

ANNUAL REPORT 年報

2019



萬城
MILLION CITIES

萬城控股有限公司

Million Cities Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號: 2892

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Non-executive Director

Mr. Wong Ting Chung, *BBS, JP (Chairman)*

Executive Directors

Mr. Lau Ka Keung, *MH, JP (Chief Executive Officer)*

Mr. Cheng Kwan Kuen (*General Manager, appointed with effect from 30 March 2020*)

Mr. Wong Ka Lun (*Chief Operating Officer*)

Ms. Lau Pui Kwan, *HKICPA, ACS, ACIS*

Mr. Lin Guoxian (*resigned with effect from 19 July 2019*)

Independent non-executive Directors

Mr. Ip Shu Kwan, Stephen, *GBS, JP*

Mr. Li Yinquan

Dr. Wu Wing Kuen, *BBS*

BOARD COMMITTEES

Audit Committee

Mr. Li Yinquan (*Chairman*)

Mr. Ip Shu Kwan, Stephen, *GBS, JP*

Dr. Wu Wing Kuen, *BBS*

Remuneration Committee

Dr. Wu Wing Kuen, *BBS (Chairman)*

Mr. Wong Ting Chung, *BBS, JP*

Mr. Li Yinquan

Nomination Committee

Mr. Ip Shu Kwan, Stephen, *GBS, JP (Chairman)*

Mr. Wong Ting Chung, *BBS, JP*

Dr. Wu Wing Kuen, *BBS*

Executive Committee

Mr. Lau Ka Keung, *MH, JP (Chairman)*

Mr. Cheng Kwan Kuen

(*appointed with effect from 30 March 2020*)

Mr. Wong Ka Lun

Ms. Lau Pui Kwan, *HKICPA, ACS, ACIS*

Mr. Lin Guoxian (*resigned with effect from 19 July 2019*)

COMPANY SECRETARY

Ms. Lau Pui Kwan, *HKICPA, ACS, ACIS*

AUTHORISED REPRESENTATIVES

Mr. Lau Ka Keung, *MH, JP*

Ms. Lau Pui Kwan, *HKICPA, ACS, ACIS*

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111, Cayman Islands

董事會

非執行董事

王庭聰先生 · *BBS, JP (主席)*

執行董事

樓家強先生 · *MH, JP (行政總裁)*

鄭君權先生 (*總經理, 於2020年3月30日獲委任*)

黃家倫先生 (*首席營運總監*)

劉佩君女士 · *HKICPA, ACS, ACIS*

林國賢先生 (*於2019年7月19日辭任*)

獨立非執行董事

葉澍堃先生 · *GBS, JP*

李引泉先生

胡永權博士 · *BBS*

董事委員會

審計委員會

李引泉先生 (*主席*)

葉澍堃先生 · *GBS, JP*

胡永權博士 · *BBS*

薪酬委員會

胡永權博士 · *BBS (主席)*

王庭聰先生 · *BBS, JP*

李引泉先生

提名委員會

葉澍堃先生 · *GBS, JP (主席)*

王庭聰先生 · *BBS, JP*

胡永權博士 · *BBS*

執行委員會

樓家強先生 · *MH, JP (主席)*

鄭君權先生

(*於2020年3月30日獲委任*)

黃家倫先生

劉佩君女士 · *HKICPA, ACS, ACIS*

林國賢先生 (*於2019年7月19日辭任*)

公司秘書

劉佩君女士 · *HKICPA, ACS, ACIS*

授權代表

樓家強先生 · *MH, JP*

劉佩君女士 · *HKICPA, ACS, ACIS*

開曼群島 註冊辦事處

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111, Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit D, 21/F., Block 1
Tai Ping Industrial Centre
57 Ting Kok Road, Tai Po
New Territories, Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HONG KONG SHARE REGISTRAR

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

AUDITOR

KPMG
Public Interest Entity Auditor registered in accordance with
the Financial Reporting Council Ordinance
8/F., Prince's Building
10 Chater Road
Central, Hong Kong

LEGAL ADVISER

Chiu & Partners
40/F, Jardine House
1 Connaught Place
Hong Kong

COMPLIANCE ADVISER

China Everbright Capital Limited
24/F, Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank Limited
The Bank of East Asia, Limited
China Construction Bank (Asia) Corporation Limited

STOCK CODE

2892

WEBSITE OF THE COMPANY

<http://www.millioncities.com.cn>

**香港總部及
主要營業地點**

香港新界
大埔汀角路57號
太平工業中心
第一座21樓D室

**開曼群島
主要股份過戶登記處**

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

香港證券登記處

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

核數師

畢馬威會計師事務所
於《財務匯報局條例》下的註冊公眾利益
實體核數師
香港中環
遮打道10號
太子大廈8樓

法律顧問

趙不渝 馬國強律師事務所
香港
康樂廣場1號
怡和大廈40樓

合規顧問

中國光大融資有限公司
香港銅鑼灣
希慎道33號
利園一期24樓

主要往來銀行

恒生銀行有限公司
東亞銀行有限公司
中國建設銀行(亞洲)股份有限公司

股份代號

2892

本公司網站

<http://www.millioncities.com.cn>

CHAIRMAN'S STATEMENT

主席報告

Dear shareholders,

On behalf of the Board, I hereby present the annual report of the Group for the year ended 31 December 2019.

Market review

The trade tension between China and the United States continued to disrupt the Chinese economy during the year ended 31 December 2019. Although China and the United States signed a long-awaited phase one deal in January 2020, the adverse impact of trade dispute between the world's two largest economies was inevitable. Although China's GDP still grew considerably by approximately 6.1% in 2019, yet this recorded the slowest growth in 29 years.

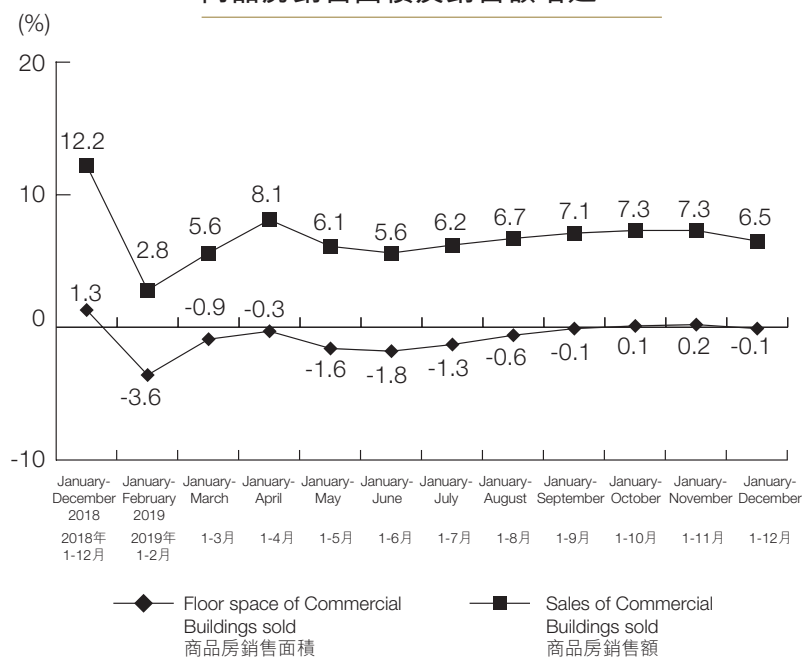
致各位股東，

本人謹代表董事會呈報本集團截至2019年12月31日止年度的年度報告。

市場回顧

截至2019年12月31日止年度，中國與美國的貿易關係緊張持續影響中國經濟。雖然中美兩國終在2020年1月簽訂期盼已久的首階段協議，但世界兩大經濟體之間的貿易爭端仍難免帶來不利影響。中國本地生產總值於2019年增長了約6.1%，雖然增速可觀，但卻是29年來最慢。

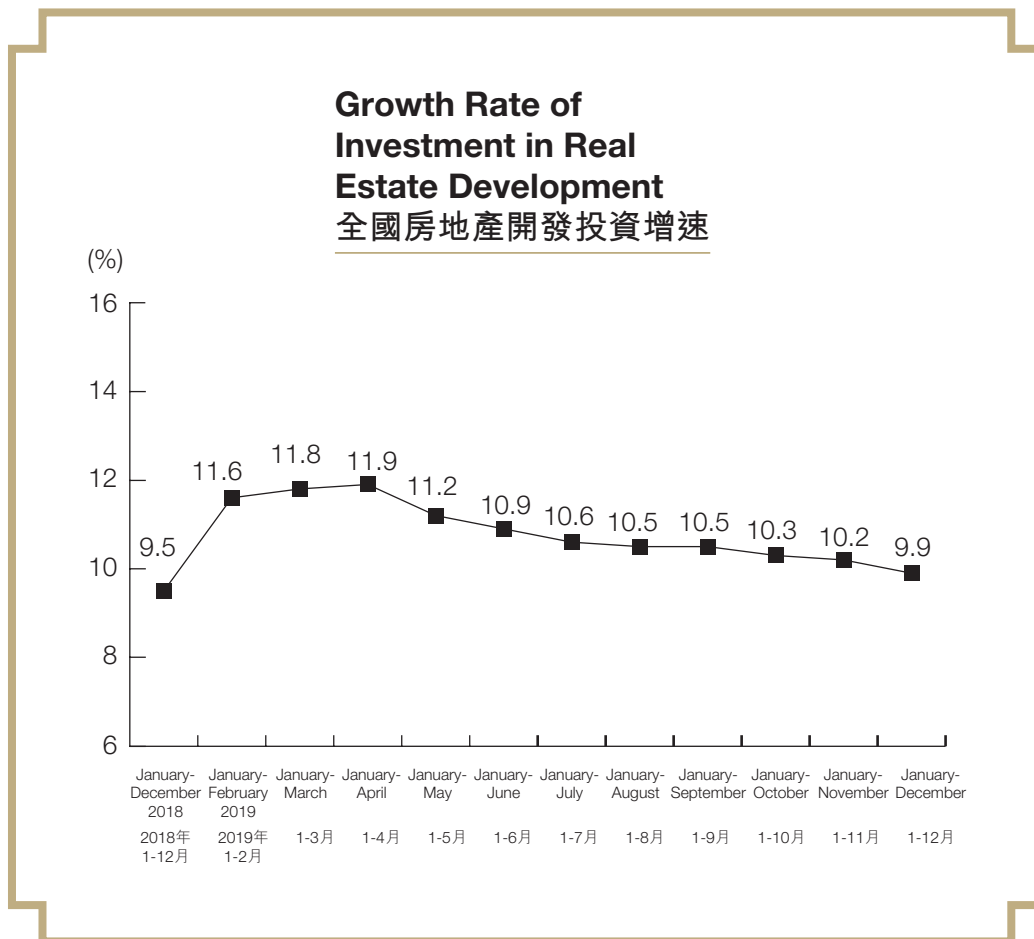
Growth Rate of Floor Space and Sales of Commercial Buildings Sold
商品房銷售面積及銷售額增速



* Data from National Bureau of Statistics of China 中國國家統計局

The property development sector remained as the driving force of China's economic growth. According to the data released by the National Bureau of Statistics of China, total areas of property sold across the country in 2019 amounted to approximately 1.7 billion sq.m., being approximately 0.1% lower than that in 2018. In terms of monetary value, property being sold amounted to approximately RMB16.0 trillion, representing a growth of approximately 6.5% from previous year, indicating an increment of approximately 6.6% in average selling price to approximately RMB9,310 per sq.m. for 2019.

物業發展仍是中國經濟增長的推動力。根據中國國家統計局所發佈的數據，全國已售物業總面積約為17億平方米，較2018年下降約0.1%。按貨幣價值計，物業銷售額約為人民幣16.0萬億元，較去年增加約6.5%，意味2019年平均售價增加約6.6%，至約為每平方米人民幣9,310元。



* Data from National Bureau of Statistics of China 中國國家統計局數據



Dragon Palace 聚瓏灣

Investment in property development, however, showed signs of slowing growth together with the macroeconomy. Total investment in property development of China for 2019 amounted to approximately RMB13.2 trillion, representing a year-on-year growth of approximately 9.9%, down by approximately 0.3 percentage points from November 2019. The central government's principle of "housing is for living, not for speculation" and the tighter monetary policy continued to suppress the growth of this sector, resulting in the downward trend of investment in property development industry in China for most of 2019.

In spite of the tightening measures imposed at the national level, the "one-size fits all" policy did not work on the diversified property markets. Local governments are thus allowed to make some adjustments from the national policy. As a result, some cities with relatively sluggish market, such as Zhongshan and Foshan in Guangdong province, Sanya in Hainan, Nanjing in Jiangsu, and Tianjin were taking small steps, like lifting price caps and removing re-sale restrictions, in an attempt to rejuvenate the market. Even first-tier cities like Guangzhou and Shenzhen also joined their counterparts in easing some restrictions on property buyers from Hong Kong and Macau to buy residential properties in any district in Guangzhou, as well as in Qianhai Special Economic Zone in Shenzhen.

受宏觀經濟影響，物業發展投資出現增長放緩跡象。2019年中國物業發展投資總額約為人民幣13.2萬億元，年增長率約為9.9%，較2019年11月下降約0.3個百分點。中央政府「房住不炒」的定位以及收緊貨幣政策均持續壓抑物業發展投資的增長，使中國物業發展行業的投資於2019年內大部分時間呈現下滑趨勢。

儘管全國政策全面收緊，但中央政府提出的「一刀切」政策在相當分散的地產市場並不奏效。地方政府允許各城市在遵從國家政策的同時可微調。因此，部分發展相對緩慢的城市，例如廣東省中山市及佛山市、海南省三亞市，江蘇省南京市及天津市等，均採取提高價格上限及解除轉賣限制等微調措施，加快市場流動。一線城市如廣州市及深圳市亦加入放寬購房者限制的行列，放寬港澳購房者於廣州市任何地區及深圳市前海經濟特區購買住宅物業的限制。

Business review

As at 31 December 2019, the Group had 8 projects with a total GFA of 1,198,000 sq.m. that were under construction. Crown Grand Court obtained its completion certificate and properties of this project were delivered to customers in December 2019, while Million Cities Legend Phase 2, which was expected to be delivered before the end of 2019, had a fire accident at the temporary construction workers' dormitory adjacent to the project in late November 2019, causing a suspension on the construction site and a delay of delivery to the first quarter of 2020. Due to the outbreak of coronavirus and national-wide suspension of all production activities, the delivery is expected to be further delayed to the second quarter of 2020.

業務回顧

於2019年12月31日，本集團共有8個總建築面積為1,198,000平方米的在建項目。皇冠豪苑獲得竣工證書，該項目下的物業於2019年12月交付予客戶，而預計於2019年底交付的萬城名座二期，於2019年11月底於項目附近的臨時建築工人宿舍發生火災，導致工地暫停及交付時間推遲至2020年第一季。由於冠狀病毒爆發且全國所有生產活動暫停，預計交付時間將進一步延遲至2020年第二季。



Dragon Terrace Phase 2 玖龍台二期



Clubhouse of Million Cities Legend 萬城名座會所

The Group operates in cities with relative resilience. Dragon Terrace Phase 1 launched its sales in March 2019. The project is situated in Tonghu Ecological Intelligent Zone in Huizhou, a region marketed as the “Silicon Valley” in Guangdong. Due to its strategic location, the project sold all of the 116,000 sq.m. launched during 2019. Million Cities Tycoon Place Phase 3 in Tianjin launched 364 units of high-rise in 2019 and were sold out on the day of launch. Total areas of contracted sales of the Group recorded for the year ended 31 December 2019 (including sales by a joint venture and an associate) increased to approximately 255,000 sq.m., up by approximately 12.2% from last year. Total contracted sales amounted to approximately RMB2,062.8 million, down by approximately 19.7% from last year, as a result of decrease in average selling price due to change in the geographic mix of sales.

本集團經營所在城市較具抗逆能力。玖龍台一期於2019年3月開始銷售。項目位於惠州潼湖生態智慧區，該區預期發展成為廣東的「矽谷」。由於地理位置優越，該項目於2019年內售出全部已推售之116,000平方米。天津的萬城聚豪三期於2019年推出364個高層單位，並於推出當日售罄。截至2019年12月31日止年度，本集團合同銷售總面積(包括合營公司及聯營公司的銷售)增至約255,000平方米，較去年增長約12.2%。由於地域銷售組合改變導致平均售價下跌，合同銷售總額約為人民幣2,062.8百萬元，較去年下跌約19.7%。

Future strategies and prospects

The coronavirus outbreak since January 2020 cast significant uncertainty on the Chinese economy. Manufacturing activity in China measured by the manufacturing Purchasing Managers' Index (PMI) plunged to an all-time low of approximately 35.7 in February 2020. The composite PMI, which combines the manufacturing and services indices, dropped to approximately 28.9 from 53.0 in January 2020, pointing to the steepest contraction in the private sector on record as companies closures and travel restrictions were put in place due to the coronavirus outbreak. As the epidemic started to be contained in China from late February 2020, a new wave of outbreak spread to Japan, Korea, Italy, France, Iran and the United States, causing panic sell off in global stock markets.

In spite of the uncertainty in global economy, the Group is still optimistic about the prospect of the Greater Bay Area which has the endorsement from the central government. With the upcoming infrastructure improvement in the Greater Bay Area, Huizhou will be the interchange hub of Ganshen high speed train line and Guangshen high speed train line by 2021. Under the backdrop of global economic turmoil, the Group upholds its prudent approach in project development and land acquisition. The Group will closely monitor property related government policies, market sentiment and demand to promptly respond to market changes with appropriate sales and development strategies in order to create reasonable return to the shareholders of the Company.

未來策略及前景

冠狀病毒於2020年1月爆發，為中國經濟帶來極大的不確定性。按製造業採購經理人指數衡量的中國製造業活動指標於2020年2月跌至歷史新低的約35.7。由於冠狀病毒爆發，導致公司停業及實施旅遊限制，結合製造業及服務業指數的綜合採購經理人指數於2020年1月由53.0跌至約28.9，私營行業面臨有史以來最大的收縮。2020年2月底，中國疫情開始受控，但新一波疫情爆發蔓延至日本、韓國、意大利、法國、伊朗及美國，導致全球股票市場出現恐慌性拋售。

儘管全球經濟存在不確定性，但大灣區得到中央政府的認可，因此本集團對其前景仍十分樂觀。隨著大灣區基礎設施的改善，惠州將於2021年成為贛深高速鐵路及廣深高速鐵路的換乘樞紐。面對全球經濟動盪，本集團於項目開發及土地收購堅持審慎的態度。本集團將密切監察地產方面的政府政策、市況及需求，及時應對市場變化，作出相應銷售及發展策略，為本公司股東創造合理回報。



Acknowledgement

On behalf of the Board, I hereby express my heartfelt gratitude to all shareholders, investors, partners, customers, and community for their support and trust, and our staff for their efforts and contributions to the Group's development.

Wong Ting Chung

Chairman

30 March 2020

致謝

本人藉此機會代表董事會對公司全體股東、投資者、合作夥伴、客戶及社會各界的信任和支持，以及各員工對本集團發展的努力和貢獻致以衷心的謝意。

王庭聰

主席

2020年3月30日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

財務回顧

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	Increase/(Decrease) 增加/(減少) RMB'000 人民幣千元	% %
Revenue	收入	354,284	567,827	(213,543)	-37.6%
Cost of sales	銷售成本	(221,286)	(305,001)	(83,715)	-27.4%
Gross profit	毛利	132,998	262,826	(129,828)	-49.4%
Valuation gains on investment properties	投資物業估值收益	780	4,495	(3,715)	-82.6%
Other net income	其他收入淨額	14,757	8,382	6,375	76.1%
Selling expenses	銷售開支	(5,820)	(9,391)	(3,571)	-38.0%
Administrative expenses	行政開支	(67,316)	(67,473)	(157)	-0.2%
Other expenses	其他開支	(4,965)	(1,064)	3,901	366.6%
Profit from operations	經營溢利	70,434	197,775	(127,341)	-64.4%
Finance costs	融資成本	(9,818)	(5,166)	4,652	90.1%
Share of losses of associates	應佔聯營公司虧損	(324)	(2,506)	(2,182)	-87.1%
Share of losses of joint ventures	應佔合營公司虧損	(1,456)	(1,809)	(353)	-19.5%
Profit before taxation	除稅前溢利	58,836	188,294	(129,458)	-68.8%
Income tax	所得稅	(41,168)	(110,475)	(69,307)	-62.7%
Profit for the year	年內溢利	17,668	77,819	(60,151)	-77.3%
Profit for the year attributable to equity shareholders of the Company	本公司權益股東應佔年度溢利	17,954	33,375	(15,421)	-46.2%
Add: listing expenses	加：上市開支	—	18,718	(18,718)	-100.0%
Adjusted profit for the year attributable to equity shareholders of the Company	本公司權益股東應佔年度經調整溢利	17,954	52,093	(34,139)	-65.5%

Revenue

The Group's revenue mainly represented income from sale of properties and gross rentals from properties earned during the year, net of sales related taxes and discounts allowed.

Revenue from sale of properties has constituted, and is expected to continue to constitute, a majority of the Group's total revenue.

Property development*(i) Contracted sales*

During the year ended 31 December 2019, the Group launched pre-sale of Dragon Terrace Phase 1 and Million City Tycoon Place Phase 3. Total contracted sales (based on GFA of sales consent), including sales of properties by an associate and a joint venture of the Group, amounted to approximately RMB2,062.8 million, representing a GFA of approximately 255,000 sq.m. sold. The Group will continue to focus on the Greater Bay Area, with diversification to areas in the PRC with potential growth.

(ii) Land bank

As at 31 December 2019, the total GFA of the Group's land bank was about 2,349,000 sq.m., out of which about 141,000 sq.m. GFA was unsold or undelivered completed properties projects, about 1,198,000 sq.m. GFA was under construction and about 1,010,000 sq.m. GFA was reserved for future development.

收入

本集團的收入主要指年內取得的物業銷售收入及物業租金總額，已扣除銷售相關稅項及所給予折扣。

銷售物業所得收入一向及預計會繼續佔本集團總收入的重大部分。

物業發展*(i) 合約銷售*

截至2019年12月31日止年度，本集團推出玖龍台一期及萬城聚豪三期預售項目。合約銷售總額(按銷售認購書的建築面積計)(包括本集團聯營公司及合營公司物業銷售額)約為人民幣2,062.8百萬元，已售建築面積約255,000平方米。本集團將繼續專注大灣區，同時在中國具有發展潛力的地區實現多元化發展。

(ii) 土地儲備

2019年12月31日，本集團土地儲備總建築面積約為2,349,000平方米，其中已竣工物業項目的未售或未交付建築面積約為141,000平方米，在建的建築面積約為1,198,000平方米，而留作未來發展的建築面積約為1,010,000平方米。



The following table sets out a summary of the Group's properties held for future development sorted by development projects as at 31 December 2019:

下表載列本集團於2019年12月31日按發展項目劃分的持作日後發展的物業概要：

No.	Project	Location	Site area	Planned GFA	Ownership interest as at 31 December 2019	Type	Estimated completion date
編號	項目	地點	地盤面積 (sq.m.) (平方米)	規劃 建築面積 (sq.m.) (平方米)	於2019年 12月31日的 擁有權益 (%) (%)	類別	估計竣工日期
Development projects held for future development 持作日後發展的發展項目							
1.	Dragon Palace Phase 2 聚瓏灣二期	Zhumadian in Henan Province 河南省駐馬店	130,557.00	240,209.35	30	Residential 住宅	December 2021 2021年12月
2.	Million Cities International Phases 4 and 5 萬城國際四期及五期	Huizhou 惠州	60,977.78	240,558.00	100	Residential and commercial 住宅及商業	2024 to 2025 2024年至 2025年
3.	Million Cities Royal Court 萬城君滙花園	Huizhou 惠州	47,679.00	150,475.00	54.5	Residential and commercial 住宅及商業	2023 to 2024 2023年至 2024年
4.	Million Cities Tonghu Centre 萬城潼湖中心	Huizhou 惠州	55,596.00	378,642.00	50	Commercial 商業	January 2025 2025年1月
Sub-total 小計			294,809.78	1,009,884.35			



Million Cities Tonghu Centre 萬城潼湖中心



Dragon Terrace 玖龍台

The following table sets out a summary of the Group's properties under development sorted by development projects as at 31 December 2019:

下表載列本集團於2019年12月31日按發展項目劃分的建設中物業概要：

No.	Project	Location	Site area	GFA under development	Ownership interest as at 31 December 2019	Type	Estimated completion date
編號	項目	地點	地盤面積 (sq.m.) (平方米)	發展中 建築面積 (sq.m.) (平方米)	於2019年 12月31日的 擁有權權益 (%)	類別	估計竣工日期
Development projects under development							
發展中的發展項目							
5.	Million Cities Tycoon Place Phase 3 萬城聚豪三期	Tianjin 天津	46,461.96	91,344.55	55	Residential 住宅	January 2021 2021年1月
6.	Million Cities Tycoon Place Phase 4 萬城聚豪四期	Tianjin 天津	28,611.84	72,750.61	55	Residential 住宅	October 2020 2020年10月
7.	Million Cities Legend Phase 3 萬城名座三期	Huizhou 惠州	22,899.45	112,140.00	54.5	Residential and commercial 住宅及商業	September 2021 2021年9月
8.	Million Cities Legend Phase 2 萬城名座二期	Huizhou 惠州	33,084.00	162,315.00	54.5	Residential and commercial 住宅及商業	June 2020 2020年6月
9.	Dragon Terrace Phase 1 玖龍台一期	Huizhou 惠州	52,325.00	149,586.49	50	Residential and commercial 住宅及商業	December 2020 2020年12月
10.	Dragon Terrace Phase 2 玖龍台二期	Huizhou 惠州	42,566.00	223,600.61	50	Residential and commercial 住宅及商業	March 2022 2022年3月
11.	Legend Plaza 名座廣場	Tianjin 天津	39,756.30	99,500.28	55	Commercial 商業	October 2021 2021年10月
12.	Dragon Palace Phase 1 聚龍灣一期	Zhumadian in Henan Province 河南省駐馬店	134,184.91	287,381.03	30	Residential 住宅	August 2020 to December 2021 2020年8月至2021年12月
Sub-total			399,889.46	1,198,618.57			
小計							



Crown Grand Court 皇冠豪苑



Million Cities Legend 萬城名座

The following table sets out a summary of the Group's completed development projects as at 31 December 2019:

下表載列本集團於2019年12月31日已竣工的發展項目的概要：

No.	Project	Location	Site area	GFA unsold	Ownership interest as at 31 December 2019	Type
編號	項目	地點	地盤面積 (sq.m.) (平方米)	未售建築面積 (sq.m.) (平方米)	於2019年 12月31日的 擁有權權益 (%) (%)	類別
Completed development projects 已竣工的發展項目						
13.	Million Cities International Phases 1 to 3 萬城國際一至三期	Huizhou 惠州	50,571.00	28,346.19	100	Residential and commercial 住宅及商業
14.	Million Cities Legend Phase 1 萬城名座一期	Huizhou 惠州	33,915.55	41,474.13	54.5	Residential and commercial 住宅及商業
15.	Sunshine New Court Phases 1 and 2 陽光新苑一期及二期	Huizhou 惠州	32,109.70	15,072.30	95.39	Residential and commercial 住宅及商業
16.	Million Cities Tycoon Place Phases 1 and 2 萬城聚豪一期及二期	Tianjin 天津	84,808.30	15,016.77	55	Residential 住宅
17.	Crown Grand Court 皇冠豪苑	Huizhou 惠州	43,928.80	40,749.78	100	Residential and commercial 住宅及商業
Sub-total 小計			245,333.35	140,659.17		
Total 總計			940,032.59	2,349,162.09		



Million Cities Tycoon Place 萬城聚豪



Million Cities Legend 萬城名座



Million Cities International 萬城國際

The following table sets out a summary of the Group's investment properties as at 31 December 2019:

下表載列本集團於2019年12月31日投資物業的概要：

No. 編號	Address 地址	Description and tenure 概況及年期	Particulars of occupancy 佔用詳情
18.	A portion of a composite development, namely Yuehu Ju, located at No. 36 Xiajiao East Road, Huicheng District, Huizhou, Guangdong Province, the PRC 中國廣東省惠州惠城區下角東路36號綜合發展項目悅湖居的一部分	The property comprises a portion of a retail development with a total gross floor area of approximately 1,678.17 sq.m.. The land use rights of the subject site were granted for a term expiring on 4 March 2074 for composite residential use. 該物業包括總建築面積約1,678.17平方米的零售發展部分。 相關地盤的土地使用權已獲授，於2074年3月4日屆滿，作綜合住宅用途。	The property was completed in about November 2005 and is currently available for leasing. 該物業已於2005年11月前後竣工，目前可供租賃。
19.	A portion of a commercial development, namely Port Vehicle Inspection Yard Office Building, located at Huifeng 2nd Road, Huicheng District, Huizhou, Guangdong Province, the PRC 中國廣東省惠州惠城區惠風二路商業發展項目碼頭汽車檢驗場辦公大樓的一部分	The property comprises a portion of a commercial development with a total gross floor area of approximately 443.99 sq.m.. The land use rights of the subject site were granted for a term expiring on 1 November 2042 for commercial use. 該物業包括總建築面積約443.99平方米的商業發展部分。 相關地盤的土地使用權已獲授，於2042年11月1日屆滿，作商業用途。	The property was completed in about September 2006 and is currently available for retail and office leasing. 該物業已於2006年9月前後竣工，目前可供零售及辦公室租賃。

(iii) Revenue

During the year ended 31 December 2019, the Group recorded revenue from sale of properties amounted to approximately RMB351.8 million, representing a decrease of approximately RMB212.3 million or 37.6%. The decrease in revenue was mainly due to a decrease in overall GFA recognised from approximately 53,000 sq.m. in 2018 to approximately 33,000 sq.m. in 2019. Revenue recognised for the year ended 31 December 2019 was mainly contributed by Million Cities Legend Phase 2, Crown Grand Court and Million Cities Tycoon Place Phase 3 and 4, while revenue recognised for the year ended 31 December 2018 was mainly attributable to Sunshine New Court Phase 1, Million Cities Legend Phase 2, Crown Grand Court and Million Cities Tycoon Place Phases 1, 2 and 4.

(iii) 收入

截至2019年12月31日止年度，本集團銷售物業所得收入約人民幣351.8百萬元，減少約人民幣212.3百萬元或37.6%，主要是由於整體已確認建築面積由2018年約53,000平方米減至2019年約33,000平方米。截至2019年12月31日止年度的已確認收入主要來自萬城名座二期、皇冠豪苑及萬城聚豪三及四期，而截至2018年12月31日止年度的已確認收入主要來自陽光新苑一期、萬城名座二期、皇冠豪苑及萬城聚豪一、二及四期。



Dragon Terrace 玖龍台

The operating results for the year are dependent upon the GFA being recognised and the selling prices of the Group's properties. Conditions of the property markets change from period to period and are affected by the economic, political and regulatory developments in the PRC in general, as well as in the cities and regions in which the Group operates.

Rental income

Gross rental income from investment properties and inventories decreased from approximately RMB3.7 million for the year ended 31 December 2018 to approximately RMB2.5 million for the year ended 31 December 2019. The decrease in gross rental income was due to disposal of certain investment properties and inventories during the years ended 31 December 2018 and 2019.

Cost of sales

Cost of sales decreased from approximately RMB305.0 million for the year ended 31 December 2018 to approximately RMB221.3 million for the year ended 31 December 2019, representing a decrease of approximately RMB83.7 million or 27.4%. The decrease in cost of sales was mainly due to the decrease in GFA recognised for the year ended 31 December 2019.

Gross profit and gross profit margin

The gross profit decreased from approximately RMB262.8 million for the year ended 31 December 2018 to approximately RMB133.0 million for the year ended 31 December 2019, representing a decrease of approximately RMB129.8 million or 49.4%. The gross profit margin decreased from approximately 46.3% for the year ended 31 December 2018 to approximately 37.5% for the year ended 31 December 2019. The decrease in gross profit was primarily due to the decrease in GFA recognised for the year ended 31 December 2019. The decrease in gross profit margin was due to the difference in the mix of properties sold during the years ended 31 December 2019 and 2018. Revenue for the year ended 31 December 2019 included more sale of car parks which were of very low gross profit margin. Although located in the same city, Million City Legend Phase 2 had a higher average selling price and gross profit margin than Crown Grand Court, which contributed 62% of the gross profit for the year ended 31 December 2019. Gross profit margins of Million Cities Tycoon Place Phase 3 and 4 in Tianjin were generally lower than the Group's Huizhou projects. The gross profit margin was further reduced this year due to increase in construction costs in Tianjin.

年內的經營業績取決於所確認的建築面積及本集團物業售價。物業市場狀況因時而異，且受中國整體以及本集團營運所在城市及地區經濟、政治及監管狀況影響。

租金收入

投資物業及存貨的租金收入總額由截至2018年12月31日止年度的約人民幣3.7百萬元減至截至2019年12月31日止年度的約人民幣2.5百萬元，是由於截至2018年及2019年12月31日止年度若干投資物業及存貨已出售。

銷售成本

銷售成本由截至2018年12月31日止年度約人民幣305.0百萬元減少約人民幣83.7百萬元或27.4%至截至2019年12月31日止年度的約人民幣221.3百萬元，主要是由於截至2019年12月31日止年度所確認的建築面積減少。

毛利及毛利率

毛利由截至2018年12月31日止年度的約人民幣262.8百萬元減少約人民幣129.8百萬元或49.4%至截至2019年12月31日止年度的約人民幣133.0百萬元。毛利率由截至2018年12月31日止年度的約46.3%減少至截至2019年12月31日止年度的約37.5%。毛利減少主要是由於截至2019年12月31日止年度所確認的建築面積減少所致。毛利率下降是由於截至2019年及2018年12月31日止年度出售的物業組合有所不同。截至2019年12月31日止年度的收入包括更多毛利率較低的停車場的銷售。儘管位於同一城市，萬城名座二期平均售價及毛利率均高於皇冠豪苑，而截至2019年12月31日止年度62%毛利來自皇冠豪苑。天津的萬城聚豪三期及四期毛利率普遍低於本集團的惠州項目。本年度的毛利率因天津建築成本增加進一步降低。

Other net income

Other net income increased by approximately RMB6.4 million or 76.1% from approximately RMB8.4 million for the year ended 31 December 2018 to approximately RMB14.8 million for the year ended 31 December 2019, mainly as a result of increase in interest income by approximately RMB11.3 million due to higher average bank balances from receipts of sales proceeds of properties.

Selling expenses

Selling expenses decreased by approximately RMB3.6 million or 38.0%, from approximately RMB9.4 million for the year ended 31 December 2018 to approximately RMB5.8 million for the year ended 31 December 2019. The decrease of selling expenses was mainly the result of decrease in revenue, since most of the selling expenses were revenue linked sales commission.

Administrative expenses

Administrative expenses remained virtually unchanged from approximately RMB67.5 million for the year ended 31 December 2018 to approximately RMB67.3 million for the year ended 31 December 2019.

其他收入淨額

其他收入淨額由截至2018年12月31日止年度的約人民幣8.4百萬元增加約人民幣6.4百萬元或76.1%至截至2019年12月31日止年度的約人民幣14.8百萬元，主要是由於利息收入因物業銷售所得款項令致銀行平均結餘增加而增加約人民幣11.3百萬元

銷售開支

銷售開支由截至2018年12月31日止年度的約人民幣9.4百萬元減少約人民幣3.6百萬元或38.0%至截至2019年12月31日止年度的約人民幣5.8百萬元，主要是由於收入減少(大部分銷售開支為與收入有關的銷售佣金)。

行政開支

行政開支基本維持不變，截至2018年12月31日止年度約為人民幣67.5百萬元，而截至2019年12月31日止年度約為人民幣67.3百萬元。



Dragon Terrace 玖龍台

Finance costs

Finance costs increased by approximately RMB4.7 million or 90.1% from approximately RMB5.2 million for the year ended 31 December 2018 to approximately RMB9.8 million for the year ended 31 December 2019, due to increase in average bank loans balance and interest expenses not qualified for capitalisation during the year ended 31 December 2019.

Income tax

For the year ended 31 December 2019, income tax decreased by approximately RMB69.3 million, which was in line with decrease in revenue and gross profit.

Adjusted net profit for the year attributable to equity shareholders of the Company

It represented net profit for the year attributable to equity shareholders of the Company after excluding the expenses for preparation of Listing for the year ended 31 December 2018. After taking out the non-recurring listing expenses for the year ended 31 December 2018, adjusted net profit decreased by approximately RMB34.1 million or 65.5% due to the decreased gross profit for the year ended 31 December 2019.

OTHER FINANCIAL INFORMATION**Liquidity and financial resources**

For the year ended 31 December 2019, the Group's cash and cash equivalents were mainly used in the Group's business operations, to service the Group's indebtedness and to fund the Group's working capital. The Group financed its funding requirements mainly through a combination of cash generated from operating activities, borrowings and proceeds from Listing. The Group's gearing ratio decreased from approximately 60.5% as at 31 December 2018 to approximately 33.9% as at 31 December 2019. Such decrease was mainly due to repayment of pre-IPO loan and construction loans, together with the profit recorded for the year ended 31 December 2019.

The gearing ratio is calculated as interest bearing bank loans divided by equity.

As at 31 December 2019, the Group's cash and cash equivalents, amounting to approximately RMB731.9 million, were denominated in HK\$(12.3%) and RMB(87.7%).

融資成本

融資成本由截至2018年12月31日止年度的約人民幣5.2百萬元增加約人民幣4.7百萬元或90.1%至截至2019年12月31日止年度的約人民幣9.8百萬元，此乃由於截至2019年12月31日止年度的銀行貸款平均結餘及不符合資本化條件的利息開支增加。

所得稅

截至2019年12月31日止年度，所得稅減少約人民幣69.3百萬元，與收入及毛利減少一致。

本公司權益股東應佔年度經調整純利

截至2018年12月31日止年度，本公司權益股東應佔年度純利已撇除用於籌備上市的開支。扣除截至2018年12月31日止年度的非經常上市開支後，截至2019年12月31日止年度，經調整純利因毛利減少而減少約人民幣34.1百萬元或65.5%。

其他財務資料**流動資金及資金來源**

截至2019年12月31日止年度，本集團的現金及現金等價物主要用作本集團的業務營運、償還債務及撥付營運資金。本集團主要通過經營活動所得現金、借款及上市所得款項應付資金需求。本集團的負債比率由2018年12月31日的約60.5%下降至2019年12月31日的約33.9%，主要是由於償還首次公開發售前貸款及建設貸款，以及截至2019年12月31日止年度錄得溢利所致。

負債比率等於計息銀行貸款除以權益。

於2019年12月31日，本集團的現金及現金等價物約人民幣731.9百萬元，以港元(12.3%)及人民幣(87.7%)計值。

As at 31 December 2019, the Group's bank loans were due for repayment as follows:

於2019年12月31日，本集團的銀行貸款的到期償還情況如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within one year	一年內	168,462	288,762
After one year but within two years	一年後但兩年內	123,377	154,775
After two years but within five years	兩年後但五年內	21,263	104,877
		313,102	548,414

Notes:

附註：

- (a) The above amounts due are based on the scheduled repayment dates set out in the relevant agreements and ignore the effect of any repayment on demand clause.
- (a) 以上到期款項乃基於相關協議中載列的計劃還款日期，且不考慮任何要求隨時還款條款的影響。
- (b) As at 31 December 2019, the Group's bank loans were all denominated in RMB. The bank loans were interest-bearing at 110% and 130% of the benchmarked loan interest rate published by the People's Bank of China ("RMB Loan Benchmark Rate") or at one-year Loan Prime Rate ("LPR") published by the People's Bank of China plus 1.2% per annum.
- (b) 於2019年12月31日，本集團的銀行貸款均以人民幣計值。銀行貸款按中國人民銀行公佈的基準貸款利率(「人民幣貸款基準利率」)110%及130%計息或按中國人民銀行公佈的一年期貸款市場報價利率(「貸款市場報價利率」)加年息1.2%計算。
- (c) As at 31 December 2019, the Group's certain bank loans were secured by inventories with a total carrying amount of approximately RMB917.4 million.
- (c) 於2019年12月31日，本集團若干銀行貸款由總賬面值約人民幣917.4百萬元的存貨作抵押。



Million Cities Tycoon Place 萬城聚豪



Million Cities Tycoon Place 萬城聚豪

Financial risk management objectives and policies

The Group's management has adopted certain policies on financial risk management with the objective of: (i) ensuring that appropriate funding strategies are adopted to meet the Group's short term and long term funding requirements taking into consideration of the cost of funding, gearing ratios and cash flow projections of the Group; and (ii) ensuring that appropriate strategies are also adopted to minimise the interest rate risk, credit risk and liquidity risk.

Interest rate risk

The Group's interest rate risk arises primarily from borrowings and cash at bank. Borrowings and cash at bank issued at variable rates expose the Group to cash flow interest rate risk and borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group did not enter into any financial instruments to hedge against interest rate risk for the year ended 31 December 2019 but the Board will continue to closely monitor the Group's loan portfolio in order to manage the Group's interest rate risk exposure.

Credit risk

As of 31 December 2019, no trade debtors of the Group were past due. The Group normally receives full payment from buyers before delivering the property. For mortgage sales without settlement, the Group would not deliver the property to the customers unless it obtains confirmation from the banks providing mortgage that the respective mortgages have been approved. In addition, the Group would not transfer titles of the properties to customers until full amount of sale proceeds are received. Accordingly, the Group is of the view that the expected irrecoverable trade debtors were insignificant. Thus no bad debt provision for trade debtors was recognised for the year ended 31 December 2019.

As at 31 December 2019, all the Group's bank balances and deposits were held with major financial institutions in Hong Kong and the PRC which the Directors believe are of high credit quality. The Directors do not expect any losses arising from the non-performance by these financial institutions.

金融風險管理目標及政策

本集團的管理層已採用有關金融風險管理的若干政策，以(i)確保採用適當的資金策略應對本集團的短期及長期資金需求(衡量本集團的資金成本、負債比率及現金流量預測)；及(ii)確保採用適當的策略減少利率風險、信貸風險及流動資金風險。

利率風險

本集團的利率風險主要源於借款及銀行現金。按浮動利率授出的借款及銀行現金，使本集團承受現金流利率風險；按固定利率授出的借款，使本集團承受公平值利率風險。截至2019年12月31日止年度，本集團並無使用金融工具對沖利率風險，惟董事會將繼續密切監察本集團的貸款組合以管理本集團的利率風險。

信貸風險

於2019年12月31日，本集團並無應收賬款逾期。本集團一般於移交物業前向買方收取全數款項。就尚未結付的按揭銷售而言，本集團將不會移交物業予客戶，除非收到來自提供按揭之銀行的確認書，確認有關按揭已獲批准。此外，本集團僅於收到全數銷售所得款項後，方會將物業業權移交客戶。因此，本集團認為預計無法收回應收賬款的機會很低，而截至2019年12月31日止年度並無就應收賬款確認壞賬撥備。

於2019年12月31日，本集團的所有銀行結餘及存款均存置於董事認為具有高信貸質素的香港及中國主要金融機構。董事預期不會因此等金融機構不履約而產生任何損失。

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long terms. The Group has not experienced and does not expect to experience any difficulties in meeting credit obligations when they fall due.

Capital expenditures

The Group incurred capital expenditures of approximately RMB2.2 million for the year ended 31 December 2019, which were mainly related to the replacement of motor vehicle and electronic equipment. These capital expenditures were fully financed by internal resources.

Capital commitments

The Group's capital commitments as at 31 December 2019 amounted to approximately RMB617.9 million which were mainly related to development costs for the Group's properties under development.

Charge on assets

As at 31 December 2019, the Group's inventories with a total carrying amount of approximately RMB917.4 million were pledged to banks to secure certain banking facilities granted to the Group.

Contingent liabilities

During the year ended 31 December 2019, the Group has issued guarantees to banks to secure the mortgage arrangements of certain property buyers. The outstanding guarantees to the banks, amounted to approximately RMB765.9 million as at 31 December 2019, will be terminated upon completion of transferring the legal title of the properties to the property buyers. The Directors consider loss arising from these guarantees as a result of default payment by customers to be insignificant, as the banks have the rights to sell the property and recover the outstanding loan balance from sales proceeds. The Group has not recognised any deferred income in respect of these guarantees as their fair values are considered to be insignificant.

流動資金風險

流動資金風險乃本集團在履行與金融負債相關的責任時會遇到困難的風險。本集團的政策是定期監察流動資金需求以及是否符合借款契約規定，確保維持充裕的現金儲備，同時獲得主要金融機構承諾提供足夠的備用資金，以應付長短期流動資金需求。本集團未曾且預期不會在履行到期的信貸責任時遇到任何困難。

資本開支

截至2019年12月31日止年度，本集團資本開支約人民幣2.2百萬元，主要用於替換汽車及電子設備，全數由內部資源撥付。

資本承擔

於2019年12月31日，本集團的資本承擔約為人民幣617.9百萬元，主要與本集團建設中物業的開發成本有關。

資產抵押

於2019年12月31日，本集團總賬面值約人民幣917.4百萬元的存貨已就本集團獲授的若干銀行融資而抵押予銀行。

或然負債

截至2019年12月31日止年度，本集團就若干買家按揭貸款購置物業向銀行提供擔保。於2019年12月31日，未了結銀行擔保約為人民幣765.9百萬元，有關擔保將於物業法定業權轉讓予買家後終止。董事認為，本集團不會因買家拖欠款項而蒙受重大損失，原因是倘買家拖欠款項，銀行有權出售物業，以出售所得款項抵償未償還貸款結餘。本集團尚未就該等擔保確認任何遞延收入，因為其公平值微不足道。

During the year ended 31 December 2019, the Group provided guarantee to secure the loan borrowed by a joint venture of the Group. The total banking facility secured by this guarantee was approximately RMB1.45 billion and the outstanding loan balance was RMB779.9 million as at 31 December 2019. The bank loan is also jointly guaranteed by another shareholder of the joint venture and secured by the inventories of the joint venture. Deferred income of approximately RMB8.9 million was recognised in respect of this financial guarantee as at 31 December 2019.

Use of net proceeds

The net proceeds from Listing amounted to approximately HK\$190.8 million after deducting the underwriting commission and other fees and expenses paid by the Company for Listing.

Up to the date of this report, the net proceeds from Listing were used as following:

- HK\$100.0 million, representing approximately 52.4% of the net proceeds from the Listing, were used to repay the pre-IPO loan;
- HK\$11.5 million, representing approximately 6.0% of the net proceeds, were used to fund the development costs for Million Cities Legend Phase 3;
- HK\$68.5 million, representing approximately 35.9% of the net proceeds, were used to pay the earnest money for the potential project in Shenzhen in accordance with a memorandum of understanding (“the MOU”) entered into on 9 January 2020;
- HK\$10.8 million, representing approximately 5.7% of the net proceeds, were used for general working capital purposes.

As at 31 December 2019, the net proceeds was utilised in full.

Significant investments, acquisitions and disposals

The Group had no significant investments, acquisitions and disposals during the year ended 31 December 2019.

截至2019年12月31日止年度，本集團就合營公司借貸提供擔保。於2019年12月31日，該擔保下的銀行融資總額約為人民幣14.5億元，未償還貸款結餘為人民幣779.9百萬元。銀行貸款亦由合營公司的另一股東共同擔保，以合營公司的存貨作抵押。於2019年12月31日，已就該財務擔保確認遞延收入約人民幣8.9百萬元。

所得款項淨額用途

經扣除包銷佣金及其他費用及本公司已付的上市開支後，上市所得款項淨額約為190.8百萬港元。

截至本報告日期，上市所得款項淨額已用作以下用途：

- 100.0百萬港元(佔上市所得款項淨額約52.4%)已用作償還首次公開發售前貸款；
- 11.5百萬港元(佔所得款項淨額約6.0%)已用作撥付萬城名座三期發展成本；
- 68.5百萬港元(佔所得款項淨額約35.9%)已用作根據2020年1月9日訂立的諒解備忘錄(「諒解備忘錄」)支付深圳潛在項目的誠意金；
- 10.8百萬港元(佔所得款項淨額約5.7%)已用作一般營運資金之用。

截至2019年12月31日，已悉數動用所得款項淨額。

重大投資、收購及出售

截至2019年12月31日止年度，本集團並無重大投資、收購及出售。

Events after balance sheet date

On 9 January 2020, Lucky Win Limited, a wholly owned subsidiary of the Company, entered into the MOU with an independent third party (the “Partner”), pursuant to which, Lucky Win Limited and the Partner intended to cooperate in the acquisition of 100% equity interest in a company incorporated in the PRC (the “Target Company”), which owns four land parcels in Shenzhen. The MOU is effective for one year from the date of the MOU. During its term of the MOU, the Partner cannot procure any other third party to acquire the Target Company. In consideration of the exclusive negotiation right, an amount of RMB93 million earnest money was paid by the Group to the Partner on 9 January 2020. There is no binding cooperation agreement signed as at the date of this report.

The coronavirus outbreak since early 2020 has brought about additional uncertainties in the Group’s operating environment and has impacted the Group’s operations and financial position. The Group has been closely monitoring the impact of the developments on the Group’s businesses and has put in place contingency measures. These contingency measures include: setting out guidelines about prevention of coronavirus outbreak on construction sites and sending them to all site managers, assessing our contractors’ readiness for resumption of construction work on sites; monitoring cash flows and negotiating with suppliers to postpone construction payments; negotiating with customers on delivery timetable. The Group will keep our contingency measures under review as the situation evolves.

On 20 December 2019, the Group announced that due to a fire accident happened in a temporary construction worker dormitory adjacent to the site of Million Cities Legend Phase 2, the delivery of Million Cities Legend Phase 2 to our customers was expected to be postponed to the first quarter of 2020. All construction works in China were suspended during February 2020 in order to contain the spread of COVID-19. As a result, the Group expected the delivery of Million Cities Legend Phase 2 will be further postponed to second quarter of 2020. The Group has proactively communicated about the foreseeable delay with our customers and does not consider there would be material claims from our customers.

結算日後事項

於2020年1月9日，本公司的全資附屬公司 Lucky Win Limited與獨立第三方（「合作夥伴」）訂立諒解備忘錄，據此，Lucky Win Limited及合作夥伴擬合作收購一間於中國註冊成立的公司（「目標公司」，擁有深圳的四塊土地）的100%股權。諒解備忘錄自諒解備忘錄日期起生效，為期一年，諒解備忘錄期間合作夥伴不得促使任何其他第三方收購目標公司。考慮到獨家談判權，本集團已於2020年1月9日向合作夥伴支付誠意金人民幣93百萬元。截至本報告日期，概無簽訂具約束力的合作協議。

2020年初爆發的冠狀病毒已給本集團的經營環境帶來額外的不確定因素，且已影響本集團的經營及財務狀況。本集團一直密切監察病毒發展趨勢對本集團業務的影響，且已採取應急措施。該等應急措施包括：制定預防建築地盤爆發冠狀病毒的指引並將指引提供給所有工地經理、評估承建商恢復工程的就位情況、監管現金流量並與供應商協商延遲工程付款；與客戶協商交付時間表等。本集團將根據情況變化隨時檢討應急措施。

2019年12月20日，本集團宣佈由於萬城名座二期地盤附近臨時建築工人宿舍發生火災，向客戶交付萬城名座二期將延遲至2020年第一季。所有位於中國的建築工程於2020年2月暫停，以遏止2019冠狀病毒傳播。因此，本集團預計萬城名座二期的交付時間將進一步延遲至2020年第二季。本集團已積極就可預見之延期與客戶溝通，且認為不會出現客戶的重大索償。

Operating segment information

The Group's revenue and results for the year ended 31 December 2019 were derived from property development. Performance assessment is based on the results of the Group as a whole. Therefore, management of the Group considers there is only one operating segment.

The geographic information is disclosed in a manner consistent with the way in which information is reported internally to the Group's chief operating decision maker for allocation of resources and performance assessment.

Human resources and emolument policy

As at 31 December 2019, the Group had a total of 163 (2018: 154) full-time employees in the PRC and Hong Kong. For the year ended 31 December 2019, the total staff costs, including the directors' emoluments, amounted to approximately RMB43.8 million (2018: RMB34.6 million).

The Group's emolument policies are formulated based on the performance and experience of individual employee and are in line with the salary trends in Hong Kong and the PRC. Other employee benefits include performance-linked bonuses, insurance and medical coverage and share options.

Since human resources management is an important factor in maintaining and enhancing the Group's strong expertise in the property development, the Group will provide appropriate training programs to the employees as the Group sees fit. From time to time, different on-the-job training will be provided to employees in order to ensure continuous staff development and skills upgrading.

Remuneration policy of Directors and senior management

The Directors and senior management of the Group receive compensation in the form of salaries and discretionary bonuses related to the performance of the Group. The Group also reimburses them for expenses which are necessarily and reasonably incurred for providing services to the Group or executing their functions in relation to the Group's operations. The remuneration committee will regularly review and determine the remuneration and compensation package of the Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of the Directors and senior management and the performance of the Group.

經營分部資料

本集團截至2019年12月31日止年度的收入及業績來自物業開發。績效評估乃基於本集團整體業績。因此，本集團管理層認為僅有一個經營分部。

地理信息的披露方式，與本集團為分配資源及評估績效向主要經營決策者作內部信息報告的方式相同。

人力資源及薪酬政策

於2019年12月31日，本集團於中國及香港僱用合共163名全職僱員(2018年：154名)。截至2019年12月31日止年度，員工成本總額(包括董事酬金)約為人民幣43.8百萬元(2018年：人民幣34.6百萬元)。

本集團的薪酬政策乃根據個別僱員的表現及經驗而制訂，並符合香港及中國的薪金趨勢。其他僱員福利包括表現掛鈎花紅、保險及醫療保障以及購股權。

由於人力資源管理為維持及提高本集團於物業開發方面的豐富經驗的重要因素，故本集團將酌情為僱員提供合適的培訓計劃。本集團將不時向僱員提供不同的在職培訓，以確保員工的持續發展及技能升級。

董事及高級管理層的薪酬政策

本集團董事及高級管理層可獲得薪金及與本集團表現掛鈎的酌情花紅等報酬。本集團亦就彼等為本集團提供服務或為本公司營運而執行職務所產生的必要及合理開支補償相關款項。薪酬委員會將參照(其中包括)可比較公司所支付薪酬的市場水平、董事及高級管理層各自的責任及本集團的業績，定期審閱及釐定董事及高級管理層薪酬及待遇。

BIOGRAPHICAL DETAILS OF DIRECTORS AND MEMBERS OF SENIOR MANAGEMENT

董事及高級管理層履歷詳情

Chairman and non-executive Director

Mr. Wong Ting Chung (王庭聰), *BBS, JP*, aged 58, is the non-executive Director, chairman of the Board, a member of the nomination committee and a member of the remuneration committee of the Company. Mr. Wong is the founder of the Group, and is primarily responsible for the overall strategic planning and business direction of the Group.

Mr. Wong has over 16 years of experience in property investment, property development and management. He established his business through Huizhou China Field, a project company engaged in the construction and sale of high quality residential complexes, in 2003 and was responsible for overall management of the company. Currently, Mr. Wong assumes various directorships in Nameson and Nameson Group, where he has been serving as the chief executive officer and the chairman of the board of directors of Nameson since August 2015.

Mr. Wong graduated from Hong Kong Yee Tong Ye College (香港易通夜中學) in 1978. Mr. Wong is currently a delegate of the Hong Kong Special Administrative Region to the National People's Congress of the PRC (全國人民代表大會香港區代表) and the chairman of Hong Kong Industrial and Commercial Association General Chamber Executive Committee (香港工商總會會董會執行委員會). Mr. Wong is brother-in-law of Mr. Lau Ka Keung, and is also cousin of Mr. Lin Guoxian (who was an executive Director until 19 July 2019). Mr. Lau Ka Keung is an executive Director.

主席兼非執行董事

王庭聰先生，*BBS, JP*，58歲，為本公司非執行董事、董事會主席、提名委員會成員及薪酬委員會成員。王先生為本集團創辦人，主要負責本集團整體策略規劃及業務方針。

王先生在物業投資、物業發展及管理方面擁有逾16年經驗。彼於2003年透過惠州漢基(從事建設及銷售優質住宅綜合項目的項目公司)建立業務，負責該公司的整體管理。目前，王先生於南旋，及南旋集團擔任多個董事職位，其中自2015年8月起擔任南旋的行政總裁及董事會主席。

王先生於1978年畢業於香港易通夜中學。王先生現時為全國人民代表大會香港區代表及香港工商總會會董會執行委員會主席。王先生為樓家強先生的姻親及林國賢先生(於2019年7月19日前為執行董事)的表哥。樓家強先生為執行董事。

Executive Directors

Mr. Lau Ka Keung (樓家強), *MH, JP*, aged 44, is the executive Director, the chairman of the Executive Committee and the chief executive officer of the Company. Mr. Lau is responsible for execution of strategic planning and general management of the Group.

Mr. Lau has served as an executive director and the chief executive officer of Million Cities Development Limited since August 2016. From January 2006, Mr. Lau has assumed various directorships in the Group, including China Lands Investments Limited, Join Kong, Cheer Happy, Huizhou Cheer Happy, Huizhou China Field and Tianjin Jianji. Mr. Lau held several positions in the Nameson Group from August 1999 to March 2013, including information technology manager, vice president, and executive director. From August 2015 to April 2018, Mr. Lau served as a non-executive director in Nameson.

Mr. Lau received his bachelor's degree in information technology from Manchester Metropolitan University, the United Kingdom in July 1997 and obtained his master's degree in business administration from University of Leicester, the United Kingdom in July 2008. Mr. Lau has served as national committee member of the 13th Chinese People's Political Consultative Conference in China (中國人民政治協商會議第十三屆全國委員會), executive committee member of the 14th Tianjin Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議天津市第十四屆常務委員會) and Vice Chairman of Tianjin Federation of Industry and Commerce (天津市工商業聯合會). Mr. Lau is also an executive member of the 13th of All China Youth Federation (中華全國青年聯合會第十三屆常務委員會委員). Mr. Lau is brother-in-law of Mr. Wong Ting Chung. Mr. Wong Ting Chung is the chairman of the Company and the non-executive Director.

執行董事

樓家強先生, *MH, JP*, 44歲, 為本公司執行董事、執行委員會主席兼行政總裁。樓先生負責執行策略規劃及本集團的整體管理。

樓先生自2016年8月起擔任萬城發展有限公司的執行董事及行政總裁。自2006年1月起, 樓先生於本集團擔任多個董事職位, 包括中國大地投資有限公司、津港、怡展、惠州怡展、惠州漢基及天津建基。樓先生於1999年8月至2013年3月擔任南旋集團的多個職位, 包括資訊科技經理、副總裁及執行董事。由2015年8月至2018年4月, 樓先生擔任南旋的非執行董事。

樓先生於1997年7月獲得英國曼徹斯特都會大學資訊科技學士學位, 並於2008年7月獲得英國萊斯特大學工商管理碩士學位。樓先生擔任中國人民政治協商會議第十三屆全國委員會委員、中國人民政治協商會議天津市第十四屆常務委員會委員及天津市工商業聯合會副主席。樓先生亦為中華全國青年聯合會第十三屆常務委員會委員。樓先生為王庭聰先生的姻親。王庭聰先生為本公司主席兼非執行董事。

Mr. Cheng Kwan Kuen (鄭君權), aged 59, is an executive Director and the general manager of the Group.

Mr. Cheng is graduated from University of Wales, UK, with a master's degree in business administration. Mr. Cheng has 39 years of experience in the real estate industry, including over 30 years of experience in real estate development and operation management in China.

Mr. Cheng worked for a number of well-known real estate companies where he was responsible for management, including Henderson Land Development Company Limited (stock code:012), Henderson (China) Investment Co. Ltd., Zhejiang Centaline/Nanjing Centaline and Yat Chau Holding. He has extensive experience in the operation management of real estate.

Mr. Wong Ka Lun (黃家倫), aged 52, is an executive Director and the chief operating officer of the Group. Mr. Wong is primarily responsible for overseeing general operation and administration of the Group.

Mr. Wong has over 26 years of experience in sales of marketing planning, property investment, and operation management in property industry. Mr. Wong has joined Million Cities Development Limited as chief operating officer since February 2018. Prior to that, Mr. Wong held various managerial positions in several Hong Kong listed property companies, including Hutchison Whampoa Limited (a company previously listed on the Main Board of the Stock Exchange (stock code: 0013) which was privatised on 3 June 2015), SEA Holdings Limited (stock code: 0251, formerly known as SEA Group) and Soundwill Holdings Limited (stock code: 0878), where he was responsible for property sales and marketing.

Mr. Wong obtained a diploma in property development with distinction from the School of Professional and Continuing Education of the University of Hong Kong in April 1995, a postgraduate diploma in surveying (real estate development) from the University of Hong Kong in October 2002, and a master's degree of science in real estate from the University of Hong Kong in November 2007.

鄭君權先生，59歲，為本集團執行董事兼總經理。

鄭先生畢業於英國威爾士大學，獲得工商管理碩士學位。鄭先生從事房地產行業39年，包括逾30年中國房地產開發及營運管理經驗。

鄭先生曾於多間著名房地產企業從事管理工作，包括恒基兆業地產有限公司(股份代號：012)、恒基(中國)投資有限公司、浙江中原/南京中原、一洲集團等，享有豐富房地產營運管理經驗。

黃家倫先生，52歲，為本集團執行董事兼首席營運總監。黃先生主要負責監督本集團的整體營運及行政。

黃先生於物業行業的銷售營銷策劃、物業投資及營運管理方面擁有逾26年經驗。黃先生於2018年2月加入萬城發展有限公司，擔任首席營運總監。此前，黃先生於多間香港上市物業公司擔任多個管理級職位，包括和記黃埔有限公司(一間曾於聯交所主板(股份代號：0013)上市的公司，並已於2015年6月3日私有化)、爪哇控股有限公司(股份代號：0251，前稱爪哇集團)及金朝陽集團有限公司(股份代號：0878)，期間彼負責物業銷售及營銷。

黃先生於1995年4月獲得香港大學專業進修學院的物業發展文憑，成績優異、於2002年10月獲得香港大學的測量學研究文憑(房地產發展)以及於2007年11月獲得香港大學理科碩士(房地產)。

董事及高級管理層履歷詳情(續)

Ms. Lau Pui Kwan (劉佩君), aged 38, is an executive Director, finance director and company secretary of the Group. Ms. Lau is responsible for overseeing financial management and formulating financial strategies of the Group.

Ms. Lau has over 13 years of experience in corporate accounting and financing, audit and company secretarial practices. Ms. Lau has joined Million Cities Development Limited as financial controller since July 2017, where she is responsible for the finance and accounting operations. Prior to joining the Group, Ms. Lau held managerial positions in several Hong Kong listed companies, including CSI Properties Limited (stock code: 0497), Hsin Chong Group Holdings Limited (stock code: 0404, formerly known as Hsin Chong Construction Group Limited) and Doyen International Holdings Limited (formerly known as Dowell Property Holding Limited (stock code: 0668)).

Ms. Lau obtained her bachelor's degree in business administration from Chinese University of Hong Kong in December 2005 and was admitted as associate member of the Hong Kong Institute of Certified Public Accountants in February 2011. Ms. Lau has been an associate member of the Hong Kong Institute of Chartered Secretaries and Administrators since February 2016.

劉佩君女士，38歲，為本集團執行董事、財務總監及公司秘書。劉女士負責為本集團監督財務管理及制定財務策略。

劉女士在企業會計及融資、審核及公司秘書事務方面擁有逾13年經驗。劉女士自2017年7月起加入萬城發展有限公司，擔任財務總監，期間彼負責財務及會計事務。加入本集團前，劉女士於多間香港上市公司擔任管理級職位，包括資本策略地產有限公司(股份代號：0497)、新昌集團控股有限公司(股份代號：0404，前稱新昌營造集團有限公司)及東銀國際控股有限公司(前稱東原地產控股有限公司(股份代號：0668))。

劉女士於2005年12月獲得香港中文大學的工商管理學士學位，並於2011年2月獲認可為香港會計師公會會員。自2016年2月起，劉女士為香港特許秘書及行政人員公會會員。

Independent non-executive Directors

Mr. Ip Shu Kwan, Stephen (葉澍堃) *GBS, JP*, aged 68, is the independent non-executive Director, chairman of the nomination committee and a member of the audit committee of the Company. Mr. Ip is responsible for providing independent opinion and judgment to the Board.

Mr. Ip is currently serving as independent non-executive director of five companies listed on the Main Board of the Stock Exchange, namely China Resources Cement Holdings Limited (stock code: 1313) since August 2008, Lai Sun Development Company Limited (stock code: 488) since December 2009, Kingboard Laminates Holdings Limited (stock code: 1888) since May 2011, Luk Fook Holdings (International) Limited (stock code: 590) since October 2011 and Nameson Holdings Limited (stock code: 1982) since April 2018. Mr. Ip also served as independent non-executive director of Synergis Holdings Limited (stock code: 2340) from September 2008 to December 2017. From November 1973 to July 2007, Mr. Ip held various positions in The Government of the Hong Kong Special Administrative Region, such as Commissioner of Insurance, Commissioner for Labour, Secretary for Economic Services and Secretary for Financial Services and Secretary for Economic Development and Labour.

Mr. Ip graduated from the University of Hong Kong with a bachelor's degree in social sciences in September 1973, and he subsequently completed the program for management development at Harvard University Graduate School of Business Administration in November 1986.

Mr. Ip received the Gold Bauhinia Star award from The Government of the Hong Kong Special Administrative Region in 2001 and he was appointed as an unofficial Justice of the Peace in July 2007.

獨立非執行董事

葉澍堃先生*GBS, JP*，68歲，為我們的獨立非執行董事、本公司提名委員會主席及審計委員會成員。葉先生負責向董事會提供獨立意見及判斷。

葉先生現為五間聯交所主板上市公司的獨立非執行董事，包括華潤水泥控股有限公司(股份代號：1313)(自2008年8月起)、麗新發展有限公司(股份代號：488)(自2009年12月起)、建滔積層板控股有限公司(股份代號：1888)(自2011年5月起)、六福集團(國際)有限公司(股份代號：590)(自2011年10月起)及南旋控股有限公司(股份代號：1982)(自2018年4月起)。由2008年9月至2017年12月，葉先生亦為昇捷控股有限公司(股份代號：2340)的獨立非執行董事。由1973年11月至2007年7月，葉先生曾於香港特別行政區政府出任多個職位，包括保險業監理專員、勞工處處長、經濟局局長及財經事務局局長以及經濟發展及勞工局局長。

葉先生於1973年9月畢業於香港大學，獲社會科學學士學位，彼其後於1986年11月在哈佛大學工商管理研究所完成管理發展課程。

葉先生於2001年獲香港特別行政區政府頒發金紫荊星章，並於2007年7月獲委任為非官守太平紳士。

董事及高級管理層履歷詳情(續)

Mr. Li Yinquan (李引泉), aged 64, is the independent non-executive Director, chairman of the audit committee and a member of the remuneration committee of the Company. Mr. Li is responsible for providing independent opinion and judgment to the Board.

Mr. Li has extensive experience in financial management. He served as an executive director of China Merchants Port Holdings Company Limited (formerly known as China Merchants Holdings (International) Company Limited) (a company listed on the Main Board of the Stock Exchange (stock code: 144)) from June 2001 to March 2015 and as a non-executive director of China Merchants Bank Co., Ltd. (a company listed on the Main Board of the Stock Exchange (stock code: 3968) and the Shanghai Stock Exchange (stock code: 600036)) from April 2001 to June 2016. He was an executive director of China Merchants Energy Shipping Co., Ltd (a company listed on the Shanghai Stock Exchange (stock code: 601872)) from April 2007 to September 2010 and was an executive director of China Merchants China Direct Investments Limited (a company listed on the Main Board of the Stock Exchange (stock code: 133)) from July 2008 to April 2017. He is currently serving as an independent non-executive director of three companies listed on the Main Board of the Stock Exchange, namely Genertec Universal Medical Group Company Limited (Stock code: 2666, formerly known as Universal Medical Financial and Technical Advisory Services Company Limited) since June 2015, Hong Kong Shanghai Alliance Holdings Limited (stock code: 1001) since July 2018 and Kimou Environmental Holding Limited (stock code: 6805) since June 2019. He has also been serving as an independent non-executive director of LIZHI INC. (a company listed on the NASDAQ stock exchange (Stock code: LIZI)) since January 2020.

李引泉先生，64歲，為我們的獨立非執行董事、本公司審計委員會主席及薪酬委員會成員。李先生負責向董事會提供獨立意見及判斷。

李先生擁有豐富的財務管理經驗。由2001年6月至2015年3月，彼擔任招商局港口控股有限公司(前稱為招商局國際有限公司)(於聯交所主板上市，股份代號：144)的執行董事及由2001年4月至2016年6月，彼擔任招商銀行股份有限公司(於聯交所主板(股份代號：3968)及上海證券交易所(股份代號：600036)上市)的非執行董事。由2007年4月至2010年9月彼擔任招商局能源運輸股份有限公司(於上海證券交易所上市，股份代號：601872)的執行董事。由2008年7月至2017年4月，李先生為招商局中國基金有限公司(於聯交所主板上市，股份代號：133)的執行董事。李先生現為三間聯交所主板上市公司的獨立非執行董事，包括通用環球醫療集團有限公司(股份代號：2666，前稱環球醫療金融與技術諮詢服務有限公司)(自2015年6月起)、滬港聯合控股有限公司(股份代號：1001)(自2018年7月起)及金茂源環保控股有限公司(股份代號：6805)(自2019年6月起)。彼亦擔任LIZHI INC.(於納斯達克證券交易所上市，股份代號：LIZI)的獨立非執行董事(自2020年1月起)。

Throughout the significant years of employment with certain Hong Kong listed companies, Mr. Li has performed duties including supervising on the listed companies' financial management, involved in various types of transactions in relation to the Listing Rules and reviewing and analysing audited financial statements of listed companies. Mr. Li has gained relevant experience in, including but not limited to, (i) review and preparation of comparable and/or audited financial statements of Hong Kong listed companies; (ii) review of internal control systems; and (iii) analysis of financial statements and information of Hong Kong listed companies. Moreover, Mr. Li has also obtained vast experience in collaborating and dealing with internal and external auditors regarding the supervision of internal financial controls and the auditing of financial statements.

Mr. Li received his bachelor's degree in economics from Shaanxi Institute of Finance and Economics (陝西財經學院) in July 1983. He subsequently obtained his master's degree in economics from the PBC School of Finance, Tsinghua University (清華大學五道口金融學院) (formerly known as Graduate School of the People's Bank of China (中國人民銀行總行金融研究所)) in July 1986. In October 1988, Mr. Li obtained his master's degree in banking and finance for development from Finafrica Institute in Milan, Italy. In August 1989, he was accredited as senior economist by the Appraisal and Approval Committee for Professional & Technical Qualification of the Agricultural Bank of China.

透過多年就職於若干香港上市公司，李先生所履行職責包括監督上市公司之財務管理，當中涉及各類與上市規則相關之交易，並審閱及分析上市公司之經審計財務報表。李先生已在以下範疇取得相關經驗，包括但不限於(i)審閱及編製香港上市公司的可資比較及／或經審計財務報表；(ii)檢討內部監控系統；及(iii)分析香港上市公司之財務報表及資料。此外，李先生亦在與內部及外聘核數師合作及交接有關監督內部財務監控及審核財務報表之事宜方面取得豐富經驗。

李先生於1983年7月獲得陝西財經學院的經濟學學士學位。彼其後於1986年7月獲得清華大學五道口金融學院(前稱為中國人民銀行總行金融研究所)的經濟學碩士學位。於1988年10月，李先生於意大利米蘭Finafrica Institute取得銀行及金融發展學碩士學位。於1989年8月，彼獲得中國農業銀行專業技術職務評審委員會頒發的高級經濟師資格。

董事及高級管理層履歷詳情(續)

Dr. Wu Wing Kuen (胡永權), BBS, aged 63, is the independent non-executive Director, chairman of the remuneration committee, a member of the nomination committee and a member of the audit committee of the Company. Dr. Wu is responsible for providing independent opinion and judgment to the Board.

Dr. Wu has over 26 years of experience in real estate investment. He has been serving as a director of Jet View Investment Limited since December 1991 and as a director of Jade Mind Investment Limited since October 2004. Both companies are principally engaged in real estate investments. Dr. Wu has also been serving as an independent non-executive director of Nanfang Communication Holdings Limited (a company listed on the Main Board of the Stock Exchange (stock code: 1617)) since November 2016. Dr. Wu has served as an independent non-executive director of the HongGuang Lighting Holdings Company Limited (a company listed on the GEM of the Stock Exchange (stock code: 8343)) since December 2016. Since January 2019, Dr. Wu has also served as an independent non-executive director of Food Idea Holdings Limited (a company listed on the GEM of the Stock Exchange (stock code: 8179)).

Dr. Wu obtained his doctoral degree in business administration from the Clayton University in the United States in June 1989.

Dr. Wu was awarded the Bronze Bauhinia Star by The Government of the Hong Kong Special Administrative Region in July 2012. Dr. Wu is currently a voting member of the Hong Kong Jockey Club and president of the Sha Tin District Community Fund. Dr. Wu has also served the community under various other positions in the past. He is a member of the Appeal Tribunals Panel of the Planning and Lands Branch of the Development Bureau of The Government of the Hong Kong Special Administrative Region.

胡永權博士，BBS，63歲，為我們的獨立非執行董事、本公司薪酬委員會主席、提名委員會成員及審計委員會成員。胡博士負責向董事會提供獨立意見及決策。

胡博士於房地產投資領域擁有逾26年經驗。彼一直擔任立景投資有限公司(自1991年12月起)及碧智投資有限公司(自2004年10月起)之董事。該兩間公司均主要從事房地產投資。胡博士自2016年11月起亦為南方通信控股有限公司之獨立非執行董事，該公司為聯交所主板上市公司(股份代號：1617)。胡博士自2016年12月起為宏光照明控股有限公司之獨立非執行董事，該公司為聯交所GEM上市公司(股份代號：8343)。自2019年1月起，胡博士亦擔任新煮意控股有限公司(於聯交所GEM上市，股份代號：8179)的獨立非執行董事。

胡博士於1989年6月獲得美國克萊頓大學工商管理學博士學位。

胡博士於2012年7月獲香港特別行政區政府頒授銅紫荊星章。胡博士現時為香港賽馬會遴選成員及沙田社區基金會會長。胡博士過往亦曾擔任多個服務社區的其他職位。彼為香港特別行政區政府發展局規劃地政科上訴審裁團成員。

SENIOR MANAGEMENT

The senior management of the Group is responsible for the day-to-day management and operation of business of the Group. The senior management team of the Group is as follows:

Mr. Lu Bingqian (盧秉乾), aged 46, is the general manager of Tianjin Jianji. Mr. Lu is responsible for the overall management and operation of Tianjin Jianji.

Mr. Lu has over 12 years of experience in real estate engineering construction. Mr. Lu joined the Group in August 2007. From August 2007 to March 2013, he worked as finance manager in Huizhou Cheer Happy, where he was responsible for financial and marketing management. Since May 2016, Mr. Lu has served as the general manager of Tianjin Jianjin, where he is responsible for the overall management of Tianjin Jianji.

Mr. Chen Junbin (陳俊斌), aged 45, is the director of project development of the Group. Mr. Chen is mainly responsible for land development, project feasibility studies and pre-development coordination.

Mr. Chen has over 20 years of experience in project investment. Mr. Chen joined the Group in October 2016. Prior to joining the Group, from June 2013 to May 2016, Mr. Chen served as a general manager of Jinzhou Pinggang Property Co., Ltd. (錦州平港置業有限公司), where he was responsible for project management. From July 1998 to October 2012, Mr. Chen served as a marketing director and deputy general manager of COSCO Guangzhou Construction Industry Co. (廣州遠洋建設實業公司), where he was responsible for project management.

Mr. Chen received his bachelor's degree in investment and economics from Guangdong Business School (廣東商學院) (renamed as Guangdong University of Finance & Economics in 2013) in June 1998. Mr. Chen was accredited as a real estate economist by the Ministry of Personnel (中國人事部) of the PRC in November 2002.

高級管理層

本集團的高級管理層負責本集團日常管理及業務營運。本集團的高級管理層團隊如下：

盧秉乾先生，46歲，為天津建基的總經理。盧先生負責天津建基的整體管理及營運。

盧先生擁有逾12年房地產工程建設經驗。盧先生於2007年8月加入本集團。於2007年8月至2013年3月，彼於惠州怡展任職財務經理，期間彼負責財務及營銷管理。自2016年5月起，盧先生擔任天津建基總經理，期間彼負責天津建基整體管理。

陳俊斌先生，45歲，為本集團項目開發部總監。陳先生主要負責土地發展、項目可行性研究及發展前期統籌。

陳先生擁有逾20年項目投資經驗。陳先生於2016年10月加入本集團。於加入本集團前，陳先生於2013年6月至2016年5月在錦州平港置業有限公司擔任總經理，負責項目管理，並於1998年7月至2012年10月於廣州遠洋建設實業公司擔任營銷總監及副總經理，期間彼負責項目管理。

陳先生於1998年6月於廣東商學院(於2013年改名為廣東財經大學)取得投資及經濟學士學位。陳先生於2002年11月獲中國人事部認可為房地產經濟師。

董事及高級管理層履歷詳情(續)

Ms. Yin Yezhen, aged 44, is the director of cost management of the Group. Ms. Yin is responsible for the project cost management, contract management and procurement management.

Ms. Yin has over 22 years of experience in construction management and has been responsible for cost management and measurement. Ms. Yin had been the assistant to the general project manager of Crown Plaza Huizhou and Grand Square Hotel Wuhu, both of which are owned by Mr. Wong Ting Chung, and the manager of the cost department of Sunshine New Court and Crown Grand Court of the Group since July 2007, and was promoted to the director of cost management of the Group in March 2020.

Ms. Yin holds a bachelor's degree in engineering management from the Dalian University of Technology, certification of Grade One Constructor (construction engineering) and qualification certificate for senior engineer in construction engineering management.

Mr. Quan Jianxu (權建許), aged 39, is the director of human resources and administration of the Group. Mr. Quan is responsible for human resources management, administration, corporate culture management and government relations.

Mr. Quan has over 10 years of experience in human resources and administrative management and he has been responsible for human resource affairs and administrative operations. Mr. Quan joined the Group in August 2016. Prior to that, from June 2009 to May 2016, Mr. Quan served as the manager of human resources department of Huizhou Huipeng Real Estate Development Co., Ltd. (惠州惠鵬房地產開發有限公司), and was subsequently promoted to the human resources and administrative director in November 2010.

Mr. Quan received his bachelor's degree in business administration from Xi'an University of Technology (西安理工大學) in June 2009. In November 2009, Mr. Quan was recognised as human resources manager by the Ministry of Human Resources and Social Security of the PRC. In January 2014, he was accredited the title of intermediate economist by the Huizhou personnel bureau.

尹業珍女士，44歲，為本集團的成本管理部總監。尹女士負責項目成本管理、合約管理及採購管理。

尹女士於建築管理方面擁有逾22年經驗，負責成本管理及計量。尹女士於2007年7月起出任王庭聰先生擁有的惠州皇冠假日酒店與蕪湖悅圓方酒店的項目總經理助理，以及擔任本集團的陽光新苑與皇冠豪苑成本部經理。於2020年3月尹女士晉升至本集團成本管理部總監一職。

尹女士於大連理工大學取得工程管理專業學士學位，並擁有一級建造師證書(建築工程專業)、建築工程管理高級工程師證書。

權建許先生，39歲，為本集團的人力資源行政部總監。權先生負責人力資源管理、行政、企業文化管理及政府關係。

權先生於人力資源及行政管理方面擁有逾10年經驗，彼負責人力資源事宜及行政營運。權先生於2016年8月加入本集團。加入本集團前，由2009年6月至2016年5月，權先生擔任惠州惠鵬房地產開發有限公司的人力資源部門經理，其後於2010年11月晉升至人力資源及行政總監。

權先生於2009年6月於西安理工大學取得工商管理學士學位。於2009年11月，權先生獲中國人力資源和社會保障部認可為人力資源管理師。於2014年1月，彼獲得惠州人事局認可為中級經濟師。

Mr. Huang Daode (黃道德), aged 48, is the director of design of the Group. Mr. Huang is responsible for product research and design management of the property development projects of the Group.

Mr. Huang has over 16 years of experience in project design management. Mr. Huang joined the Group in December 2016. Prior to that, from May 2011 to May 2016, Mr. Huang also worked as chief architect and project manager of Shenzhen Huayang International Engineering Design Co., Ltd. (深圳市華陽國際工程設計股份有限公司), where he was responsible for project management. From March 2003 to May 2011, Mr. Huang served as chief architect and project handler of Shenzhen Urbanspace Planning and Architectural Design Co., Ltd. (深圳都市空間設計顧問有限公司). From May 1997 to February 2003, Mr. Huang served as an architect of Shenzhen Huasen Architectural & Engineering Designing Consultants Ltd. (深圳華森建築與工程設計顧問有限公司).

Mr. Huang obtained his college diploma in real estate economics and administration from Huazhong Normal University (華中師範大學) in June 1993, and he received his bachelor's degree in civil engineering from Northwestern Polytechnical University (西北工業大學) in July 2016 by distant learning.

Ms. Luo Hongbing (羅紅兵), aged 42, is the deputy director of finance of the Group. Ms. Luo is responsible for budgets and taxation of the Group.

Ms. Luo has more than 14 years of experience in finance and accounting. Ms. Luo joined the Group in August 2018. Prior to that, Ms. Luo served as a finance manager of Fantasia Huizhou Company Limited* (花樣年地產惠州城市公司) from July 2011 to January 2017. From January 2004 to June 2011, Ms. Luo served as a finance manager and tax manager of a member of TCL Corporation.

Ms. Luo received her bachelor's degree in management from Hunan University (湖南大學) in May 2001, and she received her master's degree in management from Sichuan University (四川大學) in December 2012. She obtained the qualification of intermediate accountant issued by the Ministry of Finance of the PRC in May 2005.

黃道德先生，48歲，為本集團的設計部總監。黃先生負責本集團物業發展項目的產品研發及設計管理。

黃先生於項目設計管理方面擁有逾16年經驗。黃先生於2016年12月加入本集團。此前，於2011年5月至2016年5月，黃先生亦於深圳市華陽國際工程設計股份有限公司任職主任建築師及項目經理，彼負責項目管理。於2003年3月至2011年5月，黃先生擔任深圳都市空間設計顧問有限公司的主任建築師及項目經理人。由1997年5月至2003年2月，黃先生於深圳華森建築與工程設計顧問有限公司任職建築師。

黃先生於1993年6月自華中師範大學取得房地產經濟及管理本科文憑，及於2016年7月透過遙距學習自西北工業大學取得土木工程學士學位。

羅紅兵女士，42歲，為本集團的財務部副總監。羅女士主要負責本集團預算及稅務等工作。

羅女士於財務會計領域擁有逾14年工作經驗。羅女士於2018年8月加入本集團。加入本集團前，羅女士曾於2011年7月至2017年1月擔任花樣年地產惠州城市公司財務經理，於2004年1月至2011年6月於TCL集團成員企業擔任財務經理、稅務經理等職務。

羅女士於2001年5月取得湖南大學管理學學士學位，於2012年12月取得四川大學工商管理碩士學位。於2005年5月獲得中國財政部頒發的中級會計職稱。

董事及高級管理層履歷詳情(續)

Ms. Xiong Weiyong (熊偉英), aged 41, is the deputy director of finance of the Group. Ms. Xiong is responsible for financial and accounting management of the Group.

Ms. Xiong has more than 8 years of experience in accounting and financial management. Ms. Xiong joined the Group in April 2017. Prior to that, Ms. Xiong served as a financial manager of Huizhou Longchen Industrial Co., Ltd. (惠州市龍宸實業有限公司) from October 2013 to January 2017. From April 2011 to October 2013, Ms. Xiong served as financial manager of Huizhou Huaji Investment Co., Ltd. (惠州市華基投資有限公司).

Ms. Xiong received her college diploma in asset assessment from Harbin Engineering College (哈爾濱工程高等專科學校) (merged with Heilongjiang Communications College in March 2000 to establish Heilongjiang Institute of Technology) in July 2000. In February 2012, Ms. Xiong was admitted as a certified public accountant by the Certified Public Accountants Association of Jiangxi Province. In May 2009, Ms. Xiong was admitted as a certified tax agent by the Shenzhen Certified Tax Agent Management Center.

* For identification purpose only

熊偉英女士，41歲，為本集團的財務部副總監。熊女士負責本集團財務及會計管理。

熊女士於會計及財務管理方面擁有逾8年經驗。熊女士於2017年4月加入本集團。加入本集團前，熊女士由2013年10月至2017年1月擔任惠州市龍宸實業有限公司的財務經理。由2011年4月至2013年10月，熊女士於惠州市華基投資有限公司任職財務經理。

熊女士於2000年7月自哈爾濱工程高等專科學校(於2000年3月與黑龍江交通高等專科學校合併，組建黑龍江工程學院)取得資產評估專科文憑。於2012年2月，熊女士獲江西省註冊會計師協會認可為註冊會計師。於2009年5月，熊女士獲深圳註冊稅務師管理中心認可為註冊稅務師。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

As the Company believes that good corporate governance can create value for its shareholders, the Board is committed to maintain a high standard of corporate governance practices by placing strong emphasis on a quality Board, sound internal controls and effective accountability to the shareholders as a whole. The Company has adopted the CG Code as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. In the opinion of the Directors, the Company has complied with all the mandatory code provisions set out in the CG Code for the year ended 31 December 2019.

The Board will continue to enhance its corporate governance practices to ensure that it complies with the CG Code and aligns with the latest developments.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code for securities transactions by the Directors.

All Directors have confirmed, following specific enquiries made by the Company, that they have fully complied with the required standards set out in the Model Code and the Company's code of conduct for the year ended 31 December 2019.

Relevant employees who are likely to be in possession of inside information of the Group are also subject to compliance with written guidelines on terms no less exacting than the required standards set out in the Model Code. Each of the relevant employees has been given a copy of the written guidelines.

No incident of non-compliance with these guidelines by the relevant employees has been notified to the Company for the year ended 31 December 2019.

企業管治常規

本公司相信良好的企業管治可為本公司股東創造價值，董事會通過著重董事會質素、良好內部監控及有效問責，致力為全體股東維持高標準的企業管治常規。本公司已採納上市規則附錄十四所載企業管治守則，作為本身的企業管治守則。董事認為，截至2019年12月31日止年度，本公司一直遵守企業管治守則所載全部法定守則條文。

董事會將繼續加強企業管治常規，以確保遵守企業管治守則及配合最新之發展。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則，作為本公司董事進行證券交易的守則。

經本公司作出特定查詢後，全體董事確認，截至2019年12月31日止年度，彼等完全遵守標準守則及本公司的行為守則所規定標準。

可能擁有本集團內幕消息的相關僱員亦須遵守條款不寬鬆於標準守則所載規定標準的書面指引。每名相關僱員已獲發一份書面指引。

截至2019年12月31日止年度，本公司並無獲悉相關僱員未有遵守此等指引的情況。

THE BOARD OF DIRECTORS

Responsibilities of the Board

The Board is responsible for, and has general powers under the memorandum and articles of association of the Company for, the leadership and oversight of the Company's management and performance and the formulation and review of the Group's overall policies and strategies.

The Board is also responsible for performing corporate governance duties, including the (i) development and review of the Company's policies and practices on corporate governance; and (ii) review of the Company's compliance with Appendix 14 to the Listing Rules and disclosures in the corporate governance report. All major decisions, including but not limited to those decisions affecting the financial results, operations and shareholders of the Company, such as financial statements, business acquisitions, major transactions and dividend policies, are made by the Board as a whole. Each Director is aware of his or her fiduciary duties and duties and responsibilities as a director under the Listing Rules, the CG Code and applicable laws and regulations, and has acted objectively for the benefit and best interests of the Company and its shareholders.

Decisions of the Board are communicated to the senior management through executive Directors. The day-to-day management, administration and operation of the Group are delegated to the executive Directors and an independent senior management team. The senior management team is also responsible for the supervision and execution of the Group's business plans. The Board reviews periodically the performance of the senior management team.

Certain functions and responsibilities are delegated to committees established by the Board. For details, please refer to the sub-sections headed "Executive Committee", "Audit Committee", "Remuneration Committee" and "Nomination Committee" below.

董事會

董事會職責

根據本公司組織章程大綱及細則，董事會負責並擁有一般權力領導與監督本公司的管理及表現，並制定與檢討本集團的整體政策及策略。

董事會亦負責履行企業管治職責，包括(i)制訂及檢討本公司的企業管治政策及常規；及(ii)檢討本公司有否遵守上市規則附錄十四的規定及企業管治報告內的披露事項。一切重大決定均由董事會整體作出，包括但不限於財務報表、業務收購、重大交易及股息政策等影響本公司財務業績、經營及股東的有關決定。各董事均知悉上市規則、企業管治守則及適用法例法規規定董事須承擔的受信責任及職務與職責，並為本公司及股東的裨益及最佳利益客觀行事。

董事會的決定經由執行董事通知高級管理層。本集團授權執行董事及獨立高級管理層團隊負責日常管理、行政工作及營運。高級管理層團隊亦負責監督及執行本集團的業務計劃。董事會定期檢討高級管理層團隊的表現。

董事會成立的委員會獲授予若干職能及職責。詳情請參閱下文「執行委員會」、「審計委員會」、「薪酬委員會」及「提名委員會」分節。

Composition of the Board

As at the date of this annual report, the Board comprises four executive Directors, one non-executive Director and three independent non-executive Directors whose names are listed below. Each member of the Board brings a wide spectrum of valuable experience, knowledge and expertise to the Board for its efficient and effective functioning.

Board of Directors

Non-executive Director

Mr. Wong Ting Chung (*Chairman*)

Executive Directors

Mr. Lau Ka Keung (*Chief Executive Officer*)

Mr. Cheng Kwan Kuen (*General Manager*, appointed with effect from 30 March 2020)

Mr. Wong Ka Lun (*Chief Operating Officer*)

Ms. Lau Pui Kwan (*Company Secretary*)

Mr. Lin Guoxian (resigned with effect from 19 July 2019)

Independent non-executive Directors

Mr. Ip Shu Kwan, Stephen

Mr. Li Yinquan

Dr. Wu Wing Kuen

Except for the family relationship between Mr. Wong Ting Chung, Mr. Lau Ka Keung and Mr. Lin Guoxian as disclosed in the section headed “Biographical details of directors and members of senior management” of this annual report, there is no financial, business, family or other relevant relationship between the Directors.

For the year ended 31 December 2019, the Company has complied with the requirements of the Listing Rules to have at least three independent non-executive Directors representing at least one-third of the Board with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

董事會的組成

於本年報日期，董事會由四名執行董事、一名非執行董事及三名獨立非執行董事組成，各董事的姓名於下文載列。各董事會成員均見多識廣、經驗豐富且具備專業知識，能讓董事會有效運作。

董事會

非執行董事

王庭聰先生(主席)

執行董事

樓家強先生(行政總裁)

鄭君權先生(總經理，於2020年3月30日獲委任)

黃家倫先生(首席營運總監)

劉佩君女士(公司秘書)

林國賢先生(於2019年7月19日辭任)

獨立非執行董事

葉樹堃先生

李引泉先生

胡永權博士

除本年報「董事及高級管理層履歷詳情」一節所披露有關王庭聰先生、樓家強先生及林國賢先生的家族關係外，董事之間概無財務、業務、家族或其他相關關係。

截至2019年12月31日止年度，本公司一直遵守上市規則規定，擁有至少三名獨立非執行董事(佔董事會至少三分之一)，且至少有一名獨立非執行董事具備合適專業資格或會計或相關財務管理專業知識。

Having considered the factors for assessing the independence of independent non-executive Directors under Rule 3.13 of the Listing Rules and the written annual confirmations from each independent non-executive Director, the Board considers all of its independent non-executive Directors to be independent.

The list of Directors (by category) is disclosed in all corporate communications issued by the Company pursuant to the Listing Rules. A list of Directors identifying their roles and functions is also available on the Company's website at www.millioncities.com.cn and on the website of the Stock Exchange.

Terms of appointment of Directors

Executive Directors and non-executive Director

Each of the executive Directors and non-executive Director has entered into a service contract for an initial fixed term of three years. The appointment may be terminated by not less than three months' notice in writing served by either the relevant Director or the Company.

Independent non-executive Directors

Each of the independent non-executive Directors was appointed by the Company for an initial fixed term of three years commencing from 20 December 2018. The appointment may be terminated by not less than three months' notice in writing served by either the relevant Director or the Company.

Nomination, appointment, re-election and removal procedures

The procedures and process of appointment, re-election and removal of Directors are set out in the Company's articles of association. Every Director is subject to the provisions of retirement by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his or her appointment and be subject to re-election at such meeting.

經考慮上市規則第3.13條所載有關評估獨立非執行董事獨立性的因素及各獨立非執行董事作出的年度書面確認，董事會認為全體獨立非執行董事均為獨立人士。

按類別劃分的董事名單在本公司根據上市規則刊發的所有公司通訊內披露。董事名單(當中列明董事的角色及職能)亦可於本公司網站 www.millioncities.com.cn 及聯交所網站查閱。

董事任期

執行董事及非執行董事

各執行董事及非執行董事已訂立服務合約，初步固定任期為期三年。相關董事或本公司可發出不少於三個月的書面通知後終止有關委任。

獨立非執行董事

本公司獨立非執行董事均由本公司委任，初步固定任期自2018年12月20日起計為期三年。相關董事或本公司可發出不少於三個月的書面通知終止有關委任。

提名、委任、連任及免職程序

本公司組織章程細則載有董事的委任、連任及免職程序與過程。每名董事均須遵守至少每三年輪值退任一次的條文。董事會委任以填補臨時空缺的任何董事僅可任職至獲委任後的本公司首屆股東大會，惟可在該大會上膺選連任。

The Nomination Committee has been established on 26 November 2018 to review the structure, size and composition of the Board at least annually to ensure that the Board has a balance of expertise, skills and experience appropriate to meet the requirements of the Company. This committee will identify individuals who are qualified or suitable for directorship, assess their qualifications, skills, prior experience, character and other relevant aspects, including but not limited to their independence in the case of an independent non-executive Director candidate, and make recommendations to the Board on the appointment or re-appointment of Directors or the filling of casual vacancies on the Board or any other proposed changes to the Board to complement the Company's corporate strategies. Please refer to the sub-section headed "Nomination Committee" below for more details on the Nomination Committee.

Board practices and conduct of meetings

Directors are given the opportunity to include matters in the agenda for Board meetings with notices of regular Board meetings given or to be given at least 14 days in advance. Notices and agenda of the Board meetings are prepared by the company secretary of the Company as delegated by the chairman. Directors are provided with adequate and timely information to allow them to fulfill their duties properly. They are allowed to seek independent professional advice in appropriate circumstances at the Company's expenses.

Directors are encouraged to make a full and active contribution to the Board's affairs and to voice out their views and concerns. Directors are supplied with sufficient information and given sufficient time for discussion to ensure that Board decisions fairly reflect Board consensus.

提名委員會於2018年11月26日成立，旨在至少每年檢討一次董事會的架構、人數及組成，確保董事會的專業知識、技術及經驗達致平衡，並能夠符合本公司的需要。此委員會將物色合資格或適合出任董事的人士，評估彼等的資歷、技能、過往經驗、品格及其他相關範疇，包括但不限於彼等的獨立性(若為獨立非執行董事候選人)，以及就董事委任或連任或填補董事會臨時空缺或董事會作出任何其他建議變動以配合本公司的公司策略等事宜上向董事會作出推薦建議。有關提名委員會的詳情，請參閱下文「提名委員會」分節。

董事會會議常規及程序

董事有機會提前最少14天發出董事會常務會議通告後將各項事宜納入董事會會議議程。董事會會議通知及議程由主席委任本公司的公司秘書編製。董事獲提供充足且及時的資料以便彼等妥善履行職責，亦可在適當的情況下尋求獨立專業意見，有關費用由本公司支付。

本公司鼓勵董事積極全面參與董事會事務，並提出意見及表達關注。董事獲提供足夠資料，並有充分時間進行討論，以確保董事會決策公平地反映董事會的共識。

A Director who to his or her knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his or her interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he or she knows his or her interest then exists, or in any other case, at the first meeting of the Board after he or she knows that he or she is or has become so interested. Subject to the articles of association of the Company, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or other proposal in which he or she or any of his or her close associates is materially interested.

Minutes of Board meetings and meetings of Board committees containing sufficient detail of the matters considered and decisions reached, including any concerns raised or dissenting views expressed, are sent to each Director for their review, comment and records within a reasonable time after each meeting. Final versions of such minutes are kept by the company secretary of the Company and are open for inspection by Directors upon reasonable notice.

倘董事得悉其於與本公司訂立的合約或安排或擬訂立的合約或安排中以任何形式直接或間接擁有利益，則須於首次考慮是否訂立該合約或安排的董事會會議上申報其利益性質(倘其知悉當時存有利益)，或在任何其他情況下，於得悉本身擁有利益後的首個董事會會議上申報。根據本公司組織章程細則，董事不得就批准其或其任何緊密聯繫人於當中擁有重大利益的任何合約或安排或其他建議的任何董事會決議案投票，亦不得計入法定人數。

董事會會議及董事委員會會議的會議紀錄須詳盡記錄所審議事項及達成的決定，包括會上提出的任何疑慮或表達的異議，並於各會議舉行後的合理時間內發送予各董事以供彼等審閱、表達意見及記錄。有關會議紀錄的最終版本由本公司的公司秘書保存，並可供董事在提出合理通知的情況下查閱。

Board meetings

During the year ended 31 December 2019, five physical Board meetings were held at which the Directors reviewed and approved, among other things, (i) the annual results and report of the Group for the year ended 31 December 2018; (ii) the offer of share options to a list of grantees in accordance with the terms set out in the offer letter; (iii) the quarterly results of the Group for the three months ended 31 March 2019; (iv) the interim results and report of the Group for the six months ended 30 June 2019; and (v) the quarterly results of the Group for the nine months ended 30 September 2019. The attendance records of individual Directors at the aforementioned Board meetings and at the Company's annual general meeting held on 3 June 2019 are set out below:

董事會會議

截至2019年12月31日止年度，董事會召開五次會議，董事於會上審閱並批准(其中包括)以下事項：(i)本集團截至2018年12月31日止年度之年度業績及報告；(ii)按要約函所載條款向承授人授出購股權要約；(iii)本集團截至2019年3月31日止三個月之季度業績；(iv)本集團截至2019年6月30日止六個月之中期業績及報告；及(v)本集團截至2019年9月30日止九個月之季度業績。個別董事於上述董事會會議及本公司於2019年6月3日舉行的股東週年大會之出席紀錄載列如下：

Name of Director	董事姓名	Attendance/ Number of meetings 出席次數/會議次數	
		Board meetings 董事會會議	Annual general meeting 股東週年大會
Non-executive Director			
Mr. Wong Ting Chung (<i>Chairman</i>)	王庭聰先生(主席)	5/5	1/1
Executive Directors			
Mr. Lau Ka Keung (<i>Chief Executive Officer</i>)	樓家強先生(行政總裁)	5/5	1/1
Mr. Wong Ka Lun (<i>Chief Operating Officer</i>)	黃家倫先生(首席營運總監)	5/5	1/1
Ms. Lau Pui Kwan (<i>Company Secretary</i>)	劉佩君女士(公司秘書)	5/5	1/1
Mr. Lin Guoxian (resigned with effect from 19 July 2019)	林國賢先生(於2019年7月19日辭任)	3/3	0/1
Independent non-executive Directors			
Mr. Ip Shu Kwan, Stephen	葉澍堃先生	5/5	1/1
Mr. Li Yinquan	李引泉先生	5/5	1/1
Dr. Wu Wing Kuen	胡永權博士	5/5	1/1

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Wong Ting Chung serves as the chairman of the Company. He is responsible for the overall strategic planning and business direction of the Group. With the support of the executive Directors and the company secretary, the chairman approves the agenda for, and chairs, Board meetings to ensure that all key and appropriate issues are discussed in a timely manner, including any matters proposed by other Directors. He is responsible for the effective functioning of the Board, including but not limited to taking steps to ensure that all Directors are properly briefed on issues arising at Board meetings, providing all Directors with adequate information which is accurate, clear, complete and reliable in a timely manner, communicating shareholders' views to the Board as a whole and promoting a culture of openness and constructive debate during Board meetings.

Mr. Lau Ka Keung serves as the chief executive officer of the Company. He is responsible for the execution of the strategic planning and general management of the Group.

BOARD COMMITTEES

Executive Committee

The Executive Committee was established on 3 June 2019 with written terms of reference approved and adopted by the Board on the same date. The primary duties of the Executive Committee include (but not limited to): (i) discussing and making decisions on day to day management and operation matters of the Group; (ii) evaluating, determining and presenting to the Board's approval the Company's funding requirement and strategy; (iii) monitoring and overseeing the financial and operational performance of the Group; and (iv) assessing and making recommendations to the Board on major acquisitions of or investments in business or projects. For year ended 31 December 2019, the Executive Committee consists of all executive Directors, namely Mr. Lau Ka Keung (chairman of the Executive Committee), Mr. Wong Ka Lun, Ms. Lau Pui Kwan and Mr. Lin Guoxian (resigned as a committee member with effect from 19 July 2019). Mr. Cheng Kwan Kuen was appointed a member of the Executive Committee with effect from 30 March 2020. The written terms of reference of the Executive Committee have been made available on the Company's website at www.millioncities.com.cn and on the website of the Stock Exchange.

主席及行政總裁

王庭聰先生為本公司主席，負責本集團的整體策略規劃及業務方針。在執行董事及公司秘書的支援下，主席批准董事會會議議程並出任會議主席，以確保及時討論所有主要及合適的事項，包括其他董事提呈的任何事宜。彼負責董事會有效運作，包括但不限於採取措施確保全體董事適當知悉於董事會會議上提出的事宜，並及時向全體董事提供準確、清晰、完整及可靠的資料，將股東的整體意見轉告董事會及發揚在董事會會議舉行期間進行公開及具建設性辯論的文化。

樓家強先生為本公司行政總裁，負責執行策略規劃及本集團的整體管理。

董事委員會

執行委員會

執行委員會於2019年6月3日成立，書面職權範圍於同日獲董事會批准及採納。執行委員會主要職責包括(但不限於): (i) 討論及決定本集團的日常管理及營運事項; (ii) 評估及釐定本公司資金要求及策略，然後提呈董事會批准; (iii) 監察及監督本集團財務及營運表現; 及(iv) 評估主要業務及項目收購或投資，並向董事會提出建議。截至2019年12月31日止年度，執行委員會成員包括所有執行董事，分別為樓家強先生(執行委員會主席)、黃家倫先生、劉佩君女士及林國賢先生(於2019年7月19日辭任委員會成員)。鄭君權先生於2020年3月30日獲委任為執行委員會成員。執行委員會的書面職權範圍已刊載於本公司網站www.millioncities.com.cn及聯交所網站。

Audit Committee

The Audit Committee was established with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the CG Code. The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of the Group, to oversee the audit process, to develop and review the accounting policies of the Group and to perform other duties and responsibilities as assigned by the Board. For the year ended 31 December 2019, the Audit Committee consists of three independent non-executive Directors, namely, Mr. Li Yinquan (chairman of the Audit Committee who possesses the appropriate professional qualification or accounting or related financial management expertise), Mr. Ip Shu Kwan, Stephen, and Dr. Wu Wing Kuen. The written terms of reference of the Audit Committee has been made available on the Company's website at www.millioncities.com.cn and on the website of the Stock Exchange. The Audit Committee has reviewed with the management of the Group the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the consolidated financial statements of the Group for the year ended 31 December 2019.

The Audit Committee held three physical meetings during the year ended 31 December 2019. In these three meetings, the Audit Committee discussed and reviewed, among other things, (i) the accuracy and fairness of the Group's audited annual results for the year ended 31 December 2018 and unaudited interim results for the six months ended 30 June 2019; (ii) the work of the Group's internal auditor; and (iii) the effectiveness of the Group's risk management and internal control systems.

審計委員會

審計委員會根據上市規則第3.21條及企業管治守則第C3段成立，並訂明書面職權範圍。審計委員會主要職責為協助董事會就本集團財務申報過程、內部監控及風險管理系統的成效提出獨立意見、以監察審核程序、制定及檢討本集團的會計政策及履行董事會委派的其他職責及職務。截至2019年12月31日止年度，審計委員會包括三名獨立非執行董事，分別為李引泉先生(審計委員會主席，具有合適專業資格或會計或相關財務管理專業資歷)、葉樹堃先生及胡永權博士。審計委員會的書面職權範圍已刊載於本公司網站www.millioncities.com.cn及聯交所網站。審計委員會已與本集團管理層共同審閱本集團採用的會計準則及慣例並討論內部控制及財務報告事宜，包括審閱本集團截至2019年12月31日止年度的綜合財務報表。

截至2019年12月31日止年度，審計委員會召開三次會議，審計委員會於會上討論和審閱(其中包括)以下事項：(i)本集團截至2018年12月31日止年度經審計年度業績及截至2019年6月30日止六個月未經審計中期業績是否準確公平；(ii)本集團內部核數師的工作；及(iii)本集團風險管理及內部監控系統是否有效。

The attendance records of individual Audit Committee members at the aforementioned Audit Committee meetings are set out below:

個別審計委員會成員於上述審計委員會會議之出席紀錄載列如下：

Name of Audit Committee member	審計委員會成員姓名	Attendance/ Number of meetings 出席次數/ 會議次數
Mr. Li Yinquan (<i>Chairman</i>)	李引泉先生(主席)	3/3
Mr. Ip Shu Kwan, Stephen	葉澍堃先生	3/3
Dr. Wu Wing Kuen	胡永權博士	3/3

Remuneration Committee

The Remuneration Committee was established with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B1 of the CG Code. The primary duties of the Remuneration Committee include (but not limited to): (i) making recommendations to the Directors regarding our policy and structure for the remuneration of all of our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration packages of our Directors and senior management; (iii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iv) considering and approving the grant of share options to eligible participants pursuant to the share option scheme of the Company. For the year ended 31 December 2019, the Remuneration Committee consists of one non-executive Director, namely Mr. Wong Ting Chung, and two independent non-executive Directors, namely Dr. Wu Wing Kuen (chairman of the Remuneration Committee) and Mr. Li Yinquan. The written terms of reference of Remuneration Committee has been made available on the Company's website at www.millioncities.com.cn and on the website of the Stock Exchange.

薪酬委員會

薪酬委員會根據上市規則第3.25條及企業管治守則第B1段成立，並訂明書面職權範圍。薪酬委員會的主要職責包括(但不限於)：(i)就全體董事及高級管理層的薪酬政策及架構以及就制定薪酬政策設立正規且具透明度的程序向董事作出推薦建議；(ii)就董事及高級管理層的薪酬待遇向董事會作出推薦建議；(iii)經考慮董事會的企業目標及目的後審閱及批准管理層的薪酬計劃書；及(iv)考慮及批准根據本公司購股權計劃向合資格參與者授出購股權。截至2019年12月31日止年度，薪酬委員會由一名非執行董事(即王庭聰先生)及兩名獨立非執行董事(分別為胡永權博士(薪酬委員會主席)及李引泉先生)組成。薪酬委員會的書面職權範圍已刊載於本公司網站www.millioncities.com.cn及聯交所網站。

The Remuneration Committee held two physical meetings during the year ended 31 December 2019. In these meetings, the Remuneration Committee discussed and reviewed, among other things, (i) the remuneration packages of the Directors and senior management; and (ii) the offer of share options to a list of grantees in accordance with the terms set out in the offer letter.

截至2019年12月31日止年度，薪酬委員會召開兩次會議，薪酬委員會於會上討論和審閱(其中包括)以下事項：(i)董事及高級管理層的薪酬待遇；及(ii)按要約函所載條款向承授人授出購股權要約。

The attendance records of individual Remuneration Committee members at the aforementioned Remuneration Committee meetings are set out below:

個別薪酬委員會成員於上述薪酬委員會會議之出席紀錄載列如下：

Name of Remuneration Committee member	薪酬委員會成員姓名	Attendance/ Number of meetings 出席次數/ 會議次數
Dr. Wu Wing Kuen (<i>Chairman</i>)	胡永權博士(主席)	2/2
Mr. Wong Ting Chung	王庭聰先生	2/2
Mr. Li Yinquan	李引泉先生	2/2

Nomination Committee

The Nomination Committee was established with written terms of reference in compliance with paragraph A5 of the CG Code. It is responsible for determining the policy for the nomination of directors, identifying and recommending to the Board appropriate candidates to serve as Directors, evaluating the structure and composition of the Board and developing, recommending to the Board and monitoring nomination guidelines for the Company. For the year ended 31 December 2019, the Nomination Committee consists of one non-executive Director, namely Mr. Wong Ting Chung, and two independent non-executive Directors, namely Mr. Ip Shu Kwan, Stephen (chairman of the Nomination Committee) and Dr. Wu Wing Kuen. The written terms of reference of this committee has been made available on the Company's website at www.millioncities.com.cn and on the website of the Stock Exchange.

提名委員會

提名委員會根據企業管治守則第A5段成立，並訂明書面職權範圍。提名委員會負責制定提名董事的政策、物色及向董事會推薦合適人選出任董事、評估董事會的結構及組成以及發展、向董事會推薦及監察本公司的提名指引。截至2019年12月31日止年度，提名委員會由一名非執行董事(即王庭聰先生)及兩名獨立非執行董事(分別為葉澍堃先生(提名委員會主席)及胡永權博士)組成。此委員會的書面職權範圍已刊載於本公司網站www.millioncities.com.cn及聯交所網站。

The Nomination Committee held one physical meeting during the year ended 31 December 2019. In the meeting, the Nomination Committee discussed and reviewed, among other things, (i) the recommendation on re-election of retire Directors at the AGM; (ii) the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate for the Group's business and is in compliance with the requirements of the Listing Rules; and (iii) the formation of the Executive Committee.

The attendance records of individual Nomination Committee members at the aforementioned Nomination Committee meeting are set out below:

截至2019年12月31日止年度，提名委員會召開一次會議，提名委員會於會上討論和審閱(其中包括)以下事項：(i)有關退任董事於股東週年大會膺選連任的建議；(ii)董事會現時架構、人數及組成，確保董事會的專業知識、技術及經驗達致平衡，適合本集團業務及符合上市規則要求；及(iii)成立執行委員會。

個別提名委員會成員於上述提名委員會會議之出席紀錄載列如下：

Name of Nomination Committee member	提名委員會成員姓名	Attendance/ Number of meetings 出席次數/ 會議次數
Mr. Ip Shu Kwan, Stephen (<i>Chairman</i>)	葉澍堃先生(主席)	1/1
Mr. Wong Ting Chung	王庭聰先生	1/1
Dr. Wu Wing Kuen	胡永權博士	1/1

Board diversity

The Company recognises and embraces the importance and benefit achieving diversity on the Board has on corporate governance and board effectiveness. During the year ended 31 December 2019, the Company monitored the Board composition with regard to its diversity policy which requires board appointments to be made on a merit basis with due regard for the benefits of the diversity of Board members. Selection of candidates will be based on a wide range of diversity perspectives, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. The Nomination Committee has developed measurable objectives to implement the board diversity policy and would monitor the progress in achieving these objectives.

董事會成員多元化

本公司認同及重視達致董事會成員多元化對企業管治及董事會效益的重要性及裨益。截至2019年12月31日止年度，本公司已就多元化政策監察董事會組成，該政策要求董事會委任以用人唯才為原則，並適當考慮董事會成員多元化的裨益。甄選候選人將以一系列多元化角度為基準，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗及專業經驗。提名委員會已訂立可計量目標以實施董事會成員多元化政策，並監察達成有關目標的進度。

EXTERNAL AUDITOR'S REMUNERATION

The amount of fees charged by the Company's external auditor, KPMG, in respect of their interim review services, annual audit services and non-audit services for the year ended 31 December 2019 amounted to approximately RMB0.38 million, RMB2.09 million and RMB0.41 million respectively.

THE COMPANY SECRETARY

The company secretary plays a role in supporting the Board by ensuring good information flow within the Board and also that Board policy and procedures are followed. The company secretary is responsible for advising the Board through the chairman and/or the chief executive officer on corporate governance matters and should also facilitate induction and professional development of Directors. Specific enquiry has been made to the company secretary of the Company, namely Ms. Lau Pui Kwan ("Ms. Lau"), and Ms. Lau has confirmed that she has complied with the relevant qualifications, experience and training requirements under the Listing Rules.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has arranged directors' and officers' liability insurance for its Directors and senior management. The insurance covers the corresponding costs, charges, expenses and liabilities for any legal action against them arising out of the Group's operation.

DIRECTORS' TRAINING

According to the code provision A.6.5 of the CG Code, Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All the Directors are also encouraged to attend relevant training courses at the Company's expenses.

外聘核數師酬金

截至2019年12月31日止年度，本公司外聘核數師畢馬威會計師事務所就提供中期審閱服務、年度審計服務及非審計服務收取的費用分別約為人民幣0.38百萬元、人民幣2.09百萬元及人民幣0.41百萬元。

公司秘書

公司秘書負責支援董事會，以確保董事會內訊息流通以及董事會的政策及程序得以遵循。公司秘書負責透過主席及／或行政總裁就企業管治事宜向董事會提供建議，亦應就董事就職及其專業發展提供協助。經向本公司的公司秘書劉佩君女士（「劉女士」）作出特定查詢後，劉女士確認彼符合上市規則規定的相關資歷、經驗及培訓要求。

董事及高級職員責任保險

本公司已為董事及高級管理層安排董事及高級職員責任保險。該保險為彼等因本集團營運而面對的任何法律行動所產生的相關成本、收費、開支及責任提供保障。

董事培訓

根據企業管治守則條文第A.6.5條，董事應持續參與專業發展，以精進及更新知識及技能，從而確保彼等維持對董事會作出明智及恰當的貢獻。本公司鼓勵全體董事出席相關培訓課程，費用由本公司承擔。

The Directors confirmed that they have complied with the code provision A.6.5 of the CG Code for the year ended 31 December 2019 and they participated in the following types of continuous professional development:

截至2019年12月31日止年度，董事確認彼等一直遵守企管守則的守則條文第A.6.5條，並參與以下類別的持續專業發展：

Name of Director	董事姓名	Type of continuous professional development 持續專業發展的類別
Non-executive Director		
Mr. Wong Ting Chung (Chairman)	王庭聰先生(主席)	(I), (II)
Executive Directors		
Mr. Lau Ka Keung (Chief Executive Officer)	樓家強先生(行政總裁)	(I), (II)
Mr. Wong Ka Lun (Chief Operating Officer)	黃家倫先生(首席營運總監)	(I), (II)
Ms. Lau Pui Kwan (Company Secretary)	劉佩君女士(公司秘書)	(I), (II)
Mr. Lin Guoxian (resigned with effect from 19 July 2019)	林國賢先生(於2019年7月19日辭任)	N/A 不適用
Independent non-executive Directors		
Mr. Ip Shu Kwan, Stephen	葉澍堃先生	(I), (II)
Mr. Li Yinquan	李引泉先生	(I), (II)
Dr. Wu Wing Kuen	胡永權博士	(I), (II)

(I) Attending seminars/webinars.

(I) 出席研討會／網上研討會。

(II) Reading/watching materials in relation to the roles, functions and duties of a listed company director and the latest developments in the relevant rules and regulations.

(II) 閱覽有關上市公司董事的角色、職能及職責以及相關規則及規例最新發展的資料。

INVESTOR COMMUNICATIONS AND SHAREHOLDERS' RIGHTS

The Company considers timely communication to shareholders and/or investors and transparent reporting as key components of good corporate governance. The Company aims to maintain frequent and timely communication with its shareholders and/or investors through a variety of communication channels, including but not limited to general meetings, annual and interim reports and official announcements. General meetings provide a platform for shareholders to exchange views with the Board and the Directors are available to answer questions at the Company's annual general meetings. Shareholders will be sent a copy of the annual and interim reports or be notified of the release of such reports. Annual and interim reports are accessible on the website of the Stock Exchange and the Company's website at www.millioncities.com.cn, where general information on the Group's business and activities is available for public access. Official announcements will be released from time to time in accordance with the Listing Rules to update our shareholders and/or investors with the latest developments of the Group.

Voting at general meetings of the Company is conducted by way of poll in accordance with the Listing Rules. The poll results will be published on both the websites of the Stock Exchange and the Company. Pursuant to Clause 64 of the Company's existing articles of association, one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings may deposit a written requisition (the "Written Requisition") to the Board or the company secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in the Written Requisition. Such meeting shall be held within two months after the deposit of the Written Requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

投資者溝通及股東權利

本公司認為，及時與股東及／或投資者溝通及具透明度的申報為良好企業管治的主要部分。本公司旨在透過多種通訊途徑與股東及／或投資者保持頻繁和及時的溝通，該等途徑包括但不限於股東大會、年度及中期報告和官方公告。股東大會是股東與董事會交換意見的平台，董事可於本公司股東週年大會上解答提問。股東將獲寄發年度及中期報告或獲知會有關報告的刊發。年度及中期報告均會在聯交所網站及本公司網站www.millioncities.com.cn刊發，而該等網站亦載有本集團業務及活動的一般資料以供公眾查閱。本公司將不時根據上市規則的規定刊發官方公告，以便股東及／或投資者了解本集團的最新發展。

根據上市規則，本公司股東大會須以投票方式表決。投票結果將於聯交所及本公司網站上刊載。根據本公司現有組織章程細則第64條，於送達要求當日持有不少於本公司附有權利可於股東大會投票的實繳股本的十分之一的一名或以上股東，可向董事會或公司秘書送達一份書面要求（「書面要求」），要求董事會召開股東特別大會處理書面要求所載任何業務交易。該大會須於送達書面要求後兩個月內舉行。倘董事會於送達要求後21天內未能召開該大會，則提出要求者可以相同方式自行召開大會，而本公司須向提出要求者償付因董事會未能召開大會而致使提出要求者產生的一切合理開支。

Shareholders and investors are also welcome to submit any enquiries to the Board and suggestions or proposals at general meetings directly to the Company's principal place of business in Hong Kong as provided in the section headed "Corporate information" in this annual report.

The Board also encourages shareholders to attend general meetings to make enquiries with the Board directly.

DIVIDEND POLICY

During the year ended 31 December 2019, the Company has adopted a dividend policy on declaration and payment of dividends. The dividend policy is available on the website of the Company at www.millioncities.com.cn. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the dividend policy, dividends may be proposed and/or declared by the Board during a financial year or period and any final dividend for a financial year which will be subject to the shareholders' approval.

CONSTITUTIONAL DOCUMENTS

The amended and restated articles of association of the Company has been conditionally adopted on 26 November 2018 with effect from the Listing Date. During the year ended 31 December 2019, there was no change to the memorandum of association and amended and restated articles of association of the Company. The Company has published its memorandum of association and amended and restated articles of association on the Company's website at www.millioncities.com.cn and on the website of the Stock Exchange.

ACCOUNTABILITY

The Directors have included a management discussion and analysis of the Group's performance for the year ended 31 December 2019 under the section headed "Management discussion and analysis" of this annual report.

本公司亦歡迎股東及投資者直接致函本公司的香港主要營業地點(地址見本年報「公司資料」一節)向董事會作出任何查詢,以及於股東大會上直接提出建議或議案。

董事會亦鼓勵股東出席股東大會,直接向董事會提出查詢。

股息政策

截至2019年12月31日止年度,本公司已就宣派及派付股息採納股息政策。股息政策可於本公司網站www.millioncities.com.cn查閱。視乎本公司及本集團的財務狀況以及股息政策所載條件及因素,董事會可在財政年度或期間建議及/或宣派股息,而某財政年度的任何末期股息經股東批准方可作實。

憲章文件

本公司已於2018年11月26日有條件採納經修訂及重列組織章程細則,自上市日期起生效。截至2019年12月31日止年度,本公司組織章程大綱以及經修訂及重列組織章程細則概無變更。本公司已於本公司網站www.millioncities.com.cn及聯交所網站刊載組織章程大綱以及經修訂及重列組織章程細則。

問責

董事已於本年報「管理層討論及分析」一節載入本集團截至2019年12月31日止年度表現的管理層討論及分析。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board places great importance on risk management and internal control and has ultimate responsibilities for overseeing management in the design, implementation and monitoring of the risk management and internal control system of the Group on an ongoing basis. The Board is also committed to review the adequacy and effectiveness of the Group's risk management and internal control systems.

The Group established the risk management and internal control systems with aims to manage rather than eliminate the risk of failure to achieve business objectives, and provide reasonable and not absolute assurance against material misstatements or losses caused by judgment in decision making process, human error, fraud or other irregularities.

In order to comply with the applicable code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules, the Board has engaged an independent professional firm as the outsourced internal auditor (the "internal auditor") with a view to ensuring adequacy of resources and quality of review to satisfy the Group's internal audit function as required by the Listing Rules and to assist the Board to perform annual reviews on the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2019.

風險管理及內部監控

董事會高度重視風險管理及內部監控，對持續監督管理本集團風險管理及內部監控系統的設計、實施及監察負有最終責任。董事會亦致力檢討本集團風險管理及內部監控系統是否充分及有效。

本集團已建立風險管理及內部監控系統，旨在管理而非消除未能達成業務目標的風險，並就在決策過程中由判斷所引致的重大錯誤陳述或損失、人為錯誤、欺詐或其他違規行為提供合理而非絕對保證。

為遵守上市規則附錄十四所載企業管治守則之相關守則條文，董事會已聘請獨立專業公司擔任外聘內部核數師（「內部核數師」），旨在協助確保資源充足及提高審閱質素，使本集團內部審核職能滿足上市規則的規定，並協助董事會對本集團截至2019年12月31日止年度的風險管理及內部監控系統的效用進行年度審閱。

During the year ended 31 December 2019, the Group has reviewed the internal audit charter which defined the scope and the duties and responsibilities of the internal audit function and its reporting protocol. The Group has conducted an annual risk assessment which identified respective strategic risks, operational risks, financial risks and compliance risks for the Group. Based on the risk assessment results following a risk based methodology audit approach, a three-year internal audit plan was devised which prioritized the risks identified into annual audit projects. The Group has taken further steps to enhance its risk management and internal control systems according to some weaknesses found during risk assessment and examination of the internal control and strengthen the implementation of all the risk management and internal control systems. The Board has also reviewed, through the Audit Committee, the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

The Group has established procedures in handling and dissemination of inside information in an accurate and secure manner and to avoid possible mishandling of inside information within the Group.

Based on the risk management and internal control systems established and maintained by the Group, the review performed by the external auditor, the internal auditor, and reviews performed by the management, respective board committees and the Board, the Audit Committee and the Board are of the view that the Group has maintained sound, effective and adequate risk management and internal control system during the year ended 31 December 2019.

截至2019年12月31日止年度，本集團已審閱內部審核憲章，界定內部審核部門的範圍及職責及其報告政策。本集團已進行年度風險評估，此舉可識別本集團的相關策略風險、經營風險、財務風險及合規風險。根據採納風險為本的審核方法後得出的風險評估結果，本集團已制定三年內部審核計劃，該計劃將所識別之風險優先列入年度審核項目。本集團已根據於風險評估及內部監控檢查期間所識別的若干不足之處，採取進一步措施增強其風險管理及內部監控系統，並加強實施所有風險管理及內部監控系統。董事會亦通過審計委員會審閱本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗、培訓課程及預算是否充足。

本集團已建立以準確安全的方式處理及公佈內幕消息之程序，以避免不當處理本集團內幕消息。

根據本集團建立及維持的風險管理及內部監控系統、外部核數師與內部核數師進行的審閱及管理層、有關董事委員會及董事會進行的審閱，審計委員會及董事會認為，截至2019年12月31日止年度，本集團已維持良好、有效且充分的風險管理及內部監控系統。

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Company has developed an inside information policy which provides a guidance to the Directors and the Company's senior management and relevant employees in handling inside information, monitoring information disclosure and responding to enquiries. The Company should take all reasonable measures to ensure the confidentiality of inside information until consistent and timely disclosure of such information is made.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 31 December 2019 and confirm that the financial statements contained herein give a true and fair view of the results and state of affairs of the Group for the year under review. The Directors consider that the financial statements have been prepared in conformity with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and reflect amounts which are based on best estimates and reasonable, informed and prudent judgment of the Board. Such acknowledgement should be read in conjunction with, but be distinguished from, the statement of the external auditor of the Company, KPMG, in relation to their reporting responsibilities as set out in their auditor's report on pages 103 to 113 of this annual report.

GOING CONCERN

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's and the Group's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements on a going concern basis.

處理及發放內幕消息之程序及內部監控

本公司已制訂內幕消息政策，為董事和本公司高級管理層及相關僱員就處理內幕消息、監察消息披露及回應查詢提供指引。本公司應採取一切合理措施確保內幕消息在適時作出一致披露前保密。

董事的財務申報責任

董事確認彼等知悉須負責編製截至2019年12月31日止年度財務報表，且確認本報告所載財務報表真實公平反映本集團於回顧年度的業績及事務狀況。董事認為，財務報表乃按照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，有關數額乃基於董事會的最佳估計及合理、知情和審慎的判斷而計算得出。有關確認應與本年報第103至113頁所載本公司外聘核數師畢馬威會計師事務所編製的核數師報告內就彼等申報責任作出的聲明一併閱讀，惟兩者各為獨立聲明。

持續經營

據董事所知，並無任何有關事件或狀況的重大不確定因素可能導致本公司及本集團持續經營的能力受到重大質疑。因此，董事已按照持續經營基準編製財務報表。

DIRECTORS' REPORT

董事會報告

The Board is pleased to present the annual report together with the audited financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of the Group are property development and sales in the PRC. Particulars of the principal activities of the Company's subsidiaries are set out in note 34 to the consolidated financial statements of the Group. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2019.

BUSINESS REVIEW

A business review of the Group for the year ended 31 December 2019 and its future development is set out in the chairman's statement from page 4 to page 10 and management discussion and analysis from page 11 to page 28 of this annual report.

董事會欣然提呈本集團截至2019年12月31日止年度的年度報告連同經審計財務報表。

主要活動

本公司為投資控股公司，本集團的主要活動為在中國發展及銷售物業。本公司附屬公司的主要活動詳情載於本集團綜合財務報表附註34。截至2019年12月31日止年度，本集團的主要活動性質並無重大變動。

業務回顧

本集團截至2019年12月31日止年度的業務回顧及未來發展載於本年度報告第4頁至第10頁的主席報告及第11頁至第28頁的管理層討論及分析。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss on page 114 of this annual report.

The Directors do not recommend payment of any final dividend for the year ended 31 December 2019.

DONATIONS

Charitable and other donations made by the Group for the year ended 31 December 2019 amounted to approximately RMB4.4 million (2018: RMB0.9 million).

RESERVES AND DISTRIBUTABLE RESERVES OF THE COMPANY

Movements in the reserves of the Group and the Company during the year ended 31 December 2019 are set out in the consolidated statement of changes in equity on page 118 of this annual report and note 27 to the consolidated financial statements respectively.

As at 31 December 2019, the Company's reserves available for distribution to equity shareholders in accordance with its articles of association and the laws of the Cayman Islands amounted to approximately RMB646.7 million (2018: RMB636.1 million).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 12 to the consolidated financial statements.

BANK LOANS

Details of the bank loans of the Group as at 31 December 2019 are set out in note 23 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the issued share capital of the Company for the year ended 31 December 2019 are set out in note 27 to the consolidated financial statements.

業績及分配

本集團截至2019年12月31日止年度的業績載於本年度報告第114頁的綜合損益表。

董事並無建議就截至2019年12月31日止年度派付任何末期股息。

捐贈

截至2019年12月31日止年度，本集團的慈善及其他捐款約為人民幣4.4百萬元(2018年：人民幣0.9百萬元)。

本公司儲備及可分派儲備

本集團及本公司截至2019年12月31日止年度的儲備變動分別載於本年度報告第118頁的綜合權益變動表及綜合財務報表附註27。

於2019年12月31日，根據本公司組織章程細則及開曼群島法例，本公司可供分派予權益股東的儲備約為人民幣646.7百萬元(2018年：人民幣636.1百萬元)。

物業、廠房及設備

本集團物業、廠房及設備的變動詳情載於綜合財務報表附註12。

銀行貸款

本集團於2019年12月31日的銀行貸款詳情載於綜合財務報表附註23。

股本

本公司截至2019年12月31日止年度已發行股本變動的詳情載於綜合財務報表附註27。

Pursuant to the capitalisation of shareholders' loans, the capitalisation issue and the global offering of the Company, 749,999,998 ordinary shares were issued on the Listing Date. Please refer to the Prospectus for details of the aforementioned movements in the issued share capital.

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year ended 31 December 2019 attributable to the Group's major customers and suppliers are as follows:

Revenue from sales of properties attributable to:

- the largest customer 0.84%
- five largest customers in aggregate 2.61%

Purchases attributable to:

- the largest supplier 42.92%
- five largest suppliers in aggregate 59.06%

None of the Directors, or any of their close associates (as defined under the Listing Rules), or any shareholder (which, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital), had any interest in any of the five largest customers or suppliers of the Group during the year ended 31 December 2019.

根據股東貸款資本化、資本化發行及本公司全球發售，於上市日期發行749,999,998股普通股。有關上述已發行股本變動的詳情，請參閱招股章程。

優先購買權

本公司組織章程細則並無有關優先購買權的條文，而開曼群島法例亦無有關該等權利的限制，致使本公司須按比例向現有股東提呈發售新股。

主要客戶及供應商

本集團主要客戶及供應商應佔截至2019年12月31日止年度的銷售及採購百分比如下：

以下人士應佔物業銷售收入：

- 最大客戶為0.84%
- 五大客戶合共為2.61%

以下人士應佔採購：

- 最大供應商為42.92%
- 五大供應商合共為59.06%

概無董事或彼等任何緊密聯繫人(定義見上市規則)或任何股東(就董事所知，擁有本公司已發行股本超過5%)於截至2019年12月31日止年度擁有本集團任何五大客戶或供應商的任何權益。

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the five years ended 31 December 2019 is set out on page 257 of this annual report. This summary does not form part of the audited financial statements.

DIRECTORS

The Directors during the year ended 31 December 2019 and up to the date of this annual report are as follows:

Chairman and non-executive Director

Mr. Wong Ting Chung *BBS, JP (Chairman)*

Executive Directors

Mr. Lau Ka Keung *MH, JP (Chief executive officer)*

Mr. Cheng Kwan Kuen (appointed with effect from 30 March 2020)

Mr. Wong Ka Lun

Ms. Lau Pui Kwan

Mr. Lin Guoxian (resigned with effect from 19 July 2019)

Independent non-executive Directors

Mr. Ip Shu Kwan, Stephen *GBS, JP*

Mr. Li Yinquan

Dr. Wu Wing Kuen *BBS*

In accordance with articles 109(a), 109(b) and 113 of the Company's articles of association, four directors will retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

財務概要

本集團截至2019年12月31日止五個年度之已發佈業績、資產及負債的概要載於本年報第257頁。該概要並不構成經審計財務報表的一部分。

董事

截至2019年12月31日止年度及直至本年度報告日期，董事如下所示：

主席兼非執行董事

王庭聰先生 *BBS, JP (主席)*

執行董事

樓家強先生 *MH, JP (行政總裁)*

鄭君權先生 (於2020年3月30日獲委任)

黃家倫先生

劉佩君女士

林國賢先生 (於2019年7月19日辭任)

獨立非執行董事

葉澍堃先生 *GBS, JP*

李引泉先生

胡永權博士 *BBS*

根據本公司組織章程細則第109(a)、109(b)及113條規定，將有四名董事於本公司應屆股東週年大會上輪值退任，惟合資格於同一大會上膺選連任。

All Directors are subject to retirement by rotation at least once every three years but are eligible for re-election by shareholders at the annual general meeting of the Company pursuant to articles 109(a), 109(b) and 113 of the Company's articles of association.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors and non-executive Director has entered into a service contract with the Company for an initial term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other.

Each of the independent non-executive Directors was appointed by the Company for a term of three years in accordance with their respective letters of appointment with the Company, which may be terminated by not less than three months' notice in writing served by either party on the other.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable within one year without payment of compensation, other than statutory compensation.

INDEPENDENCE OF 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 Board considers all the independent non-executive Directors to be independent in accordance with Rule 3.13 of the Listing Rules.

根據本公司組織章程細則第109(a)、109(b)及113條，所有董事須至少每三年於本公司股東週年大會上輪值退任一次，惟合資格於同一大會上膺選連任。

董事服務合約及委任函

各執行董事及非執行董事已與本公司訂立初步任期為三年的服務合約，並可由任何一方向另一方發出不少於三個月的書面通知予以終止。

各獨立非執行董事已按彼等各自與本公司簽訂的委任函獲本公司委任，任期為期三年，可由任何一方向另一方發出不少於三個月的書面通知予以終止。

擬於應屆股東週年大會膺選連任的董事概無與本公司訂立不可於一年內在不支付賠償(法定賠償除外)的情況下終止的服務合約。

獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出的年度獨立性確認書。根據上市規則第3.13條，董事會認為所有獨立非執行董事均屬獨立。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the paragraph headed "Connected transactions and continuing connected transactions" below and in note 31 to the consolidated financial statements, no transactions, arrangements or contracts of significance between the Company or any of its subsidiaries and the Company's controlling shareholder or any of its subsidiaries, or in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted during or at the end of the year ended 31 December 2019.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision contained in the Company's articles of association that is subject to the requirements specified in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the benefit of the Directors of the Company was in force during the year ended 31 December 2019 and up to the date of this annual report.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Details of the related party transactions undertaken in the usual course of business are set out in note 31 to the financial statements. As these related party transactions constitute fully exempted continuing connected transactions of the Company under Chapter 14A of the Listing Rules, none of them constitutes discloseable connected transactions as defined under the Listing Rules.

董事於重大交易、安排或合約之權益

除下文「關連交易及持續關連交易」一段及綜合財務報表附註31所披露者外，於截至2019年12月31日止年度或該年度結束時，本公司或任何附屬公司與本公司控股股東或其任何附屬公司之間概無訂立董事或與董事有關連之實體於其中直接或間接擁有重大權益的任何重大交易、安排或合約。

獲准許彌償條文

本公司組織章程細則所載受香港法例第622章《公司條例》所訂明規定規限之有關本公司董事利益之獲准許彌償條文於截至2019年12月31日止年度及直至本年度報告日期生效。

關連交易及持續關連交易

於日常業務過程中進行的關聯方交易詳情載於財務報表附註31。由於該等關聯方交易根據上市規則第14A章構成本公司獲全面豁免的持續關連交易，故概無構成上市規則所界定的須予披露關連交易。

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

The interests and/or short positions of Directors and chief executive of the Company, in the shares and underlying shares of the Company (within the meaning of Part XV of the SFO) as at 31 December 2019 as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the SFC under the Model Code, are set out below:

Long position in the ordinary shares of the Company

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

於2019年12月31日，本公司董事及主要行政人員於本公司的股份及相關股份(定義見證券及期貨條例第XV部)中擁有須記錄於證券及期貨條例第352條規定存置的登記冊的權益及/或淡倉或根據標準守則須知會本公司及證監會的權益及/或淡倉如下：

本公司普通股的好倉

Name of Directors	Nature of interests	Number of ordinary shares/ underlying shares held or interested in	Approximate percentage of the issued share capital of the Company ⁽⁵⁾
董事姓名	權益性質	所持或擁有權益的普通股/ 相關股份數目	佔本公司已發行股本的概約百分比 ⁽⁵⁾
Mr. Wong Ting Chung ⁽¹⁾⁽³⁾ 王庭聰先生 ⁽¹⁾⁽³⁾	Beneficiary of a trust 信託受益人	562,500,000	75.0%
	Beneficial owner 實益擁有人	3,000,000	0.4%
Mr. Lau Ka Keung ⁽²⁾⁽³⁾ 樓家強先生 ⁽²⁾⁽³⁾	Interest of spouse 配偶權益	562,500,000	75.0%
	Beneficial owner 實益擁有人	3,000,000	0.4%
Mr. Wong Ka Lun ⁽⁴⁾ 黃家倫先生 ⁽⁴⁾	Beneficial owner 實益擁有人	1,500,000	0.2%
Ms. Lau Pui Kwan ⁽⁴⁾ 劉佩君女士 ⁽⁴⁾	Beneficial owner 實益擁有人	1,500,000	0.2%
Mr. Ip Shu Kwan, Stephen ⁽⁴⁾ 葉澍堃先生 ⁽⁴⁾	Beneficial owner 實益擁有人	1,500,000	0.2%

Name of Directors	Nature of interests	Number of ordinary shares/ underlying shares held or interested in 所持或擁有權益的普通股/ 相關股份數目	Approximate percentage of the issued share capital of the Company ⁽⁵⁾ 佔本公司已發行股本的概約百分比 ⁽⁵⁾
董事姓名	權益性質		
Mr. Li Yinquan ⁽⁴⁾ 李引泉先生 ⁽⁴⁾	Beneficial owner 實益擁有人	1,500,000	0.2%
Dr. Wu Wing Kuen ⁽⁴⁾ 胡永權博士 ⁽⁴⁾	Beneficial owner 實益擁有人	1,500,000	0.2%
Note 1: Mr. Wong Ting Chung is the settlor, the protector and one of the beneficiaries of the Happy Family Trust and therefore he is deemed to be interested in the shares held by the Happy Family Trust under the SFO.	附註1: 王庭聰先生為庭槐信託的授予人、保護人及受益人之一，故根據證券及期貨條例視為於庭槐信託所持股份中擁有權益。		
Note 2: Mr. Lau Ka Keung is the spouse of Ms. Wong Wai Ling, who is one of the beneficiaries of the Happy Family Trust and therefore he is deemed to be interested in the shares held by the Happy Family Trust under the SFO.	附註2: 樓家強先生為王惠玲女士(庭槐信託的受益人之一)配偶，故根據證券及期貨條例視為於庭槐信託所持股份中擁有權益。		
Note 3: Each of Mr. Wong Ting Chung and Mr. Lau Ka Keung has a beneficial interest in the share options granted to each of them on 29 March 2019 under the Share Option Scheme and which, if exercised in full, would result in the issuance of 3,000,000 shares to each of them.	附註3: 王庭聰先生及樓家強先生各自於2019年3月29日根據購股權計劃獲授的購股權中擁有實益權益。倘悉數行使該等購股權，則會向彼等分別發行3,000,000股股份。		
Note 4: Each of Mr. Wong Ka Lun, Ms. Lau Pui Kwan, Mr. Ip Shu Kwan, Stephen, Mr. Li Yinquan and Dr. Wu Wing Kuen, has a beneficial interest in the share options granted to each of them on 29 March 2019 under the Share Option Scheme and which, if exercised in full, would result in the issuance of 1,500,000 shares to each of them.	附註4: 黃家倫先生、劉佩君女士、葉樹堃先生、李引泉先生及胡永權博士各自於2019年3月29日根據購股權計劃獲授的購股權中擁有實益權益。倘悉數行使該等購股權，則會向彼等分別發行1,500,000股股份。		
Note 5: The calculation is based on the total number of issued ordinary shares of 750,000,000 shares as at 31 December 2019.	附註5: 按2019年12月31日已發行普通股總數750,000,000股計算。		

Save as disclosed above, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2019 as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the SFC under the Model Code.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme, at no time during the year ended 31 December 2019 and up to the date of this annual report was the Company or any of its subsidiaries, holding companies, or any of the subsidiary undertakings (within the meaning of the Companies (Directors' Report) Regulation) of such holding companies a party to any arrangements whose objects are, or one of whose objects is, to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. Save as disclosed above, none of the Directors and chief executive of the Company (including their spouses and children under the age of 18) had any interests in or was granted any right to subscribe for the securities of the Company or its associated corporations (within the meaning of Part XV of the SFO), or had exercised any such rights.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended and as at 31 December 2019, none of the Directors had any interest in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

除上文所披露者外，於2019年12月31日，概無本公司董事或主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有須記錄於證券及期貨條例第352條規定存置的登記冊的任何權益或淡倉或根據標準守則須知會本公司及證監會的權益或淡倉。

董事及主要行政人員購買股份或債權證之權利

除購股權計劃外，本公司或其任何附屬公司、控股公司或有關控股公司的任何附屬企業(定義見公司(董事報告)規例)於截至2019年12月31日止年度及直至本年度報告日期內任何時間概無訂立目標或目標之一為致使董事可透過購買本公司或任何其他法人團體的股份或債權證以獲得利益的任何安排。除上文所披露者外，概無董事及本公司主要行政人員(包括彼等的配偶及未滿18歲的子女)於本公司或其相聯法團(定義見證券及期貨條例第XV部)的證券中擁有任何權益或獲授予可認購該等證券的任何權利，或已行使任何有關權利。

董事於競爭業務的權益

於截至2019年12月31日止年度及於該年結日，概無董事於本集團業務外的任何業務(直接或間接與本集團業務競爭或可能競爭)中擁有任何權益。

DEED OF NON-COMPETITION

For the year ended 31 December 2019, each of the Company's controlling shareholders has confirmed to the Company of his/her/its compliance with the non-competition undertakings given by him/her/it to the Company under the deed of non-competition, as defined in the Prospectus, and he/she/it had not been offered or become aware of any business opportunity which may compete with the business of the Group, during the year ended 31 December 2019. There was no matter requiring deliberation by the Board in relation to the compliance and enforcement of the deed of non-competition. The Board, including all the independent non-executive Directors, is of the view that the controlling shareholders of the Company have been in compliance with the deed of non-competition in favour of the Company.

The Directors are of the view that there are sufficient measures in place to safeguard the interests of the Company and its shareholders against any competition issues or potential competition issues.

SHARE OPTION SCHEME

The Company has approved and adopted the Share Option Scheme. Under the Share Option Scheme, the eligible participants may be granted share options pursuant to the Share Option Scheme. The following is a summary of the principal terms of the Share Option Scheme.

(a) Purpose

The purposes of the Share Option Scheme are to provide the eligible participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivate the eligible participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attract and retain or otherwise maintain an on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

不競爭契據

截至2019年12月31日止年度，本公司各控股股東已向本公司確認，於截至2019年12月31日止年度期間，已遵守彼等根據不競爭契據(定義見招股章程)向本公司作出的不競爭承諾，且並無獲得或知悉任何與本集團業務可能競爭的商機。概無有關遵守及執行不競爭契據的事宜須提請董事會審議。董事會(包括全體獨立非執行董事)認為，本公司控股股東已遵守以本公司為受益人的不競爭契據。

董事認為，現行措施足以保障本公司及其股東的利益不受任何競爭問題或潛在競爭問題影響。

購股權計劃

本公司已批准及採納購股權計劃。根據購股權計劃，合資格參與者可根據購股權計劃獲授購股權。以下載列購股權計劃的主要條款概要。

(a) 目的

購股權計劃旨在向合資格參與者提供於本公司擁有個人權益的機會，以達致下列目標：

- (i) 激勵合資格參與者為本集團的利益提升表現效率；及
- (ii) 吸引及挽留其貢獻對或將對本集團長遠發展有利的合資格參與者或以其他方式與其保持持續的業務關係。

(b) Eligible participants

The eligible participants include (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any directors (including independent non-executive directors) of the Company or any of its subsidiaries; and (iii) any advisers, consultants, agents, suppliers, customers, distributors and such other persons who in the sole opinion of the Board will contribute or have contributed to the Company and/or any of its subsidiaries.

(c) Maximum number of shares

The maximum number of shares which may be issued upon exercise of all the share options to be granted under the Share Option Scheme and any other share option scheme of the Company (if any) shall not in aggregate exceed 10% of the shares in issue (i.e. a maximum of 75,000,000 shares) immediately after Listing, provided that:

- (i) the maximum number of shares may be renewed, with the approval of the shareholders in a general meeting, up to a maximum of 10% of the issued share capital of the Company at the date of such shareholders' approval, inclusive of the maximum number of shares in respect of which share options may be granted under another scheme, if any;
- (ii) the Company may obtain a separate approval from the Company's shareholders in a general meeting to permit the granting of share options which will result in the number of shares in respect of all the share options granted exceeding the then maximum number of shares provided that such share options are granted only to eligible participants specifically identified by the Company before shareholders' approval is sought (in which case such share options granted shall not be counted towards the then applicable maximum number of shares); and

(b) 合資格參與者

合資格參與者包括(i)本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級職員；(ii)本公司或其任何附屬公司的任何董事(包括獨立非執行董事)；及(iii)董事會全權認為將對或已對本公司及／或其任何附屬公司作出貢獻的任何諮詢師、顧問、代理、供應商、客戶、分銷商及其他有關人士。

(c) 股份數目上限

根據購股權計劃及本公司任何其他購股權計劃(如有)將授出的所有購股權獲行使而可能發行的股份數目上限合共不得超過緊隨上市後已發行股份的10%(即最多75,000,000股股份)，前提為：

- (i) 本公司可於股東在股東大會批准的情況下更新股份數目上限，最多為於有關股東批准當日本公司已發行股本的10%，包括根據其他計劃(如有)可能授出的購股權所涉及的股份數目上限；
- (ii) 本公司可在股東大會尋求本公司股東另行批准授出會導致所有已授出購股權所涉及的股份數目超出當時股份數目上限的購股權，惟有關購股權僅可授予本公司在取得股東批准前已指定的合資格參與者(在此情況下所授出有關購股權不得計入當時適用的股份數目上限)；及

(iii) the total maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share options granted and yet to be exercised under another scheme shall not exceed 30% of the issued share capital of the Company from time to time.

(d) Maximum entitlement of each eligible participant

Unless approved by the shareholders in a general meeting (with the relevant eligible participant and his/her close associates abstaining from voting), no eligible participant shall be granted an share option if the total number of shares issued and to be issued upon exercise of the share options granted and to be granted to such eligible participant in any 12-month period up to the date of the latest grant would exceed 1% of the issued share capital of the Company from time to time.

An offer of the grant of an option to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options).

Where any grant of share options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all share options already granted and to be granted (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

(i) representing in aggregate over 0.1% of the shares in issue; and

(iii) 因悉數行使根據購股權計劃已授出但尚未行使的購股權及根據其他計劃已授出但尚未行使的任何其他購股權而可能發行的股份數目上限總額，不得超過本公司不時已發行股本的30%。

(d) 每名合資格參與者享有購股權數目上限

除非獲股東於股東大會批准(有關合資格參與者及其緊密聯繫人放棄就此投票)，否則，概無合資格參與者將獲授購股權，致使在任何12個月期間直至最後授出日期已向或將向該名合資格參與者授出的購股權獲行使而已發行及將發行的股份總數超過本公司不時已發行股本的1%。

向董事、本公司主要行政人員或主要股東或彼等各自的任何聯繫人授出購股權，須獲獨立非執行董事(不包括本身為購股權承授人的任何獨立非執行董事)批准。

倘向主要股東或獨立非執行董事或其任何聯繫人授予任何購股權會導致截至授出購股權日期(包括當日)止12個月期間因已授予或將授予該名人士的所有購股權(包括已行使、已註銷及尚未行使的購股權)獲行使而已經及將會發行的股份數目：

(i) 合共超過已發行股份數目的0.1%；及

- (ii) having an aggregate value, based on the official closing price of the shares at the date of each grant, in excess of HK\$5.0 million,

such further grant of share options will be subject to the issue of a circular by the Company and must be approved by the shareholders in general meeting on a poll. The grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

(e) Acceptance of an offer of share options

A share option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the share options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date. To the extent that the offer to grant a share option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

(f) Performance target

A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any share options granted under the Share Option Scheme can be exercised.

(g) Subscription price

The subscription price in respect of any share option shall be a price determined by the Board and notified to an eligible participant (subject to any adjustments made pursuant to the terms and conditions of the Share Option Scheme) which must be at least the highest of:

- (i) the official closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;

- (ii) 根據股份於各授出日期的正式收市價計算，總值超過5.0百萬港元，

則進一步授出購股權須待本公司刊發通函並經股東在股東大會上以投票方式批准，而承授人、其聯繫人及本公司所有核心關連人士須於有關股東大會上放棄投贊成票。

(e) 接納購股權要約

本公司一經於相關接納日期或之前收到由承授人正式簽署構成接納購股權的一式兩份要約文件連同付予本公司的1港元款項作為授出購股權的代價後，購股權即被視為已授出及已獲承授人接納及已生效。倘授出購股權的要約未於任何規定的接納日期獲接納，則被視為已被不可撤銷地拒絕。

(f) 表現目標

根據購股權計劃授出的任何購股權獲行使之前，承授人可能須達到董事會於授出購股權時列明的任何表現目標。

(g) 認購價

任何購股權的認購價須由董事會決定並知會合資格參與者(惟須符合根據購股權計劃的條款及條件進行的任何調整)，惟該價格須至少為下列各項當中的最高者：

- (i) 股份於授出日期(須為聯交所開市買賣證券的日子)於聯交所每日報價表所報的正式收市價；

(ii) the average of the official closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; or

(iii) the nominal value of the shares.

(h) Ranking of shares

The shares to be allotted upon the exercise of a share option will be subject to all the provisions of the articles of association for the time being in force and will rank pari passu in all respects with and shall have the same voting, dividend, transfer and other rights. Shares issued on the exercise of a share option shall not rank for any rights attaching to the shares by reference to a record date preceding the date of allotment.

The shares to be allotted upon the exercise of a share option will not carry voting rights until completion of the registration of the grantee (such other person nominated by the grantee) as the holder thereof.

(i) Life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of 10 years from 20 December 2018 (being the Listing Date), after which no further options shall be offered but the provisions of the Share Option Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to the exercise of any share options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Share options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(ii) 緊接授出日期前五個交易日股份於聯交所每日報價表所報的正式收市價平均數；或

(iii) 股份面值。

(h) 股份的地位

因購股權獲行使而將配發的股份須遵守當時生效的組織章程細則的所有條文，並將在所有方面享有同等權益，擁有相同的投票權、股息、轉讓及其他權利。於行使購股權時發行的股份不得享有股份於參考配發日期前的記錄日期所附帶的任何權利。

因行使購股權而將配發的股份將不會附帶投票權，直至承授人(或承授人提名的有關其他人士)完成有關股份持有人的登記為止。

(i) 購股權計劃的年期

購股權計劃自2018年12月20日(上市日期)起計十年期間生效及有效，其後不得進一步提呈授出任何購股權，惟購股權計劃的條文於所有其他方面仍然具有十足效力及作用，並以行使於此前已授出的任何購股權生效而言所需的範圍或根據購股權計劃的條文可能要求的其他方面為限。早前授出但尚未行使的購股權應根據購股權計劃繼續有效及可予行使。

Details of the movements of the share options granted under the Share Option Scheme during the year ended 31 December 2019 are as follows:

截至2019年12月31日止年度，根據購股權計劃授出的購股權變動詳情如下：

Name of grantees	Date of grant	Exercise price ⁽¹⁾ (HK\$)	Exercise period ⁽²⁾	Balance as at 1 January 2019 於2019年1月1日的結餘	Number of share options during the year ended 31 December 2019 截至2019年12月31日止年度購股權數目				Balance as at 31 December 2019 於2019年12月31日的結餘
					Granted	Exercised	Cancelled	Lapsed	
承授人姓名	授出日期	行使價 ⁽¹⁾ (港元)	行使期 ⁽²⁾		授出	行使	註銷	失效	
Mr. Wong Ting Chung 王庭聰先生	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	3,000,000	—	—	—	3,000,000
Mr. Lau Ka Keung 樓家強先生	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	3,000,000	—	—	—	3,000,000
Mr. Wong Ka Lun 黃家倫先生	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	1,500,000	—	—	—	1,500,000
Ms. Lau Pui Kwan 劉佩君女士	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	1,500,000	—	—	—	1,500,000
Mr. Lin Guoxian ⁽³⁾ 林國賢先生 ⁽³⁾	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	1,500,000	—	(1,500,000)	—	—
Mr. Ip Shu Kwan, Stephen 葉澍堃先生	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	1,500,000	—	—	—	1,500,000
Mr. Li Yinquan 李引泉先生	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	1,500,000	—	—	—	1,500,000
Dr. Wu Wing Kuen 胡永權博士	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	1,500,000	—	—	—	1,500,000
Other employees of the Group 本集團其他僱員	29 March 2019 2019年3月29日	1.362	29 March 2020 to 28 March 2029 2020年3月29日至2029年3月28日	—	8,700,000	—	—	—	8,700,000
Total 總計				—	23,700,000	—	(1,500,000)	—	22,200,000

Notes:

1. Exercise price of share options granted of HK\$1.362 per share represents the highest of:
- (i) the closing price of HK\$1.330 on the date of grant, i.e. 29 March 2019;
- (ii) the average closing price of HK\$1.362 for five business days immediately preceding the date of grant; and
- (iii) the nominal value of the share of HK\$0.01 each.
2. The share options granted to the above Directors and other employees of the Group shall be vested in three equal tranches. The vesting periods of the share options are between the date of grant and the dates of commencement of exercise periods. The vesting periods and exercise periods of the share options are as follows:

附註：

1. 已授出購股權之行使價每股1.362港元為下列之最高者：
- (i) 於授出日期(即2019年3月29日)股份之收市價1.330港元；
- (ii) 於緊接授出日期前五個營業日股份之平均收市價1.362港元；及
- (iii) 股份面值每股0.01港元。
2. 向上述董事及本集團其他僱員授出的購股權須分三期等額歸屬。購股權的歸屬期為授出日期至行使期開始日期期間。購股權的歸屬期及行使期如下：

Share options granted on 29 March 2019

於2019年3月29日授出的購股權

Vesting period

歸屬期

Exercise period

行使期

One-third of the share options (rounded to the nearest number of share options which represents an integral multiples of one board lot) 三分之一的購股權(四捨五入至最接近一手整數倍數的購股權數目)	29 March 2019 to 28 March 2020 2019年3月29日至 2020年3月28日	29 March 2020 to 28 March 2029 2020年3月29日至 2029年3月28日
One-third of the share options (rounded to the nearest number of share options which represents an integral multiples of one board lot) 三分之一的購股權(四捨五入至最接近一手整數倍數的購股權數目)	29 March 2019 to 28 March 2021 2019年3月29日至 2021年3月28日	29 March 2021 to 28 March 2029 2021年3月29日至 2029年3月28日
The remaining share options 餘下購股權	29 March 2019 to 28 March 2022 2019年3月29日至 2022年3月28日	29 March 2022 to 28 March 2029 2022年3月29日至 2029年3月28日

3. Mr. Lin Guoxian resigned as an executive Director with effect from 19 July 2019. The share options granted to Mr. Lin Guoxian were cancelled upon his resignation.

3. 林國賢先生辭任執行董事，自2019年7月19日生效。授予林國賢先生的購股權於其辭任後註銷。

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

Save as disclosed below, so far as known to the Directors and chief executive of the Company, as at 31 December 2019, the following persons or corporations (other than our Directors and chief executive of our Company) who had interest and/or short positions in the shares or underlying shares of the Company which would be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO were as follows:

Long position in the ordinary shares of the Company

主要股東及其他人士於股份及相關股份中的權益及淡倉

除下文所披露者外，據董事及本公司主要行政人員所知，於2019年12月31日，下列人士或法團(我們的董事及本公司主要行政人員除外)於本公司的股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文會向本公司披露的權益及/或淡倉，或記錄於證券及期貨條例第336條規定須予存置的登記冊的權益及/或淡倉如下：

本公司普通股的好倉

Name of substantial shareholder	Nature of interest	Number of ordinary shares held or interested in 所持或擁有權益的普通股數目	Approximate percentage of issued share capital of the Company ⁽¹⁰⁾ 佔本公司已發行股本的概約百分比 ⁽¹⁰⁾
主要股東名稱/姓名	權益性質		
Fortune Speed Investments Limited ⁽¹⁾ 瑞迅投資有限公司 ⁽¹⁾	Beneficial owner 實益擁有人	562,500,000	75.0%
Winnermax Management Limited ⁽¹⁾ 恒威管理有限公司 ⁽¹⁾	Interest in a controlled corporation 於受控制法團權益	562,500,000	75.0%
Happy Family Assets Limited ⁽¹⁾ 庭槐資產有限公司 ⁽¹⁾	Interest in a controlled corporation 於受控制法團權益	562,500,000	75.0%
East Asia International Trustees Limited ⁽¹⁾ East Asia International Trustees Limited ⁽¹⁾	Trustee of a trust 信託受託人	562,500,000	75.0%
Ms. Wang Kam Chu ⁽²⁾ Wang Kam Chu女士 ⁽²⁾	Interest of spouse 配偶權益	565,500,000	75.4%
Ms. Wong Wai Ling ⁽³⁾ 王惠玲女士 ⁽³⁾	Beneficiary of a trust 信託受益人	562,500,000	75.0%
	Interest of spouse 配偶權益	3,000,000	0.4%
Mr. Wong Ting Kau ⁽⁴⁾ 王庭交先生 ⁽⁴⁾	Beneficiary of a trust 信託受益人	562,500,000	75.0%

Name of substantial shareholder	Nature of interest	Number of ordinary shares held or interested in 所持或 擁有權益的 普通股數目	Approximate percentage of issued share capital of the Company ⁽¹⁰⁾ 佔本公司 已發行股本的 概約百分比 ⁽¹⁰⁾
主要股東名稱/姓名	權益性質		
Mr. Wong Ting Chun ⁽⁵⁾ 王庭真先生 ⁽⁵⁾	Beneficiary of a trust 信託受益人	562,500,000	75.0%
Mr. Wong Wai Wing, Raymond ⁽⁶⁾ 王惠榮先生 ⁽⁶⁾	Beneficiary of a trust 信託受益人	562,500,000	75.0%
Ms. Chan Ka Wai ⁽⁷⁾ Chan Ka Wai女士 ⁽⁷⁾	Interest of spouse 配偶權益	562,500,000	75.0%
Ms. Tsoi Suet Ngai ⁽⁸⁾ Tsoi Suet Ngai女士 ⁽⁸⁾	Interest of spouse 配偶權益	562,500,000	75.0%
Ms. Kwan Ying Tsi, Catherine ⁽⁹⁾ Kwan Ying Tsi, Catherine女士 ⁽⁹⁾	Interest of spouse 配偶權益	562,500,000	75.0%

Notes:

附註：

- (1) Fortune Speed Investments Limited is a company wholly owned by Winnermax Management Limited, which is in turn wholly owned by Happy Family Assets Limited, a company wholly owned by East Asia International Trustees Limited.

East Asia International Trustees Limited is the trustee of Happy Family Trust, a trust established by Mr. Wong Ting Chung as the settlor. Accordingly, each of Happy Family Assets Limited, East Asia International Trustees Limited and Winnermax Management Limited, is deemed to be interested in the 562,500,000 shares held by Fortune Speed Investments Limited under the SFO.

- (2) Ms. Wang Kam Chu is the spouse of Mr. Wong Ting Chung and is therefore deemed to be interested in the shares held, directly or indirectly, by Mr. Wong Ting Chung under the SFO.
- (3) Ms. Wong Wai Ling, sister of Mr. Wong Ting Chung, is one of the beneficiaries of the Happy Family Trust and therefore she is deemed to be interested in the shares held by the Happy Family Trust under the SFO. Ms. Wong Wai Ling is also the spouse of Mr. Lau Ka Keung and is therefore deemed to be interested in the shares held by Mr. Lau Ka Keung under the SFO.

- (1) 瑞迅投資有限公司由恒威管理有限公司全資擁有，而恒威管理有限公司由庭槐資產有限公司全資擁有，庭槐資產有限公司則由East Asia International Trustees Limited全資擁有。

East Asia International Trustees Limited是庭槐信託(由王庭聰先生作為授與人創立的信託)的受託人。因此，庭槐資產有限公司、East Asia International Trustees Limited及恒威管理有限公司各自根據證券及期貨條例被視為於瑞迅投資有限公司所持有的562,500,000股股份中擁有權益。

- (2) Wang Kam Chu女士為王庭聰先生的配偶，因此，根據證券及期貨條例被視為於王庭聰先生直接或間接持有的股份中擁有權益。
- (3) 王惠玲女士(王庭聰先生的胞姊妹)為庭槐信託的受益人之一，因此，根據證券及期貨條例被視為於庭槐信託持有的股份中擁有權益。王惠玲女士亦為樓家強先生的配偶，故根據證券及期貨條例被視為於樓家強先生持有的股份中擁有權益。

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|--|--|
| <p>(4) Mr. Wong Ting Kau, brother of Mr. Wong Ting Chung, is one of the beneficiaries of the Happy Family Trust and therefore he is deemed to be interested in the shares held by the Happy Family Trust under the SFO.</p> | <p>(4) 王庭交先生(王庭聰先生的胞兄弟)為庭槐信託的受益人之一，故根據證券及期貨條例被視為於庭槐信託所持股份中擁有權益。</p> |
| <p>(5) Mr. Wong Ting Chun, brother of Mr. Wong Ting Chung, is one of the beneficiaries of the Happy Family Trust and therefore he is deemed to be interested in the shares held by the Happy Family Trust under the SFO.</p> | <p>(5) 王庭真先生(王庭聰先生的胞兄弟)為庭槐信託的受益人之一，故根據證券及期貨條例被視為於庭槐信託所持股份中擁有權益。</p> |
| <p>(6) Mr. Wong Wai Wing, Raymond, brother of Mr. Wong Ting Chung, is one of the beneficiaries of the Happy Family Trust and therefore he is deemed to be interested in the shares held by the Happy Family Trust under the SFO.</p> | <p>(6) 王惠榮先生(王庭聰先生的胞兄弟)為庭槐信託的受益人之一，故根據證券及期貨條例被視為於庭槐信託所持股份中擁有權益。</p> |
| <p>(7) Ms. Chan Ka Wai is the spouse of Mr. Wong Ting Kau and is therefore deemed to be interested in the shares held, directly or indirectly, by Mr. Wong Ting Kau under the SFO.</p> | <p>(7) Chan Ka Wai女士為王庭交先生的配偶，故根據證券及期貨條例被視為於王庭交先生直接或間接持有的股份中擁有權益。</p> |
| <p>(8) Ms. Tsoi Suet Ngai is the spouse of Mr. Wong Ting Chun and is therefore deemed to be interested in the shares held, directly or indirectly, by Mr. Wong Ting Chun under the SFO.</p> | <p>(8) Tsoi Suet Ngai女士為王庭真先生的配偶，故根據證券及期貨條例被視為於王庭真先生直接或間接持有的股份中擁有權益。</p> |
| <p>(9) Ms. Kwan Ying Tsi, Catherine is the spouse of Mr. Wong Wai Wing, Raymond and is therefore deemed to be interested in the shares held, directly or indirectly, by Mr. Wong Wai Wing, Raymond under the SFO.</p> | <p>(9) Kwan Ying Tsi, Catherine女士為王惠榮先生的配偶，故根據證券及期貨條例被視為於王惠榮先生直接或間接持有的股份中擁有權益。</p> |
| <p>(10) The calculation is based on the total number of issued ordinary shares of 750,000,000 shares as at 31 December 2019.</p> | <p>(10) 按2019年12月31日已發行普通股總數750,000,000股計算。</p> |

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year ended 31 December 2019 or subsisted as at 31 December 2019.

TAX RELIEF

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

股權掛鈎協議

除購股權計劃外，截至2019年12月31日止年度或於2019年12月31日，本公司並無訂立將會或可能會導致本公司發行股份或要求本公司訂立將會或可能會導致本公司發行股份的任何協議的股權掛鈎協議。

稅項減免

就本公司所知，概無股東因持有本公司證券而獲減免任何稅項。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or substantial part of the business of the Group were entered into or existed during the year ended 31 December 2019.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

For the year ended 31 December 2019, neither the Company nor any of its subsidiaries, has purchased, sold or redeemed any of the Company's listed securities.

USE OF NET PROCEEDS FROM THE COMPANY'S IPO

The net proceeds from Listing amounted to approximately HK\$190.8 million after deducting the underwriting commission and other fees and expenses paid by the Company for Listing.

Up to the date of this report, the net proceeds from Listing were used as following:

- HK\$100.0 million, representing approximately 52.4% of the net proceeds from the Listing, were used to repay the pre-IPO loan;
- HK\$11.5 million, representing approximately 6.0% of the net proceeds, were used to fund the development costs for Million Cities Legend Phase 3;
- HK\$68.5 million, representing approximately 35.9% of the net proceeds, were used to pay the earnest money for the potential project in Shenzhen in accordance with the MOU entered into on 9 January 2020.
- HK\$10.8 million, representing approximately 5.7% of the net proceeds, were used for general working capital purposes.

Up to the date of this annual report, the net proceeds were utilised in full.

RETIREMENT BENEFITS SCHEMES

Details of the retirement benefits schemes participated by the Group are set out in note 7 to the consolidated financial statements.

管理合約

截至2019年12月31日止年度，概無訂立或存有涉及本集團全部或絕大部分業務的管理及行政合約。

購買、出售或贖回本公司上市證券

截至2019年12月31日止年度，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

本公司首次公開發售所得款項淨額的用途

經扣除包銷佣金及其他費用及本公司已付的上市開支後，上市所得款項淨額約為190.8百萬港元。

截至本報告日期，上市所得款項淨額已用作以下用途：

- 100.0百萬港元(佔上市所得款項淨額約52.4%)已用作償還首次公開發售前貸款；
- 11.5百萬港元(佔所得款項淨額約6.0%)已用作撥付萬城名座三期發展成本；
- 68.5百萬港元(佔所得款項淨額約35.9%)已用作根據2020年1月9日訂立的諒解備忘錄支付深圳潛在項目的誠意金；
- 10.8百萬港元(佔所得款項淨額約5.7%)已用作一般營運資金之用。

截至本年報日期，已悉數動用所得款項淨額。

退休福利計劃

本集團參與的退休福利計劃詳情載於綜合財務報表附註7。

DIRECTORS AND SENIOR MANAGEMENT

Particulars of the directors and senior management of the Company are set out on pages 29 to 40 of this annual report.

董事及高級管理層

本公司董事及高級管理層的詳情載於本年報第29至40頁。

SENIOR MANAGEMENT REMUNERATION BY BAND

The remuneration of the Company's senior management, whose biography are set out on pages 30 to 32 and 37 to 40 of this annual report, for the year ended 31 December 2019 is set out below:

按薪酬範圍劃分的高級管理層酬金

截至2019年12月31日止年度，本公司高級管理層(履歷載於本年報第30至32及37至40頁)的酬金如下：

		Number of individuals 人數
Remuneration bands	酬金範圍	
HK\$Nil-HK\$500,000	零港元至500,000港元	3
HK\$500,001-HK\$1,000,000	500,001港元至1,000,000港元	5
HK\$1,500,001-HK\$2,000,000	1,500,001港元至2,000,000港元	1
HK\$2,000,001-HK\$2,500,000	2,000,001港元至2,500,000港元	1
HK\$4,500,001-HK\$5,000,000	4,500,001港元至5,000,000港元	1

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles as set out in the CG Code contained in Appendix 14 of the Listing Rules. The Board is of the view that the Company is in compliance with the mandatory code provisions of the CG Code for the year ended 31 December 2019.

企業管治常規

本公司已應用上市規則附錄十四所載企業管治守則的原則。董事會認為，本公司於截至2019年12月31日止年度已遵守企業管治守則的強制性守則條文。

For details of the Corporate Governance Report, please refer to pages 41 to 59 of this annual report.

有關企業管治報告的詳情，請參閱本年報第41至59頁。

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of the Company's issued shares for the year ended 31 December 2019 and up to the date of this annual report.

足夠公眾持股量

根據本公司所得的公開資料及就董事所知，本公司確認，截至2019年12月31日及直至本年報日期的已發行股份有足夠的公眾持股量。

ANNUAL GENERAL MEETING

The AGM for the year ended 31 December 2019 is scheduled to be held on 5 June 2020. A notice convening the AGM will be issued and disseminated to the Company's shareholders in due course.

股東週年大會

本公司截至2019年12月31日止年度的股東週年大會將於2020年6月5日舉行。召開股東週年大會的通告將於適當時候刊發及寄發予本公司股東。

ENVIRONMENTAL POLICIES

The Group is committed to implement policies in environmental protection in order to conserve natural resources. The Group strives to minimise the Group's environmental impact through reducing electricity and water consumption and encouraging recycle of office supplies and other materials. The Group is also committed to ensure that the Group is in strict compliance with the applicable environmental laws and regulations of the relevant jurisdictions.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company strives to balance business growth with environmental protection.

As the major businesses of the Group are property development and sales in China, the Group (i) evaluates, manages and mitigates from time to time environmental issues within the context of the Group's business activities and objectives for the conservation of energy and other natural resources; (ii) devises environmental policies and measures for the Group so as to keep them in line with the standards required under the applicable laws, rules and regulations to the extent practicable; and (iii) applies the Group's philosophy on environment protection to the Group's supply chain and operations. These include but not limited to the scrutiny in the selection of the Group's business partners or services providers and award the bids of construction and other projects of which the Group is involved to reputable and environmentally-conscientious corporations and contractors with good compliant and environmental records.

The Group has also implemented energy saving practices in the workplace through (i) appropriately designing, constructing, maintaining and, if required, modifying facilities wherever applicable; (ii) using or to replacing gradually existing appliances with more energy efficient appliances for lighting, heating and ventilation systems to reduce energy consumption and (iii) raising awareness of environmental protection at workplace.

During the year ended 31 December 2019, the Board is not aware of any material breach or non-compliance with relevant local laws and regulations which have a significant impact on the Group's business.

環保政策

本集團致力推行環境保護政策，以保護自然資源。本集團力求透過減低耗水電量及鼓勵回收辦公室用品及其他物料，降低本集團對環境的影響。本集團亦致力確保本集團嚴格遵守相關司法權區的適用環保法例及法規。

遵守法例及法規

本公司竭力在業務增長與環境保護之間達成平衡。

由於本集團的主要業務為在中國從事物業發展及銷售，本集團(i)不時評估、管理及減輕業務活動及目標中存在的環境問題以保護能源及其他自然資源；(ii)在可行情況下制定本集團的環境政策及措施以符合適用法律、規則及條例規定的標準；及(iii)針對供應鏈及業務經營應用本集團的環保理念，包括但不限於在選擇業務夥伴或服務提供商時進行審查，將本集團參與的建設項目及其他項目的投標機會授予具有環保意識、合規及環保記錄良好的著名公司及承包商。

本集團亦通過(i)在適用情況下適當設計、修造、維護及(如需要)改造設施；(ii)照明、供暖及通風系統逐漸採用能源效率更高的器材並以之替代現有器材以降低能耗；及(iii)提高工作場所的環保意識，在工作場所執行節能慣例。

截至2019年12月31日止年度，據董事會了解，概無任何嚴重影響本集團業務的嚴重觸犯或違反相關地方法律法規的情況。

WORKPLACE QUALITY

The management of the Group believes that employees constitute one of the valuable assets of the Group and regard human resources as the Group's corporate wealth. The Group offers employees with competitive remuneration packages and provides additional bonus in accordance with their performance and contributions to the growth and development of the Group. The Group provides on-the-job training and development opportunities to enhance employees' career progression, these training programs cover different areas such as management skills, sales and production, and other courses relating to the Group and the industry.

The Group is dedicated to promoting equal opportunities for all of the employees and do not discriminate on the basis of personal characteristics. All employees are assessed based on their ability, performance and contribution, irrespectively of their nationality, race, religion, gender, age or family status. The Group has employee handbooks outlining terms and conditions of employment, employees' rights and benefits, duties and responsibilities, conducts and behavior.

HEALTH AND SAFETY

The Group is committed to the health and safety of our employees and provides a safe and effective working environment. The Group pledges full compliance with all occupational health and safety legislation. The Group values the health and well-being of the employees. The Group supply free first-aid kits and medicine to the employees and they are entitled to medical insurance benefits.

DEVELOPMENT AND TRAINING

The Group is committed to the professional and personal development and growth of employees and considers development and training as a continual process. The Group offers and encourages employees at all levels to participate in various internal and external courses in order to promote the advancement of their job-related skills. The Group's employees are provided with fair opportunities for adequate learning, trainings and promotions.

工作場所的質素

本集團管理層相信僱員乃本集團寶貴的資產之一，並視人力資源為本集團的公司財產。本集團為僱員提供具競爭力的薪酬待遇，並根據彼等對本集團增長及發展的表現及貢獻提供額外花紅。本集團提供在職培訓及發展機會以提升僱員的職業發展。該等培訓計劃涵蓋不同範疇，例如管理技巧、銷售及生產以及與本集團及行業相關的其他課程。

本集團專注為全體僱員促進平等機會，且不會因個人特質歧視任何僱員。我們根據僱員的能力、表現及貢獻而非國籍、種族、信仰、性別、年齡或家庭狀況而進行評估。本集團的僱員手冊概述僱用條款及條件、僱員的權利及福利、職務及職責、職業操守及行為。

健康及安全

本集團致力確保僱員的健康及安全，並提供安全有效的工作環境。本集團承諾全面遵守所有職業安全健康法例。本集團重視僱員的健康及福祉。本集團向僱員免費提供急救包及藥物，而彼等亦享有醫療保險福利。

發展及培訓

本集團致力於僱員的專業個人發展及成長，並視發展及培訓為持續不斷的過程。本集團為各級僱員提供並鼓勵彼等參與不同的內部及外部課程，以促進發展彼等與工作相關的技能。本集團為僱員提供充分學習、培訓及晉升的公平機會。

RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS

The Group maintains solid and steady relationship with its customers and provides products which satisfy their needs and requirements. The Group enhances the relationship by continuous interaction with customers to gain insights on market demand and consumer needs so that the Group could respond proactively. The Group also maintains close relationship with its suppliers. This leads to a high degree of cooperative development and enables the Group to deliver the high-quality solutions as required and expected by the Group's customers.

AUDITOR

The financial statements have been audited by KPMG who retire and, being eligible, offer themselves for reappointment. A resolution for the re-appointment of KPMG as the Company's auditor will be proposed for shareholders' approval at the AGM.

On behalf of the Board

Wong Ting Chung

Chairman

30 March 2020

與客戶及供應商的關係

本集團與客戶保持堅實穩固的關係，並提供滿足彼等需要及要求的產品。本集團透過與客戶持續互動，藉此了解市場需求及消費者需要，讓本集團可積極回應以鞏固與客戶的關係。本集團亦與供應商維持密切關係，促進高度合作發展及有助本集團向客戶提供所要求及期望的優質解決方案。

核數師

財務報表已由畢馬威會計師事務所審計。畢馬威會計師事務所任滿告退，惟合資格並願意接受續聘。續聘畢馬威會計師事務所為本公司核數師的決議案將於股東週年大會上提呈股東批准。

代表董事會

主席

王庭聰

2020年3月30日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REPORTING PERIOD AND FRAMEWORK

This section, Environmental, Social and Governance (“ESG”) Report of Million Cities Holdings Limited (“Million Cities”, “Company”, “we” and “our”), and its subsidiaries (collectively, the “Group”), presents and 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.

This ESG report of the Group has been prepared in compliance with the “Environmental, Social and Governance Reporting Guide” set forth in Appendix 27 to the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited and based on actual conditions of the Company. We have identified relevant ESG issues and assess their materiality on our businesses as well as on our stakeholders, through reviewing our operations and holding internal discussions. Adhering to the reporting principles of materiality, quantitative, balance and consistency, this report aims at sharing our performance in aspect of sustainable development and summarising our efforts made on sustainability for the year ended 31 December 2019. Our reporting boundary is limited to, Hong Kong and the People’s Republic of China (“PRC”) unless otherwise specified.

報告期間及框架

本節乃萬城控股有限公司（「萬城」、「本公司」及「我們」）及其附屬公司（統稱「本集團」）之環境、社會及管治報告，謹此提呈及披露環境、社會及管治相關事項，該等事項有關本集團業務並對截至2019年12月31日止年度（「報告期間」）的環境及社會有重大影響。除另有說明者外，報告期間乃自2019年1月1日至2019年12月31日。

本集團環境、社會及管治報告乃遵照香港聯合交易所有限公司主板證券上市規則附錄二十七「環境、社會及管治報告指引」及根據本公司實際情況而編製。透過審查業務及舉行內部討論，我們已確認相關環境、社會及管治事項並評估該等事項對我們業務及股東的重要性。按照重要性、量化、平衡及一致性等報告原則，本報告旨在分享我們在可持續發展方面的表現及概述我們截至2019年12月31日止年度在可持續發展工作上的努力。除另有說明者外，本報告的範圍僅限於香港及中華人民共和國（「中國」）。

OUR BUSINESS AND APPROACH TO ESG AND ESG REPORTING

Million Cities focuses on developing affordable, luxury, residential, complex and integrated properties in Huizhou, the Greater Bay Area and locations in the PRC which we consider with potential growth. The Group also engages in property investment business in the PRC. Beyond the delivery of quality properties, we continue to serve our customers by offering innovative and customer-oriented products as well as expanding the diversity of properties to be developed.

The Group commits to improving its ESG performance by upholding good corporate governance standards, protecting our environment, engaging the community and promoting social integration. The board (the “Board”) of directors of the Company is responsible for overseeing our ESG strategy and reporting.

The Board has approved the content of the ESG report. For details of environmental and corporate governance, please refer to the official website of the Group (<http://www.millioncities.com.cn>) and the annual report. We value your feedback regarding the review and our overall sustainability practices. Please provide your comments by email to ir@millioncities.com.hk.

我們的業務、對環境、社會及管治的態度及環境、社會及管治報告

萬城專注於在惠州、大灣區及我們認為具備增長潛力的中國其他地區發展價格相宜的高級住宅綜合項目及綜合物業。本集團亦從事中國物業投資業務。除提供優質物業外，我們繼續服務客戶，提供創新及以客戶為本的產品以及擴展待開發物業的多樣性。

本集團致力透過維持良好的企業管治標準、保護環境、社區參與及提倡融入社會，藉以提升在環境、社會及管治方面的表現。本公司董事會（「董事會」）負責監督環境、社會及管治策略及報告。

本環境、社會及管治報告的內容已經董事會批准。有關環境及企業管治的詳情請參閱本集團官方網站(<http://www.millioncities.com.cn>)及年報。我們重視閣下的評語及對我們整體可持續發展工作的意見。閣下可將意見電郵至 ir@millioncities.com.hk。

SCOPE OF REPORTING

This report is organised into two sections, namely “Environment” and “Social”, focusing on the following in compliance with the ESG standards:

ESG standard for reporting

環境、社會及管治報告標準

A.	Environment	A1. Emissions
A.	環境	A1. 排放
		A2. Use of resources
		A2. 資源利用
		A3. The environment and natural resources
		A3. 環境及自然資源
B.	Social	<i>Employment and labour practices</i>
B.	社會	僱傭及勞工慣例
		B1. Employment
		B1. 僱傭
		B2. Health and safety
		B2. 健康及安全
		B3. Development and training
		B3. 發展及培訓
		B4. Labour standards
		B4. 勞工標準
		<i>Operating Practices</i>
		經營慣例
		B5. Supply chain management
		B5. 供應鏈管理
		B6. Product responsibility
		B6. 產品責任
		B7. Anti-corruption
		B7. 反貪污
		B8. Community investment
		B8. 社區投資

報告範圍

本報告分為「環境」及「社會」兩節，根據環境、社會及管治標準專注以下方面：

Million Cities' compliance section

萬城合規部分

1.	Governance on air and greenhouse gas (“GHG”) emissions
1.	管理廢氣及溫室氣體排放
2.	Waste management
2.	廢物管理
	Minimising energy consumption
	減少能源消耗
	Protecting the environmental impact and natural resources
	保護環境影響及自然資源
	Equal employment practices
	平等僱傭慣例
	Promoting health and safety
	促進健康及安全
	Talent management
	人才管理
	Prohibiting forced child and labour
	禁止童工及強迫勞動
	Upholding high procurement standards
	保持高採購標準
	Delivering unmatched product quality
	提供最優產品質素
	Commitment to anti-corruption
	反貪污之承諾
	Contributing to the welfare of society
	為社會福利作貢獻

CARING FOR THE ENVIRONMENT AND NATURAL RESOURCES

A. ENVIRONMENTAL

A1 Emissions

GHG emissions

The Group is strongly committed to the long-term sustainability of the environment and communities in which we operate. As such, the Group has established relevant procedures to detect and prevent any possible pollution incidents which affect the surrounding environment that may occur in the course of our business operations. During the year ended 31 December 2019, we measured and managed our environmental performance in several aspects throughout our operations.

In terms of the Group's property development businesses, we understand there are environmental emissions such as air emissions, GHG emissions, waste-water discharges, general waste, and hazardous waste disposals. The emissions and waste produced at property development constructions sites are managed by the construction contractors as stipulated on the agreement with the contractors. For the year of 2019, the Group's activities has increased in scope such that it now manages a construction company as well where the Group has direct control over its related emissions specifically including air emissions, direct and other indirect GHG emissions along with the management of general waste and hazardous waste disposals. Having considered the environmental impact on the construction contractor's operations along with the Group's newly construction company, we have required both construction contractors and our construction company to comply with relevant laws and regulations and we monitor the ESG performance of construction contractors closely, especially on regulatory compliance.

愛護環境及自然資源

A. 環境

A1 排放

溫室氣體排放

本集團致力於我們營運所在地的環境及社區的長期可持續發展。因此，本集團已制定相關程序，以監測及防止任何可能於我們業務營運過程中產生的或會影響周圍環境的污染事件。截至2019年12月31日止年度，我們透過營運的多方面對環境表現進行評估及管理。

就本集團的物業發展而言，我們理解業務有環境排放(如廢氣排放、溫室氣體排放、廢水排放、一般廢物及有害廢物棄置)。物業發展建築地盤排放的廢氣和廢物由建築承包商按照與承包商的協議規定管理。2019年，本集團的業務範圍有所擴大，目前管理一家建築公司，而本集團對該公司相關排放(具體包括廢氣排放、直接及其他間接溫室氣體排放)以及管理一般廢物及有害廢物棄置有直接控制權。經考慮環境對建築承包商營運以及本集團新建築公司的影響，我們要求建築承包商及建築公司遵守相關法律法規，並密切監察建築承包商的環境、社會及管治表現，尤其是監管合規性。

The Group encourages and requires the construction contractors and its construction company to implement the following environmental protection measures within the construction site areas with a view to reducing the impacts on emissions, effectively managing the air emissions and ensuring in compliance with relevant rules and regulations: entrusting professional firms to formulate soil and water conservation plans and monitoring procedures, and to conduct project inspection and acceptance prior to completion of the development project; promoting green construction and reducing the use of resources and the impact of construction activities on the environment through scientific management and technological advancement; effectively reducing energy consumption through the regional sunshine planning, district-wide ventilation planning, noise reduction and noise reduction design; adopting materials with dust prevention component; taking measures such as soil cover and sprinkle water to reduce dust pollution at the project construction site; and setting up a vehicle washing pool near the gate of construction sites to ensure that transportation vehicles do not carry sediment and dust when leaving the construction sites.

The Group also engages the engineering supervision companies to conduct on-site inspections on a regular basis, apart from strictly requesting our construction contractors and construction company to follow with the environmental protection controls.

本集團鼓勵並且要求建築承包商及建築公司在工地實行以下環保措施，以減少廢氣排放，有效管理排放廢氣，確保符合相關規則及規定：委託專業機構制訂水土保護計劃並且監察過程，亦在發展項目完成前進行項目驗收；提倡綠色建造，並且通過科學管理和先進技術，減少耗用資源和建造工程對環境的影響；通過區域日照規劃、全區通風規劃有效減少能源消耗，亦安排降噪和採用降噪設計；採用防塵材料；採用掩蓋砂土或洒水等措施減少工地的塵土污染；以及在工地出入口設洗車池，確保運輸車輛離開工地時不會帶走沉澱物及灰塵。

除嚴格要求建築承包商及建築公司遵守環保規定之外，本集團亦聘請工程監督公司定期臨場檢查。

Air emissions

The Group's air emissions generated mainly from gasoline consumption of the Group's vehicles that used for employee transportation in 2019 are as follows:

Air emissions**廢氣排放**

		Unit	2019
		單位	2019年
Nitrogen oxidex ("NOx")	氮氧化物(「氮氧化物」)	Emissions tonnes 噸	2.73 x 10 ⁻¹
Sulphur oxidex ("SOx")	硫氧化物(「硫氧化物」)	Emissions tonnes 噸	8.36 x 10 ⁻⁴
Particulate matters ("PM")	顆粒物(「顆粒物」)	Emissions tonnes 噸	2.54 x 10 ⁻²

廢氣排放

本集團於2019年主要由僱員交通車輛消耗汽油產生的廢氣排放數據如下：

Greenhouse gas emissions and energy conservation

The GHG emissions generated by the Group are summarised below in direct, indirect, and other indirect section. The direct emissions are from the Group's vehicles' consumption of gasoline, while the indirect emissions are via using outsourced electricity with other indirect emissions generated from air travel by employees. The following table shows the figures of the Group's greenhouse gas emissions during the Reporting Period.

GHG emissions**溫室氣體排放**

		Unit	2019
		單位	2019年
Direct emissions of GHG	溫室氣體直接排放	tCO ₂ e 每噸二氧化碳當量	134.14
Indirect emissions of GHG	溫室氣體間接排放	tCO ₂ e 每噸二氧化碳當量	3,208.84
Other indirect emissions of GHG	溫室氣體其他間接排放	tCO ₂ e 每噸二氧化碳當量	31.92

溫室氣體排放及節能

本集團產生的溫室氣體排放於下文直接、間接及其他間接部分概述。直接排放來自本集團車輛消耗的汽油，而間接排放通過使用外購電力產生，其他間接排放則由僱員航空旅行產生。下表顯示報告期間本集團溫室氣體排放數據：

In line with our policies to minimise air and greenhouse gas emissions, the Group's offices in most cities are equipped with video and telephone conferencing facilities to minimise the need for face to face meetings and keep business travelling to a minimum. For unavoidable business trip, direct flights are arranged to reduce air emissions.

為配合我們減少排放廢氣及溫室氣體的政策，本集團在大多數城市的辦事處設有視像及電話會議設施，盡量減少親身出席會議，將商務差旅盡量減少。對於無法避免的差旅，會安排直航以減少廢氣排放。

Waste management

The Group puts significant emphasis on proper storage and handling of any hazardous waste and construction waste at the Group's construction sites. With the new construction company now being managed by the Group, at the site level, this construction company would have concrete, brick residue, steel bar, molding plate, and square timber as waste that are deemed not harmful to the environment. To handle concrete and brick residue, the Group would use these materials in building temporary roads along with applying them in the foundational structure in construction when necessary. Not only can the Group save in cost from buying extra materials for the activities mentioned above, but also the Group can help protect the environment via being eco-friendly by using less materials for its activities. For steel bar, moulding plate, and square timber, the Group would sell them to companies that demand such materials. In terms of waste that are considered harmful, the Group would appoint related professionals for the handling of such waste to ensure there is appropriate management of such waste.

Though the Group does not directly handle the waste at the site level for its construction contractors, the Group works closely with them to ensure these hazardous waste and construction waste are properly managed and disposed of.

During the Reporting Period, there was no incidence of non-compliance with 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 waste.

廢物管理

本集團非常重視妥善存儲及處理建築地盤的任何有害廢物及建築廢物。新建築公司目前由本集團管理，在地盤層面上，該建築公司將混凝土、磚渣、鋼筋、模型板、方木等視為對環境無害的廢物。為處理混凝土及磚渣，本集團將使用該等材料建造臨時道路，並在必要時用於基礎結構建設。本集團不僅可節省為上述活動購買額外材料的成本，亦可通過減少使用上述建設材料實現環保，從而保護環境。本集團將鋼筋、模型板及方木出售予對該等材料有需求的公司。對於被認為有害的廢物，本集團將委聘相關專業人員處理，確保妥善管理有害廢物。

儘管本集團不直接為建築承包商處理地盤廢物，但本集團與有關人員密切合作，以確保妥善管理及處置該等有害廢物及建築廢物。

報告期間，概無發生有關廢氣及溫室氣體排放、於水域及土地排放污染以及產生有害及無害廢物且對環境及自然資源有重大影響的不遵守相關法律法規的事件。

A2 Use of resources**Minimising energy consumption**

The Group strives to minimise the various energy consumed at all levels in its operations. These energies consumed by the Group are from gasoline, electricity, and tap water. In 2019, total direct energy consumption from the use of gasoline was approximately 56,839.57 liters, and the total indirect energy consumption from the use of electricity was approximately 3,473,462.62 kilowatt per hour ("kWh"). Water usage for the Group's daily operations and office administration activities was approximately 103,407.06 cubic metres during the Reporting Period.

Types of resources**資源類別**

		Unit	2019
		單位	2019年
Gasoline	汽油	liter 升	56,839.57
Purchased electricity	外購電力	kWh 千瓦時	3,473,462.62
Tap water	自來水	m ³ 立方米	103,407.06

The Group had direct involvement in 2019 in the use and/or purchase of package materials with the new construction company. Throughout the years, the Group put forth a strong emphasis on minimising the usage of mentioned materials during our daily operations. The following table shows the figures of material consumption in the Group's business operations:

Material consumption**材料消耗**

		Unit	2019
		單位	2019年
Paper consumption	用紙	tonnes 噸	5.30

A2 資源利用**減少能源消耗**

本集團致力減少各個運營層面的多種能源消耗。本集團所消耗的該等能源主要為汽油、電力及自來水。2019年，使用汽油產生的直接能源總耗用量約為56,839.57升，用電產生的間接能源總耗用量約為3,473,462.62千瓦時。報告期間，本集團的日常營運及辦公室管理活動的用水量約為103,407.06立方米。

2019年，本集團現與新建築公司直接涉及包裝材料的使用及／或採購。年內，本集團強調盡量於日常營運中減少上述材料的使用。下表列示本集團業務營運的材料消耗數字：

A3 The environment and natural resources***Protecting the environmental impact and natural resources***

The business activities of the Group have no direct/significant impact on environment and natural resources. The Group nonetheless commits to using natural resources wisely and efficiently while we encourage the reuse and recycling of materials within our operations. In property development projects, the Group takes into consideration of resource-efficient designs such as the use of LEDs and the adoption of energy-efficient appliances, as well as water-efficient fixtures including faucets and water closets. In our offices, we have adopted several eco-friendly measures to promote efficient use of resources and energy conservation:

1. Switch off lights and air-conditioning in rooms not in use;
2. Switch office equipment and electronic appliances to energy saving mode;
3. Set air-conditioning at an optimal temperature;
4. Pre-set printers to two-sided printing mode and post paper-saving reminders near photocopy machines; and
5. Promote reuse and recycle of paper by placing recycling boxes in the office.

A3 環境及自然資源***保護環境影響及自然資源***

本集團的業務活動對環境及自然資源並無直接／重大影響。儘管如此，本集團仍致力於明智及高效使用自然資源並鼓勵於運營中重複利用及回收材料。本集團於物業發展項目中考慮資源節約型設計，如使用LED燈、能源節約型家電及水龍頭與抽水馬桶等節水裝置。我們於辦公室內採取若干環保措施，促進資源的高效利用及節約能源：

1. 於不使用時關閉室內照明及空調；
2. 將辦公室設備及電器調至節能模式；
3. 將空調調至適宜溫度；
4. 將打印機預設為雙面打印模式並在複印機旁張貼節約紙張提示；及
5. 於辦公室內放置回收箱以促進重複利用及回收紙張。

Meanwhile, the Group recognises that businesses must take responsibility for their industry's effects on the environment and we should bear the responsibilities and fulfill the obligations of protecting them, while making appropriate use. In response, the Group has taken three actionable steps to help promote the sustainable environment:

Sustainable building philosophy

The Group has taken initiative to incorporate the Green building aspect of building construction into its construction project design philosophies. As such, the Group has engaged qualified third party designers to provide greenery design for several development projects, with the aim of (i) promoting building efficiency in terms of energy, water and materials, etc.; (ii) constructing environmentally sound properties with less carbon and energy footprint; and (iii) complying with the environmental-related regulatory standards, if necessary.

In addition, the Group has made efforts to add green elements to its buildings to reduce the environmental impact and improve environmental quality, such as using reusable construction materials, maximising the green area in the properties etc.. The Group strives to comply with the "Assessment Standard for Green Building".

Sponge City

The Group has adopted the "Sponge City" concept in its development projects for more effective drainage and rainwater reuse. "Sponge City" is a modern stormwater management approach to help solve drainage problems, fully utilising land resources and promoting sustainable development. In such case, the Group builds green sponge facilities to prevent waterlogging after storms and effectively collect and utilise rainwater resource.

同時，本集團認為企業必須為彼等所處行業對環境造成的影響負責，且我們須於合理利用環境時承擔保護環境的責任並履行相關義務。為此，本集團採取三項可行步驟以促進可持續環境：

可持續建築理念

本集團主動採取行動，將建築施工方面的綠色建築融入建築項目設計理念。因此，本集團委聘優質第三方設計師為若干發展項目提供綠色設計，旨在(i)於能源、水及原料等方面提高建築效率；(ii)減少碳足跡及能源足跡，建設環保物業；及(iii)遵守環境相關監管標準(如必要)。

此外，本集團努力為建築增添綠色元素，減少環境影響及改善環境質量，如使用可重複利用的建築材料及盡量擴大物業綠化面積等。本集團盡力遵守《綠色建築評價標準》。

海綿城市

本集團已於發展項目採用「海綿城市」理念，以更有效地排水及實現雨水再利用。「海綿城市」是一種現代化雨水管理方法，有助於解決排水問題、充分利用土地資源及促進可持續發展。在此情況下，本集團建設綠色海綿設施以預防暴雨後發生澇災及有效收集利用雨水資源。

Conservation of water and soil

The concept of soil and water conservation is vital to a sustainable and poverty-oriented natural resource management. We have commissioned qualified third-party units to prepare reports on soil and water conservation programs in order to better assess soil erosion during our construction of basement and ground buildings. The Group continuously enhances its construction direction to conserve and sustain the utilisation of natural resources for the benefit of the people and the environment.

The Group commits in applying industry best practices and complying with legislation, establishing and reviewing safety, security and environment objectives and targets, using energy and materials efficiently and reducing waste and emissions and communicating the Group's environmental protection policy to all staffs.

CARING FOR THE PEOPLE AND SOCIETY**B. SOCIAL****B1 Employment and labour practices***Equal Employment Practices*

The Group puts significant emphasis on the welfare of employees whom we consider to be the Group's most valuable assets. Hence, the Group strives to attract and retain talents and reconcile economical imperatives with well-beings, aiming at reinforcing satisfaction, loyalty and commitment of human capital.

水土保持

水土保持理念對貧困導向的可持續自然資源管理至關重要。我們已委託優質第三方單位編製水土保持計劃報告，以便更好評估建設地下室及地面建築期間的土壤侵蝕情況。本集團持續加強建設的保護導向，確保自然資源的可持續利用，以造福人類及環境。

本集團致力於應用行業最佳慣例及遵守法規、設定及檢討安全、保障及環境目標及指標、有效利用能源及原料、減少污染及排放並向全體員工宣傳本集團的環境保護政策。

愛護社群**B. 社會****B1 僱傭及勞工慣例***平等僱傭慣例*

本集團非常重視員工福利，視其為本集團最寶貴的資產。因此，本集團致力吸引及挽留人才，並平衡經濟方面的訴求與福祉，以增強人力資本的滿意度、忠誠度及投入。

The Group has adopted comprehensive human resources manual which includes policies and procedures applicable to staff. All employees are treated fairly regarding recruitment, training and development, appraisal of work performance, promotions, rest periods, remuneration and benefits. Staff dismissals are based on the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) or relevant local laws and regulations, as well as the requirements stipulated in the employment contracts. The Group is committed in providing equal opportunity for all employees and applicants without regard to race, colour, religion, national origin, sex, age, marital status, sexual orientation, disability, political affiliation, personal appearance, family responsibilities, matriculation or any other characteristic protected under local law.

Throughout Million Cities' operation, the Group strives to provide an excellent and comfortable working environment. Based on the features of the principal business, the Group sets appropriate working hours and rest breaks for all staff members. The Group also provides paid annual leave, marriage leave, maternity leave, casual leave and compassionate leave in addition to statutory holidays.

As at 31 December 2019, the Group employed 163 staffs in total. As an illustration, the workforce statistic by gender and age group are illustrated in pie graphs while the employment type and employment category are disclosed as bar charts:

本集團採納全面的人力資源手冊，包括適用於員工的政策及程序。所有員工在招聘、培訓及發展、工作績效評估、晉升、假期、薪酬及福利方面均公平對待。解僱員工乃基於香港法例第57章僱傭條例或相關地方法律及規例和僱傭合約規定的要求。本集團致力為所有員工及求職者提供平等機會，而不論種族、膚色、宗教、國籍、性別、年齡、婚姻狀況、性取向、殘疾、政治派別、個人形像、家庭責任、學歷或地方法律保護的任何其他特徵。

於萬城的整個運營過程中，本集團致力提供優良舒適的工作環境。基於主營業務的特點，本集團為所有員工設定合適的工作時長及休息時間。除法定假日外，本集團亦提供帶薪年假、婚假、產假、臨時事假及恩恤假。

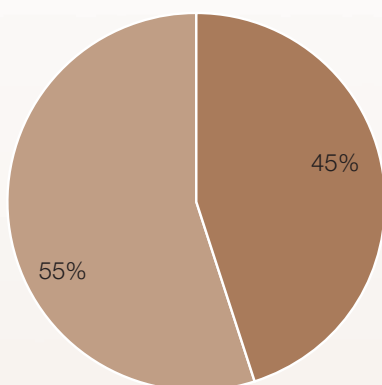
於2019年12月31日，本集團合共僱用163名僱員。謹此說明，按性別及年齡劃分的勞動力統計數字以餅狀圖表示，而按受僱類型及受僱組別劃分的勞動力統計數字以柱狀圖披露：

Gender and age distribution

性別及年齡分佈

Employee breakdown
by gender
按性別劃分僱員

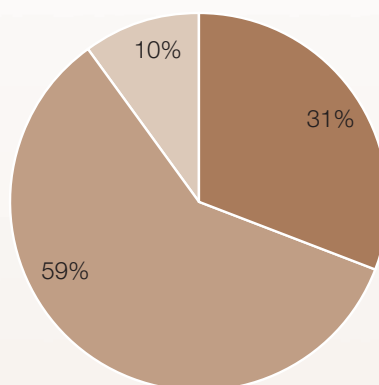
Female 女性 Male 男性



With nearly half of its workforce are female and more than 30% of its workforce are of age less than 30, the Group strives to put both gender distribution and younger workforce as one of its core priorities to promote a more dynamic environment with a fresher perspective.

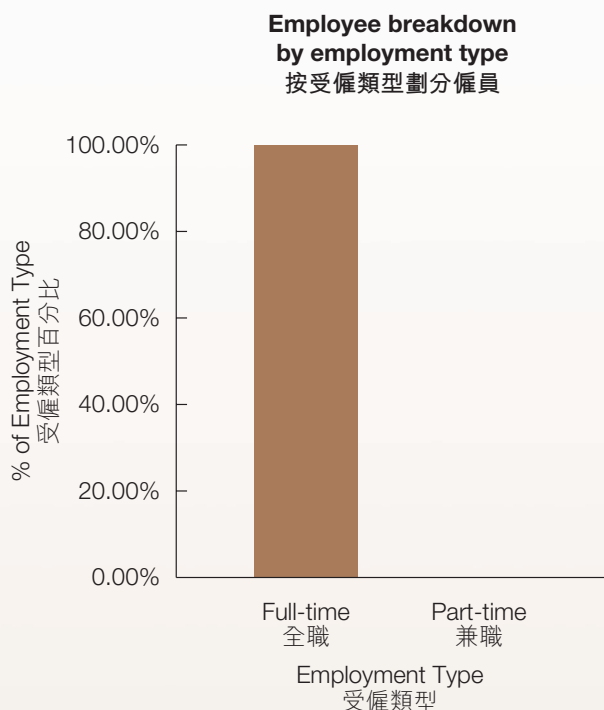
Employee breakdown
by age group
按年齡組別劃分僱員

Less than 30 小於30歲 31-50 31至50歲 Above 50 50歲以上



由於本集團近一半勞動力為女性，而30%以上的勞動力年齡小於30歲，本集團致力於將性別分佈與更年輕的勞動力作為核心優勢之一，以新穎的視角推動更有活力的環境。

Employment type and category distribution



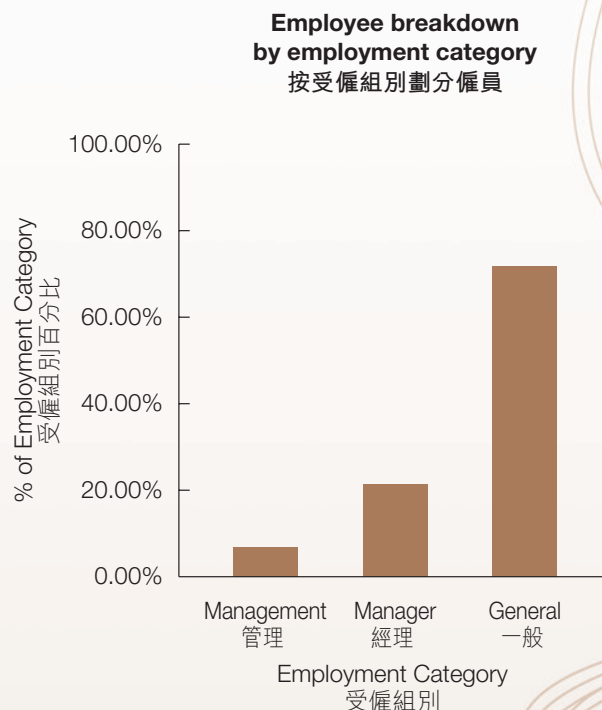
The Group is committed in complying with relevant labour standards and employment laws and regulations which are applicable to our business. During the Reporting Period, no material and significant disputes between the Group and the employees were occurred.

B2 Health and safety

Promoting health and safety

The Group considers health and safety of its employees as one of its primary responsibilities. As such, the Group is committed to provide a workplace free from injury and illness through effective procedures and practice on occupational health and safety. The Group pays great attention to the safety of construction sites and strictly require the construction contractors to be responsible for workers' safety. As a responsible property developer, the Group makes sure that the construction contractors comply with the standards and regulations for safe production and civilised construction of property development projects, and clearly requires the construction contractors to provide site workers with safety equipment and to check whether the construction personnel are wearing such equipment at all times.

受僱類型及組別分佈



本集團致力遵守適用於本身業務的相關勞動標準和僱傭法律及規例。報告期間，本集團與員工之間並無發生任何重大糾紛。

B2 健康及安全

促進健康及安全

本集團視僱員健康及安全為首要責任之一。因此，本集團以有效的職業健康及安全程序及慣例，致力為僱員提供免受傷害及疾病的工作環境。本集團相當重視施工現場的安全，嚴格要求施工承包商負責工人的安全。作為負責任的物業開發商，本集團確保施工承包商遵守物業開發項目安全生產和文明施工的標準和規定，明確要求施工承包商為現場工人提供安全設備，並檢查施工人員是否始終穿戴該等設備。

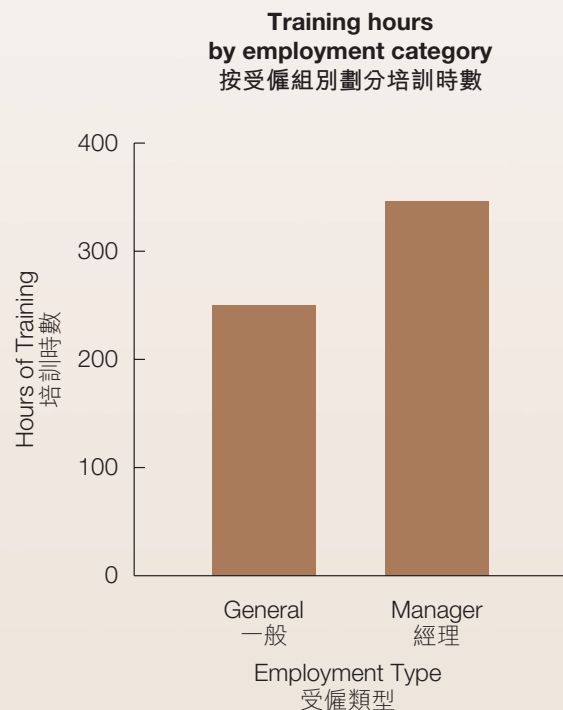
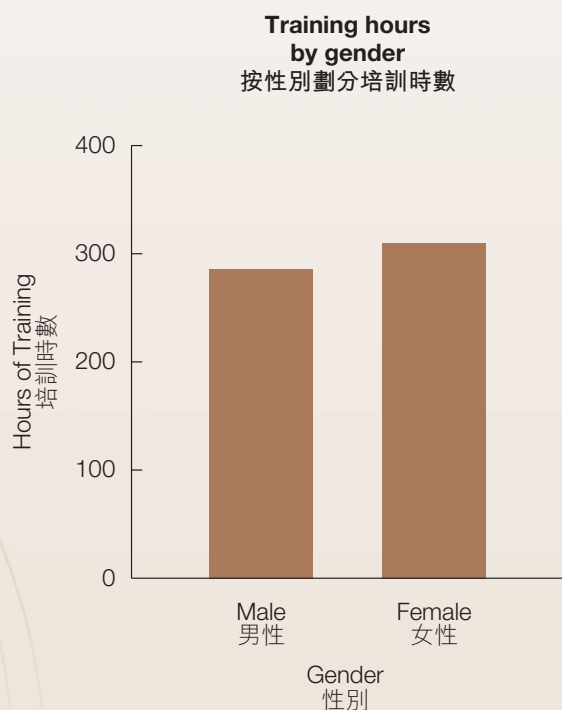
During the Reporting Period, the Group has ensured full compliance with relevant occupational health and safety legislations of Hong Kong, the PRC, and other relevant legislations. No severe injury or fatality was reported throughout the Reporting Period.

B3 Development and training

Talent management

The Group acknowledges and highly value continuous staff training and development which it considers can help to improve both its efficiency and productivity. In this case, the Group provides employees with training and development courses which cover various areas, including orientation, leadership and management skills, marketing skills, legislations updates, etc. with the aim of improving employees' efficiency, knowledge and skills for discharging their duties at work.

During the Reporting Period, the development and training statistic by gender and employment category are disclosed in following bar graphs:



報告期間，本集團已確保全面遵守香港、中國相關職業健康及安全法例及其他相關法例。報告期間，概無嚴重傷害或死亡報告。

B3 發展及培訓

人才管理

本集團認同並高度重視持續的員工培訓及發展，認為有助於提高效率和生產力。為此，本集團為員工提供培訓及發展課程，涵蓋入職培訓、領導及管理技巧、營銷技巧和法律更新等多個領域，以提高員工在工作中履行職責的效率、知識及技巧。

報告期間，按性別及受僱組別劃分的發展及培訓統計數字披露於以下條形圖：

B4 Labor standards***Prohibiting forced child and labour***

The Group prohibits the use of child labour and forced or compulsory labour at all its units and suppliers. No employee is made to work against his/her will or work as forced labour, or subject to corporal punishment or coercion of any type related to work.

Also, the Group has zero-tolerance to employment of child labour and forced labour by our construction contractors. The Group is not aware of any non-compliance with relevant rules and regulations on preventing child or forced labour during the Reporting Period.

B5 Supply chain management***Upholding high procurement standards***

With the implementation of strong contract policy and corresponding evaluation procedures underlying the importance of supply chain management, the Group strives 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 construction contractors with respect to environmental protection and compliance with relevant safety laws and regulations are clearly stated in signed contracts.

B4 勞工標準***禁止童工及強迫勞動***

本集團禁止各單位及供應商使用童工及強迫或強制勞動。概無僱員違反意願工作，或被強迫勞動，或因工作而承受任何類型的體罰或壓迫。

此外，本集團對施工承包商僱用童工及強迫勞動的行為零容忍。於報告期間，本集團並無發現任何違反防止童工或強迫勞動的相關規則及規例的情況。

B5 供應鏈管理***保持高採購標準***

本集團實行穩健的合約政策及相應的評估程序，強調供應鏈管理的重要性，致力管理供應商及建築承包商的選定。為確保產品及服務質素，以及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機構或政府部門授出牌照的供應商及建築承包商。供應商及建築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訂明。

B6 Commitment to product responsibility***Delivering unmatched product quality***

The Group continues to aim at providing the best quality products to its clients. In such case, the Group strictly complies with the Construction Law of the People's Republic of China and other national laws and regulations and industry standards. The Group closely monitors the property development projects at every stage and our project engineers regularly inspect the building materials and construction works so as to ensure the constructors strictly abide by the relevant national laws and regulations to construct building with reasonable quality and safety and meet the acceptable reliability level. 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. We require construction contractors to immediately resolve any defects or non-compliance incidences, where necessary. The Group has also established property acceptance procedures to ensure that the properties that are ready for delivery to our customers are in compliance with the terms set out in the sales agreements. The Group recognises the importance of 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 fulfill its corporate responsibility towards the customers. During the Reporting Period, there was no case of non-compliance with laws and regulations in relation to product responsibility within the headquarters and offices of the Group.

B6 產品責任之承諾***提供最優產品質素***

本集團不斷致力為客戶提供最優質的產品。為此，本集團嚴格遵守中華人民共和國建築法及其他全國法規與行業標準。本集團密切監察物業發展項目的各個階段，而我們的項目工程師經常檢查建築物料及建築工程，確保承包商嚴格遵守有關的全國法規，建造合理品質和安全的建築，達到可接受的可靠水平。本集團已與建築承包商訂立合約，以取得彌償協議及承包商對進行營運及品質保證活動和遵守監管規定的承諾。我們要求建築承包商即時解決任何缺陷或不合規事件(如有必要)。本集團亦已建立物業驗收程序，確保物業可根據銷售協議所載條款交付予客戶。本集團明白與本集團所提供產品及服務有關的廣告、標籤及私隱事宜十分重要。本集團已制定相關政策，確保遵守適用法律及法規，並履行其對客戶的企業責任。於報告期間，本集團總部及各辦事處並無違反有關產品責任的法規。

B7 Anti-corruption***Commitment to anti-corruption***

The Group commits to maintaining a high standard of integrity when doing business as we strongly believe that it is essential to meet the expectations of our stakeholders.

The Group promotes integrity and prevents unethical pursuits. The Group has implemented an effective whistleblowing policy for reporting fraud, corruption, bribery, extortion and money laundering. We encourage the reporting of suspected business irregularities and provide clear channels specifically for this purpose. When suspected wrongdoings are identified, such as breach of duty, abuse of power, receiving bribes, staff should report to the Board for investigation and verification, and report to the regulator and/or to law enforcement authority, when necessary.

There are no concluded legal cases regarding corruption brought against the Group or its employees during the Reporting Period.

B8 Community investment***Contributing to the welfare of society***

The Group encourages staff to take part in community welfare and voluntary work and our Directors actively maintain communication with non-governmental organisations to understand community needs for the sake of fulfilling its responsibility and giving back to the society.

During the year ended 31 December 2019, the Group made a donation of approximately RMB4.4 million to support the community services and charitable activities arranged by non-profit organisations.

B7 反貪污***反貪污之承諾***

本集團開展業務時致力維持高誠信水平，因我們堅信此舉能達到股東們的期望。

本集團提倡誠信及避免不道德的商業行為。本集團已落實有效的舉報政策以供舉報欺詐、貪污、賄賂、敲詐及洗錢行為。我們鼓勵舉報疑似業務不合規事件，並就此提供明確的專用渠道。發現疑似不當行為(例如失職、濫用權力、收受賄賂)時，員工應向董事會報告以進行調查及核實，並於必要時向監管機關及／或執法機關報告。

於報告期間，並無就貪污行為而針對本集團或其僱員提起任何法律案件。

B8 社區投資***為社會福利作貢獻***

本集團鼓勵員工參與社區福利及志願工作，而董事則積極與非政府組織保持溝通，了解社會的需要，以履行責任及回饋社會。

截至2019年12月31日止年度，本集團捐款約人民幣4.4百萬元，以支持非營利組織安排的社區服務及慈善活動。

In addition, the Group also participated in the following charitable events and volunteering activities:

此外，本集團亦參與下列慈善活動及義工活動：

- | | |
|---|--|
| <p>1. The Community Chest 50th Anniversary Walk for Millions (Central – Wan Chai Bypass) in January 2019</p> <p>1. 2019年1月公益金50週年百萬行(中環及灣仔繞道)</p> | <p>The group participated the Community Chest 50th Anniversary Walk for Millions (Central – Wan Chai Bypass) to support “Family and Child Welfare Services”. 本集團參與公益金50週年百萬行活動(中環及灣仔繞道)，支持「家庭及兒童福利服務」。</p> |
| <p>2. Celebration of Children’s Day in June 2019 in support of “Pingtan Hope Primary School”</p> <p>2. 2019年6月歡慶兒童節，援助「平潭希望小學」</p> | <p>The Group participated in Pingtan Hope Primary School’s school event and shown tremendous support to the participants. 本集團參與平潭希望小學的學校活動，對參與者表示極大支持。</p> |
| <p>3. Celebration of Chongyang Festival in October 2019 in support of “The Elderly Association of Shuikou Dongxing Community”</p> <p>3. 2019年10月慶祝重陽節，支持「水口東興社區老年人協會」</p> | <p>The group sent gifts to the nursing home to promote the love and respect fine tradition to the elderly. 本集團向養老院贈送禮物，弘揚關愛與尊重老人的優良傳統。</p> |
| <p>4. Choir Classic and Praise the Motherland Chorus Competition in December 2019 “Shuikou Secondary and primary School”</p> <p>4. 2019年12月「水口中小學」傳唱經典，歌頌祖國合唱比賽</p> | <p>The Group supported the traditional activities of singing and praises to demonstrate Nationalism. 本集團支持歌頌民族主義的傳統活動。</p> |

Awards and recognition

Throughout the years, the Group has been honoured with numerous commendations. These events provide evidence of the Group’s commitment to fulfilling its social responsibility and supporting the development of the community through its services during the Reporting Period.

獎項與認可

多年來，本集團已獲多個獎項，證明了本集團於報告期間通過服務履行社會責任及支持社區發展。

Name of award

獎項名稱

Organisation

組織

Creative Building Community 2019
2019年創意品筑社區

Leju
樂居

Innovative, Classic and Livable Villa 2019
2019年創新典範宜居別墅

Leju
樂居

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**Independent auditor's report to the directors of
Million Cities Holdings Limited**
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Million Cities Holdings Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 114 to 256, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss, 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 (“HSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (“the Code”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致萬城控股有限公司董事的獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第114至256頁的萬城控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於2019年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於2019年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》之披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)及開曼群島有關我們審計綜合財務報表的道德規定，我們獨立於 貴集團，並已履行此等規定及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue from the sale of properties recognised over time

按期間確認物業銷售收入

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(u)(i)
請參閱綜合財務報表附註4及附註2(u)(i)的會計政策

The Key Audit Matter

關鍵審計事項

Revenue from the sale of properties recognised over time for the year ended 31 December 2019 totalled RMB142 million, which accounted for 40% of the Group's total revenue for the year.

截至2019年12月31日止年度按期間確認的物業銷售收入為人民幣142百萬元，佔 貴集團年度總收入40%。

Revenue arising from the sale of properties is recognised over time when the Group's performance under a sale and purchase agreement does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date; otherwise, the revenue is recognised at a point in time, being when control over a property has been transferred to the customer.

當 貴集團根據買賣協議履約並無創建對 貴集團而言有其他用途之資產及 貴集團有可執行權利收取迄今為止已完成履約之款項，則銷售物業所得收入可按期間確認；否則，收入按物業的控制權轉移至客戶的時點確認。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess revenue from the sale of properties recognised over time included the following:

我們評估按期間確認物業銷售收入的審核程序包括以下：

- assessing the design, implementation and operating effectiveness of key internal controls over the recognition of revenue on the sale of properties;
評估與物業銷售收入確認有關的關鍵內部控制在設計、實施及運作方面的有效性；
- assessing whether the proceeds from pre-sales of property had been received by comparing the amounts receivable for a sample of signed sale and purchase agreements with bank statements and assessing whether the related revenue should have been recorded in the current period or should have been deferred as contract liabilities from pre-sale of properties;
比較已簽署買賣協議樣本的應收款項與銀行結單，評估物業預售所得款項是否已經收取，並評估相關收入應否於本期確認或將之遞延為預售物業的合約負債；

Revenue from the sale of properties recognised over time**按期間確認物業銷售收入**

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(u)(i)

請參閱綜合財務報表附註4及附註2(u)(i)的會計政策

The Key Audit Matter**關鍵審計事項**

For the revenue from sales of properties recognised over time, the Group recognises revenue by measuring the progress towards complete satisfaction of the performance obligation at the reporting date, using cost-to-cost method based on the proportion of the Group's actual costs incurred relative to the estimated total costs.

對於按期間確認的物業銷售收入，貴集團採用成本比例法基於貴集團已產生實際成本佔預估總成本的比例，在報告日衡量完全完成履約責任的進度而確認收入。

Payments received in respect of pre-sale of properties prior to the date of revenue recognition are included in the consolidated statement of financial position as contract liabilities.

收益確認日期前就物業預售已收的款項作為合約負債計入綜合財務狀況表。

How the matter was addressed in our audit**我們的審計如何處理該事項**

- inspecting the key terms of sale and purchase agreements, on a sample basis, to assess whether the Group has the right to payment for performance completed based on the contract terms;
抽樣檢查買賣協議關鍵條款以評估貴集團是否有權利根據協議條款就完成的履約而收取款項；
- obtaining the opinion of the Group's legal counsel, in particular, the legal counsel's interpretation of the applicable laws and their implication on the assessment of the enforceability of the right to payment;
獲得貴集團法律顧問的意見書，特別是關於法律顧問對適用的法律的解釋及其對貴集團可執行的付款請求權的影響；
- assessing the competence, experience and objectivity of the legal counsel engaged by the Group;
評估貴集團聘請的法律顧問的能力、經驗和客觀性；
- for those properties under development for sale with revenue recognised over time, discussing with management, on a sample basis, the development progress of the projects and challenging management's development budgets reflected in the latest forecasts with reference to signed construction contracts and/or unit construction costs of recently completed projects developed by the Group;
對於收入按期間確認的建設中已售物業，抽樣與管理層討論建設進度，並參照貴集團近期建設的竣工項目之已簽署建築合約及／或單位建築成本，查問管理層最近期預測所反映的建設預算；

Revenue from the sale of properties recognised over time

按期間確認物業銷售收入

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(u)(i)

請參閱綜合財務報表附註4及附註2(u)(i)的會計政策

The Key Audit Matter

關鍵審計事項

We identified revenue recognition on the sale of properties over time as a key audit matter because revenue is one of the key performance indicators of the Group and significant to the consolidated financial statements, and because it involves significant accounting judgement and estimates, to assess whether the Group has an enforceable right to payment for performance completed to date and to measure the progress towards complete satisfaction of the performance obligation, all of which give rise to an inherent risk that revenue could be recorded in the incorrect period or could be subject to manipulation to meet expectations or targets.

我們將按期間確認物業銷售收入作為關鍵審計事項，乃由於收入是貴集團的關鍵績效指標之一，對綜合財務報表十分重要，亦由於涉及重大會計判斷及估計，即評估貴集團是否有可執行權利收取迄今為止已完成履約部份之款項及衡量完全履行履約責任之進度，以上所有均存在固有風險，令收入可能會記錄在不正確的期間，或可能因達致預期或目標而受到操控。

How the matter was addressed in our audit

我們的審計如何處理該事項

- selecting samples from the total actual costs incurred up to the reporting period end and comparing them with the supporting documents including underlying contracts, supplier invoices, bank slips and the survey reports from external supervising engineers, where applicable; 從截至報告期末已產生的實際總成本中抽樣與證明文件比較，證明文件包括相關合同、供應商發票、銀行單據及適用的外部監理工程師的監理報告；
- conducting site visits, on a sample basis, to property development projects for which revenue had been recognised in the current year and discussing with site management to observe the completion status; and 抽樣現場視察本年已確認收入涉及的物業發展項目並與工地管理人員討論觀察項目的施工狀況；及
- assessing the reasonableness of the basis of cost allocation, checking the mathematical accuracy of the calculation of cost allocation and percentage of completion of the property projects. 評估成本分攤基準的合理性，檢查成本分攤計算邏輯的準確性及物業項目竣工率。

Assessing the net realisable value of inventories**評估存貨可變現淨值**

Refer to note 17 to the consolidated financial statements and the accounting policies in note 2(l).
請參閱綜合財務報表附註17及附註2(l)的會計政策。

The Key Audit Matter**關鍵審計事項**

As at 31 December 2019, the aggregate carrying value of the Group's properties held for development ("PHD"), properties under development ("PUD") and completed properties held for sale (together "inventories") totalled RMB2,245 million. These properties principally comprise residential properties and car parking bays in Huizhou and Tianjin.

於2019年12月31日，貴集團持作發展的物業（「持作發展物業」）及建設中的物業（「建設中物業」）與持作出售已完工物業（統稱「存貨」）的賬面值合計為人民幣2,245百萬元。該等物業主要包括惠州及天津的住宅及停車場。

Inventories are stated at the lower of cost and net realisable value. The calculation of the net realisable value for each property development project at the financial reporting date is performed by management. 存貨按照成本與可變現淨值之較低者計量。管理層計算財務報告日每個物業發展項目的可變現淨值。

The calculation of the net realisable value of inventories involves significant management judgement and estimation in preparing the updated costs to complete each property development project for PHD and PUD as well as in assessing the future selling prices for each property development project (by reference to recent sales transactions in nearby locations), the estimated future selling costs and the relevant taxes.

計算存貨可變現淨值涉及管理層在編製完成各項持作發展物業與建設中物業的最新成本，以及評估每個物業發展項目的未來售價（參照附近地區的近期銷售交易）、未來估計銷售成本及相關稅費時作出重大判斷及估計。

How the matter was addressed in our audit**我們的審計如何處理該事項**

Our audit procedures to assess the net realisable value of inventories included the following:

我們評估存貨可變現淨值的審核程序包括以下：

- assessing the design, implementation and operating effectiveness of key internal controls over the preparation and monitoring of management budgets and forecasts of construction and other costs for each property development project;
評估就編製及監察每項物業發展項目的預算管理、建築及其他成本的預測進行的關鍵內部控制在設計、實施及運作方面的有效性；
- conducting site visits to property development sites, on a sample basis, and discussing with management the progress of each property development project and the development budgets reflected in the latest forecasts for each property development project;
對物業開發地盤進行抽樣實地觀察，並與管理層討論各物業發展項目的進度和各物業發展項目最新預測所反映的開發預算；
- evaluating the valuation methodology adopted by management for assessing the net realisable value of inventories and comparing the key estimates and assumptions adopted in the valuations, including those relating to estimated future selling prices with market available data and the sales budget plans maintained by the Group;
評估管理層估計存貨可變現淨值所採用的估值方法，並將估值中採用的關鍵估計和假設（包括與未來估計售價有關的關鍵估計和假設）與市場可獲取資料和貴集團的銷售預算計劃進行比較；

Assessing the net realisable value of inventories

評估存貨可變現淨值

Refer to note 17 to the consolidated financial statements and the accounting policies in note 2(l).

請參閱綜合財務報表附註17及附註2(l)的會計政策。

The Key Audit Matter

關鍵審計事項

We identified the assessment of net realisable value of the Group's inventories as a key audit matter because of the significance of inventories to the Group's total assets and because of the inherent risks involved in estimating the costs to complete each property development project and the future selling prices for each property development project, particularly in light of the current economic circumstances and various property market measures implemented in the cities where the Group's development projects are located. 我們將 貴集團存貨可變現淨值的評估列為關鍵審計事項，乃由於存貨對 貴集團總資產的重要性，亦由於評估完成各物業發展項目的成本和評估各物業發展項目的未來售價存在固有風險，特別是考慮到當前經濟環境及 貴集團發展項目所在的城市推出的各種針對物業市場的措施。

How the matter was addressed in our audit

我們的審計如何處理該事項

- comparing the estimated costs to complete each property development project with the Group's latest budgets and comparing the costs incurred to 31 December 2019 with budgets made at 31 December 2018 to assess the accuracy of management's forecasting and budgeting process; and
將各完成物業發展項目的估計成本與 貴集團最新預算進行比較，並將截止2019年12月31日已產生的成本與2018年12月31日作出的預算比較，以評估管理層預測和預算過程的準確性；及
- performing sensitivity analyses to determine the extent of changes in key estimates and assumptions that, either individually or collectively, would be required for inventories to be materially misstated and considering the likelihood of such a movement in those key estimates and assumptions arising.
進行敏感性分析，以確定關鍵估計和假設單獨或共同出現何種程度的變化會導致存貨發生重大錯報，並考慮關鍵估計和假設出現此類變動的可能性。

Provision for land appreciation tax ("LAT") in Mainland China

中國內地的土地增值稅(「土地增值稅」)撥備

Refer to notes 8 and 26 to the consolidated financial statements and the accounting judgement and estimates in note 3(b)(iii).

參閱綜合財務報表附註8、附註26及附註3(b)(iii)的會計判斷與估計。

The Key Audit Matter**關鍵審計事項**

LAT in Mainland China is one of the main components of the Group's taxation charge.

中國內地的土地增值稅是 貴集團稅項支出的主要部分。

LAT is levied on sale of properties at progressive rates ranging from 30% to 60% based on the appreciation of land value. At the end of each financial reporting period, management estimates the LAT charge based on its understanding and interpretation of the relevant tax rules and regulations and the estimated total sales of properties less total deductible expenditure, which includes lease charges for land use rights, property development costs, borrowing costs and development expenditure. When the LAT is subsequently determined, the actual payments may be different from the estimates.

銷售物業需要就土地增值額按照超率累進稅率30%至60%繳納土地增值稅。在每個財務報告期末，管理層基於對相關稅務規則及規例的理解及詮釋、預計物業銷售總額減去土地使用權租賃支出、物業開發成本、借款成本、開發費用等可扣除支出總額，估計土地增值稅支出。當其後釐定土地增值稅時，實際付款可能有別於估計。

We identified the provision for LAT in Mainland China as a key audit matter because of its significance to the consolidated financial statements and because the estimated provisions for LAT are based on management's judgement and interpretation of the relevant tax laws and regulations.

我們將中國內地土地增值稅撥備列為關鍵審計事項，乃由於土地增值稅撥備對綜合財務報表的重要性，亦由於土地增值稅的估計撥備以管理層對相關稅務法律及規例的判斷及詮釋為基礎。

How the matter was addressed in our audit**我們的審計如何處理該事項**

Our audit procedures to assess the provision for LAT in Mainland China included the following:

我們評估中國內地土地增值稅撥備的審核程序包括以下：

- assessing the design, implementation and operating effectiveness of key internal controls over the calculation of the estimated LAT provisions;
評估與計算估計土地增值稅相關的關鍵內部控制在設計、實施及運作方面的有效性；
- engaging our internal taxation specialists to evaluate the Group's LAT provisions as at 31 December 2019 which involved challenging the management's assumptions and judgements based on our experience, knowledge and understanding of the practices of the application of the relevant tax laws by the various local tax bureaus;
利用本所內部稅務專家的工作，評價 貴集團於2019年12月31日的土地增值稅撥備，包括基於我們的經驗、知識及對各地稅務機關就相關稅法應用的實務操作的理解，詢問管理層的假設及判斷；
- evaluating the management's assumptions and judgements based on our assessment of the value of the estimated sales of properties and the deductible expenditure; and
基於對物業的估計銷售值及可扣除支出的評估，評價管理層的假設及判斷；及
- re-calculating the provisions for LAT and comparing our calculations with the amounts recorded by the Group.
重新計算土地增值稅撥備，並將我們的計算結果與 貴集團所記錄的金額比較。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

綜合財務報表及核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

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.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

審計委員會協助董事履行監督 貴集團的財務報告過程的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

We communicate with the Audit Committee of the Company 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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

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

The engagement partner on the audit resulting in this independent auditor's report is Lam Kai Wa.

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是林啟華。

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

30 March 2020

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

2020年3月30日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2019
截至2019年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue	收入	4	354,284	567,827
Cost of sales	銷售成本		(221,286)	(305,001)
Gross profit	毛利		132,998	262,826
Valuation gains on investment properties	投資物業估值收益	13(a)	780	4,495
Other net income	其他收入淨額	5	14,757	8,382
Selling expenses	銷售開支		(5,820)	(9,391)
Administrative expenses	行政開支		(67,316)	(67,473)
Other expenses	其他開支	6	(4,965)	(1,064)
Profit from operations	經營溢利		70,434	197,775
Finance costs	融資成本	7(a)	(9,818)	(5,166)
Share of losses of associates	應佔聯營公司虧損		(324)	(2,506)
Share of losses of joint ventures	應佔合營公司虧損		(1,456)	(1,809)
Profit before taxation	除稅前溢利		58,836	188,294
Income tax	所得稅	8(a)	(41,168)	(110,475)
Profit for the year	年度溢利		17,668	77,819
Attributable to:	以下各方應佔：			
Equity shareholders of the Company	本公司權益股東		17,954	33,375
Non-controlling interests	非控股權益		(286)	44,444
Profit for the year	年度溢利		17,668	77,819
Basic and diluted earnings per share (RMB cents)	每股基本及攤薄盈利 (人民幣分)	11	2.39	5.87

The notes on page 121 to page 256 form part of these financial statements.

第121至256頁之附註為該等財務報表的一部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2019
截至2019年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit for the year	年度溢利	17,668	77,819
Other comprehensive income for the year (after reclassification adjustments)	年度其他全面收益 (經重新分類調整)		
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可重新分類至損益的項目：		
Exchange differences on translation of financial statements of	換算以下財務報表的匯兌差額		
— the associates and joint ventures	— 聯營公司及合營公司	(1,558)	(3,032)
— the Hong Kong and overseas subsidiaries	— 香港及海外附屬公司	(1,613)	(34,866)
Other comprehensive income for the year, net of nil tax	年度其他全面收益，已扣除零稅項	(3,171)	(37,898)
Total comprehensive income for the year	年度全面收益總額	14,497	39,921
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	19,797	5,745
Non-controlling interests	非控股權益	(5,300)	34,176
Total comprehensive income for the year	年度全面收益總額	14,497	39,921

The notes on page 121 to page 256 form part of these financial statements.

第121至256頁之附註為該等財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019
 於2019年12月31日
 (Expressed in Renminbi)
 (以人民幣列示)

		Note	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	57,905	58,898
Investment properties	投資物業	13	20,200	19,420
Interest in associates	於聯營公司的權益	15	104,141	104,576
Interest in joint ventures	於合營公司的權益	16	64,696	63,997
Deferred tax assets	遞延稅項資產	26(b)	17,199	1,087
Other non-current assets	其他非流動資產		3,464	—
			267,605	247,978
Current assets	流動資產			
Inventories and other contract costs	存貨及其他合約成本	17	2,271,588	1,688,275
Trade and other receivables	貿易及其他應收款項	19	97,576	175,925
Prepaid tax	預付稅項	26(a)	93,959	70,382
Pledged and restricted deposits	已抵押及受限制存款	20	402,964	487,013
Cash and cash equivalents	現金及現金等價物	21	731,909	1,106,426
			3,597,996	3,528,021
Non-current assets held for sale	持作出售的非流動資產	22	—	4,224
			3,597,996	3,532,245
Total assets	總資產		3,865,601	3,780,223
Current liabilities	流動負債			
Bank loans	銀行貸款	23	313,102	548,414
Contract liabilities	合約負債	18	1,923,393	1,494,172
Trade and other payables	貿易及其他應付款項	24	544,161	664,928
Tax payable	應付稅項	26(a)	55,432	63,701
			2,836,088	2,771,215

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

At 31 December 2019
於2019年12月31日
(Expressed in Renminbi)
(以人民幣列示)

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Net current assets	流動資產淨值		761,908	761,030
Total assets less current liabilities	總資產減流動負債		1,029,513	1,009,008
Non-current liabilities	非流動負債			
Other payables	其他應付款項	24	73,741	71,253
Deferred tax liabilities	遞延稅項負債	26(b)	30,889	31,456
			104,630	102,709
NET ASSETS	資產淨值		924,883	906,299
CAPITAL AND RESERVES	資本及儲備	27		
Share capital	股本		6,605	6,605
Reserves	儲備		811,632	787,748
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		818,237	794,353
Non-controlling interests	非控股權益		106,646	111,946
TOTAL EQUITY	權益總額		924,883	906,299

Approved and authorised for issue by the board of directors on 30 March 2020. 董事會於2020年3月30日批准及授權發行。

Wong Ting Chung

王庭聰

Director

董事

Lau Ka Keung

樓家強

Director

董事

The notes on page 121 to page 256 form part of these financial statements.

第121至256頁之附註為該等財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2019
截至2019年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔							Non-controlling interests		Total equity
		Share capital 股本	Share Premium 股份溢價	Share option reserves 購股權儲備	Statutory reserves 法定儲備	Exchange reserves 匯兌儲備	Retained profits 保留溢利	Total 總計	Non-controlling interests 非控股權益	Total equity 總權益	
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Balance at 1 January 2018	於2018年1月1日的結餘	22,385	—	—	17,953	21,579	115,848	177,765	90,170	267,935	
Changes in equity for 2018	2018年的權益變動										
Profit for the year	年內溢利	—	—	—	—	—	33,375	33,375	44,444	77,819	
Other comprehensive income	其他全面收益	—	—	—	—	(27,630)	—	(27,630)	(10,268)	(37,898)	
Total comprehensive income	全面收益總額	—	—	—	—	(27,630)	33,375	5,745	34,176	39,921	
Deemed distribution to shareholders	視作向股東分派	24(c)	—	—	—	—	(34,030)	(34,030)	(31,413)	(65,443)	
Arising from reorganisation	產生自重組	14(i)	(22,385)	—	—	—	—	(22,385)	—	(22,385)	
Capital contribution from non-controlling interests	來自非控股權益的資本分派		—	—	—	—	—	—	19,013	19,013	
Capitalisation of shareholders' loans	股東貸款資本化	27(b)(i)	—	478,662	—	—	—	478,662	—	478,662	
Capitalisation issue	資本化發行	27(b)(ii)	4,954	(4,954)	—	—	—	—	—	—	
Shares issued upon initial public offering ("IPO")	首次公開發售所發行股份	27(b)(iii)	1,651	186,945	—	—	—	188,596	—	188,596	
Appropriation to statutory reserves	調撥至法定儲備	27(c)(i)	—	—	2,107	—	(2,107)	—	—	—	
Balance at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日的結餘	6,605	660,653	—	20,060	(6,051)	113,086	794,353	111,946	906,299	
Changes in equity for 2019	2019年的權益變動										
Profit for the year	年內溢利	—	—	—	—	—	17,954	17,954	(286)	17,668	
Other comprehensive income	其他全面收益	—	—	—	—	1,843	—	1,843	(5,014)	(3,171)	
Total comprehensive income	全面收益總額	—	—	—	—	1,843	17,954	19,797	(5,300)	14,497	
Equity settled share-based transactions	以權益結算以股份為基礎的交易	25	—	—	4,087	—	—	4,087	—	4,087	
Appropriation to statutory reserves	調撥至法定儲備	27(c)(i)	—	—	9,859	—	(9,859)	—	—	—	
Balance at 31 December 2019	於2019年12月31日的結餘	6,605	660,653	4,087	29,919	(4,208)	121,181	818,237	106,646	924,883	

The notes on page 121 to page 256 form part of these financial statements.

第121至256頁之附註為該等財務報表的一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019
截至2019年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量			
Cash generated from operations	經營活動所得現金	21(b)	38,262	841,863
Income tax paid	已付所得稅		(89,694)	(130,703)
Net cash (outflow)/inflow from operating activities	經營活動現金(流出)/流入淨額		(51,432)	711,160
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量			
Investments in associates and joint ventures	投資聯營公司及合營公司		(44)	(15,000)
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，已扣除收購所得的現金		5,445	—
Acquisition of property, plant and equipment	收購物業、廠房及設備		(2,227)	(1,259)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		351	—
Proceeds from disposal of non-current assets held for sale	出售持作出售的非流動資產的所得款項		4,125	16,182
Interest received	已收利息		13,893	2,618
Proceeds from disposal of other financial assets	出售其他金融資產所得款項		150,367	40,026
Payments for purchase of other financial assets	購買其他金融資產付款		(150,000)	—
Net cash inflow from investing activities	投資活動現金流入淨額		21,910	42,567

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

For the year ended 31 December 2019
截至2019年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量			
Proceeds from bank loans	銀行貸款所得款項	21(c)	55,000	330,357
Repayment of bank loans	償還銀行貸款	21(c)	(290,155)	(80,700)
Interest paid on bank loans	已付銀行貸款利息	21(c)	(26,266)	(18,509)
Advances from related parties	關聯方墊款	21(c)	27,333	36,920
Repayment to related parties	償還關聯方款項	21(c)	(107,298)	(204,302)
Payment of listing expenses	支付上市開支		(5,841)	(22,441)
Proceeds from shares issued upon IPO	首次公開發售所發行股份所得款項		—	198,160
Proceeds from capital injection from minority equity shareholder	少數權益股東注資所得款項		—	19,013
Net cash (outflow)/inflow from financing activities	融資活動現金(流出)/流入淨額		(347,227)	258,498
(Decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加		(376,749)	1,012,225
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物		1,106,426	94,172
Effect of foreign exchange rate changes	匯率變動的影響		2,232	29
Cash and cash equivalents at 31 December	於12月31日的現金及現金等價物	21(a)	731,909	1,106,426

The notes on page 121 to page 256 form part of these financial statements.

第121至256頁之附註為該等財務報表的一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

1 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

Million Cities Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 15 November 2016 as an exempted company with limited liability under the Companies Law Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The Company is an investment holding company. The core business activities of the Company and its subsidiaries (together, the “Group”) include property development and sales (the “Listing Business”) in the People’s Republic of China (the “PRC”).

During the year ended 31 December 2018, the Listing Business were conducted through various domestic companies established in the PRC (the “PRC Operating Entities”), all of which are under the control of Wong Ting Chung, Wong Ting Kau, Wong Ting Chun, Wong Wai Wing, Raymond, Wong Wai Ling, Lau Ka Keung and Wong Wai Yue (together referred to as the “Wong Ting Chung and his family”). To rationalise the corporate structure in preparation of the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Group underwent a reorganisation (the “Reorganisation”). Upon completion of the Reorganisation on 28 June 2018, the Company became the holding company of the Group. As the Reorganisation primarily involved inserting a newly formed entity, with no substantive operations, as the new holding company between Wong Ting Chung and his family and the PRC Operating Entities, there has been no change in the ultimate control and there were no substantive changes in the business and operations of the companies now comprising the Group. As the control is not transitory and, consequently, there was a continuation of risks and benefits to the Wong Ting Chung and his family, the financial statements have been prepared and presented using the merger basis of accounting as if the Group has always been in existence. The net assets of the companies taking part in the Reorganisation are consolidated using the book values from perspective of Wong Ting Chung and his family.

1 財務報表的編製基準

萬城控股有限公司(「本公司」)於2016年11月15日根據開曼群島第22章公司法(1961年第3號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)的核心業務活動包括於中華人民共和國(「中國」)經營物業發展及銷售(「上市業務」)。

截至2018年12月31日止年度，上市業務由多間於中國成立的國內公司(「中國營運實體」)經營，全部由王庭聰、王庭交、王庭真、王惠榮、王惠玲、樓家強及王槐裕(統稱「王庭聰及其家族」)控制。籌備本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市時，為理順公司架構，本集團曾進行重組(「重組」)。於2018年6月28日完成重組時，本公司成為本集團的控股公司。由於重組主要涉及於王庭聰及其家族和中國營運實體之間加入無實質業務的新成立實體成為新控股公司，最終控制權並無變更，本集團目前旗下公司的業務及營運並無重大變化。由於控制權並非過渡性質，故王庭聰及其家族持續承擔風險及享有利益，而財務報表已按合併會計法編製及呈列，猶如本集團一直存在。參與重組的公司的資產淨值按王庭聰及其家族認為的賬面值綜合入賬。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

1 BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (Continued)

The consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year ended 31 December 2018 include the financial performance and cash flows of the companies now comprising the Group as if the current Group structure had been in existence and remained unchanged throughout the year ended 31 December 2018. Intra-Group balances and transactions are eliminated in full in preparing the financial statements.

The consolidated financial statements for the years ended 31 December 2019 and 2018 comprise the Group and the Group's interest in associates and joint ventures.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

1 財務報表的編製基準(續)

本集團截至2018年12月31日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表載有本集團目前旗下公司之財務表現及現金流量，猶如現有集團架構於截至2018年12月31日止年度一直存在且維持不變。集團內公司間結餘及交易於編製財務報表時已悉數對銷。

截至2019年及2018年12月31日止年度的綜合財務報表包括本集團及本集團於聯營公司及合營公司的權益。

2 重大會計政策

(a) 符合聲明

本財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的所有相關《香港財務報告準則》(「香港財務報告準則」)編製，包括所有相關的個別《香港財務報告準則》、香港會計準則(「香港會計準則」)與詮釋，香港公認會計原則及香港《公司條例》的披露規定。本財務報表符合香港聯合交易所有限公司證券上市規則的披露規定。本集團所採納的重大會計政策載列如下。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Statement of compliance (Continued)

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. For the purpose of preparing these financial statements, the Group has adopted all applicable new and revised HKFRSs, except for any new standards or interpretations that are not yet effective for the accounting period ended 31 December 2019. The revised and new accounting standards and interpretations issued but not yet effective for the accounting period beginning on or after 1 January 2020 are set out in note 36.

(b) Basis of measurement

These financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand, as the Group's principal activities were carried out in the PRC. RMB is the functional currency for the Company's subsidiaries established in the mainland China. The functional currency of the Company and the Company's subsidiaries outside the mainland China are Hong Kong dollars, as these entities' principal activities are financing and investing activities, and Hong Kong dollars are the primary currency generated from and used in these activities.

2 重大會計政策(續)

(a) 符合聲明(續)

香港會計師公會已頒佈若干新訂及經修訂《香港財務報告準則》，於本集團當前會計期間首次生效或可供提早採納。編製財務報表方面，本集團已採納所有適用的新訂及經修訂《香港財務報告準則》，惟於截至2019年12月31日止會計期間尚未生效的新訂準則或詮釋除外。已頒佈但於2020年1月1日或之後開始的會計期間尚未生效的經修訂及新訂會計準則及詮釋載於附註36。

(b) 計量基準

由於本集團的主要活動在中國進行，故財務報表均以人民幣（「人民幣」）列示，並四捨五入至最接近千位數。人民幣為本公司於中國內地成立的附屬公司的功能貨幣。本公司及中國內地以外附屬公司的功能貨幣為港元，是由於該等實體的主要活動為融資及投資活動，而港元是該等活動所得及所用的主要貨幣。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of measurement (Continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the other financial assets and investment properties are stated at fair value as explained in note 2(g) and note 2(h).

Non-current assets held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 2(x)).

(c) Use of estimates and judgements

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

2 重大會計政策(續)

(b) 計量基準(續)

編製財務報表時所用計量基準為歷史成本基準，惟按公平值列賬的其他金融資產及投資物業除外，請見附註2(g)及附註2(h)闡述。

持作出售的非流動資產按賬面值與公平值減銷售成本的較低者列賬(見附註2(x))。

(c) 使用估計和判斷

編製符合《香港財務報告準則》之財務報表需要管理層作出判斷、估計及假設，而有關判斷、估計及假設會影響政策的應用及資產、負債、收入及支出之呈報數額。該等估計及相關假設乃根據以往經驗及在有關情況下視為合理的其他多種因素作出，而有關結果並不能作為基於其他資料來源而輕易得出的資產及負債賬面值的判斷基準。實際結果或會與估計不同。

該等估計及相關假設會持續檢討。會計估計的修訂將在修改估計之期間(若修改僅影響該期間)或修改期間與未來期間(若修改影響現時及未來期間)確認。

管理層在應用《香港財務報告準則》過程中所作出對財務報表具有重大影響的判斷及估計不明朗因素的主要來源於附註3討論。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Changes in accounting policies

The HKICPA has issued a new HKFRS and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 16, *Leases*
- Amendments to HKAS 19, *Plan amendment, curtailment or settlement*
- Amendments to HKAS 28, *Long-term interests in associates and joint ventures*
- Annual improvement to HKFRSs 2015–2017 Cycle
- HK(IFRIC) 23, *Uncertainty over income tax treatments*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2 重大會計政策(續)

(d) 會計政策變動

香港會計師公會已頒佈一項新訂的《香港財務報告準則》及多項《香港財務報告準則》修訂，於本集團當前會計期間首次生效。其中，以下各項發展與本集團財務報表有關：

- 《香港財務報告準則》第16號，*租賃*
- 香港會計準則第19號的修訂，*計劃修訂、削減或結算*
- 香港會計準則第28號的修訂，*於聯營公司及合營公司的長期權益*
- 《香港財務報告準則》2015年至2017年週期年度改進
- 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*

該等發展均未對本集團於當前或過往期間編製或呈列之本集團的業績及財務狀況有重大影響。本集團尚未應用於當前會計期間尚未生效的任何新訂準則或詮釋。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is included in the consolidated financial statements from the date that control commences until the date that control ceases. Intra-Group balances, transactions and cash flows and any unrealised profits arising from intra-Group transactions are eliminated in full in preparing the financial statements. Unrealised losses resulting from intra-Group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

2 重大會計政策(續)

(e) 附屬公司及非控股權益

附屬公司是指受本集團控制的實體。當本集團因參與實體業務而對所得可變回報承擔風險或擁有權利以及可運用其對實體的權力影響該等回報金額時，則本集團控制該實體。於評估本集團是否擁有權力時，僅計及本集團及其他人士持有的實質權利。

於附屬公司的投資自控制開始當日起至控制終止當日止載入綜合財務報表。集團內公司間結餘、交易及現金流量以及集團內公司間交易所產生的任何未實現利潤會在編製財務報表時悉數抵銷。集團內公司間交易所引致未變現虧損的抵銷方法與未變現收益相同，惟僅以無證據顯示出現減值的情況為限。

非控股權益指並非直接或間接歸屬於本公司的附屬公司權益，且本集團並無就此與該等權益持有人協定任何額外條款，致使本集團整體須就該等符合金融負債定義的權益承擔合約責任。就各業務合併而言，本集團可選擇按公平值或按非控股權益分佔附屬公司可識別淨資產的比例計量任何非控股權益。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Subsidiaries and non-controlling interests

(Continued)

Non-controlling interests are presented in the consolidated statements of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statements of profit or loss and the consolidated statements of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statements of financial position in accordance with note 2(p),(w) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(g)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 2(f)).

2 重大會計政策(續)

(e) 附屬公司及非控股權益(續)

非控股權益於綜合財務狀況表的權益內呈列，與本公司權益股東應佔權益獨立呈列。本集團業績的非控股權益乃於綜合損益表及綜合損益及其他全面收益表列作本公司非控股權益及權益股東之間年內損益總額及全面收益總額之分配。非控股權益持有人提供的貸款及對該等持有人承擔的其他合約責任根據附註2(p)、(w)視乎責任性質於綜合財務狀況表中列作金融負債。

倘本集團於附屬公司的權益變動不會導致失去控制權，則作為股權交易入賬，據此，綜合權益內的控股及非控股權益金額會作出調整，反映相關權益變動，惟不會調整商譽亦不會確認損益。

當本集團失去附屬公司的控制權，則按出售該附屬公司的全部權益入賬，而所產生的收益或虧損則於損益確認。於失去控制權當日仍保留於前附屬公司的任何權益按公平值確認，而該金額將被視為一項金融資產初步確認的公平值(見附註2(g))，或(如適用)初始確認於聯營公司或合營公司的投資成本(見附註2(f))。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Subsidiaries and non-controlling interests

(Continued)

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(k)).

(f) Associates and joint ventures

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statements of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statements of profit or loss and other comprehensive income.

2 重大會計政策(續)

(e) 附屬公司及非控股權益(續)

於本公司財務狀況表中，於附屬公司的投資按成本減減值虧損列賬(見附註2(k))。

(f) 聯營公司及合營公司

聯營公司為本集團或本公司對其管理擁有重大影響力而並非控制或共同控制之實體，重大影響力包括參與其財務及經營政策決定。

合營公司為一種安排，據此，本集團或本公司及其他訂約方訂約同意攤分安排的控制權，並對安排的資產淨值享有權利。

於聯營公司或合營公司之投資乃按權益法於綜合財務報表入賬。根據權益法，投資最初按成本入賬，並就本集團分佔被投資公司於收購日期可識別資產淨值之公平值超出投資成本的部分(如有)作出調整。投資成本包括購買價、收購投資直接應佔的其他成本及任何構成本集團權益投資一部分的聯營公司或合營公司直接投資。其後，該投資因應本集團分佔被投資公司資產淨值之收購後變動及有關該投資之任何減值虧損而作出調整。收購當日出超成本的任何部分、本集團收購後分佔款項、被投資公司之除稅後業績及年內任何減值虧損均於綜合損益表確認，而本集團分佔被投資公司之其他全面收益之收購後除稅後項目於綜合損益及其他全面收益表確認。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Associates and joint ventures (Continued)

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture (after applying the ECL model to such other long-term interests where applicable (see note 2(k)(i)).

Unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

2 重大會計政策(續)

(f) 聯營公司及合營公司(續)

當本集團分佔聯營公司或合營公司的虧損超出應佔其權益時，本集團的權益將調減至零，並且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代表被投資公司付款則除外。就此而言，本集團的權益是按權益法計算的投資賬面值加上實質上屬於本集團對聯營公司或合營公司投資淨額一部分的本集團長期權益(在預期信用損失模式應用於該等其他長期權益(如適用)後(見附註2(k)(i))。

本集團與聯營公司及合營公司之間的交易所產生的未變現損益均按本集團於被投資公司所佔的權益比率撇銷，惟倘未變現虧損顯示已轉讓資產出現減值，則該等未變現虧損即時在損益表內確認。

倘於聯營公司的投資變為於合營公司的投資或後者變為前者，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

於所有其他情況，當本集團不再對聯營公司擁有重大影響力或對合營公司擁有共同控制時，該交易將列作出售於該被投資公司的全部權益，所產生之收益或虧損則於損益內確認。任何在失去重大影響力之日仍於該前被投資公司保留之權益按公平值確認，而此金額被視為初步確認金融資產之公平值。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 28(e). These investments are subsequently accounted for as follows, depending on their classification.

(i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(u)(iii)).

2 重大會計政策(續)

(g) 其他債務及股本證券投資

本集團對債務及股本證券投資(附屬公司、聯營公司及合營公司投資以外)的政策列載如下。

債務及股本證券投資於本集團承諾購買/出售投資的日期確認/取消確認。投資初步按公平值加直接應佔交易成本列賬，惟以按公平值計入損益計量的投資除外，其交易成本乃直接於損益確認。有關本集團如何釐定金融工具公平值的闡述，請參閱附註28(e)。其後，該等投資視乎分類按下文所述入賬。

(i) 股本投資以外的投資

本集團持有的非股本投資分類為下列其中一個計量類別：

- 攤銷成本，倘持有投資旨在收取合約現金流，而其僅代表本金及利息付款。投資的利息收入使用實際利息法計算(見附註2(u)(iii))。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Other investments in debt and equity securities (Continued)

(i) Investments other than equity investments (Continued)

- fair value through other comprehensive income (FVOCI) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 重大會計政策(續)

(g) 其他債務及股本證券投資(續)

(i) 股本投資以外的投資(續)

- 按公平值計入其他全面收益 — 回收，倘投資的合約現金流僅包括本金及利息付款，且投資乃根據透過收取合約現金流及出售兩者達成目標的業務模式持有。公平值變動於其他全面收益確認，惟於損益確認的預期信用損失、利息收入(使用實際利息法計算)及匯兌收益和虧損除外。當投資取消確認，於其他全面收益累計的金額從權益重新計入至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本或按公平值計入其他全面收益(回收)計量的準則。投資(包括利息)的公平值變動於損益確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Other investments in debt and equity securities (Continued)

(ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

(h) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(j)) to earn rental income and/or for capital appreciation. These include property that is being constructed or developed for future use as investment property.

2 重大會計政策(續)

(g) 其他債務及股本證券投資(續)

(ii) 股本投資

股本證券投資分類為按公平值計入損益，除非股本投資並非持作買賣用途及初始確認投資時本集團選擇指定投資為按公平值計入其他全面收益(不回收)，以致公平值的後續變動於其他全面收益確認。該等選擇乃按個別工具逐次作出，惟僅於從發行人角度看，該投資符合股本定義時方可選擇。倘作出該選擇，於其他全面收益累計的金額保留於公平值儲備(不回收)，直至售出投資為止。於出售時，於公平值儲備累計的金額(不回收)轉移至保留盈利。其不會重新計入至損益。股本證券投資的股息(不論分類為按公平值計入損益或按公平值計入其他全面收益)於損益確認為其他收入。

(h) 投資物業

投資物業指為賺取租金收入及/或作資本增值而根據租賃權益(參閱附註2(j))擁有或持有的土地及/或樓宇，包括現正興建或發展供未來作投資物業的物業。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Investment properties (Continued)

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 2(u).

In the comparative period, when the Group holds property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 2(j)), and the same accounting policies are applied to that interest as are applied other investment properties leased under finance leases. Lease payments are accounted for as described in note 2(j).

(i) Property, plant and equipment

The following items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment loss (see note 2(k)):

- buildings held for own use which are situated on leasehold land classified as held under operating lease (see note 2(j)); and
- other items of plant and equipment.

2 重大會計政策(續)

(h) 投資物業(續)

投資物業按公平值列賬，除非於報告期末仍在建造或開發及於當時不能可靠地計算公平值。投資物業公平值之變動，或報廢或出售投資物業所產生之任何收益或虧損均在損益中確認。投資物業的租金收入按附註2(u)所述入賬。

於比較期間，倘若本集團以經營租賃持有物業權益以賺取租金收入及／或為資本增值，有關權益會按個別物業基準分類及入賬為投資物業。分類為投資物業之任何有關物業權益之入賬方式與以融資租賃持有之權益一致(見附註2(j))，而其適用之會計政策亦與以融資租賃出租之其他投資物業相同。租約付款按附註2(j)所述方式入賬。

(i) 物業、廠房及設備

下列物業、廠房及設備項目按成本減累計折舊及累計減值虧損(見附註2(k))計量：

- 位於租賃土地上持作自用且歸類為根據經營租賃持有的樓宇(見附註2(j))；及
- 其他廠房及設備項目。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Property, plant and equipment (Continued)

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(w)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

	Useful life	Residual value%
Lands	50 years	0%
Buildings	20 years	5%–10%
Office equipment	2–12 years	0%–10%
Motor vehicles	4–5 years	0%–10%
Electronic and other equipment	2–10 years	0%–10%

2 重大會計政策(續)

(i) 物業、廠房及設備(續)

物業、廠房及設備自建項目的成本包括材料成本、直接勞工、清拆及移除物品及將其所在位置恢復原狀的成本初步估計(如相關)及適當比例的生產間接費用及借款成本(見附註2(w))。

報廢或出售物業、廠房及設備項目所產生的損益以該項目的出售所得款項淨額與其賬面值之間的差額釐定，並於報廢或出售當日在損益內予以確認。

物業、廠房及設備項目折舊按下列估計可使用年期，在扣除其估計剩餘價值(如有)後，以直線法撇銷其成本計算：

	可使用年期	餘值%
土地	50年	0%
樓宇	20年	5%–10%
辦公室設備	2–12年	0%–10%
汽車	4–5年	0%–10%
電子及其他設備	2–10年	0%–10%

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

a. As a lessee

(i) Policy applicable from 1 January 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

2 重大會計政策(續)

(j) 租賃資產

本集團於合約初始評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶同時有權管理可識別資產的使用及取得因使用可識別資產而帶來的絕大部分經濟利益，即擁有控制權。

a. 作為承租人

(i) 自2019年1月1日起適用的政策

倘合約包含租賃部分及非租賃部分，本集團就所有租賃已選擇不分拆非租賃部分，而將各租賃部分及任何相關的非租賃部分視為一項單一的租賃組成部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為12個月或以下者的短期租賃及低價值資產(主要為本集團筆記本電腦及辦公設備)的租賃則除外。當本集團訂立低價值資產的租賃時，本集團對每一項租賃進行判斷是否資本化該租賃。與未資本化的租賃相關的租賃付款於租期內按系統化基準確認為開支。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Leased assets (Continued)

a. As a lessee (Continued)

(i) Policy applicable from 1 January 2019 (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

2 重大會計政策(續)

(j) 租賃資產(續)

a. 作為承租人(續)

(i) 自2019年1月1日起適用的政策(續)

倘租賃已資本化，則租賃負債初步按租期內應付租賃付款之現值確認，按租約隱含的利率貼現，倘該利率不能即時釐定，則按相關增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，利息開支按實際利息法計算。無需視乎指數或利率的可變租賃付款不計入租賃負債的計量，因此於其產生的會計期間計入損益。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Leased assets (Continued)

a. As a lessee (Continued)

(i) Policy applicable from 1 January 2019 (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2(i) and 2(l)(i)), except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 2(h);
- right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable value in accordance with note 2(l).

2 重大會計政策(續)

(j) 租賃資產(續)

a. 作為承租人(續)

(i) 自2019年1月1日起適用的政策(續)

當租賃已資本化時，已確認使用權資產初步按成本計量，包括租賃負債的初步金額加任何於生效日期或之前作出的租賃付款及所產生的任何初步直接成本。倘適用，使用權資產的成本亦包括於資產所在地拆除及移除相關資產或恢復相關資產的估計成本，貼現至其現值，減任何所收的租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬(見附註2(i)及2(l)(i))，惟以下類型的使用權資產則除外：

- 符合投資物業定義的使用權資產根據附註2(h)按公平值列賬；
- 與租賃土地權益有關之使用權資產，當中土地之權益作為存貨持有並根據附註2(l)按成本與可變現淨值之較低者列賬。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Leased assets (Continued)

a. As a lessee (Continued)

(i) Policy applicable from 1 January 2019 (Continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

2 重大會計政策(續)

(j) 租賃資產(續)

a. 作為承租人(續)

(i) 自2019年1月1日起適用的政策(續)

租賃負債於以下情況重新計量：指數或利率變動產生未來租賃付款變動，或本集團估計將根據剩餘價值擔保應付的預期金額發生變動，或重新評估本集團是否合理確定將行使購買、延長或終止權而產生變動。倘租賃負債按此重新計量，則對使用權資產的賬面值進行相應調整，倘使用權資產的賬面值減至零，則計入損益。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(j) Leased assets** *(Continued)***a. As a lessee** *(Continued)**(ii) Policy applicable prior to 1 January 2019*

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease (see note 2(h)); and
- land held for own use under an operating lease, the fair value of which could not be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

2 重大會計政策(續)**(j) 租賃資產(續)****a. 作為承租人(續)***(ii) 於2019年1月1日前適用的政策*

於比較期間，作為承租人，倘租賃轉移所有權之絕大部分風險及回報至本集團，則本集團分類有關租賃為融資租賃。倘租賃並無將所有權之絕大部分風險及回報轉移至本集團，則分類為經營租賃，惟下列情況除外：

- 以經營租賃持有但在其他方面均符合投資物業定義之物業會逐項劃歸為投資物業，倘分類為投資物業，其入賬方式與以融資租賃(見附註2(h))持有一致；及
- 以經營租賃持作自用，但無法在租賃開始時將其公平值與建於其上之建築物之公平值分開計量之土地，是按以融資租賃持有方式入賬；但清楚地以經營租賃持有之建築物除外。就此而言，租賃之開始時間是指本集團首次訂立租約時，或自前承租人接收建築物時。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Leased assets (Continued)

a. As a lessee (Continued)

(ii) Policy applicable prior to 1 January 2019 (Continued)

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset, as set out in note 2(l). Impairment losses were accounted for in accordance with the accounting policy as set out in note 2(k). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

2 重大會計政策(續)

(j) 租賃資產(續)

a. 作為承租人(續)

(ii) 於2019年1月1日前適用的政策(續)

如本集團以融資租賃獲得資產的使用權，會將相當於租賃資產公平值或最低租賃付款額的現值(如為較低的數額)的金額確認為物業、廠房及設備，而扣除融資費用後的相應負債則列為融資租賃承擔。折舊是在相關的租賃期或資產的可用期限(如本集團可能取得資產的所有權)內撇銷資產成本或估值的比率計提；有關資產的年期載列於附註2(l)。減值虧損按照附註2(k)所載的會計政策入賬。租賃付款內含的融資費用於租賃期內的損益內扣除，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或然租金在其產生的會計期間於損益內扣除。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(j) Leased assets (Continued)****a. As a lessee (Continued)****(ii) Policy applicable prior to 1 January 2019 (Continued)**

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 2(h)) or is held for development for sale (see note 2(l)(i)).

b. As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

2 重大會計政策(續)**(j) 租賃資產(續)****a. 作為承租人(續)****(ii) 於2019年1月1日前適用的政策(續)**

如本集團擁有根據經營租賃持有的資產的使用權，則根據租賃作出的付款會在租賃期所涵蓋會計期間內，以等額方式於損益扣除，但如有其他基準能更清楚地反映租賃資產所產生得益模式則除外。所獲取租賃優惠在損益內確認為租賃淨付款總額的組成部分。或然租金於產生的會計期間內於損益扣除。

收購根據經營租賃所持土地的成本按直線法在租期內攤銷，惟歸類為投資物業(見附註2(h))或持作開發以供出售的物業(見附註2(l)(i))除外。

b. 作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶之絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Leased assets (Continued)

b. As a lessor (Continued)

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 2(u).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 2(j)(a), then the Group classifies the sub-lease as an operating lease.

(k) Credit losses and impairment of assets

(i) Credit losses from financial instruments and lease receivables

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loans to associates); and
- lease receivables.

Financial assets measured at fair value are not subject to the ECL assessment.

2 重大會計政策(續)

(j) 租賃資產(續)

b. 作為出租人(續)

倘合約包含租賃及非租賃部分，本集團按相關單獨售價基準將合約代價分配至各部分。經營租賃所得租金收入根據附註2(u)確認。

倘本集團為中介出租人，分租賃乃參考主租賃產生的使用權資產，分類為融資租賃或經營租賃。倘主租賃乃短期租賃而本集團應用附註2(j)(a)所述豁免，則本集團分類分租賃為經營租賃。

(k) 信用損失及資產減值

(i) 金融工具及應收租賃的信用損失

本集團就以下項目確認預期信用損失的損失撥備：

- 按攤銷成本計量的金融資產(包括現金及現金等價物、貿易及其他應收款項及對聯營公司的貸款)；及
- 應收租賃。

按公平值計量的金融資產毋須接受預期信用損失評估。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments and lease receivables (Continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate; and
- lease receivables: discount rate used in the measurement of the lease receivable.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(i) 金融工具及應收租賃的信用損失(續)

預期信用損失的計量

預期信用損失是以概率加權估計的信用損失。信用損失按所有預期現金缺額的現值(即根據合約應付本集團的現金流和本集團預計會收取的現金流之間的差額)計量。

倘貼現影響屬重大，則預期現金缺額使用以下貼現率貼現：

- 固定比率金融資產和貿易及其他應收款項：於初始確認時釐定的實際利率或其概約；
- 浮動比率金融資產：當前實際利率；及
- 應收租賃：計量應收租賃使用的貼現率。

估計預期信用損失時考慮的最長期間為本集團承受信貸風險的最長合約期間。

計量預期信用損失時，本集團計及毋須付出不相稱的成本或努力而可取得的合理及有根據資料，包括有關過往事件、當前狀況及未來經濟狀況預測的資料。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments and lease receivables (Continued)

Measurement of ECLs (Continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(i) 金融工具及應收租賃的信用損失(續)

預期信用損失的計量(續)

預期信用損失按下列其中一個基礎計量：

- 12個月預期信用損失：此乃報告日期後12個月內潛在違約事件所預期產生的損失；及
- 全期預期信用損失：此乃預期信用損失模式適用的項目的預計全期內所有潛在違約事件所預期產生的損失。

貿易應收款項及應收租賃的損失撥備時常按等同全期預期信用損失的金額計量。該等金融資產的預期信用損失乃使用撥備矩陣估計，此乃基於本集團的過往信用損失經驗，並按債務人獨有的因素及於報告日期的當前及預測整體經濟狀況評估予以調整。

至於所有其他金融工具，本集團確認等同12個月預期信用損失的損失撥備，除非自初始確認以來金融工具的信貸風險大幅增加，於此情況下，損失撥備按等同全期預期信用損失的金額計量。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments and lease receivables (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. 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 since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(i) 金融工具及應收租賃的信用損失(續)

信貸風險大幅增加

評估金融工具信貸風險是否自初始確認以來大幅增加時，本集團比較於報告日期所評估金融工具產生的違約風險與於初始確認日期所評估者。進行該評估時，倘(i)於本集團不借助套現抵押品(倘持有任何抵押品)行使追索權等行動下，借款人不大可能向本集團悉數支付信用責任；或(ii)金融資產已逾期90日，則本集團視為發生違約事件。本集團考慮屬合理及有根據的定量及定性資料，包括過往經驗及毋須付出不相稱的成本或努力而可取得的前瞻性資料。

具體而言，評估信貸風險是否自初始確認以來大幅增加時會計及以下資料：

- 於合約到期日未能支付本金或利息；
- 金融工具的外部或內部信用評級(如可取得)實際或預期顯著轉差；

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(i) Credit losses from financial instruments and lease receivables (Continued)

Significant increases in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(i) 金融工具及應收租賃的信用損失(續)

信貸風險大幅增加(續)

- 債務人的營運業績實際或預期顯著轉差；及
- 技術、市場、經濟或法律環境當前或預期變動，並對債務人向本集團履行責任的能力造成嚴重不利影響。

視乎金融工具的性質，信貸風險大幅增加的評估乃按個別或集體基準進行。倘按集體基準進行評估，金融工具乃按共有信貸風險特點分組，例如逾期情況及信貸風險評級。

預期信用損失於各報告日期重新計量，以反映金融工具信貸風險自初始確認以來的變動。預期信用損失金額的任何變動於損益確認為減值收益或虧損。本集團對所有金融工具確認減值收益或虧損，並透過損失撥備賬對其賬面值予以相應調整，惟按公平值計入其他全面收益(回收)計量的債務證券投資除外，其損失撥備於其他全面收益確認及於公平值儲備(回收)累計。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(k) Credit losses and impairment of assets***(Continued)***(i) Credit losses from financial instruments and lease receivables** *(Continued)**Basis of calculation of interest income*

Interest income recognised in accordance with note 2(u)(iii) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

2 重大會計政策(續)**(k) 信用損失及資產減值(續)****(i) 金融工具及應收租賃的信用損失(續)***利息收入計算基礎*

按照附註2(u)(iii)確認的利息收入乃根據金融資產的賬面總值計算，除非金融資產出現信用減值，於此情況下，利息收入按金融資產的攤銷成本(即賬面總值減損失撥備)計算。

於各報告日期，本集團評估金融資產是否出現信用減值。倘發生一項或多項對金融資產估計未來現金流量造成不利影響的事件，則金融資產出現信用減值。金融資產出現信用減值的證據包括以下可觀察事件：

- 債務人有重大財務困難；
- 違約，如拖欠或逾期事件；
- 借方可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變化對債務人造成不利影響；或
- 發行人的財務困難令證券失去交易活躍的市場。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments and lease receivables (Continued)

Write-off policy

The gross carrying amount of a financial asset on lease receivable is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(i) 金融工具及應收租賃的信用損失(續)

撇減政策

應收租賃金融資產賬面總值的其中一部分或全部會被撇減，但以實際上預期不會收回的金額為限。當本集團釐定債權人並無資產或收入來源，以產生足夠的現金流來償還須予撇減的金額時，便會出現這種常見情況。

其後收回先前已撇減的資產於收回發生的期間在損益確認為減值撥回。

(ii) 已發出財務擔保之信用損失

財務擔保指當特定債務人到期不能按照債務工具條款償付債務時，要求發出人(即擔保人)向蒙受損失的擔保受益人(「持有人」)賠付特定金額的合約。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(ii) Credit losses from financial guarantees issued (Continued)

Financial guarantees issued are initially recognised within “trade and other payables” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in “trade and other payables” in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(ii) 已發出財務擔保之信用損失(續)

已發出的財務擔保初步於「貿易及其他應付款項」中按公平值確認，而該等公平值乃經比較貸方於有擔保下收取的實際利率與於如並無擔保下貸方應收取的估計利率(倘有關資料可作出可靠估計)後，參考類似服務的公平交易中所收取的費用(於可獲得該等資料時)或利率差異釐定。倘於發出該擔保時收取或可收取代價，該代價則根據本集團適用於該類資產的政策而予確認。倘有關代價尚未收取或應予收取，即時開支於損益中確認。

於初始確認後，初始確認為遞延收入的金額於擔保期內於損益中攤銷為已發出財務擔保的收入。

本集團監察特定債務人違約的風險，並在財務擔保的預期信用損失確定為高於擔保的「貿易及其他應付款項」中的金額(即初始確認金額減累計攤銷)時確認撥備。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(ii) Credit losses from financial guarantees issued (Continued)

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 2(k)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(ii) 已發出財務擔保之信用損失(續)

為釐定預期信用損失，本集團會考慮指定債務人自發出擔保以來的違約風險變動，並會計量12個月的預期信用損失，惟在指定債務人自發出擔保以來的違約風險大幅增加的情況下除外，在此情況下，則會計量全期預期信用損失。附註2(k)(i)所述的相同違約定義及信貸風險大幅增加的相同評估標準適用於此。

由於本集團僅須於根據獲擔保工具的條款指定債務人違約時作出付款，故預期信用損失乃按預期就補償持有人產生的信用損失而作出的付款，減本集團預期從擔保持有人(指定債務人或任何其他人士)收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(iii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investments in subsidiaries, associates and joint ventures; and
- other non-current assets

If any such indication exists, the asset's recoverable amount is estimated.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(iii) 其他非流動資產減值

內部及外界資料來源於各報告期末予以檢討，以識別有否跡象顯示以下資產出現減值或(商譽除外)先前已確認的減值虧損已不存在或可能已減少：

- 物業、廠房及設備；
- 於附屬公司、聯營公司及合營公司的投資；及
- 其他非流動資產

若有任何此等跡象，本集團將估計資產的可收回金額。

— 計算可收回金額

資產的可收回金額為其公平值減出售成本與使用價值兩者的較高者。評估使用價值時，採用反映當時市場對金錢時間值及有關資產特有風險評估的稅前貼現率，貼現估計未來現金流量至其現值。倘資產產生的現金流入大致上不能獨立於其他資產，則可收回金額按可獨立產生現金流入的最小資產組別(即現金產生單位)釐定。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Credit losses and impairment of assets

(Continued)

(iii) Impairment of other non-current assets

(Continued)

— Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

— Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2 重大會計政策(續)

(k) 信用損失及資產減值(續)

(iii) 其他非流動資產減值(續)

— 確認減值虧損

倘某項資產或其所屬現金產生單位的賬面值超過其可收回金額，則於損益內確認減值虧損。就現金產生單位確認的減值虧損，會按比例分配以減少該單位(或一組單位)內資產的賬面值，惟資產賬面值不會減至低於其本身的公平值減去出售成本(倘可計量)或使用價值(如能釐定)。

— 撥回減值虧損

就商譽以外的資產而言，倘用作釐定可收回金額的估計出現有利變動，則會撥回減值虧損。

撥回減值虧損僅限於過往年度未確認減值虧損而釐定的資產賬面值。減值虧損之撥回在確認撥回的年度計入損益。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(I) Inventories and other contract costs****(i) Property development**

Inventories in respect of property development activities are carried at the lower of cost and net realisable value. Cost and net realisable values are determined as follows:

— *Property held for development and property under development*

The cost of properties held for development and properties under development comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see note 2(w)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

— *Completed property held for sale*

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In the case of completed properties developed by the Group which comprise of multiple units which are sold individually, the cost of each unit is determined by apportionment of the total development costs for that development project to each unit on a per square foot basis, unless another basis is more representative of the cost of the specific unit. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

2 重大會計政策(續)**(I) 存貨及其他合約成本****(i) 物業開發**

物業開發活動存貨按成本與可變現淨值之較低者列賬。成本與可變現淨值釐定方法如下：

— *持作發展物業及建設中物業*

持作發展物業及建設中物業之成本包含已明確確定之成本，包括土地收購成本、發展、物料和供應品總成本、工資及其他直接開支，適當比例之間接費用及撥充資本之借款成本(見附註2(w))。可變現淨值為估計售價減估計完工成本及為售出物業而產生之成本。

— *持作出售已完工物業*

持作出售已完工物業的成本包括所有採購成本、轉換成本以及將存貨運至目前地點及使其達到現狀所產生的其他成本。

倘已完工物業由本集團發展及包括多個單獨出售的單位，則每個單位的成本按該發展項目的發展總成本根據每平方呎基準分配至每個單位而釐定，除非另有基準較能反映指定單位的成本。可變現淨值為估計售價減為售出物業而產生之成本。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Inventories and other contract costs

(Continued)

(i) Property development (Continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 2(I)(i)) or property, plant and equipment (see note 2(i)).

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 e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

2 重大會計政策(續)

(I) 存貨及其他合約成本(續)

(i) 物業開發(續)

存貨一經出售，其賬面值在相應收入的確認期間內確認為開支。

存貨撇減至可變現淨值及存貨所有損失的金額在撇減或損失發生的期間確認為開支。任何存貨撇減的撥回金額，在作出撥回期間確認為減少已確認為開支的存貨金額。

(ii) 其他合約成本

其他合約成本為向客戶取得合約的增量成本或向客戶履行合約的成本，其不獲資本化為存貨(見附註2(I)(i))或物業、廠房及設備(見附註2(i))。

取得合約的增量成本為本集團為向客戶取得合約而產生的成本，倘未有取得該合約，則該等成本不會產生，即增量銷售佣金。倘成本與將於未來報告期間確認的收入有關及成本預期可收回，則取得合約的增量成本於產生時資本化。取得合約的其他成本於產生時支銷。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Inventories and other contract costs

(Continued)

(ii) Other contract costs (Continued)

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered.

Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(u).

2 重大會計政策(續)

(I) 存貨及其他合約成本(續)

(ii) 其他合約成本(續)

倘成本與現有合約或特定可識別預計合約直接有關；產生或增加日後將用於提供貨品或服務的資源及預期可收回，則履行合約的成本予以資本化。

與現有合約或特定可識別預計合約直接有關的成本可包括直接勞工、直接物料、成本分配、明確可向客戶收取的成本及僅因本集團訂立合約而產生的其他成本(例如向分包商支付款項)。履行合約的其他成本(不會資本化為存貨、物業、廠房及設備或無形資產)於產生時支銷。

資本化合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產的賬面值超出(i)本集團預期就換取資產所涉及的貨品或服務收取的代價餘額，減(ii)與提供該等貨品或服務直接有關且尚未確認為開支的任何成本之淨額，則會確認減值虧損。

倘確認資產涉及的收入，則資本化合約成本的攤銷於損益扣除。收入確認的會計政策載於附註2(u)。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 2(u)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(n)).

When the contract includes a significant financing component, the contract liability includes interest accrued under the effective interest method (see note 2(u)).

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(k)(i)).

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(p) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2(k)(ii), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

2 重大會計政策(續)

(m) 合約負債

當客戶於本集團確認相關收入(見附註2(u))前支付代價，則確認合約負債。倘本集團於確認相關收入前擁有收取代價的無條件權利，亦會確認合約負債。於該等情況，相關應收款項亦獲確認(見附註2(n))。

當合約包括重大融資組成部分，合約負債包括根據實際利息法累計的利息(見附註2(u))。

(n) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時確認。倘於到期支付代價前僅需時間推移，則收取代價的權利為無條件。

應收款項按攤銷成本使用實際利息法減信用損失撥備列賬(見附註2(k)(i))。

(o) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、存於銀行及其他金融機構的活期存款，以及短期高流通性投資。此等投資可隨時轉換為已知數額的現金，所承受的價值變動風險不大，並於購入後三個月內到期。

(p) 貿易及其他應付款項

貿易及其他應付款項初始按公平值確認。除根據附註2(k)(ii)計量的財務擔保負債，貿易及其他應付款項其後按攤銷成本列賬，除非貼現影響不重大，於此情況下，其按成本列賬。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(q) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(w)).

(r) Employee benefits

(i) Short-term employee benefits

Salaries, employee wages or salaries, bonuses, social security contributions such as medical insurance, work injury insurance, maternity insurance and housing fund, measured at the amount incurred or at the applicable benchmarks and rates, are recognised as a liability as the employee provides services, with a corresponding charge to profit or loss or included in the cost of assets where appropriate.

(ii) Defined contribution plans

Pursuant to the relevant laws and regulations of the PRC, the Group participates in a defined contribution basic pension insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government. Basic pension insurance contributions are recognised as part of the cost of assets or charged to profit or loss as the related services are rendered by the employees.

2 重大會計政策(續)

(q) 計息借款

計息借款初始按公平值減交易成本計量。初始確認後，計息借款按攤銷成本使用實際利息法列賬。利息開支根據本集團就借款成本的會計政策確認(見附註2(w))。

(r) 僱員福利

(i) 短期僱員福利

本集團在僱員提供服務時，將實際產生或按適用基準及費用率計提的薪金、僱員工資、獎金、醫療保險費、工傷保險費和生育保險費等社會保險費和住房公積金確認為負債，並於當期損益扣除或計入相關資產成本(如適用)。

(ii) 定額供款計劃

根據中國有關法律及法規，本集團參與定額供款基本退休金保險，其屬於由政府機構設立管理的社會保障體系。根據政府訂明的適用基準及費用率，本集團向基本退休金保險計劃供款。當僱員提供相關服務，基本退休金保險供款確認為資產成本的一部分或於損益扣除。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Employee benefits (Continued)

(ii) Defined contribution plans (Continued)

The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance (the “MPF Scheme”) for all employees in Hong Kong, which is a defined contribution retirement scheme. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees’ relevant aggregate income. The assets of this pension scheme are held separately from those of the Group in independently administered funds.

(iii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

2 重大會計政策(續)

(r) 僱員福利(續)

(ii) 定額供款計劃(續)

本集團亦根據強制性公積金計劃條例(「強積金計劃」)的規則及規例為所有香港僱員參與退休金計劃，此乃定額供款退休計劃。強積金計劃供款乃根據最低法定供款規定，即合資格僱員相關總收入的5%。該退休金計劃的資產與本集團的資產有所區分，由獨立管理基金持有。

(iii) 以股份為基礎的付款

授予僱員之購股權之公平值確認為僱員成本，權益之資本儲備相應增加。公平值於授出日期按二項式結構模式計算，並計及授出購股權之條款及條件。倘僱員須於無條件獲授購股權前符合歸屬條件，購股權之估計公平值總額經計及購股權將歸屬之可能性於歸屬期間攤分。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Employee benefits (Continued)

(iii) Share-based payments (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

2 重大會計政策(續)

(r) 僱員福利(續)

(iii) 以股份為基礎的付款(續)

於歸屬期間檢討預期歸屬之購股權數目。除合資格確認為資產之原有僱員開支，任何於過往年度確認之累計公平值調整於回顧年度自損益扣除／計入，資本儲備作出相應調整。於歸屬日期，確認為開支之金額予以調整，以反映歸屬購股權之實際數目(於資本儲備作出相應調整)，惟僅由於未能達致與公司股份市價有關之歸屬條件而沒收的情況除外。權益金額於資本儲備確認，直至購股權獲行使(於其計入就已發行股份於股本確認的金額時)或購股權屆滿(於其直接自保留溢利解除時)為止。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 重大會計政策(續)

(s) 所得稅

年內所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動於損益內確認，惟與於其他全面收益確認或直接於權益確認的項目有關者除外，於此情況下，有關稅項款項分別於其他全面收益確認或直接於權益確認。

即期稅項乃年度應課稅收入的預期應繳稅項(按於報告期末已頒佈或實質上已頒佈的稅率計算)以及以往年度應繳稅項的任何調整。

遞延稅項資產及負債分別源自可扣稅及應課稅暫時差額，即作財務申報之用的資產及負債賬面值與其稅基的差額。遞延稅項資產亦源自未動用稅項虧損及未動用稅項抵免。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting or taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 重大會計政策(續)

(s) 所得稅(續)

除若干為數不多的例外情況外，將確認所有遞延稅項負債及所有遞延稅項資產，惟限於可能有可動用資產抵扣未來應課稅溢利的情況。可支持確認由可扣稅暫時差額所產生遞延稅項資產的未來應課稅溢利包括因撥回現有應課稅暫時差額將產生的數額；惟該等差額須與同一稅務機關及同一應課稅實體有關，並預期在可扣稅暫時差額預計撥回同一期間或遞延稅項資產所產生稅項虧損可向後期或向前期結轉期間內撥回。倘應課稅暫時差額與同一稅務機關及同一應課稅實體有關，並預期於可動用稅項虧損或稅項抵免期間撥回，則釐定現有應課稅暫時差額是否足以支持確認未動用稅項虧損及稅項抵免產生的遞延稅項資產時，亦採納同一準則。

確認遞延稅項資產及負債之有限例外情況包括來自不影響會計或應課稅溢利的資產或負債的初步確認的暫時差額(如屬業務合併則除外)，以及與於附屬公司投資有關之暫時差額，如為應課稅差額，僅以本集團控制撥回時間而不大可能在可預見將來撥回之差額為限，如屬可扣稅差額，則僅以將來可撥回之差額為限。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Income tax (Continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 2(h), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other case, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

2 重大會計政策(續)

(s) 所得稅(續)

當投資物業根據附註2(h)所載會計政策按公平值列賬，除非該物業屬折舊及以商業模式持有，而其目的為隨時間過去使用而非透過出售該物業以獲取隱含於該物業之絕大部分經濟利益，則已確認的遞延稅項金額按該等資產於報告日期以賬面值出售的稅率計算。在其他情況下，已確認之遞延稅項金額按照資產及負債賬面值之預期變現或清償方式，採用在報告期末已頒佈或實質上已頒佈之稅率計算。遞延稅項資產及負債均不作貼現。

遞延稅項資產的賬面值於各報告期末檢視，並扣減直至不再可能取得足夠的應課稅溢利以動用有關稅務利益為止。任何扣減會於可能取得足夠應課稅溢利時撥回。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
- the same taxable entity; or
- different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2 重大會計政策(續)

(s) 所得稅(續)

即期稅項結餘與遞延稅項結餘及其變動單獨列示，不予抵銷。倘本集團可合法以即期稅項資產抵銷即期稅項負債，並符合下列附帶條件，即期稅項資產與即期稅項負債以及遞延稅項資產與遞延稅項負債方可相互抵銷：

- 即期稅項資產及負債方面，本集團計劃按淨額基準結算，或同時變現有有關資產及清償有關負債；或
- 遞延稅項資產及負債方面，資產及負債須與相同稅務機關就以下其中一項徵收的所得稅有關：
- 相同應課稅實體；或
- 不同應課稅實體，其計劃在預期待有重大金額的遞延稅項負債或資產須予清償或收回的各未來期間，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現即期稅項資產及清償即期稅項負債。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Provisions and contingent liabilities

Other provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(u) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of properties or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax ("VAT") or other sales taxes and is after deduction of any trade discounts.

2 重大會計政策(續)

(t) 撥備及或然負債

其他撥備及或然負債

當本集團因過往事件而須承擔法律或推定責任，而履行該責任可能會導致經濟利益須外流，並可作出可靠估計時，則須確認撥備。倘貨幣時間值重大，則有關撥備按履行責任預期所需開支的現值列賬。

倘不大可能需要流出經濟利益，或相關金額不能可靠地估計，則須披露有關責任為或然負債，惟流出經濟利益的可能性極低則除外。倘可能承擔的責任須視乎一項或多項未來事件是否發生方會確定是否存在，則該等責任亦披露為或然負債，惟流出經濟利益的可能性極低則除外。

(u) 收入及其他收入

倘於本集團一般業務過程中，收入源於物業銷售或他人根據租賃使用本集團的資產，則收入由本集團分類為收入。

倘對產品的控制轉讓予客戶，或承租人有權使用資產，則收入按本集團預期享有的承諾代價金額確認，不包括代表第三方收取的金額。收入不包括增值稅(「增值稅」)或其他銷售稅及已扣除任何買賣折扣。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Revenue and other income (Continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of properties

Revenue arising from the sale of properties in the ordinary course of business is recognised:

- when properties are handed over to the customers which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Advanced payments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see note 18); or

2 重大會計政策(續)

(u) 收入及其他收入(續)

倘合約載有融資部分，為客戶提供超過12個月的重大融資利益，則收入按應收款項現值計量，並使用於客戶的獨立融資交易中反映的貼現率貼現，而利息收入根據實際利息法另行累計。倘合約載有融資部分，為本集團提供重大融資利益，根據該合約確認的收入包括根據實際利息法附帶於合約負債的利息開支。本集團利用《香港財務報告準則》第15號第63段的可行權宜方法，於融資期間為12個月或以下時並無就重大融資部分的任何影響調整代價。

本集團收入及其他收入確認政策的其他詳情列載如下：

(i) 物業銷售

於一般業務過程中源於物業銷售的收入於以下時間確認：

- 物業移交客戶且客戶有能力控制物業使用及取得物業的絕大部分餘下利益的時點。於收入確認日期前就所售物業收取的預付款於財務狀況表計入合約負債(見附註18)；或

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Revenue and other income (Continued)

(i) Sale of properties (Continued)

- as the performance obligations are satisfied over time in accordance with the progress when the properties sold have no alternative use to the Group due to contractual arrangements and the Group has an enforceable right to payment from the customer for the performance completed to date. The excess of the consideration that the Group has the unconditional right to receive from the customers over the revenue recognised in profit or loss is included in the statement of financial position as contract liabilities (see note 18).

For contracts where the period between the payment by the customer and the transfer of the promised property exceeds one year, the transaction price and the amount of revenue from the sales of completed properties is adjusted for the effects of a financing component. If the advance payments by the customer are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and the date of delivery of property. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, *Borrowing costs*, in accordance with the policies set out in note 2(w).

2 重大會計政策(續)

(u) 收入及其他收入(續)

(i) 物業銷售(續)

- 履約責任隨時間按照進度達成，倘對本集團而言所售物業因合約安排並無其他用途，且本集團擁有可執行權利就迄今完成的履約部分向客戶收取付款。本集團擁有無條件權利向客戶收取的代價超出於損益確認的收入的部分於財務狀況表計入合約負債(見附註18)。

對於客戶付款與轉讓承諾物業之期間超過一年的合約，交易價格及銷售竣工物業的收入將就融資部分的影響進行調整。倘客戶預付款被視為提供重大融資利益予本集團，於付款日期至物業交付日期之期間，本集團將累計源於貨幣時間值調整的利息開支。該累計數額增加建築期間的合約負債餘額，因而增加於已竣工物業控制權轉讓予客戶時確認的收入金額。利息於累計時支銷，除非根據附註2(w)所載政策，其合資格根據香港會計準則第23號借款成本予以資本化。

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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Revenue and other income (Continued)

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iii) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(k)(i)).

(v) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

2 重大會計政策(續)

(u) 收入及其他收入(續)

(ii) 經營租賃的租金收入

經營租賃項下應收的租金收入乃於租賃期涵蓋的期間內分期等額於損益確認，但如有其他基準能更清楚地反映使用租賃資產所得利益的模式則除外。授出的租賃優惠於損益確認為應收淨租賃付款總額的組成部分。或然租金於賺取的會計期間確認為收入。

(iii) 利息收入

利息收入按實際利息法於應計時確認。就按攤銷成本或按公平值計入其他全面收益(回收)計量的非信用減值金融資產，實際利率應用於資產的賬面總值。

至於信用減值金融資產，實際利率應用於資產的攤銷成本(即賬面總值減損失撥備)(見附註2(k)(i))。

(v) 外幣換算

年內進行的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產及負債則按報告期末的匯率換算。匯兌收益及虧損於損益內確認。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Translation of foreign currencies (Continued)

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of Hong Kong and foreign operations are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a Hong Kong or foreign operations, the cumulative amount of the exchange differences relating to that Hong Kong or foreign operations is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

2 重大會計政策(續)

(v) 外幣換算(續)

以外幣按歷史成本計算的非貨幣資產及負債，使用交易日當時的匯率換算。以外幣計值按公平值列賬的非貨幣資產及負債於計量公平值日期通用的匯率換算。

香港及海外業務之業績按與交易日之外幣匯率相若之匯率換算為人民幣。財務狀況表項目乃以報告期末之收市匯率換算為人民幣。所產生之匯兌差額於其他全面收益中確認並於匯兌儲備中單獨於權益累計。

於出售香港或海外業務時，與該香港或海外業務有關的累計匯兌差額，將於出售項目的損益獲確認時由權益重新分類至損益。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(x) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

2 重大會計政策(續)

(w) 借貸成本

直接涉及收購、建造或生產資產(即須於較長時期後方能投入作擬定用途或出售者)的借貸成本均會資本化作為該資產的部分成本。其他借貸成本於其產生期間列作開支。

屬於合資格資產成本一部分的借貸成本在資產產生開支、借貸成本產生及使資產投入擬定用途或銷售所必需的活動進行期間開始資本化。在使合資格資產投入擬定用途或銷售所必需的絕大部分準備工作中止或完成時，借貸成本便會暫停或停止資本化。

(x) 持作出售的非流動資產

倘非流動資產(或出售組別)之賬面值很有可能透過出售交易而非透過持續使用收回，且資產(或出售組別)達到可出售狀態，則會分類為持作出售。出售組別指一組資產將於同一交易中被一併出售，而與該等資產有直接關連的負債將於該交易中轉移。

當本集團承諾的出售計劃涉及失去某附屬公司控制權時，不論本集團是否將於出售後保留該附屬公司的非控股權益，該附屬公司所有資產及負債於符合上述分類為持作出售之條件時會分類為持作出售。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Non-current assets held for sale (Continued)

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

2 重大會計政策(續)

(x) 持作出售的非流動資產(續)

於緊接分類為持作出售前，非流動資產(及出售組別內所有個別資產及負債)的計量根據分類前的會計政策作出更新。其後於首次分類為持作出售及直至出售期間，非流動資產(不包括下列所闡釋之若干資產)或出售組別按其賬面值與公平值減出售成本之較低者列賬。就本集團及本公司之財務報表而言，此計量政策之主要例外為遞延稅項資產、僱員福利產生之資產、金融資產(不包括於附屬公司、聯營公司及合營公司之投資)及投資物業。該等資產即使持作出售仍將根據附註2所載的政策計量。

於首次分類為持作出售及其後在持作出售期間重新計量之減值虧損於損益中確認。只要非流動資產仍分類為持作出售，或納入分類為持作出售之出售組別，則該非流動資產即不予折舊或攤銷。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**2 SIGNIFICANT ACCOUNTING POLICIES***(Continued)***(y) Related parties**

- (1) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (2) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

2 重大會計政策(續)**(y) 關聯方**

- (1) 倘一名人士符合下列條件，則該名人士或其家庭近親成員與本集團有關聯：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。
- (2) 倘一個實體符合下列任何條件，則該實體與本集團有關聯：
- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司相互關聯)。
 - (ii) 一個實體為另一實體的聯營公司或合營公司(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營公司)。
 - (iii) 兩個實體均為同一第三方的合營公司。
 - (iv) 一個實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關聯的實體就僱員福利設立的離職後福利計劃。

(Expressed in Renminbi unless otherwise indicated)
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2 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Related parties (Continued)

(2) An entity is related to the Group if any of the following conditions applies: (Continued)

(vi) The entity is controlled or jointly controlled by a person identified in (1).

(vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

The Group manages its business as a whole as properties development is the only reporting segment. The financial statements is presented in a manner consistent with the way in which information is reported internally to the Group's senior executive management for the purpose of resource allocation and performance assessment.

2 重大會計政策(續)

(y) 關聯方(續)

(2) 倘一個實體符合下列任何條件，則該實體與本集團有關聯：(續)

(vi) 實體受(1)所述人士控制或共同控制。

(vii) (1)(i)所述人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

(viii) 實體或實體作為集團任何成員公司其中一部分向本集團或本集團母公司提供主要管理人員服務。

一名人士的近親家庭成員指預期在與實體的交易中可影響該人士或受該人士影響的家庭成員。

(z) 分部報告

本集團為分配資源予本集團各業務及地區及評估其表現，會定期向本集團最高級行政管理人員提供財務資料，從中可找出財務報表所呈報經營分部及各分部項目的金額。

本集團按整體管理其業務，因為物業發展是唯一報告分部。財務報表的呈列方式與向本集團高級執行管理層內部報告資料以供分配資源及評估表現的方式一致。

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3 ACCOUNTING JUDGEMENT AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

Classification between investment properties and properties held for sale

The Group develops and purchases properties held for sale and properties held to earn rentals and/or for capital appreciation. Judgement is made by management on determining whether a property is designated as an investment property or a property held for sale.

For the developed properties, the Group considers its intention for holding the properties at the early development stage of the related properties. During the course of construction, the related properties under construction are accounted for as properties under development included in current assets if the properties are intended for sale after their completion, whereas, the properties are accounted for as investment properties under construction if the properties are intended to be held to earn rentals and/or for capital appreciation.

For the purchased properties, the Group considers its intention for holding the properties at the early stage when obtained control the related properties. The related properties are accounted for as inventories included in current assets if the properties are intended for sale, whereas, the properties are accounted for as investment properties if the properties are intended to be held to earn rentals and/or for capital appreciation.

3 會計判斷及估計

(a) 於應用本集團會計政策時的主要會計判斷

於應用本集團會計政策時，管理層已作出以下會計判斷：

劃分投資物業與持作出售的物業

本集團開發及購買持作出售的物業及為獲得租金及／或資本增值而持有的物業。管理層作出判斷釐定物業是否指定為投資物業或持作出售的物業。

就已開發物業而言，本集團於相關物業的早期開發階段考慮有關物業的持有目的。施工期內，完工後擬作出售的建設中物業作為在建物業於流動資產入賬，而擬於完工後為獲取租金及／或資本增值而持有的在建物業作為投資物業入賬。

就已購買物業而言，本集團於取得有關物業控制權初期考慮持有物業之目的。倘有關物業擬用作出售，則有關物業將於流動資產入賬列作存貨；倘有關物業擬為賺取租金及／或資本增值而持有，則該物業將入賬列作投資物業。

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3 ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

(b) Sources of estimation uncertainty

Note 28 contains information about the assumptions and their risk factors relating to fair value of other financial assets. Other key sources of estimation uncertainty are as follows:

(i) Properties for sale

As explained in note 2(l), the Group's properties for sale are stated at the lower of cost and net realisable value. Based on the Group's recent experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion in cases for properties held for development and properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in provision for properties for sale. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the periods in which such estimate is changed will be adjusted accordingly.

In addition, given the volatility of the property market and the unique nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than that estimated at the end of the reporting period. Any increase or decrease in the provision would affect profit or loss in future years.

3 會計判斷及估計(續)

(b) 估計不確定因素來源

附註28載有其他金融資產公平值之相關假設與風險因素。估計不確定因素的其他主要來源如下：

(i) 待售物業

按附註2(l)所解釋，本集團的待售物業按成本或可變現淨值(以較低者為準)列賬。本集團基於近期經驗及所涉物業的性質根據當前市況估計售價、擬發展物業與建設中物業的完工成本以及物業銷售成本。

倘完工成本增加或銷售淨值減少，則可變現淨值將會減少，可能導致須就待售物業計提撥備。釐定該等撥備時須運用判斷及估計。倘預期有別於原先估計，則會相應調整該估計變動期間物業的賬面價值及撥備。

此外，鑑於物業市場波動無常以及個別物業的特性，實際成本與收入或會高於或低於報告期末的估計。有關撥備的增減會影響未來年度的損益賬。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

3 ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

(b) Sources of estimation uncertainty (Continued)

(ii) Revenue recognition

As explained in note 2(u)(i), revenue from sales of properties can be recognised over time when the Group's performance do 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.

The determination of whether the Group has an enforceable right to payment for its sales in the PRC depends on the actual payment pattern, terms of the sales contract and the interpretation of the applicable laws. Such determination requires judgements. The Group considers that it has enforceable right to payment for performance completed to date based on the terms of agreements with the customers by reference to the legal opinion obtained from its legal counsel. The above interpretation from the legal counsel may be different from the interpretation or judgement of the relevant authorities in the PRC, which would affect the revenue and profit recognised in future years.

3 會計判斷及估計(續)

(b) 估計不確定因素來源(續)

(ii) 收入確認

誠如附註2(u)(i)闡釋，當本集團的履約並無創建對本集團而言有其他用途之資產及本集團可強制執行其權利收回迄今為止已完成履約部份之款項，銷售物業收入可於一段時間內確認。

釐定本集團是否就於中國銷售的付款擁有強制執行權利取決於實際付款模式、銷售合約之條款及適用法律的詮釋。有關釐定視乎判決而定。經參考從法律顧問取得的法律意見後，本集團認為其根據與客戶的協議條款擁有就收回迄今為止已完成履約部份付款之強制執行權利。上述法律顧問的詮釋可能有別於中國有關當局作出詮釋或判決，相關詮釋或判決將影響日後確認的收入及溢利。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

3 ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

(b) Sources of estimation uncertainty (Continued)

(ii) Revenue recognition (Continued)

In addition, revenue and profit on uncompleted projects recognised over time is dependent on estimating the total outcome of the contract, as well as the percentage of work done to date. Based on the Group's recent experience and the nature of the construction activities, the Group has made estimates of the point at which it considered the work was sufficiently advanced such that the outcome of the contract can be reasonably measured. Actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

(iii) Land Appreciation Tax ("LAT")

As explained in note 8(a)(ii), LAT is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing cost and relevant property development expenditures. Given the uncertainties of the calculation basis of land appreciation tax to be interpreted by the local tax bureaux and the actual appreciation of land value may be different from the original estimates, the actual outcomes may be higher or lower than that estimated at the end of the reporting period. Any increase or decrease in estimates would affect profit or loss in future years.

3 會計判斷及估計(續)

(b) 估計不確定因素來源(續)

(ii) 收入確認(續)

此外，有關未完成項目隨時間確認的收入及溢利取決於合約估計總成果以及目前的工作進度百分比。根據本集團近期的經驗及建築活動的性質，本集團於其認為工作進度足以可靠地計量合約成果時作出估計。總成本或收入的實際結果可能較報告期間末所估計者為高或低，從而影響未來年度確認的收入及溢利(作為對目前所記錄金額的調整)。

(iii) 土地增值稅(「土地增值稅」)

如附註8(a)(ii)所解釋，本集團所開發的待售物業須就土地增值按累進稅率30%至60%繳納土地增值稅。根據有關法規，土地增值按物業的銷售收入減可扣減開支(包括土地使用權租賃費用、借款成本及相關物業發展開支)計算。由於地方稅務機關採用的土地增值稅計算依據並不確定，實際土地增值額可能有別於最初估計，故實際結果或會高於或低於報告期末的估計。估計金額的增減會影響未來年度的損益賬。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

3 ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

(b) Sources of estimation uncertainty (Continued)

(iv) Expected credit loss for trade and other receivables

The Group makes allowances on receivables based on assumptions about risk of default and expected loss rates. The Group used judgement in making these assumptions and selecting the inputs to the credit loss calculation, based on the past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(v) Recognition of deferred tax assets

Deferred tax assets in respect of tax losses and other deductible temporary differences carried forward are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the assets, using tax rates enacted or substantively enacted at the end of the reporting period. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require a significant level of judgement exercised by the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years.

3 會計判斷及估計(續)

(b) 估計不確定因素來源(續)

(iv) 貿易及其他應收款項預期信用損失

本集團根據對違約風險及預期虧損率的假設作出應收款項撥備。本集團於各報告期末根據其過往歷史、現時市況及前瞻估計在作出該等假設及選擇信用損失計算的輸入值時使用判斷。

(v) 確認遞延稅項資產

有關已結轉稅項虧損及其他可扣稅暫時差額的遞延稅項資產基於預期變現或結算資產賬面價值的方式採用於報告期末已生效或實質已生效的稅率確認及計量。釐定遞延稅項資產的賬面價值時，預期應課稅利潤的估計涉及有關本集團經營環境的多項假設，並須董事作出重要判斷。該等假設及判斷的任何變化均會影響確認的遞延稅項資產的賬面價值，因此影響未來年度的純利。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are property development and sales in the PRC.

(i) Disaggregation of revenue

Revenue mainly represents income from sale of properties and gross rentals from properties, net of sales related taxes and discounts allowed, and is analysed as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15	《香港財務報告準則》第15號範圍內的客戶合約收入		
Sales of properties:	物業銷售：		
— Recognised at a point in time	— 於某個時點確認	210,090	243,010
— Recognised overtime	— 於某段時間確認	141,739	321,082
		351,829	564,092
Revenue from other sources	其他來源的收入		
Gross rentals from operating lease	經營租賃租金總額	2,455	3,735
		354,284	567,827

Disaggregation of revenue from contracts with customers by geographic markets is disclosed in note 4(b).

For the year ended 31 December 2019, the Group's customer base is diversified and does not have a customer with whom transactions have exceeded 10% of the Group's revenue (2018: nil).

4 收入及分部報告

(a) 收入

本集團的主要活動為在中國經營物業發展及銷售。

(i) 收入細分

收入主要指物業銷售收入及物業租金總額，已扣除銷售相關稅項及所給予折扣，分析如下：

按地區市場劃分的客戶合約收入細分於附註4(b)披露。

截至2019年12月31日止年度，本集團的客戶基礎分散，並無單一客戶的交易佔本集團收入超過10% (2018年：零)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**4 REVENUE AND SEGMENT REPORTING***(Continued)***(a) Revenue** *(Continued)*

- (ii)** Revenue expected to be recognised in the future arising from contracts with customers at the reporting date.

The following table includes revenue expected to be recognised in the future related to performance obligations that are not satisfied or partially satisfied at 31 December 2019:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Remaining performance obligations expected to be satisfied:	預期於以下期間履行餘下履約責任：		
Within 1 year	一年內	1,181,545	1,279,553
After 1 year but within 2 years	一年後但兩年內	472,348	10,340
After 2 years but within 3 years	兩年後但三年內	313,309	404,143
		1,967,202	1,694,036

These amounts represent revenue expected to be recognised in the future from pre-sale contracts for properties under development entered into by the customers and the Group.

4 收入及分部報告(續)**(a) 收入(續)**

- (ii)** 預期在未來確認源於報告日期的客戶合約的收入。

下表載有預期在未來確認有關2019年12月31日未履行或部分履行履約責任的收入：

該等金額指預期未來來自客戶與本集團訂立的建設中物業預售合約確認的收入。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

4 REVENUE AND SEGMENT REPORTING (Continued)

(a) Revenue (Continued)

(iii) Total future minimum lease payments receivable by the Group

Total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within one year	一年內	906	1,327
After 1 year but within 2 years	一年後但兩年內	818	1,077
After 2 years but within 3 years	兩年後但三年內	863	1,003
After 3 years but within 4 years	三年後但四年內	871	859
After 4 years but within 5 years	四年後但五年內	896	607
After 5 years	五年後	5,861	4,917
		10,215	9,790

(b) Operating segment

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is more focused on the Group as a whole, as all of the Group's activities are considered to be primarily dependent on the performance of property development. Resources are allocated based on what is beneficial for the Group in enhancing its property development activities as a whole rather than any specific service. Performance assessment is based on the results of the Group as a whole. Therefore, management considers there is only one operating segment under the requirements of HKFRS 8, *Operating segments*.

4 收入及分部報告(續)

(a) 收入(續)

(iii) 本集團的應收未來最低租賃付款總額

根據不可撤銷經營租賃的應收未來最低租賃付款總額如下：

(b) 經營分部

就資源分配及分部表現評估向本集團主要營運人匯報時，由於本集團主要依賴物業發展之表現，故有關匯報資料較集中於本集團整體。資源按如何有利本集團提升整體物業發展活動而非任何特定服務而予以分配。表現評估乃根據本集團整體業績作出。因此，管理層認為根據《香港財務報告準則》第8號經營分部的規定，僅有一個經營分部。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**4 REVENUE AND SEGMENT REPORTING***(Continued)***(b) Operating segment** *(Continued)***Geographic information**

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, investment properties, other non-current assets and interests in associates and joint ventures ("specified non-current assets"). The geographical location of customers is based on the location at which the properties were developed or leased out. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and investment properties, and the location of operations, in the case of other non-current assets and interests in associates and joint ventures.

4 收入及分部報告(續)**(b) 經營分部(續)****地區資料**

下表載列有關(i)本集團來自外界客戶的收入，及(ii)本集團物業、廠房及設備、投資物業、其他非流動資產及於聯營公司及合營公司權益(「指定非流動資產」)所在地的資料。客戶所在地乃基於發展及出租物業的位置。指定非流動資產的所在地乃基於資產的實際位置(如屬物業、廠房及設備及投資物業)及業務位置(如屬其他非流動資產及於聯營公司及合營公司權益)。

		Revenue from external customers 來自外界客戶的收入		Specified non-current assets 指定非流動資產	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Huizhou	惠州	306,924	476,148	112,734	108,463
Tianjin	天津	47,360	91,679	31,808	33,516
Zhumadian	駐馬店	—	—	104,141	104,576
Others	其他	—	—	1,723	336
		354,284	567,827	250,406	246,891

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

5 OTHER NET INCOME

5 其他收入淨額

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Interest income	利息收入	13,893	2,618
Net gain on disposals of other financial assets	出售其他金融資產的收益淨額	367	26
Net (loss)/gain on disposals of investment properties	出售投資物業的(虧損)/收益淨額	(99)	5,450
Net gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備的收益/(虧損)淨額	225	(9)
Net exchange gain	匯兌收益淨額	53	29
Others	其他	318	268
		14,757	8,382

6 OTHER EXPENSES

6 其他開支

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Donations	捐贈	4,355	940
Other sundry expenses	其他雜項開支	610	124
		4,965	1,064

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**7 PROFIT BEFORE TAXATION**Profit before taxation is arrived at after charging/
(crediting):**(a) Finance costs**

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Interest on bank loans (note 21(c))	銀行借貸利息 (附註21(c))	25,463	20,430
Accrued interest on significant financing component of contract liabilities	合約負債的重大融資部分 的應計利息	37,353	14,175
Others	其他	3,508	1,701
		66,324	36,306
Less: Interest expenses capitalised into inventories*	減：資本化至存貨的利息 開支*	(56,506)	(31,140)
		9,818	5,166

* The interest rates of borrowing costs that have been capitalised ranged from 5.23% to 6.18% per annum during the year ended 31 December 2019 (2018: 5.23% to 6.18%).

7 除稅前溢利除稅前溢利乃經扣除／(計入)下列各項
後達致：**(a) 融資成本**

* 截至2019年12月31日止年度，資本化借款成本的年利率為5.23%至6.18% (2018年：5.23%至6.18%)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

7 PROFIT BEFORE TAXATION (Continued)

(b) Staff costs

7 除稅前溢利(續)

(b) 員工成本

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	37,391	32,480
Contributions to defined contribution retirement plan	向界定供款退休計劃供款	2,360	2,120
Equity-settled share-based payment expenses (note 25(b))	以權益結算以股份為基礎支付的開支(附註25(b))	4,087	—
Less: Staff costs capitalised into inventories	減：資本化至存貨的員工成本	(9,799)	(5,969)
		34,039	28,631

The PRC Operating Entities participate in defined contribution retirement benefit schemes (the "Schemes") organised by the PRC municipal and provincial government authorities, whereby the PRC Operating Entities are required to make contribution at the rates required by different local government authorities. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the Schemes.

The Group also operates a Mandatory Provident Fund Scheme ("the MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HKD30,000. Contributions to the plan vest immediately.

中國營運實體參與由中國市級及省級政府機關組織的界定供款退休福利計劃(「計劃」)，據此中國營運實體須按照不同地方政府機關要求的支付比例作出供款。地方政府機關負責向參與計劃的退休員工支付退休金。於根據計劃規定應作出供款時，供款自損益表中扣除。

本集團亦根據香港強制性公積金計劃條例為根據香港僱傭條例的司法管轄權聘用的僱員運作一項強制性公積金計劃(「強積金計劃」)。強積金計劃為一項由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入的5%向計劃供款，最高每月相關收入為30,000港元。向計劃作出之供款即時生效。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

7 PROFIT BEFORE TAXATION (Continued)
(c) Other items

7 除稅前溢利(續)
(c) 其他項目

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation and amortisation	折舊及攤銷	5,773	3,951
Auditors' remuneration	核數師酬金	2,470	2,090
Listing expenses	上市開支	—	18,718
Rentals receivable from investment properties	投資物業應收租金	(640)	(1,483)
Less: Direct outgoings	減：直接支出	—	47
		(640)	(1,436)

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

8 綜合損益表內的所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 綜合損益表內稅項指：

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax	即期稅項		
Provision for Corporate Income Tax ("CIT")	企業所得稅(「企業所得稅」)撥備	22,995	13,733
Provision for LAT	土地增值稅撥備	34,852	71,178
		57,847	84,911
Deferred tax	遞延稅項		
— CIT	— 企業所得稅	(8,372)	25,564
— LAT	— 土地增值稅	(8,307)	—
		(16,679)	25,564
		41,168	110,475

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Continued)

(a) Taxation in the consolidated statement of profit or loss represents: (Continued)

(i) CIT and Hong Kong Profits Tax

The provision for CIT is based on the estimated taxable income at the rates applicable to each subsidiary in the Group. The income tax rate applicable to the principal subsidiaries in the PRC is 25% during the year (2018: 25%).

No provision for Hong Kong Profits Tax was recognised for the year (2018: nil) as the subsidiaries in Hong Kong did not have any assessable profits for the year.

(ii) LAT

LAT is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing costs and relevant property development expenditures.

(iii) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

8 綜合損益表內的所得稅(續)

(a) 綜合損益表內稅項指：(續)

(i) 企業所得稅及香港利得稅

企業所得稅撥備基於估計應課稅收益按本集團各附屬公司適用的稅率計算。中國主要附屬公司本年度適用的所得稅率為25% (2018年：25%)。

本年度概無確認香港利得稅撥備(2018年：零)，因為香港附屬公司本年度概無任何應課稅利潤。

(ii) 土地增值稅

土地增值稅按30%至60%的累進稅率就本集團已開發並銷售物業的土地增值額徵收。根據相關法規，土地增值額按銷售物業所得款項減可抵扣開支(包括土地使用權租賃費、借款成本及相關物業開發支出)計算。

(iii) 根據開曼群島及英屬維爾京群島(「英屬維爾京群島」)的規則及規例，本集團毋須繳納開曼群島及英屬維爾京群島任何所得稅。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS***(Continued)***(b)** Reconciliation between tax expense and accounting profit at applicable tax rates:**8 綜合損益表內的所得稅(續)****(b)** 稅項開支與按適用稅率計算之會計溢利的對賬：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	58,836	188,294
Less: LAT	減：土地增值稅	(26,545)	(71,178)
Profit before CIT	除企業所得稅前溢利	32,291	117,116
Notional tax calculated at applicable income tax rate of the relevant Group entities concerned	按相關集團公司適用所得稅率計算的名義稅	9,013	35,187
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	5,610	4,110
CIT	企業所得稅	14,623	39,297
LAT	土地增值稅	26,545	71,178
Income tax expense	所得稅開支	41,168	110,475

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

9 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation are as follows:

9 董事酬金

根據香港《公司條例》第383(1)條及公司(披露董事利益資料)規例第2部規定所披露之董事酬金如下：

		For the year ended 31 December 2019 截至2019年12月31日止年度							
		Directors' fee	Basic salaries, allowances and other benefits 基薪、補貼及其他利益	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休計劃供款	Sub-total	Share-based payment 以股份為基礎的付款	Total 總計	
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Chairman and non-executive director	主席兼非執行董事								
Mr. Wong Ting Chung	王庭聰先生	(a)	264	—	—	13	277	584	861
Executive directors	執行董事								
Mr. Lau Ka Keung	樓家強先生	(b)	211	2,201	1,320	16	3,748	584	4,332
Mr. Lin Guoxian	林國賢先生	(b)	116	261	—	16	393	—	393
Mr. Wong Ka Lun	黃家倫先生	(c)	211	1,258	132	16	1,617	292	1,909
Ms. Lau Pui Kwan	劉佩君女士	(c)	211	911	—	16	1,138	292	1,430
Independent non-executive directors	獨立非執行董事								
Mr. Ip Shu Kwan, Stephen	葉澍堃先生	(e)	264	—	—	—	264	292	556
Mr. Li Yinquan	李引泉先生	(e)	264	—	—	—	264	292	556
Mr. Wu Wing Kuen	胡永權先生	(e)	264	—	—	—	264	292	556
			1,805	4,631	1,452	77	7,965	2,628	10,593

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

9 DIRECTORS' EMOLUMENTS (Continued)

9 董事酬金(續)

		For the year ended 31 December 2018 截至2018年12月31日止年度					
		Directors' fee	Basic salaries, allowances and other benefits	Discretionary bonuses	Retirement scheme contributions	Total	
		董事袍金	基薪、補貼及 其他利益	酌情花紅	退休計劃供款	總計	
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Chairman and non-executive director	主席兼非執行董事						
Mr. Wong Ting Chung	王庭聰先生	(a)	8	—	—	8	
Executive directors	執行董事						
Mr. Lau Ka Keung	樓家強先生	(b)	7	1,833	846	2,701	
Mr. Lin Guoxian	林國賢先生	(b)	7	482	—	507	
Mr. Wong Ka Lun	黃家倫先生	(c)	7	1,024	169	1,214	
Ms. Lau Pui Kwan	劉佩君女士	(c)	7	849	169	1,040	
Non-executive director	非執行董事						
Mr. Wong Wai Yue	王槐裕先生	(d)	—	—	—	—	
Independent non-executive directors	獨立非執行董事						
Mr. Ip Shu Kwan, Stephen	葉澍堃先生	(e)	8	—	—	8	
Mr. Li Yinquan	李引泉先生	(e)	8	—	—	8	
Mr. Wu Wing Kuen	胡永權先生	(e)	8	—	—	8	
			60	4,188	1,184	62	5,494

(a) Mr. Wong Ting Chung was appointed as non-executive director and the Chairman of the Company on 15 November 2016 and 19 June 2018 respectively.

(a) 王庭聰先生分別於2016年11月15日及2018年6月19日獲委任為本公司非執行董事及主席。

(b) Mr. Lau Ka Keung and Mr. Lin Guoxian were appointed as executive directors of the Company on 15 November 2016 and 19 June 2018 respectively. Mr. Lin Guoxian has resigned as executive director of the Company with effect from 19 July 2019.

(b) 樓家強先生及林國賢先生分別於2016年11月15日及2018年6月19日獲委任為本公司執行董事。林國賢先生辭任本公司執行董事，自2019年7月19日生效。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

9 DIRECTORS' EMOLUMENTS (Continued)

- (c) Ms. Lau Pui Kwan and Mr. Wong Ka Lun were appointed as executive directors of the Company on 19 June 2018.
- (d) Mr. Wong Wai Yue was appointed as non-executive director of the Company on 15 November 2016 and resigned on 1 April 2018.
- (e) Mr. Ip Shu Kwan, Stephen, Mr. Li Yinquan and Mr. Wu Wing Kuen were appointed as independent non-executive directors on 19 June 2018.

9 董事酬金(續)

- (c) 劉佩君女士及黃家倫先生於2018年6月19日獲委任為本公司執行董事。
- (d) 王槐裕先生於2016年11月15日獲委任為本公司非執行董事，並於2018年4月1日辭任。
- (e) 葉澍堃先生、李引泉先生及胡永權先生於2018年6月19日獲委任為獨立非執行董事。

10 FIVE HIGHEST PAID INDIVIDUALS

Of the five highest paid individuals, four (2018: three) are directors whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the other one (2018: two) individual are as follows:

10 五位最高薪酬人士

五位最高薪酬人士中有四位(2018年：三位)董事，其薪酬於附註9披露。其他一位(2018年：兩位)人士的酬金總額如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他酬金	1,091	1,954
Contributions to retirement benefit scheme	退休福利計劃供款	16	20
Share-based payment	以股份為基礎的付款	252	—
		1,359	1,974

The emoluments of the one individual (2018: two) are within the following bands:

一位人士(2018年：兩位)的酬金屬於下列範圍：

		2019 2019年	2018 2018年
HKD1,000,001–HKD1,500,000	1,000,001港元 至1,500,000港元	—	2
HKD1,500,001–HKD2,000,000	1,500,001港元 至2,000,000港元	1	—
		1	2

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**11 EARNINGS PER SHARE****(a) Basic earnings per share**

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB17,954,000 (2018: RMB33,375,000) and the weighted average number of issued ordinary shares of 750,000,000 (2018: 568,664,000) during the year ended 31 December 2019, calculated as follows:

Weighted average number of ordinary shares

		2019 2019年 '000 shares 千股	2018 2018年 '000 shares 千股
Issued ordinary shares at 1 January	於1月1日已發行普通股	750,000	—
Effect of capitalisation of shareholders' loans and capitalisation issue (note 27(b))	股東貸款資本化及資本化發行的影響(附註27(b))	—	562,500
Effect of shares issued upon IPO	首次公開發售所發行股份的影響	—	6,164
Weighted average number of ordinary shares at 31 December	於12月31日之普通股加權平均數	750,000	568,664

The weighted average number of shares in issue in 2018 were based on the assumption that 562,500,000 shares were issued before the listing of the Company's shares on the Stock Exchange, as if such shares had been outstanding throughout the year ended 31 December 2018.

(b) Diluted earnings per share

Diluted earnings per share for the years ended 31 December 2019 and 2018 were the same as the basic earnings per share.

At 31 December 2019, 22,200,000 share options (2018: nil) (see note 25) were excluded from the diluted weighted average number of ordinary shares calculation because their effect would have been anti-dilutive. The average market value of the Company's shares for the purpose of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

At 31 December 2018, there were no potential dilutive ordinary shares.

11 每股盈利**(a) 每股基本盈利**

截至2019年12月31日止年度每股基本盈利乃根據本公司權益股東應佔溢利人民幣17,954,000元(2018年: 人民幣33,375,000元)及750,000,000股(2018年: 568,664,000股)已發行普通股加權平均數計算如下:

普通股加權平均數

		2019 2019年 '000 shares 千股	2018 2018年 '000 shares 千股
Issued ordinary shares at 1 January	於1月1日已發行普通股	750,000	—
Effect of capitalisation of shareholders' loans and capitalisation issue (note 27(b))	股東貸款資本化及資本化發行的影響(附註27(b))	—	562,500
Effect of shares issued upon IPO	首次公開發售所發行股份的影響	—	6,164
Weighted average number of ordinary shares at 31 December	於12月31日之普通股加權平均數	750,000	568,664

2018年已發行股份加權平均數乃基於假設本公司股份於聯交所上市前已發行562,500,000股股份計算，猶如該等股份於截至2018年12月31日止年度一直發行流通。

(b) 每股攤薄盈利

截至2019年及2018年12月31日止年度，每股攤薄盈利與每股基本盈利相同。

於2019年12月31日，由於22,200,000份購股權(2018年: 零)(見附註25)具有反攤薄效應，故計算普通股攤薄加權平均數目時並不包括該等購股權。用於計算購股權攤薄效應的本公司股份之平均市值乃基於在購股權發行在外期間的市場報價。

於2018年12月31日並無潛在攤薄普通股。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

12 PROPERTY, PLANT AND EQUIPMENT**(a) Reconciliation of carrying amount****12 物業、廠房及設備****(a) 賬面值對賬**

		Lands and buildings	Office equipment	Motor vehicles	Electronic and other equipment	Total
		土地及樓宇	辦公設備	汽車	電子及其他設備	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
Cost:	成本：					
At 1 January 2018	於2018年1月1日	64,367	1,549	6,300	590	72,806
Additions	添置	—	199	780	280	1,259
Disposals	出售	—	—	—	(92)	(92)
Exchange adjustments	匯兌調整	—	—	126	9	135
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	64,367	1,748	7,206	787	74,108
Additions	添置	—	79	1,877	271	2,227
Acquisition of subsidiaries	收購附屬公司	—	—	—	1,315	1,315
Disposals	出售	—	(717)	(1,661)	(63)	(2,441)
Exchange adjustments	匯兌調整	—	—	71	6	77
At 31 December 2019	於2019年12月31日	64,367	1,110	7,493	2,316	75,286
Accumulated depreciation:	累計折舊：					
At 1 January 2018	於2018年1月1日	(5,181)	(1,184)	(4,395)	(464)	(11,224)
Charge for the year	年內支出	(2,933)	(137)	(793)	(88)	(3,951)
Written back on disposals	因出售撥回	—	—	—	83	83
Exchange adjustments	匯兌調整	—	—	(116)	(2)	(118)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	(8,114)	(1,321)	(5,304)	(471)	(15,210)
Charge for the year	年內支出	(2,933)	(124)	(952)	(465)	(4,474)
Written back on disposals	因出售撥回	—	659	1,599	57	2,315
Exchange adjustments	匯兌調整	—	—	(9)	(3)	(12)
At 31 December 2019	於2019年12月31日	(11,047)	(786)	(4,666)	(882)	(17,381)
Net book value:	賬面淨值：					
At 31 December 2019	於2019年12月31日	53,320	324	2,827	1,434	57,905
At 31 December 2018	於2018年12月31日	56,253	427	1,902	316	58,898

As at 31 December 2019, the Group was in the process of applying the certificates of ownership for certain properties with the net book value of RMB31,411,000 (2018: RMB32,964,000). The directors of the Company are of the opinion that the use of and the conduct of operating activities at the properties referred to above are not affected by the fact that the Group has not yet obtained the relevant property title certificates.

於2019年12月31日，本集團正在申請部分物業的所有權證，該等物業的賬面淨值為人民幣31,411,000元（2018年：人民幣32,964,000元）。本公司董事認為本集團使用及於上述所指物業進行經營活動並沒有因暫未取得有關物業權證而受到任何影響。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**12 PROPERTY, PLANT AND EQUIPMENT**
(Continued)**(b)** The analysis of net book value of right-of-use assets included in “Property, plant and equipment” is as follows:**12 物業、廠房及設備(續)****(b)** 計入「物業、廠房及設備」之使用權資產的賬面淨值分析如下：

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	1 January 2019 2019年 1月1日 RMB'000 人民幣千元
Ownership interests in leasehold land and building held for own use, carried at depreciated cost in the PRC, with remaining lease term of:	於中國持作自用按折舊成本入賬且餘下租期如下之租賃土地及樓宇的所有權權益：		
– 50 years or more	– 50年或以上	53,320	56,253

13 INVESTMENT PROPERTIES**(a) Reconciliation of carrying amount****13 投資物業****(a) 賬面值對賬**

		RMB'000 人民幣千元
Valuation:	估值：	
At 1 January 2018	於2018年1月1日	29,880
Disposal	出售	(10,732)
Fair value adjustment	公平值調整	4,495
Transfer to non-current assets held for sale	轉撥至持作出售的非流動資產	(4,223)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	19,420
Fair value adjustment	公平值調整	780
At 31 December 2019	於2019年12月31日	20,200

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

13 INVESTMENT PROPERTIES (Continued)

(b) Fair value measurement of properties

(i) Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

13 投資物業(續)

(b) 物業之公平值計量

(i) 公平值層級

下表所列為本集團於報告期末按經常基準計量之物業公平值，按照《香港財務報告準則》第13號公平值計量之定義將公平值劃分為三個層級。公平值計量層級乃參照下列估值技術所使用輸入數據之可觀察程度及重要程度劃分：

- 第一層級評估：僅使用第一層級輸入數據，即於計量日期在活躍市場上有報價(未調整)之相同資產或負債計量公平值
- 第二層級評估：使用第二層級輸入數據，即能夠觀察到的與第一層級不符之輸入數據，而非使用不可觀察之重要輸入數據計量公平值。不可觀察輸入數據為並無市場數據之輸入數據

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**13 INVESTMENT PROPERTIES (Continued)****(b) Fair value measurement of properties***(Continued)***(i) Fair value hierarchy (Continued)**

- Level 3 valuations: Fair value measured using significant unobservable inputs

13 投資物業(續)**(b) 物業之公平值計量(續)****(i) 公平值層級(續)**

- 第三層級評估：基於不可觀察之重要輸入數據計量公平值

		Fair value at 31 December 2019 於2019年 12月31日 的公平值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2019 categorised into 於2019年12月31日分類 的公平值計量		
			Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
Investment properties in the PRC: — Commercial	於中國的投資 物業： — 商業	20,200	—	—	20,200

		Fair value at 31 December 2018 於2018年 12月31日 的公平值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2018 categorised into 於2018年12月31日分類 的公平值計量		
			Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元
Investment properties in the PRC: — Commercial	於中國的投資 物業： — 商業	19,420	—	—	19,420

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

13 INVESTMENT PROPERTIES (Continued)

(b) Fair value measurement of properties

(Continued)

(i) Fair value hierarchy (Continued)

During the year ended 31 December 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2018: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The Group's investment properties were revalued at fair value as at 31 December 2019 by an independent firm of surveyor, Vincorn Consulting and Appraisal Limited (formerly known as Unicorn Consulting and Appraisal Limited), an independent valuer who has relevant professional qualification and recent experience in the location and category of properties being valued. The same valuation techniques were used by this valuer when carrying out the valuation as at 31 December 2018. The Group's management have discussion with the surveyors on the valuation assumptions and valuation results twice a year for financial reporting.

13 投資物業(續)

(b) 物業之公平值計量(續)

(i) 公平值層級(續)

截至2019年12月31日止年度，概無於第一層級與第二層級之間的轉撥，亦無轉入或轉出第三層級(2018年：無)。本集團之政策為在公平值於發生層級間轉撥的報告期末對其進行確認。

本集團之投資物業於2019年12月31日由獨立測量師行泓亮諮詢及評估有限公司(前稱銳漢諮詢及評估有限公司，是有相關專業資格且具備近期對相同地段類似物業估值之經驗的獨立估值師)按公平值再次評估。該估值師進行2018年12月31日估值時使用相同的估值技術。本集團管理層與測量師每年就財務報告討論估值假設及估值結果兩次。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

13 INVESTMENT PROPERTIES (Continued)

(b) Fair value measurement of properties

(Continued)

(ii) Information about Level 3 fair value measurements

13 投資物業(續)

(b) 物業之公平值計量(續)

(ii) 有關第三層級公平值計量的資料

	Valuation techniques 估值技術	Unobservable input 不可觀察輸入數據	Range 範圍	
			2019 2019年	2018 2018年
Investment properties: 投資物業：				
— Commercial — PRC — 商業 — 中國	Direct market comparison approach 直接市場比較法	Adjusted market price (RMB/square meter) 經調整市價 (每平方米人民幣)	8,000–15,400	7,699–14,640

The fair value of investment properties located in the PRC is determined using the direct market comparison approach by reference to recent sales price of comparable properties on a price per square meter basis, adjusted for a premium or a discount specific to the location, property size and age of the Group's properties compared to the recent sales. The higher adjusted market price will result in a higher fair value measurement.

位於中國的投資物業公平值乃使用直接市場比較法參考可資比較物業的近期銷售價格(按每平方米價格計算)釐定，並已對比近期銷售就本集團物業的位置、物業大小及樓齡特點作出溢價或折讓調整。經調整市價越高，公平值計量越高。

The movements during the period in the balance of these Level 3 fair value measurements are as follows:

該等第三層級公平值計量結餘的期內變動列載如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Investment properties in the PRC — Commercial	於中國的投資物業 — 商業		
At 1 January	於1月1日	19,420	28,600
Fair value adjustment	公平值調整	780	4,129
Disposal	出售	—	(10,732)
Transfer to non-current assets held for sale	轉撥至持作出售的非流動資產	—	(2,577)
At 31 December	於12月31日	20,200	19,420

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

13 INVESTMENT PROPERTIES (Continued)

(b) Fair value measurement of properties

(Continued)

(ii) Information about Level 3 fair value measurements (Continued)

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Investment properties in the PRC – Residential	於中國的投資物業 – 住宅		
At 1 January	於1月1日	—	1,280
Fair value adjustment	公平值調整	—	366
Transfer to non-current assets held for sale	轉撥至持作出售的非流動資產	—	(1,646)
At 31 December	於12月31日	—	—

13 投資物業(續)

(b) 物業之公平值計量(續)

(ii) 有關第三層級公平值計量的資料(續)

(c) The analysis of net book value of right-of-use assets included in “Investment properties” is as follows:

(c) 計入「投資物業」之使用權資產的賬面淨值分析如下：

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	1 January 2019 2019年 1月1日 RMB'000 人民幣千元
Ownership interests in leasehold investment property carried at fair value in the PRC, with remaining lease term of:	於中國按公平值入賬且餘下租期如下之租賃投資物業的所有權權益：		
— 50 years or more	— 50年或以上	13,400	12,920
— between 10 and 50 years	— 10至50年之間	6,800	6,500
		20,200	19,420

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**13 INVESTMENT PROPERTIES (Continued)**

(d) The Group leases out investment properties under operating leases. The leases typically run for an initial period of 1 to 10 years, with an option to renew the lease upon expiry of the initial term. Lease payments are usually increased every year to reflect market rentals. None of the leases includes contingent rentals.

13 投資物業(續)

(d) 本集團根據經營租約出租投資物業。租約一般初步為期一至十年，可選擇於初步租期屆滿時續租。為反映市場租金水平，租約付款通常按年增加。概無租約包括或有租金。

14 INVESTMENTS IN SUBSIDIARIES**14 於附屬公司的投資**

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Unlisted shares, at cost (note (i))	非上市股份，按成本 (附註(i))	23,784	23,264
Capital loans to subsidiaries (note (iii))	給予附屬公司的資金貸款 (附註(ii))	545,546	521,612
		569,330	544,876

(i) Before the Reorganisation, Huizhou Yuefu Real Estate Co., Ltd. ("Huizhou Yuefu") and Huizhou Million Cities Real Estate Development Co., Ltd. ("Huizhou Million Cities") were indirectly non-wholly owned subsidiaries of the Group.

According to the Reorganisation, on 28 June 2018, the Company further acquired 4.99% equity interests in Huizhou Yuefu and 5% equity interests in Huizhou Million Cities from Wong Ting Chung at considerations of RMB19,760,000 and RMB2,625,000 respectively.

(ii) The balances are unsecured, interest-free and have no fixed terms of repayment, and are expected to be recovered after one year.

The following tables list out the information relating to Huizhou Million Cities, the subsidiary of the Group which have material non-controlling interests ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

(i) 重組前，惠州市悅富房地產有限公司(「惠州悅富」)及惠州市萬城房地產開發有限公司(「惠州萬城」)為本集團間接非全資附屬公司。

根據重組，於2018年6月28日，本公司從王庭聰再收購惠州悅富及惠州萬城4.99%及5%股權，代價分別為人民幣19,760,000元及人民幣2,625,000元。

(ii) 結餘為無抵押、免息及並無固定還款期，預期於一年後收回。

下表列出有關擁有重大非控股權益(「非控股權益」)之本集團附屬公司惠州萬城之資料。以下呈列之財務資料概要為任何公司間對銷前之金額。

(Expressed in Renminbi unless otherwise indicated)
 (除另有訂明外，以人民幣列示)

14 INVESTMENTS IN SUBSIDIARIES

(Continued)

(ii) (Continued)

14 於附屬公司的投資(續)

(ii) (續)

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Huizhou Million Cities	惠州萬城		
NCI percentage	非控股權益之百分比	45.5%	45.5%
Current assets	流動資產	1,552,672	1,673,683
Non-current assets	非流動資產	13,152	14,029
Current liabilities	流動負債	(1,341,072)	(1,492,037)
Non-current liabilities	非流動負債	(23,113)	(17,116)
Net assets	資產淨額	201,639	178,559
Revenue	收入	107,891	249,681
Profit for the year	年內溢利	23,079	50,201
Total comprehensive income	全面收益總額	23,079	50,201
Reconciliation to the carrying amount of NCI	非控股權益賬面值對賬		
Gross amounts of net assets of subsidiary	附屬公司淨資產總額	201,639	178,559
Elimination of the unrealised profit upon consolidation	合併後撇除未變現溢利	(7,849)	—
NCI's effective interest	非控股權益所佔實際權益	193,790 45.5%	178,559 45.5%
Carrying amount of NCI	非控股權益賬面值	88,174	81,244
Reconciliation to the profit attributable to NCI	非控股權益應佔溢利對賬		
Gross amounts of profit of subsidiary	附屬公司溢利總額	23,079	50,201
Elimination of the unrealised profit upon consolidation	合併後撇除未變現溢利	(7,849)	—
NCI's effective interest	非控股權益所佔實際權益	15,230 45.5%	50,201 45.5%
Profit allocated to NCI	分配至非控股權益之溢利	6,930	22,841
Cash (outflow)/inflow from operating activities	經營業務現金(流出)/流入	(1,169)	587,605
Cash inflow from investing activities	投資活動現金流入	66	39,971
Cash outflow from financing activities	融資活動現金流出	(250,175)	(86,744)

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**15 INTEREST IN ASSOCIATES**

The following list contains the particulars of all associates, all of which are unlisted corporate entities whose quoted market price is not available:

15 於聯營公司的權益

下表列出均為非上市公司實體且並無市場報價之所有聯營公司的資料：

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權益比例		Principal activity 主要業務活動
				Held by the Company 由本公司持有	Held by a subsidiary 由附屬公司持有	
Gold Concept	Incorporated 註冊成立	Hong Kong 香港	USD100 100美元	—	30%	Investment holding 投資控股
Asia Image* 怡美*	Incorporated 註冊成立	Hong Kong 香港	HKD1 1港元	—	—	Investment holding 投資控股
Henan Julongju* 河南聚龍居#	Incorporated 註冊成立	PRC 中國	HKD20,000,000 20,000,000港元	—	—	Property development 物業發展
Henan Julongwan Property Management Co., Ltd.* 河南聚龍灣物業管理有限公司#	Incorporated 註冊成立	PRC 中國	RMB20,000 人民幣20,000元	—	—	Property management 物業管理

* These companies are wholly-owned by Gold Concept.

* 該等公司由Gold Concept全資擁有。

These entities are PRC limited liability companies. The English translation of the companies' names are for reference only. The official names of these companies are in Chinese.

該等實體為中國有限責任公司。公司英文譯名僅供參考，中文名為官方名稱。

All associates are accounted for using the equity method in the consolidated financial statements.

所有聯營公司以權益法於綜合財務報表入賬。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

15 INTEREST IN ASSOCIATES (Continued)

Management considers that Gold Concept together with its subsidiaries ("Gold Concept sub-group") have significant impact to the financial position and performance of the Group individually. The summarised consolidated financial information on these associates, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements for the year is as follows:

15 於聯營公司的權益(續)

管理層認為Gold Concept連同其附屬公司(「Gold Concept附屬集團」)將分別對本集團的財務狀況及表現產生重大影響。該等聯營公司綜合財務資料概要(就會計政策的任何差異作出調整並與於年度綜合財務報表的賬面值對賬)載列如下：

		Gold Concept sub-group Gold Concept附屬集團	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Gross amounts of associates	聯營公司之總額		
Current assets	流動資產	967,905	470,465
Non-current assets	非流動資產	4,119	4,187
Current liabilities	流動負債	(987,448)	(487,037)
Deficit in equity	權益虧絀	(15,424)	(12,385)
Revenue	收入	21,073	—
Loss for the year	年內虧損	(1,080)	(8,352)
Other comprehensive income	其他全面收益	(1,959)	(3,457)
Total comprehensive income	全面收益總額	(3,039)	(11,809)
Reconciled to the Group's interest in associates	與本集團於聯營公司的權益對賬		
Gross amounts of net liabilities of associates	聯營公司淨負債總額	(15,424)	(12,385)
Group's effective interest	本集團所佔實際權益	30%	30%
Group's share of net liabilities of associates	本集團應佔聯營公司負債淨額	(4,627)	(3,715)
Capital loans to associates — non-current portion (note)	給予聯營公司的資金貸款 — 非流動部分(附註)	108,768	108,291
Carrying amount of the Group's interest	本集團權益的賬面值	104,141	104,576

As at 31 December 2019, Gold Concept sub-group were of net liabilities due to the early stage of development.

於2019年12月31日，由於Gold Concept附屬集團處於發展初期階段，故其屬負債淨額狀況。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**15 INTEREST IN ASSOCIATES (Continued)**

Note: In 2017, the Group provided capital loans of RMB87,000,000 and HKD300,000 (equivalent to approximately RMB251,000) respectively to Henan Julongju Real Estate Co., Ltd. ("Henan Julongju") and Asia Image (H.K.) Limited ("Asia Image"). In 2018, the Group provided an additional shareholder's loan of HKD24,000,000 (equivalent to approximately RMB21,040,000) to Gold Concept Development Limited ("Gold Concept"). The amount was paid by Winnermax Management Limited on behalf of the Group, and was included in amounts due to related parties which were capitalised on 20 December 2018 (note 27(b)(i)). The balances are unsecured, interest-free and have no fixed terms of repayment, and are expected to be recovered after one year.

15 於聯營公司的權益(續)

附註：2017年，本集團分別向河南聚龍居置業有限公司(「河南聚龍居」)及怡美(香港)有限公司(「怡美」)提供資金貸款人民幣87,000,000元及300,000港元(相當於約人民幣251,000元)。2018年，本集團向Gold Concept Development Limited(「Gold Concept」)提供額外股東貸款24,000,000港元(相當於約人民幣21,040,000元)。有關款項由恒威管理有限公司代表本集團支付，計入於2018年12月20日資本化的應付關聯方款項(附註27(b)(i))。有關結餘無抵押、免息及並無固定還款期，預期將於一年後收回。

16 INTEREST IN JOINT VENTURES**16 於合營公司的權益**

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	5,240	5,557
Capital loans to joint ventures (note)	給予合營公司的資金貸款(附註)	59,456	58,440
		64,696	63,997

Note: The balances are unsecured, interest-free and have no fixed terms of repayment, and are expected to be recovered after one year.

附註：結餘為無抵押、免息及並無固定還款期，預期於一年後收回。

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

16 INTEREST IN JOINT VENTURES
(Continued)

Details of the Group's interest in joint ventures as at 31 December 2019, which is accounted for using the equity method in the consolidated financial statements, are as follows:

Name of joint venture 合營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權權益比例		Principal activity 主要活動
				Held by the Company 本公司所持有	Held by a subsidiary 附屬公司所持有	
Well Kong Investments Limited 惠港投資有限公司	Incorporated 註冊成立	BVI 英屬維爾京群島	USD2 2美元	—	50%	Investment holding 投資控股
Well Kong (H.K.) Limited* 惠港(香港)有限公司*	Incorporated 註冊成立	Hong Kong 香港	HKD10,000 10,000港元	—	—	Investment holding 投資控股
Huizhou Well Kong Real Estate Co., Ltd.* 惠州惠港置業有限公司#	Incorporated 註冊成立	PRC 中國	RMB88,000,000 人民幣88,000,000元	—	—	Property development 物業發展

* These companies are wholly-owned by Well Kong Investments Limited.

* 該等公司由惠港投資有限公司全資擁有。

The entity is PRC limited liability company. The English translation of the company name is for reference only. The official name of the company is in Chinese.

該實體為中國有限責任公司。公司英文譯名僅供參考，中文名為官方名稱。

All joint ventures in which the Group participates are unlisted corporate entities whose quoted market price is not available.

本集團參與的所有合營公司為並無市場報價的非上市法團實體。

16 於合營公司的權益(續)

於2019年12月31日本集團於合營公司的權益(以權益法於綜合財務報表入賬)詳情如下：

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**16 INTEREST IN JOINT VENTURES***(Continued)*

Summarised financial information of Well Kong Investments Limited and its subsidiaries (“Well Kong sub-group”), adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

16 於合營公司的權益(續)

惠港投資有限公司及其附屬公司(「惠港附屬集團」)的概述財務資料及與綜合財務報表的賬面值對賬披露如下，已就會計政策的任何差異作出調整：

		Well Kong sub-group 惠港附屬集團	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Gross amounts of the joint ventures	合營公司的總額		
Current assets	流動資產	1,948,763	1,177,018
Non-current assets	非流動資產	19,945	14,763
Current liabilities	流動負債	(1,168,802)	(819,178)
Non-current liabilities	非流動負債	(779,900)	(360,000)
Equity	權益	20,006	12,603
Included in the above assets and liabilities:	上述資產及負債包括：		
Cash and cash equivalents and pledged and restricted deposits	現金及現金等價物和已抵押及受限制存款	573,946	10,065
Non-current financial liabilities	非流動金融負債	(779,900)	(360,000)
Revenue	收入	55,147	—
Loss for the year	年內虧損	(2,912)	(3,619)
Other comprehensive income	其他全面收益	(1,939)	(3,990)
Total comprehensive income	全面收益總額	(4,851)	(7,609)
Included in the above loss:	上述虧損包括：		
Interest income	利息收入	—	121
Income tax credit	所得稅抵免	964	1,164

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

16 INTEREST IN JOINT VENTURES (Continued)

16 於合營公司的權益(續)

		Well Kong sub-group 惠港附屬集團	
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Reconciled to the Group's interest in joint ventures	與本集團於合營公司的權益之對賬		
Gross amounts of Well Kong sub-group's net assets	惠港附屬集團淨資產總額	20,006	12,603
Elimination of the unrealised profit upon consolidation	合併後撇除未變現溢利	(9,525)	(1,489)
		10,481	11,114
Group's effective interest	本集團的實際利率	50%	50%
Group's share of Well Kong sub-group's net assets	本集團分佔惠港附屬集團淨資產	5,240	5,557
Amounts due from joint ventures — non-current portion	應收合營公司款項 — 非流動部分	59,456	58,440
Carrying amount in the consolidated financial statements	綜合財務報表內的賬面值	64,696	63,997

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**17 INVENTORIES AND OTHER CONTRACT COSTS****17 存貨及其他合約成本**

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Inventories	存貨			
Properties held for development	持作發展物業		38,301	38,301
Properties under development	建設中物業		1,660,794	1,215,175
Completed properties for sale	待售已竣工物業		545,625	418,822
			2,244,720	1,672,298
Other contract costs	其他合約成本	(c)	26,868	15,977
			2,271,588	1,688,275

(a) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

(a) 確認為開支並計入損益的存貨金額分析如下：

			2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cost of inventories	存貨成本		219,989	301,533

At 31 December 2019, the amount of inventories expected to be recovered after more than one year is RMB1,521,904,000 (2018: RMB1,168,816,000). All of the other inventories are expected to be recovered within one year.

於2019年12月31日，預期於超過一年後收回的存貨金額分別為人民幣1,521,904,000元(2018年：人民幣1,168,816,000元)。所有其他存貨預期於一年內收回。

At 31 December 2019, certain inventories were pledged for bank loans (see note 23).

於2019年12月31日，若干存貨已就銀行貸款作出抵押(見附註23)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

17 INVENTORIES AND OTHER CONTRACT COSTS (Continued)

(b) The analysis of carrying value of land held for property development for sale is as follows:

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	1 January 2019 2019年 1月1日 RMB'000 人民幣千元
In the PRC, with remaining lease term of:	於中國，剩餘租期為：		
— 50 years or more (long leases)	— 50年或以上 (長期租約)	267,391	300,249
— between 10 and 50 years (medium-term leases)	— 10至50年之間 (中期租約)	62,476	62,476
		329,867	362,725

(c) Other contract costs

Other contract costs capitalised as at 31 December 2019 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under development as at 31 December 2019.

Other contract costs are recognised as part of "selling expenses" in the consolidated statement of profit or loss in the period in which revenue from the related property sales is recognised. Other contract costs of RMB548,000 were recognised in profit or loss during the year ended 31 December 2019 (2018: Nil). No impairment was identified for the other contract costs as at 31 December 2019 (2018: nil).

17 存貨及其他合約成本(續)

(b) 持作待售物業發展土地的賬面價值分析如下：

(c) 其他合約成本

於2019年12月31日，就向物業代理支付的增量銷售佣金將其他合約成本資本化，有關物業代理的銷售活動使客戶就本集團2019年12月31日仍在建的物業訂立買賣協議。

其他合約成本於確認相關物業銷售收益期間於綜合損益表確認為「銷售開支」的一部分。其他合約成本人民幣548,000元於截至2019年12月31日止年度的損益確認(2018年：零)。並無發現截至2019年12月31日的其他合約成本出現減值(2018年：零)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**17 INVENTORIES AND OTHER CONTRACT COSTS (Continued)****(c) Other contract costs (Continued)**

The Group applies the practical expedient in paragraph 94 of HKFRS 15 and recognises the incremental costs of obtaining contracts relating to the sale of completed properties and services as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised is within the same reporting period as the date of entering into the contract.

The amount of capitalised contract costs that is expected to be recovered after more than one year were RMB21,101,000 as at 31 December 2019 (2018: RMB9,963,000).

17 存貨及其他合約成本(續)**(c) 其他合約成本(續)**

本集團應用《香港財務報告準則》第15號第94段的可行權宜方法，倘於本集團可能另行確認的資產的攤銷期間於訂立有關合約當日與有關報告期一致，將於產生時確認取得有關銷售已落成物業及服務合約的增量成本為開支。

於2019年12月31日，預期於超過一年後收回的資本化合約成本為人民幣21,101,000元(2018年：9,963,000元)。

18 CONTRACT LIABILITIES

The following table provides information about receivables and contract liabilities from contracts with customers:

18 合約負債

下表列載有關客戶合約應收款項及合約負債的資料：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade and other receivables" (note 19)	《香港財務報告準則》第15號範圍內的客戶合約應收款項，計入「貿易及其他應收款項」(附註19)	—	95
Contract liabilities — Receipt in advance from property sales	合約負債 — 物業銷售預收款	1,923,393	1,494,172

Contract liabilities represents payments received from customers on sale of properties. A financing component being the financing benefit from the receipt in advance is recognised in the contract liabilities. Contract liabilities are recognised in profit or loss when the related properties are delivered.

合約負債指客戶就物業銷售的付款。融資組成部分(即收取預收款的融資利益)於合約負債確認。合約負債於交付相關物業時於損益確認。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

18 CONTRACT LIABILITIES (Continued)

Movements in contract liabilities

18 合約負債(續)

合約負債變動

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	1,494,172	71,281
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	合約負債因年內將計入年初合約負債的金額確認為收入而減少	(213,391)	(71,281)
Increase in contract liabilities as a result of receipt in advance from property sales during the year in respect of properties still under construction as at 31 December	合約負債因年內於12月31日仍然在建的物業銷售預收款而增加	610,519	1,479,997
Increase in contract liabilities as a result of accruing interest expense on receipt in advance	合約負債因所收取預付款的計提利息開支而增加	32,093	14,175
Balance at 31 December	於12月31日的結餘	1,923,393	1,494,172

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

19 TRADE AND OTHER RECEIVABLES

19 貿易及其他應收款項

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade debtors (note (a))	應收賬款(附註(a))		
— Sales of properties	— 物業銷售	—	95
— Gross rentals from operating lease	— 經營租賃租金總額	332	323
		332	418
Other debtors	其他應收款項	1,890	7,449
Financial assets measured at amortised cost	按攤餘成本計量的金融資產	2,222	7,867
Deposits (note (b))	按金(附註(b))	10,441	11,562
Prepayments (note (c))	預付款項(附註(c))	84,913	156,496
		97,576	175,925

All of the trade and other debtors are expected to be recovered or recognised as expenses within one year.

所有貿易及其他應收款項預期於一年內收回或確認為費用。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

19 TRADE AND OTHER RECEIVABLES (Continued)

- (a) As at 31 December 2019, the ageing analysis of trade debtors, based on the date the trade debtors recognised, net of allowance for doubtful debts, is as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 1 month	1個月內	62	53
1 to 3 months	1至3個月	90	90
3 to 6 months	3至6個月	135	135
Over 6 months	6個月以上	45	140
		332	418

The Group's credit policy is set out in note 28(a).

As at 31 December 2019, no trade debtors were past due (2018: nil). Based on experience, management believes that no loss allowance is necessary in respect of the trade debtors as there has not been a significant change in credit quality. The Group is of the view that the expected irrecoverable trade debtors were insignificant. The Group does not hold any collateral over these balances.

- (b) The balance mainly included the deposits paid for the construction and development of properties.
- (c) At 31 December 2019, the balance mainly included prepaid construction costs for properties development of RMB69,474,000 (2018: RMB151,527,000), and prepayments for VAT and surcharges with an aggregated amount of RMB15,439,000 (2018: RMB4,968,000).

19 貿易及其他應收款項(續)

- (a) 於2019年12月31日，應收賬款(已扣除呆賬撥備)基於應收賬款確認日期的賬齡分析如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 1 month	1個月內	62	53
1 to 3 months	1至3個月	90	90
3 to 6 months	3至6個月	135	135
Over 6 months	6個月以上	45	140
		332	418

本集團信貸政策載於附註28(a)。

截至2019年12月31日，並無應收賬款逾期(2018年：無)。基於經驗，管理層認為由於信貸質素並無重大改變，故毋須就應收賬款計提損失撥備。本集團認為預計無法收回應收賬款的機會很低。本集團並無就該等結餘持有任何抵押品。

- (b) 有關結餘主要包括就建築及發展物業已付的按金。
- (c) 於2019年12月31日，有關結餘主要包括物業發展的預付建築成本人民幣69,474,000元(2018年：人民幣151,527,000元)，而增值稅及附加費的預付款項合共為人民幣15,439,000元(2018年：人民幣4,968,000元)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**20 PLEDGED AND RESTRICTED DEPOSITS****20 已抵押及受限制存款**

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Pledged for mortgage arrangements of the property buyers (note (a))	就物業買家按揭安排作抵押(附註(a))	35,270	28,959
Restricted deposits for the construction contracts (note (b))	建築合約的受限制存款(附註(b))	358,675	458,054
Others	其他	9,019	—
		402,964	487,013

Notes:

附註：

- (a) The balance represents cash deposits placed in banks to secure their mortgage loans granted to property buyers. Such deposits will be released after the property ownership certificates of the relevant properties are passed to the banks.
- (b) The balance represents pre-sale proceeds to secure the future payments of the constructions of the Group's properties development projects. Such restricted deposits will be released for the payments for construction costs of the related property development projects or upon completion of the construction.

- (a) 結餘指存放於銀行的現金按金，作為向物業買家所授按揭貸款的抵押品。該等按金將於相關物業的房屋所有權證轉交銀行後解除。
- (b) 結餘指本集團物業發展項目建設日後付款的預售所得款項。該等受限制存款將於用於支付有關物業發展項目的建築成本或竣工時解除。

21 CASH AND CASH EQUIVALENTS**21 現金及現金等價物****(a) Cash and cash equivalents comprise of:****(a) 現金及現金等價物包括：**

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cash at bank and on hand denominated in:	以下列貨幣計值的銀行及手頭現金		
— RMB	— 人民幣	642,097	902,480
— HKD	— 港元	89,801	203,935
— USD	— 美元	11	11
		731,909	1,106,426

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

21 CASH AND CASH EQUIVALENTS
(Continued)
(b) Reconciliation of profit before taxation to cash generated from operation:
21 現金及現金等價物(續)
(b) 除稅前溢利與經營所得現金的對賬：

		Note	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
		附註		
Profit before taxation	除稅前溢利		58,836	188,294
Adjustments for:	作出調整			
Depreciation and amortisation	折舊及攤銷	7(c)	5,773	3,951
Net (gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備的(收益)/虧損淨額	5	(225)	9
Net loss/(gain) on disposal of investment properties	出售投資物業的虧損/(收益)淨額	5	99	(5,450)
Net gain on disposal of other financial assets	出售其他金融資產的收益淨額	5	(367)	(26)
Finance costs	融資成本	7(a)	9,818	5,166
Interest income	利息收入	5	(13,893)	(2,618)
Net valuation gain on investment properties	投資物業的估值收益淨額	13(a)	(780)	(4,495)
Share of losses of associates	分佔聯營公司虧損		324	2,506
Share of losses of joint ventures	分佔合營公司虧損		1,456	1,809
Equity settled share-based payment expenses	以權益結算以股份為基礎支付的開支	25(b)	4,087	—
Listing expenses	上市開支	7(c)	—	18,718
Net unrealised exchange gain	未變現匯兌收益淨額		(53)	(29)

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**21 CASH AND CASH EQUIVALENTS***(Continued)***(b) Reconciliation of profit before taxation to cash generated from operation: (Continued)****21 現金及現金等價物(續)****(b) 除稅前溢利與經營所得現金的對賬：(續)**

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Changes in working capital:	營運資金變動：		
Increase in inventories and other contract costs	存貨及其他合約成本增加	(526,665)	(389,879)
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	78,355	(2,196)
Decrease/(increase) in pledged and restricted deposits	已抵押及受限制存款減少/(增加)	84,049	(459,494)
Increase in contract liabilities	合約負債增加	391,867	1,408,788
(Decrease)/increase in trade and other payables	貿易及其他應付款項(減少)/增加	(54,419)	76,809
Cash generated from operations	經營所得現金	38,262	841,863

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

21 CASH AND CASH EQUIVALENTS*(Continued)***(c) Reconciliation of liabilities arising from financing activities**

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

21 現金及現金等價物(續)**(c) 融資活動所產生負債的對賬**

下表詳列本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動產生的負債為現金流量或未來現金流量的負債，並將作為融資活動所得現金流量計入本集團的綜合現金流量表。

		Bank loans and interest payables 應付銀行 貸款及利息 RMB'000 人民幣千元	Amounts due to related parties 應付 關聯方款項 RMB'000 人民幣千元 (note 31(c)) (附註31(c))	Total 總計 RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	550,407	416,307	966,714
Changes from financing cash flows:	融資現金流量變動：			
Proceeds from bank loans	銀行貸款所得款項	55,000	—	55,000
Repayment of bank loans	償還銀行貸款	(290,155)	—	(290,155)
Advances from related parties	關聯方墊款	—	27,333	27,333
Repayment to related parties	償還關聯方款項	—	(107,298)	(107,298)
Interest paid on bank loans	已付銀行貸款利息	(26,266)	—	(26,266)
Total changes from financing cash flows	融資現金流量變動總額	(261,421)	(79,965)	(341,386)
Exchange adjustments	匯兌調整	(157)	5,095	4,938
Other changes:	其他變動：			
Interest on bank loans (note 7(a))	銀行貸款利息 (附註7(a))	25,463	—	25,463
Other non-cash effect	其他非現金影響	—	3,508	3,508
Total other changes	其他變動總額	25,463	3,508	28,971
At 31 December 2019	於2019年12月31日	314,292	344,945	659,237

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**21 CASH AND CASH EQUIVALENTS***(Continued)***(c) Reconciliation of liabilities arising from financing activities** *(Continued)***21 現金及現金等價物(續)****(c) 融資活動所產生負債的對賬(續)**

		Bank loans and interest payables 應付銀行 貸款及利息 RMB'000 人民幣千元	Amounts due to related parties 應付 關聯方款項 RMB'000 人民幣千元 (note 31(c)) (附註31(c))	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	299,317	958,130	1,257,447
Changes from financing cash flows:	融資現金流量變動：			
Proceeds from bank loans	銀行貸款所得款項	330,357	—	330,357
Repayment of bank loans	償還銀行貸款	(80,700)	—	(80,700)
Advances from related parties	關聯方墊款	—	36,920	36,920
Repayment to related parties	償還關聯方款項	—	(204,302)	(204,302)
Interest paid on bank loans	已付銀行貸款利息	(18,509)	—	(18,509)
Total changes from financing cash flows	融資現金流量變動總額	231,148	(167,382)	63,766
Exchange adjustments	匯兌調整	(488)	(3,388)	(3,876)
Other changes:	其他變動：			
Interest on bank loans (note 7(a))	銀行貸款利息 (附註7(a))	20,430	—	20,430
Deemed distribution to shareholders (note 24(c))	視作向股東分派 (附註24(c))	—	65,443	65,443
Investment in subsidiaries (note 14(i))	於附屬公司的投資 (附註14(i))	—	22,385	22,385
Capitalisation of shareholders' loans (note 27(b)(i))	股東貸款資本化 (附註27(b)(i))	—	(478,662)	(478,662)
Other non-cash effect	其他非現金影響	—	19,781	19,781
Total other changes	其他變動總額	20,430	(371,053)	(350,623)
At 31 December 2018	於2018年12月31日	550,407	416,307	966,714

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

22 NON-CURRENT ASSETS HELD FOR SALE

During the year ended 31 December 2018, the Group entered into sale and purchase agreements with independent third party purchasers in relation to the disposal of certain investment properties. The Group transferred these investment properties into non-current assets held for sale as at 31 December 2018. The disposal has been completed during the year ended 31 December 2019. There were no non-current assets held for sale as at 31 December 2019.

23 BANK LOANS

This note provides information about the contractual terms of the Group's bank loans. For more information about the Group's exposure to interest rate risk, please refer to note 28(c).

22 持作出售的非流動資產

截至2018年12月31日止年度，本集團就出售若干投資物業與獨立第三方買家訂立買賣協議。於2018年12月31日本集團將該等投資物業轉變為持作出售的非流動資產。相關出售已於截至2019年12月31日止年度完成。於2019年12月31日，並無持作出售的非流動資產。

23 銀行貸款

此附註提供本集團銀行貸款的合約條款的相關資料。有關本集團利率風險的更多資料，請參閱附註28(c)。

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Secured	有抵押	288,152	460,794
Unsecured	無抵押	24,950	87,620
		313,102	548,414

The secured bank loans are secured by assets below:

有抵押銀行貸款以下列資產作抵押：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Inventories (note 17(a))	存貨(附註17(a))	917,390	600,220

At 31 December 2019, the secured bank loan of RMB103,362,000 (2018: RMB96,316,000) was guaranteed by related parties (see note 31(d)).

於2019年12月31日，有抵押銀行貸款人民幣103,362,000元(2018年：人民幣96,316,000元)由關聯方擔保(見附註31(d))。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

23 BANK LOANS (Continued)

At 31 December 2019, the bank loans were interest-bearing at 110% and 130% of the benchmarked loan interest rate published by the People's Bank of China ("RMB Loan Benchmark Rate") or at one-year Loan Prime Rate ("LPR") published by the People's Bank of China plus 1.2% per annum.

At 31 December 2018, the bank loans were interest-bearing at 110% and 130% of the RMB Loan Benchmark Rate or at Hong Kong Inter Bank Offered Rate ("HIBOR") plus 4% per annum.

The Group's banking facilities are subject to the fulfilment of certain covenants which are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. Further details of the Group's management of liquidity risk are set out in note 28(b). There was no breach of covenants as of 31 December 2019 (2018: nil).

At 31 December 2019, bank loans were repayable as follows according to the repayment schedules as set out in the loan agreements:

23 銀行貸款(續)

於2019年12月31日，銀行貸款年息按中國人民銀行公佈的基準貸款利率(「人民幣貸款基準利率」)110%及130%或按中國人民銀行公佈的一年期貸款基礎利率(「貸款基礎利率」)加年息1.2%計算。

於2018年12月31日，銀行貸款乃按人民幣貸款基準利率110%及130%計息或按香港銀行同業拆息(「香港銀行同業拆息」)加年息4%計算。

本集團的銀行融資須達成若干契諾方可作實，有關契諾於與金融機構的借貸安排中常見。倘本集團違反契諾，已提取融資將須按要求償還。有關本集團流動資金風險管理的詳情載於附註28(b)。截至2019年12月31日並無違反契諾(2018年：零)。

於2019年12月31日，根據貸款協議所載還款時間表銀行貸款須按以下時間償還：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 1 year	一年內	168,462	288,762
After 1 year but within 2 years	一年後但兩年內	123,377	154,775
After 2 years but within 5 years	兩年後但五年內	21,263	104,877
		313,102	548,414

Notwithstanding the specified repayment schedules as stated in the facilities letters which allow the loans to be repaid over a period of more than one year, banking facilities granted to the Group include a clause that gives the bank an unconditional rights to call the bank loans at any time ("repayment on demand clause"). The bank loans subject to the repayment on demand clause amounted to RMB313,102,000 as at 31 December 2019 (2018: RMB460,794,000) were classified as current liabilities in the consolidated statement of financial position.

儘管融資函件所述特定還款時間表容許貸款的還款期超過一年，惟本集團獲授的銀行融資有條款容許銀行可無條件隨時要求償還銀行貸款(「要求償還條款」)。於2019年12月31日，根據要求償還條款所償還的銀行貸款為人民幣313,102,000元(2018年：人民幣460,794,000元)，均於綜合財務狀況表內歸類為流動負債。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

24 TRADE AND OTHER PAYABLES

24 貿易及其他應付款項

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Current portion:	流動部分：		
Trade creditors (note (a))	應付賬款(附註(a))	188,214	174,936
Interest payables	應付利息	1,190	1,993
Other payables and accruals	其他應付款項及應計費用	74,655	136,155
Amounts due to related parties (note (b))	應付關聯方款項(附註(b))	274,292	349,162
Financial liabilities measured at amortised cost	以攤餘成本計量的金融負債	538,351	662,246
Financial guarantee issued (note 30(ii))	已發出的財務擔保 (附註30(ii))	5,810	2,682
		544,161	664,928
Non-current portion:	非流動部分：		
Amounts due to related parties (note (c))	應付關聯方款項(附註(c))	70,653	67,145
Financial guarantee issued (note 30(ii))	已發出的財務擔保 (附註30(ii))	3,088	4,108
		73,741	71,253
		617,902	736,181

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**24 TRADE AND OTHER PAYABLES***(Continued)*

Notes:

- (a) Ageing analysis of trade creditors included in trade and other payables as at 31 December 2019, based on the date of the trade payables recognised:

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	3個月內	173,135	157,633
3 to 6 months	3至6個月	1,363	148
6 to 12 months	6至12個月	29	98
Over 12 months	12個月以上	13,687	17,057
		188,214	174,936

- (b) Current portion of the amounts due to related parties are interest-free, unsecured and repayable on demand.
- (c) Pursuant to the capital injection agreement between Huizhou Yuefu and its shareholders signed on 25 June 2018 (the "Agreement"), an amount of RMB65,443,000, representing the sum of the retained profits as at 31 May 2018 and the estimated unrealised gain arising from the unsold inventories as at 31 May 2018, should be distributed to the original shareholders at their original equity interest in Huizhou Yuefu before the capital injection. The balance was initially recognised at fair value and subsequently stated at amortised cost. The balance is unsecured and expected to be settled upon disposal of the relevant inventories.

24 貿易及其他應付款項(續)

附註：

- (a) 於2019年12月31日按已確認貿易應付款項日期之應付賬款(計入貿易及其他應付款項)的賬齡分析：

- (b) 應付關聯方款項的流動部分為免息、無抵押及要求時償還。
- (c) 根據惠州悅富與其股東於2018年6月25日簽訂的注資協議(「該協議」)，2018年5月31日之保留溢利及2018年5月31日之未售存貨的估計未變現收益總額合計人民幣65,443,000元應根據注資前原有股東所持惠州悅富原股權比例向彼等分派。結餘初步按公平值確認，其後按攤餘成本列賬。結餘並無抵押且預期將於相關存貨售出後結清。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS

On 29 March 2019, 23,700,000 share options were granted for nil consideration to the directors and certain employees of the Group under the Company's employee share option scheme. The share options have a term of 10 years commencing from 29 March 2019, or until the early termination of the share options in accordance with the share option scheme. Each option gives the holder the right to subscribe for one ordinary share of the Company. These share options will vest in 3 equal tranches in three years, and become exercisable until 28 March 2029. The exercise price is HKD1.362, being the weighted average closing price of the Company's ordinary shares for five business days immediately preceding the date of grant.

(a) The major terms and conditions of the share options are as follows:

25 以權益結算以股份為基礎的交易

2019年3月29日，23,700,000份購股權根據本公司僱員購股權計劃以零代價授予董事及本集團僱員。該等購股權可於2019年3月29日起10年內行使，或直至根據購股權計劃提前終止購股權。每份購股權可供持有人認購一股本公司普通股。該等購股權將於三年內分三期等額歸屬，直至2029年3月28日仍可行使。行使價為1.362港元，即緊接授出日期前五個營業日本公司普通股之加權平均收市價。

(a) 購股權的主要條款及條件如下：

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Exercise period 行使期
Options granted to directors: 向董事授出的購股權			
— on 29 March 2019	5,000,000	1 year from the date of grant	29 March 2020 to 28 March 2029
— 2019年3月29日		授出日期起一年	2020年3月29日至2029年3月28日
— on 29 March 2019	5,000,000	2 years from the date of grant	29 March 2021 to 28 March 2029
— 2019年3月29日		授出日期起兩年	2021年3月29日至2029年3月28日
— on 29 March 2019	5,000,000	3 years from the date of grant	29 March 2022 to 28 March 2029
— 2019年3月29日		授出日期起三年	2022年3月29日至2029年3月28日
Options granted to employees: 向僱員授出的購股權			
— on 29 March 2019	2,900,000	1 year from the date of grant	29 March 2020 to 28 March 2029
— 2019年3月29日		授出日期起一年	2020年3月29日至2029年3月28日
— on 29 March 2019	2,900,000	2 years from the date of grant	29 March 2021 to 28 March 2029
— 2019年3月29日		授出日期起兩年	2021年3月29日至2029年3月28日
— on 29 March 2019	2,900,000	3 years from the date of grant	29 March 2022 to 28 March 2029
— 2019年3月29日		授出日期起三年	2022年3月29日至2029年3月28日
Total share options granted 授出的購股權總數	23,700,000		

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**25 EQUITY SETTLED SHARE-BASED TRANSACTIONS** (Continued)**(b) Movement of share options during the year ended 31 December 2019 are as follows:****25 以權益結算以股份為基礎的交易** (續)**(b) 截至2019年12月31日止年度，購股權變動如下：**

		2019 2019年	Number of options
		Weighted average exercise price 加權 平均行使價	購股權數目 '000 千份
Outstanding at 1 January	於1月1日尚未行使	—	—
Granted during the year	年內授出	HKD1.362港元	23,700
Forfeited during the year	年內沒收	HKD1.362港元	(1,500)
Outstanding at 31 December	於12月31日尚未行使	HKD1.362港元	22,200
Exercisable at the end of the period	期末可行使	HKD1.362港元	—

No options were exercised during the year ended 31 December 2019 (2018: nil).

截至2019年12月31日止年度並無行使任何購股權(2018年：零)。

The options outstanding at 31 December 2019 had an exercise price of HKD1.362 and a weighted average remaining contractual life of 9.2 years.

2019年12月31日，尚未行使購股權的行使價為1.362港元，加權平均剩餘合約年期為9.2年。

The Group recognised share-based payment expenses of RMB4,087,000 during the year ended 31 December 2019 (2018: nil).

截至2019年12月31日止年度，本集團確認股份支付開支人民幣4,087,000元(2018年：零)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

25 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial lattice model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial lattice model.

Fair value of share options and assumptions

Fair value at measurement date (HKD)	計量日期的公平值(港元)	0.401-0.478
Share price (HKD)	股價(港元)	1.330
Exercise price (HKD)	行使價(港元)	1.362
Expected volatility (expressed as weighted average volatility used in the modelling under binomial lattice model)	預期波幅(以二項式點陣模式所用加權平均波幅表示)	44.22%
Option life (expressed as weighted average life used in the modelling under binomial lattice model)	預期年期(以二項式點陣模式所用加權平均年期表示)	10 years 10年
Expected dividends	預期股息	4.06%
Risk-free interest rate	無風險息率	1.47%

The expected volatility is based on the historical volatility of similar entities following a comparable period in their lives (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on the mean dividend yield of an appropriately comparable peer group. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

25 以權益結算以股份為基礎的交易(續)

(c) 購股權的公平值及假設

為授出購股權而收取的服務公平值乃參照已授出購股權的公平值計量。已授出購股權的公平值乃根據二項式點陣模式計量。購股權的合約年期用作本模式的輸入數據。提早行使的預期已納入二項式點陣模式。

購股權的公平值及假設

計量日期的公平值(港元)	0.401-0.478
股價(港元)	1.330
行使價(港元)	1.362
預期波幅(以二項式點陣模式所用加權平均波幅表示)	44.22%
預期年期(以二項式點陣模式所用加權平均年期表示)	10 years 10年
預期股息	4.06%
無風險息率	1.47%

預期波幅乃根據同類實體於有效期內可比期間(按購股權加權平均剩餘年期計算)的歷史波幅計算，並按基於公開資料而預期的任何未來波幅變化調整。預期股息乃根據適當同類可比集團的平均股息率釐定。主觀數據假設的變動可大幅影響公平值的估計。

購股權乃根據服務條件授出。此條件並不納入所獲服務在授出日期的公平值計算。授出購股權並無相關市場條件。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION****(a) Current taxation in the consolidated statement of financial position represents:**

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
CIT payable	應付企業所得稅	13,361	17,412
LAT payable	應付土地增值稅	42,071	46,289
		55,432	63,701

Prepaid tax in the consolidated statement of financial position represents:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Prepaid CIT	預付企業所得稅	68,273	54,490
Prepaid LAT	預付土地增值稅	25,686	15,892
		93,959	70,382

26 於綜合財務狀況表的所得稅**(a) 於綜合財務狀況表的即期稅項指：**

於綜合財務狀況表的預付稅項指：

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets/(liabilities)

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

		Unused tax losses (note)	Temporary difference on revenue recognition	Revaluation on investment properties	Unrealised profits	Other temporary differences	Total
		未動用稅項虧損 (附註)	收入確認的暫時差額	重估投資物業	未實現利潤	其他暫時差額	總計
		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
Deferred tax arising from:	遞延稅項源於:						
At 1 January 2018	於2018年1月1日	1,197	(3,294)	(4,355)	—	1,647	(4,805)
Credited/(charged) to profit or loss (note 8(a))	計入/(扣除自)損益(附註8(a))	1,904	(26,129)	(356)	—	(983)	(25,564)
At 31 December 2018	於2018年12月31日	3,101	(29,423)	(4,711)	—	664	(30,369)
At 1 January 2019	於2019年1月1日	3,101	(29,423)	(4,711)	—	664	(30,369)
Credited/(charged) to profit or loss (note 8(a))	計入/(扣除自)損益(附註8(a))	4,552	(2,854)	421	14,720	(160)	16,679
At 31 December 2019	於2019年12月31日	7,653	(32,277)	(4,290)	14,720	504	(13,690)

Note: The unused tax loss can be carried forward to offset against taxable profits of subsequent years for up to five years from the year in which they arose. These tax losses will expire between 2020 to 2024.

附註：未動用稅項虧損可結轉以抵銷該等稅項虧損產生的年度起計最多五年的應課稅溢利。該等稅項虧損將於2020年至2024年到期。

26 於綜合財務狀況表的所得稅(續)

(b) 已確認遞延稅項資產及負債：

(i) 遞延稅項資產/(負債)各組成部分的變動

年內於綜合財務狀況表內已確認遞延稅項資產/(負債)的組成部分及其變動如下：

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

26 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

(b) Deferred tax assets and liabilities recognised:

(Continued)

(i) Movement of each component of deferred tax assets/(liabilities) (Continued)

Reconciliation to the consolidated statement of financial position:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Representing:	代表：		
Deferred tax assets	遞延稅項資產	17,199	1,087
Deferred tax liabilities	遞延稅項負債	(30,889)	(31,456)
		(13,690)	(30,369)

(ii) Deferred tax liabilities not recognised

As at 31 December 2019, deferred tax liabilities in respect of the dividend withholding tax relating to the distributable profits of the Company's subsidiaries were not recognised as the Company controls the dividend policy of the subsidiaries. Based on the assessment made by management as at 31 December 2019, it was determined that the distributable profits of the Company's subsidiaries would not be distributed to the Hong Kong and overseas holding companies in the foreseeable future. The amounts of distributable profits of the Company's subsidiaries are set out below:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Distributable profits earned by PRC subsidiaries on or after 1 January 2008	中國附屬公司於2008年1月1日或之後賺取的可供分派溢利	248,145	184,556

26 於綜合財務狀況表的所得稅(續)

(b) 已確認遞延稅項資產及負債：
(續)

(i) 遞延稅項資產/(負債)各組成部分的變動(續)

綜合財務狀況表對賬：

(ii) 尚未確認的遞延稅項負債

於2019年12月31日，有關本公司附屬公司可供分派溢利的股息預扣稅的遞延稅項負債並未予以確認，因為本公司控制該等附屬公司的股息政策。根據管理層於2019年12月31日作出的評估，本公司附屬公司的可供分派溢利釐定為不會於可見將來向香港及海外控股公司分派。本公司附屬公司的可供分派溢利金額載列如下：

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

27 資本、儲備及股息

(a) 權益組成部分之變動

本集團綜合權益各組成部分的期初及期末結餘之間的對賬載於綜合權益變動表。年初至年結日之間本公司個別權益組成部分的變動詳情載列如下：

			Share capital	Share premium	Share option reserves	Exchange reserves	Accumulated losses	Total
		Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
			股本	股份溢價	購股權儲備	匯兌儲備	累計虧損	總計
Balance at 1 January 2018	於2018年1月1日的結餘		—	—	—	25	(752)	(727)
Changes in equity for 2018	2018年的權益變動							
Loss for the year	年內虧損		—	—	—	—	(20,828)	(20,828)
Other comprehensive income	其他全面收益		—	—	—	(3,009)	—	(3,009)
Total comprehensive income	全面收益總額		—	—	—	(3,009)	(20,828)	(23,837)
Capitalisation of shareholders' loans	股東貸款資本化	27(b)(i)	—	478,662	—	—	—	478,662
Capitalisation issue	資本化發行	27(b)(ii)	4,954	(4,954)	—	—	—	—
Shares issued upon IPO	首次公開發售所發行股份	27(b)(iii)	1,651	186,945	—	—	—	188,596
Balance at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日的結餘		6,605	660,653	—	(2,984)	(21,580)	642,694
Changes in equity for 2019	2019年的權益變動							
Loss for the year	年內虧損		—	—	—	—	(7,761)	(7,761)
Other comprehensive income	其他全面收益		—	—	—	14,302	—	14,302
Total comprehensive income	全面收益總額		—	—	—	14,302	(7,761)	6,541
Equity settled share-based transactions	以權益結算以股份為基礎的交易		—	—	4,087	—	—	4,087
Balance at 31 December 2019	於2019年12月31日的結餘		6,605	660,653	4,087	11,318	(29,341)	653,322

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**27 CAPITAL, RESERVES AND DIVIDENDS***(Continued)***(b) Share capital****27 資本、儲備及股息(續)****(b) 股本**

		No. of shares	Amount in
		股份數目	金額
			HKD
			港元
Authorised share capital of the Company:	本公司法定股本：		
Ordinary share of HKD0.01 each	每股0.01港元之普通股		
At 1 January 2018	於2018年1月1日	1,000,000	10,000
Increase in authorised share capital	法定股本增加	1,999,000,000	19,990,000
At 31 December 2018, 1 January 2019 and 31 December 2019	於2018年12月31日、 2019年1月1日及 2019年12月31日	2,000,000,000	20,000,000

The share capital in the Group's consolidated financial statements as at 1 January 2018 represented the aggregate amount of the paid-in capital of the companies now comprising the Group after the elimination of investments in subsidiaries. After the Reorganisation, the share capital as at 31 December 2018 and 2019, represented the share capital of the Company.

本集團於2018年1月1日綜合財務報表內的股本指本集團目前旗下公司之實繳股本總額(已撇除於附屬公司的投資)。重組後，2018年及2019年12月31日之股本代表本公司之股本。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS
(Continued)

(b) Share capital (Continued)

Ordinary shares, issued and fully paid:

27 資本、儲備及股息(續)

(b) 股本(續)

已發行及繳足普通股：

		No. of shares 股份數目	Amount in 金額 HKD 港元	Amount in 金額 RMB 人民幣元
As at 1 January 2018	於2018年1月1日	1	—	—
Issuance of share	股份發行	1	—	—
Capitalisation of shareholders' loans (note (i))	股東貸款資本化 (附註(i))	9,998	100	88
Capitalisation issue (note (ii))	資本化發行(附註(ii))	562,490,000	5,624,900	4,953,849
Shares issued upon IPO (note (iii))	首次公開發售所發行 股份(附註(iii))	187,500,000	1,875,000	1,651,313
As at 31 December 2018, 1 January 2019 and 31 December 2019	於2018年12月31日、 2019年1月1日及 2019年12月31日	750,000,000	7,500,000	6,605,250

Notes:

(i) Pursuant to a written resolution of the Company's sole shareholder passed on 26 November 2018, the shareholders' loans of HKD543,501,000 (equivalent to approximately RMB478,662,000) were capitalised into 9,998 new shares of the Company. Accordingly, the total number of shares of the Company increased from 2 to 10,000 on 20 December 2018.

附註：

(i) 根據本公司唯一股東於2018年11月26日通過的書面決議案，股東貸款543,501,000港元(相當於約人民幣478,662,000元)撥充資本至本公司9,998股新股份，從而使本公司股份總數由2股增至2018年12月20日的10,000股。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**27 CAPITAL, RESERVES AND DIVIDENDS***(Continued)***(b) Share capital** *(Continued)***Ordinary shares, issued and fully paid:***(Continued)*Notes: *(Continued)*

- (ii) Pursuant to a written resolution of the Company's sole shareholder passed on 26 November 2018, the directors of the Company authorised to allot and issue a total of 562,490,000 shares, by way of capitalising the share premium of HKD5,624,900 (equivalent to approximately RMB4,954,000). The capitalisation issue was completed upon listing (i.e. 20 December 2018). Accordingly, the total number of shares of the Company further increased to 562,500,000 on 20 December 2018.
- (iii) On 20 December 2018, the Company completed its IPO by issuing 187,500,000 ordinary shares with par value of HKD 0.01 each at a price of HKD1.20 per share. Since then, the Company's shares have been listed on the Stock Exchange.

The total gross proceeds from the IPO amounted to approximately HKD225,000,000 (equivalent to approximately RMB198,160,000), among which HKD1,875,000 (equivalent to approximately RMB1,651,000) was credited to share capital and HKD223,125,000 (equivalent to approximately RMB196,509,000) was credited to share premium, net of share issuance expenses of HKD10,859,000 (equivalent to approximately RMB9,564,000).

27 資本、儲備及股息(續)**(b) 股本(續)****已發行及繳足普通股股本：(續)**

附註：(續)

- (ii) 根據本公司唯一股東於2018年11月26日通過的書面決議案，本公司董事授權以將股份溢價5,624,900港元(相當於約人民幣4,954,000元)撥充資本的方式配發及發行總計562,490,000股股份。資本化發行於上市時(即2018年12月20日)完成，從而使本公司股份總數再增至2018年12月20日的562,500,000股。
- (iii) 於2018年12月20日，本公司透過以每股1.20港元的價格發行187,500,000股每股面值0.01港元的普通股的方式完成首次公開發售。此後，本公司股份於聯交所上市。

首次公開發售所得款項總額約為225,000,000港元(相當於約人民幣198,160,000元)，其中1,875,000港元(相當於約人民幣1,651,000元)計入股本，223,125,000港元(相當於約人民幣196,509,000元)經扣除股份發行開支10,859,000港元(相當於約人民幣9,564,000元)後計入股份溢價。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(c) Nature and purpose of reserves

(i) Statutory reserves

According to the PRC Company Law, the Company's PRC subsidiaries are required to transfer 10% of their profit after taxation, as determined under the PRC accounting regulations, to statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to shareholders.

Statutory surplus reserve can be used to reduce previous years' losses, if any, and may be converted into paid-in capital in proportion to the existing equity interest of investors.

For the year ended 31 December 2019, the Group transferred RMB9,859,000 (2018: RMB2,107,000) of the current year's net profit of the Group, as determined in accordance with the PRC accounting rules and regulations, to this reserve.

(ii) Share premium

Under the Companies Law of the Cayman Islands, the funds in the Company's share premium account are distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the course of business.

(iii) Exchange reserves

The exchange reserves comprise all foreign exchange differences arising from the translation of the financial statements of Hong Kong and foreign operations to RMB. The reserves are dealt with in accordance with the accounting policies set out in note 2(v).

27 資本、儲備及股息(續)

(c) 儲備性質及目的

(i) 法定儲備

根據中國公司法，本公司的中國附屬公司須將根據中國會計規例釐定的除稅後溢利10%轉撥至法定盈餘儲備，直至儲備結餘達至註冊資本50%。轉撥至該儲備後方可派付股息予股東。

法定盈餘儲備可用於減少往年虧損(如有)，亦可按當時投資者的股權比例轉為實繳股本。

截至2019年12月31日止年度，本集團將根據中國會計規則及規例所釐定之本集團當年純利人民幣9,859,000元(2018年：人民幣2,107,000元)轉撥至該儲備。

(ii) 股份溢價

根據開曼群島公司法，倘若緊隨建議派息當日後本公司能夠在業務過程中償還到期債務，則本公司可以股份溢價賬資金向股東派息。

(iii) 匯兌儲備

匯兌儲備包括換算香港及海外業務財務報表為人民幣所產生的全部外匯差額。該儲備按附註2(v)所載會計政策處理。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(c) Nature and purpose of reserves (Continued)

(iv) Share option reserve

Capital reserve comprises the portion of the grant date fair value of unexercised share options granted to employees of the company that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(r)(iii).

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as interest-bearing loans and borrowings and less cash and cash equivalents. Adjusted capital comprises all components of equity and the amounts due to related parties (current portion).

27 資本、儲備及股息(續)

(c) 儲備性質及目的(續)

(iv) 購股權儲備

資本儲備包括根據附註2(r)(iii)就以股份為基礎的付款所採納會計政策確認的授予本公司僱員的未行使購股權的授出日期公平值部分。

(d) 資本管理

本集團資本管理之首要目標乃保障本集團能持續經營，透過對產品及服務作出與風險水平相稱之定價及透過以合理成本取得融資，繼續為股東提供回報及為其他持份者帶來利益。

本集團積極及定期對其資本結構開展檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好資本狀況帶來之好處及保障之間取得平衡，並根據經濟狀況變化對資本結構作出調整。

本集團以經調整淨負債資本比率為基準監控其資本結構。就此而言，經調整淨負債界定為計息貸款及借貸減現金及現金等價物。經調整資本包括所有權益部分及應付關聯方款項(流動部分)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

27 CAPITAL, RESERVES AND DIVIDENDS*(Continued)***(d) Capital management** *(Continued)*

The Group's adjusted net debt-to-capital ratio at 31 December 2019 was as follows:

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Bank loans	銀行貸款	23	313,102	548,414
Less: Cash and cash equivalents	減：現金及現金等價物	21(a)	(731,909)	(1,106,426)
Adjusted net cash	經調整淨現金		(418,807)	(558,012)
Total equity	總權益		924,883	906,299
Add: Amounts due to related parties (current portion)	加：應付關聯方款項 (流動部分)		274,292	349,162
Adjusted capital	經調整資本		1,199,175	1,255,461
Adjusted net debt-to-capital ratio	經調整淨負債資本比率		N/A 不適用	N/A 不適用

(e) Dividends

No dividends have been declared or paid by the Company and its subsidiaries during the year ended 31 December 2019. On 30 March 2020, the Board resolved not to recommend a final dividend for the year ended 31 December 2019 (2018: nil). In respect of the deemed distribution to shareholders by a subsidiary of the Group for the year ended 31 December 2018, please refer to note 24(c).

27 資本、儲備及股息(續)**(d) 資本管理(續)**

本集團於2019年12月31日的經調整淨負債資本比率列載如下：

(e) 股息

截至2019年12月31日止年度，本公司及其附屬公司並無宣派或派付股息。於2020年3月30日，董事會決議不建議派付截至2019年12月31日止年度之末期股息(2018年：零)。有關截至2018年12月31日止年度本集團附屬公司視作向股東作出的分派，請參閱附註24(c)。

(Expressed in Renminbi unless otherwise indicated)
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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables. The Group's exposure to credit risks arising from cash and cash equivalents and other financial assets are limited because these financial assets held by the Group are mainly deposited in financial institutions such as commercial banks which maintain sound reputation and financial situation, for which the Group considers to have low credit risk.

In respect of trade debtors, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers locate or operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. However, there are no significant concentrations of credit risk within the Group during the year.

28 金融風險管理及金融工具公平值

本集團於正常業務過程中承受信貸、流動資金、利率及貨幣風險。

本集團承受的上述風險及本集團管理該等風險所採用的金融風險管理政策及常規載於下文。

(a) 信貸風險

信貸風險指對手方違反其合約責任而令本集團蒙受財務損失的風險。本集團的信貸風險主要源自貿易及其他應收款項。本集團面臨來自現金及現金等價物以及其他金融資產的信貸風險有限，原因是本集團所持有的該等金融資產主要存置於商業銀行等金融機構，該等金融機構信譽良好且財務狀況穩健，本集團認為信貸風險較低。

就應收賬款而言，本集團面臨的信貸風險主要受各客戶的個別特點所影響，而非客戶所經營的行業或所在的國家，因此當本集團承受個別客戶的重大風險時，將產生高度集中的信貸風險。然而，年內，本集團概無高度集中的信貸風險。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

The Group measures loss allowances for trade debtors at an amount equal to lifetime ECLs, which is calculated using a provision matrix that includes the overdue status of each of the trade debtors. As of 31 December 2019, no trade debtors were past due (2018: nil). The Group normally receives full payment from buyers before the hand-over of the property. For mortgage sales with sales proceeds not yet fully settled, the Group would not hand-over the property to the customers unless it obtains confirmation from the banks providing mortgage that the respective mortgages have been approved. In addition, the Group would not transfer titles of the properties to the customers until full amount of sales proceeds are received. Accordingly, the Group is of the view that the expected irrecoverable trade debtors were insignificant. Thus no bad debt provision for trade debtors was recognised during the year.

In respect of other debtors and amounts due from related parties, the Group has assessed that the expected credit loss are not material under the 12 months expected losses method. Thus no bad debt provision was recognised during the year.

Except for the financial guarantees given by the Group as set out in note 30, the Group does not provide any other guarantees which would expose the Group to credit risk.

28 金融風險管理及金融工具公平值(續)

(a) 信貸風險(續)

本集團按照等於全期預期信用損失的金額為應收賬款計量虧損撥備，預期信用損失使用撥備矩陣計算，同時考慮各項應收賬款的逾期情況。於2019年12月31日，本集團並無應收賬款逾期(2018年：無)。本集團一般於移交物業前向買方收取全數款項。就尚未悉數結付銷售款項的按揭銷售而言，本集團將不會移交物業予客戶，除非收到來自提供按揭之銀行的確認書，確認有關按揭已獲批准。此外，本集團僅於收到全數銷售所得款項後，方會將物業業權移交客戶。因此，本集團認為預計無法收回應收賬款的機會很低，年內並無就應收賬款確認壞賬撥備。

就其他應收賬款及應收關聯方款項而言，本集團已根據十二個月預期虧損法評定預期信用損失並不重大，因此年內並無確認壞賬撥備。

除附註30所載本集團作出的財務擔保外，本集團並無給予任何其他擔保致使本集團面臨信貸風險。

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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long terms.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the end of the reporting period) and the earliest date the Group can be required to pay.

For bank loans subject to repayment on demand clause which can be exercised at the bank's sole discretion, the maturity analysis shows the cash outflow based on expected repayment dates with reference to the schedule of repayments set out in the banking facilities letter and, separately, the impact to the timing of the cash outflow if the lenders were to invoke unconditional rights to call the loans with immediate effect.

28 金融風險管理及金融工具公平值(續)

(b) 流動性風險

本集團的政策是經常監察流動資金需求以及是否符合借款契約規定，確保維持充裕的現金儲備，同時獲得主要金融機構承諾提供足夠的備用資金，以應付長短期流動資金需求。

下表詳載報告期末本集團金融負債的剩餘合約到期日，乃基於合約未貼現現金流量(包括按照合約利率計算的利息付款，若為浮動利率，則根據報告期末的現行利率計算)和本集團的最早償還日計算。

對於銀行可全權酌情要求償還的銀行貸款，到期分析顯示參考銀行融資函所載還款計劃基於預期償還日期的現金流出及借款人行使無條件權利要求立即還款對現金流出時間的影響。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk (Continued)

28 金融風險管理及金融工具公平值
(續)

(b) 流動性風險 (續)

		Contractual undiscounted cash outflow 合約未貼現現金流出				
		Total contractual Carrying amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	
		Carrying amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	
		賬面值	須按要求償還	但兩年以內	但五年以內	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2019	於2019年12月31日					
Bank loans	銀行貸款	313,102	333,549	183,648	128,050	21,851
Trade and other payables (exclude the financial guarantee)	貿易及其他應付款項 (不包括財務擔保)	538,351	538,351	538,351	—	—
Amounts due to related parties (non-current portion)	應付關聯方款項 (非流動部分)	70,653	76,247	—	—	76,247
		922,106	948,147	721,999	128,050	98,098
Adjustments to present cash flows on bank loans based on lender's right to demand repayment	基於貸款人要求還款的 銀行貸款調整當前 現金流		(5,261)	144,640	(128,050)	(21,851)
			942,886	866,639	—	76,247
Financial guarantee issued: Maximum amount guaranteed (note 30)	已發出的財務擔保： 最高擔保金額(附註30)	8,898	881,161	66,237	814,924	—

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS** (Continued)**(b) Liquidity risk** (Continued)**28 金融風險管理及金融工具公平值** (續)**(b) 流動性風險** (續)

		Contractual undiscounted cash outflow 合約未貼現現金流出				
		Total contractual undiscounted cash flow 合約未貼現現金流量總額	Within 1 year or on demand 一年內或須按求償還	More than 1 year but less than 2 years 一年以上但兩年以內	More than 2 years but less than 5 years 兩年以上但五年以內	More than 5 years 五年以上
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2018	於2018年12月31日					
Bank loans	銀行貸款	548,414	585,017	310,432	166,887	107,698
Trade and other payables (exclude the financial guarantee)	貿易及其他應付款項 (不包括財務擔保)	662,246	662,246	662,246	—	—
Amounts due to related parties (non-current portion)	應付關聯方款項 (非流動部分)	67,145	76,247	—	—	76,247
		1,277,805	1,323,510	972,678	166,887	183,945
Adjustments to present cash flows on bank loans based on lender's right to demand repayment	基於貸款人要求還款的銀行貸款調整當前現金流		(14,933)	259,652	(166,887)	(107,698)
			1,308,577	1,232,330	—	76,247
Financial guarantee issued: Maximum amount guaranteed (note 30)	已發出的財務擔保：最高擔保金額(附註30)	6,790	437,401	30,575	30,659	376,167

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank loans and cash at bank issued at variable rates that expose the Group to cash flow interest rate risk. The Group does not use financial derivatives to hedge against the interest rate risk. The Group defines "net borrowings" as being interest-bearing financial liabilities less interest-bearing investments. The Group's interest rate profile as monitored by management is set out in (i) below.

(c) 利率風險

本集團的利率風險主要源於按浮動利率授出的銀行貸款及銀行現金，使本集團承受現金流利率風險。本集團並無使用金融衍生工具對沖利率風險。本集團將「淨借貸」定義為計息金融負債減計息投資。管理層監控的本集團利率情況載於下文(i)。

(Expressed in Renminbi unless otherwise indicated)
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28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Interest rate risk (Continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's interest-generating financial assets and interest-bearing financial liabilities at the end of reporting period:

		2019 2019年 Effective interest rate 實際利率	RMB'000 人民幣千元	2018 2018年 Effective interest rate 實際利率	RMB'000 人民幣千元
Financial assets with fixed interest rate:	固定利率金融資產：				
Cash at bank	銀行現金	2.58%/2.75%	80,622	—	—
Financial assets and liabilities with variable interest rate:	浮動利率金融資產及負債：				
Cash at bank	銀行現金	0.01%–2.03%	651,206	0.1%–0.3%	1,106,332
Pledged and restricted deposits	已抵押及受限制存款	0.3%	402,964	0.3%	487,013
Less: Bank loans	減：銀行貸款	110% and 130% of RMB Loan Benchmark Rate or at one-year LPR plus 1.2% per annum 人民幣貸款基準利率的110%及130%或一年期貸款市場報價利率加年息1.2%	(313,102)	110% and 130% of RMB Loan Benchmark Rate or HIBOR plus 4% per annum 人民幣貸款基準利率的110%及130%或香港銀行同業拆息加4%的年利率	(548,414)
Total	總額		821,690		1,044,931

28 金融風險管理及金融工具公平值(續)

(c) 利率風險(續)

(i) 利率概況

下表詳列本集團於報告期末產生利息的金融資產及計息金融負債的利率概況：

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31 December 2019, if the interest rate increased by 50 basis points, with all other variables held constant, the Group's profit after tax and retained profits would have increased by approximately RMB2,779,000 (2018: the Group's profit after tax and retained profits increased by approximately RMB3,918,000). And if the interest rate decreased by 50 basis points, with all other variables held constant, the Group's profit after tax and retained profits would have decreased by approximately RMB1,906,000 (2018: the Group's profit after tax and retained profits decreased by approximately RMB1,223,000).

In respect of the net exposure to cash flow interest rate risk arising from floating cash at bank and bank loans held by the Group at the end of the reporting period, the impact on the Group's profit after tax and total equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on a same basis for 2018.

The sensitivity analysis above assumes that the change in interest rates had occurred at the end of the reporting period and had been applied to all floating rate bank loans and cash at bank, without taking into account the impact of interest capitalisation.

(d) Currency risk

The Group is not exposed to significant foreign currency risk since financial assets and liabilities denominated in currencies other than the functional currencies of the Group are not significant.

28 金融風險管理及金融工具公平值(續)

(c) 利率風險(續)

(ii) 敏感度分析

於2019年12月31日，倘利率上升50個基點，而所有其他變數維持不變，本集團除稅後溢利及保留溢利將增加約人民幣2,779,000元(2018年：本集團除稅後溢利及保留溢利增加約人民幣3,918,000元)。倘利率下降50個基點，而所有其他變數維持不變，本集團除稅後溢利及保留溢利將減少約人民幣1,906,000元(2018年：本集團除稅後溢利及保留溢利減少約人民幣1,223,000元)。

就本集團於報告期末所持有浮息銀行現金及銀行貸款產生的現金流利率風險之淨風險水平，本集團除稅後溢利及總權益受到的影響估計為上述利率變動對利息開支或收入的年化影響。分析基準與2018年所採用者相同。

上述敏感度分析假定利率在報告期末變動，且已應用於所有的浮息銀行貸款及銀行現金，並無計及利率資本化的影響。

(d) 貨幣風險

本集團並無承受重大外匯風險，乃由於以本集團功能貨幣以外貨幣計值的金融資產及負債並不重大。

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(除另有訂明外，以人民幣列示)

28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(e) Fair values

(i) Financial instruments measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

In 2019, there were no transfers among Level 1, Level 2 and Level 3 (2018: nil).

28 金融風險管理及金融工具公平值(續)

(e) 公平值

(i) 按公平值計量的金融工具

公平值層級

下表按《香港財務報告準則》第13號公平值計量所界定的三個公平值層級，列示本集團金融工具於報告期末經常計量的公平值。公平值計量所歸入的層級參照估值技術所用輸入參數的可觀察性及重要性釐定，具體如下：

- 第1層級 僅使用第1級輸入估值：參數(即於計量日期相同資產或負債於活躍市場的報價(未經調整))計量的公平值
- 第2層級 使用第2級輸入參數(即不符合第1級標準的可觀察輸入參數，而且不使用重要不可觀察參數)計量的公平值。不可觀察輸入參數指缺乏市場數據的輸入參數
- 第3層級 使用重要不可觀察輸入參數計量的公平值

2019年，第1級、第2級及第3級之間並無轉移(2018年：無)。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**28 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS** (Continued)**(e) Fair values** (Continued)**(ii) Fair value of financial assets and liabilities carried at other than fair value**

The carrying amount of the Group's financial instruments carried at amortised cost are not materially different from their fair value as at 31 December 2019, except the amounts due to related parties which are interest-free, unsecured and repayable on demand. Given these terms it is not meaningful to quantify their fair value and therefore they are stated at cost.

29 COMMITMENTS

Capital commitments outstanding at 31 December 2019 not provided for in the financial statements were as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Contracted for:	已訂約：		
Construction and development contracts	建築及發展合約	617,903	560,053

Commitments mainly related to development costs for the Group's properties under development.

28 金融風險管理及金融工具公平值 (續)**(e) 公平值** (續)**(ii) 並非按公平值列賬的金融資產及負債的公平值**

2019年12月31日，本集團按攤銷成本列賬的金融工具的賬面值與其公平值並無重大差異，惟應付關聯方款項為免息、無抵押及須按要求償還。鑑於該等條款，其公平值之量化並無意義，因此該等款項以成本列賬。

29 承擔

未於財務報表撥備的2019年12月31日尚未支付資本承擔如下：

承擔主要與本集團建設中物業的發展成本有關。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

30 CONTINGENT LIABILITIES

- (i) During the year ended 31 December 2019, the Group has issued guarantees to banks to secure the mortgage arrangements of certain property buyers. The outstanding guarantees to the banks, amounting to RMB765,881,000 as at 31 December 2019 (2018: RMB566,978,000), will be terminated upon the completion of transferring the legal title of the properties to the property buyers. The directors consider loss arising from these guarantees as a result of default payment by customers to be insignificant, as the banks have the rights to sell the property and recover the outstanding loan balance from sales proceeds. The Group has not recognised any deferred income in respect of these guarantees as their fair values are considered to be insignificant.
- (ii) During the year ended 31 December 2019, the Group provided guarantee to secure the bank loan borrowed by a joint venture of the Group (see note 31(e)). The total banking facility secured by this guarantee was RMB1,450,000,000 (2018: RMB1,450,000,000) and the outstanding loan balance was RMB779,900,000 as at 31 December 2019 (2018: RMB360,000,000). The bank loan is also jointly guaranteed by another shareholder of the joint venture and secured by the inventories of the joint venture. Deferred income in respect of the financial guarantee issued is disclosed in note 24.

30 或然負債

- (i) 截至2019年12月31日止年度，本集團就若干買家按揭貸款購置物業向銀行提供擔保。於2019年12月31日，未了結銀行擔保為人民幣765,881,000元(2018年：人民幣566,978,000元)，有關擔保將於物業法定業權轉讓予買家後終止。董事認為，本集團不會因買家拖欠款項而蒙受重大損失，原因是倘買家拖欠款項，銀行有權出售物業，以出售所得款項抵償未償還貸款結餘。本集團尚未就該等擔保確認任何遞延收入，因為認為其公平值微不足道。
- (ii) 截至2019年12月31日止年度，本集團就合營公司銀行借貸提供擔保(見附註31(e))。於2019年12月31日，該擔保下的銀行融資總額為人民幣1,450,000,000元(2018年：人民幣1,450,000,000元)，未償還貸款結餘為人民幣779,900,000元(2018年：人民幣360,000,000元)。銀行貸款亦由合營公司的另一股東共同擔保，以合營公司的存貨作抵押。已發出的財務擔保的遞延收入於附註24披露。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

31 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere, the Group entered into the following material related party transactions.

(a) Transactions with key management personnel

Remuneration for key management personnel of the Group is as follows:

31 重大關聯方交易

除其他章節所披露之關聯方資料外，本集團訂立以下重大關聯方交易。

(a) 與主要管理層人員的交易

本集團主要管理層人員的薪酬如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	7,888	5,432
Retirement scheme contributions	退休計劃供款	77	62
Share-based payment	以股份為基礎的付款	2,628	—
		10,593	5,494

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

31 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with related parties

31 重大關聯方交易(續)

(b) 與關聯方的交易

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Lease of properties*	物業租賃*		
— an entity controlled by controlling shareholder of the Company	— 本公司控股股東控制的實體	71	132
Disposal of an investment property*	出售投資物業*		
— an entity controlled by controlling shareholder of the Company	— 本公司控股股東控制的實體	—	1,335
Accommodation services received*	已接受住宿服務*		
— an entity controlled by controlling shareholder of the Company	— 本公司控股股東控制的實體	(1,687)	(1,140)
Purchase of goods*	購買貨品*		
— an entity controlled by controlling shareholder of the Company	— 本公司控股股東控制的實體	(107)	(158)
Property management services received	已接受物業管理服務		
— other related party (note 1)	— 其他關聯方(附註1)	—	(1,261)

Note 1: This entity was owned by a minority shareholder and a director of the Company. It ceased to be a related party of the Group since it was disposed of by the minority shareholder and the director to an independent third party during the year ended 31 December 2018.

附註1：該實體曾由一名少數股東及一名本公司董事擁有，於截至2018年12月31日止年度被該名少數股東及董事出售予獨立第三方，因此不再為本集團之關聯方。

* These related party transactions constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However these transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they fall into the definition of de minimis transactions under Listing Rule 14A.76(1).

* 該等關聯方交易屬上市規則第14A章所指關連交易或持續關連交易。然而，由於該等交易屬於上市規則第14A.76(1)條界定的符合最低豁免水平的交易，故獲豁免遵守上市規則第14A章的披露規定。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)**31 MATERIAL RELATED PARTY TRANSACTIONS (Continued)****(c) Balances with related parties**

Balances with related parties as at 31 December 2019 are detailed as follows:

Amounts due from related parties recorded in other receivables and interests in associates and joint ventures:

Non-trade in nature

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amounts due from associates#	應收聯營公司款項#	108,768	108,291
Amounts due from joint ventures	應收合營公司款項	59,456	58,440
		168,224	166,731

31 重大關聯方交易(續)**(c) 與關聯方的結餘**

於2019年12月31日與關聯方的結餘詳列如下：

記錄於其他應收款項及於聯營公司及合營公司之權益的應收關聯方款項：

非貿易性質

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

31 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties (Continued)

Non-trade in nature (Continued)

Amounts due to related parties recorded in other payables:

Non-trade in nature (note 21(c))

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amount due to minority shareholders [#]	應付少數股東款項 [#]	308,093	381,314
Amount due to controlling shareholder	應付控股股東款項	36,739	34,915
Amount due to entities controlled by controlling shareholder of the Company	應付本公司控股股東所控制實體款項	113	78
		344,945	416,307

[#] Financial assistance provided to or received from related parties constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However those transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules for the following reasons: (i) such financial assistance is on normal commercial terms or better, and/or (ii) no security over our assets is granted in respect of such financial assistance under Rule 14A.90.

31 重大關聯方交易(續)

(c) 與關聯方的結餘(續)

非貿易性質(續)

記錄於其他應付款項的應付關聯方款項：

非貿易性質(附註21(c))

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amount due to minority shareholders [#]	應付少數股東款項 [#]	308,093	381,314
Amount due to controlling shareholder	應付控股股東款項	36,739	34,915
Amount due to entities controlled by controlling shareholder of the Company	應付本公司控股股東所控制實體款項	113	78
		344,945	416,307

[#] 提供予關聯方或關聯方提供的財務援助屬上市規則第14A章所指關連交易或持續關連交易，但該等交易獲豁免遵守上市規則第14A章的披露規定，理由如下：(i) 該等財務援助按一般商業條款或更佳條款訂立；及/或(ii)概無就該等財務援助授出第14A.90條所指的資產抵押。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

31 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(d) Bank loans guaranteed by related parties

As at 31 December 2019, the secured bank loan of RMB103,362,000 (2018: RMB96,316,000) was guaranteed by a minority shareholder.

(e) Guarantee issued to related party

As at 31 December 2019, the Group provided guarantee to secure the loan borrowed by the Group's joint venture, Huizhou Well Kong. The total banking facility granted to Huizhou Well Kong is RMB1,450,000,000 (2018: RMB1,450,000,000) and the outstanding bank loan balance as at 31 December 2019 amounted to RMB779,900,000 (2018: RMB360,000,000). Deferred income in respect of the financial guarantee issued is disclosed in note 24.

31 重大關聯方交易(續)

(d) 關聯方擔保的銀行貸款

於2019年12月31日，人民幣103,362,000元(2018年：人民幣96,316,000元)的有抵押銀行貸款由一名少數股東擔保。

(e) 關聯方擔保

於2019年12月31日，本集團就合營公司惠州惠港的借貸提供擔保。授予惠州惠港的銀行融資總額為人民幣1,450,000,000元(2018年：人民幣1,450,000,000元)，2019年12月31日的未償還銀行貸款結餘為人民幣779,900,000元(2018年：人民幣360,000,000元)。有關已發出的財務擔保的遞延收入於附註24披露。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

32 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

32 公司層面財務狀況表

		Note 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		139	227
Investments in subsidiaries	於附屬公司的投資	14	569,330	544,876
Interest in joint venture	於合營公司的權益		44	—
			569,513	545,103
Current assets	流動資產			
Prepayments	預付款項		250	19
Cash and cash equivalents	現金及現金等價物		83,635	193,311
			83,885	193,330
Current liabilities	流動負債			
Bank loan	銀行貸款		—	87,620
Other payables	其他應付款項		76	8,119
			76	95,739
Net current assets	流動資產淨值		83,809	97,591
NET ASSETS	資產淨值		653,322	642,694
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	27(b)	6,605	6,605
Reserves	儲備		646,717	636,089
TOTAL EQUITY	權益總額		653,322	642,694

Approved and authorised for issue by the board of directors on 30 March 2020.

董事會已於2020年3月30日批准及授權刊發。

On behalf of the board

代表董事會

Wong Ting Chung

王庭聰

Director

董事

Lau Ka Keung

樓家強

Director

董事

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

33 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

- (a) On 9 January 2020, Lucky Win Limited, a wholly owned subsidiary of the Company, entered into a memorandum of understanding (the “MOU”) with an independent third party (the “Partner”), pursuant to which, Lucky Win Limited and the Partner intended to cooperate in the acquisition of 100% equity interest in a company incorporated in the PRC (the “Target Company”), which owns four land parcels in Shenzhen. The MOU is effective for one year from the date of the MOU. During its term of the MOU, the Partner cannot procure any other third party to acquire the Target Company. In consideration of the exclusive negotiation right, an amount of RMB93 million earnest money was paid by the Group to the Partner on 9 January 2020. There is no binding cooperation agreement signed as at the date of this report.
- (b) The coronavirus outbreak since early 2020 has brought about additional uncertainties in the Group’s operating environment and has impacted the Group’s operations and financial position. The Group has been closely monitoring the impact of the developments on the Group’s businesses and has put in place contingency measures. These contingency measures include: setting out guidelines about prevention of coronavirus outbreak on construction sites and sending them to all site managers; assessing our contractors’ readiness for resumption of construction work on sites; monitoring cash flows and negotiating with suppliers to postpone construction payments; negotiating with customers on delivery timetable. The Group will keep our contingency measures under review as the situation evolves.

33 非調整報告期後事件

- (a) 於2020年1月9日，本公司的全資附屬公司Lucky Win Limited與獨立第三方(「合作夥伴」)訂立諒解備忘錄(「諒解備忘錄」)，據此，Lucky Win Limited及合作夥伴擬合作收購一間於中國註冊成立的公司(「目標公司」，擁有深圳的四塊土地)的100%股權。諒解備忘錄自諒解備忘錄日期起生效，為期一年。在諒解備忘錄期限內，合作夥伴不得促使任何其他第三方收購目標公司。考慮到獨家談判權，本集團已於2020年1月9日向合作夥伴支付誠意金人民幣93百萬元。截至本報告日期，概無簽訂具約束力的合作協議。
- (b) 2020年初爆發的冠狀病毒已給本集團的經營環境帶來額外的不確定因素，且已影響本集團的經營及財務狀況。本集團一直密切監察病毒發展趨勢對本集團業務的影響，且已採取應急措施。該等應急措施包括：制定預防建築地盤爆發冠狀病毒的指引並將指引提供給所有工地經理、評估承建商恢復工程的就位情況、監管現金流量並與供應商協商延遲工程付款；與客戶協商交貨時間表等。本集團將根據情況變化隨時檢討應急措施。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

33 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD (Continued)

(c) On 20 December 2019, the Group announced that due to a fire accident happened in a temporary construction worker dormitory adjacent to the site of Million Cities Legend Phase 2, the delivery of Million Cities Legend Phase 2 to our customers was expected to be postponed to the first quarter of 2020. All construction works in China were suspended during February 2020 in order to contain the spread of COVID-19. As a result, the Group expected the delivery of Million Cities Legend Phase 2 will be further postponed to second quarter of 2020. The Group has proactively communicated about the foreseeable delay with our customers and does not consider there would be material claims from our customers.

34 PRINCIPAL SUBSIDIARIES

The particulars of the principal subsidiaries as at 31 December 2019 are set out below:

33 非調整報告期後事件(續)

(c) 2019年12月20日，本集團宣佈由於萬城名座二期地盤附近臨時建築工人宿舍發生火災，向客戶交付萬城名座二期將延遲至2020年第一季。所有位於中國的建築工程於2020年2月暫停，以遏止2019冠狀病毒傳播。因此，本集團預計萬城名座二期的交付時間將進一步延遲至2020年第二季。本集團已積極就可預見之延期與客戶溝通，且認為不會出現客戶的重大索償。

34 主要附屬公司

截至2019年12月31日，主要附屬公司的詳情列載如下：

Company name 公司名稱	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Particulars of issued and paid-in capital 已發行及 繳足股本詳情	Proportion of ownership interest 擁有權益比例		Principal activity 主要活動
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Million Cities Development Limited 萬城發展有限公司	4 August 2016 BVI 2016年8月4日 英屬維爾京群島	USD10 10美元	100%	—	Investment holding 投資控股
Million Cities (Int'l) Limited 萬城(國際)有限公司	29 May 2007 Hong Kong 2007年5月29日 香港	HKD100 100港元	—	100%	Investment holding 投資控股
Winnermax Holdings Limited 恒威控股有限公司	22 March 2006 BVI 2006年3月22日 英屬維爾京群島	USD10 10美元	—	100%	Investment holding 投資控股

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

34 PRINCIPAL SUBSIDIARIES (Continued)

34 主要附屬公司(續)

Company name 公司名稱	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Particulars of issued and paid-in capital 已發行及 繳足股本詳情	Proportion of ownership interest 擁有權益比例		Principal activity 主要活動
			Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
China Field Investment Limited 漢基投資有限公司	17 January 2003 Hong Kong 2003年1月17日 香港	HKD100 100港元	—	100%	Investment holding 投資控股
Cheer Happy (H.K.) Limited 怡展(香港)有限公司	22 April 2005 Hong Kong 2005年4月22日 香港	HKD100 100港元	—	100%	Investment holding 投資控股
China Lands Investments Limited 中國大地投資有限公司	7 February 2011 Hong Kong 2011年2月7日 香港	HKD10,000 10,000港元	—	55%	Investment holding 投資控股
Join Kong (H.K.) Limited 津港(香港)有限公司	23 June 2010 Hong Kong 2010年6月23日 香港	HKD10,000 10,000港元	—	55%	Investment holding 投資控股
Maxway (H.K.) Limited 明威(香港)有限公司	15 March 2019 Hong Kong 2019年3月15日 香港	HKD 1 1港元	—	50%	Investment holding 投資控股

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

34 PRINCIPAL SUBSIDIARIES (Continued)

34 主要附屬公司(續)

Company name 公司名稱	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Particulars of issued and paid-in capital 已發行及 繳足股本詳情	Proportion of ownership interest 擁有權權益比例		Principal activity 主要活動
			Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Million Cities Construction (China) Co., Ltd. 萬城建設(中國)有限公司*	15 December 2016 PRC 2016年12月15日 中國	RMB50,000,000 人民幣50,000,000元	—	100%	Investment holding 投資控股
Huizhou Million Cities Enterprise Management Co., Ltd. 惠州萬城企業管理策劃有限公司*	31 May 2018 PRC 2018年5月31日 中國	RMB10,000,000 人民幣10,000,000元	—	100%	Investment holding 投資控股
Huizhou Yuefu Real Estate Co., Ltd. 惠州市悅富房地產有限公司*	29 April 2006 PRC 2006年4月29日 中國	RMB38,000,000 人民幣38,000,000元	4.99%	90.4%	Property development 物業發展
Huizhou China Field Real Estate Development Co., Ltd. 惠州漢基房地產開發有限公司*	8 April 2003 PRC 2003年4月8日 中國	HKD68,000,000 68,000,000港元	—	100%	Property development 物業發展
Huizhou Cheer Happy Real Estate Development Co., Ltd. 惠州怡展房地產開發有限公司*	6 April 2006 PRC 2006年4月6日 中國	USD12,000,000 12,000,000美元	—	100%	Property development 物業發展
Huizhou Million Cities Real Estate Development Co., Ltd. 惠州市萬城房地產開發有限公司*	10 May 2001 PRC 2001年5月10日 中國	RMB52,500,000 人民幣52,500,000元	5%	49.5%	Property development 物業發展

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

34 PRINCIPAL SUBSIDIARIES (Continued)

34 主要附屬公司(續)

Company name 公司名稱	Date and place of incorporation/ establishment 註冊成立/ 成立日期及地點	Particulars of issued and paid-in capital 已發行及 繳足股本詳情	Proportion of ownership interest 擁有權益比例		Principal activity 主要活動
			Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Million Cities Jianji Real Estate (Tianjin) Co., Ltd. 萬城建基置業(天津)有限公司*	18 August 2010 PRC 2010年8月18日 中國	USD70,000,000 70,000,000美元	—	55%	Property development 物業發展
Guangdong Hongtuo Construction Co., Ltd. 廣東弘拓建設有限公司**	21 September 2018 PRC 2018年9月21日 中國	RMB40,080,000 人民幣40,080,000元	—	50%	Construction services 建築服務

* These entities are PRC limited liability companies. The English translation of the company names is for reference only. The official names of the companies are in Chinese.

* 該等實體為中國有限責任公司。公司英文譯名僅供參考，中文名為官方名稱。

The Group acquired this entity in July 2019 at a consideration of RMB3,680,000. The identifiable assets and liabilities of this entity at the acquisition date mainly included cash and cash equivalent of RMB9,125,000, property, plant and equipment and other non-current assets of RMB6,078,000, other current assets of RMB149,000 and trade and other payables of RMB11,672,000.

本集團於2019年7月以代價人民幣3,680,000元收購該實體。該實體於收購日的可識別資產與負債主要包括現金及現金等價物人民幣9,125,000元、物業、廠房及設備及其他非流動資產人民幣6,078,000元、其他流動資產人民幣149,000元及貿易及其他應付款項人民幣11,672,000元。

(Expressed in Renminbi unless otherwise indicated)
(除另有訂明外，以人民幣列示)

35 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2019, the directors consider the immediate parent of the Group to be Fortune Speed Investments Limited which was incorporated in the BVI and ultimate controlling party of the Group to be Happy Family Trust. Fortune Speed Investments Limited does not produce financial statements available for public use.

36 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

Up to the date of issue of the financial statements, the HKICPA has issued a number of amendments and a new standards, HKFRS 17, Insurance contracts, which are not yet effective for the year ended 31 December 2019 and which have not been adopted in the financial statements. These developments includes the following which may be relevant to the Group.

35 直接及最終控股方

2019年12月31日，董事認為本集團直接母公司為於英屬維爾京群島註冊成立之瑞迅投資有限公司，本集團的最終控股方則為庭槐信託。瑞迅投資有限公司並無編製可供公眾使用之財務報表。

36 截至2019年12月31日止年度已頒佈但尚未生效的修訂、新訂準則及詮釋的可能影響

截至財務報表刊發日期，香港會計師公會已頒佈多項修訂及一項新訂準則《香港財務報告準則》第17號，保險合約，但截至2019年12月31日止年度尚未生效，亦無於財務報表採用。該等發展包括可能與本集團相關的以下各項。

**Effective for
accounting periods
beginning on or after
於以下日期或之後開始
的會計期間生效**

Amendments to HKFRS 3, <i>Definition of a business</i> 《香港財務報告準則》第3號的修訂 — 業務的定義	1 January 2020 2020年1月1日
Amendments to HKAS 1 and HKAS 8, <i>Definition of material</i> 香港會計準則第1號及香港會計準則第8號的修訂 — 重大的定義	1 January 2020 2020年1月1日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估首次應用該等修訂的預期影響。至目前為止，結論為應用該等修訂不大可能對綜合財務報表產生重大影響。

FINANCIAL SUMMARY

財務摘要

RESULTS

業績

		Year ended 31 December 截至12月31日止年度				
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Revenue	收入	354,284	567,827	973,093	894,784	58,482
Cost of sales	銷售成本	(221,286)	(305,001)	(767,680)	(668,116)	(42,881)
Gross profit	毛利	132,998	262,826	205,413	226,668	15,601
Profit before taxation	除稅前溢利	58,836	188,294	141,387	186,643	6,368
Income tax	所得稅	(41,168)	(110,475)	(64,610)	(55,676)	(13,028)
Profit attributable to equity shareholders of the Company	本公司權益股東應佔溢利	17,954	33,375	38,592	68,007	418

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於12月31日				
		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元	2015 2015年 RMB'000 人民幣千元
Non-current assets	非流動資產	267,605	247,978	223,848	63,040	51,289
Current assets	流動資產	3,597,996	3,532,245	1,660,542	1,964,364	1,800,409
Total assets	總資產	3,865,601	3,780,223	1,884,390	2,027,404	1,851,698
Total equity	權益總額	924,883	906,299	267,935	144,149	55,395
Non-current liabilities	非流動負債	104,630	102,709	6,157	4,950	4,322
Current liabilities	流動負債	2,836,088	2,771,215	1,610,298	1,878,305	1,791,981
Total liabilities	負債總額	2,940,718	2,873,924	1,616,455	1,883,255	1,796,303
Total equity and liabilities	權益及負債總額	3,865,601	3,780,223	1,884,390	2,027,404	1,851,698
Net current assets	流動資產淨值	761,908	761,030	50,244	86,059	8,428

GLOSSARY

詞彙

“AGM” 「股東週年大會」	the annual general meeting of the Company 股東週年大會
“Audit Committee” 「審計委員會」	the audit committee of the Board 董事會轄下的審計委員會
“Board” 「董事會」	the board of Directors 董事會
“CG Code” 「企業管治守則」	the code provisions in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載企業管治守則及企業管治報告的守則條文
“Cheer Happy” 「怡展」	Cheer Happy (H.K.) Limited 怡展(香港)有限公司
“Company” or “the Company” 「本公司」	Million Cities Holdings Limited 萬城控股有限公司
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Executive Committee” 「執行委員會」	the executive committee of the Board 董事會執行委員會
“GDP” 「本地生產總值」	Gross domestic product 本地生產總值
“GFA” 「建築面積」	gross floor area 建築面積
“Group” or “the Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” 「港元」	Hong Kong Dollar, the lawful currency of Hong Kong 香港法定貨幣港元
“Huizhou Cheer Happy” 「惠州怡展」	Huizhou Cheer Happy Real Estate Development Company Limited* 惠州怡展房地產開發有限公司
“Huizhou China Field” 「惠州漢基」	Huizhou China Field Real Estate Development Company Limited* 惠州漢基房地產開發有限公司

“IPO” 「首次公开发售」	initial public offering 首次公开发售
“Join Kong” 「津港」	Join Kong (H.K.) Limited 津港(香港)有限公司
“Listing” 「上市」	listing of the shares of the Company on the Main Board of the Stock Exchange 本公司股份於聯交所主板上市
“Listing Date” 「上市日期」	20 December 2018, the date on which the shares of the Company were listed and from which dealings therein were permitted to take place on the Main Board of the Stock Exchange 2018年12月20日，為本公司股份獲准於聯交所主板上市及買賣的日期
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Main Board” 「主板」	the Main Board of the Stock Exchange 聯交所主板
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄十所載上市發行人董事進行證券交易的標準守則
“Nameson” 「南旋」	Nameson Holdings Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1982) and was owned by Happy Family Trust as to approximately 65.87% and Mr. Wong Ting Chung as to approximately 8.84% as at the date of this report, is a connected person of the Company 南旋控股有限公司，一間於開曼群島註冊成立的公司，其股份於聯交所主板上市(股份代號：1982)，於本報告日期由庭槐信託及王庭聰先生分別擁有約65.87%及約8.84%，為本公司的關連人士
“Nameson Group” 「南旋集團」	Nameson Holdings Limited and its subsidiaries 南旋控股有限公司連同其附屬公司
“Nomination Committee” 「提名委員會」	the nomination committee of the Board 董事會轄下的提名委員會
“PRC” or “China” 「中國」	the People’s Republic of China 中華人民共和國
“Prospectus” 「招股章程」	the prospectus of the Company dated 10 December 2018 2018年12月10日本公司招股章程

GLOSSARY (CONTINUED)

詞彙 (續)

“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 董事會轄下的薪酬委員會
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
“SFC” 「證監會」	the Securities and Futures Commission 證券及期貨監察事務委員會
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time 香港法例第571章證券及期貨條例，經不時修訂、補充或以其他方式修改
“Share Option Scheme” 「購股權計劃」	the share option scheme of the Company approved and adopted on 26 November 2018 於2018年11月26日獲批准及採納之本公司購股權計劃
“sq. m.” 「平方米」	square metres 平方米
“Stock Exchange” 「聯交所」	the Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Tianjin Jianji” 「天津建基」	Million Cities Jianji Real Estate (Tianjin) Company Limited* 萬城建基置業(天津)有限公司
“United States” 「美國」	the United States of America 美利堅合眾國

* The company does not have an official English name. The English translation of the company name is for reference only.

該公司並無官方英文名，其英譯名僅供參考。



萬城

MILLION CITIES

<http://www.millioncities.com.cn>

Hong Kong Office 香港辦事處

Million Cities Holdings Limited (Hong Kong Office)
萬城控股香港辦事處

Address 地址 : Unit D, 21/F., Block 1, Tai Ping Industrial Centre,
57 Ting Kok Road, Tai Po, New Territories, Hong Kong
香港新界大埔汀角路57號太平工業中心第一座21樓D室

Tel 電話 : (852) 2689-1999

Fax 傳真 : (852) 2689-1882

China Office 國內辦事處

Million Cities Holdings Limited (China Office)
萬城控股國內辦事處

Address 地址 : Plant No.5, 8 Longhe East Road,
Shuikou Street Office, Huicheng District, Huizhou City, the PRC
中國惠州市惠城區水口街道辦事處龍和東路8號 (5號廠房)

Tel 電話 : (86) 752-331-6668

Fax 傳真 : (86) 752-331-6777