

VAST 宏泰

中國宏泰產業市鎮發展有限公司

China VAST Industrial Urban Development Company Limited

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock code 股份代號: 6166



About us

Founded in June 1995, China VAST Industrial Urban Development Company Limited (referred to as "China VAST Development", stock code: 6166.HK) is one of the pioneer providers in the planning, development and operation of large-scale industrial town projects. Riding on its experience in property development accumulated in the initial stage, China VAST Development was transformed into a pioneer in new urbanization construction in 2005. The Company has been committed to developing large-scale industrial town projects in the strategic planning areas under the integration of Beijing-Tianjin-Hebei and "Two Horizontal & Three Vertical Urbanization Plan", demonstrating its four comparative advantages including: unique abilities in industrial town planning, designing & positioning, abilities in infrastructure investment and construction, abilities in marketing & promotion, and related auxiliary facilities for logistics, residential & commercial properties. Through cooperation with local governments under long-term agreements, unlike other ordinary property developers, industrial towns are designed to provide a wide spectrum of comprehensive and professional services for regional industrial development and development in towns, including planning and designing, industry positioning, land preparation, infrastructure construction, marketing and promotion and related auxiliary facilities for logistics, residential and commercial properties. Currently, China VAST Development has over 50 subsidiaries including Langfang VAST Urban Development Co., Ltd., Shijiazhuang Vast Urban Development Co., Ltd., Shijiazhuang Gaocheng Vast Urban Development Co., Ltd., Ezhou Vast Urban Development Co., Ltd., Wuhan Aviclub Vast Aviation Urban Development Co., Ltd. and Langfang City Property Development Co., Ltd., all of which are responsible for construction and development service of different industrial towns. China VAST Development is working together with local government of Langfang and Shijiazhuang of Hebei province, Ezhou and Wuhan of Hubei province in respect of development of 8 industrial town projects with project planning areas of approximately 123 sq. km. Focusing on the optimization of infrastructures in the abovementioned regions, transformation of industry and construction of urbanization as well as building and realizing full integration of working and living communities for its residents, China VAST Development will spare no effort to become a leading provider and operator of industrial town in China.

公司簡介

中國宏泰產業市鎮發展有限公司 China VAST Industrial Urban Development Company Limited (簡稱「中國宏泰發展」，股份代號 6166.HK) 始創於1995年6月，是大型產業市鎮項目規劃、開發及運營服務供應商中的先行者之一。經過初期物業開發積累的經驗，中國宏泰發展於2005年轉型為新型城鎮化建設的先行者，長期致力於京津冀一體化和「兩橫三縱城市化」戰略布局範圍內的大型產業市鎮項目開發，具備了獨特的產業市鎮規劃、設計和定位能力，基礎設施投資建設能力，招商引資能力，配置物流、居住及商業物業等相關輔助設施四大相對優勢。有別於其他一般的房地產開發商，產業市鎮開發主要根據長期協議與地方政府合作，為區域產業發展和市鎮開發建設提供一系列綜合、專業服務，包括：規劃設計、產業定位、土地整理、興建基礎設施、開展招商引資、配置物流、居住及商業物業等相關輔助設施。目前，中國宏泰發展旗下有廊坊市宏泰產業市鎮投資有限公司、石家莊市宏泰產業市鎮發展有限公司、石家莊市藁城宏泰產業市鎮發展有限公司、鄂州宏泰產業市鎮發展有限公司、武漢愛飛客宏泰航空市鎮發展有限公司及廊坊市城區房地產開發有限公司等50多家附屬企業，這些企業負責不同產業市鎮的建設和開發服務。中國宏泰發展正在與河北省廊坊市及石家莊市、湖北省鄂州市及武漢市地方政府就8個產業市鎮項目的開發進行合作，項目規劃總面積約123平方公里。專注於促進上述區域的基礎設施完善、產業轉型升級和城鎮化建設，構建產城一體，實現產城融合，中國宏泰發展將全力打造成為中國領先的產業市鎮供應商及運營商。



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Forward Looking Statements

This annual report includes forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believe", "estimate", "anticipate", "expect", "intend", "may", "will" or "should" or, in each case, their negative, or other variations or similar terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this annual report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, results of operations, financial condition, liquidity, prospects and growth strategies of the Group, and the industry in which the Group operates. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which the Group operates may differ materially from those made in, or suggested by, the forward-looking statements contained in this annual report. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which the Group operates are consistent with the forward-looking statements contained in this annual report, those results or developments may not be indicative of results or developments in subsequent periods.

前瞻性陳述

本年報載有前瞻性陳述。該等前瞻性陳述可透過前瞻性字眼識別，包括「相信」、「估計」、「預料」、「預期」、「有意」、「可能」、「將會」或「應該」等字眼或在各情況下該等字眼的相反、或其他變化或同類字眼。該等前瞻性陳述涉及並非歷史事實的一切事項。前瞻性陳述在本年報多個地方出現，並包括有關我們的現時意向、信念或現時對(其中包括)本集團經營業績、財務狀況、流動資金、前景及發展策略以及本集團所經營行業的預期的陳述。由於前瞻性陳述與日後未必會出現的事件有關並視乎該等情況而定，故前瞻性陳述在性質上涉及風險及不確定性。本公司謹請閣下注意，前瞻性陳述並非對未來表現的保證，而我們的實際經營業績、財務狀況、流動資金及本集團所經營行業的發展可能與本年報所載前瞻性陳述作出或提議的情況有重大差異。此外，即使我們的經營業績、財務狀況、流動資金及本集團所經營行業的發展與本年報所載前瞻性陳述一致，該等業績或發展亦未必代表日後期間的業績或發展。

Corporate Information

公司資料

Non-Executive Director

Mr. Song Liuyi (Chairman)

Executive Directors

Mr. Wang Jianjun (President)

Mr. Zhao Lei (Chief Financial Officer)

Mr. Yang Yun

Mr. Wang Yagang

Ms. Wang Wei

Independent Non-Executive Directors

Dr. Wong Wing Kuen, Albert

Ms. Hsieh Yafang

Professor Wang Yijiang

Audit Committee

Dr. Wong Wing Kuen, Albert (Chairman)

Ms. Hsieh Yafang

Professor Wang Yijiang

Remuneration Committee

Professor Wang Yijiang (Chairman)

Mr. Song Liuyi

Ms. Hsieh Yafang

Nomination Committee

Mr. Song Liuyi (Chairman)

Ms. Hsieh Yafang

Professor Wang Yijiang

Strategy and Investment Committee

Mr. Zhao Lei (Chairman)

Mr. Song Liuyi

Mr. Yang Yun

Ms. Wang Wei

Company Secretary

Mr. Lam Wai Tsang

Auditor

Deloitte Touche Tohmatsu

Registered Public Interest Entity Auditors

Legal Advisors

O' Melveny & Myers (as to Hong Kong law)

Conyers Dill & Pearman (Cayman) Limited
(as to Cayman Islands law)

非執行董事

宋鏐毅先生(主席)

執行董事

王建軍先生(總裁)

趙磊先生(首席財務官)

楊允先生

王亞剛先生

王薇女士

獨立非執行董事

王永權博士

謝亞芳女士

王一江教授

審核委員會

王永權博士(主席)

謝亞芳女士

王一江教授

薪酬委員會

王一江教授(主席)

宋鏐毅先生

謝亞芳女士

提名委員會

宋鏐毅先生(主席)

謝亞芳女士

王一江教授

戰略及投資委員會

趙磊先生(主席)

宋鏐毅先生

楊允先生

王薇女士

公司秘書

林瑋鏗先生

核數師

德勤•關黃陳方會計師行

註冊公眾利益實體核數師

法律顧問

美邁斯律師事務所(有關香港法律)

Conyers Dill & Pearman (Cayman) Limited
(有關開曼群島法律)

Corporate Information

公司資料

Registered Office

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in China

China VAST Development Building
Hongtai East 2nd Avenue
Chaoyang District
Beijing
China

Principal Place of Business in Hong Kong

Unit 3708, 37/F
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Principal Share Registrar and Transfer Office

Conyers Trust Company (Cayman) Limited

Hong Kong Share Registrar

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

Principal Bankers

China Construction Bank
Bank of China
Industrial and Commercial Bank of China
Agricultural Bank of China
Huaxia Bank

Company's Website

www.vastiud.com

Stock Code

6166

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

中國主要營業地點

中國
北京市
朝陽區
宏泰東二路
中國宏泰發展大廈

香港主要營業地點

香港
干諾道中168–200號
信德中心西座
37樓3708室

主要股份過戶登記辦事處

Conyers Trust Company (Cayman) Limited

香港證券登記處

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

主要往來銀行

中國建設銀行
中國銀行
中國工商銀行
中國農業銀行
華夏銀行

公司網站

www.vastiud.com

股份代號

6166

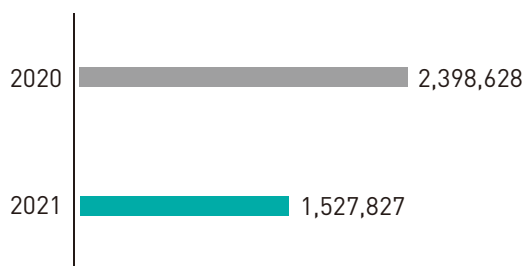
Financial Highlights

財務摘要

(in RMB'000 人民幣千元)

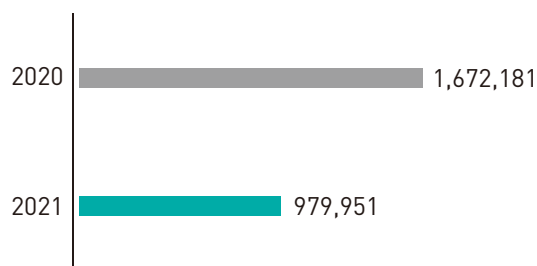
Revenue

收入



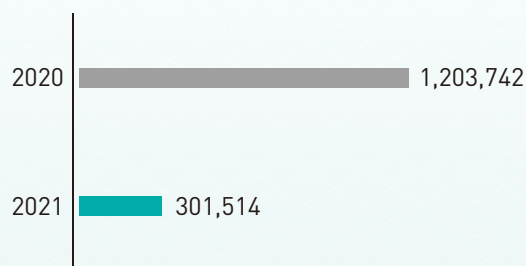
Gross profit

毛利



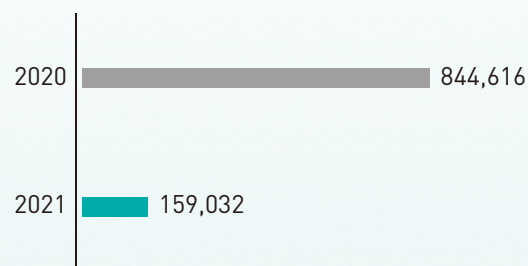
Profit before tax

除稅前溢利



Profit for the year

本年溢利



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

		2021 RMB 人民幣	2020 RMB 人民幣	Approximate Change 概約變幅
Revenue	收入	1,527.8 million 百萬	2,398.6 million 百萬	-36.3%
Gross profit	毛利	980.0 million 百萬	1,672.2 million 百萬	-41.4%
Profit before tax	除稅前溢利	301.5 million 百萬	1,203.7 million 百萬	-75.0%
Profit for the year	本年溢利	159.0 million 百萬	844.6 million 百萬	-81.2%

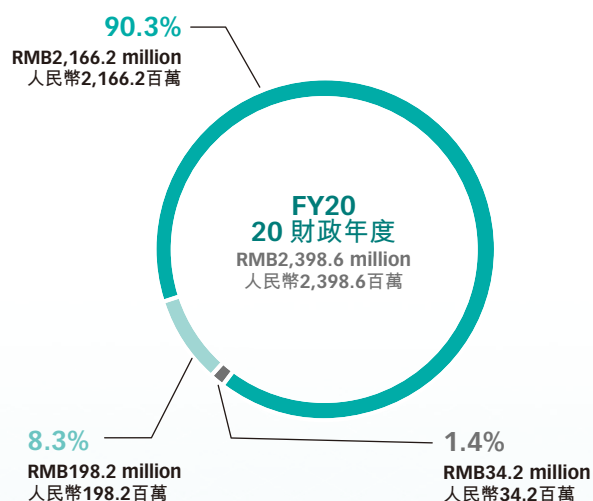
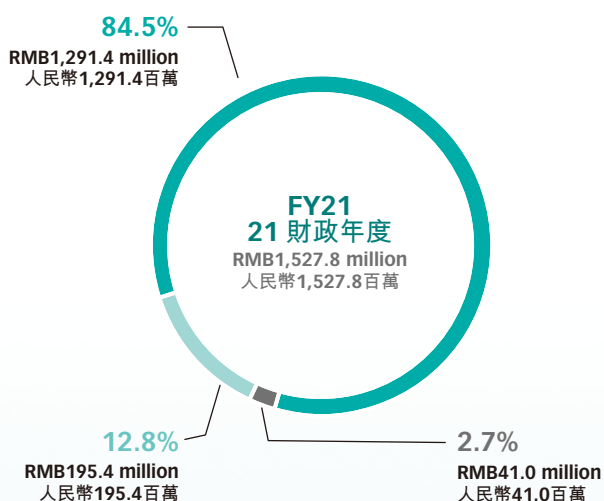
Financial Highlights

財務摘要

(in RMB'000 人民幣千元)

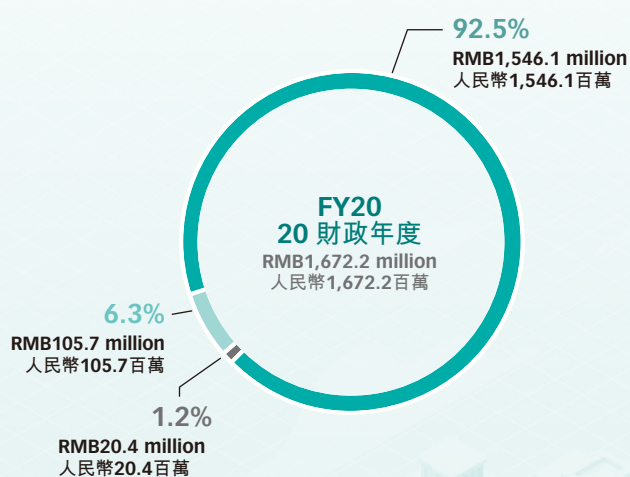
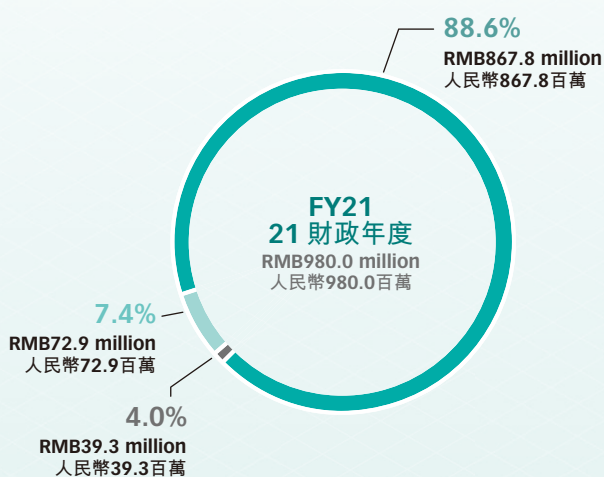
Segment revenue

分部收入



Segment gross profit

分部毛利



● Industrial town development
產業市鎮發展

● Property development
物業發展

● Property leasing
物業租賃

Chairman's Statement

主席致辭

Dear Shareholders,

As time goes by, everything is brand new and our road ahead will be promising. We bid farewell to 2021, a difficult year for the industry featured by repeated outbreaks of the pandemic. This year, China VAST Development stepped forward all the way steadily and strode towards a new era with China Jinmao, our new strategic shareholder. Hereby, may I take this opportunity to express our greatest gratitude and best wishes to all shareholders, investors and friends on behalf of the board of directors of the Company!

2021 has posed the global market with multiple challenges and accidents, which are no less than those posed by 2020. The world economy continues to be limping along under the attacks of virus variation and repeated outbreaks of pandemic. Global supply chain and energy crisis have triggered high inflation unseen in the last four decades in European and American countries. There are political risks such as the Sino-US strategic economic and trade wars and the Russia-Ukraine geopolitical conflicts. All these have further hindered China's economic recovery in the post-pandemic era. The macro background is complicated as domestic regulatory control becomes stringent, resulting in the real estate industry to shrink their balance sheet. Despite of such circumstance, China VAST Development braved the wind and the waves all the way, consolidating itself internally and externally, and generally maintained good resilience. For the year ended 31 December 2021, the operating revenue of the Company reached RMB1,527.8 million, with a gross profit of RMB980.0 million, net profit of RMB159.0 million and basic earnings per share of RMB0.1.

More support from central enterprise to seek common development.

During the year of Ox, China VAST Development introduced China Jinmao, the city operation platform of Sinochem (a Fortune Global 500 company owned by the Central Government), as our strategic shareholder. Through deep integration of city operation with industrial park operation, both parties share their strengths and join hands to promote the materialization of high-end industry, officially opening a new era of coordinated development between central and private enterprises. They work to empower China VAST Development by pursuing industrial synergy, sharing investment resources and improving governance and management. China Jinmao, along with its important industrial units and well-known industrial groups under Sinochem, stepped into the Longhe Park, with a focus on exploring the introduction and landing of superior resources such as education, green construction, technology and agriculture, aiming to build a new urban center of Langfang and accelerate the start of Longhe Era. In addition, with the completion of signing of the Mall of Splendors, a commercial product line brand under China Jinmao, Longhe Park is able to raise its overall regional value by relying on this new high-end commercial landmark in the south of Langfang City.

親愛的各位股東：

大家好！歲月賦新，追光前行。作別疫情反復、行業寒冬的2021年，中國宏泰發展踏過一路穩步向前的腳印，攜手新戰略股東中國金茂邁向新時代。在此，請允許我代表公司董事會向全體股東、投資者、各界朋友致以最衷心的感謝及最美好的祝福！

2021年全球市場面臨諸多的挑戰與意外，較2020年絲毫未減。世界經濟繼續受病毒變異及疫情反復的打擊而步履蹣跚；全球供應鏈及能源危機引發歐美國家的四十年以來高位通脹；中美戰略經貿博弈及俄烏地緣衝突等政治風險，更進一步阻礙中國後疫情時代的經濟復蘇。在宏觀背景複雜、國內監管從嚴、房地產行業縮表出清等環境下，中國宏泰發展一路乘風破浪，逐光前行，內修外練，總體保持較好韌性。截至2021年12月31日止年度，公司營業收入達到人民幣1,527.8百萬元；實現毛利人民幣980.0百萬元；淨利潤人民幣159.0百萬元，每股基本盈利人民幣0.1元。

央企加持，共謀發展。辛丑牛年，中國宏泰發展引入世界五百強央企中國中化旗下城市運營領域的平台企業—中國金茂成為公司戰略股東，通過深度融合城市運營與產業園區運營，優勢互補、攜手共振，推動高端產業落地，正式開啟央企與民企協同發展的新時代。雙方通過產業協同、招商資源共享、治理與管理提升等各方面，助力提升宏泰力量。中國金茂協同旗下重要產業單位以及中國中化旗下知名產業集團走進龍河高新區，聚焦探索將教育、綠建、科技、農業等優勢資源導入落地，助力打造廊坊城市新中心、加快邁入龍河時代。此外，龍河高新區迎來中國金茂旗下商業產品線品牌覽秀城簽約落地，依託該廊坊南城高端商業新地標，整體提升區域價值。

Chairman's Statement

主席致辭

Strive forward to make further progress. At the difficult times of the industry, the Company strengthened its internal capability and continued to expand external investment resources to inject “new vitality” in the industrial park by upgrading the level of the park, improving supporting facilities and promoting industrial agglomeration. The newly settled key projects in Longhe Park covered digital economy, new materials, high-end manufacturing, modern logistics and other fields, which not only further enriched the industrial layout in Longhe Park and helped to build a sustainable and modern industrial system with comparative and competitive advantages, but also accumulated strong development momentum for establishing a new urban center of Langfang and speeding up the pace of the main urban area into “Longhe Era”. Ezhou China Vast Changjiang Zhihui Port (鄂州市宏泰長江智匯港) witnessed the strong settlement of Wae Intelligent Manufacturing Park (網驛智造園), Sunic Photoelectricity Project (三工光電項目), Intelligent Electronics (英特麗電子), Huineng Industrial Park (匯能產業園), which have made positive contribution to promote the construction of “two districts and one hub” and high-quality development of Ezhou.

Empowerment through innovation and taking the lead in demonstration. Relying on the Company's years of experience in industrial incubation and industrial services, a number of incubation bases invested or operated by the Company help innovative enterprises improve their possibility of business establishment, promote the transformation and implementation of scientific and technological achievements and play a good demonstration role through policy guidance, project guidance, entrepreneurship counseling, technology docking, technology investment and financing and other services. JD Cloud (Nanjing) Innovation Center operated by Nanjing Tron Space was successively recognized as “2020 Nanjing Municipal Maker Space (2020年度南京市市級眾創空間)” and “2021 Jiangsu Provincial Maker Space (2021年度江蘇省市級眾創空間)”. In addition, Beijing-Tianjin-Hebei (Langfang) Collaborative Innovation and Entrepreneurship Base was selected as the “2021 National Small and Micro Enterprise Entrepreneurship and Innovation Demonstration Base (2021年度國家小型微型企業創業創新示範基地)”, which reflected the foundation and strength of the Company's sticking to the right path and keeping innovation.

奮楫篤行，再上台階。行業寒冬之時，公司修煉內功，不斷擴展招商資源，提升園區品位、完善配套功能、促進產業集聚，為園區再添發展「新活力」。龍河高新區新入駐重點項目涵蓋數字經濟、新材料、高端製造、現代物流等領域，不僅進一步豐富龍河高新區產業佈局，助力構築具有比較優勢、競爭優勢、可持續的現代產業體系，更為打造廊坊城市新中心、加快主城區發展邁入「龍河時代」積蓄強大發展勢能。鄂州市宏泰長江智匯港迎來網驛智造園、三工光電項目、英特麗電子、匯能產業園等強勢落戶，為推動鄂州加快建成「兩區一樞紐」及高質量發展貢獻了積極力量。

創新賦能，帶頭示範。依託公司多年的產業孵化及產業服務經驗，公司投資或運營的多個孵化基地通過政策引導、項目指導、創業輔導、技術對接、科技投融资等服務，幫助創新企業提高創業成功率，促進科技成果轉化落地，起良好示範帶動作用。由南京泰智會運營的京東雲(南京)創新中心先後獲批「2020年度南京市市級眾創空間」、「2021年度江蘇省市級眾創空間」。此外，京津冀(廊坊)協同創新創業基地入選「2021年度國家小型微型企業創業創新示範基地」，體現了公司守正創新的基礎與實力。

Chairman's Statement

主席致辭

Global connection to keep pace with the world. The Company has engaged in international forums and activities externally to update itself with the new trends of the industry, dock with the new industry pattern and improve its brand awareness. As a diamond member of the Opening Ceremony of the 4th China International Import Expo cum Hongqiao International Economic Forum, China VAST Development participated in the grand event to help accelerate the release of the "Import Expo effect", and co-hosted the 4th IASC International Aviation Supply Chain Leadership Summit with other institutions from China, France and Britain. The summit closely followed the national carbon neutrality goal and discussed the development mission of the civil aviation industry, aiming at constructing a "bridge" and "accelerator" for international cooperation in the aviation industry. At the 20th anniversary of the establishment of the Boao Forum for Asia, China VAST Development was invited to attend the opening ceremony and a series of activities as a platinum partner for three consecutive years to exchange insights with representatives from global and international organizations, well-known multinational companies and leading enterprises in the industry to explore new dual circulation development. In addition, the Company, together with the People's Government of Hebei Province, the Civil Aviation Administration of China and other authorities, had hosted China International Airport Economic Development High-end Conference for four consecutive times, at which, despite of the epidemic, world-renowned experts and scholars were gathered online and offline to analyze hot spot issues on airport economy. On the conference, international high-quality industrial resources and advanced development concepts were further introduced, providing intellectual support for comprehensively improving the level of integration, modernization and internationalization of the Airport Economic Zone, and promoting Langfang Airport Economic Zone to become an important engine leading the high-quality development of Hebei economy in the new era.

Working together to weather the storms with Hebei. In 2021, the COVID-19 hit Hebei Province again. Faced with the severe challenges of epidemic prevention and control, China VAST Development, by working with the cities and counties where its parks are located to overcome the difficulties and fight against the epidemic, practically provided its support and coordination, demonstrating its responsibility and undertaking as a private enterprise. In 2021, we offered our support at the front line. In the cold wind late at night stood out the figures of 103 heroes who we urgently dispatched to assist the Longhe Park Management Committee (龍河高新區管委會) to carry out a series of work including nucleic acid testing, community work shift and livelihood safeguard, achieving the "Longhe Speed" of completing nucleic acid testing for 71,679 people in the area within 48 hours and a second round of nucleic acid testing for all people in the area within 1 day. In 2021, we extended our benevolence to donate RMB300,000 to the frontline headquarters of epidemic prevention and control in Gaocheng District, Shijiazhuang, thus fulfilling our social responsibilities with practical actions and helping to build a strong defense line to guard the city, protect life, and safeguard the safety of the capital. In 2021, China VAST Development continued to shoulder its social responsibilities and won recognition from various social groups and institutions. It has been successively awarded "Caring Enterprise Fighting COVID-19 Epidemic in Langfang City (廊坊市抗擊新冠肺炎疫情愛心企業)", "Bronze Award for Fraternity of Hebei (博愛燕趙銅獎)" by Hebei Red Cross Foundation and other honors.

鏈接全球，同頻共振。公司外聯國際論壇及活動，鏈接行業新時態、對接產業新格局，提高公司品牌知名度。作為第四屆中國國際進口博覽會開幕式暨虹橋國際經濟論壇鑽石會員，中國宏泰發展共襄盛會，助力「進博效應」加速釋放，並攜手中、法、英海內外機構共同主辦第四屆IASC國際航空產業鏈領袖峰會，緊扣國家碳中和目標，研討民用航空產業發展使命，構建起航空產業國際合作的「橋樑」與「加速器」。恰逢博鰲亞洲論壇成立20周年，中國宏泰發展連續三年成為白金合作夥伴受邀出席開幕式及系列活動，與全球國際組織、知名跨國公司及行業領軍企業代表同頻共振、共話雙循環新發展。此外，公司聯合河北省人民政府、中國民用航空局等單位已連續舉辦四屆中國國際臨空經濟發展高端會議，無懼疫情阻攔，通過線上線下相結合的方式匯聚全球知名專家學者剖析臨空經濟前沿熱點問題，進一步導入國際優質產業資源及先進發展理念，為全面提升臨空經濟區一體化、現代化、國際化水平，推動廊坊臨空經濟區加快成為新時代引領河北經濟高質量發展的重要引擎提供了智力支撐。

戮力同心，同舟共「冀」。2021年新冠疫情再次來襲燕趙之地，面臨疫情防控的艱苦大考，中國宏泰發展旗下園區與所在市縣共克時艱，同心抗疫，切實做好各項支援配合工作，體現了民營企業的責任與擔當。2021年，我們援持一線，深夜裏、寒風中，閃動的是我們緊急抽調配合龍河高新區管委會開展核酸檢測、社區值守、民生保障系列工作的103位好漢身影，創下48小時完成轄區71,679人核酸檢測、1天完成轄區全員第二輪核酸檢測的「龍河速度」。2021年，我們以愛為盾，向石家莊藁城區疫情防控前線指揮部定向捐款人民幣30萬元，以實際行動履行了社會責任，助力構築起了守護城市、守護生命、拱衛首都安全的堅強防線。2021年，中國宏泰發展繼續背負社會責任，受社會團體及機構認可，先後榮獲「廊坊市抗擊新冠肺炎疫情愛心企業」，河北省紅十字會「博愛燕趙銅獎」等榮譽。

Chairman's Statement

主席致辭

In 2021, with the support and recognition from the industry and the society as a whole, China VAST Development remained its leading position in respect of industrial operation. With its sound and steady operational capability, remarkable industrial construction and integrated operational capability in industrial park, the Company ranked in the third place of the "7th China Industrial Park Conference in 2021 (2021第七屆中國產業園區大會)", listing on top five of the similar rankings by nature on the fourth consecutive year, of which being top three for two times in a row. The project in Longhe Park, Langfang invested and managed by China VAST Development has also been awarded as the "2021 Best Production City Integration Demonstration Zone in China (2021年度中國最佳產城融合綜合示範區)", which fully presented the outstanding performance and overall strength of China VAST Development in park operation.

Looking ahead in 2022, it is possible that the international circumstances, domestic macro environment and real estate industry may face more challenges and difficulties with ups and downs, while a new turning point will stand ahead. China VAST Development will join hands with its strategic shareholder China Jinmao to grasp the trend and steer the direction from a long-term perspective and with perseverance. By optimizing business structure, relying on Longhe Park and other outbound projects including those in Beijing-Tianjin-Hebei Region and in Yangtze River Delta Economic Zone, both parties are committed to the comprehensive industrial urban development to realize a sustainable business development of the Company.

With the coming of a new year, everything looks fresh. China VAST Development will stay true to its original aspiration and forge ahead despite of difficulties. Again, on behalf of the Company as a whole, I wish express my gratitude to our shareholders, investors and friends from various sectors for their support and recognition!

Song Liuyi

Chairman

28 March 2022

2021年，中國宏泰發展承蒙行業及社會大眾的支持與認可，在產業運營領域力爭鰲頭。公司憑藉穩健務實的經營能力、突出的產業構建以及產業園區綜合運營能力，在「2021第七屆中國產業園區大會」上斬獲榜單第三名，連續四年躋身同類榜單TOP5，連續兩年進入前三強；由中國宏泰發展投資運營的廊坊龍河高新區，也榮獲「2021年度中國最佳產城融合綜合示範區」，充分展現了中國宏泰發展在園區運營領域的突出成績和綜合實力。

展望2022年，國際形勢、國內宏觀及地產行業可能會更加嚴峻複雜、跌宕起伏，但是也迎來新拐點。中國宏泰發展將攜戰略股東中國金茂，把握局勢、掌握方向，以長遠的眼光和銳意進取的毅力，通過優化業務結構，以龍河高新區和京津冀、長江經濟帶等外埠項目為載體，致力於產業市鎮綜合開發，實現公司業務的可持續發展。

天儀再始，歲律更新。中國宏泰發展將繼續以一以貫之的熾熱初心，一往無前地闊步前行。謹此，我再次代表公司全體，向各位股東、投資者、各界朋友的支持及認可，再次致以感謝！

宋鏐毅

主席

2022年3月28日

Management Discussion and Analysis

管理層討論及分析

Financial Review

Revenue

Our revenue for the year ended 31 December 2021 was substantially generated from: (i) land development projects/arrangements, representing our fee income derived from development of industrial town projects; (ii) the sales of properties; and (iii) property leasing. The table below sets forth a breakdown of our revenue:

財務回顧

收入

我們截至2021年12月31日止年度的收入主要來自：(i)土地開發項目／安排，指我們發展產業市鎮項目的費用收入；(ii)物業銷售；(iii)物業租賃。下表載列我們的收入明細：

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fee and service income relating to land development projects/arrangements	土地開發項目／安排相關費用及服務收入	1,291,401	2,166,174
Revenue from the sales of properties	物業銷售收入	195,380	198,190
Revenue from property leasing	物業租賃收入	41,046	34,264
		1,527,827	2,398,628

Revenue of the Group for the year ended 31 December 2021 amounted to RMB1,527.8 million, representing a decrease of 36.3% as compared with RMB2,398.6 million for the same period in 2020. The decrease in revenue was mainly because revenue from land development projects decreased as compared with that generated in the same period last year.

本集團截至2021年12月31日止年度的收入為人民幣1,527.8百萬元，較2020年同期的收入人民幣2,398.6百萬元減少36.3%。收入減少主要由於土地開發項目收入較去年同期減少所致。

As for the land development business, we recorded a revenue of RMB1,291.4 million for the year ended 31 December 2021, representing a decrease of 40.4% as compared with RMB2,166.2 million for the same period in 2020.

就土地開發業務而言，我們截至2021年12月31日止年度錄得收入人民幣1,291.4百萬元，較2020年同期的人民幣2,166.2百萬元減少40.4%。

Management Discussion and Analysis

管理層討論及分析

For the year ended 31 December 2021, an aggregate of 415,396 sq.m. of land in Longhe Park was sold by the relevant local government at a total land premium of RMB1,363.0 million. Compared with the aggregate of 600,081 sq.m. of land in Longhe Park sold by the local government at a total land premium of RMB3,764.4 million for the same period in 2020, there were significant decreases in the area of land sold and the land premium during the year. For the year ended 31 December 2021, we recorded a total fee income of RMB1,114.0 million from Longhe Park, representing a decrease of RMB855.3 million as compared with RMB1,969.3 million for the same period in 2020. The fee income recognised from sales of land was RMB828.3 million as compared with RMB1,732.5 million for the same period in 2020, land preparation service income received from successful land buyers was RMB53.9 million, one-off infrastructure services income received from the enterprises in the park was RMB196.7 million and other comprehensive services fee income was RMB35.1 million. Among the fee income recognised from sales of land in 2021, approximately RMB715.6 million was sourced from the land premium from the purchase of land in Longhe Park by a wholly-owned subsidiary of China Jinmao Holdings Group Limited ("China Jinmao", a company listed on the Stock Exchange with stock code 00817).

In addition, we also recorded revenue from land development projects in other parks. For VAST Ezhou Industrial Park, the Group recognised a revenue of RMB43.9 million and RMB77.7 million from land preparation and investment services and industrial development service respectively, while a revenue of RMB23.6 million and RMB38.2 million from land preparation and investment services and industrial development service in this park was recognised respectively in the same period of 2020. For Shijiazhuang Gaocheng VAST Industrial Town Park, the Group recognised a revenue of RMB31.6 million from land preparation and investment services, while a revenue of RMB76.9 million from land preparation and investment services in this park was recognised in the same period of 2020. For Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone, the Group recognised a revenue of RMB7.4 million from land preparation and investment services, while no revenue was recognised for this park in the same period of 2020. For Shijiazhuang General Aviation Industrial Town Park, no revenue was recognised by the Group for the year ended 31 December 2021, while a revenue of RMB41.9 million from industrial development service in this park was recognised in the same period of 2020. The revenue from land preparation and investment services of the above four parks was calculated under the cost-plus method, and the revenue from industrial development service was calculated according to a certain percentage of the amount of investment in additional park establishment.

For the property development business, we recorded a revenue from the sales of properties of RMB195.4 million for the year ended 31 December 2021, representing a decrease of RMB2.8 million from RMB198.2 million for the same period in 2020, which was mainly due to the revenue from the sales of remaining units of projects, resulting in no substantial change in the property sales revenue as compared with the same period in 2020.

截至2021年12月31日止年度，有關地方政府出讓龍河高新區總共415,396平方米的土地，總土地出讓金為人民幣1,363.0百萬元。與2020年同期有關地方政府以總土地出讓金人民幣3,764.4百萬元出讓龍河高新區總共600,081平方米的土地相比，本年土地出讓面積和土地出讓金大幅下降。我們在截至2021年12月31日止年度從龍河高新區錄得總費用收入人民幣1,114.0百萬元，較2020年同期的人民幣1,969.3百萬元減少人民幣855.3百萬元。其中土地出讓確認的銷售費用收入為人民幣828.3百萬元(2020年同期為人民幣1,732.5百萬元)，從成功購地的買家獲得土地整理服務收入人民幣53.9百萬元，從入園企業獲得一次性基礎設施服務收入人民幣196.7百萬元，其他綜合服務的費用收入人民幣35.1百萬元。2021年從土地出讓確認的銷售費用收入當中，約人民幣715.6百萬元是來自中國金茂控股集團有限公司(「中國金茂」，一間於聯交所上市的公司，股份代號00817)的全資子公司在龍河高新區購買土地產生的土地出讓金。

此外，我們還在其他園區獲得土地開發項目收入。在宏泰鄂州產業園，本集團從土地整理投資服務及產業發展服務分別確認人民幣43.9百萬元及人民幣77.7百萬元的收入，而於2020年同期該園區從土地整理投資服務及產業發展服務分別確認人民幣23.6百萬元及人民幣38.2百萬元的收入。在石家莊藁城宏泰產業市鎮園區，本集團從土地整理投資服務確認人民幣31.6百萬元的收入，而於2020年同期該園區從土地整理投資服務確認人民幣76.9百萬元的收入。在武漢開發區通航產業綜合示範區，本集團從土地整理投資服務確認人民幣7.4百萬元的收入，而於2020年同期該園區未確認收入。在石家莊通用航空產業市鎮園區，本集團於截至2021年12月31日止年度未確認收入，而於2020年同期該園區從產業發展服務確認人民幣41.9百萬元的收入。以上四個園區的土地整理投資服務收入均按照成本加成法去計算，而產業發展服務收入按照園區新增落地投資額的一定比例計算。

就物業發展業務而言，我們截至2021年12月31日止年度錄得物業銷售收入人民幣195.4百萬元，較2020年同期的人民幣198.2百萬元減少人民幣2.8百萬元，由於收入主要是項目尾盤銷售收入，因此物業銷售收入較2020年變化不大。

Management Discussion and Analysis

管理層討論及分析

Cost of Sales and Services

Our cost of sales and services consists of (i) cost of land development projects, (ii) cost of properties sold, and (iii) direct operating expense of property leasing. For the year ended 31 December 2021, our cost of sales and services amounted to RMB547.9 million, representing a decrease of 24.6% as compared with RMB726.4 million for the same period in 2020, which was primarily due to the decrease in the cost of land development projects during the year.

Gross Profit and Gross Profit Margin

For the year ended 31 December 2021, our gross profit amounted to RMB980.0 million, which represented a decrease of 41.4% as compared with RMB1,672.2 million for the same period in 2020. Our gross profit margin decreased from 69.7% for the year ended 31 December 2020 to 64.1% for the year ended 31 December 2021, which was primarily because the land development fee income from the sales of land in Longhe Park, which has a higher gross profit margin, accounted for a decreased proportion of the overall revenue, resulting in a decrease in overall gross profit margin during the year.

Other Income

Other income decreased from RMB201.3 million for the year ended 31 December 2020 to RMB160.5 million for the year ended 31 December 2021, representing a decrease of RMB40.8 million, which was primarily because the revenue from government grants decreased by RMB14.4 million and the interest income on trade receivables decreased by RMB10.7 million.

Other Gains and Losses

Other gains and losses decreased by RMB54.5 million from a gain of RMB115.9 million for the year ended 31 December 2020 to a gain of RMB61.4 million for the year ended 31 December 2021, mainly attributable to a decrease of RMB74.5 million in exchange gains, while part of the decrease was offset by a gain of RMB18.2 million from the disposal of equity interest in an associate during the year.

Selling and Marketing Expenses

For the year ended 31 December 2021, our selling and marketing expenses amounted to RMB77.7 million, representing a decrease of 11.6% as compared with RMB87.9 million for the same period in 2020, mainly due to the decrease in advertising costs.

銷售及服務成本

我們的銷售及服務成本包括(i)土地開發項目的成本，(ii)已出售物業的成本，及(iii)物業租賃直接經營開支。截至2021年12月31日止年度，我們的銷售及服務成本為人民幣547.9百萬元，較2020年同期的人民幣726.4百萬元減少24.6%，主要由於本年土地開發項目的成本減少所致。

毛利及毛利率

截至2021年12月31日止年度，我們的毛利為人民幣980.0百萬元，較2020年同期的人民幣1,672.2百萬元減少41.4%。我們的毛利率由截至2020年12月31日止年度的69.7%下降至截至2021年12月31日止年度的64.1%，主要由於本年我們從高毛利的龍河高新區土地出讓所獲得的土地開發費用收入佔總體收入的比例下降，故本年的整體毛利率有所下降。

其他收入

其他收入由截至2020年12月31日止年度的人民幣201.3百萬元減少人民幣40.8百萬元至截至2021年12月31日止年度的人民幣160.5百萬元，減少的主要原因是政府補貼收入減少人民幣14.4百萬元，及貿易應收款項利息收入減少人民幣10.7百萬元。

其他收益及虧損

其他收益及虧損由截至2020年12月31日止年度的收益人民幣115.9百萬元減少人民幣54.5百萬元至截至2021年12月31日止年度的收益人民幣61.4百萬元，主要原因是匯兌收益減少人民幣74.5百萬元，而本年處置一家聯營公司股權獲得收益人民幣18.2百萬元，抵消了部分減幅。

銷售及市場行銷開支

截至2021年12月31日止年度，我們的銷售及市場行銷開支為人民幣77.7百萬元，較2020年同期的人民幣87.9百萬元減少11.6%，主要因為廣告宣傳費用下降所致。

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Finance Costs

Finance costs decreased by RMB26.1 million (or 7.7%) from RMB339.1 million for the year ended 31 December 2020 to RMB313.0 million for the year ended 31 December 2021. The decrease in finance costs was mainly due to an increase of RMB25.3 million in finance costs capitalized on properties under development for sale over the same period last year.

Profit Before Tax

Profit before tax decreased by RMB902.2 million (or 75.0%) from RMB1,203.7 million for the year ended 31 December 2020 to RMB301.5 million for the year ended 31 December 2021.

Income Tax Expense

Income tax expense decreased by RMB216.6 million (or 60.3%) from RMB359.1 million for the year ended 31 December 2020 to RMB142.5 million for the year ended 31 December 2021, which was primarily due to a decrease in profit before tax during the year.

Profit

As a result of the foregoing factors, the net profit of the Group decreased by RMB685.6 million (or 81.2%) from RMB844.6 million for the year ended 31 December 2020 to RMB159.0 million for the year ended 31 December 2021.

Earnings Per Share

The basic earnings per share for the year ended 31 December 2021 was RMB0.10, while the diluted earnings per share was RMB0.09 (for the year ended 31 December 2020: basic earnings per share was RMB0.51 and diluted earnings per share was RMB0.49). The above basic and diluted earnings per share were calculated based on the weighted average number of ordinary shares of 1,651,237,000 shares and 1,808,348,000 shares, respectively.

融資成本

融資成本由截至2020年12月31日止年度的人民幣339.1百萬元減少人民幣26.1百萬元(相當於7.7%)至截至2021年12月31日止年度的人民幣313.0百萬元。融資成本減少乃主要由於資本化於待售發展中物業的融資成本比去年同期增加了人民幣25.3百萬元。

除稅前溢利

除稅前溢利由截至2020年12月31日止年度的人民幣1,203.7百萬元減少人民幣902.2百萬元(相當於75.0%)至截至2021年12月31日止年度的人民幣301.5百萬元。

所得稅開支

所得稅開支由截至2020年12月31日止年度的人民幣359.1百萬元減少人民幣216.6百萬元(相當於60.3%)至截至2021年12月31日止年度的人民幣142.5百萬元，主要由於本年的除稅前溢利減少所致。

溢利

由於上述因素，本集團淨溢利由截至2020年12月31日止年度的人民幣844.6百萬元減少人民幣685.6百萬元(相當於81.2%)至截至2021年12月31日止年度的人民幣159.0百萬元。

每股盈利

截至2021年12月31日止年度的每股基本盈利為人民幣0.10元，每股攤薄盈利為人民幣0.09元(截至2020年12月31日年度：每股基本盈利為人民幣0.51元，每股攤薄盈利為人民幣0.49元)。以上每股基本和攤薄盈利分別按照普通股加權平均股數1,651,237,000股和1,808,348,000股去計算。

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Cash Position

Cash and cash equivalents increased by RMB194.5 million from RMB646.3 million as at 31 December 2020 to RMB840.8 million as at 31 December 2021, principally attributable to: (i) the net cash inflow of RMB861.9 million from our operating activities; (ii) the net cash inflow of RMB292.1 million from investing activities, which was primarily a result of the net withdrawal of deposits with original maturity over three months of RMB311.0 million, the net withdrawal of restricted bank deposits of RMB61.5 million, the proceeds of RMB38.2 million from the disposal of the entire equity in an associate, the proceeds of RMB25.7 million from interest income, the proceeds of RMB10.5 million from the disposal of a fund investment, the proceeds of RMB10.0 million from the disposal of a subsidiary, and partially offset by the payment of RMB49.5 million to purchase and build self-use assets and investment properties, and the capital contribution of RMB109.0 million to a joint venture; (iii) the net cash outflow of RMB953.0 million from financing activities, which was primarily due to the repayment of bank loans and other loans of RMB2,431.3 million, repayment of 2019 Senior Notes of RMB1,162.8 million, the payment of interests of RMB460.7 million, the payment of dividends of RMB247.7 million and repayment of 2018 Notes of RMB191.4 million, and partially offset by new bank loans of RMB1,836.6 million, loans from related parties of RMB949.9 million and convertible bonds issued of RMB796.4 million.

Trade Receivables

Trade receivables decreased from RMB2,755.9 million as at 31 December 2020 to RMB2,523.5 million as at 31 December 2021, which was mainly due to the collection of part of trade receivables from land development projects. Trade receivables during the year mainly consisted of: RMB1,125.1 million from Shijiazhuang General Aviation Industrial Town Park, RMB566.5 million from VAST Ezhou Industrial Park, RMB537.5 million from Shijiazhuang Gaocheng VAST Industrial Town Park, RMB240.7 million from Longhe Park and RMB36.1 million from Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone. As at 31 December 2021, the fair value of trade receivables at fair value through profit or loss decreased by RMB100.6 million, mainly due to a change in the expected repayment plan.

現金狀況

現金及現金等價物由2020年12月31日的人民幣646.3百萬元增加人民幣194.5百萬元至2021年12月31日的人民幣840.8百萬元，主要原因為：(i) 經營活動現金流入淨額人民幣861.9百萬元；(ii) 投資活動現金流入淨額人民幣292.1百萬元，主要是由於淨提取原到期日逾三個月的存款人民幣311.0百萬元，淨提取受限制銀行存款人民幣61.5百萬元，處置一間聯營公司全部股權收回人民幣38.2百萬元，收到利息收入人民幣25.7百萬元，處置一項基金投資收回人民幣10.5百萬元，處置一間附屬公司收回人民幣10.0百萬元，但購建自用資產、投資物業等支付人民幣49.5百萬元，向一間合營公司注資人民幣109.0百萬元抵銷了部分增幅；(iii) 融資活動現金流出淨額人民幣953.0百萬元，主要是由於償還銀行貸款及其他貸款人民幣2,431.3百萬元，償還2019年優先票據人民幣1,162.8百萬元，支付利息人民幣460.7百萬元，支付股息人民幣247.7百萬元，償還2018年票據人民幣191.4百萬元，但籌集新銀行貸款人民幣1,836.6百萬元，關聯方提供貸款人民幣949.9百萬元，發行可轉換債券人民幣796.4百萬元抵消了部分減幅。

貿易應收款項

貿易應收款項由2020年12月31日的人民幣2,755.9百萬元減少至2021年12月31日的人民幣2,523.5百萬元，主要是收回部分來自土地開發項目的貿易應收款項所致。本年貿易應收款項主要包括：石家莊通用航空產業市鎮園區為人民幣1,125.1百萬元、宏泰鄂州產業園為人民幣566.5百萬元、石家莊藁城宏泰產業市鎮園區為人民幣537.5百萬元、龍河高新區為人民幣240.7百萬元、武漢開發區通航產業綜合示範園為人民幣36.1百萬元。於2021年12月31日，按公平值計入損益列賬的貿易應收款項的公平值減少人民幣100.6百萬元，主要原因為預計回款計劃變動所致。

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Prepayments and Other Receivables

Prepayments and other receivables decreased from RMB370.8 million as at 31 December 2020 to RMB347.9 million as at 31 December 2021, which was mainly due to the increase of RMB58.5 million in provision for other receivables.

In Progress Land Development Arrangements

In progress land development arrangements increased from RMB4,445.0 million as at 31 December 2020 to RMB4,616.3 million as at 31 December 2021. Such increase was mainly due to the investment in newly-added land development in Longhe Park for the year.

Properties under Development for Sale

Properties under development for sale increased from RMB1,797.2 million as at 31 December 2020 to RMB1,837.8 million as at 31 December 2021. Such increase was mainly due to the additional investment in the development of Foxconn City Phase III (Longhefengjing Phase II), Hubei Changjiang Zhihui Port Innovation Startup Base Phase II, Electronic Information Industrial Park Phase I and II and Ezhou Huineng Project during the year.

Trade and Other Payables

Trade and other payables increased from RMB927.7 million as at 31 December 2020 to RMB954.1 million as at 31 December 2021, which was mainly attributable to an increase of RMB35.1 million in deposits received.

Bank and Other Borrowings

The total bank and other borrowings decreased by RMB586.9 million from RMB4,707.3 million as at 31 December 2020 to RMB4,120.4 million as at 31 December 2021. Secured or guaranteed bank loans increased from RMB4,034.5 million as at 31 December 2020 to RMB4,038.6 million as at 31 December 2021, while other secured or guaranteed loans decreased from RMB672.8 million as at 31 December 2020 to RMB81.8 million as at 31 December 2021.

預付及其他應收款項

預付及其他應收款項由2020年12月31日的人民幣370.8百萬元減少至2021年12月31日的人民幣347.9百萬元，主要是其他應收款項撥備增加人民幣58.5百萬元所致。

待售土地開發項目

待售土地開發項目由2020年12月31日的人民幣4,445.0百萬元增加至2021年12月31日的人民幣4,616.3百萬元，增加的主要因為龍河高新區本年度新增土地開發投入所致。

待售開發中物業

待售開發中物業由2020年12月31日的人民幣1,797.2百萬元增加至2021年12月31日的人民幣1,837.8百萬元，增加的主要因為富士康三期（龍河楓景二期）、湖北長江智匯港創新創業基地二期、電子信息產業園一二期、鄂州匯能項目本年新增開發投入。

貿易及其他應付款項

貿易及其他應付款項由2020年12月31日的人民幣927.7百萬元增加至2021年12月31日的人民幣954.1百萬元，主要因為收取的訂金增加人民幣35.1百萬元。

銀行及其他借款

銀行及其他借款總額由2020年12月31日的人民幣4,707.3百萬元減少人民幣586.9百萬元至2021年12月31日的人民幣4,120.4百萬元。有抵押或擔保的銀行貸款由2020年12月31日的人民幣4,034.5百萬元增加至2021年12月31日的人民幣4,038.6百萬元，而有抵押或擔保的其他貸款則由2020年12月31日的人民幣672.8百萬元減少至2021年12月31日的人民幣81.8百萬元。

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Convertible Bonds, Notes and Senior Notes

On 9 January 2018, the Group issued convertible bonds amounting to US\$50 million (the “2018 Convertible Bonds”) and notes amounting to US\$110 million (the “2018 Notes”) respectively. The terms of the 2018 Convertible Bonds and the 2018 Notes are 3 years and 1 to 3 years respectively. The coupon rates of both are 6% with interest payable semi-annually. The 2018 Convertible Bonds can be converted to the shares of the Company at the initial conversion price of HK\$4.75 per share before maturity. The conversion price is subject to adjustments according to terms of the agreement.

On 8 January 2021, the Group and the initial investor entered into a deed of amendment to extend the maturity date of the 2018 Convertible Bonds and the remaining outstanding 2018 Notes to 10 January 2022 and amend certain terms of the subscription agreement, the terms of the 2018 Convertible Bonds and the 2018 Notes, and other relevant transaction documents. The conversion price of the 2018 Convertible Bonds was revised to HK\$3.54 per share (subject to adjustment). Pursuant to another deed of amendment entered into on 4 October 2021, the maturity date was further changed to 31 December 2021.

On 11 December 2021, the Group and the initial investor entered into a deed of amendment to extend the maturity date of the 2018 Convertible Bonds and the remaining outstanding 2018 Notes to 31 December 2022 and amend certain terms of the subscription agreement, the 2018 Convertible Bonds and the 2018 Notes, and other relevant transaction documents. The conversion price of the 2018 Convertible Bonds was revised to HK\$2.82 per share (subject to adjustment). The above amendments took effect on 31 December 2021.

For the year ended 31 December 2021, the Group redeemed 2018 Notes of US\$30 million. On 31 December 2021, the outstanding principal amount of each of the 2018 Convertible Bonds and the 2018 Notes was US\$50 million and US\$16 million, respectively.

The Group issued convertible bonds of US\$123.3 million with a term of three years on 16 July 2021 (the “2021 Convertible Bonds”). The coupon rate is 6% with interest payable semi-annually. The 2021 Convertible Bonds can be converted to the shares of the Company at the initial conversion price of HK\$3.05 per share before maturity. The conversion price is subject to adjustments according to terms of the agreement. The prevailing conversion price as at 31 December 2021 is HK\$2.82 per share.

In addition, the Group issued senior notes of US\$180 million (the “2019 Senior Notes”) with a term of two years on 28 June 2019. The coupon rate is 13% with interest payable semi-annually. For the year ended 31 December 2021, the Group fully repaid the 2019 Senior Notes of US\$180 million.

可轉換債券、票據及優先票據

於2018年1月9日，本集團發行了50百萬美元的可轉換債券（「2018年可轉換債券」）和110百萬美元的票據（「2018年票據」）。2018年可轉換債券期限為三年期，2018年票據期限為一至三年期，票面利率均為6%，每半年支付一次利息。2018年可轉換債券在到期日前可按每股港幣4.75元的初始換股價轉換為本公司股份。換股價會按合同條款調整。

於2021年1月8日，本集團與初始投資者訂立修訂契據，以延長2018年可轉換債券及餘下未贖回之2018年票據的到期日至2022年1月10日，並修訂認購協議的若干條款、2018年可轉換債券及2018年票據的條款以及其他相關交易文件。2018年可轉換債券的換股價修訂為每股港幣3.54元（可作調整）。根據於2021年10月4日簽署的另一項修訂契據，到期日進一步更改為2021年12月31日。

於2021年12月11日，本集團與初始投資者訂立修訂契據，以延長2018年可轉換債券及餘下未贖回之2018年票據的到期日至2022年12月31日，並修訂認購協議、2018年可轉換債券及2018年票據的若干條款以及其他相關交易文件。2018年可轉換債券的換股價修訂為每股港幣2.82元（可作調整）。上述修訂已於2021年12月31日生效。

於截至2021年12月31日止年度，本集團贖回30百萬美元的2018年票據。於2021年12月31日，2018年可轉換債券及2018年票據的未償還本金額分別為50百萬美元及16百萬美元。

於2021年7月16日，本集團發行了123.3百萬美元的可轉換債券（「2021年可轉換債券」），期限為三年期，利率為6%，每半年支付一次利息。2021年可轉換債券在到期日前可按每股港幣3.05元的初始換股價轉換為本公司股份。換股價會按合同條款調整。於2021年12月31日的當前換股價為每股港幣2.82元。

此外，於2019年6月28日，本集團發行金額為180百萬美元的兩年期優先票據（「2019年優先票據」），票面利率為13%，每半年支付一次利息。於截至2021年12月31日止年度，本集團已悉數償還180百萬美元的2019年優先票據。

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Contingent Liabilities

The Group provided guarantees to banks which granted mortgage loans to certain purchasers of the Group's properties. As at 31 December 2021, such mortgage loan guarantees amounted to RMB330.2 million compared to RMB728.0 million as at 31 December 2020. Such guarantees would be released upon the earlier of: (i) the transfer of the relevant building ownership certificates to the purchasers; or (ii) the satisfaction of obligations under the mortgage loans by the purchasers.

Pledge of Assets

Certain assets of the Group have been pledged to the banks, trust fund companies and other financial institutions to secure certain loans and banking facilities granted to the Group.

Liquidity and Financial Resources

The Group's principal financial instruments are comprised of bank and other borrowings, convertible bonds, notes, senior notes and bank balances and cash. The main objective for the use of these financial instruments is to maintain a continuity of funding and flexibility at the lowest cost possible.

As at 31 December 2021, bank balances and cash and restricted bank deposits were RMB1,078.1 million, among which RMB740.3 million was denominated in Renminbi, RMB319.0 million in USD and RMB18.7 million in HKD.

As at 31 December 2021, our total bank and other borrowings were RMB4,120.4 million, among which RMB4,107.5 million was denominated in Renminbi and RMB12.9 million in HKD, with maturity terms as follows:

或有負債

本集團就銀行授予本集團若干物業買家的按揭貸款，向該等銀行作出擔保。於2021年12月31日，該等按揭貸款擔保為人民幣330.2百萬元，而2020年12月31日則為人民幣728.0百萬元。該等擔保會於下列各項中較早發生時間解除：(i)向買家轉讓相關房屋所有權證時；或(ii)買家履行按揭貸款項下的責任時。

資產質押

本集團若干資產已質押予銀行、信託基金公司及其他金融機構，作為本集團獲授的若干貸款及銀行融資的抵押。

流動資金及財務資源

本集團的主要財務工具包括銀行及其他借款、可轉換債券、票據、優先票據以及銀行結餘及現金。使用該等財務工具的主要目的，乃以最低可行成本維持資金的延續性及靈活性。

於2021年12月31日，銀行結餘及現金以及受限制銀行存款金額為人民幣1,078.1百萬元，其中人民幣740.3百萬元以人民幣列值，人民幣319.0百萬元以美元列值，及人民幣18.7百萬元以港幣列值。

於2021年12月31日，我們的銀行及其他借款總額為人民幣4,120.4百萬元，其中人民幣4,107.5百萬元以人民幣計值，人民幣12.9百萬元以港幣計值，到期日如下：

		31 December 2021
		2021年12月31日
		RMB million
		人民幣百萬元
Within 1 year	一年內	1,590.9
1 to 2 years	一年至兩年	1,345.6
2 to 5 years	兩年至五年	809.4
Over 5 years	五年以上	374.5
		4,120.4

Among the RMB4,120.4 million of bank and other borrowings, RMB1,170.7 million was borrowed at a floating rate, whereas RMB2,949.7 million was borrowed at a fixed rate.

As at 31 December 2021, the Group's gearing ratio (total liabilities to total assets) was 57.8%. The Group will continue to adopt more conservative financial policies and control its gearing ratio at the industry average level.

在人民幣4,120.4百萬元的銀行及其他借款中，人民幣1,170.7百萬元為浮息借款，而人民幣2,949.7百萬元為定息借款。

於2021年12月31日，本集團的資產負債比率(負債總值除以總資產)為57.8%。本集團將繼續奉行更加穩健的財務政策，資產負債比率將控制在行業平均水準。

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Key Risks and Uncertainties Facing by the Group

The followings are part of the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

We do not decide on the exact timing of the sale of land use rights in the industrial town projects we develop; the selling price of such land use rights is subject to market factors through the public auction, tender or listing for sale process; and the percentage of fees payable to us may fluctuate due to changes in the relevant law, regulation or government policy.

The demolition of buildings and relocation of incumbent residents and businesses on the sites where our industrial town projects are built may result in delays in our development of projects and/or increase in our operating costs.

Foreign Currency Risk

The Group's business is principally denominated in Renminbi. Apart from certain cash, bank deposits, amounts due from/to related parties, bank and other borrowings, convertible bonds, notes and senior notes which are denominated in foreign currencies, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during the year. The Group will closely monitor and manage its exposure to fluctuations in foreign exchange rates.

Significant Investments, Acquisitions and Disposals

The Group entered into an equity transfer agreement with an independent third party in respect of the disposal of the entire equity held in an associate at a total consideration of RMB38.2 million for the year ended 31 December 2021. The Group recognised a gain from such disposal of RMB18.2 million in the profit or loss. In addition, the Group entered into an equity transfer agreement with an independent third party in respect of the disposal of the entire equity in a subsidiary at a total consideration of RMB94.1 million. The Group recognised a gain from such disposal of RMB4.8 million in the profit or loss.

Saved as disclosed above, the Group did not make any material acquisition or disposal of subsidiaries and associated companies or significant investments during the year ended 31 December 2021.

Employee Remuneration and Relations

As at 31 December 2021, the Group had a total of 744 employees (31 December 2020: 838 employees). The Group provides employees with competitive remuneration and benefits, and the remuneration policy will be reviewed on a regular basis based on the performance and contribution of the employees and the industry remuneration level. In addition, the Group provides various training courses to enhance the employees' skills and capabilities in all aspects.

本集團面臨的主要風險及不明朗因素

以下為本集團確定的部分主要風險及不明朗因素。除下文所示的風險及不明朗因素外，本集團未必知悉其他風險及不明朗因素或該等風險及不明朗因素目前可能並不重大，惟未來可能會變得重大。

我們並未決定我們所開發產業市鎮項目出售土地使用權的確實時間，而該等土地使用權的售價受公開拍賣、招標或掛牌出售程序等市場因素影響，且應付我們的費用百分比可能因相關法律、法規或政府政策變動而產生波動。

在我們的產業市鎮項目所在地點上拆卸樓宇以及搬遷當地居民及企業可能導致項目開發延誤及／或經營成本增加。

外匯風險

本集團的業務主要以人民幣計價。除若干以外幣計值的現金、銀行存款、應收／應付關聯方款項、銀行及其他借款、可轉換債券、票據及優先票據外，本集團並無承受任何重大匯率波動風險。本集團在年內概無進行外幣對沖安排。本集團將密切監察及管理其外匯匯率波動風險。

重大投資、收購及出售

截至2021年12月31日止年度，本集團與一名獨立第三方訂立股權轉讓協議，出售在一間聯營公司持有的全部股權，總代價為人民幣38.2百萬元。本集團已於損益中確認該等出售收益人民幣18.2百萬元。此外，本集團與一名獨立第三方訂立股權轉讓協議，出售於一間附屬公司的全部股權，總代價為人民幣94.1百萬元。本集團已於損益中確認該等出售收益人民幣4.8百萬元。

除上文披露者外，截至2021年12月31日止年度，本集團並無進行附屬公司及聯營公司的任何重大收購或出售事項，亦無作出重大投資。

僱員薪酬及關係

於2021年12月31日，本集團共有744名僱員（2020年12月31日：838名僱員）。本集團為僱員提供具競爭力的薪酬及福利，並會按照僱員表現及貢獻以及行業薪酬水平定期檢討薪酬政策。此外，本集團提供不同培訓課程，藉以提升僱員各方面的技能。

Management Discussion and Analysis

管理層討論及分析

Business Review

Industrial Town Development

We are one of the pioneer service providers in planning, development and operation of large-scale industrial towns in China. Our primary business focus, being industrial town development business, significantly differentiates us from a traditional property developer. When we commenced development of Longhe Park, our first industrial town project, in 2005, there were very few market players in China offering a similar range of services, and industrial towns only became a development model to drive China's urbanization process in the recent decade. We currently co-operate with certain local governments in Hebei and Hubei provinces in relation to development of eight industrial town projects. As one of the pilot models to drive China's urbanization process, an industrial town typically hosts a cluster of enterprises with a selected common industry theme, together with relevant supporting facilities such as logistics, residential and commercial properties, creating a fully integrated working and living community for its residents. In addition to our industrial town development business, we develop and invest in residential, commercial and industrial properties in both our industrial town projects and other areas in Hebei province, which accounted for only a portion of our total revenue. As a key part of our industrial town business, we (i) plan and design industrial towns and position industrial towns with selected industry themes, (ii) convert land planned for development into land suitable for sale by the local governments in accordance with our cooperation agreements, (iii) promote the sale of such land to attract target customers to set up businesses in our industrial town projects, and (iv) provide follow-up management and operation services to enterprise customers in our industrial towns.

With the expansion and diversification of the business of the Company, we currently provide planning, development and/or operation services in eight different-themed industrial town projects, consisting of: (i) Longhe Park; (ii) Longhe Resort; (iii) Guangyang Technology Regeneration Park, (iv) Yongqing VAST Industrial Town Park, all of which are located in Langfang City, Hebei province; (v) Shijiazhuang General Aviation Industrial Town Park; (vi) Shijiazhuang Gaocheng Vast Industrial Town Park, both of which are located in Shijiazhuang City, Hebei province; (vii) VAST Ezhou Industrial Park in Ezhou City, Hubei province; and (viii) Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone in Wuhan City, Hubei province. After over 10 years of development, Longhe Park is progressing towards its maturity in a fast development stage. The remaining seven projects are in the early stage of planning and development. However, with the improvement and betterment of the terms of cooperation agreements signed between the Company and local governments, some of our cooperation agreements enable us to record revenue in the early stage of development, thus providing support for developing project on a rolling basis.

業務回顧

產業市鎮發展

我們是中國大型產業市鎮規劃、開發及運營服務供應商中的先行者之一。我們的業務重點專注產業市鎮開發，有別於傳統物業開發商。我們於2005年開始開發我們的第一項產業市鎮項目龍河高新區時，提供相若服務範疇之中國市場參與者較少，且產業市鎮直至近十年方成為促進中國城鎮化進程的開發模式。我們現正就八個產業市鎮項目的開發與河北省及湖北省若干地方政府合作。作為推動中國城鎮化進程的先行模式之一，產業市鎮一般具備產業聚集，進駐企業所屬的產業主題均為耳熟能詳且經過甄選，還配置物流、住宅及商業物業等相關輔助設施，為居民營造一個工作與生活緊密相連的環境，構建產城一體。除產業市鎮開發業務外，我們亦於產業市鎮項目內及河北省其他地區開發及投資住宅、商業及產業物業，而有關收益僅佔我們總收益的一部分。作為產業市鎮業務的主要部分，我們(i)規劃及設計產業市鎮以及以選定的產業主題定位產業市鎮，(ii)根據我們的合作協議，將規劃開發土地轉為適宜供地方政府出讓的土地，(iii)推廣出讓該等土地，吸引目標客戶在我們的產業市鎮項目發展業務，及(iv)為我們的產業市鎮向企業客戶提供管理及營運的售後服務。

隨著公司的業務擴張及多元化發展，我們目前提供規劃、開發及／或營運服務予八個不同主題的產業市鎮項目，包括：均位於河北省廊坊市的(i)龍河高新區；(ii)龍河商務休閒度假基地；(iii)廣陽科技孵化園；(iv)永清宏泰產業市鎮園區；均位於河北省石家莊市的(v)石家莊通用航空產業市鎮園區；(vi)石家莊藁城宏泰產業市鎮園區；位於湖北省鄂州市的(vii)宏泰鄂州產業園；及位於湖北省武漢市的(viii)武漢開發區通航產業綜合示範區。經過逾10年的發展，龍河高新區正處於快速開發的收成階段。其餘七個項目處於規劃及開發初期，但隨着公司與各地方政府簽署的合作協議條款上的改良及優化，我們有部分的合作協議可於開發初期體現收益支持開發項目的滾動發展。

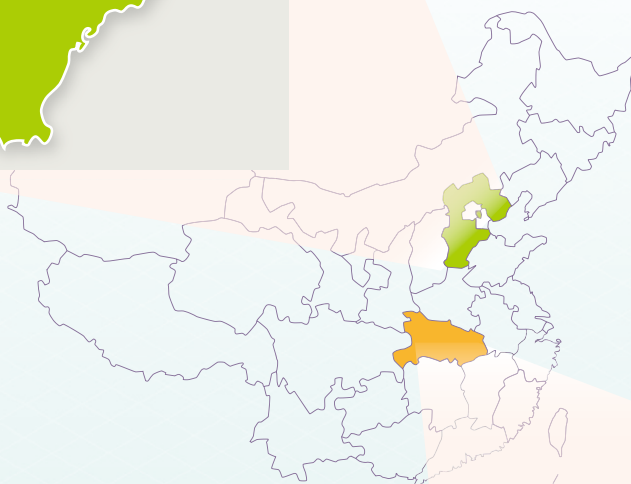
Management Discussion and Analysis

管理層討論及分析

The following map shows the locations of the cities where our industrial town projects situated.

以下地圖顯示我們的產業市鎮項目所在城市的位置。

Beijing-Tianjin-Hebei Integration and Development 京津冀協同發展



Yangtze River Delta Economic Zone 長江經濟帶



Management Discussion and Analysis

管理層討論及分析

Langfang City, Hebei Province

河北省廊坊市

從龍河高新區/龍河商務休閒度假基地 From Longhe Park/Longhe Resort

前往北京首都國際機場 To Beijing Capital International Airport	70km/公里
前往天津濱海國際機場 To Tianjin Binhai International Airport	70km/公里
前往北京大興國際機場 To Beijing Daxing International Airport	26km/公里
前往天津港 To Tianjin Port	100km/公里

從廣陽科技孵化園 From Guangyang Technology Regeneration Park

前往北京首都國際機場 To Beijing Capital International Airport	70km/公里
前往天津濱海國際機場 To Tianjin Binhai International Airport	75km/公里
前往北京大興國際機場 To Beijing Daxing International Airport	15km/公里
前往天津港 To Tianjin Port	105km/公里



Geographical Advantage

- Praised as “the Pearl of the Corridor between Beijing and Tianjin”, Langfang is situated in the Bohai Coastal Metropolises, one of the major economic growth regions in China
 - Located in the central east of Hebei Province, with “Beijing, the capital, lying in the north and Tianjin in the east”.
 - Eight expressways, five major railway lines as well as eleven national and provincial highways crossing this area.
 - Beijing Daxing International Airport was open to aviation in 2019.
- Driven by the national strategy of “Beijing-Tianjin-Hebei Integration and Development Plan”, Langfang is well positioned to seize opportunities arising from the economic growth of Beijing
 - As a result of the significant increase in the lands and properties price in Beijing, population and certain industries have migrated to surrounding areas.
 - The coordination development in the region requires the integration planning and construction in respect of transportation, public service and environmental protection.
 - The strategic location of Langfang enables itself to capture opportunities arising from the economic growth of Beijing. Coupled with the integration development of Beijing-Tianjin-Hebei, Langfang is expected to further its economic growth, land appreciation and property price increase.

區位優勢

- 廊坊市位於中國主要經濟增長地區之一環渤海灣城市群，享有「京津走廊上的明珠」的美譽
 - 位於河北省中部偏東，「北向首都北京，東望天津」。
 - 八條高速公路、五條鐵路幹線以及十一條國道及省道貫穿此地。
 - 北京大興國際機場在2019年通航。
- 在「京津冀協同發展」發展規劃這一國家戰略的推動下，廊坊市處於有利位置把握北京經濟增長所帶來的機遇
 - 北京的土地及物業價格歷經大幅上漲，人口及若干產業遷移至周邊地區。
 - 為了實現該區域的協調發展，在交通、公共服務及環保領域將需要推進一體化規劃與建設。
 - 廊坊的戰略位置使其自北京的經濟增長中獲得良機，配合未來的京津冀整合發展，預期廊坊將經歷進一步經濟增長、土地升值及物業價格上漲。

Management Discussion and Analysis

管理層討論及分析

Shijiazhuang City, Hebei Province

河北省石家莊市



Geographical Advantage

- Shijiazhuang City is the capital of Hebei Province and one of the important and major cities in Beijing and Tianjin region, as well as the political, economic, technological, financial, cultural and information center of Hebei Province. Shijiazhuang City is a city where the implementation of its coastal open-door policy and open financial market was approved by the State Council.
- Shijiazhuang is the transport hub of the nation-wide rail transport in which four railways lines, namely Beijing-Guangzhou, Shijiazhuang-Taiyuan, Shijiazhuang-Dezhou and Shuo Huang, converges. Expressways such as Beijing-Shijiazhuang, Shijiazhuang-Taiyuan, Huanghua-Shijiazhuang, Shijiazhuang-Linzhang intersects at Shijiazhuang City with an aggregate mileage of highway of over 6,400 kilometers.
- Shijiazhuang clearly puts forward to develop into the second major city in Beijing-Tianjin-Hebei area and the economic center of the southern region. It strives to become a new economic growth pole of the Beijing-Tianjin-Hebei region.

區位優勢

- 石家莊市是河北省省會、北京及天津地區重要的中心城市之一，河北省的政治、經濟、科技、金融、文化和信息中心，是國務院批准實施沿海開放政策和金融對外開放的城市。
- 石家莊是全國鐵路運輸的主要樞紐，京廣、石太、石德、朔黃四條鐵路幹線交匯於此。京石、石太、石黃、石安高速公路等在石家莊市域縱橫交錯，公路通車總里程超過6,400公里。
- 石家莊明確提出打造成為京津冀重要的副中心城市和南部區域經濟中心，努力成為京津冀區域新的經濟增長極。

Management Discussion and Analysis

管理層討論及分析

Ezhou City, Hubei Province

湖北省鄂州市

Yangtze River Delta Economic Zone

長江經濟帶



Geographical Advantage

- Ezhou City is located in the eastern part of Hubei Province and the south bank at the mid-stream of Yangtze River. Neighbouring with Wuhan in the west, Ezhou City is the core city of the Wuhan Metropolises, the major city of the Edong Cities, the regional logistic center and the transport hub.
- Ezhou City is an important node of the Yangtze River Delta Economic Zone. As the new Reform and Opening of China transits to the development strategy of implementation of opening of new regions, the Yangtze River Delta Economic Zone, Ezhou City can leverage on the Golden waterway to promote the development of the Yangtze River Delta Economic Zone and thus creating a new Chinese economic support belt.
- The construction of Hubei Province made Wuhan as the center and linked other cities like Ezhou, Huangshi, Huanggang in a radial intercity transport network. The fastest train from Wuhan Station to Ezhou Station only takes 22 minutes.
- The Shun Feng airport locating in Ezhou specializes in high-end express delivery on an all-cargo basis. The airport will become the fourth in the world and the first in Asia cargo airport distributing center, which is only 20 kilometers from the park.

區位優勢

- 鄂州市位於湖北省東部，長江中游南岸。西鄰武漢，是武漢城市圈內核城市和鄂東城市群中心城市，區域性物流中心和交通樞紐。
- 鄂州市屬於長江經濟帶的重要節點，長江經濟帶作為中國新一輪改革開放轉型實施新區域開放的開發戰略，依托黃金水道推動長江經濟帶發展，從而打造中國經濟新支撐帶。
- 湖北省建設以武漢為中心，連通鄂州、黃石、黃岡等城市的放射狀城際交通網。武漢站至鄂州站火車最快僅需22分鐘。
- 順豐機場選址鄂州，專門用於高端快遞的全貨運基礎，該機場將成為全球第四、亞洲第一的貨運空港集散中心，距離園區僅20公里。

Management Discussion and Analysis

管理層討論及分析

Wuhan City, Hubei Province

湖北省武漢市

Yangtze River Delta Economic Zone

長江經濟帶



Geographical Advantage

- Wuhan is located in the middle of China and is the mega city at the mid-stream of Yangtze River, the capital of Hubei Province, an important industrial, scientific and educational base, as well as a comprehensive transportation hub in China.
- Pursuant to the Yangtze River Delta Economic Zone strategy, Wuhan is included as a core development city. It shall play the role of radiation for cities at mid-stream of Yangtze River and establish itself as the growth pole at mid-stream of Yangtze River Delta Economic Zone.
- Wuhan is the center of China's high-speed railway with only five hours of high-speed train ride to cities such as Beijing, Shanghai, Chongqing, Shenzhen and Hong Kong. As an aviation hub in the middle of China, Wuhan owns 40 overseas direct routes and is the only city in central China with direct routes to four continents.

區位優勢

- 武漢地處中國中部，是長江中游特大城市、湖北省的省會，中國重要的工業、科教基地和綜合交通樞紐。
- 長江經濟帶戰略，武漢被納入核心發展城市。發揮長江中游城市群的輻射帶動作用，打造長江經濟帶中游增長極。
- 武漢是中國高速鐵路的中心，乘坐高鐵至北京、上海、重慶、深圳、香港等城市均在五小時左右。武漢是中國中部航空樞紐，擁有40條境外直達航線，是華中地區唯一可直航四大洲的城市。

Management Discussion and Analysis

管理層討論及分析

The following table sets forth our project status, industry themes, scope of services and fee arrangement for each industrial town project as of 31 December 2021.

下表載列我們各產業市鎮項目於截至2021年12月31日的現況、產業主題、服務範圍及費用安排。

Industrial town project ⁽¹⁾ 產業市鎮項目 ⁽¹⁾	Industry theme 產業主題	Scope of services 服務範圍	Fee arrangement 費用安排	Status 現況
Langfang, Hebei province 河北省廊坊市				
(I) Longhe Park (I) 龍河高新區 Planned site area: 規劃佔地面積： 28.0 million sq.m. 28.0百萬平方米	<ul style="list-style-type: none"> Information technology, advanced manufacturing, modern services and property development 資訊科技、先進製造、現代服務及物業開發 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction, marketing and follow-up services to manage and operate the project 規劃、設計、產業定位、土地整理、基礎設施建設、市場行銷以及管理及經營項目的售後服務 	<ul style="list-style-type: none"> Calculated with reference to a certain percentage of land sale proceeds and taxes paid by resident enterprises 按土地出讓所得款項部分百分比及居民企業繳納的稅項計算 	<ul style="list-style-type: none"> Progressing towards an active development stage, and contributed to our income during the year 正處於快速開發的收成階段，並在本年度取得收入貢獻
(II) Longhe Resort (II) 龍河商務休閒度假基地 Planned site area: 規劃佔地面積： 9.5 million sq.m. 9.5百萬平方米	<ul style="list-style-type: none"> Vacation home and facilities, business headquarters and culture business subject to finalization 度假屋及設施、商業總部及文化業務(待落實) 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction, marketing and follow-up services to manage and operate the project 規劃、設計、產業定位、土地整理、基礎設施建設、市場行銷以及管理及經營項目的售後服務 	<ul style="list-style-type: none"> Calculated with reference to a certain percentage of land sale proceeds and taxes paid by resident enterprises 按土地出讓所得款項部分百分比及居民企業繳納的稅項計算 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction not yet commenced 已簽訂具約束力的協議；未開始土地整理及基礎設施建設

Management Discussion and Analysis

管理層討論及分析

Industrial town project ⁽¹⁾ 產業市鎮項目 ⁽¹⁾	Industry theme 產業主題	Scope of services 服務範圍	Fee arrangement 費用安排	Status 現況
(III) Guangyang Technology Regeneration Park ⁽²⁾ (III) 廣陽科技孵化園 ⁽²⁾	<ul style="list-style-type: none"> Under planning 規劃中 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction, marketing and follow-up services to manage and operate the project 規劃、設計、產業定位、土地整理、基礎設施建設、市場行銷以及管理及經營項目的售後服務 	<ul style="list-style-type: none"> A portion of the net land sale proceeds representing the sum of our actual investment amount with a pre-agreed return and a portion of the remaining net land sale proceeds in accordance with our equity interest in the relevant project company 土地出讓所得款項淨額的一部分，而有關款項指我們的實際投資款項（有預先協定之回報），以及部分餘下的土地出讓所得款項淨額（按我們於有關項目公司之股權計算）的總和 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction not yet commenced 已簽訂具約束力的協議；未開始土地整理及基礎設施建設
Planned site area: 規劃佔地面積：				
15.0 million sq.m. 15.0百萬平方米				
(IV) Yongqing VAST Industrial Town Park (IV) 永清宏泰產業市鎮園區	<ul style="list-style-type: none"> Intelligent equipment manufacturing, new energy, new material industry 智能裝備製造、新能源、新材料產業 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment in the park 委托服務收入，按固定回報及園區投資總額的一定比例計算 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction not yet commenced 已簽訂具約束力的協議；未開始土地整理及基礎設施建設
Planned site area: 規劃佔地面積：				
14.0 million sq.m. 14.0百萬平方米				

Management Discussion and Analysis

管理層討論及分析

Industrial town project ⁽¹⁾ 產業市鎮項目 ⁽¹⁾	Industry theme 產業主題	Scope of services 服務範圍	Fee arrangement 費用安排	Status 現況
Shijiazhuang, Hebei province 河北省石家莊市				
(V) Shijiazhuang General Aviation Industrial Town Park (V) 石家莊通用航空產業市鎮園區	<ul style="list-style-type: none"> General aviation industry, modern services and property development 通用航空產業、現代服務及物業開發 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment in the park 委托服務收入，按固定回報及園區投資總額的一定比例計算 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction commenced 已簽訂具約束力的協議；已開始土地整理及基礎設施建設
Planned site area: 規劃佔地面積：				
20.0 million sq.m. 20.0百萬平方米				
(VI) Shijiazhuang Gaocheng VAST Industrial Town Park (VI) 石家莊藁城宏泰產業市鎮園區	<ul style="list-style-type: none"> Healthcare industry, eldercare industry and tourism 健康產業、養老產業及旅遊業 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment in the park 委托服務收入，按固定回報及園區投資總額的一定比例計算 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction commenced, and contributed to our income during the year 已簽訂具約束力的協議；已開始土地整理及基礎設施建設，並在本年度取得收入貢獻
Planned site area: 規劃佔地面積：				
27.1 million sq.m. 27.1百萬平方米				

Management Discussion and Analysis

管理層討論及分析

Industrial town

project ⁽¹⁾	Industry theme	Scope of services	Fee arrangement	Status
產業市鎮項目 ⁽¹⁾	產業主題	服務範圍	費用安排	現況
Ezhou, Hubei province 湖北省鄂州市				
(VII) VAST Ezhou Industrial Park (VII) 宏泰鄂州產業園 Planned site area: 規劃佔地面積： 4.3 million sq.m. 4.3百萬平方米	<ul style="list-style-type: none"> Intelligent manufacturing, electronic information and strategic emerging industries 智能製造、電子信息、戰略性新興產業 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment in the park 委託服務收入，按固定回報及園區投資總額的一定比例計算 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction commenced, and contributed to our income during the year 已簽訂具約束力的協議；已開始土地整理及基礎設施建設，並在本年度取得收入貢獻
Wuhan, Hubei Province 湖北省武漢市				
(VIII) Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone (VIII) 武漢開發區通航產業綜合示範區 Planned site area: 規劃佔地面積： 5.1 million sq.m. 5.1百萬平方米	<ul style="list-style-type: none"> General aviation industry 通用航空產業 	<ul style="list-style-type: none"> Planning and design, industry positioning, land preparation, infrastructure construction and marketing 規劃、設計、產業定位、土地整理、基礎設施建設及市場行銷 	<ul style="list-style-type: none"> Commission services income, which is calculated based on a certain proportion of a fixed return and the aggregate investment in the park 委託服務收入，按固定回報及園區投資總額的一定比例計算 	<ul style="list-style-type: none"> Binding agreement signed; land preparation and infrastructure construction commenced, and contributed to our revenue during the year 已簽訂具有約束力的協議；已開始土地整理及基礎設施建設，並在本年度取得收入貢獻

Notes:

- (1) Our Longhe Park, Longhe Resort, Yongqing VAST Industrial Town Park, Shijiazhuang General Aviation Industrial Town Park, Shijiazhuang Gaocheng VAST Industrial Town Park and VAST Ezhou Industrial Park are developed by our wholly-owned subsidiaries. Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone is developed by our controlling subsidiary.
- (2) We entered into a co-operation agreement with the local government for the development of Guangyang Technology Regeneration Park on 27 April 2011. Guangyang Technology Regeneration Park is in close vicinity to Beijing Daxing International Airport, whereas the development plan of the surrounding area of the airport, including Guangyang Technology Regeneration Park, is under review by the local government. As such government planning has not been released, we have not commenced development of Guangyang Technology Regeneration Park as of 31 December 2021. The industry positioning and our scope of services for Guangyang Technology Regeneration Park are subject to changes.

附註：

- (1) 我們於龍河高新區、龍河商務休閒度假基地、永清宏泰產業市鎮園區、石家莊通用航空產業市鎮園區、石家莊藁城宏泰產業市鎮園區以及宏泰鄂州產業園開發由我們的全資附屬公司經營。武漢開發區通航產業綜合示範區的開發由我們的控股附屬公司經營。
- (2) 我們於2011年4月27日與地方政府訂立合作協議，開發廣陽科技孵化園。廣陽科技孵化園毗鄰北京大興國際機場，而機場周邊地區（包括廣陽科技孵化園）的開發規劃已由地方政府進行審閱。由於有關的政府規劃仍未發布，我們於2021年12月31日並未開展廣陽科技孵化園的開發。廣陽科技孵化園的產業定位及服務範圍仍有待更改。

Management Discussion and Analysis

管理層討論及分析

(I) Longhe Park

After years of development, an accumulated land of 7,674,473 sq.m. (accounted for 39.4% of saleable land) was sold by the local government of Longhe Park. For the year ended 31 December 2021, fee income derived from our development of industrial town projects at Longhe Park was RMB828.3 million. The table below sets forth selective information about the classification of land, planned site area and site area sold of Longhe Park as of 31 December 2021.

(I) 龍河高新區

經過多年的發展，龍河高新區地方政府累計出讓土地7,674,473平方米（佔可出讓土地39.4%）。截至2021年12月31日止年度，來自龍河高新區的開發產業市鎮項目所得費用收入為人民幣828.3百萬元。下表載列於2021年12月31日龍河高新區有關土地分類、規劃佔地面積及已出讓佔地面積的節選資料。

Classification	分類	Planned site area ⁽¹⁾		Site area sold ⁽²⁾		Saleable land unsold	
		規劃佔地面積 ⁽¹⁾	已出讓佔地面積 ⁽²⁾	未出讓的可出讓土地			
		sq.m.	sq.m.	%	sq.m.	%	
		平方米	平方米	%	平方米	%	
Saleable	可出讓						
• Residential and commercial area	• 住宅區及商業區	10,288,300	3,610,268	35.1	6,678,032	64.9	
• Industrial area	• 產業區	9,205,500	4,064,205	44.1	5,141,295	55.9	
Subtotal of saleable land	可出讓土地小計	19,493,800	7,674,473	39.4	11,819,327	60.6	
Non-saleable	非出讓						
• Roads	• 道路	4,431,300	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
• Greenery space	• 綠化空間	4,074,900	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Subtotal of non-saleable land	非出讓土地小計	8,506,200	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Total	總計	28,000,000	7,674,473	N/A 不適用	11,819,327	N/A 不適用	

Notes:

(1) Planned site area is based on the planning approved by the relevant local government.

(2) Percentages are calculated as the site area sold by the local governments through public auction, tender or listing for sale process as a portion of the total saleable site area under the same land classification.

附註：

(1) 規劃佔地面積乃基於獲有關地方政府批准的規劃而釐定。

(2) 百分比按地方政府通過公開拍賣、招標或掛牌出讓流程而出讓的佔地面積作為總可出讓佔地面積（為同一土地類別）的一部分而計算。

Management Discussion and Analysis

管理層討論及分析

The table below sets forth details regarding land sold by the local government, the relevant average selling price, land premium and a breakdown of our fee income for the year ended 31 December 2021.

下表載列截至2021年12月31日止年度地方政府出讓的土地詳情、相關平均出讓價、土地出讓金以及我們的費用收入的明細。

		Land sold by local government	Average selling price of local government	Land premium	Our fee income/ percentage of land premium	
		地方政府 出讓的土地	地方政府的 平均出讓價	土地出讓金	我們的費用收入／ 佔土地出讓金	
		sq.m.	RMB/sq.m. 人民幣元／	RMB'000	RMB'000	%
		平方米	平方米	人民幣千元	人民幣千元	%
Year ended	截至2021年					
31 December 2021	12月31日止年度					
Residential and commercial land	住宅及商業土地	210,572	5,901	1,242,600	745,456	60.0
Industrial land	工業土地	204,824	588	120,357	82,915	68.9
Total	總計	415,396	3,281	1,362,957	828,371	60.8

Management Discussion and Analysis

管理層討論及分析

(II) Longhe Resort

The table below sets forth selective information about the classification of land and planned site area of Longhe Resort as of 31 December 2021.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	4,525,200
• Industrial area	• 產業區	1,162,000
Subtotal of saleable land	可出讓土地小計	5,687,200
Non-saleable	非出讓	
• Roads	• 道路	563,700
• Greenery space	• 綠化空間	3,249,100
Subtotal of non-saleable land	非出讓土地小計	3,812,800
Total	總計	9,500,000

Note:

(1) Planned site area is based on the planning approved by the relevant local government.

(II) 龍河商務休閒度假基地

下表載列於2021年12月31日龍河商務休閒度假基地有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於獲有關地方政府批准的規劃而釐定。

Management Discussion and Analysis

管理層討論及分析

(III) Guangyang Technology Regeneration Park

During the year 2021, we continued our communication with people's government of Langfang and people's government of Guangyang District of Langfang in respect of the Guangyang Technology Regeneration Park. As of 31 December 2021, the industrial positioning and service scope of the park were still subject to adjustment as the detailed planning for the surrounding area of Beijing Daxing International Airport has not been released, thus no development work had been carried out in respect of the park. The Company will continue to communicate with people's government of Langfang and people's government of Guangyang District of Langfang in respect of the Guangyang Technology Regeneration Park and strive to commence land consolidation and facility construction as soon as possible.

(IV) Yongqing VAST Industrial Town Park

The table below sets forth details regarding classification of land and planned site area of Yongqing VAST Industrial Town Park as at 31 December 2021.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	3,660,100
• Industrial area	• 產業區	3,533,900
Subtotal of saleable land	可出讓土地小計	7,194,000
Non-saleable	非出讓	
• Roads	• 道路	2,266,400
• Greenery space	• 綠化空間	4,299,000
• Supporting facilities	• 輔助設施	250,800
Subtotal of non-saleable land	非出讓土地小計	6,816,200
Total	總計	14,010,200

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

(III) 廣陽科技孵化園

在2021年中，我們與廊坊市人民政府及廊坊市廣陽區人民政府等就廣陽科技孵化園項目繼續保持溝通。截至2021年12月31日，由於北京大興國際機場周邊地區的規劃尚未頒佈，該園區的產業定位及服務範圍仍有待更改，尚未開始園區開發。公司將繼續與廊坊市人民政府及廊坊市廣陽區人民政府等就廣陽科技孵化園項目保持溝通，爭取儘快啟動土地整理及基礎設施建設。

(IV) 永清宏泰產業市鎮園區

下表載列於2021年12月31日永清宏泰產業市鎮園區有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

Management Discussion and Analysis

管理層討論及分析

(V) Shijiazhuang General Aviation Industrial Town Park

The table below sets forth details regarding classification of land and planned site area of Shijiazhuang General Aviation Industrial Town Park as at 31 December 2021.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	5,313,000
• Industrial area	• 產業區	6,347,000
Subtotal of saleable land	可出讓土地小計	11,660,000
Non-saleable	非出讓	
• Roads	• 道路	3,668,900
• Greenery space	• 綠化空間	2,716,200
• Supporting facilities	• 輔助設施	1,954,900
Subtotal of non-saleable land	非出讓土地小計	8,340,000
Total	總計	20,000,000

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

As at 31 December 2021, the accumulated area of land preparation started in Shijiazhuang General Aviation Industrial Town Park was approximately 1,650,000 sq.m.

(V) 石家莊通用航空產業市鎮園區

下表載列於2021年12月31日石家莊通用航空產業市鎮園區有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

於2021年12月31日，石家莊通用航空產業市鎮園區已啟動的土地開發累計面積約為1,650,000平方米。

Management Discussion and Analysis

管理層討論及分析

(VI) Shijiazhuang Gaocheng VAST Industrial Town Park

The table below sets forth details regarding classification of land and planned site area of Shijiazhuang Gaocheng VAST Industrial Town Park as at 31 December 2021.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	9,497,900
• Industrial area	• 產業區	4,582,900
Subtotal of saleable land	可出讓土地小計	14,080,800
Non-saleable	非出讓	
• Roads	• 道路	3,905,900
• Greenery space	• 綠化空間	2,850,000
• Supporting facilities	• 輔助設施	6,234,800
Subtotal of non-saleable land	非出讓土地小計	12,990,700
Total	總計	27,071,500

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

As at 31 December 2021, the accumulated area of land preparation started in Shijiazhuang Gaocheng VAST Industrial Town Park was approximately 788,000 sq.m. In 2021, the Group recognised income from land preparation and investment services of RMB31.6 million, calculated using the cost plus method.

(VI) 石家莊藁城宏泰產業市鎮園區

下表載列2021年12月31日石家莊藁城宏泰產業市鎮園區有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

於2021年12月31日，石家莊藁城宏泰產業市鎮園區已啟動的土地開發累計面積約為788,000平方米。於2021年，本集團按照成本加成法確認土地整理投資服務收入人民幣31.6百萬元。

Management Discussion and Analysis

管理層討論及分析

(VII) VAST Ezhou Industrial Park

The table below sets forth details regarding classification of land and planned site area of VAST Ezhou Industrial Park as at 31 December 2021.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	749,300
• Industrial area	• 產業區	2,228,600
Subtotal of saleable land	可出讓土地小計	2,977,900
Non-saleable	非出讓	
• Roads	• 道路	630,700
• Greenery space	• 綠化空間	502,600
• Water space	• 水域用地	200,700
Subtotal of non-saleable land	非出讓土地小計	1,334,000
Total	總計	4,311,900

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

As at 31 December 2021, the accumulated area of land preparation started in VAST Ezhou Industrial Park was approximately 740,000 sq.m. In 2021, the Group recognised income from land preparation and investment services of RMB43.9 million, calculated using the cost plus method, and income from industrial development service of RMB77.7 million with reference to a certain percentage to the amount of investment in park establishment.

(VII) 宏泰鄂州產業園

下表載列於2021年12月31日宏泰鄂州產業園有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

於2021年12月31日，宏泰鄂州產業園已啟動的土地開發累計面積約為740,000平方米。於2021年，本集團按照成本加成法確認土地整理投資服務收入人民幣43.9百萬元，及按照園區落地投資額的一定比例確認產業發展服務收入人民幣77.7百萬元。

Management Discussion and Analysis

管理層討論及分析

(VIII) Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone

The table below sets forth details regarding classification of land and planned site area of Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone as at 31 December 2021.

Classification	分類	Planned site area ⁽¹⁾ 規劃佔地面積 ⁽¹⁾ sq.m. 平方米
Saleable	可出讓	
• Residential and commercial area	• 住宅區及商業區	1,585,300
• Industrial area	• 產業區	2,547,700
Subtotal of saleable land	可出讓土地小計	4,133,000
Non-saleable	非出讓	
• Roads	• 道路	719,000
• Greenery space	• 綠化空間	204,900
• Water space	• 水域用地	38,800
• Supporting facilities	• 輔助設施	50,100
Subtotal of non-saleable land	非出讓土地小計	1,012,800
Total	總計	5,145,800

Note:

(1) Planned site area is based on the planning submitted to the relevant local government by us for approval.

As at 31 December 2021, the accumulated area of land development started in Wuhan Development Zone General Aviation Industry Comprehensive Demonstration Zone was approximately 1,164,000 sq.m. In 2021, the Group recognised income from land preparation and investment services of RMB7.4 million, calculated using the cost plus method.

(VIII) 武漢開發區通航產業綜合示範區

下表載列於2021年12月31日武漢開發區通航產業綜合示範區有關土地分類及規劃佔地面積的節選資料。

附註：

(1) 規劃佔地面積乃基於我們呈交予有關地方政府以作審批的規劃。

於2021年12月31日，武漢開發區通航產業綜合示範區已啟動的土地開發累計面積約為1,164,000平方米。於2021年，本集團按照成本加成法確認土地整理投資服務收入人民幣7.4百萬元。

Management Discussion and Analysis

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Property Development

As at 31 December 2021, we had 23 projects at various stages of development, mainly concentrating on development of residential, commercial and industrial projects with a wide range of products including residence, apartment, villa, retail stores and office buildings. We had residential, commercial and industrial land reserves of gross floor area of 1,400,050 sq.m. remain unsold as at 31 December 2021.

We classify our projects into three categories according to the stages of development:

- Completed properties. Completed properties represent properties for which we have received the certified construction completion report from the relevant government construction authorities. As at 31 December 2021, our completed properties consisted of Mingren Garden, Foxconn City Phase I, Foxconn City Phase II, Hongtai Meishuguan Phase I, Hongtai Meishuguan Phase II, Yihejiayuan Block A, Hongtai Longdi Phase I, Hongtai Longdi Phase II, Chuangye Plaza Phase II, Longhe Park – Talent Home, Yulong Bay Phase I, Electronic Information Industrial Park Phase I and Yuehu Bay Phase I (eastern area of southern land plot of Tanghai Project Plot 3 Yuehu Bay).
- Properties under development. Properties under development represent properties for which we have received the requisite construction work commencement permit with respect to all or a part of our projects before completion of the entire projects. As at 31 December 2021, our properties under development consisted of Foxconn City Phase III, Longhe Center Phase I, Electronic Information Industrial Park Phase I, Electronic Information Industrial Park Phase II, Ezhou Huineng Phase I, Hubei Changjiang Zhihui Port Innovation Startup Base Phase I, Hubei Changjiang Zhihui Port Innovation Startup Base Phase II and Wuhan Hangyaohong Technology Project.
- Properties planned for future development. Properties planned for future development represent properties for which we have received the relevant land use rights certificates but have not yet received the requisite construction work commencement permit. As at 31 December 2021, our properties planned for future development consisted of Electronic Information Industrial Park Phase II, Longhe Center Phase II, Qingnianhui, Yulong Bay Phase II, Yulong Bay Phase III, Huahang Apartment and Tanghai Project (Plot 1, Plot 2, northern land plot and western area of southern land plot of Plot 3 Yuehu Bay) and Ezhou Huineng Phase II.

Some of our projects comprise multiple-phase developments on a rolling basis. One project may include different phases at various stages of development, i.e., completed properties, properties under development and properties planned for future development.

物業發展

於2021年12月31日，我們擁有23個處於不同開發階段的項目，主要集中開發住宅、商業、產業項目，產品類型包括住宅、公寓、別墅、零售商舖及辦公樓等。於2021年12月31日，我們住宅、商業和產業物業的尚可售土地儲備建築面積為1,400,050平方米。

我們根據開發階段將項目分為三個類別：

- 已竣工物業。已竣工物業指收到有關政府工程機關發出的竣工認證報告的物業。於2021年12月31日，我們的已竣工物業包括名人小區、富士康城一期、富士康城二期、宏泰美樹館一期、宏泰美樹館二期、頤和佳苑A區、宏泰龍邸一期、宏泰龍邸二期、創業大廈二期、龍河高新區人才家園、御龍灣一期、電子信息產業園一期及悅湖灣一期(唐海項目3號地悅湖灣南地塊東片區)。
- 發展中物業。發展中物業指，於整個項目竣工前就全部或部分項目收到所需建築工程施工許可證的物業。於2021年12月31日，我們的發展中物業包括富士康城三期、龍河中心一期、電子信息產業園一期、電子信息產業園二期、鄂州匯能一期、湖北長江智匯港創新創業基地一期、湖北長江智匯港創新創業基地二期及武漢航耀弘科技項目。
- 規劃作未來開發的物業。規劃作未來開發的物業指收到有關土地使用權證，但未收到所需建築工程施工許可證的物業。於2021年12月31日，我們規劃作未來開發的物業包括電子信息產業園二期、龍河中心二期、青年匯、御龍灣二期、御龍灣三期、華航公寓、唐海項目(1號地、2號地、3號地悅湖灣北地塊及南地塊西片區)及鄂州匯能二期。

我們的若干項目包括不斷發展的多期發展項目。我們的項目可能會包括已竣工、發展中或規劃作未來開發等不同發展階段的物業。

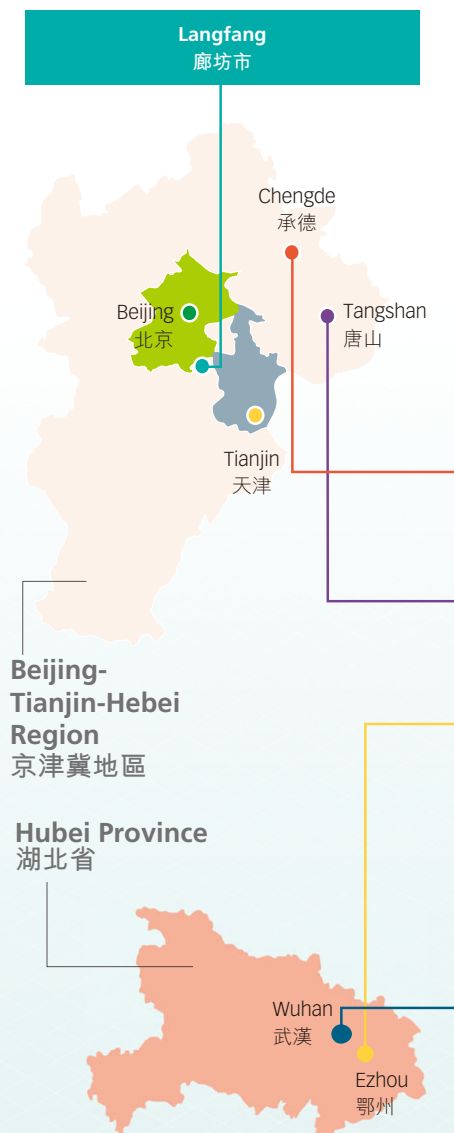
Management Discussion and Analysis

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The following map shows the geographical locations and key data of our properties as at 31 December 2021.

以下地圖顯示於2021年12月31日我們物業的地理位置及主要數據。

Type	類型	GFA 建築面積
Foxconn City 富士康城		
Completed	已竣工	181,000
Under construction	在建	118,000
For future development	未來開發	-
Chuangye Plaza (Phase II) 創業大廈二期		
Completed	已竣工	29,000
Under construction	在建	-
For future development	未來開發	-
Hongtai Longdi 宏泰龍邸		
Completed	已竣工	351,000
Under construction	在建	-
For future development	未來開發	-
Longhe Center 龍河中心		
Completed	已竣工	-
Under construction	在建	70,000
For future development	未來開發	116,000
Electronic Information Industrial Park in Longhe Park 龍河高新區電子信息產業園		
Completed	已竣工	61,000
Under construction	在建	27,000
For future development	未來開發	110,000
Longhe Park - Talent Home 龍河高新區 - 人才家園		
Completed	已竣工	22,000
Under construction	在建	-
For future development	未來開發	-
Yihejiayuan (Block A) 頤和佳苑(A區)		
Completed	已竣工	85,000
Under construction	在建	-
For future development	未來開發	-
Mingren Garden 名人小區		
Completed	已竣工	64,000
Under construction	在建	-
For future development	未來開發	-



Type	類型	GFA 建築面積
Hongtai Meishuguan 宏泰美樹館		
Completed	已竣工	252,000
Under construction	在建	-
For future development	未來開發	-
Qingnianhui 青年匯		
Completed	已竣工	-
Under construction	在建	-
For future development	未來開發	11,000
Huahang Apartment 華航公寓		
Completed	已竣工	-
Under construction	在建	-
For future development	未來開發	10,000
Yulong Bay 御龍灣		
Completed	已竣工	159,000
Under construction	在建	-
For future development	未來開發	472,000
Tanghai Project 唐海項目		
Completed	已竣工	16,000
Under construction	在建	-
For future development	未來開發	188,000
Ezhou Huineng Project 鄂州匯能項目		
Completed	已竣工	-
Under construction	在建	27,000
For future development	未來開發	28,000
Hubei Changjiang Zhihui Port Innovation Startup Base 湖北長江智匯港創新創業基地		
Completed	已竣工	-
Under construction	在建	102,000
For future development	未來開發	-
Wuhan Hangyaozhong Technology Project 武漢航耀弘科技項目		
Completed	已竣工	-
Under construction	在建	8,400
For future development	未來開發	-

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管理層討論及分析

The following table shows the saleable area remaining unsold for our properties as at 31 December 2021: 以下表格顯示2021年12月31日我們物業的尚可售面積：

Project Name and Location	項目名稱及位置	Site Area (sq.m.) (平方米)	Gross Floor Area (sq.m.) (平方米)	Land-use Purpose 土地用途	The Group's Interest 所佔股權 (%)	Saleable Area Remaining Unsold ⁽¹⁾ (sq.m.) (平方米)
Langfang	廊坊					
Foxconn City (Phases I to III) 39 Fukang Road, Langfang	富士康城(一期至三期) 廊坊市富康道39號	126,545	299,000	Residential and commercial 住宅及商業	100%	133,000
Chuangye Plaza (Phase II) 39 Nanlong Road, Langfang	創業大廈二期 廊坊市南龍道39號	8,820	29,000	Commercial 商業	100%	23,000
Hongtai Longdi (Phases I and II) 259 South Yinhe Road, Langfang	宏泰龍邸(一期、二期) 廊坊市銀河南路259號	126,929	351,000	Residential and commercial 住宅及商業	100%	30,000
Longhe Center West Chuangye Plaza, Nanlong Road, Langfang	龍河中心 廊坊市南龍道創業大廈西	47,486	186,000	Commercial 商業	100%	171,000
Electronic Information Industrial Park in Longhe Park (Phases I and II) 89 Fukang Road, Langfang	龍河高新區電子信息產業園 (一期、二期) 廊坊市富康道89號	187,815	198,000	Industrial 產業	100%	158,600
Longhe Park – Talent Home 125 Furao Road, Langfang	龍河高新區－人才家園 廊坊市富饒道125號	12,666	22,000	Residential 住宅	100%	21,000
Yihejiayuan (Block A) 300 Xichang Road, Langfang	頤和佳苑(A區) 廊坊市西昌路300號	35,430	85,000	Residential and commercial 住宅及商業	100%	2,400
Mingren Garden 76 Heping Road, Langfang	名人小區 廊坊市和平路76號	29,141	64,000	Residential and commercial 住宅及商業	100%	250
Hongtai Meishuguan (Phases I and II) 28 Huaxiang Road, Development Zone, Langfang	宏泰美樹館(一期、二期) 廊坊市開發區華祥路28號	120,739	252,000	Residential and commercial 住宅及商業	100%	14,000
Qingnianhui 175 East Aimin Road, Langfang	青年匯 廊坊市愛民東道175號	4,279	11,000	Residential and commercial 住宅及商業	100%	9,000
Huahang Apartment 175 East Aimin Road, Langfang	華航公寓 廊坊市愛民東道175號	10,557	10,000	Residential 住宅	100%	10,000

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Project Name and Location	項目名稱及位置	Site Area (sq.m.) (平方米)	Gross Floor Area (sq.m.) (平方米)	Land-use Purpose	The Group's Interest (%)	Saleable Area Remaining Unsold ⁽¹⁾ (sq.m.) (平方米)
Chengde	承德					
Yulong Bay (Phase I to III)	御龍灣(一期至三期)	142,841	631,000	Residential and commercial	100%	459,000
Junction of Southwest of Wuwei Road and Siliujing Road, New District, Chengde	承德市新區五緯路西南、四六經路之間			住宅及商業		
Tangshan	唐山					
Tanghai Project (Plot 1 to 3)	唐海項目(1-3號地)	665,935	204,000	Residential	100%	204,000
North Shore, Caofei Hu, Qi Nongchang, Caofeidian District, Tangshan	唐山市曹妃甸七農場曹妃湖北岸			住宅		
Ezhou	鄂州					
Ezhou Huineng Project	鄂州匯能項目	87,350	55,000	Industrial	100%	55,000
North of Xuejiagou, East of Xuguang Avenue, Ezhou	鄂州市旭光大道東側、薛家溝北側			產業		
Hubei Changjiang Zhihui Port Innovation Startup Base	湖北長江智匯港創新創業基地	81,870	102,000	Industrial	100%	102,000
North of Yanghu Road-Central West, East of Wu Chu Road, Ezhou	鄂州市吳楚大道東側、楊湖路中西段北側			產業		
Wuhan	武漢					
Wuhan HangyaoHong Technology Project	武漢航耀弘科技項目	14,760	8,400	Industrial	100%	7,800
South of Xingcheng Avenue, East of Xingfu Zhong Lu, Shamao Street, Hannan District, Wuhan	武漢市漢南區紗帽街幸福中路以東、興城大道以南			產業		
Total	總計	1,703,163	2,507,400			1,400,050

Note:

(1) Remaining saleable area includes area completed but not yet sold, area under construction, area for future development and area pre-sold but not yet recognised as revenue.

附註：

(1) 尚可售面積包括已竣工但未銷售面積、在建面積、未來開發面積及已預售但未確認為收入的面積。

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The following table sets forth the revenue, gross floor area ("GFA")/unit sold, and average selling price ("ASP") for each of our revenue-generating property for the year ended 31 December 2021.

下表載列截至2021年12月31日止年度來自各產生收入物業的收入、已售建築面積(「建築面積」)/數量、及平均售價(「平均售價」)。

Project	項目	Year ended 31 December 2021 截至2021年12月31日止年度		
		Revenue 收入 RMB'000 人民幣千元	GFA sold 已售建築面積 sq.m. 平方米	ASP 平均售價 RMB/sq.m. 人民幣元/平方米
Foxconn City Phase II (Longhefengjing) Residential	富士康城二期龍河楓景住宅	25,954	2,250	11,535
Hongtai Longdi Phase I Commercial	宏泰龍邸一期商業	14,244	1,242	11,469
Hongtai Longdi Phase II Commercial	宏泰龍邸二期商業	18,457	1,509	12,231
Hongtai Meishuguan Phase I Commercial	宏泰美樹館一期商業	2,636	277	9,516
Hongtai Meishuguan Phase II Residential	宏泰美樹館二期住宅	2,572	244	10,541
Yulong Bay Phase I Residential	御龍灣一期住宅	73,948	12,910	5,728
Yulong Bay Phase I Commercial	御龍灣一期商業	454	112	4,054
Electronic Information Industrial Park Plant	電子信息產業園廠房	20,213	2,243	9,012
Yihejiayuan Commercial	頤和佳苑商業	4,377	410	10,676
Foxconn City Phase I Commercial	富士康城一期商業	1,686	163	10,344
Sub-total	小計	164,541	21,360	7,703

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Year ended 31 December 2021

截至2021年12月31日止年度

Project Ancillary Area	項目輔助區	Revenue	GFA sold	ASP
		收入	已售建築面積	平均售價
		RMB'000	sq.m.	RMB/sq.m.
		人民幣千元	平方米	人民幣元/平方米
Yulong Bay Phase I Underground Chamber	御龍灣一期地下室	4,669	2,005	2,329
Underground chamber of other projects	其他項目地下室	193	327	590
Sub-total	小計	4,862	2,332	2,085

Year ended 31 December 2021

截至2021年12月31日止年度

		Revenue	Unit sold	ASP
		收入	已售數量	平均售價
		RMB'000	Unit	RMB/unit
		人民幣千元	個	人民幣元/個
Foxconn City Phase II (Longhefengjing) Underground Car Park Unit	富士康城二期 龍河楓景地下車位	1,457	34	42,853
Hongtai Meishuguan Underground Car Park Unit	宏泰美樹館地下車位	2,414	46	52,478
Hongtai Longdi Underground Car Park Unit	宏泰龍邸地下車位	7,402	131	56,504
Yulong Bay Phase I Underground Car Park Unit	御龍灣一期地下車位	21,302	122	174,607
Sub-total	小計	32,575	333	97,823
Total	總計	201,978		
Less: Tax and surcharges	減：税金及附加費	(6,598)		
Total revenue after tax	稅後總收入	195,380		

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管理層討論及分析

(I) FOXCONN CITY PHASE II AND PHASE III (LONGHEFENGJING) IN LONGHE PARK

龍河高新區富士康城二期及三期(龍河楓景)



Foxconn City Phase II and Phase III, also known as Longhefengjing Project, is located 1,000 meters south of the intersection of Nanlong Road and Jianshe South Road, providing property units of various sizes to satisfy different housing demands. The Project is along the routes of Buses No. 11, 15, 16 and 33, while Jianshe South Road closely connects to Xinkai Road, Yinhe Road and Heping Road of the downtown area. From the Project, there is a 15-minute drive to reach Wanda Plaza, Mingzhu Commercial Building and other properties in the core business circle, and only a 5-minute drive to Langfang High-speed Railway Station. The Project is well equipped with nearby facilities, including Anci District Central Hospital under planning in the south, No.5 Middle School, No.14 Primary School and Anci District No.1 Kindergarten in close vicinity, and Longhe Park First Primary School under planning in the surrounding area. As such, the Project provides a complete range of access to medical, education, leisure and shopping facilities.

In 2021, the sales income recognised (including underground) and commercial and residential area recognised of Longhefengjing Project amounted to RMB27,441,000 and 2,250 sq.m., respectively. As at 31 December 2021, the total GFA and remaining future saleable GFA of Longhefengjing Project were 266,000 sq.m. and 131,400 sq.m., respectively.

富士康城二期及三期又稱為龍河楓景項目，位於南龍道與建設南路交叉口南行1,000米，戶型多樣化，滿足各種居住需求，11、15、16及33路四條市公交途經項目，同時建設南路與市區新開路、銀河路、和平路緊密相連，15分鐘直達萬達廣場、明珠商廈等核心商圈，距廊坊高鐵站僅需5分鐘車程；項目周邊配套齊全，南側規劃安次區中心醫院，周邊五中、十四小、安次區一幼、規劃龍河高新區第一小學等，醫療、教育、休閒、購物一應俱全。

於2021年，龍河楓景項目確認銷售收入為人民幣27,441,000元(含地下部分)，銷售結轉商住面積為2,250平方米。於2021年12月31日，龍河楓景項目總建築面積為266,000平方米，剩餘未來可售建築面積為131,400平方米。

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(II) ELECTRONIC INFORMATION INDUSTRIAL PARK IN LONGHE PARK

龍河高新區電子信息產業園



The Electronic Information Industrial Park in Longhe Park, Langfang is a high-end office building industrial project located in the center of the high-tech industrial cluster in Longhe Park, Langfang. Given such location, the project provides easy access to transportation, as it is 5 minutes away from Langfang High-speed Railway Station from which it takes 20 minutes to reach downtown Beijing and Tianjin by high-speed railway. The project also adjoins Beijing-Shanghai, Beijing-Hong Kong-Macao and Beijing-Taipei Expressways. Featuring single buildings for businesses, the Industrial Park is an integrated industrial project which serves for business, office, exhibition, communication and training.

In 2021, the sales income recognised and area delivered of the Electronic Information Industrial Park project amounted to RMB20,213,000 and 2,243 sq.m., respectively. As at 31 December 2021, the total GFA and remaining future saleable GFA of the Electronic Information Industrial Park project amounted to 198,000 sq.m. and 158,600 sq.m., respectively.

廊坊龍河高新區電子信息產業園為高端辦公樓產業項目，位於廊坊市龍河高新區高新產業聚集的核心地段，項目位置交通十分便利，5分鐘抵達廊坊高鐵站，高鐵20分鐘即可直達北京、天津的城市中心地帶，緊鄰京滬、京港澳、京台高速等。項目建築形式以企業獨棟為主，集商務、辦公、展覽、交流、培訓等於一體的綜合性產業項目。

於2021年，電子信息產業園項目確認銷售收入為人民幣20,213,000元，銷售結轉面積為2,243平方米。於2021年12月31日，電子信息產業園項目總建築面積為198,000平方米，剩餘未來可售建築面積為158,600平方米。

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管理層討論及分析

(III) LONGHE CENTER PHASE I IN LONGHE PARK

龍河高新區龍河中心一期



Longhe Center is a mixture of residential and commercial properties. Located in Anci District, Langfang, the project adjoins Nanlong Road and Longan Road, and provides easy access to transportation by directly connecting with high-speed railway station, from which it takes 20 minutes to reach Beijing and Tianjin. The project is well equipped with nearby facilities, bordered by Anci Administrative Service Center to the east, Red Star Macalline Furniture Mall Plaza (紅星美凱龍家居生活廣場) to the west and Longhe Park First Primary School and Grade 3A Anci District Hospital under planning to the south.

As at 31 December 2021, the total GFA and future saleable GFA of Longhe Center Phase I project were 70,000 sq.m. and 63,000 sq.m., respectively.

龍河中心是一個住宅及商業混合發展項目。項目地點位於廊坊市安次區，緊臨南龍道、龍安路，直達高鐵，20分鐘高鐵即可直達北京、天津，交通便利。周邊配套齊全，東鄰廊坊市安次區行政服務中心、西鄰紅星美凱龍家居生活廣場，南鄰龍河高新區第一小學、及規劃中的三級甲等安次區醫院。

於2021年12月31日，龍河中心一期項目總建築面積為70,000平方米，未來可售建築面積為63,000平方米。

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(IV) YUEHU BAY PHASE I IN TANGSHAN, HEBEI PROVINCE

河北省唐山市悅湖灣一期



Yuehu Bay project is a mixture of residential and commercial properties. The project site is in Caofeidian District, Tangshan, and provides easy access to transportation by situating within the traffic circle of Beijing-Tianjin-Hebei Region. The project is in close proximity to Tangshan-Caofeidian Expressway, with high-speed railway stations in the adjoining Lubei District and Fengnan District. Being well-equipped with facilities nearby, the project is in close vicinity to Caofeidian Wetlands & Cultural Tourism Destination (曹妃甸濕地文化旅遊度假區), the largest coastal wetland in the north, the best low-temperature hot spring in Asia, Caofei Lake (曹妃湖) and a bird nature reserve, and has strong potential in the development of real estate projects.

As at 31 December 2021, the total GFA and future saleable GFA of Yuehu Bay Phase I project were 16,000 sq.m. and 12,100 sq.m., respectively.

悅湖灣是一個住宅及商業混合發展項目。項目地點在唐山市曹妃甸區，地處京津冀交通圈內，相鄰唐曹高速，臨近路北區和豐南區有高鐵，交通便利。周邊配套豐富，緊鄰曹妃甸濕地文化旅遊度假區、北方最大的濱海濕地、亞洲最好的低溫溫泉、曹妃湖、鳥類自然保護區，在房地產項目發展方面存在強大的潛力。

於2021年12月31日，悅湖灣一期項目總建築面積為16,000平方米，未來可售建築面積為12,100平方米。

Management Discussion and Analysis 管理層討論及分析

(V) HUBEI CHANGJIANG ZHIHUI PORT INNOVATION STARTUP BASE PHASE I IN EZHOU, HUBEI PROVINCE

湖北省鄂州市湖北長江智匯港創新創業基地一期



Hubei Changjiang Zhihui Port Innovation Startup Base is an innovation startup base in the Yangtze River Delta Economic Zone that provides integrated services of incubation and acceleration of high-tech industry. The project locates at the North of Yanghu Road-Central West, East of Wuchu Road, Ezhou, Hubei Province, and surrounded by roads in three directions, providing convenient transportation. The region is the home of Chengjia Lake, which features beautiful natural scenery. The project consists of single storey factories, multi-storey factories, incubation offices and other production and living properties.

As at 31 December 2021, the total GFA and future saleable GFA of Hubei Changjiang Zhihui Port Innovation Startup Base Phase I project were 24,000 sq.m. and 24,000 sq.m., respectively.

湖北長江智匯港創新創業基地是長江經濟帶上的高新技術產業孵化·加速二位一體創新創業基地，項目位於湖北省鄂州市吳楚大道東側、楊湖路中西段北側，三面臨路，交通便利；區域內有程家湖景觀，自然風景優美，項目擁有單層廠房、多層廠房、孵化辦公等生產生活物業。

於2021年12月31日，湖北長江智匯港創新創業基地一期項目總建築面積為24,000平方米，未來可售建築面積為24,000平方米。

Management Discussion and Analysis

管理層討論及分析

Property Leasing

As of 31 December 2021, we had seven completed investment properties, namely, Chengxiang Building, Meishu Complex, Jinyue Building, Tianfu Center, Phase I and Phase II of SME Entrepreneurial Base, Fuaoo Data Center and Bangte Environmental Protection Data Center, and two investment properties planned for future development, including Foxconn Technology Complex C10 and Phase III of SME Entrepreneurial Base.

The following table shows the key data of our investment properties as of 31 December 2021.

物業租賃

於2021年12月31日，我們擁有七項竣工投資物業，分別為城鄉大廈、美樹綜合樓、金悅酒樓、天賦中心、中小企業創業基地一期、二期、富奧數據中心和邦特環保數據中心，以及兩項規劃作未來開發的投資物業，包括富士康科技樓C10和中小企業創業基地三期。

以下表格顯示於2021年12月31日我們投資物業的主要數據。

Project Name and Location	項目名稱及位置	Gross Floor Area 建築面積 (sq.m.) (平方米)	Existing use 目前用途	The Group's Interest 集團所佔股權 (%)	Land lease term 土地租賃年限 (Year) (年)
Phase I&II of SME Entrepreneurial Base No. 29 Ruixue Street, Anci District, Langfang	中小企業創業基地一期、二期 廊坊市安次區瑞雪道29號	126,395	Partial leasing – Industrial 部分租賃 – 工業	100%	50
Chengxiang Building No. 66 Xinhua Road, Guangyang District, Langfang	城鄉大廈 廊坊市廣陽區新華路66號	11,365	Leasing – Commercial and office building 租賃 – 商業及辦公樓	100%	50
Jinyue Building Northwestern corner of the junction of Heping Road and Guangyang Road, Guangyang District, Langfang	金悅酒樓 廊坊市廣陽區和平路與廣陽道交匯處西北角	2,094	Leasing – Residential and commercial 租賃 – 住宅及商業	100%	70
Tianfu Center South of South Outer Ring, North of Longhe, East of Yinhe Road and West of Changfu Road, Longhe Park, Langfang	天賦中心 廊坊市龍河高新區南外環路以南、龍河以北、銀河路以東、及常甫路以西	8,895	Leasing – Commercial 租賃 – 商業	100%	40
Meishu Complex South of Yunpeng Road and East of Jinyun Road, Langfang Economic and Technological Development Zone, Langfang	美樹綜合樓 廊坊市廊坊經濟技術開發區雲騰道以南、金運路以東	9,362	Leasing – Commercial 租賃 – 商業	100%	40
Fuaoo Data Center No.80 Yunqi Street, Longhe Park, Langfang	富奧數據中心 廊坊市龍河高新區雲起道80號	13,733	Leasing – Industrial 租賃 – 工業	100%	50
Bangte Environmental Protection Data Center No. 159, Fukang Road, Longhe Park, Langfang	邦特環保數據中心 廊坊市龍河高新區富康道159號	13,603	Leasing – Industrial 租賃 – 工業	100%	50
Phase III of SME Entrepreneurial Base No. 29 Ruixue Street, Anci District, Langfang	中小企業創業基地三期 廊坊市安次區瑞雪道29號	64,489	To be developed – Industrial 未開發 – 工業	100%	50
Foxconn Technology Complex C10 East of Jianshenan Road and South of Erhao Road, Longhe Park, Langfang	富士康科技樓C10 廊坊市龍河高新區建設南路以東、二號路以南	104,588	To be developed – Commercial 未開發 – 商業	100%	40
Total	合計	354,524			

For the year ended 31 December 2021, our property leasing income was RMB41.0 million. In the future, we will consider the synergies created by the property development business, to determine the input of resources on property investment.

截至2021年12月31日止年度，我們的物業租賃收入為人民幣41.0百萬元。未來，我們會權衡物業發展業務的協同效應，以決定在物業投資上的資源投入。

Management Discussion and Analysis

管理層討論及分析

Impact of COVID-19 and Response

In 2021, the macroeconomic conditions in China continued to be adversely affected by the COVID-19 epidemic, which brought a certain impact on the real estate industry, including us. In particular, the industry and market showed a downward trend with the appearance of the variant virus in the second half of the year. Meanwhile, the prevention and control measures implemented by the government at various stages have affected our construction progress and large-scale investment promotion activities, reduced our operating efficiency and slowed down our business growth.

Faced with the challenge of epidemic prevention and control, we carried out anti-epidemic and support works according to government policies in all our parks through various measures to ensure the stability of the Company's operation and minimize the short-term impact of the epidemic. On the one hand, we supported the government to complete nucleic acid testing with urgency in the parks and tried our best to control the spread of the epidemic to ensure the stable operation of enterprises in the parks, which reflected the Company's social responsibility and accountability; on the other hand, we increased efforts in investment promotion and carried out flexible multi-channel investment promotion activities, which enhanced the brand reputation and strategic level of Longhe Park and other parks.

With the large-scale vaccination of the COVID-19 vaccine in China, the improvement of the precision of the government's prevention and control policies, and the expectation of the development of specific drugs, the domestic economy will continue to grow steadily. We believe that there will be a limited impact for the epidemic on the Company's business in medium and long term. We will continue to monitor the development of the COVID-19 epidemic, assess the impact of the COVID-19 epidemic on our financial position and operating results, adjust the plans and measures for epidemic prevention and control and project operation in due time, and disclose any relevant important information where appropriate.

Outlook

In early 2022, the Report on the Work of the Government of Langfang was issued, which specified to speed up the "southward and westward expansion" in main district and "reconstruction and upgrading of Longhe region driven by Anci District, and building a new urban center of Langfang". Located in the south of Langfang City, Longhe Park is the main direction of "southward expansion" and will surely embrace a great opportunity for rapid development; meanwhile the new mission of building "a new urban center of Langfang", which promotes the reconstruction and upgrading of Longhe region to the strategic level of Langfang City, is very favorable for the development of Longhe Park. The year of 2022 marked the first year for Longhe Park to build "a new urban center" of Langfang. The construction of a number of supporting projects including the Mall of Splendors of Jinmao, Urban Hall, Anci District Hospital, Anci District Cultural Center, and Anci District Party School have been launched and will be accelerated with a promising development prospect.

In respect of our industrial town development, we will focus on the development of Longhe Park and continue the foundation works of other outbound projects (including projects in Beijing-Tianjin-Hebei Region and projects in Yangtze River Delta Economic Zone) in 2022. We are confident that we can complete the annual development plan and revenue plan formulated by the management of the Group at the beginning of the year.

In respect of our property development in 2022, we will focus on the construction of Foxconn City Phase III, Longhe Center, Electronic Information Industrial Park and Ezhou Huineng Project. Revenue from sales of properties during 2022 is expected to be derived mainly from the sales of Foxconn City Phase III and Ezhou Huineng Project Phase I and the remaining units of Foxconn City Phase II and Electronic Information Industrial Park.

Taking into account our cash and future operating cash flows, and bank and other borrowings available, we believe that we have sufficient funding to support these development plans.

新冠肺炎疫情影響及應對

2021年，中國的宏觀經濟狀況繼續受到新冠疫情的不利影響，對包括我們在內的房地產行業帶來了一定衝擊，尤其下半年隨著變種病毒的出現，行業及市場出現下滑態勢。同時，政府各階段的防控措施，為我們的施工進度及大型招商活動的規模帶來了影響，減低了我們的經營效率，使業務成長速度放緩。

面臨疫情防控的考題，我們配合政府政策做好各園區的抗疫及支援工作，採取各項措施保證公司經營的穩定性，盡可能降低疫情的短期影響。一方面，我們支援政府緊急完成園區核酸檢測，盡力控制疫情擴散，保障入園企業經營平穩，體現了公司的社會責任與擔當；另一方面，我們加大招商引資力度、靈活多渠道開展招商活動，提升了龍河高新區等園區的品牌聲譽及戰略高度。

而隨著中國國內新冠疫苗的大規模接種、政府防控政策精準度提升、及特效藥研製的預期，國內經濟會延續穩增長，我們相信疫情對公司業務的中長期影響有限。我們將持續監察新冠疫情的發展，評估新冠疫情對我們的財務狀況和經營業績的影響，適時調整疫情防控和項目運營的方案和措施，並適時披露任何相關重要資料。

前景

2022年初的廊坊市政府工作報告中明確，加快推進主城區「西擴南拓」、「安次區推動龍河區域再造升級，建設廊坊城市新中心」。龍河高新區位於廊坊市區南部，是「南拓」的主要方向，必將迎來快速發展的大好時機；同時打造「廊坊城市新中心」的全新使命，將龍河區域再造升級提升到廊坊市級的戰略高度，十分利好龍河高新區開發。2022年是龍河高新區建設廊坊「城市新中心」的開篇之年，包括金茂覽秀城、城市客廳、安次區醫院、安次區文化中心、安次區委黨校等一批配套項目已啟動並將加快建設，發展前景令人期待。

對於產業市鎮發展，2022年我們將專注發展龍河高新區及繼續其他外埠項目（包括京津冀項目和長江經濟帶項目）的基礎工作。我們有信心能夠完成本集團管理層年初制定的年度開發計劃和收入計劃。

對於物業發展，於2022年，我們將專注興建富士康三期、龍河中心、電子信息產業園及鄂州匯能項目。預期2022年物業銷售收入主要將來源於富士康三期和鄂州匯能項目一期，以及富士康二期和電子信息產業園剩餘單元的銷售。

經計及我們的現金及未來經營現金流量、可動用的銀行及其他借款，我們相信我們擁有足以支持該等開發計劃的資金。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Board of Directors

The Board of Directors (the "Board") consists of nine Directors, including one non-executive Director, five executive Directors and three independent non-executive Directors.

Song Liuyi (宋鏐毅)

Non-executive Director and Chairman

Mr. Song Liuyi (宋鏐毅), aged 46, was appointed as our non-executive Director and the Chairman of the Board and Nomination Committee, and a member of the Remuneration Committee on 19 July 2021. Mr. Song has over 20 years of experience in project investment, real estate development and sales as well as corporate management. In May 2011, Mr. Song joined China Jinmao, where he successively has served as assistant to president and vice president, and has been acting as the senior vice president since March 2017 and the executive director since August 2017. Prior to joining China Jinmao, from 2001 to April 2011, Mr. Song worked at Sinochem Group Co., Ltd. (中國中化集團有限公司) and successively served in the investment department of Sinochem International Corporation (中化國際(控股)股份有限公司) and the investment department and the general office of Sinochem Group Co., Ltd. Mr. Song obtained a bachelor's degree in high polymer materials in 1998 and a master's degree in materials in 2001 from the Beijing Institute of Technology.

Wang Jianjun (王建軍)

Executive Director and President

Mr. Wang Jianjun (王建軍), aged 59, was appointed as our executive Director on 13 February 2014. Mr. Wang is also the founder and the president of our Group, responsible for our overall strategy, business development and investment planning. Mr. Wang has 26 years of experience in the real estate industry. Mr. Wang is the father of Ms. Wang Wei. Mr. Wang is currently the Vice President of China Real Estate Chamber of Commerce (全聯房地產商會) and President of Park Capital Alliance (園區資本聯盟). Mr. Wang received his college diploma (專科) in Administration Management (行政管理) from the Rural Enterprises Managers & Leaders Institute of the Ministry of Agriculture (農業部鄉鎮企業管理幹部學院), located in China, in June 1995. He was qualified as a Senior Engineer (高級工程師) by the Title Reform Leadership Group of Hebei Province (河北省職稱改革領導小組), a governmental authority, in December 2001.

董事會

董事會(「董事會」)由九名董事組成，包括一名非執行董事、五名執行董事及三名獨立非執行董事。

宋鏐毅

非執行董事及主席

宋鏐毅先生，46歲，於2021年7月19日獲委任為我們的非執行董事、董事會及提名委員會主席以及薪酬委員會成員。宋先生在項目投資、房地產開發及銷售、企業管理等方面擁有逾20年經驗。宋先生於2011年5月加入中國金茂，歷任總裁助理、副總裁，並於2017年3月起出任高級副總裁及於2017年8月起出任執行董事。於加入中國金茂前，宋先生自2001年起至2011年4月於中國中化集團有限公司工作，曾先後在中化國際(控股)股份有限公司投資事業部，以及中國中化集團有限公司投資部及辦公廳任職。宋先生於1998年獲得北京理工大學高分子材料專業學士學位及於2001年獲得材料類專業碩士學位。

王建軍

執行董事及總裁

王建軍先生，59歲，於2014年2月13日獲委任為我們的執行董事。王先生亦為本集團的創辦人及總裁，負責我們的整體策略、業務發展及投資規劃。王先生在房地產業方面積累26年經驗。王先生為王薇女士的父親。王先生現為全聯房地產商會副會長及園區資本聯盟主席。王先生於1995年6月取得中國農業部鄉鎮企業管理幹部學院的行政管理專科文憑。彼於2001年12月獲政府機構河北省職稱改革領導小組評為高級工程師。

Biographies of Directors and Senior Management 董事及高級管理人員履歷

Zhao Lei (趙磊)

Executive Director, Chief Financial Officer and Vice President

Mr. Zhao Lei (趙磊), aged 43, was appointed as our executive Director and the Chief Financial Officer on 19 July 2021. Mr. Zhao has 18 years of experience in corporate finance and accounting management, investment and financing management, capital market and investor relations. Prior to joining the Company, Mr. Zhao served as general manager of the financial management department and general manager of the capital market department of China Jinmao. Mr. Zhao obtained a bachelor's degree in statistics in July 2001 and a master's degree in statistics in July 2004 from the School of Statistic of the Renmin University of China. He is a certified public accountant of the Chinese Institute of Certified Public Accountants.

Yang Yun (楊允)

Executive Director and Vice President

Mr. Yang Yun (楊允), aged 48, was appointed as our executive Director on 17 March 2014. Mr. Yang is the vice president of our Group, responsible for strategy and development, expansion of industrial town projects and property development and overall process management of property development. Mr. Yang has 23 years of experience in the real estate industry. He received his bachelor's degree in real estate management (房地產經營管理) from Jiangxi University of Finance and Economics (江西財經大學), located in the PRC, in July 1998.

Wang Yagang (王亞剛)

Executive Director and Vice President

Mr. Wang Yagang (王亞剛), aged 41, was appointed as our executive Director on 17 March 2014. Mr. Wang Yagang is the vice president of our Group, responsible for overall management of industrial town projects. Mr. Wang has 19 years of experience in the real estate industry. He graduated from Agriculture University of Hebei (河北農業大學), located in the PRC, majoring in Management of Urban Economics (城鎮經濟管理). Mr. Wang is currently a representative of the People's Congress in Langfang City, Hebei Province.

趙磊

執行董事、首席財務官及副總裁

趙磊先生，43歲，於2021年7月19日獲委任為我們的執行董事及首席財務官。趙先生在企業財務與會計管理、投融資管理、資本市場及投資者關係等方面擁有18年經驗。加入本公司之前，趙先生曾擔任中國金茂的財務管理部總經理、資本市場部總經理等職位。趙先生分別於2001年7月及2004年7月獲得中國人民大學統計學院統計學學士學位及統計學碩士學位，是中國註冊會計師協會的註冊會計師。

楊允

執行董事及副總裁

楊允先生，48歲，於2014年3月17日獲委任為我們的執行董事。楊先生為本集團副總裁，負責策略及發展、產業市鎮項目擴展及物業開發以及物業開發之整體進程管理。楊先生於房地產業積累23年經驗。楊先生於1998年7月獲中國江西財經大學頒發房地產經營管理學士學位。

王亞剛

執行董事及副總裁

王亞剛先生，41歲，於2014年3月17日獲委任為我們的執行董事。王亞剛先生為本集團副總裁，負責產業市鎮項目的整體管理。王先生於房地產業積累19年經驗。彼畢業於中國河北農業大學，主修城鎮經濟管理。王先生現為河北省廊坊市人民代表大會代表。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Wang Wei (王薇)

Executive Director and Vice President

Ms. Wang Wei (王薇), aged 30, was appointed as our executive Director on 10 November 2017. Ms. Wang is the daughter of Mr. Wang Jianjun. Ms. Wang holds a bachelor's degree in finance from Shanghai University of Finance and Economics in June 2013. She worked in the Company on a part-time basis and in an international investment institution before joining the Company on full-time basis in July 2017. She is responsible for overseeing the Group's corporate finance activities and mergers and acquisitions. Ms. Wang has served as an executive director of China Wan Tong Yuan (Holdings) Limited (a company listed on the Stock Exchange with stock code 06966) since March 2021.

Wong Wing Kuen, Albert (王永權)

Independent Non-executive Director

Dr. Wong Wing Kuen, Albert (王永權), aged 70, was appointed as our independent non-executive Director and the chairman of the audit committee on 6 August 2014. Dr. Wong has approximately 25 years of experience in accounting. He has a broad range of experience serving as directors of various listed companies, including as an independent non-executive director of APAC Resources Limited (a company listed on the Stock Exchange with stock code 01104) since July 2004, an independent non-executive director of Solargiga Energy Holdings Limited (a company listed on the Stock Exchange with stock code 00757) since January 2008, an independent non-executive director of China Merchants Land Limited (a company listed on the Stock Exchange with stock code 00978) since June 2012, an independent non-executive director of China Wan Tong Yuan (Holdings) Limited (a company listed on the Stock Exchange with stock code 06966) since September 2017, an independent non-executive director of China Medical & HealthCare Group Limited (a company listed on the Stock Exchange with stock code 00383) since December 2018, and an independent non-executive director of Dexin China Holdings Company Limited (a company listed on the Stock Exchange with stock code 02019) since January 2019. From January 2018 to January 2022, Dr. Wong served as an independent non-executive director of Capital Finance Holdings Limited (a company listed on the Stock Exchange with stock code 08239). Dr. Wong was a principal consultant of KND & Co. CPA Limited between April 1994 to December 2017. He was appointed a principal consultant of KND Associates CPA Limited since January 2018.

Dr. Wong received a degree of Doctor of Philosophy in Business Administration from the Bulacan State University, Republic of the Philippines in December 2010. Dr. Wong is member of the following institutions, including: a fellow member of The Institute of Chartered Secretaries and Administrators; a fellow member of The Hong Kong Institute of Chartered Secretaries; a fellow member of The Taxation Institute of Hong Kong; a member of the Hong Kong Securities and Investment Institute; a fellow member of Association of International Accountants; a fellow member of Society of Registered Financial Planners; a member of The Chartered Institute of Arbitrators; an associate member of The Chartered Institute of Bankers in Scotland; and a full member of Macau Society of Certified Practicing Accountants.

王薇

執行董事及副總裁

王薇女士，30歲，於2017年11月10日獲委任為我們的執行董事。王女士為王建軍先生的女兒。王女士於2013年6月獲中國上海財經大學金融學學士學位。於2017年7月全職加入本公司前，王女士曾於本公司兼職及一間國際投資機構任職。彼負責監督本集團的機構融資活動及併購。王女士自2021年3月至今擔任中國萬桐園(控股)有限公司(一間於聯交所上市的公司，股份代號06966)的執行董事。

王永權

獨立非執行董事

王永權博士，70歲，於2014年8月6日獲委任為我們的獨立非執行董事及審核委員會主席。王博士有約25年的會計經驗。王博士有任職多間上市公司董事的廣泛經驗，包括自2004年7月起擔任亞太資源有限公司(一間於聯交所上市的公司，股份代號01104)的獨立非執行董事、自2008年1月起擔任陽光能源控股有限公司(一間於聯交所上市的公司，股份代號00757)的獨立非執行董事、自2012年6月起擔任招商局置地有限公司(一間於聯交所上市的公司，股份代號00978)的獨立非執行董事、自2017年9月起擔任中國萬桐園(控股)有限公司(一間於聯交所上市的公司，股份代號06966)的獨立非執行董事、自2018年12月起擔任中國醫療網絡有限公司(一間於聯交所上市的公司，股份代號00383)的獨立非執行董事、自2019年1月起擔任德信中國控股有限公司(一間於聯交所上市的公司，股份編號02019)的獨立非執行董事。王博士曾於2018年1月至2022年1月期間擔任首都金融控股有限公司(一間於聯交所上市的公司，股份代號08239)的獨立非執行董事。王博士於1994年4月至2017年12月間擔任冠達會計師事務所有限公司的總顧問。彼自2018年1月起獲委任為冠泓會計師行有限公司的總顧問。

王博士自2010年12月起持有菲律賓共和國比立勤國立大學頒發的工商管理哲學博士學位。王博士為以下機構的成員，包括：英國特許秘書及行政人員學會資深會員；香港特許秘書公會資深會員；香港稅務學會資深會員；香港證券及投資學會會員；國際會計師公會資深會員；註冊財務策劃師協會資深會員；英國特許仲裁學會會員；蘇格蘭特許銀行家協會副會員；及澳門會計師公會專業會員。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Notwithstanding Dr. Wong's engagement as an independent non-executive director of another six companies listed on the Stock Exchange, Dr. Wong confirmed that he would devote sufficient time to act as the independent non-executive Director based on the following:

- Dr. Wong is neither a full time member of the above-named companies nor involved in the day-to-day operations or management of such companies. As such, he has no executive and management responsibility therein;
- Dr. Wong is primarily required to attend relevant board meetings, committee meetings and shareholders' meetings of the above-named listed companies. He has maintained a high attendance rate for board meetings, committee meetings and shareholders' meetings for such listed companies during the respective latest financial periods since his appointment dates;
- Dr. Wong's role as a principal consultant of KND Associates CPA Limited is on a part-time basis and he does not involve in the daily management of KND Associates CPA Limited;
- with his background and experience, Dr. Wong is fully aware of the responsibilities and expected time involvements for independent non-executive director. He has not found difficulties in devoting to and managing his time with numerous companies and he is confident that with his experience in being responsible for several roles, he will be able to discharge his duties to the Company;
- none of the above-named listed companies that he has directorship with has questioned or complained about his time devoted to such companies; and
- Dr. Wong's role in the Group is non-executive in nature and he will not be involved in the daily management of the Group's business, thus his engagement as the independent non-executive Director will not require his full-time participation.

Based on the foregoing, the Directors do not have reasons to believe that the various positions currently held by Dr. Wong will result in Dr. Wong not having sufficient time to act as the independent non-executive Director or not properly discharging his fiduciary duties as a director of the Company.

儘管王博士擔任其他六間聯交所上市公司的獨立非執行董事，但王博士確認其將投入足夠時間擔任本集團獨立非執行董事，依據如下：

- 王博士既非上述公司的專職人員亦不參與該等公司的日常營運或管理。因此，其對該等公司並無執行及管理職責；
- 王博士主要須出席上述上市公司的相關董事會會議、委員會會議及股東大會。自其獲委任日期起，於各最近財政期間王博士一直保持於該等上市公司的董事會會議、委員會會議及股東大會的高出席率；
- 王博士擔任冠泓會計師行有限公司的總顧問乃屬兼職性質，且其不參與冠泓會計師行有限公司的日常管理；
- 憑藉其背景及經驗，王博士充分知悉獨立非執行董事的職責及預計投入時間。就向多間公司投入及管理其時間而言，王博士並無困難，且彼堅信憑藉其擔任多個職務的經驗，其有能力履行對本公司的職責；
- 其任職董事的上述上市公司均無質疑或投訴其對該等公司投入的時間；及
- 王博士於本集團的職務屬非執行性質，且其將不參與本集團業務的日常管理。因此，就其獨立非執行董事的委任而言，將毋須其專職參與。

基於上述原因，董事並無理由相信王博士目前擔任多個職位將導致其並無充裕時間擔任本公司的獨立非執行董事或無法妥善履行作為本公司董事的信託責任。

Biographies of Directors and Senior Management

董事及高級管理人員履歷

Hsieh Yafang (謝亞芳)

Independent Non-executive Director

Ms. Hsieh Yafang (謝亞芳), aged 48, was appointed as our independent non-executive Director, and a member of the audit committee, nomination committee and remuneration committee on 10 November 2017. Ms. Hsieh is a senior media worker, a former senior presenter and anchor for a channel of Phoenix Satellite Television Holdings Limited. She has over 25 years of journalist experience in the Mainland China, Taiwan and Hong Kong. She currently serves on the board of the Hong Kong alumni association of the Cheung Kong Business School as the Executive President. Ms. Hsieh received her EMBA from Cheung Kong Business School in 2007 and her Bachelor of Art with focus in Japanese studies from Soochow University in Taiwan in 1996.

Wang Yijiang (王一江)

Independent Non-executive Director

Professor Wang Yijiang (王一江), aged 68, was appointed as our independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee and nomination committee on 10 November 2017. Professor Wang is currently a Professor of Economics and Human Resource Management and Academic Associate Dean of Cheung Kong Graduate School of Business, a senior fellow at the National Center of Economic Research, Tsinghua University and a Professor Emeritus of the Carlson School of Management of University of Minnesota. He served as vice president of the Chinese Economists Society and was a tenure professor of University of Minnesota and Tsinghua University.

Professor Wang graduated from Peking University with a Bachelor's degree in Economics in 1982. He then pursued further studies in the United States and obtained a Master's degree and a Doctor of Philosophy degree in Economics in 1989 and 1991, respectively. His research areas cover human resource management, labour and personnel economics, comparative international management systems, economics of transition and emerging markets and economics of organization, and his research findings have been frequently quoted.

Professor Wang currently serves as a non-executive director of Zhejiang Red Dragonfly Footwear Co., Ltd. (a company listed on Shanghai Stock Exchange with stock code 603116) since September 2016, and an independent non-executive director of TCL Electronics Holdings Limited (a company listed on the Stock Exchange with stock code 01070) since February 2016. Professor Wang was an independent non-executive director of Zhuhai Holdings Investment Group Limited (a company previously listed on the Stock Exchange with stock code 00908 and delisted in June 2021) from August 2015 to June 2021, and an independent director of Shenzhen Zqgame Co., Ltd. (a company listed on Shenzhen Stock Exchange with stock code 300052) from March 2014 to May 2020.

謝亞芳

獨立非執行董事

謝亞芳女士，48歲，於2017年11月10日獲委任為我們的獨立非執行董事，及審核委員會、提名委員會和薪酬委員會成員。謝女士為資深媒體人，前鳳凰衛視控股有限公司旗下頻道資深主播及主持人。彼於兩岸三地積逾25年新聞從業經驗。彼現時擔任長江商學院香港校友會執行會長。謝女士於2007年獲長江商學院高級管理人員工商管理碩士學位，並於1996年獲台灣東吳大學日語專業之學士學位。

王一江

獨立非執行董事

王一江教授，68歲，於2017年11月10日獲委任為我們的獨立非執行董事、薪酬委員會主席、及審核委員會和提名委員會成員。王教授目前為長江商學院經濟學及人力資源管理學教授及學術副院長、清華大學中國經濟研究中心高級研究員及明尼蘇達大學卡爾森管理學院榮休教授。彼曾任中國留美經濟學會副會長，及曾擔任明尼蘇達大學和清華大學終身教授。

王教授於1982年在北京大學畢業，獲經濟學學士學位。後赴美國留學，分別於1989年及1991年獲經濟學碩士及經濟學博士學位。其研究領域包括人力資源管理、勞動人事經濟、管理制度國際比較、轉軌經濟與新興市場及組織經濟，其研究論文屢獲引用。

王教授由2016年9月至今擔任浙江紅蜻蜓鞋業股份有限公司(一間於上海證券交易所上市的公司，股份代號603116)的非執行董事，及由2016年2月至今擔任TCL電子控股有限公司(一間於聯交所上市的公司，股份代號01070)的獨立非執行董事。王教授曾於2015年8月至2021年6月期間擔任珠海控股投資集團有限公司(一間曾於聯交所上市的公司，股份代號00908，已於2021年6月撤銷上市地位)的獨立非執行董事，及於2014年3月至2020年5月期間擔任深圳中青寶互動網絡股份有限公司(一間於深圳證券交易所上市的公司，股份代號300052)的獨立董事。

Corporate Governance Report

企業管治報告

The Board is pleased to present the Corporate Governance Report of the Company for the year ended 31 December 2021.

Corporate Governance Practices

The Company is committed to ensuring a high standard of corporate governance practices and continues to closely monitor the compliance with the applicable requirements. For the year ended 31 December 2021, the Company has complied with all the applicable code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) except for the following deviation:

Code provision C.2.1 of the Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wang Jianjun had assumed the roles of both the Chairman of the Board and the President of the Company since the listing of the Company’s shares on 25 August 2014 and up to 19 July 2021. The Board believed that resting the roles of both the chairman and the president in the same person had the benefit of ensuring consistent leadership within the Group and enabled more effective and efficient overall strategic planning for the Group. Although these two roles were performed by the same individual, certain responsibilities were shared with executive directors to balance the power and authority. In addition, all major decisions were made in consultation with members of the Board as well as senior management. The Board had three independent non-executive directors who offered different independent perspectives. Therefore, the Board was of the view that there were adequate balances of power and safeguards in place. With effect from 19 July 2021, Mr. Wang Jianjun resigned from his position as the Chairman of the Board and Mr. Song Liuyi was appointed as the Chairman of the Board. Since then, the Company has complied with Code provision C.2.1.

In respect of code provision C.5.3 of the Code, notice of at least 14 days should be given of the regular board meeting to give all directors an opportunity to attend. During the year ended 31 December 2021, two Board meetings were convened with less than 14 days’ notice to enable the Board members to react timely and make expeditious decision making in respect of transactions which were of significance to the Group’s business. As a result, the aforesaid regular Board meetings were held with a shorter notice period than required with the consent of all the Directors for that time being. The Board will do its best endeavours to meet the requirement of code provision C.5.3 of the Code in the future.

Under Code Provision C.1.6, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders.

董事會欣然提呈截至2021年12月31日止年度的本公司企業管治報告。

企業管治常規

本公司致力確保高標準的企業管治常規，持續密切監察適用規定的合規情況。截至2021年12月31日止年度，本公司一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載的企業管治守則（「守則」）所載所有適用守則條文，惟以下偏離者除外：

守則的守則條文第C.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。王建軍先生自本公司股份於2014年8月25日上市起及直至2021年7月19日兼任董事會主席及本公司總裁。董事會認為，由同一人兼任主席及總裁的角色，有助確保本集團內部領導貫徹一致，使本集團的整體策略規劃更具效率及效益。儘管該兩個職位由一人同時兼任，但執行董事亦會分擔若干職責，以達致權力和授權分佈均衡。此外，所有重要決定均會在諮詢董事會成員及高級管理層後方始作出。董事會亦有三名獨立非執行董事，提供不同的獨立觀點。因此，董事會認為已具備足夠的權力平衡及適當保障。自2021年7月19日起，王建軍先生辭任董事會主席，而宋鏐毅先生獲委任為董事會主席。自此，本公司已遵守守則條文第C.2.1條。

就守則的守則條文第C.5.3條而言，召開董事會定期會議應發出最少十四日通知，讓全體董事皆有機會抽空出席。截至2021年12月31日止年度，兩次董事會會議召開的通知期少於十四日，以使董事會成員能夠就對本集團業務而言屬重大的交易及時作出迅速的決定。因此，上述董事會定期會議獲當時全體董事同意後，按較規定時間為短的通知期舉行。董事會日後將竭盡所能遵守守則的守則條文第C.5.3條的規定。

根據守則條文第C.1.6條，獨立非執行董事及其他非執行董事應出席股東大會，以對股東的意見有公正的瞭解。

Corporate Governance Report

企業管治報告

Due to other pre-arranged business commitments which must be attended, Ms. Zhao Ying (resigned from her position as the non-executive director with effect from 19 July 2021) and Mr. Song Liuyi (appointed as the non-executive director with effect on 19 July 2021) were not present at the annual general meeting of the Company held on 2 June 2021 (the "2021 AGM") and the extraordinary general meeting of the Company held on 30 December 2021 (the "2021 EGM"), respectively. However, Dr. Wong Wing Kuen, Albert, Ms. Hsieh Yafang and Professor Wang Yijiang, being independent non-executive directors and members of the audit committee of the Company, were present at the 2021 AGM and the 2021 EGM to ensure an effective communication with the shareholders thereat.

Code provision F.2.2 provides that the chairman of the board should attend the annual general meeting. Mr. Wang Jianjun, the then Chairman of the Board (resigned from his position as the Chairman of the Board with effect from 19 July 2021), was unable to attend the 2021 AGM due to other pre-arranged business commitments which must be attended. Mr. Huang Peikun, the then executive director and chief financial officer of the Company (resigned from his positions as the executive director and chief financial officer with effect from 19 July 2021) who took the chair of the 2021 AGM, together with other members of the Board who attended the 2021 AGM, were of sufficient calibre for answering questions at the 2021 AGM and had answered questions at the 2021 AGM competently.

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as the guidelines for the directors' dealings in the securities of the Company.

Specific enquiry has been made to all directors of the Company and all directors have confirmed that they have complied with the applicable standards set out in the Model Code throughout year ended 31 December 2021.

Board of Directors

The Board is responsible for overseeing the management, businesses, strategic directions and financial performance of the Group. The Board holds regular meetings to discuss the Group's businesses and operations. The Board delegates the day-to-day management, administration and operation of the Group to the management team. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

趙穎女士(自2021年7月19日起辭任非執行董事)及宋鏐毅先生(自2021年7月19日起獲委任為非執行董事)由於有其他預先安排的事務必須處理，故分別未能出席本公司於2021年6月2日舉行的股東週年大會(「2021年股東週年大會」)及本公司於2021年12月30日舉行的股東特別大會(「2021年股東特別大會」)。然而，本公司獨立非執行董事兼審核委員會成員王永權博士、謝亞芳女士及王一江教授已出席2021年股東週年大會及2021年股東特別大會以確保於會上與股東的有效溝通。

守則條文第F.2.2條規定，董事會主席應出席股東週年大會。時任董事會主席王建軍先生(自2021年7月19日起辭任董事會主席)由於有其他預先安排的事務必須處理，故未能出席2021年股東週年大會。主持2021年股東週年大會的本公司時任執行董事兼首席財務官黃培坤先生(自2021年7月19日起辭任執行董事及首席財務官)，以及其他出席2021年股東週年大會的董事會成員，均具備足夠才幹於2021年股東週年大會上回答提問，並於2021年股東週年大會上稱職地回答了提問。

董事進行證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事買賣本公司證券的指引。

本公司已向全體董事作出具體查詢，且各董事已確認彼等於截至2021年12月31日止年度一直遵守標準守則所載的適用標準。

董事會

董事會負責監督本集團的管理、業務、戰略方針及財務表現。董事會定期舉行會議以討論本集團業務及經營。董事會將本集團的日常管理、行政及經營工作授權予管理團隊。董事會定期審閱已授權的職能以保證其符合本集團需要。

Corporate Governance Report

企業管治報告

As at 31 December 2021, the Board consists of nine Directors, of whom one is non-executive director, five are executive directors and the remaining three are independent non-executive directors. The table below sets out the roles of each member of the Board and their relationships:

Directors	Position
Song Liuyi	Non-executive Director and Chairman of the Board
Wang Jianjun (father of Wang Wei)	Executive Director and President
Zhao Lei	Executive Director, Chief Financial Officer and Vice President
Yang Yun	Executive Director and Vice President
Wang Yagang	Executive Director and Vice President
Wang Wei (daughter of Wang Jianjun)	Executive Director and Vice President
Wong Wing Kuen, Albert	Independent Non-executive Director
Hsieh Yafang	Independent Non-executive Director
Wang Yijiang	Independent Non-executive Director

Brief biographical details of the Directors and senior management are set out on pages 50 to 54.

Changes in Directors of the Company during the year ended 31 December 2021 and up to the date of this report are set out as follows:

- Mr. Wang Jianjun has resigned as the Chairman of the Board and has ceased to act as the Chairman of the Nomination Committee with effect from 19 July 2021.
- Mr. Huang Peikun has resigned as an Executive Director and the Chief Financial Officer of the Company with effect from 19 July 2021.
- Ms. Zhao Ying has resigned as the Non-executive Director of the Company and has ceased to act as a member of the Remuneration Committee with effect from 19 July 2021.
- Mr. Song Liuyi has been appointed as the Non-executive Director of the Company and the Chairman of the Board and the Nomination Committee with effect from 19 July 2021.
- Mr. Zhao Lei has been appointed as an Executive Director and the Chief Financial Officer of the Company with effect from 19 July 2021.

於2021年12月31日，董事會由九名董事組成，其中一名為非執行董事，五名為執行董事，餘下三名為獨立非執行董事。下表列載董事會各成員職能及其關係：

董事	職位
宋鏐毅	非執行董事兼董事會主席
王建軍 (王薇之父親)	執行董事兼總裁
趙磊	執行董事、首席財務官兼副總裁
楊允	執行董事兼副總裁
王亞剛	執行董事兼副總裁
王薇 (王建軍之女兒)	執行董事兼副總裁
王永權	獨立非執行董事
謝亞芳	獨立非執行董事
王一江	獨立非執行董事

董事及高級管理層的簡歷詳情載於第50至54頁。

截至2021年12月31日止年度直至本報告日期，本公司董事的變動載列如下：

- 王建軍先生辭任董事會主席職務及不再擔任提名委員會主席，自2021年7月19日起生效。
- 黃培坤先生辭任本公司執行董事及首席財務官職務，自2021年7月19日起生效。
- 趙穎女士辭任本公司的非執行董事職務及不再擔任薪酬委員會成員，自2021年7月19日起生效。
- 宋鏐毅先生獲委任為本公司的非執行董事、董事會及提名委員會主席，自2021年7月19日起生效。
- 趙磊先生獲委任為本公司的執行董事及首席財務官，自2021年7月19日起生效。

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Changes to the information required to be disclosed by the Directors pursuant to Rule 13.51B of the Listing Rules during the year ended 31 December 2021 and up to the date of this report are set out as follows:

- (1) Dr. Wong Wing Kuen, Albert has ceased to act as an independent non-executive director of Capital Finance Holdings Limited (a company listed on the Stock Exchange with stock code 08239) with effect from January 2022.
- (2) Professor Wang Yijiang has ceased to act as an independent non-executive director of Zhuhai Holdings Investment Group Limited (a company previously listed on the Stock Exchange with stock code 00908) with effect from June 2021.

The Company has received annual confirmations of independence from all of the independent non-executive directors and the Board is of the view that all the independent non-executive directors are independent in accordance with Rule 3.13 of the Listing Rules.

Appointment, Re-election and Removal of Directors

All Directors (including non-executive directors) are appointed for a specific term of three years which may be extended as each and the Company may agree, subject to retirement by rotation and re-election at the annual general meeting ("AGM") in accordance with the articles of association of the Company. Article 84 of the articles of association of the Company provides that at each AGM, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

截至2021年12月31日止年度直至本報告日期，董事按上市規則第13.51B條規定須予披露的資料的變動載列如下：

- (1) 王永權博士不再擔任首都金融控股有限公司(一間於聯交所上市的公司，股份代號08239)的獨立非執行董事，自2022年1月起生效。
- (2) 王一江教授不再擔任珠海控股投資集團有限公司(一間曾於聯交所上市的公司，股份代號00908)的獨立非執行董事，自2021年6月起生效。

本公司已接獲全體獨立非執行董事就其獨立性發出的年度確認書，且根據上市規則第3.13條，董事會認為所有獨立非執行董事均為獨立人士。

委任、重選及罷免董事

所有董事(包括非執行董事)按三年(可根據其各自與本公司的協定而延長)的固定任期獲委任，惟須根據本公司組織章程細則於股東週年大會(「股東週年大會」)輪值退任及膺選連任。本公司組織章程細則第84條規定，於每屆股東週年大會上，當時三分之一的董事(或倘彼等人數並非三的倍數，則為最接近三分之一的人數)須輪值退任，惟各董事(包括按特定任期獲委任的人士)須至少每三年輪值退任一次。

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企業管治報告

Attendance at Meetings of the Board, Shareholders and Board Committees

During 2021, the Board held 4 regular board meetings, 2 audit committee meetings, 2 remuneration committee meetings and 2 nomination committee meetings. As regards general meetings, the Company held the 2021 AGM on 2 June 2021 and the 2021 EGM on 30 December 2021.

The table below sets out the attendance of each Director at the relevant meetings:

董事會會議、股東會議及董事委員會會議出席記錄

於2021年，董事會舉行四次定期董事會會議、兩次審核委員會會議、兩次薪酬委員會會議及兩次提名委員會會議。就股東大會而言，本公司於2021年6月2日舉行2021年股東週年大會及於2021年12月30日舉行2021年股東特別大會。

下表載列各董事於有關會議的出席記錄：

		Number of meetings attended/eligible to attend for the year ended 31 December 2021				
		截至2021年12月31日止年度出席／合資格出席的會議數目				
		Board	General	Audit	Remuneration	Nomination
		董事會	股東大會	審核委員會	薪酬委員會	提名委員會
Non-executive Director	非執行董事					
Song Liuyi	宋繆毅	2/2	0/1	N/A 不適用	1/1	1/1
Zhao Ying	趙穎	2/2	0/1	N/A 不適用	1/1	N/A 不適用
Executive Director	執行董事					
Wang Jianjun	王建軍	4/4	0/2	N/A 不適用	N/A 不適用	1/1
Zhao Lei	趙磊	2/2	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Yang Yun	楊允	4/4	1/2	N/A 不適用	N/A 不適用	N/A 不適用
Wang Yagang	王亞剛	4/4	0/2	N/A 不適用	N/A 不適用	N/A 不適用
Huang Peikun	黃培坤	2/2	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Wang Wei	王薇	4/4	2/2	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Director	獨立非執行董事					
Wong Wing Kuen, Albert	王永權	4/4	2/2	2/2	N/A 不適用	N/A 不適用
Hsieh Yafang	謝亞芳	4/4	2/2	2/2	2/2	2/2
Wang Yijiang	王一江	4/4	2/2	2/2	2/2	2/2

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企業管治報告

Directors' Continuous Professional Development

To assist Directors' continuing professional development, the Company has arranged trainings and recommended Directors to attend relevant seminars to develop and refresh their knowledge and skills. All the Directors understand the importance of continuous professional development and are committed to participating in any suitable training to develop and refresh their knowledge and skills. The Directors are also continually updated with legal and regulatory requirements, and business and market changes to facilitate the discharge of their responsibilities through various Board meetings and resolutions. The table below sets out the individual training records of each Director received for the year ended 31 December 2021:

董事的持續專業發展

為協助董事的持續專業發展，本公司已安排培訓並建議董事出席有關研討會以發展及更新彼等的知識及技能。全體董事深明持續專業發展的重要性，並致力參與任何適當的培訓以發展及更新彼等知識及技能。董事亦透過各董事會會議及決議案，不斷獲得有關法律及監管規定、業務及市場變化的最新資料，以便履行職責。下表載列於截至2021年12月31日止年度各董事所接受培訓的個別記錄：

		Read materials	Attending seminar(s)/programme(s)/conference(s)/training(s) relevant to the Group's business or directors' duties
		閱讀材料	出席有關本集團業務或董事職責的研討會／課程／會議／培訓
Song Liuyi	宋鏐毅	✓	✓
Wang Jianjun	王建軍	✓	✓
Zhao Lei	趙磊	✓	✓
Yang Yun	楊允	✓	✓
Wang Yagang	王亞剛	✓	✓
Huang Peikun	黃培坤	✓	✓
Wang Wei	王薇	✓	✓
Zhao Ying	趙穎	✓	✓
Wong Wing Kuen, Albert	王永權	✓	✓
Hsieh Yafang	謝亞芳	✓	✓
Wang Yijiang	王一江	✓	✓

Audit Committee

The Audit Committee of the Company, currently consisting of three independent non-executive directors, namely Dr. Wong Wing Kuen, Albert (chairman), Ms. Hsieh Yafang and Professor Wang Yijiang, was established with specific written terms of reference and is responsible for the review and supervision of the Group's financial reporting process and internal controls, and recommendation on the re-appointment of external auditors. For the year ended 31 December 2021, the Audit Committee has met twice to review the unaudited interim financial statements for the six months ended 30 June 2021 and the audited financial statements for the year ended 31 December 2020, the risk management and internal control system of the Group, and the effectiveness of the Group's internal audit function and discuss with the management and the external auditors the accounting principles and practices which may affect the Group and financial reporting matters.

審核委員會

具有特定書面權職範圍的本公司審核委員會已告成立，現時成員包括三名獨立非執行董事，即王永權博士(主席)、謝亞芳女士及王一江教授，負責審閱及監督本集團的財務報告程序及內部監控，以及就續聘外聘核數師作出推薦建議。於截至2021年12月31日止年度，審核委員會召開兩次會議以審閱截至2021年6月30日止六個月未經審核中期財務報表及截至2020年12月31日止年度經審核財務報表、檢討本集團風險管理及內部監控系統，以及檢討本集團內部審核職能的成效和與管理層及外聘核數師討論可能影響本集團及財務報告事項的會計原則及常規。

The Audit Committee is of the opinion that the Group's consolidated financial statements for the year ended 31 December 2021 comply with the applicable accounting standards, the Listing Rules and all other applicable legal requirements. The Audit Committee therefore recommended for the Board's approval of the Group's consolidated financial statements for the year ended 31 December 2021.

審核委員會認為，本集團截至2021年12月31日止年度的綜合財務報表符合適用會計準則、上市規則及所有其他適用法律規定。審核委員會因而建議董事會批准本集團截至2021年12月31日止年度的綜合財務報表。

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企業管治報告

Remuneration Committee

The Remuneration Committee, currently consisting of one non-executive director and two independent non-executive directors, was established with specific written terms of reference, and is responsible for making recommendations on the Company's policy and structure for the remuneration of all the Directors and senior management of the Company including making recommendations to the Board on the remuneration packages of individual executive directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy for approval by the Board. For the year ended 31 December 2021, the Remuneration Committee met twice to review the remuneration policy for Directors and senior management of the Company and assess performance of the executive directors. The remuneration for the Directors and senior management comprises basic salary, retirement benefits and discretionary bonus. Details of the amount of emoluments of Directors paid for the year ended 31 December 2021 are set out in note 12 to the consolidated financial statements. Members of the Remuneration Committee are Professor Wang Yijiang (chairman), Mr. Song Liuyi and Ms. Hsieh Yafang.

Nomination Committee

The Nomination Committee, currently consisting of one non-executive director and two independent non-executive directors, was established with specific written terms of reference, and is responsible for considering the suitability of a candidate to act as a director on the basis of the candidate's qualification, experience, integrity and potential contribution to the Company, and approving and terminating the appointment of a director. A candidate to be appointed as independent non-executive director must also meet the independence requirement set out in Rule 3.13 of the Listing Rules. For the year ended 31 December 2021, the Nomination Committee met twice to review the structure, size and composition of the Board. Members of the Nomination Committee are Mr. Song Liuyi (chairman), Ms. Hsieh Yafang and Professor Wang Yijiang.

Strategy and Investment Committee

The Company has established the Strategy and Investment Committee, consisting of one non-executive director and three executive directors, with effect from 19 July 2021. The Strategy and Investment Committee is responsible for, among others, researching and formulating development strategies and investment evaluation criteria of the Company, and reviewing and approving new investment projects submitted by the management according to the development strategies and investment evaluation criteria of the Company. Members of the Strategy and Investment Committee are Mr. Zhao Lei (chairman), Mr. Song Liuyi, Mr. Yang Yun and Ms. Wang Wei.

薪酬委員會

具有特定書面權職範圍的薪酬委員會已告成立，現時成員包括一名非執行董事及兩名獨立非執行董事，負責就本公司所有董事及高級管理層薪酬的政策和架構（包括就個別執行董事及高級管理層的薪酬方案向董事會作出推薦建議），以及制定正式透明的薪酬釐定政策以供董事會批准，作出推薦建議。於截至2021年12月31日止年度，薪酬委員會召開兩次會議以審閱本公司董事及高級管理層的薪酬政策，並評估執行董事的表現。董事及高級管理層的薪酬包括基本薪金、退休福利及酌情花紅。於截至2021年12月31日止年度所支付的董事薪酬金額詳情載於綜合財務報表附註12。薪酬委員會成員為王一江教授（主席）、宋鏐毅先生及謝亞芳女士。

提名委員會

具有特定書面權職範圍的提名委員會已告成立，現時成員包括一名非執行董事及兩名獨立非執行董事，負責基於候選人的資格、經驗、品行及對本公司的潛在貢獻考量候選人是否適合出任董事一職，以及批准及終止委任董事。將獲委任為獨立非執行董事的候選人亦須符合上市規則第3.13條所載的獨立性規定。於截至2021年12月31日止年度，提名委員會召開兩次會議，以檢討董事會的架構、人數及組成。提名委員會成員為宋鏐毅先生（主席）、謝亞芳女士及王一江教授。

戰略及投資委員會

本公司已成立戰略及投資委員會，該委員會由一名非執行董事及三名執行董事組成，自2021年7月19日起生效。戰略及投資委員會負責（其中包括）研究並制定本公司的發展戰略及投資評估準則，以及根據本公司發展戰略及投資評估準則審閱及批准管理層提呈的新投資項目。戰略及投資委員會成員為趙磊先生（主席）、宋鏐毅先生、楊允先生及王薇女士。

Corporate Governance Report

企業管治報告

Board Diversity Policy

The Board has adopted a board diversity policy. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. 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. As at the date of this report, the Board comprises of nine directors, of whom seven are males and two are females. Three are independent non-executive directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, nationality, professional background and skills.

Corporate Governance Functions

No corporate governance committee has been established. The Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, reviewing and monitoring the training and continuous professional development of Directors and senior management, reviewing and monitoring the Company's policies and practices in compliance with legal and regulatory requirements, reviewing the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

Directors' Responsibility in Respect of Financial Reporting

The Directors acknowledge that they are responsible for overseeing the preparation of the financial statements which give a true and fair view of the state of affairs and results of the Group. In doing so, the Directors opted for suitable accounting policies and applied them consistently and used accounting estimates as appropriate in the circumstances. With the assistance of the accounting and finance staff, the Directors ensured that the financial statements of the Group are prepared in accordance with statutory requirements and appropriate financial reporting standards.

The statement of the external auditor of the Company, Deloitte Touche Tohmatsu, in relation to their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 84 to 90.

董事會成員多元化政策

董事會已採納董事會成員多元化政策。本公司藉由考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，務求實現董事會成員多元化。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。於本報告日期，董事會成員包括九名董事，其中七名為男士及兩名為女士。董事會有三名獨立非執行董事，有助於嚴格檢討及監控管理程序。董事會成員無論從性別、國籍、專業背景及技能而言，均具有濃厚的多元化特色。

企業管治職能

本公司並未成立任何企業管治委員會。董事會負責執行企業管治職能，如制定及檢討本公司企業管治的政策及常規、檢討及監督向董事及高級管理層提供的培訓及持續專業發展、檢討及監督本公司的政策及常規以確保其符合法律及監管規定、檢討本公司遵守企業管治報告所載的企業管治守則及披露內容情況。

董事須就財務報告承擔的責任

董事確認，彼等有責任監督編製能真實及公平反映本集團財政狀況及業績的財務報表。為此，董事選擇並貫徹運用適合的會計政策及於適當情況下運用會計估計。在會計及財務人員的協助下，董事確保本集團的財務報表乃根據法定規定及適當的財務報告準則編製。

本公司外聘核數師德勤•關黃陳方會計師行有關彼等對本集團財務報表報告責任的聲明載於第84至90頁獨立核數師報告。

Corporate Governance Report

企業管治報告

Risk Management and Internal Control

The Board acknowledges that it is responsible for the risk management and internal control system of the Group, and an effective risk management and internal control system enhances the Group's ability in achieving business objectives, safeguarding assets, complying with applicable laws and regulations and contributes to the effectiveness and efficiency of its operations. As such, the Group's internal control procedures include a comprehensive budgeting, information reporting and performance monitoring system. The Audit Committee reviews the effectiveness of the Group's internal audit function and the Group's risk management and internal control system annually, covering all key control, including financial, operational and compliance. The examination consisted of enquiry, discussion and validation through observation and inspection (if necessary). The result of review will be reported to the Board and some measures would be proposed if there is any area for improvement. The Board has conducted reviews of the risk management and internal control systems and is satisfied with the effectiveness and adequacy of the risk management and internal control system of the Group during the year ended 31 December 2021.

The Company regulates the handling and propagation of inside information according to the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission and as indicated in the corporate responsibility policy and various affiliate proceedings to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the propagation of such information is efficiently and consistently made. The Company regularly reminds the Directors and employees about the due compliance with all policies regarding the inside information with the latest regulatory updates.

Auditors' Remuneration

For the year ended 31 December 2021, the total fees paid/payable in respect of services provided by the Group's external auditors are set out below:

Services rendered	所提供的服務	Fees paid/payable
		已付／應付費用 RMB'000 人民幣千元
Audit services	審計服務	2,500
Review services	審閱服務	1,150

風險管理及內部監控

董事會確認，其須負責本集團的風險管理及內部監控系統，而有效的風險管理及內部監控系統可加強本集團實現業務目標、保障資產安全及遵守適用法律及法規的能力，並提高本集團的營運成效及效率。因此，本集團的內部監控程序包括全面的預算、資料申報及表現監察系統。審核委員會每年檢討本集團內部審計職能的成效以及本集團風險管理及內部監控系統，當中涵蓋所有關鍵控制、包括財務、營運及合規事宜。審查包括查詢、討論及透過觀察與檢查核實(如需要)。檢討結果將向董事會匯報，如有任何需要改進之處，將提出若干措施。於截至2021年12月31日止年度，董事會檢討了風險管理及內部監控系統，認為本集團的風險管理及內部監控系統有效且充足。

本公司根據證券及期貨事務監察委員頒佈的「內幕消息披露指引」及企業責任政策與各種相關程序所列方式處理及公佈內幕消息，以確保內幕消息於獲准披露前維持保密，而有關消息的公佈以高效及一致方式進行。本公司定期提醒董事及僱員妥為遵守根據最近期監管更新的所有內幕消息政策。

核數師酬金

截至2021年12月31日止年度，就本集團外聘核數師所提供的服務已付／應付的總費用載列如下：

Corporate Governance Report

企業管治報告

Remuneration of Senior Management

For the year ended 31 December 2021, the remuneration of the senior management members, which comprise the executive directors, is set out by band as follows:

Band of remuneration	薪酬組別	Number of person 人數
HK\$10,500,001 to HK\$11,000,000	港幣10,500,001元至港幣11,000,000元	1
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	2
Nil to HK\$1,000,000	零至港幣1,000,000元	2

Company Secretary

Mr. Lam Wai Tsang was appointed as the company secretary of the Company on 1 February 2018. He is a full time employee of the Group and possesses the professional qualifications as required under rule 3.28 of the Listing Rules. Mr. Lam has complied with the relevant professional training requirement for company secretary under Rule 3.29 of the Listing Rules.

Shareholders' Rights

The general meetings of the Company provide an opportunity for communication between the shareholders of the Company and the Board. An AGM of the Company shall be held each year at the place as may be determined by the Board. Each general meeting, other than an AGM, shall be called an extraordinary general meeting ("EGM").

1. Right to Convene EGM

Any one or more shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, be signed by the requisitioner(s) and deposited to the Board or the company secretary of the Company at the Company's principal place of business at Unit 3708, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitioner(s).

高級管理層的薪酬

截至2021年12月31日止年度，高級管理層成員（由執行董事構成）的薪酬按組別載列如下：

公司秘書

林瑋鏗先生於2018年2月1日獲委任為本公司的公司秘書。彼為本集團的全職僱員，並擁有上市規則第3.28條所規定的專業資格。林先生已遵守上市規則第3.29條公司秘書的相關專業培訓要求。

股東權利

本公司股東大會提供機會讓本公司股東與董事會溝通。本公司股東週年大會須每年於董事會可能決定的地點舉行。除股東週年大會外，各股東大會應被稱為股東特別大會（「股東特別大會」）。

1. 召開股東特別大會的權利

於提交請求日期持有附帶於本公司股東大會上投票權的本公司實繳資本不少於十分之一的任何一名或多名本公司股東，有權隨時向董事會或本公司公司秘書提出書面請求，要求董事會就處理該請求所指任何事宜而召開股東特別大會，且該會議須於該請求提交後兩個月內舉行。

書面請求必須載有召開大會的目的，並由請求人簽署及提交至董事會或本公司公司秘書，地址為本公司位於香港干諾道中168-200號信德中心西座37樓3708室的主要營業地點，當中或會包含表格等若干文件，惟每份文件須由一名或多名請求人簽署。

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The request will be verified with the Company's branch share registrars in Hong Kong and upon confirmation that the request is proper and valid, the Board will convene an EGM by serving a notice convening the EGM in accordance with the Company's Articles of Association to all the registered shareholders of the Company. If within 21 days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The notice period to be given to all the registered shareholders of the Company for consideration of the proposal raised by the requisitionist(s) concerned at the EGM varies according to the nature of the proposal, as follows:

- At least 21 clear days' notice (and not less than 10 clear business days) if the proposal constitutes a special resolution of the Company at an EGM;
- At least 14 clear days' notice (and not less than 10 clear business days) for all other EGMs.

2. Right to Put Forward Enquiries to the Board

There is no procedure set in the Company's Articles of Association available for any shareholder of the Company to put forward an enquiry to the Board. However, any shareholder of the Company who wish to raise his/their enquiries concerning the Company to the Board may send his/their written enquiry(ies) by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary of the Company.

有關請求將由本公司於香港的股份過戶登記分處核實，待確認該請求為適當及有效後，董事會將根據本公司組織章程細則向本公司全體登記股東作出通知以召開股東特別大會。倘自提交請求日期起計21日內董事會無法召開有關會議，請求人可以同樣方式召開會議，且請求人因董事會失責產生的一切合理費用將由本公司補償予請求人。

向本公司全體登記股東發出通知以考慮有關請求人在股東特別大會上所提出議案的期限將因議案的性質而異，詳情如下：

- 倘議案構成本公司於股東特別大會一項特別決議案，則最少須發出二十一個完整日的通知(及不少於十個完整營業日)；
- 所有其他股東特別大會的議案最少須發出十四個完整日的通知(且不少於十個完整營業日)。

2. 向董事會查詢的權利

本公司組織章程細則未載有本公司股東可向董事會作出查詢的程序。然而，任何本公司股東如欲向董事會作出有關本公司的查詢，可將其書面查詢郵寄至本公司於香港的主要營業地點，收件人為本公司公司秘書。

Corporate Governance Report

企業管治報告

3. Right to Put Forward Proposals at General Meetings

There are no provisions in the Company's Articles of Association or the Companies Act (As Revised) of the Cayman Islands allowing shareholders to propose any resolution at any general meeting of shareholders convened by the Company. However, shareholders of the Company may propose any resolution by requisitioning an EGM in the manner set out in paragraph 1 above.

4. Right to Propose a Person for Election as Director

Pursuant to Article 85 of the Company's Articles of Association, no person other than a director retiring at a meeting shall, unless recommended by the directors for election, be eligible for election as a director at any general meeting unless a notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodging of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. The written notice shall state that person's biographical details as required by Rule 13.51(2) of the Listing Rules. The procedures for shareholders of the Company to propose a person for election as director is posted on the Company's website.

Investors Relations

The Company has maintained a continuing dialogue with the Company's shareholders and investors through various channels, including, among others, the Company's interim reports, notices, announcements and the Company's website at www.vastiud.com. The Company also holds press conferences from time to time at which the executive directors and senior management of the Group are available to answer questions regarding the Group's business and performance.

Change in Constitutional Documents

For the year ended 31 December 2021, there had been no change to the Company's memorandum and articles of association.

3. 於股東大會提出議案的權利

本公司組織章程細則或經修訂開曼群島公司法並無規定允許股東於本公司召開的任何股東大會提出任何決議案。然而，本公司股東可透過上文第1段所載方式請求召開股東特別大會而提出決議案。

4. 提名人士參選董事的權利

根據本公司組織章程細則第85條，除非獲董事推薦參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上獲選舉為董事，除非由正式合資格出席大會並於會上投票的股東（並非擬參選人）簽署通知，表明建議提名該人士參選的意向，並由獲提名人士簽署通知，表明願意參選。該等通知須呈交總辦事處或過戶登記處，惟該等通知的最短通知期限為至少7日，倘該等通知於寄發有關該推薦參選的股東大會通知後呈交，則呈交該等通知的期間由寄發有關該推薦參選的股東大會通知日起計至不遲於該股東大會舉行日期前7日止。書面通知須根據上市規則第13.51(2)條規定載列個人履歷詳情。本公司股東推薦個人參選董事的程序登載於本公司網站。

投資者關係

本公司已透過多種渠道（包括（其中包括）本公司的中期報告、通告、公告及本公司的網站 www.vastiud.com 與本公司股東及投資者維持持續對話。本公司亦不時舉辦記者招待會，讓本集團執行董事及高級管理層可就本集團的業務及表現回答提問。

章程文件變動

截至2021年12月31日止年度，本公司組織章程大綱及細則並無變動。

Director's Report

董事會報告

The Board is pleased to present its report and the audited financial statements of the Company and of the Group for the year ended 31 December 2021.

Principal Activities and Analysis of Operations

The Company is an investment holding company. The principal activities of the Group are the provision of services in the planning, development and operation of large-scale industrial towns in China.

Business Review and Performance

A fair review of the business of the Group and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position as required by schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) are included in the Chairman's Statement and Management Discussion and Analysis sections from pages 6 to 9 and pages 10 to 49 of this report, respectively. The future development of the Group's business is discussed in the Chairman's Statement from pages 6 to 9 of this report. The Chairman's Statement and the Management Discussion and Analysis section form part of this Directors' Report.

Results

Results of the Group for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 91 to 92.

Dividend

The Board does not recommend the payment of a final dividend for the year ended December 31, 2021.

Annual General Meeting

It is proposed that the annual general meeting ("AGM") of the Company will be held on 22 June 2022. Notice of the AGM will be published and dispatched to the shareholders of the Company in due course, and in any event not later than 20 clear business days before the AGM.

董事會欣然提呈董事會報告以及本公司及本集團截至2021年12月31日止年度經審核財務報表。

主要業務及營運分析

本公司為投資控股公司。本集團的主要業務為向中國大型產業市鎮的規劃、發展及營運提供服務。

業務回顧及表現

本集團就香港法例第622章香港公司條例附表5所規定作出公正的業務回顧及本集團年內表現的討論及分析以及有關其業績與財務狀況的重大因素分別載列於本報告第6至9頁及第10至49頁的主席致辭及管理層討論及分析各節。本集團業務的未來發展於本報告第6至9頁的主席致辭論述。主席致辭及管理層討論及分析各節構成本董事會報告部分。

業績

本集團截至2021年12月31日止年度的業績載列於第91至92頁的綜合損益及其他全面收益表。

股息

董事會不建議派付截至2021年12月31日止年度的末期股息。

股東週年大會

本公司擬於2022年6月22日舉行股東週年大會（「股東週年大會」）。股東週年大會的通告將適時刊發及寄交本公司股東，惟無論如何不遲於股東週年大會前20個完整營業日。

Director's Report

董事會報告

Closure of Register of Members and Record Date

The register of members of the Company will be closed from 17 June 2022 to 22 June 2022, both days inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 16 June 2022.

Five Year Financial Summary

Five year financial summary of the Group is set out on page 252.

Tax Relief and Exemption

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

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

Investment Properties

Details of the movements in investment properties of the Group are set out in note 18 to the consolidated financial statements.

Borrowings and Capitalization of Interests

Details of borrowings are set out in note 31 to the consolidated financial statements. Details of the Group's capitalized interest expenses and other borrowing costs during the year under review are set out in note 9 to the consolidated financial statements.

暫停辦理股東登記手續及記錄日期

本公司將於2022年6月17日至2022年6月22日(包括首尾兩日)止期間暫停辦理股東登記手續,期間概不受理本公司股份過戶登記,以確定有權出席股東週年大會並於會上投票的股東資格。為合資格出席股東週年大會並於會上投票,所有本公司股份過戶文件連同有關股票及適當過戶表格須於2022年6月16日下午4時30分前,送達本公司的香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖,以辦理登記手續。

五年財務概要

本集團五年財務概要載列於第252頁。

稅務減免

董事並不知悉股東因持有本公司證券而享有任何稅務減免及豁免。

物業、廠房及設備

本集團物業、廠房及設備變動詳情載列於綜合財務報表附註16。

投資物業

本集團投資物業變動詳情載列於綜合財務報表附註18。

借款及利息資本化

借款詳情載列於綜合財務報表附註31。本集團於回顧年度內資本化利息開支及其他借款成本的詳情載於綜合財務報表附註9。

Director's Report

董事會報告

Convertible Bonds, Notes and Senior Notes

On 27 December 2017, the Company entered into a subscription agreement (the "2018 Subscription Agreement") with Chance Talent Management Limited (the "2018 Subscriber") and other parties, pursuant to which the 2018 Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, the three-year term 6% convertible notes in the principal amount of US\$50 million (the "2018 Convertible Bonds") and the three-year term 6% notes in the principal amount of US\$110 million (the "2018 Notes") (the "2018 Subscription"). The 2018 Convertible Bonds and the 2018 Notes were guaranteed by Mr. Wang Jianjun, Ms. Zhao Ying, Profit East Limited and certain subsidiaries of the Company.

Completion of the 2018 Subscription took place on 9 January 2018 and the 2018 Convertible Bonds and the 2018 Notes were issued to the 2018 Subscriber on the same day. Holders of the 2018 Convertible Bonds have the right at any time during the term of the 2018 Convertible Bonds requiring the Company to convert all or any part of the principal amount outstanding under the 2018 Convertible Bonds into Shares of the Company at the initial conversion price of HK\$4.75 per Share, subject to adjustments according to terms of the agreement.

On 8 January 2021, the Company (among other parties) and the 2018 Subscriber entered into a deed of amendment to extend the maturity date of the 2018 Convertible Bonds and the remaining outstanding 2018 Notes to 10 January 2022 and amend certain terms of the 2018 Subscription Agreement, the terms of the 2018 Convertible Bonds and the 2018 Notes, and other relevant transaction documents. The conversion price of the 2018 Convertible Bonds was amended to HK\$3.54 per Share, subject to adjustments according to terms of the agreement. The maturity date was further changed to 31 December 2021 pursuant to another deed of amendment signed on 4 October 2021.

On 11 December 2021, the Company (among other parties) and the 2018 Subscriber entered into a deed of amendment to extend the maturity date of the 2018 Convertible Bonds and the remaining outstanding 2018 Notes to 31 December 2022 and amend certain terms of the 2018 Subscription Agreement, the 2018 Convertible Bonds and the 2018 Notes, and other relevant transaction documents. The conversion price of the 2018 Convertible Bonds was amended to HK\$2.82 per Share, subject to adjustments according to terms of the agreement. The above amendments have taken effect on 31 December 2021. Pursuant to a guarantor accession deed, China Jinmao became an additional guarantor of the 2018 Convertible Bonds and 2018 Notes.

可轉換債券、票據與優先票據

於2017年12月27日，本公司與Chance Talent Management Limited(「2018年認購人」)及其他訂約方訂立認購協議(「2018年認購協議」)。據此，2018年認購人有條件同意認購而本公司有條件同意發行本金額為50百萬美元的三年期6%可轉換票據(「2018年可轉換債券」)及本金額為110百萬美元的三年期6%票據(「2018年票據」)(「2018年認購事項」)。2018年可轉換債券及2018年票據由王建軍先生、趙穎女士、利東有限公司及本公司若干附屬公司擔保。

2018年認購事項於2018年1月9日完成，於同日已向2018年認購人發行2018年可轉換債券及2018年票據。2018年可轉換債券持有人有權於2018年可轉換債券年期內任何時間要求本公司按初始換股價每股港幣4.75元(可根據協議條款調整)將2018年可轉換債券項下的全部或任何部分未償還本金額轉換為本公司股份。

於2021年1月8日，本公司與(其中包括)2018年認購人訂立修訂契據，以延長2018年可轉換債券及餘下未贖回的2018年票據的到期日至2022年1月10日，並修訂2018年認購協議的若干條款、2018年可轉換債券及2018年票據的條款以及其他相關交易文件。2018年可轉換債券的換股價修訂為每股港幣3.54元(可根據協議條款調整)。根據於2021年10月4日簽署的另一項修訂契據，到期日進一步更改為2021年12月31日。

於2021年12月11日，本公司與(其中包括)2018年認購人訂立修訂契據，以延長2018年可轉換債券及餘下未贖回的2018年票據的到期日至2022年12月31日，並修訂2018年認購協議、2018年可轉換債券及2018年票據的若干條款以及其他相關交易文件。2018年可轉換債券的換股價修訂為每股港幣2.82元(可根據協議條款調整)。上述修訂已於2021年12月31日生效。根據擔保人加入契據，中國金茂已成為2018年可轉換債券及2018年票據的額外擔保人。

Director's Report

董事會報告

During the year ended 31 December 2021, a total of US\$30 million of the 2018 Notes was redeemed by the Company. As of 31 December 2021 and the date of this report, the outstanding principal amount of each of the 2018 Convertible Bonds and the 2018 Notes was US\$50 million and US\$16 million, respectively.

On 28 June 2021, the Company entered into a subscription agreement (the "2021 Subscription Agreement") with China Jinmao and other parties, pursuant to which China Jinmao has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, the three-year term 6% convertible bonds in the principal amount of US\$123,275,892 (the "2021 Convertible Bonds") (the "2021 Subscription"). The 2021 Convertible Bonds were guaranteed by certain subsidiaries of the Company.

Completion of the 2021 Subscription took place on 16 July 2021 and the 2021 Convertible Bonds were issued to China Jinmao on the same day. Holders of the 2021 Convertible Bonds have the right at any time during the conversion period of the 2021 Convertible Bonds requiring the Company to convert all or a portion of the principal amount outstanding under the 2021 Convertible Bonds into Shares of the Company at the initial conversion price of HK\$3.05 per Share, subject to adjustments according to terms of the agreement.

On 28 June 2019, the Company issued the 13% senior notes due 2021 with a principal amount of US\$180 million (the "2019 Senior Notes"). The Senior Notes are listed and traded on the Singapore Stock Exchange. Details of issuance of the 2019 Senior Notes are set out in the Company's announcements dated 25 June 2019 and 26 June 2019. The net proceeds after deducting the estimated expenses payable by the Group in connection with the issuance of the 2019 Senior Notes amounted to approximately US\$175.4 million. During the year ended 31 December 2021, the Company repaid all of the 2019 Senior Notes of US\$180 million.

Details of the Group's convertible bonds, notes and senior notes are set out in note 32 to the consolidated financial statements.

於截至2021年12月31日止年度，本公司贖回的2018年票據總額為30百萬美元。於2021年12月31日及本報告日期，2018年可轉換債券及2018年票據的未償還本金額分別為50百萬美元及16百萬美元。

於2021年6月28日，本公司與中國金茂及其他訂約方訂立認購協議（「2021年認購協議」），據此，中國金茂有條件同意認購而本公司有條件同意發行本金額為123,275,892美元的三年期6%可轉換債券（「2021年可轉換債券」）（「2021年認購事項」）。2021年可轉換債券由本公司若干附屬公司擔保。

2021年認購事項於2021年7月16日完成，於同日已向中國金茂發行2021年可轉換債券。2021年可轉換債券持有人有權於2021年可轉換債券轉換期內任何時間要求本公司按初始換股價每股股份港幣3.05元（可根據協議條款調整）將2021年可轉換債券項下的全部或部分未償還本金額轉換為本公司股份。

於2019年6月28日，本公司發行於2021年到期本金額為180百萬美元的13%優先票據（「2019年優先票據」）。優先票據於新加坡交易所上市及買賣。有關發行2019年優先票據的詳情載於本公司日期為2019年6月25日及2019年6月26日的公告。於扣除本集團有關發行2019年優先票據的估計應付開支後，所得款項淨額約為175.4百萬美元。於截至2021年12月31日止年度，本公司已悉數償還180百萬美元的2019年優先票據。

本集團可轉換債券、票據與優先票據詳情載於綜合財務報表附註32。

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Share Capital

Movements in the share capital of the Company during the year under review and as at 31 December 2021 are set out in note 35 to the consolidated financial statements.

Share Premium and Reserves

Movements in the share premium and reserves of the Group and the Company during the year under review are set out on page 95 in the consolidated statement of changes in equity and in note 36 to the consolidated financial statements.

Distributable Reserves

The Company's total distributable reserves as at 31 December 2021 amounted to RMB46.2 million.

Contingent Liabilities

The Group provided guarantees to banks and non-bank financial institutions which granted mortgage loans to certain purchasers of the Group's properties. As at 31 December 2021, such mortgage loan guarantees amounted to RMB330.2 million compared to RMB728.0 million as at 31 December 2020. Such guarantees would be released upon the earlier of: (i) the transfer of the relevant building ownership certificates to the purchasers; or (ii) the satisfaction of obligations under the mortgage loans by the purchasers.

Pledge of Assets

Certain assets of the Group have been pledged to the banks, trust fund companies and other financial institutions to secure certain loans and banking facilities granted to the Group. For details, please refer to note 31 to the consolidated financial statements in this report.

Significant Investments, Acquisitions and Disposals

During the year ended 31 December 2021, the Group has disposed of its entire equity interest in a subsidiary to an independent third party for a total consideration of RMB94.1 million. The Group recognised a gain of RMB4.8 million on such disposal in the profit or loss. In addition, during the year ended 31 December 2021, the Group has disposed of its entire equity held in an associate at a total consideration of RMB38.2 million. The Group recognised a gain of RMB18.2 million on such disposal in profit or loss.

These transactions did not constitute a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules as none of the applicable percentage ratios reached 5% or more at the time of the entering into of such disposal agreement.

Save as disclosed above, the Group did not make any material acquisition or disposal of subsidiaries and associated companies and significant investments during the year ended 31 December 2021.

股本

本公司於回顧年度內及於2021年12月31日的股本變動載列於綜合財務報表附註35。

股份溢價及儲備

本集團及本公司於回顧年度內的股份溢價及儲備變動載列於第95頁綜合權益變動表及綜合財務報表附註36。

可供分派儲備

於2021年12月31日本公司可供分派儲備總額為人民幣46.2百萬元。

或有負債

本集團就銀行及非銀行金融機構授予本集團若干物業買家的按揭貸款，向該等銀行及非銀行金融機構作出擔保。於2021年12月31日，該等按揭貸款擔保為人民幣330.2百萬元，而2020年12月31日則為人民幣728.0百萬元。該等擔保會於下列各項中較早發生時間解除：(i)向買家轉讓相關房屋所有權證時；或(ii)買家履行按揭貸款項下的責任時。

資產質押

本集團若干資產已質押予銀行、信託基金公司及其他金融機構，作為本集團獲授的若干貸款及銀行融資的抵押。有關詳情請參閱本報告的綜合財務報表附註31。

重大投資、收購及出售

於截至2021年12月31日止年度，本集團向一名獨立第三方出售於一間附屬公司的全部股權，總代價為人民幣94.1百萬元。本集團已於損益中確認該出售的收益人民幣4.8百萬元。此外，於截至2021年12月31日止年度，本集團出售於一間聯營公司持有的全部股權，總代價為人民幣38.2百萬元。本集團已於損益中確認該出售的收益人民幣18.2百萬元。

由於訂立有關出售協議之時的適用百分比率全部低於5%，故根據上市規則第14章，該等交易並未構成本公司之須予披露交易。

除上文披露者外，截至2021年12月31日止年度，本集團並無進行附屬公司及聯營公司的任何重大收購或出售事項，亦無作出重大投資。

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Major Suppliers and Customers

During the year ended 31 December 2021, the percentages of purchases from the Group's largest supplier and the five largest suppliers were 17.0% and 61.9%, respectively. The percentages of sales attributable to the Group's largest customer and the five largest customers were 46.8% and 68.3%, respectively.

Save for the fee income recognized from sales of land in Longhe Park by the local government to a wholly-owned subsidiary of China Jinmao, as far as the Directors are aware, none of the Directors, their close associates, nor the substantial shareholders had any interest in the five largest customers and suppliers of the Group.

Donations

Charitable donations made by the Group during the year amounted to approximately RMB1,097,000 (2020: RMB5,213,000).

Key Relationships with Employees, Customers and Suppliers

The Group recognises that employees are one of the significant assets of the Group. The Group aims to continue establishing a caring environment to employees and emphasise the personal development of its employees. The Group maintains a good relationship with our customers and suppliers. The Group aims to continue providing quality products and services to our customers and establishing co-operation strategy with our suppliers.

Remuneration Policy and Retirement Benefits of the Group

As at 31 December 2021, the Group had a total of 744 employees (31 December 2020: 838 employees). The Group provides employees with competitive remuneration and benefits, and the remuneration policy will be reviewed on a regular basis based on the performance and contribution of the employees and the industry remuneration level. In addition, the Group also provides various training courses to enhance the employees' skills and capabilities in all aspects.

Details of the Group's retirement benefit plans are set out in note 42 to the consolidated financial statements.

Share Option Scheme

The Company adopted a share option scheme (the "Scheme") pursuant to a resolution passed on 21 July 2015 which will be valid for 10 years from the adoption date for the primary purpose of providing incentives to Directors and eligible employees as incentives or rewards for their contribution or potential contribution to the development and the growth of the Group.

主要供應商及客戶

截至2021年12月31日止年度，本集團於其最大供應商及五大供應商的採購額百分比分別為17.0%及61.9%。本集團最大客戶及五大客戶所佔銷售額百分比分別為46.8%及68.3%。

除地方政府向中國金茂的全資附屬公司出讓龍河高新區土地所確認的費用收入外，就董事所知，概無董事、彼等的緊密聯繫人士或主要股東於本集團五大客戶及供應商中擁有任何權益。

捐款

本集團於年內的慈善捐款約為人民幣1,097,000元（2020年：人民幣5,213,000元）。

與僱員、客戶及供應商的主要關係

本集團深明僱員是本集團的重要資產之一。本集團以繼續為僱員建立關愛環境為目標，並強調僱員的個人發展。本集團與客戶及供應商保持良好關係。本集團的目標是繼續向客戶提供優質的產品及服務以及與供應商建立合作戰略。

本集團薪酬政策及退休福利

於2021年12月31日，本集團共有744名僱員（2020年12月31日：838名僱員）。本集團為僱員提供具競爭力的薪酬及福利，並會按照僱員表現及貢獻以及行業薪酬水平定期檢討薪酬政策。此外，本集團亦提供不同培訓課程，藉以提升僱員各方面的技能及能力。

本集團的退休福利計劃詳情載列於綜合財務報表附註42。

股份期權計劃

本公司出於激勵董事以及合資格員工的主要目的，根據在2015年7月21日通過的一項決議案採納了股份期權計劃（「該計劃」）（將於採納日期起十年內生效），作為彼等對本集團的發展及增長所作出或可能作出的貢獻的激勵或獎賞。

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Under the Scheme, the Company may grant to eligible employees including Directors, employees, consultants, business partners or advisers, to subscribe for shares in the Company. Under the rules of the Scheme, the Board has discretion to set a minimum period for which a share option has to be held before it can be exercised. Such discretion allows the Board to provide incentives to grantees to remain employed with the Group during the minimum period and thereby enabling the Group to benefit from the continued services of such grantees during such period. This discretion, coupled with the power of the Board to impose any performance target as it considers appropriate before any share option can be exercised, enables the Group to incentivise the grantees. Subject to the Listing Rules, the Board also has discretion in determining the subscription price in respect of any share option.

The total number of shares that may fall to be allotted and issued under the Scheme after the resolution regarding the adoption of the Scheme is passed on 21 July 2015 were 163,764,100 shares, representing 10% of the total number of shares in issue at the date on which the Scheme as adopted.

The maximum number of shares issued and to be issued upon the exercise of the share options granted under the Share Option Scheme and any other share option schemes of the Company to any participants (including cancelled, exercised and outstanding share options), in any 12-month period up to the date of grant shall not exceed 1% of the number of shares in issue, unless (i) a circular is despatched to the shareholders; (ii) the shareholders approve the grant of the share options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant participant and his close associates (or his associates if the participant is a connected person) shall abstain from voting. The number and terms (including the subscription price) of share options to be granted to such participant(s) must be fixed before shareholders' approval.

On 28 July 2015, 90,750,000 share options to subscribe for up to a total of 90,750,000 ordinary shares of HK\$0.01 each of the Company were granted to certain individuals under the Scheme. For details, please refer to the announcement of the Company dated 28 July 2015.

As at 31 December 2021, the number of shares in respect of which options remained outstanding under the Scheme was 39,750,000, and the remaining life of the scheme is approximately 3 years and 7 months.

根據該計劃，本公司可向符合條件的員工，包括董事、僱員、諮詢人、業務夥伴或顧問授出，供其認購本公司股份。根據該計劃的規則，董事會可酌情設定股份期權可予行使前須持有的最低期限。此酌情權容許董事會獎勵承授人，使彼等於最低期限內繼續受僱於本集團，從而令本集團於有關期限可繼續從該等承授人的服務獲益。該酌情權，配合董事會可訂立任何其認為於股份期權可予行使前屬適當的表現目標的權力，使本集團可獎勵承授人。受上市規則所限，董事會亦可酌情釐定任何股份期權的認購價。

待有關採納該計劃的決議案於2015年7月21日獲通過後，根據該計劃可能須予配發及發行的股份總數為163,764,100股，佔該計劃採納日期已發行股份總數10%。

於截至授出當日止任何12個月期間，根據股份期權計劃及本公司任何其他股份期權計劃授予任何參與人士的股份期權（包括已註銷、已行使及尚未行使的股份期權）獲行使後已發行及將予發行的股份數目上限不得超過已發行股份數目的1%，除非(i)向股東寄發函函；(ii)股東批准授予超出本段所述的1%上限的股份期權；及(iii)相關參與人士及其緊密聯繫人士（或倘參與人士為關連人士，則指其聯繫人士）須放棄投票。將向有關參與人士授出的股份期權數目及條款（包括認購價）須於股東批准前釐定。

於2015年7月28日，90,750,000份股份期權根據該計劃授予若干人士，該等期權可最多認購本公司合共90,750,000股每股面值港幣0.01元的普通股。詳情請參閱本公司日期為2015年7月28日的公告。

於2021年12月31日，該計劃項下與尚未行使的期權有關的股份數目為39,750,000股股份，而該計劃的餘下有效期約為3年零7個月。

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The following share options were outstanding under the Scheme during the year: 以下股份期權於年內在該計劃下尚未行使：

Name or category of participant 參與者的姓名或類別	Number of share options 股份期權數目				Date of grant of share options 股份期權授出日期	Exercise price of share options 股份期權行使價 HK\$ 港幣	Exercise period of share option 股份期權行使期	Price of Company's shares 本公司股份的價格	
	At 1 January 2021 於2021年1月1日	Granted during the year 於年內授出	Lapsed during the year 於年內失效	At 31 December 2021 於2021年12月31日				At grant date 於授出日期	At exercise date 於行使日期
								HK\$ 港幣	HK\$ 港幣
Executive directors									
執行董事									
Yang Yun 楊允	4,500,000	-	-	4,500,000	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
Wang Yagang 王亞剛	4,500,000	-	-	4,500,000	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
Huang Peikun (resigned with effect from 19 July 2021) 黃培坤(於2021年7月19日辭任)	4,500,000	-	(4,500,000)	-	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
	13,500,000	-	(4,500,000)	9,000,000					
Other employees and those who have contributed or may contribute to the Group									
其他僱員及曾經或可能對本集團作出貢獻的人士									
	37,200,000	-	(6,450,000)	30,750,000	28-Jul-2015 2015年7月28日	3.02	Note 1 附註1	2.80	N/A 不適用
	50,700,000	-	(10,950,000)	39,750,000					

Note 1: One-third of which are exercisable during the periods from 28 July 2016 to 31 July 2022, from 28 July 2017 to 31 July 2022 and from 28 July 2019 to 31 July 2022, respectively.

附註1：三分之一股份期權須於2016年7月28日至2022年7月31日期間行使，另外三分之一股份期權須於2017年7月28日至2022年7月31日期間行使，餘下三分之一股份期權須於2019年7月28日至2022年7月31日期間行使。

Details of the Group's Share Option Scheme are set out in note 43 to the consolidated financial statements.

本集團股份期權計劃的詳情載於綜合財務報表附註43。

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董事會報告

Purchase, Sale or Redemption of the Company's Listed Securities

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

Directors

The directors of the Company during the year ended 31 December 2021 and up to the date of this report were:

Directors	Position
Song Liuyi	Non-executive Director (appointed with effect from 19 July 2021)
Wang Jianjun	Executive Director
Zhao Lei	Executive Director (appointed with effect from 19 July 2021)
Yang Yun	Executive Director
Wang Yagang	Executive Director
Huang Peikun	Executive Director (resigned with effect from 19 July 2021)
Wang Wei	Executive Director
Zhao Ying	Non-executive Director (resigned with effect from 19 July 2021)
Wong Wing Kuen, Albert	Independent Non-executive Director
Hsieh Yafang	Independent Non-executive Director
Wang Yijiang	Independent Non-executive Director

All Directors are appointed for a specific term of three years which may be extended as each and the Company may agree, subject to retirement by rotation and re-election at the AGM in accordance with the articles of association of the Company. Article 84 of the articles of association of the Company provides that at each AGM, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Directors' Service Contracts

None of the Directors who are proposed for re-election at the forthcoming AGM has a service contract with any member of the Group which is not determinable by the Group within one year without the payment of compensation other than statutory compensation.

Directors' Interests in Significant Contracts

Save as disclosed in note 46 to the consolidated financial statements, no contract of significance in relation to the Group's business to which the Company, any of its subsidiaries or its fellow subsidiaries was a party and in which any Director or Controlling Shareholder of the Company had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year under review.

購買、出售或贖回本公司上市證券

年內，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

董事

截至2021年12月31日止年度及直至本報告日期止，本公司的董事如下：

董事	職務
宋鏐毅	非執行董事(於2021年7月19日獲委任)
王建軍	執行董事
趙磊	執行董事(於2021年7月19日獲委任)
楊允	執行董事
王亞剛	執行董事
黃培坤	執行董事(於2021年7月19日辭任)
王薇	執行董事
趙穎	非執行董事(於2021年7月19日辭任)
王永權	獨立非執行董事
謝亞芳	獨立非執行董事
王一江	獨立非執行董事

所有董事按三年(可根據其各自與本公司可能協定而延長)的固定任期獲委任，並根據本公司組織章程細則於股東週年大會上輪值退任及膺選連任。本公司組織章程細則第84條規定，於每屆股東週年大會上，當時為數三分之一的董事(或倘彼等人數並非三的倍數，則為最接近三分之一的人數)均須輪值退任，惟各董事(包括獲委任特定任期的人數)須至少每三年輪值退任一次。

董事服務合約

擬於應屆股東週年大會上膺選連任的董事，概無與本集團任何成員公司訂立不可於一年內由本集團終止而毋須作出賠償(法定賠償除外)的服務合約。

董事於重大合約的權益

除綜合財務報表附註46披露者外，本公司、其任何附屬公司或其同系附屬公司概無訂立本公司董事或控股股東直接或間接擁有重大利益且與本集團業務有關而於本財政年度終結日或本回顧財政年度內任何時間仍屬有效的重大合約。

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董事會報告

Directors' Rights to Purchase Shares or Debentures

Save as disclosed in this report, at no time during the year under review, was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18, were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

Disclosure of Interests Directors

As at 31 December 2021, the interest or short positions of the Directors or the chief executive of the Company in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix 10 to the Listing Rules, were as follows:

Long positions in the shares and underlying shares of the Company:

Name of Director	Nature of interest	Number of shares held	Number of underlying shares held under equity derivatives	Approximate percentage of shareholding
董事姓名	權益性質	所持股份數目	根據股本衍生工具持有的相關股份數目	佔股權概約百分比
Mr. Wang Jianjun (Note 1) 王建軍先生(附註1)	Interest of spouse 配偶權益	727,845,654	–	44.08%
Mr. Yang Yun 楊允先生	Beneficial owner 實益擁有人	–	4,500,000	0.27%
Mr. Wang Yagang 王亞剛先生	Beneficial owner 實益擁有人	–	4,500,000	0.27%

Note:

(1) Mr. Wang Jianjun, the spouse of Ms. Zhao Ying, is deemed to be interested in all the shares in which Ms. Zhao Ying is interested. Ms. Zhao Ying is the sole shareholder of Profit East Limited and is deemed to be interested in the 723,092,654 shares held by Profit East Limited. In addition, Tai Shing International Investment Company Limited ("Tai Shing") is interested in 4,753,000 shares of the Company. Tai Shing is wholly-owned by Lily Charm Holding Limited, which is wholly owned by TMF (Cayman) Ltd. on trust for The Hope Trust. Ms. Zhao Ying, as the sole settlor and sole member of The Hope Trust's protective committee, established The Hope Trust, which is an irrevocable discretionary trust with TMF (Cayman) Ltd. as the trustee for the benefit of Ms. Zhao Ying and her issue. As such, Ms. Zhao Ying is also deemed to be interested in the shares held by Tai Shing.

董事購買股份或債券的權利

除本報告披露者外，本公司或其任何附屬公司於回顧年度內任何時間概無訂立任何安排，使本公司董事可藉收購本公司或任何其他法人團體的股份或債券而獲益，而各董事或彼等任何配偶或18歲以下子女概無獲賦予任何可認購本公司或任何其他法人團體股本或債務證券的權利，彼等亦概無行使任何該等權利。

權益披露 董事

於2021年12月31日，本公司董事或主要行政人員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)的股份或相關股份中擁有根據證券及期貨條例第352條本公司須存置的登記冊所記錄，或根據上市規則附錄10所載標準守則須另行知會本公司及聯交所的權益或淡倉如下：

於本公司股份及相關股份的好倉：

Number of underlying shares held under equity derivatives	Approximate percentage of shareholding
根據股本衍生工具持有的相關股份數目	佔股權概約百分比

附註：

(1) 趙穎女士之配偶王建軍先生被視為於趙穎女士擁有權益的全部股份中擁有權益。趙穎女士為利東有限公司的唯一股東，被視為於利東有限公司持有的723,092,654股股份中擁有權益。此外，泰盛國際投資有限公司(「泰盛」)於本公司4,753,000股股份中擁有權益。泰盛由Lily Charm Holding Limited全資擁有，而TMF (Cayman) Ltd.作為The Hope Trust的受託人全資擁有Lily Charm Holding Limited。The Hope Trust由趙穎女士(作為唯一委託人及The Hope Trust保護委員會的唯一成員)成立。The Hope Trust以趙穎女士與其子女為受益人，為由TMF (Cayman) Ltd.擔任受託人的不可撤銷全權信託。因此，趙穎女士亦被視為於泰盛持有的股份中擁有權益。

Director's Report

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Saved as disclosed above and in the sub-section headed "Share Option Scheme" above, so far as the Directors are aware, none of the Directors or chief executives had registered an interest or short position in any shares or underlying shares of the Company that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified.

Substantial Shareholders

As at 31 December 2021, the interests of relevant persons (other than a Director or chief executive of the Company) who had interests or short positions in the Shares or the underlying shares, as recorded in the register required to be kept under Section 336 of SFO, were as follows:

Long positions in the shares and underlying shares of the Company:

Name of shareholder 股東名稱／姓名	Nature of interest 權益性質	Number of securities held 所持證券數目	Approximate percentage of shareholding 佔股權 概約百分比
Ms. Zhao Ying 趙穎女士	Interest in a controlled corporation 受控制法團權益	727,845,654	44.08%
Profit East Limited 利東有限公司	Beneficial Owner 實益擁有人	723,092,654	43.79%
Sinochem Group Co., Ltd. (Note 1) 中國中化集團有限公司(附註1)	Interest in a controlled corporation 受控制法團權益	807,455,135	48.90%
Sinochem Corporation (Note 1) 中國中化股份有限公司(附註1)	Interest in a controlled corporation 受控制法團權益	807,455,135	48.90%
Sinochem Hong Kong (Group) Company Limited (Note 1) 中化香港(集團)有限公司(附註1)	Interest in a controlled corporation 受控制法團權益	807,455,135	48.90%
China Jinmao Holdings Group Limited (Note 1) 中國金茂控股集團有限公司(附註1)	Beneficial owner 實益擁有人	807,455,135	48.90%
Central Huijin Investment Ltd. (Note 2) 中央匯金投資有限責任公司(附註2)	Interest in a controlled corporation 受控制法團權益	148,590,873	9.00%
China Construction Bank Corporation (Note 2) 中國建設銀行股份有限公司(附註2)	Interest in a controlled corporation 受控制法團權益	148,590,873	9.00%
CCB International Group Holdings Limited (Note 2) 建行國際集團控股有限公司(附註2)	Interest in a controlled corporation 受控制法團權益	148,590,873	9.00%
CCB Financial Holdings Limited (Note 2) 建行金融控股有限公司(附註2)	Interest in a controlled corporation 受控制法團權益	148,590,873	9.00%
CCB International (Holdings) Limited (Note 2) 建銀國際(控股)有限公司(附註2)	Interest in a controlled corporation 受控制法團權益	148,590,873	9.00%
CCBI Investments Limited (Note 2) 建銀國際投資有限公司*(附註2)	Interest in a controlled corporation 受控制法團權益	148,590,873	9.00%
Chance Talent Management Limited (Note 2) Chance Talent Management Limited(附註2)	Beneficial owner 實益擁有人	148,590,873	9.00%

除上文及上文「股份期權計劃」分節披露者外，據董事所知，概無董事或主要行政人員在本公司任何股份或相關股份中登記任何根據證券及期貨條例第352條須予記錄或須另行知會的權益或淡倉。

主要股東

於2021年12月31日，於股份或相關股份中擁有根據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉的相關人士(董事或本公司主要行政人員除外)的權益如下：

於本公司股份及相關股份的好倉：

Director's Report

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Name of shareholder	Nature of interest	Number of securities held	Approximate percentage of shareholding
股東名稱／姓名	權益性質	所持證券數目	佔股權概約百分比
Mr. Wang Wei (Note 3) 王衛先生(附註3)	Interest in a controlled Corporation 受控制法團權益	98,856,336	5.99%
Shenzhen Mingde Holding Development Co., Ltd. (Note 3) 深圳明德控股發展有限公司(附註3)	Interest in a controlled Corporation 受控制法團權益	98,856,336	5.99%
S.F. Holding Co., Ltd. (Note 3) 順豐控股股份有限公司(附註3)	Interest in a controlled Corporation 受控制法團權益	98,856,336	5.99%
Shenzhen S.F. Taisen Holding (Group) Co., Ltd. (Note 3) 深圳順豐泰森控股(集團)有限公司(附註3)	Interest in a controlled Corporation 受控制法團權益	98,856,336	5.99%
SF Holding Limited (Note 3) 順豐控股有限公司*(附註3)	Interest in a controlled Corporation 受控制法團權益	98,856,336	5.99%
Celestial Ocean Investments Limited (Note 3) 天海投資有限公司(附註3)	Beneficial Owner 實益擁有人	98,856,336	5.99%

* For identification only

* 僅供識別

Notes:

附註：

(1) China Jinmao Holdings Group Limited, the subscriber of the 2021 Convertible Bonds, directly held 493,720,010 shares in the Company as at 31 December 2021. In addition, it was interested in 313,735,125 shares (subject to adjustments) which may be issued upon full conversion of the 2021 Convertible Bonds, pursuant to the subscription agreement dated 28 June 2021 entered into by and between, among others, the Company and China Jinmao Holdings Group Limited. China Jinmao Holdings Group Limited was owned as to 49.37% by Sinochem Hong Kong (Group) Company Limited. Sinochem Hong Kong (Group) Company Limited was directly wholly-owned by Sinochem Corporation, which was, in turn, owned as to 98% by Sinochem Group Co., Ltd. Therefore, each of Sinochem Hong Kong (Group) Company Limited, Sinochem Corporation and Sinochem Group Co., Ltd. was deemed to be interested in the 807,455,135 shares in which China Jinmao Holdings Group Limited was interested.

(1) 於2021年12月31日，中國金茂控股集團有限公司(2021年可轉換債券的認購人)於本公司直接持有493,720,010股股份。此外，根據由(其中包括)本公司與中國金茂控股集團有限公司所訂立日期為2021年6月28日的認購協議，其於2021年可轉換債券獲悉數轉換後可能發行的313,735,125股股份(可予調整)中擁有權益。中國金茂控股集團有限公司由中化香港(集團)有限公司擁有49.37%。中化香港(集團)有限公司由中國中化股份有限公司直接全資擁有，而中國中化股份有限公司則由中國中化集團有限公司擁有98%。因此，中化香港(集團)有限公司、中國中化股份有限公司及中國中化集團有限公司各自被視為於中國金茂控股集團有限公司擁有權益的807,455,135股股份中擁有權益。

(2) Chance Talent Management Limited, the subscriber of the 2018 Convertible Bonds, was directly interested in 148,590,873 shares of the Company as at 31 December 2021 (the number of shares involved will be affected by the conversion price of the 2018 Convertible Bonds which is subject to adjustments according to terms of the agreement). Chance Talent Management Limited was directly wholly-owned by CCB Investments Limited, which was, in turn, directly wholly-owned by CCB International (Holdings) Limited. CCB International (Holdings) Limited was directly wholly-owned by CCB Financial Holdings Limited, which was, in turn, directly wholly-owned by CCB International Group Holdings Limited. CCB International Group Holdings Limited was directly wholly-owned by China Construction Bank Corporation, which was owned as to 57.11% by Central Huijin Investment Ltd. Therefore, each of CCB Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited, CCB International Group Holdings Limited, China Construction Bank Corporation and Central Huijin Investment Ltd. was deemed to be interested in the 148,590,873 shares in which Chance Talent Management Limited was interested.

(2) 於2021年12月31日，Chance Talent Management Limited(2018年可轉換債券的認購人)於本公司148,590,873股股份中擁有直接權益(股份數目會受2018年可轉換債券的換股價影響，而換股價會按協議條款調整)。Chance Talent Management Limited由建銀國際投資有限公司直接全資擁有，而建銀國際投資有限公司則由建銀國際(控股)有限公司直接全資擁有。建銀國際(控股)有限公司由建行金融控股有限公司直接全資擁有，而建行金融控股有限公司則由建行國際集團控股有限公司直接全資擁有。建行國際集團控股有限公司由中國建設銀行股份有限公司直接全資擁有，而中國建設銀行股份有限公司由中央匯金投資有限責任公司擁有57.11%。因此，建銀國際投資有限公司、建銀國際(控股)有限公司、建行金融控股有限公司、建行國際集團控股有限公司、中國建設銀行股份有限公司及中央匯金投資有限責任公司各自被視為於Chance Talent Management Limited擁有權益的148,590,873股股份中擁有權益。

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(3) Celestial Ocean Investments Limited was directly interested in 98,856,336 shares of the Company as at 31 December 2021. Celestial Ocean Investments Limited was directly wholly-owned by SF Holding Limited, which was, in turn, directly wholly-owned by Shenzhen S.F. Taisen Holding (Group) Co., Ltd. Shenzhen S.F. Taisen Holding (Group) Co., Ltd. was directly wholly-owned by S.F. Holding Co., Ltd., which was, in turn, owned as to 59.3% by Shenzhen Mingde Holding Development Co., Ltd.. Shenzhen Mingde Holding Development Co., Ltd. was owned as to 99.9% by Mr. Wang Wei. Therefore, each of SF Holding Limited, Shenzhen S.F. Taisen Holding (Group) Co., Ltd., S.F. Holding Co., Ltd., Shenzhen Mingde Holding Development Co., Ltd. and Mr. Wang Wei was deemed to be interested in the 98,856,336 shares in which Celestial Ocean Investments Limited was interested.

Saved as disclosed above, so far as the directors are aware, no other persons had registered an interest or short position in any shares or underlying shares of the Company that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified.

Competing Interests

During the year ended 31 December 2021, none of the Directors is considered to have an interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

Ms. Zhao Ying and Profit East Limited, the controlling shareholders of the Company (the "Controlling Shareholders"), have entered into a deed of non-competition in favour of the Company on 6 August 2014 (the "Deed of Non-competition"). Details of the Deed of Non-Competition have been set out in the prospectus of the Company dated 13 August 2014. There has been no change to the terms of the Deed of Non-competition for the year ended 31 December 2021.

During the reporting period, no written notice of any New Opportunity (as defined in the Deed of Non-competition) had been received by the Company. The Company has received confirmations on compliance with their undertakings under the Deed of Non-Competition from the Controlling Shareholders for the year ended 31 December 2021 (the "Confirmation"). Upon receiving the Confirmation, the independent non-executive directors of the Company have reviewed the same as part of the annual review process. In view of the above, the independent non-executive directors have confirmed that, as far as they can ascertain, there is no breach by any of the Controlling Shareholders of the non-competition undertakings in the Deed of Non-competition given by them.

(3) 於2021年12月31日，天海投資有限公司於本公司98,856,336股股份中擁有直接權益。天海投資有限公司由順豐控股有限公司直接全資擁有，而順豐控股有限公司則由深圳順豐泰森控股(集團)有限公司直接全資擁有。深圳順豐泰森控股(集團)有限公司由順豐控股股份有限公司直接全資擁有，而順豐控股股份有限公司由深圳明德控股發展有限公司擁有59.3%。深圳明德控股發展有限公司由王衛先生擁有99.9%。因此，順豐控股有限公司、深圳順豐泰森控股(集團)有限公司、順豐控股股份有限公司、深圳明德控股發展有限公司及王衛先生各自被視為於天海投資有限公司擁有權益的98,856,336股股份中擁有權益。

除上文披露者外，據董事所知，概無其他人士在本公司任何股份或相關股份中登記任何根據證券及期貨條例第352條須予記錄或須予另行知會的權益或淡倉。

競爭性權益

於截至2021年12月31日止年度，概無董事被視為於任何與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有權益。

於2014年8月6日，本公司控股股東趙穎女士及利東有限公司(「控股股東」)訂立一項以本公司為受益人的不競爭契約(「不競爭契約」)。不競爭契約詳情載於本公司日期為2014年8月13日的招股章程內。截至2021年12月31日止年度，不競爭契約條款概無任何變動。

於報告期間，本公司未接獲任何新機會(定義見不競爭契約)的書面通知。截至2021年12月31日止年度，本公司已接獲控股股東根據其於不競爭契約內的承諾發出的確認函(「確認函」)。本公司獨立非執行董事已於接獲確認函後檢討相同事宜作為年度檢討程序的一部分。有鑒於此，獨立非執行董事確認，就其所知，概無任何控股股東違反其於不競爭契約內的不競爭承諾。

Director's Report

董事會報告

Loan Agreements with Covenants relating to Specific Performance of the Controlling Shareholders

Pursuant to the terms of the 2018 Convertible Bonds and the 2018 Notes, the Controlling Shareholders have covenanted to, until all obligations under the 2018 Convertible Bonds or the 2018 Notes have been performed and discharged in full by the Company and the guarantors, maintain an aggregate beneficial ownership (directly or indirectly) of not less than (a) 51% of the entire issued capital of the Company at all times on or prior to the date on which all liabilities of the Company under the three-year term convertible bonds in the principal amount of US\$50,000,000 and the three-year term notes in the principal amount of US\$50,000,000 issued by the Company on 23 December 2015 have been unconditionally and irrevocably discharged in full; and (b) 34% of the entire issued capital of the Company at all times after the above-mentioned date. A breach of any of such covenant may constitute an event of default pursuant to the terms of the 2018 Convertible Bonds and the 2018 Notes.

Pursuant to the terms of the 2021 Convertible Bonds, the Controlling Shareholders shall, until all obligations under the 2021 Convertible Bonds have been performed and other than as a result of transfer of shares or issuance of shares to the holder of the 2021 Convertible Bonds upon conversion of the 2021 Convertible Bonds, (i) remain as the single largest shareholder of the Company and (ii) maintain its/her control over the Company. A breach of such covenant may constitute an event of default under the 2021 Convertible Bonds.

The above requirements as to the maintenance of control result in the disclosure obligation under Rule 13.18 of the Listing Rules.

Connected Transactions and Related Party Transactions

On 4 January 2021, Profit East Limited provided an unsecured loan of US\$4,500,000 to the Company at an interest rate of 12% per annum for a term of six months. As the loan was unsecured and conducted on normal commercial terms or better to the Group, the loan was fully exempt pursuant to Rule 14A.90 of the Listing Rules. The loan was fully repaid during the year ended 31 December 2021.

On 16 June 2021, Profit East Limited provided another unsecured loan of US\$95,000,000 to the Company at an interest rate of 12% per annum for a term of six months. The maturity date of the loan was subsequently extended to 10 December 2022. As the loan is unsecured and conducted on normal commercial terms or better to the Group, the loan is fully exempt pursuant to Rule 14A.90 of the Listing Rules.

約定關於控股股東特定履約責任的限定條款的融資協議

根據2018年可轉換債券及2018年票據的條款，股東已承諾於本公司及擔保人已履行2018年可轉換債券或2018年票據項下的所有責任並全部獲解除之前，彼等仍會於不少於合共以下百分比的本公司全部已發行股本中維持實益擁有權(直接或間接)(a)於本公司於2015年12月23日發行的本金額為50,000,000美元的三年期可轉換債券及本金額為50,000,000美元的三年期票據項下的全部負債無條件且不可撤銷全部獲解除的當日或之前的任何時間，本公司全部已發行股本中51%；及(b)於上述日期後任何時間，本公司全部已發行股本中34%。根據2018年可轉換債券及2018年票據的條款，違反任何有關契諾可構成違約事項。

根據2021年可轉換債券的條款，在2021年可轉換債券項下的所有責任獲履行前及在不包括2021年可轉換債券轉換後向2021年可轉換債券持有人轉讓股份或發行股份所導致的情況下，控股股東將(i)仍為本公司的單一最大股東並(ii)維持對本公司的控制權。違反有關契諾可能構成2021年可轉換債券項下的違約事項。

上述有關維持控制權的要求構成上市規則第13.18條中的披露責任。

關連交易及關聯方交易

於2021年1月4日，利東有限公司向本公司提供一筆4,500,000美元的無抵押貸款，按年利率12%計息，期限為六個月。由於該貸款為無抵押，且按正常商業條款或對本集團而言更優的條款訂立，故此該貸款全面獲豁免遵守上市規則第14A.90條。該貸款已於截至2021年12月31日止年度悉數償還。

於2021年6月16日，利東有限公司向本公司提供另一筆95,000,000美元的無抵押貸款，按年利率12%計息，期限為六個月。該貸款的到期日隨後已延期至2022年12月10日。由於該貸款為無抵押，且按正常商業條款或對本集團而言更優的條款訂立，故此該貸款全面獲豁免遵守上市規則第14A.90條。

Director's Report

董事會報告

On 2 July 2021, China Wan Tong Yuan (Holdings) Limited, which was owned as to 70% by Tai Shing, provided an unsecured loan of RMB100,000,000 to the Company at an interest rate of 12% per annum for a term of twelve months. The loan is guaranteed by Profit East Limited. As the loan is unsecured and conducted on normal commercial terms or better to the Group, the loan is fully exempt pursuant to Rule 14A.90 of the Listing Rules.

On 28 June 2019, Mr. Huang Peikun, Ms. Wang Wei and Profit East Limited have each purchased the 2019 Senior Notes. The subscription price of the 2019 Senior Notes payable by Mr. Huang Peikun, Ms. Wang Wei and Profit East Limited was 100% of the principal amount of the 2019 Senior Notes respectively purchased and was the same as the subscription price payable by the other investors of the 2019 Senior Notes. As the 2019 Senior Notes were issued under normal commercial terms, and that the 2019 Senior Notes were not secured by the assets of the Group, the purchase of the 2019 Senior Notes by Mr. Huang Peikun, Ms. Wang Wei and Profit East Limited are exempt connected transactions under Rule 14A.90 of the Listing Rules.

Save as disclosed above, none of the related party transactions constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules and there was no connected transaction or continuing connected transaction of the Group that need to be disclosed pursuant to Chapter 14A of the Listing Rules.

Details of the related party transactions undertaken by the Group in the normal course of business are set out in note 46 to the consolidated financial statements.

The Directors (including all the independent non-executive Directors) have confirmed that the connected transactions disclosed above are on normal commercial terms and their respective terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Company has complied with all the reporting, announcement and other applicable requirements under Chapter 14A of the Listing Rules in respect of the connected transactions disclosed above.

Management Contracts

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

Pre-Emptive Rights

There is no provision for pre-emptive rights under the articles of association of the Company or the laws of Cayman Islands, the jurisdiction in which the Company was incorporated, and there is no restriction against such rights which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

於2021年7月2日，中國萬桐園(控股)有限公司(由泰盛擁有70%權益)向本公司提供一筆人民幣100,000,000元的無抵押貸款，按年利率12%計息，期限為12個月。該貸款由利東有限公司擔保。由於該貸款為無抵押，且按正常商業條款或對本集團而言更優的條款訂立，故此該貸款全面獲豁免遵守上市規則第14A.90條。

於2019年6月28日，黃培坤先生、王薇女士及利東有限公司各自購買2019年優先票據。黃培坤先生、王薇女士及利東有限公司應付的2019年優先票據認購價為分別購買2019年優先票據本金的100%，與其他投資者應付的2019年優先票據認購價相同。由於2019年優先票據按正常商業條款發行，而2019年優先票據並無以本集團的資產作為抵押，故根據上市規則第14A.90條，黃培坤先生、王薇女士及利東有限公司購買2019年優先票據為獲豁免關連交易。

除上文披露者外，概無關聯方交易構成上市規則第14A章項下的關連交易或持續關連交易，且本集團概無關連交易或持續關連交易須根據上市規則第14A章予以披露。

本集團於日常業務過程中進行的關聯方交易詳情載於綜合財務報表附註46。

董事(包括全體獨立非執行董事)已確認，上文所披露的關連交易乃按正常商業條款訂立，其各自條款屬公平合理，符合本公司及股東的整體利益。本公司已就上文所披露的關連交易遵守上市規則第14A章項下所有申報、公告及其他適用規定。

管理合約

期內，概未訂立或存在有關本公司全部或任何重大業務的管理及行政事宜的合約。

優先購買權

本公司組織章程細則或開曼群島(本公司註冊成立所在司法權區)法例中並無優先購買權的規定，亦未就該等權利作出限制要求本公司須向現時股東按比例發售新股份。

Director's Report

董事會報告

Permitted Indemnity Provision

The Articles of Association provide that the Directors are entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain in or about the execution of their duty in their respective offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director. The Company has purchased and maintained Directors' liability insurance during the year under review, which provides appropriate coverage for the Directors.

Environmental Policy

The Company is committed to supporting environmental sustainability. The Company encourages environmental protection and adheres to the principle of recycling and reducing, including encouraging double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance. The Company will review its environmental practices from time to time and will consider implementing further eco-friendly measures in the Group's business operation. The Company will publish its environmental, social and governance report on an annual basis in accordance with the requirements of the Listing Rules.

Compliance with Laws and Regulations

The Company is incorporated in the Cayman Islands with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Group's subsidiaries are incorporated in the British Virgin Islands, Hong Kong and China. The Group's operations are mainly carried out by the Group's subsidiaries in China while the Group also has a corporate and administrative office in Hong Kong. Our establishments and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, the British Virgin Islands, China and Hong Kong. During the year under review, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on the Group.

Corporate Governance Practices

The Company is committed to the principles of corporate governance and corporate responsibility consistent with prudent management. The Board has adopted the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and the Model Code as the guidelines for the Directors' dealings in the securities of the Company since the Listing Date.

Sufficient Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained a sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

獲准許的彌償條文

組織章程細則規定，董事可就彼等因執行彼等各自的職務因此而將會或可能承擔或蒙受的所有訴訟、成本、押記、虧損、損害及開支獲得以本公司資產及溢利作出的彌償及免受損害，惟此彌償並不包括與該董事可能涉及的任何欺詐或不誠實行為有關的任何事項。於回顧年度內，本公司已投購及設立董事責任保險，為董事提供適當保障。

環保政策

本公司致力支持環境可持續發展。本公司鼓勵環保，緊遵循環再用及減少使用原則，包括鼓勵雙面印刷及複印、設置回收箱、鼓勵使用再造紙以及通過關掉不必要照明和電器減少能源消耗。本公司將不時檢討其環保慣例，並將考慮於本集團業務營運過程推行其他環保措施。本公司將根據上市規則規定每年刊發環境、社會及管治報告。

遵守法律及法規

本公司於開曼群島註冊成立，其股份於香港聯合交易所有限公司主板上市。本集團附屬公司於英屬處女群島、香港及中國註冊成立。本集團的營運主要由本集團於中國的附屬公司進行，而本集團亦於香港設有企業及行政辦事處。因此，我們的成立及營運須遵守開曼群島、英屬處女群島、中國及香港的相關法律及法規。於回顧年度，本公司並不知悉任何未有遵守對本集團有重大影響的任何相關法律及法規的情況。

企業管治常規

本公司致力透過審慎管理貫徹遵守企業管治原則及履行企業責任。董事會已自上市日期採納上市規則附錄14所載企業管治守則及標準守則作為董事買賣本公司證券的指引。

公眾持股量充足

根據本公司獲得的公開資料及據董事所知，於本報告日期，本公司已維持足夠公眾持股量，即不少於根據上市規則所規定本公司已發行股份的25%。

Director's Report

董事會報告

Auditors

The consolidated financial statements for the year ended 31 December 2021 have been audited by Messrs. Deloitte Touche Tohmatsu, who will retire and, being eligible, offer themselves for reappointment, at the forthcoming AGM.

On behalf of the Board

Wang Jianjun

Director

28 March 2022

核數師

截至2021年12月31日止年度的綜合財務報表已經德勤•關黃陳方會計師行審核，德勤•關黃陳方會計師行將告退任，惟其符合資格並願於應屆股東週年大會續聘連任。

代表董事會

王建軍

董事

2022年3月28日

Independent Auditor's Report

獨立核數師報告

Deloitte.

德勤

**TO THE SHAREHOLDERS OF
CHINA VAST INDUSTRIAL URBAN DEVELOPMENT COMPANY LIMITED**
(incorporated in the Cayman Islands with limited liability)

致中國宏泰產業市鎮發展有限公司的股東
(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of China VAST Industrial Urban Development Company Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 91 to 251, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") issued by the International Auditing and Assurance Standards Board. 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 International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (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.

意見

我們已經審計中國宏泰產業市鎮發展有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第91至251頁的綜合財務報表，其中包括於2021年12月31日的綜合財務狀況表，以及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重要會計政策概要)。

我們認為，綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)客觀公正反映貴集團截至2021年12月31日的綜合財務狀況，以及截至該日止年度的綜合財務表現及綜合現金流量，並根據香港公司條例的披露規定妥為編製。

意見基礎

我們根據國際審計與鑒證準則理事會頒佈的國際審計準則(「國際審計準則」)執行審計工作。我們在該等準則下的責任將在我們報告中的核數師對於審計綜合財務報表的責任中進一步闡述。根據國際會計師職業道德準則理事會的國際職業會計師道德準則(包括國際獨立性標準)(「準則」)，我們獨立於貴集團並按照準則履行了其他道德責任。我們相信我們獲得的審計證據能夠充分適當地為我們的意見提供基礎。

Independent Auditor's Report

獨立核數師報告

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matter

關鍵審計事項

Valuation of the completed investment properties

已竣工投資物業的估值

We identified the valuation of the completed investment properties with the use of income capitalisation method as a key audit matter because it requires an estimation of future results, a set of assumptions and a key input of market unit rent of individual unit, which are judgmental. Any changes to the input may have an impact on the fair value measurements. Management determined the fair values of the Group's completed investment properties as at 31 December 2021 with the assistance of an independent qualified professional valuer. The fair values of the Group's completed investment properties were RMB1,024 million.

我們識別採用收入資本化法就已竣工投資物業進行估值為關鍵審計事項，原因為其須未來業績的估計、一套假設及有關個別單位的市場單位租金的關鍵輸入數據，有關因素皆屬於判斷性質。該等輸入數據的任何變動均可能對公平值的計量造成重大影響。管理層在獨立合資格專業估值師協助下，釐定 貴集團已竣工投資物業於2021年12月31日的公平值。 貴集團已竣工投資物業的公平值為人民幣1,024百萬元。

Details of the completed investment properties and the related key estimation uncertainty are set out in Note 18 and Note 4 to the consolidated financial statements, respectively.

已竣工投資物業及有關關鍵估計不確定性的詳情分別載於綜合財務報表附註18及附註4。

關鍵審計事項

關鍵審計事項是依據我們的職業判斷，在我們審計本期間的綜合財務報表時認為屬最重大的事項。這些事項是我們在審計綜合財務報表時從整體角度考慮得出並形成的意見，對於這些事項我們不提供單獨的意見。

How our audit addressed the key audit matter

我們的審計是如何應對關鍵審計事項

Our procedures in relation to the valuation of the completed investment properties with the use of income capitalisation method included:

我們就採用收入資本化法為已竣工投資物業估值的程序包括：

- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuer;
- 評估獨立合資格專業估值師的勝任程度、能力及客觀性；
- Obtaining a copy of valuation report prepared by the independent qualified professional valuer and discussing with the independent qualified professional valuer together with our internal valuation specialists to understand the basis of determination of valuation; and
- 獲取獨立合資格專業估值師編製的估值報告副本，並與獨立合資格專業估值師及我們內部估值專家進行討論，以了解釐定估值的基準；及
- Challenging the independent qualified professional valuer on the methodologies and judgments used in valuing the completed investment properties, such as market unit rent of individual unit, and obtaining the evidence that the independent qualified professional valuer used to support the key input.
- 質疑獨立合資格專業估值師對已竣工投資物業進行估值所採用的方法及判斷，例如個別單位的市場單位租金，並獲取獨立合資格專業估值師支持關鍵輸入數據所採用的證據。

Independent Auditor's Report

獨立核數師報告

Key Audit Matters (Continued)

關鍵審計事項(續)

Key audit matter

關鍵審計事項

Valuation of the trade receivables at fair value through profit or loss ("FVTPL")

按公平值計入損益(「按公平值計入損益」)的貿易應收款項的估值

We identified the valuation of the trade receivables at FVTPL as a key audit matter due to the significance of the balance of trade receivables at FVTPL, and the valuation is based on a key input of estimated repayment periods which is judgmental. Any changes to this key input may have a significant impact on the fair values.

我們識別按公平值計入損益的貿易應收款項的估值為關鍵審計事項，因為按公平值計入損益的貿易應收款項結餘的重要性，且有關估值基於一套有關預計還款期的輸入數據，有關數據屬判斷性質。該主要輸入數據的任何變動均可能對公平值造成重大影響。

Management determined the fair values of the Group's trade receivables at FVTPL as at 31 December 2021 with the assistance of an independent qualified professional valuer. As disclosed in Note 26 to the consolidated financial statements, the fair values of the Group's trade receivables at FVTPL were RMB2,229 million.

管理層在獨立合資格專業估值師協助下，釐定 貴集團按公平值計入損益的貿易應收款項於2021年12月31日的公平值。誠如綜合財務報表附註26所披露者， 貴集團按公平值計入損益的貿易應收款項的公平值為人民幣2,229百萬元。

Details of trade receivables at FVTPL and the related key estimation uncertainty are set out in Note 38(c) and Note 4, respectively, to the consolidated financial statements.

按公平值計入損益的貿易應收款項及有關關鍵估計不確定性的詳情分別載於綜合財務報表附註38(c)及附註4。

How our audit addressed the key audit matter

我們的審計是如何應對關鍵審計事項

Our procedures in relation to the valuation of the trade receivables at FVTPL are as follows:

我們就按公平值計入損益的貿易應收款項估值的程序包括：

- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuer;
- 評估獨立合資格專業估值師的勝任程度、能力及客觀性；
- Obtaining a copy of the valuation report prepared by the independent qualified professional valuer and discussing with the independent qualified professional valuer together with our internal valuation specialists to understand the basis of determination of valuation; and
- 獲取獨立合資格專業估值師編製的估值報告副本，並與獨立合資格專業估值師及我們的內部估值專家進行討論，以了解釐定估值的基準；及
- Challenging the independent qualified professional valuer on the methodologies and judgments used in valuing trade receivables at FVTPL, including estimated repayment periods, and obtaining the evidence that the independent qualified professional valuer used to support the key input.
- 質疑獨立合資格專業估值師對按公平值計入損益的貿易應收款項進行估值所採用的方法及判斷，包括預計還款期，並獲取獨立合資格專業估值師支持關鍵輸入數據所採用的證據。

Independent Auditor's Report

獨立核數師報告

Other Information

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事對其他資料負責。其他資料包括年報中的資料，但是不包括綜合財務報表以及核數師報告。

我們對於綜合財務報表的意見不包括其他資料，我們不表示任何形式的保證結論。

依據我們對綜合財務報表的審計，我們的責任是閱讀其他資料的同時考慮這些資料是否與綜合財務報表或在審計中獲得的資料嚴重不符或表面上存在重大錯報。如果依據我們的工作，我們認為其他資料存在重大的錯報，我們需要報告相應的事實。基於上述描述，我們沒有需要報告的事項。

董事以及相應的管理層對於綜合財務報表的責任

貴公司董事須負責按照國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定，編製真實公平的綜合財務報表，並負責董事認為必要的內部監控，以使編製的綜合財務報表不存在由於欺詐或錯誤而導致的重大錯報。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，披露與持續經營相關的事項（如適用），並運用持續經營會計基礎，除非董事有意清算 貴集團或停止經營或者沒有現實的選擇只能這樣做。

該等管理層對於監管 貴集團財務報告流程負責。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

核數師對於審計綜合財務報表的責任

我們的目標是通過獲取合理的保證判斷綜合財務報表從整體角度來看是否有由於欺詐或錯誤而導致重大錯報，並依據我們協定的委聘條款，出具包含我們單獨意見但不作其他用途的核數師報告。我們不會就本報告內容向任何其他人士負責或承擔任何責任。合理的保證是一個較高層級的保證，但是不確保依據國際審計準則的審計總能發現所存在的重大錯報。錯報會因欺詐或錯誤而產生，若其單獨或加總後合理預期可能會影響綜合財務報表使用者基於報表所作經濟決策，則被視為重大的錯誤。

依據國際審計準則的審計部分內容，我們運用職業判斷同時在整個審計過程中保持職業懷疑態度。我們同時也：

- 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報的風險，設計與執行針對那些風險相關的審計程序，同時獲取充分適當的審計證據以作為我們意見的基礎。未發現因欺詐產生的重大錯報所帶來的風險比因錯誤所產生的重大錯報的風險高，因為欺詐包含了合謀、偽造、故意遺漏、虛假陳述或內部監控的凌駕。
- 了解與審計有關的內部監控，以設計適當的審計程序，但不是以表達對貴集團內部監控有效性意見為目的。
- 評估董事所採用的會計政策的適當性及會計估計及相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance 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.

核數師對於審計綜合財務報表的責任(續)

- 依據獲得的審計證據，總結董事使用的持續經營會計基礎的適當性，衡量是否存在與可能對貴集團持續經營的能力產生重大懷疑的事件或條件有關的重大不確定性。如果我們論證重大不確定性存在，我們被要求在核數師報告中提請注意綜合財務報表的相關披露，或如果該項披露不足，則更改我們的審計意見。我們的結論是依據截至核數師報告日為止我們獲得的審計證據而得出。然而，未來事項或條件可能導致貴集團不再可持續經營。
- 評估綜合財務報表的整體陳述、結構及內容，包括披露情況，以及綜合財務報表是否以公平的方式呈列相關交易及事件。
- 就貴集團內實體或業務活動的財務資料獲得充分適當的審計證據以及就綜合財務報表發表意見。我們對於集團審計的方向、監督以及表現負責。我們只對我們的審計意見承擔責任。

我們就計劃範圍，審計的時間以及重大的審計發現，其中包括我們審計過程中發現的內部監控重大缺陷，與管理層進行溝通。

我們同時向管理層提供陳述，表明我們已經遵循了與獨立性相關的道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事項，以及(倘適用)為消除威脅而採取的行動或已採用的防範措施。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

From the matters communicated with those charged with governance, 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 the independent auditor's report is Lam Kam Chiu.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

28 March 2022

核數師對於審計綜合財務報表的責任(續)

通過與管理層溝通相關事宜，我們釐定對本期間綜合財務報表的審計至關重要並因而構成關鍵審計事項的該等事項。我們在核數師報告中描述這些事項，除非法律或法規排除關於此事項的公開披露，或在極特殊情況下，我們決定該事項不在報告中進行溝通，因為這樣做的負面影響能夠被合理地預計將超過公眾的利益。

出具本獨立核數師報告的審計項目合夥人是林錦照。

德勤•關黃陳方會計師行
執業會計師
香港

2022年3月28日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2021 截至2021年12月31日止年度

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	NOTES		
	附註		
Revenue	收入		
Goods and services	商品及服務	1,486,781	2,364,364
Leases	租賃	41,046	34,264
Total Revenue	總收入	1,527,827	2,398,628
Cost of sales and services	銷售及服務成本	(547,876)	(726,447)
Gross profit	毛利	979,951	1,672,181
Other income	其他收入	160,504	201,336
Other expenses	其他支出	(7,067)	(5,213)
Other gains and losses	其他收益及虧損	61,434	115,923
Selling and marketing expenses	銷售及市場行銷開支	(77,697)	(87,889)
Administrative expenses	行政開支	(337,217)	(322,943)
Finance costs	融資成本	(313,010)	(339,135)
Impairment losses under expected credit loss model, net of reversal	預期信用損失模型項下的減值虧損，扣除撥回	(77,045)	(46,789)
Change in fair value of trade receivables at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)的貿易應收款項公平值變動	(100,556)	(115,686)
Change in fair value of other financial assets at FVTPL	按公平值計入損益的其他財務資產公平值變動	(10,737)	397
Change in fair value of derivative financial instruments	衍生財務工具公平值變動	38,452	1,520
Change in fair value of investment properties	投資物業公平值變動	(10,772)	132,806
Share of results of associates	應佔聯營公司業績	(200)	(1,756)
Share of results of joint ventures	應佔合營公司業績	(4,526)	(1,010)
Profit before tax	除稅前溢利	301,514	1,203,742
Income tax expense	所得稅開支	(142,482)	(359,126)
Profit and total comprehensive income for the year	本年溢利及全面收益總額	159,032	844,616

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	NOTE		
	附註		
Profit (loss) and total comprehensive income (expense) for the year attributable to:	本年溢利(虧損)及全面收益(開支)總額分配:		
Owners of the Company	本公司擁有人	171,313	846,531
Non-controlling interests	非控制性權益	(12,281)	(1,915)
Total comprehensive income for the year	本年全面收益總額	159,032	844,616
Earnings per share	每股盈利		
Basic (RMB)	基本(人民幣元)	15	0.51
Diluted (RMB)	攤薄(人民幣元)	15	0.49

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2021 於2021年12月31日

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	NOTES 附註		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	16	1,100,715
Right-of-use assets	使用權資產	17	180,924
Investment properties	投資物業	18	1,232,700
Interests in associates	於聯營公司的權益	19	246,114
Interests in joint ventures	於合營公司的權益	20	115,964
Financial assets at FVTPL	按公平值計入損益的財務資產	21	136,194
Trade receivables	貿易應收款項	26	2,127,716
Prepayments and other receivables	預付及其他應收款項	27	171,720
Amounts due from related parties	應收關聯方款項	46(a)	143,468
Restricted bank deposits	受限制銀行存款	28	-
Deferred tax assets	遞延稅項資產	22	158,311
			5,613,826
Current assets	流動資產		
In progress land development arrangements	待售土地開發項目	23	4,616,324
Properties under development for sale	待售發展中物業	25	1,837,805
Completed properties for sale	待售已竣工物業	25	827,302
Trade receivables	貿易應收款項	26	395,777
Prepayments and other receivables	預付及其他應收款項	27	176,180
Contract assets	合約資產	24	56,790
Amounts due from related parties	應收關聯方款項	46(a)	-
Derivative financial instruments	衍生財務工具	32	9,250
Restricted bank deposits	受限制銀行存款	28	237,307
Time deposits with maturity over three months	到期日為三個月以上的定期存款	28	-
Bank balances and cash	銀行結餘及現金	28	840,779
			8,997,514
Total assets	資產總值		14,611,340
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	29	954,074
Advances received from tenants	從租戶收到的墊款		13,651
Amounts due to related parties	應付關聯方款項	46(a)	761,837
Lease liabilities	租賃負債	33	2,299
Current tax liabilities	即期稅項負債		546,779
Contract liabilities	合約負債	30	289,797
Bank and other borrowings	銀行及其他借款	31	1,590,890
Convertible bonds, notes and senior notes	可轉換債券、票據及優先票據	32	424,115
Deferred income	遞延收入	34	606
			4,584,048
Net current assets	流動資產淨值		4,413,466
Total assets less current liabilities	資產總值減流動負債		10,027,292

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2021 於2021年12月31日

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	NOTES 附註		
Non-current liabilities	非流動負債		
Bank and other borrowings	銀行及其他借款	2,529,478	2,484,844
Convertible bonds, notes and senior notes	可轉換債券、票據及優先票據	772,169	-
Derivative financial instruments	衍生財務工具	2,716	-
Amounts due to related parties	應付關聯方款項	214,961	-
Lease liabilities	租賃負債	5,345	7,282
Deferred tax liabilities	遞延稅項負債	255,753	284,291
Deferred income	遞延收入	2,454	2,473
Contract liabilities	合約負債	84,161	84,161
		3,867,037	2,863,051
Net assets	資產淨值	6,160,255	6,247,788
Capital and reserves	股本及儲備		
Share capital	股本	13,141	13,141
Reserves	儲備	6,145,525	6,221,880
Equity attributable to owners of the Company	本公司擁有人應佔權益	6,158,666	6,235,021
Non-controlling interests	非控制性權益	1,589	12,767
TOTAL EQUITY	權益總額	6,160,255	6,247,788

The consolidated financial statements on pages 91 to 251 were approved and authorised for issue by the board of directors on 28 March 2022 and are signed on its behalf by:

董事會已於2022年3月28日批准並授權刊發載於第91頁到第251頁的綜合財務報表，並由以下董事代表董事會簽署：

Wang Jianjun 王建軍
Director 董事

Wang Wei 王薇
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021 截至2021年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔								Equity attributable to non-controlling interest 非控制性權益		Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	Merger reserve 合併儲備	Capital reserve 資本公積	Statutory reserve 法定公積	Revaluation reserve 重估儲備	Share option reserve 股份期權儲備	Retained profit 未分配利潤	Sub-total 小計	Equity attributable to non-controlling interest 非控制性權益	Total equity 權益總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	13,141	7,494	48	28,062	336,553	20,741	87,656	5,181,806	5,675,501	14,682	5,690,183
Total comprehensive income (expense) for the year	本年全面收益(開支)總額	-	-	-	-	-	-	-	846,531	846,531	(1,915)	844,616
Dividend distribution (Note 14)	分派股息(附註14)	-	-	-	-	-	-	-	(287,011)	(287,011)	-	(287,011)
As at 31 December 2020	於2020年12月31日	13,141	7,494	48	28,062	336,553	20,741	87,656	5,741,326	6,235,021	12,767	6,247,788
Total comprehensive income (expense) for the year	本年全面收益(開支)總額	-	-	-	-	-	-	-	171,313	171,313	(12,281)	159,032
Dividend distribution (Note 14)	分派股息(附註14)	-	-	-	-	-	-	-	(247,668)	(247,668)	-	(247,668)
Expiration of share options (Note 43)	股份期權屆滿(附註43)	-	-	-	-	-	-	(49,262)	49,262	-	-	-
Deregistration of certain subsidiaries	註銷若干附屬公司	-	-	-	-	-	-	-	-	-	1,103	1,103
As at 31 December 2021	於2021年12月31日	13,141	7,494	48	28,062	336,553	20,741	38,394	5,714,233	6,158,666	1,589	6,160,255

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至2021年12月31日止年度

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	301,514	1,203,742
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	62,568	64,161
Depreciation of right-of-use assets	使用權資產折舊	8,078	21,058
Change in fair value of investment properties	投資物業公平值變動	10,772	(132,806)
Change in fair value of trade receivables at FVTPL	按公平值計入損益的貿易應收款項公平值變動	100,556	115,686
Change in estimate of non-current receivables	非流動應收款項評估變動	1,500	-
Change in fair value of other financial assets at FVTPL	按公平值計入損益的其他財務資產公平值變動	10,737	(397)
Change in fair value of derivative financial instruments	衍生財務工具公平值變動	(38,452)	(1,520)
Share of results of associates	應佔聯營公司業績	200	1,756
Share of results of joint ventures	應佔合營公司業績	4,526	1,010
Impairment on other receivables	其他應收款項減值	58,499	27,265
Impairment on trade receivables	貿易應收款項減值	7,917	2,318
Impairment on amounts due from related parties	應收關聯方款項減值	10,629	17,206
Exchange gains	匯兌收益	(30,174)	(104,706)
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)虧損	(399)	636
Loss on disposal of joint ventures	出售合營公司虧損	554	1,268
Gain on disposal of subsidiaries	出售附屬公司收益	(4,812)	(2,069)
Gain on disposal of an associate	出售一間聯營公司收益	(18,200)	-
Interest income	利息收入	(154,595)	(167,551)
Finance costs	融資成本	313,010	339,135
Termination of lease	終止租賃	-	(14,840)
Rent concessions	租金優惠	-	(150)
Government grants	政府補助	(1,059)	(14,107)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	643,369	1,357,095
Decrease (increase) in in progress land development arrangements	待售土地開發項目的減少(增加)	61,064	(76,013)
Increase in properties under development for sale	待售發展中物業的增加	(124,792)	(261,740)
Decrease in completed properties for sale	待售已竣工物業減少	35,913	82,553
Decrease in contract assets	合約資產減少	26,440	10,700
Decrease (increase) in trade receivables	貿易應收款項減少(增加)	240,299	(30,430)
Decrease in prepayments and other receivables	預付及其他應收款項減少	25,251	204,612
Decrease (increase) in amounts due from related parties	應收關聯方款項減少(增加)	15,272	(2,597)
Increase (decrease) in trade and other payables	貿易及其他應付款項增加(減少)	29,632	(107,936)
(Decrease) increase in advance from customers for rental business	租賃業務的客戶墊款(減少)增加	(1,432)	282
Increase in contract liabilities	合約負債增加	172,851	27,579
Decrease in amounts due to related parties	應付關聯方款項減少	(4,110)	(11)
Increase in deferred income	遞延收入增加	-	2,480
Cash generated from operations	經營活動所得現金	1,119,757	1,206,574
Income tax and land appreciation tax paid	支付所得稅及土地增值稅	(257,839)	(358,956)
Net cash generated from operating activities	經營活動所得現金淨額	861,918	847,618

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

		Year ended 31 December		
		截至12月31日止年度		
		2021	2020	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	NOTES			
	附註			
INVESTING ACTIVITIES	投資活動			
Interest received	已收利息	25,690		30,111
Payments for acquisition of property, plant and equipment	購進物業、廠房及設備支付的款項	(48,967)		(103,076)
Payments for construction costs of investment properties	投資物業建設成本支付的款項	(561)		(16,484)
Payments for right-of-use assets	就使用權資產支付的款項	(112)		–
Payments for investment in a joint venture	就一間合營公司投資支付的款項	(109,044)		(13,010)
Dividends received from associates	向聯營公司收取的股息	1,297		1,200
Proceeds from disposal of joint ventures	出售合營公司所得款項	–		434
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	10,000	45	18,486
Proceeds from disposal of an associate	出售一間聯營公司所得款項	38,160		–
Payments for acquisitions of subsidiaries	收購附屬公司支付的款項	(5,284)	44	(66,060)
Payments for financial instruments at FVTPL	就按公平值計入損益的財務工具支付的款項	(2,653)		(5,094)
Proceeds from disposal of financial instruments at FVTPL	出售按公平值計入損益的財務工具所得款項	10,452		–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	608		159
Withdrawal of restricted bank deposits	提取受限制銀行存款	117,615		37,988
Placement of restricted bank deposits	存入受限制銀行存款	(56,132)		(259,022)
Placement of deposits with original maturity over three months	存入原到期日逾三個月的存款	–		(281,204)
Withdrawal of deposits with original maturity over three months	提取原到期日逾三個月的存款	311,000		533,848
Net cash generated from (used in) investing activities	投資活動所得(所用)現金淨額	292,069		(121,724)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	NOTES		
	附註		
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新借入銀行借款	47	1,836,615
Repayment of bank borrowings	銀行借款還款	47	(1,843,058)
New other borrowings raised	新借入其他借款	47	–
Repayment of other borrowings	其他借款還款	47	(588,234)
Loans from related parties	關聯方貸款	47	949,896
Repayment of loan from a related party	償還來自一名關聯方的貸款	47	(29,319)
Interest paid	已付利息	47	(460,667)
Dividend paid	已付股息		(247,668)
Issuance of convertible bonds and notes	發行可轉換債券及票據	47	796,374
Transaction costs paid for issuance of convertible bonds and notes	發行可轉換債券及票據支付的交易成本	47	(9,794)
Repayment of convertible bonds and notes	可轉換債券及票據還款	47	(191,382)
Repayment of senior notes	優先票據還款	47	(1,162,818)
Repayments of leases liabilities	租賃負債還款		(2,926)
Net cash used in financing activities	融資活動所用現金淨額		(952,981)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額		201,006
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及現金等價物		646,329
Effect of foreign exchange rate changes	外匯匯率變動影響		(6,556)
CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER, represented by bank balances and cash	於12月31日的現金及現金等價物，即銀行結餘及現金	28	840,779

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021 截至2021年12月31日止年度

1. General Information

China VAST Industrial Urban Development Company Limited (the "Company") was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law of the Cayman Islands on 13 February 2014. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited. The address of the registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is China VAST Development Building, Hongtai East 2nd Avenue, Chaoyang District, Beijing, China. The principal activity of the Company is investment holding. Its subsidiaries are primarily engaged in industrial towns development, property development and property leasing in the People's Republic of China ("PRC").

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company and its subsidiaries (collectively referred to as the "Group"), and all values are rounded to the nearest thousand ('000) unless otherwise indicated.

2. Application of Amendments to International Financial Reporting Standards ("IFRSs") Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board ("IASB") for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to IFRS 9, Interest Rate Benchmark Reform – Phase 2
IAS 39, IFRS 7, IFRS 4
and IFRS 16

1. 一般信息

中國宏泰產業市鎮發展有限公司(「本公司」)於2014年2月13日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司股份在香港聯合交易所有限公司主板上市。本公司的註冊辦事處地址為 Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司的主要營業地點為中國北京市朝陽區宏泰東二路中國宏泰發展大廈。本公司的主要業務為投資控股。其附屬公司主要於中華人民共和國(「中國」)從事產業市鎮發展、物業發展及物業租賃。

綜合財務報表以人民幣(「人民幣」)呈列，人民幣也為本公司及其附屬公司(統稱「本集團」)的記賬本位幣。除另有指明外，所有數值已進行四捨五入至最近的千位數。

2. 應用國際財務報告準則(「國際財務報告準則」)修訂 於本年度強制生效的國際財務報告準則修訂

於本年度，本集團已首次應用下列由國際會計準則理事會(「國際會計準則理事會」)頒佈並於2021年1月1日或之後開始的年度期間強制生效的國際財務報告準則修訂，以編製綜合財務報表：

國際財務報告準則第9號、利率基準改革—第二階段
國際會計準則第39號、
國際財務報告準則第7號、
國際財務報告準則第4號及
國際財務報告準則第16號
修訂

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

2. Application of Amendments to International Financial Reporting Standards (“IFRSs”)

(Continued)

Amendments to IFRSs that are mandatorily effective for the current year (Continued)

In addition, the Group has early applied the Amendment to IFRS 16 *Covid-19-Related Rent Concessions* beyond 30 June 2021.

Besides, the Group applied the agenda decision of the IFRS Interpretations Committee of the IASB issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

Except as described below, the application of the amendments to IFRSs in the current year had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2.1 Impacts on application of Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2

The Group has applied the amendments for the first time in the current year. The amendments relate to changes in the basis for determining the contractual cash flows of financial assets, financial liabilities and lease liabilities as a result of interest rate benchmark reform, specific hedge accounting requirements and the related disclosure requirements applying IFRS 7 *Financial Instruments: Disclosures*.

As at 1 January 2021, the Group has bank borrowings in an aggregate principal amount of RMB13,889,000, the interests of which are indexed to 1 month Hong Kong Interbank Offered Rate (“HIBOR”) that may be subject to interest rate benchmark reform. The amendments have had no material impact on the consolidated financial statements as none of the relevant contracts has been transitioned to the relevant replacement rates during the year. The Group will apply the practical expedient in relation to the changes in contractual cash flows resulting from the interest rate benchmark reform for bank loans measured at amortised cost.

2. 應用國際財務報告準則(「國際財務報告準則」)修訂(續)

於本年度強制生效的國際財務報告準則修訂(續)

此外，本集團已提早於2021年6月30日後應用國際財務報告準則第16號修訂*新冠肺炎相關租金優惠*。

此外，本集團應用2021年6月發佈的國際會計準則理事會的國際財務報告準則詮釋委員會議程決定，其澄清實體的成本於釐定存貨的可變現淨值時將計入「銷售必要的估計成本」。

除下文所述者外，本年度應用國際財務報告準則修訂對本集團本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載披露並無重大影響。

2.1 應用國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號修訂利率基準改革－第二階段的影響

本集團已於本年度首次應用該等修訂。該等修訂涉及由於利率基準改革導致的釐定財務資產、財務負債及租賃負債之合約現金流量的基準變動、特定對沖會計規定及應用國際財務報告準則第7號*財務工具：披露*的相關披露規定。

於2021年1月1日，本集團有本金總額為人民幣13,889,000元的銀行借款，其利息與可能受利率基準改革影響的1個月香港銀行同業拆息(「香港銀行同業拆息」)掛鈎。由於年內概無相關合約轉為相關替代利率，故該等修訂對綜合財務報表並無重大影響。本集團將就因利率基準改革而導致按攤銷成本計量的銀行貸款的合約現金流量變動採用可行權宜方法。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

2. Application of Amendments to International Financial Reporting Standards (“IFRSs”)

(Continued)

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	<i>Insurance Contracts and the related Amendments²</i>
Amendments to IFRS 3	<i>Reference to the Conceptual Framework¹</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current²</i>
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies²</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates²</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction²</i>
Amendments to IAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use¹</i>
Amendments to IAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract¹</i>
Amendments to IFRSs	<i>Annual Improvements to IFRS Standards 2018–2020¹</i>

¹ Effective for annual periods beginning on or after 1 January 2022.

² Effective for annual periods beginning on or after 1 January 2023.

³ Effective for annual periods beginning on or after a date to be determined.

Except for the new and amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用國際財務報告準則(「國際財務報告準則」)修訂(續)

已頒佈但尚未生效的新訂及已修訂國際財務報告準則

本集團並沒有提早應用下列已頒佈但尚未生效的新訂及已修訂國際財務報告準則：

國際財務報告準則第17號	<i>保險合約及相關修訂²</i>
國際財務報告準則第3號修訂	<i>概念框架的提述¹</i>
國際財務報告準則第10號及國際會計準則第28號修訂	<i>投資者與其聯營公司或合營公司的資產銷售或注資³</i>
國際會計準則第1號修訂	<i>流動或非流動負債的分類²</i>
國際會計準則第1號及國際財務報告準則實務聲明第2號修訂	<i>會計政策的披露²</i>
國際會計準則第8號修訂	<i>會計估計的定義²</i>
國際會計準則第12號修訂	<i>與單一交易產生的資產及負債相關的遞延稅項²</i>
國際會計準則第16號修訂	<i>物業、廠房及設備：擬定用途前的所得款項¹</i>
國際會計準則第37號修訂	<i>虧損性合約－履行合約的成本¹</i>
國際財務報告準則的修訂	<i>國際財務報告準則2018至2020年的年度改進¹</i>

¹ 於2022年1月1日或之後開始的年度期間生效。

² 於2023年1月1日或之後開始的年度期間生效。

³ 於待定日期或之後開始的年度期間生效。

除下述新訂及已修訂國際財務報告準則外，本公司董事預期應用所有其他新訂及已修訂國際財務報告準則於可見將來並不會對綜合財務報表構成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

2. Application of Amendments to International Financial Reporting Standards (“IFRSs”)

(Continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

2. 應用國際財務報告準則(「國際財務報告準則」)修訂(續)

國際會計準則第1號修訂流動或非流動負債的分類

該等修訂就評估自報告日期起至少十二個月的延遲結付權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 規定負債分類為流動負債或非流動負債應基於報告期末所存在的權利。具體而言，該等修訂闡明：
 - (i) 分類不應受到管理意圖或期望在12個月內清償負債的影響；及
 - (ii) 倘該權利以遵守契諾為條件，則該權利在有關條件於報告期末獲達成的情況下存在，即使貸款人於較後日期方測試遵守情況；及
- 闡明倘負債的條款訂明在對手方選擇時可導致可透過轉讓實體本身的權益工具進行結算，則僅當實體應用國際會計準則第32號*財務工具：呈報*將該選擇權單獨確認為權益工具時，該等條款方不會影響其分類為流動負債或非流動負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

2. Application of Amendments to International Financial Reporting Standards (“IFRSs”)

(Continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current (Continued)

As at 31 December 2021, the Group’s outstanding convertible instruments include counterparty conversion options that do not meet equity instruments classification by applying IAS 32 *Financial Instruments: Presentation*. The Group classified as current or non-current based on the earliest date in which the Group has the obligation to redeem these instruments through cash settlement. The host debt component is measured at amortised cost with carrying amount of RMB772,169,000 and the derivative component (including the conversion options) is measured at fair value with carrying amount of RMB2,716,000 as at 31 December 2021, both of which are classified as non-current as set out in note 32. Upon the application of the amendments, in addition to the obligation to redeem through cash settlement, the transfer of equity instruments upon the exercise of the conversion options that do not meet equity instruments classification also constitute settlement of the convertible instruments. Given that the conversion option is exercisable anytime, the host liability and the derivative component amounting to RMB774,885,000 would be reclassified to current liabilities as the holders have the option to convert within twelve months.

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of IAS 12 *Income Taxes* so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

2. 應用國際財務報告準則(「國際財務報告準則」)修訂(續)

國際會計準則第1號修訂流動或非流動負債的分類(續)

於2021年12月31日，本集團未償還可轉換工具包括不符合應用國際會計準則第32號金融工具：呈列的股本工具分類的對手方轉換期權。本集團根據本集團有義務透過現金結算贖回該等工具的最早日期分類為流動或非流動。於2021年12月31日，主債務部分按攤銷成本計量，賬面值為人民幣772,169,000元，而衍生部分(包括轉換期權)按公平值計量，賬面值為人民幣2,716,000元，如附註32所載，兩者均獲分類為非流動。於應用該等修訂後，除透過現金結算進行贖回的義務外，於行使不符合股本工具分類的轉換期權時轉讓股本工具亦構成可轉換工具結算。鑒於可轉換期權可於任何時候行使，主負債及衍生財務工具部分款項人民幣774,885,000元將被重新分類為流動負債，原因是持有人有權於十二個月內轉換。

國際會計準則第12號修訂與單一交易產生的資產及負債相關的遞延稅項

該等修訂縮窄國際會計準則第12號所得稅第15及24段遞延稅項負債及遞延稅項資產的確認豁免範圍，使其不再適用於在初始確認時產生相等的應課稅及可抵扣暫時差異的交易。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

2. Application of Amendments to International Financial Reporting Standards (“IFRSs”)

(Continued)

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Continued)

As disclosed in note 4 to the consolidated financial statements, the Group applies IAS 12 requirements to the relevant assets and liabilities separately. Temporary differences on initial recognition of the relevant assets and liabilities are not recognised due to application of the initial recognition exemption.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted. As at 31 December 2021, the carrying amounts of right-of-use assets and lease liabilities which are subject to the amendments amounted to RMB7,312,000 and RMB7,644,000 respectively.

2. 應用國際財務報告準則(「國際財務報告準則」)修訂(續)

國際會計準則第12號修訂與單一交易產生的資產及負債相關的遞延稅項(續)

誠如綜合財務報表附註4所披露，本集團將國際會計準則第12號的規定分別單獨應用於有關資產及負債。初始確認相關資產及負債產生的暫時差異，由於應用初始確認豁免，故不會予以確認。

應用該等修訂後，本集團將就與使用權資產及租賃負債相關的所有可扣減及應課稅暫時差額確認延稅項資產(倘應課稅溢利很可能被用作抵銷可動用的可扣減暫時差異)及遞延稅項負債。

該等修訂於二零二三年一月一日或之後開始的年度報告期間生效，且允許提早應用。於二零二一年十二月三十一日，須遵守該等修訂的使用權資產及租賃負債的賬面值分別為人民幣7,312,000元及人民幣7,644,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

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

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

3. 編製綜合財務報表的基準及重要會計政策

3.1 編製綜合財務報表的基準

綜合財務報表已按照國際會計準則理事會頒佈的國際財務報告準則編製。就編製綜合財務報表而言，倘有關資料合理預期會對主要使用者作出的決定造成影響，則有關資料被視為重大。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例規定的適用披露。

本公司董事於批准綜合財務報表時合理預期，本集團擁有充足資源於可預見未來繼續持續經營。因此，彼等繼續於編製綜合財務報表時採納持續經營的會計基礎。

綜合財務報表已根據於下列會計政策闡釋的歷史成本法編製，惟於各報告期末按公平值計算的若干物業及財務工具除外。

歷史成本一般根據就交換貨品及服務而付出的代價公平值計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.1 編製綜合財務報表的基準(續)

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付的價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債的公平值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量及披露的公平值均在此基礎上予以釐定，惟屬於國際財務報告準則第2號以股份為基礎付款以內的以股份為基礎的支付費用、根據國際財務報告準則第16號列賬的租賃交易以及與公平值類似但並非公平值的計量(例如國際會計準則第2號存貨的可變現淨值或國際會計準則第36號資產減值的使用價值)除外。

非財務資產的公平值計量考慮到市場參與者透過最高及最佳使用該資產或透過向可最高及最佳使用該資產的另一市場參與者出售該資產而產生經濟利益的能力。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及輸入數據對公平值計量的整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據是實體於計量日期可取得的相同資產或負債在活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies

Basis of consolidation

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

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

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

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策

合併基礎

綜合財務報表包含本公司以及本公司及其附屬公司控制的實體的財務報表。當本公司：

- 可對投資對象行使權力；
- 因參與投資對象而面臨可變回報或有權獲得可變回報；及
- 能行使權力影響其回報，

則獲得控制權。

若有事實或情況顯示上述三項控制因素中有一項或以上出現變動，本集團會重新評估其是否控制投資對象。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內所收購或出售附屬公司的收入及開支，自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及其他全面收益中的各項目均分配至本公司擁有人及非控制性權益。附屬公司的全面收益總額分配至本公司擁有人及非控制性權益，即使此舉會導致非控制性權益產生赤字餘額。

附屬公司的財務報表在有需要情況下作出調整，以使其會計政策與本集團會計政策一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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.

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

Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

合併基礎(續)

所有集團內公司間資產及負債、權益、收入、支出及現金流量(與本集團成員公司間的交易有關)均在綜合入賬時悉數抵銷。

於附屬公司的非控制性權益與本集團在當中的權益分開呈列，即賦予持有人權利於清盤時按比例分佔相關附屬公司資產淨值的現時所有權權益。

業務合併或資產收購

選擇性的集中度測試

本集團可按個別交易基準選擇應用選擇性的集中度測試，允許對所收購的一組活動及資產是否屬於業務進行簡化評估。倘所收購總資產的公平值幾乎全部集中於一項單一可識別資產或一組類似可識別資產，則符合集中度測試條件。評估下的總資產不包括現金及現金等價物、遞延稅項資產，以及遞延稅項負債影響所產生的商譽。倘符合集中度測試條件，則該組活動及資產不會被釐定為業務，且毋須作出進一步評估。

資產收購

當本集團收購一組不構成業務的資產及負債，本集團透過首先按相關公平值將購買價分配至其後根據公平值模式計量的投資物業以及財務資產/財務負債識別並確認所收購的個別可識別資產及須承擔負債，而購買價的餘下結餘則按於購買日期各自相對公平值的基準隨後被分配至其他可識別資產及負債。該項交易並無產生商譽或議價購買收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Investments in associates and joint ventures

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

聯營公司及合營公司投資

聯營公司指本集團對其有重大影響力的實體。重大影響力指參與投資對象的財務及營運決策的權力，而非控制或共同控制有關政策的權力。

合營公司指一項合營安排，共同控制該安排的各主體對合營安排的資產淨值有控制權。共同控制是以協議約定的對一項安排的控制共享，僅當在相關活動的決定需要共享控制權的各方一致同意時適用。

聯營公司或合營公司的業績與資產及負債使用權益會計法計入該等綜合財務報表。使用權益會計法的聯營公司及合營公司的財務報表乃按類同交易及類同情況的事件下本集團的統一會計政策編製。根據權益法，於聯營公司或合營公司的投資初步於綜合財務狀況表按成本確認，其後予以調整以確認本集團分佔的聯營公司或合營公司損益及其他全面收益。聯營公司／合營公司除損益及其他全面收益外的資產淨值變動不予列賬，除非有關變動導致本集團所持的擁有權權益有所變動，則另作別論。當本集團分佔聯營公司或合營公司的虧損超過其於該聯營公司或合營公司的權益(包括實質上組成本集團於聯營公司或合營公司淨投資一部分的任何長期權益)，本集團將不再確認其分佔的進一步虧損。額外虧損僅在本集團已代表該聯營公司或合營公司產生法律或推定責任或作出付款時，方予確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Investments in associates and joint ventures (Continued)

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

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

聯營公司及合營公司投資(續)

對聯營公司或合營公司的投資在投資對象成為聯營公司或合營公司當日以權益法入賬。收購聯營公司或合營公司的投資時，投資成本超過本集團分佔投資對象的可識別資產及負債公平淨值的任何差額確認為商譽，並計入投資的賬面金額。本集團分佔可識別資產及負債的公平淨值超過投資成本的差額，經重估後隨即在收購投資期間的損益中確認。

本集團評估是否存在客觀證據顯示聯營公司或合營公司的權益可能出現減值。倘有任何客觀證據存在，投資（包括商譽）的整個賬面值按國際會計準則第36號作為單一資產進行減值測試，即將其可回收金額（使用價值與公平值減出售成本之間的較高者）與賬面值相比較。任何經確認減值虧損並不會分配至組成投資賬面值一部分的任何資產（包括商譽）。任何減值虧損撥回按照國際會計準則第36號確認，惟以之後增加的可回收投資金額為限。

當集團實體與本集團的聯營公司或合營公司進行交易，該等與聯營公司及合營公司所進行交易導致的損益於本集團綜合財務報表中確認，惟以於聯營公司或合營公司的權益與本集團無關為限。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers

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

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

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

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

客戶合約收入

當(或隨)履約責任獲履行時(即當與特定履約責任有關的貨品或服務的「控制權」轉移至客戶時),本集團方確認收入。

履約責任指明確的貨品或服務(或一組貨品或服務)或一系列大致上相同的明確貨品或服務。

倘符合以下其中一項標準,控制權隨時間轉移,而收入乃參照完全履行相關履約責任的進展情況而隨時間確認:

- 隨本集團履約,客戶同時取得並消耗本集團履約所提供的利益;
- 本集團的履約創建或強化一項資產,該資產於本集團履約時即由客戶控制;或
- 本集團的履約並未產生對本集團有替代用途的資產,且本集團具有強制執行權利收取對迄今已完成的履約付款。

否則,收入於客戶取得明確貨品或服務控制權的時間點確認。

合約資產指本集團就交換本集團已向客戶轉讓的貨品或服務收取代價的權利,惟有關權利尚未成為無條件。其根據國際財務報告準則第9號*財務工具*(「國際財務報告準則第9號」)評估是否減值。相反,應收款項指本集團收取代價的無條件權利,即於該筆代價付款到期前僅須待時間推移。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

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

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

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations (land infrastructure development, marketing and promotional service and industrial towns maintenance), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

客戶合約收入(續)

合約負債指本集團因已自客戶收取代價(或到期代價金額)而須向該客戶轉讓貨品或服務的責任。

有關相同合約的合約資產及合約負債以淨額列賬及呈列。

具有多重履約責任(包括分攤交易價格)的合約

對於包含一項以上履約責任(土地基礎設施開發、營銷及推廣服務以及產業市鎮維護)的合約，本集團按相對獨立的售價基準將交易價格分攤至各項履約責任。

有關各項履約責任的明確貨品或服務的單獨售價於合約訂立時釐定。其指本集團將向客戶單獨出售承諾貨品或服務的價格。倘一項獨立的售價不可直接觀察，本集團採用適當的技術進行估計，以便最終分攤至任何履約責任的交易價格反映本集團預期就交換向客戶轉讓承諾貨品或服務而有權收取的代價金額。

隨時間確認收入：計量完全履行履約責任的進展情況

投入法

完全履行履約責任的進展乃根據投入法計量，即根據本集團為履行履約責任的付出或投入相比履行有關履約責任的總預期投入而確認收入，最能說明本集團轉讓貨品或服務控制權的履約情況。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

Variable consideration

For contracts that contain variable consideration (marketing and promotional service), the Group estimates the amount of consideration to which it will be entitled using either the expected value method or the most likely amount, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

客戶合約收入(續)

可變代價

對於包含可變代價(營銷及推廣服務)的合約,本集團將使用預期價值法或最有可能的金額估計其有權收取的代價金額,藉此能更準確地預測本集團將有權收取的代價金額。

當與可變代價有關的不明朗因素其後獲解決,而計入有關金額於未來不太可能會導致重大收入撥回時,方可將可變代價的估計金額計入交易價格。

於各報告期末,本集團更新估計交易價格(包括更新其對可變代價估計是否受限的評估),以如實反映報告期末的現時情況及報告期內的情況變動。

存在重大融資成分

於釐定交易價格時,倘所協定付款時間(明示或暗示)為客戶或本集團帶來向客戶轉讓貨品或服務的重大融資利益,則本集團將就貨幣時間價值的影響對承諾代價金額進行調整。於該等情況下,合約包含重大融資成分。不論融資承諾是於合約內明示或是透過合約訂約方協定的支付條款暗示,均可存在重大融資成分。

就由付款至轉讓相關貨品或服務的期間短於一年的合約而言,本集團就任何重大融資部分應用不調整交易價的可行權宜之計。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

Existence of significant financing component (Continued)

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

Incremental costs of obtaining a contract

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

客戶合約收入(續)

存在重大融資成分(續)

就於轉移本集團已就重大融資部分而調整已承諾代價金額的相關貨品或服務前自客戶收取的預付款項而言，本集團應用將於本集團與客戶之間合約訂立時在獨立融資交易中反映的折現率。於收取預付款至轉移相關貨品及服務期間的相關利息開支，按其他借款成本相同基準入賬。

取得合約的增額成本

取得合約的增額成本指本集團取得客戶合約所產生的該等成本，倘未取得該合約則不會產生該等成本。

倘預期可收回有關成本(銷售佣金)，則本集團確認該等成本為一項資產。獲如此確認的資產隨後按與向客戶轉讓有關該資產的貨品或服務一致的系統基準於損益內攤銷。

倘增額成本將另行在一年內的損益內悉數攤銷，則本集團將應用可行權宜之計，支銷所有取得合約的該等成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Leases

Definition of 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.

For contracts entered into or modified on or after the date of initial application of IFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

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

Short-term leases and leases of low-value assets

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

就於首次應用國際財務報告準則第16號日期或之後訂立或修訂或由業務合併產生的合約而言，本集團於開始時、修訂日期或收購日期(如適用)根據於國際財務報告準則第16號項下的定義評估合約是否為租賃或包含租賃。除非合約的條款及條件於其後改變，否則將不會重新評估相關合約。

本集團作為承租人

分配代價至合約的組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的總單獨價格將合約代價分配至各個租賃組成部分。

短期租賃及低值資產租賃

本集團對自開始日期起租賃期為12個月或以內且不包含購買選擇權的物業租賃應用短期租賃確認豁免。本集團亦對低值資產租賃應用確認豁免。短期租賃及低值資產租賃的租賃付款於租賃期內按直線基準或另一系統基準確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use assets includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

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

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the carrying amount of the relevant right-of-use assets is transferred to property, plant and equipment.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件規定的狀況時產生的成本估計。

使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整，惟本集團應用可行權宜方法對因新冠肺炎相關租金優惠產生的租賃負債所進行的調整除外。

本集團於租賃期結束時合理確定獲取相關租賃資產所有權的使用權資產自開始日期起至可使用年期結束時計提折舊。否則，使用權資產按直線基準於其估計可使用年期及租賃期(以較短者為準)內計提折舊。

倘本集團於租賃期結束時獲取相關租賃資產的所有權，於行使購買選擇權後，有關使用權資產的賬面值轉移至物業、廠房及設備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property and inventory are presented within “investment properties”, “properties under development for sale” and “completed properties for sale” respectively.

Refundable rental deposits

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

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

本集團於綜合財務狀況表中將不符合投資物業或存貨定義的使用權資產呈列為單獨項目。符合投資物業及存貨定義的使用權資產分別於「投資物業」、「待售發展中物業」及「待售已竣工物業」中呈列。

可退還租賃按金

已付的可退還租賃按金根據國際財務報告準則第9號入賬及初步按公平值計量。於初步確認時對公平值作出的調整被視為額外租賃付款，並計入使用權資產的成本。

租賃負債

於租賃開始日期，本集團按當日未付租賃付款的現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團應用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 倘本集團合理確定行使購買選擇權，則該選擇權的行使價；及
- 倘租賃期反映本集團行使終止租賃的選擇權，則終止租賃的罰款。

於開始日期後，租賃負債根據應計利息及租賃付款進行調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

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

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

倘發生下列情況，則本集團會重新計量租賃負債(及對有關使用權資產作出相應調整)：

- 租賃期發生變動或對購買選擇權行使情況的評估有所變動，在此情況下，有關租賃負債透過使用重新評估日期的經修訂折現率對經修訂租賃付款進行折現而予重新計量。
- 租賃付款因市場租金費率於市場租金調查後發生變動而變更，在此情況下，有關租賃負債透過使用初步折現率對經修訂租賃付款進行折現而予重新計量。

本集團於綜合財務狀況表中將租賃負債呈列為單獨項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修改

倘符合以下條件，除已由本集團應用可行權宜方法的新冠肺炎相關租金優惠外，本集團將租賃修改入賬列作一項單獨租賃：

- 該項修改因增設使用一項或多項相關資產的權利而令租賃範圍擴大；及
- 租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格，以及為反映特定合約情況而對單獨價格進行的任何適當調整。

對於不入賬列作單獨租賃的租賃修改，本集團會透過使用修改生效日期的經修訂折現率對經修訂租賃付款進行折現根據經修訂租賃的租賃期重新計量租賃負債。

本集團透過對有關使用權資產作出相應調整，對租賃負債的重新計量進行會計處理。倘經修訂合約包含租賃組成部分及一項或多項額外的租賃或非租賃組成部分，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的總單獨價格將經修訂合約的代價分配至各租賃組成部分。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- 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;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

租賃(續)

本集團作為承租人(續)

新冠肺炎相關租金優惠

就因新冠肺炎疫情的直接影響而產生有關的租金優惠而言，本集團已選擇應用可行權宜方法，在符合以下條件的情況下，不會就有關變動是否屬租賃修改作出評估：

- 租賃付款變動導致租賃代價有所修訂，而該代價大致等同或少於緊接變動前的租賃代價；
- 租賃付款的任何減幅僅影響原到期日為2022年6月30日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

承租人以應用國際財務報告準則第16號將變動入賬(倘變動並非租賃修改)的同一方式應用可行權宜方法將租賃優惠引起的租賃付款變動列賬。租賃付款的寬免或豁免入賬列作可變租賃款項。相關租賃負債會作出調整以反映寬免或豁免的金額，並於該事件發生的期內在損益中確認相應調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

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

Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

租賃(續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資或經營租賃。當租賃條款將相關資產所有權所涉及的絕大部分風險及回報轉讓予承租人時，合約分類為融資租賃。所有其他租賃均分類為經營租賃。

經營租賃的租金收入是按相關租賃年限以直線法在損益內確認。在商議和安排經營租賃時，已產生初始直接成本加入租賃資產的賬面值，並按租賃期以直線法確認為開支，惟以公平價值模式計量的投資物業除外。

可退還租賃按金

已收的可退還租賃按金根據國際財務報告準則第9號入賬及初步按公平價值計量。於初步確認時對公平值作出的調整被視為自承租人收取的額外租賃付款。

租賃修改

不屬於原始條款及條件的租賃合約代價變動作為租賃修改入賬，包括透過免租或減租所提供的租賃優惠。

本集團自修改生效日期起將對經營租賃的修改入賬列作一項新租賃，並將與原租賃有關的任何預付或應計租賃付款視作新租賃的租賃付款的一部分。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than that entity's functional currency (foreign currencies) are recorded in the respective functional currency at the rates of exchange prevailing on the dates of the transactions. At the end of reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are recognised in profit or loss in the period in which they arise.

Borrowing costs

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

外幣

在編製集團各實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)結算的交易均按照交易當日的現行匯率以各功能貨幣入賬。在報告期末，以外幣計價的貨幣性項目都應按照該日的現行匯率進行重新折算。按照歷史成本計量並以外幣計值的非貨幣性項目無需進行重新折算。

貨幣性項目在結算及重新折算時產生的匯兌差異，在產生期間於損益中確認。

借款成本

直接因收購、建造或生產必須經歷一段較長時間才可用作擬定用途或出售的合格資產而產生的借款成本，會加入該等資產的成本，直至該等資產大致上可作其擬定用途或出售。

相關資產可用作擬定用途或出售後的任何剩餘未償還特定借款，計入就計算一般借款的資本化率的一般借款總額。由特定借款用作合格資產的支出前作為暫時性投資所賺取的投资收入，在合資格資本化的借款成本中扣除。

所有其他借款成本均在其產生期間內在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

Retirement benefit costs

Payments to state-managed retirement benefits schemes are charged as an expense when employees have rendered service entitling them to the contributions. Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

政府補助

政府補助應當在有合理證明本集團可以達成補助的附帶條件，並確保本集團可收取相應補助的情況下，方予確認。

政府補助於本集團確認有關補助擬用作抵銷成本的支出期間基於系統基準於損益確認。具體而言，以要求本集團購買、建造或以其他方式收購非流動資產為主要條件的政府補助乃於綜合財務狀況表確認為遞延收入，並於相關資產的可使用年期內基於系統合理基準轉撥至損益。

作為補償已產生開支或虧損而應收的收入的相關政府補助或在無未來相關成本的情況下為本集團提供即時財務支援的政府補助，在其成為應收款項期間於損益中確認。該等補助於「其他收入」下呈列。

退休福利成本

當員工提供服務可以使其有權收取供款時，向國家管理退休福利計劃所繳納的款項作為開支扣除。定額供款退休福利計劃的付款於僱員提供服務以享有有關供款時確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Share-based payment

Equity-settled share-based payment to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

以股份為基礎的支付

公司向僱員以及其他提供類似服務的人員作出的股權結算支付，在授予日期以股本工具的公平值計量。

不計及所有非市場行權條件，在授予日期所釐定的股權結算支付公平值，根據本集團對於最終將會行權的股本工具估計，於歸屬期間以直線法支銷，並相應增加權益(股份期權儲備)。於各報告期末，根據對所有相關非市場行權條件的評估，本集團修改其之前對於預期會行權股本工具的估計數量。對原始估計修正的影響(如有)在損益中確認，所導致累計開支反映經修正估計，並相應對股份期權儲備作出調整。就於授出日期即時歸屬的股份期權而言，所授出股份期權的公平值即時於損益支銷。

當股份期權獲行使時，先前於股份期權儲備所確認的金額將結轉至股本及股份溢價。當股份期權在可行權日後被沒收或者在到期日未獲行權，則先前在股份期權儲備中確認的金額將結轉至未分配利潤。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Taxation

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

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

稅項

所得稅費用為當期應付稅項與遞延稅項之和。

當期應付稅項的基礎為本年應課稅溢利。應課稅溢利不同於在綜合損益及其他全面收益表呈報的除稅前溢利，因為應課稅溢利撇除其他年度的應課稅或可抵減收入或開支項目，並進一步撇除不能課稅或抵減項目。本集團即期稅項負債使用於報告期末已頒佈或實質頒佈的稅率計算。

遞延稅項是根據綜合財務報表中資產與負債的賬面值與用於計算應課稅溢利的相應稅基之間的暫時差異所確認。遞延稅項負債一般就所有應課稅暫時差異所確認。當應課稅溢利將很可能用作抵銷該等可扣減暫時差異時，遞延稅項資產一般就所有可扣減暫時差異所確認。當初始確認交易中的資產及負債所產生的暫時差異(業務合併除外)既不影響應課稅溢利也不影響會計溢利，則不會確認有關遞延稅項資產及負債。

遞延稅項負債乃就於附屬公司的投資、於聯營公司及合營公司的權益相關的應課稅暫時差異而確認，惟本集團能夠控制撥回暫時差異，且該暫時差異在可預見未來很有可能不會撥回則除外。如果在可預見未來很有可能充足應課稅溢利用作抵銷暫時差異，且預期將於可預見未來撥回，方會確認與該等投資及權益相關的可扣減暫時差異所產生的遞延稅項資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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

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

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

稅項(續)

遞延稅項資產的賬面值在報告期末進行覆核，並減少至不再可能有足以撥回全部或部分資產的應課稅溢利程度。

遞延稅項資產及負債基於於報告期末已頒佈或實質頒佈稅率(及稅法)按於結算負債或變現資產期間預期應用的稅率進行計量。

遞延稅項負債及資產的計量反映本集團以其預期方式在報告期末收回或清償其資產和負債賬面值而將產生的稅務影響。

就計量以公平值模式計量的投資物業遞延稅項負債而言，其假設該等物業的賬面值將透過銷售悉數收回，惟有關假設被推翻則另作別論。當投資物業可折舊且由以目的為隨時間推移而非透過銷售消耗投資物業所包含絕大部分經濟利益的業務模式所持有，則該假設被推翻。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to the right-of-use assets and the lease liabilities separately. Temporary differences on initial recognition of the right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of the right-of-use assets and lease liabilities, resulting from remeasurement of the liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Ownership interests in leasehold land and building

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

稅項(續)

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團將國際會計準則第12號的規定分別應用於使用權資產及租賃負債。初始確認使用權資產及租賃負債產生的暫時差異，由於應用初始確認豁免，故此不會予以確認。因重新計量負債及租賃修改而對使用權資產及租賃負債的賬面值進行後續修訂所產生的暫時差異，不受初始確認豁免規限，於重新計量或修改日期確認。

當有合法執行權利將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關向同一應課稅實體徵收的所得稅有關時，則遞延稅項資產及負債可互相抵銷。

物業、廠房及設備

物業、廠房及設備為持作生產、提供貨品或服務或作為管理用途的有形資產，在綜合財務狀況表中按成本減其後累計折舊及累計減值虧損(如有)列賬。

租賃土地及建築物的所有權權益

當本集團就物業所有權權益(包括租賃土地及建築物部分)作出付款時，總代價於租賃土地與建築物部分之間按初步確認時的相對公平值比例進行分配。當有關付款能夠可靠分配時，租賃土地權益會在綜合財務狀況表內呈列為「使用權資產」，惟該等按公平值模式分類及入賬為投資物業的租賃土地權益除外。當代價無法可靠地在非租賃建築物部分與相關租賃土地的不可分割權益之間分配時，物業整體將分類為物業、廠房及設備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Property, plant and equipment (Continued)

Ownership interests in leasehold land and building (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

物業、廠房及設備(續)

租賃土地及建築物的所有權權益(續)

折舊按物業、廠房及設備項目的估計可使用年期(經計及其估計剩餘價值)以直線法撇銷其成本計提。估計可使用年期、剩餘價值及折舊方法在各報告期末進行覆核，而任何估計變動的影響按預期基準入賬。

物業、廠房及設備項目會在出售或預期繼續使用資產不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生的任何收益或虧損乃按銷售所得款項與資產賬面值之間的差額釐定並於損益確認。

投資物業

投資物業為持有以賺取租金及/或待資本增值的物業(就此等目的而言，包括在建物業)。

投資物業初始按成本計量，包括任何直接應佔支出。在初始確認後，投資物業以其公平值進行計量，經扣除任何預付或累計的經營租賃收入而調整。

投資物業的公平值變動收益或虧損於其產生期間計入損益。

在建投資物業產生的建設成本資本化為在建投資物業賬面值的一部分。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Investment properties (Continued)

Investment property carried at fair value is transferred to owner-occupied property when there is a change in use evidenced by the ending of an operating lease and the commencement of owner occupation. The property's deemed cost for subsequent accounting is its fair value at the date of change in use.

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

In progress land development arrangements

Development cost of in progress land development arrangements which are under collaboration arrangements with the relevant local government authority comprises the aggregate cost of development, materials and supplies, capitalised staff costs, capitalised borrowing costs on related borrowing funds during the period of construction and other costs directly attributable to such in progress land development arrangements.

In progress land development arrangements is stated at the lower of cost and net realisable value. Net realisable value takes into account the Group's share of estimated proceeds derived from the sale of developed land by the local government authorities, less costs to completion and the other costs necessary to be incurred in realising the revenue derived from the sale of developed land based on prevailing market conditions. Costs necessary to make the sale include incremental costs directly attributable to the sale and other necessary costs which the Group must incur to make the sale.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

投資物業(續)

按公平值列賬的投資物業在有證據顯示於經營租賃結束及業主自用開始時其用途改變，會轉撥至自用物業。於其後列賬的物業的視作成本為改變用途當日的公平值。

投資物業在出售時或當投資物業永遠不再使用而出售時預期不會產生任何日後經濟利益時終止確認。資產終止確認產生的任何收益或虧損(按該資產出售所得款項淨額與賬面值之間的差額計算)於該項目終止確認的期間計入損益。

待售土地開發項目

與相關當地政府機關的合作安排下的待售土地開發項目的開發成本包括開發總成本、材料及供應、資本化員工成本、建築期間相關借款資金的資本化借款成本以及該等待售土地開發項目直接應佔的其他成本。

待售土地開發項目按成本與可變現淨值兩者的較低者列賬。可變現淨值計入當地政府機關銷售已開發土地所產生估計所得款項經扣除直至竣工的成本及根據當時市況變現銷售已開發土地所得收入產生的其他必要成本之後的本集團所佔份額。銷售所需成本包括直接歸屬於銷售的增量成本及本集團為進行銷售而必須產生的其他必要成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Properties under development for sale

Properties under development which are intended to be sold upon completion of development are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets upon the application of IFRS 16, properties under development for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales. Costs necessary to make the sale include incremental costs directly attributable to the sale and other necessary costs which the Group must incur to make the sale.

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

Completed properties for sale

Completed properties for sale are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for the properties less costs necessary to make the sales. Costs necessary to make the sale include incremental costs directly attributable to the sale and other necessary costs which the Group must incur to make the sale.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

待售發展中物業

擬於發展完成時銷售的發展中物業分類為流動資產。除租賃土地部分於應用國際財務報告準則第16號後按照使用權資產的會計政策以成本模式計量外，待售發展中物業以成本與可變現淨值兩者的較低者入賬。成本按特定識別基準釐定，包括分配所產生的有關開發成本及(倘適用)資本化借款成本。可變現淨值指物業估計售價減完成銷售的估計成本及銷售所需成本。銷售所需成本包括直接歸屬於銷售的增量成本及本集團為進行銷售而必須產生的其他必要成本。

待售發展中物業在竣工時轉移至待售已竣工物業。

待售已竣工物業

待售已竣工物業按成本與可變現淨值兩者的較低者列賬。可變現淨值指物業的估計售價減銷售所需成本。銷售所需成本包括直接歸屬於銷售的增量成本及本集團為進行銷售而必須產生的其他必要成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets (other than those presented in investment properties, properties under development for sale and completed properties for sale) to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

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

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

物業、廠房及設備及使用權資產減值

於報告期末，本集團會審閱物業、廠房及設備以及使用權資產(不包括投資物業、待售發展中物業及待售已竣工物業所呈列的使用權資產)的賬面值，以確定是否有跡象顯示該等資產已蒙受減值虧損。當出現該等跡象，則會估計相關資產的可收回金額，以確定減值虧損(如有)的程度。

有形資產及使用權資產的可收回金額單獨估計。當不可能估計單項資產的可收回金額時，本集團估計該資產所屬的現金產生單位的可收回金額。

於測試現金產生單位的減值時，企業資產會於可設立合理一致的分配基準時獲分配至相關現金產生單位，否則，將按可設立的合理一致的分配基準分配至最小的現金產生單位組別。可收回金額乃為企業資產所屬的現金產生單位或現金產生單位組別而釐定，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

可收回金額為公平值減出售成本與使用價值兩者的較高者。在評估使用價值時，估計未來現金流量使用除稅前折現率折現至其現值，有關折現率反映現時市場對貨幣時間值的評估及該資產(其未來現金流量估計尚未調整)特有的風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

物業、廠房及設備及使用權資產減值(續)

當資產(或現金產生單位)的可收回金額估計低於其賬面值,則將該資產(或現金產生單位)的賬面值減少至其可收回金額。在分配減值虧損時,減值虧損乃根據單位或現金產生單位組別中每項資產的賬面值按比例分配,以減少資產。資產的賬面值不得低於其公平值減出售成本(倘可計量)、其使用價值(倘可釐定)及零的最高值。原本應分配至資產的減值虧損金額會按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益確認。

當減值虧損隨後撥回,則該資產(或現金產生單位)的賬面值會上調至其可收回金額的經修訂估算,但上調後的賬面值不得超過該資產(或現金產生單位)於過往年度並無確認減值虧損而應已釐定的賬面值。減值虧損撥回即時於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

或有負債

或有負債指因過去事件而產生的現時義務，但因履行該義務不太可能需要體現經濟利益的資源流出或該義務的金額無法可靠地計量，故不予確認。

倘本集團對某項義務承擔連帶責任，則將該義務中預期其他各方承擔的部分作為或有負債處理，且不會在綜合財務報表中確認。

本集團持續評估以確定體現經濟利益的資源是否可能流出。倘以前作為或有負債處理的項目很可能需要流出未來經濟利益，則在概率發生變動的報告期間，在綜合財務報表中確認撥備，除非在極少數情況下無法做出可靠估計，則另當別論。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具

當集團實體成為工具合約條款的一方時，方會確認財務資產及財務負債。所有常規買賣的財務資產以結算日基準確認及終止確認。常規買賣為規定於市場法規或慣例所設定的時間期限內交付資產的財務資產買賣。

財務資產及財務負債初始以公平值計量，惟根據國際財務報告準則第15號客戶合約收入（「國際財務報告準則第15號」）初始計量自客戶合約產生的貿易應收款項則除外。收購或發行財務資產及財務負債（按公平值計入損益的財務資產或財務負債除外）直接應佔的交易成本於初始確認時加入或從財務資產或財務負債的公平值扣除（倘適用）。收購按公平值計入損益的財務資產或財務負債直接應佔的交易成本即時於損益確認。

實際利率法為計算財務資產或財務負債的攤銷成本以及分配相關期間的利息收入及利息開支的方法。實際利率乃於初始確認時通過財務資產或財務負債的預期年期或（倘適用）較短期間內準確折現估計未來現金收入及付款（包括構成實際利率不可或缺部分的所有已付或已收費用及點數、交易成本及其他溢價或折現）至賬面淨值的利率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

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

All other financial assets are subsequently measured at FVTPL.

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產

財務資產的分類及其後計量

符合以下條件的財務資產其後按攤銷成本計量：

- 於以收取合約現金流量為目的的业务模式下持有的財務資產；及
- 合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金的利息。

符合下列條件的財務資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 於以出售及收取合約現金流量為目的的业务模式下持有的財務資產；及
- 合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金的利息。

所有其他財務資產其後按公平值計入損益計量。

此外，本集團可不可撤回地將一項須按攤銷成本或按公平值計入其他全面收益計量的財務資產指定為按公平值計入損益計量，前提為此舉可消除或大幅減少會計錯配。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

財務資產的分類及其後計量(續)

(i) 攤銷成本與利息收入

對於其後以攤銷成本計量的財務資產，利息收入乃使用實際利率法確認。利息收入乃根據對財務資產的賬面總值應用實際利率計算，惟其後出現信貸減值的財務資產除外(見下文)。對於其後出現信貸減值的財務資產，利息收入乃根據對來自下一個報告期財務資產的攤銷成本應用實際利率確認。倘出現信貸減值的財務工具的信貸風險的改善，使該財務資產不再出現信貸減值，則利息收入自釐定資產不再出現信貸減值後的報告期初起，根據對財務資產的賬面總值應用實際利率確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Equity instruments designated as at FVTOCI

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

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

(iii) Financial assets at FVTPL

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "change in fair value of trade receivables at FVTPL" and "change in fair value of other financial assets at FVTPL".

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

財務資產的分類及其後計量(續)

(ii) 指定為按公平值計入其他全面收益的股本工具

按公平值計入其他全面收益的股本工具投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收益確認並於儲備累計；且毋須進行減值評估。出售股本投資時，累計收益或虧損將不會重新分類至損益，且將轉撥至未分配利潤。

當本集團收取股本工具投資股息的權利確立時，該等股息於損益中確認，惟股息明確代表收回部分投資成本則除外。股息計入損益中「其他收入」項目。

(iii) 按公平值計入損益的財務資產

按公平值計入損益的財務資產於各報告期末按公平值計量，而任何公平值收益或虧損則於損益確認。於損益確認的收益或虧損淨額撇除財務資產所賺取的任何股息或利息，並計入「按公平值計入損益的貿易應收款項公平值變動」及「按公平值計入損益的其他財務資產公平值變動」。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables – at amortised cost, other receivables, amounts due from related parties, restricted bank deposits, time deposits with maturity over three months, bank balances) and financial guarantee contracts and contract assets, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for contract assets, trade receivables – at amortised cost and amounts due from related parties (trade nature). The ECL on these assets are assessed individually.

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

根據國際財務報告準則第9號須進行減值評估的財務資產及其他項目的減值

本集團根據國際財務報告準則第9號就財務資產(包括按攤銷成本計量的貿易應收款項、其他應收款項、應收關聯方款項、受限制銀行存款、到期日為三個月以上的定期存款、銀行結餘)以及財務擔保合約和合約資產按預期信用損失(「預期信用損失」)模型進行減值評估。預期信用損失金額於各報告日期更新，以反映信貸風險自初始確認以來的變動。

存續期預期信用損失指於相關工具的預期存續期內所有可能發生的違約事件產生的預期信用損失。相反，12個月預期信用損失(「12個月預期信用損失」)指預期於報告日期後12個月內可能發生的違約事件預期導致的部分存續期預期信用損失。評估乃根據本集團的歷史信用損失經驗進行，並根據債務人特有的因素、一般經濟狀況及對報告日期當前狀況以及日後狀況預測的評估作出調整。

本集團始終就合約資產、按攤銷成本計量的貿易應收款項及應收關聯方款項(貿易性質)確認存續期預期信用損失。該等資產的預期信用損失單獨進行評估。

對於所有其他工具，本集團計量的損失撥備相當於12個月預期信用損失，除非自初始確認以來信貸風險顯著增加，則本集團確認存續期預期信用損失。是否應確認存續期預期信用損失的評估乃基於自初始確認以來發生違約的可能性或風險顯著增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

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

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

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

根據國際財務報告準則第9號須進行減值評估的財務資產及其他項目的減值(續)

- (i) 信貸風險顯著增加
- 於評估自初始確認以來信貸風險是否顯著增加時，本集團將於報告日期財務工具發生的違約風險與初始確認日期財務工具發生的違約風險進行比較。在進行該評估時，本集團會考慮屬合理且具支持性的定量及定性資料，包括歷史經驗及無需付出過度的成本或努力即可取得前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮下列資料：

- 財務工具的外部信貸評級(倘適用)或內部信貸評級實際上或預期將顯著惡化；
- 信貸息差、債務人信貸違約掉期價格大幅增加等外部市場信貸風險指標顯著惡化；
- 預計會導致債務人償還其債務能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績實際上或預期將顯著惡化；
- 導致債務人償還其債務能力大幅下降的債務人監管、經濟或技術環境實際上或預期將發生重大不利變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

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

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk, for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

根據國際財務報告準則第9號須進行減值評估的財務資產及其他項目的減值(續)

(i) 信貸風險顯著增加(續)

儘管如上所述，倘債務工具於報告日期釐定為具有低信貸風險，則本集團會假設債務工具的信貸風險自初始確認以來並無顯著增加。倘i) 違約風險低；ii) 借款人有強大能力於短期內履行其合約現金流量責任；及iii) 經濟及業務狀況於較長期間內存在不利變動，惟未必將削弱借款人履行其合約現金流量責任的能力，則債務工具會被釐定為具有低信貸風險。

就財務擔保合約而言，為評估財務工具減值，本集團成為不可收回承諾的一方當日被視為初始確認日期。於評估信貸風險有否大幅增加時，就財務擔保合約而言，本集團考慮指定債務人將會違約的風險變動。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

- (ii) Definition of default
For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).
- (iii) Credit-impaired financial assets
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:
 - (a) significant financial difficulty of the issuer or the borrower;
 - (b) a breach of contract, such as a default or past due event;
 - (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

根據國際財務報告準則第9號須進行減值評估的財務資產及其他項目的減值(續)

- (ii) 違約定義
就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。
- (iii) 出現信貸減值的財務資產
當發生一項或多項對財務資產估計未來現金流量有不利影響的事件時，該財務資產出現信貸減值。財務資產出現信貸減值的證據包括有關以下事件的可觀察數據：
 - (a) 發行人或借款人嚴重財困；
 - (b) 違反合約(如違約或逾期事件)；
 - (c) 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；或
 - (d) 借款人將可能陷入破產或其他財務重組。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For lease receivables, the cash flows used for determining the ECL are consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

根據國際財務報告準則第9號須進行減值評估的財務資產及其他項目的減值(續)

(iv) 撇銷政策

當資料顯示對手方處於嚴重財困及無實際收回可能時(例如對手方被清盤或已進入破產程序時),本集團撇銷財務資產。經考慮法律意見後(倘合適),已撇銷的財務資產仍可能須按本集團的收回程序進行強制執行活動。撇銷構成終止確認事項。任何其後收回於損益中確認。

(v) 預期信用損失的計量及確認

預期信用損失的計量取決於違約概率、違約虧損率(即違約時虧損程度)及違約時風險敞口。違約概率及違約虧損率的評估乃基於歷史數據按前瞻性資料作調整。預期信用損失的預估反映無偏概率加權金額,以各自發生違約的風險為權重釐定。

一般而言,估計預期信用損失為根據合約到期支付予本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額,並按於初始確認時釐定的實際利率折現。對於租賃應收款項,用於釐定預期信用損失的現金流量與根據國際財務報告準則第16號計量租賃應收款項時使用的現金流量一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

- (v) Measurement and recognition of ECL (Continued)
- For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group applies a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Except for financial guarantee contracts, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables carried at amortised cost and contract assets where the corresponding adjustment is recognised through a loss allowance account.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

根據國際財務報告準則第9號須進行減值評估的財務資產及其他項目的減值(續)

- (v) 預期信用損失的計量及確認(續)
- 就財務擔保合約而言，本集團僅須在債務人違反保證文書條款情況下作出付款。因此，預期信用損失為就持有人產生的信用損失向其作出賠償的預期付款之現值減去本集團預期從持有人、債務人或任何其他方收取的任何金額。

就實際利率無法釐定的財務擔保合約預期信用損失而言，本集團採用可反映當前市場對貨幣時間價值的評估及現金流量特定風險的折現率，惟僅在透過調整折現率而非調整折現現金差額之方式計及風險的情況下，方會應用有關折現率。

除財務擔保合約外，本集團透過調整賬面值於損益中確認所有財務工具的減值收益或虧損，惟按攤銷成本列賬的貿易應收賬款及合約資產除外，其相應調整透過虧損撥備賬目確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務資產(續)

財務資產終止確認

僅於收取財務資產所產生現金流量的合約權利到期，或財務資產及該資產所有權的絕大部分風險及回報轉移至另一方時，本集團方會終止確認財務資產。倘本集團既無轉讓亦無保留已轉讓資產所有權的絕大部分風險及回報，惟繼續控制已轉讓資產，則本集團將確認其於該資產的保留權益及與其可能須支付金額有關的負債。倘本集團保留已轉讓資產所有權的絕大部分風險及回報，則應繼續確認該財務資產並同時將已收所得款項確認為一項抵押借款。

於按攤銷成本計量的財務資產終止確認時，資產賬面值與已收及應收代價的差額於損益中確認。

本集團於初始確認時選擇按公平值計入其他全面收益計量的股本工具投資終止確認時，先前累計於按公平值計入其他全面收益儲備的累計收益或虧損不會重新分類至損益，但會轉撥至未分配利潤。

財務負債及權益

債項及股本工具乃根據合約安排內容以及財務負債及股本工具的定義分類為財務負債或權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities of the Group including trade and other payables, bank and other borrowings, convertible bonds, notes and senior notes, and amounts due to related parties are subsequently measured at amortised cost, using the effective interest method.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liabilities are either held for trading or those designated as at FVTPL on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務負債及權益(續)

股本工具

股本工具乃任何證明一間實體經扣減所有負債後之資產剩餘權益的合約。本公司發行的股本工具按扣除直接發行成本後的已收所得款項確認。

財務負債

所有財務負債其後均以實際利率法按攤銷成本或按公平值計入損益計量。

以攤銷成本計量的財務負債

本集團的財務負債(包括貿易及其他應付款項、銀行及其他借款、可轉換債券、票據及優先票據以及應付關聯方款項)其後使用實際利率法按攤銷成本計量。

按公平值計入損益的財務負債

當財務負債為持作交易或初始確認時指定為按公平值計入損益，則財務負債會分類為按公平值計入損益。

財務擔保合約

財務擔保合約為一種合約，規定發行人須作出特定付款，以償付持有人因特定債務人無法按債務工具條款支付到期款項而蒙受的虧損。財務擔保合約負債初步按公平值計量。其後按以下較高者計量：

- 根據國際財務報告準則第9號釐定的虧損撥備金額；及
- 初步確認金額減擔保期內確認的累計攤銷(倘適用)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Convertible bonds and notes

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bonds and notes is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds and notes are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and are amortised over the period of the convertible bonds and notes using the effective interest method. Transaction costs relating to the derivative component are charged to profit or loss immediately.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

財務負債及權益(續)

可轉換債券及票據

以固定金額現金或另一項財務資產交換固定數量的本公司本身股本工具以外方式結付的換股權為換股權衍生財務工具。

於發行日期，負債部分及衍生財務工具部分均按公平值確認。於隨後期間，可轉換債券及票據負債部分按攤銷成本以實際利率法列賬。衍生財務工具部分則按公平值計量，並於損益內確認公平值變動。

與發行可轉換債券及票據有關的交易成本，按其相對公平值比例分配至負債部分及衍生財務工具部分。與負債部分有關的交易成本則計入負債部分賬面值，並以實際利率法於可轉換債券及票據涉及之期間予以攤銷。與衍生財務工具部分有關的交易成本會即時於損益內扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

衍生財務工具

衍生財務工具初始按衍生財務工具合約訂立日期的公平值確認，其後按其於報告期末的公平值重新計量。所產生的收益或虧損於損益中確認。

嵌入式衍生財務工具

嵌入於混合合約的衍生財務工具(包括於國際財務報告準則第9號界定範圍內的主財務資產)，將不會分開。整個混合合約整體按攤銷成本或公平值(如適用)分類及進行其後計量。

當嵌入於非衍生主合約的衍生財務工具符合衍生財務工具定義，其風險及特質與主合約者並無密切關係，而該主合約並非國際財務報告準則第9號界定範圍內的財務資產且並非按公平值計入損益計量，則該衍生財務工具將作為分開的衍生財務工具處理。

一般而言，與主合約分開的單一工具內的多項嵌入式衍生財務工具作為單一複合嵌入式衍生財務工具處理，除非該等衍生財務工具涉及不同風險，且各自可隨時分割及獨立。

財務負債終止確認

當且僅當本集團的責任已被解除、取消或屆滿時，本集團方會終止確認財務負債。終止確認財務負債的賬面值與已付或應付代價的差額於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Derivative financial instruments (Continued)

Modification of financial liabilities such as borrowings, trade and other payables, etc.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities is calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

3. 編製綜合財務報表的基準及重要會計政策(續)

3.2 重要會計政策(續)

財務工具(續)

衍生財務工具(續)

修訂借款、貿易及其他應付款項等財務負債

當財務負債的合約條款被修訂時，本集團會於考慮所有相關事實及情況(包括定性因素)後評估經修訂條款會否導致對原有條款作出重大修訂。倘定性評估並無定論，在新條款項下現金流量(包括扣除任何已收費用後的任何已付費用，並使用原實際利率折現)的折現現值與原財務負債剩餘現金流量的折現現值相差至少10%的情況下，本集團認為該等條款存在重大差異。因此，有關條款的修訂作為一項清償入賬，所產生的任何成本或費用被確認為清償收益或虧損的一部分。當有關差異少於10%時，交換或修訂被視為非重大修訂。

就不會導致終止確認的非重大財務負債修訂而言，相關財務負債的賬面值按財務負債的原有實際利率折現的經修訂合約現金流量的現值計算。所產生的交易成本或費用已調整至經修訂財務負債的賬面值，並於餘下年期予以攤銷。財務負債賬面值的任何調整於修訂日期在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgments in applying accounting policies

The following is the critical judgment, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, with regards to the Group's investment properties located in PRC, the directors of the Company considered that they are held under a business model whose objective is to consume substantially all of the economic benefits embodied in these investment properties over time. Therefore, the directors of the Company have determined with the presumption that the carrying amounts of investment properties located in the PRC measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group recognised deferred taxes on changes in fair value of the Group's investment properties located in the PRC on the basis that the entire carrying amounts of these properties are recovered through use.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months.

4. 關鍵會計判斷及估計不明朗因素的主要來源

在應用附註3所述的本集團會計政策時，本公司董事須就未能從其他來源得知的資產與負債賬面值作出判斷、估計及假設。估計及相關假設是根據過往經驗及其他被認為相關的因素作出。實際結果可能與此等估計不同。

本集團會持續檢討此等估計及相關假設。當對會計估計作出修訂時，若有關修訂僅影響作出估計修訂的期間，則在當期確認有關修訂，若有關修訂影響作出修訂的期間及未來期間，則在當期及未來期間確認有關修訂。

於應用會計政策時的關鍵判斷

除涉及估算的判斷外，以下為管理層在應用本集團會計政策時已作出且對於綜合財務報表內已確認金額有最重大影響的關鍵判斷。

投資物業的遞延稅項

就計量採用公平值模式計量的投資物業所產生的遞延稅項負債，本公司董事已審閱本集團位於中國的投資物業，認為該等物業按照一個商業模式持有，而此模式的目標為於一段時間內消耗該等投資物業所包含的絕大部分經濟利益。因此，本公司董事決定採用公平值模式計量位於中國的投資物業的賬面值全數通過銷售收回的假設已推翻。故此，本集團已按其位於中國的投資物業的全數賬面值通過使用收回的基準，就該等物業的公平值變動確認遞延稅項。

估計不明朗因素的主要來源

於報告期末，有重大風險使未來十二個月的資產及負債賬面值須作重大調整的未來相關主要假設及其他估計不明朗因素主要來源如下。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Fair value of completed investment properties

Completed investment properties were stated at fair values determined by management with the assistance of an independent qualified professional valuer. The determination of the fair values of the completed investment properties with the use of income capitalisation method involves an estimation of future results, a set of assumptions and a key input of market unit rent of individual unit; which are judgmental. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the valuation is reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's completed investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

The directors of the Company have performed internal assessment on the risks of change in macroeconomic environment through performing sensitivity analysis in relation to the Group's completed investment properties.

As at 31 December 2021, the carrying amount of the Group's completed investment properties is RMB1,024,100,000 (31 December 2020: RMB1,046,700,000).

Fair value measurement of certain trade receivables at FVTPL

Certain of the Group's trade receivables amounting to RMB2,229,090,000 as at 31 December 2021 (31 December 2020: RMB2,115,360,000) are classified as FVTPL and measured at fair values, which were determined by management with the assistance of an independent qualified professional valuer. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant input thereof, mainly including estimated repayment periods. See note 38(c) for further disclosures. Changes to these assumptions would result in changes in the fair values of these trade receivables and the corresponding adjustments to the amount of gain or loss reported in profit or loss.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

已竣工投資物業的公平值

在獨立合資格專業估值師協助下，由管理層釐定已竣工投資物業列賬的公平值。於釐定已竣工投資物業的公平值時會採用收入資本化法，涉及的未來業績估計、一套假設及個別單位的市場單位租金的關鍵輸入數據，有關因素皆屬於判斷性質。於依賴估值報告時，本公司董事行使其判斷，並信納估值為反映現時市況。該等假設的變動將導致本集團已竣工投資物業公平值變動並對綜合損益及其他全面收益表所報告的收益或虧損金額作出相應調整。

透過對本集團已竣工投資物業進行敏感度分析，本公司董事已對宏觀經濟環境變動風險進行內部評估。

於2021年12月31日，本集團已竣工投資物業的賬面值為人民幣1,024,100,000元(2020年12月31日：人民幣1,046,700,000元)。

按公平值計入損益的若干貿易應收款項的公平值計量

於2021年12月31日人民幣2,229,090,000元(2020年12月31日：人民幣2,115,360,000元)的若干本集團貿易應收款項分類為按公平值計入損益，且在獨立合資格專業估值師協助下，由管理層釐定公平值並按公平值計量。建立相關估值方法及其相關輸入數據(主要包括預計還款期)需要作出判斷及估算。有關進一步披露，請參閱附註38(c)。該等假設的變動將導致該等貿易應收款項公平值變動並對損益中報告的收益或虧損金額作出相應調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Provision of ECL for trade receivables at amortised cost and other receivables

The provision of ECL is sensitive to changes in estimates. Due to greater financial uncertainty triggered by the Covid-19 pandemic, the Group has increased the expected loss rates in the current year as there is higher risk that a prolonged pandemic could lead to increased credit default rates. The information about the ECL and the Group's trade receivables and other receivables are disclosed in notes 26, 27 and 46.

Income tax expense

As at 31 December 2021, deferred tax assets of RMB158,311,000 (31 December 2020: RMB131,054,000) were recognised in the consolidated statement of financial position. Deferred tax assets in respect of certain tax losses of RMB552,864,000 (31 December 2020: RMB551,649,000) and deductible temporary differences of RMB6,512,000 (31 December 2020: RMB8,034,000) were not recognised in the consolidated statement of financial position due to the unpredictability of future profit streams. The realisation of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less or more than expected, a reversal or future provision of deferred tax assets may arise, which will be recognised in profit or loss in the period in which such a reversal or further provision takes place.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

按攤銷成本計量的貿易應收款項及其他應收款項的預期信用損失撥備

預期信用損失撥備對估計變動敏感。由於新冠肺炎疫情觸發較大的財政不確定性，本集團已提升於本年度的預期損失率，原因為長時間的疫情導致信用違約率增加的風險更大。有關預期信用損失及本集團貿易應收款項及其他應收款項的資料於附註26、27及46披露。

所得稅開支

於2021年12月31日，人民幣158,311,000元(2020年12月31日：人民幣131,054,000元)的遞延稅項資產在綜合財務狀況表內確認。由於未能預測未來的利潤流，故並無就若干稅項虧損人民幣552,864,000元(2020年12月31日：人民幣551,649,000元)及可抵扣暫時差額人民幣6,512,000元(2020年12月31日：人民幣8,034,000元)於綜合財務狀況表內確認遞延稅項資產。遞延稅項資產變現主要取決於未來是否有充足的利潤或應繳稅暫時差額。當未來實際產生的利潤少於或多於預期，則可能出現遞延稅項資產撥回或未來撥備，有關金額將於撥回或進一步撥備期間在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

5. Revenue

The following is an analysis of the Group's revenue for the years ended 31 December 2021 and 2020.

5. 收入

以下是本集團截至2021年及2020年12月31日止年度的收入分析。

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Income arising from land development arrangements	土地開發項目收入		
– A point in time	– 在某一時點	1,060,679	1,990,183
– Over time	– 在某一段時間內	230,722	175,991
		1,291,401	2,166,174
Revenue from properties sales	物業銷售收入		
– A point in time	– 在某一時點	195,380	198,190
Total revenue from contract with customers	客戶合約的總收入	1,486,781	2,364,364
Revenue from property leasing	物業租賃收入	41,046	34,264
Total revenue	總收入	1,527,827	2,398,628

All of the Group's revenue is generated in the PRC based on where goods are sold or services are rendered, and substantially all of the Group's identifiable assets and liabilities are located in the PRC.

按所售商品或所提供服務所在地計算，本集團所有收入來自中國，而本集團絕大部分可識別資產及負債均位於中國。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

5. Revenue (Continued)

(i) Performance obligations for contracts with customers

Industrial towns development under collaboration arrangements

The industrial town development agreements the Group signed with the Longhe local government authority ("Longhe Park") is a kind of collaboration arrangement, under which the Group cooperates with the local government authority to develop and operate the industrial town, including land infrastructure development, marketing and promotional services, and industrial town maintenance services.

For land infrastructure development under collaboration arrangements with above local government authority, the Group is given the right to carry out construction and preparation works in respect of land infrastructure within certain districts. When the land plots are sold by the local government authority to land buyers through public auction, tender or listing, the Group is entitled to receive from the local government authority a proportion of the proceeds from land sales.

The Group's share of the proceeds from the land development is recognised upon completion of related construction works and when the amount of income can be measured reliably, which occurs upon sales of land plots by the local government authority. Accordingly, at the time of the sales of land, proceeds entitled to be received from the local government authority by the Group are recognised as revenue.

As consideration for its promotion and maintenance services, the Group shares certain percent of the local government authority's return from the operating of Longhe Park annually.

5. 收入(續)

(i) 客戶合約的履約責任

合作安排下的產業市鎮發展

本集團與龍河地方政府機關(「龍河高新區」)簽訂的產業市鎮發展協議是一項合作安排，據此，本集團與地方政府機關合作發展及營運產業市鎮，包括土地基礎設施開發、營銷及推廣服務，以及產業市鎮維護服務。

對於與上述地方政府機關合作的土地基礎設施開發項目，本集團有權在若干地區內進行土地基礎設施的建設及準備工程。當地塊由地方政府機關通過公開拍賣、招標、掛牌等方式出讓予土地買家時，本集團有權向地方政府機關收取土地出讓金的一部分收益。

本集團的土地發展收益份額，在有關建設工程完成後及在地方政府機關出售地塊而產生能可靠計量收入時進行確認。因此，在出售土地時，本集團有權向地方政府機關獲得的收益確認為收入。

作為推廣及維護服務的代價，本集團每年以若干比例分享地方政府機關就龍河高新區的運營收取的回報。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

5. Revenue (Continued)

(i) Performance obligations for contracts with customers (Continued)

Industrial towns development for other parks

The industrial town development agreements the Group signed with the local government authorities of other industrial parks contain three performance obligations as follows: (i) land infrastructure development, (ii) marketing and promotional service and (iii) industrial towns maintenance.

- For land infrastructure development services and the industrial towns maintenance services (including infrastructure maintenance and property management), each service is recognised as one performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction and maintenance services based on the stage of completion of the contract using input method.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones. The contract assets are transferred to trade receivables when the rights become unconditional.

- For the marketing and promotional services, revenue is recognised at a point in time when control of the services is transferred to the customer. The estimated amount of variable consideration is included in the transaction price only to the extent that is highly probable that such estimation will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

5. 收入(續)

(i) 客戶合約的履約責任(續)

其他園區的產業市鎮發展

本集團與其他產業園區的地方政府機關簽訂的產業市鎮發展協議包括三項履約責任，內容如下：(i)土地基礎設施開發、(ii)營銷及推廣服務及(iii)產業市鎮維護。

- 就土地基礎設施開發服務及產業市鎮維護服務(包括基礎設施維護及物業管理)而言，在本集團創建或強化資產而客戶於資產創建或強化後控制該資產時，於一段時間內各服務確認為一項已達成的履約責任。收入使用輸入法，根據合約完成階段就該等建設及維護服務進行確認。

合約資產(扣除與相同合約相關的合約負債)於履行建設服務期間確認，表示本集團就已履行服務收取代價的權利，原因為該等權利取決於本集團未來達成指定里程碑的表現。合約資產於權利成為無條件時轉撥至貿易應收款項。

- 就營銷及推廣服務而言，收入於服務控制權轉移至客戶時確認。可變代價估計金額僅於與可變代價有關的不明朗因素其後獲解決，有關估計金額於未來不太可能會導致重大收入撥回時，方可計入交易價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

5. Revenue (Continued)

(i) Performance obligations for contracts with customers (Continued)

Revenue from properties sales (revenue recognised at a point in time)

For contracts entered into with customers on sales of properties, the Group's performance does not create an asset with alternative use to the Group. Based on the opinion from internal legal department, taking into consideration the relevant contract terms and the legal environment, the Group concludes that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of residential properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

The Group receives the deposits from customers when they sign the sale and purchase agreement. However, depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period for the full amount of the contract price.

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

5. 收入(續)

(i) 客戶合約的履約責任(續)

物業銷售收入(收入在某一點時間點確認)

就與客戶訂立的物業銷售合約而言，本集團的履約並未產生對本集團有替代用途的資產。按照內部法律部門的意見，經考慮相關合約條款及法律環境，本集團認為，在轉移相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，住宅物業銷售收入於已竣工物業轉移予客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款的現時權利及可能收取代價的時間點。

本集團於客戶簽署買賣協議時向客戶收取訂金。然而，視乎市場狀況，本集團可較所列售價向客戶提供折扣，惟客戶須同意在施工過程中提早支付代價結餘。該預先付款計劃導致於物業建設期就全數合約價格確認合約負債。

本集團認為預先付款計劃含有重大融資成分，故計及本集團的信貸特徵後，就貨幣的時間價值影響調整代價金額。由於此應計項目增加建設期間的合約負債金額，因此於竣工物業的控制權轉移至客戶時，確認的收入金額有所增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

5. Revenue (Continued)

(ii) Transaction price allocated to the remaining performance obligation for contracts with customers

For properties sales, the transaction price allocated to the remaining performance obligations as at 31 December 2021 will be recognised as revenue in year 2022.

(iii) Leases

5. 收入(續)

(ii) 分攤至客戶合約的剩餘履約責任的交易價格

就物業銷售而言，於2021年12月31日分配至餘下履約責任的交易價格將於2022年確認為收入。

(iii) 租賃

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
For operating leases:	經營租賃：		
Lease payments that are fixed	固定租賃付款	41,046	34,264

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

6. Segment Information

The executive directors of the Group are identified as the chief operating decision maker (the “CODM”) of the Group for the purposes of resources allocation and performance assessment. The information reported to the CODM for the purposes of resources allocation and performance assessment focuses specifically on respective businesses of the Group. The Group’s operating and reportable segments are as follows:

- Industrial towns development – Land infrastructure and industrial towns development and maintenance
- Property development – Development and sale of properties
- Property leasing – Lease of properties

Segment revenue and results

		Industrial towns development 產業市鎮發展 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
For the year ended 31 December 2021	截至2021年12月31日止年度				
Segment revenue	分部收入				
– External segment revenue	– 對外分部收入	1,291,401	195,380	41,046	1,527,827
Consolidated revenue	綜合收入	1,291,401	195,380	41,046	1,527,827
Segment results	分部業績	545,541	82,696	(4,458)	623,779
Inter-segment elimination	分部間抵銷	55,503	–	(55,503)	–
Unallocated profit or loss items:	未分配損益項目：				
Other income	其他收入				17,626
Other gains and losses	其他收益及虧損				38,452
Selling and marketing expenses	銷售及市場行銷開支				(17,706)
Administrative expenses	行政開支				(144,827)
Finance costs	融資成本				(242,445)
Change in fair value of other financial assets at FVTPL	按公平值計入損益的其他財務資產公平值變動				(9,882)
Change in fair value of derivative financial instruments	衍生財務工具公平值變動				38,452
Share of results of associates	應佔聯營公司業績				2,591
Share of results of joint ventures	應佔合營公司業績				(4,526)
Profit before tax	除稅前溢利				301,514

6. 分部資料

就資源分配及表現評估而言，本集團執行董事被認為本集團的主要經營決策者（「主要經營決策者」）。就資源分配及表現評估而向主要經營決策者匯報的資料尤其著重於本集團的各項業務。本集團的經營及可報告分部如下：

- 產業市鎮發展—土地基礎設施以及產業市鎮發展及維護
- 物業發展—物業發展及銷售
- 物業租賃—租賃物業

分部收入及業績

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

6. Segment Information (Continued)

Segment revenue and results (Continued)

6. 分部資料(續)

分部收入及業績(續)

		Industrial towns development 產業市鎮發展 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
For the year ended 31 December 2020	截至2020年12月31日 止年度				
Segment revenue	分部收入				
– External segment revenue	– 對外分部收入	2,166,174	198,190	34,264	2,398,628
Consolidated revenue	綜合收入	2,166,174	198,190	34,264	2,398,628
Segment results	分部業績	1,230,186	64,204	153,945	1,448,335
Inter-segment elimination	分部間抵銷	6,538	(6,538)	–	–
Unallocated profit or loss items:	未分配損益項目：				
Other income	其他收入				30,714
Other expenses	其他支出				(105)
Other gains and losses	其他收益及虧損				106,063
Selling and marketing expenses	銷售及市場行銷開支				(14,995)
Administrative expenses	行政開支				(123,952)
Finance costs	融資成本				(227,814)
Change in fair value of other financial assets at FVTPL	按公平值計入損益的其他財 務資產公平值變動				(16,489)
Change in fair value of derivative financial instruments	衍生財務工具公平值變動				1,520
Share of results of associates	應佔聯營公司業績				1,475
Share of results of joint ventures	應佔合營公司業績				(1,010)
Profit before tax	除稅前溢利				1,203,742

The accounting policies of the operating and reportable segments information are the same as the Group's accounting policies described in note 3 to these consolidated financial statements. Segment results represent the profit earned and loss incurred by each segment without allocation of certain items incurred for central management purpose. This is the measure reported to the CODM for the purposes of resources allocation and assessment of segment performance.

經營及可報告分部資料的會計政策與綜合財務報表附註3所描述的本集團會計政策相同。分部業績指未分配中央管理產生的若干項目前各分部所賺取的利潤及所產生的虧損。此為就資源分配及分部表現評估而向主要經營決策者匯報的措施。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities

6. 分部資料(續)

分部資產及負債

		Industrial towns development	Property development	Property leasing	Total
		產業市鎮發展	物業發展	物業租賃	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 31 December 2021	於2021年12月31日				
Segment assets	分部資產	8,896,018	3,429,607	1,781,926	14,107,551
Inter-segment elimination	分部間抵銷	(833,210)	-	-	(833,210)
Unallocated assets:	未分配資產：				
Property, plant and equipment	物業、廠房及設備				530,937
Interests in associates	於聯營公司的權益				124,968
Interests in joint ventures	於合營公司的權益				115,964
Financial assets at FVTPL	按公平值計入損益的 財務資產				21,034
Prepayments and other receivables	預付及其他應收 款項				3,571
Amount due from a related party	應收一名關聯方款項				586
Deferred tax assets	遞延稅項資產				158,311
Derivative financial instruments	衍生財務工具				9,250
Bank balances and cash	銀行結餘及現金				372,378
Total assets	總資產				14,611,340
Segment liabilities	分部負債	4,891,404	1,222,608	457,483	6,571,495
Inter-segment elimination	分部間抵銷	-	(435,496)	(397,714)	(833,210)
Unallocated liabilities:	未分配負債：				
Other payables	其他應付款項				5,929
Amounts due to related parties	應付關聯方款項				692,413
Current tax liabilities	即期稅項負債				546,779
Bank and other borrowings	銀行及其他借款				12,926
Convertible bonds, notes and senior notes	可轉換債券、票據及 優先票據				1,196,284
Derivative financial instruments	衍生財務工具				2,716
Deferred tax liabilities	遞延稅項負債				255,753
Total liabilities	總負債				8,451,085

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities (Continued)

6. 分部資料(續)

分部資產及負債(續)

		Industrial towns development 產業市鎮發展 RMB'000 人民幣千元	Property development 物業發展 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 31 December 2020	於2020年12月31日				
Segment assets	分部資產	9,326,213	3,493,374	1,818,957	14,638,544
Inter-segment elimination	分部間抵銷	(999,630)	–	–	(999,630)
Unallocated assets:	未分配資產：				
Property, plant and equipment	物業、廠房及設備				561,530
Interests in associates	於聯營公司的權益				145,244
Interests in joint ventures	於合營公司的權益				12,000
Financial assets at FVTPL	按公平值計入損益的財務資產				28,265
Prepayments and other receivables	預付及其他應收款項				4,134
Amount due from a related party	應收一名關聯方款項				586
Deferred tax assets	遞延稅項資產				131,054
Bank balances and cash	銀行結餘及現金				249,559
Total assets	總資產				14,771,286
Segment liabilities	分部負債	5,148,203	1,127,382	545,312	6,820,897
Inter-segment elimination	分部間抵銷	–	(501,787)	(497,843)	(999,630)
Unallocated liabilities:	未分配負債：				
Other payables	其他應付款項				4,859
Amounts due to related parties	應付一名關聯方款項				3,163
Current tax liabilities	即期稅項負債				606,341
Bank and other borrowings	銀行及其他借款				13,889
Convertible bonds, notes and senior notes	可轉換債券、票據及優先票據				1,789,688
Deferred tax liabilities	遞延稅項負債				284,291
Total liabilities	總負債				8,523,498

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

6. Segment Information (Continued)

Segment assets and liabilities (Continued)

For the purposes of assessing segment performance and allocating resources between segments:

- Other than deferred tax assets and certain assets for central management purpose, all assets are allocated to segment assets; and
- Other than deferred tax liabilities and certain liabilities for central management purpose, all liabilities are allocated to segment liabilities.

Other segment information

Year ended 31 December 2021

Amounts included in the measurement of segment profit or loss or segment assets

6. 分部資料(續)

分部資產及負債(續)

就評估分部表現及按分部分配資源而言：

- 除遞延稅項資產及作中央管理目的之若干資產外，所有資產均分配至分部資產；及
- 除遞延稅項負債及作中央管理目的之若干負債外，所有負債均分配至分部負債。

其他分部資料

截至2021年12月31日止年度

計入分部損益或分部資產計量的金額

		Industrial towns development	Property development	Property leasing	Segment total	Unallocated	Consolidated
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Addition to non-current assets	非流動資產的增加	78,237	31	2,756	81,024	5,166	86,190
Interests in associates	於聯營公司的權益	-	-	121,146	121,146	124,968	246,114
Interests in joint ventures	於合營公司的權益	-	-	-	-	115,964	115,964
Interest income	利息收入	136,930	13,432	1,867	152,229	2,366	154,595
Interest expense	利息開支						
- Charge to the profit or loss	- 自損益扣除	(67,535)	(3,030)	-	(70,565)	(242,445)	(313,010)
- Capitalisation	- 資本化	(232,431)	(48,590)	-	(281,021)	-	(281,021)
Gain (loss) on disposal of property plant and equipment	出售物業、廠房及設備的收益(虧損)	273	138	(12)	399	-	399
Share of results of associates	應佔聯營公司業績	-	-	(2,791)	(2,791)	2,591	(200)
Share of results of joint ventures	應佔合營公司業績	-	-	-	-	(4,526)	(4,526)
Depreciation and amortisation	折舊及攤銷	(22,642)	(14,239)	(18,441)	(55,322)	(15,324)	(70,646)
Change in fair value of investment properties	投資物業公平值變動	-	-	(10,772)	(10,772)	-	(10,772)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

6. Segment Information (Continued)

Other segment information (Continued)

Year ended 31 December 2020

Amounts included in the measurement of segment profit or loss or segment assets

6. 分部資料(續)

其他分部資料(續)

截至2020年12月31日止年度

計入分部損益或分部資產計量的金額

		Industrial towns development 產業市鎮發展	Property development 物業發展	Property leasing 物業租賃	Segment total 分部總計	Unallocated 未分配	Consolidated 綜合
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Addition to non-current assets	非流動資產的增加	71,088	392	125,891	197,371	179,400	376,771
Interests in associates	於聯營公司的權益	-	-	123,936	123,936	145,244	269,180
Interests in joint ventures	於合營公司的權益	-	-	-	-	12,000	12,000
Interest income	利息收入	135,257	22,936	2,050	160,243	7,308	167,551
Interest expense	利息開支						
- Charge to the profit or loss	- 自損益扣除	(102,558)	(8,763)	-	(111,321)	(227,814)	(339,135)
- Capitalisation	- 資本化	(241,627)	(23,328)	-	(264,955)	-	(264,955)
Loss on disposal of property plant and equipment	出售物業、廠房及設備的虧損	(426)	(45)	(165)	(636)	-	(636)
Share of results of associates	應佔聯營公司業績	-	-	(3,231)	(3,231)	1,475	(1,756)
Share of results of joint ventures	應佔合營公司業績	-	-	-	-	(1,010)	(1,010)
Depreciation and amortisation	折舊及攤銷	(26,593)	(14,502)	(28,246)	(69,341)	(15,878)	(85,219)
Change in fair value of investment properties	投資物業公平值變動	-	-	132,806	132,806	-	132,806

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

6. Segment Information (Continued)

Information about major customers

Revenue from customers individually contributing over 10% of the Group's revenue is as follows:

		Year ended 31 December 截至12月31日止年度	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Customer A ²	客戶A ²	715,632	N/A ¹ 不適用 ¹
Customer B ²	客戶B ²	N/A ¹ 不適用 ¹	444,955
Customer C ²	客戶C ²	N/A ¹ 不適用 ¹	317,398
Customer D ²	客戶D ²	N/A ¹ 不適用 ¹	310,176
Customer E ²	客戶E ²	N/A ¹ 不適用 ¹	290,904
		715,632	1,363,433

Notes:

- The corresponding revenue did not contribute over 10% of the Group's revenue.
- Revenue arising from land development arrangements.

The Group's revenue from external customers by location of operations of the relevant group entities is derived solely in the PRC. Non-current assets of the Group by location of assets are all located in the PRC.

6. 分部資料(續)

有關主要客戶的資料

來自個別佔本集團收入10%以上的客戶的收入如下：

		Year ended 31 December 截至12月31日止年度	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Customer A ²	客戶A ²	715,632	N/A ¹ 不適用 ¹
Customer B ²	客戶B ²	N/A ¹ 不適用 ¹	444,955
Customer C ²	客戶C ²	N/A ¹ 不適用 ¹	317,398
Customer D ²	客戶D ²	N/A ¹ 不適用 ¹	310,176
Customer E ²	客戶E ²	N/A ¹ 不適用 ¹	290,904
		715,632	1,363,433

附註：

- 相應收入佔本集團收入10%以下。
- 來自土地開發項目的收入。

本集團來自按有關集團實體經營地點分類的外界客戶的收入僅來自中國。本集團按資產地點分類的非流動資產則全部位於中國。

7. Other Income and Expenses

		Year ended 31 December 截至12月31日止年度	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Other income:	其他收入：		
Interest income on bank deposits	銀行存款利息收入	25,690	25,682
Interest income on trade receivables	貿易應收款項利息收入	117,004	127,750
Interest income on amount due from a related party	應收一名關聯方款項利息收入	8,349	9,209
Imputed interest income on other receivables	其他應收款項的推算利息收入	3,552	4,910
Total interest income	利息收入總額	154,595	167,551
Government grants	政府補助	2,195	16,586
Provision of infrastructure services	提供基礎設施服務	3,115	11,586
Others	其他	599	5,613
		160,504	201,336

7. 其他收入和支出

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

7. Other Income and Expenses (Continued)

7. 其他收入和支出(續)

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other expenses:	其他支出：		
Penalty charges	罰款	(5,970)	–
Donations	捐贈	(1,097)	(5,213)
		(7,067)	(5,213)

8. Other Gains and Losses

8. 其他收益及虧損

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net gains and losses	淨收益及虧損		
Exchange gains, net	匯兌淨收益	30,174	104,706
Gain on disposal of subsidiaries (note 45)	出售附屬公司收益(附註45)	4,812	2,069
Gain (loss) on disposal of property, plant and equipment, net	出售物業、廠房及設備的淨收益(虧損)	399	(636)
Loss on disposal of joint ventures	出售合營公司虧損	(554)	(1,268)
Gain on disposal of an associate (note 19)	出售一間聯營公司收益(附註19)	18,200	–
Deposit forfeiture	沒收訂金	991	11,009
Others	其他	7,412	43
		61,434	115,923

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

9. Finance Costs

9. 融資成本

		Year ended 31 December 截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interests on bank loans	銀行貸款的利息	284,669	287,300
Interests on other loans	其他貸款的利息	31,706	89,583
Interests on convertible bonds and notes (note 32)	可轉換債券及票據的利息(附註32)	113,636	50,482
Interest on loans from related parties	來自關聯方貸款的貸款利息	56,191	–
Interest on senior notes (note 32)	優先票據的利息(附註32)	79,795	174,493
Interests on lease liabilities	租賃負債的利息	727	2,232
Interests on contract liabilities	合約負債的利息	27,307	–
Total borrowing costs	借款成本總額	594,031	604,090
Less: Amount capitalised in:	減：資本化金額：		
In progress land development arrangements	待售土地開發項目	(232,431)	(241,627)
Properties under development for sale	待售發展中物業	(48,590)	(23,328)
		313,010	339,135

The weighted average capitalisation rate on funds borrowed generally is 7.44% (2020: 7.92%) per annum for the current year.

本年度的加權平均借款資本化率大致為每年7.44%(2020年：7.92%)。

10. Impairment Losses under Expected Credit Loss Model, Net of Reversal

10. 預期信用損失模型項下的減值虧損，扣除撥回

		Year ended 31 December 截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Impairment losses recognised on:	確認減值虧損：		
– Other receivables	– 其他應收款項	58,499	27,265
– Trade receivables	– 貿易應收款項	7,917	2,318
– Amounts due from related parties	– 應收關聯方款項	10,629	17,206
		77,045	46,789

Details of impairment assessment are set out in note 38(b).

有關減值評估的詳情載於附註38(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

11. Profit and Total Comprehensive Income for the Year

Profit and total comprehensive income for the year has been arrived at after charging (crediting):

11. 本年溢利及全面收益總額

本年溢利及全面收益總額於扣除(計入)下列各項後得出：

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Directors' emoluments (including share-based payment expenses, if any)	董事薪酬(包括股份支付費用(如有))	14,582	12,736
Staff costs	員工成本		
Salaries, wages and other benefits	薪金、工資及其他福利	140,198	186,933
Contribution to retirement benefits scheme	退休福利計劃供款	19,254	18,196
Total staff costs (including Directors' emoluments)	員工成本總額(包括董事薪酬)	174,034	217,865
Less: Amount capitalised in:	減：資本化金額：		
In progress land development arrangements	待售土地開發項目	(28,160)	(30,235)
Properties under development for sale	待售發展中物業	(699)	(333)
		145,175	187,297
Rental income from property leasing	物業租賃租金收入	(41,046)	(34,264)
Less: Direct operating expenses for property leasing	減：物業租賃直接經營開支	1,779	13,810
		(39,267)	(20,454)
Cost of properties sold	已售物業成本	122,447	92,530
Cost of land development arrangements	土地開發項目成本	423,650	620,107
Short-term lease expense	短期租賃開支	4,254	4,779
Covid-19-related rent concessions	新冠肺炎相關租金優惠	-	(150)
Auditor's remuneration	核數師酬金	3,727	3,406
Depreciation of property, plant and equipment	物業、廠房及設備折舊	62,568	64,161
Depreciation of right-of-use assets	使用權資產折舊	8,078	21,058

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

12. Emoluments of Directors and the Five Highest Paid Individuals Emoluments

The emoluments paid or payable to the directors of the Company were as follows:

12. 董事及五名最高薪人士的薪酬

已付或應付本公司董事的薪酬如下：

		Fees	Salaries and other benefits	Contribution to retirement benefits scheme	Discretionary performance-related bonus	Total
		袍金	薪金與其他福利	退休福利計劃供款	表現掛鈎酌情花紅	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2021	截至2021年12月31日止年度					
Non-executive directors:	非執行董事：					
Song Liuyi (Note (iii))	宋鏐毅(附註(iii))	-	-	-	-	-
Zhao Ying (Note (v))	趙穎(附註(v))	-	135	7	-	142
Executive directors:	執行董事：					
Wang Jianjun (Note (i))	王建軍(附註(i))	-	643	43	240	926
Zhao Lei (Note (iv))	趙磊(附註(iv))	-	510	22	318	850
Yang Yun	楊允	-	398	31	240	669
Wang Yagang	王亞剛	-	397	31	240	668
Wang Wei	王薇	-	1,063	15	858	1,936
Huang Peikun (Note (ii))	黃培坤(附註(ii))	-	3,741	9	4,906	8,656
Independent non-executive directors:	獨立非執行董事：					
Wong Wing Kuen, Albert	王永權	245	-	-	-	245
Hsieh Yafang	謝亞芳	245	-	-	-	245
Wang Yijiang	王一江	245	-	-	-	245
		735	6,887	158	6,802	14,582

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

12. Emoluments of Directors and the Five Highest Paid Individuals Emoluments (Continued)

12. 董事及五名最高薪人士的薪酬(續)

		Fees	Salaries and other benefits	Contribution to retirement benefits scheme	Discretionary performance-related bonus	Total
		袍金	薪金與其他福利	退休福利計劃供款	表現掛鈎酌情花紅	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2020	截至2020年12月31日止年度					
Non-executive director:	非執行董事：					
Zhao Ying (Note (v))	趙穎(附註(v))	-	252	13	-	265
Executive directors:	執行董事：					
Wang Jianjun (Note (i))	王建軍(附註(i))	-	827	15	360	1,202
Yang Yun	楊允	-	575	2	360	937
Wang Yagang	王亞剛	-	575	22	360	957
Wang Wei	王薇	-	1,094	15	-	1,109
Huang Peikun (Note (ii))	黃培坤(附註(ii))	-	4,497	15	2,998	7,510
Independent non-executive directors:	獨立非執行董事：					
Wong Wing Kuen, Albert	王永權	252	-	-	-	252
Hsieh Yafang	謝亞芳	252	-	-	-	252
Wang Yijiang	王一江	252	-	-	-	252
		756	7,820	82	4,078	12,736

Notes:

- (i) After the change of shareholding structure of the Company, Mr. Wang Jianjun, a director and one of the then ultimate controlling shareholders, has resigned from his role as the chairman of the board and has ceased to act as the chairman of the nomination committee but will continue to serve as an executive director of the Company with effect from 19 July 2021.
- (ii) Mr. Huang Peikun has resigned from his role as an executive director and the chief financial officer of the Company with effect from 19 July 2021.
- (iii) Mr. Song Liuyi has been appointed as the non-executive director of the Company, the chairman of the board and the nomination committee and a member of the remuneration committee with effect from 19 July 2021. Mr. Song Liuyi will not receive any emolument in relation to his work as a director.
- (iv) Mr. Zhao Lei has been appointed as an executive director and the chief financial officer of the Company with effect from 19 July 2021.
- (v) Ms. Zhao Ying, one of the then ultimate controlling shareholders, has resigned from her role as the non-executive director of the Company and has ceased to act as a member of the remuneration committee with effect from 19 July 2021.

附註：

- (i) 於本公司股權架構發生改變後，董事及當時最終控股股東之一王建軍先生辭任董事會主席職務及不再擔任提名委員會主席，惟將繼續擔任本公司的執行董事，自2021年7月19日起生效。
- (ii) 黃培坤先生辭任本公司的執行董事及首席財務官職務，自2021年7月19日起生效。
- (iii) 宋鏐毅先生獲委任為本公司的非執行董事、董事會及提名委員會主席以及薪酬委員會成員，自2021年7月19日起生效。宋鏐毅先生將不會就其擔任董事收取任何酬金。
- (iv) 趙磊先生獲委任為本公司執行董事及首席財務官，自2021年7月19日起生效。
- (v) 當時最終控股股東之一趙穎女士辭任本公司的非執行董事職務及不再擔任薪酬委員會成員，自2021年7月19日起生效。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

12. Emoluments of Directors and the Five Highest Paid Individuals Emoluments

(Continued)

The emoluments of executive directors of the Company shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were for their services as directors of the Company.

Bonuses are calculated based on the Group's or respective subsidiaries' performance or special events for such financial year.

Five highest paid individuals

The five highest paid individuals included 4 directors of the Company for the year ended 31 December 2021 (2020: 4). The emoluments of the remaining 1 highest paid individual for the year ended 31 December 2021 (2020: 1) are as follows:

		Year ended 31 December 截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other benefits	薪金與其他福利	3,396	1,431
Discretionary performance-related bonus	表現掛鉤酌情花紅	2,453	—
Contribution to retirement benefits scheme	退休福利計劃供款	15	15
		5,864	1,446

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		Number of employees 員工人數	
		2021	2020
Hong Kong dollars ("HK\$") 1,500,001 to HK\$2,000,000	港幣(「港幣」)1,500,001元至2,000,000元	—	1
Hong Kong dollars ("HK\$") 7,000,001 to HK\$7,500,000	港幣(「港幣」)7,000,001元至7,500,000元	1	—

For the years ended 31 December 2021 and 2020, none of the directors of the Company or the five highest paid individuals waived or agreed to waive any emoluments.

12. 董事及五名最高薪人士的薪酬(續)

上述支付予本公司執行董事的薪酬主要與彼等就管理本公司及本集團的事務提供的服務有關。上述非執行董事的薪酬為彼等擔任本公司董事的薪酬。

花紅按本集團或各附屬公司有關財政年度的表現或特別事件計算。

五名最高薪人士

截至2021年12月31日止年度，五名最高薪人士包括本公司四名(2020年：四名)董事。截至2021年12月31日止年度，其餘一名(2020年：一名)最高薪人士的薪酬如下：

並非本公司董事而屬下列薪酬範圍的最高薪酬員工人數如下：

截至2021年及2020年12月31日止年度，本公司董事或五名最高薪人士概無放棄或同意放棄收取任何薪酬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

12. Emoluments of Directors and the Five Highest Paid Individuals Emoluments

(Continued)

Five highest paid individuals (Continued)

Saved as disclosed above, the directors of the Company confirm that no housing or other allowances, benefits in kind, contributions to pension scheme, inducement to join the Group, compensation for loss of any office in connection with the management of the affairs of any member of the Group has been made to the five highest paid individuals during the year ended 31 December 2021 (2020: five).

13. Income Tax Expense

12. 董事及五名最高薪人士的薪酬(續)

五名最高薪人士(續)

除上述披露者外，本公司董事確認，於截至2021年12月31日止年度，概無向五名最高薪人士支付房屋或其他津貼、實物利益、退休金計劃供款、作為加入本集團的誘因或就退任本集團任何成員公司事務管理的任何職位的賠償(2020年：五名)。

13. 所得稅開支

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax:	當期稅項：		
– PRC enterprise income tax	– 中國企業所得稅	188,811	356,135
– Land appreciation tax	– 土地增值稅	14,803	16,461
– Over provision in prior year	– 去年超額撥備	(5,337)	(16,316)
		198,277	356,280
Deferred tax (note 22)	遞延稅項(附註22)	(55,795)	2,846
		142,482	359,126

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

13. Income Tax Expense (Continued)

Certain subsidiaries of the Group, Langfang VAST Urban Development Co., Ltd. ("Langfang VAST"), Langfang Hongsheng Real Estate Development Co., Ltd. and Langfang Yonglun Property Development Co., Ltd. were subject to the enterprise income tax of PRC at a tax rate of 25% on a verification collection basis at deemed profit which represents 10% or 15% of its revenue after adjusting the subsidies paid to customers (enterprises establishing their businesses in Longhe Park) prior to 1 January 2014 in accordance with authorised tax valuation method (核定徵收) approved by local tax bureau pursuant to the applicable PRC tax regulations (the "Deemed Profit Basis"). From 1 January 2014, the three subsidiaries of the Group mentioned above no longer enjoyed the tax benefit of the authorised tax valuation method. Certain income tax calculated on Deemed Profit Basis of unrealised profit earned in prior years was realised in 2020 and 2021.

According to the requirements of the Provisional Regulations of the PRC on Land Appreciation Tax ("LAT") (中華人民共和國土地增值稅暫行條例) effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例實施細則) effective from 27 January 1995, all income from the sale or transfer of state-owned land use rights and buildings of the Group (being the proceeds of sales of properties less deductible expenditures including borrowing costs and property development expenditures) is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation of land value with an exemption provided for property sales of ordinary residential properties (普通標準住宅) if their appreciation values do not exceed 20% of the sum of the total deductible items.

13. 所得稅開支(續)

根據中國適用稅規，本集團若干附屬公司廊坊市宏泰產業市鎮投資有限公司(「廊坊宏泰」)、廊坊市宏盛房地產開發有限公司及廊坊市永倫房地產開發有限公司須按核定徵收基準，以地方稅務局批准的核定徵收稅項，以認定溢利(即2014年1月1日前經支付予龍河高新區落戶的企業客戶的補貼調整後的10%或15%收入)(「認定溢利基準」)按25%稅率繳納中國的企業所得稅。自2014年1月1日起，上述三間本集團的附屬公司不再享有核定徵收的稅項優惠。部分按照以前年度賺取的未實現溢利的認定溢利基準計算的所得稅在2020年和2021年實現。

根據1994年1月1日起生效的《中華人民共和國土地增值稅暫行條例》(「土地增值稅」)及1995年1月27日起生效的《中華人民共和國土地增值稅暫行條例實施細則》的規定，除增值額未超過可抵扣項目總額20%的普通標準住宅的物業銷售，所有出售或轉讓本集團國有土地使用權及房屋的收入(出售物業所得款項減去借款成本及物業開發支出等可抵扣費用)需按土地增值的30%至60%累進稅率繳納土地增值稅。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

13. Income Tax Expense (Continued)

Except for the above, under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The tax expense can be reconciled to profit before tax as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before tax	除稅前溢利	301,514	1,203,742
Tax at PRC enterprise income tax rate of 25%	按中國企業所得稅率25%計算的稅項	75,379	300,935
LAT	土地增值稅	14,803	16,461
Tax effect of LAT	土地增值稅的稅務影響	(3,701)	(4,115)
Over provision in prior year	去年超額撥備	(5,337)	(16,316)
Effect on Deemed Profit Basis of enterprise income tax	對企業所得稅認定溢利基準的影響	(643)	(35)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	2,831	2,289
Tax effect of tax losses not recognised	未確認的稅項虧損的稅務影響	34,288	33,560
Utilisation of tax losses previously not recognised	動用過往未確認的稅項虧損	(27,851)	-
Utilisation of deductible temporary difference previously not recognised	動用過往未確認的可抵扣暫時差額	(380)	(6,351)
Tax effect of share of losses of associates	應佔聯營公司虧損的稅務影響	50	439
Tax effect of share of losses of joint ventures	應佔合營公司虧損的稅務影響	1,131	253
Effect of tax free policy of Cayman Islands and BVI	開曼群島及英屬處女群島的免稅政策影響	48,843	36,005
Others	其他	3,069	(3,999)
Income tax expense	所得稅開支	142,482	359,126

13. 所得稅開支(續)

除上述者外，根據《中華人民共和國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於該兩個年度的稅率為25%。

稅項支出可與除稅前溢利對賬如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

14. Dividend

No dividend has been declared by the Company for the year ended 31 December 2021.

During the year ended 31 December 2021, a final dividend of HK\$0.18 per share in respect of the year ended 31 December 2020 amounting to HK\$297,223,000 in aggregate (equivalent to RMB247,668,000) was declared and paid out from the Company's retained profits.

During the year ended 31 December 2020, a final dividend of HK\$0.20 per share in respect of the year ended 31 December 2019 amounting to HK\$330,247,000 in aggregate (equivalent to RMB287,011,000) was declared and paid out from the Company's retained profits.

15. Earnings Per Share

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

14. 股息

本公司就截至2021年12月31日止年度並未宣派股息。

於截至2021年12月31日止年度，截至2020年12月31日止年度的末期股息每股港幣0.18元，總計港幣297,223,000元(折合人民幣247,668,000元)，已作宣派及從本公司未分配利潤支付。

於截至2020年12月31日止年度，截至2019年12月31日止年度的末期股息每股港幣0.20元，總計港幣330,247,000元(折合人民幣287,011,000元)，已作宣派及從本公司未分配利潤支付。

15. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利是基於以下數據計算的：

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Earnings	盈利		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	就每股基本盈利而言 本公司擁有人應佔 本年溢利	171,313	846,531
Adjustment to the profit for the year attributable to owners of the Company for the purpose of diluted earnings per share	就每股攤薄盈利而言 本公司擁有人應佔 本年溢利的調整		
– impact of convertible bonds issued by the Company	– 本公司所發行可轉換債券的影響	(11,694)	3,697
Profit for the year attributable to owners of the Company for the purpose of diluted earnings per share	就每股攤薄盈利而言 本公司擁有人應佔 本年溢利	159,619	850,228

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

15. Earnings Per Share (Continued)

15. 每股盈利(續)

		Year ended 31 December 截至12月31日止年度	
		2021 '000 千股	2020 '000 千股
Number of shares	股數		
Weighted average number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言的普通股加權平均數	1,651,237	1,651,237
Effect of dilutive potential ordinary shares:	潛在可攤薄普通股的影响：		
– Convertible bonds	– 可轉換債券	157,111	98,237
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就每股攤薄盈利而言的普通股加權平均數	1,808,348	1,749,474

The profit attributable to owners of the Company and the number of ordinary shares for the purpose of calculating diluted earnings per share for the year ended 31 December 2020 had been adjusted assuming that the conversion of 2018 convertible bonds has been effective from 1 January 2020. The diluted earnings per share for the year ended 31 December 2021 had been adjusted assuming the conversion of the 2021 convertible bonds from the issue date, and the adjustments were not made for the 2018 convertible bonds and the put option embedded in amount due to a related party as set out in note 46(a) as their impacts are anti-dilutive.

The computation of diluted earnings per share for the years ended 31 December 2021 and 2020 does not assume the exercise of share options because the adjusted exercise price of those options was higher than the average market price of the shares for both periods.

就計算截至2020年12月31日止年度每股攤薄盈利而言的本公司擁有人應佔溢利及普通股數目，已就假設2018年可轉換債券轉換由2020年1月1日起生效而作出調整。截至2021年12月31日止年度的每股攤薄盈利已於假設2021年可轉換債券自發行日期起獲轉換的情況下進行調整，而並未就2018年可轉換債券及附註46(a)所載的應付一名關聯方款項內嵌的認沽期權而作出調整，原因為其影響具有反攤薄作用。

計算截至2021年及2020年12月31日止年度的每股攤薄盈利並無假設股份期權獲行使，原因為該等股份期權經調整行使價均高於該兩個期間的平均股份市場價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

16. Property, Plant and Equipment

16. 物業、廠房及設備

		Buildings	Motor vehicles	Furniture, fittings and equipment	Construction in progress	Total
		建築物	汽車	家具、裝置及設備	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost	成本					
As at 1 January 2020	於2020年1月1日	927,135	35,340	31,704	26,971	1,021,150
Additions	添置	–	7,723	563	62,615	70,901
Completed properties for sales transferred to property, plant and equipment	待售已竣工物業結轉至物業、廠房及設備	179,235	–	–	–	179,235
Disposals	出售	–	(1,459)	(6,766)	–	(8,225)
As at 31 December 2020	於2020年12月31日	1,106,370	41,604	25,501	89,586	1,263,061
Additions	添置	839	533	965	77,067	79,404
Completed properties for sales transferred to property, plant and equipment	待售已竣工物業結轉至物業、廠房及設備	5,156	–	–	–	5,156
Disposals	出售	–	(2,120)	(402)	(34)	(2,556)
As at 31 December 2021	於2021年12月31日	1,112,365	40,017	26,064	166,619	1,345,065
Depreciation	折舊					
As at 1 January 2020	於2020年1月1日	(81,497)	(22,811)	(23,090)	–	(127,398)
Provided for the year	年內撥備	(55,026)	(5,161)	(3,974)	–	(64,161)
Eliminated on disposals	出售時對銷	–	1,288	6,142	–	7,430
As at 31 December 2020	於2020年12月31日	(136,523)	(26,684)	(20,922)	–	(184,129)
Provided for the year	年內撥備	(55,673)	(5,895)	(1,000)	–	(62,568)
Eliminated on disposals	出售時對銷	–	1,997	350	–	2,347
As at 31 December 2021	於2021年12月31日	(192,196)	(30,582)	(21,572)	–	(244,350)
Carrying amount	賬面值					
As at 31 December 2021	於2021年12月31日	920,169	9,435	4,492	166,619	1,100,715
As at 31 December 2020	於2020年12月31日	969,847	14,920	4,579	89,586	1,078,932

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

16. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis, taking into account their residual value, at the following rates per annum:

Buildings	4.82%-4.85%
Motor vehicles	24.25%-24.45%
Furniture, fittings and equipment	32.33%-32.44%

As at 31 December 2021, the Group's property, plant and equipment with a carrying amount of approximately RMB930,154,000 (31 December 2020: RMB782,603,000) were pledged to banks to secure certain mortgage loans to the Group, details of which are set out in note 31(a).

16. 物業、廠房及設備(續)

上述物業、廠房及設備項目(不包括在建工程)於計及其剩餘價值後以直線法按以下年率折舊:

建築物	4.82%至4.85%
汽車	24.25%至24.45%
家具、裝置及設備	32.33%至32.44%

於2021年12月31日,本集團賬面值約人民幣930,154,000元(2020年12月31日:人民幣782,603,000元)的物業、廠房及設備已質押予銀行,作為本集團獲授若干按揭貸款的抵押,詳情載於附註31(a)。

17. Right-of-Use Assets

17. 使用權資產

		Leasehold land 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	147,978	42,582	190,560
Additions	添置	–	1,022	1,022
Completed properties for sales transferred to right-of-use assets	待售已竣工物業結轉至使用權資產	36,019	–	36,019
Disposals	出售	–	(18,941)	(18,941)
Depreciation provided for the year	年內折舊撥備	(5,667)	(15,391)	(21,058)
As at 31 December 2020	於2020年12月31日	178,330	9,272	187,602
Additions	添置	112	323	435
Completed properties for sales transferred to right-of-use assets	待售已竣工物業結轉至使用權資產	965	–	965
Depreciation provided for the year	年內折舊撥備	(5,795)	(2,283)	(8,078)
As at 31 December 2021	於2021年12月31日	173,612	7,312	180,924

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		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Expense relating to short-term leases	與短期租賃有關的費用	4,254	4,779
Total cash outflow for leases	租賃現金流出總額	7,180	11,339

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

17. Right-of-Use Assets (Continued)

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 1 year to 10 years (2020: 1 year to 10 years). Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The above items of right-of-use assets are depreciated on a straight-line basis, at the following rates per annum:

Leasehold land	2.00%-5.00%
Leased properties	10.00%-50.00%

Details of the lease maturity analysis of lease liabilities are set out in note 33.

As at 31 December 2021, the Group's right-of-use assets with a carrying amount of approximately RMB81,835,000 (2020: RMB85,680,000) were pledged to the bank to secure certain mortgage loan to the Group, details of which are set out in note 31(a).

17. 使用權資產(續)

於該兩個年度，本集團均租賃多個辦公室進行營運。租賃合同的固定期限為1年到10年(2020年：1年到10年)。租賃條款按個別基準協商且包含不同條款及條件。於釐定租賃期及評估不可撤銷期限的長短時，本集團應用合約的定義並釐定可強制執行合約的期限。

上述使用權資產項目以直線法按以下年率折舊：

租賃土地	2.00%至5.00%
租賃物業	10.00%至50.00%

租賃負債的租賃到期情況分析詳情載於附註33。

於2021年12月31日，本集團賬面值約為人民幣81,835,000元(2020年：人民幣85,680,000元)的使用權資產已質押予銀行，作為本集團獲授若干按揭貸款的抵押，詳情載於附註31(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

18. Investment Properties

The Group leases out properties under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 20 years.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

18. 投資物業

本集團出租經營租賃項下物業，並每月收取租金。初始租期一般為1年至20年。

由於所有租賃均以集團實體各自的功能貨幣計值，故本集團並無因租賃安排而承受外匯風險。租賃合約並無包含剩餘價值擔保及／或承租人於租賃期末購買物業的選擇權。

		Completed investment properties 已竣工投資物業 RMB'000 人民幣千元	Investment properties under development 發展中投資物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Fair value	公平值			
As at 1 January 2020	於2020年1月1日	859,800	174,700	1,034,500
Additions	添置	6,548	263	6,811
Acquisition of assets through acquisitions of subsidiaries (note 44)	透過收購附屬公司收購資產(附註44)	82,783	–	82,783
Change in fair value	公平值變動	97,569	35,237	132,806
As at 31 December 2020	於2020年12月31日	1,046,700	210,200	1,256,900
Additions	添置	–	230	230
Over provision of construction costs payable	應付建設成本的超額撥備	(13,352)	(306)	(13,658)
Change in fair value	公平值變動	(9,248)	(1,524)	(10,772)
As at 31 December 2021	於2021年12月31日	1,024,100	208,600	1,232,700

As at 31 December 2021, the Group's investment properties with a carrying amount of approximately RMB1,042,700,000 (2020: RMB1,065,900,000) were pledged to a bank to secure certain mortgage loan to the Group, details of which are set out in Note 31(a).

於2021年12月31日，本集團賬面值約為人民幣1,042,700,000元(2020年：人民幣1,065,900,000元)的投資物業已質押予銀行，作為本集團獲授若干按揭貸款的抵押，有關詳情載於附註31(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

18. Investment Properties (Continued)

As at 31 December 2021, the Group's investment properties with a carrying amount of approximately RMB84,600,000 (2020: RMB84,800,000) were pledged to secure certain other loans to the Group, details of which are set out in Note 31(b).

The fair values of the Group's investment properties were arrived at on the basis of a valuation carried out at the end of respective reporting periods by Messrs Savills Valuation and Professional Services Limited, an independent qualified professional valuer not connected with the Group.

In measuring the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised based on the degree to which the inputs to the fair value measurements is observable.

As at 31 December 2021 and 2020

Investment properties held by the Group 本集團持有投資物業	Fair value hierarchy 公平值等級	Valuation technique(s) and key input 估值技術及主要輸入數據	Significant unobservable input 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
Investment properties-Completed 投資物業-已竣工	Level 3 第三級	Income capitalisation method (term and reversionary approach) 收入資本化法(年期及復歸法) The key input is (1) Market unit rent of individual unit 主要輸入數據為 (1) 個別單位的市場單位租金	Market unit rent, using direct market comparable and taking into account time, location and other individual factors such as size and quantum of properties, of range from RMB0.86/sq.m./day to RMB2.00/sq.m./day (2020: RMB0.85/sq.m./day to RMB2.10/sq.m./day). 市場單位租金，採用直接市場可供比較項目及計及時間、地點和其他個別因素，例如物業大小及質量，介乎每日每平方米人民幣0.86元至每日每平方米人民幣2.00元(2020年：每日每平方米人民幣0.85元至每日每平方米人民幣2.10元)。	A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa. 倘所採用市場單位租金稍升，則會導致投資物業公平值計量大幅上升，反之亦然。
Investment properties - under development 投資物業-發展中	Level 3 第三級	Direct comparison method 直接比較法 The key input is: 主要輸入數據為： (1) Site unit rate (1) 用地單位價格	Accommodation value, using direct market comparable and taking into account time, location and individual factors such as size and quantum of properties, of range from RMB621/sq.m to 2,233/sq.m (2020: RMB642/sq.m to 3,320/sq.m). 樓面地價，採用直接市場可供比較項目及計及時間、地點及個別因素，例如物業大小及質量，介乎每平方米人民幣621元至每平方米人民幣2,233元(2020年：每平方米人民幣642元至每平方米人民幣3,320元)。	An increase in the accommodation value used would result in an increase in the fair value measurement of the investment properties, and vice versa. 倘所採用樓面地價上升，則會導致投資物業公平值計量上升，反之亦然。

18. 投資物業(續)

於2021年12月31日，本集團賬面值約為人民幣84,600,000元(2020年：人民幣84,800,000元)的投資物業已質押，作為本集團獲授若干其他貸款的抵押，有關詳情載於附註31(b)。

本集團投資物業的公平值按各報告期末由第一太平戴維斯估值及專業顧問有限公司作出的估值計算。該估值師為與本集團概無關聯的獨立合資格專業估值師。

於計量物業公平值時，物業的最好及最佳用途為目前用途。

下表載列該等投資物業公平值如何確定(特別是所採用估值技術及輸入數據)的資料，以及根據公平值計量輸入數據的可觀察程度將公平值計量分級的公平值等級。

於2021年及2020年12月31日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

18. Investment Properties (Continued)

Fair value measurements and valuation processes

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages an independent qualified professional valuer to perform the valuation of the Group's investment properties. At the end of each reporting period, management of the Group worked closely with the independent qualified professional valuer to establish and determine the appropriate valuation techniques and inputs for fair value measurements. The Group first considers and adopts Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the Group adopts valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations are reported to management of the Group.

There were no transfers into or out of Level 3 during the years.

19. Interests in Associates

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of investments in associates – unlisted	聯營公司的投資成本 – 非上市	215,756	245,756
Share of post-acquisition profits	應佔收購後溢利	47,301	37,461
Dividends received	已收股息	(4,106)	(1,200)
Impairment loss (Note a)	減值虧損(附註a)	(12,837)	(12,837)
		246,114	269,180

Note:

- a. During the year ended 31 December 2010, according to the agreement with other equity holders of Huayuan (as defined below), Langfang VAST unilaterally made additional cash contribution to Huayuan as further capital injection into Huayuan amounting to RMB19,750,000 with the shareholding interest in Huayuan unchanged. An impairment loss amounting to RMB12,837,000 was recognised by the Group based on an estimation of the recoverable amount of the Group's interest in Huayuan during the year ended 31 December 2010.

18. 投資物業(續)

公平值計量及估值過程

在對本集團投資物業的公平值估值時，本集團採用可供使用的市場可觀察數據。倘並無第一級輸入數據，本集團會委聘獨立合資格專業估值師對本集團的投資物業進行估值。於各報告期末時，本集團的管理層與獨立合資格專業估值師緊密合作，以建立及確定適當的估值技術及公平值計量的輸入數據。本集團首先考慮及採用第二級輸入數據，即有關輸入數據可自活躍市場上的可觀察報價獲得。倘並無第二級輸入數據，本集團則會採用包括第三級輸入數據的估值技術。倘資產公平值出現重大變動，則會向本集團管理層報告有關波動的原因。

年內，並無轉入或轉出第三級。

19. 於聯營公司的權益

附註：

- a. 截至2010年12月31日止年度，根據與華源(定義見下文)其他股權持有人訂立的協議，廊坊宏泰單方面以現金的方式向華源額外注資人民幣19,750,000元，同時華源的股權並無變更。本集團在截至2010年12月31日止年度基於本集團於華源的權益的可收回金額估計確認人民幣12,837,000元的減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

19. Interests in Associates (Continued)

As at the end of the reporting period, the Group had the following associates:

Name of companies (Note i) 公司名稱(附註i)	Place and date of establishment/acquisition 成立/收購地點及日期	Issued and fully paid/ registered capital 已發行及繳足/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			As at 31 December 於12月31日		
			2021 %	2020 %	
Langfang Huayuan Shengshi Heating Co., Ltd. ("Huayuan") 廊坊市華源盛世熱力有限公司(「華源」)	PRC 21 August 2007 中國 2007年8月21日	RMB117,000,000 (Paid-up registered capital) 人民幣117,000,000元 (繳足註冊資本)	35	35	Heat energy generation 熱能發電
Langfang Kaihong Furniture Mart Co., Ltd. ("Kaihong") 廊坊市凱宏家居廣場有限公司(「凱宏」)	PRC 10 December 2010 中國 2010年12月10日	RMB100,000,000 (Paid-up registered capital) 人民幣100,000,000元 (繳足註冊資本)	30	30	Property leasing 物業租賃
Langfang Shengshi Zhiye Real Estates Development Co. Ltd. ("Shengshi Zhiye") 廊坊市盛世置業房地產開發有限公司(「盛世置業」)	PRC 10 May 2017 中國 2017年5月10日	RMB10,000,000 (Paid-up registered capital) 人民幣10,000,000元 (繳足註冊資本)	20	20	Property development 物業發展
Central Technology Development (Beijing) Co. Ltd. ("Zhongdian Shugang") (Note iii) 中電數港科技開發(北京)有限公司(「中電數港」)(附註iii)	PRC 27 July 2017 中國 2017年7月27日	RMB100,000,000 (Paid-up registered capital) 人民幣100,000,000元 (繳足註冊資本)	-	30	Technology development 科技發展
Wuhan Aviclub Real Estate Development Co. Ltd. 武漢愛飛客航空綜合發展有限公司	PRC 17 May 2017 中國 2017年5月17日	RMB36,917,100 (Paid-up registered capital) 人民幣36,917,100元 (繳足註冊資本)	30	30	Aviation consulting 航空諮詢
Sinosteel Metals & Resources Co. Ltd. ("Sinomerco") 中鋼冶金資源有限公司(「中鋼冶金」)	PRC 1 December 2017 中國 2017年12月1日	RMB98,450,000 (Paid-up registered capital) 人民幣98,450,000元 (繳足註冊資本)	46	46	Trade business 貿易業務
Hubei Eche Supply Chain Management Co., Ltd. (Note ii) 湖北鄂車供應鏈管理有限公司(附註ii)	PRC 25 July 2018 中國 2018年7月25日	RMB100,000,000 (Paid-up registered capital) 人民幣100,000,000元 (繳足註冊資本)	10	10	Trade business 貿易業務
Yinchuan Suyin Industrial Park Development Co., Ltd. 銀川蘇銀產業園發展有限公司	PRC 29 March 2019 中國 2019年3月29日	RMB5,000,000 (Paid-up registered capital) 人民幣5,000,000元 (繳足註冊資本)	30	30	Consulting service 諮詢服務

19. 於聯營公司的權益(續)

截至報告期末，本集團有以下聯營公司：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

19. Interests in Associates (Continued)

19. 於聯營公司的權益(續)

Name of companies (Note i) 公司名稱(附註i)	Place and date of establishment/acquisition 成立/收購地點及日期	Issued and fully paid/ registered capital 已發行及繳足/註冊資本	Equity interest attributable to the Group 本集團應佔權益		Principal activities 主要業務
			As at 31 December 於12月31日		
			2021 %	2020 %	
CAS Vast (Beijing) Health Technology Development Co., Ltd. 國科宏泰(北京)健康科技發展有限公司	PRC 7 March 2018 中國 2018年3月7日	-	49	49	Consulting service 諮詢服務
Shijiazhuang Airshow Co., Ltd. (Note ii) 石家莊航展有限公司(附註ii)	PRC 8 August 2018 中國 2018年8月8日	-	10	10	Inactive 暫無業務
Hebei Aifeiou Vast Aviation Consulting Service Co., Ltd. 河北愛飛歐宏泰航空諮詢服務有限公司	PRC 29 March 2018 中國 2018年3月29日	-	33	33	Inactive 暫無業務
Langfang Apex Vast Sports Service Co., Ltd. ("Apex Vast") 廊坊安培思宏泰體育服務有限公司 (「安培思宏泰」)	PRC 29 March 2019 中國 2019年3月29日	-	33	33	Inactive 暫無業務

Notes:

- English name for identification only.
- The Group has significant influence on managerial decision-making of these entities by appointing directors on its board of directors. As a result, these entities are accounted for as investments in associates.
- During the year ended 31 December 2021, the Group disposed its equity interests in Zhongdian Shugang to a third party for a cash consideration of RMB38,160,000. The Group recognised a gain on disposal of an associate amounting to RMB18,200,000 and included in other gains and losses.

附註：

- 英文名稱僅供識別。
- 本集團可於該等實體的董事會委任董事，對該等實體的管理決策具有重大影響力。因此，該等實體作為聯營公司投資入賬。
- 截至2021年12月31日止年度，本集團以現金對價人民幣38,160,000元向第三方出售於中電數港的股權。本集團確認出售聯營公司收益人民幣18,200,000元並計入其他收益及虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

19. Interests in Associates (Continued)

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with IFRSs for equity accounting purposes.

Huayuan

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	75,397	63,272
Non-current assets	非流動資產	492,620	494,379
Current liabilities	流動負債	(110,633)	(157,210)
Non-current liabilities	非流動負債	(267,898)	(211,134)
Net assets	資產淨值	189,486	189,307

19. 於聯營公司的權益(續)

有關本集團主要聯營公司的財務資料概述如下。以下財務資料概述指聯營公司根據國際財務報告準則就權益會計用途而編製的財務報表中所示金額。

華源

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total revenue	總收入	94,343	77,095
Profit and total comprehensive income for the year	本年溢利及全面收益總額	179	492
Group's share of profit of the associate	本集團應佔聯營公司溢利	63	172
Dividends received from the associate	已收聯營公司股息	(1,609)	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

19. Interests in Associates (Continued)

Huayuan (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Huayuan recognised in these consolidated financial statements:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets of Huayuan	華源的資產淨值	189,486	189,307
Proportion of the Group's ownership interest in Huayuan	本集團於華源的擁有權權益比例	35%	35%
Carrying amount of the Group's interest in Huayuan	本集團於華源的權益賬面值	66,320	66,257

Kaihong

凱宏

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	37,866	46,207
Non-current assets	非流動資產	558,822	581,761
Current liabilities	流動負債	(42,048)	(41,939)
Non-current liabilities	非流動負債	(150,823)	(172,908)
Net assets	資產淨值	403,817	413,121

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

19. Interests in Associates (Continued)

Kaihong (Continued)

19. 於聯營公司的權益(續)

凱宏(續)

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total revenue	總收入	50,890	47,907
Loss and total comprehensive expenses for the year	本年虧損及全面開支總額	(9,304)	(10,770)
Group's share of loss of the associate	本集團應佔聯營公司虧損	(2,791)	(3,231)
Dividends received from the associate	已收聯營公司股息	—	—

Reconciliation of the above summarised financial information to the carrying amount of the interest in Kaihong recognised in these consolidated financial statements:

上述財務資料概述與該等綜合財務報表內確認於凱宏的權益賬面值對賬如下：

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets of Kaihong	凱宏的資產淨值	403,817	413,121
Proportion of the Group's ownership interest in Kaihong	本集團於凱宏的擁有權權益比例	30%	30%
Carrying amount of the Group's interest in Kaihong	本集團於凱宏的權益賬面值	121,145	123,936

As at 31 December 2021, the Group's equity interest in Kaihong with a carrying amount of approximately RMB121,145,000 (31 December 2020: RMB123,936,000) was pledged to a non-financial institution in the PRC to secure certain mortgage loan of the Group, details of which are set out in note 31(b).

於2021年12月31日，本集團於凱宏的股權賬面值約人民幣121,145,000元(2020年12月31日：人民幣123,936,000元)已質押予中國的一間非金融機構，作為本集團獲授若干按揭貸款的抵押，有關詳情載於附註31(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

19. Interests in Associates (Continued)

Aggregate information of associates that are not individually material:

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Group's share of profit of associates	本集團應佔聯營公司的溢利	2,528	1,303
Dividends received from the associates	已收聯營公司股息	(1,297)	(1,200)
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司的權益賬面總值	58,649	78,987

There is no unrecognised share of losses of any associate.

There is no significant restriction on the ability of the associates to transfer funds to the Group in form of cash dividends, or to repay advances made by the Group.

19. 於聯營公司的權益(續)

個別非重大聯營公司的匯總信息：

並無未確認的應佔任何聯營公司虧損。

聯營公司以現金股息轉移資金予本集團或償還本集團墊款的能力均無受到重大限制。

20. Interests in Joint Ventures

Details of the Group's investments in joint ventures are as follows:

		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of unlisted investments	非上市投資成本	121,500	13,010
Share of post-establishment losses	應佔設立後虧損	(5,536)	(1,010)
		115,964	12,000

20. 於合營公司的權益

本集團於合營公司的投資詳情如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

20. Interests in Joint Ventures (Continued)

The Group had interests in the following joint ventures:

Name of companies (Note i) 公司名稱(附註i)	Date of establishment 成立日期	Place of establishment and operation 成立和經營所在地	Fully paid-up/ registered capital 已繳足/註冊資本	Proportion of ownership interest held by the Group		Principal activities 主要業務
				as at 31 December 本集團於12月31日		
				2021 %	2020 %	
Langfang Zhonghonglantu Equity Investment Fund Partnership (Limited Partnership) ("Zhonghong Lantu") (Note ii) 廊坊市中宏藍圖股權投資基金合夥企業(有限合夥)(「中宏藍圖」)(附註ii)	28 December 2020 2020年12月28日	PRC 中國	RMB277,100,000 (Paid-up registered capital) 人民幣277,100,000元 (繳足註冊資本)	50.16	50.16	Inactive 暫無業務
Suhong (Changshu) Technology Industrial Development Co., Ltd. ("Suhong Technology") (Note iii) 蘇宏(常熟)科技產業發展有限公司(「蘇宏科技」)(附註iii)	15 June 2020 2020年6月15日	PRC 中國	RMB1,000,000 (Paid-up registered capital) 人民幣1,000,000元 (繳足註冊資本)	-	51	Inactive 暫無業務
All-for-one Cultural Tourism Industrial Operation Management (Beijing) Co., Ltd. 全域文旅產業運營管理(北京)有限公司	2 September 2020 2020年9月2日	PRC 中國	RMB25,000,000 (Paid-up registered capital) 人民幣25,000,000元 (繳足註冊資本)	50	50	Inactive 暫無業務

20. 於合營公司的權益(續)

本集團在下列合營公司中擁有權益：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

20. Interests in Joint Ventures (Continued)

Notes:

- i. English name for identification only.
- ii. In November 2020, two subsidiaries of the Group, Langfang VAST and Shenzhen Foresea Vast Beijing-Tianjin-Hebei Equity Investment Fund Management Co., Ltd entered into a joint venture agreement with third parties, for the establishment of Zhonghong Lantu, which is owned as to 50.16% by the Group. The investment committee consists of three members, one of whom is appointed by Langfang VAST and the other two are appointed by the third parties. Zhonghong Lantu's resolution can only come into effect with the consent of all members of the investment committee. Therefore, the investment in Zhonghong Lantu is accounted for as an interest in joint venture.
- iii. On 15 June 2020, Langfang VAST entered into a joint venture agreement with China-Singapore Suzhou Industrial Park Smart Land Development Co., Ltd. ("CSSD") and Changshu New Farm Investment Management Co., Ltd. ("Changshu New Farm") for the establishment of Suhong Technology, which is owned as to 51%, 42%, 7% by Langfang VAST, CSSD and Changshu New Farm, respectively. Each of these three companies nominates one director to form the board of directors of Suhong Technology. In 2021, Suhong Technology was deregistered resulting in a loss on disposal of a joint venture amounting to RMB554,000 and included in other gains and losses.

The summarised financial information in respect of the Group's joint ventures is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with IFRSs.

Zhonghong Lantu

		At 31 December 於12月31日	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Current assets	流動資產	11,440	–
Non-current assets	非流動資產	205,710	–
Net assets	資產淨值	217,150	–

		Year ended 31 December 截至12月31日止年度	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Total revenue	總收入	50	–
Profit and total comprehensive income for the year	本年溢利及全面收益總額	50	–
Group's share of profit of the joint venture	本集團應佔合營公司溢利	25	–

20. 於合營公司的權益(續)

附註：

- i. 英文名稱僅供識別。
- ii. 於2020年11月，本集團的兩間附屬公司廊坊宏泰及深圳前海宏泰京津冀股權投資基金管理有限公司與第三方就成立中宏藍圖訂立合營協議，中宏藍圖由本集團擁有50.16%權益。投資委員會由三名成員組成，其中一名由廊坊宏泰委任，另外兩名由第三方委任。中宏藍圖的決議案須經全體投資委員會成員同意後方可生效。因此，中宏藍圖的投資入賬列作於合營公司的投資。
- iii. 於2020年6月15日，廊坊宏泰與中新智地蘇州工業園區有限公司(「中新智地」)及常熟市新農莊投資經營管理有限公司(「常熟新農莊」)就成立蘇宏科技訂立合營協議。蘇宏科技由廊坊宏泰、中新智地及常熟新農莊分別擁有51%、42%及7%權益。該三間公司各自提名一名董事以組成蘇宏科技的董事會。於2021年，蘇宏科技已取消註冊，導致出售合營公司虧損人民幣554,000元，計入其他收益及虧損。

有關本集團合營公司的財務資料概述如下。以下財務資料概述指合營公司根據國際財務報告準則編製的財務報表中所示金額。

中宏藍圖

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

20. Interests in Joint Ventures (Continued)

Zhonghong Lantu (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Zhonghong Lantu recognised in these consolidated financial statements:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets of Zhonghong Lantu	中宏藍圖的資產淨值	217,150	–
Proportion of the Group's ownership interest in Zhonghong Lantu	本集團於中宏藍圖的擁有權益比例	50.16%	–
Carrying amount of the Group's interest in Zhonghong Lantu	本集團於中宏藍圖的權益賬面值	108,923	–

Aggregate information of joint ventures that are not individually material:

20. 於合營公司的權益(續)

中宏藍圖(續)

上述財務資料概述與該等綜合財務報表內確認於中宏藍圖的權益賬面值對賬如下：

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net assets of Zhonghong Lantu	中宏藍圖的資產淨值	217,150	–
Proportion of the Group's ownership interest in Zhonghong Lantu	本集團於中宏藍圖的擁有權益比例	50.16%	–
Carrying amount of the Group's interest in Zhonghong Lantu	本集團於中宏藍圖的權益賬面值	108,923	–

個別非重大合營公司的匯總信息：

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Group's share of losses of joint ventures	本集團應佔合營公司的虧損	(4,551)	(1,010)
Aggregate carrying amount of the Group's interests in these joint ventures	本集團於該等合營公司的權益賬面總值	7,041	12,000

There is no unrecognised share of losses of any joint ventures.

並無未確認的應佔任何合營公司虧損。

There is no significant restriction on the ability of the joint ventures to transfer funds to the Group in form of cash dividends, or to repay advances made by the Group.

合營公司以現金股息轉移資金予本集團或償還本集團墊款的能力均無受到重大限制。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

21. Financial Assets at FVTPL

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Investments in unlisted funds	非上市基金投資	136,194	154,730

22. Deferred Tax

The following is the analysis of the deferred tax balances for financial reporting purposes:

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deferred tax assets	遞延稅項資產	158,311	131,054
Deferred tax liabilities	遞延稅項負債	(255,753)	(284,291)
		(97,442)	(153,237)

21. 按公平值計入損益的財務資產

22. 遞延稅項

以下為作財務報告用途的遞延稅項結餘分析：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

22. Deferred Tax (Continued)

The deferred tax (liabilities) assets recognised by the Group and movements thereon during the year are as follows:

		Accrued tax										
		Fair value	for planned	Temporary	Fair value	Impairment	Unrealised	Profit on	Property		Total	
		change on	dividend	differences on	Tax	of investment	profit on	transactions	revaluation			
		investment	distribution	property sale	losses	trade	intra-group	with an	reserve		Other	
		properties	(Note)	property sale	losses	receivables	and receivables	associate	Other		Total	
		計劃分派股息			於一間聯營公司							
		投資物業	應計稅項	物業銷售	貿易應收款項	的投資及應收	集團內部交易	與一間聯營公司	物業			
		公平值變動	(附註)	暫時差額	稅項虧損	公平值變動	款項減值	未實現溢利	進交易的溢利	重估儲備	其他	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
As at 1 January 2020	於2020年1月1日	(97,048)	(159,031)	3,720	2,508	22,650	9,472	26,914	21,296	(8,013)	27,141	(150,391)
(Charge) credit to profit or loss	(扣除自)計入權益	(33,202)	-	5,603	1,077	28,921	11,697	(157)	-	-	(16,785)	(2,846)
As at 31 December 2020	於2020年12月31日	(130,250)	(159,031)	9,323	3,585	51,571	21,169	26,757	21,296	(8,013)	10,356	(153,237)
Credit (charge) to profit or loss	計入(扣除自)權益	2,693	34,250	2,208	1,206	25,139	19,261	(24,193)	-	-	(4,769)	55,795
As at 31 December 2021	於2021年12月31日	(127,557)	(124,781)	11,531	4,791	76,710	40,430	2,564	21,296	(8,013)	5,587	(97,442)

Note: In accordance with the PRC tax circular (Guoshuihan [2008] 112) effective from 1 January 2008, the PRC withholding income tax at the rate of 5% is applicable to dividends to "non-resident" investors who do not have an establishment or business in the PRC. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the undistributed profits earned by the PRC subsidiaries as of 31 December 2021 amounting to RMB1,456,000,000 (2020: RMB973,000,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

As at 31 December 2021, a deferred tax liability of RMB124,781,000 (31 December 2020: RMB159,031,000) for undistributed earnings of the subsidiaries located in the PRC has been recognised as there is a plan of the dividends distribution out of the PRC in the foreseeable future by these subsidiaries.

22. 遞延稅項(續)

年內本集團確認的遞延稅項(負債)資產及其變動如下:

附註:根據自2008年1月1日起生效的中國稅務通函(國稅函[2008]第112號),稅率為5%的中國預扣所得稅適用於應付「非居民」投資者(其在中國並無設立機構或營運地點)的股息。由於本集團能夠控制撥回暫時差額的時間且於可預見未來可能不會撥回有關暫時差額,因此並無就於2021年12月31日中國附屬公司所賺取未分派溢利人民幣1,456,000,000元(2020年:人民幣973,000,000元)產生的暫時差額於綜合財務報表中計提遞延稅項撥備。

於2021年12月31日,由於中國附屬公司計劃於可預見未來對中國以外地區分派股息,因此已就該等附屬公司的未分派溢利確認遞延稅項負債人民幣124,781,000元(2020年12月31日:人民幣159,031,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

22. Deferred Tax (Continued)

Details of the Group's unused tax losses and deductible temporary differences are as follows:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Tax losses unrecognised for deferred tax assets	未就遞延稅項資產確認的稅項虧損	552,864	551,649
Deductible temporary differences unrecognised for deferred tax assets	未就遞延稅項資產確認的可抵扣暫時差額	6,512	8,034
		559,376	559,683

The following unrecognised tax losses has fixed expiry dates, which will expire in the following years:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
2021	2021年	–	24,535
2022	2022年	–	38,887
2023	2023年	–	66,484
2024	2024年	253,163	259,194
2025	2025年	134,239	134,239
2026	2026年	124,488	–
Total	總計	511,890	523,339

Besides, at the end of the reporting period, the Group had unused tax losses of RMB40,974,000 (2020: RMB28,310,000) available for offsetting against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

22. 遞延稅項(續)

本集團未使用稅項虧損及可抵扣暫時差額詳情如下：

下列有固定到期日的未確認稅項虧損將於以下年度到期：

此外，於報告期末，本集團可用於抵銷未來溢利的可無限期結轉的尚未動用稅項虧損為人民幣40,974,000元（2020年：人民幣28,310,000元）。由於未能預測未來溢利流，因此概無就稅項虧損確認遞延稅項資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

23. In Progress Land Development Arrangements

In progress land development arrangements mainly represent costs incurred for land development under collaboration arrangements with the relevant local government authority within the districts of the development project.

Revenue from land development which is under collaboration arrangements with the relevant local government authority is recognised upon sales of related land plots by the local government authority with the corresponding costs incurred under such arrangements recognised as cost of sales. As at 31 December 2021, the carrying amount of the in progress land development arrangements under collaboration contract was RMB4,616,324,000 (2020: RMB4,444,957,000).

During the year ended 31 December 2021, the Group repaid certain other loans, which were secured by in progress land development arrangements, with a carrying amount of RMB338,876,000 as at 31 December 2020, details of which are set out in note 31(b).

24. Contract Assets

As at 1 January 2020, contract assets from contracts with customers amounted to RMB86,605,000.

As set out in note 5(ii) to the consolidated financial statements, the Group entered into certain land development agreements with the local government authorities. Pursuant to these agreements, the Group is entitled to receive income from the local government authorities by reference to the recoverable costs incurred plus agreed profit margin.

According to the agreements entered into in connection with the local government authorities, land infrastructure development services provided for other industrial parks are billed every six months.

23. 待售土地開發項目

待售土地開發項目主要是指在發展項目區內根據與相關當地政府機關合作安排就土地開發項目產生的成本。

根據與相關當地政府機關的合作安排的土地開發收入於當地政府機關出讓相關土地後確認，而根據有關安排相應產生的成本則確認為銷售成本。於2021年12月31日，合作合約項下待售土地開發項目的賬面值為人民幣4,616,324,000元(2020年：人民幣4,444,957,000元)。

截至2021年12月31日止年度，本集團償還若干由待售土地開發項目作為抵押的其他貸款，該等項目於2020年12月31日的賬面值為人民幣338,876,000元，有關詳情載於附註31(b)。

24. 合約資產

At 31 December

於12月31日

2021

2020

RMB'000

RMB'000

人民幣千元

人民幣千元

Construction contracts	建築合約	56,790	75,905
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於2020年1月1日，客戶合約的合約資產為人民幣86,605,000元。

誠如綜合財務報表附註5(ii)所載，本集團與當地政府機關訂立若干土地開發協議。根據該等協議，本集團經參考產生的可收回成本加上協定的利潤率後，有權向當地政府機關收取收入。

根據與當地政府機關的協議，為其他產業園提供的土地基礎設施發展服務每六個月結算一次。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

25. Properties under Development for Sale/ Completed Properties for Sale 25. 待售發展中物業／待售已竣工物業

		At 31 December 於12月31日	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Properties under development for sale	待售發展中物業	1,837,805	1,797,150
Completed properties for sale	待售已竣工物業	827,302	819,825
		2,665,107	2,616,975

Analysis of properties under development for sale:

待售發展中物業分析：

		Year ended 31 December 截至12月31日止年度	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
At beginning of year	年初	1,797,150	1,519,506
Additions	添置	226,461	285,068
Disposal of subsidiaries (note 45)	出售附屬公司(附註45)	(89,259)	(7,424)
Transfer to completed properties for sale	結轉至待售已竣工物業	(96,547)	–
At end of year	年末	1,837,805	1,797,150

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

25. Properties under Development for Sale/ Completed Properties for Sale (Continued)

Analysis of leasehold lands of properties under development for sale and completed properties for sale:

25. 待售發展中物業／待售已竣工物業(續)

待售發展中物業及待售已竣工物業的租賃土地分析：

		Carrying amount
		賬面值
		RMB'000
		人民幣千元
As at 1 January 2020	於2020年1月1日	946,247
Completed properties for sale transferred to right-of-use assets	待售已竣工物業結轉至使用權資產	(36,019)
Completed properties for sale transferred to cost of sales and services	待售已竣工物業結轉至銷售及服務成本	(8,789)
As at 31 December 2020	於2020年12月31日	901,439
Additions	添置	3,458
Disposal of subsidiaries	出售附屬公司	(87,653)
Completed properties for sale transferred to right-of-use assets	待售已竣工物業結轉至使用權資產	(965)
Completed properties for sale transferred to cost of sales and services	待售已竣工物業結轉至銷售及服務成本	(21,054)
As at 31 December 2021	於2021年12月31日	795,225

The carrying amount of leasehold lands is measured at cost less any accumulated depreciation and any impairment losses. The residual values are determined as the estimated disposal value of the leasehold land component. No depreciation charge is made on the leasehold lands taking into account the estimated residual values as at 31 December 2021 (2020: Nil).

As at 31 December 2021, certain of the Group's properties under development for sale with estimated amount of approximately RMB1,119,732,000 (2020: RMB1,252,086,000) were pledged to banks to secure certain banking facilities granted to the Group, details of which are set out in note 31(a).

租賃土地賬面值按成本減任何累計折舊及任何減值虧損計量。剩餘價值釐定為租賃土地部分的估計出售價值。經計及2021年12月31日的估計剩餘價值，概無對租賃土地計算折舊費用(2020年：零)。

於2021年12月31日，本集團若干估計金額約人民幣1,119,732,000元(2020年：人民幣1,252,086,000元)的待售發展中物業已質押予銀行，以作為本集團獲授若干銀行融資的抵押，有關詳情載於附註31(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

25. Properties under Development for Sale/ Completed Properties for Sale (Continued)

As at 31 December 2021, certain of the Group's completed properties for sale with estimated amount of approximately RMB299,564,000 (2020: Nil) were pledged to banks to secure certain banking facilities granted to the Group, details of which are set out in note 31(a).

As at 31 December 2021, properties under development for sale with a carrying amount of approximately RMB400,527,000 (2020: RMB320,000,000) were expected to be completed within twelve months from the end of the reporting period.

25. 待售發展中物業／待售已竣工物業(續)

於2021年12月31日，本集團若干估計金額約人民幣299,564,000元(2020年：零)的待售已竣工物業已質押予銀行，以作為本集團獲授若干銀行融資的抵押，有關詳情載於附註31(a)。

於2021年12月31日，賬面值約人民幣400,527,000元(2020年：人民幣320,000,000元)的待售發展中物業預期將於報告期末後的12個月之內落成。

26. Trade Receivables

26. 貿易應收款項

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
– At amortised cost	– 按攤銷成本列賬		
Receivables from industrial towns development	來自產業市鎮發展的應收款項	288,060	627,595
Receivables from property sales	來自銷售物業的應收款項	17,088	14,977
Receivables from property leasing	來自租賃物業的應收款項	960	1,711
		306,108	644,283
Less: Allowance for trade receivables	減：貿易應收款項撥備	(11,705)	(3,788)
Total	總計	294,403	640,495
– At FVTPL	– 按公平值計入損益列賬		
Receivables from industrial towns development	來自產業市鎮發展的應收款項	2,229,090	2,115,360
Total	總計	2,523,493	2,755,855

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

26. Trade Receivables (Continued)

26. 貿易應收款項(續)

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Analysis for reporting purpose as:	就報告而言分析為：		
– At amortised cost	– 按攤銷成本列賬		
– Current assets	– 流動資產	229,729	633,386
– Non-current assets	– 非流動資產	64,674	7,109
		294,403	640,495
– At FVTPL	– 按公平值計入損益列賬		
– Current assets	– 流動資產	166,048	473,322
– Non-current assets	– 非流動資產	2,063,042	1,642,038
		2,229,090	2,115,360
Total	總計		
– Current assets	– 流動資產	395,777	1,106,708
– Non-current assets	– 非流動資產	2,127,716	1,649,147
		2,523,493	2,755,855

As at 1 January 2020, trade receivables from contracts with customers amounted to RMB2,709,137,000.

於2020年1月1日，客戶合約的貿易應收款項為人民幣2,709,137,000元。

As at 31 December 2021, certain of the Group's trade receivables from industrial towns development with a carrying amount of approximately RMB566,520,000 (2020: RMB463,480,000) were pledged to banks to secure certain bank loans to the Group, details of which are set out in note 31(a).

於2021年12月31日，本集團若干賬面值約人民幣566,520,000元(2020年：人民幣463,480,000元)的產業市鎮發展的貿易應收款項已質押予銀行，作為本集團獲授若干銀行貸款的抵押，有關詳情載於附註31(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

26. Trade Receivables (Continued)

Trade receivables – at amortised cost:

As at 31 December 2021, receivable carried at amortised cost from industrial towns development is mainly due from Longhe Park in respect of the land development collaboration arrangement as explained in note 5. Upon public auction of the developed land, the successful land buyers would enter into land acquisition agreements with the local government authority. According to these land acquisition agreements, the land buyers are usually granted a credit period ranging from 1 to 3 months to settle the full amount of land acquisition consideration with the local government authority. The Group would normally be able to recover the full amount of trade receivables from the government authority shortly after the local government authority has received the full amount of land acquisition consideration from the land buyers.

For the receivable from other industrial towns development projects carried at amortised cost, the Group granted a credit period ranging from 1 to 36 months.

The aging analysis of trade receivables – at amortised cost, net of allowance for doubtful debts, presented based on revenue recognition date, at the end of the reporting period is as follows:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 to 180 days	0至180天	94,735	517,573
181 to 365 days	181至365天	111,651	–
1–2 years	1至2年	2,154	1,545
2–3 years	2至3年	337	103,951
Over 3 years	超過3年	85,526	17,426
		294,403	640,495

As at 31 December 2021, included in the Group's trade receivables balance are debtors with an aggregate carrying amount of RMB65,115,067 (2020: RMB116,192,482) which are past due as at the reporting date. Out of the past due balances, RMB14,625,000 (2020: RMB14,625,000) has been past due 360 days or more and is not considered as in default, as the payment approval process of the debtor, which is the local government, usually takes a longer time.

26. 貿易應收款項(續)

按攤銷成本列賬的貿易應收款項：

於2021年12月31日，按攤銷成本列賬來自產業市鎮發展的應收款項主要為就土地開發合作安排應收龍河高新區的款項(如附註5所解釋)。於已開發土地的公開投標後，成功投標的土地買家可與地方政府機關訂立土地收購協議。根據該等土地收購協議，土地買家一般獲授介乎1至3個月的信貸期，以向地方政府機關悉數償付土地收購代價。於地方政府機關自土地買家悉數收取土地收購代價後，本集團一般能夠於短時間內自政府機關悉數收回貿易應收款項。

就按攤銷成本列賬來自其他產業市鎮發展項目的應收款項而言，本集團授予介乎1至36個月的信貸期。

於報告期末根據收入確認日期呈列按攤銷成本列賬的貿易應收款項(扣除呆賬撥備)的賬齡分析如下：

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 to 180 days	0至180天	94,735	517,573
181 to 365 days	181至365天	111,651	–
1–2 years	1至2年	2,154	1,545
2–3 years	2至3年	337	103,951
Over 3 years	超過3年	85,526	17,426
		294,403	640,495

於2021年12月31日，計入本集團貿易應收款項結餘為於報告日期已逾期的賬面總值人民幣65,115,067元(2020年：人民幣116,192,482元)的債務人。於已逾期的結餘中，人民幣14,625,000元(2020年：人民幣14,625,000元)已逾期360天或以上，但由於債務人(即當地政府)進行付款批准流程通常耗時較長，故該結餘不視作違約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

26. Trade Receivables (Continued)

Movement in the allowance for doubtful debts:

		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
As at 1 January	於1月1日	3,788	1,470
Impairment losses recognised	已確認減值虧損	7,917	2,318
As at 31 December	於12月31日	11,705	3,788

Details of impairment assessment of trade receivables – at amortised cost for the year ended 31 December 2021 are set out in note 38(b).

Trade receivables – at FVTPL:

Trade receivables – at FVTPL represents the income arising from industrial towns development for which the transaction price are determined on a cost-plus basis. The Group entered into service agreements with the relevant local government authorities, according to which the Group provides construction services and is entitled to service consideration on a cost-plus basis. According to the agreements, the relevant local government authorities has the right to defer payment under certain circumstances and the cash flows of the receivables could not pass the solely payments of principal and interest testing, thus, these were classified as FVTPL.

Included in the trade receivables – at FVTPL from industrial towns development was an amount of RMB1,662,570,000 (2020: RMB1,651,880,000) which was bearing interest ranging from 6.37% to 10% (2020: ranging from 6.37% to 10%).

Details of fair value information of trade receivables – at FVTPL are set out in note 38(c).

26. 貿易應收款項(續)

呆賬撥備的變動：

		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
As at 1 January	於1月1日	3,788	1,470
Impairment losses recognised	已確認減值虧損	7,917	2,318
As at 31 December	於12月31日	11,705	3,788

截至2021年12月31日止年度按攤銷成本列賬的貿易應收款項減值評估詳情載於附註38(b)。

按公平值計入損益的貿易應收款項：

按公平值計入損益的貿易應收款項指交易價格按成本加成法釐定的產業市鎮發展所產生的收入。本集團與有關地方政府機關訂立服務協議，據此，本集團提供建築服務，並有權按成本加成法收取服務代價。根據該等協議，有關當地政府部門有權在某些情況下延期付款，應收款項的現金流量未能通過僅為支付本金及利息的測試，因此，其分類為按公平值計入損益。

來自產業市鎮發展的按公平值計入損益的貿易應收款項中，金額為人民幣1,662,570,000元（2020年：人民幣1,651,880,000元）的應收款項按介乎6.37%至10%（2020年：介乎6.37%至10%）的利率計息。

有關按公平值計入損益的貿易應收款項公平值資料詳情載於附註38(c)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

27. Prepayments and Other Receivables

27. 預付及其他應收款項

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments:	預付款項：		
– Prepayments for construction activities	– 建築業務的預付款項	913	33,848
– Prepayments for taxes	– 預付稅項	70,093	60,789
– Others	– 其他	1,238	1,168
Other receivables:	其他應收款項：		
– Receivables from local authorities	– 來自地方機關的應收款項	206,053	237,666
– Receivables from the third parties	– 來自第三方的應收款項	114,591	22,761
– Deposits	– 訂金	15,318	19,033
– Staff advances	– 員工墊款	3,767	4,410
– Others	– 其他	43,958	40,706
		455,931	420,381
Less: allowance for other receivables	減：其他應收款項撥備	(108,031)	(49,532)
		347,900	370,849
Analysis for reporting purposes as:	就報告用途的分析：		
Current assets	流動資產	176,180	163,216
Non-current assets	非流動資產	171,720	207,633
		347,900	370,849

Prepayments and other receivables, are classified as current and non-current based on expected repayment dates.

預付及其他應收款項根據預期還款日期分類為流動及非流動。

Movement in the allowance for doubtful debts:

呆賬撥備的變動：

		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
As at 1 January	於1月1日	49,532	22,267
Impairment losses recognised	已確認減值虧損	58,499	27,265
As at 31 December	於12月31日	108,031	49,532

Details of impairment assessment of other receivables for the year ended 31 December 2021 are set out in note 38(b).

截至2021年12月31日止年度其他應收款項的減值評估詳情載於附註38(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

28. Bank Balances and Cash and Restricted Bank Deposits

28. 銀行結餘及現金以及受限制銀行存款

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank balances and cash	銀行結餘及現金	868,086	696,119
Time deposits	定期存款	210,000	560,000
Total bank deposits, bank balances and cash	銀行存款、銀行結餘及現金總額	1,078,086	1,256,119
Less: Deposits pledged for banking facilities (note 31(a))	減：就銀行融資而質押的存款(附註31(a))	(210,000)	(249,000)
Deposits pledged for guarantees granted to customers (Note)	就向客戶授出擔保而質押的存款(附註)	(27,307)	(49,790)
		840,779	957,329
Less: Non-pledged time deposits with original maturity of three months or more when acquired	減：於購置時原到期日為三個月或以上的無質押定期存款	-	(311,000)
Total cash and cash equivalents in the consolidated statement of cash flows	綜合現金流量表內的現金及現金等價物總額	840,779	646,329
Bank deposits, bank balances and cash denominated in:	以下列貨幣計值的銀行存款、銀行結餘及現金：		
- RMB (functional currency of the relevant entities)	- 人民幣(相關實體的功能貨幣)	740,297	1,210,019
- United States dollars ("US\$")	- 美元(「美元」)	319,011	41,784
- HK\$	- 港幣	18,694	4,273
- European Monetary Unit	- 歐元	78	11
- Singapore dollars ("SG\$")	- 新加坡元(「新加坡元」)	5	31
- Japanese dollars	- 日圓	1	1
		1,078,086	1,256,119
Analysis for reporting purpose as:	就報告用途分析如下：		
- Current assets	- 流動資產	1,078,086	1,079,504
- Non-current assets	- 非流動資產	-	176,615
		1,078,086	1,256,119

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

28. Bank Balances and Cash and Restricted Bank Deposits (Continued)

Note: The amounts represented bank deposits denominated in RMB pledged to banks as security for certain mortgage loans granted by the banks to the Group's customers. The restricted bank deposits will be released upon receiving the building ownership certificate of the respective properties by the banks from the customers as a pledge for security to the mortgage loans granted.

Bank balances and cash were mainly denominated in RMB which is not a freely convertible currency in the international market. The exchange rate of RMB is regulated by the government of the PRC and the remittance of these funds out of the PRC is subject to exchange restrictions imposed by the government of the PRC.

The time deposits and bank balances carry prevailing market interest rates as follows:

		At 31 December	
		於12月31日	
		2021	2020
		%	%
Interest rate per annum	年利率	0.30-3.99	0.35-3.99

29. Trade and Other Payables

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	691,252	695,705
Refundable deposits (Note)	可退回訂金(附註)	49,833	59,932
Tax payables	應付稅項	85,940	91,482
Property, plant and equipment costs payable	應付物業、廠房及設備成本	13,172	15,670
Investment properties construction costs payable	應付投資物業建設成本	4,591	4,922
Other deposits received	其他已收訂金	58,970	23,864
Accrued payroll	應計薪資	10,125	10,267
Other payables	其他應付款項	40,191	25,904
		954,074	927,746

Note: The amounts represent refundable deposits received from interested parties for potential investments in the land developed by the Group.

28. 銀行結餘及現金以及受限制銀行存款(續)

附註：該等款項指作為銀行向本集團客戶授出若干按揭貸款的抵押而向銀行質押的以人民幣計值的銀行存款。受限制銀行存款將於銀行向客戶收取各物業的房屋所有權證(作為獲授按揭貸款的抵押)時解除限制。

銀行結餘及現金主要以人民幣計值，而人民幣不能在國際市場自由兌換。人民幣匯率受到中國政府的規管，將有關資金匯出中國需受限於中國政府實施的外匯限制。

定期存款及銀行結餘按現行市場利率計息，詳情如下：

29. 貿易及其他應付款項

附註：該等金額指向有意購買本集團開發土地作為潛在投資的人士收取的可退回訂金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

29. Trade and Other Payables (Continued)

The following is an aging analysis of trade payables based on services/materials received date at the end of the reporting period:

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Less than 1 year	少於1年	267,748	368,891
1-2 years	1至2年	222,520	192,513
2-3 years	2至3年	107,728	33,845
Over 3 years	超過3年	93,256	100,456
		691,252	695,705

30. Contract Liabilities

Contract liabilities represent the obligations to transfer properties to the customers in accordance with the revenue recognition policy and the nature of the business.

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of properties	銷售物業	289,797	89,639
Deferred income	遞延收入	84,161	84,161
		373,958	173,800
Current liabilities	流動負債	289,797	89,639
Non-current liabilities	非流動負債	84,161	84,161
		373,958	173,800

29. 貿易及其他應付款項(續)

以下為於報告期末根據獲得服務/材料日期進行的貿易應付款項賬齡分析：

30. 合約負債

合約負債指根據收入確認政策及業務性質向客戶轉讓物業的責任。

As at 1 January 2020, contract liabilities from contracts with customers amounted to RMB62,060,000.

於2020年1月1日，客戶合約的合約負債為人民幣62,060,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

30. Contract Liabilities (Continued)

Contract liabilities, based on whether expected to be settled within the Group's normal operating cycle, are classified as current and non-current.

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

Revenue recognised that was included in the contract liability balance at the beginning of the year	年初計入合約負債結餘的已確認收入
---	------------------

The Group receives the advance when signing the contracts with customers on sales of properties. However, depending on market conditions, the Group may offer customers a discount compared to the listed selling price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing. The deposits and advance payment schemes result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed property.

30. 合約負債(續)

合約負債根據是否預期會於本集團的正常營業周期內結算分類為流動及非流動。

下表列示與結轉合約負債有關的本年度已確認收入的金額。

Year ended 31 December

截至12月31日止年度

2021

2020

RMB'000

RMB'000

人民幣千元

人民幣千元

53,833

46,775

本集團於客戶簽署有關銷售物業的合約時收取墊款。然而，倘客戶同意於工程仍然進行中時提早支付代價結餘，本集團將視乎市場狀況向客戶提供較表列售價優惠的折讓。因合約負債而產生的訂金及預付款項於整個物業工程期間確認，直至客戶取得已竣工物業控制權為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

31. Bank and Other Borrowings

31. 銀行及其他借款

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans	銀行貸款		
Secured (Note a)	有抵押(附註a)	4,038,606	4,034,478
Other loans	其他貸款		
Secured/guaranteed (Note b)	有抵押/擔保(附註b)	81,762	672,846
		4,120,368	4,707,324
Total borrowings are repayable as follows:	借款總額的償還方式如下:		
- Within one year	- 一年內	1,590,890	2,222,480
- Over 1 year and within 2 years	- 超過一年及兩年內	1,345,591	859,738
- Over 2 years and within 5 years	- 超過兩年及五年內	809,432	1,106,092
- Over 5 years	- 超過五年	374,455	519,014
		4,120,368	4,707,324
Less: Amounts shown under current liabilities	減: 流動負債項下列示的金額	(1,590,890)	(2,222,480)
Amounts shown under non-current liabilities	非流動負債項下列示的金額	2,529,478	2,484,844
Floating rate borrowings	浮息借款	1,170,736	1,430,782
Fixed rate borrowings	定息借款	2,949,632	3,276,542
		4,120,368	4,707,324
Bank and other borrowings denominated in:	以下列貨幣計值的銀行及其他借款:		
- RMB	- 人民幣	4,107,442	4,693,435
- HK\$	- 港幣	12,926	13,889
		4,120,368	4,707,324

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

31. Bank and Other Borrowings (Continued)

Notes:

- a. The bank loans of the Group were secured by certain assets of the Group and their carrying amounts are as follows:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property, plant and equipment (note 16)	物業、廠房及設備(附註16)	930,154	782,603
Investment properties (note 18)	投資物業(附註18)	1,042,700	1,065,900
Properties under development for sale (note 25)	待售發展中物業(附註25)	1,119,732	1,252,086
Completed properties for sale (note 25)	待售已竣工物業(附註25)	299,564	–
Trade receivables (note 26)	貿易應收款項(附註26)	566,520	463,480
Restricted bank deposits (note 28)	受限制銀行存款(附註28)	210,000	249,000
Right-of-use assets (note 17)	使用權資產(附註17)	81,835	85,680
		4,250,505	3,898,749

- b. The other loans of the Group were secured by certain assets of the Group and their carrying amounts are as follows:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
In progress land development arrangements (note 23)	待售土地開發項目(附註23)	–	338,876
Interest in an associate (note 19)	於一間聯營公司的權益(附註19)	121,145	123,936
Investment properties (note 18)	投資物業(附註18)	84,600	84,800
		205,745	547,612

- c. Certain loans of the Group were guaranteed by the related parties, details of which are set out in note 46(c).

31. 銀行及其他借款(續)

附註：

- a. 本集團的銀行貸款以本集團若干資產作為抵押，其賬面值如下：

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property, plant and equipment (note 16)	物業、廠房及設備(附註16)	930,154	782,603
Investment properties (note 18)	投資物業(附註18)	1,042,700	1,065,900
Properties under development for sale (note 25)	待售發展中物業(附註25)	1,119,732	1,252,086
Completed properties for sale (note 25)	待售已竣工物業(附註25)	299,564	–
Trade receivables (note 26)	貿易應收款項(附註26)	566,520	463,480
Restricted bank deposits (note 28)	受限制銀行存款(附註28)	210,000	249,000
Right-of-use assets (note 17)	使用權資產(附註17)	81,835	85,680
		4,250,505	3,898,749

- b. 本集團的其他貸款以本集團若干資產作為抵押，其賬面值如下：

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
In progress land development arrangements (note 23)	待售土地開發項目(附註23)	–	338,876
Interest in an associate (note 19)	於一間聯營公司的權益(附註19)	121,145	123,936
Investment properties (note 18)	投資物業(附註18)	84,600	84,800
		205,745	547,612

- c. 本集團的若干貸款由關聯方擔保，其詳情載於附註46(c)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

31. Bank and Other Borrowings (Continued)

The ranges of effective interest rates on the Group's borrowings are as follows:

		At 31 December	
		於12月31日	
		2021	2020
		%	%
Effective interest rate per annum:	實際年利率：		
Floating rate borrowings	浮息借款	4.15-8.63	4.35-8.63
Fixed rate borrowings	定息借款	4.78-9.78	3.85-12.00

Interest on borrowings denominated in RMB at floating rates is based on the borrowing rates announced by the People's Bank of China. Interest on borrowings denominated in Hong Kong dollar at floating rate is based on the HIBOR and repriced monthly.

32. Convertible Bonds, Notes, Senior Notes and Derivative

2018 Convertible Bonds and 2018 Notes

On 9 January 2018, the Company issued a three-year term convertible bonds of US\$50,000,000 (the "2018 Convertible Bonds") and also issued three guaranteed notes due in 8 January 2019, 2020 and 2021 respectively in an aggregate principal amount of US\$110,000,000 (the "2018 Notes") to the same third party. The coupon rates of both the 2018 Convertible Bonds and 2018 Notes are 6% and the interests are payable semi-annually. The 2018 Convertible Bonds can be converted into 82,105,000 shares of the Company at an initial conversion price of HK\$4.75 per share before maturity, which should be subject to adjustment in certain events.

The Company may redeem the 2018 Convertible Bonds and 2018 Notes from the holders after the date falling 24 months from the issue date. Pursuant to which, the Company exercised its right to redeem an aggregate principal amount of US\$48 million and US\$30 million of the 2018 Notes during the years ended 31 December 2019 and 31 December 2021, respectively.

The conversion option component and the early redemption option of the 2018 Convertible Bonds are accounted for as derivative and measured at fair value with changes in fair value recognised in profit or loss. The effective interest rate for the 2018 Notes and the liability component of the 2018 Convertible Bonds is 8.05% per annum after considering the effect of the transaction costs.

31. 銀行及其他借款(續)

本集團借款的實際利率範圍如下：

		At 31 December	
		於12月31日	
		2021	2020
		%	%

以人民幣計值的浮息借款的利息乃根據中國人民銀行公佈的貸款利率計算。以港幣計值的浮息借款的利息乃根據香港銀行同業拆息計算，並每月重新定價。

32. 可轉換債券、票據、優先票據及衍生財務工具

2018年可轉換債券及2018年票據

本公司於2018年1月9日向同一第三方發行金額分別為50,000,000美元的三年期可轉換債券(「2018年可轉換債券」)及分別於2019年、2020年及2021年1月8日到期本金總額為110,000,000美元的三張有擔保票據(「2018年票據」)。2018年可轉換債券及2018年票據的票面利率均為6%，並每半年支付一次利息。2018年可轉換債券在到期日前可按每股港幣4.75元的初步換股價(在若干事件發生時應可予調整)轉換為82,105,000股本公司股份。

本公司有權在發行日期起計24個月後向持有人贖回2018年可轉換債券及2018年票據。據此，本公司分別於截至2019年12月31日及2021年12月31日止年度行使權利贖回本金總額為48百萬美元及30百萬美元的2018年票據。

2018年可轉換債券的轉換選擇權部分及提早贖回選擇權入賬為衍生財務工具及按公平值計量，而公平值變動則於損益確認。經考慮交易成本的影響後，2018年票據及2018年可轉換債券的負債部分的實際年利率為8.05%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

32. Convertible Bonds, Notes, Senior Notes and Derivative (Continued)

2018 Convertible Bonds and 2018 Notes (Continued)

On 8 January 2021, the Company signed an agreement to extend the payment term of the 2018 Convertible Bonds and the remaining 2018 Notes to January 2022. On 11 December 2021, the Company signed several supplemental agreements to further extend the payment of 2018 Convertible Bonds and the remaining 2018 Notes till December 2022 and amended the coupon rate of the 2018 Notes to 8%.

The 2018 Convertible Bonds and 2018 Notes are jointly guaranteed by the major shareholders, a director and certain subsidiaries of the Company.

2019 Senior Notes

On 28 June 2019, the Company issued a two-year term senior note of US\$180,000,000 (the "2019 Senior Notes"). The coupon rate of the 2019 Senior Notes is 13% and the interest is payable semi-annually. The effective interest rate is 14.52% per annum after considering the effect of the transaction costs. The fair values of the early redemption option of the 2019 Senior Notes are immaterial. Therefore, the Company does not account for the early redemption options separately.

On 28 June 2021, the Company had repaid the 2019 Senior Notes.

2021 Convertible Bonds

On 16 July 2021, the Company issued a three-year term convertible bonds due in 2024 in an aggregate principal amount of US\$123,275,892 (the "2021 Convertible Bonds") to a major shareholder and the interests are payable semi-annually. The 2021 Convertible Bonds can be converted into shares of the Company at an initial conversion price of HK\$3.05 per share before maturity, which should be subject to adjustment in certain events. The coupon rate of the 2021 Convertible Bonds is 6%. The effective interest rate is 8.17% per annum after considering the effect of the transaction costs and the effect of the conversion right.

The 2021 Convertible Bonds are jointly guaranteed by certain subsidiaries of the Company.

32. 可轉換債券、票據、優先票據及衍生財務工具(續)

2018年可轉換債券及2018年票據(續)

於2021年1月8日，本公司簽訂協議，以延長2018年可轉換債券及餘下的2018年票據的支付期限至2022年1月。於2021年12月11日，本公司簽訂若干補充協議，進一步延長2018年可轉換債券及餘下的2018年票據的支付期限至2022年12月並修訂2018年票據的票面利率為8%。

2018年可轉換債券及2018年票據由本公司主要股東、一名董事及若干附屬公司共同擔保。

2019年優先票據

於2019年6月28日，本公司發行180,000,000美元的兩年期優先票據(「2019年優先票據」)。2019年優先票據的票面利率為13%，並每半年支付一次利息。經考慮交易成本的影響後，實際年利率為14.52%。2019年優先票據的提早贖回選擇權公平值並不重大。因此，本公司未有將提早贖回選擇權分開入賬。

於2021年6月28日，本公司已償還2019年優先票據。

2021年可轉換債券

於2021年7月16日，本公司向一名主要股東發行於2024年到期本金總額為123,275,892美元的三年期可轉換債券(「2021年可轉換債券」)，每半年支付一次利息。2021年可轉換債券在到期日前可按每股港幣3.05元的初步換股價(在若干事件發生時應可予調整)轉換為本公司股份。2021年可轉換債券的票面利率為6%。經考慮交易成本的影響及轉換權的影響後，實際年利率為8.17%。

2021年可轉換債券由本公司若干附屬公司共同擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

32. Convertible Bonds, Notes, Senior Notes and Derivative (Continued)

The movements of the debt component and derivative component of convertible bonds, notes and senior notes for 2021 and 2020 are set out below:

32. 可轉換債券、票據、優先票據及衍生財務工具(續)

可轉換債券的負債部分及衍生財務工具部分、票據及優先票據於2021年及2020年的變動載列如下：

		Debt component of			
		Convertible Bonds	Derivative component	The notes	Senior Notes
		可轉換債券 負債部分	衍生財務 工具部分	票據	優先票據
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2020	於2020年1月1日	354,423	1,620	309,307	1,233,014
Fair value change recognised in profit or loss	在損益確認的公平值變動	-	(1,520)	-	-
Interest charged for the year	年內應付利息	26,343	-	24,139	174,493
Interest paid	已付利息	(26,494)	-	(24,374)	(159,795)
Exchange effect	匯兌影響	(21,026)	(100)	(18,260)	(82,082)
As at 31 December 2020	於2020年12月31日	333,246	-	290,812	1,165,630
New issuance of the 2021 Convertible Bonds	新發行2021年可轉換債券	764,093	32,281	-	-
Transaction cost	交易成本	(9,794)	-	-	-
Fair value change recognised in profit or loss	在損益確認的公平值變動	-	(38,452)	-	-
Interest charged for the year	年內應付利息	63,033	-	50,603	79,795
Interest paid	已付利息	(41,712)	-	(38,375)	(70,885)
Repayment of the 2018 Notes	償付2018年票據	-	-	(191,382)	-
Repayment of the 2019 Senior Notes	償付2019年優先票據	-	-	-	(1,162,818)
Exchange effect	匯兌影響	(17,224)	(363)	(7,016)	(11,722)
As at 31 December 2021	於2021年12月31日	1,091,642	(6,534)	104,642	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

32. Convertible Bonds, Notes, Senior Notes and Derivative (Continued)

32. 可轉換債券、票據、優先票據及衍生財務工具(續)

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Analysis for reporting purpose as:	就報告用途分析如下：		
Convertible bonds, notes and senior notes	可轉換債券、票據及優先票據		
– Current liabilities	– 流動負債	424,115	1,789,688
– Non-current liabilities	– 非流動負債	772,169	–
		1,196,284	1,789,688
Derivative	衍生財務工具		
– Current assets	– 流動負債	(9,250)	–
– Non-current liabilities	– 非流動負債	2,716	–
		(6,534)	–

Details of valuation of the derivative component are set out in note 38(c).

有關衍生財務工具部分估值的詳情載於附註38(c)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

33. Lease Liabilities

33. 租賃負債

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	2,299	2,238
Within a period of more than one year but not more than two years	一年以上但不超過兩年的期間	2,064	2,006
Within a period of more than two years but not more than five years	兩年以上但不超過五年的期間	3,281	4,574
Within a period of more than five years	五年以上的期間	-	702
		7,644	9,520
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下列示的12個月內到期結算的金額	(2,299)	(2,238)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下列示的12個月後到期結算的金額	5,345	7,282

The weighted average incremental borrowing rates applied to lease liabilities range from 4.15% to 9.78% (2020: from 3.85% to 8.5%).

應用於租賃負債的加權平均增量借款利率介乎4.15%至9.78% (2020年：3.85%至8.5%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

34. Deferred Income

34. 遞延收入

		Year ended 31 December 截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	年初	4,119	15,746
Additions	添置	–	2,480
Transferred to income	結轉至收入	(1,059)	(14,107)
At end of year	年末	3,060	4,119
Analysed for reporting purpose as:	為報告用途分析為：		
– Current liabilities	– 流動負債	606	1,646
– Non-current liabilities	– 非流動負債	2,454	2,473
		3,060	4,119

Government grants towards property construction costs is transferred to income over the useful lives of the relevant properties.

有關物業建設成本的政府補助已按相關物業可使用年期結轉至收入。

35. Share Capital

Share capital of the Group includes only issued and fully paid share capital of the Company as set out below.

35. 股本

本集團股本只包括以下列載的已發行並繳足本公司股本。

		Number of ordinary shares 普通股 股數	Nominal value of ordinary shares 普通股 面值 HK\$'000 港幣千元	Equivalent nominal value of ordinary shares 相當於 普通股面值 RMB'000 人民幣千元
Authorised ordinary shares of HK\$0.01 each:	每股面值港幣0.01元的 法定普通股：			
As at 31 December 2020 and 31 December 2021	於2020年12月31日及 2021年12月31日	1,651,237,491	16,512	13,141

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

36. Reserves

The amounts of the Group's reserves and the movements therein for the reporting period are presented in the consolidated statement of changes in equity.

The principal reserves of the Group consist of the following:

(i) Merger reserve

The merger reserve in the consolidated statement of financial position as at 31 December 2021 and 2020 represented the share capital of Shing Cheong Holdings Limited ("Shing Cheong"), which is directly held by the Company.

(ii) Capital reserve

The capital reserve represents the amount waived by the then ultimate controlling shareholder during the year ended 31 March 2014 amounting to RMB30,818,000 after tax, and the remaining balance represents the fair value adjustment on interest-free advances from the then ultimate controlling shareholder which were accounted for as a deemed contribution to the Company.

(iii) Share premium

The share premium account is governed by the Companies Law of Cayman Islands and may be applied by the Company subject to the provisions, if any, of its memorandum and articles of association in (a) paying distributions or dividends to members; (b) paying up unissued shares of the Company to be issued to equity shareholders as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of section 37 of the Cayman Companies Law); (d) writing-off the preliminary expenses of the Company; and (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company.

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

36. 儲備

本集團在報告期間的儲備金額以及相應的變動，在綜合權益變動表中進行列示。

本集團主要的儲備包括下列各項：

(i) 合併儲備

在2021年及2020年12月31日綜合財務狀況表中列示的合併儲備指本公司直接持有的誠昌控股有限公司(「誠昌」)的股本。

(ii) 資本公積

資本公積指截至2014年3月31日止年度由當時最終控股股東豁免的除稅後款項人民幣30,818,000元。其餘結餘指來自當時最終控股股東無息墊款(入賬列作向本公司的視作出資)的公平值調整。

(iii) 股份溢價

股份溢價賬由開曼群島公司法管轄，且可由本公司根據組織章程大綱及組織章程細則的條文(如有)應用於：(a) 支付分派或股息予股東；(b) 繳足將發行予權益股東以作為繳足紅股的本公司未發行股份；(c) 在開曼群島公司法第37條條文的規限下贖回及購回股份；(d) 撇銷本公司開辦費用；及(e) 撇銷本公司發行股份或債券的費用或就此支付的佣金或給予的折讓。

除非本公司於緊隨建議支付分派或股息當日後可支付日常業務過程中到期的債務，否則不得動用股份溢價賬向權益股東支付分派或股息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

36. Reserves (Continued)

(iv) Statutory reserve

Pursuant to the relevant rules and regulations in PRC, those subsidiaries of the Group established in PRC are required to transfer no less than 10% of their profits after taxation, after offsetting any prior years' losses as determined under the relevant accounting policies and financial regulations applicable to entities established in PRC, to the statutory reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before the distribution of a dividend to equity owners of these subsidiaries located in PRC. Statutory reserve is non-distributable other than in liquidation and can be used to make good previous years' losses, if any, and may be converted into paid-in capital in proportion to the existing interests of equity owners, provided that the balance after such conversion is not less than 25% of the registered capital.

37. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern; to maintain the confidence of creditors; to sustain future development of the group entities and to maximize the return to the owners of the Company through optimisation of debt and equity balances.

The capital structure of the Group consists of borrowings, convertible bonds, notes and senior notes, net of cash and cash equivalents, and total equity of the Group.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividend, raise of new capital, issuance of new debt or the repayment of existing debts.

36. 儲備(續)

(iv) 法定公積

根據中國的相關規例及法規，本集團於中國成立的附屬公司須在扣除任何過往年度根據中國成立實體適用的相關會計及財務法規釐定的虧損後，將不少於10%的除稅後溢利轉撥至法定公積，直至儲備結餘達到註冊資本的50%。轉撥至有關公積必須在向位於中國的附屬公司權益擁有人分派股息之前進行。除非有關附屬公司清盤，否則法定公積不可予以分派。法定公積可用於填補過往年度的虧損(如有)，及按股權擁有人現有權益的比例轉換成繳足資本，惟轉換後結餘不得少於註冊資本的25%。

37. 資本風險管理

本集團管理其資本以確保本集團實體將可繼續持續經營，維持債權人的信心，並同時透過優化債務及權益平衡，支持集團實體的未來發展，以及為本公司擁有人帶來最大回報。

本集團的資本架構由本集團的借款、可轉換債券、票據及優先票據、現金及現金等價物淨額以及權益總額組成。

本公司董事定期覆核資本架構。作為此項覆核的一部分，本公司董事考慮資本成本及資本相關風險。根據本公司董事的建議，本集團將透過派付股息、籌集新資本、發行新債或償還現有債務，以平衡其總體資本架構。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments

a. Categories of financial instruments

38. 財務工具

a. 財務工具類別

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Financial assets	財務資產		
Financial assets at FVTPL	按公平值計入損益的財務資產		
– Trade receivables – at FVTPL	– 按公平值計入損益的貿易應收款項	2,229,090	2,115,360
– Other financial assets at FVTPL	– 按公平值計入損益的其他財務資產	136,194	154,730
– Derivative financial instruments	– 衍生財務工具	9,250	–
Financial assets at amortised cost	按攤銷成本列賬的財務資產		
– Trade receivables – at amortised cost	– 按攤銷成本列賬的貿易應收款項	294,403	640,495
– Other receivables	– 其他應收款項	271,889	270,634
– Amounts due from related parties	– 應收關聯方款項	143,468	160,228
– Restricted bank deposits	– 受限制銀行存款	237,307	298,790
– Time deposits with maturity over three months	– 到期日為三個月以上的定期存款	–	311,000
– Bank balances and cash	– 銀行結餘及現金	840,779	646,329
Financial liabilities	財務負債		
Financial liabilities at FVTPL	按公平值計入損益的財務負債		
– Derivative financial instruments	– 衍生財務工具	2,716	–
Financial liabilities at amortised cost	按攤銷成本列賬的財務負債		
– Trade and other payables	– 貿易及其他應付款項	850,009	825,997
– Amounts due to related parties	– 應付關聯方款項	976,798	5,586
– Bank and other borrowings	– 銀行及其他借款	4,120,368	4,707,324
– Convertible bonds, notes and senior notes	– 可轉換債券、票據及優先票據	1,196,284	1,789,688

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies

The Group's financial instruments are set out above. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk and foreign currency risk), credit risk and liquidity risk.

The policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

The Group is exposed to fair value interest rate risk mainly related to convertible bonds, notes and senior notes (note 32), trade receivables – at FVTPL (note 26), amount due from a related party (note 46), fixed-rate bank and other borrowings (note 31) and lease liabilities (note 33).

The Group is also exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on restricted bank deposits, time deposits with maturity over three months, bank balances and bank and other borrowings carried at prevailing market interest rates based on or by reference to the interest rates promulgated by the People's Bank of China and Hong Kong Interbank Offered Rate.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates with alternative nearly risk-free rates. Several of the Group's bank loans may be subject to the interest rate benchmark reform. The Group is closely monitoring the transition to new benchmark interest rates.

The Group currently does not have a specific policy to manage the interest rate risk and has not entered into interest rate swaps to hedge its exposure, but will closely monitor its interest rate exposure in the future.

The variable rate sensitivity analysis below has been determined based on the exposure to interest rates for variable rate borrowings at the end of the reporting period and assumed that the amounts outstanding at the end of reporting period was outstanding for the whole year. Restricted bank deposits, time deposits with maturity over three months and bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow interest rate risk arising from variable rate bank balances is insignificant.

38. 財務工具(續)

b. 財務風險管理目標及政策

本集團的財務工具載於上文。有關財務工具的詳情在各相關附註內披露。有關該等財務工具的風險包括市場風險(利率風險及外匯風險)、信貸風險及流動資金風險。

有關如何減低該等風險的政策載於下文。本公司董事管理及監察該等風險，以確保及時及有效實施適當措施。

利率風險

本集團承受主要有關可轉換債券、票據及優先票據(附註32)、按公平值計入損益的貿易應收款項(附註26)、應收一名關聯方款項(附註46)、定息銀行及其他借款(附註31)以及租賃負債(附註33)的公平值利率風險。

受限制銀行存款、到期日為三個月以上的定期存款、銀行結餘以及銀行及其他借款按現時市場利率計算，而現時市場利率則根據或參考中國人民銀行頒布利率及香港銀行同業拆息所報的利率計算，因此本集團亦由於現時市場利率波動而承受現金流量利率風險。

全球正在進行主要利率基準的根本性改革，包括以其他近乎無風險利率替代部分銀行同業拆息。本集團若干銀行貸款或會受到利率基準改革的影響。本集團正密切監察新基準利率的過渡情況。

本集團目前並無具體政策管理利率風險，亦無訂立利率掉期以對沖風險，惟將密切監察其日後的利率風險。

下文的浮息敏感度分析乃基於各報告期末浮息借款的利率風險而定，並假設在各報告期末尚未清償的金額在整個年度均尚未清償。因本公司董事認為浮息銀行結餘所導致的現金流量利率風險並不重大，故未對受限制銀行存款、到期日為三個月以上的定期存款及銀行結餘進行敏感度分析。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Interest rate risk (Continued)

Sensitivity analysis

If interest rates on borrowings had been 10 basis points (2020: 50 basis points) higher or lower and all other variables were held constant, there would have no significant impact on the Group's total equity apart from retained profits and the potential effect on profit after tax (at 25% PRC statutory rate corporate income tax rate), after taking into account the interest capitalisation effect, for the each of reporting period is as follows:

		Year ended 31 December 截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Change in post-tax profit for the year	本年稅後溢利變動	322	3,012

Foreign currency risk

The carrying amount of the Group's major foreign currency denominated monetary assets and monetary liabilities at the end of each of reporting period are as follows:

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
US\$	美元		
Bank balances and cash	銀行結餘及現金	319,011	41,784
HK\$	港幣		
Bank balances and cash	銀行結餘及現金	18,694	4,273
Amounts due from a related party	應收一名關聯方款項	586	586
Liabilities	負債		
US\$	美元		
Convertible bonds, notes and senior notes	可轉換債券、票據及優先票據	1,196,284	1,789,688
Amount due to a related party	應付一名關聯方款項	654,538	—
HK\$	港幣		
Bank and other borrowings	銀行及其他借款	12,926	13,889
Amount due to a related party	應付一名關聯方款項	37,058	—

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

利率風險(續)

敏感度分析

當借款的利率上浮或下跌10基點(2020年: 50基點)而所有其他變量維持不變, 除未分配利潤外, 本集團的權益總額將不會受到重大影響, 而考慮利息資本化影響後, 各報告期間除稅後溢利(中國法定公司所得稅稅率25%)的潛在影響如下:

		Year ended 31 December 截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Change in post-tax profit for the year	本年稅後溢利變動	322	3,012

外匯風險

本集團於各報告期末以外幣列值的主要貨幣資產及貨幣負債賬面值如下:

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Foreign currency risk (Continued)

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

Sensitivity analysis

The Group is mainly exposed to the fluctuation in US\$ against RMB.

The following table details the Group's sensitivity to a 3% (2020: 5%) increase and decrease in the exchange rates of RMB against relevant foreign currencies. 3% (2020: 5%) represents the directors' assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of reporting period for a 3% (2020: 5%) change in foreign currency rates. A positive number below indicates an increase in post-tax profit for the year where RMB strengthens against US\$. For a 3% (2020: 5%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit for the year.

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

外匯風險(續)

本集團目前並無制定外匯對沖政策。然而，本集團管理層會監控外匯風險並於必要時考慮對沖重大外匯風險。

敏感度分析

本集團的主要風險來自美元兌人民幣的匯價波動。

下表載列本集團對人民幣兌有關外幣匯率上升及下跌3%(2020年:5%)的敏感度詳情。3%(2020年:5%)代表董事對外幣匯率可能合理變動的評估。敏感度分析僅包括以外幣計值的尚未支付貨幣項目，並於各報告期末以外幣匯率變動3%(2020年:5%)作匯兌調整。下列正數指人民幣兌美元升值時，本年稅後溢利的增加。人民幣兌美元貶值3%(2020年:5%)時，對本年溢利將構成等值的相反影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Foreign currency risk (Continued)

Sensitivity analysis (Continued)

	Year ended 31 December	
	截至12月31日止年度	
	2021	2020
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Increase in post-tax profit for the year (US\$) 本年稅後溢利增加(美元)	45,973	87,753

In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure at the end of reporting period does not reflect the exposure during that particular year.

Credit risk and impairment assessment

As at 31 December 2021, the carrying amounts of financial assets best represent the maximum exposure to credit risk. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except for the receivables from operating leases, which was secured by the rental deposits received from tenants.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. The monitoring procedures for the customer's credit quality are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 on financial instruments set out below. In determining the carrying amounts of these instruments, the Group considered various factors, such as the credit risk characteristics in different districts, aging analysis and forward-looking adjustment based on present and future economic conditions.

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

外匯風險(續)

敏感度分析(續)

	Year ended 31 December	
	截至12月31日止年度	
	2021	2020
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Increase in post-tax profit for the year (US\$) 本年稅後溢利增加(美元)	45,973	87,753

本公司董事認為，由於報告期末的年末風險並不反映該特定年度的風險，因此敏感度分析並不能代表固有外匯風險。

信貸風險及減值評估

於2021年12月31日，財務資產的賬面值最能反映最高信貸風險。本集團並無就抵銷與財務資產有關的信貸風險而持有任何抵押品或其他加強信貸措施，惟由向租戶收取的租金按金抵押的經營租賃應收款項除外。

為盡量減低信貸風險，本集團管理層已委派團隊負責信貸額度的釐定及信貸審批。對客戶信貸質量的監察流程已就位，以確保及時採取跟進行動，以收回逾期債項。此外，本集團在採用下文所載國際財務報告準則第9號後按預期信用損失模型就財務工具進行減值評估。在釐定該等工具的賬面值時，本集團考慮各種因素，例如不同地區的信貸風險特徵、賬齡分析及基於現時及未來經濟狀況的前瞻性調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets/ amounts due from related parties (trade nature) 貿易應收款項/ 合約資產/應收關聯方 款項(貿易性質)	Other financial assets/other items
內部信貸評級	說明		其他財務資產/ 其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts. 對手方違約風險較低，且概無任何逾期賬款。	Lifetime ECL – not credit-impaired 存續期預期信用損失 – 非信貸減值	12m ECL 12個月預期信用損失
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources. 自初始確認以來，信貸風險透過內部編製資料或外部資源顯著增加。	Lifetime ECL – not credit-impaired 存續期預期信用損失 – 非信貸減值	Lifetime ECL – not credit-impaired 存續期預期信用損失 – 非信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired. 有證據表明該資產已出現信貸減值。	Lifetime ECL – credit-impaired 存續期預期信用損失 – 信貸減值	Lifetime ECL – credit-impaired 存續期預期信用損失 – 信貸減值

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團的內部信貸風險評級包括以下類別：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

The tables below detail the credit risk exposures of the Group's financial assets and other items, which are subject to ECL assessment:

	12-month or lifetime ECL 12個月或存續期預期信用損失	Gross carrying amount 賬面總值 At 31 December 於12月31日 2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本列賬的財務資產			
Trade receivables (Note a) 貿易應收款項(附註a)	Lifetime ECL (not credit-impaired) 存續期預期信用損失(非信貸減值)	306,108	644,283
Other receivables (Note c) 其他應收款項(附註c)	12m ECL 12個月預期信用損失	173,867	82,500
	Lifetime ECL (not credit-impaired) 存續期預期信用損失(非信貸減值)	206,053	237,666
Restricted bank deposits 受限制銀行存款	12m ECL 12個月預期信用損失	237,307	298,790
Time deposits with maturity over three months 到期日為三個月以上的定期存款	12m ECL 12個月預期信用損失	–	311,000
Bank balances 銀行結餘	12m ECL 12個月預期信用損失	840,772	646,301
Amounts due from related parties (trade nature) (Note a) 應收關聯方款項(貿易性質)(附註a)	Lifetime ECL (not credit-impaired) 存續期預期信用損失(非信貸減值)	–	15,272
Amounts due from related parties (non-trade nature) 應收關聯方款項(非貿易性質)	12m ECL 12個月預期信用損失	2,087	2,087
	Lifetime ECL (not credit-impaired) 存續期預期信用損失(非信貸減值)	170,526	161,385
Other items 其他項目			
Contract assets (Note a) 合約資產(附註a)	Lifetime ECL (not credit-impaired) 存續期預期信用損失(非信貸減值)	56,790	75,905
Financial guarantee contracts (Note b) 財務擔保合約(附註b)	12m ECL 12個月預期信用損失	330,220	727,991

Notes:

- For trade receivables, amounts due from related parties (trade nature) and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The ECL on these assets are assessed individually.
- For financial guarantee contracts, the gross carrying amount represents the maximum amount the Group has guaranteed under the respective contracts.
- For other receivables, the directors of the Company make periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information.

附註：

- 就貿易應收款項、應收關聯方款項(貿易性質)及合約資產而言，本集團已應用國際財務報告準則第9號中的簡化方法按存續期預期信用損失計量虧損撥備。本集團就該等資產的預期信用損失進行個別評估。
- 就財務擔保合約而言，賬面總值為本集團根據各合約已擔保的金額最大值。
- 就其他應收款項而言，本公司董事根據過往償付記錄、過往經驗以及合理且具理據支持的前瞻性定量及定性資料，對其他應收款項的可收回性定期進行個別評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

		Lifetime ECL (not credit- impaired) 存續期預期 信用損失 (非信貸減值) RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	1,470
Impairment losses recognised	已確認減值虧損	2,318
As at 31 December 2020	於2020年12月31日	3,788
Impairment losses recognised	已確認減值虧損	7,917
As at 31 December 2021	於2021年12月31日	11,705

The following table shows reconciliation of loss allowances that has been recognised for other receivables:

		Lifetime ECL (not credit- impaired)	12m ECL 12個月 預期信用損失 RMB'000 人民幣千元	存續期預期 信用損失 (非信貸減值) RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日		5,719	16,548
Impairment losses (reversed) recognised	已確認減值虧損(撥回)		(3,847)	31,112
As at 31 December 2020	於2020年12月31日		1,872	47,660
Impairment losses recognised	已確認減值虧損		1,334	57,165
As at 31 December 2021	於2021年12月31日		3,206	104,825

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表列示根據簡化法就貿易應收款項已確認的存續期預期信用損失變動：

下表列示就其他應收款項已確認的虧損撥備對賬：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

The following table shows reconciliation of loss allowances that has been recognised for amounts due from related parties (non-trade nature):

		Lifetime ECL (not credit- impaired) 存續期預期 信用損失 (非信貸減值) RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	1,310
Impairment losses recognised	已確認減值虧損	17,206
As at 31 December 2020	於2020年12月31日	18,516
Impairment losses recognised	已確認減值虧損	10,629
As at 31 December 2021	於2021年12月31日	29,145

Changes in the loss allowance in 2021 and 2020 for trade receivables arose from receivables from individual customers, and that for other receivables and amount due from a related party (non-trade nature) arose from local government authorities and private companies.

The credit risk on bank balances, restricted bank deposits and time deposits with maturity over three months is limited because the counterparties have high credit ratings. The directors of the Company do not expect any counterparty would fail to meet its obligations.

At the end of the reporting period, the Group performed impairment assessment under 12m ECL model for certain other receivables and amounts due from related parties (non-trade nature) and financial guarantee contracts, and concluded that those assets are not credit-impaired since initial recognition. The allowance for credit losses is provided for these financial assets upon the assessment of the probability of default and loss given default is based on historical data and forward-looking information. Since the counterparties are related parties with sound credit or customers with properties secured, the probability of defaults of the counterparties are low and accordingly, no allowance for credit losses is provided for these remaining financial assets.

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表列示就應收關聯方款項(非貿易性質)已確認的虧損撥備對賬:

	Lifetime ECL (not credit- impaired) 存續期預期 信用損失 (非信貸減值) RMB'000 人民幣千元
As at 1 January 2020	1,310
Impairment losses recognised	17,206
As at 31 December 2020	18,516
Impairment losses recognised	10,629
As at 31 December 2021	29,145

2021年及2020年貿易應收款項的虧損撥備變動產生自個別客戶應收款項，而其他應收款項及應收一名關聯方款項(非貿易性質)的虧損撥備變動則產生自地方政府機關及私營公司。

由於交易對手方的信貸評級較高，因此銀行結餘、受限制銀行存款及到期日為三個月以上的定期存款的信貸風險有限。本公司董事預期所有對手方均可履行其責任。

於報告期末，本集團就若干其他應收款項及應收關聯方款項(非貿易性質)以及財務擔保合約根據12個月預期信用損失模型進行減值評估，結論為自初始確認以來該等資產屬非信貸減值。該等財務資產於評估違約可能性及違約產生的損失後基於歷史數據及前瞻性資料計提信用損失撥備。由於對手方為信譽良好的關聯方或有物業作抵押的客戶，故對手方違約可能性較低，因此，概無就該等剩餘財務資產計提信用損失撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

(Continued)

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

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Details of observable data evidence that a financial asset is credit-impaired are set out in note 3.

The Group has concentration of credit risk as 44.62% (31 December 2020: 41.26%) and 93.67% (31 December 2020: 92.55%) of the total trade receivables was due from the Group's largest customer and the five largest customers within the industrial towns development segment. Since the major customers mentioned above are the local government authorities which have good historical payment pattern and strong economic background, the directors of the Company consider that the exposure of the credit risk arising from customer concentration is insignificant.

Liquidity risk

The Group finances its working capital requirements through a combination of funds generated from operations, bank and other borrowings and convertible bonds, notes and senior notes.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The maturity dates for non-derivative financial liabilities and lease liabilities are based on the agreed repayment dates.

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

就內部信貸風險管理而言，本集團認為，當自內部發展或從外部資源獲取的資料顯示債務人不大可能悉數支付其債權人(包括本集團(不計及本集團持有的任何抵押品))時，則違約事件發生。

當發生一項或多項對財務資產估計未來現金流量有不利影響的違約事件時，財務資產出現信貸減值。有關財務資產出現信貸減值的可觀察數據證據的詳情載於附註3。

本集團最大客戶及五大客戶均來自產業市鎮發展分部，佔貿易應收款項總額44.62%(2020年12月31日：41.26%)及93.67%(2020年12月31日：92.55%)，故此信貸風險集中。由於上述主要客戶為地方政府機構，且過往付款模式良好及經濟背景強大，故此本公司董事認為，客戶集中產生的信貸風險並不重大。

流動資金風險

本集團以經營所得資金、銀行及其他借款和可轉換債券、票據及優先票據為其營運資金需求提供資金。

下表詳列本集團非衍生財務負債及租賃負債的剩餘合約期限。非衍生財務負債及租賃負債的到期日根據協議還款日期而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of reporting period.

		Weighted average interest rate	On demand, or less than one year 須投要求或 少於一年內 加權 平均利率	Over one	Over two	Total undiscounted cash flows	Carrying amount
				year but less than two years 一年後 但少於兩年內 償還	years but less than five years 兩年後 但少於五年內 償還		
		%	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 31 December 2021	於2021年12月31日						
Trade and other payables	貿易及其他應付款項		850,009	-	-	850,009	850,009
Amounts due to related parties	應付關聯方款項	10.62	837,382	-	262,718	1,100,100	976,798
Bank and other borrowings	銀行及其他借款						
- Fixed rate	- 定息	7.26	1,305,415	948,776	784,015	3,308,315	2,949,632
- Floating rate (Note i)	- 浮息(附註i)	6.37	488,349	527,179	160,765	1,311,595	1,170,736
Convertible bonds and notes	可轉換債券及票據	8.13	503,212	47,158	833,128	1,383,498	1,196,284
Lease liabilities	租賃負債	7.27	2,541	2,390	5,599	10,530	7,644
Financial guarantee contracts (Note ii)	財務擔保合約(附註ii)		330,220	-	-	330,220	-
Total	總計		4,317,128	1,525,503	2,046,225	8,294,267	7,151,103

As at 31 December 2020	於2020年12月31日						
Trade and other payables	貿易及其他應付款項		825,997	-	-	825,997	825,997
Amounts due to related parties	應付關聯方款項		5,586	-	-	5,586	5,586
Bank and other borrowings	銀行及其他借款						
- Fixed rate	- 定息	8.86	1,878,383	561,553	945,495	3,792,384	3,276,542
- Floating rate (Note i)	- 浮息(附註i)	5.48	601,722	457,171	353,243	1,592,130	1,430,782
Convertible bonds and notes	可轉換債券及票據	8.05	654,629	-	-	654,629	624,058
Senior notes	優先票據	14.52	1,250,823	-	-	1,250,823	1,165,630
Lease liabilities	租賃負債	5.72	2,693	2,358	6,893	12,994	9,520
Financial guarantee contracts (Note ii)	財務擔保合約(附註ii)		727,991	-	-	727,991	-
Total	總計		5,947,824	1,021,082	1,305,631	8,862,534	7,338,115

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

下表同時載有利息及本金現金流量。當利息流量按浮息計算，則未折現金額來自報告期末的利率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Notes:

- (i) The amounts included above for bank and other borrowings with floating interest rate is subject to change if changes in floating interest rates differ to those estimates of interest rates determined at the end of the reporting period.
- (ii) The amounts included above for financial guarantee contracts are the maximum amounts on the basis of the earliest date on which the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of each reporting period, the Group considers that it is more likely than not that such amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

38. 財務工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

附註：

- (i) 當浮動息率變動有別於報告期末釐定的息率估計時，以上按浮動息率計息的銀行及其他借款所包括的金額會有所變動。
- (ii) 以上財務擔保合約所包含的金額為基於對手方向擔保人申索該金額時，根據安排本集團可能需就擔保全額予以清償的最早日期計算的最高金額。根據在各報告期末的預期，本集團認為，很有可能毋須根據安排償還該金額，然而，該估計由對手方根據擔保提出申索的可能性而定，而對手方是否提出申索是由對手方持有的擔保的財務應收款項是否有信用損失而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

c. Fair values of financial instruments

This note provides information about how the Group determines fair value of certain financial assets and liabilities.

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

Certain of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair value of these financial assets and liabilities are determined (in particular, the valuation techniques and inputs used).

Financial assets 財務資產	Fair value (RMB'000) 公平值(人民幣千元)		Fair value hierarchy 公平值層級	Valuation techniques and key input(s) 估值方法及重要輸入數據	Significant unobservable input 重大不可觀察的輸入數據
	as at 31 December 2021 於2021年12月31日	as at 31 December 2020 於2020年12月31日			
Trade receivables – at FVTPL 按公平值計入損益的貿易應收款項	2,229,090	2,115,360	Level 3 第三級	Discounted Cash Flow Analysis 折現現金流量分析	Estimated repayment periods (Note) 預計還款期(附註)
Derivative financial assets 衍生財務資產	9,250	–	Level 3 第三級	Binominal Tree Pricing Model 二叉樹定價模型	Volatility: 42.30% (2020: 31.06%) 波幅: 42.30% (2020年: 31.06%)

The key input is:
Estimated repayment periods
重要輸入數據:
預計還款期

The key inputs are:
1) US\$ risk free rate
2) HK\$ risk free rate
3) Dividend yield
4) Underlying asset value
5) Exercise price
6) Volatility
重要輸入數據為:
1) 美元無風險率
2) 港幣無風險率
3) 股息收益
4) 相關資產價值
5) 行權價
6) 波幅

38. 財務工具(續)

c. 財務工具的公平值

此附註提供本集團如何確定若干財務資產和負債的公平值的資料。

按經常性基準以公平值計量的本集團財務資產及負債的公平值

本集團的若干財務資產及負債在各報告期末以公平值計量。下表提供有關該等財務資產及負債的公平值如何釐定的資料(特別是所用估值方法和輸入數據)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

c. Fair values of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

Financial liability 財務負債	Fair value (RMB'000) 公平值(人民幣千元)		Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值方法及重要輸入數據	Significant unobservable input 重大不可觀察的輸入數據
	as at 31 December 2021 於2021年12月31日	as at 31 December 2020 於2020年12月31日			
Derivative financial liabilities 衍生財務負債	2,716	-	Level 3 第三級	Binomial Tree Pricing Model 二叉樹定價模型	Volatility: 35.05% 波幅: 35.05%

38. 財務工具(續)

c. 財務工具的公平值(續)

按經常性基準以公平值計量的本集團財務資產及負債的公平值(續)

The key inputs are:

- 1) US\$ risk free rate
- 2) HK\$ risk free rate
- 3) Dividend yield
- 4) Underlying asset value
- 5) Exercise price
- 6) Volatility

重要輸入數據為：

- 1) 美元無風險率
- 2) 港幣無風險率
- 3) 股息收益
- 4) 相關資產價值
- 5) 行權價
- 6) 波幅

Note: In case the future sales proceeds are sufficient to pay the trade receivables – at FVTPL, an extension in the estimated repayment periods used in isolation would result in a decrease in the fair value measurement of trade receivables – at FVTPL, and vice versa. 3 months extending/shortening in the estimated repayment periods holding all other variables constant would decrease/increase the carrying amounts of the accounts receivable – at FVTPL by about RMB17,002,000 (2020: RMB16,425,000).

附註：倘未來銷售所得款項足以支付按公平值計入損益的貿易應收款項，單獨延長所使用估計還款期會導致按公平值計入損益的貿易應收款項的公平值計量減少，反之亦然。估計還款期延長/縮短3個月(所有其他變量保持不變)會減少/增加按公平值計入損益的應收款項賬面值約人民幣17,002,000元(2020年：人民幣16,425,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

38. Financial Instruments (Continued)

c. Fair values of financial instruments (Continued)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

Reconciliation of level 3 fair value measurement of trade receivables at fair value:

		RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	2,037,290
Increase	增加	190,855
Interest accrued	應計利息	130,720
Decrease	減少	(127,819)
Fair value change recognised in profit or loss	在損益確認的公平值變動	(115,686)
As at 31 December 2020	於2020年12月31日	2,115,360
Increase	增加	185,212
Interest accrued	應計利息	123,434
Decrease	減少	(94,360)
Fair value change recognised in profit or loss	在損益確認的公平值變動	(100,556)
As at 31 December 2021	於2021年12月31日	2,229,090

Reconciliation of level 3 fair value measurement of derivative financial instruments:

		RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	1,620
Fair value change recognised in profit or loss	在損益確認的公平值變動	(1,520)
Exchange effect	匯兌影響	(100)
As at 31 December 2020	於2020年12月31日	-
New issuance of the 2021 Convertible Bonds	新發行2021年可轉換債券	32,281
Fair value change recognised in profit or loss	在損益確認的公平值變動	(38,452)
Exchange effect	匯兌影響	(363)
As at 31 December 2021	於2021年12月31日	(6,534)

There were no transfers into or out of Level 3 during the years.

Fair value of the Group's financial assets and liabilities that are not measured at fair value on a recurring basis

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities at amortised cost recognised in the consolidated financial statements approximate to their fair values.

38. 財務工具(續)

c. 財務工具的公平值(續)

按經常性基準以公平值計量的本集團財務資產及負債的公平值(續)

第三層級的貿易應收款項公平值計量的對賬：

		RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	2,037,290
Increase	增加	190,855
Interest accrued	應計利息	130,720
Decrease	減少	(127,819)
Fair value change recognised in profit or loss	在損益確認的公平值變動	(115,686)
As at 31 December 2020	於2020年12月31日	2,115,360
Increase	增加	185,212
Interest accrued	應計利息	123,434
Decrease	減少	(94,360)
Fair value change recognised in profit or loss	在損益確認的公平值變動	(100,556)
As at 31 December 2021	於2021年12月31日	2,229,090

第三層級的衍生財務工具公平值計量的對賬：

		RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	1,620
Fair value change recognised in profit or loss	在損益確認的公平值變動	(1,520)
Exchange effect	匯兌影響	(100)
As at 31 December 2020	於2020年12月31日	-
New issuance of the 2021 Convertible Bonds	新發行2021年可轉換債券	32,281
Fair value change recognised in profit or loss	在損益確認的公平值變動	(38,452)
Exchange effect	匯兌影響	(363)
As at 31 December 2021	於2021年12月31日	(6,534)

年內，並無轉入或轉出第三層級。

並非按經常性基準以公平值計量的本集團財務資產及財務負債的公平值

本公司董事認為綜合財務報表中確認的以攤銷成本計量的財務資產及財務負債的賬面值接近其公平值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

39. Operating Lease Arrangements The Group as lessor

All of the properties held for rental purposes have committed lessees for the next 1 to 20 years (2020: 1 to 20 years).

Minimum lease payments receivable on leases are as follows:

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年以內	58,722	58,512
In the second year	第二年	44,596	52,745
In the third year	第三年	39,344	42,494
In the fourth year	第四年	38,426	38,635
In the fifth year	第五年	35,761	37,493
After five years	五年後	373,760	409,432
		590,609	639,311

40. Commitments

At the end of the reporting period, the Group had the following commitments:

		At 31 December 於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted but not provided for in the consolidated financial statements:	已訂約但未綜合財務報表中計提：		
Expenditure in respect of investment properties	有關投資物業的支出	2,522	2,522
Expenditure in respect of property, plant and equipment	有關物業、廠房及設備的支出	236,742	83,988
Investments in joint ventures	於合營公司的投資	41,500	211,190
Investments in associates	於聯營公司的投資	41,982	41,982
		322,746	339,682

39. 經營租賃安排 本集團作為出租人

所有持作出租用途的物業於未來1年至20年(2020年：1年至20年)有承諾承租人。

就有關租賃應收最低租賃付款如下：

40. 承諾

於報告期末，本集團有以下承諾：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

40. Commitments (Continued)

In addition to the above capital commitments, the Group had contracted expenditure in respect of properties under development for sale of approximately RMB162,816,000 at 31 December 2021 (31 December 2020: RMB727,446,000) as which have not provided for in the consolidated financial statements.

The commitments above at the end of the reporting period are to be settled according to the progress of the future development of the underlying projects which might not be necessarily incurred within twelve months from the end of the reporting period.

40. 承諾(續)

除上述資本承諾外，本集團於2021年12月31日未在綜合財務報表中就待售發展中物業計提撥備的訂約支出約為人民幣162,816,000元(2020年12月31日：人民幣727,446,000元)。

以上報告期末的承諾將按照相關項目的未來發展進度結算，相關項目的資本承諾不一定於報告期末後的十二個月內產生。

41. Contingencies

41. 或有負債

	At 31 December	
	於12月31日	
	2021	2020
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Mortgage loan guarantees provided by the Group to banks in favour of its properties buyer (Note)	330,220	727,991
本集團為其物業買方向銀行提供的按揭貸款擔保(附註)		

Note: In the opinion of the directors of the Company, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition, taking into consideration the possibility of default by the relevant buyers and that, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. Accordingly, no provision has been made in these consolidated financial statements for these guarantees.

附註：本公司董事認為，考慮到相關買方拖欠的可能性，本集團的財務擔保合約公平值於初始確認時並不重大，而倘若買家拖欠款項，有關物業的可變現淨值亦可補回未償還按揭本金的還款，連同應計利息及罰款。因此，概無於該等綜合財務報表內就該等擔保作出撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

42. Retirement Benefit Plans

The employees of the Group are members of the state-managed retirement benefits scheme operated by the PRC government authority. The subsidiaries located in PRC are required to contribute specified rate of the employees' salaries to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

In accordance with the relevant mandatory provident fund laws and regulations of Hong Kong, the Group operates a Mandatory Provident Fund scheme ("MPF Scheme") for all qualifying Hong Kong employees. The assets of the scheme are held separately from those of the Group and under the control of an independent MPF service provider. Under the rules of the MPF Scheme, the employer and its employees are required to make contributions to the scheme at rates specified in the rules separately. The only obligation of the Group in respect of the MPF Scheme is to make the required contributions under the scheme.

During the years ended 31 December 2021 and 2020, the Group had no forfeited contributions under those schemes which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 December 2021 and 2020 under the schemes which may be used by the Group to reduce the contribution payable in future years.

43. Share-Based Payment Expenses

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 21 July 2015 for the primary purpose of providing incentives to the directors of the Company and eligible employees. Under the Scheme, the Company may grant to eligible employees including the directors and employees, to subscribe for shares in the Company. As at 31 December 2021, the number of shares in respect of which options had been granted under the Scheme was 90,750,000 (2020: 90,750,000).

42. 退休福利計劃

本集團員工為由中國政府部門主導和管理的退休福利計劃的成員。在中國大陸的附屬公司須按照員工的工資，根據一定的比例向該退休福利計劃繳納款項，以為該等福利作出供款。本集團在退休福利計劃中唯一的責任就是向該計劃作出規定供款。

根據香港有關強制性公積金的法律法規，本集團為所有符合條件的香港員工辦理強制性公積金計劃（「強積金計劃」）。該計劃下的資產與本集團資產分開持有，並由獨立強積金服務供應商控制。根據強積金計劃規則，僱主與僱員均須分別按照規則指定的比率向該計劃供款。本集團在強積金計劃中唯一的責任就是向該計劃作出規定供款。

於截至2021年及2020年12月31日止年度，本集團並無該等計劃項下的已沒收供款可由本集團動用以降低現行供款的水平。於2021年及2020年12月31日，概無該等計劃項下的已沒收供款可由本集團動用，以降低未來年度的應付供款。

43. 以股份為基礎的支付費用

本公司主要出於激勵董事以及合資格員工的目的，在2015年7月21日通過決議案並已採納本公司的股份期權計劃（「該計劃」）。在該計劃下，本公司可向合資格員工（包括董事及僱員）授出可認購本公司股份的期權。截至2021年12月31日，根據該計劃授出的期權所涉及的股份數目為90,750,000股（2020年：90,750,000股）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

43. Share-Based Payment Expenses (Continued)

Certain employees, who have been awarded share options of 51,000,000 (31 December 2020: 40,050,000), were ceased their services with the Group as at 31 December 2021.

Pursuant to a resolution passed on 21 June 2018, the Company extended the maturity date of the Scheme for three years from 31 July 2019 to 31 July 2022 (the "New Scheme"), and there is no change in exercise price.

Details of specific categories of options are as follows:

	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價
Tranche 2016	28 July 2015	28 July 2015 to 27 July 2016	28 July 2016 to 31 July 2022	HK\$3.02
2016年批次	2015年7月28日	2015年7月28日至 2016年7月27日	2016年7月28日至 2022年7月31日	港幣3.02元
Tranche 2017	28 July 2015	28 July 2015 to 27 July 2017	28 July 2017 to 31 July 2022	HK\$3.02
2017年批次	2015年7月28日	2015年7月28日至 2017年7月27日	2017年7月28日至 2022年7月31日	港幣3.02元
Tranche 2019	28 July 2015	28 July 2015 to 27 July 2019	28 July 2019 to 31 July 2022	HK\$3.02
2019年批次	2015年7月28日	2015年7月28日至 2019年7月27日	2019年7月28日至 2022年7月31日	港幣3.02元

43. 以股份為基礎的支付費用(續)

於2021年12月31日，獲授予51,000,000份(2020年12月31日：40,050,000份)股份期權的若干員工已從本集團離職。

根據於2018年6月21日獲通過的決議案，本公司延長該計劃有效期三年，自2019年7月31日延至2022年7月31日(「新計劃」)，而行使價不變。

期權具體分類詳情如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

43. Share-Based Payment Expenses (Continued)

The following table discloses movements of the Company's share options held by employees and directors during the year.

Options type	Outstanding at 1/1/2021 於2021年1月1日 尚未行使	Forfeited during year 年內沒收	Expired during year 年內屆滿	Outstanding at 31/12/2021 於2021年12月31日 尚未行使
Tranche 2016 2016年批次	16,900,000	-	(3,650,000)	13,250,000
Tranche 2017 2017年批次	16,900,000	-	(3,650,000)	13,250,000
Tranche 2019 2019年批次	16,900,000	-	(3,650,000)	13,250,000
	50,700,000	-	(10,950,000)	39,750,000
Exercisable at the end of the year 於年末可獲行使	50,700,000			39,750,000
Weighted average exercise price 加權平均行使價	HK\$3.02 港幣3.02元			HK\$3.02 港幣3.02元

Options type	Outstanding at 1/1/2020 於2020年1月1日 尚未行使	Forfeited during year 年內沒收	Expired during year 年內屆滿	Outstanding at 31/12/2020 於2020年12月31日 尚未行使
Tranche 2016 2016年批次	17,100,000	-	(200,000)	16,900,000
Tranche 2017 2017年批次	17,100,000	-	(200,000)	16,900,000
Tranche 2019 2019年批次	17,100,000	-	(200,000)	16,900,000
	51,300,000	-	(600,000)	50,700,000
Exercisable at the end of the year 於年末可獲行使	51,300,000			50,700,000
Weighted average exercise price 加權平均行使價	HK\$3.02 港幣3.02元			HK\$3.02 港幣3.02元

The estimated fair values of the Scheme and the New Scheme on grant date and amendment date are HK\$0.51 and HK\$1.37 per option, respectively.

43. 以股份為基礎的支付費用(續)

下表披露僱員及董事於年內持有的本公司股份期權變動。

Options type	Outstanding at 1/1/2020 於2020年1月1日 尚未行使	Forfeited during year 年內沒收	Expired during year 年內屆滿	Outstanding at 31/12/2020 於2020年12月31日 尚未行使
Tranche 2016 2016年批次	17,100,000	-	(200,000)	16,900,000
Tranche 2017 2017年批次	17,100,000	-	(200,000)	16,900,000
Tranche 2019 2019年批次	17,100,000	-	(200,000)	16,900,000
	51,300,000	-	(600,000)	50,700,000
Exercisable at the end of the year 於年末可獲行使	51,300,000			50,700,000
Weighted average exercise price 加權平均行使價	HK\$3.02 港幣3.02元			HK\$3.02 港幣3.02元

於授出日期及修訂日期，該計劃及新計劃項下的估計公平值分別為每份期權港幣0.51元及港幣1.37元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

43. Share-Based Payment Expenses (Continued)

These fair values were calculated using the Binomial model. The inputs into the model were as follows:

43. 以股份為基礎的支付費用(續)

該等公平值使用二項期權定價模型計算。該模型的輸入數據如下：

		Options amended on 21 June 2018 於2018年6月21日 修訂的期權	Options granted on 28 July 2015 於2015年7月28日 授出的期權
Grant date share price	授出日股價	HK\$2.80 per share 每股港幣2.80元	HK\$2.80 per share 每股港幣2.80元
Exercise price	行使價	HK\$3.02 per share 每股港幣3.02元	HK\$3.02 per share 每股港幣3.02元
Expected volatility	預計波幅	40.50%	37.73%
Expected option life	預計期權壽命	4.11 years 4.11年	3 years 3年
Risk-free interest rate	無風險利率	2.16%	3.00%
Dividend yield	股息率	3.13%	5.36%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous four years. The expected life used in the model has been adjusted, based on the management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

預計波幅是根據本公司前四年的歷史股價波幅釐定。該模型所用的預計期權壽命已根據管理層對不可轉讓性的影響、行使限制以及對行為考量的最佳估計作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

44. Acquisition of Assets through Acquisitions of Subsidiaries

On 6 January 2020, the Group acquired a 100% interest in Langfang Guowen Fuao Auto Parts Co., Ltd ("Fuao") at a cash consideration of RMB40,152,000. The principal place of operation of Fuao is Langfang, PRC.

On 7 August 2020, the Group acquired a 100% interest in Langfang Bangte Environmental Protection Technology Co., Ltd ("Bangte") at a cash consideration of RMB37,000,000. Bangte holds an office unit in Langfang.

The aggregate information of acquisitions were as follows:

Consideration transferred

		RMB'000 人民幣千元
Cash	現金	77,152

Assets acquired and liabilities recognised at the date of acquisition

		RMB'000 人民幣千元
Current assets	流動資產	
Bank balances and cash	銀行結餘及現金	5,808
Prepayments and other receivables	預付及其他應收款項	516
Non-current asset	非流動資產	
Investment properties	投資物業	82,783
Current liability	流動負債	
Trade and other payables	貿易及其他應付款項	(11,955)
		77,152

Net cash outflows arising on acquisition of assets

		RMB'000 人民幣千元
Total consideration	總代價	77,152
Less: consideration payable	減：應付代價	(5,284)
Consideration paid	已付代價	71,868
Less: bank balances and cash acquired	減：所收購銀行結餘及現金	(5,808)
		66,060

44. 通過收購附屬公司收購資產

於2020年1月6日，本集團以現金代價人民幣40,152,000元收購廊坊國文富奧汽車部件有限公司(「富奧」)的全部權益。富奧的主要營運地點為中國廊坊市。

於2020年8月7日，本集團以現金代價人民幣37,000,000元收購廊坊市邦特環保科技有限公司(「邦特」)的全部權益。邦特於廊坊市持有辦公單位。

收購的匯總信息載列如下：

轉讓代價

	RMB'000 人民幣千元
Cash	77,152

於收購日收購的資產及確認的負債

	RMB'000 人民幣千元
Current assets	
Bank balances and cash	5,808
Prepayments and other receivables	516
Non-current asset	
Investment properties	82,783
Current liability	
Trade and other payables	(11,955)
	77,152

收購資產產生的現金流出淨額

	RMB'000 人民幣千元
Total consideration	77,152
Less: consideration payable	(5,284)
Consideration paid	71,868
Less: bank balances and cash acquired	(5,808)
	66,060

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

45. Disposal of Subsidiaries

During the year ended 31 December 2021, the Group disposed of its entire equity interests in Ezhou Zhanyao Property Development Co., Ltd. to a third party for a total consideration of RMB94,112,000.

Consideration:

		2021 RMB'000 人民幣千元
Cash received	已收現金	10,000
Cash receivables	應收現金	84,112
		94,112

Analysis of assets and liabilities over which control were lost:

		2021 RMB'000 人民幣千元
Properties under development for sale	待售發展中物業	89,259
Prepayments for taxes	預付稅項	41
		89,300

Gain on disposal of subsidiaries:

		2021 RMB'000 人民幣千元
Consideration received and receivable	已收及應收代價	94,112
Net assets disposed of	已售資產淨值	(89,300)
		4,812

Net cash inflow arising on disposal:

		2021 RMB'000 人民幣千元
Cash consideration	現金代價	10,000

During the year ended 31 December 2020, the Group disposed of its entire equity interests in Shijiazhuang First State Science and Technology Co., Ltd., Wuhan Hangfujia Technology Industry Development Co., Ltd, Langfang Vast Dikuo Energy Technology Co., Ltd. and Langfang VAST Furao Energy Technology Co., Ltd. for a total consideration of RMB9,520,000.

45. 出售附屬公司

截至2021年12月31日止年度，本集團向一名第三方出售其於鄂州展耀房地產開發有限公司全部股本權益，總代價為人民幣94,112,000元。

代價：

		2021 RMB'000 人民幣千元
Cash received	已收現金	10,000
Cash receivables	應收現金	84,112
		94,112

已失去控制權的資產及負債分析：

		2021 RMB'000 人民幣千元
Properties under development for sale	待售發展中物業	89,259
Prepayments for taxes	預付稅項	41
		89,300

出售附屬公司的收益：

		2021 RMB'000 人民幣千元
Consideration received and receivable	已收及應收代價	94,112
Net assets disposed of	已售資產淨值	(89,300)
		4,812

出售產生的現金流入淨額：

		2021 RMB'000 人民幣千元
Cash consideration	現金代價	10,000

截至2020年12月31日止年度，本集團出售其於石家莊首邦科技有限公司、武漢航福聚科技產業發展有限公司、廊坊市宏泰地闊能源科技有限公司及廊坊市宏泰富饒能源科技有限公司的全部股本權益，總代價為人民幣9,520,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

45. Disposal of Subsidiaries (Continued)

Consideration received:

		2020 RMB'000 人民幣千元
Cash	現金	9,520

Analysis of assets and liabilities over which control were lost:

		2020 RMB'000 人民幣千元
Properties under development for sale	待售發展中物業	7,424
Prepayments and other receivables	預付及其他應收款項	8
Bank balances and cash	銀行結餘及現金	20
Trade and other payables	貿易及其他應付款項	(1)
Net assets disposed of	已售資產淨值	7,451

Gain on disposal of subsidiaries:

		2020 RMB'000 人民幣千元
Consideration received and receivable	已收及應收代價	9,520
Net assets disposed of	已售資產淨值	(7,451)
Gain on disposal	出售收益	2,069

Net cash inflow arising on disposal:

		2020 RMB'000 人民幣千元
Cash consideration	現金代價	9,520
Less: bank balances and cash disposed of	減：已售銀行結餘及現金	(20)
		9,500

45. 出售附屬公司(續)

已收代價：

	2020 RMB'000 人民幣千元
Cash	9,520

已失去控制權的資產及負債分析：

	2020 RMB'000 人民幣千元
Properties under development for sale	7,424
Prepayments and other receivables	8
Bank balances and cash	20
Trade and other payables	(1)
Net assets disposed of	7,451

出售附屬公司的收益：

	2020 RMB'000 人民幣千元
Consideration received and receivable	9,520
Net assets disposed of	(7,451)
Gain on disposal	2,069

出售產生的現金流入淨額：

	2020 RMB'000 人民幣千元
Cash consideration	9,520
Less: bank balances and cash disposed of	(20)
	9,500

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

46. Related Party Balances and Transactions

Save as disclosed elsewhere in these consolidated financial statements, the Group has the following related parties' balances and transactions. The directors consider a beneficial owner of the Company is a major shareholder if that individual held over 20% beneficial interest of the Company. The transactions with these related parties were made on terms agreed among the parties.

(a) Related party balances

Balances with related parties are set out below:

Amounts due from:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Associates:	聯營公司：		
– Shengshi Zhiye	– 盛世置業	170,526	161,385
– Sinomerco	– 中鋼冶金	1,500	1,500
– Huayuan	– 華源	–	15,272
– Apex Vast	– 安培思宏泰	1	1
		172,027	178,158
A director:	一名董事：		
– Ms. Wang Wei	– 王薇女士	586	586
		172,613	178,744
Less: allowance for receivables from related parties	減：應收關聯方款項撥備	(29,145)	(18,516)
Total	總計	143,468	160,228

46. 關聯方結餘及交易

除該等綜合財務報表其他章節披露外，本集團有以下關聯方結餘及交易。董事認為，倘任何個人持有本公司的實益權益超過20%，則本公司的實益擁有人為主要股東。與該等關聯方的交易按各方之間協定的條款進行。

(a) 關聯方結餘

與關聯方的結餘載列如下：

應收以下各方的款項：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

46. Related Party Balances and Transactions 46. 關聯方結餘及交易 (續)

(Continued)

(a) Related party balances (Continued)

Movement in the allowance for doubtful debts:

		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
As at 1 January	於1月1日	18,516	1,310
Impairment losses recognised	已確認減值虧損	10,629	17,206
As at 31 December	於12月31日	29,145	18,516

(a) 關聯方結餘(續)

呆賬撥備的變動：

		At 31 December 於12月31日	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Analysis for reporting purposes as:	就報告而言分析為：		
Current assets	流動資產	-	15,273
Non-current assets	非流動資產	143,468	144,955
		143,468	160,228

Receivables from Huayuan is of trade nature, while the remaining receivables are of non-trade nature. The receivable from Ms. Wang Wei is denominated in HK\$, while the remaining are denominated in RMB. Except for the amount due from Shengshi Zhiye, which is bearing interest at 6% per annum, the remaining balances are interest free.

Details of impairment assessment of the amounts due from related parties are set out in note 38(b).

應收華源的款項屬貿易性質，其餘應收款項屬非貿易性質。應收王薇女士的款項以港幣計值，剩餘款項則以人民幣計值。除應收盛世置業的款項（按年利率6%計息）外，餘下結餘為免息。

有關應收關聯方款項減值評估的詳情載於附註38(b)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

46. Related Party Balances and Transactions 46. 關聯方結餘及交易 (續)

(Continued)

(a) Related party balances (Continued)

Amounts due to:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Associates:	聯營公司：		
– Huayuan	– 華源	826	4,896
– Shengshi Zhiye	– 盛世置業	450	490
		1,276	5,386
Joint Venture:	合營公司：		
– Zhonghong Lantu (Note)	– 中宏藍圖(附註)	214,961	–
Director and major shareholder:	董事及主要股東：		
– Mr. Wang Jianjun	– 王建軍先生	–	200
– Profit East Limited (“Profit East”)	– 利東有限公司(「利東」)	654,538	–
Companies controlled by a major shareholder:	由一名主要股東控制的公司：		
– China Wan Tong Yuan (Holding) Limited (“Wan Tong Yuan”)	– 中國萬桐園(控股)有限公司(「萬桐園」)	37,058	–
– Langfang Wantong Cemetery Co., Ltd (“Wantong”)	– 廊坊市萬桐公墓有限公司(「萬桐」)	68,965	–
Total	總計	976,798	5,586
Analysis for reporting purpose as:	就報告用途分析如下：		
Current liabilities	流動資產	761,837	5,586
Non-current liabilities	非流動資產	214,961	–
		976,798	5,586

The above outstanding payables to Huayuan and Shengshi Zhiye are of trade nature, while the remaining balances are of non-trade nature. As at 31 December 2021, the payable to Profit East and Wan Tong Yuan are denominated in US\$ and HK\$ respectively, while the remaining are denominated in RMB. Except for the amounts due to Profit East, Wan Tong Yuan, Wantong and Zhonghong Lantu which are bearing interest at 12%, 12%, 12% and 5.8% per annum respectively, the remaining balances are unsecured, interest-free and repayable on demand.

上述應付華源及盛世置業的未付款項屬貿易性質，而餘下結餘屬非貿易性質。於2021年12月31日，應付利東及萬桐園的款項均以美元及港幣計值，剩餘款項則以人民幣計值。除應付利東、萬桐園、萬桐及中宏藍圖的款項分別按年利率12%、12%、12%及5.8%計息外，餘下結餘為無抵押、免息並須按要求償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

46. Related Party Balances and Transactions

(Continued)

(a) Related party balances (Continued)

Note:

On 3 March 2021, two subsidiaries of the Company, Beijing VAST Chuangchi Lantian Technology Development Co., Ltd (“Chuangchi Lantian”) and Hebei Zedong Energy Technology Co., Ltd (“Zedong Energy”), entered into a capital increase agreement with Zhonghong Lantu in relation to the capital injection by Zhonghong Lantu into Zedong Energy.

On the same date, all parties entered into a supplementary agreement. Pursuant to which Zhonghong Lantu has the right to request Zedong Energy or Chuangchi Lantian to buy back its equity interest in Zedong Energy upon the occurrence of certain events, including Zedong Energy suffered loss. The consideration represents the amount of capital contributed by Zhonghong Lantu plus a fixed interest of 5.8%.

The following is an aged analysis of the outstanding payables with trade nature, presented based on service or payment received date, at the end of the reporting period:

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Less than 1 year	少於1年	817	9
1 to 2 years	1至2年	9	5,337
2 to 3 years	2至3年	450	40
		1,276	5,386

46. 關聯方結餘及交易 (續)

(a) 關聯方結餘 (續)

附註：

於2021年3月3日，本公司兩間附屬公司北京宏泰創馳藍天科技發展有限公司(「創馳藍天」)及河北擇東能源科技有限公司(「擇東能源」)就中宏藍圖向擇東能源注資與中宏藍圖訂立增資協議。

同日，各訂約方訂立補充協議。據此，中宏藍圖於發生若干事件(包括擇東能源錄得虧損)後有權要求擇東能源或創馳藍天購回其於擇東能源的股權。該代價指中宏藍圖的注資金額加5.8%的固定利息。

於報告期末，按獲得服務或付款的日期對屬貿易性質的未付款項的賬齡分析如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

46. Related Party Balances and Transactions 46. 關聯方結餘及交易 (續)

(Continued)

(b) Related party transactions

(b) 關聯方交易

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit East	Finance cost	40,916	-
利東	融資成本		
Shengshi Zhiye	Interest income	8,349	9,209
盛世置業	利息收入		
Huayuan	Purchase of heating services	15,527	283
華源	購置取暖服務		
Huayuan	Provision of infrastructure services	3,115	11,586
華源	提供基建服務		
Wan Tong Yuan	Finance cost	2,059	-
萬桐園	融資成本		
Wantong	Finance cost	3,965	-
萬桐	融資成本		
Zhonghong Lantu	Finance cost	9,251	-
中宏藍圖	融資成本		

(c) Bank borrowings, convertible bonds and notes guaranteed by related parties

(c) 由關聯方擔保的銀行借款、可轉換債券及票據

		At 31 December	
		於12月31日	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
A major shareholder	一名主要股東	12,926	13,889
Major shareholders and a director	主要股東及一名董事	1,579,115	919,058

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

46. Related Party Balances and Transactions

(Continued)

(d) Compensation of key management personnel

Key management personnel are those senior management having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The key management personnel compensation is as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2021	2020
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	735	756
Salaries and other benefits	薪金及其他福利	6,887	7,820
Contribution to retirement benefit scheme	退休福利計劃供款	158	82
Discretionary performance – related bonus	酌情表現掛鈎花紅	6,802	4,078
		14,582	12,736

Bonuses are calculated based on the Group's performance for the financial year.

46. 關聯方結餘及交易 (續)

(d) 主要管理人員薪酬

主要管理人員為有權力及有責任直接或間接規劃、指示及控制本集團業務活動的高級管理層。主要管理人員的薪酬如下：

花紅乃根據本財政年度本集團表現而計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

47. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

47. 融資活動所產生的負債對賬

下表詳列本集團由融資活動產生的負債變動，當中包括現金及非現金變動。融資活動產生的負債為過去或日後於本集團綜合現金流量表內分類為融資活動所得現金流量的現金流量。

		Bank and other borrowings (note 31)	Convertible bonds, notes, senior notes and derivative (note 32)	Amounts due to related parties (note 46)	Lease liabilities (note 33)	Total
		銀行及其他借款 (附註31)	可轉換債券、票據、優先票據及衍生財務工具 (附註32)	應付關聯方款項 (附註46)	租賃負債 (附註33)	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2020	於2020年1月1日	4,586,002	1,898,364	100,200	46,757	6,631,323
Cash flows:	現金流量：					
Principal additions	本金增加	2,964,619	-	-	-	2,964,619
Principal payments	支付本金	(2,853,810)	-	-	(6,560)	(2,860,370)
Interests payments	支付利息	(365,471)	(210,663)	-	-	(576,134)
Non-cash items:	非現金項目：					
Principal additions	本金增加	-	-	-	1,022	1,022
Termination of lease	終止租賃	-	-	-	(33,781)	(33,781)
Rent concessions	租金優惠	-	-	-	(150)	(150)
Exchange effect	匯兌影響	(899)	(121,468)	-	-	(122,367)
Interests accrual	應計利息	376,883	224,975	-	2,232	604,090
Fair value change recognised in profit or loss	於損益確認的公平值變動	-	(1,520)	-	-	(1,520)
Elimination (Note)	抵銷(附註)	-	-	(100,000)	-	(100,000)
As at 31 December 2020	於2020年12月31日	4,707,324	1,789,688	200	9,520	6,506,732
Cash flows:	現金流量：					
Principal additions	本金增加	1,836,615	786,580	949,896	-	3,573,091
Principal payments	支付本金	(2,431,292)	(1,354,200)	(29,319)	(2,926)	(3,817,737)
Interests payments	支付利息	(308,249)	(150,972)	(1,446)	-	(460,667)
Non-cash items:	非現金項目：					
Principal additions	本金增加	-	-	-	323	323
Exchange effect	匯兌影響	(405)	(36,325)	-	-	(36,730)
Interests accrual	應計利息	316,375	193,431	56,191	727	566,724
Fair value change recognised in profit or loss	於損益確認的公平值變動	-	(38,452)	-	-	(38,452)
As at 31 December 2021	於2021年12月31日	4,120,368	1,189,750	975,522	7,644	6,293,284

Note: In 2018, Langfang VAST borrowed RMB100,000,000 from Hubei International Aviation Development Co., Ltd. ("Hubei International"), a former joint venture of the Group. In 2020, Langfang VAST acquired the remaining 40% equity interest of Hubei International, which became a wholly-owned subsidiary of Langfang VAST upon the completion of the acquisition. Then, the amount due to Hubei International was eliminated in the consolidated financial statements.

附註：於2018年，廊坊宏泰從本集團的前合營公司湖北省國際航空產業新城發展有限公司（「湖北國際」）借款人民幣100,000,000元。於2020年，廊坊宏泰收購湖北國際的餘下40%股權，收購完成後，湖北國際成為廊坊宏泰的全資附屬公司。其後，應付湖北國際款項於綜合財務報表對銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

48. Subsidiaries

As at the end of the reporting period, the Company had the following principal subsidiaries:

Name of companies 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid capital/ registered capital 已發行及繳足的股本/ 註冊資本	Equity interest attributable to the Group 本集團 應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2021 %	2020 %	
Shing Cheong (Note ii) 誠昌(附註ii)	BVI 12 April 2007 英屬處女群島 2007年4月12日	US\$7,000 (Ordinary shares) 7,000美元 (普通股)	100	100	Investment holding 投資控股
Langfang VAST (Notes i and iii) 廊坊宏泰(附註i和iii)	PRC 3 August 2005 中國 2005年8月3日	RMB150,000,000 (Paid up capital) 人民幣150,000,000元 (繳足資本)	100	100	Planning, design and development of industrial town projects 規劃、設計及發展產業 市鎮項目
Langfang City Property Development Co., Ltd. (Notes i and iii) ("Langfang City Property") 廊坊市城區房地產開發有限公司 (附註i和iii)(「廊坊城區房地產」)	PRC 22 May 1995 中國 1995年5月22日	RMB150,000,000 (Paid up capital) 人民幣150,000,000元 (繳足資本)	100	100	Property development 物業發展
Langfang Vast Zhanyao Property Development Co., Ltd. (Notes i and iv) 廊坊宏泰展耀房地產發展有限公司 (附註i和iv)	PRC 5 June 2007 中國 2007年6月5日	US\$29,800,000 (Paid up capital) 29,800,000美元 (繳足資本)	100	100	Property development 物業發展
Langfang Vast Zhuoyou Development Co., Ltd. (Notes i and iv) 廊坊宏泰卓優房地產發展有限公司 (附註i和iv)	PRC 5 June 2007 中國 2007年6月5日	US\$6,550,000 (Paid up capital) 6,550,000美元 (繳足資本)	100	100	Property development 物業發展
Tangshan Zhanyao Property Development Co., Ltd. (Notes i and iv) 唐山展耀房地產開發有限公司 (附註i和iv)	PRC 25 June 2007 中國 2007年6月25日	US\$29,800,000 (Paid up capital) 29,800,000美元 (繳足資本)	100	100	Property development 物業發展

48. 附屬公司

於報告期末，本公司擁有以下主要附屬公司：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

48. Subsidiaries (Continued)

48. 附屬公司(續)

Name of companies 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid capital/ registered capital 已發行及繳足的股本/ 註冊資本	Equity interest attributable to the Group 本集團 應佔權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2021 %	2020 %	
Zhangjiakou Vast Industrial Urban Development Co., Ltd. (Notes i and iv) 張家口宏泰產業市鎮發展有限公司 (附註i和iv)	PRC 10 December 2014 中國 2014年12月10日	US\$20,000,000 (Paid up capital) 20,000,000美元 (繳足資本)	100	100	Planning, design and development of industrial town projects 規劃、設計及發展產業 市鎮項目
Shijiazhuang Vast Urban Development Co., Ltd. (Notes i and iii) 石家莊市宏泰產業市鎮發展有限公司 (附註i和iii)	PRC 16 December 2015 中國 2015年12月16日	RMB47,882,000 (Paid up capital) 人民幣47,882,000元 (繳足資本)	100	100	Planning, design and development of industrial town project 規劃、設計及發展產業 市鎮項目
Ezhou Vast Urban Development Co., Ltd. (Notes i and iii) 鄂州宏泰產業市鎮發展有限公司 (附註i和iii)	PRC 25 January 2016 中國 2016年1月25日	RMB203,381,000 (Paid up capital) 人民幣203,381,000元 (繳足資本)	100	100	Planning, design and development of industrial town project 規劃、設計及發展產業 市鎮項目
Shijiazhuang Gaocheng Vast Urban Development Co., Ltd. (Notes i and iii) 石家莊市藁城宏泰產業市鎮發展 有限公司(附註i和iii)	PRC 19 August 2016 中國 2016年8月19日	RMB30,000,000 (Paid up capital) 人民幣30,000,000元 (繳足資本)	100	100	Planning, design and development of industrial town project 規劃、設計及發展產業 市鎮項目
Shijiazhuang Shengxin Weichuang Development Co., Ltd. (Notes i and iii) 石家莊市盛鑫偉創建設發展有限公司 (附註i和iii)	PRC 30 August 2016 中國 2016年8月30日	RMB20,000,000 (Paid up capital) 人民幣20,000,000元 (繳足資本)	100	100	Construction and technology development 建設及科技發展

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

48. Subsidiaries (Continued)

Notes:

- English name for identification only.
- Shing Cheong is directly held by the Company. Other subsidiaries are indirectly held by the Company.
- These subsidiaries are domestic wholly-owned enterprises established in PRC.
- These subsidiaries are foreign wholly-owned enterprises established in PRC.

None of the subsidiaries of the Company had issued any debt securities at the end of the year.

48. 附屬公司(續)

附註：

- 英文名稱僅供識別。
- 誠昌由本公司直接持有。其他附屬公司由本公司間接持有。
- 該等附屬公司為於中國成立的國內獨資企業。
- 該等附屬公司為於中國成立的外商獨資企業。

本公司的附屬公司概無於年底發行任何債務證券。

Composition of the Group

本集團成員構成

		Place of incorporation/ establishment 註冊成立／成立地點	Number of subsidiaries 附屬公司數目	
			2021	2020
Investment holding	投資控股	BVI 英屬處女群島	2	2
Investment holding	投資控股	Hong Kong 香港	2	2
Property leasing	物業租賃	Hong Kong 香港	1	1
Planning, design and development of industrial town projects	規劃、設計及發展產業 市鎮項目	PRC 中國	7	7
Property development	物業發展	PRC 中國	6	6
Property development and leasing	物業發展及租賃	PRC 中國	3	3
Infrastructure investment	基礎設施投資	PRC 中國	3	4
Project investment, lease, consulting and asset management	項目投資、租賃、諮詢 和資產管理	PRC 中國	1	2
Consulting and maintenance service	諮詢和維護服務	PRC 中國	1	1
Internet information technology service	網絡信息技術服務	PRC 中國	1	3
Not yet commence business	未開始經營	PRC 中國	26	37
			53	68

As at 31 December 2021 and 2020, there was no significant non-controlling interest in the Group.

於2021年及2020年12月31日，本集團概無重大非控制性權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

49. Financial Information of the Company

Information about the statement of financial position of the Company is as follows:

49. 本公司財務資料

有關本公司財務狀況表的資料如下：

		At 31 December 於12月31日	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Non-current assets	非流動資產		
Investments in subsidiaries (Note)	附屬公司投資(附註)	1,640,283	1,640,283
Amounts due from subsidiaries	應收附屬公司款項	827,800	1,472,393
		2,468,083	3,112,676
Current assets	流動資產		
Prepayments and other receivables	預付及其他應收款項	957	1,513
Derivative financial instruments	衍生財務工具	9,250	-
Bank balances and cash	銀行結餘及現金	333,023	15,722
		343,230	17,235
Total assets	資產總值	2,811,313	3,129,911
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	1,635	742
Amounts due to subsidiaries	應付附屬公司款項	813,808	793,698
Amounts due to related parties	應付關聯方款項	691,596	-
Convertible bonds, notes and senior notes	可轉換債券、票據及優先票據	424,115	1,789,688
		1,931,154	2,584,128
Net current liabilities	流動負債淨額	(1,587,924)	(2,566,893)
Total assets less current liabilities	資產總值減流動負債	880,159	545,783
Non-current liabilities	非流動負債		
Convertible bonds, notes and senior notes	可轉換債券、票據及優先票據	772,169	-
Derivative financial instruments	衍生財務工具	2,716	-
		774,885	-
Net assets	資產淨值	105,274	545,783
Capital and reserves	股本及儲備		
Share capital	股本	13,141	13,141
Reserves	儲備	92,133	532,642
Total equity	權益總額	105,274	545,783

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2021 截至2021年12月31日止年度

49. Financial Information of the Company 49. 本公司財務資料(續)

(Continued)

Note:

Investment in subsidiaries included deemed investment of RMB1,627,033,000 from the waiving of loan and receivables from Shing Cheong.

Information about the statement of financial position of the Company is as follows:

附註：

於附屬公司的投資包括豁免誠昌的貸款及應收款項的視作投資人民幣1,627,033,000元。

有關本公司財務狀況表的資料如下：

		Share capital	Share premium	Share option reserve	Retained profits	Total
		股本	股份溢價	股份期權儲備	未分配利潤	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2020	於2020年1月1日	13,141	7,494	87,656	467,465	575,756
Total comprehensive income for the year	年內全面收益總額	-	-	-	257,038	257,038
Dividend distribution	分派股息	-	-	-	(287,011)	(287,011)
As at 31 December 2020	於2020年12月31日	13,141	7,494	87,656	437,492	545,783
Total comprehensive expense for the year	年內全面開支總額	-	-	-	(192,841)	(192,841)
Expiration of share options	股份期權屆滿	-	-	(49,262)	49,262	-
Dividend distribution	分派股息	-	-	-	(247,668)	(247,668)
As at 31 December 2021	於2021年12月31日	13,141	7,494	38,394	46,245	105,274

Five Year Financial Summary

五年財務資料概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements is set out below.

本集團最近五個財政年度之業績與資產及負債概要載列如下，乃摘錄自經審核財務報表。

Results

業績

		Year ended 31 December				
		截至12月31日止年度				
		2021	2020	2019	2018	2017
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收入	1,527,827	2,398,628	2,670,007	3,995,224	2,935,017
Gross profit	毛利	979,951	1,672,181	1,870,668	2,431,320	1,966,076
Profit before tax	除稅前溢利	301,514	1,203,742	1,287,108	1,779,388	1,497,530
Income tax expense	所得稅開支	(142,482)	(359,126)	(458,702)	(658,041)	(416,696)
Net profit for the year	本年淨溢利	159,032	844,616	828,406	1,121,347	1,080,834
Total comprehensive income for the year	本年全面收益總額	159,032	844,616	828,406	1,118,047	1,080,834

Assets and Liabilities

資產及負債

		As of 31 December				
		於12月31日				
		2021	2020	2019	2018	2017
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Non-current assets	非流動資產	5,613,826	5,268,748	4,252,893	3,282,797	3,106,805
Current assets	流動資產	8,997,514	9,502,538	10,141,473	11,054,514	10,607,607
Total assets	資產總值	14,611,340	14,771,286	14,394,366	14,337,311	13,714,412
Non-current liabilities	非流動負債	3,867,037	2,863,051	5,157,772	4,977,599	3,431,897
Current liabilities	流動負債	4,584,048	5,660,447	3,546,411	4,340,740	5,975,280
Total liabilities	負債總值	8,451,085	8,523,498	8,704,183	9,318,339	9,407,177
Equity attributable to owners of the Company	本公司擁有人應佔權益	6,158,666	6,235,021	5,675,501	5,000,273	4,301,864
Non-controlling interest	非控制性權益	1,589	12,767	14,682	18,699	5,371
Total Equity	權益總額	6,160,255	6,247,788	5,690,183	5,018,972	4,307,235

China VAST Industrial Urban Development Company Limited
中國宏泰產業市鎮發展有限公司

Unit 3708, 37/F, West Tower, Shun Tak Centre,
168-200 Connaught Road Central, Hong Kong
香港干諾道中168-200號信德中心西座37樓3708室

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