



**新天地产**  
TALENT PROPERTY

**TALENT PROPERTY GROUP LIMITED**

**新天地產集團有限公司\***

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 760)

**2019**

**ANNUAL REPORT 年報**

\* For identification purposes only

\* 僅供識別



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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

ZHANG Gao Bin (*Chairman*)  
LUO Zhangguan

##### Independent Non-executive Directors

LO Wai Hung  
MAK Yiu Tong  
FOK Chi Tat Michael

#### COMPANY SECRETARY

LEE Wai Kuen

#### AUTHORIZED REPRESENTATIVES

ZHANG Gao Bin  
LEE Wai Kuen

#### AUDIT COMMITTEE

LO Wai Hung (*Chairman*)  
MAK Yiu Tong  
FOK Chi Tat Michael

#### REMUNERATION COMMITTEE

FOK Chi Tat Michael (*Chairman*)  
ZHANG Gao Bin  
LUO Zhangguan  
LO Wai Hung  
MAK Yiu Tong

#### NOMINATION COMMITTEE

ZHANG Gao Bin (*Chairman*)  
LUO Zhangguan  
LO Wai Hung  
MAK Yiu Tong  
FOK Chi Tat Michael

#### AUDITORS

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#### LEGAL ADVISER ON BERMUDA LAW

Conyers, Dill & Pearman

#### 董事會

##### 執行董事

張高濱 (*主席*)  
羅章冠

##### 獨立非執行董事

盧偉雄  
麥耀棠  
霍志達

#### 公司秘書

李偉權

#### 法定代表

張高濱  
李偉權

#### 審核委員會

盧偉雄 (*主席*)  
麥耀棠  
霍志達

#### 薪酬委員會

霍志達 (*主席*)  
張高濱  
羅章冠  
盧偉雄  
麥耀棠

#### 提名委員會

張高濱 (*主席*)  
羅章冠  
盧偉雄  
麥耀棠  
霍志達

#### 核數師

鄭鄭會計師事務所有限公司  
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Conyers, Dill & Pearman

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**PRINCIPAL SHARE REGISTRAR**

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**HONG KONG BRANCH SHARE REGISTRAR**

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**PRINCIPAL BANKERS**

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**香港  
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**主要股份過戶登記處**

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**香港股份過戶登記分處**

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平安銀行股份有限公司  
廈門國際銀行  
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**股份代號**

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## CHAIRMAN'S STATEMENT

### 主席報告書

On behalf of the board of directors of Talent Property Group Limited (the "Company"), I am pleased to present the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2019.

#### FINANCIAL RESULTS

The consolidated revenue and gross profit for 2019 amounted to approximately RMB277.7 million (2018: RMB278.7 million) and RMB115.5 million (2018: RMB82.1 million), respectively. The revenue for the year includes the revenue recognized from luxurious villas at zone B of our flagship project Xintian Banshan, resulting in an increase in the gross profit margin. Without taking into account fair value changes on investment properties and provision for impairment/(reversal of impairment loss in 2018) of properties under development, profit before tax amounted to RMB52.0 million (2018: RMB58.8 million).

With reference to the results of independent valuation, the Group recorded a reduction of fair value of our Talent Shoes Trading Center and other investment properties totalling RMB62.6 million (2018: RMB38.9 million). After prudently reviewing factors such as the current pre-sale results, the sales strategies after the control of the novel coronavirus epidemic, the development progress and its costs, the Group made a provision for impairment loss totalling RMB168.0 million for logistics commercial projects under development. Reversal of previously provided impairment loss of approximately RMB2.3 million (2018: RMB81.5 million) was made for Xintian Banshan project.

After taking into account the above factors and the income tax expenses, a post-tax loss attributable to the owners of the Company of RMB99.8 million was recorded (2018: a profit of RMB69.6 million).

本人謹代表新天地產集團有限公司（「本公司」），提呈本公司及其附屬公司（「本集團」）截至二零一九年十二月三十一日止年度的經審核綜合業績。

#### 財務業績

二零一九年綜合收益及毛利分別約為人民幣277.7百萬元（二零一八年：人民幣278.7百萬元）及人民幣115.5百萬元（二零一八年：人民幣82.1百萬元）。本年度之收入包含旗艦項目新天半山B區豪華別墅之收入確認，因此毛利率有所上升。在未計及投資物業公平值變動以及發展中物業之減值撥備/（二零一八年減值虧損回撥），除稅前之利潤為人民幣52.0百萬元（二零一八年：人民幣58.8百萬元）。

本集團參考獨立評估之結果，為包括天倫鞋業交易中心在內之投資物業公平值下調人民幣62.6百萬元（二零一八年：人民幣38.9百萬元）。在謹慎審視預售現況、應對新型冠狀病毒疫情後之銷售策略、開發進度及成本等因素后，為發展中之物流商業項目共提撥人民幣168.0百萬元之減值虧損。為新天半山項目則撥回以前提撥之減值虧損約人民幣2.3百萬元（二零一八年：人民幣81.5百萬元）。

考慮上述因素以及所得稅開支后，本公司擁有人錄得應佔稅後虧損人民幣99.8百萬元（二零一八年：溢利人民幣69.6百萬元）。



## OPERATING REVIEW AND OUTLOOK

2019 marks the 70th anniversary of the founding of the PRC and the world economy experienced unprecedented challenges during the year. Despite loose monetary policies adopted by major countries, the global economy inevitably slowed down due to trade frictions, the Brexit, the intense geopolitical situation, protectionism as well as populism in many places. China's economy remained stable under the above complicated situation and generally resisted the risks of significant economic downturn through continuous optimization of the economic structure, acceleration in the development of emerging industries and the implementation of taxes and fees reduction as well as stabilizing employment.

The novel coronavirus began in early 2020. China has effectively controlled the epidemic but it broke out in European and American countries in recent months. Measures on the prevention and control of the novel coronavirus resulted in the sudden suspension of various economic activities, which significantly affected consumers' income, confidence and the capital market. It is expected that the economy of major countries will experience recession to different extent.

The regulatory policies of the Ministry of Housing and Urban-Rural Development with the target of "stabilizing land price, housing price and expectation" proposed in early 2019 have been gradually implemented during the year. With the implementation of relatively tight regulatory policies on "houses are for living in other than speculation", the land market cooled down to certain extent. The trading volume of commodity houses slightly adjusted and the housing price hiking remarkably slowed down and residents widely expected that the housing price will remain stable. Looking ahead in 2020, the economic growth is expected to slow down and decline due to the epidemic. If the central government continues to maintain regulation on property development with the policy of "not use the property market as a method for stimulating economy", it is expected that the national property market will face greater downward pressures on adjustment during the year.

## 經營回顧和展望

二零一九年是中國成立的70周年，這年世界經濟經歷了前所未有的挑戰。貿易摩擦、英國脫歐、地緣政治局勢緊張、保護主義、以及多地上演的民粹主義愈演愈烈，雖然主要國家寬鬆貨幣政策應對，全球經濟仍然難免進入放緩境地。而中國經濟在上述複雜局面下穩中求進，透過持續優化經濟結構、加快壯大新興產業、加速落實減稅降費、穩定就業等等，總體上抵禦了經濟增速大幅下滑的風險。

然而二零二零年初突如其來的新冠病毒疫情，縱使中國對疫情作出有效控制，但疫情近月在歐美各國爆發。採取遏制冠狀病毒的措施導致大量經濟活動突然停止，倒逼影響消費者的收入、信心以及資本市場，預期各國經濟將進入不同程度的衰退。

二零一九年初住建部之調控目標「穩地價、穩房價、穩預期」年內續步落實。在「房住不炒」調控政策整體偏緊的情況下，土地市場熱度有所回落，商品房成交規模小幅調整，房價上漲明顯放緩，居民普遍預期房價穩定。而展望二零二零年，因為疫情，預計經濟增速將呈現放緩下滑態勢。如中央繼續堅持「不將房地產作為短期刺激經濟的手段」的房地產調控，預計本年全國房地產市場調整壓力將面臨較大下行壓力。



### Xintian Banshan

Xintian Banshan (“新天半山”), the Group's flagship project, is located beside Nanhu 4A Scenery Zone of Baiyun District in Guangzhou. The project was built along the mountain with a height difference of 118 meters between the highest and the lowest point. It enjoys vast scenery with a bird's eye view of the grand CBD landscape. The high-rise residential apartments at zone D and villas at zone C were almost sold out. Xintian Banshan Villas (“新天半山墅”) at zone B, which are available on mountain slopes along the mountain, are highly appraised in the market and won various prizes. The mega villa project at zone E, which is rare in Guangzhou, are expected to be available for sale in mid-2021 after the completion of the gardens and external walls and subject to the sales of villas at zone B. Thanks to the joint efforts of our sales team, it implemented the online contracts signing, delivery and cash return for villas at zone B with an area of approximately 2,000 square meters available for sale in 2019. The subscription area and amount recorded during the year were approximately 360 sqm (2018: 7,800 sqm) and RMB27 million (2018: RMB316 million). Looking into 2020, the sales of topmost villas will be inevitably affected by the general economic environment, but low-density communities will show their advantages after the epidemic. The Group will continue to explore potential buyers, form close ties with them, and promote the sale of villas at zone B of our flagship project, realizing cash recovery.

### Talent Shoes Trading Center

The Group's Talent Shoes Trading Center (“天倫鞋業交易中心”) in Liwan District, Guangzhou was a redevelopment project refurbished into a 10-storey building for integrated commercial and office uses. Under the general background of economic downturn and industrial transfer in 2019, the average occupancy rate of shops dropped. Thanks to the upgrading and transformation of certain floors and the optimization of the tenant mix completed in mid-2019, the occupation rate of office recorded a slight increase, which mitigated the effects of the declining performance of shops. Looking forward into 2020, the Group will attract more sizable merchants, strengthen the market positioning and improve management services to maintain the rental income from Talent Shoes Trading Center in the future.

### 新天半山

本集團旗艦項目新天半山，坐落於廣州市白雲區南湖4A風景區旁。項目依山而建，最高點與最低點高差相距118米，景觀遼闊，城市CBD壯闊美景盡收眼底。項目之D區高層住宅與C區別墅，已絕大部分售出。而位處山坡，現樓發售的項目B區《新天半山墅》，獲得市場高度評價和獎項。全城罕有之E區巨無霸別墅，將視乎B區別墅銷售情況，預期完成園林外牆等工程後，在二零二一年年中現樓發售。憑著銷售團隊的共同努力，在二零一九年落實完成可售面積約2,000平方米之B區別墅之網簽、交付與回款。年內錄得可售面積約360平方米（二零一八年：7,800平方米）之認購，共涉及金額約人民幣27百萬元（二零一八年：人民幣316百萬元）。展望二零二零年，頂端別墅之銷售雖然不免受到經濟大環境影響，但在此次疫情消去後，相信低密度社區優勢尤其凸顯。本集團將繼續發掘潛在買家並與之維繫緊密關係，促進本旗艦項目B區別墅之銷售及現金回籠。

### 天倫鞋業交易中心

本集團位處廣州荔灣區、樓高十層綜合商業與辦公樓之舊改項目「天倫鞋業交易中心」，受到二零一九年經濟下行及產業轉移的大環境影響，商舖平均出租率出現下滑。而年中完成部分樓層的升級改造以及優化客戶之結構，致使辦公室出租率錄得輕微增長，部分減輕商舖業績下滑之影響。展望二零二零年，本集團將更針對性引進更多實力商家入駐，強化市場定位，提升管理服務水準，維持天倫鞋業交易中心未來之租金收入。





### Linhe Cun Redevelopment Project

Linhe Cun redevelopment project is located in the central business district of Tianhe District in Guangzhou, which is adjacent to Guangzhou East Railway Station. The Group cooperates with Sun Hung Kai Properties Group for this project. The development of the project has been completed. The grade A commercial office building namely Guangzhou Commerce Centre (“廣貿中心”) and units in block 1 to 6 of the high-rise residential project known as Forest Hills (“峻林”) were almost sold out and accounted for in previous years. Due to the scarcity of newly completed residential houses in urban areas of Guangzhou, completed residential units of last block of Forest Hills are already available for subscription and recorded satisfactory unit prices. Given the effects of the epidemic, the Group is prudent on the de-stocking of remaining inventories.

### Logistic Commercial Real Estate Project

The Group successfully bid one land parcel in Guangling District of Yangzhou City with an area of 81,000 sqm in early 2017. After negotiations on the changes to the positioning of the business types at the project with local government, the project was planned to be developed in stages in zone A and zone B and was named Yangzhou Intelligent Life City (“揚州智慧生活城”). The gross floor area above the ground in zone A is approximately 93,000 sqm. The construction of 12 buildings with 2 to 19 storeys for commercial and office uses was initiated in mid-2018, six of which have completed and obtained acceptance on the main structure in 2019. To speed up cash recovery, the Group obtained the pre-sale license on four buildings and made them available for sale in the form of low-density garden-style commercial Loft and Soho products. However, the pre-sale underperformed our expectation due to the sluggish property market in Yangzhou. As at the end of 2019, subscriptions amounted to approximately RMB29.5 million for area totalling 3,600 sqm, were recorded. Looking forward into 2020, the Group will strengthen marketing management on the project and deeply explore regional value of the project for customers.

### 林和村重建項目

本集團與新鴻基地產合作之林和村重建項目，位處廣州天河區商業中心並鄰近廣州火車東站。項目已經開發完成，其甲級寫字樓「廣貿中心」以及豪華高層住宅「峻林」的第一至六棟已經絕大部分於以前年度售罄和入賬。廣州市區新落成的住宅稀缺，因此以現樓發售的最後一棟高層住宅，錄得理想的單價。惟鑒於疫情影響，餘下存貨之去化速度，審慎觀望。

### 物流商業地產項目

在二零一七年初投得佔地81,000平米之揚州廣陵區地塊，項目業態定位經過跟當地政府多番磋商變更後，規劃為A和B兩個區域分期開發，命名為《揚州智慧生活城》。A區地上建築面積約93,000平米，在二零一八年中動工興建12棟樓高2至19層之商業和辦公用途物業，而其中6棟在二零一九年完成主體結構驗收。為了加快現金回籠，先行推出四棟獲得預售證並以低密度花園式商務Loft和Soho產品發售。但適逢揚州市場淡靜，預售未如理想。截止二零一九底，錄得金額和可售面積分別約人民幣29.5百萬元和約3,600平米之認購。展望二零二零年，將會加強項目行銷力量之管理，向客戶深耕項目之區域價值。





## CHAIRMAN'S STATEMENT

### 主席報告書

The Group successfully bid a land parcel in Shatou Town of Yangzhou City with an area of 250,000 sqm in the end of 2018. After the planning and preparation with the local government for one year, the project officially initiated construction in March 2020. The project was named Suzhong Demonstration City on Intelligent Agricultural Industry (“蘇中智慧農業產業示範城”) and planned to be developed in stages in zones A, B and C. Zone C, which is to be developed first and with a gross floor area of approximately 88,000 sqm, will attract various vegetables, dry cargo, agricultural products from northern and southern China and other agricultural and sideline products merchants and meet the demands for the relocation and settling down of the original farms market in Yangzhou City. The property will be used for the operation as a professional market after completion. The Group will explore ways to speed up cash return of the project.

The land parcel in Yunlong District of Xuzhou City successfully bid in the end of 2017 with an area of 102,000 sqm was named Xuzhou Intelligent Industrial Town (“徐州智慧產業小鎮”). The project was developed as a whole and divided into zones A to H. A total of 29 buildings with 3 to 14 storeys for commercial, office and warehouse uses will be constructed. With the planning on the development of the financial cluster area and the international expo center in recent years as well as the metro opening to traffic in the city, the investment potential of the project in east Xuzhou has increased. Certain floors of the 17 buildings in zones D to G, with pre-sale licenses obtained and a gross floor area of approximately 44,000 sqm, were firstly launched for pre-sale in the fourth quarter in the form of Loft products. With a competitive pre-sale prices, they were well received in the market. As at the end of 2019, subscriptions amounted to approximately RMB113 million for area totalling 14,600 sqm were recorded. Looking into the situation after the epidemic, the Group will speed up in de-stocking in zones D to G with the momentum of the pre-sale of the project and to promote the leasing and sale of zones B and C in the second half of this year.

### APPRECIATION

On behalf of our board of directors, I would like to take this opportunity to thank all of our shareholders, clients, financing and business partners for their trust and support and our staff for their hard work and dedication.

#### Zhang Gao Bin

*Chairman and Executive Director*

PRC Hong Kong

30 March 2020

而在二零一八年末投得佔地250,000平方米之揚州沙頭鎮地塊，跟當地政府籌劃一年，項目正式在二零二零年三月開始施工。項目命名為《蘇中智慧農業產業示範城》，規劃為ABC三個區域分期開發。率先開發的C區建面約88,000平方米，將引入各類蔬菜、乾貨、南北貨等農副產品的商家，並滿足揚州市內原農貿市場之搬遷落戶，物業落成將作為專業市場運營用途。本集團將探求方法以加速項目之現金回籠。

位處徐州市雲龍區，在二零一七年底投得之地塊，佔地102,000平方米，命名《徐州智慧產業小鎮》。項目整體開發並規劃為A至H區，共建設29棟樓高3至14層之商業、辦公及倉庫用途之物業，隨著當地近年金融集聚區和國際博覽中心之規劃發展，以及市內地鐵通車，致使位處徐州市城東之本案投資潛力增加。已獲預售證之D至G區共17棟建面共約44,000平方米，其中部分樓面以Loft產品於第四季首次推出預售，在配合吸引的售價下，市場反應熱烈。截止二零一九底，錄得金額和可售面積分別約人民幣1.13億元和約14,600平方米之認購。展望在疫情消退后，集團將乘著項目首推的勢頭加快D至G區之去化，從而帶動本年下半年B及C區的招商和發售。

### 致謝

最後，本人借此機會謹代表董事會衷心感謝所有股東、客戶、融資和業務夥伴對本集團一直以來的信任及支持，同時亦感謝全體員工的敬業精神及所做出的重大貢獻。

#### 張高濱

*主席兼執行董事*

中國香港

二零二零年三月三十日



## OVERVIEW

The principal activity of Talent Property Group Limited (the “Company”) is investment holding. On 10 December 2010, the Company completed the acquisition of Talent Central Limited which, through its subsidiaries, holds interests in various real estate projects in the PRC (the “Previous Acquisition”) from Talent Trend Holdings Limited (“Talent Trend”). The Group currently engages in the business of (i) real estate development, (ii) property investment and (iii) property management in the PRC.

## REVENUE AND GROSS PROFIT

For the year ended 31 December 2019, the Group recorded a revenue and gross profit of RMB277.7 million and RMB115.5 million, respectively, as compared to revenue of RMB278.7 million and gross profit of RMB82.1 million for the year ended 31 December 2018.

During the year, a revenue of RMB233.5 million (2018: RMB227.3 million) was recorded from the continual delivery of residential units of Xintian Banshan with gross floor area of approximately 3,800 square meters (“sqm”) (2018: 5,700 sqm). Revenue from selling of other properties held for sales was RMB13.6 million (2018: RMB23.6 million).

Rental income and properties management fee income totaling RMB18.4 million (2018: RMB16.8 million) and RMB3.5 million (2018: RMB3.6 million), respectively, were recorded from our Talent Shoes Trading Center. Rental income and properties management fee generated from other properties of the Group was totalling RMB8.7 million (2018: RMB7.4 million).

After taking into account the costs from Previous Acquisition, subsequent development cost, the net provision for impairment loss of Xintian Banshan as well as higher unit price of villas delivered, a gross profit and overall gross profit margin of RMB115.5 million and 41.6 % (2018: a gross profit of RMB82.1 million and gross profit margin of 29.5%), respectively, were recorded.

## 概覽

新天地產集團有限公司(「本公司」)之主要業務為投資控股。於二零一零年十二月十日，本公司完成向Talent Trend Holdings Limited(「Talent Trend」)收購Talent Central Limited，該公司透過旗下附屬公司於中國持有各項房地產項目之權益(「前收購事項」)。本集團現時在中國從事(i)房地產開發、(ii)物業投資及(iii)物業管理業務。

## 收益及毛利

截至二零一九年十二月三十一日止年度，本集團錄得收益及毛利分別為人民幣277.7百萬元及人民幣115.5百萬元，而截至二零一八年十二月三十一日止年度分別為收益人民幣278.7百萬元及毛利人民幣82.1百萬元。

年內，人民幣233.5百萬元(二零一八年：人民幣227.3百萬元)之收益乃錄自持續交付總建築面積約3,800平方米(「平方米」)之新天半山住宅單位(二零一八年：5,700平方米)，而出售其他持作出售物業之收益為人民幣13.6百萬元(二零一八年：人民幣23.6百萬元)。

錄自本集團天倫鞋業交易中心的租金收入及物業管理費收入合共分別為人民幣18.4百萬元(二零一八年：人民幣16.8百萬元)及人民幣3.5百萬元(二零一八年：人民幣3.6百萬元)。本集團其他物業產生的租金收入及物業管理費合共為人民幣8.7百萬元(二零一八年：人民幣7.4百萬元)。

經計及前收購事項的成本、後續開發成本、新天半山減值虧損撥備淨額以及已交付物業更高的單位價格後，錄得毛利人民幣115.5百萬元及整體毛利率41.6%(二零一八年：毛利人民幣82.1百萬元及毛利率29.5%)。



## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### DISTRIBUTION COSTS

Distribution costs of RMB11.0 million were recorded in 2019 as compared to RMB23.2 million in 2018. During the year, the Group has devoted its workforce on the construction and promotion of its logistics commercial projects. Less marketing resource was spent in Xintian Banshan and its commission expenses decreased.

#### ADMINISTRATIVE AND OTHER OPERATING EXPENSES

In 2019, administrative expense of RMB49.6 million was recorded as compared to RMB51.8 million last year. It was combined result of cost saving, less allowance for expected credit loss but increased legal costs and other tax.

#### SHARE OF PROFIT OF AN ASSOCIATE

The Linhe Cun Rebuilding project is an old village redevelopment project located in the CBD of Tianhe District in Guangzhou and it is adjacent to the Guangzhou East Railway station. The project is carried out by an associate which is 30% and 70% owned by the Group and Sun Hung Kai Properties Group, respectively. Development of the project was completed. During the year, revenue was substantially derived from the sales of mid to lower floor of block 7 of "Forest Hills". After taking into account the costs from Previous Acquisition, which is re-calculated to reflect the remaining underlying assets available for sale, the Group recorded a share of profit of RMB19.6 million (2018: RMB23.1 million).

#### 分銷成本

二零一九年，錄得分銷成本人民幣11.0百萬元，而二零一八年為人民幣23.2百萬元。年內，本集團投入資源建設及推廣其物流商業項目。於新天半山投入較少市場推廣資源，而佣金開支亦隨之下降。

#### 行政及其他經營開支

二零一九年，錄得行政開支人民幣49.6百萬元，而去年為人民幣51.8百萬元。其乃由於節省成本、預期信貸虧損撥備下降但法律成本及其他稅項增加的綜合結果所致。

#### 分佔一間聯營公司溢利

林和村重建項目為舊村改造項目，位處廣州天河區商業中心，鄰近廣州東火車站。該項目由本集團及新鴻基地產集團分別擁有30%及70%權益的聯營公司進行。該項目的工程已完成。年內，收入主要來自銷售第七棟「峻林」的中低層。經計及前收購事項的成本（乃重新計算以反映可供銷售的餘下相關資產）後，本集團錄得分佔溢利人民幣19.6百萬元（二零一八年：人民幣23.1百萬元）。



## PROVISION FOR/REVERSAL OF IMPAIRMENT LOSS AND FAIR VALUE CHANGES ON PROPERTIES PORTFOLIO

Trade war between US and China and stagnant growth of economies adversely affected the rental market. We found more tenants did not renew their expired tenancies during the year especially in our Talent Shoes Trading Center. In view of reduced occupancy rate as well as revaluation conducted by independent qualified valuer, fair value deficits of RMB59.6 million (2018: RMB38.9 million) and RMB3 million (2018: Nil) were recorded for our Talent Shoes Trading Center and commercial units of Shangyu Garden, respectively.

In view of the uncertainties brought about by trade dispute against the overall economies in China, despite mild market sentiment on commercial properties, we commenced the pre-sale of our logistics projects in Yangzhou and Xuzhou in order to have cash back earlier. After consideration of the actual selling price recorded, future sales strategy, development progress and cost, epidemic situation as well as references we made to valuation by independent valuer, provision of impairment loss totaling RMB168.0 million had been made to our logistic projects under development. Whereas, reversal of impairment loss of RMB2.3 million (2018: RMB81.5 million) was recorded for Xintian Banshan. Provision for impairment loss made in previous years for Xintian Banshan was almost fully reversed.

## FINANCE COST

Finance costs arising from bank and other borrowings (before capitalisation) increased to RMB74.1 million (2018: RMB30.6 million). New borrowing had been made during the year to fund the land premium and construction cost of logistic projects of the Group. Following the adoption of HKFRS16, interest on lease liabilities of RMB0.4 million was recorded therein.

## INCOME TAX EXPENSE

During the year, income tax expense amounted to RMB14.8 million (2018: RMB40.5 million) was recorded. Upon reduction of fair value of Talent Shoes Trading Centre, deferred tax liability previously provided at its acquisition was reversed.

## 物業組合之減值虧損撥備／撥回及公平值變動

中美貿易戰及經濟增長低迷已對租金市場帶來不利影響。我們發現更多租戶租約年內到期後並無續約尤其在天倫鞋業交易中心。基於出租率下降及獨立合資格估值師進行的重新估值，天倫鞋業交易中心及上譽花園商業單位分別錄得公平值虧絀人民幣59.6百萬元（二零一八年：人民幣38.9百萬元）及人民幣3百萬元（二零一八年：無）。

由於貿易爭端對中國整體經濟帶來不確定性，儘管商用物業的市場氛圍偏淡，我們開始預售揚州及徐州的物流項目以盡早回籠資金。在考慮所錄得的實際售價、未來銷售策略、開發進度及成本、疫情形勢以及我們參考獨立估值師的估值後，對我們的發展中物流項目作出減值虧損撥備合共168.0百萬元。其中，新天半山錄得減值虧損撥回人民幣2.3百萬元（二零一九年：人民幣81.5百萬元）。於過往年度新天半山作出的減值虧損撥備幾乎悉數撥回。

## 融資成本

銀行及其他借款產生的融資成本（資本化前）增加至人民幣74.1百萬元（二零一八年：人民幣30.6百萬元）。年內已籌得新借款，為本集團物流項目的地價及發展成本提供資金。於採納香港財務報告準則第16號後，其中錄得租賃負債之利息人民幣0.4百萬元。

## 所得稅開支

年內，錄得所得稅開支人民幣14.8百萬元（二零一八年：人民幣40.5百萬元），乃由於天倫鞋業交易中心的公平值減少後，撥回先前於其收購時計提的遞延稅項負債。



## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### LOSS/PROFIT OF THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

Given the provision for impairment loss and unfavourable fair values changes of our properties portfolio, a loss attributable to owners of the Company of RMB99.8 million was recorded for the year (2018: a profit of RMB69.6 million).

#### PRINCIPAL RISKS AND UNCERTAINTIES

The following content lists out the key risks and uncertainties facing the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined below.

##### Market Risk

The Group's assets are predominantly in the form of land use rights, land under development, properties under development, properties held for sale and investment properties. In the event of a severe downturn in the property market in Guangzhou and other parts of Mainland China, these assets may not be readily realised. The Group closely monitored market condition and formulated selling plan from time to time and diversified investment to difference sectors and geographic locations. A relatively low gearing ratio is maintained to accommodate such risks.

##### Operational Risk

The Group's operation is subject to a number of risk factors distinctive to property development and property related businesses. Default on the part of its buyers, tenants, sub-tenants, contractors and strategic business partners, and inadequacies or failures of internal processes, people and systems or other external factors may have various levels of negative impact on the results of the Group's operations. The Group has its internal control system and had experienced staffs in different business functions to tackle and minimize operational risks.

#### 本公司擁有人應佔年度虧損／溢利

由於作出物業組合減值虧損撥備及其不利公平價值變動，年內錄得本公司擁有人應佔虧損人民幣99.8百萬元（二零一八年：溢利人民幣69.6百萬元）。

#### 主要風險及不確定因素

以下內容列出本集團面對的主要風險及不確定因素。此並非將有關項目盡列的列表，除下列的主要風險範疇以外可能有其他進一步風險及不確定因素。

##### 市場風險

本集團的資產主要為土地使用權、發展中土地、發展中物業、持作出售物業及投資物業。倘廣州及中國內地其他地區的物業市場嚴重回落，則該等資產未必可及時變現。本集團密切監測市況及不時制訂銷售計劃，並將投資分散至不同行業及地點，維持相對低水平的負債比率以承受有關風險。

##### 營運風險

本集團的營運面臨多項物業發展及物業相關業務獨有的風險因素。其買家、租客、分租客、承包商、戰略業務合作夥伴的違約，以及內部程序、人員及系統的不足或失效或其他外部因素，可能對本集團的經營業績產生不同程度的負面影響。本集團擁有自身的內部監控制度並擁有不同業務職能經驗豐富的員工，以應對並盡量降低營運風險。

**Risk pertaining to the property leasing and sub-leasing**

The rental rates and the occupancy rates will depend on various factors, including but not limited to, prevailing supply and demand conditions, economic conditions as well as the quality of the properties. The Group currently carries out various marketing activities and refurbish relevant properties to tackle the risks.

**PROSPECT**

China and US reached the first phase of trade agreement in early 2020 that loosening the tense relationship among the 2 countries as well as the atmosphere of the global market. However, the painful new novel coronavirus broke out one after the other in the countries over the world. The full possible negative impact of the epidemic is not yet cleared as major countries introduced many powerful stimulus to avoid economic slump. The Group and the management will closely monitor the after-effect of the epidemic and will strive destocking, refinancing and exploring ways to secure enough resources for continual development of projects on hand and grasping any attractive opportunities cautiously.

**有關物業租賃及轉租的風險**

租金水平及佔用率將取決於不同因素，包括但不限於當前供需狀況、經濟條件以及物業質素。本集團目前進行多種營銷活動並裝修相關物業，以應對該等風險。

**前景**

中美兩國於二零二零年初達成第一階段貿易協定，令兩國之間的緊張關係以及全球市場氣氛有所緩和。然而，令人不安的新型冠狀病毒在世界各國相繼爆發。該疫情可能帶來的全面負面影響仍不明朗，而主要國家已推出諸多有力的刺激措施來避免經濟下滑。本集團及管理層將密切監察疫情的後續影響並將致力進行庫存去化，進行再融資及探尋途徑以確保有充足資源繼續發展現有項目，並審慎把握任何具吸引力的機遇。



## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### PORTFOLIO OF PROPERTIES

As at 31 December 2019, the Group's properties and projects on hand are shown in the table below:

##### Investment properties

Project and address 項目及地址	Purpose 用途	Lease term of land 土地租賃期限	Gross floor area (sq.m.) 總樓面面積 (平方米)	Percentage interest 權益百分比 %
A 10-storey commercial building built over a basement of 3 levels, mixed commercial and office building with car parking spaces. No. 18 Zhan Xi Road, Liwan District, Guangzhou City, Guangdong Province, the PRC ("Talent Shoes Trading Center") 中國廣東省廣州市荔灣區站西路18號 一幢建於三層地庫上用作商業及辦公綜合樓及帶有車位之10層高商業樓宇 (「天倫鞋業交易中心」)	Commercial 商業	Medium 中期	22,526*	100%
Commercial units of Shangyu Garden, No. 45 Tianhe Road, Tianhe District, Guangzhou City, Guangdong Province, the PRC ("Shangyu Garden") 中國廣東省廣州市天河區天河路45號 上譽花園(「上譽花園」)之商用單位	Commercial 商業	Medium 中期	2,198	100%

\* Being gross floor area of property excluding the car parking spaces.

#### 物業組合

於二零一九年十二月三十一日，本集團的現有物業及項目載列於下表：

##### 投資物業

\* 即物業的總樓面面積(不包括停車位)。





## Properties under development

發展中物業

Project and address 項目及地址	Site area (sq.m.) 地盤面積 (平方米)	Planned Saleable GFA* (sq.m.) 計劃可銷售 總建築面積* (平方米)	Percentage interest % 權益 百分比%	Stage of completion 完成階段	Expected completion date 預計完工日期
Zone E of Xintian Banshan South Lake Village Phase II, Tonghe Road, Baiyun District, Guangzhou City, Guangdong Province, the PRC ("Xintian Banshan") 新天半山E區 南湖山莊第二期 中國廣東省廣州市白雲區同和路 (「新天半山」)	118,102	Approximately 約15,000	100%	Under development 開發中	2021 二零二一年
Yangzhou Intelligence Living City A project to the south of Kaifa East Road and east of Jiangdu South Road, Yangzhou, Jiangsu Province, the PRC 揚州智慧生活城 中國江蘇省揚州市開發東路 以南及江都南路以東的項目	81,186	Approximately 約88,000**	51%	Under development 開發中	3Q 2021 二零二一年 第三季度
Xuzhou Intelligence Industry Town A project to the south of Guozhuang Road and North of Longhai Railway, Xuzhou, Jiangsu Province, the PRC 徐州智慧產業小鎮 中國江蘇省徐州市 郭庄路以南及隴海鐵路 以北的項目	101,904	Approximately 約104,000**	51%	Under development 開發中	2Q 2021 二零二一年 第二季度



# BUSINESS AND FINANCIAL REVIEW

## 業務及財務回顧

<b>Project and address</b> 項目及地址	<b>Site area</b> (sq.m.) 地盤面積 (平方米)	<b>Planned Saleable GFA*</b> (sq.m.) 計劃可銷售 總建築面積* (平方米)	<b>Percentage interest</b> % 權益 百分比%	<b>Stage of completion</b> 完成階段	<b>Expected completion date</b> 預計完工日期
Suzhong Intelligence Agricultural Industry Demonstration City A project located in Shatou Town in-between Guihuazhi Road, Yangtse Riverside Expressway Auxiliary Road, Renmin Road and Zhuhe in Yangzhou City, Jiangsu Province, the PRC 蘇中智慧農業產業示範城 中國江蘇省揚州市沙頭鎮 (位處規劃支路、沿江高級公路輔路、人民路與主河之間) 的項目	247,000	Approximately 約190,000**	46%	Under development 開發中	2021 二零二一年
* It excludes area for basement, car parking spaces, units delivered and completed for delivery.			* 不包括地庫、停車車位、已交付及已竣工待交付單位。		
** It also excludes area for owner's occupation/investment of approximately 67,000 sqm, 27,400 sqm and 82,000 sqm for projects as indicated above in sequential order.			** 不包括擁有人就按上文所述先後順序的項目佔用／投資分別約67,000平方米、27,400平方米及82,000平方米的土地。		



## Completed properties held for sale

## 持作出售之已竣工物業

Project and address	Gross floor area (sq.m.)	Percentage interest %
項目及地址	總樓面面積 (平方米)	權益百分比 %
	(Note) (附註)	
Linhe Cun Redevelopment Project Tianhe District, Guangzhou City, Guangdong Province, the PRC 林和村重建項目 中國廣東省廣州市天河區	Approximately 約18,000	30%
Residential units in Zone B and D of Xintian Banshan 新天半山B及D區住宅單位	Approximately 約22,000	100%
Residential units of South Lake Village Phase I, Tonghe Road, Baiyun District, Guangzhou City, Guangdong Province, the PRC 位於 中國廣東省廣州市 白雲區同和路 南湖山莊第一期 之住宅單位	Approximately 約5,900	100%
Car parking spaces of Xintian Banshan, Dongming Xuan, Tianlun Garden and Shangyu Garden 位於 新天半山、東鳴軒、天倫花園及上譽花園之車位	N/A 不適用	100%



## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### LIQUIDITY AND FINANCIAL RESOURCES

The Group's total assets as at 31 December 2019 were approximately RMB4,025.4 million (31 December 2018: approximately RMB3,620.3 million) which were financed by the total equity and total liabilities of approximately RMB1,808.0 million (31 December 2018: approximately RMB1,964.1 million) and approximately RMB2,217.3 million (31 December 2018: approximately RMB1,656.2 million) respectively.

The directors consider the Group will have sufficient working capital for its operations and financial resources for financing future investment opportunities.

The Group borrowings were all denominated in Renminbi. Bank balances and cash were mainly denominated in Renminbi. As at 31 December 2019, there were no outstanding forward contracts in foreign currency committed by the Group that might involve it in significant foreign exchange risks and exposures.

#### CAPITAL STRUCTURE

As at 31 December 2019, the Group's gearing ratio then computed as total liabilities over total assets was approximately 55.1% (31 December 2018: 45.7%). As at 31 December 2019, bank borrowings amounted to RMB333.3 million (31 December 2018: nil) carry variable interest rate of 63.3% to 110.6% over the People's Bank of China 5 years loan base interest rate. Other borrowings amounted to RMB524.7 million (31 December 2018: RMB381.9 million) carry fixed rate with a range from 9.5% to 11% (31 December 2018: 11%) per annum.

#### EXPOSURE TO FOREIGN EXCHANGE

The revenue and the cost of goods sold and of service of the Group are mainly denominated in Renminbi. Therefore, the Group is not exposed to any other material foreign currency exchange risk. An average rate and a closing rate of HK\$1.13491: RMB1 and HK\$1.11436: RMB1, respectively, were applied on consolidation of the financial statements for the year ended 31 December 2019. No hedging measure has been implemented by the Group.

#### 流動資金及財務資源

於二零一九年十二月三十一日，本集團資產總值約為人民幣4,025.4百萬元（二零一八年十二月三十一日：約人民幣3,620.3百萬元），由權益總額及負債總額分別約人民幣1,808.0百萬元（二零一八年十二月三十一日：約人民幣1,964.1百萬元）及約人民幣2,217.3百萬元（二零一八年十二月三十一日：約人民幣1,656.2百萬元）撥資。

董事認為本集團將具備充裕營運資金，足以應付業務所需，且具備充裕財務資源，可在未來投資良機出現時，提供所需資金。

本集團之借款均以人民幣計值。銀行結餘及現金主要以人民幣計值。於二零一九年十二月三十一日，本集團並無致使其面臨重大外匯風險之未平倉遠期外匯合約。

#### 資本架構

於二零一九年十二月三十一日，本集團之負債比率按總負債除以總資產計算為約55.1%（二零一八年十二月三十一日：45.7%）。於二零一九年十二月三十一日，銀行借款為人民幣333.3百萬元（二零一八年十二月三十一日：無）按中國人民銀行五年貸款基本利率加63.3%至110.6%之浮動利率計息。其他借款為人民幣524.7百萬元（二零一八年十二月三十一日：人民幣381.9百萬元）按介乎每年9.5%至11%（二零一八年十二月三十一日：11%）之固定利率計息。

#### 外匯風險

本集團的收益與銷售貨品及服務成本主要以人民幣計值。因此，本集團並無面對任何其他重大外匯風險。截至二零一九年十二月三十一日止年度，本公司於綜合財務報表分別採用平均匯率及收市匯率1.13491港元兌人民幣1元及1.11436港元兌人民幣1元。本集團並無實施對沖措施。



## CHARGES ON ASSETS

As at 31 December 2019, an investment property and completed properties held for sale of the Group amounted approximately RMB607 million (31 December 2018: RMB665 million) and RMB187.3 million (31 December 2018: Nil) were pledged to secure general banking facilities. Completed properties held for sale, properties under development and deposit with the approximate value of RMB267.9 million (31 December 2018: Nil), RMB538.3 million (31 December 2018: RMB455 million) and RMB4.2 million (31 December 2018: RMB3 million) respectively were pledged to secure other borrowings.

## NUMBERS AND REMUNERATION OF EMPLOYEES

As at 31 December 2019, the Group had approximately 213 (31 December 2018: 229) employees, with about 209 in the Mainland China and 4 in Hong Kong. All employees are remunerated based on industry practice and in accordance with prevailing labor law. In Hong Kong, apart from basic salary, staff benefits including medical insurance, performance related bonus, and mandatory provident fund would be provided by the Group.

The adoption of a new share option scheme was approved by the shareholders meeting held on 20 May 2013. No new share options were granted during the current year.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible corporation, the Group strives to ensure minimal environmental impacts by carefully managing its energy consumption, water usage, property design and waste production. In addition, we engaged construction contractors with relevant licenses that was granted by government authorities encompass environmental protection and work safety. The Group has closely monitored the project at every stage to ensure the project development and construction process are in compliance with environmental protection and safety laws and regulations, and would require construction contractors to immediately resolve any defect or non-compliance, where necessary. In addition, the Group strives to minimize the environmental impact by saving electricity and encouraging recycle of office supplies and other materials. For further details, please refer to the Environmental, Social and Governance Report.

## 資產抵押

於二零一九年十二月三十一日，本集團之投資物業及持作出售之已竣工物業約為人民幣607百萬元（二零一八年十二月三十一日：人民幣665百萬元）及人民幣187.3百萬元（二零一八年十二月三十一日：無）已作抵押以取得一般銀行融資。價值分別約為人民幣267.9百萬元（二零一八年十二月三十一日：無）、人民幣538.3百萬元（二零一八年十二月三十一日：人民幣455百萬元）及人民幣4.2百萬元（二零一八年十二月三十一日：人民幣3百萬元）之持作出售之已竣工物業、發展中物業及存款已作抵押以取得其他借款。

## 僱員人數及薪酬

於二零一九年十二月三十一日，本集團僱用約213名員工（二零一八年十二月三十一日：229名），其中約209人駐中國內地及4人駐香港。全體員工之薪酬均按業內慣例及根據現行勞工法例釐定。於香港，除基本薪金外，本集團亦提供員工福利，當中包括醫療保險、按表現派發之花紅及強制性公積金。

二零一三年五月二十日舉行的股東大會批准採納新購股權計劃。於本年度內，並無授出新購股權。

## 環境政策及績效

本集團從辦事處以至旗下物業組合均恪守環境可持續發展原則。作為克盡己責的企業，本集團透過審慎管理其能耗、用水量、物業設計和造成的廢物致力確保將對環境造成的影響減至最低。此外，本集團委聘獲政府部門授出有關環境保護及工作安全的相關許可證的承建商。本集團在各階段密切監測項目，以確保項目開發及施工過程符合環保及安全法律法規，並要求建築承包商立即糾正任何缺陷或不合規之處（如需要）。此外，本集團致力於通過省電及定點回收辦公用品及其他器材盡量降低環境影響。有關進一步詳情，請參閱環境、社會及管治報告。



## BUSINESS AND FINANCIAL REVIEW

### 業務及財務回顧

#### COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in mainland China while the Company itself is listed on the Stock Exchange of Hong Kong. The Group would make professional judgement and seek professional legal advice from its legal department and, where necessary, legal advisers to ensure transactions and businesses to be performed by the Group are in compliance with the applicable laws, regulations and local industry practices in all material aspects.

#### KEY RELATIONSHIPS WITH THE GROUP'S EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group believes that the Directors, senior management and employees are instrumental to the success of the Group and that their industry knowledge and understanding of the market will enable the Group to maintain the competitiveness in the market. Therefore, the Group offered competitive remuneration package to relevant staff. In addition, a Share Option Scheme was adopted by the Company on 20 May 2013. At appropriate time, option would be granted for the purpose of providing incentives and rewards to eligible participants who can contribute to the success of the Group's operations.

The Group maintains good relationship with existing and potential customers to understand the market trends that would enable the Group to adjust its operating and marketing strategies timely, which are crucial to the development and success of the Group.

The Group maintains a solid and steady relationship with major contractors to ensure product quality and progress on-schedule. The Group works and closely monitors daily construction work of its contractors and settled their work done timely.

The Group places effort to build up and maintain good relationships with various commercial banks and financial institutions as the businesses of the Group are capital intensive nature and require on-going funding to maintain continuous growth.

#### CAPITAL COMMITMENT AND FINANCIAL GUARANTEE

Details of the capital commitment and financial guarantee are set out in note 33 and 41 to the consolidated financial statements.

#### 遵守法律法規

本集團的業務營運主要由本公司附屬公司在中國內地開展，而本公司本身在香港聯交所上市。本集團將作出專業判斷及尋求旗下法律部門及（如必要）法律顧問的專業法律意見，確保本集團進行的交易及業務在所有重大方面遵守適用的法律、法規及地方行業常規。

#### 與本集團僱員、客戶及供應商的重要關係

本集團認為，董事、高級管理層及僱員為本集團成功的關鍵，而彼等的行業知識及對市場的了解讓本集團得以維持市場競爭力。因此，本集團為相關員工提供具競爭力的薪酬待遇。此外，本公司已於二零一三年五月二十日採納購股權計劃。購股權將在適當時間授出，以激勵及獎勵為本集團成功營運作出貢獻的合資格參與者。

本集團與現有及潛在客戶維持良好關係以了解市場趨勢，這將令本集團得以及時調整其營運及營銷策略，此對於本集團的發展及成功至關重要。

本集團與主要承包商維持堅實及穩定的關係，以確保產品質素及計劃進度。本集團與其承包商合作及密切監控其日常建築工程並及時結算其已完成工作。

由於本集團的業務屬資本密集型業務，需要持續融資維持持續增長，本集團致力建立及維持與多間商業銀行及金融機構的良好關係。

#### 資本承擔及財務擔保

有關資本承擔及財務擔保之詳情載於綜合財務報表附註33及41。

### EXECUTIVE DIRECTORS

**Mr. ZHANG Gao Bin** – aged 40, is the Chairman of the board of directors of the Company and the President of the Group. Mr. Zhang is responsible for the overall strategic development, general management, human resources and the business operation of the Group. Mr. Zhang obtained his bachelor degree in business administration from the University of Greenwich, the United Kingdom. He has over ten years of experience in the property development industry. Mr. Zhang joined the Board in December 2016.

**Mr. LUO Zhanguan** – aged 35, is the executive director of the Company as well as the general manager of finance of the PRC group companies, responsible for business development and daily management of finance department. Mr. Luo graduated from Jiangxi University of Finance and Economics and obtained a bachelor degree in Economics with major in Finance (International Finance). Mr. Luo joined department of business development of Guangzhou branch of Standard Chartered Bank (China) Limited in 2007 and served as its credit analyst, customer service manager and department head of SME banking, successively. Before joining the Company, he has served as the Sub-Branch Manager of Standard Chartered Bank (China) Limited Guangzhou Panyu sub-branch since 2012. Mr. Luo is the cousin of Mr. Zhang Gao Bin. Mr. Luo joined the Group in April 2015.

### 執行董事

**張高濱先生** – 40歲，為本公司董事會主席及本集團總裁。張先生負責本集團之整體策略發展、整體管理、人力資源及業務營運。張先生於英國格林威治大學(University of Greenwich)取得工商管理學士學位。彼於物業發展行業擁有超過十年經驗。張先生於二零一六年十二月加入董事會。

**羅章冠先生** – 35歲，為本公司執行董事及中國集團公司財務總經理，負責業務發展及財務部的日常管理工作。羅先生畢業於江西財經大學並取得金融學(國際金融)專業的經濟學學士學位。羅先生於二零零七年加入渣打銀行(中國)有限公司廣州分行，先後擔任其業務發展部信用分析師、客戶服務經理及中小企業業務部部門主管。在加入本公司前，彼曾經從二零一二年起擔任渣打銀行(中國)有限公司廣州番禺分支行行長。羅先生為張高濱先生的表弟。羅先生於二零一五年四月加入本集團。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理人員之履歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LO Wai Hung** – aged 60, obtained a bachelor degree in Commerce from James Cook University of North Queensland, Australia. Mr. Lo is an associate member of Institute of Chartered Accountants in Australia and a fellow member of Hong Kong Institute of Certified Public Accountants. Mr. Lo is an independent non-executive director of Shandong Weigao Group Medical Polymer Company Limited (stock code: 1066) and C Cheng Holdings Limited (stock code: 1486). Mr. Lo was an independent non-executive director of Lerthai Group Limited (formerly known as LT Commercial Real Estate Limited) (stock code: 112) during March 2017 to November 2018. All the aforementioned companies are listed on Main Board of The Stock Exchange of Hong Kong Limited. Mr. Lo was also an independent director of China Merchant Property Development Co. Ltd. since 2011 and the shares of which were ceased from listing on the Shenzhen Stock Exchange on 30 December 2015. Mr. Lo joined the Group in February 2011.

**Mr. MAK Yiu Tong** – aged 61, graduated from the China University of Political Science and Law with a bachelor of law degree in 1998. Mr. Mak has extensive experience in litigation and corporate matters. At present, he is legal executive of Chiu, Szeto & Cheng, Solicitors, a firm of solicitors in Hong Kong. Mr. Mak has been working in the legal industry for over 30 years. Mr. Mak was appointed as an independent non-executive director of Hao Tian International Constructions Investment Group Limited (formerly known as Clear Lift Holdings Limited) (Stock code: 1341) in February 2017 and Fujian Nuoqi Co., Ltd. (stock code: 1353) in April 2017. Mr. Mak joined the Group in December 2015.

**Mr. Fok Chi Tat Michael** – aged 46, graduated from University of Toronto with Bachelor of Commerce and received his Master of Corporate Finance from The Hong Kong Polytechnic University and is a member of American Institute of Certified Public Accountants. Mr. Fok has over 20 years of extensive experience in auditing, corporate finance and investment banking focusing on IPO sponsorship, mergers and acquisitions, fund raising and corporate restructuring. At present, Mr. Fok is the co-founder and managing director of Maxa Capital Limited (邁時資本有限公司). Mr. Fok served as the deputy head of investment banking department in Huatai Financial Holdings (Hong Kong) Limited and was the director of Anglo Chinese Corporate Finance, Limited. Mr. Fok joined the Group in August 2019.

#### 獨立非執行董事

**盧偉雄先生** – 60歲，獲澳洲北昆士蘭詹姆斯庫克大學(James Cook University of North Queensland)頒授商學學士學位。盧先生為澳洲特許會計師公會會員及香港會計師公會資深會員。盧先生現時出任山東威高集團醫用高分子製品股份有限公司(股份代號：1066)及思城控股有限公司(股份代號：1486)之獨立非執行董事。盧先生於二零一七年三月至二零一八年十一月期間擔任勒泰集團有限公司(前稱勒泰商業地產有限公司)(股份代號：112)之獨立非執行董事。上述所有公司均於香港聯合交易所有限公司主板上市。盧先生亦自二零一一年起擔任招商局地產控股股份有限公司之獨立董事，而該公司股份於二零一五年十二月三十日自深圳證券交易所退市。盧先生於二零一一年二月加入本集團。

**麥耀棠先生** – 61歲，於一九九八年畢業於中國政法大學，獲頒授法學學士學位。麥先生於訴訟及企業事宜擁有豐富經驗。目前彼為趙、司徒、鄭律師事務所(一家香港律師行)之法律行政人員。麥先生於律師行業工作逾三十年。麥先生於二零一七年二月獲委任為昊天國際建設投資集團有限公司(前稱焯陞企業控股有限公司)(股份代號：1341)及於二零一七年四月獲委任為福建諾奇股份有限公司(股份代號：1353)之獨立非執行董事。麥先生於二零一五年十二月加入本集團。

**霍志達先生** – 46歲，畢業於多倫多大學，獲得商業學士學位，並取得香港理工大學企業金融碩士學位並為美國註冊會計師協會會員。霍先生於審計、企業融資及投資銀行業務方面擁有逾20年之豐富經驗，專注於首次公開發售保薦、併購、集資及企業重組。霍先生現時為邁時資本有限公司創辦人及董事總經理。彼曾擔任華泰金融控股(香港)有限公司投資銀行部副主任及曾擔任英高財務顧問有限公司董事。霍先生於二零一九年八月加入本集團。





## COMPANY SECRETARY

**Mr. LEE Wai Kuen** – aged 46, is the Company Secretary and Chief Financial Officer of the Company. He is responsible for execution, supervision and advisory of financial reporting, internal control, reorganisation, corporate governance and company secretarial matters of the Company. Mr. Lee holds a bachelor degree in accountancy from the Hong Kong Polytechnic University. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Lee had worked in an international firm of certified public accountants and was the financial controller and company secretary of TeleEye Holdings Ltd. (now known as CircuTech International Holdings Limited) (stock code: 8051), the finance manager and company secretary of ePRO Ltd. (now known as Sino Vision Worldwide Holdings Limited) (stock code: 8086), the financial controller of WLS Holdings Ltd. (stock code: 8021) and deputy financial officer and company secretary of MOBI Development Co., Ltd. (stock code: 947), during the periods from May 2004 to June 2005, July 2005 to January 2006, January 2006 to August 2007 and August 2007 to May 2011, respectively, all of which are listed on the Hong Kong Stock Exchange. Mr. Lee joined the Group in May 2011.

## 公司秘書

**李偉權先生** – 46歲，為本公司之公司秘書及財務總監。彼負責本公司財務匯報、內部監控、重組、企業管治及公司秘書等事務之執行、監察及建議。李先生持有香港理工大學會計學學士學位。彼為香港會計師公會之執業會計師及英國特許公認會計師公會之資深會員。李先生曾於一間國際執業會計師公司任職及於二零零四年五月至二零零五年六月出任千里眼控股有限公司（現稱為訊智海國際控股有限公司）（股份代號：8051）的財務總監兼公司秘書、於二零零五年七月至二零零六年一月出任易寶有限公司（現稱為新維國際控股有限公司）（股份代號：8086）的財務經理兼公司秘書，並於二零零六年一月至二零零七年八月出任匯隆控股有限公司（股份代號：8021）的財務總監及二零零七年八月至二零一一年五月出任摩比發展有限公司（股份代號：947）的副財務總監兼公司秘書，該等公司均為於香港聯交所上市的公司。李先生於二零一一年五月加入本集團。





# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The board of directors (the “Board”) of the Company is committed to ensuring high standards of corporate governance in the interests of shareholders and devotes effort to identifying and formalising best practices. During the year ended 31 December 2019, the Company has applied the principles and the code provisions as set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) and has complied with the same.

### THE BOARD

To protect and enhance shareholder value, the Board acts with integrity and due care for the best interests of the Company and its shareholders. The Board is collectively responsible for leadership and for promoting the success of the Company by directing and supervising its affairs. Leading the Group in a responsible and effective manner, the Board adopts formal terms of reference which detail its functions and responsibilities, including, but not limited to, ensuring competent management, approving objectives, strategies and business plans and monitoring integrity in the Company’s conduct of affairs.

### DELEGATION BY THE BOARD

The Board is responsible for determining the overall strategy and corporate development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters of the Group and material transactions. The Board delegates the day-to-day operations to general managers and department heads who are responsible for different aspects of the operations of the Group.

本公司董事會（「董事會」）致力於為股東之利益維持高水平企業管治，並致力尋找及制定最佳常規。於截至二零一九年十二月三十一日止年度，本公司已應用載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14之企業管治常規守則（「守則」）之原則及守則條文，並已遵守該等原則及守則條文。

### 董事會

為保障及提升股東價值，董事會秉承忠誠謹慎之態度，並以本公司及其股東之最佳利益為依歸。董事會亦透過對本公司事務作出指示及監督，共同負責領導本公司，並促進本公司之成功。董事會以盡責之態度和有效方式領導本集團，採納正式且詳列其職能及責任之職權範圍。董事會之職能及責任包括但不限於確保管理層有足夠能力進行管理、審批目標、策略及業務計劃，以及監察本公司事務之道德操守。

### 董事會之授權

董事會負責釐定整體策略和企業發展方向，確保業務營運受到適當的監察。董事會保留關於本集團所有政策事宜及重要交易之決策權。董事會將日常營運事宜委以總經理及負責本集團營運不同方面之部門主管。



The attendance of individual Directors at meetings of the Company during the financial year ended 31 December 2019, was as follows: 截至二零一九年十二月三十一日止財政年度，個別董事於本公司會議之出席率如下：

**Number of attendance\*/meetings held in 2019**

出席次數\* / 於二零一九年舉行之會議

	The Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會
<b>Executive Directors 執行董事</b>					
Mr. Zhang Gao Bin ( <i>Chairman of the Board</i> )** 張高濱先生 ( <i>董事會主席</i> )**	7/7	N/A 不適用	2/2	2/2	0/1
Mr. Luo Zhanguan** 羅章冠先生**	7/7	N/A 不適用	2/2	2/2	1/1
<b>Independent non-executive Directors 獨立非執行董事</b>					
Mr. Lo Wai Hung** 盧偉雄先生**	6/7	3/3	2/2	2/2	1/1
Mr. Mak Yiu Tong** 麥耀棠先生**	6/7	3/3	2/2	2/2	1/1
Mr. Fok Chi Tak** (appointed on 23 August 2019) 霍志達先生** (於二零一九年八月二十三日獲委任)	1/1	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chan Chi Mong, Hopkins** (resigned on 2 June 2019) 陳之望先生** (於二零一九年六月二日辭任)	2/3	2/2	1/1	1/1	N/A 不適用

\* The Directors can attend meetings in person, by phone or through other means of electronic communication in accordance with the Company's Articles of Association.

\* 董事可親身出席，或根據本公司之組織章程細則以電話或以其他電子通訊方式參加會議。

\*\* During the year ended 31 December 2019, each of these Directors participated in seminars and conferences as well as reading newspapers, journals and updates relating to the economy, general business, real estate or Directors' duties and responsibilities, etc. The Group also continuously updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements.

\*\* 截至二零一九年十二月三十一日止年度，各董事參與討論會及會議，閱覽報章、期刊及有關經濟、整體業務、房地產的最新資訊或履行董事職責等。本集團亦持續告知董事有關上市規則及其他適用監管規定的最新發展。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Currently, the Company does not appoint chief executive officer. In view of the operation of the Group, the Board believes that the present structure of the Board will provide a strong leadership for the Group to implement prompt decisions and to formulate efficient strategies, which is for benefits of the Group.

Moreover, the day-to-day operation of the Group's businesses are shared among those executive directors and the management of the Company. Therefore, there should be a clear division of the responsibilities at the board level to ensure a balance of power and authority, so that power is not concentrated in any one individual.

Together with a balanced of skill and experience for the business of the Group, a balanced composition of executive and independent non-executive director of the Board shall exercise effective independent judgment. Currently, the Board comprises of five directors, of which two are executive directors, namely Mr. Zhang Gao Bin ("Mr. Zhang") and Mr. Luo Zhanguan ("Mr. Luo") and three independent non-executive directors, namely Mr. Lo Wai Hung ("Mr. Lo"), Mr. Mak Yiu Tong ("Mr. Mak") and Mr. Fok Chi Tat Michael ("Mr. Fok").

As at 31 December 2019, all the independent non-executive directors were appointed for a term of two years and subject to retirement and re-election in accordance with the bye-laws of the Company. In accordance with the bye-laws of the Company, at each annual general meeting of the Company one-third of the directors shall retire from office by rotation. The Board considers that sufficient measures will be taken to ensure the corporate governance practices of the Company are not less exacting than those in the Code A4.1 and 4.2.

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

The management is obliged to supply the Board with adequate information in a timely manner to enable the members to make informed decisions and to discharge their duties and responsibilities. Each director has separate and independent access to the Group's senior management to acquire more information and to make further enquiries if necessary.

本公司現時並無委任行政總裁。鑑於本集團之經營狀況，董事會相信董事會現時之架構將為本集團提供強勢領導，以迅速作出決策及制訂有效率之策略，對本集團有利。

此外，本集團業務之日常營運由本公司執行董事及管理層分擔。因此，董事會層面之職責有明確劃分，可確保權責平衡，故權力並非集中於任何一位人士。

董事會之執行及獨立非執行董事具備各方面技能和經營本集團業務經驗，組成了平衡之董事會，行使有效之獨立判斷。目前，董事會由五名董事組成，其中兩名為執行董事，即張高濱先生（「張先生」）及羅章冠先生（「羅先生」）；三名為獨立非執行董事，即盧偉雄先生（「盧先生」）、麥耀棠先生（「麥先生」）及霍志達先生（「霍先生」）。

於二零一九年十二月三十一日，全體獨立非執行董事從當天開始任期兩年，且須按本公司之公司細則退任並膺選連任。根據本公司之公司細則，於本公司每屆股東週年大會上，三分之一董事須輪席告退。董事會認為，本公司將採取足夠措施，以確保本公司之企業管治常規不遜於守則第A4.1及4.2條規定者。

本公司已接獲每名獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度確認。本公司認為，所有獨立非執行董事均為獨立。

管理層有責任及時向董事會提供足夠資料，以讓成員可作出知情決定以及履行其職務及職責。每名董事可個別地及獨立地與本集團之高級管理人員接觸，以於有需要時取得更多資料及作出進一步查詢。



## BOARD COMMITTEES

The Board has established three committees, namely, the Nomination Committee, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Board and the Company's affairs. All Board committees are established with defined written terms of reference which are available to shareholders on the Company's website. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

## NOMINATION COMMITTEE

A nomination committee of the Company had been established by the Board with written terms of reference. The nomination committee comprises two executive directors and three independent non-executive Directors. The nomination committee is chaired by Mr. Zhang. The principal duties of the Nomination Committee include, but are not limited to, review and making recommendations to the Board on the structure, size and composition of the Board; making recommendations to the Board regarding any proposed changes; identify, selection or making recommendations to the Board on the selection of individuals nominated for directorships; assessing the independence of independent non-executive directors and relevant matters relating to the appointment or re-appointment of Directors and succession planning for directors.

The Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. Pursuant to the board diversity policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. A number of aspects, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional experience, skills and knowledge, length of services and time to be devoted as a director of the Company, would be considered to ensure that the Board maintains a balanced diverse profile.

## 董事會委員會

董事會設有三個委員會，即提名委員會、薪酬委員會及審核委員會，以監管董事會的具體事宜及本公司事務。所有董事會委員會均訂立書面職權範圍，可供股東於本公司網站查閱。董事會委員會獲有足夠資源履行職責，並應合理要求可於適當情況下徵求獨立專業建議，費用由本公司承擔。

## 提名委員會

董事會已成立本公司之提名委員會，並書面釐定其職權範圍。提名委員會由兩名執行董事及三名獨立非執行董事組成，張先生為提名委員會主席。提名委員會的主要職責包括但不限於就董事會的架構、規模及組成進行檢討並向董事會提出建議；就任何潛在變動向董事會提出建議；物色、甄選董事個別提名人選並向董事會提出建議；評估獨立非執行董事的獨立性及有關董事委任、重新委任及董事繼任計劃的事宜。

董事會採納董事會多元化政策，制定達致董事會多元化的方針。根據董事會多元化政策，提名委員會將每年檢討董事會的架構、規模及組成及（倘適用）就變動向董事會提出建議，以配合本公司的公司策略並確保董事會的成員組合維持均衡多元。本公司會從多方面作出考慮，包括但不限於，性別、年齡、文化及教育水平、行業經驗、技術及專業經驗、技能及知識、擔任本公司董事的服務年期及所投放的時間，以確保董事會的成員組合維持均衡多元。





## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Company has also adopted a nomination policy, setting out the approach for nominating and appointing a director either to fill a casual vacancy on the Board, or as an addition to the existing Board subject to the Bye-Law of the Company. Selection of candidates will be based on criteria including character, qualifications, any potential contributions that the candidate can bring to the Board and its diversity and the candidate's willingness and ability to devote adequate time to discharge his/her duties. Upon receipt of the proposal on appointment of a new director and respective biographical information and details of the candidate by any members of Nomination Committee, the Nomination Committee will evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

During the year, the Nomination Committee met twice to assess the independence of the retiring independent non-executive directors, recommend the re-appointment of directors at the forthcoming annual general meeting and appointment of a director, update and review the Board Diversity Policy to ensure that it aligns with the Listing Rules.

### REMUNERATION COMMITTEE

A remuneration committee of the Company had been established by the Board with written terms of reference. The remuneration committee comprises two executive directors and three independent non-executive Directors. The remuneration committee is chaired by Mr. Fok. The remuneration committee is responsible for assisting the Board in achieving its objective of attracting and retaining Directors and senior management of the highest caliber and experience needed to develop the Group's business successfully. The remuneration committee is also responsible for the development of a fair and transparent procedure in determining the remuneration policies for the Directors and senior management of the Company and for recommendation to their remuneration packages. During the year ended 31 December 2019, the Remuneration Committee met twice to review the above matters.

All employees are remunerated based on industry practice and in accordance with the prevailing labour law. In Hong Kong, apart from basic salary, staff benefits include medical insurance, performance related bonus and mandatory provident fund would be provided by the Group.

本公司亦已採納提名政策，根據本公司的公司細則制定提名及委任董事方針，以填補董事會空缺或增加現有董事會成員。本公司將按品格、資歷、相關人選可為董事會帶來的任何潛在貢獻、董事會多元化程度及該人選是否願意及能否投放足夠時間履行職責的準則甄選合適人選。於提名委員會任何成員接獲委任新董事的建議及該人選的相關履歷資料及詳情後，提名委員會將根據上文所載準則評估該人選，以釐定其是否合乎資格擔任董事。

年內，提名委員會共召開兩次會議，會上評估退任獨立非執行董事的獨立性，就於應屆股東週年大會上重新委任董事提出建議及就董事委任提出建議，更新及檢討董事會多元化政策，以確保該多元化政策符合上市規則。

### 薪酬委員會

董事會已成立本公司之薪酬委員會，並書面釐定其職權範圍。薪酬委員會由兩名執行董事及三名獨立非執行董事組成，霍先生為薪酬委員會主席。薪酬委員會負責協助董事會達致其吸引及挽留具備成功發展本集團業務所需經驗之優秀董事及高級管理人員。薪酬委員會亦負責制訂公平及具透明度之程序以釐定本公司董事及高級管理人員之薪酬政策及對彼等之薪酬待遇提出建議。截至二零一九年十二月三十一日止年度，薪酬委員會共召開兩次會議以審查以上事項。

所有僱員按行業慣例及根據現行勞工法獲得酬勞。在香港，除基本薪金外，本集團亦提供員工福利，當中包括醫療保險、按表現派發之花紅及強制性公積金。



## AUDIT COMMITTEE

The audit committee comprises three independent non-executive directors (the "Audit Committee") and reports to the board of directors. A written terms of reference had been established. The committee members performed their duties therein which includes duties set out in the code provision C.3.3 (a) to (n) of the Corporate Governance Code. The Audit Committee held three meetings in 2019 and reviewed the Group's annual results for 2018 and interim results for 2019; reviewed the audit plans and findings of the external independent auditor; made recommendation to the Board on the re-appointment of the external auditor and its remuneration; and reviewed the risk management and internal control systems and financial matters pursuant to its terms of reference. The Audit Committee meets the external independent auditor at least once a year to discuss any areas of concerns during the audits without the presence of the management. The annual report for the year ended 2019 of the Company has been reviewed by the Audit Committee.

## ACCOUNTABILITY AND AUDIT

The Board is responsible for the preparation of the financial statements of the Company and the Group. In preparing the financial statements, the Board has adopted Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations.

The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern, the Board has prepared the financial statements on a going concern basis.

For the year ended 31 December 2019, the fees paid/payable to the auditor of the Company in respect of the audit services and non audit services in 2019 were amounted to approximately RMB0.9 million and RMB0.4 million respectively.

## 審核委員會

審核委員會（「審核委員會」）由三名獨立非執行董事組成，向董事會報告。書面職權範圍已訂立。委員會成員履行其職責，包括企業管治守則的守則條文C.3.3 (a)至(n)所載的職責。於二零一九年，審核委員會舉行三次會議，並根據其職權範圍審閱本集團的二零一八年年度業績及二零一九年中期業績；審閱外聘獨立核數師的審核計劃及發現；就重新委任外聘核數師及其薪酬向董事會提出建議；以及審閱風險管理、內部監控制度以及財務事宜。審核委員會每年至少一次在管理層避席下會見外聘獨立核數師，以討論審核過程中須關注之事項。審核委員會已審閱本公司截至二零一九年止年度的年度報告。

## 問責性及審核

董事會負責編製本公司及本集團之財務報表。在編製財務報表時，董事會採用香港會計師公會頒佈並適用於其業務營運之香港財務報告準則、香港會計準則及詮釋。

董事會並不知悉有任何重大不明朗因素，乃有關於可能使本集團持續經營之能力存在重大疑問之事件或狀況，董事會已按持續經營基準編製財務報表。

截至二零一九年十二月三十一日止年度，就二零一九年的核數及非核數服務已付／應付本公司核數師的費用分別為約人民幣0.9百萬元及人民幣0.4百萬元。





# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE

The Board is responsible for determining and reviewing the policies and performance for the corporate governance for the Group. During the year, the management of the Company from time to time reported to the Board for their review on various policies and practices about corporate governance of the Company, which included training and continuous professional development of directors and senior management, Company's policies and practices on compliance of legal & regulatory requirements and conduct of employees. In addition, the corporate governance report together with other content of the annual report was circulated for review and approval by the Board.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders. The Board conducted review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures during the financial year ended 31 December 2019 by way of discussions among themselves and with the management of the Group, members of the Audit Committee and the external independent auditor. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the financial year, an external consultant has been engaged to maintain the internal audit function for the Group to assist the Board and the Audit Committee in ongoing monitoring of the risk management and internal control systems of the Group. The external consultant discussed with the executive directors and senior management of the Group to identify key business risks across the Group, and has adopted a risk-based approach in developing the annual internal audit plan with a focus on higher risk areas. Internal audit review was then conducted in accordance with the annual internal audit plan. All findings and recommendations on internal control deficiencies for the year had been communicated to the management who are required to establish remedial plans to correct those internal control deficiencies and implement agreed action plans within a reasonable time period. The Board and the Audit Committee had reviewed the risk assessment results, internal audit planning and internal audit reports submitted by the external consultant. In respect of the year ended 31 December 2019, the Board considered the risk management and internal control systems are effective and adequate.

### 企業管治

董事會負責為本集團釐定及檢討企業管治政策及表現。於年內，本公司管理層不時向董事會呈報以供彼等就本公司有關企業管治之各項政策及常規作出審閱，包括董事及高級管理層之培訓及持續專業發展、有關遵守法律及監管規定之本公司政策及常規以及僱員行為。另外，此企業管治報告連同本年報之其他內容已分發給董事會作審閱並已獲董事會批准。

### 風險管理及內部監控

董事會負責維持合適及有效之風險管理及內部監控系統，以保障本集團及股東的利益。於截至二零一九年十二月三十一日止財政年度，經與本集團管理層、審核委員會成員及外聘獨立核數師討論，董事會對本集團的風險管理及內部監控制度和程序的成效進行了檢討和評估。風險管理及內部監控制度旨在管理未能達成業務目標的風險而非消除該等風險，並僅可就重大錯誤陳述或損失提供合理而非絕對之保證。

於本財政年度，本集團已委聘外聘顧問維持其內部審核職能，以輔助董事會及審核委員會持續監察本集團的風險管理及內部監控制度。外聘顧問與本集團執行董事及高級管理層討論，以識別本集團的主要業務風險，並已採納以風險為基礎之方法，規劃年度內部審核計劃，著重審核較高風險之範疇。其後並根據年度內部審核計劃執行內部審核工作。年內就內部監控不足之所有發現及建議已通知管理層，彼等須設立補救計劃，在合理時間內糾正內部監控不足之處，並推行協定的行動計劃。董事會及審核委員會已檢討外聘顧問提交的風險評估結果、內部審核規劃及內部審核報告。就截至二零一九年十二月三十一日止年度而言，董事會認為風險管理及內部監控制度屬有效及足夠。





## COMPANY SECRETARY

The Company Secretary plays an important role in supporting the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. The Company Secretary is responsible for advising the Board through the Chairman and/or the executive directors on governance matters and should also facilitate induction and professional development of Directors. Details of the Company's company secretary are set out in the section headed "Biographical Details of Directors and Senior Management" of this report.

The Company Secretary took not less than 15 hours of relevant professional training in the year ended 31 December 2019 as required under Rule 3.29 of the Listing Rules.

## DIVIDEND POLICY

The Company may distribute dividends by way of cash or by other means that the Board considers appropriate. Any proposed distribution of dividends is subject to the discretion of the Board and, where applicable, the approval of the Shareholders. The Board will consider various factors before declaring or recommending any payment of dividends. These factors include the results of operation of the business of the Group, the retained earnings and distributable reserves of the Company and each of the members of the Group, the Group's actual and expected financial performance, the general business conditions and strategies, the Group's expected working capital requirements and future expansion plans, the general economic conditions and the future prospects of the business of the Group, shareholders' interests, statutory and regulatory restrictions on the payment of dividend and other internal or external factors that the Board deems appropriate. The Board will review, from time to time, and reserves the right in its sole and absolute discretion to update and/or modify the dividend policy of the Company at any time. There is no assurance that dividends will be paid in any particular amount for any given period.

## 公司秘書

公司秘書在支援董事會方面擔當重要角色，確保董事會成員之間資訊交流良好，以及遵循董事會政策及程序。公司秘書負責透過主席及／或執行董事向董事會提供管治事宜方面意見，亦應安排董事的入職培訓及專業發展。本公司的公司秘書詳情載於本報告「董事及高級管理人員之履歷」一節。

如上市規則第3.29條所規定，公司秘書於截至二零一九年十二月三十一日止年度接受不少於15小時之相關專業訓練。

## 股息政策

本公司或會透過現金或董事會認為合適的其他方式進行股息分派。任何擬派股息須視乎董事會酌情決定並（倘適用）須獲股東批准。董事會將於宣派或建議派付任何股息前考慮各種因素，包括本集團業務營運的業績、本公司及本集團各成員公司的保留盈利及可供分派儲備、本集團實際及預期財務表現、整體業務狀況及策略、本集團預期的營運資金需求及未來拓展計劃、整體經濟狀況及本集團業務的未來前景、股東權益、派付股息的法定及監管限制及董事會視為合適的其他內在或外在因素。董事會將不時檢討及保留其唯一及絕對酌情權隨時更新及／或修訂本公司的股息政策。概不保證將於任何指定期間內派付任何特定金額的股息。





### COMMUNICATION WITH SHAREHOLDER AND INVESTOR RELATIONS

The Company believes in regular and timely communication with shareholders as part of its efforts to help shareholders understand its business better and the way the Company operates. To promote effective communication with the public at large, the Company maintains a website (<http://www.760hk.com>) on which comprehensive information about the Company's major businesses, financial information and announcements, annual and interim reports and shareholders circulars are being made available.

All shareholders of the Company are given at least 20 clear business days' notice of the date and venue of the annual general meeting. According to the Listing Rules, the Board will conduct voting at the forthcoming annual general meeting by vote.

### SHAREHOLDER'S RIGHT

#### Shareholder's right to convene special general meeting and procedures for putting forward proposals at shareholders' meeting

By-law 58 of the Company's bye-laws provides that any shareholder holding not less than 10% of the paid-up capital of the Company can deposit a requisition to the principal place of business of the Company in Hong Kong to require a special general meeting to be called by the Board.

The Requisitionist(s) shall have the right, by written requisition to the Board or the Company Secretary of the Company, to require a special general meeting 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 twenty-one days of such deposit the Board fails to proceed to convene such meeting, the Requisitionist(s) themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda, as amended from time to time.

### 與股東之溝通及投資者關係

本公司相信定期和及時與股東溝通，有助讓股東更了解本公司業務及經營方式。為推動與公眾保持有效溝通，本公司設立網站(<http://www.760hk.com>)，提供有關本公司主要業務、財務資料及公告、年報及中期報告以及股東通函等全面資訊。

本公司所有股東均會收到最少足20個營業日之通知，內容有關股東週年大會之舉行日期及地點。根據上市規則，董事會將於應屆股東週年大會上以投票表決方式進行投票。

### 股東權利

#### 股東召開股東特別大會的權利及於股東大會上提呈議案的程序

本公司之公司細則第58條規定，任何持有本公司已繳足股本不少於10%之股東可於本公司之香港主要營業地點遞交呈請，以要求董事會召開股東特別大會。

呈請人有權透過向董事會或本公司之公司秘書發出書面呈請，要求董事會召開股東特別大會，以處理有關呈請中指明之任何事宜；且該大會應於遞交該呈請後兩個月內舉行。倘遞交後21日內董事會未召開大會，則呈請人可根據百慕達一九八一年公司法（經不時修訂）第74(3)條之條文自行以同樣方式召開大會。



### Putting enquiries to the Board

Information of the Group are communicated to the shareholders mainly through general meetings, including annual general meetings, financial reports, and its corporate communications and other corporate publications on the Company's website and the Stock Exchange's website. Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available. Any such questions shall be first directed to the Company Secretary of the Company:

#### By post

Unit A704  
3rd Floor, Tower A, New Mandarin Plaza  
No. 14 Science Museum Road  
Tsim Sha Tsui East  
Hong Kong

#### By email

ir@760hk.com

Shareholders may also directly raise questions during the shareholders' meetings.

### COMPLIANCE WITH MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for directors' securities transactions. Having made specific enquiries of all directors of the Company, they have confirmed that they complied with the required standard set out in the Model Code throughout the accounting period covered by the annual report.

### CONSTITUTIONAL DOCUMENTS

There were no changes in the constitutional document of the Company during the year ended 31 December 2019.

### 向董事會提出查詢

本集團主要透過股東大會（包括股東週年大會）、財務報告以及其於公司網站及聯交所網站上刊登之公司通訊及其他企業刊物向股東提供其資料。股東可隨時索取本公司之公開資料。股東應先透過下列方式向本公司之公司秘書提出任何有關查詢：

#### 郵遞

香港  
尖沙咀東  
科學館道十四號  
新文華中心A座3樓  
A704室

#### 電郵

ir@760hk.com

股東亦可於股東大會上直接提問。

### 遵守有關董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載有關董事進行證券交易之標準守則。經向本公司全體董事作具體查詢後，彼等確認已於年報涵蓋之會計期間遵守載於標準守則中所規定之準則。

### 憲章文件

本公司之憲章文件於截至二零一九年十二月三十一日止年度並無變動。





# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### OVERVIEW AND SCOPE

Pursuant to Appendix 27 (the “Guide”) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Talent Property Group Limited (the “Company”), together with its subsidiaries (collectively the “Group” or “we”), hereby presents this Environmental, Social and Governance (“ESG”) Report to disclose ESG related matters that are relevant to the Group’s business and have material impacts on the environment and society for the year ended 31 December 2019 (the “reporting period”). Unless otherwise stated, the reporting period is from 1 January 2019 to 31 December 2019.

To achieve our corporate responsibility, we aim at contributing to sustainable development and environmental protection. The Board of Directors (the “Board”) is responsible for overseeing the Group’s ESG strategy and reporting. An ESG Working Group, comprising management personnel across the Group and reporting directly to the Board on any significant issues, has been set up to monitor and manage the Group’s ESG matters. The Group has also established ESG policy, infrastructure and framework to govern relevant ESG practices and processes.

To determine the scope and content of disclosure in this ESG Report, the Board has assessed the materiality of key ESG issues associated with the business and operations of the Group during the reporting period, and prioritized the importance of these issues to the business and relevant stakeholders. Based on the assessment result, the Group has decided to include in this report ESG matters that are relevant to the Group’s property investment, development and management business, and disclose them in two subject areas, namely Environmental and Social.

### 概覽及範圍

根據香港聯合交易所有限公司（「聯交所」）證券上市規則附錄27（「指引」），新天地產集團有限公司（「本公司」）連同其附屬公司（統稱「本集團」或「我們」）謹此呈列本環境、社會及管治（「環境、社會及管治」）報告，以披露截至二零一九年十二月三十一日止年度（「報告期間」）有關本集團業務及對環境及社會有重大影響的環境、社會及管治事宜。除另有說明外，報告期間為二零一九年一月一日至二零一九年十二月三十一日。

為履行我們的企業責任，我們致力於可持續發展及環境保護工作。董事會（「董事會」）負責監督本集團的環境、社會及管治策略及申報。由本集團管理層人員組成並直接向董事會匯報任何重大議題的環境、社會及管治工作小組已告成立，以監督及管理本集團環境、社會及管治事宜。本集團亦建立環境、社會及管治政策、基礎建設及框架，以管理相關環境、社會及管治慣例及程序。

為釐定本環境、社會及管治報告的披露範圍及內容，於報告期間，董事會已評估與本集團業務及營運相關的主要環境、社會及管治事宜的重大性，並確認該等議題對業務及相關持份者的重要性的優先次序。基於評估結果，本集團已決定將與本集團物業投資、發展及管理業務相關之環境、社會及管治事宜納入本報告，並於兩個主要範疇（即環境及社會）中披露該等事宜。



## A. ENVIRONMENTAL

The Group strives to minimize adverse environmental impacts by adopting environmental protection practices over energy consumption, use of resources and waste production. The construction of the newly developed logistics parks projects of Yangzhou Shiyou Logistics Development Co., Ltd.<sup>1</sup> (揚州世郵物流發展有限公司) (“Yangzhou Shiyou”) and Xuzhou Shiyou Logistics Development Co., Ltd.<sup>1</sup> (徐州世郵物流發展有限公司) (“Xuzhou Shiyou”) which commenced in 2019 are now finishing in phrases. Sales of properties from these projects have also been started. As such, as compared to the previous reporting period, the increased operating and sales and marketing activities for the two projects had resulted in an increase in emissions and use of resources.

### A1. Emissions

The Group has established a mechanism to collect emission data and evaluate significant environmental impact brought by its operations. The Group does not produce any significant hazardous waste and only has emissions which are primarily generated from the consumption of electricity, paper and petrol during its daily sales and office administration activities. Relevant Environmental Key Performance Indicators (“KPIs”) in connection to our property investment, development and management business during the reporting period are disclosed below:

## A. 環境

本集團致力透過採用有關能源消耗、資源使用及廢物產生的環境保護措施，將對環境的不利影響減至最低。於二零一九年動工的揚州世郵物流發展有限公司（「揚州世郵」）及徐州世郵物流發展有限公司（「徐州世郵」）新開發物流園區項目建設現已分期完成。該等項目的物業已開始銷售。因此，與過往報告期間比較，此兩個項目的營運及銷售以及營銷活動增加導致排放物及資源使用增加。

### A1. 排放物

本集團已建立機制收集排放數據，並評估本集團營運帶來的環境影響之重大性。本集團並無於其日常銷售及辦公室行政活動中產生任何具重大危險性廢物，並僅有主要由消耗電力、紙張及汽油產生的排放物。於報告期間，與我們的物業投資、發展及管理業務有關的相關環境關鍵績效指標（「關鍵績效指標」）披露如下：

<sup>1</sup> These Companies' English names have not been registered, these names represent management's best effort in translation of the Chinese names.

<sup>1</sup> 由於該等公司之英文名稱並未註冊，該等名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。





# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### A. ENVIRONMENTAL (continued)

#### A1. Emissions (continued)

### A. 環境 (續)

#### A1. 排放物 (續)

	2019 二零一九年	2018 二零一八年
<b>Air Pollutants Emissions (Note 1, 2)</b> <b>空氣污染物排放 (附註1、2)</b>		
Nitrogen oxides (“NO <sub>x</sub> ”) 氮氧化物 (「氮氧化物」)	<b>7,373 g</b> <b>7,373公克</b>	8,176 g 8,176公克
Sulphur oxides (“SO <sub>x</sub> ”) 硫氧化物 (「硫氧化物」)	<b>222 g</b> <b>222公克</b>	180 g 180公克
Particulate matters (“PM”) 顆粒物 (「顆粒物」)	<b>543 g</b> <b>543公克</b>	602 g 602公克
<b>Greenhouse Gas (“GHG”) Emissions</b> <b>溫室氣體 (「溫室氣體」) 排放</b>		
Direct emission of GHG 溫室氣體直接排放	<b>N/A (Note 2)</b> 不適用 (附註2)	N/A (Note 2) 不適用 (附註2)
Indirect emission of Carbon dioxide equivalent (“CO <sub>2</sub> e”) (Note 3) 二氧化碳當量 (「二氧化碳當量」) 間接排放 (附註3)	<b>282,628 kg</b> <b>282,628公斤</b>	98,990 kg 98,990公斤
CO <sub>2</sub> e per employee 每位僱員的二氧化碳當量	<b>1,410 kg</b> <b>per employee</b> <b>每位僱員</b> <b>1,410公斤</b>	432 kg per employee 每位僱員 432公斤
<b>Non-hazardous Waste Produced (Note 4)</b> <b>所產生的非危險廢物 (附註4)</b>		
Paper waste disposed at landfills (Note 5) 棄置至堆填區的廢紙 (附註5)	<b>1,209 kg</b> <b>1,209公斤</b>	792 kg 792公斤
Waste disposed per employee 每位僱員棄置的廢物	<b>6 kg</b> <b>per employee</b> <b>每位僱員6公斤</b>	3 kg per employee 每位僱員3公斤



## A. ENVIRONMENTAL (continued)

### A1. Emissions (continued)

Notes:

1. The Group does not engage in activities that:
  - > Consume gaseous fuel;
  - > Directly generate GHG; or
  - > Generate hazardous wastes.
2. Air pollutants emissions are generated from petrol consumption by the Group's four private vehicles that are used for employee transportation and four private vehicles used by Yangzhou Shiyou and Xuzhou Shiyou.
3. The Group's indirect CO<sub>2</sub>e emissions comes from electricity consumption and disposal of paper waste in the office and sales locations.
4. The Group has engaged qualified construction contractors to manage the property development projects. Non-hazardous waste produced during property development activities is collected, treated and disposed by construction contractors. These wastes are not directly incurred and controlled by the Group and are thus excluded from the Group's environmental data. In consideration of limited paper waste volume, the Group disposes the waste to landfills through the waste disposal channel managed by the different buildings' management service providers.

## A. 環境 (續)

### A1. 排放物 (續)

附註：

1. 本集團並無從事：
  - > 消耗氣體燃料；
  - > 直接產生溫室氣體；或
  - > 產生危險廢物之活動。
2. 空氣污染物排放乃由本集團四輛用於接載僱員的私人車輛以及揚州世郵及徐州世郵使用的四輛私人車輛的汽油消耗所產生。
3. 本集團的間接二氧化碳當量排放來自辦公室及銷售地點的電力消耗及廢紙棄置。
4. 本集團委聘合資格建造工程承包商管理物業發展項目。建造工程承包商收集、處理及棄置物業發展業務所產生的非危險廢物。該等廢物並非由本集團直接產生及控制，故不納入本集團的環保數據中。鑒於廢紙量有限，本集團乃透過由不同樓宇管理服務供應商管理的廢物處理渠道將廢紙送至堆填區處理。





### A. ENVIRONMENTAL (continued)

#### A1. Emissions (continued)

Emissions and waste produced at property development construction sites are managed by the construction contractors as stipulated on the agreements with the contractors. Having considered the environmental impact of the contractors' operations, management has required the construction contractors to comply with relevant laws and regulations. There are different buildings' management service providers for managing the waste disposals. Regardless of the type of waste, we closely monitor our contractors' performance in collecting, sorting and storing waste to avoid waste leakage. During the reporting period, there were no incidences of non-compliance with Environmental Protection Law and Regulations on the Administration of Construction Project Environmental Protection of the People's Republic of China and other relevant laws and regulations with significant impact on the environment and natural resources relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.

The Group has recorded an increase in both emissions and waste disposal. It was mainly attributable to the increase in operating and sales and marketing activities at Yangzhou Shiyou and Xuzhou Shiyou. If isolating the impact from Yangzhou Shiyou and Xuzhou Shiyou, improvement was observed in both emissions and waste disposal by other in-scope entities. The results showed that the eco-friendly initiatives implemented by the Group are effective.

### A. 環境 (續)

#### A1. 排放物 (續)

物業發展建設地點產生的排放物及廢物由建造工程承包商按與承包商所簽訂的協議管理。經考慮承包商營運的環境影響，管理層已要求建造工程承包商遵守相關法律及法規。不同樓宇管理服務供應商管理廢物處理。就所有廢物類型而言，我們會密切監督承包商於收集、分類及存儲廢物方面的表現，以防止廢物洩漏。於報告期間，概無發生有關中華人民共和國環境保護法及建設項目環境保護管理條例的不合規事宜，亦無發生與空氣和溫室氣體排放、於水域或土地排放污染以及危險及非危險廢物產生有關而對環境及天然資源構成重大影響的其他相關法律及法規不合規事宜。

本集團的排放物及廢物處理均有所增加，主要歸因於揚州世郵及徐州世郵的營運及銷售以及營銷活動增加。倘將揚州世郵及徐州世郵產生的影響獨立計算，則其他範圍內實體的排放物及廢物處理均有所改善。結果表明，本集團實施的環保措施為有效。





## A. ENVIRONMENTAL (continued)

### A1. Emissions (continued)

For emissions of air pollutants, the emission of NOx and PM for the reporting period was improved by approximately 9.8% as compared to the previous period because the total distance travelled in the reporting period decreased. However, the emission of SOx increased by approximately 23.3% as compared to the previous period. As the emission of SOx is produced from fuel consumption, the increase in SOx emission together with a decrease in reduced travelling distance during the reporting period could be a result of deteriorated fuel efficiency of vehicles caused by aging problems in vehicles or varied road conditions due to different routes.

The indirect emission of greenhouse gases in the reporting period increased by 186% (183,638 kg) from 98,990 kg to 282,628 kg. It was a combined result of an increase of 191,385 kg indirect emission by Yangzhou Shiyou and Xuzhou Shiyou, and a decrease of 7,747 kg indirect emission by other in-scope entities. Excluding Yangzhou Shiyou and Xuzhou Shiyou, Greenhouse gases has been reduced by 17% (7,747 kg) from 45,563 kg to 37,816 kg for other in-scope entities.

The total paper waste disposal increased by 53% (417 kg) from 792 kg to 1,209 kg. It was a combined result of an increase of 168% (521 kg) from 310 kg to 831 kg paper waste disposal by Yangzhou Shiyou and Xuzhou Shiyou and a decrease of 22% (104 kg) from 482 kg to 378 kg paper waste disposal by other in-scope entities.

## A. 環境 (續)

### A1. 排放物 (續)

就空氣污染物排放而言，於報告期間，氮氧化物及顆粒物排放相較上一期間減少約9.8%，乃由於報告期內總行程減少所致。然而，硫氧化物排放相較上一期間增加約23.3%。由於硫氧化物排放由燃料消耗產生，故硫氧化物排放增加及報告期內行程減少乃由於車輛老化問題或因路線變更的路況變化導致的車輛燃料效率下降所致。

於報告期間，溫室氣體直接排放由98,990公斤增加186% (183,638公斤) 至282,628公斤。此乃由揚州世郵及徐州世郵的直接排放增加191,385公斤以及其他範圍內實體的直接排放減少7,747公斤的綜合影響所致。除揚州世郵及徐州世郵外，其他範圍內實體的溫室氣體已由45,563公斤減少17% (7,747公斤) 至37,816公斤。

廢棄的廢紙總量由792公斤增加53% (417公斤) 至1,209公斤。此乃由揚州世郵及徐州世郵廢棄的廢紙由310公斤增加168% (521公斤) 至831公斤以及其他範圍內實體廢棄的廢紙由482公斤減少22% (104公斤) 至378公斤的綜合影響所致。





### A. ENVIRONMENTAL (continued)

#### A2. Use of Resources

The Group does not engage in resources or energy intensive business activities. The types of energy consumed by the Group are mainly electricity and petrol. Water usage for the Group's daily sales and office administration activities is minimal where both water supply and discharge are solely controlled by the building management. No issues in water sourcing were encountered during the reporting period. In addition, the Group does not involve directly in the use/purchase of packaging materials. Relevant Environmental KPIs in connection with our business during the reporting period are disclosed below:

### A. 環境 (續)

#### A2. 資源使用

本集團並無從事資源或能源密集的業務活動。本集團所消耗的能源類型主要為電力及汽油。本集團日常銷售及辦公室行政活動用水極少，水的供應及排放完全由樓宇管理層控制。於報告期間，並無用水來源的問題。此外，本集團並無直接涉及包裝材料的使用／採購。於報告期間，有關我們業務的相關環境關鍵績效指標披露如下：

	2019 二零一九年	2018 二零一八年
<b>Energy Consumption</b>		
<b>能源消耗</b>		
Direct energy consumption from petrol fuel consumed 來自所消耗汽油燃料的直接能源消耗	<b>143,705 kWh</b> <b>143,705 千瓦時</b>	116,478 kWh 116,478 千瓦時
Indirect energy consumption from electricity purchased 來自所購得電力的間接能源消耗	<b>525,181 kWh</b> <b>525,181 千瓦時</b>	180,585 kWh 180,585 千瓦時
Energy consumption per employee 每位僱員的能源消耗	<b>3,328 kWh</b> <b>per employee</b> <b>每位僱員</b> <b>3,328 千瓦時</b>	1,297 kWh per employee 每位僱員 1,297 千瓦時



## A. ENVIRONMENTAL (continued)

### A2. Use of Resources (continued)

The Group has recorded an increase in both direct and indirect energy consumption. It was mainly resulting from the abovementioned increase in operating and sales and marketing activities by Yangzhou Shiyou and Xuzhou Shiyou. If isolating the impact from Yangzhou Shiyou and Xuzhou Shiyou, there was improvement in both direct and indirect energy consumption by other in-scope entities, as a result of the energy conservation measures implemented by the Group.

The direct energy consumption for the reporting period increased by 23% (27,227 kWh) from 116,478 kWh to 143,705 kWh. It was the result of an increase of 104% from 35,435 kWh to 72,291 kWh in Yangzhou Shiyou and Xuzhou Shiyou and a decrease of 9,629 kWh in the other in-scope entities.

The indirect energy consumptions for the reporting period increased by 191% (344,596 kWh) to 525,181 kWh as compared to 180,585 kWh in previous period. It was the result of an increase of 358,340 kWh from 98,537 kWh to 456,877 kWh in Yangzhou Shiyou and Xuzhou Shiyou with new operation sites, and a decrease of 13,744 kWh in the other in-scope entities.

Management is not aware of any incidences of non-compliance with relevant laws and regulations, such as Energy Conservation Law of the People's Republic of China《中華人民共和國節約能源法》on the use of resources.

## A. 環境 (續)

### A2. 資源使用 (續)

本集團的直接及間接能源消耗均有所增加，乃主要由於上述揚州世郵及徐州世郵的營運及銷售以及營銷活動增加所致。倘將揚州世郵及徐州世郵產生的影響獨立計算，則其他範圍內實體的直接及間接能源消耗均有所改善，此乃本集團實施節能措施的結果。

於報告期間，直接能源消耗由116,478千瓦時增加23% (27,227千瓦時) 至143,705千瓦時。此乃由於揚州世郵及徐州世郵的直接能源消耗由35,435千瓦時增加104%至72,291千瓦時及其他範圍內實體的直接能源消耗下降了9,629千瓦時所致。

於報告期間，間接能源消耗由上一期間的180,585千瓦時增加191% (344,596千瓦時) 至525,181千瓦時。此乃由於揚州世郵及徐州世郵以及新營業地點的間接能源消耗由98,537千瓦時增加358,340千瓦時至456,877千瓦時而其他範圍內實體的間接能源消耗減少13,744千瓦時所致。

管理層並未發現有關資源使用的《中華人民共和國節約能源法》等相關法律及法規的不合規事宜。





### A. ENVIRONMENTAL (continued)

#### A3. The Environment and Natural Resources

The Group's business has no direct and significant impacts on the environment and natural resources. The ESG Working Group regularly assesses the environmental risk exposure of the Group. Should there be any subsequent changes to the relevant legislation or the Group's operation, the ESG Working Group will report such changes to the Board and adopt additional measures, if necessary, to minimize the Group's impact on the environment and natural resources.

We have implemented a number of eco-friendly initiatives to promote efficient use of resources and energy conservation:

- > Switch off lights during lunch hours;
- > Set air-conditioning at an optimal temperature;
- > Pre-set the printers to two-sided printing mode, and post paper-saving reminders near photocopy machines; and
- > Promote reuse and recycle of paper by placing recycling boxes in the office.

In the future we will continuously adopt the above or other additional eco-friendly measures with the aim to maintain a reasonable level of, or further reduce, the emissions, electricity consumed and paper waste produced during the operations of the Group's property investment and management business.

### A. 環境 (續)

#### A3. 環境及天然資源

本集團的業務並無對環境及天然資源構成直接重大影響。環境、社會及管治工作小組定期評估本集團的環境風險。倘相關法例或本集團經營出現任何後續變動，環境、社會及管治工作小組將向董事會匯報任何變動並採納額外措施（如有必要）以將本集團對環境及天然資源的影響減至最低。

我們已實施多項環保措施，以促進有效率使用資源及節約能源：

- > 於午飯時間關燈；
- > 將空調溫度調校至最佳溫度；
- > 將打印機預設為雙面打印模式，並於影印機旁貼上節約用紙告示；及
- > 透過在辦公室放置回收箱推廣紙張重用及回收。

我們未來將持續採用上述或其他額外的環保措施，旨在將本集團物業投資及管理業務營運過程中的排放物、所消耗電力及所產生的廢紙維持在合理水平，或進一步減量。



## B. SOCIAL

### Employment and Labour Practices

#### B1. Employment

The Group is committed to complying with relevant labour standards and employment laws and regulations which are applicable to our business. The Group has developed comprehensive human resources policies and guidelines to govern staff recruitment, compensation, promotion and dismissal processes, and employees' working hours and rest periods. The Group also endeavours to provide equal opportunities throughout recruitment and employment and to combat all forms of discrimination in workplace. During the reporting period, there were no incidences of non-compliance with Labor Law of the People's Republic of China and other relevant laws and regulations that have imposed a significant impact on employment and labour practices.

#### B2. Health and Safety

The Group strives to provide a healthy and safe workplace for its employees in all locations. Safety guidelines are stipulated in the Employee Handbook, which are distributed to all employees. During the reporting period, the Group was in compliance with Work Safety Law of the People's Republic of China, Law of the People's Republic of China on Prevention and Control of Occupational Diseases, and other relevant laws and regulations relating to the provision of a safe working environment and protection of employees from occupational hazards which are applicable to the Group's business. No severe injury or fatality was reported throughout the reporting period.

## B. 社會

### 僱傭及勞工實務

#### B1. 僱傭

本集團致力遵守適用於我們業務的相關勞工準則及僱傭法律及法規。本集團已建立全面人力資源政策及指引，管理員工招聘、補償、晉升及解僱程序以及僱員工時及休息時間。本集團亦致力於招聘及僱傭期間提供同等機會，並消除工作間任何形式的歧視。於報告期間，概無發生有關中華人民共和國勞動法的不合規事宜，亦無發生對僱傭及勞工實務構成重大影響的其他相關法律及法規不合規事宜。

#### B2. 健康與安全

本集團致力為其於所有地點的僱員提供健康及安全的工作環境。分派予所有僱員的僱員手冊內訂明安全指引。於報告期內，本集團遵守中華人民共和國安全生產法、中華人民共和國職業病防治法及適用於本集團業務、與提供安全工作環境及保障僱員免受職業危害影響有關的其他相關法律及法規。於報告期間，本集團概無錄得嚴重傷亡。





### B. SOCIAL (continued)

#### Employment and Labour Practices (continued)

##### B3. Development and Training

The Group places great emphasis in developing our employees and providing both internal and external staff training to enhance their knowledge and skills. The Group has developed a Training Policy to govern training related matters. Each year, management prepares a Training Budget to allocate sufficient resources for staff development based on the results of Training Requirement Survey.

##### B4. Labour Standards

The Group is committed to complying with Labor Law of the People's Republic of China and other labour standards relevant to the Group's business. The Group has established a policy to prohibit child and forced labour. Management has also taken reasonable and necessary steps in the recruitment process to ensure that there are no deviations from the Group policy and objectives. During the reporting period, there were no incidences of non-compliance with Labor Law of the People's Republic of China and other relevant laws and regulations that have imposed a significant impact on employment and labour practices.

### B. 社會 (續)

#### 僱傭及勞工實務 (續)

##### B3. 發展及培訓

本集團相當重視僱員發展，提供內部及外部員工培訓以加強彼等知識及技術。本集團已建立培訓政策以管理培訓相關事宜。管理層每年根據培訓要求調查編製培訓預算，以分配足夠資源予員工發展。

##### B4. 勞工準則

本集團致力遵守中華人民共和國勞動法及與本集團業務相關的其他勞工準則。本集團已建立政策禁止童工及強迫勞動。管理層亦已於招聘程序中採取合理及必要的措施，以確保與本集團政策及目標一致。於報告期間，概無發生有關中華人民共和國勞動法及對僱傭及勞工實務構成重大影響的其他相關法律及法規的不合規事宜。

**B. SOCIAL** (continued)**Operating Practices***B5. Supply Chain Management*

The Group has established a contract policy and corresponding evaluation procedures to govern the selection of suppliers and construction contractors. To ensure product and service quality, and to manage environmental and social risks in supply chain, the Group only engages suppliers and construction contractors with licenses that are granted by relevant regulators or government authorities. The obligations of suppliers and contractors with respect to environmental protection and compliance with relevant safety laws and regulations are clearly stated in signed contracts. We also ensure the fair and reasonable treatment of all suppliers and contractors in our practices.

We require our suppliers and contractors to follow the Code of Conduct set out by the Group to encourage them to comply with all legal requirements and ethical business practices. Contractors are required to adhere to applicable laws and regulations in their operations. They need to adopt relevant measures to create a healthy, safe, fair and corruption-free working environment. The Code also encourages suppliers and service providers to mitigate negative environmental impacts and to improve their environmental performance. During the reporting period, there are no non-compliance to any legal requirements on suppliers and contractors.

**B. 社會** (續)**經營實務***B5. 供應鏈管理*

本集團已建立合約政策及相應評估程序，管理供應商及建造工程承包商的選定。為確保產品及服務質素，並管理供應鏈內的環境及社會風險，本集團僅委聘獲相關監管者或政府部門授出牌照的供應商及建造工程承包商。供應商及承包商就環保及符合相關安全法律及法規的責任已於已簽訂的合約中清楚訂明。我們亦確保於實務中公平合理對待所有供應商及承包商。

我們要求供應商及承包商遵守本集團制定的行為守則，以鼓勵彼等遵守所有法律要求及商業道德實務。承包商於運營中必須遵守適用法律及法規。彼等需採取相關措施，以創造健康、安全、公平及無貪污的工作環境。該守則亦鼓勵供應商及服務提供商減輕負面環境影響並改善其環境績效。於報告期間，概無發生有關供應商及承包商任何法律要求的不合規事宜。





### B. SOCIAL (continued)

#### Operating Practices (continued)

##### B6. Product Responsibility

The Group recognizes the importance of health and safety, advertising, labelling and privacy matters related to products and services provided by the Group. The Group has established relevant policies to ensure compliance with applicable laws and regulations and to fulfil its corporate responsibility towards the customers.

The Group closely monitors the development projects at every stage to ensure that project development, construction process and product quality are in compliance with Construction Law of the People's Republic of China and other applicable laws and regulations, and requires construction contractors to immediately resolve any defects or non-compliance incidences, where necessary. The Group has entered into contracts with construction contractors to obtain indemnity agreements and their commitment to carry out operational and quality assurance activities, and to comply with regulatory requirements. The Group has also established property acceptance procedures to ensure that the properties are ready for delivery to our customers in pursuant to the sales agreements. During the reporting period, there are no reported case of non-compliance of Construction Law of the People's Republic of China and other applicable laws and regulations.

### B. 社會 (續)

#### 經營實務 (續)

##### B6. 產品責任

本集團肯定與本集團所提供產品及服務有關的健康與安全、廣告、標籤及私隱事宜的重要性。本集團已建立相關政策確保遵守適用法律及法規，並履行其對客戶的企業責任。

本集團於每個階段密切監測發展項目，確保項目發展、建造過程及產品質素符合中華人民共和國建築法及其他適用法律及法規，並要求建造工程承包商即時解決任何缺陷或不合規事件（如有必要）。本集團已與建造工程承包商訂立合約，以取得彌償協議，及彼等承諾進行營運及品質保證活動並遵守監管規定。本集團亦已建立物業驗收程序，確保物業可根據銷售協議交付予客戶。於報告期間，概無報告有關中華人民共和國建築法及其他適用法律及法規的不合規事宜。



**B. SOCIAL** (continued)**Operating Practices** (continued)*B7. Anti-corruption*

The Group strives to create a corporate culture that embraces integrity, honesty and fairness, and is committed to conducting its business in the absence of any undue influences. Requirements and guidelines relating to the prevention of bribery, extortion and fraud are stipulated in the Employee Handbook and other relevant ethics-related internal policies so as to communicate the Group's requirements and to provide guidance to employees in carrying out business and operational duties. The Employee Handbook and internal policies are subject to periodic review, and updates are made, when necessary, to ensure that they are in line with the latest development of Criminal Law of the People's Republic of China, the Law of the People's Republic of China for Countering Unfair Competition and other applicable laws and regulations. To minimise the ESG risks embedded in our business operations, we maintain stringent internal control and risk management systems. Abiding by the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong), the Group has had no incidents of non-compliance to such Ordinance. Management and staffs follow the anti-bribery policies of the Group, upholds honesty, integrity and fairness in all aspects of our business. We maintain zero tolerance of any form of bribery. All transactions are required to be documented in an accurate, complete and timely manner, in order to maintain a high degree of transparency and to minimise the risk of bribery in the Group.

**B. 社會** (續)**經營實務** (續)*B7. 反貪污*

本集團致力創造正直、誠實和公平的企業文化，以在免受不當影響的情況下進行業務。已於僱員手冊中訂明與防止賄賂、勒索及欺詐有關的要求及指引，以及其他相關道德操守相關內部政策以向僱員傳達本集團的要求，並提供進行業務及經營職務的指引。僱員手冊及內部政策乃經定期審閱，並將會更新（如必要）以確保符合中華人民共和國刑事法、中華人民共和國反不正當競爭法及其他適用法律及法規的最新發展。為盡量減低業務營運潛在的環境、社會及管治風險，我們維持嚴格的內部監控及風險管理系統。根據《防止賄賂條例》（香港法例第201章），本集團並無發生有關該條例的不合規事宜。管理層及員工遵守本集團的反賄賂政策，在我們的業務各方面秉持誠實、正直及公平精神。我們絕不容忍任何形式的賄賂行為。所有交易必須準確、完整和及時記錄在冊，以維持高度透明，將本集團的賄賂風險減至最低。





### B. SOCIAL (continued)

#### Community

##### B8. Community Investment

The Group has taken the communities' interests into consideration when conducting business. It is of our great desire to minimize the negative impact of our operational activities to the community. All employees are encouraged to participate in community activities and charitable activities as contribution to society.

### B. 社會 (續)

#### 社區

##### B8. 社區投資

本集團於進行業務時已將社區利益納入考慮，我們冀望將我們經營活動對社區的負面影響降至最低。我們鼓勵所有員工參與社區活動及慈善活動以貢獻社會。



Directors are pleased to present their report and the audited consolidated financial statements for the year ended 31 December 2019.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. Details of the principal activities of the principal subsidiaries and associate are set out in notes 42 and 17 to the consolidated financial statements. Its subsidiaries are principally engaged in property development, investment and management in the People's Republic of China ("PRC").

## BUSINESS REVIEW

A fair review of the Group's business, an indication of likely future development in the Group's business and an analysis using financial key performance indicators are provided in the "Chairman's Statement" and the "Business and Financial Review", respectively, from pages 4 to 8 and pages 9 to 20 of this Annual Report. A description of the principal risks and uncertainties facing the Group, a discussion on the Group's environmental policies and performance and an account of the Group's key relationships with its stakeholders are stated therein. The above discussions form part of the Report of the Directors.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the Group sold 59.2% of its goods and services to its five largest customers in its continuing operation. Sales to the largest customer represents 13.2% of the total sales. Whereas, purchases of the Group's five largest suppliers and contractors accounted for 88% (2018: 69.5%) of the total purchases for the year and purchases from the largest supplier and contractor included therein amounted to 44% (2018: 37.0%) of the total purchases.

As far as the directors are aware, neither the directors, their associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) nor those shareholders (which, to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers or suppliers or contractors.

董事欣然呈列彼等之報告書及截至二零一九年十二月三十一日止年度之經審核綜合財務報表。

## 主要業務

本公司為投資控股公司。主要附屬公司及聯營公司主要業務之詳情載於綜合財務報表附註42及17。附屬公司主要於中華人民共和國（「中國」）從物業發展、投資及管理。

## 業務回顧

對本集團業務之中肯審視、本集團業務之日後發展表示及採用財務關鍵表現指標進行之分析分別載於本年報第4至8頁及第9至20頁之「主席報告書」及「業務及財務回顧」。本集團所面對之主要風險及不確定因素描述、對本集團環保政策及表現之討論以及本集團與利益相關方之主要關係描述載於本節。上述討論構成董事會報告之一部分。

## 主要客戶及供應商

於回顧年度，本集團於持續業務中向五大客戶出售約59.2%的貨物及服務。向最大客戶的銷售額佔銷售總額的13.2%。然而，本集團向五大供應商和承建商之採購佔本年度採購總額之88%（二零一八年：69.5%），而向其中最大供應商及承建商之採購佔採購總額之44%（二零一八年：37.0%）。

據董事所知，董事、彼等之聯繫人士（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））或就董事所知擁有本公司已發行股本5%以上之股東概無擁有本集團五大客戶或供應商或承包商之任何權益。



# REPORT OF THE DIRECTORS

## 董事會報告書

### RESULTS

The results of the Group for the year ended 31 December 2019 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statement on pages 68 to 71 and page 213.

### DIVIDEND

The Directors do not recommend the payment of a final dividend for the years ended 31 December 2018 and 2019.

### RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 75 to 76 and note 43 to the consolidated financial statements respectively.

### SUBSTANTIAL INVESTMENTS AND ACQUISITIONS

On 29 December 2018, the Group successfully bid for the land use rights to a parcel of land with a site area of approximately 247,000 square meters located in Shatou Town\* (沙頭鎮), in-between Guihuazhi Road\* (規劃支路), Yangtze Riverside Expressway Auxiliary Road\* (沿江高等級公路輔路), Renmin Road\* (人民路) and Zhuhe\* (主河) in Yangzhou City, Jiangsu Province, the PRC through listing-for-sale organized and held by Yangzhou City Land Resources Bureau at the land grant price of RMB326.4 million. The acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is regarded as a "Qualified Property Acquisition" under Rule 14.04(10C) of the Listing Rules. Further details of the acquisition are disclosed in the announcement and circular of the Company dated 20 December 2018 and 22 February 2019, respectively.

### 業績

本集團截至二零一九年十二月三十一日止年度業績與本公司及本集團於該日之財務狀況載於綜合財務報表第68至71頁及第213頁。

### 股息

董事不建議派付截至二零一八年及二零一九年十二月三十一日止年度末期股息。

### 儲備

本集團及本公司儲備於本年度之變動詳情分別載於第75至76頁之綜合權益變動表及綜合財務報表附註43。

### 重大投資及收購

於二零一八年十二月二十九日，本集團成功透過揚州市國土資源局籌辦舉行之掛牌，按土地出讓價人民幣326.4百萬元投得位於中國江蘇省揚州市沙頭鎮（位處規劃支路、沿江高等級公路輔路、人民路與主河之間）一幅地盤面積約247,000平方米之地塊之使用權。該收購事項根據上市規則第14章構成本公司之主要交易，且根據上市規則第14.04(10C)條被視為「合資格地產收購」。收購事項之進一步詳情披露於本公司日期分別為二零一八年十二月二十日及二零一九年二月二十二日之公告及通函。



## SHARE CAPITAL AND SHARE OPTIONS

Details of movements during the year in the share options and share capital of the Company are set out in notes 30 and 31 to the consolidated financial statements.

## FIXED ASSETS

Details of the movements during the year in the investment properties and plant and equipment of the Group are set out in notes 14 and 15 respectively to the consolidated financial statements.

## BORROWINGS

Particulars of borrowings of the Group as at 31 December 2019 are set out in note 28 to the consolidated financial statements.

## FINANCIAL SUMMARY

### Consolidated Results

		Year ended 31 December 截至十二月三十一日止年度				
		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益	<b>277,653</b>	278,668	727,015	506,764	365,990
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	<b>(176,290)</b>	101,397	188,410	(54,966)	(191,435)
Income tax expenses	所得稅開支	<b>(14,817)</b>	(40,510)	(129,995)	(18,745)	76,309
(Loss)/profit for the year	年度(虧損)/溢利	<b>(191,107)</b>	60,887	58,415	(73,711)	(115,126)
(Loss)/profit attributable to:	下列人士應佔(虧損)/溢利:					
Owners of the Company	本公司擁有人	<b>(99,844)</b>	69,625	63,667	(73,711)	(115,125)
Non-controlling interests	非控股權益	<b>(91,263)</b>	(8,738)	(5,252)	-	(1)
		<b>(191,107)</b>	60,887	58,415	(73,711)	(115,126)

## 股本及購股權

本公司購股權及股本於本年度之變動詳情載於綜合財務報表附註30及31。

## 固定資產

本集團投資物業與廠房及設備於本年度之變動詳情分別載於綜合財務報表附註14及15。

## 借貸

本集團於二零一九年十二月三十一日之借貸詳情載於綜合財務報表附註28。

## 財務摘要

### 綜合業績



# REPORT OF THE DIRECTORS

## 董事會報告書

### Consolidated Assets, Equity and Liabilities

### 綜合資產、權益及負債

As at 31 December

於十二月三十一日

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>					
Non-current assets	非流動資產	<b>1,022,373</b>	1,266,364	1,264,218	1,249,309	1,537,630
Current assets	流動資產	<b>3,002,984</b>	2,353,925	2,033,492	2,387,501	1,973,655
		<b>4,025,357</b>	3,620,289	3,297,710	3,636,810	3,511,285
<b>LIABILITIES</b>	<b>負債</b>					
Current liabilities	流動負債	<b>1,588,253</b>	1,423,477	1,156,509	1,400,458	2,829,354
Non-current liabilities	非流動負債	<b>629,081</b>	232,723	246,628	406,766	497,268
		<b>2,217,334</b>	1,656,200	1,403,137	1,807,224	3,326,622
<b>EQUITY</b>	<b>權益</b>					
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	<b>1,848,085</b>	1,947,888	1,874,634	1,809,395	164,472
Non-controlling interests	非控股權益	<b>(40,062)</b>	16,201	19,939	20,191	20,191
Total Equity	權益總額	<b>1,808,023</b>	1,964,089	1,894,573	1,829,586	184,663

## DIRECTORS

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

### Executive Directors:

Mr. ZHANG Gao Bin (*Chairman*)

Mr. LUO Zhangguan

### Independent Non-executive Directors:

Mr. LO Wai Hung

Mr. MAK Yiu Tong

Mr. CHAN Chi Mong, Hopkins (resigned on 2 June 2019)

Mr. FOK Chi Tat Michael (appointed on 23 August 2019)

In accordance with the Company's bye-laws, all of the directors are subject to retirement by rotation and re-election. Mr. Zhang Gao Bin and Mr. Fok Chi Tat Michael will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

新地產集團有限公司 2019年年報

## 董事

於本年度及直至本報告日期，本公司董事如下：

### 執行董事：

張高濱先生（主席）

羅章冠先生

### 獨立非執行董事：

盧偉雄先生

麥耀棠先生

陳之望先生（於二零一九年六月二日辭任）

霍志達先生（於二零一九年八月二十三日獲委任）

根據本公司之公司細則，全體董事均須輪值告退並能膺選連任。張高濱先生及霍志達先生將於應屆股東週年大會上輪值告退，惟彼等符合資格並願意膺選連任。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 21 to 23 of the annual report.

## DIRECTORS' SERVICE CONTRACTS

Each of independent non-executive directors, had entered into a service contract with the Company for a term of two years and each of these contracts is subject to termination by either party giving not less than 1 month's written notice.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

## PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## COMPETING INTERESTS

None of the directors or the management shareholders of the Company or any of their respective associates (as defined in the Listing Rules) had any business which was considered to compete or was likely to compete with the businesses of the Group.

## 董事及高級管理人員之履歷

本公司董事及本集團高級管理人員之詳盡履歷載於本年報第21至23頁。

## 董事之服務合約

獨立非執行董事已各自與本公司訂立服務合約，為期兩年，而各合約均可由訂立的任何一方發出不少於一個月之書面通知終止。

除上述者外，擬於應屆股東週年大會上膺選連任之董事概無訂立於一年內本公司可毋須支付補償（法定補償除外）而終止之服務合約。

## 獲准許的彌償條文

根據本公司的公司細則，各名董事將有權就其涉及執行其職務職責或因其涉及其他有可能蒙受或產生的一切虧損或負債，從本公司的資產中獲得彌償。本公司已於年內為本集團的董事及高級職員安排投購適當董事及高級職員的責任保險範圍。

## 董事於重大合同之權益

於本年度結算日及年內任何時間，本公司或其任何附屬公司概無訂立本公司董事直接或間接於其中擁有重要權益之重大合同。

## 競爭權益

董事或本公司管理層股東或彼等任何各自聯繫人士（定義見上市規則）概無經營任何被視為或可能與本集團業務競爭之業務。



# REPORT OF THE DIRECTORS

## 董事會報告書

### MANAGEMENT CONTRACTS

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

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2019, the interest or short position of the Directors and chief executives in the shares, underlying shares or 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 would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

### 管理層合約

本年度內，除僱員合約外，並無訂立或已訂立有關本公司整體業務或任何重要部份之管理及行政之合約。

### 董事及行政總裁於本公司或任何相聯法團之股份、相關股份及債權證之權益及短倉

於二零一九年十二月三十一日，董事及行政總裁於本公司或其任何相聯法團（按證券及期貨條例（「證券及期貨條例」）第XV部之涵義）之股份、相關股份或債權證中，登記擁有須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所的權益或短倉（包括彼等根據證券及期貨條例有關條文擁有或視作擁有之權益或短倉），或須及已於本公司根據證券及期貨條例第352條規定須存置之登記冊記錄的權益或短倉，或根據標準守則另行通知本公司及聯交所的權益或短倉乃如下述：

Name of director	Capacity/ Nature of interest	Number of shares	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
董事姓名	身份／權益性質	股份數目	
Zhang Gao Bin 張高濱	Personal 個人	108,860,000	1.06%
	Interest in controlled corporation 於受控制法團的權益	6,474,393,939	62.89%
Mak Yiu Tong 麥耀棠	Personal 個人	150,000	0.00%





## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors or chief executives of the Company, as at 31 December 2019, the interests or short positions of substantial shareholders (other than Directors or the chief executives of the Company) in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO or were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

## 主要股東於本公司股份及相關股份之權益及短倉

據本公司董事或行政總裁所知，於二零一九年十二月三十一日，主要股東（本公司董事或行政總裁除外）於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或於本公司根據證券及期貨條例第336條規定須存置之登記冊記錄之權益或短倉如下：

Name	Note	Number of underlying shares interest	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
名稱	附註	相關股份權益數目	
Talent Trend Holdings Limited	1	6,474,393,939	62.89%

Notes:

附註：

(1) The entire issued share capital of Talent Trend Holdings Limited is directly, beneficially and wholly owned by Mr. Zhang Gao Bin.

(1) Talent Trend Holdings Limited全部已發行股本由張高濱先生直接、實益及全資擁有。





## REPORT OF THE DIRECTORS

### 董事會報告書

#### SHARE OPTION SCHEME

Share option scheme of the Company was adopted on 20 May 2013 for the purpose of providing incentives and rewards to Participants who contribute to the success of the Group's operations. Particulars of the scheme are set out in note 30 to the consolidated financial statements. The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the company in issue at any time. As at 30 March 2020, the number of shares of the Company available for issue in respect thereof was 1,029,313,655, representing 10% of the issued shares of the Company. In addition, save as determined at the discretion of the Board, there is no minimum holding period before an Option is exercisable. No options were granted, exercised, cancelled, lapsed or remained outstanding during the year ended 31 December 2019.

#### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### EQUITY LINKED AGREEMENTS

Save as disclosed in the sections headed "Share Option Scheme", no equity linked agreements were entered into during the year or subsisted at the end of the year.

#### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws and there is no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

#### PURCHASE, SALE OR REDEMPTION OF SECURITIES

There was no purchase, sale or redemption of shares or other securities of the Company by the Company or its subsidiaries during the year.

#### 購股權計劃

本公司購股權計劃於二零一三年五月二十日獲採納，旨在激勵及獎勵為本集團之成功經營作出貢獻之參與者。該計劃之詳情載於綜合財務報表附註30。目前根據該計劃可授出之尚未行使購股權數目（於購股權行使時）最多不得超過本公司於任何時間已發行股份之10%。於二零二零年三月三十日，購股權行使時可供發行之本公司股份數目為1,029,313,655股，佔本公司已發行股份之10%。此外，除非董事會酌情另行決定，並無規定購股權行使前須持有之最短期限。截至二零一九年十二月三十一日止年度，並無已授出、已行使、註銷、失效或未行使之購股權。

#### 購買股份或債權證之安排

於年內任何時間，本公司或其任何附屬公司均無參與任何安排以使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益。

#### 股票掛鈎協議

除「購股權計劃」一節披露者外，於年內或年末後並無訂立或存續任何股票掛鈎協議。

#### 優先購買權

本公司之公司細則並無優先購買權條文，百慕達法例亦無要求本公司按比例向現有股東發售新股的相關權利限制。

#### 購買、出售或贖回證券

本公司或其附屬公司年內概無購買、出售或贖回本公司股份或其他證券。



## CONNECTED AND RELATED PARTY TRANSACTIONS

Save as the related party transactions as set out in note 38 to the consolidated financial statements which were fully exempt from the disclosure requirements in accordance with Chapter 14A of the Listing Rules, the Group did not enter into any other connected or continuing connected transactions during the financial year ended 31 December 2019.

## CORPORATE GOVERNANCE

The Company's Corporate Governance Report is set out on pages 24 to 33 of the annual report.

## CONFIRMATION OF INDEPENDENCE FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

## SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Company's directors.

## TAX RELIEF

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

## 關連及關聯人士交易

除綜合財務報表附註38所載關聯人士交易獲全面豁免根據上市規則第14A章之披露要求外，本集團於截至二零一九年十二月三十一日止財政年度並無訂立任何其他關連或持續關連交易。

## 企業管治

本公司之企業管治報告載於本年報第24至33頁。

## 獨立非執行董事之獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條就有關彼等之獨立性發出之年度確認書。本公司認為全體獨立非執行董事均屬獨立人士。

## 足夠公眾持股量

於本報告日期，根據本公司可公開獲得之資料及據本公司董事所知，本公司一直維持上市規則所指定之公眾持股量。

## 稅務寬減

本公司概不知悉任何因股東持有本公司股份而向彼等提供之稅務寬減。





## REPORT OF THE DIRECTORS

### 董事會報告書

#### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders of the Company who are entitled to attend and vote at the forthcoming annual general meeting to be held on 22 June 2020, the register of members of the Company will be closed from 17 June 2020 to 22 June 2020, both days inclusive. In order to qualify for attending and voting at the annual general meeting, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 June 2020.

#### AUDITORS

A resolution will be tabled in the forthcoming annual general meeting to re-appoint Messrs. CHENG & CHENG LIMITED as auditors of the Company.

On behalf of the Board

**Zhang Gao Bin**

*Chairman*

Hong Kong, PRC, 30 March 2020

#### 暫停辦理股份過戶登記手續

為確定本公司股東有權出席將於二零二零年六月二十二日舉行的股東週年大會並於會上投票，本公司將自二零二零年六月十七日至二零二零年六月二十二日（包括首尾兩日）暫停辦理股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件須不遲於二零二零年六月十六日下午四時三十分前，送交本公司的香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

#### 核數師

有關續聘鄭鄭會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提出。

代表董事會

*主席*

**張高濱**

中國香港，二零二零年三月三十日

**CHENG & CHENG LIMITED**

CERTIFIED PUBLIC ACCOUNTANTS

鄭 鄭 會 計 師 事 務 所 有 限 公 司

Level 35, Tower 1, Enterprise Square Five,  
38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong

**To the Shareholders of Talent Property Group Limited***(Incorporated in Bermuda with limited liability)***OPINION**

We have audited the consolidated financial statements of Talent Property Group Limited (“the Company”) and its subsidiaries collectively referred to as (“the Group”) set out on pages 68 to 216, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including 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 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**BASIS FOR OPINION**

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

**致新天地產集團有限公司股東***(於百慕達註冊成立之有限公司)***意見**

吾等已審核第68頁至第216頁所載新天地產集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一九年十二月三十一日的綜合財政狀況表及截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量表，以及包括主要會計政策概要在内的綜合財務報表附註。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而公平地反映 貴集團於二零一九年十二月三十一日的綜合財政狀況及截至該日止年度 貴集團的綜合財務表現及其綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**意見基礎**

吾等已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。根據該等準則，吾等的責任於本報告「核數師就審核綜合財務報表的責任」一節中詳述。根據香港會計師公會的「專業會計師道德守則」(「守則」)，吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證足夠及能適當地為吾等的意見提供基礎。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### 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 for the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Valuation of investment properties

##### The key audit matter

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As at 31 December 2019, the fair value of investment properties of the Group was RMB643,000,000.

Significant estimation and judgement are required by management of the Group to determine the fair value of the investment properties. To support the fair value determined by the management of the Group, the Group engaged an external valuer to perform valuations on the investment properties at the end of the reporting period.

The accounting policies and disclosures for the estimation of fair value of investment properties are included in Notes 2, 4 and 14.

##### How the matter was addressed in our audit

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We evaluated the objectivity, independence and competency of the valuer.

We compared inputs to the valuation model, on a sample basis, with the Group's records, which included underlying lease agreements and documentation, details of number of property units held for investment purposes and current rents.

We discussed with the external valuer regarding the reasonableness of methodology and key assumptions being used.

We performed site visits accompanied by the management of the Group for investment properties.

### 關鍵審核事項

關鍵審核事項為根據吾等的專業判斷中，認為對本期綜合財務報表的審核最為重要的事項。吾等於審核整體綜合財務報表及作出意見時處理此等事項，而吾等不會就此等事項單獨發表意見。

#### 投資物業的估值

##### 關鍵審核事項

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於二零一九年十二月三十一日，貴集團投資物業的公平值為人民幣643,000,000元。

貴集團管理層釐定投資物業的公平值需要作出重大估計和判斷。為支持貴集團管理層釐定公平值，貴集團聘請外部估值師於報告期末對投資物業進行估值。

估計投資物業公平值的會計政策和披露資料載於附註2、4及14。

##### 吾等於審核時如何處理關鍵審核事項

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吾等已評估估值師的客觀性、獨立性和能力。

吾等以抽樣基準將估值方法的輸入數據與貴集團的記錄進行比較，其中包括相關租賃協議和文件、為投資目的所持有的物業單位數目及當前租金的詳情。

吾等與外部估值師就使用的估值方法和關鍵假設之合理性進行討論。

吾等在貴集團管理層陪同下對投資物業進行實地考察。

**KEY AUDIT MATTERS** (continued)**Net realisable value assessment of the Group's properties under development and completed properties held for sale****The key audit matter**

As at 31 December 2019, the Group held properties under development and completed properties held for sale amounted to RMB1,689,931,000 and RMB975,195,000 respectively, net of impairment loss of properties under development RMB165,706,000 recognised during the year ended 31 December 2019, as disclosed in Notes 18 and 19 respectively to the consolidated financial statements.

The estimation of the net realisable value ("NRV") of properties under development and completed properties held for sale required the management of the Group to estimate the selling prices based on prevailing market conditions, less costs to complete and sell the properties. Given that the Group had significant amounts of properties under development and completed properties held for sale and that the management's determination of the NRV required the management of the Group to exercise significant judgment, we concluded that the NRV assessment as one of the key audit matter.

**How the matter was addressed in our audit**

We noted that the management of the Group had engaged an independent valuer to determine the current market value of the completed properties held for sale and properties under development, in order to perform the NRV assessment. We assessed the valuer's independence, qualifications and expertise and read their terms of engagement with the Group to determine whether there were any matters that might have affected their objectivity or whether there were scope limitations imposed upon their work.

**關鍵審核事項 (續)****評估 貴集團持有發展中物業及持作出售之已竣工物業的可變現淨值****關鍵審核事項**

於二零一九年十二月三十一日，貴集團持有發展中物業及持作出售之已竣工物業分別為數人民幣1,689,931,000元及人民幣975,195,000元，截至二零一九年十二月三十一日止年度確認的發展中物業減值虧損淨額為人民幣165,706,000元分別於綜合財務報表附註18和19披露。

發展中物業及持作出售之已竣工物業的可變現淨值（「可變現淨值」）的估計需要 貴集團管理層根據現行市況估算銷售價格，減去完成和出售物業的成本得出。鑒於 貴集團擁有大量發展中物業及持作出售之已竣工物業，而管理層在釐定可變現淨值時，需要 貴集團管理層進行重大判斷，吾等認為，可變現淨值的評估為關鍵審核事項之一。

**吾等於審核時如何處理關鍵審核事項**

吾等注意到，貴集團管理層已聘請獨立估值師釐定持作出售之已竣工物業及已完成大部分建築工程的物業的現行市售，以進行可變現淨值之評估。吾等已評估估值師的獨立性、資歷及專業知識，並閱讀 貴集團聘用其的條款，以確定是否有任何可能影響其客觀性的事項，以及是否對其工作施加限制。





# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### KEY AUDIT MATTERS (continued)

#### How the matter was addressed in our audit

We discussed with the valuer the methodology and assumptions used in determining the market value of the properties. Specifically, with regard to completed properties held for sale, we sample-checked the estimated market value of properties used by the valuer to the actual selling prices of comparable properties in the similar location near the end of the reporting period and determined whether there was any significant variance.

With regard to the properties under development, we discussed with the management of the Group and the valuer how they arrived at the estimated percentage of completion, the estimated selling prices when they are completed and the estimated costs to complete, and checked to the source data on a sample basis. Further, we compared the market value determined by the valuer with the carrying amount of the properties recorded in the Group's consolidated financial statements to see whether adequate impairment had been made.

#### Interests in an associate

##### The key audit matter

As set out in Note 17 to the consolidated financial statements, the Group had a 30% equity investment in an associate which had been accounted for using the equity method. As at 31 December 2019, the Group's interest in the associate amounted to RMB312,022,000. The Group's share of the associate's profit after tax for the year ended 31 December 2019 was RMB19,630,000.

The associate is a property developer in Guangzhou, the PRC. As at 31 December 2019, the associate had completed properties held for sale, amounted to RMB581,903,000, stated at the lower of cost and NRV in accordance with the Group's accounting policy. Given that the NRV estimation required a significant management judgment and that completed properties held for sale represented significant components of the associate's net assets, we concluded that the NRV assessment of the associate's completed properties held for sale was one of the key audit matters.

### 關鍵審核事項 (續)

#### 吾等於審核時如何處理關鍵審核事項

吾等與估值師討論釐定物業市值時採用的方法及假設。具體來說，關於持作出售之已竣工物業，吾等對估值師使用的物業的估計市值作出抽樣檢查，並與報告期末時在類似地點的可比較物業的實際售價進行比較，確定是否有任何重大差異。

就發展中物業，吾等與貴集團管理層及估值師討論，其如何得出估計完工百分比、完工後的估計售價和完工的估計成本，並以抽樣基準檢查源頭數據。此外，吾等把估值師釐定的市值，與貴集團綜合財務報表所記錄物業的賬面值作比較，了解是否已作出充分的減值。

#### 於一間聯營公司的權益

##### 關鍵審核事項

如綜合財務報表附註17所載，貴集團於一間聯營公司的30%股權投資，於綜合財務報表以權益法入賬。於二零一九年十二月三十一日，貴集團於聯營公司權益為數人民幣312,022,000元。截至二零一九年十二月三十一日止年度，貴集團在聯營公司的稅後溢利中分佔人民幣19,630,000元。

該聯營公司為於中國廣州市的一名房地產開發商。於二零一九年十二月三十一日，聯營公司的持作出售之已竣工物業，為人民幣581,903,000元，按照貴集團的會計政策，須以成本和可變現淨值兩者之較低者入賬。鑒於可變現淨值的估計需要管理層作出重大判斷，而持作出售之已竣工物業為聯營公司淨資產相對的重要組成部分，吾等認為，聯營公司的持作出售之已竣工物業的可變現淨值評估是其中一項關鍵審核事項。





## KEY AUDIT MATTERS (continued)

### How the matter was addressed in our audit

We were not the statutory auditor of the associate. We performed audit procedures on material items and analytical review on the other items of the associate.

We discussed with the management of the Group for the performance of the associate and how the associate prepared the financial statements, in particular, whether the accounting policies used by the associate in preparing its financial statements were in line with the Group's accounting policies. With regard to the associate's completed properties held for sale, we had performed site visits on a selective basis. Further, we had compared the carrying amount of the properties stated in the associate's financial statements on a sampling basis with the latest selling prices of the properties.

## OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## 關鍵審核事項 (續)

### 吾等於審核時如何處理關鍵審核事項

吾等不是該聯營公司的法定核數師。吾等對該聯營公司的重要項目進行審核程序及對其他項目進行分析性審閱。

吾等與 貴集團的管理層討論該聯營公司的表現、以及該聯營公司如何編製其財務報表，特別是該聯營公司於編製其財務報表時採用的會計政策是否與 貴集團的會計政策相符。關於該聯營公司的持作出售之已竣工物業，吾等選擇性進行現場實地視察。此外，吾等將該聯營公司的財務報表內所列物業的賬面值按抽樣基準與物業的最新售價進行比較。

## 其他資料

貴公司董事需對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

當審核綜合財務報表時，吾等的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審核過程中所瞭解的情況有重大抵觸，或者存在重大錯誤陳述。

基於吾等已執行的工作，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。於此方面，吾等沒有任何報告。





## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告書

#### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the 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.

#### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### 董事對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製並真實而公允地呈列的綜合財務報表，並為其認為必須為使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述的內部控制負責。

編製綜合財務報表時，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。

董事在審核委員會協助下履行監督 貴集團財務報告過程的責任。

#### 核數師就審核綜合財務報表的責任

吾等的目標為合理保證整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有吾等意見的核數師報告。本報告僅向 閣下（作為整體）按照百慕達公司法第90條報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士負責或承擔任何責任。



## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## 核數師就審核綜合財務報表的責任 (續)

合理保證屬高層次保證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制之上，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 瞭解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。





## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告書

#### 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 your 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.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

#### 核數師就審核綜合財務報表的責任 (續)

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請使用者注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂 閣下的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表（包括資料披露）的整體列報、架構及內容，以及綜合財務報表是否已中肯反映及列報相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行對 貴集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

除其他事項，吾等與審核委員會就審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部控制的任何重大缺陷溝通。

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並與他們溝通所有被合理認為可能影響吾等的獨立性的關係及其他事宜，以及在適用的情況下，相關的防範措施。

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS** (continued)

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 of 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.

**CHENG & CHENG LIMITED**

*Certified Public Accountants (Practising)*

Hong Kong, 30 March 2020

**Ho Wan Nei**

Practising Certificate number P06991

**核數師就審核綜合財務報表的責任**  
(續)

吾等從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

**鄭鄭會計師事務所有限公司**

*執業會計師*

香港，二零二零年三月三十日

**何雲妮**

執業證書編號：P06991





# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

		Notes	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
		附註		
<b>Revenue</b>	收益	5,6	<b>277,653</b>	278,668
Cost of sales and services	銷售及服務成本		<b>(162,184)</b>	(196,589)
Gross profit	毛利		<b>115,469</b>	82,079
Other revenue and net income/(loss)	其他收益及收入/(虧損)淨額	7	<b>10,705</b>	35,342
Distribution costs	分銷成本		<b>(11,038)</b>	(23,178)
Administrative and other operating expenses	行政及其他經營開支		<b>(49,642)</b>	(51,776)
Fair value changes on investment properties	投資物業之公平值變動		<b>(62,581)</b>	(38,933)
(Impairment loss)/reversal of impairment loss of properties under development	發展中物業(減值虧損)/減值虧損撥回		<b>(165,706)</b>	81,518
Share of result of an associate	分佔一間聯營公司業績		<b>19,630</b>	23,119
Finance costs	融資成本	8	<b>(33,127)</b>	(6,774)
<b>(Loss)/profit before tax</b>	除稅前(虧損)/溢利	9	<b>(176,290)</b>	101,397
Income tax expense	所得稅開支	12	<b>(14,817)</b>	(40,510)
<b>(Loss)/profit for the year</b>	年度(虧損)/溢利		<b>(191,107)</b>	60,887
<b>(Loss)/profit attributable to:</b>	下列人士應佔(虧損)/溢利:			
Owners of the Company	本公司擁有人		<b>(99,844)</b>	69,625
Non-controlling interests	非控股權益		<b>(91,263)</b>	(8,738)
			<b>(191,107)</b>	60,887

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

			2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 <b>RMB'000</b> 人民幣千元
<b>Other comprehensive income/ (loss) for the year</b>	年度其他全面收入 / (虧損)			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：			
Exchange differences on translation of financial statements of foreign operations	換算海外業務之財務報表之匯兌差額		41	197
Items that will not be reclassified to profit or loss:	將不會重新分類至損益的項目：			
Fair value loss on investments in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之股權工具投資的公平值虧損		-	(1,000)
<b>Other comprehensive income/(loss) for the year</b>	年度其他全面收入 / (虧損)		<b>41</b>	(803)
<b>Total comprehensive (loss)/income for the year</b>	年度全面 (虧損) / 收入總額		<b>(191,066)</b>	60,084
<b>Total comprehensive (loss)/ income attributable to:</b>	下列人士應佔全面 (虧損) / 收入總額：			
Owners of the Company	本公司擁有人		<b>(99,803)</b>	68,822
Non-controlling interests	非控股權益		<b>(91,263)</b>	(8,738)
			<b>(191,066)</b>	60,084
			<b>RMB</b> 人民幣	<b>RMB</b> 人民幣
<b>(Loss)/earnings per share</b>	每股 (虧損) / 盈利			
Basic and diluted	基本及攤薄	13	<b>(0.970)cent</b> 分	0.676cent分



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財政狀況表

(As at 31 December 2019) (於二零一九年十二月三十一日)

			2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 <b>RMB'000</b> 人民幣千元
		<i>Notes</i> 附註		
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	14	<b>643,000</b>	704,000
Plant and equipment	廠房及設備	15	<b>3,344</b>	2,899
Right-of-use assets	使用權資產	16	<b>3,183</b>	–
Interests in an associate	於一間聯營公司之權益	17	<b>312,022</b>	501,515
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	21	<b>20,000</b>	20,000
Pledged deposit	已抵押存款	23	<b>1,190</b>	–
Deferred tax asset	遞延稅項資產	29	<b>39,634</b>	37,950
			<b>1,022,373</b>	1,266,364
<b>Current assets</b>	<b>流動資產</b>			
Properties under development	發展中物業	18	<b>1,689,931</b>	1,860,035
Completed properties held for sale	持作出售之已竣工物業	19	<b>975,195</b>	288,038
Trade receivables	應收賬款	20	<b>6,282</b>	7,782
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	21	<b>95,557</b>	106,939
Contract costs	合約成本	22	<b>608</b>	2,273
Tax recoverable	可退回稅項		<b>37,842</b>	42,647
Pledged deposit	已抵押存款	23	<b>3,000</b>	3,000
Cash and cash equivalent	現金及現金等價物	23	<b>194,569</b>	43,211
			<b>3,002,984</b>	2,353,925



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財政狀況表

(As at 31 December 2019) (於二零一九年十二月三十一日)

			2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 <b>RMB'000</b> 人民幣千元
		<i>Notes</i> 附註		
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付賬款	24	455,738	279,251
Accruals and other payables	應計費用及其他應付款項	25	157,974	230,488
Contract liabilities	合約負債	26	228,141	246,628
Lease liabilities	租賃負債	27	1,567	-
Provision for tax	稅項撥備		309,788	285,256
Borrowings	借款	28	435,045	381,854
			<b>1,588,253</b>	1,423,477
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>1,414,731</b>	930,448
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,437,104</b>	2,196,812
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	27	1,836	-
Borrowings	借款	28	423,042	-
Deferred tax liability	遞延稅項負債	29	204,203	232,723
			<b>629,081</b>	232,723
<b>Net assets</b>	<b>資產淨值</b>		<b>1,808,023</b>	1,964,089
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	31	37,628	37,628
Reserves	儲備	32	1,810,457	1,910,260
Equity attributable to the owners of Company	本公司擁有人應佔權益		<b>1,848,085</b>	1,947,888
Non-controlling interests	非控股權益		<b>(40,062)</b>	16,201
<b>Total equity</b>	<b>權益總額</b>		<b>1,808,023</b>	1,964,089

**Zhang Gao Bin**  
張高濱  
Director  
董事

**Luo Zhangguan**  
羅章冠  
Director  
董事



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

			2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 <b>RMB'000</b> 人民幣千元
(Loss)/profit before tax	除稅前(虧損)/溢利		<b>(176,290)</b>	101,397
Adjustments for:	調整：			
Interest income on financial assets carried at amortised costs	按攤銷成本入賬之金融資產利息收入	7	<b>(692)</b>	(1,364)
Fair value changes on investment properties	投資物業公平值變動		<b>62,581</b>	38,933
Allowance for expected credit losses for trade receivables	應收賬款預期信貸虧損撥備	9	<b>555</b>	6,182
Management fee income from an associate	應收一間聯營公司管理費收入	7	<b>(212)</b>	(12,345)
Interest income on loan to an associate	給予一間聯營公司貸款之利息收入	7	<b>(665)</b>	(3,262)
Impairment loss/(reversal of impairment loss) of properties under development	發展中物業之減值虧損/(減值虧損撥回)		<b>165,706</b>	(81,518)
Reversal of impairment loss of completed properties held for sale	撥回持作出售之已竣工物業之減值虧損	7	-	(830)
Reversal of over-provided compensations and claims expenses	撥回超額撥備補償及索償開支	7	-	(7,583)
Reversal of management fee expenses	撥回管理費開支	7	-	(3,639)
Reversal of interest expenses	撥回利息開支	7	<b>(6,093)</b>	(4,716)
Share of result of an associate	分佔一間聯營公司業績		<b>(19,630)</b>	(23,119)
Finance costs	融資成本	8	<b>33,127</b>	6,774
Loss on written off plant and equipment	撇銷廠房及設備之虧損	7	<b>16</b>	-
Depreciation on plant and equipment	廠房及設備折舊			
– owned assets	– 自有資產	9	<b>1,397</b>	1,547
– right-of-use assets	– 使用權資產	9	<b>1,591</b>	-

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Notes 附註		
Operating cash flow before working capital changes	營運資金變動前之經營現金流量	<b>61,391</b>	16,457
Increase in properties under development and completed properties held for sale	發展中物業及持作出售之已竣工物業增加	<b>(612,792)</b>	(424,968)
Decrease/(increase) in trade receivables	應收賬款減少/(增加)	<b>945</b>	(1,718)
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收賬款(增加)/減少	<b>(58,881)</b>	191,378
Decrease in contract costs	合約成本減少	<b>1,665</b>	3,636
Increase in trade payables	應付賬款增加	<b>176,487</b>	146,253
(Decrease)/increase in accruals and other payables	應計費用及其他應付賬款(減少)/增加	<b>(9,051)</b>	22,278
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	<b>(18,487)</b>	9,298
Cash used in operations	經營業務所用之現金	<b>(458,723)</b>	(37,386)
Land appreciation tax paid	已付土地增值稅	<b>(5,340)</b>	(8,148)
Income tax paid	已付所得稅	<b>(19,054)</b>	(43,385)
Tax refund	稅項退款	<b>8,705</b>	-
<b>Net cash used in operating activities</b>	經營業務所用之現金淨額	<b>(474,412)</b>	(88,919)
<b>Cash flows from investing activities</b>	投資業務之現金流量		
Purchase of plant and equipment	購買廠房及設備	<b>(1,858)</b>	(1,541)
Purchase of investment property	購買投資物業	<b>(1,581)</b>	(1,933)
Placement of pledged deposits	存放已抵押按金	<b>(1,190)</b>	(3,000)
Interest received	已收利息	<b>692</b>	1,364
Dividend received from associate	來自聯營公司的股息	<b>210,000</b>	-
<b>Net cash generated/(used in) from investing activities</b>	投資業務所得/(所用)之現金淨額	<b>206,063</b>	(5,110)



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Cash flows from financing activities</b>	<b>融資業務之現金流量</b>			
Proceeds from bank loan	銀行貸款所得款項		340,471	-
Proceeds from other unsecured loans	其他無擔保貸款所得款項		330,000	20,000
Proceeds from other secured loan	其他有擔保貸款所得款項		119,000	300,000
Repayment of bank loans	償還銀行貸款		(7,144)	(170,000)
Repayment of other unsecured loans	償還其他無擔保貸款		(316,754)	(40,000)
Net movement of amounts due to an associate	應付一間聯營公司款項變動淨值		(59,825)	(10,322)
Net movement of amounts due to an executive director	應付一名執行董事款項變動淨值		2,774	(14,230)
Finance costs	融資成本		(22,467)	(4,341)
Capital injection from non-controlling interests	非控股權益注資		35,000	5,000
Repayment of principal of lease liabilities	償還租賃負債本金		(1,371)	-
<b>Net cash generated from financing activities</b>	<b>融資業務所得之現金淨額</b>		<b>419,684</b>	86,107
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額		<b>151,335</b>	(7,922)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		<b>43,211</b>	51,098
Effect of foreign exchange rate changes	匯率變動之影響		<b>23</b>	35
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物		<b>194,569</b>	43,211
<b>Analysis of cash and cash equivalents</b>	<b>現金及現金等價物分析</b>			
Bank balances and cash	銀行結餘及現金	23	<b>194,569</b>	43,211

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

Attributable to owners of the Company

本公司擁有人應佔

		Share capital	Share premium	Currency translation reserve	Capital reserve	Contributed surplus	Capital redemption reserve	Fair value through other comprehensive income reserve	Accumulated loss	Sub-total	Non-controlling interests	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2019	於二零一九年一月一日	37,628	2,982,905	(240,157)	861	301,799	82	(1,253)	(1,133,977)	1,947,888	16,201	1,964,089
Loss for the year	年度虧損	-	-	-	-	-	-	-	(99,844)	(99,844)	(91,263)	(191,107)
Other comprehensive income for the year:	年度其他全面收入：											
Exchange difference on translation of financial statement of foreign operations	換算海外業務之財務報表之匯兌差額	-	-	41	-	-	-	-	-	41	-	41
Total comprehensive loss for the year	年度全面虧損總額	-	-	41	-	-	-	-	(99,844)	(99,803)	(91,263)	(191,066)
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	35,000	35,000
As at 31 December 2019	於二零一九年十二月三十一日	37,628	2,982,905	(240,116)	861	301,799	82	(1,253)	(1,233,821)	1,848,085	(40,062)	1,808,023



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Currency translation reserve	Capital reserve	Contributed surplus	Capital redemption reserve	Fair value through other comprehensive income reserve	Accumulated loss	Total	Non-controlling interests	Total equity
		股本	股份溢價	貨幣兌換儲備	資本儲備	繳入盈餘	資本贖回儲備	按公平值計入其他全面收入儲備	累計虧損	合計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2018	於二零一八年一月一日	37,628	2,982,905	(240,354)	861	301,799	82	(253)	(1,203,602)	1,879,066	19,939	1,899,005
Profit for the year	年度溢利	-	-	-	-	-	-	-	69,625	69,625	(8,738)	60,887
Other comprehensive loss for the year:	年度其他全面虧損：											
Exchange difference on translation of financial statement of foreign operations	換算海外業務之財務報表之匯兌差額	-	-	197	-	-	-	-	-	197	-	197
Fair value loss on investments in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之股權工具投資的公平值虧損	-	-	-	-	-	-	(1,000)	-	(1,000)	-	(1,000)
Total comprehensive income for the year	年度全面收入總額	-	-	197	-	-	-	(1,000)	69,625	68,822	(8,738)	60,084
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	5,000	5,000
As at 31 December 2018	於二零一八年十二月三十一日	37,628	2,982,905	(240,157)	861	301,799	82	(1,253)	(1,133,977)	1,947,888	16,201	1,964,089



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 1. GENERAL INFORMATION

Talent Property Group Limited (the “Company”) is a limited liability company incorporated in Bermuda and domiciled in Hong Kong. The addresses of its registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Talent Trend Holdings Limited, which is incorporated in the BVI, is the ultimate holding company of the Company.

The Company is an investment holding company. The principal activities of the principal subsidiaries are including (i) property development, (ii) property investment and (iii) property management.

The functional currency of the Company is Hong Kong dollars (“HKD”), while the consolidated financial statements are presented in Renminbi (“RMB”). As the major business of the Group is located in the Mainland China, the directors consider that it will be more appropriate to adopt RMB as the Group’s and the Company’s presentation currency.

The consolidated financial statements for the year ended 31 December 2019 were approved for issue by the board of directors on 30 March 2020.

## 1. 一般資料

新天地產集團有限公司(「本公司」)為於百慕達註冊成立之有限公司，以香港為業務所在地。本公司之註冊辦事處及主要營業地點在年報中公司資料一節披露。本公司之股份於香港聯合交易所有限公司(「聯交所」)上市。Talent Trend Holdings Limited為本公司的最終控股公司，於英屬處女群島註冊成立。

本公司為投資控股公司。主要附屬公司之主要業務包括(i)物業開發、(ii)物業投資及(iii)物業管理。

本公司之功能貨幣為港元(「港元」)，而綜合財務報表以人民幣(「人民幣」)呈列。由於本集團的主要業務位於中國內地，故董事認為採用人民幣作為本集團及本公司的呈列貨幣更為合適。

截至二零一九年十二月三十一日止年度之綜合財務報表已於二零二零年三月三十日獲董事會批准刊發。





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Basis of preparation

The consolidated 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 (Cap. 622). These consolidated financial statements also comply with the applicable disclosure of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed in Note 3.

### 2. 主要會計政策概要

#### 編製基準

綜合財務報表已按照香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）（包括所有適用之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）、香港公認會計準則及香港公司條例（第622章）披露規定編製。該等綜合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規定。

用以編製該等綜合財務報表之主要會計政策已摘錄如下。除非另有說明，該等政策已貫徹應用於所有呈報年度。採納新訂或經修訂香港財務報告準則及對本集團之綜合財務報表之影響（如有）於附註3披露。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Basis of preparation (continued)

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

## 2. 主要會計政策概要 (續)

### 編製基準 (續)

除了於各報告期末按公平值計量的若干金融工具及若干物業外，本綜合財務報表已按歷史成本基準編製，解釋見下文載列的會計政策。

歷史成本一般基於用作交換貨品及服務之代價之公平值計算。

公平值乃指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是否為直接可觀察到的結果，或是採用其他估值技術作出的估計。在對資產或負債的公平值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的該等特徵。於該等綜合財務報表中計量及／或披露的公平值均按此基準予以釐定，惟香港財務報告準則第2號以股份為基礎的付款範圍內的以股份為基礎的支付交易、根據香港財務報告準則第16號（自二零一九年一月一日起）或香港會計準則第17號（於應用香港財務報告準則第16號前）入賬的租賃交易及與公平值類似但並非公平值的計量（例如香港會計準則第2號存貨中的可變現淨值或香港會計準則第36號資產減值中的使用價值）除外。

非金融資產的公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途或透過將資產售予將最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

就按公平值交易的金融工具及投資物業以及於其後期間計量公平值時使用無法觀察之輸入數值之估值技巧而言，估值技巧會予以校準致使於初步確認時估值技巧結果與交易價格相等。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Basis of preparation (continued)

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

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

The principal accounting policies are set out below.

#### Basis of consolidation

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

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

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

### 2. 主要會計政策概要 (續)

#### 編製基準 (續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數值可觀察程度及公平值計量的輸入數值對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數值乃實體於計量日可取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數值乃就資產或負債直接或間接地可觀察之輸入數值（第一級內包括的報價除外）；及
- 第三級輸入數值乃資產或負債的無法觀察輸入數值。

主要會計政策載列如下。

#### 綜合基準

綜合財務報表包括本公司及受其控制的實體及其附屬公司之財務報表。本公司在下列情況下擁有控制權：

- 有權控制被投資公司；
- 因參與被投資公司業務而承擔可變回報的風險或享有權利；及
- 有能力運用其權力以影響其回報。

倘有事實及情況顯示上述三項控制因素中有一項或以上出現變動，則本集團會重新評估其是否對被投資公司擁有控制權。



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Basis of consolidation (continued)

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

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

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

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

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

## 2. 主要會計政策概要 (續)

### 綜合基準 (續)

附屬公司之綜合於本集團取得對附屬公司之控制權時開始，並於本集團失去對附屬公司之控制權時終止。具體而言，於年內收購或出售之附屬公司之收入及開支自本集團取得控制權之日直至本集團不再控制附屬公司之日計入綜合損益及其他全面收入報表。

損益及各項其他全面收入項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使這將導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團所用之會計政策一致。

與本集團成員公司間之交易有關之所有集團內資產及負債、股權、收入、開支及現金流量於綜合時悉數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益賦予其持有人權利於清盤時按比例分佔相關附屬公司淨資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Changes in the Group's interests in existing subsidiaries

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

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

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

### 2. 主要會計政策概要 (續)

#### 本集團於現有附屬公司的權益變動

倘本集團於附屬公司之權益變動並無導致本集團失去對附屬公司之控制權，該等變動將入賬為權益交易。本集團有關權益及非控股權益之組成部分之賬面值予以調整，以反映其於附屬公司相關權益之變動，包括按照本集團與非控股權益之權益比例，將本集團與非控股權益之間的相關儲備重新歸屬。

經調整之非控股權益數額與已付或已收代價公平值之間之差額，乃於權益直接確認，並歸屬於本公司擁有人。

當本集團失去對一間附屬公司之控制權時，該附屬公司之資產及負債及非控股權益（如有）將終止確認。收益或虧損於損益確認，並按(i)所收代價之公平值及任何保留權益之公平值總和與(ii)本公司擁有人應佔附屬公司的資產（包括商譽）及負債的賬面值之差額計算。先於其他全面收入確認之所有金額按猶如本集團已直接出售該附屬公司相關資產或負債入賬（即按適用香港財務報告準則所訂明／允許而重新分類至損益或轉撥至另一權益類別）。前附屬公司之任何保留投資於失去控制權當日之公平值，根據香港財務報告準則第9號視作初步確認時之公平值，以供隨後會計處理，或（如適用）於初步確認聯營公司或合營企業投資時視作成本。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Investments in associates

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

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

## 2. 主要會計政策概要 (續)

### 於聯營公司的投資

聯營公司為本集團可對其發揮重大影響力之實體。重大影響力為參與被投資公司的財務及經營決策之權力，但對該等決策並無控制或共同控制權。

聯營公司的業績、資產及負債以權益會計法於該等綜合財務報表入賬。作權益會計法用途的聯營公司的財務報表乃按與本集團於類似情況下就同類交易及事件使用的統一會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財政狀況表內確認，並於其後就確認本集團應佔該聯營公司的損益及其他全面收入予以調整。除損益及其他全面收入外，聯營公司的淨資產變動不會入賬，除非該等變動導致本集團持有的擁有權權益出現變動。當本集團分佔該聯營公司的虧損超出本集團於該聯營公司的權益（包括實質上屬本集團於該聯營公司淨投資一部分的任何長期權益）時，本集團終止確認其分佔之進一步虧損。僅於本集團已承擔法律或推定責任，或已代表聯營公司支付款項之情況下，方會進一步確認額外虧損。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investments in associates (continued)

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

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

### 2. 主要會計政策概要 (續)

#### 於聯營公司的投資 (續)

於聯營公司之投資自被投資公司成為聯營公司之日起按權益法入賬。收購於聯營公司之投資時，任何投資成本超過本集團於被投資公司的可識別資產及負債的公平值淨額中所佔份額的部分被確認為計入投資賬面值的商譽。倘本集團在可識別資產及負債的公平值淨額中所佔的份額超過投資成本，於重新評估後超出的金額會在收購該項投資期間立即於損益確認。

本集團會評估是否存在顯示聯營公司之權益可能出現減值的客觀證據。如果存在任何客觀證據，則根據香港會計準則第36號對投資（包括商譽）的賬面總額作為一項單一資產進行減值測試，並將其可收回金額（使用價值和公平值減處置成本兩者中的較高者）與賬面值進行比較。確認的任何減值虧損構成該投資賬面值的一部分。根據香港會計準則第36號，以該投資的可收回金額其後增加金額為限確認撥回減值虧損。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Investments in associates (continued)

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

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

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

## 2. 主要會計政策概要 (續)

### 於聯營公司的投資 (續)

當本集團不再對聯營公司發揮重大影響力時，將會按出售有關被投資公司之全部權益入賬，由此產生之收益或虧損將於損益確認。當本集團保留於前聯營公司的權益且該保留權益為香港財務報告準則第9號所指金融資產時，則本集團會於該日按公平值計量保留權益，而該公平值被視為初步確認時的公平值。聯營公司的賬面值與任何保留權益及出售聯營公司相關權益的任何所得款項的公平值之間的差額，乃於釐定出售該聯營公司的收益或虧損時計入。此外，本集團將先前於其他綜合收入就該聯營公司確認的所有金額入賬，基準與該聯營公司直接出售相關資產或負債時所規定的基準相同。因此，倘該聯營公司先前已於其他綜合收入確認的收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售該相關聯營公司時將收益或虧損自權益重新分類至損益，作為重新分類調整。

當本集團削減其於聯營公司的擁有權權益但本集團繼續採用權益法，而有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前就削減擁有權權益而於其他綜合收入確認的收益或虧損部分重新分類至損益。

當集團實體與本集團一間聯營公司進行交易，與該聯營公司交易所產生的損益僅於該聯營公司的權益與本集團無關的情況下，才會在本集團的綜合財務報表確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue from contracts with customers

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

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

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

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

### 2. 主要會計政策概要 (續)

#### 來自客戶合約收益

本集團於完成一項履約責任時（即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時）確認收益。

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

控制權隨時間轉移，而倘符合以下其中一項準則，則收益乃參照完成相關履約責任的進展情況而隨時間確認：

- 隨著本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建及強化一項資產，該資產於本集團履約時即由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的收款具有可強制執行的權利。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue from contracts with customers (continued)

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

The performance obligations of the Group for contracts with customers are summarized as follows:

#### (i) **Development and sales of properties (revenue recognised at a point in time)**

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Based on opinion from the Group's internal legal counsel, taking into consideration of the relevant contract terms and customary practice within the industry in the PRC, the legal environment and relevant legal precedent, the management of the Group concluded that the Group does not have an enforceable right to payment for the work performed to date at all times during the contract prior to transfer of the relevant properties to customers. Revenue from sales of residential properties in the PRC is therefore recognized at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has fully received the consideration of the properties sold.

The Group normally receives 2%-48% of the contract value as deposits from customers when they sign the sale and purchase agreements. Such advance payment result in contract liabilities being recognised throughout the property construction period.

## 2. 主要會計政策概要 (續)

### 來自客戶合約收益 (續)

否則，收益於客戶取得明確貨品或服務控制權的時間點確認。

本集團於來自客戶合約的履約責任概述如下：

#### (i) **發展及銷售物業 (於一個時點確認收益)**

就與客戶訂立有關物業銷售的合約而言，合約訂明的相關物業根據客戶的要求訂立，並無替代用途。根據本集團內部法律顧問的意見，經考慮相關合約條款、中國行業慣例、法律環境及相關法律先例，本集團管理層認為，在轉讓相關物業予客戶前，本集團並無於合約所有期間內就目前已完成的工程收取付款的可強制執行權利。因此，於中國銷售住宅物業的收益於已竣工物業轉讓予客戶的時點確認，即客戶獲得已竣工物業的控制權且本集團已悉數收取銷售物業的代價。

在簽訂買賣協議時，本集團一般向客戶收取合約價值的2%至48%作為按金。該預付款導致於物業建築整個期間內確認合約負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue from contracts with customers (continued)

(i) **Development and sales of properties (revenue recognised at a point in time)** (continued)

The Group considers the advance payment from customers contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the Group. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

The Group applies the practical expedient for advance payment received from customers, given that if the corresponding performance obligation is expected to satisfy within 12 months after receiving the advance payment, (i.e. when the control of the completed property is transferred to the customer within 12 months), the financing component is considered insignificant and the amounts of consideration, contract liability and revenue are not adjusted for the effects of any time value of money.

The Group also applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

(ii) **Property management (revenue recognised over time)**

For contracts entered into with customers on property management services, it is considered as monthly services provided to tenants and owners of properties and the performance obligations are fulfilled on a straight-line basis over the contracts terms.

### 2. 主要會計政策概要 (續)

#### 來自客戶合約收益 (續)

(i) **發展及銷售物業 (於一個時點確認收益)** (續)

本集團認為來自客戶的預付款構成重大的融資組成部分，考慮到本集團的信貸特徵，故會就資金時間值的影響調整代價金額。由於此應計款項增加於建築期間內的合約負債金額，故於轉讓已竣工物業的控制權予客戶時所確認的收益金額亦會增加。

本集團就向客戶收取的預付款應用可行權宜方法，前提是倘相關履約責任預期於收取預付款後起計12個月內完成，即已竣工物業的控制權於12個月內轉讓予客戶，而融資組成部分被視為微不足道，故概不會就資金時間值的影響調整代價金額、合約負債及收益。

如取得合約的所有遞增成本於一年內於損益悉數攤銷，則本集團亦就支銷相關成本運用實際權宜方法。

(ii) **物業管理 (隨時間推移確認收益)**

就與客戶訂立物業管理服務合約而言，被視作向租戶及物業擁有人提供每月服務，履約責任將於合約期內按直線基準履行。



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue from contracts with customers (continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

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

## 2. 主要會計政策概要 (續)

### 來自客戶合約收益 (續)

合約資產指本集團就向客戶換取本集團已轉讓的貨品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或代價到期應收)，而須轉讓貨品或服務予客戶的義務。

有關合約的合約資產及合約負債按淨額基準入賬及呈列。





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue from contracts with customers (continued)

##### *Incremental costs of obtaining a contract*

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

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

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

### 2. 主要會計政策概要 (續)

#### 來自客戶合約收益 (續)

##### *取得合約的遞增成本*

取得合約的遞增成本是本集團為取得客戶合約而產生的成本，倘無法取得合約，則該等成本不會產生。

倘本集團預期可收回該等成本（銷售佣金），則將該等成本確認為資產。以此確認的資產其後會有系統地與向客戶轉移資產所涉及的貨品或服務同步於損益攤銷。

如取得合約的所有遞增成本於一年內於損益悉數攤銷，則本集團亦就支銷相關成本運用實際權宜方法。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue from other source

Rental income of property leasing under operating leases is recognised on a straight-line basis over the lease terms.

Interest income is recognised on a time-proportion basis using the effective interest method.

### Leases

#### **Definition of a lease (upon application of HKFRS 16 in accordance with transitions in Note 3)**

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

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

#### **The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 3)**

##### *Allocation of consideration to components of a contract*

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

## 2. 主要會計政策概要 (續)

### 其他來源收益

經營租約所涉租賃物業之租金收入於租期內按直線基準確認。

利息收入按時間比例基準使用實際利率法確認。

### 租賃

#### **租賃的定義 (根據附註3的過渡應用香港財務報告準則第16號後)**

倘合約賦予權利於一段時間內控制可識別資產的用途以換取代價，則該合約為租賃或包含租賃。

就首次應用當日或之後訂立或修訂或自業務合併產生的合約而言，本集團會於開始、修訂日期或收購日期(視適用情況而定)根據香港財務報告準則第16號項下的定義評估合約是否為租賃或包含租賃。有關合約將不會被重新評估，除非合約中的條款與條件隨後被改動。

#### **本集團作為承租人 (根據附註3的過渡應用香港財務報告準則第16號後)**

##### *將代價分配至合約組成部分*

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格基準將合約代價分配至各項租賃組成部分。

非租賃組成部分乃基於彼等的相對獨立價格與租賃組成部分分開。

作為可行權宜方法，倘本集團合理預期對財務報表造成之影響與組合內個別租賃並無重大差異時，則具有類似特徵之租賃會按組合基準入賬。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (continued)

#### **The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 3) (continued)**

##### Short-term leases and leases of low-value assets

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

##### Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

### 2. 主要會計政策概要 (續)

#### 租賃 (續)

#### **本集團作為承租人 (根據附註3的過渡應用香港財務報告準則第16號後) (續)**

##### 短期租賃及低價值資產租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的土地及樓宇租賃，本集團應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃款項按直線基準於租期內確認為開支。

##### 使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃款項，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本（除非該等成本乃為生產存貨目的而產生）估計。

使用權資產按成本計量，減去任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Leases (continued)

**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 3) (continued)**

#### Right-of-use assets (continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property, properties under development or completed properties held for sale as a separate line item on the consolidated statement of financial position.

#### Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

#### Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

## 2. 主要會計政策概要 (續)

### 租賃 (續)

**本集團作為承租人 (根據附註3的過渡應用香港財務報告準則第16號後) (續)**

#### 使用權資產 (續)

本集團合理確定於租期結束後會獲取相關租用資產的使用權資產按開始日期至可使用年期結束計提折舊。否則，使用權資產使用直線法按估計可使用年期與租期之間之較短者計提折舊。

本集團將不符合投資物業、發展中物業或持作出售之已竣工物業定義之使用權資產於綜合財政狀況表中列作一條單獨行項目。

#### 可退回租賃按金

已付可退回租賃按金乃根據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」)入賬，初步按公平值計量。初始確認時對公平值作出的調整被視為額外租賃款項且計入使用權資產成本。

#### 租賃負債

於租賃開始日期，本集團按該日未付的租賃款項現值確認及計量租賃負債。於計算租賃款項現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量貸款利率計算。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (continued)

**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 3) (continued)**

*Lease liabilities (continued)*

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

### 2. 主要會計政策概要 (續)

#### 租賃 (續)

**本集團作為承租人 (根據附註3的過渡應用香港財務報告準則第16號後) (續)**

*租賃負債 (續)*

租賃款項包括：

- 固定付款 (包括實質固定付款) 減任何已收租賃優惠；
- 視乎指數或利率而定的可變租賃款項，初步採用於開始日期的指數或利率；
- 根據剩餘價值擔保預期本集團應付的金額；
- 如本集團合理確定將予行使購買選擇權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債就應計利息及租賃款項作出調整。

倘出現以下情況，本集團重新計量租賃負債 (並對相關使用權資產作出相應調整)：

- 租賃期有所變動或行使購買選擇權的評估發生變化，於該情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃款項而重新計量。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Leases (continued)

**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 3) (continued)**

#### Lease liabilities (continued)

- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

#### Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

## 2. 主要會計政策概要 (續)

### 租賃 (續)

**本集團作為承租人 (根據附註3的過渡應用香港財務報告準則第16號後) (續)**

#### 租賃負債 (續)

- 租賃款項因進行市場租金調查後市場租金／擔保剩餘價值項下預期付款變動而出現變動，於該情況下，相關租賃負債使用初始貼現率貼現經修訂租賃款項而重新計量。

本集團於綜合財政狀況表將租賃負債呈列為一個單獨項目。

#### 租賃修改

倘出現以下情況，本集團將租賃修改作為一項單獨租賃進行入賬：

- 該項修改透過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 調高租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團透過使用修改生效日期的經修訂貼現率貼現經修訂租賃款項而基於經修改租賃的租期重新計量租賃負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (continued)

##### **The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in Note 3) (continued)**

##### *Lease modifications (continued)*

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

##### **The Group as lessor (before and after application of HKFRS 16)**

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term.

##### **The Group as lessee (prior to 1 January 2019)**

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

### 2. 主要會計政策概要 (續)

#### 租賃 (續)

##### **本集團作為承租人 (根據附註3的過渡應用香港財務報告準則第16號後) (續)**

##### *租賃修改 (續)*

本集團透過對相關使用權資產進行相應調整來對租賃負債進行重新計量。當經修改合約包含租賃組成部分及一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃部分的相對獨立價格及非租賃組成部分的總獨立價格，將經修改合約中的代價分配至每個租賃組成部分。

##### **本集團作為出租人 (於應用香港財務報告準則第16號之前及之後)**

來自經營租賃的租金收入於相關租賃之租賃期內按直線法於損益確認。磋商及安排經營租賃過程中產生的初步直接成本加進租賃資產的賬面值。除按公平值模式計量的投資物業外，相關成本於租賃期內按直線法確認為開支。

##### **本集團作為承租人 (於二零一九年一月一日前)**

經營租賃付款包括購買經營租賃項下持有土地的成本，於租賃期內按直線法確認為開支。經營租賃項下產生的或然租金 (如有) 於其產生期內確認為開支。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Renminbi) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of currency translation reserve (attributed to non-controlling interests as appropriate).

## 2. 主要會計政策概要 (續)

### 外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易乃以交易日期之現行匯率確認。於報告期末，以外幣列值之貨幣項目以報告期末現行匯率重新換算。以外幣列值按公平值列賬之非貨幣項目按釐定公平值當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間於損益確認，惟應收或應付海外業務而結算並無計劃亦不可能發生（因此構成海外業務淨投資之一部分）之貨幣項目之匯兌差額則屬例外，該等匯兌差額初步於其他綜合收入內確認，並於出售或部分出售本集團於聯營公司權益時自權益重新分類至損益。

就呈列綜合財務報表而言，本集團業務資產及負債按報告期末之現行匯率換算為本集團之呈列貨幣，即人民幣。收入及開支項目按期內之平均匯率換算。所產生之匯兌差額（如有）於其他全面收入確認並於權益下以貨幣兌換儲備累計（於適當時撥作非控股權益）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

#### Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

### 2. 主要會計政策概要 (續)

#### 外幣 (續)

於出售海外業務 (即出售本集團於海外業務之全部權益，或出售涉及失去包括海外業務之附屬公司之控制權或出售部分聯營公司權益，包括保留權益成為金融資產之海外業務) 時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。

#### 借貸成本

收購、建設或製造合資格資產 (即需要長時間達致其擬定用途或銷售的資產) 所直接產生之借貸成本將加進該等資產的成本，直至該等資產可大致投入擬定用途或銷售。

於相關資產準備用於其預期用途或出售後仍未償還的任何特定借貸，計入一般借貸組合，以計算一般借貸的資本化率。在特定借貸用於符合條件的資產的支出之前，將其暫時投資所賺取的投資收入自符合資本化條件的借貸成本中扣除。

所有其他借貸成本於產生期內在損益確認。

#### 退休福利成本

若僱員提供服務且有權獲得供款時，向國家管理的退休福利計劃及強積金計劃 (「強積金計劃」) 作出之供款被確認為開支。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages, salaries, annual leaves and sick leaves) after deducting any amount already paid.

### Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

## 2. 主要會計政策概要 (續)

### 短期僱員福利

短期僱員福利是在員工提供服務時預期支付的福利的未貼現金額。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或允許在資產成本中納入福利。

經扣除任何已付金額後，僱員應得的福利（例如工資及薪金、年假及病假）確認為負債。

### 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利與除稅前溢利／虧損不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支，亦不包括永不須課稅或可扣稅之項目。本集團乃按報告期末已實行或實際已實行之稅率計算即期稅項之負債。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

### 2. 主要會計政策概要 (續)

#### 稅項 (續)

遞延稅項乃就綜合財務報表中資產及負債之賬面值與用於計算應課稅溢利相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般就所有可扣減之暫時差額確認，以應課稅溢利可供對銷可扣減暫時差額為限。倘於交易中首次確認（除業務合併外）資產及負債而產生之暫時差額不影響應課稅及會計損益，則該等遞延稅項資產及負債不予確認。此外，若暫時差額因初步確認商譽產生，則遞延稅項負債不予確認。

遞延稅項負債會因源自附屬公司及聯營公司投資的應課稅暫時差額確認，惟倘本集團能夠控制該暫時差額之撥回且該暫時差額於可見將來很可能不會撥回則另作別論。與該等投資及權益有關之可扣減暫時差額產生之遞延稅項資產，僅於可能有充足應課稅溢利可用以抵銷暫時差額利益及預計於可見將來撥回時方予以確認。



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

## 2. 主要會計政策概要 (續)

### 稅項 (續)

遞延稅項資產之賬面值於各個報告期末審閱，若不再可能有足夠應課稅溢利可用於收回全部或部分資產時則會予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據的稅率（及稅法）乃於報告期末已頒佈或實質上已頒佈。

遞延稅項負債及資產的計量反映本集團於報告期末，預期將要收回或償還其資產及負債的賬面值的方式所引致的稅務後果。

計量按公平值模式計量之投資物業的遞延稅項時，乃假定該等物業透過出售收回全部賬面值，除非該假定遭推翻。倘投資物業可予折舊及以旨在隨時間而非透過出售消耗該投資物業所含絕大部分經濟利益之商業模式持有，則該假定會遭推翻。

計量本集團確認使用權資產及相關租賃負債之租賃交易的遞延稅項時，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。



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(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

### 2. 主要會計政策概要 (續)

#### 稅項 (續)

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號「所得稅」規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

倘存在可依法執行權利將即期稅項資產與即期稅項負債互相抵銷，而遞延稅項涉及同一財務機關，而本集團打算以淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可予以抵銷。

即期及遞延稅項於損益確認，惟在其與其他全面收入或直接於權益內確認的項目有關的情況下，即期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。當於業務合併進行初步會計處理中產生即期稅項或遞延稅項時，稅務影響納入業務合併會計處理。

於評估所得稅處理的任何不確定性時，本集團考慮相關稅務機關是否有可能接受個別集團實體於所得稅備案中所使用或擬使用的不確定稅務處理。如可能，即期及遞延稅項的釐定乃與所得稅備案中的稅務處理一致。如有關稅務機關不太可能接受不確定的稅務處理，則通過使用最可能的金額或預期價值來反映各種不確定性的影響。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual value over their estimated useful lives, using the straight-line method. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	20%
Furniture, fixtures and office equipments	10-33.33%
Motor vehicles	20%

The asset's residual value, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

## 2. 主要會計政策概要 (續)

### 廠房及設備

廠房及設備於綜合財政狀況表中按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

確認的折舊乃以撇銷資產之成本減去其剩餘價值後在估計可使用年期以直線法計算。估計可使用年期、剩餘價值和折舊方法會在各報告期末審核，並採用預測基準對估計的任何變更的影響進行檢討。

廠房及設備之折舊乃按下列年率以直線法計算：

租賃物業裝修	20%
傢俬、裝置及辦公室設備	10-33.33%
汽車	20%

該等資產之剩餘價值、折舊方法及可使用年期於各報告日審核及調整(如適用)。

廠房及設備項目於出售或預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或棄用廠房及設備項目所產生的任何收益或虧損，乃按出售所得款項與資產賬面值之差額計算，並於損益確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Effective 1 January 2019, investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and subleased by the Group under operating leases. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### Impairment on plant and equipment, right-of-use assets and contract costs other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its plant and equipment and right of use assets with finite useful lives and contract costs to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

### 2. 主要會計政策概要 (續)

#### 投資物業

投資物業指為賺取租金及／或資本增值而持有之物業。於二零一九年一月一日，投資物業亦包括於應用香港財務報告準則第16號時確認為使用權資產的租賃物業並由本集團根據經營租賃分租。投資物業初步乃按成本（包括任何直接應佔開支）計量。於初步確認後，投資物業乃按其公平值計量，並作出調整以剔除任何預付或應計經營租賃收入。物業投資公平值變動所產生之收益或虧損於產生期間計入損益。

投資物業於出售時或當投資物業不再可供使用及預期出售投資物業將無法帶來未來經濟利益時終止確認。物業終止確認所產生之任何收益或虧損（按出售所得款項淨額與資產賬面值之差額計算）乃於物業終止確認之期間計入損益。

#### 廠房及設備、使用權資產及合約資產（商譽除外）的減值

於報告期末，本集團檢討其具有限定使用年期之廠房及設備以及使用權資產之賬面值及合約成本，以釐定該等資產是否出現蒙受減值虧損之跡象。倘存在任何有關跡象，則估計相關資產之可收回金額，以釐定減值虧損之範圍（如有）。



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment on plant and equipment, right-of-use assets and contract costs other than goodwill (continued)

The recoverable amount of plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

## 2. 主要會計政策概要 (續)

### 廠房及設備、使用權資產及合約資產 (商譽除外) 的減值 (續)

廠房及設備、使用權資產及有形資產的可收回金額經個別估計。當未能個別估計可收回金額時，本集團估算該項資產所屬現金產生單位之可收回金額。

此外，本集團評估公司資產是否會出現減值跡象。如存在有關跡象，當可確認合理及一致之分配基準時，公司資產亦可分配至單個現金產生單位，或另行分配至可確認合理及一致之分配基準之最小現金產生單位組別。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment on plant and equipment, right-of-use assets and contract costs other than goodwill (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount.

For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units.

In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

### 2. 主要會計政策概要 (續)

#### 廠房及設備、使用權資產及合約資產 (商譽除外) 的減值 (續)

可收回金額為公平值減出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流使用反映當時市場對資金時間值及資產 (或現金產生單位) 之特定風險評估的稅前貼現率折算成現值，而估計未來現金流並未予以調整。

倘估計資產 (或現金產生單位) 之可收回金額將少於其賬面值，則資產 (或現金產生單位) 之賬面值將調減至其可收回金額。

就無法按合理及一致基準分配至現金產生單位的公司資產或部份公司資產而言，本集團將一組現金產生單位的賬面價值 (包括分配至該組現金產生單位的公司資產或部分公司資產的賬面值) 與該組現金產生單位的可收回金額作比較。

於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值 (如適用)，然後按比例根據該單位各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本 (如可計量)、其使用價值 (如可計量) 及零之中的最高值。已另行分配至資產之減值虧損金額按比例分配至該單位其他資產。減值虧損會即時於損益確認。

倘其後撥回減值虧損，則資產 (或現金產生單位或一組現金產生單位) 之賬面值將增至其可收回金額之已修訂估計數字，惟因此已增加之賬面值不會超出資產 (或現金產生單位或一組現金產生單位) 於過往年度未有確認減值虧損時所釐定之賬面值。減值虧損之撥回會即時於損益確認。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Properties under development and completed properties held for sale

Properties for/under development which are intended to be sold upon completion of development and properties for sale are classified as current assets. Properties for/under development/properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

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

### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

### Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less 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.

## 2. 主要會計政策概要 (續)

### 發展中物業及持作出售之已竣工物業

擬於開發完成後出售的待開發/發展中物業及待售物業被分類為流動資產。待開發物業/發展中物業/待售物業以成本與可變現淨值兩者中的較低者列賬。成本根據特定識別基準確定，包括分配已發生的相關開發支出以及在適當情況下資本化的借貸成本。可變現淨值指物業的估計售價減估計完成成本及進行銷售所需的成本。

待開發/發展中物業在竣工後轉至待售物業。

### 撥備

當本集團因過去事項須承擔現有責任(法定或推定)，而本集團很可能需履行該責任及能可靠估計責任涉及款項時，則須確認撥備。

確認為撥備的金額為於報告期末就結清現時責任所需代價的最佳估計，當中考慮到與該責任有關的風險及不確定因素。倘撥備以估計結清現時責任的現金流量計量，則其賬面值為該等現金流量的現值(倘資金時間值影響屬重大)。

### 現金及現金等價物

現金及現金等價物包括存放於銀行及手頭現金、存放於銀行之活期存款以及原定期日為三個月或以下、隨時可轉換為已知金額現金及價值變動風險不大且於購入時三個月內到期之高度流通短期投資。



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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### 2. 主要會計政策概要 (續)

#### 金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時予以確認。金融資產之一切常規買賣均按交易日基準確認或終止確認。常規買賣指須根據市場規則或慣例確立之時間內交付資產之金融資產買賣。

金融資產及金融負債初步按公平值計量，惟來自客戶合約產生的應收賬款則根據香港財務報告準則第15號進行初步計量。收購或發行金融資產及金融負債（透過損益按公平值列賬之金融資產及金融負債除外）直接應佔之交易成本於初步確認時加進金融資產或金融負債之公平值或從中扣除（如適用）。直接自收購透過損益按公平值列賬之金融資產及金融負債產生之交易成本即時於損益確認。

實際利率法乃計算金融資產或金融負債之攤銷成本以及分配相關期間利息收入及利息開支之方法。實際利率乃於初步確認時，按金融資產或金融負債之預期年期或適用較短期間，準確貼現估計未來現金收入及付款（包括構成實際利率之組成部分之所有已付或已收費用及款項、交易成本及其他溢價或折讓）至賬面淨值之利率。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Financial assets

#### Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

## 2. 主要會計政策概要 (續)

### 金融工具 (續)

#### 金融資產

#### 金融資產之澄清及其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 於目的為收取合約現金流量之業務模式內持有之金融資產；及
- 合約條款導致於特定日期產生之現金流量純粹用作支付本金及未償還本金額利息。

符合以下條件之金融資產其後按公平值計入其他全面收入（「按公平值計入其他全面收入」）計量：

- 於目的為同時出售及收取合約現金流量之業務模式內持有之金融資產；及
- 合約條款導致於特定日期產生之現金流量純粹用作支付本金及未償還本金額利息。

所有其他金融資產其後按公平值計入損益計量，惟倘股本投資既非持作買賣，亦非香港財務報告準則第3號業務合併所適用之業務合併收購方確認之或然代價，於首次應用香港財務報告準則第9號／初步確認金融資產當日，本集團或不可撤回地選擇將該股本投資之其後公平值變動於其他全面收入（「其他全面收入」）呈列。



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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

#### Classification and subsequent measurement of financial assets (continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

### 2. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產之澄清及其後計量 (續)

達成以下條件的情況下，該項金融資產會乃持作買賣：

- 主要目的是為了在短期內出售；或
- 於初步確認時，本集團集管理之可識別金融工具組合之一部分，及近期曾實際短期獲利；或
- 並非已指定作有效對沖工具之衍生工具。

此外，本集團或不可撤回地指定須按攤銷成本或按公平值計入其他全面收入計量之金融資產按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

(i) *攤銷成本及利息收入*

其後按攤銷成本計量之金融資產利息收入使用實際利率法確認，而債務工具／應收款項其後以按公平值計入其他全面收入計量。除其後出現信貸減值之金融資產外，利息收入應用實際利率按金融資產賬面總值計算。就其後出現信貸減值之金融資產而言，利息收入應用實際利率按金融資產於下一個報告期產生之攤銷成本確認。倘出現信貸減值之金融工具之信貸風險改善以致金融資產不再出現信貸減值，則利息收入應用實際利率按金融資產不再出現信貸減值後之報告期初之賬面總值確認。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Financial assets (continued)

#### Classification and subsequent measurement of financial assets (continued)

##### (ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other revenue in profit or loss.

#### Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables and other receivables) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on trade receivables assessed collectively using a provision matrix with appropriate groupings.

## 2. 主要會計政策概要 (續)

### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產之澄清及其後計量 (續)

##### (ii) 指定為按公平值計入其他全面收入之權益工具

按公平值計入其他全面收入之權益工具的投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收入中確認及於按公平值計入其他全面收入之儲備累計，並無須作減值評估。累計收益或虧損於出售權益工具時將不會重新分類至損益，並將轉撥至累計虧損。

當本集團確認收取股息的權利時，該等權益工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本。股息計入損益中其他收益的項目中。

#### 金融資產減值

本集團就須根據香港財務報告準則第9號作出減值之金融資產(包括應收賬款及其他應收賬款)根據預期信貸虧損(「預期信貸虧損」)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來之信貸風險變動。

永久預期信貸虧損指於相關工具預期期限內發生所有可能的違約而導致的預期信貸虧損。相反，十二個月預期信貸虧損(「十二個月預期信貸虧損」)則指預期於報告日期後十二個月內可能發生的違約事件而導致的部分永久預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並根據債務人特定因素、一般經濟狀況及於報告日期對現行狀況及未來狀況預測的評估而作出調整。

本集團一直就應收賬款確認永久預期信貸虧損。應收賬款的預期信貸虧損採用合適組別之撥備矩陣進行整體評估。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### Impairment of financial assets (continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

### 2. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產減值 (續)

至於所有其他工具，本集團計量相等於十二個月預期信貸虧損之虧損撥備，除非自初步確認以來信貸風險大幅上升，本集團則會確認永久預期信貸虧損。本集團會根據自初步確認以來出現違約事件之可能性或風險大幅上升評估應否確認永久預期信貸虧損。

(i) *信貸風險大幅上升*

於評估信貸風險是否自初步確認以來大幅上升時，本集團將出現於報告日期的金融工具的違約事件之風險與出現於初步確認日的金融工具出現違約事件之風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗及毋須過高成本或太多工序便可查閱之前瞻性資料。

尤其是，在評估信貸風險是否大幅上升時，本集團會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級之實際或預期顯著惡化；
- 信貸風險外部市場指標顯著惡化，例如信貸利差大幅上升、債務人信貸違約掉期價格大幅上升；
- 預期業務、財務或經濟狀況現有或預測不利變動將導致債務人履行其債務責任之能力遭到大幅削弱；

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Financial assets (continued)

#### Impairment of financial assets (continued)

##### (i) Significant increase in credit risk (continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

## 2. 主要會計政策概要 (續)

### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產減值 (續)

##### (i) 信貸風險大幅上升 (續)

- 債務人經營業績實際或預期顯著惡化；
- 債務人之監管、經濟或技術環境實際或預期出現重大不利變動，導致債務人履行其債務責任之能力遭到大幅削弱。

不論上述評估結果如何，倘合約付款逾期超過三十日，則本集團會假定信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

儘管上文所述，本集團假設倘債務工具釐定為於報告日期具有低信貸風險，則債務工具之信貸風險自初步確認以來並無大幅上升。倘屬以下情況，債務工具釐定為具有低信貸風險：i)其具有低違約風險；ii)借款人於短期內具備雄厚實力履行其合約現金流量責任；及iii)長期經濟及業務狀況之不利變動可能但不一定削弱借款人履行其合約現金流量責任之能力。當債務工具之內部或外部信貸評級為國際通用之「投資級別」，則本集團會視該債務工具之信貸風險偏低。

本集團定期監察用以識別信貸風險曾否大幅上升之標準之成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險大幅上升。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

#### Impairment of financial assets (continued)

##### (ii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

### 2. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產減值 (續)

##### (ii) 信貸減值之金融資產

當一項或多項對金融資產估計未來現金流量造成不利影響之事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值之證據包括涉及以下事件之可觀察數據：

- (a) 發行人或借款人出現重大財政困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 向借款人作出貸款之貸款人出於與借款人財政困難有關之經濟或合約考慮，給予借款人在其他情況下不會作出之讓步；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 金融資產之活躍市場因財務困難而消失。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Financial assets (continued)

#### Impairment of financial assets (continued)

##### (iii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

##### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

## 2. 主要會計政策概要 (續)

### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產減值 (續)

##### (iii) 違約定義

就內部信貸風險管理而言，本集團認為當內部形成或從外部來源所得資料顯示，債務人不大可能向其債權人（包括本集團）支付全數款項（並無考慮到本集團所持之任何抵押品）時，則出現違約事件。

##### (iv) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時（例如對手方被清盤或進入破產程序，或就應收賬款而言，當金額已逾期超過一年（以較早發生者為準）），本集團會撇銷金融資產。經考慮法律意見後，在適當情況下，已撇銷之金融資產可能仍可於本集團收回程序下實施強制執行。撇銷構成終止確認事件。其後收回之任何款項於損益確認。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

#### Impairment of financial assets (continued)

(v) *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped by aging basis.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

### 2. 主要會計政策概要 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 金融資產減值 (續)

(v) *計量及確認預期信貸虧損*

預期信貸虧損之計量乃違約概率、違約虧損率(即違約造成虧損之幅度)及違約風險之函數。違約概率及違約虧損率乃根據經前瞻性資料調整之過往數據進行評估。預期信貸虧損之估計反映無偏頗及概率加權數額，其乃根據加權之相應違約風險而釐定。

一般而言，預期信貸虧損按根據合約應付本集團之所有合約現金流量與本集團預期將收取之現金流量之間之差額估計，並按初步確認時釐定之實際利率貼現。

倘預期信貸虧損按整體基準計量或針對個別工具水平證據未必存在之情況，則金融工具按賬齡分類。

管理層定期檢討分類，確保各組別項目之信貸風險特徵仍然類似。

除非金融資產發生信貸減損，否則利息收入根據金融資產的賬面總額計算，在此情況下，利息收入根據金融資產的攤銷成本計算。

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Financial assets (continued)

#### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the FVTOCI reserve is reclassified to profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to designate the investment as at FVTOCI at the date of initial application of HKFRS 9 or on initial recognition of the investment, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

## 2. 主要會計政策概要 (續)

### 金融工具 (續)

#### 金融資產 (續)

#### 終止確認金融資產

本集團僅在來自資產的現金流量的合約權利屆滿或於其轉讓金融資產而資產擁有權的絕大部分風險及回報轉讓予另一實體時終止確認該金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認資產的保留權益及其可能須支付的相關負債款項。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，本集團會繼續確認該金融資產，亦會確認已收所得款項的有抵押借款。

於終止確認按攤銷成本計量的金融資產時，有關資產之賬面值與已收及應收代價之總和之差額於損益確認。

於終止確認應用香港財務報告準則第9號後分類為按公平值計入其他全面收入的債務工具的投資時，先前於按公平值計入其他全面收入儲備所累計的累計收益或虧損會重新分類至損益。

於終止確認權益工具投資（本集團於首次應用香港財務報告準則第9號或初步確認投資當日選擇初步確認以指定投資為按公平值計入其他全面收入）時，先前於投資重估儲備所累計的累計收益或虧損不會重新分類至損益，惟轉撥至累計虧損。



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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial liabilities and equity

##### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

##### Financial liabilities at amortised cost

Financial liabilities including trade payables and other payables are subsequently measured at amortised cost, using the effective interest method.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

### 2. 主要會計政策概要 (續)

#### 金融工具 (續)

##### 金融負債及權益

##### 分類為債務或權益

債務及權益工具乃根據合約安排之性質與金融負債及權益工具之定義而分類為金融負債或權益。

##### 權益工具

權益工具指能證明某實體於扣除所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之權益工具乃按已收取所得款項扣除直接發行成本確認。

購回本公司本身之權益工具會直接於權益確認及扣除。概無就購買、出售、發行或註銷本公司本身之權益工具而於損益中確認任何收益或虧損。

##### 金融負債

所有金融負債其後採用實際利率法或按公平值計入損益按攤銷成本計量。

##### 按攤銷成本計量的金融負債

包括應付賬款及其他應付款項的金融負債其後採用實際利率法按攤銷成本計量。

##### 財務擔保合約

財務擔保合約為一項要求發行人支付指定付款以補償持有人因指定債務人未按照債務工具的條款支付到期款項時所蒙受損失的合約。財務擔保合約負債初始按其公平值計量。其後按以下較高者來計量：

- 根據香港財務報告準則第9號釐定的虧損撥備金額；及
- 初始確認的金額減去（如適用）擔保期內確認的累計攤銷金額。



## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### Borrowings

Borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, 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.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
    - (i) has control or joint control over the Group;
    - (ii) has significant influence over the Group; or
    - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
    - (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

## 2. 主要會計政策概要 (續)

### 金融工具 (續)

#### 借款

借款初步按公平值減應計交易成本確認。於初步確認後，借款按攤銷成本列賬，而初步確認金額與贖回價值兩者間之任何差額則於借款期內採用實際利息法連同任何應付利息及費用於損益中確認。

除非本集團享有無條件權利可將償債期限推遲至報告期末之後至少十二個月，否則借貸分類為流動負債。

#### 終止確認金融負債

當且僅當本集團的責任被解除、取消或到期時，本集團方終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額於損益中確認。

#### 關聯人士

符合以下情況的人士視為與本集團有關聯：

- (a) 該人士為其家族成員或近親，而該人士
    - (i) 對本集團有控制權或共同控制權；
    - (ii) 對本集團產生重大影響；或
    - (iii) 為本集團或本集團之母公司主要管理層成員；
- 或
- (b) 該人士為實體，且符合以下任何一種情況：
    - (i) 該實體及本集團為同一集團之成員公司（即各母公司、附屬公司及同系附屬公司相互關聯）；



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties (continued)

(b) (continued)

- (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) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the 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.

### 2. 主要會計政策概要 (續)

#### 關聯人士 (續)

(b) (續)

- (ii) 該實體為其他實體 (或其他實體所屬集團成員公司之聯營公司或合營企業) 之聯營公司或合營企業;
- (iii) 該實體及本集團為同一第三方之合營企業;
- (iv) 該實體為第三方實體之合營企業及其他實體為第三方實體之聯營公司;
- (v) 該實體屬提供福利予本集團或與本集團關聯之實體之僱員離職後福利計劃;
- (vi) 該實體由一名於(a)項指明之人士控制或共同控制;
- (vii) 於(a)(i)項指明對該實體產生重大影響之人士或該實體 (或該實體之母公司) 之主要管理層成員; 及
- (viii) 該實體或某一集團的任何成員向本集團或本集團母公司提供主要管理人員服務, 而該實體也是該集團的成員。

一名人士的近親指與實體交易時預計對該人士有或受該人士影響的家族成員。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

#### New and Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

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

### 3. 採納新訂及經修訂香港財務報告準則

#### 於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團首次應用下列由香港會計師公會頒佈之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理之不確定性
香港財務報告準則第9號之修訂	具有負面賠償之預付款項特徵
香港會計準則第19號之修訂	計劃修訂、縮減或結清
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益
香港財務報告準則之修訂	香港財務報告準則二零一五年至二零一七年週期之年度改進

除下文所述外，本年度應用新訂香港財務報告準則及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及載於該等綜合財務報表之披露事項並無重大影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

#### Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

#### As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b) (ii) transition. Comparative information has not been restated.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 香港財務報告準則第16號租賃

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號租賃（「香港會計準則第17號」）及相關詮釋。

#### 租賃的定義

本集團選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對於先前並未識別為包括租賃的合約應用該準則。因此，本集團並未重新評估於首次應用日期前已存在的合約。

就二零一九年一月一日或之後訂立或修訂的合約而言，本集團根據香港財務報告準則第16號所載的規定應用租賃的定義，以評估合約是否包括租賃。

#### 作為承租人

本集團已追溯應用香港財務報告準則第16號，而累計影響於二零一九年一月一日首次應用日確認。

於二零一九年一月一日，本集團透過應用香港財務報告準則第16.C8(b)(ii)條確認額外租賃負債及使用權資產，金額相等於相關租賃負債。比較資料並未重列。

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### As a lessee (continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 作為承租人 (續)

於過渡期間應用香港財務報告準則第16號項下的經修訂追溯法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 透過應用香港會計準則第37號撥備、或然負債及或然資產作為另一個減值評估方法，評估租賃是否繁苛；
- ii. 選擇不對租賃期將於首次應用日後12個月內結束的租賃確認使用權資產及租賃負債；及
- iii. 於首次應用日計量使用權資產時剔除初步直接成本。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### As a lessee (continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 11%.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 作為承租人 (續)

就先前分類為經營租賃的租賃確認租賃負債時，本集團已於首次應用日應用集團相關實體的增量借款利率。應用的加權平均承租人增量借款利率為11%。

At 1 January 2019

於二零一九年

一月一日

RMB'000

人民幣千元

Operating lease commitments disclosed as at 31 December 2018 (Note 34)	於二零一八年十二月三十一日披露的經營租賃承擔 (附註34)	5,979
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款利率貼現的租賃負債	5,201
Less: Recognition exemption – short-term leases	減：確認豁免 – 短期租賃	(427)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認與經營租賃有關的租賃負債	4,774
Analysed as	分析為	
Current	即期	1,371
Non-current	非即期	3,403
		4,774

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### As a lessee (continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 作為承租人 (續)

以下調整乃對於二零一九年一月一日綜合財務狀況表確認的金額作出調整。未受該等變動影響的項目並無計入在內。

	Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
	於二零一八年十二月三十一日呈列的賬面值	調整	於二零一九年一月一日香港財務報告準則第16號項下之賬面值
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
<b>Non-current assets</b>			
Right-of-use assets			
	-	4,774	4,774
<b>Current liabilities</b>			
Leases liabilities			
	-	1,371	1,371
<b>Non-current liabilities</b>			
Leases liabilities			
	-	3,403	3,403

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

附註：就根據間接法呈報截至二零一九年十二月三十一日止年度之經營活動現金流量而言，營運資金變動乃根據上文所披露於二零一九年一月一日之年初綜合財政狀況表計算。

#### As a lessor

The application of HKFRS 16 as a lessor has no material impact on the Group's consolidated statement of financial position as at 1 January 2019 and 31 December 2019 and its consolidated statement of profit or loss and other comprehensive income and cash flows for the current year.

#### 作為出租人

作為出租人應用香港財務報告準則第16號並無對本集團於二零一九年一月一日及二零一九年十二月三十一日的綜合財政狀況表以及其於本年度之綜合損益及其他全面收益表及現金流量造成重大影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

#### New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>4</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

- 1 Effective for annual periods beginning on or after 1 January 2021.
- 2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- 3 Effective for annual periods beginning on or after a date to be determined.
- 4 Effective for annual periods beginning on or after 1 January 2020.

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the *Amendments to References to the Conceptual Framework in HKFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之香港財務報告準則修訂：

香港財務報告準則第17號	保險合約 <sup>1</sup>
香港財務報告準則第3號之修訂	業務的定義 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者及其聯營公司或合營企業間之資產銷售或投入 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號之修訂	重大性的定義 <sup>4</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革 <sup>4</sup>

- 1 於二零二一年一月一日或之後開始之年度期間生效。
- 2 對收購日期為於二零二零年一月一日或之後開始之首個年度期間開始當日或之後的業務合併及資產收購生效。
- 3 於待定日期或之後開始之年度期間生效。
- 4 於二零二零年一月一日或之後開始之年度期間生效。

除上述新訂及經修訂香港財務報告準則外，經修訂之財務報告概念框架已於二零一八年刊發。其後續修訂即對於香港財務報告準則標準概念框架之提述修訂將於二零二零年一月一日或之後開始之年度期間生效。

本公司董事預期，應用所有新訂及經修訂香港財務報告準則於可見未來不會對綜合財務報表造成重大影響。





#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

##### **Critical judgements in applying accounting policies**

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### 4. 關鍵會計判斷及重大估計不確定來源

於應用本集團的會計政策（如附註2所述）時，本公司董事須對無法從其他途徑得知之資產及負債之賬面值進行判斷、估計及假設。估計及相關假設乃根據歷史經驗及其他認為相關之因素決定。實際結果或會與該等估計有別。

估計及相關假設乃按持續經營基準檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，倘若修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

##### **應用會計政策的重大判斷**

以下為本公司董事於應用本集團會計政策過程中所作對綜合財務報表所確認之金額具最重大影響的重大判斷（涉及估計者除外（見下文））。





### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Critical accounting estimates and assumptions

##### (i) Income taxes and deferred taxation

Some subsidiaries of the Group operate in the PRC and are subject to income tax in the PRC. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

##### (ii) PRC land appreciation taxes

Some subsidiaries of the Group are subject to land appreciation taxes in the PRC. However, the implementation and settlement of these taxes varies among various tax jurisdictions in cities of the PRC, and those subsidiaries have not finalised all of their land appreciation taxes calculation and payments with any local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation taxes. The Group recognised these land appreciation taxes based on management's best estimates according to the interpretation of the tax rules. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and tax provisions in the periods in which such taxes have been finalised with local tax authorities.

### 4. 關鍵會計判斷及重大估計不確定來源 (續)

#### 關鍵會計估計及假設

##### (i) 所得稅及遞延稅項

本集團之若干附屬公司於中國營運，須繳納中國企業所得稅。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中，多項交易及計算方式之最終釐定金額均未確定。倘該等事項所致最終稅項金額與最初記錄的款額有所差異，有關差額將會影響釐定會計期間之所得稅及遞延稅項撥備。

倘管理層認為有可能動用未來應課稅溢利以抵銷暫時差額或稅項虧損，則確認有關若干暫時差額及稅項虧損的遞延稅項資產。實際動用結果或會有異。

##### (ii) 中國土地增值稅

本集團之若干附屬公司須繳納中國土地增值稅。然而，有關稅項的實施及結算在中國各城市不同稅務司法權區均有所不同，而該等附屬公司尚未向任何中國地方稅務機關落實其土地增值稅計算結果與付款金額。因此，本集團須作出重大判斷以釐定土地增值稅金額。本集團根據管理層按其對稅務規則詮釋的理解所作出的最佳估計，確認此等土地增值稅。最終稅款可能有別於最初記錄的金額，而有關差額將影響與地方稅務機關確定該等期間的所得稅開支及稅項撥備。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

##### Critical accounting estimates and assumptions (continued)

##### (iii) *Deferred taxation on investment properties*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties in the PRC are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. As a result, the Group is subject to income taxes on the rental income of its investment properties in the PRC and deferred taxes on changes in fair value of the investment properties are recognised.

##### (iv) *Estimates for net realisable value of properties under development and completed properties held for sale*

As at 31 December 2019, the carrying amounts of properties under development and completed properties held for sale for the Group are approximately RMB1,689,931,000 (2018: approximately RMB1,860,035,000) and approximately RMB975,195,000 (2018: approximately RMB288,038,000), respectively and the completed properties held for sale for the associate is approximately RMB581,903,000 (2018: RMB748,714,000). The Group assesses the carrying amounts of properties under development and completed properties held for sale according to their net realisable value based on the realisability of these properties. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion (including land costs). Net realisable value for completed properties held for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses.

#### 4. 關鍵會計判斷及重大估計不確定來源 (續)

##### 關鍵會計估計及假設 (續)

##### (iii) *投資物業之遞延稅項*

就計量使用公平值模式計量的投資物業所產生的遞延稅項而言，本公司董事檢討本集團投資物業組合，並認為本集團於中國的投資物業乃按旨在隨時間消耗該投資物業所含絕大部分經濟利益之商業模式持有。因此，本集團須就中國投資物業的租金收入繳付所得稅，並就所確認的投資物業公平值變動繳付遞延稅項。

##### (iv) *發展中物業及持作出售之已竣工物業的可變現淨值之估計*

於二零一九年十二月三十一日，本集團發展中物業及持作出售之已竣工物業之賬面值分別為約人民幣1,689,931,000元(二零一八年：約人民幣1,860,035,000元)及約人民幣975,195,000元(二零一八年：約人民幣288,038,000元)及聯營公司之持作出售之已竣工物業約為人民幣581,903,000元(二零一八年：人民幣748,714,000元)。本集團根據發展中物業及持作出售之已竣工物業可變現情況按其可變現淨值評估其賬面值。發展中物業的可變現淨值乃參考管理層根據當前市況對售價的估計，減適用的可變銷售開支與預計竣工成本(包括土地成本)而釐定。持作出售之已竣工物業之可變現淨值乃參考管理層根據當前市況估計的售價減適用的可變銷售開支釐定。



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(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Critical accounting estimates and assumptions (continued)

##### (v) Impairment of interests in associate

The Group's management assesses regularly in determining whether there are indicators of impairment in interests in associate.

Based on the Group's assessment, it is not required to provide impairment for the carrying amount of the Group's interests in associate. The Group's carrying amount of interests in associate at 31 December 2019 was approximately RMB312,022,000 (2018: approximately RMB501,515,000).

##### (vi) Estimation of fair value of investment properties

Investment properties are revalued at the end of each reporting period based on the appraised market value provided by independent professional qualified valuer. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, information from current prices in an active market for similar properties is considered and assumptions that are mainly based on market conditions existing at the end of each reporting period are used.

### 4. 關鍵會計判斷及重大估計不確定來源 (續)

#### 關鍵會計估計及假設

(續)

##### (v) 於聯營公司之權益減值

本集團管理層定期進行評估，以釐定於聯營公司之權益有否減值跡象。

根據本集團評估，無須就本集團於聯營公司之權益賬面值作出任何減值撥備。於二零一九年十二月三十一日，本集團於聯營公司權益之賬面值約為人民幣312,022,000元（二零一八年：約人民幣501,515,000元）。

##### (vi) 投資物業之公平值估計

投資物業於各報告期末根據獨立專業合資格估值師提供之經評估市值重估。有關估值乃根據若干假設計算，而有關假設受不確定因素影響，且可能與實際結果存在重大差異。作出估計時考慮相若物業之活躍市場之現價資料，及主要根據各報告期末之市況作出假設。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

##### Critical accounting estimates and assumptions (continued)

##### (vii) Recognition and allocation of construction cost on properties under development

Development costs of properties are recorded as properties under development during the construction stage and will be transferred to completed properties held for sale upon completion. Apportionment of these costs will be recognised in the profit or loss upon the recognition of the sale of the properties. Before the final settlement of the development costs and other costs relating to the sale of properties, these costs are accrued by the Group based on management's best estimate.

When developing properties, the Group may divide the development projects into phases. Specific costs directly related to the development of a phase are recorded as the cost of such phase. Costs that are common to phases are allocated to individual phases based on the estimated saleable area of the entire project.

When the final settlement of costs and the related cost allocation is different from the initial estimates, any increase or decrease in the development costs and other costs would affect the profit or loss in future years.

#### 4. 關鍵會計判斷及重大估計不確定來源 (續)

##### 關鍵會計估計及假設 (續)

##### (vii) 確認及分配發展中物業之建築成本

物業之開發成本於建築期內記錄為發展中物業，並於竣工時轉撥至持作出售之已竣工物業。該等成本之分攤部分於確認銷售物業時於損益確認。於結清最後一期開發成本及與銷售物業相關之其他成本前，上述成本由本集團根據管理層之最佳估計計入成本。

本集團於發展物業時可將發展項目分期進行。直接與發展某一期相關之特定成本記錄為該期之成本。多個發展期共同之成本根據整個項目之估計可銷售面積分配至個別發展期。

倘最後一期結清成本之款項及相關成本分配與最初估計有所不同，發展成本及其他成本之增減會影響未來年度之損益。



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### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Critical accounting estimates and assumptions (continued)

##### (viii) Revenue recognition from sales of products with no alternative use at a point in time

Under HKFRS 15, control of the asset is transferred over time when the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date at all times during the contract period. Significant judgment is required in determining whether in the customary practice such right to payment is enforceable. The Group has based on the terms of the contract and considered the relevant local laws and the customary practice that apply to those relevant contracts and an opinion from the Group's internal legal counsel. Based on the assessment by the Group's management, the terms of the relevant sales contracts do not create an enforceable right to payment for the Group at all times during the contract period. Accordingly, the sales of products with no alternative use is considered to be performance obligation satisfied at a point in time.

##### (ix) Provision of ECL for trade receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision matrix is based on aging as groupings of various debtors that have similar loss patterns. The provision rates are based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes as the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired, if any, are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Notes 2, 20 and 39(c).

### 4. 關鍵會計判斷及重大估計不確定來源 (續)

#### 關鍵會計估計及假設

(續)

##### (viii) 於某一時間點並無替代用途之產品銷售之收益確認

根據香港財務報告準則第15號，當本集團之履約並無創造出對本集團而言具有替代用途之資產，且於合約期內任何時間本集團對迄今完成之履約付款具有可執行權利，則資產之控制權將隨時間轉移。釐定有關付款權利於慣例中是否可執行時需要作出重大判斷。本集團基於合約條款並考慮相關地方法律及慣例是否適用於該等相關合約以及本集團內部法律顧問之意見。根據本集團管理層之評估，相關銷售合約之條款並無創造出於合約期內任何時間對本集團而言可執行之付款權利。因此，並無替代用途之產品銷售被認為於某一時間點已達成履行義務。

##### (ix) 應收賬款預期信貸虧損撥備

本集團使用撥備矩陣計算應收賬款之預期信貸虧損。撥備矩陣乃按具有類似虧損型態之不同債務人組別劃分之賬齡計量。撥備率乃根據本集團之歷史違約率，並考慮合理支持之前瞻性資料，毋須付出不必要之成本或努力。於每個報告日，觀察之歷史違約率會重新評估，並考慮前瞻性資料之變動。此外，具有重大結餘及信貸減值（如有）之應收賬款將個別評估預期信貸虧損。

預期信貸虧損撥備易受估計變動之影響。有關預期信貸虧損及本集團應收賬款之資料於附註2、20及39(c)披露。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**5. SEGMENT INFORMATION**

The Group is organised into three (2018: three) business units, based on which information is prepared and reported to the Group's chief decision makers, for the purposes of resource allocation and assessment of performance.

Information of the Group's operating and reportable segments are shown as follows:

**For the year ended 31 December 2019****5. 分部資料**

本集團設立三個(二零一八年:三個)業務單位,並為作出資源分配及評核表現而按業務單位編製有關資料及向本集團主要決策人報告。

本集團之營運及可報告分部之資料列示如下:

**截至二零一九年十二月三十一日止年度**

		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>Reportable segment revenue</b>	<b>可報告分部收益</b>	<b>247,083</b>	<b>19,315</b>	<b>11,255</b>	<b>277,653</b>
Revenue	收益				
<b>Timing of revenue recognition for those within the scope of HKFRS 15</b>	<b>屬香港財務報告準則第15號範圍內收入的確認時間</b>				
A point in time	一個時點	247,083	-	-	247,083
Over time	隨時間	-	-	11,255	11,255
<b>Revenue from other source</b>	<b>其他來源收益</b>				
Rental income	租金收入	-	19,315	-	19,315
<b>Total</b>	<b>總額</b>	<b>247,083</b>	<b>19,315</b>	<b>11,255</b>	<b>277,653</b>
<b>Reportable segment (loss)/profit</b>	<b>可報告分部(虧損)/溢利</b>	<b>(78,407)</b>	<b>(48,615)</b>	<b>1,937</b>	<b>(125,085)</b>
Share of result of an associate	分佔一間聯營公司業績				19,630
Finance costs	融資成本				(33,127)
Income tax expenses	所得稅開支				(14,817)
Unallocated expenses	未分配開支				(48,413)
Unallocated income	未分配收入				10,705
<b>Loss for the year</b>	<b>年度虧損</b>				<b>(191,107)</b>
Reportable segment assets	可報告分部資產	2,830,886	672,863	7,788	3,511,537
Corporate assets	公司資產				513,820
<b>Group assets</b>	<b>集團資產</b>				<b>4,025,357</b>
Reportable segment liabilities	可報告分部負債	1,117,914	451,230	1,382	1,570,526
Corporate liabilities	公司負債				646,808
<b>Group liabilities</b>	<b>集團負債</b>				<b>2,217,334</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 5. SEGMENT INFORMATION (continued)

For the year ended 31 December 2018

### 5. 分部資料 (續)

截至二零一八年十二月三十一日止年度

		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>Reportable segment revenue</b>	<b>可報告分部收益</b>				
Revenue	收益	250,891	17,520	10,257	278,668
<b>Timing of revenue recognition for those within the scope of HKFRS 15</b>	<b>屬香港財務報告準則第15號範圍內收入的確認時間</b>				
A point in time	一個時點	250,891	-	-	250,891
Over time	隨時間	-	-	10,257	10,257
<b>Revenue from other source</b>	<b>其他來源收益</b>				
Rental income	租金收入	-	17,520	-	17,520
<b>Total</b>	<b>總額</b>	<b>250,891</b>	<b>17,520</b>	<b>10,257</b>	<b>278,668</b>
<b>Reportable segment profit/(loss)</b>	<b>可報告分部溢利/(虧損)</b>	<b>130,634</b>	<b>(30,801)</b>	<b>5,910</b>	<b>105,743</b>
Share of result of an associate	分佔一間聯營公司業績				23,119
Finance costs	融資成本				(6,774)
Income tax expenses	所得稅開支				(40,510)
Unallocated expenses	未分配開支				(43,979)
Unallocated income	未分配收入				23,288
<b>Profit for the year</b>	<b>年度溢利</b>				<b>60,887</b>
Reportable segment assets	可報告分部資產	2,267,194	738,806	3,382	3,009,382
Corporate assets	公司資產				610,907
<b>Group assets</b>	<b>集團資產</b>				<b>3,620,289</b>
Reportable segment liabilities	可報告分部負債	830,339	30,285	3,508	864,132
Corporate liabilities	公司負債				792,068
<b>Group liabilities</b>	<b>集團負債</b>				<b>1,656,200</b>



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**5. SEGMENT INFORMATION** (continued)

The measure used for reporting segment profits or losses is adjusted losses before interest and taxes. To arrive at adjusted losses, the Group's losses are further adjusted for items not specifically attributed to individual segments, such as share of results of an associate, finance costs, income tax expenses, interest income and corporate administration costs.

Segment assets consist primarily of investment properties, plant and equipment, right-of-use assets, prepayments, certain deposits and other receivables, pledged deposit, properties under development, completed properties held for sales, trade receivables, contract costs and cash and cash equivalent.

Segment liabilities consists primarily of trade payables, certain accruals and other payables, contract liabilities, lease liabilities and borrowings.

**Other segment information for the year ended 31 December 2019 is as follows:**

**5. 分部資料 (續)**

就呈報分部溢利或虧損所用之計量為除利息及稅項前之經調整虧損。為達致經調整虧損，本集團虧損乃就未指定歸屬於個別分部之項目（例如分佔聯營公司業績、融資成本、所得稅開支、利息收入及公司行政成本）作出進一步調整。

分部資產主要包括投資物業、廠房及設備、使用權資產、預付款項、若干按金及其他應收賬款、已抵押按金、發展中物業、持作出售之已竣工物業、應收賬款、合約成本以及現金及現金等價物。

分部負債主要包括應付賬款、若干應計費用及其他應付款項、合約負債、租賃負債及借款。

截至二零一九年十二月三十一日止年度之其他分部資料如下：

		Property development	Property investment	Property management	Unallocated	Total
		物業發展	物業投資	物業管理	未分配	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
Other segment information:	其他分部資料：					
Addition to non-current segment assets during the year	年內非流動分部資產添置	1,858	1,581	-	-	3,439
Allowance for expected credit losses for trade receivables	應收賬款之預期信貸虧損撥備	-	(555)	-	-	(555)
Depreciation and amortization	折舊及攤銷	(2,980)	-	-	(8)	(2,988)
Written off of property, plant and equipments	撇銷物業、廠房及設備	(16)	-	-	-	(16)
Fair value changes on investment properties	投資物業公平值變動	-	(62,581)	-	-	(62,581)
Impairment loss of properties under development	發展中物業減值虧損	(165,706)	-	-	-	(165,706)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 5. SEGMENT INFORMATION (continued)

Other segment information for the year ended 31 December 2018 is as follows:

	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other segment information:					
Addition to non-current segment assets during the year	1,541	1,933	-	-	3,474
Allowance for expected credit losses for trade receivables	(2,784)	(3,398)	-	-	(6,182)
Depreciation and amortization	(1,539)	-	-	(8)	(1,547)
Fair value changes on investment properties	-	(38,933)	-	-	(38,933)
Reversal of impairment loss of properties under development	81,518	-	-	-	81,518

There were five (2018: nil) customers from property development segment individually contributed over 10% of the Group's total revenue during the year ended 31 December 2019.

### 5. 分部資料 (續)

截至二零一八年十二月三十一日止年度之其他分部資料如下：

截至二零一九年十二月三十一日止年度，有五名(二零一八年：無)物業發展分部之客戶個別對本集團總收益的貢獻超過10%。

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Customer A 客戶A	30,952	-
Customer B 客戶B	33,505	-
Customer C 客戶C	34,286	-
Customer D 客戶D	36,622	-
Customer E 客戶E	29,143	-

All the Group's revenues from external customers is derived from the Mainland China.

本集團來自外界客戶之全部收益均來自中國內地。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**5. SEGMENT INFORMATION** (continued)

Non-current assets (excluding financial instruments and deferred tax asset) of the Group are divided into the following geographical areas:

**5. 分部資料** (續)

本集團之非流動資產(不包括金融工具及遞延稅項資產)分為以下地區:

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Hong Kong (domicile) (note)	香港(業務所在地)(附註)	6	14
Mainland China	中國內地	<b>961,543</b>	1,208,400
		<b>961,549</b>	1,208,414

Note:

The place of domicile is determined based on the location of central management.

The geographical location of customers is based on the location at which the services were provided or the location of properties sold and/or leased out. The geographical locations of the non-current assets and interests of associate are based on the physical location of the assets and location of operation of the associate respectively.

附註:

業務所在地乃根據中央管理層位處所在釐定。

客戶所在地乃以提供服務或已售及／或出租物業所在地點為基準。非流動資產及聯營公司權益所在地乃分別以資產之實際地點及聯營公司經營業務所在地點為基準。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 6. REVENUE

The Group's principal activities are disclosed in Note 1 to these consolidated financial statements. Turnover of the Group is the revenue from those activities. Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

### 6. 收益

本集團之主要業務披露於該等綜合財務報表附註1。來自該等業務之收益亦即本集團營業額。來自客戶合約收益與分部資料所披露款項的對賬載列如下：

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 <b>RMB'000</b> 人民幣千元
Sales of properties	銷售物業	<b>247,083</b>	250,891
Properties management fees	物業管理費	<b>11,255</b>	10,257
<b>Revenue from contracts with customers (within the scope of HKFRS 15)</b>	來自客戶合約收益 (屬香港 財務報告準則第15號範圍內)	<b>258,338</b>	261,148
Gross rental income from investment properties (outside the scope of HKFRS 15)	投資物業之租金收入總額 (不屬於香港財務報告準則 第15號範圍內)	<b>19,315</b>	17,520
<b>Total</b>	<b>總計</b>	<b>277,653</b>	278,668

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**6. REVENUE** (continued)**Transaction price allocated to the remaining performance obligation for contracts with customers**

The transaction price in respect of outstanding contracts with customers for the sales of properties as at 31 December 2019 and 2018 allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2019 and 2018 and the expected timing of recognising revenue are as follows:

**6. 收益** (續)**將交易價分配至客戶合約中的剩餘履約責任**

於二零一九年及二零一八年十二月三十一日，就於該日與客戶訂立的未完成合約而言，分配至剩餘履約責任（未滿足或部分未滿足）的交易價及確認收益的預期時間如下文所示：

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	<b>213,514</b>	104,534
More than one year but not more than two years	超過一年但少於兩年	<b>135,766</b>	243,556
		<b>349,280</b>	348,090

For the sales of properties, the performance obligation is satisfied upon the transfer of the control of the properties and the Group has fully received the consideration of the properties sold. The expected timing of title transfer is stated in the sales and purchases agreements.

就銷售物業而言，於物業控制權轉讓及本集團悉數收取已售物業的代價後，方可滿足履約責任。業權轉讓的預期時間於買賣協議中列明。

**Leases****租賃**

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
For operating leases: Lease payments that are fixed	就經營租賃而言： 已釐定租賃付款	<b>19,315</b>	17,520
<b>Total revenue arising from leases</b>	<b>租賃產生之總收益</b>	<b>19,315</b>	17,520



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 7. OTHER REVENUE AND NET INCOME/ (LOSS)

### 7. 其他收益及收入／(虧損)淨額

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Other revenue</b>	<b>其他收益</b>		
Interest income on financial assets carried at amortised costs	按攤銷成本入賬之金融資產之利息收入	<b>692</b>	1,364
Interest income on loan to an associate	給予一間聯營公司貸款之利息收入	<b>665</b>	3,262
Management fee income from an associate	來自一間聯營公司之管理費收入	<b>212</b>	12,345
Others (note)	其他(附註)	<b>9,152</b>	18,033
<b>Other net income/(loss)</b>	<b>其他收入／(虧損)淨額</b>		
Reversal of impairment losses of completed properties held of sale	撥回持作出售已竣工物業之減值虧損	-	830
Loss on deregistration of a subsidiary	撤銷一間附屬公司註冊之虧損	-	(492)
Loss on written off of plant and equipment	撤銷廠房及設備之虧損	<b>(16)</b>	-
		<b>10,705</b>	35,342

*Note:*

The amount for the year ended 31 December 2019 mainly represents certain one-off items including waiver of interest payable (Note 38(c)).

The amount for the year ended 31 December 2018 represents certain one-off items including reversal of over-provided compensations and claims of RMB7,583,000, reversal of management fee upon termination of property management agreement on sold properties of RMB3,639,000 and waiver of interest payable of RMB4,716,000 on a borrowing from the controlling shareholder of an associate after mutual agreement with the Group.

*附註：*

截至二零一九年十二月三十一日止年度，該款項主要為若干一次性項目，包括豁免應付利息(附註38(c))。

截至二零一八年十二月三十一日止年度，該款項為若干一次性項目，包括撥回超額撥備補償及索償人民幣7,583,000元，就物業管理協議因物業已售被終止而撥回管理費人民幣3,639,000元及於本集團與一間聯營公司控股股東共同達成協議後豁免來自該控股股東借款的應付利息人民幣4,716,000元。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 8. FINANCE COSTS

## 8. 融資成本

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Interest on secured bank loans	有擔保銀行貸款之利息	<b>16,492</b>	4,341
Interest on lease liabilities	租賃負債之利息	<b>390</b>	-
Interest on other loan from an associate	來自一間聯營公司之其他貸款之利息	-	2,433
Interest on other unsecured loans	其他無擔保貸款之利息	<b>16,245</b>	-
Interest on other secured loan	其他有擔保貸款之利息	<b>40,971</b>	23,835
Less: amount capitalised to properties under development	減：資本化為發展中物業之金額	<b>(40,971)</b>	(23,835)
		<b>33,127</b>	6,774



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 9. (LOSS)/PROFIT BEFORE TAX

### 9. 除稅前(虧損)/溢利

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(Loss)/profit before income tax is arrived at after charging/(crediting):	除所得稅前(虧損)/溢利 已扣除/(計入):		
Cost of properties sold	已售物業成本	<b>144,958</b>	179,273
Cost of service for property management	物業管理服務成本	<b>8,883</b>	7,885
Allowance for expected credit losses for trade receivables	應收賬款之預期信貸虧損撥備	<b>555</b>	6,182
Tax and other levies	稅項及其他徵費	<b>4,989</b>	6,324
Depreciation of plant and equipment (note (a))	廠房及設備折舊 (附註(a))	<b>1,397</b>	1,547
Depreciation of right-of-use assets	使用權資產折舊	<b>1,591</b>	-
Operating lease charges in respect of land and buildings	就土地及樓宇之經營租賃支出	-	2,131
Auditors' remuneration	核數師酬金		
- audit services	- 審計服務	<b>857</b>	800
- non-audit services	- 非審計服務		
- interim review	- 中期審查	<b>352</b>	337
- others	- 其他	<b>53</b>	51
Impairment loss/(reversal of impairment loss) of properties under development	發展中物業之減值虧損/ (減值虧損撥回)	<b>165,706</b>	(81,518)
Rental income from investment properties less direct outgoings (note (b))	投資物業租金收入減直接 開支 (附註(b))	<b>(15,961)</b>	(14,413)

Notes:

附註:

**(a) Depreciation expenses**

Depreciation expenses of approximately RMB1,397,000 (2018: approximately RMB1,547,000) have been included in administrative expenses.

**(a) 折舊開支**

折舊開支約人民幣1,397,000元(二零一八年:約人民幣1,547,000元)已計入行政費用。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 9. (LOSS)/PROFIT BEFORE TAX (continued)

Notes: (continued)

#### (b) Rental income from investment properties

Direct outgoings incurred for rental income from investment properties amounted to approximately RMB3,354,000 (2018: RMB3,107,000).

### 10. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

### 9. 除稅前(虧損)/溢利(續)

附註：(續)

#### (b) 投資物業租金收入

投資物業租金收入所產生直接開支約為人民幣3,354,000元(二零一八年：人民幣3,107,000元)。

### 10. 僱員福利開支(包括董事薪酬)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	21,117	23,166
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	2,191	1,904
		<b>23,308</b>	25,070



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

#### 11.1 Directors' emoluments

Executive directors and independent non-executive directors:

2019

		Salaries, allowances & benefits in kind	Discretionary bonus	Contribution to defined contribution plan	Total
	Directors' fees	薪金、津貼及實物利益	酌情花紅	定額供款計劃供款	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
<b>Executive directors</b>	<b>執行董事</b>				
Mr. Zhang Gao Bin	張高濱先生	-	3,045	16	3,061
Mr. Luo Zhangguan	羅章冠先生	-	285	41	326
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Mr. Lo Wai Hung	盧偉雄先生	233	-	-	233
Mr. Chan Chi Mong, Hopkins (note (a))	陳之望先生 (附註(a))	84	-	-	84
Mr. Fok Chi Tat, Michael (note (b))	霍志達先生 (附註(b))	72	-	-	72
Mr. Mak Yiu Tong	麥耀棠先生	201	-	-	201
		<b>590</b>	<b>3,330</b>	<b>57</b>	<b>3,977</b>

Notes:

- (a) Mr. Chan Chi Mong, Hopkins, has resigned as an independent non-executive director of the Company with effect from 2 June 2019.
- (b) Mr. Fok Chi Tat, Michael, has been appointed as an independent non-executive director of the Company with effect from 23 August 2019.

### 11. 董事酬金及高級管理人員薪酬

#### 11.1 董事酬金

執行董事及獨立非執行董事：

二零一九年

附註：

- (a) 陳之望先生已辭任本公司獨立非執行董事，自二零一九年六月二日起生效。
- (b) 霍志達先生已獲委任為本公司獨立非執行董事，自二零一九年八月二十三日生效。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS** (continued)**11. 董事酬金及高級管理人員薪酬** (續)**11.1 Directors' emoluments** (continued)**11.1 董事酬金** (續)

Executive directors and independent non-executive directors:

執行董事及獨立非執行董事：

2018

二零一八年

	Directors' fees	Salaries, allowances & benefits in kind	Discretionary bonus	Contribution to defined contribution plan	Total	
	薪金、津貼及實物利益	薪金、津貼及實物利益	酌情花紅	定額供款計劃供款	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	
<b>Executive directors</b>	<b>執行董事</b>					
Mr. Zhang Gao Bin	張高濱先生	-	2,912	-	15	2,927
Mr. Luo Zhangguan	羅章冠先生	-	281	8	40	329
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. Lo Wai Hung	盧偉雄先生	223	-	-	-	223
Mr. Chan Chi Mong, Hopkins	陳之望先生	192	-	-	-	192
Mr. Mak Yiu Tong	麥耀棠先生	192	-	-	-	192
		607	3,193	8	55	3,863

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

各董事於年內概無作出放棄或同意放棄任何酬金之安排(二零一八年：無)。



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## 綜合財務報表附註

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### 11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

#### 11.2 Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2018: two) directors whose emoluments are reflected in the analysis presented in Note 11.1. The emoluments payable to the remaining three (2018: three) individuals during the year are as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,410	2,431
Retirement scheme contributions	退休金計劃供款	62	98
		<b>2,472</b>	<b>2,529</b>

The emoluments fell within the following bands:

該等酬金屬於下列組別：

Emolument bands	酬金組別	Number of individuals 僱員人數	
		2019 二零一九年	2018 二零一八年
RMB1,000,001-RMB1,500,000	人民幣1,000,001元至 人民幣1,500,000元	1	1
RMB500,001-RMB1,000,000	人民幣500,001元至 人民幣1,000,000元	1	1
RMB0-RMB500,000	人民幣0元至 人民幣500,000元	1	1

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 12. INCOME TAX EXPENSE

## 12. 所得稅開支

		2019	2018
		二零一九年	二零一八年
		<b>RMB' 000</b>	<b>RMB'000</b>
		人民幣千元	人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
The PRC — Corporate Income Tax	中國 — 企業所得稅		
— Tax for the year	— 本年度稅項	<b>23,302</b>	16,966
— (Over)/under provision in respect of prior years	— 過往年度(超額撥備)/撥備不足	<b>(8,705)</b>	435
		<b>14,597</b>	17,401
The PRC — Land appreciation tax	中國 — 土地增值稅		
— Current year	— 本年度	<b>30,429</b>	31,235
<b>Deferred tax (Note 29)</b>	<b>遞延稅項 (附註29)</b>		
— Credit for the year	— 本年度抵免	<b>(28,288)</b>	(4,791)
— Over provision in respect of prior years	— 過往年度超額撥備	<b>(1,921)</b>	(3,335)
		<b>(30,209)</b>	(8,126)
<b>Total income tax expense</b>	<b>所得稅開支總額</b>	<b>14,817</b>	40,510



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 12. INCOME TAX EXPENSE (continued)

Reconciliation between tax expenses and accounting profit at applicable tax rates:

### 12. 所得稅開支 (續)

稅項開支與按適用稅率計算會計溢利之對賬：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(176,290)</b>	101,397
Income tax at the PRC income tax rate of 25%	按中國所得稅稅率25%計算之所得稅	<b>(44,073)</b>	25,349
Tax effect of different taxation rates in other tax jurisdictions	其他稅務司法權區不同稅率之稅務影響	<b>431</b>	431
Over provision in prior years	過往年度超額撥備	<b>(10,626)</b>	(2,900)
Tax effect of non-taxable revenue	毋須繳稅收益之稅務影響	<b>(2,331)</b>	(4,334)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>5,382</b>	3,568
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時差異之稅務影響	<b>42,000</b>	-
Tax effect of prior year's unrecognised tax losses utilised this year	年內使用過往年度未確認稅項虧損之稅務影響	<b>(7,279)</b>	(2,631)
Tax effect of unused tax losses not recognised	未確認未使用稅項虧損之稅務影響	<b>13,399</b>	4,077
Tax effect of share of result of an associate	分佔一間聯營公司業績之稅務影響	<b>(4,908)</b>	(5,780)
Tax effect of impairment of assets	資產減值之稅務影響	-	(696)
PRC land appreciation tax	中國土地增值稅	<b>30,429</b>	31,235
Effect of PRC land appreciation tax	中國土地增值稅之影響	<b>(7,607)</b>	(7,809)
Income tax expense	所得稅開支	<b>14,817</b>	40,510



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 12. INCOME TAX EXPENSE (continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

The income tax provision of the Group in respect of operations in Mainland China has been calculated at the rate of 25% (2018: 25%) on the estimated assessable profits for the year, based on the existing legislation, interpretations and practices in respect thereof.

PRC land appreciation tax is levied at progressive rate ranging from 30% to 60% (2018: 30% to 60%) on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including lease charges of land use rights and all properties development expenditures.

## 12. 所得稅開支 (續)

二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第七號)條例草案》(「條例草案」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日寫入法律並於次日刊憲。利得稅兩級制規定，符合兩級制條件的集團實體首兩百萬港元的溢利將按8.25%的稅率徵稅，超過兩百萬港元的溢利將按16.5%的稅率徵稅。不符合利得稅兩級制條件的集團實體將繼續沿用16.5%的單一稅率。

本公司董事認為執行利得稅兩級制所涉金額在綜合財務報表中並不重大。香港利得稅乃根據兩個年度之估計應課稅溢利均按16.5%的稅率計算。

本集團就中國內地業務作出之所得稅撥備乃根據本年度估計應課稅溢利，在現行法例、詮釋及慣例基礎下按25% (二零一八年：25%) 稅率計算。

中國土地增值稅根據土地價值之增長(即銷售物業所得款項減可扣減開支(包括土地使用權租賃費用以及所有物業發展支出))按累進稅率30%至60%(二零一八年：30%至60%)徵收。



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### 13. (LOSS)/EARNINGS PER SHARE

#### Basic (loss)/earnings per share

The calculation of (loss)/earnings per share is based on the loss attributable to the owners of the Company of approximately RMB99,844,000 (2018: profit of approximately RMB69,625,000) and on the weighted average of 10,293,136,554 (2018: 10,293,136,554) ordinary shares in issue during the year.

#### Diluted (loss)/earnings per share

There was no difference between basic and diluted (loss)/earnings per share as the Company did not have any dilutive potential shares outstanding during the year ended 31 December 2019 and 2018.

### 14. INVESTMENT PROPERTIES

### 13. 每股(虧損)/盈利

#### 每股基本(虧損)/盈利

每股(虧損)/盈利乃根據本公司擁有人應佔虧損約人民幣99,844,000元(二零一八年:溢利約人民幣69,625,000元)及年內已發行普通股之加權平均數10,293,136,554股(二零一八年:10,293,136,554股)計算。

#### 每股攤薄(虧損)/盈利

截至二零一九年及二零一八年十二月三十一日止年度,由於本公司概無任何潛在發行在外的攤薄股份,每股基本及攤薄(虧損)/盈利並無差異。

### 14. 投資物業

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At 1 January	於一月一日	704,000	741,000
Additions	添置	1,581	1,933
Decrease in fair value	公平值減少	(62,581)	(38,933)
At 31 December	於十二月三十一日	<b>643,000</b>	704,000



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**14. INVESTMENT PROPERTIES** (continued)

The analysis of the net carrying amount of investment properties according to lease periods as at 31 December were as follows:

**14. 投資物業** (續)

投資物業於十二月三十一日按租期之賬面淨值分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Outside Hong Kong, held on:	於香港境外持有：		
Lease of between 10 to 50 years	租期介乎10至50年	<b>643,000</b>	704,000

The fair value of the investment properties of the Group as at 31 December 2019 were assessed by B.I. Appraisals Limited, an independent qualified valuer. B.I. Appraisals Limited is a member of the Hong Kong Institute of Surveyors. For financial reporting purpose, discussions and review of valuation processes and results are held amongst the Group's senior management and officers of relevant operation departments and the independent professional valuer. The results are being directly reported back to the executive directors of the Company.

本集團之投資物業於二零一九年十二月三十一日之公平值經獨立合資格估值師保柏國際評估有限公司估值。保柏國際評估有限公司為香港測量師學會的成員。為進行財務報告，估值程序及結果由本集團高級管理層及相關營運部門職員及獨立專業估值師討論及檢討，相關結果則直接向本公司執行董事匯報。

The valuation for completed investment properties was arrived at by considering the capitalised income derived from the existing tenancies and the reversionary potential of the properties or, where appropriate by reference to market evidence of transaction prices for similar properties in the similar locations and conditions.

已竣工投資物業估值乃考慮現有租約產生的資本化收入及物業復歸收入潛力或(如適用)參考相同位置及狀況下同類物業交易價格的市場證據而進行。

Certain of the Group's investment properties are leased to third parties under operating leases, further summary details of which are included in Note 34.

本集團若干投資物業乃根據經營租賃出租予第三方，有關詳情之進一步摘要載於附註34。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 14. INVESTMENT PROPERTIES (continued)

As at 31 December 2019, investment properties of approximately RMB607,000,000 (2018: RMB665,000,000) were pledged to banks to secure general banking facilities granted to the Group to the extent of RMB183,356,000 (2018: RMB200,000,000).

The following table presents the Group's investment properties measured at fair value in the consolidated statements of financial position in accordance with the fair value hierarchy. The hierarchy groups the investment properties into three levels based on the relative reliability of significant inputs used in measuring the fair value of the investment properties. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

### 14. 投資物業 (續)

於二零一九年十二月三十一日，約人民幣607,000,000元（二零一八年：人民幣665,000,000元）的投資物業已抵押予銀行，以取得本集團獲授之一般銀行融資人民幣183,356,000元（二零一八年：人民幣200,000,000元）。

下表呈列本集團根據公平值級別於綜合財政狀況表按公平值計量之投資物業。投資物業根據計量該等投資物業公平值所用重大輸入數據之相對可靠程度按級別分為三級。公平值級別包括以下各級：

- 第一級：相同資產之活躍市場報價（未經調整）；
- 第二級：第一級所包括報價以外就資產觀察所得輸入數值，並無使用重大無法觀察之輸入數據。無法觀察之輸入數據並無市場數據；及
- 第三級：並非以觀察所得市場數據為準之資產輸入數值（無法觀察之輸入數值）。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**14. INVESTMENT PROPERTIES** (continued)

The Group's investment properties stated at fair value in the consolidated statements of financial position at each reporting date is grouped into the fair value hierarchy as follows:

**14. 投資物業** (續)

於各報告日期，本集團在綜合財政狀況表以公平值列賬之投資物業分為以下公平值級別：

		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
		第一級	第二級	第三級	總計
		<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>	<b>RMB'000</b>
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Investment properties located in Guangzhou, the PRC At 31 December 2019	於中國廣州的 投資物業 於二零一九年 十二月三十一日	-	-	643,000	643,000
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		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
Investment properties located in Guangzhou, the PRC At 31 December 2018	於中國廣州的 投資物業 於二零一八年 十二月三十一日	-	-	704,000	704,000



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(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 14. INVESTMENT PROPERTIES (continued)

#### Information about Level 3 fair value measurements 2019

	Valuation techniques 估值技巧	Unobservable input 無法觀察之輸入數值	Range 範圍	Relationship of unobservable inputs to fair value 無法觀察之輸入數值與公平值的關係
Completed investment properties in Guangzhou, the PRC	Market approach – investment method	Market rent	RMB70-RMB257 per square meter	The higher the market rent, the higher the value
中國廣州已竣工投資物業	市場法 – 投資法	市場租金	每平方米人民幣70元至 人民幣257元	市場租金越高，公平值越高
		Reversionary yield	6%-6.25%	The higher the reversionary yield, the lower the value
		復歸收益率		復歸收益率越高，公平值越低

2018

二零一八年

	Valuation techniques 估值技巧	Unobservable input 無法觀察之輸入數值	Range 範圍	Relationship of unobservable inputs to fair value 無法觀察之輸入數值與公平值的關係
Completed investment properties in Guangzhou, the PRC	Market approach – investment method	Market rent	RMB70-RMB270 per square meter	The higher the market rent, the higher the value
中國廣州已竣工投資物業	市場法 – 投資法	市場租金	每平方米人民幣70元至 人民幣270元	市場租金越高，公平值越高
		Reversionary yield	5.75%-6%	The higher the reversionary yield, the lower the value
		復歸收益率		復歸收益率越高，公平值越低

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**14. INVESTMENT PROPERTIES** (continued)**Information about Level 3 fair value measurements**

(continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

**14. 投資物業** (續)**第三級公平值計量資料** (續)

年內，第三級公平值計量的結餘變動如下：

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Investment properties located in Guangzhou, the PRC:	於中國廣州的投資物業：		
At 1 January	於一月一日	<b>704,000</b>	741,000
Additions	添置	<b>1,581</b>	1,933
Decrease in fair value	公平值減少	<b>(62,581)</b>	(38,933)
At 31 December	於十二月三十一日	<b>643,000</b>	704,000

Fair value adjustment of investment properties is recognised as “fair value changes on investment properties” on the face of the consolidated statement of profit or loss and other comprehensive income.

投資物業的公平值調整於綜合損益及其他全面收入報表之「投資物業之公平值變動」確認。



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## 綜合財務報表附註

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### 15. PLANT AND EQUIPMENT

### 15. 廠房及設備

		Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Furniture, fixture and office equipment 傢俬、裝置及辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>				
At 1 January 2018	於二零一八年一月一日	7,167	2,349	4,490	14,006
Exchange realignment	匯兌調整	3	7	-	10
Additions	添置	-	357	1,184	1,541
Written off	撇銷	-	(45)	(268)	(313)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	<b>7,170</b>	<b>2,668</b>	<b>5,406</b>	<b>15,244</b>
Exchange realignment	匯兌調整	1	3	-	4
Additions	添置	-	64	1,794	1,858
Written off	撇銷	-	(38)	-	(38)
At 31 December 2019	於二零一九年十二月三十一日	<b>7,171</b>	<b>2,697</b>	<b>7,200</b>	<b>17,068</b>
<b>Deduct: accumulated depreciation and impairment loss</b>	<b>減：累計折舊及減值虧損</b>				
At 1 January 2018	於二零一八年一月一日	7,142	1,939	2,022	11,103
Exchange realignment	匯兌調整	1	7	-	8
Depreciation	折舊	8	269	1,270	1,547
Eliminated on written off	撇銷時對銷	-	(45)	(268)	(313)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	<b>7,151</b>	<b>2,170</b>	<b>3,024</b>	<b>12,345</b>
Exchange realignment	匯兌調整	1	3	-	4
Depreciation	折舊	8	275	1,114	1,397
Eliminated on written off	撇銷時對銷	-	(22)	-	(22)
At 31 December 2019	於二零一九年十二月三十一日	<b>7,160</b>	<b>2,426</b>	<b>4,138</b>	<b>13,724</b>
<b>Net book value</b>	<b>賬面淨值</b>				
At 31 December 2019	於二零一九年十二月三十一日	<b>11</b>	<b>271</b>	<b>3,062</b>	<b>3,344</b>
At 31 December 2018	於二零一八年十二月三十一日	19	498	2,382	2,899

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### 16. RIGHT-OF-USE ASSETS

### 16. 使用權資產

Leased properties  
租賃物業  
RMB'000  
人民幣千元

<b>As at 1 January 2019</b>	於二零一九年一月一日	
Carrying amount recognised at the initial application of HKFRS 16	於初步應用香港財務報告準則第16號時確認之賬面值	4,774
<b>For the year ended 31 December 2019</b>	截至二零一九年十二月三十一日止年度	
Depreciation charge	折舊支出	(1,591)
<b>As at 31 December 2019</b>	於二零一九年十二月三十一日	<b>3,183</b>
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	有關短期租賃及租期於初步應用香港財務報告準則第16號之日期後十二個月內結束之其他租賃之開支	555
Total cash outflow for leases including short-terms and other leases with lease terms end within 12 months	租賃(包括短期租賃及租期於十二個月內結束之其他租賃)之現金流出總額	<b>2,316</b>

The Group has obtained the right to use property as its office through tenancy agreements. The leases typically run for an initial period of three years from 1 January 2020 and without break-clause for early termination.

本集團已透過租賃協議取得權利可使用物業作為其辦公室。該等租賃一般有效期為自二零二零年一月一日起計初步為期三年且並無提早終止之中斷條款。

### 17. INTERESTS IN AN ASSOCIATE

### 17. 於一間聯營公司之權益

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cost of investment adjusted for share of result of associate after acquisition	就收購後分佔一間聯營公司業績對投資成本之調整	315,186	505,556
Less: unrealised profit in associate	減：於聯營公司之未變現溢利	(3,164)	(4,041)
		<b>312,022</b>	501,515



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### 17. INTERESTS IN AN ASSOCIATE (continued)

The following list contains the particulars of the associate which is a private company:

### 17. 於一間聯營公司之權益 (續)

下表載列屬私營公司的聯營公司詳情：

Name 名稱	Country of registration 註冊國家	Paid-in capital 實收資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a subsidiary of the Company 本公司之 附屬公司 持有	
Guangzhou Xintian Properties Development Limited (i), (ii), (iii) & (iv) 廣州新天房地產發展有限公司 (i)、(ii)、(iii)及(iv)	The PRC 中國	RMB710,503,607 人民幣710,503,607元	30%	-	30%	Property development in the PRC 於中國從事物業發展

Notes:

- (i) The English name of the associate referred in these consolidated financial statements represent management's best effort in translation of the Chinese name of the associate as no English name has been registered or available.
- (ii) The statutory financial statements of the associate are not audited by CHENG & CHENG LIMITED.
- (iii) The associate is registered as limited company under the PRC law.
- (iv) Guangzhou Xintian Properties Development Limited is operating in the PRC and is a strategic partner for the Group in developing the property development business.

附註：

- (i) 由於並無註冊或可用之英文名稱，此等綜合財務報表所提述之聯營公司之英文名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。
- (ii) 該聯營公司之法定財務報表並非由鄭會計師事務所有限公司進行審核。
- (iii) 該聯營公司根據中國法律註冊為有限公司。
- (iv) 廣州新天房地產發展有限公司於中國營運，為本集團房地產開發業務的戰略合作夥伴。



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**17. INTERESTS IN AN ASSOCIATE** (continued)

Summarised financial information in respect of the associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs:

**17. 於一間聯營公司之權益** (續)

有關聯營公司之財務資料概要載列如下。以下財務資料概要指根據香港財務報告準則編製之聯營公司財務報表內所列示之金額：

		<b>Guangzhou Xintian Properties Development Limited 廣州新天房地產發展 有限公司</b>	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Current assets (note)	流動資產 (附註)	<b>1,638,261</b>	2,119,097
Non-current assets	非流動資產	<b>415</b>	432
Current liabilities	流動負債	<b>781,372</b>	491,728
Non-current liabilities	非流動負債	–	185,955
Equity	權益	<b>857,304</b>	1,441,846
Revenue	收益	<b>688,991</b>	1,861,670
Profit for the year	年度溢利	<b>115,458</b>	322,398
Other comprehensive income	其他全面收入	–	–
Total comprehensive income	全面收入總額	<b>115,458</b>	322,398
Dividend received from the associate	來自聯營公司的股息	<b>210,000</b>	–
<b>Reconcile to the Group's interests in the associate</b>	<b>與本集團所持聯營公司 權益對賬</b>		
Gross amounts of net assets of the associate	聯營公司淨資產總額	<b>857,304</b>	1,441,846
Group's effective interest	本集團實際權益	<b>30%</b>	30%
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	<b>257,191</b>	432,553
Goodwill	商譽	<b>3,828</b>	3,828
Effect of fair value adjustments at acquisition	收購時公平值調整的影響	<b>54,167</b>	69,175
Less: unrealised profit in associate	減：於聯營公司之未變現溢利	<b>(3,164)</b>	(4,041)
Carrying amount in the consolidated financial statements	於綜合財務報表的賬面值	<b>312,022</b>	501,515

Note:

As at 31 December 2019, the associate had completed properties held for sale, amounted to RMB581,903,000 (2018: RMB748,714,000), stated at the lower of cost and NRV in accordance with the Group's accounting policy.

附註：

於二零一九年十二月三十一日，聯營公司的持作出售之已竣工物業，為人民幣581,903,000元（二零一八年：人民幣748,714,000元），按照本集團的會計政策規定，須以成本和可變現淨值兩者之較低者入賬。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 17. INTERESTS IN AN ASSOCIATE (continued)

Reconciliation of share of result of an associate is disclosed below:

### 17. 於一間聯營公司之權益 (續)

分佔一間聯營公司之業績之對賬披露如下：

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Profit for the year	年度溢利	<b>115,458</b>	322,398
Group's effective interest	本集團實際權益	<b>30%</b>	30%
Group's share of profit before fair value adjustments at acquisition	除收購時公平值調整的影響， 本集團分佔溢利	<b>34,638</b>	96,719
Change in effect of fair value adjustments at acquisition	收購時公平值調整影響的變動	<b>(15,008)</b>	(73,600)
Group's share of profit	本集團分佔溢利	<b>19,630</b>	23,119

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## 18. PROPERTIES UNDER DEVELOPMENT

## 18. 發展中物業

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Properties under development	發展中物業	<b>1,689,931</b>	1,860,035

All properties under development are located in the PRC. Land use rights are held on leases over 40 years.

As at 31 December 2019, properties under development with an amount of RMB538,348,000 (2018: RMB454,698,000) were pledged as collateral for the Group's borrowings granted to the Group.

During the year ended 31 December 2019, properties under development with an amount of RMB832,115,000 (2018: RMB95,908,000) were transferred to completed properties held for sale.

Amounts of properties under development expected to be recovered after one year from the end of reporting period is approximately RMB1,689,931,000 (2018: RMB1,860,035,000).

A reversal of previously provided impairment loss of RMB2,294,000 (2018: RMB81,518,000) and an impairment loss of RMB168,000,000 (2018: Nil) were recorded for properties under development.

所有發展中物業均位於中國。持有土地使用權的租期超過40年。

於二零一九年十二月三十一日，金額為人民幣538,348,000元（二零一八年：454,698,000元）的發展中物業已抵押作為本集團獲授借款之抵押品。

截至二零一九年十二月三十一日止年度，金額為人民幣832,115,000元（二零一八年：人民幣95,908,000元）的發展中物業已轉移至持作出售之已竣工物業。

預期於報告期末起計一年後收回的發展中物業金額約人民幣1,689,931,000元（二零一八年：人民幣1,860,035,000元）。

發展中物業錄得撥回過往撥備的減值虧損人民幣2,294,000元（二零一八年：人民幣81,518,000元）及減值虧損人民幣168,000,000元（二零一八年：無）。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 19. COMPLETED PROPERTIES HELD FOR SALE

### 19. 持作出售之已竣工物業

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Completed properties held for sale, at cost	持作出售之已竣工物業，按成本	<b>975,195</b>	288,038

The completed properties held for sale are located in the PRC. Land use rights are held on leases over 50 years.

持作出售之已竣工物業均位於中國。持有土地使用權的租期超過50年。

As at 31 December 2019, an amount of RMB455,211,000 the completed properties held for sale (2018: Nil) were pledged as collateral for the Group's bank borrowings granted to the Group.

於二零一九年十二月三十一日，金額為人民幣455,211,000元（二零一八年：無）持作出售之已竣工物業已抵押作為本集團獲授銀行借款之抵押品。

Amounts of completed properties held for sale expected to be recovered within one year is approximately RMB592,384,000 (2018: approximately RMB288,038,000) and after one year is approximately RMB382,811,000 (2018: Nil).

持作出售之已竣工物業之款項預期於一年內收回金額約人民幣592,384,000元（二零一八年：約人民幣288,038,000元）及一年後收回約人民幣382,811,000元（二零一八年：無）。

### 20. TRADE RECEIVABLES

### 20. 應收賬款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables	應收賬款		
– from contracts with customers	– 來自客戶合約	<b>83</b>	246
– from property investment	– 來自物業投資	<b>6,438</b>	7,989
		<b>6,521</b>	8,235
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	<b>(239)</b>	(453)
Trade receivables – net	應收賬款 – 淨值	<b>6,282</b>	7,782

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**20. TRADE RECEIVABLES** (continued)

The directors of the Company considered that the fair value of trade receivables are not materially different from their carrying amounts because these amounts have short maturity periods in their inspection.

As at 31 December 2019 and 31 December 2018, trade receivables are mainly arose from rental income from investment properties. Proceeds are to be received in accordance with the terms of related tenancy agreements.

Allowance for expected credit losses of trade receivables are recorded using allowance accounts on trade receivable is as follows:

**20. 應收賬款** (續)

本公司董事認為應收賬款之公平值與其賬面值並無重大差異，乃由於經查察後該等款項均於短期內到期。

於二零一九年十二月三十一日及二零一八年十二月三十一日，應收賬款主要來自投資物業租金收入。所得款項根據相關租賃協議的條款收取。

應收賬款之預期信貸虧損之撥備使用應收賬款之撥備賬記錄，詳情如下：

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 <b>RMB'000</b> 人民幣千元
At the beginning of the year	年初	453	1,500
Allowance for expected credit loss recognised	已確認預期信貸虧損之撥備	555	6,182
Less: uncollectible amounts written off	減：已撇銷之不可收回款項	<b>(769)</b>	(7,229)
At the end of the year	年末	<b>239</b>	453

At each reporting date, the Group reviews trade receivables for evidence of expected credit loss on both an individual and collective basis. As at 31 December 2019, the Group's trade receivables of approximately RMB769,000 (2018: RMB7,229,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and the management assessed that the receivables were not expected to be recovered.

本集團於各報告日期按個別及整體基準檢討應收賬款是否出現預期信貸虧損減值證據。於二零一九年十二月三十一日，本集團按個別基準確定應收賬款約人民幣769,000元（二零一八年：人民幣7,229,000元）出現減值。個別減值的應收賬款與財政困難的客戶相關，管理層評估認為該等應收賬款不大可能收回。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 20. TRADE RECEIVABLES (continued)

Based on the terms of related tenancy agreements or property sales and purchase agreements, the ageing analysis of the trade receivables net of allowance for expected credit losses is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日

### 20. 應收賬款 (續)

扣除預期信貸虧損撥備的應收賬款按相關租約或物業買賣協議條款之賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
		<b>5,979</b>	7,566
		<b>129</b>	195
		<b>174</b>	21
		<b>6,282</b>	7,782

The concentration of credit risk is limited due to the customer base being large and unrelated.

由於客戶基礎龐大且互無關連，因此集中信貸風險有限。

As at 31 December 2019, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB371,000 (2018: RMB377,000) which are past due as at the reporting date. Out of the past due balances, RMB303,000 (2018: RMB216,000) has been past due 90 days or more and is not considered as in default. These balances were related to a large number of diversified customers that had a good track record of credit with the Group.

於二零一九年十二月三十一日，本集團應收賬款結餘包括賬面總值為人民幣371,000元（二零一八年：人民幣377,000元）的債項，於報告日期已逾期。於已逾期的結餘中，人民幣303,000元（二零一八年：人民幣216,000元）已逾期90日或以上，且不被視作違約。該等結餘與大量不同類別客戶有關，該等客戶於本集團之過往信貸紀錄良好。

The Group is holding rental deposits from tenants as collateral in respect of trade receivables for rental income.

本集團正就租金收入之應收賬款持有來自租戶的租賃按金作為抵押品。

As at 31 December 2019, all of the Group's trade receivables are denominated in RMB (2018: RMB), no interest is charged on trade receivables.

於二零一九年十二月三十一日，本集團所有應收賬款均以人民幣（二零一八年：人民幣）計值，並無就應收賬款收取利息。

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## 21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 21. 預付款項、按金及其他應收賬款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Surety deposit paid for participating in listing-for-sale of land parcel	參與地段掛牌出售而支付的擔保押金	-	66,000
Performance deposit for commencement and completion of construction	開工竣工履約保證金	-	5,000
Amount due from a non-controlling shareholder of a subsidiary (note (a))	應收一間附屬公司非控股股東的款項 (附註(a))	20,000	20,000
Value-added tax recoverable	可退回增值稅	26,437	22,253
Other receivables, prepayment and deposits (note (b))	其他應收賬款、預付款項及按金 (附註(b))	69,120	13,686
		<b>115,557</b>	126,939
Less: Non – current portion	減：非即期部分	<b>(20,000)</b>	(20,000)
Current portion	即期部分	<b>95,557</b>	106,939

All of the current prepayments, deposits and other receivables are expected to be recovered within one year.

所有即期預付款項、按金及其他應收賬款預期在一年內收回。

## Notes:

## 附註：

- (a) It represents advance made to a non-controlling shareholders for the subscription of 40% registered capital of a non-wholly owned subsidiary namely, Yunnan Xin Tian Culture Travel Development Limited in November 2011 (Note 44).
- (b) It mainly includes prepaid construction cost, residences maintenance fund, rental and sundry deposits. As at 31 December 2019, advance receipts from customers for the sale of properties under development of RMB48,609,000 were placed in Xuzhou Real Estate Management Service Center, a PRC local government authority, for security purpose. The Group can request for withdrawal of the balances in accordance to agreed procedures for the payment of construction costs.

- (a) 為於二零一一年十一月提供予一名非控股股東的借款，以認購非全資附屬公司雲南新天文化旅遊發展有限公司40%已註冊資本 (附註44)。
- (b) 主要包括預付建築成本、住宅維修基金、租金及雜項按金。於二零一九年十二月三十一日，就銷售發展中物業自客戶收取墊款人民幣48,609,000元已存入徐州房產管理服務中心 (中國地方政府部門) 作保證金之用。本集團可根據支付建設成本之協定程序要求退回該等餘額。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 22. CONTRACT COSTS

### 22. 合約成本

		2019	2018
		二零一九年	二零一八年
		<b>RMB'000</b>	<b>RMB'000</b>
		人民幣千元	人民幣千元
Incremental costs to obtain contracts (note)	取得合約的遞增成本 (附註)	<b>608</b>	2,273

Note:

Contract costs capitalised as at 31 December 2019 and 2018 relate to the incremental sales commissions paid to employees and selling agents.

附註：

於二零一九及二零一八年十二月三十一日被資本化的合約成本與向僱員及銷售代理支付遞增銷售佣金有關。



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**23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSIT**

Cash and cash equivalents and pledged deposit include the following components:

**23. 現金及現金等價物以及已抵押按金**

現金及現金等價物以及已抵押按金包括以下組成部分：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cash at bank and in hand	銀行及手頭現金	194,569	43,211
Pledged deposit for borrowing	為獲得借款的已抵押按金	4,190	3,000
		<b>198,759</b>	46,211
Less: Amount shown under current asset	減：於流動資產項下列示的金額	<b>(197,569)</b>	-
		<b>1,190</b>	-
Amount shown under non-current asset	於非流動資產項下列示的金額	<b>1,190</b>	-

Included in bank and cash balances of the Group approximately RMB192,993,000 (2018: approximately RMB42,445,000) was denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

As at 31 December 2019, out of RMB1,190,000 pledged deposit for borrowing is classified as non-current asset as the corresponding loan is classified as non-current liability based on the loan terms.

The bank balances carry interest at market rates which range from 0.125% to 0.45% (2018: 0.125% to 0.35%) per annum. The pledged deposits carry interest at market rate of 0.35% (2018: 0.35%) per annum. The pledged deposits will be released upon the settlement of relevant borrowings from financial institution.

本集團銀行及現金結餘包括存放於中國境內銀行以人民幣（「人民幣」）計值之款項約人民幣192,993,000元（二零一八年：約人民幣42,445,000元）。人民幣為不能自由兌換之貨幣。根據中國外匯管理條例及結匯、售匯和付匯管理規定，本集團獲許透過經授權可進行外匯業務之銀行將人民幣兌換為外幣。

於二零一九年十二月三十一日，為獲得借款的已抵押按金中人民幣1,190,000元分類為非流動資產，乃由於相應貸款按貸款條款分類為非流動負債。

銀行結餘以市場利率計息，年利率介乎0.125%至0.45%（二零一八年：0.125%至0.35%）。已抵押按金按年利率0.35%（二零一八年：0.35%）的市場利率計息。已抵押按金將於向金融機構結清相關借款後解除抵押。



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## 綜合財務報表附註

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### 24. TRADE PAYABLES

Based on the invoice dates, the ageing analysis of the trade payables were as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
Over 180 days	超過180日

All of the trade payables are expected to be settled within one year or are repayable on demand. The trade payables are normally due immediately from the date of billing.

### 24. 應付賬款

應付賬款按發票日之賬齡分析如下：

2019	2018
二零一九年	二零一八年
RMB'000	RMB'000
人民幣千元	人民幣千元

<b>453,857</b>	277,809
<b>498</b>	725
<b>1,383</b>	717
<b>455,738</b>	279,251

所有應付賬款預期將於一年內結清或須於要求時償還。應付賬款一般自開票日期起即時到期支付。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 25. ACCRUALS AND OTHER PAYABLES

## 25. 應計費用及其他應付款項

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Deposits and rentals received in advance from tenants	租戶預付之按金及租金	12,558	10,704
Tax and other levies	稅項及其他徵費	6,412	4,922
Interest payable on loan from the controlling shareholder of an associate	來自一間聯營公司控股股東貸款的應付利息	-	2,852
Amount due to an associate (note 38(b))	應付一間聯營公司款項 (附註38(b))	112,374	172,199
Amount due to a related company	應付一間關聯公司款項	-	790
Amount due to a director of the Company	應付本公司一名董事款項	5,635	2,861
Other payables and accruals (note)	其他應付款項及應計費用 (附註)	20,995	36,160
		<b>157,974</b>	<b>230,488</b>

All of the accruals and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

Note: It included accrued salaries, administrative expenses, finance costs and sundry creditors.

所有應計費用及其他應付款項預期將於一年內結清或確認為收入或須於要求時償還。

附註：其包括應計薪金、行政開支、融資成本及雜項應付款項。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 26. CONTRACT LIABILITIES

### 26. 合約負債

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Receipt in advance from customers in respect of property development segment – current portion	客戶預付款 (有關物業發展分部) – 即期部份	<b>228,141</b>	246,628

All the contract liabilities are expected to be settled within the Group's normal operating cycle and the whole balances are classified as current.

所有合約負債預期於本集團日常營運週期結清，全部結餘被分類為即期。

During the year ended 31 December 2019, additions of receipt in advance from customers and interest expenses in respect of property development segments amounted to RMB160,652,000 (2018: RMB138,833,000) and RMB4,928,000 (2018: RMB17,184,000), respectively.

截至二零一九年十二月三十一日止年度，收取物業發展分部的客戶預付款及利息開支分別增加人民幣160,652,000元（二零一八年：人民幣138,833,000元）及人民幣4,928,000元（二零一八年：人民幣17,184,000元）。

The revenue recognized in the current year in respect of contract liabilities brought forward was RMB184,067,000 (2018: RMB147,619,000).

就承前合約負債於本年度確認之收益為人民幣184,067,000元（二零一八年：人民幣147,619,000元）。

## 27. LEASE LIABILITIES

## 27. 租賃負債

31 December 2019

二零一九年

十二月三十一日

RMB'000

人民幣千元

Lease liabilities movements	租賃負債變動	
As at 1 January 2019 upon initial application of HKFRS 16	於二零一九年一月一日(初步應用香港財務報告準則第16號後)	4,774
Interest element of lease liabilities	租賃負債之利息部份	390
Repayment of principal of lease liabilities	償還租賃負債本金	(1,371)
Interest element of lease liabilities paid	已付租賃負債之利息部份	(390)
As at 31 December 2019	於二零一九年十二月三十一日	3,403
<b>Lease liabilities payable:</b>	<b>應付租賃負債：</b>	
Within one year	一年內	1,567
Within a period of more than one year but not more than two years	超過一年但不超過兩年之期限內	1,836
		3,403
Less: Amount due for settlement with 12 months shown under current liabilities	減：於流動負債項下列示十二個月內到期結算之款項	(1,567)
Amount due for settlement after 12 months shown under non-current liabilities	於非流動負債項下列示十二個月後到期結算之款項	1,836



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 28. BORROWINGS

### 28. 借款

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Borrowings included in:	計入以下各項之借款：		
Secured bank loans repayable (note (a))	應償還之有抵押銀行貸款 (附註(a))		
– within 1 year	– 一年內	<b>29,285</b>	-
– after 1 year but within 2 years	– 一年後但兩年內	<b>36,428</b>	-
– after 2 years but within 5 years	– 兩年後但五年內	<b>193,795</b>	-
– after 5 years	– 五年後	<b>73,819</b>	-
Other secured loans repayable (note (b))	應償還之其他有抵押貸款 (附註(b))		
– within 1 year	– 一年內	<b>300,000</b>	300,000
– after 1 year but within 2 years	– 一年後但兩年內	<b>119,000</b>	-
Other unsecured loans repayable (note (c))	應償還之其他無抵押貸款 (附註(c))		
– within 1 year	– 一年內	<b>105,760</b>	81,854
Total interest-bearing borrowings	計息借款總額	<b>858,087</b>	381,854
Less: Amount due within one year shown under current liabilities	減：於流動負債項下列示一年內 到期之款項	<b>(435,045)</b>	(381,854)
Amounts shown under non-current liabilities	於非流動負債項下列示之金額	<b>423,042</b>	-

As at 31 December 2019 and 2018, the Group's borrowings were all denominated in RMB.

於二零一九年及二零一八年十二月三十一日，本集團借款均以人民幣計值。

**28. BORROWINGS** (continued)

Notes:

- (a) The Group has variable-rate bank borrowings which are repayable within 1 year to 10 years and bearing interest at the People's Bank of China 5 years loan base interest rate plus 63.27% to 110.60% (2018: Nil) inflated rate. Interest is repriced annually.

As at 31 December 2019, the effective interest rates (which are also equal to contractual interest rates) on the Group's bank loans are 8% and secured by investment properties and completed properties held for sale. Furthermore bank borrowing amounting to RMB149,970,000 was also secured by personal guarantee from related parties.

- (b) As at 31 December 2019, the effective interest rates on Group's other secured borrowings of RMB300,000,000 (2018: RMB300,000,000) and RMB119,000,000 (2018: Nil) are at fixed at 9.5% to 11% (2018: 11%). The secured borrowings were secured by pledged deposit, completed properties held for sale and properties under development and personal and corporate guarantee from related parties.
- (c) As at 31 December 2019, the effective interest rates on Group's other unsecured borrowings are 11% (2018: Range from 5% to 11%) and repayable on demand.

**28. 借款 (續)**

附註：

- (a) 本集團擁有浮息銀行借款，須於一年至十年內償還及按中國人民銀行五年貸款基準利率加63.27%至110.60%（二零一八年：無）之浮動利率計息。利息每年重定。

於二零一九年十二月三十一日，有關本集團銀行貸款之實際利率（亦相等於合約利率）為8%並以投資物業及持作出售之已竣工物業作抵押。此外，銀行借款人民幣149,970,000元亦由關聯人士之個人擔保作抵押。

- (b) 於二零一九年十二月三十一日，有關本集團其他有抵押借款人民幣300,000,000元（二零一八年：人民幣300,000,000元）及人民幣119,000,000元（二零一八年：無）之實際利率釐定為9.5%至11%（二零一八年：11%）。有抵押借款乃以已抵押按金、持作出售之已竣工物業及發展中物業以及關聯人士之個人及公司擔保作抵押。
- (c) 於二零一九年十二月三十一日，有關本集團其他無抵押借款之實際利率為11%（二零一八年：介乎於5%至11%）及須於要求時償還。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 29. DEFERRED TAX

The Group has total tax losses arising in Hong Kong and the PRC of approximately RMB265,620,000 (2018: approximately RMB252,720,000) of which RMB168,000,000 (2018: Nil) regarding the impairment loss of properties under development, subject to the agreement with the relevant tax authorities, that are available for offsetting against future taxable profits of the companies in which the losses arose. The tax losses could be carried forward for a maximum of five years. Deferred tax assets have not been recognised in respect of these losses which arose in subsidiaries with unpredictability of future profit streams to absorb such losses.

Deferred tax liabilities in respect of the temporary differences associated with the undistributed earnings of subsidiaries have not been provided as the Group is in a position to control the timing of reversal of these differences and it is probable that such differences will not reverse in the foreseeable future. As at 31 December 2019, the earnings of the Group's PRC companies are approximately RMB1,083,333,000 (2018: approximately RMB998,790,000).

### 29. 遞延稅項

本集團有來自香港及中國之稅項虧損合共約人民幣265,620,000元(二零一八年：約人民幣252,720,000元)，其中與發展中物業減值虧損有關之人民幣168,000,000元(二零一八年：無)待有關稅務機構同意後，可用作抵銷該等虧損公司之未來應課稅溢利。該等虧損可結轉最高五年。倘若該等附屬公司未能預測未來溢利的產生以抵銷該虧損，則不會就有關虧損確認遞延稅項資產。

並無就附屬公司未分派盈利相關暫時差額之遞延稅項負債作出撥備，此乃由於本集團能夠控制該等差額之撥回時間及該等差額於可見將來很可能不會撥回。於二零一九年十二月三十一日，本集團中國公司的盈利約為人民幣1,083,333,000元(二零一八年：約人民幣998,790,000元)。



(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**29. DEFERRED TAX (CONTINUED)**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The analysis of the deferred tax balances for financial reporting purpose is as follows:

**29. 遞延稅項 (續)**

倘存在可依法執行權利將即期稅項資產與即期稅項負債互相抵銷，而遞延所得稅涉及同一財務機關，則遞延所得稅資產及負債可予以抵銷。就財務報告目的對遞延稅項結餘的分析如下：

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Deferred tax asset	遞延稅項資產	<b>(39,634)</b>	(37,950)
Deferred tax liability	遞延稅項負債	<b>204,203</b>	232,723
		<b>164,569</b>	194,773



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 29. DEFERRED TAX (continued)

The net movements on deferred taxation liabilities/(assets) are as follows:

### 29. 遞延稅項 (續)

遞延稅項負債/(資產)之淨變動如下：

		Accelerated tax depreciation	Impairment of assets	Recognition of revenue overtime	Unrealised contract costs	Revaluation of investment properties	Fair value adjustments arising from acquisition of subsidiaries	LAT	Tax losses	Total
		加速稅項折舊	資產減值	隨時間 確認收益	未變現 合約成本	重估投資物業	因收購附屬 公司所產生之 公平值調整	土地增值稅	稅項虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2018	於二零一八年一月一日	30,219	-	-	1,477	96,402	104,473	4,105	(33,790)	202,886
Exchange realignment	匯兌調整	13	-	-	-	-	-	-	-	13
Deferred tax charged/(credited) to the income statement during the year	年內扣除/(計入) 收入報表 之遞延稅項	1,002	(696)	948	(909)	(9,733)	8,339	(4,105)	(2,972)	(8,126)
As at 31 December 2018	於二零一八年 十二月三十一日	31,234	(696)	948	568	86,669	112,812	-	(36,762)	194,773
Exchange realignment	匯兌調整	5	-	-	-	-	-	-	-	5
Deferred tax credited to the income statement during the year	年內計入 收入報表 之遞延稅項	(2,763)	-	(948)	(416)	(15,420)	(8,979)	-	(1,683)	(30,209)
As at 31 December 2019	於二零一九年 十二月三十一日	28,476	(696)	-	152	71,249	103,833	-	(38,445)	164,569

### 30. SHARE OPTION SCHEME

On 20 May 2013, the Company adopted a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors, including executive, non-executive or independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company’s shareholders, and any non-controlling shareholder of the Company’s subsidiaries. The Scheme will remain in force for a period of 10 years from 20 May 2013 unless otherwise cancelled or amended.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

Share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options in cash. Share options granted to a director, chief executive or substantial shareholder of the company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the company or to any of their associates, in excess of 0.1% of the shares of the company in issue at any time or with an aggregate value (based on the price of the company’s shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

### 30. 購股權計劃

於二零一三年五月二十日，本公司採納購股權計劃（「該計劃」），旨在激勵及獎勵為本集團之成功運作作出貢獻之合資格參與者。該計劃之合資格參與者包括本公司董事（包括執行、非執行或獨立非執行董事）、本集團其他僱員、本集團貨品或服務供應商、本集團客戶、本公司股東及本公司附屬公司任何非控股股東。除非另行撤銷或修訂，該計劃於二零一三年五月二十日起計十年內有效。

目前根據該計劃可授出之尚未行使購股權數目（於購股權獲行使時）最多不得超過公司於任何時間已發行股份之10%。於任何十二個月期間內，根據購股權計劃可向該計劃各合資格參與者發行之股份數目最多不得超過本公司於任何時間已發行股份之1%。任何超出此限額之額外授出購股權均須於股東大會上取得股東批准。

以股份為基礎之僱員獎勵將以權益支付。本集團概無法律或推定責任須以現金購回或支付購股權。向本公司董事、行政總裁或主要股東或彼等任何聯繫人士授出購股權須經獨立非執行董事事先批准。此外，於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出的任何購股權如超出本公司於任何時間已發行股份之0.1%，或合共價值（按本公司股份於授出當日之價格計算）超過5,000,000港元，則須事先於股東大會取得股東批准。



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### 30. SHARE OPTION SCHEME (continued)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. An option may be exercised under the Scheme at any time during a period not exceeding 10 years after the date when the option is granted and expiring on the last date of such period.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of an ordinary share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at 31 December 2019 and 31 December 2018, there is no option granted and outstanding under the Scheme.

### 30. 購股權計劃 (續)

承授人支付合共1港元之象徵式代價後可於提呈當日起計二十八日內接納提呈授出之購股權。該計劃所涉購股權可於購股權授出當日起計不超過十年內隨時行使，直至該期間之最後一天結束為止。

購股權之行使價由董事釐定，惟不可低於(i)本公司股份於提呈授出購股權當日在聯交所之收市價；(ii)本公司股份於緊接提呈授出購股權日期前五個交易日在聯交所之平均收市價；及(iii)普通股面值三者之較高者。

購股權並不賦予其持有人獲取股息或於股東大會投票之權利。

於二零一九年十二月三十一日及二零一八年十二月三十一日，概無根據該計劃授出任何購股權。

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### 31. SHARE CAPITAL

### 31. 股本

	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>	
Ordinary shares of HK\$0.004 each:	每股面值0.004港元之普通股：	
At 1 January 2018,	於二零一八年一月一日、	
31 December 2018,	二零一八年十二月三十一日、	
1 January 2019 and	二零一九年一月一日及	
31 December 2019	二零一九年十二月三十一日	125,000,000,000      500,000

	Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Equivalent to 相當於 RMB'000 人民幣千元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
Ordinary shares of HK\$0.004 each:	每股面值0.004港元之普通股：		
At 1 January 2018,	於二零一八年一月一日、		
31 December 2018,	二零一八年十二月三十一日、		
1 January 2019	二零一九年一月一日及		
and 31 December 2019	二零一九年十二月三十一日	10,293,136,554      41,173	37,628



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## 綜合財務報表附註

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### 32. RESERVES

The amounts of the Group's reserves and the movements therein during the year are presented in the consolidated statement of changes in equity.

#### (i) Share premium and capital redemption reserve

The application of share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda (as amended).

#### (ii) Contributed surplus

The contributed surplus of the Group represents the surplus arising from the Group's capital reorganisation in respect of its capital reduction, share subdivision and share consolidation in 2003.

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus; if:

- the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

#### (iii) Capital reserve

Reserve are transferred from retained earnings for compensation if loss and any accident incurred in the future. The capital reserve arose due to the acquisition of PRC subsidiaries in previous year and re-organisation of Hong Kong subsidiaries in previous years.

### 32. 儲備

本集團年內之儲備金額及其變動已於綜合權益變動表呈列。

#### (i) 股份溢價及股本贖回儲備

股份溢價賬之應用受百慕達一九八一年公司法(經修訂)第40節規管。

#### (ii) 繳入盈餘

本集團之繳入盈餘指涉及於二零零三年削減本集團股本、拆細股份及股份合併之本集團股本重組而產生之盈餘。

根據百慕達一九八一年公司法(經修訂)，繳入盈餘可分派予股東。然而，於下列情況下，一間公司不可自繳入盈餘宣佈或派發股息或作出分派：

- 此公司在繳款後無法或將無法支付到期之債項；或
- 此公司之資產可變現值低於其負債及已發行股本及股份溢價賬之總額。

#### (iii) 資本儲備

該儲備於日後產生虧損及任何事故時由保留盈利轉撥作賠償。資本儲備因往年收購中國附屬公司及於往年重組香港附屬公司而產生。

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**32. RESERVES** (continued)**(iv) Currency translation reserve**

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2.

**(v) Fair value through other comprehensive income reserve**

The fair value through other comprehensive income reserve comprises the cumulative net change in the fair value of financial assets at the end of each reporting period and is dealt with in accordance with the accounting policy set out in Note 2.

**32. 儲備** (續)**(iv) 貨幣兌換儲備**

匯兌儲備包括因換算海外業務財務報表而產生之所有匯兌差額。該儲備乃根據附註2所載會計政策處理。

**(v) 按公平值計入其他全面收入儲備**

按公平值計入其他全面收入儲備包括於各報告期末的金融資產之公平值累計變動淨額，並根據附註2所載會計政策處理。

**33. CAPITAL COMMITMENTS****33. 資本承擔**

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 <i>RMB'000</i> 人民幣千元
Capital commitments (contracted but not provided for):	資本承擔(已訂約但未撥備):		
Capital injection into subsidiaries	向附屬公司注資	<b>22,842</b>	19,842
Capital injection into an associate	向一間聯營公司注資	<b>26,249</b>	26,249
Construction costs of properties under development	發展中物業 建築成本	<b>629,433</b>	639,220
Consideration for acquisition of land use right	收購土地使用權之代價	-	260,400
		<b>678,524</b>	945,711



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 34. OPERATING LEASE COMMITMENTS

#### As Lessee

As at 31 December 2018, the total future minimum lease payments payable by the Group under non-cancellable operating leases in respect of land and building are as follows:

		2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	2,042
In the second to fifth years	第二至第五年	3,937
		<u>5,979</u>

The Group leases a number of properties under operating leases. The leases run for an initial period from one to five years, with an option to renew the lease and renegotiated the terms at the expiry date as mutually agreed between the Group and respective landlords. None of the leases include contingent rental.

#### As Lessor

At 31 December 2019 and 2018, the total future minimum lease receivable by the Group under non-cancellable operating leases in respect of investment properties are as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	1,866	963
In the second to fifth years	第二至第五年	-	162
		<u>1,866</u>	<u>1,125</u>

### 34. 經營租賃承擔

#### 作為承租人

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃就土地及樓宇應付之日後最低租賃款項總額如下：

		2018 二零一八年 RMB'000 人民幣千元
Within one year	一年內	2,042
In the second to fifth years	第二至第五年	3,937
		<u>5,979</u>

本集團根據經營租賃租用若干物業。該等租約首個出租期間為期一年至五年，本集團可選擇與有關業主於屆滿日期共同協定續租及重新磋商條款。概無租約包含或然租金。

#### 作為出租人

於二零一九年及二零一八年十二月三十一日，本集團根據不可撤銷經營租賃就投資物業應收之日後最低租賃款項總額如下：





(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 35. LOAN FACILITIES

As at 31 December 2019, the loan facilities including bank loans and loans from financial institution.

Loan facilities from banks amounted RMB333,326,200 were fully utilized at the end of 2019. It was secured by the Group's investment properties, completed properties held for sale and personal guarantee by a director of the Company.

Loan facilities from financial institutions amounted RMB700,000,000 (2018: RMB300,000,000) were utilized as to RMB419,000,000 at the end of 2019 (2018: RMB300,000,000). They were secured by completed properties held for sale, properties under development, pledge deposits, equity interest of Xuzhou Shiyou Logistics Development Co. Ltd. and Yangzhou Shiyou Logistics Development Co. Ltd., personal guarantee by a director of the Company, corporate and personal guarantee provided by parties connected with the aforementioned director.

There are no loan facilities granted to subsidiaries which are secured by the corporate guarantee of the Company as at 31 December 2019 and 2018.

### 35. 貸款融資

於二零一九年十二月三十一日，貸款包括銀行貸款及金融機構貸款。

來自銀行之貸款授信額度人民幣333,326,200元已於二零一九年底悉數動用。其以本集團之投資物業、持作出售之已竣工物業及本公司董事之個人擔保作抵押。

來自金融機構之貸款授信額度為人民幣700,000,000元(二零一八年：人民幣300,000,000元)，於二零一九年底已動用其中人民幣419,000,000元(二零一八年：人民幣300,000,000元)。其以持作出售之已竣工物業、發展中物業、已抵押存款、徐州世郵物流發展有限公司及揚州世郵物流發展有限公司之股權、本公司董事之個人擔保、與上述董事有關聯之人士提供之公司及個人擔保。

於二零一九年及二零一八年十二月三十一日，概無授予附屬公司之貸款授信額度乃以本公司之公司擔保作抵押。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 36. PLEDGED OF ASSETS

At the end of reporting period, the following assets of the Group were pledged to banks and financial institution in order to secure the borrowings granted to the Group:

### 36. 資產抵押

於報告期末，本集團將下列資產抵押予銀行及金融機構，為本集團獲授借款作抵押：

		<b>31 December 2019</b>	31 December 2018
		二零一九年 十二月三十一日	二零一八年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Completed properties held for sale	持作出售之已竣工物業	<b>455,211</b>	-
Properties under development	發展中物業	<b>538,348</b>	454,698
Investment properties	投資物業	<b>607,000</b>	665,000
Pledged deposit	已抵押按金	<b>4,190</b>	3,000
		<b>1,604,749</b>	1,122,698

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

## 37. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

## 37. 因融資業務產生之債務變動

		Amounts due to an executive director	Amounts due to an associate	Lease liabilities	
	Borrowings	應付一名執行 董事款項	應付一間聯營 公司款項	租賃負債	
	借款	董事款項	公司款項	租賃負債	
	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	
At 31 December 2018	於二零一八年十二月三十一日	381,854	2,861	172,199	-
Impact on initial application of HKFRS 16 (note)	初步應用香港財務報告準則第16號的影響(附註)	-	-	-	4,774
At 1 January 2019	於二零一九年一月一日	381,854	2,861	172,199	4,774
<b>Changes from financing cash flows</b>	<b>融資現金流量變動</b>				
Proceeds from bank loan	銀行貸款所得款項	340,471	-	-	-
Proceeds from other unsecured loan	其他無抵押貸款所得款項	330,000	-	-	-
Proceeds from other secured loans	其他有抵押貸款所得款項	119,000	-	-	-
Repayment of bank loans	償還銀行貸款	(7,144)	-	-	-
Repayment of other unsecured loan	償還其他無抵押貸款	(316,754)	-	-	-
Net movement of amounts due to an associate	應付一間聯營公司款項淨變動	-	-	(59,825)	-
Net movement of amounts due to an executive director	應付一名執行董事款項淨變動	-	2,774	-	-
Repayment of principal of lease liabilities	償還租賃負債本金	-	-	-	(1,371)
Interest element of lease liabilities paid	已付租賃負債的利息部分	-	-	-	(390)
Interest paid on loan borrowing	已付銀行借貸之利息	(22,077)	-	-	-
<b>Total changes from Financing cash flows</b>	<b>融資現金流量變動總額</b>	443,496	2,774	(59,825)	(1,761)
<b>Other changes:</b>	<b>其他變動:</b>				
Finance costs	融資成本	<b>32,737</b>	-	-	<b>390</b>
At 31 December 2019	於二零一九年十二月三十一日	<b>858,087</b>	<b>5,635</b>	<b>112,374</b>	<b>3,403</b>

Note: The Group has initially applied HKFRS 16 retrospectively with the cumulative effect recognized at the date of initial application, 1 January 2019, to recognized lease liabilities relating to lease which were previously classified as operating lease under HKAS 17.

附註：本公司已對與先前根據香港會計準則第17號分類為經營租賃的租賃有關的已確認租賃負債，追溯初步應用香港財務報告準則第16號，連同於初步應用日期二零一九年一月一日確認的累計影響。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 37. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

### 37. 因融資業務產生之債務變動 (續)

		Amount due to an executive director	Amount due to an associate	
	Borrowings	應付一名執行 董事款項	應付一間聯營 公司款項	
	借款	董事款項	公司款項	
	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2018	於二零一八年一月一日	271,854	17,091	180,088
<b>Changes from financing cash flows</b>	<b>融資現金流量變動</b>			
Proceeds from other unsecured loan	其他無抵押貸款所得款項	20,000	-	-
Proceeds from other secured loan	其他有抵押貸款所得款項	300,000	-	-
Repayment of bank loans	償還銀行貸款	(170,000)	-	-
Repayment of other unsecured loan	償還其他無抵押貸款	(40,000)	-	-
Net movement of amounts due to an associate	應付一間聯營公司款項淨變動	-	-	(10,322)
Net movement of amount due to an executive director	應付一名執行董事款項淨變動	-	(14,230)	-
Interest paid on bank loan borrowing	已付銀行貸款借貸之利息	(4,341)	-	-
<b>Total changes from Financing cash flows</b>	<b>融資現金流量變動總額</b>	105,659	(14,230)	(10,322)
<b>Other changes:</b>	<b>其他變動：</b>			
Finance costs	融資成本	<b>4,341</b>	<b>-</b>	<b>2,433</b>
At 31 December 2018	於二零一八年十二月三十一日	<b>381,854</b>	<b>2,861</b>	<b>172,199</b>

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**38. RELATED PARTY TRANSACTIONS**

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group had the following significant transactions with related parties:

**(a) Compensation of key management personnel:**

The directors are of the opinion that the key management personnel were the executive and non-executive director of the Company, details of whose emoluments are set out in Note 11.

**(b) Balance with related party:****38. 關聯人士交易**

除於該等綜合財務報表其他部分披露之交易及結餘外，本集團曾與關聯人士進行下列重大交易：

**(a) 主要管理人員補償：**

董事認為，本公司之執行及非執行董事為主要管理人員，彼等之薪酬詳情載於附註11。

**(b) 與關聯人士之結餘：**

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Balances due to related parties:	應付關聯人士之結餘		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note (a))	廣州新天房地產發展有限公司 (附註(a))	112,374	172,199
<b>Related company:</b>	<b>關聯公司：</b>		
Guangzhou Tianlun Property Management Limited Company (note (b))	廣州天倫物業管理有限公司 (附註(b))	-	790
<b>Executive Director:</b>	<b>執行董事：</b>		
Mr. Zhang Gao Bin (note (c))	張高濱先生 (附註(c))	5,635	2,861
Lease liabilities:	租賃負債：		
<b>Related company:</b>	<b>關聯公司：</b>		
Tianlun Holdings Limited Company (note (g))	天倫控股有限公司 (附註(g))	3,403	-



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 38. RELATED PARTY TRANSACTIONS

(continued)

#### (c) Transaction with related party:

### 38. 關聯人士交易 (續)

#### (c) 與關聯人士之交易：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<u>Interest paid on current account to a related company</u>	<u>就往來賬付予關聯公司之利息</u>		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note (a))	廣州新天房地產發展有限公司 (附註(a))	-	2,433
<u>Realised deferred management fee/ management fee income from a related party</u>	<u>已變現遞延管理費／來自關聯人士之管理費收入</u>		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note (d))	廣州新天房地產發展有限公司 (附註(d))	212	12,345
<u>Realised deferred interest income on loan to a related party</u>	<u>給予關連人士貸款之已變現遞延利息收入</u>		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note (f))	廣州新天房地產發展有限公司 (附註(f))	665	3,262
<u>Rental payment paid to a related party</u>	<u>給予關聯人士之租賃支出</u>		
<b>Related company:</b>	<b>關聯公司：</b>		
Tianlun Holdings Limited Company (note (e))	天倫控股有限公司 (附註(e))	-	1,258

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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 38. RELATED PARTY TRANSACTIONS

(continued)

#### (c) Transaction with related party: (continued)

### 38. 關聯人士交易

(續)

#### (c) 與關聯人士之交易：(續)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Repayment of lease liabilities to a related party	向一名關聯人士償還租賃負債		
<b>Related company:</b>	<b>關聯公司：</b>		
Tianlun Holdings Limited Company (note (g))	天倫控股有限公司 (附註(g))	1,371	-
Sundry income from an related party	一間關聯人士之雜項收入		
<b>Associate:</b>	<b>聯營公司：</b>		
Guangzhou Xintian Properties Development Limited (note (h))	廣州新天房地產開發有限公司 (附註(h))	6,093	-
Corporate/personal guarantee provided by related parties in respect of loans facilities of the Group	關聯人士就本集團貸款融資提供之公司／個人擔保		
<b>Parties related to a director</b>	<b>與董事有關聯之人士：</b>		
Tianlun Holdings Limited Company (note (i))	天倫控股有限公司 (附註(i))	400,000,000	-
Zhang Guo Ming (note (i))	張國明 (附註(i))	400,000,000	-
<b>Director:</b>	<b>董事：</b>		
Zhang Gao Bin (note (j))	張高濱 (附註(j))	849,970,000	-



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 38. RELATED PARTY TRANSACTIONS

(continued)

Notes:

- (a) Balances due to an associate are unsecured, interest free and no repayment terms in the year ended 31 December 2019 and 31 December 2018 except for the approximate amount of RMB60,000,000 was charged at 4% per annum and repayable on demand as at 31 December 2018, such amount was fully repaid during the year ended 31 December 2019.
- (b) Balance due to a related company is unsecured, interest free and repayable on demand.
- (c) Balance due to an executive director is unsecured, interest free and repayable on demand.
- (d) Management fee income from an associate was charged at a negotiated value, deferred and recognised at applicable basis.
- (e) Rental payment paid to related companies were charged at a negotiated value.
- (f) The deferred interest income on a previous loan to a related party was realised during the year.
- (g) It represents the lease liabilities payable to a related company for the right of use of a property as back office for a term of 3 years. The balance is repayable within 2 years. It was charged at a negotiated value.
- (h) It represents a waiver of interest payable of RMB6,093,000 on a borrowing from an associate after mutual agreement between the Group, the associate and the controlling shareholder of an associate. The loan amount was fully repaid during the year ended 31 December 2019.
- (i) The underlying loan facilities amounted RMB400,000,000 were utilized as to RMB119,000,000 at the end of 2019.
- (j) The underlying loan facilities amounted RMB849,970,000 (2018: RMB300,000,000) were utilized as to RMB568,970,000 at the end of 2019 (2018: RMB300,000,000)

### 38. 關聯人士交易 (續)

附註：

- (a) 截至二零一九年十二月三十一日及二零一八年十二月三十一日止年度，應付一間聯營公司結餘為無抵押、免息及無還款期限，惟於二零一八年十二月三十一日約人民幣60,000,000元按每年4%計息及須於要求時償還除外，該款項已於截至二零一九年十二月三十一日止年度內悉數償還。
- (b) 應付關聯公司結餘為無抵押、免息及須於要求時償還。
- (c) 應付一名執行董事結餘為無抵押、免息及須於要求時償還。
- (d) 來自一間聯營公司之管理費收入按議定價值收取、已遞延及按適用基準確認。
- (e) 付予關聯公司之租賃支出乃按議定價值收取。
- (f) 給予關聯人士之過往貸款之遞延利息收入已於年內變現。
- (g) 其指就一項用作後台辦公室為期三年之物業使用權而應付予一間關聯公司之租賃負債。結餘須於兩年內支付。其按協商價支付。
- (h) 其指經本集團、一間聯營公司及聯營公司控股股東相互協定後，豁免就聯營公司借款應付之利息人民幣6,093,000元。貸款額已於截至二零一九年十二月三十一日止年度內悉數償還。
- (i) 相關貸款授信額度為人民幣400,000,000元，其中人民幣119,000,000元於二零一九年底已動用。
- (j) 相關貸款授信額度為人民幣849,970,000元(二零一八年：人民幣300,000,000元)，其中人民幣568,970,000元(二零一八年：人民幣300,000,000元)於二零一九年底已動用。





### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

The Group does not have written risk management policies and guidelines. Generally, the Group employs a conservative strategy regarding its risk management. Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors periodically. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels. As the Group's exposure to market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk are kept at a minimum level, the Group has not used any derivative or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed are discussed below.

As at the reporting date, the Group's financial instruments mainly consisted of pledged deposit, cash and cash equivalents, trade receivables, deposits and other receivables, trade payables and other payables and borrowings.

### 39. 財務風險管理及公平值計量

本集團須就其於日常業務及投資活動中使用之金融工具承受財務風險。財務風險包括市場風險（包括貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。

本集團並無書面的風險管理政策及指引。一般而言，本集團就其風險管理採用保守策略。財務風險管理主要在本集團總部協調，並定期與董事會緊密合作。整體財務風險管理目標集中於將所承受之財務市場風險減至最低，從而保障本集團短期至中期之現金流量。在可接受風險水平內，管理長期財務投資以產生持久回報。由於本集團所承受之市場風險（包括貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險維持於最低水平，故本集團並無使用任何衍生工具或其他工具作對沖用途。本集團並無持有或發行衍生金融工具作買賣用途。本集團須承受之最重大財務風險於下文論述。

於報告日期，本集團之金融工具主要包括已抵押按金、現金及現金等價物、應收賬款、按金及其他應收款項、應付賬款及其他應付賬款及借款。



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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

#### (a) Categories of financial assets and liabilities

The carrying amounts presented in the Group's statements of consolidated financial position relate to the following categories of financial assets and financial liabilities:

### 39. 財務風險管理及公平值計量 (續)

#### (a) 金融資產及負債之類別

本集團綜合財政狀況報表呈列之賬面值與以下金融資產及金融負債類別有關：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Financial assets</b> 金融資產			
Financial assets at amortised cost measured	按攤銷成本計量之金融資產		
– Trade receivables	– 應收賬款	6,282	7,782
– Deposits and other receivables	– 按金及其他應收賬款	84,803	101,953
– Pledged deposits	– 已抵押按金	4,190	3,000
– Cash and cash equivalents	– 現金及現金等價物	194,569	43,211
		<b>289,844</b>	155,946
<b>Financial liabilities</b> 金融負債			
Financial liabilities measured at	按攤銷成本計量之		
amortised cost	金融負債		
– Trade payables	– 應付賬款	455,738	279,251
– Other payables	– 其他應付款項	151,178	222,604
– Borrowings	– 借款	858,087	381,854
		<b>1,465,003</b>	883,709

**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS** (continued)**(b) Foreign currency risk**

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency.

The functional currency of the Company and its major subsidiaries in Hong Kong is Hong Kong Dollar (“**HK\$**”) in which most of the transactions are denominated. The functional currency of those subsidiaries operating in PRC is RMB in which most of its transactions are denominated. Certain bank balances of the Group are denominated in HK\$ and RMB respectively. As at the reporting date, foreign currencies were translated into RMB at the closing rate.

The management considers future commercial transactions, monetary assets and liabilities are denominated in the functional currency of each entity of the Group. Therefore, the foreign currency risk is immaterial.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

**(c) Credit risk and impairment assessment**

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group’s exposure to credit risk mainly arises from the ordinary course of its operations.

**39. 財務風險管理及公平值計量** (續)**(b) 外匯風險**

貨幣風險指金融工具之公平值或未來現金流量會隨匯率變動而波動之風險。

本公司及其香港主要附屬公司的功能貨幣為港元(「港元」)，大部分交易以港元結算。於中國經營的附屬公司的功能貨幣為人民幣，大部分交易以人民幣結算。本集團若干銀行結餘分別以港元及人民幣結算。於報告日期，外幣乃按收市匯率換算為人民幣。

管理層認為日後商貿、貨幣資產及負債均以本集團各實體之功能貨幣計值，因此外匯風險微乎其微。

本集團目前並無外幣對沖政策。然而，管理層監督外匯風險，並於必要時考慮對沖重大外幣風險。

本集團自過去數年以來一直沿用管理外匯風險之政策，並認為該等政策屬有效。

**(c) 信貸風險及減值評估**

信貸風險指金融工具之交易方未能根據金融工具之條款履行其責任而令本集團蒙受財務損失之風險。本集團承受之信貸風險主要來自於日常業務過程。



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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

#### (c) Credit risk and impairment assessment (continued)

The carrying amounts of trade receivables, deposits and other receivables, pledged deposit and cash and cash equivalent included in the face of the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The credit risks on pledged deposit and cash and cash equivalent are limited because the counterparties are banks and financial institution with high credit ratings assigned by international credit-rating agencies.

The credit risks on deposits and other receivables are limited because the counterparties are mainly government authorities which are considered with very low risk of default.

Deposits and other receivables, pledged deposit and cash and cash equivalents are considered to have low credit risk and therefore the loss allowances are measured at an amount equal to 12-month ECL.

### 39. 財務風險管理及公平值計量 (續)

#### (c) 信貸風險及減值評估 (續)

載於綜合財政狀況表之應收賬款、按金及其他應收賬款、已抵押按金以及現金及現金等價物賬面值為本集團就其財務資產承受之最大信貸風險。

已抵押按金以及現金及現金等價物之信貸風險有限，原因為對方為銀行及具有國際信貸評級機構給予高信貸評級的金融機構。

按金及其他應收賬款之信貸風險有限，原因為對方主要為政府機構，彼等被認為具有極低違約風險。

按金及其他應收賬款、已抵押按金以及現金及現金等價物被認為具有低信貸風險，故虧損撥備按相當於十二個月預期信貸虧損之金額計量。

**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS** (continued)**(c) Credit risk and impairment assessment**  
(continued)

For the rents receivables from properties, the Group has policies in place to ensure that leases are made to tenants with an appropriate financial strength and appropriate percentage of down payments and rental deposits. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade and other receivables to ensure that adequate impairment losses are made for irrecoverable amounts. The Group has no significant concentrations of credit risk, with exposure spread over a large number of counter parties and customers.

The Group has low concentration of credit risk as the total other receivables was mainly due from a PRC local government authority.

The credit policies to manage credit risk have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

**39. 財務風險管理及公平值計量**  
(續)**(c) 信貸風險及減值評估**  
(續)

就物業應收租金而言，本集團已實施政策確保向具有合適財政狀況及支付適當百分比首期款項及租賃按金之租戶進行租賃。本集團亦設有其他監控程序以確保採取跟進措施收回逾期債務。此外，本集團定期審閱各個別應收賬款及其他應收賬款之可收回金額，以確保就不可收回金額計提足夠減值虧損。鑑於所承受風險與眾多交易方及客戶有關，故本集團並無重大集中信貸風險。

本集團之信貸風險集中度低，因其他應收賬款總額主要來自一間中國地方政府部門。

本集團自過去數年以來一直沿用管理信貸風險之信貸政策，並認為該等政策已有效地將本集團之信貸風險限制於理想水平。



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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

#### (c) Credit risk and impairment assessment (continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its property investment operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables of the property investment segment which are assessed based on provision matrix as at 31 December 2019 and 2018 within lifetime ECL.

#### Gross carrying amount

	2019 二零一九年			2018 二零一八年		
	Gross carrying amount	Average loss rate	Allowance on trade receivables	Gross carrying amount	Average loss rate	Allowance on trade receivables
			應收賬款撥備			應收賬款撥備
	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
Current (not past due) 即期(並無逾期)	6,130	3.71%	227	7,823	5.67%	444
1-180 days past due 逾期1至180日	157	3.78%	6	144	5.79%	8
181-365 days past due 逾期181至365日	151	3.79%	6	22	5.81%	1
	<b>6,438</b>		<b>239</b>	<b>7,989</b>		<b>453</b>

### 39. 財務風險管理及公平值計量 (續)

#### (c) 信貸風險及減值評估 (續)

作為本集團信貸風險管理之一部分，本集團以債務人之賬齡就其物業投資營運評估其客戶之減值，此乃由於該等客戶包括大量具有共通風險特徵之小型客戶，足以反映客戶根據合約條款支付所有到期款項的能力。下表提供有關於永久預期信貸虧損內有關物業投資分部之應收賬款(於二零一九年及二零一八年十二月三十一日按撥備矩陣評估)信貸風險之資料。

#### 賬面總值

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS** (continued)**(c) Credit risk and impairment assessment**  
(continued)**Gross carrying amount** (continued)

The estimated loss rates are estimated based on historical observed default rates adjusted for forward-looking information that is available without undue cost or effort.

The following tables show the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

**39. 財務風險管理及公平值計量**  
(續)**(c) 信貸風險及減值評估**  
(續)**賬面總值** (續)

估計虧損率乃根據歷史觀察違約率而估計，並就毋須付出不必要成本或努力即可取得之前瞻性資料作出調整。

下表列示根據簡化方法已確認應收賬款之永久預期信貸虧損之變動：

		Lifetime ECL (not credit- impaired) 永久預期 信貸虧損 (非信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 永久預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>As at 1 January 2018</b>	於二零一八年一月一日	-	1,500	1,500
Impairment losses recognized	已確認減值虧損	453	5,729	6,182
Uncollectible amounts written off	已撤銷之不可收回款項	-	(7,229)	(7,229)
<b>As at 31 December 2018</b>	於二零一八年十二月三十一日	453	-	453
Impairment losses recognized	已確認減值虧損	(214)	769	555
Uncollectible amounts written off	已撤銷之不可收回款項	-	(769)	(769)
<b>As at 31 December 2019</b>	於二零一九年十二月三十一日	239	-	239



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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

#### (d) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's cash flow interest rate risk arises from interest bearing bank deposits and borrowings at variable interest rate. Borrowings at fixed rates expose the Group to fair value interest rate risk. The Group currently does not have any interest rate hedging policy and will consider enter into interest rate hedging should the need arise. The Group ensures that it borrows at competitive interest rates under favourable terms and conditions.

Management considers the exposure to the changes in market interest rate should not be materially enough to cause adverse financial effect on the Group's position.

The policies to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

### 39. 財務風險管理及公平值計量 (續)

#### (d) 利率風險

利率風險乃與金融工具之公平值或現金流量會隨市場利率變動而波動之風險有關。

本集團之現金流量利率風險來自計息銀行存款及按浮動利率計息之銀行借款。按固定利率計息之借款使本集團承受公平值利率風險。本集團目前並無任何利率對沖政策，惟會於必要時考慮訂立利率對沖。本集團確保在有利條款及條件下，按具競爭力的利率籌得借款。

管理層認為，市場利率變動的風險應不足以對本集團狀況造成不利財務影響。

本集團自過去數年一直沿用管理利率風險之政策，並認為該等政策屬有效。



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**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS** (continued)**(d) Interest rate risk** (continued)

The Group is exposed to interest rate risk through the impact of the rate changes on interest-bearing borrowings. The interest rates and terms of repayment of the Group's interest-bearing loans are shown as below "interest rate profile". The Group defines "net borrowings" as being interest bearing financial liabilities. The Group's policy is to obtain the most favourable interest rates available for the borrowings.

**i) Interest rate profile**

The following table details the interest rate profile of the Group's net borrowings (as defined above) at the end of the reporting period.

**39. 財務風險管理及公平值計量** (續)**(d) 利率風險** (續)

本集團因計息借款之利率變化而承受利率風險。本集團計息貸款之利率及償還條款均於下文「利率概況」列示。本集團將「借款淨額」界定為計息金融負債。本集團之政策乃為借款取得最優惠利率。

**i) 利率概況**

下表詳述本集團於報告期末借款淨額(定義見上文)之利率概況。

		2019 二零一九年		2018 二零一八年	
		Effective interest rate 實際利率 %	RMB'000 人民幣千元	Effective interest rate 實際利率 %	RMB'000 人民幣千元
<b>Net fixed rate borrowings</b>	<b>定息借款淨額</b>				
Borrowings from financial institution	金融機構借款	9.5%-11%	419,000	11%	300,000
Borrowings from third parties	第三方借款	11%	105,760	5% to 11%	81,854
			524,760		381,854
Variable rate borrowings	浮息借款				
Bank borrowings	銀行借款		333,327	-	-
		At the People's Bank of China 5 years loan base interest plus 63.27% to 110.60% 按中國人民銀行 五年貸款基準 利率加63.27% 至110.60%			
<b>Total net borrowing</b>	<b>總借款淨額</b>		<b>858,087</b>		<b>381,854</b>



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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

#### (d) Interest rate risk (continued)

##### ii) Sensitivity analysis

At 31 December 2019, it is estimated that a general increase/decrease of 50 basis points (2018: 50 basis points) in interest rates, with all other variables held constant, would increase/decrease the Group's loss after tax and accumulated loss by approximately RMB3,218,000 (2018: RMB1,432,000).

The sensitivity analysis above indicates the instantaneous change in the Group's loss after tax (and accumulated loss) and other components of equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's loss after tax (and accumulated loss) and other components of equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2018.

### 39. 財務風險管理及公平值計量 (續)

#### (d) 利率風險 (續)

##### ii) 敏感度分析

於二零一九年十二月三十一日，估計在所有其他變量維持不變情況下，利率整體上升／下降50個基點（二零一八年：50個基點）將令本集團之除稅後虧損及累計虧損增加／減少約人民幣3,218,000元（二零一八年：人民幣1,432,000元）。

上述敏感度分析指出假設利率變化於報告期末發生，本集團的除稅後虧損（及累計虧損）及其他權益部份產生的瞬時變動。就本集團於報告期末持有的浮息非衍生工具所產生的現金流量利率風險而言，對本集團的除稅後虧損（及累計虧損）及其他權益部份乃估計為該利率變動對利息支出或收入的年化影響。該分析按與二零一八年相同的基準進行。

**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS** (continued)**(e) Other price risk**

The management consider that the effect to the change in fair value of investment in equity instrument at fair value through other comprehensive income on the change in fair value is minimal.

The policies to manage other price risk have been followed by the Group since prior years and are consider to be effective.

**(f) Liquidity risk**

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group is exposed to liquidity risk in respect of settlement of trade payables, other payables, lease liabilities and borrowings and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The Group manages its liquidity needs on a consolidated basis by carefully monitoring the cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 30 day projection. Long term liquidity needs for a 180-day and 365-day lookout period are identified monthly.

The Group's liquidity is mainly dependent upon the cash received from its tenants of investment properties and customers of trading property held for sale, and funds financing for property under construction. The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

The liquidity policies have been followed by the Group since prior years and are considered to be effective in managing liquidity risks.

**39. 財務風險管理及公平值計量** (續)**(e) 其他價格風險**

管理層認為按公平值計入其他全面收入之權益工具的公平值變動對公平值變動的影響甚微。

本集團自過去數年一直沿用管理其他價格風險之政策，並認為該等政策屬有效。

**(f) 流動資金風險**

流動資金風險與本集團未能達成其以現金或另一金融資產清償財務負債責任之風險有關。本集團在清償應付賬款、其他應付款項、租賃負債及借款以及現金流量管理方面承受流動資金風險。本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。

本集團透過審慎監察日常業務到期現金流入及流出，以綜合管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按30日滾存預測。每月釐定180日及365日監察期，監察長期流動資金需要。

本集團之流動資金主要取決於從其投資物業的租戶及持作出售物業交易的客戶收取之現金以及在建物業之資金融資。本公司董事信納，本集團將有能力悉數償還於可見將來到期之財務責任。

本集團自過去數年一直沿用流動資金政策，並認為該等政策可有效管理流動資金風險。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

#### (f) Liquidity risk (continued)

The following tables detail the remaining contractual maturities at the reporting date of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group and the Company can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The table includes both interest and principal cash flows:

### 39. 財務風險管理及公平值計量 (續)

#### (f) 流動資金風險 (續)

下表詳列本集團及本公司非衍生金融負債於報告日期之剩餘合約期限，此乃基於合約未貼現現金流量及本集團及本公司可能被要求支付款項之最早日期而作出。具體來說，附有須於要求時償還條款的銀行貸款包括在最早還款時段，而不論銀行選擇行使其有關權利的機會率。下表包括利息及本金現金流量：

		As at 31 December 2019 於二零一九年十二月三十一日						
		Weighted average interest rates	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	Between one year and two years	Between two years and five years	More than five years
		加權平均利率	賬面值	合約未貼現現金流量總額	一年內或按要求	一年至兩年間	兩年至五年間	超過五年
		%	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
Trade payables	應付賬款	-	455,738	455,738	(455,738)	-	-	-
Other payables	其他應付款項	-	151,178	151,178	(151,178)	-	-	-
Lease liabilities (principal amount plus interest)	租賃負債 (本金額加利息)	11%	3,403	3,791	(1,849)	(1,942)	-	-
Borrowings (principal amount plus interest)	借款 (本金額加利息)	9.0%	858,087	1,011,706	(493,235)	(185,761)	(216,922)	(115,788)
Financial guarantees	財務擔保	-	5,735	5,735	(5,735)	-	-	-
			<b>1,474,141</b>	<b>1,628,148</b>	<b>(1,107,735)</b>	<b>(187,703)</b>	<b>(216,922)</b>	<b>(115,788)</b>

		As at 31 December 2018 於二零一八年十二月三十一日						
		Weighted average interest rates	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	Between one year and two years	Between two years and five years	More than five years
		加權平均利率	賬面值	合約未貼現現金流量總額	一年內或按要求	一年至兩年間	兩年至五年間	超過五年
		%	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
Trade payables	應付賬款	-	279,251	279,251	(279,251)	-	-	-
Other payables	其他應付款項	1.1%	222,604	225,004	(225,004)	-	-	-
Borrowings (principal amount plus interest)	借款 (本金額加利息)	9.2%	381,854	417,018	(417,018)	-	-	-
			<b>883,709</b>	<b>921,273</b>	<b>(921,273)</b>	<b>-</b>	<b>-</b>	<b>-</b>

**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS** (continued)**(g) Fair value measurement recognised in the consolidated statement of financial position**

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

**Fair value of other financial instruments**

The Group also has a number of financial instruments which are not measured at fair value in the consolidated statement of financial position. For the majority of these instruments, the fair value are not materially different to their carrying amounts, since the interest receivable and payable is either close to current market rates or the instruments are short-term in nature.

**39. 財務風險管理及公平值計量** (續)**(g) 於綜合財政狀況表確認之公平值計量**

金融資產及負債根據計量該等金融資產及負債公平值所用重大輸入數據之相對可靠程度按級別分為三級。公平值級別包括以下各級：

- 第一級：相同資產及負債之活躍市場報價(未經調整)；
- 第二級：第一級所包括報價以外就資產或負債觀察所得輸入數值，並無使用重大無法觀察之輸入數據。無法觀察之輸入數據並無市場數據；及
- 第三級：並非以觀察所得市場數據為準之資產及負債輸入數值(無法觀察之輸入數值)。

金融資產或負債所屬公平值級別層次完全基於對公平值計量屬重大之最低水平輸入數據分類。

**其他金融工具的公平值**

本集團亦持有若干於綜合財政狀況表並非以公平值計量的金融工具。就大多數該等金融工具而言，公平值與其賬面值差異並不重大，乃因應收及應付利息近乎現時市場利率或工具屬短期性質所致。



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## 綜合財務報表附註

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### 40. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditures and projected strategic investment opportunities.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group regards total equity attributable to the owners of the Company presented on the face of the consolidated statement of financial position as capital, for capital management purpose. The amount of capital as at 31 December 2019 amounted to approximately RMB1,852,685,000 (2018: approximately RMB1,947,888,000), which the management considers as optimal having considered the projected capital expenditures and the forecast strategic investment opportunities.

The Group is not subject to externally imposed capital requirements.

### 40. 資本管理

本集團之資本管理目標為確保本集團能持續營運，及透過為貨品及服務訂立與風險水平相稱之價格為股東提供充分回報。

本集團積極及定期檢討與管理其資本架構，同時考慮到本集團之未來資本需要、目前及預計資本開支及預計策略投資機會，確保達致最佳資本架構及股東回報。

為維持或調整資本結構，本集團可能調整向股東派付之股息、向股東退回資本、發行新股或出售資產以減輕債務。

就資本管理而言，本集團將綜合財政狀況表所呈列之本公司擁有人應佔總權益視作資本。於二零一九年十二月三十一日之資本金額約人民幣1,852,685,000元（二零一八年：約人民幣1,947,888,000元），經考慮預計資本開支及預測策略投資機會後，管理層認為已達致最佳資本水平。

本集團並無受制於外界施加之資本規定。

## 41. FINANCIAL GUARANTEES

## 41. 財務擔保

2019	2018
二零一九年	二零一八年
RMB'000	RMB'000
人民幣千元	人民幣千元

Guarantee in respect of mortgage facilities for certain purchasers of the Group's property units (note) 本集團部分物業單位買家之按揭融資擔保 (附註)

5,735

-

*Note:* The Group has in cooperation with certain financial institutions arranged mortgage loan facility for its purchasers of property and provided guarantees to secure obligations of such purchasers for repayments. As at 31 December 2019, the outstanding guarantees amounted to RMB5,735,000 (2018: Nil). Such guarantees will be discharged upon the earlier of (i) issuance of the real estate ownership certificate which will generally be available within one year after the purchasers take possession of the relevant property; and (ii) the satisfaction of relevant mortgage loan by purchasers. Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the banks, and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantee starts from the dates the mortgagees obtained the mortgage loans. The directors consider that the likelihood of default in payments by purchasers is minimal and therefore the financial guarantees measured at fair value are immaterial.

*附註：* 本集團已與若干金融機構合作，為物業買家安排按揭貸款融資及提供擔保以確保相關買家的還款責任。於二零一九年十二月三十一日，人民幣5,735,000元（二零一八年：無）之未償還擔保款項將於下列較早時間解除：(i)簽發房地產所有權證，一般為買家取得相關物業之所有權後一年內；及(ii)買家清償相關按揭貸款。根據擔保條款，倘該等買家支付按揭款項時出現違規，本集團須負責向銀行償還違約買家尚欠銀行之按揭本金連同應計利息及罰款，而本集團有權取得有關物業之法定業權及所有權。本集團之擔保自抵押人取得按揭貸款日期開始。董事認為，買家拖欠付款的可能性甚微，故按公平值計算的財務擔保並不重大。



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## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 42. INTERESTS IN SUBSIDIARIES

Particulars of the subsidiaries at 31 December 2019 and 31 December 2018 were as follows:

### 42. 於附屬公司之權益

於二零一九年十二月三十一日及二零一八年十二月三十一日，附屬公司之詳情如下：

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Canton Million Investments Limited (iii)	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	US\$1 1美元	100%	100%	-	Investment holding in Hong Kong 於香港從事投資控股
Chengmai Shiyou Logistics Co. Ltd. (ii), (iii) & (iv) 澄邁世郵物流有限公司 (ii) · (iii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	51%	-	100%	Inactive 暫無業務
Grandwill International Investment Limited 宏志國際投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	-	100%	Inactive 暫無業務
Guangzhou City Liwan Qi Che Zhi Pei Factory Company Limited (ii) & (iv) 廣州市荔灣汽車制配廠有限公司 (ii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Property investment in the PRC 於中國從事物業投資
Guangzhou Fanzhan Trading Limited (i), (iii) & (iv) 廣州帆展貿易有限公司 (i) · (iii) 及 (iv)	The PRC 中國	RMB10,500,000 人民幣10,500,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Guangzhou Fengmao Real Estate Development Limited (ii), (iii) & (iv) 廣州豐茂房地產開發有限公司 (ii) · (iii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Guangzhou Gaotian Investment Limited (ii) & (iv) 廣州高田投資有限公司 (ii) 及 (iv)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	100%	-	100%	Property development and property investment in the PRC 於中國從事物業發展及物業投資



42. INTERESTS IN SUBSIDIARIES (continued)

42. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Guangzhou Guoyou Logistics Co., Ltd. (ii) & (iv) 廣州國郵物流有限公司 (ii)及(iv)	The PRC 中國	RMB48,880,000 人民幣48,880,000元	51%	–	51%	Property development in the PRC 於中國從事物業發展
Guangzhou Huangpu Caming Real Estate Development Limited (i), (iii) & (iv) 廣州黃埔金成房產開發有限公司 (i)、(iii)及(iv)	The PRC 中國	US\$13,000,000 13,000,000美元	100%	–	100%	Property development in the PRC 於中國從事物業發展
Guangzhou Kinyang Real Estate Development Co., Ltd. (i), (iii) & (iv) 廣州建陽房地產發展有限公司 (i)、(iii)及(iv)	The PRC 中國	RMB112,000,000 人民幣112,000,000元	100%	–	100%	Property development and property investment in the PRC 於中國從事物業發展及 物業投資
Guangzhou Shihui Commercial Clubhouse Management Limited (ii), (iii) & (iv) 廣州仕薈商業會所管理 有限公司 (ii)、(iii)及(iv)	The PRC 中國	RMB1,500,000 人民幣1,500,000元	100%	–	100%	Inactive 暫無業務
Guangzhou Talent Shoes Market Management Limited (ii) & (iv) 廣州天倫鞋業市場經營管理 有限公司 (ii)及(iv)	The PRC 中國	RMB2,000,000 人民幣2,000,000元	90%	–	90%	Property management in the PRC 於中國從事物業管理
Guangzhou Xianzhuang Properties Development Limited (ii) & (iv) 廣州賢莊房地產開發有限公司 (ii)及(iv)	The PRC 中國	RMB33,000,000 人民幣33,000,000元	100%	–	100%	Property development in the PRC 於中國從事物業發展



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### 42. INTERESTS IN SUBSIDIARIES (continued)

### 42. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Guangzhou Xinzhuo Properties Management Limited (ii), (iii) & (iv) 廣州新卓物業管理有限公司 (ii)、(iii)及(iv)	The PRC 中國	RMB3,000,000 人民幣3,000,000元	100%	-	100%	Property management in the PRC 於中國從事物業管理
Guangzhou Yijie Cleaning Company Limited (i) & (iv) 廣州邑潔保潔有限公司 (i)及(iv)	The PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	-	100%	Investment holding in the PRC and provision of cleaning services 於中國從事投資控股及 提供清潔服務
Guangzhou Yongxiang Investment Limited (ii) & (iv) 廣州永祥投資有限公司 (ii)及(iv)	The PRC 中國	RMB11,000,000 人民幣11,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Haikou Yicheng Industries Limited (i), (iii) & (iv) 海口易晟實業有限公司 (i)、(iii)及(iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Mark World Properties Limited 德滙置業有限公司	Hong Kong 香港	HK\$1 1港元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Neo Bloom Limited (iii) 新興有限公司 (iii)	BVI 英屬處女群島	US\$1 1美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股
Profit Venture Investment Limited 永陽投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股

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### 42. INTERESTS IN SUBSIDIARIES (continued)

### 42. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Smart Key Global Limited (iii)	BVI 英屬處女群島	US\$1 1美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股
Sure Win Inc. Limited 永盈興業有限公司	Hong Kong 香港	HK\$100 100港元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Talent Central Limited (iii)	BVI 英屬處女群島	US\$101 101美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股
Talent Property Group Limited (ii), (iii) & (iv) 新天地產集團有限公司 (ii)、(iii)及(iv)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Talent Property Limited 新天地產有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	-	100%	Inactive 暫無業務
Talent Prosper Corporation (iii) 天倫興業有限公司 (iii)	BVI 英屬處女群島	US\$2 2美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股
Xuzhou Shiyou Logistics Development Co., Ltd. (ii) & (iv) 徐州世郵物流發展有限公司 (ii)及(iv)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	51%	-	100%	Property development in the PRC 於中國從事物業發展
Yangzhou Shiyou Logistics Development Co., Ltd. (ii) & (iv) 揚州世郵物流發展有限公司 (ii)及(iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	51%	-	100%	Property development in the PRC 於中國從事物業發展



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 42. INTERESTS IN SUBSIDIARIES (continued)

### 42. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Yangzhou Shiyou City Development Co., Ltd. (ii) & (iv) 揚州世郵城市發展有限公司 (ii)及(iv)	The PRC 中國	RMB300,000,000 人民幣300,000,000元	45%	-	90%	Property development in the PRC 於中國從事物業發展
Yunnan Xin Tian Culture Travel Development Limited (ii), (iii) & (iv) 雲南新天文化旅遊發展有限公司 (ii)、(iii)及(iv)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	60%	-	60%	Inactive 暫無業務
Xuzhou Linan Business Management Co., Ltd. (ii), (iii) & (iv) 徐州林安商業管理有限公司 (ii)、(iii)及(iv)	The PRC 中國	RMB3,000,000 人民幣3,000,000元	51%	-	51%	Inactive 暫無業務

Notes:

附註：

- |  |   |
|--|---|
| (i) The above companies are registered as a wholly foreign owned enterprises under the PRC law.  | (i) 上述公司根據中國法律註冊為外商獨資企業。                                      |
| (ii) The above companies are registered as limited companies under the PRC law.  | (ii) 上述公司根據中國法律註冊為有限公司。                                       |
| (iii) The statutory financial statements of these subsidiaries are not audited by CHENG & CHENG LIMITED.   | (iii) 該等附屬公司的法定財務報表並非由鄭鄭會計師事務所有限公司審核。                         |
| (iv) The names of certain companies referred in these consolidated financial statements represent management's best effort in translation of the Chinese names of these companies as no English names have been registered or available. | (iv) 由於並無註冊或可用之英文名稱，本綜合財務報表所提述若干公司之名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。 |

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

**42. INTERESTS IN SUBSIDIARIES (continued)**

The following table lists out the information relating to Guangzhou Guoyou Logistics Co., Ltd, and Yangzhou Shiyou City Development Co., Ltd are subsidiaries which have material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

**Guangzhou Guoyou Logistics Co., Ltd.****42. 於附屬公司之權益 (續)**

下表列出有關廣州國郵物流有限公司及揚州世郵城市發展有限公司(均為擁有重大非控股權益之附屬公司)的資料。下文呈列之財務資料摘要指計入任何公司間撇銷之前的金額。

**廣州國郵物流有限公司**

		2019 二零一九年 <b>RMB'000</b> 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
NCI percentage	非控股權益百分比	<b>49%</b>	49%
Current assets	流動資產	<b>1,384,677</b>	757,994
Non-current assets	非流動資產	<b>8,618</b>	7,705
Current liabilities	流動負債	<b>1,419,011</b>	759,323
Non-current liabilities	非流動負債	<b>119,000</b>	-
Net (liabilities)/assets	(負債)/資產淨值	<b>(144,716)</b>	6,376
Carrying amount of NCI (note (a))	非控股權益之賬面值 (附註 (a))	<b>(90,138)</b>	(3,991)
Carrying amount of subsidiary's NCI	附屬公司非控股權益之賬面值	<b>29,922</b>	-
Revenue	收益	-	-
Loss for the year	年度虧損	<b>(186,092)</b>	17,833
Total comprehensive loss	全面虧損總額	<b>(186,092)</b>	17,833
Loss allocated to NCI	分配至非控股權益之虧損	<b>(91,147)</b>	8,738
Loss allocated to subsidiary's NCI (note (b))	分配至附屬公司非控股權益之虧損 (附註 (b))	<b>(78)</b>	-
Dividend paid to NCI	支付非控股權益之股息	-	-
Dividend paid to subsidiary's NCI	支付附屬公司非控股權益之股息	-	-
Cash flows from operating activities	經營業務之現金流量	<b>(462,835)</b>	(6,151)
Cash flows from investing activities	投資業務之現金流量	<b>(57,121)</b>	(583)
Cash flows from financing activities	融資業務之現金流量	<b>551,111</b>	4,929

Notes: (a) The equity interest in Guangzhou Guoyou Logistics Co., Ltd. held by the non-controlling interest is 49% (2018: 49%) while proportion of Capital contribution paid up by non-controlling interest was 38% (2018: 28%) as at 31 December 2019.

(b) As at 31 December 2019, the Group held 51% (2018: 51%) equity interest in Guangzhou Guoyou Logistics Co., Ltd., which indirectly held 90% (2018: 100%) equity interest in Yangzhou Shiyou City Development Co., Ltd..

附註：(a) 於二零一九年十二月三十一日，由非控股權益持有的廣州國郵物流有限公司股權為49% (二零一八年：49%)，而由非控股權益繳付的出資比例為38% (二零一八年：28%)。

(b) 於二零一九年十二月三十一日，本集團持有廣州國郵物流有限公司的51% (二零一八年：51%) 股權，而後者間接持有揚州世郵城市發展有限公司的90% (二零一八年：100%) 股權。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 42. INTERESTS IN SUBSIDIARIES (continued)

Yangzhou Shiyou City Development Co., Ltd.

### 42. 於附屬公司之權益 (續)

揚州世郵城市發展有限公司

2019  
二零一九年  
RMB' 000  
人民幣千元

NCI percentage	非控股權益百分比	10%
Current assets	流動資產	341,671
Non-current asset	非流動資產	51
Current liabilities	流動負債	42,498
Non-current liabilities	非流動負債	-
Net assets	資產淨值	299,224
Carrying amount of NCI	非控股權益之賬面值	29,922
Revenue	收益	-
Loss for the year	年度虧損	(776)
Total comprehensive loss	全面虧損總額	(776)
Loss allocated to NCI	分配至非控股權益之虧損	(78)
Dividend paid to NCI	已付予非控股權益之股息	-
Cash flow from operating activities	經營活動之現金流量	(270,939)
Cash flow from investing activities	投資活動之現金流量	(54)
Cash flow from financing activities	融資活動之現金流量	276,199

Note: The Company has indirect 100% shareholding for Yangzhou Shiyou City Development Co., Ltd. during the year ended 31 December 2018.

During the year ended 31 December 2019, the Company's equity interest of Yangzhou Shiyou City Development Co., Ltd. was decreased from 100% to 90% as a result of a non-controlling shareholder contribute RMB30 million in cash to the capital of the subsidiary.

附註：於截至二零一八年十二月三十一日止年度內，本公司間接擁有揚州世郵城市發展有限公司的100%股權。

於截至二零一九年十二月三十一日止年度內，本公司於揚州世郵城市發展有限公司的股權由100%減至90%，乃因一名非控股股東以現金向該附屬公司資本投入人民幣30,000,000元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 43. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 43. 本公司的財政狀況及儲備變動表

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Plant and equipment	廠房及設備	6	14
Interests in subsidiaries	於附屬公司之權益	1,786,437	1,980,194
		<b>1,786,443</b>	1,980,208
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	921	942
Tax recoverable	可退回稅項	12	12
Cash and cash equivalents	現金及現金等價物	1,073	349
		<b>2,006</b>	1,303
<b>Current liabilities</b>	<b>流動負債</b>		
Accruals and other payables	應計費用及其他應付款項	1,162	1,181
Amount due to a director	應付一名董事款項	20,640	16,250
Amounts due to subsidiaries	應付附屬公司款項	92,981	90,887
		<b>114,783</b>	108,318
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(112,777)</b>	(107,015)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>1,673,666</b>	1,873,193
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	37,628	37,628
Reserves (note (a))	儲備 (附註(a))	1,636,038	1,835,565
<b>Total equity</b>	<b>權益總額</b>	<b>1,673,666</b>	1,873,193

**Zhang Gao Bin**  
張高濱  
Director  
董事

**Luo Zhangguan**  
羅章冠  
Director  
董事



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 43. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

Note:

(a) Reserve movement of the Company

### 43. 本公司的財政狀況及儲備變動表 (續)

附註：

(a) 本公司儲備變動

		Share premium	Currency translation reserve	Contributed surplus	Capital redemption reserve	Accumulated loss	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於二零一九年一月一日	2,982,905	(254,689)	393,107	82	(1,285,840)	1,835,565
Loss for the year	年度虧損	-	-	-	-	(197,103)	(197,103)
Other comprehensive income for the year:	年度其他全面收入：						
Exchange gain on translation of the Company's financial statement	換算本公司之財務報表之匯兌收益	-	(2,424)	-	-	-	(2,424)
Total comprehensive loss for the year	年度全面虧損總額	-	(2,424)	-	-	(197,103)	(199,527)
<b>As at 31 December 2019</b>	於二零一九年十二月三十一日	<b>2,982,905</b>	<b>(257,113)</b>	<b>393,107</b>	<b>82</b>	<b>(1,482,943)</b>	<b>1,636,038</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 43. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

Note: (continued)

(a) (continued)

### 43. 本公司的財政狀況及儲備變動表 (續)

附註：(續)

(a) (續)

		Share premium	Currency translation reserve	Contributed surplus	Capital redemption reserve	Accumulated loss	Total
		股份溢價	兌換儲備	繳入盈餘	儲備	累計虧損	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018	於二零一八年一月一日	2,982,905	(348,864)	393,107	82	(1,235,129)	1,792,101
Loss for the year	年度虧損	-	-	-	-	(50,711)	(50,711)
Other comprehensive income for the year:	年度其他全面收入：						
Exchange gain on translation of the Company's financial statement	換算本公司之財務報表之匯兌收益	-	94,175	-	-	-	94,175
Total comprehensive income for the year	年度全面收入總額	-	94,175	-	-	(50,711)	43,464
<b>As at 31 December 2018</b>	於二零一八年十二月三十一日	2,982,905	(254,689)	393,107	82	(1,285,840)	1,835,565

At 31 December 2019 and 2018, the Company had no balance of distribution reserves available for distribution to the owners.

於二零一九年及二零一八年十二月三十一日，本公司並無分派儲備結餘可供分派予擁有人。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(For the year ended 31 December 2019) (截至二零一九年十二月三十一日止年度)

### 44. EVENT AFTER THE REPORTING PERIOD

Subsequent to the reporting date, the global outbreak of Novel Coronavirus (“COVID-19”) has impact on the worldwide business environment. Based on the current situation, the Group has preliminary assessed the overall impact on the operation of the Group and taken necessary measures to limit the impact. The Group will closely monitor the situation about the COVID-19 and react actively to its impact on the financial position and operating results of the Group.

On 19 March 2020, Guangzhou Fengmao Real Estate Development Co., Ltd. (“Fengmao”), an indirect non-wholly owned subsidiary, has entered into an agreement with Yunnan Jinchuang Investment Co., Ltd. (“Jinchuang”), a non-controlling shareholder of Yunnan Xin Tian Culture Travel Development Limited (“Yunnan Xintian”). Pursuant to the agreement, Jinchuang agreed to give up all right and obligation of its 40% equity interest in Yunnan Xintian to Fengmao as the full settlement of RMB20,000,000 that it due to Fengmao.

### 44. 報告期後的事件

於報告日期後，新型冠狀病毒（「新冠病毒」）全球爆發已對全球商業環境造成影響。根據當前形勢，本集團已初步評估對本集團營運的整體影響，並採取必要措施限制該影響。本集團將密切監察有關新冠病毒的情況，並積極應對其對本集團財務狀況及經營業績的影響。

於二零二零年三月十九日，廣州豐茂房地產開發有限公司（「豐茂」，間接非全資附屬公司）與雲南金創投資有限公司（「金創」，雲南新天文化旅遊發展有限公司（「雲南新天」）的非控股股東）訂立協議。根據該協議，金創同意向豐茂放棄其於雲南新天40%股權之所有權利及責任，作為悉數償付其應付豐茂之款項人民幣20,000,000元。





**TALENT PROPERTY GROUP LIMITED**  
新天地产集團有限公司\*

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