



GR PROPERTIES
國銳地產



2020

ANNUAL REPORT 年報

GR PROPERTIES LIMITED

國銳地產有限公司

Stock Code 股份代號：108



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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Wei Chunxian (*Chairman*)
Ms. Liu Shuhua (*Chief Executive Officer*)
Mr. Sun Zhongmin
Ms. Huang Fei
Ms. Li Bing

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tung Woon Cheung Eric
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming

COMPANY SECRETARY

Ms. Lam Yuen Ling Eva

AUDIT COMMITTEE

Mr. Tung Woon Cheung Eric
(*Chairman of the Audit Committee*)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming

NOMINATION COMMITTEE

Mr. Wei Chunxian
(*Chairman of the Nomination Committee*)
Mr. Tung Woon Cheung Eric
Mr. Leung Louis Ho Ming

REMUNERATION COMMITTEE

Mr. Leung Louis Ho Ming
(*Chairman of the Remuneration Committee*)
Mr. Tung Woon Cheung Eric
Ms. To Tsz Wan Vivien

AUTHORISED REPRESENTATIVES

Ms. Liu Shuhua
Ms. Lam Yuen Ling Eva

執行董事

魏純暹先生(*主席*)
劉淑華女士(*行政總裁*)
孫仲民先生
黃菲女士
李兵女士

獨立非執行董事

董煥樟先生
杜紫雲女士
梁浩鳴先生

公司秘書

林婉玲女士

審核委員會

董煥樟先生
(*審核委員會主席*)
杜紫雲女士
梁浩鳴先生

提名委員會

魏純暹先生
(*提名委員會主席*)
董煥樟先生
梁浩鳴先生

薪酬委員會

梁浩鳴先生
(*薪酬委員會主席*)
董煥樟先生
杜紫雲女士

授權代表

劉淑華女士
林婉玲女士

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CHAIRMAN'S STATEMENT

主席報告



Dear Shareholders,

I am pleased to present, as the chairman of the board of directors (the "Directors") (the "Board") of GR Properties Limited (the "Company", together with its subsidiaries, the "Group"), the report for the year ended 31 December 2020 (the "Year").

REVIEW AND OUTLOOK

During the Year, the Group principally engaged in (i) the provision of property management services in the People's Republic of China (the "PRC"); (ii) property development and investment worldwide, and (iii) operation and management of a leisure and lifestyle experience centre in the PRC.

各位股東：

本人欣然以國銳地產有限公司(「本公司」，連同其附屬公司，統稱為「本集團」)董事「董事」局(「董事局」)主席的身份提呈截至二零二零年十二月三十一日止年度(「本年度」)的報告。

回顧及展望

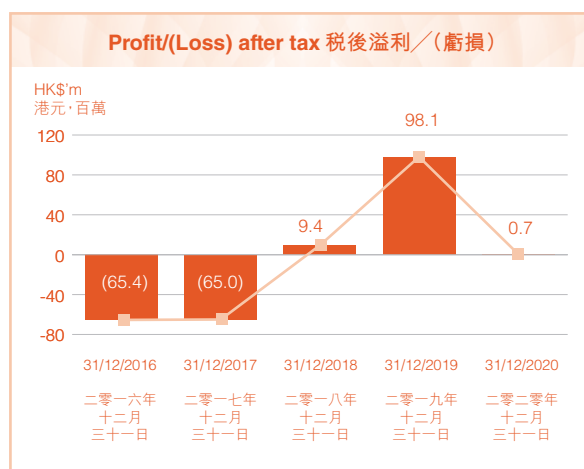
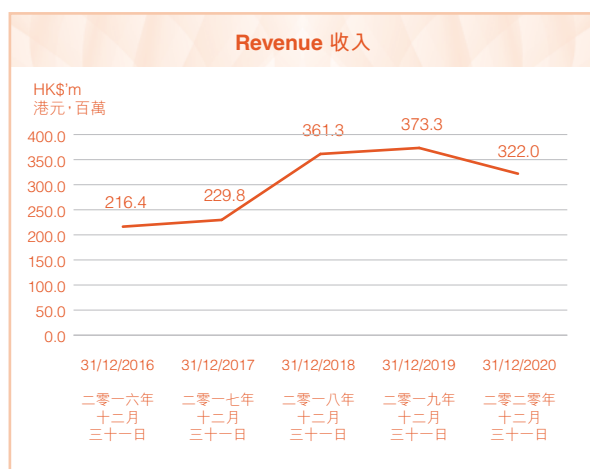
於本年度，本集團主要從事(i)在中華人民共和國(「中國」)提供物業管理服務；(ii)全球物業發展及投資，及(iii)經營及管理中國之休閒及時尚生活體驗中心的公司。



In recent years, numerous acquisitions such as Juxon House and Boundary House in London, the Santa Monica project in Los Angeles and property management and leisure and lifestyle experience business brought significant contributions to the development of the Group. The management team illustrated a more dynamic and professional business style. The main direction of the management team is to build on the Group's long and extensive experience and excellent track record in property development and investment industry in the PRC, in order to channel its capabilities in new directions that will create greater value for its shareholders (the "Shareholders").

近年，倫敦Juxon House及Boundary House、洛杉磯聖莫尼卡項目以及物業管理和休閒及時尚生活體驗業務等眾多收購為本集團的發展帶來了重大貢獻。管理層經營風格更顯朝氣，管理方式也更見專業。本集團歷史悠久，經驗豐富，多年來在物業發展及投資行業表現超卓，管理層將繼往開來，在原有基礎上開拓業務新方向，為股東（「股東」）創造更大回報。

CHAIRMAN'S STATEMENT 主席報告



On 8 January 2021 (London time and after Hong Kong trading hours), GR UK Holdings Limited (the “Vendor”), a direct wholly-owned subsidiary of the Company, and Bow Street Operations Limited (the “Purchaser”), a company incorporated in England and Wales with limited liability, entered into the sale and purchase agreement, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase all the issued shares of GR Properties UK Limited (the “Target Company”) (the “Disposal”). The Company intends to apply the gross proceeds of the Disposal of approximately GBP30,960,000 for repayment of bank loan of approximately GBP11,700,000, repayment of a loan of approximately GBP13,960,000 owed by the Target Company to the Company and reimbursement of the expense incurred by the Group in connection with Disposal of approximately GBP300,000. In view of the impact of COVID-19 to the economy of the United Kingdom (the “UK”) and the decline in the market price of properties similar to the Boundary House in London during 2020, the Directors consider that the consideration of the Disposal (which was determined based on the appraised value of the Boundary House as at 31 December 2019) is fair and reasonable, and it is the appropriate time for the Group to dispose the Target Company and realise its return from the investment.

於二零二一年一月八日(倫敦時間及於香港交易時段後)，本公司直接全資附屬公司GR UK Holdings Limited(「賣方」)與Bow Street Operations Limited(「買方」)(一間於英格蘭及威爾斯註冊成立之有限公司)訂立買賣協議，據此，賣方已同意出售且買方已同意購買GR Properties UK Limited(「目標公司」)的全部已發行股份(「出售事項」)。本公司擬動用出售事項的所得款項總額約30,960,000英鎊，約11,700,000英鎊用於償還銀行貸款，約13,960,000英鎊用於償還目標公司欠本公司之貸款以及約300,000英鎊用於賠償本集團就出售事項產生的費用。鑒於COVID-19對英國(「英國」)經濟的影響及二零二零年在倫敦與Boundary House類似的物業的市場價格下跌，董事認為出售事項的代價(乃經參考Boundary House於二零一九年十二月三十一日的評估價值釐定)屬公平合理，現時正是本集團出售目標公司及變現其投資收益的恰當時機。

Faced with the unprecedented challenge of the COVID-19 pandemic in 2020, the Group worked relentlessly to maintain effective operations and provide quality services, minimizing impact on tenants, customers and staff. To ensure long-term sustainable business growth and value creation, the Group will continue to engage prominently in property development and investment, and relevant asset management services. However, the Group would be more cautious in considering investments in the international markets such as the United States of America (the "USA") and Europe in accordance with the future development strategy of the Group. This should give diversification and a hedge against the future domestic businesses of the Group with a reasonable return to the Shareholders. Other than capturing investment opportunities to establish the position and engage in the property market in Los Angeles and London for income generating real estates with potential of capital appreciation in the long term and re-development in future, the Group's focus will also be on the execution of existing projects, including but not limited to enhancement of operating performance as well as facilitation of projects developments. Besides, the Group will not rule out any possibilities to divest its investment with decent return. The Directors believe that after the acquisitions in the past few years and execution of existing projects, the Group will be able to broaden its income base through the stable rental incomes generated from the properties. Apart from the Group's core businesses in property development and investments in the PRC, the USA and the UK, and the provision of property management services in Beijing, the Group will continue to focus on searching for suitable investment opportunities which may strategically fit into its diversification strategy and generate a steady source of income.

APPRECIATION

I would like to take this opportunity to express my heartfelt gratitude to the fellow members of the Board, and on behalf of the Board, the management and entire staff of the Group for their diligent work and contribution in the past year. Last but not least, I would like to extend my sincerest appreciation to the investors and shareholders of the Company for their continuing confidence in and support for the Group over the years. In 2021, the business portfolio of the Group will continue to be optimised and rationalised in order to motivate the Company's future development and business growth. We will devote our best efforts to generate encouraging returns for our supportive shareholders.

Yours faithfully,
WEI CHUNXIAN
Chairman

Hong Kong, 31 March 2021

面對二零二零年COVID-19疫情前所未見之挑戰，本集團努力不懈地維持有效的營運及提供優質服務，以盡量減低對租戶、顧客及員工的影響。為確保業務有長遠可持續的增長，本集團將繼續主要從物業發展及投資，以及相關資產管理服務。然而，本集團將按照本集團之未來發展策略，於考慮向美利堅合眾國（「美國」）及歐洲等國際市場作出投資時更加審慎，此舉應帶來多樣化，並於日後為本集團之國內業務提供對沖，從而為股東提供合理回報。本集團不單把握投資機遇，進軍洛杉磯及倫敦物業市場並建立橋頭堡，藉房地產長遠資本增值及未來重建潛力賺取收入，亦將專注於執行現有項目，包括但不限於提升營運表現及促進專案發展。此外，本集團將不排除任何獲得足夠回報後出售項目的可能性。董事相信，於過去數年之收購及執行現有專案後，憑藉該等物業產生之穩定租金收入，本集團之收入基礎將可擴大。除本集團在中國、美國及英國的物業發展及投資的核心業務及於北京提供物業管理服務外，本集團將繼續增強聚焦於策略上配合其多元化發展舉措之合適投資機會，務求帶來穩定收入來源。

致謝

本人謹藉此機會衷心感謝董事局全體同仁，並代表董事局感謝本集團的管理層及全體員工過去一年的努力和貢獻。最後，本人也誠意感謝本公司的投資者及股東多年以來一直對本集團的信心和支持。於二零二一年，本集團的業務組合將持續優化及合理化，為本公司未來的發展及業務增長注入了原動力。我們將會傾盡全力，為一直支持我們的股東帶來豐碩的回報。

此致
主席
魏純暉

香港，二零二一年三月三十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

For the year ended 31 December 2020 (the “Year”), the operations of the Group were organised into business units based on the nature of their products and services. There were three reportable operating segments, including (i) the property management segment; (ii) the property development and investment segment; and (iii) the operation of the Recreational Centre segment. The first and third segments were carried out in the PRC whereas the second segment was carried out in the PRC, the USA and the UK.

Property management segment

Beijing AOCEAN Property Management Company Limited* (北京澳西物業管理有限公司), (“AOCEAN”), a wholly-owned subsidiary of the Company, provides property management services for office buildings, residential properties and car parks. As at 31 December 2020, AOCEAN managed 24 major residential and commercial property projects, which were located in Beijing, Hebei Province and Hainan, the PRC. The services provided by AOCEAN under the management agreements thereof include, inter alia (i) provision of heating supply and maintenance services of heat exchange stations and pipeline network; (ii) provision of management services to car parks such as maintenance of various facilities and equipment in the car parks; and (iii) provision of property management services to vacant properties and general management services such as repair and maintenance of buildings and fire safety equipment and facilities for residential and commercial property projects.

Adhering to the principle of being human-oriented, and perceiving the market from the perspective of customers and market needs, AOCEAN has been improving and perfecting its management system and continues to provide professional services to its customers.

業務回顧

截至二零二零年十二月三十一日止年度（「本年度」），本集團的經營業務根據產品及服務之性質劃分為業務單位，並有以下三個可供報告之經營板塊：(i) 物業管理板塊；(ii) 物業發展及投資板塊；及(iii) 經營休閒中心板塊。第一個及第三個板塊於中國營運，而第二個板塊則於中國、美國及英國營運。

物業管理板塊

本公司之全資附屬公司北京澳西物業管理有限公司（「澳西」）為辦公大樓、住宅物業及停車場提供物業管理服務。於二零二零年十二月三十一日，澳西管理24個大型住宅及商用物業項目，全部位於中國北京、河北省及海南。澳西根據有關管理協議所提供之服務計有（其中包括）：(i) 提供供暖服務以及換熱站及輸送管道網絡之維修服務；(ii) 提供停車場管理服務（例如維修停車場之各種設施及設備）；及(iii) 提供有關空置物業之物業管理服務及一般管理服務（例如維修及保養住宅及商用物業項目之樓宇以及防火安全設備及設施）。

秉持以人為本之原則，並從客戶及市場需要之角度進行市場考量，澳西一直改善及完善其管理系統並繼續為客戶提供專業服務。

Property development and investment segment

During the Year, the Group carried on its property development and investment business in the USA, the UK and the PRC.

- Santa Monica project

The Santa Monica project, located in Santa Monica, the County of Los Angeles, State of California, the USA, has a total site area of approximately 40,615 square feet ("US Complex"). According to the title of the parcel of land, the development for the site is a mixed-use three stories development. Total rentable/saleable floor area is approximately 25,000 square feet for commercial use and 38,000 square feet for residential use and there are 190 on-site subterranean parking spaces. The commercial areas have been fully leased out for the Year. However, due to the outbreak of COVID-19, which slowed down the leasing progress of residential areas during the Year, we are actively negotiating with several potential tenants to lease out the remaining areas. Property leasing agent has been appointed for residential lease. Marketing campaign has been launched in the market. The plan for the Santa Monica project is to lease out all the commercial units and the residential units.

- Culver City project

Culver City project is a 36,319 square feet redevelopment site located at the south corner of Washington Boulevard and Motor Avenue in Culver City, Los Angeles County, California, the USA. It includes an automotive service shop totalling 7,373 square feet and surface lot. The land title allows for the development of 139 residential units, of which 14 units would be income restricted for residents at the extremely low income level, and 1,969 square feet of ground floor would be commercial space.

The Directors consider the Culver City Project to be an attractive investment opportunity to diversify the Group's property development operations in the USA, as this land is located within walking distance to the heart of Culver City, Los Angeles, which is the hub of a number of motion pictures and other production studios and is within well-established transportation network. Culver City Project is expected to further cement the Group's foothold in the western USA and enhance the Group's overall geographical diversification of business.

物業發展及投資板塊

於本年度，本集團於美國、英國及中國進行物業發展及投資業務。

- 聖莫尼卡項目

聖莫尼卡項目位於美國加利福尼亞州洛杉磯聖莫尼卡市，地盤面積合共約為40,615平方呎（「美國綜合物業」）。根據該幅土地之所有權，地盤之發展為樓高三層之綜合用途發展項目。可出租／可出售總建築面積約25,000平方呎作商業用途，38,000平方呎作住宅用途，並設有190個地下停車位。於本年度，商業區域已全部出租。然而，由於COVID-19爆發導致本年度內住宅區域的租賃進度減緩，因此我們正積極與若干潛在租戶洽談，以出租餘下的區域。本集團已就住宅租賃委任物業租賃代理。營銷活動已推向市場。聖莫尼卡項目計劃出租所有商業單位及住宅單位。

- 卡爾弗城項目

卡爾弗城項目為一個36,319平方呎的重建用地，位於美國加利福尼亞州洛杉磯縣卡爾弗城之Washington Boulevard及Motor Avenue的南角。該項目包括一個汽車服務店舖（總面積為7,373平方呎）及地面空間。該土地之所有權允許開發139個住宅單位，其中14個單位將提供予收入水平極低的居民居住以及1,969平方呎的地面樓層將為商業空間。

董事認為，由於從該地塊步行可達洛杉磯匯聚多間電影及其他製作公司之卡爾弗城中心區，附近交通網絡發達，故使本集團美國物業發展業務之投資機會多樣化，卡爾弗城項目乃具吸引力之良機。卡爾弗城項目預計將成為本集團進一步鞏固美國西部地區，提升本集團整體業務地理多元性之里程碑。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- Boundary House

Boundary House is located at the crossover between the increasingly vibrant Aldgate district in London, the UK which is popular with technology, media and telecommunications occupiers and the established city of London financial and insurance hub. Boundary House is also close to numerous main train lines and underground stations with convenient access of rail transportation. Boundary House is an office building with a net internal floor area of approximately 45,062 square feet, which comprises a ground floor and seven upper floors, basement storage and seven car park spaces. As at 31 December 2020, Boundary House was approximately 88% occupied and was let to twelve tenants. The leases contributed approximately £0.95 million rental income to the Group for the Year.

- Juxon House

Juxon House is located at 100 St Pauls Churchyard, London, the UK. It is situated in a prominent location on the northwest side of St Pauls Cathedral, at the corner of Ludgate Hill/St Paul's Churchyard to the south and Ave Maria Lane to the west, with Paternoster Square to the east, which is a prime professional and financial district with the London Stock Exchange and some multinational organisations having offices in the near vicinity. Juxon House is a grade A commercial building with a net lettable floor area of approximately 123,781 square feet, among which the office accommodation, the retail accommodation, and the ancillary and storage area have a net lettable floor area of 100,774 square feet, 20,083 square feet and 2,924 square feet respectively. Juxon House comprises a lower ground floor, a ground floor and five upper floors, basement storage and twenty car park spaces. Juxon House was let to three office tenants and four retail tenants, which contributed approximately £5.3 million rental income to the Group for the Year.

- Boundary House

Boundary House坐落於英國倫敦市日漸繁華的Aldgate區，該區域獲多家科技、媒體及電信企業進駐，且為倫敦市著名的金融及保險地帶中心。Boundary House鄰近多條主要鐵路幹線及地鐵站，鐵路交通十分方便。Boundary House為一座辦公大樓，室內實用建築面積約為45,062平方呎，由一層地下室、地面上七層樓、地庫儲物空間及七個停車位組成。於二零二零年十二月三十一日，Boundary House出租予十二名租戶，出租率約達88%。於本年度，該等租賃為本集團貢獻約950,000英鎊租金收入。

- Juxon House

Juxon House位於英國倫敦聖保羅教堂墓地第100號。其坐落於聖保羅大教堂西北側之黃金地段，南面為Ludgate Hill／聖保羅教堂墓地，西面為Ave Maria Lane，而東面則為帕特諾斯特廣場，乃倫敦證券交易所所在之主要專業及金融區，若干跨國公司在附近擁有辦事處。Juxon House為一座A級商業樓宇，可出租實用面積約為123,781平方呎，其中辦公場所、零售場所及配套及儲存區域之可出租實用建築面積分別為100,774平方呎、20,083平方呎及2,924平方呎。Juxon House包括一層底層、地面層及以上五個樓層、地下儲存室及二十個停車位。於本年度，Juxon House已出租予三名辦公室租戶及四名零售租戶，為本集團貢獻約5,300,000英鎊租金收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- Guorui Square Block B

Beijing Kaipeng Technology Development Co., Ltd.* (北京凱朋科技發展有限公司) (“Kaipeng Technology”), a subsidiary of the Company, holds certain units with a gross floor area of approximately 46,164 square meters in Building No.2 of Kingdom Guorui, No.1 Ronghua South Road, Daxing District, Beijing, the PRC (“Guorui Square Block B”), which are for office use.

The basements, the whole of Levels 2 to 11, Unit 108 on Level 1M and Units 1201, 1202 and 1203 on Level 12M of Guorui Square Block B, were owned by Wise Expert Investment Limited (“Wise Expert”) and its subsidiaries. The Company agreed to acquire Wise Expert at a consideration of HK\$1,541,320,000 pursuant to the sale and purchase agreement dated 30 May 2018 entered into between the Company as purchaser and Winluck Global Limited and Silky Apex Limited as vendors. As at the date of this report, 95% of the entire issued share capital of Wise Expert has been acquired by the Group.

The remaining units in Guorui Square Block B, including Level 1, Unit 107 on Level 1M and Levels 13 to 36 (excluding refuge floors on Level 23 and Level 34), were owned by Capable Kingdom Limited (a wholly-owned subsidiary of the Company) and its subsidiaries.

The Directors planned to sell or lease certain units of Guorui Square Block B, subject to market conditions in Yizhuang (亦莊), Beijing, the PRC. Currently, certain units were leased out to tenants under medium or long term leases.

Operation of the Recreational Centre segment

The operation of the Recreational Centre (i.e. a leisure and lifestyle experience centre in Beijing, the PRC) segment includes, inter alia, the provision of catering, banquet, fitness and sport facilities services.

The Recreational Centre is located in the Economic Technological Development Area in Yizhuang at the southeast of Beijing, the PRC, which is surrounded by an area of large construction site under development. The construction site includes hotel, offices, residential and retail properties. The development of the remaining area is expected to complete gradually by 2022. The operation of the Recreational Centre incurred net losses during the Year, which was mainly due to the recreational market conditions which were adversely affected by the outbreak of COVID-19. As a cost control measure, the Group had temporarily suspended the Recreational Centre from February 2020 and reopened on August 2020. The Group will continue to monitor the development of COVID-19, and has been putting appropriate cost and risk management measures in place during this extraordinary difficult period while still preserving and building its capabilities for the future.

- 國銳廣場B座

本公司附屬公司北京凱朋科技發展有限公司(「凱朋科技」)持有若干單位，位於中國北京大興區榮華南路1號院國銳•金嶺大廈2號(「國銳廣場B座」)，總樓面面積約為46,164平方米，作辦公室用途。

國銳廣場B座的地下室、第2層至第11層、第1M層的108室以及第12M層的1201、1202及1203室由Wise Expert Investment Limited(「Wise Expert」)及其附屬公司擁有。根據本公司(作為買方)與Winluck Global Limited及Silky Apex Limited(作為賣方)所訂立日期為二零一八年五月三十日之買賣協議，本公司同意以代價1,541,320,000港元收購Wise Expert。於本報告日期，Wise Expert全部已發行股本的95%已被本集團收購。

國銳廣場B座的餘下單位(包括第1層、第1M層的107室及第13至第36層(不包括第23層及第34層的隔火層))，乃由Capable Kingdom Limited(本公司的全資附屬公司)及其附屬公司擁有。

董事計劃出售或租賃國銳廣場B座的若干單位，受限於中國北京亦莊之市況。目前，若干單位按中長期租賃出租予租戶。

經營休閒中心板塊

經營休閒中心(即中國北京市休閒及時尚生活體驗中心)板塊包括提供餐飲、宴會、健身及體育設施服務。

休閒中心位於中國北京東南部亦莊經濟技術開發區，周邊大部分建築工地正在開發。該建築工地附帶酒店、辦公室、住宅及零售物業。餘下區域之發展估計將於二零二二年前逐步完成。休閒中心運營於本年度內主要因休閒市場狀況因受COVID-19疫情的不利影響而產生虧損淨額。作為一項成本控制措施，本集團休閒中心自二零二零年二月起已暫時休業，並於二零二零年八月重新開業。本集團將繼續監控COVID-19疫情的發展態勢，並在此異常艱難之際採納適當的成本及風險管理措施，同時仍為未來積蓄實力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

財務回顧

		Year ended 31 December 2020 截至二零二零年 十二月三十一日 年度 HK\$'000 千港元	Year ended 31 December 2019 截至二零一九年 十二月三十一日 年度 HK\$'000 千港元
Turnover	營業額	322,026	373,327
Profit for the year	本年度溢利	680	98,082
		As at 31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元	As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元
Total assets	資產總額	6,702,004	6,306,456
Total liabilities	負債總額	3,112,688	2,869,659
Net assets	資產淨額	3,589,316	3,436,797
Net debts [^]	債務淨額 [^]	2,464,208	2,378,356
Capital liquidity ratio ^{**}	資本流動比率 ^{**}	0.24	0.22
Gearing ratio [#]	資產負債率 [#]	68.7%	68.6%

[^] The amount represented trade payables, bank and other borrowings, other payables and accruals and amounts due to related parties, less cash and cash equivalents

[^] 該款項指應付貿易賬款、銀行及其他借款、其他應付款項及應計費用以及應付關聯方款項減現金及現金等價物

^{**} The ratio represented cash and cash equivalents divided by current liabilities

^{**} 該比率指現金及現金等價物除以流動負債

[#] The ratio represented net debts divided by total equity

[#] 該比率指債務淨額除以權益總額

Financial analysis

During the Year, the Group generated revenue of approximately HK\$322,026,000 (31 December 2019: approximately HK\$373,327,000). The property management segment reported segment revenue of approximately HK\$197,017,000 (31 December 2019: approximately HK\$224,225,000). The property development and investment segment arising reported segment revenue of approximately HK\$99,412,000 (31 December 2019: approximately HK\$78,817,000), which was contributed from the rental income from the operating leases of certain portion of units in Juxon House, Boundary House, and Guorui Square Block B. The operation of the Recreational Centre segment reported segment revenue of approximately HK\$25,597,000 (31 December 2019: approximately HK\$70,285,000).

The Group recorded a profit for the Year of approximately HK\$680,000 (31 December 2019: approximately HK\$98,082,000). The break even was primarily due to i) increase in finance costs for the period as a result of additional interest expense incurred on a quasi-loan equity contributed by a joint venture partner of a subsidiary, which was acquired in the second half year of 2019; and ii) decrease in the remeasurement gain upon transfer of certain properties held for sale to investment properties as compared to that recorded in 2019 as a result of less number of additional properties transferred to investment properties for rental purposes in the PRC during the Year under negative impact of outbreak of COVID-19. As at 31 December 2020, the outstanding balance of bank and other borrowings was approximately HK\$2,119,581,000 (31 December 2019: approximately HK\$2,336,024,000), of which the balance mainly consisted of (i) a bank loan of approximately HK\$816,357,000 (31 December 2019: approximately HK\$806,374,000) secured by Juxon House and certain trade and lease receivables; (ii) other loan of approximately HK\$234,078,000 (31 December 2019: approximately HK\$213,959,000) secured by the US Complex which was newly drawdown during the Year; and (iii) lease liabilities balances of approximately HK\$5,483,000 (31 December 2019: approximately HK\$39,603,000).

As at 31 December 2020, the Group had available cash and bank balances of approximately HK\$196,147,000 (31 December 2019: approximately HK\$246,877,000).

財務分析

本集團於本年度產生收入約322,026,000港元(二零一九年十二月三十一日:約373,327,000港元)。物業管理板塊錄得板塊收入約197,017,000港元(二零一九年十二月三十一日:約224,225,000港元)。物業發展及投資板塊產生的可呈報板塊收入約99,412,000港元(二零一九年十二月三十一日:約78,817,000港元),源自Juxon House、Boundary House及國銳廣場B座之若干單元之經營租賃貢獻的租金收入。經營休閒中心板塊錄得板塊收入約25,597,000港元(二零一九年十二月三十一日:約70,285,000港元)。

本集團於本年度錄得溢利約680,000港元(二零一九年十二月三十一日:約98,082,000港元)。收支平衡主要乃由於i)附屬公司(於二零一九年下半年獲收購)之合營公司合夥人貢獻的準貸款產生的額外利息開支致使本期間財務費用增加;及ii)部分持作出售物業轉為投資物業後導致重新計量收益較二零一九年錄得收益有所減少,乃由於在COVID-19爆發的負面影響下,本年度在中國轉為可供出租的投資物業的額外物業數目有所減少。於二零二零年十二月三十一日,銀行及其他借款的未償還結餘約2,119,581,000港元(二零一九年十二月三十一日:約2,336,024,000港元),其中結餘主要包括(i)以Juxon House及若干應收貿易及租賃賬款作抵押的銀行貸款約816,357,000港元(二零一九年十二月三十一日:約806,374,000港元);(ii)以美國綜合物業作抵押的本年度新增其他貸款約234,078,000港元(二零一九年十二月三十一日:約213,959,000港元);及(iii)租賃負債結餘約5,483,000港元(二零一九年十二月三十一日:約39,603,000港元)。

於二零二零年十二月三十一日,本集團有現金及銀行結餘約196,147,000港元(二零一九年十二月三十一日:約246,877,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Foreign currency exposure

During the Year, the Group's business operations were principally located in the PRC, the UK and the USA and the main operational currencies are Hong Kong dollars ("HK\$"), Renminbi ("RMB"), Pound sterling ("£") and United States dollars ("US\$"). The Group's transactions were mainly denominated in RMB, £ and US\$. The majority of assets and liabilities are denominated in HK\$, RMB, £ and US\$. Any significant exchange rate fluctuations of foreign currencies against HK\$ may have financial impact to the Group. The Group does not have a foreign currency hedging policy at present. However, the Group will closely monitor the exchange rate movement trend and take corresponding measures in a timely manner to reduce foreign currency exchange risk and exposure.

Human resources and remuneration policy

As at 31 December 2020, the total number of employees of the Group (excluding Directors) was 499 (31 December 2019: 698). Most of them were located in the PRC.

The total remuneration of the employees of the Group for the Year was approximately HK\$70,561,000 (31 December 2019: approximately HK\$96,705,000).

The emolument of each of the Directors and the employees of the Group is on the basis of their merit, qualification, competence and experience in the industry, the profitability of the Group as well as remuneration benchmarks from other local and international companies and prevailing market conditions. Executive Directors and employees also participate in bonus arrangements which are determined in accordance with the performance of the Group and the individual's performance.

Final dividend

The Board resolved not to declare any final dividend for the Year (31 December 2019: Nil).

外幣風險

於本年度，本集團之業務營運主要位於中國、英國及美國境內，而主要營運貨幣為港元（「港元」）、人民幣（「人民幣」）、英鎊（「英鎊」）及美元（「美元」）。本集團之交易主要以人民幣、英鎊及美元為單位。大部分資產和負債均以港元、人民幣、英鎊及美元為單位。外幣兌港元如有任何重大匯率波動，可能會對本集團構成財務影響。本集團目前並無外幣對沖政策。然而，本集團將密切關注匯率變化趨勢，及時採取應對措施以減輕外匯風險及承擔。

人力資源及薪酬政策

於二零二零年十二月三十一日，本集團之僱員（不包括董事）總數為499人（二零一九年十二月三十一日：698人），大部分在中國工作。

本集團於本年度之僱員薪酬總額約70,561,000港元（二零一九年十二月三十一日：約96,705,000港元）。

董事及本集團僱員各自之薪酬乃根據其才幹、資歷、能力及行業經驗、本集團之利潤以及其他本地及國際公司之薪酬標準及當前市場狀況而釐定。執行董事及僱員亦可參與獎金安排，其根據本集團表現及個人表現釐定。

末期股息

董事局議決不宣派本年度之任何末期股息（二零一九年十二月三十一日：無）。

Pledge of assets

As at 31 December 2020, the Group had investment properties and properties held for sale amounting to approximately HK\$3,775,613,000 in total (31 December 2019: approximately HK\$3,783,349,000) to secure bank and other borrowings. Such bank and other borrowings comprise of loans presented in the section headed “Financial analysis” of this report on page 13.

As at 31 December 2020, certain trade and lease receivables of approximately HK\$16,910,000 (31 December 2019: approximately HK\$3,253,000) in total was pledged to secure bank loans granted to the Group.

As at 31 December 2020, no bank deposit (31 December 2019: approximately HK\$39,168,000) has been pledged to secure standby letter of credit issued to the general contractor for Santa Monica project.

Capital and other development related commitment and contingent liabilities

As at 31 December 2020, the Group had no material contingent liabilities (31 December 2019: Nil). As at 31 December 2020, the Group had no contracted and no commitments for development costs and capital expenditure (31 December 2019: approximately HK\$2,879,000).

Property valuations

Property valuations on the Group’s investment properties located in the UK and the USA and the property located in the PRC as at 31 December 2020 have been carried out by independent qualified professional valuers, Jones Lang LaSalle Limited, Cushman & Wakefield Western, Inc, and Colliers International (Hong Kong) Limited, respectively. The property valuations were used in preparing 2020 annual results. The valuations were based on income capitalisation approach and sales comparison approach.

資產抵押

於二零二零年十二月三十一日，本集團將合共約3,775,613,000港元(二零一九年十二月三十一日：約3,783,349,000港元)之投資物業及持作出售物業作為向銀行及其他借款之擔保。該等銀行及其他借款包括本報告第13頁「財務分析」一節呈列的貸款。

於二零二零年十二月三十一日，若干應收貿易及租賃賬款合計約16,910,000港元(二零一九年十二月三十一日：約3,253,000港元)已抵押，作為本集團獲授銀行貸款之擔保。

於二零二零年十二月三十一日，並無抵押銀行存款(二零一九年十二月三十一日：約39,168,000港元)作為向聖莫尼卡項目總承包商出具之備用信用證之擔保。

資本及其他開發相關之承擔及或然負債

於二零二零年十二月三十一日，本集團並無任何重大或然負債(二零一九年十二月三十一日：無)。於二零二零年十二月三十一日，本集團未訂約且未就開發成本及資本開支撥備承擔(二零一九年十二月三十一日：約2,879,000港元)。

物業估值

本集團於英國及美國之投資物業及位於中國之物業於二零二零年十二月三十一日之物業估值，分別由獨立合資格專業估值師仲量聯行有限公司、Cushman & Wakefield Western, Inc及高力國際物業顧問(香港)有限公司進行。物業估值用於編製二零二零年年度業績。估值乃根據收入資本化法及銷售比較法而定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Significant investments and material acquisitions and disposals of subsidiaries, associates and joint ventures

The Group had not made any significant investments, acquisitions and disposals during the Year.

Future plans for material investments

There is no plan for making material investments or acquiring capital assets as at the date of this report.

FUTURE PROSPECT

Faced with the unprecedented challenge of the COVID-19 pandemic in 2020, the Group worked relentlessly to maintain effective operations and provide quality services, minimizing impact on tenants, customers and staff. To ensure long-term sustainable business growth and value creation, the Group will continue to engage prominently in property development and investment, and relevant asset management services. However, the Group would be more cautious in considering investments in the international markets such as the USA and Europe in accordance with the future development strategy of the Group. This should give diversification and a hedge against the future domestic businesses of the Group with a reasonable return to the Shareholders. Other than capturing investment opportunities to establish the position and engage in the property market in Los Angeles and London for income generating real estates with potential of capital appreciation in the long term and re-development in future, the Group's focus will also be on the execution of existing projects, including but not limited to enhancement of operating performance as well as facilitation of projects developments. Besides, the Group will not rule out any possibilities to divest its investment with decent return. The Directors believe that after the acquisitions in the past few years and execution of existing projects, the Group will be able to broaden its income base through the stable rental incomes generated from the properties.

Apart from the Group's core businesses in property development and investments in the PRC, the USA and the UK, and the provision of property management services in Beijing, the Group will continue to focus on searching for suitable investment opportunities which may strategically fit into its diversification strategy and generate a steady source of income.

重大投資及附屬公司、聯營公司及合營公司的重大收購及出售事項

本集團於本年度並無任何重大投資、收購及出售事項。

重大投資之未來計劃

於本報告日期，尚無進行重大投資或收購資本資產之計劃。

未來展望

面對二零二零年COVID-19疫情前所未見之挑戰，本集團努力不懈地維持有效的營運及提供優質服務，以盡量減低對租戶、顧客及員工的影響。為確保業務有長遠可持續的增長，本集團將繼續主要從物業發展及投資，以及相關資產管理服務。然而，本集團將按照本集團之未來發展策略，於考慮向美國及歐洲等國際市場作出投資時更加審慎，此舉應帶來多樣化，並於日後為本集團之國內業務提供對沖，從而為股東提供合理回報。本集團不單把握投資機遇，進軍洛杉磯及倫敦物業市場並建立橋頭堡，藉房地產長遠資本增值及未來重建潛力賺取收入，亦將專注於執行現有項目，包括但不限於提升營運表現及促進項目發展。此外，本集團將不排除任何獲得足夠回報後出售項目的可能性。董事相信，於過去數年之收購及執行現有項目後，憑藉該等物業產生之穩定租金收入，本集團之收入基礎將可擴大。

除本集團在中國、美國及英國的物業發展及投資的核心業務及於北京提供物業管理服務外，本集團將繼續增強聚焦於策略上配合其多元化發展舉措之合適投資機會，務求帶來穩定收入來源。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

AUDIT COMMITTEE

The audit committee has reviewed the annual results and has no dissenting view on the accounting policies of the companies adopted by the Group and on the Group's internal controls and risk management, accounting and financial reporting functions.

購買、出售或贖回上市證券

於本年度，本公司及其任何附屬公司概無購買、出售、贖回或註銷任何本公司的上市證券。

審核委員會

審核委員會已審閱全年業績，而其對本集團採納本公司的會計政策以及本集團的內部監控及風險管理、會計及財務匯報職能並無異議。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

This is the fourth Environmental, Social and Governance Report (“ESG”) of GR Properties Limited (“GR Properties” or the “Company”), together with its subsidiaries (the “Group” or “We” or “Us”) to stakeholders, which aims to provide a balanced representation of the efforts made by the Group on corporate social responsibility and sustainable development in the past year. This report is prepared in accordance with the Environmental, Social and Governance Reporting Guide in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

REPORTING PERIOD AND SCOPE

This report covers the period from 1 January 2020 to 31 December 2020 (the “Reporting Period”).

The reporting scope of this report covers the major property management projects of the property management business, which include 11 major property management projects of the Group during the Reporting Period (2019: seven major property management projects), namely the Fortune Street project*, the Yigou project*, In-Beijing project*, the GOLDEN TOWER project*, the North Garden project*, the Kingdom Guorui project*, the Guorui Plaza project*, the Daxing project*, the Xiongan project*, the Sanya project* and ChengJianManTi project*, and Recreational Centre businesses of the Group located in Beijing.

* The English name is an unofficial translation for identification purpose only.

關於本報告

本報告是國銳地產有限公司(「國銳地產」或「本公司」)，連同其附屬公司(統稱為「本集團」或「我們」)向各位持份者所發表的第四份環境、社會及管治報告(「環境、社會及管治報告」)，旨在平衡展示本集團在過去一年在企業社會責任及可持續發展方面作出的努力。本報告乃根據香港聯合交易所有限公司證券上市規則附錄二十七之《環境、社會及管治報告指引》編製。

報告期間及範圍

本報告的報告期為二零二零年一月一日至二零二零年十二月三十一日(「報告期間」)。

本報告的範圍涵蓋物業管理業務的主要物業管理項目，包括本集團於報告期內的十一個主要物業管理項目(二零一九年：七個主要物業管理項目)，即財滿街項目*、易構項目*、In北京項目*、金長安項目*、北花園項目*、國銳•金嶺項目*、國銳廣場項目*、大興項目*、雄安項目*、三亞項目*及城建縵縵項目*，以及涵蓋本集團位於中國北京市的休閒中心業務。

* 英文名稱為非官方名稱，僅供識別。

ESG WORKING GROUP

To demonstrate our commitment to transparency and accountability, the Company has established an ESG working group, which has clear terms of reference that set out the powers delegated to it by the board of directors of the Company. We highly value opinions of each stakeholder and treat them as the cornerstone for the development of the Group. If you have any opinions or suggestion on this report and our sustainable development performance, please send us your comments via email at info@grproperties.com.hk.

CORPORATE SOCIAL RESPONSIBILITY ("CSR") VISION, POLICY AND STRATEGY

The Group adopted a CSR Policy in order to commit to the highest standards of corporate governance, and aims to integrate CSR into the Group's business strategy and management approach.

CSR is viewed as a business philosophy that creates shared sustainable value with its stakeholders in the economic, social and environmental dimensions. The Group's CSR vision and CSR Policy guide the Group's business and operational decisions to take into account its responsibility to the CSR cornerstones with pragmatic objectives providing guidance on the application of these principles in its daily operations.

The Group's CSR Policy describes our long-term approach to specific issues in the four cornerstones: Marketplace, Workplace, Community and Environment, which is instrumental in enabling our business to operate in a sustainable manner. Within each of the cornerstones, core principles and pragmatic objectives provide guidance on practicing CSR in our daily operations.

環境、社會及管治工作組

為踐行我們的透明度及問責制承諾，本公司成立了環境、社會及管治工作組及職權範圍，並明確規定了本公司董事局賦予工作組的權力。我們對於每一個持份者的意見都極其重視，視之為本集團向前發展的基石。如閣下對本報告或本集團的可持續發展表現有任何意見或建議，可透過電郵info@grproperties.com.hk向我們提出。

企業社會責任(「CSR」)願景、政策及策略

本集團已採納企業社會責任政策，遵守最高企業管治標準，並致力於將企業社會責任納入本集團的業務策略及管理方案。

我們將企業社會責任視為一種商業理念，在經濟、社會和環境方面與持份者共同創造可持續的價值。本集團的企業社會責任願景及企業社會責任政策將指引本集團的業務及營運決策，我們將企業社會責任視為企業責任的基石，並透過務實目標指引相關原則在日常營運中的運用。

本集團的企業社會責任政策介紹了我們針對市場、工作場所、社區和環境四個基礎方面的具體事宜的長期方案，從而促進我們業務的可持續營運。在每個基礎方面，核心原則及務實目標將指引我們在日常營運中實踐企業社會責任。

SUSTAINABILITY

Sustainable development is a long-term commitment of a responsible enterprise, and is deeply rooted in our people-oriented businesses. We have been implementing sustainable operations and worked towards a better life for the public, through continuously enhancing the sustainability of the environment, ensuring a high quality of services, building an outstanding and strong service team, carrying out rigorous supply chain management, maintaining a high level of ethics and integrity, caring for disadvantaged groups in the community and otherwise.

可持續發展

可持續發展是負責任企業的長期承諾，且深深植根於我們以人為本的業務當中，透過不斷加強環境的可持續性、確保服務品質卓越、建立優秀強大的服務團隊、嚴謹的供應鏈管理、維持高度的道德與誠信、關懷社區弱勢社群等各範疇的工作。我們一直貫徹可持續營運方針，將美好生活帶給公眾。



STAKEHOLDERS ENGAGEMENT

The Group endeavors to create sustainable growth and long-term value for its stakeholders, who are comprised of the Group's employees, customers, owners and households, suppliers and business partners, shareholders and investors, government and the wider community. We continue to interact with our stakeholders on an ongoing basis in order to understand their views and collect their feedback.

Our channels of daily communication with stakeholders are as follows:

持份者參與

本集團努力為持份者創造可持續增長和長期價值，本集團的持份者涵蓋本集團的僱員、客戶、業主及住戶、供應商及業務夥伴、股東及投資者、政府以及更廣泛社區。我們持續與持份者進行交流，了解彼等的看法並收集反饋意見。

我們與持份者的日常溝通渠道如下：



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MATERIALITY ASSESSMENT

In order to better understand the opinions and expectations of our stakeholders, we engage a third party to conduct materiality assessment for us each year. Through opinion survey, we invite stakeholders to score and rank a total of 25 environmental, social and governance issues grouped into five main categories (namely “Quality of Working Environment”, “Environmental Protection and Green Operations”, “Operational Practices”, “Product and Service Responsibilities” and “Contribution to Communities”), thereby understanding their degree and change of attention to each significant issue, and enabling us to plan our sustainable development work more comprehensively in the future.

重要性評估

為了更有效瞭解持份者的意見和期望，我們每年委任第三方為我們進行重要性評估工作。通過意見調查，邀請各類別的持份者就五個主要範疇（即「工作環境質素」、「環境保護和綠色營運」、「營運常規」、「產品與服務責任」以及「社區貢獻」），合共25個環境、社會及管治議題進行評分及排名，我們從而瞭解持份者就各重大議題的關注程度及其改變趨勢，以及以便我們在未來更全面地規劃可持續發展工作。

Materiality Analysis of Issues

各議題之重要性分析

Issue	Category	Change	Rankings for the Year	Rankings for the Last Year
議題	範疇	變化	本年度排名	上一年度排名
Product safety 產品安全	Product and service responsibilities 產品與服務責任	↑	1	8
Treatment of hazardous and non-hazardous waste 有害及無害廢棄物處理	Environmental protection and green operations 環境保護和綠色營運	↑	2	7
Anti-corruption 反貪污	Operational practices 營運常規	↑	3	12
Complaint handling 投訴處理	Product and service responsibilities 產品與服務責任	↑	4	14
Disaster emergency plan 災難應急預案	Operational practices 營運常規	↑	5	6
Customer/consumer privacy 客戶／消費者私隱	Product and service responsibilities 產品與服務責任	↓	6	3
Energy and water conservation 節約能源及用水	Environmental protection and green operations 環境保護和綠色營運	↓	7	5
Sewage discharge 污水排放	Environmental protection and green operations 環境保護和綠色營運	↓	8	2
Exhaust emission 廢氣排放	Environmental protection and green operations 環境保護和綠色營運	↑	9	10

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Issue 議題	Category 範疇	Change 變化	Rankings for the Year 本年度排名	Rankings for the Last Year 上一年度 排名
Occupational safety and health 職業安全及健康	Quality of working environment 工作環境質素	↓	10	1
Prevention of child and forced labour 防止童工及強制勞動	Quality of working environment 工作環境質素	↓	11	4
Greenhouse gas emission 溫室氣體排放	Environmental protection and green operations 環境保護和綠色營運	↓	12	9
Intellectual property rights 知識產權	Product and service responsibilities 產品與服務責任		13	13
Natural resource utilization (including energy and water utilization) 天然資源利用(包括能源及用水)	Environmental protection and green operations 環境保護和綠色營運	↓	14	11
Employment relationship and communication with employees 僱傭關係及員工溝通	Quality of working environment 工作環境質素	↑	15	21
Technology research and development 技術研究與開發	Product and service responsibilities 產品與服務責任	↑	16	18
Supplier selection procedure 供應商選擇程序	Operational practices 營運常規	↑	17	19
Employee turnover rate 員工流失率	Quality of working environment 工作環境質素	↑	18	25
Evaluation of suppliers' environmental and social performance 供應商環境及社會表現評估	Environmental protection and green operations 環境保護和綠色營運	↓	19	17
Diversity and equal opportunity 多元化及均等機會	Quality of working environment 工作環境質素	↑	20	24
Trainings and development 培訓及發展	Quality of working environment 工作環境質素	↓	21	15
Employee benefits/leisure activities 員工福利/康樂活動	Quality of working environment 工作環境質素	↓	22	20
Participation in volunteer activities 參與義工活動	Contribution to Communities 社區貢獻		23	23
Carbon trading mechanism 碳交易機制	Environmental protection and green operations 環境保護和綠色營運	↓	24	16
Charity donation 慈善捐贈	Contribution to Communities 社區貢獻	↓	25	22

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ENVIRONMENTAL

The Group is eminently devoted towards promoting a sustainable working and living environment through continuous emissions reduction and effective use of resources. We have obtained ISO14001:2015 Environment Management Certificate and ISO9001:2015 Quality Management Certificate, and formulated the Quality, Environment and OHS Management Manual to actively reduce our impact on the environment, especially in terms of energy saving and waste reduction.

Emissions

The Group persistently strives to operate its business in an environmentally friendly manner, making every effort to achieve environmental conservation. Our main emissions are greenhouse gas emissions (“GHG”) from the energy consumption and the non-hazardous waste from domestic wastes. Apart from carbon dioxide, other air emission or pollutants produced by the Group were immaterial or negligible during the Reporting Period, thus are not reported in the report.

環境層面

本集團致力於透過不斷減少排放及有效利用資源來促進營造可持續的工作和生活環境。我們已取得ISO14001：2015環境管理體系認證及ISO9001：2015質量管理體系認證，並製定了《質量、環境、職業健康安全手冊》，以積極減少我們對環境的影響，尤其是在節約能源及減少廢棄物方面。

排放物

本集團一直致力採用環保方式經營業務，竭力保護環境。我們的主要排放物為能源消耗產生的溫室氣體（「溫室氣體」）排放，以及生活垃圾產生的無害廢棄物。除二氧化碳外，本集團於報告期內產生的其他廢氣排放或污染物概屬不重大或可忽略不計，因此並未於本報告中進行報告。

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GHG Emissions

Our greenhouse gas emissions are mainly direct or indirect emissions caused by the use of purchased electricity, the fuel use for vehicles and the consumption of natural gas and steam for heating, cooking, domestic hot water supply and otherwise.

An overview of the carbon footprint of the Group is summarized as follows:

溫室氣體排放

我們的溫室氣體排放來源包括外購電力、車輛的燃料使用以及用作供暖、煮食、生活熱水等用途所消耗的天然氣和蒸汽所產生的直接或間接排放。

本集團的碳足跡概述如下：

GHG emissions 溫室氣體排放	2020 tCO ₂ e 二零二零年二氧化碳當量噸數			2019 tCO ₂ e 二零一九年二氧化碳當量噸數			Variance Increase/(decrease) 增加/(減少)量		
	Property Management	Recreational Centre	Total	Property Management	Recreational Centre	Total	Property Management	Recreational Centre	Total
	物業管理	休閒中心	合計	物業管理	休閒中心	合計	物業管理	休閒中心	合計
Scope 1: Direct emissions ² 範圍1：直接排放 ²	100.13	28.70	128.83	86.74	163.15	249.89	15%	(82%)	(48%)
Scope 2: Indirect emissions ³ 範圍2：間接排放 ³	9,513.81	2,836.00	12,349.81	9,560.36	4,230.22	13,790.58	(0.5%)	(33%)	(10%)
Total GHG emissions (Scope 1+2) 溫室氣體排放總量 (範圍1+範圍2)	9,613.94	2,864.70	12,478.64	9,647.10	4,393.37	14,040.47	(0.3%)	(35%)	(11%)
GHG emissions intensity⁴ 溫室氣體排放密度⁴									
Average by number of household (Kg CO ₂ e/household) 住戶數平均(公斤二氧化碳 當量/每戶)	524.69	N/A	N/A	708.20	N/A	N/A	(26%)	N/A	N/A
Average by area (Kg CO ₂ e/m ²) 面積平均(公斤二氧化碳 當量/每平方米)	5.14	102.10	N/A	6.57	156.59	N/A	(22%)	(35%)	N/A
			不適用			不適用			不適用

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Note:

1. The above calculation is based on the reference and tools provided by Environmental Protection Department. <https://www.carbon-footprint.hk/node/52>
2. Scope 1 refers to direct emissions from operations that are owned or controlled by the company;
3. Scope 2 refers to indirect emissions resulting from the generation of purchased or acquired electricity and steam consumed within the company;
4. GHG emissions intensity is calculated by dividing the total energy consumption by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.
 - For the property management business, total chargeable area for 2019 and 2020 is approximately 1,468,393.48 m² and 1,870,269.97 m² respectively.
 - For the Recreational Centre, the area of operation is 28,056.88 m² in 2019 and 2020.
 - For the property management business, the number of house hold for 2019 and 2020 is approximately 13,622 units and 18,323 units respectively.

Due to the outbreak of COVID-19, the Group had temporarily suspended the Recreational Centre from February 2020 and reopened in August 2020. As a result, GHG emissions from Recreational Centre have been significantly reduced.

備註：

1. 上述計算乃基於環境保護署提供的參考及工具。<https://www.carbon-footprint.hk/node/52>
2. 範圍1指由本公司擁有或控制的經營活動產生的直接排放；
3. 範圍2指本公司外購或購買的電力及蒸汽消耗所產生的間接排放；
4. 溫室氣體排放密度的計算方法為：總能源消耗量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。
 - 在物業管理業務方面，二零一九年及二零二零年的總收費面積分別為約1,468,393.48平方米及1,870,269.97平方米。
 - 在休閒中心方面，二零一九年及二零二零年的營業面積為28,056.88平方米。
 - 在物業管理業務方面，二零一九年及二零二零年的住戶數量分別為約13,622戶及18,323戶。

由於COVID-19疫情影響，本集團休閒中心自二零二零年二月起已暫時休業，並於二零二零年八月重新開業。因此休閒中心溫室氣體排放量大幅度降低。

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Non-hazardous waste

The operation of the Group's business does not result in the creation of hazardous waste, while non-hazardous waste is mainly general refuse collected from various property management projects and public spaces in the Recreational Centre, as well as waste papers from our offices. The Group has engaged third-party waste management companies to collect and dispose of its non-hazardous wastes in an appropriate manner.

無害廢棄物

本集團的業務營運不會導致產生有害廢棄物，而無害廢棄物主要來自於各物業管理項目和休閒中心公用空間收集的一般廢棄物，以及我們辦公室所產生之廢紙。本集團已委聘第三方廢棄物管理公司收集及適當處置無害廢棄物。

Non-hazardous waste ¹	2020 tonnes 二零二零年 公噸	2019 tonnes 二零一九年 公噸	Variance Increase/ (decrease) 增加/ (減少) 量
無害廢棄物 ¹			
Property management 物業管理	27.47	26.53	4%
Recreational Centre 休閒中心	9.62	88.00	(89%)
Total 合計	37.09	114.53	(68%)

Non-hazardous waste intensity²

無害廢棄物密度²

Property management 物業管理			
— Average by number of household (Kg/household) — 住戶數平均(公斤/每戶)	1.5	1.95	(23%)
Recreational Centre 休閒中心			
— Average by number of household (Kg/household) — 住戶數平均(公斤/每戶)	N/A 不適用	N/A 不適用	N/A 不適用
Property management 物業管理			
— Average by area (Kg/m ²) — 面積平均(公斤/平方米)	0.01	0.02	(50%)
Recreational Centre 休閒中心			
— Average by area (Kg/m ²) — 面積平均(公斤/平方米)	0.34	3.14	(89%)

Note:

- The non-hazardous waste data did not include waste generated by owners in the property management segment, only the amount of waste generated in offices and public areas were accounted for;
- Non-hazardous waste intensity is calculated by dividing the total non-hazardous waste by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.

備註：

- 無害廢棄物數據並不包括物業管理板塊的業主產生的廢棄物，僅計及辦公室及公共場所產生的廢棄物量；
- 無害廢棄物密度的計算方法為：無害廢棄物總量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。

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We promote the practice of waste reduction at the source to owners, households and customers, by encouraging them to use environmentally friendly bags instead of plastic bags, classifying general refuse and recyclable waste, donating unwanted items to others instead of discard, and choosing environmentally friendly products and otherwise. In addition, we encourage employees to classify wastes, and require that construction waste generated by contractors or builders during decoration or maintenance should not be mixed into general refuse but should be separately treated and transferred in a timely manner. Meanwhile, we are also committed to enhancing employees' awareness of emission reduction, encouraging them to use electronic channels for communication, giving priority to the use of double-sided printing and recycling paper as far as possible, in the hope of achieving a "paperless" office.

Due to the outbreak of COVID-19, the Group had temporarily suspended the Recreational Centre from February 2020 and reopened in August 2020. As a result, the non-hazardous waste from Recreational Centre have been significantly reduced.

Use of Resources

The Group encourages our employees to use their best endeavors to reduce waste and emissions, with a view to contributing to the community and the environment. We have implemented the following environmental protection policies to reduce emissions and increase efficiency of resource usage, which include green management, the use of environmentally friendly equipment and the promotion of environmental awareness.

我們向業主、住戶和顧客宣傳源頭減廢，鼓勵他們拒絕使用膠袋、使用環保袋、將一般廢棄物和可再生垃圾分類，將不需要的物品捐贈他人而非棄置，選擇較環保的產品等。此外，我們亦倡導員工將垃圾分類處理，規定外包商或承建商於裝修或維修過程中所產生的建築垃圾不得混入一般廢棄物中，必須分開處置並及時轉運。與此同時，我們亦致力提升員工的減排意識，鼓勵他們使用電子化渠道溝通，優先利用雙面列印並盡量回收再用紙張，希望實現「無紙化」的辦公室。

由於COVID-19疫情影響，本集團休閒中心自二零二零年二月起已暫時休業，並於二零二零年八月重新開業。因此休閒中心無危害廢棄物大幅度降低。

資源利用

本集團鼓勵員工盡力減少廢棄物及排放，為社區及環境做出貢獻。我們實施以下環境保護政策，以減少排放並提高資源利用效率，包括綠色管理、使用環保設備以及提高環保意識。

Category 範疇	Environmental Protection Measure 環保措施
Green management 綠色管理	<ul style="list-style-type: none"> Establish plans and guidelines for energy and water saving 制定節約能源及用水的方案及指引 Organize monthly energy consumption analysis meeting to discuss and analyze the energy consumption data, status of indicators, and the remaining energy consumption quota 組織每月能耗分析會議，針對能耗數據、指標情況及能耗剩餘額度進行分析討論 Cooperate with local suppliers as far as possible to reduce carbon emissions caused by transportation 盡量與本地供應商合作，減少運輸過程所帶來的碳排放 Maintain the temperature of air conditioning in office and public area at 26°C in summer and 22°C in winter 將辦公室和公共區域的空調溫度維持於：夏天26攝氏度、冬天22攝氏度 Regularly inspect and repair equipment to reduce energy and water wastage caused by damage 定期檢查各種設備，適時維修保養，減少因損壞而浪費水電 Organize the promotion and training activity to raise awareness of environmental protection 舉辦宣傳培訓活動，以提高環保意識 Encourage employees to use their best endeavors to take public transport during business trip 鼓勵員工在出差期間盡量乘坐公共交通工具 Reuse office stationaries (e.g. envelopes, folders and double-sided printing and recycling paper) 重複使用辦公文具(例如信封、文件夾、雙面打印及回收紙張)

Category 範疇	Environmental Protection Measure 環保措施
Environmentally friendly equipment 環保設備	<ul style="list-style-type: none"> • Install voice or infrared sensors to control the level of regional lighting • 安裝聲控或紅外線感應系統，控制區域燈光水平 • Replace ordinary lamps in garage of each project with LED lamps • 以LED燈管替代各項目車庫內普通燈管 • Adjust time switch in a timely manner based on the level of sunlight for lights and roof advertisement words • 要求項目對圍區燈、樓頂廣告字根據日照情形及時調整時控開關 • Purchase appliances with at least Grade Two Energy Label as far as possible • 盡可能採購國家二級節能以上的環保設備 • Replace boiler burners to increase operational efficiency and reduce emission • 更換鍋爐燃燒器，提高運行效能及減低排放 • Use central control system for energy management, and adjust such system seasonally to save energy • 通過中央系統管理能源的使用，配合季節進行調整，以節省能源 • Adopt rainwater recycling system for garden irrigation • 通過雨水回收系統回收雨水進行花園灌溉 • Use non-negative pressure fresh water supply system to save energy • 使用無負壓淡水供應系統，節約能源 • Adjust the running time of the elevator based on peak and non-peak hours • 根據高峰期及低谷期時長調整電梯運行時間 • Equipped the electricity controller of air conditioner in the employee's dormitory • 員工宿舍的空調配備用電控制器
Environmental awareness 環保意識	<ul style="list-style-type: none"> • Provide environmental protection training for employees to improve their attention to environmental protection issues, and require them to apply energy saving measures into their daily work, including considering the necessity of energy dissipation and water consumption, turning off lights, powering off when leaving, keeping an eye on water and electricity waste caused by equipment damage, and arranging maintenance in case of any damage • 為員工提供環保相關培訓，提升對環境保護事宜的關注，要求員工把節能措施融入日常工作當中，包括考慮耗能耗水的必要性、隨手關燈、下班關機、注意是否有設備因損壞而浪費水電的情況，及時報修 • Install sub-meter and implement “user/polluter-pays” policy to encourage water and electricity savings • 透過安裝水電分表，提倡「用／污者自付」的原則，鼓勵住戶節約 • Promote environmental awareness and provide guidelines to encourage better behaviors • 宣傳環保意識，提供指引，鼓勵改善行為習慣

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Energy Consumption

Our energy consumption includes purchased electricity, fuel consumed by vehicles and natural gas and steam consumed for domestic hot water supply, cooking and heating purposes. The relevant consumption data are as follows:

能源消耗

我們的能耗包括外購電力、車輛的燃油消耗以及用作生活熱水、廚房及供暖用途的天然氣及蒸汽，有關耗用的數據如下：

Energy Consumption 能源消耗	2020 MWh 二零二零年千個千瓦時			2019 MWh 二零一九年千個千瓦時			Variance Increase/(decrease) 增加/(減少)量		
	Property Management 物業管理	Recreational Centre 休閒中心	Total 合計	Property Management 物業管理	Recreational Centre 休閒中心	Total 合計	Property Management 物業管理	Recreational Centre 休閒中心	Total 合計
Electricity 電力	11,745.44	2,448.40	14,193.84	11,950.45	4,013.99	15,964.44	(2%)	(39%)	(11%)
Steam ¹ 蒸汽 ¹	N/A	3,829.17	3,829.17	N/A 不適用	4,575.58	4,575.58	N/A 不適用	(16%)	(16%)
Non-renewable fuels ² 非再生燃料能源 ²	1,330.36	382.08	1,712.44	1,102.88	2,259.98	3,362.86	21%	(83%)	(49%)
Total 合計	13,075.81	6,659.64	19,735.45	13,053.33	10,849.55	23,902.88	0.17%	(39%)	(17%)

Energy consumption intensity³
能源消耗密度³

Average by number of household
(MWh/household)

住戶數平均(千個千瓦時/每戶)

Average by area (MWh/m²)

面積平均(千個千瓦時/
每平方米)

0.71	N/A	N/A	0.96	N/A	N/A	(26%)	N/A	N/A
不適用	不適用	不適用	不適用	不適用	不適用	不適用	不適用	不適用
0.01	0.24	N/A	0.01	0.39	N/A	(30%)	(39%)	N/A
不適用	不適用	不適用	不適用	不適用	不適用	不適用	不適用	不適用

Notes:

備註：

- The consumption of steam purchased only included the amount of steam used in the Recreational Centre;
- The natural gas data only includes the consumption for the GOLD EN TOWER project, since the operation and management of boilers in other property management projects were outsourced to third parties from 2018;
- Energy consumption intensity is calculated by dividing the total energy consumption by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.

- 外購蒸汽消耗量耗僅包括休閒中心使用的蒸汽量；
- 天然氣數據僅包括金長安項目的消耗量，乃由於其他物業管理項目的鍋爐營運及管理自二零一八年起外包予第三方；
- 能源消耗密度的計算方法為：總能源消耗量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。

In order to improve the energy efficiency of our property management business, we have formulated the “Energy Conservation and Environmental Protection Management Policy” to strengthen and standardize the management of energy conservation and emission reduction in properties, including regular inspection, cleaning and maintenance of equipment and facilities such as units, cooling towers and air conditioning systems, so as to effectively control energy consumption and avoid energy waste.

為了提升能源效益，我們的物業管理業務已制定《節能環保管理政策》，加強並規範各物業的節能減排管理工作，包括定期檢查、清洗和維修各項設備設施如機組、冷卻塔、空調系統等，以有效控制其能耗並避免能源浪費。

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Water management

The Group recognizes that water management is one of the material aspects of preserving the natural environment. With respect to water usage, we collect rainwater for irrigation through rainwater recycling system, install automatic faucet in public washroom, adjust the amount of flushing water, and use non-negative pressure fresh water supply system to reduce water consumption. The water consumed by the Group daily is derived from the municipal water supply by the local water supply department, and the Group has not experienced any material issues in sourcing water that is fit for purpose and such sourcing has no impact on the groundwater or water resources in the natural environment. Our water consumption data during the Reporting Period are as follows:

水資源管理

本集團意識到，水資源管理是保護天然資源的重要方面之一。在用水方面，我們透過雨水回收系統收集雨水進行灌溉，在公共洗手間安裝自動水龍頭，調節沖洗水量，使用無負壓淡水供應系統，以減少用水量。集團日常所消耗的水資源都是來自當地供水部門提供的市政供水，且於求取適用水源方面並無遭遇任何重大問題，求取水源時亦不會對地下水或自然環境的水資源產生影響。以下是我們於報告期間的耗水數據：

	2020 m ³		2019 m ³		Variance Increase/(decrease)		Total
	二零二零年立方米		二零一九年立方米		增加/(減少)量		
	Property Management	Recreational Centre	Property Management	Recreational Centre	Property Management	Recreational Centre	
Water consumption 耗水量							
Segment 板塊	156,080.99	12,191.00	183,389.20	54,396.00	(27,308.21)	(42,205.00)	(69,513.21)
Total 合計		168,271.99		237,785.20	(15%)	(78%)	(29%)

Water intensity

耗水密度

Average by number of household

(m ³ /household)	8.52	N/A	13.46	N/A	(37%)	N/A	N/A
住戶數平均(立方米/每戶)		不適用		不適用		不適用	不適用

Average by area (m ³ /m ²)	0.08	0.43	0.12	1.94	(33%)	(78%)	N/A
面積平均(立方米/每平方米)							不適用

Note:

Water intensity is calculated by dividing the water consumption by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.

The Group's overall water consumption decreased by 29% from 237,785.20 m³ in 2019 to 168,271.99 m³ in 2020, mainly as a result of the outbreak of COVID-19, the Group had temporarily suspended the Recreational Centre from February 2020 and reopened in August 2020. As a result, the water consumption from Recreational Centre have been significantly reduced.

備註：

耗水密度的計算方法為：耗水量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。

本集團的總體耗水量由二零一九年的237,785.20立方米減少29%至二零二零年的168,271.99立方米，主要是由於COVID-19疫情影響，本集團休閒中心自二零二零年二月起已暫時休業，並於二零二零年八月重新開業。因此休閒中心用水量大幅度降低。

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We closely monitor the water consumption of properties and the Recreational Centre and implement various water conservation measures:

我們密切監控物業及休閒中心的耗水量，並採取各種節水措施：

<p>◆ North Garden project 北花園項目</p>	<p>Adjusted the time of water use for greening purposes to consume water at intervals 調整綠化用水的時間以分段用水</p>
<p>◆ Kingdom Guorui 國銳 • 金嶺項目</p>	<p>Equipped with a water card system in public toilets to control the duration of water consumption to reduce waste 公共衛生間安裝水卡系統，控制用水時間，減少浪費</p>
<p>◆ Yigou project 易構項目</p>	<p>Installed pressure reducing valves to control the water flow 安裝減壓閥以控制水量</p>
<p>◆ Golden tower project 金長安項目</p>	<p>Upgraded the cooling towers to control the water flow 冷卻塔進行升級改造工程，控制其流量</p>
<p>◆ Recreational Centre 休閒中心</p>	<p>Separating the pipelines of the two swimming pools into independent ones instead of connected running, which avoid to close and drain all of pools and refill the water while cleaned or repaired 將兩個泳池的相連管道改造成獨立管道，當其中一個泳池清洗或維修時，無需關閉及排放所有游泳池並重新註水</p>

The Group will continue to devote on-going efforts to promote energy and water-saving behavior under its overall environmental management agenda.

本集團將繼續在總體環境管理議程下持續促進節能節水行為。

Regulation and Compliance

We promise to comply with all environmental laws and regulations, including but not limited to the Environmental Protection Law of the People's Republic of China, the Water Pollution Prevention and Control Law of the People's Republic of China, the Atmospheric Pollution Prevention and Control Law of the People's Republic of China and etc., striving to building a green community. We actively integrate the elements of energy conservation and emission reduction into operations to reduce the carbon footprint of our operations, so that our next generation can continue to live and work in peace and contentment in the community.

法規及合規

我們承諾謹遵所有環境相關的法例法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》等，著力構建綠色社區，積極於營運過程中融入節能減排的元素，減少營運過程中產生的碳足印，讓我們的下一代能繼續在這片社區安居樂業。

During the Reporting Period, the Group is not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group relating to air and GHG emission, discharges into water and land and generation of hazardous and non-hazardous wastes.

於報告期間，我們並未發現任何不符合與空氣及溫室氣體排放、向水及土地排放以及產生無害廢棄物相關的法律法規且對本集團產生重大影響的事件。

SOCIAL

Employment and Labour Practices

Employees are an integral part of any organization and the corresponding labour management practices play a requisite role in affecting a company's culture, success and reputation. Our goal is to create a working environment that encourages diversity and respect for all while enabling each employee to exhibit individuality and creativity. With the aim to institute a favorable work environment the organization took several steps which included maintaining a workplace culture of equality and diversity, developing the competencies of employees, recognizing, motivating and rewarding talent, ensuring their well-being and safety of all individuals.

Employment

Our employees lie at the core of our business operations and form the firm foundation of our success and development. The Group from time to time reviews its policies relating to recruitment and promotion, compensation and dismissal, equal opportunity and antidiscrimination, training and development, and other benefits and welfare of the employees.

As per the records till 31 December 2020, the Group had a total of 474 employees in mainland China while 123 of them (who worked in the general office and 11 major property projects in the property management segment and the Recreational Centre) are covered in this report. The total number of employees in this year has decreased by 31% from 687 employees in 2019, which is mainly due to the human resources planning of the Group taking into account the influence of the epidemic.

社會層面

僱傭及勞工常規

對任何組織而言，員工均是不可或缺的組成部分，相應的勞工管理常規在公司文化、成功及聲譽方面發揮着重要作用。我們的目標是營造鼓勵多元化及尊重全體員工的工作環境，同時確保展現每位僱員的個性和創造力。為了構建良好的工作環境，本集團採取所想措施保障全體僱員的福利和安全，包括維持平等和多元化的工作場所文化，發揮員工才能，認可、激勵及獎勵人才。

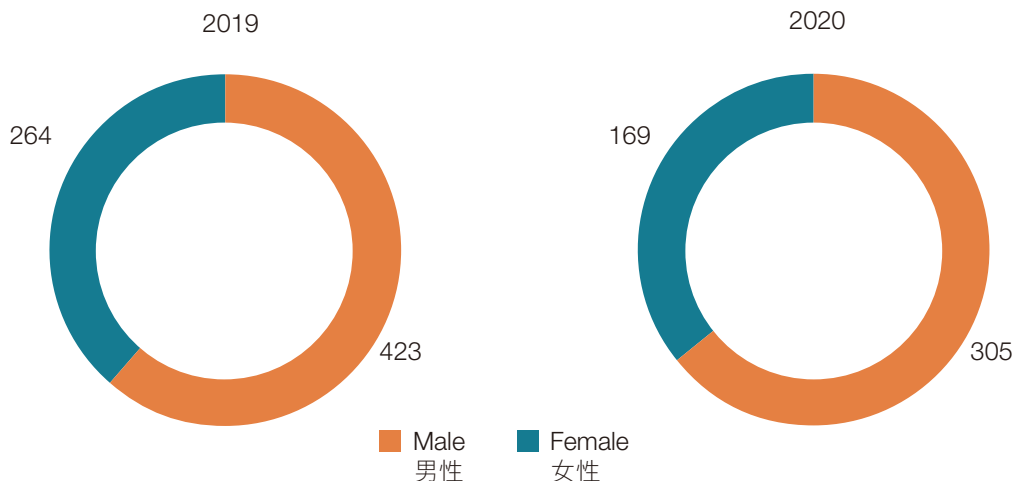
僱傭

我們的僱員是我們業務營運的核心所在，亦為我們的成功與發展奠定堅實基礎。本集團不時檢討招聘及晉升、薪酬及解僱、平等機會與歧視、培訓與發展以及其他僱員福祉及福利政策。

根據截至二零二零年十二月三十一日的記錄，本集團在中國大陸共有474名員工，而本報告涵蓋其中123名員工於物業管理板塊的總辦公室及11個主要物業項目以及休閒中心辦公。相較於二零一九年的687名員工，本年度的員工總數減少了31%，主要乃由於本集團的人力資源規劃將疫情的影響考慮在內。

Employment Data Overview 僱傭數據概覽

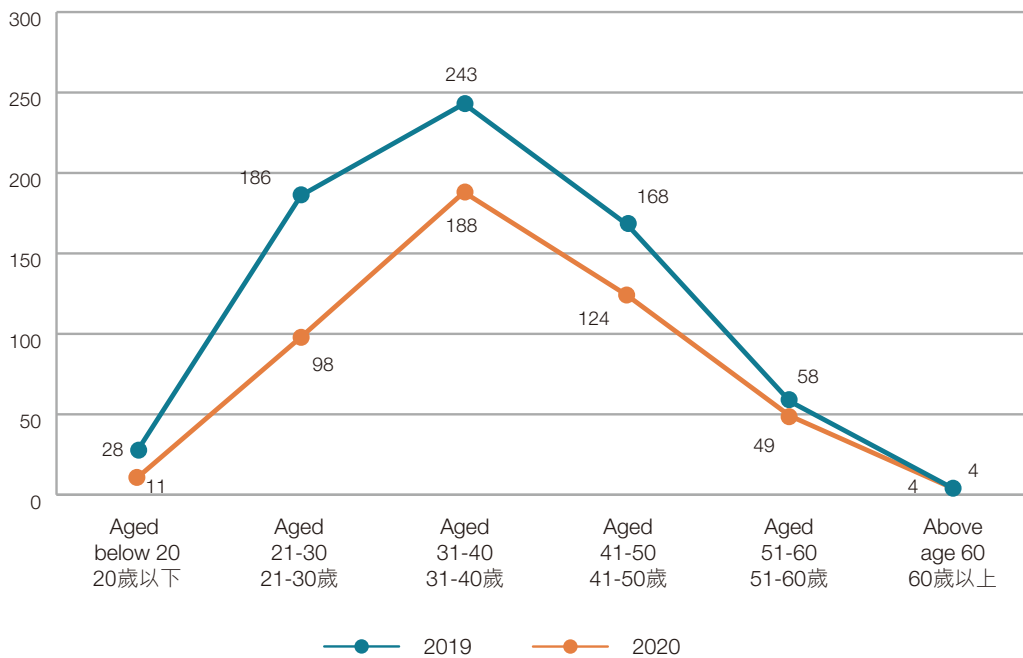
Number of Employees by Gender 按性別分類的僱員人數



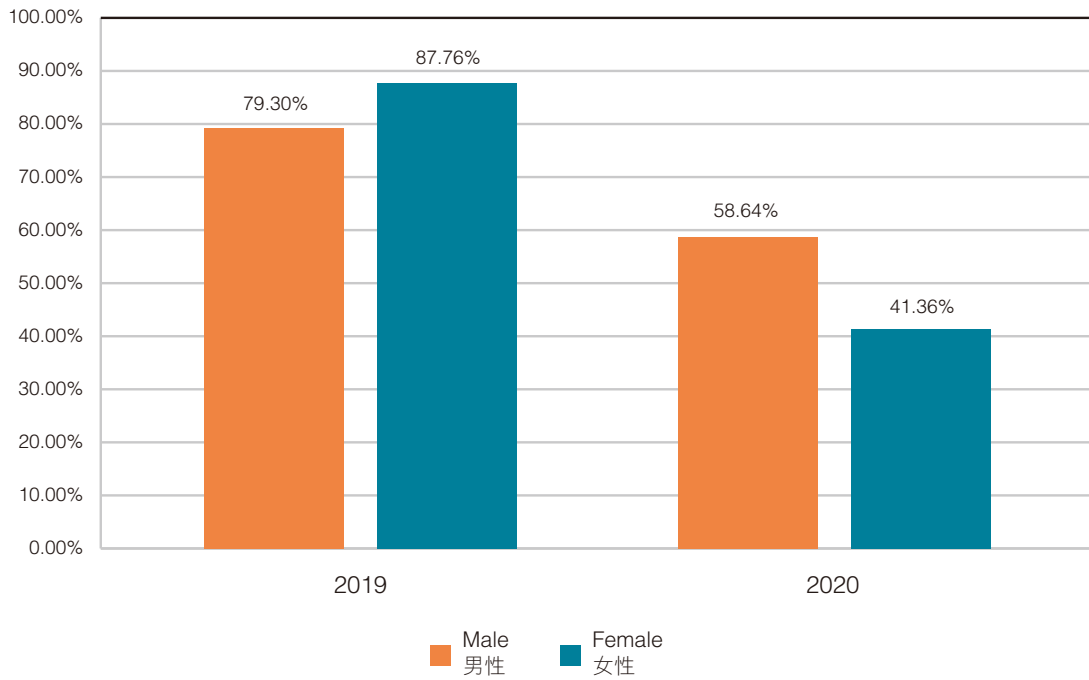
Number of Employees by Employee Category
 按僱員類別分類的僱員人數



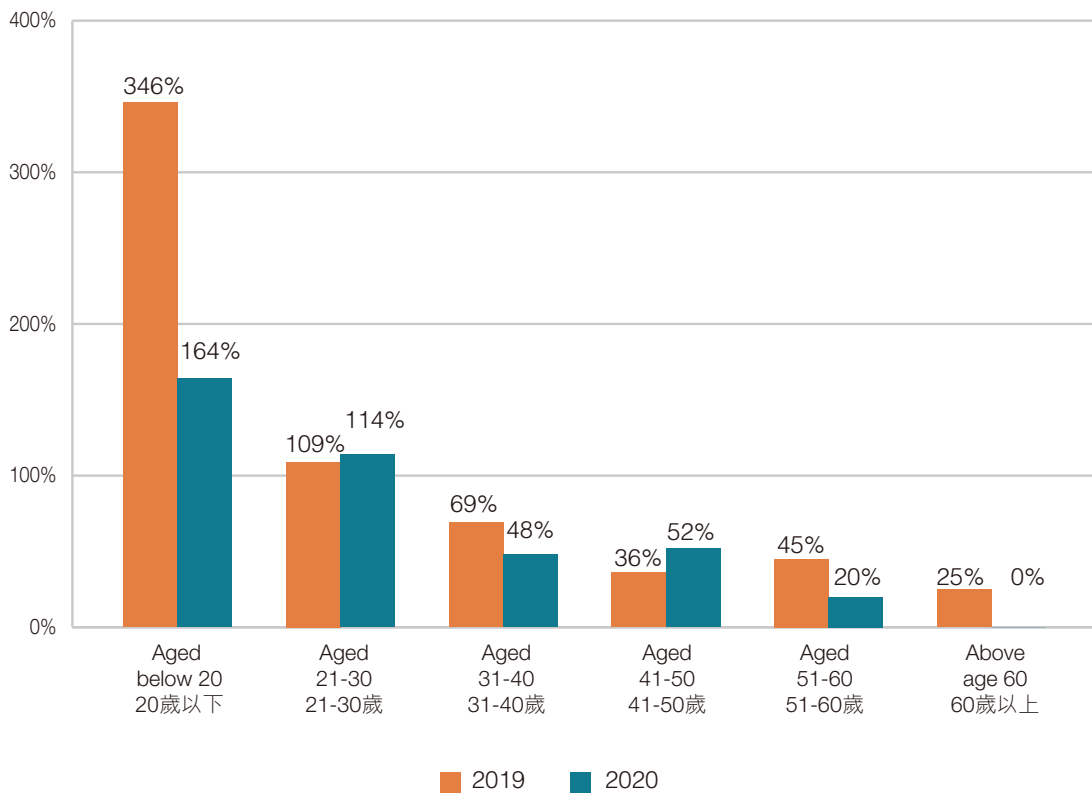
Number of Employees by Age
 按年齡分類的僱員人數



Employee turnover rate by Gender
按性別分類的員工流失率



Employee turnover rate by Age
按年齡分類的員工流失率



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環境、社會及管治報告

Health and Safety

The Group intends to provide our employees with a healthy and secured workplace environment, which in turn ensures a sustainable corporate culture.

For our property management business, we have obtained OHSAS18001:2007/GB/T28001-2011 Occupational Health and Safety Management System Certificate and formulated the Quality, Environment and OHS Management manuals according to requirements of the certificate, to strengthen the safety management of the work environment.

During the Reporting Period, no non-compliance with the laws and regulations relating to occupational safety that have resulted or may result in significant impact on the Company was identified.

The health and safety measures undertaken by the Group include the following:

- To ensure the physical health of employees, physical checkups are conducted annually to avert the occurrence of infectious and occupational diseases.
- As part of the COVID-19 countermeasures and to prevent the spread of the virus, the Group complied strictly with the virus prevention regulations as required by the government, and stringent infection preventive measures were implemented to protect its employees. The Group closely monitored the health of its employees by checking their body temperature, providing sufficient surgical masks and alcohol-based hand rub in workplace. The Group also arranged some of its employees to work from home and to conduct business meetings online to minimize the spread of the pandemic.
- The Group often organizes production safety education and training, and promotes safety awareness. Our employees are required to execute Employee Safety Production Liability Statement in which they are committed to complying with all safety requirements.
- The Recreational Centre has formulated the “Regulations on Handling Work-related Injuries and accidents”, specifying the procedures and measures for the prevention and handling of work-related injuries and accidents, so as to avoid material casualties in accidents in a timely manner.
- We provide personal protective equipment based on the position and work nature of employees, such as insulated shoes, gloves, safety helmet, safety reflective jacket etc., so as to reduce the accident risk. For the property management business, we provide anti-heatstroke or cold-proof equipment according to seasonal changes, so as to protect the safety of employees working outdoors.

健康與安全

本集團希望為僱員提供健康安全的工作環境，以營造可持續的企業文化。

我們的物業管理業務已取得OHSAS18001：2007/GB/T28001-2011職業健康安全管理体系認證，並根據認證要求製定了《質量、環境、職業健康安全管理体系》，以加強工作環境的安全管理。

於報告期間內，本公司並未發現任何已經或可能對本公司造成重大影響的違反職業安全相關法律法規的行為。

本集團採取的健康與安全措施包括：

- 為確保員工身體健康，我們每年對員工進行體檢，以防止傳染病及職業病。
- 作為COVID-19對抗措施的一環，為防止病毒傳播，本集團恪守政府所規定的預防病毒規例，並採取嚴格的防疫措施以保護僱員。透過在工作場所檢測體溫、提供充足的外科口罩及酒精擦手液，本集團密切監察僱員的身體健康。本集團亦安排僱員在家工作及進行網上商業會議，盡量抑制疫情散播。
- 本集團經常組織安全生產教育培訓，提高員工的安全意識。我們的僱員必須簽署《員工安全生產責任聲明書》，並承諾遵守所有安全要求。
- 休閒中心編製《工傷及意外事故處理規定》，製定預防和處理工傷事故時的程序和措施，及時務求事故發生時能及時避免重大傷亡。
- 根據員工的崗位和工作性質發放勞保用品，如絕緣鞋、手套、安全帽、安全反光背心等，減低意外發生的風險。物業管理業務會按照季節變化提供防中暑或防寒裝備，為戶外工作的職工做好安全保障。

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- The Group carries out fire drills every year and inspects all fire-fighting and electronic equipment regularly to ensure environmental safety.



Development and Training

We believe that employees are one of our most valued assets and motivated workforce could play a vital role in sustaining competitive advantage and providing the best service experience to our customers. For the sustainable development of the Group, we search for multiple facets of employee development and training activities.

The Group is committed to create a diversified and discrimination-free workplace and continuously improves the career development ladder. In order to effectively evaluate their performance, we have a performance management system, pursuant to which we carry out monthly, quarterly or annual performance assessments of employees, the results of which are taken into consideration in determination of the performance pay and adjustments to salaries and positions.

With regard to training, we provide abundant training opportunities to our employees. Our human resources department hand out the questionnaire of employees' training need at a regular basis, so as to draws up the annual training plans and readjusted the training content with actual needs. A vigorous and appropriate training development framework was developed as per the requirements of different staff members working at different positions. New joiners will receive orientation training covering corporate culture, regulations and system, safety training, environmental health and safety training, job skills and work procedures. The training to the employees of the property management project including but not limited to the customer service, security management, skill of communication with owners, equipment maintenance, emergency and fire safety.

- 本集團每年進行防火演習，並會定期檢查所有消防和電子設備設施，保障環境安全。



發展及培訓

我們認為，員工是我們最寶貴的資產之一，積極進取的員工隊伍能夠在維持競爭優勢及為客戶提供最佳服務體驗方面發揮至關重要的作用。為了促進本集團的可持續發展，我們為員工提供多方面的發展和培訓活動。

本集團致力於打造多元化和「零」歧視的職場，持續改善職業發展階梯。為了有效評估員工的表現，我們建立了績效管理系統，對員工進行月度、季度及年度績效評估，評估結果將用於釐定員工的績效薪酬以及調整工資和職位。

在培訓方面，我們為員工提供豐富的培訓機會。我們的人力資源部會定期發放員工培訓需求調查表，以製定年度培訓方案，並根據實際需要調整培訓內容。我們根據不同職位員工的要求，製定適當的積極培訓發展框架。新入職員工接受入職培訓，內容包括企業文化、規章制度、安全培訓、環境健康與安全培訓、工作技能及工作程序。物業管理項目的員工培訓包括但不限於客戶服務、安全管理、與業主的溝通技巧、設備維護、應急措施及消防安全。

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During the Reporting Period, due to the impact of the COVID-19, we have provided more than 9,140 working hours of training and the total training coverage exceeded 159 employees. Moreover, the Group continuously monitors the implementation of development and training measures to ensure effective execution, as well as regularly review and update such measures.

As a Group we strive to create a positive work-life balance culture that provides reasonable working hours and organizes team-building activities on a regular basis. In order to cultivate a strong cohesiveness and team spirit, we organized a wide range of activities, such as sports competition, holiday celebration and epidemic prevention and control activities, all of which have been a great success, enabling our employees to strengthen their sense of belonging to the Company while relaxing themselves.

於報告期內，由於COVID-19疫情影響，我們提供了超過9,140個工時的培訓，培訓總人數超過159人。此外，本集團持續監察發展及培訓措施的實施情況，以確保有效執行，並定期檢討及更新相關措施。

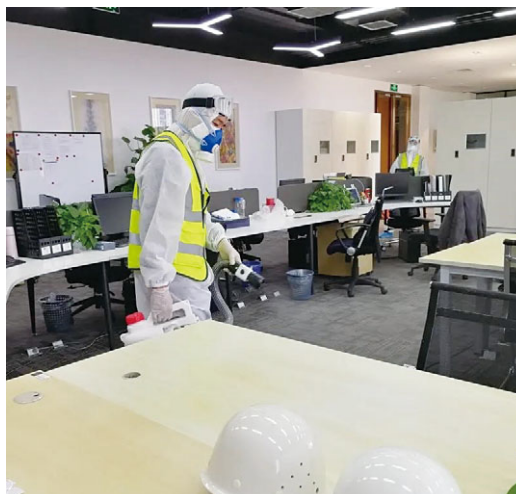
本集團努力營造積極的工作與生活平衡文化，安排合理的工作時間，並定期組織團建活動。為了提升員工的凝聚力及團隊合作精神，我們組織了各種活動，例如體育比賽、節日慶祝和防控疫情。這些活動取得了巨大成功，員工在放鬆身心的同時，亦增強了對公司的歸屬感。

Overview of Employees' Activities

僱員活動概覽

Epidemic Prevention and Control

防控疫情



Sports competition
體育比賽



Holiday celebration
節日慶祝



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Labour Standards

To recruit and motivate the potential employees, the Group offers competitive remuneration and welfare packages. We provide our employees with reasonable remuneration, benefits and compensation at the market level, in sufficient consideration of their needs. The additional benefits given to the employees range from meal and accommodation, annual leaves, communication and Transportation allowance, holiday allowance and gift, social insurance and housing provident fund in accordance with local regulations. With this robust system of motivating the employees with enticing rewards and support, the Group strives to retain talent and envision the development of all the staff members.

We strictly comply with all employment-related laws and regulations, so that all employees are protected by law, including but not limited to the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, the Social Insurance Law of the People's Republic of China, and laws and regulations of Hong Kong in respect of the Personal Data (Privacy) Ordinance, and other ordinances relating to occupational safety, as well as disability, sex, family status, and race discrimination. The Group also established a Code of conduct, which is in line with the Anti-Corruption Policy published by the Hong Kong Independent Commission Against Corruption, the Anti-Fraud and Whistle blowing Policy.

During the Reporting Period, the Group was unaware of any material breaches of employment labour laws and regulations related to child and forced labour in its operations, and other benefits and welfares concerning its employees.

勞工準則

為招募及激勵潛在員工，本集團提供具競爭力的薪酬及福利待遇。我們充分考慮員工的需求，根據市場水平為員工提供薪酬、福利及報酬。我們為員工提供的其他福利包括餐飲及住宿、年假、通訊和交通津貼、假期津貼及禮品，並根據當地法規購買社保及住房公積金。憑藉我們強大的員工獎勵及支持制度，本集團努力保留人才，規劃全體員工的發展路徑。

我們嚴格遵守所有與僱傭相關的法例法規，讓所有員工都得到法律保障，包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》，以及與《個人資料(私隱)條例》、其他職業安全及殘疾人、性別、家庭狀況及種族歧視相關的香港法律法規。本集團亦根據香港廉政公署發佈的《反腐敗政策》以及《反欺詐及舉報政策》製定了行為準則。

於報告期間，本集團在營運過程中並未發現任何嚴重違反與防止童工及強制勞動有關的僱傭勞工法律法規以及其他僱員福利和福祉相關的法律法規的行為。

Operating Practices

Supply Chain Management

Effective supply chain management can have implications on cost and quality, and it serves to mitigate social or environmental risks that an organization may face. The Group formulated a strict Procurement Management Rules with shop around review mechanism for choosing the suppliers, including carry out on-site assessment to review their licenses, qualifications, service quality, business management, material management, the degree of support, reputation and otherwise. During the course of purchase, we require suppliers to sign the Integrity Commitment, impress on them the attention of the Company to integrity and disallow any corruption, bribery and other illegal activities, and require them to undertake to comply with laws and regulations in producing products and providing services. Besides, we also conduct regular review of existing suppliers in our Qualified Supplier List every year to ensure that they maintain the supply quality, the service level and otherwise.

營運慣例

供應鏈管理

有效的供應鏈管理可以降低成本、提升質量，並有助於減低企業可能面臨的社會或環境風險。本集團製定了嚴格的採購管理規定，於選擇新供應商時，我們會採用對比評估制度，包括進行現場評估，以審核其證照、資質、服務質素、業務管理、物料管理、配合度、信譽等。我們採購期間要求供應商簽訂《廉政承諾書》，向他們強調公司對於廉潔的重視，絕不容許出現貪污、賄賂等違法行為，要求他們承諾在生產產品及提供服務的過程中守法守規。此外，對於《合格供方名錄》中的現有供應商，我們每年亦會進行定期評審，確保其供貨質量和服務水平等得以維持。



Product Responsibility

The Group values each client and strives to continuously improve its products and services. Each business operation in preserving the strict quality standards and traceability.

產品責任

本集團重視每一位客戶，並努力不斷改善產品和服務。我們的每項業務營運均遵守嚴格的質量標準及可追溯性。

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For our property management business, we have a sound environment, occupational health and safety, and quality management system. We have established the Quality, Environment and OHS Management Manual to perfect our management system and define responsibilities of the management and departments, and has passed ISO14001:2015 environmental management system, OHSAS18001:2007 occupational health and safety management system and ISO9001:2015 quality management system certifications. We spare no effort to maintain the quality of our services and protect the health and safety of the households, tenants and employees. The Company regularly reviews and inspection for the Quality, Environment and Occupational health and safety management system. The external expert confirmed that we have complied with relevant requirements of the three standards, namely GB/T19001-2015 Quality Management System Requirements, GB/T24001-2015 Environmental Management Systems – Requirements with Guidance for Use and GB/T28001-2011 Occupational Health and Safety Management System Specifications. We are committed to the sustainable development of the enterprise, environment and society by strengthening the management of daily operations.

我們的物業管理業務擁有健全的環境、職業健康與安全及質量管理系統。我們已建立了《質量、環境、職業健康安全管理制度》完善我們的管理體系，明確管理層和各部門的職責，並且已經通過ISO14001：2015環境管理體系、OHSAS18001：2007職業健康安全管理制度和ISO9001：2015質量管理體系認證。我們於維持服務質量和保障住戶、租戶以及員工的健康與安全方面不遺餘力。本公司定期進行質量、環境、職業健康安全管理制度審核檢查。外部專家確認，我們符合GB/T19001-2015《質量管理體系要求》、GB/T24001-2015《環境管理體系要求及使用指南》和GB/T28001-2011《職業健康安全管理制度規範》三個標準的相關要求。我們透過加強對日常營運的管理，實踐企業、環境和社會的持續發展。



ISO9001:2015
Quality Management Certificate
質量管理體系認證



ISO14001:2015
Environment Management Certificate
環境管理體系認證



OHSAS18001
OHS Management Certificate
職業健康安全管理制度認證

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For our Recreational Centre business, we have formulated the Quality Inspection Scheme to perfect the quality inspection system and standard in which we carry out weekly service quality and safety inspection, covering environmental sanitation, appearance, facilities and equipment, code of conduct, food safety, fire safety, dormitory management, work procedures, operations and etc., and monthly inspection, irregular comprehensive inspection, unannounced visit and otherwise, in the form of:

在休閒中心業務方面，我們製定《質檢工作方案》，完善品質檢查體系和規範，我們每周會進行服務品質及安全檢查，範疇涵蓋環境衛生、儀容儀表、設施設備、行為規範、食品安全類、安全消防、宿舍管理、工作程序及操作等等，亦會以每月巡檢、不定期綜合檢查、進行檢查和暗訪等不同頻次進行質檢，形式包括：



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The Recreational Centre also adopts the mystery shopper scheme by engaging a testing agency to appoint a mystery shopper to carry out quality inspection at the Center's restaurants, SPA and fitness centers on a regular basis, which is divided into 25 processes with a total of 156 test indicators, including telephone booking, meal ordering, serving of dishes, payment and etc., to test the qualification of the service personnel, and record the specific test processes by recording or photographing, so as to report to managers items which require improvement.

休閒中心亦採納神秘顧客計劃，在該計劃中，休閒中心會委託檢測機構派出神秘顧客針對中心旗下的餐廳、SPA和健身中心進行定期品質檢查，分為25個環節，一共156個檢測指標，包括電話預訂、點餐、上餐、結帳等，以測試服務人員的達標情況，並將具體的測試過程以錄音或照片記錄，以便將需要改善的地方向管理人員反映。

It is also notable to mention that the Group has received certain awards and honors in respect of product quality and responsibility.

亦值得一提的是，本集團在產品質量及責任方面亦獲得若干獎項及榮譽。

China Excellent Service Team 中國服務示範企業



Triple-A Credit Units AAA級信用單位



Highlighted Office Property's Energy 寫字樓行業HOPE獎



Most Valuable Landmark Project 最具價值地標項目



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Contacting Customers

We have always advocated the service philosophy of “customer first”, and are committed to providing the most complete and considerate service for the owners, households and surrounding residents to provide a feeling of home. There are customer service specialists for all of the Group’s property projects to take care of the customers’ needs at all hours, including repair requests, comments on the services or complaints. If necessary or in case of any problems, owners and households can contact their corresponding customer service specialists through the 24-hour service hotline, the on-site customer service center of the project or the “Aocean Life” online service.

The new version of “Aocean Life” mobile application has been transferred to the “澳西物業 AOCEAN” WeChat Official Accounts. The same with the “Aocean Life” APP, owners of the Aocean property can apply for repairs online, track the progress of services, contact service specialists, pay property fees, and make comments and suggestions on property management online.

聯繫客戶

我們一直推崇「以客為先」的服務理念，致力為業主、住戶以至周邊居民提供最完善、最貼心的服務，讓他們感到賓至如歸。集團旗下所有物業項目均設有客服管家，業主和住戶如有需要或遇到任何問題，可透過24小時服務熱線、項目的現場客服中心或「澳生活」在線服務與客服管家即時聯繫，全天候照顧客戶所需，包括報修要求、對服務的意見或投訴等。

新版「澳生活」移動應用程式已轉移至「澳西物業」微信公眾號。類似於「澳生活」手機應用程式，澳西物業的業主可在線報修，跟蹤服務進度，聯繫服務專員，繳納物業費，並在線對物業管理提出意見和建議。



With regard to customer complaints, we have formulated the Complaint Management Policy, pursuant to which we shall respond to a complaint in the system within 4 hours, an oral complaint within 1 working day and a written complaint within 3 working days. In order to ensure that all complaints are handled in the most appropriate manner to the satisfaction of customers, we follow up with customers by telephone or in person, which shall cover all customers every year. In addition, we carry out at least one customer satisfaction survey each year to collect customer feedback and suggestions on the property projects and the quality of services, so as to continuously improve the quality of our services and “create high-quality products and provide prominent services”. In order to better understand customers’ views about us, we have specially added a “criticize and praise” function to the “澳西物業 AOCEAN” WeChat Official Accounts application, allowing customers to instantly upload photos and give a praise or suggestion for improvement so that our service team can make immediate response.

For the business of the Recreational Centre, in addition to our efforts to ensure the quality of services, we have always adhered to the philosophy of “treating customers with integrity and honesty” and treat every customer with care. In order to continuously improve our services, with regard to facilities and services of the Recreational Centre, we invite customers to complete a satisfaction survey after daily service for giving a score and comment on the food of restaurants, the quality of service staff, dining environment, treatment methods, skills and otherwise, and regularly summarize and analyze the results of the survey, and identify the items that require improvement, and carry out corresponding improvement measures for continuous enhancement.

Health and Safety

As a constructor of the community, we must shoulder the responsibility to protect the safety of the community, and are committed to protecting the lives and properties of the public. In accordance with the Safety Production Law of the People’s Republic of China, the Regulations on the Reporting, Investigation and Handling of Work Safety Accidents, and the Safety Production Regulations of Beijing, we had formulated the Safety Production Management Manual to identified various kinds of safety risks and formulated appropriate response plans, so as to strengthen safety production management. We also carry out adequate safety training and publicity activities to raise the awareness among our staff and residents in safety issues. According to the principle of “safety first”, the Group made a great endeavor to respond to different safety risks.

至於客戶投訴，我們設立《投訴管理政策》，政策規定投訴須在4小時內進行系統回覆，口頭投訴須在1個工作日內回覆，而書面投訴則須在3個工作日內回覆。為確保所有投訴都得到最合適的處理，確保客戶稱心滿意，我們會以電話或上門方式對客戶進行回訪，並規定每一年須覆蓋所有客戶。此外，我們每年會進行至少一次客戶滿意度調查，收集客戶對於物業項目和服務質素的意見和建議，以持續提升我們的服務品質，「締造優質生活，奉獻超值服務」。為了更瞭解客戶對我們的意見，我們已於「澳西物業」微信公眾號特別增設「批評表揚」的功能，讓客戶可即時上傳照片並作出表揚或提出改善建議，以便我們的服務團隊即時響應。

針對休閒中心的業務，除了致力保障服務質量，我們亦緊記「待客以誠」的理念，用心對待每一位顧客。為了不斷提升我們的服務，休閒中心旗下各項設施和服務會在日常服務後邀請顧客填寫滿意度調查表，就餐廳的食品、服務人員質素、用餐環境、療程手法、技能等進行評分和提出意見，並定期對調查結果進行總結和分析，而識別需要改善的地方，對症下藥，持續增強改進措施。

健康與安全

作為社區的建設者，我們必須肩負起守護保障社區安全的責任，致力保護大眾的性命和財產。為強化安全生產管理工作，我們根據《中華人民共和國安全生產法》、《安全生產事故報告和調查處理條例》、《北京市安全生產條例》法律法規，製定了《安全生產管理手冊》，識別各類安全風險並製定合適的應對方案。我們亦開展豐富的安全培訓及宣傳活動，以提高我們僱員及住戶的安全意識。本集團秉承「安全第一」的原則，努力應對各類安全風險。

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Fire Safety

With regard to fire safety, for the property management business, we have improved the maintenance and repair system for fire-fighting equipment, including daily inspection of the alarm system and fire-fighting equipment room, monthly random inspection of smoke detectors, temperature detectors, audible and visual alarms, monthly inspection of fire-fighting facilities, equipment, escape routes, safety exit and otherwise, and testing water supply pumps to ensure normal operation, and annual inspection of water supply and drainage systems. In addition, the safety officers of each property project regularly check the status of fire hydrants, pumps, fire controllers and other equipment to ensure that all facilities and equipment are in good condition and will not pose a safety risk.

In addition to the property management business, the Recreational Centre attaches great importance to fire safety and has formulated inspection and fire emergency systems for various equipment systems such as oil separator, power distribution rooms, swimming pool systems, machine rooms, boilers and etc., to standardize daily inspection procedures and maintenance systems, fire prevention measures and emergency measures in case of fires, power outage, natural disaster and etc.

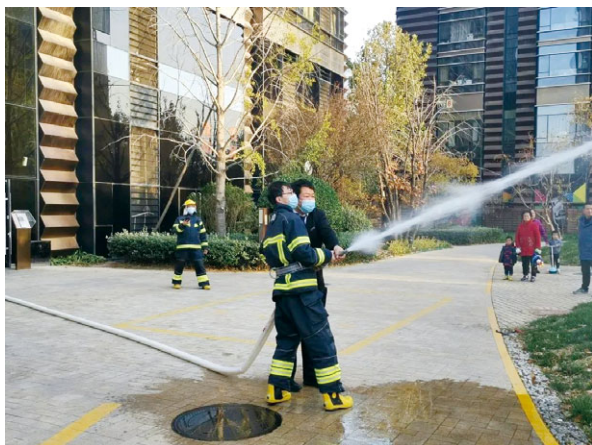
For improving the fire prevention awareness and the ability to deal with emergencies, we have developed fire drill plans and fire training during the Reporting Period. It not only enhanced everyone's awareness of fire safety, but also improved the ability of each project staff to put out fire at an early stage, and familiarise every staff with the project's fire fighting and evacuation plan and their respective duties during evacuation in the event of a fire.

消防安全

針對消防安全，物業管理業務就消防設備完善了維修保養制度，包括：每日檢查報警系統和消防設備機房，每月抽查煙霧、溫度、聲光感應報警器，每月檢查消防設施、器材、疏散通道、安全出口等並檢測供水泵確保運作正常，另外每年會檢測給排水系統。此外，各物業項目的安全負責人員亦會定期檢查消防栓、水泵、消防控制器等設備的狀態，確保所有設施設備運作情況良好，不會構成安全風險。

除了物業管理業務，休閒中心對消防安全亦極為重視，已就各項設備系統如隔油池、配電室、泳池系統、機房、鍋爐等設立巡查和防火應急制度，規範日常巡查程序及維修保養制度、防火措施以及突發事件如火災、斷電、自然災害等的應急措施。

為了提高居民的防火意識，加強處置突發事件的能力，於報告期間我們已製定消防演習方案及開展消防培訓。不僅讓大家的消防安全意識得到了增強，同時還提高了各項目員工撲救初期火災的能力，讓每一位員工在發生火災時熟悉項目的滅火疏散預案以及熟知在疏散時各自的職責。

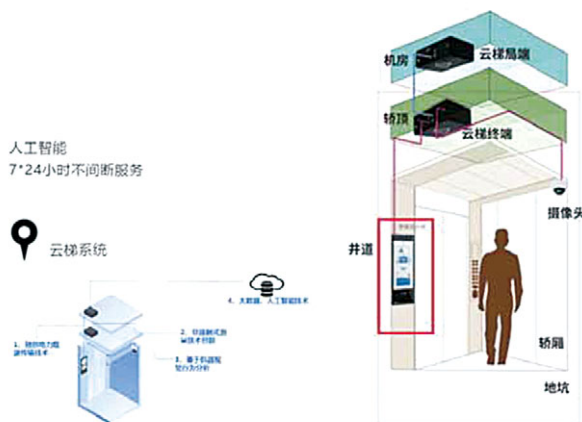


Elevator Safety

To further strengthen the elevator safety management, the property management business has put forward the idea of “building intelligent elevator with Internet of things” to improve the safety and quality of the elevator. The Yigou property management project installed the Cloud elevator system, including the Cloud elevator Internet of things system, Cloud elevator big data analysis platform, APP, management and operation platform. The Cloud elevator system takes a positive role as the 24 hours electronic housekeeper to monitor the elevator running state and predict the elevator failure statistically, and intelligently manage the elevator daily operation, discourage and record unsafe and uncivilized elevator behavior.

電梯安全

為了進一步加強電梯安全管理，物業管理業務提出「建設物聯網智慧電梯」的理念，以提高電梯的安全和質量。易構物業管理項目安裝雲梯系統，包括雲梯物聯網系統、雲梯大數據分析平台、APP、管理及運營平台。雲梯系統為全天候電子管家，可監控電梯的運行狀態，從統計學角度預測電梯故障，智能管理電梯日常運行，阻止並記錄不安全及不文明的電梯行為。



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Hygiene

For the property management business, environmental officers of each property project carry out centralized cleaning and maintenance work in each area, beautifying the environment of the community and improving the appearance and image of the community every day, in accordance with the green maintenance standards. In addition, we engage a third-party testing agency to inspect the drinking water in projects every year to ensure that the water quality meets relevant requirements of the Hygienic Standards of Drinking Water and that drinking water is not contaminated or harmful to health.

Since the business of the Recreational Centre involves fitness centers and SPA, personal items including beds, towels, slippers, cosmetics and otherwise are used. We pay special attention to environmental and personal hygiene, and require our employees to clean and disinfect all facilities, equipment and supplies including all fitness equipment, fitness products, furniture, towels, gymnasiums, sauna rooms, massage couches, beauty beds, slippers, changing rooms every day. In addition, we require that all cosmetics including powder puffs, cotton swabs and eyebrow brushes should not be shared, and require employees to keep cosmetics including lotion, face cream and loose powder in clean and sealed containers.

In addition to the hygiene of the environment and supplies, food hygiene is an issue to which we attach great importance. For the catering service of the Recreational Centre, we have formulated a personal and environmental hygiene system, which specifies the separation of raw and cooked food, finished and semi-finished products, food and medicines and debris, and have frequently cleaned and disinfected the surrounding environment, tableware and utensils, and strictly managed the environment, refrigerator and food hygiene, so as to meet the relevant requirements of the Food Safety Law, the Measures for the Supervision and Administration of Food Safety in Catering Services and other laws and regulations. In addition, we carry out daily kitchen hygiene inspection, and weekly comprehensive site inspection by the food safety manager, and develop a food safety inspection plan every month to systematize the procedures and standards of kitchen hygiene inspection. For food safety, we have strict standards for the acceptance of ingredients during purchase to ensure that the freshness, quality, colour, lustre and appearance of all ingredients meet the standards, and ensure the quality and hygiene of each dish at the source.

衛生

針對物業管理業務，每個物業項目的環境人員會按照綠化養護標準，每日於各個區域進行集中清理和養護工作，美化園區環境，改善園區面貌，提升園區形象。此外，我們每年亦會委託第三方檢測機構就項目內的飲用水進行檢測，確保水質達到《生活飲用水衛生標準》的相關要求，確保飲用水並沒有受到污染，對健康構成傷害。

由於休閒中心的業務涉及健身中心和SPA，會使用到床鋪、毛巾、拖鞋、化妝品等個人物品。我們對環境和個人衛生尤為重視，要求員工每天清潔並消毒所有健身設備、健身用品、傢俱、毛巾、球館、桑拿室、按摩床、美容床、拖鞋、更衣室等設施、設備和用品。除此之外，我們亦規定所有粉撲、棉花棒、眉毛刷等化妝品不得共用，將要求員工將乳液、面霜、蜜粉等化妝品保存在乾淨密封的容器。

除了環境和用品的衛生，食物衛生同樣是我們極為重視的議題。針對休閒中心的餐飲服務，我們製定了個人和環境衛生制度，規定將生熟食品隔離、成品和半成品隔離、食品與藥物雜物隔離，並經常清洗及消毒周邊環境、餐具和器皿，同時對環境、冰箱和食品衛生實施嚴謹管理，以符合《食品安全法》、《餐飲服務食品安全監督管理辦法》等法律法規的相關要求。另外，我們每天會進行廚房衛生檢查，每周由食品安全管理員進行全面現場檢查，而每月亦會制訂食品安全檢查計劃，將廚房衛生檢查的程序和標準系統化。對於食品安全，我們於採購期間對配料的驗收設有嚴格標準，確保所有配料的新鮮度、質量、色澤和外觀均符合標準，從源頭保證每一道菜的質素和衛生。

Privacy Matters

In respect of privacy and confidentiality protection, the Group's employees are obligated to retain in confidence all information obtained during the course of their employment, including, but not limited to, trade secrets, knowhow, customers' information and personal data, supplier information and other confidential information. We strictly comply with all laws protecting data privacy and formulated privacy protection guidelines to instruct our employees to properly handle and storage of employees and customers data, with an aim to eliminating behavior of unauthorized edit, use, resale or use for other purposes of personal information. We also provide frequent trainings to our staff to increase their awareness in privacy protection.

During the Reporting Period, there were no violations or data leakage-related cases involving us, or substantiated complaints from any external parties or regulatory bodies about the Group's failure to protect the privacy of customers and loss of customer data.

Advertising and Labelling

During the Reporting Period, all advertising and publicity activities are in strict compliance with the advertising and promotion laws and regulations enforced in regions where we operate our businesses, including but not limited to the Advertising Law of the People's Republic of China and the Law of the People's Republic of China on the Protection of Consumer Rights and Interests. In developing a promotion plan, we did not publish any advertisement with false statement that would bring damage to customers.

Anti-Corruption

The protocols and laws concerned with bribery, privileges, and political contributions are closely followed by the Group. For ensuring an ethical behavior and conduct in the business environment, all the employees are subject to business ethics training corresponding to their position. We require all employees to strictly comply with all relevant laws and regulations, including but not limited to the Anti-Unfair Competition Law of the People's Republic of China, the Criminal Law of the People's Republic of China, the Interim Provisions on Prohibition of Commercial Bribery, and strive to develop a corporate culture of compliance with laws and integrity.

During the Reporting Period, the Group was unaware of any matters concerning material instances of non-compliance with relevant laws and regulations regarding bribery, extortion, fraud, or money laundering in the countries where its employees are engaged. There are no current or pending regulatory actions or other litigation that is anticipated to have a material impact on the Group.

隱私事項

在保護隱私及保密方面，本集團的員工有責任對僱傭期間取得的所有資料嚴格保密，包括但不限於商業秘密、專有技術、客戶資料及個人數據、供應商信息及其他保密資料。我們嚴格遵守所有保障個人資料私隱的法例，並製定保障私隱指引，指導員工妥善處理及保存員工及客戶資料，以避免在未經授權下編輯、使用以及為其他目的而轉售或使用個人資料的行為。我們亦持續進行員工培訓，以提高員工保護隱私的意識。

於報告期內，我們沒有任何違反或關於資料泄漏的個案，也並未收到任何來自外界團體或監管機構有關集團被證實未能保障客戶隱私及遺失客戶資料的投訴。

廣告及標籤

於報告期內，所有廣告及宣傳活動均嚴格遵守我們業務營運所在地執行的廣告及推廣法律法規，包括但不限於《中華人民共和國廣告法》及《中華人民共和國消費者權益保護法》。在製定推廣方案時，我們不會發佈任何附帶虛假陳述而有損消費者利益的廣告。

反貪污

本集團嚴格遵守與反賄賂、特權及政治獻金有關的協定及法律。為確保員工在業務環境下的道德行為及操守，所有員工均須參加與其職位相應的業務道德培訓。我們要求所有員工嚴格遵守所有相關的法例法規，包括但不限於《中華人民共和國反不正當競爭法》、《中華人民共和國刑法》、《關於禁止商業賄賂行為的暫行規定》等，著力樹立守法誠信的企業文化。

於報告期內，本集團並未發現任何涉及違反僱員工作所在國家的反賄賂、勒索、欺詐或洗錢相關法律法規的重大事項。本集團當前並無亦並未面臨預計會對本集團產生重大影響之監管行動或其他訴訟。

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Community

The Group proactively fulfils its corporate social responsibility to the communities in which it operates and where its employees live. To perform as a responsible corporate citizen, we inspire employees to render support to the charitable organizations and also encourage them to participate in the charitable activities of the Group itself. We have been active in charitable activities, community culture building, environmental and health protection education as well as meet the labour needs.

Festival Care

The Group has had deep roots in the community and provided services for the community for years. We regard community engagement as an opportunity to contribute to the humanistic concern of these local communities.

Every Christmas Day, our employees would dress up as Santa Claus to give apples and gifts to the surrounding households of property management community we manage, sending our blessings and greetings.



社區

本集團積極履行營運所在社區及僱員居住社區的企業社會責任。作為負責任的企業公民，我們鼓勵員工向慈善組織提供支持，並鼓勵員工參加本集團的慈善活動。我們一直積極參加慈善活動、社區文化建設、環境保護及保護健康教育，並滿足勞動需求。

節日關懷

本集團多年來均扎根於社區，為社區提供服務。我們認為，社區參與有助於促進當地社區的人文關懷。

在每個聖誕節，我們的員工會打扮成聖誕老人，向我們管理的物業管理社區的周邊住戶送上平安果和禮物，為他們送上節日祝福和溫暖。



Community Communication

The Group pledges itself to ensure continuous communication with members of the community where the Group operates. We pay attention to social issues and events to understand public expectation of the Group. Our property management company held the weeklong property service activities to collect the owner's need for optimizing our customized service. This year, our property management company organized a garbage sorting promotion campaign during October to further implement the work of garbage sorting. We distributed waste separation pamphlets to the owners, explained the knowledge of waste separation and played quiz game with the owners. The owners said that they welcomed this kind of community interaction. This activity not only promoted the concept of garbage separation to the community, but also shortened the distance between the Group and the property owners and the local community.

社區溝通

本集團確保與營運所在社區的成員持續溝通。我們關注社會事宜及事件，以了解公眾對本集團的期望。我們的物業管理公司通過舉辦物業服務週活動來了解業主的需求，優化我們的定制服務。今年我們物業管理公司於十月期間，為了垃圾分類工作進一步落實，組織了垃圾分類宣傳活動。我們為業主們分發了垃圾分類宣傳冊，並講解了有關垃圾分類的知識，進行有獎問答小遊戲。業主們表示，他們很歡迎這種社區互動方式。此次活動不僅向社區宣傳了垃圾分類的概念，也拉進了本集團與業主及當地社區之間的距離。



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
“Comply or explain” Provisions 「不遵守就解釋」條文		2020 ESG Report 二零二零年環境、社會及管治報告
Subject Area A. Environmental 主要範疇A.環境		
Aspect A1: Emissions 層面A1：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	Please refer to Environmental (page 24–32) 請參閱「環境」(第24–32頁)
KPI A1.1 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	Please refer to Emissions (page 24) 請參閱「排放物」(第24頁)
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)	Please refer to GHG Emissions (page 25–26) 請參閱「溫室氣體排放」(第25–26頁)
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Please refer to non-hazardous waste (page 27–28) . The Group does not produce any hazardous waste in its operations. 請參閱「無害廢棄物」(第27–28頁) 本集團在營運過程中並不產生任何有害廢棄物。
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Please refer to non-hazardous waste (page 27–28) . 請參閱「無害廢棄物」(第27–28頁)

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
“Comply or explain” Provisions 「不遵守就解釋」條文		2020 ESG Report 二零二零年環境、社會及管治報告
KPI A1.5 關鍵績效 指標A1.5	Description of measures to mitigate emissions and results achieved. 減低排放量的措施及所得成果的描述	Please refer to non-hazardous waste (page 27–28) . 請參閱「無害廢棄物」(第27–28頁)
KPI A1.6 關鍵績效 指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved 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的描述	Please refer to non-hazardous waste (page 27–28) . 請參閱「無害廢棄物」(第27–28頁)
Aspect A2: Use of Resources 層面A2：資源利用		
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。	Please refer to Use of Resources (page 28–32) 請參閱「資源利用」(第28–32頁)
KPI A2.1 關鍵績效 指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility) 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Please refer to Energy Consumption (page 30) 請參閱「能源消耗」(第30頁)
KPI A2.2 關鍵績效 指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility) 總耗水量及密度(如以每產量單位、每項設施計算)。	Please refer to Water Management (page 31–32) 請參閱「水資源管理」(第31–32頁)
KPI A2.3 關鍵績效 指標A2.3	Description of energy use efficiency initiatives and results achieved 能源使用效益計劃及所得成果的描述	Please refer to Use of Resources (page 28–32) 請參閱「資源利用」(第28–32頁)
KPI A2.4 關鍵績效 指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 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的描述	Please refer to Water Management (page 31–32) . The Group does not have any issue in sourcing water that is fit for purpose. 請參閱「水資源管理」(第31–32頁) 本公司於求取適用水源方面並無任何問題。
KPI A2.5 關鍵績效 指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	N/A. No packing materials are used for the Group. 不適用。本集團並無使用任何包裝材料。

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
“Comply or explain” Provisions 「不遵守就解釋」條文		2020 ESG Report 二零二零年環境、社會及管治報告
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General disclosure 一般披露	Policies on minimizing 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	Please refer to Environmental (page 24–32) 請參閱「環境」(第24–32頁)
KPI A3.1 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 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的描述	Please refer to Environmental (page 24–32) 請參閱「環境」(第24–32頁)
Subject Area B. Social 主要範疇B.社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B1: Employment 層面B1：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	Please refer to Employment (page 33–35) 請參閱「僱傭」(第33–35頁)
Aspect B2: Health and Safety 層面B2：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	Please refer to Health and Safety (page 36–37) 請參閱「健康與安全」(第36–37頁)

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
“Comply or explain” Provisions 「不遵守就解釋」條文		2020 ESG Report 二零二零年環境、社會及管治報告
Aspect B3: Development and Training 層面B3：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。	Please refer to Development and Training (page 37–38) 請參閱「發展及培訓」(第37–38頁)
Aspect B4: Labour Standards 層面B4：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	Please refer to Labour Standard (page 40) 請參閱「勞工準則」(第40頁)
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面B5：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。	Please refer to Supply Chain Management (page 41–42) 請參閱「供應鏈管理」(第41–42頁)
Aspect B6: Product Responsibility 層面B6：產品責任		
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 health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 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	Please refer to Product Responsibility (page 42–51) 請參閱「產品責任」(第42–51頁)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
“Comply or explain” Provisions 「不遵守就解釋」條文		2020 ESG Report 二零二零年環境、社會及管治報告
Aspect B7: Anti-corruption 層面B7：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	Please refer to Anti-Corruption (page 51) 請參閱「反貪污」(第51頁)
Community 社區		
Aspect B8: Community Investment 層面B8：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發行人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	Please refer to Community (page 52-53) 請參閱「社區」(第52-53頁)

DIRECTORS' BIOGRAPHIES

董事履歷

EXECUTIVE DIRECTORS

Mr. Wei Chunxian, aged 57, was appointed as an executive Director and the chairman of the Company on 17 February 2014. He also acts as the chairman of the nomination committee of the Company. Mr. Wei Chunxian is also a director of certain subsidiaries of the Company. In addition, he is also the president of GR properties USA Inc. and East Pacific Properties LLC (each a US subsidiary of the Company).

Mr. Wei Chunxian graduated from the Department of Architecture, Beijing University of Civil Engineering and Architecture (北京建築工程學院) in 1985 and was conferred a Bachelor of Engineering degree in architecture. Thereafter, Mr. Wei Chunxian obtained the senior engineer qualification in 1995. Mr. Wei Chunxian has more than 10 years of management experience in the real estate sector.

Mr. Wei Chunxian is a shareholder of a company while Mr. Sun Zhongmin is also the shareholder of that company.

Mr. Sun Zhongmin, aged 54, was appointed as an executive Director on 17 February 2014.

Mr. Sun Zhongmin has been involved in the real estate sector since 1992. He has been engaged in preliminary work of real estate projects and is conversant with the procedures for various formalities and the relevant requirements. Mr. Sun Zhongmin is currently a director of Beijing Guorui Holdings Company Limited* (北京國銳控股有限公司).

Mr. Sun Zhongmin is a shareholder of a company while Mr. Wei Chunxian is also the shareholder of that company.

執行董事

魏純暹先生，現年五十七歲，於二零一四年二月十七日獲委任為執行董事及本公司主席。彼亦擔任本公司提名委員會主席。魏純暹先生亦出任本公司若干附屬公司之董事。此外，彼亦為 GR Properties USA Inc. 及 East Pacific Properties LLC (均為本公司之美國附屬公司) 之總裁。

魏純暹先生於一九八五年畢業於北京建築工程學院建築系，取得建築工程學士學位。其後，魏純暹先生於一九九五年獲得高級工程師資格。魏純暹先生在房地產業擁有逾十年的管理經驗。

魏純暹先生為一家公司的股東，而孫仲民先生也為該家公司股東。

孫仲民先生，現年五十四歲，於二零一四年二月十七日獲委任為執行董事。

孫仲民先生自一九九二年起投身房地產業。彼一直從事房地產項目之前期工作，並熟悉不同手續及相關規定。孫仲民先生現任北京國銳控股有限公司董事。

孫仲民先生為一家公司的股東，而魏純暹先生也為該家公司股東。

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DIRECTORS' BIOGRAPHIES

董事履歷

Ms. Liu Shuhua (“Ms. Liu”), aged 44, was appointed as an executive Director and chief executive officer of the Company on 17 February 2014. Ms. Liu is also a director of certain subsidiaries of the Company.

Ms. Liu graduated from the Central University of Finance and Economics (中央財經大學) in 1998 and was conferred a Bachelor of Economics degree in accountancy. Thereafter, Ms. Liu obtained the intermediate accountant qualification in 2004. Ms. Liu has been engaged in financial field for more than 10 years, including financial management work in real estate development enterprises. She is currently a director of Beijing Guorui Holdings Company Limited* (北京國銳控股有限公司).

Ms. Huang Fei (“Ms. Huang”), aged 48, was appointed as an executive Director on 28 June 2019. Ms. Huang graduated from East China University of Science and Technology with a bachelor’s degree in engineering with a specialization in Fine Chemical Engineering in 1996. Since June 2015, Ms. Huang has been appointed as director and general manager of Beijing Aocean Property Management Co., Ltd.* (北京澳西物業管理有限公司), an indirect wholly-owned subsidiary of the Company. She has also been a director of Contract Budgeting and Group Vice President of Beijing Guorui Real Estate Development Company Limited* (北京國銳房地產開發有限公司) (“Beijing Guorui”) since February 2009. She has been engaged in management areas such as budgeting, bidding and legal contracts. From June 2004 to February 2009, Ms. Huang was the budget manager of Beijing Zhongrui Jianda Real Estate Development Co., Ltd.* (北京中瑞建達房地產開發有限公司), engaging in financial sales control, budgeting and bidding management.

劉淑華女士(「劉女士」)，現年四十四歲，於二零一四年二月十七日獲委任為本公司執行董事兼行政總裁。劉女士亦出任本公司若干附屬公司之董事。

劉女士於一九九八年畢業於中央財經大學，並取得會計學經濟學士學位。其後，劉女士於二零零四年取得中級會計師資格。劉女士從事財務業超過十年，包括房地產開發企業的財務管理工作。彼現任北京國銳控股有限公司之董事。

黃菲女士(「黃女士」)，現年四十八歲，於二零一九年六月二十八日獲委任為執行董事。黃女士於一九九六年畢業於華東理工大學，獲得精細化工專業工學學士學位。自二零一五年六月起，黃女士獲委任為本公司的間接全資附屬公司北京澳西物業管理有限公司董事兼總經理。彼亦自二零零九年二月起擔任北京國銳房地產開發有限公司(「北京國銳」)的合約預算主任及集團副總裁。彼一直從事管理等領域的工作，如預算、投標及法律合同。於二零零四年六月至二零零九年二月，黃女士為北京中瑞建達房地產開發有限公司的預算經理，從事財務銷售管理、預算及投標管理等工作。

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Ms. Li Bing (Former Name: Li Cheng) (“Ms. Li”), aged 49, was appointed as an executive Director on 28 June 2019. Ms. Li completed a two-year program in industrial accounting in Heilongjiang Provincial Industrial Traffic Management Cadre College* (黑龍江省工業交通管理幹部學院) and graduated in 1992. Since December 2016, Ms. Li has been appointed as the managing director of Beijing Guorui Hotel Management Co., Ltd.* (北京國銳酒店管理有限公司) (“Guorui Hotel Management”), an indirect wholly-owned subsidiary of the Company, overseeing all operational activities of Guorui Hotel Management and its wholly-owned subsidiaries. Ms. Li has held the positions of vice president (from December 2016 to present) and marketing director (from August 2004 to December 2016) respectively in Beijing Guorui and her then responsibilities included supervising sales and customer relations. Prior to her employment with Beijing Guorui, Ms. Li worked as a finance manager in a trading company in Beijing for several years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tung Woon Cheung Eric (“Mr. Tung”), aged 50, was appointed as an independent non-executive Director on 17 February 2014. He also acts as the chairman of the Company’s audit committee and a member of each of the Company’s remuneration committee and nomination committee.

Mr. Tung graduated from York University, Toronto, Canada with a bachelor’s honours degree in administrative studies. Being an experienced Hong Kong certified public accountant and a U.S. certified public accountant (practising), he has gathered many years of experience in the financial and capital markets. Mr. Tung is the assistant president and general manager of the finance department of Beijing Enterprises Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 392), an executive director, the chief financial officer and company secretary of Beijing Enterprises Water Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 371), an independent non-executive director of South China Financial Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 619), as well as the company secretary of Biosino Bio-Technology and Science Incorporation (a company listed on GEM of the Stock Exchange, stock code: 8247).

李兵女士(前用姓名：李成)(「李女士」)，現年四十九歲，於二零一九年六月二十八日獲委任為執行董事。李女士於一九九二年畢業於黑龍江省工業交通管理幹部學院，並完成兩年制工業會計課程。自二零一六年十二月起，李女士獲委任為北京國銳酒店管理有限公司(「國銳酒店管理」，本公司的間接全資附屬公司)的董事總經理，負責監督國銳酒店管理及其全資附屬公司的全部經營活動。李女士自二零一六年十二月至今及二零零四年八月至二零一六年十二月分別擔任北京國銳的副總裁及市場總監職位，彼當時之職責包括監督銷售及客戶關係。受僱於北京國銳前，李女士曾於北京的一家貿易公司擔任數年的財務經理。

獨立非執行董事

董煥樟先生(「董先生」)，現年五十歲，於二零一四年二月十七日獲委任為獨立非執行董事。其亦擔任審核委員會主席以及本公司薪酬委員會及提名委員會成員。

董先生畢業於加拿大多倫多約克大學，持有管理學榮譽學士學位。董先生為饒富經驗的香港註冊會計師及美國註冊會計師(執業)，在金融及資本市場累積多年經驗。董先生現任北京控股有限公司(聯交所主板上市的公司，股份代號：392)之助理總裁兼財務部總經理、北控水務集團有限公司(聯交所主板的上市公司，股份代號：371)之執行董事、財務總監兼公司秘書、南華金融控股有限公司(聯交所主板的上市公司，股份代號：619)之獨立非執行董事，以及中生北控生物科技股份有限公司(聯交所GEM上市的公司，股份代號：8247)之公司秘書。

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DIRECTORS' BIOGRAPHIES

董事履歷

Ms. To Tsz Wan Vivien (“Ms. To”), aged 50, was appointed as an independent non-executive Director on 14 February 2018. She also acts as a member of each of the Company’s audit committee and remuneration committee.

Ms. To is a Certified Public Accountant (CPA Practicing) and Certified Tax Adviser (CTA). She has over 30 years of experience in finance and accounting field and over 20 years of management experience in information technology audit, computer system, finance and administration. Ms. To is the owner of a Hong Kong accounting firm which provides extensive management and consultancy services of accounting, audit, company secretary and taxation for the subsidiaries of listed companies from Europe, China, Southeast Asia and Hong Kong. She is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong.

Mr. Leung Louis Ho Ming (“Mr. Leung”), aged 38, was appointed as an independent non-executive Director and member of the audit committee and nomination committee and chairman of the remuneration committee of the Company on 9 February 2020. Mr. Leung has been appointed as the financial controller and company secretary of AL Group Limited (a company listed on GEM of the Stock Exchange with stock code: 8360) since September 2019. Mr. Leung was a chief financial officer and company secretary of Prosperous Future Holdings Limited (formerly known as China Child Care Corporation Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1259) from June 2017 to May 2019 and from January 2018 to May 2019 respectively.

Mr. Leung holds a bachelor degree of Science in Quantitative Finance from The Chinese University of Hong Kong in 2004. He has been a member of Hong Kong Institute of Certified Public Accountant since 2008 and has over 10 years of experience in accounting and auditing for Hong Kong listed and private companies.

杜紫雲女士(「杜女士」)，現年五十歲，於二零一八年二月十四日獲委任為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會成員。

杜女士現為香港執業會計師及註冊稅務師，在財務及會計領域擁有累計超過30年之經驗，並具有超過20年之信息科技審計、計算機系統、財務及行政等專業領域之管理經驗。杜女士擁有一間香港會計師事務所，為多間歐洲、中國、東南亞和香港等上市公司之附屬公司提供會計、審計、公司秘書和稅務等管理以及諮詢服務。杜女士現為香港會計師公會、英國特許公認會計師公會及香港稅務學會之會員。

梁浩鳴先生(「梁先生」)，現年三十八歲，於二零二零年二月九日獲委任為獨立非執行董事以及本公司審核委員會及提名委員會成員及薪酬委員會主席。梁先生自二零一九年九月獲委任為利駿集團(香港)有限公司(一間於聯交所GEM上市的公司，股份代號：8360)之財務總監及公司秘書。梁先生自二零一七年六月至二零一九年五月以及自二零一八年一月至二零一九年五月分別擔任未來發展控股有限公司(前稱中國兒童護理有限公司，一間於聯交所主板上市的公司，股份代號：1259)的首席財務官及公司秘書。

梁先生於二零零四年在香港中文大學取得計量金融學理學士學位。彼自二零零八年起為香港會計師公會會員，擁有超過10年於香港上市公司及私人公司的會計及審計經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE CODE

The Board is committed to maintaining and ensuring high standards of corporate governance practice. The Company stresses the importance of maintaining the quality of the Board by ensuring that the Directors possess a wide range of expertise and the effective implementation of an accountability system, so as to ensure that business activities and decision making processes are regulated in a proper manner. The Company's corporate governance practices are based on the principles and code provisions in the CG Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

The Company will seek to improve its management and raise its control level to enhance the Company's competitiveness and operating efficiency, to ensure its sustainable development and to generate greater returns for the shareholders.

A. BOARD

A.1. The Board's Role and Delegation

The primary role of the Board is to maximise long-term shareholder's benefit. It assumes the responsibility for providing effective and responsible leadership and control of the Company, and directing and supervising the Company's affairs in the pursuit of the Group's strategic objectives.

The executive Directors and the management of the Company are responsible for the day to day operations of the Company whereas the independent non-executive Directors are responsible for ensuring a high standard of financial and management reporting to the Board and shareholders of the Company as well as to provide a balanced composition in the Board so that there is a strong independent element on the Board.

《企業管治守則》

董事局致力維持及確保實施高水準之企業管治常規，本公司著重透過確保董事俱備不同專長及有效實行問責制度，保持董事局的質素，確保業務運作及決策過程均受到適當規範。本公司的企業管治常規乃基於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載《企業管治守則》中的原則及守則條文。

本公司將尋求改善其管理及加強監控水平，藉以提高本公司之競爭力及營運效率，確保得以持續發展及為股東帶來更豐厚回報。

A. 董事局

A.1. 董事局角色及權力轉授

董事局的主要角色是為股東爭取最大之長遠利益，肩負給予既有效又負責任的領導及監控本公司的責任，同時統管並監督本公司事務朝著本集團的策略性目標發展。

本公司執行董事及管理層負責本公司的日常運作，而獨立非執行董事負責確保向董事局及本公司股東作出高標準之財務及管理報告，並負責平衡董事局的架構，使董事局具有高度獨立地位。

CORPORATE GOVERNANCE REPORT

企業管治報告

A.2. Board Composition

At present, the Board comprises five executive Directors and three independent non-executive Directors. The Directors during the Year and up to the date of this report were:

Executive Directors

Mr. Wei Chunxian (*Chairman*)
Ms. Liu Shuhua (*Chief Executive Officer*)
Mr. Sun Zhongmin
Mr. Guo Jingsheng (*resigned on 9 November 2020*)

Ms. Huang Fei
Ms. Li Bing

Independent Non-executive Directors

Mr. Tung Woon Cheung Eric
Mr. Au Yeung Po Fung
(*resigned on 9 February 2020*)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming
(*appointed on 9 February 2020*)

The biographical details of the current Directors are set out on pages 59 to 62 of this report. The Board possesses a balance of skills and experience which are appropriate for the requirements of the business of the Company. The opinions raised by the independent non-executive Directors in the Board meetings facilitate the maintenance of good corporate governance practices. All independent non-executive Directors have the appropriate professional qualifications and accounting and related financial management expertise as required by Rule 3.10 of the Listing Rules. A balanced composition of executive and independent non-executive Directors also generates a strong independence element on the Board, which allows independent and objective decision making process for the best interests of the Company. The Company will review the composition of the Board regularly to ensure the Board possesses the appropriate and necessary expertise, skills and experience to meet the developmental needs of the business of the Group.

The letters of appointment of the independent non-executive Directors, namely Mr. Tung Woon Cheung Eric, Ms. To Tsz Wan Vivien and Mr. Leung Louis Ho Ming, entered with the Company expired on 16 February 2021, 13 February 2021 and 8 February 2021 respectively and their letters of appointment had been extended for one year commencing on 17 February 2021, 14 February 2021 and 9 February 2021 respectively.

The service agreements of the executive Directors, namely Mr. Wei Chunxian, Mr. Sun Zhongmin and Ms. Liu Shuhua, entered with the Company expired on 16 February 2021 respectively and their service agreements had been extended for one year commencing on 17 February 2021 respectively.

The service agreements of the executive Directors, namely Ms. Huang Fei and Ms. Li Bing, entered with the Company expired on 27 June 2020 respectively and their service agreements had been extended for one year commencing on 28 June 2020 respectively.

A.2. 董事局組成

目前，董事局包括五名執行董事及三名獨立非執行董事。於本年度及直至本報告日期，董事如下：

執行董事

魏純暉先生(主席)
劉淑華女士(行政總裁)
孫仲民先生
郭京生先生(於二零二零年十一月九日辭任)
黃菲女士
李兵女士

獨立非執行董事

董煥樟先生
歐陽寶豐先生
(於二零二零年二月九日辭任)
杜紫雲女士
梁浩鳴先生
(於二零二零年二月九日獲委任)

各在任董事之履歷載於本報告第59頁至第62頁。董事局成員具備經營本公司業務所需之各種技能及經驗。獨立非執行董事於董事局會議上提出之意見有助維持良好之企業管治常規。全體獨立非執行董事均擁有適當之專業資格及會計及相關的財務管理專長，符合上市規則第3.10條之規定。執行董事及獨立非執行董事之均衡分配比例亦大大提升董事局之獨立性，可有效發揮獨立判斷及客觀地為本公司之最佳利益制訂決策。本公司將定期檢討董事局之組成，確保董事局擁有適當及所需之專長、技能及經驗，以滿足本集團之業務發展需求。

董煥樟先生、杜紫雲女士及梁浩鳴先生與本公司訂立獨立非執行董事之聘用函件，分別於二零二一年二月十六日，二零二一年二月十三日及二零二一年二月八日屆滿及彼等的聘用函件分別自二零二一年二月十七日，二零二一年二月十四日及二零二一年二月九日起延長一年。

魏純暉先生、孫仲民先生以及劉淑華女士與本公司訂立執行董事之服務協議，分別於二零二一年二月十六日屆滿及彼等的服務協議分別自二零二一年二月十七日起延長一年。

黃菲女士及李兵女士與本公司訂立的執行董事之服務協議，分別於二零二零年六月二十七日屆滿及彼等的服務協議分別自二零二零年六月二十八日起延長一年。

In compliance with Rule 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing one-third of the Board. All independent non-executive Directors are free from any business or other relationship with the Company. The Company has received from each independent non-executive Director, who were in the Board during the Year, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive Directors to be independent.

The Board's primary functions are to set corporate policy and overall strategy for the Group and to provide effective oversight of the management of the Group's business and affairs. Apart from its statutory responsibilities, the Board also approves the strategic plans, key operational issues, investments and loans, reviews the financial performance of the Group and evaluates the performance and compensation of senior management. These functions are either carried out directly by the Board or through committees established by the Board. The Board is also responsible to maintain effective risk management and internal control systems.

Save as disclosed in the section of "Directors' Biographies", there is no financial, business, family or other material/relevant relationship among the members of the Board.

Regular Board meetings are held at least four times a year to approve the annual and interim results, and to review the business operation and the internal control system of the Group. Apart from these regular meetings, Board meetings are also held to approve major issues. At least 14 days' notice of each regular meeting is given to all Directors. Agendas and accompanying Board papers are sent not less than three days before the date of Board meetings to ensure that the Directors are given sufficient time to review the same. Draft minutes of Board meetings and Board committee meetings are circulated to Directors for their review and comment. All the said minutes are kept by the company secretary of the Company and are open for inspection at any reasonable time on reasonable notice by any director.

遵照上市規則第3.10A條，本公司已經委任三名獨立非執行董事，佔董事局成員人數的三分之一。所有獨立非執行董事均無參與本公司之任何業務，與本公司亦不存在其他關係。本公司已接獲各於本年度服務董事局的獨立非執行董事根據上市規則第3.13條就其獨立身份而發出之年度確認聲明，本公司認為各獨立非執行董事均屬獨立人士。

董事局之主要職能為制訂本集團之企業政策及整體策略，並提供有效監督本集團之業務及事務管理事宜。除其法定責任外，董事局亦負責批准本集團之策略計劃、主要營運措施、投資及貸款、審閱本集團之財務表現及評估高層管理人員之表現及薪酬。此等職能由董事局直接執行或通過由董事局成立之委員會執行。董事局亦負責維持有效風險管理及內部監控系統。

除「董事履歷」一節中所披露者外，董事會成員之間不存在財務、業務、家庭或其他重大／相關關係。

董事局每年至少舉行四次例會，議程包括批准全年及中期業績，以及檢討本集團之業務運作及內部監控系統。除此等例會外，董事局亦就批准重大事項召開會議。全體董事於每次例會舉行之前獲發至少14日通知。議程及有關文件於董事局會議舉行日期之前至少三日寄予董事，確保董事有充份時間審閱。董事獲分發董事局會議及董事委員會會議之草擬會議記錄以供審閱批註。上述所有會議記錄均由本公司之公司秘書保管，可供任何董事於任何合理時間內在發出合理通知後公開查閱。

A.3. Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive of an issuer should be separate and should not be performed by the same individual. With effect from 17 February 2014, Mr. Wei Chunxian and Ms. Liu Shuhua have been appointed as chairman (the “Chairman”) and CEO respectively. There is a clear division of responsibilities between the Chairman and the CEO, in that the Chairman provides leadership for the Board and bears the primary responsibility for the functioning of the Board, by ensuring its effective operation, while the CEO is authorised and responsible for the management of the day-to-day business of the Group as well as the implementation of the strategies approved by the Board.

A.4. Appointment and Re-Election of Directors

The procedures and process of appointment and removal of directors are laid down in the Company’s Articles of Association (the “Articles”).

All Directors (including independent non-executive Directors) have entered into service contracts or letters of appointment (as the case may be) with the Company for a term of one year, which is terminable by either party by giving no less than three months’ or one month notice in advance to each other (as the case may be), subject to retirement from office by rotation and re-election at annual general meeting.

Pursuant to Article 81 of the Articles, at every annual general meeting one-third of the directors for the time being or, if their number is not a multiple of three, then the nearest number to but not less than one-third shall retire from office by rotation provided that every director shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 83 of the Articles, a retiring director shall be eligible for re-election.

Pursuant to Articles 81 and 83 of the Articles, Mr. Wei Chunxian, Mr. Sun Zhongmin and Ms. Huang Fei will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

A.3. 主席及行政總裁

《企業管治守則》守則條文第A.2.1條規定，發行人的主席與行政總裁的角色應有區分，並不應由一人同時兼任。由二零一四年二月十七日起，魏純暹先生及劉淑華女士分別獲委任為主席（「主席」）及行政總裁。主席與行政總裁之職責有清楚分工，其中主席領導董事局，其承擔之主要職責為確保董事局有效運作而履行其職能，而行政總裁則獲授權負責本集團之日常業務管理，以及實施獲董事局批准之策略。

A.4. 董事委任及重選

董事委任及罷免之程序及過程載於本公司組織章程細則（「細則」）。

所有董事（包括獨立非執行董事）均已與本公司訂有服務合約或聘用函件（視屬何情況而定），為期一年，並可由任何一方向對方發出不少於三個月或一個月（視情況而定）之事先通知予以終止，並須於股東週年大會上輪流退任及重選。

根據細則第81條，於每屆股東週年大會上，當時為數三分之一（或如董事數目並非三或三之倍數，則最接近但不少於三分之一之數目）之董事須輪值退任，惟每位董事須至少每三年輪席退任一次。

根據細則第83條，退任董事將合資格膺選連任。

遵照細則第81條及第83條規定，魏純暹先生、孫仲民先生及黃菲女士於即將召開之股東週年大會上輪流退任，而彼等各自均符合資格並願意膺選連任。

A.5. Board Diversity Policy

The Board has adopted a board diversity policy (the “Board Diversity Policy”) in September 2013 which sets out the approach to achieve diversity on the Board.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

Independence

The Board includes a balanced composition of executive, non-executive and independent non-executive directors so that there is a strong element of independence in the Board. The independent non-executive directors shall be of sufficient calibre and stature for their views to carry weight.

Gender and age

The Company is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, race, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board.

A.5. 董事局成員多元化政策

董事局已經於二零一三年九月採納董事局成員多元化政策（「董事局成員多元化政策」），當中列出董事局成員多元化達標的方法。

為達致可持續的均衡發展，本公司視董事局層面日益多元化為支持其達到策略目標及維持可持續發展的關鍵元素。董事局所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事局成員多元化的裨益。

在構思董事局之組成時，董事局成員多元化已從多個方面進行考慮，包括但不限於性別、年齡、文化和教育背景、專業經驗、技能、知識以及服務任期。

獨立性

董事局中執行董事、非執行董事，以及獨立非執行董事的組合應保持均衡，以確保董事局具備高度的獨立性。獨立非執行董事需具備充分才幹及視野，其意見才具影響力。

性別及年齡

本公司承諾在所有營運業務範疇提供一個不論性別相互尊重的環境，並致力維持一個不受滋擾或不存有任何性別、身體或精神狀況、種族、國籍、宗教、年齡或家庭狀況歧視的工作間。同樣的原則也適用於董事候選人的甄選。

Skills and experience

The Board members should possess a balance of skills appropriate for the requirements of the business of the Group, including the independent non-executive directors possessing professional accounting and other qualifications. The directors have a mix of finance and management backgrounds that taken together provide the Group with considerable experience in a range of activities including banking, investment and the professions.

Measurable Objectives

1. The Company shall comply with the requirements on board composition under the Listing Rules from time to time.
2. The number of independent non-executive Directors should be not less than three and one-third of the Board.
3. At least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.
4. At least one Director should be the professional or have intensive experience of the industry on which the business of the Group is.

Having reviewed the Board Diversity Policy and the Board's composition, the Nomination Committee considered that the requirements of the Board Diversity Policy had been met.

技能及經驗

董事局成員應具備配合本集團業務需要的不同技能，當中包括具備專業會計及其他資格的獨立非執行董事。結合擁有金融和管理背景的董事，為本集團提供了不同業務範疇(包括銀行、投資和專業)的豐富經驗。

可計量目標

1. 本公司須遵守上市規則對董事局組成之規定。
2. 董事局必須包括至少三名獨立非執行董事，並且獨立非執行董事必須佔董事局成員人數至少三分之一。
3. 至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長。
4. 至少有一名董事是本集團業務所在行業的專業人士或擁有豐富經驗。

經回顧董事局成員多元化政策及董事局組成後，提名委員會認為已經符合董事局成員多元化政策之規定。

A.6. Induction and Continuing Development for Directors

Pursuant to the CG Code which has come into effect from 1 April 2012, all directors and the company secretary should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant.

Reading materials on relevant topics have been issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses. Newly appointed Director has received formal and tailored induction and training on his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed issuer in compliance with the requirements of the CG Code on continuous professional development during the Year:

Directors	董事	Read materials 閱讀材料	Attended seminars/ briefings 出席研討會 ／簡介會
<i>Executive Directors</i>			
Mr. Wei Chunxian	魏純暹先生	✓	
Mr. Sun Zhongmin	孫仲民先生	✓	
Ms. Liu Shuhua	劉淑華女士	✓	
Mr. Guo Jingsheng (resigned on 9 November 2020)	郭京生先生(於二零二零年十一月九日辭任)	N/A 不適用	N/A 不適用
Ms. Huang Fei	黃菲女士	✓	✓
Ms. Li Bing	李兵女士	✓	✓
<i>Independent Non-executive Directors</i>			
Mr. Tung Woon Cheung Eric	董渙樟先生		✓
Mr. Au Yeung Po Fung (resigned on 9 February 2020)	歐陽寶豐先生(於二零二零年二月九日辭任)	N/A 不適用	N/A 不適用
Ms. To Tsz Wan Vivien	杜紫雲女士	✓	✓
Mr. Leung Louis Ho Ming (appointed on 9 February 2020)	梁浩鳴先生(於二零二零年二月九日獲委任)		✓

During the Year, all Directors confirmed that they have complied with the CG Code.

A.6. 董事就任須知及持續發展

根據由二零一二年四月一日起生效之《企業管治守則》，所有董事及公司秘書應參與持續專業發展，以發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事局作出貢獻。

在適當時候已向董事發給有關課題之閱讀材料。我們亦鼓勵所有董事參加相關培訓課程。新委任的董事均已經在受委任時獲得正式兼特為其而設的就任須知及培訓，以確保其對本集團的運作及業務均有適當的理解，以及完全知道本身在上市規則及有關監管規定下的職責及責任。

根據本公司所保存之記錄，於本年度，遵照《企業管治守則》有關持續專業發展之規定，董事已接受以下培訓，其中著重上市公司董事的角色、職能及責任：

於本年度，所有董事確認，彼等均已遵守《企業管治守則》。

CORPORATE GOVERNANCE REPORT

企業管治報告

A.7. Directors' Attendance Record of Board and General Meetings

There were four Board meetings and two general meetings held during the Year. The attendance of the Directors at the Board meetings and the general meetings was as follows:

A.7. 董事出席董事局會議及股東大會之記錄

於本年度，曾舉行四次董事局會議及二次股東大會。董事出席董事局會議及股東大會的情況如下：

Directors	董事	No. of meetings attended/ held during the tenure of the Directors	
		Board meeting(s)	General meeting(s)
		董事局會議	股東大會
<i>Executive Directors</i>			
Mr. Wei Chunxian (Chairman)	魏純暉先生(主席)	3/4	0/2
Mr. Sun Zhongmin	孫仲民先生	3/4	1/2
Ms. Liu Shuhua	劉淑華女士	4/4	1/2
Mr. Guo Jingsheng (resigned on 9 November 2020)	郭京生先生(於二零二零年 十一月九日辭任)	4/4	1/2
Ms. Huang Fei	黃菲女士	3/4	1/2
Ms. Li Bing	李兵女士	4/4	1/2
<i>Independent Non-executive Directors</i>			
Mr. Tung Woon Cheung Eric	董煥樟先生	4/4	2/2
Mr. Au Yeung Po Fung (resigned on 9 February 2020)	歐陽寶豐先生(於二零二零 年二月九日辭任)	N/A 不適用	N/A 不適用
Ms. To Tsz Wan Vivien	杜紫雲女士	4/4	1/2
Mr. Leung Louis Ho Ming (appointed on 9 February 2020)	梁浩鳴先生(於二零二零年 二月九日獲委任)	4/4	1/2

A.8. Corporate Governance Code

The Board is committed to maintain and ensure high standards of corporate governance practice. The Company stresses the importance of maintaining the quality of the Board by ensuring that the Directors possess a wide range of expertise and the effective implementation of an accountability system, so as to ensure that business activities and decision making processes are regulated in a proper manner.

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) as stated in Appendix 14 to the Listing Rules throughout the Year.

A.9. Compliance with Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. Having made specific enquiry to all Directors, the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the Year.

A.10. Corporate Governance Functions

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

During the Year, the Board reviewed the training and continuous professional development of Directors and senior management, the compliance of the Model Code and the Company’s compliance with the CG Code.

A.8. 《企業管治守則》

董事局致力維持及確保實施高水準之企業管治常規，本公司著重透過確保董事俱備不同專長及有效實行問責制度，保持董事局的質素，確保業務運作及決策過程均受到適當規管。

本公司於整個年度已遵守上市規則附錄十四所載之《企業管治守則》(《企業管治守則》)內所載之守則條文：

A.9. 遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(「標準守則」)作為其自身有關董事證券交易的行為準則。在本公司向所有董事作出特定查詢後，董事確認，於整個年度，彼等已一直遵守標準守則所載之規定標準。

A.10. 企業管治職能

董事局負責履行《企業管治守則》守則條文第D.3.1條所載的企業管治職責。

於本年度，董事局已檢討董事及高級管理人員的培訓及持續專業發展；遵守標準守則的情況；及本公司遵守《企業管治守則》的情況。

A.11. Director's Nomination Policy

The director's nomination policy of the Company was adopted by the Board and became effective on 1 January 2019 and the Nomination Committee is responsible for execution.

Director Nomination Process

The Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and headhunters. The Nomination Committee may also put forward director candidates who are not nominated by Board members. In addition, the Nomination Committee will consider director candidates properly submitted by shareholders of the Company through formal procedures set out in the Company's Procedures for Shareholders to Propose a Person for Election as a Director.

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing director candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

All director candidates, including incumbents and candidates nominated by shareholders of the Company are evaluated by the Nomination Committee based upon the director's qualifications. While director candidates will be evaluated on the same criteria, the Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, and experiences of the collective Board rather than on the individual candidate.

The Board shall have the final decision on all matters relating to the recommendation of director candidates by the Nomination Committee to stand for election at any general meeting. The Board will take such recommendations under advisement and is responsible for designating the director candidates to be elected at the annual general meeting of the Company and electing directors to fill Board vacancies.

A.11. 提名董事的政策

董事局於二零一九年一月一日採納提名本公司董事的政策並生效且由提名委員會負責執行。

董事提名程序

提名委員會運用各種方法物色董事人選，當中包括董事局成員、管理層及專業獵頭公司之推薦建議，提名委員會亦可提名未獲董事局成員提名的董事候選人。此外，提名委員會將會考慮由本公司股東經載於本公司股東提名候選董事的程序的正式程序妥善提交之董事人選。

如要填補臨時空缺，提名委員會須推薦人選供董事局考慮及批准。如要推薦董事候選人在股東大會上參選，提名委員會須向董事局提名供其考慮及推薦參選。

所有董事候選人(包括現任董事及本公司股東提名之候選人)均由提名委員會基於董事資格進行評估。儘管董事候選人將按相同準則進行評估，但提名委員會保留為該等準則制定相對比重之酌情權，而該比重或會根據董事局整體之組成、技能及經驗而有所變更，而非按個別候選人釐定。

董事局對於其推薦候選人在股東大會上參選的所有事宜有最後決定權。董事局將詳細考慮有關推薦建議，並負責指定將於本公司股東週年大會上獲選舉之董事候選人及挑選董事以填補董事局之空缺。

Procedure for Appointment of New Director

Director candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.

The Nomination Committee shall, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the director candidate, evaluate such director candidate based on the criteria as set out below to determine whether such director candidate is qualified for directorship.

If the process yields one or more desirable director candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each director candidate (where applicable).

For any person that is nominated by a shareholder of the Company for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such director candidate based on the criteria as set out below to determine whether such director candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to shareholders of the Company in respect of the proposed election of Director at the general meeting (where applicable).

A director candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company.

Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

委任新董事的程序

董事候選人將會被要求按既定格式提交所需的個人資料，以及提交同意書，同意被任為董事，並同意就其參選董事或與此有關的事情在任何文件或相關網站公開披露其個人資料。

提名委員會應在收到委任新董事的建議及董事候選人的個人資料(或相關詳情)後，依據以下列明的準則評估該董事候選人，以決定該董事候選人是否合資格擔任董事。

如過程涉及一個或多個合意的董事候選人，提名委員會應根據本公司的需要及每位董事候選人的證明審查(如適用)排列他們的優先次序。

任何經由本公司股東提名就於本公司股東大會上選舉為董事的人士，提名委員會應依據以下列明的準則評估該董事候選人，以決定該董事候選人是否合資格擔任董事，並且，提名委員會及/或董事局應就於股東大會上委任董事向本公司股東提出建議(如適用)。

董事候選人可於股東大會舉行前任何時候向公司秘書發出書面通知退選。

在直至發出股東通函前，被提名人士不可假設其已獲董事局推薦在股東大會上參選。

Procedure for Re-appointment of Director at General Meeting

The Nomination Committee shall review the overall contribution and service to the Company of the retiring Directors including their attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board.

The Nomination Committee shall also review and determine whether the retiring Directors continue to meet the criteria as set out below.

The Nomination Committee and/or the Board shall then make recommendation to the shareholders of the Company in respect of the proposed re-election of Directors at the general meeting.

Director Selection Criteria

The Nomination Committee considers the following qualifications are at a minimum to be required of a director candidate in recommending to the Board potential new Director, or the continued service of existing Director:

- (a) the highest personal and professional ethics and integrity;
- (b) proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- (c) qualifications including professional qualifications, skills, knowledge and experience that are complementary to those of the existing Board;
- (d) the ability to assist and support management and make significant contributions to the Company's success;
- (e) the contribution on diversity of the Board and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board;

於股東大會上重選董事的程序

提名委員會應檢討退任董事對本公司的整體貢獻及服務，包括其出席董事局會議及股東大會(如適用)的出席率，以及在董事局的參與程度及表現。

提名委員會亦應檢討及確定退任董事是否仍然符合以下列明的準則。

提名委員會及／或董事局應就於股東大會上重選董事向本公司股東提出建議。

董事甄選準則

提名委員會認為以下為向董事局推薦董事候選人作為潛在新董事或現有董事持續就任所需之最低資格：

- (a) 最高水平之個人及專業操守和誠信；
- (b) 於獲提名人之範疇內具備過往業績及能力，並有能力行使良好之商業判斷；
- (c) 補足現有董事局之資格，包括專業資格、知識、技能及經驗；
- (d) 有能力協助及支援管理層，並為本公司達成成功作出重大貢獻；
- (e) 促進董事局成員多元化及任何由提名委員會所採納以達致董事局成員多元化的可計量目標；

- (f) an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities; and
- (g) meet the “independence” criteria as required under the Listing Rules and the composition of the Board is in conformity with the provisions of the Listing Rules from time to time (where applicable).

Other than the foregoing, there are no stated minimum criteria for director candidate, although the Nomination Committee may also consider such other factors as it may deem to be in the best interests of the Company and the shareholders of the Company.

A.12. Directors' and Officers' Insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its directors and officers.

B. BOARD COMMITTEES

As part of good corporate governance, the Board has set up an audit committee, a nomination committee and a remuneration 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 websites of the Company and the Stock Exchange. All the Board committees should report to the Board on their decisions or recommendations made.

B.1. Audit Committee

The Board set up the audit committee in July 1999 with specific written terms of reference (which have been revised subsequently to cope with changes) (the “Audit Committee”) which clearly deal with its authority and duties. The Audit Committee's role is to review the Group's financial reporting, internal controls and corporate governance issues and to make relevant recommendations to the Board.

- (f) 明白董事局成員所需承擔之受信責任，以及妥善履行該等責任所需投入之時間及精力；及
- (g) 須達到上市規則所規定之「獨立性」準則，且董事局組成須遵守上市規則之條文(如適用)。

除上文所述者外，儘管提名委員會亦可能考慮其可能視為符合本公司及本公司股東最佳利益之其他因素，惟概無明文規定董事候選人需達到之最低標準。

A.12. 董事及高級人員之保險

本公司已經就其董事及高級人員可能會面對的法律行動作適當的投保安排。

B. 董事局轄下的委員會

作為良好企業管治的一部分，董事局已經成立審核委員會、提名委員會及薪酬委員會，以監督本公司事務的個別方面。所有董事局轄下的委員會均已制訂界定書面職權範圍，其載於本公司及聯交所之網站。所有董事局轄下的委員會均應向董事局匯報其決定及作出的建議。

B.1. 審核委員會

董事局於一九九九年七月成立審核委員會(「審核委員會」)，並有書面職權範圍(因應其後變更曾經修訂)其清晰確定其權力及職責。審核委員會負責審閱本集團之財務申報、內部監控及企業管治等問題，並向董事局提供有關建議。

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企業管治報告

During the Year and up to the date of this report, the members of the Audit Committee have been and are:

Mr. Tung Woon Cheung Eric (*Chairman*)
Mr. Au Yeung Po Fung
(*resigned on 9 February 2020*)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming
(*appointed on 9 February 2020*)

The corporate governance functions performed during the Year included the following:

- (a) to develop and review an issuer's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct applicable to employees and directors; and
- (e) to review the issuer's compliance with the code and disclosure in the Corporate Governance Report.

In discharging its responsibilities, the Audit Committee has performed the following tasks during the Year:

- (i) reviewed the effectiveness of the audit process in accordance with the applicable standards;
- (ii) reviewed the draft interim and annual financial statements and the related draft results announcements;
- (iii) reviewed the change in accounting standards and assessed the potential impacts on the Group's consolidated financial statements;

於本年度及直至本報告日期，審核委員會的成員為：

董渙樟先生(主席)
歐陽寶豐先生
(於二零二零年二月九日辭任)
杜紫雲女士
梁浩鳴先生
(於二零二零年二月九日獲委任)

於本年度所履行的企業管治職能包括以下各項：

- (a) 制定及覆審發行人的企業管治政策及常規，並向董事局提出建議；
- (b) 覆審及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 覆審及監察發行人在遵守法律及監管規定方面的政策及常規；
- (d) 制定、覆審及監察僱員及董事的操守準則；及
- (e) 覆審發行人遵守《守則》的情況及在《企業管治報告》內的披露。

就履行其職責而言，審核委員會於本年度已進行如下工作：

- (i) 根據適用準則覆審審核過程之成效；
- (ii) 審閱已草擬之中期及全年財務報表及相關之草擬業績公佈；
- (iii) 審閱會計準則之變動及評估可能對本集團綜合財務報表產生之潛在影響；

- (iv) discussed with the management the relevant issues including financial, operational and compliance controls and risk management functions and ensured that the management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget; and
- (v) made recommendation on the appointment or reappointment of the external auditor and approved their terms of engagement.

The audit committee has reviewed the annual results and has no dissenting view on the accounting policies of the companies adopted by the Group and on the Group's internal controls and risk management, accounting and financial reporting functions.

All members of the Audit Committee possess in-depth experience in their profession. All of them possess appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Listing Rules.

The Audit Committee held two meetings during the Year under review and the attendance of its members was as follows:

- (iv) 與管理層討論有關事項，包括財務、營運及遵守監控以及風險管理等工作及確保管理層履行其責任令本集團擁有有效的內部監控系統(包括本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足)；及
- (v) 就委聘或續聘外聘核數師提供建議及批准委聘條件。

審核委員會已審閱全年業績，而其對本集團採納本公司的會計政策以及本集團的內部監控及風險管理、會計及財務匯報職能並無異議。

審核委員會各成員在其專業範疇均擁有豐富經驗。彼等全部均根據上市規則第3.21條之規定，具備適當專業資格，或具備適當的會計或相關的財務管理專長。

於回顧年度內曾舉行兩次審核委員會會議。其成員的出席情況如下：

Directors	董事	No. of meetings attended/ held during the tenure of the Directors 董事任期內出席/ 舉行會議次數
Mr. Tung Woon Cheung Eric (<i>Chairman</i>)	董煥樟先生(主席)	2/2
Mr. Au Yeung Po Fung (<i>resigned on 9 February 2020</i>)	歐陽寶豐先生(於二零二零年 二月九日辭任)	N/A 不適用
Ms. To Tsz Wan Vivien	杜紫雲女士	2/2
Mr. Leung Louis Ho Ming (<i>appointed on 9 February 2020</i>)	梁浩鳴先生(於二零二零年 二月九日獲委任)	2/2

B.2. Nomination Committee

The Board set up the nomination committee in March 2007 with specific written terms of reference (which have been revised subsequently to cope with changes) (the “Nomination Committee”) which clearly deal with its authority and duties. The Nomination Committee’s roles are principally to review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes; identify individuals suitably qualified to become Board members and make recommendations to the Board in this regard; and assess the independence of independent non-executive Directors.

In respect of code provision A.5.1 of the CG Code, the Nomination Committee is chaired by the chairman of the Board and comprises a majority of independent non-executive Directors.

During the Year and up to the date of this report, the members of the Nomination Committee have been and are:

Mr. Wei Chunxian (*Chairman*)
Mr. Tung Woon Cheung Eric
Mr. Au Yeung Po Fung
(*resigned on 9 February 2020*)
Mr. Leung Louis Ho Ming
(*appointed on 9 February 2020*)

The work performed by the Nomination Committee during the Year included the following:

- i) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- ii) to assess on the independence of the independent non-executive Directors; and
- iii) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors and to identify individuals suitably qualified to become Board members.

B.2. 提名委員會

董事局於二零零七年三月成立提名委員會(「提名委員會」)，並有書面職權範圍(因應其後變更曾經修訂)其清晰確定其權力及職責。提名委員會之職責主要包括：定期審閱董事局規定的架構、大小及組成及就任何建議修訂向董事局提供建議；物色合資格成為董事的合適人選，並就此向董事局提供建議；及評估獨立非執行董事的獨立性。

有關《企業管治守則》守則條文第A.5.1條，提名委員會由董事局主席擔任主席，成員以獨立非執行董事佔大多數。

於本年度及直至本報告日期，提名委員會的成員為：

魏純暉先生(主席)
董煥樟先生
歐陽寶豐先生
(於二零二零年二月九日辭任)
梁浩鳴先生
(於二零二零年二月九日獲委任)

於本年度，提名委員會所進行之工作包括以下各項：

- i) 檢討董事局之架構、人數及成員多元化(包括但不限於性別、年齡、文化及教育背景、民族、專業經驗、技能、知識及服務任期)，並就任何為配合本公司策略而擬對董事局作出之變動提出建議；
- ii) 評核獨立非執行董事之獨立性；及
- iii) 就董事之委任或重新委任，以及董事繼任計劃向董事局提出建議，並物色具備合適資格可擔任董事局成員之人士。

The Nomination Committee held two meetings during the Year under review and the attendance of its members was as follows:

於回顧年度內曾舉行兩次提名委員會會議。其成員的出席情況如下：

Members of Nomination Committee	提名委員會成員	No. of meetings attended/ held during the tenure of the Directors 董事任期內出席/ 舉行會議次數
Mr. Wei Chunxian (<i>Chairman</i>)	魏純暹先生(主席)	1/2
Mr. Tung Woon Cheung Eric	董煥樟先生	2/2
Mr. Au Yeung Po Fung (<i>resigned on 9 February 2020</i>)	歐陽寶豐先生(於二零二零年 二月九日辭任)	N/A 不適用
Mr. Leung Louis Ho Ming (<i>appointed on 9 February 2020</i>)	梁浩鳴先生(於二零二零年 二月九日獲委任)	2/2

B.3. Remuneration Committee

The Board set up the Remuneration Committee in May 2005 with specific written terms of reference (which have been revised subsequently to cope with changes) (the "Remuneration Committee") which clearly deals with its authority and duties. The Remuneration Committee's role is to make recommendations to the Board on the remuneration policy and structure for directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders. The principal duties of the Remuneration Committee include determining the specific remuneration packages of all executive Directors and senior management with reference to corporate goals and objectives resolved by the Board from time to time. No Director or any of his/her associates may be involved in any decisions as to his/her own remuneration.

In accordance with Rule 3.25 of the Listing Rules, the Remuneration Committee is chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors.

B.3. 薪酬委員會

董事局於二零零五年五月成立薪酬委員會(「薪酬委員會」)，並有書面職權範圍(因應其後變更曾經修訂)其清晰確定其權力及職責。薪酬委員會之職責為就董事及高層管理人員之薪酬政策及架構向董事局提供建議，並確保在顧及股東利益之餘，對本集團整體表現有所貢獻之董事及高層管理人員均獲得公平回報。薪酬委員會之主要職責包括參考董事局不時議決之公司目標及宗旨釐定全體執行董事及高層管理人員之薪酬待遇。概無董事或其任何聯繫人士可參與有關其本身薪酬之任何決定。

根據上市規則第3.25條，薪酬委員會由獨立非執行董事出任主席，大部分成員均為獨立非執行董事。

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During the Year and up to the date of this report, the members of the Remuneration Committee have been and are:

Mr. Au Yeung Po Fung (*Chairman*)
(*resigned on 9 February 2020*)
Mr. Leung Louis Ho Ming
(*appointed as Chairman on 9 February 2020*)
Mr. Tung Woon Cheung Eric
Ms. To Tsz Wan Vivien

The work performed by the Remuneration Committee during the Year included the following:

- (i) reviewed and recommended the remuneration package of the independent non-executive Directors; and
- (ii) reviewed and recommended the remuneration package for the executive Directors and management of the Company.

The Remuneration Committee held one meeting during the Year under review and the attendance of its members was as follows:

於本年度及直至本報告日期，薪酬委員會的成員為：

歐陽寶豐先生(主席)
(於二零二零年二月九日辭任)
梁浩鳴先生
(於二零二零年二月九日獲委任為主席)
董渙樟先生
杜紫雲女士

於本年度，薪酬委員會所進行之工作包括以下各項：

- (i) 檢討及建議獨立非執行董事的薪酬待遇；及
- (ii) 檢討及批准本公司執行董事及管理人員的薪酬待遇。

於回顧年度內曾舉行一次薪酬委員會會議。其成員的出席情況如下：

Members of Remuneration Committee	薪酬委員會成員	No. of meetings attended/ held during the tenure of the Directors 董事任期內出席/ 舉行會議次數
Mr. Au Yeung Po Fung (<i>Chairman</i>) (<i>resigned on 9 February 2020</i>)	歐陽寶豐先生(主席) (於二零二零年二月九日辭任)	N/A 不適用
Mr. Leung Louis Ho Ming (<i>appointed as Chairman on 9 February 2020</i>)	梁浩鳴先生(於二零二零年 二月九日獲委任為主席)	1/1
Mr. Tung Woon Cheung Eric	董渙樟先生	1/1
Ms. To Tsz Wan Vivien	杜紫雲女士	1/1

C. RESPONSIBILITY FOR PREPARATION AND REPORTING OF ACCOUNTS

The Directors acknowledge their responsibility for preparing the accounts which were prepared in accordance with statutory requirements and applicable accounting standards. A statement by the auditor about their reporting responsibilities is set out on pages 131 to 139 of this report.

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.

D. RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management Structure

The Board is responsible to maintain an effective risk management and internal control systems, in order to safeguard the interest of the Company and shareholders as a whole. However, the risk management and internal control systems were designed to manage rather than eliminate all risks exposure of the Group. It does not provide an absolute shield against inherent limitations such as unpredictable risks, uncontrollable events such as natural catastrophes, fraud, and errors of judgement, but it may provide reasonable, but not absolute, assurance against material misstatements or losses.

The Company established an Enterprise Risk Management framework in order to implement effective risk management. Our risk management structure is simple and clear, which has categorical duties.

C. 編製及呈報賬目之責任

董事明白彼等須負責根據法例規定及適用會計準則編製賬目。核數師就其呈報責任而發出之聲明載於本報告第131頁至第139頁。

董事並不知悉有關任何事件或情況之重大不明朗因素為可能對本公司按持續經營基準繼續營業的能力構成重大疑問。

D. 風險管理及內部監控

風險管理架構

董事局有責任維持有效之風險管理及內部監控系統，以保障本公司及其股東的整體利益。然而，本集團制定的風險管理及內部監控系統旨在管理而非消除所有本集團需面對的風險。該等系統無法完全排除不可預測風險及不可控制事件（例如自然災害、欺詐及判斷失誤）等固有限制，只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本公司通過建立企業風險管理框架，以落實有效的風險管理工作。本集團的風險管理架構簡單明確，責任清晰。

Board of Directors

The Board plays an important role in the Group's risk management and internal control systems. The Board is responsible for establishing the risk management framework and risk management policies, and the relevant policies are aiming to assess and determine the Group's business strategies and defining the risk tolerance. The Board, with assistance from the Audit Committee, monitors risk management and internal control systems in an on-going manner and reviews, at least annually, the effectiveness of the risk management and internal control systems.

Audit Committee

Audit Committee stands at the highest level of the risk management and internal control systems below the Board. The Audit Committee assists the Board in overseeing the Group's risk management and internal control systems by providing advice and support in respect of all risk matters, including on-going monitoring of the implementation of risk management procedures, reviewing the Group's risk register, reviewing and approving the internal control review plans and results.

Management

The management of the Group is responsible for identifying and on-going monitoring strategic, operational, financial, reporting and compliance risks associated with the daily operations of the Group. The management reports to the Board and Audit Committee on the relevant risks and their changes. The management also formulates various internal control measures to mitigate the risks, and rectify internal control deficiencies they identified in a timely manner.

董事局

董事局於本集團風險管理及內部監控系統中擔當重要角色。董事局負責建立風險管理框架及風險管理政策，有關政策旨在評估及釐定本集團的業務戰略及定義風險承受程度。董事局在審核委員會的協助下持續監督風險管理及內部監控系統，並且每年至少覆審一次風險管理及內部監控系統的有效性。

審核委員會

審核委員會為僅次於董事局的最高風險管理及內部監控系統負責機構，向董事局就所有風險事宜提供建議及支持，包括監督集團的整體風險管理程序的執行、審閱集團的主要風險名單、審批內部監控覆核計劃及審閱內部監控覆核結果等。

管理層

本集團管理層負責於日常營運過程中識別並持續監測集團所面對的戰略、營運及財務、報告和合規風險，向董事局及審核委員會匯報有關風險以及其變化情況。管理層亦制定各種紓緩風險的內部監控措施，並透過各途徑收集內部監控缺失資訊並及時執行整改。

Independent Professional Internal Control Advisor

To ensure the independence of the internal control review, the Group has outsourced the internal audit function to an independent professional internal control advisor (the “Internal Control Advisor”), whose work scope includes reviewing the effectiveness of the Group’s risk management procedures and effectiveness of the internal control systems. The Internal Control Advisor formulates the internal control review plan based on risk assessment and gets approval from Audit Committee, and will communicate with the Audit Committee about the review results directly.

獨立專業內控顧問

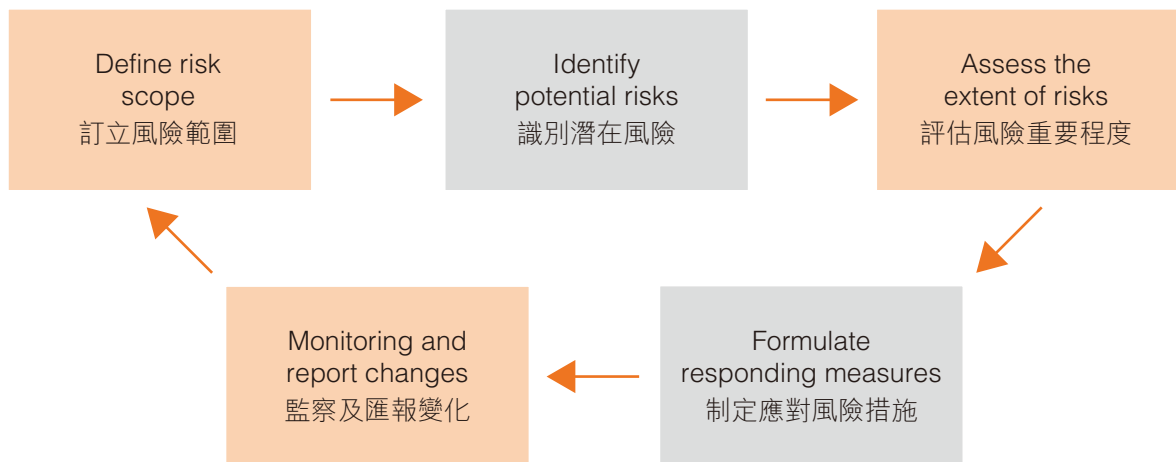
為保證內部監控覆核的獨立性，本集團將內部審核功能外判予獨立專業內控顧問（下稱「內控顧問」），工作內容包括檢討本集團風險管理程序，以及內部監控系統有效性。內控顧問的內部監控覆核以風險評估為基礎制定，並由審核委員會審批，內控顧問亦會直接向審核委員會報告有關的覆審結果。

Risk Management Procedures

The Group has established the Enterprise Risk Management framework so as to effectively manage all kinds of risks faced by the Group. The Enterprise Risk Management framework defined the procedures for identifying, assessing, responding to and monitoring risks and their changes. Through regular discussion with each operating function, the Group strengthened the understanding of risk management so that all employees will understand and report the risks timely which enhanced the Group’s ability to identify and manage risks.

風險管理程序

本集團建立了企業風險管理框架以有效地管理本集團所面對的各種風險。該企業風險管理框架定義了本集團識別、評估、應對和監測風險及其變化的程序。本集團透過定期研討加強各職能部門其對風險管理的認識，從而讓所有員工理解並及時匯報風險，加強本集團風險管理的能力。



In the course of risk identification, the management liaises with each operating function, collect significant risk factors that affect the Group from the bottom to the top, in various aspects including strategic, operational, financial, reporting and complying aspects. After establishing risk assessment scope, the management will assess the potential impact and possibilities of the risks and prioritise the risks, and make appropriate internal control measures are then developed to mitigate the risks identified and monitor the changes of risks in an on-going manner.

Main features of our risk management and internal control systems

Maintain an effective internal control system (operational level)

- Establish clear internal control policies and procedures, clearly define the responsibilities, authorities and accountabilities of each key position;
- Establish code of conduct, convey to all employee the Group's requirements on integrity and ethic;
- Establish whistle blowing mechanism, encourage employees to report incidents of misconduct or fraud;
- Establish appropriate level of information technology assess rights, avoid leakage of price sensitive information;
- Establish inside information disclosure policy, including reporting channels and responsible person of disclosure, unified response to external enquiries and obtain advice from professional financial advisors or the Stock Exchange, if necessary.

在進行風險識別時，管理層與各營運職能部門溝通，以由下而上方式收集對本集團有影響的重大風險因素，包括戰略、營運及財務、報告和合規等各個範疇。在建立風險評估範圍後，管理層根據風險的潛在影響與發生機會判斷風險的重要程度，制定應對有關風險的內控措施，並對風險的變化情況進行持續監察和匯報。

風險管理及內部監控系統主要特點

維持有效的內控系統(營運層面)

- 設有明確的內部監控政策和程序，清晰界定各部門及職位的職責、授權及問責性；
- 設有員工行為守則，傳遞本集團對於員工誠信及道德價值方面的要求；
- 設有舉報機制，鼓勵僱員舉報涉嫌行為失當或舞弊的事件；
- 設置適當的資訊科技權限，防止股價敏感消息外泄；
- 設有內幕消息匯報政策，包括設立匯報渠道及信息披露負責人，統一回應外界查詢，並在需要時諮詢專業財務顧問或聯交所意見。

In 2020, the Board has reviewed the effectiveness of internal control policies and procedures, including those related to financial reporting and Listing Rules compliance and the management also conveyed confirmation of the effectiveness of the risk management and internal control systems to the Board and the Audit Committee. The Board has considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions during the evaluation of the review of risk management and internal control systems.

On-going risk monitoring (risk management level)

Based on the risk management framework and risk management policies established by the Board, the management communicates with each operating function, collect significant risk factors that affect the Group from the bottom to the top. The Group has established a risk register to record the risks identified, the management will assess the potential impact and possibilities of each major risk and develop relevant internal control measures.

In 2020, the management conducted evaluation of risk management structure and procedures and submitted a risk assessment report to the Board and Audit Committee, including a 3-years internal control review plan, to enable the Board and Audit Committee to effectively monitor the major business risks of the Group and know about how the management responses to and mitigates such risks.

Procedures and internal controls for the handling and dissemination of inside information

We established appropriate level of information technology assess rights, avoiding leakage of price sensitive information. We also establish inside information disclosure policy, including reporting channels and responsible person of disclosure, unified response to external enquiries and obtain advice from professional financial advisors or the Stock Exchange, if necessary, in order to ensure compliance with the Listing Rules requirements regarding handling and dissemination of inside information.

於二零二零年，董事局已覆審內部監控政策和程序的有效性，包括財務報告及遵守上市規則規定的程序，而管理層亦已向董事局及審核委員會確認風險管理及內部監控系統有效性。董事局在檢討風險管理及內部監控程序時，已考慮在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。

持續監察風險(風險管理層面)

管理層根據董事局建立的風險管理框架及風險管理政策，與各營運職能部門溝通，由下而上方式收集對本集團有影響的重大風險資訊及持續監察風險的變化。本集團建立風險登記冊記錄已識別的風險，管理層將評估每項主要風險的潛在影響及可能性，制定相關內控措施。

於二零二零年，管理層進行了風險管理架構及程序的檢討，並向董事局及審核委員會提交風險評估報告，以及未來三年的內控覆核計劃，讓董事局及審核委員會更有效地監察本集團的主要業務風險以及了解管理層如何應對及減低該等風險。

處理及發佈內幕消息的程序和內部監控措施

我們已設置適當的資訊科技權限，防止股價敏感消息外泄，並設有內幕消息匯報政策，包括設立匯報渠道及信息披露負責人，統一回應外界查詢，並在需要時諮詢專業財務顧問或聯交所意見，以確保符合上市規則對於處理及發佈內幕消息的要求。

Independent review

The Group has outsourced the Internal Control Advisor to conduct an internal control review, reviewed the effectiveness of the Group's risk management and internal control systems and submitted the internal review report to the Audit Committee.

In 2020, the Internal Control Advisor has completed the internal control review work during the Year. The review aimed at the transaction incurred during the period from 1 January 2020 to 31 December 2020, and the scope of the review included the effectiveness of the internal control measures in corporate level and operational level. The Internal Control Advisor has reported the results of the internal control review work to the Audit Committee.

The management has established remediation and improvement plan for internal control weaknesses identified. Nothing has come to the Audit Committee's or Board's attention to believe that risk management and internal control systems of the Group are inadequate or ineffective.

獨立覆核

本集團已將內審職能外包至內控顧問，對本集團的風險管理及內部監控系統進行獨立覆核，覆核本集團風險管理和內部監控系統的有效性，並向審核委員會提交內控覆核報告。

於二零二零年，內控顧問已完成以本年度的內控覆核工作，覆核針對二零二零年一月一日至二零二零年十二月三十一日期間發生的交易，覆核範圍包括企業層面及營運層面的內控措施有效性。內控顧問亦已向審核委員會匯報內控覆核工作結果。

對於發現的內控問題或不足之處，管理層已制定糾正措施及改善方案。審核委員會及董事局未有注意到任何事件令他們相信現時的風險管理及內部監控系統存在重大不足。

Principle risks and uncertainties

The following are the principal risks and uncertainties faced by the Group and their changes during the Year:

主要風險及不確定性

以下各項為本集團的主要風險及不確定性，以及其於本年度的變動情況：

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Economic downturn 經濟下行	Affected by economic downturn, the number of people who are able to purchase or rent the property decreased. We may need to lower selling price or rental rate or may even not be able to sell or lease. We might also be unable to increase our property management/other additional service fee due to the overall worse economic conditions. 受經濟下行所影響，有能力購買或承租物業的人減少，我們或需要下調售價或租金，甚至無法出售或出租。亦可能因總體經濟較差而難以提高物業管理／其他額外服務的費用。	<ul style="list-style-type: none"> — Regularly analyse overall economic changes, adjust business strategies, and communicate quickly with managers in business areas through video conferencing to implement recommended improvements — 定期分析總體經濟轉變、調整業務策略，並通過視像會議快速與各業務區域管理人員溝通落實應變工作 — Conduct due diligence and understand local economy and property market outlook before acquisition of new property investment projects — 收購新的物業投資項目時進行盡職調查，瞭解當地經濟及物業市場前景 	Decreasing 減少
Human Resources 人力資源	Insufficient staff or incompetency of our staff might affect our ability to provide quality service to meet our customers' demands. In addition, labour costs in mainland China are expected to increase which might also decrease our profits or competitiveness. 員工人數不足或能力不足或會影響我們提供優質服務以滿足客戶需求的能力。另外，中國大陸的勞動力成本預期增加亦可能會削弱我們的溢利或競爭力。	<ul style="list-style-type: none"> — Be close to the pay market dynamics, control the wastage rate — 緊貼薪酬市場動態，控制流失率 — Recruitment planning every year, timely replenishment of staff turnover — 每年進行招聘規劃，及時補充流失人手 — Provide adequate training for staff to improve staff service standards — 為員工提供充足培訓，提升員工服務水準 	No change 無變化

CORPORATE GOVERNANCE REPORT

企業管治報告

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Brand Name 品牌	<p>If we fail to maintain our service level in customer service, engineering, cleaning or security, customers may lose confidence which will have a very negative impact on our Company's reputation and image.</p> <p>集團若未能維持服務水平，在客戶服務、工程質量、清潔或保安工作中出現重大問題，使客戶失去信任，對公司聲譽及形象造成極為負面的影響。</p>	<ul style="list-style-type: none"> — Daily self-examination to maintain and enhance the quality of service and engineering — 日常進行服務質量自查維持及提升服務和工程質量水平 — Investigate customers' satisfaction, monitor the latest ratings for each project, follow up timely on customers' complaints — 調查客戶滿意度，監察各項目的最新評級，及早就客戶關注事項進行跟進 — Provide regular training for staff to ensure that employees have sufficient capacity to deal with problems — 定期培訓員工，確保員工有足夠能力處理問題 	Decreasing 減少
Outsourcing 外包	<p>Failure by service providers and contractors to proceed projects to their completion on time and on the unsatisfactory quality of the work may incur extra cost to the Group in order to complete the work.</p> <p>服務供應商及承建商若未能妥善完成工作或其工作品質未如理想，可能會影響客戶對我們服務的滿意程度，或令我們需要增加額外成本以完成有關工作。</p>	<ul style="list-style-type: none"> — Conduct strict assessment and follow due tender procedures in selecting outsourcing service providers. — 在選擇外包服務供應商時進行嚴謹的評估及招標工作。 — Our project manager and legal staff would review the terms of an outsourcing agreement to ensure the duty and responsibility of each party therein are clearly defined and stated. — 項目經理和法務人員審查外包合同條款，確保各方職責條文清晰明確。 — Evaluate and update performance by outsourcing service providers on regular basis to ensure their service standards meet the Group's requirements. — 定期跟進外包服務供應商表現，確保其服務水平符合集團要求。 	No change 無變化

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Natural disasters 自然災害	<p>Inappropriate handling of emergency situations triggered by natural disasters (e.g. fire, electric shock, traffic accident etc.) or epidemic outbreaks may lead to substantial/numerous claims and liabilities against the Group and damage to our reputation, in addition to human casualties and direct losses on assets.</p> <p>若集團不當處理突如其來的自然災害(例如火災、觸電、交通意外等)或傳染病爆發事件,除可能引致人命傷亡及直接資產損失外,亦可能令本集團面對大量/高額索償、法律責任,以及破壞集團聲譽等。</p>	<ul style="list-style-type: none"> — Put in place various contingency plans and strategies and with designated persons-in-charge to deal with specific risks, and conduct of regular disaster drills. — 制定各種緊急應對預案及策略,訂立風險應對負責人,並定期進行防災演練。 — Periodic checks on equipment for emergency and regular inspections would be conducted so that any source of severe hazards could be identified as early as possible. — 定期檢查防災設備,以及進行日常巡查,及早發現重大危險源。 — Maintain third party liability insurance to diversify our risk exposure and review the scope and amount insured regularly. — 購買第三者責任保險以分散風險,定期檢討保障範圍和保額。 	No change 無變化
Occupational health and safety 職業健康與安全	<p>Failure by the Group to put in place appropriate emergency equipment, formulate and oversee the implementation of various safety procedures that result in injuries of our employees in work may incur liability to the Group against any compensation, give adverse effect to our reputation and cause an outflow of talents.</p> <p>集團若未能提供合適防護設備、制定並監督各種安全程序的執行,引致員工在工作時受傷,集團可能需要負上賠償責任、對公司的聲譽造成負面影響,以及引起人才流失。</p>	<ul style="list-style-type: none"> — Put in place various work safety procedures, strictly observe and implement precautionary measures for all duties and procedures that are hazardous in nature. Designated persons would be appointed to oversee the implementation of such measures. — 制定安全工作程序,落實執行各種帶有危險性質工作時應使用的防護措施,並指派監督人員檢查執行情況。 — Provide training on safety and raise the awareness of our employees on occupational safety. — 提供安全培訓,增強員工對職業安全的意識。 — Conduct regular inspection on safety equipment to ensure they are in good working conditions. — 定期檢查安全設備,確保設備運作正常。 	No change 無變化

CORPORATE GOVERNANCE REPORT

企業管治報告

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Interest rate 利率	<p>The Group holds borrowings on floating interest. This may increase the cost and have an effect on profits due to the increase in interest rates.</p> <p>集團持有以浮動利息計算的借款，因此或會受利率上升所影響而增加成本，影響溢利。</p>	<ul style="list-style-type: none"> — Closely monitor the interest rate, and report to the management timely on the interest rate changes — 密切監察利率狀況，及時向管理層匯報最新利率變化 — Formulate policy and take measures to reduce interest rate risk — 制定應對政策應對及採取措施降低利率風險 	No change 無變化
Foreign exchange rate 匯率	<p>The Group holds assets and liabilities denominated in Hong Kong dollars, Renminbi, US dollars and GBP. Foreign exchange rate fluctuations may bring exchange losses to the Company.</p> <p>集團持有以港元、人民幣、美元及英鎊計價之資產及負債。外匯匯率波動或會為本公司帶來匯兌損失。</p>	<ul style="list-style-type: none"> — Actively monitor the fluctuation in foreign exchange rate change, consider all necessary actions (such as reduce loan/investment, hedging). — 持續監察匯率風險，並制定相關應對政策(如減少借貸/投資、考慮對沖等)。 — Perform sensitivity analysis to quantify currency exposure — 定期進行敏感度分析，量化有關風險 	No change 無變化
Relevant politics, policies and regulations on real estate 有關房地產的相關政治、政策及法規	<p>Changes in politics, policies and regulations on real estate might increase our operating expenses. If we breach relevant regulatory and governing requirements, such as lack of ability to adjust the operational procedures timely, the Group may incur losses due to penalty, suspension or interruption of operation</p> <p>各種政策、法規及監管要求轉變或會增加集團營運開支。若集團違反相關法規及監管要求(包括因未能及時調節營運程序導致)亦可能會令本集團蒙受罰款、阻斷或妨礙營運而引起損失</p>	<ul style="list-style-type: none"> — Actively monitor changes of laws and regulations associated with the business of the Group. — 積極監察與本集團業務相關的法律法規變動。 — Consult legal staff or legal advisors to ensure the Group's compliance with policy, regulatory and governing requirements. — 諮詢法務人員或法務顧問確保本集團符合政策、法規及監管(包括牌照)要求。 	No change 無變化

E. COMPANY SECRETARY

The company secretary of the Company, Ms. Lam Yuen Ling Eva, is delegated by an external service provider. The external service provider's primary contact person at the Company is Ms. Lee Sum Yee, a director of human resources and administration of the Company.

During the Year, the company secretary of the Company has taken not less than 15 hours of relevant professional training.

F. AUDITOR'S REMUNERATION

The Company's external auditor is Ernst & Young. The remuneration paid/payable to Ernst & Young in respect of audit services and permissible audit related and non-audit services for the Year amounted to approximately HK\$2,050,000 and HK\$491,000 respectively. The permissible audit related and non-audit services of HK\$421,000 comprised (i) agree-upon procedures on interim financial information of approximately HK\$400,000; and (ii) other and tax services of approximately HK\$21,000.

G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

Pursuant to the Companies Ordinance, a general meeting of shareholders of the Company can be convened by a written request signed by shareholders holding at least 5% of the total rights of all the shareholders having a right to vote at that meeting, stating the nature of the business to be dealt with at that meeting, and deposited at the Company's registered office. The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's constitutional documents. Details of such rights to demand a poll and the poll procedures are included in all related circulars to shareholders and will be explained during the proceedings of meetings.

E. 公司秘書

本公司公司秘書林婉玲女士，獲外部服務供應商授權。該外部服務供應商在本公司的主要聯絡人為本公司人力資源及行政總監李心怡女士。

於本年度，本公司的公司秘書已參加不少於15小時的相關專業培訓。

F. 核數師之酬金

本公司之外聘核數師為安永會計師事務所。於本年度，就核數以及允許的核數相關及非核數服務已付／應付安永會計師事務所的薪酬分別約為2,050,000港元及491,000港元。421,000港元允許的核數相關及非核數服務包括(i)中期財務資料的協定程序約400,000港元；及(ii)其他及稅務服務約21,000港元。

G. 與股東及投資者溝通

根據《公司條例》，佔全體有權在股東大會上表決的股東的總表決權最少5%的股東可藉簽署書面要求召開本公司股東大會，要求須述明有待在有關股東大會上處理的事務的性質及存放於公司的註冊辦事處。股東於股東大會要求以投票表決決議案之權利及其程序載於本公司之公司章程。有關要求投票表決的權利及投票表決程序載於所有致股東相關通函，並將於大會期間再作解釋。

CORPORATE GOVERNANCE REPORT

企業管治報告

Poll results will be posted on the websites of the Company and the Stock Exchange on the same day of the shareholders' meeting.

The general meeting of the Company provides a forum for communication between the shareholders and the Board. The Chairman, as well as the chairmen of the Audit Committee, Nomination Committee and Remuneration Committee or in their absence, other members of the respective committees, normally attend the annual general meeting and other relevant shareholders' meetings to answer shareholders' queries at the shareholders' meetings.

Separate resolutions are proposed at shareholders' meetings on each substantial issue, including election of individual directors.

The Company continues to enhance communication and relations with its investors. Enquiries from investors are dealt with in an informative and timely manner.

H. DIVIDEND POLICY

The dividend policy of the Company (the "Dividend Policy") was adopted by the Board and became effective on 1 January 2019.

The Dividend Policy is to ensure that the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company. The Board endeavors to strike a balance between the Company's shareholders' interests and prudent capital management with a sustainable dividend policy.

The declaration and recommendation of dividends is subject to the decision of the Board after considering the Company's ability to pay dividends, which will depend upon, among other things:

- the Group's financial results;
- the Group's cash flow, liquidity and capital requirements;
- the Group's debt to equity ratios and the debt level;

投票表決結果將於股東大會當日於本公司及聯交所網站刊載。

本公司股東大會為股東與董事局提供溝通機會。主席及審核委員會、提名委員會及薪酬委員會主席(若彼等缺席,則相關委員會的其他成員)一般會出席股東週年大會及其他有關股東大會,以在股東大會上回答股東提問。

股東大會上,將就重要事項(包括推選個別董事)提呈獨立決議案。

本公司不斷加強與投資者之間的溝通及關係。本公司會及時處理投資者的查詢,為投資者提供相關資料。

H. 股息政策

董事局於二零一九年一月一日採納股息政策(「股息政策」)並生效。

股息政策旨在確保董事局就本公司宣派及建議派付股息維持適當的程序。董事局通過可持續的股息政策,務求於本公司股東利益與審慎資本管理之間取得平衡。

宣派及建議派付股息乃董事局經考慮本公司派付股息之能力後作出之決定,而本公司派付股息之能力將視乎下列各項而定,其中包括:

- 本集團的財務業績;
- 本集團的現金流量、流動資金及資金需求;
- 本集團的負債權益比率及債務水平;

- the retained earnings and distributable reserves of the Group;
 - the Group's shareholders' interests;
 - the Group's current and future business operations, conditions, cycle and strategies;
 - the general market conditions;
 - the shareholders' and the investors' expectation and industry's norm;
 - any restrictions on payment of dividends that may be imposed by the Group's lenders;
 - statutory and regulatory restrictions;
 - past dividend record; and
 - any other factors the Board may deem relevant.
- 本集團的保留盈餘和可供分派儲備；
 - 本集團的股東權益；
 - 本集團現時及未來的業務營運、狀況、周期及策略；
 - 一般市場情況；
 - 股東及投資者的期望及行業的常規；
 - 由本集團的貸款人可能施加的任何股息派發限制；
 - 法定及監管限制；
 - 過往派息紀錄；及
 - 董事局可能視為相關之任何其他因素。

The Board has complete discretion on whether to pay a dividend and the form to pay, subject to any restrictions under the Companies Ordinance of Hong Kong and the Articles. Any final dividends declared by the Company must be approved by an ordinary resolution of the shareholders of the Company at an annual general meeting and must not exceed the amount recommended by the Board. The Board may also consider declaring special dividends from time to time, in addition to the interim and/or final dividends. There is no assurance that dividends will be paid in any particular amount for any given period.

The Company shall review and reassess the Dividend Policy and its effectiveness from time to time. Any revisions to the Dividend Policy shall be considered and approved by the Board.

I. CONSTITUTIONAL DOCUMENT

During the Year, the Company had not amended its constitutional document.

董事局可全權酌情決定是否派付股息及派付之形式，惟須遵守香港公司法及細則之任何限制。本公司宣佈任何末期股息必須經本公司股東於股東週年大會上以普通決議案予以批准，且不得超過董事局所建議之金額。除中期及／或末期股息外，董事局亦可不時考慮宣派特別股息。本公司不能保證將在任何指定期間派付任何特定金額之股息。

本公司須不時檢討及重新評估股息政策及其成效。任何對股息政策進行的修改須經董事局審批。

I. 組織章程文件

於本年度，本公司並無修改其組織章程文件。

REPORT OF THE DIRECTORS

董事局報告書

The Board hereby present its report and the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the property development and investments in the PRC, the USA and the UK, and the provision of property management services in Beijing and Hebei Province, the PRC. Details of the principal activities of the subsidiaries are set out in note 1 to the consolidated financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's principal business activities are exposed to a variety of key risks including credit risk, interest rate risk, liquidity risk, operational risk and market risk.

The Group's business and profitability growth during the Year is affected by the volatility and uncertainty of macro-economic conditions in Hong Kong, the PRC, the USA and the UK. The divergence of monetary policies in major advanced economies of global nations is expected to continue to contribute partly to the volatility of fund and trade flows and that of asset prices in Hong Kong, the PRC, the USA and the UK.

In particular, the potential impact on economic activities and real estate prices is also affected by political and economic developments in Hong Kong, the PRC, the USA and the UK. The long term business and profitability growth of the Group is expected to continue to be affected by the changes in macro-economic variables, including unemployment rates, real gross domestic product growth, consumer and asset price indexes and credit demand, and also qualitative factors such as political and economic policy developments of Hong Kong, the PRC, the USA and the UK.

RESULTS AND APPROPRIATION

The Group's profit for the Year and the Group's financial position as at 31 December 2020 are set out in the consolidated financial statements on pages 140 to 143.

The Board did not recommend the payment of final dividend for the Year (2019: Nil). No interim dividend was declared for the Year (2019: Nil).

董事局謹此提呈其報告書以及本集團於本年度之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本集團主要於中國、美國及英國從事物業發展及投資，以及在中國北京及河北省提供物業管理服務。附屬公司主要業務之詳情載於綜合財務報表附註1內。

主要風險及不確定因素

本集團的主要業務活動面臨多項重大風險，包括信貸風險、利率風險、流動資金風險、營運風險及市場風險。

於本年度，本集團的業務及收益率增長受香港、中國、美國及英國宏觀經濟狀況波動及不確定之影響。預期全球主要發達經濟體貨幣政策的分歧仍將為資金及貿易往來以及香港、中國、美國及英國資產價格波動的部分因素。

尤其是，對經濟活動及房地產價格的潛在影響亦受香港、中國、美國及英國政治及經濟發展之影響。預計本集團長期業務及收益率增長將持續受失業率、實際國內生產總值增長、消費者及資產價格指數及信貸需求等宏觀經濟變量變動以及香港、中國、美國及英國政治及經濟政策發展等定性因素的影響。

業績及利潤分配

本集團於本年度之溢利及本集團於二零二零年十二月三十一日之財務狀況，載於綜合財務報表第140頁至第143頁。

董事局並無建議派付本年度末期股息(二零一九年：無)。概無於本年度派發中期股息(二零一九年：無)。

BUSINESS REVIEW

Business review of the Group for the Year has been stated in Chairman's Statement on pages 4 to 7 and Management Discussion and Analysis on pages 8 to 17.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The environmental policies and performance of the Group are set out in Environmental, Social and Governance Report on pages 18 to 58.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

An account of the key relationships of the Group with its employees, customers and suppliers is contained in the Environmental, Social and Governance Report on pages 18 to 58.

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and equity of the Group for the last five financial years/period, as extracted from the audited consolidated financial statements for the Year and the annual report of the Company for the year ended 31 December 2019 are set out on pages 271 to 272. This summary does not form part of the audited consolidated financial statements.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance. The Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain strong working relationships with regulators through effective communications. During the Year, the Board is not aware of any material non-compliance with the relevant laws and regulations that had a significant impact on the Group.

業務回顧

本集團於本年度之業務回顧載於第4頁至第7頁的主席報告以及第8頁至第17頁的管理層討論及分析。

環境政策及表現

本集團的環境政策及表現載於第18頁至58頁的環境、社會及管治報告內。

與僱員、客戶及供應商的主要關係

本集團與其僱員、客戶及供應商的主要關係的賬目載於第18頁至第58頁的環境、社會及管治報告。

財務資料概要

本集團過去五個財政年度／期間之已刊發業績以及資產、負債和權益的概要(節錄自本公司於本年度之經審核綜合財務報表及截至二零一九年十二月三十一日止年度之年報)，載於第271頁至第272頁。此概要並不構成經審核綜合財務報表的一部分。

遵守相關法律及法規

本集團明白遵守監管規定的重要性及不合規的風險。本集團一直分配系統及人力資源確保持續遵守規則及法規以及透過有效溝通維持與監管機構的穩固工作關係。於本年度，董事局並不知悉任何嚴重違反對本集團產生重大影響的相關法律及法規的情況。

REPORT OF THE DIRECTORS

董事局報告書

SHARE CAPITAL

Details of movement in the Company's share capital during the Year are set out in note 31 to the consolidated financial statements.

On 17 August 2018, the Company completed the first completion with the acquisition of 95% of the share capital of Wise Expert Investment Limited, at a consideration of HK\$1,464,254,000, from Winluck Global Limited (a company wholly-owned by Mr. Wei Chunxian) and Silky Apex Limited (a company wholly-owned by Mr. Sun Zhongmin). The consideration was paid as to HK\$361,260,800 by the allotment and issue of 451,576,000 consideration shares at the issue price of HK\$0.80 per consideration share and the remaining HK\$1,102,993,200 by the issue of convertible bonds in the principal amount of HK\$1,102,993,200 convertible into 1,378,741,500 shares at the initial conversion price of HK\$0.80 per convertible share. By way of a summary, the conversion rights underlying the convertible bonds may be exercised provided that any such conversion (i) does not trigger general offer obligations under the Takeovers Code on the part of the bondholder or parties acting in concert with it; (ii) does not result in the public float of the Shares being less than 25% or such other percentages as the Listing Rules may prescribe, and that the relevant bondholder complies with the procedures set out in the conditions to the convertible bonds. Based on the market price of the Company's shares of HK\$0.82 as at 17 August 2018, the share capital of the Company was increased by HK\$370,292,320 as a result of the issuance of 451,576,000 consideration shares.

For the details, please refer to the announcements of the Company dated 30 May 2018 and 17 August 2018 and the circular of the Company dated 19 July 2018.

On 3 September 2018, the Company allotted and issued 7,500,000 new shares pursuant to the exercise of the conversion rights attached to the convertible bonds in the principal amount of HK\$6,000,000 at the issue price of HK\$0.80 per share. Based on the market price of the Company's shares of HK\$0.80 as at 3 September 2018, the share capital of the Company was increased by HK\$6,000,000 as a result of the issuance of 7,500,000 new shares.

股本

本公司股本於本年度之變動詳情，載於綜合財務報表附註31內。

於二零一八年八月十七日，本公司自Winluck Global Limited（一間由魏純暹先生全資擁有的公司）及Silky Apex Limited（一間由孫仲民先生全資擁有的公司）處收購Wise Expert Investment Limited 95%的股本，代價為1,464,254,000港元。代價乃透過按每股代價股份發行價0.80港元配發及發行451,576,000股代價股份支付361,260,800港元，及透過按初始轉換價每股可轉換股份0.80港元發行可轉換為1,378,741,500股股份本金額為1,102,993,200港元的可轉換債券支付餘下1,102,993,200港元。作為總結，可轉換債券的轉換權可以行使，條件為任何該等轉換(i)不會觸發債券持有人或與其一致行動者根據收購守則承擔的全面要約責任；(ii)不會導致股份的公眾持股量少於25%或上市規則所規定的其他百分比，且相關債券持有人須遵守可換股債券條件所載的程序。基於本公司股份於二零一八年八月十七日0.82港元的市價，本公司股本因發行451,576,000股代價股份而增加370,292,320港元。

有關詳情，請參閱本公司日期為二零一八年五月三十日及二零一八年八月十七日之公佈以及本公司日期為二零一八年七月十九日之通函。

於二零一八年九月三日，本公司根據發行價為每股股份0.80港元之本金額為6,000,000港元行使可換股債券所附之轉換權，配發及發行7,500,000股新股份。根據本公司於二零一八年九月三日的股份市價0.80港元，本公司股本因發行7,500,000股新股而增加6,000,000港元。

For the details, please refer to the next day disclosure return of the Company dated 3 September 2018.

On 7 May 2019, the Company allotted and issued 7,500,000 new ordinary shares pursuant to the exercise of the conversion rights attached to the convertible bonds in the principal amount of HK\$6,000,000 at the issue price of HK\$0.80 per share. Based on the closing market price of the Company's shares of HK\$1.41 as at 6 May 2019, the share capital of the Company was increased by HK\$6,000,000 as a result of the issuance of 7,500,000 new ordinary shares.

For the details, please refer to the next day disclosure return of the Company dated 7 May 2019.

After the exercise of conversion rights of the convertible bonds on 3 September 2018 and 7 May 2019, the remaining principal amount of convertible bonds is HK\$1,090,993,200, a maximum of 1,363,741,500 new ordinary shares will be issued upon full conversion of the convertible bonds. Upon full exercise of the conversion rights attaching to the convertible bonds, the shareholdings of Mr. Wei Chunxian, the substantial shareholder of the Company, will be changed from approximately 70.21% to 76.72% of the total number of issued shares of the Company as enlarged by the issue of the shares of the Company upon the full conversion of all the convertible bonds.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the sections headed "SHARE OPTIONS" and "SHARE CAPITAL" of this report, no equity-linked agreement was entered into by the Company during the Year.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

有關詳情，請參閱本公司日期為二零一八年九月三日的翌日披露報表。

於二零一九年五月七日，本公司根據發行價為每股0.80港元之本金額為6,000,000港元行使可換股債券所附之轉換權，配發及發行7,500,000股新普通股。根據本公司於二零一九年五月六日的股份收市價1.41港元，本公司股本因發行7,500,000股新普通股而增加6,000,000港元。

有關詳情，請參閱本公司日期為二零一九年五月七日的翌日披露報表。

於二零一八年九月三日及二零一九年五月七日行使可換股債券之轉換權後，可換股債券餘下本金額為1,090,993,200港元，悉數轉換可換股債券後，本公司將發行最多1,363,741,500股新普通股。悉數行使可換股債券所附之轉換權後，本公司主要股東魏純暹先生於本公司已發行股份總數之股權佔比將由約70.21%變更至76.72%，而本公司已發行股份總數經本公司於悉數轉換所有可換股債券後發行股份而擴大。

股權掛鈎協議

除本報告「購股權」及「股本」兩節所披露者外，本公司於本年度並無訂立股權掛鈎協議。

購買、贖回或出售本公司上市證券

證券於本年度，本公司或其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

REPORT OF THE DIRECTORS

董事局報告書

DISTRIBUTABLE RESERVES

The Company had no reserve available for cash distribution/or distribution in specie as at 31 December 2020 in accordance with the provisions of section 291, 297 and 299 of the Hong Kong Companies Ordinance.

Details of the movements in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity of the Group on pages 144 to 145 of this report and in notes 33 and 43 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the years ended 31 December 2020 and 2019, less than 20% of the Group's revenue was attributable to the Group's five largest customers, and less than 20% of the Group's purchases were attributable to the Group's five largest suppliers.

During the Year, the Group has related party transactions with related companies (as disclosed in the note 38 to the consolidated financial statements), including Beijing Guorui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) and 北京國隆置業有限公司, which are controlled by Mr. Wei Chunxian and Mr. Sun Zhongmin, the executive Directors. These related companies are top 5 customers of the Group.

Except as disclosed per above, none of the Directors, or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any beneficial interest in the Group's top five customers and suppliers.

可供分派儲備

於二零二零年十二月三十一日，根據香港《公司條例》第291、297及299條之條文，本公司並無儲備可供用作現金分發及／或實物分發。

本集團及本公司於本年度的儲備變動詳情載於本報告第144頁至第145頁之本集團綜合權益變動表及綜合財務報表附註33及附註43中。

主要客戶及供應商

於截至二零二零年及二零一九年十二月三十一日止年度內，本集團五個最大的客戶所佔本集團收入的百分比少於20%，而本集團五個最大的供應商所佔本集團的購貨額百分比少於20%。

於本年度，本集團與關連公司有關聯方交易（誠如綜合財務報表附註38所披露），包括北京國銳房地產開發有限公司及北京國隆置業有限公司，彼等由執行董事魏純暉先生及孫仲民先生控制。該等關連公司乃為本集團的五大客戶。

除上文披露者外，概無董事或任何彼等各自之緊密聯繫人或任何股東（據董事所知擁有5%以上的本公司已發行股本者）在本集團五個最大客戶及五個最大供應商中擁有任何實益權益。

* For identification purpose only

* 僅供識別

CHARITABLE DONATIONS

During the years ended 31 December 2020 and 2019, the Group did not make any charitable donations.

DIRECTORS

The Directors during the Year and up to the date of this report are:

Executive Directors:

Mr. Wei Chunxian (*Chairman*)
Ms. Liu Shuhua (*Chief Executive Officer*)
Mr. Sun Zhongmin
Mr. Guo Jingsheng
(*resigned on 9 November 2020*)
Ms. Huang Fei
Ms. Li Bing

Independent non-executive Directors:

Mr. Tung Woon Cheung Eric
Mr. Au Yeung Po Fung
(*resigned on 9 February 2020*)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming
(*appointed on 9 February 2020*)

In accordance with Articles 81 and 83 of the Articles, Mr. Wei Chunxian, Mr. Sun Zhongmin and Ms. Huang Fei will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The Company has received written annual confirmations of independence from all independent non-executive Directors and as at the date of this report all of them are considered to be independent.

慈善捐贈

截至二零二零年及二零一九年十二月三十一日止年度，本集團並無作出任何慈善捐贈。

董事

於本年度及直至本報告日期，董事如下：

執行董事：

魏純暹先生(*主席*)
劉淑華女士(*行政總裁*)
孫仲民先生
郭京生先生
(*於二零二零年十一月九日辭任*)
黃菲女士
李兵女士

獨立非執行董事：

董煥樟先生
歐陽寶豐先生
(*於二零二零年二月九日辭任*)
杜紫雲女士
梁浩鳴先生
(*於二零二零年二月九日獲委任*)

遵照細則第81條及第83條規定，魏純暹先生、孫仲民先生及黃菲女士於即將召開之股東週年大會上退任，而彼等各自均符合資格並願意膺選連任。

本公司已收到各獨立非執行董事有關其獨立身份之書面年度確認，於本報告日期，本公司認為彼等確屬獨立人士。

REPORT OF THE DIRECTORS 董事局報告書

BOARD CHANGES AND CHANGES IN DIRECTORS' INFORMATION

Subsequent to the date of the interim report of the Company for the six months ended 30 June 2020, there has no change in information of the Directors required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules.

DIRECTORS' BIOGRAPHIES

The biographical details of the Directors are set out on pages 59 to 62 of this report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group as well as the recommendation of the Remuneration Committee.

Further details of the Company's Remuneration Committee are set out in the corporate governance report on pages 79 to 80 of this report.

董事局變動及董事資料變動

於本公司截至二零二零年六月三十日止六個月之中期報告日期後，概無須根據上市規則第13.51B(1)條須予披露之董事資料變動。

董事履歷

董事之履歷詳情載於本報告第59頁至第62頁。

董事之服務合約

擬在下次股東週年大會上重選連任之董事均無與本公司訂立本集團在一年內不可在不予賠償(法定賠償除外)的情況下終止之服務合約。

董事薪酬

董事袍金須獲得股東在股東大會上批准，方可作實。其他薪酬由本公司董事局經參考董事職責、責任及表現及本集團業績以及薪酬委員會之建議後釐定。

有關本公司薪酬委員會之進一步詳情，載於本報告企業管治報告第79頁至第80頁。

DIRECTORS OF SUBSIDIARIES

Other than the directors named under the paragraph headed "DIRECTORS" above, the persons who have served on the boards of the subsidiaries of the Company as at 31 December 2020 and up to the date of this report included Mr. Chen Gang.

EMOLUMENT POLICY

The emolument of each of the Directors and the employees of the Group is on the basis of their merit, qualification, competence and experience in the industry, the profitability of the Group as well as remuneration benchmarks from other local and international companies and prevailing market conditions, executive Directors and employees also participate in bonus arrangements which are determined in accordance with the performance of the Group and the individual's performance.

PERMITTED INDEMNITY PROVISION

Article 137 of the Articles provides that every director, executive director, manager, secretary, officer and auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such director, executive director, manager, secretary, officer and auditor in defending any proceedings, whether civil or criminal, to the extent permitted by the Companies Ordinance. The Company has also maintained directors and officers liability insurance during the Year.

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the Year.

DIRECTORS' INTERESTS IN CONTRACTS AND CONTRACT OF SIGNIFICANCE

Details of the continuing connected transactions and significant related party transactions are disclosed in this report and in note 38 to the consolidated financial statements. Save for the above, 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 holding companies of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the Year.

附屬公司董事

除上文「董事」一段內所載之董事外，於二零二零年十二月三十一日及截至本報告日期，擔任本公司附屬公司董事者包括陳崗先生。

薪酬政策

董事及本集團僱員各自之薪酬乃根據其才幹、資歷、能力及行業經驗、本集團之利潤以及其他本地及國際公司之薪酬標準及當前市場狀況而釐定。執行董事及僱員亦可參與獎金安排，其根據本集團表現及個人表現釐定。

獲准許彌償條文

細則第137條規定，本公司每名董事、執行董事、經理、秘書、高級職員及核數師須就彼作為董事、執行董事、經理、秘書、高級職員及核數師對任何訴訟程序（無論民事或刑事）抗辯而產生的所有責任從本公司資金獲得彌償，惟須獲公司條例批准。本公司亦於本年度購買董事及高級職員責任保險。

管理合約

除與董事訂立的服務合約外，本公司並未與任何個人、公司或法團訂立任何合約以管理或執行本公司年內任何業務的全部或任何重要部分。

董事於合約及重大合約中之權益

有關持續關連交易及重大關聯方交易之詳情載在本報告及綜合財務報表附註38內披露。除上文所述者外，於本年度，概無董事或董事的有關連實體在由本公司控權公司或本公司的任何附屬公司或同系附屬公司訂立的、就本集團的業務而言屬重大的任何交易、安排或合約中，有直接或間接的具相當分量的利害關係。

REPORT OF THE DIRECTORS 董事局報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2020, the interests and short positions of the Directors and the chief executive of the Company and their associates in the shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

Interest in Shares

Name of Directors	Capacity	Number of ordinary shares held	Number of underlying shares held	Approximate percentage of the total number of issued shares
董事姓名	身份	持有普通股數目	持有相關股份數目	佔已發行股份總數之概約百分比 (%)
Mr. Sun Zhongmin 孫仲民先生	Beneficial owner 實益擁有人 (Note 4) (附註4)	136,752,350 (L)	109,086,735 (L)	7.68%
	Interest of controlled corporation 受控法團之權益 (Note 3) (附註3)		8,669,925 (L)	0.27%
Mr. Wei Chunxian 魏純暹先生	Interest of controlled corporation 受控法團之權益 (Notes 1 and 2) (附註1及2)	2,246,160,464 (L)	1,342,317,340 (L)	112.16%
Ms. Liu Shuhua 劉淑華女士	Beneficial owner 實益擁有人 (Note 5) (附註5)		5,020,500 (L)	0.16%

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二零年十二月三十一日，董事及本公司最高行政人員以及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份中擁有：(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之該等條文被當作或被視作擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條須予記入該條文所述登記冊之權益及淡倉；或(c)根據上市規則內所載標準守則須知會本公司及聯交所之權益及淡倉如下：

股份權益

(L) denotes long position

Note 1: Wintime Company Limited is interested in 1,434,421,537 shares and 1,254,654,765 underlying shares of aggregate principal amount of convertible bonds of HK\$1,003,723,812 issued by the Company at conversion price of HK\$0.80 per share on 17 August 2018. Wintime Company Limited is a wholly-owned subsidiary of Winluck Global Limited. Apart from the shares and underlying shares held by Wintime Company Limited, Winluck Global Limited is also interested in 87,662,575 underlying shares of aggregate principal amount of convertible bonds of HK\$70,130,060 to be issued by the Company at conversion price of HK\$0.80 per share pursuant to the payment schedule under the agreement entered on 30 May 2018. The entire issued share capital of Winluck Global Limited is beneficially owned by Mr. Wei Chunxian. Winluck Global Limited is deemed to be interested in the shares and underlying shares held by Wintime Company Limited, and Mr. Wei Chunxian is deemed to be interested in the shares and underlying shares held by Wintime Company Limited and Winluck Global Limited under the SFO.

Note 2: 811,738,927 shares are held by Gang Rui International Investment (HK) Limited. Gang Rui International Investment (HK) Limited is owned as to 90% and 10% by Beijing Guorui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) and Future Glow Ventures Inc. respectively. Future Glow Ventures Inc. is wholly-owned by an independent third party. Beijing Guorui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) is wholly-owned by Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司), which is directly owned by Mr. Wei Chunxian and Mr. Sun Zhongmin as to approximately 91% and 9%, respectively. Each of Beijing Guorui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司), Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司), and Mr. Wei Chunxian is deemed to be interested in the Shares held by Gang Rui International Investment (HK) Limited under the SFO.

Note 3: Silky Apex Limited is interested in 8,669,925 underlying shares pursuant to convertible bonds in the principle amount of HK\$6,935,940 to be issued by the Company at conversion price of HK\$0.80 per share pursuant to the payment schedule under the agreement entered into on 30 May 2018. Silky Apex Limited is 100% owned by Mr. Sun Zhongmin and Mr. Sun Zhongmin is deemed to be interested in the underlying shares held by Silky Apex under the SFO.

(L) 代表好倉

附註1: Wintime Company Limited 於 1,434,421,537 股股份以及本公司於二零一八年八月十七日以每股股份0.80港元之兌換價發行的本金總額1,003,723,812港元之可換股債券的1,254,654,765股相關股份中擁有權益。Wintime Company Limited 為 Winluck Global Limited的全資附屬公司。除Wintime Company Limited持有的股份及相關股份外，Winluck Global Limited亦於本公司根據於二零一八年五月三十日訂立之協議項下的付款時間表將以每股股份0.80港元之兌換價發行的本金總額70,130,060港元之可換股債券的87,662,575股相關股份中擁有權益。Winluck Global Limited的全部已發行股本由魏純暹先生實益擁有。根據證券及期貨條例，Winluck Global Limited被視為於Wintime Company Limited持有的股份及相關股份中擁有權益，而魏純暹先生被視為於Wintime Company Limited及Winluck Global Limited持有的股份及相關股份中擁有權益。

附註2: 該811,738,927股股份由港銳國際投資(香港)有限公司持有。港銳國際投資(香港)有限公司由北京國銳房地產開發有限公司及Future Glow Ventures Inc. 分別擁有90%及10%權益。Future Glow Ventures Inc.由獨立第三方全資擁有。北京國銳房地產開發有限公司由北京國銳控股有限公司全資擁有，而北京國銳控股有限公司由魏純暹先生及孫仲民先生分別直接擁有約91%及9%權益。根據證券及期貨條例，北京國銳房地產開發有限公司、北京國銳控股有限公司魏純暹先生各自被視為於港銳國際投資(香港)有限公司所持有之股份中擁有權益。

附註3: Silky Apex Limited於本公司根據於二零一八年五月三十日訂立之協議項下的付款時間表將以每股股份0.80港元之兌換價發行的本金總額6,935,940港元之可換股債券的8,669,925股相關股份中擁有權益。Silky Apex Limited由孫仲民先生擁有100%權益，而根據證券及期貨條例，孫仲民先生被視為於Silky Apex持有的相關股份中擁有權益。

REPORT OF THE DIRECTORS

董事局報告書

Note 4: Mr. Sun Zhongmin is interested in 109,086,735 underlying shares pursuant to convertible bonds in the principle amount of HK\$87,269,388 issued by the Company at the conversion price of HK\$0.80 per share on 17 August 2018.

Note 5: These shares represent the share options granted by the Company under the share option scheme of the Company on 20 June 2018.

Save as disclosed above, as at 31 December 2020, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

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

To the best of the Directors' knowledge, as at 31 December 2020, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

附註4：於二零一八年八月十七日，本公司按每股0.80港元的轉換價就本金總額87,269,388港元的可換股債券發行109,086,735股相關股份，而孫仲民先生於該等股份中擁有權益。

附註5：該等股份根據公司的購股權計劃於二零一八年六月二十日代表公司授予購股權。

除上文所披露者外，於二零二零年十二月三十一日，本公司董事及最高行政人員概無於本公司及其相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有或被視作擁有：(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例之該等條文被當作或被視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須予記入該條文所述登記冊之任何權益或淡倉；或(c)根據上市規則內所載標準守則須知會本公司及聯交所之任何權益或淡倉。

主要股東及其他人士於股份及相關股份之權益及淡倉

就董事所知，於二零二零年十二月三十一日，以下本公司董事或最高行政人員以外的人士，在股份及相關股份中擁有或被視為擁有權益或淡倉，而此等權益或淡倉根據證券及期貨條例第XV部第2及第3分部須向本公司及聯交所披露，或一如本公司根據證券及期貨條例第336條而備存的登記冊所載錄者：

LONG POSITIONS IN SHARES AND
UNDERLYING SHARES OF THE COMPANY:

於本公司股份及相關股份之好倉：

Name	Capacity	Number of ordinary shares held	Number of underlying shares held	Total interests as percentage of the total number of issued shares
名稱	身份	持有普通股數目	持有相關股份數目	權益總額佔已發行股份總數之百分比
Wintime Company Limited (Note 1)	Beneficial owner	1,434,421,537	—	44.83%
Wintime Company Limited (附註1)	實益擁有人			
	Beneficial owner	—	1,254,654,765	39.22%
	實益擁有人			
Winluck Global Limited (Note 1)	Interest in Controlled Corporation	1,434,421,537	—	44.83%
Winluck Global Limited (附註1)	受控法團之實益			
	Interest in Controlled Corporation	—	1,254,654,765	39.22%
	受控法團之實益			
	Beneficial owner	—	87,662,575	2.74%
	實益擁有人			
Gang Rui International Investment (HK) Limited (Note 2)	Beneficial owner	811,738,927 (L)	—	25.37%
港銳國際投資(香港)有限公司(附註2)	實益擁有人			
Beijing Guorui Real Estate Development Co., Ltd* (Note 2)	Interest in Controlled Corporation	811,738,927 (L)	—	25.37%
北京國銳房地產開發有限公司(附註2)	受控法團之實益			
Beijing Guorui Holdings Co., Ltd* (Note 2)	Interest in Controlled Corporation	811,738,927 (L)	—	25.37%
北京國銳控股有限公司(附註2)	受控法團之實益			

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Note 1: Wintime Company Limited is interested in 1,434,421,537 shares and 1,254,654,765 underlying shares pursuant to convertible bonds in the principal amount of HK\$1,003,723,812 issued by the Company at conversion price of HK\$0.80 per share on 17 August 2018. Wintime Company Limited is a wholly-owned subsidiary of Winluck Global Limited. Apart from the shares and underlying shares held by Wintime Company Limited, Winluck Global Limited is also interested in 87,662,575 underlying shares pursuant to convertible bonds in the principal amount of HK\$70,130,060 to be issued by the Company at conversion price of HK\$0.80 per share pursuant to the payment schedule under the agreement entered on 30 May 2018. The entire issued share capital of Winluck Global Limited is beneficially owned by Mr. Wei Chunxian. Winluck Global Limited is deemed to be interested in the shares and underlying shares held by Wintime Company Limited, and Mr. Wei Chunxian is deemed to be interested in the shares and underlying shares held by Wintime Company Limited and Winluck Global Limited under the SFO.

Note 2: 811,738,927 shares are held by Gang Rui International Investment (HK) Limited. Gang Rui International Investment (HK) Limited is owned as to 90% and 10% by Beijing Guorui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) and Future Glow Ventures Inc. respectively. Future Glow Ventures Inc. is wholly-owned by an independent third party. Beijing Guorui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) is wholly-owned by Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司) which is directly owned by Mr. Wei Chunxian and Mr. Sun Zhongmin as to approximately 91% and 9%, respectively. Each of Beijing Guorui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司), Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司), and Mr. Wei Chunxian is deemed to be interested in the shares held by Gang Rui International Investment (HK) Limited under the SFO.

附註1：Wintime Company Limited於本公司在二零一八年八月十七日按兌換價每股0.80港元所發行本金總額1,003,723,812港元之可換股債券的1,434,421,537股股份及1,254,654,765股相關股份中擁有權益。Wintime Company Limited為Winluck Global Limited之全資附屬公司。除Wintime Company Limited持有的股份及相關股份外，Winluck Global Limited亦於本公司根據於二零一八年五月三十日訂立之協議項下的付款時間表將以兌換價每股0.80港元所發行本金總額70,130,060港元之可換股債券的87,662,575股相關股份中擁有權益。Winluck Global Limited之全部已發行股本由魏純暹先生實益擁有。根據證券及期貨條例，Winluck Global Limited被視為於Wintime Company Limited所持股份及相關股份中擁有權益，且魏純暹先生被視為於Wintime Company Limited及Winluck Global Limited所持股份及相關股份中擁有權益。

附註2：該811,738,927股股份由港銳國際投資(香港)有限公司持有。港銳國際投資(香港)有限公司由北京國銳房地產開發有限公司及Future Glow Ventures Inc.分別擁有90%及10%權益。Future Glow Ventures Inc.由獨立第三方全資擁有。北京國銳房地產開發有限公司由北京國銳控股有限公司全資擁有，由魏純暹先生及孫仲民先生分別直接擁有約91%及9%權益。根據證券及期貨條例，北京國銳房地產開發有限公司、北京國銳控股有限公司與魏純暹先生各自被視為於港銳國際投資(香港)有限公司所持有之股份中擁有權益。

The English names of Chinese entities marked with “” are translations of their Chinese names and are included for identification purpose only, and should not be regarded as their official English name. In the event of any inconsistency, the Chinese name prevails.*

Save as disclosed above, as at 31 December 2020, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTIONS

On 7 November 2016, the Company conditionally adopted the share option scheme (the “Share Option Scheme”), pursuant to which the Board may, at its discretion, grant options to any Directors and any employee of the Company or the Group or any person, who, in the absolute opinion of the Board, have contributed or will contribute to the Company or the Group. The purpose of the Share Option Scheme is to (i) incentivise and reward those who have contributed or may contribute to the development of the Group; and (ii) attract and retain skilled and experienced personnel and motivate them to strive for the future development of the Group by providing them with an opportunity to acquire proprietary interests in the Company thereby linking their interest with that of the Group. Unless otherwise determined by the Board in the relevant offer letter to a grantee, there is no minimum period for which any share option (the “Option(s)”) must be held before it can be exercised and no performance target which needs to be achieved by a grantee before the options can be exercised. Under the Share Option Scheme, the Board will have absolute discretion in determining the subscription price (subject to the Listing Rules) in respect of any Option. The Board is of the view that the flexibility given to the Board will place the Group in a better position to incentivise or reward the Participants and retain human resources that are valuable to the growth and development of the Group as a whole.

中國實體帶有[*]的英文名稱為其中文名稱的英譯本，僅供識別，不得視為其官方英文名稱。如有歧義，以中文名稱為準。

除上文所披露者外，於二零二零年十二月三十一日，本公司董事及最高行政人員不知悉任何其他本公司董事或最高行政人員以外的人士，在股份及相關股份中擁有或被視為擁有權益或淡倉，而此等權益或淡倉根據證券及期貨條例第XV部第2及第3分部須向本公司及聯交所披露，或一如本公司根據證券及期貨條例第336條而備存的登記冊所載錄者。

購股權

於二零一六年十一月七日，本公司有條件採納購股權計劃（「購股權計劃」）。據此，董事局可酌情向其全權認為對本公司或本集團作出或將作出貢獻之本公司或本集團或任何人士任何董事及任何僱員授予購股權。購股權計劃之目的是(i)鼓勵及嘉許對本集團發展曾作出貢獻或可能會作出貢獻的人士；及(ii)吸引及挽留具有技能及經驗的人員，透過提供收購本公司產權權益的機會激勵彼等努力為本集團未來發展付出，以便將其利益與本集團利益連成一陣線。除非董事局於寄予承授人之相關要約函件另有界定，任何購股權（「購股權」）在其可予行使前毋須持有最短期限，且承授人無需於購股權可予行使前達到任何表現目標。根據購股權計劃，董事局將擁有絕對酌情權釐定任何購股權之認購價（受上市規則所規限）。董事局認為，董事局獲授之靈活性將令本集團得以更好地激勵或獎勵參與者並挽留對本集團之整體增長及發展具有寶貴意義之人力資源。

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The subscription price shall be such price determined by the Board in its absolute discretion and notified to the Participant in the offer and shall be at least the higher of (i) the closing price of a share as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer of the grant; and (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of the grant. The consideration payable for acceptance of the option by each participant is HK\$1.00 which shall be received by the Company within such time as may be specified in the offer (which shall not be later than 21 days from, and inclusive of, the date of offer). If the participant does not accept such grant of option pursuant to the procedures specified in the respective offer letter or notice within the stipulated time frame, such option shall be regarded as unaccepted and lapsed.

Following the refreshment of the scheme mandate limit by the shareholders of the Company at the annual general meeting dated 28 June 2019, and based on the 3,199,373,986 shares in issue at the same date, the maximum number of shares to be issued upon the exercise of options that may be granted under the Share Option Scheme are 319,937,398 shares, being approximately 10% of the shares in issue as at the date of refreshment of the scheme mandate limit. Pursuant to Rule 17.03 of the Listing Rules, the total number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme must not, in aggregate, exceed 10% of the shares in issue as at the date of approval of the scheme mandate limit. The Board shall not grant any options which would result in the maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted but yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Company exceeding, in aggregate, 30% of the shares in issue from time to time. The total number of shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company to each Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue (the "Individual Limit"). Any further grant of options to a Participant which would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such Participant (including exercised, cancelled and outstanding options) in the 12-month

認購價須為董事局全權酌情釐定之有關價格，並於要約時通知參與者，且不少於(i)聯交所於授出要約日期發出之每日報價表所示之每股收市價；及(ii)聯交所於緊接授出要約日期前五個營業日發出之每日報價表所示之股份平均收市價之較高者。各參與者接納購股權時應付之代價為1.00港元其將由本公司於要約可能註明的時間內接獲(不得遲於要約日期起計二十一日(包括當日))。倘參與者並無在指定時限內按照相關要約函件或通告上列明之程序接納有關授出購股權，則有關購股權須被視為不獲接納且失效。

於本公司股東在日期為二零一九年六月二十八日之股東週年大會上更新計劃授權限額後，並根據同日已發行3,199,373,986股股份，根據購股權計劃可能授出之購股權獲行使後將予發行的最高股份數目為319,937,398股，佔於更新計劃授權限額日期之已發行股份的約10%，按照上市規則第17.03條，根據購股權計劃將授出之所有購股權獲行使而可能發行之股份總數，合共不得超過本公司於批准購股權計劃當日已發行股份之10%。董事局不得授出任何購股權，導致根據購股權計劃及本公司採納之任何其他購股權計劃已授出但尚未行使之所有購股權獲行使而可能發行之股份最高數目合共超過不時已發行股份之30%。於任何12個月期間，根據本公司購股權計劃及任何其他購股權計劃向各參與者授出之購股權(包括已行使及尚未行使購股權)獲行使而發行及將予發行之股份總數，不得超過已發行股份總數之1%(「個人上限」)。如向某參與者進一步授出購股權，將導致於直至及包括該次進一步授出購股權當日止12個月期間，向及將向該參與者授出之全部購股權(包括已行使、已註銷及尚未行使購股權)獲行使而發行及將予發行之股份超過個人上限，則須經股東於股東大會上批准，而該參與者及其緊密聯繫人(或倘該參與者為關連人士，則其聯繫人)須於該股東大會上放棄投

period up to and including the date of such further grant exceeding the Individual Limit shall be subject to approval of the Shareholders in general meeting with such Participant and his close associates (or his associates if such Participant is a connected person) abstaining from voting. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

The Share Option Scheme will remain in force for a period of 10 years commencing from the date of adoption of the Share Option Scheme.

票。購股權可於董事局可能釐定而不得超過授出日期起計十年期間內，在有關提前終止條文之規限下隨時根據購股權計劃之條款行使。

購股權計劃有效日期自購股權計劃採納日期起計十年。

Name(s) 姓名	Nature of interest 權益性質	Number of Options 購股權數目				Cancelled/ Lapsed 已註銷/ 已失效	Outstanding at 31 December 2020 於二零二零年 十二月三十一日 尚未行使	Date of grant 授出日期	Exercise period 行使期	Exercise price per share (HK\$) 每股行使價 (港元)
		Outstanding at 1 January 2020 於二零二零年 一月一日 尚未行使	Granted 已授出	Exercised 已行使	Outstanding at 31 December 2020 於二零二零年 十二月三十一日 尚未行使					
Director(s) 董事										
Liu Shuhua	Personal	5,020,500	—	—	—	5,020,500	20 June 2018	20 June 2018 to 19 June 2023	0.827	
劉淑華	個人						於二零一八年 六月二十日	二零一八年 六月二十日至 二零二三年 六月十九日		

Note: All of the Options granted have no vesting period or vesting condition.

附註：所有已授出的購股權並無歸屬期或歸屬條件。

On 20 June 2018, the Company granted 5,000,000 Options to Ms. Liu Shuhua, an executive Director and the chief executive officer of the Company under the Share Option Scheme, with exercise price of HK\$0.83. Following the completion of the open offer, the exercise price and the number of shares to be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding Options were adjusted to HK\$0.827 and 5,020,500 shares respectively, with effect from 24 July 2018.

於二零一八年六月二十日，本公司根據購股權計劃按行使價為0.83港元向本公司執行董事兼行政總裁劉淑華女士授出5,000,000份購股權。公開發售完成後，尚未行使購股權附帶之認購權獲悉數行使時將予配發及發行股份之行使價調整為0.827港元，股份數目調整為5,020,500股，自二零一八年七月二十四日起生效。

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group entered into certain transactions which constituted connected transaction and continuing connected transactions (as defined in the Listing Rules) of the Company, the details of which are set out below.

The independent non-executive Directors have reviewed and confirmed that the continuing connected transactions undertaken by the Group were entered into (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or better; and (c) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditor of the Company has also confirmed that nothing has come to the auditor's attention that causes it to believe that the continuing connected transactions (a) have not been approved by the Board; (b) were not, in all material aspects, in accordance with the pricing policies of the Group; (c) were not entered into in accordance with the relevant agreements governing such transactions, in all material respects; and (d) have exceeded the respective caps as aforesaid, where applicable.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules insofar as they are applicable.

關連交易及持續關連交易

於本年度，本集團進行若干構成本公司關連交易及持續關連交易（按上市規則之定義）之交易，有關詳情載列如下。

獨立非執行董事已經審核本集團所進行之持續關連交易，並確認該等交易是：(a)在本集團的日常業務中訂立；(b)按照一般商務條款或更佳條款進行；及(c)根據有關交易的協議進行，條款公平合理，並且符合本公司股東的整體利益。

本公司核數師亦已經確認，核數師並無注意到任何事情，可使他們認為有關持續關連交易：(a)並未獲董事局批准；(b)在各重大方面沒有按照本集團的定價政策進行；(c)在各重大方面沒有根據有關交易的協議進行；及(d)超逾上述各有關上限（如適用）。

根據上市規則第14A章，本公司確認其已遵守適用披露規定。

A. Continuing connected transactions and connected transaction subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules

(1) Heat supply and property management services provided by AOCEAN Property Management to Beijing Guorui Group

During the Year, 北京澳西物業管理有限公司 (Beijing AOCEAN Property Management Company Limited* or "AOCEAN Property Management"), a wholly-owned subsidiary of the Company, provided heat supply and maintenance and property management services to a total of 1,893 property units of Beijing Guorui Group (Note 1) with a total floor area of approximately 205,196 square metres.

The 2018 New Heat Supply Services Agreement, the 2018 New Property Management Agreement and the 2018 Kingdom Guorui Sales Office Management Agreement all entered into between AOCEAN Property Management and Beijing Guorui Property (Note 1) on 20 October 2017 (with details set out below) have expired on 31 December 2020.

In order to continue the provision of services by AOCEAN Property Management to Beijing Guorui Group, on 2 November 2020, AOCEAN Property Management and Beijing Guorui Property (for itself and for and on behalf of Beijing Guorui Group) entered into the 2021 New Heat Supply Services Agreement and the 2021 New Property Management Agreement (with details set out below). Such agreements have been approved by independent shareholders of the Company on 23 December 2020 and became effective on 1 January 2021.

A. 須遵守上市規則第14A章有關申報、公告及獨立股東批准規定的持續關連交易及關連交易

(1) 澳西物業管理為北京國銳集團提供供暖以及物業管理服務

於年度內，北京澳西物業管理有限公司(「澳西物業管理」)(其為本公司之全資附屬公司)為北京國銳集團(附註1)合共1,893個物業單位(總樓面面積約205,196平方米)提供供暖及維修以及物業管理服務。

澳西物業管理與北京國銳(附註1)於二零一七年十月二十日(詳情載於下文)訂立之二零一八年新供暖服務協議、二零一八年新物業管理協議及二零一八年國銳•金嶺銷售辦事處管理協議均已於二零二零年十二月三十一日到期。

為繼續由澳西物業管理向北京國銳集團提供服務，於二零二零年十一月二日，澳西物業管理與北京國銳(為其本身及代表北京國銳集團)訂立二零二一年新供暖服務協議及二零二一年新物業管理協議(詳情載於下文)。該等協議已於二零二零年十二月二十三日獲本公司獨立股東批准，並於二零二一年一月一日生效。

2018 New Heat Supply Services Agreement

二零一八年新供暖服務協議

Date: 20 October 2017

Parties: (i) AOCEAN Property Management
(ii) Beijing Guorui Property (for itself and for and on behalf of the Beijing Guorui Group)
(Note 1)

日期：二零一七年十月二十日

訂約方：(i) 澳西物業管理
(ii) 北京國銳(為其本身及代表北京國銳集團)(附註1)

Term: From 1 January 2018 to 31 December 2020
(both days inclusive)

年期：自二零一八年一月一日至二零二零年十二月三十一日(包括首尾兩日)

Nature of Transactions: AOCEAN Property Management shall provide heat supply services to the members of Beijing Guorui Group. AOCEAN Property Management's responsibilities include (i) overseeing the daily operation and provision of repair and maintenance services of the heat exchange station and facilities and the pipeline network located in the property projects developed by Beijing Guorui Group, namely Fortune Street Phase One* (財滿街一期), Fortune Street Phase Two* (財滿街二期) and Rui City International Building* (銳城國際大廈) in Chaoyang District, Beijing, Kingdom Guorui* (國銳•金嶺) in Daxing District, Beijing, and North Garden* (北花園) at Gaobeidian, Chaoyang District, Beijing; and (ii) ensuring that the heat supply complies with governmental guidelines and standards, etc.

交易性質：澳西物業管理須向北京國銳集團成員公司提供供暖服務。澳西物業管理之責任包括：(i)監督位於北京國銳集團所發展之物業項目(即北京朝陽區財滿街一期*、財滿街二期*及銳城國際大廈*、北京大興區國銳•金嶺*以及北京朝陽區高碑店北花園*)的換熱站及設施以及管道網絡的日常運作以及提供維修保養之服務；及(ii)確保所提供之暖氣符合政府指引及標準等。

AOCEAN Property Management charges the individual owners/tenants of the property units directly for those units which are occupied. The relevant members of the Beijing Guorui Group will be responsible for the fees of the vacant units or units occupied by Beijing Guorui Group within the aforesaid property projects

有關已佔用物業單位，澳西物業管理直接向物業單位之個別業主/租戶收取費用。北京國銳集團有關成員公司將負責上述物業項目內空置單位或北京國銳集團所佔用單位之費用

Fees: Residential properties: RMB18 to RMB30 per square meter per heat supply season depending on the property project, payable on annual basis

費用：住宅物業：根據物業項目，每個供暖季節每平方米人民幣18元至人民幣30元，其須每年支付

Commercial properties: RMB25.2 to RMB50.4 per square meter per heat supply season depending on the property project, payable on annual basis

商用物業：根據物業項目，每個供暖季節每平方米人民幣25.2元至人民幣50.4元，其須每年支付

Transaction amount during the Year:	RMB4,928,000 (equivalent to approximately HK\$5,540,731)	於本年度交易金額：	人民幣4,928,000元(相當於約5,540,731港元)
Annual cap:	For the three years ended 31 December 2020 are RMB8,596,000, RMB9,456,000 and RMB10,401,000, respectively	全年上限：	截至二零二零年十二月三十一日止三個年度：分別為人民幣8,596,000元、人民幣9,456,000元及人民幣10,401,000元

* For identification purpose only

* 僅供識別

The transaction was announced by the Company in its announcement dated 20 October 2017 and approved by independent shareholders at the general meeting of the Company held on 19 December 2017.

該交易發表於本公司日期為二零一七年十月二十日之公佈並經獨立股東於本公司二零一七年十二月十九日召開之股東大會上批准。

The 2018 New Heat Supply Services Agreement has expired on 31 December 2020.

二零一八年新供暖服務協議已於二零二零年十二月三十一日到期。

2018 New Property Management Agreement

二零一八年新物業管理協議

Date:	20 October 2017	日期：	二零一七年十月二十日
Parties:	(1) AOCEAN Property Management (2) Beijing Guorui Property (for itself and for and on behalf of the Beijing Guorui Group) (Note 1)	訂約方：	(1) 澳西物業管理 (2) 北京國銳(為其本身及代表北京國銳集團)(附註1)
Term:	From 1 January 2018 to 31 December 2020 (both days inclusive)	年期：	自二零一八年一月一日至二零二零年十二月三十一日(包括首尾兩日)
Premises:	Fortune Street Phase One* (財滿街一期), Fortune Street Phase Two* (財滿街二期), Rui City International Building* (銳城國際大廈), GOLDEN TOWER* (金長安大廈) in Chaoyang District, Beijing, and Kingdom Guorui* (國銳•金嶺), Fairyland (國銳境界) in Miyun, Beijing at Daxing District, Beijing, and North Garden* (北花園) at Gaobeidian, Chaoyang District, Beijing	物業：	北京朝陽區財滿街一期*、財滿街二期*、銳城國際大廈*、金長安大廈*、北京大興區北京雲雲國銳•金嶺*、國銳境界以及北京朝陽區高碑店北花園*
Nature of Transactions:	AOCEAN Property Management is responsible for (i) safekeeping of the keys of the vacant units; (ii) carrying out monthly inspections of the vacant units and keeping records accordingly; (iii) carrying out monthly cleaning of the vacant units; and (iv) inspecting the vacant units during bad weather conditions; (v) providing security services; and (vi) maintaining and managing facilities and assets for public use, etc.	交易性質：	澳西物業管理負責：(i)保管空置單位之鑰匙；(ii)每月視察空置單位及作出相應記錄；(iii)每月清潔空置單位；(iv)於惡劣天氣狀況下視察空置單位；(v)提供保安服務；及(vi)維護和管理公共設施及資產等

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	Moreover, for particular property units, AOCEAN Property Management will also provide initial clean up services after completion of their construction (the "Initial Clean Up Services").		此外，就特定物業單位而言，澳西物業管理亦將於建築完工後提供初始清潔服務(「初始清潔服務」)。
Fees:	The management fee ranges from RMB1.25 to RMB32.0 per square meter per month for different types of commercial and residential property units, payable on a quarterly basis	費用：	視乎不同種類之商業及住宅物業單位，管理費介乎每月每平方米人民幣1.25元至人民幣32.0元之間，其須每季支付
	For the Initial Clean Up Services, AOCEAN Property Management charges a fee calculated based on its actually incurred disbursement plus a margin of 10%.		就初始清潔服務而言，澳西物業管理將收取費用，乃根據其實際產生的支出加利潤率10%計算。
Transaction amount during the Year:	RMB31,643,000 (equivalent to approximately HK\$35,577,385)	於本年度交易金額：	人民幣31,643,000元(相當於約35,577,385港元)
Annual cap:	For the three years ended 31 December 2020 are RMB54,620,000, RMB60,083,000 and RMB66,091,000, respectively	全年上限：	截至二零二零年十二月三十一日止三個年度：分別為人民幣54,620,000元、人民幣60,083,000元及人民幣66,091,000元

* For identification purpose only

* 僅供識別

The transaction was announced by the Company in its announcement dated 20 October 2017 and approved by independent shareholders at the general meeting of the Company held on 19 December 2017.

該交易發表於本公司日期為二零一七年十月二十日之公佈並經獨立股東於本公司二零一七年十二月十九日召開之股東大會上批准。

The 2018 New Property Management Agreement has expired on 31 December 2020.

二零一八年新物業管理協議已於二零二零年十二月三十一日到期。

2018 Kingdom Guorui Sales Office Management Agreement

二零一八年國銳•金嶺銷售辦事處管理協議

Date:	20 October 2017	日期：	二零一七年十月二十日
Parties:	(1) AOCEAN Property Management (2) Beijing Guorui Property (Note 1)	訂約方：	(1) 澳西物業管理 (2) 北京國銳(附註1)
Term:	From 1 January 2018 to 31 December 2020 (both days inclusive)	年期：	二零一八年一月一日至二零二零年十二月三十一日 (首尾兩日包括在內)
Premises:	Kingdom Guorui* (國銳•金嶺) – sales office and ancillary areas at Beijing Economic and Technological Development Area, Daxing District, Beijing	物業：	北京市大興區北京經濟技術開發區國銳•金嶺銷售辦事處及附屬地方
Nature of Transactions:	AOCEAN Property Management is responsible for (i) welcoming and arranging customers to visit the show flats; (ii) coordinating services related to sales activities; (iii) the security, hygiene and concierge services of the property; (iv) the daily operation, management and maintenance of the common parts including the restaurants, bars and other amenities facilities and common facilities; (v) maintenance of the hygiene and security of the common parts of the property; (vi) refuse collection and disposal; (vii) maintenance and management of the greenery of the property, and so on.	交易性質：	澳西物業管理負責：(i) 迎接及安排客人參觀示範單位；(ii) 統籌有關銷售活動的服務；(iii) 有關物業之保安、衛生及禮賓服務；(iv) 公共地方之日常運作、管理及保養，包括餐廳、酒吧及其他康樂設施及公共設施；(v) 保持有關物業之公共地方的衛生及保安；(vi) 收集垃圾及處置；(vii) 保養及管理有關物業之綠化地帶等。
Fees:	Beijing Guorui Property shall bear the following expenses, disbursements, costs and fees, which are paid by AOCEAN Property Management in advance and settled between the parties quarterly:	費用：	北京國銳須承擔以下開支、開銷、成本及費用，其先由澳西物業管理支付，並由有關各方每季結算：
	(i) the expenses incurred in the course of providing services to the property, including all supplies, materials and labour costs;	(i)	就有關物業提供服務的過程中所招致的開支，包括所有供應品、材料及人工成本；
	(ii) disbursements including the costs incurred for external wall cleaning, floor brightening, maintenance of the exterior greenery as well as power charges and replacement costs of facilities;	(ii)	開銷，包括就清潔外牆、地板打蠟、保養室外綠化地帶所招致的成本，以及電費及設施更換成本；

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(iii) the costs of acquiring the fixed assets, equipment and facilities necessary for the additional services if Beijing Guorui Property requests AOCEAN Property Management to provide additional services or themed activities related to sales; and

(iii) (倘若北京國銳要求澳西物業管理提供額外服務或有關銷售的主題活動)就額外服務購買所需固定資產、設備及設施之成本;及

(iv) the relevant taxation and profit margin of 10% over the actual costs and expenses incurred in the course of managing the property.

(iv) 在管理有關物業的過程中所招致的有關稅項及實際成本及開支的10%的利潤。

Transaction RMB3,480,000 (equivalent to approximately amount during HK\$3,912,692) the Year:

於本年度 人民幣3,480,000元(相當交易金額: 於約3,912,692港元)

Annual cap: For the three years ending 31 December 2020 are RMB6,160,000, RMB6,776,000 and RMB7,454,000, respectively

全年上限: 截至二零二零年十二月三十一日止三個年度: 分別為人民幣6,160,000元、人民幣6,776,000元及人民幣7,454,000元

* For identification purpose only

* 僅供識別

The transaction was announced by the Company in its announcement dated 20 October 2017 and approved by independent shareholders at the general meeting of the Company held on 19 December 2017.

該交易發表於本公司日期為二零一七年十月二十日之公佈並經獨立股東於本公司二零一七年十二月十九日召開之股東大會上批准。

The 2018 Kingdom Guorui Sales Office Management Agreement has expired on 31 December 2020.

二零一八年國瑞•金嶺銷售辦事處管理協議於二零二零年十二月三十一日期滿。

2021 New Heat Supply Services Agreement

二零二一年新供暖服務協議

Date: 2 November 2020

日期: 二零二零年十一月二日

Parties: (i) AOCEAN Property Management
(ii) Beijing Guorui Property (for itself and for and on behalf of the Beijing Guorui Group) (Note 1)

訂約方: (i) 澳西物業管理
(ii) 北京國銳(為其本身及代表北京國銳集團)(附註1)

Term: From 1 January 2021 to 31 December 2023 (both days inclusive)

年期: 自二零二一年一月一日至二零二三年十二月三十一日(包括首尾兩日)

<p>Nature of Transactions:</p>	<p>AOCEAN Property Management shall provide heat supply and maintenance services to the members of Beijing Guorui Group. AOCEAN Property Management's responsibilities include (i) overseeing the daily operation and provision of repair and maintenance services of the heat exchange station and facilities and the pipeline network located in the property projects developed by Beijing Guorui Group, namely Fortune Street Phase One* (財滿街一期), Fortune Street Phase Two* (財滿街二期), Fortune Street Phase Three* (財滿街三期) and Golden Tower* (金長安大廈) in Chaoyang District, Beijing; Guorui Square* (國銳廣場) and Kingdom Guorui* (國銳•金嶺) in Daxing District, Beijing; and North Garden* (北花園) at Gaobeidian, Chaoyang District, Beijing; and (ii) ensuring that the heat supply complies with governmental guidelines and standards, etc.</p>	<p>交易性質：</p> <p>澳西物業管理須向北京國銳集團成員公司提供供暖及維修服務。澳西物業管理之責任包括：(i)監督位於北京國銳集團所發展之物業項目(即北京朝陽區財滿街一期*、財滿街二期*、財滿街三期及金長安大廈*；北京大興區國銳•金嶺*；以及北京朝陽區高碑店北花園*)的換熱站及設施以及管道網絡的日常運作以及提供維修保養之服務；及(ii)確保所提供之暖氣符合政府指引及標準等。</p>
	<p>AOCEAN Property Management charges the individual owners/tenants of the property units directly for those units which are occupied. The relevant members of the Beijing Guorui Group will be responsible for the fees of the vacant units or units occupied by Beijing Guorui Group within the aforesaid property projects</p>	<p>有關已佔用物業單位，澳西物業管理直接向物業單位之個別業主/租戶收取費用。北京國銳集團有關成員公司將負責上述物業項目內空置單位或北京國銳集團所佔用單位之費用</p>
<p>Fees:</p>	<p>Residential properties: RMB18 to RMB30 per square meter per heat supply season depending on the property project, payable on annual basis</p> <p>Commercial properties: RMB25.2 to RMB50.4 per square meter per heat supply season depending on the property project, payable on annual basis</p>	<p>費用：</p> <p>住宅物業：根據物業項目，每個供暖季節每平方米人民幣18元至人民幣30元，其須每年支付</p> <p>商用物業：根據物業項目，每個供暖季節每平方米人民幣25.2元至人民幣50.4元，其須每年支付</p>
<p>Annual cap:</p>	<p>For the three years ending 31 December 2021 are RMB10,000,000, RMB11,000,000 and RMB12,100,000, respectively</p>	<p>全年上限：</p> <p>截至二零二一年十二月三十一日止三個年度：分別為人民幣10,000,000元、人民幣11,000,000元及人民幣12,100,000元</p>

* For identification purpose only

* 僅供識別

The transaction was announced by the Company in its announcements dated 2 November 2020, 23 November 2020, 4 December 2020 and 23 December 2020 and approved by independent shareholders at the general meeting of the Company held on 23 December 2020.

該交易發表於本公司日期為二零二零年十一月二日、二零二零年十一月二十三日、二零二零年十二月四日及二零二零年十二月二十三日之公佈並經獨立股東於本公司二零二零年十二月二十三日召開之股東大會上批准。

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2021 New Property Management Agreement

Date: 2 November 2020

Parties: (1) AOCEAN Property Management
(2) Beijing Guorui Property (for itself and for and on behalf of the Beijing Guorui Group) (Note 1)

Term: From 1 January 2021 to 31 December 2023 (both days inclusive)

Premises: Fortune Street Phase One* (財滿街一期), Fortune Street Phase Two* (財滿街二期), Fortune Street Phase Three* (財滿街三期) and Golden Tower* (金長安大廈) in Chaoyang District, Beijing; Guorui Square* (國銳廣場), and Kingdom Guorui* (國銳•金瑣) in Daxing District, Beijing; North Garden* (北花園) at Gaobeidian, Chaoyang District, Beijing; and Project Majuqiao* (馬駒橋項目) at Tongzhou District, Beijing

Nature of Transactions: AOCEAN Property Management is responsible for (i) safekeeping of the keys of the vacant units; (ii) carrying out monthly inspections of the vacant units and keeping records accordingly; (iii) carrying out monthly cleaning of the vacant units; (iv) inspecting the vacant units during bad weather conditions; (v) providing security services; and (vi) maintaining and managing facilities and assets for public use, etc.

Moreover, for particular property units, AOCEAN Property Management will also provide initial clean up services after completion of their construction (the "Initial Clean Up Services").

Fees: The management fee ranges from RMB0.49 to RMB33.6 per square meter per month for different types of property units, payable on an annual basis

二零二一年新物業管理協議

日期：二零二零年十一月二日

訂約方：(1) 澳西物業管理
(2) 北京國銳(為其本身及代表北京國銳集團)(附註1)

年期：自二零二一年一月一日至二零二三年十二月三十一日(包括首尾兩日)

物業：北京朝陽區財滿街一期*、財滿街二期*、財滿街三期*及金長安大廈*；北京大興區國銳廣場*及國銳•金瑣*；北京朝陽區高碑店北花園*；及北京通州區馬駒橋項目*

交易性質：澳西物業管理負責：(i)保管空置單位之鑰匙；(ii)每月視察空置單位及作出相應記錄；(iii)每月清潔空置單位；(iv)於惡劣天氣狀況下視察空置單位；(v)提供保安服務；及(vi)維護和管理公共設施及資產等

此外，就特定物業單位而言，澳西物業管理亦將於建築完工後提供初始清潔服務(「初始清潔服務」)。

費用：視乎不同種類之物業單位，管理費介乎每月每平方米人民幣0.49元至人民幣33.6元之間，其須每年支付

For the Initial Clean Up Services, AOCEAN Property Management charges a fee calculated based on its actually incurred disbursement plus a margin of 10%.

就初始清潔服務而言，澳西物業管理將收取費用，乃根據其實際產生的支出加利潤率10%計算。

Annual cap: For the three years ending 31 December 2021 are RMB47,500,000, RMB52,250,000 and RMB57,475,000, respectively

全年上限：截至二零二一年十二月三十一日止三個年度：分別為人民幣47,500,000元、人民幣52,250,000元及人民幣57,475,000元

* For identification purpose only

* 僅供識別

The transaction was announced by the Company in its announcements dated 2 November 2020, 23 November 2020, 4 December 2020 and 23 December 2020 and approved by independent shareholders at the general meeting of the Company held on 23 December 2020.

該交易發表於本公司日期為二零二零年十一月二日、二零二零年十一月二十三日、二零二零年十二月四日及二零二零年十二月二十三日之公佈並經獨立股東於本公司二零二零年十二月二十三日召開之股東大會上批准。

For details of the 2021 New Heat Supply Services Agreement and the 2021 New Property Management Agreement, please refer to the announcements of the Company dated 2 November 2020, 23 November 2020, 4 December 2020 and 23 December 2020 and the circular of the Company dated 4 December 2020.

有關二零二一年新供暖服務協議及二零二一年新物業管理協議之詳情，請參閱本公司日期為二零二零年十一月二日、二零二零年十一月二十三日、二零二零年十二月四日及二零二零年十二月二十三日之公佈以及本公司日期為二零二零年十二月四日之通函。

Note 1: 北京國銳房地產開發公司(Beijing Guorui Property Development Company Limited*, or "Beijing Guorui Property", which together with its subsidiaries and associates, as the "Beijing Guorui Group") is a connected person of the Company by virtue of Mr. Wei Chunxian (the chairman of the Board, executive Director and the controlling shareholder of the Company) being the ultimate beneficial owner of approximately 91% equity interest in Beijing Guorui Property (the remaining equity interest of approximately 9% being indirectly held by Mr. Sun Zhongmin (an executive director of the Company)), and Ms. Liu Shuhua (an executive director of the Company) being a director of Beijing Guorui Property.

附註1：因為本公司董事局主席、執行董事兼控股股東魏純暹先生為北京國銳房地產開發有限公司(「北京國銳」，連同其附屬公司及聯營公司統稱為「北京國銳集團」)約91%股權之最終實益擁有人(其餘約9%股權則由本公司執行董事孫仲民先生間接持有)及本公司執行董事劉淑華女士為北京國銳之董事，因此，北京國銳為本公司之關連人士。

(2) Renewed Guorui Hotel Tenancy Agreement I

As disclosed in the announcements of the Company dated 16 July 2019 and 1 August 2019, Beijing Shengyu Technology Development Co., Ltd.* (北京勝域科技發展有限公司), a company of which 91% interest indirectly held by Mr. Wei Chunxian ("WE PRC Subsidiary B") and Beijing Guorui Hotel Management Co., Ltd.* (北京國銳酒店管理有限公司), a wholly-owned subsidiary of the Company ("Guorui Hotel Management") had entered into the Guorui Hotel Management Tenancy Agreement I, which expired on 31 July 2019. On 1 August 2019, WE PRC Subsidiary B and Guorui Hotel Management had entered into the Renewed Guorui Hotel Tenancy Agreement I to renew the Guorui Hotel Tenancy Agreement I.

Date:	1 August 2019
Landlord:	WE PRC Subsidiary B
Tenant:	Guorui Hotel Management
Premises:	No. 101-102 of the 1st Floor, No. 101-103 of the 1st Floor of Basement, No. 201-210 of the 2nd floor of Basement, No.3 of Building 1, Ronghua South Road, Beijing Economic and Technological Development Zone, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓一層101-102號、負一層101-103號、負二層201-210號)
Gross floor area:	23,525.54 square meters

(2) 經重續國銳酒店租賃協議一

誠如本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈所披露，北京勝域科技發展有限公司(「WE中國附屬公司B」，魏純暹先生間接持有其91%的權益)及北京國銳酒店管理有限公司(「國銳酒店管理」，本公司的全資附屬公司)已訂立國銳酒店租賃協議一，該協議於二零一九年七月三十一日到期。於二零一九年八月一日，WE中國附屬公司B及國銳酒店管理已訂立經重續國銳酒店租賃協議一，以重續國銳酒店租賃協議一。

日期：	二零一九年八月一日
房東：	WE中國附屬公司B
租戶：	國銳酒店管理
物業：	中國北京市北京經濟技術開發區榮華南路1號院3號樓一層101-102號、負一層101-103號、負二層201-210號
總樓面面積：	23,525.54平方米

REPORT OF THE DIRECTORS 董事局報告書

Term:	From 1 August 2019 to 31 July 2022	年期：	二零一九年八月一日至二零二二年七月三十一日
Rent:	RMB846,919.44 per month (equivalent to approximately HK\$965,488.16) to be payable monthly in advance	租金：	每月人民幣 846,919.44 元 (相當於約 965,488.16 港元)，須每月提前支付
	The monthly rental payment of the Renewed Guorui Hotel Tenancy Agreement I was determined between the parties with reference to, among other things, the current market rent for similar properties in the vicinity.		經重續國銳酒店租賃協議一的每月租金由訂約方參考 (其中包括) 附近類似物業的現時市場租金釐定。
Total rental payment payable during the term:	RMB30,489,099.84 (equivalent to approximately HK\$34,757,573.82)	於年期內應付的租金總額：	人民幣 30,489,099.84 元 (相當於約 34,757,573.82 港元)
Usage:	Office and operation	用途：	辦公及營運

The Company recognized the total rental fees payable under the Renewed Guorui Hotel Tenancy Agreement I as the value of the right-of-use assets on the financial statements of the Group in accordance with HKFRS 16 "Leases". Accordingly, the transactions contemplated under the Renewed Guorui Hotel Tenancy Agreement I are regarded as an acquisition of asset by Guorui Hotel Management for the purpose of the Listing Rules.

本公司將根據香港財務報告準則第16號「租賃」於本集團財務報表確認經重續國銳酒店租賃協議一項下應付租賃費用總額為使用權資產的價值。因此，就上市規則而言，經重續國銳酒店租賃協議一項下擬進行之交易將被視為國銳酒店管理的資產收購。

REPORT OF THE DIRECTORS

董事局報告書

Since WE PRC Subsidiary B is a company indirectly held by Mr. Wei Chunxian as to 91% and therefore an associate of Mr. Wei Chunxian, the Renewed Guorui Hotel Tenancy Agreement I and the transactions contemplated thereunder constituted an acquisition of assets from connected person under the Listing Rules.

As Mr. Wei Chunxian and Mr. Sun Zhongmin are considered having a material interest in the Renewed Guorui Hotel Tenancy Agreement I, they had abstained from voting at the Board resolutions approving the Renewed Guorui Hotel Tenancy Agreement I and the transactions contemplated thereunder.

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transaction contemplated under the Renewed Guorui Hotel Tenancy Agreement I exceed 0.1% but are below 5%, the transaction contemplated under the Renewed Guorui Hotel Tenancy Agreement I is therefore exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and disclosed in its circular dated 30 September 2019.

The tenancy agreement has been terminated on 31 December 2020 and the rent payable for the period from 1 January 2020 to 31 December 2020 has been waived by the landlord. The tenancy agreement has then been renewed for a term of one year (i.e. from 1 January 2021 to 31 December 2021); but since the highest applicable percentage ratio set out in Rule 14.07 of the Listing Rules in respect of the renewal transaction is less than 0.1%, such transaction is fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

由於WE中國附屬公司B由魏純暹先生間接持有91%，因此為魏純暹先生之聯繫人，故經重續國銳酒店租賃協議一及其項下擬進行之交易將根據上市規則構成自關連人士之資產收購。

由於魏純暹先生及孫仲民先生被視為於經重續國銳酒店租賃協議一擁有重大權益，彼等已就批准經重續國銳酒店租賃協議一及其項下擬進行之交易之董事局決議案放棄投票。

由於上市規則第14.07條所載有關經重續國銳酒店租賃協議一項下擬進行之適用百分比率超過0.1%但低於5%，故經重續國銳酒店租賃協議一項下擬進行之交易獲豁免遵守上市規則第14A章項下通函(包括獨立財務意見)及股東批准規定。

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈以及披露於日期為二零一九年九月三十日之通函。

租賃協議已於二零二零年十二月三十一日終止，且業主已放棄收取自二零二零年一月一日起至二零二零年十二月三十一日止期間的應付租金。租賃協議已續簽一年(即自二零二一年一月一日起至二零二一年十二月三十一日止)，但由於上市規則第14.07條所載的有關續期交易的最高適用百分比率低於0.1%，因此該交易須全面豁免遵守上市規則第14A章項下的股東批准、年度審閱及所有披露規定。

B. Continuing connected transactions subject to annual review and disclosure requirements under Chapter 14A.60 of the Listing Rules

(1) Guorui Hotel Tenancy Agreement II

Date:	5 July 2017
Landlord:	WE PRC Subsidiary B
Tenant:	Guorui Hotel Management
Premises:	No.3 of Building 1, Ronghua South Road, Beijing Economic and Technological Development Zone, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓)
Gross floor area:	18 square meters
Term:	From 5 July 2017 to 4 July 2020
Rent:	RMB1,095 per month, calculated based on the rate of RMB2 per day per square meter

The monthly rent of Guorui Hotel Tenancy Agreement II was determined between the parties with reference to, among other things, the then current market rent at the time payable for similar properties in the vicinity.

B. 須遵守年度審核及上市規則第14A.60條披露規定之持續關連交易

(1) 國銳酒店租賃協議二

日期：	二零一七年七月五日
房東：	WE中國附屬公司B
租戶：	國銳酒店管理
物業：	中國北京市北京經濟技術開發區榮華南路1號院3號樓
總樓面面積：	18平方米
年期：	二零一七年七月五日至二零二零年七月四日
租金：	每月人民幣1,095元，乃根據每平方米每日人民幣2元的利率計算

國銳酒店租賃協議二的每月租金由訂約方經參考(其中包括)附近類似物業應付的當時市場租金釐定。

REPORT OF THE DIRECTORS 董事局報告書

The annual rental payments paid and to be payable by Guorui Hotel Management to WE PRC Subsidiary B are as follows:

國銳酒店管理每年向WE中國附屬公司B已付及應付租金如下：

	From 5 July 2017 to 31 December 2017	From 1 January 2018 to 31 December 2018	From 1 January 2019 to 31 December 2019	From 1 January 2020 to 4 July 2020
	二零一七年 七月五日至 二零一七年 十二月 三十一日	二零一八年 一月一日至 二零一八年 十二月 三十一日	二零一九年 一月一日至 二零一九年 十二月 三十一日	二零二零年 一月一日至 二零二零年 七月四日
Annual rental amount (in RMB)	6,480	13,140	13,140	6,696
(approx. in HK\$)	7,387.2	14,979.6	14,979.6	7,633.4
Usage: Office	用途：辦公			

Since WE PRC Subsidiary B is a company indirectly held by Mr. Wei Chunxian as to 91% and therefore an associate of Mr. Wei Chunxian, the Guorui Hotel Tenancy Agreement II and the transactions contemplated thereunder constituted continuing connected transaction of the Company under the Listing Rules.

由於WE中國附屬公司B由魏純暹先生間接持有91%，因此為魏純暹先生的聯繫人，故國銳酒店租賃協議二及其項下擬進行的交易根據上市規則構成本公司的持續關連交易。

As disclosed in the announcement of the Company dated 16 July 2019, pursuant to Rule 14A.60 of the Listing Rules, the transactions contemplated under the Guorui Hotel Tenancy Agreement II are subject to all applicable reporting, annual review and disclosure requirements under Chapter 14A of the Listing Rules.

誠如本公司日期為二零一九年七月十六日之公佈所披露，根據上市規則第14A.60條，國銳酒店租賃協議二項下擬進行的交易須遵守上市規則第14A章項下所有適用的申報、年度審核及披露規定。

The transaction was announced by the Company in its announcement dated 16 July 2019 and disclosed in its circular dated 30 September 2019.

該交易發表於本公司日期為二零一九年七月十六日之公佈以及披露於日期為二零一九年九月三十日之通函。

The tenancy agreement has been renewed for a term of three years (i.e. from 5 July 2020 to 4 July 2023) (the "Renewed Agreement"); but since the highest applicable percentage ratio set out in Rule 14.07 of the Listing Rules in respect of such renewal transaction is less than 0.1%, such transaction is fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

租賃協議已續簽三年(即自二零二零年七月五日起至二零二三年七月四日止)(「經重續協議」)，但由於上市規則第14.07條所載的有關續期交易的最高適用百分比率低於0.1%，因此該交易須全面豁免遵守上市規則第14章項下的股東批准、年度審閱及所有披露規定。

The Renewed Agreement has been terminated on 31 December 2020 and the rent payable for the period from 1 January 2020 to 31 December 2020 has been waived by the landlord. The Renewed Agreement has then been further renewed for a term of one year (i.e. from 1 January 2021 to 31 December 2021); but since the highest applicable percentage ratio set out in Rule 14.07 of the Listing Rules in respect of such renewal transaction is less than 0.1%, such transaction is fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

(2) Ruilai Tenancy Agreement

Date: 13 June 2017

Landlord: WE PRC Subsidiary B

Tenant: Beijing Ruilai Recreational Fitness Company Limited, a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company

Premises: No.103-105 on the First Floor, No.3 of Building 1, Ronghua South Road, Beijing Economic and Technological Development Zone, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓103-105)

Gross floor area: 50 square meters

Term: From 13 June 2017 to 12 June 2020

Rent: RMB8,100 per month, calculated based on the rate of RMB5.4 per day per square meter

經重續協議已於二零二零年十二月三十一日終止，且業主已放棄收取自二零二零年一月一日起至二零二零年十二月三十一日止期間的應付租金。經重續協議已續簽一年（即自二零二一年一月一日起至二零二一年十二月三十一日止），但由於上市規則第14.07條所載的有關續期交易的最高適用百分比率低於0.1%，因此該交易須全面豁免遵守上市規則第14A章項下的股東批准、年度審閱及所有披露規定。

(2) 銳萊租賃協議

日期：二零一七年六月十三日

房東：WE中國附屬公司B

租戶：北京銳萊康體健身有限公司，一間於中國成立的有限公司及一間本公司全資擁有的附屬公司

物業：中國北京市北京經濟技術開發區榮華南路1號院3號樓103-105

總樓面面積：50平方米

年期：二零一七年六月十三日至二零二零年六月十二日

租金：每月人民幣8,100元，乃根據每平方米每日人民幣5.4元的價格計算

REPORT OF THE DIRECTORS 董事局報告書

The annual rental payments paid and payable by Ruilai Recreational to WE PRC Subsidiary B are as follows:

銳萊康體每年向WE中國附屬公司B已付及應付租金如下：

		From 13 June 2017 to 31 December 2017 二零一七年 六月十三日至 二零一七年 十二月 三十一日	From 1 January 2018 to 31 December 2018 二零一八年 一月一日至 二零一八年 十二月 三十一日	From 1 January 2019 to 31 December 2019 二零一九年 一月一日至 二零一九年 十二月 三十一日	From 1 January 2020 to 12 June 2020 二零二零年 一月一日至 二零二零年 六月十二日
Annual rental amount (in RMB)	年租金 (人民幣)	49,532	97,200	97,200	43,673
(approx. in HK\$)	(約港元)	56,466	110,808	110,808	49,787

The monthly rent of Ruilai Tenancy Agreement was determined after arm's length negotiation between the parties with reference to, among other things, the then current market rent at the time payable for similar properties in the vicinity.

銳萊租賃協議的每月租金由訂約方參考(其中包括)附近類似物業應付的當時市場租金經公平磋商後釐定。

Usage: Office and operation

用途：辦公及營運

Since WE PRC Subsidiary B is a company indirectly held by Mr. Wei Chunxian as to 91% and therefore an associate of Mr. Wei Chunxian, the Ruilai Tenancy Agreement and the transactions contemplated thereunder constituted continuing connected transaction of the Company under the Listing Rules.

由於WE中國附屬公司B由魏純暹先生間接持有91%，因此為魏純暹先生的聯繫人，故銳萊租賃協議及其項下擬進行的交易根據上市規則構成本公司的持續關連交易。

As disclosed in the announcement of the Company dated 16 July 2019, pursuant to Rule 14A.60 of the Listing Rules, the transactions contemplated under the Ruilai Tenancy Agreement are subject to all applicable reporting, annual review and disclosure requirements under Chapter 14A of the Listing Rules.

誠如本公司日期為二零一九年七月十六日之公佈所披露，根據上市規則第14A.60條，銳萊租賃協議項下擬進行的交易須遵守上市規則第14A章項下所有適用的申報、年度審核及披露規定。

The transaction was announced by the Company in its announcement dated 16 July 2019 and disclosed in its circular dated 30 September 2019.

該交易發表於本公司日期為二零一九年七月十六日之公佈以及披露於日期為二零一九年九月三十日之通函。

The tenancy agreement has been renewed for a term of one year (i.e. from 13 June 2020 to 12 June 2021); but since the highest applicable percentage ratio set out in Rule 14.07 of the Listing Rules in respect of the renewal transaction is less than 0.1%, such transaction is fully exempt from shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

A summary of the significant related party transactions which were undertaken in the normal course of business are set out in note 38 to the consolidated financial statements. For those related party transactions that constituted connected transactions or continuing connected transactions (as the case may be) (other than those described in the section above headed "Connected Transaction and Continuing Connected Transactions") under the Listing Rules, these transactions are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this report in accordance with Rule 14A.56 of the Listing Rules. The Company has provided a signed copy of the said letter to the Stock Exchange.

Save as disclosed otherwise, the related party transactions and continuing related party transactions as disclosed in note 38 to the consolidated financial statements do not constitute connected transactions or continuing connected transactions as defined under Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company maintained sufficient public float as required under the Listing Rules throughout the Year.

租賃協議已續簽一年(即自二零二零年六月十三日起至二零二一年六月十二日止),但由於上市規則第14.07條所載的有關續期交易的最高適用百分比率低於0.1%,因此該交易須全面豁免遵守上市規則第14A章項下的股東批准、年度審閱及所有披露規定。

關聯方交易

在正常業務運作中進行之重大關聯方交易的概要載於綜合財務報表附註38內。有關根據上市規則構成關連交易或持續關連交易(視屬何情況而定)之關聯方交易(在上文「關連交易及持續關連交易」一節內所述者除外),其根據上市規則第14A章獲豁免遵守有關申報、年度審核、公告及獨立股東批准的規定。

本公司核數師獲委聘根據由香港會計師公會發出之香港鑑證委聘準則第3000號「歷史財務資料審核或審閱以外的鑑證委聘」及實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」就本集團之持續關連交易作出匯報。根據上市規則第14A.56條,核數師已經發出無保留意見函件,當中載有其有關本集團在本報告內披露之持續關連交易的結果及結論。本公司已經將上述函件已簽署的副本送交聯交所。

除另有披露者外,於綜合財務報表附註38披露之關聯方交易及持續關聯方交易並不構成上市規則第14A章所界定之關連交易或持續關連交易。

足夠公眾持股量

於本公佈日期,根據本公司得悉之公開資料及董事所悉,於整個年度,本公司一直按上市規則之規定維持充足之公眾持股量。

REPORT OF THE DIRECTORS

董事局報告書

EVENT AFTER THE REPORTING PERIOD

Pursuant to a sale and purchase agreement entered into between GR UK Holdings Limited, a direct wholly-owned subsidiary of the Company, and an independent third party dated 8 January 2021, GR UK Holdings Limited agreed to dispose of all the issued shares of GR Properties UK Limited to the independent third party for a consideration of £30,960,000 (equivalent to approximately HK\$325,876,000). The disposal was completed on 8 January 2021. Further details are set out in the Company's announcements dated 8 January 2021 and 26 January 2021 and the Company's circular dated 26 February 2021.

Save as otherwise disclosed, the Group does not have any material subsequent event after the Year and up to the date of this report.

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF CONTROLLING SHAREHOLDER

Pursuant to a construction loan agreement (the "Construction Loan Agreement") entered into by and among East Pacific Properties LLC ("East Pacific Properties"), an indirect wholly-owned subsidiary of the Company as borrower, the Company as guarantor and a licensed bank as lender (the "Lender") effective on 27 September 2016, the Lender has agreed to provide a bank loan (the "Loan") in an aggregate amount of not exceeding eighteen million United States Dollars (US\$18,000,000.00) which shall be used to finance the direct construction costs and related expenses of the residential and retail buildings and relevant structures to be constructed on the land in Lots 1, 2, 3, 4, 5, 6 and 7 in Block 4 of The Chelsea Green Tract in the City of Santa Monica, County of Los Angeles, State of California of the US. The Loan shall be repaid in full on or before the maturity date (the "Maturity Date"), which is two (2) years after the day on which the Lender first advanced all or a portion of the Loan to East Pacific Properties. The Maturity Date may be extended twice, for periods of one year each, if there is no event of default then existing and East Pacific Properties has paid the Lender an extension fee as stipulated in the Construction Loan Agreement.

Pursuant to the Construction Loan Agreement, it shall constitute an event of default if Mr. Wei Chunxian, the controlling shareholder (has the meaning ascribed to it under the Listing Rules), an executive Director and the Chairman, does not maintain direct management in East Pacific Properties under which circumstance the Lender may in its absolute discretion declare all amounts owing by East Pacific Properties under the Construction Loan Agreement immediately due and payable.

報告期後事項

根據本公司的直接全資附屬公司 GR UK Holdings Limited 與獨立第三方訂立的日期為二零二一年一月八日的買賣協議，GR UK Holdings Limited 同意將 GR Properties UK Limited 的全部已發行股份以代價 30,960,000 英鎊（相當於約 325,876,000 港元）出售予獨立第三方。該出售事項於二零二一年一月八日完成。進一步詳情載於本公司日期為二零二一年一月八日及二零二一年一月二十六日之公佈以及本公司日期為二零二一年二月二十六日之通函。

除另有披露者外，本集團於本年度後且直至本報告日期並無任何重大後續事件。

與控股股東具體表現關連契諾的貸款協議

根據本公司的間接全資附屬公司 East Pacific Properties LLC（「East Pacific Properties」）（作為借款人）、本公司（作為擔保人）與持牌銀行（作為貸款人）（「貸款人」）訂立的一份於二零一六年九月二十七日生效的建造貸款協議（「建造貸款協議」），貸款人已經同意提供總額不超過一千八百萬美元（18,000,000.00 美元）的銀行貸款（「該筆貸款」），該筆貸款須用作撥付在一幅土地上建造住宅和零售建築物及有關結構的直接建造成本和相關開支，該幅土地位於美國加利福尼亞州洛杉磯聖莫尼卡市 Chelsea Green Tract 第 4 區地段 1、2、3、4、5、6 及 7。該筆貸款必須在到期日（「到期日」）或之前全數償還，到期日為貸款人首次把該筆貸款的全部或部分墊付給 East Pacific Properties 當天以後兩(2)年。如果到時候沒有發生失責事項，而 East Pacific Properties 已經按照建造貸款協議內所規定支付延期費給貸款人，則到期日可以推遲兩次，每次為期一年。

根據建造貸款協議，如果控股股東（具有上市規則賦予此詞之涵義）、執行董事兼主席魏純暉先生並沒有維持對 East Pacific Properties 的直接管理權，則構成失責事項，在該情況下，貸款人可以全權酌情宣告 East Pacific Properties 根據建造貸款協議所欠負的所有款項立即到期及須立即償還。

CORPORATE GOVERNANCE

The Company is committed to maintaining the quality of corporate governance so as to ensure better transparency of the Company, protection of shareholders' and stakeholders' rights and enhance shareholder value. In the opinion of the Board, the Company had complied with all code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules during the Year.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Having made specific enquiry of the Directors, all of the Directors have complied with, for any part of the accounting year covered by this report, the required standard set out in the Model Code.

DIRECTORS AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed under the sections headed "Connected Transaction and Continuing Connected Transactions" and "Related Party Transactions" of this report, there were no contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance (whether or not for the provision of services) in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

DIRECTORS' RIGHTS TO SUBSCRIBE SHARES OR DEBENTURES

Other than interests in share options of the Company as disclosed above, and in the share option schemes disclosed in this report, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives, or their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debenture of the Company or any other body corporate, and none of them had any right to subscribe for the securities of the Company or its associated corporations, or had exercised any such right during the Year.

企業管治

本公司致力維持企業管治質素，以確保本公司有更高透明度、保障股東及持份者權益以及提高股東價值。董事局認為，本公司於本年度已遵守上市規則附錄十四所載《企業管治守則》項下之所有守則條文。

遵守標準守則

本公司已採納上市規則附錄十所載之標準守則作為其有關董事進行證券交易的守則。在向董事作出特定查詢後，在本報告所涵蓋之會計年度的任何部分，各董事已經遵守標準守則所訂的標準，惟企業管治報告內所披露者除外。

董事及控權股東於合約之權益

除本報告「關連交易及持續關連交易」及「關聯方交易」章節所披露者外，本公司或本公司之任何附屬公司概無於本年度結束時或本年度任何時間訂立與本公司業務有關且董事於其中直接或間接擁有重大權益之重大合約，本公司或本公司之任何附屬公司亦概無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重大合約（無論是否就提供服務而言）。

董事認購股份或債券之權利

除上文披露本公司購股權之權益，及於本報告披露之購股權計劃外，本公司及其附屬公司並無於本年度期間參與任何安排，以致董事或高級管理人員或其配偶或其未滿18歲之子女，得以藉著購入本公司或其他機構之股份或債券而獲益。該等人士亦無持有任何權利認購本公司或其關連公司之證券，或於本年度期間行使任何該等權利。

REPORT OF THE DIRECTORS 董事局報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at 31 December 2020, none of the Directors was interested in any business, which competed or was likely to compete, either directly or indirectly, with the Group's businesses.

RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme in Hong Kong (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contributions under these schemes is available to reduce the contribution payable in future years. For details, please refer to, particulars of retirement benefits schemes of the Group are set out in note 2.4 (headed "Other employee benefits (pension scheme)") to the consolidated financial statements.

AUDITOR

The consolidated financial statements for the Year have been audited by Ernst & Young. A resolution for their re-appointment as the auditor of the Company will be proposed at the forthcoming annual general meeting.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Group for the Year were approved by the Board on 31 March 2021.

ON BEHALF OF THE BOARD

Wei Chunxian
Chairman

Hong Kong
31 March 2021

董事於競爭性業務之權益

於二零二零年十二月三十一日，概無董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

退休福利計劃

本集團按照香港強制性公積金計劃條例在香港為有資格參與強積金計劃的該等僱員實行了界定供款的強制性公積金退休福利計劃(「強積金計劃」)。供款按照僱員基本工資的一定百分比計算，並根據強積金計劃的規定在需要支付時在損益中扣除。本集團的僱主供款支付給強積金計劃後完全歸屬予僱員。按此計劃並無可被沒收之供款用作沖減將來之供款。有關之詳情，請參閱本集團退休福利計劃之詳情載於綜合財務報表附註2.4(「其他僱員福利(退休金計劃)」)。

核數師

於本年度之綜合財務報表已由安永會計師事務所任滿審核。一項有關續聘安永會計師事務所為本公司核數師的決議案，將於即將舉行之股東週年大會上提呈。

批准該等綜合財務報表

本集團於本年度的綜合財務報表已於二零二一年三月三十一日獲董事局批准。

承董事局命

魏純暉
主席

香港
二零二一年三月三十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



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Independent auditor's report

To the shareholders of GR Properties Limited

(Incorporated in the Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of GR Properties Limited (the "Company") and its subsidiaries (the "Group") set out on pages 140 to 268, 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

獨立核數師報告書

致國銳地產有限公司全體股東

(於香港註冊成立之有限公司)

意見

我們已審核第140至268頁載列的國銳地產有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表。綜合財務報表包括於二零二零年十二月三十一日的綜合財務狀況表以及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、綜合現金流量表及綜合財務報表附註，包括重大會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團在二零二零年十二月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現和綜合現金流量，並已遵照香港公司條例妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核工作。在這些準則下，我們的責任會在本報告中「核數師就審核綜合財務報表須承擔的責任」中進一步詳述。根據香港會計師公會之專業會計師道德守則(簡稱「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審核憑證是充足和適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書



KEY AUDIT MATTERS

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

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.

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。此等事項是在我們在審核綜合財務報表整體上和作出意見時進行處理的，而不會就此等事項單獨發表意見。下文載有我們的審計如何處理以下各項事項的資料。

我們已履行本報告「核數師就審核綜合財務報表須承擔的責任」一節所述的責任，包括有關該等事項的責任。因此，我們的審計包括執行為應對綜合財務報表重大錯報風險的評估而設的程序。審計程序的結果包括處理以下事項的程序，為我們就隨附的綜合財務報表的審計意見提供基礎。



KEY AUDIT MATTERS (continued)

Key audit matter

Impairment assessment of trade and lease receivables

At 31 December 2020, the Group had trade and lease receivables of approximately HK\$92,827,000, which mainly arose from the provision of property management services and leasing of investment properties.

Significant management's judgements and estimates on the amount of expected credit losses at the reporting date were involved in determining the recoverability of these trade and lease receivables for impairment assessment.

Related disclosures are included in notes 3 and 20 to the consolidated financial statements.

How our audit addressed the key audit matter

In relation to the impairment assessment of trade and lease receivables, we obtained an understanding of the credit loss provisioning methodology adopted by the Group and assessed the reasonableness of the allowance for the expected credit losses estimated by management with reference to the history of debtors' settlement patterns and ageing analysis of the trade and lease receivables.

We tested, on a sample basis, the ageing analysis of the trade and lease receivables prepared by management; circulated and obtained direct debtor confirmations; and checked the settlement status subsequent to the reporting period.

We also considered the adequacy of the disclosures in the consolidated financial statements in connection with the impairment of trade and lease receivables.

關鍵審核事項(續)

主要審核事宜

應收貿易及租賃賬款的減值評估

於二零二零年十二月三十一日，貴集團應收貿易及租賃賬款約為92,827,000港元，其主要產生自提供物業管理服務及租賃投資物業。

就減值評估釐定該等應收貿易及租賃賬款時涉及重大管理層於本報告日期有關預期信貸虧損金額的判斷及估計。

相關披露載於綜合財務報表附註3及20。

核數師如何解決主要審核事宜

就應收貿易及租賃賬款的減值評估而言，我們已獲取貴集團採用的信貸虧損撥備方法，並參考債務人結算模式的歷史及應收貿易及租賃賬款的賬齡分析，評估管理層估計的預期信貸虧損撥備的合理性。

我們亦抽樣檢測管理層編製的應收貿易及租賃賬款賬齡分析；分發並獲得直接債務人確認書；及核實報告期後續結算情況。

我們亦已考慮於綜合財務報表中有關應收貿易及租賃賬款的減值的披露的妥善性。



KEY AUDIT MATTERS (continued)

Key audit matter

Estimation of fair value of investment properties

In accordance with the accounting policies of the Group, investment properties are stated at fair value. At 31 December 2020, the carrying amounts of the Group's investment properties (including a property included in a disposal group held for sale) amounted to approximately HK\$4,980,658,000, which represented 74% of the total assets of the Group. The valuation process is inherently subjective, and dependent on a number of estimates. The Group engaged external professionally qualified valuers to perform the valuation for the investment properties.

Related disclosures are included in notes 3, 14 and 24 to the consolidated financial statements.

How our audit addressed the key audit matter

We considered the objectivity, independence and competence of the valuation experts.

We assessed the appropriateness of the valuation methodology adopted by the valuers and evaluated the data used as inputs for the valuations and performed market value benchmarking against comparable properties.

We involved our internal valuation experts to assist us in evaluating the assumptions and methodologies for the valuation of the investment properties held by the Group.

We considered the adequacy of the disclosures in the consolidated financial statements in respect of the fair value measurement of the investment properties.

關鍵審核事項(續)

主要審核事宜

投資物業的公平值估計

根據 貴集團會計政策，投資物業按公平值呈列。於二零二零年十二月三十一日，貴集團投資物業(包括計入持作出售之出售組別的一處物業)的賬面值約為4,980,658,000港元，佔 貴集團總資產的74%。估值過程帶有主觀性，並取決於大量估計。 貴集團聘用外部專業合資格估值師為投資物業進行估值。

相關披露載於綜合財務報表附註3、14及24。

核數師如何解決主要審核事宜

我們已考慮估值專家的客觀性、獨立性及能力。

我們已評估估值師採納的估值方法的適當性及評估作為輸入數據用於估值的數據，且對可資比較物業進行市值基準測試。

我們讓我們的內部估值專家協助我們評估估值 貴集團持有的投資物業涉及的假設及方法。

我們已考慮於綜合財務報表中有關投資物業之公平值計量的披露的妥善性。



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 HKFRSs issued by the HKICPA and 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.

年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料(綜合財務報表及我們就此發出的核數師報告除外)。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，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有重大不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

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香港會計師公會頒佈的香港財務報告準則及香港公司條例編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事負責評估貴公司持續經營的能力，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，或別無其他實際的替代方案。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書



RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, 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.

董事就綜合財務報表須承擔的責任 (續)

審核委員會協助 貴公司董事履行監督 貴集團財務報告過程的責任。

核數師就審核綜合財務報表須承擔 的責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照香港公司條例第405條僅向 閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果按合理預期而錯誤陳述個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。



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

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

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

核數師就審核綜合財務報表須承擔 的責任(續)

在根據香港審計準則進行審計的過程中，我們運用了職業判斷，保持了職業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足及適當的審計憑證，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較因錯誤而導致的重大錯誤陳述的風險為高。
- 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合適性及作出會計估計及相關披露資料的合理性。



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

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審核綜合財務報表須承擔 的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。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關注綜合財務報表中的相關披露資料，假若有關披露資料不足，則我們須出具非無保留意見的核數師報告。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映交易及事項。
- 就貴集團實體或業務活動的財務資料獲取充分、適當的審計憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們對審計意見承擔全部負責。

我們與審核委員會溝通計劃審計範圍、時間安排、重大審計發現等事項，包括我們於審計期間識別出內部控制的任何重大缺陷。



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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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 CHENG Man.

Ernst & Young
Certified Public Accountants
Hong Kong
31 March 2021

核數師就審核綜合財務報表須承擔 的責任(續)

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道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性的關係及其他事項，以及在適用的情況下，為消除威脅而採取的行動或相關的防範措施。

就與審核委員會溝通的事項而言，我們釐定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期於我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告書的審計項目合夥人為鄭敏。

安永會計師事務所
執業會計師
香港
二零二一年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Notes	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		附註		
REVENUE	收入	5	322,026	373,327
Other income and gains, net	其他收入及收益，淨額	6	11,040	44,453
Cost of inventories sold	已售存貨成本		(6,001)	(22,538)
Employee benefit expenses	員工福利費用	8	(70,561)	(96,705)
Marketing expenses	營銷費用		(3,320)	(1,973)
Depreciation and amortisation	折舊及攤銷	8	(24,295)	(31,079)
Utilities, repairs and maintenance and rental expenses	公共事業、維修及保養以及租金開支		(120,298)	(141,098)
Reversal of impairment/(impairment) of trade and lease receivables, net	應收貿易及租賃賬款減值撥回/(減值)，淨額	20(b)	(3,492)	2,395
Other operating expenses, net	其他經營費用，淨額		(43,806)	(46,159)
Remeasurement gain upon transfer of certain properties held for sale to investment properties	若干持作出售物業轉為投資物業後之重新計量收益	14(c)	124,882	301,460
Fair value loss of investment properties, net	投資物業公平值虧損，淨額	14, 24(a)	(5,838)	(142,174)
Finance costs	財務費用	7	(112,599)	(57,797)
PROFIT BEFORE TAX	稅前溢利	8	67,738	182,112
Income tax	所得稅	11	(67,058)	(84,030)
PROFIT FOR THE YEAR	本年度溢利		680	98,082
Attributable to:	下列人士應佔：			
Shareholders of the Company	本公司股東		552	98,599
Non-controlling interests	非控股權益		128	(517)
			680	98,082
EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY	本公司股東應佔每股盈利	12		
Basic (HK cents)	基本(港仙)		0.02	3.08
Diluted (HK cents)	攤薄(港仙)		0.02	2.19

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註			
PROFIT FOR THE YEAR		本年度溢利	680	98,082
OTHER COMPREHENSIVE INCOME/(LOSS)		其他全面收益／(虧損)		
<i>Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:</i>		以後期間可能重分類至損益的其他全面收益／(虧損)：		
Debt investments at fair value through other comprehensive income:		按公平值計入其他全面收益的債務投資：		
Changes in fair value	17	公平值變動	(967)	1,424
Reclassification adjustment for gain on disposal included in profit or loss	17	計入損益的出售收益之重新分類調整	(144)	(1,761)
			(1,111)	(337)
Exchange differences on translation of foreign operations		換算海外經營業務產生之匯兌差額	152,950	(134,768)
<i>Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods</i>		以後期間可能重分類至損益的其他全面收益／(虧損)淨額	151,839	(135,105)
<i>Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:</i>		以後期間將不會重分類至損益的其他全面收益／(虧損)：		
Changes in fair value of a building in property and equipment and a leasehold land in right-of-use assets	13	物業及設備樓宇以及租賃土地使用權資產的公平值變動	-	22,420
Income tax effect	30	所得稅影響	-	(5,605)
<i>Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods</i>		以後期間將不會重分類至損益的其他全面收益淨額	-	16,815
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX		本年度其他全面收益／虧損，扣除稅項	151,839	(118,290)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		本年度全面收益／虧損總額	152,519	(20,208)
Attributable to:		下列人士應佔：		
Shareholders of the Company		本公司股東	151,028	(19,307)
Non-controlling interests		非控股權益	1,491	(901)
			152,519	(20,208)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2020 二零二零年十二月三十一日

			2020 二零二零年	2019 二零一九年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	8,229	13,457
Investment properties	投資物業	14	4,653,309	4,179,648
Right-of-use assets	使用權資產	15	5,505	39,580
Computer software	電腦軟件	16	948	1,083
Non-current deposits	非流動訂金	21	1,188	1,119
Deferred tax assets	遞延稅項資產	30	12,196	11,975
			4,681,375	4,246,862
Total non-current assets	非流動資產總額			
CURRENT ASSETS	流動資產			
Properties held for sale	持作出售物業	18	1,073,920	1,182,025
Inventories	存貨	19	2,212	2,240
Trade and lease receivables	應收貿易及租賃賬款	20	92,827	33,574
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	21	119,078	54,140
Due from related parties	應收關聯方款項	22	69,839	49,874
Other tax recoverables	其他可收回稅項		72,200	69,277
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資	17	24,562	46,518
Pledged bank deposit	已抵押銀行存款	23	-	39,168
Cash and cash equivalents	現金及現金等價物	23	196,147	246,877
			1,650,785	1,723,693
Assets of a disposal group held for sale/non-current asset held for sale	持作出售之出售組別資產／持作出售之非流動資產	24	369,844	335,901
Total current assets	流動資產總額		2,020,629	2,059,594
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	25	42,327	37,477
Receipts in advance	預收款項	26	95,567	97,620
Other payables and accruals	其他應付款項及應計費用	27	137,799	112,153
Due to related parties	應付關聯方款項	22	360,648	139,579
Bank and other borrowings	銀行及其他借款	28	25,854	710,378
Income tax payables	應付所得稅		17,192	14,671
Other tax payables	其他應付稅項		4,387	5,241
			683,774	1,117,119
Liabilities directly associated with the assets classified as held for sale	與分類為持作出售之資產直接相關之負債	24	126,543	-
Total current liabilities	流動負債總額		810,317	1,117,119

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
NET CURRENT ASSETS	流動資產淨額		1,210,312	942,475
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		5,891,687	5,189,337
NON-CURRENT LIABILITIES	非流動負債			
Bank and other borrowings	銀行及其他借款	28	2,093,727	1,625,646
Liability component of perpetual convertible bonds	永久可換股債券之負債部分	29	51,197	49,945
Deferred tax liabilities	遞延稅項負債	30	157,447	76,949
Total non-current liabilities	非流動負債總額		2,302,371	1,752,540
Net assets	資產淨額		3,589,316	3,436,797
EQUITY	權益			
Equity attributable to shareholders of the Company	本公司股東應佔權益			
Share capital	股本	31	3,152,571	3,152,571
Equity component of perpetual convertible bonds	永久可換股債券之權益部分	29	1,078,217	1,078,217
Reserves	儲備	33	(664,841)	(815,869)
Non-controlling interests	非控股權益		3,565,947	3,414,919
			23,369	21,878
Total equity	權益總額		3,589,316	3,436,797

Wei Chunxian
魏純暹
Director
董事

Sun Zhongmin
孫仲民
Director
董事

Year ended 31 December 2020
截至二零二零年十二月三十一日止年度

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to shareholders of the Company 歸屬於本公司股東																						
		Equity component of perpetual convertible bonds		Share option		Capital reserve		Merger reserve		Investment revaluation reserve		Exchange fluctuation reserve		PRC statutory reserve		Accumulated losses		Total		Non-controlling interests		Total equity		
		Share capital	convertible bonds	option	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	reserve	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2020	於二零二零年一月一日	3,152,571	1,078,217	1,730	167,858	15	(178,236)	7,147	(514,451)	3,414,919	21,878	3,436,797												
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	552	128	680												
Other comprehensive income/(loss) for the year	本年其他全面收益/(虧損)：																							
Changes in fair value of debt investments at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資之公平值變動	-	-	-	-	(937)	-	-	-	(967)	-	(967)												
Reclassification adjustment for gain on disposal of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務投資之收益之重新分類調整	-	-	-	-	(144)	-	-	-	(144)	-	(144)												
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	151,587	-	-	151,587	1,363	152,950												
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	-	-	(1,111)	151,587	-	(1,111)	532	1,491	152,519												
Transfer to PRC statutory reserve	轉至中國法定儲備	-	-	-	-	-	-	-	-	-	-	-												
At 31 December 2020	於二零二零年十二月三十一日	3,152,571	1,078,217	1,730	167,858	(1,068)	(26,649)	7,147	(513,899)	3,655,947	23,369	3,589,316												

Year ended 31 December 2019
截至二零一九年十二月三十一日止年度

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to shareholders of the Company 歸屬於本公司股東																							
		Equity component of perpetual convertible bonds		Share option reserve		Capital reserve		Merger reserve		Property revaluation reserve		Investment revaluation reserve		Exchange fluctuation reserve		PRC statutory reserve		Accumulated losses		Total		Non-controlling interests		Total equity	
		Share capital	Convertible bonds	Share option reserve	Capital reserve	Merger reserve	Property revaluation reserve	Investment revaluation reserve	Exchange fluctuation reserve	PRC statutory reserve	Accumulated losses	Total	Non-controlling interests	Total equity											
		HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元	HK\$'000	千港元
At 1 January 2019	於二零一九年一月一日	3,146,571	1,084,013	1,730	165,572	(299,932)	346,322	362	(43,652)	3,611	(972,651)	3,431,736	22,779	3,454,515											
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income/(loss) for the year	本年度其他全面收益/(虧損)：																								
Changes in fair value of a building in property and equipment and a leasehold land in right-of-use assets, net of income tax	物業及設備之公平價值變動 (扣除所得稅)	-	-	-	-	-	16,815	-	-	-	-	16,815	-	16,815	-	-	-	-	-	-	-	-	-	-	16,815
Changes in fair value of debt investments at fair value through other comprehensive income	按公平值計入其他全面收益之債務投資之公平價值變動	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reclassification adjustment for gain on disposal of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益之債務投資之收益之重新分類調整	-	-	-	-	-	-	1,424	-	-	-	1,424	-	1,424	-	-	-	-	-	-	-	-	-	-	1,424
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	(1,761)	-	-	(1,761)	-	(1,761)	-	-	-	-	-	-	-	-	-	-	(1,761)
Total comprehensive income/(loss) for the year	本年度全面收益/(虧損)總額	-	-	-	-	-	16,815	(337)	(134,384)	-	99,599	(19,307)	(901)	(20,208)											(20,208)
Deemed capital contribution from related parties	關聯方之撥作注資	-	-	-	2,286	-	-	-	-	-	-	2,286	-	2,286											2,286
Issue of shares upon conversion of perpetual convertible bonds	轉授永久可換債券發行股份	-	-	-	-	-	-	-	-	-	-	-	-	-											-
Transfer to accumulated losses upon disposal of a subsidiary	出售一間附屬公司後轉至累計虧損	29(d)	6,000	(5,798)	-	-	-	-	-	-	-	-	-	204											204
Transfer to PRC statutory reserve	轉至中國法定儲備	-	-	-	-	-	(363,137)	-	-	-	363,137	-	-	-											-
At 31 December 2019	於二零一九年十二月三十一日	3,146,571	1,078,217	1,730*	167,658*	(299,932)*	-*	15*	(178,236)*	7,147*	(514,451)*	3,414,919	21,878	3,436,797											

* These reserve accounts comprise the consolidated negative reserves of HK\$664,841,000 (2019: HK\$815,869,000) in the consolidated statement of financial position as at 31 December 2020. 該等儲備賬包括於二零二零年十二月三十一日於綜合財務狀況表中之綜合負債備664,841,000港元(二零一九年:815,869,000港元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註			
CASH FLOWS FROM OPERATING ACTIVITIES		經營活動產生的現金流量		
Profit before tax		稅前溢利	67,738	182,112
Adjustments for:		調整項目：		
Finance costs	7	財務費用	112,599	57,797
Interest income	6	利息收入	(3,238)	(5,217)
Fair value gain recycled from equity upon disposal of debt investments at fair value through other comprehensive income	6	出售按公平值計入其他全面收益的債務投資後自權益收回的公平值收益	(144)	(1,761)
Loss on disposal of items of property, plant and equipment	8	出售物業、廠房及設備項目的虧損	27	9
Loss on lease modification		租賃變更的虧損	252	—
Depreciation of items of property, plant and equipment	8	物業、廠房及設備項目的折舊	5,885	12,365
Depreciation of right-of-use assets	8	使用權資產折舊	18,219	18,475
Amortisation of computer software	8	電腦軟件攤銷	191	239
Remeasurement gain upon transfer of certain properties held for sale to investment properties	14(c)	若干持作出售物業轉為投資物業後之重新計量收益	(124,882)	(301,460)
Fair value loss of investment properties, net	14, 24(a)	投資物業公平值虧損，淨額	5,838	142,174
Impairment/(reversal of impairment) of trade and lease receivables, net	20(b)	應收貿易及租賃賬款減值／(減值撥回)，淨額	3,492	(2,395)
Operating profit before working capital changes		營運資金變動前的經營溢利	85,977	102,338
Decrease in non-current deposits		非流動訂金減少	—	252
Decrease/(increase) in inventories		存貨減少／(增加)	158	(779)
Increase in trade and lease receivables		應收貿易及租賃賬款增加	(57,217)	(9,238)
Decrease/(increase) in prepayments, deposits and other receivables		預付款項、訂金及其他應收款項減少／(增加)	(62,531)	28,282
Decrease/(increase) in amounts due from related parties		應收關聯方款項減少／(增加)	9,887	(17,227)
Decrease/(increase) in other tax recoverables		其他應收稅項減少／(增加)	1,287	(22,466)
Increase/(decrease) in trade payables		應付貿易賬款增加／(減少)	3,439	(27,919)
Increase/(decrease) in receipts in advance		預收款項增加／(減少)	(5,135)	20,756
Increase in other payables and accruals		其他應付款項及應計費用增加	22,524	6,802
Increase in amounts due to related parties		應付關聯方款項增加	—	1,718
Decrease in other tax payables		其他應付稅項減少	(778)	(2,255)
Effect of foreign exchange rate changes, net		匯率變動影響淨額	15,581	(11,566)
Cash generated from operations		經營所得的現金	13,192	68,698
PRC corporate income tax paid		已付中國企業所得稅	(4,506)	(3,783)
UK income tax paid		已付英國所得稅	(4,702)	—
USA corporate income tax and withholding tax paid		已付美國企業所得稅及預繳稅	(154)	(493)
Net cash flows from operating activities		經營活動所得現金流量淨額	3,830	64,422

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Notes 附註		
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動產生的現金流量		
Interest received	已收利息	6	5,217
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	13	(4,077)
Addition of investment properties	添置投資物業	14	(250,286)
Purchase of computer software	購買電腦軟件	16	(448)
Acquisition of a subsidiary	收購一間附屬公司	34	529
Disposal of a subsidiary	出售一間附屬公司	34	(2,337)
Proceeds from the sale of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務投資所得款項	22,639	22,686
Purchases of debt investments at fair value through other comprehensive income	購買按公平值計入其他全面收益之債務投資	—	(45,371)
Net cash flows from/(used in) investing activities	投資活動所得/所用的現金流量淨額	14,625	(274,087)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動產生的現金流量		
Decrease in a pledged bank deposit	已質押銀行存款減少	38,997	—
Net bank loans	銀行貸款淨額	35(b) 38,083	1,579,138
Repayments of bank loans	償還銀行貸款	35(b) (8,000)	(1,502,122)
New loans from a shareholder	股東提供的新貸款	35(b) —	81,387
New loan from a financial institution	償還股東提供的新增貸款	35(b) 21,161	—
Short term advances from independent third parties	金融機構提供的新增貸款	35(b) —	29,453
Repayment of short term advances from independent third parties	償還獨立第三方短期墊款	35(b) —	(36,248)
Repayment of an interest-bearing a quasi-loan equity contributed by a limited partner of a subsidiary	償還附屬公司有限合夥人貢獻的計息準貸款權益	35(b) (194,510)	—
Advances from other related parties	其他關聯方之墊款	35(b) 209,959	35,263
Repayment of advances from other related parties	償還其他關聯方之墊款	(22,942)	—
Interest paid for bank loans	已付銀行貸款利息	(37,176)	(39,405)
Interest paid for a loan from a director-controlled entity	已付董事控制實體的貸款利息	(412)	—
Interest paid for the interest-bearing a quasi-loan equity contributed by a limited partner of a subsidiary	已付附屬公司有限合夥人貢獻的計息準貸款權益的利息	(55,881)	(16,018)
Payment of dividend of preference shares of a subsidiary	支付附屬公司優先股股息	7, 35(b) —	(1,093)
Repayment of preference shares of a subsidiary	償還附屬公司優先股	—	(15,403)
Principal portion of lease payments	租賃付款之主要部分	15 (19,821)	(3,451)
Net cash flows from/(used in) financing activities	融資活動所得/(所用)的現金流量淨額	(30,542)	111,501

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註		
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(12,087)	(98,164)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	246,877	345,163
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(263)	(122)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	234,527	246,877
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表中列示的現金及現金等價物	196,147	246,877
Cash and cash equivalents attributable to a disposal group held for sale	應佔持作出售之出售組別的現金及現金等價物	38,380	—
	24		
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表中列示的現金及現金等價物	234,527	246,877

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

1. CORPORATE AND GROUP INFORMATION

GR Properties Limited (the “Company”) is a limited liability company incorporated in Hong Kong and shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office and the principal place of business of the Company is located at Suite 1603, Wheelock House, 20 Pedder Street, Central, Hong Kong.

During the year ended 31 December 2020, the Company and its subsidiaries (collectively referred to as the “Group”) were involved in the following principal activities:

- property development and investment in the United Kingdom (the “UK”), the United States of America (the “USA”) and the mainland (“Mainland China”) of the People’s Republic of China (the “PRC”)
- provision of property management services in Mainland China
- operation and management of a leisure and lifestyle experience centre (the “Recreational Centre”) in Beijing, the PRC.

At 31 December 2020, the immediate holding company of the Company is Wintime Company Limited (“Wintime”), which is incorporated in the British Virgin Islands with limited liability, and, in the opinion of the directors, the ultimate holding company of the Company is Winluck Global Limited (“Winluck Global”), which is incorporated in the British Virgin Islands with limited liability.

1. 公司及集團資料

國銳地產有限公司(「本公司」)為一家於香港註冊成立之有限公司及其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司的註冊辦事處及主要營業地點位於香港中環畢打街20號會德豐大廈16樓1603室。

截至二零二零年十二月三十一日止年度，本公司及其附屬公司(統稱為「本集團」)主要從事下列業務：

- 英國(「英國」)、美利堅合眾國(「美國」)及中華人民共和國(「中國」)大陸(「中國大陸」)的物業發展及投資
- 在中國大陸提供物業管理服務
- 經營及管理中國北京市休閒及時尚生活體驗中心(「休閒中心」)。

於二零二零年十二月三十一日，本公司的直接控股公司為於英屬處女群島註冊成立之有限公司Wintime Company Limited(「Wintime」)，董事認為，本公司的最終控股公司為於英屬處女群島註冊成立之有限公司Winluck Global Limited(「Winluck Global」)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries

Particulars of the Company's principal subsidiaries, which are all indirectly held by the Company, as at 31 December 2020 are as follows:

1. 公司及集團資料(續)

有關主要附屬公司的資料

於二零二零年十二月三十一日，本公司主要附屬公司(均由本公司間接持有)的詳情如下：

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊和 經營地點	Issued ordinary share capital/ registered capital 已發行普通股本/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔 權益百分比	Principal activities 主要經營活動
East Pacific Properties LLC	Delaware, USA 美國特拉華	United States dollars ("US\$") 23,250,000 23,250,000美元	100%	Property investment 物業投資
GR Properties USA Inc.	Delaware, USA 美國特拉華	US\$1 1美元	100%	Property development and investment 物業發展及投資
Washington Motor LP	Nevada, USA 美國特拉華	US\$12,000,000 12,000,000美元	100%	Property development and investment 物業發展及投資
GR Properties UK Limited	British Virgin Islands/UK 英屬處女群島/英國	US\$1 1美元	100%	Property investment 物業投資
Talented Chief Limited	British Virgin Islands/UK 英屬處女群島/英國	US\$50,000 50,000美元	100%	Property investment 物業投資
北京萬港通科技發展有限公司*	PRC/Mainland China 中國/中國大陸	Renminbi ("RMB") 1,000,000 人民幣1,000,000元	100%	Property investment 物業投資
北京凱朋科技發展有限公司 ("Kaipeng Technology")# ("凱朋科技")	PRC/Mainland China 中國/中國大陸	RMB1,960,000 人民幣1,960,000元	99.90%	Sale of properties and property investment 物業銷售及物業投資
北京澳西物業管理有限公司#	PRC/Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	100%	Provision of property management services 提供物業管理服務
北京國銳酒店管理有限公司#	PRC/Mainland China 中國/中國大陸	RMB40,000,000 人民幣40,000,000元	100%	Operation of a leisure and lifestyle experience centre 運營休閒及時尚 生活體驗中心
北京水晶樹商務管理有限公司#	PRC/Mainland China 中國/中國大陸	RMB1,000,000 人民幣1,000,000元	100%	Provision of spa treatment service in a leisure and lifestyle experience centre 於休閒及時尚生活體驗 中心提供水療護理服務

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

- # These subsidiaries are registered as limited liability companies under PRC Law.
- ⊗ 50.02% and 48.98% equity interests of this entity are held by a wholly-owned subsidiary of the Group and a fund (the "Fund"), respectively.

The Fund is owned as to 33.33%, 66.57% and 0.1% by the Group, an independent third party (the "JV Partner") and a general partner of the fund, respectively, and its main asset is the 48.98% equity interest in Kaipeng Technology, which holds a commercial property located in Beijing, the PRC. Pursuant to the partnership agreement signed between the parties, the Group and the JV Partner shall pay RMB345 million and RMB690 million, respectively, as capital of the Fund.

Pursuant to a share transfer agreement and a supplementary agreement thereto entered into between the Group and the JV Partner on 23 April 2018 and 29 April 2020, respectively:

- (i) the Group has the right to acquire the 66.57% equity interest of the Fund held by the JV Partner at any time before 17 April 2022 (as extended by the supplementary agreement) at the consideration of the capital injected by the JV Partner plus an 8.9% return per annum up to 4 May 2020 and a 9.5% return per annum thereafter (the "Call Option"); and
- (ii) the JV Partner shall sell the 66.57% equity interest of the Fund held by it to the Group on 17 April 2022 (as extended by the supplementary agreement) at the consideration of the capital injected by it plus an 8.9% return per annum up to 4 May 2020 and a 9.5% return per annum thereafter (the "Put").

1. 公司及集團資料(續)

有關主要附屬公司的資料(續)

- # 該等附屬公司均根據中國法律註冊為有限公司。
- ⊗ 該實體的50.02%及48.98%的股權分別由本集團的一家全資附屬公司及一家基金(統稱「基金」)持有。

該基金分別由本集團、獨立第三方(「合營夥伴」)及該基金的普通合夥人持有33.33%、66.57%及0.1%權益及其主要資產為凱朋科技持有的48.98%的股權，凱朋科技持有位於中國北京的一處商用物業。根據訂約方簽署的合夥協議，本集團與合營夥伴應分別支付人民幣345,000,000元及人民幣690,000,000元作為該基金之資本。

根據本集團與合營夥伴分別於二零一八年四月二十三日及二零二零年四月二十九日簽訂的股份轉讓協議及補充協議：

- (i) 本集團有權於二零二零年四月十七日前的任何時間(已透過補充協議延後)收購合營夥伴所持該基金的66.57%股權，代價為合營夥伴注入的資本加直至二零二零年五月四日8.9%的年回報率及其後9.5%的年回報率(「認購期權」)；及
- (ii) 合營夥伴應於二零二零年四月十七日(已透過補充協議延後)向本集團出售其所持該基金的66.57%股權，代價為其注入的資本加直至二零二零年五月四日8.9%的年回報率及其後9.5%的年回報率(「認沽期權」)。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

The capital injected by the JV Partner to the Fund as at 31 December 2020 amounted to RMB472 million (2019: RMB646 million).

In addition, pursuant to a pledge agreement entered into between the Group and the JV Partner in April 2018, 104 out of 129 units of the commercial property held by Kaipeng Technology are pledged to the JV Partner for the capital injected by the JV Partner with a maximum guarantee amount of RMB690 million.

In the opinion of the directors of the Company, the above arrangements are, in substance, a loan arrangement to obtain finance from the JV Partner for the purchase of the commercial property owned by Kaipeng Technology. In addition, the Call Option and the Put are likely to give the Group present access to returns associated with the ownership interest in the Fund and also the indirect ownership interest in Kaipeng Technology held by the JV Partner. Accordingly, there is no non-controlling interest presented in equity in respect of the equity interest of the Fund held by the JV Partner and the Group consolidated the 99.9% equity interest in Kaipeng Technology in these financial statements. The Group then recognised a financial liability stated at amortised cost for the present value of the consideration to be payable to the JV Partner under the Call Option or the Put, as further disclosed in note 28(e) 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)

有關主要附屬公司的資料(續)

於二零二零年十二月三十一日，合營夥伴向該基金注資人民幣472,000,000元(二零一九年：人民幣646,000,000元)。

此外，根據本集團與合營夥伴於二零一八年四月訂立的抵押協議，凱朋科技持有的商用物業之129個單位中的104個單位，透過合營夥伴注資最高擔保金額人民幣690,000,000元抵押予合營夥伴。

本公司董事認為，上述安排實質上為一項貸款安排，旨在自合營夥伴處獲得融資，以購買凱朋科技擁有的商用物業。此外，認購期權及認沽期權很可能使本集團獲得與該基金所有權權益相關的回報以及合營夥伴持有的凱朋科技間接所有權權益。因此，該等財務報表並不存在與合營夥伴持有的該基金股權有關的非控股權益，而本集團於該等財務報表中合併凱朋科技99.9%的股權。誠如財務報表附註28(e)之進一步披露，本集團隨後根據認購期權或認沽期權就應付合營夥伴之代價的現值確認一項以攤銷成本列賬的金融負債。

上表所羅列的本公司附屬公司是董事認為對本集團本年業績產生主要影響或構成本集團淨資產主要部分的公司。董事認為，羅列其他附屬公司將使本詳情內容冗長，故不贅述。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for (i) investment properties (including a property classified in a disposal group held for sale or as a non-current asset held for sale) and debt investments at fair value through other comprehensive income which have been measured at fair value; (ii) a building and a leasehold land in the PRC which have been measured at revalued amounts; and (iii) a disposal group held for sale which is stated at the lower of its carrying amount and fair value less costs to sell, as further detailed in note 2.4 to the financial statements. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

2.1 編製基礎

該等財務報表是按照香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）和詮釋）、香港普遍採納之會計原則及香港公司條例編製。編製該等財務報表時，除(i)投資物業（包括分類為持作出售之出售組別或持作出售之非流動資產的物業）及按公平值計入其他全面收益的債務投資已按公平值計量；(ii)一處按重估值計量的於中國的樓宇及租賃土地；及(iii)持作出售之出售集團乃按賬面值及公平值減銷售成本（以較低者為準）列賬外，均採用歷史成本計價原則，進一步詳情載於財務報表附註2.4。除非另外說明，該等財務報表以港元（「港元」）列報，所有金額進位至最接近的千位數。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries 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. 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. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Profit or loss and each component of other comprehensive income are attributed to the shareholders of the Company 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 編製基礎(續)

綜合基礎

該等綜合財務報表包括本公司及其附屬公司截至二零二零年十二月三十一日止年度的財務報表。附屬公司指本公司直接或間接控制的實體(包括結構化實體)。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或享有可變回報，並且有能力運用對被投資方的權力(即是使本集團目前有能力主導被投資方的相關活動的現時權利)影響該等回報時，即取得控制權。

當本公司直接或間接擁有少於被投資方大多數的表決或類似權利，在評估其是否擁有對被投資方的權力時，本集團會考慮所有相關事實和情況，包括：

- (a) 與被投資方其他表決權持有者的合同安排；
- (b) 其他合同安排產生的權利；及
- (c) 本集團的表決權及潛在表決權。

附屬公司之財務報表於本公司相同報告期間編製。附屬公司業績由本集團獲得控制權當日起綜合入賬，及直至失去該控制權日期前持續綜合入賬。本集團已作出調整以消除任何可能存在的會計政策分歧。

損益及其他全面收益的各組成部分會歸屬於本公司股東及非控股權益，即使此舉引致非控股權益結餘為負數。本集團內部各公司之間交易有關的所有資產及負債、權益、收入、費用及現金流量於綜合賬目時全數抵銷。

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 accumulated losses, as appropriate, on the same basis as would be required if the Group has 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* (the "Conceptual Framework") and the following revised HKFRSs for the first time for the current year's financial statements:

Amendments to HKFRS 9,
HKAS 39 and HKFRS 7
香港財務報告準則第9號、
香港會計準則第39號及
香港財務報告準則第7號(修訂本)
Amendment to HKFRS 16
香港財務報告準則第16號(修訂本)
Amendments to HKAS 1 and
HKAS 8
香港會計準則第1號及
香港會計準則第8號(修訂本)

Interest Rate Benchmark Reform

利率基準改革

COVID-19-Related Rent Concessions (early adopted)

COVID-19相關租金優惠(獲提早採納)

Definition of Material

重大的定義

2.1 編製基礎(續)

綜合基礎(續)

如果事實及情況顯示上述控制的三項元素中一項或多項有變，則本集團會重新評估其是否仍然控制被投資方。附屬公司中不導致喪失控制權的所有者權益變動作為權益交易核算。

如果本集團失去對附屬公司的控制權，將終止確認：(i)附屬公司資產(包括商譽)和負債，(ii)非控股權益的賬面值及(iii)計入權益的累計折算差異；並確認：(i)收到代價的公平值，(ii)剩餘投資的公平值及(iii)在損益中確認由此產生的損益。本集團之前確認的其他全面收益構成部分應適當地重分類計入損益或累計虧損，基準與倘若本集團直接出售有關資產或負債所需者相同。

2.2 會計政策及披露變動

本集團就本年度財務報表首次採納二零一八年財務報告概念框架(「概念框架」)及以下經修訂香港財務報告準則：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the Conceptual Framework and the revised HKFRSs are described below:

- (a) 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 HKFRS 9, HKAS 39 and HKFRS 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.

2.2 會計政策及披露變動(續)

下文列出概念框架及經修訂香港財務報告準則的性質和影響：

- (a) 概念框架就財務報告和準則制定提供了一整套概念，並為財務報告編製者制定一致的會計政策提供指引，協助所有人理解和解讀準則。概念框架包括有關計量和報告財務績效的新章節，有關資產和負債終止確認的新指引，以及更新了有關資產和負債定義和確認的標準。該等框架亦闡明了管理、審慎和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。概念框架並無對本集團的財務狀況及表現產生任何重大影響。
- (b) 香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(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。該等修訂本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，該等修訂本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，該等修訂本並無對本集團的財務狀況及表現產生任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of the Conceptual Framework and the revised HKFRSs are described below: (continued)

- (c) Amendment to HKFRS 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. The Group early adopted the amendment on 1 January 2020 which did not have any impact on the financial position and performance of the Group.
- (d) Amendments to HKAS 1 and HKAS 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 會計政策及披露變動(續)

下文列出概念框架及經修訂香港財務報告準則的性質和影響：(續)

- (c) 香港財務報告準則第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該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二零二一年六月三十日或之前的付款；及(iii)其他租賃條款及條件並無實質變動。該修訂本於二零二零年六月一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。本集團已於二零二零年一月一日提早採納該修訂本，該修訂本並無對本集團的財務狀況及表現產生任何影響。
- (d) 香港會計準則第1號及香港會計準則第8號(修訂本)為重大一詞提供新定義。新定義指出，倘遺漏、錯誤陳述或掩蓋有關資料能被合理預期會影響一般目的財務報表的主要用戶基於該等財務報表所作出的決定，則有關資料即屬重大。修訂指明，重大性取決於資料之性質及牽涉範圍(或兩者都有)。該等修訂本並無對本集團的財務狀況及表現產生任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3
香港財務報告準則第3號(修訂本)
Amendments to HKFRS 9, HKAS 39,
HKFRS 7, HKFRS 4 and HKFRS 16
香港財務報告準則第9號、香港會計
準則第39號、香港財務報告準則
第7號、香港財務報告準則第4號及
香港財務報告準則第16號(修訂本)
Amendments to HKFRS 10 and
HKAS 28 (2011)
香港財務報告準則第10號及香港會計
準則第28號(二零一一年)(修訂本)
HKFRS 17
香港財務報告準則第17號
Amendments to HKFRS 17
香港財務報告準則第17號(修訂本)
Amendments to HKAS 1
香港會計準則第1號(修訂本)
Amendments to HKAS 16
香港會計準則第16號(修訂本)
Amendments to HKAS 37
香港會計準則第37號(修訂本)
Annual Improvements to
HKFRSs 2018-2020
二零一八年至二零二零年之
香港財務報告準則年度改進

Reference to the Conceptual Framework²
概念框架之提述²
Interest Rate Benchmark Reform — Phase 2¹

利率基準改革—第二階段¹

*Sale or Contribution of Assets between an Investor and
its Associate or Joint Venture⁴*
投資者與其聯營公司或合營企業之間的資產出售或注資⁴

Insurance Contracts³
保險合約³

Insurance Contracts^{3,6}
保險合約^{3,6}

Classification of Liabilities as Current or Non-current^{3,5}
負債分類為流動或非流動^{3,5}

Property, Plant and Equipment: Proceeds before Intended Use²
物業、廠房及設備：擬定用途前之所得款項²

Onerous Contracts — Cost of Fulfilling a Contract²
虧損性合約—履行合約之成本²

Amendments to HKFRS 1, HKFRS 9, Illustrative Examples
accompanying HKFRS 16, and HKAS 41²
香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準
則第16號相應闡釋範例及香港會計準則第41號(修訂本)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 HKAS 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 HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

2.3 已頒佈但尚未生效的香港財 務報告準則

本集團並未於該等財務報表中採納以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

Reference to the Conceptual Framework²

概念框架之提述²

Interest Rate Benchmark Reform — Phase 2¹

利率基準改革—第二階段¹

*Sale or Contribution of Assets between an Investor and
its Associate or Joint Venture⁴*

投資者與其聯營公司或合營企業之間的資產出售或注資⁴

Insurance Contracts³

保險合約³

Insurance Contracts^{3,6}

保險合約^{3,6}

Classification of Liabilities as Current or Non-current^{3,5}

負債分類為流動或非流動^{3,5}

Property, Plant and Equipment: Proceeds before Intended Use²

物業、廠房及設備：擬定用途前之所得款項²

Onerous Contracts — Cost of Fulfilling a Contract²

虧損性合約—履行合約之成本²

Amendments to HKFRS 1, HKFRS 9, Illustrative Examples
accompanying HKFRS 16, and HKAS 41²

香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準
則第16號相應闡釋範例及香港會計準則第41號(修訂本)²

- 1 於二零二一年一月一日或之後開始的年度期間生效
- 2 於二零二二年一月一日或之後開始的年度期間生效
- 3 於二零二三年一月一日或之後開始的年度期間生效
- 4 現並無釐定強制生效日期，惟可予提早採納
- 5 由於香港會計準則第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二零二零年十月修訂，使相應措詞保持一致而結論不變。
- 6 由於二零二零年十月刊發香港財務報告準則第17號(修訂本)，香港財務報告準則第4號已修訂以延長臨時豁免，允許保險人於二零二三年一月一日前開始的年度期間採用香港會計準則第39號而非香港財務報告準則第9號。

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

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

- (a) Amendments to HKFRS 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 issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 *Business Combinations* 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 HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies* if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(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香港財 務報告準則(續)

預期將適用於本集團的香港財務報告準則的進一步資料如下：

- (a) 香港財務報告準則第3號(修訂本)旨在以二零一八年六月發佈概念框架的提述取代先前編製及呈列財務報表的框架提述，而無需重大改變其要求。該等修訂本亦為香港財務報告準則第3號業務合併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香港會計準則第37號撥備、或有負債及或有資產或香港(國際財務報告詮釋委員會)－詮釋第21號徵費的負債及或然負債，採用香港財務報告準則第3號的實體應分別提述香港會計準則第37號或香港(國際財務報告詮釋委員會)－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。本集團預期於二零二二年一月一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 HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- (b) Amendments to HKAS 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.
- (c) Amendments to HKAS 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.

2.3 已頒佈但尚未生效的香港財 務報告準則(續)

- (b) 香港會計準則第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。該等修訂本於二零二三年一月一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。
- (c) 香港會計準則第16號(修訂本)禁止實體從物業、廠房及設備項目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。該等修訂本於二零二二年一月一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。

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

- (d) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 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香港財 務報告準則(續)

- (d) 香港會計準則第37號(修訂本)澄清，就根據香港會計準則第37號評估合約是否屬虧損性而言，履行合約之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。該等修訂本於二零二二年一月一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 HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- (e) *Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards*, HKFRS 9 (2014) *Financial Instruments*, Illustrative Examples accompanying HKFRS 16 *Leases*, and HKAS 41 *Agriculture*. Details of the amendments that are expected to be applicable to the Group are as follows:
- i. HKFRS 9 (2014): 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.
 - ii. HKFRS 16: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

2.3 已頒佈但尚未生效的香港財 務報告準則(續)

- (e) 二零一八年至二零二零年之香港財務報告準則年度改進載列香港財務報告準則第1號首次採納香港財務報告準則、香港財務報告準則第9號(二零一四年)金融工具、香港財務報告準則第16號租賃相應闡釋範例及香港會計準則第41號農業(修訂本)。預計適用於本集團的該等修訂本詳情如下：
- i. 香港財務報告準則第9號(二零一四年)：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。該等修訂本於二零二二年一月一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。
 - ii. 香港財務報告準則第16號：刪除香港財務報告準則第16號相應闡釋範例13中有關租賃物業裝修的出租人付款說明。此舉消除於採用香港財務報告準則第16號有關租賃激勵措施處理方面的潛在困惑。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

The Group measures investment properties (including a property classified in a disposal group held for sale or as a non-current asset held for sale) and debt investments 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 or paid to transfer a liability 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 or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability 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.

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.

2.4 主要會計政策摘要

公平值計量

於各報告期間末，本集團按公平值計量投資物業（包括分類為持作出售之出售組別或持作出售之非流動資產的物業）及按公平值計入其他全面收益的債務投資。公平值是指市場參與者在計量日的有序交易中，出售一項資產所能收到的或轉讓負債所支付的價格。公平值計量乃基於出售資產或轉讓負債的交易在相關資產或負債的主要市場進行，或在不存在主要市場的情況下，則在相關資產或負債的最有利市場進行的假定。主要市場（或最有利市場）應當是本集團能夠進入的市場。資產或負債的公平值乃基於市場參與者在對該資產或負債定價時（假設市場參與者以實現其經濟利益最大化的方式行事）所採用的假設計量。

非金融資產的公平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利用數據支持的估值技術去計量公平值，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。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

All assets and liabilities 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 主要會計政策摘要(續)

公平值計量(續)

在財務報表內計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言具有重要意義的最低層次輸入值在下列公平值層次內進行分類：

- Level 1 — 基於相同資產或負債在活躍市場上(未經調整)的報價
- Level 2 — 基於對公平值計量而言具有重要意義的最低層次輸入值乃直接或間接可觀察的估值技術
- Level 3 — 基於對公平值計量而言具有重要意義的最低層次輸入值乃不可觀察的估值技術

就持續於財務報表確認的資產而言，本集團於各報告期末透過(按對公平值計量整體而言具有重要意義的最低層次輸入值)重新評估分類，以決定層次制度中各個層次間是否有轉移。

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 holding company 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 other entity (or of a holding company, 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);

2.4 主要會計政策摘要(續)

關聯方

在下列情況下，則一方被視為與本集團有關：

- (a) 個人或與該個人關係密切的家庭成員與本集團相關連，如果該個人：
 - (i) 對本集團實施控制或共同控制；
 - (ii) 對本集團實施重大影響；或
 - (iii) 是本集團或其控股公司的關鍵管理人員的成員；

或

- (b) 如果適用以下任何情形，則某實體與本集團相關連：
 - (i) 該實體和本集團是同一集團的成員；
 - (ii) 某一實體是另一實體(或是該另一實體的控股公司、附屬公司或同系附屬公司)的聯營企業或合營企業；
 - (iii) 該實體和本集團都是相同第三方的合營企業；
 - (iv) 某一實體是第三方的合營企業並且另一實體是該第三方的聯營企業；
 - (v) 該實體是為本集團或與本集團關連的實體的僱員福利而設的離職後福利計劃；
 - (vi) 該實體受(a)項所述個人的控制或共同控制；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) (continued)

- (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 holding company of the entity); and
- (viii) the entity, or any member of a group of which it is part, provides key management personnel services to the Group or to a holding company of the Group.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than investment properties, deferred tax assets, properties held for sale, inventories, financial assets and 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 of 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 profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 主要會計政策摘要(續)

關聯方(續)

(b) (續)

- (vii) (a)(i)項所述的個人對該實體實施重大影響或是該實體(或該實體的控股公司)的關鍵管理人員的成員；及
- (viii) 向本集團或本集團母公司提供關鍵管理人員服務的實體或其所屬集團的任何控股公司。

非金融資產減值

除了投資物業、遞延稅項資產、持作出售物業、存貨、金融資產及劃分為持有待售處置組合外，如果一項資產存在減值跡象，或需要進行年度減值測試，則估計資產的可收回金額。資產可收回金額按該資產或現金產出單元的使用價值和公平值減出售費用兩者中的較大者計算，並按個別資產釐定，除非該資產不能產出基本上獨立於其他資產或資產組所產生的現金流入，這種情況下，可確定該資產所屬的現金產出單元的可收回金額。

只有資產賬面值超過其可收回金額時，才確認減值虧損。評估使用價值時，採用反映當前市場對資金時間價值和資產的特定風險的估價的稅前折現率，將估計未來現金流量折成現值。減值虧損於其產生期間的損益內扣除，惟資產按重估金額列賬則除外，在此情況下，減值虧損根據該重估資產的相關會計政策入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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 profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Property, plant and equipment and depreciation

Except for a building, which is stated at a revalued amount (being its fair value at the date of the revaluation less accumulated depreciation and any accumulated impairment losses), other items of property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, as further explained in the accounting policy for “Non-current asset and disposal group held for sale”. 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.

2.4 主要會計政策摘要(續)

非金融資產減值(續)

於每個報告期末評估是否有跡象表明以前確認的減值虧損可能已不存在或可能降低。如果存在上述跡象，則對可收回金額進行估計。對於一項除商譽外的資產來說，只有在用於確定資產可收回金額的估計發生變動時，以前確認的減值虧損才能轉回，但是由於該等資產的減值虧損的轉回而增加的資產賬面值，不應高於資產以前年度沒有確認減值虧損時的賬面值(減去攤銷/折舊)。這種減值虧損的轉回計入其發生當期的損益，惟資產按重估金額列賬則除外，在此情況下，減值虧損撥回根據該重估資產的相關會計政策入賬。

物業、廠房及設備及其折舊

除樓宇按重新估值(即重新估值日期的公平值減累計折舊及任何累計減值虧損之重估值計量)外，其他物業、廠房及設備項目按成本減去累計折舊和任何累計減值虧損計量。

倘物業、廠房及設備項目分類為持作出售，或倘其屬於分類為持作出售的出售組別的一部分，則無須折舊並根據香港財務報告準則第5號持作出售非流動資產及非持續經營業務入賬，誠如會計政策「持作出售的非流動資產及出售組別」進一步所述。物業、廠房及設備項目的成本包括其購買價格和將資產運抵指定地點並使其達到能夠按照預定的方式進行運作狀態的直接可歸屬成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to 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.

Valuation in relation to the building is performed frequently enough to ensure its the fair value does not differ materially from its carrying amount. Changes in the values of the building are dealt with as movements in the property 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 profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged. An annual transfer from the property revaluation reserve to accumulated losses is made for the difference between the depreciation based on the revalued carrying amount of the building and the depreciation based on the building's original cost. On disposal of a revalued asset, the relevant portion of the property revaluation reserve realised in respect of previous valuations is transferred to accumulated losses as a movement in reserves.

2.4 主要會計政策摘要(續)

物業、廠房及設備及其折舊(續)

物業、廠房及設備項目投入運行後發生的支出，比如維修和保養，通常在費用發生當期的損益中扣除。如果符合確認準則，則主要檢查的支出會作為替換資本化於資產賬面值。如果物業、廠房及設備的主要部分須定期替換，則本集團確認有關部分為獨立資產，其具有特定的使用年限及據此折舊。

本集團經常對大樓進行全面估值以確保其公平值與其賬面值不會有重大差異。大樓之價值變動會作物業重估儲備變動處理。倘按個別資產基準計算，該儲備總額不足以抵銷虧絀，則超出之虧絀將於損益中扣除，其後產生之任何重估盈餘按過往扣除之虧絀計入損益。每年從物業重估儲備轉撥至累計虧損乃根據樓宇重估賬面值所計算之折舊與根據樓宇原來成本所計算之折舊兩者之差額作出。於出售經重估資產時，就過往估值變現之物業重估儲備相關部分轉撥至累計虧損，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:

Building 樓宇	Over the shorter of the lease term and 2.5% 租賃期及2.5%的較短者
Leasehold improvements 租賃物業裝修	Over the shorter of the lease terms and 33.3% 租賃期及33.3%的較短者
Furniture, fixtures and office equipment 傢俬、裝置和辦公室設備	10% to 20% 10%至20%
Motor vehicles 汽車	20% 20%

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 profit or loss in the period the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策摘要(續)

物業、廠房及設備及其折舊(續)

各項物業、廠房及設備採用直線法在計算折舊的估計使用年限內削減其成本至其殘值。計算折舊之主要年期如下：

如果物業、廠房及設備項目的各部分具有不同使用年限，則在各部分間合理分配該項目的成本，且按各部分單獨計提折舊。於每個財政年度結算日，評估剩餘價值、使用年限和折舊方法，必要時進行調整。

物業、廠房及設備項目(包括初始確認的任何重大部分)一經處置或預期其使用或處置將不會帶來未來經濟利益，則終止確認。於資產終止確認期間內的損益確認的處置或報廢的任何損益乃淨銷售收入和相關資產賬面值之差。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties include both completed investment properties and investment properties under construction.

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.

Completed investment 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.

Investment properties under construction or development for future use as investment properties are classified as investment properties under construction. Such properties under construction are measured at cost, including transaction costs, and subsequent to initial recognition, are stated at fair value at the end of the reporting period when the fair value can be determined reliably.

2.4 主要會計政策摘要(續)

投資物業

投資物業包括已落成投資物業及在建中投資物業。

投資物業指就賺取租金收入及／或資本增值持有之土地及樓宇權益(包括符合投資物業定義持作使用權資產之租賃物業)，而非就生產或供應貨品或服務或就行政目的；或就於日常業務中銷售而持有。

已落成投資物業初始按成本計量，包含交易費用。初始確認後，投資物業按反映報告期末市場狀況的公平值計量。

在建中或發展中以供在未來作為投資物業使用的投資物業分類為在建中投資物業。該等在建中物業按成本(包括交易成本)計量，於初始確認後，在公平值能夠可靠釐定的報告期間末按公平值列賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties (continued)

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the period of the retirement or disposal.

For a transfer from inventories (i.e., properties under development or held for sale) to investment properties, any difference between the fair value of the property at the date of change in use and its previous carrying amount is recognised in profit or loss.

Non-current asset and disposal group held for sale

Non-current asset and a disposal group are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

An investment property classified as held for sale is measured at fair value, which reflects market conditions at the end of the reporting period.

A disposal group (other than an investment property and financial assets) classified as held for sale is measured at the lower of its carrying amount and fair value less costs to sell.

2.4 主要會計政策摘要(續)

投資物業(續)

投資物業公平值變動引起的損益於產生期間計入損益內。

已落成投資物業報廢或處置造成的損益在報廢或處置期間於損益內確認。

由存貨(即發展中物業或持作出售物業)轉為投資物業，而物業在使用變更日期的公平值與其過往之賬面值的任何差額於損益內確認。

持作出售的非流動資產及出售組別

若賬面值主要透過銷售交易收回價值而非持續使用，則分類為持作出售的非流動資產及出售組別。在此情況下，該資產及出售組別務必能以現況即時出售，出售條款僅可為一般慣例中出售有關資產或出售組別的條款，而銷售機會為相當大。歸類為出售組別的附屬公司所有資產及負債重新分類為持作出售，而不論出售後本集團有否保留所持前附屬公司的非控股權益。

分類為持作出售的投資物業以公平值計量，該公平值反映了報告期末的市場狀況。

分類為持作出售的出售組別(投資物業及金融資產除外)以其賬面值及公平值減出售成本兩者中的較低者計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 an identified asset for a period of time in exchange for consideration.

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 the straight-line basis over the lease terms and is included in revenue in 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.

Leases 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 主要會計政策摘要(續)

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約分類為租賃。

本集團作為出租人

本集團作為出租人時，於租賃開始時（或發生租賃變更時）將其各租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產擁有權所附帶的絕大部分風險及回報的租賃分類為經營租賃。倘合約包括租賃及非租賃部分，本集團根據相對獨立的售價基準將合約代價分配予各部分。租金收入於租賃期內按直線法列賬並根據其經營性質於損益內列為收入。於磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，並於租賃期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收入。

將相關資產擁有權所附帶的絕大部分風險及回報轉移至承租人的租賃列為融資租賃。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

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, the Group adopts the practical expedient not to separate a non-lease component and to account for the lease component and the associated non-lease component (e.g., property management services for leases of properties) as a single lease component.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Except for the right of use of a leasehold land which is stated at a revalued amount, being its fair value at the date of the revaluation less accumulated depreciation and any accumulated impairment losses, other 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 recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

2.4 主要會計政策摘要(續)

租賃(續)

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

於包含租賃部分及非租賃部分之合約開始或重新評估時，本集團採用實際權宜方法不區分非租賃部分及就租賃部分及相關非租賃部分(例如物業租賃的物業管理服務)入賬作為單一租賃部分。

(a) 使用權資產

於租賃開始日期確認使用權資產(即相關資產可供使用日期)。除以重估金額(即重估之日的公平值減累計折舊及任何累計減值虧損)列示的租賃土地使用權外，其他使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款項、已產生初步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取租賃優惠。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

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

Valuation in relation to the right of use of the leasehold land is performed frequently enough to ensure that its fair value does not differ materially from its carrying amount. Changes in the value of the right of use of the leasehold land are dealt with as movements in the property 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 profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged. An annual transfer from the property revaluation reserve to accumulated losses is made for the difference between the depreciation based on the revalued carrying amount of the right of use of the leasehold land and the depreciation based on the original cost of the right of use of the leasehold land. On disposal of a revalued right-of-use asset, the relevant portion of the property revaluation reserve realised in respect of previous valuations is transferred to accumulated losses as a movement in reserve.

Right-of-use assets are depreciated on the straight-line basis over the following depreciation periods, which are the shorter of the lease terms and the estimated useful lives of the assets:

Leasehold land
租賃土地
Office premises
辦公室物業
Motor vehicle
汽車

2.4 主要會計政策摘要(續)

租賃(續)

本集團作為承租人(續)

(a) 使用權資產(續)

本公司經常對租賃土地的使用權進行估值，以確保其公平值與賬面值並無重大差異。租賃土地使用權估值變動會作為物業重估儲備變動處理。倘按個別資產基準計算，該儲備總額不足以抵銷虧絀，則超出之虧絀將於損益扣除，其後產生之任何重估盈餘按過往扣除之虧絀計入損益。每年從物業重估儲備轉撥至累計虧損乃根據租賃土地使用權重估賬面值所計算之折舊與根據租賃土地使用權原來成本所計算之折舊兩者之差額作出。於出售經重估使用權資產時，就過往估值變現之物業重估儲備相關部分轉撥至累計虧損，列作儲備變動。

使用權資產於下列折舊期內(按租賃期及資產估計使用年期(以較短者為準))按直線法計提折舊：

40 years
四十年
1 to 5 years
一至五年
3 years
三年

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(a) *Right-of-use assets (continued)*

If ownership of the leased asset is transferred to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "Investment properties".

The Group's right-of-use assets are presented on the face of the consolidated statement of financial position.

(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.

2.4 主要會計政策摘要(續)

租賃(續)

本集團作為承租人(續)

(a) *使用權資產(續)*

倘於租賃期結束時租賃資產的擁有權轉讓至本集團或成本反映購買選擇權的行使，折舊則根據資產的估計可使用年期計算。

倘使用權資產符合投資物業之定義，該資產須計入投資物業。相應之使用權資產於開始時按成本計量，而其後須根據本集團對「投資物業」之政策按公平值計量。

本集團的使用權資產於綜合財務狀況表中列示。

(b) *租賃負債*

租賃負債乃於租賃開始日期按租賃期內將作出的租賃付款現值確認。租賃付款包括定額付款(含實質定額付款)減任何應收租賃優惠、取決於某一指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括合理確定將由本集團行使的購買選擇權之行使價及為終止租賃而支付的罰款(倘租賃期反映本集團正行使終止權)。並非取決於某一指數或比率的可變租賃付款於導致付款的事件或條件發生的期間確認為支出。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities (continued)

In calculating the present value of lease payments, the Group uses the interest rate implicit in the lease or, where that rate cannot be readily determined, the Group uses its incremental borrowing rate at the lease commencement date. 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.

The Group's lease liabilities are included in bank and other borrowings.

(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 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 the straight-line basis over the lease term.

2.4 主要會計政策摘要(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債(續)

在計算租賃付款的現值時，本集團使用租賃的隱含利率或，倘該利率無法可靠地釐定，則於租賃開始日期，本集團使用其增量借款利率。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在修改、租賃期變動、租賃付款變動(即指數或利率變動引起的未來租賃付款變動)或購買相關資產的選擇權之評估變動，則重新計量租賃負債的賬面值。

本集團的租賃負債計入銀行及其他借款。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其設備的短期租賃(即自租賃開始日期起計租賃期為十二個月或以下並且不包含購買選擇權的租賃)。低價值資產租賃的確認豁免亦應用於將被認為低價值的辦公室設備之租賃。

短期租賃的租賃付款及低價值資產的租賃於租賃期內按直線法確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Computer software

Computer software acquired separately is measured on initial recognition at cost. The useful lives of computer software are assessed to be finite.

Computer software is subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the computer software may be impaired. The amortisation period and the amortisation method for computer software is reviewed at least at each financial year end. The estimated annual rates of amortisation of computer software are 10%-25%.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, or at fair value through other comprehensive income, as appropriate.

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 and lease 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 and lease 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 HKFRS 15 *Revenue from Contracts with Customers* in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset (debt instrument) 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 (debt instruments) with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 主要會計政策摘要(續)

電腦軟件

單獨取得的電腦軟件在初始確認時按成本計量。電腦軟件的可使用年期被評估為有限。

電腦軟件其後按可使用經濟年期攤銷，並於有跡象顯示電腦軟件可能減值時評估減值。電腦軟件的攤銷期及攤銷方法至少在各財政年度末進行審查。估計電腦軟件的年攤銷率為10%至25%。

投資和其他金融資產

初始確認和計量

金融資產在初始確認時分類為後續按攤銷成本計量或按公平值計入其他全面收益(倘適用)。

初始確認金融資產分類取決於金融資產的合約現金流特徵，以及本集團管理金融資產的業務模式。除並未包含重大融資組成部分或本集團已實行權宜措施不調整重大融資組成部分影響的應收貿易及租賃賬款外，本集團初步按公允價值加(倘金融資產並非以公平值計量且其變動計入當期損益)交易成本計量金融資產。並未包含重大融資組成部分或本集團已實行權宜措施的應收貿易及租賃賬款根據下文「收入確認」所述政策按香港財務報告準則第15號客戶合約收入釐定的交易價計量。

須使現金流量僅為償還本金及未償還本金利息(「僅為償還本金及利息」)，方可分類為按攤銷成本計量或按公平值計入其他全面收益的金融資產(債務工具)。現金流量並非僅為償還本金及利息的金融資產(債務工具)按公平值計入損益分類並計量，而不論其業務模式如何。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets (debt instruments) refers to how it manages its financial assets (debt instruments) in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets (debt instruments), or both. Financial assets (debt instruments) classified and measured at amortised cost are held within a business model with the objective to hold financial assets (debt instruments) in order to collect contractual cash flows, while financial assets (debt instruments) 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 (debt instruments) 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.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

- (a) *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 profit or loss when the asset is derecognised, modified or impaired.
- (b) *Financial assets at fair value through other comprehensive income (debt instruments)*
For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in 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 profit or loss.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

初始確認和計量(續)

本集團管理金融資產(債務工具)的業務模式指本集團如何管理其金融資產(債務工具)以產生現金流量。業務模式釐定現金流量會否因收取合約現金流量、出售金融資產(債務工具)或因前述兩者而產生。分類為並按攤銷成本計量的金融資產(債務工具)在一個業務模式內持有，目的是持有金融資產(債務工具)以收取合約現金流量，而分類為並按公平值計入其他全面收益計量金融資產(債務工具)在一個業務模式內持有，目的是收取合約現金流量及出售。不屬於上述業務模式內持有的金融資產(債務工具)分類為並按公平值計入損益計量。

所有常規購買和出售金融資產於交易日(即本集團承諾購買或銷售該資產之日)確認。常規購買或出售金融資產指購買或出售需要在一般由法規或市場慣例確定的期間內移交資產。

後續計量

金融資產的後續計量取決於以下分類：

- (a) *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後續使用實際利率法計量，並可予減值。倘資產終止確認、修訂或減值，則收益及虧損於損益確認。
- (b) *按公平值計入其他全面收益的金融資產(債務工具)*
就按公平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。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment

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.

(a) *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).

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.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期獲得的所有現金流量的差額而釐定，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。

(a) *一般方法*

預期信貸虧損分兩個階段進行確認。就自初始確認以來信貸風險並無顯著增加的信貸敞口而言，會就未來十二個月內可能發生的違約事件而導致的信貸虧損(十二個月預期信貸虧損)計提預期信貸虧損撥備。就自初始確認以來信貸風險顯著增加的信貸敞口而言，不論何時發生違約，須就餘下風險年期內的預期信貸虧損計提虧損撥備(存續期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來是否顯著增加。在進行評估時，本集團比較金融工具於報告日期發生違約的風險及金融工具於初始確認日期發生違約的風險，同時考慮無需消耗過多費用或精力即可獲得之合理且可支持的資料，包括歷史及前瞻性資料。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment (continued)

(a) *General approach (continued)*

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

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.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

減值(續)

(a) *一般方法(續)*

就按公平值計入其他全面收益的債務投資而言，本集團應用低信貸風險簡化法。於各報告日期，本集團使用無需消耗過多費用或精力即可獲得之所有合理且可支持的資料，來評估債務投資是否被認為有低信貸風險。於作出該評估時，本集團重新評估債務投資的外部信貸評級。此外，本集團認為，當合約付款逾期超過30日時，信貸風險將大幅增加。

當合約付款逾期90天時，本集團認為金融資產違約。然而，在某些情況下，當內部或外部資料表明本集團在採取任何信貸提升措施前不太可能全額收回未付合約款項時，本集團亦可將一項金融資產視為違約。金融資產於並無合理預期可收回合約現金流量時撇銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment (continued)

(a) *General approach (continued)*

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 and lease receivables 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 主要會計政策摘要(續)

投資和其他金融資產(續)

減值(續)

(a) *一般方法(續)*

按攤銷成本計量的金融資產須按一般方法計提減值，且就計量預期信貸虧損而言分為以下幾個階段，惟採用下述簡易方法的應收貿易及租賃賬款除外。

第一階段 — 自初始確認以來信貸風險並無顯著增加的金融工具，其虧損撥備按相當於十二個月預期信貸虧損的金額計算

第二階段 — 自初始確認以來信貸風險顯著增加但並非信用減值的金融資產的金融工具，其虧損撥備按相等於存續期預期信貸虧損的金額計算

第三階段 — 在報告日期已發生信用減值的金融資產(但並非購買或初始信用減值的金融資產)，其虧損撥備按相等於存續期預期信貸虧損的金額計算

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment (continued)

(b) 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 lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

減值(續)

(b) 簡化方法

就並未包含重大融資組成部分或本集團已實行權宜措施不調整重大融資組成部分影響的應收貿易賬款而言，本集團在計算預期信貸虧損時採用簡化方法。根據簡化方法，本集團並不跟蹤信貸風險的變化，而是於每個報告日期基於存續期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗建立撥備矩陣，並根據債務人具體的前瞻性因素及經濟環境作出調整。

就應收租賃賬款而言，本集團選擇採用簡化方法作為根據上述政策計算預期信貸虧損的會計政策。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Derecognition

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
- 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 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.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

終止確認

在下列主要情況下，應終止確認金融資產(或，如適用，金融資產的一部分，或一組相類似金融資產的一部分)(即自本集團的綜合財務狀況表剔除)：

- 獲取資產所產生的現金流量的權利屆滿；或
- 本集團轉讓了獲取資產所產生的現金流量的權利，或在「轉移」安排下承擔了需無重大延誤地向第三方全額支付這些取得的現金流量的義務；並且(a)本集團實質上轉讓了與該資產相關的幾乎全部風險和回報，或(b)雖然本集團實質上既未轉讓亦未保留與該資產相關的所有風險和回報，但轉移了資產的控制權。

如果本集團轉讓了收取一項資產所產生的現金流量的權利，或已經訂立轉移安排，其評估其是否保留與擁有該資產相關的風險和回報以及有關程度。如果其既未實質上轉移亦未保留與該資產相關的幾乎全部風險和回報，也沒有轉移對該資產的控制權，本集團則根據其對該被轉讓資產的持續參與程度確認該項資產。在該情況下，本集團亦確認相關負債。轉讓的資產及相關負債按反映本集團保留的權利和義務的基準計量。

如果持續參與形式為對被轉讓資產提供擔保，則持續參與程度的計量是下述兩者中的較低者：資產的原賬面值和本集團可以被要求償還的代價的最大金額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are all classified, at initial recognition, as financial liabilities at amortised cost, which are recognised initially at fair value and net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in 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 profit or loss.

Derecognition

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 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.

2.4 主要會計政策摘要(續)

金融負債

初始確認和計量

金融負債在初始確認時分類為按攤銷成本計量的金融負債，其初始按公平值確認並且扣除直接應佔交易成本。

後續計量

初始確認後，金融負債後續採用實際利率法按攤銷成本計量，除非折現的影響不重大，這種情況下，它們按成本計量。在負債終止確認時及在實際利率攤銷過程中，產生的損益在損益中確認。

計算攤銷成本時，應考慮購買產生的任何折價或溢價，且包括作為實際利率不可或缺的費用和交易費用。實際利率攤銷包括在損益中的財務費用。

終止確認

如果金融負債的責任已履行、撤銷或屆滿，則對金融負債進行終止確認。

如果現有金融負債被同一貸款方以實質上幾乎全部不同條款的另一金融負債取代，或者現有負債的條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債和確認新負債處理，並且各自賬面值的差異在損益中確認。

金融工具的互相抵銷

如果以現時可行法定權利將確認的金額互相抵銷，並且打算以淨額為基礎結算，或同時變現該資產和清償該負債，則金融資產和金融負債會互相抵銷，淨額在財務狀況表中報告。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Perpetual convertible bonds

The component of perpetual convertible bonds that exhibits characteristics of a liability is recognised as a liability in the consolidated statement of financial position, net of transaction costs. On issuance of perpetual 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 financial liability at amortised cost. The remainder of the proceeds is allocated to the equity component of the perpetual convertible bonds that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the equity component of the perpetual convertible bonds is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the perpetual convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

Properties held for sale

Properties held for sale are intended to be held for sale and are classified as current assets.

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the estimated selling price based on prevailing market conditions less estimated costs to be incurred in marketing and selling the properties.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

2.4 主要會計政策摘要(續)

永久可換股債券

具有負債特徵的永久可換股債券部分於扣除交易成本後於綜合財務狀況表確認為負債。發行永久可換股債券時，負債部分的公平值採用等值不可換股債券的市場利率釐定；而該金額按攤銷成本入賬列為金融負債。餘下所得款項於扣除交易成本後分配至永久可換股債券之權益部分，該部分於股東權益內確認並計入其中。永久可換股債券之權益部分的賬面值不會於其後年度重新計量。交易成本於首次確認該等工具時按所得款項分配至負債及權益部分的比例在負債及永久可換股債券之權益部分之間分配。

持作出售物業

持作出售物業為擬持作出售並分類為流動資產。

持作出售物業按成本和可變現淨值兩者中較低者列賬。可變現淨值參考根據當前市場狀況估計的售價減去推廣及銷售物業產生的估計成本釐定。

存貨

存貨按成本與可變現淨值兩者之較低者入賬。成本乃根據先進先出法釐定。可變現淨值乃根據估計售價減出售事項將產生的任何估計成本計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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, and short term highly liquid investments 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.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

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 profit or loss.

2.4 主要會計政策摘要(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金和活期存款，以及流動性強、易轉換成已知金額的現金且價值變動風險很小的短期投資，且購買時到期日通常為三個月。

就綜合財務狀況表而言，現金及現金等價物包括並無限制使用用途的手頭及銀行現金(包括定期存款及與現金性質類同的資產)。

撥備

因過去事項而需要承擔現時義務(法定或推定)，而履行該義務很可能導致未來資源的流出，且該義務的金額能夠可靠地估計，則應確認撥備。

如果折現的影響重大，就撥備確認的金額應是未來履行義務預期所需支出在報告期末的現值。隨時間推移增加的折現現值金額計入損益的財務費用。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 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 all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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, 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.

2.4 主要會計政策摘要(續)

所得稅

所得稅包括即期稅項和遞延稅項。有關在損益以外確認的項目的所得稅，在損益以外(在其他全面收益或直接在權益中)確認。

即期稅項資產和負債，以在報告期末已執行的或實質上已執行的稅率(及稅法)為基礎，根據本集團經營所在國家的現行詮釋和相關常規，按照預期自稅務部門收回或向稅務部門支付的金額計量。

遞延稅項採用負債法，對報告期末的資產和負債稅務基礎及其出於財務報告目的的賬面值之間的所有暫時性差異作撥備。

所有應納稅暫時性差異均確認為遞延稅項負債，除非：

- 遞延稅項負債是由商譽或資產或負債於非業務合併交易的初始確認所產生，而在交易時既不影響會計溢利也不影響應納稅溢利或虧損；及
- 就與於附屬公司的投資相關的應納稅暫時性差異而言，如果能夠控制該暫時性差異轉回的時間安排並且暫時性差異在可預見的未來不會轉回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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, 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.

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

2.4 主要會計政策摘要(續)

所得稅(續)

所有可抵扣的暫時性差異、及結轉未利用的稅項抵免和任何未利用的稅務虧損確認為遞延稅項資產，但以很有可能應納稅溢利抵銷可抵扣的暫時性差異、結轉未利用的稅項抵免和未利用的稅務虧損為限，除非：

- 與可抵扣的暫時性差異有關的遞延稅項資產是由資產或負債於非業務合併交易的初始確認所產生，而在交易時既不影響會計溢利也不影響應納稅溢利或虧損；及
- 就與於附屬公司的投資相關的可抵扣的暫時性差異而言，遞延稅項資產確認為以暫時性差異將於可預見的未來轉回且有應納稅溢利可用以抵銷暫時性差異為限。

於各報告期末對遞延稅項資產的賬面值予以覆核。如果不再是很可能獲得足夠的應納稅溢利以允許利用全部或部分遞延稅項資產，應減少該項遞延稅項資產。於各報告期末應重新評估未確認的遞延稅項資產，在可能有足夠應納稅溢利可供收回全部或部分遞延稅項資產時確認遞延稅項資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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 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.

Where 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. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

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.

2.4 主要會計政策摘要(續)

所得稅(續)

遞延稅項資產和負債，以在報告期末已執行的或實質上將執行的稅率(和稅法)為基礎，按變現該資產或清償該負債期間的預期適用稅率計量。

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應納稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

倘有合理保證可獲取政府補助及所有附帶條件可獲符合，則有關補助按公平值予以確認。

倘補助與一項支出項目有關，則該補助在擬補償之成本支銷之期間內有系統地確認為收入。倘補助與資產有關，則公平值記入遞延收入賬，並在相關資產的預期使用年限內按相等年度金額分期轉撥至損益，或自資產賬面值扣減並以降低折舊開支方式釋放至損益表。

收入確認

客戶合約收入

客戶合約收入於貨品或服務的控制權按反映本集團預期就交換該等貨品或服務而有權獲得之代價金額轉讓予客戶時予以確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

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 HKFRS 15.

(a) *Provision of property management services*

In respect of property management services, the Group's property management fee is charged on a lump sum basis. The Group acts as the principal and is primarily responsible for providing the property management services to the property owners, accordingly the Group recognises property management fee received or receivable from property owners as its revenue and all related property management costs as its cost of services. Revenue from the provision of property management services is recognised over time when the services are rendered.

2.4 主要會計政策摘要(續)

收入確認(續)

客戶合約收入(續)

倘合約中的代價包括可變金額，代價金額則按本集團就交換向客戶轉讓貨品或服務而有權獲得的金額估計。可變代價於合約初期估計並受限直至可變代價的相關不確定性於隨後排除後很可能不會產生已確認累計收入金額的重大收入撥回之時。

倘合約包括於向客戶轉讓貨品或服務時為客戶提供一年以上重大融資利益的融資組成部分，則收入按應收金額的現值計量，並使用本集團與客戶於合約初期的單獨融資交易中反映的折現率折現。倘合約包括為本集團提供一年以上重大融資利益的融資組成部分，則根據該合約確認的收入包括按實際利率法計算的就合約負債所產生的利息開支。就客戶付款及轉讓承諾貨品或服務的期間為一年或以下的合約而言，交易價不會就重大融資組成部分的影響採用香港財務報告準則第15號的實際合宜方法進行調整。

(a) *提供物業管理服務*

就物業管理服務而言，本集團的物業管理費按一次性收取。本集團作為委託人，且主要負責向業主提供物業管理服務，因此，本集團將已收或應收業主的物業管理費確認為收入，並將所有相關的物業管理成本確認為服務成本。提供物業管理服務的收入於提供服務時隨時確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

- (b) *Provision of services in relation to operations of the Recreational Centre*
Revenue from the provision of services in relation to operations of the Recreational Centre is recognised over time when the related services are rendered.
- (c) *Sale of goods in relation to operations of the Recreational Centre*
Revenue from the sale of goods in relation to operations of the Recreational Centre is recognised at the point in time when control of the asset is transferred to the customer.

Revenue from other sources

- (a) *Rental income*
Revenue from rental income is recognised on the straight-line basis over the lease terms.
- (b) *Interest 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.

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).

2.4 主要會計政策摘要(續)

收入確認(續)

客戶合約收入(續)

- (b) 就經營休閒中心提供服務
就經營休閒中心提供服務所得收入於提供相關服務時按時間確認。
- (c) 就經營休閒中心銷售貨品
就經營休閒中心銷售貨品所得收入於資產控制權轉讓予客戶時確認。

其他來源收入

- (a) 租金收入
來自租賃收入的收入在租賃期內按直線法確認。
- (b) 利息收入
利息收入採用實際利率法按應計基準確認，應用的利率為在金融工具的預期壽命或更短期間(如適用)將估計未來現金收入準確折現至金融資產賬面淨值的利率。

合約負債

於本集團轉讓相關貨物或服務前收到客戶付款或到期付款(以較早者為準)時，確認合約負債。於本集團履行合約時(即將相關貨物或服務的控制權轉讓給客戶)，合約負債確認為收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors of the Company) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in the share option reserve in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.4 主要會計政策摘要(續)

以股份為基礎的付款

本公司設有購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員(包括本公司董事)按以股份為基礎的付款形式收取酬金，而僱員則提供服務作為權益工具之代價(「以權益結算的交易」)。

與僱員進行的以權益結算的交易之成本乃參考授出當日之公平值計量。公平值由外部估值師利用柏力克－舒爾斯模式釐定。

以權益結算的交易的成本連同權益內購股權儲備的相應增加，於表現及／或服務條件獲達成的期間內於僱員福利費用確認。於各報告期末直至歸屬日期為止就以權益結算的交易確認的累計開支反映歸屬期已屆滿程度及本集團對最終將會歸屬的權益工具數目的最佳估計。於某一期間扣除或計入於損益的金額指於期初及期末確認的累計開支變動。

釐定獎勵於授出日期的公平值時並不計及服務及非市場表現條件，惟達成有關條件的可能性會評估為本集團對最終將會歸屬的權益工具數目的最佳估計的一部分。市場表現條件在授出日期公平值中反映。獎勵所附帶但無相關服務要求的任何其他條件被視為非歸屬條件。除非同時附有服務及／或表現條件，否則非歸屬條件在獎勵的公平值中反映，並會導致獎勵即時支銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Upon the exercise of share options, the resulting shares issued are recorded by the Company as additional share capital. In addition, at the time when the share options are exercised, the amount previously recognised in the share option reserve will be transferred to the share capital account.

2.4 主要會計政策摘要(續)

以股份為基礎的付款(續)

就因非市場表現及／或服務條件未獲達成而最終並未歸屬的獎勵而言，並無確認任何開支。倘獎勵包括一項市場或非歸屬條件，則只要所有其他表現及／或服務條件已經達成，不論市場或非歸屬條件是否達成，交易被視為已歸屬。

倘以權益結算的獎勵的條款有所修訂，而獎勵的原有條款已達成，則會確認最少開支，猶如條款並無作出修訂。此外，倘任何修訂導致以股份為基礎的付款的公平值總額有所增加，或於修訂日期計量時為僱員帶來其他利益，則須就該等修訂確認開支。

倘以權益結算的獎勵被註銷，其將被視為猶如已於註銷日期歸屬，而尚未就獎勵確認的任何開支則即時確認。這包括在不符本集團或僱員控制範圍內的非歸屬條件的情況下的任何獎勵。然而，倘有新獎勵取代已註銷獎勵，並於其授出日期指定為替代獎勵，則已註銷及新獎勵，均如前段所述被視為猶如其為原有獎勵的修訂。

尚未行使購股權的攤薄效應於計算每股盈利時列為額外股份攤薄。

於購股權獲行使時，本公司將因此而發行的股份記錄為額外股本。此外，於購股權獲行使時，先前於購股權儲備確認的款項將轉撥至股本溢價賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Options which are cancelled prior to their exercise date or lapse are deleted from the register of outstanding options. When the share options are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to accumulated losses as a movement in reserves.

Other employee benefits (pension schemes)

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme in Hong Kong (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions vest fully once made and are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 主要會計政策摘要(續)

以股份為基礎的付款(續)

於行使日期前註銷或失效之購股權均自尚未行使購股權登記冊中刪除。當購股權於屆滿日期仍未行使時，先前於購股權儲備確認之款項會轉撥至累計虧損作為儲備變動。

其他僱員福利(退休金計劃)

本集團按照香港強制性公積金計劃條例在香港為有資格參與強積金計劃的該等僱員實行了界定供款的強制性公積金退休福利計劃(「強積金計劃」)。供款按照僱員基本工資的一定百分比計算，並根據強積金計劃的規定在需要支付時在損益中扣除。強積金計劃的資產由與本集團資產分開的獨立管理基金持有。本集團的僱主供款支付給強積金計劃後完全歸屬予僱員。

本集團於中國大陸的附屬公司的僱員必須參加由當地市政府管理的中央退休金計劃。該等附屬公司須貢獻其工資成本的若干百分比予中央退休金計劃。供款於投入計劃時即時全數歸計劃所有並根據中央退休金計劃的規定在需要支付時在損益中扣除。

借款費用

借款費用包括實體就借用資金而產生的利息及其他成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs (continued)

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.

Foreign currencies

These financial statements are presented in HK\$, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. 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 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 is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策摘要(續)

借款費用(續)

因收購、建設或生產合資格資產(即需要一段頗長時間準備方可作其擬定用途或出售的資產)所直接產生的借款費用，乃予以資本化作為該等資產成本之一部分。倘若該等資產已大致能夠用作擬定用途或出售，其借款費用不再予以資本化。個別借款因尚未用於合資格資產而用作暫時性投資，所賺取的投資收入應從已資本化的借款費用中扣除。所有其他借款費用於產生期間內支銷。

外幣

本財務報表以港元列報，港元為本公司的功能貨幣。本集團下的每一實體自行決定其功能貨幣，而每一實體財務報表中的項目使用該功能貨幣計量。本集團實體記錄的外幣交易初步按交易日它們各自的功能貨幣匯率記賬。以外幣列值的貨幣性資產和負債按報告期末的功能貨幣匯率折算。結算或折算貨幣項目所產生的差額於損益確認。

以歷史成本計量的外幣計價非貨幣項目，按初始交易日的匯率折算。以公平值計量的外幣計價非貨幣項目，按照計量公平值之日的匯率折算。折算以公平值計量的非貨幣項目所產生的損益的處理方法與確認有關項目公平值變動的損益一致(即公平值損益分別在其他全面收益或損益中確認的折算差額亦分別在其他全面收益或損益中確認)。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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.

The functional currencies of certain subsidiaries established in Mainland China and overseas are currencies other than HK\$. As at the end of the reporting period, the assets and liabilities of these entities are translated into HK\$ at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into HK\$ 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 the exchange fluctuation reserve relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of certain subsidiaries established in Mainland China and overseas are translated into HK\$ at the exchange rates prevailing at the dates of the cash flows. Frequently recurring cash flows of these entities which arise throughout the year are translated into HK\$ at the weighted average exchange rates for the year.

2.4 主要會計政策摘要(續)

外幣(續)

於釐定終止確認與預付代價相關的非貨幣性資產或非貨幣性負債所產生的相關資產、開支或收入於初始確認時的匯率時，初始交易日期為本集團初步確認由預付代價產生的非貨幣性資產或非貨幣性負債的日期。倘存在多筆預付款或預收款，則本集團須釐定每次支付或收到預付代價的交易日期。

若干於中國大陸及海外建立的附屬公司的功能貨幣為港元之外的貨幣。於報告期末，這些實體的資產和負債按照報告期末的匯率折算成港元，而它們的損益表按照本年度加權平均匯率折算成港元。由此產生的匯兌差額在其他全面收益中確認，並在匯兌波動儲備中累計。出售境外經營時，與上述特定境外經營相關的匯兌波動儲備部分在損益中確認。

就綜合現金流量表而言，若干於中國大陸及海外建立的附屬公司的現金流按照現金流發生當日的匯率折算成港元。該等實體於本年度經常發生的現金流量按本年度加權平均匯率折算成港元。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their 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.

The major judgements, estimates and assumptions, that have the most significant effect on the amounts recognised in the financial statements and have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are set out below:

Provision for ECLs on trade and lease receivables

The Group uses a provision matrix to calculate ECLs for trade and lease receivables, by applying ECL rates to different ageing groups of trade and lease receivables. The ECL rate of each ageing group is determined by the Group based on the average of historical incurred credit loss experience on each ageing group in the past years and, where material, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group's historical credit loss experience and forecast of economic conditions may not be representative of customers' actual default in the future and significant management estimates are required in the estimates. When the actual outcome or expectation in future is different from the original estimates, such differences will impact on the carrying amounts of trade and lease receivables and the amount of ECLs provided or reversed in the periods in which such estimates have been changed. The information about the ECLs on the Group's trade and lease receivables is disclosed in note 20 to the financial statements.

3. 重大會計判斷和估計

編製本集團的財務報表要求管理層作出會影響收入、開支、資產和負債的報告金額及其隨附披露的判斷、估計和假設，並作出或然負債披露。有關該等假設和估計的不確定性可能導致可能須於未來對受影響資產或負債的賬面值作出重大調整的結果。

下文載列對財務報表中確認的金額最具重大影響的以及具有對下一會計年度資產和負債賬面值造成重大調整的重大風險的重大判斷、估計和假設：

應收貿易及租賃賬款的預期信貸虧損撥備

本集團使用撥備矩陣計算應收貿易及租賃賬款的預期信貸虧損，方法為針對不同的應收貿易及租賃賬款賬齡組別使用預期信貸虧損率。每個賬齡組別的預期信貸虧損率由本集團根據過去幾年每個賬齡組別過往產生的信貸虧損經驗的平均值確定，並在金額重大時根據債務人具體的前瞻性因素及經濟環境作出調整。

本集團的過往信貸虧損經驗及經濟狀況預測可能無法代表客戶未來的實際違約情況，且估計時需要作出重大管理估計。當日後的實際結果或預期與原先估計不同時，相關差異將影響相關估計出現變動期間應收貿易及租賃賬款的賬面值及預期信貸虧損的撥備或撥回金額。有關本集團應收貿易及租賃賬款的預期信貸虧損的資料於財務報表附註20內披露。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation of fair value of investment properties

The fair values of the Group's investment properties (including a property classified as a non-current asset held for sale or included in a disposal group held for sale) are assessed by management based on property valuations performed by independent professionally qualified valuers. The assumptions adopted in the property valuations are based on information of annual rental income and property market price per square metre, supported by (i) the terms of any existing leases and other contracts; and (ii) (when possible) external evidence such as current market rents and recent prices for similar properties in the same location and condition.

Further details of the fair value estimation of the investment properties, including the key assumptions used for fair value measurement and a sensitivity analysis, are set out in note 14 to the financial statements.

Income tax

The Group is subject to income taxes in Hong Kong, Mainland China, the USA and the UK. The Group carefully evaluates tax implications of its transactions in accordance with prevailing tax regulations and makes tax provision accordingly. However, judgement is required in determining the Group's provision for income taxes as there are many transactions and calculations, of which the ultimate tax determination is uncertain, during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact on the income tax and deferred tax provision in the periods in which the determination is made. The carrying amount of current income tax payables carried as liabilities in the consolidated statement of financial position as at 31 December 2020 was HK\$17,192,000 (2019: HK\$14,671,000).

3. 重大會計判斷和估計(續)

投資物業公平值的估計

本集團投資物業(包括分類為持作出售之非流動資產或計入持作出售之出售組別的物業)之公平值由管理層根據獨立專業合資格估值師進行的物業估值評估。物業估值所採用的假設乃基於年租金收入及每平方米的物業市場價的資料，由(i)任何現有租賃及其他合約的條款；及(ii)(如有可能)外部證據(例如當前市場租金以及相同地點和條件下類似物業的近期價格)支持。

有關投資物業之公平值估計的進一步詳情，包括公平值計量所用的主要假設及敏感性分析，載於財務報表附註14內。

所得稅

本集團須繳納香港、中國大陸、美國及英國所得稅。本集團根據當前稅務法規謹慎評估其交易的稅務影響，並據此計提稅項準備。然而，於釐定本集團所得稅準備時須作出判斷，因為於日常業務過程中有很多最終稅項釐定不確定的交易及計算。倘若有關事宜的最終稅務結果與原先記錄金額不同，則有關差異將會影響到釐定期間的所得稅及遞延稅項準備。於二零二零年十二月三十一日，綜合財務狀況表內列為負債的當期應付所得稅項的賬面值為17,192,000港元(二零一九年：14,671,000港元)。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Income tax (continued)

In addition, the Group has investment properties located in the PRC, the USA and the UK which are measured at fair value. Investment property is property held to earn rentals or for capital appreciation or both. In considering whether the presumption in HKAS 12 *Income Taxes* that an investment property measured at fair value will be recovered through sale is rebutted in determining deferred tax, the Group has developed certain criteria in making that judgement, such as whether an investment property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time or through sale. The presumption is rebutted only in the circumstance that there is sufficient evidence such as a historical transaction, future development plan and management's intention to demonstrate that the investment property is held with the objective to consume substantially all of the economic benefits over time, rather than through sale. Continuous assessments on the presumption will be made by management at each reporting date.

Change in use of properties

The Group shall transfer a property to, or from, an investment property when, and only when, there is a change in use. A change in use occurs when the property meets, or ceases to meet, the definition of an investment property and there is evidence of the change in use. Judgement is involved in determining the occurrence of a change in use of the property and the Group has developed criteria in making that judgement, for example, any inception of an operating lease arrangement with an external third party, any resource to hold and manage the investment property, legal permissible of the change, commencement of the further development (if any), in accordance with the facts and circumstances. Judgement is made on an individual unit basis to determine whether there is a change in use of the units in a property.

If the Group changes the use of a property in future, the accounting treatment of the relevant property may be changed, with a corresponding impact on the financial position and financial performance of the Group.

3. 重大會計判斷和估計(續)

所得稅(續)

此外，本集團於中國、美國及英國擁有以公平值計量的投資物業。投資物業乃就賺取租金或資本增值或上述兩者而持有之物業。考慮到香港會計準則第12條所得稅的假設以公平值計量的投資物業透過銷售可收回以釐定遞延稅項之反駁，本集團已制定若干判斷標準，如於業務模式內持有投資物業之目標是否為隨時間或通過銷售耗用該投資物業所包含之絕大部分經濟利益。該假設只可被反駁，若存在足夠證據如以往的交易、未來的發展計劃及管理層有意指示持有投資物業之目標是隨時間(而非通過銷售)耗用絕大部分經濟利益。管理層必須於每個報告日期對假設作持續評估。

物業用途變動

當且僅當出現用途變動時，本集團會將物業轉至或轉出投資物業。當物業符合或不再符合投資物業定義及存在用途變動證據時，視作發生用途變動。判斷涉及釐定物業用途發生變化，且本集團已制定判斷標準，如與外部第三方開始經營租賃安排。根據事實及情況持有及管理投資物業的任何資源(在法律上允許變更)，開始進行進一步開發(倘有)。判斷乃以個別單位為基準作出，以釐定物業中的單位的用途是否發生變化。

倘本集團日後更改物業的用途，相關物業的會計處理可能會發生變化，並對本集團的財務狀況及財務表現產生相應影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on the nature of their products and services and has three reportable operating segments as follows:

- (a) the property development and investment segment engages in property development and investment in the UK, the USA and Mainland China;
- (b) the property management segment engages in the provision of property management services for office buildings, residential properties and car parks in Mainland China; and
- (c) the operation of the Recreational Centre segment engages in the operation and management of a leisure and lifestyle experience centre in Beijing, the PRC.

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, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that head office and corporate income and expenses are excluded from this measurement.

Segment assets and segment liabilities exclude unallocated head office and corporate assets and liabilities as these assets and liabilities are managed on a group basis.

4. 經營板塊資料

出於管理目的，本集團根據其產品和服務性質來劃分業務單元，並有以下三個報告經營板塊：

- (a) 物業發展及投資板塊，其業務為從事英國、美國及中國大陸的物業發展及投資；
- (b) 物業管理板塊的業務為在中國大陸為辦公室樓宇、住宅物業及停車場提供物業管理服務；及
- (c) 經營休閒中心板塊從事經營及管理於中國北京市之休閒及時尚生活體驗中心。

管理層單獨監督本集團各經營板塊的業績，以決定如何分配資源及評估表現。板塊表現根據報告板塊溢利／虧損評估，而其以經調整稅前溢利／虧損計量。經調整稅前溢利／虧損的計量與本集團稅前溢利互相一致，惟有關計量並不包括總部及公司收入及費用。

板塊資產和板塊負債不包括未分配總部及公司資產和負債，因為該等資產和負債在集團層面管理。

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財務報表附註

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4. OPERATING SEGMENT INFORMATION (continued)

4. 經營板塊資料(續)

		Property development and investment 物業開發及投資		Property management 物業管理		Operation of the Recreational Centre 休閒中心經營		Total 合計	
		2020	2019	2020	2019	2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Segment revenue	板塊收入	99,412	78,817	197,017	224,225	25,597	70,285	322,026	373,327
Segment results	板塊業績	67,439	153,801	30,824	48,121	(14,801)	(34,596)	83,462	167,326
<i>Reconciliation:</i>	<i>對賬:</i>								
Other unallocated income and gains	其他未分配收入及收益							520	34,477
Corporate and other unallocated expenses	公司及其他未分配費用							(16,244)	(19,691)
Profit before tax	稅前溢利							67,738	182,112
Segment assets	板塊資產	6,316,116	5,957,399	280,437	224,033	67,748	75,883	6,664,301	6,257,315
<i>Reconciliation:</i>	<i>對賬:</i>								
Corporate and other unallocated assets:	公司及其他未分配資產:								
– Property, plant and equipment	– 物業、廠房及設備							126	193
– Right-of-use assets	– 使用權資產							2,796	4,961
– Prepayments, deposits and other receivables	– 預付款項、訂金及其他應收款項							2,636	2,551
– Due from related parties	– 應收關聯方款項							87	360
– Pledged bank deposit	– 有抵押銀行存款							–	39,168
– Cash and cash equivalents	– 現金及現金等價物							32,058	1,908
Total assets	總資產							6,702,004	6,306,456
Segment liabilities	板塊負債	2,596,805	2,370,230	166,552	130,479	205,799	227,197	2,969,156	2,727,906
<i>Reconciliation:</i>	<i>對賬:</i>								
Corporate and other unallocated liabilities	公司及其他未分配負債								
– Other payables and accruals	– 其他應付款及預提費用							5,220	2,731
– Due to shareholders	– 應付股東款項							84,295	84,142
– Lease liabilities	– 租賃負債							2,820	4,935
– Liability component of perpetual convertible bonds	– 永久可換股債券的負債部分							51,197	49,945
Total liabilities	總負債							3,112,688	2,869,659
Other segment information:	其他板塊資料:								
Capital expenditure*	資本開支*								
– Operating segments	– 經營板塊	10,977	1,771,415	194	1,703	3,057	30,447	14,228	1,803,565
– Amount unallocated	– 未分配金額							7	6,509
								14,235	1,810,074
Impairment/(reversal of impairment) of trade and lease receivables, net	應收貿易及租賃賬款減值/(減值撥回), 淨額	522	–	2,970	(2,395)	–	–	3,492	(2,395)
Depreciation and amortisation	折舊及攤銷								
– Operating segments	– 經營板塊	1,287	1,043	841	593	19,775	27,774	21,903	29,410
– Amount unallocated	– 未分配金額							2,392	1,669
								24,295	31,079
Remeasurement gain upon transfer of certain properties held for sale to investment properties	若干持作出售物業轉為投資物業後之重新計量收益	124,882	301,460	–	–	–	–	124,882	301,460
Fair value loss of investment properties, net	投資物業公平值虧損, 淨額	(5,838)	(142,174)	–	–	–	–	(5,838)	(142,174)

NOTES TO FINANCIAL STATEMENTS

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4. OPERATING SEGMENT INFORMATION (continued)

* Capital expenditure consists of additions to property, plant and equipment, investment properties, right-of-use assets and computer software, including assets from the acquisition of subsidiaries.

Geographical information

(a) Revenue from external customers

Mainland China	中國大陸
The UK	英國
The USA	美國

The revenue information above is based on the locations of the customers.

(b) Non-current assets

Mainland China	中國大陸
The UK	英國
The USA	美國
Hong Kong	香港

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

During each of the years ended 31 December 2020 and 2019, there was no single external customer which contributed 10% or more of the Group's total revenue for each of these years.

4. 經營板塊資料(續)

* 資本開支包括添置物業、廠房及設備、投資物業、使用權資產及電腦軟件(包括收購附屬公司的資產)。

地區資料

(a) 來自外部客戶的收入

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	246,535	297,907
	62,227	75,420
	13,264	–
	322,026	373,327

以上收入資料乃根據客戶地點而載。

(b) 非流動資產

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	2,504,151	2,005,300
	1,387,228	1,431,453
	771,525	791,862
	5,087	5,153
	4,667,991	4,233,768

上述非流動資產資料以資產所處區域為基礎，其並不包括金融工具及遞延稅項資產。

主要客戶資料

截至二零二零年及二零一九年十二月三十一日止各年度，並無於該等年度各年對本集團總收益貢獻10%或以上的單一外部客戶。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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5. REVENUE

Disaggregated revenue information of the Group is as follows:

Year ended 31 December 2020

Segments 板塊	Property development and investment 物業發展及投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Operation of the Recreational Centre 經營休閒中心 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Types of goods or services	貨品或服務種類			
Rendering of property management services	提供物業管理服務	—	197,017	—
Operations of the Recreational Centre:	經營休閒中心：			
— Rendering of services	— 提供服務	—	12,109	12,109
— Sale of goods	— 銷售貨品	—	13,488	13,488
Total revenue from contracts with customers	客戶合約收入總額	—	197,017	25,597
Revenue from another source	其他來源收入			
— Gross rental income from investment property operating leases	— 來自投資物業經營租賃的租金	99,412	—	—
Total revenue	收入總額	99,412	197,017	25,597
Timing of revenue recognition	收入確認時間			
Goods transferred at a point in time	於某一時間點轉移貨品	—	—	13,488
Services transferred over time	隨時間轉移服務	—	197,017	12,109
Total revenue from contracts with customers	客戶合約收入總額	—	197,017	25,597
Revenue from another source	其他來源收入			
— Gross rental income from investment property operating leases	— 來自投資物業經營租賃的租金收入總額	99,412	—	—
Total revenue	收入總額	99,412	197,017	25,597

Geographical market

All revenue from contracts with customers was generated in Mainland China.

5. 收入

本集團的收入分列資料如下：

截至二零二零年十二月三十一日止年度

地區市場

所有客戶合約收入於中國大陸產生。

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5. REVENUE (continued)

Year ended 31 December 2019

Segments 板塊		Property development and investment 物業發展 及投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Operation of the Recreational Centre 經營 休閒中心 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Types of goods or services	貨品或服務種類				
Rendering of property management services	提供物業管理服務	—	224,225	—	224,225
Operations of the Recreational Centre:	經營休閒中心：				
— Rendering of services	— 提供服務	—	—	35,771	35,771
— Sale of goods	— 銷售貨品	—	—	34,514	34,514
Total revenue from contracts with customers	客戶合約收入總額	—	224,225	70,285	294,510
Revenue from another source	其他來源收入				
— Gross rental income from investment property operating leases	— 來自投資物業經營 租賃的租金	78,817	—	—	78,817
Total revenue	收入總額	78,817	224,225	70,285	373,327
Timing of revenue recognition	收入確認時間				
Goods transferred at a point in time	於某一時間點轉移貨品	—	—	34,514	34,514
Services transferred over time	隨時間轉移服務	—	224,225	35,771	259,996
Total revenue from contracts with customers	客戶合約收入總額	—	224,225	70,285	294,510
Revenue from another source	其他來源收入				
— Gross rental income from investment property operating leases	— 來自投資物業經營租賃的租金 收入總額	78,817	—	—	78,817
Total revenue	收入總額	78,817	224,225	70,285	373,327

Geographical market

All revenue from contracts with customers was generated in Mainland China.

5. 收入(續)

截至二零一九年十二月三十一日止年度

地區市場

所有客戶合約收入於中國大陸產生。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

5. REVENUE (continued)

Notes:

- (a) The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2020	2019
	二零二零年	二零一九年
	HK\$'000	HK\$'000
	<i>千港元</i>	<i>千港元</i>
Property management services 物業管理服務	31,507	37,726
Services in relation to operations of the Recreational Centre 與經營休閒中心有關的服務	4,615	22,156
	36,122	59,882

No revenue recognised during the year ended 31 December 2020 related to performance obligations satisfied or partially satisfied in previous periods (2019: Nil).

(b) Performance obligations

Information about the Group's performance obligations in contracts with customers is summarised below:

Provision of property management services and services in relation to operations of the Recreational Centre

The performance obligation is satisfied over time as services are rendered and payment in advance is normally required.

Sale of goods in relation to operations of the Recreational Centre

Revenue from the sale of goods in relation to operations of the Recreational Centre is recognised at the point in time when the goods are delivered to the customers, and payment is made upon delivery.

5. 收入(續)

附註：

- (a) 下表列示於本報告期間確認的收入金額，其計入報告期初的合約負債：

	2020	2019
	二零二零年	二零一九年
	HK\$'000	HK\$'000
	<i>千港元</i>	<i>千港元</i>
Property management services 物業管理服務	31,507	37,726
Services in relation to operations of the Recreational Centre 與經營休閒中心有關的服務	4,615	22,156
	36,122	59,882

於截至二零二零年十二月三十一日止年度，並未確認與先前期間已履行或部分履行的履約責任有關的收入(二零一九年：無)。

(b) 履約責任

有關本集團於客戶合約內的履約責任的資料概述如下：

提供物業管理服務及休閒中心運營相關服務

履約責任隨著提供服務的時間獲履行，且通常需要預先付款。

與休閒中心運營相關的貨品銷售

與休閒中心運營相關的貨品銷售收入乃於貨品交付予客戶及客戶於交付後作出付款的時間點確認。

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31 December 2020 二零二零年十二月三十一日

5. REVENUE (continued)

Notes: (continued)

(b) Performance obligations (continued)

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of the reporting period are as follows:

Amounts expected to be recognised as revenue:	預期確認為收入的金額：
Within one year	一年內
After one year	一年後

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to services in relation to operations of the Recreational Centre, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

5. 收入(續)

附註：(續)

(b) 履約責任(續)

於報告期末分配至剩餘履約責任(未履行或部分未履行)的交易價金額如下：

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
27,439	18,831
1,036	227
28,475	19,058

在一年後分配至預計確認為收入的剩餘履約責任的交易價金額與休閒中心運營相關的服務有關，其中履約責任將於兩年內達成。分配至剩餘履約責任的所有其他交易價金額預計於一年內確認為收入。上述披露的金額不包括受限制的可變代價。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

6. OTHER INCOME AND GAINS, NET

An analysis of the Group's other income and gains, net is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank interest income	銀行利息收入	1,787	3,632
Interest income of loan receivables	應收貸款利息收入	1,451	1,585
Government subsidies	政府補貼	617	—
Penalty income	罰款收入	2,258	158
Foreign exchange gain, net	匯兌收益淨值	—	32,461
Fair value gain recycled from equity upon disposal of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務投資後自權益收回的公平值收益	144	1,761
Others	其他	4,783	4,856
		11,040	44,453

6. 其他收入及收益，淨額

本集團的其他收入及收益，淨額分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
銀行利息收入	1,787	3,632
應收貸款利息收入	1,451	1,585
政府補貼	617	—
罰款收入	2,258	158
匯兌收益淨值	—	32,461
出售按公平值計入其他全面收益的債務投資後自權益收回的公平值收益	144	1,761
其他	4,783	4,856
	11,040	44,453

7. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on bank loans	銀行貸款的利息		37,176	39,405
Interest on preference shares of a subsidiary	附屬公司優先股的利息	38	—	1,093
Interest on loan from a shareholder of the Company	本公司股東提供的貸款的利息		1,614	1,269
Interest on loans from director-controlled entities	董事控制實體提供的貸款的利息	38	412	115
Imputed interest on loans from director-controlled entities	董事控制實體提供的貸款的推算利息		15,211	2,477
Interest on a quasi-loan equity contributed by a joint venture partner of a subsidiary	附屬公司之合營公司合夥人貢獻的準貸款權益的利息	38	55,881	16,018
Interest on perpetual convertible bonds	永久可換股債券利息	29	1,252	1,220
Interest on lease liabilities	租賃負債利息	15(b)	1,053	555
			112,599	62,152
Less: Amount capitalised in investment property under construction	減：在建投資物業的資本化金額	14	—	(4,355)
			112,599	57,797

7. 財務費用

本集團財務費用分析如下：

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
銀行貸款的利息		37,176	39,405
附屬公司優先股的利息	38	—	1,093
本公司股東提供的貸款的利息		1,614	1,269
董事控制實體提供的貸款的利息	38	412	115
董事控制實體提供的貸款的推算利息		15,211	2,477
附屬公司之合營公司合夥人貢獻的準貸款權益的利息	38	55,881	16,018
永久可換股債券利息	29	1,252	1,220
租賃負債利息	15(b)	1,053	555
		112,599	62,152
減：在建投資物業的資本化金額	14	—	(4,355)
		112,599	57,797

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8. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/ (crediting):

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊 13	5,885	12,365
Depreciation of right-of-use assets	使用權資產折舊 15	18,219	18,475
Amortisation of computer software	電腦軟件攤銷 16	191	239
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	27	9
Lease expenses on short-term leases	短期租賃的租賃費用	—	7
Employee benefit expenses (including directors' remuneration (note 9): Salaries, allowances and benefits in kind Pension scheme contributions (note)	僱員福利費用 (包括董事薪酬(附註9)): 薪金、津貼和實物利益 退休金計劃供款 (附註)	67,996 2,565	90,051 6,654
		70,561	96,705
Auditor's remuneration	核數師酬金	2,050	2,180
Foreign exchange differences, net	匯兌差額淨額	224	(32,461)

Note: The decrease in pension scheme contributions was mainly due to reduction and wavier of employer obligations on social security contributions for a specified period of time, as announced by the Ministry of Human Resources and Social Security of the PRC, by an aggregate amount of HK\$3,685,000. In addition, government grants of HK\$617,000 in total under COVID-19 were received from the government in Hong Kong and the PRC which were recognised as other income during the year.

8. 稅前溢利

本集團稅前溢利已扣除／(抵免)下列各項：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
物業、廠房及設備折舊	5,885	12,365
使用權資產折舊	18,219	18,475
電腦軟件攤銷	191	239
出售物業、廠房及設備項目的虧損	27	9
短期租賃的租賃費用	—	7
僱員福利費用 (包括董事薪酬(附註9)): 薪金、津貼和實物利益 退休金計劃供款 (附註)	67,996 2,565	90,051 6,654
	70,561	96,705
核數師酬金	2,050	2,180
匯兌差額淨額	224	(32,461)

附註：退休金計劃供款減少主要乃由於中國人力資源和社會保障部發佈的指定時期內減少或免除僱主的社會保險繳款義務，總金額為3,685,000港元。此外，COVID-19下獲自香港及中國政府的政府補助總金額為617,000港元，並於年內確認為其他收入。

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9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to The Rules Governing the Listing of Securities on the Stock Exchange (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:

9. 董事薪酬

根據聯交所證券上市規則(「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部披露的本年度董事薪酬如下：

		Group	
		本集團	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Fees	袍金	1,240	1,240
Other emoluments:	其他報酬：		
Salaries, allowances and benefits in kind	薪金、津貼和實物利益	405	716
Pension scheme contributions	退休金計劃供款	54	54
		459	770
Total remuneration	薪酬總額	1,699	2,010

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9. DIRECTORS' REMUNERATION (continued)

An analysis of the directors' remuneration, on a named basis, is as follows:

9. 董事薪酬(續)

董事薪酬(以姓名為基準)分析如下:

		Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
	Fees	薪金、津貼和 實物利益	退休金 計劃供款	薪酬合計
	袍金	袍金	袍金	袍金
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Year ended 31 December 2020	截至二零二零年 十二月三十一日止年度			
Executive directors:	執行董事:			
Mr. Wei Chunxian ("Mr. Wei")	魏純暉先生(「魏先生」)	480	18	498
Ms. Liu Shuhua	劉淑華女士	—	—	—
Mr. Sun Zhongmin ("Mr. Sun")	孫仲民先生(「孫先生」)	400	18	418
Mr. Guo Jingsheng [#]	郭京生先生 [#]	—	—	—
Ms. Huang Fei [#]	黃菲女士 [#]	—	405	405
Ms. Li Bing [#]	李兵女士 [#]	—	—	—
		880	36	1,321
Independent non-executive directors:	獨立非執行董事:			
Mr. Tung Woon Cheung Eric	董煥樟先生	120	6	126
Ms. To Tsz Wan Vivien	杜紫雲女士	120	6	126
Mr. Leung Louis Ho Ming [^]	梁浩鳴先生 [^]	107	5	112
Mr. Au Yeung Po Fung [*]	歐陽寶豐先生 [*]	13	1	14
		360	18	378
Total	合計	1,240	54	1,699
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度			
Executive directors:	執行董事:			
Mr. Wei Chunxian ("Mr. Wei")	魏純暉先生(「魏先生」)	480	18	498
Ms. Liu Shuhua	劉淑華女士	—	—	—
Mr. Sun Zhongmin ("Mr. Sun")	孫仲民先生(「孫先生」)	400	18	765
Mr. Guo Jingsheng	郭京生先生	—	—	—
Ms. Huang Fei	黃菲女士	—	369	369
Ms. Li Bing	李兵女士	—	—	—
		880	36	1,632
Independent non-executive directors:	獨立非執行董事:			
Mr. Tung Woon Cheung Eric	董煥樟先生	120	6	126
Ms. To Tsz Wan Vivien	杜紫雲女士	120	6	126
Mr. Au Yeung Po Fung [*]	歐陽寶豐先生 [*]	120	6	126
		360	18	378
Total	合計	1,240	54	2,010

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9. DIRECTORS' REMUNERATION (continued)

- # Appointed as an executive director of the Company on 28 June 2019.
- ^ Appointed as an independent non-executive director of the Company on 9 February 2020.
- * Resigned as an independent non-executive director of the Company on 9 February 2020.

Note: There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2019: Nil).

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included no (2019: one) director, details of whose remuneration are set out in note 9 above. Details of the remuneration of the five (2019: four) non-director, highest paid employees for the year are as follows:

9. 董事薪酬(續)

- # 於二零一九年六月二十八日獲委任為本公司執行董事。
- ^ 於二零二零年二月九日獲委任為本公司獨立非執行董事。
- * 於二零二零年二月九日辭任本公司獨立非執行董事。

附註： 年內無董事放棄或同意放棄任何酬金的安排(二零一九年：無)。

10. 五位最高薪僱員

年內，五位最高薪僱員中並無包括董事(二零一九年：一名)，其薪酬詳見上文附註9。年內五名(二零一九年：四名)非董事的最高薪僱員之薪酬詳情如下：

		2020 二零二零年 <i>HK\$'000</i> 千港元	2019 二零一九年 <i>HK\$'000</i> 千港元
Salaries, allowances and benefits in kind	薪金、津貼和實物利益	4,950	4,713
Pension scheme contributions	退休金計劃供款	18	36
		4,968	4,749

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10. FIVE HIGHEST PAID EMPLOYEES (continued)

The number of the non-director highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2020 二零二零年	2019 二零一九年
Nil to HK\$1,000,000	零至1,000,000港元	2	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	3	3
		5	4

11. INCOME TAX

An analysis of the Group's income tax is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current — Mainland China	當期—中國大陸	8,407	11,684
Current — UK	當期—英國	2,578	410
Current — USA	當期—美國	—	493
Deferred (note 30)	遞延(附註30)	56,073	71,443
Total tax expense for the year		67,058	84,030

Notes:

- (a) No provision for Hong Kong has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2019: Nil).

The PRC, UK and USA income taxes in respect of operations in Mainland China, the UK and the USA are calculated at the applicable tax rates on the estimated assessable profits for the year, based on the prevailing legislation, interpretations and practices in respect thereof.

The USA corporate income tax provision represented withholding tax provision calculated at the applicable tax rate on interest income of intercompany advances to subsidiaries in the USA for the year, based on existing legislation, interpretations and practices in respect thereof.

10. 五位最高薪僱員(續)

薪酬處於以下範圍內的非董事最高薪僱員的人數如下：

11. 所得稅

本集團所得稅分析如下：

附註：

- (a) 於本年度，由於本集團並無產生任何於香港產生的應課稅溢利，因此，並無就香港計提準備(二零一九年：無)。

本年度有關中國大陸、英國及美國經營業務的中國、英國及美國所得稅按估計應課稅溢利，並根據有關的現行法律、詮釋和相關常規，按照適用稅率計算。

本年度美國企業所得稅撥備指預扣稅項撥備，根據現行法律、詮釋及相關常規就向美國附屬公司作出的墊款的利息收入按照適用稅率計算。

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11. INCOME TAX (continued)

Notes: (continued)

- (b) A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory tax rates for the jurisdictions in which the Company and the majority of its subsidiaries operate to the tax expense/(credit) at the effective tax rates, and a reconciliation of the applicable tax rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

Year ended 31 December 2020

		Hong Kong		Mainland China		The USA		The UK		Total	
		香港		中國大陸		美國		英國		合計	
		HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Profit/(loss) before tax	稅前溢利/(虧損)	13,272		179,961		(40,065)		(85,430)		67,738	
Tax credit/(expenses) at the statutory tax rate	按法定稅率計算的稅項抵免/(費用)	2,190	16.5	44,990	25.0	(11,218)	28.0	(16,445)	19.3	19,517	28.9
Income not subject to tax	無須納稅的收入	(5,060)	(38.1)	(686)	(0.4)	(797)	2.0	-	-	(6,543)	(9.7)
Expenses not deductible for tax	不可抵扣稅項的費用	2,860	21.5	329	0.2	3,297	(8.2)	1,616	(1.9)	8,102	12.0
Adjustment in respect of current tax of previous periods	就過往期間的即期稅項作出的調整	-	-	87	-	-	-	-	-	87	0.1
Temporary difference not recognised	未確認暫時性差額	-	-	-	-	-	-	15,182	(17.8)	15,182	22.4
Tax losses not recognised	未確認稅項虧損	10	0.1	19,993	11.1	8,485	(21.2)	2,225	(2.6)	30,713	45.3
Tax expense/(credit) at the Group's effective tax rate	按本集團實際稅率計算的稅項費用/(抵免)	-	-	64,713	35.9	(233)	0.6	2,578	(3.0)	67,058	99.0

截至二零二零年十二月三十一日止年度

11. 所得稅(續)

附註：(續)

- (b) 按照適用於本公司及其大多數附屬公司營運所在地的司法管轄區的稅前溢利/(虧損)的法定稅率計算出的稅項費用/(抵免)，與按實際稅率計算出的稅項費用/(抵免)的對賬，以及適用稅率(即法定稅率)和實際稅率的對賬如下：

Year ended 31 December 2019

		Hong Kong		Mainland China		The USA		The UK		Total	
		香港		中國大陸		美國		英國		合計	
		HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
Profit before tax	稅前溢利	14,582		67,504		11,943		88,083		182,112	
Tax expense at the statutory tax rate	按法定稅率計算的稅項費用	2,406	16.5	16,876	25	4,777	40	17,617	20	41,676	22.9
Income not subject to tax	無須納稅的收入	(6,804)	(46.6)	(264)	(0.4)	(4,544)	(38)	(6,923)	(7.9)	(18,535)	(10.2)
Expenses not deductible for tax	不可抵扣稅項的費用	4,386	30.1	1,861	2.8	-	-	121	0.1	6,368	3.5
Effect of withholding tax on interest income derived from the USA	預扣稅對得自美國的利息收入的影響	-	-	-	-	493	4.1	-	-	493	0.3
Adjustment in respect of current tax of previous periods	就過往期間的即期稅項作出的調整	-	-	396	0.6	-	-	-	-	396	0.2
Tax losses not recognised	未確認稅項虧損	12	-	9,529	14.1	(233)	(2)	-	-	9,308	5.1
Temporary differences not recognised	未確認暫時性差額	-	-	54,729	81.1	-	-	(10,405)	(11.8)	44,324	24.3
Tax expense at the Group's effective tax rate	按本集團實際稅率計算的稅項費用	-	-	83,127	123.1	493	4.1	410	0.5	84,030	46.1

截至二零一九年十二月三十一日止年度

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12. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to shareholders of the Company and the weighted average number of ordinary shares in issue during the year.

In respect of the year ended 31 December 2020, no adjustment has been made to the basic earnings per share amount presented in respect of a dilution as the impact of the perpetual convertible bonds and share options outstanding during the year either had an anti-dilutive effect or did not have a diluting effect on the earnings per share amount presented.

In respect of the year ended 31 December 2019, the calculation of the diluted earnings per share amount is based on the profit for the year attributable to shareholders of the Company, adjusted to reflect the deemed conversion of all dilutive perpetual convertible bonds at the beginning of that year, and the weighted average number of ordinary shares used in the calculation is the total of (i) the weighted average number of ordinary shares in issue during that year, as used in the basic earnings per share calculation; and (ii) the weighted average number of ordinary shares assumed to have been issued on the deemed conversion of all dilutive perpetual convertible bonds into ordinary shares of the Company. The share options outstanding during the year ended 31 December 2019 did not have a diluting effect on the earnings per share amount presented.

12. 本公司股東應佔每股盈利

每股基本盈利金額乃根據本公司股東應佔本年度溢利及本年度已發行普通股加權平均數計算。

就截至二零二零年十二月三十一止年度而言，由於本年度內的未償還永久可換股債券及未行使之購股權之影響均具有反攤薄效應或對所呈列的每股盈利金額並無攤薄效應，故並無對所呈列之每股基本盈利金額作出調整。

就截至二零一九年十二月三十一日止年度而言，每股攤薄盈利金額乃根據本公司股東應佔本年度溢利計算，並經調整以反映視作於年初轉換所有攤薄永久可換股債券，而計算所用普通股的加權平均數為以下各項之總和：(i)計算每股基本盈利所用的年內已發行普通股加權平均數；及(ii)於視作轉換所有攤薄永久可換股債券為本公司普通股時假設已發行的普通股加權平均數。截至二零一九年十二月三十一日止年度未行使之購股權並無對所呈列的每股盈利金額產生攤薄影響。

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12. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY (continued)

The calculations of the basic and diluted earnings per share amounts are based on the following data:

Earnings

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit for the year attributable to shareholders of the Company, used in the basic earnings per share calculation	本公司股東應佔本年度溢利，用於計算每股基本盈利	552	98,599
Interest on perpetual convertible bonds	永久可換股債券利息	—	1,220
Profit for the year attributable to shareholders of the Company, used in the diluted earnings per share calculation	本公司股東應佔本年度溢利，用於計算每股攤薄盈利	552	99,819

每股基本及攤薄盈利金額之計算乃基於以下數據：

盈利

Number of ordinary shares

		Number of shares 股份數目	
		2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares in issue during the year, used in the basic earnings per share calculation	計算每股基本盈利所用本年度已發行普通股之加權平均數	3,199,373,986	3,196,784,946
Effect of dilution of perpetual convertible bonds — weighted average number of ordinary shares	永久可換股債券攤薄的影響 — 普通股加權平均數	—	1,366,330,541
Weighted average number of ordinary shares during the year, used in the diluted earnings per share calculation	計算每股攤薄盈利所用本年度普通股之加權平均數	3,199,373,986	4,563,115,487

普通股數目

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置和 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2020	截至二零二零年 十二月三十一日止年度				
At 1 January 2020:	於二零二零年一月一日：				
Cost	成本	10,186	24,681	2,502	37,369
Accumulated depreciation	累計折舊	(4,908)	(17,151)	(1,853)	(23,912)
Net carrying amount	賬面淨值	5,278	7,530	649	13,457
Net carrying amount:	賬面淨值：				
At 1 January 2020	於二零二零年一月一日	5,278	7,530	649	13,457
Additions	添置	74	208	-	282
Depreciation provided during the year (note 8)	本年度計提折舊(附註8)	(2,987)	(2,663)	(235)	(5,885)
Disposals	出售	-	(27)	-	(27)
Exchange realignment	匯兌調整	158	218	26	402
At 31 December 2020	於二零二零年十二月三十一日	2,523	5,266	440	8,229
At 31 December 2020:	於二零二零年十二月三十一日：				
Cost	成本	10,852	26,327	2,656	39,835
Accumulated depreciation	累計折舊	(8,329)	(21,061)	(2,216)	(31,606)
Net carrying amount	賬面淨值	2,523	5,266	440	8,229

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13. PROPERTY, PLANT AND EQUIPMENT
(continued)

13. 物業、廠房及設備(續)

		Building 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置和 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度					
At 1 January 2019:	於二零一九年一月一日：					
Cost or valuation	成本或估值	404,251	9,338	22,384	2,545	438,518
Accumulated depreciation	累計折舊	(38,599)	(4,423)	(14,434)	(1,648)	(59,104)
Net carrying amount	賬面淨值	365,652	4,915	7,950	897	379,414
Net carrying amount:	賬面淨值：					
At 1 January 2019	於二零一九年一月一日	365,652	4,915	7,950	897	379,414
Additions	添置	—	1,010	3,067	—	4,077
Depreciation provided during the year (note 8)	本年度計提折舊 (附註8)	(8,398)	(559)	(3,171)	(237)	(12,365)
Disposals	出售	—	—	(190)	—	(190)
Disposal of a subsidiary (note 34)	出售一間附屬公司(附註34)	(326,413)	—	—	—	(326,413)
Surplus on revaluation	重估盈餘	11,883	—	—	—	11,883
Exchange realignment	匯兌調整	(42,724)	(88)	(126)	(11)	(42,949)
At 31 December 2019	於二零一九年十二月三十一日	—	5,278	7,530	649	13,457
At 31 December 2019:	於二零一九年十二月三十一日：					
Cost	成本	—	10,186	24,681	2,502	37,369
Accumulated depreciation	累計折舊	—	(4,908)	(17,151)	(1,853)	(23,912)
Net carrying amount	賬面淨值	—	5,278	7,530	649	13,457

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

Note: The building of the Group as at 1 January 2019 was a self-occupied commercial building located in Beijing, which was disposed of by the Group during the year ended 31 December 2019 in exchange for another property in Beijing under an asset exchange transaction, as further detailed in note 34 to the financial statements. Immediately prior to the disposal of the property on 31 October 2019, the building portion (included in property, plant and equipment) and leasehold land portion (included in right-of-use assets (note 15(a)) were revalued on 31 October 2019 based on a valuation performed by Knight Frank Petty Limited, an independent professional qualified valuer, at an open market value of RMB682,000,000 (equivalent to HK\$759,100,000) in total, resulting in a revaluation surplus of HK\$22,420,000 which has been recognised as other comprehensive income in the property revaluation reserve during the year ended 31 December 2019.

The fair value of the property was measured using significant unobservable inputs (Level 3 as defined in HKFRS 13). During the year, there was no transfer into or out of Level 3 (2019: Nil).

Below is a summary of the valuation technique used and the key input to the valuation of the property:

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Weighted average 加權平均 31 October 2019 二零一九年 十月三十一日 (date of disposal) 出售日期
Leasehold land and building 租賃土地及樓宇	Direct comparison 直接比較	Price per square metre 每平方米價格	RMB24,308 人民幣24,308元

The valuation of the property was based on the direct comparison approach by reference to comparable market transactions. A significant increase (decrease) in the estimated price per square metre in isolation would result in a significant increase (decrease) in the fair value of the property.

13. 物業、廠房及設備(續)

附註： 於二零一九年一月一日，本集團樓宇為位於北京的一處自用商業樓宇，該樓宇由本集團於截至二零一九年十二月三十一日止年度進行出售，以換取資產交換交易項下於北京的另一棟物業，進一步詳情如財務報表附註34所述。緊接於二零一九年十月三十一日出售物業前，樓宇部分(計入物業、廠房及設備中)及租賃土地部分(計入使用權資產中(附註15(a))已於二零一九年十月三十一日進行重估。根據獨立專業合資格估值師萊坊測計師行有限公司進行的估值，開放市場價值合共人民幣682,000,000元(相當於759,100,000港元)，導致重新估值盈餘22,420,000港元於截至二零一九年十二月三十一日止年度物業重估儲備中確認為其他全面收益。

物業之公平值均使用重大不可觀察輸入值(第三層級)(定義見香港財務報告準則第13號)計量。於本年度，概無轉入或轉出第三層級的公平值計量(二零一九年：無)。

以下為物業估值所採用的估值技術及主要輸入數據概要：

物業的估值乃參照可比較市場交易根據直接比較法釐定。每平方米單獨估計價格大幅增加(減少)將導致物業公平值大幅增加(減少)。

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14. INVESTMENT PROPERTIES

14. 投資物業

		Completed 已落成 (note (a)) (附註(a)) HK\$'000 千港元	Under construction 在建中 (note (b)) (附註(b)) HK\$'000 千港元	Total 合計 HK\$'000 千港元
Carrying amount as at 1 January 2019	於二零一九年一月一日的 賬面值	1,656,442	519,228	2,175,670
Additions	添置	1,524,354	245,931	1,770,285
Interest capitalised	資本化利息	—	4,355	4,355
Net loss from fair value adjustments	公平值調整產生的淨虧損	(140,730)	(1,444)	(142,174)
Transfer from properties held for sale (note (c))	轉撥自持作出售物業 (附註(c))	782,287	—	782,287
Transfer upon completion of construction	竣工後轉撥	569,064	(569,064)	—
Transfer to an asset held for sale (note 24)	轉撥至持作出售之資產 (附註24)	(335,901)	—	(335,901)
Exchange realignment	匯兌調整	(73,734)	(1,140)	(74,874)
Carrying amount as at 31 December 2019 and 1 January 2020	於二零一九年十二月 三十一日及二零二零年 一月一日的賬面值	3,981,782	197,866	4,179,648
Additions	添置	—	10,970	10,970
Net gain from fair value adjustments	公平值調整產生的 淨收益	6,699	1,440	8,139
Transfer from properties held for sale (note (c))	轉撥自持作出售物業 (附註(c))	300,934	—	300,934
Exchange realignment	匯兌調整	154,578	(960)	153,618
Carrying amount as at 31 December 2020	於二零二零年十二月 三十一的賬面值	4,443,993	209,316	4,653,309

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14. INVESTMENT PROPERTIES (continued)

Notes:

- (a) The Group's completed investment properties as at 31 December 2020 represented two commercial buildings located in London, the UK; a commercial and residential complex located in Santa Monica, the County of Los Angeles, State of California, the USA (the "US Complex"); and a commercial building located in Beijing, the PRC, which are leased to third parties under operating leases, further summary details of which are set out in note 15 to the financial statements.

At 31 December 2020 and 2019, one of the commercial buildings located in the UK was included in a disposal group classified as held for sale as the Group had been actively negotiating with interested parties for the sale of that property since 2019 and signed a sale and purchase agreement to dispose of the subsidiary which owns such property subsequently in January 2021, as further details in note 24 to the financial statements.

- (b) The Group's investment property under construction as at 31 December 2020 represented a parcel of land located in Culver City, the USA, which was acquired on 27 March 2019 at a cash consideration of US\$24,000,000.
- (c) During the year, the use of certain units in the properties held for sale has been changed upon the inception of operating leases with external third parties. As a result, the leased portion of the properties held for sale was transferred to completed investment properties and a remeasurement gain of HK\$124,882,000 (2019: HK\$301,460,000) was recognised in profit or loss during the year.
- (d) Each year, the Group's senior management decides which external valuers to be appointed for the external valuations of the Group's properties. Selection criteria include market knowledge, independence and whether professional standards are maintained.

The Group's senior management has ongoing discussions with the valuers on the valuation assumptions and results when the valuations are performed. The Group's investment properties (including a property classified as a non-current asset held for sale or included in a disposal group held for sale (note 24)) were revalued on 31 December 2020 and 31 December 2019 based on valuations performed by Jones Lang LaSalle Limited, Knight Frank Petty Limited, Colliers International (Hong Kong) Limited, Colliers International Valuation UK LLP and Cushman & Wakefield Western, Inc., independent professionally qualified valuers.

14. 投資物業(續)

附註：

- (a) 於二零二零年十二月三十一日本集團之已落成投資物業指位於英國倫敦的兩幢商業樓宇；位於美國加利福尼亞州洛杉磯聖莫尼卡市的商住綜合物業(「美國綜合物業」)；及位於中國北京的一幢商業樓宇，該樓宇根據經營租賃出租予第三方，其進一步概要詳情載於財務報表附註15。

於二零二零年及二零一九年十二月三十一日，位於英國的一處商業樓宇計入分類為持作出售之出售組別，概因本集團自二零一九年以來一直積極與利益相關方磋商以出售該物業且已於二零二一年一月簽署買賣協議以出售擁有該物業的附屬公司，進一步詳情見財務報表附註24。

- (b) 於二零二零年十二月三十一日本集團之在建中投資物業指位於美國卡爾弗城之一塊土地，其於二零一九年三月二十七日以現金代價24,000,000美元被收購。
- (c) 於本年度，與外部第三方簽訂經營租賃後，持作出售物業的部分單元之使用發生變動。因此，於本年度持作出售物業單位的租賃部分轉為已落成投資物業及於損益內確認重估收益為124,882,000港元(二零一九年：301,460,000港元)。
- (d) 每年，本集團高級管理層決定委任哪一家外聘估值師負責本集團投資物業的外部估值。甄選準則包括市場知識、獨立性及是否維持專業水準。

本集團高級管理層與估值師在進行估值時持續討論估值假設及結果。於二零二零年及二零一九年十二月三十一日，本集團之投資物業(包括分類為持作出售之非流動資產或計入持作出售之出售組別的物業(附註24))由獨立專業合資格估值師Jones Lang LaSalle Limited、萊坊測計師行有限公司、Colliers International (Hong Kong) Limited、Colliers International Valuation UK LLP及Cushman & Wakefield Western, Inc.進行估值重估。

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14. INVESTMENT PROPERTIES (continued)

Notes: (continued)

(d) (continued)

Fair value hierarchy disclosure

At 31 December 2019, fair value measurements of all of the Group's investment properties are using significant unobservable inputs (Level 3 as defined in HKFRS 13). During the year, there was no transfer into or out of Level 3.

Below is a summary of the valuation techniques used and the key inputs to the valuation of the Group's investment properties:

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入值	Range of input 輸入值範圍	
			2020	2019
			二零二零年	二零一九年
Completed investment properties				
已落成投資物業				
A commercial building in the UK	Income capitalisation	(i) Equivalent yield (ii) Unit market rent per month	4.51% £64.20 per square metre of gross floor area	4.18% £57.36 per square metre of gross floor area
於英國的商業樓宇	收入資本化法	(i) 等價收益率 (ii) 每月單位市場租金	4.51% 每平方米 總樓面面積 64.20英鎊	4.18% 每平方米 總樓面面積 57.36英鎊
The US complex	Income capitalisation	(i) Capitalisation rate (ii) Unit market rent per month	4.4% US\$57-US\$84 per square metre of gross floor area and US\$6,100-US\$8,000 per unit of bedroom or townhouse	4.5% US\$66-US\$84 per square metre of gross floor area and US\$5,200-US\$9,500 per unit of bedroom or townhouse
美國綜合物業	收入資本化法	(i) 資本化率 (ii) 每月單位市場租金	4.4% 每平方米 總樓面面積 57美元至84美元及每單位臥室或聯排住宅6,100美元至8,000美元	4.5% 每平方米 總樓面面積 66美元至84美元及每單位臥室或聯排住宅5,200美元至9,500美元

14. 投資物業(續)

附註：(續)

(d) (續)

公平值層級披露

於二零一九年十二月三十一日，本集團投資物業的公平值計量均使用重大不可觀察輸入值(第三層級)(定義見香港財務報告準則第13號)。於本年度，概無轉入或轉出第三層級的公平值計量。

以下為就本集團投資物業估值所採用的估值技術及主要輸入值的概要：

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14. INVESTMENT PROPERTIES (continued)

Notes: (continued)

(d) (continued)

Fair value hierarchy disclosure (continued)

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入值	Range of input 輸入值範圍	
			2020 二零二零年	2019 二零一九年
A commercial building in the PRC	Income capitalisation	(i) Sales comparison	RMB52,200-RMB63,800 per square metre for retail and RMB45,200-RMB55,970 per square metre for office	RMB52,200-RMB63,800 per square metre for retail and RMB43,600-RMB53,300 per square metre for office
於中國的商業樓宇	收入資本化法	(i) 銷售比較	零售價 每平方米 人民幣 52,200 元至 人民幣 63,800 元 及辦公室 每平方米 人民幣 45,200 元至 人民幣 55,970 元	零售價 每平方米 人民幣52,200元至 人民幣63,800元 及辦公室 每平方米 人民幣43,600元至 人民幣53,300元
Investment property under construction				
在建中投資物業				
A parcel of land located in Culver City, the USA	Income capitalisation	(i) Sales comparison	US\$743 per square metre of gross floors area	US\$699 per square metre of gross floor area
位於美國卡爾弗城的一塊土地	收入資本化法	(i) 銷售比較	每平方米 總樓面面積 743 美元	每平方米 總樓面面積 699美元
Included in a disposal group held for sale (note 24)				
計入持作出售之出售組別(附註24)				
A commercial building in the UK	Income capitalisation	(i) Equivalent yield	5.01%	5.36%
		(ii) Unit market rent per month	£49.05 per square metre of gross floor area	£51.08 per square metre of gross floor area
於英國的商業樓宇	收入資本化法	(i) 等價收益率 (ii) 每月單位市場租金	5.01% 每平方米 總樓面面積 49.05 英鎊	5.36% 每平方米 總樓面面積 51.08英鎊

The income capitalisation approach is applied based on net rental income that can be derived from existing tenancies with due allowance for the reversionary potential of the properties.

14. 投資物業(續)

附註：(續)

(d) (續)

公平值層級披露(續)

應用收入資本化法時乃基於可得自現有租賃的淨租金收入，並妥為計及有關物業的復歸潛力。

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14. INVESTMENT PROPERTIES (continued)

Notes: (continued)

(d) (continued)

Fair value hierarchy disclosure (continued)

A significant increase (decrease) in the estimated rental value in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the equivalent yield and capitalisation rate in isolation would result in a significant decrease/(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 rental value and an opposite change in the equivalent yield and the capitalisation rate.

(e) At 31 December 2020, certain of the Group's investment properties with a total carrying amount of HK\$2,819,153,000 (2019: HK\$2,463,059,000) were pledged to secure banking facilities granted to the Group (note 28(a)), a loan from a financial institution (note 28(b)) and loans from a joint venture partner of a subsidiary (note 28(e)).

15. LEASES

Group as a lessor

The Group leases its investment properties (note 14) consisting of two commercial properties in the UK, one residential and commercial property in the USA and one commercial property in the PRC to third parties and a related party in which two directors of the Company have beneficial interests, under operating lease arrangements for terms ranging between 1 and 8 years (2019: 1 and 10 years). The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the contract terms. Rental income recognised by the Group during the year was HK\$99,412,000 (2019: HK\$78,817,000), details of which are included in note 5 to the financial statements.

14. 投資物業(續)

附註：(續)

(d) (續)

公平值層級披露(續)

單獨估計租金價值大幅上升(下降)會導致投資物業公平值大幅上升(下降)。等價收益率及資本化率單獨大幅上升(下降)會導致投資物業公平值大幅下降/(上升)。一般而言，就估計租金價值所作假設的變動會伴隨租金價值相同方向的變動以及等價收益率及資本化率相反方向的變動。

(e) 於二零二零年十二月三十一日，本集團抵押賬面值合共2,819,153,000港元(二零一九年：2,463,059,000港元)的若干投資物業作為授予本集團的銀行融資之擔保(附註28(a))、來自金融機構之貸款(附註28(b))及來自一間附屬公司之合營公司合夥人之貸款(附註28(e))。

15. 租賃

本集團作為出租人

本集團根據經營租賃安排向第三方及本公司兩名董事擁有實益權益的關聯方出租其投資物業(附註14)(包括在英國的兩項商用物業、在美國的一項住宅及商用物業及在中國的一項商用物業)，租賃期為1年至8年(二零一九年：1年至10年)不等。該等租賃的條款一般要求租戶支付保證金，並可以根據合約條款定期調整租金。本集團於本年度確認的租金收入為99,412,000港元(二零一九年：78,817,000港元)，其詳情計入財務報表附註5。

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15. LEASES (continued)

Group as a lessor (continued)

At 31 December 2020, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

Within one year	一年內
After one year but within two years	一年後但兩年內
After two years but within three years	兩年後但三年內
After three years but within four years	三年後但四年內
After four years but within five years	四年後但五年內
After five years	五年後
Total	合計

The Group's operating lease receivables as at 31 December 2020 and 31 December 2019 are disclosed in note 20 to the financial statements.

Group as a lessee

The Group has lease arrangements as a lessee for office premises, staff quarters, a fitness centre, several units of a recreational centre, a motor vehicle and several items of equipment for use in its operations. Leases of office premises, staff quarters, a fitness centre and several units of a recreational centre have lease terms between 3 and 4 years, while the motor vehicle has a lease term of 3 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

15. 租賃(續)

本集團作為出租人(續)

於二零二零年十二月三十一日，本集團根據與其租戶簽訂的不可撤銷經營租賃，於未來期間收取的未折現租賃付款如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within one year	84,127	61,105
After one year but within two years	68,923	38,775
After two years but within three years	53,708	34,617
After three years but within four years	37,721	28,637
After four years but within five years	21,279	25,389
After five years	7,513	27,332
Total	273,271	215,855

本集團於二零二零年十二月三十一日及二零一九年十二月三十一日的經營應收租賃賬款於財務報表附註20中披露。

本集團作為承租人

本集團作為承租人，擁有辦公室物業、員工宿舍、一間健身中心、一所休閒中心若干單元、一輛汽車及用於其業務營運的若干設備項目的多項租賃土地安排。辦公室物業、員工宿舍、一間健身中心及一所休閒中心若干單元之租賃的租賃期為3至4年，而汽車的租賃期通常為3年。其他設備的租賃期通常為12個月或以下及／或個別設備的價值較低。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。

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15. LEASES (continued)

Group as a lessee (continued)

(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:

		Leasehold land 租賃土地 HK\$'000 千港元 (note) (附註)	Office premises 辦公室物業 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	405,946	13,182	639	419,767
Additions	添置	—	35,264	—	35,264
Depreciation provided during the year (note 8)	本年度計提折舊(附註8)	(9,469)	(8,698)	(308)	(18,475)
Surplus on revaluation	重估盈餘	10,537	—	—	10,537
Disposal of a subsidiary (note 34)	出售一間附屬公司 (附註34)	(432,687)	—	—	(432,687)
Exchange realignment	匯兌調整	25,673	(500)	1	25,174
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	—	39,248	332	39,580
Additions	添置	—	2,983	—	2,983
Depreciation provided during the year (note 8)	本年度計提折舊 (附註8)	—	(17,914)	(305)	(18,219)
Lease modification	租賃變更	—	(20,014)	—	(20,014)
Exchange realignment	匯兌調整	—	1,176	(1)	1,175
At 31 December 2020	於二零二零年十二月三十一日	—	5,479	26	5,505

Note: It was stated at a revalued amount less accumulated depreciation and any accumulated impairment losses, further details of the fair value measurement is included in note 13 to the financial statements.

15. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產

本集團之使用權資產賬面值及本年度變動如下：

附註：其按重估金額減累計折舊及任何累計減值虧損列賬，公平值計量的進一步詳情載入財務報表附註13。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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15. LEASES (continued)

Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities (included under bank and other borrowings) and the movements during the year are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	39,603	13,821
New leases	新租賃	2,983	35,264
Accretion of interest recognised during the year (note 7)	本年度已確認利息 增幅(附註7)	1,053	555
Payments	付款	(19,821)	(9,539)
Lease modification	租賃變更	(19,762)	—
Exchange realignment	匯兌調整	1,427	(498)
		5,483	39,603
At 31 December	於十二月三十一日	5,483	39,603
Portion classified as current liabilities	分類為流動負債部分	(3,913)	(18,704)
		1,570	20,899
Non-current portion	非即期部分	1,570	20,899

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

租賃負債的到期日分析披露於財務報表附註41。

(c) Other lease information

The amounts recognised in profit or loss in relation to leases are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	1,053	555
Depreciation of right-of-use assets	使用權資產折舊	18,219	18,475
Expense relating to short-term leases	與短期租賃有關的 開支	—	7
Loss on lease modification	租賃變更的虧損	252	—
		19,524	19,037
Total amount recognised in profit or loss	於損益內確認款項 總額	19,524	19,037

The total cash outflow for leases is disclosed in note 35(c) to the financial statements.

租賃的現金流出總額披露於財務報表附註35(c)。

15. 租賃(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債之賬面值(包括銀行及其他借款)及本年度變動如下:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	39,603	13,821
New leases	2,983	35,264
Accretion of interest recognised during the year (note 7)	1,053	555
Payments	(19,821)	(9,539)
Lease modification	(19,762)	—
Exchange realignment	1,427	(498)
	5,483	39,603
At 31 December	5,483	39,603
Portion classified as current liabilities	(3,913)	(18,704)
	1,570	20,899
Non-current portion	1,570	20,899

租賃負債的到期日分析披露於財務報表附註41。

(c) 其他租賃資料

與租賃有關於損益內確認的金額如下:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest on lease liabilities	1,053	555
Depreciation of right-of-use assets	18,219	18,475
Expense relating to short-term leases	—	7
Loss on lease modification	252	—
	19,524	19,037
Total amount recognised in profit or loss	19,524	19,037

租賃的現金流出總額披露於財務報表附註35(c)。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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16. COMPUTER SOFTWARE

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January:	於一月一日：		
Cost	成本	1,719	1,300
Accumulated amortisation	累計攤銷	(636)	(407)
Net carrying amount		1,083	893
Net carrying amount:	賬面淨值：		
At 1 January	於一月一日	1,083	893
Additions	添置	—	448
Amortisation provided during the year (note 8)	本年度計提攤銷 (附註8)	(191)	(239)
Exchange realignment	匯兌調整	56	(19)
At 31 December		948	1,083
At 31 December:	於十二月三十一日：		
Cost	成本	1,825	1,719
Accumulated amortisation	累計攤銷	(877)	(636)
Net carrying amount		948	1,083

16. 電腦軟件

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January:	於一月一日：		
Cost	成本	1,719	1,300
Accumulated amortisation	累計攤銷	(636)	(407)
Net carrying amount		1,083	893
Net carrying amount:	賬面淨值：		
At 1 January	於一月一日	1,083	893
Additions	添置	—	448
Amortisation provided during the year (note 8)	本年度計提攤銷 (附註8)	(191)	(239)
Exchange realignment	匯兌調整	56	(19)
At 31 December		948	1,083
At 31 December:	於十二月三十一日：		
Cost	成本	1,825	1,719
Accumulated amortisation	累計攤銷	(877)	(636)
Net carrying amount		948	1,083

17. DEBT INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted debt investments, at fair value	非上市債務投資，按公平值計量	24,562	46,518

The unlisted debt investments were designated as financial assets at fair value through other comprehensive income as the Group plans to both hold the financial assets to collect their contractual cash flows and sell them, as appropriate.

During the year ended 31 December 2020, the gross loss in respect of fair value remeasurement of the unlisted debt investments recognised in other comprehensive income amounted to HK\$967,000 (2019: gross gain amounted to HK\$1,424,000) and a gain on disposal of certain unlisted debt investments amounting to HK\$144,000 (2019: HK\$1,761,000) was recycled to profit or loss.

17. 按公平值計入其他全面收益的債務投資

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted debt investments, at fair value	非上市債務投資，按公平值計量	24,562	46,518

非上市債務投資被指定為按公平值計入其他全面收益的金融資產，乃由於本集團計劃持有金融資產以收取其合約現金流量及銷售(倘適用)。

截至二零二零年十二月三十一日止年度，確認於其他全面收益的非上市債務投資之重新計量公平值之總虧損為967,000港元(二零一九年：總收益為1,424,000港元)及出售若干非上市債務投資之收益為144,000港元(二零一九年：1,761,000港元)已撥回至損益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

18. PROPERTIES HELD FOR SALE

Properties held for sale of the Group as at 31 December 2020 and 31 December 2019 represented a certain portion of a commercial building located in Beijing, the PRC, which was acquired on 31 October 2019 through acquisition of the entire interest of Capable Kingdom Limited. Further summary details of the acquisition are included in note 34 to the financial statements.

At 31 December 2020, certain properties held for sale with a then carrying amount of HK\$956,460,000 (2019: HK\$1,028,362,000) were pledged to secure the loans from a joint venture partner of a subsidiary (note 28(e)).

18. 持作出售物業

本集團於二零二零年十二月三十一日及二零一九年十二月三十一日之持作出售物業指位於中國北京的一座商業樓宇的某一部分，該樓宇於二零一九年十月三十一日透過收購Capable Kingdom Limited之全部權益而獲得。有關收購事項之進一步概要詳情載於財務報表附註34。

於二零二零年十二月三十一日，本集團抵押當時賬面值為956,460,000港元(二零一九年：1,028,362,000港元)的若干持作出售物業作為來自一間附屬公司之合營公司合夥人之貸款的擔保(附註28(e))。

19. INVENTORIES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Food and beverages	食物及飲品	325	122
Other operating items for restaurant operations	餐廳經營的其他經營項目	294	292
Goods for resale	貨品轉售	164	696
Repair and maintenance parts	維修及保養部件	1,429	1,130
		2,212	2,240

19. 存貨

20. TRADE AND LEASE RECEIVABLES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	應收貿易賬款	90,790	40,857
Lease receivables	應收租賃賬款	16,910	3,253
Total gross trade and lease receivables	應收貿易及租賃賬款總額	107,700	44,110
Less: Impairment (note (b))	減：減值(附註(b))	(14,873)	(10,536)
		92,827	33,574

20. 應收貿易及租賃賬款

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

20. TRADE AND LEASE RECEIVABLES (continued)

Notes:

- (a) Trade and lease receivables are non-interest bearing and arise from the provision of property management services, leasing of investment properties and operations of the Recreational Centre. Tenants of the Group's managed properties are required to pay a calendar year's property management service fees annually in advance.

The Group's credit terms of its trade and lease receivables are negotiated with and entered into under normal commercial terms with tenants of the properties managed by the Group, tenants of investment properties and customers of the Recreational Centre. The Group does not hold any collateral or other credit enhancements over these balances.

Included in the Group's trade and lease receivables as at 31 December 2020 are amounts of HK\$45,062,000 (2019: HK\$4,847,000) in total due from companies controlled by two directors of the Company, which are repayable on credit terms similar to those offered to other tenants in the ordinary course of business. Mr. Wei and Mr. Sun, both being directors of the Company, have beneficial interests in these related parties.

At 31 December 2020, certain lease receivables of HK\$16,910,000 (2019: HK\$3,253,000) in total were pledged to secure bank loan facilities granted to the Group for financing the purchase of two commercial buildings in London, the UK (note 28(a)).

20. 應收貿易及租賃賬款(續)

附註：

- (a) 應收貿易及租賃賬款並不計息及於提供物業管理服務、租賃投資物業及經營休閒中心時產生。租戶租用本集團管理之物業，須每年預付一個曆年之物業管理服務費用。

本集團應收貿易及租賃賬款的信貸條款透過與本集團管理的物業租戶、投資物業租戶及休閒中心客戶按一般商務條款磋商訂立。本集團並無就該等餘額持有任何抵押品或其他信用增級。

本集團於二零二零年十二月三十一日的應收貿易及租賃賬款包括應收本公司兩名董事控制的公司之款項合共45,062,000港元(二零一九年：4,847,000港元)，並需按照與在日常業務過程中向其他租戶所提供的信用條款相類似的信用條款償還。魏先生及孫先生(均為本公司董事)於該等關聯方擁有實益權益。

於二零二零年十二月三十一日，若干應收租賃賬款合共16,910,000港元(二零一九年：3,253,000港元)已抵押作為本集團購買英國倫敦兩處商業樓宇(附註28(a))而獲授銀行貸款融資之擔保。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

20. TRADE AND LEASE RECEIVABLES

(continued)

Notes: (continued)

- (b) An ageing analysis of the trade and lease receivables, based on the due date and net of impairment, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current	當期	73,330	27,719
Past due:	已逾期：		
Less than 1 year	少於一年	14,191	2,770
1 year to 2 years	一至兩年	2,831	2,342
2 years to 3 years	兩至三年	2,475	743
		92,827	33,574

The movements in the loss allowance for impairment of trade and lease receivables during the year are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	10,536	13,088
Impairment/(reversal of impairment) recognised, net (note 8)	已確認減值/(減值撥回), 淨額(附註8)	3,492	(2,395)
Transfer to assets of a disposal group held for sale (note 24)	轉移至持作出售之 出售組別資產(附註24)	(6)	—
Exchange realignment	匯兌調整	851	(157)
		14,873	10,536

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the average of historical incurred credit loss experience on each ageing group of trade and lease receivables. Generally, trade and lease receivables are written off if they are not considered recoverable by the Group and are not subject to enforcement activity.

20. 應收貿易及租賃賬款(續)

附註：(續)

- (b) 按逾期日期之應收貿易及租賃賬款(並扣除減值)之賬齡分析如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current	73,330	27,719
Past due:		
Less than 1 year	14,191	2,770
1 year to 2 years	2,831	2,342
2 years to 3 years	2,475	743
	92,827	33,574

於本年度，應收貿易及租賃賬款減值虧損撥備的變動如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	10,536	13,088
Impairment/(reversal of impairment) recognised, net (note 8)	3,492	(2,395)
Transfer to assets of a disposal group held for sale (note 24)	(6)	—
Exchange realignment	851	(157)
	14,873	10,536

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於應收貿易及租賃賬款的各賬齡組別歷史已產生信貸虧損經驗的平均值釐定。一般而言，應收貿易及租賃賬款在被本集團視為不可收回時可予以撇銷，且毋須受限於強制執行活動。

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31 December 2020 二零二零年十二月三十一日

20. TRADE AND LEASE RECEIVABLES (continued)

Notes: (continued)

(b) (continued)

Set out below is the information about the credit risk exposure on the Group's trade and lease receivables using a provision matrix:

As at 31 December 2020

Expected credit loss rate	預期信貸虧損率	0.62%	6.75%	36.01%	70.99%	100%	
Gross carrying amount (HK\$'000)	賬面總值(千港元)	73,789	15,218	4,424	8,533	5,736	107,700
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	459	1,027	1,593	6,058	5,736	14,873

As at 31 December 2019

Expected credit loss rate	預期信貸虧損率	2.00%	20.01%	50.99%	73.99%	100%	
Gross carrying amount (HK\$'000)	賬面總值(千港元)	28,284	3,463	4,779	2,857	4,727	44,110
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	565	693	2,437	2,114	4,727	10,536

20. 應收貿易及租賃賬款(續)

附註：(續)

(b) (續)

有關本集團採用撥備矩陣計量的應收貿易及租賃賬款的信貸風險資料載列如下：

於二零二零年十二月三十一日

Ageing based on due date 基於到期日期的賬齡

	Current 當期	Less than 少於一年				Total 合計
		1 year 少於一年	1 to 2 years 一至兩年	2 to 3 years 兩至三年	Over 3 years 三年以上	
Expected credit loss rate	0.62%	6.75%	36.01%	70.99%	100%	
Gross carrying amount (HK\$'000)	73,789	15,218	4,424	8,533	5,736	107,700
Expected credit losses (HK\$'000)	459	1,027	1,593	6,058	5,736	14,873

於二零一九年十二月三十一日

Ageing based on due date 基於到期日期的賬齡

	Current 當期	Less than 少於一年				Total 合計
		1 year 少於一年	1 to 2 years 一至兩年	2 to 3 years 兩至三年	Over 3 years 三年以上	
Expected credit loss rate	2.00%	20.01%	50.99%	73.99%	100%	
Gross carrying amount (HK\$'000)	28,284	3,463	4,779	2,857	4,727	44,110
Expected credit losses (HK\$'000)	565	693	2,437	2,114	4,727	10,536

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

21. 預付款項、訂金及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Prepayments	預付款項	12,397	7,015
Deposits and other receivables	訂金及其他應收款項	44,591	46,037
Loan receivables (note)	應收貸款(附註)	63,278	2,207
		120,266	55,259
Portion classified as current assets	分類為流動資產部分	(119,078)	(54,140)
Non-current portion	非流動部分	1,188	1,119

Note:

Each of the loan receivables bears interest at a fixed rate, will become repayable in the year of 2020 and is secured by a trade receivable of the borrower with a security value to loan ratio of more than 2 times. During the year, interest income of HK\$1,451,000 (2019: HK\$1,585,000) was recognised in profit or loss in respect of these loan receivables. The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. At 31 December 2020 and 2019, the loss allowance was assessed to be minimal. No ECLs were recognised against these loan receivables as, in the opinion of directors, the loss given default rate of each of these loan receivables is close to zero.

附註：

按固定利率計息的應收貸款將於二零二零年償還，並由借款人的應收貿易賬款(抵押值貸款比率超過2倍)作抵押。年內，就該等應收貸款於損益內確認利息收入1,451,000港元(二零一九年：1,585,000港元)。上述結餘中所列金融資產與近期無違約記錄及逾期金額的應收賬款有關。於二零二零年及二零一九年十二月三十一日，虧損撥備被評估為最低。並無就該等應收貸款確認預期信貸虧損，乃由於董事認為該等應收貸款的違約損失率趨近於零。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

22. BALANCES WITH RELATED PARTIES

The balances with related parties are unsecured, interest-free and have no fixed terms of repayment.

(a) Due from related parties

Amounts due from related parties, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

Company name	At 31 December 2020	Maximum amount outstanding during the current year	At 31 December 2019 and 1 January 2020	Maximum amount outstanding during the prior year	At 1 January 2019
公司名稱	於 二零二零年 十二月 三十一日 HK\$'000 千港元	本年度最高 未償還金額 HK\$'000 千港元	於二零一九年 十二月 三十一日及 二零二零年 一月一日 HK\$'000 千港元	過往 年度最高 未償還金額 HK\$'000 千港元	於二零一九年 一月一日 HK\$'000 千港元
The ultimate holding company*	最終控股公司*				
Winluck Global	355	355	—	355	18
Director-controlled related parties*	董事控制的關聯方*				
北京國隆置業有限公司 ("Beijing Guolong")	2,501	2,501	1,963	1,963	1,637
Kaipeng Technology [□]	—	—	—	—	11,314
北京集趣互動信息技術有限公司 ("Beijing Jiqu")	—	—	—	26	26
Silky Apex Limited ("Silky Apex")	35	35	—	35	2
Gang Rui International Investment (HK) Limited ("Gang Rui")	360	360	360	360	360
北京國銳房地產開發有限公司 ("Guorui Property Development")	30,945	30,945	22,569	22,722	—
	34,196		24,892		13,357
Other related parties	其他關聯方				
	35,643		24,982		—
	69,839		49,874		13,357

* Two directors of the Company, namely Mr. Wei and Mr. Sun, have beneficial interests in these related parties.

□ This entity became a subsidiary of the Group during the year ended 31 December 2019.

22. 與關聯方的結餘

與關聯方的結餘為無抵押、免息且無固定還款期。

(a) 應收關聯方款項

根據香港《公司條例》第383(1)(d)條及《公司(披露董事利益資料)規例》第3部披露的應收關聯方款項如下：

* 本公司兩名董事(即魏先生及孫先生)於該等關聯方中擁有實益權益。

□ 凱朋科技於截至二零一九年十二月三十一日止年度成為本集團之附屬公司。

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22. BALANCES WITH RELATED PARTIES (continued)

(b) Due to related parties

The balances as at 31 December 2020 and 31 December 2019 mainly represented short term advances from related parties in which Mr. Wei and Mr. Sun have beneficial interests.

23. PLEDGED BANK DEPOSIT AND CASH AND CASH EQUIVALENTS

Cash and bank balances other than time deposits	除定期存款外的現金及銀行結餘	196,147	286,045
Time deposits	定期存款	—	—
Total cash and bank balances	現金及銀行結餘總額	196,147	286,045
Less: Pledged bank deposit (note (c))	減：已抵押銀行存款(附註(c))	—	(39,168)
Cash and cash equivalents	現金及現金等價物	196,147	246,877

Notes:

- (a) At 31 December 2020, the cash and bank balances of the Group denominated in RMB amounted to HK\$89,871,000 (2019: HK\$122,727,000). 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.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates. A short term time deposit was made for a period of twelve months, and earns interest at the short term time deposit rate. The bank balances are deposited with creditworthy banks with no recent history of default.
- (c) At 31 December 2019, a bank deposit of US\$5,003,000 (equivalent to HK\$39,168,000) was pledged to a bank for the issuance of a standby letter of credit in respect of future settlement to a contractor for the construction of the US Complex.

22. 與關聯方的結餘(續)

(b) 應付關聯方款項

於二零二零年十二月三十一日及二零一九年十二月三十一日之結餘主要指魏先生及孫先生擁有實益權益的關聯方之短期墊款。

23. 已抵押銀行存款及現金及現金等價物

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash and bank balances other than time deposits	196,147	286,045
Time deposits	—	—
Total cash and bank balances	196,147	286,045
Less: Pledged bank deposit (note (c))	—	(39,168)
Cash and cash equivalents	196,147	246,877

附註：

- (a) 於二零二零年十二月三十一日，本集團用人民幣列值的現金及銀行結餘達89,871,000港元(二零一九年：122,727,000港元)。儘管人民幣不能與其他貨幣自由兌換，但是根據中國大陸的外匯管理條例及結匯、售匯及付匯管理規定，本集團可以通過有權進行外幣業務的銀行將人民幣兌換成其他貨幣。
- (b) 銀行存款根據每日銀行存款利率計算之浮動利率計息。短期定期存款之存款期為十二個月，按有關之短期定期存款利率計息。銀行結餘存於近期並無違約記錄而具信譽的銀行。
- (c) 於二零一九年十二月三十一日，銀行存款5,003,000美元(相當於39,168,000港元)已抵押予銀行，以令其就向承包商日後結清美國綜合物業建造工程發出信貸備用函。

**24. ASSETS AND LIABILITIES OF A DISPOSAL GROUP HELD FOR SALE/
NON-CURRENT ASSET HELD FOR SALE**

In December 2019, the directors of the Company decided to sell a commercial building (an investment property) of GR Properties UK Limited, an indirect wholly-owned subsidiary of the Company, located in the UK and the Group signed the head of terms with a potential independent third party on 15 January 2020. Since the property is immediately available for sale, the directors expected that the disposal could be completed within one year. Accordingly, the investment property is classified as a non-current asset held for sale and is separately presented on the face of the consolidated statement of financial position as at 31 December 2019.

A new head of terms was signed by the Group with another potential independent third party on 8 July 2020. Pursuant to a sale and purchase agreement entered into between GR UK Holdings Limited, a direct wholly-owned subsidiary of the Company (as a vendor), and an independent third party (as a purchaser) dated 8 January 2021, GR UK Holdings Limited agreed to dispose of the entire interest of GR Properties UK Limited to the independent third party for a consideration of £30,960,000 (equivalent to HK\$325,876,000). The disposal was completed on 8 January 2021. Further details are set out in the Company's circular dated 26 February 2021.

As the transaction was not completed as at 31 December 2020, GR Properties UK Limited was classified as a disposal group held for sale.

**24. 持作出售之出售組別資產及
負債／持作出售之非流動資
產**

於二零一九年十二月，本公司董事決定出售GR Properties UK Limited(本公司的間接全資附屬公司)之位於英國的一幢商業樓宇(投資物業)，且本集團已於二零二零年一月十五日與潛在獨立第三方簽署主要條款。由於該物業隨時可供出售，董事預計出售事項可於一年內完成。因此，投資物業分類為持作出售之非流動資產並於二零一九年十二月三十一日之綜合財務狀況表中單獨列示。

本集團於二零二零年七月八日與另一潛在獨立第三方簽署新主要條款。根據本公司的直接全資附屬公司GR UK Holdings Limited(作為賣方)與獨立第三方(作為買方)訂立的日期為二零二一年一月八日的買賣協議，GR UK Holdings Limited同意將GR Properties UK Limited的全部權益以代價30,960,000英鎊(相當於325,876,000港元)出售予獨立第三方。該出售事項於二零二一年一月八日完成。進一步詳情載於本公司日期為二零二一年二月二十六日之通函。

由於該交易於二零二零年十二月三十一日尚未完成，GR Properties UK Limited分類為持作出售之出售組別。

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24. ASSETS AND LIABILITIES OF A DISPOSAL GROUP HELD FOR SALE/ NON-CURRENT ASSET HELD FOR SALE (continued)

The major classes of assets and liabilities of the Group's subsidiary classified as held for sale as at 31 December 2020 are as follows:

24. 持作出售之出售組別資產及負債／持作出售之非流動資產(續)

於二零二零年十二月三十一日，本集團附屬公司分類為持作出售之資產及負債的主要類別如下：

		2020 二零二零年	2019 二零一九年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Assets:	資產：		
Investment property	(a)	327,349	335,901
Trade and lease receivables		553	—
Prepayments, deposits and other receivables		3,562	—
Cash and cash equivalents		38,380	—
Assets of a disposal group held for sale	持作出售之出售組別資產	369,844	335,901
Liabilities:	負債：		
Trade payables		1,010	—
Receipts in advance		1,905	—
Other payables and accruals	(b)	3,510	—
Bank and other borrowings		119,966	—
Other tax payable		152	—
Liabilities directly associated with the assets of a disposal group held for sale	與持作出售之出售組別資產直接相關之負債	126,543	—
Net assets directly associated with the disposal group	與出售組別直接相關之資產淨值	243,301	335,901

Notes:

- (a) At 31 December 2020 and 2019, the investment property was measured at fair value and was pledged as security for a banking facility granted to the Group (note 28(a)).
- (b) At 31 December 2020, an amount of HK\$266,107,000 due to the Company was excluded from the liabilities of GR Properties UK Limited as disclosed above.

附註：

- (a) 於二零二零年及二零一九年十二月三十一日，投資物業按公平值計量且作為授予本集團的銀行融資之擔保(附註28(a))。
- (b) 於二零二零年十二月三十一日，應付本公司款項266,107,000港元不包括在上文所述GR Properties UK Limited的負債中。

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25. TRADE PAYABLES

Trade payables are non-interest-bearing and the average credit period is 60 days.

An ageing analysis of the Group's trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 3 months	三個月內	19,434	21,330
4 to 6 months	四至六個月	2,591	2,519
7 to 12 months	七至十二個月	2,272	4,896
Over 1 year	一年以上	18,030	8,732
		42,327	37,477

26. RECEIPTS IN ADVANCE

Contract liabilities	合約負債
Other receipts in advance	其他預收款項

Notes:

- (a) The Group's receipts in advance represented (i) prepayments of property management fees received from tenants; (ii) cash receipts from customers which are stored in membership cards for future consumption in the Recreational Centre; and (iii) rental received in advance from tenants of the Group's investment properties.
- (b) The Group's contract liabilities as at 1 January 2019 amounted to HK\$75,848,000.

25. 應付貿易賬款

應付貿易賬款不計息，且平均信貸期限為60天。

根據發票日期，於報告期末，本集團應付貿易賬款的賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 3 months	三個月內	19,434	21,330
4 to 6 months	四至六個月	2,591	2,519
7 to 12 months	七至十二個月	2,272	4,896
Over 1 year	一年以上	18,030	8,732
		42,327	37,477

26. 預收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contract liabilities	合約負債	74,012	69,143
Other receipts in advance	其他預收款項	21,555	28,477
		95,567	97,620

附註：

- (a) 本集團的預收款項指(i)向租戶收取的物業管理費預付款項；(ii)客戶存入會員卡以供日後在休閒中心消費的現金；及(iii)向本集團的投資物業租戶預收的租金。
- (b) 本集團於二零一九年一月一日的合約負債為75,848,000港元。

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31 December 2020 二零二零年十二月三十一日

27. OTHER PAYABLES AND ACCRUALS

Other payables	其他應付款
Accruals	預提費用

The Group's other payables as at 31 December 2020 included, inter alia, the following:

- (i) amounts of HK\$2,887,000 (2019: HK\$3,917,000) in total payables to water, heating and electricity suppliers in respect of public utility fees collected from tenants on behalf of public utility suppliers;
- (ii) refundable decoration deposits and property management service fee deposits of HK\$19,186,000 (2019: HK\$16,288,000) in total received from tenants of a commercial building and residential properties managed by the Group; and
- (iii) advances from independent third parties of HK\$52,616,000 (2019: HK\$47,575,000) in total for the purpose of maintaining daily working capital and financing new investments. These advances are interest-free, unsecured and repayable on demand or within one year.

27. 其他應付款及預提費用

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	125,256	96,933
	12,543	15,220
	137,799	112,153

於二零二零年十二月三十一日，本集團的其他應付款包括(其中包括)以下各項：

- (i) 應付自來水、暖氣及電力供應商款項合共2,887,000港元(二零一九年：3,917,000港元)，有關公用設施費用乃代公用設施供應商向租戶收取；
- (ii) 可予退還裝修訂金及物業管理服務費訂金合共19,186,000港元(二零一九年：16,288,000港元)，有關訂金乃向一幢由本集團管理之商業大廈及住宅物業之租戶收取；及
- (iii) 有關維持日常運營資金及為新投資融資之獨立第三方墊款合共52,616,000港元(二零一九年：47,575,000港元)。該等墊款為無息、無擔保且須按要求或於一年內償還。

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28. BANK AND OTHER BORROWINGS

28. 銀行及其他借款

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans, secured	銀行貸款(有抵押)	(a)	851,988	929,568
Other loans:	其他貸款：			
Loan from a financial institution, secured	金融機構提供的貸款(有抵押)	(b)	234,078	213,959
Loan from a shareholder of the Company, unsecured	本公司一名股東提供的貸款(無抵押)	(c)	84,269	82,656
Loans from director-controlled entities, unsecured	董事控制實體提供的貸款(無抵押)	(d)	381,976	347,648
Quasi-loan equity contributed by a joint venture partner of a subsidiary, secured	附屬公司之合營公司合夥人貢獻的準貸款股權(有抵押)	(e)	561,787	722,590
			1,262,110	1,366,853
Lease liabilities	租賃負債	15(b)	5,483	39,603
Total bank and other borrowings	銀行及其他借款合計		2,119,581	2,336,024
Analysed into:	分析作：			
Bank loans repayable:	應償還銀行貸款：			
Within one year or on demand (note (a))	一年內或按要求(附註(a))		4,935	131,476
In the second year	第二年		811,565	798,092
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)		35,488	—
			851,988	929,568
Other loans repayable:	其他應償還貸款：			
Within one year	一年內		17,006	560,198
In the second year	第二年		651,376	185,697
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)		387,272	423,836
Beyond five years	五年後		206,456	197,122
			1,262,110	1,366,853
Lease liabilities repayable:	應償還租賃負債：			
Within one year	一年內		3,913	18,704
In the second year	第二年		1,513	15,018
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)		57	5,881
			5,483	39,603
Total bank and other borrowings	銀行及其他借款合計		2,119,581	2,336,024
Portion classified as current liabilities	分類為流動負債的部分		(25,854)	(710,378)
Non-current portion	非流動部分		2,093,727	1,625,646

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28. BANK AND OTHER BORROWINGS

(continued)

Notes:

- (a) The Group's bank loans as at 31 December 2020 and 31 December 2019 were obtained for operation and financing the purchase of the Group's investment properties. The bank loans bear interest at fixed rates ranging from 2.35% to 4.20% per annum or at the US\$ prime rate and are secured by certain investment properties and lease receivables of the Group. The loan facility of a bank loan with a carrying amount of HK\$119,966,000 (2019: HK\$123,194,000) as at 31 December 2020 contains a repayable on demand clause and was reclassified to a disposal group held for sale as at 31 December 2020 (note 24).

As at 31 December 2020, an office building of a director-controlled entity in Beijing, the PRC was pledged as security for bank borrowings amounted to HK\$35,631,000.

- (b) The loan from a financial institution was obtained to finance the operating costs of the US Complex, which is an investment property of the Group. The loan bears interest at a fixed rate of 3.65% per annum and is guaranteed by the Company and secured by a pledge over the US Complex.
- (c) Pursuant to a shareholder's loan agreement dated 1 January 2019 entered into between the Company and Gang Rui, which holds a 25.43% shareholding in the Company as at 31 December 2019 and in which Mr. Wei and Mr. Sun have beneficial interests, Gang Rui granted a shareholder's loan facility of HK\$200,000,000 (or its equivalent in US\$) to the Company, of which US\$10,370,000 (equivalent to HK\$84,269,000) (2019: US\$10,370,000 (equivalent to HK\$82,656,000)) had been utilised as at 31 December 2020.

The shareholder's loan is unsecured, bears interest at the rate of 2% per annum, and is repayable in 3 years from 1 January 2019, which is the date of the shareholder's loan agreement. During the year ended 31 December 2020, interest paid and payable to Gang Rui in respect of the shareholder's loan amounted to HK\$1,614,000 (2019: HK\$1,269,000) which was recognised as finance costs for the year.

This related party transaction constitutes an exempted connected transaction as defined in Chapter 14A of the Listing Rules.

28. 銀行及其他借款(續)

附註：

- (a) 本集團於二零二零年十二月三十一日及二零一九年十二月三十一日之銀行貸款乃為運營及為購買本集團投資撥資而獲取。該筆銀行貸款按每年2.35%至4.20%的固定利率或美國最優惠利率計息，並由本集團若干投資物業及應收租賃賬款作抵押。於二零二零年十二月三十一日賬面值119,966,000港元(二零一九年：123,194,000港元)之銀行貸款的貸款融資當中包含按要價還條文並於二零二零年十二月三十一日重新分類為持作出售之出售組別(附註24)。

於二零二零年十二月三十一日，中國北京的某個董事控制實體的辦公室樓宇獲抵押作為銀行借款35,631,000港元之擔保。

- (b) 金融機構提供的貸款乃為美國綜合物業(本集團的投資物業)的運營成本撥資而獲取。該筆貸款按每年3.65%的固定利率計息，由本公司提供擔保，並由美國綜合物業作抵押。
- (c) 根據本公司與港銳(於二零一九年十二月三十一日其持有本公司25.43%的股權，且魏先生及孫先生均持有其實益權益)所訂立日期為二零一九年一月一日的股東貸款協議，港銳向本公司授出200,000,000港元(或等值美元)的股東貸款融資，其中10,370,000美元(相當於84,269,000港元)(二零一九年：10,370,000美元(相當於82,656,000港元))已於二零二零年十二月三十一日獲使用。

該筆股東貸款為無抵押，年利率為2%，自二零一九年一月一日(即股東貸款協議之日)起3年內償還。截至二零二零年十二月三十一日止年度，就股東貸款已付及應付港銳的利息為1,614,000港元(二零一九年：1,269,000港元)確認為本年度財務費用。

該關聯方交易構成上市規則第14A章所界定之獲豁免關連交易。

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28. BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (d) The loans from director-controlled entities as at 31 December 2020 were advanced from related parties in which Mr. Wei and Mr. Sun have beneficial interests. These loans will be matured for repayment between 2021 and 2024 and are unsecured and interest-free, except for a loan which bears interest at the fixed rate of 7.2% per annum.

These related party transactions constitute exempted connected transactions as defined in Chapter 14A of the Listing Rules.

- (e) As detailed in note 1 to the financial statements, the Group accounted for the capital injected by the joint venture partner into the Fund (as defined in note 1) as loans from the joint venture partner. At 31 December 2020, aggregate amounts of RMB472,000,000 (2019: RMB646,000,000) were advanced from the joint venture partner which bear interest at the rate of 8.9% per annum, and 9.5% per annum from May 2020, are repayable on the maturity date of 17 April 2022, or at the option of the Group at any time before the maturity date and are secured by shares of Kaipeng Technology and 104 out of 129 units of a commercial property in Beijing owned by the Group, which was partly accounted for as investment properties and partly as properties held for sale. In the opinion of the directors of the Company, the loan will not be repaid during the year ending 31 December 2021 and therefore the balance was classified as a non-current liability.

These related party transactions do not constitute connected transactions of the Group as defined in Chapter 14A of the Listing Rules.

28. 銀行及其他借款(續)

附註：(續)

- (d) 於二零二零年十二月三十一日董事控制實體提供的貸款乃由魏先生及孫先生持有其實益權益的關聯方墊資。該等貸款期限為二零二一年至二零二四年，到期償還，為無抵押、免息，惟貸款按每年7.2%的固定利率計息。

該等關聯方交易構成上市規則第14A章所界定之獲豁免關連交易。

- (e) 誠如財務報表附註1所詳述，本集團將合營公司合夥人向基金(定義見附註1)注入的資本列賬為來自合營公司合夥人的貸款。於二零二零年十二月三十一日，合營公司合夥人共墊資人民幣472,000,000元(二零一九年：人民幣646,000,000元)，該筆款項按年利率8.9%計息，自二零二零年五月起按年利率9.5%計息，並於二零二二年四月十七日的到期日償還，或本集團可選擇於到期日前的任何時間償還，且以凱朋科技的股份及本集團所擁有一棟北京商業物業129個單位中的104個單位(部分列為投資物業，部分列為持作出售物業)作抵押。本公司董事認為，該貸款將不會於截至二零二一年十二月三十一日止年度償還，因此該結餘被分類為非流動負債。

該等關聯方交易並不構成上市規則第14A章所界定之本集團的關連交易。

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31 December 2020 二零二零年十二月三十一日

28. BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (f) The Group's secured bank and other loans are secured by the following assets:

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Completed investment properties	已落成投資物業	14(e)	2,819,153	2,754,987
Properties held for sale	持作出售物業	18	956,460	1,028,362
Lease receivables	應收租賃賬款	20(a)	16,910	3,253
Bank balances	銀行結餘	23(c)	—	39,168

- (g) The carrying amounts of the Group's bank and other borrowings are denominated in the following currencies:

		Carrying amount 賬面值	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
£	英鎊	816,357	929,568
US\$	美元	235,137	298,478
RMB	人民幣	980,998	1,103,042
HK\$	港元	87,089	4,936
		2,119,581	2,336,024

28. 銀行及其他借款(續)

附註：(續)

- (f) 本集團的有抵押銀行及其他貸款乃由以下資產作抵押：

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Notes 附註		
Completed investment properties	已落成投資物業	14(e)	2,819,153	2,754,987
Properties held for sale	持作出售物業	18	956,460	1,028,362
Lease receivables	應收租賃賬款	20(a)	16,910	3,253
Bank balances	銀行結餘	23(c)	—	39,168

- (g) 本集團銀行及其他借款的賬面值以下列貨幣計值：

		Carrying amount 賬面值	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
£	英鎊	816,357	929,568
US\$	美元	235,137	298,478
RMB	人民幣	980,998	1,103,042
HK\$	港元	87,089	4,936
		2,119,581	2,336,024

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

29. PERPETUAL CONVERTIBLE BONDS

The Company had perpetual convertible bonds outstanding during the years ended 31 December 2020 and 2019, the summary information of which is set out as follows:

Issuance date	發行日期	17 August 2018 二零一八年八月十七日
Maturity date	到期日	No maturity date 無到期日
Original principal amount	原始本金額	HK\$1,102,993,200 1,102,993,200港元
Coupon rate	票面利率	1% per annum and will cease to bear any coupon after the fifth anniversary of the date of issue 每年1%並將於發行 日期第五(5)週年後 終止承擔任何票息
Conversion price per ordinary share of the Company (HK\$)	本公司每股普通股之兌換價 (港元)	0.80

These perpetual convertible bonds were bifurcated into a liability component and an equity component for accounting purposes, as further described in the accounting policy for “Perpetual convertible bonds” set out in note 2.4 to the financial statements. The following tables summarise the movements in the principal amounts, the number of conversion rights outstanding, the liability and equity components of the Company’s perpetual convertible bonds during the years ended 31 December 2020 and 2019:

29. 永久可換股債券

截至二零二零年及二零一九年十二月三十一日止年度，本公司擁有未償還的永久可換股債券，相關概述資料載於下文：

就會計處理而言，該等永久可換股債券分為負債部分及權益部分，進一步詳情於財務報表附註2.4所載「永久可換股債券」的會計政策闡述。下表概述於截至二零二零年及二零一九年十二月三十一日止年度本公司永久可換股債券之本金額、未行使之兌換權數目以及負債及權益部分之變動：

Principal amount outstanding

未償還之本金額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	1,090,993	1,096,993
Conversion into ordinary shares	轉換為普通股	-	(6,000)
At 31 December	於十二月三十一日	1,090,993	1,090,993

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31 December 2020 二零二零年十二月三十一日

29. PERPETUAL CONVERTIBLE BONDS (continued)

Number of conversion rights outstanding

		2020 二零二零年	2019 二零一九年
At 1 January	於一月一日	1,363,741,500	1,371,241,500
Conversion into ordinary shares	轉換為普通股	-	(7,500,000)
At 31 December	於十二月三十一日	1,363,741,500	1,363,741,500

Liability component

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	49,945	48,929
Interest expense (note 7)	利息開支(附註7)	1,252	1,220
Transfer to share capital upon conversion into ordinary shares	於轉換為普通股後轉移至股本	-	(204)
At 31 December	於十二月三十一日	51,197	49,945

Equity component

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	1,078,217	1,084,013
Transfer to share capital upon conversion into ordinary shares	於轉換為普通股後轉移至股本	-	(5,796)
31 December	於十二月三十一日	1,078,217	1,078,217

29. 永久可換股債券(續)

未行使之兌換權數目

負債部分

權益部分

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

29. PERPETUAL CONVERTIBLE BONDS (continued)

Notes:

- (a) Pursuant to a sale and purchase agreement entered into with Winluck Global Limited and Silky Apex Limited (the "Vendors") on 30 May 2018, the Company issued a total of 451,576,000 ordinary shares and a batch of perpetual convertible bonds to the Vendors on 17 August 2018 as partial consideration for the acquisition of a 95% equity interest in Wise Expert Investment Limited ("Wise Expert"). Further details of the acquisition are set out in the Company's announcements dated 30 May 2018 and 17 August 2018, and a circular dated 20 July 2018.

For accounting purposes, the fair value of the perpetual convertible bonds issued as consideration for the acquisition of Wise Expert as at the date of completion of the acquisition amounted to HK\$1,130,568,000.

Further details of the terms of these perpetual convertible bonds are set out in the Company's circular dated 20 July 2018.

During the year ended 31 December 2019, certain of these perpetual convertible bonds with an aggregate principal amount of HK\$6,000,000 were converted by the bondholder into 7,500,000 ordinary shares of the Company at the conversion price of HK\$0.80 per share. The carrying amounts of the liability and equity components of these perpetual convertible bonds at the date of conversion, which amounted to HK\$204,000 and HK\$5,796,000, respectively, were transferred to the share capital account of the Company.

- (b) The conversion of the perpetual convertible bonds is subject to, amongst others, the condition that any conversion will not result in the public float of the Company's shares being less than 25% of the total issued shares of the Company.

29. 永久可換股債券(續)

附註：

- (a) 根據 Winluck Global Limited 與 Silky Apex Limited (「賣方」) 於二零一八年五月三十日訂立之買賣協議，本公司於二零一八年八月十七日向賣方發行合共 451,576,000 股普通股及一批永久可換股債券，作為收購於 Wise Expert Investment Limited (「Wise Expert」) 的 95% 股權之部分代價。有關該收購事項之進一步詳情載於本公司日期為二零一八年五月三十日及二零一八年八月十七日之公佈及日期為二零一八年七月二十日之通函。

就會計處理而言，於完成收購日期作為收購 Wise Expert 之代價而發行永久可換股債券之公平值為 1,130,568,000 港元。

有關該等永久可換股債券條款之進一步詳情載於本公司日期為二零一八年七月二十日之通函。

於截至二零一九年十二月三十一日止年度內，若干本金總額 6,000,000 港元的永久可換股債券已由債券持有人按每股 0.80 港元的兌換價轉換為本公司 7,500,000 股普通股。該等永久可換股債券之負債及權益部分於轉換日之賬面值分別為 204,000 港元及 5,796,000 港元，已轉撥至本公司的股本賬戶。

- (b) 轉換永久可換股債券須受(其中包括)任何轉換不會導致本公司股份的公眾持股量少於本公司已發行股份 25% 的條件所規限。

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財務報表附註

31 December 2020 二零二零年十二月三十一日

30. DEFERRED TAX

Net deferred tax assets and liabilities recognised in the consolidated statement of financial position are as follows:

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

30. 遞延稅項

於綜合財務狀況表確認的遞延稅項資產及負債淨額如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	12,196	11,975
	(157,447)	(76,949)
	(145,251)	(64,974)

The movements in deferred tax assets/(liabilities) of the Group are as follows:

以下是本集團遞延稅項資產／(負債)的變動情況：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	(64,974)	(93,220)
Net deferred tax charged to profit or loss during the year (note 11)	本年度於損益扣除的遞延稅項淨額(附註11)	(56,073)	(71,443)
Net deferred tax charged to other comprehensive income during the year	本年度於其他全面收益扣除的遞延稅項淨額	—	(5,605)
Disposal of a subsidiary (note 34)	出售一間附屬公司(附註34)	—	100,949
Exchange realignment	匯兌調整	(24,204)	4,345
At 31 December	於十二月三十一日	(145,251)	(64,974)

Arising from revaluation of investment properties and a leasehold land and building

產生自投資物業及一處租賃土地及樓宇重估

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

30. DEFERRED TAX (continued)

Notes:

- (a) At 31 December 2020, deferred tax assets have not been recognised in respect of unutilised tax losses of HK\$151,180,000 (2019: HK\$237,627,000) as they have arisen in the Company and certain subsidiaries that have been loss-making for some time and it is not probable that taxable profits will be available against which such tax losses can be utilised. Out of this amount, tax losses of HK\$35,917,500 (2019: HK\$55,042,000) will expire in one to five years.

- (b) Pursuant to income tax laws of the PRC, the UK and the USA, withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in these countries. Lower withholding tax rates may be applied if there is a tax treaty between these countries and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends declared by the subsidiaries established in these countries.

The withholding tax rates applicable to the Group are as follows:

Entities established in Mainland China	於中國大陸成立的實體	5%-10%
Entities established in the UK	於英國成立的實體	20%
Entities established in the USA	於美國成立的實體	30%

At 31 December 2020, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China, the UK and the USA (2019: Nil). In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China, the UK and the USA for which deferred tax liabilities have not been recognised was HK\$87,960,000 (2019: HK\$157,127,000) in aggregate as at 31 December 2020.

- (c) There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

30. 遞延稅項(續)

附註：

- (a) 於二零二零年十二月三十一日，由於發生虧損的本公司及若干附屬公司已虧損一段時間，而且估計其不太可能產生用於抵銷有關稅項虧損的應課稅溢利，因此並未就未利用稅項虧損151,180,000港元(二零一九年：237,627,000港元)確認遞延稅項資產。在該金額中，稅項虧損35,917,500港元(二零一九年：55,042,000港元)將會於一至五年內到期。

- (b) 根據中國、英國及美國所得稅法，於該等國家成立的外商投資企業向境外投資者宣派股息須繳納預扣稅。倘該等國家與境外投資者的司法管轄區訂有稅務條約，則可運用較低的預扣稅率。因此，本集團須就於該等國家成立的附屬公司所宣派的股息繳納預扣稅。

適用於本集團的預扣稅率如下：

於二零二零年十二月三十一日，概無就在中國大陸、英國及美國成立應繳納預扣稅的本集團附屬公司的未匯付盈餘的應繳預扣稅而確認任何遞延稅項(二零一九年：無)。董事認為，在可見未來，該等附屬公司不大可能分派此等盈餘。於二零二零年十二月三十一日，尚未確認遞延稅項負債的於中國大陸、英國及美國附屬公司投資的暫時差異總額合共為87,960,000港元(二零一九年：157,127,000港元)。

- (c) 本公司支付股東的股息無所得稅影響。

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31. SHARE CAPITAL

Shares

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Issued and fully paid:		
3,199,373,986 ordinary shares	3,199,373,986	3,152,571
已發行及繳足： 普通股	3,152,571	3,152,571

A summary of a movement in the Company's share capital during the years ended 31 December 2020 and 2019 is as follows:

31. 股本

股份

截至二零二零年及二零一九年十二月三十一日止年度，本公司股本的變動概括如下：

	Number of shares in issue 已發行 股份的數量	Share capital 股本 HK\$'000 千港元
At 1 January 2019:	3,191,873,986	3,146,571
Issue of shares upon conversion of perpetual convertible bonds	7,500,000	6,000
於二零一九年一月一日： 轉換永久可換股 債券後發行股份	3,199,373,986	3,152,571
At 31 December 2019, 1 January 2020 and 31 December 2020		
於二零一九年十二月三十一日、 二零二零年一月一日及二零二 零年十二月三十一日		

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 32 to the financial statements.

購股權

有關本公司的購股權計劃及根據該計劃發行的購股權詳情載於財務報表附註32。

32. SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution passed on 7 November 2016 (the "Adoption Date") for the primary purpose of (i) incentivising and rewarding those who have contributed or may contribute to the development of the Group; and (ii) attracting and retaining skilled and experienced personnel ("Eligible Participants") and motivating them to strive for the future development of the Group by providing them with an opportunity to acquire proprietary interests in the Company thereby linking their interest with that of the Group. The Share Option Scheme will remain in force for a period of ten years commencing on the Adoption Date and shall expire on 6 November 2026, subject to early termination provisions contained in the Share Option Scheme. The board of directors of the Company may grant options to Eligible Participants to subscribe for shares in the Company subject to the terms of the Share Option Scheme.

The total number of shares in respect of which options may be granted at any time under the Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at the Adoption Date, without prior approval from the Company's shareholders. Further, the total maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. Options granted to a substantial shareholder or an independent non-executive director, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares as stated in the daily quotation sheets issued by the Stock Exchange at the date of the grant) in excess of HK\$5 million, within any 12-month period up to and including the date of grant, are subject to shareholders' approval in advance in a general meeting.

The number of share options outstanding under the Share Option Scheme as at 31 December 2020 and 2019 was 5,020,500 with a weighted average exercise price of HK\$0.827 per share.

32. 購股權計劃

根據於二零一六年十一月七日(「採納日期」)通過的決議案，本公司的購股權計劃(「購股權計劃」)已獲採納，主要旨在通過提供獲得本公司適當權益的機會，(i)激勵及獎勵已對或可能對本集團的發展作出貢獻的人士；及(ii)吸引及留聘熟練及富有經驗的人員(「合資格參與者」)以及激勵彼等為本集團的未來發展奮鬥，從而將彼等的權益與本集團的權益聯繫在一起。購股權計劃將自採納日期起計十年內有效，並將於二零二六年十一月六日屆滿，惟受限於購股權計劃內含的提早終止條文。在購股權計劃條款的規限下，本公司董事局可向合資格參與者授出購股權以認購本公司股份。

在未有本公司股東事先批准的情況下，根據購股權計劃可能隨時授出的購股權的有關股份總數不得超過本公司於採納日期已發行股份的10%。另外，悉數行使根據購股權計劃及本公司任何其他購股權計劃授出但未行使的全部尚未行使購股權後可能發行的股份最高總數不得超過本公司不時之已發行股本30%。倘向一名主要股東或獨立非執行董事或任何彼等各自的聯繫人授出的購股權於任何截至及包括授出日期12個月期間超過本公司任何時間的已發行股份0.1%及總價值(以聯交所於授出日期發出的每日報價表所述本公司股份收市價為基準)超過5,000,000港元，須事先於股東大會上取得股東批准。

於二零二零年及二零一九年十二月三十一日，購股權計劃項下尚未行使的購股權數目為5,020,500份，而加權平均行使價為每股股份0.827港元。

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32. SHARE OPTION SCHEME (continued)

The fair value of these share options on the grant date amounted to HK\$1,730,000 which had been fully recognised in profit or loss as a share option expense in the prior year.

33. RESERVES

- (a) The amounts 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.
- (b) Capital reserve mainly arose from deemed contributions from non-controlling shareholders of the Company as a result of certain liabilities of the Group of approximately HK\$161,035,000 in total being waived by two shareholders of the Company in February 2014.
- (c) Merger reserve represented the difference between (i) the amounts at which the assets and liabilities are recorded under a business combination under common control, net of any reserves of the acquired entities; and (ii) the cost of acquisition (fair value of consideration paid).
- (d) Property revaluation reserve represents cumulative revaluation surplus, net of deferred tax effect and any annual transfers to accumulated losses, of a leasehold land and building, which is located in Beijing, the PRC. During the year ended 31 December 2019, the reserve balance was transferred to accumulated losses in full upon disposal of the property, as further detailed in note 34 to the financial statements.
- (e) The PRC statutory reserve is the reserve set aside in accordance with the PRC Companies Law as applicable to the Group's subsidiaries established in Mainland China. None of the Group's PRC statutory reserve as at 31 December 2020 was distributable in the form of cash dividends.

32. 購股權計劃(續)

該等購股權於授出日期之公平值為1,730,000港元，已於上一年度在損益內悉數確認為購股權費用。

33. 儲備

- (a) 本集團本年度及去年同期的儲備金額及相應變動列報於綜合權益變動表。
- (b) 資本儲備主要產生自本公司非控股股東之視為供款，由於本集團合共約161,035,000港元之若干負債於二零一四年二月獲本公司兩名股東豁免。
- (c) 合併儲備指(i)根據共同控制下的業務合併錄得的資產及負債金額，扣除已收購實體的任何儲備；及(ii)收購成本(已付代價的公平值)之間的差額。
- (d) 物業重估儲備指對位於中國北京的樓宇累計重估盈餘(扣除遞延稅項影響及任何年度轉至一處租賃土地及樓宇的累計虧損)。截至二零一九年十二月三十一日止年度，儲備結餘於出售物業後全部轉撥至累計虧損，進一步詳情載於財務報表附註34。
- (e) 中國法定儲備為根據適用於本集團在中國大陸成立的附屬公司的中國公司法撥備的儲備。於二零二零年十二月三十一日，本集團中國法定儲備概無以現金股息形式分派。

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34. ACQUISITION OF SUBSIDIARIES

The Group acquired the entire equity interest in Capable Kingdom Limited ("Capable Kingdom") and a 95% equity interest in Wise Expert (as defined in note 29(a)) during the years ended 31 December 2019.

For accounting purposes, each of these acquisitions was not accounted for as a business combination but an acquisition of assets and liabilities. In this regard, the cost of acquisition has been allocated to the identifiable assets and liabilities of the acquirees as at the date of the acquisition as follows:

34. 收購附屬公司

本集團於截至二零一九年十二月三十一日止年度收購Capable Kingdom Limited (「Capable Kingdom」) 的全部股權及 Wise Expert 的95% 股權(定義見附註29(a))。

就會計處理而言，該等收購事項均未列賬為企業合併，而作為收購資產及負債列示。就此而言，收購成本已按以下方式分配至被購方於收購日期的可識別資產及負債：

	2019 二零一九年 HK\$'000 千港元 (note) (附註)
Net assets acquired:	所收購資產淨值：
Property, plant and equipment	物業、廠房及設備 1,074
Computer software	電腦軟件 12
Properties held for sale	持作出售物業 1,662,852
Other tax recoverables	其他可收回稅項 47,100
Due from related parties	應收關聯方款項 18,062
Cash and bank balances	現金及銀行結餘 529
Loans from director-controlled entities	董事受控實體提供的貸款 (345,488)
Quasi-loan equity contributed by a limited partner of a subsidiary	附屬公司有限合夥貢獻的準貸款權益 (719,063)
Other payables and accruals	其他應付款及預提費用 (1,886)
	663,192
Satisfied by:	以下列方式支付：
Property, plant and equipment	物業、廠房及設備 326,413
Right-of-use asset	使用權資產 432,687
Prepayments and other receivables	預付款項及其他應收款項 11,884
Cash and bank balances	現金及銀行結餘 2,337
Other payables and accruals	其他應付款及預提費用 (9,180)
Deferred tax liabilities	遞延稅項負債 (100,949)
	663,192

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34. ACQUISITION OF SUBSIDIARIES (continued)

An analysis of the net inflow/(outflow) of cash and cash equivalents in respect of the acquisition of subsidiaries and disposal of a subsidiary is as follows:

		2019 二零一九年 HK\$'000 千港元
Cash and bank balances acquired	所收購現金及銀行結餘	529
Cash and bank balances disposed of	出售現金及銀行結餘	(2,337)
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries that was accounted for as an acquisition of assets and liabilities	有關收購附屬公司 (列作收購資產及負債) 之現金及現金等價物淨流出	<u>(1,808)</u>

Note: Pursuant to a purchase and sale agreement entered into with the Vendors on 16 July 2019, the Vendors conditionally agreed to sell and the Company conditionally agreed to purchase the entire interest of Capable Kingdom in exchange for the entire interest of Wholly Express Limited ("Wholly Express"), a wholly owned subsidiary of the Company. The acquisition of Capable Kingdom and the disposal of Wholly Express were completed on 31 October 2019.

Capable Kingdom and its subsidiaries (the "CKL Group") hold certain floors of a commercial building in Beijing, the PRC (the "CKL Property") and, at the time of the acquisition, principally engaged in the leasing of the CKL Property to third parties for rental income. As disclosed in note 2.2(a) to the financial statements, the Group applied the fair value concentration test in accounting for the acquisition of Capable Kingdom and concluded that the acquired set of assets and activities in respect of this acquisition is not a business combination but an acquisition of assets and liabilities because the fair value of the gross assets of the CKL Group acquired is concentrated in a single identifiable asset, i.e., the CKL Property.

This acquisition and disposal transaction constitutes a connected transaction as defined in Chapter 14A of the Listing Rules and further details of the transaction are set out in the Company's circular dated 30 September 2019.

34. 收購附屬公司(續)

有關收購附屬公司及出售一間附屬公司的現金及現金等價物淨流入／(流出)分析如下：

		2019 二零一九年 HK\$'000 千港元
Cash and bank balances acquired	所收購現金及銀行結餘	529
Cash and bank balances disposed of	出售現金及銀行結餘	(2,337)
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries that was accounted for as an acquisition of assets and liabilities	有關收購附屬公司 (列作收購資產及負債) 之現金及現金等價物淨流出	<u>(1,808)</u>

附註： 根據於二零一九年七月十六日與賣方訂立的買賣協議，賣方有條件同意出售及本公司有條件同意購買 Capable Kingdom 的全部權益，以換取本公司全資附屬公司 Wholly Express Limited (「Wholly Express」) 的全部權益。收購 Capable Kingdom 及出售 Wholly Express 於二零一九年十月三十一日完成。

Capable Kingdom 及其附屬公司 (「CKL 集團」) 持有中國北京一棟商業樓宇的若干樓層 (「CKL 物業」)，於收購時主要從事將 CKL 物業租賃予第三方，以賺取租金收入。誠如財務報表附註 2.2(a) 所披露者，本集團採用公平值集中測試法核算 Capable Kingdom 的收購，認為有關是次收購的所收購資產及活動並非業務合併，而是收購資產及負債，概因所收購 CKL 集團總資產的公平值集中於單一可識別資產，即 CKL 物業。

是次收購及出售交易構成上市規則第 14A 章所界定的關連交易，更多交易詳情載於本公司日期為二零一九年九月三十日之通函。

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35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

Save as disclosed in notes 14, 15, 29 and 34 to the financial statements regarding transfer from a portion of certain properties held for sale to investment properties, additions of right-of-use assets and lease liabilities, conversion of perpetual convertible bonds, issue of new ordinary shares and perpetual convertible bonds of the Company for the acquisition of Wise Expert Group and disposal of the entire interest of Wholly Express in exchange for the entire interest of Capable Kingdom, the Group has no other major non-cash transactions of investing and financing activities during the years ended 31 December 2020 and 2019.

(b) Changes in liabilities arising from financing activities

35. 綜合現金流量表附註

(a) 重大非現金交易

除將上個年度就將部分持作出售物業轉撥至投資物業、添置使用權資產及租賃負債、轉換永久可換股債券、發行本公司新普通股及永久可換股債券以收購Wise Expert集團以及出售Wholly Express的全部權益以換取Capable Kingdom的全部權益(如財務報表附註14、15、29及34所披露)外，本集團於截至二零二零年及二零一九年十二月三十一日止年度並無其他於投資及融資活動中進行的主要非現金交易。

(b) 產生自融資活動的負債變動

		Other payables and accruals 其他應付款及預提費用 HK\$'000 千港元	Bank and other borrowings 銀行及其他借款 HK\$'000 千港元	Preference shares of a subsidiary 附屬公司之優先股 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	113,167	1,036,915	15,671
Changes from financing cash flows	融資現金流量變動	(46,200)	146,373	(15,403)
Changes from operating cash flows	營運現金流量變動	6,802	—	—
Acquisition of subsidiaries	收購附屬公司	7,294	1,064,551	—
Interest expense	利息開支	35,050	—	1,093
Exchange realignment	匯兌調整	(3,960)	88,185	(1,361)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	112,153	2,336,024	—
Changes from financing cash flows	融資現金流量變動	(37,176)	(177,381)	—
Changes from operating cash flows	營運現金流量變動	59,700	(1,472)	—
Transfer to liabilities of a disposal group held for sale (note 24)	轉移至持作出售的出售組別負債(附註24)	(3,510)	(119,966)	—
Exchange realignment	匯兌調整	6,632	82,376	—
At 31 December 2020	於二零二零年十二月三十一日	137,799	2,119,581	—

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35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases within financing activities included in the consolidated statement of cash flows is HK\$19,821,000 during the year.

36. CONTINGENT LIABILITY

In or about January 2020, certain plaintiffs commenced legal proceedings against subsidiaries of the Company in the USA and an independent third party constructor, alleging that the subsidiaries and the constructor have caused damage and nuisance in relation to the construction of the US Complex. The related punitive damages were in an aggregate amount of US\$550,000, which was reduced to US\$200,000 as at the date of approval of these financial statements with reference to a legal advice from an independent legal advisor in the USA. The first hearing was held on 29 July 2020 and the next hearing will be held during July 2021.

Based on internal assessment of the aforesaid case and having sought legal advice from the independent legal advisor in the USA, the directors of the Company are of the opinion that the Group has a reasonable ground of defence on the merits and considered that the possibility of any outflow in settling the claim was remote as the claim was well covered by an insurance indemnity and no material adverse financial impact on the Group is therefore expected.

37. CAPITAL COMMITMENTS

The Group had the following capital commitments as at the end of the reporting period:

Contracted, but not provided for:	已簽約但未撥備：
Purchase of items of plant and equipment	購買廠房及設備項目
Acquisition of 5% equity interest of Wise Expert	收購Wise Expert 5%之權益
Total	合計

35. 綜合現金流量表附註(續)

(c) 租賃的現金流出總額

計入本年度綜合現金流量表融資活動內的租賃現金流出總額為19,821,000港元。

36. 或然負債

於二零二零年一月或前後，若干原告對本公司位於美國的附屬公司與一名獨立第三方建築商提起法律訴訟，指控該等附屬公司及建築商對美國綜合物業的建設造成損害及滋擾。相關懲罰性賠償金合共為550,000美元，於批准該等財務報表日期，該金額經參考美國獨立法律顧問的法律意見後減少至200,000美元。首次聆訊於二零二零年七月二十九日舉行，下一次聆訊將於二零二一年七月舉行。

根據上述案件的內部評估並經徵求美國獨立法律顧問的法律意見，本公司董事認為，本集團具有合理的抗辯理據並認為解決該索賠的任何資金流出的可能性很小，乃由於該索賠已由保險賠償金賠付。因此，預期不會對本集團造成重大不利財務影響。

37. 資本承擔

於報告期末，本集團作出以下資本承擔：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted, but not provided for:		
Purchase of items of plant and equipment	—	2,879
Acquisition of 5% equity interest of Wise Expert	77,066	77,066
Total	77,066	79,945

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38. RELATED PARTY DISCLOSURES

- (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:

38. 關聯方披露

- (a) 於本年度，除該等財務報表他處詳述之交易外，本集團與關聯方發生以下重大交易：

Company name 公司名稱	Nature of transactions 交易性質	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Directors – controlled entities:				
董事控制實體：				
Guorui Property Development 國銳房地產開發	Property management fee income 物業管理費收入	(i)	36,189	21,713
	Heat supply and maintenance fee income 供暖及維修費收入	(i)	2,608	4,787
	Car park management fee income 停車場管理費收入	(i)	858	873
	Rental income 租金收入	(ii)	—	2,902
	Rental expense of a fitness centre 健身中心租金開支	(iii)	—	2,609
Winzone Technologies Development Company Limited 北京勝域科技發展有限公司	Rental expense 租金開支	(iv)	—	1,907

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38. RELATED PARTY DISCLOSURES (continued)

(a) (continued)

Company name 公司名稱	Nature of transactions 交易性質	Notes 附註	2020	2019
			二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元
Beijing Guolong 北京國隆	Property management fee income 物業管理費收入	(i)	2,442	2,636
	Heat supply and maintenance fee income 供暖及維修費收入	(i)	2,933	3,412
Gang Rui 港銳	Interest paid and payable 已付及應付利息	28(c)	1,614	1,269
北京鑫銳小額貸款有限公司	Interest paid and payable 已付及應付利息	7	412	115
鑫隆(北京)投資基金管理 有限公司	Dividend of preference shares of a subsidiary paid and payable 已付及應付公司一間附屬公司優先 股之股息	(v)	—	1,093
Vendors (as defined in note 29(a)) 賣方(定義見附註29(a))	Interest payable 應付利息	7, 29	1,252	1,220
Joint venture partner of a subsidiary 附屬公司之合營公司合夥人				
Kunlun Trust Co., Ltd 昆倫信託有限責任公司	Interest paid and payable 已付及應付利息	7, 28(e)	55,881	16,018

38. 關聯方披露(續)

(a) (續)

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38. RELATED PARTY DISCLOSURES (continued)

(a) (continued)

Notes:

- (i) The Group provides property management services to landlords of certain properties managed by the Group, in which two directors of the Company have beneficial interests. In return, the Group receives property management service fees, heat supply and maintenance service fees and car park management service fees which were charged at rates mutually agreed between the Group and the landlords. During the year ended 31 December 2020, the total fees received by the Group from landlords in respect of these services amounted to HK\$45,030,000 (2019: HK\$33,421,000). These related party transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (ii) Rental expense was charged to this related party for the lease of an office premise at RMB2,592,000 (equivalent to HK\$2,902,000) during the year ended 31 December 2019, on a mutually agreed basis, which, in the opinion of the directors, approximated to market rates. This related party transaction constitutes an exempted continuing connected transaction as defined in Chapter 14A of the Listing Rules.
- (iii) Rental expense was incurred by Rui Hua Investment Limited and its subsidiaries (collectively "Rui Hui Group") and charged by this related party for the lease of a fitness centre at RMB2,300,000 (equivalent to HK\$2,609,000) during the year ended 31 December 2019, on a mutually agreed basis, which, in the opinion of the directors, approximated to market rates. This related party transaction constitutes a continuing connected transaction as defined in Chapter 14A of the Listing Rules.
- (iv) Rental expenses were incurred by Rui Hua Group and charged by this related party for the lease of the Recreational Centre at RMB1,713,000 (equivalent to HK\$1,907,000) aggregately during the year ended 31 December 2019, on a mutually agreed basis, which in, in the opinion of the directors, approximated to market rates. This related party transaction constitutes a continuing connected transaction as defined in Chapter 14A of the Listing Rules.

38. 關聯方披露(續)

(a) (續)

附註：

- (i) 本集團為本集團管理的若干物業的業主(兩名董事於其中擁有實益權益)提供物業管理服務。本集團按本集團與業主共同協定的價格收取物業管理服務費、供暖及維修服務費及停車場管理服務費。截至二零二零年十二月三十一日止年度，本集團就該等服務向業主收取的費用總額為45,030,000港元(二零一九年：33,421,000港元)。該等關聯方交易構成上市規則第14A章所界定的持續關連交易。
- (ii) 截至二零一九年十二月三十一日止年度的租金開支由該關聯方租賃辦公室物業收取人民幣2,592,000元(相當於2,902,000港元)，相關金額由雙方共同協定，董事認為租金與市場價格相若。該關聯方交易構成上市規則第14A章所界定的獲豁免持續關連交易。
- (iii) 截至二零一九年十二月三十一日止年度的租金開支由銳華天地投資有限公司及其附屬公司(統稱「銳華集團」)產生並由該關聯方租賃健身中心收取人民幣2,300,000元(相當於2,609,000港元)，相關金額由雙方共同協定，董事認為租金與市場利率相若。該關聯方交易構成上市規則第14A章所界定的持續關連交易。
- (iv) 截至二零一九年十二月三十一日止年度的租金開支由銳華集團產生並由該關聯方租賃休閒中心收取總額人民幣1,713,000元(相當於1,907,000港元)，相關金額由雙方共同協定，董事認為租金與市場價格相若。該關聯方交易構成上市規則第14A章所界定的持續關連交易。

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38. RELATED PARTY DISCLOSURES (continued)

(a) (continued)

Notes: (continued)

(v) In the prior year, preference shares of RMB13,770,000 without a par value were issued in 2016 by a subsidiary of the Group to the non-controlling equity holder of the subsidiary, which is a company established in the PRC and indirectly wholly owned by an associate of Mr. Wei and Mr. Sun, both being directors of the Company. The preference shares shall have no voting rights but are entitled to annual dividends at the rate of 7% of the issued and paid up preference share capital of the subsidiary.

The preference shares of the subsidiary had been accounted for as financial liabilities of the Group as the Group has a contractual obligation to deliver cash to the preference shareholder in 3 years from the date of capital injection. The preference shares were fully redeemed during the year ended 31 December 2019.

Dividend paid and payable to the related party during the year ended 31 December 2019 in respect of the preference shares of the subsidiary amounted to HK\$1,093,000, which was recognised as finance costs for the year ended 31 December 2019. This related party transaction does not constitute a continuing connected transaction as defined in Chapter 14A of the Listing Rules.

(b) Outstanding balances with related parties

Save as disclosed in notes 15, 20(a), 22, 28(d) and 34 to the financial statements, the Group had no other material outstanding balances with related parties as at 31 December 2020 and 2019.

(c) Key management personnel of the Group are directors of the Company, whose emoluments are included in note 9 to the financial statements.

38. 關聯方披露(續)

(a) (續)

附註：(續)

(v) 於過往年度，本集團一家附屬公司於二零一六年向該附屬公司之非控股權益持有人(一家於中國成立之公司，並由本公司董事魏先生及孫先生之一家聯營公司間接全資擁有)發行人民幣13,770,000元之無面值優先股。該等優先股並無投票權，但有權按該附屬公司已發行及已繳足的優先股股本的7%獲得年度股息。

該等附屬公司優先股已入賬列作本集團的財務負債，乃由於本集團有合約責任於注資日期後三年內向優先股股東交付現金。該等優先股已於截至二零一九年十二月三十一日止年度獲悉數贖回。

截至二零一九年十二月三十一日止年度，就附屬公司之優先股已付及應付關聯方之股息為1,093,000港元，已於截至二零一九年十二月三十一日止年度確認為財務費用。此關聯方交易並不構成上市規則第14A章所界定的持續關連交易。

(b) 與關聯方之尚未支付結餘

於二零二零年及二零一九年十二月三十一日，除本財務報表附註15、20(a)、22、28(d)及34所披露者外，本集團與關聯方並無任何其他重大尚未支付結餘。

(c) 本集團主要管理人員為本公司董事，彼等之薪酬載於本財務報表附註9。

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39. FINANCIAL INSTRUMENTS BY CATEGORY

Except for debt investments at fair value through other comprehensive income being classified as financial assets at fair value through other comprehensive income, as further detailed in note 17 to the financial statements, all financial assets and liabilities of the Group as at 31 December 2020 and 2019 were financial assets and financial liabilities stated at amortised cost, respectively.

40. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities which are due to be received or settled within one year approximate to their carrying amounts largely due to the short term maturities of these instruments, therefore, no disclosure of the fair values of these financial instruments is made.

For other non-current financial assets and liabilities, in the opinion of the directors, since their carrying amounts are not significantly different from their respective fair values, no disclosure of the fair values of these financial instruments is made.

39. 金融工具分類

除按公平值計入其他全面收益的債務投資外，分類為按公平值計入其他全面收益的金融資產之進一步詳情載於財務報表附註17，於二零二零年及二零一九年十二月三十一日，本集團所有金融資產及負債均分別為按攤銷成本計量的金融資產及金融負債。

40. 金融工具的公平值

於一年內到期收取或支付的金融資產及負債的公平值接近其賬面值，主要由於有關工具於短期內到期，因此，並無披露該等金融工具的公平值。

至於其他非流動金融資產及負債，董事認為，由於其賬面值與其各自的公平值並無重大差異，因此並無披露有關金融工具的公平值。

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財務報表附註

31 December 2020 二零二零年十二月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, a pledged bank deposit, debt investments at fair value through other comprehensive income, bank and other borrowings and perpetual convertible bonds. The main purpose of these financial instruments is mainly for the Group's operations. The Group has various other financial assets and liabilities such as trade and lease receivables, deposits and other receivables, trade payables, other payables, receipts in advance and amounts due from/(to) related parties.

The main risk arising from the Group's financial instruments is foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. Since HK\$ is pegged to US\$, the Group does not have significant foreign exchange risk in respect of its operations in the USA. However, owing to its significant investments and operations in Mainland China and the UK, the Group's financial position and operating performance can be affected significantly by movements in the RMB/HK\$ and £/HK\$ exchange rates.

41. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物、已抵押銀行存款、按公平值計入其他全面收益的債務投資、銀行及其他借款及永久可換股債券。該等金融工具的主要目的在於為本集團的運營融資。本集團具有多種其他金融資產及負債，如應收貿易及租賃賬款、訂金及其他應收款、應付貿易賬款、其他應付款、預收款項及應收／(應付)關聯方款項。

本集團的金融工具導致的主要風險是外幣風險、信用風險及流動資金風險。董事局已審議並批准管理外幣風險及流動風險的政策及該等風險概述如下：

外幣風險

外幣風險是指金融工具的價值因外匯匯率變化而波動的風險。由於港元與美元掛鈎，本集團於美國的經營尚未受到重大外匯風險。然而，由於本集團在中國大陸及英國有重大投資及經營，因此本集團財務狀況及經營表現可能受人民幣兌港元及英鎊兌港元匯率變動的重大影響。

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財務報表附註

31 December 2020 二零二零年十二月三十一日

41. FINANCIAL RISK MANAGEMENT

OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB and £ exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in fair value of monetary assets and liabilities).

Year ended 31 December 2020	截至二零二零年 十二月三十一日止年度
If HK\$ weakens against RMB	倘若港元兌人民幣貶值
If HK\$ strengthens against RMB	倘若港元兌人民幣升值
If HK\$ weakens against £	倘若港元兌英鎊貶值
If HK\$ strengthens against £	倘若港元兌英鎊升值

Credit risk

Credit risk arises from the potential failure of the Group's counterparties to meet their obligations under property management service agreements and rental agreements. Credit risk exposure is minimised by undertaking transactions with a large number of counterparties and conducting credit reviews on prospective tenants. In addition, the Group regularly reviews the recoverable amount of trade and lease receivables to ensure that adequate provision for impairment losses is made for irrecoverable amounts. The Group has no significant concentrations of credit risk.

With respect to credit risk arising from other financial assets of the Group, which mainly comprise cash and bank balances and other receivables, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

The table below shows 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 2020 and 2019. The amounts presented are gross carrying amounts of financial assets.

41. 財務風險管理目標及政策

(續)

外幣風險(續)

下表說明於報告期末其他變數保持不變，而人民幣及英鎊匯率出現合理可能波動的情況下，本集團稅前溢利(因貨幣資產及負債公平值出現變動)對波動的敏感性。

Increase/ (decrease) in foreign exchange rate 外幣匯率 上升/(下降)	Increase/(decrease) in profit before tax 稅前溢利 增加/(減少)	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
5	12,016	18,119	
(5)	(12,016)	(18,119)	
5	(43,552)	(43,398)	
(5)	43,552	43,398	

信用風險

信用風險因本集團之交易對方可能未能履行彼等於物業管理服務協議及租金協議下之責任而產生。本集團透過與大量交易對方進行交易及對潛在租戶進行信用審查，將信用風險減至最低。此外，本集團定期審閱應收貿易及租賃賬款之可收回金額以確保就不可收回金額計提足夠減值虧損撥備。本集團不存在重大集中信用風險的問題。

本集團其他金融資產主要包括現金及銀行結餘及其他應收款項，本集團有關該等金融資產的信用風險源自因交易對方違約，最大風險敞口等於該等工具的賬面值。

下表列示基於本集團信貸政策的信貸質素及所面對的最大信貸風險，主要基於逾期資料(除非其他資料可在毋須花費不必要成本或精力的情況下獲得)及於二零二零年及二零一九年十二月三十一日的年末結階段分類。所呈列的金額為金融資產的賬面總值。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

At 31 December 2020

		12-month	Lifetime ECLs			Total	
		ECLs	ECLs				
		十二個月預	存續期預期信貸虧損				
		期信貸虧損	Stage 1	Stage 2	Stage 3	Simplified	Total
			第一階段	第二階段	第三階段	approach	合計
			HK\$'000	HK\$'000	HK\$'000	簡化方法	HK\$'000
			千港元	千港元	千港元	千港元	千港元
Trade and lease receivables	應收貿易及租賃賬款	—	—	—	—	92,827	92,827
Financial assets included in prepayments, deposits and other receivables	計入預付款項、訂金及其他應收款項的金融資產	106,681	—	—	—	—	106,681
Due from related parties	應收關聯方款項	69,839	—	—	—	—	69,839
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資	24,562	—	—	—	—	24,562
Cash and cash equivalents, not yet past due	現金及現金等價物(尚未逾期)	196,147	—	—	—	—	196,147
		397,229	—	—	—	92,827	490,056

At 31 December 2019

於二零一九年十二月三十一日

		12-month	Lifetime ECLs			Total	
		ECLs	ECLs				
		十二個月預	存續期預期信貸虧損				
		期信貸虧損	Stage 1	Stage 2	Stage 3	Simplified	Total
			第一階段	第二階段	第三階段	approach	合計
			HK\$'000	HK\$'000	HK\$'000	簡化方法	HK\$'000
			千港元	千港元	千港元	千港元	千港元
Trade and lease receivables	應收貿易及租賃賬款	—	—	—	—	33,574	33,574
Financial assets included in prepayments, deposits and other receivables	計入預付款項、訂金及其他應收款項的金融資產	47,126	—	—	—	—	47,126
Due from related parties	應收關聯方款項	49,874	—	—	—	—	49,874
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資	46,518	—	—	—	—	46,518
Pledged bank deposit, not yet past due	已抵押銀行存款(尚未逾期)	39,168	—	—	—	—	39,168
Cash and cash equivalents, not yet past due	現金及現金等價物(尚未逾期)	246,877	—	—	—	—	246,877
		429,563	—	—	—	33,574	463,137

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

For trade and lease receivables to which the Group applies the simplified approach for impairment, information is disclosed in note 20 to the financial statements.

The credit quality of the financial assets included in prepayments, deposits and other receivables are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

The credit risk of the Group's other financial assets, which comprise amounts due from related parties and other receivables, debt investments at fair value through other comprehensive income and cash and bank balances, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Liquidity risk

In light of the future business expansion of the Group, the Group ensures that it maintains sufficient cash and credit lines to meet its liquidity requirements and the estimated future construction cost of the development of a parcel of land in Culver City, the USA. The Group's objective is to maintain a balance between continuity of funding and flexibility through cash receipts from the issue of shares, as well as the strict control over its daily operating expenses. In the opinion of the directors of the Company, proceeds from a share placement obtained, capital contributed by shareholders and financing from a shareholder and related parties by means of cash during the prior year and the current year, respectively to finance certain of the abovementioned planned development is expected to be fulfilled by the Group after 2020. Accordingly, the Group expects to have adequate sources of funding to finance the Group's operations and manage its liquidity position.

41. 財務風險管理目標及政策 (續)

信用風險(續)

就本集團採用簡化方法估算減值的應收貿易及租賃賬款而言，有關資料披露於財務報表附註20。

計入預付款項、訂金及其他應收款項的金融資產的信貸質素並未逾期，且並無資料表明自初始確認以來金融資產的信貸風險有顯著增加。

本集團其他金融資產(包括應收關聯方款項及其他應收款項、按公平值計入其他全面收益的債務投資以及現金及銀行結餘)的信貸風險乃因對手方違約而產生，所面臨的最大風險等於該等工具的賬面值。

流動風險

鑒於本集團未來業務拓展，本集團確保其維持足夠的現金及額度，以滿足其流動資金需要及於美國卡爾弗城開發一塊土地之估計未來建造成本。本集團的目標是運用發行股份所收取的現金以及嚴格控制其日常經營開支以保持融資的持續性與靈活性的平衡。本公司董事認為，於上個年度及本年度股份配售所獲所得款項、股東注資及一名股東及關聯方通過現金方式進行的融資分別為本集團預期將於二零二零年後履行的若干上述計劃開發提供資金。因此，本集團預期將會有足夠資金來源以提供本集團經營業務所需資金及管理其流動資金狀況。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		On demand	Within 1 year	1-5 years	Total
		按要求	一年以內	一至五年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 December 2020	於二零二零年十二月三十一日				
Trade payables	貿易應付款項	20,302	22,025	—	42,327
Other payables	其他應付款	125,256	—	—	125,256
Due to related parties	應付關聯方款項	360,648	—	—	360,648
Bank and other borrowings (excluding lease liabilities) (note)	銀行及其他借款 (不包括租賃負債) (附註)	124,250	686,113	1,556,901	2,367,264
Lease liabilities	租賃負債	—	3,913	1,570	5,483
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	—	—	51,197	51,197
		630,456	712,051	1,609,668	2,952,175
		On demand	Within 1 year	1-5 years	Total
		按要求	一年以內	一至五年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 December 2019	於二零一九年十二月三十一日				
Trade payables	貿易應付款項	12,870	24,607	—	37,477
Other payables	其他應付款	96,933	—	—	96,933
Due to related parties	應付關聯方款項	139,579	—	—	139,579
Bank and other borrowings (excluding lease liabilities) (note)	銀行及其他借款 (不包括租賃負債) (附註)	123,423	627,503	1,772,383	2,523,309
Lease liabilities	租賃負債	—	18,704	20,899	39,603
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	—	—	49,945	49,945
		372,805	670,814	1,843,227	2,886,846

41. 財務風險管理目標及政策 (續)

流動風險(續)

於報告期末，根據未經折現的合同付款額，本集團金融負債的到期期限狀況如下：

	On demand	Within 1 year	1-5 years	Total
	按要求	一年以內	一至五年	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
At 31 December 2020				
Trade payables	20,302	22,025	—	42,327
Other payables	125,256	—	—	125,256
Due to related parties	360,648	—	—	360,648
Bank and other borrowings (excluding lease liabilities) (note)	124,250	686,113	1,556,901	2,367,264
Lease liabilities	—	3,913	1,570	5,483
Liability component of perpetual convertible bonds	—	—	51,197	51,197
	630,456	712,051	1,609,668	2,952,175
	On demand	Within 1 year	1-5 years	Total
	按要求	一年以內	一至五年	合計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
At 31 December 2019				
Trade payables	12,870	24,607	—	37,477
Other payables	96,933	—	—	96,933
Due to related parties	139,579	—	—	139,579
Bank and other borrowings (excluding lease liabilities) (note)	123,423	627,503	1,772,383	2,523,309
Lease liabilities	—	18,704	20,899	39,603
Liability component of perpetual convertible bonds	—	—	49,945	49,945
	372,805	670,814	1,843,227	2,886,846

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Note: One of the loan agreements contains a repayment on demand clause giving the bank an unconditional right to call in the loan at any time and therefore, for the purpose of the above maturity profile, the total amount was classified as “on demand” as at 31 December 2020 and 2019. In accordance with the terms of the loan agreement, the contractual undiscounted payments of this bank borrowing amounted to HK\$119,966,000 (2019: HK\$123,423,000) which were repaid during the year ended 31 December 2020. The loan was reclassified to a disposal group held for sale as at 31 December 2020 (note 24).

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.

41. 財務風險管理目標及政策 (續)

流動風險(續)

附註：貸款協議中的一項包括按要求償還條款，賦予銀行隨時無條件催繳貸款的權利，因此，就上述到期期限情況而言，於二零二零年及二零一九年十二月三十一日，有關款項總額被分類為「按需求」。根據貸款協議條款，須於截至二零二零年十二月三十一日止年度內償還的銀行借款之合約未貼現還款達119,966,000港元(二零一九年：123,423,000港元)。貸款已重新分類至於二零二零年十二月三十一日持作出售的出售組別(附註24)。

資本管理

本集團資本管理的主要目標為保障本集團繼續按持續經營基準營業的能力，並維持穩健的資本比率，以支持其業務及盡量增加股東價值。

本集團管理其資本架構，並就經濟情況及相關資產的風險特徵變動作出調整。維持或調整資本架構時，本集團可能會調整向股東派付的股息、向股東退還資本或發行新股份。本集團無須受任何外界所定之資金要求約束。於截至二零二零年及二零一九年十二月三十一日止年度，管理資本的目標、政策或程序維持不變。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2020 二零二零年十二月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital. The Group's policy is to maintain a healthy ratio. Net debt includes trade payables, bank and other borrowings, other payables and accruals, amounts due to related parties and preference shares of a subsidiary, less cash and cash equivalents. Capital includes perpetual convertible bonds and equity attributable to shareholders of the Company. The gearing ratios as at the end of the reporting periods were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables	應付貿易賬款	42,327	37,477
Bank and other borrowings	銀行及其他借款	2,119,581	2,336,024
Other payables and accruals	其他應付款及預提費用	137,799	112,153
Due to related parties	應付關聯方款項	360,648	139,579
Less: Cash and cash equivalents	減：現金及現金等價物	(196,147)	(246,877)
Net debt	債務淨額	2,464,208	2,378,356
Equity attributable to shareholders of the Company	本公司股東應佔權益	3,565,947	3,414,919
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	51,197	49,945
Adjusted capital	經調整資本	3,617,144	3,464,864
Gearing ratio	資產負債率	68.13%	68.64%

42. EVENT AFTER THE REPORTING PERIOD

Save as disclosed in note 24 to the financial statements regarding the sale of an investment property in the UK through disposal of the entire interest in GR Properties UK Limited, there were no significant events of the Group after the reporting period for the year ended 31 December 2020.

41. 財務風險管理目標及政策 (續)

資本管理(續)

本集團使用資產負債比率監察資本。資產負債比率乃按債務淨額除以經調整資本計算。本集團的政策旨在維持穩健的比率。債務淨額包括應付貿易賬款、銀行及其他借款、其他應付款及預提費用、應付關聯方款項及一間附屬公司的優先股，減去現金及現金等價物。資本包括永久可換股債券及本公司股東應佔權益。於報告期末的資產負債比率如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables	應付貿易賬款	42,327	37,477
Bank and other borrowings	銀行及其他借款	2,119,581	2,336,024
Other payables and accruals	其他應付款及預提費用	137,799	112,153
Due to related parties	應付關聯方款項	360,648	139,579
Less: Cash and cash equivalents	減：現金及現金等價物	(196,147)	(246,877)
Net debt	債務淨額	2,464,208	2,378,356
Equity attributable to shareholders of the Company	本公司股東應佔權益	3,565,947	3,414,919
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	51,197	49,945
Adjusted capital	經調整資本	3,617,144	3,464,864
Gearing ratio	資產負債率	68.13%	68.64%

42. 報告期後事項

除財務報表附註24所披露的有關透過出售GR Properties UK Limited的全部權益而出售的一處英國投資物業外，本集團於截至二零二零年十二月三十一日止年度的報告期後並無任何重大事件。

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

43. 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:

43. 本公司的財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	126	193
Right-of-use assets	使用權資產	2,796	4,961
Interests in subsidiaries	於附屬公司的權益	1,028,131	2,167,503
Due from subsidiaries	應收附屬公司款項	180,124	180,490
		<hr/>	<hr/>
Total non-current assets	非流動資產總額	1,211,177	2,353,147
CURRENT ASSETS	流動資產		
Loans to subsidiaries	提供予附屬公司的貸款	609,897	615,264
Due from subsidiaries	應收附屬公司款項	768,182	719,772
Due from related parties	應收關聯方款項	636,453	360
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	2,237	2,551
Pledged bank deposit	已抵押銀行存款	—	39,168
Cash and cash equivalents	現金及現金等價物	32,033	1,890
		<hr/>	<hr/>
Total current assets	流動資產合計	2,048,802	1,379,005
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款及預提費用	3,314	2,607
Due to a shareholder	應付一名股東款項	1,514	1,486
Due to subsidiaries	應付附屬公司款項	318	318
Other borrowings	其他借款	2,172	2,118
		<hr/>	<hr/>
Total current liabilities	流動負債合計	7,318	6,529
NET CURRENT ASSETS	流動資產淨額	<hr/>	<hr/>
		2,041,484	1,372,476
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債	<hr/>	<hr/>
		3,252,661	3,725,623
NON-CURRENT LIABILITIES	非流動負債		
Due to subsidiaries	應付附屬公司款項	—	391
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	51,197	49,945
Other borrowings	其他借款	84,917	85,473
		<hr/>	<hr/>
Total non-current liabilities	非流動負債總額	116,547	135,809
Net assets	資產淨額	<hr/>	<hr/>
		3,116,547	3,589,814

NOTES TO FINANCIAL STATEMENTS 財務報表附註

31 December 2020 二零二零年十二月三十一日

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

43. 本公司的財務狀況表(續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
EQUITY	權益		
Share capital	股本	3,152,571	3,152,571
Equity component of perpetual convertible bonds	永久可換股債券的權益部分	1,078,217	1,078,217
Reserves (note)	儲備(附註)	(1,114,242)	(640,974)
Total equity	權益總額	3,116,547	3,589,814

Wei Chunxian
魏純暉
Director
董事

Sun Zhongmin
孫仲民
Director
董事

Note: A summary of the Company's reserves is as follows:

附註：本公司儲備概要如下：

		Capital reserve 資本儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	10,868	1,730	(800,901)	(788,303)
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收益總額	—	—	147,329	147,329
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	10,868	1,730	(653,572)	(640,974)
Loss for the year and total comprehensive loss for the year	本年度虧損及本年度全面虧損總額	—	—	(473,268)	(473,268)
At 31 December 2020	於二零二零年十二月三十一日	10,868	1,730	(1,126,840)	(1,114,242)

44. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were approved and authorised for issue by the board of directors on 31 March 2021.

44. 財務報表的批准

該等財務報表於二零二一年三月三十一日由董事局通過並批准發佈。

PARTICULARS OF PROPERTIES

物業詳情

Location	Use	Lease term	Attributable interest of the Group
地點	用途	租賃期	歸屬於本集團的權益
Completed investment properties			
已落成投資物業			
Juxon House, 100 St Pauls Churchyard, London, EC 4M 8BU, the United Kingdom	Commercial 商業	Long term lease 長期租約	100%
Portion of Building No. 2 of Kingdom Guorui No. 1 Ronghua South Road Beijing Economic Technological Development Area Beijing the PRC 中國 北京 經濟技術開發區 榮華南路1號院 國銳•金嶺大廈2號樓的部分	Commercial 商業	Medium term lease 中期租約	100%
2300-2320 Wilshire Blvd., Santa Monica, CA90403, the USA	Residential/ Commercial 住宅/商業	Not applicable 不適用	100%
Investment properties under construction			
在建中投資物業			
10375 Washington Redevelopment Site 10375 Washington Boulevard Culver City, Los Angeles Country, CA90232	Residential/ Commercial 住宅/商業	Not Applicable 不適用	100%

PARTICULARS OF PROPERTIES

物業詳情

Location	Use	Lease term	Attributable interest of the Group
地點	用途	租賃期	歸屬於本集團的權益
Completed investment property classified as a non-current asset held for sale			
分類為持作出售之非流動資產的已落成投資物業			
Boundary House, 7-17 Jewry Street, London EC3N 2EX	Commercial 商業	Medium term lease 中期租約	100%
A building included in property, plant and equipment and a leasehold land included in right-of-use assets			
樓宇(計入物業、廠房及設備)及租賃土地(計入使用權資產)			
Building No. 3 of Kingdom Guorui, 1 Ronghua South Road, Beijing Economic Technological Development Area, Beijing, the PRC 中國北京 經濟技術開發區 榮華南路1號院 國銳•金嶺 大廈3號	Commercial 商業	Medium term lease 中期租約	100%

FIVE YEAR FINANCIAL SUMMARY

五年財務摘要

A summary of the results and of the assets, liabilities and total equity of the Group for the last five financial years, as extracted from the published annual report and audited financial statements, is set out below:

本集團過去五個財政年度節錄自己刊發的年報及經審核財務報表的經營業績、資產、負債和權益合計的摘要如下：

RESULTS

業績

		2020	2019	2018	2017	2016
		二零二零年	二零一九年	二零一八年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	322,026	373,327	361,282	229,822	216,392
Profit/(loss) before tax	稅前溢利/(虧損)	67,738	182,112	7,928	(67,633)	(67,395)
Income tax	所得稅	(67,058)	(84,030)	1,502	2,619	2,032
PROFIT/(LOSS) FOR THE YEAR	本年度溢利/(虧損)	680	98,082	9,430	(65,014)	(65,363)
Attributable to:	歸屬於：					
Shareholders of the Company	本公司股東	552	98,599	9,579	(65,014)	(62,798)
Non-controlling interests	非控股權益	128	(517)	(149)	—	(2,565)
		680	98,082	9,430	(65,014)	(65,363)

FIVE YEAR FINANCIAL SUMMARY

五年財務摘要

ASSETS, LIABILITIES AND TOTAL EQUITY

資產、負債和權益合計

		2020	2019	2018	2017	2016
		二零二零年	二零一九年	二零一八年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總額	6,702,004	6,306,456	5,030,079	2,415,782	1,657,683
Total liabilities	負債總額	(3,112,688)	(2,869,659)	(1,575,564)	(1,306,958)	(502,927)
NET ASSETS	資產淨額	3,589,316	3,436,797	3,454,515	1,108,824	1,154,756
Equity attributable to:	歸屬於以下各方的權益：					
Shareholders of the Company	本公司股東	3,565,947	3,414,919	3,431,736	1,108,824	1,160,983
Non-controlling interests	非控股權益	23,369	21,878	22,779	—	(6,227)
TOTAL EQUITY	權益合計	3,589,316	3,436,797	3,454,515	1,108,824	1,154,756



GR PROPERTIES

國銳地產