗及於有關情況下相信為合理的其他因素，包括對未來事件的預期。

下列關鍵會計政策涉及編製財務資料時所用的最主要判斷和估計。

附註12和27載有假設及與金融工具商譽減值及公平值相關風險因素的資料。估計的不確定因素的其他主要來源如下：

2 ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

(i) Revenue recognition — estimated collection rate of property service fee

Property services are rendered to a large number of residential property owners in community projects and significant uncertainty may exist as to whether cash will be collected from each of these individual residential property owners for the rendering of property services by the Group. Management is required to exercise significant judgement to assess whether it is probable that the property owners will pay the property service fees due. This judgement is dependent on the property occupancy status (which includes whether the property is owner occupied, leased, under renovation, vacant or the owner cannot be contacted). Properties with different occupancy statuses have historically generated different average collection rates.

(ii) Impairment for trade and other receivables

The Group estimates impairment losses for trade and other receivables resulting from the inability of the customers to make the required payments. The Group bases the estimates on the ageing of the trade and other receivable balance, customer credit-worthiness, and historical write-off experience. If the financial condition of the customers were to deteriorate, actual write-offs would be higher than estimated.

(iii) Recognition of deferred tax assets

Deferred tax assets in respect of tax losses carried forward and deductible temporary differences are recognized and measured based on the expected manner of realisation or settlement of the carrying amount of the relevant assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting date. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require a significant level of judgement exercised by the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognized and hence the net profit in future years.

2 會計判斷及估計(續)

(i) 收入確認 — 物業服務費的估計收繳率

本集團向園區項目的大量住宅物業業主提供物業服務，但是否能夠就有關服務從個別住宅物業業主收取現金則存在重大不確定性。管理層須作出重大判斷，以評估業主是否很可能支付到期的物業管理費。有關判斷視乎本集團所編製物業資料摘要所載物業佔用狀態(包括物業是否為業主自用、租賃、翻新、空置或無法聯絡業主)。具有不同佔用狀態的物業在過去的平均收繳率各自不同。

(ii) 貿易及其他應收款項減值

本集團會估計客戶無法作出所需付款而導致的貿易及其他應收款項減值虧損。本集團以貿易及其他應收款項餘額的賬齡、客戶信譽及過往撇銷經驗等資料作為估計基礎。倘客戶的財務狀況轉壞，則實際撇銷數額將會高於估計。

(iii) 遞延所得稅的確認

有關已結轉稅項虧損及可抵扣暫時差額的遞延稅項資產，乃使用於結算日結束時已頒佈或實質頒佈的稅率，按照相關資產及負債賬面值的預期實現或結算方式確認及計量。在確定遞延稅項資產的賬面值時，會對預期應課稅利潤作出估計，當中涉及多項有關本集團經營環境的假設，並需要董事作出大量判斷。若該等假設及判斷出現任何變動，均會影響將予確認的遞延稅項資產的賬面值，繼而影響未來年度的純利。

2 ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

(iv) Impairment of non-current assets

If circumstances indicate that the carrying amounts of property, plant and equipment, interest in associates, interest in joint ventures and other financial assets may not be recoverable, the assets may be considered impaired and are tested for impairment. An impairment loss is recognised when the asset's recoverable amount has declined below its carrying amount. The recoverable amount is the greater of the fair value less costs to sell and value in use. In determining the recoverable amount which requires significant judgements, the Group estimates the future cash flows to be derived from continuing use and ultimate disposal of the asset and applies an appropriate discount rate to these future cash flows.

2 會計判斷及估計(續)

(iv) 非流動資產減值

當情況顯示物業、廠房及設備、於聯營公司的權益、於合營企業的權益及其他金融資產的賬面值可能無法收回，則該等資產會被視為已減值及進行測試減值。當資產的可收回金額下跌至低於其賬面值時，則會確認減值虧損。可收回金額為公平值減銷售成本與使用價值兩者中的較高者。於釐定須作出重大判斷之可收回金額時，本集團會估計持續使用及最終出售資產所產生之未來現金流量及採用合適貼現率貼現此等未來現金流量。

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3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are provision of property services, consulting services and community living services.

The amount of each significant category of revenue are as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Property services	物業服務		
Property management services	物業管理服務	3,559,644	2,619,927
		3,559,644	2,619,927
Consulting services	諮詢服務		
Property under construction services	在建物業服務	572,730	522,533
Management consulting services	管理諮詢服務	107,612	95,503
		680,342	618,036
Community living services (#)	園區生活服務 (#)		
Community products and services	園區產品及服務	186,361	113,338
Home living services	家居生活服務	71,075	64,620
Community space services	園區空間服務	121,486	58,816
Property asset management services	物業資產管理服務	500,986	236,171
Cultural & education services	文化教育服務	20,165	11,085
		900,073	484,030
		5,140,059	3,721,993

Community living services were re-categorised into five business service line items in 2017 due to the expansion of services.

No revenue from transaction with single external customer is amounted around 10% or more of the Group's revenue for each of the periods presented.

Further details regarding the Group's principal activities are disclosed below:

3 收入及分部呈報

(a) 收入

本集團的主要業務為提供物業服務、諮詢服務及園區生活服務。

各主要類別收入之金額如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Property services	物業服務		
Property management services	物業管理服務	3,559,644	2,619,927
		3,559,644	2,619,927
Consulting services	諮詢服務		
Property under construction services	在建物業服務	572,730	522,533
Management consulting services	管理諮詢服務	107,612	95,503
		680,342	618,036
Community living services (#)	園區生活服務 (#)		
Community products and services	園區產品及服務	186,361	113,338
Home living services	家居生活服務	71,075	64,620
Community space services	園區空間服務	121,486	58,816
Property asset management services	物業資產管理服務	500,986	236,171
Cultural & education services	文化教育服務	20,165	11,085
		900,073	484,030
		5,140,059	3,721,993

2017年，園區服務隨業務擴充而重新劃分為五個業務服務項目。

於相關期間，概無與單一外部客戶交易的收入佔本集團於各呈列期間的收入約10%或以上。

有關本集團主要業務的更多詳情於下文披露：

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting

The Group manages its businesses by geographical location. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following five reportable segments.

- Region 1: Hangzhou (include Yuhang)
- Region 2: Yangtze River Delta Region (include Ningbo)
- Region 3: Pearl River Delta Region
- Region 4: Bohai Economic Rim Region
- Region 5: Other Regions (including offshore locations)

Currently, the Group's activities are mainly carried out in the PRC.

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all non-current assets and current assets with the exception of deferred tax assets. Segment liabilities include trade payables, accruals of the individual segments and bank borrowings managed directly by the segments with exceptions of current taxation and deferred tax liabilities.

3 收入及分部呈報(續)

(b) 分部呈報

本集團按地理位置管理其業務。在與內部呈報予本集團最高行政管理人員作出資源分配及表現評估的資料所用的方式一致的情況下，本集團現有下列五個可呈報分部。

- 地區一：杭州(包括余杭)
- 地區二：長三角地區(包括寧波)
- 地區三：珠三角地區
- 地區四：環渤海經濟圈地區
- 地區五：其他地區(包括境外地區)

現時，本集團所有業務於中國進行。

(i) 分部業績、資產及負債

為就分部表現評核及分部間資源分配，本集團的高級管理人員按下列基準監督各可呈報分部的業績、資產及負債：

分部資產包括所有非流動資產及流動資產(遞延稅項資產除外)。分部負債包括貿易應付款項、個別分部的應計款項及由分部直接管理的銀行借款(即期稅項及遞延稅項負債除外)。

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

- (i) **Segment results, assets and liabilities** (Continued)
Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is profit before taxation. In addition to receiving segment information concerning profit before taxation, management is provided with segment information concerning revenue (including inter segment sales), interest income and expense from cash balances and borrowings managed directly by segments, depreciation and amortisation, impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2017 and 2016 is set out below:

3 收入及分部呈報(續)

(b) 分部呈報(續)

- (i) **分部業績、資產及負債(續)**
收入及開支乃經參考該等分部所產生的收入或該等分部產生或應佔折舊或攤銷產生的開支而分配至可呈報分部。

用於計量報告分部利潤的指標為除稅前利潤。除各分部的除稅前利潤外，管理層獲提供有關收入(包括分部間銷售)、由分部直接管理的現金結餘及借款產生的利息收入和開支、折舊、攤銷、減值虧損以及添置分部運營所用非流動分部資產的分部資料。分部間銷售是參照就類似訂單收取外部人士的價格而定的定價。

為就截至2017年及2016年12月31日止年度的資源分配及分部表現評核而向本集團最高行政管理人員提供的本集團可呈報分部資料載列如下：

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

3 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績、資產及負債(續)

		Year ended 31 December 2017 截至2017年12月31日止年度							
		Hangzhou		Yangtze River Delta Region		Pearl River Delta Region	Bohai Economic Rim Region 環渤海 經濟圈地區	Other Regions 其他地區	Total
		杭州		長三角地區		珠三角地區	經濟圈地區	其他地區	總計
		Hangzhou (exclude Yuhang) 杭州 (不包括 余杭)	Yuhang Region 余杭地區	Yangtze River Region (exclude Ningbo) 長三角地區 (不包括 寧波)	Ningbo Region 寧波地區				
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue from external customers	來自外部客戶收入	1,492,254	287,365	1,606,762	324,823	282,203	674,192	472,460	5,140,059
Inter-segment revenue	分部間收入	6,931	18,205	2,395	113	20	60	448	28,172
Reportable segment revenue	可呈報分部收入	1,499,185	305,570	1,609,157	324,936	282,223	674,252	472,908	5,168,231
Reportable segment profit	可呈報分部利潤	59,990	35,073	186,858	43,181	50,528	48,145	85,144	508,919
Interest income	利息收入	6,397	38	478	119	80	176	11,616	18,904
Interest expense	利息開支	-	-	-	-	-	-	-	-
Share of profits less losses of associates	分佔聯營公司利潤減虧損	8,470	-	-	-	-	-	(1,173)	7,297
Share of profits less losses of joint ventures	分佔合營企業利潤減虧損	306	-	-	-	-	-	-	306
Depreciation and amortisation for the year	年度折舊及攤銷	(32,079)	(538)	(2,196)	(423)	(274)	(1,754)	(2,912)	(40,176)
Reportable segment assets	可呈報分部資產	1,241,848	232,416	1,293,482	235,737	208,349	428,453	1,496,661	5,136,946
Including:	包括:								
Interest in joint ventures	於合營企業的權益	9,244	-	-	-	-	-	59,100	68,344
Interest in associates	於聯營公司的權益	47,959	-	-	-	-	-	442,200	490,159
Additions to property, plant and equipment and intangible assets during the year	年內添置物業、廠房及設備以及無形資產	75,381	2,645	19,130	5,683	2,373	6,719	7,025	118,956
Reportable segment liabilities	可呈報分部負債	1,433,648	130,848	825,305	137,204	114,920	203,208	201,618	3,046,751

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

3 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績、資產及負債(續)

		Year ended 31 December 2016 截至2016年12月31日止年度							
		Hangzhou		Yangtze River Delta Region		Pearl River Delta Region	Bohai Economic Rim Region 環渤海 經濟圈地區	Other Regions 其他地區	Total
		杭州		長三角地區		珠三角地區	經濟圈地區	其他地區	總計
		Hangzhou (exclude Yuhang) 杭州 (不包括 余杭)	Yuhang Region 余杭地區	Yangtze River Region (exclude Ningbo) 長三角地區 (不包括 寧波)	Ningbo Region 寧波地區				
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue from external customers	來自外部客戶收入	985,788	241,659	1,164,055	269,646	193,724	507,551	359,570	3,721,993
Inter-segment revenue	分部間收入	6,704	31	1,057	45	22	590	-	8,449
Reportable segment revenue	可呈報分部收入	992,492	241,690	1,165,112	269,691	193,746	508,141	359,570	3,730,442
Reportable segment profit	可呈報分部利潤	69,372	33,751	143,271	42,563	21,544	83,890	49,851	444,242
Interest income	利息收入	2,310	85	334	97	36	126	2,309	5,297
Interest expense	利息開支	(6,964)	-	-	-	-	-	-	(6,964)
Share of profits less losses of associates	分佔聯營公司利潤減虧損	4,428	-	-	-	-	-	-	4,428
Share of profits less losses of joint ventures	分佔合營企業利潤減虧損	(1,018)	-	-	-	-	-	-	(1,018)
Depreciation and amortisation for the year	年度折舊及攤銷	(9,912)	(468)	(2,211)	(457)	(331)	(662)	(752)	(14,793)
Reportable segment assets	可呈報分部資產	903,228	159,843	875,235	202,820	153,102	261,812	1,576,264	4,132,304
Including:	包括:								
Interest in joint ventures	於合營企業的權益	7,695	-	-	-	-	-	86,571	94,266
Interest in associates	於聯營公司的權益	32,443	-	-	-	-	-	-	32,443
Additions to property, plant and equipment during the year	年內添置物業、廠房及設備	205,160	1,494	6,443	1,712	1,552	1,658	1,437	219,456
Reportable segment liabilities	可呈報分部負債	1,187,308	90,745	567,586	133,260	101,602	71,138	156,368	2,308,007

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Revenue	收入		
Reportable segment revenue	可呈報分部收入	5,168,231	3,730,442
Elimination of inter-segment revenue	對銷分部間收入	(28,172)	(8,449)
Consolidated revenue (note 3(a))	綜合收入(附註3(a))	5,140,059	3,721,993
		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Profit	利潤		
Reportable segment profit	可呈報分部利潤	508,919	444,242
Elimination of inter-segment profits	對銷分部間利潤	-	-
Reportable segment profit derived from Group's external customers	來自集團外部客戶 可呈報分部利潤	508,919	444,242
Listing expenses	上市費用	-	(25,654)
Consolidated profit before taxation	除稅前綜合利潤	508,919	418,588

3 收入及分部呈報(續)

(b) 分部呈報(續)

(ii) 可呈報分部收入、損益、資產及負債的對賬

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (Continued)

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可呈報分部資產	5,136,946	4,132,304
Elimination of inter-segment receivables	對銷分部間應收款項	(1,069,972)	(860,289)
Deferred tax assets	遞延稅項資產	72,810	50,704
Consolidated total assets	綜合總資產	4,139,784	3,322,719

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	3,046,751	2,308,007
Elimination of inter-segment payables	對銷分部間應付款項	(1,069,972)	(860,289)
Current tax liabilities	即期稅項負債	167,471	118,461
Deferred tax liabilities	遞延稅項負債	3,816	10,804
Consolidated total liabilities	綜合總負債	2,148,066	1,576,983

3 收入及分部呈報(續)

(b) 分部呈報(續)

(ii) 可呈報分部收入、損益、資 產及負債的對賬(續)

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可呈報分部資產	5,136,946	4,132,304
Elimination of inter-segment receivables	對銷分部間應收款項	(1,069,972)	(860,289)
Deferred tax assets	遞延稅項資產	72,810	50,704
Consolidated total assets	綜合總資產	4,139,784	3,322,719
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	3,046,751	2,308,007
Elimination of inter-segment payables	對銷分部間應付款項	(1,069,972)	(860,289)
Current tax liabilities	即期稅項負債	167,471	118,461
Deferred tax liabilities	遞延稅項負債	3,816	10,804
Consolidated total liabilities	綜合總負債	2,148,066	1,576,983

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4 OTHER REVENUE AND OTHER NET INCOME 4 其他收入及其他淨收益

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Other revenue	其他收入		
Government grants (note (i))	政府補助(附註(i))	10,577	10,511
Others	其他	2,207	5,717
		12,784	16,228

(i) Government grants mainly represent unconditional discretionary financial support from local municipal government authorities.

(i) 政府補助主要指地方市政府機關提供的無條件酌情財務支持。

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Other net income	其他淨收益		
Net gain/(loss) on sale of property, plant and equipment	出售物業、廠房及設備收益/(虧損)淨額	382	(619)
Net realised and unrealised gains on FVTPL	按公平值計入損益的已實現和未實現淨收益	5,402	334
Net realised and unrealised gains on trading securities	買賣證券已實現和未實現淨收益	115	-
Net foreign exchange gains	外匯收益淨額	848	4,237
		6,747	3,952

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5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after (crediting)/charging:

5 稅前利潤

年內利潤已(計入)/扣除下列各項後達至：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
(a) Finance income/(costs)	(a) 融資收入/(成本)		
Interest income on listed debt instruments	上市債務工具利息收入	665	-
Interest income on bank deposits	銀行存款利息收入	18,239	5,297
Interest expense on bank loans	銀行貸款利息支出	-	(6,964)
Net finance income/(costs)	融資收入/(成本)淨額	18,904	(1,667)
(b) Staff costs	(b) 員工成本		
Salaries and other benefits	薪金及其他福利	1,453,608	1,097,631
Contributions to defined contribution scheme (note (i))	界定計劃供款 (附註(i))	216,435	163,227
		1,670,043	1,260,858
Included in:	計入：		
— Cost of sales	— 銷售成本	1,407,830	1,111,709
— Administrative expenses	— 行政開支	255,973	149,149
— Selling and marketing expenses	— 銷售和市場費用	6,240	-
		1,670,043	1,260,858

- (i) Employees of the Group's PRC subsidiaries are required to participate in a defined contribution scheme administered and operated by the local municipal government. The Group's PRC subsidiaries contribute funds which are calculated on certain percentages of the employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

The Group has no other material obligation for the payment of retirement benefits associated with these schemes beyond the annual contributions described above.

- (i) 本集團的中國附屬公司僱員須參加由地方市政府管理及運營的界定供款計劃。本集團的中國附屬公司乃按地方市政府同意的僱員薪金若干百分比向計劃供款，以撥支僱員退休福利。

除上述年度供款外，本集團概無其他與該等計劃相關的退休福利付款的重大責任。

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5 PROFIT BEFORE TAXATION (CONTINUED)

5 稅前利潤(續)

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
(c) Other items	(c) 其他項目		
Impairment losses	減值虧損		
— trade and other receivables (note 18(b))	— 貿易及其他應收款項 (附註18(b))	35,369	28,699
Depreciation of property, plant and equipment	物業、廠房及設備折舊	33,187	14,793
Amortisation of intangible assets	無形資產攤銷	6,989	—
Operating lease charges	經營租賃費用	67,876	42,357
Auditors' remuneration	核數師酬金		
— audit services	— 審核服務	3,600	4,400

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

6 綜合損益表的所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 於綜合損益表內的稅項代表：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Current tax	即期稅項		
PRC corporate income tax	中國企業所得稅	147,427	108,199
Under-provision in respect of prior years	過往年度撥備不足	2,161	2,178
		149,588	110,377
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差額的產生及撥回	(21,935)	5,122
Withholding tax on the profits of the Group's PRC subsidiaries (note (b)(iii))	本集團中國附屬公司利潤預扣稅(附註(b)(iii))	(10,804)	8,302
		(32,739)	13,424
		116,849	123,801

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

6 綜合損益表的所得稅(續)

(b) 稅項開支與按適用稅率計算的會計利潤之對賬：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Profit before taxation	除稅前利潤	508,919	418,588
Notional tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned (notes (i) and (ii))	按相關稅務司法權區利潤適用之稅率計算除稅前利潤之名義稅項(附註(i)及(ii))	124,978	107,331
Tax effect of non-deductible expenses, net of non-taxable income	不可扣稅開支之稅務影響，扣除非應課稅收入	5,617	1,698
Tax effect of deductible temporary difference utilised	動用可扣稅暫時差額之稅務影響	(176)	(2,683)
Tax effect of unused tax losses not recognised	未確認之未使用稅項虧損之稅務影響	2,049	9,563
Utilisation of tax loss previously not recognised	動用之前尚未確認之稅項虧損	(5,175)	(1,735)
Tax effect of share of results of associates and joint ventures	應佔聯營公司及合營企業業績之稅務影響	(1,801)	(853)
Withholding tax on the profits of the Group's PRC subsidiaries (note (iii))	本集團中國附屬公司利潤之預扣稅(附註(iii))	(10,804)	8,302
Under-provision in respect of prior years	過往年度撥備不足	2,161	2,178
Actual tax expense	實際稅項開支	116,849	123,801

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(Continued)

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and BVI.

The income tax rate applicable to Group entities incorporated in Hong Kong for the income subject to Hong Kong Profits Tax during the reporting period is 16.5% (2016: 16.5%). No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax during the above periods.

(ii) **PRC Corporate Income Tax**

The Group's PRC subsidiaries are subject to PRC income tax at 25% unless otherwise specified.

Among the subsidiaries of the Group, the respective tax authority in Hangzhou and Ningbo have approved an income tax rate of 20% for Hangzhou Greentown Vocational Training School and Ningbo Greentown Advertisement Company Limited for the years ended 31 December 2017 and 2016.

(iii) **PRC dividend withholding tax**

According to the Implementation Rules of the Corporate Income tax Law of the PRC, the Company's subsidiaries in the PRC are levied a 10% withholding tax on dividends declared to their foreign investment holding company arising from profit earned subsequent to 1 January 2008. As the Company controls the dividend policy of these subsidiaries in mainland China and the directors have determined that these retained profits of the Group's PRC subsidiaries are not likely to be distributed in the foreseeable future, the Group didn't recognise additional deferred tax liabilities on PRC dividend withholding taxes as at 31 December 2017 and the remaining deferred tax liabilities of RMB10,804,000 previously recognised as at 31 December 2016 was reversed in 2017.

6 綜合損益表的所得稅(續)

(b) 稅項開支與按適用稅率計算的會計利潤之對賬：(續)

- (i) 根據開曼群島及英屬維京群島(「英屬維京群島」)的規則及規例，本集團毋須繳交任何開曼群島及英屬維京群島的所得稅。

於香港註冊成立的集團實體須就報告期間繳納香港利得稅的收入之適用所得稅稅率為16.5%(2016年：16.5%)。由於本集團於上述期間並無賺取任何須繳納香港利得稅的收入，故本集團並無就香港利得稅作出撥備。

(ii) **中國企業所得稅**

除另有指明外，本集團的中國附屬公司須按所得稅稅率25%繳稅。

截至2017年及2016年12月31日止年度，在本集團的附屬公司中，杭州及寧波的稅務機關各自向杭州市綠城職業培訓學校及寧波綠城廣告有限公司批出20%的所得稅稅率。

(iii) **中國股息預扣稅**

根據《中華人民共和國企業所得稅法實施條例》，就2008年1月1日後賺取的利潤而言，本公司中國附屬公司須就向外商投資控股公司宣派的股息繳付10%的預扣稅。由於本公司控制該等於中國大陸附屬公司之股息政策及董事已釐定本集團之中國附屬公司之該等保留利潤於可預見未來不大可能分派，於2017年12月31日，本集團並無就中國股息預扣稅確認額外遞延稅項負債，而先前於2016年12月31日確認的餘下遞延稅項負債人民幣10,804,000元於2017年撥回。

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7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

7 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部，董事酬金披露如下：

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	2017 Total
		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
Chairlady	主席					
Ms. Li Hairong	李海榮女士	-	1,089	1,720	-	2,809
Executive directors	執行董事					
Mr. Yang Zhangfa	楊掌法先生	-	909	1,400	75	2,384
Mr. Wu Zhihua	吳志華先生	-	759	1,100	75	1,934
Mr. Chen Hao	陳浩先生	-	629	913	-	1,542
Non-executive directors	非執行董事					
Mr. Shou Bainian	壽柏年先生	180	-	-	-	180
Ms. Xia Yibo	夏一波女士	180	-	-	-	180
Independent non-executive directors	獨立非執行董事					
Mr. Tian Zaiwei (resigned on 5 December 2017)	田在璋先生(於2017年12月5日辭任)	165	-	-	-	165
Mr. Poon Chiu Kwok	潘昭國先生	180	-	-	-	180
Mr. Wong Ka Yi	黃嘉宜先生	180	-	-	-	180
Mr. Li Feng (appointed on 5 December 2017)	李風先生(於2017年12月5日獲委任)	15	-	-	-	15
		900	3,386	5,133	150	9,569

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7 DIRECTORS' EMOLUMENTS (CONTINUED)

7 董事酬金(續)

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	2016 Total
		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
Chairlady	主席					
Ms. Li Hairong	李海榮女士	-	311	600	-	911
Executive directors	執行董事					
Mr. Yang Zhangfa	楊掌法先生	-	250	432	70	752
Mr. Wu Zihua	吳志華先生	-	250	285	70	605
Mr. Chen Hao	陳浩先生	-	191	312	-	503
Non-executive directors	非執行董事					
Mr. Shou Bainian	壽柏年先生	85	-	-	-	85
Ms. Xia Yibo	夏一波女士	85	-	-	-	85
Independent non-executive directors	獨立非執行董事					
Mr. Tian Zaiwei	田在璋先生	85	-	-	-	85
Mr. Poon Chiu Kwok	潘昭國先生	85	-	-	-	85
Mr. Wong Ka Yi	黃嘉宜先生	85	-	-	-	85
		425	1,002	1,629	140	3,196

(i) There were no emoluments during the above periods paid by the Group to the directors or any of the five highest paid individuals set out in note 8 below as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no director has waived or agreed to waive any emoluments during the above periods.

(ii) Discretionary bonus is determined by reference to the performance of individuals and the Group.

(i) 於上述期間，本集團概無向董事或下文附註8所述的五位最高薪人士支付任何酬金，作為邀請彼等加入或加入本集團後的獎勵或離職補償。此外，於上述期間，概無董事放棄或同意放棄任何酬金。

(ii) 酌情花紅乃按個人及本集團表現而釐定。

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8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (2016: three) are directors whose emoluments are disclosed in note 7. The emoluments in respect of the other one (2016: two) individuals are as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Salaries, allowance, and benefits-in-kind	薪金、津貼及實物福利	212	336
Discretionary bonuses	酌情花紅	1,166	1,567
Retirement scheme contributions	退休計劃供款	-	70
		1,378	1,973

The emoluments of the above individuals with the highest emoluments are within the following bands:

		2017 2017年 Number of individuals 人數	2016 2016年 Number of individuals 人數
Nil — HKD1,000,000	零至1,000,000港元	-	1
HKD1,000,001 — HKD1,500,000	1,000,001港元至1,500,000港元	-	1
HKD1,500,001 — HKD2,000,000	1,500,001港元至2,000,000港元	1	-

8 最高薪人士

五名最高薪人士中，四人(2016年：三人)為董事，彼等的酬金於附註7披露。其餘一名(2016年：兩名)人士的酬金載列如下：

上述最高薪人士的酬金範圍如下：

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9 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB387,483,000 (2016: RMB285,540,000) and the weighted average of 2,777,776,000 ordinary shares (2016: 2,367,637,290 shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

		2017 2017年	2016 2016年
Issued ordinary shares at 1 January (note 25 (c)(i))	於1月1日已發行普通股 (附註25(c)(i))	2,777,776,000	1,000,000,000
Effect of capitalisation issue on 12 July 2016 (note 25 (c)(ii))	於2016年7月12日資本化 發行之影響(附註25(c)(ii))	-	1,000,000,000
Effect of issue of shares upon initial public offering on 12 July 2016 (note 25 (c)(iii))	於2016年7月12日首次公開 發售後發行股份之影響 (附註25(c)(iii))	-	367,637,290
Weighted average number of ordinary shares at 31 December	於12月31日之普通股 加權平均數	2,777,776,000	2,367,637,290

The weighted average number of shares in issue during the year ended 31 December 2016 is determined based on the assumption that 1,000,000,000 ordinary shares of the Company issued pursuant to a capitalisation issue, as if these shares were outstanding throughout the year of 2016.

There were no dilutive potential ordinary shares during the years ended 31 December 2017 and 2016 and, therefore, diluted earnings per share are the same as the basic earnings per share.

9 每股盈利

每股基本盈利乃根據年內本公司權益股東應佔利潤人民幣387,483,000元(2016年：人民幣285,540,000元)及已發行普通股加權平均數2,777,776,000股(2016年：2,367,637,290股)計算，有關計算方式如下：

普通股加權平均數

截至2016年12月31日止年度，已發行股份加權平均數乃基於本公司根據資本化發行所發行的1,000,000,000股普通股之假設而釐定，猶如該等股份於2016年全年已發行在外。

截至2017年及2016年12月31日止年度並無具攤薄潛力的普通股，因此，每股攤薄盈利與每股基本盈利相同。

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10 PROPERTY, PLANT AND EQUIPMENT

10 物業、廠房及設備

		Buildings	Leasehold improvements	Office equipment and furniture	Motor vehicles	Software	Construction-in-progress	Total
		樓宇	租賃物業裝修	辦公室設備及家具	汽車	軟件	在建工程	總計
		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
Cost:	成本：							
At 1 January 2016	於2016年1月1日	35,954	17,500	31,514	16,208	7,742	-	108,918
Additions	添置	171,330	6,786	15,953	1,575	6,054	17,758	219,456
Disposal of subsidiaries	出售附屬公司	-	-	(114)	-	(396)	-	(510)
Disposals	出售	(3,980)	-	(1,019)	(98)	-	-	(5,097)
At 31 December 2016	於2016年12月31日	203,304	24,286	46,334	17,685	13,400	17,758	322,767
At 1 January 2017	於2017年1月1日	203,304	24,286	46,334	17,685	13,400	17,758	322,767
Additions	添置	-	28,368	49,287	2,201	-	-	79,856
Acquisition of subsidiaries	收購附屬公司	-	7,936	5,235	1,134	-	-	14,305
Disposal of subsidiaries	出售附屬公司	-	-	(14)	-	-	-	(14)
Disposals	出售	-	-	(3,525)	(1,141)	-	-	(4,666)
Reclassification	重新分類	-	-	-	-	(13,400)	(10,254)	(23,654)
Construction-in-progress	在建工程	-	-	5,378	-	-	(5,378)	-
At 31 December 2017	於2017年12月31日	203,304	60,590	102,695	19,879	-	2,126	388,594
Accumulated depreciation:	累計折舊：							
At 1 January 2016	於2016年1月1日	(9,569)	(9,637)	(18,065)	(6,347)	(1,690)	-	(45,308)
Charge for the year	年度支出	(1,656)	(4,421)	(5,400)	(1,528)	(1,788)	-	(14,793)
Written back on disposals	出售撥回	858	-	841	95	-	-	1,794
Disposal of subsidiaries	出售附屬公司	-	-	3	-	8	-	11
At 31 December 2016	於2016年12月31日	(10,367)	(14,058)	(22,621)	(7,780)	(3,470)	-	(58,296)
At 1 January 2017	於2017年1月1日	(10,367)	(14,058)	(22,621)	(7,780)	(3,470)	-	(58,296)
Charge for the year	年度支出	(10,511)	(10,965)	(9,919)	(1,792)	-	-	(33,187)
Written back on disposals	出售撥回	-	-	2,370	976	-	-	3,346
Reclassification	重新分類	-	-	-	-	3,470	-	3,470
Disposal of subsidiaries	出售附屬公司	-	-	4	-	-	-	4
At 31 December 2017	於2017年12月31日	(20,878)	(25,023)	(30,166)	(8,596)	-	-	(84,663)
Net book value:	賬面淨值：							
At 31 December 2017	於2017年12月31日	182,426	35,567	72,529	11,283	-	2,126	303,931
At 31 December 2016	於2016年12月31日	192,937	10,228	23,713	9,905	9,930	17,758	264,471

Buildings of the Group are all located in the PRC. No property, plant and equipment of the Group was pledged as collateral for the Group's borrowings.

As at 31 December 2017, certain buildings with carrying value of RMB19,720,511 (2016: RMB21,194,000) had no property certificates due to the collectively-owner right.

本集團所有樓宇均位於中國。本集團概無物業、廠房及設備已抵押作為本集團借款的抵押品。

於2017年12月31日，賬面值為人民幣19,720,511元(2016年：人民幣21,194,000元)之若干樓宇因集體擁有權而並無業權證。

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11 INTANGIBLE ASSETS

11 無形資產

		Software 軟件 RMB'000 人民幣千元	Customer relationship 客戶關係 RMB'000 人民幣千元	Property management contracts 物業管理合約 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：				
At 1 January 2017	於2017年1月1日	-	-	-	-
Acquired from acquisition of subsidiaries (note 26(a))	收購附屬公司取得(附註26(a))	560	9,600	4,833	14,993
Additions	添置	39,100	-	-	39,100
Reclassification	重新分類	13,400	-	-	13,400
At 31 December 2017	於2017年12月31日	53,060	9,600	4,833	67,493
Accumulated amortisation:	累計攤銷：				
At 1 January 2017	於2017年1月1日	-	-	-	-
Reclassification	重新分類	(3,470)	-	-	(3,470)
Charge for the year	年度支出	(4,285)	(664)	(2,040)	(6,989)
At 31 December 2017	於2017年12月31日	(7,755)	(664)	(2,040)	(10,459)
Net book value:	賬面淨值：				
At 31 December 2017	於2017年12月31日	45,305	8,936	2,793	57,034
At 31 December 2016	於2016年12月31日	-	-	-	-

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12 GOODWILL

12 商譽

RMB'000
人民幣千元

Cost:	成本：	
At 1 January 2017	於2017年1月1日	-
Arising on acquisition of subsidiaries (note 26(a))	於收購附屬公司時產生(附註26(a))	79,422
At 31 December 2017	於2017年12月31日	79,422
Impairment:	減值：	
At 31 December 2017	於2017年12月31日	-
Carrying values:	賬面值：	
At 1 January 2017	於2017年1月1日	-
At 31 December 2017	於2017年12月31日	79,422

Impairment of cash-generating units containing goodwill

For the purpose of impairment testing of goodwill, goodwill is allocated to a group of cash-generating units (being subsidiaries acquired in each acquisition). Such group of cash-generating units represents the lowest level within the Group at which the goodwill is monitored for internal management purposes.

The recoverable amount of the cash-generating units is determined based on value-in-use calculations. These calculations use cash flow projections primarily based on the respective financial budgets of the cash-generating units covering a five-year period estimated and approved by management. Cash flows beyond the five-year period are extrapolated to be similar to that of the respective final forecast years on existing service capacity. The pre-tax discount rate of 13.11% reflects current market assessment of the time value of money and specific risks relating to the Group.

現金產生單位(包含商譽)減值

為進行商譽減值測試，商譽會分配至一組現金產生單位(即在每宗收購中購入的附屬公司)。這些現金產生單位組亦即本集團為內部管理目的監察商譽的最低層次。

現金產生單位的可收回金額是按照現金產生單位的使用價值計算。該等計算使用的現金流推算主要基於經管理層估計及核准的各現金產生單位五年期財務預算，超過5年財務預算之後年份的現金流量均保持穩定，對可收回金額的預計結果並沒有導致確認減值損失。本集團使用反映當前市場對貨幣時間價值和本集團行業特殊風險之稅前貼現率，稅前貼現率為13.11%。

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13 INTEREST IN ASSOCIATES

13 於聯營公司的權益

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Investment in associates	於聯營公司之投資		
— Costs of investment, unlisted	— 非上市投資成本	121,079	22,704
— Share of post-acquisition results, net of dividends received	— 應佔收購後業績(經扣除已收股息)	12,429	5,132
— Share of reserve of associates	— 應佔聯營公司儲備	95	95
— Share of other comprehensive income of a associate	— 應佔一間聯營公司其他全面收益	(1,362)	—
— Goodwill	— 商譽	46	4,512
		132,287	32,443
Convertible notes issued by an associate (note (ii))	一間聯營公司發行之可換股票據(附註(ii))	357,872	—
		490,159	32,443

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13 INTEREST IN ASSOCIATES (CONTINUED)

The following list contains only the particulars of material associates of the Group, all of which are unlisted corporate entities whose quoted market price is not available:

13 於聯營公司的權益(續)

下表僅列出均為非上市企業實體且並無市場報價之本集團主要聯營公司之資料：

Name of associate 合營企業名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered/ issued capital 註冊/ 已發行資本	Effective interest held by the Group 本集團持有的實際權益		Principal activity 主要業務
				At 31 December 於12月31日	2016 2016年	
Yiwu State-owned Greentown Property Services Company Limited 義烏市國資綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB3,000,000 人民幣3,000,000元	40%	40%	Property management 物業管理
Shanghai Xinhua Greentown Property Services Company Limited ("Shanghai Xinhua") 上海新湖綠城物業服務有限公司 (「上海新湖」)	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	40%	40%	Property management 物業管理
Shenyang Xinhua Greentown Property Services Company Limited 瀋陽新湖綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	40%	40%	Property management 物業管理
Jiaxing Xinhua Greentown Property Services Company Limited 嘉興新湖綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB500,000 人民幣500,000元	40%	40%	Property management 物業管理
Quzhou Xinhua Greentown Services Company Limited 衢州新湖綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB500,000 人民幣500,000元	40%	40%	Property management 物業管理
Jurong Xinhua Baohua Conference Center Company Limited 句容新湖寶華會議中心有限公司	Incorporated 註冊成立	the PRC 中國	RMB100,000 人民幣100,000元	40%	40%	Meeting and banquet services 會議及宴會服務
Zhejiang Xinhua Greentown Property Services Company Limited ("Zhejiang Xinhua") 浙江新湖綠城物業服務有限公司 (「浙江新湖」)	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	40%	40%	Property management 物業管理

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13 INTEREST IN ASSOCIATES (CONTINUED)

13 於聯營公司的權益(續)

Name of associate 合營企業名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered/ issued capital 註冊/ 已發行資本	Effective interest held by the Group At 31 December 本集團持有的實際權益 於12月31日	Principal activity 主要業務
				2017 2017年	2016 2016年
Hangzhou Lvman Technology Company Limited ("Lvman Technology") 杭州綠漫科技有限公司(「綠漫科技」)	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	20%	20% I.T. services Technical consultation 信息技術服務技術諮詢
Zhejiang Greentown Uoko Asset Management Company Limited ("Greentown Uoko") 浙江綠城優客資產管理有限公司(「綠城優客」)	Incorporated 註冊成立	the PRC 中國	RMB30,000,000 人民幣30,000,000元	40%	40% Investment consultant service, asset management service 投資顧問服務、資產管理服務
Zhangjiang Communications Investment Greentown Property Service Company Limited (formerly known as "Zheyuan Property Management Company Limited") ("Communications Investment Greentown") (note (i)) 浙江交投綠城物業服務有限公司(原名「浙元物業管理有限公司」)(「交投綠城」)(附註(i))	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	40%	40% Property management 物業管理
China CVS Holdings Limited ("China CVS") (note (ii))	Incorporated	BVI	USD50,000 ordinary share of USD0.0001 each	34.28%	- Commodity Sales
China CVS Holdings Limited (「China CVS」)(附註(ii))	註冊成立	英屬維京群島	50,000美元 每股0.0001美元之普通股		商品銷售
Zhejiang Greentown Lvfa Property Management Company Limited ("Greentown Lvfa PM") (note 26b(i)) 浙江綠城綠發物業服務有限公司(「綠城綠發物業服務」)(附註26b(i))	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	15%	51% Property management (subsidiaries) (附屬公司) 物業管理

* All the PRC entities are limited liability companies. The English translation of the company name is for reference only. The official names of these companies are in Chinese.

* 所有中國實體為有限責任公司。公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

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13 INTEREST IN ASSOCIATES (CONTINUED)

- (i) In June 2016, the Group entered into an equity transfer agreement with a third party to acquire 40% equity interests in Communications Investment Greentown for a cash consideration of RMB2,276,000. After the acquisition, Communications Investment Greentown became an associate of the Group.
- (ii) On 28 September 2017, the Group entered into a share purchase agreement with China CVS to subscribe for 3,500,000 shares of China CVS at a consideration of USD13,300,000 (equivalent to approximately RMB88,136,000), which accounted for 34.28% of the issued shares of China CVS.

On 27 October 2017, China CVS issued convertible notes to the Company for a principal amount of USD54,000,000 (equivalent to approximately RMB358,858,000). The convertible notes bear interest at 6% per annum and have a two-year conversion period of from 27 October 2018 to 27 October 2020 (the "Conversion Period").

The Group can, at any time during the Conversion Period, opt to convert all the convertible notes into ordinary shares of China CVS at a conversion price determined in accordance with the terms of convertible note purchase agreement dated 27 October 2017. If the Group were to exercise the conversion rights, the total shares that could be owned by the Group can not exceed the total of shares owned by other two shareholders. In addition, a shareholder resolution shall be valid and effective when being passed by a simple majority. As a result, the Group could not be able to have a controlling interest in China CVS after taking into account the potential voting rights arising from the convertible option.

As at 31 December 2017, the Group has 34.28% voting power in the board of director of China CVS, the Group accounted for the investment as an investment in associates.

The convertible notes are compound financial instruments and designated by management of the Group as FVTPL. As at 31 December 2017, the fair value of the convertible notes was USD54,769,000 (equivalent to approximately RMB357,872,000), which had been determined based on the valuation performed by an independent qualified appraiser (see note 27(e)).

13 於聯營公司的權益(續)

- (i) 於2016年6月，本集團與獨立第三方訂立股權轉讓協議，以現金代價人民幣2,276,000元收購交投綠城40%股權。於收購後，交投綠城成為本集團的聯營公司。
- (ii) 於2017年9月28日，本集團與China CVS訂立股份購買協議，以代價13,300,000美元(相當於約人民幣88,136,000元)認購3,500,000股China CVS股份，其佔China CVS已發行股份之34.28%。

於2017年10月27日，China CVS向本公司發行本金額為54,000,000美元(相當於約人民幣358,858,000元)之可換股票據。該等可換股票據按年利率6%計息，轉換期自2018年10月27日起至2020年10月27日止為期兩年(「轉換期」)。

本集團有權於轉換期內隨時按日期及可換股承兌票據2017年10月27日之可換股票據購買協議之條款釐定之換股價將全部可換股票據轉換為China CVS之普通股。倘本集團行使轉換權，本集團擁有之股份總數不會超過其他兩名股東所擁有之股份總數。此外，當由簡單大多數通過時，股東決議案將為有效及生效。因此於計及因換股權產生之潛在投票權後，本集團未能夠於China CVS中擁有控制性權益。

於2017年12月31日，本集團於China CVS董事會擁有34.28%投票權，本集團將該投資列作於聯營公司之投資。

該等可換股票據為複合式金融工具，本集團管理層將其指定為按公平值計入損益。於2017年12月31日，該等可換股票據之公平值為54,769,000美元(相當於約人民幣357,872,000元)，其乃根據一家獨立合資格估值師進行之估值釐定(見附註27(e))。

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13 INTEREST IN ASSOCIATES (CONTINUED)

- (iii) As set out in note 26(b)(i), the Group disposed of 36% equity interests in Greentown Lvfa PM at a cash consideration of RMB3,600,000 in 2017. After the disposal, the Group still has a director in Lvfa and Lvfa became an associate of the Group.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

Summarised financial information of China CVS, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

13 於聯營公司的權益(續)

- (iii) 誠如附註26(b)(i)所述，於2017年，本集團以現金代價人民幣3,600,000元將綠城綠發物業服務之36%股權出售。於出售後，本集團於綠發仍有一名董事，而綠發成為本集團之聯營公司。

所有上述聯營公司均採用權益法於綜合財務報表入賬。

China CVS之財務資料概要(已就會計政策任何差異作出調整)及綜合財務報表賬面值之對賬披露如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Gross amounts of the associate's	該聯營公司有關項目之總額		
Current assets	流動資產	204,881	-
Non-current assets	非流動資產	613,831	-
Current liabilities	流動負債	180,799	-
Non-current liabilities	非流動負債	391,916	-
Equity	股權	245,997	-
Revenue	收益	74,514	-
Loss for the year	年內虧損	(3,422)	-
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	(3,422)	-
Included in the above current assets:	計入上述流動資產：		
Cash and cash equivalents	現金及現金等價物	73,139	-
Reconciled to the Group's investment in the associate	與本集團於該聯營公司投資之對賬		
Gross amount of net assets of the associate	該聯營公司資產淨值總額	245,997	-
Group's effective interest	本集團實際權益	34.28%	-
Carrying amount in the consolidated financial information	綜合財務資料內的賬面值	84,328	-

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13 INTEREST IN ASSOCIATES (CONTINUED)

Aggregate information of associates that are not individually material:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表內個別非重大聯營公司的總賬面值	47,959	32,443
Aggregate amounts of the Group's share of those associates' gains from operations	本集團應佔該等聯營公司經營產生的收益的總金額	8,470	4,428

13 於聯營公司的權益(續)

個別並不重大的聯營公司的綜合資料：

14 INTEREST IN JOINT VENTURES

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Costs of investment, unlisted	非上市投資成本	87,567	96,313
Share of post-acquisition results, net of dividends received	應佔收購後業績 (經扣除已收股息)	(2,300)	(2,606)
Share of other comprehensive income of a joint venture	應佔一間合營企業之 其他全面收益	(18,818)	-
Goodwill	商譽	1,895	559
		68,344	94,266

14 於合營企業的權益

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14 INTEREST IN JOINT VENTURES (CONTINUED)

The following list contains only the particulars of joint ventures, which is accounted for using the equity method in the consolidated financial statements, are as follows:

14 於合營企業的權益(續)

下表僅列出採用權益法於綜合財務報表入賬的合營企業之資料：

Name of joint venture 合營企業名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group At 31 December 本集團持有的實際權益 於12月31日		Principal activity 主要業務
				2017 2017年	2016 2016年	
Shanghai Huamu Greentown Property Management Company Limited 上海花木綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB1,000,000 人民幣 1,000,000元	50%	50%	Property management 物業管理
Anhui Yanye Greentown Property Management Company Limited 安徽鹽業綠城物業服務有限公司	Incorporated 註冊成立	the PRC 中國	RMB3,000,000 人民幣 3,000,000元	60%	60%	Property management 物業管理
Jinan High-tech Greentown Property Management Company Limited 濟南高新綠城物業管理有限公司	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣 10,000,000元	51%	51%	Property management 物業管理
Xiangtan Chengfa Greentown Property Service Company Limited ("Xiangtan Chengfa") 湘潭市城發綠城物業服務有限公司 (「湘潭市城發」)	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣 5,000,000元	51%	51%	Property management 物業管理
Sensegain King (Hong Kong) Limited ("Sensegain King") (note (i)) 盛世金(香港)有限公司 (「盛世金」)(附註(i))	Incorporated 註冊成立	Hong Kong 香港	HKD50 million ordinary share of HKD1 each 50百萬港元 每股1港元之 普通股 USD29,780,000 preference shares of USD1 each 29,780,000美元 每股1美元之 優先股	40.30%	45.66%	Investment holding 投資控股

* All the PRC entities are limited liability companies. The English translation of the company name is for reference only. The official names of these companies are in Chinese.

* 所有實體為中國有限責任公司。公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

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14 INTEREST IN JOINT VENTURES (CONTINUED)

- (i) Sensegain King is a joint venture in which the Group has joint control through its acquisition of 45.66% interest in its preference shares on 20 December 2016. As at 31 December 2017, the percentage decreased to 40.30% because of new shareholders invested into preference shares of Sensegain King in July 2017. Sensegain King is an investment vehicle structured for the purpose of investing in common shares of an unlisted big-data company in the United States. As at 31 December 2017, the ordinary share capital of HKD50 million has not been fully paid up and the preference share capital of USD29,780,000 has been fully paid up.

Furthermore, major operating decisions of Sensegain King and the eventual disposal of the common shares of the big-data company requires the unanimous approval of the ordinary and preference shareholders.

As at 31 December 2017, Sensegain King only made equity investment in the big-data company. According to a shareholders agreement, the Group is only responsible for the proportionate share of the profit and loss, assets and liabilities arising from its indirect investment in the common shares of the big-data company.

All of the above joint ventures in which the Group participates are unlisted corporate entities with no quoted market prices available.

14 於合營企業的權益(續)

- (i) 盛世金為合營企業，本集團透過於2016年12月20日收購盛世金優先股45.66%權益而擁有共同控制權。於2017年12月31日，持股比例降低至40.30%，原因是新股東於2017年7月投資盛世金優先股。盛世金為投資結構實體，以投資於美國非上市大數據公司的普通股。於2017年12月31日，普通股股本50百萬港元尚未全額繳足，而優先股股本29,780,000美元已獲全額繳足。

此外，盛世金之主要營運決策及出售大數據公司之普通股須經普通股及優先股股東一致批准。

於2017年12月31日，盛世金僅向大數據公司作出股權投資。根據股東協議，本集團僅負責按比例分攤其間接投資於大數據公司普通股產生之損益、資產及負債。

所有上述本集團參與的合營企業均為非上市企業實體，且並無市場報價。

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14 INTEREST IN JOINT VENTURES (CONTINUED)

Summarised unaudited financial information of Sensegain King, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

14 於合營企業的權益(續)

盛世金之未經審核財務資料概要(已就會計政策任何差異作出調整)及綜合財務報表賬面值之對賬披露如下:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Gross amounts of the Sensegain King's	盛世金有關項目之總額		
Current assets	流動資產	11	189,600
Non-current assets	非流動資產	146,621	-
Current liabilities	流動負債	49	18
Equity	股權	146,583	189,582
Revenue	收益	-	-
Loss for the year	年內虧損	(65)	-
Other comprehensive income	其他全面收益	(42,934)	-
Total comprehensive income	全面收益總額	(42,999)	-
Included in the above current assets:	計入上述流動資產:		
Cash and cash equivalents	現金及現金等價物	10	189,600
Reconciled to the Group's interest in Sensegain King	本集團於盛世金權益的對賬		
Gross amount of Sensegain King's net assets	盛世金的資產淨值總額	146,583	189,582
Group's effective interest	本集團實際權益	40.30%	45.66%
Others	其他	27	-
Carrying amount in the consolidated financial information	綜合財務資料的賬面值	59,100	86,571

Aggregate information of joint ventures that are not individually material:

個別並不重大的合營企業的綜合資料:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	綜合財務報表內個別非重大合營企業的總賬面值	9,244	7,695
Aggregate amounts of the Group's share of those joint ventures' gains/(losses) from operations	本集團應佔該等合營企業經營產生的收益/(虧損)的總金額	306	(1,018)

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15 OTHER FINANCIAL ASSETS

15 其他金融資產

		At 31 December 2017 於2017年 12月31日 RMB'000 人民幣千元	At 31 December 2016 於2016年 12月31日 RMB'000 人民幣千元
Non-current 非流動			
— Unlisted equity financial instruments available-for-sale (note (i))	— 可供出售非上市股本金融工具 (附註(i))	50,153	—
— Listed held-to-maturity debt investments (note (ii))	— 上市持有至到期債務投資 (附註(ii))	62,602	—
		112,755	—
Current 流動			
— FVTPL — treasury products (note (iii))	— 按公平值計入損益 — 資金產品 (附註(iii))	9,420	—
— Listed held-to-maturity debt investments (note (ii))	— 上市持有至到期債務投資 (附註(ii))	16,336	—
— Listed trading securities (note (iv))	— 上市交易證券 (附註(iv))	3,476	—
		29,232	—

(i) The unlisted equity financial instruments represent investment in equity interest of a private entity established in the PRC. The unlisted equity financial instruments are measured at cost less impairment at the end of the reporting period because the directors of the Group are of the opinion that their fair value cannot be measured reliably.

(ii) The listed debt investments are measured at amortised cost using an effective interest rate of 3.32% to 9.71% per annum.

(i) 非上市股本金融工具指對於中國成立之一間私營實體之股權投資。於各報告期末，非上市股本金融工具按成本減減值計量，原因是本集團董事認為，其公平值無法可靠計量。

(ii) 上市債務投資運用實際年利率3.32%至9.71%按攤銷成本計量。

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15 OTHER FINANCIAL ASSETS (CONTINUED)

- (iii) These financial assets represent certain treasury products issued by certain financial institutions and were purchased at the end of the reporting period. Their fair values approximates to their carrying amounts as at respective year end date.
- (iv) The trading securities represent listed equity securities in Hong Kong. The fair values of the equity securities held for trading were determined based on the quoted market prices in an active market.

The Group's exposure to credit and market risks and fair value information relating to FVTPL, available-for-sale, and trading securities are disclosed in note 27.

16 PREPAYMENTS

15 其他金融資產(續)

- (iii) 該等金融資產指由若干金融機構發行並於各報告期末購買的若干資金產品。其公平值於各年度及日期與其賬面值相若。
- (iv) 交易證券指於香港的上市股本證券。持作交易的股本證券的公平值乃根據於活躍市場的市場報價釐定。

本集團的信貸及市場風險及與按公平值計入損益、可供出售及交易證券相關的公平值資料於附註27披露。

16 預付款項

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Prepayments for acquisition of an associate (note (i))	收購聯營公司預付款項(附註(i))	-	3,459
Prepayments for acquisition of a subsidiary	收購附屬公司預付款項	315	-
Prepayments for purchase of unlisted available-for-sale equity financial instruments (note (ii))	購買非上市可供出售股本金融工具預付款項(附註(ii))	-	24,300
Prepayments for purchase of software	購買軟件預付款項	18,655	-
		18,970	27,759

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16 PREPAYMENTS (CONTINUED)

- (i) On 21 October 2016, the Group entered into an agreement for capital injection of RMB3,459,000 to acquire a 49% equity interests of Anhui Shengan Greentown Property Service Company Limited. The consideration was prepaid before 31 December 2016. The acquisition was completed on 17 February 2017.
- (ii) In November 2016, the Group entered into a limited partnership agreement with third parties for a purchase of 50% equity interests in the limited partnership of Jiaxin Youfu Investment Partnership. A total amount of RMB24,300,000 was prepaid before 31 December 2016. The transaction was completed on 13 June 2017.

16 預付款項(續)

- (i) 於2016年10月21日，本集團訂立協議，以現金注資人民幣3,459,000元收購安徽盛安綠城物業管理有限公司49%股權。代價已於2016年12月31日前預付。該項收購已於2017年2月17日完成。
- (ii) 於2016年11月，本集團與第三方訂立有限合夥協議，以購買Jiaxin Youfu Investment Partnership 50%有限合夥股權。總金額人民幣24,300,000元已於2016年12月31日前預付。該交易已於2017年6月13日完成。

17 INVENTORIES

17 存貨

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Properties held for sale	持作出售物業	105,881	8,118
Consumables	消耗品	21,812	1,946
		127,693	10,064

* Properties held for sale represents parking places held by the Group for sale.

* 持作出售房產指集團出售的停車位。

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18 TRADE AND OTHER RECEIVABLES

18 貿易及其他應收款項

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Trade and bills receivable	貿易應收款項及應收票據	489,128	375,375
Less: Allowance for impairment of trade and bills receivables (note 18(b))	減：貿易應收款項及應收票據減值撥備(附註18(b))	(31,830)	(24,320)
		457,298	351,055
Other receivables	其他應收款項	146,557	102,026
Deposits and prepayments	押金及預付款	166,083	75,527
Amounts due from related parties (note 29(d))	應收關連方款項(附註29(d))	16,062	14,282
Amounts due from other staff	應收其他員工款項	3,719	3,776
		789,719	546,666

Trade and bills receivables are primarily related to revenue recognised from the provision of property services, consulting services and community living services.

貿易應收款項及應收票據主要與提供物業服務、諮詢服務及園區生活服務所確認的收入相關。

Amount due from related parties are unsecured and interest-free.

應收關連方款項屬無抵押及免息。

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade and bills receivable based on the date of revenue recognition and net of allowance for impairment of trade and bills receivable, is as follows:

(a) 賬齡分析

於各個報告期末，根據收入確認日期及扣除貿易應收款項及應收票據減值撥備的貿易應收款項及應收票據賬齡分析如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Within 1 year	一年內	415,212	309,440
1 to 2 years	一至兩年	37,072	31,429
Over 2 years	兩年以上	5,014	10,186
		457,298	351,055

Trade and bills receivable are due when the receivables are recognized.

貿易應收款項及應收票據於應收款項獲確認後到期。

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18 TRADE AND OTHER RECEIVABLES (CONTINUED)

(b) Impairment of trade debtors and bills receivable

Impairment losses in respect of trade debtors and bills receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors and bills receivable directly (see note 1(l)(i)).

The movement in the allowance for impairment of trade and bills receivables during the year, including both specific and collective loss components, is as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
At 1 January	於1月1日	24,320	23,156
Impairment loss recognised	確認之減值虧損	35,369	28,699
Uncollectible amounts written off	撇銷不可收回金額	(27,859)	(27,535)
At 31 December	於12月31日	31,830	24,320

As of 31 December 2017, none of the trade debtors and bills receivable was individually determined to be impaired (2016: Nil).

(c) Trade debtors and bills receivable that are not impaired

The ageing analysis of trade debtors and bills receivable that are neither individually nor collectively considered to be impaired are as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期亦未減值	-	-
Less than 1 year past due	逾期少於一年	415,212	309,440
1 to 2 years past due	逾期一年至兩年	5,242	7,109
Over 2 years past due	逾期超過兩年	5,014	10,186
		425,468	326,735

An amount of RMB10,256,000 (2016: RMB17,295,000) is past due over 1 years against which the Group held collaterals. On that basis, management consider that no impairment allowance is necessary.

18 貿易及其他應收款項(續)

(b) 貿易應收款項及應收票據減值

貿易應收款項及應收票據減值虧損乃採用撥備賬款法入賬，除非本集團信納收回金額的可能性極低，在此情況下減值虧損將於貿易應收款項及應收票據中直接撇銷(參閱附註1(l)(i))。

年內貿易應收款項及應收票據減值撥備變動(包括個別及共同虧損部分)如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
At 1 January	於1月1日	24,320	23,156
Impairment loss recognised	確認之減值虧損	35,369	28,699
Uncollectible amounts written off	撇銷不可收回金額	(27,859)	(27,535)
At 31 December	於12月31日	31,830	24,320

於2017年12月31日，概無貿易應收款項及應收票據個別釐定為減值(2016年：無)。

(c) 並無減值的貿易應收款項及應收票據

並無個別或共同視作減值的貿易應收款項及應收票據賬齡分析如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Neither past due nor impaired	未逾期亦未減值	-	-
Less than 1 year past due	逾期少於一年	415,212	309,440
1 to 2 years past due	逾期一年至兩年	5,242	7,109
Over 2 years past due	逾期超過兩年	5,014	10,186
		425,468	326,735

本集團就超過一年的款項人民幣10,256,000元(2016年：人民幣17,295,000元)持有抵押品。因此，管理層認為毋須作出減值撥備。

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19 RESTRICTED BANK BALANCES

19 受限制銀行結餘

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Escrow funds held on behalf of customers (note 22)	代表客戶持有的託管資金(附註22)	69,969	61,516
Cash collected on behalf of the owners' associations (note 22)	代表業委會收取的現金(附註22)	73,459	45,813
Restricted deposits	受限制存款	8,552	6,816
Deposits for utilities	能耗費押金	1,268	509
		153,248	114,654

Escrow funds represents the advance cash deposits received from buyers as requested by sellers to secure the transactions during the provision of real estate agency services.

The Group has cash collection on behalf of the owners' associations in its property services business. Since the owners' associations are not allowed to open bank accounts, the Group opens and manages these bank accounts on behalf of the owners' associations.

As at 31 December 2017 and 2016, restricted deposits represent certain deposits in the designated banks as guarantees for the execution of cleaning services.

託管資金為於提供房地產代理服務期間按賣家要求自買家收取的現金押金墊款。

本集團在其物業服務業務中代表業委會收取現金。由於業委會不得開設銀行賬戶，本集團代表業委會開設及管理該等銀行賬戶。

於2017年及2016年12月31日，受限制存款為若干存於指定銀行作為執行保潔服務的擔保存款。

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20 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Cash in hand	手頭現金	2,862	1,297
Fixed deposits held at the bank with original maturity within three months	原到期日少於三個月之 銀行定期存款	599,120	1,335,596
Cash at bank	銀行存款	1,387,733	959,453
		1,989,715	2,296,346
Less:	減：		
Restricted bank balances (note 19)	受限制銀行結餘(附註19)	(153,248)	(114,654)
		1,836,467	2,181,692

As of 31 December 2017, the Group's cash and cash equivalents in the amount of RMB1,257,267,000 (2016: RMB1,077,359,000) is denominated in RMB and is deposited in banks in the PRC. RMB is not freely convertible into other currencies and subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於2017年12月31日，本集團以人民幣計值及存置於中國銀行的現金及現金等價物為人民幣1,257,267,000元(2016年：人民幣1,077,359,000元)。人民幣不可自由兌換為其他貨幣，並須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。

20 現金及現金等價物

(a) 現金及現金等價物包括：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
手頭現金	Cash in hand	2,862	1,297
原到期日少於三個月之 銀行定期存款	Fixed deposits held at the bank with original maturity within three months	599,120	1,335,596
銀行存款	Cash at bank	1,387,733	959,453
		1,989,715	2,296,346
減：	Less:		
受限制銀行結餘(附註19)	Restricted bank balances (note 19)	(153,248)	(114,654)
		1,836,467	2,181,692

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20 CASH AND CASH EQUIVALENTS (CONTINUED)

(b) Reconciliation of profit before taxation to cash generated from operations:

20 現金及現金等價物(續)

(b) 除稅前利潤與經營業務所得的 現金對賬：

		Note 附註	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利		508,919	418,588
Adjustments for:	經調整：			
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	5(c)	33,187	14,793
Amortisation of intangible assets	無形資產攤銷	5(c)	6,989	–
Impairment of trade and other receivables	貿易及其他應收款項 減值	5(c)	35,369	28,699
Finance costs	融資成本	5(a)	–	6,964
Investment income from other financial assets	其他金融資產的 投資收入	4	(91)	(334)
Interest income	利息收入	5(a)	(18,904)	(5,297)
Share of profits less losses of associates	分佔聯營公司 利潤減虧損		(7,297)	(4,428)
Share of profits less losses of joint ventures	分佔合營企業 利潤減虧損		(306)	1,018
Net (gain)/loss on sale of property, plant and equipment	出售物業、廠房及設備 (收益)/虧損淨額	4	(382)	619
Gain on acquisition of an associate	收購聯營公司收益		(53)	(46)
Gain on disposal of a joint venture	出售合營企業收益		(1,208)	–
Gain on acquisition of subsidiaries	收購附屬公司收益		(419)	–
Gain on disposal of subsidiaries	出售附屬公司收益		(709)	–
Changes in fair value of financial assets FVTPL	按公平值計入損益的 金融資產公平值變動	4	(5,311)	–
Net realised and unrealised gain on trading securities	交易證券已實現及 未實現收益淨額	4	(115)	–
Loss on deemed disposal of an associate	視作出售聯營公司虧損		4,500	–
Changes in working capital:	運營資金變動：			
Increase in inventories	存貨增加		(110,803)	(8,019)
Increase in trade and other receivables	貿易及其他應收款項 增加		(220,519)	(199,816)
Increase in restricted bank deposits	受限制銀行存款增加		(38,594)	(23,874)
Increase in receipts in advance and trade and other payables	預收款項及貿易及 其他應付款項增加		445,103	245,205
Cash generated from operations	經營所得現金		629,356	474,072

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21 RECEIPTS-IN-ADVANCE

Receipts-in-advance represent prepaid property service fees received from property owners.

22 TRADE AND OTHER PAYABLES

21 預收款項

預收款項為從業主收取的預付物業服務費。

22 貿易及其他應付款項

		Note	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Trade payables	貿易應付賬款	(a)	222,211	118,964
— Billed trade payables	— 已結算貿易應付賬款		152,527	59,045
— Accrued trade payables	— 應計貿易應付賬款		69,684	59,919
Deposits	押金	(b)	175,847	128,093
Other taxes and charges payable	其他應付稅項及費用		60,170	49,871
Accrued payroll and other benefits	應計工資及其他福利		234,692	185,270
Escrow funds held on behalf of customers (note 19)	代表客戶持有的託管資金 (附註19)		69,969	61,516
Cash collected on behalf of the owners' associations (note 19)	代表業委會收取的現金 (附註19)		73,459	45,813
Other payables and accruals	其他應付款項及應計款項		71,377	60,450
Receipts on behalf of residents	代表住戶收取的款項	(c)	392,616	285,040
Amounts due to related parties (note 29(d))	應付關連方款項 (附註29(d))	(d)	3,248	7,932
			1,303,589	942,949

(a) Trade payables mainly represent payables arising from sub-contracting services including cleaning, landscaping, maintenance and security services provided by suppliers.

(b) Deposits represent miscellaneous decoration deposits received from property owners during the decoration period.

(c) Receipts on behalf of residents represent utility charges received from residents on behalf of utility companies.

(d) The amounts due to related parties are unsecured and interest-free. Details of the amounts due to related parties are set out in note 29(d).

(a) 貿易應付款項主要指分包服務產生的應付款項，包括供應商所提供的保潔、景觀、維護及保安服務。

(b) 押金為於裝修期間從業主收取的雜項裝修押金。

(c) 代表住戶收取的款項為代表公用事業公司從住戶收取的能耗費。

(d) 應付關連方款項為無抵押及免息。有關該等款項的詳情載於附註29(d)。

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22 TRADE AND OTHER PAYABLES (CONTINUED)

As of the end of each reporting period, the ageing analysis of billed trade payables, based on invoice date is as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Within 1 month or on demand	一個月內或按要求	100,330	47,235
After 1 month but within 3 months	一個月後但三個月內	17,513	3,818
After 3 months	三個月後	34,684	7,992
		152,527	59,045

22 貿易及其他應付款項(續)

於各報告期末，根據發票日期的已結算貿易應付款項之賬齡分析如下：

23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
At 1 January,	於1月1日	118,461	88,495
Provision for current taxation for the year	年度即期稅項撥備	149,588	110,377
Acquisition of subsidiaries	收購附屬公司	234	-
Disposal of subsidiaries	出售附屬公司	(30)	-
Payments during the year	年度付款	(100,782)	(80,411)
At 31 December	於12月31日	167,471	118,461

23 綜合財務狀況表的所得稅

(a) 綜合財務狀況表內的即期稅項指：

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23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

23 綜合財務狀況表的所得稅(續)

(b) 已確認遞延稅項資產及負債：

(i) 遞延稅項資產及負債各組成部分的變動

於年內綜合財務狀況表內確認的遞延稅項資產/(負債)的組成部分及相關變動如下：

		Provision for trade Accrued expenses	Provision for and other receivables	Provision for onerous contract 虧損性 合同之撥備	Tax losses	Withholding tax on undistributed earnings 未分派 盈利之預扣稅	Other financial assets 其他 金融資產	Intangible assets arising from acquisitions 收購產生之 無形資產	Total
		應計開支 RMB'000 人民幣千元	收款項之撥備 RMB'000 人民幣千元	合同之撥備 RMB'000 人民幣千元	稅項虧損 RMB'000 人民幣千元	盈利之預扣稅 RMB'000 人民幣千元	金融資產 RMB'000 人民幣千元	無形資產 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Deferred tax arising from: 產生自以下各項的遞延稅項：									
At 1 January 2016	於2016年1月1日	41,324	8,277	6,225	-	(2,502)	-	-	53,324
(Charged)/credited to profit or loss	(扣除)/計入損益	(4,411)	(2,197)	1,486	-	(8,302)	-	-	(13,424)
At 31 December 2016	於2016年 12月31日	36,913	6,080	7,711	-	(10,804)	-	-	39,900
At 1 January 2017	於2017年1月1日	36,913	6,080	7,711	-	(10,804)	-	-	39,900
(Credited)/charged to profit or loss	(計入)/扣除自損益	8,093	1,877	(1,860)	13,996	10,804	883	712	32,739
Additions upon acquisition of subsidiaries	收購附屬公司時添置	-	-	-	-	-	-	(3,645)	(3,645)
At 31 December 2017	於2017年 12月31日	45,006	7,957	5,851	13,996	-	(883)	(2,933)	68,994

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23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognised:

(Continued)

(ii) Reconciliation to the consolidated statement of financial position

	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Net deferred tax asset recognised in the consolidated statement of financial position 綜合財務狀況表確認的遞延稅項淨資產	72,810	50,704
Net deferred tax liability recognised in the consolidated statement of financial position 綜合財務狀況表確認的遞延稅項淨負債	(3,816)	(10,804)
	68,994	39,900

(c) Deferred tax assets not recognised

Deferred tax assets have not been recognised in respect of the following items:

	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Unused tax losses 未動用稅項虧損	14,507	63,718

In accordance with the accounting policy set out in note 1(s), the Group has not recognised deferred tax assets of RMB3,281,000 (2016: RMB12,679,000) in respect of unused tax losses of certain subsidiaries as at 31 December 2017. The directors consider it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

根據附註1(s)載列的會計政策，於2017年12月31日，本集團未就若干附屬公司未動用稅項虧損確認人民幣3,281,000元(2016年：人民幣12,679,000元)遞延稅項資產。董事認為不大可能在有關稅務司法權區及實體取得可動用的未來應課稅利潤以抵銷虧損。

23 綜合財務狀況表的所得稅(續)

(b) 已確認遞延稅項資產及負債：

(續)

(ii) 綜合財務狀況表的對賬

(c) 未確認遞延稅項資產

未就以下項目確認遞延稅項資產：

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23 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(c) Deferred tax assets not recognised (Continued)

Pursuant to the relevant laws and regulations in the PRC, the unrecognised tax losses at the end of the reporting period will expire in the following years:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
2017	2017年	–	927
2018	2018年	417	2,444
2019	2019年	2,141	6,780
2020	2020年	2,940	2,974
2021	2021年	811	12,355
2022	2022年	4,130	–
		10,439	25,480

The tax losses for the Hong Kong subsidiaries do not expire under current Hong Kong tax legislation.

根據現行香港稅務法例，香港附屬公司稅項虧損不會屆滿。

(d) Deferred tax liabilities not recognised

Deferred tax liabilities of RMB50,157,000 (2016: RMB30,368,000) were not recognised in respect of the 10% PRC dividend withholding tax that would be payable on the distribution of retained profits of RMB501,570,000 as at 31 December 2017 (2016: RMB303,680,000) in respect of the Group's subsidiaries in the PRC as the Company controls the dividend policy of these subsidiaries and it was determined that it was probable that these profits would not be distributed in the foreseeable future.

(d) 未確認遞延稅項負債

於2017年12月31日，並無就本集團於中國的附屬公司的分派保留利潤人民幣50,157,000元(2016年：人民幣30,368,000元)而須支付的10%中國股息預扣稅確認人民幣501,570,000元(2016年：人民幣303,680,000元)的遞延稅項負債，原因是本公司控制該等附屬公司的股息政策，而且已釐定該等利潤有可能不會在可見將來分派。

24 PROVISIONS

		RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	31,549
Provisions made	已計提撥備	17,738
Provisions utilised	已動用撥備	(25,884)
At 31 December 2017	於2017年12月31日	23,403
Less: Amount included under "current liabilities"	減：列入「流動負債」的金額	(17,453)
		5,950

The Group were in contracts with certain communities that were operating at a loss. The obligation for the future payments of these communities, net of expected management income, has been provided for.

本集團曾與若干有經營虧損的園區訂立合同。已就該等園區的未來付款責任(扣除預期管理收入)作出撥備。

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25 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Company

			Share capital	Share premium	Exchange reserve	Retained earnings/ (accumulated losses)	Total
		Note	股本	股份溢價	匯兌儲備	保留盈利/ (累計虧損)	總計
		附註	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
Balance at 1 January 2016	於2016年1月1日之結餘		8	-	-	-	8
Changes in equity for 2016:	2016年權益變動：						
Total comprehensive income for the year	年度全面總收入		-	-	47,013	463	47,476
Capitalisation issue	資本化發行	25(c)(ii)	9	(9)	-	-	-
Issue of ordinary shares by initial public offering, net of issuance costs	於首次公開發售後發行普通股，扣除發行成本	25(c)(iii)	7	1,265,833	-	-	1,265,840
Balance at 31 December 2016 and 1 January 2017	於2016年12月31日及2017年1月1日之結餘		24	1,265,824	47,013	463	1,313,324
Changes in equity for 2017:	2017年權益變動：						
Total comprehensive income for the year	年度全面總收入		-	-	(89,714)	(3,843)	93,557
Dividends declared in respect of the previous year	就上一年度宣派股息	25(b)	-	(99,939)	-	-	(99,939)
Balance at 31 December 2017	於2017年12月31日之結餘		24	1,165,885	(42,701)	(3,380)	1,119,828

25 資本、儲備及股息

(a) 權益部分變動

本集團綜合權益各部分的期初及期末結餘對賬載於綜合權益變動表。本公司各權益部分於年初及年末期間的變動詳情載列如下：

本公司

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25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(b) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Final dividend proposed after the statement of financial position date of HKD0.06 (2016: HKD0.04) per ordinary share	於財務狀況表日期後擬派的末期股息每股普通股0.06港元 (2016年：0.04港元)	134,368	99,939

The final dividend proposed for shareholders' approval after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於報告期末後待股東批准之擬派發末期股息並未於報告期末確認為負債。

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HKD0.04 per share (2016: Nil)	年內已批准及派付之上一財政年度末期股息每股0.04港元 (2016年：無)	99,939	-

25 資本、儲備及股息(續)

(b) 股息

- (i) 年內應付本公司權益股東之股息：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Final dividend proposed after the statement of financial position date of HKD0.06 (2016: HKD0.04) per ordinary share	於財務狀況表日期後擬派的末期股息每股普通股0.06港元 (2016年：0.04港元)	134,368	99,939

於報告期末後待股東批准之擬派發末期股息並未於報告期末確認為負債。

- (ii) 年內已批准及派付之上一財政年度應付本公司權益股東股息：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HKD0.04 per share (2016: Nil)	年內已批准及派付之上一財政年度末期股息每股0.04港元 (2016年：無)	99,939	-

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25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Share capital

Issued share capital

		2017 2017年		2016 2016年	
		No. of shares 股數	RMB'000 人民幣千元	No. of shares 股數	RMB'000 人民幣千元
		('000) (千股)		('000) (千股)	
Ordinary shares, issued and fully paid:	已發行及繳足普通股：				
At 1 January	於1月1日	2,777,776	24	1,000,000	8
Capitalisation issue (note (ii))	資本化發行(附註(ii))	-	-	1,000,000	9
Issuance of ordinary shares upon initial public offering (note (iii))	於首次公開發售後 發行普通股 (附註(iii))	-	-	777,776	7
At 31 December	於12月31日	2,777,776	24	2,777,776	24

(i) Issuance of shares

On 24 November 2014, the Company was incorporated in the Cayman Islands as an exempted company with limited liability. The initial authorised share capital of the Company was HK\$380,000 divided into 38,000,000,000 shares of HK\$0.00001 each and issued 100,000 shares of HK\$0.00001 each.

The Company issued additional 96,078 shares and 999,803,922 shares of HK\$0.00001 each on 7 August 2015 and 20 August 2015 respectively. Consequently, HK\$10,000 (equivalent to RMB8,000) was credited to share capital.

On 7 August 2015, Hangzhou Zigui Technology Company Limited ("Zigui Technology") (formerly known as "Hangzhou Osmanthus Garden Investment Management Company Limited"), a subsidiary of the Company, acquired 100% equity interests in Greentown PM from Greentown Holdings and Ms. Li Hairong, for a consideration of RMB50,000,000 which was recorded as a reduction from the Group's equity as a result of this Reorganisation. As a result of the acquisition, Greentown PM became a subsidiary of the Group.

25 資本、儲備及股息(續)

(c) 股本

已發行股本

(i) 發行股份

於2014年11月24日，本公司根據開曼群島法例註冊成立為獲豁免有限公司。本公司初始法定股本為380,000港元，分為38,000,000,000股每股面值0.00001港元的股份及發行100,000股每股面值0.00001港元的股份。

本公司已分別於2015年8月7日及2015年8月20日發行96,078股及999,803,922股每股面值0.00001港元的股份。因此，10,000港元(相等於人民幣8,000元)已入賬列為股本。

於2015年8月7日，本公司的附屬公司杭州紫桂科技有限公司(「紫桂科技」)(原名「杭州桂花園投資管理有限公司」)向綠城控股及李海榮女士收購綠城物業服務的100%股本權益，代價為人民幣50,000,000元，入賬作為因本次重組而自本集團權益扣減。該收購導致綠城物業服務成為本集團的附屬公司。

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25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Share capital (Continued)

Issued share capital (Continued)

(ii) Capitalisation of shares

Pursuant to the written resolutions of the Company's shareholders passed on 13 June 2016, the directors were authorised to allot and issue a total of 1,000,000,000 shares, by way of capitalisation of the sum of HK\$10,000 (equivalent to approximately RMB9,000) standing to the credit of the share premium account of the Company, credited as fully paid at par to the shareholders as appearing on the register of members of the Company at the close of business on the business day immediately preceding the Listing date in proportion to their respective shareholdings. The capitalisation issue was completed on 12 July 2016 in connection with the Listing.

(iii) Issuance of ordinary shares upon initial public offering

On 12 July 2016, the Company issued 777,776,000 shares with par value of HK\$0.00001, at a price of HK\$1.99 per share by initial public offering. Net proceeds from such issue amounted to RMB1,265,840,000 out of which RMB7,000 and RMB1,265,833,000 were recorded in share capital and share premium respectively.

(d) Nature and purpose of reserves

(i) Share premium

Share premium represents the difference between the total amount of the par value of shares issued and the amount of the net proceeds received from the public offering in July 2016. Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

25 資本、儲備及股息(續)

(c) 股本(續)

已發行股本(續)

(ii) 股份資本化

根據本公司股東於2016年6月13日通過的書面決議案，董事獲授權透過將本公司股份溢價賬的進賬額10,000港元(相當於約人民幣9,000元)資本化，藉以向於緊隨於上市日期前的營業日營業時間結束時向名列本公司股東名冊的股份持有人按彼等各自的股權比例，按面值配發及發行合共1,000,000,000股入賬列作繳足的股份。就上市進行的資本化發行已於2016年7月12日完成。

(iii) 首次公開發售後發行普通股

於2016年7月12日，本公司透過首次公開發售發行777,776,000股每股1.99港元的股份(每股面值0.00001港元)。有關發行所得款項淨額為人民幣1,265,840,000元，其中人民幣7,000元及人民幣1,265,833,000元分別計入股本及股份溢價。

(d) 儲備的性質及用途

(i) 股份溢價

股份溢價指已發行股份的面值總額與自2016年7月公開發售所籌集所得款項淨額之間的差額。根據開曼群島公司法，本公司股份溢價賬可供分派予本公司股東，惟緊隨建議分派股息之日後，本公司可於一般業務過程中償還到期債務。

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25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (Continued)

(ii) PRC statutory reserve

According to the PRC Company Law, the PRC subsidiaries of the Group (excluding foreign investment enterprises) are required to transfer 10% of their profit after taxation, as determined under the PRC Accounting Regulations, to the statutory surplus reserve until the reserve balance reaches 50% of their registered capital.

The transfer to this reserve must be made before distribution of a dividend to shareholders.

Statutory reserve fund can be used to cover previous years' losses, if any, and may be converted into share capital by the issue of new shares to shareholders in proportion to their existing shareholdings or by increasing the par value of the shares currently held by them, provided that the balance after such issue is not less than 25% of the registered capital.

(iii) Other reserve

Other reserve represents the surplus/deficit between the consideration paid/received and the net assets of a subsidiary acquired/disposed regarding the transactions between the Group and the non-controlling interests that do not result in a loss of control.

(iv) Special reserve

Contribution from equity shareholders of a subsidiary represents the fair value of net assets of Hangzhou Greentown Information and Technology Company Limited ("**Greentown Telecommunication**") over which the Group obtained control in October 2015 through structured contracts.

On 5 April 2016, termination agreement on the structured contracts was entered into among Zigui Technology, Greentown Telecommunication and its equity shareholders with nil consideration. Upon signing the termination agreement, the directors conclude that the Group no longer has power of control over Greentown Telecommunication. Accordingly, the Company has ceased to consolidate the results, assets and liabilities of Greentown Telecommunication since 5 April 2016. The net assets of Greentown Telecommunication of RMB6,536,000 as at the date of deconsolidation on 5 April 2016 were accounted for as a deemed distribution to the equity shareholders of Greentown Telecommunication.

25 資本、儲備及股息(續)

(d) 儲備的性質及用途(續)

(ii) 中國法定儲備

根據中國公司法，本集團中國附屬公司(不包括外商投資企業)須將依照中國會計準則釐定的10%除稅後溢利撥至法定盈餘儲備，直至儲備結餘達到其註冊資本的50%。

轉撥至該儲備須於向股東派發股息前進行。

法定儲備金可用於抵銷過往年度的虧損(如有)，並可藉向股東按其現有持股比例發行新股份，或藉增加股東現時持有之股份面值，轉換為股本，惟發行股份後之結餘不得少於註冊資本之25%。

(iii) 其他儲備

其他儲備指就本集團與非控股權益的相關交易(並無導致失去控制權)的已付/已收代價及收購/出售附屬公司資產淨值的盈餘/虧損。

(iv) 特別儲備

附屬公司權益股東注資指杭州綠城信息技術有限公司(「綠城信息」)的淨資產公平值，本集團於2015年10月透過架構合約取得該公司的控制權。

於2016年4月5日，紫桂科技、綠城信息及其權益股東訂立無償終止架構合約的協議。簽署終止協議後，董事斷定本集團不再擁有綠城信息的控制權。因此，自2016年4月5日起，本公司不再綜合入賬綠城信息的業績、資產及負債。綠城信息於取消綜合入賬日期2016年4月5日的淨資產為人民幣6,536,000元，入賬為視作向綠城信息權益股東分派。

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25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (Continued)

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside the mainland China. The reserve is dealt with in accordance with the accounting policies set out in note 1(w).

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The capital structure of the Group consists of bank loans less cash and cash equivalents, and equity of the Group, comprising issued share capital, retained profits and other reserves.

The directors of the Company review the capital structure periodically. Based on the operating budgets, the directors consider the cost of capital and the risks associated with each class of capital and balances its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debts.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

25 資本、儲備及股息(續)

(d) 儲備的性質及用途(續)

(v) 匯兌儲備

匯兌儲備包括中國內地換算海外業務之財務報表所產生之所有匯兌差額。該儲備根據附註1(w)載列之會計政策作處理。

(e) 資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力，以透過為服務作出風險水平相稱的定價及以合理成本取得融資，繼續為股東提供回報及為其他持份者提供利益。

本集團的資本架構包括銀行貸款減現金及現金等價物，而本集團的權益包括已發行股本、保留利潤及其他儲備。

本公司董事定期檢討資本架構。根據經營預算，董事考慮資本成本及與各類別資本有關的風險，透過派付股息、發行新股及發行新債務或贖回現有債務，平衡其整體資本架構。

本公司或其任何附屬公司概無受外部資本要求所限。

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26 ACQUISITIONS AND DISPOSALS

(a) Acquisitions of subsidiaries

Detailed information of acquisitions of subsidiaries for the year ended 31 December 2017 was listed as follows:

Name of acquired entities 所收購實體名稱	Place of establishment 成立地點	Acquisition date 收購日期	Equity interest acquired 所收購股權	Principal activity 主要業務	Consideration 代價
Wenzhou Yayuan Property Service Company Limited ("Wenzhou Yayuan") 溫州雅園物業管理服務有限公司(「溫州雅園」)	the PRC 中國	4 January 2017 2017年1月4日	100%	Property management 物業管理	RMB501,000 人民幣501,000元
Jilin Tianshun Property Service Company Limited ("Tianshun Property Service") 吉林天順物業服務有限公司(「天順物業服務」)	the PRC 中國	15 February 2017 2017年2月15日	70%	Property management 物業管理	RMB18,000,000 人民幣18,000,000元
Tianjin Yinte Property Service Company Limited ("Yinte Property Service") 天津市因特物業服務有限公司(「因特物業服務」)	the PRC 中國	3 May 2017 2017年5月3日	100%	Property management 物業管理	RMB59,200,000 人民幣59,200,000元
Zhejiang Lansong Supply Chain Management Company Limited ("Lansong Supply Chain") (note (i)) 浙江藍頌供應鏈管理有限公司(「藍頌供應鏈」)(附註(i))	the PRC 中國	5 June 2017 2017年6月5日	27%	Supply Chain Management 供應鏈管理	RMB2,702,000 人民幣2,702,000元
Jiaxing Yada Greentown Property Management Company Limited ("Yada Property Service") 嘉興市雅達綠城物業服務有限公司(「雅達綠城物業服務」)	the PRC 中國	1 July 2017 2017年7月1日	60%	Property management 物業管理	RMB300,000 人民幣300,000元
Hangzhou Lakeside Piano Company Limited ("Lakeside Piano") (note (iv)) 杭州湖畔琴聲文化創意有限公司(「湖畔琴聲」)(附註(iv))	the PRC 中國	1 July 2017 2017年7月1日	70%	Education consultant service 教育諮詢服務	RMB1,040,000 人民幣1,040,000元
Zhejiang Lvbang Property Management Company Limited ("Lvbang PM") (note (ii)) 浙江綠邦物業管理有限公司(「綠邦物業管理」)(附註(ii))	the PRC 中國	3 July 2017 2017年7月3日	45%	Property management 物業管理	RMB15,750,000 人民幣15,750,000元
Zhejiang Lvhua International Travel Service Company Limited ("Zhejiang Lvhua") 浙江綠華國際旅行社有限公司(「浙江綠華」)	the PRC 中國	27 July 2017 2017年7月27日	60%	Travel business 旅遊業務	RMB90,000 人民幣90,000元
Ningbo Greentown Yuhua Yaohong Education and Technology Company Limited ("Yaohong") 寧波綠城育華耀虹教育科技有限公司(「耀虹」)	the PRC 中國	31 August 2017 2017年8月31日	70%	Education software development 教育軟件開發	RMB4,200,000 人民幣4,200,000元
Zhejiang Twin City Cultural and Creative Company Limited ("Twin City") (note (iii)) 浙江雙城文化創意有限公司(「雙城」)(附註(iii))	the PRC 中國	6 November 2017 2017年11月6日	-	Education consultant service 教育諮詢服務	-
Hangzhou Lianrui Advertisement Company Limited ("Lianrui Advertisement") 杭州聯睿廣告有限公司(「聯睿廣告」)	the PRC 中國	4 December 2017 2017年12月4日	55%	Advertisement design 廣告設計	RMB9,980,000 人民幣9,980,000元

* All the PRC entities are limited liability companies. The English translation of the company name is for reference only. The official names of these companies are in Chinese.

26 收購及出售

(a) 收購附屬公司

截至2017年12月31日止年度收購附屬公司之詳細資料載列如下：

* 所有實體為中國有限責任公司。公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

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26 ACQUISITIONS AND DISPOSALS (CONTINUED)

(a) Acquisitions of subsidiaries (Continued)

- (i) On 5 June 2017, the Group acquired an additional 27% of the equity interests of Lansong Supply Chain from Bluetown Agricultural Technology Limited (“**Bluetown Agricultural**”) (a company controlled by Mr. Song Weiping) at a total consideration of RMB2,702,000. As a result, the Group’s effective interest in Lansong Supply Chain increased from 24% to 51%. Lansong Supply Chain became a subsidiary of the Group after this acquisition.
- (ii) On 3 July 2017, the Group acquired an additional 45% equity interests in Lvbang PM from Zhejiang Dingyi Property Service Co., Ltd. at a cash consideration of RMB15,750,000. After the acquisition, the Group held 60% equity interests of Lvbang PM and Lvbang PM became a subsidiary of the Group.
- (iii) On 6 November 2017, Twin City was consolidated by Greentown community service, a subsidiary of the Company through shareholder agreement entered into among Greentown community service, Twin City and its shareholder (Mr. Wang Hao). Mr. Wang Hao delegated all of his voting right in Twin City to Greentown community service. Therefore, the Group has 65% voting power in board of director of Twin City and Twin City became a subsidiary of the Group.
- (iv) On 1 July 2017, the Group acquired 70% of equity interests in Lakeside Piano by capital injection to it. After that, Lakeside piano became a subsidiary of the Group.
- (v) Except for the acquisition of equity interests of Lansong Supply Chain from Bluetown Agricultural, all the other equity interests were acquired from independent third parties.

26 收購及出售(續)

(a) 收購附屬公司(續)

- (i) 於2017年6月5日，本集團按總代價人民幣2,702,000元向藍城農業科技有限公司(「**藍城農業**」，由宋衛平先生控制的公司)額外收購藍頌供應鏈的27%股權。因此，本集團於藍頌供應鏈的實際權益由24%增至51%。進行此次收購事項後，藍頌供應鏈成為本集團的附屬公司。
- (ii) 於2017年7月3日，本集團按現金代價人民幣15,750,000元向 Zhejiang Dingyi Property Service Co., Ltd. 收購綠邦物業管理額外45%股權。於該收購事項後，本集團持有綠邦物業管理60%股權，綠邦物業管理成為本集團之附屬公司。
- (iii) 於2017年11月6日，透過綠城園區服務、雙城及其股東(Wang Hao先生)之間訂立之股東協議，雙城由綠城園區服務合併入賬。Wang Hao先生將其於雙城之所有投票權委託予綠城園區服務。因此，本集團擁有雙城董事會65%投票權，雙城成為本集團之附屬公司。
- (iv) 於2017年7月1日，本集團以注資之形式收購湖畔琴聲70%股權。此後，湖畔琴聲成為本集團之附屬公司。
- (v) 除向藍城農業收購之藍頌供應鏈股權外，所有其他股權乃自獨立第三方收購所得。

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26 ACQUISITIONS AND DISPOSALS (CONTINUED)

(a) Acquisitions of subsidiaries (Continued)

Considerations transferred in acquisitions of subsidiaries are as follows:

Assets and liabilities recognised at the date of acquisition at fair value:

26 收購及出售(續)

(a) 收購附屬公司(續)

收購附屬公司所轉讓代價如下：

於收購日期按公平值確認的資產及負債：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	14,305
Other financial assets	其他金融資產	500
Intangible asset	無形資產	14,993
Inventories	存貨	6,826
Trade and other receivables	貿易及其他應收款項	61,408
Cash and cash equivalents	現金及現金等價物	19,695
Trade and other payables	貿易及其他應付款項	(56,263)
Current taxation	即期稅項	(234)
Deferred tax liabilities	遞延稅項負債	(3,645)
Non-controlling interests	非控股權益	(3,704)
Total identifiable net assets acquired	所收購可識別資產淨值總額	53,881
Non-controlling interests arising from acquisition of subsidiaries	收購附屬公司所產生非控股權益	(16,595)
Fair value of net identified assets acquired in relation to the equity interests	與股權權益有關的所收購已識別資產淨值的公平值	37,286

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26 ACQUISITIONS AND DISPOSALS (CONTINUED)

(a) Acquisitions of subsidiaries (Continued)

Goodwill arising on acquisitions:

		RMB'000 人民幣千元
Fair value of consideration transferred for acquired equity interests	就所收購股權權益轉讓的代價公平值	116,289
Add: Gain on acquisitions of subsidiaries (note (i))	加：收購附屬公司的收益(附註(i))	419
Less: Fair value of net identified assets acquired in relation to the equity interests	減：與股權權益有關的所收購已識別資產淨值的公平值	(37,286)
Goodwill arising on acquisitions (note (ii))	收購事項所產生商譽(附註(ii))	79,422

(i) Gain on acquisitions of subsidiaries mainly arose from the acquisitions of Lansong Supply Chain, Wenzhou Yayuan and Lakeside Piano and Creative Company Limited.

(ii) The goodwill arose from the acquisitions represents the control premium paid, the benefits of expected synergies, future market development.

(a) 收購附屬公司(續)

收購事項所產生商譽：

		RMB'000 人民幣千元
(i)	收購附屬公司的收益主要來自收購藍頌供應鏈、溫州雅園及杭州湖畔琴聲文化創意有限公司。	
(ii)	收購事項所產生商譽指已付控制溢價、估計協同效應的裨益、未來市場發展。	

Net cash outflows arising on acquisitions:

收購事項所產生現金流出淨額：

		RMB'000 人民幣千元
Cash consideration	現金代價	111,763
Less: cash consideration not paid yet cash and cash equivalents acquired	減：尚未支付現金代價所收購現金及現金等價物	(22,414) (19,695)
		69,654

Impact of the acquisitions on the results of the Group

Revenue and profits attributable by the additional businesses generated by the acquirees from the acquisition date to 31 December 2017 are as follows:

收購對本集團業績之影響

自收購日期起至2017年12月31日，被收購公司產生的額外業務應佔的收入及利潤如下：

		RMB'000 人民幣千元
Revenue	收入	234,864
Profit for the year	年內利潤	8,739

Had the above acquisitions been completed on 1 January 2017, the total Group's revenue and profit for the year ended 31 December 2017 would be as follows:

倘上述收購已於2017年1月1日完成，本集團截至2017年12月31日止年度之總收入及年內利潤如下：

		RMB'000 人民幣千元
Revenue	收入	5,250,444
Profit for the year	年內利潤	386,180

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26 ACQUISITIONS AND DISPOSALS (CONTINUED)

(b) Disposal of interests in subsidiaries over which the Group loses control after disposals

During 2017, certain subsidiaries of the Group were disposed of. Detailed information of the disposals was listed as follows:

Disposed entities	Date and place of incorporation/ establishment	Registered capital	Disposal date	Disposed ownership interest	Principal activity	Consideration
所出售實體	成立日期及地點	註冊資本	出售日期	所有權權益	主要業務	代價
Greentown Lvfa PM (note(i)) 綠城綠發物業服務(附註(i))	30 November 2012 the PRC 2012年11月30日 中國	RMB10,000,000 人民幣 10,000,000元	28 February 2017 2017年2月28日	36%	Property Management 物業管理	RMB3,600,000 人民幣 3,600,000元
Guoqin Greentown (Beijing) Asset Management Company Limited ("Guoqin Greentown") (note (ii)) 國勤綠城(北京)資產管理有限公司(「國勤綠城」) (附註(ii))	25 November 2005 the PRC 2005年11月25日 中國	RMB3,000,000 人民幣 3,000,000元	29 August 2017 2017年8月29日	50%	Investment consultant service, asset management service 投資顧問服務、資產管理服務	RMB1,500,000 人民幣 1,500,000元

(i) Disposal of Greentown Lvfa PM

The Group disposed of 36% of its equity interests in Greentown Lvfa PM on 28 February 2017 at a cash consideration of RMB3,600,000. As a result, the effective equity interest rate of the Group in Greentown Lvfa PM reduced from 51% to 15% and Greentown Lvfa PM became an associate of the Group thereafter.

(ii) Disposal of Guoqin Greentown

The Group disposed of 50% of its equity interests in Guoqin Greentown on 29 August 2017 at a cash consideration of RMB1,500,000. As a result, the effective equity interest rate of the Group in Guoqin Greentown reduced from 60% to 10% and the Group accounted for the investment as unlisted available-for-sale equity instrument.

26 收購及出售(續)

(b) 出售於附屬公司權益，出售後本集團失去對其控制權

於2017年，本集團已出售其若干附屬公司。出售之詳細資料載列如下：

(i) 出售綠城綠發物業服務

本集團於2017年2月28日按現金代價人民幣3,600,000元出售其於綠城綠發物業服務之36%股權。因此，本集團於綠城綠發物業服務之實際股權比例由51%降至15%，其後綠城綠發物業服務成為本集團之聯營公司。

(ii) 出售國勤綠城

本集團於2017年8月29日按現金代價人民幣1,500,000元出售其於國勤綠城之50%股權。因此，本集團於國勤綠城之實際股權比例由60%降至10%，本集團將此投資入賬列作非上市可供出售股本工具。

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26 ACQUISITIONS AND DISPOSALS (CONTINUED)

(b) Disposal of interests in subsidiaries over which the Group loses control after disposals (Continued)

(ii) Disposal of Guoqin Greentown (Continued)

The net assets of the subsidiaries at the date of disposal were as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	10
Trade and other receivables	貿易及其他應收款項	4,901
Cash and cash equivalents	現金及現金等價物	6,357
Trade and other payables	貿易及其他應付款項	(836)
Current taxation	即期稅項	(30)
		10,402
Gain on disposal of subsidiaries recognised in profit or loss:	於損益內確認之出售附屬公司收益：	
Consideration receivable	應收代價	5,100
Fair value of remained equity interests held in Guoqin Greentown	於國勤綠城所持餘下股權之公平值	1,664
Non-controlling interests	非控股權益	4,347
Net assets disposed of	已出售的資產淨值	(10,402)
		709
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Consideration receivable	應收代價	5,100
Less: Consideration not received yet	減：尚未收取的代價	(300)
Less: Cash and cash equivalents disposed of	減：已出售的現金及現金等價物	(6,357)
		(1,557)

Revenue and profits attributable to the Group by the disposed entities from 1 January 2017 to the disposal dates are as follows:

自2017年1月1日至出售日期，本集團已出售實體應佔收入及利潤如下：

		RMB'000 人民幣千元
Revenue	收入	1,212
Loss for the year	年內虧損	(365)

26 收購及出售(續)

(b) 出售於附屬公司權益，出售後本集團失去對其控制權(續)

(ii) 出售國勤綠城(續)

於出售日期，附屬公司的資產淨值如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	10
Trade and other receivables	貿易及其他應收款項	4,901
Cash and cash equivalents	現金及現金等價物	6,357
Trade and other payables	貿易及其他應付款項	(836)
Current taxation	即期稅項	(30)
		10,402
Gain on disposal of subsidiaries recognised in profit or loss:	於損益內確認之出售附屬公司收益：	
Consideration receivable	應收代價	5,100
Fair value of remained equity interests held in Guoqin Greentown	於國勤綠城所持餘下股權之公平值	1,664
Non-controlling interests	非控股權益	4,347
Net assets disposed of	已出售的資產淨值	(10,402)
		709
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Consideration receivable	應收代價	5,100
Less: Consideration not received yet	減：尚未收取的代價	(300)
Less: Cash and cash equivalents disposed of	減：已出售的現金及現金等價物	(6,357)
		(1,557)

Revenue and profits attributable to the Group by the disposed entities from 1 January 2017 to the disposal dates are as follows:

自2017年1月1日至出售日期，本集團已出售實體應佔收入及利潤如下：

		RMB'000 人民幣千元
Revenue	收入	1,212
Loss for the year	年內虧損	(365)

26 ACQUISITIONS AND DISPOSALS (CONTINUED)

(c) Disposal of interests in subsidiaries over which the Group still retain control after disposal

(i) Dilution gain arising from capital injection from non-controlling shareholder into Zhejiang Greentown Hotel Management Company Limited ("Greentown Hotel")

On 25 May 2017, the Group introduced a new investor to its subsidiary, Greentown Hotel, with an increase of the non-controlling interests of RMB6,000,000. The changes in the ownership interest of this subsidiary related in a deemed partial disposal of equity interest in the Greentown hotel. A disposal gain of RMB981,000 from this transaction is recognised in other reserve.

(ii) Dilution gain arising from capital injection from non-controlling shareholder into Zhejiang Greentown Yuhua Education and Technology Company Limited ("Zhejiang Yuhua")

On 1 June 2017, the Group entered into an agreement with a third party and agreed to further inject RMB80,000,000 and RMB10,000,000 respectively into the subsidiary of the Group, Zhejiang Yuhua. After this transaction, the equity interests of Zhejiang Yuhua held by the Group reduced from 100% to 90%. A disposal gain of RMB468,000 from this transaction is recognised in other reserve.

26 收購及出售(續)

(c) 出售於附屬公司權益，出售後本公司對其仍有控制權

(i) 非控股股東對浙江綠城酒店管理有限公司(「綠城酒店」)注資產生之攤薄收益

於2017年5月25日，本集團為其附屬公司綠城酒店引入一名新投資者，非控股權益增加人民幣6,000,000元。該附屬公司之擁有權權益變動與視作部分出售綠城酒店之股權相關。此交易產生之出售收益人民幣981,000元於其他儲備中確認。

(ii) 非控股股東對浙江綠城育華教育科技有限公司(「浙江育華」)注資產生之攤薄收益

於2017年6月1日，本集團與一名第三方訂立協議，同意進一步向本集團之附屬公司浙江育華分別注資人民幣80,000,000元及人民幣10,000,000元。此交易後，本集團所持浙江育華之股權由100%降至90%。此交易所得出售收益人民幣468,000元於其他儲備中確認。

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27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate, currency risks and fair value risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to cash at bank, trade and other receivables and other investments. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The cash at bank of the Group are mainly held with well-known financial institutions. Management does not foresee any significant credit risks from these deposits and does not expect that these financial institutions may default and cause losses to the Group.

In respect of trade and other receivables. Management reviews the recoverable amount of each debtor at the end of each reporting period to ensure that adequate impairment losses are recorded for unrecoverable amounts. The Group has no concentrations of credit risk in view of its large number of customers. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 18.

In respect of other investments, the Group normally invest in treasure products and listed held-to-maturity debt investments quoted on a bond market, except for those investments where entering into for long-term strategic purposes. Given their high credit standing, management does not expect any investment counterparty to fail to meet its obligations.

(b) Liquidity risk

The Group's management reviews the liquidity position of the Group on an ongoing basis, including review of the expected cash inflows and outflows and maturity of loans and borrowings in order to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions and/or from other Group companies to meet its liquidity requirements in the short and longer term.

27 財務風險管理及金融工具的公平值

本集團須承受日常業務過程中產生之信貸、流動資金、利率、貨幣風險及公平值風險。

下文載述本集團所面對的該等風險及本集團就管理此等風險所採用的財務風險管理政策及慣例。

(a) 信貸風險

本集團的信貸風險主要歸因於銀行現金、貿易及其他應收款項以及其他投資。管理層已推行信貸政策，並持續監察承擔的該等信貸風險。

本集團之銀行現金主要存放於知名金融機構。管理層預見該等存款不會產生重大信貸風險，預期該等金融機構不會違約並對本集團帶來損失。

就貿易及其他應收款項而言，管理層審閱於各報告期末各債務人的可收回金額，以確保就不可收回金額計提充足減值虧損。由於本集團的客戶數目眾多，故並無信貸風險集中的情況。最大信貸風險為綜合財務狀況表中各金融資產的賬面值。有關本集團貿易及其他應收款項所產生的信貸風險之進一步量化披露載於附註18。

就其他投資而言，本集團一般投資於資金產品及於債券市場上報價的已上市持有至到期債務投資，惟符合長期戰略需要而訂立的投資則另作別論。鑑於該等投資的信貸狀況良好，管理層預期全部投資對手方均能履行責任。

(b) 流動資金風險

本集團的管理層持續檢討本集團的流動資金狀況，包括檢討預期現金流入及流出，以及貸款及借款的到期日，以確保其維持充足現金儲備及自主主要金融機構及/或其他本集團公司獲得足夠承諾貸款額，以滿足其短期及長期流動資金需求。

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27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

27 財務風險管理及金融工具的公平值(續)

(b) 流動資金風險(續)

下表顯示本集團於各報告期末金融負債的餘下合約期限，乃根據合約未折現現金流量(包括使用合約利率計算利息付款，如屬浮息，則按各報告期末的利率計算)及本集團可能需支付的最早日期計算：

		2017 2017年					
		Contractual undiscounted cash outflow 合約未折現現金流出					
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount	
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years		
		一年內 或按要 求	超過一 年 但兩年 內	超過兩 年 但五年 內	超過五 年	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Trade and other payables	貿易及其他應付款項	1,303,589	-	-	-	1,303,589	1,303,589

		2016 2016年					
		Contractual undiscounted cash outflow 合約未折現現金流出					
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount	
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years		
		一年內 或按要 求	超過一 年 但兩年 內	超過兩 年 但五年 內	超過五 年	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Trade and other payables	貿易及其他應付款項	942,949	-	-	-	942,949	942,949

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Currency risk

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities.

The Company, the BVI subsidiary and the Hong Kong subsidiaries' functional currency is Hong Kong Dollar (HKD). Their businesses are principally conducted in HKD. In addition, as the HKD is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant. The Group's PRC subsidiaries' functional currency is RMB and their businesses are principally conducted in RMB. So the Group considers the currency risk to be insignificant.

(d) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as trading securities (see note 15) and available-for-sale equity financial instruments (see note 15). Other than unquoted securities held for strategic purposes, all of these investments are listed.

The group's listed investments are listed on the Stock Exchange of Hong Kong and are included in the Hang Seng Index. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the group's liquidity needs.

All of the Group's unquoted investments are held for long term strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plans.

At 31 December 2017, it is estimated that equity price risk in the market value of the Group's listed equity securities, with all other variables held constant, would be insignificant. The Group did not hold any listed equity securities as at 31 December 2016.

27 財務風險管理及金融工具的公平值(續)

(c) 貨幣風險

本集團面臨的貨幣風險主要來自以本集團實體各自功能貨幣以外的貨幣計值的銷售及採購。

本公司、英屬維京群島附屬公司及香港附屬公司的功能貨幣均為港元(港元)。彼等業務主要以港元進行。此外，由於港元與美元掛鈎，本集團認為港元與美元匯率變動之風險甚微。本集團中國附屬公司的功能貨幣為人民幣，且彼等業務主要以人民幣進行。故本集團認為貨幣風險並不重大。

(d) 股本價格風險

本集團須承受的股本價格變動風險主要來自分類為交易證券之股本投資(見附註15)及可供出售股本金融工具(見附註15)。除持有作策略目的的非上市證券外，所有該等投資均為上市投資。

本集團的上市投資在香港聯交所上市，並包括在恒生指數內。買入或賣出交易證券乃按本集團每日對其表現、其相關指數和其他行業指標而作出比較分析，以及按本集團流動資金需要，而作出買賣決定。

本集團的全部非上市投資皆以長期策略性目的持有。根據本集團所得有限資料，連同本集團長期策略計劃的相關評估，最少半年一次跟相類似上市個體表現比較來對該等投資作出評估。

於2017年12月31日，在所有其他變數維持不變的情況下，估計本集團上市股本證券之市值之股本價格風險甚微。於2016年12月31日，本集團並無持有任何上市股本證券。

27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

— Level 1 valuations:	Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
— Level 2 valuations:	Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
— Level 3 valuations:	Fair value measured using significant unobservable inputs

27 財務風險管理及金融工具的公平值(續)

(e) 公平值計量

(i) 按公平值計量之金融資產及負債

公平值等級

下表呈列本集團於報告期末按經常性基準以公平值計量的金融工具，並分類為香港財務報告準則第13號「公平值計量」所界定的三個公平值等級。將公平值計量分類的等級乃經參考以下估值技術所用輸入數據的可觀察性和重大性：

— 第一級估值：	只使用第一級輸入數據計量其公平值，即於計量日以相同資產及負債在活躍市場之未經調整報價
— 第二級估值：	使用第二級輸入數據計量其公平值，即未能符合第一級之可觀察輸入數據及不使用重大不可觀察輸入數據。不可觀察輸入數據乃市場數據未能提供之輸入數據
— 第三級估值：	使用重大不可觀察輸入數據計量公平值

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27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Fair value measurement (Continued)

- (i) **Financial assets and liabilities measured at fair value** (Continued)
Fair value hierarchy (Continued)

27 財務風險管理及金融工具的公平值(續)

(e) 公平值計量(續)

- (i) **按公平值計量之金融資產及負債(續)**
公平值等級(續)

		Fair value measurements as at 31 December 2017 using 於2017年12月31日使用之公平值計量方式			
		Fair value at 31 December 2017 於2017年 12月31日 之公平值	Level 1	Level 2	Level 3
			第一級	第二級	第三級
Recurring fair value measurement	經常性公平值計量				
Asset:	資產:				
Trading securities	交易證券	3,476	3,476	-	-
FVTPL	按公平值計入損益				
— Convertible Notes (Note 13)	— 可換股票據 (附註13)	357,872	-	-	357,872
— Other FVTPL	— 其他按公平值計入損益	9,420	-	-	9,420
		370,768	3,476	-	367,292

		Fair value measurements as at 31 December 2016 using 於2016年12月31日使用之公平值計量方式			
		Fair value at 31 December 2016 於2016年 12月31日 之公平值	Level 1	Level 2	Level 3
			第一級	第二級	第三級
Recurring fair value measurement	經常性公平值計量				
Asset:	資產:				
FVTPL	按公平值計入損益	-	-	-	-

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27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements

The fair value of convertible notes designated as FVTPL is determined using Binomial Option Pricing Model and the significant unobservable inputs are as follows:

Share price	股價	USD0.81 美元
Expected volatility	預期波動	27%
Expected dividends	預期股息	0.00%
Risk-free interest rate	無風險息率	2.20%

The fair values of other FVTPL are determined to be approximation to their carrying amount, as they were purchased at the end of each reporting period. The valuation is by reference to the discounted cash flows. Key unobservable inputs included expected yields of debt instruments and treasury notes invested by banks and a discount rate that reflects the credit risk of the banks.

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

27 財務風險管理及金融工具的公平值(續)

(e) 公平值計量(續)

(i) 按公平值計量之金融資產及負債(續)

第三級公平值計量的資料

指定為按公平值計入損益的可換股票據公平值乃採用二項期權定價模式及下列重大不可觀察輸入數據釐定：

Share price	股價	USD0.81 美元
Expected volatility	預期波動	27%
Expected dividends	預期股息	0.00%
Risk-free interest rate	無風險息率	2.20%

其他按公平值計入損益之公平值釐定為與其賬面值相若，乃由於其於各報告期末購入。估值乃參考貼現現金流量。主要不可觀察輸入數據包括銀行投資的債務工具及國庫票據的預期收益率及反映銀行信貸風險的貼現率。

此等第三級公平值計量於年內之變動如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
FVTPL:	按公平值計入損益：		
At 1 January	於1月1日	–	28,200
Acquisition of subsidiaries	收購附屬公司	500	–
Payment for purchases	就購買付款	373,718	5,000
Proceeds from sales	出售所得款項	(5,940)	(33,200)
Changes in fair value recognised in profit or loss during the year	年內於損益確認之公平值變動	5,311	–
Exchange differences	匯兌差額	(6,297)	–
At 31 December	於12月31日	367,292	–

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27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Fair value measurement (Continued)

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's and the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2017 and 2016 except for unlisted equity financial instruments of RMB50,153,000 (2016: Nil). Such equity financial instruments do not have a quoted market price in an active market and therefore their fair values cannot be reliably measured. They are held for strategic purposes and recognised at cost less impairment losses at end of the year.

28 COMMITMENTS

- (a) Capital commitments outstanding at 31 December 2017 not provided for in the financial statements were as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Contracted for	已訂約	13,007	14,816
		13,007	14,816

- (b) At 31 December 2017, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Within 1 year	一年內	31,306	26,880
After 1 year but within 5 years	一年後但五年內	61,916	30,150
After 5 years	五年後	24,446	-
		117,668	57,030

27 財務風險管理及金融工具的公平值(續)

(e) 公平值計量(續)

(ii) 按公平值以外列賬的金融資產及負債的公平值

本集團及本公司按成本或攤銷成本列賬的金融工具的賬面值與其於2017年及2016年12月31日的公平值概無重大差異，惟為數人民幣50,153,000元(2016年：無)之非上市股本金融工具除外。該等股本金融工具於活躍市場並無市場報價，因此其公平值不可可靠計量。其持作策略投資目的，於各年末按成本減減值虧損確認。

28 承擔

- (a) 尚未於2017年12月31日財務報表中撥備之未履行資本承擔載列如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Contracted for	已訂約	13,007	14,816
		13,007	14,816

- (b) 於2017年12月31日，根據不可撤銷經營租賃的未來最低租賃付款總額如下：

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Within 1 year	一年內	31,306	26,880
After 1 year but within 5 years	一年後但五年內	61,916	30,150
After 5 years	五年後	24,446	-
		117,668	57,030

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29 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the consolidated financial statements, the Group entered into the following significant related party transactions.

(a) Name of and relationship with related parties

During the reporting period, transactions with the following parties are considered as related party transactions:

29 重大關連方交易

除綜合財務報表其他地方披露的關連方資料外，本集團於相關期間訂立下列重大關連方交易。

(a) 關連方名稱及與關連方的關係

於報告期間，與下列各方的交易被視為關連方交易：

Name of party 關連方名稱	Relationship with the Group 與本集團關係
Mr. Song Weiping 宋衛平先生	Shareholder of the Company 本公司股東
Ms. Xia Yibo 夏一波女士	Shareholder of the Company 本公司股東
Mr. Shou Bainian 壽柏年先生	Shareholder of the Company 本公司股東
Ms. Li Hairong 李海榮女士	Shareholder of the Company 本公司股東
Greentown Holdings and its subsidiaries 綠城控股及其附屬公司	Greentown Holdings is controlled by Mr. Song Weiping, Ms. Xia Yibo and Mr. Shou Bainian 綠城控股由宋衛平先生、夏一波女士及壽柏年先生控制
Zhejiang Greentown Education Investment Management Limited 浙江綠城教育投資管理有限公司	Zhejiang Greentown Education Investment Management Limited is controlled by Mr. Song Weiping, Ms. Xia Yibo and Mr. Shou Bainian 浙江綠城教育投資管理有限公司由宋衛平先生、夏一波女士及壽柏年先生控制
Hangzhou Dangui Investment Company Limited ("Hangzhou Dangui Investment") and its subsidiaries and joint venture 杭州丹桂投資管理有限公司(「杭州丹桂投資」)及其附屬公司和合營公司	Entities jointly controlled by Greentown Holdings 由綠城控股共同控制的實體

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29 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Name of and relationship with related parties (Continued)

Name of party 關連方名稱	Relationship with the Group 與本集團關係
Greentown China Holdings Limited and its subsidiaries ("Greentown China") 綠城中國控股有限公司及其附屬公司(「綠城中國」) Zhejiang Greentown Hospital Investment Company Limited ("Greentown Hospital") and its subsidiary 浙江綠城醫院投資有限公司(「綠城醫院」)及其附屬公司	Mr. Song Weiping is an executive director of Greentown China 宋衛平先生為綠城中國執行董事 Greentown Hospital is controlled by Mr. Song Weiping, Ms. Xia Yibo and Mr. Shou Bainian 綠城醫院由宋衛平先生、夏一波女士及壽柏年先生控制
Bluetown Agriculture Technology 藍城農業科技	Mr. Song Weiping is a controlling shareholder 宋衛平先生為控股股東
Greentown Telecommunication 綠城信息	Entity controlled by Mr. Yang Zhangfa (executive director of the Company) and Ms. Li Hairong before 5 June 2017 於2017年6月5日前由楊掌法先生(本公司執行董事)及李海榮女士控制之實體
Greentown Uoko 綠城優客	Associate of the Group 本集團之聯營公司
Communities Investment Greentown 交投綠城	Associate of the Group 本集團之聯營公司
Zhejiang Xihu and its subsidiaries 浙江新湖及其附屬公司	Associate of the Group 本集團之聯營公司
Shanghai Xihu and its subsidiaries 上海新湖及其附屬公司	Associate of the Group 本集團之聯營公司
Lvman Technology 綠漫科技	Associate of the Group 本集團之聯營公司
Four Seasons Housekeeping 四季管家	Joint venture of the Group 本集團之合營企業
Xiangtan Chengfa 湘潭市城發	Joint venture of the Group 本集團之合營企業
Lansong Supply Chain 藍頌供應鏈	Associate of the Group before 31 May 2017 於2017年5月31日前為本集團的聯營公司

The English translation of the Company name is for reference only. The official names of these companies are in Chinese.

公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

29 重大關連方交易(續)

(a) 關連方名稱及與關連方的關係 (續)

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29 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	5,244	2,488
Discretionary bonuses 酌情花紅	8,187	4,713
Retirement scheme contributions 退休計劃供款	416	376
	13,847	7,577

Total remuneration is included in "staff costs" (see note 5(b)).

29 重大關連方交易(續)

(b) 主要管理層人員酬金

本集團主要管理層人員酬金(包括已付本公司董事的款項(誠如附註7所披露)及若干最高薪酬員工(誠如附註8所披露))如下:

以上主要管理層人員酬金已計入「員工成本」(見附註5(b))。

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29 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Significant related party transactions

Particulars of significant transactions between the Group and the above related parties during the reporting period are as follows:

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Property service and consulting service provided to:	物業服務及諮詢服務提供予：		
— Greentown China	— 綠城中國	—	169,569
— Subsidiaries of Greentown Holdings	— 綠城控股之附屬公司	2,133	1,445
Sales of goods to:	銷售貨物予：		
— Bluetown Agriculture Technology	— 藍城農業科技	12,712	—
Receiving property management support services from:	獲得的物業管理支援服務來自：		
— Subsidiaries and joint venture of Hangzhou Dangui Investment	— 杭州丹桂投資之附屬公司及合營企業	22,887	16,710
Receiving advertising service from:	獲得的宣傳服務來自：		
— Subsidiary of Greentown Holdings	— 綠城控股之附屬公司	15,170	—
Purchasing goods from:	採購貨品自：		
— Lansong Supply Chain	— 藍頌供應鏈	11,961	—
Health inspection service from:	體檢服務來自：		
— Subsidiary of Greentown Hospital	— 綠城醫院之附屬公司	620	434
Telecommunication services from:	電訊服務來自：		
— Greentown Telecommunication	— 綠城信息	787	648
Purchasing software and receiving related services from:	採購軟件及獲得的相關服務來自：		
— Lvman Technology	— 綠漫科技	24,910	17,775

The directors consider that all related party transactions during the reporting period were conducted on normal commercial terms and in the ordinary and usual course of the Group's business.

29 重大關連方交易(續)

(c) 重大關連方交易

本集團與上述關連方於相關期間的重大交易詳情如下：

董事認為報告期內所有關連方交易均在本集團日常及一般業務過程中按正常商業條款進行。

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29 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Balances with related parties

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Amount due from entities controlled by Song Wei Ping — Trade nature	應收宋衛平控制的實體款項 — 貿易性質	13,845	-
Amounts due from Greentown China — Trade nature	應收綠城中國款項 — 貿易性質	-	13,683
Amounts due from subsidiaries and associates of Greentown Holdings — Trade nature	應收綠城控股的附屬公司及聯營公司款項 — 貿易性質	25	588
Amounts due from associates or joint ventures — Trade nature	應收聯營公司或合營企業款項 — 貿易性質	2,192	11
Amounts due to entities controlled by Song Wei Ping — Trade nature	應付宋衛平控制的實體款項 — 貿易性質	767	-
Amounts due to Greentown China — Trade nature	應付綠城中國款項 — 貿易性質	-	5,368
Amounts due to subsidiaries and associates of Greentown Holdings — Trade nature	應付綠城控股的附屬公司及聯營公司款項 — 貿易性質	2,481	2,539
Amounts due to associates/joint ventures — Trade nature	應付聯營公司/合營企業款項 — 貿易性質	-	25

Amounts due from/to related parties are unsecured and interest-free.

應收/應付關連方款項為無抵押及免息。

(e) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of receiving services from subsidiaries of Greentown Holdings and subsidiaries and joint venture of Hangzhou Dangu Investment, purchasing goods from Lansong Supply Chain, sales of goods to Bluetown Agriculture Technology above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "CONTINUING CONNECTED TRANSACTIONS" of the Report of Directors. The related party transactions in respect of receiving services from subsidiary of Greentown Hospital and Greentown Telecommunication, providing services to subsidiaries of Greentown Holdings above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However those transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1).

29 重大關連方交易(續)

(d) 關連方的結餘

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Amount due from entities controlled by Song Wei Ping — Trade nature	應收宋衛平控制的實體款項 — 貿易性質	13,845	-
Amounts due from Greentown China — Trade nature	應收綠城中國款項 — 貿易性質	-	13,683
Amounts due from subsidiaries and associates of Greentown Holdings — Trade nature	應收綠城控股的附屬公司及聯營公司款項 — 貿易性質	25	588
Amounts due from associates or joint ventures — Trade nature	應收聯營公司或合營企業款項 — 貿易性質	2,192	11
Amounts due to entities controlled by Song Wei Ping — Trade nature	應付宋衛平控制的實體款項 — 貿易性質	767	-
Amounts due to Greentown China — Trade nature	應付綠城中國款項 — 貿易性質	-	5,368
Amounts due to subsidiaries and associates of Greentown Holdings — Trade nature	應付綠城控股的附屬公司及聯營公司款項 — 貿易性質	2,481	2,539
Amounts due to associates/joint ventures — Trade nature	應付聯營公司/合營企業款項 — 貿易性質	-	25

應收/應付關連方款項為無抵押及免息。

(e) 應用關連交易相關之上市規則

上述有關自綠城控股之附屬公司及杭州丹桂投資之附屬公司和合資企業獲取服務、自藍頌供應鏈採購貨品，銷售貨物予藍城農業科技構成上市規則第14A章項下的關連交易或持續關連交易。上市規則第14A章所規定之披露載於董事會報告「持續關連交易」一節。上述有關自綠城醫院之附屬公司及綠城信息獲取服務以及提供服務予綠城控股之附屬公司構成上市規則第14A章項下的關連交易或持續關連交易。然而，該等交易獲豁免上市規定第14A章項下的披露規定，原因乃其低於第14A.76(1)條項下的最低豁免水平範圍。

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30 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

30 公司層面財務狀況表

		Note	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
		附註		
Non-current assets	非流動資產			
Interest in joint ventures	於合營企業的權益		77,918	86,571
Interest in an associate	於聯營公司的權益		444,735	–
Interest in subsidiaries	於附屬公司的權益	(a)	501,479	1,152,040
Other financial assets	其他金融資產		62,601	–
			1,086,733	1,238,611
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項		1,897	48
Cash and cash equivalents	現金及現金等價物		25,590	79,521
Other financial assets	其他金融資產		19,812	–
			47,299	79,569
Non-current liabilities	非流動負債			
Deferred tax assets	遞延稅項資產		318	–
			318	–
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項		13,886	4,856
			13,886	4,856
Net current assets	流動資產淨值		33,413	74,713
Total assets less current liabilities	總資產減流動負債		1,120,146	1,313,324
NET ASSETS	資產淨值		1,119,828	1,313,324
CAPITAL AND RESERVES	資本及儲備	25(a)		
Share capital	股本		24	24
Reserves	儲備		1,119,804	1,313,300
TOTAL EQUITY	總權益		1,119,828	1,313,324

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30 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (CONTINUED)

(a) Interest in subsidiaries

		2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Costs of investment, unlisted	非上市投資成本	1	1
Amounts due from subsidiaries	應收附屬公司款項	501,478	1,152,039
		501,479	1,152,040

A substantial portion of proceeds arising from the Listing of the Company's shares on the Stock Exchange of Hong Kong Limited was used as advances to Greentown Service Group (Hong Kong) Co. Limited, an indirectly wholly-owned subsidiary. The advances are unsecured, interest-free and has no fixed term of repayment.

30 公司層面財務狀況表(續)

(a) 於附屬公司的權益

本公司股份於香港聯合交易所有限公司上市產生的所得款項絕大部分用作向間接全資附屬公司綠城服務集團(香港)有限公司墊款。該墊款屬無抵押、免息且無固定償還期限。

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31 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

31 於附屬公司的投資

下表僅載列對本集團業績、資產及負債構成主要影響的附屬公司詳情。除另有說明外，所持股份類別為普通股。

Name of company 公司名稱	Place of incorporation and business 註冊成立及營業地點	Registered/ issued and paid-in capital 註冊/已發行及實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Greentown Service Group Investment Co. Ltd.	BVI	USD100/USD100	100%	100%	-	Investment holding
Greentown Service Group Investment Co. Ltd.	英屬維京群島	100美元/100美元	100%	100%	-	投資控股
Greentown Service Group (Hong Kong) Co. Limited	Hong Kong	HKD100/HKD100	100%	-	100%	Investment holding
綠城服務集團(香港)有限公司	香港	100港元/100港元	100%	-	100%	投資控股
Zigui Technology	the PRC	USD50,000,000/ USD18,693,011.30	100%	-	100%	Investment holding
杭州紫桂科技有限公司	中國	50,000,000美元/ 18,693,011.30美元	100%	-	100%	投資控股
Greentown PM	the PRC	RMB200,000,000/ RMB126,000,000	100%	-	100%	Property management
綠城物業服務集團有限公司	中國	人民幣200,000,000元/ 人民幣126,000,000元	100%	-	100%	物業管理
Zhejiang Lvsheng Property Management Company Limited	the PRC	RMB60,000,000/ RMB5,000,000	100%	-	100%	Property management
浙江綠升物業服務有限公司	中國	人民幣60,000,000元/ 人民幣5,000,000元	100%	-	100%	物業管理
Hangzhou Xianggui Hotel Management Company Limited	the PRC	RMB30,000/ RMB30,000	70%	-	100%	Hotel management
杭州香瑰酒店管理有限公司**	中國	人民幣30,000元/ 人民幣30,000元	70%	-	100%	酒店管理
Shanghai Lvsheng Property Management Company Limited	the PRC	RMB500,000/ RMB500,000	100%	-	100%	Property management
上海綠豐物業管理有限公司	中國	人民幣500,000元/ 人民幣500,000元	100%	-	100%	物業管理

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Hangzhou Yijia Property Management Company Limited 杭州怡嘉物業管理有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	-	100%	Property management 物業管理
Ningbo Lvheng Property Management Company Limited 寧波綠恒物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	80%	-	80%	Property management 物業管理
Zhejiang Baoye Greentown Property Management Company Limited 浙江報業綠城物業服務有限公司	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	51%	-	51%	Property management 物業管理
Ningbo Greentown Advertisement Company Limited 寧波綠城廣告有限公司	the PRC 中國	RMB1,000,000/ RMB1,000,000 人民幣1,000,000元/ 人民幣1,000,000元	100%	-	100%	Advertisement design, producing and releasing services 廣告設計、製作及 發佈服務
Ningbo Greentown Property Management Company Limited 寧波綠城物業管理有限公司	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	100%	-	100%	Property management 物業管理
Jiaxing Greentown Property Service Company Limited 嘉興綠城物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	100%	-	100%	Property management 物業管理

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Shanghai Lvyu Property Management Company Limited 上海綠宇物業管理有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元	100%	-	100%	Property management 物業管理
Anhui Greentown Property Management Company Limited 安徽綠城物業管理有限公司	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元	100%	-	100%	Property management 物業管理
Beijing Greentown Property Management Company Limited 北京綠城物業管理有限公司	the PRC 中國	RMB5,000,000/ RMB3,000,000 人民幣5,000,000元 人民幣3,000,000元	100%	-	100%	Property management 物業管理
Zhejiang Greentown Real Estate Consulting Company Limited 浙江綠城房地產諮詢有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元	100%	-	100%	Community leasing, sales and other services 園區租賃、銷售及 其他服務
Zhejiang Greentown Culture Arts Consulting Company Limited 浙江綠城文化策劃有限公司	the PRC 中國	RMB2,000,000/ RMB2,000,000 人民幣2,000,000元	100%	-	100%	Recreational activities, exhibitions and market promotion services 康樂活動、展覽及 市場推廣服務
Zhejiang Greentown Real Estate Agency Company Limited 浙江綠城房屋置換有限公司	the PRC 中國	RMB1,000,000/ RMB1,000,000 人民幣1,000,000元	55%	-	55%	Community leasing, sales and other services 園區租賃、銷售及 其他服務
Greentown Community Service 浙江綠城物業園區生活服務有限公司**	the PRC 中國	RMB10,000,000/ RMB2,000,000 人民幣10,000,000元 人民幣2,000,000元	100%	-	100%	Business consultant and housekeeping services 營業顧問及家政服務

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Zhejiang Greentown Hotel Management Company Limited 浙江綠城酒店管理有限公司**	the PRC 中國	RMB20,000,000/ RMB20,000,000 人民幣20,000,000元/ 人民幣20,000,000元	70%	-	70%	Hotel management 酒店管理
Hangzhou Xiaoshan Tulip Hotel Management Company Limited 杭州蕭山鬱金香岸酒店管理有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	-	100%	Hotel management 酒店管理
Hangzhou Liuzhuang Hotel Management Company Limited 杭州留莊酒店管理有限公司	the PRC 中國	RMB1,500,000/ RMB1,500,000 人民幣1,500,000元/ 人民幣1,500,000元	100%	-	100%	Hotel management 酒店管理
Hangzhou Greentown Vocational Training School 杭州綠城職業培訓學校	the PRC 中國	RMB600,000/ RMB600,000 人民幣600,000元/ 人民幣600,000元	100%	-	100%	Property management related training services 物業管理相關培訓服務
Xinjiang Greentown Property Management Company Limited 新疆綠城物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	100%	-	100%	Property management, leasing and housekeeping services 物業管理、租賃及 家政服務
Shenyang Greentown Property Services Company Limited 瀋陽綠城物業服務有限公司	the PRC 中國	RMB6,000,000/ RMB6,000,000 人民幣6,000,000元/ 人民幣6,000,000元	60%	-	60%	Property management 物業管理
Shenyang Bihe Real Estate Agency Company Limited 瀋陽必和房產置業有限公司	the PRC 中國	RMB100,000/ RMB100,000 人民幣100,000元/ 人民幣100,000元	60%	-	100%	Community leasing, sales and other services 園區租賃、銷售及 其他服務

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Qian'an Greentown Services Company Limited	The PRC	RMB500,000/ RMB500,000	100%	-	100%	Property management
遷安綠城物業服務有限公司	中國	人民幣500,000元/ 人民幣500,000元	100%	-	100%	物業管理
Shandong Greentown Property Management Company Limited	the PRC	RMB10,000,000/ RMB10,000,000	100%	-	100%	Property management
山東綠城物業服務有限公司	中國	人民幣10,000,000元/ 人民幣10,000,000元	100%	-	100%	物業管理
Zhoushan Greentown Dongsha Hotel Management Company Limited	the PRC	RMB30,000/ RMB30,000	100%	-	100%	Undertake convention and exhibition, hotel management
舟山綠城東沙酒店管理有限公司 (原名「舟山綠城東沙度假酒店管理有限公司」)	中國	人民幣30,000元/ 人民幣30,000元	100%	-	100%	承包會及展覽、酒店管理
Greentown Property Service Group (Hong Kong) Co., Limited	Hong Kong	HKD40,000,000/ HKD40,000,000	100%	-	100%	Investment holding
綠城物業服務集團(香港)有限公司	香港	40,000,000港元/ 40,000,000港元	100%	-	100%	投資控股
Lingshui Greentown Tiantangniao Holiday House Management Company Limited	the PRC	RMB1,000,000/-	100%	-	100%	Hotel and resorts management
陵水綠城天堂島度假屋管理有限公司**	中國	人民幣1,000,000元/-	100%	-	100%	酒店及度假屋管理
Sanya Greentown Tiantangniao Holiday House Management Company Limited	the PRC	RMB1,000,000/-	100%	-	100%	Resorts management
三亞綠城天堂島度假屋管理有限公司**	中國	人民幣1,000,000元/-	100%	-	100%	度假屋管理
Chongqing Liangjiang Greentown Property Service Company Limited	the PRC	RMB5,000,000/ RMB2,000,000	51%	-	51%	Property management
重慶兩江綠城物業服務有限公司	中國	人民幣5,000,000元/ 人民幣2,000,000元	51%	-	51%	物業管理
Hangzhou Greentown Chengpin Property Management Company Limited	the PRC	RMB2,000,000/ RMB2,000,000	100%	-	100%	Property management
杭州綠城誠品物業管理有限公司	中國	人民幣2,000,000元/ 人民幣2,000,000元	100%	-	100%	物業管理

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Xinyang Greentown Property Management Company Limited 信陽綠城物業服務有限公司	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	-	100%	Property management 物業管理
Hefei Greentown Real Estate Agency Company Limited 合肥綠城房屋置換有限公司	the PRC 中國	RMB300,000/ RMB300,000 人民幣300,000元/ 人民幣300,000元	100%	-	100%	Community leasing, sales and other services 園區租賃、銷售及 其他服務
Greentown Property Service Group Jiangsu Company Limited 綠城物業服務集團江蘇有限公司	the PRC 中國	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	100%	-	100%	Property management 物業管理
Zhejiang Twin Cities Network Company Limited 浙江雙城網絡科技有限公司**	the PRC 中國	RMB11,000,000/ RMB9,008,900 人民幣11,000,000元/ 人民幣9,008,900元	100%	-	100%	Computer networking technology, consultant service 電腦網絡技術、諮詢服務
Zhejiang Greentown Yuhua Education and Technology Company Limited 浙江綠城育華教育科技有限公司**	the PRC 中國	RMB10,000,000/ RMB70,000,000 人民幣10,000,000元/ 人民幣70,000,000元	90%	-	90%	Education consultant service 教育諮詢服務
Haining Greentown Hongxiang Property Service Company Limited 海寧綠城鴻翔物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB1,000,000 人民幣3,000,000元/ 人民幣1,000,000元	60%	-	60%	Property management 物業管理
Hangzhou Shide Financial Service Outsourcing Company Limited 杭州世德金融服務外包有限公司**	the PRC 中國	RMB10,000,000/ - 人民幣10,000,000元/ -	100%	-	100%	Financial service outsourcing 金融服務外包
Zhejiang Anji Greentown Yinrun Property Service Company Limited 浙江安吉綠城銀潤物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB1,000,000 人民幣3,000,000元/ 人民幣1,000,000元	60%	-	60%	Property management 物業管理

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Jiangxi Gantie Greentown Property Service Company Limited 江西贛鐵綠城物業服務有限公司	the PRC 中國	RMB3,000,000/ RMB1,000,000 人民幣3,000,000元/ 人民幣1,000,000元	51%	-	51%	Property management 物業管理
Zhejiang Zhilian Sharing Information Technology Company Limited 浙江智聯共用資訊科技有限公司*	the PRC 中國	RMB10,000,000/- 人民幣10,000,000元/-	100%	-	100%	Investment holding 投資控股
Greentown Pension Services Limited 綠城養老服務有限公司*	HK 香港	HKD24,000,000/- 24,000,000港元/-	100%	-	100%	Pension Service 養老服務
Greentown Education Group Holdings Limited 綠城教育集團控股有限公司*	BVI 英屬維京群島	HKD100/- 100港元/-	100%	-	100%	Investment holding 投資控股
Zhejiang Bokang Pension Service Limited 浙江柏康養老服務有限公司*	the PRC 中國	USD3,000,000/- 3,000,000美元/-	100%	-	100%	Pension Service 養老服務
Hangzhou Lvju Property Management Company Limited 杭州綠居物業服務有限公司*	the PRC 中國	RMB10,000,000/ RMB3,000,000 人民幣10,000,000元/ 人民幣3,000,000元	51%	-	51%	Property management 物業管理
Tangshan Greentown New World Property Management Company Limited 唐山綠城新天地物業服務有限公司*	the PRC 中國	RMB3,000,000/ RMB300,000 人民幣3,000,000元/ 人民幣300,000元	60%	-	60%	Property management 物業管理
Suzhou Lvni Property Management Company Limited 蘇州綠尼物業服務有限公司*	the PRC 中國	RMB500,000/- 人民幣500,000元/-	70%	-	70%	Property management 物業管理
Wenzhou Yayuan Property Management Company Limited 溫州雅園物業管理服務有限公司**	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	-	100%	Property management 物業管理
Jilin Tianhsun Property Management Company Limited 吉林天順物業服務有限公司**	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	70%	-	70%	Property management 物業管理

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Changchun Liangcheng Property Management Company Limited 長春市蓮城物業服務有限公司**	the PRC 中國	RMB3,000,000/ RMB1,500,000 人民幣3,000,000元/ 人民幣1,500,000元	42%	-	60%	Property management 物業管理
Tianjin Inter Property Management Company Limited 天津市因特物業服務有限公司**	the PRC 中國	RMB10,010,000/ RMB8,000,000 人民幣10,010,000元/ 人民幣8,000,000元	100%	-	100%	Property management 物業管理
Changge Greentown Property Management Company Limited 長葛市綠城物業服務有限公司*	the PRC 中國	RMB500,000/- 人民幣500,000元/-	100%	-	100%	Property management 物業管理
Jiaxing Yada Greentown Property Management Company Limited 嘉興市雅達綠城物業服務有限公司**	the PRC 中國	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	60%	-	60%	Property management 物業管理
Ji'nan Lixia Greentown Property Management Company Limited 濟南曆下綠城物業管理有限公司*	the PRC 中國	RMB10,000,000/ RMB5,000,000 人民幣10,000,000元/ 人民幣5,000,000元	51%	-	51%	Property management 物業管理
Wuhan Greentown Binjiang Property Management Company Limited 武漢綠城濱江物業服務有限公司*	the PRC 中國	RMB3,000,000/- 人民幣3,000,000元/-	51%	-	51%	Property management 物業管理
Zhejiang Lifu Marketing and Planning Company Limited 浙江綠服行銷策劃有限公司*	the PRC 中國	RMB10,000,000/ RMB1,000,000 人民幣10,000,000元/ 人民幣1,000,000元	51%	-	51%	Market Promotion Services 市場行銷服務
Greentown Technology Industry Services Company Limited 綠城科技產業服務有限公司*	the PRC 中國	RMB50,000,000/ RMB10,000,000 人民幣50,000,000元/ 人民幣10,000,000元	51%	-	51%	Information Technology Consultant 信息技術顧問
Zhoushan Blessed Housekeeper Community Service Company Limited 舟山幸福管家園區生活服務有限公司*	the PRC 中國	RMB30,000/ RMB30,000 人民幣30,000元/ 人民幣30,000元	100%	-	100%	Business consultant and housekeeping services 營業顧問及家政服務

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Lansong Supply Chain	the PRC	RMB10,010,000/ RMB10,010,000	51%	-	51%	Supply Chain management
浙江藍頌供應鏈管理有限公司**	中國	人民幣10,010,000元/ 人民幣10,010,000元	51%	-	51%	供應鏈管理
Ningbo Greentown Hotel Management Company Limited	the PRC	RMB1,000,000/-	100%	-	100%	Hotel management
寧波綠城酒店管理有限公司	中國	人民幣1,000,000元/-	100%	-	100%	酒店管理
Ningbo Greentown Yuhua Education and Technology Company Limited	the PRC	RMB10,000,000/ RMB8,000,000	90%	-	100%	Education consultant service
寧波綠城育華教育科技有限公司*	中國	人民幣10,000,000元/ 人民幣8,000,000元	90%	-	100%	教育諮詢服務
Ningbo Greentown Yuhua Yaohong Education and Technology Company Limited	the PRC	RMB3,000,000/ RMB3,000,000	63%	-	70%	Education software development
寧波綠城育華耀虹教育科技有限公司**	中國	人民幣3,000,000元/ 人民幣3,000,000元	63%	-	70%	教育軟件開發
Nanchang Greentown Education and Technology Company Limited	the PRC	RMB4,000,000/-	90%	-	100%	Education consultant service
南昌綠城教育科技有限公司*	中國	人民幣4,000,000元/-	90%	-	100%	教育諮詢服務
Nanchang Yinqu Education and Technology Company Limited	the PRC	RMB5,000,000/ RMB1,000,000	72%	-	80%	Education consultant service
南昌因趣教育科技有限公司*	中國	人民幣5,000,000元/ 人民幣1,000,000元	72%	-	80%	教育諮詢服務
Zhejiang Twin City Cultural and Creative Company Limited	the PRC	RMB11,000,000/-	45%	-	45%	Education consultant service
浙江雙城文化創意有限公司**	中國	人民幣11,000,000元/-	45%	-	45%	教育諮詢服務
Zhejiang Twin City Sports Cultural Development Company Limited	the PRC	RMB10,010,000/-	34%	-	76%	Education consultant service
浙江雙城體育文化發展有限公司**	中國	人民幣10,010,000元/-	34%	-	76%	教育諮詢服務
Zhejiang Shushu Technology Service Company Limited	the PRC	RMB50,000,000/ RMB30,000,000	65%	-	65%	Information Technology Service
浙江術數科技服務有限公司*	中國	人民幣50,000,000元/ 人民幣30,000,000元	65%	-	65%	信息技術服務

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Zhejiang Lvhua International Travel Service Company Limited 浙江綠華國際旅行社有限公司**	the PRC 中國	RMB3,000,000/ RMB525,210 人民幣3,000,000元/ 人民幣525,210元	39%	-	60%	Travel business 旅遊業務
Hangzhou Yunpu Trading Company Limited 杭州雲鋪貿易有限公司*	the PRC 中國	RMB10,000,000/ RMB4,000,000 人民幣10,000,000元/ 人民幣4,000,000元	100%	-	100%	Food sale 食品銷售
Zhejiang Lebo Education Technology Company Limited 浙江樂博教育科技有限責任公司*	the PRC 中國	RMB10,000,000/- 人民幣10,000,000元/-	63%	-	70%	Education Technology 教育科技
Hubei Changtou Greentown Property Management Company Limited 湖北長投綠城物業服務有限公司*	the PRC 中國	RMB8,000,000/- 人民幣8,000,000元/-	51%	-	51%	Property management 物業管理
Hupan Qinsheng 杭州湖畔琴聲文化創意有限公司**	the PRC 中國	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	70%	-	70%	Education consultant service 教育諮詢服務
Hangzhou Fadu Musical Notation Culture Company Limited 杭州法朵音符文化藝術有限公司**	the PRC 中國	RMB1,300,000/ RMB1,300,000 人民幣1,300,000元/ 人民幣1,300,000元	42%	-	60%	Education consultant service 教育諮詢服務
Zhejiang Lvbang Property Management Company Limited 浙江綠邦物業管理有限公司**	the PRC 中國	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	60%	-	60%	Property management 物業管理
Hangzhou Wulin Greentown Property Service Company Limited 杭州武林綠城物業服務有限公司*	the PRC 中國	RMB3,000,000/- 人民幣3,000,000元/-	51%	-	51%	Property management 物業管理
Hangzhou Lianrui Advertisement Company Limited 杭州聯睿廣告有限公司**	the PRC 中國	RMB3,000,000/ RMB763,800 人民幣3,000,000元/ 人民幣763,800元	55%	-	55%	Advertisement design 廣告設計

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31 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Hangzhou Lvhua Children's Art Training Company Limited	the PRC	RMB1,100,000/-	65%	-	100%	Art training
杭州綠華童藝藝術培訓有限公司*	中國	人民幣1,100,000元/-	65%	-	100%	藝術培訓

* All the PRC entities are limited liability companies. The English translation of the company name is for reference only. The official names of these companies are in Chinese.

(i) The subsidiaries were established by the Group during 2017.

(ii) The subsidiaries were acquired by the Group. Detailed information of the acquisitions was set in note 26(a).

As at 31 December 2017, no subsidiary of the Group had material non-controlling interests.

32 PRE-IPO SHARE AWARD SCHEME

On 1 January 2016, the Company adopted a Pre-IPO share award scheme (the "Pre-IPO Share Award Scheme") to grant certain senior management personnel of the Group ("the Incentive Targets") to acquire certain shares of the Company ("the Incentive Shares") from Ms. Li Hairong. The consideration for the acquisition is by reference to the valuation of Greentown PM as at 31 December 2015. Lilac International Investment Company Limited ("Lilac"), a company wholly-owned by Ms. Li Hairong, transferred an aggregate of 105,000,000 shares of the Company to Mass Wisdom Group Limited ("Mass Wisdom"), a third party trust company, which was appointed as the trustee under the Pre-IPO Share Award Scheme. The shares would be held by Mass Wisdom on behalf of the Incentive Targets. The shares awarded under the Pre-IPO Share Award Scheme would vest on the date of the Listing. The consideration would be payable by the Incentive Targets to Lilac upon the Listing. If the Listing does not take place on or before 31 December 2016, Mass Wisdom shall transfer these shares of the Company back to Lilac at nil consideration.

31 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務
				Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Hangzhou Lvhua Children's Art Training Company Limited	the PRC	RMB1,100,000/-	65%	-	100%	Art training
杭州綠華童藝藝術培訓有限公司*	中國	人民幣1,100,000元/-	65%	-	100%	藝術培訓

* 所有中國實體皆為有限責任公司。公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

(i) 該等附屬公司由本集團於2017年成立。

(ii) 該等附屬公司由本集團收購而得。收購詳細資料載於附註26(a)。

於2017年12月31日，概無本集團附屬公司擁有重大非控股權益。

32 首次公開發售前股份獎勵計劃

本公司於2016年1月1日採用首次公開發售前股份獎勵計劃(「首次公開發售前股份獎勵計劃」)，以授權予若干本集團高級管理人員(「激勵對象」)向李海榮女士收購若干本公司股份(「激勵股份」)。收購代價乃參考綠城物業服務於2015年12月31日的估值。李海榮女士全資擁有的公司Lilac International Investment Company Limited(「Lilac」)將合共105,000,000股本公司股份轉讓予第三方信託公司Mass Wisdom Group Limited(「Mass Wisdom」)，Mass Wisdom獲委任為首次公開發售前股份獎勵計劃的受託人。Mass Wisdom代表激勵對象持有有關股份。根據首次公開發售前股份獎勵計劃授出的股份將於上市日期歸屬。上市後，激勵對象須向Lilac支付代價。倘上市並無於2016年12月31日或之前發生，Mass Wisdom則將該等本公司股份無償轉回予Lilac。

32 PRE-IPO SHARE AWARD SCHEME (CONTINUED)

On 18 April 2016, written resolutions of the shareholders of the Company were passed to approve the amendments to the structure to the Pre-IPO Share Award Scheme. Pursuant to the shareholders' resolution, Begonia International Investment Company Limited ("**Begonia**", a company wholly-owned by Mr. Yang Zhangfa) and Blue-Bay International Investment Company Limited ("**Blue-Bay**", a company wholly-owned by Mr. Wu Zhihua, executive director of the Company), transferred their 30,000,000 and 15,000,000 shares of the Company back to Lilac. On 18 April 2016, Lilac transferred 45,000,000 shares of the Company to Mass Wisdom. The 45,000,000 shares became part of the Incentive Shares and were awarded to Mr. Yang Zhangfa and Mr. Wu Zhihua on 18 April 2016, through the Pre-IPO Share Award Scheme as a continuation of the original grant by Lilac to Begonia and Blue-Bay. After the transfer, the total number of Incentive Shares increased from 105,000,000 to 150,000,000.

The Incentive Shares further increased from 150,000,000 shares to 300,000,000 shares after the capitalisation issue completed on 12 July 2016 (see Note 25(c)(iii)), among which, Mr. Yang Zhangfa and Mr. Wu Zhihua owns 60,000,000 and 30,000,000 shares respectively.

Discounted cash flow model was used to estimate the fair value of the shares of Greentown PM. As at 31 December 2015, the estimated fair value of the shares transferred is RMB637,800,000, which was carried out by an independent valuer. The variables and assumptions used in computing the fair value of the shares are based on management of the Company's best estimate. The value of a share varies with different variables of certain subjective assumptions. The inputs into the model are as follows:

Risk-Free Rate	4%
Weighted Average Cost of Capital	15%
Beta (Relevered)	1.46
Terminal capitalisation rate	12%

No expense was recognised for the year ended 31 December 2017 and 2016 in relation to share-based payment transaction by the Company as the fair value of the shares granted was approximate to the consideration.

32 首次公開發售前股份獎勵計劃 (續)

於2016年4月18日，本公司股東書面決議案獲通過，以批准首次公開發售前股份獎勵計劃的架構修訂。根據股東決議案，楊掌法先生全資擁有的公司Begonia International Investment Company Limited (「**Begonia**」)及本公司執行董事吳志華先生全資擁有的公司Blue-Bay International Investment Company Limited (「**Blue-Bay**」)分別將其30,000,000股及15,000,000股本公司股份轉回予Lilac。於2016年4月18日，Lilac將45,000,000股本公司股份轉讓予Mass Wisdom。該45,000,000股股份成為激勵股份的一部分，並於2016年4月18日透過首次公開發售前股份獎勵計劃授予楊掌法先生及吳志華先生，作為Lilac原本向Begonia及Blue-Bay授出股份的延續。轉讓後，激勵股份之總數由105,000,000股升至150,000,000股。

於資本化發行(見附註25(c)(ii))在2016年7月12日完成後，激勵股份由150,000,000股進一步增至300,000,000股，當中楊掌法先生及吳志華先生分別擁有60,000,000股及30,000,000股。

經貼現的現金流模型已用於估計綠城物業服務股份的公平值。於2015年12月31日，所轉讓股份的估計公平值為人民幣637,800,000元，乃由獨立估值師估算得出。計算股份公平值的變數及假設乃按照本公司管理層的最佳估計。股份價值隨著若干主觀假設的不同變數有所變化。模型的輸入數據如下：

無風險利率	4%
加權平均資本成本	15%
β 系數(再槓桿)	1.46
最終資本化率	12%

截至2017年及2016年12月31日止年度，並無就本公司以股份為基礎之付款交易確認開支，乃由於授出股份的公平值與代價相若。

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33 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

(a) Final dividend

Subsequent to the end of the reporting period, the directors proposed a final dividend. Further details are disclosed in note 25(b).

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

33 報告期後的非調整事項

(a) 末期股息

於報告期末後，董事建議派發末期股息。更多詳情載於附註25(b)披露。

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響

截至刊發該等財務報表日期，香港會計師公會已頒佈截至2017年12月31日止年度尚未生效且並無於該等財務報表採納的多項修訂、新準則及詮釋。以下修訂及新準則與本集團有關。

		Effective for accounting periods beginning on or after 於下列日期 或之後開始的 會計期間生效
HKFRS 9, <i>Financial instruments</i>	香港財務報告準則第9號，金融工具	1 January 2018 2018年1月1日
HKFRS 15, <i>Revenue from contracts with customers</i>	香港財務報告準則第15號， 來自客戶合約之收入	1 January 2018 2018年1月1日
Amendments to HKFRS 2, <i>Share-based payment: Classification and measurement of share-based payment transactions</i>	香港財務報告準則第2號修訂，以股份支付： 以股份支付交易之分類及計量	1 January 2018 2018年1月1日
HK(IFRIC) 22, <i>Foreign currency transactions and advance consideration</i>	香港(國際財務報告詮釋委員會)第22號， 外幣交易及預付代價	1 January 2018 2018年1月1日
HKFRS 16, <i>Leases</i>	香港財務報告準則第16號，租賃	1 January 2019 2019年1月1日
Amendments to HKAS 28, <i>Long-term interest in associates and joint ventures</i>	香港會計準則第28號修訂，於聯營公司及 合營企業之長期權益	1 January 2019 2019年1月1日
Amendments to HKFRS 10 and IAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i>	香港財務報告準則第10號及國際會計準則 第28號修訂，投資者與其聯營公司及合營 企業之間之資產出售或注資	1 January 2019 2019年1月1日
HK(IFRIC) 23, <i>Uncertainty over income tax treatments</i>	香港(國際財務報告詮釋委員會)第23號， 所得稅處理之不確定性	1 January 2019 2019年1月1日

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (CONTINUED)

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 9 and HKFRS 15, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ended 30 June 2018. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that financial report.

HKFRS 9 *Financial Instruments*

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, *Financial instruments: Recognition and measurement*. HKFRS 9 introduces new requirements for classification and measurement of financial assets, including the measurement of impairment for financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification and measurement of financial liabilities.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 on a retrospective basis. The Group plans to use the exemption from restating comparative information and will recognise any transition adjustments against the opening balance of equity at 1 January 2018.

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

本集團正在評估該等修訂、新準則及詮釋於初次應用期間預期產生的影響。迄今本集團已識別新準則的若干方面可能對本集團綜合財務報表造成重大影響。預期影響的更多詳情於下文論述。儘管香港財務報告準則第9號及香港財務報告準則第15號的評估已大致完成，惟由於迄今完成的評估基於本集團目前可獲得的資料，因此對首次採納標準的實際影響可能不同。在標準初步應用於本集團截至2018年6月30日止六個月的中期財務報告前，或會進一步確定影響。本集團亦可能改變其會計政策選擇，包括過渡方案，直至該標準初步適用於該財務報告。

香港財務報告準則第9號金融工具

香港財務報告準則第9號將取代金融工具會計處理之現行準則：香港會計準則第39號，*金融工具：確認及計量*。香港財務報告準則第9號引入金融資產劃分及計量，包括金融資產減值計量及套期會計法之新規定。另一方面，香港財務報告準則第9號收納香港會計準則第39號有關確認及終止確認金融工具以及劃分金融負債之規定，並無作出重要修改。新規定對本集團財務報表之預期影響如下：

香港財務報告準則第9號於2018年1月1日或之後開始之年度期間追溯生效。本集團計劃採用豁免重列比較資料，並將就2018年1月1日之權益期初結餘確認任何過渡調整。

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34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (CONTINUED)

HKFRS 9 *Financial Instruments* (Continued)

Expected impacts of the new requirements on the Group's financial statements are as follows:

(a) Classification and measurement

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL) and (3) fair value through other comprehensive income (FVTOCI):

- The classification for debt instruments is determined based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the asset. If a debt instrument is classified as FVTOCI then interest revenue, impairment and gains/losses on disposal will be recognised in profit or loss.
- For equity securities, the classification is FVTPL regardless of the entity's business model. The only exception is if the equity security is not held for trading and the entity irrevocably elects to designate that security as FVTOCI. If an equity security is designated as FVTOCI then only dividend income on that security will be recognised in profit or loss. Gains, losses and impairments on that security will be recognised in other comprehensive income without recycling.

The group has assessed that its financial assets currently measured at amortised cost and FVTPL will continue with their respective classification and measurements upon the adoption of HKFRS.

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

香港財務報告準則第9號金融工具(續)

新規定對本集團財務報表之預期影響如下：

(a) 分類及計量

香港財務報告準則第9號載有有關金融資產的三個主要分類：(1)攤銷成本計量，(2)按公平值計入損益及按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量如下：

- 債務工具的分類乃根據實體就有關管理金融資產及資產的合約現金流量特性所協定的業務模式而釐定。倘債務工具被分類為按公平值計入其他全面收益，則出售時之利息收入、減值及收益／虧損將於損益中確認。
- 就權益證券而言，不論實體的業務模式均被分類為按公平值計入損益。唯一例外情況為倘權益證券並非持作買賣，而實體不可撤回地選擇指定有關證券為按公平值計入其他全面收益。倘權益證券被指定為按公平值計入其他全面收益，則將僅於損益中確認證券之股息收入。該證券之收益、虧損及減值將在並無循環下於其他全面收益確認。

本集團評估，於採納香港財務報告準則後，其目前按攤銷成本及按公平值計入損益計量之金融資產將繼續作其相關分類及計量。

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (CONTINUED)

HKFRS 9 *Financial Instruments* (Continued)

(a) Classification and measurement (Continued)

With respect to the investments in equity instruments currently classified as available-for-sale financial assets, these are investments in equity interest of a private entity established in the PRC, which currently stated at the cost less impairment. These investments in equity interest will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfilment of the designation criteria).

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement will not have any impact on the group on adoption of HKFRS 9.

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

香港財務報告準則第9號金融工具(續)

(a) 分類及計量(續)

就當前分類為可供出售金融資產之股本工具投資而言，該等為對於中國成立之一間私營實體之股權投資，其現時按成本減減值列賬。該等股權投資或按公平值計入損益計量，或指定為按公平值計入其他全面收益(須滿足指定標準)。

香港財務報告準則第9號項下對金融負債的分類及計量規定與香港會計準則第39號並無重大變動，惟香港財務報告準則第9號規定指定為按公平值計入損益之金融負債自身信貸風險之變動所造成的該金融負債公平值變動須於其他全面收益確認(並無重新分類至損益)。本集團目前並無任何指定為按公平值計入損益之金融負債，故於採納香港財務報告準則第9號時，此項新規定不會對本集團造成任何影響。

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (CONTINUED)

HKFRS 9 *Financial Instruments* (Continued)

(b) Impairment

The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. The group expects that the application of the expected credit loss model will result in earlier recognition of credit losses.

Based on a preliminary assessment, the application of the new impairment model may not have a significant impact on the Group’s consolidated financial statements.

HKFRS 15 *Revenue from contracts with customers*

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, *Revenue*, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specifies the accounting for revenue from construction contracts.

Based on the assessment completed to date, the Group has identified the following areas which are expected to be affected:

(a) Timing of revenue recognition

The Group’s revenue recognition policies are disclosed in note 1(u). Currently, revenue arising from the provision of services is recognised over time, whereas revenue from the sale of goods is generally recognised when the risks and rewards of ownership have passed to the customers.

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續) 香港財務報告準則第9號金融工具(續)

(b) 減值

香港財務報告準則第9號的新減值模式「預期信貸虧損」模式取代香港會計準則第39號的「已產生虧損」模式。根據預期信貸虧損模式，在確認減值虧損前將不再需要發生虧損事件。反之，實體須按資產及事實以及情況確認及計量預期信貸虧損為12個月的預期信貸虧損或永久預期信貸虧損。本集團預期應用預期信貸虧損模式不會導致提前確認信貸虧損。

根據初步評估，應用新減值模式未必會對本集團綜合財務報表產生重大影響。

香港財務報告準則第15號來自客戶合約之收入

香港財務報告準則第15號建立確認來自客戶合約收入的全面框架。香港財務報告準則第15號將取代現有收入準則，香港會計準則第18號，*收益*（包括銷售貨物及提供服務所產生的收益）及香港會計準則第11號，*工程合約*（訂明建造合約收益的會計處理方法）。

根據迄今完成的評估，本集團已確定以下預期將受影響的範圍：

(a) 收益確認時間

本集團的收益確認政策已於附註1(u)披露。目前，來自提供服務的收益已於期間內確認，而來自銷售貨物的收益一般於擁有權的風險及回報轉至客戶時確認。

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (CONTINUED)

HKFRS 15 Revenue from contracts with customers

(Continued)

(a) Timing of revenue recognition (Continued)

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. HKFRS 15 identifies 3 situations in which control of the promised good or service is regarded as being transferred over time:

- (i) When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- (ii) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (iii) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

The Group plans to elect to use the cumulative effect transition method for the adoption of HKFRS 15 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. The Group has assessed the impact of this standard and expects that the standard will not have significant impact, when applied, on the consolidated financial statements of the Group.

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

香港財務報告準則第15號來自客戶合約之收入(續)

(a) 收益確認時間(續)

根據香港財務報告準則第15號，收益於客戶取得合約中已約定貨物或服務的控制權時確認。香港財務報告準則第15號確認三項情況，其中已約定貨物或服務的控制權被視為時間上轉移：

- (i) 當客戶同時接收及耗用由實體的表現(由實體進行)所提供的利益時；
- (ii) 當實體的表現創造或增加一項資產(例如在建工程)時，客戶的控制權作為所創造或增加的資產；
- (iii) 當實體的表現並無創造對實體而言可替代使用的一項資產，及該實體對於迄今完成的表現具有可強制執行的付款權。

倘合約條款及實體活動並不屬於該三項情況中任何一項，則根據香港財務報告準則第15號，實體於單一時間點(即控制權轉移時)銷售該貨物或服務時確認收益。擁有權風險及回報的轉移僅於確定何時發生控制權轉移時將予考慮的指標之一。

本集團計劃選擇使用有關採用香港財務報告準則第15號之累計影響過渡法，將初始應用之累計影響確認為2018年1月1日期初權益結餘之調整。本集團已評估此準則之影響，預期應用此準則後不會對本集團綜合財務報表產生重大影響。

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (CONTINUED)

HKFRS 16 Leases

As disclosed in note 1(k), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

香港財務報告準則第16號租賃

誠如附註1(k)所披露，目前本集團分類租賃至融資租賃及經營租賃，並計入不同的租賃安排(取決於租賃的分類)。本集團(作為出租人)及其他人(作為承租人)訂立若干租賃。

預期香港財務報告準則第16號將不會對出租人根據租賃將彼等權利及義務入賬的方式造成重大影響。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受實際權益方法的規限，承租人將以類似方式將所有租約入賬列作現有融資租賃會計處理方法，即於該租賃開始日期，承租人將按最低日後租賃款項的現值確認及計量租賃負債，及將確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債結餘所產生的利息開支及使用權資產折舊，而非於租期內按系統基準確認根據經營租約所產生的租賃開支的現有政策。作為實際權益方法，承租人可選擇不將此會計模式應用於短期租賃(即租期為12個月或以下)及低價值資產的租賃，於該等情況下，租金開支將繼續於租期內按系統基準確認。

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2017 (CONTINUED)

HKFRS 16 Leases (Continued)

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in note 28(b), at 31 December 2017 the Group's future minimum lease payments under non-cancellable operating leases amounted to RMB117,668,000 for properties and other assets, which is payable either within 1 year, between 1 and 5 years or over 5 years after the reporting date. Accordingly certain amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The standard offers different transition options and practical expedients, including the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. If this practical expedient is chosen, the Group will apply the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application. If the practical expedient is not chosen, the Group will need to reassess all of its decisions about which existing contracts are, or contain, leases, using the new definition. Depending on whether the Group elects to adopt the standard retrospectively or follow a modified retrospective method of recognising a cumulative-effect adjustment to the opening balance of equity at the date of initial application, the Group may or may not need to restate comparative information for any changes in accounting resulting from the reassessment. The Group has not yet decided whether it will choose to take advantage of this practical expedient, and which transition approach to be taken.

34 截至2017年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響(續)

香港財務報告準則第16號租賃(續)

香港財務報告準則第16號將主要影響本集團作為租約承租人就物業、廠房及設備(現時分類為經營租賃)的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租賃期間於損益表確認開支的時間。誠如附註28(b)所披露，於2017年12月31日，本集團於不可撤銷經營租賃項下就物業及其他資產的未來最低租賃款項將達人民幣117,668,000元，且須於報告日期後一年內、一至五年內或五年後支付。因此，一旦採納香港財務報告準則第16號，若干該等款項可能須按照相應使用權資產確認為租賃負債。經考慮實際權益方法的適用性及調整現時與採納香港財務報告準則第16號之間已訂立或終止的任何租賃及折讓影響後，本集團將須進行更為詳細分析以釐定於採納香港財務報告準則第16號時經營租賃承擔所產生的新資產及負債的金額。

香港財務報告準則第16號將於2019年1月1日或之後開始之年度期間生效。該準則提供不同之過渡選擇及可行權宜方法，包括融入先前評估之可行權宜方法，當中現有安排為(或包含)租賃。倘選擇此可行權宜方法，本集團僅將香港財務報告準則第16號對租賃之新定義應用於首次應用日期或之後訂立之合約。倘並無選擇可行權宜方法，本集團將須使用新定義重新評估其對哪些現有合約為(或包含)租賃而作之所有決定。視乎本集團是否選擇以追溯方式採納該準則，或遵從經修訂可追溯方式確認對首次應用當日權益期初結餘之累計效應調整，本集團未必需要重列因重新評估而引致任何會計變動之比較資料。本集團尚未決定是否將選擇利用此可行權宜方法以及將採用何種過渡方法。

