



茂業國際控股有限公司
MAOYE INTERNATIONAL 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 : 848)

2020

ANNUAL
REPORT
年度報告



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CORPORATE PROFILE

公司簡介

Maoye International Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands with limited liability on 8 August 2007. The Company and its subsidiaries (the “**Group**”) are principally engaged in the operation and management of department stores and property development in the People’s Republic of China (the “**PRC**”). The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 5 May 2008 (the “**Listing Date**”).

With a unique operation model of “retail + commercial property”, the Group has been growing rapidly since its establishment, and has achieved scale expansion across the country by duplicating this model. Supported by lands acquired at low costs, the Group uses its physical retail to nurture property, building a closed ecological cycle in which its core business supplements and supports each other.

Since Shenzhen Dongmen store, the first store of the Group, opened in 1997, the Group has been concentrating on development and careful planning for over 20 years, and leveraging its strong competitiveness and reform and innovation keeping pace with times, the leading position of the Group in Southern China has been strengthened step by step. The Group has also further expanded into the most developed markets with the fastest growth rate in Eastern China, Southwestern China and Northern China, becoming the industry leader in numbers of regions. As at 31 December 2020, the Group had 48 stores with total gross floor area of approximately 2.958 million sq.m., of which self-owned properties accounted for 78.43% in gross floor area. The major cities under its coverage include Shenzhen and Zhuhai in Guangdong; Chengdu, Nanchong and Mianyang in Sichuan; Chongqing; Wuxi, Yangzhou, Taizhou, Nanjing and Huai’an in Jiangsu; Zibo, Laiwu and Heze in Shandong; Qinhuangdao and Baoding in Hebei; Shenyang and Jinzhou in Liaoning; Taiyuan in Shanxi; and Hohhot and Baotou in Inner Mongolia.

The Group actively grasps the development trend of medium-to-high end physical retail in China, empowers new retail through the integration of online and offline advantages and opening up upstream and downstream channels to create new offline consumption experience featuring multi-scenario and high efficiency at all times, and strives to achieve the transformation from traditional department store retail to new retail.

This annual report, in both English and Chinese versions, is available on the Company’s website at www.maoye.cn.

Shareholders may at any time change their choice of language(s) (either English only or Chinese only or both languages) of the corporate communications of the Company (including but not limited to annual reports, interim reports and circulars) by sending reasonable prior notice in writing to the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.

Shareholders who have chosen to receive the Company’s corporate communications in either English or Chinese version will receive both English and Chinese versions of this annual report since both languages are bound together into one booklet.

茂業國際控股有限公司（「**本公司**」）為於2007年8月8日在開曼群島註冊成立的有限責任公司。本公司及其附屬公司（「**本集團**」）主要在中華人民共和國（「**中國**」）經營及管理百貨店和物業發展業務。本公司之股份於2008年5月5日（「**上市日**」）在香港聯合交易所有限公司（「**聯交所**」）主板上市。

本集團自成立以來，以獨有的「零售+商業地產」模式迅速崛起，並在全國範圍內實現規模化複製擴張。本集團以低成本拿地鋪路，實體零售商業反哺，打造核心業務互補互助的生態閉環。

自1997年第一家門店深圳東門店開業以來，本集團歷經20多年潛心發展及審慎佈局，憑藉自身強大的競爭力及與時俱進的改革創新，逐步夯實於華南區域的領先地位，並深入拓展至中國經濟最發達、發展速度最快的華東、西南、北方區域腹地市場，成為多個區域內的行業龍頭。截至2020年12月31日，本集團擁有門店數達48家，總建築面積約295.8萬平方米，其中自有物業面積佔比達78.43%，覆蓋的重點城市包括廣東深圳和珠海；四川成都、南充和綿陽；重慶；江蘇無錫、揚州、泰州、南京和淮安；山東濰博、萊蕪和荷澤；河北秦皇島和保定；遼寧瀋陽和錦州；山西太原；以及內蒙古呼和浩特和包頭。

本集團積極把握中國中高端實體零售的發展趨勢，融合線上線下優勢，打通上下游，賦能新零售，打造線下全時段、多場景、高效率的新型消費體驗，努力實現傳統百貨零售向新零售的戰略轉型。

本年度報告的中、英文本已登載於本公司網站www.maoye.cn。

股東可隨時向本公司在香港的股份過戶登記處卓佳證券登記有限公司（地址為香港皇后大道東183號合和中心54樓）給予合理時間下以預先書面通知更改其收取本公司的公司通訊（其中包括但不限於年報、中期報告及通函）的語言版本之選擇（即只收取英文版或只收取中文版或同時收取中、英文版）。

鑒於本年度報告之英文及中文版乃印列於同一冊子內，無論股東選擇收取本公司之英文或中文版的公司通訊，均同時收取兩種語言版本之年度報告。

MISSION STATEMENT

公司使命

Intelligence Creates a Happy Life

智慧創造幸福生活



FINANCIAL HIGHLIGHTS

財務摘要

Summary of the Group's results, assets, liabilities and equity for the last 5 financial years is set out below:
集團於過往五個財政年度的業績、資產、負債及權益摘要如下：

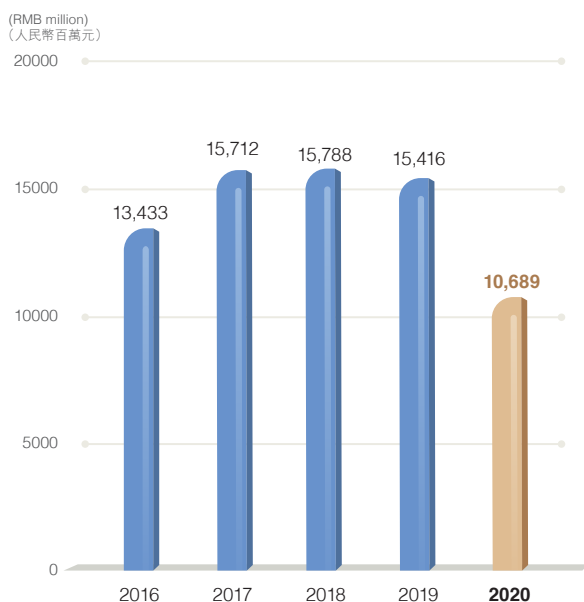
OPERATING RESULTS

經營業績

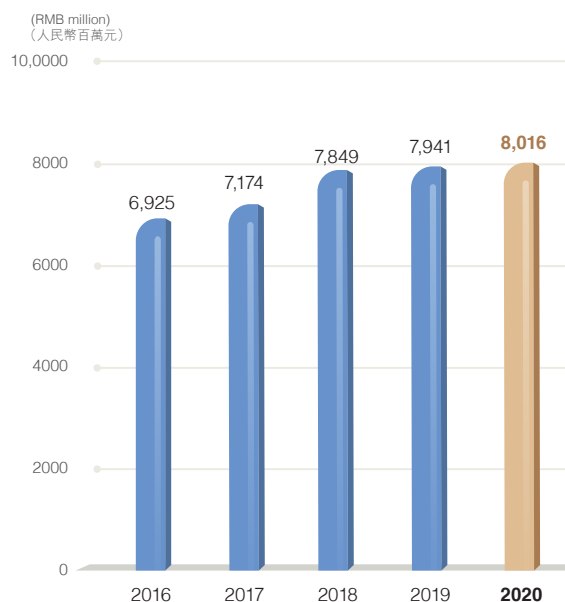
For the years ended 31 December
截至12月31日止年度

		2020 2020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	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Total sales proceeds and rental income ¹	銷售所得款項及租賃收入總額 ¹	10,688,894	15,415,742	15,787,762	15,711,849	13,433,479
Total operating revenue ²	經營收入總額 ²	8,016,385	7,940,561	7,848,911	7,174,316	6,925,377
Operating profit	經營利潤	1,304,819	2,701,985	3,007,175	2,749,613	1,359,829
(Loss)/ Profit for the year	年度(虧損)/利潤	(248,996)	471,046	1,127,221	1,268,409	112,061
Profit attributable to:	應佔利益：					
- Owners of the parent	- 母公司權益持有人	(174,636)	186,262	799,403	1,071,973	46,382
- Minority interests	- 少數股東權益	(74,360)	284,784	327,818	196,436	65,679
Basic (loss)/ earnings per share (RMB) ³	每股基本(虧損)/盈利(人民幣元) ³	(0.03)	0.04	0.16	0.21	0.01

Total sales proceeds and rental income
銷售所得款項及租賃收入總額



Total operating revenue
經營收入總額



FINANCIAL HIGHLIGHTS

財務摘要

HIGHLIGHTS OF CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表摘要

		As at 31 December 於12月31日				
		2020 2020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	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
Assets and liabilities	資產及負債					
Total assets	資產總額	51,307,134	53,830,059	50,969,724	47,831,805	45,975,332
Total liabilities	負債總額	35,851,470	37,675,030	35,674,838	34,043,632	33,898,763
Total equity	權益總額	15,455,664	16,155,029	15,294,886	13,788,173	12,076,569
- Attributable to owners of the parent	- 母公司權益持有人應佔權益	12,968,145	13,030,346	12,300,008	11,072,182	10,135,809
- Attributable to minority interests	- 少數股東應佔權益	2,487,519	3,124,683	2,994,878	2,715,991	1,940,760

Notes:

- Total sales proceeds and rental income represent the sum of total sales proceeds from concessionaire sales and revenue from direct sales at the department stores of the Group.
- Total operating revenue represents the sum of the Group's revenue and other income.
- The calculation of basic loss per share for the year ended 31 December 2020 is based on the net loss attributable to owners of the parent of approximately RMB174,636,000 and weighted average number of ordinary shares of 5,140,326,000.

The calculation of basic earnings per share for the year ended 31 December 2019 is based on the net profit attributable to owners of the parent of approximately RMB186,262,000 and weighted average number of ordinary shares of 5,140,326,000.

The calculation of basic earnings per share for the year ended 31 December 2018 is based on the net profit attributable to owners of the parent of approximately RMB799,403,000 and weighted average number of ordinary shares of 5,140,326,000.

The calculation of basic earnings per share for the year ended 31 December 2017 is based on the net profit attributable to owners of the parent of approximately RMB1,071,973,000 and weighted average number of ordinary shares of 5,140,326,000.

The calculation of basic earnings per share for the year ended 31 December 2016 is based on the net profit attributable to owners of the parent of approximately RMB46,382,000 and weighted average number of ordinary shares of 5,141,489,556.

附註：

- 銷售所得款項及租賃收入總額是指本集團所有門店特許專櫃銷售總額、直銷收入及租賃收入總額。
- 經營收入總額指本集團收入及其他收入的總和。
- 截至2020年12月31日止年度的每股基本虧損乃根據母公司權益持有人應佔淨虧損約人民幣174,636,000元及已發行股份的加權平均普通股5,140,326,000股計算。

截至2019年12月31日止年度的每股基本盈利乃根據母公司權益持有人應佔淨利潤約人民幣186,262,000元及已發行股份的加權平均普通股5,140,326,000股計算。

截至2018年12月31日止年度的每股基本盈利乃根據母公司權益持有人應佔淨利潤約人民幣799,403,000元及已發行股份的加權平均普通股5,140,326,000股計算。

截至2017年12月31日止年度的每股基本盈利乃根據母公司權益持有人應佔淨利潤約人民幣1,071,973,000元及已發行股份的加權平均普通股5,140,326,000股計算。

截至2016年12月31日止年度的每股基本盈利乃根據母公司權益持有人應佔淨利潤約人民幣46,382,000元及已發行股份的加權平均普通股5,141,489,556股計算。

RETAIL NETWORK

零售網絡

No.	Store Name	Province	Gross Floor Area (sq.m.)	Open Date	Ownership	Retail Format
序號	門店名稱	省份	建築面積 (平方米)	開業日期	物業所有權	業態
1	Shenzhen Dongmen 深圳東門店	Guangdong 廣東	40,709	Mar-1997 1997年3月	Owned 自有	Department Store 百貨
2	Shenzhen Huaqiangbei 深圳華強北店	Guangdong 廣東	63,243	Oct-2003 2003年10月	Leased 租賃	Department Store 百貨
3	Shenzhen Shennan 深圳深南店	Guangdong 廣東	10,507	Dec-2004 2004年12月	Leased 租賃	Department Store 百貨
4	Shenzhen Nanshan 深圳南山店	Guangdong 廣東	44,871	Sep-2009 2009年9月	Owned 自有	Department Store 百貨
5	Zhuhai Xiangzhou 珠海香洲店	Guangdong 廣東	35,701	Nov-2001 2001年11月	Leased 租賃	Department Store 百貨
6	Shenzhen Outlet 深圳奧特萊斯店	Guangdong 廣東	23,141	Dec-1999 1999年12月	Leased 租賃	Outlets 奧特萊斯
7	Chongqing Jiangbei 重慶江北店	Chongqing 重慶	67,537	Oct-2004 2004年10月	Leased 租賃	Department Store 百貨
8	Rendong 人東店	Sichuan 四川	31,078	Sep-1998 1998年9月	Owned 自有	Department Store 百貨
9	Guanghua 光華店	Sichuan 四川	67,914	Dec-2009 2009年12月	Owned 自有	Department Store 百貨
10	Chengdu Chunxi 成都春熙店	Sichuan 四川	29,866	Nov-2013 2013年11月	Owned 自有	Department Store 百貨
11	Yanshikou Maoye Complex 鹽市口茂業天地店	Sichuan 四川	42,897	Jun-2005 2005年6月	Owned 自有	Department Store 百貨
12	Nanchong Wuxing 南充五星店	Sichuan 四川	25,695	Nov-2001 2001年11月	Owned 自有	Department Store 百貨
13	Mianyang Xingda 綿陽興達店	Sichuan 四川	27,795	Sep-2008 2008年9月	Owned 自有	Department Store 百貨
14	Zibo Maoye Times Square 淄博茂業時代廣場	Shandong 山東	86,677	Feb-2015 2015年2月	Owned 自有	Shopping Centre 購物中心
15	Laiwu Maoye Complex 萊蕪茂業天地	Shandong 山東	60,127	Dec-2017 2017年12月	Owned 自有	Shopping Centre 購物中心
16	Heze Huihe 荷澤惠和店	Shandong 山東	31,187	Mar-2011 2011年3月	Owned 自有	Department Store 百貨
17	Zibo Maoye Complex 淄博茂業天地	Shandong 山東	100,724	Aug-2010 2010年8月	Owned 自有	Shopping Centre 購物中心

RETAIL NETWORK

零售網絡

No.	Store Name	Province	Gross Floor Area (sq.m.) 建築面積 (平方米)	Open Date 開業日期	Ownership 物業所有權	Retail Format 業態
序號	門店名稱	省份				
18	Zibo Maoye Plaza 淄博茂業廣場	Shandong 山東	36,791	Dec-2008 2008年12月	Owned 自有	Department Store 百貨
19	Zibo Maoye Taikerong Mall 淄博茂業泰客榮商場	Shandong 山東	25,337	Nov-2010 2010年11月	Owned 自有	Department Store 百貨
20	Zibo Maoye Shopping Mall 淄博茂業商城	Shandong 山東	9,761	Sep-1999 1999年9月	Leased 租賃	Department Store 百貨
21	Wuxi Shopping Mall 無錫購物中心	Jiangsu 江蘇	200,433	Oct-2007 2007年10月	Managed 管理店	Shopping Centre 購物中心
22	Taizhou Maoye Complex 泰州茂業天地	Jiangsu 江蘇	86,066	Jan-2015 2015年1月	Owned 自有	Shopping Centre 購物中心
23	Nanjing Maoye Complex 南京茂業天地	Jiangsu 江蘇	63,116	Nov-2016 2016年11月	Owned 自有	Department Store 百貨
24	Wuxi Yibai 無錫億佰店	Jiangsu 江蘇	78,695	Mar-2016 2016年3月	Owned 自有	Shopping Centre 購物中心
25	Yangzhou Wenchang 揚州文昌店	Jiangsu 江蘇	21,485	May-2011 2011年5月	Owned 自有	Shopping Centre 購物中心
26	Taizhou First Department Store 泰州第一百貨	Jiangsu 江蘇	40,358	Oct-2009 2009年10月	Owned 自有	Department Store 百貨
27	Huai'an Maoye Complex 淮安茂業天地店	Jiangsu 江蘇	59,856	Apr-2019 2019年4月	Owned 自有	Shopping Centre 購物中心
28	Taiyuan Maoye Complex 太原茂業天地	Shanxi 山西	252,882	Nov-2014 2014年11月	Owned 自有	Shopping Centre 購物中心
29	Taiyuan Liuxiang 太原柳巷店	Shanxi 山西	30,616	Oct-2008 2008年10月	Owned 自有	Department Store 百貨
30	Baotou Maoye Complex Phase I 包頭茂業天地一期	Inner Mongolia 內蒙古	63,268	Jan-2017 2017年1月	Owned 自有	Shopping Centre 購物中心
31	Victory Times City 維多利時代店	Inner Mongolia 內蒙古	190,915	Nov-2010 2010年11月	Leased 租賃	Shopping Centre 購物中心
32	Victory Mall City 維多利摩爾店	Inner Mongolia 內蒙古	131,987	Dec-2013 2013年12月	Owned 自有	Shopping Centre 購物中心
33	Baotou Donghe Victory Plaza 包頭東河維多利廣場	Inner Mongolia 內蒙古	74,608	Nov-2014 2014年11月	Owned 自有	Shopping Centre 購物中心
34	Victory Commercial Building 維多利商廈	Inner Mongolia 內蒙古	44,221	May-2003 2003年5月	Owned 自有	Department Store 百貨

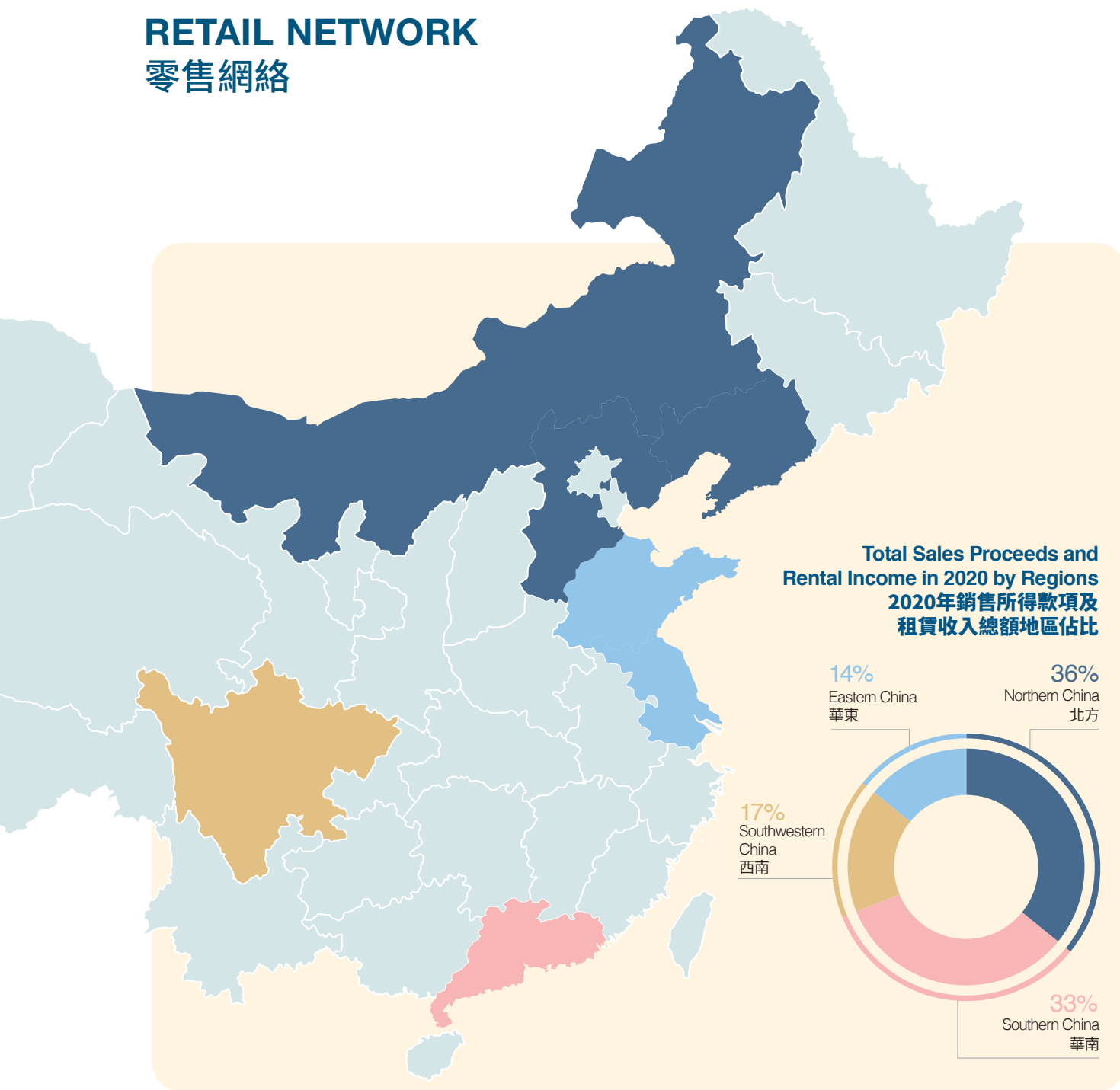
RETAIL NETWORK

零售網絡

No.	Store Name	Province	Gross Floor Area (sq.m.) 建築面積 (平方米)	Open Date	Ownership	Retail Format
序號	門店名稱	省份		開業日期	物業所有權	業態
35	Victory International Plaza 維多利國際廣場店	Inner Mongolia 內蒙古	83,969	Jan-2008 2008年1月	Owned 自有	Department Store 百貨
36	Victory Shopping Centre 維多利購物中心	Inner Mongolia 內蒙古	63,695	Sep-2006 2006年9月	Owned 自有	Department Store 百貨
37	Baotou Victory Commercial Building 包頭維多利商廈	Inner Mongolia 內蒙古	77,500	Oct-2010 2010年10月	Owned 自有	Department Store 百貨
38	Shenyang Tiexi 瀋陽鐵西店	Liaoning 遼寧	48,496	Jul-2012 2012年7月	Owned 自有	Outlets 奧特萊斯
39	Jinzhou Maoye Complex 錦州茂業天地	Liaoning 遼寧	48,578	Feb-2019 2019年2月	Owned 自有	Shopping Centre 購物中心
40	Xiandai Shopping Plaza 現代購物廣場	Hebei 河北	36,926	Jun-2010 2010年6月	Leased 租賃	Department Store 百貨
41	Qinhuangdao Mall 秦皇島商城	Hebei 河北	26,697	Jun-2010 2010年6月	Owned 自有	Department Store 百貨
42	Qinhuangdao Jinyuan 秦皇島金原店	Hebei 河北	46,287	Jun-2010 2010年6月	Owned 自有	Shopping Centre 購物中心
43	Qinhuangdao Jindu 秦皇島金都店	Hebei 河北	46,610	Sep-2008 2008年9月	Owned 自有	Department Store 百貨
44	Hualian Commercial Building 華聯商廈店	Hebei 河北	12,737	Jun-2010 2010年6月	Owned 自有	Department Store 百貨
45	Qinhuangdao Maoye Supermarket 秦皇島茂業超市	Hebei 河北	10,470	Jun-2010 2010年6月	Owned 自有	Supermarket 綜超
46	Baoding Yanzhao 保定燕趙店	Hebei 河北	61,881	Sep-2014 2014年9月	Owned 自有	Department Store 百貨
47	Baoding Guomao 保定國貿店	Hebei 河北	24,826	Dec-2010 2010年12月	Owned 自有	Outlets 奧特萊斯
48	Qinhuangdao Maoye Complex 秦皇島茂業天地	Hebei 河北	169,427	Oct-2019 2019年10月	Owned 自有	Shopping Centre 購物中心

RETAIL NETWORK

零售網絡



NORTHERN CHINA 北方

Baotou 包頭
 Hohhot 呼和浩特
 Qinhuangdao 秦皇島
 Baoding 保定
 Shenyang 瀋陽
 Jinzhou 錦州
 Taiyuan 太原

EASTERN CHINA 華東

Zibo 淄博
 Heze 荷澤
 Nanjing 南京
 Taizhou 泰州
 Wuxi 無錫
 Yangzhou 揚州
 Laiwu 萊蕪
 Huai'an 淮安

SOUTHWESTERN CHINA 西南

Chengdu 成都
 Mianyang 綿陽
 Chongqing 重慶
 Nanchong 南充

SOUTHERN CHINA 華南

Shenzhen 深圳
 Zhuhai 珠海

CHAIRMAN'S STATEMENT

董事長報告書

In 2020, facing the huge impact of the novel coronavirus (“COVID-19”) and the complex global dynamics, the PRC has actively promoted prevention and control of COVID-19, as well as economic and social development, and has achieved remarkable results. According to the data from China's National Bureau of Statistics, in 2020, the gross domestic product exceeded RMB100 trillion, representing a year-on-year increase of 2.3% as compared with that of 2019. The recovery of offline consumption was relatively sluggish due to the pandemic control needs and fragmentary resurgence of COVID-19 cases, and the PRC's total retail sales of consumer goods in 2020 exceeded RMB39 trillion, representing a year-on-year decrease of 3.9% as compared with that of 2019. During the epidemic, the Group actively responded to the call of the Chinese government to provide rent reduction and exemption for its merchants. The Company actively fulfilled its social responsibilities, comprehensively promoted and actively engaged in prevention and control of the epidemic. As the epidemic was gradually brought under control, the Group actively resumed work and production. Through numerous online marketing methods, the Group provided consumers with a variety of contactless shopping channels and scenarios, so as to actively resume operations.

After years of development, as of 31 December 2020, the Group owned 48 stores. In terms of retail format, the Group owned 16 shopping centres, 29 department stores and 3 outlets. The Group's physical stores occupied excellent locations and business areas with crowded passenger flow. Benefiting from offline traffic and proximity to the business district, the impact of the Group's stores continuously grew. On 30 September 2020, the Group acquired 100% of the equity interests in Chengdu Renhe Investment Co., Ltd.. The land parcel owned by such company was located at an advantageous geographical location, which is in the center of Chengdu, adjacent to the landmark buildings of Chengdu Tianfu Square (天府廣場) and Sichuan Grand Theater (四川大劇院), and to Chengdu Renhe Rendong Store (成都仁和人東店) and Yanshikou Maoye Complex (鹽市口茂業天地店) owned by the Group. The Group intended to develop corresponding ancillary commercial projects. The acquisition will help the Group to generate synergy effects in Chengdu regional stores, which will be favorable for the Group to enhance its influence in the Chengdu region.

In 2020, the Group promoted the Company's operation and development through a number of measures, including the acceleration of the expansion of online business and improvement in online business operation capabilities, deepening of the implementation of strong internal controls to reduce the Company's operating costs, as well as the strengthening of product capabilities to enhance core competitiveness. Besides, the Group also continued to dispose of non-core assets which would assist the Group to further focus on its core business and facilitate the Group's future business growth and development.

2020年，面對新型冠狀病毒（「COVID-19」）巨大衝擊和複雜嚴峻的國際形勢，中國積極統籌推進疫情防控和經濟社會發展工作，取得明顯成效，根據中國國家統計局數據顯示2020年國內生產總值超過人民幣100萬億元，較2019年同比增長2.3%。由於防疫需求以及零星的疫情反彈導致線下消費恢復較為緩慢，2020年中國社會消費品零售總額超過人民幣39萬億元，較2019年同比下降3.9%。疫情期間，本集團積極響應中國政府的號召，積極為商戶提供減免租金支持，主動踐行社會責任，全面宣傳和推進疫情防控工作。隨著疫情逐步得到控制，本集團積極推進復工復產，通過線上多種營銷方式，為消費者提供多種無接觸購物的渠道和場景，積極恢復經營。

經過多年發展，截至2020年12月31日，本集團共有48家門店。按業態分佈，本集團擁有16家購物中心，29家百貨及3家奧特萊斯。本集團的實體門店佔據著良好的地段與人流密度，線下流量紅利明顯，伴隨商圈的聚合效應，門店影響力不斷擴大。2020年9月30日，本集團收購了成都仁和投資有限公司100%股權，該公司擁有的地塊地理位置優越，位於成都市中心，緊鄰成都市地標建築天府廣場、四川大劇院、且毗鄰本集團擁有的成都仁和人東店和鹽市口茂業天地店，本集團擬開發相應配套商業項目，將與成都區域門店產生協同效應，有利於提高本集團於成都區域影響力。

2020年，本集團亦通過多種舉措推動公司經營發展。包括加速拓展線上業務，不斷提升線上業務運營能力；深化執行強內控，降低公司運營成本；強化商品能力，提升核心競爭力。此外，本集團亦繼續對非核心資產進行處置，有助於進一步聚焦主業，促進本集團未來業務增長及發展。

CHAIRMAN'S STATEMENT

董事長報告書

Looking forward to 2021, being in the post-epidemic era, coupled with the impact of the global economy, Sino-US relations and geopolitics, there will still be uncertainties in economic recovery. However, under the macro environment established by the government with domestic circulation as the main focus and domestic and international dual circulation as the driving force, policies such as stabilizing employment, protecting people's livelihood, stimulating consumption, etc. will continue to be in force, and the consumer and retail markets are expected to propel a continued rebound. The long-term positive trend of the PRC's economy will not change, and people's expectations for a better life will continue to exert prominence. The Group will intensively focus on areas such as customer acquisition from multiple sources and precision marketing, membership system optimization, and online and offline integration at a systemic level. While focusing on the further enhancement of core competitiveness, operating scale and efficiency, the Group will continue to pay attention to the technological advancements in the new retail sectors and strengthen business innovation and transformation to meet the challenges under the new norm for pushing forward the Group's long-term sustainable development.

Finally, on behalf of the Board, I would like to thank all of our employees for their dedication and express my gratitude to our shareholders and customers.

Huang Mao Ru
Chairman

24 March 2021

展望2021年，後疫情時代疊加全球經濟、中美關係、地緣政治等影響，經濟復甦依舊存在變數。但是中國政府構建以國內循環為主體，國內國際雙循環驅動的宏觀環境下，穩就業、保民生、促消費等政策將持續發力，消費及零售市場有望持續恢復正軌。中國經濟長期向好的趨勢不會改變，人們對於美好生活的期許持續凸顯。本集團將深耕於多點獲客與精準營銷、會員體系優化、系統層面線上線下融合等領域。在專注進一步提升核心競爭力、經營規模和效益的同時，持續關注新零售領域的技術變革，加強業務的創新轉型，迎接新常態下的挑戰，以推進本集團長期可持續發展。

最後，本人謹代表董事會衷心感謝全體員工的辛勤付出，並對本集團股東及廣大顧客致以誠摯的感謝！

黃茂如
董事長

2021年3月24日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

I. MACRO ECONOMY OVERVIEW

In 2020, facing the huge impact of COVID-19 and the complex global dynamics, the PRC has actively promoted COVID-19 prevention and control, as well as economic and social development, and has achieved remarkable results. In 2020, the gross domestic product exceeded RMB100 trillion, representing a year-on-year increase of 2.3% as compared with that of 2019, which demonstrated the strong resilience of the economic development of the PRC.

In the first half of 2020, the impact of COVID-19 on the PRC's retail sales of consumer goods was relatively significant. Although work largely resumed by March and April in 2020, the demand for COVID-19 prevention and the sporadic rebound of COVID-19 cases have led to a relatively slow recovery of offline consumption. In the second half of 2020, offline consumption and demand gradually recovered, and the year-on-year growth rate of the PRC's total retail sales of consumer goods gradually returned to normal. In 2020, the PRC's total retail sales of consumer goods exceeded RMB39 trillion, representing a year-on-year decrease of 3.9% as compared with that of 2019.

The overall economic environment has gradually rebounded while the retail market was still under pressure. Crowded business premises such as catering, department stores, bore the brunt of the impact. According to the statistics of the China National Commercial Information Center (中華全國商業信息中心), in 2020, the aggregate retail sales of goods of the top 100 key large nationwide retailers decreased by 13.8% on a year-on-year basis. In light of the new development model of Dual Circulation, in which the domestic cycle plays a leading role while the international cycle serves as its extension and supplement, policies will continue to take effect to boost domestic demand and consumption. This will cement the foundation for the steady recovery of the consumer market and sustain its recovery momentum.

一、宏觀經濟概覽

2020年，面對COVID-19巨大衝擊和複雜嚴峻的國際形勢，中國積極統籌推進COVID-19防控和經濟社會發展工作，取得明顯成效。2020年，國內生產總值突破人民幣100萬億元，較2019年同比增長2.3%，展現出中國經濟發展的強大韌性。

2020年上半年中國社會消費品零售受COVID-19影響較為明顯。儘管2020年3月與4月已基本完成復工，但防疫需求以及零星的COVID-19反彈導致線下消費恢復較為緩慢；2020年下半年線下消費需求逐漸完成恢復，中國社會消費品零售總額同比增速逐漸恢復正軌。2020全年中國社會消費品零售總額超過人民幣39萬億元，較2019年同比下降3.9%。

整體經濟環境逐步回暖，零售市場仍然承壓。餐飲、百貨店等人流密集的營業場所所受之影響更是首當其衝。根據中華全國商業信息中心統計，2020年全國百家重點大型零售企業零售額同比下降13.8%。隨著構建以國內大循環為主體、國內國際雙循環相互促進的新發展格局，擴內需、促消費政策將持續起效發力，消費市場穩定恢復的基礎將更加牢固，有望延續回升向好態勢。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

II. OPERATION REVIEW

In 2020, the Group recorded total operating revenue of RMB8,016.4 million, representing a year-on-year increase of 1.0%; a net loss of RMB249.0 million was recorded, representing a year-on-year decrease of 152.9%; if the impacts from the non-operating gains and losses were excluded, a net profit of RMB377.0 million would have been recorded, representing a year-on-year decrease of 35.2%.

During the year under review, facing the negative impact of COVID-19, despite the pressure on the overall retail market, the Group actively fulfilled its social responsibilities and continued to optimize the business model of its stores, accelerated the expansion of online business and improved online business operation capabilities, controlled costs and enhanced efficiency to strengthen product capabilities, disposed of non-core listed equity investments, acquired equity in target companies and accelerated the development of its main business.

1. Actively fulfil its social responsibilities and continue to optimize the business model of stores

During the epidemic, the Group actively responded to the call of the Chinese government to temporarily close its stores by stages, shortened business hours, and restricted customer flow. At the same time, the Group actively provided rent reduction and exemption for its merchants. Facing COVID-19, the Company actively fulfilled its social responsibilities, comprehensively promoted and actively engaged in prevention and control work, thereby effectively ensuring the health and safety of customers and employees. As COVID-19 was gradually under control in the second quarter of 2020, the Group actively resumed work and production. Through numerous online marketing methods and collaborations with offline stores, the Group provided consumers with a variety of contactless shopping channels and scenarios, as well as services such as free delivery. The Group continued to explore innovative business model to upgrade its retail business, and actively resumed operations.

二、運營情況回顧

2020年本集團實現總經營收入人民幣8,016.4百萬元，同比增長1.0%；錄得淨虧損人民幣249.0百萬元，同比下降152.9%；如剔除非經營性損益的影響，錄得淨利潤人民幣377.0百萬元，同比下降35.2%。

回顧本年度，面對COVID-19的負面影響，本集團在整體零售市場承壓的同時，主動踐行社會責任，持續優化門店經營模式；加速拓展線上業務，提升線上業務運營能力；控本增效，強化商品能力；出售非核心上市權益投資；收購目標公司股權，加快主營業務發展。

1. 主動踐行社會責任，持續優化門店經營模式

疫情期間，本集團積極響應中國政府號召，旗下的門店進行階段性停業、縮短營業時間及限制客流等，同時積極為商戶提供減免租金支持。面對COVID-19，公司主動踐行社會責任，全面宣傳和推進防控工作，有效保障了顧客與員工的健康安全。隨著2020年第二季度COVID-19疫情逐步得到控制，本集團積極推進復工復產，通過線上多種營銷方式，並協同線下門店，為消費者提供多種無接觸購物的渠道和場景，並提供免費配送等服務，不斷探索零售業務的模式創新和升級，積極恢復經營。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As of 31 December 2020, the Group owned 48 stores. In terms of retail format, the Group owned 16 shopping centres, 29 department stores and 3 outlets. During the epidemic, the stores of the Group continued to push forward the reformation of their business models and took various measures to enhance their resistance to risks: shopping centres adjusted their promotion fee structure according to the characteristics of consumers, strengthened in-depth operations with merchants, and continued to improve store traffic during the epidemic. The Group actively promoted the transformation of shopping centres, continued to push forward the adjustment and upgrade of stores, deepened the brand image of stores, and diversified the customer experience. For department stores, the Group strengthened the coordination of key resources categories, actively advanced in the adjustment of key brands in key stores, flexibly leveraged the opportunity of reduced prevention and control measures to make all-out efforts to carry out marketing activities in key periods, and vigorously launched sales promotion by closely following hot issues in the market, thereby accelerating the recovery of business operations. For outlets, by taking advantage of its own open operating space, the Group continued to strive for marketing resources for its key brands, as a result, sales and performance indicators were simultaneously and rapidly improved in a balanced manner.

2. Accelerate the expansion of online business and improve online business operation capabilities

During the reporting period, the Group continued to adhere to its objective to achieve “digital retail, intelligent business.” Through iterative updates of online marketing tools, the Group enhanced platform experience and innovation of offline marketing activities, and provided more comprehensive and precise value-added services for members. APPs or applets such as “Mao Yue Hui (茂悅薈)”, “Mao Le Hui (茂樂惠)” and “Xiao Hong Mao (小紅茂)” underwent in-depth integration with offline stores and were embedded with a variety of high-quality and convenient service content, which in turn enhanced online and offline two-way marketing. The Group enhanced its marketing and promotion capabilities by making use of new media promotion, thereby achieving low-cost precision marketing.

截至2020年12月31日，本集團擁有48家門店。按業態分佈，本集團擁有16家購物中心，29家百貨及3家奧特萊斯。本集團各門店在疫情期間持續推進經營模式改革，多舉措提升抗風險能力：購物中心業態在疫情期間根據消費者特點，調整促銷費用結構，與商戶一道加強深度運營，持續改善到店流量；積極推進購物中心化改造，持續推進門店調整升級，深化門店品牌形象，引導客戶差異化體驗。百貨業態強化重點品類資源統籌，積極推進重點門店的重點品牌調整，靈活借助防控降級的契機，全力做好重點時段營銷活動，緊扣市場熱點大力開展促銷，經營恢復提速。奧萊業態利用自身開放式經營空間的優勢，持續爭取重點品牌營銷資源，銷售與效益指標同步快速均衡改善。

2. 加速拓展線上業務，不斷提升線上業務運營能力

報告期內，本集團繼續以「數字零售、智慧商業」為目標，通過線上營銷工具迭代更新，提升平台體驗感及線下營銷活動創新，提供更為綜合、精準的會員增值服務。如「茂悅薈」、「茂樂惠」及「小紅茂」等APP或小程式與線下門店深度整合，並嵌入多種優質便捷的服務內容，實現線上線下雙向引流；通過新媒體推廣方式，提升營銷推廣能力，實現低成本精準營銷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

During the reporting period, the membership management system of “Mao Yue Hui” adhered to its customer-centric concept, and actively optimized the marketing functions, such as member points mall, bank notes, electronic stored value and gift cards, to enhance member service efficiency and experience. It also provides face-to-face services as well as intelligent acquisition, intelligent recommendation, convenient order placement, and door-to-door delivery services to customers. Moreover, it served consumers based on their most sensitive concerns, such as quality assurance, return guarantee and logistics efficiency, to enhance online business operations capabilities. In 2020, the number of new members for the membership management system of “Mao Yue Hui” reached 1,120,000 people, achieving a conversion rate of over 32%.

During the reporting period, the “Mao Le Hui” online beauty vertical e-commerce platform further extended the offline consumption environment to online. With exclusive online product support from over 80 brands, the Group enhanced its brand channel advantage resources. With years of reliance on offline stores resources, the Group continued to advance the thematic, digital, social, intelligent new retail for the reconstruction of the consumption connection. As offline customer traffic continued to decrease in the post-COVID-19 era, the Company actively built new traffic channels to strengthen the tracking and post-back of consumer journey data. In 2020, newly registered members of “Mao Le Hui” exceeded 540,000 people, representing a 160% year-on-year growth in sales.

During the reporting period, the Group ramped up the proportion of online marketing and sales by actively exploring new marketing methods, including various forms of social media such as live streaming, short videos, WeChat groups, applets, to extend our reach to consumers and stimulate consumers’ willingness to shop. Meanwhile, the Group achieved online connections with its customers through WeChat public accounts, WeChat groups, WeChat shopping guides, etc., and released concessionaire beauty products on its own APPs or WeChat applet mall for sale. The Company’s private domain traffic was effectively created through social marketing and applet malls, which resulted in conversion or repurchase. Coupled with the public domain traffic from live streaming marketing, interaction of public domain and private domain traffic was achieved, thereby realizing low-cost precision marketing. In 2020, the accumulated transaction volume of online consumption exceeded RMB300 million, the highest transaction volume of a single live streaming session exceeded RMB3 million, and the accumulated number of online viewers reached 1.7 million.

報告期內，「茂悅薈」會員管理系統堅持以客戶為中心的理念，積極優化積分商城、銀票、電子儲值、禮品卡等營銷功能，加強會員服務效率及體驗感。並提供面對面的服務，同時為客戶提供智能獲取、智能推薦、便捷下單、物流到家外，在質量保證、退貨保證、快遞時效這些消費者最敏感的關注點服務，提升線上業務運營能力。2020年，「茂悅薈」會員管理系統新增會員達112萬人，新會員轉化率超過32%。

報告期內，「茂樂惠」線上美妝垂直電商平台將線下消費場景進一步延伸至線上，並獲得獨家線上貨品支持品牌超過80家，提升了本集團品牌渠道優勢資源。依託多年的線下門店資源，本集團持續推進新零售的場景化、數字化、社交化、智慧化，重構消費鏈接。後COVID-19時代，在線下客流持續減少的情況下，本公司積極搭建新流量渠道，加強對消費鏈路數據跟蹤及回傳。2020年，「茂樂惠」新增註冊會員突破54萬人，銷售額同比增長160%。

報告期內，本集團積極探索營銷新方式，如直播、短視頻、微信群、小程序等社交媒體增加消費者觸點，激發消費者的購物意願，提升線上營銷和銷售比例。同時通過微信公眾號、微信群、導購員微信等方式，與顧客實現線上鏈接，將專櫃的美妝商品上線到自有的APP程序或微信小程序商城進行銷售。通過社群營銷和小程序商城能有效打造本公司私域流量，形成轉化或複購，配合直播帶貨的公域流量，做到整個流量的交互，實現低成本精準營銷。2020年線上消費累計交易額突破人民幣3億元，單場直播單日最高成交額突破人民幣300萬元，累計在線觀看人數達170萬次。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

3. Control costs and enhance efficiency to strengthen product capabilities

During the reporting period, the Company deepened the implementation of strong internal controls to further strengthen corporate management system and procedures, and implemented each step of the system to achieve gradual enhancement. At the same time, the Company laid a solid foundation for safety so as to support its business development. The Company formulated focal points of the annual emergency management work, organized centralized fire safety rectification actions, conducted in-depth investigation of hidden dangers, established firm awareness of safety responsibility, strengthened information security, carried out training on confidentiality, and enhanced employees' awareness of confidentiality. Furthermore, the Company actively strove for concessionaire policies such as rent and tax reduction during the epidemic to continuously reduce management costs; the effective reduction of labor costs was achieved through measures such as optimizing personnel structure, implementing flexible labor deployment models, etc.; the Company effectively reduced advertising and marketing costs by competitive media tender invitation, invalid advertising reduction, standardizing points redemption, etc.; and effectively reduced corporate inventories by eliminating waste assets and increasing efforts to dispose of slow-moving goods.

During the reporting period, the Group created highly efficient supply chains and adjusted its product portfolio to strengthen core competitiveness, which included: matching the store with positioning that corresponds with product category to enhance coherence and continuity for establishing a clear brand image; strengthening brand management and linkage, and realizing complementary advantages through in-depth cooperation of brands and suppliers. Moreover, the continued increase in the proportion of product categories with high gross profit such as international cosmetic products and Internet celebrity-endorsed foods, in particular cosmetics, not only led to the sales in cosmetics, but also led to the consumption in other categories and enhanced the young and trendy image of the relevant stores.

3. 控本增效，強化商品能力

報告期內，本公司深化執行強內控，進一步加強企業管理制度與流程，落實制度每一步流程並逐步強化。同時，本公司築牢安全基礎，為公司經營發展保駕護航。制定年度應急管理工作要點，組織消防安全集中整治行動，深入隱患排查，牢固樹立安全責任意識，強化信息安全，開展保密專題培訓，增強員工保密意識。此外，本公司積極爭取疫情期間降租減稅等優惠政策，不斷降低管理成本；通過優化人員結構、推行靈活用工模式等措施，實現人力成本的有效降低；以競爭性媒體招標、減少無效廣告投放、規範積分兌換等方式，有效降低廣告營銷成本；清理廢舊資產、加大滯銷商品清理力度，有效降低企業庫存。

報告期內，本集團通過打造高效供應鏈以及調整產品組合佈局等方面強化核心競爭力。其中包括：與門店定位相匹配的商品組合加強保持連貫性和持續性，打造清晰的品牌形象；加強品牌管理和聯動，通過品牌商及供應商合作方面深度聯合，形成優勢互補。此外，持續增加高毛利商品品類如國際化妝品和網紅餐飲等比重，尤其是化妝品經營，不僅帶來本品類的銷量，還帶來其它品類連單消費，也有助於提升門店年輕時尚的形象。

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4. Disposal of non-core listed equity investments

Zhongzhao Investment Management Co., Ltd. (中兆投資管理有限公司), a wholly-owned subsidiary of the Company, disposed of approximately 11.00% of the total issued share capital of Zhongjiabochuang Information Technology Co., Ltd. (中嘉博創信息技術股份有限公司) (“ZJBC”, a joint stock company established in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000889)) on the open market; As of 2 March 2021, the interests in ZJBC held by the Company was reduced from approximately 22.18% to approximately 11.18%.

The proceeds from the disposal of non-core listed assets would assist the Group to further focus on its core business and optimize its financial position for the further facilitation of the Group’s future business growth and development.

5. Acquire equity in target companies and accelerate the development of main business

On 30 September 2020, Chengshang Group Holding Co., Ltd. (成商集團控股有限公司) (“Chengshang Holding”), an indirect non-wholly owned subsidiary of the Company, entered into an acquisition agreement with Chengdu Renhe Industrial (Group) Limited (成都仁和實業(集團)有限公司) (“Renhe Industrial”) to acquire 100% of the equity interests in Chengdu Renhe Investment Co., Ltd. (成都仁和投資有限公司) (“Renhe Investment”) held by Renhe Industrial for a consideration of RMB1.45 billion.

The land parcel owned by Renhe Investment was located at an advantageous geographical location, which is in the centre of Chengdu, adjacent to the landmark buildings of Chengdu Tianfu Square (天府廣場) and Sichuan Grand Theatre (四川大劇院), and to Chengdu Renhe Rendong Store (成都仁和人東店) and Yanshikou Maoye Complex (鹽市口茂業天地店) owned by the Group. Upon the completion of the acquisition, in view of the land use nature of the Jincheng art palace project of Renhe Investment, i.e. land for commercial service facilities, the Group intended to develop corresponding ancillary commercial projects, such as shopping centres. The acquisition will help the Group to generate synergy effects in Chengdu regional stores, which will be favorable for the Group to further develop its commercial retail business in the Chengdu region, and will further expand its regional influence and strengthen its market position, thereby enhancing the Group’s overall strength.

4. 出售非核心上市權益投資

本公司全資附屬公司中兆投資管理有限公司在公開市場上出售了中嘉博創信息技術股份有限公司(「中嘉博創」, 其為中國成立的股份有限公司, 於深圳證券交易所上市(股份代號: 000889)) 已發行股本合計約11.00%; 截至2021年3月2日, 本公司持有的中嘉博創之權益由約22.18%減少至約11.18%。

非核心資產出售事項所得資金有助於本集團進一步聚焦主業、優化本集團的財務狀況, 促進本集團未來業務增長及發展。

5. 收購目標公司股權, 加快主營業務發展

於2020年9月30日, 本公司間接非全資附屬公司成商集團控股有限公司(「成商控股」)以人民幣14.5億元代價與成都仁和實業(集團)有限公司(「仁和實業」)訂立收購協議, 收購仁和實業所持成都仁和投資有限公司(「仁和投資」)之100%股權。

仁和投資擁有的地塊地理位置優越, 位於成都市中心, 緊鄰成都市地標建築天府廣場、四川大劇院、且毗鄰本集團擁有的成都仁和人東店和鹽市口茂業天地店。收購事項完成後, 鑒於仁和投資之錦城藝術宮項目其土地使用性質(即商業服務設施用地), 本集團擬開發相應配套商業項目, 如購物中心。此舉將與成都區域門店產生協同效應, 有利於本集團進一步深耕於成都區域的商業零售業務, 進一步擴大區域影響力及鞏固市場地位, 提高本集團綜合實力。

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III. FUTURE OUTLOOK

In 2021, being in the post-COVID-19 era, coupled with the impact of the global economy, Sino-US relations, and geopolitics, there will still be variables in economic recovery. However, under the macro environment established by the government with domestic circulation as the main focus and domestic and international dual circulation as the driving force, policies such as stabilizing employment, protecting people's livelihood, stimulating consumption, etc. will continue to be in force, and the consumer and retail markets are expected to propel a continued rebound.

The Group believes that the long-term positive trend of the PRC's economy will not change, and people's expectations for a better life will continue to exert prominence. The Group will intensively focus on areas such as customer acquisition from multiple sources and precision marketing, membership system optimization, and online and offline integration at a systemic level. While focusing on the further enhancement of core competitiveness, operating scale and efficiency, the Group will continue to pay attention to the technological advancements in the new retail sectors and strengthen business innovation and transformation to meet the challenges under the new norm for pushing forward the Group's long-term sustainable development.

三、未來展望

2021年，後COVID-19時代疊加全球經濟、中美關係、地緣政治等影響，經濟復甦依舊存在變數。然在政府構建以國內循環為主題，國內國際雙循環驅動的宏觀環境下，穩就業、保民生、促消費等政策將持續發力，消費及零售市場有望持續恢復正軌。

本集團相信，中國經濟長期向好的趨勢不會改變，人們對於美好生活的期許持續凸顯。本集團將深耕於多點獲客與精準營銷、會員體系優化、系統層面線上線下融合等領域。在專注進一步提升核心競爭力、經營規模和效益的同時，持續關注新零售領域的技術變革，加強業務的創新轉型，迎接新常態下的挑戰，以推進本集團長期可持續發展。

MANAGEMENT DISCUSSION AND ANALYSIS

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PERFORMANCE OF MAJOR DEPARTMENT STORES¹

主要門店表現¹

No.	Store Name		Total Sales Proceeds and Rental Income 銷售所得款項及租賃收入總額 (RMB'000) (人民幣千元)	Operation Period ² 店齡 ² (Years) (年)	Gross Floor Area 建築面積 (sq.m.) (平方米)
1	Shenzhen Huaqiangbei	深圳華強北店	1,782,279	17.3	63,243
2	Guanghua	光華店	734,446	11.1	67,914
3	Taiyuan Maoye Complex	太原茂業天地店	696,935	6.1	252,882
4	Shenzhen Dongmen	深圳東門店	631,276	23.9	40,709
5	Shenzhen Nanshan	深圳南山店	626,073	11.3	44,871
6	Victory Commercial Building	維多利商廈店	550,798	17.7	44,221
7	Victory International Plaza	維多利國際廣場店	532,144	13.0	83,969
8	Taizhou First Department Store	泰州第一百貨	503,308	11.3	40,358
9	Zibo Maoye Times Square	淄博茂業時代廣場	332,055	5.9	86,677
10	Qinhuangdao Jindu	秦皇島金都店	282,038	12.3	46,610
11	Yanshikou Maoye Complex	鹽市口茂業天地店	262,486	15.6	42,897
12	Xiandai Shopping Plaza	現代購物廣場	257,778	10.6	36,926

Notes:

- Major department stores are stores with annual total sales proceeds and rental income of over RMB250 million;
- Operation period was calculated until 31 December 2020.

註：

- 主要門店為計算年銷售所得款項及租賃收入總額超過人民幣2.5億元的門店；
- 店齡乃計算至2020年12月31日。

MANAGEMENT DISCUSSION AND ANALYSIS

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FINANCIAL REVIEW

Total Sales Proceeds and Rental Income

For the year ended 31 December 2020, total sales proceeds and rental income of the Group were RMB10,688.9 million, representing a decrease of 30.7% compared to the year of 2019. Under the negative impact from the COVID-19, the retail industry was under pressure in general. Same-store sales proceeds and rental income of the Group were RMB10,534.9 million, representing a decrease of 31.2% compared to the year of 2019.

財務回顧

銷售所得款項及租賃收入總額

截至2020年12月31日止年度，本集團的銷售所得款項及租賃收入總額為人民幣10,688.9百萬元，較2019年下降30.7%。受COVID-19的負面影響，零售行業整體承壓，本集團同店銷售所得款項及租賃收入為人民幣10,534.9百萬元，較2019年下降31.2%。

		For the year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Total sales proceeds from concessionaire sales	特許專櫃銷售總額	8,136,773	12,547,871
Direct sales income	直銷收入	1,575,751	1,750,291
Rental income	租賃收入	976,370	1,117,580
Total sales proceeds and rental income	銷售所得款項及租賃收入總額	10,688,894	15,415,742

Among the total sales proceeds and rental income of the Group for the year ended 31 December 2020, total sales proceeds derived from concessionaire sales accounted for 76.1%, those derived from direct sales accounted for 14.8%, and those derived from rental income accounted for 9.1%. For the year ended 31 December 2020, sales proceeds from concessionaire sales were RMB8,136.8 million, representing a decrease of 35.2% compared to the year of 2019; rental income were RMB976.4 million, representing a decrease of 12.6% compared to the year of 2019.

截至2020年12月31日止年度，本集團的銷售所得款項及租賃收入總額中，特許專櫃的銷售所得款項總額佔76.1%，直銷業務佔14.8%，租賃收入佔9.1%。截至2020年12月31日止年度，本集團特許專櫃銷售總額為人民幣8,136.8百萬元，較2019年同期減少35.2%，租賃收入為人民幣976.4百萬元，較2019年減少12.6%。

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The total sales proceeds and rental income of the Group in the four regions are set out as follows:

本集團於四大區域的銷售所得款項及租賃收入總額情況如下表所示：

Total sales proceeds and rental income
銷售所得款項及租賃收入總額
For the year ended 31 December
截至12月31日止年度

		2020 2020年 (RMB'000) (人民幣千元)	2019 2019年 (RMB'000) (人民幣千元)	Change 變動 %
Eastern China	華東	1,455,701	1,737,836	-16.2%
Southern China	華南	3,526,995	5,026,542	-29.8%
Southwestern China	西南	1,863,719	2,778,236	-32.9%
Northern China	北方	3,842,479	5,873,128	-34.6%
Total	合計	10,688,894	15,415,742	-30.7%

As of 31 December 2020, sales of apparels (including men's and ladies' apparels) accounted for 29.5% (2019: 34.2%), jewelries accounted for 18.7% (2019: 17.6%), leisure and sports goods accounted for 12.2% (2019: 11.8%), cosmetics accounted for 15.9% (2019: 11.4%), shoes and leather goods accounted for 6.7% (2019: 7.6%), others (including branded merchandise, children's items, bedroom and household goods, home appliances, supermarket and others) accounted for 17.0% (2019: 17.4%).

截至2020年12月31日，服裝銷售（包括男裝、女裝）佔29.5%（2019年：34.2%），珠寶首飾佔18.7%（2019年：17.6%），休閒運動佔12.2%（2019年：11.8%），化妝品佔15.9%（2019年：11.4%），皮鞋皮具佔6.7%（2019年：7.6%），其他品類（包括名品、兒童用品、床用家居、家電、超市及其他）佔17.0%（2019年：17.4%）。

For the year ended 31 December 2020, revenue of the Group's main business amounted to RMB6,911.8 million, representing an increase of approximately RMB644.4 million compared with RMB6,267.4 million for the year of 2019. The increase of revenue was mainly because of the recorded increase in revenue derived from the real estate projects in Taizhou, Qinhuangdao and Chengdu of Maoye Property.

截至2020年12月31日止年度，本集團的主營業務收入為人民幣6,911.8百萬元，較2019年人民幣6,267.4百萬元增加約人民幣644.4百萬元。收入增加的主要原因是本集團位於泰州市、秦皇島市及成都市之茂業置業房地產項目取得進展，收入增加所致。

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Other Income

For the year ended 31 December 2020, other income of the Group amounted to RMB1,104.6 million, representing a decrease of RMB568.6 million compared with RMB1,673.2 million for the year of 2019. The decrease in other income was primarily due to the decrease in the revenue derived from the Group's department store segment attributable to the challenges brought by COVID-19, which led to a year-on-year decrease in revenue derived from administration and management fees and sales promotion.

Cost of Sales

For the year ended 31 December 2020, cost of sales of the Group amounted to RMB3,231.2 million, representing an increase of 32.2% compared with RMB2,443.6 million for the year of 2019. The increase in cost of sales was mainly attributable to the income from property sales for property projects recognised during the period increased, resulting in the increase in corresponding costs.

Employee Expenses

For the year ended 31 December 2020, employee expenses of the Group amounted to RMB415.2 million, representing a decrease of 27.0% compared with RMB569.1 million for the year of 2019, which was mainly due to (i) the enhanced human resources management of the Group and reduced staff and increased efficiency, resulting in the decrease in relevant staff cost, and (ii) the business of Inner Mongolia Victory Supermarket sub-contracted to other third party since July 2019 which led to the decrease in labour costs.

Depreciation and Amortisation

For the year ended 31 December 2020, depreciation and amortisation of the Group amounted to RMB1,083.4 million, representing a decrease of 2.1% compared with RMB1,107.1 million for the year of 2019, the main reason of which was that certain assets were fully depreciated and amortised, resulting in depreciation and amortisation expiration.

Payments for Short-term Leases and Leases of Low-value Assets

For the year ended 31 December 2020, payments for short-term leases and leases of low-value assets of the Group amounted to RMB10.9 million, representing a significant decrease of 65.7% compared with operating lease rental expenses of RMB31.8 million for the same period last year, which was mainly due to certain high-value lease contracts with undefined lease extension option in the first half of 2019 were officially extended in the second half of 2019 and early 2020 and was included in the new accounting standard for leases, resulting in the significant decrease in payments for short-term leases and leases of low-value assets for the period as compared to the same period of last year.

其他收入

截至2020年12月31日止年度，本集團的其他收入為人民幣1,104.6百萬元，較2019年的人民幣1,673.2百萬元下降人民幣568.6百萬元。其他收入下降的主要原因是受COVID-19沖擊，本集團百貨分部主營業務收入下降，相關行政與管理費收入、促銷收入同比減少。

銷售成本

截至2020年12月31日止年度，本集團的銷售成本為人民幣3,231.2百萬元，較2019年的人民幣2,443.6百萬元增加32.2%。銷售成本上升的主要因為地產項目本期確認售房收入增加，進而導致相關成本增加。

僱員開支

截至2020年12月31日止年度，本集團的僱員開支為人民幣415.2百萬元。與2019年人民幣569.1百萬元相比減少27.0%，主要因為(i)本集團加強人力資源管理減員增效，相關人工成本同比下降；及(ii)內蒙古維多利超市業務自2019年7月外包給其他第三方經營導致人工成本減少。

折舊及攤銷

截至2020年12月31日止年度，本集團的折舊及攤銷為人民幣1,083.4百萬元，較2019年人民幣1,107.1百萬元相比減少2.1%。主要原因為部分資產折舊攤銷完畢，停止折舊攤銷所致。

短期租賃及低值租賃開支

截至2020年12月31日止年度，本集團的短期租賃及低值租賃開支為人民幣10.9百萬元，較去年同期的經營租金開支人民幣31.8百萬元相比大幅下降65.7%，主要由於2019年上半年部分未明確續租選擇權的高價值租賃合約於2019年下半年及2020年初正式續簽，故納入新租賃準則核算範圍，造成本期短期租賃及低價值標的資產租賃開支同比大幅下降。

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Other Operating Expenses

For the year ended 31 December 2020, other operating expenses of the Group amounted to RMB1,145.0 million, representing a decrease of 16.9% compared with RMB1,378.6 million for the year of 2019. Other operating expenses as percentage of total sales proceeds and rental income increased to 10.7% compared with 8.9% in the corresponding period of 2019.

Other Gains and Losses

For the year ended 31 December 2020, the Group recorded other losses of RMB825.9 million, representing a decrease of 383.0% compared with other net gain of RMB291.8 million for the year of 2019. This was primarily due to (i) the provision for asset impairment made for the equity interests in ZJBC, an associate of Zhongzhao Investment, which was in turn a wholly-owned subsidiary of the Company, because of the sluggish operating results and share price caused by COVID-19 during the year; and (ii) the decrease in comparable rents in the rental market as a result of COVID-19, thus the fair value of the Group's investment properties recorded a loss on fair value changes along with the adjustment to market conditions.

Operating Profit

For the year ended 31 December 2020, operating profit of the Group was RMB1,304.8 million, representing a decrease of 51.7% as compared with RMB2,702.0 million for the year of 2019. This was primarily due to (i) the provision for asset impairment made for the equity interests in ZJBC, an associate of Zhongzhao Investment, which was in turn a wholly-owned subsidiary of the Company; (ii) the decrease in the market comparable rent due to COVID-19, resulting a decrease in fair value of the Group's investment properties; and (iii) the pressure on the sales of retail industry due to COVID-19, thus the profit of department store segment declined.

Finance Costs

For the year ended 31 December 2020, finance costs of the Group amounted to RMB1,231.5 million, representing a decrease of 6.7% compared with RMB1,320.6 million for the year of 2019. This was primarily due to (i) the principal of interest-bearing liabilities of the current year decreased as compared with 2019, resulting in the decrease in financial fees; and (ii) the slight decrease in financing interest rate of interest-bearing liabilities.

其他經營開支

截至2020年12月31日止年度，本集團的其他經營開支為人民幣1,145.0百萬元，較2019年人民幣1,378.6百萬元減少16.9%。其他經營開支佔銷售所得款項及租賃收入總額的比例由2019年同期的8.9%上升至10.7%。

其他收益及虧損

截至2020年12月31日止年度，本集團錄得其他收益虧損為人民幣825.9百萬元，較2019年其他收益淨額人民幣291.8百萬元相比減少383.0%，主要原因為(i)本公司之全資附屬公司中兆投資所持聯營公司中嘉博創之股權因其2020年財政年度受COVID-19影響經營業績及股價低迷而計提資產減值損失；及(ii)受COVID-19影響，租賃市場可比租金下滑，本集團投資性房地產公允價值隨市場行情調整錄得公允價值變動損失。

經營利潤

截至2020年12月31日止年度，本集團的經營利潤為人民幣1,304.8百萬元，較2019年人民幣2,702.0百萬元下降51.7%。主要原因為(i)本公司之全資附屬公司中兆投資對所持中嘉博創股權計提資產減值損失；(ii)市場可比租金受COVID-19影響下降，導致本集團投資性房地產公允價值下降；及(iii)受COVID-19影響，零售行業銷售承壓，百貨分部利潤因此下降。

融資成本

截至2020年12月31日止年度，本集團的融資成本為人民幣1,231.5百萬元，較2019年人民幣1,320.6百萬元減少6.7%。主要原因為(i)本年度計息負債本金相較於2019年度減少，導致財務費用減少；及(ii)計息負債融資利率略有下降。

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Income Tax Expense

For the year ended 31 December 2020, income tax expense of the Group amounted to RMB312.9 million, representing a decrease of 51.3% compared with RMB642.2 million for the year of 2019. The decrease in income tax expense was primarily due to the decrease in total operating profit for the year.

Profit for the year

As a result of the foregoing, for the year ended 31 December 2020:

- Net loss for the year was RMB249.0 million, representing a decrease of 152.9% as compared with the year of 2019;
- Without taking into account the effect of non-operating gains and losses*, net profit for the year was RMB377.0 million, representing a decrease of 35.2% as compared with RMB581.9 million for the year of 2019.

* Non-operating gains and losses represent the gains and losses on fair value changes and disposal of financial assets at fair value through profit or loss, the impairment loss of investment in an associate, the gains and losses on disposal of property, plant and equipment items, investment properties and land lease prepayments.

Liquidity and Financial Resources

As at 31 December 2020, the Group's cash and cash equivalents amounted to RMB1,046.7 million, representing a decrease of RMB185.9 million compared to the balance of RMB1,232.6 million as at 31 December 2019. The main cash inflow and cash outflow are set out as follows:

- (i) Net cash inflow of RMB904.9 million arising from operating activities;
- (ii) Net cash outflow of RMB248.5 million arising from investment activities, which included:
 - (1) the cash outflow of investments in properties, equipment and investment property amounting to RMB240.5 million;
 - (2) the cash outflow of RMB595.3 million from the purchase of financial assets at fair value through profit or loss;
 - (3) the cash inflow of RMB766.0 million from the buyback of financial assets at fair value through profit or loss;

所得稅開支

截至2020年12月31日止年度，本集團的所得稅開支為人民幣312.9百萬元，較2019年人民幣642.2百萬元下降51.3%。所得稅減少主要由於本年度經營利潤總額減少所致。

本年利潤

基於上述原因，截至2020年12月31日止年度：

- 本年度錄得淨虧損為人民幣249.0百萬元，較2019年同期減少152.9%；
- 剔除非經營性損益*的影響，本年度錄得淨利潤為人民幣377.0百萬元，較2019年人民幣581.9百萬元下降35.2%。

* 非經營性損益指以公允價值計量且其變動計入損益的金融資產持有期間公允價值變動損益及處置損益，對聯營公司計提減值損失以及處置物業、廠房及設備項目、投資物業和土地租賃預付款項等的收益及損失。

流動資金及財務資源

於2020年12月31日，本集團現金及現金等價物為人民幣1,046.7百萬元，較截至2019年12月31日止人民幣餘額1,232.6百萬元下降了人民幣185.9百萬元。主要現金流入與現金流流出載列如下：

- (i) 經營活動產生的淨現金流入人民幣904.9百萬元；
- (ii) 投資活動產生的淨現金流出為人民幣248.5百萬元，其中主要包括：
 - (1) 物業及設備和投資性房地產的投入合計流出人民幣240.5百萬元；
 - (2) 購買以公允價值計量且其變動計入損益的金融資產流出人民幣595.3百萬元；
 - (3) 回購以公允價值計量且其變動計入損益的金融資產流入人民幣766.0百萬元；

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- (4) the inflow of RMB141.7 million from the disposal of the shares of Bank of Chengdu held and the inflow of RMB638.6 million from the partial disposal of the equity interests in ZJBC held;
 - (5) the outflow of RMB869.5 million from the payment of the first and second instalment for the acquisition of the equity interests in Renhe Investment;
 - (6) Receipts of the gains from wealth management products and dividends from the equity instruments designated at fair value through other comprehensive income in a total amount of RMB18.4 million;
 - (7) the cash outflow from the profit distribution to small and medium shareholders of Maoye Commercial amounting to approximately RMB89.4 million; and
 - (8) the outflow of pledged bank deposits of RMB37.7 million; and
- (iii) Net cash outflow of RMB874.9 million arising from financing activities, which mainly included:
- (1) the increase in cash inflow arising from bank loans and other borrowings of RMB9,311.1 million;
 - (2) the cash outflow arising from repayment of bank loans and other borrowings of RMB12,017.2 million;
 - (3) the cash outflow arising from payment of interest of approximately RMB1,028.6 million;
 - (4) the lease expenses of approximately RMB415.9 million included in the new accounting standard on leases;
 - (5) net cash inflow arising from borrowings from fellow subsidiaries amounting to approximately RMB3,366.5 million; and
 - (6) profit distribution to shareholders of Maoye International Holdings Limited amounting to RMB90.7 million.
- (4) 出售持有的成都銀行股票流入人民幣141.7百萬元，出售持有的部分中嘉博創股權流入人民幣638.6百萬元；
 - (5) 支付收購仁和投資第一期、第二期股權款流出人民幣869.5百萬元；
 - (6) 收到理財產品收益和指定為以公允價值計量且其變動計入其他全面收益的權益投資的股息合計人民幣18.4百萬元；
 - (7) 茂業商業分配中小股東股利人民幣約89.4百萬元；及
 - (8) 質押銀行存款流出人民幣37.7百萬元；及
- (iii) 融資活動產生的淨現金流出為人民幣874.9百萬元，其中主要包括：
- (1) 銀行借款及其他借款增加現金流入人民幣9,311.1百萬元；
 - (2) 償還銀行貸款和其他借款而產生的現金流出人民幣12,017.2百萬元；
 - (3) 利息支付而產生的現金流出約人民幣1,028.6百萬元；
 - (4) 納入新租賃準則的租金支出約人民幣415.9百萬元；
 - (5) 向同系附屬公司借款而產生淨現金流入約人民幣3,366.5百萬元；及
 - (6) 茂業國際控股有限公司分配股東股利人民幣90.7百萬元。

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Interest-bearing Liabilities

As at 31 December 2020, total bank loans, USD senior guarantee notes and corporate bonds of the Group were approximately RMB14,342.5 million (31 December 2019: RMB16,119.9 million). The gearing ratio¹ and net gearing ratio² were 28.0% and 86.0%, respectively (31 December 2019: 29.9% and 92.2%, respectively).

¹ Gearing ratio = total debt/total assets = (bank loans + corporate bonds + USD senior guarantee notes)/total assets

² Net gearing ratio = net debt/total equity = (bank loans + corporate bonds + USD senior guarantee notes – cash and cash equivalents)/total equity

Contingent liabilities

- (a) On 14 April 2020, Zhanye Property Co., Ltd. (“**Zhanye Property**”) received a court judgment from the Shenyang Municipal Intermediate People’s Court related to a litigation filed by Balin Youqi Eurasia Investment Development Company Limited (“**Balin Youqi**”) in October 2018. According to the court judgment, Zhanye Property shall pay Balin Youqi an amount of RMB32,207,340.86 in respect of consideration for the transfer of a property project, together with interest calculated from 24 October 2018 to the full payment of the amount based on the Interbank Offered Rate announced by the National Interbank Funding Center. Procedures for filing of an appeal by Zhanye Property was completed on 6 May 2020. The first court hearing for the second trial will be held on 30 March 2021. Based on the advice from the Company’s legal counsel, as the litigation is at the second trial stage, the court judgment as abovementioned is not yet effective. The Company believes that the ultimate outcome of the litigation cannot be reliably estimated.
- (b) In August 2020, Shenyang Dadong District Urban Construction Service Center (瀋陽市大東區城市建設服務中心) filed a litigation with the Shenyang Municipal Intermediate People’s Court to claim for (i) a debt of RMB24,435,600 together with interest of RMB35,617,100 and (ii) urban construction project infrastructure fees of RMB12,294,100 together with interest of RMB12,835,100 from Zhanye Property in relation to the transfer agreement for a property project. The first court hearing was held on 25 February 2021. The Company, based on the advice from the Company’s legal counsel and the progress of the case, believes that the ultimate outcome of the litigation cannot be reliably estimated.

計息負債

本集團於2020年12月31日銀行借款總額、美元優先擔保票據以及公司債券約為人民幣14,342.5百萬元（2019年12月31日：人民幣16,119.9百萬元）。計息負債資產比¹及淨計息負債權益比²分別為28.0%及86.0%（2019年12月31日：分別為29.9%及92.2%）。

¹ 計息負債資產比=經計息負債/資產總額=(銀行借款+公司債券+美元優先擔保票據)/資產總額

² 淨計息負債權益比=淨經計息負債/權益總額=(銀行借款+公司債券+美元優先擔保票據-現金及等價物)/權益總額

或然負債

- (a) 於2020年4月14日，展業置地有限公司（「**展業置地**」）自瀋陽市中級人民法院接獲有關巴林右旗歐亞投資發展有限公司（「**巴林右旗**」）於2018年10月提出的訴訟之法院判決。根據法院判決，展業置地須就轉讓一項房地產項目的代價向巴林右旗支付人民幣32,207,340.86元及相關利息（利息根據全國銀行間同業拆借中心公佈的銀行同業拆借利率由2018年10月24日開始計算直至悉數付款為止）。展業置地提出上訴的程序已於2020年5月6日完成。二審的首次法院聆訊將於2021年3月30日舉行。根據本公司法律顧問的意見，由於訴訟處於二審階段，故上述法院判決尚未生效。本公司認為訴訟的最終結果尚未能可靠估計。
- (b) 於2020年8月，瀋陽市大東區城市建設服務中心向瀋陽市中級人民法院提出訴訟，以就(i)人民幣24,435,600元的債務連同人民幣35,617,100元的利息；及(ii)人民幣12,294,100元的城市建設項目基建費用連同人民幣12,835,100元的利息向展業置地就一項房地產項目的轉讓協議作出索償。第一次法院聆訊於2021年2月25日舉行。根據本公司法律顧問的意見及案件的進度，本公司認為訴訟的最終結果尚未能可靠估計。

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(c) In July 2020, Shenyang Northern Construction Co., Ltd. (瀋陽北方建設股份有限公司) filed a litigation with the Shenyang Municipal Intermediate People's Court to claim for an amount of RMB22,292,569 from Zhanye Property in relation to construction work for a project in Shenyang, together with interest of RMB16,236,818. The Company, based on the advice from the Company's legal counsel and the progress of the case, believes that the ultimate outcome of the litigation cannot be reliably estimated.

(c) 於2020年7月，瀋陽北方建設股份有限公司向瀋陽市中級人民法院提出訴訟，以向展業置地就瀋陽一項項目的建設工程索償人民幣22,292,569元連同人民幣16,236,818元的利息。根據本公法律顧問的意見及案件的進度，本公司認為訴訟的最終結果尚未能可靠估計。

Major Acquisition and Disposal

Disposal of Shares in ZJBC

On 8 May 2020, Zhongzhao Investment Management Co., Ltd. ("Zhongzhao", a wholly-owned subsidiary of the Company) disposed of approximately 2.01% of the issued share capital of ZJBC on the open market (the "Disposal"). On 12 May 2020, Zhongzhao further disposed of approximately 0.98% of the issued share capital of ZJBC on the open market (the "Further Disposal"). On 18 May 2020, Shenzhen Maoye Department Store Co., Ltd ("Shenzhen Maoye", a non-wholly owned subsidiary of the Company, which is indirectly held by the Company as to 82.80%) disposed of approximately 1.86% of the issued share capital of ZJBC on the open market for the third time (the "Third Disposal"). As the Company held 82.80% equity interests in Shenzhen Maoye, as a result, the Company disposed of approximately 1.54% of the issued share capital of ZJBC under the Third Disposal. From 19 August 2020 to 7 September 2020, Zhongzhao disposed of approximately 2.00% of the issued share capital of ZJBC on the open market for the fourth time (the "Fourth Disposal"). After the Disposal, the Further Disposal, the Third Disposal and the Fourth Disposal, the equity interests in ZJBC held by the Company was reduced from approximately 22.18% to approximately 15.66%. For details of the above, please refer to the announcements of the Company dated 11 May 2020, 15 May 2020, 19 May 2020 and 8 September 2020, and the circular of the Company dated 30 October 2020.

From 8 September 2020 to 2 March 2021, Zhongzhao disposed of shares of ZJBC on the open market several times, representing approximately 4.48% of the issued share capital of ZJBC in total (the "Fifth Disposal"). After the Fifth Disposal, the equity interests in ZJBC held by the Company was reduced from approximately 15.66% to approximately 11.18%. The proceeds from the above disposal further strengthened the financial position and capital base of the Group, which helped the Group further focus on its main business, and promoted the future business growth and development of the Group.

重大收購及出售

出售中嘉博創股份

於2020年5月8日，中兆投資管理有限公司（「中兆」，為本公司全資附屬公司）在公開市場上出售了中嘉博創已發行股本約2.01%（「出售事項」）。於2020年5月12日，中兆在公開市場上進一步出售中嘉博創已發行股本約0.98%（「進一步出售事項」）。於2020年5月18日，深圳茂業百貨有限公司（「深圳茂業」，為本公司非全資附屬公司，由本公司間接持有其82.80%股權）在公開市場上第三次出售中嘉博創已發行股本約1.86%（「第三次出售事項」），由於本公司持有深圳茂業82.80%股權，因此，第三次出售事項本公司出售中嘉博創已發行股本約1.54%。於2020年8月19日至2020年9月7日期間，中兆在公開市場上第四次出售中嘉博創已發行股本約2.00%（「第四次出售事項」）。出售事項、進一步出售事項、第三次出售事項及第四次出售事項後，本公司持有的中嘉博創之權益將由約22.18%減少至約15.66%。上述有關詳情請參見本公司日期為2020年5月11日、2020年5月15日、2020年5月19日及2020年9月8日之公告及日期為2020年10月30日之通函。

於2020年9月8日至2021年3月2日期間，中兆在公開市場上多次出售中嘉博創股份，合計出售中嘉博創已發行股本約4.48%（「第五次出售事項」）。第五次出售事項後，本公司持有的中嘉博創之權益將由約15.66%減少至約11.18%。上述出售事項所獲得資金進一步鞏固本集團的財務狀況及資本基礎，有助於進一步聚焦主業，促進本集團未來業務增長及發展。

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Acquisition of the Entire Equity Interests in Renhe Investment

On 30 September 2020, Chengshang Holding, an indirect non-wholly-owned subsidiary of the Company, entered into an acquisition agreement with Renhe Industrial to dispose of 100% of the equity interests in Renhe Investment held by Renhe Industrial for a Consideration of RMB1.45 billion.

The land parcel owned by Renhe Investment was located at an advantageous geographical location, which is in the centre of Chengdu, adjacent to the landmark buildings of Chengdu Tianfu Square (天府廣場) and Sichuan Grand Theatre (四川大劇院), and to Chengdu Renhe Rendong Store (成都仁和人東店) and Yanshikou Maoye Complex (鹽市口茂業天地店) owned by the Group. Upon the completion of the acquisition, in view of the land use nature of the Jincheng art palace project of Renhe Investment, i.e. land for commercial service facilities, the Group intended to develop corresponding ancillary commercial projects, such as shopping centres. The acquisition will help the Group to generate synergy effects in Chengdu regional stores, which will be favorable for the Group to further develop its commercial retail business in the Chengdu region, and will further expand its regional influence and strengthen its market position, thereby enhancing the Group's overall strength.

Save for the above, the Group did not have any other major acquisition or disposal during the year.

Pledge of Assets

As at 31 December 2020, the Group's collateral interest-bearing bank loans amounting to RMB11,342.4 million were secured by approximately RMB3,872.8 million, RMB9,178.4 million, RMB1,731.7 million and RMB451.1 million respectively of the Group's land and buildings, investment properties, right-of-use assets and properties under development.

Foreign Currency Risk

The Company issued US\$150,000,000 and US\$100,000,000 senior guaranteed notes with a term of 2 years on September and October in 2018 respectively which have all been redeemed as of 31 December 2020, and is exposed to the effect of foreign exchange fluctuation risks. During the reporting period, the Group recorded a foreign exchange loss of approximately RMB48.0 million on exchange. Since the business of the Group was mainly focused on Mainland China, its operation was not exposed to any foreign exchange fluctuation risks.

As of 31 December 2020, the Group had not entered into any arrangements to hedge its foreign currency risk. The Group's operating cash flow is not exposed to foreign exchange fluctuation risks.

收購仁和投資全部股權

於2020年9月30日，本公司間接非全資附屬公司成商控股以人民幣14.5億元代價與仁和實業訂立收購協議，收購仁和實業所持仁和投資之100%股權。

仁和投資擁有的地塊地理位置優越，位於成都市中心，緊鄰成都市地標建築天府廣場、四川大劇院、且毗鄰本集團擁有的成都仁和人東店和鹽市口茂業天地店。收購事項完成後，鑒於仁和投資之錦城藝術宮項目其土地使用性質（即商業服務設施用地），本集團擬開發相應配套商業項目，如購物中心。此舉將與成都區域門店產生協同效應，有利於本集團進一步深耕於成都區域的商業零售業務，進一步擴大區域影響力及鞏固市場地位，提高本集團綜合實力。

除上述情況外，本集團於年內並無任何其他重大收購或出售。

抵押資產

於2020年12月31日，本集團有抵押物的計息銀行貸款為人民幣11,342.4百萬元，乃以賬面淨額分別約為人民幣3,872.8百萬元、人民幣9,178.4百萬元、人民幣1,731.7百萬元及人民幣451.1百萬元之本集團土地及樓宇、投資物業、使用權資產及發展中物業作抵押。

外匯風險

本公司因於2018年9月和10月分別發行為期兩年的1.5億美元和1億美元優先擔保票據，截至2020年12月31日已全部贖回，需承受匯率波動風險的影響。於報告期內，本集團錄得兌匯損失淨額約人民幣48.0百萬元。而本集團業務主要集中在中國大陸地區，經營上無須承受任何匯兌波動風險。

截至2020年12月31日，本集團並無訂立任何外匯風險對沖安排，而本集團經營現金流量無須承受匯兌波動風險。

BIOGRAPHIES OF DIRECTORS AND SECRETARY

董事和秘書履歷

EXECUTIVE DIRECTORS

Mr. Huang Mao Ru (黃茂如) (“Mr. Huang”), aged 55 is the founder of the Group and the Chairman, Executive Director, Chief Executive Officer and the Chairman of Nomination Committee of the Company. He is also a director of various companies in the Group. Besides, he is a director and owner of Maoye Department Store Investment Limited and MOY International Holdings Limited, the controlling shareholders of the Company. Mr. Huang is responsible for the overall development and strategic planning of the Group. He has extensive experience in department store and commercial real estate industries and has been engaged in department store business for over 20 years. Before commencing his department store business, Mr. Huang established Maoye (Shenzhen) Real Estate Development Co., Ltd. (茂業(深圳)房地產開發有限公司) in 1992 and Shenzhen Maoye (Group) Co., Ltd. (深圳茂業(集團)股份有限公司) in 1995. Mr. Huang had been a director and the Chairman of Maoye Commercial Co., Ltd. (茂業商業股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600828) since July 2005 and resigned on 9 February 2009.

Mr. Zhong Pengyi (鍾鵬翼) (“Mr. Zhong”), aged 65, is an Executive Director and the Vice Chairman of the Company. He joined the Group in August 2007. Mr. Zhong received a master’s degree in business administration from Hong Kong Baptist University in 2003. Mr. Zhong has over 30 years of experience in the operational management of the department store industry, real estate industry and trading industry. Mr. Zhong has been an independent director of Shenzhen Centralcon Investment Holding Co., Ltd. (深圳市中洲投資控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000042) since July 2017. On 14 March 2014, Mr. Zhong has been appointed as a director of Shenyang Commercial City Co., Ltd. (瀋陽商業城股份有限公司, “Commercial City”) (a company listed on the Shanghai Stock Exchange, stock code: 600306). He has also been a director of Maoye Commercial since 10 June 2015.

Ms. Lu Xiaojuan (盧小娟) (“Ms. Lu”), aged 47, is the executive Director and Chief Financial Officer of the Company. She holds a Master of Business Administration degree from the University of Ballarat, Australia. She joined the Group in March 1997 and had previously served as the manager of the finance department, the general manager of the audit and supervision department, and the general manager of the contract management center, deputy general manager of the financial management center of the Group. Ms. Lu has been appointed as the general manager of the financial management center of the Group since June 2017 and as the Chief Financial Officer of the Group since 5 December 2019. Ms. Lu has over 20 years of financial management experience in the PRC.

執行董事

黃茂如先生 (「黃先生」), 55歲, 本集團創辦人及本公司董事長、執行董事、首席執行官及提名委員會主席。彼亦於本集團內多家成員公司擔任董事職位。此外, 彼亦為本公司控股股東Maoye Department Store Investment Limited及MOY International Holdings Limited之董事及擁有人。黃先生負責本集團整體發展及戰略規劃。彼於百貨業及商業地產業具有豐富經驗, 並從事百貨業務逾20年。黃先生在開始其百貨店業務前, 分別於1992年及1995年成立茂業(深圳)房地產開發有限公司及深圳茂業(集團)股份有限公司。黃先生自2005年7月出任茂業商業股份有限公司(於上海證券交易所上市, 股份代號: 600828)之董事及董事長, 於2009年2月9日辭任。

鍾鵬翼先生 (「鍾先生」), 65歲, 為本公司執行董事及副董事長。彼於2007年8月加入本集團。2003年, 鍾先生獲取香港浸會大學工商管理碩士。鍾先生具有逾30年百貨、房地產及商業貿易的運營管理經驗。鍾先生於2017年7月起擔任深圳市中洲投資控股股份有限公司(一家於深圳證券交易所上市之公司, 股份代號: 000042)的獨立董事。鍾先生於2014年3月14日起擔任瀋陽商業城股份有限公司(「商業城」)(一家於上海證券交易所上市之公司, 股份代號: 600306)董事一職。彼亦於2015年6月10日起擔任茂業商業董事一職。

盧小娟女士 (「盧女士」), 47歲, 為本公司執行董事及首席財務官。持有澳大利亞巴拉利特大學工商管理碩士, 彼自一九九七年三月加入本集團, 曾任本集團財務部經理, 審計監察部總經理, 合約管理中心總經理, 財務管理中心副總經理, 盧女士自2017年6月起獲委任為本集團財務管理中心總經理及自2019年12月5日起獲委任為本集團首席財務官。盧女士於中國擁有逾二十年之財務管理經驗。

BIOGRAPHIES OF DIRECTORS AND SECRETARY

董事和秘書履歷

NON-EXECUTIVE DIRECTOR

Mr. Wang Bin (王斌) (“Mr. Wang”), aged 54, joined the Group in 2010. He was an Executive Director of the Company before his re-designation as a Non-executive Director on 5 May 2017. He is also a director of various companies in the Group. Mr. Wang had been the Chief Financial Officer of the Company since 20 October 2010 and resigned on 7 December 2015. He had also been the Vice President of the Company since 14 January 2013 and resigned on 7 December 2015. Mr. Wang is a senior accountant. He received a bachelor’s degree majored in finance and accounting from Shanghai Maritime University in 1988 and received a Master of Business Administration degree from Murdoch University of Australia in 2001. Prior to joining the Group, Mr. Wang worked for China Merchants Group (招商局集團) and served as financial controller of Huafu Holdings Limited (華孚控股有限公司). He has more than 20 years of experience in financial management. Mr. Wang had been a director of Zhongjiabochuang Information Technology Co., Ltd. (中嘉博創信息技術股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000889) since December 2010 and ceased to be a director from June 2016. Mr. Wang has also been appointed as a director of Maoye Commercial on 28 November 2012 and ceased to be a director from 25 September 2019, and he has been appointed as a director of Commercial City on 14 March 2014.

非執行董事

王斌先生 (「王先生」)，54歲，於2010年加盟本集團。在2017年5月5日調任為非執行董事前，彼為本公司執行董事。王先生亦於本集團內多家成員公司擔任董事職位。王先生自2010年10月20日起出任本公司首席財務官，於2015年12月7日辭任。彼亦自2013年1月14日起出任本公司副總裁，於2015年12月7日辭任。王先生為高級會計師。彼於1988年獲取上海海事大學財務與會計學士學位，並於2001年獲取澳洲梅鐸大學工商管理碩士學位。加盟本集團前，王先生任職於招商局集團（前稱香港招商集團）及擔任華孚控股有限公司的財務總監。彼於財務管理累積逾20年經驗。王先生自2010年12月起出任中嘉博創信息技術股份有限公司（一家於深圳證券交易所上市之公司，股份代號：000889）董事，並於2016年6月不再擔任其董事職位。王先生亦於2012年11月28日出任茂業商業董事，並於2019年9月25日不再擔任其董事職位；及彼於2014年3月14日起擔任商業城董事。

BIOGRAPHIES OF DIRECTORS AND SECRETARY

董事和秘書履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Rao Yong (饒永) (“Mr. Rao”), aged 62, is an independent non-executive Director of the Company, the chairman of Audit Committee and a member of Remuneration Committee and Nomination Committee. He joined the Group in April 2020. Mr. Rao is a certified public accountant in the PRC, obtained a diploma in accounting in 1980 from Guangxi University of Finance and Economics, the PRC. Mr. Rao was the former chairman of the Shenzhen Institute of Certified Public Accountants* (深圳市註冊會計師協會會長) and the vice chairman of the Guangdong Institute of Certified Public Accountants* (廣東省註冊會計師協會副會長). He currently serves as a member of the Sixth People’s Congress of Shenzhen City* (深圳市第六屆人大代表) and a member of the project budget committee of People’s Congress Standing Committee of Shenzhen City* (深圳市人大計劃預算委員會委員). He is also an independent non-executive director of Kaisa Group Holdings Limited (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited, stock code: 1638.HK), SMI Culture & Travel Group Holdings Limited (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited, stock code: 2366.HK) and Shandong Sinobioway Biomedicine Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002581.SZSE). From 1991 to 1997, he served as a director of the Audit Bureau of Shenzhen City, and from 1984 to 1990, he served as a chief of the Audit Bureau of Wuzhou City, Guangxi Province. Mr. Rao has over 29 years of accounting and auditing experience.

獨立非執行董事

饒永先生(「饒先生」)，62歲，為本公司獨立非執行董事、審核委員會主席、薪酬委員會及提名委員會成員。彼於2020年4月加入本集團。饒先生為中國註冊會計師，於1980年在中國廣西財經學院取得會計學文憑。饒先生曾擔任深圳市註冊會計師協會會長及廣東省註冊會計師協會副會長。饒先生現任為深圳市第六屆人大代表委員及深圳市人大計劃預算委員會委員。彼亦為佳兆業集團控股有限公司(一家於香港聯合交易所有限公司主板上市之公司，股份代號：1638.HK)，星美文化旅遊集團控股有限公司(一家於香港聯合交易所有限公司主板上市之公司，股份代號：2366.HK)及山東未名生物醫藥股份有限公司(一家於深圳證券交易所上市之公司，股份代號：002581.SZSE)之獨立非執行董事。於1991年至1997年擔任深圳市審計局處長，並於1984年至1990年擔任廣西省梧州市審計局科長。饒先生擁有逾29年的會計及審計經驗。

BIOGRAPHIES OF DIRECTORS AND SECRETARY

董事和秘書履歷

Mr. Pao Ping Wing (浦炳榮) (“Mr. Pao”), aged 73, is an Independent Non-executive Director, the Chairman of the Remuneration Committee and a member of both the Audit Committee and Nomination Committee of the Company. He joined the Group in August 2007. Mr. Pao obtained a Master of Science degree in Human Settlements Planning and Development from the Asian Institute of Technology in Bangkok, Thailand in 1980. In the past years, Mr. Pao has been appointed to serve on various government policy committees and statutory bodies, especially those involving town planning, urban renew, public housing, culture and arts and environmental matters. He is an honorary fellow of the Hong Kong Institute of Housing. He was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councilor of Hong Kong. Mr. Pao was appointed as a Justice of the Peace in 1987 and was a special committee member of the 9th and 10th session of the Chinese People’s Political Consultative Conference Guangzhou Committee. Currently, he is also an independent non-executive director of a number of companies listed on the Stock Exchange of Hong Kong Limited.

Mr. Gao Yajun (高亞軍) (“Mr. Gao”), aged 45, is an independent non-executive Director of the Company and a member of Audit Committee and Remuneration Committee. He joined the Group in April 2020. Mr. Gao is a senior accountant in Hong Kong, Certified Public Accountant in the PRC and Australia, and member of the Chartered Institute of Management Accountants. He is also a member of the Hong Kong Independent Non-Executive Director Association Limited. Mr. Gao graduated from Deakin University in Australia and obtained a master’s degree in professional accounting in 2002 and has been an executive director and a partner of Baker Tilly Hong Kong since February 2010. He is an independent non-executive director of Nanjing Panda Electronics Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 553.HK, and Shanghai Stock Exchange, stock code: 600775.SSE) on 29 June 2018. Mr. Gao has engaged in auditing and consulting work for a long time and has extensive experience in financial management.

COMPANY SECRETARY

Ms. So Ka Man (蘇嘉敏) (“Ms. So”), aged 47, was appointed as the Secretary of the Company in November 2017. She is a director of the Corporate Services Division of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. So is a Chartered Secretary and a fellow of both the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute in the United Kingdom. Apart from the Company, Ms. So, has been providing professional secretarial services to a number of listed companies.

浦炳榮先生 (「浦先生」)，73歲，為本公司獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員。彼於2007年8月加入本集團。浦先生於1980年取得泰國曼谷亞洲科技學院頒發的人居規劃碩士學位。於過去多年，浦先生先後獲委任為政府多個涉及城市規劃、市區重建、公共房屋、文化藝術及環境問題等政策委員會及法定組織的成員。浦先生現為香港房屋經理學會的榮譽資深會員。浦先生於1982年獲選為香港十大傑出青年，並於1983年獲選為世界十大傑出青年。彼曾出任香港市政局議員。浦先生於1987年獲委任為太平紳士，並曾出任第9及第10屆中國人民政治協商會議廣州市委員會特約委員。彼現時為數間在香港聯合交易所有限公司上市之公司的獨立非執行董事。

高亞軍先生 (「高先生」)，45歲，為本公司獨立非執行董事、審核委員會及薪酬委員會成員。彼於2020年4月加入本集團。高先生為香港資深會計師、中國註冊會計師、澳洲註冊會計師、英國特許管理會計師。彼亦是香港獨立非執行董事協會的成員。高先生於2002年畢業於澳大利亞迪肯大學，取得專業會計學碩士學位，及自2010年2月至今任職於天職香港會計師事務所擔任執行董事及合夥人。彼自2018年6月29日起至今擔任南京熊貓電子股份有限公司（一間於聯交所主板上市之公司，股份代號：553以及於上海證券交易所上市之公司，股份代號：600775.SSE）之獨立非執行董事。高先生長期從事審計與諮詢工作，具有豐富的財務管理經驗。

公司秘書

蘇嘉敏女士 (「蘇女士」)，47歲，於2017年11月獲委任為本公司秘書。彼為卓佳專業商務有限公司（一所全球性的專業服務公司，提供綜合的商務、企業及投資者服務）的企業服務董事。蘇女士為特許秘書，並為香港特許秘書公會以及英國特許公司治理公會資深會士。除本公司外，蘇女士為多家上市公司提供專業秘書服務。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Group recognises the vital importance of good corporate governance to its success and sustainability. The Company is committed to achieving a high standard of corporate governance practices as an essential component of high quality and has introduced corporate governance practices appropriate to the operation and growth of its business.

The Company has applied the principles set out in the Corporate Governance Code (the “Code”) as contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). In the opinion of the board of directors of the Company (the “Board”), the Company has complied with the code provisions set out in the Code throughout the year ended 31 December 2020, save and except for the deviation from code provision A.2.1. Key corporate governance principles and practices of the Company as well as the details of the deviation are summarised below.

The Board will continue to enhance its corporate governance practices appropriate to the operation and growth of its business and to review such practices from time to time to ensure that the Company complies with statutory and professional standards and aligns with the latest developments.

THE BOARD OF DIRECTORS

Responsibilities and Delegation

The Board is responsible for overall management and control of the Company. Its main roles are to provide leadership and to approve strategic policies and plans with a view to enhancing the interests of shareholders. All directors carry out their duties in good faith and in compliance with applicable laws and regulations, making decisions objectively, and acting in the interests of the Company and its shareholders at all times.

All directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary and senior management. Any director may request independent professional advice under appropriate circumstances at the Company’s expense, upon making reasonable request to the Board.

企業管治常規

本集團認為良好的企業管治對本集團的成功及持續發展至為重要。本公司致力於維持高水準的企業管治慣例，作為高質素的重要元素，並引入適合其業務營運及發展的企業管治常規。

本公司已採用載於聯交所證券上市規則（「上市規則」）附錄十四的企業管治常規規守（「守則」）所載的原則。本公司董事會（「董事會」）認為，本公司於截至2020年12月31日止年度一直遵守所有守則條文，惟對守則條文第A.2.1條的偏離除外。本公司主要企業管治原則及常規以及有關偏離的詳情在下文概述。

董事會將繼續提升適合本公司業務營運及發展的企業管治常規，並不時檢討該等常規，以確保本公司符合法定及專業標準，以及參照標準的最新發展。

董事會

職責與委任

本公司的整體管理及控制由董事會負責。其主要職責為批准策略政策與計劃，並領導本公司提升股東利益。全體董事忠實地執行職務，並須遵守適用法例及規例，客觀地作出決定以及每時每刻為本公司及其股東的利益行事。

所有董事均可全面及時地取得所有相關資料，以及獲得公司秘書與高級管理層的意見及服務。任何董事均可於適當情況下，向董事會作出合理要求以尋求獨立專業意見，費用由本公司支付。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board reserves its rights for making decision on all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

The Board has delegated a schedule of responsibilities to the executive directors and senior management of the Company. These responsibilities include implementing decisions of the Board and directing and co-ordinating day-to-day operation and management of the Company. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

BOARD COMPOSITION

The following chart illustrates the current structure and membership of the Board and the Board Committees:

董事會有權就本公司所有重大事項作出決定，包括批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、主要交易（特別是涉及利益衝突者）、財務資料、委任董事及其他重大財務及營運事宜。

董事會已將一部分責任轉授予本公司執行董事及高級管理層。該等責任包括：執行董事會的決定，指示及協調本公司的日常運作及管理。董事會定期檢討所委任職務及職責。上述人員在訂立任何主要交易前，須先取得董事會批准。

董事會的組成

下表顯示董事會及董事委員會的現行架構及成員：



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board members have no relationship with each other. The biographical details of the directors are disclosed under the section headed “Biographies of Directors and Secretary” in this annual report.

During the year ended 31 December 2020, the Board has at all times met with the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors (representing at least one-third of the Board) with one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

All directors have brought a wide range of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Moreover, through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on the Board committees, all independent non-executive directors have made various contributions to the effective business direction of the Company.

The Company has received written annual confirmation from each independent non-executive director in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive directors are independent.

Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Huang Mao Ru is Chairman of the Board and Chief Executive Officer of the Company. As Mr. Huang is the founder of the Group and has extensive experience in the department store industry and commercial real estate industry, the Board believes that it is in the best interest of the Group to have Mr. Huang taking up both roles for continuous effective management and business development of the Group.

The Board considers that the current structure of vesting the roles of Chairman and Chief Executive Officer in the same person will not impair the balance of power and authority between the Board and the management of the Company.

董事會成員之間互無關連。董事的履歷詳情於本年報「董事和秘書履歷」一節披露。

截至2020年12月31日止年度，董事會一直符合上市規則的規定，委任最少三名獨立非執行董事（佔董事會最少三分之一席位），而其中一名獨立非執行董事擁有相關專業資格以及會計及相關財務管理專業知識。

全體董事為董事會投入寶貴的業務經驗、知識及專業水準，使董事會有效率及效益地運作。此外，透過積極參與董事會會議、帶領管理涉及潛在利益衝突的事宜及為董事委員會服務，全體獨立非執行董事對本公司的有效業務方針作出多項貢獻。

本公司已取得各獨立非執行董事根據上市規則第3.13條所載的獨立指引就其獨立性作出的年度確認書。本公司認為全體獨立非執行董事均屬獨立人士。

董事長兼首席執行官

守則條文第A.2.1條列明，董事長及首席執行官的角色應予區分，不應由同一人擔任。

黃茂如先生為本公司董事長兼首席執行官。由於黃先生為本集團創辦人，並於百貨行業及商業房地產行業擁有豐富經驗，故董事會相信，為了本集團的持續有效管理及業務發展而由黃先生擔任兩個角色，符合本集團的最佳利益。

董事會認為現時由同一人士擔任董事長及首席執行官的架構，不會影響本公司董事會與管理層之間的權力平衡。

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Appointment and Re-election of Directors

All directors are appointed for a specific term. All the executive directors, non-executive director and independent non-executive directors of the Company are engaged on a service contract/letter of appointment with the Company for a term of three years.

According to the Company's Articles of Association (the "**Articles of Association**"), all directors of the Company are subject to retirement by rotation at least once every three years and are eligible for re-election at annual general meetings of the Company. Any new director appointed by the Board to fill a casual vacancy shall submit himself/herself for re-election by shareholders at the first general meeting and any new director appointed by the Board as an addition to the Board shall submit himself/herself for re-election by shareholders at the following annual general meeting.

In accordance with the Articles of Association, Mr. Zhong Pengyi, Mr. Wang Bin and Mr. Pao Ping Wing shall retire and, being eligible, offer themselves for re-election at the forthcoming 2021 annual general meeting of the Company. The Board and the Nomination Committee recommend their re-appointments. The Company's circular, sent together with this annual report, contains detailed information of the above three directors as required by the Listing Rules.

Training and Continuing Development for Directors

Directors shall keep abreast of responsibilities as directors of the Company and of the business activities and development of the Company and comply with the code of conduct of the Company at all times.

Each newly appointed director receives induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Such induction is normally supplemented with visits to the Group's key business sites and/or meetings with the senior management of the Company.

董事的委任及重選

全體董事任期固定。本公司全體執行董事、非執行董事及獨立非執行董事均與本公司訂有服務合約／委任書，任期三年。

根據本公司的組織章程細則（「**組織章程**」），本公司全體董事須最少每三年輪值退任一次，並符合資格於本公司股東週年大會上重選連任。由董事會委任以填補臨時空缺的新董事，須於下一次股東大會上由股東重選連任，而由董事會委任作為董事會新增成員的新董事，須於下屆股東週年大會上由股東重選連任。

根據組織章程，鍾鵬翼先生、王斌先生及浦炳榮先生須於本公司即將召開的2021年股東週年大會上退任，惟彼等符合資格，並願意於該大會上重選連任。董事會及提名委員會建議彼等重獲委任。連同本年報一併寄發的本公司通函，載有上市規則規定的上述三位退任董事詳情。

董事的培訓及持續發展

董事須時刻了解身為本公司董事的職責、跟進業務活動及公司發展並遵守本公司的行為操守。

各新委任董事於最初獲委任時接受入職指導，確保彼等適當了解本公司的業務及運作，並完全知悉上市規則及相關監管要求規定的董事職責與責任。上述入職指導一般包括參觀本集團主要業務地點及／或與本公司高級管理層會面。

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Under code provision A.6.5, directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for directors will be arranged and reading material on relevant topics will be issued to directors where appropriate. All directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2020, all the directors were provided reading materials or regulatory update on corporate governance matters and responsibilities of the directors for their reference and perusal.

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transaction by Directors of Listed Issuers (the “**Model Code**”) as its code of conduct governing directors' dealings in the Company's securities. Specific enquiry has been made of the Company's directors and all the existing directors have confirmed that they have complied with the required standards set out in the Model Code throughout the period from 1 January 2020 to the date of this annual report.

The Company has also established written guidelines no less exacting than the Model Code (the “**Employees Written Guidelines**”) for securities transactions by employees who are likely to possess inside information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

In case when the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its directors and relevant employees in advance.

根據守則條文第A.6.5條，董事須參與合適的持續職業發展，以提高及更新其知識及技能，以確保繼續在具備全面資訊及切合所需的情況下向董事會作出貢獻。本公司將會於適當時為董事安排內部用簡報，並就有關主題刊發閱讀材料。本公司鼓勵所有董事參加相關培訓課程，費用由本公司支付。

截至2020年12月31日止年度，全體董事均獲關於企業管治事宜及董事職責的閱讀材料及更新以供彼等參考及細閱。

證券交易的標準守則

本公司已採納上市發行人董事進行證券交易的標準守則（「**標準守則**」），作為規管董事買賣本公司證券的行為守則。本公司已向其董事作出特定查詢，而所有現有董事已確認由2020年1月1日起至本年報日期止期間一直遵守標準守則所載的規定標準。

董事會已就可能擁有本公司內部資料的有關僱員買賣本公司證券制訂嚴格程度不低於標準守則的書面指引（「**僱員書面指引**」）。本公司概未發現僱員違反僱員書面指引。

倘本公司知悉買賣本公司證券的任何限制期間，則將提前通知其董事及相關僱員。

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BOARD COMMITTEES & CORPORATE GOVERNANCE FUNCTIONS

The Board has established three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the Company's website "www.maoye.cn" and the Stock Exchange's website. All Board committees should report to the Board on their decisions or recommendations made.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Audit Committee comprises a total of three members, namely, Mr. Rao Yong (Chairman), Mr. Pao Ping Wing and Mr. Gao Yajun, all of whom are independent non-executive directors. The chairman of the Audit Committee is Mr. Rao Yong who possesses the appropriate professional qualification, and accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee are to (i) review the financial statements and reports and consider any significant or unusual items raised by the financial officers of the Group or external auditors before submission to the Board; (ii) review and monitor the external auditors' independence and the objectivity and the effectiveness of the audit process; (iii) make recommendations to the Board on the appointment, re-appointment and removal of external auditors; and (iv) review the accuracy and effectiveness of the Company's financial reporting system, internal control system and risk management system as well as internal audit function.

董事委員會及企業管治職能

董事會已成立三個董事委員會，分別是審核委員會、薪酬委員會及提名委員會，以監督本公司特定範疇的事項。所有董事委員會已制訂其書面職權範圍，載於本公司網站「www.maoye.cn」及聯交所網站。所有董事委員會須就其作出的決策或建議向董事會匯報。

所有董事委員會獲提供足夠資源履行職務，並可於適當情況下，作出合理要求以尋求獨立專業意見，費用由本公司支付。

審核委員會

審核委員會共有三名成員，分別為饒永先生（主席）、浦炳榮先生及高亞軍先生，彼等均為獨立非執行董事。饒永先生為審核委員會主席，擁有上市規則第3.10(2)條所規定的專業資格及會計及財務管理相關專業知識。審核委員會成員均非本公司現有外聘核數師的前任合夥人。

審核委員會的主要職務為(i)審閱財務報表及報告，並在提交董事會前考慮本集團財務主任或外聘核數師提出的任何重大或特別事項；(ii)審閱及監察外聘核數師的獨立性及核數過程的客觀性及效率；(iii)就委任、重新委任及罷免外聘核數師向董事會提供建議；及(iv)審閱本公司財務報告系統、內部監控系統、風險管理系統及內部審計職能的準確性及效率。

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During the year ended 31 December 2020, the Audit Committee has held 4 meetings and performed the following major tasks:

- Review of the scope of audit work and the auditors' remuneration;
- Review and discussion of the annual financial results and report in respect of the year ended 31 December 2019 and interim financial results and report for the six months ended 30 June 2020 and discussion with the management of the accounting principles and practices adopted by the Group;
- Discussion and recommendation of the re-appointment of the external auditors; and
- Review of the financial reporting and internal control and risk management systems of the Group together with the effectiveness of the internal audit function of the Group.

The external auditors were invited to attend the Audit Committee meetings held during the year to discuss with the Audit Committee members issues arising from the audit and financial reporting matters. The Chairman of the Audit Committee provided the Board with a briefing on the significant issues after each Audit Committee meeting. There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditors.

Remuneration Committee

The Remuneration Committee comprises a total of three members, namely, Mr. Pao Ping Wing (Chairman), Mr. Rao Yong and Mr. Gao Yajun, all of whom are independent non-executive directors.

The duties of the Remuneration Committee are mainly to (i) make recommendations to the Board on the Company's remuneration policy and structure and the remuneration packages of executive directors and senior management (i.e. the model described in the code provision B.1.2(c) (ii) of the Code); and (ii) review and approve performance-based remuneration by reference to corporate goals and objectives.

During the year ended 31 December 2020, the Remuneration Committee has held 1 meeting and performed the following major tasks:

- Considered and recommended the remuneration package of the newly appointed directors, Ms. Lu Xiaojuan, Mr. Rao Yong and Mr. Gao Yajun;
- Review and discussion of the remuneration policy of the Group; and
- Review and discussion of the remuneration packages of directors and senior management of the Company.

截至2020年12月31日止年度，審核委員會曾舉行4次會議並進行以下主要工作：

- 審閱核數工作範圍及核數師薪酬；
- 審閱及討論截至2019年12月31日止年度的年度財務業績及報告，以及截至2020年6月30日止六個月的中期財務業績及報告，並與管理層討論本集團採納的會計原則及慣例；
- 討論及建議重新委任外聘核數師；及
- 審閱本集團財務報告、內部監控、風險管理系統及本集團內部審計職能的效率。

外聘核數師獲邀出席年內舉行的審核委員會會議，並就審計及財務報告事宜引起的問題與審核委員會成員展開討論。審核委員會主席於每次審核委員會會議後向董事會提供重大事宜簡報。董事會與審核委員會之間並無就甄選及委任外聘核數師而存在任何歧議。

薪酬委員會

薪酬委員會共有三名成員，分別為浦炳榮先生（主席）、饒永先生及高亞軍先生，彼等均為獨立非執行董事。

薪酬委員會的職務主要為(i)就本公司的薪酬政策及架構及執行董事及高級管理層的薪酬待遇向董事會提供建議（即守則的守則條文第B.1.2(c)(ii)條所述的模式）；及(iii)參考企業目標及宗旨審閱及批准工作表現酬金。

截至2020年12月31日止年度，薪酬委員會已舉行1次會議，並進行以下主要工作：

- 考慮及建議新委任董事（盧小娟女士、饒永先生及高亞軍先生）的薪酬待遇；
- 審閱並討論本集團的薪酬政策；及
- 審閱並討論本公司董事及高級管理層的薪酬待遇。

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The senior management of the Company are the directors of the Company. Details of the remuneration for each director of the Company for the year ended 31 December 2020 were set out in note 8 of the financial statement.

Nomination Committee

The Nomination Committee comprises a total of three members, being one executive director, namely, Mr. Huang Mao Ru (Chairman) and two independent non-executive directors, namely, Mr. Rao Yong and Mr. Pao Ping Wing. Accordingly, a majority of the members are independent non-executive directors.

The duties of the Nomination Committee are mainly to (i) review the Board composition, develop and formulate relevant procedures for the nomination and appointment of directors; (ii) make recommendations to the Board on the appointment and succession planning of directors; and (iii) assess the independence of independent non-executive directors.

The Company also recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage. The Company believes that greater diversity of directors is good for corporate governance and is committed to attract and retain candidate(s) for Board with a combination of competencies from the widest possible pool of available talents; and to assess regularly the diversity profile of the Board and, where applicable, senior management prepared for Board positions under the succession planning of the Company and the progress on achieving diversity objectives, if any.

In assessing the Board composition, the Nomination Committee would take into account of various aspects set out in the Board diversity policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

本公司高級管理層為本公司董事。本公司每名董事截至2020年12月31日止年度的薪酬詳細情況載列於財務報告的附註8。

提名委員會

提名委員會共有三名成員，分別為一名執行董事黃茂如先生（主席）以及兩名獨立非執行董事饒永先生及浦炳榮先生。因此，大部分成員為獨立非執行董事。

提名委員會的職務主要為(i)檢討董事會的組成，以及發展及制訂提名及委任董事的相關程式；(ii)就董事委任及董事繼任計劃向董事會提出建議；及(iii)評核獨立非執行董事的獨立性。

本公司亦認同及深明多元化董事會所帶來的裨益，並認為提升董事會層面的多元化程度，是維持本公司競爭優勢不可或缺的一環。本公司相信，董事會趨向多元化有利於企業管治，並致力於廣泛的人才庫中招攬及留聘各具才能的候選人以組成董事會，以及定期評估董事會的多元化情況，同時在本公司繼任計劃下準備獲擢升至董事職位的高級管理層（如適用），以及實現多元化目標的進展（如有）。

在評估董事會組成時，提名委員會將會考慮董事會多元化政策載列的各個方面，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識和行業及地區經驗。提名委員會將會討論及協定達致董事會多元化的可計量目標（如需要）並將該等目標推薦予董事會供採納。

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The Director Nomination Policy adopted by the Company sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the followings: character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; diversity in all aspects, including but not limited to gender, age (18 years old or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service; requirements of independent non-executive directors on the Board and independence of the proposed independent non-executive directors in accordance with the Listing Rules; and commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new directors and re-election of directors at general meetings. The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

During the year ended 31 December 2020, the Nomination Committee has held 1 meeting and performed the following major tasks:

- Considered and recommended the appointment of Ms. Lu Xiaojuan, Mr. Rao Yong and Mr. Gao Yajun as director of the Company;
- Review of the structure, size, composition and diversity of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company;
- Recommendation of the re-appointment of those directors standing for re-election at the 2020 annual general meeting of the Company; and
- Assessment of the independence of all the independent non-executive directors of the Company.

Corporate Governance Functions

The Board is responsible for performing the corporate governance functions set out in the code provision D.3.1 of the Code.

During the year under review, the Board has performed such corporate governance functions as follows: (i) reviewed and developed the Company's corporate governance policies and practices, (ii) reviewed and monitored the training and continuous professional development of directors and senior management, (iii) reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements, (iv) reviewed and monitored the compliance of the Model Code and the Employee Written Guidelines, and (v) reviewed the Company's compliance with the Code and disclosure in the Corporate Governance Report.

公司已採納的董事提名政策載列評估建議候選人對董事會是否適合及潛在貢獻的因素，包括但不限於以下各項：性格及誠信；與本公司業務及企業戰略相關的專業資格、技能、知識及經驗等資歷；於各方面多元化，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、種族、專業經驗、技能、知識及任期；獨立非執行董事根據上市規則於董事會的規定及建議獨立非執行董事的獨立性；以及為履行作為本公司董事會及／或董事委員會成員的職責可投放時間及相關利益的承諾。

董事提名政策亦載列甄選及委任新董事以及於股東大會上重選董事的程序。提名委員會將審閱董事提名政策（如適用），以確保其行之有效。

截至2020年12月31日止年度，提名委員會已舉行1次會議，並進行以下工作：

- 考慮及建議委任盧小娟女士、饒永先生及高亞軍先生為本公司董事；
- 審閱董事會的架構、人數、組成及多元化，以確保董事會具備切合本公司業務所需的專業知識、技能及經驗；
- 建議重新委任於本公司2020年股東週年大會上膺選連任的董事；及
- 評核本公司全體獨立非執行董事的獨立性。

企業管治職能

董事會負責履行守則第D.3.1條所載的企業管治職能。

在回顧年內，董事會已履行有關企業管治職能如下：(i)審閱及制訂本公司的企業管治政策及常規，(ii)審閱及監察董事及高級管理層的培訓及持續職業發展，(iii)審閱及監察本公司在遵守法律及監管規定方面的政策及常規，(iv)審閱及監察遵守標準守則及僱員書面指引的情況，及(v)審閱本公司遵守守則的情況以及於企業管治報告內披露。

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企業管治報告

ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

During the year ended 31 December 2020, the Board has held 6 meetings. The attendance records of each director at the Board and Board committee meetings and the general meeting of the Company held during the year ended 31 December 2020 are set out in the table below:

董事及委員會成員的會議出席記錄

截至2020年12月31日止年度，董事會會議已舉行6次，下表載列各董事出席截至2020年12月31日止年度舉行的董事會會議、董事委員會會議及本公司股東大會的記錄：

Name of Director 董事姓名	Board 董事會	Attendance/Number of Meetings 出席次數/會議次數			Annual General Meeting (Note 6) 股東週年大會 (附註6)
		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	
Mr. Huang Mao Ru 黃茂如先生	6/6	-	-	1/1	1/1
Mr. Zhong Pengyi 鍾鵬翼先生	6/6	-	-	-	0/1
Ms. Lu Xiaojuan (Note 1) 盧小娟女士 (附註1)	3/3	-	-	-	1/1
Mr. Wang Bin 王斌先生	6/6	-	-	-	1/1
Mr. Rao Yong (Note 2) 饒永先生 (附註2)	3/3	2/2	-	-	1/1
Mr. Pao Ping Wing 浦炳榮先生	6/6	4/4	1/1	1/1	1/1
Mr. Gao Yajun (Note 3) 高亞軍先生 (附註3)	3/3	2/2	-	-	1/1
Mr. Chow Chan Lum (Note 4) 鄒燦林先生 (附註4)	2/2	2/2	1/1	1/1	-
Mr. Leung Hon Chuen (Note 5) 梁漢全先生 (附註5)	2/2	2/2	-	-	-

Notes:

- Ms. Lu Xiaojuan was appointed as an executive director of the Company on 29 April 2020. After her appointment, there were 3 Board meetings and 1 annual general meeting of the Company held during the year ended 31 December 2020.
- Mr. Rao Yong was appointed as an independent non-executive director of the Company, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee on 29 April 2020. After his appointment, there were 3 Board meetings, 2 Audit Committee meetings, 0 Remuneration Committee meeting, 0 Nomination Committee meeting and 1 annual general meeting of the Company held during the year ended 31 December 2020.
- Mr. Gao Yajun was appointed as an independent non-executive director of the Company, a member of the Audit Committee and a member of the Remuneration Committee on 29 April 2020. After his appointment, there were 3 Board meetings, 2 Audit Committee meetings, 0 Remuneration Committee meeting and 1 annual general meeting of the Company held during the year ended 31 December 2020.
- Mr. Chow Chan Lum resigned as an independent non-executive director of the Company, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee on 29 April 2020. Before his resignation, there were 2 Board meetings, 2 Audit Committee meetings, 1 Remuneration Committee meeting and 1 Nomination Committee meeting of the Company.
- Mr. Leung Hon Chuen resigned as an independent non-executive director of the Company and a member of the Audit Committee on 29 April 2020. Before his resignation, there were 2 Board meetings and 2 Audit Committee meetings of the Company.

附註：

- 於2020年4月29日，盧小娟女士獲委任為本公司執行董事。在其委任後，截至2020年12月31日止年度本公司共舉行了3次董事會會議及1次股東週年大會。
- 於2020年4月29日，饒永先生獲委任為本公司獨立非執行董事、審核委員會主席、薪酬委員會成員及提名委員會成員。在其獲委任後，截至2020年12月31日止年度本公司共舉行了3次董事會會議、2次審核委員會、0次薪酬委員會、0次提名委員會及1次股東週年大會。
- 於2020年4月29日，高亞軍先生獲委任為本公司獨立非執行董事、審核委員會成員及薪酬委員會成員。在其獲委任後，截至2020年12月31日止年度本公司共舉行了3次董事會會議、2次審核委員會、0次薪酬委員會及1次股東週年大會。
- 於2020年4月29日，鄒燦林先生辭任本公司獨立非執行董事、審核委員會主席、薪酬委員會成員及提名委員會成員職務。在其辭任前，本公司曾舉行了2次董事會會議、2次審核委員會、1次薪酬委員會及1次提名委員會。
- 於2020年4月29日，梁漢全先生辭任本公司獨立非執行董事及審核委員會成員職務。在其辭任前，本公司曾舉行了2次董事會會議及2次審核委員會。

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(6) Such annual general meeting was held at Shenzhen Conference Room, 36/F, Tower A, World Finance Centre, 4003 Shennan East Road, Shenzhen, the PRC on Friday, 22 May 2020 at 10:00 a.m. Matters discussed in the meeting include the proposed granting of general mandates to repurchase shares and to issue new shares, proposed re-election of the retiring directors and declaration of final dividend, and such matters were passed by way of poll at such meeting.

Apart from regular Board meetings, the Chairman also held 1 meeting with the independent non-executive directors without the presence of other directors during the year.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Board is responsible for presenting balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

The directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2020. The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has acknowledged that it shall be responsible for risk management and internal control systems and review of their effectiveness on an ongoing basis. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and provide only reasonable but not absolute assurance against material misstatement or loss.

The Board shall be fully responsible for evaluating and determining the nature and extent of risks it is willing to take in achieving the Company's strategic objectives and to establish and maintain appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of risk management and internal control systems.

The Company has developed and adopted different risk management procedures and guidelines with a clear division of power and responsibility. The Company would conduct self-assessment each year to confirm that all departments and the Company have properly complied with the risk management and internal control policy.

(6) 該股東週年大會已於2020年5月22日(星期五)上午十時在中國深圳市深南東路4003號世界金融中心A座36樓深圳廳舉行。會議主要討論事項為建議授出購回股份及發行新股份的一般授權、建議重選退任董事及宣派末期股息，並於該大會投票通過。

除定期舉行的董事會會議外，董事長亦於年內在並無其他董事的情況下與獨立非執行董事舉行1次會議。

董事就財務報表的財務報告責任

董事會負責對年度及中期報告、內幕消息公佈及根據上市規則與其他監管規定作出的其他披露作出平衡、清楚及可以理解的評估。管理層已向董事會提供所需的解釋及資料，使董事會能夠就提呈董事會批准的本集團財務資料及狀況作出知情的評估。

董事確認彼等編製本公司截至2020年12月31日止年度財務報表的責任。董事並無知悉任何事項或情況的重大不確定因素可能會嚴重質疑本公司持續經營的能力。

風險管理及內部監控

董事會已確認負責風險管理及內部監控系統並基於持續經營基礎評估它們的效率。這些系統設計為管理而非消除未能實現商業目標的風險，及提供防止重大錯報或損失的合理而非絕對保證。

董事會就評估和決定為了實現本公司戰略目標而願意承擔的風險的性質和範圍及建立、維持適當及有效的風險管理和內部監控系統負全部責任。

審核委員會協助董事會領導並監督管理層設計、執行、監控風險管理和內部監控系統。

本公司已建立並採納不同及明確劃分權利和責任的風險管理程序及指引。本公司每年進行自我評估以確認所有的部門及本公司已經恰當遵守風險管理和內部監控政策。

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During the year, all departments conduct regular internal control evaluation to identify risks with potential impact on the Group's business and other aspects including major operational and financial procedures, regulatory compliance and information security.

The internal audit department is responsible for independent review of the adequacy and effectiveness of risk management and internal control systems. During the year under review, the internal audit department reviewed important issues such as the relevant strategic management, major operational and financial reporting procedures, human resources management, adequacy of resources, staff qualifications and experiences, regulatory compliance and information security, and provided its findings and recommendations to the Audit Committee for improvement.

During the year under review, the Board, with the support of the Audit Committee, has reviewed the effectiveness of risk management and internal control systems of the Company and its subsidiaries for the year ended 31 December 2020 by reviewing the report from the management and the internal audit results, and confirmed the effectiveness and adequacy of risk management and internal control systems of the Company.

The Company has developed its disclosure policy to provide the general guideline on handling confidential information, monitoring of information disclosure and response to queries to its directors, officers, senior management and the relevant employees. The Company has executed supervision programs to confirm the strict prohibition from unauthorized access to and use of inside information.

EXTERNAL AUDITORS AND AUDITORS' REMUNERATION

The statement of the external auditors of the Company about their reporting responsibilities for the Company's financial statements for the year ended 31 December 2020 is set out in the section headed "Independent Auditor's Report" in this annual report.

年內，所有的部門進行定期內部控制評估以識別對本集團業務及其他方面包括主要運營和財務程序、法規遵從及信息安全，有潛在影響的風險。

內部審計部門負責獨立評估風險管理及內部監控系統的充分性和有效性。在回顧年度，內部審計部門評估重要問題，例如有關戰略管理、主要經營和財務報告程序、人力資源管理、資源充分性、僱員資格和經驗、法規遵從和信息安全，並向審核委員會提交其發現的問題和建議以供改善。

在回顧年內，董事會在審核委員會的協助下已審閱本公司及其附屬公司於2020年12月31日止年度風險管理及內部監控系統的有效性，透過審閱管理層報告及內部審計結果，並確認本公司的風險管理和內部監控系統的有效性和充分性。

本公司已建立信息披露政策以提供關於處理保密消息、監控信息披露及回復董事、高級職員、高級管理層和相關僱員詢問的一般指引。本公司已經執行監督程序以確保嚴格禁止未經授權的接觸和利用內幕消息。

外聘核數師及核數師酬金

本公司外聘核數師對彼等就本公司截至2020年12月31日止年度財務報表的申報責任的陳述載於本年報「獨立核數師報告」一節。

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The remuneration paid to the Company's external auditors by the Company in respect of audit services and non-audit service for the year ended 31 December 2020 is set out as follows:

截至2020年12月31日止年度，本公司就審核服務及非審核服務向本公司外聘核數師的酬金概述如下：

Type of services 服務類型		RMB'000 人民幣千元
Audit expenses of the Group	本集團的審核費用	4,300
Non-audit expenses of the Group – Review on the interim financial report of the Group	本集團的非審核費用 – 本集團的中期財務報告審閱	1,100

COMPANY SECRETARY

The Company has engaged Tricor Services Limited (“Tricor”) as external service provider. Ms. So Ka Man of Tricor has been appointed as the company secretary of the Company. The primary contact of Ms. So Ka Man at the Company is Ms. Lu Xiaojuan, the Chief Financial Officer of the Company. During the year ended 31 December 2020, Ms. So Ka Man has taken no less than 15 hours of relevant professional trainings to update her skills and knowledge.

公司秘書

本公司已委聘外部服務供應商卓佳專業商務有限公司（「卓佳」）的蘇嘉敏女士為公司秘書。外部服務供應商於本公司的主要聯絡人為本公司首席財務官盧小娟女士。截至2020年12月31日止年度，蘇嘉敏女士已接受不少於15個小時相關專業培訓以更新其技能及知識。

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the Dividend Policy (including but not limited to the Group's financial results, cash flow situation, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans), dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

股息政策

本公司已就派付股息採納股息政策。根據本公司及本集團財務狀況以及股息政策所載狀況及因素（包括但不限於本集團財務業績、現金流量狀況、業務狀況及策略、未來營運及盈利、資金要求及支出計劃），董事會可於任何財政年度建議及／或宣派股息，而於財政年度的任何股息將須待股東批准後，方可作實。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which enables shareholders and investors to make the best investment decisions.

與股東及投資者溝通

本公司認為，與股東保持有效溝通，對促進投資者關係及加深投資者對本集團業務表現及策略了解至為重要。本公司亦明白保持透明度及適時披露公司資料的重要性，因其有利於股東及投資者作出最佳投資決策。

To promote effective communication, the Company maintains a website at “www.maoye.cn”, where extensive information and updates on the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access.

為提高溝通效率，本公司設有網站「www.maoye.cn」，涉及本集團業務發展及運作、財務資料、企業管治常規及其他大量的資料和更新均載於該網站供公眾查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

Shareholders and investors may send written enquiries or requests to the Company as follows:

Address: 38/F, Tower A, World Finance Centre, 4003 Shennan East Road, Shenzhen, the People's Republic of China (For the attention of the director of the Investor Relations Department)
地址：中華人民共和國深圳市深南東路4003號世界金融中心A座38樓 (收件人為投資者關係部總監)
Email: ir848@maoye.cn
電子郵件：ir848@maoye.cn

Enquiries are dealt with in an informative and timely manner.

The Board welcomes views of shareholders and encourages them to attend general meetings to raise any concerns they might have with the Board or the management directly. Board members and appropriate senior staff of the Group are available at the meetings to answer any questions raised by shareholders.

The Company continues to enhance communication and relationship with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them informed of the Group's developments.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. The Company's shareholders may convene an extraordinary general meeting or put forward proposals at shareholders' meetings as follows:

- (1) Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company may request the Board to convene an extraordinary general meeting pursuant to Article 58 of the Articles of Association by sending a written requisition to the Board or the Company Secretary at the Company's principal place of business in the PRC. The objects of the meeting must be stated in the written requisition.
- (2) If a shareholder wishes to propose a person other than a retiring director for election as a director of the Company at a general meeting, pursuant to Article 88 of the Articles of Association, the shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's principal place of business in the PRC, or the office of the Company's share registrar. The period for lodgement of such notices shall commence on the day after the despatch of the notice of such general meeting and end 7 days prior to the date of such general meeting.

股東及投資者可通過如下方式向本公司寄發書面查詢或要求：

本公司會儘快處理及詳細解答查詢。

董事會歡迎股東提出意見，並鼓勵彼等出席股東大會以直接就其對董事會或管理層的任何存疑作出提問。董事會成員及本集團相關高級職員會出席大會，解答股東的任何提問。

本公司繼續加強與投資者的溝通及彼此之間的關係。本公司指定高級管理層會定期與機構投資者及分析員會談，以知會彼等本集團的最新動向。

股東權利

為了保障股東權益及權利，股東大會上會就各重大事項(包括選舉個別董事)提呈獨立決議案，供股東考慮及投票。本公司股東可召開股東特別大會或在股東會議上提呈建議，方式如下：

- (1) 於提出要求當日持有不少於本公司十分之一繳足資本的股東可根據組織章程第58條要求董事會召開股東特別大會，方式為遞交書面要求至本公司在中國的主要營業地點的董事會或公司秘書。召開會議的目的須載列於書面要求。
- (2) 倘股東擬根據組織章程第88條於股東大會上提名退任董事以外的一名人士參舉本公司董事，則正式符合資格出席股東大會並於會上投票的股東(而非被推舉人士)須遞交股東正式簽署的書面通告，有關內容乃表明其有意推舉有關人士參選，而擬被推舉的人士亦須簽署一份通告表明其參選意願。該等通告須遞交至本公司在中國的主要營業地點或本公司的股份過戶登記處辦事處。遞交該等通告的期間自寄發該股東大會通告後當日起直至該股東大會舉行日期前七日。

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For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the Company and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

During the year under review, the Company has not made any changes to its Articles of Association. An up-to-date version of the Articles of Association is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Articles of Association for further details of their rights.

All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.maoye.cn) immediately after the relevant general meetings.

為免生疑問，股東須將妥為簽署的書面要求、通知或聲明或查詢（視情況而定）的正本存放於及寄發至本公司，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

在回顧年內，本公司並無對其組織章程作出任何變動。組織章程的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考組織章程以取得有關其權利的詳情。

根據上市規則，所有在股東大會提呈的決議案均將以一股一票點票方式表決，且投票表決結果將緊隨有關股東大會召開後於聯交所網站(www.hkexnews.hk)及本公司網站(www.maoye.cn)刊登。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

NOTES ON THE REPORT

The ESG Report (the “**Report**”) covers Maoye International Holdings Limited (“**Maoye International**” or the “**Company**”, together with its subsidiaries, the “**Group**”). The contents include the Group’s Environmental, Social and Governance performance on its major points of operation (i.e. Mainland China).

REPORTING PERIOD

The Report covers the period from 1 January 2020 to 31 December 2020. Certain contents can be traced back to previous years, as the case may be.

PREPARATION PRINCIPLE

This report is prepared pursuant to the Environmental, Social and Governance Reporting Guide (the “**Guide**”) as set out in the Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong. For information on the Group’s corporate governance, please refer to the Corporate Governance Report section in this year’s annual report.

DATA DESCRIPTION

All data in this report are based on Maoye International’s formal documents and statistical reports. In this report, the currency amount is accounted by RMB, unless otherwise specified.

REPORTING SCOPE AND BOUNDARIES

This report covers the Group’s 48 department stores, supermarkets, outlets and shopping centres (“**Retail Department Stores**”) in Mainland China and the offices in Hong Kong and Mainland China.

CONFIRMATION AND APPROVAL OF THE REPORT

This report was approved by the Board on 24 March 2021.

CONTACT US

Investor Relations Department, Maoye International Holdings Limited
Address: Shenzhen City, Guangdong Province
Tel: (86) 755-25983885
Fax: (86) 755-25981379
Email: ir848@maoye.cn

報告說明

環境、社會及管治報告（「**本報告**」）涵蓋茂業國際控股有限公司（「**茂業國際**」或「**本公司**」，連同其附屬公司統稱「**本集團**」），內容涉及本集團在其主要營運點（即中國內地）的環境、社會及管治表現。

報告期間

本報告時間範圍為2020年1月1日至2020年12月31日，部分內容根據需要追溯至以前年份。

報告編製原則

本報告根據香港聯合交易所證券上市規則附錄二十七《環境、社會及管治報告指引》（「**指引**」）而編製。有關本集團企業管治的資料，請參閱本年報企業管治報告一節。

報告數據說明

本報告所載數據均來自茂業國際正式文件和統計報告。本報告所涉及貨幣金額以人民幣作為計量幣種，特別說明除外。

報告範圍與邊界

本報告的內容涵蓋本集團在中國內地營運的48間百貨店、綜超、奧特萊斯及購物中心（「**百貨零售門店**」），以及設於香港和中國內地的辦事處。

報告確認及批准

本報告於2021年3月24日已獲董事會審批。

聯繫方式

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT

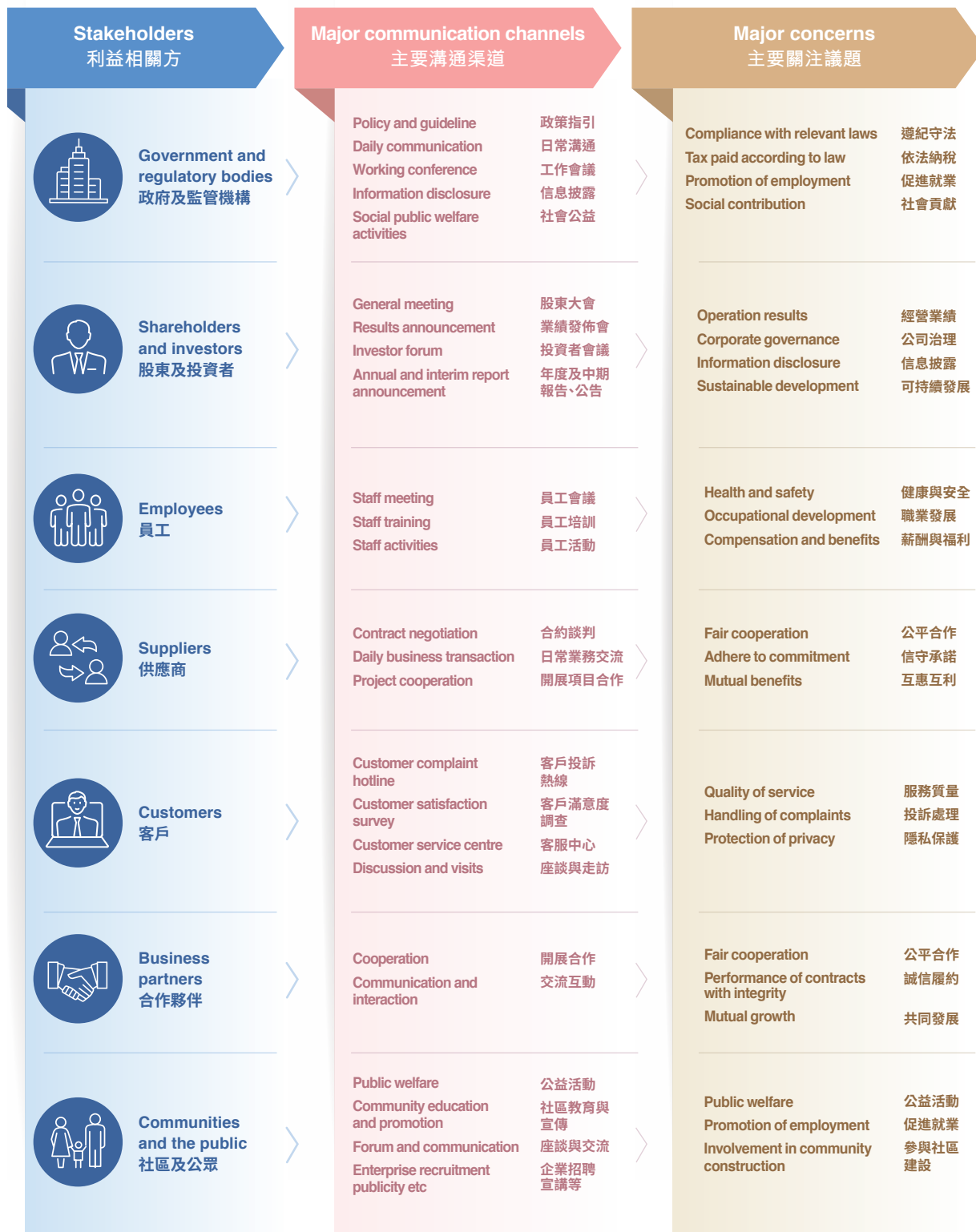
The sustainable development of enterprises cannot be realised without the engagement and support of all stakeholders. The Group communicated and exchanged views with stakeholders regarding sustainable development and related issues through various channels, and identified the issues that our stakeholders are most concerned about: “products responsibility” and “community investment”; relatively important issues: “use of resources”, “health and safety”, “employment”, “development and training”; and the related issues: “emissions”, “environment and natural resources”, “labour standard”, “management of supply chain” and “anti-corruption”. The Group constantly makes improvement on such issues in the normal course of business so as to address the concerns of our stakeholders, enhance trust and cooperation, and jointly promote the sustainable development of the Group and society.

利益相關方參與

企業的可持續發展離不開各利益相關方的參與和支持。通過各種交流渠道，本集團與各利益相關方就企業可持續發展相關議題進行溝通，並識別出各利益相關方最為關注的議題為「產品責任」及「社區投資」；較重要議題為「資源使用」、「健康與安全」、「僱傭」、「發展與培訓」；相關議題為「排放物」、「環境及天然資源」、「勞工準則」、「供應鏈管理」及「反貪污」。本集團在日常經營活動中針對這些議題不斷開展相關改進工作，以滿足各利益相關方的訴求，增強信任與合作，共同推動集團和社會的可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

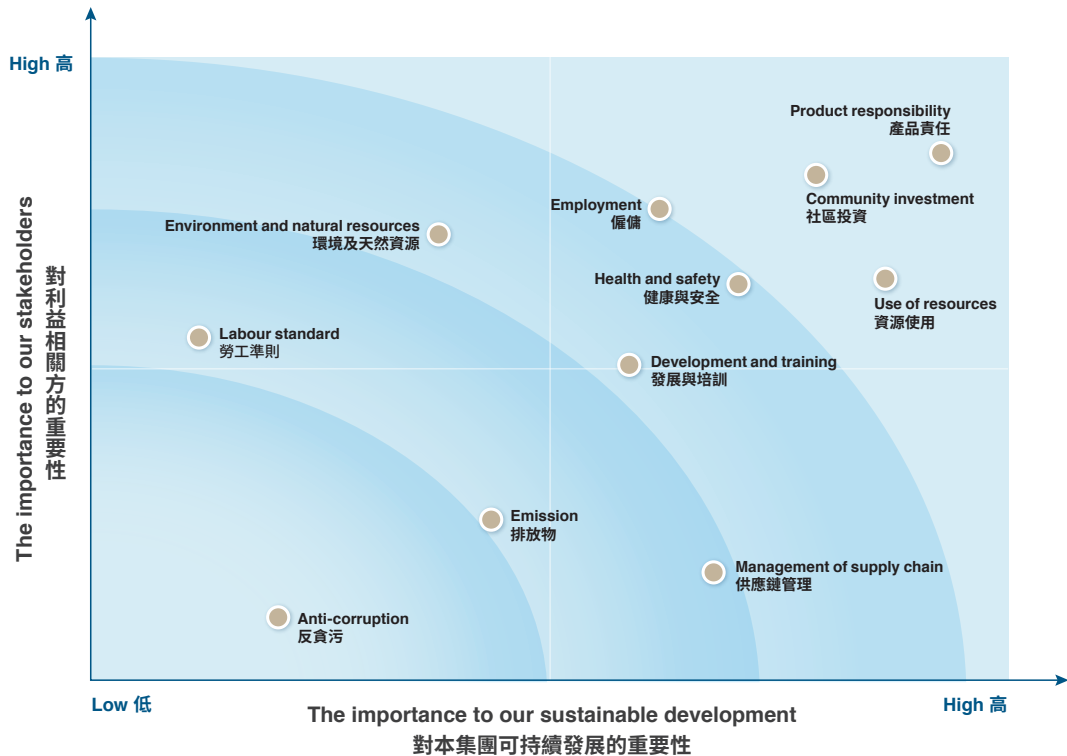
環境、社會及管治報告

MATERIALITY ASSESSMENT

The Company has listed out 11 areas and evaluated the importance of various key areas to our internal and external stakeholders and identified major concerns of our stakeholders.

重要性評估

本公司指引中列出的11個層面，對內外部利益相關方對各層面關鍵議題的重要性進行了評估，識別出利益相關方主要關注的層面。



GOVERNANCE STRUCTURE

The Board is the highest governing body of the Company and holds the ultimate responsibility on the overall strategic development and corporate governance of the Company. To ensure high governance standards in ESG matters, the Company has a stable ESG governance structure with clearly defined responsibilities in place.

管治架構

董事會為本公司之最高監管機構，並對本公司整體策略發展及企業管治承擔最終責任。為確保環境社會管治事宜秉持高管治標準，本公司已針對環境社會管治設有穩健並清晰界定職責的管治架構。



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The formulation of ESG strategy and the day-to-day management and reporting on ESG matters resides with the ESG Group, which is headed by the Executive Director and comprises members from all major departments. The responsibilities of the ESG Group include formulating ESG strategies, sustainability reporting, stakeholder engagement, materiality assessment, monitoring the performance of ESG initiatives and promotion of ESG issues both internally and externally.

Through the Executive Director, the ESG Group has been providing updates to the Board on the latest ESG performance of the Company on an annual basis. The ESG Group has continuously worked upon enhancing its reporting mechanism that will enable the Directors to effectively oversee the effectiveness of the ESG risk management and internal control systems.

To ensure effective implementation of ESG strategies and identify any potential ESG-related risks and opportunities, the ESG Group conducts regular meetings to discuss a range of pre-defined ESG initiatives and to follow up upon the works of business units which are charged with carrying out measures and setting appropriate policies to align with our overall ESG strategy. The ESG Group is also assisted by the internal audit team in identifying and evaluating the potential ESG related-risks (including climate change related risks), so as to devise appropriate strategies for risk mitigation.

The ESG Group continues to keep abreast of the latest developments on sustainability issues and remains committed towards promoting the integration of sustainable and socially responsible best practices into our daily operations and decision making processes across all levels of the Group. With the collaborative efforts of all business units, we are dedicated towards improving our ESG performance and fulfilling the expectations of our stakeholders.

環境社會管治小組負責制定環境社會管治策略，以及對環境社會管治事宜進行日常管理及匯報。該小組由執行董事領導，其成員來自所有主要部門。環境社會管治小組的職責包括制定環境社會管治策略、可持續匯報、與持份者交流、重要性評估、監察環境社會管治措施的表現，以及於本公司內外推廣環境社會管治事宜。

環境社會管治小組每年透過執行董事，向董事會提供本公司最新環境社會管治表現之更新資料，並一直致力提升匯報機制，讓董事會有效監督環境社會管治風險管理及內部監控系統的有效性。

為確保環境社會管治策略得到有效落實，以及識別任何與環境社會管治相關的潛在風險與機遇，環境社會管治小組定期舉行會議，以討論一系列預先界定的環境社會管治措施，並跟進負責推行措施的業務單位的工作，同時制定與我們整體環境社會管治策略相符的適當政策。在識別及評估潛在的環境社會管治相關風險（包括氣候變化相關的風險）上，環境社會管治小組亦獲內部審核團隊協助，從而制定適當的風險減緩策略。

環境社會管治小組不斷跟進可持續發展事宜的最新發展，並繼續致力推動將可持續及具社會責任的最佳實務，與本集團各層面的日常營運及決策過程相融合。憑藉各業務單位的通力合作，我們致力改善我們的環境社會管治表現，並滿足我們的持份者的期望。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A. ENVIRONMENTAL

A1 Emission^{Note 1}

The Group complies with the relevant requirements of environmental protection laws and common principles of corporate management. It correctly handles the relationship between business and environment in accordance with characteristics of corporate environmental management, so that the economy and environmental protection are mutually reinforcing.

Our environmental policy advocates the prevention of environmental pollution, with integration of governance for comprehensive management to achieve maximum economic benefits under minimum impact on the environment. Meanwhile, we also attach importance to education and technical trainings to raise awareness of all employees about the environmental protection. In view of this, we have established a sound environmental responsibility system for the garbage from construction or renovation of the stores and kitchen waste from restaurants, under which special personnel supervise the classification and disposal of garbage.

The Group continues to monitor the operation of environmental protection facilities and regularly checks the implementation of environmental protection facilities.

All subsidiaries and retail department stores of the Group are required to strictly abide by the internal environmental management system to ensure the compliance with laws and regulations. During the reporting period, no violations of environment laws and regulations were found.

Note 1: Since the main business of the Group is operation of retail department stores, there was no significant emissions and hazardous waste generated during the reporting period, hence the relevant disclosure requirements in the ESG Guidelines (Key Performance Indicators A1.1, A1.3 and A1.5) are not applicable to the Group.

A. 環境

A1 排放物^{附註1}

本集團遵守環境保護法有關規定和企業管理的共同原則，根據企業環境管理的特點，正確處理經營和環境的關係，使經濟與環保相輔相承。

我們的環境政策主張以預防環境污染為主，結合管治進行綜合治理，以對環境最低的影響下取得最佳的經濟效益為宗旨。同時，我們亦重視教育和技術培訓，提高所有員工對環境保護的意識。有見及此，我們已建立健全的環保崗位責任制，針對門店施工或裝修所產生的建築垃圾及餐飲店所產生的廚餘垃圾，由專人進行監督垃圾的分類及處理。

本集團會持續監督環保設施的運行，定期檢查環保設施的執行效果。

本集團所有附屬公司及百貨零售門店需嚴格遵守內部有關環保的管理制度，確保其符合法律法規。本集團於報告期間並無發現違反與環境有關之法律及規例之個案。

附註1：由於本集團的主營業務為百貨零售門店，我們於報告期間沒有顯著的廢氣及有害廢棄物產生，因此ESG指引中相關之披露要求（關鍵績效指標A1.1、A1.3及A1.5）並不適用於本集團。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Disposal of harmless waste

During the reporting period, the direct production of harmless waste in the course of business of the Group was mainly papers, ink cartridges, cartridges, plastic bottles and paper cups. During the reporting period, the generated equivalents are as follows.

Item	項目	2020 2020年	2019 2019年
Paper (tonnes)	紙張 (噸)	13.74	16.08
Ink cartridge (tonnes)	墨盒 (噸)	0.09	0.36
Toner Cartridge (tonnes)	硒鼓 (噸)	1.24	1.73
Plastic bottle (tonnes)	塑膠水瓶 (噸)	0.15	0.70
Paper cup (tonnes)	紙杯 (噸)	0.50	1.06

The Group classified and collected different types of waste and carried out fixed storage and centralised processing. Recyclable harmless waste was recycled as far as possible, while the non-recyclable waste was handled by professional qualified service providers in accordance with the relevant environmental protection regulations.

無害廢棄物處理

本集團於報告期間營運時直接產生的無害廢棄物主要為紙張、墨盒、硒鼓、塑膠水瓶與紙杯。於報告期，產生當量如下表所示。

本集團會分類收集不同類型的廢棄物並進行定點存放及集中處理。我們盡可能回收可循環再用的無害廢棄物，對於無法回收利用的，我們會按環保有關規定交由具專業資質的服務商專門處置。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Carbon emission

Our carbon emissions are mainly due to the consumption of electricity. During the reporting period, the relevant carbon dioxide^{Note 2} emissions from the energy generated from our business is as follows.

Item	項目	2020 2020年	2019 2019年
Carbon dioxide emission (tonnes)	二氧化碳排放量 (噸)	289,774.11	349,774.38
Carbon dioxide emission per square metre of gross floor area ^{Note 3} (tonnes/square metre)	每平方米建築面積二氧化碳排放量 ^{附註3} (噸/平方米)	0.10	0.12

We have implemented various energy-saving measures to reduce the corresponding carbon emissions. For details, please refer to the section of "Use of resources" below.

A2 Use of resources

The Group is committed to becoming an environmentally friendly enterprise by saving electricity and encouraging the collection and recycling of office supplies and other resources to save natural resources. Our stores also integrate environmental protection publicity with marketing activities to advocate green lifestyle, so as to strive to become a model store for recycling economy.

We adhere to the preparation of analysis report on statistics of water and electricity consumption, and continue to update the standing book for equipment to enhance the management level. During the reporting period, the energy saving indicators was even included as the performance indicators of the employees to reward outstanding model of energy efficiency, as well as penalizing irregularities.

Note 2: The calculation of carbon emissions is based on the Greenhouse Gas Protocol published by the World Business Council for Sustainable Development (WBCSD) and the World Resources Institute (WRI), Reporting Guide for Environmental Key Performance Indicators issued by the Hong Kong Stock Exchange and the Baseline Emission Factors for Regional Power Grids in China issued by the National Development and Reform Commission for the climate changes.

Note 3: The total gross floor area for calculating carbon dioxide emission intensity is 2.958 million square metres in 2020.

The total gross floor area for calculating carbon dioxide emission intensity is 3.015 million square metres in 2019.

碳排放

我們的碳排放主要源自市電的消耗。於報告期間，我們的業務營運所產生的能源相關二氧化碳^{附註2}排放量如下表所示。

我們已實施各種節能措施，以幫助減少相應的碳排放量。詳情請參看下文「資源使用」一節。

A2 資源使用

本集團致力成為環境友好的企業，我們通過節約用電和鼓勵回收、循環使用辦公用品和其他資源的方式，以節約天然資源。我們的門店亦把環保知識宣傳結合營銷活動，倡導綠色生活方式，爭取成為循環經濟樣板店。

我們堅持制定水、電能源消耗統計分析報表，並持續更新設備台賬信息，提升管理技術水平。於報告期內，我們更將節能降耗指標加入員工的業績指標中，獎勵優秀節能個案，並對違規案例進行處罰。

附註2：碳排放之計算參照世界企業永續發展協會 (WBCSD) 與世界資源研究院 (WRI) 出版之《溫室氣體盤查議定書》、香港交易所《環境關鍵績效指標彙報指引》及中國國家發展和改革委員會應對氣候變化司公佈之中國區域電網基準線排放因子。

附註3：2020年計算二氧化碳排放量密度所用總建築面積為295.8萬平方米。

2019年計算二氧化碳排放量密度所用總建築面積為301.5萬平方米。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Use of energy

Our energy consumption during the reporting period which is mainly due to the electricity consumption of the 48 retail department stores (excluding the electricity consumption that are not directly controlled by the Group) is as follows.

能源使用

本集團於報告期間內的能源消耗主要為48間百貨零售門店的市電消耗（不包括集團無法直接管控的市電消耗）如下表所示。

Item	項目	2020 2020年	2019 2019年
Electricity consumption (kWh)	耗電量 (千瓦時)	405,119,026.94	490,078,888.10
Electricity consumption per square metre of gross floor area ^{Note 4} (kWh/square metre)	每平方米建築面積耗電量 ^{附註4} (千瓦時/平方米)	136.95	162.55

The electricity consumption decreased by 17.34% as compared with 2019, which was due to the decrease in store operating area and the COVID-19 epidemic in 2020 which led to the decrease in consumption.

耗電量較2019年相比減少了17.34%，原因是門店經營面積減少及2020年新冠疫情期間門店導致耗電量損耗減少。

In order to strengthen the monitoring of the energy consumption of the Group, a number of energy saving measures were implemented during the reporting period in addition to the preparation of statistical analysis reports, namely:

為加強監察本集團的能源消耗量，我們除了制定統計分析報表，亦已於報告期間實行若干節能減排措施：

- Enhancement of annual and monthly budget management to continuously promote water and electricity saving;
 - Strict implementation of the operating time for various types of electrical equipment, with timely adjustment of air conditioning temperature;
 - Enhancement of inspection and examination, with timely troubleshooting and repairs for failure in energy consumption and prevention of waste of water and electricity;
 - Continuous innovation for upgrade of energy-saving equipment and techniques, such as energy-saving lightings, zone management on lighting, elevator frequency conversion, energy-saving water valves and use of energy-saving environmental protection materials; and
 - Capital investment for optimisation of environment of stores to establish a model enterprise for clean energy and environmental protection.
- 強化年度及月度預算管理，持續推進水電節能降耗；
 - 嚴格執行各類用電設備開啟、關閉時間，適時調整空調水溫；
 - 加強巡檢巡查，及時排查及修復能耗故障，杜絕水電浪費；
 - 繼續嘗試創新設備節能改造、技術改良：如節能燈具改造、照明分區管理、電梯變頻運用、節能水閥和節能環保材料使用等；及
 - 投入改造資金，優化門店經營環境，打造能源清潔、環保模範企業。

Note 4: The total gross floor area for calculating electricity consumption intensity is 2.958 million square metres in 2020.

附註4：2020年計算耗電量密度所用總建築面積為295.8萬平方米。

The total gross floor area for calculating electricity consumption intensity is 3.015 million square metres in 2019.

2019年計算耗電量密度所用總建築面積為301.5萬平方米。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Water consumption

The total water consumption of 48 retail department stores of the Group during the reporting period is as follows.

耗水量

本集團於報告期間內之48間百貨零售門店的總耗水量如下表所示。

Item	項目	2020 2020年	2019 2019年
Water consumption (cubic metres)	耗水量 (立方米)	3,043,327.02	4,323,688.07
Water consumption per square metre of gross floor area ^{Note 5}	每平方米建築面積耗水量 ^{附註5}	1.03	1.43

The water consumption decreased by 29.61% as compared with 2019, which was due to the strengthened awareness of cost control in the stores and the COVID-19 epidemic in 2020 which led to the decrease in water consumption.

耗水量較2019年相比減少了29.61%，原因是門店管控意識進一步加強及2020年新冠疫情期间門店導致耗水量損耗減少。

Some of the water saving measures implemented by the Group during the reporting period are as follows:

本集團於報告期間實行的若干節水措施如下：

- Regularly carry out water conservation education on various departments of the Group to raise awareness of staff on water conservation and conduct supervision;
 - Send special personnel to check whether the water taps are closed or pipelines are in a leakage condition;
 - Promote water saving awareness by posting reminders of water conservation in public toilets;
 - Install sensor valves in public toilets to control the amount of water used; and
 - Reduce water consumption through regular water management and strict control of waste.
- 定期對集團各部門進行節水教育，提高員工節水意識，並作出監督；
 - 派專人巡查用水開關是否關閉及管道是否存在漏水的情況；
 - 在公共洗手間張貼節約用水的提示，提高公眾的節水意識；
 - 在公共洗手間內的設施增加感應閥來控制用水量；及
 - 通過定時用水管理及嚴控浪費行為，降低耗水量。

Note 5: The total gross floor area for calculating water consumption intensity is 2.958 million square metres in 2020.

The total gross floor area for calculating water consumption intensity is 3.015 million square metres in 2019.

附註5：2020年計算耗水量密度所用總建築面積為295.8萬平方米。

2019年計算耗水量密度所用總建築面積為301.5萬平方米。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A3 Environmental and natural resources

The Group supports environmental protection and constantly assess the effectiveness of the measures taken to minimise the impact of our business operation to the surrounding environment so that appropriate improvement actions could be taken promptly. These measures include the use of energy-efficient lightings, paper usage reduction, turning off idle lightings, computers and electrical appliances and other facilities and equipment to save energy. We are also committed to promoting the use of recycle paper and shopping bags made of recycle paper in our department stores.

Appropriate actions are taken to manage and minimise the impacts of our operations to the environment and natural resources. We actively promote environmental protection and emphasise green operation and green office. Policies and measures are implemented to enhance energy conservation and emission reduction management. Relevant policies and measures taken during the reporting period are as follows:

- Enhance the DingTalk electronic office system, optimise office procedures and streamline processes to reduce the use of office paper and promote the Group's paperless office operation;
- Implementing double-sided printing and reusing and recycling toner cartridges, paper, envelope and paper files; relevant forms will be printed according to actual demand to facilitate the reduction of paper consumption at our stores. At the same time, printing facilities are being adjusted to reduce the consumption of consumables. Centralised collection and disposal of used consumables is adopted to minimise environmental pollution resulting from improper waste disposal;
- To advocate environmentally responsible shopping, the Group uses recycled paper bags instead of traditional packaging bags. We provide customers with recycled paper bags made of recycled paper to enhance its recyclability. We take appropriate measures to comply with "General Technical Requirements of the environmental protection, safety and labelling for plastic shopping bags" and "Notice on restrictions of manufacturing and the sale of plastic bags" issued by the government. Reduction on plastic bag consumption was achieved through charging customers for plastic bags, and provide plastic bags when necessary to lower waste production; and

A3 環境及天然資源

本集團一貫支持環保並持續執行綠化營運環境的活動，更不時評估業務營運過程中有關對於周遭環境保護的措施，從而即時作出改善，有關措施包括使用節能照明及環保紙張，減少用紙，關閉閒置照明、電腦及電器等設施設備以節省能耗。本集團亦在可行情況下致力於推動環保紙張的使用，並在各百貨門店使用以環保紙張製造的購物袋。

本集團已採取行動管理業務活動對環境及天然資源的重大影響，配合積極宣傳環保理念，制定多項優化經營及辦公環境的政策及措施，加強節能減排管理，強調綠色運營、綠色辦公。報告期間，相關政策及措施載列如下：

- 提升釘釘電子辦公系統，以優化辦工程式，簡化流程，以減少辦公用紙使用，推廣本集團無紙化辦公模式；
- 實施辦公用紙雙面列印及碳粉盒、廢紙、舊信封、公文袋等回收再利用；對於有關表單依據實際需求，繼續推動本集團店鋪減少用紙。同時，合理調整列印設施，以減少耗材損耗，並採用廢舊耗材集中回收處理方式，集中收集，統一處理，避免隨處丟棄造成環境污染；
- 本集團提倡環保購物，使用以再生紙加工的環保袋取代傳統包裝袋，同時為顧客提供由可回收環保紙製作的紙制購物袋，增加廢物回收機會；嚴格執行國家發佈的《塑膠購物袋的環保、安全和標識通用技術要求》及《關於限制生產銷售使用塑膠購物袋的通知》；透過實行塑膠購物袋有償使用制度，推廣節能減排；同時嚴格審核使用要求，合理發放使用數量，以減少產生廢物；及

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- Encouraging the use of environmental friendly materials and energy efficient equipment in our construction projects; incorporating environmental friendly concept and design into our office and stores, including maximising the use of natural light and share lightings in common areas, and utilising and refurbishing existing furniture and resources where possible during renovations.
- 在項目施工過程中，鼓勵使用環保材料和高效能源裝置。在辦公室及商鋪裝修設計方面，本集團採用開放式的環保設計，最大限度利用室外自然光源及共用同區燈光照明，裝修時也盡可能保留原有的傢俱或對其進行改裝翻新，以配合環保概念。

A4 Climate change

With the growing effects from global warming, saving energy and minimising greenhouse gas emission become our first priority.

Our administration and engineering departments constantly maintain all the policies to optimise energy consumption. These policies include daily maintenance and replacement of energy-inefficient equipment, switching-on of outdoor lightings according to local sunset time and using fresh air to replace hot air instead of air-conditioning in mild temperature. Other policies adopted in our shops and offices are as follows:

Energy saving and emission reducing policies 節能減排措施

Retail department store
百貨零售門店

- Control the illumination hours of stores and maintain sufficient lightings to provide quality shopping experience
控制分店照明時間，同時確保光線充足，以提供優質購物體驗
- Enhance the maintenance of air-conditioning system to lower energy consumption
加強空調系統的維護以減少能源損耗
- Clean the ventilation system to enhance the cooling efficiency of air-conditioning
清潔通風系統以提高空調的製冷效率
- Adjust the operating hours of escalators to avoid wastage
調整自動電梯的運行時間，以避免不必要的浪費

Office
辦事處

- Remind employees to switch off non-essential lights and electrical appliances
提醒員工關掉不必要的燈具及電器
- Remind employees to switch off lights and computers during lunch hours
提醒員工於午飯時間關掉燈具和電腦

A4 氣候轉變

鑒於全球暖化影響與日俱增，節約能源和減少溫室氣體排放成為了我們的首要任務。

我們的行政及工程部時刻維護各項設施以優化能源使用。這些措施包括日常維修或更換耗電設備、根據當地日落時間開啟室外照明、於氣溫較涼時抽取更多鮮風換熱以取代空調。其他於分店和辦事處採用的措施如下表所示：

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B. SOCIAL

B1 Employment

The Group regards employees as the most important assets and is committed to providing employees with a fair and sound working environment having open space for personal development to ensure that Maoye International keeps company with its employees for advancement.

The Group has established the corporate values, which employees are guided to recognise, so that attitudes and behaviors of every employee will conform to and reflect the corporate culture. We have established a sound compensation system to provide all employees with remuneration level and welfare policies that are competitive in the market, so as to ensure that employees enjoy fair remuneration and benefits.

For the recruitment and promotion, fair opportunity is provided for each employee under a just and non-discriminatory principle to ensure that employees are not affected by gender, race and other factors in hiring and promotion. At the same time, while ensuring the contribution of employees to the Company, the personal ability and value are also promoted to have a rapid improvement and development.

We also strictly adhere to national and local laws and regulations in terms of working hours and holiday arrangements. Apart from paid annual leave, the Group also provides different types of leaves to employees, such as sick leave, marriage leave, maternity leave and paternity leave so that employees can enjoy their due leaves to maintain physical and mental health after industrious works.

Furthermore, the Group takes steps and initiations to maintain a harmonious labour relationship. We also work with labour unions to organise a wide range of leisure and cultural activities to express our care to our employees and promote healthy lifestyle and strengthen their sense of belonging and cohesiveness to the Group.

During the reporting period, there was no violation of the labour related laws and regulations.

B. 社會

B1 僱傭

本集團視員工為最重要的資產，致力於為員工提供公平良好的工作環境和開放的個人發展空間，保證茂業國際與員工共同發展。

本集團建立並引導員工認同企業的價值觀，使每位員工的態度與行為都能符合和體現企業文化。我們設立了完善的薪酬制度，為所有員工提供有市場競爭力的薪酬水平和福利政策，保證員工享受到公平的薪酬和福利待遇。

在招聘和晉升環節，我們提供公平的機會給每位員工，秉持公正、無歧視的態度，保證員工不會因為性別、種族等因素，在錄用和晉升方面受到影響。同時保證員工在為企業提供勞動的同時，個人能力和價值亦能夠得到快速的提升和發展。

我們在工作時數和假期安排方面亦嚴格遵守國家和地方的法律法規，除有薪年假外，集團亦為員工提供不同種類的假期，包括病假、婚假、產假及護理假等，使員工在辛勤工作的同時，享受應有的假期，以使員工的身心保持健康的狀態。

此外，本集團也積極開展和落實各項有利於構建企業和諧勞動關係，亦與各級工會協力經常組織多元化的文體活動，共同關愛及提升僱員之身心健康，增強僱員的歸屬感和團隊凝聚力。

本集團於報告期間並無發現違反與僱傭有關之法律及規例之個案。

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As at 31 December 2020, the Group had 5,589 employees, representing a decrease of 12.32% as compared with that of 2019. The employee distribution is as follows.

於2020年12月31日，本集團共有5,589名僱員，較2019年減少12.32%，僱員劃分情況如下表所示。

Employee Demographics

僱員情況

Indicator	指標	2020 2020年		2019 2019年	
		Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}	Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}
Total number of employees	僱員總人數	5,589	100%	6,374	100%
By gender	按性別劃分				
Female	女	3,198	57.22%	3,801	59.63%
Male	男	2,391	42.78%	2,573	40.37%
By age group	按年齡組別劃分				
Under 30	30歲以下	839	15.01%	1,039	16.30%
30 to 50	30歲至50歲	4,583	82.00%	5,055	79.31%
Over 50	超過50歲	167	2.99%	280	4.39%
By employment type	按僱傭類型劃分				
Full-time	全職	5,589	100%	6,374	100%
Part-time	兼職	0	-	0	-
By location	按地區劃分				
Mainland China	中國內地	5,583	99.89%	6,367	99.89%
Hong Kong, China	中國香港	5	0.09%	6	0.09%
Others	其他	1	0.02%	1	0.02%
By rank	按僱員職級劃分				
Senior	高級	379	6.78%	391	6.13%
Middle	中級	482	8.62%	657	10.31%
General	一般	4,728	84.60%	5,326	83.56%

Note 6: Percentage refers to the ratio between each indication and the total number of employees.

附註6：佔比是指有關各項指標與僱員總人數之間的比率。

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New hires

新聘僱員

Indicator	指標	2020 2020年		2019 2019年	
		Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}	Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}
Number of new hires	新聘僱員人數	1,061	18.98%	1,540	24.16%
By gender	按性別劃分				
Female	女	564	10.09%	856	13.43%
Male	男	497	8.89%	684	10.73%
By age group	按年齡組別劃分				
Under 30	30歲以下	595	10.64%	844	13.24%
30 to 50	30歲至50歲	455	8.14%	675	10.59%
Over 50	超過50歲	11	0.20%	21	0.33%
By location	按地區劃分				
Mainland China	中國內地	1,057	18.91%	1,538	24.13%
Hong Kong, China	中國香港	4	0.07%	2	0.03%
Others	其他	0	0	0	0
By rank	按僱員職級劃分				
Senior	高級	27	0.48%	42	0.66%
Middle	中級	273	4.88%	222	3.48%
General	一般	761	13.62%	1,276	20.02%

Note 6: Percentage refers to the ratio between each indication and the total number of employees.

附註6：佔比是指有關各項指標與僱員總人數之間的比率。

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Employee turnover

僱員流失

Indicator	指標	2020 2020年		2019 2019年	
		Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}	Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}
Number of employee turnover	僱員流失人數	1,846	33.03%	2,506	39.32%
By gender	按性別劃分				
Female	女	1,167	20.88%	1,521	23.86%
Male	男	679	12.15%	985	15.46%
By age group	按年齡組別劃分				
Under 30	30歲以下	795	14.22%	1,399	21.95%
30 to 50	30歲至50歲	927	16.59%	955	14.98%
Over 50	超過50歲	124	2.22%	152	2.39%
By location	按地區劃分				
Mainland China	中國內地	1,841	32.94%	2,505	39.30%
Hong Kong, China	中國香港	5	0.09%	1	0.02%
Others	其他	0	0	0	0
By rank	按僱員職級劃分				
Senior	高級	39	0.70%	51	0.80%
Middle	中級	448	8.01%	377	5.91%
General	一般	1,359	24.32%	2,078	32.61%

Note 6: Percentage refers to the ratio between each indication and the total number of employees.

附註6：佔比是指有關各項指標與僱員總人數之間的比率。

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B2 Health and safety

The Group provides employees with an ideal and safe working environment. In addition to taking all appropriate measures to protect the health and safety of employees, the Group also pays attention to the balance of work and healthy living among employees. Corresponding system and measures for leaves and medical needs of employees in special stages (such as pregnancy, illness, work injury etc.) have been developed to ensure that there is a reasonable guarantee for rights and interests of the employees.

To enhance employees' safety knowledge and skills to prevent accidents, the Group adopts the following policies:

- Maintaining proper lightings and ventilation systems and a clean environment both in office and on sales floors, and providing sufficient working space in the offices;
- Smoking is prohibited in office and store areas; and
- Following government guidelines relating to severe weather warnings such as typhoons and rainstorms.

B2 健康與安全

本集團為員工提供理想及安全的工作環境，除了採取所有適當措施保障員工的健康和安全，亦重視員工於工作與健康生活之間的平衡。員工在特殊階段（如懷孕、患病、工傷等情形）的休假和醫療方面，公司亦制定了相應制度和措施，保證員工的權益得到合理的保障。

為加強僱員在安全領域的知識及技能，防範僱員發生工傷意外，本集團採取以下措施：

- 辦公室與店鋪具備妥善照明及通風系統，環境保持整潔。辦公室設有充裕空間；
- 辦公室與店鋪均禁煙；及
- 遵照政府有關颱風及暴雨等惡劣自然情況預警及警告的工作指引。

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At the same time, employee is expected to share the responsibility in the making and monitoring of procedures and arrangements in respect of safety and health. All employees will:

- identify, report and rectify hazards at work in relation to health and safety and report such hazards immediately to superiors or the security department;
- participate in the investigation of any accidents or hazards to prevent any re-occurrence; and
- co-operate with management in adopting safe working methods and procedures.

During the reporting period, there was no prosecution against the Group in relation to occupational health and safety matters. From 2018 to 2020 there was no fatal occupational accident.

同時，本集團也要求僱員肩負制定、執行及監督有關健康與安全政策之職責，這些職責包括：

- 識別、報告及糾正在工作場所與健康及安全有關的隱患，一旦有發現有存在的隱患，即時通知上司或安保部門；
- 參與有關事故或隱患的調查以避免事故的發生或重現；及
- 與公司共同致力於確保工作環境安全的方法及流程的實施。

於報告期內，本集團並無就職業健康及安全事宜遭檢控。2018至2020年間沒有發生任何因工死亡事故。

Indicator	指標	2020 2020年	2019 2019年
Total number of reportable occupational injuries ^{Note 7}	須予報告的工傷綜數 ^{附註7}	17	28
Percentage of occupational injury ^{Note 8}	工傷比率 ^{附註8}	0.30	0.44
Number of working days lost due to occupational injury	因工傷損失工作日數	1,663	1,388
Percentage of working days lost due to occupational injury ^{Note 9}	因工傷損失工作日比率 ^{附註9}	29.75	21.78
Absent days	缺勤日數	31,023	49,070
Absent rate ^{Note 10}	缺勤比率 ^{附註10}	2.22%	3.08%

Note 7: Reportable occupational injuries refer to work-related accidents to employees resulting in incapacity for a period exceeding 3 days;

Note 8: Occupational injury rate is calculated based on the number of occupational injury per 200,000 working hours (i.e. per 100 employees to work 40 hours per week for 50 weeks per year);

Note 9: Working days lost rate is calculated based on the working days lost per 200,000 working hours;

Note 10: Absentee rate refers to the percentage of working days lost from occupational injury and other sicknesses over the total number of pre-determined working days.

附註7：須予報告的工傷指僱員因工作相關意外而導致無法工作超過3天；

附註8：工傷比率是按每200,000工作小時（即每100名僱員每年50週，每週工作40個小時）的工傷宗數計算；

附註9：損失工作日比率按每200,000工作小時的損失工作日數計算；

附註10：缺勤比率指因工傷及其他疾病的缺勤日數佔全體僱員預定工作日總數的百分比。

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B3 Development and training

The Group focuses on the growth of employees and establishes a scientific and effective training system to formulate and implement training programs according to job nature and needs of employees to promote their improvement and growth. The training contents are divided into induction training, business training, quality training and personnel training program of “Maoye University”.

Induction training

In order to help new employees to integrate into the Company as soon as possible and quickly adapt to job requirements, regular new staff trainings are organised. Through these trainings, employees can understand the development, corporate culture and the rules and regulations of the Group.

Business training

In-service employees regularly receive different types of trainings in accordance with the needs of their works. For example, retail stores regularly held services etiquette trainings, while financial department held skills training for financial employees.

Quality training

Through arrangements such as “reading club” and online learning platform, the Group provides employees with personal quality training programs to enable them to obtain personal growth and advancement.

Personnel training program of “Maoye University”

With deep integration of the Internet economy and traditional industries, the transformation of department stores is imperative. In order to meet the needs of talent in the “new retail” era, the Group provides employees with more systematic and rich personnel training programs. By formulating comprehensive training plans, employees can grow rapidly to realise personal value in the Company and make contribution to the growth and development of the Company.

B3 發展及培訓

本集團注重員工的成長，構建了科學有效的培訓體系。根據員工工作性質、需求等制定培訓計劃並確保實施，使員工不斷進步和成長。培訓內容分為入職培訓、業務培訓、素質培訓、「茂業大學」人才培養計劃等。

入職培訓

為幫助新員工儘快融入企業，使員工快速適應崗位要求，我們會定期舉辦新員工入職培訓。通過培訓令員工瞭解本集團的發展、企業文化以及各項規章制度等。

業務培訓

在職員工按工作需要定期接受不同類型的培訓。例如零售門店定期舉行服務禮儀培訓；財務人員的技能業務培訓等。

素質培訓

通過「讀書會」、線上學習平台等為員工提供提升個人素質的培訓項目，使員工獲得個人的成長與進步。

「茂業大學」人才培養計劃

隨著互聯網經濟與傳統行業的深度融合，百貨零售的轉型勢在必行。為適應「新零售」時代的人才需要，本集團為員工提供更為系統、豐富的人才培養課程，制定完備的培訓計劃，幫助員工快速成長，實現個人在企業中的價值，為企業成長與發展作出貢獻。

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During the reporting period, the demographics of the Group's trained employees are as follows.

於報告期內，本集團接受培訓僱員情況如下表所示。

Indicator	指標	2020 2020年		2019 2019年	
		Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}	Number of employees 人數	Percentage ^{Note 6} 佔比 ^{附註6}
Number of trained employees	接受培訓僱員人數	4,412	78.94%	4,842	75.96%
By gender	按性別劃分				
Female	女	2,532	45.30%	2,748	43.11%
Male	男	1,880	33.64%	2,094	32.85%
By employment rank	按僱傭類別劃分				
Senior	高級	94	1.68%	129	2.02%
Middle	中級	986	17.64%	941	14.76%
General	一般	3,332	59.62%	3,772	59.18%

During the reporting period, the Group's employees were trained for a total of 35,873 hours. Each employee was trained for 8.13 hours.

於報告期內，本集團員工培訓總時數為35,873小時，每名員工人均培訓時數為8.13小時。

In 2019, the total training hours were 28,870 hours. Each employee was trained for 5.96 hours.

2019年培訓總時數為28,870小時，每名員工人均培訓時數為5.96小時。

The distribution of average training hours among our employees are as follows.

本集團僱員平均培訓時數劃分情況如下表所示。

Indicator	指標	2020 (Average training hours) 2020年 (培訓平均時數)	2019 (Average training hours) 2019年 (培訓平均時數)
		By gender	按性別劃分
Female	女	7.8	6.1
Male	男	8.6	5.8
By employment rank	按僱傭類別劃分		
Senior	高級	6.9	6.7
Middle	中級	9.4	5.2
General	一般	7.5	6.1

Note 6: Percentage refers to the ratio between each indication and the total number of employees.

附註6：佔比是指有關各項指標與僱員總人數之間的比率。

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B4 Labour standards

All of our departments and stores comply with local laws and regulations and strictly prohibit the use of child labour and forced labour. Maoye International pays special attention to the verification of identity information of employees. Comprehensive recruitment review procedures will be conducted by the human resources department to ensure that the information provided by the candidates is accurate. In addition, the Group will regularly examine whether there is existence of children labour or forced labour in the operation of the business.

During the reporting period, there was no violation of the laws and regulations relating to children or forced labour.

The relevant policies adopted by the Group are:

- Strictly prohibiting any departments to request and/or employ any person who age below 16. The Human Resources Department is responsible for the review of the age during recruitment to ensure that no minors under the age of 16 are employed; and
- All employment must be on a voluntary basis and we do not allow forced labour, or using any form of deception to allure employee to work.

B5 Supply Chain Management

The Group has been considering environmental issues from various perspectives when negotiating the store leasing with the suppliers. The Group will directly examine the qualifications of the customers for new storage goods and supply of new products, including environmental protection indicators, and the quality of portfolio of regional and store suppliers to provide consumers with a variety of choices. The Group will directly interface with large suppliers to introduce attractive products that comply with environment regulations to promote the strategic cooperation between the two parties. In addition, environmental information is also shared with retail tenants and other visitors from time to time to promote sustainable green business model.

B4 勞工準則

本集團所有的部門及門店均遵守當地法律規定，明確禁止使用童工及強迫勞動。茂業國際特別注重對員工身份信息的核查，人力資源部會作全面的招聘審查程序，確保應聘者提供的資料準確無誤。另外，本集團會定期複核各業務運作中是否存在聘用兒童或強迫勞工的情況。

本集團於報告期間並無發現違反與兒童或強迫勞工有關之法律及規例之個案。

本集團已採納以下有關政策：

- 絕對禁止任何部門以任何理由申請及／或聘用未滿十六歲的未成年人僱員。人力資源部負責審核需招聘崗位的年齡範圍，確保不得聘用未滿十六周歲的未成年人；及
- 所有被聘用之僱員必須以自願為原則，絕不允許任何強迫性行為，不得以欺騙手段，引誘僱員來工作。

B5 供應商管理

本集團在與供應商洽談商鋪租賃時，一向以多角度考慮環保事宜。本集團會從新品入庫和供應商入庫環節直接審核客戶的各項資質，包含環境保護的指標，以及各區域、各門店供應商組合的層次，以給予消費者多元的選擇。集團會直接與大型供貨商對接，以引進具備吸引力及符合環保法規的品牌的產品，促進雙方的戰略合作。另外，本集團亦不時與商鋪租戶以及其他訪客分享環保信息，宣傳可持續的綠色經營模式。

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At the same time, all suppliers operating in our stores are required to establish labour relations with employees in accordance with local laws and regulations and provide remuneration and benefits (such as social security, provident fund etc.) that meet legal requirements. The aforesaid requirements are clearly included in the “counter contract” and cooperation agreement of the two parties. For the employees of suppliers, we also require suppliers and their staff to provide written supporting documents and records to ensure that interests of the employees of the suppliers are guaranteed.

During the reporting period, the demographics of number of suppliers by location are as follows.

與此同時，本集團要求所有在門店營業的供應商，必須按照當地法律法規的要求與員工建立勞動關係，並提供符合法律要求的薪酬和福利（如社保、公積金等）。以上要求均明確列入雙方的《專櫃合約》和合作協議。在供應商員工進場時，我們亦要求供應商及其員工提供書面的證明文件和記錄，以便確保供應商的員工利益得到保障。

於報告期內，按地區劃分的供應商數目情況如下表所示。

Indicator	指標	2020 2020年	2019 2019年
Number of major suppliers ^{Note 11}	主要供應商數目 ^{附註11}	18	26
By location	按地區劃分		
Mainland China	中國內地	18	26
Hong Kong, China	中國香港	0	0
Others	其他	0	0

B6 Product responsibility

Policy on product and service responsibility

The Group is responsible for the products and services and pays attention to marketing ethics to ensure no engagement in any form of unfair business practices. The procurement and service processes of the Group ensure the transparency and security of the information on products and services. The policy on rights and interests of customers of the Group is not only formulated and publicised, but also be implemented in the operating activities to prevent products or services from harming interests, health and safety of the consumers. The Group complies with the relevant product and service regulations and national standards, without any cheating, misleading, deception or any other acts that undermine the trust from customers and damage to their rights and interests.

B6 產品責任

產品及服務責任政策

本集團對產品與服務負責並重視營銷倫理，不從事任何形式之不公平的商業行為。本集團的採購及服務流程均能確保產品及服務信息之透明度及安全性，除制定並公開本集團客戶權益政策，亦落實於營運活動，以防止產品或服務損害消費者權益、健康與安全。本集團遵循相關產品與服務法規與國家準則，不得有欺騙、誤導、詐欺或任何其他破壞客戶信任、損害客戶權益之行為。

Note 11: Major suppliers refer to suppliers providing products and/or services to the Group with total contract value of over RMB10 million.

附註11：主要供應商指向本集團提供合約總值超過人民幣1,000萬元產品及／或服務的供應商。

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Customer service policy

Our business model is based on the needs of customers, with an ultimate goal of providing customers with the best quality services. We not only provide customers with the best quality products to meet their needs, but also implement relevant examination measures to fulfill the commitment. In case a complaint about the service is lodged, the Group will conduct an independent investigation in accordance with its internal guidelines. The Group also collects the satisfaction questionnaire from customers regularly to gather valuable opinions from customers.

In addition, we are committed to establishing a deep partnership with the tenants, shoppers and visitors by understanding their needs and working closely with them. In summary, we are committed to providing customers with a unique and enjoyable experience. As such, we must fulfill our commitment to excellence in quality of services and sustainable value-added assets, creating a good place full of life enjoyment, working joys and shopping leisure.

Practices relating to observing and protecting intellectual property rights.

The Group understands that brand equity is crucial to our success. We allocate resources to maintain and protect the intellectual property rights of our brands.

- We value intellectual property and recognise intellectual property is an indispensable element of successful business;
- We manage and protect our intellectual property through registration and maintenance and enforcement of our intellectual property; and
- We respect intellectual property rights of others and do not infringe their intellectual property rights.

During the reporting period, our customer services include supports extended to customers before, during and after the sales. All complaints were handled by professional personnel of our customer service department. Details of the complaints, monitoring and status, handling time and settlement were properly recorded. In 2020, customer complaints received by the Group were consistent with those of the industry.

客戶服務政策

我們的業務模式是以顧客的需要為前題，以為顧客提供最優質服務為最終目標。我們不但為顧客提供切合他們需要的最優質產品，亦為實踐承諾而採取相關的檢定措施。如客戶對服務提出有關投訴，本集團將根據其內部指引作出獨立調查。本集團亦不時於其門店收集客戶所填寫的滿意度調查問卷，以收集客戶的寶貴意見。

此外，我們亦承諾透過瞭解租戶、購物人士及遊客的需求，與他們緊密合作，從而建立深厚的夥伴關係。總而言之，我們將致力為客戶提供獨特而稱心的體驗。為此，我們必須貫徹對卓越服務質素和持續資產增值的承諾，締造一個彙聚生活享受、工作玩樂和購物消閑的好地方。

有關維護及保障知識產權有關的慣例。

本集團深知品牌對業務成功至關重要，並積極致力於將資源配置至維護及保障有關品牌的知識產權。

- 重視知識產權，並確認知識產權對業務不可或缺；
- 透過註冊、維護及強制措施管理及保護本集團的知識產權；及
- 尊重他人知識產權，不會未經授權使用他人知識產權。

於報告期內，顧客服務的工作始終貫穿於售前、售中以及售後的各個環節。本集團所有投訴由顧客服務部門專業人士處理，期間記錄投訴詳情、監察投訴處理及進度、處理投訴所需時間，並記錄解決結果。2020年本集團接獲的投訴符合行業常規。

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Data privacy policy

The Group strictly abides by the provisions of the law and attaches great importance to the privacy of personal data to resolutely maintain and protect personal information. Only personal information needed for the business are collected and used subject to purposes mentioned in the course of collection unless with agreement from customers. We will not transfer or disclose any personal data to any entities other than the members of the Group without consent, unless otherwise required by the laws or notification is given to customers in advance. In addition, we maintain appropriate safety systems and measures to prevent unauthorised access to personal data.

During the reporting period, there was no violation of the laws and regulations relating to the quality of products and services.

B7 Anti-corruption

The Group has been committed to upholding the principle of integrity and all employees are required to strictly abide by personal and professional conducts. The internal control and human resources centre of the Group have standardized channels to accept internal and external reports on corruption, bribery and other violations of professional conducts, together with investigation and disposal of reports having evidence. During the reporting period, there was no violation of the laws and regulations relating to corruption.

B8 Community investment

We adhere to the concept of “Giving back to society” and proactively participate in community and social services to promote corporate social responsibilities and make contributions to the society. In this regard, we actively invest to support the community, especially to those less privileged group as well as the young generation in terms of education, growth and development. Through connecting and interacting with the community, the Group aims to:

- care for the underprivileged group and bring them hopes and supports;
- encourage employees to be compassionate and caring;
- strengthen our employees’ sense of belonging to the society; and
- provide education to help them achieve a better future.

資料私隱政策

本集團嚴格遵守法例的規定，高度重視個人資料的私隱，並堅決地維護及保障個人資料。我們僅收集有關經營業務所需的個人資料，除非得到客戶同意，我們使用的個人資料僅將用於收集時說明之相關用途。除非法律要求或事先通知客戶的情況下，未經同意我們不會轉讓或披露個人資料予非本集團成員的任何實體。此外，我們亦維持適當的安全系統和措施以防止個人資料於未經授權下被取用。

本集團於報告期間並無發現違反與產品及服務質量有關之法律及規例之個案。

B7 反貪污

本集團一直努力不懈堅守正直誠實的宗旨，所有員工均需嚴格遵守個人及專業操守。本集團內控部和人力資源中心均有規範的渠道接受內外部關於貪污、賄賂和其它違反職業操守行為的舉報，且對有依據的舉報進行調查和處理。本集團於報告期間並無發現違反與貪污相關之法律及規例之個案。

B8 社區投資

本集團秉承「取諸社會、用諸社會」的理念，積極參與社區和社會公益事業，推廣企業社會責任，回饋社會。為此，本集團積極向社會投放資源，並特別關注缺失資源之弱勢社群及年輕一代的教育、成長和發展。藉著與社區的聯繫，本集團希望：

- 表達關愛，為弱勢社群送上希望與支持；
- 鼓勵僱員要憐憫和有同情心；
- 培養僱員的團體歸屬感；及
- 教育使人有所成就。

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A. Environmental		Section Reference (Page Number)
環境		環境章節參考 (頁碼)
A1. Emissions 排放物		
General Disclosure 一般披露	Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Page 53-33 53至55頁
KPI 關鍵績效指標	A1.1 The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Considered immaterial 被視為不重大
	A1.2 Greenhouse gas emissions in total and intensity. 溫室氣體總排放量及密度。	Page 55 55頁
	A1.3 Total hazardous waste produced and intensity. 所產生有害廢棄物總量及密度。	Considered immaterial 被視為不重大
	A1.4 Total non-hazardous waste produced and intensity. 所產生無害廢棄物總量及密度。	Page 54 54頁
	A1.5 Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Considered immaterial 被視為不重大
	A1.6 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Page 54-55 54至55頁

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		Section Reference (Page Number) 環境章節參考 (頁碼)
B. Social	社會	
A2.	Use of Resources 資源使用	
	General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源 (包括能源、水及其他原材料) 的政策。 Page 55-57 55至57頁
	KPI 關鍵績效指標	A2.1 Direct and/or indirect energy consumption by type and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。 Page 56 56頁
		A2.2 Water consumption in total and intensity. 總耗水量及密度。 Page 57 57頁
		A2.3 Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。 Page 56 56頁
		A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。 Page 57 57頁
		A2.5 Total packaging material used for finished products. 製成品所用包裝材料的總量。 Considered immaterial 被視為不重大
A3	The Environment and Natural Resources 環境及天然資源	
	General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。 Page 58-59 58至59頁
	KPI 關鍵績效指標	A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 Page 58-59 58至59頁
A4.	Climate Change 氣候轉變	
	General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。 Page 59 59頁
	KPI 關鍵績效指標	A4.1 Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。 Page 59 59頁

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B. Social		Section Reference (Page Number) 環境章節參考 (頁碼)
社會		
B1. Employment 僱傭 General Disclosure 一般披露	Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Page 60-63 60至63頁
KPI 關鍵績效指標	B1.1 Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Page 61 61頁
	B1.2 Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Page 63 63頁
B2. Health and Safety 健康與安全 General Disclosure 一般披露	Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Page 64-65 64至65頁
KPI 關鍵績效指標	B2.1 Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Page 65 65頁
	B2.2 Lost days due to work injury. 因工傷損失工作日數。	Page 65 65頁
	B2.3 Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Page 64-65 64至65頁

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B. Social		Section Reference
社會		(Page Number)
		環境章節參考
		(頁碼)
B3.	Development and Training 發展及培訓	
	General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。
		Page 66-67 66至67頁
	KPI 關鍵績效指標	B3.1 The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別 (如高級管理層、中級管理層) 劃分的受訓僱員百分比。
		Page 67 67頁
		B3.2 The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。
		Page 67 67頁
B4.	Labour Standards 勞工準則	
	General Disclosure 一般披露	Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
		Page 68 68頁
	KPI 關鍵績效指標	B4.1 Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。
		Page 68 68頁
		B4.2 Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。
		Page 68 68頁

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		(頁碼)
B5.	Supply Chain Management 供應鏈管理	
	General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。
		Page 68-69 68至69頁
	KPI 關鍵績效指標	B5.1 Number of suppliers by geographical region. 按地區劃分的供應商數目。
		Page 69 69頁
		B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。
		Page 68-69 68至69頁
		B5.3 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。
		Page 68 68頁
		B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。
		Page 68 68頁

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社會		環境章節參考 (頁碼)
B6. Product Responsibility		
產品責任		
General Disclosure	Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Page 69-71
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	69至71頁
KPI		
關鍵績效指標		
	B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	No related description
	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	無相關描述
	B6.2 Number of products and service related complaints received and how they are dealt with.	No related description
	接獲關於產品及服務的投訴數目以及應對方法。	無相關描述
	B6.3 Description of practices relating to observing and protecting intellectual property rights.	Page 70
	描述與維護及保障知識產權有關的慣例。	70頁
	B6.4 Description of quality assurance process and recall procedures.	Page 69-70
	描述質量檢定過程及產品回收程序。	69至70頁
	B6.5 Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Page 71
	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	71頁

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

B. Social		Section Reference (Page Number)
社會		環境章節參考 (頁碼)
B7. Anti-corruption 反貪污 General Disclosure 一般披露	Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的:(a)政策;及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Page 71 71頁
KPI 關鍵績效指標	B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Page 71 71頁
	B7.2 Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序, 以及相關執行及監察方法。	Page 71 71頁
	B7.3 Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	No related description 無相關描述
B8. Community Investment 社區投資 General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Page 71 71頁
KPI 關鍵績效指標	B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇 (如教育、環境事宜、勞工需求、健康、文化、體育)。	Page 71 71頁
	B8.2 Resource contributed to the focus areas. 對專注範疇的資源投入。	Page 71 71頁

DIRECTORS' REPORT

董事會報告

The Board is pleased to present the audited consolidated results of the Company and the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The Company is an investment holding company incorporated in the Cayman Islands with limited liability on 8 August 2007. The Group principally engages in the operation and management of department stores and property development in the PRC. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss on page 99.

BUSINESS REVIEW

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing by the Group, an analysis of the Group's performance using financial key performance indicators, an indication of likely future developments in the Group's business and a discussion on the relationships with its key stakeholders, are set out in the "Financial Highlights", "Chairman Statement", "Management Discussion and Analysis", "Corporate Governance Report" and "Environmental, Social and Governance Report" of this annual report. The review forms part of this directors' report.

CLOSURE OF REGISTER OF MEMBERS

The Company's Register of Members will be closed from Monday, 17 May 2021 to Friday, 21 May 2021 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the 2021 Annual General Meeting of the Company to be held on Friday, 21 May 2021, unregistered holders of shares of the Company should ensure all share transfer forms accompanied by the relevant share certificates be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 14 May 2021.

董事會欣然公佈本公司及本集團截至2020年12月31日止年度的經審核綜合業績。

主要業務

本公司乃一家投資控股公司，於2007年8月8日在開曼群島註冊成立為有限公司。本集團主要於中國從事百貨店經營及管理與物業發展業務。本集團主要業務的性質在年內並無重大改變。

業績及分配

本集團截至2020年12月31日止年度的業績載於第99頁的綜合損益表。

業務審視

本集團的業務審視，其中包括本集團面臨的主要風險和不明朗因素的討論、用財務關鍵表現指標分析的表現、未來本集團的發展揭示及關於本公司與相關利益集團關係的討論於本年度報告的「財務摘要」、「董事長報告書」、「管理層討論與分析」、「企業管治報告」及「環境、社會及管治報告」中陳述。此審視構成董事會報告的一部分。

暫停辦理過戶登記

本公司將於2021年5月17日（星期一）至2021年5月21日（星期五）（首尾兩天包括在內）暫停辦理股東登記，期間不會辦理本公司股份過戶登記手續。為取得出席於2021年5月21日（星期五）舉行的本公司2021年股東週年大會並於會上投票的資格，本公司之未登記股東應確保所有過戶表格連同有關股票於2021年5月14日（星期五）下午4:30分前送抵本公司香港股份過戶登記處卓佳證券登記有限公司辦理登記，地址為香港皇后大道東183號合和中心54樓。

DIRECTORS' REPORT

董事會報告

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association, or the laws of the Cayman Islands.

PROPERTY, PLANT AND EQUIPMENT

Details of the property, plant and equipment of the Group are set out in note 17 to the financial statements.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on pages 104 to 105 and note 36 to the financial statements. The reserves are calculated in accordance with generally accepted accounting principles.

DISTRIBUTABLE RESERVES

As at 31 December 2020, the aggregate amount of reserves available for distribution was approximately RMB1,728 million, calculated in accordance with the Companies Law of the Cayman Islands.

Under the Companies Law of the Cayman Islands, the share premium is distributable to the shareholders of the Company. Pursuant to the 137 of Articles of Association, dividends may be declared and paid out of the profits of the Company, realized or unrealized, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the law.

優先購買權

組織章程或開曼群島法例並無訂出任何優先購買權的規定。

物業、廠房及設備

本集團物業、廠房及設備的詳情載於財務報表附註17。

儲備

本集團及本公司年內的儲備變動詳情載於第104至105頁的綜合權益變動表及財務報表附註36。儲備按照一般公認會計原則計算。

可分配儲備

本公司於2020年12月31日的可分配儲備根據開曼群島公司法計算約為人民幣1,728百萬元。

根據開曼群島公司法，股份溢價可供分派予本公司股東。根據組織章程細則第137條，股息可以本公司的已變現或未變現利潤宣派及派付，或由利潤撥備且董事會決定已無需要的任何儲備中宣派及派付。股息亦可從股份溢價賬或任何其他根據公司法就此目的而言獲授權的儲備或賬戶宣派及派付。

DIRECTORS' REPORT

董事會報告

SHARE CAPITAL

Movements of the share capital of the Company are set out in note 35 to the financial statements.

INTEREST BEARING BANK LOANS AND OTHER BORROWINGS

Interest bearing bank loans and other borrowings of the Group as at 31 December 2020 amounted to approximately RMB14,342.5 million, details of which are set out in the heading under "Interest-bearing Liabilities" above and note 33 to the financial statements.

DIRECTORS

As at the date of this annual report, the directors of the Company were as follows:

Executive Directors

Mr. Huang Mao Ru (*Chairman and Chief Executive Officer*)
Mr. Zhong Pengyi (*Vice Chairman*)
Ms. Lu Xiaojuan (*Chief Financial Officer*)

Non-executive Director

Mr. Wang Bin

Independent Non-executive Directors

Mr. Rao Youg
Mr. Pao Ping Wing
Mr. Gao Yajun

According to Article 87 of the Articles of Association, Mr. Zhong Pengyi, Mr. Wang Bin and Mr. Pao Ping Wing the existing directors of the Company, will retire from office by rotation at the 2021 AGM. All the above retiring director, being eligible, will offer himself for re-election at the 2021 AGM.

DIRECTORS' SERVICE CONTRACTS

None of the directors proposed for re-election at the 2021 AGM has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation other than statutory compensation.

股本

本公司股本變動載於財務報表附註35。

計息銀行貸款及其他借款

本集團於2020年12月31日計息銀行貸款及其他借款約為人民幣14,342.5百萬元。借款詳情載於上文「計息負債」及財務報表附註33。

董事

截至本年報報告日，本公司董事如下：

執行董事

黃茂如先生 (*董事長及首席執行官*)
鍾鵬翼先生 (*副董事長*)
盧小娟女士 (*首席財務官*)

非執行董事

王斌先生

獨立非執行董事

饒永先生
浦炳榮先生
高亞軍先生

根據組織章程第87條，本公司現任董事鍾鵬翼先生、王斌先生及浦炳榮先生將於2021年股東週年大會上輪席告退。所有上述退任董事均合資格於2021年股東週年大會上膺選連任。

董事服務合約

各擬於2021年股東週年大會上重選的董事概無與本公司或其任何附屬公司訂立不可於一年內不付賠償（法定賠償除外）而終止的服務合約。

DIRECTORS' REPORT

董事會報告

INDEMNITY OF DIRECTORS

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The Articles of Association provide that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons. Save for the above, at no time during the year ended 31 December 2020 and up to the date of this report, there was or is, any permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) being in force for the benefit at any of the Directors (whether made by the Company or otherwise) or any of the directors of an associated company (if made by the Company).

DIRECTORS' BIOGRAPHIES

Biographical details of the directors of the Company are set out in the section headed "Biographies of Directors and Secretary" in this annual report.

PENSION SCHEMES

Employees of the Group's subsidiaries in Mainland China are required to participate in retirement schemes administered and operated by the local municipal government. The Group's subsidiaries in Mainland China contribute funds to the retirement schemes to fund the retirement benefits of the employees which are calculated on certain percentage of the average employee salary as stipulated by the local municipal government. Such retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees.

The Group's contributions to retirement benefit schemes charged to the consolidated statement of profit or loss for the year ended 31 December 2020 were RMB25 million. Details of the pension scheme are set out in note 8 to the finance statement.

董事彌償

本公司已就其董事及高級管理層可能會面對由企業活動產生的法律行動，為董事及行政人員的職責作適當的投保安排。組織章程規定，董事須從本公司的資產及利潤獲得彌償，董事就各自的職務執行其職責或假定職責時，因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害；惟本彌償保證不延伸至與上述任何人士欺詐或不忠誠有關的任何事宜。除上文所述外，於截至2020年12月31日止年度的任何時間內及直至本報告日期，均未曾經或現有生效的任何獲准許的彌償條文（定義見香港法例第622D章公司（董事報告）規例第9條）惠及本公司任何董事（不論是否由本公司或其他訂立）或聯營公司的任何董事（如由本公司訂立）。

董事履歷概要

本公司董事履歷概要詳情載於本年報「董事和秘書履歷」一節。

退休金計劃

本集團的中國附屬公司僱員必須參與由當地市政府管理及設立的退休計劃。本集團的中國附屬公司為該退休計劃供款，以為僱員的退休福利提供資金，供款額按當地市政府所規定的平均僱員薪金的若干百分比計算。該退休金計劃負責應付予退休僱員的全部退休後福利責任。

截至2020年12月31日止年度，本集團在綜合損益表中計入的退休福利計劃供款為人民幣25百萬元。退休金計劃詳情載於財務報表附註8。

DIRECTORS' REPORT

董事會報告

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 41 to the financial statements, no director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' EMOLUMENTS

The directors' emoluments are determined by the Board with reference to their duties, responsibilities and performance and the results of the Group. Details of the directors' emoluments are set out in note 8 to the financial statements.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2020, the interests of the directors of the Company in the shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) as recorded in the register required to be kept under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in the Listing Rules were as follows:

管理合約

年內概無訂立或存在任何有關管理及經營本公司全部或任何重大部份業務的合約。

董事於交易、安排或合約中的權益

除財務報表附註41所披露者外，年內並無董事或其關聯方於本集團業務屬重大的交易、安排或合約中，或本公司或其任何附屬公司為訂約一方的合約中直接或間接擁有重大利益。

董事酬金

由董事會經參考彼等職務、責任及表現以及本集團的業績釐定。董事酬金詳情載於財務報表附註8。

董事認購股份或債券的權利

於年內任何時間並無授予董事或其各自配偶或未成年子女透過認購本公司股份或債券而獲得利益的權利，彼等亦無行使該等權利，而本公司或其附屬公司亦無訂立任何安排致使董事認購其他法團的該等權利。

董事及主要行政人員於本公司及其相聯法團之股份及相關股份之權益及淡倉

於2020年12月31日，本公司董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份中擁有根據證券及期貨條例第352條須存置的登記冊所記錄，或根據上市規則所載標準守則須知會本公司及聯交所的權益如下：

DIRECTORS' REPORT

董事會報告

(1) Long position in the shares of the Company

Name of director	Capacity	Number of ordinary shares interested	Approximate percentage of the Company's issued share capital*
董事姓名	身份	擁有權益之普通股數目	佔本公司已發行股本的概約百分比*
Mr. Huang Mao Ru 黃茂如先生	Interest of controlled corporations 受控制法團的權益	4,200,000,000 (Note) (附註)	81.71%
	Beneficial owner 實益擁有人	50,000,000	0.97%
		4,250,000,000	82.68%
Ms. Lu Xiaojuan 盧小娟女士	Beneficial owner 實益擁有人	411,000	0.01%

Note: These shares were held by Maoye Department Store Investment Limited, a wholly-owned subsidiary of MOY International Holdings Limited, which in turn was wholly-owned by Mr. Huang Mao Ru.

* The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2020.

(1) 本公司股份的好倉

Name of director	Capacity	Number of ordinary shares interested	Approximate percentage of the Company's issued share capital*
董事姓名	身份	擁有權益之普通股數目	佔本公司已發行股本的概約百分比*
Mr. Huang Mao Ru 黃茂如先生	Interest of controlled corporations 受控制法團的權益	4,200,000,000 (Note) (附註)	81.71%
	Beneficial owner 實益擁有人	50,000,000	0.97%
		4,250,000,000	82.68%
Ms. Lu Xiaojuan 盧小娟女士	Beneficial owner 實益擁有人	411,000	0.01%

附註：該等股份由MOY International Holdings Limited的全資附屬公司Maoye Department Store Investment Limited持有，而MOY International Holdings Limited由黃茂如先生全資擁有。

* 百分比代表普通股數目除以本公司於2020年12月31日已發行股份之數目。

(2) Long position in the shares of associated corporations

(2.1) Maoye Department Store Investment Limited, the immediate holding company of the Company

Name of director	Capacity	Number of ordinary shares interested	Percentage of the issued share capital in such associated corporation*
董事姓名	身份	擁有權益之普通股數目	佔該相聯法團已發行股本的概約百分比*
Mr. Huang Mao Ru 黃茂如先生	Interest of controlled corporation 受控制法團的權益	2 (Note) (附註)	100%

Note: These shares were held by MOY International Holdings Limited, which was wholly-owned by Mr. Huang Mao Ru.

* The percentage represents the number of ordinary shares divided by the number of Maoye Department Store Investment Limited's issued shares as at 31 December 2020.

(2) 相聯法團股份之好倉

(2.1) 本公司直接控股公司Maoye Department Store Investment Limited

Name of director	Capacity	Number of ordinary shares interested	Percentage of the issued share capital in such associated corporation*
董事姓名	身份	擁有權益之普通股數目	佔該相聯法團已發行股本的概約百分比*
Mr. Huang Mao Ru 黃茂如先生	Interest of controlled corporation 受控制法團的權益	2 (Note) (附註)	100%

附註：該等股份由MOY International Holdings Limited持有，而該公司由黃茂如先生全資擁有。

* 百分比代表普通股數目除以Maoye Department Store Investment Limited於2020年12月31日已發行股份之數目。

DIRECTORS' REPORT

董事會報告

(2.2) MOY International Holdings Limited, the ultimate holding company of the Company

(2.2) 本公司最終控股公司MOY International Holdings Limited

Name of director	Capacity	Number of ordinary shares interested	Percentage of the issued share capital in such associated corporation*
董事姓名	身份	擁有權益之普通股數目	佔該相聯法團已發行股本的概約百分比*
Mr. Huang Mao Ru 黃茂如先生	Beneficial owner 實益擁有人	100	100%

* The percentage represents the number of ordinary shares divided by the number of MOY International Holdings Limited's issued shares as at 31 December 2020.

* 百分比代表普通股數目除以MOY International Holdings Limited於2020年12月31日之已發行股份數目。

Save as disclosed above, as at 31 December 2020, none of the directors or chief executives 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 recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2020年12月31日，並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、相關股份或債券中擁有本公司根據證券及期貨條例第352條須存置的登記冊所記錄，或根據標準守則須知會本公司及聯交所的權益或淡倉。

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

As at 31 December 2020, the following persons (other than the directors of the Company, whose interests have been disclosed in the above section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations") had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東於本公司股份及相關股份之權益及淡倉

於2020年12月31日，以下人士（權益已於上文「董事及主要行政人員於本公司及其相聯法團之股份及相關股份之權益及淡倉」一節披露的本公司董事除外）擁有根據證券及期貨條例第336條本公司須存置的登記冊所記錄的本公司股份5%或以上的權益：

DIRECTORS' REPORT

董事會報告

Long position in the shares of the Company

本公司股份之好倉

Name of substantial shareholder	Capacity	Number of ordinary shares interested	Approximate percentage of the Company's issued share capital*
主要股東姓名	身份	擁有權益之普通股數目	佔本公司已發行股本的概約百分比*
Mrs. Huang Jingzhang 張靜女士	Interest of spouse 配偶權益	4,250,000,000 (Note (a)) (附註(a))	82.68%
Maoye Department Store Investment Limited	Beneficial owner 實益擁有人	4,200,000,000 (Note (b)) (附註(b))	81.71%
MOY International Holdings Limited	Interest of controlled corporation 受控制法團的權益	4,200,000,000 (Note (b)) (附註(b))	81.71%

Notes:

- (a) Mrs. Huang Jingzhang was deemed to be interested in these shares through the interest of her spouse, Mr. Huang Mao Ru.
- (b) Maoye Department Store Investment Limited was a wholly-owned subsidiary of MOY International Holdings Limited. Such interests were also disclosed as the interests of Mr. Huang Mao Ru in the above section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations".
- * The percentage represents the number of ordinary shares divided by the number of the Company's issued shares as at 31 December 2020.

附註：

- (a) 張靜女士透過其配偶黃茂如先生的權益，被視為擁有該等股份的權益。
- (b) Maoye Department Store Investment Limited乃MOY International Holdings Limited之全資附屬公司。該等權益亦於上文「董事及主要行政人員於本公司及其相聯法團之股份及相關股份之權益及淡倉」一節中披露為黃茂如先生之權益。
- * 百分比代表普通股數目除以本公司於2020年12月31日已發行股份之數目。

Save as disclosed above, as at 31 December 2020, no person (other than the directors of the Company, whose interests have been disclosed in the above section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations") had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，於2020年12月31日，並無任何人士（權益已於上文「董事及主要行政人員於本公司及其相聯法團之股份及相關股份之權益及淡倉」一節披露的本公司董事除外）擁有根據證券及期貨條例第336條本公司須存置的登記冊所記錄的本公司股份或相關股份之權益或淡倉。

DIRECTORS' REPORT

董事會報告

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2020, the Group had a total of 5,589 employees. Salaries, bonuses and benefits are determined with reference to market terms and performance, qualifications and experience of individual employees.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, the directors of the Company confirmed that based on information that is publicly available to the Company and within the knowledge of the directors, the Company had maintained sufficient amount of public float as required under the Listing Rules and agreed by the Stock Exchange.

PURCHASE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Company has repurchased part of the outstanding notes in an aggregate principal amount of US\$126,750,000 (the “**Repurchased Notes**”) via open market during the period from September 2019 to 30 July 2020. The Repurchased Notes represent 50.70% of the initial principal amount of the Notes. The Repurchased Notes were duly cancelled on 30 July 2020 (For details, please refer to the announcement of the Company dated 30 July 2020, capitalised terms used in this paragraph shall have the same meanings as those defined in that announcement).

On 28 September 2020, the Company has completed the redemption of the outstanding Notes in full in aggregate principal amount of US\$95,400,000 together with accrued interest up to the Maturity Date (the “**Redemption**”). Upon completion of the Redemption, the Company has no outstanding Notes in issue as of 28 September 2020, and the Notes will be cancelled and delisted from the Stock Exchange. For details, please refer to the announcement of the Company dated 28 September 2020, capitalised terms used in this paragraph shall have the same meanings as those defined in that announcement.

The subsidiary of the Company Maoye Shangsha has redeemed (1) the First Tranche of Bonds in the principal amount of RMB1,076,354,000 with its accrued interest of RMB44,000,000 on 5 January 2018; (2) the remaining First Tranche of Bonds in the principal amount of RMB23,646,000 with its accrued interest of RMB945,840 on 7 January 2019; (3) the Second Tranche of Bonds in the principal amount of RMB1,696,969,000 with its accrued interest of RMB76,500,000 on 7 January 2019; and (4) the Second Tranche of Bonds in the principal amount of RMB3,031,000 with its accrued interest of RMB227,325.00 on 29 December 2020 was remitted to the reserves account of the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and was delisted on 5 January 2021.

Save as disclosed above, neither the Company nor its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2020.

僱員及薪酬政策

於2020年12月31日，本集團合共聘用員工5,589人。薪金、花紅及福利乃參考市場條款及因應個別員工的表現、資歷及經驗而釐定。

足夠公眾持股量

截至本年報日，本公司之董事確認，基於本公司公開可獲取之資料並且就董事所深知，本公司已保持上市規則所要求及聯交所同意的足夠公眾持股比例。

買賣或贖回本公司任何上市證券

於2019年9月起至2020年7月30日本公司透過公開市場購入本金總額為126,750,000美元的部分票據（「**回購票據**」），回購票據金額為票據本金的50.70%，該等回購票據已於2020年7月30日註銷（詳情請參閱本公司日期為2020年7月30日之公告，本段所用詞彙與該公告所界定者具相同涵義）。

於2020年9月28日，本公司已悉數完成贖回本金總額為95,400,000美元的部分票據，另加直至到期日應計利息（「**贖回**」）。於贖回完成後，本公司截至2020年9月28日概無任何尚未償還的票據，及該等票據將被註銷並從聯交所除牌（詳情請參閱本公司日期為2020年9月28日之公告，本段所用詞彙與該公告所界定者具相同涵義）。

本公司之附屬公司茂業商廈已於(1)2018年1月5日贖回公司債券品種一本金額人民幣1,076,354,000元，及支付其應計利息人民幣44,000,000元；(2)2019年1月7日贖回公司債券品種一剩餘本金金額人民幣23,646,000元，及支付其應計利息人民幣945,840元；(3)2019年1月7日贖回公司債券品種二本金額人民幣1,696,969,000元，及支付其應計利息人民幣76,500,000元；及(4)2020年12月29日公司債券品種二本金額人民幣3,031,000元，及其應計利息人民幣227,325.00元匯出至中國證券登記結算有限公司上海分公司（備付金）賬戶，並於2021年1月5日摘牌。

除上文披露者外，本公司或其附屬公司於截至2020年12月31日止年度內概無購買、贖回或出售本公司任何上市證券。

DIRECTORS' REPORT

董事會報告

DEED OF NON-COMPETITION

Under the deed of non-competition dated 17 April 2008 given by Mr. Huang Mao Ru, Maoye Holdings Limited and Richon Holdings Limited (collectively known as the “**Controlling Shareholder Group**”) in favour of the Company, details of which were stated in the prospectus of the Company dated 21 April 2008 (the “**Prospectus**”), the Controlling Shareholder Group had undertaken to use its best endeavour within three years to (i) resolve the existing litigation between Chongqing Jiefangbei Maoye Department Store Co., Ltd. (重慶解放碑茂業百貨有限公司) (“**Chongqing Jiefangbei Store**”) and Chongqing Xin Long Da Real Estate Development Company Limited (重慶鑫隆達房地產開發有限公司) (“**Xin Long Da**”); (ii) obtain all necessary consents and approvals for the transfer of the interest of the Controlling Shareholder Group in Chongqing Jiefangbei Store and Wuxi Maoye Department Store Company Limited (無錫茂業百貨有限公司) and Wuxi Maoye Baifu Supermarket Company Limited (無錫茂業百福超級市場有限公司) (the latter two collectively known as “**Maoye Wuxi Store**”) to the Group (note); and (iii) obtain all necessary consents and approvals for the transfer of the Controlling Shareholder Group’s interest in Guiyang Friendship Group Holdings Company Limited (貴陽友誼(集團)股份有限公司) (“**Guiyang Friendship Group**”), to serve a notice on the Group within ten business days of any of the issues in clauses (i) to (iii) above having been resolved, and to use his/its best endeavour to transfer the interest in Chongqing Jiefangbei Store, Maoye Wuxi Store and Guiyang Friendship Group to the Group as soon as practicable once the relevant issues impeding such transfer have been resolved. The Controlling Shareholder Group had further undertaken to keep the Company informed every six months from the Listing Date as regards the progress on the matters described above.

Note: The ownership of Maoye Wuxi Store has been changed to Wuxi Maoye Property Co., Ltd., and such company was controlled by the Controlling Shareholders.

不競爭契據

根據黃茂如先生、Maoye Holdings Limited及Richon Holdings Limited (統稱為「**控股股東集團**」) 與本公司於2008年4月17日訂立的不競爭契據，詳情載於本公司於2008年4月21日之招股章程中(「**招股章程**」)，控股股東集團於三年內盡最大努力(i)解決重慶解放碑茂業百貨有限公司(「**重慶解放碑店**」)及重慶鑫隆達房地產開發有限公司(「**鑫隆達**」)當時進行的訴訟；(ii)就向本集團轉讓控股股東集團於重慶解放碑店、無錫茂業百貨有限公司及無錫茂業百福超級市場有限公司(後兩者統稱「**茂業無錫店**」)的權益(附註)，取得全部所需的同意及批文；及(iii)取得控股股東集團轉讓貴陽友誼(集團)股份有限公司(「**貴陽友誼集團**」)的權益所需的全部同意及批文，並於上述(i)至(iii)任何一項獲得解決後十個營業日內向本集團發出通知，以及待阻礙該等轉讓的相關事宜獲得解決後，盡最大努力儘快向本集團轉讓重慶解放碑店、茂業無錫店及貴陽友誼集團的權益。控股股東集團已進一步承諾自本公司上市日起保持每6個月通知本公司有關該等事宜的進展。

附註：茂業無錫店之所有權已變更至無錫茂業置業有限公司，而該公司由控股股東控股。

DIRECTORS' REPORT

董事會報告

Since the Supreme People's Court has adjudged that the leasing agreement entered into between Chongqing Jiefangbei Store and Xin Long Da was valid and binding, the litigation between Chongqing Jiefangbei Store and Xin Long Da has been resolved. However, the Group is still considering as to whether to acquire the interests of the Controlling Shareholder Group in the Chongqing Jiefangbei Store and Maoye Wuxi Store. As the original master management agreement has terminated on 31 December 2019, the Company entered into the new master management agreement (the **"New Master Management Agreement"**) with Maoye Holdings Limited on 1 January 2020 to govern the terms upon which the Group will provide store management services to the Controlling Shareholder Group with respect to the Maoye Wuxi Store and/or department stores owned by the Controlling Shareholder Group in order to avoid conflict of interests between the Group and the Controlling Shareholder Group. The New Master Management Agreement has a term of three years with effect from 1 January 2020. As Maoye Holdings Limited is a connected person (as defined under the Listing Rules) of the Company, the entering into of the New Master Management Agreement constituted a connected transaction for the Company under Chapter 14A of the Listing Rules. However, as all the applicable percentage ratios in relation to the New Master Management Agreement were less than 0.1%, the New Master Management Agreement was fully exempt from the reporting, announcement and shareholders' approval requirements under the Listing Rules. As Chongqing Jiefangbei Store has ceased operation since February 2011, the Group did not manage Chongqing Jiefangbei Store thereafter. Approval from the relevant government departments has not been obtained in relation to the Group's application for transfer of interest in Guiyang Friendship Group.

CONNECTED TRANSACTIONS

During the year, the Group conducted the following transactions with certain connected persons of the Company. These transactions constituted connected transactions or continuing connected transactions and are subject to the disclosure requirements under the Listing Rules.

Connected Transaction at the Subsidiary Level

Pursuant to the relevant terms of a loan agreement made on 12 December 2017, Shenzhen Department Store (the **"Lender"**), a wholly-owned subsidiary of Maoye Commercial Co., Ltd, agreed to provide a term loan to Mr. Zou Zhao Bin (the **"Borrower"**), in the principal amount of RMB399,933,400, bearing interest at a rate of 10.5% per annum. The loan is secured by a share pledge agreement dated 29 December 2017 executed by Victory Investment Holding in favour of the Lender with respect to a 15% equity interest in Inner Mongolia Victory Commercial (Group) Co., Limited (**"Victory Commercial"**) (the **"Share Charge"**).

The maturity date of the loan was 31 December 2019. As of the maturity date, the Borrower has not repaid the principal amount and interest of the loan in the amount of RMB483,804,365.

According to the valuation report issued by the valuer on 11 March 2020, the value of 15% equity interest in Victory Commercial amounts to RMB585 million, which is enough to cover the principal and interest of the loan.

由於最高人民法院已經判決認定：重慶解放碑店及鑫隆達之租賃合約有效，重慶解放碑店及鑫隆達的訴訟已經解決。然而，本集團就收購控股股東集團於重慶解放碑店及茂業無錫店權益的問題仍然在考慮中。由於現有管理總協議已於2019年12月31日終止，本集團基於盡量減少與控股股東集團之同業競爭的原則，本公司於2020年1月1日與Maoye Holdings Limited訂立新管理總協議（**"新管理總協議"**），以規管本集團向控股股東集團就茂業無錫店及／或其他控股股東集團擁有的門店提供商店管理服務的條款。新管理總協議為期三年，自2020年1月1日起生效。由於Maoye Holdings Limited為本公司關連人士（根據上市規則定義），根據上市規則第14A章訂立新管理總協議構成了本公司關連交易。然而，由於有關新管理總協議所有適用比率均低於0.1%，根據上市規則，該新管理總協議全面豁免遵守申報、公告及獨立股東批准之規定。而由於重慶解放碑店已經於2011年2月起停止運營，本集團亦不再管理該店。本集團就轉讓貴陽友誼集團的權益而提出的申請，尚未獲得相關政府部門的批覆。

關連交易

本年度內，本集團與本公司若干關連人士進行以下交易，根據上市規則披露要求，該等交易被視作關連交易或持續關連交易，須遵守上市規則有關披露要求。

附屬公司層面的關連交易

根據於2017年12月12日訂立的一份借款協議之相關條款，茂業商業股份有限公司的全資附屬公司深圳茂業百貨有限公司（**"貸款人"**）同意向鄒招斌先生（**"借款人"**）提供本金額為人民幣399,933,400元、年利率為10.5%的定期貸款。借款以內蒙古維多利商業（集團）有限公司（**"維多利商業"**）的15%股權作為質押，由維多利投資控股於2017年12月29日簽署的股份質押協議向貸款人提供擔保（**"股份質押"**）。

借貸到期日為2019年12月31日。於到期日，借款人未有償還借款的本金及利息人民幣483,804,365元。

根據估值師於2020年3月11日發表的估值報告指，維多利商業的15%股權的價值為人民幣585百萬元，足夠覆蓋借款的本金額及利息。

DIRECTORS' REPORT

董事會報告

On 16 March 2020, the Board announced that Maoye Commercial Co., Ltd (the “**Purchaser**”), Victoria Investment Holding Co., Ltd (the “**Vendor**”) and the Borrower have entered into the supplemental loan agreement, pursuant to which the Vendor will repay the obligations under the loan together with the Borrower to the Purchaser, and the maturity date of the loan agreement had been further extended from 31 December 2019 to 16 March 2020.

On 16 March 2020, the Board announced that the Purchaser entered into the acquisition agreement with the Vendor and the Borrower, pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase 15% of the equity interests in Victory Commercial, for a consideration of RMB577.5 million. Meanwhile, the Purchaser entered into the fee settlement agreement with the Vendor, the Lender, the Borrower and Victory Commercial, pursuant to which the consideration of RMB577.5 million will be paid as follows: (i) RMB491.7 million will be set off against the principal and interest of the loan owed by the Borrower to the Purchaser; (ii) RMB37.7 million will be set off against the amount due from the Vendor to Victory Commercial; and (iii) the remaining RMB48.1 million, after negotiation between the Purchaser and the Vendor, does not have to be paid by the Purchaser.

On 3 April 2020, the Board announced that all the conditions precedent in the acquisition agreement has been fulfilled, and that the terms and conditions of the acquisition agreement have taken place. Upon completion, the Company shall indirectly hold 85% of equity interests in the target company.

For more details, please refer to the announcements of the Company dated 3 April 2020, 16 March 2020, 2 January 2020, 28 December 2018, 29 December 2017 and 12 December 2017.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2020, save as disclosed below, none of the Directors or their respective associates had any business or interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group:

Mr. Huang Mao Ru held interests in Chongqing Jiefangbei Store, Maoye Wuxi Store and Guiyang Friendship Group. Details of these companies and Mr. Huang's interests in these companies are set out in the Prospectus. As mentioned in the Prospectus, the Controlling Shareholder Group has granted the Group an option to purchase the whole or part of the interest of these companies.

於2020年3月16日，董事會宣佈茂業商業股份有限公司（「**買方**」）、維多利投資控股有限公司（「**賣方**」）及借款人訂立借款補充協議，據此，賣方將與借款人一起償還借款及其項下之義務及借款協議的到期日已從2019年12月31日進一步延長至2020年3月16日。

於2020年3月16日，董事會宣佈買方與賣方及借款人訂立收購協議，據此，賣方有條件同意出售且買方有條件同意購買維多利商業的15%權益，代價約為人民幣577.5百萬元；同時，買方、賣方、借款人及維多利商業訂立費用結算協議，將按照以下方式支付：(i) 人民幣491.7百萬元將由借款人所欠買方之借款本金及利息支付；(ii) 人民幣37.7百萬元將由賣方尚欠維多利商業往來款項支付；及(iii) 餘下人民幣48.1百萬元經買方與賣方協商，買方不再支付給賣方。

於2020年4月3日，董事會宣佈收購協議的所有先決條件已獲達成，收購協議之條款及條件已作實。於完成後，本公司間接持有目標公司之權益為85%。

更多詳情請參照本公司日期為2020年4月3日、2020年3月16日、2020年1月2日、2018年12月28日、2017年12月29日及2017年12月12日的公告。

董事於競爭業務的權益

除下述披露以外，於2020年12月31日，概無董事或彼等各自的連絡人於可能直接或間接與本集團業務構成競爭的業務中擁有權益：

黃茂如先生持有重慶解放碑店、茂業無錫店及貴陽友誼集團的權益。有關該等公司及黃先生於該等公司之權益的詳情載於招股章程。按招股章程中所述，控股股東集團已向本集團授出購買該等公司全部或部分權益的選擇權。

DIRECTORS' REPORT

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

Since the Group mainly engages in retail business, for the year ended 31 December 2020, none of its customers or suppliers accounted for more than 5% of the Group's revenue or purchases. In addition, for the year ended 31 December 2020, none of the directors, shareholders or their respective close associates who owned 5% or more of the Company's issued share capital had any interest in any of the five largest customers and the five largest suppliers of the Group.

CORPORATE GOVERNANCE REPORT

Details of the corporate governance practices of the Company are set out in the "Corporate Governance Report" of this annual report.

ENVIRONMENTAL POLICIES

The Group is committed to building an environmental-friendly corporation that pays close attention to conserving natural resources. The Group strives to minimize the environmental impact by saving electricity and encouraging recycle of office supplies and other materials. Details of the environmental policies of the Company are set out in the "Environmental, Social and Governance Report" of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out in the Mainland China while the Company itself is listed on the Stock Exchange. Our establishment and operations accordingly shall comply with the relevant laws and regulations in the Mainland China and Hong Kong. As far as the Directors are aware, during the year ended 31 December 2020 and up to the date of this report, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on its business and operations.

主要客戶及供應商

由於本集團主要從事零售業務，截至2020年12月31日止年度，概無任何客戶及供應商佔本集團收入或購貨額5%以上。此外，截至2020年12月31日止年度，擁有本公司已發行股本5%或以上權益的董事或股東或彼等各自的緊密聯繫人，概無於本集團五大客戶及供應商當中擁有任何權益。

企業管治報告

有關本公司之企業管治常規之詳情載於本年報「企業管治報告」內。

環境政策

本集團致力於營造一個環境友好的公司，我們注重節約天然資源。本集團盡力通過節約用電和鼓勵回收循環使用辦公用品和其他材料的方式減少對環境的影響。有關本公司環境政策之詳情載於本年報「環境、社會及管治報告」內。

遵守法律和規定

本集團在中國大陸運營，並在聯交所上市。我們的成立和運營符合中國大陸和香港的相關法律和規定。根據本集團董事的認知，在截至2020年12月31日年度和本報告日期，本集團已經遵守對其業務和運營產生重大影響的各個方面的重要法律和規定。

DIRECTORS' REPORT

董事會報告

AUDITORS

Ernst & Young, the Company's auditors, will retire and, being eligible, offer themselves for re-appointment. A resolution will be proposed at the 2021 AGM to re-appoint Ernst & Young as auditors of the Company.

By order of the Board
Maoye International Holdings Limited
Huang Mao Ru
Chairman

24 March 2021

核數師

本公司之核數師安永會計師事務所之任期將屆滿，有資格並願意獲重新委聘。於2021年股東週年大會上將提呈一項決議案，重新委聘安永會計師事務所為本公司核數師。

承董事會命
茂業國際控股有限公司
黃茂如
董事長

2021年3月24日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the members of Maoye International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Maoye International Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 93 to 258, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, the consolidated statement of 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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

致茂業國際控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計載於第93至258頁的茂業國際控股有限公司(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,該等財務報表包括於2020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國際會計準則理事會(「國際會計準則理事會」)頒佈的《國際財務報告準則》(「國際財務報告準則」)真實而中肯地反映了貴集團於2020年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》(「香港審計準則」)進行審計。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」一節中作進一步闡述。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」),我們獨立於貴集團,並已履行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。

關鍵審計事項

關鍵審計事項是我們根據專業判斷,認為對本期綜合財務報表審計最為重要的事項。這些事項於我們對綜合財務報表整體進行審計並形成審計意見時處理,我們不會對這些事項單獨發表意見。我們對下述各事項在審計中的處理方式描述亦以此為背景。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項(續)

我們已經履行了本報告「核數師就審計綜合財務報表承擔的責任」一節闡述的責任，包括與這些關鍵審計事項相關的責任。因此，我們的審計工作包括執行為應對評估綜合財務報表的重大錯報風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表發表審計意見提供了基礎。

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理
<p>Goodwill – impairment 商譽 – 減值</p> <p>As at 31 December 2020, the Group reported goodwill of RMB1,361,122,000 as a result of previous acquisitions. Management performs an impairment test for the cash-generating unit to which goodwill has been allocated annually, and whenever there is an indication that the unit may be impaired, by comparing the carrying amount of the unit, including the goodwill, with the recoverable amount of the unit. The impairment test is complex, and significantly relies on management's judgement and estimation about the discount rate and the expected future operating results, such as the long-term growth rate, revenue and margin development which are affected by future market and economic conditions.</p> <p>於2020年12月31日，貴集團因先前收購事項而呈報人民幣1,361,122,000元的商譽。管理層通過比較單位賬面值(包括商譽)與單位可收回金額，每年或每當有跡象顯示該單位可能出現減值時，對獲分配商譽的現金產生單位進行減值測試。減值測試複雜且倚重管理層對貼現率及預計未來經營業績(如長期增長率、收入及毛利發展)的判斷及估計，該等因素受未來市場及經濟狀況影響。</p> <p>The accounting policies, significant estimates and related disclosures are included in note 2.4 Business combinations and goodwill, note 3 Impairment of goodwill and note 20 Goodwill to the consolidated financial statements of the Group.</p> <p>會計政策、重大估計及相關披露已載入貴集團綜合財務報表附註2.4業務合併及商譽、附註3商譽減值及附註20商譽。</p>	<p>We evaluated the key assumptions used in cash flow forecasts, such as the sales growth and gross margin, through comparison with historical performance and business development plan. We involved our internal valuation specialist in the assessment of the discount rate and long-term growth rate with reference to general market indicators and comparable companies. We also tested management's sensitivity analysis of the impairment test.</p> <p>我們通過與過往表現比較及業務發展計劃評估現金流量預測所使用的關鍵假設，如銷售增長及毛利率。我們讓內部估值專家通過參考一般市場指標及可比較公司評估貼現率及長期增長率。我們亦測試管理層對減值測試的敏感度分析。</p> <p>We also assessed the adequacy of the related disclosures in the consolidated financial statements.</p> <p>我們亦評估綜合財務報表中的相關披露是否充分。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理
<p>Investment properties – valuation 投資物業 – 估值</p> <p>The Group is engaged in the operation and management of department stores and property development in Mainland China. The completed investment properties in operation and investment properties under construction are recognised as investment properties and measured at fair value. Management engaged external appraisers to evaluate the fair values of the investment properties annually. As of 31 December 2020, the Group's investment properties amounted to approximately RMB19,441,153,000. The fair value measurement of investment properties is complex and highly dependent on a range of estimates made by management, such as the rental value, rental growth, vacancy rates, discount rate, budgeted construction cost, remaining percentage to completion and profit margin on construction.</p> <p>貴集團於中國大陸從事百貨店經營及管理與物業發展業務。經營中的已竣工投資物業及在建投資物業為投資物業並按公允價值計量。管理層委聘外部估值師每年評估投資物業的公允價值。於2020年12月31日，貴集團的投資物業約為人民幣19,441,153,000元。投資物業的公允價值計量複雜且倚重管理層作出的一系列估計，如租金價值、租金增長、空置率、貼現率、預算建築成本、距離竣工餘下百分比及工程利潤率。</p> <p>The accounting policies, significant estimates, fair value hierarchy and related disclosures are included in note 2.4 Investment properties, note 3 Estimation of fair value of investment properties, and note 18 Investment properties to the consolidated financial statements of the Group.</p> <p>會計政策、重大估計、公允價值層級及相關披露已載入貴集團綜合財務報表附註2.4投資物業、附註3投資物業的公允價值估計，以及附註18投資物業。</p>	<p>We assessed the objectivity, independence and expertise of the external appraisers, as well as obtained an understanding of the external appraisers' scope of work. 我們評估了外部估值師的客觀性、獨立性及專業知識，以及了解外部估值師工作範圍。</p> <p>With the assistance of our internal valuation specialists, we obtained an understanding of the valuation process and techniques and inputs (such as discount rate) adopted by the external appraisers to assess whether they were consistent with the requirements of industry norms. We obtained the detailed work of the external appraisers and assessed the reasonableness of the significant unobservable inputs and the accuracy of the source data adopted by the management of the Group and the external appraisers by comparing them, on a sample basis, to existing tenancy profiles, publicly available information of similar comparable properties and our knowledge of the real estate industry. We also evaluated the sensitivity analysis prepared by management on the significant unobservable inputs to evaluate the magnitude of their impacts on the fair values.</p> <p>在我們內部估值專家的協助下，我們了解了估值過程及外部估值師所採納的方法以及輸入數據（例如貼現率）以評估其是否與行業標準規定一致。我們取得外部估值師的詳細工作資料及通過與現有租賃概況、類似可比較物業的公開資料及我們對房地產行業的了解進行比較，按抽樣方式評估重大不可觀察輸入值的合理性及貴集團管理層及外部估值師所採納的數據來源的準確性。我們還評估了管理層就重要不可觀察輸入值編製的敏感度分析以評估彼等對公允價值的影響程度。</p> <p>We also reviewed the adequacy of the disclosures of the fair value of investment properties in the consolidated financial statements.</p> <p>我們亦檢查綜合財務報表中投資物業公允價值的披露是否充分。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises 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 of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

刊載於年報的其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的資料，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資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，並在此過程中考慮其他資料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，如果我們認為其他資料存在重大錯誤陳述，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

貴公司董事須負責根據國際會計準則理事會頒佈的國際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因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，貴公司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，除非貴公司董事有意將貴集團清盤或停止經營，或除上述以外已別無其他實際的替代方案。

貴公司董事在審核委員會的協助下負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

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

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因欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對 貴集團作出報告，除此以外，我們的報告不可用作其他用途。我們並不就本報告內容對任何其他人士承擔或負上任何責任。

合理保證是高水準的保證，但不能保證按照香港審計準則進行的審計總能發現存在的某一重大錯誤陳述。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匯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：

- 識別和評估因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重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 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構成重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關披露不足，則我們應當修改意見。我們的結論基於截至核數師報告日期所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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 LAW KWOK KEE.

Ernst & Young
Certified Public Accountants
Hong Kong
24 March 2021

核數師就審計綜合財務報表承擔的責任 (續)

- 評價綜合財務報表的整體呈報方式、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資料獲取充足及適當的審計憑證，以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。我們僅對審計意見承擔責任。

我們與審核委員會就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項以及為消除對獨立性的威脅所採取的行動或防範措施 (如適用)。

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

出具本獨立核數師報告的審計項目合夥人是羅國基。

安永會計師事務所
執業會計師
香港
2021年3月24日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

Year ended 31 December 2020
截至2020年12月31日止年度

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
REVENUE	收入	5	6,911,751	6,267,393
Other income	其他收入	6	1,104,634	1,673,168
Total operating revenue	經營收入總額		8,016,385	7,940,561
Cost of sales	銷售成本	7	(3,231,173)	(2,443,639)
Employee expenses	僱員開支	8	(415,215)	(569,122)
Depreciation and amortisation	折舊及攤銷		(1,083,355)	(1,107,135)
Payments for short-term leases and leases of low-value assets	短期租賃及低價值資產租賃開支	10	(10,933)	(31,821)
Other operating expenses	其他經營開支	11	(1,144,953)	(1,378,609)
Other gains and losses	其他收益及虧損	12	(825,937)	291,750
Operating profit	經營利潤		1,304,819	2,701,985
Finance costs	融資成本	13	(1,231,528)	(1,320,614)
Share of profits and losses of: a joint venture associates	應佔以下各方損益： 合營企業 聯營公司		(1,182) (8,253)	(1,429) (266,648)
PROFIT BEFORE TAX	除稅前利潤		63,856	1,113,294
Income tax expense	所得稅開支	14	(312,852)	(642,248)
(LOSS)/PROFIT FOR THE YEAR	本年(虧損)/利潤		(248,996)	471,046
Attributable to:	以下人士應佔：			
Owners of the parent	母公司權益持有人		(174,636)	186,262
Non-controlling interests	非控股股東權益		(74,360)	284,784
			(248,996)	471,046
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人應佔每股(虧損)/盈利	16		
Basic	基本			
- For (loss)/profit for the year	- 本年(虧損)/利潤產生		RMB(3.40) cents 人民幣(3.40)分	RMB3.62 cents 人民幣3.62分
Diluted	攤薄			
- For (loss)/profit for the year	- 本年(虧損)/利潤產生		RMB(3.40) cents 人民幣(3.40)分	RMB3.62 cents 人民幣3.62分

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2020
截至2020年12月31日止年度

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
(LOSS)/PROFIT FOR THE YEAR	本年(虧損)/利潤	(248,996)	471,046
OTHER COMPREHENSIVE INCOME	其他全面收益		
Defined benefit retirement plans	界定退休福利計劃	976	(551)
Exchange differences on translation of foreign operations	海外業務換算產生的匯兌差額	78,738	9,257
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	以後期間將不會重新分類至損益的其他全面收益：		
Changes in fair value on equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的權益投資的公允價值變動	157,521	188,629
Income tax effect	所得稅影響	(39,380)	(47,158)
Gains on property revaluation	物業重估收益	95,342	796,133
Income tax effect	所得稅影響	(23,837)	(199,033)
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	以後期間將不會重新分類至損益的其他全面收益淨額	189,646	738,571
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年度除稅後其他全面收益	269,360	747,277
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收益總額	20,364	1,218,323
Attributable to:	以下人士應佔：		
Owners of the parent	母公司權益持有人	79,299	928,766
Non-controlling interests	非控股股東權益	(58,935)	289,557
		20,364	1,218,323

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2020
2020年12月31日

		Notes 附註	31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 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	17	8,392,910	8,380,692
Investment properties	投資物業	18	19,441,153	19,692,166
Right-of-use assets	使用權資產	19(a)	6,335,008	6,874,493
Goodwill	商譽	20	1,361,122	1,339,782
Other intangible assets	其他無形資產	21	41,589	46,165
Investment in a joint venture	於合營企業投資	22	1,091	1,274
Investments in associates	於聯營公司投資	23	1,069,334	1,868,366
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的權益投資	24	1,520,533	1,497,212
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益的金融資產	24	10,712	206,000
Prepayments	預付款項	29	166,485	623,248
Deferred tax assets	遞延稅項資產	25	640,401	637,270
Total non-current assets	非流動資產總額		38,980,338	41,166,668
CURRENT ASSETS	流動資產			
Inventories	存貨	26	264,448	205,299
Completed properties held for sale	持有待售已落成物業		2,442,287	1,751,103
Properties under development	發展中物業	27	5,770,812	6,099,155
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益的金融資產	24	28,028	3,001
Trade and bills receivables	應收貿易款項及票據	28	11,015	8,598
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	29	2,517,598	3,155,399
Pledged deposits	已抵押存款	30	245,919	208,265
Cash and cash equivalents	現金及現金等價物	30	1,046,689	1,232,571
Total current assets	流動資產總額		12,326,796	12,663,391

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2020
2020年12月31日

			31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
	Notes 附註			
CURRENT LIABILITIES	流動負債			
Trade and bills payables	應付貿易款項及票據	31	2,466,217	2,633,692
Contract liabilities, deposits received, accruals and other payables	合約負債、已收按金、應計費用 及其他應付款項	32	11,773,729	11,224,625
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	33	4,987,441	9,274,381
Lease liabilities	租賃負債	19(b)	262,934	259,977
Income tax payable	應繳所得稅		529,973	435,167
Dividend payable	應付股息		25,527	19,317
Total current liabilities	流動負債總額		20,045,821	23,847,159
NET CURRENT LIABILITIES	流動負債淨額		(7,719,025)	(11,183,768)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		31,261,313	29,982,900

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2020
2020年12月31日

		Notes 附註	31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	33	9,355,018	6,845,531
Lease liabilities	租賃負債	19(b)	2,333,243	2,597,508
Deferred tax liabilities	遞延稅項負債	25	4,110,375	4,238,263
Other long-term liabilities	其他長期負債		158	138,483
Provision for retirement benefits	退休福利撥備	34	6,855	8,086
Total non-current liabilities	非流動負債總額		15,805,649	13,827,871
Net assets	資產淨額		15,455,664	16,155,029
EQUITY	權益			
Equity attributable to owners of the parent	母公司權益持有人應佔權益			
Issued capital	已發行股本	35	460,153	460,153
Equity component of convertible bonds	可轉換債券權益部分		55,538	55,538
Other reserves	其他儲備	36	12,452,454	12,514,655
Non-controlling interests	非控股股東權益		12,968,145	13,030,346
			2,487,519	3,124,683
Total equity	權益總額		15,455,664	16,155,029

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2020
截至2020年12月31日止年度

Attributable to owners of the parent
母公司權益持有人應佔

		Issued capital	Share premium account	Acquisition of non-controlling interests	Disposal of partial interest in a subsidiary without losing control	Equity component of convertible bonds	Capital redemption reserve	Contributed surplus	Statutory surplus reserve	Asset revaluation reserve ¹	Defined benefit retirement plans	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	收購非控股股東權益	出售一間附屬公司部分權益而無失去控制權	可轉換債券權益部分	資本贖回儲備	實繳盈餘	法定盈餘公積	資產重估儲備*	界定福利退休計劃	外匯波動儲備	留存盈利	合計	非控股股東權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於2019年1月1日	460,153	1,575,001	(32,312)	295,477	55,538	(426,665)	28,191	729,975	3,208,197	(645)	(100,739)	6,507,837	12,300,008	2,994,878	15,294,886
Profit for the year	本年利潤	-	-	-	-	-	-	-	-	-	-	-	186,262	186,262	284,784	471,046
Other comprehensive income for the year:	本年其他全面收益：															
Changes in fair value of equity investments designated at fair value through other comprehensive income, before tax	指定為以公允價值計量且其變動計入其他全面收益的權益投資公允價值變動(除稅前)	-	-	-	-	-	-	-	-	188,929	-	-	-	188,929	(300)	188,629
Disposal of equity investments designated at fair value through other comprehensive income	出售指定為以公允價值計量且其變動計入其他全面收益的權益投資	-	-	-	-	-	-	-	-	(2,618)	-	-	2,618	-	-	-
Exchanges differences on translation of foreign operations	海外業務換算產生的匯兌差額	-	-	-	-	-	-	-	-	-	-	9,257	-	9,257	-	9,257
Defined benefit retirement plans	界定福利退休計劃	-	-	-	-	-	-	-	-	-	(455)	-	-	(455)	(96)	(551)
Revaluation gains on properties upon transfer from property, plant and equipment to investment properties, before tax	由物業、廠房及設備轉撥至投資物業的物業重估收益(除稅前)	-	-	-	-	-	-	-	-	789,341	-	-	-	789,341	6,792	796,133
Tax effect of components of other comprehensive income	其他全面收益組成部分的稅務影響	-	-	-	-	-	-	-	-	(244,568)	-	-	-	(244,568)	(1,623)	(246,191)
Total comprehensive income for the year	本年全面收益總額	-	-	-	-	-	-	-	-	731,084	(455)	9,257	188,880	928,766	289,557	1,218,323
Compensation shares transferred to non-controlling interests	轉撥至非控股股東權益的補償股份	-	-	-	-	-	(32,586)	-	-	-	-	-	-	(32,586)	32,890	304
Purchase of non-controlling interests	購買非控股股東權益	-	-	-	-	-	-	-	-	-	-	-	-	-	(60,327)	(60,327)
Profit appropriated to reserves	撥作儲備的利潤	-	-	-	-	-	-	-	127,865	-	-	-	(127,865)	-	-	-
Final dividend for 2018	2018年末期股息	-	-	-	-	-	-	-	-	-	-	-	(165,842)	(165,842)	(103,019)	(268,861)
Dividend paid by a subsidiary to non-controlling shareholders	一間附屬公司向非控股股東權益派付的股息	-	-	-	-	-	-	-	-	-	-	-	-	-	(29,296)	(29,296)
At 31 December 2019	於2019年12月31日	460,153	1,575,001*	(32,312)*	295,477*	55,538	(459,251)*	28,191*	857,840*	3,939,281*	(1,100)*	(91,482)*	6,403,010*	13,030,346	3,124,683	16,155,029

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2020
截至2020年12月31日止年度

		Attributable to owners of the parent 母公司權益持有人應佔														
		Issued capital	Share premium account	Acquisition of non-controlling interests	Disposal of partial interest in a subsidiary without losing control	Equity component of convertible bonds	Capital redemption reserve	Contributed surplus	Statutory surplus reserve	Asset revaluation reserve ¹	Defined benefit retirement plans	Exchange fluctuation reserve	Retained profits	Non-controlling interests	Total equity	
		已發行股本	股份溢價	收購非控股股東權益	出售一間附屬公司部分權益而無失去控制權	可轉換債券部分	資本贖回儲備	實繳盈餘	法定盈餘公積	資產重估儲備 ¹	界定福利退休計劃	外匯波動儲備	留存盈餘	合計	非控股股東權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2020	於2020年1月1日	460,153	1,575,001	(32,312)	295,477	55,538	(459,251)	28,191	857,840	3,939,281	(1,100)	(91,482)	6,403,010	13,030,346	3,124,683	16,155,029
Profit for the year	本年利潤	-	-	-	-	-	-	-	-	-	-	-	(174,636)	(174,636)	(74,360)	(248,996)
Other comprehensive income for the year:	本年其他全面收益：															
Changes in fair value of equity investments designated at fair value through other comprehensive income, before tax	指定為以公允價值計量且其變動計入其他全面收益的權益投資的公允價值變動(除稅前)	-	-	-	-	-	-	-	-	153,576	-	-	-	153,576	3,945	157,521
Disposal of equity investments designated at fair value through other comprehensive income (note 24)	出售指定為以公允價值計量且其變動計入其他全面收益的權益投資(附註24)	-	-	-	-	-	-	-	-	(93,148)	-	-	93,148	-	-	-
Exchanges differences on translation of foreign operations	海外業務換算產生的匯兌差額	-	-	-	-	-	-	-	-	-	-	78,738	-	78,738	-	78,738
Defined benefit retirement plans	界定福利退休計劃	-	-	-	-	-	-	-	-	-	808	-	-	808	168	976
Revaluation gains on properties upon transfer from property, plant and equipment to investment properties, before tax	由物業、廠房及設備轉撥至投資物業的物業重估收益(除稅前)	-	-	-	-	-	-	-	-	78,943	-	-	-	78,943	16,399	95,342
Tax effect of components of other comprehensive income	其他全面收益組成部分的稅務影響	-	-	-	-	-	-	-	-	(58,130)	-	-	-	(58,130)	(5,087)	(63,217)
Total comprehensive income for the year	本年全面收益總額	-	-	-	-	-	-	-	-	81,241	808	78,738	(81,488)	79,299	(58,935)	20,364
Acquisition of non-controlling interests	收購非控股股東權益	-	-	(50,074)**	-	-	-	-	-	-	-	-	-	(50,074)	(479,328)	(529,402)
Profit appropriated to reserves	撥作儲備的利潤	-	-	-	-	-	-	-	129,720	-	-	-	(129,720)	-	-	-
Final dividend for 2019	2019年末期股息	-	-	-	-	-	-	-	-	-	-	-	(90,718)	(90,718)	(9,708)	(100,426)
Deregistration of subsidiary	註銷附屬公司	-	-	-	-	-	-	-	(526)	-	-	-	-	(526)	-	(526)
Cash compensation to non-controlling interests (note 36)	向非控股權益作出的現金賠償(附註36)	-	-	-	-	-	-	(182)	-	-	-	-	-	(182)	182	-
Dividend paid by a subsidiary to non-controlling shareholders	一間附屬公司向非控股股東權益派付的股息	-	-	-	-	-	-	-	-	-	-	-	-	-	(89,375)	(89,375)
At 31 December 2020	於2020年12月31日	460,153	1,575,001*	(82,386)*	295,477*	55,538	(459,251)*	28,009*	987,034*	4,020,522*	(292)*	(12,744)*	6,101,084*	12,968,145	2,487,519	15,455,664

The asset revaluation reserve arose from a change in use from property, plant and equipment to investment properties carried at fair value and changes in fair value of equity investments designated at fair value through other comprehensive income.

* These reserve accounts comprise the consolidated other reserves of RMB12,452,454,000 (2019: RMB12,514,655,000) in the consolidated statement of financial position.

** In 2020, Maoye Commercial Co., Ltd. ("Maoye Commercial") acquired 15% of shares in Inner Mongolia Victory Commercial (Group) Management Co., Limited ("Victory Commercial") through debt restructuring, thereby increasing its shareholding in Victory Commercial to 85% after this acquisition.

資產重估儲備源自物業、廠房、設備用途變為投資物業，按公允價值及指定為以公允價值計量且其變動計入其他全面收益的權益投資的公允價值變動列賬。

* 該等儲備賬目包括綜合財務狀況表中的綜合其他儲備人民幣12,452,454,000元(2019年：人民幣12,514,655,000元)。

** 於2020年，茂業商業股份有限公司(「茂業商業」)透過債務重組收購內蒙古維多利商業(集團)有限公司(「維多利商業」)15%股份，故此於是次收購後其於維多利商業的股權增加至85%。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2020
截至2020年12月31日止年度

	Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		63,856	1,113,294
Adjustments for:			
Interest income	6	(17,388)	(60,915)
Depreciation and amortisation of property, plant and equipment and other intangible assets		569,351	600,161
Depreciation of right-of-use assets	19	514,004	506,974
(Gain)/loss on partial disposal of shares in an associate	12	(3,664)	116
Loss on repurchase of United States dollar senior notes ("USD senior notes")	12	(4,546)	-
Foreign exchange loss, net	12	47,973	37,555
(Reversal of impairment)/impairment of trade receivables	11	(533)	9
Impairment of investment in an associate	12	168,302	-
Impairment of other receivables	11	5,301	49,577
Impairment of goodwill	12	62,607	55,315
(Reversal of impairment)/impairment of an amount due from related parties	11	(5,197)	54,540
Impairment of properties under development	11	64,323	-
Loss on disposal of investment properties	12	2,993	14,620
Loss/(gain) on disposal of items of property, plant and equipment	12	95,992	(3,734)
Gain on disposal of financial assets at fair value through profit or loss	12	(6,726)	(815)
Dividend income from financial assets at fair value through profit or loss	12	(1,488)	(2,070)
Fair value losses/(gains) on investment properties	12	407,759	(442,987)
Dividend income from equity investments designated at fair value through other comprehensive income	12	(15,016)	(22,544)
Finance costs	13	1,231,528	1,320,614
Share of losses of associates		8,253	266,648
Share of loss of a joint venture		1,182	1,429
		3,188,866	3,487,787

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2020
截至2020年12月31日止年度

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Decrease in completed properties held for sale	持有待售已落成物業減少		1,805,433	660,790
Additions of properties under development	發展中物業增加		(974,470)	(888,371)
(Increase)/decrease in inventories	存貨(增加)／減少		(59,149)	29,571
Provision for retirement benefits paid	已付退休福利撥備	34	(669)	(965)
Increase in trade and bills receivables	應收貿易款項及票據增加		(6,461)	(1,807)
Decrease/(increase) in prepayments and other receivables	預付款項及其他應收款項減少／(增加)		340,738	(441,532)
Decrease in trade and bills payables	應付貿易款項及票據減少		(167,475)	(1,124,138)
(Decrease)/increase in contract liabilities, deposits received, accruals and other payables	合約負債、已收按金、應計費用及其他應付款項(減少)／增加		(2,792,040)	257,882
Cash generated from operations	經營所得現金		1,334,773	1,979,217
Interest received	已收利息		22,211	60,915
PRC tax paid	已付中國稅項		(452,100)	(676,123)
Net cash flows from operating activities	經營活動產生的現金流量淨額		904,884	1,364,009

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2020
截至2020年12月31日止年度

	Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
CASH FLOWS USED IN INVESTING ACTIVITIES			
Purchase of items of property, plant and equipment		(220,369)	(313,024)
Purchase of items of investment properties		(20,115)	(138,699)
Proceeds from disposal of items of property, plant and equipment		8,225	8,744
Purchase of financial assets at fair value through profit or loss		(85,418)	(3,168)
Purchase of debt instruments at fair value through profit or loss		(509,913)	(205,000)
Proceeds from disposal of financial assets at fair value through profit or loss		60,825	759
Proceeds from disposal of debt instruments at fair value through profit or loss		705,200	207,080
Proceeds from disposal of investment properties		11,483	–
Proceeds from disposal of equity investments designated at fair value through other comprehensive income		141,660	4,332
Proceeds from disposal of a partial interest of an associate		638,640	4,000
Purchase of other intangible assets		(255)	(183)
Repayment of a loan by a third party		700	9,300
Increase in an investment in an associate		–	(39,874)
Acquisition of a subsidiary	37	(869,532)	–
Acquisition of interests in a joint venture		(1,000)	(1,000)
Dividend paid by subsidiaries to non-controlling shareholders		(89,375)	(28,993)
Dividend received from an associate		–	5,720
Dividend received from financial assets at fair value through profit or loss		3,429	2,885
Dividend received from equity investments designated at fair value through other comprehensive income		15,008	26,143
Decrease in pledged bank deposits		(37,654)	(6,317)
Net cash flows used in investing activities		(248,461)	(467,295)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2020
截至2020年12月31日止年度

	Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
CASH FLOWS USED IN FINANCING ACTIVITIES	用於融資活動的現金流量		
Loan from a third party	來自一名第三方的貸款	–	200,000
Repayment of a loan from a third party	償還一名第三方的貸款	(140,000)	(60,000)
New bank loans and other borrowings	新增銀行貸款及其他借款	9,311,090	7,189,686
Repayment of bank loans and other borrowings	償還銀行貸款及其他借款	(11,431,244)	(9,311,697)
Interest paid	已付利息	(1,028,593)	(1,219,813)
Principal and interest elements of lease payments	租賃款項本金和利息部分	(415,858)	(436,851)
Loans from fellow subsidiaries	來自同系附屬公司的貸款	3,366,460	1,137,311
Repayment of loans from fellow subsidiaries	償還同系附屬公司的貸款	(446,000)	(213,000)
Purchase of non-controlling interests	購買非控股股東權益	–	(60,077)
Final dividend paid	已付末期股息	(90,718)	(165,842)
Net cash flows used in financing activities	用於融資活動的現金流量淨額	(874,863)	(2,940,283)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(218,440)	(2,043,569)
Effect of foreign exchange rate changes, net	匯率變動的影響，淨額	32,558	(28,771)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	1,232,571	3,304,911
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	1,046,689	1,232,571
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行存款結餘	1,046,689	1,232,571
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所載現金及現金等價物	1,046,689	1,232,571

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION

Maoye International Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 8 August 2007 as an exempted company with limited liability in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). The Company’s registered office address has been changed to P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, Ky1-1205 Cayman Islands with effect from 1 October 2016 and the head office and principal place of business of the Company is located at 38/F, World Finance Centre, 4003 Shennan East Road, Shenzhen, the People’s Republic of China (the “**PRC**”). The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the operation and management of department stores and property development in Mainland China.

In the opinion of the directors, the immediate holding company and the ultimate holding company of the Company are Maoye Department Store Investment Limited and MOY International Holdings Limited, respectively, which were incorporated in the British Virgin Islands.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Maoye Department Store Holdings Limited 茂業百貨控股有限公司	British Virgin Islands 11 September 2007 英屬維爾京群島 2007年9月11日	US\$2/US\$50,000 2美元/50,000美元	100	-	Investment holding 投資控股
Maoye Department Stores (China) Limited (“ Maoye China ”) 茂業百貨(中國)有限公司 (“ 茂業中國 ”)	Hong Kong 7 December 1993 香港1993年12月7日	HK\$100,000 100,000港元	-	100	Investment holding 投資控股
Zhongzhao Investment Management Co., Ltd. (“ Zhongzhao ”) 中兆投資管理有限公司 (“ 中兆 ”)**	PRC/Mainland China 28 October 1997 中國/中國大陸 1997年10月28日	RMB50,000,000 人民幣50,000,000元	-	100	Investment holding 投資控股

1. 公司及集團資料

茂業國際控股有限公司（「**本公司**」）於2007年8月8日在開曼群島根據開曼群島法例第22章公司法（1961年第3號法案，以經合併及修訂者為準）註冊成立為豁免有限責任公司。本公司之註冊辦事處地址已變更為P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands，自2016年10月1日起生效，而本公司總辦事處及主要營業地點則位於中華人民共和國（「**中國**」）深圳深南東路4003號世界金融中心38樓。本公司及其附屬公司（統稱「**本集團**」）主要於中國大陸從事百貨店經營及管理與物業發展業務。

董事認為，本公司的直接控股公司和最終控股公司分別是成立於英屬維爾京群島的Maoye Department Store Investment Limited和MOY International Holdings Limited。

有關附屬公司的資料

本公司主要附屬公司的詳情如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Dahua Investment (China) Limited 大華投資(中國)有限公司	Hong Kong 28 May 2008 香港2008年5月28日	HK\$100/HK\$10,000 100港元/10,000港元	-	100	Investment holding 投資控股
Shenzhen Maoye Shangsha Co., Ltd. ("Shenzhen Maoye Shangsha") 深圳茂業商廈有限公司(「深圳茂業商廈」)**	PRC/Mainland China 31 January 1996 中國/中國大陸 1996年1月31日	US\$445,000,000 445,000,000美元	-	100	Investment holding and operation of department stores 投資控股及經營百貨店
Shenzhen Maoye Department Store Shennan Co., Ltd. 深圳市茂業百貨深南有限公司**	PRC/Mainland China 20 April 2000 中國/中國大陸 2000年4月20日	RMB1,000,000 人民幣1,000,000元	-	82.8	Operation of a department store 經營百貨店
Shenzhen Department Store Co., Ltd. 深圳茂業百貨有限公司**	PRC/Mainland China 20 April 2000 中國/中國大陸 2000年4月20日	RMB536,869,782 人民幣536,869,782元	-	82.8	Operation of a department store 經營百貨店
Shenzhen Maoye Department Store Huaqiangbei Co., Ltd 深圳市茂業百貨華強北有限公司**	PRC/Mainland China 31 March 2003 中國/中國大陸 2003年3月31日	RMB1,000,000 人民幣1,000,000元	-	82.8	Operation of a department store 經營百貨店

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Shenzhen Maoye Oriental Times Department Store Co., Ltd. 深圳市茂業東方時代百貨有限公司**	PRC/Mainland China 8 August 2005 中國/中國大陸 2005年8月8日	RMB1,200,000 人民幣1,200,000元	-	82.8	Operation of a department store 經營百貨店
Zhuhai City Maoye Department Store Co., Ltd. 珠海市茂業百貨有限公司**	PRC/Mainland China 24 August 2001 中國/中國大陸 2001年8月24日	RMB4,800,000 人民幣4,800,000元	-	82.8	Operation of a department store 經營百貨店
Chongqing Maoye Department Store Co., Ltd. 重慶茂業百貨有限公司**	PRC/Mainland China 27 August 2004 中國/中國大陸 2004年8月27日	RMB30,000,000 人民幣30,000,000元	-	82.8	Operation of a department store 經營百貨店
Taiyuan Maoye Department Store Co., Ltd. 太原茂業百貨有限公司**	PRC/Mainland China 11 April 2008 中國/中國大陸 2008年4月11日	RMB1,005,000,000 人民幣1,005,000,000元	-	100	Operation of a department store 經營百貨店
Chongqing Baifule Business and Commerce Co., Ltd. 重慶百福樂商貿有限公司**	PRC/Mainland China 16 September 2008 中國/中國大陸 2008年9月16日	RMB102,481,500 人民幣102,481,500元	-	82.8	Operation of a supermarket 經營超市
Shanxi Maoye Land and Real Estate Development Co., Ltd. ("Shanxi Real Estate") 山西茂業置地房地產開發有限公司 (「山西房地產」)**	PRC/Mainland China 18 November 2008 中國/中國大陸 2008年11月18日	RMB100,000,000 人民幣100,000,000元	-	100	Property development 房地產發展

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Changzhou Maoye Department Store Co., Ltd. 常州茂業百貨有限公司**	PRC/Mainland China 21 May 2009 中國/中國大陸 2009年5月21日	RMB5,000,000 人民幣5,000,000元	-	100	Operation of a department store 經營百貨店
Shenzhen Maolehui-commerce Co., Ltd. 深圳茂樂惠電子商務有限責任公司**	PRC/Mainland China 26 July 2019 中國/中國大陸 2019年7月26日	RMB5,000,000 人民幣5,000,000元	-	98	Operation of a department store 經營百貨店
Shenyang Maoye Times Property Co., Ltd. 瀋陽茂業時代置業有限公司**	PRC/Mainland China 24 September 2007 中國/中國大陸 2007年9月24日	RMB8,000,000 人民幣8,000,000元	-	100	Property development 房地產發展
Shenzhen Municipal Maoye Advertisement Co., Ltd. 深圳市茂業廣告有限公司**	PRC/Mainland China 25 December 2002 中國/中國大陸 2002年12月25日	RMB2,000,000 人民幣2,000,000元	-	100	Provision of advertising services 提供廣告服務
Taizhou First Department Store Co., Ltd. 泰州第一百貨商店股份有限公司**	PRC/Mainland China 20 May 1994 中國/中國大陸 1994年5月20日	RMB18,950,000 人民幣18,950,000元	-	80.57	Operation of a department store 經營百貨店

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Wuxi Yibai Property Limited 無錫億百置業有限公司**	PRC/Mainland China 15 April 2008 中國/中國大陸 2008年4月15日	RMB202,500,000 人民幣202,500,000元	-	90	Property development 房地產發展
Shenyang Maoye Business Service Co., Ltd. 瀋陽茂業商業服務有限公司**	PRC/Mainland China 13 May 2010 中國/中國大陸 2010年5月13日	RMB155,000,000 人民幣155,000,000元	-	100	Operation of a department store 經營百貨店
Jinzhou Maoye Property Co., Ltd. 錦州茂業置業有限公司**	PRC/Mainland China 9 July 2010 中國/中國大陸 2010年7月9日	HK\$193,000,000 193,000,000港元	-	100	Property development 房地產發展
Baoding Maoye Department Store Co., Ltd. ("Baoding Maoye") 保定茂業百貨有限公司 ("保定茂業百貨")**	PRC/Mainland China 20 September 2010 中國/中國大陸 2010年9月20日	RMB5,000,000 人民幣5,000,000元	-	100	Operation of a department store 經營百貨店
Huaian Maoye Property Co., Ltd. 淮安茂業置業有限公司**	PRC/Mainland China 30 September 2010 中國/中國大陸 2010年9月30日	RMB206,000,000 人民幣206,000,000元	-	100	Property development 房地產發展
Shandong Zibo Maoye Department Co., Ltd. 山東省淄博市茂業百貨股份有限公司**	PRC/Mainland China 7 January 1999 中國/中國大陸 1999年1月7日	RMB143,887,180 人民幣143,887,180元	-	80	Operation of a department store 經營百貨店

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財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Baoding Maoye Land and Real Estate Development Co., Ltd. ("Baoding Land and Real Estate") 保定茂業房地產開發有限公司 (「保定房地產開發」)**	PRC/Mainland China 18 December 2006 中國/中國大陸 2006年12月18日	RMB50,000,000 人民幣50,000,000元	-	100	Property development 房地產發展
Linyi Maoye Department Store Co., Ltd. 臨沂茂業百貨有限公司**	PRC/Mainland China 3 November 2010 中國/中國大陸 2010年11月3日	RMB5,000,000 人民幣5,000,000元	-	100	Operation of a department store 經營百貨店
Taizhou Maoye Property Co., Ltd. ("Taizhou Maoye") 泰州茂業置業有限公司 (「泰州茂業」)**	PRC/Mainland China 8 November 2010 中國/中國大陸 2010年11月8日	HK\$124,800,000 124,800,000港元	-	100	Property development 房地產發展
Hong Kong Maoye Department Store (Yangzhou) Co., Ltd. 香港茂業百貨(揚州)有限公司**	PRC/Mainland China 16 May 1996 中國/中國大陸 1996年5月16日	RMB64,643,046 人民幣64,643,046元	-	70	Operation of a department store 經營百貨店

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1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Zibo Maoye Shangsha Co., Ltd. 淄博茂業商廈有限公司**	PRC/Mainland China 25 June 1994 中國/中國大陸 1994年6月25日	RMB81,800,000 人民幣81,800,000元	-	80	Operation of department stores and supermarket chain stores 經營百貨店及連鎖超市
Maoye Commercial Co., Ltd. ("Maoye Commercial") 茂業商業股份有限公司("茂業商業")*	PRC/Mainland China 31 December 1993 中國/中國大陸 1993年12月31日	RMB1,731,982,546 人民幣1,731,982,546元	-	82.8	Investment holding and operation of department stores 投資控股及經營百貨店
Chengdu Maoye Property Co., Ltd. 成都茂業置業有限公司**	PRC/Mainland China 18 March 1998 中國/中國大陸 1998年3月18日	RMB48,000,000 人民幣48,000,000元	-	79.35	Investment holding 投資控股
Chengshang Group Nanchong Maoye Co., Ltd. ("Nanchong Maoye") 成商集團南充茂業百貨有限公司 ("南充茂業")**	PRC/Mainland China 20 November 2001 中國/中國大陸 2001年11月20日	RMB20,000,000 人民幣20,000,000元	-	82.8	Operation of a department store 經營百貨店
Nanchong Zefu Trade Co., Ltd. 南充澤福商貿有限公司**	PRC/Mainland China 5 November 2014 中國/中國大陸 2014年11月5日	RMB21,500,000 人民幣21,500,000元	-	82.8	Operation of a department store 經營百貨店
Nanchong Zhimei Trade Co., Ltd. 南充志美商貿有限公司**	PRC/Mainland China 17 November 2014 中國/中國大陸 2014年11月17日	RMB3,800,000 人民幣3,800,000元	-	82.8	Operation of a department store 經營百貨店

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下:(續)

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1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Chengshang Group Holdings Co., Ltd. ("Chengshang Group") 成商集團控股有限公司 (「成商集團」)**	PRC/Mainland China 9 March 1998 中國/中國大陸 1998年3月9日	RMB1,378,417,349 人民幣1,378,417,349元	-	82.8	Property leasing 物業租賃
Leshan E'mei Shan Chengshang Phoenix Co., Ltd. 樂山市峨眉山風景區成商鳳凰湖有限公司**	PRC/Mainland China 11 March 1997 中國/中國大陸 1997年3月11日	RMB33,730,000 人民幣33,730,000元	-	66.24	Operation of a hotel and provision of ancillary services 經營旅館及提供配套服務
Chengdu People's Department Store (Group) Mianyang Co., Ltd. 成都人民商場(集團)綿陽有限公司**	PRC/Mainland China 13 September 2007 中國/中國大陸 2007年9月13日	RMB5,000,000 人民幣5,000,000元	-	82.8	Operation of a department store 經營百貨店
Chengshang Group Chengdu People's Department Store Co., Ltd. 成商集團成都人民商場有限公司**	PRC/Mainland China 21 August 2009 中國/中國大陸 2009年8月21日	RMB20,000,000 人民幣20,000,000元	-	82.8	Investment holding and operation of department stores 投資控股及經營百貨店
Chengdu Maoye Estate Co., Ltd. 成都茂業地產有限公司**	PRC/Mainland China 15 July 2008 中國/中國大陸 2008年7月15日	RMB8,000,000 人民幣8,000,000元	-	82.8	Property development 房地產發展
Heze Maoye Department Store Co., Ltd. 菏澤茂業百貨有限公司**	PRC/Mainland China 29 December 2008 中國/中國大陸 2008年12月29日	RMB5,000,000 人民幣5,000,000元	-	74.52	Operation of a department store 經營百貨店

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截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Jiangsu Maoye Department Stores 江蘇茂業百貨有限公司**	PRC/Mainland China 9 May 2012 中國/中國大陸 2012年5月9日	RMB325,000,000 人民幣325,000,000元	-	100	Property development 房地產發展
Baotou Maoye Dongzheng Real Estate Development Co., Ltd. ("Baotou Maoye Dongzheng") 包頭市茂業東正房地產開發有限公司 (「包頭茂業東正」)**	PRC/Mainland China 26 October 2011 中國/中國大陸 2011年10月26日	RMB10,000,000 人民幣10,000,000元	-	100	Property development 房地產發展
Laiwu Maoye Property Co., Ltd. 萊蕪茂業置業有限公司**	PRC/Mainland China 25 December 2012 中國/中國大陸 2012年12月25日	RMB20,000,000 人民幣20,000,000元	-	100	Operation of a department store 經營百貨店
Shenzhen Maoye Investment Holdings Co., Ltd. ("Shenzhen Maoye Investment") 深圳茂業投資控股有限公司(「深圳茂業投資」)**	PRC/Mainland China 24 August 2012 中國/中國大陸 2012年8月24日	RMB545,465,800 人民幣545,465,800元	-	100	Investment holding 投資控股
Shenyang Anli Real Estate Co., Ltd. ("Shenyang Anli") 瀋陽安立置業經營有限責任公司(「瀋陽安立」)**	PRC/Mainland China 4 August 2005 中國/中國大陸 2005年8月4日	RMB133,000,000 人民幣133,000,000元	-	100	Investment holding and property management 投資控股及物業管理
Shenyang Maoye Hotel Co., Ltd. 瀋陽茂業酒店有限公司**	PRC/Mainland China 30 August 2007 中國/中國大陸 2007年8月30日	RMB10,000,000 人民幣10,000,000元	-	99	Hotel business 酒店業務

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財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Liaoning Logistics Co., Ltd. ("Liaoning Logistics") 遼寧物流有限公司 (「遼寧物流」)**	PRC/Mainland China 12 May 2003 中國/中國大陸 2003年5月12日	RMB78,000,000 人民幣78,000,000元	-	99.94	Investment holding and property development 投資控股及房地產發展
Shenyang Zhanye Property Co., Ltd. ("Zhanye") 瀋陽展業置地有限公司 (「展業」)**	PRC/Mainland China 2 September 1999 中國/中國大陸 1999年9月2日	RMB245,000,000 人民幣245,000,000元	-	50.94	Property development 房地產發展
Shandong Weizhou Property Co., Ltd. 山東濰州置業有限公司**	PRC/Mainland China 11 August 2009 中國/中國大陸 2009年8月11日	RMB50,000,000 人民幣50,000,000元	-	100	Property development 房地產發展
Qinhuangdao Maoye Real Estate Development Co., Ltd. 秦皇島茂業房地產開發有限公司**	PRC/Mainland China 4 January 2012 中國/中國大陸 2012年1月4日	RMB515,000,000 人民幣515,000,000元	-	100	Property development and operation of a department store 房地產發展及經營百貨店
Qinhuangdao Maoye Property Co., Ltd. 秦皇島茂業置業房地產開發有限公司**	PRC/Mainland China 19 May 2016 中國/中國大陸 2016年5月19日	RMB8,000,000 人民幣8,000,000元	-	82.8	Property development 房地產發展
Qinhuangdao Jinyuan Real Estate Development Co., Ltd. 秦皇島市金原房地產開發有限公司**	PRC/Mainland China 8 August 2000 中國/中國大陸 2000年8月8日	RMB135,000,000 人民幣135,000,000元	-	100	Property development 房地產發展
Zibo Maoye Property Co., Ltd. 淄博茂業置業有限公司**	PRC/Mainland China 29 November 2013 中國/中國大陸 2013年11月29日	RMB20,000,000 人民幣20,000,000元	-	100	Property development 房地產發展

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Qinhuangdao Jinyuan Housing Decoration Market Co., Ltd. 秦皇島金原家居裝飾城有限公司**	PRC/Mainland China 20 November 2003 中國/中國大陸 2003年11月20日	RMB1,000,000 人民幣1,000,000元	-	100	Property leasing 物業租賃
Qinhuangdao Maoye Department Store Co., Ltd. 秦皇島茂業百貨有限公司**	PRC/Mainland China 26 June 2001 中國/中國大陸 2001年6月26日	RMB342,301,588 人民幣342,301,588元	-	100	Operation of a supermarket 經營百貨店
Qinhuangdao Maoye Property Management Co., Ltd. 秦皇島茂業物業服務有限公司**	PRC/Mainland China 26 June 2001 中國/中國大陸 2001年6月26日	RMB5,000,000 人民幣5,000,000元	-	100	Property leasing 物業租賃
Qinhuangdao Jinyuan Business Management Co., Ltd. 秦皇島市金原商業管理有限責任公司**	PRC/Mainland China 14 April 2001 中國/中國大陸 2001年4月14日	RMB140,000,000 人民幣140,000,000元	-	100	Property management 物業管理
Anhui Guorun Investment and Development Co., Ltd. ("Anhui Guorun") 安徽國潤投資發展有限公司(「安徽國潤」)**	PRC/Mainland China 4 October 1998 中國/中國大陸 1998年10月4日	RMB294,330,000 人民幣294,330,000元	-	100	Investment holding and property development 投資控股及房地產發展
Chuzhou Maoye Investment and Development Co., Ltd. 滁州茂業投資發展有限公司**	PRC/Mainland China 25 April 2003 中國/中國大陸 2003年4月25日	RMB70,000,000 人民幣70,000,000元	-	100	Property development 房地產發展

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財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Wuhu Maoye Property Co., Ltd. 蕪湖茂業置業有限公司**	PRC/Mainland China 16 May 2002 中國/中國大陸 2002年5月16日	RMB110,000,000 人民幣110,000,000元	-	100	Property development 房地產發展
Huainan Maoye Investment and Development Co., Ltd. 淮南茂業投資發展有限公司**	PRC/Mainland China 26 March 2002 中國/中國大陸 2002年3月26日	RMB31,600,000 人民幣31,600,000元	-	100	Property development 房地產發展
Chengdu Maoye Renhe Spring Department Store Co., Ltd. ("Chengdu Renhe Spring") 成都市茂業仁和春天百貨有限公司 ("成都仁和春天")**	PRC/Mainland China 29 October 1997 中國/中國大陸 1997年10月29日	RMB40,000,000 人民幣40,000,000元	-	82.8	Operation of a department store 經營百貨店
Chengdu Qingyang District Maoye Renhe Spring Department Store Co., Ltd. ("Chengdu Qingyang Renhe Spring") 成都市青羊區茂業仁和春天百貨有限公司 ("成都青羊仁和春天")**	PRC/Mainland China 29 November 2007 中國/中國大陸 2007年11月29日	RMB185,000,000 人民幣185,000,000元	-	82.8	Operation of a department store 經營百貨店
Inner Mongolia Victory Commercial (Group) Co., Limited ("Victory Commercial") 內蒙古維多利商業(集團)有限公司 ("維多利商業")**	PRC/Mainland China 12 June 2002 中國/中國大陸 2002年6月12日	RMB170,000,000 人民幣170,000,000元	-	70.38	Investment holding and operation of a department store 投資控股及經營百貨店

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Inner Mongolia Victory Xincheng Commercial Management Co., Limited 內蒙古維多利新城商業管理有限公司**	PRC/Mainland China 15 January 2008 中國/中國大陸 2008年1月15日	RMB140,000,000 人民幣140,000,000元	-	70.38	Operation of a department store 經營百貨店
Inner Mongolia Jinweili Commercial Management Co., Limited 內蒙古金維利商業管理有限公司**	PRC/Mainland China 24 March 2015 中國/中國大陸 2015年3月24日	RMB10,000,000 人民幣10,000,000元	-	70.38	Operation of a department store 經營百貨店
Baotou Maoye Victory Business Management Co., Limited 包頭市茂業維多利商業管理有限公司	PRC/Mainland China 14 November 2019 中國/中國大陸 2019年11月14日	RMB10,000,000 人民幣10,000,000元	-	82.8	Operation of a department store 經營百貨店
Baotou Victory Mall Co., Limited 包頭市維多利商廈有限公司**	PRC/Mainland China 14 April 2009 中國/中國大陸 2009年4月14日	RMB10,000,000 人民幣10,000,000元	-	70.38	Operation of a department store 經營百貨店
Baotou Victory Commercial Management Co., Limited 包頭市維多利商業管理有限公司**	PRC/Mainland China 28 October 2013 中國/中國大陸 2013年10月28日	RMB3,000,000 人民幣3,000,000元	-	70.38	Operation of a department store 經營百貨店

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財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立/註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值/註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Hohhot Victory Real Estate Development Co., Limited 呼和浩特市維多利房地產開發有限公司**	PRC/Mainland China 29 November 2001 中國/中國大陸 2001年11月29日	RMB30,000,000 人民幣30,000,000元	-	70.38	Property development 房地產發展
Hohhot Victory Property Management LLC 呼和浩特市維多利物業服務有限責任公司**	PRC/Mainland China 25 January 2008 中國/中國大陸 2008年1月25日	RMB500,000 人民幣500,000元	-	70.38	Property leasing 物業租賃
Maoye Data Intelligence Information Technology (Shenzhen) Co., Limited 茂業數智聯合信息技術(深圳)有限公司**	PRC/Mainland China 23 January 2017 中國/中國大陸 2017年1月23日	RMB10,000,000 人民幣10,000,000元	-	98	Investment holding 投資控股
Baotou Maoye Property Co., Limited 包頭茂業置業有限公司**	PRC/Mainland China 20 September 2019 中國/中國大陸 2019年9月20日	RMB10,000,000 人民幣10,000,000元	-	82.8	Property management 物業管理
Maoye Technology Retails Co., Limited 茂業科技零售有限公司**	PRC/Mainland China 16 December 2019 中國/中國大陸 2019年12月16日	RMB10,000,000 人民幣10,000,000元	-	82.8	Investment holding 投資控股
Chengdu Renhe Investment Co., Ltd*** 成都仁和投資有限公司***	PRC/Mainland China 22 August 2011 中國/中國大陸 2011年8月22日	RMB100,000,000 人民幣100,000,000元	-	82.8	Investment holding 投資控股

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1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

Company name 公司名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期及營業地點	Nominal value of issued and paid-up share/ registered capital 已發行及繳足 股份面值／註冊資本	Percentage of equity attributable to the Company 本公司 應佔權益百分比		Principal activities 主要活動
			Direct 直接 %	Indirect 間接 %	
Hefei Yerun Trading Co., Limited** 合肥業潤商貿有限公司**	PRC/Mainland China 04 September 1998 中國／中國大陸 1998年9月4日	RMB20,000,000 人民幣20,000,000元	-	100	Investment holding 投資控股
Wuhu Maoye Agricultural and Sideline Products Market Co., Limited** 蕪湖茂業農副產品市場有限公司**	PRC/Mainland China 10 June 2006 中國／中國大陸 2006年6月10日	RMB22,000,000 人民幣22,000,000元	-	100	Investment holding 投資控股
Chengdu Maoye Hotel Co., Ltd** 成都茂業酒店有限公司**	PRC/Mainland China 12 November 2019 中國／中國大陸 2019年11月12日	RMB10,000,000 人民幣10,000,000元	-	82.8	Hotel business 酒店業務
Chengdu Group Mianyang Department store Co., Ltd 成商集團綿陽茂業百貨有限公司	PRC/Mainland China 3 February 2015 中國／中國大陸 2015年2月3日	RMB5,000,000 人民幣5,000,000元	-	82.8	Operation of department store 經營百貨店

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1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows:
(continued)

- * A subsidiary with its A shares listed on the Shanghai Stock Exchange in the PRC
- ** Companies registered as limited liability companies under PRC law
- # During the year, the Group acquired a 100% interest in Chengdu Renhe Investment Co., Ltd. ("**Renhe Investment**") from a third party. Further details of this acquisition are included in note 37 to the financial statements.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情如下：(續)

- * 一家在中國上海證券交易所上市的A股附屬公司
- ** 根據中國法律註冊為有限責任公司的公司
- # 年內，本集團自一名第三方收購成都仁和投資有限公司（「仁和投資」）的100%權益。該次收購事項的進一步詳情載於財務報表附註37。

董事認為，上表所列示的為在年度內主要影響本集團的業績或構成本集團的資產淨值主要部分的本公司附屬公司。董事認為，提供其他附屬公司的詳情會使篇幅過於冗長。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise standards and interpretations approved by the International Accounting Standards Board (“IASB”), and International Accounting Standards and Standing Interpretations Committee Interpretations approved by the International Accounting Standards Committee, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, financial assets at fair value through profit or loss (“FVPL”), equity investments designated at fair value through other comprehensive income (“FVOCI”) which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

As at 31 December 2020, the Group had net current liabilities of approximately RMB7,719,025,000. The Group’s ability to repay its debts when they fall due relies heavily on its future operating cash flows and its ability to renew the bank loans and other borrowings. The directors have carefully assessed the Group’s liquidity position having taken into account:

- (1) the Group’s expected cash inflows from operating activities in 2021;
- (2) the bank borrowings that will expire during the next 12 months, which the directors of the Company are confident that could be renewed upon expiration based on the Group’s past experience and credit standing; and
- (3) the unutilised credit facility of the Group amounting to RMB961,210,000 as at 31 December 2020.

The directors of the Company believe that the Group has adequate resources to continue operation for the foreseeable future of not less than 12 months from the end of the reporting year. The directors of the Company therefore are of the opinion that it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

2.1 編製基準

此等財務報表是根據國際財務報告準則（「國際財務報告準則」）（包括由國際會計準則理事會（「國際會計準則理事會」）批准的準則及詮釋、由國際會計準則理事會批准的國際會計準則及常務詮釋委員會詮釋以及香港公司條例的披露規定），按歷史成本法編製，惟投資物業及以公允價值計量且其變動計入損益（「以公允價值計量且其變動計入損益」）的金融資產、指定為以公允價值計量且其變動計入其他全面收益（「以公允價值計量且其變動計入其他全面收益」）的權益投資則採用公允價值計量。除另有註明者外，此等財務報表以人民幣（「人民幣」）呈列，所有金額均約整至最接近千元。

於2020年12月31日，本集團的流動負債淨額約為人民幣7,719,025,000元。本集團償還到期債務的能力很大程度上倚賴其未來經營現金流量以及其續借銀行貸款及其他借款的能力。經考慮以下因素，董事已審慎評估本集團的流動資金狀況：

- (1) 本集團於2021年經營活動產生的預期現金流入；
- (2) 於未來12個月到期的銀行借款，根據本集團的過往經驗及信譽，本公司董事對有關銀行借款能於到期時重續抱有信心；及
- (3) 於2020年12月31日，本集團的未動用信貸融資額度為人民幣961,210,000元。

本公司董事認為，本集團的資源足以應付報告年末起不少於12個月的可預見期間的持續經營。因此，本公司董事認為採納持續經營基準編製綜合財務報表乃屬適當。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2020.

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.1 編製基準 (續)

合併基準

該等綜合財務報表由本集團截至2020年12月31日止年度的財務報表組成。

附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(如本集團獲賦予現有有能力控制投資對象相關活動的既存權利)影響該等回報時,即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利,則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況,包括:

- (a) 與投資對象的其他投票權持有人的合約安排;
- (b) 其他合約安排所產生的權利;及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表使用與本公司一致的會計政策且按同一報告期間編製。附屬公司的業績由本集團取得控制權當日起計入綜合入賬,並持續計入綜合入賬,直至失去控制權當日為止。

損益及其他全面收益的各部分乃歸屬於本集團母公司擁有人及非控股股東權益,即使此舉引致非控股權益有虧絀結餘。所有集團內公司間資產及負債、權益、收入、支出以及與本集團成員公司之間交易有關的現金流量均於綜合賬目時悉數對銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the *Conceptual Framework for Financial Reporting 2018* and the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 3	<i>Definition of a Business</i>
Amendments to IFRS 9, IFRS 39 and IFRS 7	<i>Interest Rate Benchmark Reform</i>
Amendment to IFRS 16	<i>Covid-19-Related Rent Concessions (early adopted)</i>
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i>

2.1 編製基準 (續)

合併基準 (續)

倘事實及情況顯示上文所述三項控制因素的一項或多項出現變化，本集團會重新評估其是否控制被投資方。並無失去控制權的附屬公司擁有權益變動以權益交易入賬。

若本集團喪失對附屬公司的控制權，則本集團須終止確認(i)附屬公司的所有資產(包括商譽)與負債，(ii)任何非控制性權益的賬面值及(iii)記入權益的累積匯兌差額；並確認(i)已收代價的公允價值，(ii)任何保留的投資的公允價值及(iii)任何於損益中產生的盈餘與虧絀。先前確認為其他全面收益的本集團持有的股份部分應按本集團已直接出售相關資產或負債所需相同基準適當地重分類至損益或留存盈利中。

2.2 會計政策的變動及披露

本集團已採納2018年財務報告概念框架，並在本年度財務報表首次應用以下經修訂國際財務報告準則。

國際財務報告準則第3號(修訂本)	業務的定義
國際財務報告準則第9號、國際財務報告準則第39號及國際財務報告準則第7號(修訂本)	利率基準改革
國際財務報告準則第16號(修訂本)	與Covid-19相關的租金優惠(提前採納)
國際會計準則第1號及國際會計準則第8號(修訂本)	重要性之定義

NOTES TO FINANCIAL STATEMENTS

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the *Conceptual Framework for Financial Reporting 2018* and the revised IFRSs are described below:

- (a) *Conceptual Framework for Financial Reporting 2018* (the “**Conceptual Framework**”) sets out a comprehensive set of concepts for financial reporting and standard setting, and provides guidance for preparers of financial statements in developing consistent accounting policies and assistance to all parties to understand and interpret the standards. The Conceptual Framework includes new chapters on measurement and reporting financial performance, new guidance on the derecognition of assets and liabilities, and updated definitions and recognition criteria for assets and liabilities. It also clarifies the roles of stewardship, prudence and measurement uncertainty in financial reporting. The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The Conceptual Framework did not have any significant impact on the financial position and performance of the Group.
- (b) Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.

2.2 會計政策的變動及披露 (續)

2018年財務報告概念框架及經修訂國際財務報告準則的性質及影響載於下文：

- (a) 2018年財務報告概念框架(「**概念框架**」)就財務報告及準則制定提供一整套概念，並為財務報告編製者制定一致的會計政策提供指引，協助所有人士理解及解讀準則。概念框架包括有關計量及報告財務表現的新章節，有關資產及負債終止確認的新指引，並更新有關資產及負債定義及確認的標準。該等框架亦闡明管理、審慎及衡量不確定性在財務報告中的作用。概念框架並非準則，其中包含的任何概念都不會凌駕於任何準則中的概念或要求之上。概念框架對本集團的財務狀況及表現並無重大影響。
- (b) 國際財務報告準則第3號的修訂本澄清及訂明有關業務釋義的額外指引。該等修訂釐清，對於視作一項業務的一整套活動及資產而言，其必須至少包含可共同對創造產出的能力做出重大貢獻的輸入資源及實質性過程。在不包含需要創造產出的所有輸入資源及過程的情況下，亦可視作一項業務存在。該等修訂移除對市場參與者是否能夠取得業務及持續產出產品的評估。反之，其重心放在所取得的輸入資源及所取得的實質性過程是否共同對創造產出的能力做出重大貢獻。該等修訂亦縮小產出的定義，集中在向客戶提供的商品或服務、投資收入或正常業務的其他收入。此外，該等修訂就評估所取得的過程是否具有實質提供指引，並引入選擇性公允價值集中度測試，以允許按簡化法評估所取得的一套業務活動及資產是否構成一項業務。本集團已將該修訂預期應用於2020年1月1日或之後發生的交易或其他事件。該等修訂對本集團的財務狀況及表現並無影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (c) Amendments to IFRS 9, IAS 39 and IFRS 7 address issues affecting financial reporting in the period before the replacement of an existing interest rate benchmark with an alternative risk-free rate (“RFR”). The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the introduction of the alternative RFR. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.
- (d) Amendment to IFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the covid-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective for annual periods beginning on or after 1 June 2020 with earlier application permitted and shall be applied retrospectively.

During the year ended 31 December 2020, certain monthly lease payments for the leases of the Group’s office buildings and retail stores have been reduced or waived by the lessors as a result of the pandemic and there are no other changes to the terms of the leases. However, the Group elected to apply lease modification accounting, rather than variable lease payment for all rent concessions granted by the lessors as a result of the pandemic during the year ended 31 December 2020. Accordingly, a reduction in the lease payments arising from the rent concessions of RMB37,928,000 has been accounted for as a lease modification by derecognising part of the lease liabilities and crediting to right-of-use assets for the year ended 31 December 2020.

- (e) Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information, or both. The amendments did not have any significant impact on the financial position and performance of the Group.

2.2 會計政策的變動及披露(續)

- (c) 國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)旨在解決以替代無風險利率(「無風險利率」)取代現有利率基準之前的期間的財務報告問題。該等修訂提供可在引入替代無風險利率前的不確定期限內繼續進行對沖會計處理的暫時性補救措施。此外,該等修訂規定公司須向投資者提供有關直接受該等不確定因素影響的對沖關係的額外資料。由於本集團並無任何利率對沖關係,該等修訂對本集團的財務狀況及表現並無影響。
- (d) 國際財務報告準則第16號(修訂本)為承租人提供可行權宜方法,可選擇不就covid-19疫情直接導致的租金優惠應用租賃修訂會計處理。該可行權宜方法僅適用於疫情直接導致的租金優惠,並僅在以下情況下適用:(i)租賃付款變動所導致的經修訂租賃代價與緊接該變動前的租賃代價大致相同或低於有關代價;(ii)租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款;及(iii)其他租賃條款及條件並無實質變動。該等修訂本於2020年6月1日或之後開始的年度期間生效,允許提早應用,並須追溯應用。

截至2020年12月31日止年度,本集團辦公室大廈及零售店的租賃之若干每月租金付款因疫情獲出租人寬減或豁免,且有關租賃的條款並無其他變動。然而,本集團選擇對截至2020年12月31日止年度由於疫情而獲出租人授予的所有租金優惠應用租賃修訂會計處理(而非可變租賃付款)。因此,因租金優惠人民幣37,928,000元而產生的租賃付款減少已透過終止確認部分租賃負債及計入截至2020年12月31日止年度的使用權資產而入賬為租賃修訂。

- (e) 國際會計準則第1號及國際會計準則第8號(修訂本)訂明重要性的新釋義。新釋義列明,倘可合理預期對資料遺漏、錯誤陳述或陳述不明會影響一般用途財務報表的主要使用者基於該等財務報表作出的決策,則有關資料視作重大資料。該等修訂釐清,重要性將取決於資料的性質或量級(或兩者)。該等修訂對本集團的財務狀況及表現並無重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective in these financial statements.

Amendments to IFRS 3	<i>Reference to the Conceptual Framework²</i>
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	<i>Interest Rate Benchmark Reform – Phase 2¹</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
IFRS 17	<i>Insurance Contracts³</i>
Amendments to IFRS 17	<i>Insurance Contracts^{3, 6}</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current^{3, 5}</i>
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use²</i>
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract²</i>
<i>Annual Improvements to IFRSs 2018-2020</i>	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41 ²

- ¹ Effective for annual periods beginning on or after 1 January 2021
- ² Effective for annual periods beginning on or after 1 January 2022
- ³ Effective for annual periods beginning on or after 1 January 2023
- ⁴ No mandatory effective date yet determined but available for adoption
- ⁵ As a consequence of the amendments to IAS 1, Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised in October 2020 to align the corresponding wording with no change in conclusion
- ⁶ As a consequence of the amendments to IFRS 17 issued in October 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023

2.3 已頒佈但尚未生效的國際財務報告準則

本集團於該等財務報表尚未應用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號(修訂本)	概念框架之提述 ²
國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號(修訂本)	利率基準改革 – 第2階段 ¹
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之間的資產出售或投入 ⁴
國際財務報告準則第17號	保險合約 ³
國際財務報告準則第17號(修訂本)	保險合約 ^{3, 6}
國際會計準則第1號(修訂本)	負債分類為流動或非流動 ^{3, 5}
國際會計準則第16號(修訂本)	物業、廠房及設備：擬定用途前的所得款項 ²
國際會計準則第37號(修訂本)	繁重合約 – 履行合約的成本 ²
國際財務報告準則2018年至2020年年度改進	國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附之範例及國際會計準則第41號之修訂本 ²

- ¹ 於2021年1月1日或之後開始之年度期間生效
- ² 於2022年1月1日或之後開始之年度期間生效
- ³ 於2023年1月1日或之後開始之年度期間生效
- ⁴ 尚無強制性生效日期，但可以採用
- ⁵ 由於國際會計準則第1號(修訂本)，香港詮釋第5號呈列財務報表 – 借款人對包含按要價還條款之有期貨款之分類於2020年10月修訂，使相應措詞保持一致而結論不變
- ⁶ 由於2020年10月刊發國際財務報告準則第17號(修訂本)，國際財務報告準則第4號已修訂以延長臨時豁免，允許保險人於2023年1月1日前開始的年度期間採用國際會計準則第39號而非國際財務報告準則第9號

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in June 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

有關預期將適用於本集團的國際財務報告準則的進一步資料載述如下。

國際財務報告準則第3號(修訂本)旨在以2018年6月發佈財務報告概念框架的提述取代編製及呈列財務報表的先前框架提述，而無需重大改變其要求。該等修訂本亦為國際財務報告準則第3號增加確認原則的例外，實體可參考概念框架釐定資產或負債的構成要素。該例外情況規定，對於單獨而非於業務合併中承擔且屬於國際會計準則第37號或國際財務報告詮釋委員會一詮釋第21號的負債及或然負債，採用國際財務報告準則第3號的實體應分別提述國際會計準則第37號或國際財務報告詮釋委員會一詮釋第21號，而非概念框架。此外，該等修訂本澄清或然資產於收購日期不符合確認資格。本集團預期自2022年1月1日起前瞻採用有關修訂。由於該等修訂本可能對收購日期為首次採納日期或之後的業務合併前瞻性採納，本集團於過渡日期將不會受到該等修訂本的影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative RFR. The Phase 2 amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of IFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy. The amendments are effective for annual periods beginning on or after 1 January 2021 and shall be applied retrospectively, but entities are not required to restate the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

當現有利率基準以其他無風險利率替代時會影響財務報告時，國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號(修訂本)解決先前修訂中未涉及的問題。第2階段修訂本提供實際權宜方法，於入賬釐定金融資產及負債合約現金流的基準變動時，倘變動因利率基準改革直接引致，且釐定合約現金流量的新基準經濟上相當於緊接變動前的先前基準，在不調整賬面值的情況下更新實際利率。此外，該等修訂本允許利率基準改革要求就對沖名稱及對沖文件作出的變動，而不中斷對沖關係。過渡期間可能產生的任何損益均透過國際財務報告準則第9號的正常要求進行處理，以衡量及確認對沖無效性。當無風險利率被指定為風險組成部分時，該等修訂本亦暫時寬免實體須符合可單獨識別的規定。寬免允許實體於指定對沖時假設符合可單獨識別的規定，前提是實體合理預期無風險利率風險成分於未來24個月內將可單獨識別。此外，該等修訂本亦要求實體披露其他資料，以使財務報表的使用者能夠了解利率基準改革對實體金融工具及風險管理策略的影響。該等修訂本自2021年1月1日或之後開始的年度期間生效，並應追溯應用，惟實體毋須重列比較資料。該等修訂預期不會對本集團的財務報表構成任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IAS 1 clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第10號及國際會計準則第28號修訂本解決國際財務報告準則第10號及國際會計準則第28號之間對於處理投資者與其聯營公司或合營企業之間資產出售或投入的規定的不一致性。該等修訂本要求於投資者與其聯營公司或合營企業之間的資產出售或投入構成一項業務時，確認全部收益或虧損。對於不構成業務的資產交易，交易所產生的收益或虧損僅以無關連的投資者於該聯營公司或合營企業的權益為限，於投資者的損益中確認。該等修訂本將於未來期間應用。國際會計準則理事會已於2015年12月剔除國際財務報告準則第10號及國際會計準則第28號之修訂本以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而，該等修訂可於現時應用。

國際會計準則第1號(修訂本)澄清劃分負債為流動或非流動的規定。該等修訂本載明，倘實體推遲清償負債的權利受限於該實體須符合特定條件，則倘該實體符合當日之條件，其有權於報告期末推遲清償負債。負債的分類不受實體行使其權利延遲清償負債的可能性的影響。該等修訂本亦澄清被認為清償負債的情況。該等修訂本自2023年1月1日或之後開始的年度期間生效，並將追溯應用。允許提早採納。預期該等修訂本不會對本集團的財務報表產生任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第16號(修訂本)禁止實體從物業、廠房及設備成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的全部出售所得。相反,實體須將出售任何有關項目的所得款項及成本計入損益。該等修訂本自2022年1月1日或之後開始的年度期間生效,並僅對實體首次應用有關修訂本的財務報表呈列的最早期間開始時或之後可供使用的物業、廠房及設備項目追溯應用。允許提早採納。預期該等修訂本不會對本集團的財務報表產生任何重大影響。

國際會計準則第37號(修訂本)澄清,就根據國際會計準則第37號評估合約是否繁重而言,履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理與監督成本)。一般及行政費用與合約並無直接關係,除非合約明確向對手方收費,否則將其排除在外。該等修訂本自2022年1月1日或之後開始的年度期間生效,並適用於實體首次應用有關修訂本的年度報告期間開始時實體尚未履行其全部責任的合約。允許提早採納。初步應用修訂的任何累積影響應於初始應用日期確認為期初權益的調整,且毋須重列比較資料。預期該等修訂本不會對本集團的財務報表產生任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Annual Improvements to IFRSs 2018-2020 sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.
- IFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

*國際財務報告準則2018年至2020年年度改進*載列國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附之範例及國際會計準則第41號之修訂本。預計適用於本集團的修訂本詳情如下：

- 國際財務報告準則第9號*金融工具*：澄清於實體評估是否新訂或經修改金融負債的條款與原金融負債的條款存在實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。實體將有關修訂本應用於實體首次應用有關修訂本的年度報告期開始或之後修改或交換的金融負債。該等修訂本自2022年1月1日或之後開始的年度期間生效。允許提早採納。預期該等修訂本不會對本集團的財務報表產生任何重大影響。
- 國際財務報告準則第16號*租賃*：刪除國際財務報告準則第16號隨附之範例13中有關租賃物業裝修的出租人付款說明。此舉消除於採用國際財務報告準則第16號有關租賃優惠措施處理方面的潛在困惑。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest or generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

The Group's investments in its associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and the consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 主要會計政策概要

於聯營公司及合營企業的投資

聯營公司為一家實體，而本集團對其擁有一般不少於20%股本投票權的長期權益，且可對其發揮重大影響力。重大影響力指的是參與被投資方的財務和經營決策的權力，但不是控制或者是共同控制這些決策的權力。

合營企業為一項合營安排，據此，擁有安排共同控制權的人士均有權享有合營企業的資產淨值。共同控制為合約協定應佔安排控制權，其僅在相關活動決策必須獲應佔控制權的人士一致同意方存在。

本集團於聯營公司及合營企業的投資根據會計權益法按本集團分佔淨資產淨值減任何減值虧損計算，並於綜合財務狀況表列賬。倘若會計政策存在任何不一致，將會作出相應調整。本集團應佔聯營公司及合營企業的收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益。此外，當聯營公司或合營企業的權益內直接確認一項變動，則本集團在適當情況下會在綜合權益變動表確認其應佔的任何變動。本集團與其聯營公司或合營企業進行交易產生的未變現盈利及虧損按本集團應佔該等聯營公司或合營企業的投資撇銷，惟倘未變現虧損證明所轉讓資產出現減值則除外。收購聯營公司或合營企業產生的商譽計入本集團於聯營公司或合營企業投資的一部分。

倘於聯營公司或合營企業的投資分類為持有待售，其根據國際財務報告準則第5號持有待售的非流動資產及已終止業務入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group. Liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previously held equity interests, over the net identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併採用購買法入賬。轉讓的代價乃按收購日期的公允價值計量，該公允價值為本集團轉讓的資產於收購日期的公允價值、本集團自被收購方的前擁有人承擔的負債及本集團為換取被收購方控股權而發行的股本權益的總和。就每項業務合併而言，本集團選擇是否以公允價值或按被收購方的可辨別資產淨值的應佔比例，計量於被收購方屬現時擁有人權益的非控股權益，並賦予其持有人於清盤時按比例分佔資產淨值的權利。非控股權益的所有其他組成部分按公允價值計量。收購成本於產生時支付。

當所收購的一組活動及資產包括一項資源投入及一項實質過程，而兩者對創造產出的能力有重大貢獻，本集團認為其已收購一項業務。

本集團會於收購一項業務時根據合約條款、於收購日期的經濟環境及相關條件，評估將承擔的金融資產及負債，以作出適合的分類及指定，其中包括分開被收購方主合約中的嵌入式衍生工具。

若分步驟進行業務合併，則先前持有的股本權益按收購日期的公允價值重新計量，而產生的任何盈虧則於損益中確認。

收購方所轉讓的任何或然代價將按收購日期的公允價值確認。分類為資產或負債的或然代價按公允價值計量，而公允價值變動則於損益確認。分類為權益的或然代價並無重新計量，而其後結算於權益中入賬。

商譽初步按成本計量，即已轉讓總代價、就非控股股東權益確認的金額及先前持有的任何權益的總額，超逾與所收購可識別資產淨值及所承擔負債的差額。倘總代價及其他項目的總額低於所收購資產淨值的公允價值，其差額將於評估後於損益內確認為議價收購收益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment loss. Goodwill is tested for impairment annually if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its investment properties, financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset takes place either in the principal market for the asset, or in the absence of a principal market, in the most advantageous market for the asset. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 主要會計政策概要 (續)

業務合併及商譽 (續)

於初始確認後，商譽按成本減任何累計減值虧損計量。倘有事件或情況變動顯示賬面值出現減值跡象，商譽須每年進行減值測試。本集團每年於12月31日對商譽進行減值測試。為進行減值測試，無論本集團其他資產或負債是否已分配至現金產生單位或現金產生單位組別，因業務合併而購入的商譽自收購日期起被分配至預期可受惠於合併的本集團各現金產生單位或現金產生單位組別。

減值按與商譽有關的現金產生單位 (現金產生單位組別) 的可收回金額進行評估釐定。倘現金產生單位 (現金產生單位組別) 的可收回金額低於賬面值，則確認減值虧損。就商譽確認的減值虧損不會於其後期間撥回。

倘商譽被分配至現金產生單位 (現金產生單位組別)，並已出售該單位的部分業務，則於釐定出售事項的盈虧時，有關所出售業務的商譽將計入業務的賬面值。在此等情況下出售的商譽根據已出售業務的相對價值及所保留的現金產生單位部分計量。

公允價值計量

本集團在各報告期末按公允價值計量其投資物業、按公允價值計入損益及按公允價值計入其他全面收益。公允價值是指市場參與者在計量日期的有序交易中，出售一項資產所能收到的價格。公允價值計量是基於出售資產的交易在相關資產的主要市場進行，或在不存在主要市場的情況下，則在相關資產的最有利市場進行的假設。主要或最有利市場必須是本集團能夠進入的市場。資產的公允價值是基於市場參與者在對該資產或負債定價時 (假設市場參與者以經濟利益為先的方式行事) 所採用的假設計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要(續)

公允價值計量(續)

非金融資產的公允價值計量會考慮市場參與者透過以最大限度使用該資產達致最佳用途，或透過將該資產出售給能夠以最大限度使用該資產達致最佳用途的其他市場參與者產生經濟利益的能力。

本集團採用在當前情況下適用並且有足夠可得數據支持的估值方法計量公允價值，盡量使用相關可觀察輸入值及盡量減少使用不可觀察輸入值。

在財務報表內計量或披露公允價值的所有資產均根據對公允價值計量整體具有重大影響的最低層級輸入值在下述公允價值層級內進行分類：

- 第一級 – 基於相同資產或負債在活躍市場上的未經調整報價
- 第二級 – 基於對公允價值計量具有重大影響的最低層級輸入值可直接或間接被觀察的估值方法
- 第三級 – 基於對公允價值計量具有重大影響的最低層級輸入值不可觀察的估值方法

就按經常性基準於財務報表確認的資產及負債而言，本集團於各報告期末透過（基於對公允價值計量整體具有重大影響的最低層級輸入值）重新評估分類，以決定層級制度中各個層級間是否有轉移。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, financial assets and investment properties and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 主要會計政策概要 (續)

非金融資產減值

如有跡象顯示出現減值或須就資產進行年度減值測試(不包括存貨、合約資產、遞延稅項資產、金融資產及投資物業以及分類為持作出售的非即期資產/出售組別),則會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值或公允價值(以較高者為準)減銷售成本而計量,並就個別資產而釐定,除非有關資產並不產生在很大程度上獨立於其他資產或資產組別的現金流入,則在此情況下,會就資產所屬現金產生單位釐定可收回金額。

減值虧損僅於資產賬面值超過其可收回金額時確認。於評估使用價值時,估計未來現金流量可按反映現時市場對貨幣時間價值及資產特定風險的評估的稅前貼現率貼現至現值。減值虧損乃於產生期間自綜合損益表與減值資產功能相符的相關開支類別扣除。

於各報告期末均會評估是否有任何跡象顯示過往確認的減值虧損不再存在或可能已經減少。倘出現任何上述跡象,則會估計可收回金額。先前就商譽以外的資產所確認的減值虧損僅於用作釐定該資產的可收回金額的估計有變動時,方可撥回,惟撥回金額不可高於假設過往年度並無確認該資產的減值虧損的情況下,該資產應有的賬面值(扣除任何折舊/攤銷)。撥回該等減值虧損將計入其產生期間的損益表內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the Group (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要(續)

關聯方

符合以下條件的一方會被視為本集團的關連方：

- (a) 該名人士為一名人士或與其關係密切的家庭成員，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 為本集團或其母公司的主要管理層成員；

或

- (b) 該名人士為符合下列任何一項條件的實體：
 - (i) 該實體與本集團同屬於一個集團；
 - (ii) 該實體為本集團的聯營公司或合營企業（或其他實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 其中一方為第三方的合營企業，而另一方為該第三方的聯營公司；
 - (v) 該實體為本集團或本集團相關實體的僱員提供僱傭後福利計劃作為福利；
 - (vi) 該實體由(a)項中所述人士控制或共同控制；
 - (vii) (a)(i)項中所述人士對該實體具有重大影響力或為該實體（或該實體的母公司）的主要管理人員；及
 - (viii) 實體或其屬一部分的任何集團成員公司向本集團或本集團的母公司提供主要管理人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost (or valuation) less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備按成本值或評估值減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使其達到運作狀況及地點作擬定用途的任何直接應計成本。

成本亦可能包括從權益轉移以外幣購買物業、廠房及設備的合資格現金流對沖的任何收益或虧損。

物業、廠房及設備項目投入運作後產生的開支（例如維修及維護開支）一般於產生期間自綜合損益表扣除。於符合確認標準的情況下，大型檢查開支於資產賬面值撥充資本以作代替。倘物業、廠房及設備的主要部份須分期替換，本集團會確認該等部份為具有特定可使用年期的個別資產並據此將其折舊。

本公司進行估值的頻密程度足以確保重估資產的公允價值其賬面值不會出現重大差異。物業、廠房及設備的價值變動乃作為資產重估儲備變動處理。倘若該儲備總額不足以抵銷虧絀（按個別資產計算），則不足之數將自損益表中扣除。任何其後的重估盈餘會以之前扣除的數額計入損益表。基於資產經重估賬面值的折舊與基於該項資產原始成本的折舊的差額部份，每年會由資產重估儲備轉撥至留存盈利。出售重估資產時，已就過往估值變現的資產重估儲備相關部分轉撥至留存盈利，列作儲備變動。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land and buildings	土地及樓宇
Machinery and equipment	機器及設備
Motor vehicles	汽車
Furniture, fittings and other equipment	家具、裝飾及其他設備
Leasehold improvements	租賃物業裝修

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the period the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Construction in progress represents properties under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

折舊乃於各物業、廠房及設備項目的估計可使用年期內以直線法攤銷其成本至剩餘價值計算得出。就此所使用的主要年折舊率如下：

Annual depreciation rate 年折舊率

2.25% to 9%
9% to 19%
11.25% to 19%
7.5% to 19%
10% to 20%

倘若物業、廠房及設備項目內部份的可使用年期不同，則該項目的成本按合理基準分配至各部份，而各部份將獨立計算折舊。剩餘價值、可使用年期及折舊方法最少會於各財政年度結算日審閱，並於適當時作出調整。

物業、廠房及設備項目(包括任何初步已確認的重大部份)於出售或預期日後使用或出售不會產生任何經濟利益時終止確認。在終止確認資產期間在綜合損益表確認的出售或報廢資產的收益或虧損，指按有關資產銷售所得款項淨額與賬面值之間的差額。

在建工程指興建中的物業，並按成本減任何減值虧損列賬及不會折舊。成本包括興建期間所產生的直接建造成本。工程完成及可供使用時，將由在建工程轉撥至物業、廠房及設備項下的適當分類。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

Properties under development

Properties under development are stated at cost, which include all development expenditures, including land costs, interest charges and other costs directly attributable to such properties.

Properties under development are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle.

2.4 主要會計政策概要 (續)

投資物業

投資物業是指為了賺取租賃收入及／或資本增值，而不是為了用於生產商品、提供勞務或經營管理而持有的，或為了在一般業務過程中出售而持有的土地及樓宇（包括符合投資物業定義持作使用權資產的投資物業）權益。該等物業按成本初始計量，包括交易成本。初始確認後，投資物業按反映報告期末市況的公允價值列賬。

投資物業的公允價值變動所產生的收益或虧損計入其產生年度的損益表內。

報廢或出售投資物業的任何收益或虧損於報廢或出售年度於損益表中內確認。

由投資物業轉撥至自用物業或存貨時，該物業其後會計處理的認可成本為用途改變當日的公允價值。倘本集團持有的自用物業成為投資物業，則截至改變用途當日，按「物業、廠房及設備以及折舊」所述政策將有關物業入賬列作自有物業及／或按「使用權資產」所述政策將有關物業入賬列作持作為使用權資產之物業，而該物業於當日的賬面值與公允價值的任何差額則根據上述「物業、廠房及設備以及折舊」所述的政策列作重估。由存貨轉撥至投資物業時，該物業於當日的賬面值與先前的公允價值的任何差額於損益表中確認。

發展中物業

發展中物業按成本列賬，當中包括所有開發支出（包括土地成本，利息費用及其他可直接歸屬該等物業的成本）。

發展中物業分類為流動資產，惟倘相關物業開發項目的建設期預期在正常的運營週期內完成，則另作別論。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Properties under development (continued)

Properties under development are valued at the lower of cost and net realisable value at the end of the reporting period and any excess of cost over the net realisable value of an individual item of properties under development is accounted for as a provision. Net realisable value is based on estimated selling price in the ordinary course of business as determined by management with reference to the prevailing market conditions, less further costs expected to be incurred to completion and selling and marketing costs.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is or contains, a lease if the contract conveys the right to control the use of identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) (e.g., property management services for leases of properties) as a single lease component.

2.4 主要會計政策概要(續)

發展中物業(續)

發展中物業以其報告期末的成本與可變現淨值的較低者計量，發展中物業個別項目的成本超出其可變現淨值的金額將列作撥備。可變現淨值是以管理層於一般業務過程中釐定的估計售價為基礎，並參考現行市況，減去完工預計產生的進一步成本以及銷售及營銷成本計算。

無形資產(商譽除外)

另行收購的無形資產於初步確認時按成本計量。於業務合併時收購的無形資產成本相等於收購日期的公允價值。無形資產的可使用年期將獲評為有限或無限。年期有限的無形資產其後於可使用經濟週期內攤銷，當有跡象顯示無形資產可能減值時須評估有否出現減值。可使用年期有限的無形資產的攤銷年期及攤銷方法至少須於各財政年度末檢討一次。

可使用年期無限的無形資產須每年個別或按現金產生單位級別進行減值測試。此等無形資產不予攤銷。可使用年期無限的無形資產的可使用年期須每年進行檢討，以釐定可使用年期無限的評估是否仍然適當。如不適當，則按預期基準將可使用年期的評估由無限變更為有限入賬。

租賃

本集團在合約開始日評估合約是否為租賃或者包含租賃，倘合約讓渡了在一定期間內控制已識別資產使用的權利以換取對價，則該合約為租賃或者包含租賃。

本集團作為承租人

本集團對所有租賃採用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認用以支付租賃付款的租賃負債及代表使用相關資產權利的使用權資產。

在開始或重新評估包含租賃組成部分及非租賃組成部分的合約時，本集團採用可行權宜方法選擇不分拆非租賃組成部分，而是將租賃組成部分和與其相關的非租賃組成部分作為單一租賃組成部分入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date of the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities is recognised, initial direct costs, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the asset as follows:

Land use right	20 to 40 years
Buildings	2 to 23 years

If ownership of leased asset transfers to the Group by the end of lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

使用權資產在租賃開始之日(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就任何租賃負債的重新計量作出調整。使用權資產的成本包括已確認租賃負債金額、初始直接成本及於開始日期或之前作出的租賃付款減任何已收租賃優惠。使用權資產於租期及資產估計使用壽命之較短者按直線法計提折舊,具體如下:

土地使用權	20至40年
樓宇	2至23年

倘租賃資產的所有權在租期結束時轉移至本集團或成本反映購買選擇權的行使,則使用資產得估計使用壽命計算折舊。

(b) 租賃負債

於租賃開始日期,本集團以租賃期內的租賃付款的現值確認租賃負債。租賃付款包括固定付款(包括實質固定付款),扣除任何應收的租賃獎勵、取決於某一指數或比率的可變租賃付款以及預期根據餘值擔保應付的金額。租賃付款亦包括本集團可合理確定將行使的購買選擇權的行使價,以及倘租賃期反映本集團將行使終止租賃的選擇權,則包括終止租賃的罰款金額。不取決於任何指數或比率的可變租賃付款在觸發付款的事件或條件發生期間確認為開支。

在計算租賃付款的現值時,由於無法直接確定租賃內含的利率,本集團使用於租賃開始日期的增量借款利率。於租賃開始日期後,租賃負債的金額會增加,以反映應計利息,並會減少以反映已付的租賃付款。此外,倘有修改、租賃期發生變化、租賃付款出現變動(例如未來租賃付款因指數或利率變動出現變動)或購買相關資產的選擇權評估變化,則租賃負債的賬面值將重新計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. 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. Rental income is accounted for on a straight-line basis over the lease term and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Lease that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

2.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本集團應用短期租賃確認豁免其於辦公室設備的短期租賃 (自開始日期起計租期為12個月或以下且不含購買選擇權的租賃)，亦應用低價值資產租賃確認豁免於被認為低價值的辦公室設備及桌面電腦。

短期租賃的租賃付款及低價值資產租賃在租期內按直線法確認為開支。

本集團作為出租人

當本集團擔任出租人時，其於租賃開始時 (或出現租賃修改時) 釐定各租賃是否為融資租賃或經營租約。

本集團並無轉讓相關資產擁有權絕大部分風險及回報的租賃，均分類為經營租賃。當合約包含租賃及非租賃部分，本集團按相對單獨價格基準分配合約的代價至各租賃部分。租賃收入於租期內按直線法列賬，並因其經營性質於損益表表內列為收益。於協商及安排經營租賃時產生的初始直接成本乃加至租賃資產的賬面值，並按與租賃收入相同之基準於租期內確認。或然租金於賺取期間確認為收入。

將相關資產擁有權附帶的絕大部分風險及回報轉讓予承租人的租賃，入賬列作融資租賃。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 主要會計政策概要 (續)

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本、按公允價值計入其他全面收益及按公允價值計入損益計量。

初始確認時，金融資產的分類取決於金融資產的合約現金流量特性及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已就其應用不調整重大融資部分的影響的可行權宜方法的應收貿易款項外，本集團初始按公允價值加上交易成本（倘金融資產並非按公允價值計入損益）計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的應收貿易款項根據下文「收益確認」載列的政策按國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息（「純粹為支付本金及利息」）的現金流量。現金流量並非純粹為支付本金及利息的金融資產，不論其業務模式均按公允價值計入損益分類及計量。

本集團管理金融資產的業務模式指其管理其金融資產以產生現金流量的方式。業務模式將決定現金流量是否由於收取合約現金流量、出售金融資產，或兩者所致。按攤銷成本分類及計量的金融資產按持有目的為收取合約現金流量的業務模式持有，而按公允價值計入其他全面收益分類及計量的金融資產則按持有目的為收取合約現金流量及出售的業務模式持有。並非按上述業務模式持有的金融資產按公允價值計入損益分類及計量。

所有正常方式買賣的金融資產於交易日確認，即本集團承諾買賣資產的日期。正常方式買賣指遵循相關市場中的規則或慣例須在一般期間內交付資產的金融資產買賣。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debts investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

後續計量

金融資產按其分類的後續計量如下：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益表中確認。

以公允價值計量且其變動計入其他全面收益的金融資產(債務工具)

就按公允價值計入其他全面收益的債務投資而言，利息收入、外匯重估及減值虧損或撥回於損益表中確認，並按與按攤銷成本計量的金融資產相同的方式計量。其餘公平值變動於其他全面收益中確認。終止確認時，於其他全面收益中確認的累計公平值變動將重新計入損益。

指定為以公允價值計量且其變動計入其他全面收益的金融資產(權益投資)

於初步確認時，本集團可選擇於權益投資符合國際會計準則第32號金融工具：呈報項下的權益定義且並非持作買賣時，將其權益投資不可撤回地分類指定為以公允價值計量且其變動計入其他全面收益的權益投資。分類乃按個別工具基準釐定。

該等金融資產的收益及虧損概不會被重新計入損益表。當確立支付權時，股息於損益表中確認為其他收入，有關股息的經濟利益可能流入本集團且股息金額會被可靠計量，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此等情況下，該等收益於其他全面收益入賬。指定為以公允價值計量且其變動計入其他全面收益的權益投資不受減值評估影響。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded within a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms and the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

後續計量 (續)

以公允價值計量且其變動計入損益的金融資產

以公允價值計量且其變動計入損益的金融資產須按公允價值於財務狀況表入賬，而公允價值變動淨值則於損益表確認。

此類別包括本集團並無不可撤回地選擇分類為按公允價值計入其他全面收益的股本投資。分類為按公允價值計入損益的金融資產的股權投資股息亦於取得支付權時於損益表中確認為其他收入，與股息相關的經濟利益很可能會流入本集團並能可靠地計量股息金額。

當嵌入混合合約（包括金融負債及非金融主體）的衍生工具具備與主體不緊密相關的經濟特徵及風險；具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義；且混合合約並非按公允價值計入損益計量，則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公允價值計量，且其變動於損益表確認。僅當合約條款出現變動，以致大幅改變其他情況下所須現金流量時或當原分類至按公允價值計入損益的金融資產獲重新分類時，方進行重新評估。

嵌入式混合合約（包括金融資產主體）的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公允價值計入損益的金融資產。

終止確認金融資產

金融資產（或（如適用）一項金融資產的一部分或一組類似金融資產的一部分）將初步在下列情況下終止確認（即從本集團綜合財務狀況表移除）：

- 收取資產所得現金流量的權利屆滿；或

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates, if and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2.4 主要會計政策概要(續)

終止確認金融資產(續)

- 本集團轉讓收取資產所得現金流量的權利，或已根據一項「轉付」安排承擔責任，在並無重大延誤的情況下，將所得現金流量全數付予第三方；且(a)本集團已轉讓資產的絕大部分風險及回報；或(b)本集團並無轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

倘本集團轉讓收取資產所得現金流量的權利或已訂立轉付安排，則本集團會評估有否保留該資產所有權的風險及回報以及其程度。於並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓資產控制權時，本集團就持續參與已轉讓資產的程度確認有關資產。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團所保留權利及義務的基準計量。

對已轉讓資產以提供對已轉讓資產擔保的方式持續參與，會以該資產原本的賬原值及本集團可能須償付的代價上限較低者計量。

金融資產減值

本集團就所有並非以公允價值計量且其變動計入損益的債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而計算，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩階段確認。就初始確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損（12個月預期信貸虧損）計提預期信貸虧損撥備。就初始確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提減值撥備（不論違約的時間）（全期預期信貸虧損）。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要 (續)

金融資產減值 (續)

一般方法 (續)

本集團於各個報告日期評估金融工具的信貨風險是否自初始確認以來顯著增加。於評估時，本集團將於報告日期金融工具發生違約的風險與初始確認日期金融工具發生違約的風險進行比較，並考慮了無需不必要成本或精力即可取得的合理及可靠資料，包括歷史及前瞻性資料。

本集團將逾期90日的合約付款視為金融資產違約。然而，在若干情況下，當內部或外部資料反映，在沒有計及任何現有信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可將其視為金融資產違約。當沒有合理預期可收回收約現金流量時，金融資產將予以撇銷。

以公允價值計量且其變動計入其他全面收益的權益投資及按攤銷成本計量的金融資產須根據一般方法進行減值，以及分類在計量預期信貸虧損的以下三個階段內，惟應收貿易款項及合約資產應用以下詳述的簡化法除外。

- 步驟1 – 金融工具的信貨風險自初始確認以來並無顯著增加，且虧損撥備按相等於12個月預期信貸虧損的金額計量。
- 步驟2 – 金融工具的信貨風險自初始確認以來顯著增加，惟並非信貸減值金融資產，且虧損撥備按相等於全期預期信貸虧損的金額計量。
- 步驟3 – 金融資產於報告日期出現信貸減值（但並非購買或原始信貸減值），且虧損撥備按相等於全期預期信貸虧損的金額計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, amounts due to related parties and interest-bearing loans and borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

金融資產減值(續)

簡化方法

就不包含重要融資部分的應收貿易款項而言，或當本集團採用不調整重要融資部分影響的實際權宜方法時，本集團採用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變動，但會根據每個報告期的全期預期信貸虧損確認虧損撥備。本集團構建了一個基於本集團歷史信貸虧損的撥備矩陣模型，並根據債務人和經濟環境特定的前瞻性因素進行了調整。

就包含重要融資部分的應收貿易款項及應收租金而言，本集團選擇採用上述政策計算預期信貸虧損時採用的簡化方法作為其會計政策。

金融負債

初始確認及計量

金融負債於初始確認時分類為以公允價值計量且其變動計入損益的金融負債、貸款及借貸以及應付款項，或於有效對沖中指定為有效對沖工具的衍生工具(如適用)。

所有金融負債初步按公允價值確認，如屬貸款及借款以及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括應付貿易款項及其他應付款項、應付關連人士款項以及計息貸款及借款。

後續計量

金融負債的後續計量按其分類進行，有關分類如下：

按攤銷成本計量的金融負債(貸款及借款)

於初始確認後，計息貸款及借款隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認並按實際利率法進行攤銷時，則其損益在綜合損益表內確認。

攤銷成本經計及收購事項任何折讓或溢價以及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入綜合損益表的融資成本內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in “Impairment of financial assets”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not re-measured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

2.4 主要會計政策概要 (續)

金融負債 (續)

財務擔保合約

本集團發行的財務擔保合約為因特定債務人未能按照債務工具所述條款支付款項而須向合約持有人支付款項以彌補就此所招致損失的合約。財務擔保合約初步按公允價值並按發行擔保直接應佔的交易成本調整後確認為負債。於初始確認後，本集團按下列兩者的較高者計量財務擔保合約：(i)根據「金融資產減值」所載政策而釐定的預期信貸虧損撥備；(ii)初步確認金額減(如適用)累計已確認收入金額。

可轉換債券

具負債特徵的可轉換債券部分在財務狀況表中確認為負債(扣除交易成本)。發行可轉換債券時，負債部分的公允價值由同等的不可轉換債券的市場利率計算，此金額按攤銷成本為基礎列賬為長期負債，直至其到期轉換或贖回為止。所得款項剩餘部分將分配至轉換權，且確認為及計入股東權益(扣除交易成本)。轉換權的賬面值將不會在隨後年度重新計量。交易成本根據有關工具於首次確認時以負債與權益部分的所得款項分配比例，分攤至可轉換債券的負債及權益部分。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories comprise merchandise purchased for resale and are stated at the lower of cost and net realisable value. Cost of merchandise is determined on the moving weighted average method basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by an apportionment of the total land and buildings costs attributable to unsold properties. Net realisable value is estimated by the directors based on the prevailing market prices, on an individual property basis.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, which are not restricted as to use.

2.4 主要會計政策概要(續)

終止確認金融負債

當負債項下的責任解除或取消或屆滿時，會終止確認金融負債。

倘現有金融負債被來自同一借款人但條款極不相同之另一負債所取代，或現有負債的條款被大幅修改，則有關更替或修訂將被視作終止確認原有負債及確認新負債，而各項賬面值之間的差額將在損益表確認。

抵銷金融工具

倘目前有可強制執行的法律權力抵銷已確認的金額且有意按照淨額結清，或變現資產同時結清負債，則金融資產和金融負債可予抵銷並於財務狀況表中呈報淨額。

存貨

存貨包括為轉售而購入的貨物，並按成本或可變現淨值（以較低者為準）列賬。貨物成本以變動加權平均法計算。可變現淨值按估計售價減截至完成及出售時將予產生的任何估計成本計算。

持有待售已落成物業

持有待售已竣工物業按成本或可變現淨值（以較低者為準）列賬。成本按未售物業應佔的土地及樓宇成本總額的比例釐定。可變現淨值由董事按現行市價以單項物業為基準估計。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物由手頭現金，可隨時兌換為已知數額現金、價值變動風險極微且於取得當日起計三個月內到期的活期存款，減去須在要求時償還的銀行透支組成，為本集團現金管理不可分割的部分。

就綜合財務狀況表而言，現金及現金等價物包括用途並無限制的手頭現金及銀行存款。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

Coupon liabilities

Coupon liabilities are recognised based on the fair value of bonus points or coupons granted to customers in accordance with the announced bonus point scheme and the Group's past experience on the level of redemption of coupons and are recorded in other payables. The revenue of the Group is deducted when the coupon liabilities are recognised.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 主要會計政策概要 (續)

撥備

因過往事項而產生的現時責任(法定或推斷)且可能導致日後需要付出資源以履行有關責任,並可合理估計責任的金額時,則提撥準備。

當貼現的影響屬重大時,已確認的撥備金額為於各報告期末就履行責任估計所需的未來開支現值。隨時間流逝所產生的已貼現現值增加金額計入綜合損益表的融資成本。

現金折扣券負債

現金折扣券負債按根據已公佈積分獎賞計劃給予客戶的積分獎賞或現金折扣券的公允價值以及本集團過往兌換現金折扣券的經驗確認,並計入其他應付款項。本集團的收入於現金折扣券負債確認時扣除。

所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認,即於其他全面收益或直接於權益內確認。

本期間的即期稅項資產及負債根據於報告期末已頒佈或實質頒佈之稅率(及稅法),並計及本集團業務所在國家的現有詮釋及慣例,按預期自稅務機構退回或付予稅務機構的金額計算。

遞延所得稅以負債法按資產及負債的稅基與其作財務申報用途的賬面值之間所有暫時差額作出撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項負債就所有應課稅暫時差額確認，惟下列情況除外：

- 倘遞延稅項負債於初始確認商譽或就業務合併以外的交易資產或負債時產生，而於交易當時不會對會計利潤及應課稅利潤或虧損有任何影響；及
- 就投資於附屬公司及聯營公司相關的應課稅暫時差額而言，倘能夠控制暫時差額的撥回時間，且暫時差額可能不會於可預見將來撥回。

遞延稅項資產就所有可扣稅暫時差額、未動用稅項抵免結轉及任何未動用稅項虧損予以確認。倘可動用可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損結轉而可能有應課稅利潤，則確認遞延稅項資產，惟下列情況除外：

- 倘有關可扣稅暫時差額的遞延稅項資產因業務合併以外的交易初始確認資產或負債而產生，而於交易當時不會對會計利潤及應課稅利潤或虧損有任何影響；及
- 就投資於附屬公司及聯營公司相關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額將於可預見將來撥回，而有暫時差額可動用扣減應課稅利潤時確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right exists to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

2.4 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產的賬面值於各報告期間進行審閱，並扣減至不可能再有足夠的應課稅利潤可供動用所有或部分遞延稅項資產為止。未確認的遞延稅項資產於各報告期間重新評估，如有可能有足夠的應課稅利潤可收回所有或部分遞延稅項資產，則予以確認。

遞延稅項資產與負債按預期變現資產或清償負債的期間所適用的稅率計算，並以報告期末頒佈或實際頒佈的稅率（及稅法）為基準。

當且僅當本集團有合法強制執行權力可將即期稅項資產與即期稅項負債相互抵銷，以及將與由同一稅務機關對同一應課稅實體或不同的應課稅實體所徵收的所得稅有關的遞延稅項資產與遞延稅項負債互相抵銷，而該等實體有意在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可予收回的期間內，按淨額基準清償當期稅項負債及資產或同時變現該資產及清償該負債時，方抵銷遞延稅項資產及遞延稅項負債。

政府補助

政府補助於有合理保證確定其可收到且滿足一切附帶條件時以公允價值確認。若補助與費用項目相關，且擬用於補償已發生的相關成本，則在確認相關成本的期間有系統地確認為收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, 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 between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

- (a) Direct sales of merchandise and sales of properties
Revenue from the direct sales of merchandise and sales of properties is recognised at the point in time when control of the asset is transferred to the customer.
- (b) Commissions from concessionaire sales
Commissions from concessionaire sales are recognised upon the sale of merchandise by the relevant concessionaires, which is taken to be the point in time when the control of the asset is transferred to the customer.
- (c) Management fee income from the operation of department stores is recognised when management services are rendered.
- (d) Administration and management fee income, promotion income and credit card handling fees from suppliers and concessionaires are recognised when services are rendered.

2.4 主要會計政策概要(續)

收入確認

客戶合約收入

客戶合約收入於貨物或服務的控制權轉讓予客戶時確認，其金額反映了本集團預期於轉讓該等貨物或服務時有權享有的代價。

倘合約代價包含可變金額，則其根據本集團於就交換向客戶轉讓貨物或服務時將享有的代價金額進行估計。可變代價於合約開始時估計並受到限制，直至與可變金額相關的不確定性於其後解除時，有關累計已確認收入金額的重大收入撥回極可能不會產生時方可解除。

倘合約包括給予客戶有關向其轉讓貨物或服務的重大融資利益(一年以上)的融資組成部分，則收入以應收金額現值計量，並按可反映於合約開始時本集團及客戶獨立融資交易的貼現率進行貼現。倘合約包括向本集團提供超過一年的重大融資利益的融資組成部分時，則合約項下確認的收入包括按實際利率法於合約負債列賬的利息開支。倘合約中有關客戶付款與轉讓承諾貨物或服務的期間少於一年，則交易價格不會根據融資組成部分的影響予以調整，而是應用國際財務報告準則第15號項下的實際可行方法。

- (a) 商品直銷及物業銷售
商品直銷及物業銷售的收入於資產控制權轉讓予客戶的時間點確認。
- (b) 特許專櫃銷售佣金
特許專櫃銷售佣金於相關特許專櫃經銷商銷售商品時資產控制權轉讓予客戶的時間點確認。
- (c) 提供管理服務時確認來自經營百貨店的管理費收入。
- (d) 提供服務時確認從供貨商及專櫃收取的行政與管理費收入、促銷收入及信用卡手續費收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Retirement benefits

The employees of the Group's subsidiaries which operate in Mainland China are covered by government-regulated defined contribution retirement benefit schemes under which the employees are entitled to a monthly pension. The Group contributes to these retirement benefit schemes on a monthly basis at a percentage of the employees' salaries. Under these schemes, the Group has no legal obligation for retirement benefits beyond the contributions made. Contributions to these schemes are expensed as incurred.

Other employee benefits

Defined benefit plan

The Group operates a defined benefit pension plan which requires contributions to be made to a separately administered fund. The benefits are unfunded. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method.

2.4 主要會計政策概要 (續)

收入確認 (續)

其他來源所得收益

租賃收入按租期以時間比例基準予以確認。不取決於任何指數或比率的可變租賃付款在發生的會計期間確認為收益。

其他收入

利息收入以實際利率法按應計基準確認，即於金融工具的預期有效期內或較短期間內(倘適用)將估計未來現金收益準確貼現至金融資產賬面淨值的利率。

股息會在股東收取款項的權利被確立時確認，與股息相關的經濟利益很可能會流入本集團並能可靠地計量股息金額。

合約負債

合約負債於本集團將相關貨品或服務轉讓予客戶前收到客戶付款或付款已到期時(以兩者之較早者為準)確認(即將相關貨品或服務的控制權轉讓予客戶)。合約負債於本集團履行合約時確認為收益。

退休福利

本集團在中國大陸營運的附屬公司僱員均受政府管理的定額供款退休福利計劃保障，據此，僱員可享有每月退休金。本集團每月按僱員薪金的若干百分比向該等退休福利計劃供款。根據該等計劃，本集團除供款外，並無任何退休福利的法律承擔。向該等計劃的供款於產生時列作開支。

其他僱員福利

界定福利計劃

本集團運作一個界定福利退休金計劃，該計劃需要對一個單獨管理的基金作出供款。該等福利未備基金。在界定福利計劃下的提供福利的費用根據預期單位貸記精算估價法確定。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Defined benefit plan (continued)

Re-measurements arising from the defined benefit pension plan, comprising actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained profits through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring-related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under “employee expenses”, “other operating expenses” and “finance costs” in the consolidated statement of profit or loss by function:

- service costs comprising current service costs and past service costs
- gains and losses on curtailments and non-routine settlements
- net interest expense or income

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 6.65% has been applied to the expenditure on the individual assets.

2.4 主要會計政策概要(續)

其他僱員福利(續)

界定福利計劃(續)

因界定福利養老金計劃而產生的重新計量，包括精算利得及損失、資產上限之影響（不包括計入界定福利淨負債利息淨額中的款項）及計劃資產回報（不包括計入界定福利淨負債利息淨額中的款項），即時在綜合財務狀況表中確認，並透過其產生期間的其他全面收益於留存盈利內相應記入借方或貸方。重新計量於隨後期間不會重新分類至損益。

過去的服務成本在損益中按以下發生最早者確認：

- 該計劃修正或削減的日期；及
- 本集團確認重組相關費用的日期

通過界定福利負債或資產淨額的折現率計算利息淨額。本集團在綜合損益表中按功能劃分的「僱員開支」、「其他經營開支」、「財務費用」項下，確認界定福利責任淨額的下列變動：

- 服務成本包括當前的服務成本及過去的服務成本
- 削減及非常規結算的收益及虧損
- 利息支出或收入淨額

借貸成本

直接歸屬於合資格資產的購置、建造或生產的借貸成本，應予以資本化而成為該等資產成本的組成部分，合資格資產是指須經過相當長時間才能達到預定可使用或銷售狀態的資產。當合資格資產達到其預定的可使用或可銷售狀態的準備工作實質上已完成時，借貸成本資本化停止。專門借款在未用於合資格資產時其暫時性投資所得投資收益應從資本化借貸成本中扣減。所有其他借款成本均於其產生期間列作開支。借款成本包括實體借取資金所產生的利息及其他成本。

倘一般借取資金以用於獲取合資格資產，則個別資產的開支會採用6.65%的資本化率。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

The Company and other investment holding subsidiaries incorporated in the Cayman Islands, the British Virgin Islands and Hong Kong use the Hong Kong dollar ("HK\$") as their functional currency. The functional currency of the PRC subsidiaries is RMB. As the Group mainly operates in Mainland China, RMB is used as the presentation currency of the Group. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2.4 主要會計政策概要 (續)

股息

末期股息經股東於股東大會上批准後確認為負債。建議末期股息於財務報表附註披露。

由於本公司組織章程大綱及公司章程細則授權董事宣派中期股息，故中期股息可同時建議派付並宣派。因此，中期股息於建議派付及宣派時，隨即被確認為負債。

外幣

本公司以及其他於開曼群島、英屬維京群島及香港成立的投資控股附屬公司以港元（「港元」）為其功能貨幣。中國附屬公司的功能貨幣為人民幣。由於本集團的經營活動主要在中國大陸，人民幣用作本集團之呈列貨幣。本集團實體的外幣交易按交易日期有關功能貨幣的當時匯率初步入賬。以外幣為單位的貨幣資產及負債按於報告期末的功能貨幣匯率換算。結算或換算貨幣項目產生的差額於綜合損益表確認。

按外幣歷史成本計量的非貨幣項目按首次交易日期的匯率換算。按外幣公允價值計量的非貨幣項目按釐定公允價值當日的匯率換算。換算按公允價值計量的非貨幣項目產生的收益或虧損以與確認該項目公允價值變動的收益或虧損一致的方式處理，即於其他全面收益或損益內確認公允價值收益或虧損的項目的換算差額亦會分別於其他全面收益或損益內確認。

於釐定相關資產初始確認的匯率、終止確認與墊付代價有關的非貨幣資產或非貨幣負債的開支或收入時，首次交易日期為本集團初步確認墊付代價產生的非貨幣資產或非貨幣負債當日。倘涉及多筆墊付款項或預收款項，則本集團會釐定每次支付或收取墊付代價的交易日期。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries outside Mainland China are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of subsidiaries outside Mainland China which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

- *Property lease classification – Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounted for the contracts as operating leases.

2.4 主要會計政策概要(續)

外幣(續)

若干海外附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按各報告期末的通行匯率換算為人民幣，而其損益表則按年內加權平均匯率轉換為人民幣。重新換算的外匯差額於其他綜合收益中確認及累計於外匯波動儲備。出售一項海外業務時，與該特定海外業務有關的其他全面收益組成部分於損益表內確認。

就綜合現金流量表而言，中國大陸境外附屬公司的現金流量按現金流量當日的匯率換算為人民幣。中國大陸境外附屬公司於整個年度的經常性現金流量則按年度加權平均匯率換算為人民幣。

3. 重大會計判斷及估計

編製本集團綜合財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設影響收入、開支、資產及負債的列報金額及其隨附披露及或然負債的披露。此等假設及估計的不明朗因素可能引致日後需對受影響的資產或負債的賬面值作出重大調整。

判斷

於應用本集團的會計政策過程中，管理層已作出以下對財務報表中確認的金額影響最大的判斷：

- *物業租約歸類—本集團為出租人*

本集團已就其投資物業組合訂立商用物業租約。本集團已根據對此項安排之條款及條件之評估確定，例如租賃期並不構成商業物業經濟年度的主要部分及最低租賃付款的現值未達至商業物業的絕大部分公允價值，其保留該等出租物業的所有權附帶的絕大部分重大風險及回報並將該等合約列賬為經營租賃。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

- *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the department store operations. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

- *Useful lives of property, plant and equipment*

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will revise the depreciation charge where useful lives are different to previously estimated, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

3. 重大會計判斷及估計 (續)

判斷 (續)

- *投資物業及自用物業之歸類*

本集團確定一幢物業是否可列作投資物業，並已制定判斷之準則。投資物業乃持作賺取租金或資金增值或持作兩者之物業。因此，本集團考慮一幢物業在產出現金流量時，是否大都獨立於本集團所持之其他資產。業主自佔物業產生的現金流量不僅來自物業，亦來自百貨店業務所用的其他資產。若干物業包括乃持作賺取租金或資本增值的部分，及持作供貨或提供服務或作行政管理用途的部分。如該等部分能獨立出售或以融資租賃方式獨立出租，本集團將獨立處理該等部分。如該等部分不能獨立出售，持作供貨或提供服務或作行政管理用途佔極少部分，該物業則列作投資物業。本集團對各項物業作出判斷，以確定配套服務是否重要到使物業不符合投資物業的資格。

估計不確定因素

有關未來之主要假設以及其他於報告期末會為下個財政年度資產與負債賬面值帶來重大調整風險之主要估計不明朗因素討論如下。本集團所作出的假設與估計均基於在編製本綜合財務報表時可獲取的參數。然而，由於市場改變或本集團不可控之環境，對當前環境及未來發展所作出的假設可能會發生改變。此類變化將會在其發生時反映在假設中。

- *物業、廠房及設備的可使用期*

本集團釐定物業、廠房及設備的估計可使用期及相關折舊支出。該估計基於性質及功能相若的物業、廠房及設備的實際可使用期過往記錄計算。管理層會於可使用期有別於原先估計時修訂折舊支出，或會撇銷或撇減技術陳舊或已廢棄或出售的非策略資產。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

- *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2020 was RMB1,361,122,000 (31 December 2019: RMB1,339,782,000). Further details are given in note 20.

- *Provision for expected credit losses on trade receivables and other receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and other receivables is disclosed in note 28 and note 29 to the financial statements, respectively.

3. 重大會計判斷及估計(續)

估計不確定因素(續)

- *商譽減值*

本集團最少每年確定商譽有否減值，當中需要估計商譽所屬現金產生單位的使用價值。估計使用價值需要本集團估計現金產生單位的預期未來現金流量，亦要選用合適的貼現率，以計算該等現金流量的現值。於2020年12月31日商譽的賬面值為人民幣1,361,122,000元(2019年12月31日：人民幣1,339,782,000元)。進一步詳情載於附註20。

- *應收貿易款項及其他應收款項的預期信用損失撥備*

本集團使用撥備矩陣計算應收貿易款項及其他應收款項的預期信用損失。撥備率是基於就損失模式(即按地域、產品類型、客戶類型及評級、信用證及其他信貸保險類型的承保範圍劃分)類似的多個客戶分部分組的逾期日數計算。

撥備矩陣最初基於本集團的過往觀察違約率。本集團將根據前瞻性資料調整矩陣，從而調整過往信用損失經驗。例如，倘預測經濟狀況(如國內生產總值)預期於未來一年內惡化，並可能導致製造業的違約次數上升，則過往違約率將予以調整。於各報告日，過往觀察違約率將予以更新並分析前瞻性估計的變動。

對過往觀察違約率、預測經濟狀況及預期信用損失間的相關性評估是一項重要估計。預期信用損失的金額對環境變化及預測經濟狀況敏感。本集團的過往信用損失經驗及對經濟狀況的預測亦或不能代表客戶未來的實際違約。有關本集團貿易應收賬款及其他應收款項的預期信用損失資料分別於財務報表附註28及附註29中披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

• Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

• Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties at 31 December 2020 was RMB19,441,153,000 (31 December 2019: RMB19,692,166,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 18 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定因素 (續)

• 租賃 – 估計增量借貸利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借貸利率反映了本集團「應支付」的利率，當無可觀察的利率時（如並無訂立融資交易的附屬公司）或當須對利率進行調整以反映租賃之條款及條件時（例如並非以附屬公司的功能貨幣租賃），則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借款利率並須作出若干實體特定的估計（如附屬公司之個別信貸評級）。

• 投資物業的公允價值估計

倘缺乏類似物業於活躍市場的現有價格，則本集團會考慮從多個途徑所收集之資料，包括：

- (a) 不同性質、狀況或地點的物業於活躍市場的現有價格（經調整以反映該等差異）；
- (b) 活躍程度稍遜的市場所提供類似物業的近期價格（經調整以反映自按該等價格進行交易的有關日期以來經濟狀況的任何變動）；及
- (c) 根據未來現金流量所作可靠估計預測的貼現現金流量，此項預測以任何現有租約及其他合約的條款以及（在可行情況下）外來證據（如地點及狀況相同的類似物業現有市場租金）為憑證，並採用可反映當時市場對有關現金流量金額及時間不明朗因素評估的貼現率。

投資物業於2020年12月31日的賬面值為人民幣19,441,153,000元（2019年12月31日：人民幣19,692,166,000元）。進一步詳情（包括公允價值計量所用的主要假設及敏感度分析）載於財務報表附註18。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

- *Deferred tax assets*

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2020 was RMB103,049,000 (31 December 2019: RMB93,603,000). The amount of unrecognised tax losses at 31 December 2020 was RMB3,249,367,000 (31 December 2019: RMB2,695,151,000). Further details are contained in note 25 to the financial statements.

- *Net realisable value of inventories and completed properties held for sale*

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated selling expenses. Net realisable value of completed properties held for sale is estimated by the directors based on the prevailing market prices. These estimates are based on the current market conditions and the historical experience of selling merchandise of a similar nature. It could change significantly as a result of changes in customer taste or competitor actions. The Group reassesses these estimates at the end of the reporting period.

- *Impairment of non-financial asset (other than goodwill)*

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details, including a sensitivity analysis of key assumptions, are given in note 44 to the financial statements.

3. 重大會計判斷及估計(續)

估計不確定因素(續)

- *遞延稅項資產*

倘有應課稅利潤而可用虧損抵銷，則會就所有可抵減暫時性差異及未動用稅項虧損確認遞延稅項資產。釐定可確認的遞延稅項資產金額需要管理層依據日後應課稅利潤的時間與水平及日後稅項規劃策略作出重大判斷。於2020年12月31日，與已確認稅項虧損有關的遞延稅項資產賬面值為人民幣103,049,000元(2019年12月31日：人民幣93,603,000元)。於2020年12月31日，未確認的稅項虧損金額為人民幣3,249,367,000元(2019年12月31日：人民幣2,695,151,000元)。進一步詳情載於財務報表附註25。

- *存貨及持有待售已落成物業的可變現淨值*

存貨的可變現淨值指日常業務過程中的估計售價減估計出售開支。持有待售已落成物業的可變現淨值由董事根據現行市價進行估計。該等估計乃基於當時市況及過往出售同類商品的經驗，或會因客戶喜好轉變或競爭對手的行動而有大幅改變。本集團會於報告期末重新評估該等估計。

- *非金融資產減值(商譽除外)*

本集團於各報告期末評估所有非金融資產(包括使用權資產)是否存在減值跡象。無限期年期的無形資產每年或於出現跡象時進行減值測試。其他非金融資產於有跡象顯示賬面值可能無法收回時進行減值測試。當資產或現金產生單位的賬面值超出其可收回金額(為公平值減出售成本及使用價值兩者中的較高者)時，即存在減值。公平值減出售成本乃按類似資產的公平原則交易中具約束力銷售交易所得數據或可觀察市價扣除出售資產的遞增成本計算。於計算使用價值時，管理層須估計來自資產或現金產生單位的預期未來現金流量，及選擇適當貼現率以計算該等現金流量的現值。進一步詳情(包括主要假設的敏感度分析)載於財務報表附註44。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

- *Fair value of unlisted equity investments*

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 43 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair value of these investments as Level 3. The fair value of the unlisted equity investments at 31 December 2020 was RMB651,745,000 (2019: RMB573,967,000). Further details are included in note 24 to the financial statements.

- *Recognition of deferred tax liabilities for withholding taxes*

Deferred tax liabilities are recognised for withholding tax levied on dividends declared to foreign investors from the foreign investment enterprise established in Mainland China. Significant management judgement is required to determine the amount of deferred tax liabilities that can be recognised, based upon the likely dividends declared. Further details are contained in note 25 to the financial statements.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on the nature of their operations and their products and services and has three reportable operating segments as follows:

- (a) the operation of department stores segment comprises concessionaire sales, direct sales of merchandise and the leasing out of commercial properties for the operation of department stores by third parties;
- (b) the property development segment is principally engaged in the development and sale of commercial and residential properties as well as the leasing out of commercial properties other than for the operation of department stores; and
- (c) the "others" segment comprises, principally, operations of hotels, and the provision of ancillary services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss attributable to owners of the parent.

3. 重大會計判斷及估計 (續)

估計不確定因素 (續)

- *非上市權益投資的公允價值*

非上市權益投資基於財務報表附註43所詳述的市場估值技術進行估值。該估值要求本集團釐定可資比較公眾公司(同行)及甄選價格倍數。此外,本集團估計非流動資金及規模差異的有關折讓。本集團將該等投資的公允價值分類為第三級。於2020年12月31日的非上市權益投資的公允價值為人民幣651,745,000元(2019年:人民幣573,967,000元)。進一步詳情載於財務報表附註24。

- *對預提稅項確認之遞延稅項負債*

遞延稅項負債針對於中國大陸設立之外商投資企業向外國投資者分配股息所徵收的預提稅項確認。管理層於釐定可確認遞延稅項負債的金額時須基於預期分配股息作出重大判斷。進一步詳情載於財務報表附註25。

4. 經營分部資料

為方便管理,本集團的經營業務根據經營性質以及所提供產品及服務組成不同業務單位。三種可報告經營分部的詳情概述如下:

- (a) 百貨店分部的經營包括特許專櫃銷售、商品直銷以及出租商用物業供第三方經營百貨店;
- (b) 物業發展分部,主要從事開發及銷售商用與住宅物業、以及出租商用物業而非經營百貨店;及
- (c) 「其他」分部,主要包括酒店經營及提供配套服務。

管理層對本集團各經營分部業績分別進行監控以就資源分配及績效評估作出決策。分部績效是基於歸屬於母公司權益持有人之可報告分部利潤/虧損進行評估。

NOTES TO FINANCIAL STATEMENTS

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4. OPERATING SEGMENT INFORMATION (continued)

Intersegment revenue and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料(續)

分部間收入及轉讓是參照按當時主要市價銷售給第三方所使用的售價進行的。

		Operation of department stores 經營 百貨店	Property development 物業發展	Others 其他	Adjustments and eliminations 調整 及抵銷	Total 總計
		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
Year ended 31 December 2020	截至2020年12月31日止年度					
Segment revenue:	分部收入：					
Sales to external customers	銷售予外部客戶	3,634,456	3,137,800	139,495	-	6,911,751
Intersegment revenue	分部間收入	-	4,338	-	(4,338)	-
Other income	其他收入	1,067,437	19,770	17,427	-	1,104,634
Cost of sales	銷售成本	(1,448,034)	(1,767,534)	(15,605)	-	(3,231,173)
Employee expenses	僱員開支	(325,267)	(37,769)	(52,179)	-	(415,215)
Depreciation and amortisation	折舊及攤銷	(895,278)	(148,237)	(39,840)	-	(1,083,355)
Payments for short-term leases and leases of low-value assets	短期租賃及低價值資產租賃開支	(8,184)	(1,460)	(1,289)	-	(10,933)
Other operating expenses	其他經營開支	(966,485)	(123,061)	(59,745)	4,338	(1,144,953)
Other gains and losses	其他收益及虧損	(419,184)	(404,136)	(2,617)	-	(825,937)
Operating profit/(loss)	經營利潤/(虧損)	639,461	679,711	(14,353)	-	1,304,819
Finance costs	融資成本	(787,481)	(444,047)	-	-	(1,231,528)
Share of profits and losses of associates and a joint venture	應佔聯營公司及合營企業損益	(8,253)	(1,182)	-	-	(9,435)
Profit/(loss) before tax	除稅前利潤/(虧損)	(156,273)	234,482	(14,353)	-	63,856
Income tax expense	所得稅開支	(36,042)	(276,814)	4	-	(312,852)
Loss for the year	本年虧損	(192,315)	(42,332)	(14,349)	-	(248,996)
Attributable to:	以下人士應佔：					
Owners of the parent	母公司權益持有人	(209,592)	49,048	(14,092)	-	(174,636)
Non-controlling interests	非控股股東權益	17,277	(91,380)	(257)	-	(74,360)
		(192,315)	(42,332)	(14,349)	-	(248,996)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料 (續)

	Operation of department stores 經營百貨店 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Adjustments and eliminations 調整及抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other segment information:	其他分部資料：				
Impairment losses recognised/(reversed) in the statement of profit or loss, net	(577)	167	(19)	-	(429)
Impairment of properties under development	-	64,323	-	-	64,323
Impairment of investment in an associate	168,302	-	-	-	168,302
Gain on disposal of shares in an associate	(3,664)	-	-	-	(3,664)
Goodwill impairment	62,607	-	-	-	62,607
Investments in associates	1,069,334	-	-	-	1,069,334
Investment in a joint venture	-	1,091	-	-	1,091
Capital expenditure*	176,311	2,788,773	23	-	2,965,107

* Capital expenditure consists of additions to property, plant and equipment, investment properties, properties under development, other intangible assets and completed properties held for sale including assets from the acquisition of a subsidiary.

* 資本開支包括添置物業、廠房及設備、投資物業、發展中物業、其他無形資產及持有待售已落成物業，其中包括收購一間附屬公司的資產。

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財務報表附註

Year ended 31 December 2020
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4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

		Operation of department stores 經營 百貨店	Property development 物業發展	Others 其他	Adjustments and eliminations 及抵銷	Total 總計
		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
Year ended 31 December 2019	截至2019年12月31日止年度					
Segment revenue:	分部收入:					
Sales to external customers	銷售予外部客戶	4,639,415	1,437,762	190,216	-	6,267,393
Intersegment revenue	分部間收入	-	6,304	-	(6,304)	-
Other income	其他收入	1,604,076	39,156	29,936	-	1,673,168
Cost of sales	銷售成本	(1,586,641)	(836,824)	(20,174)	-	(2,443,639)
Employee expenses	僱員開支	(444,554)	(46,312)	(78,256)	-	(569,122)
Depreciation and amortisation	折舊及攤銷	(921,170)	(147,440)	(38,525)	-	(1,107,135)
Payments for short-term leases and leases of low-value assets	短期租賃及低價值資產租賃開支	(29,356)	(1,133)	(1,332)	-	(31,821)
Other operating expenses	其他經營開支	(1,159,948)	(156,040)	(68,925)	6,304	(1,378,609)
Other gains and losses	其他收益及虧損	224,210	58,326	9,214	-	291,750
Operating profit	經營利潤	2,326,032	353,799	22,154	-	2,701,985
Finance costs	融資成本	(873,698)	(446,916)	-	-	(1,320,614)
Share of profits and losses of associates and a joint venture	應佔聯營公司及合營企業損益	(266,648)	(1,429)	-	-	(268,077)
Profit/(loss) before tax	除稅前利潤/(虧損)	1,185,686	(94,546)	22,154	-	1,113,294
Income tax expense	所得稅開支	(414,438)	(223,924)	(3,886)	-	(642,248)
Profit/(loss) for the year	本年利潤/(虧損)	771,248	(318,470)	18,268	-	471,046
Attributable to:	以下人士應佔:					
Owners of the parent	母公司權益持有人	444,787	(277,042)	18,517	-	186,262
Non-controlling interests	非控股股東權益	326,461	(41,428)	(249)	-	284,784
		771,248	(318,470)	18,268	-	471,046

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

		Operation of department stores 經營 百貨店	Property development 物業發展	Others 其他	Adjustments and eliminations 調整 及抵銷	Total 總計
		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
Other segment information:	其他分部資料：					
Impairment losses recognised in the statement of profit or loss, net	損益表中確認的減值虧損淨額	96,879	7,247	-	-	104,126
Losses on disposal of shares in an associate	出售一間聯營公司股份的虧損	116	-	-	-	116
Goodwill impairment	商譽減值	55,315	-	-	-	55,315
Investments in associates	於聯營公司投資	1,868,366	-	-	-	1,868,366
Investment in a joint venture	於一間合營企業投資	-	1,274	-	-	1,274
Capital expenditure*	資本開支*	22,778	2,121,210	86	-	2,144,074

* Capital expenditure consists of additions to property, plant and equipment, investment properties, properties under development and other intangible assets.

* 資本開支包括添置物業、廠房及設備、投資物業、發展中物業及其他無形資產。

The Group's entire revenue is attributable to the market in Mainland China. No analysis of geographical information is therefore presented.

本集團的全部收入來自中國大陸的市場，因此並無呈列地域資料分析。

The Group has a large number of customers. However, no sales to a single customer amounted to 5% or more of the Group's total revenue.

本集團擁有大量客戶。然而，並無向單獨一名客戶的銷售額為本集團貢獻5%或以上的總收入。

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5. REVENUE

5. 收入

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue from contracts with customers	客戶合約收入		
Commissions from concessionaire sales	特許專櫃銷售佣金	1,082,021	1,770,789
Direct sales	直銷	1,575,751	1,750,291
Sale of properties	物業銷售	3,026,404	1,332,818
Management fee income from the operation of department stores	經營百貨店的管理費收入	313	755
Revenue from other sources	來自其他渠道的收入		
Rental income from investment properties	投資物業租賃收入	603,151	611,534
Rental income from the leasing of shop premises	出租商舖的租賃收入	485,017	612,166
Others	其他	139,094	189,040
		6,911,751	6,267,393

Revenue from contracts with customers

(i) Disaggregated revenue information

The Group's entire revenue of goods and services transferred is recognised at a point in time. No analysis of timing information is therefore presented.

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

客戶合約收入

(i) 分拆收入資料

本集團所有已轉移的貨物及服務收入於某一時間點確認，因此並無呈列任何時間資料分析。

下表顯示計入報告期初合約負債及就於過往期間達成的履約責任所確認於本報告期內的已確認收益金額：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合約負債的已確認收益：		
Sale of completed properties	銷售已竣工物業	1,448,842	86,367
		1,448,842	86,367

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Year ended 31 December 2020
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5. REVENUE (continued)

Revenue from contracts with customers (continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Direct sales of merchandise and commissions from concessionaire sales

The performance obligation is satisfied at the point in time when control of the asset is transferred to the customers.

Sale of properties

For contracts entered into with customers on the sale of properties, the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from the sale of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has the present right to payment and collection of the consideration is probable.

The Group receives deposits from customers when they sign the sale and purchase agreements. The Group considers that the advance payment contains a financing component which provides the Group a significant financial benefit for more than one year, and revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method.

Management fee income

The performance obligation is satisfied at the point in time when management services are rendered.

5. 收入(續)

客戶合約收入(續)

(ii) 履約責任

有關本集團履約責任的資料概述如下：

商品直銷及特許專櫃銷售佣金

當資產控制權轉移至客戶時，履約責任已於某一時間點達成。

物業銷售

就銷售物業與客戶訂立的合約而言，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，出售物業的收入於已竣工物業轉讓予客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

本集團與客戶簽署買賣協議時向客戶收取押金。本集團認為，倘預付款項包含為本集團提供超過一年的財務利益的融資部分時，則根據合約確認的收入包括按實際利率法計算的合約負債所附加的利息開支。

管理費收入

履約責任於提供管理服務時已完成。

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6. OTHER INCOME

6. 其他收入

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Income from suppliers and concessionaires	來自供應商及特許專櫃的收入		
– Administration and management fee income	– 行政與管理費收入	705,336	839,617
– Promotion income	– 促銷收入	216,625	530,326
– Credit card handling fees	– 信用卡手續費	128,088	194,264
Interest income	利息收入	17,388	60,915
Others	其他	37,197	48,046
		1,104,634	1,673,168

7. COST OF SALES

7. 銷售成本

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Purchases of and changes in inventories	購買貨物及存貨變動	1,448,034	1,586,641
Cost of properties sold	已售物業成本	1,767,534	836,824
Others	其他	15,605	20,174
		3,231,173	2,443,639

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8. EMPLOYEE EXPENSES

8. 僱員開支

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	387,471	501,868
Retirement benefits	退休福利	25,456	55,016
Other employee benefits	其他僱員福利	2,288	12,238
		415,215	569,122

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1) (a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

年內董事及主要行政人員的薪酬根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Fees	袍金	693	692
Other emoluments:	其他酬金：		
Salaries and allowances	薪金及津貼	1,108	1,282
Retirement benefits	退休福利	3	27
		1,111	1,309
		1,804	2,001

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8. EMPLOYEE EXPENSES (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

8. 僱員開支(續)

(a) 獨立非執行董事

年內已付獨立非執行董事的袍金如下：

		Fees	Total
		袍金	薪酬總計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Year ended 31 December 2020	截至2020年12月31日止年度		
Mr. Pao Ping Wing	浦炳榮先生	213	213
Mr. Rao Yong	饒永先生	213	213
Mr. Chow Chan Lum	鄒燦林先生	107	107
Mr. Gao Yajun	高亞軍先生	107	107
Mr. Leung Hon Chuen	梁漢全先生	53	53
		693	693
Year ended 31 December 2019	截至2019年12月31日止年度		
Mr. Chow Chan Lum	鄒燦林先生	319	319
Mr. Pao Ping Wing	浦炳榮先生	213	213
Mr. Leung Hon Chuen	梁漢全先生	160	160
		692	692

There were no other emoluments payable to the independent non-executive directors for the year ended 31 December 2020 (2019: Nil).

於截至2020年12月31日止年度，概無支付其他酬金予獨立非執行董事(2019年：無)。

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8. EMPLOYEE EXPENSES (continued)

(b) Executive directors, a non-executive director and the chief executive

8. 僱員開支(續)

(b) 執行董事、一名非執行董事及首席執行官

		Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Retirement benefits 退休福利 RMB'000 人民幣千元	Total remuneration 薪酬總計 RMB'000 人民幣千元
Year ended 31 December 2020	截至2020年12月31日止年度			
Executive directors:	執行董事：			
Mr. Zhong Pengyi	鍾鵬翼先生	120	–	120
Ms. Lu Xiaojuan	盧小娟女士	632	3	635
Non-executive director:	非執行董事：			
Mr. Wang Bin	王斌先生	236	–	236
Chief executive:	首席執行官：			
Mr. Huang Mao Ru	黃茂如先生	120	–	120
		1,108	3	1,111
		Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Retirement benefits 退休福利 RMB'000 人民幣千元	Total remuneration 薪酬總計 RMB'000 人民幣千元
Year ended 31 December 2019	截至2019年12月31日止年度			
Executive directors:	執行董事：			
Mr. Zhong Pengyi	鍾鵬翼先生	120	–	120
Mr. Liu Bo	劉波先生	802	18	820
Non-executive director:	非執行董事：			
Mr. Wang Bin	王斌先生	240	9	249
Chief executive:	首席執行官：			
Mr. Huang Mao Ru	黃茂如先生	120	–	120
		1,282	27	1,309

There was no arrangement under which a director waived or agreed to waive any remuneration for the year ended 31 December 2020 (2019: Nil).

截至2020年12月31日止年度，概無有關董事放棄或同意放棄任何薪酬的安排（2019年：無）。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director (2019: one director), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2019: four) highest paid employees who are neither a director nor chief executive of the Company for the year are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	1,403	2,312
Retirement benefits	退休福利	10	58
		1,413	2,370

The number of non-director highest paid employees whose remuneration fell within the following band is as follows:

		2020 2020年	2019 2019年
Nil to HK\$1,000,000	零至1,000,000港元	4	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
		4	4

年內五名最高薪僱員包括一名董事（2019年：一名董事），其薪酬載於上文附註8。年內其他四名（2019年：四名）最高薪僱員（並非本公司董事或主要行政人員）的薪酬詳情如下：

薪酬屬以下區間的非董事最高薪僱員人數如下：

10. PAYMENTS FOR SHORT-TERM LEASES AND LEASES OF LOW-VALUE ASSETS

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Payments for short-term leases and leases of low-value assets	短期租賃及低價值資產租賃開支	10,933	31,821

10. 短期租賃及低價值資產租賃開支

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11. OTHER OPERATING EXPENSES

11. 其他經營開支

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Utility expenses	公用設施開支		338,294	391,094
Promotion and advertising expenses	宣傳及廣告開支		84,160	130,403
Repair and maintenance expenses	維護開支		83,135	106,753
Entertainment expenses	招待開支		3,121	5,690
Office expenses	辦公開支		34,934	47,481
Other tax expenses	其他稅項開支		325,671	375,433
Professional service fees	專業服務費		104,025	105,928
Auditors' remuneration	核數師酬金		4,900	4,900
Bank charges	銀行手續費		54,903	69,481
(Reversal of impairment)/ impairment of trade receivables	應收貿易款項 (減值撥回) / 減值	28	(533)	9
(Reversal of impairment)/ impairment of amounts due from related parties	應收關連方款項 (減值撥回) / 減值	29	(5,197)	54,540
Impairment of other receivables	其他應收款減值	29	5,301	49,577
Impairment of properties under development	發展中物業減值	27	64,323	-
Others	其他		47,916	37,320
			1,144,953	1,378,609

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12. OTHER GAINS AND LOSSES

12. 其他收益及虧損

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Loss on disposal of items of investment property	出售投資物業項目的虧損		(2,993)	(14,620)
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備項目的(虧損)/收益		(95,992)	3,734
Gain/(loss) on partial disposal of shares in an associate	出售聯營公司部分股份的收益/(虧損)		3,664	(116)
Foreign exchange loss, net	外匯虧損淨額		(47,973)	(37,555)
Loss on repurchase of USD senior notes	購回美元優先票據的虧損		(4,546)	-
Fair value gain on equity investments at fair value through profit or loss	以公允價值計量且其變動計入損益的權益投資公允價值收益		1,673	427
Gain on disposal of financial assets at fair value through profit or loss	出售以公允價值計量且其變動計入損益的金融資產收益		6,726	815
Fair value (losses)/gains on investment properties	投資物業公允價值(虧損)/收益	18	(407,759)	442,987
Dividend income from financial assets at fair value through profit or loss	來自以公允價值計量且其變動計入損益的金融資產的股息收入		1,488	2,070
Dividend income from equity investments designated at fair value through other comprehensive income	來自指定為以公允價值計量且其變動計入其他全面收益的權益投資的股息收入		15,016	22,544
Impairment of goodwill	商譽減值	20	(62,607)	(55,315)
Impairment of investment in an associate	於聯營公司的投資減值	23	(168,302)	-
Penalty accrued	應計罰金	32(b)	(55,736)	(54,871)
Provision for a litigation case	一宗訴訟案件撥備		-	(25,000)
Others	其他		(8,596)	6,650
			(825,937)	291,750

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13. FINANCE COSTS

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest on bank loans	銀行貸款利息	1,151,212	1,289,894
Interest on lease liabilities	租賃負債利息	176,923	196,542
Interest expense arising from revenue contracts	自合約收入的利息開支	-	3,957
Total interest expense on financial liabilities not at fair value through profit or loss	非按公允價值計入損益的金融負債利息開支總額	1,328,135	1,490,393
Less: Interest capitalised	減：已資本化利息	(96,607)	(169,779)
		1,231,528	1,320,614

13. 融資成本

14. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempt from the payment of the Cayman Islands income tax.

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

14. 所得稅開支

本集團須就其成員公司所處及經營的司法權區所產生或賺取的利潤，按實體基準繳納所得稅。

本公司依據開曼群島公司法於開曼群島註冊成立為獲豁免有限責任公司，因此，本公司獲豁免繳納開曼群島所得稅。

根據英屬維爾京群島的法律法規，本集團毋須繳納任何英屬維爾京群島稅項。

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14. INCOME TAX EXPENSE (continued)

The provision for Hong Kong profits tax was calculated at 16.5% of the estimated assessable profits for the year ended 31 December 2020 (2019: 16.5%).

Under the relevant income tax law, the PRC subsidiaries are subject to corporate income tax ("CIT") at a statutory rate of 25% (2019: 25%) of their respective taxable income.

PRC Land Appreciation Tax ("LAT") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land use rights, borrowing costs and all property development expenditures. LAT of RMB117,504,000 was charged to the consolidated statement of profit or loss for the year ended 31 December 2020 (2019: RMB77,299,000).

14. 所得稅開支 (續)

香港利得稅撥備將按截至2020年12月31日止年度估計應課稅利潤的16.5% (2019年：16.5%) 計算。

根據相關所得稅法，中國附屬公司須就其相關應課稅收入按25% (2019年：25%) 的法定稅率繳納企業所得稅 (「企業所得稅」)。

中國土地增值稅 (「土地增值稅」) 按30%至60%不等的累進稅率就土地價值增值部分 (即物業銷售所得款項減包括土地使用權、借款成本及所有物業發展開支在內的可扣減開支) 徵收。人民幣117,504,000元的土地增值稅已於截至2020年12月31日止年度自綜合損益表內扣除 (2019年：人民幣77,299,000元)。

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Current – CIT	即期－企業所得稅	334,695	504,892
Current – LAT	即期－土地增值稅	117,504	77,299
Deferred (note 25)	遞延 (附註25)	(139,347)	60,057
Total tax charge for the year	年內稅務開支總額	312,852	642,248

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14. INCOME TAX EXPENSE (continued)

A reconciliation of the income tax expense applicable to profit or loss before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the income tax expense at the effective tax rates, and a reconciliation of the statutory tax rates to the effective rates, are as follows:

14. 所得稅開支(續)

按本公司及其主要附屬公司所處的司法權區法定稅率計算之除稅前利潤或虧損適用所得稅開支與按實際所得稅稅率計算之所得稅開支的對賬，及法定稅率與實際稅率的對賬如下：

2020	2020年	Cayman Islands 開曼群島		BVI 英屬維爾京群島		Hong Kong 香港		Mainland China 中國大陸		Total 總計	
		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	%
(Loss)/profit before tax	稅前(虧損)/利潤	(74,718)		(47)		66,204		72,417		63,856	
Tax at the statutory tax rate	按法定稅率計算的稅項	-	-	-	-	10,924	16.5	18,105	25	29,029	45
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司就可分派利潤按照5%的稅率預提稅項產生的影響	-	-	-	-	25,503	39	--	--	25,503	40
Lower tax rates for specific districts	特定地區的較低稅率	-	-	-	-	(4,303)	(6)	3,817	5	(486)	(1)
Profits and losses attributable to associates and a joint venture	聯營公司及一間合營企業所佔的利潤及虧損	-	-	-	-	-	-	2,359	3	2,359	4
Income not subject to tax	獲稅項豁免的收入	-	-	-	-	-	-	(5,320)	(7)	(5,320)	(8)
Expenses not deductible for tax	不可扣稅支出	-	-	-	-	-	-	87,141	120	87,141	136
Tax losses not recognised	未獲確認的稅項虧損	-	-	-	-	-	-	191,042	264	191,042	299
LAT	土地增值稅	-	-	-	-	-	-	117,504	162	117,504	184
Tax effect of LAT	土地增值稅的稅項影響	-	-	-	-	-	-	(29,376)	(41)	(29,376)	(46)
Others	其他	-	-	-	-	3,434	5	(107,978)	(149)	(104,544)	(164)
Tax charge at the Group's effective tax rate	按本集團實際稅率計算的稅項開支	-	-	-	-	35,558	55	277,294	382	312,852	489

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14. INCOME TAX EXPENSE (continued)

14. 所得稅開支 (續)

2019	2019年	Cayman Islands		BVI		Hong Kong		Mainland China		Total	
		開曼群島	英屬維爾京群島	香港	中國大陸	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	%
(Loss)/profit before tax	稅前(虧損)/利潤	(322,822)		(5)		88,807		1,347,314		1,113,294	
Tax at the statutory tax rate	按法定稅率計算的稅項	-	-	-	-	14,653	16.5	336,829	25	351,482	32
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司就可分派利潤按照5%的稅率預提稅項產生的影響	-	-	-	-	28,763	32	-	-	28,763	3
Lower tax rates for specific districts	特定地區的較低稅率	-	-	-	-	(5,772)	(6)	(23,889)	(2)	(29,661)	(3)
Profits and losses attributable to associates and a joint venture	聯營公司及一間合營企業所佔的利潤及虧損	-	-	-	-	-	-	66,186	5	66,186	6
Income not subject to tax	獲稅項豁免的收入	-	-	-	-	-	-	(21,375)	(2)	(21,375)	(2)
Expenses not deductible for tax	不可扣稅支出	-	-	-	-	-	-	22,462	2	22,462	2
Tax losses not recognised	未獲確認的稅項虧損	-	-	-	-	-	-	213,209	16	213,209	19
LAT	土地增值稅	-	-	-	-	-	-	77,299	6	77,299	7
Tax effect of LAT	土地增值稅的稅項影響	-	-	-	-	-	-	(19,325)	(1)	(19,325)	(2)
Adjustments in respect of current tax of previous periods	對過往期間即期稅項的調整	-	-	-	-	-	-	(20,815)	(2)	(20,815)	(2)
Others	其他	-	-	-	-	(3,277)	(4)	(22,700)	(2)	(25,977)	(1)
Tax charge at the Group's effective tax rate	按本集團實際稅率計算的稅項開支	-	-	-	-	34,367	39	607,881	45	642,248	59

The share of tax attributable to associates amounting to RMB3,156,000 (2019: RMB10,341,000) is included in "Share of profits and losses of associates" in the consolidated statement of profit or loss.

聯營公司所佔的稅項金額為人民幣3,156,000元(2019年: 人民幣10,341,000元), 在綜合損益表中包含在「應佔聯營公司損益」中。

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15. DIVIDENDS

15. 股息

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Proposed final	擬派末期股息		
– Nil	– 無		
(2019: HK1.98 cents) per ordinary share	(2019年：每股普通股1.98港仙)	–	93,131

The board of directors did not propose a final dividend for year ended 31 December 2020 (2019: HK1.98 cents per ordinary share).

董事會不建議派付截至2020年12月31日止年度的末期股息(2019年：每股普通股1.98港仙)。

16. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the parent of RMB174,636,000 (2019: profit RMB186,262,000) and the weighted average number of ordinary shares of 5,140,326,000 (2019: 5,140,326,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2020 and 2019.

16. 母公司普通權益持有人應佔每股(虧損)/盈利

每股基本虧損乃按母公司普通權益持有人應佔年內虧損人民幣174,636,000元(2019年：利潤人民幣186,262,000元)及年內已發行普通股的加權平均數5,140,326,000股(2019年：5,140,326,000股)計算。

本集團於截至2020年及2019年12月31日止年度並無已發行潛在攤薄普通股。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Land and buildings	Machinery and equipment	Motor vehicles	Furniture, fittings and other equipment	Leasehold improvements	Construction in progress	Total
		土地及樓宇	廠房及設備	汽車	傢俬、裝置及其他設備	租賃物業裝修	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2020	2020年12月31日							
At 31 December 2019 and at 1 January 2020:	於2019年12月31日及2020年1月1日:							
Cost	成本	9,564,223	586,062	15,594	200,588	1,580,115	346,366	12,292,948
Accumulated depreciation and impairment	累計折舊及減值	(2,603,921)	(340,526)	(3,966)	(182,668)	(774,567)	(6,608)	(3,912,256)
Net carrying amount	賬面淨值	6,960,302	245,536	11,628	17,920	805,548	339,758	8,380,692
At 1 January 2020, net of accumulated depreciation and impairment	於2020年1月1日 (扣除累計折舊及減值)	6,960,302	245,536	11,628	17,920	805,548	339,758	8,380,692
Additions	添置	-	1,703	1,213	8,437	164,370	50,969	226,692
Disposals	出售	(102,376)	(995)	(308)	(497)	(41)	-	(104,217)
Depreciation provided during the year	年內折舊撥備	(411,139)	(27,356)	(337)	(15,560)	(113,895)	-	(568,287)
Transfer to properties held for sale	轉撥至持有待售物業	(6,588)	-	-	-	-	-	(6,588)
Transfer to investment properties (note 18)	轉撥至投資物業 (附註18)	(19,151)	-	-	-	-	-	(19,151)
Transfer from construction in progress	從在建工程轉入	-	3,318	-	139	-	(3,457)	-
Transfer from properties under development (note 27)	從發展中物業轉入 (附註27)	485,562	-	-	-	-	-	485,562
Acquisition of a subsidiary (note 37)	收購一間附屬公司 (附註37)	-	-	-	3	-	-	3
Exchange realignment	匯兌調整	(1,786)	-	-	(10)	-	-	(1,796)
At 31 December 2020, net of accumulated depreciation and impairment	於2020年12月31日 (扣除累計折舊及減值)	6,904,824	222,206	12,196	10,432	855,982	387,270	8,392,910
At 31 December 2020:	於2020年12月31日:							
Cost	成本	9,736,563	573,183	13,932	208,988	1,721,494	393,879	12,648,039
Accumulated depreciation and impairment	累計折舊及減值	(2,831,739)	(350,977)	(1,736)	(198,556)	(865,512)	(6,609)	(4,255,129)
Net carrying amount	賬面淨值	6,904,824	222,206	12,196	10,432	855,982	387,270	8,392,910

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Year ended 31 December 2020
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17. PROPERTY, PLANT AND EQUIPMENT (continued)

17. 物業、廠房及設備 (續)

		Land and buildings	Machinery and equipment	Motor vehicles	Furniture, fittings and other equipment	Leasehold improvements	Construction in progress	Total
		土地及樓宇 RMB'000 人民幣千元	廠房及設備 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	傢俬、裝置 及其他設備 RMB'000 人民幣千元	租賃物業裝修 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
31 December 2019	2019年12月31日							
At 31 December 2018 and at 1 January 2019:	於2018年12月31日及 2019年1月1日：							
Cost	成本	9,950,247	606,470	15,572	213,508	1,540,686	991,889	13,318,372
Accumulated depreciation and impairment	累計折舊及減值	(2,200,860)	(334,697)	(3,691)	(178,734)	(675,000)	(6,612)	(3,399,594)
Net carrying amount	賬面淨值	7,749,387	271,773	11,881	34,774	865,686	985,277	9,918,778
At 1 January 2019, net of accumulated depreciation and impairment	於2019年1月1日 (扣除累計折舊及減值)	7,749,387	271,773	11,881	34,774	865,686	985,277	9,918,778
Additions	添置	-	2,163	824	2,795	14,956	405,109	425,847
Disposals	出售	-	(2,812)	(285)	(1,153)	(760)	-	(5,010)
Depreciation provided during the year	年內折舊撥備	(423,951)	(27,753)	(787)	(18,796)	(89,347)	-	(560,634)
Transfer from properties held for sale	自持有待售物業轉入	5,258	-	-	-	-	-	5,258
Transfer to investment properties (note 18)	轉撥至投資物業 (附註18)	(528,951)	-	-	-	-	(986,103)	(1,515,054)
Transfer to other intangible assets (note 21)	轉撥至其他無形資產 (附註21)	-	-	-	-	-	(131)	(131)
Transfer from construction in progress	從在建工程轉入	46,899	2,180	-	302	15,013	(64,394)	-
Transfer from properties under development (note 27)	從發展中物業轉入 (附註27)	111,422	-	-	-	-	-	111,422
Exchange realignment	匯兌調整	238	(15)	(5)	(2)	-	-	216
At 31 December 2019, net of accumulated depreciation and impairment	於2019年12月31日 (扣除累計折舊及減值)	6,960,302	245,536	11,628	17,920	805,548	339,758	8,380,692
At 31 December 2019:	於2019年12月31日：							
Cost	成本	9,564,223	586,062	15,594	200,588	1,580,115	346,366	12,292,948
Accumulated depreciation and impairment	累計折舊及減值	(2,603,921)	(340,526)	(3,966)	(182,668)	(774,567)	(6,608)	(3,912,256)
Net carrying amount	賬面淨值	6,960,302	245,536	11,628	17,920	805,548	339,758	8,380,692

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17. PROPERTY, PLANT AND EQUIPMENT (continued)

Amortisation of land lease payments of approximately RMB3,397,000 during the construction period was capitalised as part of the construction cost of the department stores under construction of the Group, and was included in the above additions.

The Group's land and buildings are held under medium term leases and are situated in Mainland China. Details of the Group's land and buildings pledged to secure the Group's interest-bearing bank loans are set out in note 33.

Certificates of ownership in respect of certain buildings of the Group with a net carrying amount of approximately RMB174,098,000 as at 31 December 2020 (31 December 2019: RMB180,479,000) have not yet been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates.

18. INVESTMENT PROPERTIES

2020

		Completed investment properties at fair value 已竣工投資物業 (按公允價值) RMB'000 人民幣千元	Investment properties under construction at fair value 在建投資物業 (按公允價值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Carrying amount at 1 January 2020	於2020年1月1日的賬面值	14,550,123	5,142,043	19,692,166
Additions	添置	-	20,115	20,115
Transfer from property, plant and equipment (note 17)	從物業、廠房及設備轉入 (附註17)	19,151	-	19,151
Recognition of change in fair value of property, plant and equipment upon transfer to investment properties	確認轉撥至投資物業的 物業、廠房及設備的 公允價值變動	95,342	-	95,342
Transfer from right-of-use assets (note 19 (a))	從使用權資產轉入 (附註19(a))	3,108	-	3,108
Transfer from completed properties held for sale	從持作出售的已落成 物業轉入	33,506	-	33,506
Net loss from fair value adjustment	公允價值調整淨虧損	(219,873)	(187,886)	(407,759)
Disposal	出售	(14,476)	-	(14,476)
Carrying amount at 31 December 2020	於2020年12月31日的 賬面值	14,466,881	4,974,272	19,441,153

17. 物業、廠房及設備 (續)

建造期間已資本化的預付土地租賃款攤銷人民幣3,397,000元已計入本集團在建百貨店的建造成本，包含在上述添置中。

本集團的土地及樓宇乃根據中期租約持有，並位於中國大陸。本集團為取得其計息銀行貸款而作質押的土地及樓宇詳情載列於附註33。

本集團相關的若干樓宇的房產證仍未從中國有關部門取得，本集團仍在辦理相關權證的手續，其賬面淨值於2020年12月31日約為人民幣174,098,000元（2019年12月31日：人民幣180,479,000元）。

18. 投資物業

2020年

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18. INVESTMENT PROPERTIES (continued)

2019

18. 投資物業 (續)

2019年

		Completed investment properties at fair value 已竣工投資物業 (按公允價值) RMB'000 人民幣千元	Investment properties under construction at fair value 在建投資物業 (按公允價值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Carrying amount at 1 January 2019	於2019年1月1日的賬面值	10,672,363	5,661,686	16,334,049
Additions	添置	-	138,700	138,700
Transfer to properties under development (note 27)	轉撥至發展中物業 (附註27)	(24,633)	-	(24,633)
Transfer from construction in progress (note 17)	從在建工程轉入 (附註17)	986,103	-	986,103
Transfer from property, plant and equipment (note 17)	從物業、廠房及設備轉入 (附註17)	528,951	-	528,951
Recognition of change in fair value of property, plant and equipment upon transfer to investment properties	確認轉撥至投資物業的物業、廠房及設備的公允價值變動	796,133	-	796,133
Transfer from right-of-use assets (note 19 (b))	從使用權資產轉入 (附註19(b))	504,496	-	504,496
Transfer from investment properties under construction	從在建投資物業轉入	722,753	-	722,753
Transfer to completed investment properties	轉撥至已落成投資物業	-	(722,753)	(722,753)
Net gain from fair value adjustment	公允價值調整淨收益	378,577	64,410	442,987
Disposal	出售	(14,620)	-	(14,620)
Carrying amount at 31 December 2019	於2019年12月31日的賬面值	14,550,123	5,142,043	19,692,166

The Group's investment properties consist of commercial properties in Mainland China. The directors of the Company have determined that the investment properties consist of one class of assets, i.e., commercial properties, based on the nature, characteristics and risk of each property. The Group's investment properties were revalued on 31 December 2020 based on valuations performed by Worldunion Appraisal, an independent professionally qualified valuer, at approximately RMB19,441,153,000. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuation of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results once a year when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 19 to the financial statements.

本集團的投資物業是位於中國大陸的商用地產。本公司董事釐定本公司的投資性物業由一類資產組成，即基於每項資產的性質、特性、風險等形成的商用地產。於2020年12月31日，本集團投資物業的重新估值約為人民幣19,441,153,000元，該價值乃以獨立專業合資格評估師世聯評估進行的估值為依據。每年，本集團的管理層委派外部評估師負責集團資產的外部評估工作。考察標準包括市場知識、信譽、獨立性和是否能保持專業性。在對年度財務申報進行估值時，本集團管理層每年就估值假設及估值結果與估值師討論一次。

投資物業乃以經營租賃模式租賃予第三方，詳情載列於財務報表附註19。

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18. INVESTMENT PROPERTIES (continued)

The Group's investment properties are held under medium term leases and are situated in Mainland China. Details of the Group's investment properties pledged to secure the Group's interest-bearing bank loans are set out in note 33.

Certificates of ownership in respect of certain investment properties of the Group with a net carrying amount of approximately RMB3,080,986,000 as at 31 December 2020 (31 December 2019: RMB3,057,454,000) have not yet been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

		Fair value measurement as at 31 December 2020 using 2020年12月31日公允價值計量			
Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)		Total	
活躍市場報價 (第一級)	可觀察的 重大輸入值 (第二級)	不可觀察的 重大輸入值 (第三級)		總計	
RMB'000	RMB'000	RMB'000		RMB'000	
人民幣千元	人民幣千元	人民幣千元		人民幣千元	
Commercial properties	商用地產	-	-	19,441,153	19,441,153

		Fair value measurement as at 31 December 2019 using 2019年12月31日公允價值計量			
Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)		Total	
活躍市場報價 (第一級)	可觀察的 重大輸入值 (第二級)	不可觀察的 重大輸入值 (第三級)		總計	
RMB'000	RMB'000	RMB'000		RMB'000	
人民幣千元	人民幣千元	人民幣千元		人民幣千元	
Commercial properties	商用地產	-	-	19,692,166	19,692,166

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2019: Nil).

18. 投資物業 (續)

本集團的投資物業乃根據中期租約持有，並位於中國大陸。本集團為其計息銀行貸款作抵押的已質押投資物業的詳情載列於附註33。

本集團相關的若干投資物業的所有權證仍未從中國有關部門取得，本集團仍在辦理相關權證的手續，其賬面淨值於2020年12月31日約為人民幣3,080,986,000元（2019年12月31日：人民幣3,057,454,000元）。

公允價值層級

本集團的投資物業的公允價值層級列示如下：

年內，公允價值計量於第一級與第二級之間並無轉換，且無轉入或轉出第三級（2019年：無）。

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18. INVESTMENT PROPERTIES (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

18. 投資物業 (續)

以下為對投資物業進行估值所用估值技術及關鍵輸入值的概要：

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察的輸入值	Range 範圍		
			2020 2020年	2019 2019年	
Commercial properties 商用地產	Discounted cash flow method 貼現現金流量法	Estimated rental value (per sq.m. and per month) 估計租金 (每平方米/每月)	RMB12-RMB233 人民幣12元 -人民幣233元	RMB14-RMB284 人民幣14元 -人民幣284元	
		Rent growth (p.a.) 租金年增長率	2%-6%	2%-5%	
		Long term vacancy rate 長期空置率	1%-15%	1%-12%	
	Residual method 剩餘價值法	Budgeted construction cost to be incurred (per sq.m.) 將產生的預計建設成本 (每平方米)	Discount rate 貼現率	6%-7%	6%-7%
			Remaining percentage to completion 剩餘完工百分比	3%-53%	4%-51%
			Anticipated developer's profit margin 發展商預計利潤率	10%-35%	10%-35%
	Comparison method 比較法	Market unit sale rate (per sq.m.) 市場單位售價 (每平方米)	RMB9,160- RMB49,700 人民幣9,160元 -人民幣49,700元	RMB9,180- RMB48,100 人民幣9,180元 -人民幣48,100元	

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

根據貼現現金流量法，公允價值乃採用於資產年限內的所有權利及負債的假設（包括退出值或最終價值）作出估計。該方法涉及對物業權益一系列現金流量的預測。市場衍生的貼現率適用於預測現金流量，以便確立與資產有關的收益流的現值。退出收益率通常單獨釐定且有別於貼現率。

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18. INVESTMENT PROPERTIES (continued)

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

A significant increase in the market rent growth rate per annum in isolation would result in a significant increase in the fair value of the investment properties. A significant decrease in the long term vacancy rate and the discount rate in isolation would result in a significant increase in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long-term vacancy rate.

The residual method of valuation is commonly used in valuing development sites by establishing the market value of the properties on an “as-if” completed basis with appropriate deduction on construction costs, professional fees, contingency, marketing and legal cost, and interest payments to be incurred, anticipated developer’s profits, as well as land acquisition costs, interest payment and profit on land.

The fair values of investment properties are determined using the comparison method by referring to comparable sale evidence as available in the relevant market. Comparable properties of similar size, characteristics and location are analysed and selected for each investment property in order to arrive at a fair comparison of their fair values. The fair value measurement is positively correlated to the market unit sale rate.

18. 投資物業 (續)

現金流量的持續時間及流入和流出的具體時間乃由租金檢討、租約續租及相關續租、重建或翻新等事件決定。適當的持續時間受市場行為（為物業類別的一個特性）所影響。定期現金流量按總收入扣除空置、不可收回開支、收取虧損、租金獎勵、維修費用、代理和佣金費用及其他經營和管理開支估計。該一系列定期經營收入淨額，連同預計於預測期終結時的最終價值估計金額，貼現至現值。

市場租金年增長率單獨大幅增加會導致投資物業公允價值大幅增加。長期空置率及貼現率單獨大幅減少會導致投資物業公允價值大幅增加。一般而言，就估計租金作出的假設的變動會導致租金年增長率及貼現率出現類似方向變動及導致長期空置率出現反向變化。

在評估發展用地時一般採用的餘值價值估值法，透過設定「猶如」竣工物業的市場價值，適當扣減將產生的建設成本、專業費用、或然費用、營銷及法律成本以及利息付款、發展商預計利潤、土地收購成本、利息付款及土地利潤計算。

投資物業的公允價值透過參考相關市場可得的可比較銷售憑證，採用比較法予以釐定。為公平比較各投資物業的其公允價值，甄選及分析規模、特點及地點相同的可比較物業。該公允價值計量必須與市場銷售單格相關聯。

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19. LEASES

The Group as a lessee

The Group has lease contracts for various items of land use right and buildings used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 20 to 30 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings generally have lease terms between 3 and 15 years. Generally, the Group is restricted from assigning and subleasing the leased asset outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Land use right 土地使用權 RMB'000 人民幣千元	Buildings 樓宇 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2019	於2019年1月1日	4,581,155	3,232,034	7,813,189
Additions	添置	-	39,324	39,324
Depreciation charge	折舊開支	(168,843)	(338,131)	(506,974)
Transfer from properties under development	從發展中物業轉入	33,450	-	33,450
Transfer to investment properties	轉撥至投資物業	(504,496)	-	(504,496)
As at 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	3,941,266	2,933,227	6,874,493
Additions	添置	-	13,062	13,062
Depreciation charge	折舊開支	(164,980)	(349,024)	(514,004)
Transfer to investment properties	轉撥至投資物業	(3,108)	-	(3,108)
Covid-19-related rent concessions from lessors	來自出租人的Covid-19相關租金優惠	-	(37,928)	(37,928)
Other lease modifications	其他租賃修訂	-	2,493	2,493
As at 31 December 2020	於2020年12月31日	3,773,178	2,561,830	6,335,008

19. 租賃

本集團作為承租人

本集團有用於其業務營運的土地使用權及樓宇多個項目的租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為20至30年，而根據該等土地租賃的條款，將不會繼續支付任何款項。樓宇的租期通常為3至15年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

(a) 使用權資產

本集團年內使用權資產的賬面值及變動如下：

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19. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	2,857,485	3,058,470
New leases	新租賃	13,062	39,324
Accretion of interest recognised during the year	年內已確認利息增幅	176,923	196,542
Covid-19-related rent concessions from lessors	來自出租人的Covid-19 相關租金優惠	(37,928)	-
Other lease modifications	其他租賃修訂	2,493	-
Payments	付款	(415,858)	(436,851)
Carrying amount at 31 December	於12月31日的賬面值	2,596,177	2,857,485
Analysed into:	分析為：		
Current portion	流動部分	262,934	259,977
Non-current portion	非流動部分	2,333,243	2,597,508

The maturity analysis of lease liabilities is disclosed in note 44 to the financial statements.

19. 租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

年內租賃負債的賬面值及變動如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	2,857,485	3,058,470
New leases	新租賃	13,062	39,324
Accretion of interest recognised during the year	年內已確認利息增幅	176,923	196,542
Covid-19-related rent concessions from lessors	來自出租人的Covid-19 相關租金優惠	(37,928)	-
Other lease modifications	其他租賃修訂	2,493	-
Payments	付款	(415,858)	(436,851)
Carrying amount at 31 December	於12月31日的賬面值	2,596,177	2,857,485
Analysed into:	分析為：		
Current portion	流動部分	262,934	259,977
Non-current portion	非流動部分	2,333,243	2,597,508

租賃負債的到期日分析披露於財務報表附註44。

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19. LEASES (continued)

The Group as a lessee (continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	176,923	196,542
Depreciation charge of right-of-use assets	使用權資產折舊開支	514,004	506,974
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019	與短期租賃及餘下租期於2019年12月31日或之前屆滿的其他租賃有關的開支	10,784	31,031
Expense relating to leases of low-value assets	與低價值資產租賃相關開支	149	790
Total amount recognised in profit or loss 損益中確認款項總額		701,860	735,337

(d) The total cash outflows for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 38(c) and 40, respectively, to the financial statements.

19. 租賃 (續)

本集團作為承租人 (續)

(c) 於損益中確認的租賃相關款項如下：

(d) 自租賃產生的現金流出總額及與尚未開始的租賃有關的未來現金流出金額分別於綜合財務報告附註38(c)及40披露。

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19. LEASES (continued)

The Group as a lessor

The Group leases its investment properties (note 18) consisting of commercial properties and shop premises in Mainland China under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB1,088,168,000 (2019: RMB1,223,700,000), details of which are included in note 5 to the financial statements.

As at 31 December 2020, the undiscounted lease payments receivable by the Group in the future periods under non-cancellable operating leases with its tenants are as follows:

19. 租賃 (續)

本集團作為出租人

本集團根據經營租賃安排出租其投資物業(附註18)，包括於中國內地的商業物業及店舖處所。該等租賃的條款亦要求租戶支付擔保按金並根據當時的現行市況進行定期租金調整。於年內本集團的已確認租賃收入為人民幣1,088,168,000元(2019年：人民幣1,223,700,000元)，詳情載於財務報表附註5。

於2020年12月31日，日後本集團根據與其租戶之不可撤銷經營租賃的應收未貼現最低租賃款項如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within one year	一年內	859,312	1,040,828
In the second to fifth years, inclusive	第二至第五年(含首尾在內)	1,593,695	2,097,656
After five years	五年後	678,494	998,230
		3,131,501	4,136,714

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20. GOODWILL

20. 商譽

		Note 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At 1 January:	於1月1日：			
Cost	成本		1,685,973	1,685,973
Accumulated impairment	累計減值		(346,191)	(290,876)
Net carrying amount	賬面淨值		1,339,782	1,395,097
Cost at 1 January, net of accumulated impairment	於1月1日的成本 (扣除累計減值)		1,339,782	1,395,097
Acquisition of a subsidiary	收購一間附屬公司	37	83,947	–
Impairment provided during the year	年內減值撥備	12	(62,607)	(55,315)
Cost and net carrying amount at 31 December	於12月31日的成本及賬面淨值		1,361,122	1,339,782
At 31 December:	於12月31日：			
Cost	成本		1,769,920	1,685,973
Accumulated impairment	累計減值		(408,798)	(346,191)
Net carrying amount	賬面淨值		1,361,122	1,339,782

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units (“CGUs”) for impairment testing:

- operation of department stores
- property development
- others

商譽的減值測試

通過業務合併收購的商譽分配予以下現金產生單位（「現金產生單位」）進行減值測試：

- 百貨店經營
- 物業發展
- 其他

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20. GOODWILL (continued)

Impairment testing of goodwill (continued)

The recoverable amount of each CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. The discount rates applied to the cash flow projections ranged from 12% to 14% (2019: 12% to 13%). Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 3% (2019: 3%). The key assumptions adopted on growth rates and discount rates used in the value in use calculations are based on management's best estimates.

In the opinion of the Company's directors, a decrease in the growth rate by 10% to 15% would cause the carrying amount of the cash-generating unit to be under its recoverable amount by approximately RMB18,768,000 to RMB35,082,000, and any reasonably possible change in the other key assumptions on which the recoverable amount is based would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

The carrying amounts of goodwill allocated to each of the CGUs are as follows:

		Operation of department stores 百貨店經營 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2019	於2019年12月31日	1,338,229	-	1,553	1,339,782
At 31 December 2020	於2020年12月31日	1,275,622	83,947	1,553	1,361,122

Assumptions were used in the value in use calculation of the CGUs for 31 December 2020 and 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – Management has determined the budgeted gross margins based on past performance and its expectations for market development.

Discount rates – The discount rates used are after tax and reflect specific risks relating to the respective units.

Purchase price inflation – Management has considered the possibility of increases in purchase price inflation ranging from nil to 5% (2019: nil to 5%).

20. 商譽 (續)

商譽的減值測試 (續)

各現金產生單位的可收回金額按使用價值計算法確定。該計算法使用以管理層批准為期五年的財務預算為基準的現金流量預測。適用於現金流量預測的貼現率介於12%至14% (2019年: 12%至13%)。五年以上的現金流量採用估計增長率3%推斷 (2019年: 3%)。計算使用價值時所用增長率及貼現率所採用的主要假設乃基於管理層的最佳估計。

本公司董事認為，增長率下降10%至15%，可能會使得現金產生單位的賬面值低於其可收回金額約人民幣18,768,000元至人民幣35,082,000元，及可收回金額所依據的其他主要假設的任何合理可能變動不會使得現金產生單位的賬面值超逾其可收回金額。

分配予各現金產生單位的商譽賬面值如下：

計算於2020年及2019年12月31日的現金產生單位使用價值採用多項假設，以下列示管理層在進行有關商譽減值測試的現金流量預測時所依據的各項主要假設：

預算毛利 – 管理層根據過往表現及預測市場發展確定預算毛利。

貼現率 – 所用的貼現率已扣除稅項，並反映有關單位的特定風險。

購買價通脹 – 管理層認為購買價通脹上升的可能性為0%至5% (2019年: 0%至5%)。

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20. GOODWILL (continued)

Impairment testing of goodwill (continued)

The values assigned to the key assumption on market development of CGUs, discount rates and purchase price inflation are consistent with external information sources.

Management performed impairment testing of goodwill annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. During the year ended 31 December 2020, due to the operating performance decline among business units which affected the recoverable amounts of the cash-generating units of Chengdu Renhe Spring and Chengdu Qingyang Renhe Spring, goodwill of approximately RMB24,529,000 and RMB38,078,000 was impaired respectively.

21. OTHER INTANGIBLE ASSETS

20. 商譽 (續)

商譽的減值測試 (續)

對現金產生單位的市場發展、貼現率及購買價通脹的主要假設所用數值與外部資料來源一致。

管理層每年進行商譽減值測試，或於出現事件或情況變動，顯示賬面值可能減值時則更頻繁地進行測試。截至2020年12月31日止年度，乃由於業務單位的經營表現轉差，影響成都仁和春天及成都青羊仁和春天的現金產生單位之可收回金額，故分別約人民幣24,529,000元及人民幣38,078,000元的商譽經已減值。

21. 其他無形資產

		Computer software 計算機軟件		
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	
		Note 附註		
Cost at 1 January, net of accumulated amortisation	於1月1日的成本 (扣除累計攤銷)		46,165	50,611
Additions	添置		255	183
Amortisation provided during the year	年內攤銷撥備		(4,831)	(4,760)
Transfer from construction in progress	在建工程轉入	17	-	131
At 31 December	於12月31日		41,589	46,165
At 31 December:	於12月31日：			
Cost	成本		110,284	110,029
Accumulated amortisation	累計攤銷		(68,695)	(63,864)
Net carrying amount	賬面淨值		41,589	46,165

Computer software is amortised on the straight-line basis over five years.

計算機軟件按直線法在五年內予以攤銷。

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22. INVESTMENT IN A JOINT VENTURE

22. 於合營企業的投資

		31 December 2020 於2020年 12月31日 RMB'000 人民幣千元	31 December 2019 於2019年 12月31日 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	1,091	1,274
		1,091	1,274

Particulars of the Group's joint venture are as follows:

本集團合營企業詳情列示如下：

Name	Particulars of issued shares held	Place of registration and business	Percentage of ownership interest attributable to the Group 本集團應佔所有權權益百分比	Principal activities
公司名稱	持有的已發行股份詳情	註冊及經營地點		主要業務
Jiangsu Qinghehong Beverage Management Co., Ltd. ("Qinghehong Beverage") 江蘇清和紅飲品管理有限公司 (「清和紅飲品」)	Ordinary shares of RMB1 each 人民幣1元／普通股	PRC/ Mainland China 中國／中國大陸	50%	Beverage industry 飲料行業

23. INVESTMENTS IN ASSOCIATES

23. 於聯營公司的投資

		31 December 2020 於2020年 12月31日 RMB'000 人民幣千元	31 December 2019 於2019年 12月31日 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	600,484	875,423
Goodwill on acquisition	收購時商譽	468,850	992,943
		1,069,334	1,868,366

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23. INVESTMENTS IN ASSOCIATES (continued)

Particulars of the material associates are as follows:

Name	Particulars of issued shares held	Place of registration and business	Percentage of ownership interest attributable to the Group	Principal activities
公司名稱	持有的已發行股份詳情	註冊及經營地點	本集團應佔所有權權益百分比	主要業務
Shenyang Commercial City Co., Ltd. (“Commercial City”) 瀋陽商業城股份有限公司 (「商業城」)	Ordinary shares of RMB1 each 人民幣1元／普通股	PRC/ Mainland China 中國／中國大陸	24.22%	Operation of department stores 經營百貨店
Zhongjiabochuang Information Technology Co., Ltd. (“ZJBC”, formerly Maoye Communication Network Co., Ltd.) 中嘉博創信息技術股份有限公司 (「中嘉博創」, 前身為茂業通信網絡股份有限公司)	Ordinary shares of RMB1 each 人民幣1元／普通股	PRC/ Mainland China 中國／中國大陸	12.50%	Information transmission and IT services 信息傳輸及IT服務
Shenzhen UGO E-Commerce Co., Ltd (“UGO”) 深圳優依購電子商務有限公司 (「優依購」)	Ordinary shares of RMB1 each 人民幣1元／普通股	PRC/ Mainland China 中國／中國大陸	58.83%	Electronic commerce 電子商務

(i) Commercial City

Commercial City, which is considered a material associate of the Group, is a strategic partner of the Group engaged in the retail industry and is accounted for using the equity method.

23. 於聯營公司的投資 (續)

重要聯營公司詳情列示如下：

Name	Particulars of issued shares held	Place of registration and business	Percentage of ownership interest attributable to the Group	Principal activities
公司名稱	持有的已發行股份詳情	註冊及經營地點	本集團應佔所有權權益百分比	主要業務
Shenyang Commercial City Co., Ltd. (“Commercial City”) 瀋陽商業城股份有限公司 (「商業城」)	Ordinary shares of RMB1 each 人民幣1元／普通股	PRC/ Mainland China 中國／中國大陸	24.22%	Operation of department stores 經營百貨店
Zhongjiabochuang Information Technology Co., Ltd. (“ZJBC”, formerly Maoye Communication Network Co., Ltd.) 中嘉博創信息技術股份有限公司 (「中嘉博創」, 前身為茂業通信網絡股份有限公司)	Ordinary shares of RMB1 each 人民幣1元／普通股	PRC/ Mainland China 中國／中國大陸	12.50%	Information transmission and IT services 信息傳輸及IT服務
Shenzhen UGO E-Commerce Co., Ltd (“UGO”) 深圳優依購電子商務有限公司 (「優依購」)	Ordinary shares of RMB1 each 人民幣1元／普通股	PRC/ Mainland China 中國／中國大陸	58.83%	Electronic commerce 電子商務

(i) 商業城

商業城被視為本集團的重要聯營公司，為本集團從事零售業的戰略夥伴及採用權益法入賬。

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23. INVESTMENTS IN ASSOCIATES (continued)

(i) Commercial City (continued)

The following table illustrates the summarised financial information in respect of Commercial City adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Current assets	流動資產	1,165,418	1,193,640
Non-current assets	非流動資產	2,034,350	2,111,672
Current liabilities	流動負債	(2,611,042)	(2,550,890)
Non-current liabilities	非流動負債	(18,359)	(18,366)
Non-controlling interests of the associate	聯營公司非控股股東權益	(307,677)	(308,529)
Net assets	資產淨值	262,690	427,527
Net assets, excluding goodwill	資產淨值，不包含商譽	262,690	427,527
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司的權益進行對賬：		
Proportion of the Group's ownership	本集團所佔所有權比例	24.22%	24.22%
Group's share of net assets of the associate, excluding goodwill	本集團應佔聯營公司資產淨值，不包含商譽	63,624	103,547
Goodwill on acquisition	收購時商譽	32,412	32,412
Carrying amount of the investment	投資的賬面值	96,036	135,959
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收入	195,609	334,424
Loss for the year	年內虧損	(164,836)	(126,726)
Total comprehensive loss for the year	年內綜合虧損總額	(164,836)	(126,726)
Fair value of the Group's investment	本集團投資的公允價值	223,474	245,476

23. 於聯營公司的投資(續)

(i) 商業城(續)

下表列示商業城已就會計政策的任何差別及與綜合財務報表的賬面值對賬作出調整後的財務資料概要：

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23. INVESTMENTS IN ASSOCIATES (continued)

(ii) ZJBC

ZJBC, which is engaged in the E-communication industry, is a material associate of the Group and is accounted for using the equity method. In 2020, the Group sold 9.99% of the shares in ZJBC. Subsequent to the partial disposal of shares, the Group directly holds 12.50% of the shares in ZJBC. Management determines that the Group still has significant influence over ZJBC. During the year, an impairment of RMB168,302,000 (2019: Nil) was provided for the investment in ZJBC.

The following table illustrates the summarised financial information in respect of ZJBC adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Current assets	流動資產	1,617,759	1,833,583
Non-current assets	非流動資產	3,518,997	3,643,006
Current liabilities	流動負債	(1,948,834)	(2,004,763)
Non-current liabilities	非流動負債	(10,367)	(106,205)
Net assets excluding non-controlling interests	除非控股股東權益以外的資產淨值	3,177,555	3,365,621
Goodwill of an associate	聯營公司的商譽	(793,787)	(793,787)
Net assets, excluding goodwill	資產淨值，不包含商譽	2,383,768	2,571,834
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司的權益進行對賬：		
Proportion of the Group's ownership	本集團所佔所有權比例	12.50%	22.49%
Group's share of net assets of the associate, excluding goodwill	本集團應佔聯營公司資產淨值，不包含商譽	323,137	578,521
Goodwill on acquisition (less cumulative impairment)	收購時商譽 (減累計減值)	286,655	818,527
Carrying amount of the investment	投資的賬面值	609,792	1,397,048

23. 於聯營公司的投資 (續)

(ii) 中嘉博創

中嘉博創主要從事電子通信業務，乃本集團之重大聯營公司及使用權益法入賬。於2020年，本集團出售中嘉博創的9.99%股份。於出售部分股份後，本集團直接持有中嘉博創的12.50%股份。管理層釐定本集團仍然對中嘉博創有重大影響力。年內，就於中嘉博創的投資作出人民幣168,302,000元（2019年：無）的減值撥備。

下表列示中嘉博創已就會計政策的任何差別及與綜合財務報表的賬面值對賬作出調整後的財務資料概要：

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23. INVESTMENTS IN ASSOCIATES (continued)

(ii) ZJBC (continued)

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Revenue	收入	2,444,665	3,137,643
Profit/(loss) for the year	年內利潤／(虧損)	20,550	(1,152,000)
Total comprehensive income/(loss) for the year	年內全面收益／(虧損) 總額	20,550	(1,152,000)
Fair value of the Group's investment	本集團投資的公允價值	618,100	1,407,277

(iii) UGO

UGO is a strategic partner of the Group engaged in the electronic commerce industry. The Group directly and indirectly holds 58.83% of the shares in UGO.

There is no change in the composition of the board of directors for the year ended 31 December 2020. Management determines that the Group does not have control over UGO.

UGO is still considered an associate of the Group and was accounted for using the equity method.

23. 於聯營公司的投資(續)

(ii) 中嘉博創(續)

(iii) 優依購

優依購為本集團從事電商行業的戰略夥伴。本集團直接及間接持有優依購58.83%的股份。

截至2020年12月31日止年度，董事會的組成概無變化。管理層確定本集團對優依購並無控制權。

優依購仍被視為本集團的聯營公司，及採用權益法入賬。

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23. INVESTMENTS IN ASSOCIATES (continued)

(iii) UGO (continued)

The following table illustrates the summarised financial information in respect of UGO adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Current assets	流動資產	227,164	219,634
Non-current assets	非流動資產	192,692	180,903
Current liabilities	流動負債	(56,567)	(85,110)
Non-current liabilities	非流動負債	-	-
Net assets excluding non-controlling interests	除非控股股東權益以外的資產淨值	363,289	315,427
Net assets, excluding goodwill	資產淨值，不包含商譽	363,289	315,427
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司的權益進行對賬：		
Proportion of the Group's ownership	本集團所佔所有權比例	58.83%	58.83%
Group's share of net assets of the associate, excluding goodwill	本集團應佔聯營公司資產淨值，不包含商譽	213,723	185,576
Goodwill on acquisition	收購時商譽	149,783	149,783
Carrying amount of the investment	投資的賬面值	363,506	335,359
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Profit for the year	年內利潤	50,839	34,538
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	50,839	34,538
Carrying amount of the Group's investment in the associate	本集團於聯營公司投資的賬面值	363,506	335,359

23. 於聯營公司的投資 (續)

(iii) 優依購 (續)

下表列示優依購已就會計政策的任何差別及與綜合財務報表的賬面值對賬作出調整後的財務資料概要：

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24. FINANCIAL INVESTMENTS

24. 金融投資

			31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Equity investments designated at fair value through other comprehensive income:	指定為以公允價值計量且其變動計入其他全面收益的權益投資：			
Listed equity investments	上市權益投資	(i)	868,788	923,245
Unlisted equity investments	非上市權益投資	(i)	651,745	573,967
			1,520,533	1,497,212
Financial assets at fair value through profit or loss:	以公允價值計量且其變動計入損益的金融資產：			
Listed equity investments	上市權益投資	(ii)	28,028	3,001
Other unlisted investments	其他非上市投資	(iii)	10,712	206,000
			38,740	209,001
			1,559,273	1,706,213

Notes:

- (i) The equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature. In August 2020, the Group sold a listed equity investment as this investment no longer coincided with the Group's investment strategy. The fair value on the date of sale was RMB141,660,000 and the accumulated gain recognised in other comprehensive income of RMB93,148,000 was transferred to retained earnings.

During the year ended 31 December 2020, the Group received dividends in the amounts of RMB15,008,000 (2019: RMB26,143,000) from invested companies.

As at 31 December 2020, none of the Group's unlisted equity investment (2019: RMB361,426,000) was pledged as security for the Group's bank loans as further detailed in note 33.

- (ii) The above equity investments were classified as financial assets at fair value through profit or loss as they were held for trading.
- (iii) The unlisted investments at 31 December 2020 were wealth management products and precious metal products purchased from banks in Mainland China. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

附註：

- (i) 由於本集團認為該等投資屬於策略性投資，因此權益投資不可撤銷地指定為以公允價值計量且其變動計入其他全面收益。於2020年8月，本集團出售一項上市權益投資，乃由於此項投資與本集團的投資策略不再一致。於出售日期的公允價值為人民幣141,660,000元，而於其他全面收益確認的累計收益人民幣93,148,000元已轉撥至留存盈利。

截至2020年12月31日止年度，本集團自己投資公司收取股息人民幣15,008,000元（2019年：人民幣26,143,000元）。

於2020年12月31日，本集團並無非上市權益投資（2019年：人民幣361,426,000元）作為本集團銀行貸款的抵押（於附註33進一步詳述）。

- (ii) 上述權益投資乃持作買賣，故分類為以公允價值計量且其變動計入損益的金融資產。
- (iii) 於2020年12月31日的非上市投資為中國大陸的銀行購買之理財產品及貴金屬產品。由於其合約現金流量不僅僅為支付本金及利息，因此該等投資被強制歸類為以公允價值計量且其變動計入損益的金融資產。

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25. DEFERRED TAX

Movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

		Fair value adjustment arising from acquisition of a subsidiary	Revaluation of equity investments at fair value through other comprehensive income	Revaluation of investment properties	Deemed disposal of equity investments at fair value through other comprehensive income	Deemed disposal of a subsidiary	Deemed disposal of an associate	Amortisation of prepaid land lease payments	Withholding taxes	Capitalisation of borrowing costs	Total
		收購附屬公司產生的公允價值調整	重估指定為以公允價值計量且其變動計入其他全面收益的權益投資	重估投資物業	視同處置指定為以公允價值計量且其變動計入其他全面收益的權益投資	視同處置附屬公司	視同處置聯營公司	預付土地租賃款項攤銷	預扣稅項	資本化借貸成本	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	1,304,912	(32,833)	1,868,218	7,380	174,096	12,067	25,310	60,824	462,225	3,882,199
Deferred tax debited/(credited) to equity during the year	年內扣除/(計入)權益的遞延稅項	-	47,139	199,033	-	-	-	-	-	-	246,172
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 14)	年內於綜合損益表扣除/(計入)的遞延稅項(附註14)	(59,078)	-	108,780	-	-	-	-	27,905	32,285	109,892
At 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	1,245,834	14,306	2,176,031	7,380	174,096	12,067	25,310	88,729	494,510	4,238,263
Deferred tax debited/(credited) to equity during the year	年內扣除/(計入)權益的遞延稅項	-	8,328	-	-	-	-	-	-	-	8,328
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 14)	年內於綜合損益表扣除/(計入)的遞延稅項(附註14)	38,119	-	(80,041)	-	(77,327)	(5,360)	-	25,503	(38,110)	(136,216)
At 31 December 2020	於2020年12月31日	1,284,953	22,634	2,095,990	7,380	96,769	6,707	25,310	114,232	456,400	4,110,375

25. 遞延稅項

以下是年內遞延稅項負債及資產的變動情況：

遞延稅項負債

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25. DEFERRED TAX (continued)

Deferred tax assets

		Provisions and accruals	Provision for retirement benefits	Impairment of current assets	Expensed contract liabilities	Lease liabilities	Losses available for offsetting against future taxable profits	Unrealized intercompany transaction profit	Advance from customers	Total
		撥備及 預提費用	退休福利 撥備	流動資產 減值	已支銷 合約負債	租賃負債	可供抵銷 未來應課稅 利潤的虧損	未變現 內部銷售利潤	客戶墊款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於2019年1月1日	70,410	2,265	23,025	5,657	-	81,918	397,924	6,236	587,435
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (note 14)	年內於綜合損益表 計入/(扣除)的 遞延稅項 (附註14)	34,252	(389)	8,279	(1,880)	24,293	11,685	(36,154)	9,749	49,835
At 31 December 2019 and 1 January 2020	於2019年12月31日及 2020年1月1日	104,662	1,876	31,304	3,777	24,293	93,603	361,770	15,985	637,270
Deferred tax credited/(charged) to the consolidated statement of profit or loss during the year (note 14)	年內於綜合損益表 計入/(扣除)的 遞延稅項 (附註14)	(7,022)	(342)	16,150	(3,777)	27,262	9,446	(42,191)	3,605	3,131
At 31 December 2020	於2020年12月31日	97,640	1,534	47,454	-	51,555	103,049	319,579	19,590	640,401

The Group had tax losses of approximately RMB3,661,563,000 as at 31 December 2020 (31 December 2019: RMB3,069,563,000), that will expire in one to five years for offsetting against future taxable profits.

本集團於2020年12月31日持有約人民幣3,661,563,000元(2019年12月31日: 人民幣3,069,563,000元)的稅項虧損, 該等用於抵銷未來應課稅利潤的稅項虧損將於一至五年內屆滿。

25. 遞延稅項 (續)

遞延稅項資產

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25. DEFERRED TAX (continued)

Deferred tax assets have not been recognised in respect of the following items:

Tax losses

稅項虧損

**31 December
2020
2020年
12月31日
RMB'000
人民幣千元**

31 December
2019
2019年
12月31日
RMB'000
人民幣千元

3,249,367

2,695,151

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

The Group has recognised deferred tax assets in respect of tax losses of approximately RMB24,286,000 in 2020 (2019: RMB7,039,000), the utilisation of which is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences. The amount of deferred tax assets is based on the profit forecast approved by the management of the Group.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the application rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

As at 31 December 2020, the deferred tax liabilities of undistributed profits not provided for amounted to RMB522,633,000 (31 December 2019: RMB463,125,000).

25. 遞延稅項(續)

遞延稅項資產並無就下列項目進行確認：

並無就該等虧損確認遞延稅項資產，乃因產生虧損的附屬公司已虧損一段時間，並認為不大可能會產生足夠的應課稅利潤以抵銷稅項虧損。

本集團於2020年就稅項虧損確認遞延稅項資產約人民幣24,286,000元（2019年：人民幣7,039,000元），該遞延稅項資產是否動用取決於未來的應課稅利潤超過現有的應課稅暫時差額撥回所產生的利潤。遞延稅項資產的金額基於經本集團管理層批准的盈利預測計算。

根據中國企業所得稅法，外國投資者從位於中國大陸的外商投資企業獲得的股息需按照10%的稅率徵收預提所得稅，該規定於2008年1月1日起生效，適用於2007年12月31日後的盈利。倘中國政府與該外國投資者所處司法權區存在稅收協定，可適用較低預提所得稅稅率。本集團適用稅率為5%。因此，本集團於中國大陸成立的附屬公司就於2008年1月1日之後產生的盈利分派股息時將繳納預提所得稅。

於2020年12月31日，未計提撥備的未分配利潤遞延稅項負債為人民幣522,633,000元（2019年12月31日：人民幣463,125,000元）。

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26. INVENTORIES

26. 存貨

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Merchandise for resale	可轉售商品	270,047	212,221
Provision against slow-moving inventories	存貨跌價撥備	(5,599)	(6,922)
		264,448	205,299

Movements in the provision against slow-moving inventories are as follows:

存貨的跌價撥備變動如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At 1 January	於1月1日	6,922	6,940
Amount written off during the year	年內核銷	(1,323)	(18)
At 31 December	於12月31日	5,599	6,922

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27. PROPERTIES UNDER DEVELOPMENT

27. 發展中物業

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Land lease prepayments, at cost	土地租賃預付款 (按成本)			
At 1 January	於1月1日		1,508,411	1,854,694
Additions	添置		429,028	–
Acquisition of a subsidiary	收購一間附屬公司	37	1,319,599	–
Transfer to right-of-use assets	轉撥至使用權資產	19(a)	–	(33,450)
Transfer to completed properties held for sale	轉撥至持有待售已落成物業		(334,077)	(337,466)
Transfer from investment properties	從投資物業轉入	18	–	24,633
At 31 December	於12月31日		2,922,961	1,508,411
Development expenditure, at cost	開發支出 (按成本)			
At 1 January	於1月1日		4,590,744	3,831,576
Additions	添置		848,722	1,578,604
Acquisition of a subsidiary	收購一間附屬公司	37	57,918	–
Transfer to property, plant and equipment	轉撥至物業、廠房及設備	17	(485,562)	(111,422)
Transfer to completed properties held for sale	轉撥至持有待售已落成物業		(2,099,648)	(708,014)
Impairment	減值	11	(64,323)	–
At 31 December	於12月31日		2,847,851	4,590,744
			5,770,812	6,099,155

The Group's properties under development are held under medium term leases and are situated in Mainland China.

本集團的發展中物業乃根據中期租約持有，並位於中國大陸。

Details of the Group's properties under development pledged to secure the Group's interest-bearing bank loans are set out in note 33.

本集團為其計息銀行貸款作抵押的已質押發展中物業的詳情載於附註33。

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28. TRADE AND BILLS RECEIVABLES

28. 應收貿易款項及票據

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Trade and bills receivables	應收貿易款項	30,626	28,742
Impairment	減值	(19,611)	(20,144)
		11,015	8,598

The Group's revenue from the direct sales of merchandise are mainly on a cash basis. The credit terms offered to customers of the Group's sale of properties are generally three months to one year. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade and bills receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and bills receivable balances. Trade and bills receivables are non-interest-bearing.

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice dates, is as follows:

本集團直接銷售商品的收入主要以現金為基準，本集團的物業銷售提供予客戶的信貸期一般為三個月至一年。每位客戶均有最高信貸額度。本集團尋求對未償還應收賬款保持嚴格控制，並設有信貸控制部門以降低信貸風險。高級管理層會定期檢視逾期結餘。鑒於上文所述及本集團應收貿易款項及票據涉及大量多樣化客戶的事實，故並無重大集中信貸風險。本集團並無就應收貿易款項及票據等結餘持有任何抵押品或其他增強信貸措施。應收貿易款項及票據不計息。

於報告期末，應收貿易款項及票據按發票日期的賬齡分析如下：

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Within 60 days	60日內	8,247	3,356
61 to 90 days	61至90日	238	998
91 to 180 days	91至180日	242	1,838
181 to 270 days	181至270日	110	202
271 to 360 days	271至360日	662	290
Over 360 days	超過360日	21,127	22,058
		30,626	28,742
Impairment	減值	(19,611)	(20,144)
		11,015	8,598

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28. TRADE AND BILLS RECEIVABLES (continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At 1 January	於1月1日	20,144	20,135
Impairment (reversed)/provided (note 11)	減值(撥回)/撥備(附註11)	(533)	9
At 31 December	於12月31日	19,611	20,144

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by product type and customer type and rating). The calculation reflects the reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2020

		Past due 逾期				Total 總計
		1 to 6 months 1至6個月	6 months to 1 year 6個月至1年	1 year to 3 years 1至3年	Over 3 years 超過3年	
Expected credit loss rate	預期信貸虧損利率	0.1%	0.2%	0.5%	100%	
Gross carrying amount (RMB'000)	賬面總值(人民幣千元)	8,727	772	1,535	19,592	30,626
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)	9	2	8	19,592	19,611

As at 31 December 2019

		Past due 逾期				Total 總計
		1 to 6 months 1至6個月	6 months to 1 year 6個月至1年	1 year to 3 years 1至3年	Over 3 years 超過3年	
Expected credit loss rate	預期信貸虧損利率	0.1%	0.2%	0.5%	100%	
Gross carrying amount (RMB'000)	賬面總值(人民幣千元)	6,192	492	1,931	20,127	28,742
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)	6	1	10	20,127	20,144

28. 應收貿易款項及票據(續)

應收貿易款項的減值虧損撥備變動如下：

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於擁有類似虧損模式的多個客戶分部分組(即產品類別、客戶類別及評級)的逾期日數計算。該計算反映於報告日期可得的有關過往事件、當前條件及未來經濟狀況預測的合理及可靠資料。

下文載列有關本集團採用撥備矩陣計量的應收貿易款項的信貸風險資料：

於2020年12月31日

於2019年12月31日

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29. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

29. 預付款項、其他應收款項及其他資產

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Non-current assets	非流動資產		
Prepayments	預付款項	166,485	623,248
Current assets	流動資產		
Prepayments	預付款項	330,945	257,715
Deposits and other receivables from non-related companies	來自非關聯公司的按金及其他應收款項	1,499,321	1,689,445
Deposits and other receivables from related companies	來自關聯公司的按金及其他應收款項	837,315	1,357,013
Loans to third parties	授予第三方的貸款	-	700
		2,667,581	3,304,873
Impairment of other receivables from non-related companies	來自非關聯公司的其他應收款項減值	(62,994)	(57,288)
Impairment of other receivables from related companies	來自關聯公司的其他應收款項減值	(86,989)	(92,186)
		(149,983)	(149,474)
		2,517,598	3,155,399

The movements in the loss allowance for impairment of other receivables are as follows:

其他應收款項減值虧損撥備變動如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At 1 January	於1月1日	149,474	58,998
Impairment provided (note 11)	減值撥備(附註11)	5,301	104,117
Amount written off during the year	年內核銷	(4,792)	(13,641)
At 31 December	於12月31日	149,983	149,474

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29. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

The balances due from related companies included in the above are as follows:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Associates	聯營公司	168,591	158,191
Immediate holding company	直接控股公司	26,307	27,836
Fellow subsidiaries	同系附屬公司	126,406	104,642
Non-controlling shareholders of subsidiaries	附屬公司的非控股股東	-	550,333
A company significantly influenced by a director of the Company	一家受本公司董事重大影響的公司	516,011	516,011
Impairment of other receivables from related companies	來自關聯公司的其他應收款項減值	(86,989)	(92,186)
		750,326	1,264,827

Included in the balances due from associates is an amount of RMB158,079,000 due from Commercial City, which includes the loans and the related interest receivable at the amount of RMB157,336,967 (31 December 2019: RMB147,808,377). The loans bear interest at 6.5% to 10% per annum and are repayable in one year. During the year, the interest income generated from the loans was RMB8,989,000 (2019: RMB8,965,000).

The remaining balances due from associates and other related companies are unsecured, interest-free and repayable on demand.

29. 預付款項、其他應收款項及其他資產(續)

上文所載應收關聯公司結餘如下：

應收聯營公司結餘中包括應收商業城之金額人民幣158,079,000元，其中包括貸款及應收相關利息金額人民幣157,336,967元（2019年12月31日：人民幣147,808,377元）。貸款按年利率6.5%-10%計息，且須於一年內還款。年內，貸款所產生的利息收入為人民幣8,989,000元（2019年：人民幣8,965,000元）。

應收聯營公司及其他關聯公司款項的餘下部分為無抵押、免息及於要求時償還。

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29. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

As at 31 December 2020, financial assets included in prepayments, other receivables and other assets were in Stage 1, and a provision for impairment of RMB149,983,000 was provided. Details of impairment assessment of financial assets included in prepayments, other receivables and other assets for the year ended 31 December 2020 are set out in note 43.

The impairment of other receivables from related companies amounted to RMB86,989,000 at 31 December 2020, which includes the impairment of the balances due from Shenyang Maoye Property Co., Ltd., Shenzhen Demao Investment Enterprises and Shenzhen Hezhengmao Investment Enterprise at the amounts of RMB55,457,000, RMB20,626,000, RMB8,248,000 (31 December 2019: RMB55,457,000, RMB20,626,000 and RMB8,248,000), respectively.

The carrying amounts of the remaining other receivables that were neither past due nor impaired relate to other debtors for whom there was no recent history of default.

30. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	1,046,689	1,232,571
Pledged deposits	定期存款	245,919	208,265
		1,292,608	1,440,836
Less: Pledged bank balances for construction in progress	減：為在建工程抵押的銀行結餘	(94,836)	(119,963)
Pledged bank balances for mortgages	為按揭抵押的銀行結餘	(45,180)	(52,128)
Pledged time deposits for housing fund loans	為住房公積金貸款抵押的定期存款	(52)	(11,160)
Pledged bank balances for bank loans	為銀行貸款抵押的銀行結餘	(96,300)	(10,000)
Frozen bank deposits	已凍結銀行存款	(9,528)	(15,014)
Others	其他	(23)	-
Cash and cash equivalents	現金及現金等價物	1,046,689	1,232,571

29. 預付款項、其他應收款項及其他資產(續)

於2020年12月31日，計入預付款項、其他應收款項及其他資產的金融資產處於第一階段，已計提減值撥備人民幣149,983,000元。有關截至2020年12月31日止年度計入預付款項、其他應收款項及其他資產的金融資產的減值評估詳情載於附註43。

於2020年12月31日，來自關聯公司的其他應收款項減值為人民幣86,989,000元，包括分別來自瀋陽茂業置業有限公司、深圳德茂投資企業及深圳合正茂投資企業的減值結餘人民幣55,457,000元、人民幣20,626,000元及人民幣8,248,000元（2019年12月31日：人民幣55,457,000元、人民幣20,626,000元及人民幣8,248,000元）。

未逾期亦未減值的剩餘其他應收款項賬面價值與其他近期不曾拖欠任何付款的債務人有關。

30. 現金及現金等價物以及抵押存款

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30. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (continued)

The Group's cash and cash equivalents and pledged deposits were denominated in the following currencies:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
RMB	人民幣	1,239,748	1,435,866
Hong Kong dollar	港元	3,057	2,399
United States dollar	美元	49,775	2,542
Great British pound	英鎊	10	10
Singapore dollar	新加坡元	18	19
		1,292,608	1,440,836

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB1,292,608,000 (31 December 2019: RMB1,440,836,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one month and six months depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances and bank deposits are deposited with creditworthy banks with no recent history of default.

30. 現金及現金等價物以及抵押存款 (續)

本集團的現金及現金等價物以及抵押存款乃以下列貨幣列示：

截至報告期末，本集團以人民幣計值的現金及銀行結餘為人民幣1,292,608,000元（2019年12月31日：人民幣1,440,836,000元）。人民幣無法自由兌換成其他貨幣，然而，根據中國大陸《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准通過經授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按照每日銀行存款利率賺取浮動利息。定期存款期限介乎1至6個月不等，視乎本集團的即時現金需求而定，並以相應的定期存款利率賺取利息。銀行結餘和銀行存款已存入近期並無拖欠史、信譽良好的銀行中。

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31. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Within 90 days	90天以內	2,029,504	2,100,267
91 to 180 days	91天至180天	71,812	25,935
181 to 360 days	181天至360天	24,375	4,881
Over 360 days	360天以上	340,526	502,609
		2,466,217	2,633,692

The trade payables are non-interest-bearing and are normally settled within 90 days.

The Group's bills payable amounted to RMB121,318,000 as at 31 December 2020 (31 December 2019: RMB162,806,000).

31. 應付貿易款項及票據

應付貿易款項及票據在報告期末按發票日的賬齡分析如下：

	31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
	2,029,504	2,100,267
	71,812	25,935
	24,375	4,881
	340,526	502,609
	2,466,217	2,633,692

應付貿易款項為免息，並一般於90天內結清。

於2020年12月31日，本集團的應付票據為人民幣121,318,000元（2019年12月31日：人民幣162,806,000元）。

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32. CONTRACT LIABILITIES, DEPOSITS RECEIVED, ACCRUALS AND OTHER PAYABLES

32. 合約負債、已收按金、應計費用及其他應付款項

		Notes 附註	31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Contract liabilities	合約負債	(a)	2,201,229	4,727,033
Deferred revenue	遞延收入		107,709	143,222
Deposits received	已收按金		677,892	674,654
Accrued operating lease rental expenses	預提經營租金開支		86,019	65,080
Accrued utilities	預提公用設施開支		30,146	25,352
Accrued liabilities	預提費用		217,720	203,775
Accrued staff costs	預提僱員開支		44,497	51,510
Provision for coupon liabilities	折扣券負債撥備		74,493	93,039
Value-added tax and other tax payables	增值稅及其他應繳稅項		284,047	395,967
Payables for construction	建設工程應付款項		2,182,906	2,213,343
Loans from the immediate holding company	來自直接控股公司的貸款	(b)	487,879	350,911
Loans from fellow subsidiaries	來自同系附屬公司的貸款	(b)	3,503,561	494,933
Loan from a company significantly influenced by a director of the Company	來自受本公司董事重大影響的公司的貸款	(b)	667,645	574,069
Balance due to the non-controlling shareholders of a subsidiary	應付一間附屬公司非控股股東的結餘	(b)	-	208,039
Other payables	其他應付款項	(c)	1,207,986	1,003,698
			11,773,729	11,224,625

Notes:

附註：

(a) Details of contract liabilities are as follows:

(a) 合約負債詳情如下：

		31 December 2020 2020年12月31日 RMB'000 人民幣千元	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
Sale of properties	出售物業	1,077,973	3,509,900	3,299,401
Sale of prepaid cards	出售預付卡	1,123,256	1,217,133	1,306,714
Total contract liabilities	合約負債總計	2,201,229	4,727,033	4,606,115

Contract liabilities include advances received to deliver properties and presale of prepaid cards. The decrease in contract liabilities in 2020 and 2019 was mainly due to the decrease in short-term advances received from customers in relation to the sale of properties at the end of the year.

合約負債包括就交付物業及預售預付卡收取的墊款。2020年及2019年合約負債減少主要由於年底就出售物業收取的客戶短期墊款減少。

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32. CONTRACT LIABILITIES, DEPOSITS RECEIVED, ACCRUALS AND OTHER PAYABLES (continued)

Notes: (continued)

(b) The balances due to related companies included in the above are as follows:

		31 December 2020 2020年12月31日 RMB'000 人民幣千元	31 December 2019 2019年12月31日 RMB'000 人民幣千元
Associates	聯營公司	4,325	4,172
The immediate holding company	直接控股公司	495,835	359,357
Fellow subsidiaries	同系附屬公司	3,511,939	503,829
A non-controlling shareholder of a subsidiary	一間附屬公司的非控股股東	-	230,384
Companies significantly influenced by a director of the Company	受本公司董事重大影響的公司	667,645	574,069
		4,679,744	1,671,811

Included in the balance due to the immediate holding company is an amount of RMB487,879,000 (31 December 2019: RMB350,911,000) which includes the loan from Maoye Department Store Investment Limited of RMB419,098,000 and the related interest at 7.00% per annum.

Included in the balances due to fellow subsidiaries is an amount of RMB3,503,561,000 (31 December 2019: RMB494,933,000) which includes the loan from Shenzhen Maoye (Group) Co., Ltd ("Shenzhen Maoye Group") of RMB3,250,460,000, the loan from Maoye Group Limited of RMB138,361,390 and the related interest payable. The loan of RMB3,250,460,000 bears interest at 4.75% per annum and the loan of RMB138,361,390 bears interest at 7.00% per annum.

The loans mentioned above are all repayable in one year. During the year, the loan interest expenses amounted to RMB131,615,000 (2019: RMB40,562,000).

Included in the balance due to companies significantly influenced by a director of the Company is an amount of RMB667,645,000 (31 December 2019: RMB574,069,000) which includes a loan amounting to RMB200,000,000 and the related interest and penalty payable. The loan bears interest at 8.79% per annum and an interest penalty at 0.05% per day. During the year, the loan interest and penalty expenses were RMB17,882,000 and RMB55,736,000 (2019: RMB21,476,000 and RMB54,871,000), respectively.

The remaining balances due to related companies are unsecured, interest-free and repayable on demand.

(c) The other payables are non-interest-bearing and will generally mature within one year.

32. 合約負債、已收按金、應計費用及其他應付款項(續)

附註：(續)

(b) 計入上文的應付關聯公司結餘如下：

	31 December 2020 2020年12月31日 RMB'000 人民幣千元	31 December 2019 2019年12月31日 RMB'000 人民幣千元
應付直接控股公司結餘中包括一筆人民幣487,879,000元(2019年12月31日：人民幣350,911,000元)的金額，包括來自Maoye Department Store Investment Limited的貸款人民幣419,098,000元及按年利率7.00%計算的相關利息。		
應付同系附屬公司結餘中包括一筆人民幣3,503,561,000元(2019年12月31日：人民幣494,933,000元)，包括來自深圳茂業(集團)股份有限公司(「深圳茂業集團」)的貸款人民幣3,250,460,000元、來自茂業集團有限公司的貸款人民幣138,361,390元及相關應付利息。人民幣3,250,460,000元的貸款按年利率4.75%計息，而人民幣138,361,390元的貸款按年利率7.00%計息。		
上述貸款均須於一年內償還。年內，貸款利息開支為人民幣131,615,000元(2019年：人民幣40,562,000元)。		
應付受本公司董事重大影響的公司結餘中包括人民幣667,645,000元(2019年12月31日：人民幣574,069,000元)，該金額包括貸款人民幣200,000,000元及應付相關利息及罰金。貸款按年利率8.79%計息及每天0.05%的罰息。年內，貸款利息及罰金支出分別為人民幣17,882,000元及人民幣55,736,000元(2019年：人民幣21,476,000元及人民幣54,871,000元)。		
應付關聯公司結餘的餘下部分為無抵押、免息，於要求時償還。		
(c) 其他應付款項為免息，一般於一年內到期。		

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33. INTEREST-BEARING BANK LOANS AND OTHER BORROWINGS

33. 計息銀行貸款及其他借款

		31 December 2020 2020年12月31日			31 December 2019 2019年12月31日		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元
Current	即期						
Interest-bearing bank loans	計息銀行貸款						
- secured	- 有抵押	4.50-6.09	2021	2,609,436	4.45-7.90	2020	3,184,681
Current portion of long term interest-bearing bank loans	長期計息銀行貸款的即期部分						
- secured	- 有抵押	4.90-6.52	2021	2,378,005	4.90-9.50	2020	4,540,000
USD senior notes - secured (a)	美元優先票據-有抵押(a)	-	-	-	13.25	2020	1,549,700
				4,987,441			9,274,381
Non-current	非即期						
Non-current portion of interest-bearing bank loans	計息銀行貸款的非即期部分						
- secured	- 有抵押	4.90-6.52	2022-2035	8,759,040	4.90-9.50	2021-2033	6,842,500
Corporate bonds - unsecured (b)	公司債券-無抵押(b)	4.79-4.94	2022-2023	595,978	7.50	2021	3,031
				9,355,018			6,845,531
				14,342,459			16,119,912

		31 December 2020 2020年12月31日 RMB'000 人民幣千元		31 December 2019 2019年12月31日 RMB'000 人民幣千元	
Analysed into:	分析如下：				
Bank and other loans repayable:	銀行及其他應償還貸款：				
Within one year	一年內	4,987,441		9,274,381	
In the second year	於第二年	3,442,650		2,588,031	
In the third to fifth years, inclusive	於第三年至第五年 (含首尾兩年在內)	3,324,568		3,048,000	
Beyond five years	於五年以上	2,587,800		1,209,500	
		14,342,459		16,119,912	

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財務報表附註

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33. INTEREST-BEARING BANK LOANS AND OTHER BORROWINGS (continued)

Notes:

(a) On September and October 2018, the Company issued senior notes with a principal amount of US\$150,000,000 and US\$100,000,000. The USD senior notes bear interest at 13.25% per annum, payable semi-annually on 27 March and 27 September, and will mature on 27 September 2020, unless redeemed earlier. The offering price is 100% of the principal amount. On 14 November 2018 and 17 November 2018, the Company redeemed part of the USD senior notes with a total principal amount of RMB191,996,000 from the open market. During the year ended at 31 December 2020, the Company redeemed all of the USD senior notes with a total principal amount of RMB1,549,700,000 from the open market, incurring a loss of RMB4,546,000 from the redemption.

(b) On 6 January 2016, Shenzhen Maoye Shangsha completed the issuance of a corporate bond with a total principal amount of RMB1,700,000,000 on the Shanghai Stock Exchange of the PRC. The corporate bond carries interest at 7.5% per annum (2019: 7.5%), payable annually on 5 January in arrears, and has a term of up to 5 years at maximum. The bond is embedded with a right for the issuer to adjust par interest rate and a right for investors to repurchase the bond at the end of the third year. On 29 December 2020, the Group remitted the corporated bond with the remaining amount of RMB3,031,000 to the reserves account of the Shanghai Branch of China Securities Depository and Clearing Corporation Limited.

On 4 August 2020, Shenzhen Maoye Shangsha completed the issuance of bonds with a total principal amount of RMB600,000,000 on the Shanghai Stock Exchange of the PRC. The corporate bonds were issued in two categories. Category 1 carries interest at 4.79% per annum, payable annually on 4 August in arrears, and has a term of up to 2 years at maximum. Category 2 carries interest at 4.94% per annum, payable annually on 4 August in arrears, and has a term of up to 3 years at maximum.

The carrying amount of the corporate bonds as at 31 December 2020 was RMB595,978,000.

33. 計息銀行貸款及其他借款(續)

附註：

(a) 於2018年9月及10月，本公司發行本金額為150,000,000美元及100,000,000美元的優先票據。美元優先票據按年利率13.25%計息，於3月27日及9月27日每半年支付一次，除非提前贖回，否則將於2020年9月27日到期。發行價為100%本金額。於2018年11月14日及2018年11月17日，本公司透過公開市場購入本金總額為人民幣191,996,000元的美元優先票據。截至2020年12月31日止年度，本公司透過公開市場購入本金總額為人民幣1,549,700,000元的所有美元優先票據，自贖回產生人民幣4,546,000元的虧損。

(b) 於2016年1月6日，深圳茂業商廈於中國上海證券交易所完成發行一份本金總額為人民幣1,700,000,000元的公司債券。公司債券按年利率7.5%（2019年：7.5%）計息，於每年1月5日支付，且最大期限為5年。債券包含發行人可調整票面利率的權利，及投資者於第三年年末可購回債券的權利。於2020年12月29日，本集團已將餘下本金額為人民幣3,031,000元的公司債券匯出至中國證券登記結算公司上海分公司（備付金）賬戶。

於2020年8月4日，深圳茂業商廈於中國上海證券交易所完成發行一份本金總額為人民幣600,000,000元的公司債券。公司債券按兩個類別發行。類別1按4.79%的年利率計息、分期於每年的8月4日支付，年期最多為兩年。類別2按4.94%的年利率計息、分期於每年的8月4日支付，年期最多為三年。

於2020年12月31日，公司債券的賬面值為人民幣595,978,000元。

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33. INTEREST-BEARING BANK LOANS AND OTHER BORROWINGS (continued)

Notes: (continued)

- (c) Certain of the Group's bank loans are secured by:
- (i) certain land and buildings of the Group with a net carrying amount of approximately RMB3,872,792,000 (31 December 2019: RMB3,402,100,000);
 - (ii) certain investment properties of the Group with a net carrying amount of approximately RMB9,178,429,000 (31 December 2019: RMB8,394,183,000);
 - (iii) certain land lease prepayments of the Group with a net carrying amount of approximately RMB1,731,669,000 (31 December 2019: RMB367,287,000);
 - (iv) certain properties under development of the Group with a net carrying amount of approximately RMB451,095,000 (31 December 2019: RMB103,262,000); and
 - (v) certain stocks of Maoye Commercial with a carrying amount of RMB764,650,000 (31 December 2019: RMB2,893,380,000).
- (d) Except for the secured bank loan of RMB101,055,000 (31 December 2019: RMB107,281,000) which are denominated in Hong Kong dollars, all borrowings are in RMB.
- (e) Except for bank loans with a carrying amount of RMB6,867,000,000 (31 December 2019: RMB8,030,731,000) at fixed interest rates, all borrowings bear interest at floating interest rates.

33. 計息銀行貸款及其他借款 (續)

附註：(續)

- (c) 本集團的若干銀行貸款由以下資產抵押：
- (i) 本集團賬面淨值約為人民幣3,872,792,000元(2019年12月31日：人民幣3,402,100,000元)的若干土地及樓宇；
 - (ii) 本集團賬面淨值約為人民幣9,178,429,000元(2019年12月31日：人民幣8,394,183,000元)的若干投資性物業；
 - (iii) 本集團賬面淨值約為人民幣1,731,669,000元(2019年12月31日：人民幣367,287,000元)的若干土地租賃預付款；
 - (iv) 本集團賬面淨值約為人民幣451,095,000元(2019年12月31日：人民幣103,262,000元)的若干發展中物業；及
 - (v) 茂業商業的賬面值人民幣764,650,000元(2019年12月31日：人民幣2,893,380,000元)的若干股份。
- (d) 除人民幣101,055,000元(2019年12月31日：人民幣107,281,000元)的有抵押銀行貸款以港元計值外，所有借款均為人民幣。
- (e) 除賬面值為人民幣6,867,000,000元(2019年12月31日：人民幣8,030,731,000元)的銀行貸款按固定利率計息外，所有借款均按浮動利率計息。

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33. INTEREST-BEARING BANK LOANS AND OTHER BORROWINGS (continued)

Notes: (continued)

In addition, Shenzhen Maoye Group, Mr. Huang Mao Ru and Mrs. Huang Jingzhang (spouse of Mr. Huang Mao Ru), Mr. Zou Zhao Bin and Mrs. Chen Liping (spouse of Mr. Zou Zhao Bin), Mr. Lin Zhen Xiong, Chongqing Maoye Real Estate Co., Ltd. have guaranteed certain of the Group's bank loans with a total amount of RMB6,881,433,000 (31 December 2019: RMB9,404,181,000) as at the end of the reporting year.

The Group had the following undrawn banking facilities at the year end:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Amount of undrawn banking facilities	尚未使用的銀行授信額度	961,210	627,600

34. PROVISION FOR RETIREMENT BENEFITS

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Defined benefit obligations	界定福利責任	7,548	8,916
Less: Current portion of retirement benefits	減：退休福利的流動部分	(693)	(830)
		6,855	8,086

The Group and the Company provide certain of the eligible staff with post-retirement benefits pursuant to a retirement benefit plan. The plan is funded solely by the Group on an actual payment basis.

The latest actuarial valuation of the plan was carried out on 31 December 2020 by the Willis Towers Watson Company, using the projected unit credit actuarial valuation method.

33. 計息銀行貸款及其他借款(續)

附註：(續)

此外，於報告年末，深圳茂業(集團)、黃茂如先生和張靜女士(黃茂如先生的配偶)、鄒招斌先生及陳麗平女士(鄒招斌先生的配偶)、林貞雄先生、重慶茂業地產有限公司為本集團總額為人民幣6,881,433,000元(2019年12月31日：人民幣9,404,181,000元)的若干銀行貸款提供擔保。

年末，本集團存在下列未使用的銀行授信額度：

34. 退休福利撥備

本集團及本公司按退休福利計劃向符合條件的員工提供退休福利。該計劃完全由本集團按實報實銷基準提供資金。

計劃的最新精算估值是由Willis Towers Watson Company在2020年12月31日使用預期單位信貸精算估值法實施。

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34. PROVISION FOR RETIREMENT BENEFITS (continued)

The principal actuarial assumption used as at the end of the reporting period is as follows:

		31 December 2020 2020年 12月31日	31 December 2019 2019年 12月31日
Discount rate (%)	折現率(%)	3.25%	3.25%

A quantitative sensitivity analysis for significant assumptions as at 31 December 2020 is shown below:

	Increase in rate%	Decrease in net defined benefit obligation	Decrease in rate %	Increase in net defined benefit obligation
	比率上升	界定福利責任 淨額減少	比率下降	界定福利責任 淨額增加
Discount rate	0.25%	(151)	0.25%	157

The sensitivity analysis above has been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The total expenses recognised in the consolidated statement of profit or loss and the consolidated statement of comprehensive income in respect of the plan are as follows:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Interest cost	利息成本	277	281
Net benefit expenses	福利開支淨額	277	281
Recognised in finance costs	於融資成本確認	277	281

34. 退休福利撥備 (續)

於報告期末所採用的主要精算假設載列如下：

	31 December 2020 2020年 12月31日	31 December 2019 2019年 12月31日
Discount rate (%)	3.25%	3.25%

於2020年12月31日，重大假設的定量敏感度分析列示如下：

	Increase in rate%	Decrease in net defined benefit obligation	Decrease in rate %	Increase in net defined benefit obligation
	比率上升	界定福利責任 淨額減少	比率下降	界定福利責任 淨額增加
Discount rate	0.25%	(151)	0.25%	157

上述敏感度分析是根據主要假設於報告期末發生的合理變動對界定福利責任淨額之影響的推斷方法而確定。

於綜合損益表及綜合全面收益表確認的有關計劃總支出如下：

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34. PROVISION FOR RETIREMENT BENEFITS (continued)

The movements in the present value of the defined benefit obligations are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At 1 January	於1月1日	8,916	9,049
Interest cost	利息成本	277	281
Pension payments made	已付退休金	(669)	(965)
Benefit expenses (reversed)/recognised in other comprehensive income	於其他全面收益 (撥回) / 確認的福利開支	(976)	551
At 31 December	於12月31日	7,548	8,916

34. 退休福利撥備 (續)

界定福利責任的現值變動如下：

The movements in the defined benefit obligations and the fair value of plan assets are as follows:

2019

界定福利責任及計劃資產公允價值變動如下：

2019年

		Pension cost charged to profit or loss 計入損益的退休金成本			Remeasurement gains in other comprehensive income 計入其他全面收益的重新計量收益			31 December 2019	
		1 January 2019	Net interest	Sub-total included in profit or loss	Benefit paid	Actuarial changes arising from changes in financial assumptions 因財務 假設變更 而作出的	Experience adjustments		Sub-total included in other comprehensive income
		於2019年 1月1日 RMB'000 人民幣千元	利息淨額 RMB'000 人民幣千元	計入損益的 小計額 RMB'000 人民幣千元	已付福利 RMB'000 人民幣千元	精算修訂 RMB'000 人民幣千元	經驗調整 RMB'000 人民幣千元	計入其他 全面收益的 小計額 RMB'000 人民幣千元	於2019年 12月31日 RMB'000 人民幣千元
Defined benefit obligations	界定福利責任	9,049	281	281	(965)	551	-	551	8,916
Benefit liability	福利負債	9,049	281	281	(965)	551	-	551	8,916

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34. PROVISION FOR RETIREMENT BENEFITS (continued)

2020

34. 退休福利撥備 (續)

2020年

	Pension cost charged to profit or loss 計入損益的退休金成本			Remeasurement gains in other comprehensive income 計入其他全面收益的重新計量收益				31 December 2020
	1 January 2020	Net interest	Sub-total included in profit or loss	Benefit paid	Actuarial changes arising from changes in financial assumptions 因財務 假設變更 而作出的 精算修訂	Experience adjustments	Sub-total included in other comprehensive income	
	於2020年 1月1日	利息淨額	計入損益的 小計額	已付福利	因財務 假設變更 而作出的 精算修訂	經驗調整	計入其他 全面收益的 小計額	於2020年 12月31日
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Defined benefit obligations	8,916	277	277	(669)	(976)	-	(976)	7,548
Benefit liability	8,916	277	277	(669)	(976)	-	(976)	7,548

35. ISSUED CAPITAL

35. 已發行股本

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Issued and fully paid: 5,140,326,000 (31 December 2019: 5,140,326,000) ordinary shares of HK\$0.10 each	已發行及繳足： 5,140,326,000股 (2019年12月31日： 5,140,326,000股) 每股面值0.10港元之普通股	514,033	514,033
Equivalent to RMB'000	等值人民幣千元	460,153	460,153

During the year, there was no movement in issued capital.

於年內，已發行股本概無變動。

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36. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 104 to 105 of the financial statements.

(i) Contributed surplus

In March 2018, Maoye China and Zhongzhao Investment (collectively, the “**Vendors**”) entered into a framework agreement and a compensation agreement with Maoye Commercial that the Vendors agreed to sell the entire issued share capital of Chongqing Maoye Department Store Co., Ltd. (the “**Target Company**”) to Maoye Commercial at a total consideration of RMB403,301,400.

According to the compensation agreement, the Vendors shall compensate Maoye Commercial with cash if the accumulated audited net profits, without taking into account the effect of non-operating gains and losses, of the Target Company for the years ended 31 December 2018, 2019 and 2020 fail to meet the guaranteed profits. In 2020, the Vendors compensated Maoye Commercial with cash of RMB1,060,400, of which RMB182,000 was attributable to non-controlling interests.

36. 儲備

本集團於本期及上年之儲備金額及變動於財務報表第104至105頁之綜合權益變動表呈列。

(i) 盈餘公積

於二零一八年三月，茂業中國及中兆投資（統稱「賣方」）與茂業商業訂立框架協議及賠償協議，據此，賣方同意向茂業商業出售重慶茂業百貨有限公司（「目標公司」）全部已發行股本，總代價為人民幣403,301,400元。

根據賠償協議，倘目標公司於截至2018年、2019年及2020年12月31日止年度的累計經審核淨利潤（剔除非經營性損益的影響）未能達到保證利潤，賣方須以現金向茂業商業作出賠償。於2020年，賣方以現金向茂業商業賠償人民幣1,060,400元，當中，人民幣182,000元乃歸屬於非控股權益。

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36. RESERVES (continued)

(ii) Statutory surplus reserve

The amount of the Group's reserves and the movements therein for the current year and the prior year are presented in the consolidated statement of changes in equity on pages 104 to 105 of the financial statements.

In accordance with the PRC Company Law, the PRC subsidiary of the Group is required to allocate 10% of its profit after tax to the statutory surplus reserve until such reserve reaches 50% of the registered capital of the PRC subsidiary. Subject to certain restrictions set out in the PRC Company Law, part of the statutory surplus reserve may be converted to increase paid-up capital/issued capital of the PRC subsidiary, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

37. BUSINESS COMBINATION

On 30 November 2020 (the “**Acquisition Date**”), the Group acquired a 100% interest in Renhe Investment from Chengdu Renhe Industrial (Group) Limited (“**Renhe Industrial**”), which is a third party of the Group. Renhe Investment is engaged in the operation of the Jincheng art palace project, holding the land use right of the state-owned construction land of the Jincheng art palace project and the real estate property rights of the completed buildings. The purchase consideration was in the form of cash: (i) Chengshang Group paid RMB870,000,000.00 to Renhe Industrial to settle the liabilities assumed by Renhe Investment before the Acquisition Date, in which case Renhe Investment shall repay RMB870,000,000.00 to Chengshang Group in due course; (ii) Chengshang Group shall complete the equity transfer payment of RMB228,572,008.89 within 180 days after the Acquisition Date.

36. 儲備 (續)

(ii) 法定盈餘公積

本集團於本期及上年之儲備金額及變動於財務報表中第104至105頁之綜合權益變動表呈列。

根據中國公司法，本集團的中國附屬公司須撥出其除稅後利潤之10%至法定盈餘公積，直至該公積達到中國附屬公司註冊股本之50%。根據中國公司法所載之若干限制，部份法定盈餘公積可轉撥增加附屬公司的繳足資本／已發行股本，惟資本化後餘額不得少於註冊股本之25%。

37. 業務合併

於2020年11月30日（「**收購日期**」），本集團自成都仁和實業（集團）有限公司（「**仁和實業**」，為本集團的第三方）收購仁和投資的100%權益。仁和投資從事經營錦城藝術宮項目、持有錦城藝術宮項目地塊的國有建設用地出讓土地使用權以及已建成建築的不動產產權。購買代價乃以現金形式支付：(i)成商集團於收購日期前向仁和實業支付人民幣870,000,000.00元，以結算仁和實業承擔的負債，在此情況下，仁和實業須盡快向成商集團償還人民幣870,000,000.00元；及(ii)成商集團須於收購日期後180日內完成股權轉讓付款人民幣228,572,008.89元。

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37. BUSINESS COMBINATION (continued)

The fair values of the identifiable assets and liabilities of Renhe Investment as at the date of acquisition were as follows:

37. 業務合併 (續)

仁和投資於收購日期的可識別資產及負債之公允價值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時 確認的 公允價值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	17	3
Completed properties held for sale	持有待售已落成物業		69,126
Properties under development	發展中物業	27	1,377,517
Cash and bank balances	現金及銀行結餘		468
Trade receivables	應收貿易款項		427
Prepayments and other receivables	預付款項及其他應收款項		16,190
Contract liabilities, deposits received, accruals and other payables	合約負債、已收按金、 應計費用及其他應付款項		(878,134)
Interest-bearing bank loans	計息銀行貸款		(339,190)
Deferred tax liabilities	遞延稅項負債		(101,782)
Total identifiable net assets at fair value	按公允價值計量之可識別淨資產總值		144,625
Goodwill on acquisition	收購時的商譽	20	83,947
Satisfied by cash	以現金支付		228,572

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to RMB427,000 and RMB16,190,000, respectively.

應收貿易款項及其他應收款項於收購日期的公允價值分別為人民幣427,000元及人民幣16,190,000元。

The Group incurred transaction costs of RMB1,000,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

本集團自是次交易產生人民幣1,000,000元的交易成本。該等交易成本已支銷並計入綜合損益表的其他開支。

None of the goodwill recognised is expected to be deductible for income tax purposes.

已確認之商譽預期將不可用作抵扣所得稅稅項。

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37. BUSINESS COMBINATION (continued)

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

37. 業務合併(續)

就收購一間附屬公司的現金流量分析如下：

		RMB'000 人民幣千元
Cash consideration	現金代價	(228,572)
Payment to Renhe Industrial to settle the liabilities assumed by Renhe Investment before the Acquisition Date	於收購日期前向仁和實業付款以清償仁和實業承擔的負債	(870,000)
Amounts due to Renhe Industrial	應付仁和實業的款項	228,572
Cash and bank balances acquired	已收購現金及銀行結餘	468
Net inflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動產生的現金流量之現金及現金等價物流入淨額	(869,532)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動產生的現金流量之收購交易成本	(1,000)
		(870,532)

Since the acquisition, Renhe Investment contributed RMB147,000 to the Group's revenue and RMB129,000 to the consolidated profit for the year ended 31 December 2020.

自收購起，仁和實業於截至2020年12月31日止年度為本集團的收益及綜合利潤貢獻人民幣147,000元及人民幣129,000元。

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the loss of the Group for the year would have been RMB6,913,312,000 and RMB253,664,000 respectively.

倘合併於年初進行，本集團來自持續經營業務的利潤及本集團的年內虧損將分別為人民幣6,913,312,000元及人民幣253,664,000元。

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38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash subtractions to the right-of-use assets and lease liabilities of RMB22,373,000 (2019: non-cash additions RMB39,324,000) and RMB22,373,000 (2019: non-cash additions RMB39,324,000), respectively, in respect of lease arrangements for lands and buildings.

(b) Changes in liabilities arising from financing activities

38. 綜合現金流量表附註

(a) 重大非現金交易

於年內，本集團自土地及樓宇的租賃安排分別於使用權資產及租賃負債有非現金減少人民幣22,373,000元（2019年：非現金添置人民幣39,324,000元）及人民幣22,373,000元（2019年：非現金添置人民幣39,324,000元）。

(b) 融資活動產生負債的變動

		2020 2020年							
		Bank and other loans	USD senior note	Loans from fellow subsidiaries 來自同系附屬	Loan from a third party 來自第三方 借入的貸款	Dividend payable 應付股息	Interest payable 應付利息	Lease liabilities 租賃負債	Total 總計
		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
At 1 January 2020	於2020年1月1日	14,570,212	1,549,700	1,132,383	140,000	-	262,477	2,857,485	20,512,257
Changes from financing cash flows	來自融資現金流量的變動	(570,454)	(1,549,700)	2,920,460	(140,000)	(90,718)	(1,028,593)	(415,858)	(874,863)
New lease	新租賃	-	-	-	-	-	-	13,062	13,062
Interest expense	利息開支	-	-	-	-	-	1,054,605	176,923	1,231,528
2019 final dividend	2019年末期股息	-	-	-	-	90,718	-	-	90,718
Covid-19-related rent concessions from lessors	來自出租人的Covid-19 相關租金優惠	-	-	-	-	-	-	(37,928)	(37,928)
Reassessment and revision of lease terms	重新評估及修訂租賃條款	-	-	-	-	-	-	2,493	2,493
Increase arising from acquisition of a subsidiary	產生自收購一間附屬 公司的增加	342,701	-	-	-	-	-	-	342,701
Interest capitalised	利息資本化	-	-	-	-	-	96,607	-	96,607
At 31 December 2020	於2020年12月31日	14,342,459	-	4,052,843	-	-	385,096	2,596,177	21,376,575

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38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities (continued)

		Bank and other loans	USD senior note	Loans from fellow subsidiaries	Loan from a third party	Dividend payable	Interest payable	Accruals	Lease liabilities	Total
		銀行及其他貸款	美元優先票據	來自同系附屬公司借入的貸款	來自第三方的借款	應付股息	應付利息	應計款項	租賃負債	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於2019年1月1日	16,708,291	1,533,632	208,072	-	-	188,439	-	3,058,470	21,696,904
Changes from financing cash flows	來自融資現金流量的變動	(2,138,079)	16,068	924,311	140,000	(165,842)	(1,219,813)	(60,077)	(436,851)	(2,940,283)
New lease	新租賃	-	-	-	-	-	-	-	39,324	39,324
Interest expense	利息開支	-	-	-	-	-	1,124,072	-	196,542	1,320,614
2018 final dividend	2018年末期股息	-	-	-	-	165,842	-	-	-	165,842
Non-controlling interests	非控股股東權益	-	-	-	-	-	-	60,077	-	60,077
Interest capitalised	利息資本化	-	-	-	-	-	169,779	-	-	169,779
At 31 December 2019	於2019年12月31日	14,570,212	1,549,700	1,132,383	140,000	-	262,477	-	2,857,485	20,512,257

(c) Total cash outflows for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within operating activities	於經營活動內	(10,933)	(31,821)
Within financing activities	於融資活動內	(415,858)	(436,851)
		(426,791)	(468,672)

38. 綜合現金流量表附註 (續)

(b) 融資活動產生負債的變動 (續)

(c) 租賃現金流出總額

計入現金流量表的租賃現金流出總額如下：

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39. CONTINGENT LIABILITIES

- (a) On 14 April, 2020, Zhanye Property Co., Ltd. (“**Zhanye Property**”) received a court judgment from the Shenyang Municipal Intermediate People’s Court related to a litigation filed by Balin Youqi Eurasia Investment Development Company Limited (“**Balin Youqi**”) in October 2018. According to the court judgment, Zhanye property shall pay Balin Youqi an amount of RMB32,207,340.86 in respect of consideration for the transfer of a property project, together with interest calculated from 24 October 2018 to the full payment of the amount based on the Interbank Offered Rate announced by the National Interbank Funding Center. Procedures for filing of an appeal by Zhanye Property was completed on 6 May 2020. The first court hearing for the second trial will be held on 30 March 2021. Based on the advice from the Company’s legal counsel, as the litigation is at the second trial stage, the court judgment as abovementioned is not yet effective. The Company believes that the ultimate outcome of the litigation cannot be reliably estimated.
- (b) In July 2020, Shenyang Northern Construction Co., Ltd. (瀋陽北方建設股份有限公司) filed a litigation with the Shenyang Municipal Intermediate People’s Court to claim for an amount of RMB22,292,569 from Zhanye Property in relation to construction work for a project in Shenyang, together with interest of RMB16,236,818. The Company, based on the advice from the Company’s legal counsel and the progress of the case, believes that the ultimate outcome of the litigation cannot be reliably estimated.
- (c) In August 2020, Shenyang Dadong District Urban Construction Service Center (瀋陽市大東區城市建設服務中心) filed a litigation with the Shenyang Municipal Intermediate People’s Court to claim for (i) a debt of RMB24,435,600 together with interest of RMB35,617,100 and (ii) urban construction project infrastructure fees of RMB12,294,100 together with interest of RMB12,835,100 from Zhanye Property in relation to the transfer agreement for a property project. The first court hearing was held on 25 February 2021. The Company, based on the advice from the Company’s legal counsel and the progress of the case, believes that the ultimate outcome of the litigation cannot be reliably estimated.

39. 或然負債

- (a) 於2020年4月14日，展業置地有限公司(「**展業置地**」)自瀋陽市中級人民法院接獲有關巴林右旗歐亞投資發展有限公司(「**巴林右旗**」)於2018年10月提出的訴訟之法院判決。根據法院判決，展業置地須就轉讓一項房地產項目的代價向巴林右旗支付人民幣32,207,340.86元及相關利息(利息根據全國銀行間同業拆借中心公佈的銀行同業拆借利率由2018年10月24日開始計算直至悉數付款為止)。展業置地提出上訴的程序已於2020年5月6日完成。二審的首次法院聆訊將於2021年3月30日舉行。根據本公司法律顧問的意見，由於訴訟處於二審階段，故上述法院判決尚未生效。本公司認為訴訟的最終結果尚未能可靠估計。
- (b) 於2020年7月，瀋陽北方建設股份有限公司向瀋陽市中級人民法院提出訴訟，以向展業置地就瀋陽一項項目的建設工程索償人民幣22,292,569元連同人民幣16,236,818元的利息。根據本公司法律顧問的意見及案件的進度，本公司認為訴訟的最終結果尚未能可靠估計。
- (c) 於2020年8月，瀋陽市大東區城市建設服務中心向瀋陽市中級人民法院提出訴訟，以就(i)人民幣24,435,600元的債務連同人民幣35,617,100元的利息；及(ii)人民幣12,294,100元的城市建設項目基建費用連同人民幣12,835,100元的利息向展業置地就一項房地產項目的轉讓協議作出索償。第一次法院聆訊於2021年2月25日舉行。根據本公司法律顧問的意見及案件的進度，本公司認為訴訟的最終結果尚未能可靠估計。

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40. COMMITMENTS

- (a) The Group had the following capital commitments at the end of the reporting year:

	31 December 2020 12月31日 RMB'000 人民幣千元	31 December 2019 12月31日 RMB'000 人民幣千元
Contracted, but not provided for, in respect of land and buildings	2,999,941	1,551,268

- (b) The Group has various lease contracts that have not yet commenced as at 31 December 2020. The future lease payments for these non-cancellable lease contracts are RMB867,257,000 due within one year, RMB1,778,462,000 due in the second to fifth years, inclusive and RMB1,885,559,000 due after five years.

40. 承諾

- (a) 本集團於報告年末有以下資金承諾：

- (b) 本集團於2020年12月31日有多份尚未開始的租賃合約。於該等不可取消租賃合約中，人民幣867,257,000元於一年內到期、人民幣1,778,462,000元於第二至第五年（含首尾兩年在內）到期及人民幣1,885,559,000元於五年後到期。

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41. RELATED PARTY TRANSACTIONS AND BALANCES

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

41. 關聯方交易與結餘

(a) 年內，除此財務報告其他部分所述交易外，本集團與關聯方進行了下列重大交易：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
(1) Recurring transactions	(1) 經常性交易		
Management fee income from the operation of department stores: Wuxi Maoye Property Co., Ltd. Shopping Centre Branch (無錫茂業置業有限公司購物中心分公司) (i) & (vi)	經營百貨店收取的 管理費收入： 無錫茂業置業有限公司 購物中心分公司 (i)及(vi)	313	755
		313	755
Management fee expense from the operation of a department store: Shenyang Commercial City Co., Ltd. ("Commercial City") (iii) & (x)	經營百貨店收取的 管理費收入： 瀋陽商業城股份 有限公司("商業城") (iii)及(x)	255	351
		255	351

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41. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year: (continued)

41. 關聯方交易與結餘 (續)

(a) 年內，除此財務報告其他部分所述交易外，本集團與關聯方進行了下列重大交易：(續)

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
(2) Non-recurring transactions	(2) 非經常性交易		
Interest income on loans to:			
Commercial City (iii)	向以下各方提供貸款的 利息收入： 商業城(iii)	8,989	8,965
Mr. Zou Zhao Bin (v)	鄒招斌先生(v)	-	39,616
		8,989	48,581
Loans from:			
Shenzhen Maoye Group (i) & (vii)	向以下各方借入的貸款： 深圳茂業集團(i)及(vii)	3,366,460	543,000
Maoye Department Store Investment Limited (ii)	茂業百貨投資 有限公司(ii)	-	138,303
		3,366,460	681,303
Repayment of loans to:			
Shenzhen Maoye Group (i) & (vii)	向以下各方償還貸款： 深圳茂業集團(i)及(vii)	446,000	213,000

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41. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year: (continued)

41. 關聯方交易與結餘 (續)

(a) 年內，除此財務報告其他部分所述交易外，本集團與關聯方進行了下列重大交易：(續)

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest expense on loans from:	向以下各方借入貸款的 利息開支：		
Shenzhen Maoye Group (i) & (vii)	深圳茂業集團(i)及(vii)	92,526	4,140
Maoye Group Limited (i)	茂業集團有限公司(i)	9,712	13,657
Maoye Department Store Investment Limited (ii)	茂業百貨投資 有限公司(ii)	29,377	28,077
		131,615	45,874
Banking facilities guaranteed by:	下列關聯方擔保的銀行 貸款：		
Shenzhen Maoye Group (i) & (viii)	深圳茂業集團(i)及(viii)	2,256,000	2,180,000
Mr. Huang Mao Ru and Mrs. Huang Jingzhang jointly and severally (iv) & (viii)	黃茂如先生及張靜女士 (共同及個別) (iv)及(viii)	6,230,997	4,647,281
Xinghua Industrial (i)	興華實業(i)	-	100,000
Mr. Chen Zhe Yuan (ix)	陳哲元先生(ix)	-	30,000
Mr. Liu Jian Guo (ix)	劉建國先生(ix)	-	10,000
Chongqing Maoye Real Estate Co., Ltd. (i) & (viii)	重慶茂業地產有限公司 (i) & (viii)	500,000	-
Mr. Lin Zhen Xiong (ix) & (viii)	林貞雄先生(ix)及(viii)	40,000	-
Mr. Zou Zhao Bin and Mrs. Chen Liping jointly (v)	鄒招斌先生及陳麗平女士 (共同) (v)	-	100,000
		9,026,997	7,067,281

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41. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year: (continued)
- (i) They are fellow subsidiaries of the Company.
 - (ii) It is the immediate holding company of the Company.
 - (iii) Commercial City is an associate of the Company.
 - (iv) Mr. Huang Mao Ru is a director of the company.
 - (v) As at 31 December 2020, Mr Zou Zhao Bin and Victoria Investment Holding Co., Ltd. are no longer related parties due to the reduction of the shareholding proportion of Victory Commercial from 19.7% to 4.7%. As at 31 December 2019, Mr. Zou Zhao Bin was a non-controlling shareholder of Victory Commercial, Maoye Commercial's subsidiary. Mrs. Chen Liping is Mr. Zou Zhao Bin's spouse.
 - (vi) The management fee income from the operation of a department store was determined based on the underlying contract as agreed between the Group and the fellow subsidiary of the Company.
 - (vii) In January to December 2020, Maoye Shangsha obtained loans from Shenzhen Maoye Group amounted to RMB3,366,460,000 with an annual interest rates of 4.75%, and repaid principal amounts of RMB446,000,000.
 - (viii) Certain of the Group's bank loans were guaranteed by Shenzhen Maoye Group, Mr. Huang Mao Ru and Mrs. Huang Jingzhang, Mr. Lin Zhen Xiong and Chongqing Maoye Real Estate Co., Ltd..

41. 關聯方交易與結餘 (續)

- (a) 年內，除此財務報告其他部分所述交易外，本集團與關聯方進行了下列重大交易：(續)
- (i) 其為本公司的同系附屬公司。
 - (ii) 其為本公司的直接控股公司。
 - (iii) 商業城為本公司的聯營公司。
 - (iv) 黃茂如先生為本公司董事。
 - (v) 於2020年12月31日，由於在維多利商業的持股比例由19.7%減少至4.7%，故鄒招斌先生與維多利投資控股有限公司不再為關聯方。於2019年12月31日，鄒招斌先生為維多利商業(為茂業商業的附屬公司)的非控股股東。陳麗平女士為鄒招斌先生的配偶。
 - (vi) 管理百貨店而收取的管理費收入根據本集團與本公司同系附屬公司協議的相關合約確定。
 - (vii) 於2020年1月至12月，茂業商廈自深圳茂業集團獲得人民幣3,366,460,000元的貸款，以4.75%的年利率計息，並已償還人民幣446,000,000元的本金。
 - (viii) 本集團若干銀行貸款乃由深圳茂業(集團)、黃茂如先生、張靜女士、林貞雄先生及重慶茂業地產有限公司擔保。

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41. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year: (continued)

(ix) Mr. Chen Zhe Yuan, Mr. Liu Jian Guo and Mr. Lin Zhen Xiong are the legal persons of a subsidiary respectively.

(x) The management fee expense from the operation of a department store was determined based on the underlying contract as agreed between the Group and the associate of the Company.

(b) Outstanding balances with related parties:

Details of the Group's outstanding balances with related parties as at the end of the reporting period are included in notes 29 and 32 to the financial statements.

(c) Compensation of key management

Salaries and allowances	薪金及津貼
Retirement benefits	退休福利

Further details of directors' remuneration are included in note 8.

41. 關聯方交易與結餘 (續)

(a) 年內，除此財務報告其他部分所述交易外，本集團與關聯方進行了下列重大交易：(續)

(ix) 陳哲元先生、劉建國先生及林貞雄先生分別為一家附屬公司的控制人。

(x) 經營百貨店而產生的管理費開支乃根據本集團與本公司聯營公司協議的相關合約確定。

(b) 與關聯方的未償還結餘：

本集團於報告期末與關聯方的未償還結餘詳情載於財務報表附註29及32。

(c) 重要管理人員薪酬

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	3,204	4,705
Retirement benefits	退休福利	13	106
		3,217	4,811

董事酬金的進一步詳情載於附註8中。

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41. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- (d) The Group has rental contracts with five fellow subsidiaries of the Group. At the reporting date, the Group had total lease liabilities with fellow subsidiaries under non-cancellable leases falling due as follows:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Lease liabilities – current	租賃負債－即期	68,080	72,759
Lease liabilities – non-current	租賃負債－非即期	1,068,986	1,094,137
		1,137,066	1,166,896

Under such rental contracts, the minimum lease payment during the year was RMB131,992,704 (31 December 2019: RMB176,600,047). As at 31 December 2020, the Group's right-of-use assets relating to such rental contracts amounted to RMB1,245,815,000 (31 December 2019: RMB1,435,429,000).

根據該等租金合約，於年內的最低租賃付款為人民幣131,992,704元（2019年：人民幣176,600,047元）。於2020年12月31日，本集團有關該等租金合約的使用權資產為人民幣1,245,815,000元。（2019年12月31日：人民幣1,435,429,000元）。

41. 關聯方交易與結餘 (續)

- (d) 該集團已與本集團五家同系附屬公司訂有租金合約。於報告日期，本集團根據不可取消租賃與同系附屬公司之間的到期租賃負債總額如下：

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42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2020

Financial assets	金融資產	Financial assets at FVPL 以公允價值計量且其變動 計入損益的金融資產				Total 總計 RMB'000 人民幣千元
		Designated as such upon initial recognition 於初步 確認時指定 RMB'000 人民幣千元	Mandatorily designed as such 強制指定 RMB'000 人民幣千元	Equity investments designated at FVOCI 指定為以 公允價值 計量且 其變動計入 其他全面 收益的權益 投資 RMB'000 人民幣千元	Financial assets at amortised cost 按攤銷成本 計量的 金融資產 RMB'000 人民幣千元	
Equity investments designated at FVOCI	指定為以公允價值計量且其變動計入其他全面收益的權益投資	-	-	1,520,533	-	1,520,533
Trade receivables	應收貿易款項	-	-	-	11,015	11,015
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	-	1,740,183	1,740,183
Loan to associates	向聯營公司的貸款	-	-	-	114,724	114,724
Financial asset at FVPL	以公允價值計量且其變動計入損益的金融資產	10,712	28,028	-	-	38,740
Pledged deposits	已抵押存款	-	-	-	245,919	245,919
Cash and cash equivalents	現金及現金等價物	-	-	-	1,046,689	1,046,689
		10,712	28,028	1,520,533	3,158,530	4,717,803

42. 金融工具的分類

於報告期末各項金融工具的賬面價值列示如下：

2020年

Financial liabilities	金融負債	Financial liabilities at FVPL 以公允價值計量且其變動 計入損益的金融負債		
		Held for trading 持作買賣 RMB'000 人民幣千元	Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade and bills payables	應付貿易款項及票據	-	2,466,217	2,466,217
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	-	9,106,251	9,106,251
Lease liabilities	租賃負債	-	2,596,177	2,596,177
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	-	14,342,459	14,342,459
		-	28,511,104	28,511,104

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42. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

2019

42. 金融工具的分類 (續)

2019年

Financial assets	金融資產	Financial assets at FVPL 以公允價值計量 且其變動計入損益的 金融資產			Equity investments designated at FVOCI 指定為以 公允價值 計量且 其變動計入 其他全面 收益的權益 投資	Financial assets at amortised cost 按攤銷成本 計量的 金融資產	Total 總計
		Designated as such upon initial recognition 於初步確 認時指定 RMB'000 人民幣千元	Mandatorily designed as such 強制指定 RMB'000 人民幣千元				
Equity investments designated at FVOCI	指定為以公允價值計量且其變動計入其他全面收益的權益投資	-	-	1,497,212	-	1,497,212	
Trade and bills receivables	應收貿易款項及票據	-	-	-	8,598	8,598	
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	-	2,379,946	2,379,946	
Loan to associates	向聯營公司的貸款	-	-	-	114,724	114,724	
Financial asset at FVPL	以公允價值計量且其變動計入損益的金融資產	206,000	3,001	-	-	209,001	
Pledged deposits	有抵押存款	-	-	-	208,265	208,265	
Cash and cash equivalents	現金及現金等價物	-	-	-	1,232,571	1,232,571	
		206,000	3,001	1,497,212	3,944,104	5,650,317	
Financial liabilities	金融負債				Financial liabilities at amortised cost 按攤銷成本計量的金融負債 RMB'000 人民幣千元		
Trade and bills payables	應付貿易款項及票據					2,633,692	
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債					5,865,364	
Lease liabilities	租賃負債					2,857,485	
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款					16,258,215	
						27,614,756	

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

43. 金融工具的公允價值及公允價值層級

本集團金融工具（賬面價值與公允價值合理相若者除外）的賬面價值與公允價值列示如下：

		Carrying amounts 賬面價值		Fair values 公允價值	
		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Financial assets	金融資產				
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的權益投資	1,520,533	1,497,212	1,520,533	1,497,212
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益的金融資產	38,740	209,001	38,740	209,001
		1,559,273	1,706,213	1,559,273	1,706,213
Financial liabilities	金融負債				
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	14,342,459	16,119,912	14,342,459	16,119,912
Other long-term liabilities	其他長期負債	-	138,303	-	138,303
		14,342,459	16,258,215	14,342,459	16,258,215

Management has assessed that the fair values of cash and cash equivalents, the current portion of pledged deposits, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, loans to associates financial liabilities included in other payables and accruals, amounts due from/to related parties, dividend receivable and amounts due from/to subsidiaries approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the value of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

管理層評估確認，現金及現金等價物、已抵押存款的即期部分、應收貿易款項、應付貿易款項及票據、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的向聯營公司貸款金融負債、應收／應付關聯方款項、應收股息及應收／應付附屬公司款項主要因為具有短期到期性質而公允價值與賬面價值相若。

本集團財務部門在財務經理的領導下負責釐定有關金融工具公允價值計量的政策及程序。財務經理直接向財務總監和審計委員會報告。在每個報告日期，財務部門分析金融工具價值的變動，並確定估值中用到的主要輸入值。估值須經財務總監覆核批准。就中期及年度財務申報而言，每年須與審計委員會就估值程序及結果進行至少兩次討論。

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair value of the liability portion of the convertible bonds is estimated using an equivalent market interest rate for a similar convertible bond.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments designated at fair value through other comprehensive income have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as price to book ("P/B") multiple and price to earnings ("P/E") multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an earnings measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding earnings measure of the unlisted equity investments to measure the fair value. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

43. 金融工具的公允價值及公允價值層級 (續)

除被強迫或清盤出售外，金融資產及負債的公允價值乃按於當前交易中交易雙方願意就交換工具付出的金額列賬。以下方法及假設被用於評估公允價值：

計息貸款及其他借款的公允價值按照對預期未來現金流量使用具有類似條款、信貸風險及餘下到期期限的工具目前適用的比率進行折現來計算。可換股公司債券的負債部分公允價值按照類似可換股債券適用的等同市場利率進行估算。

上市權益投資的公允價值根據市場報價計算。指定為以公允價值計量且其變動計入其他全面收益的未上市權益投資的公允價值使用基於市場的估值技術並假設並不存在可觀察市價或比率予以證明而進行估算。估值要求董事根據行業、規模、槓桿作用及策略釐定可比較公眾公司（同業），並就每一識別的可比較公司計算適當的價格倍數，如市賬率（「市賬率」）倍數及市盈率（「市盈率」）倍數。該倍數是按可比較公司的企業價值除以盈利計量值計算。交易倍數其後則根據公司特定事實及情況就可比較公司之間的流動性及規模差異等考慮因素予以折現。經折現倍數應用於非上市權益投資的相應盈利計量值以計量公允價值。董事認為，記錄在綜合財務狀況表的由估值技術產生的估算公允價值和記錄在其他全面收益的公允價值相關變動屬合理，並認為該等項目為在報告期末最為適當的價值。

本集團投資非上市投資，即中國內地銀行發行的理財產品。本集團已採用基於具有類似條款及風險的工具的市場利率的折現現金估值模式估計該等非上市投資的公允價值。

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2020 and 2019:

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入值	Range 區間	Sensitivity of fair value to the input 公允價值對輸入值的敏感度
Unlisted equity investments 非上市權益投資	Valuation multiples 估值倍數	Average P/E multiple of peers 同業平均市盈率	2020年：37.59-220.23 2019年：11.88-327.10	5% (2019:5%) increase/decrease in multiple would result in increase/decrease in fair value by RMB1,400,000 (2019: RMB590,000) 將導致公允價值增加/減少人民幣1,400,000元 (2019年：人民幣590,000元)
		Average P/B multiple of peers 同業平均市賬率	2020年：0.23-2.46 2019年：0.82-2.12	5% (2019:5%) increase/decrease in multiple would result in increase/decrease in fair value by RMB4,537,000 (2019: RMB2,602,000) 將導致公允價值增加/減少人民幣4,537,000元 (2019年：人民幣2,602,000元)
		Discount for lack of marketability 因缺少市場流通性而折現	2020年：16.28%-25.12% 2019年：17.40%-22.49%	5% (2019:5%) increase/decrease in discount would result in decrease/ increase in fair value by RMB1,532,000 (2019: RMB780,000) 將導致公允價值減少/增加人民幣1,532,000元 (2019年：人民幣780,000元)

43. 金融工具的公允價值及公允價值層級 (續)

下文概述於2020年及2019年12月31日金融工具估值所用的重大不可觀察輸入值及量化敏感度分析：

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value As at 31 December 2020

		Fair value measurement using 公允價值計量使用			Total 總計 RMB'000 人民幣千元
		Quoted prices in active markets 活躍市場報價 Level 1 第一級 RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入值 Level 2 第二級 RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入值 Level 3 第三級 RMB'000 人民幣千元	
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益的金融資產	28,028	-	10,712	38,740
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的權益投資	868,788	-	651,745	1,520,533
		896,816	-	662,457	1,559,273

As at 31 December 2019

於2019年12月31日

		Fair value measurement using 公允價值計量使用			Total 總計 RMB'000 人民幣千元
		Quoted prices in active markets 活躍市場 報價 Level 1 第一級 RMB'000 人民幣千元	Significant observable inputs 重大可觀察 輸入值 Level 2 第二級 RMB'000 人民幣千元	Significant unobservable inputs 重大不可觀察 輸入值 Level 3 第三級 RMB'000 人民幣千元	
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入損益的金融資產	3,001	-	206,000	209,001
Equity investments designated at fair value through other comprehensive income	指定為以公允價值計量且其變動計入其他全面收益的權益投資	923,245	-	573,967	1,497,212
		926,246	-	779,967	1,706,213

The Group did not have any financial liabilities measured at fair value as at 31 December 2020 (31 December 2019: Nil).

於2020年12月31日，本集團並無任何按公允價值計量的金融負債（2019年12月31日：無）。

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into and out of Level 3 for both financial assets and financial liabilities (2019: Nil).

於年內，金融資產及金融負債於第一級及第二級之間概無公允價值轉撥，亦無進行第三級的轉入或轉出（2019年：無）。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank loans, amounts due from/to related parties, and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

The effective interest rates and terms of repayment of the interest-bearing bank loans of the Group are set out in note 33 above.

The following table demonstrates the sensitivity to a reasonably possible change in RMB interest rate, with all other variables held constant, of the Group's profit before tax (through the impact of floating rate borrowings) and the Group's equity during the year.

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 除稅前利潤 RMB'000 人民幣千元	Increase/ (decrease) in equity* 權益 增加/(減少)* RMB'000 人民幣千元
31 December 2020	2020年12月31日			
RMB	人民幣	100	(187,447)	-
RMB	人民幣	(100)	187,447	-
31 December 2019	2019年12月31日			
RMB	人民幣	100	(113,608)	-
RMB	人民幣	(100)	113,608	-

* Excluding retained profits

* 不包括留存盈利

44. 財務風險管理目標和政策

本集團的主要金融工具包括計息銀行貸款、應收／應付關聯方款項以及現金及現金等價物。該等金融工具的主要目的是為本集團的經營業務籌集資金。本集團包括應收貿易款項及應付貿易款項在內的多種其他金融資產及負債是直接產生自經營業務。

本集團的金融工具所產生之主要風險包括利率風險、外幣風險、信貸風險、流動性風險及股價風險。董事會審核及協定管理各種風險的政策，此等政策現概述如下。

利率風險

本集團承受主要與本集團浮動利率債務責任相關的市場利率變動風險。

本集團計息銀行貸款的實際利率及還款條款載於上文附註33。

下表列示於有關年度本集團除稅前利潤(透過浮息借款的影響)及本集團權益在所有其他變量維持不變的情況下對人民幣利率的合理可能變動的敏感度。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group's exposure to foreign currency risk primarily relates to the Group's foreign interest-bearing bank borrowings, the currencies of which are different from the functional currency.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the United States dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in fair value of monetary assets and liabilities).

		Increase/ (decrease) in US\$ rate 美元匯率 上升/(下降) %	Increase/ (decrease) in profit before tax 除稅前利潤 增加/(減少) RMB'000 人民幣千元
2020	2020年		
If RMB weakens against the United States dollar	如人民幣兌美元貶值	(5%)	16,281
If RMB strengthens against the United States dollar	如人民幣兌美元升值	5%	(16,281)
2019	2019年		
If RMB weakens against the United States dollar	如人民幣兌美元貶值	(5%)	(76,053)
If RMB strengthens against the United States dollar	如人民幣兌美元升值	5%	76,053

Credit risk

The Group's sales of merchandise are mainly on a cash basis. For credit sales, the Group trades only with recognised and creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

44. 財務風險管理目標和政策 (續)

外幣風險

本集團受到的外幣風險主要與本集團國外有息銀行借款有關，該等借款採用與功能貨幣不同的貨幣計值。

下表顯示於報告期末本集團除稅前利潤在所有其他變量保持不變的情況下因美元匯率合理可能變動引起的貨幣資產及負債的公允價值變動的敏感度。

信貸風險

本集團主要以現金方式銷售商品。對於賒銷業務，本集團僅與獲認可及信譽良好的第三方進行交易。此外，本集團持續監控應收款項結餘，壞賬風險並不重大。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2020

		12-month ECLs		Lifetime ECLs		
		十二個月預期信貸虧損		可使用年期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一階段	第二階段	第三階段	簡化法	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
Loans to associates	向聯營公司貸款	114,724	-	-	-	114,724
Trade receivables*	應收貿易款項*	-	-	-	11,015	11,015
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	- 正常**	1,513,685	-	-	-	1,513,685
- Doubtful**	- 可疑**	226,498	-	-	-	226,498
Pledged deposits	已抵押存款					
- Not yet past due	- 尚未逾期	245,919	-	-	-	245,919
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	1,046,689	-	-	-	1,046,689
		3,147,515	-	-	11,015	3,158,530

44. 財務風險管理目標和政策 (續)

最大敞口及年末階段分類

下表顯示於12月31日基於本集團信貸政策 (主要基於過往既有資料, 除非有毋須過多成本或精力即可獲取的其他資料可用) 得出的信貸質素及最大信貸風險敞口及年末階段分類。所呈列金額為金融資產的賬面價值。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2019

		12-month	Lifetime ECLs			Total	
		ECLs	ECLs				
		十二個月預期	可使用年期預期信貸虧損			總計	
		信貸虧損	Stage 1	Stage 2	Stage 3	Simplified approach	
			第一階段	第二階段	第三階段	簡化法	
			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
Loans to associates	向聯營公司貸款	114,724	-	-	-	114,724	
Trade receivables*	應收貿易款項*	-	-	-	8,598	8,598	
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產						
- Normal**	- 正常**	2,268,172	-	-	-	2,268,172	
- Doubtful**	- 可疑**	226,498	-	-	-	226,498	
Pledged deposits	已抵押存款						
- Not yet past due	- 尚未逾期	208,265	-	-	-	208,265	
Cash and cash equivalents	現金及現金等價物						
- Not yet past due	- 尚未逾期	1,232,571	-	-	-	1,232,571	
		4,050,230	-	-	8,598	4,058,828	

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 28 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 28 to the financial statements.

44. 財務風險管理目標和政策 (續)

最大敞口及年末階段分類 (續)

於2019年12月31日

* 就本集團應用簡化法進行減值評估的應收貿易款項而言，基於撥備矩陣的資料於財務報表附註28披露。

** 計入應付款項、其他應收款項及其他資產的金融資產在並未逾期且無資料顯示其信貸質素自初步確認以來有顯著上升時被視為信貸質素「正常」。否則，該等金融資產的信貸質素被視為「可疑」。

本集團自應收貿易款項產生的信貸風險敞口的進一步量化數據於附註28披露。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's policy is to maintain sufficient cash and cash equivalents and have available funding through bank and other borrowings to meet its working capital requirements.

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

		31 December 2020 2020年12月31日			
		On demand 按要求 RMB'000 人民幣千元	Less than 1 year 一年內 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Lease Liabilities	租賃負債	-	262,934	3,128,045	3,390,979
Trade and bills payables	應付貿易款項及票據	-	2,466,217	-	2,466,217
Contract liabilities, deposits received, accruals and other payables	合約負債、已收按金、應計費用及其他應付款項	-	9,106,251	-	9,106,251
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行貸款及其他借款 (不包括租賃負債)	-	5,650,316	11,918,452	17,568,768
		-	17,485,718	15,046,497	32,532,215

		31 December 2019 2019年12月31日			
		On demand 按要求 RMB'000 人民幣千元	Less than 1 year 一年內 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Lease Liabilities	租賃負債	-	259,977	3,611,456	3,871,433
Trade and bills payables	應付貿易款項及票據	-	2,633,692	-	2,633,692
Contract liabilities, deposits received, accruals and other payables	合約負債、已收按金、應計費用及其他應付款項	-	5,865,364	-	5,865,364
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行貸款及其他借款 (不包括租賃負債)	-	9,917,466	8,594,852	18,512,318
		-	18,676,499	12,206,308	30,882,807

44. 財務風險管理目標和政策 (續)

流動性風險

本集團的政策為維持充足現金及現金等價物，並備有銀行及其他借款以滿足本集團營運資本需求。

本集團採用經常性流動資金計劃工具以監控資金短缺的風險。此項工具考量金融工具及金融資產（例如應收貿易款項）的到期情況及經營活動的預計現金流量。

於報告期末，基於合約性未貼現付款的金融負債的到期情況如下：

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the level of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from equity investments designated at fair value through other comprehensive income (note 24) and individual equity investments included in financial assets at fair value through profit or loss (note 24). The Group's listed equity investments are listed on the Shenzhen and Shanghai stock exchanges and are valued at quoted market prices at the end of the reporting period.

The market equity indices for the following stock exchanges, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the year were as follows:

		31 December 2020	Year ended 31 December 2020 截至2020年12月31日止年度 High/low 高/低	31 December 2019	Year ended 31 December 2019 截至2019年12月31日止年度 High/low 高/低
Shenzhen – A Share Index	深圳–A股指數	2,438	2,450/1,625	1,802	1,882/1,288
Shanghai – A Share Index	上海–A股指數	3,473	3,475/2,647	3,050	3,288/2,441

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2020 and 2019.

44. 財務風險管理目標和政策 (續)

股價風險

股價風險是指因股權指數水平及個別證券價值變動導致的股本證券公允價值下跌的風險。本集團面對的股價風險源自指定為以公允價值計量且其變動計入其他全面收益的權益投資(附註24)及以公允價值計量且其變動計入損益的金融資產的個別權益投資(附註24)。本集團的上市權益投資於深圳及上海證券交易所上市，於報告期末按所報市價計值。

於年內最接近報告期末的交易日營業時間結束時，下列證券交易所的市場股權指數及其各自於年內的最高及最低點如下：

資本管理

本集團資本管理的主要目標為確保其維持強健的信貸評級及穩健的資本比率，以支持其業務並為股東創造最大價值。

本集團根據經濟狀況的轉變以及相關資產的風險特點管理調整其資本架構。為維持或調整資本架構，本集團或將調整支付予股東的股息、向股東返還資本或發行新股。本集團不受任何外部施加的資本規定規限。於截至2020年及2019年12月31日止年度內，資本管理目標、政策及程序並無作出任何變動。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated as lease liabilities plus interest-bearing bank loans and other borrowings (other than convertible bonds) less cash and cash equivalents and pledged deposits. Capital includes the equity attributable to owners of the parent. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios as at 31 December 2020 and 2019 were as follows:

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Lease liabilities	租賃負債	2,596,177	2,857,485
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	14,342,459	16,119,912
Less: Cash and cash equivalents and pledged deposits	減：現金及現金等價物及已抵押存款	(1,292,608)	(1,440,836)
Net debt	債項淨額	15,646,028	17,536,561
Equity attributable to owners of the parent	母公司擁有人應佔權益	12,968,145	13,030,346
Adjusted capital	經調整資本	12,968,145	13,030,346
Capital and net debt	資本及債項淨額	28,614,173	30,566,907
Gearing ratio	資本負債比率	55%	57%

45. FINANCIAL GUARANTEE CONTRACTS

Guarantees amounting to RMB770,109,900 (2019: RMB731,896,900) are given to banks with respect to mortgaged loans procured by the purchasers of group's properties. Such guarantees will be released by banks upon the issuance of the real estate ownership certificates to the purchasers or the satisfaction of the mortgaged loans by the purchasers, whichever is earlier. In the opinion of directors of the company, the fair value of the financial guarantee contracts is not significant.

44. 財務風險管理目標和政策 (續)

資本管理 (續)

本集團依照資本負債比率監控資本，該比率按債項淨額除以資本加上債項淨額之和計算。債項淨額按租賃負債加計息銀行貸款及其他借款（除可換股債券外）減現金及現金等價物及已抵押存款計算。資本包括母公司擁有人應佔權益。本集團的政策是將資本負債比率維持於合理的水平。於2020年及2019年12月31日的資本負債比率如下：

45. 財務擔保合約

本集團就物業的買家所獲按揭貸款向銀行提供人民幣770,109,900元（2019年：人民幣731,896,900元）的擔保。銀行將於買家獲發出房屋所有權證或物業買家完成按揭貸款之後（以較早者為準）解除該等擔保。董事會認為，該等財務擔保合約之公允價值並不重大。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

46. 本公司財務狀況表

有關本公司於報告期末財務狀況表的資料載列如下：

		31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司投資	139,761	139,761
CURRENT ASSETS	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	89,209	43,033
Dividend receivable	應收股息	1,177,072	1,249,587
Due from subsidiaries	應收附屬公司款項	727,119	1,994,715
Due from related parties	應收關聯方款項	26,307	28,116
Cash and cash equivalents	現金及現金等價物	52,475	4,303
Total current assets	流動資產總額	2,072,182	3,319,754
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	2,080	66,457
Dividend payable	應付股息	26	22
Due to subsidiaries	應付附屬公司款項	748,511	169,193
Due to the immediate holding company	應付直接控股公司款項	577,464	440,112
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	10,106	1,656,981
Total current liabilities	流動負債總額	1,338,187	2,332,765
NET CURRENT ASSETS	流動資產淨額	733,995	986,989
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	873,756	1,126,750
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank loans and other borrowings	計息銀行貸款及其他借款	90,949	-
Other long-term liabilities	其他長期負債	-	138,303
Total non-current liabilities	非流動負債總額	90,949	138,303
Net assets	資產淨額	782,807	988,447
Equity	權益		
Issued capital	已發行股本	460,153	460,153
Reserves (note)	儲備 (附註)	322,654	528,294
Total equity	權益總額	782,807	988,447

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2020
截至2020年12月31日止年度

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account	Equity component of convertible bonds	Capital redemption reserve	Contributed surplus	Exchange fluctuation reserve	Retained profits/ (accumulated losses)	Total
		股份溢價賬	可換股債券的權益部分	股本贖回儲備	實繳盈餘	外匯波動儲備	留存盈利/ (累計虧損)	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2019	於2019年1月1日的結餘	1,575,565	55,538	27,770	152,671	(262,962)	(550,761)	997,821
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(146,705)	(322,822)	(469,527)
At 31 December 2019	於2019年12月31日	1,575,565	55,538	27,770	152,671	(409,667)	(873,583)	528,294
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(130,922)	(74,718)	(205,640)
At 31 December 2020	於2020年12月31日	1,575,565	55,538	27,770	152,671	(540,589)	(948,301)	322,654

The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired over the previous nominal value of the Company's shares issued in exchange therefor.

本公司實繳盈餘指所收購附屬公司股份的公允價值超過本公司就交換而發行之股份過往面值之差額。

47. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 24 March 2021.

47. 財務報表的批准

財務報表已於2021年3月24日獲董事會批准及授權發行。

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Huang Mao Ru (*Chairman and Chief Executive Officer*)
Mr. Zhong Pengyi (*Vice Chairman*)
Ms. Lu Xiaojuan (*Chief Financial Officer*)

Non-Executive Director

Mr. Wang Bin

Independent Non-executive Directors

Mr. Rao Yong
Mr. Pao Ping Wing
Mr. Gao Yajun

REGISTERED OFFICE

P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205 Cayman Islands

HEAD OFFICE IN THE PRC

38/F, Tower A, World Finance Centre
4003 Shennan East Road, Shenzhen, PRC

PLACE OF BUSINESS IN HONG KONG

Room 3301, 33/F
Office Tower Convention Plaza
No.1 Harbour Road, Wanchai, Hong Kong

COMPANY SECRETARY

Ms. So Ka Man (*FCS, FCIS*)

AUDIT COMMITTEE

Mr. Rao Yong (*Chairman*)
Mr. Pao Ping Wing
Mr. Gao Yajun

REMUNERATION COMMITTEE

Mr. Pao Ping Wing (*Chairman*)
Mr. Rao Yong
Mr. Gao Yajun

董事會

執行董事

黃茂如先生 (*董事長及首席執行官*)
鍾鵬翼先生 (*副董事長*)
盧小娟女士 (*首席財務官*)

非執行董事

王斌先生

獨立非執行董事

饒永先生
浦炳榮先生
高亞軍先生

註冊辦事處

P.O. Box 31119 Grand Pavilion
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Grand Cayman, KY1-1205 Cayman Islands

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33樓3301室

公司秘書

蘇嘉敏女士 (*FCS, FCIS*)

審核委員會

饒永先生 (*主席*)
浦炳榮先生
高亞軍先生

薪酬委員會

浦炳榮先生 (*主席*)
饒永先生
高亞軍先生

CORPORATE INFORMATION

公司資料

NOMINATION COMMITTEE

Mr. Huang Mao Ru (*Chairman*)
Mr. Rao Yong
Mr. Pao Ping Wing

AUTHORIZED REPRESENTATIVES PURSUANT TO THE LISTING RULES

Mr. Wang Bin
Ms. So Ka Man

AUTHORIZED REPRESENTATIVES PURSUANT TO THE HONG KONG COMPANIES ORDINANCE

Mr. Wang Bin
Ms. So Ka Man

INDEPENDENT AUDITOR

Ernst & Young

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
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Hong Kong

PRINCIPAL BANKERS

Bank of China
Industrial and Commercial Bank of China
China Construction Bank
Agricultural Bank of China
The Bank of East Asia (China) Limited

COMPANY WEBSITE

www.maoye.cn

STOCK CODE

848

提名委員會

黃茂如先生 (*主席*)
饒永先生
浦炳榮先生

依上市規則之授權代表

王斌先生
蘇嘉敏女士

依香港公司條例之授權代表

王斌先生
蘇嘉敏女士

獨立核數師

安永會計師事務所

香港股份登記及過戶處

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香港
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主要往來銀行

中國銀行
中國工商銀行
中國建設銀行
中國農業銀行
東亞銀行(中國)有限公司

公司網站

www.maoye.cn

股份代號

848



茂業國際控股有限公司
MAOYE INTERNATIONAL HOLDINGS LIMITED