



# 建業地產股份有限公司 Central China Real Estate Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：0832.HK



## 建业集团

### 根植中原 造福百姓



### 只有河南 只有河南 戏剧幻城

## Annual Report 年報 2021

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### BOARD OF DIRECTORS

Mr. Wu Po Sum (*Chairman*)  
Mr. Wang Jun  
Mr. Yuan Xujun (resigned on 4 November 2021)

### Non-executive Directors

Mr. Lim Ming Yan  
Ms. Wu Wallis (alias Li Hua)  
Ms. Chen Ying

### Independent Non-executive Directors

Mr. Cheung Shek Lun  
Mr. Xin Luo Lin  
Dr. Sun Yuyang

### BOARD COMMITTEES

#### Audit Committee

Mr. Cheung Shek Lun (*Chairman*)  
Mr. Xin Luo Lin  
Dr. Sun Yuyang

#### Remuneration Committee

Mr. Xin Luo Lin (*Chairman*)  
Mr. Wu Po Sum  
Mr. Cheung Shek Lun

#### Nomination Committee

Mr. Wu Po Sum (*Chairman*)  
Mr. Cheung Shek Lun  
Mr. Xin Luo Lin

### CHIEF EXECUTIVE OFFICER

Mr. Yuan Xujun (resigned on 31 March 2021)  
Mr. Wang Jun (appointed on 31 March 2021 and  
resigned on 14 February 2022)  
Mr. Yang Mingyao (appointed on 14 February 2022)

### COMPANY SECRETARY

Mr. Yeung Wai Leung

### 董事會

胡葆森先生 (*主席*)  
王 俊先生  
袁旭俊先生 (於2021年11月4日辭任)

### 非執行董事

林明彥先生  
李 樺女士  
陳 瑛女士

### 獨立非執行董事

張石麟先生  
辛羅林先生  
孫煜揚博士

### 董事會委員會 審核委員會

張石麟先生 (*主席*)  
辛羅林先生  
孫煜揚博士

### 薪酬委員會

辛羅林先生 (*主席*)  
胡葆森先生  
張石麟先生

### 提名委員會

胡葆森先生 (*主席*)  
張石麟先生  
辛羅林先生

### 首席執行官

袁旭俊先生 (於2021年3月31日辭任)  
王 俊先生 (於2021年3月31日獲委任  
並於2022年2月14日辭任)  
楊明耀先生 (於2022年2月14日獲委任)

### 公司秘書

楊偉樑先生

## Corporate Information *(Continued)*

### 公司資料 (續)

#### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

#### PRINCIPAL PLACE OF BUSINESS IN THE PRC

Block E, Jianye Office Building  
Nongye East Road, Zhengzhou City  
Henan Province, the PRC

#### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 7701B-7702A  
77th Floor, International Commerce Centre  
1 Austin Road West  
Kowloon, Hong Kong

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited  
Suite 3204, Unit 2A, Block 3, Building D,  
P.O. Box 1586, Gardenia Court, Camana Bay,  
Grand Cayman, KY1-1100, Cayman Islands

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

#### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
China Construction Bank Corporation  
Industrial and Commercial Bank of China (Asia) Limited

#### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

#### 中國主要營業地點

中國河南省  
鄭州市農業東路  
建業總部港E座

#### 香港主要營業地點

香港九龍  
柯士甸道西1號  
環球貿易廣場77樓  
7701B-7702A室

#### 主要股份過戶登記處

Suntera (Cayman) Limited  
Suite 3204, Unit 2A, Block 3, Building D,  
P.O. Box 1586, Gardenia Court, Camana Bay,  
Grand Cayman, KY1-1100, Cayman Islands

#### 香港股份過戶登記分處

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

#### 主要往來銀行

中國銀行(香港)有限公司  
中國建設銀行股份有限公司  
中國工商銀行(亞洲)有限公司

# Corporate Information *(Continued)*

## 公司資料 (續)

### LEGAL ADVISERS

#### As to Hong Kong Law

O'Melveny & Myers

#### As to Cayman Islands Law

Conyers Dill & Pearman (Cayman) Limited

### INDEPENDENT AUDITORS

KPMG

Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance

### WEBSITE OF THE COMPANY

www.jianye.com.cn

### FINANCIAL CALENDAR

2021 annual results announcement : 28 March 2022

Book closure period (for determining : 26 May 2022 to  
shareholders' eligibility to attend : 31 May 2022  
and vote at the annual general : (both days inclusive)  
meeting (the "2022 AGM"))

2022 AGM : 31 May 2022

### SHAREHOLDERS' INFORMATION

#### Share listing

The company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited

#### Ordinary Shares (as at 31 December 2021)

Shares outstanding: 2,964,116,120 shares

Nominal value: HK\$0.10 per share

### INVESTOR RELATIONS CONTACT

Email address: ir@centralchina.com

### HEAD OF INVESTOR RELATIONS & CHIEF INVESTMENT OFFICER

Mr. Mai Vinh

### 法律顧問

#### 關於香港法律

香港美邁斯律師事務所

#### 關於開曼群島法律

Conyers Dill & Pearman (Cayman) Limited

### 獨立核數師

畢馬威會計師事務所

於《財務匯報局條例》下的註冊公眾利益實體核數師

### 公司網站

www.jianye.com.cn

### 財務日誌

2021年全年業績公佈日期 : 2022年3月28日

暫停辦理股份過戶登記期 : 2022年5月26日  
間 (以釐定股東出席 : 至2022年  
股東週年大會 (「2022年 : 5月31日  
股東週年大會」) 及 (包括首尾  
於會上投票的資格) 兩日)

2022年股東週年大會 : 2022年5月31日

### 股東資料

#### 股份上市

本公司股份於香港聯合交易所有限公司  
主板上市

#### 普通股 (於2021年12月31日)

已發行股份: 2,964,116,120股

面值: 每股0.10港元

### 投資者關係聯絡方式

電郵地址: ir@centralchina.com

### 投資者關係總監及投資總監

梅世榮先生

## Corporate Profile 公司簡介

Central China Real Estate Limited (hereinafter referred to as “CCRE” or the “Company”, together with its subsidiaries hereinafter referred to as the “Group”, stock code: 832.HK) was incorporated in the Cayman Islands on 15 November 2007 as an exempt company with limited liability, the shares of which were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 6 June 2008. The Company has been granted the “First Class Qualification of Real Estate Developer” in the People’s Republic of China (the “PRC” or “China”).

The Company has been committed to the real estate main business and the development of branded properties as its principal activity since its establishment. Over 30 years, we have continued to guide residents to new exposures in lifestyle through our articulately crafted architectural masterpieces in honour of our core value of “Taking Root in Central China and Contributing to Society”. The Company is of the view that enterprises relate to society in the same way as trees relate to the earth. When we establish our presence in a city, we cooperate with our local peer developers to contribute to the local community by improving the standards of construction, increasing tax collections for local governments and creating job opportunities. Our relentless efforts in driving the urbanisation process and promoting the economic and social growth in Henan Province have won the accolades of government authorities, professionals, peers, investors, customers and our employees.

建業地產股份有限公司（下稱「建業地產」或「本公司」，連同其附屬公司統稱「本集團」股票編號：832.HK）於2007年11月15日在開曼群島註冊成立為豁免有限公司，並於2008年6月6日在香港聯合交易所有限公司（「聯交所」）主板上市，具有中華人民共和國（「中國」）房地產開發企業一級資質。

本公司成立伊始即確定了房地產主營業務和品牌化經營道路，30年來秉承「根植中原，造福百姓」的核心價值觀，通過精心雕琢建築作品引領市民體驗新的生活方式。本公司認為，企業之於社會，如同大樹之於土壤。每進駐一個城市，本公司都與當地的開發商一同提高城市的建設水平，為地方政府上繳更多的稅收，創造更多的就業機會。本公司為城鎮化進程及河南經濟社會發展所做的不懈努力，獲得了政府、專家、同行、投資人、客戶、員工的一致認同。

## Corporate Profile (Continued)

### 公司簡介 (續)

The Company positions itself as a facilitator of urbanisation and all-round social progress for the region of central China. Having taken root in Henan Province for 30 years, we are resolute as ever in our vision and mission of “Providing quality living standards for the people in Central China”. With the development of housing complexes such as “Forest Peninsula”, “U-Town”, “Code One City”, “SweetScented Osmanthus Garden”, “Jianye Eighteen Cities” and “Chinoiserie Palace”, we have improved the standard of residential housing in various cities in the Henan Province, making important contributions to the urbanisation process of the province. Meanwhile, the Company endeavours to construct a “tailormade” mega service regime by coordinating such internal and external resources as property, education, hotel, football, commerce and green house, with a view to activating the “New Blue Ocean Strategy” and transforming the Company from an urban complex developer to a new lifestyle services provider for urban residents. The Company is firmly committed to its philosophy of “providing customers with zero-defect products and first-rated services”. In addition, we apply concepts of scientific decision-making, management standardisation and operation professionalisation in our business management to ensure the qualification and quality of our products and services.

In its persistent professional pursuit of premium residential housing development over the past 30 years, the Company has fostered a “CCRE model” based on provincial and regional development, created a brand name well trusted for social responsibility, groomed a high calibre management team, given substance to the corporate philosophy of “Perseverance for Excellence” and embarked on a development cycle of “Ongoing profitability and stable growth”. Since 2019, the Company has achieved full coverage in 122 cities on and above the prefecture level (including 17 provincial cities, Jiyuan Demonstration Zone and 104 counties).

本公司定位為中原城市化進程和社會全面進步的推動者，紮根河南30年，堅守「讓中原人民都過上好生活」的企業理想與使命，逐漸形成了「森林半島」、「聯盟新城」、「壹號城邦」、「桂園」、「建業十八城」、「世和府」等產品系列，並提升了河南各城市的人居水平，為河南城鎮化進程的推進做出了重要貢獻。與此同時，本公司配合相關物業、教育、酒店、足球、商業、綠色基地等資源，構建「私人訂制」式大服務體系，啟動「新藍海戰略」，開啟由城市綜合開發企業向城市居民新型生活方式服務企業的轉型。本公司始終堅持「向客戶提供沒有瑕疵的產品和一流的服務」的產品服務觀，並以決策科學化、管理規範化、經營專業化的經營管理理念來確保產品和服務的標準和質量。

本公司成立30年以來，堅守了高質量住宅開發的專業追求，創造了立足於省域化發展的「建業模式」，塑造了一個富有社會責任感的品牌，培育了一支優秀的管理團隊，弘揚了「追求卓越，堅忍圖成」的企業精神，步入了「持續盈利，穩定增長」的發展軌道。2019年本公司已實現122個縣及縣級以上城市全覆蓋（17個省轄市、濟源示範區、104個縣）。

## Corporate Profile *(Continued)*

### 公司簡介 (續)

As at 31 December 2021, the Company had delivered development projects with an accumulated aggregate gross floor area ("GFA") of approximately 50.90 million square metres ("sq.m.") and owned 194 projects under development, total GFA under development of approximately 32.26 million sq.m. and land reserves GFA of approximately 53.45 million sq.m., including beneficially interested GFA of approximately 38.61 million sq.m. In line with its corporate culture underpinned by "honesty, responsibility, integrity, focus and endurance", a state of business featuring a high level of integration between "economic and social benefits, material and spiritual pursuits, corporate and staff interests, strategic objectives and execution process" is coming into shape.

In March 2021, Guandian Index Academy (觀點指數研究院) published "2021 Top 100 Outstanding Real Estate Enterprises in China (2021中國房地產卓越100)". The Company demonstrated its strength and ranked "41st of 2021 Top 100 Outstanding Real Estate Enterprises in China (2021中國房地產卓越100榜第41位)", "1st of 2021 Top Chinese Real Estate Companies in Terms of Overall Strength in Henan (2021中國房地產企業河南綜合實力第1位)". In September, China Index Academy published its 2020 Chinese Real Estate Companies in Terms of Brand Value research results. The Company was awarded "2021 TOP10 Central China Real Estate Companies in Terms of Brand Value (2021中國中部房地產公司品牌價值TOP10)" and "2021 Chinese Leading Real Estate Brand in Terms of Customer Satisfaction (2021中國房地產顧客滿意度領先品牌)".

The Company adheres to its corporate philosophy of "Perseverance for Excellence" and its core value of "Taking Root in Central China and Contributing to Society". The Company remains committed to making contributions to the development of the real estate industry and the private economic sector, as well as the strengthening of the nation and the prosperity of the country.

截至2021年12月31日，開發項目累計交付面積約5,090萬平方米，擁有在建項目共194個，在建總建築面積約3,226萬平方米，土地儲備建築面積約5,345萬平方米，其中權益建築面積約3,861萬平方米。本公司秉承「守信用、負責任、走正道、務正業、肯吃虧」的企業文化，並日漸形成「經濟效益和社會效益、物質追求和精神追求、企業利益和員工利益、戰略目標和執行過程」高度統一的局面。

2021年3月，觀點指數研究院發佈「2021中國房地產卓越100」。本公司實力上榜，榮獲「2021中國房地產卓越100榜第41位」、「2021中國房地產企業河南綜合實力第1位」及「2021中國房地產品牌價值TOP30第17位」。9月，中指研究院發佈2021中國房地產品牌價值研究成果，本公司榮獲「2021中國中部房地產公司品牌價值TOP10」及「2021中國房地產顧客滿意度領先品牌」。

秉承「追求卓越、堅忍圖成」的企業精神與「根植中原、造福百姓」的核心價值觀，本公司始終堅持立志為行業和民營經濟的發展、民族的振興、國家的富強做出貢獻。





# Chairman's Statement 主席報告



 建业集团



# 根植中原 造福百姓



Dear Shareholders,

I hereby present, on behalf of the board of directors of the Company, to you the results review of the Group for the year ended 31 December 2021 and outlook for 2022.

## 2021 RESULTS REVIEW

2021 was an extraordinary year for CCRE since its establishment. The Company has achieved operational safety under complex circumstances and maintained continuous and stable operations.

Last year, under the influence of multiple factors such as the cumulative effect of regulatory policies, some real estate companies having defaults and dragging down industry credit, and the epidemic affecting economic operation, real estate enterprises underwent a severe test. In the second half of the year, Henan Province suffered from extensive flooding, resulting in a 7.5% year-on-year decline in overall market sales, which was higher than the national level. The pressure was enormous for CCRE with business focusing on the Henan market.

尊敬的各位股東：

本人僅代表公司董事會向各位股東提呈本集團截至2021年12月31日的年度業績回顧及2022年工作展望。

## 2021年業績回顧

2021年，是建業地產創立以來極不平凡的一年，本公司在複雜形勢下實現了運營安全，保持持續穩健經營。

去年，在調控政策效應累加、部分房企暴雷拖累行業信用、疫情影響經濟運行等多重因素影響下，房地產企業經受了嚴峻考驗。河南省在下半年又遭受大面積洪澇災害，使整體市場銷售額同比下降7.5%，降幅高於全國水平。對於業務聚焦在河南市場的建業地產來講，壓力尤為巨大。

## Chairman's Statement (Continued)

### 主席報告 (續)

In the face of the severe situation, the Company acted proactively and responded promptly to keep the bottom line of safe operation. The Company achieved contracted sales of RMB60.11 billion and contracted GFA of 8.166 million sq.m. for the year, representing a year-on-year decrease of 12% and 8% respectively, and continued to be the "double champion" in Henan property market. A total of 7.74 million sq.m. were delivered in 92 batches throughout the year, of which 16,900 units in 33 batches totaling 2.54 million sq.m. were early delivered to maintain market reputation.

In order to transform into a new lifestyle service provider, Zhengzhou Jianye Unique Theater Hotel, the tenth high-end hotel invested and constructed by the Company, opened on 5 June 2021; Unique Henan Land of Dramas, China's largest drama cluster, opened on 6 June and quickly became a new heavyweight business card of Henan's cultural tourism, which was selected as the "2021 Cultural and Tourism Integration Innovation Project (2021 文旅融合創新項目)".

Confronting the industry trends, the Company actively deleveraged, reducing its interest-bearing debt by approximately RMB9.36 billion in 2021 compared to 2020, representing a year-on-year decrease of 29.9%; repaid US\$400 million of debt on schedule in November, making it one of the few real estate companies to repay its foreign debt on time during the same period; maintained a zero-delinquency record with financial institutions and a zero-evasion record with the tax department in 30 years; implemented management improvement actions, resulting in a year-on-year decrease of 7.8%, 8.2% and 47.4% in annual selling expenses, management fees and finance costs, respectively.

Meanwhile, during the down cycle of the real estate industry, the Company actively adopted promotional policies and its annual gross profit margin dropped by 3.7 percentage points to 16.2% as compared to 2020, and the annual gross profit from core business was approximately RMB6,016 million, representing a decrease of approximately 17.8% as compared to 2020.

面對嚴峻形勢，本公司主動作為，及時應對，守住了安全經營的底線。全年實現合同銷售額人民幣601.1億元，合同銷售面積816.6萬平方米，同比分別減少12%和8%，繼續保持河南房地產市場的“雙料冠軍”。全年交付92個批次共約774萬方，其中33個批次共254萬方1.69萬套實現提前交付，維護了市場口碑。

圍繞新型生活方式服務商的轉型目標，本公司投資建設的第10家高端酒店—建業只有·劇場酒店於2021年6月5日開業；中國最大的戲劇聚落群“只有河南·戲劇幻城”於6月6日正式開城納客，迅速成為河南文化旅遊重量級新名片，入選全國“2021 文旅融合創新項目”。

面對行業趨勢，本公司積極去槓桿，2021年有息債較2020年減少約人民幣93.6億元，同比下降29.9%；在11月如期償還4億美元債，成為同期少數按時償還境外債的地產企業；保持金融機構零拖欠記錄和稅務部門零偷逃記錄已累計至三十年；實施管理提升行動，年度銷售費用、管理費用、財務費用同比分別下降7.8%、8.2%和47.4%。

同時，在房地產行業下行週期，本公司積極採取促銷政策，年度毛利率較2020年下跌3.7個百分點至16.2%，年度核心業務毛利約為人民幣60.16億元，較2020年下跌約17.8%。

## Chairman's Statement (Continued) 主席報告 (續)

Looking back on the difficulties and challenges we faced in the past year, there were both the influence of the external environment and changes in the industry, as well as our own problems. We had insufficient understanding of the urgency of corporate structure adjustment under the establishment and improvement of the long-term mechanism of real estate, the adjustment of the inertia of scale growth was not timely enough, and the management level was still far from the requirements of "intensive cultivation" in the "management dividend" stage of the industry. These problems would require the company to take resolute actions to provide a solid guarantee for the rebound of performance.

### 2022 OUTLOOK

Looking forward, the "management dividend" stage of the real estate industry will place higher requirements on the management and operation capabilities of property developers. We face up to the changes and challenges, reflect on our own problems and shortcomings, and evaluate the potential risks. Meanwhile, as the national urbanisation enters the mid-to-late stage, there is still more room for improvement in Henan. We continue to maintain full confidence in the real estate industry and ourselves, grasp the new situation, adapt to the new normal and actively seek opportunities in the changes.

In 2019, the Company achieved full coverage in the markets on and above the prefecture level in Henan. With the current round of industry clearance, we believe that the Company will be able to benefit from the Henan's urbanisation process to a greater extent, and the brand advantages accumulated through long-term cultivation in Henan will be more prominent in the new round of market competition.

Under the general tone of the central government's policy of "promoting sound development and virtuous circle of the real estate industry", the relevant departments have recently released positive signals, introduced policies to stabilise the market, prevented and resolved property market risks, and promoted the stable and healthy development of the property market. The property market is gradually showing a stabilising trend.

回顧過去一年我們所面對的困難和挑戰，既有外部環境和行業變化的影響，也有本企業自身存在的問題。我們對建立和完善房地產長效機制下企業調結構的緊迫性認識不足，對規模增長慣性的調整不夠及時，管理水平距行業「管理紅利」階段「精耕細作」的要求還有差距，這些問題需要公司對症下藥，採取堅決行動，為業績回升提供堅實保障。

### 2022年工作展望

展望未來，房地產行業「管理紅利」階段對房地產開發商的管理、運營等各項能力提出了更高的要求。我們正視、直面當下的變化與挑戰，反思自身的問題和不足，研判潛在的風險。同時，在全國城鎮化進入中後期，河南仍有較大提升空間的情況下，我們對房地產行業和自身繼續保持充分信心，把握新形勢，適應新常態，積極尋求變革中的機遇。

本公司2019年實現了在河南縣及縣以上市場全覆蓋，隨著本輪行業出清，我們相信本公司將能更大程度上受益河南城鎮化進程紅利，長期深耕河南所積澱的品牌優勢將在新一輪市場競爭中更為凸顯。

在中央「促進房地產業健康發展和良性循環」的政策基調下，近期有關部門不斷釋放積極信號，出台穩定市場的政策，防範和化解房地產市場風險，促進房地產市場平穩健康發展，房地產市場正逐步呈現企穩態勢。

## Chairman's Statement (Continued)

### 主席報告 (續)

The market competition is comparing the ability to grasp customer needs, the ability to control the output process and the ability to finely manage the operations. At a deep level, the competition is comparing the ability to adapt to changes in the environment, to continuously renew itself and to maintain the competitive advantage. In the face of the new development model and new stage of the industry, the company has deeply reflected and taken resolute and targeted actions, implemented a series of changes, and improved its ability to cope with future challenges.

Under the premise of adhering to the strategic direction, we will implement the management strategy of "doing less, doing small and doing better". "Doing less" means putting operational safety first, streamlining existing tracks, adhering to the main business of property development, retaining businesses with development potential and scale, and focusing energy and resources in the face of the current complex situation. "Doing small" means that the main real estate business no longer simply pursues excessive growth in scale, but pays more attention to the quality of development and the improvement of value creation capabilities. "Doing better" means strengthening the core competitiveness of each track given "doing less" and "doing small", and forming a strong market advantage in their respective segments.

Implementing changes to the organisation improves organisational efficiency. In early 2022, the Company made adjustments to its organisational structure, compressing the five-level management structure into a three-level structure, strengthening headquarters control, optimising staffing, and simplifying the process system to improve decision-making efficiency and enhance per capita effectiveness.

We promote the serialisation, standardisation and industrialisation of products. Based on demand, we accurately study and evaluate consumption differences, simplify product series, enhance product standardisation, improve and reach the standards in key areas, and solve the problem of unbalanced operation capacity; on the basis of standardisation, we will improve the level of scientific and technological research and development and technological application in product export links with the advantage of the whole industrial chain, form industrialised export capacity, and establish a comprehensive capital advantage.

市場競爭中比拼的是對客戶需求的把握能力、對產出過程的控制能力和對運營的精細管控能力，在深層次比拼的是企業根據環境變化，持續自我更新，保持競爭優勢的動態適應能力。面對行業發展新模式和發展新階段，本公司深刻反思，採取堅決和針對性的行動，實施系列變革，提升應對未來挑戰的能力。

在堅持戰略方向的前提下，實施「做少、做小、做好」的經營策略。「做少」是面對當前複雜形勢，把經營安全放在首位，對已有賽道進行精簡，堅持地產開發主業，保留有發展潛力和規模的業務，把精力和資源聚焦。「做小」是對地產主業不再單純追求規模的過快增長，而是更加重視發展的品質，重視價值創造能力的提升。「做好」則是在「做少」、「做小」的前提下，強化各賽道的核心競爭力，在各自細分領域形成較強的市場優勢。

實施組織變革，提升組織效率。2022年初，本公司對組織架構進行了調整，將五級管理架構壓縮為三級架構，強化總部管控，優化人員編製，簡化流程體系，切實提高決策效率，提升人均效能。

推動產品的系列化、標準化、產業化。從需求出發，精準研判消費差異，簡化產品系列，提升產品標準化水平，完善並拉通關鍵領域的標準，解決操盤能力不均衡問題；在標準化基礎上，借助全產業鏈優勢，提高產品輸出環節的科技研發和科技應用水平，形成產業化輸出能力，建立綜合成本優勢。

## Chairman's Statement (Continued) 主席報告 (續)

We learn Lean Management from Manufacturing industry. We apply a strict investment management to improve the accuracy of pre-investment research and judgment and post-investment landing control, tilt investments to regions with higher and more stable market performance, and stabilise project revenue levels; strengthen the management of operating properties, introduce excellent management resources, and improve the operational efficiency and revenue levels of commercial projects; optimise the company's resource structure, strengthen external cooperation, and broaden development pipelines; improve the assessment mechanism and strengthen process control, and ensure the achievement of performance targets.

We strengthen brand operation, give full play to the "one game" advantage of the whole industry chain, and focus on the three aspects. Over the past 30 years, the Company has adhered to the provincial development strategy, actively integrated into the process of urbanisation in Henan, made positive contributions to the development of urbanisation in Henan, and gained a good reputation. Under the new model of industry development, the Company will maintain its reputation, carefully keep CCRE's brand built over the years, and continue to add value and increase its influence; focus on its craftsmanship, continue to innovate, and lead the market by its scientific, reasonable and intelligent product designs as well as its first-class products and services; remain diligent and consolidate its leading position in the industry through the Company's craftsman spirit and fighting spirit.

The Company will always adhere to the value-driven and strategic direction, adhere to the "bottom-line thinking", embrace the opportunities of the economic development of the Central China in the new era, take root and realise the steady development of the Company.

I would like to take this opportunity to express my sincere gratitude to all shareholders for their trust in the Company. This trust is the greatest encouragement to our team, and we will live up to the trust and create the greatest value for all shareholders.

**Wu Po Sum**

*Chairman*

28 March 2022

向製造業學習精益管理。嚴格投資管理，提高投前研判的精準性和投後落地的管控力度，投資向市場能級更高、更穩定的區域傾斜，穩定專案收益水平；加強對經營性物業的管理，引進優秀管理資源，提高商業專案的運營效率和收益水平；優化公司資源結構，加強對外合作，拓寬發展管道；完善考核機制，強化過程管控，確保業績目標達成。

強化品牌運營，發揮全產業鏈「一盤棋」優勢，吃好「三碗飯」。30年來，本公司堅持省域化發展戰略，主動融入河南城鎮化發展進程，為河南城鎮化發展做出了積極貢獻，收穫了良好的聲譽。在行業發展新模式下，本公司要堅持吃好口碑飯，精心維護好建業多年來培育的品牌，不斷提升價值，擴大影響力；要吃好手藝飯，持續創新，靠更加科學、合理、智慧的產品設計和一流的產品和服務品質贏得市場；要吃好勤奮飯，靠匠人精神、拼搏精神，確保在行業的領先地位。

因勢而變、順勢而為，本公司將始終堅持價值觀驅動、堅持戰略導向，堅守「底線思維」，擁抱新時代中原經濟發展的機遇，紮根向下，實現公司的穩健發展。

在此，我衷心感謝全體股東對公司的信任。在這特殊的時期，大家選擇與建業同行，這份信任是對建業團隊最大的激勵，我們也必將不負重托，為全體股東創造最大價值。

*主席*

**胡葆森**

2022年3月28日



**Financial Highlights**  
**財務摘要**



# Financial Highlights (Continued)

## 財務摘要 (續)

### SUMMARY OF INCOME STATEMENT

For the period ended 31 December

		2021 2021年	2020 2020年	Changes 變動
Revenue (RMB'000)	收益 (人民幣千元)	41,958,757	43,304,417	-3.1%
Gross profit (RMB'000)	毛利 (人民幣千元)	6,810,642	8,596,044	-20.8%
Gross profit margin	毛利率	16.2%	19.9%	-3.7*
Gross profit from core businesses <sup>^</sup> (RMB'000)	核心業務毛利 <sup>^</sup> (人民幣千元)	6,016,118	7,320,668	-17.8%
Gross profit margin from core businesses	核心業務毛利率	14.8%	17.6%	-2.8*
Net profit (RMB'000)	溢利 (人民幣千元)	1,252,985	2,101,561	-40.4%
Net profit margin	溢利率	3.0%	4.9%	-1.9*
Profit attributable to equity shareholders (RMB'000)	權益持有人應佔溢利 (人民幣千元)	604,914	1,801,508	-66.4%
Basic earnings per share (RMB)	每股基本盈利 (人民幣元)	0.2121	0.6470	-67.2%
Diluted earnings per share (RMB)	每股攤薄盈利 (人民幣元)	0.2120	0.6360	-66.7%
Final dividends per share (HK\$)	每股末期股息 (港元)	0.0270	0.2680	-89.9%

### 收益表概要

截至12月31日止期間

### SUMMARY OF STATEMENT OF FINANCIAL POSITION

As at 31 December

		2021 2021年	2020 2020年	Changes 變動
Total cash (including cash and cash equivalents and restricted bank deposits) (RMB'000)	總現金 (包括現金及現金等價物以及受限制銀行存款) (人民幣千元)	9,847,808	29,326,877	-66.4%
Total assets (RMB'000)	總資產 (人民幣千元)	145,806,652	163,900,777	-11.0%
Total liabilities (RMB'000)	總負債 (人民幣千元)	133,063,331	149,318,742	-10.9%
Total equity (including non-controlling interests) (RMB'000)	總權益 (包括非控股權益) (人民幣千元)	12,743,321	14,582,035	-12.6%
Total borrowings (RMB'000)	總借貸 (人民幣千元)	21,940,013	31,303,722	-29.9%
Net borrowings (RMB'000)	淨借貸 (人民幣千元)	12,092,205	1,976,845	511.7%
Current ratio <sup>(1)</sup>	流動比率 <sup>(1)</sup>	104.6%	110.8%	-6.2*
Liabilities to asset ratio (excluding receipts in advance) <sup>#</sup>	剔除收款後的資產負債率 <sup>#</sup>	86.4%	85.5%	0.9*
Net gearing ratio <sup>(2)#</sup>	淨借貸比率 <sup>(2)#</sup>	94.9%	13.6%	81.3*
Cash to short-term debt ratio <sup>#</sup>	現金短債比 <sup>#</sup>	1.46	1.92	-24.0%
Net asset value per share (RMB) <sup>(3)</sup>	每股資產淨值 (人民幣元) <sup>(3)</sup>	4.30	5.15	-16.5%
Equity attributable to equity shareholders (RMB) <sup>(3)</sup>	權益持有人應佔權益 (人民幣元) <sup>(3)</sup>	3.15	4.02	-21.6%

### 財務狀況表概要

於12月31日

Notes: \* Change in percentage points

<sup>^</sup> Core business represents the sales of properties

<sup>#</sup> Three Red Lines Indicators

(1) Calculated based on the Group's total current assets divided by the Group's total current liabilities.

(2) Calculated as set out on pages 23 to 24.

(3) Calculated based on 2,964,116,120 shares issued and fully paid as at 31 December 2021. (31 December 2020: 2,833,050,120 shares, being 2,941,050,120 shares issued and fully paid less 108,000,000 restricted shares held for share award schemes.)

附註: \* 百分比變動

<sup>^</sup> 核心業務為物業銷售

<sup>#</sup> 三條紅線指標

(1) 本集團的總流動資產除以本集團的總流動負債計算得出。

(2) 計算過程請參閱第23至24頁。

(3) 根據於2021年12月31日的2,964,116,120股已發行並繳足股份計算。(2020年12月31日: 2,833,050,120股股份, 即以2,941,050,120股已發行並繳足股份減108,000,000股股份獎勵計劃持有的受限制股份計算。)





 **世和府**  
—SHINE MANSION—



**Management Discussion  
and Analysis**  
**管理層討論與分析**



# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### FINANCIAL REVIEW

#### Overall performance

The Company is hereby to announce that the contract sales of heavy assets amounted to RMB60,105 million in 2021, representing a year-on-year decrease of approximately 12.0%. The cash and cash equivalents and restricted bank deposits of the Company in total amounted to approximately RMB9,848 million as at 31 December 2021.

As at 31 December 2021, net borrowings in total amounted to approximately RMB12,092 million with net gearing ratio of approximately 94.9%. The Company has persisted in adhering to a prudent principle in financial management, thus maintaining a reasonable proportion of cash and level of borrowing.

The Company continued to implement a prudent policy to acquire land and accelerated project construction, so as to shorten the development cycle. The property projects delivered by the Company amounted to 79 in 2021, an increase of 10 projects as compared with 2020. Furthermore, the Company owned 194 projects under development as at 31 December 2021, an increase of 14 projects as compared with 2020. However, due to 1) the spin-off of project management services provided by the Group for light asset projects on 31 May 2021 resulted in a decrease in revenue; 2) the impact of the epidemic, floods in the second half of the year and macro-control of the industry in Henan's property market, the overall market demand throughout the year has declined, and the GFA recognised has decreased, resulting in a decrease in the annual revenue recognised in 2021; and 3) the increase of inventory write-downs in light of market conditions. As a result, the profit attributable to equity holders of the Company in 2021 was approximately RMB605 million, representing a year-on-year decrease of approximately 66.4%.

As of 31 December 2021, the contract sales of properties of the Company that were not recognised were approximately RMB59,649 million with corresponding gross profit of approximately RMB8,856 million. The amount is expected to be recognised as revenue and gross profit in the next one to three years. In addition, the contract sales of the joint ventures and associates that were not recognised were approximately RMB14,496 million with corresponding gross profit of approximately RMB2,087 million.

#### 財務回顧 整體表現

本公司宣佈，2021年年度之重資產合同銷售金額為人民幣601.05億元，同比減少約為12.0%。本公司於2021年12月31日的現金、現金等價物及受限制銀行存款的總值約為人民幣98.48億元。

於2021年12月31日，淨借貸總額約為人民幣120.92億元，淨借貸比率約為94.9%。本公司堅持審慎財務原則，以維持合理的現金持有比例及借貸水平。

本公司持續採取穩健的購地政策及加快項目開發過程速度，以縮短開發週期。2021年本公司的房地產交付項目達79個，比2020年多10個，此外本公司截至2021年12月31日的在建項目為194個，與2020年相比增加14個，但因1)本集團為輕資產項目提供的營運管理服務於2021年5月31日拆分導致收入減少；2)河南房地產市場受疫情、下半年的水災及行業宏觀調控影響，導致全年整體市場需求回落，結轉物業面積減少，以致2021年度結轉收入減少；及3)有鑒於市場狀況，存貨撇減增加，以致2021年度本公司權益持有人應佔溢利約為人民幣6.05億元，同比減少約66.4%。

於2021年12月31日，本公司物業銷售未結轉金額約為人民幣596.49億元，其對應毛利約為人民幣88.56億元，這金額預計於未來一至三年結轉為收益及毛利。另外，合營企業及聯營公司的物業銷售未結轉金額約為人民幣144.96億元，其對應毛利約為人民幣20.87億元。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

In addition to property sales, the Company has been developing hotels, cultural tourism and green houses, so as to diversify its business, expand its revenue base and spread its operational risk. The management believes that the injection of part of the resources into these new businesses would improve the Group's industry value-chain and the integration of its businesses into interactive business segments such as properties, hotels, cultural tourism and green houses, which will enable it to offer "personalised" services to its customers.

**Revenue:** Our revenue decreased by 3.1% to approximately RMB41,959 million in 2021 from approximately RMB43,304 million in 2020, primarily due to 1) the decline in the overall market demand in Henan property market throughout the year as a result of the epidemic, the flooding in the second half of the year and the macro-control of the industry, which resulted in a decrease in the GFA recognised; and 2) the spin-off of project management services provided by the Group for light asset projects on 31 May 2021 resulted in a decrease in revenue.

- **Income from sales of properties:** Revenue from property sales decreased by 2.2% to approximately RMB40,709 million in 2021 from approximately RMB41,607 million in 2020. Benefiting from the improvement of the epidemic in early 2021 and the Group's sales strategy, the GFA recognised in the first half of 2021 was 2,663,000 sq.m., representing an increase of 49.4% from 1,783,000 sq.m. in the same period of 2020. However, due to the impact of the recurring epidemic, flooding and industry macro-control in the second half of the year, the GFA recognised in the second half of 2021 was 3,046,000 sq.m., representing a decrease of 29.6% from 4,326,000 sq.m. in the same period of 2020, so the annual GFA recognised decreased by 6.5% from approximately 6,109,000 sq.m. in 2020 to approximately 5,709,000 sq.m. in 2021. The average selling price (excluding basement parking spaces) increased by 5.9% from RMB6,473 per sq.m. in 2020 to RMB6,856 per sq.m. in 2021, narrowing the decline in revenue from property sales.

除物業銷售外，本公司亦致力擴展酒店、文化旅遊及綠色基地，實行業務多元化，從而擴大收益基礎，分散營運風險。管理層相信，將部份資源投放於新業務有助完善產業鏈佈局，把旗下業務整合成房地產、酒店、文化旅遊及綠色基地等業務聯動板塊，能為客戶提供「私人訂制」服務。

**收益：**我們的收益由2020年約人民幣433.04億元減少3.1%至2021年約人民幣419.59億元，主要由於1)河南房地產市場受疫情、下半年的水災及行業宏觀調控影響，導致全年整體市場需求回落，結轉物業面積減少；及2)本集團為輕資產項目提供的營運管理服務於2021年5月31日分拆導致該收入減少。

- **來自物業銷售的收入：**物業銷售收益由2020年約人民幣416.07億元減少2.2%至2021年約人民幣407.09億元。受惠於2021年初疫情好轉及集團的銷售策略，2021年上半年的結轉物業面積為266.3萬平方米，比2020年同期的178.3萬平方米上升49.4%，但因為受到下半年反覆的疫情、水災及行業宏觀調控影響，2021下半年的結轉物業面積為304.6萬平方米，比2020年同期的432.6萬平方米減少29.6%，所以年度結轉物業面積由2020年的約共610.9萬平方米減少6.5%至2021年的約共570.9萬平方米；而平均售價(不包括地庫車位)則從2020年每平方米人民幣6,473元上升5.9%至2021年每平方米人民幣6,856元，令物整體業銷售收益跌幅收窄。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

- **Rental income:** Revenue from property leasing increased by 46.4% to approximately RMB203 million in 2021 from approximately RMB138 million in 2020, which was mainly due to the additional shopping malls and commercial buildings in 2021.
- **Revenue from hotel operation:** Revenue from hotel operation increased by 7.4% to approximately RMB286 million in 2021 from approximately RMB266 million in 2020, which was primarily due to the rising hotel occupancy rates and dining demand, driven by the full resumption of the tourism in Henan Province from the epidemic last year.
- **Revenue from provision of project management service:** Revenue from provision of project management service decreased by 48.7% to approximately RMB575 million in 2021 from approximately RMB1,121 million in 2020 which was derived from operation and management services provided by the Group under light-asset projects. This revenue in 2021 was mainly contributed by Central China Management Company Limited (“Zhongyuan Jianye”) for the five months prior to the spin-off on 31 May 2021 (approximately RMB554 million). Central China Management Company Limited (stock code: 9982.HK) was listed separately on the Main Board of The Stock Exchange of Hong Kong Limited on 31 May 2021. After the spin-off, the Group ceased to operate light asset project management services and receive income from project management services with the exception of one project, resulting in a decrease in this income.
- **租金收入：**物業租賃收入由2020年約人民幣1.38億元上升46.4%至2021年約人民幣2.03億元，主要由於2021年新增商場及商業大廈的項目所致。
- **來自酒店經營的收入：**酒店經營收入由2020年約人民幣2.66億元上升7.4%至2021年約人民幣2.86億元，主要由於河南的旅遊業從去年疫情的背景下全面復工復產，帶動酒店入住率及餐飲需求上升。
- **項目管理服務收入：**項目管理服務收入來自本集團為輕資產項目提供的營運管理服務，由2020年約為人民幣11.21億元相比減少48.7%至2021年的人民幣5.75億元，因為2021年該收入主要是由中原建業有限公司（「中原建業」）於2021年5月31日分拆前的五個月貢獻（約為人民幣5.54億元），中原建業有限公司（股票編號：9982.HK）於2021年5月31日在香港聯合交易所有限公司主板獨立上市，而本集團於分拆後，除一個項目外，不再營運輕資產項目管理服務及收取項目管理服務收入，以致此項收入減少。



Anyang  
Chinoiserie  
Palace  
安陽世和府

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

**Cost of sales:** Our cost of sales increased by 1.3% to approximately RMB35,148 million in 2021 from approximately RMB34,708 million in 2020. Although the reduction in the GFA recognised resulted in a partial reduction in cost of sales, due to the fact that some of the projects are located in core urban locations or in core locations where land costs are higher, the cost of sales for projects recognised this year has increased.

**Gross profit:** The Company's gross profit decreased by 20.8% to approximately RMB6,811 million in 2021 from approximately RMB8,596 million in 2020, while our gross profit margin decreased by 3.7 percentage points from 19.9% in 2020 to 16.2% in 2021. It was principally because that: 1) the Company adopted a destocking strategy in some cities in the year to stimulate sales of various projects and thus narrowed the range of overall sales markup; and 2) property projects sold at discount during the outbreak of the epidemic in 2020 were delivered and recognised during 2021, which resulted in a decrease of the gross profit margin of overall sales of properties from 17.6% in 2020 to 14.8% in 2021.

**Other revenue:** Other revenue decreased by 46.6% to approximately RMB212 million in 2021 from approximately RMB396 million in 2020. This was primarily due to the decrease in interest income.

**Other net income:** Other net income decreased by 88.4% to approximately RMB76 million in 2021 from approximately RMB650 million in 2020. This was primarily due to an increase of approximately RMB388 million in inventory write-downs and a decrease of approximately RMB200 million in net foreign exchange gains for the year.

**Selling and marketing expenses:** Our selling and marketing expenses decreased by 7.8% to approximately RMB1,725 million in 2021 from approximately RMB1,871 million in 2020. This was mainly due to the fact that the Company did not make any title sponsorship for the promotion of the football business in 2021, resulting in a decrease of approximately RMB133 million in the promotional expenses for the sports business. The rate for the selling and marketing expenses to revenue decreased from approximately 4.3% in 2020 to approximately 4.1% in 2021, representing a decrease of 0.2 percentage points.

**銷售成本：**我們的銷售成本由2020年約人民幣347.08億元上升1.3%至2021年約人民幣351.48億元。雖然結轉物業面積減少令銷售成本局部減少，但由於部分結轉項目位於土地成本較高的城市核心位置或核心地段上，導致本年確認收入的項目的銷售成本有所上升。

**毛利：**本公司的毛利由2020年約人民幣85.96億元減少20.8%至2021年約人民幣68.11億元；2021年的毛利率16.2%較2020年的19.9%下降了3.7個百分點，主要是由於：1) 本年在部分城市採用銷售去庫存策略以刺激各項目銷售，收窄整體銷售提價空間；及2) 2020年疫情期間打折銷售的物業項目陸續於2021年交付結轉，整體物業銷售毛利率由2020年的17.6%減少至2021年的14.8%。

**其他收益：**其他收益由2020年約人民幣3.96億元減少46.6%至2021年約人民幣2.12億元，主要由於利息收入減少所致。

**其他收入淨額：**其他收入淨額由2020年約人民幣6.50億元減少88.4%至2021年約人民幣0.76億元，主要由於本年存貨撇減增加約人民幣3.88億元及外匯收益淨額減少約人民幣2.00億元所致。

**銷售及市場推廣開支：**銷售及市場推廣開支由2020年約人民幣18.71億元減少7.8%至2021年約人民幣17.25億元，主要由於本公司2021年並無冠名贊助足球事業的宣傳，導致體育事業宣傳費下降約人民幣1.33億元。而銷售及市場推廣開支與收益的費率由2020年的約4.3%下降至2021年的約4.1%，費率減少0.2個百分點。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

**General and administrative expenses:** Our general and administrative expenses decreased by 8.2% to approximately RMB1,602 million in 2021 from approximately RMB1,746 million in 2020. It was mainly due to the decrease in staff costs by approximately RMB165 million, which was offset by an increase in legal and professional service fees by approximately RMB12 million and an increase in other miscellaneous expenses by approximately RMB17 million. The rate for the general and administrative expenses to revenue decreased from approximately 4.0% in 2020 to approximately 3.8% in 2021, representing a decrease of 0.2 percentage points.

**Impairment losses on trade and other receivables and contract assets:** Impairment losses on trade and other receivables and contract assets decreased by 17.2% to approximately RMB227 million in 2021 from approximately RMB273 million in 2020, which was mainly because the balance of other receivables at the end of the year is mostly regarded as the credit risk has not increased significantly, so the provision for expected credit losses decreased as compared with last year.

**Finance costs:** Our finance costs decreased by 47.4% to approximately RMB669 million in 2021 from approximately RMB1,272 million in 2020, mainly due to 1) narrowed fluctuations in the exchange rate of RMB against the US dollar in 2021, resulting in the reduced loss from changes in fair value of derivative financial instruments including forward foreign exchange contracts, foreign exchange options and foreign exchange swap contracts from approximately RMB613 million in 2020 to approximately RMB167 million in 2021; and 2) the decrease in borrowing interest expenses by approximately RMB130 million.

**Share of profits less losses of associates:** Our share of profits of associates decreased from approximately RMB25 million in 2020 to approximately RMB12 million in 2021, representing a decrease of 50.3%, primarily because the revenue recognised for some associates has decreased as the conditions for recognising revenue was not met.

**一般及行政開支：**一般及行政開支由2020年約人民幣17.46億元減少8.2%至2021年約人民幣16.02億元，主要由於員工成本減少約人民幣1.65億元，與法律及專業服務費增加約人民幣0.12億元及其他雜項費用增加約人民幣0.17億元抵沖所致。而一般及行政開支與收益的費率由2020年的約4.0%下降至2021年的約3.8%，費率減少0.2個百分點。

**貿易、其他應收款項以及合約資產減值虧損：**貿易、其他應收款項以及合約資產減值虧損於2020年約人民幣2.73億元減少17.2%至2021年約人民幣2.27億元，主要由於年末其他應收款餘額大多視為信用風險未有顯著上升，計提預期信貸虧損因此比去年下降。

**融資成本：**融資成本由2020年約人民幣12.72億元減少47.4%至2021年約人民幣6.69億元。主要由於1) 2021年度人民幣兌美元匯率波動收窄，令遠期外匯合約、外匯期權及外匯掉期合約等衍生金融工具的公平值變動虧損由2020年的約人民幣6.13億元減少至2021年的約人民幣1.67億元；及2) 借貸利息支出減少約人民幣1.30億元所致。

**應佔聯營公司溢利減虧損：**應佔聯營公司溢利由2020年約人民幣0.25億元減少50.3%至2021年的約人民幣0.12億元，主要由於部分聯營公司未達到銷售結轉條件，因此應佔該聯營公司的收益減少。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

**Share of profits less losses of joint ventures:** Our share of profits of joint ventures decreased by 56.1% to approximately RMB148 million in 2021 from approximately RMB337 million in 2020, primarily because the revenue recognised for some joint ventures has decreased as the conditions for recognising revenue was not met.

**Net valuation gain on investment property:** A net valuation gain of approximately RMB312 million on the Company's investment properties for 2021 was recorded, which was mainly because the operation of the appraised properties in 2021 improved in light of the gradually eliminating impact of the epidemic from 2020 and there was an overall gain on investment properties after revaluation.

**Income tax:** Income tax mainly comprises corporate income tax and land appreciation tax. The Company's income tax decreased by 26.1% to approximately RMB2,094 million in 2021 from approximately RMB2,834 million in 2020, which was mainly due to the decrease in the income from property sales recognised in 2021, resulting in a corresponding decrease in income tax.

**Profit for the year:** As a result of the foregoing, our profit decreased by 40.4% to approximately RMB1,253 million in 2021 from approximately RMB2,102 million in 2020.

**Goodwill:** The balance was arising from the premium on additional acquisition of 10% equity interests of Henan Central China Fuju Investment Company Limited (河南建業富居投資有限公司), a former joint venture of the Company, and the Company obtained control of the acquiree thereafter. At 31 December 2021, the Company has conducted an impairment review, and no impairment is required.

**Financial resources and their utilisation:** As at 31 December 2021, the Company's cash and cash equivalents amounted to approximately RMB5,902 million (31 December 2020: approximately RMB22,619 million). The Company has declared an interim dividend of approximately RMB364 million during the year and announced a proposal to distribute a final dividend of approximately RMB65 million to the shareholders of the Company in relation to profit attributable to the year ended 31 December 2021 (2020: approximately RMB669 million).

**應佔合營企業溢利減虧損：**應佔合營企業溢利由2020年約人民幣3.37億元減少56.1%至2021年約人民幣1.48億元，主要由於部分合營項目未達到銷售結轉條件，因此確認合營企業的收益減少。

**投資物業估值收益淨額：**本公司於2021年錄得投資物業估值收益淨額約人民幣3.12億元，主要原因為2020年疫情影響逐漸消除，2021年評估物業自身經營得到改善，投資物業經重新估值後整體錄得收益。

**所得稅：**所得稅主要包括企業所得稅及土地增值稅。本公司的所得稅由2020年約人民幣28.34億元減少26.1%至2021年約人民幣20.94億元，主要由於2021年的結轉物業銷售收入減少，導致對應的所得稅減少所致。

**年度溢利：**基於以上所述，2021年的溢利約人民幣12.53億元，較2020年約人民幣21.02億元減少40.4%。

**商譽：**商譽的產生是由於本公司以溢價收購原合營企業，河南建業富居投資有限公司額外10%股權，並因此取得該公司控制權。於2021年12月31日，本公司已進行商譽減值測試，未發生商譽減值。

**財務資源及運用：**於2021年12月31日，本公司的現金及現金等價物為約人民幣59.02億元（2020年12月31日：約人民幣226.19億元）。年內，本公司已派發中期股息合共約人民幣3.64億元，並宣佈建議就截至2021年12月31日止年度的應佔溢利向本公司的股東派發末期股息合共約人民幣0.65億元（2020年：約人民幣6.69億元）。

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### Structure of Borrowings and Deposits

The Company continued to adopt a prudent principle on financial management and centralise our funding and financial management. Therefore, we maintain a high proportion of cash with a reasonable level of borrowing. During the year, we successfully issued 3 senior notes with a total principal amount of US\$460 million. As at 31 December 2021, the repayment schedule of the Company's bank loans and other borrowing was as follows:

### 借貸及存款結構

本公司繼續堅持審慎理財原則，集中資金和財務管理，因此得以維持高現金持有比例，以及保持合理的借貸水平。年內，我們已經成功發行3筆本金合共4.6億美元優先票據。於2021年12月31日，本公司銀行及其他借貸的還款年期如下：

Repayment Schedule	還款年期	As at	As at
		31 December	31 December
		2021	2020
		於2021年	於2020年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Bank loans</b>	<b>銀行借款</b>		
Within one year	一年內	2,399,050	3,612,904
More than one year, but not exceeding two years	一年以上但未超過兩年	1,077,560	751,655
More than two years, but not exceeding five years	兩年以上但未超過五年	1,314,005	889,375
Exceeding five years	超過五年	159,000	247,095
		<b>4,949,615</b>	<b>5,501,029</b>
<b>Other loans</b>	<b>其他借款</b>		
Within one year	一年內	1,201,760	1,443,900
More than one year, but not exceeding two years	一年以上但未超過兩年	319,000	1,163,000
More than two years, but not exceeding five years	兩年以上但未超過五年	1,000	–
		<b>1,521,760</b>	<b>2,606,900</b>



# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

Repayment Schedule	還款年期	As at	As at
		31 December 2021 於2021年 12月31日 RMB'000 人民幣千元	31 December 2020 於2020年 12月31日 RMB'000 人民幣千元
<b>Corporate bonds</b>	<b>公司債券</b>		
Within one year	一年內	–	2,999,970
		–	2,999,970
<b>Senior notes</b>	<b>優先票據</b>		
Within one year	一年內	<b>3,160,096</b>	7,201,463
More than one year, but not exceeding two years	一年以上但未超過兩年	<b>5,685,348</b>	1,942,754
More than two years, but not exceeding five years	兩年以上但未超過五年	<b>6,623,194</b>	11,051,606
		<b>15,468,638</b>	20,195,823
<b>Total borrowings</b>	<b>借貸總額</b>	<b>21,940,013</b>	31,303,722
<b>Deduct:</b>	<b>減：</b>		
Cash and cash equivalents	現金及現金等價物	<b>(5,901,642)</b>	(22,618,964)
Restricted bank deposits	受限制銀行存款	<b>(3,946,166)</b>	(6,707,913)
<b>Net borrowings</b>	<b>淨借貸</b>	<b>12,092,205</b>	1,976,845
<b>Total equity</b>	<b>權益總額</b>	<b>12,743,321</b>	14,582,035
<b>Net gearing ratio (%)</b>	<b>淨借貸比率(%)</b>	<b>94.9%</b>	13.6%

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

**Pledge of assets:** As at 31 December 2021, we had pledged restricted bank deposits, completed properties, properties under development, properties available for future development, plants and equipment, equity interest in a joint venture with an aggregate carrying amount of approximately RMB8,957 million (31 December 2020: approximately RMB11,260 million) to secure general bank credit facilities and other loans granted to us. We also pledged properties for sale with an aggregate carrying amount of approximately RMB4,673 million (31 December 2020: approximately RMB5,775 million) to secure loans granted to joint ventures.

**Contingent liabilities:** As at 31 December 2021, we had provided guarantees of approximately RMB56,546 million (31 December 2020: approximately RMB48,222 million) to banks in respect of the mortgage loans provided by the banks to customers who purchased the developed properties of the Company and our joint ventures. We also provided guarantees of approximately RMB6,522 million as at 31 December 2021 (31 December 2020: approximately RMB8,332 million) in respect of bank loans and other loans of joint ventures and an associate.

**Capital commitment:** As at 31 December 2021, we had contractual commitments undertaken by subsidiaries of the Company, the performance of which was underway or ready, in respect of property development amounting to approximately RMB18,033 million (31 December 2020: approximately RMB37,088 million), and we had authorised, but not yet contracted for, a further approximately RMB71,140 million (31 December 2020: approximately RMB49,439 million) in other expenditures in respect of property development and capital investments.

**資產抵押：**於2021年12月31日，我們已抵押賬面總值約人民幣89.57億元（2020年12月31日：約人民幣112.60億元）的受限制銀行存款、已竣工物業、發展中物業、未來可供發展物業、廠房及設備及於合營企業的權益，作為我們獲授一般銀行信貸融資及其他貸款的抵押。我們亦抵押賬面總值約人民幣46.73億元（2020年12月31日：約人民幣57.75億元）的待售物業作為合營企業貸款的抵押。

**或然負債：**我們於2021年12月31日就銀行向購買本公司及其合營企業的已發展物業的客戶提供的按揭貸款，向銀行提供約人民幣565.46億元（2020年12月31日：約人民幣482.22億元）的擔保。我們亦於2021年12月31日向合營企業及聯營公司的銀行貸款及其他貸款提供約人民幣65.22億元（2020年12月31日：約人民幣83.32億元）的擔保。

**資本承擔：**於2021年12月31日，我們就物業開發已簽訂承擔，由本公司附屬公司，該承擔為正在或準備履行，金額約為人民幣180.33億元（2020年12月31日：約人民幣370.88億元），而我們就物業開發已授權但尚未訂約的其他開支和資本投資約為人民幣711.40億元（2020年12月31日：約人民幣494.39億元）。



Zhoukou Shiyue Mansion  
周口世悅府



## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

**Foreign exchange risk:** Our businesses are principally conducted in RMB. The majority of our assets are denominated in RMB. As at 31 December 2021, our major non-RMB assets and liabilities are: (i) bank deposits denominated in H.K. dollar, and (ii) the senior notes denominated in U.S. dollar. We are subject to foreign exchange risk arising from future commercial transactions and recognised assets and liabilities denominated in currencies other than RMB. We currently do not use derivative instruments to hedge our interest rate risk.

**Interest rate risk:** The interest rate for a proportion of our loans were floating. Upward fluctuation in interest rates will increase the interest cost of new and existing loans. We currently do not use derivatives to hedge the interest rate risk.

**匯率風險：**我們的業務主要以人民幣經營。我們的資產大部分以人民幣計值。於2021年12月31日，我們的主要非人民幣資產及負債為(i)以港元計值的銀行存款；及(ii)以美元計值的優先票據。我們面對以非人民幣計值的未來商業交易及已確認的資產及負債產生的外匯風險。我們目前並無使用衍生工具，以對沖其利率風險。

**利率風險：**我們部分借款的利率為浮動利率。利率向上的風險將增加新借款及現有借款的利息成本。我們目前並無使用衍生工具，以對沖其利率風險。



Nanyang Shilihushan  
南陽十里湖山

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### REVIEW OF OPERATIONS

#### (I) Market Review

##### 1. The Macroeconomic Environment

In 2021, local governments earnestly implemented the decisions and arrangements of the central leadership and the State Council under the strong leadership of the CPC Central Committee led by comrade Xi Jinping. China's economic development and epidemic prevention and control have both maintained a leading position in the world. China's economic growth is generally within a reasonable range. The main development objectives for the year have been completed, achieving a good start to the 14th Five-Year Plan. In 2021, China achieved a GDP of RMB114.4 trillion, representing an increase of 8.1% as compared with that of 2020 at constant prices. China's economy demonstrated the momentum of sustained recovery and the strong resilience.

2021 has been an extremely critical and extraordinary year in the development of Henan. In the face of the severe impact on the province's economic development brought by the overlap of the mega-flood disaster and the COVID-19 epidemic, all parts of on province and all departments steadfastly carried out the new vision, coordinated on prevention and control of the epidemic, post-disaster recovery and reconstruction, and economic and social development work. In the midst of tremendous difficulties and challenges, fixed asset investment has steadily recovered, and the two-year average growth rate of major economic indicators has been maintained and the gap of year-on-year growth rate between Henan Province and the national average has narrowed. In 2021, the province achieved a GDP of RMB5,888.741 billion, representing an increase of 6.3% as compared with that of last year in terms of comparable prices.

### 運營回顧

#### (I) 市場回顧

##### 1. 宏觀形勢

2021年，在以習近平同志為核心的黨中央堅強領導下，各地區各部門認真貫徹落實黨中央、國務院決策部署，我國經濟發展和疫情防控雙雙保持全球領先地位，國民經濟總體運行在合理區間，全年發展的主要目標任務已經完成，實現了「十四五」良好開局。2021年我國GDP達到人民幣114.4萬億元，按不變價格計算，比2020年增長8.1%。經濟展現出持續恢復的勢頭，展現出我國經濟發展強大的韌性。

2021年是河南發展歷程中極為關鍵、極不平凡的一年。面對特大洪澇災害和新冠肺炎疫情交織疊加對全省經濟發展帶來的嚴重衝擊，全省各地、各部門堅定不移地貫徹新發展理念，統籌抓好疫情防控、災後恢復重建和經濟社會發展各項工作，固定資產投資穩步恢復，在巨大困難挑戰中實現了主要經濟指標兩年平均增速保持增長、同比增速與全國差距整體縮小的成績。2021年全省生產總值人民幣5,887.41億元，按可比價格計算，比上年增長6.3%。

### 2. The Property Market

The central government adhered to the general tone of “housing is for accommodation, not for speculation” in 2021. China’s property market has undergone a transition from a high heat in the first half of the year to a deep adjustment in the second half of the year. Local governments earnestly implemented differentiated policies in light of different situations in different places, initiated a “two-way” adjustment mode, which remained at a high level throughout the year, while the growth rate of property development investment decelerated. Major implemented a centralised land-sale programme and continued to optimize land auction rules, emphasizing counter-cyclical adjustment. On the property finance sector, from risk control to risk generation, a virtuous circle is set. Since the end of September, the central government and various ministries have continuously provided signals to maintain stability, with the central bank lowering quotas and interest rates and putting forward “two safeguards” for the property market, resulting in a marginal improvement in the credit environment and a gradual improvement in the financing environment for property enterprises.

In 2021, the GFA of properties sold in China amounted to 1,794.33 million sq.m, representing an increase of 1.9% as compared with that of last year; the commercial property sales amounted to RMB18,193 billion, representing an increase of 4.8% as compared with that of last year; and the investment in property development in China amounted to RMB14,760.2 billion, representing an increase of 4.4% as compared with that of last year.

### 2. 房地產市場

2021年，中央堅持「房住不炒」調控總基調不變，中國房地產市場經歷了從上半年高熱到下半年深度調整的轉變，地方政府全面落實因城施策，開啟「雙向」調節模式，全年規模仍保持較高水平，房地產開發投資增速放緩。重點城市實施「兩集中」供地政策，並持續優化土拍規則，強調逆週期調節。房地產金融層面，從控制風險到產生風險後定調良性循環，9月底以來，中央及各部委連續釋放維穩信號，央行降准、降息，對房地產市場提出「兩個維護」，信貸環境邊際改善，房企融資環境逐步轉好。

2021年，中國商品房銷售面積179,433萬平方米，比上年增長1.9%；商品房銷售額人民幣181,930億元，比上年增長4.8%；全國房地產開發投資人民幣147,602億元，比上年增長4.4%。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

Henan Province made overall plans for both epidemic prevention and control and housing and urban-rural construction in 2021. It adhered to the positioning of "housing is for accommodation, not for speculation", and ensured the stable and healthy development of the property market. All localities implemented policies based on , implemented the goals of stabilizing land prices, housing prices and expectations. In 2021, the area of commercial property sold in Henan Province amounted to 132.7719 million sq.m., representing a decrease of 5.8% year on year; the commercial property sales amounted to RMB865.771 billion, representing a decrease of 7.5% year on year; and the investment in property development in the province amounted to RMB787.435 billion, representing an increase of 1.2% year on year.

2021年，河南省統籌疫情防控 and 住房城鄉建設，堅持「房住不炒」定位，保障房地產市場平穩健康發展，各地因城施策，落實了穩地價、穩房價、穩預期的目標。2021年，河南省商品房銷售面積13,277.19萬平方米，同比下降5.8%；商品房銷售額人民幣8,657.71億元，同比下降7.5%；全省房地產開發投資人民幣7,874.35億元，同比增長1.2%。



Zhengzhou Chengyuan  
鄭州橙園

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### (II) Project Development

#### 1. Property Development

##### (a) Property Sales Performance

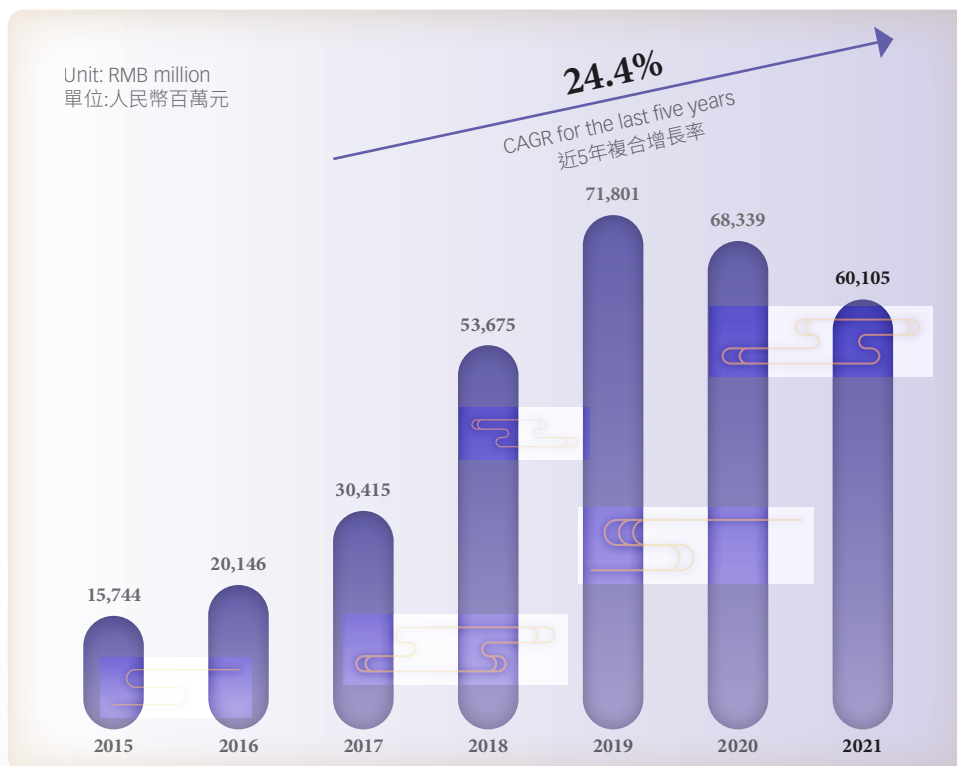
During the reporting period, the contracted sales amount of the heavy assets of the Company was approximately RMB60.105 billion, and the contracted GFA of heavy assets was approximately 8.166 million sq.m., a year-on-year decrease of 12.05% and 8.20% respectively. In terms of the contracted amount, the Company's market share in Henan Province in 2021 is 6.9%.

### (II) 項目發展

#### 1. 房地產開發

##### (a) 房地產銷售情況

報告期內，本公司重資產合同銷售金額約人民幣601.05億元，重資產合同銷售面積約為816.6萬平方米，同比分別減少12.05%和8.20%。按合同金額計算，本公司2021年在河南省市場佔有率為6.9%。



# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

City	城市	Contracted sales amount			Contracted GFA		
		2021	2020	Change	2021	2020	Change
		(RMB million)	(RMB million)	(RMB million)	('000 sq.m.)	('000 sq.m.)	(%)
		(人民幣百萬元)	(人民幣百萬元)	(%)	(千平方米)	(千平方米)	(%)
		2021年	2020年	變動	2021年	2020年	變動
Zhengzhou	鄭州	14,484	15,302	-5%	1,316	1,112	18%
Kaifeng	開封	1,998	1,584	26%	294	242	21%
Luoyang	洛陽	9,074	6,633	37%	1,066	729	46%
Pingdingshan	平頂山	740	2,363	-69%	109	379	-71%
Anyang	安陽	3,127	4,441	-30%	602	660	-9%
Hebi	鶴壁	1,953	1,503	30%	357	234	53%
Xinxiang	新鄉	2,201	3,670	-40%	369	567	-35%
Jiaozuo	焦作	2,042	1,931	6%	310	318	-3%
Puyang	濮陽	2,709	2,577	5%	391	407	-4%
Xuchang	許昌	1,147	2,845	-60%	168	446	-62%
Luohe	漯河	1,901	1,634	16%	278	241	15%
Sanmenxia	三門峽	637	1,239	-49%	102	223	-54%
Shangqiu	商丘	5,917	5,593	6%	996	849	17%
Zhoukou	周口	3,525	3,880	-9%	510	624	-18%
Zhumadian	駐馬店	2,772	4,086	-32%	462	676	-32%
Nanyang	南陽	1,587	3,328	-52%	227	412	-45%
Xinyang	信陽	2,960	3,383	-13%	460	501	-8%
Jiyuan	濟源	890	1,848	-52%	127	250	-49%
Hainan	海南	441	500	-12%	22	25	-12%
Total	合計	60,105	68,340	-12%	8,166	8,895	-8%



# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### (b) Newly Commenced Property Projects

As of 31 December 2021, the Company commenced the construction of 69 projects in total with newly commenced GFA of 7,788,000 sq.m. The Company strengthened the efforts in market research and optimised product plans based on the geological distribution of customers and estimated sales. This helped the Company to further enhance its product competitiveness and market performance, and contributed to a safe and reasonable inventory structure.

### (b) 房地產開工項目情況

截至2021年12月31日，本公司共有69個項目動工建設，新開工面積778.8萬平方米。本公司加大了市場研究力度，根據客戶分佈及預計銷售情況對產品方案進行優化，有助於進一步提升本公司的產品競爭力和市場表現，使本公司保持安全合理的庫存結構。

City	Project name	Principal use of property	GFA commenced during the year (sq.m.)
城市	項目名稱	主要物業類型	年度開工面積 (平方米)
Zhengzhou 鄭州	Zhengzhou J18 (Phase 1) 鄭州J18一期	Commercial 商業	233,082
Zhengzhou 鄭州	Zhengzhou Junlin Grand Courtyard 鄭州君鄰大院	Residential 住宅	132,532
Zhengzhou 鄭州	Zhengzhou Blossom Garden 鄭州花園里	Residential 住宅	120,033
Kaifeng 開封	Lankao CCRE Mall (Phase 2) 蘭考百城天地二期	Commercial 商業	9,928
Kaifeng 開封	Kaifeng Taihe Mansion (Phase 1) 開封泰和府一期	Residential 住宅	67,896
Luoyang 洛陽	Luoyang Dachengxiaoyuan (Phase 3) 洛陽大城小院三期	Residential 住宅	72,781
Luoyang 洛陽	Luoyang Luanzhou Palace (Phase 1) 洛陽鸞州府一期	Residential 住宅	126,207
Luoyang 洛陽	Luoyang Dingding Palace (Phase 7) 洛陽定鼎府七期	Residential 住宅	239,155
Luoyang 洛陽	Luoyang Zhonghong City (Phase 1) 洛陽中弘城一期	Residential 住宅	319,208
Luoyang 洛陽	Luoyang Honour Mansion (Phase 2) 洛陽尊府二期	Residential 住宅	107,229
Luoyang 洛陽	Longshang Court 壘上院	Residential 住宅	26,637

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA commenced during the year (sq.m.)
城市	項目名稱	主要物業類型	年度開工面積 (平方米)
Pingdingshan 平頂山	Wugang Forest Peninsula (Phase 7) 舞鋼森林半島七期	Residential 住宅	86,176
Anyang 安陽	Anyang Chinoiserie Palace North Garden 安陽世和府北園	Residential 住宅	192,063
Anyang 安陽	Anyang Jianye City follow-up Land Lot 安陽建業城後續地塊	Residential 住宅	92,696
Anyang 安陽	Linzhou Jianye City (Phase 1) 林州建業城一期	Residential 住宅	178,176
Anyang 安陽	Huaxian Honour Mansion (Phase 1) 滑縣尊府一期	Residential 住宅	78,313
Anyang 安陽	Anyang Jianye City (Phase 4) 安陽建業城四期	Residential 住宅	48,191
Hebi 鶴壁	Hebi Longmen No.7 Courtyard (Phase 1) 鶴壁龍門柒號院一期	Residential 住宅	150,006
Hebi 鶴壁	Hebi Flower Creek Town (Phase 1) 鶴壁花溪小鎮一期	Residential 住宅	137,118
Hebi 鶴壁	Hebi Taihe Mansion 鶴壁泰和府	Residential 住宅	121,229
Xinxiang 新鄉	Xinxiang Jianye Mansion 新鄉建業府	Residential 住宅	177,088
Xinxiang 新鄉	Xinxiang Honour Mansion 新鄉尊府	Residential 住宅	54,577
Xinxiang 新鄉	Hui County Gongcheng Dongwang 輝縣共城東望	Residential 住宅	65,406
Jiaozuo 焦作	Jiaozuo Jianye Mansion (Phase 1) 焦作建業府一期	Residential 住宅	136,618
Jiaozuo 焦作	Jiaozuo Shuxiang Yard 焦作書香院子	Residential 住宅	110,000

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA commenced during the year (sq.m.)
城市	項目名稱	主要物業類型	年度開工面積 (平方米)
Puyang 濮陽	Puyang Zhenyuehui (Phase 1) 濮陽臻悅匯一期	Residential 住宅	70,568
Puyang 濮陽	Taiqian Jianrun House (Phase 2) 台前建潤府二期	Residential 住宅	81,675
Puyang 濮陽	Puyang Longcheng (Phase 3) 濮陽龍城三期	Residential 住宅	142,125
Puyang 濮陽	Puyang Chinoiserie Palace (Phase 3) 濮陽世和府三期	Residential 住宅	18,481
Puyang 濮陽	Puyang Code One City 濮陽壹號城邦	Residential 住宅	132,544
Puyang 濮陽	Puyang Sky Mansion 濮陽天築	Residential 住宅	222,281
Luohe 漯河	Luohe Longhushuxiang Mansion (Phase 1) 漯河龍湖書香府一期	Residential 住宅	260,995
Luohe 漯河	Luohe Art Mansion 漯河新築	Residential 住宅	229,101
Luohe 漯河	Luohe Ideal City 漯河理想城	Residential 住宅	134,846
Luohe 漯河	Luohe Blossom Garden 漯河花園里	Residential 住宅	51,025
Sanmenxia 三門峽	Sanmenxia New District Forest Peninsula 三門峽新區森林半島	Residential 住宅	110,871
Sanmenxia 三門峽	Yima Chinoiserie Palace (Phase 1) 義馬世和府一期	Residential 住宅	123,544
Shangqiu 商丘	Shangqiu Chinoiserie Palace (Phase 1) 商丘世和府一期	Residential 住宅	147,377
Shangqiu 商丘	Shangqiu Jianye Country Garden Yuelong Mansion 商丘建業碧桂園悅瓏府	Residential 住宅	282,574
Shangqiu 商丘	Minquan Long Mansion 民權瓏府	Residential 住宅	148,434
Shangqiu 商丘	Shangqiu Jiangshan House 商丘江山府	Residential 住宅	102,954

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA commenced during the year (sq.m.)
城市	項目名稱	主要物業類型	年度開工面積 (平方米)
Shangqiu 商丘	Shangqiu Shangheyuan 商丘上和院	Residential 住宅	70,982
Zhoukou 周口	Xiangcheng Jianye City (Phase 1) 項城建業城一期	Residential 住宅	74,674
Zhoukou 周口	Huaiyang Binhe Courtyard (Phase 1) 淮陽濱河院子一期	Residential 住宅	1,258
Zhoukou 周口	Taikang Jianye City North Courtyard 太康建業城北院	Residential 住宅	1,315
Zhoukou 周口	Zhoukou Hill Water Lake City (Phase 1) 周口山水湖城一期	Residential 住宅	30,839
Zhoukou 周口	Huaiyang Sweet-Scented Osmanthus Garden 淮陽桂園新桂	Residential 住宅	39,317
Zhoukou 周口	Fugou Jianye Mansion 扶溝建業府	Residential 住宅	140,524
Zhoukou 周口	Zhoukou Canal Ancient Town 周口運河古鎮	Commercial 商業	24,523
Zhoukou 周口	Taikang Jianye Mansion 太康建業府	Residential 住宅	157,678
Zhoukou 周口	Zhoukou Canal Courtyard 周口運河院子	Residential 住宅	79,342
Zhoukou 周口	Zhoukou Jianye City (Phase 4) 周口建業城四期	Residential 住宅	149,304
Zhoukou 周口	Chinoiserie Palace 周口世和府	Residential 住宅	97,989
Zhoukou 周口	Zhoukou Guandi Temple 周口關帝廟	Commercial 商業	14,896
Zhumadian 駐馬店	Xincai CCRE Mall 新蔡百城天地	Residential 住宅	36,826
Zhumadian 駐馬店	Zhumadian Chinoiserie Palace 駐馬店世和府	Residential 住宅	198,390
Zhumadian 駐馬店	Shangcai Jianye Mansion 上蔡建業府	Residential 住宅	111,003

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA commenced during the year (sq.m.)
城市	項目名稱	主要物業類型	年度開工面積 (平方米)
Zhumadian 駐馬店	Suiping Jianye Mansion 遂平建業府	Residential 住宅	162,998
Zhumadian 駐馬店	Zhumadian Boshan House 駐馬店薄山府	Residential 住宅	131,407
Zhumadian 駐馬店	Pingyu Jiangshan House 平輿江山府	Residential 住宅	96,232
Nanyang 南陽	Nanyang Art Mansion (Phase 1) 南陽新築一期	Residential 住宅	49,645
Nanyang 南陽	Nanyang Shilihushan (Phase 3) 南陽十里湖山三期	Residential 住宅	54,562
Nanyang 南陽	Dengzhou Qingyunli 鄧州青雲里	Residential 住宅	124,448
Xinyang 信陽	Gushi Jianye City 固始建業城	Residential 住宅	70,531
Xinyang 信陽	Luoshan Jianye Mansion (Phase 1) 羅山建業府一期	Residential 住宅	130,480
Xinyang 信陽	Gushi Jianye Mansion 固始建業府	Residential 住宅	30,448
Xinyang 信陽	Xinyang Sky Mansion 信陽天築	Residential 住宅	79,615
Xinyang 信陽	Huaibin Huaihe Courtyard 淮濱淮河院子	Residential 住宅	130,935
Xinyang 信陽	Huangchuan Dingchengfu 潢川定城府	Residential 住宅	156,543
Total 合計			7,788,444

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### (c) Property Projects under Development

As at 31 December 2021, the Company had 194 projects under development with a total GFA of approximately 32,658,000 sq.m., including 24 projects under development in Zhengzhou, 167 projects under development in other cities of Henan Province and 3 projects under development in Hainan.

#### (c) 房地產在建項目

截至2021年12月31日，本公司在建項目194個，其中位於鄭州24個、河南省其他城市共167個及海南省3個，在建項目總建築面積約為3,265.8萬平方米。

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Zhengzhou 鄭州	Dengfeng Songyue Mansion 登封嵩嶽府	Residential 住宅	194,554
Zhengzhou 鄭州	Gongyi CCRE Mall 鞏義百城天地	Residential 住宅	37,775
Zhengzhou 鄭州	Gongyi Spring Time 鞏義春天里	Residential 住宅	231,872
Zhengzhou 鄭州	Gongyi Chinoiserie Palace 鞏義世和府	Residential 住宅	160,870
Zhengzhou 鄭州	Zhengzhou Financial Island 鄭州金融島	Commercial 商業	838,863
Zhengzhou 鄭州	Zhengzhou CCRE Tihome International City 鄭州建業泰宏國際城	Residential 住宅	1,204,319
Zhengzhou 鄭州	Xinmi Spring Time 新密春天里	Residential 住宅	74,639
Zhengzhou 鄭州	Xinmi Code One City 新密壹號城邦	Residential 住宅	81,159
Zhengzhou 鄭州	Xinzheng Blue Ocean Zhengfeng 新鄭藍海鄭風	Residential 住宅	176,441
Zhengzhou 鄭州	Xinzheng Tianhui City 新鄭天匯城	Residential 住宅	152,455
Zhengzhou 鄭州	Rongyang Central Garden 滎陽公園里	Residential 住宅	178,264
Zhengzhou 鄭州	Zhengxi U-Town 鄭西聯盟新城	Residential 住宅	149,415
Zhengzhou 鄭州	Zhengzhou J18 鄭州J18	Commercial 商業	594,289
Zhengzhou 鄭州	Zhengzhou Chengyuan 鄭州橙園	Residential 住宅	227,175

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Zhengzhou 鄭州	Zhengzhou Spring Time 鄭州春天里	Residential 住宅	52,185
Zhengzhou 鄭州	Zhengzhou Riverside House 鄭州河畔洋房	Residential 住宅	252,495
Zhengzhou 鄭州	Zhengzhou Huayuankou resettlement area (Huihua New City) 鄭州花園口安置區 (惠花新城)	Residential 住宅	293,154
Zhengzhou 鄭州	Zhengzhou Blossom Garden 鄭州花園里	Residential 住宅	576,190
Zhengzhou 鄭州	Zhengzhou Junlin Grand Courtyard 鄭州君鄰大院	Residential 住宅	363,734
Zhengzhou 鄭州	Zhengzhou Intelligent Square 鄭州尚悅廣場	Commercial 商業	230,205
Zhengzhou 鄭州	Zhengzhou Intelligent Palace 鄭州尚悅居	Residential 住宅	15,238
Zhengzhou 鄭州	Zhengzhou Royal Mansion 鄭州盛悅府	Residential 住宅	221,557
Zhengzhou 鄭州	Zhengzhou Art Mansion 鄭州新築	Residential 住宅	352,303
Zhengzhou 鄭州	Zhengzhou Wonderland 鄭州雲境	Residential 住宅	134,829
Kaifeng 開封	Kaifeng Jianye Country Garden Majestic Mansion 開封建業碧桂園天璽	Residential 住宅	177,333
Kaifeng 開封	Lankao CCRE Mall 蘭考百城天地	Residential 住宅	99,109
Kaifeng 開封	Lankao Red World 蘭考紅天地	Commercial 商業	135,312
Kaifeng 開封	Tongxu Jianye City 通許建業城	Residential 住宅	113,712
Kaifeng 開封	Tongxu Code One City 通許壹號城邦	Residential 住宅	246,897
Kaifeng 開封	Kaifeng Taihe Mansion 開封泰和府	Residential 住宅	67,896
Luoyang 洛陽	Luanchuan Luanzhou Palace 欒川鸞州府	Residential 住宅	132,610
Luoyang 洛陽	Luoyang Binhelong House 洛陽濱河瓏府	Residential 住宅	237,424

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Luoyang 洛陽	Luoyang Dachengxiaoyuan 洛陽大城小院	Residential 住宅	221,286
Luoyang 洛陽	Luoyang Dingding Palace 洛陽定鼎府	Residential 住宅	750,378
Luoyang 洛陽	Luoyang Code Two City 洛陽貳號城邦	Residential 住宅	244,474
Luoyang 洛陽	Luoyang Fengdu 洛陽峰渡	Residential 住宅	154,414
Luoyang 洛陽	Luoyang Technology City 洛陽科技城	Residential 住宅	62,262
Luoyang 洛陽	Luoyang Longcheng Dongwang 洛陽龍城東望	Residential 住宅	129,342
Luoyang 洛陽	Luoyang Zhongzhou Mansion 洛陽中州府	Residential 住宅	124,279
Luoyang 洛陽	Luoyang Honour Mansion 洛陽尊府	Residential 住宅	112,199
Luoyang 洛陽	Yichuan Dragon Mansion 伊川龍府	Residential 住宅	238,594
Luoyang 洛陽	Luoyang Zhonghong City 洛陽中弘城	Residential 住宅	319,208
Luoyang 洛陽	Luoyang Longshang Court 洛陽壘上院	Residential 住宅	26,637
Pingdingshan 平頂山	Pingdingshan Spring Time 平頂山春天里	Residential 住宅	240,502
Pingdingshan 平頂山	Pingdingshan Guangming Mansion 平頂山光明府	Residential 住宅	138,374
Pingdingshan 平頂山	Pingdingshan Eighteen Cities 平頂山十八城	Residential 住宅	116,473
Pingdingshan 平頂山	Pingdingshan Honour Mansion 平頂山尊府	Residential 住宅	105,813
Pingdingshan 平頂山	Ruzhou Sweet-Scented Osmanthus Garden 汝州桂園	Residential 住宅	42,250
Pingdingshan 平頂山	Wugang CCRE Mall 舞鋼百城天地	Residential 住宅	29,496
Pingdingshan 平頂山	Wugang Jianye Country Garden Jade County 舞鋼建業碧桂園翡翠郡	Residential 住宅	46,631



# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Pingdingshan 平頂山	Wugang Forest Peninsula 舞鋼森林半島	Residential 住宅	243,122
Anyang 安陽	Anyang Phoenix City North Bank 安陽鳳凰城北岸	Residential 住宅	257,353
Anyang 安陽	Anyang Sweet-Scented Osmanthus Garden 安陽桂園	Residential 住宅	133,332
Anyang 安陽	Anyang Jianye City 安陽建業城	Residential 住宅	359,344
Anyang 安陽	Anyang Junlin Grand Courtyard 安陽君鄰大院	Residential 住宅	77,830
Anyang 安陽	Anyang Chinoiserie Palace North Garden 安陽世和府北園	Residential 住宅	303,541
Anyang 安陽	Anyang Sky Mansion 安陽天築	Residential 住宅	71,078
Anyang 安陽	Anyang Tonghe Palace 安陽通和府	Residential 住宅	208,728
Anyang 安陽	Anyang Code One City 安陽壹號城邦	Residential 住宅	120,970
Anyang 安陽	Linzhou Jianye City 林州建業城	Residential 住宅	178,176
Anyang 安陽	Huaxian Honour Mansion 滑縣尊府	Residential 住宅	78,313
Anyang 安陽	Tangyin Central Garden 湯陰公園里	Residential 住宅	143,968
Hebi 鶴壁	Hebi Chinoiserie Palace 鶴壁世和府	Residential 住宅	224,546
Hebi 鶴壁	Hebi Code One City 鶴壁壹號城邦	Residential 住宅	92,187
Hebi 鶴壁	Hebi Zhenyuehui 鶴壁臻悅匯	Residential 住宅	105,832
Hebi 鶴壁	Hebi Longmen No.7 Courtyard 鶴壁龍門柒號院	Residential 住宅	150,006
Hebi 鶴壁	Hebi Flower Creek Town 鶴壁花溪小鎮	Residential 住宅	137,118
Hebi 鶴壁	Qi County Jianye City 淇縣建業城	Residential 住宅	139,140
Hebi 鶴壁	Hebi Taihe Mansion 鶴壁泰和府	Residential 住宅	121,229

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Xinxiang 新鄉	Beverly Manor 比華利莊園	Residential 住宅	94,190
Xinxiang 新鄉	Fengqiu Central Garden 封丘公園里	Residential 住宅	89,278
Xinxiang 新鄉	Hui County Gongcheng Dongwang 輝縣共城東望	Residential 住宅	275,356
Xinxiang 新鄉	Hui County Code One City 輝縣壹號城邦	Residential 住宅	187,800
Xinxiang 新鄉	Weihui Spring Time 衛輝春天里	Residential 住宅	206,449
Xinxiang 新鄉	Xinxiang Blossom Garden 新鄉花園里	Residential 住宅	108,774
Xinxiang 新鄉	Xinxiang Chinoiserie Palace 新鄉世和府	Residential 住宅	563,626
Xinxiang 新鄉	Changyuan Forest Peninsula Courtyard 長垣森林半島上院	Residential 住宅	191,922
Xinxiang 新鄉	Xinxiang Jianye Mansion 新鄉建業府	Residential 住宅	177,088
Xinxiang 新鄉	Xinxiang Honour Mansion 新鄉尊府	Residential 住宅	54,577
Jiaozuo 焦作	Bo'ai Spring Time 博愛春天里	Residential 住宅	237,450
Jiaozuo 焦作	Jiaozuo Spring Time 焦作春天里	Residential 住宅	54,388
Jiaozuo 焦作	Jiaozuo Chinoiserie Palace 焦作世和府	Residential 住宅	89,701
Jiaozuo 焦作	Jiaozuo Jianye Mansion 焦作建業府	Residential 住宅	136,618
Jiaozuo 焦作	Mengzhou Jianye Mansion 孟州建業府	Residential 住宅	110,791
Jiaozuo 焦作	Wuzhi Majestic Mansion 武陟天璽	Residential 住宅	177,787
Jiaozuo 焦作	Wuzhi Star Mall 武陟星天地	Residential 住宅	120,481
Jiaozuo 焦作	Jiaozuo Shuxiang Yard 焦作書香院子	Residential 住宅	110,000
Puyang 濮陽	Puyang Jianye New City 濮陽建業新城	Residential 住宅	107,598

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Puyang 濮陽	Puyang Longcheng 濮陽龍城	Residential 住宅	365,455
Puyang 濮陽	Puyang Puyuan 濮陽璞園	Residential 住宅	149,180
Puyang 濮陽	Puyang Chinoiserie Palace 濮陽世和府	Residential 住宅	237,571
Puyang 濮陽	Puyang Tonghe House 濮陽通和府	Residential 住宅	40,328
Puyang 濮陽	Puyang Code One City 濮陽壹號城邦	Residential 住宅	141,559
Puyang 濮陽	Puyang Zhenyuehui 濮陽臻悅匯	Residential 住宅	70,568
Puyang 濮陽	Taiqian Jianrun House 台前建潤府	Residential 住宅	159,556
Puyang 濮陽	Puyang Sky Mansion 濮陽天築	Residential 住宅	222,281
Xuchang 許昌	Xiangcheng CCRE Mall 襄城百城天地	Residential 住宅	280,245
Xuchang 許昌	Xuchang Chinoiserie Palace 許昌世和府	Residential 住宅	57,706
Xuchang 許昌	Xuchang Pleasure Garden 許昌心怡苑	Residential 住宅	225,670
Xuchang 許昌	Xuchang Zhenyuehui 許昌臻悅匯	Residential 住宅	156,147
Xuchang 許昌	Yanling Eco-City 鄆陵生態新城	Residential 住宅	156,385
Xuchang 許昌	Yuzhou Spring Time 禹州春天里	Residential 住宅	97,986
Xuchang 許昌	Yuzhou Dachengxiaoyuan 禹州大城小院	Residential 住宅	84,140
Xuchang 許昌	Changge Sweet-Scented Osmanthus Garden New City 長葛桂園新苑	Residential 住宅	77,178
Xuchang 許昌	Changge Forest Eco-City 長葛森之苑生態城	Residential 住宅	33,178
Luohe 漯河	Linying Forest Peninsula 臨潁森林半島	Residential 住宅	147,622
Luohe 漯河	Luohe Danjiang House 漯河丹江府	Residential 住宅	80,081

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Luohe 漯河	Luohe Sweet-Scented Osmanthus Garden 漯河桂園	Residential 住宅	144,533
Luohe 漯河	Luohe Blossom Garden 漯河花園里	Residential 住宅	223,468
Luohe 漯河	Luohe Xicheng Forest Peninsula 漯河西城森林半島	Residential 住宅	207,954
Luohe 漯河	Luohe Longhushuxiang Mansion 漯河龍湖書香府	Residential 住宅	260,995
Luohe 漯河	Luohe Art Mansion 漯河新築	Residential 住宅	229,101
Luohe 漯河	Luohe Ideal City 漯河理想城	Residential 住宅	134,846
Sanmenxia 三門峽	Sanmenxia New District Forest Peninsula 三門峽新區森林半島	Residential 住宅	78,748
Sanmenxia 三門峽	Sanmenxia Honour Mansion 三門峽尊府	Residential 住宅	70,564
Sanmenxia 三門峽	Yima Chinoiserie Palace 義馬世和府	Residential 住宅	213,509
Shangqiu 商丘	Minquan Happy Place 民權幸福里	Residential 住宅	136,585
Shangqiu 商丘	Shangqiu Chengyuan 商丘橙園	Residential 住宅	181,904
Shangqiu 商丘	Shangqiu Central Garden 商丘公園里	Residential 住宅	3,254
Shangqiu 商丘	Shangqiu Eighteen Cities 商丘十八城	Residential 住宅	153,332
Shangqiu 商丘	Shangqiu Future City 商丘未來城	Residential 住宅	115,515
Shangqiu 商丘	Shangqiu Art Mansion 商丘新築	Residential 住宅	233,229
Shangqiu 商丘	Sui County Shangheyuan 睢縣上和院	Residential 住宅	108,649
Shangqiu 商丘	Xiayi Jianye City 夏邑建業城	Residential 住宅	183,254
Shangqiu 商丘	Yucheng Hill Water Lake City 虞城山水湖城	Residential 住宅	338,693
Shangqiu 商丘	Zhecheng Lianmeng Dongwang 柘城聯盟東望	Residential 住宅	83,747

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Shangqiu 商丘	Shangqiu Chinoiserie Palace 商丘世和府	Residential 住宅	147,377
Shangqiu 商丘	Minquan Long Palace 民權瓏府	Residential 住宅	148,434
Shangqiu 商丘	Shangqiu Jiangshan House 商丘江山府	Residential 住宅	102,954
Shangqiu 商丘	Shangqiu Shangheyuan 商丘上和院	Residential 住宅	70,982
Shangqiu 商丘	Shangqiu Jianye Country Garden Yuelong Mansion 商丘建業碧桂園悅瓏府	Residential 住宅	282,574
Zhoukou 周口	Fugou Jianye New City 扶溝建業新城	Residential 住宅	91,516
Zhoukou 周口	Huaiyang CCRE Mall 淮陽百城天地	Residential 住宅	58,159
Zhoukou 周口	Luyi Jianye City 鹿邑建業城	Residential 住宅	98,143
Zhoukou 周口	Luyi Mingdao City 鹿邑明道城	Residential 住宅	7,233
Zhoukou 周口	Shangshui Yangcheng Courtyard 商水陽城上院	Residential 住宅	15,311
Zhoukou 周口	Taikang Eco-City 太康生態新城	Residential 住宅	59,465
Zhoukou 周口	Taikang Happy Place 太康幸福里	Residential 住宅	130,194
Zhoukou 周口	Xihua Central Garden 西華公園里	Residential 住宅	15,206
Zhoukou 周口	Xihua Jicheng Courtyard 西華箕城上院	Residential 住宅	30,103
Zhoukou 周口	Xiangcheng Jianye City 項城建業城	Residential 住宅	30,298
Zhoukou 周口	Huaiyang Binhe Courtyard 淮陽濱河院子	Residential 住宅	299,027
Zhoukou 周口	Zhoukou Jianye City 周口建業城	Residential 住宅	369,747
Zhoukou 周口	Zhoukou Hill Water Lake City 周口山水湖城	Residential 住宅	307,303
Zhoukou 周口	Zhoukou Chinoiserie Palace 周口世和府	Residential 住宅	327,113

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Zhoukou 周口	Zhoukou Shiyue Mansion 周口世悅府	Residential 住宅	35,319
Zhoukou 周口	Fugou Jianye New City 扶溝建業府	Residential 住宅	140,524
Zhoukou 周口	Sweet-Scented Osmanthus Garden New City 淮陽桂園新桂	Residential 住宅	39,317
Zhoukou 周口	Zhoukou Canal Ancient Town 周口運河古鎮	Residential 住宅	24,523
Zhoukou 周口	Zhoukou Canal Yard 周口運河院子	Residential 住宅	79,342
Zhoukou 周口	Zhoukou Guandi Temple 周口關帝廟	Commercial 商業	14,896
Zhoukou 周口	Taikang Jianye Mansion 太康建業府	Residential 住宅	157,678
Zhumadian 駐馬店	Pingyu Central Garden 平輿公園里	Residential 住宅	122,145
Zhumadian 駐馬店	Suiping Jianye City 遂平建業城	Residential 住宅	144,893
Zhumadian 駐馬店	Suiping Forest Peninsula 遂平森林半島	Residential 住宅	40,386
Zhumadian 駐馬店	Xiping Spring Time 西平春天里	Residential 住宅	106,560
Zhumadian 駐馬店	Xincai CCRE Mall 新蔡百城天地	Residential 住宅	30,169
Zhumadian 駐馬店	Xincai Sweet-Scented Osmanthus Garden 新蔡桂園	Residential 住宅	75,061
Zhumadian 駐馬店	Zhengyang Jianye City 正陽建業城	Residential 住宅	20,379
Zhumadian 駐馬店	Zhumadian Binhelong Palace 駐馬店濱河瓏府	Residential 住宅	139,231
Zhumadian 駐馬店	Zhumadian Spring Time 駐馬店春天里	Residential 住宅	445,361
Zhumadian 駐馬店	Zhumadian Chinoiserie Palace 駐馬店世和府	Residential 住宅	463,539
Zhumadian 駐馬店	Zhumadian The West Lake Villa 駐馬店西湖莊園	Residential 住宅	34,312
Zhumadian 駐馬店	Zhumadian Honour Mansion 駐馬店尊府	Residential 住宅	151,330

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Zhumadian 駐馬店	Shangcai Jianye Mansion 上蔡建業府	Residential 住宅	111,003
Zhumadian 駐馬店	Zhumadian Boshan House 駐馬店薄山府	Residential 住宅	131,407
Zhumadian 駐馬店	Suiping Jianye Mansion 遂平建業府	Residential 住宅	162,998
Zhumadian 駐馬店	Pingyu Jiangshan House 平輿江山府	Residential 住宅	96,232
Nanyang 南陽	Fangcheng Jianye Country Garden Dragon Bay 方城建業碧桂園御龍灣	Residential 住宅	52,576
Nanyang 南陽	Nanyang Central Garden 南陽公園里	Residential 住宅	47,722
Nanyang 南陽	Nanyang Longyue City 南陽龍悅城	Residential 住宅	656,741
Nanyang 南陽	Nanyang Art Mansion 南陽新築	Residential 住宅	189,098
Nanyang 南陽	Xixia Central Garden 西峽公園里	Residential 住宅	42,556
Nanyang 南陽	Dengzhou Qingyunli 鄧州青雲里	Residential 住宅	124,448
Nanyang 南陽	Nanyang Shilihushan 南陽十里湖山	Residential 住宅	54,562
Xinyang 信陽	Gushi Future City 固始未來城	Residential 住宅	142,146
Xinyang 信陽	Huaibin County Sweet-Scented Osmanthus Garden 淮濱桂園	Residential 住宅	115,371
Xinyang 信陽	Huangchuan Huangguo Palace 潢川黃國府	Residential 住宅	173,542
Xinyang 信陽	Shangcheng Jianye City 商城建業城	Residential 住宅	73,783
Xinyang 信陽	Xi County Jianye New City 息縣建業新城	Residential 住宅	111,825
Xinyang 信陽	Xinyang Mansion 信陽府	Residential 住宅	365,110
Xinyang 信陽	Xinyang Jianye City 信陽建業城	Residential 住宅	193,630

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA under development (sq.m.) 在建面積 (平方米)
Xinyang 信陽	Luoshan Jianye Mansion 羅山建業府	Residential 住宅	130,480
Xinyang 信陽	Gushi Jianye City 固始建業府	Residential 住宅	30,448
Xinyang 信陽	Huaibin Huaihe Courtyard 淮濱淮河院子	Residential 住宅	130,935
Xinyang 信陽	Xinyang Sky Mansion 信陽天築	Residential 住宅	79,615
Xinyang 信陽	Huangchuan Dingchengfu 潢川定城府	Residential 住宅	156,543
Jiyuan 濟源	Jiyuan Spring Time 濟源春天里	Residential 住宅	98,014
Jiyuan 濟源	Jiyuan Blossom Garden 濟源花園里	Residential 住宅	127,011
Jiyuan 濟源	Jiyuan Jianye City 濟源建業城	Residential 住宅	416,822
Jiyuan 濟源	Jiyuan Code One City Majestic Mansion 濟源壹號城邦天璽	Residential 住宅	64,094
Hainan 海南	Chengmai Zhonghe Jiayuan 澄邁中和家園	Residential 住宅	19,966
Hainan 海南	Danzhou Junlin Grand Courtyard 儋州君鄰大院	Residential 住宅	95,372
Hainan 海南	Dongfang Jiayuan 東方嘉園	Residential 住宅	376,637
Total 合計			32,658,079



## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### (d) Property Projects Delivered

As at 31 December 2021, the Company had 79 projects delivered in total with a total GFA of approximately 7,742,000 sq.m..

#### (d) 房地產交付項目

截至2021年12月31日，本公司共有79個項目交付，建築面積約為774.2萬平方米。

City	Project name	Principal use of property	GFA delivered during the year (sq.m.)
城市	項目名稱	主要物業類型	年度交付面積 (平方米)
Zhengzhou	Zhengzhou Wulong Century New City Xiangya Garden	Residential	319,049
鄭州	鄭州五龍新城香雅園	住宅	
Zhengzhou	Zhengzhou Blossom Garden	Residential	39,678
鄭州	鄭州花園里	住宅	
Zhengzhou	Zhengzhou CCRE Tihome International City (Phase 8)	Residential	136,000
鄭州	鄭州建業泰宏國際城八期	住宅	
Zhengzhou	Gongyi Spring Time (Phase 3)	Residential	81,879
鄭州	鞏義春天里三期	住宅	
Zhengzhou	Zhengxi U-Town (Phase 5)	Residential	293,454
鄭州	鄭西聯盟新城五期	住宅	
Zhengzhou	Zhengzhou Chengyuan (Phase 1)	Residential	219,753
鄭州	鄭州橙園一期	住宅	
Kaifeng	Kaifeng Blossom Garden (Phase 1)	Residential	49,238
開封	開封花園里一期	住宅	
Kaifeng	Qi County Blossom Garden (Phase 1)	Residential	42,330
開封	杞縣花園里一期	住宅	
Luoyang	Luoyang Dingding Palace	Residential	191,686
洛陽	洛陽定鼎府	住宅	
Luoyang	Luoyang Technology City (Phase 1)	Residential	127,596
洛陽	洛陽科技城一期	住宅	
Luoyang	Luoyang Longcheng Dongwang (Phase 1)	Residential	77,644
洛陽	洛陽龍城東望一期	住宅	
Luoyang	Luanchuan Luanzhou Palace (Phase 1)	Residential	86,578
洛陽	欒川鸞州府一期	住宅	
Luoyang	Luoyang Honour Mansion (Phase 1)	Residential	185,065
洛陽	洛陽尊府一期	住宅	
Luoyang	Luoyang Technology City (Phase 1)	Residential	94,755
洛陽	洛陽科技城一期	住宅	
Luoyang	Luoyang Code Two City (Phase 2)	Residential	147,700
洛陽	洛陽貳號城邦二期	住宅	

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA delivered during the year (sq.m.) 年度交付面積 (平方米)
城市	項目名稱	主要物業類型	
Luoyang 洛陽	Yanshi Forest Peninsula (Phase 3) 偃師森林半島三期	Residential 住宅	38,127
Luoyang 洛陽	Luoyang Dingding Palace (Phase 3) 洛陽定鼎府三期	Residential 住宅	114,987
Pingdingshan 平頂山	Wugang Forest Peninsula (Phase 4) 舞鋼森林半島四期	Residential 住宅	33,394
Pingdingshan 平頂山	Ruzhou Jianye Sweet-Scented Osmanthus Garden (Phase 1) 汝州建業桂園一期	Residential 住宅	58,386
Pingdingshan 平頂山	Pingdingshan Eighteen Cities (Phase 3) 平頂山十八城三期	Residential 住宅	61,949
Pingdingshan 平頂山	Pingdingshan Spring Time (Phase 1) 平頂山春天里一期	Residential 住宅	99,906
Pingdingshan 平頂山	Wugang Forest Peninsula (Phase 4) 舞鋼森林半島四期	Residential 住宅	34,588
Pingdingshan 平頂山	Wugang Jade County 舞鋼翡翠郡	Residential 住宅	34,342
Anyang 安陽	Tangyin Forest Peninsula (Phase 4) 湯陰森林半島四期	Residential 住宅	82,444
Anyang 安陽	Anyang Jianye City (Phase 2) 安陽建業城二期	Residential 住宅	85,555
Anyang 安陽	Anyang Chinoiserie Palace (Phase 1) 安陽世和府一期	Residential 住宅	191,885
Anyang 安陽	Anyang Sweet-Scented Osmanthus Garden (Phase 3) 安陽桂園三期	Residential 住宅	126,598
Anyang 安陽	Hua County Code One City 滑縣壹號城邦	Residential 住宅	251,803
Anyang 安陽	Anyang Code One City (Phase 1) 安陽壹號城邦一期	Residential 住宅	140,572
Xinxiang 新鄉	Beverly Manor 比華利莊園	Residential 住宅	365,292
Xinxiang 新鄉	Xinxiang Spring Time (Phase 1) 新鄉春天里一期	Residential 住宅	83,167
Xinxiang 新鄉	Xinxiang Chinoiserie Palace (Phase 1) 新鄉世和府一期	Residential 住宅	66,937
Xinxiang 新鄉	Hui County Spring Time (Phase 1) 輝縣春天里一期	Residential 住宅	65,613

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA delivered during the year (sq.m.) 年度交付面積 (平方米)
城市	項目名稱	主要物業類型	
Xinxiang 新鄉	Xinxiang U-Town (Phase 4) 新鄉聯盟新城四期	Residential 住宅	126,902
Jiaozuo 焦作	Bo'ai Spring Time (Phase 1) 博愛春天里一期	Residential 住宅	34,223
Jiaozuo 焦作	Jiaozuo Central Garden (Phase 3) 焦作公園里三期	Residential 住宅	6,326
Jiaozuo 焦作	Jiaozuo Spring Time 焦作春天里	Residential 住宅	68,697
Jiaozuo 焦作	Wen County Spring Time (Phase 1) 溫縣春天里一期	Residential 住宅	59,201
Jiaozuo 焦作	Wuzhi Star Mall (Phase 1) 武陟星天地一期	Residential 住宅	16,580
Jiaozuo 焦作	Jiaozuo Chinoiserie Palace (Phase 2) 焦作世和府二期	Residential 住宅	38,514
Puyang 濮陽	Puyang Jianye New City (Phase 2) 濮陽建業新城二期	Residential 住宅	163,455
Puyang 濮陽	Puyang Chinoiserie Palace (Phase 2) 濮陽世和府二期	Residential 住宅	200,945
Puyang 濮陽	Puyang Zhenyuehui 濮陽臻悅匯	Residential 住宅	214,000
Puyang 濮陽	Puyang Code One City (Phase 3) 濮陽壹號城邦三期	Residential 住宅	48,974
Puyang 濮陽	Puyang Tonghe House (Phase 2) 濮陽通和府二期	Residential 住宅	64,938
Xuchang 許昌	Xuchang Chinoiserie Palace (Phase 2) 許昌世和府二期	Residential 住宅	45,379
Xuchang 許昌	Yuzhou Sweet-Scented Osmanthus Garden (Phase 2) 禹州桂園二期	Residential 住宅	92,120
Xuchang 許昌	Changge Forest Peninsula (Phase 2) 長葛森林半島二期	Residential 住宅	21,573
Xuchang 許昌	Changge Sweet-Scented Osmanthus Garden New City (Phase 1) 長葛桂園新苑一期	Residential 住宅	135,911
Xuchang 許昌	Xuchang Pleasure Garden (Phase 1) 許昌心怡苑一期	Residential 住宅	39,747

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA delivered during the year (sq.m.) 年度交付面積 (平方米)
城市	項目名稱	主要物業類型	
Luohe	Luohe Sweet-Scented Osmanthus Garden East District	Residential	113,605
漯河	漯河桂園東區	住宅	
Luohe	Luohe Xicheng Forest Peninsula (Phase 3)	Residential	11,472
漯河	漯河西城森林半島三期	住宅	
Sanmenxia	Sanmenxia New District Forest Peninsula (Phase 3)	Residential	46,542
三門峽	三門峽新區森林半島三期	住宅	
Shangqiu	Shangqiu Sky Mansion (Phase 1)	Residential	41,187
商丘	商丘天築一期	住宅	
Shangqiu	Shangqiu Blossom Garden (Phase 1)	Residential	64,578
商丘	商丘花園里一期	住宅	
Shangqiu	Shangqiu Headquarter Port (Phase 1)	Residential	108,052
商丘	商丘總部港一期	住宅	
Shangqiu	Shangqiu Central Garden (Phase 3)	Residential	92,638
商丘	商丘公園里三期	住宅	
Zhoukou	Zhoukou Forest Peninsula (Phase 7)	Residential	49,386
周口	周口森林半島七期	住宅	
Zhoukou	Huaiyang Jianye City (Phase 1)	Residential	28,262
周口	淮陽建業城一期	住宅	
Zhoukou	Shangshui Yangcheng Courtyard (Phase 1)	Residential	29,084
周口	商水陽城上院一期	住宅	
Zhoukou	Zhoukou Shiyue Mansion (Phase 1)	Residential	153,833
周口	周口世悅府一期	住宅	
Zhoukou	Taikang Jianye City North Courtyard (Phase 1)	Residential	28,395
周口	太康建業城北院一期	住宅	
Zhoukou	Xiangcheng Jianye City (Phase 1)	Residential	74,674
周口	項城建業城一期	住宅	
Zhoukou	Zhoukou Dachengxiaoyuan (Phase 1)	Residential	161,924
周口	周口大城小院一期	住宅	
Zhoukou	Fugou Jianye New City (Phase 1)	Residential	68,310
周口	扶溝建業新城一期	住宅	
Zhoukou	Luyi Mingdao City (Phase 2)	Commercial	10,289
周口	鹿邑明道城二期	商業	
Zhoukou	Huaiyang CCRE Mall	Residential	42,395
周口	淮陽百城天地	住宅	

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

City	Project name	Principal use of property	GFA delivered during the year (sq.m.)
城市	項目名稱	主要物業類型	年度交付面積 (平方米)
Zhumadian 駐馬店	Zhengyang Jianye City (Phase 2) 正陽建業城二期	Residential 住宅	82,661
Zhumadian 駐馬店	Xincai CCRE Mall (Phase 2) 新蔡百城天地二期	Residential 住宅	66,644
Zhumadian 駐馬店	Zhumadian Spring Time (Phase 1) 駐馬店春天里一期	Residential 住宅	252,483
Zhumadian 駐馬店	Xincai Sweet-Scented Osmanthus Garden (Phase 1) 新蔡桂園一期	Residential 住宅	69,176
Zhumadian 駐馬店	Runan Jianye City (Phase 2) 汝南建業城二期	Residential 住宅	137,287
Zhumadian 駐馬店	Zhumadian Eighteen Cities (Phase 6) 駐馬店十八城六期	Residential 住宅	136,441
Nanyang 南陽	Xixia Central Garden (Phase 1) 西峽公園里一期	Residential 住宅	80,708
Nanyang 南陽	Nanyang Central Garden (Phase 1) 南陽公園里一期	Residential 住宅	51,665
Nanyang 南陽	Fangcheng Jianye Country Garden Dragon Bay 方城建業碧桂園御龍灣	Residential 住宅	66,892
Xinyang 信陽	Gushi Jianye City (Phase 2) 固始建業城二期	Residential 住宅	70,531
Jiyuan 濟源	Jiyuan Blossom Garden (Phase 1) 濟源花園里一期	Residential 住宅	156,742
Jiyuan 濟源	Jiyuan Jianye City East 濟源建業城東	Residential 住宅	41,034
Total 合計			7,742,325

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### 2. Hotel

#### Hotel profile

Henan Jianye Zhizun Hotel Investment Co., Ltd. (河南建業至尊酒店管理有限公司), a wholly-owned subsidiary of Central China Real Estate Group (China) Company Limited, is mainly responsible for brand management, design management, engineering management, opening preparation and operation management for all hotel projects of the Group. Currently, the Group has established strategic cooperation with various international well-known groups of hotel management, such as Marriott, InterContinental and Accor, under which five high-end hotel projects are in operation. The five high-end hotel projects, namely Le Méridien Zhengzhou, Pullman Kaifeng Jianye, Holiday Inn Nanyang, Four Points by Sheraton Luohe and Aloft Zhengzhou Shangjie commenced operations successively from 2011 to 2015. In addition, our own brand hotels, namely Yanling Jianye The Mist Hot Spring Hotel, Zhengzhou Jianye Sky Mansion, Unique Theatre Hotel, Xuchang Shenhou Town • Jianye Starry Hills, Xinyang Jigongshan • Jianye Starry Hills and Xijian Inn (喜見客棧) opened successively from 2018 to 2021. In addition, another four hotels in our own brand, namely, Pingdingshan Jianye Triumph Hotel, Zhumadian Jianye Triumph Hotel, Yunxiu Hotel, Linqi Hotel and Wugang Jianye Starry Hotel are all under construction. Our total investment in hotels has reached RMB4.94 billion up to now, and the number of hotels invested in Henan has reached 16.

### 2. 酒店

#### 酒店情況簡介

河南建業至尊酒店管理有限公司，是建業住宅集團（中國）有限公司投資註冊的全資子公司，主要負責建業集團所有酒店項目的品牌管理、設計管理、工程管理、開業籌備及運營管理。目前，建業集團已與萬豪、洲際、雅高等多個國際知名酒店管理集團達成戰略合作關係，合作運營5家高端酒店項目。其中，鄭州建業艾美酒店、開封建業鉑爾曼酒店、南陽建業森林半島假日酒店、漯河建業福朋喜來登酒店、上街建業雅樂軒酒店，已分別於2011至2015年間陸續開業。建業自有品牌的鄆陵建業花滿地溫泉酒店、鄭州建業天築國際公寓、只有•劇場酒店、許昌神厘古鎮•建業星舍、信陽雞公山•建業星舍、喜見客棧也於2018年至2021年間相繼開業。自有品牌酒店平頂山建業凱旋酒店、駐馬店建業凱旋酒店、雲岫酒店、林棲酒店、舞鋼建業星舍酒店也在建設過程中。目前建業酒店總投資額已達人民幣49.4億元，在河南投資建設的酒店數量達16家。

Shangqiu  
Headquarter Port  
商丘總部港



## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Le Méridien Zhengzhou*

Le Méridien Zhengzhou opened on 30 November 2013. It is the first international brand hotel focusing on art, design and culture in central China. Adjacent to Zhengdong New District and Zhengzhou East Railway Station, the largest railway station in Asia, and it is located at the intersection site of Zhengzhou Metro, Line 3 and Line 4, it being only a 10 minutes' and 28 minutes' drive to Zhengzhou International Convention and Exhibition Centre and Xinzheng International Airport, respectively.

Located at No. 1188, Zhongzhou Avenue, Zhengzhou City, the hotel composes a complete integrated business district with the surrounding shopping malls, restaurants and commercial office buildings. Modern art elements and local features are integrated into the design of the restaurant, guest rooms and lobby in the hotel. The unique design and brand concept distinguish the distinctive Le Méridien Zhengzhou.

The hotel has a total of 337 deluxe rooms and suites, equipped with world-class facilities and a mix of classic design and fashion elements. The feature restaurants and bars will further enrich the stay experience and provide splendid Chinese and international cuisines. The fitness center combining fitness, spa, swimming pool, yoga and jogging track, the sizeable pillarless banquet covering an area of 800 sq.m., and 8 multi-function halls in the hotel, are all ideal places for relaxing and hosting events.

Address: No. 1188, Zhongzhou Avenue (northwest corner of the junction of Zhengbian Road and Zhongzhou Avenue), Zhengzhou City  
Tel: 0371-55998888

### *鄭州建業艾美酒店*

鄭州建業艾美酒店於2013年11月30日開業，是中原地區首家聚焦藝術、設計與文化的國際品牌酒店，毗鄰鄭東新區和亞洲最大火車站—鄭州東站，位於鄭州地鐵3號及4號線交匯網站，驅車10分鐘即可抵達鄭州國際會展中心，28分鐘即可抵達新鄭國際機場。

酒店坐落於鄭州市中州大道1188號，與周邊的購物中心、餐廳和商務寫字樓共同組成了完整的綜合商業區。酒店餐廳、客房和大堂公共區域的設計融入了現代藝術元素與本地色彩，別致的設計和品牌形象呈現出與眾不同的鄭州建業艾美酒店。

酒店共設有337間豪華客房和套房，配備世界一流設施，並融合經典設計與時尚元素，特色餐廳和酒吧更將豐富入住體驗，精彩演繹中華及國際美食。集健身、水療、泳池、瑜珈、慢跑跑道為一體的健身中心，800平方米的無柱大宴會廳，8個多功能廳，是休閒放鬆、舉辦活動的理想場所。

地址：鄭州市中州大道1188號  
(鄭汴路與中州大道交叉西北角)  
電話：0371-55998888

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Aloft Zhengzhou Shangjie*

Aloft Zhengzhou Shangjie opened on 6 August 2011. Located on the opposite of the District Government of Shangjie District, Zhengzhou City, Henan Province, the hotel is conveniently situated, within only 50 minutes' and one hour's drive from Zhengzhou Railway Station and Zhengzhou Xinzheng International Airport, respectively.

The 16-floor hotel has 172 stylish, fresh and fun Aloft Cheerful Rooms (樂窩客房), including 8 deluxe Cheerful Suites (樂窩套房) and 2 accessible Cheerful Rooms. Besides, inspired by the 9-foot ceiling, velvety dreaming beds, Wi-Fi Internet service, 42-inch LCD TVs, oversized shower space with rain showers, and fragrant specialty coffee, the 3,698 sq.m. cool conference room and the sizeable banquet space, countless whimsies would spark within.

Address: No. 101, Zhongxin Road, Shangjie District, Zhengzhou (opposite to the District Government of Shangjie District)

Tel: 0371-68136666

### *上街建業雅樂軒酒店*

上街建業雅樂軒酒店於2011年8月6日開業。酒店位於河南鄭州上街區政府對面，交通便利，50分鐘便可抵達鄭州火車站，距鄭州新鄭國際機場也僅一小時路程。

酒店共16層，擁有172間時尚、清新、妙趣的雅樂軒樂窩客房，其中包含8間豪華樂窩套房和2間無障礙樂窩客房。9英尺高的天花板，茸茸的夢香之床，Wi-Fi無線網路服務，42英寸液晶電視，配有雨淋花灑的超大淋浴空間，以及醇香的特色咖啡，3,698平方米酷炫的會議室和大型宴會空間裡閃動著無數奇思妙想。

地址：鄭州上街區中心路101號  
(上街區政府對面)

電話：0371-68136666

**Luohe Sweet-Scented  
Osmanthus Garden**  
漯河桂園





## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### *Holiday Inn Nanyang*

Holiday Inn Nanyang opened on 8 August 2012. It is located in Nanyang, the ancient capital of China, which is famous for its natural fresh air and jade culture. Holiday Inn Nanyang is the first internationally renowned five-star hotel in Nanyang. Covering an area of 66,700 sq.m., the hotel has a favorable geographical location with pleasant garden landscape and a rippling lake.

The 353 guestrooms and suites are tailor-made for occupants' luxury and comfort experience. The 1,000 sq.m. sizeable banquet hall offers banquet services to both local and international companies, with wireless internet accessing to all areas of the hotel, including the fitness center and the swimming pool. Whether on vacation, planning a wedding or holding a meeting, Holiday Inn Nanyang is the perfect choice for occupants.

Address: No. 2000, Xincheng Road East, Wancheng District, Nanyang City  
Tel: 0377-60218888

#### *Four Points by Sheraton Luohe*

Four Points by Sheraton Luohe opened on 29 November 2012. It is located by the west branch of Songshan Road, Yancheng District, Luohe City, adjacent to Luohe International Convention and Exhibition Centre. It is about a 10 minutes' drive to the downtown and Luohe Railway Station, and only 90 minutes' drive to Zhengzhou Xinzheng International Airport.

The hotel has 244 warmly designed rooms, with the only international buffet restaurant in the city, namely The Eatery (宜客樂), a Chinese restaurant integrated with traditional and new Cantonese cuisine, namely Juweixuan (聚味軒), an indoor heated swimming pool, sauna equipment, a fitness centre, chess rooms and a pillarless banquet hall, which can bring occupants infinite surprises of accommodation, catering and leisure.

Address: No. 6, west branch of Songshan Road, Yancheng District, Luohe City  
Tel: 0395-2566999

#### *南陽建業森林半島假日酒店*

南陽建業森林半島假日酒店於2012年8月8日開業。酒店地處以自然清新的空氣和玉文化而聞名於世的古都南陽，為南陽市首家國際知名五星級酒店。酒店佔地66,700平方米，擁有景色宜人的園林景觀和碧波蕩漾的湖面，地理位置優越。

353間客房及套房為了住客能獲得豪華舒適的享受而量身定制，1,000平方米的大宴會廳為本地和國際公司提供宴會服務，無線網路覆蓋包括健身中心、游泳池在內的酒店所有區域。無論是休閒度假、策劃婚禮還是舉行會議，南陽建業森林半島假日酒店都是絕佳選擇。

地址：南陽市宛城區信臣東路2000號  
電話：0377-60218888

#### *漯河建業福朋喜來登酒店*

漯河建業福朋喜來登於2012年11月29日開業。酒店坐落於漯河市鄆城區嵩山路西支，毗鄰漯河國際會展中心，距離市中心和漯河火車站10分鐘左右車程，驅車90分鐘即可抵達鄭州新鄭國際機場。

酒店擁有244間設計溫馨的客房、全城唯一國際自助餐廳宜客樂，彙集傳統與新派粵菜的中餐廳聚味軒，室內恆溫游泳池、桑拿設備、健身中心、棋牌室和無柱宴會廳，帶來住宿餐飲休閒之無限驚喜。

地址：漯河市鄆城區嵩山路西支6號  
電話：0395-2566999

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Pullman Kaifeng Jianye*

Pullman Kaifeng Jianye opened on 1 November 2015. Embraced by the rippling surface of a lake, Pullman Kaifeng Jianye is located on the northwest side of the ancient city walls in downtown Kaifeng, within 10 minutes' drive from Kaifeng Railway Station and 50 minutes' drive from Xinzheng International Airport. The hotel covers a total GFA of 43,536 sq.m. and a site area of approximately 58,300 sq.m., with the vegetation within the city wall area having been preserved.

Pullman Kaifeng Jianye offers 186 guest rooms and is a five-star resort hotel comprising business conference, food & beverage, accommodation, leisure and entertainment. The hotel is equipped with conference centre, banquet centre, all-day dining restaurant, Chinese restaurant, featured bar, lobby bar, executive lounge, gym, swimming pool, SPA, yoga room, indoor golf and other facilities to provide occupants with "convenience and sense of superiority". The building is a post-modern architecture in Northern Song Dynasty style, adopting wood-like exterior finishing material to cast beautiful reflections in the blue lakes.

Address: No. 16, Longting North Road, Longting District, Kaifeng City  
Tel: 0371-23589999

### *開封建業鉑爾曼酒店*

開封建業鉑爾曼於2015年11月1日開業。酒店位於開封市區古城牆西北側一片碧波蕩漾的湖面之上，距開封火車站僅十分鐘車程，距新鄭國際機場僅需50分鐘。酒店總建築面積43,536平方米，佔地面積約5.83萬平方米，城牆區域植被被保留完好。

酒店共有客房186套，是一座集商務會議、餐飲、住宿、休閒娛樂於一體的五星級度假式酒店。會議中心、宴會中心、全日餐廳、中餐廳、特色酒吧、大堂吧、行政酒廊、健身房、泳池、SPA水療中心、瑜伽室、室內高爾夫等配套設施一應俱全，讓住客「輕鬆入住，優越盡享」。酒店造型採用北宋風格後現代建築設計手法，外飾面採用木色材質，與藍色的湖水相應成趣。

地址：開封市龍亭區龍亭北路16號  
電話：0371-23589999

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Zhengzhou Jianye Sky Mansion*

Zhengzhou Jianye Sky Mansion opened on 1 October 2018. It is located at the northwest corner of the intersection of Dongfeng East Road and Kangning Street in Zhengzhou City. It gathers three city centers within 3 kilometers, namely the CBD Central Business District, the new provincial government and Zhengzhou East High Speed Railway Station. The hotel covers a total GFA of 34,251.8 sq.m.

The project is featured as a high-end service apartment of CCRE with a total of 302 sets of rooms, ranging from bachelor apartments to four-bedroom apartments. The apartment is equipped with all-day dining restaurant, Japanese Izakaya, gym center, children's play room and other facilities providing occupants with safe, convenient, warm and comfortable living space.

Address: Block 9, 58 Kangning Street, Zhengzhou City  
Tel: 0371-65686888

### *Yanling Jianye The Mist Hot Spring Hotel*

Yanling Jianye The Mist Hot Spring Hotel opened on 1 February 2018. It is located at Chenhuadian Town, Yanling County, Xuchang, Henan Province, covering an area of 50,264 sq.m..

The hotel is a joint masterpiece of Amata Luphaiboon and Twitee Vajrabhaya Tepakum who are both internationally renowned architects. The hotel offers 51 guest rooms and is equipped with all-day dining restaurant, Chinese restaurant, outdoor hot spring and pool, indoor swimming pool and pool, SPA, gym center, lobby bar, tea room, banquet hall and other facilities.

Address: North side of Huadu Avenue, Chenhuadian Town, Yanling County, Xuchang City, Henan Province  
Tel: 0374-7968888

### *鄭州建業天築國際公寓*

鄭州建業天築國際公寓於2018年10月1日開業。酒店位於鄭州市東風東路與康寧街交叉口西北角，3公里範圍內聚合CBD中央商務區、新省政府、高鐵鄭州東站三大城市核心，酒店總建築面積34,251.8平方米。

該項目為建業集團打造的高端服務式公寓，共有房間302套，房型從單身公寓到四房公寓不等。公寓擁有全日餐廳、日式居酒屋、健身中心、兒童遊樂室等服務設施，為住戶提供安全、便捷、溫馨、舒適的生活空間。

地址：鄭州市康寧街58號9號樓  
電話：0371-65686888

### *鄆陵建業花滿地溫泉酒店*

鄆陵建業花滿地溫泉酒店於2018年2月1日開業。酒店位於河南許昌鄆陵縣陳華店鎮，佔地50,264平方米。

酒店由國際知名建築設計師Amata Luphaiboon、Twitee Vajrabhaya Tepakum連袂打造。酒店共有客房51間，配有全日餐廳、中餐廳、室外溫泉及泡池、室內泳池及泡池、SPA、健身中心、大堂酒吧、茶室、宴會廳等設施。

地址：河南省許昌市鄆陵縣陳化店鎮花都大道北側  
電話：0374-7968888

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Xuchang Shenhou Town • Jianye Starry Hills*

Xuchang Shenhou Town, “Capital of Jun Porcelain in China”, is one of the first batch of characteristic towns in China, and Jun Porcelain produced during the reign of Emperor Huizong of the Northern Song Dynasty was designated as “Treasures of the Royal Court”. Xuchang Shenhou Town • Jianye Starry Hills is our first Starry Hills brand theme characteristic hotel, which opened on 1 October 2019.

Relying on the Jun porcelain culture and historical heritage of Shenhou Town, Xuchang Shenhou Town • Jianye Starry Hills is committed to creating an immersive stay experience of Jun porcelain art. While integrating into the local area, residents have the opportunity to personally touch the developing sequence of Jun porcelain by learning and making porcelain. In addition to 30 comfortable guest rooms, the hotel is equipped with restaurants, book bars, tea rooms and living rooms, providing customers with a comfortable space to empty their minds and have a dialogue with history.

Address: Beside Dongda Primary School, Jianshe Road, Shenhou Town, Yuzhou City, Henan Province

Tel: 0374-8616999/0374-8618999

### *許昌神垕古鎮 • 建業星舍*

許昌神垕古鎮是國內第一批特色小鎮，「中國鈞瓷之都」，北宋徽宗年間出產的鈞瓷被定為「宮廷御用珍品」。許昌神垕古鎮 • 建業星舍是建業首家星舍品牌主題特色酒店，酒店於2019年10月1日開業。

依託於神垕古鎮的鈞瓷文化和歷史傳承，許昌神垕古鎮 • 建業星舍致力於打造關於鈞瓷藝術的沉浸入住體驗，住客在融入當地的同時，有機會親手觸及鈞瓷發展脈絡，學習和製作瓷器。酒店除30間舒適客房外，配套餐廳、書吧、茶室及會客廳，為客戶呈現放空心靈、與歷史對話的舒適空間。

地址：河南省禹州市神垕鎮建設路東大小學旁

電話：0374-8616999/0374-8618999

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Xinyang Jigongshan • Jianye Starry Hills*

Jigongshan Mountain, Xinyang, one of the four summer resorts in China, is located on the north-south boundary of China, and is known as “Greenness Dividing Chu (Hubei Province) and Yu (Henan Province)”. It is grand and magnificent while beautiful, making it an excellent choice for sightseeing and vacation.

Xinyang Jigongshan • Jianye Starry Hills opened on 1 July 2020. It is located at the mountainside of Jigongshan Mountain of Xinyang, adjacent to the “villa-clusters of multi countries” built from the late Qing Dynasty to the early Republic of China. The hotel has a panoramic view of the beautiful mountains, and provides a space for guests to have a rest and imagination while viewing different architectural styles and exploring history, thus interpreting the brand idea of “living next to the stars and doing what you want”.

The 89 guest rooms, together with restaurants, conference rooms, shared spaces and mahjong rooms, can meet various holiday needs of individuals, groups, parents and children, and provide experience of the comfortable life of viewing mountains, knowing mountains and enjoying mountains.

Address: Beside Zhongzheng Plaza, Jigongshan Scenic Area, Shihe District, Xinyang City, Henan Province

Tel: 0376-8658888

### *信陽雞公山 • 建業星舍*

中國四大避暑勝地之一的信陽雞公山，位於我國南北分界線上，素有「青分楚豫」之稱，既有北方的雄厚壯闊，又有南方的娟秀華麗，是觀光度假的極佳選擇。

信陽雞公山 • 建業星舍於2020年7月1日開業。酒店位於信陽雞公山腰腹，毗鄰清末至民國初期修建的「萬國別墅群」。酒店將秀美的山巒景觀盡收眼底，又為觀覽不同建築風格，探索歷史的住客提供休憩與想像的空間，詮釋「鄰星而居、從心所欲」的品牌主張。

89間客房加餐廳、會議室、共用空間、麻將室等配套，可以滿足個體、團隊、親子等多種度假需求，體驗見山、知山、樂山的自在人生。

地址：河南省信陽市浉河區雞公山風景區中正廣場旁

電話：0376-8658888

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Unique Theatre Hotel*

Zhengzhou Jianye Unique Theatre Hotel opened on 5 June 2021. The hotel has a total of 400 cozy and tasteful guest rooms, including comfortable rooms, exquisite rooms, family rooms and suites, 2 full-day restaurants, 1 Chinese restaurant, gyms, Treasure Park and foot health centre.

The hotel is located at Zhongmu County, Zhengzhou, adjacent to Henan Drama Magic City. It takes only 10 minutes' drive from Jianye Huayi Brothers Movie Town and International Cultural and Creative Industry Park in Zhengzhou, and about 40 minutes' drive from Zhengzhou East High Speed Railway Station and Xinzheng International Airport. It is the first theme hotel in Jianye cultural tourism section. Henan Drama Magic City is the first panoramic and fully immersive drama theme park in China, which was co-developed by CCRE and director Wang Chaoge. Therefore, the customers will experience of "living in the drama" and the opportunity to get a closer look at the splendid Central China in Unique Theatre Hotel.

Address: The northeast corner of intersection of Wenxin Road and Ping'an Avenue, Zhongmu County, Zhengzhou, Henan Province

Tel: 0371-86568888

### *只有•劇場酒店*

鄭州建業只有•劇場酒店於2021年6月5日開業。酒店共設有400間溫馨雅致的客房，房型包括舒適房、精緻房、家庭房和套房，2個全日餐廳，1個中餐廳，還設有健身房、掘寶樂園、足療中心等。

酒店位於鄭州市中牟縣，毗鄰只有河南•戲劇幻城，距離建業•華誼兄弟電影小鎮、鄭州國際文化創意產業園也僅有10分鐘車程，距離鄭州東站、新鄭國際機場約40分鐘車程，是建業文旅板塊首家主題特色酒店。只有河南•戲劇幻城是由建業集團攜手王潮歌導演共同打造的中國首座全景式全沉浸戲劇主題公園。因此，住在只有•劇場酒店，住客將會享受「住在戲劇裡」的居停體驗和近覽璀璨中原文化的禮遇。

地址：河南省鄭州市中牟縣文信路與平安大道交叉口東北角

電話：0371-86568888

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Xijian Inn*

Xijian Inn opened on 21 September 2019. The inn is located in Taiji Street, Jianye-Huayi Brothers Film Town Park, and belongs to the “Xijian” brand operated by Jianye. “Xijian” comes from the Tang Dynasty poet Liu Yuxi’s work: “Suddenly hearing the arrival of a horse, I am happy to see an old friend coming”, meaning that when guests come here, there will be a kind of joy like meeting an old friend, which is also in line with the theme of “living in a movie”. The inn is divided into four different types, namely the Jianghu style “One Night in Jianghu”, the mountain style “Qingshan Hou”, the Republic of China style “Crescent Moon House”, and the opera style “West Wing”. The area of One Night in Jianghu is 760 sq.m.; the area of Qingshan Hou is 615 sq.m.; the area of Crescent Moon House is 1,537 sq.m.; the area of the West Wing is 1,840 sq.m., with a total construction area of 4,752 sq.m. There are 67 guest rooms and 76 beds, which can accommodate 136 people.

During daytime, customers can eat, watch operas and visit folk customs, leaving an unforgettable movie memory; at night, customers can stay at the four themed inns and experience scene-based accommodation. The 24-hour butler service brings a unique sense of customization to customers. The superb hardware facilities provide home-like comfort.

Address: Jianye Huayi Brothers Movie Town at the intersection of Wenchuang Road and Baihua Street, Zhongmu County, Zhengzhou City, Henan Province

Tel: 0371-62168000

### *喜見客棧*

喜見客棧於2019年9月21日開業。客棧位於建業•華誼兄弟電影小鎮園區太極街內，隸屬於建業自營的「喜見」品牌。「喜見」出自唐朝詩人劉禹錫的作品：「忽聞驄馬至，喜見故人來」，意思是客人來到此處，會有一種似與故人相逢的喜悅，也更加契合「住在電影裡」的客棧主題。客棧共分為四種不同類型，分別是江湖風格「江湖一夜」、山居風格「青山後」、民國風格「新月文舍」、戲曲風格「西廂」，江湖一夜面積760平方米；青山後面積615平方米；新月文舍面積1,537平方米；西廂面積1,840平方米，總計建築面積4,752平方米，共有客房67間，76張床位，可容納136人。

白天可嗨吃看戲逛民俗，留下一份難忘的電影記憶；夜晚入住四大主題客棧，體驗場景化住宿，夢裡夢外都是戲。24小時管家服務，為客戶帶來獨特的定制感。超一流硬體設施，提供歸家般的舒適感。

地址：河南省鄭州市中牟縣文創路與百花街交叉口建業•華誼兄弟電影小鎮內

電話：0371-62168000

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Pingdingshan Jianye Triumph Hotel and Zhumadian Jianye Triumph Hotel (Under Construction)*

Pingdingshan Jianye Triumph Hotel and Zhumadian Jianye Triumph Hotel are CCRE's own brand hotels, both of which are standard hotels built by Henan Jianye Zhizun Hotel Investment Co., Ltd. Pingdingshan Hotel is also the representative of our standard hotel construction of Jianye. There are 161 guest rooms in each of Pingdingshan and Zhumadian hotels, which are equipped with banquet halls, all-day restaurants, conference rooms, gyms and other service facilities to meet the needs of business travelers. Pingdingshan and Zhumadian hotels have started construction in the second half of 2019 and are expected to open in the second half of 2023.

### *Yunxiu Hotel (Under Construction)*

Zhengzhou Jianye Yunxiu Hotel is located in Zhengzhou International Cultural and Creative Industry Park. Designed by Oki Sato, founder of Nendo, it is the world premiere hotel work of Nendo.

Nendo draws inspiration from Henan's characteristic geographical and cultural elements, such as caves and Longmen Grottoes. With the help of stacks, shadows, hollows and layers of caves, Nendo develops architectural textures in various areas of the hotel, which makes the hotel full of sense of sculpture, sense of light and shadow and threedimension effect. When guests live in it, they seem to be accompanied by wind, light and fog, so they can feel the rich gifts of nature and start a rare journey of art design.

### *平頂山建業凱旋酒店、駐馬店建業凱旋酒店 (在建)*

平頂山建業凱旋酒店及駐馬店建業凱旋酒店是建業自有品牌的酒店，兩酒店皆為建業至尊酒店公司傾力打造的標準化酒店。平頂山酒店也是建業標準化酒店建設的開山之作。平頂山及駐馬店酒店各規劃有161間客房，酒店配備宴會廳、全日餐廳、會議室、健身房等服務設施，滿足商務客旅的需求。平頂山及駐馬店酒店已分別已於2019年下半年開工建設，預計於2023年下半年開業。

### *雲岫酒店 (在建)*

鄭州建業雲岫酒店位於鄭州市國際文化創意產業園，由Nendo創始人佐藤大操刀設計，是Nendo全球首發的酒店作品。

Nendo從窯洞和龍門石窟等河南特色地理、文化元素中汲取靈感，借助洞穴的堆疊、陰影、空洞、分層等形態開展創意，衍生出酒店各個區域的建築肌理，讓酒店充滿雕塑感、光影感和立體感。客人居住其中，仿佛與風、光、霧相伴，可以感受到自然的豐盛饋贈，開啟藝術設計的珍奇之旅。



## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

The hotel has 231 guest rooms, which are equipped with Xiu cafe, Qingfeng Chinese Restaurant, Xiuju Japanese Restaurant, Ciao Bella Italian Restaurant, Sky Terrace Hotel, Yunshang Swimming Fitness Center and other sound facilities. It is a luxury art design hotel integrating business conference, food & beverage, accommodation, leisure and entertainment. The hotel is expected to open in 2024.

### *Linqi Hotel (Under Construction)*

Zhengzhou Jianye Linqi Hotel is located beside Zhengzhou Navigation Stadium, adjacent to the super high-rise Jianye headquarters office building and Jianye Exhibition Hall under construction. The hotel is designed by Amata Luphaiboon, a well known architect and designer of Six Senses Samui on Samui Island. The hotel draws inspiration from nature, integrates the concepts of trees and forest shade into architectural design, and advocates that residents living in it enjoy relaxation through the senses like perching in the forest, feel the process of life growth and rest, and experience the inner nature.

The main body of the hotel is an ultra-modern low density building with 5 floors above the ground, with 177 guest rooms, equipped with full-time restaurants, lobby bars, outdoor bars, conference rooms, gyms, swimming pools, etc. The hotel is committed to interpreting the aesthetic impression and living experience of Henan with the world-class design and pure courtesy of Central China. The hotel is expected to open in 2025.

### *Wugang Jianye Starry Hills Hotel (Under construction)*

Wugang Jianye Starry Hills Hotel is located at the southwest corner of Tieshan Avenue and Wenzhou Road. The main body of the hotel is integrated with Baicheng Tiandi business. It has 9 floors and 87 guest rooms. The first to second floors are the hotel lobby, and the third to ninth floors are guest rooms. It abandons the traditional monotonous hotel space and creates a stylish hotel public area and private space. After going downstairs, it is Baicheng Tiandi Commercial Street, which meets the needs of hotel guests for food, accommodation and transportation.

酒店擁有客房231套，配套岫咖啡、清風中餐廳、岫居日餐廳、Ciao Bella義大利餐廳、天空露台酒店、雲上游泳健身館等健全設施，是一座集商務會議、餐飲、住宿、休閒娛樂於一體的奢華藝術設計酒店。酒店預計於2024年開業。

### *林棲酒店 (在建)*

鄭州建業林棲酒店位於鄭州航海體育場旁，毗鄰正在建設的超高層建業總部寫字樓及建業展覽館。酒店由知名建築大師、蘇梅島六善酒店設計師Amata Luphaiboon擔綱設計，酒店從自然中汲取靈感，將樹木、林蔭的概念融入建築設計，主張住客居於其中，通過似在林間棲息般的感官享受放鬆身心，感受生命成長和休憩的過程，體驗內在的自然。

酒店主體為一棟地上5層的超現代低密建築，擁有177間客房，配套全日餐廳、大堂酒吧、戶外酒吧、會議室、健身房、游泳池等。酒店致力於以世界頂級設計和純粹中原禮遇，為住客詮釋足以代表河南的美學觀感和居住體驗。酒店預計於2025年開業。

### *舞鋼建業星舍酒店 (在建)*

舞鋼建業星舍酒店位於鐵山大道與溫州路西南角，酒店主體與百城天地商業為一體，地上9層建築，擁有87間客房，地上一到二層為酒店大堂，三到九層為客房，摒棄了傳統單調的酒店空間，打造富有格調的酒店公共區域和私密空間，下樓後即是百城天地商業街，滿足了酒店住宿客人的吃、住、行的需求。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### 3. Cultural tourism

Cultural tourism sector of the Company is engaged in development and operation of property projects for cultural tourism principally located in historic in Henan Province, such as Zhengzhou, Kaifeng and Luoyang. With rich history, culture and natural resources, it tells the “Jianye story of cultural tourism” in different styles, forms and substance through theme park, tourist district and real scenery performance. As at 31 December 2021, the Company had the following projects for cultural tourism, namely Jianye Huayi Brothers Movie Town, Unique Henan Land of Dramas (只有河南 • 戲劇幻城) and Qishengjiao in Kaifeng.

With the good performance of the cultural tourism sector in recent years, the Company has attracted enormous attention in China’s cultural tourism industry and gained industrial influence greatly. In 2021, the Company was awarded the “Top 20 China Tourism Groups 2021” in the China Tourism Group Development Forum, ranking first in the national tourism industry again, the only one in Henan Province and the second time after 2020. The Company’s newly launched project of Unique Henan Land of Dramas was selected as “2021 Cultural Tourism Integration Innovation Project”.

On the same year, Henan Central China Culture Tourism Real Estate Development Co., Ltd., a subsidiary of the Company, won the “Most Potent Tourism Property Developer Award” and other honors in China Entertainment Technology and the 12th theme park and scenic spot summit. The film town project was awarded the “Best Tourism Industry Innovation Award” and other honors at the 10th China Tourism Investment ITIA Award Ceremony.

#### 3. 文化旅遊

建業文化旅遊板塊致力於河南省內文化旅遊地產項目的開發與運營，聚焦鄭州、開封、洛陽等歷史悠久的核心城市，在豐富的歷史、文化、自然資源的基礎上，通過主題公園、旅遊街區、實景演出等多種形式，呈現不同風格、不同形式、不同內涵的「建業文化旅遊故事」。截至2021年12月31日，下轄建業•華誼兄弟電影小鎮、建業《只有河南•戲劇幻城》、開封七盛角等項目。

憑藉文旅板塊近年來的良好表現，本公司在中國文化旅遊行業受到強烈關注，行業影響力得到大幅提升。2021年，本公司在2021中國旅遊集團化發展論壇中獲評「2021中國旅遊集團20強」，再登國家旅遊業第一方陣，是河南省唯一一家入圍企業，也是繼2020年後第二次入圍。本公司旗下新開業的《只有河南•戲劇幻城》項目入選「2021文化旅遊融合創新項目」。

同年，本公司子公司河南建業文化旅遊產業發展有限公司在中國娛樂科技暨第十二屆主題公園與景區峰會中獲評「最具潛力的旅遊地產開發商獎」等榮譽、電影小鎮項目在第十屆中國旅遊投資艾蒂亞獎評選中獲評「最佳旅遊產業創新獎」等榮譽。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

Jianye Huayi Brothers Movie Town project is located in International Cultural and Creative Industry Park in Zhengzhou with a total land use scale of approximately 600 Chinese-mu. In the form of film sets and with an essence of historical culture and memory of the city, the project provides an experiential site for experiencing film culture incorporating tour of film sets, exhibition of film culture, film interactive games, folk and intangible cultural heritage experience, a series of large-scale performance, unique cuisine and themed inns.

The first two blocks of the project covering an area of 163.2 Chinese-mu was grandly premiered on 21 September 2019 and put into operation, receiving an enthusiastic market response. The project has become the most famous site for taking photos in Central China. Successively mentioned in special reports of national media like People's Daily, Xinhua News Agency, China Central Television, Xuexi Qianguo (xuexi.cn), the project has received favorable comments from all walks of life. In 2020, it was rated as an AAAA National Tourist Attraction.

In 2021, Zhengzhou was continuously hit by several waves of the COVID-19 epidemic and the "7.20" heavy rainstorm, forcing the movie town to close several times. Despite this unfavorable situation, the project remained popular, with the tourist visits reaching approximately 1.60 million and the operating revenue amounting to approximately RMB180 million. It gained a good market reputation and succeeded in both economic benefits and brand effects.

建業•華誼兄弟電影小鎮項目位於鄭州國際文化創意產業園，總用地規模約600畝，項目以電影場景為形、以歷史文化和城市記憶為魂，是集電影場景遊覽、電影文化展示、電影互動遊樂、民俗和非遺體驗、大型系列演出、特色餐飲、主題客棧等於一體的電影文化體驗地。

佔地163.2畝的項目首期兩街區於2019年9月21日盛大首映，投入運營，市場反響強烈。項目成長為中原地區首屈一指的網紅打卡聖地，先後受到《人民日報》、新華社、中央電視台、「學習強國」等中央媒體多次專題報導，社會各界給予多方好評。2020年獲評國家AAAA級旅遊景區。

2021年鄭州連續遭受多輪新冠疫情及「7•20」特大暴雨災害衝擊，電影小鎮被迫多次閉園。在此不利情況下，項目熱度依然不減，全年接待遊客約160萬人次，實現營業收入約人民幣1.8億元，贏得良好的市場口碑，實現經濟效益與品牌效益雙豐收。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

Unique Henan Land of Dramas is a large-scale acting and performance project co-developed with Wang Chaoge (王潮歌), a famous director of real scenery performance. With 21 theatres, the project boasts the largest theater cluster in China. The project is located in International Cultural and Creative Industrial Park in Zhengzhou with a total site area of approximately 622 Chinese-mu and is also one of the Type-A Key Construction Projects in Henan Province. Inspired by the long-standing and rich history and culture of Henan with innovated forms of performance, the project aims to reveal the rich Central China culture and the glorious Chinese culture through the combination of several dramas with outdoor scenes as well as functional spaces by making use of its unique architectural space, helping people understand the history and culture in a multi-sensory approach. The project is of great significance for highlighting the characteristics, reshaping the style, manifesting the spirit and contributing to cultural confidence of Henan. In its 21 theaters of the project, more than 30 plays have been presented by nearly 1,000 performers. The theaters in the park have a total capacity of 10,000 people, including three main theaters, which have a capacity of nearly 5,000 people. The total duration of a single show of all plays is nearly 700 minutes and the total number of performances in a single day during the peak season is nearly 200, with a total duration of nearly 5,000 minutes.

After four years of construction, Unique Henan Land of Dramas held a grand opening ceremony on 5 June 2021, the day of Chinese lunar Grain in Ear. This attracted attention nationwide. More than 2,000 entrepreneurs, cultural celebrities, partners of Central China and media guests from all over the country witnessed the premiere.

《只有河南·戲劇幻城》項目是本公司與中國著名實景演藝導演王潮歌共同打造的大型主題演藝項目，擁有21個劇場，是目前中國最大的戲劇聚落群。項目位於鄭州國際文化創意產業園，佔地面積約622畝，是河南省A類重點建設項目。《只有河南·戲劇幻城》以河南厚重的歷史文化為素材，以創新的演藝手法為形式，以獨特的建築空間為載體，通過數個戲劇單元與室外情景空間及功能空間，讓人們「看到、聽到、聞到、觸到、嘗到」厚重的中原文化與燦爛的華夏文明。項目對於展現河南特色、重塑河南風格、彰顯河南氣派，形成河南文化自信具有重要的意義。項目21個劇場內，有近千名演職人員上演30多個劇碼。園區所有劇場可同時容納一萬名觀眾，其中三大主劇場可同時容納觀眾近5,000人。所有劇碼單次演出總時長近700分鐘，旺季單日演出總場次可達近200場、總時長近5,000分鐘。

歷經四年打造，2021年6月5日中國農曆芒種當日，《只有河南·戲劇幻城》舉辦盛大的開城首演。來自全國各地的2000餘位企業家、文化名人、建業集團合作方夥伴、媒體嘉賓等共同見證了本次首演，引發全國關注。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

After the project was officially opened for operation on 6 June, it went viral in the market with a good reputation and tourist visits increased steadily. The park was forced to close several times due to the impact of multiple waves of the COVID-19 epidemic in Zhengzhou and the “7.20” heavy rainstorm disaster and it only operated for 140 days in 2021, but with the strong appeal of the project, the number of visitors reached more than 500,000, the number of theatergoers exceeded 3,000,000, and the operating revenue amounted to approximately RMB100 million.

Located at Kaifeng City (used to be an Ancient Capital of Eight Dynasties), Henan Province, Kaifeng Qishengjiao project is a culture, tourism and leisure street which imitates the style of Song Dynasty, featuring shopping, unique cuisine, guest houses, entertainment, leisure, and cultural experience. With rich tourism resources nearby, the project enjoys obvious advantages. Adjacent to the 2-km-long Yuhe River constructed with our investment, the project has highlighted the characteristics of a northern waterside city and has successfully connected tourism resources. Since its opening in 2014, Qishengjiao has attracted attention from all walks of life, becoming a new spot popular with tourists. The project is facing adjustment and exploration to keep with the increasingly mature tourist market. The project is currently speeding up to upgrade. In October 2020, the project completed the rejuvenation and upgrading. Through the collection of 17 designer concept stores, the original Baogong culture IP, the container Internet-famous site, the rail steam train, the ice and snow world theme park and other highlights, as well as the new building light show, graffiti show and other light cultural travel performing arts products, it realised the combination of youth, trend and classicality, and created a new image of the commercial street combining “art + trend + culture + architecture + space + creativity + aesthetics”.

項目6月6日正式開城運營後市場熱度與口碑迅速發酵，客流穩定上升，客單價趨於穩定。雖然受鄭州多輪新冠疫情及「7•20」特大暴雨災害衝擊被迫多次閉園，2021年全年僅營業140日，但憑藉項目強大的產品號召力，全年完成接待遊客超50萬人次，觀劇人次突破300萬，實現營業收入約人民幣1億元。

開封七盛角項目位於「八朝古都」河南省開封市，是一個集時尚購物、特色餐飲、民宿客棧、娛樂休閒、文化體驗為一體的全仿宋建築文化旅遊休閒體驗街區。項目優勢顯著，周邊旅遊資源豐富，緊鄰我公司投資建設的長達兩公里的禦河，凸顯「北方水城」特色，巧妙串接旅遊資源。七盛角自2014年開街以來，吸引了社會各界的多方關注，成為城市的旅遊新名片。針對不斷成熟的旅遊市場，項目在實踐中不斷調整和摸索，目前正在加快進行升級改造。2020年10月項目完成煥新升級，通過17家設計師概念店集合、獨創的包公文化IP、集裝箱網紅打卡地、軌道蒸汽小火車、冰雪世界主題樂園等亮點，點綴新型樓體燈光秀、塗鴉秀等輕文藝旅演藝產品，實現年輕、潮流與古典的結合，打造了「藝術+潮流+文化+建築+空間+創意+美學」的商業街區全新形象。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### 4. Green House

CCRE's green houses are main body of the establishment and operation of CCRE's modern agricultural projects. As at the end of the reporting period, the Company had four green houses completed and in operation, namely Yanling Jianye Green House, Hebi Jianye Green House, Yichuan Jianye Green House and Zhoukou Jianye Green House; One green house was under-development, namely Nanyang Jianye Green House.

##### *Yanling Jianye Green House*

Yanling Jianye Green House is located in Yanling County, Xuchang City, less than 100 km from Zhengzhou City, with a site area of over 5,000 Chinese-mu. The project is equipped with intelligent gutter-connected greenhouse, multi-functional exhibition hall, technology research center and culture room for cut flowers as well as 3,000 Chinese-mu eco-tree seedlings, endeavouring to build a modern agricultural countryside complex zone concerning six highlights of "efficient agriculture, agritourism, cultural creativity agriculture, demonstration and experience agriculture, science popularisation agriculture, and healthcare and well-being improvement agriculture".

The number of visitors of Yanling Jianye Green House in 2021 was nearly 0.8 million, including provincial and city level officials, local and foreign experts in relevant fields, scholars, Jianye property owners and members of "Jianye Junlin Club".

In 2021, Yanling Jianye Green House was authorized 8 patents of utility models, completed the registration of 2 Henan Provincial Science and Technology Achievements, namely "Research on Soilless Cultivation Technology and Industrialization Application of Cut Flower Red Palm" and "Industrialization and Promotion of Phalaenopsis and Gerbera", and participated in the establishment of Henan Provincial Local Standard "Technical Regulations of Overwintering Cucumber Production in Daylight Greenhouse DB41T1352-2021". In December 2021, it successfully completed the acceptance of Henan Provincial Strategic Alliance for Technology Innovation in Facility Flower and Tree Industry, and the project has been publicized.

#### 4. 綠色基地

建業綠色基地是建業現代農業項目建設和運營的主體。截至報告期末，本公司已建成並運營綠色基地四座：鄆陵建業綠色基地、鶴壁建業綠色基地、周口建業綠色基地、伊川建業綠色基地；在建綠色基地一座：南陽建業綠色基地。

##### *鄆陵建業綠色基地*

鄆陵建業綠色基地位於許昌市鄆陵縣，距離鄭州市區不足100公里，佔地面積5,000多畝，項目主要建設有3,000畝優質綠化苗木、智慧連棟溫室、綜合展廳、科研中心、鮮切花組培室等，致力於打造集「設施高效農業、休閒觀光農業、文化創意農業、示範體驗農業、科普教育農業、健康養生農業」六位一體的田園綜合體項目。

鄆陵建業綠色基地2021年接待參訪人員近80萬人次，接待對象包括省市級領導及國內外相關領域專家、學者、建業業主、君鄰會會員等。

2021年，鄆陵建業綠色基地獲得授權8個實用新型專利，完成「切花紅掌無土栽培技術研究及產業化應用」、「蝴蝶蘭和非洲菊產業化推廣」2項河南省科技成果登記，參與河南省地方標準「日光溫室越冬茬黃瓜生產技術規程DB41T1352-2021」編製。2021年12月，順利完成河南省設施花木產業技術創新戰略聯盟驗收工作，項目已完成公示。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

In recent years, Yanling Jianye Green House successively won the honorary titles of national 4A tourist attraction, “Top 10 Scenery Spot in Xuchang City”, “Special Social Practical Education Base for Primary and Secondary Schools in Henan Province” and “Off-campus Practical Education Base for Local Undergraduate in Henan Province”. Yanling Jianye Green House met the Requirements of Integration of Informatization and Industrialization Management Systems (GB/T23001- 2017) and passed the certification on 30 November 2020, thus obtaining the Certificate of Integration of Informatization and Industrialization Management System. In July 2021, “Flaming Lily – Tropical Night” of Yanling Jianye Green House won the Gold Award in the Exhibits Category (Cut Flowers) of the 10th China Flower Expo. The abovementioned achievements and honours represent the recognition of the government and all sectors of society for the role of the Company in effective promotion of local industrial upgrading, farmers’ prosperity and rural revitalisation.

### *Hebi Jianye Green House*

Hebi Jianye Green House is located at the urban-rural integration demonstration zone in Hebi City with a total site area of approximately 4,450 Chinese-mu. It is a countryside complex zone covering modern agriculture, leisure and tourism, and rural community. In 2021, the number of visitors reached 840,000. At present, Hebi Jianye Green House is equipped with six functional areas, namely, welcome area, folk culture experience area, efficient agriculture tourist area, farming culture experience area, waterside ecological sightseeing area, and farming, forestry and breed demonstration area, of which, 60,000 sq.m. of 13 intelligent gutter-connected greenhouses, 20,000 sq.m. of Qishui Biyu Lake, colourful flower field and wedding lawn, 150 Chinese-mu of eastern flower area, as well as 4,000 Chinese-mu of ecological conservancy belt and picking garden have been open to the public. Hebi Jianye Foodcourt has also been put into use. The project also cooperated with Chenzhai Flower Group, a China “Top 3 Enterprises” in the floral industry and introduced professional service team of Chenzhai Flower Group, with a view to building a flower trading center in North Henan Province.

近年來鄆陵建業綠色基地先後榮獲國家4A級旅遊景區、「許昌市十佳景區」、「河南省中小學專項性社會實踐教育基地」、「河南省本科高校大學生校外實踐教育基地」等榮譽稱號。鄆陵建業綠色基地順利通過國家工業和資訊化部《資訊化和工業化融合管理體系要求》(GB/T23001-2017)體系認證，獲得「兩化融合管理體系評定證書」。2021年7月，鄆陵建業綠色基地「紅掌切花—熱帶之夜」榮獲第十屆中國花卉博覽會展品類（切花）金獎。以上所取得的成績和榮譽是政府、社會各界對建業現代農業有效帶動當地產業升級、農民致富、鄉村振興作用的肯定。

### *鶴壁建業綠色基地*

鶴壁建業綠色基地位於鶴壁市城鄉一體化示範區，佔地面積約4,450畝，是一家集現代農業、休閒旅遊、田園社區於一體的田園綜合體。2021年，接待遊客量84萬人次，目前基地已建成六大功能區，即迎賓形象區、民俗文化體驗區、現代設施高效農業生產觀光區、農耕文化體驗區、濱水生態遊覽區和農林種養殖生產示範區，其中包括：佔地6萬平方米的13棟智能連棟溫室，2萬平方米的淇水碧玉湖、五彩花田及婚禮大草坪，150畝東部花海景觀區，4,000畝生態林涵養帶及採摘園等文旅項目均已向社會開放，鶴壁建業大食堂也投入使用，同時與全國花卉「三強企業」陳砦花卉集團強強聯合，引入陳砦花卉專業服務團隊，致力於打造豫北花卉交易中心。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

After six years of collaborative and innovative development, Hebi Jianye Green House successively won the following honorary titles: the “Agricultural Parks of the PRC” by Ministry of Agriculture and Rural Affairs, “Henan Rural Migrant Workers Returning Home Entrepreneurship Demonstration Park” by the People’s Government of Henan Province, “Provincial Key Leading Enterprise of Agricultural Industrialisation of Henan Province” by Henan Agricultural and Rural Affairs Department, “Leisure and Sightseeing Park of Henan Province” by Henan Cultural Tourism Department, “Hebi Agricultural Science and Technology Park” by Hebi Municipal Science and Technology Bureau, “Provincial Key Leading Enterprise of Forestry Industrialisation of Henan Province” by Henan Provincial Department of Forestry, and “Special Social Practical Education Base for Primary and Secondary Schools in Henan Province” by the Education Department of Henan Province. In the meantime, Hebi Jianye Green House took the lead to set up Henan Leisure Agriculture Industrialisation Union; the House proactively participated in poverty alleviation, directly or indirectly offered over 6,000 jobs for local farmers, provided more than 1,500 agricultural science education sessions for rural migrant workers as well as middle and primary school students. Thus, the Company was awarded the titles of Municipal Creditworthy SMEs and “Advanced Unit” with outstanding contributions. Based on the Facilities Horticulture Intensive Cultivation Engineering and Technology Research Center of Hebi City, together with Henan University, and Xinyang Agriculture and Forestry University, Hebi Jianye Green House built a platform for production, education and research cooperation to provide support for the Company to repeatedly update its technology. Recently, “Jianye Green House Qihe Ecological Conservancy Belt Project” was listed as a national comprehensive pilot project of energy conservation and emission reduction, and obtained four utility model patent certificates. “Jianye Green House Agricultural Complex Project” was listed as a key construction project of Henan Province for three consecutive years. In April 2021, Hebi Jianye Green House was selected by the Ministry of Agriculture and Rural Affairs of the People’s Republic of China as one of the “2021 China Beautiful Villages Leisure Tourism Line (Spring) Recommended Fine Scenic Spot Routes”; in September, it was appraised as the “Henan Province Rural Tourism Creativity Demonstration Site”.

經過六年來的協同創新發展，鶴壁建業綠色基地先後獲得以下榮譽稱號：被中國農業農村部評為「中國農業公園」，被河南省人民政府評為「河南省農民工返鄉創業示範園區」，被河南省農業農村廳評定為「河南省農業產業化省重點龍頭企業」，被河南省文化和旅游廳評定為「河南省休閒觀光園區」，被鶴壁市科技局評為「鶴壁市農業科技園區」，被河南省林業局評為「河南省林業產業化龍頭企業」，被河南省教育廳評為「河南省中小學社會實踐教育基地」，同時牽頭組建了「河南省休閒農業產業化聯合體」；基地積極助力脫貧攻堅戰，為本地區直接、間接農民提供就業崗位6,000多個，為返鄉農民工、中小學生提供農業科普教育1,500多場，被授予市守信中小企業、突出貢獻「先進單位」。鶴壁建業綠色基地依託鶴壁市設施園藝集約化栽培工程技術研究中心，與河南大學、信陽農林學院等院校搭建產學研合作平台，支撐企業技術不斷更新，其中「建業綠色基地淇河生態涵養帶項目」被列為國家節能減排綜合試點項目。目前，基地已獲得4項實用新型專利證書，「鶴壁建業綠色基地農業綜合體項目」曾連續三年被列為河南省重點建設項目。2021年4月，鶴壁建業綠色基地入選中華人民共和國農業農村部「2021中國美麗鄉村休閒旅遊行(春季)精品景點線路推介」；9月，被評為「河南省鄉村旅遊創客示範基地」。



## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Yichuan Jianye Green House*

Yichuan Jianye Green House is located at North of Zhangyao Village, Jiangzuo Town, Yichuan County, Luoyang City, with approximately 6,725 Chinese-mu and total investment amount of approximately RMB2 billion. The overall positioning strategy of the project is a countryside complex concerning six highlights of “modern agriculture, ecological leisure, cultural creativity, experience center, science popularisation and healthcare”, with maintaining sustainable development for protecting ecological environment as its basis and with development strategy focusing on “agricultural + cultural tourism + healthy”, and with local characteristics of “demonstration zone of modern agricultural complex + ecological culture protection + picturesque village + Jianye foodcourt”.

In 2021, Yichuan Jianye Green House recorded more than 300,000 visitors. In January 2021, Yichuan Jianye Green House was awarded as “Social Practice Education Base of Primary and Secondary Schools in Luoyang”; in September, it was selected as “List of Key Construction Projects in Henan Province” by Development and Reform Commission of Henan Province.

Construction progress as at the end of the reporting period: 1) the park’s overall planning and design as well as construction of infrastructures including roads and pipe network in the park had been completed; 2) the park gate and the dam had been completed; 3) core tourism area and children’s playground had been completed and park lighting and atmosphere building project had also been completed; 4) domestic leading double-storey intelligent gutter-connected greenhouse of 11,000 sq.m., flower forcing caves of 510 sq.m. and equipment installation, the plant factory and sightseeing cave of 630 sq.m., and the lakeside properties of 1,400 sq.m. had been completed; 5) folk culture experience cave of 500 sq.m. had been completed; and 6) the forest form transformation (Phase I) had been completed, and a total of approximately 56,000 ornamental seedlings including ginkgo, sakura and flowering peach were planted, contributing a green area of approximately 330,000 sq.m..

### *伊川建業綠色基地*

伊川建業綠色基地位於洛陽市伊川縣江左鎮張瑤村北部，佔地面積約6,725畝，總投資約人民幣20億元。項目總體定位是，以保護生態環境可持續發展為基礎，以「農業+文旅+康養」為發展定位，以具有地方特色的「現代農業綜合示範區+生態文化保護+美麗鄉村+建業大食堂」為發展載體，著力打造「現代農業、生態休閒、文化創意、示範體驗、科普教育、健康養生」六位一體的田園綜合體。

2021年，伊川建業綠色基地接待遊客量30餘萬人次。2021年1月，伊川建業綠色基地獲評「洛陽市中小學社會實踐教育基地」；9月，入選河南省發展和改革委員會「河南省重點建設項目名單」。

截止報告期末的建設進度：1)園區總體規劃設計、園區內道路管網等基礎配套設施建設已完成；2)園區大門已竣工，截流大壩已竣工；3)園區核心景觀區及兒童遊樂場已建設完成，園區亮化及氛圍營造工程已安裝完成；4)1.1萬平方米國內領先兩層智慧連棟溫室已竣工，510平方米催花窖洞及設備安裝均已竣工，630平方米植物工廠及參觀窖洞已竣工，1,400平方米臨湖雅集已竣工；5)500平方米窖洞民俗體驗已竣工；及6)一期林相改造已完成，種植銀杏、櫻花、碧桃等觀賞苗木種植共計約5.6萬株，綠化面積約33萬平方米。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

Projects in operation as at the end of the reporting period: Hilly Intelligent Greenhouse, Tourist Service Center, Yaji Lakeside Restaurant, Hiking Trail, Cave Homestay, Staff Restaurant, Parent-Child Lawn, Cute Pet Paradise, Outdoor Barbecue, Kitchen Fair, Starry Sky•RV Camp, Sky Glass Bridge, Sky Bikes, Mountain Cross-country, Children's Playground, Tent Camp, Outdoor Development Area, Specialty Product Fair, Under-forestry Planting and Feeding, Chinese Herbal Medicine Planting and supporting infrastructure, etc.

#### *Zhoukou Jianye Green House*

Zhoukou Jianye Green House is located on the banks of the old canal in the urban-rural integration demonstration zone in Xuwan Village, Xuwan Township, Zhoukou City with a site area of more than 5,000 Chinese-mu and a planned total investment of RMB5 billion. The project covers modern ecoagriculture, old canal reconstruction and urban wetland restoration, leisure experience, cultural tourism, health and elderly care, etc. and integrates high-end flower, fruit and vegetable production, fine seedling and flower cultivation, culture mining of old canal century-old shipping ferry, experience of special diet in Central Plains, urban wetland and riverside landscape belt along the old canal, folk wedding celebration photography base, etc. with a view to forming an urban countryside complex with an international leading and domestic first-class modern agricultural industry chain integrating "research and development, production, demonstration and experience". Relying on the construction of the timehonored old canal, the House aims at resuming the prosperity of the old canal as the artery of water transport in the Ming and Qing Dynasties, so that tourists can experience the profound history and culture of the ancient Zhoukou there, reminding their memories for the canal, filling the market gaps in tourism, vacation and recreation in Zhoukou and meeting the recreational tourism demands of residents during weekends and nighttime.

截止報告期末的營業項目有：山地智慧溫室、遊客服務中心、雅集濱水餐廳、登山步道、窑洞民宿、員工餐廳、親子草坪、萌寵樂園、戶外燒烤、巧廚市集、星空裡·房車營地、懸空玻璃吊橋、空中自行車、山地越野、兒童遊樂場、帳篷營地、運動拓展區、山饗市集、林下種養、中草藥種植以及配套基礎設施等。

#### *周口建業綠色基地*

周口建業綠色基地位於周口市城鄉一體化示範區許灣鄉徐灣村老運河兩岸，規劃佔地面積5,000餘畝，計劃總投資人民幣50億元。項目包含現代生態農業、老運河改造與城市濕地修復、休閒體驗、文化旅遊、養生養老等板塊內容，集高端花卉果蔬生產、精品苗木花卉培育、百年航運渡口文化挖掘、中原特色飲食體驗、老運河沿岸城市濕地濱河景觀帶、民俗婚禮慶典攝影基地等於一體，致力於形成國際領先、國內一流的現代農業全產業鏈的「研發、生產、示範、體驗」為一體的都市田園綜合體。周口建業綠色基地依託周口歷史濃厚的老運河打造，目的是復原老運河明清時期作為漕運要道的商埠繁榮景象，在此可體驗到古周口時期濃厚的歷史文化，喚醒人們心底有關運河的記憶。填補周口旅遊度假休閒的市場空白，滿足市民週末及晚間的休閒娛樂需求。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

Projects completed and put into operation as at the end of the reporting period: 1) the office and accommodation area of 6,000 sq.m.; 2) the intelligent gutter-connected greenhouse of 36,000 sq.m.; 3) the core landscape demonstration area of 200,000 sq.m.; 4) the Tongle Valley ParentChild Paradise of 20,000 sq.m.; 5) the experience agriculture demonstration park of 60 Chinese-mu; 6) Jianye foodcourt of 5,200 sq.m.; 7) modern and technical agriculture exhibition hall of 5,000 sq.m.; 8) comprehensive service center of 7,500 sq.m.; 9) planting area of seedlings, fruit trees and lawns has achieved over 3,000 Chinese-mu; 10) 50,000 sq. m. Swan Island Wetland Park and Colorful Beach have been completed and opened to the public; 11) 20,000 sq. m. Riverfront Park has been completed; and 12) land for supporting residential construction has been acquired and construction has begun..

In 2021, Zhoukou Jianye Green House received more than 1,000,000 tourists, including provincial and municipal leaders, experts and scholars in relevant fields at home and abroad, and established long-term and stable cooperative relations with various sports associations, wedding associations, expansion training institutions, research and education institutions. In March 2021, Zhoukou Jianye Green House was rated as the "Special Social Practice Education Base for Primary and Secondary Schools in Zhoukou City". In November, it was awarded "Henan Province Agricultural Science and Technology Demonstration Park", "Zhoukou City Science Propagation Base", "Zhoukou City Urban-Rural Integration Demonstration Zone Convergence to Promote Rural Revitalization Construction Project" and "Zhoukou City Agricultural Science Institute Science and Technology Innovation Demonstration Base".

截止報告期末已建成開放使用：1)辦公住宿區6,000平方米；2)智慧連棟溫室3.6萬平方米；3)核心景觀示範區20萬平方米；4)2萬平方米童樂穀親子樂園；5)60畝體驗農業示範園；6)建業大食堂5,200平方米；7)現代科技農業展覽館5,000平方米；8)綜合服務中心7,500平方米；9)苗木、果樹、草坪等種植完成3,000餘畝；10)5萬平方米天鵝島濕地公園及五彩沙灘建設完成並對外開放；11)2萬平方米濱河公園已建設完成；及12)配套住宅建設用地已獲取並開工建設。

周口建業綠色基地2021年接待遊客超過100萬人次，接待物件包括省市級領導及國內外相關領域專家、學者等，並且同各類體育運動協會、婚慶協會、拓展訓練機構、研學教育機構等建立了長期穩定的合作關係。2021年3月，獲評「周口市中小學專項性社會實踐教育基地」，4月獲評「周口報業小記者研學實踐教育基地」，11月獲評「河南省農業科技示範園」、「周口市科普傳播基地」、「周口市城鄉一體化示範區銜接推進鄉村振興建設項目」、「周口市農業科學院科技創新示範基地」等多項榮譽。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### *Nanyang Jianye Green House*

Nanyang Jianye Green House is located at the north of Wolong District, Nanyang City, leaning on Dushan Mountain to the west and facing Yong River to the east, about 1.8 kilometers away from the direct line of Baihe River. The project is located in a superior transportation area, with Shangnan Expressway to the north, Provincial Road 234 to the west and Kongming North Road to the east. With a total area of about 4,800 Chinese-mu and a planned investment of RMB2 billion, it is the fifth idyllic complex project of Jianye Group. The project combines the characteristic culture of Nanyang, with the China rose, mugwort and unique jade industry as the support, forming a new mode of "agriculture – travel – production" closed-loop development, and is committed to creating an agricultural field complex project integrating agricultural demonstration, village revitalization, ecological leisure, suburban tourism, health and wellness, cultural entertainment, etc. After the completion of the project, it will directly and indirectly promote the employment of nearly 10,000 people, and develop into a special agricultural industrial park in southwest Henan, a demonstration area of rural revitalization in southwest Henan, and a research and experience base of Dushan jade culture in Nanyang, and strive to build a provincial or even national-level demonstration project of idyllic complex.

The construction of the project started on 29 September 2021. The core function space in the park is scheduled to open for business on 1 October 2022 and the construction is divided into two phases.

#### *南陽建業綠色基地*

南陽建業綠色基地項目位於南陽市臥龍區北側，西倚獨山東臨邕河，距離白河直線距離約1.8公里。項目交通區位優越，北臨商南高速，西鄰省道234，東臨孔明北路。總佔地面積約4,800畝，計劃總投資人民幣20億元，是建業集團第五個田園綜合體項目。該項目結合南陽特色文化，以月季、艾草、獨玉產業為支撐，形成「農—旅—產」閉環發展的新模式，致力於打造集農業示範、鄉村振興、生態休閒、近郊旅遊、健康養生、文化娛樂等為一體的農業田園綜合體項目。項目建成後將直接和間接帶動近萬人就業，發展成為豫西南特色農業產業園、豫西南鄉村振興示範區、南陽獨山玉文化研學體驗基地，力爭建設成為省級乃至國家級的田園綜合體示範項目。

項目於2021年9月29日開工建設，園區內核心功能空間計劃2022年10月1日迎來首次開園營業，整體建設共分為兩個階段。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

Phase I: Activation period (2021-2022): Pulling framework, creating environment and building platform.

The project will focus on building a technology demonstration area, and will quickly start the development of the park with the images of “intelligent agriculture center, Jianye Cafeteria, Dushan jade culture study base, rural revitalization lecture hall, emerging vocational farmer training center, 5C grade RV camping site, etc.” to build the confidence of enterprises to invest. By introducing the mature IP of the Jianye, the project of “Smart Agriculture Center/Construction Industry Cafeteria” can quickly attract people. Preliminary land preparation work in the park to be completed, and the construction of roads and infrastructure around the core area to be improved.

Phase II: Mature stage (2023-2025): Excellent supporting facilities, fine living and strong services.

The project will gradually develop the medical and health zone and intelligent agriculture zone; basically settle the construction of roads and infrastructures in the park area and refine the overall spatial landscape appearance. Guihua Village and Da Chenzhuang Village Revitalization Demonstration Area will be developed. And further optimization, implantation of highly creative agricultural experience tourism projects and supporting facilities, establishment of the park’s creative image, attracting popularity, and becoming a highly well-known domestic destination for special rural tourism.

一期：啟動期（2021-2022年）：拉框架、營環境、築平台。

重點打造科技示範區，以「智慧農業中心、建業大食堂、獨山玉文化研學基地、鄉村振興大講堂、新興職業農民培訓中心、5C級房車露營地等」的形象快速啟動園區發展，樹立企業投資信心。導入建業成熟IP，以「智慧農業中心／建業大食堂」的項目，快速吸引人氣。初步完成園區內土地整理工作，完善核心區的周邊道路及基礎設施建設。

二期：成熟期（2023-2025年）：優配套、精生活、強服務。

逐步開發醫藥養生區、智慧農業區；基本解決園區範圍內道路及基礎設施建設，完善整體空間景觀形象。開發建設桂花村、大陳莊鄉村振興示範區。進一步優化，植入高創意性的農業體驗旅遊項目以及配套，建立園區創意形象，吸引人氣，成為國內知名度較高的特色鄉村旅遊目的地。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### 5. Light Asset

The Company originally established a subsidiary, CCMGT, in charge of managing of light-asset business. Pursuant to the strategic planning of the Group, the Company successfully spin off CCMGT and CCMGT was listed separately on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 31 May 2021. CCMGT is principally engaging in business of commercial project management, which aims to be a comprehensive project management service provider and resolute as ever in its core value of "Taking Root in Central China and Contributing to Society" and its mission of "Providing quality living standards for the people in the Great Central China".

With our well-designed architectural works and intimate services, we introduce the public to experience a new way of life. Leveraging on the recognition of "Jianye" brand in the target market, its strong management capability, mature product and service system, comprehensive resource arrangement and integration capabilities, we conduct brand output, management output and resource output. CCMGT devotes itself to consolidating regional resources, and developing a project management service platform to establish a complementary advantages, win-win cooperation, open and dynamic enterprise ecosystem and enhance its comprehensive competitiveness and ability of creating value. It deems it as its duty to facilitate urbanisation construction in the Great Central China region and improve living environment in the region to help the Group go out of Henan, go to the Great Central China and serve it. Under the guidance of the strategy of the Great Central China, while maintaining its absolute leading position in the market of Henan province, CCMGT will continue to enhance its core competitiveness, be bold in expanding and actively expand its business scale. It will also continue to expand its business outside Henan province, improve its market share in the China project management market and facilitate it to become a leading player in China project management market from an advanced project management company.

#### 5. 輕資產

本公司原下設子公司中原建業負責輕資產代建管理服務。根據本集團的戰略部署，本公司成功分拆中原建業並於2021年5月31日在香港聯合交易所有限公司（「聯交所」）主板獨立上市。中原建業目前主要業務模式為商業代建，定位為全面房地產代建服務供應商，秉承「根植中原，造福百姓」的核心價值觀，以「讓中原人民都過上美好生活」為企業使命。

通過精心雕琢的建築作品和至善至美的貼心服務引領市民體驗新的生活方式。依託建業品牌在目標市場的認可度，以及自身優秀的管理能力、成熟的產品體系和服務體系，全方位的資源佈局和整合能力，進行品牌輸出、管理輸出和資源輸出；致力於整合區域內資源，打造共創、共用、共贏的綜合型房地產代建平台，建立優勢互補、合作共贏、開放成長的企業生態圈，全面提升企業綜合競爭能力和價值創造能力；以推動大中原城鎮化建設，提升大中原區域人居生活環境為己任，助力本集團走出河南，走向大中原，服務大中原。在大中原戰略的指導下，中原建業在穩固省內市場絕對領先地位的同時，持續提升核心競爭力、勇於拓展、積極進取不斷擴大省外業務規模、提高在全國代建市場的佔有率，推動公司由目前國內代建行業的領先企業成長為未來國內代建行業的領軍企業！

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

On 18 March 2021, Henan Zhongyuan Central China City Development Company Limited (a major subsidiary of CCMGT) was awarded the “2021 China Property Management Outstanding Enterprise” at the “2021 China Top 100 Property Company Research Conference”.

From 1 January to 30 May 2021 (prior to the spin-off for listing), CCMGT had 41 newly contracted projects with the GFA of 4.59 million sq.m., among which six were outside Henan province with the contracted GFA of 520,000 sq.m.. The contracted sales was RMB10,977 million. CCMGT is responsible for the establishing and optimising of the standardised management standards and agreements on an ongoing basis. By implementing the “refined management of the entire process” of projects, it can complement each other’s advantages, share risks and results with its partners.

Under the guidance of the Great Central China strategy, CCMGT insisted on consolidating the Henan market, continued developing the Great Central China market and moving towards the national market, thus promoting the Group’s strategy for both light and heavy asset business to a new level. The Company has operated in Henan, Shaanxi, Shanxi, Anhui, Hebei, Xinjiang and Hainan provinces and autonomous region. As of 30 May 2021 (prior to the spin-off for listing), CCMGT had 243 projects under management with a total GFA of 29.56 million sq.m.. Among them, there were 19 projects in the provinces out of Henan, with a total GFA of 1.85 million sq.m..

2021年3月18日，河南中原建業城市發展有限公司（中原建業的主要子公司）在「2021中國房地產百強企業研究成果發佈會」上榮獲「2021中國房地產代建運營優秀企業」。

由2021年1月1日至5月30日（分拆上市前），中原建業實現新簽約輕資產項目41個，新增合約建築面積459萬平方米，其中6個位於河南省以外的省份，新增合約建築面積為52萬平方米；合約銷售金額達人民幣109.77億元。中原建業負責持續制定、優化規範性管理標準和協定，完善人才培養計劃、合作夥伴選擇和評價機制以及產品服務品質監控機制，搭建資源整合和共享平台。通過對項目實施「全流程精細化」管理，實現與合作夥伴的優勢互補、風險共擔、成果共用。

中原建業在大中原戰略的指導下，堅持鞏固河南市場、深耕大中原市場、走向全國市場，推動本集團輕重並舉的戰略佈局邁向新台階。公司已進入河南、陝西、山西、安徽、河北、新疆、海南等省和自治區。截至2021年5月30日（分拆上市前），中原建業在管項目243個，在管面積2,956萬平方米。其中，省外在管項目19個，在管面積185萬平方米。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

CCMGT will continue to expand its business in the provinces out of Henan, innovate the working mechanism of national market development, and promote the steady development of light asset business. At the same time, it will continue to make innovation in products, operations and services, keep improving management system, build a stronger talent team, to greatly improve its comprehensive competitiveness and ability of creating values, continuously improve the profitability of light asset business and continue to provide better quality services to partners. Through its lean management, it will continue to provide the property owners in the Great Central China region with the first class products and services.

#### (III) Land Reserves

During the reporting period, the Group acquired land with a site area of approximately 2.894 million sq.m. through tendering, auction and listing, equity cooperation, etc. It had newly added land reserves with a GFA of approximately 8.091 million sq.m.. As of 31 December 2021, the Company had land reserves with a GFA of approximately 53.45 million sq.m., including attributable GFA of approximately 38.61 million sq.m.

##### 1. Land Tendering, Auction and Listing

On 17 June 2021, the Group acquired the land use right of a land parcel (No. WG2021-501) located at the intersection of Xinsan Road and Xin 22nd Street, Xinyang City in online tendering (listing) for sale process held by Natural Resources Online Trading System of Xinyang City for transfer of state-owned construction land use rights. The purchase price for the acquisition was RMB288 million. No. WG2021-501 land parcel has a site area of 30,008 sq.m. with a mandatory detailed planned plot ratio of 2.0.

##### 2. Equity Cooperation

As at 31 December 2021, the Group acquired an aggregate of 67 land parcels with a total site area of 2,864,170 sq.m. in Anyang City, Jiaozuo City, Xinxiang City, Jiyuan City, Zhoukou City, Shangqiu City, Zhengzhou City, Xinyang City, Luohe City, Zhumadian City, Luoyang City and Nanyang City by way of equity cooperation.

中原建業將繼續擴大省外業務規模，並創新全國化市場發展的工作機制，推動輕資產業務穩步發展。同時，堅持產品創新、運營創新和服務創新，不斷完善管理機制，強化人才隊伍，全面提升企業綜合競爭能力和價值創造能力，持續提升輕資產業務的盈利能力，持續為合作夥伴提供更為優質的服務；用更為精益化的管理，為大中原地區的業主持續提供一流的產品和服務。

#### (III) 土地儲備

報告期內，本集團通過招拍掛和股權合作等方式獲取土地約289.4萬平方米，新增儲備建築面積約809.1萬平方米。截至2021年12月31日，本公司擁有土地儲備建築面積約5,345萬平方米，其中權益建築面積約3,861萬平方米。

##### 1. 招拍掛土地

2021年6月17日，本集團在信陽市自然資源網上交易系統舉辦的國有建設用地使用權掛牌出讓活動中，以人民幣2.88億元成功競得位於信陽市新三路與新二十二街交叉口，編號WG2021-501號宗地土地使用權。WG2021-501號宗地面積30,008平方米，控制性詳細規劃容積率為2.0。

##### 2. 股權合作

截至2021年12月31日，本集團通過股權合作獲取位於安陽、焦作、新鄉、濟源、周口、商丘、鄭州、信陽、漯河、駐馬店、洛陽、南陽等地市土地合計67宗，土地總面積2,864,170平方米。



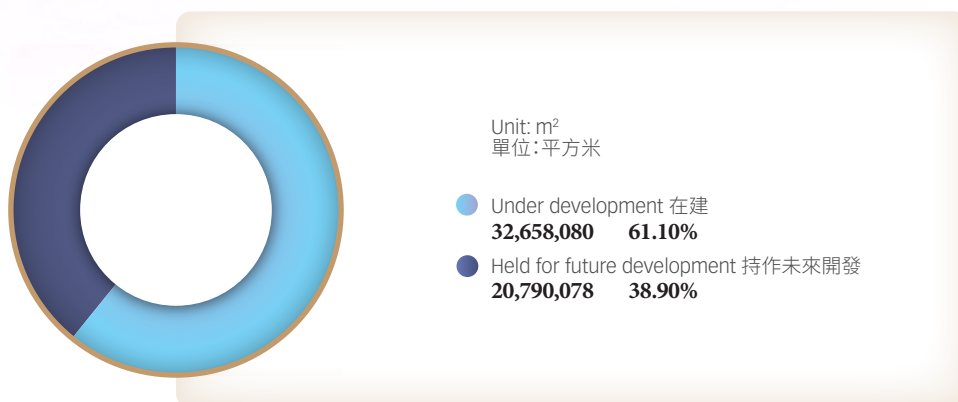
# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### 3. Distribution of Land Reserves

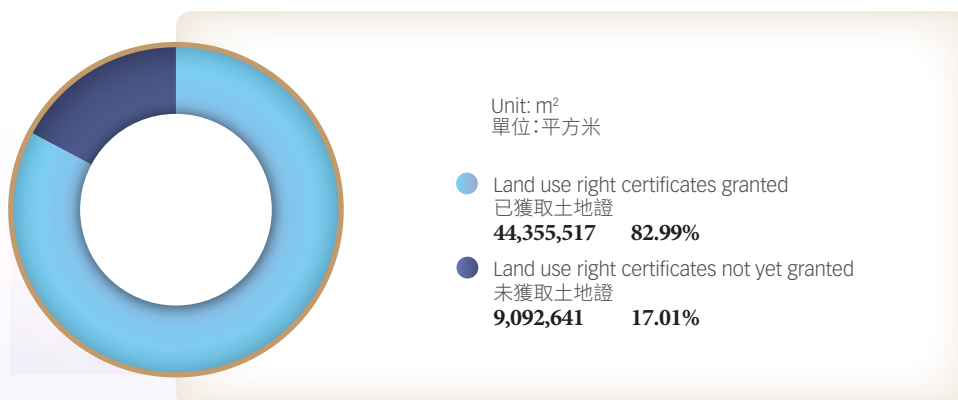
#### (1) Distribution of the Company's land reserves by development status

As at 31 December 2021, the distribution of the Company's land reserves by development status is set out in the table below:



#### (2) Distribution of the Company's land reserves by land use right certificates

As at 31 December 2021, the distribution of the Company's land reserves by land use right certificates is set out in the table below:



### 3. 土地儲備分佈

#### (1) 本公司土地儲備開發狀態分佈

截至2021年12月31日，本公司土地儲備開發狀態分佈如下表：

#### (2) 本公司土地儲備土地證辦理狀況分佈

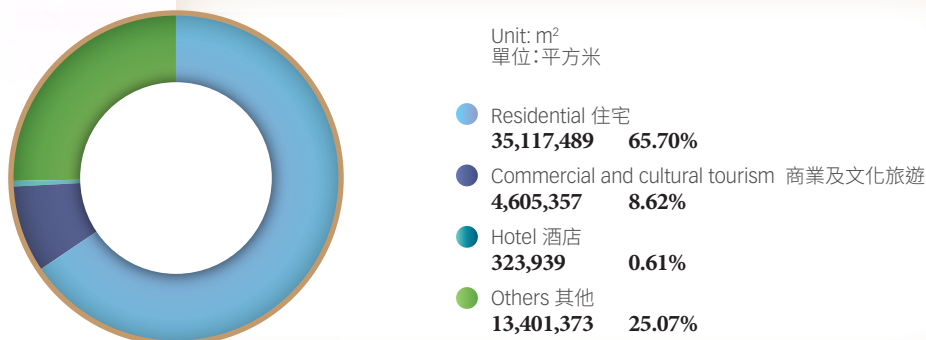
截至2021年12月31日，本公司土地儲備土地證辦理狀況見下表：

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### (3) Distribution of the Company's land reserves by property types

As at 31 December 2021, the distribution of the Company's land reserves by property types is set out in the table below:

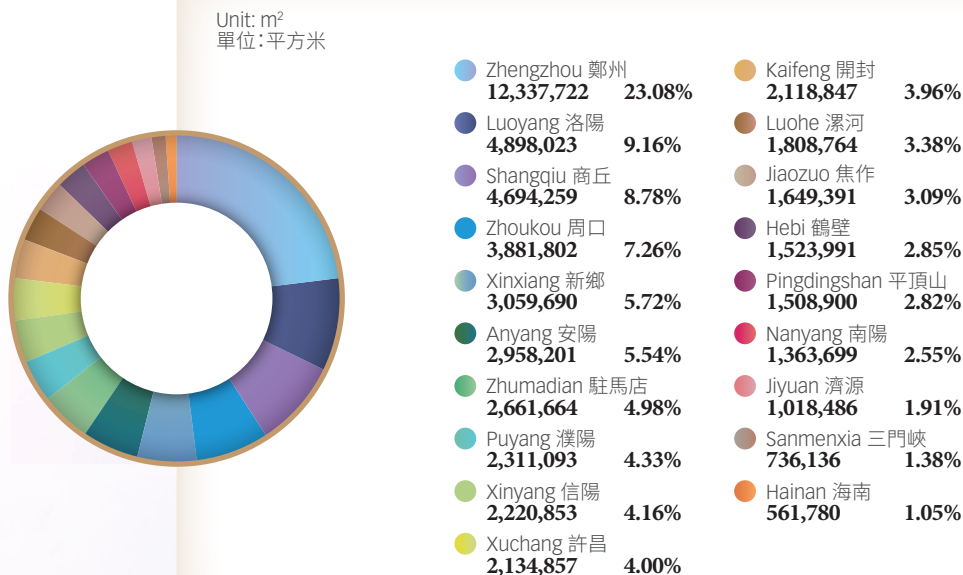


### (3) 本公司土地儲備按物業類型分佈

截至2021年12月31日，本公司土地儲備按照物業類型分佈見下表：

### (4) Distribution of the Company's land reserves by cities

As at 31 December 2021, the distribution of the Company's land reserves by cities is set out in the table below:



### (4) 本公司土地儲備按城市分佈

截至2021年12月31日，本公司各城市土地儲備見下表：

### (IV) Product Research and Development

The Company always adheres to the general principles of serialisation, standardisation and commercialisation for product development, and has progressively achieved large-scale commercialisation on a concrete foundation of serialization and standardisation which the Company had laid for years. The Company always keeps developing highly competitive new products with customers' experience as an essence and conducts research and development and construction design for product with the main notion of achieving "Green, Low-carbon, Energy-saving and Technology". In addition, the Company has launched the innovative Junlin Grand Courtyard which was customized for different needs.

#### 1. Product Development and Serialisation, Standardisation and Commercialisation

During the reporting period, the Company made greater efforts in new product innovation as well as research and development according to corporate strategy in addition to upgrading its existing products. It continued to refine and deepen the research of product serialisation and standardisation and conduct product innovation according to the market condition, with particular focus on changes in market demand and the new lifestyle of customers.

Through the research on the urbanization process, market trend and culture trend and considering the development characteristics of the Group, the Company has put forward the product concept of "creating products that best understand the people in Central China" and continuously promoted the research and development and implementation of the "2+3+X" product line. Based on its product line system, the Company constantly deepened and improved the serialization and standardization construction of architecture, landscape and decoration centering on product line and product adaptation. Meanwhile, the Company continuously refined the architectural design, and came out with products of living rooms with increased competitiveness through conducting research on customers' needs and by reference to changes in relevant design specifications in the industry.

### (IV) 產品研發

本公司長期堅持系列化、標準化、產業化的產品發展綱領，在多年產品系列標準化、系列化的堅實基礎上，逐步將規模產業化實施落地；始終以客戶體驗為產品發展核心，不斷研發具有市場競爭力的新產品，以「綠色、低碳、節能、科技」為產品發展理念開展產品研發和建築設計工作。同時，針對不同客戶的需求，創新性推出以定制化開發為基礎的君鄰大院產品。

#### 1. 產品研發與系列化、標準化、產業化

報告期內，本公司按照公司戰略部署，在現有產品升級的基礎上，加大新產品的創新與研發力度。持續深入系列化、標準化產品研究，根據市場狀況持續進行產品創新，重點關注市場需求變化和客戶新型生活方式。

本公司結合集團發展特點，通過對城市化進程、市場趨勢、文化趨勢的研究，提出「創造最懂中原人的產品」的產品理念，持續推進「2+3+X」的產品體系研發及實踐落地，並在此基礎上不斷深化完善以產品線及產品適配為中心的建築、景觀、裝飾全專業系列化、標準化建設。同時不斷細化建築設計，通過對市場客戶的需求調研結合行業相關設計規範變化，研發出競爭力更強的戶型產品。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

During the reporting period, the Company continued to carry out new product projects research and development and standardise iteration and upgrade, completed the innovation and research and development of “New Concept Apartment”, “8F Future Community” and “Innovative Façade”. Leveraged on the six new featured residential product lines, the Company continued to facilitate product line optimisation and iteration, which enhanced product competitiveness and brand premium, and helped the Group’s strategic transformation and land acquisition and investment in various .

The Company constantly optimised its “Platform for Product Standardisation, Design and Management” to regulate design and management procedures, compiling product data base and securing product quality by means of informatisation. Architectural design tools were constantly enriched by promoting the use of leading BIM technologies in the industry, and the accuracy of design was thus improved. Meanwhile, adhering to the development concept of “Green, Low-carbon, Energy-saving”, the Company incorporated the elements of green, health, technology and intelligence into product design to further show its meticulous care to customers.

Residential industrialization is conducive to improving the quality of residential projects, realizing energy conservation and emission reduction, and improving the living environment, which is an inevitable trend of residential construction and development. The Group actively promoted residential industrialization, applied prefabricated BIM technologies to Plum Garden (梅苑) in Beilong Lake Junlin Grand Courtyard Project, and helped with the implementation of prefabricated construction for the projects to secure product quality. During the reporting period, 6 residential industrialization design projects were completed with a prefabricated GFA of 460,000 sq.m., and the residential industrialization work was actively and steadily carried out.

報告期內，本公司持續進行新類型產品專題研發及標準化反覆運算升級，完成「新概念戶型」、「8F未來社區」、「創新建築立面」等創新研發工作，依託六條特色住宅產品線持續推進產品線優化及反覆運算工作，提升產品競爭力及品牌溢價，助力集團戰略轉型與各城市拿地投拓。

本公司持續優化提升「產品標準化及設計管理平台」，以資訊化手段規範設計管理流程，打造產品資料庫，保障產品落地品質；不斷豐富產品設計手段，推廣使用行業內先進的BIM技術，提升設計的準確性；同時，公司秉承「綠色、低碳、節能」的發展理念，將綠色、健康、科技、智慧元素融入產品設計，進一步體現產品對客戶的細緻關懷。

住宅產業化有利於提高住宅工程品質、實現節能減排、改善人居環境，是住宅建設發展的必然趨勢。本集團積極推進住宅產業化工作，在北龍湖君鄰大院梅苑項目中進行裝配式BIM技術應用，助力項目實現裝配式施工落地，保障產品品質。報告期內，完成住宅產業化設計項目6個，裝配式建築面積為46萬平方米，積極穩健的推行住宅產業化工作。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### 2. Customized Design

With the increasing demand for residential quality, the traditional product design model cannot fully satisfy the new demand of upgraded consumption.

Insisting on the core concept of “providing quality living standards for the people in Central China”, the Company launched the Junlin Grand Courtyard project based on customized design. The project took the customer needs as the starting point and achieved customization in ten aspects including the house type, building style, landscape design, supporting facilities, elevator configuration, decorative style, standard of house decoration, kitchenware, bathroom articles, and property services, so as to satisfy the needs of the people in the new era for better house, break the original development and design mode of property, and lead the residence product into the era of customization and personalization.

#### 3. Fully Decorated House

Completed fully decorated houses: By leveraging the integrated strength of the Group and following the concept of “being a new lifestyle service provider”, the Company completed the design or cooperative work of implementation for projects Bamboo Garden (竹苑) in Beilong Lake Junlin Grand Courtyard, Plum Garden (梅苑) in Beilong Lake Junlin Grand Courtyard, Xinyang Sky Mansion, and Zhengzhou Riverside House with a total design area of 366,000 sq.m..

New mode of fully decorated house: Zhengzhou Beilong Lake Junlin Grand Courtyard adopted the customized service mode, subverting the traditional batch factory production mode. It provided innovative, high-tech, and green personalized decoration services based on the personalized needs of the house owner, leading the customization fashion. Based on the comprehensive analysis and research on the characteristics of target customers and geographical features, the Company provided a variety of customized schemes from effect design, configuration standard to material selection. Customized decoration is a reform in decoration, bringing more comfortable, modern, and quality life for the owners.

#### 2. 定制化設計

隨著人們對居住品質的需求在不斷的提高，傳統產品設計模式無法完全滿足消費升級新需求。

本公司堅持「讓中原人民都過上好生活」核心理念，推出以定制化開發為基礎的君鄰大院產品。君鄰大院開發模式的核心理念是一切以客戶的需求為出發點，以戶型設計、建築風格、景觀設計、配套設施、電梯配置、裝飾風格、裝修標準、廚電部品、衛浴部品、物業服務十大定制內容為依託，以打造滿足新時代人民對美好生活需求的居住產品為目的，打破原有房地產開發設計模式，引領居住產品進入定制化、個性化時代。

#### 3. 成品房

成品房完成情況：成品房開發依託本集團的整合實力，秉承打造「新型生活方式服務商」的服務理念，完成北龍湖君鄰大院竹苑、北龍湖君鄰大院梅苑、信陽天築、鄭州河畔洋房等項目成品房的設計或落地配合工作，設計面積共計36.6萬平方米。

成品房創新模式：鄭州北龍湖君鄰大院項目定制化服務模式，顛覆傳統精裝房「工廠式」批量化模式，結合業主個性化需求打造創新、科技、綠色的一對一定制化精裝服務，引領精裝定制風潮。針對開發項目所面向的客群特點、地域特點等進行綜合分析、研發，從效果設計、配置標準到主材選擇均提供多種定制方案。定制精裝是一場關於裝修的變革，為業主帶來更舒適、更時尚、更人性的高品質生活。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Environmental Protection and Energy Conservation*

To facilitate the development of green architecture business and promote lowcarbon life culture, the Company has formulated the Green Architecture Measures of CCRE in accordance with the Evaluation Standards for Green Buildings and the Evaluation Standards for Green Buildings of Henan Province issued by the Ministry of Housing and Urban-Rural Development of PRC. The Company issued the Green Manifesto of CCRE in 2010 to better implement the national regulations and policies on energy conservation and environmental protection, to implement the relevant requirements of the energy-saving design standards for residential buildings in Henan Province, to enhance building energy efficiency, and to improve building energy-saving standards by gradually using power-saving LED lights, water-saving spray irrigation, rainwater collection system, air-source energy heat pump, geothermal heat pump and other tools and technologies, thereby comprehensively improving the effectiveness of environmental protection and energy conservation for our corporate property projects. In 2021, 62 projects of the Company with a total GFA of approximately 9,920,000 sq.m. have passed the National Green Building Certification.

### *環保節能*

為促進環保建築業務發展及提倡低碳生活文化，本公司依據中國住房和城鄉建設部頒佈的《綠色建築評價標準》和《河南省綠色建築評價標準》制定了《建業集團綠色建築實施方案》。本公司於2010年提出《建業綠色宣言》，更好地貫徹了國家有關節約能源和保護環境的法規和政策，落實了《河南省居住建築節能設計標準》的相關要求，提升建築能效，提高建築節能標準，逐步轉用省電的LED燈具、節水噴灌技術、雨水收集系統、空氣源熱泵和地源熱泵等工具及技術，借此全面提升企業住宅項目的環保節能效益。2021年建業地產符合綠色建築標準要求的專案62個，總建築面積約992萬平方米。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### *Waste and Emission Reduction*

The waste generated in the course of the Company's daily operation mainly includes construction waste, household trash and wastewater, and the emission of such waste always abides by national standards. For the disposal of waste, the Company always, pursuant to the requirements of relevant local authorities, conducts concentrated collection of construction and household waste and takes appropriate measures for recycling or disposal according to the waste category while household wastewater will undergo a precipitation process before discharged into municipal sewage network and the underground wastewater will be used for irrigation or be discharged into the municipal rainwater pipe network.

The Company fully understands that preventing waste from the source is essential for alleviating environmental pollution in the long run. To this end, the Company vigorously advances the industrialisation of property development and fully decorated houses in Henan Province by setting up exemplary construction sites in various projects concerning industrialisation of property development and fully decorated houses. The originally complex construction procedures are streamlined, changing the production processes by switching from distributive to concentrated interior design and centralizing the procurements and construction works performed, thereby reducing material consumption, waste emission, waste air and greenhouse gas emission and noise pollution, mitigating social total costs. Meanwhile, the Company has established an environmental impact assessment mechanism in accordance with state regulations to assess the environmental impacts regularly at all construction phases, and formulated the Emergency Response Measures to minimize the negative impact of construction projects on the surrounding environment. Next year, the Company will continue to step up its emission reduction initiatives and amend the waste management policy where needed in a bid to improve the effectiveness of waste reduction.

### *減廢減排*

本公司日常運營產生的廢料主要包括建築工程廢料、生活廢物及廢水，排放量一直符合國家標準。處置廢料方面，本公司依照地方政府主管部門要求，集中收集建築和生活廢料，再按廢物類別採取相應回收或棄置措施，而生活廢水經沉澱工序後排入市政污水管網，地下廢水則作灌溉用水或排入市政雨水管網。

本公司深明，長遠而言，若要舒緩環境污染問題，便須從源頭減廢著手，防範於未然。就此，本公司積極推進河南省住宅產業化和成品住宅的發展，在多個項目建設住宅產業化和成品房示範工程，將原來的分散式裝修轉變為集約化設計、集中採購、集中施工，並精簡在施工點進行的複雜工序。通過生產工藝的改變，從源頭降低材料損耗率、廢料排放量、廢氣及溫室氣體排放，同時減輕噪音污染，節約社會總成本。與此同時，本公司根據國家規定設立環境影響評估機制，並在施工各階段定期進行環評檢測，同時制定《突發事件應急預案管理辦法》，全力降低工程對周邊環境造成的負面影響。來年，本公司將會繼續擴大減排措施規模，並在有需要時修訂廢物管理政策，從而提高減廢成效。

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

### Product Responsibilities

Thanks to our rigorous product research and development and product safety supervision procedures, the Company's construction projects have reached the industry's highest standards in terms of applicability, safety and weight resistance. The Company has formulated its product research and development system and product management policy pursuant to state regulations and industry standards, providing detailed guidelines on product design, repair, maintenance, testing and inspection with a focus on planning and design, house configuration, product landing, material check and equipment testing in order to exercise all round supervision on the design, production and construction processes.

1. Design stage  
According to regulatory conditions, and taking into consideration of the market condition and its product lines, the Company designs projects in a scientific, reasonable and user-friendly way.
2. Approval stage  
Project materials are improved and submitted to meet all the requirements under the regulations and policies of relevant government authorities in relation to project construction.
3. Before Construction  
Construction drawings are reviewed by a professional third-party cooperative institution to ensure compliance with national and industry standards.
4. Material Examination  
Suppliers of building materials are carefully chosen, and their certification files are strictly examined and are subject to a review by a professional third party manufacturer.
5. During Construction  
An external consultant is engaged to closely monitor project construction and progress.

### 產品責任

本公司的建築產品在適用性、安全性及耐久性方面均達行業最高水平，全依賴於嚴謹的產品研發、產品安全監督程式。本公司根據國家規定和行業標準制定產品研發體系和產品管理政策，就產品設計、維修、保養、測試及檢驗制定詳細指引，從規劃設計、戶型設計、產品落地、物料核對和設備檢測方面著手，全面監督設計、生產和施工流程。

1. 設計階段  
根據控規條件，結合市場情況和公司產品線，進行科學、合理、人性化的方案設計。
2. 報批階段  
完善並提交項目資料以滿足政府相關部門對於項目建設的法規、政策等全方位要求。
3. 施工前夕  
施工圖交由協力廠商專業機構審閱，確保項目符合國家及行業標準。
4. 物料檢驗  
慎選建築物料供應商，嚴格查驗相關認證檔，並交由專業協力廠商複驗。
5. 施工期間  
委託外聘顧問機構密切監測項目施工流程及進度。



## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### 6. Project Acceptance

Before completion, relevant projects will be checked by and filed with relevant government authorities.

To meet the expectations and needs of our customers, the Company will contact relevant customers to conduct opinion survey, making sure that the product issues are completely solved. Meanwhile, the Company will also collect relevant cases to study and summarise, aiming to prevent similar issues from happening again and further improve the quality of our products and services.

#### 6. 項目驗收

項目竣工前，安排相關政府部門進行核對和備案。

為滿足客戶期望及需要，本公司會聯絡相關客戶進行意見調查，確保產品問題得以徹底解決。同時，公司也會收集相關案例進行案例學習、總結，規避典型問題的再次發生，不斷提升產品與服務品質。

### (V) Customer Service and Customer Relations

In 2021, Chairman Mr. Wu Po Sum proposed “the Great Central China strategy”, extending the radius of the business strategic base areas from 300 kilometers to 500 kilometers, going out of Henan to the Greater Central China, to serve the Greater Central China. In other words, the business coverage area will be expanded to give full play to the advantages of multi-industrial synergetic development in the Greater Central China area within a radius of 500 kilometers, with Zhengzhou as the center, so as to build a happy home for our customers and provide quality living standards for the people in the Greater Central China.

During the reporting period, in confronting the complex industry situation and external environment, the Company adhered to “customer-centric” and aimed at customer satisfaction, and continued to promote the normalization of “No delay in customer affairs” and built a solid risk prevention and control system, while the Company innovated work ideas to drive product and service iterative optimization in terms of improving delivery services, enhancing residential satisfaction and reducing customer complaints. In confronting the “7.20” rainstorm, we responded quickly by establishing a flood control emergency mechanism, formulating a flood control plan, and trying our best to manage the flood control safety of construction sites, delivered communities and sales departments; in confronting heavy rainstorm, epidemic, dust control and other difficulties, all employees of the Company worked together, overcame difficulties and

### (V) 客戶服務及客戶關係

2021年，胡葆森董事長提出「大中原戰略」，將企業戰略根據地的半徑從300公里延長至500公里，走出河南，走向大中原，服務大中原。即擴大業務覆蓋區域，在以鄭州為中心、半徑500公里的大中原區域，充分發揮多業態協同發展優勢，為中原人民打造幸福人居，讓中原人民都過上好生活。

報告期內，面對複雜的行業形勢及外部環境，公司堅持以「客戶為中心」，以客戶滿意為目標，持續推動「客不容緩」常態化，築牢風險防控體系，同時創新工作思路，從提升交付服務、提升居住滿意度、減少客戶投訴等方面驅動產品、服務反覆運算優化。面對「7.20」暴雨快速回應，公司第一時間建立防汛應急機制，制定防汛預案，全力做好在建工地、已交付社區、售樓部等的防汛安全管理；面對暴雨、疫情、揚塵管控等重重困難，公司全員上下一心、攻堅克難、日夜搶工，全力保障交付，部分項目實現提前交付及「交房即發證」，獲得業主讚譽；通過打造標準化交付流程「有一種幸福叫住建業」，發佈統一交付VI，強化品牌輸出，提升品牌形象，營造歸家儀式感；升級工地開放服務，

## Management Discussion and Analysis (Continued) 管理層討論與分析 (續)

worked day and night to ensure delivery, and some projects were delivered ahead of schedule and “certificate upon handover” (交房即發證), which was praised by the property owners; by creating a standardized delivery process “there is a happiness called living in Jianye properties” (有一種幸福叫住建業), releasing a unified delivery VI, strengthening brand output, enhancing the brand image and creating a sense of homecoming ritual; upgrading the site opening service by utilizing videos and live broadcast to promote transparency in building standards, material selections and working processes, allowing property owners to see their future homes without any travel and enhancing their confidence in the products of CCRE; further strengthening the fine management of risk control, and continuously improving the defect feedback mechanism, publishing the “Sales Stage Risk Control Case Study Collection” (《銷售階段風控案例集》) and the “Sky Mansion Series Product Defect Cases Study” (《天築系列產品缺陷案例》), and realizing the “soft landing” of complaints through the whole process risk management. The Company also innovated service forms, took the initiative to conduct the “Polish Action” (煥採行動), to continuously inspect the communities within 2-year warranty period, and continue to conduct Improvement and Enhancement campaign, in the old community for more than three years to comprehensively improve the community environment and living quality; organizing customer care activities such as Happiness Tours in Unique in Henan Drama Magic City or Jianye Huayi Brothers Movie Town, the “My Family Lives by the Yellow River” (我家住在黃河邊) acrobatic culture festival, and special flood/epidemic prevention and control activities, to create diversified life experiences and convey the temperature of CCRE’s happiness. The Group’s customer satisfaction rating has remained stable among the best enterprises in property satisfaction!

以視頻、直播的形式打造標準透明、材料透明、過程透明，讓業主足不出戶看見家，提升業主對建業的產品信心；進一步加強風控精細化管理，持續完善缺陷回饋機制，發佈《銷售階段風控案例集》及《天築系列產品缺陷案例》，通過全流程風險管理，實現投訴「軟著陸」。公司創新服務方式，針對交付兩年質保期內社區主動出擊開展「煥採行動」，持續開展三年以上老社區「琢玉行動」，全面改善社區環境與人居品質；組織只有河南／電影小鎮幸福遊、「我家住在黃河邊」雜技文化節、汛情／疫情專項防控等客戶關懷活動，打造多元生活體驗，傳遞建業式幸福溫度，有力地推動集團客戶滿意度持續穩定在地產滿意度優秀企業行列！

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### BUSINESS OUTLOOK

#### 1. The Macro-economic Landscape

Central government meetings in 2021 set the tone for China's economic work in 2022. The central government still adheres to the general tone of striving for stability, insists on the complete, accurate and comprehensive implementation of the new development concept, accelerates the construction of a new development pattern, comprehensively deepens reform and opening up, insists on innovation-driven development, and promotes high-quality development. It insists on supply-side structural reform as their main target. It will coordinate the work of epidemic prevention and control, economic and social development and development and security by carrying out the tasks of "six stability " and " six guarantees". It will continue to improve people's livelihood, focus on stabilizing the macro-economic situation, keep the economy running in a reasonable range, maintain social stability, and welcome the victory of the Party's 20th National Congress.

Looking ahead to 2022, the province's economic development opportunities and challenges coexist. Henan Province will adhere to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, fully implement the 19th Party Congress and the 19th Plenary Session and the spirit of the Central Economic Work Conference, implement the 11th Party Congress and the second plenary session of the 11th Provincial Party Committee and the Provincial Economic Work Conference. It insists on taking the lead in stability, seeking progress in stability, focusing on stabilizing the economy, anchoring the "two guarantees", grasping the implementation of key tasks around the implementation of the "ten strategies", maintaining a stable recovery and positive development of the economy, promoting the province's economic development, and welcoming the 20th Party Congress with excellent results.

### 業務展望

#### 1. 宏觀經濟方面

2021年中央各項會議給2022年的中國經濟工作定下基調，中央仍將堅持穩中求進工作總基調，完整、準確、全面貫徹新發展理念，加快構建新發展格局，全面深化改革開放，堅持創新驅動發展，推動高品質發展，堅持以供給側結構性改革為主線，統籌疫情防控和經濟社會發展，統籌發展和安全，繼續做好「六穩」、「六保」工作，持續改善民生，著力穩定宏觀經濟大盤，保持經濟運行在合理區間，保持社會大局穩定，迎接黨的二十大勝利召開。

展望2022年，全省經濟發展機遇與挑戰並存。河南省將堅持以習近平新時代中國特色社會主義思想為指導，全面貫徹黨的十九大和十九屆歷次全會及中央經濟工作會議精神，落實省第十一次黨代會和省委十一屆二次全會暨省委經濟工作會議部署，堅持穩字當頭、穩中求進，著力穩住經濟大盤，錨定「兩個確保」，圍繞實施「十大戰略」抓好重點任務落實，保持經濟平穩恢復、向好發展，推動全省經濟發展行穩致遠，以優異成績迎接黨的二十大勝利召開。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### 2. Property Market Outlook

In 2022, the property policy is aligning to the requirements of “stable expectations” and “stable growth”, with a focus on better satisfying the reasonable housing needs of home buyers and keeping the property market running smoothly and healthily. The property regulation is expected to have substantial relaxation, including the possible adjustment of policies such as purchase, sale and loan restrictions. Looking ahead to the whole year, it is expected that the credit environment will improve significantly. The “two-way” adjustment mode of the property market may run throughout the year. Stable and orderly will become the main tone of the development of the property market. It is expected that the sales volume of commercial housing will shrink and the price will be stable. The investment in property development may rise steadily, and the growth rate will gradually narrow.

In 2022, under the positioning of “housing is for accommodation, not for speculation”, Henan Province will formulate and implement “one city, one policy”, strengthen the coordination of policies such as finance, land, and market supervision, and stabilize land prices, housing prices, and expectations. It will support reasonable housing consumption, ensure rigid housing needs, and meet reasonable housing needs for improvement. It will strengthen and standardize the supervision of commodity house pre-sale funds, establish a long-term mechanism; resolve the risk of hidden dangers, insist on “protecting people’s livelihood, ensuring the delivery of buildings, ensuring stability”, and implement “a building a policy a special class”. It is expected that property enterprises will return to the strategic layout of Greater Zhengzhou, select key to enter, and maintain scale and seek new profit points through brand management output.

#### 2. 房地產市場展望

2022年，房地產政策正在向「穩預期」、「穩增長」要求靠攏，定調更好滿足購房者的合理住房需求，保持房地產市場平穩健康運行。房地產調控有望迎來實質性鬆動，包括限購限售限貸等政策可能的調整。展望全年，信貸環境改善預期較為明顯，樓市「雙向」調節模式或貫穿全年，平穩有序將成為房地產市場發展的主基調，預計商品房銷售量縮價穩，房地產開發投資或將穩中有升，增速逐漸收窄。

2022年，在堅持「房住不炒」定位下，河南省將編製實施「一城一策」，加強金融、土地、市場監管等政策協同，穩地價、穩房價、穩預期；支持合理住房消費，保障剛性住房需求，滿足合理的改善性住房需求；加強和規範商品房預售資金監管，建立長效機制；化解風險隱患，堅持「保民生、保交樓、保穩定」，實行「一樓一策一專班」。預計房企戰略佈局回歸大鄭州，重點地市擇優擇機進入，並通過品牌管理輸出保持規模和尋求新利潤點。

# Management Discussion and Analysis (Continued)

## 管理層討論與分析 (續)

### 1. Commencement Plan

In 2022, the Company plans to commence construction of 94 projects with a GFA of approximately 8,000,176 sq.m.

### 1. 開工計劃

2022年，本公司計劃共有94個項目動工建設，建築面積約8,000,176平方米。

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Zhengzhou 鄭州	Zhengzhou Blue Ocean Zhengfeng No.10 Residential Courtyard 鄭州藍海鄭風10號院	Residential 住宅	61,538
Zhengzhou 鄭州	Zhengzhou Art Mansion (Phase 2) 鄭州新築二期	Residential 住宅	78,715
Zhengzhou 鄭州	Zhengzhou Junlin Grand Courtyard 鄭州君鄰大院松苑	Residential 住宅	198,501
Zhengzhou 鄭州	Zhengzhou ZhongAo Centre (Phase 1) 鄭州中澳中心一期	Residential 住宅	56,000
Zhengzhou 鄭州	Football Town Residence (Phase 1) 足球小鎮住宅一期	Residential 住宅	56,652
Zhengzhou 鄭州	Baisha Project (Phase 1) 白沙項目一期	Residential 住宅	43,745
Zhengzhou 鄭州	Zhengzhou J18 (Phase 1) 鄭州J18一期	Commercial 商業	203,684
Zhengzhou 鄭州	Tihome International City (Phase 1) 泰宏國際城一期	Residential 住宅	39,500
Kaifeng 開封	Tongxu Jianye City (Phase 1) 通許建業城一期	Residential 住宅	40,735
Kaifeng 開封	Kaifeng Headquarter Port (Phase 1) 開封總部港一期	Residential 住宅	70,543
Kaifeng 開封	Kaifeng Taihe Mansion (Phase 2) 開封泰和府二期	Residential 住宅	37,202
Kaifeng 開封	Lankao Jiankang Road (Phase 1) 蘭考健康路一期	Residential 住宅	109,472
Kaifeng 開封	Kaifeng Land Lot 1-4 (Phase 1) 開封1-4地塊一期	Residential 住宅	37,202
Luoyang 洛陽	Luoyang Luanzhou Palace (Phase 1) 洛陽鸞州府一期	Residential 住宅	13,488

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Luoyang 洛陽	Luoyang Dachengxiaoyuan 洛陽大城小院	Residential 住宅	54,229
Luoyang 洛陽	Luoyang Dingding Palace (Phase 8) 洛陽定鼎府八期	Residential 住宅	55,100
Luoyang 洛陽	Luoyang Zhongzhou Mansion (Phase 2) 洛陽中州府二期	Residential 住宅	27,029
Luoyang 洛陽	Luoyang Zhonghong City (Phase 1) 洛陽中弘城一期	Residential 住宅	62,815
Luoyang 洛陽	Luoyang Luoshen Plaza (Phase 1) 洛陽洛神廣場一期	Residential 住宅	246,058
Luoyang 洛陽	Luoyang Code Two City (Phase 4) 洛陽貳號城邦四期	Residential 住宅	100,160
Luoyang 洛陽	Luoyang Project 洛陽項目	Residential 住宅	272,381
Pingdingshan 平頂山	Pingdingshan Eighteen Cities (Phase 5) 平頂山十八城五期	Residential 住宅	17,856
Pingdingshan 平頂山	Ruzhou Sweet-Scented Osmanthus Garden (Phase 3) 汝州桂園三期	Residential 住宅	49,281
Pingdingshan 平頂山	Wugang Forest Peninsula 舞鋼森林半島	Residential 住宅	129,302
Anyang 安陽	Anyang Chinoiserie Palace North Garden Dong Lu (Phase 1) 安陽世和府北園·東麓一期	Residential 住宅	2,316
Anyang 安陽	Anyang Guangming Mansion (Phase 1) 安陽光明府一期	Residential 住宅	162,084
Anyang 安陽	Anyang Project (Phase 1) 安陽項目一期	Residential 住宅	68,799
Hebi 鶴壁	Hebi Flower Creek Town (Phase 2) 鶴壁花溪小鎮二期	Residential 住宅	170,313
Hebi 鶴壁	Hebi No.7 Courtyard (Phase 1) 鶴壁柒號院一期	Residential 住宅	118,534
Xinxiang 新鄉	Xinxiang Xinfei Jianye Mansion (Phase 1) 新鄉新飛建業府一期	Residential 住宅	172,143

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Xinxiang 新鄉	Hui County Gongcheng Dongwang (Phase 3) 輝縣共城東望三期	Residential 住宅	122,835
Xinxiang 新鄉	Xinxiang Huagong Road East Land Lot (Phase 1) 新鄉化工路東地塊一期	Residential 住宅	40,720
Xinxiang 新鄉	Changyuan Nampo Land Lot (Phase 1) 長垣南蒲地塊一期	Residential 住宅	77,174
Xinxiang 新鄉	Xinxiang Project 新鄉項目	Residential 住宅	186,335
Jiaozuo 焦作	Jiaozuo Jianye Mansion (Phase 2) 焦作建業府二期	Residential 住宅	156,671
Jiaozuo 焦作	Jiaozuo Shuxiang Yard (Phase 1) 焦作書香院子一期	Residential 住宅	64,330
Jiaozuo 焦作	Qinyang Zhongyuan Road Land Lot (Phase 1) 沁陽中原路地塊一期	Residential 住宅	97,110
Puyang 濮陽	Puyang Longcheng (Phase 3) 濮陽龍城三期	Residential 住宅	70,068
Puyang 濮陽	Puyang Sky Mansion (Phase 3) 濮陽天築三期	Residential 住宅	173,711
Puyang 濮陽	Puyang Brewery Land Lot (Phase 1) 濮陽啤酒廠地塊一期	Residential 住宅	85,000
Puyang 濮陽	Puyang Seven Village Consolidation Land Lot (Phase 1) 濮陽七村整合地塊一期	Residential 住宅	164,954
Xuchang 許昌	Xuchang Zhenyuehui (Phase 2) 許昌臻悅匯二期	Residential 住宅	10,743
Xuchang 許昌	Xiangcheng CCRE Mall (Phase 2) 襄城百城天地二期	Residential 住宅	17,755
Xuchang 許昌	Changge Sweet-Scented Osmanthus Garden New City 長葛桂園新苑	Residential 住宅	131,729

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Xuchang 許昌	Changge Forest Peninsula 長葛森林半島	Residential 住宅	116,165
Xuchang 許昌	Yanling Eco-City (Phase 3) 鄢陵生態新城三期	Residential 住宅	119,913
Xuchang 許昌	Yanling Junlin Grand Courtyard 鄢陵君鄰大院	Residential 住宅	166,601
Xuchang 許昌	Xuchang Project (Phase 1) 許昌項目一期	Residential 住宅	86,616
Luohe 漯河	Luohe Blossom Garden (Phase 1) 漯河花園里一期	Residential 住宅	60,037
Luohe	Luohe Longhushuxiang Mansion (Phase 1) 漯河龍湖書香府一期	Residential 住宅	176,806
Luohe	Luohe Dream City (Phase 1) 漯河理想城一期	Residential 住宅	31,515
Luohe 漯河	Luohe Art Mansion (Phase 1) 漯河新築一期	Residential 住宅	100,690
Luohe 漯河	Luohe Blossom Garden (Phase 2) 漯河花園里二期	Residential 住宅	21,956
Sanmenxia 三門峽	Sanmenxia Honour Mansion (Phase 3) 三門峽尊府三期	Residential 住宅	138,760
Sanmenxia 三門峽	Yima Chinoiserie Palace (Phase 1) 義馬世和府一期	Residential 住宅	18,770
Shangqiu 商丘	Shangqiu Yuelong Mansion (Phase 1) 商丘悅瓏府一期	Residential 住宅	73,632
Shangqiu 商丘	Minquan Long Mansion (Phase 2) 民權瓏府二期	Residential 住宅	82,424
Shangqiu 商丘	Shangqiu Future City (Phase 1) 商丘未來城一期	Residential 住宅	35,741
Shangqiu 商丘	Xiayi Jianye City (Phase 2) 夏邑建業城二期	Residential 住宅	100,953



## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Shangqiu 商丘	Yucheng Hill Water Lake City 虞城山水湖城	Residential 住宅	243,480
Shangqiu 商丘	Shangqiu Jiangshan Mansion (Phase 1) 商丘江山府一期	Residential 住宅	82,271
Shangqiu 商丘	Yucheng Songshan Mansion (Phase 1) 虞城嵩山府一期	Residential 住宅	125,130
Shangqiu 商丘	Shangqiu Shangheyuan (Phase 1) 商丘上和院一期	Residential 住宅	88,953
Shangqiu 商丘	Shangqiu Project 商丘項目	Residential 住宅	219,536
Shangqiu 商丘	Downtown Land Lot (Phase 1) 市區地塊一期	Residential 住宅	168,722
Shangqiu 商丘	Xiangcheng Land Lot (Phase 1) 縣城地塊一期	Residential 住宅	47,830
Zhoukou 周口	Zhoukou Canal Ancient Town (Phase 1) 周口運河古鎮一期	Residential 住宅	21,661
Zhoukou 周口	Zhoukou Canal Courtyard (Phase 2) 周口運河院子二期	Residential 住宅	25,598
Zhoukou 周口	Zhoukou Chinoiserie Palace 周口世和府	Residential 住宅	93,814
Zhoukou 周口	Zhoukou Guandi Temple Commercial (Phase 1)	Residential 住宅	18,108
Zhoukou 周口	Zhoukou Hill Water Lake City (Phase 1) 周口山水湖城一期	Residential 住宅	108,801
Zhoukou 周口	Zhoukou Jianye City (Phase 4) 周口建業城四期	Residential 住宅	58,444
Zhoukou 周口	Huaiyang Binhe Courtyard (Phase 2) 淮陽濱河院子二期	Residential 住宅	81,674
Zhoukou 周口	Fugou Jianye Mansion (Phase 1) 扶溝建業府一期	Residential 住宅	40,115

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Zhoukou 周口	Taikang Jianye Mansion (Phase 1) 太康建業府一期	Residential 住宅	96,089
Zhoukou 周口	Zhoukou Land Lot 1 (Phase 1) 周口地塊1一期	Residential 住宅	100,221
Zhoukou 周口	Zhoukou Land Lot 2 (Phase 1) 周口地塊2一期	Residential 住宅	93,315
Zhumadian 駐馬店	Zhumadian Chinoiserie Palace (Phase 2) 駐馬店世和府二期	Residential 住宅	1,320
Zhumadian 駐馬店	Xiping Spring Time (Phase 1) 西平春天里一期	Residential 住宅	9,042
Zhumadian 駐馬店	Zhumadian Binhelong Palace (Phase 1) 駐馬店濱河瓏府一期	Residential 住宅	18,134
Zhumadian 駐馬店	Zhumadian Tianzhong Mansion 駐馬店天中府	Residential 住宅	107,903
Zhumadian 駐馬店	Shangcai Jianye Mansion (Phase 1) 上蔡建業府一期	Residential 住宅	26,611
Zhumadian 駐馬店	Zhumadian Misty Mountain Mansion (Phase 1) 駐馬店薄山府一期	Residential 住宅	78,986
Zhumadian 駐馬店	Suiping Jianye Mansion (Phase 1) 遂平建業府一期	Residential 住宅	112,042
Zhumadian 駐馬店	Pingyu Jiangshan House (Phase 1) 平輿江山府一期	Residential 住宅	47,973
Nanyang 南陽	Nanyang Shilihushan (Phase 3) 南陽十里湖山三期	Residential 住宅	9,477
Xinyang 信陽	Xinyang Huangchuan Dingchengfu (Phase 1) 信陽潢川定城府一期	Residential 住宅	18,381
Xinyang 信陽	Xinyang Gushi Jianye City (Phase 1) 信陽固始建業府一期	Residential 住宅	13,692

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Xinyang	Xinyang Huaibin Huaihe Courtyard (Phase 1)	Residential	6,072
信陽	信陽淮濱淮河院子一期	住宅	
Xinyang	Xinyang Sky Mansion (Phase 1)	Residential	6,672
信陽	信陽建業天築一期	住宅	
Jiyuan	Jiyuan Blossom Garden Xiyue	Residential	91,260
濟源	濟源花園里西樾	住宅	
Jiyuan	Jiyuan Majestic Mansion North Land Lot (Phase 1)	Residential	119,702
濟源	濟源天璽北地塊一期	住宅	
Jiyuan	Jiyuan Gaoxin District Land Lot (Phase 1)	Residential	92,332
濟源	濟源高新區地塊一期	住宅	
Hainan	Chengmai Zhonghe Jiayuan (Phase 2)	Residential	41,724
海南	澄邁中和家園二期	住宅	
	Total 合計		8,000,176

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

#### 2. Delivery Plan

In 2022, the Company plans to deliver 92 projects in total with GFA of approximately 9,776,158 sq.m.

#### 2. 交付計劃

2022年，本公司計劃共有92個項目交付，建築面積約9,776,158平方米。

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Zhengzhou 鄭州	Zhengzhou Wonderland (Phase 1) 鄭州雲境一期	Residential 住宅	134,829
Zhengzhou 鄭州	Zhengzhou Art Mansion (Phase 1) 鄭州新築一期	Residential 住宅	112,084
Zhengzhou 鄭州	Zhengzhou Chengyuan (Phase 2) 鄭州橙園二期	Residential 住宅	164,531
Zhengzhou 鄭州	Zhengzhou Junlin Grand Courtyard 鄭州君鄰大院竹苑	Residential 住宅	132,015
Zhengzhou 鄭州	Gongyi Spring Time (Phase 4) 鞏義春天里四期	Residential 住宅	85,691
Zhengzhou 鄭州	Dengfeng Songyue Mansion (Phase 2) 登封嵩嶽府二期	Residential 住宅	135,661
Zhengzhou 鄭州	Zhengzhou Royal Mansion (Phase 1) 鄭州盛悅府一期	Residential 住宅	220,978
Zhengzhou 鄭州	Tihome International City (Phase 1) 泰宏國際城一期	Residential 住宅	213,500
Kaifeng 開封	Lankao Red World (Phase 2) 蘭考紅天地二期	Residential 住宅	7,754
Kaifeng 開封	Lankao CCRE Mall (Phase 1) 蘭考百城天地一期	Residential 住宅	99,958
Kaifeng 開封	Tongxu Code One City (Phase 1) 通許壹號城邦一期	Residential 住宅	78,737
Kaifeng 開封	Tongxu Jianye City (Phase 1) 通許建業城一期	Residential 住宅	58,069
Kaifeng 開封	Kaifeng Majestic Mansion (Phase 1) 開封天璽一期	Residential 住宅	72,568
Luoyang 洛陽	Yichuan Dragon Mansion (Phase 1) 伊川龍府一期	Residential 住宅	105,513

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Luoyang 洛陽	Luoyang Luanzhou Palace (Phase 1) 洛陽鸞州府一期	Residential 住宅	66,816
Luoyang 洛陽	Luoyang Dachengxiaoyuan 洛陽大城小院	Residential 住宅	145,968
Luoyang 洛陽	Luoyang Dingding Palace 洛陽定鼎府	Residential 住宅	275,161
Luoyang 洛陽	Luoyang Longcheng Dongwang (Phase 2) 洛陽龍城東望二期	Residential 住宅	108,361
Luoyang 洛陽	Luoyang Binhelong House (Phase 1) 洛陽濱河瓏府一期	Residential 住宅	116,654
Pingdingshan 平頂山	Pingdingshan Spring Time 平頂山春天里	Residential 住宅	241,441
Pingdingshan 平頂山	Pingdingshan Guangming Mansion (Phase 1) 平頂山光明府一期	Residential 住宅	60,659
Pingdingshan 平頂山	Wugang Forest Peninsula (Phase 5) 舞鋼森林半島五期	Residential 住宅	73,575
Pingdingshan 平頂山	Pingdingshan Eighteen Cities (Phase 4) 平頂山十八城四期	Residential 住宅	60,352
Pingdingshan 平頂山	Wugang CCRE Mall (Phase 1) 舞鋼百城天地一期	Residential 住宅	3,781
Anyang 安陽	Anyang Code One City (Phase 1) 安陽壹號城邦一期	Residential 住宅	73,754
Anyang 安陽	Anyang Tonghe Palace (Phase 1) 安陽通和府一期	Residential 住宅	159,217
Anyang 安陽	Anyang Jianye City (Phase 3) 安陽建業城三期	Residential 住宅	141,978
Anyang 安陽	Tangyin Central Garden (Phase 1) 湯陰公園里一期	Residential 住宅	120,900
Anyang 安陽	Anyang Sweet-Scented Osmanthus Garden (Phase 3) 安陽桂園三期	Residential 住宅	67,246

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Hebi 鶴壁	Hebi Zhenyuehui (Phase 1) 鶴壁臻悅匯一期	Residential 住宅	105,311
Hebi 鶴壁	Hebi Chinoiserie Palace (Phase 1) 鶴壁世和府一期	Residential 住宅	177,310
Hebi 鶴壁	Qi County Jianye City (Phase 1) 淇縣建業城一期	Residential 住宅	76,345
Hebi 鶴壁	Hebi Tonghe Mansion (Phase 1) 鶴壁通和府一期	Residential 住宅	99,319
Xinxiang 新鄉	Xinxiang Chinoiserie Palace (Phase 1) 新鄉世和府一期	Residential 住宅	280,845
Xinxiang 新鄉	Xinxiang Blossom Garden (Phase 1) 新鄉花園里一期	Residential 住宅	105,453
Xinxiang 新鄉	Changyuan Forest Peninsula Courtyard (Phase 1) 長垣森林半島上院一期	Residential 住宅	53,509
Xinxiang 新鄉	Weihui Spring Time (Phase 1) 衛輝春天里一期	Residential 住宅	205,062
Xinxiang 新鄉	Fengqiu Central Garden (Phase 1) 封丘公園里一期	Residential 住宅	93,069
Jiaozuo 焦作	Bo'ai Spring Time 博愛春天里	Residential 住宅	100,125
Jiaozuo 焦作	Jiaozuo Chinoiserie Palace (Phase 2) 焦作世和府二期	Residential 住宅	88,975
Jiaozuo 焦作	Wuzhi Star Mall 武陟星天地	Residential 住宅	57,565
Jiaozuo 焦作	Jiaozuo Spring Time (Phase 2) 焦作春天里二期	Residential 住宅	46,648
Puyang 濮陽	Puyang Chinoiserie Palace (Phase 3) 濮陽世和府三期	Residential 住宅	82,123
Puyang 濮陽	Puyang Zhenyuehui (Phase 1) 濮陽臻悅匯一期	Residential 住宅	85,082

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Puyang 濮陽	Puyang Jianye New City (Phase 4) 濮陽建業新城四期	Residential 住宅	107,187
Puyang 濮陽	Puyang Jianye Longcheng (Phase 1) 濮陽建業龍城一期	Residential 住宅	102,468
Puyang 濮陽	Puyang Puyuan (Phase 1) 濮陽璞園一期	Residential 住宅	66,583
Xuchang 許昌	Xuchang Zhenyuehui (Phase 1) 許昌臻悅匯一期	Residential 住宅	113,939
Xuchang 許昌	Yuzhou Spring Time (Phase 1) 禹州春天里一期	Residential 住宅	98,855
Xuchang 許昌	Yuzhou Dachengxiaoyuan (Phase 1) 禹州大城小院一期	Residential 住宅	85,885
Xuchang 許昌	Xiangcheng CCRE Mall (Phase 1) 襄城百城天地一期	Residential 住宅	27,011
Xuchang 許昌	Changge Sweet-Scented Osmanthus Garden New City (Phase 1) 長葛桂園新苑一期	Residential 住宅	45,457
Xuchang 許昌	Changge Forest Peninsula (Phase 2) 長葛森林半島二期	Residential 住宅	22,293
Xuchang 許昌	Yanling Eco-City (Phase 3) 鄆陵生態新城三期	Residential 住宅	23,441
Luohe 漯河	Luohe Xicheng Forest Peninsula (Phase 3) 漯河西城森林半島三期	Residential 住宅	107,813
Luohe 漯河	Luohe Sweet-Scented Osmanthus Garden West District (Phase 1) 漯河桂園西區一期	Residential 住宅	106,475
Luohe 漯河	Linying Forest Peninsula (Phase 1) 臨潁森林半島一期	Residential 住宅	68,126

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Sanmenxia	Sanmenxia New District Forest Peninsula (Phase 3)	Residential	52,048
三門峽	三門峽新區森林半島三期	住宅	
Sanmenxia	Sanmenxia Honour Mansion (Phase 2)	Residential	58,681
三門峽	三門峽尊府二期	住宅	
Shangqiu	Shangqiu Yuelong Mansion (Phase 1)	Residential	133,092
商丘	商丘悅瓏府一期	住宅	
Shangqiu	Shangqiu Eighteen Cities (Phase 6)	Residential	180,645
商丘	商丘十八城六期	住宅	
Shangqiu	Sui County Shangheyuan (Phase 1)	Residential	87,390
商丘	睢縣上和院一期	住宅	
Shangqiu	Shangqiu Chengyuan (Phase 1)	Residential	88,847
商丘	商丘橙園一期	住宅	
Shangqiu	Minquan Happy Place (Phase 1)	Residential	105,621
商丘	民權幸福里一期	住宅	
Shangqiu	Shangqiu Future City (Phase 1)	Residential	96,235
商丘	商丘未來城一期	住宅	
Shangqiu	Xiayi Jianye City (Phase 1)	Residential	215,804
商丘	夏邑建業城一期	住宅	
Shangqiu	Yucheng Hill Water Lake City (Phase 1)	Residential	171,306
商丘	虞城山水湖城一期	住宅	
Zhoukou	Zhoukou Chinoiserie Palace (Phase 2)	Residential	161,034
周口	周口世和府二期	住宅	
Zhoukou	Huaiyang CCRE Mall (Phase 1)	Residential	24,927
周口	淮陽百城天地一期	住宅	
Zhoukou	Fugou Jianye New City (Phase 1)	Residential	62,223
周口	扶溝建業新城一期	住宅	
Zhoukou	Taikang Eco-City (Phase 1)	Residential	75,658
周口	太康生態新城一期	住宅	



## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Zhoukou 周口	Taikang Happy Place (Phase 1) 太康幸福里一期	Residential 住宅	105,938
Zhoukou 周口	Luyi Jianye City (Phase 90) 鹿邑建業城九十期	Residential 住宅	106,074
Zhumadian 駐馬店	Xincai CCRE Mall (Phase 2) 新蔡百城天地二期	Residential 住宅	24,965
Zhumadian 駐馬店	Xincai Sweet-Scented Osmanthus Garden (Phase 1) 新蔡桂園一期	Residential 住宅	67,686
Zhumadian 駐馬店	Zhengyang Jianye City (Phase 2) 正陽建業城二期	Residential 住宅	106,663
Zhumadian 駐馬店	Zhumadian Spring Time (Phase 2) 駐馬店春天里二期	Residential 住宅	213,567
Zhumadian 駐馬店	Zhumadian Chinoiserie Palace (Phase 1) 駐馬店世和府一期	Residential 住宅	186,172
Zhumadian 駐馬店	Suiping Jianye City (Phase 1) 遂平建業城一期	Residential 住宅	107,825
Zhumadian 駐馬店	Xiping Spring Time (Phase 1) 西平春天里一期	Residential 住宅	96,055
Zhumadian 駐馬店	Pingyu Central Garden (Phase 1) 平輿公園里一期	Residential 住宅	98,206
Zhumadian 駐馬店	Zhumadian Binhelong Palace (Phase 1) 駐馬店濱河瓏府一期	Residential 住宅	113,998
Nanyang 南陽	Nanyang Longyue City (Phase 1) 南陽龍悅城一期	Residential 住宅	399,026
Nanyang 南陽	Nanyang Central Garden 南陽公園里	Residential 住宅	47,082
Nanyang 南陽	Xixia Central Garden (Phase 1) 西峽公園里一期	Residential 住宅	55,531

## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

City 城市	Project name 項目名稱	Principal use of property 主要物業類型	GFA 總建築面積
Nanyang 南陽	Nanyang Art Mansion (Phase 1) 南陽新築一期	Residential 住宅	84,241
Nanyang 南陽	Fangcheng Dragon Bay (Phase 1) 方城御龍灣一期	Residential 住宅	53,453
Xinyang 信陽	Xinyang Jianye City (Phase 2) 信陽建業城二期	Residential 住宅	67,159
Xinyang 信陽	Huaibin County Sweet-Scented Osmanthus Garden (Phase 1) 淮濱桂園一期	Residential 住宅	93,710
Jiyuan 濟源	Jiyuan Jianye City (East) (Phase 1) 濟源建業城(東)一期	Residential 住宅	152,036
Jiyuan 濟源	Jiyuan Spring Time (Phase 1) 濟源春天里一期	Residential 住宅	94,132
Hainan 海南	Chengmai Zhonghe Jiayuan (Phase 1) 澄邁中和家園一期	Residential 住宅	19,103
Total 合計			9,776,158



建业·滨河坊

# Investor Relations Report

## 投資者關係報告



## Investor Relations Report *(Continued)*

### 投資者關係報告 (續)

The Group highly values the relationships with investors, analysts, media and other stakeholders. The investor relations department of the Group actively participates in the communication in capital markets, striving to maintain highly transparent investor relations through timely and accurate information disclosure and proactive communication.

In 2021, the overwhelming news flow of the real estate industry has caused the capital market to experience large fluctuations. In addition to maintaining frequent exchanges with the capital market, the Group's investor relations department also made swift and timely response to potential crises, and proactively held and participated in various investor relations activities. During the year, the team maintained close communications with investors through conference calls or videos as a result of the pandemic. In order to broaden our investor base, investor relations activities including online interim and annual results presentations, online and offline site visits in Henan Province, as well as post-results roadshows, non-deal roadshows (NDRs), and domestic and foreign investor conferences were held during the year. The department also dedicated in maintaining open communication with investors, analysts, media and rating agencies and updated them about the Group's latest business performance and development through various channels and activities, including company visits, teleconferences, email communication, monthly corporate newsletters, press releases and voluntary announcements. All these provided investors sources of comprehensive knowledge and understanding of the Group's operating strategies, financial performance and prospects, also building up a channel conveying feedbacks and suggestions from capital markets. Interim and annual results reports, press releases, monthly corporate newsletters, monthly sales figures and announcements can be accessed at the Group's website and official wechat public account, which enables investors to get knowledge of the latest corporate development updates timely and conveniently.

本集團十分重視與投資者、分析師、各大媒體、評級機構及其他持份者的關係，投資者關係部門積極參與資本市場交流討論，透過及時且準確的資訊披露及積極主動的對外交流，不斷維護高透明度的投資者關係。

2021年，房地產行業消息不斷，導致資本市場經歷較大波動，本集團投資者關係部除了與資本市場維持頻繁的交流，亦做好即時危機處理的工作，積極參與投資者關係相關活動，管理市場對公司的預期。受疫情影響，團隊今年大部分以電話會議或視頻形式與投資者交流，舉辦線上中期及年度業績發佈會，進行業績後路演、非交易路演、線上及線下反向路演及參與國內外投資者峰會及研討會等，拓展投資者基礎。日常亦通過公司拜訪、電話會議、電郵交流、月度企業通訊、企業週報、新聞稿及自願性公告等多種途徑與廣大投資者、分析師、各大媒體、評級機構及其他持份者進行了積極、坦誠的溝通，向投資者更新本集團之業務狀況及最新發展動向，使投資者對本集團的經營策略、財務表現、業務發展及前景加深認識和了解，並向管理層傳達資本市場的良好意見及建議。本集團之中期及年度報告、新聞稿、月度企業通訊、月度銷售數據及公告等，均可透過本集團網站及官方微信公眾號瀏覽，使投資者能夠及時便捷地接收到本集團業務發展的最新情況。

# Investor Relations Report *(Continued)*

## 投資者關係報告 (續)

### MAJOR INVESTOR RELATIONS ACTIVITIES OF THE GROUP IN 2021

### 2021年度主要投資者關係活動

Date 日期	Conference 活動	Organizer 主辦機構	Location 地點
13 January 2021 2021年1月13日	BNP China Property Conference 法國巴黎銀行中國房地產會議	BNP Paribas 法國巴黎銀行	Conference Call 電話會議
1-2 March 2021 2021年3月1-2日	2021 Global Emerging Markets Corporate Conference 2021全球新興市場企業會議	JP Morgan 摩根大通	Conference Call 電話會議
1 April 2021 2021年4月1日	2020 Annual Results Investor Presentation 2020年全年業績投資者推介會	CCRE 本集團	Conference Call 電話會議
1 April 2021 2021年4月1日	Post Annual Results Management NDR – Covering Analyst Conference 業績後管理層非交易路演-覆蓋分析師峰會	CCRE 本集團	Conference Call 電話會議
1 April 2021 2021年4月1日	Post Annual Results Management NDR 業績後管理層非交易路演	DBS Bank 星展銀行	Conference Call 電話會議
7 April 2021 2021年4月7日	Post Annual Results Management NDR 業績後管理層非交易路演	DBS Bank 星展銀行	Conference Call 電話會議
7 April 2021 2021年4月7日	Post Annual Results Management NDR 業績後管理層非交易路演	Deutsche Bank 德意志銀行	Conference Call 電話會議
7 April 2021 2021年4月7日	Post Annual Results Management NDR 業績後管理層非交易路演	BofA Securities 美銀證券	Conference Call 電話會議
7 April 2021 2021年4月7日	Post Annual Results Management NDR 業績後管理層非交易路演	BOCOM International 交銀國際	Conference Call 電話會議
7 April 2021 2021年4月7日	Post Annual Results Management NDR 業績後管理層非交易路演	Haitong International 海通國際	Conference Call 電話會議
8 April 2021 2021年4月8日	Post Annual Results Management NDR 業績後管理層非交易路演	Deutsche Bank 德意志銀行	Conference Call 電話會議
8 April 2021 2021年4月8日	Post Annual Results Management NDR 業績後管理層非交易路演	BofA Securities 美銀證券	Conference Call 電話會議

## Investor Relations Report (Continued) 投資者關係報告 (續)

Date 日期	Conference 活動	Organizer 主辦機構	Location 地點
9 April 2021 2021年4月9日	Post Annual Results Management NDR 業績後管理層非交易路演	Guotai Junan 國泰君安	Conference Call 電話會議
14 April 2021 2021年4月14日	Post Annual Results Management NDR 業績後管理層非交易路演	Huaxi Securities 華西證券	Conference Call 電話會議
14 April 2021 2021年4月14日	Post Annual Results Management NDR 業績後管理層非交易路演	Jefferies 富瑞金融	Conference Call 電話會議
15 April 2021 2021年4月15日	Post Annual Results Management NDR 業績後管理層非交易路演	BNP Paribas 法國巴黎銀行	Conference Call 電話會議
13 May 2021 2021年5月13日	Investor Conference Call 投資者電話會議	Haitong International 海通國際	Conference Call 電話會議
17 May 2021 2021年5月17日	Investor Conference Call 投資者電話會議	CNCBI 中信銀行國際	Conference Call 電話會議
26 May 2021 2021年5月26日	2021 Financial Real Estate Equity and Credit Conference 2021年亞太地區金融、房地產股票及信貸會議	BofA Securities 美銀證券	Conference Call 電話會議
1-2 June 2021 2021年6月1-2日	2021 Emerging Market Debt & Equity Conference 2021年新興市場信貸及股票峰會	BofA Securities 美銀證券	Conference Call 電話會議
9 June 2021 2021年6月9日	Online Reverse Roadshow 線上反向路演	CCRE 本集團	Conference Call 電話會議
10 June 2021 2021年6月10日	DBS SG Equity & Fixed Income NDR 星展銀行新加坡股票和固收非交易路演	DBS Bank 星展銀行	Conference Call 電話會議
11 June 2021 2021年6月11日	Haitong Property Management and Real Estate Equity Corporate Day 海通物業管理與房地產股票企業日	Haitong International 海通國際	Conference Call 電話會議
11 June 2021 2021年6月11日	Tianfeng Securities Shenzhen Equity NDR 天風證券深圳股票非交易路演	Tianfeng Securities 天風證券	Conference Call 電話會議

## Investor Relations Report (Continued) 投資者關係報告 (續)

Date 日期	Conference 活動	Organizer 主辦機構	Location 地點
15 June 2021 2021年6月15日	AMTD HK Equity & Fixed Income NDR 尚乘香港股票及固收非交易路演	AMTD 尚乘證券	Conference Call 電話會議
16-17 June 2021 2021年6月16-17日	BNP Paribas Equity and Fixed Income NDR 法國巴黎銀行股票及固收非交易路演	BNP Paribas 法國巴黎銀行	Conference Call 電話會議
16-17 June 2021 2021年6月16-17日	Deutsche Bank 25th Annual European Leveraged Finance Conference 德意志銀行第25屆歐洲槓桿融資峰會	Deutsche Bank 德意志銀行	Conference Call 電話會議
22 June 2021 2021年6月22日	Mizuho Tokyo Equity NDR 瑞穗東京股票非交易路演	Mizuho Securities 瑞穗證券	Conference Call 電話會議
23-24 June 2021 2021年6月23-24日	Citi Asia Pacific Property Conference 花旗亞太房地產峰會	Citi Bank 花旗銀行	Conference Call 電話會議
30 June 2021 2021年6月30日	Taiwan Equity and Fixed Income NDR 台灣股票及固收非交易路演	President Securities 統一證券	Conference Call 電話會議
6 July 2021 2021年7月6日	CMBI Real Estate Corporate Day 招銀國際海外地產企業日	CMBI 招銀國際	Conference Call 電話會議
7 July 2021 2021年7月7日	Online Reverse Roadshow 線上反向路演	CCRE 本集團	Conference Call 電話會議
19 August 2021 2021年8月19日	2021 Interim Results Investor Presentation 2021年中期業績投資者推介會	CCRE 本集團	Conference Call 電話會議
20 August 2021 2021年8月20日	Post Interim Results Management NDR 業績後管理層非交易路演	DBS Bank 星展銀行	Conference Call 電話會議
20 August 2021 2021年8月20日	Post Interim Results Management NDR 業績後管理層非交易路演	BOCOM International 交銀國際	Conference Call 電話會議
20 August 2021 2021年8月20日	Post Interim Results Management NDR 業績後管理層非交易路演	AMTD 尚乘證券	Conference Call 電話會議

## Investor Relations Report (Continued)

### 投資者關係報告 (續)

Date 日期	Conference 活動	Organizer 主辦機構	Location 地點
23 August 2021 2021年8月23日	Post Interim Results Management NDR 業績後管理層非交易路演	DBS Bank 星展銀行	Conference Call 電話會議
23 August 2021 2021年8月23日	Post Interim Results Management NDR 業績後管理層非交易路演	Deutsche Bank 德意志銀行	Conference Call 電話會議
23 August 2021 2021年8月23日	Post Interim Results Management NDR 業績後管理層非交易路演	Guotai Junan 國泰君安	Conference Call 電話會議
23 August 2021 2021年8月23日	Post Interim Results Management NDR 業績後管理層非交易路演	BofA Securities 美銀證券	Conference Call 電話會議
24 August 2021 2021年8月24日	Post Interim Results Management NDR 業績後管理層非交易路演	Guotai Junan 國泰君安	Conference Call 電話會議
24 August 2021 2021年8月24日	Post Interim Results Management NDR 業績後管理層非交易路演	Deutsche Bank 德意志銀行	Conference Call 電話會議
24 August 2021 2021年8月24日	Post Interim Results Management NDR 業績後管理層非交易路演	BNP Paribas 法國巴黎銀行	Conference Call 電話會議
24 August 2021 2021年8月24日	Post Interim Results Management NDR 業績後管理層非交易路演	Barclays 巴克萊銀行	Conference Call 電話會議
24 August 2021 2021年8月24日	Post Interim Results Management NDR 業績後管理層非交易路演	JP Morgan 摩根大通	Conference Call 電話會議
25 August 2021 2021年8月25日	Post Annual Results Management NDR 業績後管理層非交易路演	Nomura International 野村國際	Conference Call 電話會議
26 August 2021 2021年8月26日	Post Annual Results Management NDR 業績後管理層非交易路演	CICC International 中金國際	Conference Call 電話會議
28 August 2021 2021年8月28日	Post Annual Results Management NDR 業績後管理層非交易路演	CCRE 本集團	Conference Call 電話會議



## Investor Relations Report (Continued)

### 投資者關係報告 (續)

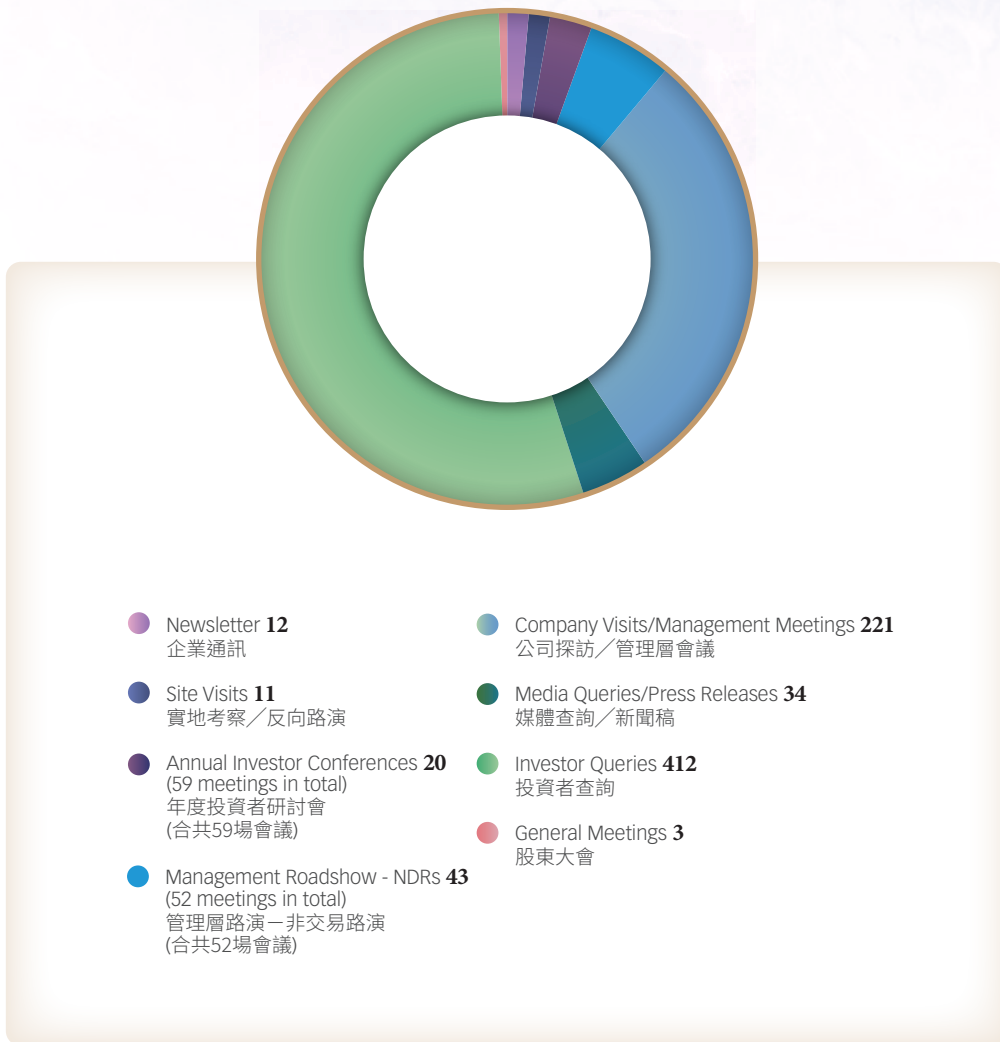
Date 日期	Conference 活動	Organizer 主辦機構	Location 地點
31 August 2021 2021年8月31日	Post Interim Results Management NDR 業績後管理層非交易路演	Tianfeng Securities 天風證券	Conference Call 電話會議
31 August 2021 2021年8月31日	Post Interim Results Management NDR 業績後管理層非交易路演	Standard Chartered Bank 渣打銀行	Conference Call 電話會議
2 September 2021 2021年9月2日	Post Interim Results Management NDR 業績後管理層非交易路演	Deutsche Bank 德意志銀行	Conference Call 電話會議
9 September 2021 2021年9月9日	Investor Operational Update Call 投資者營運更新會議	CCRE 本集團	Conference Call 電話會議
15 September 2021 2021年9月15日	Online Reverse Roadshow 線上反向路演	CCRE 本集團	Conference Call 電話會議
23 September 2021 2021年9月23日	Emerging Market Credit Conference 2021 2021年新興市場信貸峰會	JP Morgan 摩根大通	Conference Call 電話會議
18 October 2021 2021年10月18日	Asia Credit Conference 2021 2021年亞洲高息信貸峰會	BofA Securities 美銀證券	Conference Call 電話會議
20-21 October 2021 2021年10月20-21日	Asia Credit Conference 2021 2021年亞洲市場信貸峰會	JP Morgan 摩根大通	Conference Call 電話會議
22 October 2021 2021年10月22日	Online Reverse Roadshow 線上反向路演	CCRE 本集團	Conference Call 電話會議
29 October 2021 2021年10月29日	Asia High Yield Corporate Day 2021 2021年野村亞洲高息債企業日	Nomura International 野村國際	Conference Call 電話會議
2 November 2021 2021年11月2日	2021 Citi China Investor Day 2021年花旗中國投資者峰會	Citi Bank 花旗銀行	Conference Call 電話會議
12 November 2021 2021年11月12日	Online Reverse Roadshow 線上反向路演	CCRE 本集團	Conference Call 電話會議

# Investor Relations Report *(Continued)*

## 投資者關係報告 (續)

### Investor Relations Activities in 2021 (times)

### 2021年投資者關係活動 (次)



### PROSPECTS

The Group will continue to be receptive to the market's views candidly and humbly. It will endeavor to maintain effective communication with stakeholders. As a way to gauge capital markets' perception of the Group, we will continue to improve the quality of investor relations management and will ponder on investors' concerns and advices in order to further enhance the Group's operating management and cooperate governance. The investor relations department will maintain professionalism at its work so that capital markets will be able to gain a thorough understanding of the Group's business. This will help unlock the potential investment value and contribute to the long term and healthy development of the Group.

### 展望

本集團將繼續以開放、謙和、坦誠之態度，聆聽市場的意見並保持有效溝通。本集團將主力提高投資者關係工作質量，高度重視投資者關注的問題和提出的建議，進一步提升集團經營管理和治理水平；投資者關係部門將維持高效專業的投資者關係工作，務求擴展資本市場對本集團之業務的了解深度及廣度，挖掘本集團的潛在投資價值，為本集團持續健康的發展貢獻力量。

### CORPORATE GOVERNANCE PRACTICES

The Company has always valued the superiority, steadiness and rationality of having a sound system of corporate governance and is committed to continuously improving its corporate governance and disclosure practices. For the year ended 31 December 2021, the Company complied with all code provisions and, where appropriate, adopted the recommended best practices set out in the Corporate Governance Code (the "Corporate Governance Code") in Appendix 14 to the Listing Rules with the exception of code provisions E.1.2 (which has been re-numbered as F.2.2 since 1 January 2022) as addressed below.

#### **Code provision E.1.2 (which has been re-numbered as F.2.2 since 1 January 2022) – This code provision requires the Chairman to invite the chairmen of the audit, remuneration and nomination committees to attend the annual general meeting.**

Mr. Wu Po Sum, an executive Director, the chairman of the Board and the chairman of the Nomination Committee of the Company, was unable to attend the 2021 AGM as he was out of town for other business.

Mr. Xin Luo Lin, an independent non-executive Director and the chairman of the Remuneration Committee of the Company, was unable to attend the 2021 AGM as he was out of town for other business.

In their absence, Mr. Yeung Wai Leung, an alternate director to Mr. Wu Po Sum, attended the 2021 AGM and answered questions raised at the meeting.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 to the Listing Rules as the code of conduct for the Directors in their dealings in the Company's securities. Having made specific enquires with each Director, the Company confirmed that the Directors had complied with the required standard as set out in the Model Code for the year ended 31 December 2021.

### 企業管治常規

本公司一向重視高質、穩定及合理的穩健企業管治系統，並致力持續改善其企業管治及披露常規。截至2021年12月31日止年度內，本公司一直遵守上市規則附錄十四的《企業管治守則》（「《企業管治守則》」）所載的所有守則條文，並在適當的情況下採納其中所載的建議最佳常規，惟下文所述的守則條文E.1.2條（其已於2022年1月1日起重編為F.2.2條）除外。

守則條文第E.1.2條（其已於2022年1月1日起重編為F.2.2條）－此守則條文規定主席須邀請審核委員會、薪酬委員會及提名委員會主席出席股東週年大會。

執行董事、董事會主席兼本公司提名委員會主席胡葆森先生因出埠公幹無法出席2021年股東週年大會。

獨立非執行董事兼本公司薪酬委員會主席辛羅林先生因出埠公幹無法出席2021年股東週年大會。

在彼缺席時，胡葆森先生之替任董事楊樟樑先生已出席2021年股東週年大會，並於會上回應提問。

### 上市公司董事進行證券交易的標準守則

本公司已採納載於上市規則附錄十的《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行本公司證券交易的操守守則。經向各董事作出特定查詢後，本公司已確認全體董事均於截至2021年12月31日止年度內一直遵守《標準守則》所載的規定標準。

# Corporate Governance Report *(Continued)*

## 企業管治報告 (續)

### BOARD OF DIRECTORS

The Board, which is chaired by Mr. Wu Po Sum, consists of two executive Director and six non-executive Directors, three of whom are independent. The composition of the Board ensures a balance of skills and experience appropriate for the requirements of the business of Group and the exercising of independent opinion.

The Directors who held office during the year and up to the date of this report include:

#### Executive Directors

Mr. Wu Po Sum (*Chairman*)  
Mr. Wang Jun  
Mr. Yuan Xujun (resigned on 4 November 2021)

#### Non-executive Directors

Mr. Lim Ming Yan  
Ms. Wu Wallis (alias Li Hua)  
Ms. Chen Ying

#### Independent Non-executive Directors

Mr. Cheung Shek Lun  
Mr. Xin Luo Lin  
Dr. Sun Yuyang

Ms. Wu Wallis (alias Li Hua) is the daughter of Mr. Wu Po Sum. Save as disclosed, there is no family or other material relationship among the members of the Board. The biographical details of the Directors are set out on pages 134 to 142 of this report.

All executive Directors and non-executive Directors have entered into service contracts with the Company for a specific term of three years. Under the articles of association (the "Articles of Association") of the Company, the Board is empowered to appoint any person as a Director to fill the casual vacancy on or as an additional Director.

### 董事會

董事會由胡葆森先生擔任主席，由兩名執行董事及六名非執行董事組成，當中三名為獨立非執行董事。董事會的人員組成確保了技能及經驗的平衡，以適應本集團業務的要求及出具獨立意見。

於年內及截至本報告日期止，現任的董事包括：

#### 執行董事

胡葆森先生 (*主席*)  
王 俊先生  
袁旭俊先生 (於2021年11月4日辭任)

#### 非執行董事

林明彥先生  
李 樺女士  
陳 瑛女士

#### 獨立非執行董事

張石麟先生  
辛羅林先生  
孫煜揚博士

李樺女士為胡葆森先生的女兒。除上文披露者外，董事會成員間並無家族或其他重要關係。董事的履歷詳情載於本報告第134至142頁。

所有執行董事及非執行董事均已與本公司訂立為期三年的服務合約。根據本公司的章程細則（「章程細則」），董事會有權任命任何人士填補董事會臨時空缺或作為新增董事。

## Corporate Governance Report (Continued) 企業管治報告 (續)

In compliance with Rules 3.10 and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors (representing one-third of the Board), one of whom possesses the appropriate professional qualifications in accounting and financial management. Each of the three independent non-executive Directors has confirmed his independence of the Company and the Company considers each of them to be independent in accordance with the guidelines of assessing independence as set out in Rule 3.13 of the Listing Rules. Each of the three independent non-executive Directors has signed a letter of appointment with the Company for a specific term of three years.

Pursuant to the Articles of Association, at least one-third or, if the number is not a multiple of three, the nearest to one third, of the Directors are subject to retirement from office by rotation and re-election at the annual general meeting of the Company once every three years. Pursuant to Article 87 of the Articles of Association, Mr. Wu Po Sum, Mr. Lim Ming Yan and Dr. Sun Yuyang will be subject to retirement from office by rotation and, being eligible, will offer themselves for re-election at the 2022 AGM. All other Directors will continue in office.

All Directors have given sufficient time and attention to the affairs of the Group and in particular, the independent non-executive Directors have provided the Board with their diversified expertise and professional advices. The Board is of the view that there is a balanced composition of executive, non-executive and independent non-executive Directors in the Board and the independent non-executive Directors are able to provide sufficient checks and balances to safeguard the interests of the Group and its Shareholders. The participation of the independent non-executive Directors in the Board and committee meetings also provides independent judgment on the issues relating to strategy, policy, performance, accountability, conflict of interest and standards of conduct.

根據上市規則第3.10及3.10A條的規定，本公司已委任三位獨立非執行董事（代表董事會三分之一的人數），其中一位具有相應的會計及財務管理的專業資格。三位獨立非執行董事均已確認各人於本公司的獨立性。本公司根據上市規則第3.13條所載的獨立性評估指引，認為彼等均具獨立性。三位獨立非執行董事均已與本公司訂立為期三年的委任書。

根據公司章程細則，至少有三分之一（倘人數不是三的倍數，則取最接近三分之一的人數）的董事須每三年於本公司股東週年大會上輪值退任及膺選連任一次。根據章程細則第87條，胡葆森先生、林明彥先生及孫煜揚博士將於2022年股東週年大會上輪值退任，且符合資格重選並願意膺選連任。所有其他董事將繼續擔任董事。

所有董事均已付出足夠的時間和精力處理本集團事務，特別是獨立非執行董事已向董事會提供了各種專業知識及專業意見。董事會認為，董事會的執行董事、非執行董事及獨立非執行董事的比例均衡，獨立非執行董事能發揮足夠的制衡作用，以維護本集團及其股東的利益。獨立非執行董事參與董事會及轄下委員會的會議，亦對策略、政策、業績、問責、利益衝突及行為準則等方面提供了獨立判斷。

## Corporate Governance Report (Continued) 企業管治報告 (續)

The Board members have access to timely information relating to the Group's business and will be provided with further documents and information upon request to enable them to make informed decisions. Independent professional advice can be sought to discharge their duties at the Group's expense upon their request. No such advice was sought during 2021.

The Company has subscribed appropriate and sufficient insurance coverage on Directors' liabilities in respect of legal actions taken against Directors arising out of corporate activities.

### RESPONSIBILITY OF THE BOARD

The Board is in charge of leadership and control of the Group and is responsible for maximising the Group's financial performance and making decisions in the best interests of the Group and its Shareholders. Under the leadership of Mr. Wu Po Sum, the chairman of the Board (the "Chairman"), the Board is also responsible for formulating and overseeing the business strategies and policies of the Group, approving and monitoring annual budgets and business plans, reviewing operational and financial performance, and reviewing and monitoring the Group's financial control and risk management systems. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to the executive Directors and management of the Group.

### BOARD MEETINGS AND GENERAL MEETING

The Board holds meetings regularly and meets at other times as and when required to review financial, internal and compliance controls, risk management, company strategy and operating performance of the Group. In addition, the Board holds general meeting to maintain an on-going dialogue with the Shareholders. For the year ended 31 December 2021, the Board held 4 regular meetings, 2 ad hoc meetings and 3 general meetings.

董事會成員可及時獲得有關本集團業務的資料；本集團亦會應其要求提供進一步的文件和資料，使彼等能夠作出知情決定。董事會成員可就履行其職務要求獨立專業意見，費用由本集團支付。於2021年，董事會成員並無尋求該等意見。

本公司已購買適合及充足保險，以覆蓋董事就企業活動期間產生對董事所提出法律訴訟的責任。

### 董事會的責任

董事會負責領導及控制本集團，並負責實現本集團最佳財務表現及作出符合本集團及股東最佳利益的決定。在董事會主席（「主席」）胡葆森先生的領導下，董事會還負責制訂及指導本集團的業務策略及政策，批准及監督年度預算及業務計劃檢討業務及財務表現，檢討及監督本集團的財務控制及風險管理制度。董事會已委派本集團執行董事及管理層負責本集團日常運營及管理，並執行董事會的政策及策略。

### 董事會會議及股東大會

董事會定期及於必要的其他時間舉行會議，以檢討本集團的財務、內部及合規監控、風險管理、公司策略及經營業績。此外，董事會舉行股東大會以維持與股東的持續對話。截至2021年12月31日止年度，董事會共舉行了4次定期會議、2次臨時會議及3次股東大會。

# Corporate Governance Report (Continued)

## 企業管治報告 (續)

The number of Board meetings, committee meetings and general meeting attended by each Director from 1 January 2021 to 31 December 2021 is set out in the following table:

各董事於2021年1月1日至2021年12月31日期間出席董事會會議、董事委員會會議及股東大會的次數載於下表：

Directors	董事	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	General Meeting 股東大會
<b>Number of meetings held</b>	<b>舉行會議次數</b>	6	2	1	1	3
Mr. Wu Po Sum	胡葆森先生	6/6		1/1	1/1	0/3
Mr. Wang Jun	王 俊先生	6/6				3/3
Mr. Yuan Xujun	袁旭俊先生	6/6				0/3
Mr. Lim Ming Yan	林明彥先生	6/6				
Ms. Wu Wallis (alias Li Hua)	李 樺女士	6/6				
Ms. Chen Ying	陳 瑛女士	6/6				
Mr. Cheung Shek Lun	張石麟先生	6/6	2/2	1/1	1/1	3/3
Mr. Xin Luo Lin	辛羅林先生	6/6	2/2	1/1	1/1	0/3
Dr. Sun Yuyang	孫煜揚博士	6/6	2/2			0/3

Sufficient notice for regular Board meetings and notice of reasonable days for ad hoc Board meetings were given to all Directors so as to ensure that each of them had an opportunity to attend the meetings, and agenda and accompanying Board papers were given to all Directors in a timely manner. As agreed by the Board, the Directors may also seek independent professional advice at the Company's expense. No such advice was sought during 2021. During the intervals between Board meetings, the senior management of the Company provides the Directors with information on a timely basis regarding all major developments or changes in the Group's businesses.

本公司已向全體董事發出定期董事會會議的充分通告及臨時董事會會議的合理提前通告，以確保彼等均有機會出席會議並已向全體董事及時派發議程及隨附的董事會文件。經董事會同意，董事亦可尋求獨立專業意見，而相關費用由本公司承擔，於2021年，未有董事作出有關要求。在董事會會議的間隔期間，本公司高級管理層及時向董事提供所有有關本集團業務重大發展或變動的資料。

## Corporate Governance Report (Continued) 企業管治報告 (續)

Should a Director have a potential conflict of interest in a matter being considered in the Board meeting, he or she will abstain from voting in respect of the relevant resolution. Independent non-executive Directors with no conflict of interest will be present at meetings to deal with such issues.

Full Board or committee papers will be sent to all Directors at least three days before the intended date of a Board meeting or committee meeting.

Management has supplied the Board and its committees with adequate information and explanations so as to enable them to make an informed assessment of the financial and other information put before the Board and its committees for approval. Management is also invited to join the Board or committee meetings where appropriate.

All the Directors are also entitled to have access to timely information such as monthly updates in relation to our businesses and have separate and independent access to senior management.

### DIRECTORS' TRAINING

All Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains comprehensive and relevant.

During the year, the Company Secretary regularly circulated reading materials on the amendments to or updates on the relevant laws, rules and regulations to all Directors as part of their training materials in the continuous professional development plan of the Company and the Company confirmed that all Directors read the training materials.

In addition, every newly appointed Director will receive an induction on the first occasion of his or her appointment, so as to ensure that he or she has a proper understanding of the operations and business of the Company, and his or her responsibilities under laws, regulations and especially the governance policies of the Company.

倘董事於董事會會議的審議事項上存在潛在利益衝突，該董事將就相關決議案放棄投票。無利益衝突的獨立非執行董事將出席董事會會議處理該等事宜。

全份董事會或委員會文件將於董事會會議或委員會會議預定日期前最少三天送發至全體董事。

管理層已向董事會及其委員會提供足夠資料及說明，使彼等能就有待董事會及其委員會批准之財務及其他資料作出詳細評估。管理層亦獲邀出席董事會會議或委員會會議(如適用)。

全體董事亦有權取得及時的資訊，如有關本公司業務之每月更新及有權分別獨立會見高級管理人員。

### 董事培訓

全體董事應確保參與持續專業培訓計劃，提高及更新其知識及技能。此舉確保彼等向董事會提供全面及相關之貢獻。

年內，公司秘書定期向全體董事派發有關法律、規則及規例之修訂或最新閱讀資料，作為本公司持續專業發展計劃之培訓材料，且本公司確認所有董事已閱讀該等培訓材料。

此外，每名新獲委任之董事將在其首次獲委任時收到介紹，以確保其充分了解本公司之營運及業務，以及其於法律、法規及尤其是本公司管治政策下之責任。



# Corporate Governance Report (Continued)

## 企業管治報告 (續)

### CHANGE OF INFORMATION OF DIRECTOR

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of director of the Company are set out below:

Mr. Lim Ming Yan has been appointed as a director of Sembcorp Industries Ltd (Singapore Stock Code: U96), the shares of which are listed on the Main Board of the Singapore Exchange Securities Trading Limited with effect from 18 January 2021.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The position of Chairman is held by Mr. Wu Po Sum, and the position of Chief Executive Officer is held by Mr. Yang Mingyao. These two separate positions have clear distinction in responsibilities.

Mr. Wu Po Sum, being the Chairman, is responsible for the management and leadership of the Board to formulate overall strategies and business development directions for the Group, to ensure that adequate, complete and reliable information is provided to all Directors in a timely manner, and to ensure that the issues raised at the Board meetings are explained appropriately.

Mr. Yang Mingyao, being the Chief Executive Officer, is responsible for the daily operations of the Group and the implementation of business policies, objectives and plans as formulated and adopted by the Board, and is accountable to the Board for the overall operation of the Group.

### ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility to present a balanced, clear and understandable assessment of the Group's performance, position and prospects in the consolidated financial statements of the annual and interim reports in accordance with statutory requirements and applicable accounting standards. Pursuant to Code Provision C.1.1 (which has been re-numbered as D.1.1 since 1 January 2022) of the Corporate Governance Code, management should provide such explanation and information to the Board as will enable the Board to make an informal assessment of the financial and other information put before the Board for approval. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern.

In preparing the financial statements for the year ended 31 December 2021, the Directors have selected appropriate accounting policies and applied them consistently, and have made judgments and estimates that are prudent and reasonable.

### 董事資料變更

根據上市規則第13.51B(1)條，本公司董事資料的變動載列如下：

林明彥先生獲委任為新加坡勝科工業集團（新加坡股份代號：U96）的董事，其股份於新加坡證券交易所有限公司主板上市，自2021年1月18日起生效。

### 主席及首席執行官

主席由胡葆森先生擔任，而首席執行官由楊明耀先生擔任，兩者的責任有明確區分。

主席胡葆森先生負責管理及領導董事會制定本集團總體戰略及業務發展方向，以確保向全體董事及時提供充分、完整及可靠的信息，並確保董事會會議上提出的問題得到適當解釋。

首席執行官楊明耀先生負責本集團日常運營，落實由董事會制定及採納的業務政策、目標及計劃，並就本集團的整體營運向董事會負責。

### 問責及審核

董事已確認根據法定規定及適用會計標準，彼等有責任於年度報告及中期報告的綜合財務報表中，就本集團的表現、狀況及前景提呈一份中肯及清晰易明的評估。根據企業管治守則守則條文第C.1.1條（其已於2022年1月1日起重編為D.1.1條），管理層應向董事會提供該等說明及資料，使董事會可就其待其批准之財務及其他資料作出非正式評估。董事在作出一切合理查詢後，確認就其所悉、所知及所信，彼等並不知悉可能對本公司持續經營能力引起重大揣測的事件或條件存在任何重大不確定性。

在編製截至2021年12月31日止年度的財務報表時，董事已選擇適當的會計政策並貫徹採用，且已作出審慎合理的判斷及估計。

## Corporate Governance Report (Continued) 企業管治報告 (續)

The Group has announced its annual and interim results in a timely manner within the limits of three months and two months respectively after the end of the relevant financial periods, as laid down in the Listing Rules.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Group clearly defines the respective authorisations and responsibilities of the Board, the Audit Committee, the management, the internal audit function and other units to ensure the establishment, implementation, evaluation and effective assessment of risk management and internal control systems. The Board has the responsibility to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and to ensure the Group establish and maintain appropriate and effective risk management and internal control systems on an ongoing basis. The Board also monitors the management regarding the design, implementation and supervision of the risk management and internal control systems. The Group's risk management and internal control systems aim to manage, but not eliminate, risks of failing to achieve business objectives, and make reasonable, but not absolute, guarantee that there is no material misstatement or loss only.

A Three Lines of Defence system for risk management and internal control has been put in place, namely frontline defence in business operation, functional centralised defence in internal control and regulatory department, and the independent oversight defence in the internal audit department. In order to enhance our risk management and internal control, each department is accountable for its daily operations, and is required to conduct regular self-evaluation on internal control and establish internal control team. The internal control team is established to regularly carry out spot check, improve internal control guidelines, ensure practical implementation of internal control activities, issue report on the internal control as well as establish and supplement upgrading program for loopholes and inadequacies identified during internal control and independent audit, which are assessed, inspected and followed up by the internal audit department of the Group regularly in order to ensure that relevant remedial actions are performed smoothly on a timely basis. Review findings have been reported to the Audit Committee for further follow-up implementation.

本集團已根據上市規則的規定，分別於有關財政期間結束後的3個月和2個月內及時公佈其年度及中期業績。

### 風險管理及內部監控

本集團明確劃分董事會、審核委員會、管理層和內部審計機構各自的權責，確保風險管理和內部控制體系的建立、實施、評估和有效評價。董事會有責任評價及釐定就達成本集團策略性目標所願意承受的風險性質及程度，確保本集團設立並持續維持合適、有效的風險管理及內部控制制度，監督管理層對風險管理及內部控制體系的建設、實施及評估。本集團的風險管理及內部控制制度旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本集團建立了風險管理及內部控制的三線體系，即業務管控、人力資源管理、財務管理等職能構成「第一線」、內控及監管的職能中心構成「第二線」、內部審計監察部門構成獨立的「第三線」。為更好地做好風險管理和內部控制工作，各業務管理部門負責日常管理，並定期按照合規評價範本進行合規自評；由內控部門組織定期進行交叉互檢、抽檢，切實實施內控活動並出具內控報告，不斷完善內控指引，對發現的管理缺陷及漏洞及時組織制定改善方案；本集團內部審計監察部門也定期對內部控制機制的運行情況、實施效果進行檢查、評估及跟進，以確保有關改善措施得以及時、順利執行，並向審核委員會匯報跟進落實結果。

## Corporate Governance Report (Continued) 企業管治報告 (續)

Key risks, control measures and management actions are continually identified, reviewed and monitored by the management as part of risk management systems. The management has established a risk identification and management process. The risk assessment report is reported to the Audit Committee and the Board on a regular basis to highlight changes in the risk assessment, quantitative and qualitative factors affecting the inherent risks and effectiveness of mitigating measures on other risks. The Company has developed internal policies that provide general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to prevent unauthorized access and use of inside information. The risk management systems of the Group are continually being monitored and refined by the Audit Committee and the Board. The Board has received assurance from the CEO and the management of the Group regarding the effectiveness of the risk management systems of the Group.

The Board performs the duty of reviewing the interim and annual results with the Audit Committee, the management of the Group, the internal audit function and external independent auditors in accordance with the procedures, and conducts a review and assessment on the effectiveness of the Group's risk management and internal control systems and procedures as well as system for resolving material internal control defects at least annually. The Board and the Audit Committee act pursuant to any opinion from the internal audit function and external auditors. They also reviewed the resources, qualifications and experience of staff of the Group's accounting, internal audit and financial reporting functions and their training programmes and budget and were satisfied with their adequacy. The Board believes that the existing risk management and internal control systems are adequate and effective for the year ended 31 December 2021.

作為風險管理系統的一環，管理層會持續查找、審閱及監控主要風險、制定風險應對措施並執行。管理層已設立風險識別及管理程式。風險評估報告會定期呈報審核委員會及董事會，以供發現風險評估的變動、影響固有風險的數量、品質因素及其他風險緩和措施的有效性。本公司已制訂內部政策，為本公司董事、高級職員、高級管理層及相關僱員提供處理機密資料、監控資料披露及回應查詢的一般指引。本公司已實施控制程序，以防止未經授權訪問及使用內部資料。本集團的風險管理系統由審核委員會及董事會持續監控及改良。董事會已接獲首席執行官及本集團管理層就本集團風險管理系統的有效性所做的保證。

董事會與審核委員會、本集團管理層、內部審計及外聘獨立核數師按照程式履行審閱半年度及年度業績的職能，且至少每年對本集團的風險管理及內部控制制度以及程式以及解決重大內部控制缺陷的系統的有效性進行檢討和評價，董事會及審核委員會按內部審計及外聘核數師的意見行動，並已審核本集團在會計、內部審計及財務報告職能人員的資源、資格及經驗以及彼等的培訓方案及預算，對上述的充足性感到滿意。董事會認為，現有的風險管理及內部控制制度截至2021年12月31日止年度內充分有效。

# Corporate Governance Report (Continued)

## 企業管治報告 (續)

### DIVIDEND POLICY

The Company considers stable and sustainable returns to the Shareholders to be its goal. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:

- the financial condition of the Group;
- the liquidity position and expected working capital requirements of the Group;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the retained earnings and distributable reserves of the Company and each of the members of the Group; and
- any other factors that the Board deems appropriate.

The payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the Articles of Association of the Company.

Any final dividend declared by the Company must be approved by an ordinary resolution of the Shareholders at an annual general meeting of the Company and must not exceed the amount recommended by the Board. The dividend policy will continue to be reviewed from time to time and there can be no assurance that a dividend will be proposed or declared in any specific period.

### BOARD COMMITTEES AND CORPORATE GOVERNANCE FUNCTIONS

The Board has established three committees, namely the Audit Committee, the Remuneration Committee (the "Remuneration Committee") and the Nomination Committee (the "Nomination Committee") to oversee the relevant aspects of the Company's affairs. The three Board committees are provided with sufficient resources to discharge their duties.

### 股息政策

本公司以提供穩定及可持續回報予股東作為目標。在決定是否建議派發股息及在釐定股息金額時，董事會將考慮以下因素（其中包括）：

- 本集團的財務狀況；
- 本集團流動資金狀況及預期營運資金需求；
- 由本集團的貸款人可能施加的任何股息派發限制；
- 本公司及本集團各成員公司的保留盈餘及可供分派儲備；及
- 董事會認為適當的任何其他因素。

本公司宣派股息亦須遵守開曼群島公司法及本公司組織章程細則之任何限制。

本公司宣派的任何末期股息必須經股東於股東週年大會以普通決議案予以批准，且不得超過董事會所建議之金額。股息政策將持續不時作出審閱，且概不能保證將在任何既定期間建議或宣派股息。

### 董事委員會及企業管治職能

董事會轄下設三個委員會，即審核委員會、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」），以監督本公司相關方面的事務。三個董事委員會可獲充分資源以履行彼等之職責。

## Corporate Governance Report *(Continued)* 企業管治報告 (續)

The Board as a whole is responsible for performing the corporate governance duties including:

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

### AUDIT COMMITTEE

In compliance with Rule 3.21 of the Listing Rules, the Audit Committee was established on 14 May 2008. The Audit Committee comprises Mr. Cheung Shek Lun (the chairman of the Audit Committee), Mr. Xin Luo Lin and Dr. Sun Yuyang during the year ended 31 December 2021. None of them is a member of the former or existing auditors of the Company. The Board is of the view that the members of the Audit Committee have sufficient accounting and financial management expertise and experience to discharge their duties. However, the Audit Committee is also authorised to obtain external legal or other independent professional advice if it considers necessary.

董事會整體負責執行企業管治職責，包括：

- (a) 發展及檢討本公司有關企業管治之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察遵守法定及監管規定之本公司政策及慣例；
- (d) 發展、檢討及監察適用於僱員及董事之行為守則及合規手冊 (如有)；及
- (e) 檢討本公司遵守守則及於企業管治報告之披露。

### 審核委員會

為遵守上市規則第3.21條，審核委員會於2008年5月14日成立。截至2021年12月31日止年度內，審核委員會由張石麟先生 (審核委員會主席)、辛羅林先生及孫煜揚博士組成。彼等概無擔任本公司前任或現任的核數師。董事會認為，審核委員會的成員有足夠的會計及財務管理的專業知識及經驗，可履行彼等之職責。然而，審核委員會亦獲授權，可於其認為必要時從外部取得法律或其他方面的獨立專業意見。

## Corporate Governance Report (Continued) 企業管治報告 (續)

The Audit Committee has written terms of reference in accordance with the Code. The principal functions of the Audit Committee include:

- To make recommendations to the Board on the appointment, reappointment and removal of external independent auditors and to approve the remuneration and terms of such appointments;
- To review and monitor the independence and objectivity of the external independent auditors and effectiveness of the audit process in accordance with applicable standards;
- To review the Company's financial controls, risk management and internal control systems and other major financial matters;
- To review the Group's financial and accounting policies and practices, and to monitor the Company's financial operation and core business status;
- To ensure that the management has fulfilled its duties and the Group's strategic objectives to maintain an effective risk management and internal control system;
- To ensure compliance with applicable statutory accounting and reporting requirements, legal and regulatory requirements, internal rules and procedures approved by the Board from time to time; and
- To review and monitor the integrity of the financial statements, annual and interim reports and the auditor's report to ensure that the information presents a true and balanced assessment of the Group's financial position.

審核委員會的職權範圍根據守則以書面方式確立。審核委員會的主要職能包括：

- 就外聘獨立核數師的聘任、續聘及解聘向董事會提出建議，並批准聘任的薪酬及條款；
- 根據適用標準，審閱及監督外聘獨立核數師的獨立性及客觀性，以及審核過程中的有效性；
- 檢討本公司的財務控制、風險管理及內部監控制度以及其他主要財務事宜；
- 檢討本集團的財務及會計政策及慣例，以及監督本公司的財務運作及核心業務狀況；
- 確保管理層已履行其職責及本集團的策略性目標，以維護有效的風險管理及內部監控制度；
- 確保已遵守適用的法定會計及報告規定、法律及監管規定以及董事會不時通過的內部規則及程序；及
- 審閱及監督財務報表、年度報告、中期報告及核數師報告的完整性，以確保有關資料呈現對本集團的財務狀況真實及中肯的評估。

## Corporate Governance Report (Continued) 企業管治報告 (續)

The Audit Committee held two meetings during 2021 and conducted the following responsibilities:

- (i) reviewed the Group's financial results for the year ended 31 December 2020 and interim results for the six months ended 30 June 2021;
- (ii) reviewed the audit plans and findings of the external auditor;
- (iii) reviewed the internal control and financial matters pursuant to its terms of reference; and
- (iv) made recommendation to the Board on the reappointment of the external auditor and their remuneration.

Under the amendments to the Corporate Governance Code, the section of "Oversee of Risk Management Functions" (which has been renamed as "Risk Management and Internal Control" since 1 January 2022) was adopted into the audit committee's terms of reference and approved by the Board on 31 March 2016. The Audit Committee has reviewed the risk management and internal control systems of the Group as well as considered and identified risks of the Group subsequent to 31 December 2021 and will continuously monitor the systems on a regular basis.

The Audit Committee also met with the external auditor annually in the absence of management to discuss matters relating to any issues arising from audit and any other matters the external auditor may wish to raise.

For the year ended 31 December 2021, the external independent auditors' remuneration to the Group's auditor in respect of annual audit and Interim review services provided to the Group amounted to approximately RMB6.35 million and RMB1.60 million. The remuneration to the local statutory auditors for their services is set out in notes 4 to the financial statements. During the year, total service fee paid to external independent auditor for the issuance of 3 senior notes, reporting accounting services for spin-off of listing and non-audit services for the reporting of continuing connected transactions with the total principal amount of US\$460 million was approximately RMB3.57 million.

The Company's annual results announcement dated 28 March 2022 for the year ended 31 December 2021 has been reviewed by the Audit Committee.

審核委員會於2021年間舉行了兩次會議，並履行了以下職能：

- (i) 審閱本集團截至2020年12月31日止年度之財務業績及截至2021年6月30日止六個月之中期業績；
- (ii) 審閱外聘核數師之核數計劃及結果；
- (iii) 根據其職權範圍審閱內部監控及財務事宜；及
- (iv) 就外聘核數師之續聘及其薪酬向董事會提出建議。

根據企業管治守則的修訂，「監察風險管理職能」（其已於2022年1月1日起重新命名為「風險管理及內部監控」）一節已採納為審核委員會的職權範圍，及由董事會於2016年3月31日批准。審核委員會已審閱本集團的風險管理及內部監控制度，並於2021年12月31日之後考慮及識別了本集團的風險，將繼續定期監察有關制度。

審核委員會亦會每年在無管理層出席之情況下與外聘核數師會面，以討論任何因審核產生之事宜及外聘核數師可能提出之任何其他事宜。

於截至2021年12月31日止年度，本集團就外聘獨立核數師中的集團核數師提供的年度核數及中期審閱服務支付的薪酬分別約為人民幣635萬元及人民幣160萬元。本集團就地方法定核數師提供的服務支付的薪酬載於財務報表附註4。於本年度內，就發行3筆合共4.6億美元優先票據、分拆上市申報會計師服務及持續關聯交易報告等非審計服務合共支付予外聘獨立核數師的服務費約為人民幣357萬元。

本公司於2022年3月28日發出之截至2021年12月31日止年度之全年業績公告已由審核委員會審閱。

### NOMINATION COMMITTEE

The Nomination Committee was established on 29 March 2012 with written terms of reference as suggested under the code provision in the Corporate Governance Code. The Nomination Committee comprises three members, namely Mr. Wu Po Sum (the chairman of the Nomination Committee), Mr. Cheung Shek Lun and Mr. Xin Luo Lin, a majority of whom are independent non-executive Directors.

The primary duties of the Nomination Committee include: (i) reviewing the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year, and making recommendations to the Board regarding any proposed changes to the Board for conforming to the strategy of the Company; (ii) identifying and nominating qualified individuals to act as Directors and making recommendations to the Board regarding such matters; (iii) assessing the independence of the independent non-executive Directors; (iv) making recommendations to the Board regarding the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer; and (v) reviewing the Board Diversity Policy (as defined below), and the implementation of the progress targets set by such policy.

The chairman of the Nomination Committee shall attend the annual general meeting of the Company to answer questions raised by the Shareholders on Directors' nomination and other nomination policy matters.

The Nomination Committee held one meeting during 2021 and performed the following responsibilities:

- (i) reviewed the nomination and the policy of the Directors;
- (ii) reviewed the reappointment of Directors at the 2021 AGM;
- (iii) assessed the independence of independent non-executive Directors; and
- (iv) reviewed the revised terms of reference of the Nomination Committee.

The Company has adopted the Board Diversity Policy with effect on August 2013 which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

### 提名委員會

提名委員會已於2012年3月29日成立，並根據《企業管治守則》的守則條文建議，以書面形式確立了職權範圍。提名委員會包括三名成員，即胡葆森先生（提名委員會主席）、張石麟先生及辛羅林先生。大部分成員為獨立非執行董事。

提名委員會的主要職責包括：(i)每年檢討至少一次董事會之架構、規模及組成（包括技能、知識及經驗），並就為遵循本公司策略所作的任何建議董事會變動向董事會作出建議；(ii)物色及提名合資格人士出任董事，並向董事會就有關事宜作出建議；(iii)評估獨立非執行董事之獨立性；(iv)就委任或重新委任董事及董事（尤其是主席及首席執行官）之繼任計劃向董事會作出推薦建議；及(v)檢討董事會成員多元化政策（定義見下文）及由相關政策制定的實施進度目標。

提名委員會主席需出席本公司股東週年大會，並回答股東有關提名董事及其他提名政策事宜的提問。

提名委員會於2021年間舉行了一次會議，並履行了以下職能：

- (i) 審閱董事提名及政策；
- (ii) 審閱於2021年股東週年大會上董事之重新委任；
- (iii) 評估獨立非執行董事之獨立性；及
- (iv) 檢討提名委員會的經修訂職權範圍。

本公司已採納董事會成員多元化政策，自2013年8月生效，當中載列董事會為達致及維持成員多元化以提升董事會效能而採取之方針。



# Corporate Governance Report (Continued)

## 企業管治報告 (續)

The Company recognises the benefits of Board diversity and endeavours to ensure that the Board has the appropriate and balanced skill levels, experience and perspectives to support the execution of its business strategies. The Company seeks to achieve Board diversity through the consideration of a number of factors, including professional qualifications and experience, cultural and educational background, race and ethnicity, gender, age and length of service. The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board.

As recommended by the Nomination Committee, the Board has set measurable objectives (in terms of gender, skills and experience) to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

Having reviewed the Board composition, the Board recognizes the importance and benefits of gender diversity at the Board level and shall continue to take initiatives to identify female candidate(s) to enhance the gender diversity among the Board members. We target to increase, subject to the above, the female representation in our Board to 50% before 31 December 2024.

Our diversity philosophy including the gender diversity was generally followed in the workforce throughout the Group for the year ended 31 December 2021. As of the date of this report, 25% of Directors and 35% of our total workforce were female. We will continue with our endeavor to increase female representation in our Board.

### REMUNERATION COMMITTEE

The Remuneration Committee was established on 14 May 2008 with written terms of reference as suggested under the code provision in the Corporate Governance Code. The Remuneration Committee comprises three members, including two independent non-executive Directors, namely Mr. Xin Luo Lin (the chairman of the Remuneration Committee) and Mr. Cheung Shek Lun, and Mr. Wu Po Sum (the Chairman and executive Director of the Company), during the year ended 31 December 2021.

本公司深明董事會成員多元化之裨益，並致力確保董事會擁有合適及均衡的技能水平、經驗及觀點，以支持本公司執行業務策略。本公司考慮眾多因素以達致董事會成員多元化，包括專業資格及經驗、文化及教育背景、種族及族裔、性別、年齡及服務任期。本公司於釐定董事會成員之最佳組合時，亦按自身業務模式及不時的特定需求考慮各項因素。

經提名委員會作出推薦建議後，董事會已（於性別、技能及經驗方面）制定可計量目標以落實董事會成員多元化政策，並不時檢討該等目標，確保目標合適並確定其達成進度。提名委員會將於適當時檢討董事會成員多元化政策，以不時確保政策行之有效。

經審閱董事會之組成，董事會深明董事會層面性別多元化的重要性及裨益，並將繼續採取行動，物色女性候選人以提升董事會成員之間的性別多元化。在上述情況下，本公司期望於2024年12月31日前將董事會中的女性代表比例增加至50%。

截至2021年12月31日止年度，本集團整個工作環境普遍遵循包含性別多元化的多元化理念。截至本報告日期，25%董事及35%僱員總數為女性。本公司將繼續致力增加董事會內女性代表比例。

### 薪酬委員會

薪酬委員會已經於2008年5月14日成立，並根據《企業管治守則》的守則條文建議，以書面形式確立了職權範圍。截至2021年12月31日止年度內，薪酬委員會由三名成員組成，包括兩名獨立非執行董事，即辛羅林先生（薪酬委員會主席）及張石麟先生以及胡葆森先生（本公司主席及執行董事）。

## Corporate Governance Report (Continued) 企業管治報告 (續)

The primary duties of the Remuneration Committee include (but not limited to) (i) making recommendations to the Board on the Company's policies and structures for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the terms of the specific remuneration package of individual executive Directors and senior management; and (iii) reviewing and approving remuneration proposal by reference to corporate objectives set by the Directors from time to time.

The amount of the executive Directors' remuneration is determined by the Remuneration Committee on the basis of the relevant executive Directors' experience, responsibility, workload and the time devoted to the Group. The entire Directors' remuneration is adjusted by the Remuneration Committee from time to time.

The Remuneration Committee may also consult the Chairman on proposals relating to the remuneration of other executive Directors and has access to professional advice if necessary.

The Remuneration Committee held one meeting during 2021 and conducted the following responsibilities:

- (i) reviewed the remuneration policy of the Group and Directors' remunerations; and
- (ii) reviewed and approved the remuneration package of individual executive Directors and senior management.

To comply with the Listing Rules, Mr. Xin Luo Lin, an Independent non-executive Director, was appointed as the Chairman of the Remuneration Committee.

### COMPANY SECRETARY

In compliance with Rule 3.28 of the Listing Rules, the Company Secretary is a full time employee and has the day-to-day knowledge of the Company's affairs. The Company Secretary is responsible for advising the Board on corporate governance matters. For the year under review, the Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training.

薪酬委員會的主要職責包括(但不限於):(i)就本公司所有董事及高級管理層的薪酬政策及結構以及為制定該等薪酬政策而確立的正式及具透明度的程序,向董事會提供建議;(ii)釐定個別執行董事及高級管理人員具體薪酬方案的條款;及(iii)參考董事不時制訂的企業目標,審閱及批准薪酬建議。

執行董事的薪酬金額由薪酬委員會根據相關執行董事的經驗、責任、工作量及任職本集團時間釐定。薪酬委員會將不時調整全體董事的薪酬。

薪酬委員會亦會就其他執行董事的薪酬方案與主席協商,並於必要時諮詢專業意見。

薪酬委員會於2021年間舉行了一次會議,並履行了以下職能:

- (i) 審閱本集團之薪酬政策及董事之薪酬;及
- (ii) 審閱並批准個別執行董事及高級管理層之薪酬待遇。

為遵守上市規則,獨立非執行董事辛羅林先生獲委任為薪酬委員會主席。

### 公司秘書

為遵守上市規則第3.28條,公司秘書為本公司全職僱員,並熟悉本公司之日常事務。公司秘書負責就企業管治事宜向董事會提出建議。於回顧年度,公司秘書確認彼已接受不少於十五小時的相關專業培訓。

### SHAREHOLDERS' RIGHTS

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

### Procedures for Shareholders to Convene an Extraordinary General Meeting and Put Forward Proposals Thereat

The following procedures for the Shareholders to convene an extraordinary general meeting are prepared in accordance with Article 58 of the Articles of Association of the Company:

- (1) One or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.
- (2) The requisition must state the objects of the meeting, and must be signed by the Shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those Shareholders.
- (3) The requisition shall be made in writing to the Board or the Company Secretary via mail to the Company's principal place of business in Hong Kong at Room 7701B-7702A, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.
- (4) The extraordinary general meeting shall be held within two months after the deposit of the requisition.
- (5) If the Directors fail to proceed to convene the extraordinary general meeting within twenty-one (21) days of the deposit of such requisition, the Shareholder(s) himself or themselves may do so in the same manner, and all reasonable expenses incurred by him/her/them as a result of the failure of the Board shall be reimbursed to the Shareholder(s) by the Company.

### 股東權利

本公司之股東大會提供機會讓股東及董事會進行溝通。本公司之股東週年大會將每年於董事會釐定之地點舉行。股東週年大會以外之各個股東大會稱為股東特別大會。

### 股東召開股東特別大會並於會上提呈建議之程序

下列股東召開股東特別大會的程序乃按照公司章程細則第58條編製：

- (1) 於遞呈要求日期持有不少於本公司繳入股本（附有於本公司股東大會表決權）十分之一之一位或多位股東，有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項。
- (2) 該書面要求必須述明會議的目的，由提出要求之股東簽署，可由多份格式相若之文件組成，每份均須經一名或以上提出要求之股東簽署。
- (3) 要求須以書面提出，並郵寄至本公司在香港之主要營業地點（地址為香港九龍柯士甸道西1號環球貿易廣場77樓7701B-7702A室），董事會或公司秘書收。
- (4) 股東特別大會須於遞呈要求日期後起計兩個月內舉行。
- (5) 倘董事於該項要求提交後二十一(21)日內未能召開股東特別大會，有關股東可以相同形式自行召開大會，而本公司須向有關股東償付所有由有關股東因董事會未能召開大會而產生之合理開支。

# Corporate Governance Report (Continued)

## 企業管治報告 (續)

### Proposals for Proposing a Person for Election as a Director

Subject to applicable laws and regulations, including the Companies Law of the Cayman Islands, the Listing Rules and the Articles of Association as amended from time to time, the Company may from time to time in a general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

A Shareholder may propose a person (the "Person") for election as a Director by lodging the following documents at the Company's principal place of business in Hong Kong at Room 7701B-7702A, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong:

- (1) a notice in writing signed by the Shareholder concerned of his/her/its intention to propose the Person as a Director with full particulars of the Person including his/her full name and biographical details as required under Rule 13.51(2) of the Listing Rules; and
- (2) a notice in writing signed by the Person of his/her willingness to be elected as a Director.

Such notices shall be lodged at least seven (7) days prior to the date of the general meeting and the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) days in length.

### Procedures for Raising Enquiries

To ensure effective communication between the Board and the Shareholders, the Company has adopted a Shareholders' communication policy:

- (1) Shareholders may direct their questions about their shareholdings to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited.

### 建議候選董事的建議

在適用法律及法規(包括開曼群島公司法、上市規則及公司章程細則(經不時修訂)的規限下,本公司可不時透過普通決議案於股東大會上推選任何人士為董事,以填補董事會臨時空缺,或作為現有董事會新增成員。

股東可將以下文件遞呈至本公司在香港之主要營業地點(地址為香港九龍柯士甸道西1號環球貿易廣場77樓7701B-7702A室),以提名任何人士(「該人士」)參選董事:

- (1) 根據上市規則第13.51(2)條規定,有關股東簽署的書面通知,當中載有其有意提名為董事的該人士的全部詳情,包括其全名及履歷詳情;及
- (2) 該人士簽署的書面通知,表明其願意參選董事。

該等通知須至少於股東大會日期前七(7)日遞呈,由指定作該選舉的股東大會通知寄發日期起至少七(7)日,可供遞呈該等通知。

### 查詢程序

為確保董事會與股東之間有效溝通,本公司已採納股東通訊政策:

- (1) 股東如就持股有任何疑問,可向本公司香港股份過戶登記分處香港中央證券登記有限公司提出。

## Corporate Governance Report (Continued) 企業管治報告 (續)

- (2) Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary or the Chief Financial Officer whose contact details are as follows:

Central China Real Estate Limited  
Room 7701B-7702A,  
77th Floor, International Commerce Centre,  
1 Austin Road West,  
Kowloon, Hong Kong  
Telephone: (852) 2620 5233  
Fax: (852) 2620 5221  
Email address: general@centralchina.com

- (3) Shareholders may also make enquiries with the Board at the general meetings of the Company.

The Company regularly reviews its Shareholders' communication policy, the Company believes that the policy remains effective and offers Shareholders multiple channels to contact and reach the Company.

### MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

As approved at the 2021 AGM held on 12 May 2021, The Company's Memorandum of Association and Amended and Restated Articles of Association were adopted and effective. The latest version of the Memorandum of Association and Amended and Restated Articles of Association are available on the websites of the Company and the Stock Exchange.

- (2) 股東可隨時透過公司秘書或首席財務官以書面形式將其查詢及問題遞交董事會。彼等之聯絡詳情如下：

建業地產股份有限公司  
香港九龍  
柯士甸道西1號  
環球貿易廣場77樓  
7701B-7702A室  
電話：(852) 2620 5233  
傳真：(852) 2620 5221  
電郵地址：general@centralchina.com

- (3) 股東亦可在本公司之股東大會上向董事會作出查詢。

本公司定期檢討其股東溝通政策，其認為該政策仍然有效，並為股東提供多種渠道與本公司聯絡及溝通。

### 組織章程大綱及章程細則

誠如2021年5月12日舉行的2021年股東週年大會所批准，本公司組織章程細則以及經修訂及重列的組織章程細則已獲採納並經已生效。組織章程細則以及經修訂及重列的組織章程細則的最新版本可於本公司及聯交所網站查閱。

### CORPORATE COMMUNICATION AND INVESTOR RELATIONS

The major task and objective of the Group's investor relations are to clearly introduce the Group, including the business positioning, existing operations and future development of the Group, to the media, Shareholders, investors, analysts and investment banks through different communication channels. In future, the Group shall further enhance communication with the media, Shareholders, investors, analysts and investment banks on various aspects such as development strategies, operation and management, financial prospects and business operation through meetings, senior management's participation in investor forums, conferences and roadshows. The Group is confident in establishing and maintaining a good relationship with the international capital institutions through the continued enhancement of information transparency.

### PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed level of public float during the year and up to the date of this report as required under the Listing Rules.

The Group emphasises the importance of maintaining good communication with the Shareholders, so as to increase the Company's transparency and understanding by the Shareholders. To enable that the Shareholders are effectively informed of the Group's status and developments, the Group issues announcements, circulars, notices, interim and annual reports in a timely manner. To enhance the Company's transparency, other information about the Company is published on the Company's website.

The Company's annual general meetings allow the Directors to meet and communicate with the Shareholders and to answer any queries that the Shareholders may have. An external independent auditor is also present at the annual general meetings. The Chairman will propose separate resolutions for each issue to be considered at the annual general meetings. A notice of annual general meeting is delivered to all Shareholders at least 20 clear business days prior to the date of the meeting, setting out details of each proposed resolution and other information. Voting results are posted on the websites of the Company and of the Stock Exchange.

### 公司通訊及投資者關係

本集團投資者關係的主要任務及目標，是透過不同的溝通渠道，向媒體、股東、投資者、分析師及投資銀行清楚地介紹本集團，包括本集團的業務定位、現有業務及未來發展。今後，本集團將透過會議或高級管理層參與的投資者論壇、大會及路演，進一步加強與媒體、股東、投資者、分析師及投資銀行在各方面的溝通，如發展策略、運營及管理、財務前景及業務經營。本集團有信心透過不斷提高信息透明度，與國際資本機構建立及維持良好的關係。

### 公眾持股量

根據本公司得悉的公開資料及董事所知悉，本公司於本年度內及截至本報告日止已按照上市規則規定維持指定水平的公眾持股量。

本集團重視與股東保持良好溝通，以提高本公司的透明度及獲得股東更多的理解。為使股東有效獲悉本集團的狀況及發展，本集團及時刊發公告、通函、通告、中期報告及年度報告。為提高本公司的透明度，有關本公司的其他資料亦公佈於本公司網站。

在本公司的股東週年大會上，董事可與股東會晤及溝通，並回答股東可能提出的任何疑問。外聘獨立核數師亦會參加股東週年大會。就提呈股東週年大會審議的每一事項，主席均會分別提出決議案。股東週年大會通告至少於大會舉行日期20個完整工作日前向全體股東發出，當中列明將於會上提呈的每項決議案的詳情及其他資料。投票結果其後將於本公司及聯交所網站上公佈。

# Profile of Directors and Senior Management

## 董事及高級管理層履歷

### EXECUTIVE DIRECTORS

**Wu Po Sum** (formerly known as Hua Jianming), aged 71, is an executive Director, the chairman of the Board and the founder of the Group. He is also a director of a number of subsidiaries of the Company. Mr. Wu is responsible for formulating development strategies, making decisions on investment projects and determining development directions of the Group. He graduated from Zhengzhou University majoring in English in 1979 and completed the CEO Program in China Europe International Business School on 27 March 2005. Mr. Wu is the father of Ms. Wu Wallis (alias Li Hua), a non-executive Director.

Mr. Wu has over 29 years of experience in real estate development and investment. He started his career with China Textile Import and Export Corporation Henan Branch in 1979. From 1982 to 1985, Mr. Wu was sent by the Department of Foreign Trade of Henan Province to work in Hong Kong. From 1985 to 1986, he was the assistant general manager of Central China International Economic Trade Company Limited ("CCIET"). From 1986 to 1988, Mr. Wu worked as the president and the general manager in Guoguang Industrial Company Limited, a subsidiary of CCIET. From 1988 to 1991, Mr. Wu served as the assistant general manager and the general manager in Central China International (Group) Limited and Central China Overseas Development Company Limited, respectively. He then entered the PRC real estate market in May 1992, when he laid the foundation for the Group and established the "Jianye" ("建業") brand name.

### 執行董事

**胡葆森** (曾用名滑建明)，71歲，為本公司執行董事、董事會主席兼本集團創辦人。彼亦為本公司數家附屬公司的董事。胡先生負責制定本集團的發展策略、投資項目決策以及釐定發展方向。彼於1979年畢業於鄭州大學，主修英語，並於2005年3月27日完成中歐國際工商學院的CEO課程。胡先生為非執行董事李樺女士的父親。

胡先生在房地產開發及投資方面擁有超過29年的經驗。彼的事業生涯始於1979年加入中國紡織品進出口公司河南分公司。1982年至1985年間，胡先生獲河南省對外經濟貿易合作廳派往香港工作。自1985年至1986年，彼出任中原國際經濟貿易公司（「中原國際」）助理總經理。於1986年至1988年，胡先生出任中原國際附屬公司國光實業有限公司董事長兼總經理。1988年至1991年間，胡先生分別於中原國際（集團）有限公司及中原海外發展總公司擔任助理總經理及總經理。於1992年5月，彼進軍中國房地產市場，奠定本集團的基礎及建立「建業」品牌。

## Profile of Directors and Senior Management (Continued) 董事及高級管理層履歷 (續)

In 2011, based on his recognition of the traditional Chinese cultural value of “enlightening the world with studies of humanism”, he personally initiated the establishment of Benyuan Humanity Education Foundation (本源人文公益基金會) in Henan to promote the humanities education of China. In addition to financing an amount of RMB23 million for building the Children’s Library of Henan Province in 2013, the Foundation has also donated Benyuan Community College, Benyuan Village Library and Benyuan Youngster Cultivation in the daily operations as its core public welfare projects, aiming to popularizing and promoting liberal education in urban communities, rural areas and universities. The aforementioned projects have gained wide social recognition and reputation and become a model for the construction of modern academies, which has aroused widespread concern among public welfare, traditional culture and education circles. In late 2016, in order to give back to his Alma Mater and boost the development of higher education in Henan Province, Mr. Wu Po Sum offered a ten-year donation totaling RMB100 million to the Education Development Foundation of Zhengzhou University.

In 2017, Mr. Wu was invited to the selection of Golden Sunlight Public Welfare Awards of Henan Daily and was awarded the “Meritorious Person of the First (2017) Central China Social Responsibility” prize. Besides, the Benyuan Humanity Education Foundation in Henan sponsored by him was awarded the “Outstanding Nonprofit Organization of First (2017) Central China Social Responsibility”.

Mr. Wu Po Sum received various awards in 2018. He was appointed as the “Deputy Director of the Advisory Committee of Industry and Commerce Association of Henan Province (河南省工商聯諮詢委員會副主任)”, received the “Outstanding Contribution Entrepreneur of Henan (河南卓越貢獻企業家)” award at the “40 Years of Reform and Opening up of Henan (河南省紀念改革開放40年)” event organised by Henan Daily, and was awarded the highest accolade of a leading entrepreneur in the real estate industry in Henan at the “40 Years of Reform and Opening up, Development of Central China (改革開放四十年中原城市大發展)” by Henan Province Real Estate Business Chamber of Commerce. Mr. Wu Po Sum also received the “Golden Camel Award” granted by the SEE Foundation for his active contribution in promoting projects concerning environmental protection.

2011年，他基於對中國傳統「觀乎人文以化成天下」的文化價值的認同，個人發起成立河南省本源人文公益基金會，致力於中國社會人文教育的推動。基金會除2013年捐資人民幣2,300萬元捐建河南省少兒圖書館項目外，於日常運營開展的核心公益項目有本源社區書院、本源鄉村書館、本源青年養成項目等，在城市社區、鄉村和大學校園普及推廣人文教育，取得極大的社會認可和社會公信口碑，成為現代書院的建設典範，引起公益界、傳統文化教育界的廣泛關注。2016年末，為回饋哺育過自己的母校，助力河南高校教育的發展，胡葆森先生向鄭州大學教育發展基金會提供10年總額為人民幣1億元的捐贈。

2017年，胡先生受邀參與河南日報社金陽光公益獎的評選，榮獲「首屆(2017)中原社會責任·功勳人物」獎，其資助的河南省本源人文基金會則在此次評選中獲得「首屆(2017)中原社會責任·優秀公益組織」的獎項。

2018年，胡葆森先生獲得多項榮譽，包括被聘為「河南省工商聯諮詢委員會副主任」；在河南日報社舉辦的「河南省紀念改革開放40年」活動中，榮獲「河南卓越貢獻企業家」榮譽稱號；榮獲河南省房地產業商會「改革開放四十年中原城市大發展」河南房地產行業領袖企業家最高榮譽稱號；及因其在環保項目推進方面的積極貢獻，阿拉善SEE基金會授予其「金駝獎」稱號等。



## Profile of Directors and Senior Management (Continued)

### 董事及高級管理層履歷 (續)

Mr. Wu has an interest in the shares of the Company, details of which are set out in the section headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares or Debentures” under Directors’ report in this annual report.

**Wang Jun**, aged 41, is an executive Director. He was also appointed as the chief executive officer of the Company during the period from 31 March 2021 to 14 February 2022. Mr. Wang has over 17 years of experience in the real estate industry and capital market. He obtained his bachelor’s degree in English from Guangdong University of Foreign Studies in 2002 and his master’s degree in Business Administration from Hong Kong University of Science and Technology in 2011. From 2003 to 2007, Mr. Wang served in PricewaterhouseCoopers Zhong Tian CPAs Limited Company with the latest position as a senior associate; from 2007 to 2011, he served as the head of investor relations and a senior manager of the finance department in Country Garden Holdings Company Limited; and from 2011 to June 2018, he served in Morgan Stanley Asia Limited with the latest position as an executive director.

Mr. Wang also serves as an Director of another two listed companies. Mr. Wang was appointed as an Executive Director, the Chairman of the Board and the Chief Executive Officer of Central China New Life Limited (建業新生活有限公司) (“Central China New Life”) (listed on the Stock Exchange, stock code: 9983.HK) on 28 October 2019 (resigned as chief executive officer on 14 February 2022). Mr. Wang was appointed as an Non-executive Director of DIT Group Limited (築友智造科技集團有限公司) (“CMIG Drawin”) (listed on the Stock Exchange, stock code: 726.HK) on 17 September 2019.

Mr. Wang has an interest in the shares of the Company, details of which are set out in the section headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares or Debentures” under Directors’ report in this annual report.

胡先生於本公司股份中擁有權益，詳情載於本年度報告中董事會報告內「董事及主要行政人員於股份、相關股份或債券中的權益及淡倉」一節。

**王俊**，41歲，為執行董事。彼亦於2021年3月31日至2022年2月14日期間擔任本公司首席執行官。王先生擁有逾17年房地產及資本市場經驗。彼於2002年取得廣東外語外貿大學之英語學士學位，及於2011年取得香港科技大學之工商管理碩士學位。王先生於2003年至2007年任職於普華永道中天會計師事務所，任至高級審計師。王先生於2007年至2011年出任碧桂園控股有限公司投資者關係主管兼財務部高級經理。王先生於2011年至2018年6月任職於摩根士丹利亞洲有限公司，任至執行董事。

王先生亦於另外兩家上市公司擔任董事職位。王先生於2019年10月28日獲委任為建業新生活有限公司(「建業新生活」)(一家聯交所上市公司，股份代號：9983.HK)執行董事、董事會主席兼首席執行官(於2022年2月14日辭任首席執行官職務)。王先生亦於2019年9月17日獲委任為築友智造科技集團有限公司(「築友智造」)(一家聯交所上市公司，股份代號：726.HK)非執行董事。

王先生於本公司股份中擁有權益，詳情載於本年度報告中董事會報告內「董事及主要行政人員於股份、相關股份或債券中的權益及淡倉」一節。

## Profile of Directors and Senior Management (Continued) 董事及高級管理層履歷 (續)

**Yuan Xujun** (resigned on 4 November 2021), aged 54, is an executive Director. He serves as a director and general manager of Central China Real Estate Group (China) Company Limited. He resigned as the chief executive officer of the Company on 31 March 2021. Led by him, the Group realised a contracted sales amount of RMB37.3 billion, RMB72.4 billion and RMB101.2 billion in 2017, 2018 and 2019, respectively. The results of the Group achieved rapid growth in three consecutive years.

Before serving as the chief executive officer of the Company, he worked at China Vanke Co., Ltd. from 1994 to 2016, and served various positions such as chief financial officer of Shanghai Vanke Enterprises Company Limited, chief financial officer and deputy general manager of Zhejiang Vanke Nandu Real Estate Company Limited, manager of Jiaying Vanke Real Estate Company Limited and general manager of Xuzhou Vanke Enterprises Company Limited. He has over 21 years of experience in financial management and real estate management.

Mr. Yuan obtained a Master's Degree of Business Administration from Macau University of Science and Technology in 2001.

Mr. Yuan has an interest in the shares of the Company, details of which are set out in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares or Debentures" under Directors' report in this annual report.

### NON-EXECUTIVE DIRECTORS

**Lim Ming Yan**, aged 59, is a non-executive Director. Having been worked for 22 years in CapitaLand Limited (Singapore Stock Code: C31), he took the post of president of CapitaLand Limited and chief executive officer of the Group from 2013 to 2018, and served as the chief operating officer from 2011 to 2012. He was also the chief executive officer of The Ascott Limited from 2009 to 2012, and chief executive officer of CapitaLand China Holdings Pte Ltd from 2000 to 2009.

**袁旭俊** (於2021年11月4日辭任), 54歲, 為執行董事。彼亦擔任建業住宅集團(中國)有限公司之董事及總經理。彼於2021年3月31日辭任本公司首席執行官的職務。2017、2018及2019年帶領本集團團隊分別實現銷售合同金額人民幣373億元、人民幣724億元及人民幣1,012億元, 本集團業績連續三年實現快速增長。

在擔任本公司首席執行官前, 彼於1994至2016年間曾就職於萬科企業股份有限公司, 歷任上海萬科企業有限公司財務負責人、浙江萬科南都房地產有限公司萬科財務總監、副總經理、嘉興萬科房地產開發有限公司經理、徐州萬科企業有限公司總經理等職務。擁有逾21年財務管理、房地產管理經驗。

袁先生於2001年取得澳門科技大學工商管理碩士學位。

袁先生於本公司股份中擁有權益, 詳情載於本年度報告中董事會報告內「董事及主要行政人員於股份、相關股份或債券中的權益及淡倉」一節。

### 非執行董事

**林明彥**, 59歲, 為非執行董事。彼曾任職凱德集團有限公司(新加坡交易所股份代號: C31) 22年, 於2013年至2018年擔任該公司總裁兼集團首席執行官, 此前於2011年至2012年擔任首席營運官。彼亦於2009年至2012年出任雅詩閣有限公司之行政總裁。2000年至2009年期間, 彼為凱德置地中國控股私人有限公司之行政總裁。

## Profile of Directors and Senior Management (Continued)

### 董事及高級管理層履歷 (續)

During his tenure, Mr. Lim built CapitaLand Group into “One CapitaLand” and spearheaded rapid adoption of new technology within CapitaLand Group. As the chief executive officer of CapitaLand China, he developed the company into the largest and most successful foreign real estate player in China. Under his leadership and guidance, Ascott Group expanded four times from an enterprise with property portfolio of about 25,000 serviced residence units to that with over 100,000 units.

Mr. Lim serves in various committees in Singapore. He is the chairman of Workforce Singapore and a member of Future Economy Council in Singapore. He is also a board director of Business China, Singapore Press Holdings Ltd. Co. (Singapore Stock Code: T39) as well as Enterprise Singapore.

Mr. Lim has obtained a first class honours degree in Mechanical Engineering and Economics from the University of Birmingham, United Kingdom, and has completed the Advanced Management Program at Harvard Business School.

**Wu Wallis, alias Li Hua**, aged 40, is a non-executive Director. She is also a director of a number of subsidiaries of the Company. Ms. Wu obtained a Bachelor of Architecture Degree from the University of New South Wales in Australia in 2006, and a Master of Applied Finance degree from Macquarie University in 2007. Before joining the Group in 2006, she worked in Woodhead International (Beijing) and Banatex Architects Pty Ltd in Sydney Australia in 2005. Ms. Wu is the daughter of Mr. Wu Po Sum, an executive Director and the chairman of the Board.

Ms. Wu has interests in the shares of the Company, details of which are set out in the section headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares or Debentures” under Directors’ report in this annual report.

林先生於任職期間，將凱德集團打造為「一個凱德」，並率先提倡在凱德集團內部應用新科技。出任凱德置地中國行政總裁期間，彼將公司發展成中國最具規模的外資房地產企業並取得無比成功。在彼領導及率領下，雅詩閣集團規模擴大四倍，持有物業組合由約25,000個服務式住宅單位躍升至成為其中一家擁有超過100,000個單位的企業。

林先生在新加坡多個委員會擔任要職，分別為新加坡勞動力發展局主席及新加坡未來經濟理事會成員。彼亦擔任通商中國董事、新加坡報業控股（新加坡交易所股份代號：T39）董事及新加坡企業發展局董事。

林先生取得英國伯明翰大學機械工程及經濟學一級榮譽學位，並已修畢哈佛商學院高級管理課程。

**李樺**，40歲，為非執行董事。彼亦為本公司數家附屬公司的董事。李女士於2006年獲得澳大利亞新南威爾斯大學建築學學士學位，並於2007年獲得Macquarie University應用金融學碩士學位。於2006年加入本集團前，李女士曾於2005年在北京五合國際建築設計集團及澳大利亞悉尼的Banatex Architects Pty Ltd工作。李女士為執行董事及董事會主席胡葆森先生之女兒。

李女士於本公司股份中擁有權益，詳情載於本年度報告中董事會報告內「董事及主要行政人員於股份、相關股份或債券中的權益及淡倉」一節。

## Profile of Directors and Senior Management (Continued) 董事及高級管理層履歷 (續)

**Chen Ying**, aged 56, was appointed as a non-executive Director on 25 August 2020. She has over 24 years of experience in real estate operations and business management. She obtained a bachelor's degree in accounting from Zhongnan University of Economics and Law in 1987.

Ms. Chen served as an accountant in the Light Industry Department of Henan Province from 1987 to 1996. She joined the Group in November 1996 and had successively served in various positions of Central China Real Estate Group (China) Co., Limited\* (建業住宅集團(中國)有限公司), including deputy manager and manager of the finance department and treasury department, assistant president, deputy general manager for Zhengzhou Region, general manager of the U-Town project company, general manager for Pingdingshan Region, assistant president and director of the office of the board of directors, assistant president and general manager of the treasure management centre, vice president and director and head of the investment and financing centre, vice president and a member of the investment committee, and is currently a director of various members of the Group. Ms. Chen has extensive experience in business management, real estate operations, investment and financing as well as risk management. She had exceeded the operating targets assigned by the Group during her tenure, and had frequently taken the lead in participating in major corporate M&A projects. The business lines under her management had been commended by the Group many times.

**陳瑛**，56歲，於2020年8月25日獲委任為非執行董事。彼擁有超過24年房地產運營及企業管理經驗。彼於1987年取得中南財經政法大學會計學本科學歷。

陳女士於1987年至1996年任職於河南省輕工廳會計一職，並於1996年11月加入本集團，期間分別於建業住宅集團(中國)有限公司任職財務部、資金部副經理及經理、助理總裁、鄭州大區副總經理、聯盟新城項目公司總經理、平頂山大區總經理、助理總裁兼董事會辦公室主任、助理總裁兼資金管理中心總經理、副總裁兼投融資中心總監、董事、副總裁兼投委會委員等，現為本集團多家成員公司之董事。陳女士在企業管理、房地產運營、投融資、風險管理方面有着豐富的經驗，負責經營期間超額完成集團下達的經營指標，多次牽頭參與企業重大收併購項目，分管的業務條線多次獲得本集團表彰。

## Profile of Directors and Senior Management (Continued) 董事及高級管理層履歷 (續)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Cheung Shek Lun**, aged 61, is an independent non-executive Director. He obtained a Bachelor Degree in Business Administration from the Chinese University of Hong Kong in 1986, a Bachelor Degree in Business from the University College of Southern Queensland in 1990, and a Bachelor Degree in Law from the University of Wolverhampton in 2002. Mr. Cheung worked as an assistant assessor in the Inland Revenue Department of the Hong Kong government from November 1986 to January 1989, an accountant in Hong Kong Telephone Company Limited from July 1989 to April 1990, an accounting manager, group senior vice president – accounting and other positions of Fortune (Shanghai) Limited from May 1990 to September 2006, and a senior executive of T.C.C. International Limited from October 2006 to October 2007. He was the vice-chairman of Insite Asset Management Group Ltd. from September 2008 to December 2017 and has been the chairman since December 2017. He is currently a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Chartered Association of Certified Accountants, a member of the Chartered Institute of Management Accountants, a member of the Institute of Chartered Secretaries and Administrators in the UK and a member of The Hong Kong Institute of Chartered Secretaries.

### 獨立非執行董事

**張石麟**，61歲，為獨立非執行董事。彼於1986年在香港中文大學取得工商管理學士學位，於1990年在南昆士蘭大學取得商科學士學位，並於2002年在University of Wolverhampton取得法律學士學位。於1986年11月至1989年1月，張先生在香港政府稅務局擔任助理評稅主任；1989年7月至1990年4月在香港電話有限公司擔任會計師；1990年5月至2006年9月，任職於富泰(上海)有限公司，歷任會計經理、集團(會計)高級副總裁及其他職務；於2006年10月至2007年10月出任T.C.C. International Limited的高級行政人員；於2008年9月至2017年12月出任盈石企業管理(上海)有限公司副董事長及自2017年12月起出任董事長。彼現為香港會計師公會會員、特許公認會計師公會資深會員、英國特許管理會計師公會會員、英國特許秘書及行政人員公會會員及香港特許秘書公會會員。

## Profile of Directors and Senior Management (Continued) 董事及高級管理層履歷 (續)

**Xin Luo Lin**, aged 72, is an independent non-executive Director. He was a postgraduate from Peking University in the PRC. Mr. Xin was a visiting scholar at the Waseda University, Japan between 1980 and 1983, an honorary research associate at the University of British Columbia, Canada during 1983 and 1984 and a visiting fellow at the Australia National University, Australia in 1985. He is an independent investor with over 24 years of experience in investment banking in the PRC, Hong Kong and Australia. Mr. Xin was a Senior Advisor to Potter Warburg, Australia from 1985 to 1989 and to Citic-Hambros, Australia, from 1995 to 1997, respectively. At present, he is a Justice of Peace in New South Wales of Australia. Mr. Xin was a non-executive director of Sino-Tech International Holdings Limited from August 2010 to June 2012, an independent non-executive director of China Environmental Technology Holdings Limited from August 2012 to May 2015 and a non-executive director of China Trends Holdings Limited from August 2015 to May 2016, and the shares of those companies are listed on the Stock Exchange. Mr. Xin was an independent non-executive director of Enerchina Holdings Limited, the shares of which is listed on the Stock Exchange from June 2002 to May 2015 and a non-executive director from May 2015 to June 2016. He is currently a non-executive chairman of Asian Capital Holdings Limited, an independent non-executive director of Beijing Sports and Entertainment Industry Group Limited (formerly known as ASR Logistics Holdings Limited) and Sinolink Worldwide Holdings Limited, shares of those companies are listed on the Stock Exchange. Mr. Xin also serves as a director of Daikokuya Inc., a company listed on the Tokyo Stock Exchange.

**辛羅林**，72歲，為獨立非執行董事。彼是中國北京大學研究院畢業生。辛先生於1980年至1983年間為日本早稻田大學訪問學者，於1983年至1984年間任加拿大不列顛哥倫比亞大學名譽研究員，並於1985年任澳大利亞國立大學客座研究員。彼為獨立投資者，於中國、香港及澳大利亞擁有逾24年的投資銀行經驗。辛先生於1985年至1989年間及1995年至1997年間分別擔任澳大利亞Potter Warburg及Citic-Hambros之高級顧問。彼現為澳大利亞新南威爾斯州之太平紳士。辛先生於2010年8月至2012年6月期間擔任泰豐國際集團有限公司之非執行董事，該公司股份於聯交所上市。辛先生於2012年8月至2015年5月期間擔任中國環保科技控股有限公司之獨立非執行董事，該公司股份於聯交所上市。於2015年8月至2016年5月期間，辛先生擔任中國趨勢控股有限公司之非執行董事，該公司股份於聯交所上市。於2002年6月至2015年5月期間，辛先生擔任威華達控股有限公司（於聯交所上市的公司）之獨立非執行董事，並自2015年5月至2016年6月期間擔任非執行董事。彼現為卓亞資本有限公司之非執行主席，北京體育文化產業集團有限公司（前稱瀚洋物流控股有限公司）之獨立非執行董事，百仕達控股有限公司之獨立非執行董事及，該等公司的股份均於聯交所上市。辛先生還擔任大黑屋株式會社（東京證券交易所上市公司）之董事。

## Profile of Directors and Senior Management (Continued)

### 董事及高級管理層履歷 (續)

**Sun Yuyang**, aged 66, is an independent non-executive Director. Dr. Sun obtained a master degree in law from Wuhan University in 1996 and a doctorate degree in economics from Southwestern University of Finance and Economics in 2001. Dr. Sun has extensive experience in securities market and venture investment management. Dr. Sun worked as the division head of Guizhou Economic Reform Commission, the deputy head of the Policy Inspection Bureau of the Policy Research Office under the Communist Party in Shenzhen, the deputy general manager of Shenzhen Securities Clearing Company and the first chief executive officer of Shenzhen Stock Exchange. Dr. Sun also served as the assistant general manager of Shum Yip Holdings Company Limited, the deputy general manager of Shum Yip Investment Limited, the chairman and chief executive officer of China High-tech Investment Management Co., Ltd (中國高新技術產業投資管理有限公司), the president of Penghua Fund Management Co., Ltd as well as the vice president and consultant of Guoxin Securities Co., Ltd. Dr. Sun is one of the first batch of managers engaged in venture investment in China with a wealth of investment management experience and risk control ability.

#### SENIOR MANAGEMENT

##### Wang Jun and Yuan Xujun

For the details, please refer to the above paragraph headed "Executive Directors".

**Yang Mingyao**, aged 44, has been appointed as the chief executive officer of the Company on 14 February 2022. Mr. Yang has over 20 years' experience in real estate sector. He joined the Group in August 2003 and has since then held various positions within the Group, he has served as the general manager and deputy general manager of various subsidiaries of the Group between July 2006 and June 2020. Mr. Yang has served as a vice president of the Group since March 2018, then further served as the general manager of the Group's central region operation since July 2020 and currently also serve as the general manager of the Group's command center. Mr. Yang obtained his bachelor's degree in real estate operations and management from Henan University of Economics and Law (河南財經政法大學, formerly known as Henan College of Economics (河南財經學院)) in July 2001. Mr. Yang obtained masters of business administration from Wuhan University (武漢大學) in December 2016.

**孫煜揚**, 66歲, 為獨立非執行董事。孫博士於1996年取得武漢大學之法學碩士, 及於2001年取得西南財經大學之經濟學博士。孫博士擁有多年證券市場和風險投資管理經驗, 歷任貴州省政府經濟體制改革委員會主任科員、中共深圳市委政策研究室副處長、深圳證券結算公司常務副總經理、深圳證券交易所首任行政總監。孫博士亦曾任香港深業(集團)有限公司助理總經理、香港深業控股有限公司副總經理、中國高新技術產業投資管理有限公司董事長兼行政總裁、鵬華基金管理有限公司董事總裁、國信證券股份有限公司副總裁及公司顧問。孫博士是國內第一批從事風險投資的管理人, 具有豐富的投資管理經驗和風險控制能力。

#### 高級管理層

##### 王俊及袁旭俊

有關詳情, 見上文「執行董事」一段。

**楊明耀**, 44歲, 彼於2022年2月14日獲委任為本公司首席執行官。楊先生在房地產市場擁有逾二十年經驗。彼於2003年8月加入本集團, 自此一直於本集團擔任不同職務, 他於2006年7月至2020年6月期間曾出任本集團不同附屬公司之總經理及副總經理。楊先生自2018年3月起擔任本集團副總裁, 並於2020年7月起進一步出任本集團中部大區總經理, 目前亦擔任本集團之指揮中心總經理。楊先生於2001年7月於河南財經政法大學(前稱河南財經學院)取得房地產運營與管理學士學位。楊先生於2016年12月於武漢大學取得工商管理碩士學位。

# Directors' Report

## 董事會報告

The Board presents the annual report with the audited financial statements of the Group for the financial year ended 31 December 2021.

### PRINCIPAL ACTIVITIES

The principal activities of the Company is investment holding, and its subsidiaries are principally engaged in property development in the People's Republic of China.

### BUSINESS REVIEW

Discussion and analysis of the business review required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the "Management Discussion and Analysis" set out on pages from 16 to 105 of this annual report. Key performance indicators are set out on pages from 14 to 15 of this annual report.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Company will publish an individual Environmental, Social and Governance Report for 2021 on the websites of the Company and the Stock Exchange in due course pursuant to the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Listing Rules.

### SEGMENT INFORMATION

Management considers there to be only one operating segment under the requirements of HKFRS 8.

### FINANCIAL STATEMENTS

The Group's profit for the year ended 31 December 2021 and the state of the Company's and the Group's affairs as at the date are set out in the financial statements on pages 192 to 196 of this annual report.

董事會謹提呈本年度報告，以及本集團截至2021年12月31日止財政年度的經審核財務報表。

### 主營業務

本公司主要從事投資控股，而其附屬公司主要於中華人民共和國從事房地產開發。

### 業務回顧

香港公司條例附表5要求對業務回顧的討論及分析載於本年報第16至105頁的「管理層討論與分析」中，包括對本集團的主要風險及不確定性的概述及對本集團業務可能的未來發展規劃。主要表現指標載於本年報第14至15頁。

### 環境、社會及管治報告

本公司遵守《上市規則》附錄二十七所載《環境、社會及管治報告指引》，將於適當時候於本公司與聯交所的網站，刊登一份獨立的2021年環境、社會及管治報告。

### 分部資料

管理層認為，根據香港財務報告準則第8號的規定，只有一個經營分部。

### 財務報表

本集團截至2021年12月31日止年度的溢利以及本公司及本集團於該日的事務狀況載於本年報第192至196頁的財務報表。



## Directors' Report (Continued)

### 董事會報告 (續)

#### RESULT AND DIVIDENDS

Profit attributable to shareholders, before dividends, of RMB604,914,000 (2020: RMB1,801,508,000) have been transferred to reserves. Other movements in reserves are set out in the consolidated statement of changes in equity.

The Board resolved to recommend a final dividend of HK\$2.70 cents (equivalent to RMB2.21 cents) per share for the year ended 31 December 2021 (for the year ended 31 December 2020: HK\$26.80 cents per share). The Shareholders will be given an option to elect to receive the final dividend all in new Shares or partly in new Shares and partly in cash or all in cash (the "Scrip Dividend Scheme"). The new Shares will, on issue, rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the new Shares except that they shall not be entitled to the proposed final dividend.

The Scrip Dividend Scheme is conditional upon the passing of the resolution relating to the payment of the final dividend at the forthcoming annual general meeting of the Company and the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued under the Scrip Dividend Scheme. A circular giving full details of the Scrip Dividend Scheme together with the relevant form of election will be sent to eligible Shareholders on or around 20 June 2022. It is expected that the final dividend warrants and certificates for the new Shares will be despatched to eligible Shareholders at their own risk on or around 15 July 2022.

HK\$14.75 cents per share (for the six months ended 30 June 2020: HK\$11 cents) was distributed as interim dividend for the six months ended 30 June 2021.

#### CLOSURE OF THE REGISTER OF MEMBERS

For the purposes of determining shareholders' eligibility to attend and vote at the 2022 AGM, the register of members of the Company will be closed from Thursday, 26 May 2022 to Tuesday, 31 May 2022 (both days inclusive), during which period no transfer of shares will be registered. All properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 25 May 2022 for registration.

#### 業績及股息

除股息前股東應佔溢利人民幣604,914,000元 (2020年：人民幣1,801,508,000元) 已轉入儲備。其他儲備變動載於綜合權益變動表。

董事會決議建議派發截至2021年12月31日止年度末期股息為每股2.70港仙 (等值人民幣2.21分) (截至2020年12月31日止年度：每股26.80港仙)。股東將可選擇以全部新股份或部份新股份及部分現金或全部現金的方式收取末期股息 (「以股代息計劃」)。新股份於發行時將於所有方面與配發及發行新股份當日已發行現有股份享有同等地位，惟彼等無權享有建議末期股息。

以股代息計劃須待有關派付末期股息的決議案在本公司應屆股東週年大會上通過以及聯交所批准以股代息計劃項下將予發行的新股份上市及買賣後，方告作實。載有以股代息計劃所有詳情的通函連同相關選擇表格將於2022年6月20日或前後寄發予合資格股東。預計末期股息單及新股份的股票將於2022年7月15日或前後寄發予合資格股東，郵寄風險概由彼等承擔。

截至2021年6月30日止六個月，已宣派中期股息每股14.75港仙 (截至2020年6月30日止六個月：每股11港仙)。

#### 暫停辦理股份過戶登記

為釐定股東出席2022年股東週年大會並於會上投票之資格，本公司將由2022年5月26日 (星期四) 至2022年5月31日 (星期二) (包括首尾兩天) 期間暫停辦理股份過戶登記，期間概不會處理股份過戶登記手續。所有填妥的股份過戶表格連同有關股票最遲須於2022年5月25日 (星期三) 下午4時30分前送達本公司香港股份過戶登記處分處香港中央證券登記有限公司辦理登記，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

# Directors' Report (Continued)

## 董事會報告 (續)

### FIVE YEAR FINANCIAL SUMMARY

A summary of the consolidated results and of the consolidated assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on pages 387 to 388 of this annual report. This summary does not form part of the audited financial statements.

### PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and investment properties of the Group during the year under review are set out in notes 10 and 11 respectively to the financial statements.

The Group's investment properties were revalued at the year end date. The revaluation resulted in a net increase in fair value of approximately RMB312 million which has been charged directly to the Consolidated Income Statement.

Save as disclosed in this report, the Company has made no significant investment, significant acquisitions or disposal of subsidiaries, associates and joint ventures for the year ended 31 December 2021. Save as disclosed in this report and other announcements of the Company, the Group did not have any immediate plans for material investments and capital assets as at 31 December 2021.

### ISSUANCE OF SENIOR NOTES

In 2021, the Company issued the senior notes with amount of US\$460 million for refinancing its indebtedness.

Issuance date 發行日	Principal 本金	Maturity date 到期日	Coupon rate 票息
14 January 1月14日	US\$260 million 260,000,000美元	14 July 2025 2025年7月14日	7.5%
23 April 4月23日	US\$100 million 100,000,000美元	8 August 2022 2022年8月8日	6.875%
30 June 6月30日	US\$100 million 100,000,000美元	8 August 2022 2022年8月8日	6.875%

More details of senior notes issued during the year ended 31 December 2021 are set out in note 28 to the financial statements.

### 五年財務概要

本集團過去五個財政年度的綜合業績及綜合資產、負債及非控股權益的概要載於本年報第387至388頁。此概要不構成經審核財務報表的一部分。

### 物業、廠房及設備以及投資物業

本集團的物業、廠房及設備以及投資物業於回顧年內的變動詳情分別載於財務報表附註10及11。

本集團的投資物業已於年結日重估。因重估產生的公平值增加淨值約人民幣3.12億元已直接列入綜合收益表。

除本報告所披露者外，截至2021年12月31日止年度，本公司並無作出重大投資、重大收購或出售附屬公司、聯營公司及合資企業。除本報告及本公司其他公告所披露者外，於2021年12月31日，本集團並無任何即時重大投資及資本資產計劃。

### 發行優先票據

本公司於2021年以下合共460,000,000美元優先票據為本公司的債務再融資。

更多有關截至2021年12月31日止年度內發行優先票據的詳情載於財務報表附註28。

# Directors' Report *(Continued)*

## 董事會報告 (續)

### SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 33 to the financial statements.

### RESERVES

Details of the movements in the reserves of the Company and the Group during the year ended 31 December 2021 are set out in note 33 to the financial statements and in the Consolidated Statement of Changes in Equity, respectively.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2021, purchases from the Group's five largest suppliers (excluding purchases of land) accounted for approximately 44.7% of the Group's total purchases and purchases from the largest supplier (excluding purchases of land) amounted to approximately 30.9% of the Group's total purchases. Sales to the Group's five largest customers accounted for less than 30% of the Group's total turnover.

Save as disclosed in the consolidated financial statements, to the best knowledge of the Directors, none of the Directors or chief executive of the Company or any Shareholder owning more than 5% of the Company's share capital or their respective associates, had any interest in the Group's five largest customers or five largest suppliers.

### DIRECTORS

The Directors in office during the year ended 31 December 2021 and up to the date of this report are as follows:

#### Executive Directors

Mr. Wu Po Sum (*Chairman*)

Mr. Wang Jun

Mr. Yuan Xujun (resigned on 4 November 2021)

### 股本

本公司股本的變動詳情載於財務報表附註33。

### 儲備

本公司及本集團的儲備於截至2021年12月31日止年度內的變動詳情分別載於財務報表附註33及綜合權益變動表。

### 主要客戶及供應商

截至2021年12月31日止年度，本集團向五大供應商所作採購（不包括收購土地）佔本集團總採購額約44.7%，而最大供應商所作採購（不包括收購土地）佔本集團總採購額約30.9%。本集團向五大客戶之銷售佔本集團總營業額少於30%。

除綜合財務報表所披露者外，盡董事所知，本公司董事或主要行政人員或任何持有本公司股本5%以上的股東或彼等各自的聯繫人士概無擁有本集團五大客戶或五大供應商任何權益。

### 董事

自截至2021年12月31日止年度至本報告日期在職的本公司董事如下：

#### 執行董事

胡葆森先生 (主席)

王 俊先生

袁旭俊先生 (於2021年11月4日辭任)

# Directors' Report (Continued)

## 董事會報告 (續)

### Non-Executive Directors

Mr. Lim Ming Yan  
Ms. Wu Wallis (alias Li Hua)  
Ms. Chen Ying

### Independent Non-Executive Directors

Mr. Cheung Shek Lun  
Mr. Xin Luo Lin  
Dr. Sun Yuyang

Pursuant to Article 87 of the Articles of Association, Mr. Wu Po Sum, Mr. Lim Ming Yan and Dr. Sun Yuyang will be subject to retirement from office by rotation and, being eligible, will offer themselves for re-election at the 2021 AGM.

The Company has received, from each of the independent non-executive Directors, an annual written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Based on such information, the Company still considers the independent non-executive Directors to be independent.

### DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 134 to 142 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

Mr. Wu Po Sum has entered into a service contract with the Company pursuant to which Mr. Wu Po Sum agreed to act as executive Director for a term of three years with effect from 6 June 2020. Mr. Wang Jun has entered into a service contract with the Company pursuant to which he agreed to act as an executive Director for a term of three years with effect from 21 August 2021.

Mr. Lim Ming Yan has signed a letter of appointment dated 3 September 2019 with the company pursuant to which he agreed to act as non-executive Director for a term of three years with effect from 3 September 2019. Ms. Wu Willas (alias Li Hua) has signed a letter of appointment dated 6 June 2020 with the Company pursuant to which she agreed to act as non-executive Director for a term of three years with effect from 6 June 2020.

### 非執行董事

林明彥先生  
李 樺女士  
陳 瑛女士

### 獨立非執行董事

張石麟先生  
辛羅林先生  
孫煜揚博士

根據章程細則第87條，胡葆森先生、林明彥先生及孫煜揚博士將於2021年股東週年大會上輪值退任，且符合資格重選並願意膺選連任。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書。據此，本公司認為獨立非執行董事均為獨立。

### 董事履歷

董事履歷詳情載於本年報第134至142頁。

### 董事服務合約

胡葆森先生與本公司訂立服務合約，據此胡葆森先生同意擔任執行董事，自2020年6月6日起為期3年。王俊先生與本公司訂立服務合約，據此王俊先生同意擔任執行董事，自2021年8月21日起為期3年。

林明彥先生已與本公司簽署日期為2019年9月3日的聘任函，據此林先生同意擔任非執行董事，自2019年9月3日起為期3年。李樺女士已與本公司簽署日期為2020年6月6日的聘任函，據此李女士同意擔任非執行董事，自2020年6月6日起為期3年。

## Directors' Report (Continued)

### 董事會報告 (續)

Mr. Cheung Shek Lun has signed a letter of appointment dated 6 June 2020 with the Company pursuant to which he agreed to act as independent non-executive Director for a term of three years with effect from 6 June 2020. Mr. Xin Luo Lin has signed a letter of appointment dated 1 March 2019 with the Company pursuant to which he agreed to act as independent non-executive Director for a term of three years with effect from 1 March 2019. Dr. Sun Yuyang has signed a letter of appointment dated 8 January 2018 with the Company pursuant to which he agreed to act as independent non-executive Director for a term of three years with effect from 8 January 2021.

Save as disclosed above, no Director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

#### **DIRECTORS' INTEREST IN CONTRACTS**

Save for the relevant transactions as disclosed in note 37 to the financial statements, none of the Directors had a significant beneficial interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 December 2021, nor any transaction, arrangement or contract of significance has been entered into during the year ended 31 December 2021 between the Company or any of its subsidiaries and the controlling Shareholders or any of its subsidiaries.

#### **DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS**

All Directors are entitled to a fee as approved by the Board with reference to the prevailing market conditions. Executive Directors are entitled to fees, salaries, housing allowances, other allowances, benefits in kind (including contribution to the pension scheme on behalf of our Directors) or discretionary bonuses, which are determined by the Board having regard to the Group's performance and the prevailing market conditions and approved by the remuneration committee of the Company. Details of Directors' emoluments and emoluments of five highest paid individuals of the Company are set out in notes 6 and 7 to the financial statements.

張石麟先生已與本公司簽署日期為2020年6月6日的聘任函，據此張先生同意擔任獨立非執行董事，自2020年6月6日起為期3年。辛羅林先生已與本公司簽署日期為2019年3月1日的聘任函，據此辛先生同意擔任獨立非執行董事，自2019年3月1日起為期3年。孫煜揚博士已與本公司簽署日期為2018年1月8日的聘任函，據此孫博士同意擔任獨立非執行董事，自2021年1月8日起為期3年。

除上文所披露者外，概無董事與本公司訂有本公司不可於1年內免付補償（法定賠償除外）而終止的服務合約。

#### **董事的合約權益**

除財務報表附註37所披露的相關交易外，於截至2021年12月31日止年度，概無董事於本公司或其任何附屬公司所訂立對本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大實益權益；本公司或其任何附屬公司亦無於截至2021年12月31日止年度期間與控股股東或其任何附屬公司訂立任何重大交易、安排或合約。

#### **董事及高級管理人員酬金以及五名最高薪人士**

所有董事有權獲得由董事會經參考現行市況後批准的袍金。執行董事有權獲得由董事會經考慮本集團的業績及現行市況後釐定並經本公司薪酬委員會批准的袍金、薪金、房屋津貼、其他津貼、實物利益（包括代董事就退休金計劃供款）或酌情花紅。董事薪酬及本公司最高薪的五名人士的薪酬詳情載列於財務報表附註6及7。

## Directors' Report (Continued) 董事會報告 (續)

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 December 2021, the interests and short positions of the Directors and chief executives in the shares (the "Shares"), underlying shares and debentures (the "Debentures") of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows or as disclosed under the section headed "Share Option Schemes" below:

#### (a) Long positions in the Shares:

Name of Director or chief executive	Capacity and nature of interest	Number of share options held <sup>2</sup>	Number of Shares held	Approximate percentage of the interest in the Company's issued share capital <sup>4</sup>
董事或主要行政人員姓名	身份及權益性質	所持購股權數目 <sup>2</sup>	所持股份數目	權益佔本公司已發行股本的概約百分比 <sup>4</sup>
Mr. Wu Po Sum 胡葆森先生	Interest in a controlled corporation 受控法團權益	–	2,078,036,867 <sup>1</sup>	70.11%
Mr. Wang Jun 王 俊先生	Beneficial owner 實益擁有人	10,800,000	16,200,000	0.91%
Ms. Wu Wallis (alias Li Hua) <sup>3</sup> 李 樺女士 <sup>3</sup>	Interest of spouse 配偶之權益	44,000	13,400,000	0.45%
Ms. Chen Ying 陳 瑛女士	Beneficial owner 實益擁有人	4,990,000	–	0.17%
Mr. Xin Luo Lin 辛羅林先生	Beneficial owner 實益擁有人	–	400,000	0.01%

### 董事及主要行政人員於股份、相關股份或債券中的權益及淡倉

截至2021年12月31日，董事及主要行政人員於本公司或其關聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份（「股份」）、相關股份及債券（「債券」）中擁有根據證券及期貨條例第352條須登記於本公司按規定存置的登記冊內或根據證券及期貨條例第XV部第7及第8分部或根據聯交所證券上市規則（「上市規則」）附錄十內之《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）的任何權益及淡倉如下（或於下文「購股權計劃」一節披露）：

#### (a) 於股份中的好倉：

# Directors' Report (Continued)

## 董事會報告 (續)

### Notes:

1. The 2,078,036,867 Shares were registered in the name and were beneficially owned by Joy Bright Investments Limited ("Joy Bright Investments"), a company wholly owned by Mr. Wu Po Sum. Accordingly, he is deemed to be interested in the 2,078,036,867 Shares by virtue of the SFO.
2. Such interest in the Shares is held pursuant to the share options granted under the Share Option Scheme (as defined below), the details of which are disclosed on pages 152 to 155 of this annual report.
3. The 44,000 Share options and 13,400,000 Shares are beneficially owned by the spouse of Ms. Wu Wallis (alias Li Hua), therefore Ms. Wu Wallis (alias Li Hua) is deemed to be interested in her spouse's share options for the purposes of the SFO.
4. The approximate percentage of interest in the Company's issued share capital is based on a total of 2,964,116,120 shares of the Company in issue as at 31 December 2021.

Save as disclosed above or under the section headed "Share Option Scheme" below, as at 31 December 2021, none of the Directors, chief executives of the Company or their associates had any interests or short positions in any Shares, underlying Shares and Debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives were deemed or taken to have under the provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 附註：

1. 2,078,036,867股股份登記於恩輝投資有限公司(「恩輝投資」)名下並由其實益擁有。恩輝投資由胡葆森先生全資擁有，故根據《證券及期貨條例》，胡葆森先生被視為擁有2,078,036,867股股份權益。
2. 有關股份權益乃根據購股權計劃(定義見下文)授出的購股權而持有，詳情載於本年度報告第152至155頁。
3. 李樺女士的配偶實益擁有44,000份購股權及13,400,000股股份，故根據《證券及期貨條例》，李樺女士被視為擁有其配偶的購股權的權益。
4. 本公司已發行股本的權益概約百分比按於2021年12月31日本公司已發行股份總數2,964,116,120股計算。

除上文或於下文「購股權計劃」一節披露者外，於2021年12月31日，概無本公司董事、主要行政人員或彼等之聯繫人於本公司或其相聯法團(定義見《證券及期貨條例》第XV部)之股份、相關股份及債券中，擁有根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉(包括根據《證券及期貨條例》的條文，董事及主要行政人員被視為或當作擁有的權益及淡倉)，或根據《證券及期貨條例》第352條須登記及已登記於本公司須存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

# Directors' Report (Continued)

## 董事會報告 (續)

### (b) Long position in the shares of the Company's associated corporation

### (b) 於本公司相關法團中的好倉

Name of Director or chief executive	Name of associated corporation	Capacity and nature of interest	Number of shares held	Approximate percentage of the interest in the issued share capital of the Company's associated corporation 權益佔本公司相關法團已發行股本的概約百分比
董事或主要行政人員姓名	相關法團姓名	身份及權益性質	所持股份數目	
Mr. Wu Po Sum	CENTRAL CHINA MANAGEMENT COMPANY LIMITED ("CCMGT")	Interest in a controlled corporation	2,065,631,867 <sup>1</sup>	62.68% <sup>3</sup>
胡葆森先生	中原建業有限公司 (「中原建業」)	受控法團權益		
Mr. Wang Jun	CCMGT	Beneficial owner	16,200,000	0.49% <sup>3</sup>
王俊先生	中原建業	實益擁有人		
Ms. Wu Wallis (alias Li Hua)	CCMGT	Interest of spouse	10,200,000 <sup>2</sup>	0.31% <sup>3</sup>
李樺女士	中原建業	配偶之權益		
Mr. Xin Luo Lin	CCMGT	Beneficial owner	400,000	0.01% <sup>3</sup>
辛羅林先生	中原建業	實益擁有人		

Notes:

附註：

- Such shares are beneficially owned by Joy Bright, a company wholly-owned by Mr. Wu Po Sum. Accordingly, he is deemed to be interested in such shares by virtue of the SFO.
- Such shares are beneficially owned by the spouse of Ms. Wu Wallis (alias Li Hua). Accordingly, Ms. Wu Wallis (alias Li Hua) is deemed to be interested such shares by virtue of the SFO.
- The approximate percentage of the interest in CCMGT's issued share capital is based on a total of 3,295,288,120 shares of CCMGT in issue as at 31 December 2021.

- 有關股份由恩輝實益擁有，而恩輝乃由胡葆森先生全資擁有的公司，故根據《證券及期貨條例》，胡葆森先生被視為擁有有關股份的權益。
- 有關股份由李樺女士之配偶實益擁有，故根據《證券及期貨條例》，李樺女士被視為擁有有關股份的權益。
- 中原建業已發行股本的權益概約百分比按於2021年12月31日中原建業已發行股份總數3,295,288,120股計算。



### SHARE OPTION SCHEMES

The original share option scheme has expired on 13 May 2018. The shareholders of the Company (the "Shareholders") conditionally adopted the share option scheme (the "Share Option Scheme") which has been approved on the extraordinary general meeting held on 19 April 2018. The purpose of the Share Option Scheme is to provide the people and the parties working for the interests of the Group with an opportunity to obtain an equity interest in the Company, thus aligning their interest with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group.

Under the Share Option Scheme, the employees of the Group (including the executive Directors) and such other persons as the Board may consider appropriate may be granted options which entitle them to subscribe for Shares representing, when aggregated with any Shares subject to any other scheme(s) of the Company, up to a maximum of 10% of the Shares in issue of the Company as at 19 April 2018, unless the Company obtains a fresh approval from the Shareholders to renew the limit as described below or the Shareholders specifically approve the grant.

The total number of Shares issued or to be issued upon exercise of the share options granted and yet to be exercised under the Share Option Scheme adopted by the Company must not exceed 30% of the total number of Shares in issue from time to time. The amount payable by a grantee on acceptance of a grant of the option is HK\$1.00 (or its equivalent in RMB or any other currency acceptable to the Company).

The maximum number of Shares issued and to be issued upon exercise of the share options granted and to be granted pursuant to the Share Option Scheme and any other share option scheme(s) of the Company to each participant in any 12-month period up to and including the date of grant of the options must not exceed 1% of the total number of Shares in issue. Any further grant of options which would result in the number of the Shares issued as aforesaid exceeding the said 1% limit must be approved by the Shareholders in general meeting at which such participant and his or her associates must abstain from voting.

### 購股權計劃

原有的購股權計劃已於2018年5月13日屆滿。本公司股東（「股東」）於2018年4月19日之股東特別大會中表決通過有條件採納購股權計劃（「購股權計劃」）。設立購股權計劃旨在給予為本集團利益而努力之人士及各方獲取本公司股權之機會，從而將彼等之利益與本集團之利益掛鉤，激勵彼等為本集團之利益而奮鬥。

除非本公司重新獲股東批准更新下述限額或經股東特別批准授出購股權，根據購股權計劃，本集團僱員（包括執行董事）及董事會認為合適的其他人士可獲授購股權以認購的股份與根據本公司任何其他計劃所涉的任何股份合計不得超過於2018年4月19日本公司已發行股份數目10%。

根據本公司採納的購股權計劃授出而尚未行使的購股權獲行使時發行或擬發行的股份總數，不得超過本公司不時已發行股份總數的30%。承授人於接納所授購股權時須支付的金額為1.00港元（或等值的人民幣或本公司接納的任何其他貨幣）。

根據購股權計劃及本公司任何其他購股權計劃，於截至購股權授出日期（包括當日）止的任何十二個月期間，向各參與者授出及擬授出的購股權獲行使時發行及擬發行的股份最大數額，不得超過已發行股份總數的1%。倘進一步授出的購股權將造成上述已發行股份數量超過1%上限，則須經股東在股東大會上批准，而該參與者及其聯繫人須於會上就此放棄投票。

## Directors' Report (Continued) 董事會報告 (續)

Any grant of share options to a participant who is a Director, chief executive, or substantial Shareholder or any of their respective associate must be approved by the independent non-executive Directors, excluding any independent non-executive Director who is the grantee of the share options.

The exercise periods of the share options may be specified by the Company at the time of the grant, and the share options shall expire no later than 10 years from the relevant date of the grant. As at 31 December 2021, share options to subscribe for 77,984,000 Shares (representing approximately 2.63% of the issued share capital of the Company as of 31 December 2021 (i.e. 2,964,116,120 shares)) remained outstanding.

The subscription price for the Shares under the Share Option Scheme shall be determined by the Board in its absolute discretion and notified to a participant, provided that such price shall be at least and the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of a share option which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five consecutive trading days immediately preceding the date of offer; and (iii) the nominal value of a Share (whichever is the highest).

The Share Option Scheme will expire on 18 April 2028.

倘獲授購股權的參與者是本公司的董事、主要行政人員或主要股東或任何彼等各自的聯繫人，則須經獨立非執行董事（任何獲授購股權的獨立非執行董事除外）批准。

購股權的行使期可由本公司在授出時確定，該等購股權於自相關授出日期起10年內有效。於2021年12月31日，可供認購77,984,000股股份（佔本公司截至2021年12月31日已發行股本2,964,116,120股約2.63%）的購股權尚未行使。

購股權計劃項下的股份認購價由董事會全權酌情決定並通知參與者，惟認購價不得低於：(i)於購股權建議授出日（該日須為交易日）股份在聯交所每日報價表所列的收市價；(ii)緊接建議授出日期前連續五個交易日股份在聯交所每日報價表所列的平均收市價；及(iii)股份的面值（以最高者為準）。

購股權計劃將於2028年4月18日屆滿。

# Directors' Report (Continued)

## 董事會報告 (續)

Movement of share options granted by the Company under the Share Option Scheme for the year from 1 January 2021 to 31 December 2021 was as follows:

於自2021年1月1日起至2021年12月31日止年度內，本公司根據購股權計劃授出購股權之變動如下：

Name or category of participants	Date of grant	Exercise price per Share	Exercise period (Notes)	As at 1 January 2021	Granted during the year	Exercised during the year	Lapsed during the year	As at 31 December 2021
參與者姓名或類別	授出日期	每股行使價	行使期 (附註)	於2021年1月1日	年內授出	年內行使	年內失效	於2021年12月31日
<b>Directors</b>								
<b>董事</b>								
Mr. Wang Jun 王 俊先生	23 August 2018 2018年8月23日	HK\$3.470 3.470港元	6	10,800,000	-	-	-	10,800,000
Ms. Li Hua <sup>8</sup> 李 樺女士 <sup>8</sup>	27 March 2013 2013年3月27日	HK\$2.560 2.560港元	3	1,500,000	-	(1,456,000)	-	44,000
	23 May 2017 2017年5月23日	HK\$1.764 1.764港元	4	7,000,000	-	(7,000,000)	-	-
Ms. Chen Ying 陳 瑛女士	12 June 2018 2018年6月12日	HK\$4.296 4.296港元	5	5,000,000	-	(10,000)	-	4,990,000
<b>Chief Executive Officer</b>								
<b>首席執行官</b>								
Mr. Wang Jun (ibid.) 王 俊先生 (同上)								
Mr. Yang Mingyao (appointed on 14 February 2022)	27 March 2013	HK\$2.560	3	300,000	-	-	-	300,000
楊明耀先生 (於2022年 2月14日獲委任)	2013年3月27日	2.560港元						
	12 June 2018 2018年6月12日	HK\$4.296 4.296港元	5	3,000,000	-	-	-	3,000,000
Senior Management, other employees and consultants of the Group	25 July 2011	HK\$2.160	2	-	-	-	-	-
本集團高級管理層、 其他僱員及顧問	2011年7月25日	2.160港元						
	27 March 2013 2013年3月27日	HK\$2.560 2.560港元	3	8,950,000	-	(1,300,000)	(1,000,000)	6,650,000
	23 May 2017 2017年5月23日	HK\$1.764 1.764港元	4	5,500,000	-	(5,500,000)	-	-
	12 June 2018 2018年6月12日	HK\$4.296 4.296港元	5	56,000,000	-	(4,800,000)	(3,000,000)	48,200,000
	23 August 2018 2018年8月23日	HK\$3.470 3.470港元	6	10,000,000	-	(6,000,000)	-	4,000,000
	20 August 2021 2021年8月20日	HK\$1.890 1.890港元	7	-	137,000,000	-	(137,000,000)	-
				108,050,000	-	(26,066,000)	(4,000,000)	77,984,000

## Directors' Report (Continued)

### 董事會報告 (續)

#### Notes:

1. In relation to each grantee of the share options granted under the Share Option Scheme, no share option is exercisable within the first year from the respective dates of grant, that is, 25 July 2011, 27 March 2013, 23 May 2017, 12 June 2018 and 23 August 2018 (the "Dates of Grant"), not more than 20% of the share options are exercisable within the second year from the respective Dates of Grant and not more than 40% of the share options are exercisable in each of the third and fourth year from the respective Dates of Grant.
2. The share options are divided into 3 tranches exercisable from 25 July 2012, 25 July 2013 and 25 July 2014 respectively to 24 July 2021.
3. The share options are divided into 3 tranches exercisable from 27 March 2014, 27 March 2015 and 27 March 2016 respectively to 26 March 2023.
4. The share options are divided into 3 tranches exercisable from 23 May 2018, 23 May 2019 and 23 May 2020 respectively to 22 May 2027.
5. The share options are divided into 3 tranches exercisable from 12 June 2019, 12 June 2020 and 12 June 2021 respectively to 11 June 2028.
6. The share options are divided into 3 tranches exercisable from 23 August 2019, 23 August 2020 and 23 August 2021 respectively to 22 August 2028.
7. The share options are divided into 3 tranches exercisable from 20 August 2022, 20 August 2023 and 20 August 2024 respectively to 19 August 2031.
8. The 44,000 share options are beneficially owned by the spouse of Ms. Wu Wallis (alias Li Hua), therefore Ms. Wu Wallis (alias Li Hua) is deemed to be interested in her spouse's share options for the purposes of the SFO.
9. The weighted average closing price of the Ordinary Shares of the Company immediately before the dates on which the options were exercised was HK\$4.07.

Additional information in relation to the Share Option Scheme is set out in note 31 to the financial statements of this annual report.

#### 附註：

1. 根據購股權計劃授出的購股權的各承授人於各自的授出日期，即2011年7月25日、2013年3月27日、2017年5月23日、2018年6月12日及2018年8月23日（「授出日期」）後首年內不得行使購股權；於各授出日期起計第二年內不得行使超過20%的購股權；而於各授出日期起計第三及第四年各年，分別不得行使超過40%的購股權。
2. 購股權分為三批行使，行使期分別自2012年7月25日、2013年7月25日及2014年7月25日起至2021年7月24日止。
3. 購股權分為三批行使，行使期分別自2014年3月27日、2015年3月27日及2016年3月27日起至2023年3月26日止。
4. 購股權分為三批行使，行使期分別自2018年5月23日、2019年5月23日及2020年5月23日起至2027年5月22日止。
5. 購股權分為三批行使，行使期分別自2019年6月12日、2020年6月12日及2021年6月12日起至2028年6月11日止。
6. 購股權分為三批行使，行使期分別自2019年8月23日、2020年8月23日及2021年8月23日起至2028年8月22日止。
7. 購股權分為三批行使，行使期分別自2022年8月20日、2023年8月20日及2024年8月20日起至2031年8月19日止。
8. 李樺女士的配偶實益擁有44,000份購股權，故根據《證券及期貨條例》，李樺女士被視為擁有其配偶的購股權的權益。
9. 本公司普通股股份在緊接購股權行使日期前的加權平均收市價為4.07港元。

有關購股權計劃的額外資料載於本年度報告財務報表附註31。

# Directors' Report (Continued)

## 董事會報告 (續)

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

So far as is known to any Directors or chief executives of the Company, as at 31 December 2021, other than the interests and short positions of the Directors or chief executives of the Company as disclosed in the sections headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares or Debentures" and "Share Option Schemes" above, the following persons had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

#### Long positions in the Shares:

Name of Shareholder	Capacity and nature of interest	Number of Shares held	Approximate percentage of the interest in the Company's issued share capital <sup>1</sup>
股東姓名	身份及權益性質	所持股份數目	權益佔本公司已發行股本的概約百分比 <sup>1</sup>
Joy Bright Investments 恩輝投資	Beneficial owner 實益擁有人	2,078,036,867 <sup>2</sup>	70.11%

Notes:

- The percentage of the interest in the Company's issued share capital is based on a total of 2,964,116,120 Shares in issue.
- Mr. Wu Po Sum holds 100% of the issued share capital of Joy Bright Investments and is deemed to be interested in the 2,078,036,867 Shares held by Joy Bright Investments for the purposes of the SFO.

### 主要股東於本公司股本之權益

於2021年12月31日，就本公司董事或主要行政人員所知，除於上文「董事及主要行政人員於股份、相關股份或債券中的權益及淡倉」及「購股權計劃」兩節所披露之本公司董事或主要行政人員之權益及淡倉外，以下人士於本公司之股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部條文予以披露之權益或淡倉，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉：

#### 於股份中的好倉：

附註：

- 於本公司已發行股本的權益百分比按已發行股份總數2,964,116,120股計算。
- 胡葆森先生持有恩輝投資全數已發行股本，並將根據證券及期貨條例被視為擁有恩輝投資所持2,078,036,867股股份權益。

## Directors' Report (Continued) 董事會報告 (續)

Save as disclosed above, as at 31 December 2021, there was no other person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### COMPLIANCE WITH NON-COMPETITION UNDERTAKINGS

#### Mr. Wu Po Sum & Joy Bright Investments

On 16 May 2008, Mr. Wu Po Sum (the ultimate controlling Shareholder) and Joy Bright Investments (the controlling Shareholder which is a wholly owned subsidiary of Mr. Wu Po Sum) executed in favour of the Company, a non-competition undertaking (the "Non-competition Undertaking A") in respect of the conduct of their property developments or investments in the PRC. Under the Non-competition Undertaking A, each of Mr. Wu Po Sum and Joy Bright Investments undertakes, among others, that during the validity of the Non-competition Undertaking A:

1. he or Joy Bright Investments will not and will procure his or Joy Bright Investments' associates not to engage, directly or indirectly, whether as a Shareholder, officer, partner, agent, consultant or otherwise and whether for profit, reward or otherwise, in any business which will or may, directly or indirectly, compete with the business carried out by the Group;

除上文所述者外，於2021年12月31日，並無任何其他人士（本公司董事或主要行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條登記於本公司須存置之登記冊之權益或淡倉。

### 遵守不競爭承諾

#### 胡葆森先生與恩輝投資

於2008年5月16日，胡葆森先生（最終控股股東）與恩輝投資（控股股東，胡葆森先生的全資附屬公司）為本公司利益訂立了一項有關彼等在中國從事房地產開發或投資的不競爭承諾（「不競爭承諾A」）。根據不競爭承諾A，胡葆森先生及恩輝投資分別承諾（其中包括），在不競爭承諾A的有效期內：

1. 彼或恩輝投資本身不會，且促使彼或恩輝投資之聯繫人不會直接或間接從事將會或可能直接或間接與本集團所經營業務競爭的任何業務（不論以股東、職員、合夥人、代理、顧問或其他職務身份，亦不論為利益、回報或其他原因進行）；

## Directors' Report (Continued)

### 董事會報告 (續)

2. in the event that he/Joy Bright Investments or any of his/Joy Bright Investments' associates identifies or is offered any opportunities to engage in a business that is in competition with that of the Group, he/Joy Bright Investments will and will procure that his/Joy Bright Investments' associates will, as soon as practicable inform the Company of such opportunity and provide such information as is available to him/Joy Bright Investments in respect of such opportunity to the Company. The Company has a right within one month thereafter to take up the opportunity and in the event that the Company decides to take up the opportunity, he/Joy Bright Investments will use his/its best endeavor to assist the Group to obtain such opportunity; in the event that the Company declines such opportunity or fails to respond within the stipulated period, he/Joy Bright Investments or his/Joy Bright Investments' associates may take up such opportunity provided that the terms upon which he takes up such opportunity shall be no more favorable than those offered to the Group.

Pursuant to the annual declaration in relation to the compliance with the Non-competition Undertaking A dated 25 March 2022 provided by Mr. Wu Po Sum and Joy Bright Investments respectively, each of them confirms that during the period from 1 January to 31 December 2021 (the "Relevant Period"), (i) all the relevant terms of the Non-competition Undertaking A have been fully complied with in all material respects; and (ii) neither of them identified or was offered any opportunities to engage in a business that is in competition with that of the Group.

#### PERMITTED INDEMNITY PROVISIONS

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

2. 倘彼／恩輝投資或彼等任何聯繫人發現或獲得任何與本集團業務競爭的業務商機，則彼／恩輝投資本身會，並促使彼／恩輝投資之聯繫人會實際可行地儘快知會本公司有關商機，並向本公司提供所獲悉的有關該商機的資料。本公司有權於此後一個月內爭取該商機。倘本公司決定爭取該商機，彼／恩輝投資須盡全力協助本集團取得該商機；倘本公司於指定時間內決定放棄取得該商機或未有回覆，則彼／恩輝投資本身或彼／恩輝投資之聯繫人可接納該商機，惟其接納該商機的有關條款不得優於本集團所獲提供者。

根據胡葆森先生及恩輝投資分別提供的日期為2022年3月25日有關遵守不競爭承諾A的年度聲明，彼等均確認於2021年1月1日至12月31日期間（「有關期間」）(i)已在所有重大方面完全遵守不競爭承諾A的所有相關條款；及(ii)胡葆森先生及恩輝投資概無發現或獲得任何與本集團業務競爭的業務商機。

#### 獲准許的彌償條文

根據本公司章程細則，各董事有權就其任期內或因執行其職務而可能遭致或發生與此相關之損失或責任從本公司資產中獲得賠償。本公司已為本集團董事及高級職員購買合適之董事及高級職員責任保險。

## CONNECTED TRANSACTION

For the year ended 31 December 2021, the Group has entered into the following connected transactions:

### 1. Provision of financial assistance for Jiayao (International) Investment Co., Ltd. ("Jiayao")

On 12 February 2020, the Company and some of its subsidiaries entered into the subscription agreement with Jiayao and China Ping An Insurance Overseas (Holdings) Co., Ltd. ("Ping An"). Pursuant to which, Jiayao agreed to issue, and Ping An agreed to subscribe for and pay or cause to subscribe for and pay 6.875% secured bonds of US\$203 million, while the Company and some of its subsidiaries agree to provide a guarantee in favor of the trustee, Deutsche Trust (Hong Kong) Limited, as a collateral for Jiayao's performance obligations under the bonds, trust deed and agency agreements. The Company will charge 1.5% of the total principal amount of the bonds as the annual guarantee fee. Details of these agreements are set out in the announcements of the Company dated 12 February 2020, 4 March 2020, 6 April 2020, 9 April 2020, 29 April 2020, and 7 May 2020, and circular dated 14 April 2020, respectively.

As at the dates of these agreements, Mr. Wu Po Sum served as the chairman, an executive Director and a controlling shareholder of the Company. Mr. Wu Po Sum indirectly owned over 30% of the equity interests in Jiayao. Therefore, the abovementioned transactions also constitute the connected transactions of the Company.

The Company has held a special shareholders' meeting on 29 April 2020 for this transaction, which has been approved by independent shareholders.

As of 31 December 2021, income from financial guarantees amounting to RMB8.6 million has been recognised.

For the year ended 31 December 2021, the Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions entered into by the Group.

## 關連交易

截至2021年12月31日止年度，本集團已訂立或發生以下關連交易。

### 1. 向嘉耀(國際)投資有限公司(「嘉耀」)提供財務資助

於2020年2月12日，本公司及部份本公司附屬公司與嘉耀及中國平安保險海外(控股)有限公司(「平安」)訂立認購協議。據此嘉耀同意發行，且平安同意認購及支付或促使認購及支付203,000,000美元的6.875%擔保債券，而本公司及部份本公司附屬公司同意提供以受託人，德意志信託(香港)有限公司，為受益人的擔保，作為嘉耀於債券、信託契約及代理協議項下履約責任的抵押。本公司將收取相等於債券本金總額1.5%作為年度擔保費。有關該等協議的詳情載於本公司日期分別為2020年2月12日、2020年3月4日、2020年4月6日、2020年4月9日、2020年4月29日及2020年5月7日的公告及2020年4月14日的通函內。

於該等協議日期，胡葆森先生為本公司主席、執行董事兼控股股東，胡葆森先生間接擁有嘉耀30%以上股權。因此，以上交易亦構成本公司的關連交易。

本公司已於2020年4月29日就是項交易召開特別股東大會並已得到獨立股東批准。

截至2021年12月31日止，財務擔保收入人民幣8.6百萬元已確認。

截至2021年12月31日止年度，本公司已就本集團所訂立的關連交易遵守上市規則第14A章的披露規定。



## CONTINUING CONNECTED TRANSACTIONS

For the year ended 31 December 2021, the Group has entered into the following continuing connected transactions. Details of the transactions are set out in note 37 to the consolidated financial statements and below:

### 1. Provision of the tourism services by Central China New Life to the Company

On 29 October 2021, the Company entered into the tourism services framework agreement with Central China New Life to renew the 2019 tourism services framework agreement, pursuant to which Central China New Life shall provide the tourism services to the Group for the promotion of the Group's business. Central China New Life is principally engaged in providing all-rounded property management service in Henan Province, the PRC, which also provides various ancillary services, including but not limited to organizing relevant marketing activities and the tourism services. Whilst the Group's business events requires expertise in tourism services.

The annual cap of the framework agreement on tourism services for the years ending 31 December 2021, 2022, 2023 and 2024 are RMB67.5 million, RMB50 million, RMB70 million and RMB100 million, respectively.

For the year ended 31 December 2021, the service fees payable by the Group under the tourism services framework agreement amounted to approximately RMB20.1 million.

## 持續關連交易

截至2021年12月31日止年度，本集團已訂立或發生以下持續關連交易。交易詳情載於綜合財務報表附註37及下文：

### 1. 建業新生活向本公司提供旅遊服務

於2021年10月29日，本公司與建業新生活訂立旅遊服務框架協議以重續2019年旅遊服務框架協議，據此，建業新生活將就本集團業務的推廣向本集團提供旅遊服務。建業新生活主要在中國河南省提供全面物業管理服務，亦提供各類配套服務，包括但不限於組織相關市場推廣活動及旅遊服務。而本集團的商業活動需要有關旅遊服務的專業知識。

旅遊服務框架協議於截至2021年、2022年、2023年及2024年12月31日止年度的年度上限分別為人民幣67,500,000元、人民幣50,000,000元、人民幣70,000,000元及人民幣100,000,000元。

截至2021年12月31日止年度，本集團根據旅遊服務框架協議應付服務費用約為人民幣20.1百萬元。

**2. Provision of the commercial asset management services by Central China New Life to the Company**

On 13 May 2021, due to the amendment of terms and adjustment of the annual cap, the Company entered into the supplemental commercial asset management services framework agreement with Central China New Life to revise the original 2019 commercial asset management services framework agreement. On 29 October 2021, the Company entered into the renewed commercial asset management services framework agreement to renew the 2019 revised commercial asset management services framework agreement. Pursuant to which, Central China New Life will provide operation management and consulting services to the Group's commercial assets, including but not limited to hotel, office building, commercial complex, cultural tourism and other commercial projects.

The annual caps for the renewed commercial asset management services framework agreement for the years ending 31 December 2021, 2022, 2023 and 2024 are RMB115 million, RMB105 million, RMB115 million and RMB120 million respectively.

For the year ended 31 December 2021, the service fees payable by the Group under the commercial asset management service framework agreement amounted to approximately RMB48.0 million.

**2. 建業新生活向本公司提供商業資產管理服務**

於2021年5月13日，因修訂條款及調整年度上限，本公司與建業新生活訂立補充商業資產管理服務框架協議以修訂原2019年商業資產管理服務框架協議。於2021年10月29日，本公司與建業新生活重訂商業資產管理服務框架協議以重續2019年已修訂商業資產管理服務框架協議。據此，建業新生活將向本集團的商業資產，其中包括但不限於酒店、寫字樓、商業綜合體、文旅等各商業項目，提供運營管理及顧問諮詢服務。

重訂後的商業資產管理服務框架協議於截至2021年、2022年、2023年及2024年12月31日止年度的年度上限分別為人民幣115,000,000元、人民幣105,000,000元、人民幣115,000,000元及人民幣120,000,000元。

截至2021年12月31日止年度，本集團根據商業資產管理服務框架協議應付服務費用約為人民幣48.0百萬元。

**3. Provision of the consulting and management services by Central China New Life to the Company**

On 11 November 2021, the Company entered into the renewed consulting and management services framework agreement with Central China New Life to renew the 2019 consulting and management services framework agreement. Pursuant to which, Central China New Life will provide consulting and management services to the Group in accordance with the needs of the Group's residential and commercial property projects in Henan Province, PRC. The services include:

- a) pre-delivery consultancy services, including but not limited to providing constructive advices throughout the process of project development (from both property development and end-user perspectives) at the planning and design stage, the engineering construction stage, the marketing stage, the inspection stage and the delivery stage;
- b) early stage initiation services, including but not limited to staff training before the delivery of the properties and the initiation service before the completion of projects.
- c) providing management services for the Group's marketing centers, vacant properties and owned properties; and
- d) providing pre-delivery inspection services to the Group for the newly completed properties of the Group.

The annual caps for the renewed consulting and management services framework agreement for the years ending 31 December 2021, 2022, 2023 and 2024 are RMB240 million, RMB300 million, RMB375 million and RMB480 million, respectively.

The consulting and management services framework agreement for 2022, 2023 and 2024 was adopted at the extraordinary general meeting of shareholders on 28 December 2021.

For the year ended 31 December 2021, the service fees payable by the Group under the revised consulting and management services framework agreement amounted to approximately RMB210.2 million.

**3. 建業新生活向本公司提供諮詢及管理服務**

於2021年11月11日，本公司與建業新生活重訂諮詢及管理服務框架協議以重續2019年諮詢及管理服務框架協議。據此，建業新生活將根據本集團位於中國河南省的住宅及商業物業項目的需要向本集團提供諮詢及管理服務。當中服務包括：

- a) 前期諮詢服務，包括但不限於在整個項目開發過程中，從物業開發和終端用戶角度在規劃設計階段、工程施工階段、營銷階段、驗收階段到交付階段提出建設性意見；
- b) 前期啟動服務，包括但不限於在交房前提供人員培訓及在物業項目完工前提供啟動服務；
- c) 就本集團的營銷中心、空置物業及自有物業提供管理服務；及
- d) 就本集團的新竣工物業向本集團提供交付前驗房服務。

重訂後的諮詢及管理服務框架協議於截至2021年、2022年、2023年及2024年12月31日止年度的年度上限分別為人民幣240,000,000元、人民幣300,000,000元、人民幣375,000,000元及人民幣480,000,000元。

2022年、2023年及2024年度的諮詢及管理服務框架協議已於2021年12月28日之於股東特別大會通過。

截至2021年12月31日止年度，本集團根據重訂後的諮詢及管理服務框架協議應付服務費用約為人民幣210.2百萬元。

**4. Provision of the rural complex project management services by Central China New Life to the Company**

On 9 November 2021, due to the adjustment of the scope of services and the annual cap, the Company entered into the renewed rural complex project management service framework agreement with Central China New Life to renew the 2019 rural complex project management service framework agreement and revise the original annual cap for the year ended 31 December 2021. Pursuant to which, Central China New Life will provide the Group with rural complex project management services. The services include:

- a) investment attraction, brand promotion, activity planning and other operation and management services of the rural complex project;
- b) technical management services throughout the whole process of R & D, introduction and promotion of rural complex facilities projects (such as intelligent linkage greenhouse, plant factory, etc.);
- c) operation and management services of Central China canteen, including investment attraction, daily operation, marketing planning and other services of some outlets of Central China canteen;
- d) management and sales of agricultural products; and
- e) daily operation, maintenance and management of agricultural products and related consulting services.

The annual caps for the revised rural complex project management service framework agreement for the years ending 31 December 2021, 2022 and 2023 are RMB75 million, RMB90 million and RMB95 million, respectively.

For the year ended 31 December 2021, the service fees payable by the Group under the revised rural complex project management service framework agreement amounted to approximately RMB31.4 million.

**4. 建業新生活向本公司提供田園綜合體項目管理服務**

於2021年11月9日，因調整服務範圍及年度上限，本公司與建業新生活重訂田園綜合體項目管理服務框架協議以重續2019年田園綜合體項目管理服務框架協議並修訂截至2021年12月31日止年度的原有年度上限。據此，建業新生活將向本集團提供田園綜合體項目管理服務。當中服務包括：

- a) 田園綜合體項目的招商、品牌宣傳、活動策劃等運營管理服務；
- b) 田園綜合體設施項目（如智能聯動溫室、植物工廠等）的研發、引進、推廣全過程中的技術管理服務；
- c) 建業大食堂運營管理服務，包括建業大食堂部分門店的招商、日常運營、行銷策劃等服務；
- d) 有關農產品管理及銷售工作；及
- e) 農產品日常經營營養護管理工作及相關諮詢服務。

重訂後的田園綜合體項目管理服務框架協議於截至2021年、2022年及2023年12月31日止年度的年度上限分別為人民幣75,000,000元、人民幣90,000,000元及人民幣95,000,000元。

截至2021年12月31日止年度，本集團根據重訂後的田園綜合體項目管理服務框架協議應付服務費用約為人民幣31.4百萬元。

**5. Strategic cooperation on engineering services with CMIG Drawin Technology Industry Group Limited (“CMIG Drawin”)**

On 13 November 2019, the Company entered into the strategic cooperation framework agreement on engineering services with CMIG Drawin for two months ended on 31 December 2019, and entered into the strategic cooperation framework agreement on engineering services for 2020, 2021 and 2022 on 30 December 2019. Pursuant to which, CMIG Drawin will provide engineering design, construction general contracting, production, transportation and installation of concrete prefabricated parts, decoration of finished houses, supply of color panels and other service for the property projects to be developed by the Group. Adhering to the Group's insistence on providing high-quality products and promoting all-round social progress, the Group plans to transform and upgrade the traditional construction industry with a high-tech manufacturing model through the development of fabricated buildings, and to improve the quality of products and production efficiency. In prefabricated buildings, it can reduce construction waste, save construction water, save turnover materials, reduce on-site labor and construction period, so as to achieve higher quality, shorter construction period and lower cost. The services include:

- a) Engineering technology consulting service integrating design, R & D, consultation and promotion of the whole construction industry chain;
- b) Procurement and supply of construction and installation works, materials and equipment;
- c) Production and supply services of new green environmental protection materials – PC components;
- d) Procurement and supply of decoration construction of house and materials and equipment; and
- e) R & D, design, production, supply and construction technical guidance services of color panels.

**5. 與築友智造科技產業集團有限公司（「築友智造」）的工程服務戰略合作**

於2019年11月13日，本公司與築友智造就2019年12月31日止兩個月訂立工程服務戰略合作框架協議，並於2019年12月30日，就2020年、2021年及2022年各年度訂立工程服務戰略合作框架協議。據此，築友智造將向本集團擬開發的房地產項目提供工程設計、施工總承包工程、混凝土預制件的製作、運輸及安裝、成品房裝修及彩力板供應等服務。秉承本集團一直堅持提供高質量的產品及推動社會全面進步，計劃透過發展装配式建築，以高科技製造業模式從傳統建築業的轉型升級，從產品品質、生產效率等多方面進行質量提升。在装配式建築可實現減少建築垃圾、節約施工用水、節省周轉材料、減少現場人工和減少施工工期，讓建築實現更高品質、更短工期和更低成本。當中服務包括：

- a) 建築全產業鏈設計、研發、諮詢、推廣為一體的工程技術諮詢服務；
- b) 建築、安裝工程施工及材料設備的採購、供應；
- c) 新型綠色環保材料—PC構件的生產、供應服務；
- d) 房屋的裝飾施工及材料設備的採購、供應；及
- e) 彩力板的研發、設計、生產、供應及施工技術指導服務。

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The annual caps of the strategic cooperation framework agreement for engineering services for the years ending 31 December 2020, 31 December 2021 and 31 December 2022 are RMB3,000 million, RMB5,000 million and RMB8,000 million, respectively.

The strategic cooperation framework agreement for engineering services for 2020, 2021 and 2022 was adopted at the extraordinary general meeting of shareholders on 6 March 2020.

For the year ended 31 December 2021, the service fees payable by the Group under the strategic cooperation framework agreement for engineering services amounted to approximately RMB1,047.6 million.

### 6. Provision of the marketing and service platform construction services by Central China New Life to the Company

On 30 June 2021, the Company entered into the renewed marketing and service platform construction services framework agreement with Central China New Life to renew the 2020 marketing and service platform construction services framework agreement. Pursuant to which the Company agreed to procure, and Central China New Life agreed to provide the marketing and service platform construction services. Central China New Life will develop exclusive system modules for the marketing management platform based on the marketing needs and plans of various projects of the Group. The Group can provide customers with services relating to sales and marketing activities such as online customer services, customer engagement, house viewing, and house purchase through the "Jianye +" platform of Central China New Life, and obtain relevant marketing data analysis from the platform.

The annual cap for the revised marketing and service platform construction services framework agreement for the year ended 31 December 2021 is RMB30 million.

For the year ended 31 December 2021, the service fees payable by the Group under the marketing and service platform construction services framework agreement amounted to approximately RMB24.4 million.

工程服務戰略合作框架協議於截至2020年12月31日止、2021年12月31日止及2022年12月31日止年度的年度上限分別為人民幣3,000,000,000元、人民幣5,000,000,000元及人民幣8,000,000,000元。

2020年、2021年及2022年度的工程服務戰略合作框架協議已於2020年3月6日之於股東特別大會通過。

截至2021年12月31日止年度，本集團根據工程服務戰略合作框架協議應付服務費用約為人民幣1,047.6百萬元。

### 6. 建業新生活向本公司提供營銷及服務平台建設服務

於2021年6月30日，本公司與建業新生活重訂營銷及服務平台建設服務框架協議以重續2020年營銷及服務平台建設服務框架協議。據此，本公司同意採用而建業新生活同意提供營銷及服務平台建設服務。建業新生活依據本集團各項目的營銷需要及計劃，開發專屬之營銷管理平台系統模板。本集團可透過建業新生活之「建業+」平台向客戶提供在線客戶服務、客戶互動、看房、購房等銷售的營銷活動相關服務，以及本集團將從該平台取得相關營銷數據分析。

重訂後的營銷及服務平台建設服務框架協議於截至2021年12月31日止年度的年度上限為人民幣30,000,000元。

截至2021年12月31日止年度，本集團根據營銷及服務平台建設服務框架協議應付服務費用約為人民幣24.4百萬元。

**7. Provision of the real estate agency services by Central China New Life to the Company**

On 30 October 2020, due to the adjustment of the service fees and annual cap, the Company and Central China New Life renewed the real estate agency services framework agreement to replace and terminate the previous concluded real estate agency services framework agreement. Pursuant to which, Central China New Life will provide real estate agency services in respect of the first-hand property sales to the Group. In order to focus on the main business of real estate development, the Group decided to outsource the real estate marketing segment to assist in integrating resources to develop its main business. The service fees were charged as commission on a pro-rata basis based on contracted sales amount of the Group's properties, and the commission rate shall be adjusted to a range of 0.8% to 6.0% based on the transaction amounts of the property sales.

The annual caps for the renewed real estate agency services framework agreement for the year ending 31 December 2020, 2021 and 2022 are RMB440 million, RMB450 million and RMB465 million respectively.

For the year ended 31 December 2021, the service fees payable by the Group under the renewed real estate agency services framework agreement amounted to approximately RMB255.1 million.

**7. 建業新生活向本公司提供房產營銷代理服務**

於2020年10月30日，因調整服務費及年度上限，本公司與建業新生活重訂房產營銷代理服務框架協議以取代及終止此前訂立的房產營銷代理服務框架協議。據此，建業新生活將向本集團提供為一手房銷售的房產營銷代理服務。為專注於房地產發展之主要業務，本集團決定將房產營銷部分外判，以助整合資源發展主要業務。服務費用按本集團房地產之合同銷售金額，以佣金形式按比例收取，佣金率應調整至根據物業銷售交易金額介乎0.8%至6.0%作為服務費。

重訂後的房產營銷代理服務框架協議於截至2020年、2021年及2022年12月31日止年度的年度上限分別為人民幣440,000,000元、人民幣450,000,000元及人民幣465,000,000元。

截至2021年12月31日止年度，本集團根據重訂後的房產營銷代理服務框架協議應付服務費用約為人民幣255.1百萬元。

**8. Provision of the community operation management services by Central China New Life to the Company**

On 30 October 2020, due to the adjustment of the annual cap, the Company and Central China New Life renewed the community operation management service framework agreement to replace and terminate the previous concluded community operation management service framework agreement. Pursuant to which, Central China New Life will provide community operation management services to the Group. Community operations management services are provided to residents of residential property projects developed and to be developed by the Group, who are or will become members of the community. Community operation management services include member normal services and large-scale event planning and organization services.

The annual caps for the renewed community operation management service framework agreement for the years ending 31 December 2020, 2021 and 2022 are RMB100 million, RMB155 million and RMB230 million, respectively.

For the year ended 31 December 2021, the service fees payable by the Group under the renewed community operation management service framework agreement amounted to approximately RMB47.3 million.

**8. 建業新生活向本公司提供社群營運管理服務**

於2020年10月30日，因調整年度上限，本公司與建業新生活重訂社群營運管理服務框架協議以取代及終止此前訂立的社群營運管理服務框架協議。據此，建業新生活將向本集團提供社群營運管理服務。社群營運管理服務之服務對象為本集團所開發及擬開發的住宅物業項目之居民，彼等現時或將會成為各住戶社群的會員。社群營運管理服務包括會員常態服務及大型活動策劃組織服務等。

重訂後的社群營運管理服務框架協議於截至2020年、2021年及2022年12月31日止年度的年度上限分別為人民幣100,000,000元、人民幣155,000,000元及人民幣230,000,000元。

截至2021年12月31日止年度，本集團根據重訂後的社群營運管理服務框架協議應付服務費用約為人民幣47.3百萬元。



**9. Provision of the intelligent technology services by Central China New Life to the Company**

On 11 November 2021, due to the adjustment of the scope of services and the annual cap, the Company renewed the intelligent technology service framework agreement with Central China New Life to renew the 2020 intelligent technology service framework agreement and revise the original annual caps for the years ending 31 December 2021 and 2022. Pursuant to which, Central China New Life will provide intelligent technology products and related services to the Group. Adhering to the Company's development philosophy of "science and technology, energy conservation, low carbon and green" and further reflecting its meticulous care for customers, the Group will actively study and plan to gradually integrate intelligent technology elements into the design of finished housing products, including but not limited to intelligent home and security system, and expects to focus on the promotion and application of several projects in the next three years. The services include:

- a) Intelligent product engineering installation and product sales service;
- b) Software development; and
- c) Consulting.

The annual caps for the renewed intelligent technology service framework agreement for the years ending 31 December 2021, 2022 and 2023 are RMB500 million, RMB700 million and RMB1,000 million, respectively.

The intelligent technology service framework agreement for 2021, 2022 and 2023 was adopted at the extraordinary general meeting of shareholders on 28 December 2021.

For the year ended 31 December 2021, the service fees payable by the Group under the renewed intelligent technology service framework agreement amounted to approximately RMB370.0 million.

**9. 建業新生活向本公司提供智能化科技服務**

於2021年11月11日，因調整服務範圍及年度上限，本公司與建業新生活重訂智能化科技服務框架協議以重續2020年智能化科技服務框架協議並修訂截至2021年及2022年12月31日止年度的原有年度上限。據此，建業新生活將向本集團提供智能化科技產品及相關服務。秉承本公司「科技、節能、低碳、綠色」的發展理念及進一步體現對客戶的細緻關懷，本集團將積極研究並擬逐步將智慧科技元素融入成品房產品設計，包括但不限於智能家居及保安系統等，並預期在未來3年的若干項目重點推廣應用。當中服務包括：

- a) 智能化產品工程安裝及產品銷售服務；
- b) 軟件開發；及
- c) 顧問諮詢。

重訂後的智能化科技服務框架協議於截至2021年、2022年及2023年12月31日止年度的年度上限分別為人民幣500,000,000元、人民幣700,000,000元及人民幣1,000,000,000元。

2021年、2022年及2023年度的智能化科技服務框架協議已於2021年12月28日之於股東特別大會通過。

截至2021年12月31日止年度，本集團根據重訂後的智能化科技服務框架協議應付服務費用約為人民幣370.0百萬元。

**10. Provision of the procurement services by Jianye New Life to the Company**

On 30 October 2020, the Company entered into Procurement Service Framework Agreement with Central China New Life. On 9 November 2021, due to the adjustment of the original annual caps, the Company entered into the supplemental Procurement Service Framework Agreement with China New Life to revise the original 2020 Procurement Service Framework Agreement. Pursuant to which, Central China New Life Group will provide procurement services to the Group for the Group's home buyer gift packages (as part of the Group's marketing strategy). In order to improve customer satisfaction, enhance the brand recognition of "Central China" and increase the customer repurchase rate, the Group usually provides gift package to home buyers. The gift package is customized according to the marketing strategy theme of each real estate project of the Group and the characteristics of each real estate.

The gift package includes goods and/or services (such as electrical appliances and household goods) provided by independent third parties and services provided by the Group, such as cash coupons for hotels, shopping malls, cultural tourism complexes and Jianye Foodcourt owned by the Group.

In order to prepare gift package for target buyers for Central China New Life Group, the Group should enter into individual agreements with Central China New Life Group for various property projects, which set out (i) the market value of each gift package denominated in RMB; and (ii) the specific categories of goods and services expected to be included in the gift package to meet the consumption preferences and needs of target buyers of specific property projects.

For the three years ending 31 December 2020, 2021 and 2022, the annual caps of the Group's procurement under the renewed Procurement Services Framework Agreement were RMB60.0 million, RMB65.0 million and RMB65.0 million, respectively. For the three years ending 31 December 2020, 2021 and 2022, the annual caps of the Central China New Life Group's procurement were RMB25.0 million, RMB40.0 million and RMB40.0 million, respectively.

**10. 建業新生活向本公司提供採購服務**

於2020年10月30日，本公司與建業新生活訂立採購服務框架協議。於2021年11月9日，因調整原有年度上限，本公司與建業新生活訂立補充採購服務框架協議以修訂原2020年採購服務框架協議。據此，建業新生活集團將就本集團購房者禮品包（作為本集團營銷策略的一部分）向本集團提供採購服務。為改善客戶滿意度、提升「建業」的品牌認可度及增加客戶回購率，本集團通常向本集團的購房者提供禮品包。禮品包根據本集團的各房地產項目的營銷策略主題，並結合各房地產自身特點進行專屬定制。

有關禮品包包括獨立第三方提供的商品及／或服務（如電器及家居用品）以及本集團提供的服務，例如本集團擁有的酒店、商場、文化旅遊綜合體及建業大食堂的現金券。

為供建業新生活集團預備目標購房者的禮品包，本集團應就各項物業項目與建業新生活集團訂立個別協議，當中載列(i)以人民幣計值的每個禮品包的市值；及(ii)預期禮品包中所包含商品及服務的特定類別，以符合特定物業項目目標購房者的消費偏好及需求。

修訂後的採購服務框架協議於截至2020年、2021年及2022年12月31日止三個年度，本集團採購年度上限分別為人民幣60.0百萬元、人民幣65.0百萬元及人民幣65.0百萬元。於截至2020年、2021年及2022年12月31日止三個年度，建業新生活集團採購年度上限分別為人民幣25.0百萬元、人民幣40.0百萬元及人民幣40.0百萬元。

For the year ended 31 December 2021, the service fees payable by the Group under the Procurement Services Framework Agreement amounted to approximately RMB11.5 million; and procurement expenses receivable amounted to approximately RMB15.9 million.

**11. The Company granted the license of trademark to CCMGT GROUP**

On 13 May 2021, the Company entered into the Trademark Licensing Agreement with CCMGT. Pursuant to which, the Company agreed to grant to the CCMGT Group the right to use the Licensed Trademarks (being certain trademarks of the Group registered in the PRC and Hong Kong, including the "Jianye (建業)" brand) for its business operations and investment activities, as well as the right to sub-lease the Licensed Trademarks to third parties solely for the purpose of business operation of the CCMGT Group. The Trademark Licensing Agreement has a term of ten years commencing from the CCMGT Listing, unless otherwise terminated by both parties.

The licensing fees under the Trademark Licensing Agreement are as follows: (1) for the first three years: RMB15 million per year; (2) for the fourth to sixth year: RMB20 million per year; and (3) for the seventh to tenth year: RMB25 million per year.

For the year ended 31 December 2021, the Group's licensing fees receivables under the Trademark Licensing Agreement amounted to approximately RMB8.8 million.

截至2021年12月31日止年度，本集團根據採購服務框架協議應付服務費用約為人民幣11.5百萬元；及應收採購費用約為人民幣15.9百萬元。

**11. 本公司向中原建業集團授出商標許可**

於2021年5月13日，本公司與中原建業訂立商標許可協議。據此，本公司同意向中原建業集團授出將許可商標（即本集團於中國及香港註冊的若干商標，包括「建業」品牌）用於其業務營運及投資活動的權利，以及僅出於中原建業集團業務營運目的將許可商標分租予第三方的權利。商標許可協議的年期自中原建業上市起計為期十年，惟經雙方以其他方式終止者除外。

商標許可協議項下的許可費如下：(1)首三年：每年人民幣15百萬元；(2)第四年至第六年：每年人民幣20百萬元；及(3)第七年至第十年：每年人民幣25百萬元。

截至2021年12月31日止年度，本集團根據商標許可協議應收許可費約為人民幣8.8百萬元。

**12. Provision of landscape services by DIT Group to the Company**

On 7 July 2021, the Company entered into the Landscape Services Framework Agreement with DIT Group. Pursuant to which, Drawin Group agreed to provide landscape services such as greening and gardening works, road works and outdoor water and drainage system installation works for real estate projects of the Group in various regions.

The annual caps for the Landscape Services Framework Agreement for the year ending 31 December 2021, 2022 and 2023 are RMB200 million, RMB300 million and RMB400 million, respectively.

The Landscape Services Framework Agreement for 2021, 2022 and 2023 was adopted at the extraordinary general meeting of shareholders on 9 September 2021.

For the year ended 31 December 2021, the Group's service fee payable under the Landscape Services Framework Agreement was approximately RMB157.1 million.

**13. Provision of decoration services by DIT Group to the Company**

On 7 July 2021, the Company entered into the Decoration Services Framework Agreement with DIT Group. Pursuant to which, Drawin Group agreed to provide decoration services such as interior decoration and curtain wall decoration provided by Drawin Group for high-end or fully-fitted real estate projects of the Group in various regions.

The annual caps for the Decoration Services Framework Agreement for the year ending 31 December 2021, 2022 and 2023 are RMB200 million, RMB300 million and RMB400 million, respectively.

The Landscape Services Framework Agreement for 2021, 2022 and 2023 was adopted at the extraordinary general meeting of shareholders on 9 September 2021.

For the year ended 31 December 2021, the Group's service fee payable under Decoration Services Framework Agreement was approximately RMB97.1 million.

**12. 築友智造向本公司提供園林景觀服務**

於2021年7月7日，本公司與築友智造訂立園林景觀服務框架協議。據此，築友智造集團向本集團各地區的房地產項目提供綠化及園藝工程、道路工程及室外給排水系統安裝工程等園林景觀服務。

園林景觀服務框架協議於截至2021年、2022年及2023年12月31日止年度的年度上限分別為人民幣200,000,000元、人民幣300,000,000元及人民幣400,000,000元。

2021年、2022年及2023年度的園林景觀服務框架協議已於2021年9月9日之於股東特別大會通過。

截至2021年12月31日止年度，本集團根據園林景觀服務框架協議應付服務費約為人民幣157.1百萬元。

**13. 築友智造向本公司提供裝飾服務**

於2021年7月7日，本公司與築友智造訂立裝飾服務框架協議。據此，築友智造集團向本集團各地區的高規格或精裝房地產項目提供家居室內裝飾及幕外牆裝飾等裝飾服務。

裝飾服務框架協議於截至2021年、2022年及2023年12月31日止年度的年度上限分別為人民幣200,000,000元、人民幣300,000,000元及人民幣400,000,000元。

2021年、2022年及2023年度的園林景觀服務框架協議已於2021年9月9日之於股東特別大會通過。

截至2021年12月31日止年度，本集團根據裝飾服務框架協議應付服務費約為人民幣97.1百萬元。

## Directors' Report (Continued)

### 董事會報告 (續)

As at the dates of these agreements, Mr. Wu Po Sum served as the chairman, an executive Director and a controlling shareholder of the Company, and indirectly owned more than 30% equity interests in Central China New Life and CMIG Drawin. Therefore, the abovementioned transactions also constitute the continuing connected transactions of the Company. Details of these agreements are set out in the announcements of the Company dated 13 November 2019, 13 December 2019, 30 December 2019, 30 October 2020, 13 May 2021, 30 June 2021, 7 July 2021, 29 October 2021, 9 November 2021 and 11 November 2021, and the circular of the Company dated 19 February 2020, 24 August 2021 and 9 December 2021 respectively.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors of the Company have reviewed the relevant framework agreements and confirmed that the framework agreements have been entered into:

- a) in the ordinary and usual course of business of the Group;
- b) either on normal commercial terms or, if there were not sufficient comparable transactions to judge whether they were on normal commercial terms, on terms no less favorable to the Group than terms available to or from (as appropriate) independent third parties; and
- c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

For the purpose of Rule 14A.56 of the Listing Rules, KPMG, the auditor of the Company, has provided a letter to the Board, confirming that nothing has come to their attention that causes them to believe that the continuing connected transactions abovementioned:

- a) have not been approved by the Board;
- b) are not in accordance with the pricing policies of the Company;
- c) have not been entered into in accordance with the relevant agreements governing the transactions; and
- d) have exceeded the respective annual caps.

於該等協議日期，胡葆森先生為本公司主席、執行董事兼控股股東，胡葆森先生間接擁有建業新生活及築友智造30%以上股權。因此，以上交易亦構成本公司的持續關連交易。有關該等協議的詳情載於本公司日期分別為2019年11月13日、2019年12月13日、2019年12月30日、2020年10月30日、2021年5月13日、2021年6月30日、2021年7月7日、2021年10月29日、2021年11月9日、2021年11月11日的公告，及2020年2月19日、2021年8月24日、2021年12月9日的通函內。

根據上市規則第14A.55條，本公司獨立非執行董事已審閱相關框架協議，並確認框架協議乃：

- a) 於本集團日常及一般業務過程中訂立；
- b) 按一般商業條款訂立，或倘並無足夠可資比較的交易以判斷是否按一般商業條款訂立，則按不遜於本集團提供予獨立第三方或從獨立第三方取得（倘適用）的條款訂立；及
- c) 根據相應協議的條款進行，而有關條款屬公平合理，並符合本公司股東的整體利益。

就上市規則第14A.56條而言，本公司核數師畢馬威會計師事務所已致函董事會，確認概無注意到任何事宜致使彼等相信上述持續關連交易：

- a) 未獲董事會批准；
- b) 未按照本公司的訂價政策進行；
- c) 未根據規管有關交易的相關協議訂立；及
- d) 已超出各自的年度上限。

# Directors' Report (Continued)

## 董事會報告 (續)

### EVENTS AFTER THE REPORTING PERIOD

Save as the disclosed in note 41 to the financial statements, there are no significant events subsequent to 31 December 2021 which would materially affect the Group's operating and financial performance as of the date of this report.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

On 14 January 2021, the Company issued US\$260 million 7.5% senior notes due 2025.

On 10 February 2021, the Company redeemed all of its outstanding US\$300 million 6.875% senior notes due 2021 issued on 12 February 2020.

On 5 March 2021, the Company redeemed all of its outstanding 6.5% senior notes due 2021 issued on 5 March 2018 and additionally issued on 30 April 2019 with an aggregate amount of US\$400 million.

On 30 April 2021, the Company issued US\$100 million 6.875% senior notes due 2022.

On 30 June 2021, the Company issued US\$100 million 6.875% senior notes due 2022.

On 9 September 2021, the Company partially redeemed its outstanding 7.9% senior notes due 2023 issued on 7 November 2019 with an aggregate amount of US\$2,700,000, representing approximately 1.35% of the initial aggregate principal amount of the notes.

On 10, 16 and 20 September 2021, the Company partially redeemed its outstanding 7.75% senior notes due 2024 issued on 24 November 2020 with an aggregate amount of US\$2,451,000, representing approximately 0.82% of the initial aggregate principal amount of the notes.

On 10, 16, 17, 20, 21, 24, 27, 28 and 29 September 2021, the Company partially redeemed its outstanding 7.25% senior notes due 2024 issued on 13 August 2020 with an aggregate amount of US\$8,770,000, representing approximately 2.92% of the initial aggregate principal amount of the notes.

### 報告期後事件

除財務報表附註41所披露者外，概無於2021年12月31日後發生的重大事件會對本集團於本報告日期的營運及財務表現造成嚴重影響。

### 購買、贖回或出售本公司上市證券

於2021年1月14日，本公司發行於2025年到期的2.6億美元的優先票據，利率為7.5%。

於2021年2月10日，本公司贖回其所有於2020年2月12日發行並於2021年到期的3億美元、利率為6.875%的未償還優先票據。

於2021年3月5日，本公司贖回其所有於2018年3月5日發行及2019年4月30日增發並於2021年到期的合共4億美元、利率為6.5%的未償還優先票據。

於2021年4月30日，本公司發行於2022年到期的1億美元的優先票據，利率為6.875%。

於2021年6月30日，本公司發行於2022年到期的1億美元的優先票據，利率為6.875%。

於2021年9月9日，本公司部分贖回其於2019年11月7日發行並於2023年到期的合共2,700,000美元、利率為7.9%的未償還優先票據，佔該票據初始本金總額約1.35%。

於2021年9月10日、16日及20日，本公司部分贖回其於2020年11月24日發行並於2024年到期的合共2,451,000美元、利率為7.75%的未償還優先票據，佔該票據初始本金總額約0.82%。

於2021年9月10日、16日、17日、20日、21日、24日、27日、28日及29日，本公司部分贖回其於2020年8月13日發行並於2024年到期的合共8,770,000美元、利率為7.25%的未償還優先票據，佔該票據初始本金總額約2.92%。

## Directors' Report (Continued)

### 董事會報告 (續)

On 6, 7, 8, 11, 13, 20, 21, 22 and 25 October 2021, the Company partially redeemed its outstanding 6.75% senior notes due 2021 issued on 8 November 2016 and additional issued on 8 October 2019 with an aggregate amount of US\$36,780,000, representing approximately 9.20% of the initial aggregate principal amount of the Notes. Subsequently, on 8 November 2021, the Company redeemed all of its remaining outstanding US\$363,200,000 senior notes.

All of the notes issued above are listed and traded on the Singapore Stock Exchange. All the above redeemed senior notes have been cancelled on (or before) 31 December 2021.

In November 2021, the Company repurchased 3,000,000 shares in total in the market at a total consideration of HK\$3,077,500. The maximum and minimum prices paid per share are HK\$1.04 and HK\$0.98 respectively. All repurchased shares were canceled on 31 December 2021.

The reason for implementing the share repurchase is that the Board believes that the trading price of the shares does not reflect their intrinsic value and that this is a good opportunity for the Company to repurchase the shares, thereby increasing the value of the shares and improving the return to shareholders.

Save as disclosed above, neither the Company nor any of its subsidiaries and its joint ventures purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2021.

#### PRE-EMPTIVE RIGHTS

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

於2021年10月6日、7日、8日、11日、13日、20日、21日、22日及25日，本公司部分贖回其於2016年11月8日發行及2019年10月8日增發並於2021年到期的合共36,780,000美元、利率為6.75%的未償還優先票據，佔該票據初始本金總額約9.20%；後於2021年11月8日，本公司贖回其所有餘下的363,200,000美元未償還優先票據。

所有上述已發行票據均在新加坡證券交易所上市及交易。所有上述已贖回之優先票據已於2021年12月31日(或之前)完成註銷。

於2021年11月，本公司於市場回購合共3,000,000股股份，總代價為3,077,500港元。每股股份的已付最高及最低價格分別為1.04港元及0.98港元。所有已回購股份已於2021年12月31日註銷。

實施股份回購的原因為董事會認為股份的交易價格未能反映其內在價值，且此屬本公司回購股份的良機，從而提高股份的價值並改善向股東的回報。

除上文所披露者外，截至2021年12月31日止年度，本公司或其任何附屬公司及其合營企業概無購買、贖回或出售本公司任何上市證券。

#### 優先購買權

章程細則或開曼群島公司法並無有關優先購買權的規定。

### EMOLUMENT POLICY

The Group's emolument policy is designed to attract, retain and motivate talented individuals to contribute to the success of the business. The emolument policy of the employees of the Group is formulated and reviewed by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee, having regards to the Group's operating results, individual performance and comparable market statistics.

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") pursuant to the MPF Schemes Ordinance for all its employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 December 2021.

The Group's subsidiaries in the PRC, in compliance with the applicable regulations of the PRC, participated in a state-managed retirement benefits scheme operated by the local government. The subsidiaries are required to contribute a specific percentage of their payroll costs to the retirement benefits schemes. The only obligation of the Group with respect to the retirement benefits scheme is to make the specified contributions. During the reporting period, the total amounts contributed by the Group to the schemes and costs charged to the consolidated income statement represent contribution payable to the schemes by the Group at rates specified in the rules of the schemes. Pursuant to the relevant laws and regulations, the Group is not in a position to forfeit contributions to such scheme and thus no contributions has therefore been forfeited.

### 薪金政策

本集團之薪金政策旨在吸引、挽留及鼓勵有才幹之個人為業務成功作出貢獻。本集團之僱員之薪金政策乃由薪酬委員會根據彼等之功績、資格及能力制訂及審閱。

董事之薪金由薪酬委員會經考慮本集團之經營業績、個人表現及可資比較市場統計數字後而決定。

本集團根據強制性公積金計劃（「強積金計劃」）條例為其所有香港僱員設立一項強積金計劃。本集團於香港之所有僱員均須加入強積金計劃。供款按僱員基本薪金之某一百分比作出，並根據強積金計劃之規則於應予支付時在綜合收益表扣除。強積金計劃之資產與本集團之其他資產分開處理，由一獨立管理之基金持有。向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。於2021年12月31日，並無失效之供款以供來年扣減應付供款。

本集團於中國之附屬公司遵照中國之適用法規，參與一項國家管理且由當地政府經營之退休福利計劃。附屬公司須按工資成本之指定百分比向退休福利計劃供款。本集團就退休福利計劃之唯一責任為作出指定供款。於報告期內，本集團向計劃供款總額及於綜合收益表扣除之成本，代表本集團根據計劃規則按指定比率向計劃應付之供款數額。根據相關法律及法規，本集團不可沒收對該計劃的供款，因此並無任何供款被沒收。



# Directors' Report (Continued)

## 董事會報告 (續)

### BANK LOANS, OTHER LOANS, CORPORATE BONDS AND SENIOR NOTES

Particulars of bank loans, other loans, senior notes and corporate bonds of the Group as at 31 December 2021 are set out in notes 25, 26, 28 and 29 to the financial statements respectively.

### DONATIONS

Charitable donations and other donations made by the Group during the year amounted to RMB5 million (2020: RMB51 million). For further details, please refer to the Environmental, Social and Governance Report.

### MATERIAL LITIGATION AND ARBITRATION

For the year ended 31 December 2021, the Company was not involved in any litigation, arbitration or claims of material importance and there was no litigation or claim of material importance which was known to the Directors to be pending or threatened by or against the Company.

### CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report at pages 114 to 133 of this annual report.

### AUDIT COMMITTEE

The audit committee of the Company has reviewed the Annual Results, including the accounting principles and practices adopted by the Group, and discussed auditing, risk management and internal control systems and financial reporting matters as well as the audited financial statements for the year ended 31 December 2021 with the management.

### AUDITORS

KPMG will retire and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company will be proposed at the 2022 AGM.

### 銀行借款、其他借款、公司債券及優先票據

有關本集團於2021年12月31日銀行借款、其他借款、優先票據及公司債券的詳情分別載於財務報表附註25、26、28及29。

### 捐款

本集團於本年度的慈善捐款及其他捐款為人民幣5百萬元（2020年：人民幣51百萬元）。有關詳情請參閱環境、社會及管治報告。

### 重大訴訟及仲裁

截至2021年12月31日止年度，本公司概無牽涉任何重大訴訟、仲裁或索償，而據董事所知，本公司亦無任何待決或面臨任何該等重大訴訟或索償。

### 企業管治

本公司的企業管治原則及常規載於本年度報告第114至133頁的企業管治報告。

### 審核委員會

本公司審核委員會已審閱年度業績，包括本集團所採納的會計原則及常規，並討論審核、風險管理及內部監控制度及財務報告事宜，及連同管理層審閱截至2021年12月31日止年度的經審核財務報表。

### 核數師

畢馬威會計師事務所將退任，且符合資格重選並願意膺選連任。有關續聘彼等為本公司核數師的決議案將提呈2022年股東週年大會。

By order of the board  
**Wu Po Sum**  
Chairman

承董事會命  
主席  
胡葆森

Hong Kong, 28 March 2022

香港，2022年3月28日

# Independent Auditor's Report 獨立核數師報告



## Independent auditor's report to the shareholders of Central China Real Estate Limited

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Central China Real Estate Limited ("the Company") and its subsidiaries ("the Group") set out on pages 192 to 386, which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## 致建業地產股份有限公司股東 獨立核數師報告

*(於開曼群島註冊成立的有限公司)*

### 意見

本核數師(「我們」)已審計列載於第192至386頁的建業地產股份有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於2021年12月31日的綜合財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、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,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「《香港財務報告準則》」)真實而中肯地反映了貴集團於2021年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

# Independent Auditor's Report *(Continued)*

## 獨立核數師報告 (續)

### **BASIS FOR OPINION**

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

### **KEY AUDIT MATTERS**

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

#### **Revenue from the sale of properties recognised at a point in time**

Refer to note 2 to the consolidated financial statements and the accounting policies in note 1(z).

### **意見的基礎**

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表須承擔之責任部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（「守則」）以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行該等規定及守則中的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### **關鍵審計事項**

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。

#### **於某一時間點確認的物業銷售收益**

參閱綜合財務報表附註2及附註1(z)所載會計政策。

# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### The Key Audit Matter

#### 關鍵審計事項

The Group is an integrated property developer in Mainland China focusing on residential property development in Henan Province.

貴集團為中國內地的綜合物業發展商，專注河南省的住宅物業開發之業務。

Revenue from the sale of properties recognised at a point in time for the year ended 31 December 2021 totalled RMB34,095 million, which accounted for 81.3% of the Group's total revenue for the year.

截至2021年12月31日止年度於某一時間點確認的物業銷售收益合共人民幣34,095百萬元，佔貴集團全年收益總額之81.3%。

Revenue arising from the sale of properties is recognised at a point in time when customer obtains the ability to direct the use of the property and substantially all of the remaining benefits of the property, unless at the time of entering into the contract, the sales and purchase agreement satisfied the criteria for recognising revenue over time by containing an enforceable right to payment for performance completed to date.

物業銷售收益於客戶有能力主導物業使用並獲得物業的絕大部分餘下利益的時間點予以確認，除非訂立合約時，買賣協議符合隨時間確認收益的標準，方式為納入就至今已履約付款的可強制執行權利。

### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

Our audit procedures to assess revenue from the sale of properties recognised at a point in time included the following:

我們用以評核於某一時間點確認的物業銷售收益的審計程序包括以下程序：

- assessing the design, implementation and operating effectiveness of key internal controls over the recognition of revenue on the sale of properties;
- 評核就物業銷售的收益確認進行的主要內部控制，在設計、實施及運作上的有效性；
- selecting property sale transactions, on a sample basis, from the total property sales recorded for the year (with a particular emphasis on property sales close to the financial reporting date) and inspecting the underlying documentation in respect of the related revenue, which included signed sales and purchase agreements, property completion certifications, notice of delivery and records of proceeds received, to assess the amount recorded and assess whether the related revenue had been properly recognised in the appropriate accounting period;
- 從年內總物業銷售中抽選物業銷售交易樣本（尤其側重接近財務報告日期的物業銷售），並檢查有關收益之相關文件，包括已簽署的買賣協議、物業竣工認證、交付通知及已收款項記錄，以評核有記錄的金額，並評核有關收益是否妥善於合適的會計期間予以確認；

# Independent Auditor's Report *(Continued)*

## 獨立核數師報告 (續)

### The Key Audit Matter

#### 關鍵審計事項

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

收益確認日期前就物業預售已收的款項於綜合財務狀況表列作合約負債。

We identified revenue from the sale of properties recognised at a point in time as a key audit matter because revenue is one of the key performance indicators of the Group and is significant to the consolidated financial statements, both of which give rise to an inherent risk that revenue could be recorded in the incorrect period or could be subject to manipulation to meet expectations or targets.

我們把於某一時間點確認的物業銷售收益列為關鍵審計事項，因為收益是貴集團的關鍵績效指標之一，且基於其對綜合財務報表的重要性，兩者均存有固有風險，收益可能會記錄在不正確的期間，或可能因符合預期或目標而受到操控。

### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

- assessing whether the proceeds from sales and pre-sales of property had been received by comparing the amounts receivable for a sample of signed sales and purchase agreements with bank statements and assessing whether the related revenue should have been recorded in the current period or should have been deferred as contract liabilities from pre-sale of properties;
- 評核物業銷售及預售所得款項是否已經收取，方法是將已簽署買賣協議樣本的應收款項與銀行結單作比較，並評核有關收益應否於本期記賬或是將之遞延為預售物業合約負債；
- scrutinising all manual journal entries raised during the year relating to revenue and inspecting relevant underlying documentation for journal entries which were considered to be material or unusual items that meet other specific risk-based criteria.
- 查核年內與收益有關的所有手工分錄，檢查被視為屬重要或有符合其他特定風險基礎條件的不尋常項目的分錄之相關文件。

# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### Revenue from the sale of properties recognised over time

Refer to note 2 to the consolidated financial statements and the accounting policies in note 1(z).

### 於一段時間內確認的物業銷售收益

參閱綜合財務報表附註2及附註1(z)所載會計政策。

### The Key Audit Matter

#### 關鍵審計事項

### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

The Group is an integrated property developer in Mainland China focusing on residential property development in Henan Province.

貴集團為中國內地的綜合物業發展商，專注河南省的住宅物業開發之業務。

Revenue from the sale of properties recognised over time for the year ended 31 December 2021 totalled RMB6,614 million, which accounted for 15.8% of the Group's total revenue for the year.

截至2021年12月31日止年度於一段時間內確認的物業銷售收益合共人民幣6,614百萬元，佔貴集團全年收益總額之15.8%。

Revenue arising from the sale of properties is recognised over time when the Group's performance under a sales and purchase agreement does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

倘貴集團於買賣協議項下的履約並無創造對貴集團而言有替代用途的資產，且貴集團對迄今已完成的履約付款具有可強制執行權利，則銷售物業收益可隨時間確認。

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

基於已產生的貴集團實際成本相對估計總成本的比例，貴集團使用成本比例法，通過衡量於報告日期履約責任的完成進度確認收益。

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

我們用以評核於一段時間內確認的物業銷售收益的審計程序包括以下程序：

- assessing the design, implementation and operating effectiveness of key internal controls over the recognition of revenue on the sale of properties;
- 評核就物業銷售的收益確認進行的主要內部控制，在設計、實施及運作上的有效性；
- inspecting the key terms of sales and purchase agreements, on a sample basis, to assess right to payment based on the contract terms;
- 抽樣檢查買賣協議的主要條款，以評估根據合約條款收取付款的權利；
- obtaining the opinion of the Group's legal counsel, in particular, the legal counsel's interpretation of the applicable laws and their implication on the assessment of the enforceability of the right to payment;
- 獲取貴集團法律顧問的意見，特別是法律顧問對適用法律的詮釋及其對評估強制執行付款權利的意見；
- assessing the competence, experience and objectivity of the legal counsel engaged by the management;
- 評估管理層所委聘法律顧問的資質、經驗及客觀性；

# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### The Key Audit Matter

#### 關鍵審計事項

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

收益確認日期前就物業預售已收的款項於綜合財務狀況表列作合約負債。

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

我們把於一段時間內確認的物業銷售收益列為關鍵審計事項，因為收益是貴集團的關鍵績效指標之一，對綜合財務報表屬重大及評估貴集團對於迄今已完成的履約付款是否具有可強制執行權利及衡量履約責任的完成進度時涉及重大會計判斷及估計，兩者均存有固有風險，即收益可能會記錄在不正確的期間，或可能因符合預期或目標而受到操控。

### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

- selecting property sale transactions, on a sample basis, from the total property sales recorded for the year and inspecting the underlying documentation in respect of the related revenue, which included signed sales and purchase agreements and records of proceeds received, to assess whether the proceeds from pre-sales of property had been received in accordance with the respective sales and purchase agreements;
- 從年內總物業銷售中抽選物業銷售交易樣本，並檢查有關收益之相關文件，包括已簽署的買賣協議及已收所得款項記錄，以評核預售物業所得款項是否已根據各買賣協議收取；
- comparing, on a sample basis, the most recent budget forecasts for development projects with the relevant underlying contracts;
- 抽樣將最近期的發展項目預算預測與相關合約作比較；
- discussing with management, on a sample basis, the development progress of the projects and challenging management's development budgets reflected in the latest forecasts with reference to signed construction contracts and/or unit construction costs of recently completed projects developed by the Group;
- 抽樣與管理層討論項目發展進度，並參照貴集團近期發展的竣工項目之已簽署建築合約及／或單位建築成本，就最近期預測反映的發展預算查問管理層；

# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### The Key Audit Matter 關鍵審計事項

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

- selecting samples from the total actual costs incurred up to the reporting period end to inspect the supporting documents including underlying contracts, supplier invoices, bank slips and the survey reports from external supervising engineers, where applicable;
- 選取截至報告期末產生的總實際成本樣本，以核查支持文件，包括有關合約、供應商發票、銀行存單及外部監察工程師的調查報告 (如適用)；
- checking the mathematical accuracy of the calculation of cost allocation and completion progress of the property projects;
- 檢查計算成本分配的算術準確性及物業項目的完成進度；
- conducting site visits, on a sample basis, to property development projects for which revenue had been recognised in the current year and discussing with site management to observe the completion status; and
- 抽樣現場視察本年度已確認收益涉及的物業發展項目，與工地管理人員進行討論及觀察完工進度；及
- scrutinising all manual journal entries raised during the year relating to revenue and inspecting relevant underlying documentation for journal entries which were considered to be material or unusual items that meet other specific risk-based criteria.
- 查核年內與收益有關的所有手工分錄，檢查被視為屬重要或有符合其他特定風險基礎條件的不尋常項目的分錄之相關文件。



# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### Assessing the net realisable value of properties for sale

Refer to note 19 to the consolidated financial statements and the accounting policies in note 1(p).

### 評核待售物業的可變現淨值

參閱綜合財務報表附註19及附註1(p)所載會計政策。

### The Key Audit Matter

#### 關鍵審計事項

### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

As at 31 December 2021, the Group held a number of property development projects for sale located in various cities in Henan Province, including properties held for future development, properties under development for sale and completed properties held for sale, which totalled RMB87,410 million, which represented 60% of the Group's total assets as at that date.

於2021年12月31日，貴集團持有多個位於河南省不同城市的物業發展項目以供銷售，包括持作未來開發的物業、在建待售物業以及持作待售的已竣工物業，涉及總額人民幣87,410百萬元，相當於貴集團於該日總資產之60%。

Properties for sale are stated at the lower of cost and net realisable value. The calculation of the net realisable value of each property for sale at the financial reporting date is performed by management. 待售物業以成本或可變現淨值（以較低者為準）列值。計算於財務報告日每項待售物業的可變現淨值由管理層負責。

Our audit procedures to assess the net realisable value of properties held for sale included the following:

我們用以評核持作待售物業可變現淨值的審計程序包括以下程序：

- assessing the design, implementation and operating effectiveness of key internal controls over the preparation and monitoring of management budgets and forecasts of construction and other costs for property developments;
- 評核就編製及監察物業發展的預算管理、建築及其他成本的預測進行的主要內部控制，在設計、實施及運作上的有效性；
- comparing, on a sample basis, the most recent budget forecasts for development projects with the relevant underlying contracts;
- 抽樣將最近期的發展項目預算預測與相關合約作比較；
- conducting site visits, on a sample basis, to property development projects at various developing stages and discussing with site management to observe the completion status;
- 抽樣現場視察不同發展階段的物業開發項目，與工地管理人員進行討論及觀察完工進度；
- for those properties held for future development and properties under development for sale, discussing with management, on a sample basis, the development progress and challenging management's development budgets reflected in the latest forecasts with reference to signed construction contracts and/or unit construction costs of recently completed projects developed by the Group;
- 就持作未來開發的物業及在建待售物業而言，抽樣與管理層討論發展進度，並參照貴集團近期發展的竣工項目之已簽署建築合約及／或單位建築成本，就最近期預測反映的發展預算查問管理層；

# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### The Key Audit Matter

#### 關鍵審計事項

The calculation of net realisable value of these properties involves significant management judgement and estimation in preparing and updating project feasibility studies and estimations of the future costs to complete each property development project as well as in assessing the expected selling prices (by reference to recent pre-sale/sales prices of the properties or the prices of comparable properties in nearby locations) and the estimated future selling costs (including price discounts which may be required to stimulate sales).

計算該等物業的可變現淨值涉及重大的管理層判斷及估算，以編製及更新項目可行性研究、估算完成每項物業發展項目的未來成本以及評核預計售價（參照物業近期的預售／銷售價格或鄰近位置可比物業的價格）及未來估計銷售成本（包括為提升銷售所需作出的價格折扣）。

We identified the assessment of the net realisable value of properties for sale as a key audit matter because of the inherent risks involved in estimating the net realisable values, particularly in light of the current economic circumstances and various property market cooling measures implemented by local governments in various cities across Mainland China.

我們把評核待售物業的可變現淨值列為關鍵審計事項，因為估算可變現淨值涉及固有風險，特別是現時的經濟狀況以及中國內地多個城市的地方政府針對物業市場實施不同的降溫措施。

### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

- discussing with management and challenging the key estimates and assumptions adopted in their assessment of the net realisable values of properties for sale, on a sample basis by: (1) comparing expected selling prices with, where available, recent pre-sale/sales prices of the properties or the prices of comparable properties in nearby locations and the sales budget plans maintained by the management; and (2) comparing estimated future selling costs to historical statistics and market available data;
- 抽樣與管理層進行討論，並查問彼等評核待售物業可變現淨值所採納的關鍵估計及假設，方法為：(1)將預計售價與物業近期的預售／銷售價格（如有）或鄰近位置可比物業之價格以及管理層持有的銷售預算計劃作比較；及(2)將估計未來銷售成本與過往統計數據及市場可得數據作比較；
- checking the mathematical accuracy of the calculations made by management in arriving at the year-end assessment of net realisable values of properties for sale;
- 核實管理層於年末評核待售物業的可變現淨值所作計算的算術準確性；
- performing sensitivity analyses to determine the extent of change in those estimates that, either individually or collectively, would be required for properties for sale to be materially misstated and considering the likelihood of such a movement in those key estimates arising.
- 進行敏感性分析，以確定待售物業發生嚴重錯誤陳述而需對該等估計（不論是個別或共同）所作變動的幅度，並考慮該等關鍵估計產生變動的可能性。

# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### Assessment of the Group's ability to continue as a going concern

Refer to note 1 to the consolidated financial statements

#### The Key Audit Matter

##### 關鍵審計事項

During the year ended 31 December 2021, the Group experienced significant decrease in net cash generated from operating activities. As at 31 December 2021, the Group had net current assets of RMB5,371 million. However, significant current assets were development properties with a carrying amount of RMB87,410 million, which will not be recovered in full within one year. The Group had current loans and current senior notes of RMB6,761 million which will be due in 2022 and capital commitments of RMB89,173 million.

截至2021年12月31日止年度，貴集團的經營活動所得現金淨額大幅減少。於2021年12月31日，貴集團的流動資產淨值為人民幣5,371百萬元。然而，大部分流動資產為發展物業，賬面值為人民幣87,410百萬元，將不會於一年內悉數收回。貴集團的即期借款及即期優先票據合計人民幣6,761百萬元將於2022年到期，而資本承擔則為人民幣89,173百萬元。

The directors of the Company made their assessment of the Group's ability to continue as a going concern by preparing a cash flow forecast in which certain key assumptions were applied. These key assumptions included forecasts of sales volumes, average selling prices, development costs, operating expenses, finance costs and tax charges, as well as the ability of the Group to obtain or renew bank loans and other financing facilities to finance its continuing operations. Based on the assessment, the directors concluded that there are no material uncertainties related to events or conditions which, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern.

貴公司董事評核貴集團持續經營能力的方式為編製現金流量預測，當中應用若干主要假設。該等主要假設包括對銷量、平均售價、開發成本、經營開支、融資成本及稅項開支，以及貴集團能否取得或重續銀行貸款及其他融資額度以為持續經營提供資金的預測。根據評核，董事的結論為並無有關事件或狀況的重大不確定性（個別或共同）可能會令貴集團的持續經營能力產生重大疑慮。

### 評核貴集團的持續經營能力

請參閱綜合財務報表附註1

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

##### 我們的審計如何處理該事項

Our audit procedures to assess 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 included the following:

我們用以評核有關是否存在可能會令貴集團的持續經營能力產生重大疑慮的事件及狀況的審計程序包括以下程序：

- walking through the business planning process and assessing the design, implementation and operating effectiveness of management's key internal controls over the assessment of the Group's ability to continue as a going concern;
- 在評核貴集團持續經營能力的過程中，了解貴業務計劃程序以及評核管理層主要內部監控的設計、實施及運作成效；
- challenging the key assumptions in the cash flow forecasts (including sales volumes, average selling prices, development costs, operating expenses, finance costs and tax charges) with reference to historical information, market information, internal investment and future plans;
- 參考過往資料、市場資料、內部投資及未來計劃，質疑現金流量預測的主要假設（包括銷量、平均售價、開發成本、經營開支、融資成本及稅項開支）；
- considering the accuracy and reliability of cash flow forecasts made by management in prior years by comparing them with the current year's results;
- 考慮管理層於過往年度所作現金流量預測的準確性及可靠性，方式為將該等現金流量預測與本年度業績進行比較；

# Independent Auditor's Report (Continued)

## 獨立核數師報告 (續)

### The Key Audit Matter

#### 關鍵審計事項

We identified going concern as a key audit matter because a significant degree of management judgement is involved in making this assessment and in forecasting the future cash flows of the Group which are inherently uncertain, particularly in light of the various measures in real estate industry implemented by local governments in Mainland China.

我們將持續經營識別為關鍵審計事項，原因為於作出此評估及預測貴集團未來現金流量（本質上不確定）時涉及大量管理層判斷，尤其是中國內地的地方政府對房地產行業實施不同措施。

### How the matter was addressed in our audit

#### 我們的審計如何處理該事項

- assessing the availability of banking and other financing facilities and arrangements by inspecting underlying documentation, which included banking facility agreements signed before and after the reporting period end, and assessing the impact of any covenants and other restrictive terms therein;  
通過查看相關文件（包括報告期末前後簽訂的銀行授信協議），評估銀行及其他融資額度及安排的可用性，並評估受任何契約及其隨附的其他限制性條款的影響；
- assessing the Group's ability to renew or refinance existing banking and other financing facilities upon maturity by performing a retrospective review of past renewal or roll-over history of banking and other financing facilities in prior year and inspecting loan agreements or underlying documentation for bank loans and other financing facilities borrowed and repaid after the year end;  
通過追溯覆核過往年度銀行及其他融資額度更新或續期情況，並查看於年末之後借入及償還的銀行貸款及其他融資額度的貸款協議或相關文件，評估貴集團對現有銀行及其他融資額度到期時更新或再融資的能力；
- assessing the sensitivities of the key assumptions adopted by management in the going concern assessment and considering whether management had incorporated any bias in the selection of such assumptions, and assessing the impact on the conclusion of the going concern assessment; and  
評估管理層在持續經營評估中採用的關鍵假設的敏感性，及考慮管理層在選擇該等假設時是否存在任何偏向，並評估對得出持續經營評估結論的影響；及
- evaluating the disclosures in the consolidated financial statements in respect of the going concern assumption with reference to the requirements of the prevailing accounting standards.  
參考現行會計準則的規定，評價綜合財務報表中有關持續經營假設的披露。

## Independent Auditor's Report (Continued) 獨立核數師報告 (續)

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

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

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

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

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

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

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

### 綜合財務報表及其核數師報告以外的信息

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

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

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

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

### 董事就綜合財務報表須承擔的責任

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

## Independent Auditor's Report (Continued) 獨立核數師報告 (續)

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

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

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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.

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

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

### 核數師就審計綜合財務報表須承擔之責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅向整體股東呈報，除此以外，不可作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

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

## Independent Auditor's Report (Continued) 獨立核數師報告 (續)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
  - 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.
- 在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：
- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
  - 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
  - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
  - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
  - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

## Independent Auditor's Report (Continued) 獨立核數師報告 (續)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Tse Wong Pui.

### **KPMG**

*Certified Public Accountants*

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

28 March 2022

- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

出具本獨立核數師報告的審計項目合夥人是謝旺培。

### **畢馬威會計師事務所**

*執業會計師*

香港中環  
遮打道10號  
太子大廈8樓

2022年3月28日



# Consolidated Income Statement

## 綜合收益表

for the year ended 31 December 2021 截至2021年12月31日止年度  
(Expressed in Renminbi) (以人民幣列賬)

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>	2	<b>41,958,757</b>	43,304,417
Cost of sales	銷售成本		<b>(35,148,115)</b>	(34,708,373)
<b>Gross profit</b>	<b>毛利</b>		<b>6,810,642</b>	8,596,044
Other revenue	其他收益	3	<b>211,644</b>	396,031
Other net income	其他收入淨額	3	<b>75,519</b>	649,894
Selling and marketing expenses	銷售及市場推廣開支		<b>(1,725,367)</b>	(1,870,867)
General and administrative expenses	一般及行政開支		<b>(1,602,454)</b>	(1,746,011)
Impairment losses on trade and other receivables and contract assets	貿易、其他應收款項及合約資產減值虧損		<b>(226,523)</b>	(273,493)
Finance costs	融資成本	4(a)	<b>3,543,461</b>	5,751,598
Share of profits less losses of associates	應佔聯營公司溢利減虧損	15	<b>12,451</b>	25,030
Share of profits less losses of joint ventures	應佔合營企業溢利減虧損	16	<b>148,061</b>	337,117
<b>Profit before change in fair value of investment property and income tax</b>	<b>除投資物業公平值變動及所得稅前溢利</b>		<b>3,035,238</b>	4,841,911
Net valuation gain on investment property	投資物業估值收益淨額	11	<b>311,619</b>	93,356
<b>Profit before taxation</b>	<b>除稅前溢利</b>	4	<b>3,346,857</b>	4,935,267
Income tax	所得稅	5(a)	<b>(2,093,872)</b>	(2,833,706)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>1,252,985</b>	2,101,561

# Consolidated Income Statement (Continued)

## 綜合收益表 (續)

for the year ended 31 December 2021 截至2021年12月31日止年度  
(Expressed in Renminbi) (以人民幣列賬)

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Attributable to:</b>	<b>應佔：</b>			
Equity shareholders of the Company	本公司權益持有人		<b>604,914</b>	1,801,508
Non-controlling interests	非控股權益		<b>648,071</b>	300,053
<b>Profit for the year</b>	<b>年度溢利</b>		<b>1,252,985</b>	2,101,561
<b>Earnings per share</b>	<b>每股盈利</b>	8		
– Basic (RMB cents)	—基本 (人民幣分)		<b>21.21</b>	64.70
– Diluted (RMB cents)	—攤薄 (人民幣分)		<b>21.20</b>	63.60

The notes on pages 201 to 386 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 33(c).

第201頁至386頁的附註組成本財務報表的一部分。與年度溢利有關的應付本公司權益持有人股息的詳情載於附註33(c)。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

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

(Expressed in Renminbi) (以人民幣列賬)

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Profit for the year</b>	年度溢利		<b>1,252,985</b>	2,101,561
<b>Other comprehensive income for the year (after tax and reclassification adjustments)</b>	年內其他全面收益(就稅項及重新分類作出調整後)	9		
<i>Items that will not be reclassified to profit or loss:</i>	不會重新分類至損益的項目：			
Equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的股本投資			
– net movement in fair value reserve (non-recycling)	– 公平值儲備淨變動(不可轉回)		<b>61,290</b>	(20,495)
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益的項目：			
Exchange differences on:	匯兌差額：			
– Translation of financial statements to the presentation currency	– 折算財務報表至呈列貨幣		<b>66,533</b>	432,699
– Arising on a monetary item that forms part of net investment in foreign operations	– 產生自部分海外業務投資淨額的貨幣項目		<b>149,660</b>	322,766
<b>Other comprehensive income for the year</b>	年內其他全面收益		<b>277,483</b>	734,970
<b>Total comprehensive income for the year</b>	年內全面收益總額		<b>1,530,468</b>	2,836,531
<b>Attributable to:</b>	應佔：			
Equity shareholders of the Company	本公司權益持有人		<b>882,404</b>	2,536,522
Non-controlling interests	非控股權益		<b>648,064</b>	300,009
<b>Total comprehensive income for the year</b>	年內全面收益總額		<b>1,530,468</b>	2,836,531

The notes on pages 201 to 386 form part of these financial statements.

第201頁至386頁附註構成該等財務報表的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

at 31 December 2021 於2021年12月31日

(Expressed in Renminbi) (以人民幣列賬)

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	7,801,961	7,232,353
Investment property	投資物業	11	5,074,100	4,080,100
Intangible assets and goodwill	無形資產及商譽	12	1,110,223	1,045,660
Biological assets	生物資產	13	11,368	218,001
Interests in associates	聯營公司權益	15	208,757	215,648
Interests in joint ventures	合營企業權益	16	9,504,297	5,480,835
Other financial assets	其他金融資產	17	672,049	567,409
Deferred tax assets	遞延稅項資產	32(b)	212,877	376,490
			<b>24,595,632</b>	<b>19,216,496</b>
<b>Current assets</b>	<b>流動資產</b>			
Trading securities	交易性證券	18	53,647	62,059
Biological assets	生物資產	13	9,547	42,400
Inventories and other contract costs	存貨及其他合約成本	19	87,784,245	89,430,850
Contract assets	合約資產	20	32,764	242,608
Trade and other receivables	貿易及其他應收款	21	5,703,023	5,160,062
Deposits and prepayments	按金及預付款項	22	14,183,252	17,583,158
Tax recoverable	可收回稅項	32(a)	3,596,734	2,836,267
Restricted bank deposits	受限制銀行存款	23	3,946,166	6,707,913
Cash and cash equivalents	現金及現金等價物	24	5,901,642	22,618,964
			<b>121,211,020</b>	<b>144,684,281</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Bank loans	銀行借款	25	(2,399,050)	(3,612,904)
Other loans	其他借款	26	(1,201,760)	(1,443,900)
Trade and other payables	貿易及其他應付款項	27	(54,740,364)	(50,728,425)
Contract liabilities	合約負債	20	(52,361,021)	(63,298,581)
Corporate bonds	公司債券	29	-	(2,999,970)
Senior notes	優先票據	28	(3,160,096)	(7,201,463)
Lease liabilities	租賃負債	30	(96,356)	(130,096)
Taxation payable	應付稅項	32(a)	(1,881,476)	(1,223,219)
			<b>(115,840,123)</b>	<b>(130,638,558)</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>5,370,897</b>	<b>14,045,723</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>29,966,529</b>	<b>33,262,219</b>

# Consolidated Statement of Financial Position (Continued)

## 綜合財務狀況表(續)

at 31 December 2021 於2021年12月31日

(Expressed in Renminbi) (以人民幣列賬)

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank loans	銀行借款	25	(2,550,565)	(1,888,125)
Other loans	其他借款	26	(320,000)	(1,163,000)
Senior notes	優先票據	28	(12,308,542)	(12,994,360)
Lease liabilities	租賃負債	30	(399,368)	(756,882)
Deferred tax liabilities	遞延稅項負債	32(b)	(1,644,733)	(1,877,817)
			<b>(17,223,208)</b>	<b>(18,680,184)</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>12,743,321</b>	<b>14,582,035</b>
<b>CAPITAL AND RESERVES</b>	<b>資本與儲備</b>			
Share capital	股本	33(a)	260,118	258,195
Reserves	儲備		9,082,259	11,118,459
<b>Total equity attributable to equity shareholders of the Company</b>	<b>本公司權益持有人應佔權益總額</b>		<b>9,342,377</b>	<b>11,376,654</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>3,400,944</b>	<b>3,205,381</b>
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>12,743,321</b>	<b>14,582,035</b>

Approved and authorised for issue by the board of directors on 28 March 2022.

於2022年3月28日獲董事會批准及授權刊發。

**Wu Po Sum**  
胡葆森  
Executive Director  
執行董事

**Wang Jun**  
王俊  
Executive Director  
執行董事

The notes on pages 201 to 386 form part of these financial statements.

第201頁至386頁附註構成該等財務報表的一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

(Expressed in Renminbi) (以人民幣列賬)

		Note	Share Capital	Share premium	Statutory reserve fund	Other capital reserve	Exchange Reserve	Share-based compensation reserve	Property revaluation reserve	Fair value reserve (non-recycling)	Retained profits	Total	Non-controlling interests	Total equity
			(Note 33(a))	(Note 33(b)(i))	(Note 33(b)(ii))	(Note 33(b)(iii))	(Note 33(b)(iv))	(Note 33(b)(v))	(Note 33(b)(vi))	(Note 33(b)(vii))	(Note 33(b)(viii))	(Note 33(b)(ix))	(Note 33(b)(x))	(Note 33(b)(xi))
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Balance at 1 January 2021</b>	於2021年1月1日之結餘		258,195	2,731,061	3,760,502	295,088	(351,216)	104,226	6,479	10,540	4,561,779	11,376,654	3,205,381	14,582,035
<b>Changes in equity for 2021:</b>	<b>2021年之權益變動：</b>													
Profit for the year	年度溢利		-	-	-	-	-	-	-	-	604,914	604,914	648,071	1,252,985
Other comprehensive income	其他全面收益		-	-	-	-	216,200	-	-	61,290	-	277,490	(7)	277,483
<b>Total comprehensive income</b>	<b>全面收益總額</b>		-	-	-	-	216,200	-	-	61,290	604,914	882,404	648,064	1,530,468
Dividend approved in respect of the previous year	已批准往年股息	33(c)	-	-	-	-	-	-	-	-	(663,039)	(663,039)	-	(663,039)
Dividend declared in respect of the current year	已派派本年股息	33(c)	-	-	-	-	-	-	-	-	(364,168)	(364,168)	-	(364,168)
Dividend paid to non-controlling interests	已付非控股權益股息		-	-	-	-	-	-	-	-	-	-	(574,501)	(574,501)
Appropriation to statutory reserve fund	轉撥至法定儲備金	33(b)(ii)	-	-	481,850	-	-	-	-	-	(481,850)	-	-	-
Capital contribution from non-controlling interests	非控股權益注資		-	-	-	-	-	-	-	-	-	-	621,021	621,021
Restricted shares granted and subscribed under share award scheme	股份獎勵計劃項下已授出及認購之受限制股份	31(c)	-	180,802	-	(180,802)	-	-	-	-	-	-	-	-
Repurchase and cancellation of ordinary shares	購回及註銷普通股	33(a)(iii)	(246)	(2,305)	-	-	-	-	-	-	-	(2,551)	-	(2,551)
Shares issued under share option scheme	根據購股權計劃發行股份	31(b)	2,169	77,407	-	-	-	(20,678)	-	-	58,898	-	-	58,898
Equity settled share-based payment	以權益結算的股份支付取項		-	-	-	-	-	33,883	-	-	(1,738)	32,145	-	32,145
Disposals of subsidiaries	出售附屬公司	38(b)(i)	-	-	-	-	-	-	-	-	-	-	(8,410)	(8,410)
Distribution in specie	實物分派	33(c)(iii)	-	-	(144,138)	-	-	-	-	-	(1,172,383)	(1,316,521)	-	(1,316,521)
Disposals of partial interest in subsidiaries	出售附屬公司部分權益		-	-	-	731	-	-	-	-	-	731	869	1,600
Acquisitions of additional interests in subsidiaries	增購附屬公司權益		-	-	-	(662,176)	-	-	-	-	-	(662,176)	(712,590)	(1,374,766)
Acquisitions of subsidiaries	收購附屬公司	38(a)(i)	-	-	-	-	-	-	-	-	-	-	221,110	221,110
			<b>1,923</b>	<b>255,904</b>	<b>337,712</b>	<b>(842,247)</b>	<b>-</b>	<b>13,205</b>	<b>-</b>	<b>-</b>	<b>(2,683,178)</b>	<b>(2,916,681)</b>	<b>(452,501)</b>	<b>(3,369,182)</b>
<b>Balance at 31 December 2021</b>	於2021年12月31日之結餘		260,118	2,986,965	4,098,214	(547,159)	(135,016)	117,431	6,479	71,830	2,483,515	9,342,377	3,400,944	12,743,321

		Note	Share Capital	Share premium	Statutory reserve fund	Other capital reserve	Exchange Reserve	Share-based compensation reserve	Property revaluation reserve	Fair value reserve (non-recycling)	Retained profits	Total	Non-controlling interests	Total equity
			(Note 33(a))	(Note 33(b)(i))	(Note 33(b)(ii))	(Note 33(b)(iii))	(Note 33(b)(iv))	(Note 33(b)(v))	(Note 33(b)(vi))	(Note 33(b)(vii))	(Note 33(b)(viii))	(Note 33(b)(ix))	(Note 33(b)(x))	(Note 33(b)(xi))
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Balance at 1 January 2020</b>	於2020年1月1日之結餘		240,662	2,509,280	3,091,214	329,972	(1,106,725)	127,962	6,479	31,035	4,488,146	9,718,025	2,884,296	12,602,321
<b>Changes in equity for 2020:</b>	<b>2020年之權益變動：</b>													
Profit for the year	年度溢利		-	-	-	-	-	-	-	-	1,801,508	1,801,508	300,053	2,101,561
Other comprehensive income	其他全面收益		-	-	-	-	755,509	-	-	(20,495)	-	735,014	(44)	734,970
<b>Total comprehensive income</b>	<b>全面收益總額</b>		-	-	-	-	755,509	-	-	(20,495)	1,801,508	2,536,522	300,009	2,836,531
Dividend approved in respect of the previous year	已批准往年股息	33(c)	-	-	-	-	-	-	-	-	(779,430)	(779,430)	-	(779,430)
Dividend declared in respect of the current year	已派派本年股息	33(c)	-	-	-	-	-	-	-	-	(279,157)	(279,157)	-	(279,157)
Dividend paid to non-controlling interests	已付非控股權益股息		-	-	-	-	-	-	-	-	-	-	(408,850)	(408,850)
Appropriation to statutory reserve fund	轉撥至法定儲備金	33(b)(ii)	-	-	669,288	-	-	-	-	-	(669,288)	-	-	-
Capital contribution from non-controlling interests	非控股權益注資		-	-	-	-	-	-	-	-	-	-	397,914	397,914
Restricted shares issued under share award scheme	受限制股份	31(c)	9,089	-	-	(9,089)	-	-	-	-	-	-	-	-
Shares issued under share option scheme	根據購股權計劃發行股份	31(b)	8,444	221,781	-	-	-	(53,473)	-	-	176,752	-	-	176,752
Equity settled share-based payment	以權益結算的股份支付取項		-	-	-	-	-	29,737	-	-	29,737	-	-	29,737
Disposals of subsidiaries	出售附屬公司	38(b)(i)	-	-	-	-	-	-	-	-	-	-	(617,510)	(617,510)
Disposals of partial interest in subsidiaries	出售附屬公司部分權益		-	-	-	(35,605)	-	-	-	-	-	(35,605)	182,879	147,274
Acquisitions of additional interests in subsidiaries	增購附屬公司權益		-	-	-	9,810	-	-	-	-	-	9,810	(68,769)	(58,959)
Acquisitions of subsidiaries	收購附屬公司	38(a)(i)	-	-	-	-	-	-	-	-	-	-	535,412	535,412
			<b>17,533</b>	<b>221,781</b>	<b>669,288</b>	<b>(34,884)</b>	<b>-</b>	<b>(23,736)</b>	<b>-</b>	<b>-</b>	<b>(1,727,875)</b>	<b>(877,893)</b>	<b>21,076</b>	<b>(856,817)</b>
<b>Balance at 31 December 2020</b>	於2020年12月31日之結餘		258,195	2,731,061	3,760,502	295,088	(351,216)	104,226	6,479	10,540	4,561,779	11,376,654	3,205,381	14,582,035

The notes on pages 201 to 386 form part of these financial statements.

第201頁至386頁附註構成該等財務報表的一部分。

# Consolidated Cash Flow Statement

## 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

(Expressed in Renminbi) (以人民幣列賬)

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Operating activities</b>	<b>經營活動</b>			
Profit before taxation	除稅前溢利		<b>3,346,857</b>	4,935,267
Adjustments for:	經調整：			
Interest income	利息收入	3	<b>(173,214)</b>	(361,038)
Depreciation and amortisation	折舊及攤銷	4(c)	<b>296,654</b>	305,875
Equity settled share-based payment expenses	以權益結算的股份支付款項	4(b)	<b>32,145</b>	29,737
Dividend income from equity securities	股本證券股息收入	3	<b>(10,934)</b>	(4,533)
Net increase in fair value of investment properties	投資物業公平值增加淨額	11	<b>(311,619)</b>	(93,356)
Net (gain)/loss on disposals of property, plant and equipment	出售物業、廠房及設備 (收益) / 虧損淨額	3	<b>(6,160)</b>	2,436
Share of profits less losses of associates	應佔聯營公司溢利減虧損		<b>(12,451)</b>	(25,030)
Share of profits less losses of joint ventures	應佔合營企業溢利減虧損		<b>(148,061)</b>	(337,117)
Finance costs	融資成本	4(a)	<b>668,735</b>	1,271,834
Net gain on disposals and deemed disposals of subsidiaries	出售及視為出售附屬公司 收益淨額	3	<b>(964,985)</b>	(129,539)
Net gain on disposal of joint ventures and associates	出售合營企業及聯營公司之 收益淨額	3	<b>(4,325)</b>	(25,270)
Net fair value gain on deemed disposals of joint ventures and associates	視為出售合營企業及 聯營公司公平值收益淨額	3	<b>(41,223)</b>	(902,428)
Net exchange gain	匯兌收益淨額	3	<b>(94,331)</b>	(293,966)
<b>Operating profit before changes in working capital carried forward</b>	<b>已結轉營運資金變動前經營溢利</b>		<b>2,577,088</b>	4,372,872
Decrease in trading securities	交易性證券減少		<b>8,412</b>	8,537
(Increase)/decrease in biological assets	生物資產 (增加) / 減少		<b>(7,258)</b>	25,197
Decrease/(increase) in inventories and other contract costs	存貨及其他合約成本 減少 / (增加)		<b>4,520,236</b>	(4,189,041)
Increase in contract assets	合約資產增加		<b>(71,671)</b>	(27,780)
(Increase)/decrease in trade and other receivables	貿易及其他應收款項 (增加) / 減少		<b>(1,955,873)</b>	560,648
Decrease in deposits and prepayments	按金及預付款項減少		<b>2,249,049</b>	264,189
Decrease in restricted bank deposits	受限制銀行存款減少		<b>2,744,470</b>	1,516,958
Increase in trade and other payables	貿易及其他應付款項增加		<b>5,581,784</b>	2,865,215
(Decrease)/increase in contract liabilities and receipts in advance	合約負債及預收款項 (減少) / 增加		<b>(12,442,575)</b>	1,894,501

# Consolidated Cash Flow Statement (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

(Expressed in Renminbi) (以人民幣列賬)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	Note 附註		
<b>Cash generated from operations</b>	<b>經營所得現金</b>	<b>3,203,662</b>	7,291,296
PRC tax paid	已付中國稅項	<b>(2,422,798)</b>	(2,516,832)
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金淨額</b>	<b>780,864</b>	4,774,464
<b>Investing activities</b>	<b>投資活動</b>		
Payment for purchase of property, plant and equipment	購置物業、廠房及設備付款	<b>(412,355)</b>	(465,318)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	<b>8,989</b>	2,996
Net cash outflow upon acquisitions of subsidiaries	收購附屬公司的現金流出淨額	<b>(486,220)</b>	(910,989)
Net cash inflow/(outflow) upon disposals of subsidiaries	出售附屬公司的現金流入／(流出)淨額	<b>195,043</b>	(283,214)
Disposals of joint ventures	出售合營企業	-	15,002
Investments in joint ventures	於合營企業投資	<b>(465,115)</b>	(41,607)
Advances to joint ventures	墊款予合營企業	<b>(3,730,576)</b>	(2,951,386)
Repayment from joint ventures	合營企業還款	<b>2,282,391</b>	2,310,340
Investment in associates	於聯營公司投資	<b>(10,400)</b>	(3,500)
Disposals of associates	出售聯營公司	<b>4,161</b>	120,673
Advances to associates	墊款予聯營公司	<b>(6,452)</b>	(24,264)
Repayment from associates	聯營公司還款	<b>19,079</b>	22,500
Payment for investment in other financial assets	投資其他金融資產之付款	-	(100,000)
Proceeds from disposals of other financial assets	出售其他金融資產所得款項	-	594,878
Dividend received from joint ventures and associates	來自合營企業及聯營公司的已收股息	<b>311,908</b>	1,000
Dividend received from equity securities	來自股本證券的已收股息	<b>10,934</b>	4,533
Interest received	已收利息	<b>173,214</b>	342,590
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(2,105,399)</b>	(1,365,766)



# Consolidated Cash Flow Statement (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

(Expressed in Renminbi) (以人民幣列賬)

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from new bank loans	新增銀行借款所得款項	24(b)	<b>3,651,785</b>	3,620,871
Repayment of bank loans	償還銀行借款	24(b)	<b>(4,126,169)</b>	(5,805,953)
Decrease in guarantee deposits for bank loans	銀行借款擔保金減少	23	<b>395,866</b>	301,754
Proceeds from other loans and borrowings	其他借款及借貸所得款項	24(b)	<b>2,681,196</b>	2,059,897
Repayment of other loans and borrowings	償還其他借款及借貸	24(b)	<b>(4,301,362)</b>	(3,130,109)
Net proceeds from issue of senior notes	發行優先票據所得款項淨額	24(b)	<b>2,908,350</b>	10,277,248
Repayment of redemption upon maturity senior notes	贖回及償還到期優先票據	24(b)	<b>(7,131,479)</b>	(6,509,746)
Repayment of corporate bonds	償還公司債券	24(b)	<b>(3,000,000)</b>	-
Proceeds from shares/restricted shares issued under share option scheme and share award scheme	根據購股權計劃及股份獎勵計劃發行股份/受限制股份的所得款項	33(a)	<b>239,700</b>	176,752
Interest paid	已付利息	24(b)	<b>(2,240,441)</b>	(2,525,025)
Net cash outflow from settlement of derivative financial instruments	衍生金融工具結算產生的現金流出淨額	24(b)	<b>(629,391)</b>	(61,848)
Cash distributed in respect of distribution in specie	有關實物分派的已分派現金		<b>(1,307,290)</b>	-
Dividend paid	已付股息		<b>(1,027,207)</b>	(1,058,587)
Dividend paid to non-controlling interests	已付非控股權益股息		<b>(574,501)</b>	(408,850)
Acquisitions of additional interests in subsidiaries	增購附屬公司權益		<b>(1,374,766)</b>	(58,959)
Disposal of partial interest in subsidiaries	出售附屬公司部分權益		<b>1,600</b>	147,274
Contributions from/(payments to) non-controlling interests	非控股權益的注資/(付款)		<b>621,021</b>	(25,864)
Capital element of lease rentals paid	已付租賃租金的資本部分	24(b)	<b>(90,205)</b>	(159,883)
Interest element of lease rentals paid	已付租賃租金的利息部分	24(b)	<b>(32,168)</b>	(43,998)
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>		<b>(15,335,461)</b>	(3,205,026)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>		<b>(16,659,996)</b>	203,672
<b>Cash and cash equivalents at 1 January</b>	<b>於1月1日的現金及現金等價物</b>		<b>22,618,964</b>	22,707,659
<b>Effect of foreign exchange rate changes</b>	<b>外匯匯率變動影響</b>		<b>(57,326)</b>	(292,367)
<b>Cash and cash equivalents at 31 December</b>	<b>於12月31日的現金及現金等價物</b>		<b>5,901,642</b>	22,618,964

The notes on pages 201 to 386 form part of these financial statements.

第201頁至386頁附註構成該等財務報表的一部分。

# Notes to the Financial Statements

## 財務報表附註

(Expressed in Renminbi) (以人民幣列賬)

Central China Real Estate Limited (“the Company”) is a limited liability company incorporated in the Cayman Islands on 15 November 2007. Its principal place of business is at Room 7701B-7702A, 77th Floor, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and has its registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal activity of the Company is investment holding and its subsidiaries are principally engaged in property development in Henan Province in the People’s Republic of China (“the PRC”).

建業地產股份有限公司(「本公司»)為一家於2007年11月15日在開曼群島註冊成立的有限公司，主要營業地點位於香港九龍柯士甸道西1號環球貿易廣場77樓7701B-7702A室，而註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司主要活動為投資控股，其附屬公司主要於中華人民共和國(「中國»)河南省從事房地產開發。

### 1 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

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

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting periods reflected in these financial statements.

### 1 重要會計政策

#### (a) 合規聲明

本財務報表乃按照香港會計師公會(「香港會計師公會»)頒佈的所有適用香港財務報告準則(「香港財務報告準則」)，包括所有適用的個別香港財務報告準則、香港會計準則(「香港會計準則»)及詮釋)、香港公認會計原則以及香港《公司條例》的披露要求而編製。本財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的重要會計政策於下文披露。

香港會計師公會已頒佈香港財務報告準則的若干修訂，於本集團當前會計期間首次生效或供提前採納。附註1(c)載有因首次應用此等變化而引致的任何會計政策變動的資料(僅限於此等財務報表所反映現行會計期間與本集團相關者)。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Basis of preparation and functional and presentation currency

- (i) The consolidated financial statements for the year ended 31 December 2021 comprise the Company and its subsidiaries (together referred to as "the Group") and the Group's interest in associates and joint ventures. The consolidated financial statements are presented in Renminbi ("RMB") rounded to the nearest thousand, while the Company's functional currency is the Hong Kong dollar ("HK\$").

During the year ended 31 December 2021, the Group experienced significant decrease in net cash generated from operating activities. As at 31 December 2021, the Group had net current assets of RMB5,371 million. However, significant current assets were development properties with a carrying amount of RMB87,410 million, which will not be recovered in full within one year. The Group had current loans and current senior notes of RMB6,761 million which will be due in 2022 and capital commitments of RMB89,173 million.

In view of these circumstances, the directors of the Company have given consideration to the future liquidity of the Group and its available sources of finance including banking facilities in assessing whether the Group will have sufficient financial resources to continue as a going concern. As at 31 December 2021, taking into account the Group's cash flow projection, including the Group's unutilised banking facilities and ability to renew or refinance the banking facilities upon maturity, the directors of the Company consider that the Group has sufficient working capital to meet in full its financial obligations as they fall due for at least the next twelve months from the end of the reporting period and there are no material uncertainties related to events or conditions which, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern.

### 1 重要會計政策 (續)

#### (b) 編製基準以及功能及呈列貨幣

- (i) 截至2021年12月31日止年度的綜合財務報表涉及本公司及其附屬公司(合稱「本集團」)及本集團於聯營公司及合營企業的權益。綜合財務報表以人民幣(「人民幣」)呈列,並約整至最接近的千位數,而本公司的功能貨幣為港元(「港元」)。

截至2021年12月31日止年度,本集團的經營活動所得現金淨額大幅減少。於2021年12月31日,本集團的流動資產淨值為人民幣5,371百萬元。然而,大部分流動資產為發展物業,賬面值為人民幣87,410百萬元,將不會於一年內悉數收回。本集團的即期借款及即期優先票據合計人民幣6,761百萬元將於2022年到期,而資本承擔則為人民幣89,173百萬元。

鑑於該等情況,本公司董事於評估本集團會否有充足財務資源持續經營時,已考慮本集團之未來流動資金及其可得之融資資源,包括銀行融資。於2021年12月31日,經計及本集團之現金流量預測,包括本集團之尚未動用銀行融資以及重續或將銀行融資再融資之能力後,本公司董事認為本集團具有充足營運資金,至少於報告期末起計未來十二個月內於到期時履行其財務義務,亦無有關可能令本集團持續經營能力構成重大疑慮之事件或狀況(個別或共同)的重大不確定因素。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Basis of preparation and functional and presentation currency (continued)

- (ii) The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:
- investment property, including interests in leasehold land and buildings held as investment property where the Group is the registered owner of the property interest (see note 1(j));
  - investments in debt and equity securities (see note 1(g));
  - derivative financial instruments (see note 1(h)); and
  - biological assets(see note 1(o)).

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

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

### 1 重要會計政策 (續)

#### (b) 編製基準以及功能及呈列貨幣 (續)

- (ii) 本財務報表編製中所採用的計量法為歷史成本法，惟下文會計政策所述按公平值列賬的資產及負債除外：
- 投資物業，包括於租賃土地及持作投資物業的建築物中的權益，其中本集團為物業權益的登記擁有人（見附註1(j)）；
  - 債務及股本證券投資（見附註1(g)）；
  - 衍生金融工具（見附註1(h)）；及
  - 生物資產（見附註1(o)）。

管理層編製符合香港財務報告準則的財務報表時，須作出可影響會計政策應用及資產、負債及收支呈報金額的判斷、估計及假設。該等估計及相關假設乃根據過往經驗及管理層因應當時情況認為合理的各種其他因素作出，而所得結果會成為判斷無法從其他資料即時獲得之資產及負債賬面值的依據。實際結果可能有別於相關估計。

管理層會持續檢討各項估計及相關假設。倘若會計估計的修訂僅影響作出修訂的期間，則有關修訂會在該期間確認；倘若修訂會影響現時及未來期間，則會在作出修訂的期間及未來期間確認。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (b) Basis of preparation and functional and presentation currency (continued)

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 40.

#### (c) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest rate benchmark reform – phase 2
- Amendment to HKFRS 16, Covid-19-related rent concessions beyond 30 June 2021

Other than the amendment to HKFRS 16, the Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in the consolidated financial statements.

#### (d) Subsidiaries and non-controlling interests

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

### 1 重要會計政策 (續)

#### (b) 編製基準以及功能及呈列貨幣 (續)

有關管理層在採用香港財務報告準則時所作出對財務報表有重大影響的判斷及估計不確定性主要來源之討論載於附註40。

#### (c) 會計政策變更

本集團已於本會計期間將下列由香港會計師公會頒佈之香港財務報告準則之修訂應用於該等財務報表：

- 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號的修訂，利率基準改革—第二階段
- 香港財務報告準則第16號的修訂，2021年6月30日之後的Covid-19相關租金優惠

除香港財務報告準則第16號的修訂外，本集團並未採用任何於本期會計期間尚未生效的新準則或詮釋。該等修訂並無對於如何編製或於綜合財務報表呈列本集團當前或過往期間的業績及財務狀況造成重大影響。

#### (d) 附屬公司及非控股權益

附屬公司是指本集團控制的實體。當本集團承擔風險或享有參與實體所得的可變回報，且有能透過其對實體的權力影響該等回報時，則本集團控制該實體。於評估本集團是否擁有有關權力時，僅會考慮本集團及其他各方的實質權利。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Subsidiaries and non-controlling interests (continued)

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

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

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(u) or (v) depending on the nature of the liability.

### 1 重要會計政策 (續)

#### (d) 附屬公司及非控股權益 (續)

於附屬公司的投資會自控制權開始當日至控制權結束當日期間合併計入綜合財務報表。集團內公司間的結餘、交易和現金流量以及集團內公司間交易所產生的任何未變現溢利，在編製綜合財務報表時均全數抵銷。集團內公司間交易所產生的未變現虧損則僅在無減值跡象的情況下以抵銷未變現收益的相同方法抵銷。

非控股權益為並非本公司直接或間接應佔的附屬公司權益，而本集團並未就此與相關權益持有人協定任何額外條款，以致本集團整體須為該等符合金融負債定義的權益承擔合約責任。對於每項企業合併，本集團可以選擇以公平值或者以其在附屬公司可識別淨資產的所佔非控股權益比例計量任何非控股權益。

非控股權益於綜合財務狀況表的權益項下與本公司權益持有人應佔權益分開呈列。非控股權益應佔本集團業績會在綜合收益表及綜合全面收益表內呈列，作為非控股權益與本公司權益股東之間年內溢利或虧損及全面收益總額的分配。非控股權益持有人提供的借款及對該等持有人應負的其他訂約責任根據附註1(u)或(v)，視乎負債的性質而定，在綜合財務狀況表呈列為金融負債。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (d) Subsidiaries and non-controlling interests (continued)

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

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(g)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 1(e)).

In the Company's statement of financial position, investment in a subsidiary is stated at cost less impairment losses (see note 1(n)).

#### (e) Associates and joint ventures

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

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

### 1 重要會計政策 (續)

#### (d) 附屬公司及非控股權益 (續)

本集團於附屬公司的權益變動如不導致本集團對其喪失控制權，將作股權交易核算。本集團於綜合權益內持有的控股權益及非控股權益款項應予調整，以反映相關權益的變動。但對商譽並無作出調整，亦無確認任何損益。

當本集團失去對附屬公司控制權時，將視為出售於該附屬公司的全部權益進行會計處理，產生的盈虧則於損益確認。前附屬公司任何留存權益按其喪失控制權當日之公平值確認，而該款額將被列作金融資產首次確認之公平值（見附註1(g)），或（如適用）首次確認於聯營公司或合營企業之投資成本（見附註1(e)）。

於本公司之財務狀況表中，於附屬公司之投資乃按成本減減值虧損列賬（見附註1(n)）。

#### (e) 聯營公司及合營企業

聯營公司指本集團或本公司對其管理有重大影響力（包括參與財務及經營決策）但並無控制權或共同控制權的公司。

合營企業為一項安排，據此，本集團或本公司與其他各方訂約同意共同享有安排之控制權，並擁有安排中淨資產的權利。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (e) Associates and joint ventures (continued)

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post-acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 1(n)(iii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture (after applying the ECL model to such other long-term interests where applicable (see note 1(n)(i)).

### 1 重要會計政策 (續)

#### (e) 聯營公司及合營企業 (續)

於聯營公司或合營企業的投資按權益法於綜合財務報表入賬。根據權益法，投資首先按成本入賬，並就本集團分佔投資對象可識別資產淨值的收購日公平值超出投資成本的任何差額(如有)作出調整。投資成本包括購買價、收購該投資的直接應佔其他成本，及構成本集團權益投資一部分的於該聯營公司或和合營企業的任何直接投資。其後，就本集團應佔該投資對象的資產淨值在收購後的變動及任何與投資有關的減值損失對投資作出調整(見附註1(n)(iii))。於收購日超出成本的任何差額、年內本集團於收購後、除稅後應佔投資對象業績及任何減值損失應於綜合收益表內確認，而本集團於收購後應佔投資對象除稅後的其他全面收入項目則於綜合全面收益表內確認。

當本集團應佔虧損超出所持聯營公司或合營企業的權益，本集團的權益會減至零，且毋須繼續確認其他虧損，惟本集團已承擔法律或推定責任或須代表該投資對象支付費用則除外。就此而言，在將預期信貸虧損模型應用於其他此類長期權益(倘適用)(見附註1(n)(i))之後，本集團的權益為根據權益法計算的投資賬面值連同本集團於該聯營公司或合營企業之淨投資的任何其他長期權益部分。



# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (e) Associates and joint ventures *(continued)*

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

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

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(g)).

In the Company's statement of financial position investments in associates and joint ventures are stated at cost less impairment losses (see note 1(n)).

### 1 重要會計政策 *(續)*

#### (e) 聯營公司及合營企業 *(續)*

本集團與其聯營公司及合營企業交易所產生的未變現溢利及虧損，按本集團所持投資對象的權益抵銷，惟倘所轉讓資產的未變現虧損出現減值跡象，則即時於損益中確認。

倘於聯營公司之投資變為於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

若屬其他情況，當本集團不再對聯營公司有重大影響力或不再對合營企業有共同控制權時，按出售有關投資對象的全部權益列賬，由此產生的收益或虧損在損益內確認。在喪失重大影響力或共同控制權當日所保留於前投資對象的權益按公平值確認及此筆金額在初始確認金融資產（見附註1(g)）時當作公平值。

於本公司的財務狀況表中，於聯營公司及合營企業的投資以成本減減值虧損列賬（見附註1(n)）。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (f) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(n)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal. When the Group changes the composition of its CGUs, it reallocates goodwill to the units affected using a relative value approach, similar to that used when the Group disposes of an operation within a cash-generating unit.

### 1 重要會計政策 *(續)*

#### (f) 商譽

商譽指以下描述之超額部分

- (i) 已轉讓代價之公平值、於被收購方之任何非控股權益金額及本集團先前於被收購方持有的股本權益之公平值三者之總和；超出
- (ii) 被收購方可識別資產及負債於收購日期的公平值淨額計量。

當(ii)大於(i)，則該超額部分會作為議價購買收益即時於損益確認。

商譽按成本減累計減值虧損列賬。因業務合併所產生之商譽乃分配至預期自合併的協同效應得益的各現金產生單位(或現金產生單位組別)及每年作出減值測試(見附註1(n))。

於年內出售現金產生單位時，任何應佔購入商譽金額於出售時均計入損益的計算內。倘本集團變更其現金產生單位的組成部分，其使用相對價值法將商譽重新分配至受影響單位，與本集團出售現金產生單位內的業務時所用者類似。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (g) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 34(f). These investments are subsequently accounted for as follows, depending on their classification.

#### (i) Investments other than equity investments

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 1(z)(vi)).

### 1 重要會計政策 (續)

#### (g) 其他債務及股本證券投資

本集團於債務及股本證券投資（於附屬公司、聯營公司及合營企業的投資除外）政策載列於下文。

本集團在承諾購入／出售投資當日確認／終止確認債務及股本證券投資。投資初步按公平值加直接應佔交易成本列報，惟按公平值計入損益（按公平值計入損益）列賬之投資除外，該等投資之交易成本直接於損益內確認。有關本集團釐定金融工具公平值的方法的詮釋，見附註34(f)。該等投資隨後根據其分類按以下方法入賬。

#### (i) 除股本投資以外的投資

本集團持有的非股本投資歸入以下其中一個計量類別：

- 按攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為支付本金及利息。投資所得利息收入乃使用實際利率法計算（見附註1(z)(vi)）。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (g) Other investments in debt and equity securities (continued)

##### (i) Investments other than equity investments (continued)

- fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

### 1 重要會計政策 (續)

#### (g) 其他債務及股本證券投資 (續)

##### (i) 除股本投資以外的投資 (續)

- 按公平值計入其他全面收益 (按公平值計入其他全面收益) (可轉回)，倘投資的合約現金流量僅包括本金及利息付款，且投資乃於其目的為同時收取合約現金流量及出售的業務模式中持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入 (使用實際利率法計算) 及匯兌收益及虧損於損益確認。當投資被取消確認，於其他全面收益累計的金額從權益轉回至損益。
- 按公平值計入損益 (按公平值計入損益)，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益 (可轉回) 的標準。投資的公平值變動 (包括利息) 於損益確認。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (g) Other investments in debt and equity securities *(continued)*

##### (ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 1(z)(v).

### 1 重要會計政策 *(續)*

#### (g) 其他債務及股本證券投資 *(續)*

##### (ii) 股本投資

除非該股本投資並非以買賣目的持有，且在初始確認該等投資時，本集團不可撤銷地選擇指定該項投資按公平值計入其他全面收益（不可轉回）計量，以便隨後的公平值變動於其他全面收益中確認，否則權益證券投資被劃歸為按公平值計入損益。本集團對每個金融工具單獨進行選擇分類，但該選擇分類僅在該項投資符合發行人角度下的權益定義方能進行。倘若進行上述選擇，其他全面收益中的累計金額將保留於公平值儲備中（不可轉回），直至出售該項投資。在出售該項投資時，公平值儲備（不可轉回）中的累計金額將轉入保留溢利，不會通過損益轉回。權益證券投資的股息無論是否按公平值計入損益或按公平值計入其他全面收益計量進行分類，均根據附註1(z)(v)所載的政策於損益中確認為其他收入。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (h) Derivative financial instruments

Derivative financial instruments are recognised at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged (see note 1(i)).

#### (i) Cash flow hedges

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from variable rate borrowings (cash flow hedges).

Where a derivative financial instrument is designated as a hedging instrument in a cash flow hedge, the effective portion of any gain or loss on the derivative financial instrument is recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any gain or loss is recognised immediately in profit or loss.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset such as inventory, the associated gain or loss is reclassified from equity to be included in the initial cost of the non-financial asset.

For all other hedged forecast transactions, the amount accumulated in the hedging reserve is reclassified from equity to profit or loss in the same period or periods during which the hedged cash flows affect profit or loss (such as when a forecast sale occurs or interest expense is recognised).

### 1 重要會計政策 (續)

#### (h) 衍生金融工具

衍生金融工具以公平值進行確認。公平值於各報告期末重新計量。公平值重新計量的損益即時於損益內確認，但若該衍生工具符合現金流量對沖會計法，在此情況下，確認任何由此產生的收益或虧損取決於正被對沖的項目的性質(見附註1(i))。

#### (i) 現金流量對沖

本集團將若干衍生工具指定為對沖工具，以對沖因浮息借款產生的極有可能預測交易相關的現金流量變動(現金流量對沖)。

倘衍生金融工具在現金流量對沖時被指定為對沖工具，則衍生金融工具的任何收益或虧損的實際部分於其他全面收益中確認，並於對沖儲備中單獨累計為權益。任何收益或虧損的實際部分將即時於損益確認。

倘其後對沖預測交易導致確認存貨等非金融資產，則相關收益或虧損將自權益重新分類，以計入非金融資產的初始成本。

就所有其他對沖預測交易而言，對沖儲備中累計的金額於對沖現金流量影響損益的相同期間(如產生預計出售或確認利息開支時)自權益重新分類至損益。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (i) Cash flow hedges (continued)

If a hedge no longer meets the criteria for hedge accounting (including when the hedging instrument expires or is sold, terminated or exercised), then hedge accounting is discontinued prospectively. When hedge accounting is discontinued, but the hedged forecast transaction is still expected to occur, the amount that has been accumulated in the hedging reserve remains in equity until the transaction occurs and it is recognised in accordance with the above policy. If the hedged transaction is no longer expected to take place, the amount that has been accumulated in the hedging reserve is reclassified from equity to profit or loss immediately.

#### (j) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(m)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(z)(iii).

### 1 重要會計政策 (續)

#### (i) 現金流量對沖 (續)

倘對沖不再符合對沖會計的標準 (包括對沖工具到期或被出售、終止或行使時)，則對沖會計將被提前中止。當對沖會計中止，但預期仍然會發生對沖預測交易時，對沖儲備中累計的金額仍列作權益，直至交易發生及根據上述政策確認。倘預期不再進行對沖交易，則對沖儲備中累計的金額將即時自權益重新分類至損益。

#### (j) 投資物業

投資物業為擁有或根據租賃權益 (見附註1(m)) 持有用作賺取租金收入及／或資本增值的土地及／或樓宇，包括所持有的當前未定其未來用途的土地及建造或開發作未來投資物業的物業。

投資物業按公平值列賬，惟於報告期末該等物業仍處於在建或開發過程中且當時無法準確計量其公平值除外。投資物業的公平值增減或報廢或出售所產生的任何收益或虧損均於損益中確認。投資物業的租金收入根據附註1(z)(iii)所述方式計算。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(n)):

- interests in leasehold land hold for own use;
- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest; and
- other items of plant and equipment, including right-of use assets arising from leases of underlying plant and equipment (see note 1(m)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labor, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 1(bb)).

A self-constructed items of property, plant and equipment is classified as construction in progress and transferred to property, plant and equipment when it is ready for its intended use. No depreciation is provided against construction in progress.

### 1 重要會計政策 (續)

#### (k) 物業、廠房及設備

以下物業、廠房及設備項目以成本減累計折舊及減值虧損(見附註1(n))列賬:

- 持作自用的租賃土地權益;
- 倘本集團不是物業權益的註冊擁有人,因租賃物業租賃而產生的使用權資產;及
- 廠房及設備的其他項目,包括因租賃相關廠房及設備而產生的使用權資產(見附註1(m))。

自建物業、廠房及設備項目成本包括材料成本、直接勞工成本、拆卸及搬遷項目與修復項目所在地盤的初步估計成本(如有關)以及適當比例的生產開支與借貸成本(見附註1(bb))。

物業、廠房及設備的自建項目分類為在建工程,並於可供使用時轉撥至物業、廠房及設備。在建工程並無計提折舊。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (k) Property, plant and equipment (continued)

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Leasehold land is depreciated over the unexpired term of lease.
- The Group's interests in buildings which are situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 30 years after the date of completion.
- Furniture, fixtures and equipment 5 to 10 years
- Transportation vehicles 5 to 20 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

### 1 重要會計政策 (續)

#### (k) 物業、廠房及設備 (續)

報廢或出售物業、廠房及設備項目產生的收益或虧損按出售所得款項淨額與項目賬面值的差額釐定，於報廢或出售日期在損益中確認。

折舊乃採用直線法在下列估計其可使用年期內計算，以撇銷物業、廠房及設備項目的成本，減估計剩餘價值：

- 租賃土地按未屆滿之租期折舊。
- 本集團於租賃土地上的樓宇的權益於尚餘租期或估計可使用年期之較短期間（不得超過落成日期起計30年）內折舊。
- 傢俬、裝置及設備 5至10年
- 交通工具 5至20年

倘物業、廠房及設備項目各部分的可使用年期不同，則該項目的成本會合理分配至各部分，而每部分須分開折舊。須每年檢討資產的可使用年期及其剩餘價值（如有）。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (1) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(n)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

– Licences	10 years
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Both the period and method of amortisation are reviewed annually.

#### (m) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

##### (i) As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

### 1 重要會計政策 (續)

#### (1) 無形資產 (商譽除外)

本集團收購的無形資產按成本減累計攤銷 (凡估計可使用年期有限) 及減值虧損列賬 (見附註 1(n))。

可使用年期有限的無形資產攤銷於資產的估計可使用年期內以直線法計入損益。下列可使用年期有限的無形資產自其可供使用當日起攤銷，其估計可使用年期如下：

– 版權	10年
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攤銷年期及方法將每年審閱。

#### (m) 租賃資產

本集團於合約初始評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶同時有權管理可識別資產的使用及取得因使用可識別資產而帶來的絕大部分經濟利益，即擁有控制權。

##### (i) 作為承租人

倘合約包含租賃部分及非租賃部分，則本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分作為所有租賃的單一租賃部分入賬。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (m) Leased assets *(continued)*

##### (i) As a lessee *(continued)*

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily office furniture and equipment. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

### 1 重要會計政策 *(續)*

#### (m) 租賃資產 *(續)*

##### (i) 作為承租人 *(續)*

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為12個月或以下者的短期租賃及低價值資產（就本集團而言，主要為辦公室傢俬及設備）的租賃則除外。當本集團訂立低價值資產的租賃時，本集團決定是否按租賃基準資本化租賃。與未資本化的租賃相關的租賃付款於租期內按系統化基準確認為開支。

倘租賃已資本化，則租賃負債初步按租期內應付租賃付款之現值確認，按租約隱含的利率貼現，或倘該利率不能即時釐定，則按相關增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，利息開支按實際利息法計算。無需視乎指數或利率的可變租賃付款不計入租賃負債的計量，因此於其產生的會計期間計入損益。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (m) Leased assets (continued)

##### (i) As a lessee (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(k) and 1(n)(iii)), except for the following types of right-of-use asset:

- right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 1(j); and
- right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable value in accordance with note 1(p).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

### 1 重要會計政策 (續)

#### (m) 租賃資產 (續)

##### (i) 作為承租人 (續)

當租賃已資本化時，已確認使用權資產初步按成本計量，包括租賃負債的初步金額加任何於開始日期或之前作出的租賃付款及所產生的任何初步直接成本。倘適用，使用權資產的成本亦包括於資產所在地拆除及移除相關資產或恢復相關資產的估計成本，貼現至其現值，減任何所收的租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬（見附註1(k)及1(n)(iii)），惟以下類型的使用權資產則除外：

- 符合投資物業定義的使用權資產根據附註1(j)按公平值列賬；及
- 與租賃土地權益相關的使用權資產，其中土地權益作為存貨持有，根據附註1(p)按成本與可變現淨值的較低者列賬。

租賃負債於以下情況重新計量：指數或利率變動產生未來租賃付款變動，或本集團估計將根據剩餘價值擔保應付的預期金額發生變動，或重新評估本集團是否確定將行使購買、延長或終止權而產生變動。倘租賃負債按此重新計量，則對使用權資產的賬面值進行相應調整，或倘使用權資產的賬面值減至零，則計入損益。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (m) Leased assets (continued)

##### (i) As a lessee (continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

The Group presents right-of-use assets that do not meet the definition of investment property or inventory in 'property, plant and equipment' and presents lease liabilities separately in the consolidated statement of financial position.

### 1 重要會計政策 (續)

#### (m) 租賃資產 (續)

##### (i) 作為承租人 (續)

租賃負債於以下情況重新計量：租賃範圍或租賃的代價出現變動，而該等租賃原本並非於租賃合約（「租賃修訂」）中訂明，且並無作為獨立租賃入賬。在此情況下，租賃負債根據經修訂的租賃付款及租期按修訂生效日期的經修訂貼現率重新計量。唯一的例外情況是，租金優惠均是由COVID-19疫情直接引致，且符合香港財務報告準則第16號租賃第46B段所載的條件而產生。於有關情況下，本集團已利用實際權宜方法不評估租金優惠是否屬租賃修訂，並於觸發租金優惠的事件或狀況發生期間於損益確認變動為負可變租賃付款。

於綜合財務狀況表內，長期租賃負債的即期部分按於報告期後十二個月內到期的合約付款的現值釐定。

本集團於綜合財務狀況表中的「物業、廠房及設備」項目列示不符合投資物業或存貨定義的使用權資產，並單獨列示租賃負債。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (m) Leased assets *(continued)*

##### (ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(z)(iii).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 1(m)(i), then the Group classifies the sub-lease as an operating lease.

### 1 重要會計政策 *(續)*

#### (m) 租賃資產 *(續)*

##### (ii) 作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶之絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

倘合約包含租賃及非租賃部分，本集團按相關單獨售價基準將合約代價分配至各部分。經營租賃所得租金收入根據附註1(z)(iii)確認。

倘本集團為中介出租人，分租賃乃參考主租賃產生的使用權資產，分類為融資租賃或經營租賃。倘主租賃乃短期租賃而本集團應用附註1(m)(i)所述豁免，則本集團分類分租賃為經營租賃。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets

##### (i) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loans to joint ventures and associates, which are held for the collection of contractual cash flows which represent solely payments of principal and interest);
- contract assets as defined in HKFRS 15 (see note 1(q)); and
- lease receivables.

Other financial assets measured at fair value, including units in bond funds, equity securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

##### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值

##### (i) 金融工具、合約資產及應收租賃款項之信貸虧損

本集團就下列各項的預期信貸虧損確認虧損撥備：

- 按攤銷成本計量的金融資產（包括現金及現金等價物、貿易及其他應收款項以及向合營企業及聯營公司提供貸款），持有其目的為收取合約現金流量，即純粹為支付本金及利息；
- 香港財務報告準則第15號所界定的合約資產（見附註1(q)）；及
- 應收租賃款項。

以公平值計量的其他金融資產，包括債券基金單位、按公平值計入損益計量的權益證券、指定按公平值計入其他全面收益的股權證券（不可轉回）及衍生金融資產，均不受預期信貸虧損之評估。

##### 預期信貸虧損的計量

預期信貸虧損是指信貸虧損的概率加權估計值。信貸虧損是按所有預期現金短缺的現值（即根據合約應付本集團的現金流量與本集團預收到的現金流量之間的差額）計量。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### Measurement of ECLs (continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate; and
- lease receivables: discount rate used in the measurement of the lease receivable;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (i) 金融工具、合約資產及應收 租賃款項之信貸虧損 (續)

###### 預期信貸虧損的計量 (續)

如果貼現的影響重大，則使用以下貼現率貼現預期現金短缺：

- 固定利率金融資產，貿易及其他應收款項以及合約資產：初始確認時確定的實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；及
- 應收租賃款項：計量應收租賃款項時使用的貼現率；

估計預期信貸虧損時考慮的最長期限是本集團面臨信貸風險的最長合約期。

在計量預期信貸虧損時，本集團會考慮可用無需過多的成本或努力之合理且可支持的信息，包括過去事件，當前狀況和未來經濟狀況預測的信息。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### Measurement of ECLs (continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (i) 金融工具、合約資產及應收 租賃款項之信貸虧損 (續)

###### 預期信貸虧損的計量 (續)

預期信貸虧損是通過以下其一基礎計量：

- 12個月預期信貸虧損：這些是預計在報告日期後12個月內可能發生的違約事件造成的損失；及
- 終身預期信貸虧損：這些是預期由預期信貸虧損模型適用的項目之預期壽命內的所有可能的違約事件導致的損失。

貿易應收款項及合約資產的虧損撥備總是以等於終身預期信貸虧損的金額計量。這些金融資產的預期信貸虧損使用基於本集團之歷史信貸損失經驗的撥備矩陣進行估算，並根據債務人特有的因素，以及對報告日期的當前和預測的一般經濟狀況評估進行調整。

對於所有其他金融工具，本集團確認相當於12個月預期信貸虧損的損失準備金，除非自初始確認以來金融工具的信用風險顯著增加，在這種情況下，損失準備金計量等於終身預期信貸虧損的金額。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (i) 金融工具、合約資產及應收 租賃款項之信貸虧損 (續)

###### *信貸風險顯著增加*

在評估金融工具的信用風險自初始確認起是否顯著增加，本集團比較報告日期與初始確認之日的違約風險。在進行此重新評估時，當(i)借款人在本集團採取回收行動如變現抵押品(如果有的話)不可能全額支付其對本集團的信貸義務時；或(ii)該金融資產逾期90天，本集團將視為發生違約事件。本集團考慮合理且可支持的定量和定性信息，包括無需過多的成本或努力可取得之歷史經驗和前瞻性信息。

在評估自初始確認後信用風險是否顯著增加時會特別考慮以下信息：

- 未能在合約到期日支付本金或利息；
- 金融工具的外部或內部信用評級(如有)有實際或預期的顯著惡化；

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### Significant increases in credit risk (continued)

- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (i) 金融工具、合約資產及應收 租賃款項之信貸虧損 (續)

###### 信貸風險顯著增加 (續)

- 債務人經營業績有實際或預期顯著惡化；及
- 技術、市場、經濟或法律環境的現有或預測變化，對債務人履行其對本集團義務的能力產生重大不利影響。

根據不同金融工具的性质，對信用風險顯著增加的評估是在單獨或集體基礎上進行的。當在集體基礎上評估時，金融工具根據共有之信用風險特徵進行分組，例如過期狀態和信用風險評級。

預期信貸虧損在每個報告日被重新計量以反映自初始確認以來金融工具信用風險的變化。預期信貸虧損金額的任何變動均於損益確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損，並通過損失準備金賬戶對其賬面金額進行相應調整。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### *Basis of calculation of interest income*

Interest income recognised in accordance with note 1(z)(vi) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due events;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (i) 金融工具、合約資產及應收 租賃款項之信貸虧損 (續)

###### *利息收入之計算基礎*

根據附註1(z)(vi)確認的利息收入乃根據金融資產的賬面總額計算，惟金融資產需要信貸減值的情況下，利息收入乃根據金融資產的攤銷成本（即賬面值總額減虧損撥備）計算。

在每個報告日，本集團評估金融資產是否有信用減值。當一項或多項事件對金融資產的估計未來現金流量產生不利影響時，金融資產即出現信用減值。

金融資產信用減值的證據包括以下可觀察事件：

- 債務人的重大財務困難；
- 違約，例如違約或逾期事件；
- 借款人很可能會進入破產或其他財務重組；
- 對債務人產生不利影響的技術、市場、經濟或法律環境發生重大變化；或
- 由於發行人的財務困難造成活躍證券市場的消失。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### *Basis of calculation of interest income (continued)*

###### Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

##### (ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (i) 金融工具、合約資產及應收 租賃款項之信貸虧損 (續)

###### *利息收入之計算基礎 (續)*

###### 撇銷政策

金融資產、應收租賃款項或合約資產的賬面總額在實際預期不可收回的情況下予以撇銷(部分或全部)。這種情況通常發生在當本集團確定債務人沒有資產或收入來源可以產生足夠現金流以償還應撇銷之金額。

先前已撇銷的資產的後續回收於收回發生期間確認為損益減值撥回。

##### (ii) 已發出財務擔保之信貸虧損

財務擔保乃要求發行人(即擔保人)為擔保受益人(「持有人」)就特定債務人未能根據債務工具條款於到期時付款所招致損失賠償特定款項的合約。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (ii) Credit losses from financial guarantees issued (continued)

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued (see note 1(z)(viii)).

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the "carrying amount" in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (ii) 已發出財務擔保之信貸虧損 (續)

發行的財務擔保按公平價值進行初始確認，公平值乃參照就類似服務的公平交易中所收取的費用（如可獲取有關資料），或參照於提供擔保時放款人實際收取的費用與放款人在未有提供擔保時估計可收取的費用（如可就有關資料作出可靠估計）之間的利率差異釐定。倘在發出該擔保時收取或應收取代價，則該代價根據本集團適用於該類資產的政策確認。倘並無已收或應收代價，即時於損益內確認為開支。

初始確認後，初始確認為遞延收入的金額在擔保期內在損益中攤銷為已發行財務擔保的收入（見附註1(z)(viii)）。

本集團監察特定債務人違約的風險，並當財務擔保的預期信貸虧損確定為高於擔保的「賬面值」（即初始確認金額減累計攤銷）時確認撥備。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (n) Credit losses and impairment of assets *(continued)*

##### (ii) Credit losses from financial guarantees issued *(continued)*

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 1(n)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

### 1 重要會計政策 *(續)*

#### (n) 信貸虧損及資產減值 *(續)*

##### (ii) 已發出財務擔保之信貸虧損 *(續)*

為釐定預期信貸虧損，本集團考慮特定債務人自發行擔保以來違約風險的變化。除非自發行擔保以來特定債務人的違約風險大幅增加，在這種情況下，按終身預期信貸虧損計量，否則按12個月預期信貸虧損計量。相同的違約界定及附註1(n)(i)所述的信貸風險大幅增加的相同評估也適用。

由於根據擔保工具條款，本集團僅在特定債務人違約的情況下作出付款，預期信貸虧損乃根據償還持有人所產生信貸虧損的預計款項減本集團預計自擔保持有人、特定債務人或任何其他方收取的任何金額估計。隨後，該金額採用針對現金流量特定風險調整的當前無風險利率貼現。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (n) Credit losses and impairment of assets *(continued)*

##### *(iii) Impairment of other non-current assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- intangible asset;
- goodwill; and
- investments in subsidiaries, associates and joint ventures in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

### 1 重要會計政策 *(續)*

#### (n) 信貸虧損及資產減值 *(續)*

##### *(iii) 其他非流動資產減值*

本集團於各報告期末審閱內部及外部資料，以確定下列資產有否減值跡象，或除商譽外，之前確認的減值虧損不再存續或已經減少：

- 物業、廠房及設備，包括使用權資產；
- 無形資產；
- 商譽；及
- 於本公司財務狀況表之附屬公司、聯營公司及合營企業之投資。

倘存在任何有關跡象，則會估計資產的可收回金額。此外，就商譽而言，尚未可供使用的無形資產及具有無限可使用年期的無形資產每年會估計可收回金額是否有任何減值跡象。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (iii) Impairment of other non-current assets (continued)

###### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

###### – Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (iii) 其他非流動資產減值 (續)

###### – 計算可收回金額

資產的可收回金額為其公平值減出售成本與使用價值的較高者。在評估使用價值時，會按可反映當時市場對貨幣時間價值及資產特定風險評估的稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生基本上獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產組別 (即現金產生單位) 釐定可收回金額。倘分配可按合理及一致基準進行，則公司資產 (例如總部辦公大樓) 的部分賬面值會分配至個別現金產生單位，否則會分配至最小現金產生單位組別。

###### – 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過可收回金額，則於損益確認減值虧損。就現金產生單位確認的減值虧損首先分配至現金產生單位 (或一組單位) 的任何商譽的賬面值，然後按比例減少該單位 (或該組單位) 內其他資產的賬面值，惟資產的賬面值不會減至低於其個別公平值扣減出售成本 (如能計量) 或使用價值 (如能釐定)。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (n) Credit losses and impairment of assets (continued)

##### (iii) Impairment of other non-current assets (continued)

###### – Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

##### (iv) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(n)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

### 1 重要會計政策 (續)

#### (n) 信貸虧損及資產減值 (續)

##### (iii) 其他非流動資產減值 (續)

###### – 撥回減值虧損

就商譽以外的資產而言，倘用於釐定可收回金額的估計出現有利變動，則撥回減值虧損。商譽的減值虧損不會撥回。

所撥回的減值虧損僅限於過往年間倘無確認減值虧損而應有的資產賬面值。所撥回的減值虧損在確認撥回年度計入損益。

##### (iv) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須遵照香港會計準則第34號「中期財務報告」編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用等同財政年度終結時之減值測試、確認及轉回標準（見附註1(n)(i)及(ii)）。

商譽在中期確認的減值虧損不會於其後期間撥回。即使僅在該中期所屬的年度終結時才評估減值並確認沒有虧損或所確認的虧損較少，也不會回撥減值虧損。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (o) Biological assets

Biological assets are measured at fair value less costs to sell, with any change therein recognised in profit or loss.

#### (p) Inventories and other contract costs

##### (i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value as follows:

- *Properties held for future development and under development for sale*  
The cost of properties held for future development and properties under development for sale comprises specifically identified cost, including the acquisition cost of interests in leasehold land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see note 1(bb)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

### 1 重要會計政策 (續)

#### (o) 生物資產

生物資產按公平值減出售成本計量，當中任何變動於損益確認。

#### (p) 存貨及其他合約成本

##### (i) 存貨

存貨指在日常業務過程中持有以供出售的資產，生產過程中的在製品，生產過程或提供勞務過程中耗用的材料和物料等。

存貨按成本與可變現淨值兩者的較低者入賬如下：

- *持作未來開發物業及持作待售的在建物業*  
持作未來開發物業及持作待售的在建物業的成本為指定成本，包括根據經營租約持有土地收購成本、開發、材料及供應成本總額、工資及其他直接開支以及撥充資本的適當比例生產成本及借貸成本（見附註1(bb)）。可變現淨值指估計售價減估計完工成本及出售物業所涉成本。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (p) Inventories and other contract costs (continued)

##### (i) Inventories (continued)

###### – Completed properties held for sale

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In the case of completed properties developed by the Group which comprise of multiple units which are sold individually, the cost of each unit is determined by apportionment of the total development costs for that development project to each unit on a per square metre basis, unless another basis is more representative of the cost of the specific unit. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### 1 重要會計政策 (續)

#### (p) 存貨及其他合約成本 (續)

##### (i) 存貨 (續)

###### – 持作待售的已竣工物業

持作待售的已竣工物業成本包括所有採購成本、加工成本及其他使存貨達至現時地點及狀態所涉成本。

倘為本集團開發的已竣工物業(包括單獨出售的多個單位)，每個單位的成本乃按每平方米每個單位的開發項目總開發成本的比例釐定，除非有更能代表特定單位的成本的其他基準。可實現淨值乃估計售價減去出售物業將產生的成本。

於出售存貨時，該等存貨的賬面值在相關收益確認的期間確認為開支。

存貨撇減至可變現淨值的金額及所有存貨虧損於撇減或虧損發生期間確認為開支。任何存貨撇減撥回金額確認為於撥回發生期間確認為開支的存貨金額減少。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (p) Inventories and other contract costs *(continued)*

##### (ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 1(p)(i)), property, plant and equipment (see note 1(k)) or intangible assets (see note 1(l)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

### 1 重要會計政策 *(續)*

#### (p) 存貨及其他合約成本 *(續)*

##### (ii) 其他合約成本

其他合約成本指未資本化為存貨(見附註1(p)(i))、物業、廠房及設備(見附註1(k))或無形資產(見附註1(l))的從客戶取得合約的增量成本或完成與客戶訂立的合約的成本。

取得合約的增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生的成本(例如增量銷售佣金)。倘有關收益的成本將在未來報告期內確認，而成本預期可收回，取得合約的增量成本於產生時會撥充資本。取得合約的其他成本在產生時支銷。

倘履行合約的成本與現有合約或可識別的預期合約直接有關；產生或提升將於未來用於提供產品或服務的資源；並預期可收回，則會撥充資本。與現有合約或可識別的預期合約直接有關的成本可能包括直接勞工、直接材料、成本分配、明確向客人收取的成本及僅由於本集團訂立合約而產生的其他成本(例如向分包商支付款項)。其他履行客戶合約的成本(其並無撥充資本為存貨、物業、廠房及設備或無形資產)在產生時支銷。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (p) Inventories and other contract costs (continued)

##### (ii) Other contract costs (continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 1(z).

#### (q) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 1(z)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in note 1(n) (i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 1(r)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(z)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(r)).

### 1 重要會計政策 (續)

#### (p) 存貨及其他合約成本 (續)

##### (ii) 其他合約成本 (續)

撥充資本的合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產賬面值超過(i)本集團預期收取以交換有關該資產的產品或服務的餘下代價金額，減(ii)任何直接有關提供該等產品或服務，而未確認為開支的成本的淨額，則會確認減值虧損。

當與資產有關的收益獲確認時，撥充資本的合約成本攤銷將自損益扣除。收益確認的會計政策載於附註1(z)。

#### (q) 合約資產及合約負債

本集團在可無條件享有合約所載付款條款項下代價前確認收益時(見附註1(z))確認合約資產。當收取代價的權利成為無條件(見附註1(r))，會就預期信貸虧損根據附註1(n)(i)所載政策對合約資產進行評估，並重新分類合約資產至應收款項。

當客戶在本集團確認有關收益(見附註1(z))前支付不可退回代價時，將確認合約負債。倘在本集團確認有關收益前擁有無條件收取不可退回代價的權利，合約負債亦將獲確認。在該情況下，相應的應收款項亦會獲確認(見附註1(r))。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (q) Contract assets and contract liabilities *(continued)*

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(z)).

#### (r) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 1(q)).

All receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(n)(i)).

#### (s) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 1(n)(i).

### 1 重要會計政策 *(續)*

#### (q) 合約資產及合約負債 *(續)*

就單一的客戶合約而言，合約資產或合約負債淨額將予呈列。就多項合約而言，無關之合約的合約資產及合約負債不會以淨額基準呈列。

當合約包括一項重大財務組成部份，合約餘額包括實際利息法（見附註1(z)）的應計利息。

#### (r) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘於本集團有無條件收取代價的權利前確認收益，則該金額列作合約資產（見附註1(q)）。

所有應收款項以實際利率法減信貸虧損撥備按攤銷成本列賬（見附註1(n)(i)）。

#### (s) 現金及現金等價物

現金及現金等價物為銀行存款及手頭現金、存放於銀行及其他金融機構的活期存款，以及於購入後三個月內到期的可隨時變現為已知現金數額及無重大價值變動風險的高流動性短期投資。現金及現金等價物乃根據附註1(n)(i)所載政策就預期信貸虧損進行評估。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (t) Senior notes

Senior notes of the Company are issued with early redemption clause at the option of the Company.

At initial recognition the redemption option is measured at fair value and presented as derivative financial instruments (see note 1(h)). Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs that relate to the issue of the senior notes are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in profit or loss.

The derivative component is subsequently remeasured in accordance with note 1(h). The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method.

#### (u) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(bb)).

### 1 重要會計政策 (續)

#### (t) 優先票據

本公司發行的優先票據可按本公司意願選擇是否附帶提前贖回條款。

於初始確認時，贖回權乃按公平值計量並呈報為衍生金融工具（見附註1(h)）。倘所得款項高於初始確認為衍生成分的金額，則差額確認為負債部分。與發行優先票據有關的交易成本按所得款項的分配比例分配至負債及衍生成分。與負債部分相關的部分交易成本於初始確認時確認為債務的一部分。與衍生成分有關的部分立即確認為損益。

衍生成分隨後按附註1(h)重新計量。債務部分隨後按攤銷成本入賬。於損益中確認的債務部分的利息開支按實際利率法計算。

#### (u) 計息借貸

計息借貸首先按公平值減應佔交易成本確認。首次確認後，計息借貸以實際利率法按攤銷成本列賬。利息開支乃根據本集團借貸成本的會計政策確認（見附註1(bb)）。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (v) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(n)(ii), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

#### (w) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values. Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labor rules and regulations in the PRC and the Hong Kong Mandatory Provident Fund Schemes Ordinance are expensed when incurred, except to the extent that they are included in properties under development for sale and investment properties under development not yet recognised as an expense.

### 1 重要會計政策 (續)

#### (v) 貿易及其他應付款項

貿易及其他應付款項首先按公平值確認。除根據附註1(n)(ii)計算的財務擔保負債外，貿易及其他應付款項其後按攤銷成本入賬，惟倘貼現影響並不重大，則按發票金額入賬。

#### (w) 僱員福利

##### (i) 短期僱員福利及定額供款退休計劃的供款

薪金、年終花紅、有薪年假、向定額供款退休計劃作出的供款及非貨幣福利的成本於僱員提供相關服務的年度內計算。如延遲付款或結算並構成重大影響，則此等金額會以現值列賬。根據中國有關勞工規則及法規與香港強制性公積金計劃條例向相關地方界定供款退休計劃作出的供款於產生時列支，惟已計入持作待售的在建物業及開發中的投資物業但未確認為開支的款項除外。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (w) Employee benefits (continued)

##### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based compensation reserve until either the option is exercised (when it is transferred to share premium) or the option expires (when it is released directly to retained profits).

### 1 重要會計政策 (續)

#### (w) 僱員福利 (續)

##### (ii) 以股份為基礎的薪酬

僱員獲授予的股份期權按公平值確認為僱員成本，而權益中的資本儲備亦會相應增加。公平值是在授予日以二項式期權定價模式計量，並考慮期權授予條款和條件。如果僱員須符合歸屬條件才能無條件地享有期權的權利，在考慮到期權歸屬的可能性後，估計授予期權的公平值總額便會在整個歸屬期內分攤。

本公司會在歸屬期內審閱預期歸屬的股份期權數目。由此產生的已於以往年度確認的累計公平值的任何調整會在審閱當年在損益中扣除／計入；但如果原來的僱員支出符合確認為資產的資格，便會對資本儲備作出相應的調整。已確認為支出的數額會在歸屬日作出調整，以反映所歸屬期權的實際數目（對以股份為基礎的酬金儲備作出相應的調整），但只會在無法符合與本公司股份市價相關的歸屬條件時才會放棄之期權除外。權益數額在以股份為基礎的酬金儲備中確認，直至期權獲行使（轉入股份溢價）或期權到期（直接轉入保留溢利）時為止。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (x) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

### 1 重要會計政策 *(續)*

#### (x) 所得稅

年內所得稅包括即期稅項及遞延稅項資產與負債的增減。即期稅項及遞延稅項資產與負債的增減於損益確認，惟與於其他全面收益或直接於權益中確認的項目有關者除外，在此情況下，相關稅項金額分別於其他全面收益或直接於權益中確認。

即期稅項為須就年內應課稅收入按報告期末已頒佈或大致頒佈的稅率計算的預期應付稅項，並按過往年度的任何應付稅項調整。

遞延稅項資產及負債分別來自可扣稅及應課稅暫時差額，即編製財務報告所用的資產及負債賬面值與稅基之差額。未動用稅項虧損及未動用稅項抵免亦會產生遞延稅項資產。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (x) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

### 1 重要會計政策 (續)

#### (x) 所得稅 (續)

除若干少數例外情況外，所有遞延稅項負債及遞延稅項資產均於有未來應課稅溢利可供相關資產抵銷時確認。可支持確認來自可扣稅暫時差額的遞延稅項資產之未來應課稅溢利包括撥回現有應課稅暫時差額而產生的金額，惟該等差額須與相同稅務機關及相同課稅公司有關，並預期於撥回可扣稅暫時差額的同一期間或來自遞延稅項資產的稅項虧損可撥回或結轉的期間撥回。釐定現有應課稅暫時差額是否容許確認來自未動用稅務虧損及抵免的遞延稅項資產時，會採用相同標準，即倘該等差額與同一稅務機關及同一課稅公司有關，並預期在可動用稅務虧損或抵免的期間內撥回，方會動用。

影響會計處理或應課稅溢利（倘並非業務合併一部分）的資產或負債的初始確認以及投資附屬公司產生的暫時差額不會確認為遞延稅項資產及負債，惟自不可扣稅商譽產生的暫時性差額，則僅限於本集團可控制回撥時間，且在可預見將來不大可能撥回暫時差額；或倘屬可扣減差額，則僅限於很有可能在將來撥回的差額。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (x) Income tax (continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 1(j), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

### 1 重要會計政策 (續)

#### (x) 所得稅 (續)

當投資物業根據附註1(j)所載會計政策按公平值列賬，除該物業是可折舊及以一個商業模式所持有，而此模式並非透過出售形式而使用該物業隨時間所包含的大部分經濟利益，按投資物業報告日期之賬面值出售時之稅率，計算其投資物業之任何已確認遞延稅項。在其他情況下，確認遞延稅項的金額是根據該項資產及負債的賬面值之預期變現或償還方式，按在報告期末已生效或實質上已生效的稅率計算。遞延稅項資產及負債均不貼現計算。

遞延稅項資產的賬面值會於各報告期末審閱，並會減少至不再可能取得足夠應課稅溢利以動用有關稅務優惠為止。該等減少金額會於可能取得足夠應課稅溢利時撥回。

因分派股息而產生的額外所得稅，於確認支付有關股息的負債時確認入賬。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (x) Income tax *(continued)*

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### 1 重要會計政策 *(續)*

#### (x) 所得稅 *(續)*

即期稅項結餘及遞延稅項結餘與其變動將分開列示，並不會對銷。倘本公司或本集團有合法強制執行權以即期稅項資產抵銷即期稅項負債，且符合下列附帶條件，則即期稅項資產及遞延稅項資產方可分別抵銷即期稅項負債及遞延稅項負債：

- 倘為即期稅項資產及負債，本公司或本集團計劃按淨額結算或同時變現資產及清償負債；或
- 倘為遞延稅項資產及負債，則該等資產及負債須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一課稅實體；或
  - 計劃在預期須清償或收回大額遞延稅項負債或資產的每個未來期間按淨額變現即期稅項資產與清償即期稅項負債或同時變現及清償的不同課稅實體。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (y) Provisions and contingent liabilities

Provisions are recognised when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (z) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of properties, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a property or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

### 1 重要會計政策 (續)

#### (y) 撥備及或然負債

當本集團或本公司因過往事件而須負上法律或推定責任，可能須為履行該責任而耗損經濟利益，並能可靠估計該耗損時，則須計提撥備。倘貨幣涉及重大時間價值，則有關撥備按預計履行責任所需支出的現值列賬。

倘不大可能需要耗損經濟利益，或其金額未能可靠預測，則須披露有關責任為或然負債，惟耗損經濟利益的可能性極低者除外。當潛在責任須視乎一項或多項未來事件是否發生方可確定是否存在，則該等責任亦披露為或然負債，惟耗損經濟利益的可能性極低者除外。

#### (z) 收益及其他收入

本集團將其日常業務過程中源自銷售物業、提供服務或租賃項下讓渡本集團資產使用權的收入分類為收入。

當物業或服務的控制權按本集團預期有權獲取的承諾代價數額（不包括代表第三方收取的金額）轉移至客戶或承租人有權動用資產時，收入予以確認。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (z) Revenue and other income (continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Sales of properties

Sales of the Group's properties are recognised as follows:

##### – Sales of certain fully prepaid pre-sales of properties under development

For certain fully prepaid pre-sales of properties, the Group's performance under the sales and purchase agreement does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date. Revenue is recognised progressively over time by measuring the progress towards complete satisfaction of the performance obligation at the reporting date, using the cost-to-cost method, i.e. based on the proportion of the actual costs incurred relative to the estimated total costs.

### 1 重要會計政策 (續)

#### (z) 收益及其他收入 (續)

倘合約載有向客戶提供超過12個月的重大融資利益之融資組成部份，則收入按應收金額的現值計量，並使用反映於與有關客戶的個別融資交易之貼現率貼現，且利息收入根據實際利率法分開應計。倘合約載有向本集團提供重大融資利益之融資組成部份，則根據該合約確認的收入包括根據實際利率法合約責任附有的利息開支。本集團利用香港財務報告準則第15號第63段中的實務簡便做法，並無於倘融資期為12個月或以下而就重大融資組成部份之任何影響調整代價。

有關本集團收益及其他收入確認政策的進一步詳情載列如下：

#### (i) 物業銷售

本集團的物業銷售確認如下：

##### – 若干正在開發中的已全額預付的預售物業的銷售

就若干已全額預付的預售物業而言，本集團於買賣協議項下的履約並無創造具替代用途的資產，而本集團對於迄今已完成的表現具有可執行的支付權利。通過使用成本比例法，即基於已產生的實際成本相對估計總成本的比例，通過衡量於報告日期履約責任的完成進度逐步隨時間確認收益。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (z) Revenue and other income (continued)

##### (i) Sales of properties (continued)

###### – Sales of other properties

For other sales of properties, revenue is recognised when legal assignment is completed, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Advance payments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see note 1(q)).

If the advance payments are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and the completion date of legal assignment. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, Borrowing costs, in accordance with the policies set out in note 1(bb).

##### (ii) Project management service fee income

Project management service fee income is recognised when the service is rendered or on a systematic basis during the service period.

### 1 重要會計政策 (續)

#### (z) 收益及其他收入 (續)

##### (i) 物業銷售 (續)

###### – 其他物業的銷售

就其他物業的銷售而言，收益於法定轉讓完成時確認，即客戶有能力主導物業使用並獲得物業的絕大部分餘下利益的時間點。於收益確認前收取的已售出物業的預付款項已計入財務狀況表內的合約負債（見附註1(q)）。

倘預付款項被視為向本集團提供重大融資利益，則本集團將於支付日期與法定轉讓完成日期期間產生因調整貨幣時間價值而產生的利息開支。該應計費用導致建設期間的合約負債結餘增加，故導致已竣工物業的控制權被轉讓予客戶時確認收益金額增加。據附註1(bb)所載政策，除非根據香港會計準則第23號借貸成本合資格資本化，否則該利息按應計開支支銷。

##### (ii) 項目管理服務費用收入

項目管理服務費用收入於提供服務時或於服務期間有系統地提供時確認。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (z) Revenue and other income *(continued)*

##### (iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

##### (iv) Hotel operations

Revenue arising from hotel operations is recognised on a basis that reflects the timing, nature and value when relevant services are provided.

##### (v) Dividend income

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the time investment goes ex-dividend.

### 1 重要會計政策 *(續)*

#### (z) 收益及其他收入 *(續)*

##### (iii) 經營租約的租金收入

經營租約的應收租金收入於租期內於損益分期等額確認，惟倘有其他方法能更清楚地反映使用租賃資產所得收益的模式則除外。租金優惠於損益確認為淨應收租金總額一部分。不依賴於指數或利率的可變租金於所涉會計期間確認為收入。

##### (iv) 酒店經營

酒店經營所得收益於提供相關服務時按可反映時間、性質及價值的基準確認。

##### (v) 股息收入

- 非上市投資的股息收入於確立股東收款權利時確認。
- 上市投資的股息收入於當時投資的股價除息時確認。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (z) Revenue and other income *(continued)*

##### *(vi) Interest income*

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(n)(i)).

##### *(vii) Government grants*

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are included in the statement of financial position under "trade and other payables" and is released to profit or loss over the expected useful life of the relevant asset.

##### *(viii) Income from financial guarantees issued*

Income from financial guarantees issued is recognised over the term of the guarantees (see note 1(n)(ii)).

### 1 重要會計政策 *(續)*

#### (z) 收益及其他收入 *(續)*

##### *(vi) 利息收入*

利息收入按實際利息法累計確認。就按攤銷成本計量的金融資產而言，則資產的總賬面值以實際利率適用。就信貸減值金融資產而言，實際利率法適用於資產的攤銷成本（賬面總值減虧損撥備）（見附註1(n)(i)）。

##### *(vii) 政府補貼*

倘可合理確定能夠收取政府補貼，而本集團將符合政府補貼所附帶的條件，則政府補貼在財務狀況表中初始確認。補償本集團所產生開支的補貼於產生開支的同一期間有系統地於損益中確認為收入。當補貼補償本集團的資產成本時，計入財務狀況表的「貿易及其他應付款項」中，並在有關資產的預計使用年內轉撥至損益表。

##### *(viii) 已發行財務擔保的收入*

已發行財務擔保的收入在擔保期內確認（見附註1(n)(ii)）。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (aa) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### 1 重要會計政策 (續)

#### (aa) 外幣換算

本年度外幣交易按交易日當日之匯率折算。以外幣為單位之貨幣性資產及負債按報告期末當日之匯率折算。匯兌收益及虧損則計入損益。

以外幣按歷史成本計算的非貨幣資產及負債使用交易日的匯率換算。交易日期為本集團初步確認該等非貨幣資產或負債之日。以外幣為單位而以公平值列賬的非貨幣資產及負債乃按釐定公平值當日的匯率換算。

海外業務的業績按與交易日匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末收報的匯率換算為人民幣。由此產生的匯兌差額於其他全面收益中確認並分別累積在匯兌儲備中的權益。

出售一項海外業務時，與該海外業務有關的匯兌差額的累積金額於確認出售損益時由權益重新分類至損益。

### 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (bb) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### (cc) Asset acquisition

Groups of assets acquired and liabilities assumed are assessed to determine if they are business or asset acquisitions. On an acquisition-by-acquisition basis, the Group chooses to apply a simplified assessment of whether an acquired set of activities and assets is an asset rather than business acquisition, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. When a group of assets acquired and liabilities assumed do not constitute a business, the overall acquisition cost is allocated to the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. An exception is when the sum of the individual fair values of the identifiable assets and liabilities differs from the overall acquisition cost. In such case, any identifiable assets and liabilities that are initially measured at an amount other than cost in accordance with the Group's policies are measured accordingly, and the residual acquisition cost is allocated to the remaining identifiable assets and liabilities based on their relative fair values at the date of acquisition.

### 1 重要會計政策 (續)

#### (bb) 借貸成本

需要相當長時間方可作擬定用途或可供銷售的資產的收購、建設或生產直接產生的借貸成本撥作該等資產的部分成本。其他借貸成本按其所涉期間支銷。

當開始支付一項合資格資產的開支、涉及借貸成本及將資產作擬定用途或銷售所需的活動進行時開始將借貸成本撥作該資產成本一部分。於令合資格資產作擬定用途或銷售所需的絕大部分活動中止或完成時，將會暫停或不再將借貸成本撥作資本。

#### (cc) 資產收購

所收購資產及所承擔負債的組別會進行評估，以釐定其為業務或資產收購。按個別收購基準，在收購資產總值的大部分公平值集中於單一可識別資產或類似可識別組別時，本集團選擇應用簡化方式評估所收購的活動及資產組別為資產而非業務收購。當所收購資產及所承擔負債的組別不構成業務時，整體收購成本會根據其於收購日期的相對公平值分配至個別可識別資產及負債。例外情況為當可識別資產及負債的個別公平值有別於整體收購成本。在有關情況下，根據本集團政策初步按成本以外金額計量的任何可識別資產及負債會相應計量，而剩餘收購成本會根據其於收購日期的相對公平值分配至餘下可識別資產及負債。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (dd) Related parties

*(a) A person, or a close member of that person's family, is related to the Group if that person:*

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

*(b) An entity is related to the Group if any of the following conditions applies:*

- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

### 1 重要會計政策 *(續)*

#### (dd) 關聯人士

*(a) 該名人士須符合以下條件時，該名人士或其家族之近親與本集團方有關連：*

- (i) 對本集團擁有控制權或共同控制權；
- (ii) 對本集團擁有重大影響；或
- (iii) 為本集團或本集團母公司之主要管理層人員。

*(b) 實體於適用以下任何條件時，與本集團方有關連：*

- (i) 實體與本集團為同一集團成員，即母公司、附屬公司及同系附屬公司各自彼此相互關連。
- (ii) 某一實體為另一實體之聯營公司或合營企業，或為另一實體所屬集團成員之聯營公司或合營企業。
- (iii) 實體均為同一第三方之合營企業。
- (iv) 實體為第三實體之合營企業，而另一實體為第三實體之聯營公司。
- (v) 實體為本集團或與本集團有關之實體之僱員福利設立離職後福利計劃。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### (dd) Related parties *(continued)*

##### (b) *(continued)*

- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### (ee) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 1 重要會計政策 *(續)*

#### (dd) 關聯人士 *(續)*

##### (b) *(續)*

- (vi) 實體受(a)所界定人士控制或共同控制。
- (vii) (a)(i)所界定人士對實體擁有重大影響或為實體(或該名實體母公司)之主要管理層人員。
- (viii) 實體或組成集團任何成員公司之一部分,向集團或集團母公司提供關鍵管理人員服務。

該名人士之家族親近為預期將會影響與實體交易之該名人士或受其影響之家族成員。

#### (ee) 分部報告

經營分部及財務報表所呈報的各分部項目金額,乃根據就分配資源予本集團各業務及地區分部及評估其表現而定期提供予本集團最高層管理人員的財務資料而確定。

就財務呈報而言,除非分部具備類似經濟特徵及在產品及服務性質、生產程序性質、客戶類型或類別、用作分銷產品或提供服務的方法及監管環境的性質方面類似,否則各重大經營分部不會進行合併計算。個別非重大的經營分部倘符合該等大部分標準,則可進行合併計算。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 2 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

The principal activities of the Group are property development, property leasing and hotel operations. Revenue of the Group for the period is analysed as follows:

#### (i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

### 2 收益及分部報告

#### (a) 收益

本集團的主要業務是物業發展、物業租賃及酒店經營。期內本集團的收益分析如下：

#### (i) 收益的分類

按主要產品或服務線分類之客戶合約收益如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Revenue from contracts with customers within the scope of HKFRS15</b>	<b>香港財務報告準則第15號範圍的客戶合約收益</b>		
Disaggregated by major products or service lines	按主要產品或服務線分類		
– Sales of properties	– 銷售物業	<b>40,708,548</b>	41,606,820
– Revenue from hotel operations	– 來自酒店的經營收益	<b>285,529</b>	265,866
– Revenue from project management service	– 項目管理服務收益	<b>575,056</b>	1,120,782
– Others	– 其他	<b>186,983</b>	172,547
		<b>41,756,116</b>	43,166,015
<b>Revenue from other sources</b>	<b>其他收益</b>		
Rental income from investment properties	投資物業的租金收入		
– Lease payments that are fixed or depend on an index or a rate	– 固定或依賴指數或比率的租賃付款	<b>146,336</b>	94,899
– Variable lease payments that do not depend on an index or a rate	– 不依賴指數或比率的 可變租賃付款	<b>27,526</b>	16,466
Rental income from properties for sale	待售物業的租金收入		
– Lease payments that are fixed or depend on an index or a rate	– 固定或依賴指數或比率的 租賃付款	<b>28,232</b>	27,002
– Variable lease payments that do not depend on an index or a rate	– 不依賴指數或比率的 可變租賃付款	<b>547</b>	35
		<b>202,641</b>	138,402
		<b>41,958,757</b>	43,304,417



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 2 REVENUE AND SEGMENT REPORTING (continued)

#### (a) Revenue (continued)

##### (i) Disaggregation of revenue (continued)

Disaggregation of revenue from contracts with customers by timing of revenue recognition is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Point in time</b> 時間點			
– Sales of properties	– 銷售物業	<b>34,094,797</b>	31,955,459
– Revenue from hotel operations	– 來自酒店經營的收益	<b>285,529</b>	265,866
– Others	– 其他	<b>186,983</b>	172,547
		<b>34,567,309</b>	32,393,872
<b>Over time</b> 時間段			
– Sales of properties	– 銷售物業	<b>6,613,751</b>	9,651,361
– Revenue from project management service	– 項目管理服務收益	<b>575,056</b>	1,120,782
– Rental income from investment properties	– 投資物業的租金收入	<b>173,862</b>	111,365
– Rental income from properties for sale	– 待售物業的租金收入	<b>28,779</b>	27,037
		<b>7,391,448</b>	10,910,545
		<b>41,958,757</b>	43,304,417

The Group's customer base is diversified and none of the customers of the Group with whom transactions have exceeded 10% of the Group's revenue.

### 2 收益及分部報告 (續)

#### (a) 收益 (續)

##### (i) 收益的分類 (續)

按收益確認時間分類之客戶合約收益如下：

本集團的客戶基礎多元化，並無客戶與本集團的交易金額超過本集團收益10%。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

## 2 REVENUE AND SEGMENT REPORTING (continued)

### (a) Revenue (continued)

#### (ii) Revenue expected to be recognised in the future arising from sales of properties and project management service

##### – Property development

As at 31 December 2021, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB59,648,568,000 (2020: RMB73,621,918,000). This amount represents revenue expected to be recognised in the future from pre-completion sales contracts for properties under development entered into by the customers with the Group. This amount includes the interest component of pre-completion properties sales contracts under which the Group obtains significant financing benefits from the customers (see note 1(z)(i)). The Group will recognise the expected revenue in future when or as the control is transferred or by measuring the progress towards complete satisfaction of the performance obligation, which is generally expected to occur over the next 36 months.

##### – Project management service

As at 31 December 2021, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB63,059,000 (2020: RMB2,882,044,000). This amount represents revenue expected to be recognised in the future from project management service contracts retained by the Group after the separate listing of Central China Management Company Limited (note 33(c)(iii)). The Group will recognise the expected revenue in future by measuring the progress towards complete satisfaction of the performance obligation, which is expected to occur over the next 48 months.

## 2 收益及分部報告 (續)

### (a) 收益 (續)

#### (ii) 預期於日後將予確認之產生自物業銷售及項目管理服務的收益

##### – 物業發展

於2021年12月31日，根據本集團現有合約分配至餘下履約責任的交易價格總額為人民幣59,648,568,000元（2020年：人民幣73,621,918,000元）。該金額指預期於日後將予確認之來自客戶與本集團所訂立在建物業預售合約的收益。該金額包括預售物業銷售合約的利息部分，而本集團根據有關合約自客戶取得重大融資利益（見附註1(z)(i)）。本集團將於控制權被轉讓或透過計量完成履約責任的進度確認未來預期收益，有關收益確認一般會於未來36個月內發生。

##### – 物業管理服務

於2021年12月31日，根據本集團現有合約分配至餘下履約責任的交易價格總額為人民幣63,059,000元（2020年：人民幣2,882,044,000元）。該金額指預期於日後將予確認之來自本集團於中原建業有限公司分拆上市後保留之物業管理服務合約的收益（附註33(c)(iii)）。本集團將透過計量完成履約責任的進度確認未來預期收益，有關收益確認預期會於未來48個月發生。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 2 REVENUE AND SEGMENT REPORTING (continued)

#### (a) Revenue (continued)

##### (iii) Lease income

The Group leases out its investment properties and certain completed properties held for sale under operating leases. The leases typically run for an initial period of one to ten years, with an option to renew the lease after that date at which time all terms are renegotiated. Certain leases include variable lease payment terms that are based on the revenue of tenants.

The Group's undiscounted lease income under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

### 2 收益及分部報告 (續)

#### (a) 收益 (續)

##### (iii) 租金收入

本集團根據經營租約出租投資物業及若干持作待售的已竣工物業。租約一般初步為期1至10年，可於屆滿後選擇續租，並會重新協商所有條款。若干租賃包括根據租戶收益釐定的可變租賃付款條款。

本集團於報告日期的不可撤銷經營租賃下的未貼現租賃收入應於以下未來期間內收回：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Total future minimum lease income from:</b>		
<b>Investment properties: 投資物業：</b>		
Within 1 year 1年內	132,387	124,255
After 1 year but within 2 years 1年後但2年內	90,874	83,973
After 2 year but within 3 years 2年後但3年內	64,718	65,392
After 3 year but within 4 years 3年後但4年內	46,773	46,423
After 4 year but within 5 years 4年後但5年內	30,785	34,957
After 5 years 5年後	66,916	71,224
	<b>432,453</b>	426,224
<b>Properties held for sale: 持作待售物業：</b>		
Within 1 year 1年內	23,069	22,185
After 1 year but within 2 years 1年後但2年內	12,899	17,927
After 2 year but within 3 years 2年後但3年內	10,968	7,804
After 3 year but within 4 years 3年後但4年內	8,901	7,360
After 4 year but within 5 years 4年後但5年內	7,287	16,275
After 5 years 5年後	29,101	16,907
	<b>92,225</b>	88,458

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 2 REVENUE AND SEGMENT REPORTING *(continued)*

#### (a) Revenue *(continued)*

##### (iii) Lease income *(continued)*

For properties held for sale under operating leases, the directors confirm that the Group intends to sell the properties together with the respective leases.

#### (b) Segment reporting

##### (i) Services from which reportable segments derive their revenue

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is more focused on the Group as a whole, as all of the Group's activities are considered to be primarily dependent on the performance on property development. Resources are allocated based on what is beneficial for the Group in enhancing its property development activities as a whole rather than any specific service. Performance assessment is based on the results of the Group as a whole. Therefore, management considers there is only one operating segment under the requirements of HKFRS 8, Operating segments.

##### (ii) Geographical information

No geographical information is shown as the revenue and profit from operations of the Group is substantially derived from activities in the PRC.

### 2 收益及分部報告 *(續)*

#### (a) 收益 *(續)*

##### (iii) 租金收入 *(續)*

就根據經營租約持作待售的物業而言，董事確認本集團計劃出售該等物業及相關租約。

#### (b) 分部報告

##### (i) 報告分部據以產生收益的服務

在向本集團主要營運決策者就資源分配及分部績效評估而呈報資料時，較側重於將本集團視為一整體，原因是本集團的所有業務均被視為主要倚賴物業開發的績效。在分配資源時，乃依據何者對本集團加強整體物業開發業務有利，而非依據任何特定服務。績效評估亦基於本集團的整體業績。故管理層認為，根據香港財務報告準則第8號經營分部的規定，本集團僅有一個經營分部。

##### (ii) 地區資料

由於本集團的收益及經營溢利主要源自中國的業務，所以並無呈報地區資料。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 3 OTHER REVENUE AND OTHER NET INCOME

### 3 其他收益及其他收入淨額

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Other revenue</b>	<b>其他收益</b>		
Interest income	利息收入	<b>173,214</b>	361,038
Dividend income from equity securities	股本證券股息收入	<b>10,934</b>	4,533
Government grants	政府補貼	<b>6,033</b>	13,665
Others	其他	<b>21,463</b>	16,795
		<b>211,644</b>	396,031
<b>Other net income</b>	<b>其他收入淨額</b>		
Net realised and unrealised (loss)/gain on financial assets measured at FVPL	以公平值計量且其變動計入當期損益的金融資產的已變現及未變現(虧損)/收益淨額	<b>(6,742)</b>	17,195
Inventory write-down (note 19(a))	存貨撇減(附註19(a))	<b>(978,849)</b>	(591,269)
Changes in fair value of biological assets less cost to sell (note 13(a))	生物資產公平值變動減銷售成本(附註13(a))	<b>(1,746)</b>	(7,056)
Net gain/(loss) on disposals of property, plant and equipment	出售物業、廠房及設備收益/(虧損)淨額	<b>6,160</b>	(2,436)
Net gain on disposals and deemed disposals of subsidiaries (note 38(b))	出售及視作出售附屬公司的收益淨額(附註38(b))	<b>964,985</b>	129,539
Net fair value gain on deemed disposals of joint ventures (note 16(a))	視作出售合營企業的公平值收益淨額(附註16(a))	<b>41,223</b>	894,029
Net gain on disposal of joint ventures	出售合營企業收益淨額	-	18,450
Net fair value gain on deemed disposals of associates	視作出售聯營公司的公平值收益淨額	-	8,399
Net gain on disposal of associates	出售聯營公司收益淨額	<b>4,325</b>	6,820
Net exchange gain	匯兌收益淨額	<b>94,331</b>	293,966
Others	其他	<b>(48,168)</b>	(117,743)
		<b>75,519</b>	649,894

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 4 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

#### 4 除稅前溢利

除稅前溢利已扣除/(計入)以下各項：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on bank loans and other borrowings (note 24(b))	銀行借款及其他借款的利息 (附註24(b))	2,345,816	2,643,537
Interest on lease liabilities (note 24(b))	租賃負債的利息 (附註24(b))	32,168	43,998
Interest accrued on advance payments from customers (note 20(b))	客戶預付款應計利息 (附註20(b))	1,984,269	2,525,418
Total interest expense on financial liabilities not at fair value through profit or loss	公平值變動不計入損益的金融負債的總利息開支	4,362,253	5,212,953
Less: Borrowing costs capitalised into properties under development*	減：已於開發中物業資本化的借款開支*	(3,888,267)	(4,608,599)
		<b>473,986</b>	604,354
Net change in fair value of derivatives	衍生工具的公平值變動淨值		
– call options (note 28)	– 認購期權 (附註28)	28,093	54,518
– foreign exchange rate swap contract (note 28(c))	– 外匯匯率掉期合約 (附註28(c))	33,820	72,701
– foreign exchange forward contracts and option contracts (note 27(e))	– 外匯遠期合約及期權合約 (附註27(e))	132,836	540,261
		<b>194,749</b>	667,480
		<b>668,735</b>	1,271,834

Note:

\* The capitalisation rate used to capitalise interest on general borrowings in 2021 was 7.22% per annum (2020: 7.57% per annum).

附註：

\* 於2021年用於資本化一般借款利息的資本化率為每年7.22% (2020年：每年7.57%)。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 4 PROFIT BEFORE TAXATION (continued)

### 4 除稅前溢利 (續)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>(b) Staff costs</b>	<b>(b) 員工成本</b>		
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	63,232	19,633
Equity settled share-based payment expenses	以股權結算股份為基礎作支付的費用	32,145	29,737
Salaries, wages and other benefits	薪金、工資及其他福利	736,134	906,577
		<b>831,511</b>	<b>955,947</b>

Employees of the Group's subsidiaries in the PRC ("PRC subsidiaries") are required to participate in defined contribution retirement schemes which are administered and operated by the local municipal government. The PRC subsidiaries contribute funds which are calculated on certain percentage of the average employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

The Group also participates in a Mandatory Provident Fund Scheme ("the MPF Scheme") for all qualifying employees in Hong Kong. The Group's and employee's contributions to the MPF Scheme are based on 5% of the relevant income of the relevant employee (up to a cap of monthly relevant income of HK\$30,000) and in accordance with the requirements of the Mandatory Provident Fund Schemes Ordinance and related regulations.

The Group has no other material obligation for the payment of retirement benefits associated with these schemes beyond the annual contributions described above.

Due to the impact of the outbreak of COVID-19, a number of policies including the relief of social insurance have been promulgated by the government to expedite resumption of economic activities during the year ended 31 December 2020.

本集團於中國的附屬公司（「中國附屬公司」）僱員須參加地方市政府管理及運作的定額供款退休計劃。中國附屬公司乃按地方市政府同意的若干平均僱員工資百分比向計劃供款，以向僱員退休福利提供資金。

本集團亦為所有香港合資格僱員參與強制性公積金計劃（「強積金計劃」）。根據強制性公積金計劃條例及有關規定，本集團及其僱員均須按相關僱員有關收入的5%（以月薪30,000港元為上限）向強積金計劃作出供款。

除上述年度供款外，本集團概無與該等計劃有關的其他支付退休福利的重大責任。

鑑於COVID-19爆發的影響，政府於截至2020年12月31日止年度已頒佈若干政策（包括社會保險減免），以令經濟活動加快恢復。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 4 PROFIT BEFORE TAXATION (continued)

### 4 除稅前溢利 (續)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Amortisation of intangible assets (note 12)	無形資產攤銷 (附註12)	12,305	-
Depreciation (note 10)	折舊 (附註10)		
– owned property, plant and equipment	– 自有物業、廠房及 設備	229,558	247,056
– right-of-use assets	– 使用權資產	54,791	58,819
		<b>284,349</b>	<b>305,875</b>
Impairment losses on trade and other receivables, and contract assets	貿易、其他應收款項及 合約資產的減值虧損	226,523	273,493
Group auditor's remuneration	集團核數師酬金		
– audit services	– 審核服務	6,350	5,143
– other services	– 其他服務	5,170	6,010
Local statutory auditors' remuneration	地方法定核數師酬金		
– audit services	– 審核服務	3,380	3,491
– other services	– 其他服務	900	1,276
Cost of inventories (note 19(a))	存貨成本 (附註19(a))	34,692,430	34,286,152
Advertising and promotion expenses to football club	足球俱樂部的廣告及推廣 開支	-	133,447
Rental income from investment properties less direct outgoings of RMB23,017,000 (2020: RMB14,842,000)	投資物業的租金收入減直 接開支人民幣23,017,000 元 (2020年: 人民幣 14,842,000元)	(150,845)	(96,523)
Rental income from properties for sale less direct outgoings of RMB12,174,000 (2020: RMB9,329,000)	出售物業的租金收入減直 接開支人民幣12,174,000 元 (2020年: 人民幣 9,329,000元)	(16,605)	(17,708)



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 5 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(a) Taxation in the consolidated income statement represents:

### 5 綜合收益表內的所得稅

(a) 綜合收益表內的稅項為：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Current tax (note 32(a))</b>			
	<b>即期稅項 (附註32(a))</b>		
PRC Corporate Income Tax	中國企業所得稅	1,299,550	1,837,260
PRC Land Appreciation Tax	中國土地增值稅	965,422	802,497
Withholding tax	預扣稅	113,562	144,013
		<b>2,378,534</b>	2,783,770
<b>Deferred tax (note 32(b))</b>			
	<b>遞延稅項 (附註32(b))</b>		
PRC Corporate Income Tax	中國企業所得稅	(200,160)	61,372
PRC Land Appreciation Tax	中國土地增值稅	(84,502)	(11,436)
		<b>(284,662)</b>	49,936
		<b>2,093,872</b>	2,833,706

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 5 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

#### (a) Taxation in the consolidated income statement represents: (continued)

- (i) Pursuant to the rule and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.
- (ii) No Hong Kong Profits Tax has been provided for as the Group has no estimated assessable profits in Hong Kong.

#### (iii) PRC Corporate Income Tax ("CIT")

The provision for CIT is based on the respective applicable rates on the estimated assessable profits of the PRC subsidiaries as determined in accordance with the relevant income tax rules and regulations of the PRC.

The PRC subsidiaries were subject to the actual taxation method, were charged CIT at a rate of 25% (2020: 25%) on the estimated assessable profits for the year.

#### (iv) Land Appreciation Tax ("LAT")

Pursuant to the requirements of the Provisional Regulations of the PRC on LAT (《中華人民共和國土地增值稅暫行條例》) effective on 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, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation 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.

### 5 綜合收益表內的所得稅 (續)

#### (a) 綜合收益表內的稅項為：(續)

- (i) 根據開曼群島的規則及規例，本公司毋須繳納任何開曼群島所得稅。
- (ii) 由於本集團於香港並無任何估計應課稅溢利，故並無就香港利得稅作出撥備。

#### (iii) 中國企業所得稅 (「企業所得稅」)

企業所得稅撥備是根據中國附屬公司估計應課稅溢利各自的適用稅率 (遵照中國相關的所得稅規則及規例釐定) 計算。

中國附屬公司須按實際稅率法計算，並就該年的估計應課稅溢利的25% (2020年：25%) 的稅率繳付企業所得稅。

#### (iv) 土地增值稅 (「土地增值稅」)

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》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》規定，於中國銷售或轉讓國有土地使用權、樓宇及其附屬設施的全部收入均須按有關增值額30%至60%的累進稅率繳納土地增值稅，惟有關增值額未超過可扣稅項目總額20%的普通標準住宅的物業銷售額可獲豁免繳納增值稅。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 5 INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

#### (a) Taxation in the consolidated income statement represents: (continued)

##### (v) Withholding tax

Withholding taxes are levied on the Company's subsidiaries in Hong Kong ("Hong Kong subsidiaries") in respect of dividend distributions arising from profit of PRC subsidiaries earned after 1 January 2008 and interest on inter-company balance received by Hong Kong subsidiaries from PRC subsidiaries ranged from 5% to 10%.

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

### 5 綜合收益表內的所得稅 (續)

#### (a) 綜合收益表內的稅項為：(續)

##### (v) 預扣稅

本公司於香港的附屬公司（「香港附屬公司」）須就在中國附屬公司於2008年1月1日以後賺取之溢利而產生之股息以及香港附屬公司收取中國附屬公司之內部公司往來結餘利息繳付5%至10%之預扣稅。

#### (b) 按適用稅率計算的稅項支出及會計溢利對賬如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	3,346,857	4,935,267
Tax on profit before tax, calculated at 25% (2020: 25%)	按25% (2020年：25%) 稅率計算的除稅前溢利的稅項	836,714	1,233,817
Difference in tax rates for parent company and certain subsidiaries	母公司及若干附屬公司的稅率差額	95,218	216,989
Tax effect of non-taxable income	毋須課稅收入的稅項影響	(197,678)	(306,389)
Tax effect of non-deductible expenses	不可扣稅開支的稅項影響	393,402	719,273
Tax effect of unused tax losses not recognised	未確認的未動用稅項虧損的稅項影響	307,769	263,865
Utilisation of tax loss not recognised in prior years	動用過往年度未確認的稅項虧損	(115,805)	(31,158)
Withholding tax	預扣稅	113,562	144,013
LAT	土地增值稅	880,920	791,062
Tax effect of LAT	土地增值稅的稅項影響	(220,230)	(197,766)
Income tax expense	所得稅開支	2,093,872	2,833,706

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 6 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383 (1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and chief executive's emoluments are as follows:

2021

		Directors' fees 董事袍金	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Retirement scheme contributions 退休計劃供款	Discretionary bonuses 酌情花紅	Share-based payments 以股份支付 (Note) (附註)	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>						
Wu Po Sum	胡葆森	-	4,208	-	-	-	4,208
Yuan Xujun (resigned on 4 November 2021)	袁旭俊 (於2021年11月4日辭任)	-	3,286	126	4,465	-	7,877
<b>Executive director and chief executive officer</b>	<b>執行董事及首席執行官</b>						
Wang Jun	王俊	-	7,875	75	-	2,665	10,615
<b>Non-executive directors</b>	<b>非執行董事</b>						
Lim Ming Yan	林明彥	-	2,325	-	-	-	2,325
Wu Wallis	李樺	-	547	12	-	-	559
Chen Ying	陳瑛	-	600	-	-	-	600
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Cheung Shek Lun	張石麟	199	-	-	-	-	199
Xin Luo Lin	辛羅林	199	-	-	-	-	199
Sun Yuyang	孫煜揚	199	-	-	-	-	199
<b>Total</b>	<b>合計</b>	<b>597</b>	<b>18,841</b>	<b>213</b>	<b>4,465</b>	<b>2,665</b>	<b>26,781</b>

### 6 董事及首席執行官酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露的董事酬金以及首席執行官酬金如下:

2021年

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 6 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

2020

	Directors' fees 董事袍金	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Retirement scheme contributions 退休計劃供款	Discretionary bonuses 酌情花紅	Share-based payments 以股份支付 (Note) (附註)	Total 合計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
<b>Executive directors</b>	<b>執行董事</b>						
Wu Po Sum	胡葆森	-	4,509	-	-	4,509	
Liu Weixing (resigned on 25 August 2020)	劉衛星 (於2020年8月25日辭任)	-	1,915	-	-	2,754	
Wang Jun	王俊	-	7,020	40	8,773	15,833	
<b>Executive director and chief executive officer</b>	<b>執行董事及首席執行官</b>						
Yuan Xujun	袁旭俊	-	4,257	84	9,303	839	14,483
<b>Non-executive directors</b>	<b>非執行董事</b>						
Lim Ming Yan	林明彥	-	3,031	-	-	-	3,031
Wu Wallis	李樺	-	231	11	-	-	242
Chen Ying (appointed on 25 August 2020)	陳瑛 (於2020年8月25日獲委任)	-	260	-	-	-	260
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Cheung Shek Lun	張石麟	213	-	-	-	-	213
Xin Luo Lin	辛羅林	213	-	-	-	-	213
Sun Yuyang	孫煜揚	213	-	-	-	-	213
<b>Total</b>	<b>合計</b>	<b>639</b>	<b>21,223</b>	<b>135</b>	<b>9,303</b>	<b>10,451</b>	<b>41,751</b>

Note:

These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(w)(ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share option scheme" in the directors' report and note 31.

### 6 董事及首席執行官酬金 (續)

2020年

	Directors' fees 董事袍金	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Retirement scheme contributions 退休計劃供款	Discretionary bonuses 酌情花紅	Share-based payments 以股份支付 (Note) (附註)	Total 合計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
<b>Executive directors</b>	<b>執行董事</b>						
Wu Po Sum	胡葆森	-	4,509	-	-	4,509	
Liu Weixing (resigned on 25 August 2020)	劉衛星 (於2020年8月25日辭任)	-	1,915	-	-	2,754	
Wang Jun	王俊	-	7,020	40	8,773	15,833	
<b>Executive director and chief executive officer</b>	<b>執行董事及首席執行官</b>						
Yuan Xujun	袁旭俊	-	4,257	84	9,303	839	14,483
<b>Non-executive directors</b>	<b>非執行董事</b>						
Lim Ming Yan	林明彥	-	3,031	-	-	-	3,031
Wu Wallis	李樺	-	231	11	-	-	242
Chen Ying (appointed on 25 August 2020)	陳瑛 (於2020年8月25日獲委任)	-	260	-	-	-	260
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Cheung Shek Lun	張石麟	213	-	-	-	-	213
Xin Luo Lin	辛羅林	213	-	-	-	-	213
Sun Yuyang	孫煜揚	213	-	-	-	-	213
<b>Total</b>	<b>合計</b>	<b>639</b>	<b>21,223</b>	<b>135</b>	<b>9,303</b>	<b>10,451</b>	<b>41,751</b>

附註：

該金額指根據本公司購股權計劃授予董事的購股權的估計價值。該等購股權之價值乃根據附註1(w)(ii)所載本集團有關以股份支付交易的會計政策計量，而根據該政策，有關價值計入就撥回過往年度授出權益工具於歸屬前被沒收而累計之金額作出之調整。

該等實物利益之詳情（包括授出購股權之主要條款及數目）於董事會報告「購股權計劃」一段及附註31披露。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 7 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2020: two) are executive directors whose emoluments are disclosed in note 6. The aggregate of the emoluments in respect of the other three (2020: three) individuals are as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,420	3,897
Discretionary bonuses	酌情花紅	24,286	34,272
Share-based payments	以股份支付	803	1,744
Retirement scheme contributions	退休計劃供款	76	120
		<b>28,585</b>	40,033

The emoluments of these three (2020: three) individuals with the highest emoluments are within the following bands:

		2021 2021年	2020 2020年
HKD9,500,001 to HKD10,000,000	9,500,001港元至10,000,000港元	1	-
HKD12,000,001 to HKD12,500,000	12,000,001港元至12,500,000港元	1	-
HKD12,500,001 to HKD13,000,000	12,500,001港元至13,000,000港元	1	1
HKD13,500,001 to HKD14,000,000	13,500,001港元至14,000,000港元	-	1
HKD19,500,001 to HKD20,000,000	19,500,001港元至20,000,000港元	-	1

#### 7 最高薪人士

在五位最高薪人士之中，兩位（2020年：兩位）為執行董事，其酬金披露於附註6。有關其餘三位（2020年：三位）最高薪人士的酬金總額如下：

該等三位（2020年：三位）最高薪人士的酬金在以下範圍之內：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 8 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB604,914,000 (2020: RMB1,801,508,000) and the weighted average of 2,851,628,076 ordinary shares (2020: 2,784,521,906 ordinary shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares:

		2021 2021年	2020 2020年
Issued ordinary shares at 1 January	於1月1日已發行普通股	2,833,050,120	2,739,132,960
Effect of share options exercised (note 31(b))	已行使購股權的影響 (附註31(b))	19,029,737	45,388,946
Effect of shares repurchased	已購回股份的影響	(451,781)	-
Weighted average number of ordinary shares at 31 December	於12月31日的普通股加權平均數	<b>2,851,628,076</b>	2,784,521,906

#### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB604,914,000 (2020: RMB1,801,508,000) and the weighted average number of ordinary shares of 2,853,411,813 shares (2020: 2,832,450,235 shares), calculated as follows:

#### (i) Profit attributable to ordinary equity shareholders of the Company (diluted)

Profit attributable to equity shareholders (diluted) 權益持有人應佔溢利 (攤薄)

### 8 每股盈利

#### (a) 每股基本盈利

每股基本盈利乃基於本公司普通股權益持有人應佔溢利人民幣604,914,000元 (2020年: 人民幣1,801,508,000元) 及本年度已發行2,851,628,076股普通股 (2020年: 2,784,521,906股普通股) 的加權平均數計算得出, 如下:

普通股加權平均數:

	2021 2021年	2020 2020年
Issued ordinary shares at 1 January	2,833,050,120	2,739,132,960
Effect of share options exercised (note 31(b))	19,029,737	45,388,946
Effect of shares repurchased	(451,781)	-
Weighted average number of ordinary shares at 31 December	<b>2,851,628,076</b>	2,784,521,906

#### (b) 每股攤薄盈利

每股攤薄盈利乃基於本公司普通股權益持有人應佔溢利人民幣604,914,000元 (2020年: 人民幣1,801,508,000元) 及2,853,411,813股 (2020年: 2,832,450,235股) 普通股的加權平均數計算得出, 如下:

#### (i) 本公司普通股權益持有人應佔溢利 (攤薄)

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Profit attributable to equity shareholders (diluted)	<b>604,914</b>	1,801,508

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 8 EARNINGS PER SHARE (continued)

##### (b) Diluted earnings per share (continued)

###### (ii) Weighted average number of ordinary shares (diluted)

#### 8 每股盈利 (續)

##### (b) 每股攤薄盈利 (續)

###### (ii) 普通股加權平均數 (攤薄)

		2021 2021年	2020 2020年
Weighted average number of ordinary shares at 31 December	於12月31日的普通股加權平均數：	<b>2,851,628,076</b>	2,784,521,906
Effect of deemed issue of ordinary shares under the Company's share option scheme and share award scheme	視作根據本公司購股權計劃及股份獎勵計劃發行普通股的影響	<b>1,783,737</b>	47,928,329
Weighted average number of ordinary shares (diluted) at 31 December	於12月31日的普通股加權平均數 (攤薄)：	<b>2,853,411,813</b>	2,832,450,235



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 9 OTHER COMPREHENSIVE INCOME

#### (a) Tax effects relating to each component of other comprehensive income

### 9 其他全面收益

#### (a) 與其他全面收益各組成部分有關的稅務影響

		2021 2021年			2020 2020年		
		Before-tax amount 除稅前金額 RMB'000 人民幣千元	Tax expense 稅項支出 RMB'000 人民幣千元	Net-of-tax amount 除稅後金額 RMB'000 人民幣千元	Before-tax amount 除稅前金額 RMB'000 人民幣千元	Tax expense 稅項支出 RMB'000 人民幣千元	Net-of-tax amount 除稅後金額 RMB'000 人民幣千元
Exchange differences on translation of:	折算以下各項的匯兌差額：						
- financial statements of overseas subsidiaries	— 境外附屬公司財務報表	66,533	-	66,533	432,699	-	432,699
- arising on a monetary item that forms part of net investment in foreign operations	— 產生自部分海外業務投資淨額的貨幣項目	149,660	-	149,660	322,766	-	322,766
		216,193	-	216,193	755,465	-	755,465
Cash flow hedge: net movement in hedging reserve	現金流量對沖：對沖儲備淨變動	-	-	-	-	-	-
Equity investments at FVOCI: net movement in fair value reserve (non-recycling)	按公平值計入其他全面收益的股本投資：公平值儲備淨變動 (不可轉回)	104,640	(43,350)	61,290	(22,757)	2,262	(20,495)
Other comprehensive income	其他全面收益	320,833	(43,350)	277,483	732,708	2,262	734,970

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 9 OTHER COMPREHENSIVE INCOME (continued)

(b) Components of other comprehensive income,  
including reclassification adjustments

### 9 其他全面收益 (續)

(b) 其他全面收益組成部分，包括  
重新分類調整

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Equity investments measured at FVOCI</b>	<b>按公平值計量且變動計入 其他全面收益的股本投資</b>		
Changes in fair value recognised during the period	期內確認公平值變動	<b>104,640</b>	(22,757)
Net deferred tax debited to other comprehensive income	自其他全面收益扣除的遞延 稅項淨額	<b>(43,350)</b>	2,262
Net movement in the fair value reserve (non-recycling) during the period recognised in other comprehensive income	於其他全面收益確認的期內 公平值儲備淨變動 (不可轉回)	<b>61,290</b>	(20,495)

# Notes to the Financial Statements (Continued)

## 財務報表附註(續)

(Expressed in Renminbi) (以人民幣列賬)

### 10 PROPERTY, PLANT AND EQUIPMENT

#### (a) Reconciliation of carrying amount

### 10 物業、廠房及設備

#### (a) 賬面值對賬

		Interests in leasehold land held for own use 持作自用的租賃土地的權益 RMB'000 人民幣千元	Interests in buildings held for own use 持作自用的樓宇的權益 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俬、裝置及設備 RMB'000 人民幣千元	Transportation vehicles 交通工具 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>						
At 1 January 2020	於2020年1月1日	843,470	3,617,974	1,722,060	536,220	74,701	6,794,425
Additions	添置	-	157,217	390,851	33,185	419,366	1,000,619
Disposals	出售	(1,406)	(570)	(5,509)	(14,531)	(5,526)	(27,542)
Transfer	轉撥	(31,980)	79,118	(47,138)	-	-	-
Acquisitions of subsidiaries	收購附屬公司	-	-	1,318,964	1,820	2,700	1,323,484
Disposals of subsidiaries	出售附屬公司	-	-	(115,217)	(7,846)	(3,729)	(126,792)
At 31 December 2020	於2020年12月31日	810,084	3,853,739	3,264,011	548,848	487,512	8,964,194
At 1 January 2021	於2021年1月1日	810,084	3,853,739	3,264,011	548,848	487,512	8,964,194
Additions	添置	1,311	186,086	276,886	9,440	5,274	478,997
Disposals	出售	-	(5,819)	-	(4,769)	(1,956)	(12,544)
Transfer	轉撥	-	12,534	(12,534)	-	-	-
Transfer to investment properties	轉撥至投資物業	-	(185,025)	(141,229)	-	-	(326,254)
Acquisitions of subsidiaries	收購附屬公司	200,189	596,015	455,317	293,520	2,976	1,548,017
Disposals of subsidiaries	出售附屬公司	(307,725)	(296,890)	(257,987)	(98,753)	(7,948)	(969,303)
At 31 December 2021	於2021年12月31日	703,859	4,160,640	3,584,464	748,286	485,858	9,683,107
<b>Accumulated depreciation and amortisation:</b>	<b>累計折舊及攤銷：</b>						
At 1 January 2020	於2020年1月1日	(76,287)	(903,221)	-	(419,441)	(52,041)	(1,450,990)
Charge for the year	年度支出	(25,928)	(209,994)	-	(55,384)	(14,569)	(305,875)
Written back on disposals	出售時撥回	9,353	-	-	8,658	4,099	22,110
Acquisitions of subsidiaries	收購附屬公司	-	-	-	(781)	(431)	(1,212)
Disposals of subsidiaries	出售附屬公司	-	-	-	2,416	1,710	4,126
At 31 December 2020	於2020年12月31日	(92,862)	(1,113,215)	-	(464,532)	(61,232)	(1,731,841)

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 10 PROPERTY, PLANT AND EQUIPMENT (continued)

#### (a) Reconciliation of carrying amount (continued)

		Interests in leasehold land held for own use 持作自用的 租賃土地 的權益 RMB'000 人民幣千元	Interests in buildings held for own use 持作自用的 樓宇的權益 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Furniture, fixtures and equipment 傢俬、裝置 及設備 RMB'000 人民幣千元	Transportation vehicles 交通工具 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	(92,862)	(1,113,215)	-	(464,532)	(61,232)	(1,731,841)
Charge for the year	年度支出	(19,683)	(185,774)	-	(55,477)	(23,415)	(284,349)
Written back on disposals	出售時撥回	-	4,972	-	3,990	753	9,715
Transfer to investment properties	轉撥至投資物業 properties	-	2,826	-	-	-	2,826
Acquisitions of subsidiaries	收購附屬公司	(3,156)	(12,055)	-	(13,339)	(938)	(29,488)
Disposals of subsidiaries	出售附屬公司	23,393	52,201	-	73,324	3,073	151,991
At 31 December 2021	於2021年12月31日	(92,308)	(1,251,045)	-	(456,034)	(81,759)	(1,881,146)
<b>Net book value:</b>	<b>賬面淨值:</b>						
At 31 December 2020	於2020年12月31日	717,222	2,740,524	3,264,011	84,316	426,280	7,232,353
At 31 December 2021	於2021年12月31日	611,551	2,909,595	3,584,464	292,252	404,099	7,801,961

As at 31 December 2021 and 2020, certain of the Group's property, plant and equipment were pledged as securities of the Group's bank loans and other loans. Details are set out in notes 25 and 26.

As at 31 December 2021, the Group's property, plant and equipment of RMB nil (2020: RMB761,981,000) were pledged as securities of a joint venture's loan.

於2021年及2020年12月31日，本集團若干物業、廠房及設備被抵押作為本集團銀行借款和其他借款的抵押品。詳情載於附註25和附註26。

於2021年12月31日，本集團的物業、廠房及設備人民幣零元（2020年：人民幣761,981,000元）被抵押作為一家合營企業的貸款的抵押品。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 10 PROPERTY, PLANT AND EQUIPMENT (continued)

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

The analysis of the net book value of the Group's separately measured right-of-use assets by class of underlying asset is as follows:

		<b>31 December 2021 2021年 12月31日 RMB'000 人民幣千元</b>	31 December 2020 2020年 12月31日 RMB'000 人民幣千元
Interests in leasehold land held for own use, carried at depreciated cost in the PRC, with remaining lease term of:	於中國按折舊成本列賬持作自用的租賃土地的權益，餘下租期為：		
– 50 years or more	– 50年或以上	<b>2,264</b>	2,308
– between 10 and 50 years	– 10年以上50年以下	<b>609,287</b>	714,914
Properties leased for own use, carried at depreciated cost	按折舊成本列賬持作自用的租賃物業	<b>611,551</b>	717,222
Transportation vehicles, carried at depreciation cost	按折舊成本列賬的運輸車輛	<b>59,550</b>	112,914
		<b>360,067</b>	380,738
		<b>1,031,168</b>	1,210,874

### 10 物業、廠房及設備 (續)

#### (b) 使用權資產

本集團獨立計量的使用權資產按相關資產類別劃分的賬面淨值分析如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 10 PROPERTY, PLANT AND EQUIPMENT (continued)

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

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別劃分的 用權資產之折舊開支		
Interests in leasehold land held for own use	持作自用的租賃土地的權益	19,683	25,928
Properties leased for own use	租賃作自用的物業	17,001	29,853
Transportation vehicles	運輸車輛	18,107	3,038
		<b>54,791</b>	58,819
Interest on lease liabilities (note 4(a))		<b>32,168</b>	43,998
Expense relating to short-term leases		<b>28,308</b>	31,152

During the year, additions to right-of-use assets were RMB10,564,000. This amount included the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases, the maturity analysis of lease liabilities and the future cash outflows arising from leases that are not yet commenced are set out in notes 24(c) and 30, respectively.

### 10 物業、廠房及設備 (續)

#### (b) 使用權資產 (續)

於損益中確認的有關租賃的開支項目分析如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset:			
Interests in leasehold land held for own use		19,683	25,928
Properties leased for own use		17,001	29,853
Transportation vehicles		18,107	3,038
		<b>54,791</b>	58,819
Interest on lease liabilities (note 4(a))		<b>32,168</b>	43,998
Expense relating to short-term leases		<b>28,308</b>	31,152

年內，使用權資產添置人民幣10,564,000元。該金額包括根據新租賃協議應付的資本化租賃付款。

有關租賃現金流出總額、租賃負債的到期分析及尚未開始的租賃所產生的未來現金流出詳情，分別載於附註24(c)及30。

### 10 PROPERTY, PLANT AND EQUIPMENT (continued)

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

##### (i) Interests in leasehold land held for own use

Interests in leasehold land held for own use represent payments for land use rights of land located in the PRC as follows:

- The Group is the registered owner of certain leasehold land where buildings held for own use are located. Lump sum payments were made upfront to acquire these property interests, and there are no ongoing payments to be made under the terms of the land lease. The period for these property interests is no more than 70 years.
- The Group leases certain leasehold land under lease agreements expiring from 30 to 40 years. None of the leases includes an option to renew the lease or variable lease payments.

##### (ii) Properties leased for own use

The Group has leased a number of properties as its office and employee dormitory through tenancy agreements. The leases typically run for an initial period of 18 months to 10 years. Some leases include an option to renew the lease and all terms should be renegotiated towards the end of the lease term. None of the leases includes variable lease payments.

##### (iii) Other leases

The Group leases machinery and transportation vehicles under leases expiring from 1 to 5 years. Some leases include an option to repurchase the leased items at the end of the lease term at a price deemed to be a bargain purchases option. None of the leases includes variable lease payments.

### 10 物業、廠房及設備 (續)

#### (b) 使用權資產 (續)

##### (i) 持作自用的租賃土地的權益

持作自用的租賃土地的權益指就位於中國的土地使用權的付款，詳情如下：

- 本集團為若干持作自用樓宇的租賃土地的註冊擁有人。本集團已預付一次性款項以收購該等物業權益，而根據土地租賃條款，將不會繼續支付任何款項。該等物業權益期限不超過70年。
- 本集團根據租期介乎30至40年的租賃協議租賃若干租賃土地。概無租賃包括重續租賃或可變租賃付款的選擇權。

##### (i) 持作自用的租賃物業

本集團已透過租賃協議租賃多項物業作為其辦公室及僱員宿舍。租賃一般初步為期18個月至10年。某些租賃包括重續租約的選擇權，所有條款應於租期結束時重新磋商。概無租賃包括可變租賃付款。

##### (iii) 其他租賃

本集團根據租期由1年至5年的租約租賃機器及運輸車輛。部分租賃包括於租賃期結束時以被視作議價購買期權的價格回購租賃項目的選擇權。概無租賃包括可變租賃付款。

# Notes to the Financial Statements (Continued)

## 財務報表附註(續)

(Expressed in Renminbi) (以人民幣列賬)

### 11 INVESTMENT PROPERTY

### 11 投資物業

		<b>Total</b>
		<b>合計</b>
		RMB'000
		人民幣千元
At 1 January 2020	於2020年1月1日	3,212,830
Transfer from properties for sale	自待售物業轉撥	773,914
Change in fair value	公平值變動	93,356
At 31 December 2020	於2020年12月31日	4,080,100
At 1 January 2021	於2021年1月1日	<b>4,080,100</b>
Transfer from property, plant and equipment	自物業、廠房及設備轉撥	<b>323,428</b>
Transfer from properties for sale	自待售物業轉撥	<b>358,953</b>
Change in fair value	公平值變動	<b>311,619</b>
At 31 December 2021	於2021年12月31日	<b>5,074,100</b>

During the year ended 31 December 2021, properties transferred from “property, plant and equipment” and “inventories” to “investment property” were amounting to RMB323,428,000 (2020: Nil) and RMB358,953,000 (2020: RMB773,914,000), respectively as a result of change of use. The properties mentioned above were measured at fair value at the time of transfer with revaluation gain of RMB247,949,000 (2020: RMB97,611,000).

As at 31 December 2021 and 2020, certain of the Group’s investment properties were pledged as securities of the Group’s bank loans and other loans. Details are set out in notes 25 and 26.

截至2021年12月31日止年度，該等物業人民幣323,428,000元（2020年：零）及人民幣358,953,000元（2020年：人民幣773,914,000元）因用途改變而從「物業、廠房及設備」及「存貨」轉至「投資物業」。上述物業於轉撥當時按公平值計量，重估收益為人民幣247,949,000元（2020年：人民幣97,611,000元）。

於2021年及2020年12月31日，本集團若干投資物業已抵押作為本集團銀行借款及其他借款的抵押品。詳情載於附註25及附註26。



## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 11 INVESTMENT PROPERTY (continued)

##### (a) Fair value measurement of investment properties

###### (i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

#### 11 投資物業 (續)

##### (a) 投資物業的公平值計量

###### (i) 公平值層級

下表呈列本集團投資物業的公平值，該等物業於報告期末按經常性基準計量，並分類為香港財務報告準則第13號公平值計量定義的三級公平值層級。將公平值計量分類的等級乃經參考以下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日期同類資產或負債於活躍市場的未經調整報價）計量的公平值

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 11 INVESTMENT PROPERTY (continued)

#### (a) Fair value measurement of investment properties (continued)

##### (i) Fair value hierarchy (continued)

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

### 11 投資物業 (續)

#### (a) 投資物業的公平值計量 (續)

##### (i) 公平值層級 (續)

- 第二級估值：使用第二級輸入數據 (即未能達到第一級的可觀察輸入數據) 且並非使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為無法取得市場數據的輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量的公平值

	Fair value at 31 December 2021 於2021年12月31日的公平值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2021 categorised into 於2021年12月31日的公平值計量分類為		
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
<b>Recurring fair value measurement</b>				
Investment properties:				
- In the PRC				
	5,074,100	-	-	5,074,100

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 11 INVESTMENT PROPERTY (continued)

#### (a) Fair value measurement of investment properties (continued)

##### (i) Fair value hierarchy (continued)

### 11 投資物業 (續)

#### (a) 投資物業的公平值計量 (續)

##### (i) 公平值層級 (續)

Fair value at 31 December 2020 於2020年 12月31日的 公平值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2020 categorised into 於2020年12月31日的公平值計量分類為		
	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元

#### Recurring fair value measurement 經常性公平值計量

Investment properties: 投資物業：				
– In the PRC 在中國	4,080,100	–	–	4,080,100

During the year ended 31 December 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2020: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's investment properties were revalued as at 31 December 2021 and 2020. The valuations were carried out by an independent firm of surveyors, Savills Valuation and Professional Services Limited, who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued. The management has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

截至2021年12月31日止年度，第一級與第二級之間沒有轉移或沒有從第三級轉入或轉出（2020年：無）。本集團之政策為於發生轉移之報告期末確認公平值層級之間的轉移。

本集團所有投資物業已於2021年及2020年12月31日重估。估值乃由獨立測量師行第一太平戴維斯估值及專業顧問有限公司進行，其員工當中有香港測量師工會資深會員，對所評估物業之地點及類別具備近期經驗。管理層已就於各中期及年度報告日期進行之估值，與測量師討論估值假設及估值結果。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 11 INVESTMENT PROPERTY (continued)

#### (a) Fair value measurement of investment properties (continued)

##### (ii) Information about Level 3 fair value measurements

	Valuation techniques 估值方法	Unobservable input 不可觀察輸入數據	Range 範圍	Weighted average 加權平均值
Investment properties in the PRC 在中國的投資物業	Income capitalisation approach 收入資本化法	Daily market rent (RMB/sq.m.) 市場日租 (人民幣/平方米)	0.41 to 8.55 (2020: 0.41 to 8.84)	3.55 (2020: 3.60)
		Capitalisation rates 資本化率	4.0% to 7.0% (2020: 4.0% to 7.0%)	5.9% (2020: 6.0%)
			4.0%至7.0% (2020年: 4.0%至7.0%)	5.9% (2020年: 6.0%)

In undertaking the valuation of investment properties, the independent firm of surveyors have mainly adopted the income capitalisation approach whereby the rental incomes of contractual tenancies are capitalised for the unexpired terms of tenancies. They have also taken into account the reversionary market rents after the expiry of tenancies in capitalisation. The fair value measurement is positively correlated to the market rent and negatively correlated to the capitalisation rates.

The movements during the year in the balance of these Level 3 fair value measurements are set out in note 11.

Fair value adjustment of investment property is recognised in the line item "net valuation gain on investment property" on the face of the consolidated income statement.

All the gain/loss recognised in profit or loss for the year arise from the properties held at the end of the reporting period.

### 11 投資物業 (續)

#### (a) 投資物業的公平值計量 (續)

##### (ii) 有關第三級公平值計量的資料

獨立測量師行主要採用收入資本化法為投資物業估值，租約的租金收入於尚餘租期資本化。彼等亦於資本化時計及租約屆滿後的市場租金變化。公平值計量與市場租金成正比，與資本化率成反比。

該等第三級公平值計量的年內結餘變動載於附註11。

投資物業之公平值調整於綜合收益表中「投資物業估值收益淨額」項確認。

所有於年度損益確認的收益／虧損均來自於報告期末持有的物業。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 12 INTANGIBLE ASSETS AND GOODWILL

### 12 無形資產及商譽

		Licences 版權 RMB'000 人民幣千元	Goodwill 商譽 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>			
At 1 January 2020	於2020年1月1日	-	-	-
Addition (note 38(a)(iii))	添置 (附註38(a)(iii))	-	1,045,660	1,045,660
At 31 December 2020	於2020年12月31日	-	1,045,660	1,045,660
At 1 January 2021	於2021年1月1日	-	1,045,660	1,045,660
Addition	添置	-	-	-
Acquisitions of subsidiaries (note 38(a)(i))	收購附屬公司 (附註38(a)(i))	146,321	-	146,321
At 31 December 2021	於2021年12月31日	146,321	1,045,660	1,191,981
<b>Amortisation and impairment losses:</b>	<b>攤銷及減值虧損：</b>			
At 1 January 2020 and 31 December 2020	於2020年1月1日及2020年12月31日	-	-	-
At 1 January 2021	於2021年1月1日	-	-	-
Acquisitions of subsidiaries (note 38(a)(i))	收購附屬公司 (附註38(a)(i))	(69,453)	-	(69,453)
Amortisation charge for the year	年度攤銷支出	(12,305)	-	(12,305)
Impairment loss for the year	年度減值虧損	-	-	-
At 31 December 2021	於2021年12月31日	(81,758)	-	(81,758)
<b>Carrying amount:</b>	<b>賬面值：</b>			
At 31 December 2020	於2020年12月31日	-	1,045,660	1,045,660
At 31 December 2021	於2021年12月31日	64,563	1,045,660	1,110,223

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 12 INTANGIBLE ASSETS AND GOODWILL (continued)

#### Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units (CGU) identified as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Property development projects in connection with Henan Central China Fuju Investment Company Limited ("Henan Fuju")	與河南建業富居投資有限公司(「河南富居」)有關的物業開發項目	1,045,660	1,045,660

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management over the expected period of property development projects whose completion range from 4-10 years from the reporting date. The net operating cash flow was based on expectations of future outcomes taking into account past experience and current market conditions. Sales of properties was forecasted taking into account the current market price, the estimated sales volume for the forecast period and estimated unit price growth. The cash flows are discounted using a discount rate of 10.5%. The discount rates used are pre-tax and reflect specific risks relating to the relevant business.

No impairment loss has been recognised in the consolidated income statement for the year ended 31 December 2021 given reasonable headroom.

### 12 無形資產及商譽 (續)

#### 對現金產生單位 (包含商譽) 的減值測試

商譽在本集團現金產生單位中的分配如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Property development projects in connection with Henan Central China Fuju Investment Company Limited ("Henan Fuju")	1,045,660	1,045,660

現金產生單位的可收回金額根據其使用價值計算。該等計算結果乃於物業開發項目 (自報告日期起計4至10年竣工) 的預期年內根據由管理層批准的財務預測採用現金流量預測計算。經營現金流量淨額乃根據對未來業績的預期，並計及過往經驗及當前市況得出。物業銷售乃經計及當前市價、預測期間的估計銷量及估計單位價格增長後作出預測。現金流量採用10.5%的貼現率貼現。所用貼現率為稅前貼現率，並反映有關業務的特定風險。

鑒於所提供之合理緩衝空間，於截至2021年12月31日止年度的綜合收益表中並無確認減值虧損。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 13 BIOLOGICAL ASSETS

##### (a) Reconciliation of carrying amount

The Group cultivates certain agricultural plants, mainly including landscape flowers, seedlings and trees, which are sold to customers after harvested. These plants are generally harvested between 6 to 60 months after plantation.

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
At 1 January	於1月1日	260,401	287,992
Addition due to purchases	因購買而增加	14,453	57,336
Decrease due to sales	因銷售而減少	(5,449)	(75,477)
Decrease due to disposal of subsidiaries (note 38(b))	因出售附屬公司而減少 (附註38(b))	(246,744)	(2,394)
Change in fair value less cost to sell	公平值變動減銷售成本	(1,746)	(7,056)
At 31 December	於12月31日	20,915	260,401
Representing:	指：		
Non-current	非流動	11,368	218,001
Current	流動	9,547	42,400
		20,915	260,401

##### (b) Measurement of fair value

###### (i) Fair value hierarchy

The fair value measurements of the Group's biological assets have been categorised as Level 2 fair values based on observable market sales data.

###### (ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of the Group's biological assets is determined using market comparison approach by reference to recent sales price of comparable plants with market data which is publicly available.

#### 13 生物資產

##### (a) 賬面值對賬

本集團培育若干農作物，主要包括景觀花卉、秧苗及樹木，收穫後賣予客戶。該等植物一般於栽培後6至60個月內收穫。

##### (b) 公平值計量

###### (i) 公平值層級

本集團生物資產的公平值計量已根據可觀察市場銷售數據分類為第二級公平值。

###### (ii) 第二級公平值計量所用的估值方法及輸入數據

本集團生物資產的公平值乃經參考可資比較植物近期售價的公開可得市場數據後，採用市場比較法釐定。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affect the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

### 14 於附屬公司的投資

下表僅包含對本集團業績、資產或負債有重大影響的附屬公司詳情。除另有指明外，持有的股份類別為普通股。

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Central China Real Estate Group (China) Co., Ltd 建業住宅集團(中國)有限公司	Henan, the PRC 中國河南	RMB2,360,000,000 人民幣2,360,000,000元	-	100%	Property development 物業開發	Foreign-invested enterprise 外商投資企業
Henan Central China Real Estate Company Limited 河南建業住宅建設有限公司	Henan, the PRC 中國河南	RMB390,000,000 人民幣390,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Puyang Central China Real Estate Company Limited 濮陽建業住宅建設有限公司	Henan, the PRC 中國河南	RMB145,500,000 人民幣145,500,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Zhumadian Central China Real Estate Company Limited 駐馬店建業住宅建設有限公司	Henan, the PRC 中國河南	RMB37,577,000 人民幣37,577,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Luohe Central China Real Estate Company Limited 漯河建業住宅建設有限公司	Henan, the PRC 中國河南	RMB570,000,000 人民幣570,000,000元	-	100%	Property development 物業開發	Foreign-invested enterprise 外商投資企業
Kaifeng Central China Real Estate Company Limited 開封建業地產有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Luohe Changjian Central China Real Estate Company Limited 漯河建業昌建置業有限公司	Henan, the PRC 中國河南	RMB60,000,000 人民幣60,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Henan St. Andrews Real Estate Company Limited 河南聖安德魯斯置業有限公司	Henan, the PRC 中國河南	RMB8,000,000 人民幣8,000,000元	-	52%	Property development 物業開發	Limited liability company 有限責任公司
Henan Central China New Land Real Estate Company Limited 河南建業恆新置業有限公司	Henan, the PRC 中國河南	RMB220,000,000 人民幣220,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Zhengzhou Central China Real Estate Company Limited 鄭州建業住宅建設有限公司	Henan, the PRC 中國河南	RMB65,000,000 人民幣65,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Henan Zhiteng Business Service Company Limited 河南置騰商務服務有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發	Foreign-invested enterprise 外商投資企業
Henan Union Real Estate Company Limited 河南聯盟新城置業有限公司	Henan, the PRC 中國河南	RMB652,000,000 人民幣652,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Central China Real Estate Nanyang Company Limited 建業住宅集團南陽置業有限公司	Henan, the PRC 中國河南	RMB579,590,000 人民幣579,590,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Wugang Central China City Development Company Limited 舞鋼建業城市建設有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Zhengzhou Central China Tianming Real Estate Company Limited 鄭州建業天明置業有限公司	Henan, the PRC 中國河南	RMB1,500,000,000 人民幣1,500,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Henan Central China Union Real Estate Company Limited 河南建業聯盟置業有限公司	Henan, the PRC 中國河南	RMB960,000,000 人民幣960,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Yanling Jianye Yicheng Tourism Real Estate Development Company Limited 鄆陵建業易成旅遊地產開發有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	80%	Property development 物業開發	Limited liability company 有限責任公司
Tangyin Central China City Development Company Limited 湯陰建業城市建設有限公司	Henan, the PRC 中國河南	RMB80,000,000 人民幣80,000,000元	-	55%	Property development 物業開發	Limited liability company 有限責任公司
Henan Huihua Urban and Rural Construction Development Company Limited 河南惠花城鄉建設發展有限公司	Henan, the PRC 中國河南	RMB200,000,000 人民幣200,000,000元	-	65%	Property development 物業開發	Limited liability company 有限責任公司
Zhengzhou Central China Gaoxin Real Estate Co., Ltd. 鄭州建業高新置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	65%	Property development 物業開發	Limited liability company 有限責任公司

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Yanshi Central China City Construction Company Limited 偃師建業城市建設有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Anyang Central China City Construction Company Limited 安陽建業城市建設有限公司	Henan, the PRC 中國河南	RMB130,000,000 人民幣130,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Fengdu Real Estate Company Limited 洛陽峰渡置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	95%	Property development 物業開發	Limited liability company 有限責任公司
Henan Central China Huayi Brothers Culture Tourism Industry Company Limited 河南建業華誼兄弟文化旅遊產業有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Gongyi New Town Real Estate Company Limited 鞏義新城置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Luyi Mingdao City Investment Construction Company Limited 鹿邑縣明道城投資建設有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	81%	Property development 物業開發	Limited liability company 有限責任公司
Henan Zhenghe Real Estate Development Company Limited 河南政和房地產開發有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	60%	Property development 物業開發	Limited liability company 有限責任公司
Zhengzhou Anyong Real Estate Company Limited 鄭州安永置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Henan Shanbao Real Estate Development Company Limited 河南杉浩房地產開發有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Zhoukou Central China Green Base Development Company Limited 周口建業綠色基地發展有限公司	Henan, the PRC 中國河南	RMB200,000,000 人民幣200,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Xuchang Zhiteng Real Estate Development Co., Ltd. 許昌置騰房地產開發有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	92%	Property development 物業開發	Limited liability company 有限責任公司

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Yichuan Central China Green Base Development Company Limited 伊川建業綠色基地發展有限公司	Henan, the PRC 中國河南	RMB15,000,000 人民幣15,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Shangqiu Hongda Enterprises Co., Ltd. 商丘宏大實業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Henan Football Town Real Estate Co., Ltd. 河南足球小鎮置業有限公司	Henan, the PRC 中國河南	RMB9,900,000 人民幣9,900,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Shangqiu Jianshang Real Estate Development Company Limited 商丘建商房地產開發有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Zhumadian Jianhua Properties Co., Ltd. 駐馬店建華置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Sanmenxia Shihe Property Co., Ltd. 三門峽世和置業有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Zhuzong Yutai Real Estate Development Co., Ltd. 洛陽住總宇泰房地產開發有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Guotai Meijule Properties Co., Ltd. 洛陽國泰美居樂置業有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	61%	Property development 物業開發	Limited liability company 有限責任公司
Anyang Jianbang Real Estate Development Co., Ltd. 安陽建邦房地產開發有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	55%	Property development 物業開發	Limited liability company 有限責任公司
Lankao Zhiteng Real Estate Development Company Limited 蘭考置騰房地產開發有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Runan Zhiteng Real Estate Co., Ltd. 汝南置騰置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	55%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Zunfu Real Estate Company Limited 洛陽尊府置業有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Pingdingshan Jingde Real Estate Development Company Limited 平頂山靜德房地產開發有限公司	Henan, the PRC 中國河南	RMB460,000,000 人民幣460,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Shangqiu Jianxing Real Estate Company Limited 商丘建星置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	70%	Property development 物業開發	Limited liability company 有限責任公司
Jiyuan Huling Jingkai Real Estate Company Limited 濟源市虎嶺經開置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	50%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Jianjin Real Estate Company Limited 洛陽建津置業有限公司	Henan, the PRC 中國河南	RMB10,200,000 人民幣10,200,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Henan Luxin Real Estate Co., Ltd. 河南省魯鑫置業有限公司	Henan, the PRC 中國河南	RMB21,000,000 人民幣21,000,000元	-	28%	Property development 物業開發	Limited liability company 有限責任公司
Henan Central China Shihefu Real Estate Company Limited 河南建業世和府置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Nanyang Zhonghe Real Estate Company Limited 南陽中核置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	55%	Property development 物業開發	Limited liability company 有限責任公司
Jiyuan Jianteng Real Estate Development Company Limited 濟源建騰房地產開發有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	77%	Property development 物業開發	Limited liability company 有限責任公司
Jiyuan Tengye Real Estate Development Company Limited 濟源騰業房地產開發有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	77%	Property development 物業開發	Limited liability company 有限責任公司
Changyuan Jianteng Real Estate Co., Ltd. 長垣市建騰置業有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Xiangcheng Central China Green Base Development Company Limited 襄城建業綠色基地發展有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Zhumadian Jianheng Real Estate Co., Ltd. 駐馬店建恒置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	75%	Property development 物業開發	Limited liability company 有限責任公司

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Anyang Central China Real Estate Company Limited 安陽建業置業有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	55%	Property development 物業開發	Limited liability company 有限責任公司
Xinxiang Jiantou Real Estate Company Limited 新鄉市建投置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	70%	Property development 物業開發	Limited liability company 有限責任公司
Boai County Zhiteng Real Estate Development Company Limited 博愛縣置騰房地產開發有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Changge Jianzhi Real Estate Development Company Limited 長葛市建置房地產開發有限公司	Henan, the PRC 中國河南	RMB16,000,000 人民幣16,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Yuanwang Real Estate Company Limited 洛陽院望置業有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Hebi Jianqi Real Estate Development Co., Ltd 鶴壁建淇房地產開發有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Puyang Jianhe Real Estate Development Company Limited 濮陽建合房地產開發有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Nanyang Guoxing Real Estate Company Limited 南陽國興置業有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Dongwang Real Estate Co., Ltd 洛陽冬旺置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	50%	Property development 物業開發	Limited liability company 有限責任公司
Yuzhou Jianxiang Real Estate Development Co., Ltd 禹州市建翔房地產開發有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	60%	Property development 物業開發	Limited liability company 有限責任公司
Zhengzhou Jianling Real Estate Co., Ltd 鄭州建瓚置業有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Anyang Jianda Real Estate Development Co., Ltd 安陽建達房地產開發有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Hebi Jianhe Real Estate Development Co., Ltd 鶴壁建鶴置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Linying County Jianzhi Real Estate Company Limited 臨潁縣建置住宅建設有限公司	Henan, the PRC 中國河南	RMB15,000,000 人民幣15,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Huaibin County Zhiteng Real Estate Development Company Limited 淮濱縣置騰房地產開發有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Kaifeng Zhida Real Estate Development Co., Ltd 開封置達房地產開發有限公司	Henan, the PRC 中國河南	RMB55,000,000 人民幣55,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Zhoukou Jianyuan Real Estate Co., Ltd 周口市建遠置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Xuchang Construction Investment Real Estate Development Co., Ltd 許昌建設置房地產開發有限公司	Henan, the PRC 中國河南	RMB16,000,000 人民幣16,000,000元	-	70%	Property development 物業開發	Limited liability company 有限責任公司
Zhengzhou Zhongke Yilin Real Estate Co., Ltd 鄭州中科億霖置業有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	33%	Property development 物業開發	Limited liability company 有限責任公司
Shangqiu Xinhang Real Estate Co., Ltd 商丘新航置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	34%	Property development 物業開發	Limited liability company 有限責任公司
Shangqiu Jianrun Real Estate Co., Ltd 商丘建潤置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	50%	Property development 物業開發	Limited liability company 有限責任公司
Shangqiu Jianheng Real Estate Co., Ltd 商丘建恒置業有限公司	Henan, the PRC 中國河南	RMB20,000,000 人民幣20,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Huixian Guixin Real Estate Development Co., Ltd 輝縣市桂鑫房地產開發有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Nanyang Wansheng Real Estate Co., Ltd 南陽宛勝置業有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Danzhou Central China Xingguang Real Estate Co., Ltd 儋州建業星光置業有限公司	Hainan, the PRC 中國海南	RMB100,000,000 人民幣100,000,000元	-	60%	Property development 物業開發	Limited liability company 有限責任公司
Luohe Jiancheng Real Estate Co., Ltd 漯河建城置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	60%	Property development 物業開發	Limited liability company 有限責任公司
Xinyang Jiancheng Real Estate Development Company Limited 信陽建城房地產開發有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發	Limited liability company 有限責任公司
Shangqiu Jianding Real Estate Co., Ltd. 商丘建鼎置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	59%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Xingdong Real Estate Co., Ltd. 洛陽興東置業有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	50%	Property development 物業開發	Limited liability company 有限責任公司
Weihui Xingui Real Estate Development Company Limited 衛輝市鑫桂房地產開發有限公司	Henan, the PRC 中國河南	RMB254,000,000 人民幣254,000,000元	-	83%	Property development 物業開發	Limited liability company 有限責任公司
Zhoukou Jianheng Real Estate Development Company Limited 周口建恒房地產開發有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	99%	Property development 物業開發	Limited liability company 有限責任公司
Zhumadian Jianying Real Estate Co., Ltd. 駐馬店建盈置業有限公司	Henan, the PRC 中國河南	RMB10,000,000 人民幣10,000,000元	-	55%	Property development 物業開發	Limited liability company 有限責任公司
Huaiyang Jianheng Real Estate Co., Ltd. 淮陽區建恒置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	80%	Property development 物業開發	Limited liability company 有限責任公司
Anyang Jianhe Real Estate Development Company Limited 安陽建合房地產開發有限公司	Henan, the PRC 中國河南	RMB50,000,000 人民幣50,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Luoyang Baolaixing Real Estate Co., Ltd. 洛陽寶來興置業有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Luohe Bicheng Real Estate Co., Ltd 漯河碧城置業有限公司	Henan, the PRC 中國河南	RMB30,000,000 人民幣30,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

### 14 於附屬公司的投資 (續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Particulars of issued and paid up capital and debt securities 已發行及繳足股本及債務證券詳情	Proportion of ownership interest 擁有權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Anyang Jiancheng Real Estate Development Company Limited 安陽建城房地產開發有限公司	Henan, the PRC 中國河南	RMB500,000 人民幣500,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Henan Kanghan Real Estate Co., Ltd 河南康韓置業有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Anyang Jianlun Real Estate Development Company Limited 安陽建倫房地產開發有限公司	Henan, the PRC 中國河南	RMB1,000,000 人民幣1,000,000元	-	51%	Property development 物業開發	Limited liability company 有限責任公司
Zhengzhou Central China Hotel Management Co., Ltd 鄭州建業酒店管理有限公司	Henan, the PRC 中國河南	RMB171,060,000 人民幣171,060,000元	-	100%	Hotel Management 酒店管理	Limited liability company 有限責任公司
Kaifeng Central China Dahong Northwest Lake Hotel Management Co., Ltd 開封建業大宏西北湖酒店管理有限公司	Henan, the PRC 中國河南	RMB735,180,000 人民幣735,180,000元	-	100%	Hotel Management 酒店管理	Limited liability company 有限責任公司
Nanyang Central China Hotel Management Co., Ltd 南陽建業酒店有限公司	Henan, the PRC 中國河南	RMB598,120,000 人民幣598,120,000元	-	100%	Hotel Management 酒店管理	Limited liability company 有限責任公司
Henan Central China Zhizun Hotel Management Co., Ltd 河南建業至尊酒店管理有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	100%	Hotel Management 酒店管理	Limited liability company 有限責任公司
Xinyang Jigongshan Central China Tianming Hotel Management Co., Ltd 信陽鷄公山建業天明酒店有限公司	Henan, the PRC 中國河南	RMB2,000,000 人民幣2,000,000元	-	60%	Hotel Management 酒店管理	Limited liability company 有限責任公司

*Note:* The above subsidiaries in the PRC are limited liability companies. The English names are translated by management only for the purpose of these financial statements as no English names have been registered or available.

\* KPMG are not statutory auditors of these subsidiaries.

*附註：* 上述中國附屬公司均為有限責任公司。該等英文名稱僅由管理層就該等財務報表目的而翻譯，原因是並無登記或不可獲得英文名稱。

\* 畢馬威會計師事務所並非該等附屬公司的法定核數師。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 14 INVESTMENTS IN SUBSIDIARIES (continued)

The following table lists out the information relating to subsidiaries of the Group which have material non-controlling interest (NCI). The summarised financial statements are as below:

### 14 於附屬公司的投資 (續)

下表載列有關本集團擁有重大非控股權益的附屬公司的資料。有關財務報表概述如下：

		Luoyang Liye Real Estate Development Company Limited 洛陽利業房地產開發有限公司		Henan Fujun* 河南富居*		Zhengzhou Jianyong Real Estate Co., Ltd.* 鄭州建永置業有限公司 (「鄭州建永」)*	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
NCI percentage	非控股權益百分比	49%	49%	35%	45%	Nil	49%
Current assets	流動資產	495,358	512,835	10,783,677	13,135,854	-	2,616,288
Non-current assets	非流動資產	30	1,262	272,748	25,564	-	50,000
Current liabilities	流動負債	(12,639)	(22,894)	(9,740,288)	(12,122,487)	-	(1,894,929)
Non-current liabilities	非流動負債	(268)	-	(689,580)	(246,898)	-	-
Net assets	資產淨值	482,481	491,203	626,557	792,033	-	771,359
Carrying amount of NCI	非控股權益賬面值	238,390	242,663	231,328	356,415	-	377,966
Revenue	收益	(8)	6,003	2,548,806	1,452,361	-	-
Profit/(loss) for the year	年度溢利/(虧損)	(8,722)	3,165	93,917	(354,956)	-	(70)
Total comprehensive income	全面收益總額	(8,722)	3,165	93,917	(354,956)	-	(70)
Loss allocated to NCI	分配至非控股權益虧損	(4,273)	1,551	32,442	(159,731)	-	(34)
Dividend paid to NCI	已付非控股權益股息	-	-	-	-	-	-
Cash flows from operating activities	經營活動所得現金流量	(3,120)	(44,208)	(60,687)	563,834	-	(761,389)
Cash flows from investing activities	投資活動所得現金流量	17	265	1,338	(5,105)	-	-
Cash flows from financing activities	融資活動所得現金流量	-	-	(404,353)	143,932	-	761,429

\* The Group acquired additional 10% equity interest in Henan Fujun from a non-controlling interest during the year ended 31 December 2021, after which the Group's interest in Henan Fujun increased to 65%.

\* 截至2021年12月31日止年度，本集團自非控股權益收購河南富居的額外10%股權，其後本集團於河南富居的權益增加至65%。

# The Group acquired additional 49% equity interest in Zhengzhou Jianyong from the non-controlling interest during the year ended 31 December 2021, after which Zhengzhou Jianyong became a wholly-owned subsidiary of the Group.

# 截至2021年12月31日止年度，本集團自非控股權益收購鄭州建永的額外49%股權，其後鄭州建永已成為本集團之全資附屬公司。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 15 INTERESTS IN ASSOCIATES

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	160,200	156,043
Amounts due from associates	應收聯營公司款項	48,557	59,605
		<b>208,757</b>	215,648

Amounts due from associates are interest-free, unsecured and have no fixed terms of repayment, and are expected to be recovered after more than one year.

Management considers that none of the associates of the Group have a significant impact to the financial position and performance of the Group individually.

Aggregate information of associates is as below:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Aggregate amounts of the Group's share of those associates'</b>	<b>本集團所佔該等聯營公司的總額</b>		
Profit from continuing operations	來自持續經營業務之溢利	12,451	25,030
Total comprehensive income	全面收益總額	12,451	25,030

#### 15 於聯營公司的權益

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Share of net assets	160,200	156,043
Amounts due from associates	48,557	59,605
	<b>208,757</b>	215,648

應收聯營公司款項為免息、無抵押及無固定還款期，並預期將於超過一年後收回。

管理層認為本集團的聯營公司個別不會對本集團的財務狀況及表現造成重大影響。

聯營公司的匯總資料如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 16 INTERESTS IN JOINT VENTURES

### 16 於合營企業的權益

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Share of net assets	分佔資產淨值	2,700,666	1,821,366
Amounts due from joint ventures	應收合營企業款項	6,803,631	3,659,469
		<b>9,504,297</b>	5,480,835

Amounts due from joint ventures included amount of RMB1,170,671,000 (2020: RMB1,210,396,000) which are interest-bearing at 10%-12% per annum, unsecured and have no fixed terms of payment. The remaining amounts due from joint ventures are unsecured, interest-free and have no fixed terms of payment. They are expected to be recovered after more than one year.

應收合營企業款項人民幣1,170,671,000元(2020年:人民幣1,210,396,000元)為按年利率10%至12%計息、無抵押及無固定還款期。應收合營企業款項餘額為無抵押、免息及無固定還款期,並預期將於超過一年後收回。

The following list contains only the particulars of material joint ventures, all of which are PRC limited liability companies whose quoted market price is not available:

下表僅載列重大合營企業的詳情,全部為中國有限責任公司,無法取得其市場報價:

Name of company 公司名稱	Place of incorporation and business 註冊成立及經營地點	Registered capital 註冊資本	Proportion of ownership interest 所持擁有權權益比例		Principal activities 主要業務	Legal form 法定形式
			Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有		
Henan Central China Taihong Real Estate Limited 河南建業泰宏置業有限公司	Henan, the PRC 中國河南	RMB231,020,000 人民幣231,020,000元	-	51.00%	Property development 物業開發	Limited company 有限責任公司
Zhengzhou Shengqing Real Estate Limited 鄭州盛清房地產開發有限公司	Henan, the PRC 中國河南	RMB47,666,667 人民幣47,666,667元	-	51.00%	Property development 物業開發	Limited company 有限責任公司
Henan Central China Haima Real Estate Limited 河南建業海馬置業有限公司	Henan, the PRC 中國河南	RMB100,000,000 人民幣100,000,000元	-	60.00%	Property development 物業開發	Limited company 有限責任公司

Note: The English name of the above companies in the PRC are translated by management only for the purpose of these financial statements as no English name has been registered or available.

附註: 上述中國公司的英文名稱僅由管理層就該等財務報表目的而翻譯,原因是並無登記或不可獲得英文名稱。

The above joint ventures strengthen the Group's property development business in Henan, the PRC. All of the above joint ventures are accounted for using the equity method in the consolidated financial statements.

上述合營企業強化本集團於中國河南的房地產開發業務。所有上述合營企業均按權益法於綜合財務報表入賬。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 16 INTERESTS IN JOINT VENTURES (continued)

Summarised financial information of material joint ventures, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

### 16 於合營企業的權益 (續)

重大合營企業的財務資料概要 (已就會計政策的任何差額作出調整) 及與綜合財務報表的賬面值對賬披露如下:

		Henan Central China Taihong Real Estate Limited 河南建業泰宏置業有限公司		Zhengzhou Shengqing Real Estate Limited 鄭州盛清房地產開發有限公司		Henan Central China Haima Real Estate Limited 河南建業海馬置業有限公司	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Gross amounts of joint ventures</b>	<b>合營企業總額</b>						
Current assets	流動資產	4,304,752	5,182,016	199,599	405,141	149,266	156,909
Non-current assets	非流動資產	22,312	57,007	8	8	13	2,416
Current liabilities	流動負債	(3,601,660)	(4,326,931)	(129,444)	(271,984)	(3,113)	(15,443)
Non-current liabilities	非流動負債	(152,000)	(199,800)	-	-	-	-
Equity	權益	573,404	712,292	70,163	133,165	146,166	143,882
Included in the above assets and liabilities:	已計入上述資產及負債:						
Cash and cash equivalents	現金及現金等價物	439,219	196,273	43,510	175,847	4,962	4,743
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括貿易及其他應付款項以及撥備)	-	-	-	-	-	-
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債 (不包括貿易及其他應付款項以及撥備)	(152,000)	(199,800)	-	-	-	-
Revenue	收益	2,332,011	1,816,158	115,062	1,903,199	15,497	15,497
Profit/(loss) from continuing operations	來自持續經營業務之溢利/(虧損)	384,543	323,991	(18,667)	132,597	12,096	11,772
Total comprehensive income	全面收入總額	384,543	323,991	(18,667)	132,597	12,096	11,772
Dividend received from the joint ventures	來自合營企業的已收股息	500,000	-	-	-	-	-
Included in the above profit/(loss):	已計入上述溢利/(虧損):						
Depreciation and amortisation	折舊及攤銷	(1,102)	(1,539)	(1)	(42)	-	-
Interest income	利息收入	3,170	2,808	850	748	732	978
Interest expense	利息開支	-	-	-	-	-	-
Income tax expense	所得稅開支	(128,566)	(108,979)	6,222	(44,459)	(3,314)	(1,530)
<b>Reconciled to the Group's interest in joint ventures</b>	<b>與本集團於合營企業權益對賬</b>						
Gross amounts of net assets of the joint ventures	合營企業資產淨值總額	573,404	712,292	70,163	133,165	146,166	143,882
Group's effective interest	本集團實際權益	51.00%	51.00%	51.00%	51.00%	60.00%	60.00%
Group's share of net assets of the joint ventures	本集團分佔合營企業的資產淨值	292,436	363,269	35,783	67,914	87,700	86,329
Amount due from joint ventures	應收合營企業款項	11,714	-	-	54,116	-	-
Carrying amount in the consolidated financial statements	於綜合財務報表的賬面值	304,150	363,269	35,783	122,030	87,700	86,329
Group's share of profits/(losses)	本集團分佔溢利/(虧損)	196,117	165,235	(9,520)	67,624	7,258	7,063

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 16 INTERESTS IN JOINT VENTURES (continued)

Aggregate information of joint ventures that are not individually material:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
- Aggregate share of net assets of individually immaterial joint ventures	- 分佔非個別重大合營企業總資產淨值	2,284,747	1,303,854
- Aggregate amount due from individually immaterial joint ventures	- 應收非個別重大合營企業款項總額	6,791,917	3,605,353
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	於綜合財務報表內非個別重大合營企業的賬面值總額	9,076,664	4,909,207
<b>Aggregate amounts of the Group's share of those joint ventures'</b>	<b>本集團分佔該等合營企業之總額</b>		
(Loss)/Profit from continuing operations	來自持續經營業務之(虧損) / 溢利	(45,794)	97,195
Total comprehensive (loss)/income	全面(虧損) / 收益總額	(45,794)	97,195

#### (a) Deemed disposal of joint ventures in step acquisitions

During the year ended 31 December 2021, the Group entered into equity transfer agreements with respective joint venturers to acquire additional equity interest. Upon completion of the above transactions, these joint ventures became subsidiaries of the Group. The net gain of RMB41,223,000 on deemed disposals of these joint ventures was recognised in profit or loss, by remeasuring the Group's previously held equity interests in these entities with carrying amount of RMB108,924,000, at fair value of RMB150,147,000 on the acquisition date.

#### 16 於合營企業的權益 (續)

並非個別重大之合營企業的匯總資料：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
- Aggregate share of net assets of individually immaterial joint ventures	2,284,747	1,303,854
- Aggregate amount due from individually immaterial joint ventures	6,791,917	3,605,353
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	9,076,664	4,909,207
<b>Aggregate amounts of the Group's share of those joint ventures'</b>		
(Loss)/Profit from continuing operations	(45,794)	97,195
Total comprehensive (loss)/income	(45,794)	97,195

#### (a) 視作按分步收購方式出售合營企業

截至2021年12月31日止年度，本集團與各合營企業訂立股權轉讓協議以收購額外股權。上述交易完成後，該等合營企業成為本集團的附屬公司。視作出售該等合營企業的收益淨額為人民幣41,223,000元，透過重新計量本集團先前於收購日期按公平值人民幣150,147,000元於該等實體持有的股權賬面值人民幣108,924,000元於損益確認。

## Notes to the Financial Statements (Continued)

### 財務報表附註(續)

(Expressed in Renminbi) (以人民幣列賬)

#### 16 INTERESTS IN JOINT VENTURES (continued)

##### (a) Deemed disposal of joint ventures in step acquisitions (continued)

During the year ended 31 December 2020, the Group entered into equity transfer agreements with respective joint venturers to acquire additional equity interest. Upon completion of the above transactions, these joint ventures became subsidiaries of the Group. The net gain of RMB894,029,000 on deemed disposals of these joint ventures was recognised in profit or loss, by remeasuring the Group's previously held equity interests in these entities with carrying amount of RMB1,348,625,000, at fair value of RMB2,242,654,000 on the acquisition date.

#### 16 於合營企業的權益(續)

##### (a) 視作按分步收購方式出售合營企業(續)

截至2020年12月31日止年度，本集團與各合營企業訂立股權轉讓協議以收購額外股權。上述交易完成後，該等合營企業成為本集團的附屬公司。視作出售該等合營企業的收益淨額為人民幣894,029,000元，透過重新計量本集團先前於收購日期按公平值人民幣2,242,654,000元於該等實體持有的股權賬面值人民幣1,348,625,000元於損益確認。

#### 17 OTHER FINANCIAL ASSETS

		Note	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Equity securities	權益證券	(i)	672,049	567,409

Note:

- (i) The equity securities mainly represented equity investments in various investment fund companies and investment holding companies in which the Group does not have significant influence. The Group designated its investment in these entities at FVOCI (non-recycling), as these investments are held for strategic purposes. Dividends of RMB7,836,000 were received on these investments during the year.

#### 17 其他金融資產

附註：

- (i) 權益證券主要指於本集團並無重大影響力的不同投資基金公司及投資控股公司的股本投資。本集團指定其於該等實體的投資為按公平值計入其他全面收益(不可轉回)，乃因該等投資為策略目的而持有。年內自該等投資收取股息人民幣7,836,000元。

#### 18 TRADING SECURITIES

			2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Listed equity securities – in Hong Kong	上市股本證券 – 在香港		53,647	62,059

#### 18 交易性證券

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 19 INVENTORIES AND OTHER CONTRACT COSTS

### 19 存貨及其他合約成本

		Note	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Inventories</b>	<b>存貨</b>			
- Properties held for future development and under development for sale	- 持作未來開發及在建待售物業		<b>79,006,969</b>	82,552,774
- Completed properties held for sale	- 持作待售的已竣工物業		<b>8,402,943</b>	6,585,147
- Others	- 其他		<b>50,247</b>	21,240
			<b>87,460,159</b>	89,159,161
Other contract costs	其他合約成本	(d)	<b>324,086</b>	271,689
			<b>87,784,245</b>	89,430,850

(a) The analysis of the amount of properties for sale recognised as an expense and included in profit or loss is as follows:

(a) 於損益表入賬確認為開支的待售物業金額分析如下：

			2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Carrying amount of inventories sold	已售存貨賬面值		<b>34,692,430</b>	34,286,152
Write-down of inventories	存貨撇減金額		<b>978,849</b>	591,269
			<b>35,671,279</b>	34,877,421

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 19 INVENTORIES AND OTHER CONTRACT COSTS (continued)

#### (a) (continued)

The amount of properties for future development and under development expected to be recovered after more than one year is RMB36,111,774,000 (2020: RMB48,240,682,000). All of the other inventories are expected to be recovered within one year.

- (b) The analysis of carrying value of leasehold land held for property development for sale is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
In the PRC,	於中國，餘下租期為：		
with remaining lease term of:			
– long leases (50 years or more)	– 長期租賃 (50年或以上)	<b>38,133,995</b>	38,589,634
– medium-term leases (between 10 and 50 years)	– 中期租賃 (10年以上50年以下)	<b>3,672,001</b>	9,647,408
		<b>41,805,996</b>	48,237,042

- (c) Certain of the Group's properties for sale was pledged as securities for the Group's bank loans and other loans. Details are set out in notes 25 and 26.

At 31 December 2021, the Group's properties for sale of RMB4,673,099,000 (2020: RMB5,774,503,000) were pledged as securities for joint ventures' loan.

### 19 存貨及其他合約成本 (續)

#### (a) (續)

未來可供發展及發展中物業預期將於超過一年後收回的金額為人民幣36,111,774,000元 (2020年：人民幣48,240,682,000元)。所有其他存貨預期將於一年內收回。

- (b) 持作開發待售物業的租賃土地賬面值分析如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
In the PRC,	於中國，餘下租期為：		
with remaining lease term of:			
– long leases (50 years or more)	– 長期租賃 (50年或以上)	<b>38,133,995</b>	38,589,634
– medium-term leases (between 10 and 50 years)	– 中期租賃 (10年以上50年以下)	<b>3,672,001</b>	9,647,408
		<b>41,805,996</b>	48,237,042

- (c) 本集團若干待售物業已抵押作為本集團的銀行借款和其他借款的抵押品。詳情載於附註25及附註26。

於2021年12月31日，本集團的待售物業人民幣4,673,099,000元 (2020年：人民幣5,774,503,000元) 已抵押作為合營企業借款的抵押品。



**19 INVENTORIES AND OTHER CONTRACT COSTS  
(continued)**

**(d) Contract costs**

Contract costs capitalised as at 31 December 2021 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of "selling and marketing expense" in the consolidated income statement in the period in which revenue from the related property sales is recognised. The amount of capitalised costs recognised in profit or loss during the year was RMB297,668,000 (2020: RMB362,330,000). There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the year (2020: Nil).

The amount of capitalised contract costs that is expected to be recovered after more than one year is RMB154,781,000 (2020: RMB142,620,000).

**19 存貨及其他合約成本 (續)**

**(d) 合約成本**

於2021年12月31日已資本化的合約成本涉及向物業代理支付的應計銷售佣金，有關物業代理通過銷售活動令客戶就本集團於報告日期仍在建的物業訂立買賣協議。合約成本於確認來自相關物業銷售的收益期間於綜合收益表確認為「銷售及市場推廣開支」的一部分。年內於損益確認的資本化成本金額為人民幣297,668,000元（2020年：人民幣362,330,000元）。年內已資本化成本的年初結餘或已資本化成本並無減值（2020年：零）。

預計於超過1年後收回的資本化合約成本金額為人民幣154,781,000元（2020年：人民幣142,620,000元）。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 20 CONTRACT ASSETS AND CONTRACT LIABILITIES

##### (a) Contract assets

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Contract assets</b>	<b>合約資產</b>		
Project management service	項目管理服務	32,764	242,608
<b>Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade and other receivables" (note 21)</b>	<b>計入「貿易及其他應收款項」的香港財務報告準則第15號範圍內的應收客戶合約款項 (附註21)</b>	83,453	202,508

Typical payment terms which impact on the amount of contract assets recognised are as follows:

- Project management service

The Group's project management service fees are invoiced to the customers periodically on a payment schedule and/or milestone agreed between the Group and the customers. The Group recognised a contract asset over the service period representing the Group's right to consideration for the services performed because the rights are conditional on the Group's future performance in achieving specified milestones. Contract asset is transferred to trade receivables at the point at which the rights become unconditional.

All of contract assets are expected to be recovered within one year.

#### 20 合約資產及合約負債

##### (a) 合約資產

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Contract assets</b>	<b>合約資產</b>		
Project management service	項目管理服務	32,764	242,608
<b>Receivables from contracts with customers within the scope of HKFRS 15, which are included in "Trade and other receivables" (note 21)</b>	<b>計入「貿易及其他應收款項」的香港財務報告準則第15號範圍內的應收客戶合約款項 (附註21)</b>	83,453	202,508

對已確認合約資產金額產生影響的一般付款條款如下：

- 項目管理服務

本集團項目管理服務費乃按本集團與客戶協定的付款時間表及／或里程碑定期向客戶發票。本集團於服務期間確認合約資產，乃本集團就所提供服務收取代價的權利，原因為有關權利須視乎本集團於達致指定里程碑的未來表現而定。合約資產於有關權利成為無條件時轉撥至貿易應收款項。

預計一年內收回所有合約資產。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 20 CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

##### (b) Contract liabilities

Contract liabilities	合約負債
Property development	物業開發
– advance payments received	– 已收預付款
Project management service	項目管理服務

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

– Property development

For certain fully prepaid pre-sales of properties, the Group receives 100% of the contract value as advance payments from customers when they sign the sale and purchase agreement. Such payment schemes result in contract liabilities being recognised throughout the remaining property construction period until the complete satisfaction of the performance obligation.

For other sales of properties, the Group receives no less than 20% of the contract value as advance payments from customers when they sign the sale and purchase agreement and the rest of the consideration, if any, is typically received after relevant banks' approval of customers' mortgage loans. Such payment schemes result in contract liabilities being recognised throughout the remaining property construction period. In addition, the contract liability will be increased by the amount of interest expense being accrued by the Group to reflect the effect of any financing benefit obtained from the customers during the period between the payment date and the completion date of legal assignment. As this accrual increases the amount of the contract liability during the period of construction, it therefore increases the amount of revenue recognised when control of the property is transferred to the customer at a point in time.

#### 20 合約資產及合約負債 (續)

##### (b) 合約負債

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
52,361,021	62,823,632
–	474,949
<b>52,361,021</b>	<b>63,298,581</b>

對已確認合約負債金額產生影響的一般付款條款如下：

– 物業開發

就若干已全額預付的預售物業而言，與客戶訂立買賣協議時，本集團自客戶收取100%合約值作為預付款。該付款計劃導致合約負債於物業剩餘建設期間一直確認，直至完全履行履約責任。

就其他物業銷售而言，與客戶訂立買賣協議時，本集團自客戶收取不少於20%的合約值作為預付款，餘下代價（如有）一般於相關銀行批准客戶的按揭貸款時收取。該付款計劃導致合約負債於物業剩餘建設期間一直確認。此外，合約負債會有所增加，金額相當於本集團應計的利息開支，以反映於付款日期至法定轉讓完成日期期間自客戶獲得任何融資利益的影響。由於該應計費用令合約負債的金額於建設期間增加，因此，令物業的控制權於某一時點轉移至客戶時確認的收益金額增加。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 20 CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

##### (b) Contract liabilities (continued)

- Project management service

The Group's project management service fees are invoiced to the customers periodically on a payment schedule and/or milestone agreed between the Group and the customers. Payments received before the related service is performed are included in the consolidated statement of financial position as contract liabilities.

##### Movements in contract liabilities

#### 20 合約資產及合約負債 (續)

##### (b) 合約負債 (續)

- 項目管理服務

本集團項目管理服務費乃按本集團與客戶協定的付款時間表及／或里程碑定期向客戶發票。於提供相關服務前已收取的付款計入綜合財務狀況表為合約負債。

##### 合約負債的變動

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	63,298,581	52,954,902
Decrease as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	因年內確認計入年初合約負債的收益致使減少	(36,105,974)	(28,865,618)
Increase as a result of billing in advance of project management service	因提前出具項目管理服務賬單致使增加	339,465	383,804
Increase as a result of receiving advance payments of properties pre-sales	因收取預售物業的預付款致使增加	23,323,934	30,383,845
Increase in contract liabilities as a result of accruing interest expense on advances	因計取墊款利息開支致使合約負債增加	1,984,269	2,525,418
Acquisitions of subsidiaries (notes 38(a) & (b))	收購附屬公司 (附註38(a)及(b))	2,417,462	7,674,454
Disposals of subsidiaries (notes 38(a) & (b))	出售附屬公司 (附註38(a)及(b))	(2,896,716)	(1,758,224)
Balance at 31 December	於12月31日的結餘	52,361,021	63,298,581

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 20 CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

#### (b) Contract liabilities (continued)

##### Movements in contract liabilities (continued)

The amount of billings in advance of performance and advance payments received expected to be recognised as income after more than one year is RMB27,698,887,000 (2020: RMB32,442,665,000). All of the other contract liabilities are expected to be recognised as income within one year.

### 21 TRADE AND OTHER RECEIVABLES

### 20 合約資產及合約負債 (續)

#### (b) 合約負債 (續)

##### 合約負債的變動 (續)

預期於超過一年後確認為收入的履約前出具賬單的金額及已收取預付款為人民幣27,698,887,000元(2020年：人民幣32,442,665,000元)。所有其他合約負債預期於一年內確認為收入。

### 21 貿易及其他應收款項

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Trade debtors and bills receivable, net of loss allowance	貿易應收賬款及應收票據，扣除虧損撥備	(a) 92,142	216,702
Other debtors	其他應收賬款	(b) 1,893,364	1,684,228
Amounts due from joint ventures	應收合營企業款項	(c) 173,192	222,526
Amounts due from associations	應收聯營公司款項	(c) 4,021	5,920
Amounts due from entities controlled by the ultimate controlling shareholder	應收最終控股股東控制實體款項	(c) 112,242	102,563
Amounts due from entities jointly controlled by a close family member of the ultimate controlling shareholder	應收最終控股股東近親共同控制實體的款項	(c) 4,578	2,607
Amounts due from non-controlling interests	應收非控股權益款項	(d) 3,405,521	2,890,330
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	5,685,060	5,124,876
Derivative financial instruments: – redemption call options embedded in senior notes (note 28)	衍生金融工具： — 贖回優先票據所附的認購期權 (附註28)	17,963	35,186
		17,963	35,186
		<b>5,703,023</b>	<b>5,160,062</b>

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 21 TRADE AND OTHER RECEIVABLES (continued)

##### (a) Aging analysis

The ageing analysis of bills and trade receivables, based on the invoice date (or date of revenue recognition, if earlier) and net of loss allowance, is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 3 months	3個月內	56,302	151,005
3 to 6 months	3個月至6個月	20,363	35,557
6 to 12 months	6個月至12個月	11,827	21,259
Over 1 year	1年以上	3,650	8,881
		<b>92,142</b>	<b>216,702</b>

Trade debtors and bills receivable are due upon the invoicing.

Further details of the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in note 34(b).

- (b) Other debtors mainly included receivables due from advances made to former non-controlling shareholders of certain subsidiaries, former joint venturers, a former joint venture and land purchase deposits to be returned. Allowance for other debtors related to certain long outstanding balances was accrued because management assessed that only a portion of the receivables is expected to be recovered. Further details of the Group's credit policy and credit risk arising from other receivables are set out in note 34(b).

#### 21 貿易及其他應收款項 (續)

##### (a) 賬齡分析

根據發票日期 (或收益確認日期, 以較早者為準), 應收票據及貿易應收款項及扣除虧損撥備後的賬齡分析如下:

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 3 months	56,302	151,005
3 to 6 months	20,363	35,557
6 to 12 months	11,827	21,259
Over 1 year	3,650	8,881
	<b>92,142</b>	<b>216,702</b>

應收賬款及應收票據在開發票時到期。

有關本集團信貸政策及因貿易應收賬款及應收票據產生的信貸風險的進一步詳情載於附註34(b)。

- (b) 其他應收賬款主要包括應收向若干附屬公司、前合營企業、一間前合營企業的前非控股股東作出的墊款, 以及將予退還的土地購買按金。其他與若干長期未償還結餘相關的撥備累計的原因為管理層評估應收賬款預期僅可收回部分應收款項。有關本集團信貸政策及因其他應收款項而產生的信貸風險之詳情載於附註34(b)。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 21 TRADE AND OTHER RECEIVABLES (continued)

- (c) Amounts due from joint ventures and associates are interest-free, unsecured and have no fixed terms of payment.

Amounts due from entities controlled by the ultimate controlling shareholder mainly represented amounts in relation to the lease, hotel and other miscellaneous services provided by the Group, which are unsecured and to be settled according to the contract terms.

- (d) Amounts due from non-controlling interests are interest-free, unsecured and have no fixed terms of payment.
- (e) The amount of derivative financial instruments in trade and other receivables expected to be recovered or recognised as expense after more than one year is RMB16,518,000 (2020: RMB32,166,000). All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

#### 22 DEPOSITS AND PREPAYMENTS

As at 31 December 2021, the balance included deposits and prepayments for leasehold land of RMB11,502,378,000 (2020: RMB14,392,292,000) and prepaid value-added tax and related surcharges of RMB1,175,814,000 (2020: RMB1,404,935,000), which are expected to be recovered or recognised as cost of sales or expenses in the consolidated income statement.

#### 21 貿易及其他應收款項 (續)

- (c) 應收合營企業及聯營公司款項為免息、無抵押且並無固定付款期限。

應收最終控股股東控制實體款項主要指有關本集團提供租賃、酒店及其他雜項服務的金額，有關金額為無抵押及須按合約條款結算。

- (d) 應收非控股權益款項為免息、無抵押且並無固定付款期限。
- (e) 預期於一年以上收回或確認為開支的貿易及其他應收款項的衍生金融工具金額為人民幣16,518,000元(2020年：人民幣32,166,000元)。預期所有其他貿易及其他應收款項於一年內收回或確認為開支。

#### 22 按金及預付款

於2021年12月31日，該結餘包括租賃土地按金及預付款項人民幣11,502,378,000元(2020年：人民幣14,392,292,000元)及預付增值稅及相關附加費人民幣1,175,814,000元(2020年：人民幣1,404,935,000元)，預期將會收回或於綜合收益表內確認為銷售成本或開支。

## Notes to the Financial Statements (Continued)

### 財務報表附註(續)

(Expressed in Renminbi) (以人民幣列賬)

#### 23 RESTRICTED BANK DEPOSITS

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Guarantee deposits in respect of:	有關下列各項的擔保存款：		
– mortgage loans related to property sale	– 物業銷售的按揭貸款	1,973,270	4,512,059
– bills payable	– 應付票據	1,972,896	1,799,988
– bank loans	– 銀行借款	–	395,866
		<b>3,946,166</b>	<b>6,707,913</b>

#### 23 受限制銀行存款

#### 24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

##### (a) Cash and cash equivalents

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Cash and cash equivalents in the consolidated statement of financial position and the consolidated cash flow statement	於綜合財務狀況表及綜合現金流量表內的現金及現金等價物	<b>5,901,642</b>	<b>22,618,964</b>

#### 24 現金及現金等價物及其他現金流量資料

##### (a) 現金及現金等價物

##### (b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

##### (b) 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債為其現金流量或未來現金流量於本集團綜合現金流量表中歸類為融資活動所得現金流量的負債。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

#### (b) Reconciliation of liabilities arising from financing activities (continued)

### 24 現金及現金等價物及其他現金流量資料 (續)

#### (b) 融資活動產生的負債對賬 (續)

		Bank loans	Other loans	Senior notes	Corporate bonds	Options embedded in senior notes	Foreign exchange swap contract	Foreign exchange forward contracts and option contracts	Lease liabilities	Other payables	Total
		銀行借款	其他借款	優先票據	公司債券	所附購回權	外匯掉期合約	外匯遠期合約及期權合約	租賃負債	其他應付款項	合計
		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
		Note 25	Note 26	Note 28	Note 29	Note 28	Note 27	Notes 21&27	Note 30		
		附註25	附註26	附註28	附註29	附註28	附註27	附註21及27	附註30		
<b>At 31 December 2020</b>	於2020年12月31日	5,501,029	2,606,900	20,195,823	2,999,970	(35,186)	77,473	401,421	886,978	155,699	32,790,107
<b>Changes from financing cash flows</b>	<b>融資現金流量變動</b>										
Proceeds from new bank loans	新銀行貸款所得款項	3,651,785	-	-	-	-	-	-	-	-	3,651,785
Repayment of bank loans	償還銀行貸款	(4,126,169)	-	-	-	-	-	-	-	-	(4,126,169)
Proceeds from other loans	其他貸款的所得款項	-	2,402,700	-	-	-	-	-	-	278,496	2,681,196
Repayment of other loans	償還其他貸款	-	(4,111,900)	-	-	-	-	-	-	(189,462)	(4,301,362)
Proceeds from new senior notes	新優先票據所得款項	-	-	2,919,804	-	(11,454)	-	-	-	-	2,908,350
Repayment of redemption upon maturity senior notes	償還到期優先票據贖回	-	-	(7,131,479)	-	-	-	-	-	-	(7,131,479)
Repayment of redemption upon maturity Corporate bonds	償還到期公司債券贖回	-	-	-	(3,000,000)	-	-	-	-	-	(3,000,000)
Interest paid	已付利息	(381,500)	(505,244)	(1,272,802)	(91,770)	-	-	-	-	10,875	(2,240,441)
Settlement of derivative financial instruments	衍生金融工具結算	-	-	-	-	-	(108,576)	(520,815)	-	-	(629,391)
Capital element of lease rentals paid	已付租賃租金的資本元素	-	-	-	-	-	-	-	(90,205)	-	(90,205)
Interest element of lease rentals paid	已付租賃租金的利息元素	-	-	-	-	-	-	-	(32,168)	-	(32,168)
<b>Total changes from financing cash flows</b>	<b>融資現金流量總額變動</b>	<b>(855,884)</b>	<b>(2,214,444)</b>	<b>(5,484,477)</b>	<b>(3,091,770)</b>	<b>(11,454)</b>	<b>(108,576)</b>	<b>(520,815)</b>	<b>(122,373)</b>	<b>99,909</b>	<b>(12,309,884)</b>
<b>Exchange adjustments</b>	<b>匯兌調整</b>	-	-	(609,980)	-	584	(2,717)	(13,442)	-	-	(625,555)
<b>Changes in fair value</b>	<b>公平值變動</b>	-	-	-	-	28,093	33,820	132,836	-	-	194,749
<b>Other changes:</b>	<b>其他變更:</b>										
Interest expenses (note 4(a))	利息開支 (附註4(a))	44,229	58,575	146,025	10,643	-	-	-	32,168	-	291,640
Capitalised borrowing costs (note 4(a))	資本化借款成本 (附註4(a))	337,271	446,669	1,221,247	81,157	-	-	-	-	-	2,086,344
Acquisition of subsidiaries (note 38(a))	收購附屬公司 (附註38(a))	1,187,430	1,004,060	-	-	-	-	-	-	-	2,191,490
Disposal of subsidiaries (note 38(b))	出售附屬公司 (附註38(b))	(1,264,460)	(380,000)	-	-	-	-	-	(315,023)	-	(1,959,483)
Increase in lease liabilities from entering into new leases during the period	期內訂立新租賃產生的租賃負債增加	-	-	-	-	-	-	-	13,974	-	13,974
<b>Total other changes</b>	<b>其他變動總額</b>	<b>304,470</b>	<b>1,129,304</b>	<b>757,292</b>	<b>91,800</b>	<b>28,677</b>	<b>31,103</b>	<b>119,394</b>	<b>(268,881)</b>	<b>-</b>	<b>2,193,159</b>
<b>At 31 December 2021</b>	於2021年12月31日	<b>4,949,615</b>	<b>1,521,760</b>	<b>15,468,638</b>	<b>-</b>	<b>(17,963)</b>	<b>-</b>	<b>-</b>	<b>495,724</b>	<b>255,608</b>	<b>22,673,382</b>

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

#### (b) Reconciliation of liabilities arising from financing activities (continued)

### 24 現金及現金等價物及其他現金流量資料 (續)

#### (b) 融資活動產生的負債對賬 (續)

		Bank loans	Other loans	Senior notes	Corporate bonds	Options embedded in senior notes	Foreign exchange swap contracts	Foreign exchange forward contracts	Lease liabilities	Other payables	Total
		銀行借款	其他借款	優先票據	公司債券	所附購回權	合約	外匯遠期合約	租賃負債	其他應付款項	合計
		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
		Note 25	Note 26	Note 28	Note 29	Note 28	Note 27	Notes 21&27	Note 30	Note 30	
		附註25	附註26	附註28	附註29	附註28	附註27	附註21及27	附註30	附註30	
<b>At 31 December 2019</b>	<b>於2019年12月31日</b>	7,238,459	3,287,347	17,975,341	2,989,478	(31,790)	9,228	(51,122)	535,776	529,350	32,482,067
<b>Changes from financing cash flows</b>	<b>融資現金流量變動</b>										
Proceeds from new bank loans	新銀行貸款所得款項	3,620,871	-	-	-	-	-	-	-	-	3,620,871
Repayment of bank loans	償還銀行貸款	(5,805,953)	-	-	-	-	-	-	-	-	(5,805,953)
Proceeds from other loans	其他借款所得款項	-	2,057,825	-	-	-	-	-	-	2,072	2,059,897
Repayment of other loans	償還其他借款	-	(2,738,272)	-	-	-	-	-	-	(391,837)	(3,130,109)
Proceeds from new senior notes	新優先票據所得款項	-	-	10,334,163	-	(56,915)	-	-	-	-	10,277,248
Repayment of redemption upon maturity senior notes	償還到期優先票據贖回	-	-	(6,509,746)	-	-	-	-	-	-	(6,509,746)
Interest paid	已付利息	(436,077)	(428,854)	(1,462,776)	(213,432)	-	-	-	-	16,114	(2,525,025)
Settlement of derivative financial instruments	衍生金融工具結算	-	-	-	-	-	-	(61,848)	-	-	(61,848)
Capital element of lease rentals paid	已付租賃租金的資本元素	-	-	-	-	-	-	-	(159,883)	-	(159,883)
Interest element of lease rentals paid	已付租賃租金的利息元素	-	-	-	-	-	-	-	(43,998)	-	(43,998)
<b>Total changes from financing cash flows</b>	<b>融資現金流量總額變動</b>	<b>(2,621,159)</b>	<b>(1,109,301)</b>	<b>2,361,641</b>	<b>(213,432)</b>	<b>(56,915)</b>	<b>-</b>	<b>(61,848)</b>	<b>(203,881)</b>	<b>(373,651)</b>	<b>(2,278,546)</b>
<b>Exchange adjustments</b>	<b>匯兌調整</b>	-	-	(1,695,841)	-	(999)	(4,456)	(25,870)	-	-	(1,727,166)
<b>Changes in fair value</b>	<b>公平值變動</b>	-	-	-	-	54,518	72,701	540,261	-	-	667,480
<b>Other changes:</b>	<b>其他變更:</b>										
Interest expenses (note 4(a))	利息開支 (附註4(a))	51,126	49,719	180,239	25,960	-	-	-	43,998	-	351,042
Capitalised borrowing costs (note 4(a))	資本化借款成本 (附註4(a))	384,951	379,135	1,374,443	197,964	-	-	-	-	-	2,336,493
Acquisition of subsidiaries (note 38(a))	收購附屬公司 (附註38(a))	2,149,982	-	-	-	-	-	-	-	-	2,149,982
Disposal of subsidiaries (note 38(b))	出售附屬公司 (附註38(b))	(1,702,330)	-	-	-	-	-	-	-	-	(1,702,330)
Increase in lease liabilities from entering into new leases during the period	期內訂立新租賃產生的租賃負債增加	-	-	-	-	-	-	-	511,085	-	511,085
<b>Total other changes</b>	<b>其他變動總額</b>	<b>883,729</b>	<b>428,854</b>	<b>(141,159)</b>	<b>223,924</b>	<b>53,519</b>	<b>68,245</b>	<b>514,391</b>	<b>555,083</b>	<b>-</b>	<b>2,586,586</b>
<b>At 31 December 2020</b>	<b>於2020年12月31日</b>	<b>5,501,029</b>	<b>2,606,900</b>	<b>20,195,823</b>	<b>2,999,970</b>	<b>(35,186)</b>	<b>77,473</b>	<b>401,421</b>	<b>886,978</b>	<b>155,699</b>	<b>32,790,107</b>

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (continued)

##### (c) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

Within operating cash flows	於經營性現金流量
Within financing cash flows	於融資性現金流量

#### 24 現金及現金等價物及其他現金流量資料 (續)

##### (c) 租賃的現金流出總額

就租賃而言，計入現金流量表的款項包括以下各項：

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
28,308	31,152
122,373	203,881
<b>150,681</b>	<b>235,033</b>

#### 25 BANK LOANS

At 31 December 2021, the bank loans were repayable as follows:

Within 1 year or on demand	1年內或須應要求償還
After 1 year but within 2 years	1年後但2年內
After 2 years but within 5 years	2年後但5年內
After 5 years	5年後

#### 25 銀行借款

於2021年12月31日，銀行借款的到期日如下：

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
2,399,050	3,612,904
1,077,560	751,655
1,314,005	889,375
159,000	247,095
<b>2,550,565</b>	<b>1,888,125</b>
<b>4,949,615</b>	<b>5,501,029</b>

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 25 BANK LOANS (continued)

At 31 December 2021, the bank loans were secured as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Bank loans	銀行借款		
– secured	– 有抵押	4,910,615	4,620,658
– unsecured	– 無抵押	39,000	880,371
		<b>4,949,615</b>	<b>5,501,029</b>

At 31 December 2021, the secured bank loans are secured over equity interest in subsidiaries of the Group and other assets of the Group as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Properties for sale	待售物業	5,313,645	5,587,034
Property, plant and equipment	物業、廠房及設備	781,856	777,786
Investment property	投資物業	–	509,000
Restricted bank deposits	受限制銀行存款	–	395,866
		<b>6,095,501</b>	<b>7,269,686</b>

The effective interest rates of bank loans of the Group at 31 December 2021 were ranged from 4.5% – 8.6% (2020: 2.8% – 9.3%) per annum.

Certain banking facilities of the Group are subject to the fulfilment of covenants relating to certain of the Group's statement of financial position ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become repayable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 34(c).

#### 25 銀行借款 (續)

於2021年12月31日，銀行借款的抵押情況如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Bank loans		
– 有抵押	4,910,615	4,620,658
– 無抵押	39,000	880,371
	<b>4,949,615</b>	<b>5,501,029</b>

於2021年12月31日，有抵押銀行借款以本集團附屬公司的股權及本集團其他資產作抵押，詳情如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
待售物業	5,313,645	5,587,034
物業、廠房及設備	781,856	777,786
投資物業	–	509,000
受限制銀行存款	–	395,866
	<b>6,095,501</b>	<b>7,269,686</b>

於2021年12月31日，本集團銀行借款實際年利率介乎4.5%至8.6% (2020年：2.8%至9.3%)。

本集團若干銀行融資須達成若干有關本集團財務狀況比率之契約，而該等契約於金融機構之貸借安排中屬常見。倘本集團違反契約，則已提取融資額須按要求償還。本集團定期監察其是否遵守該等契約。有關本集團管理流動資金風險的詳情載於附註34(c)。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 26 OTHER LOANS

At 31 December 2021, other loans represented loans from external financial institutions and were repayable as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 1 year	1年內	1,201,760	1,443,900
After 1 year but within 2 years	1年後但2年內	319,000	1,163,000
After 2 years but within 5 years	2年後但5年內	1,000	-
		<b>320,000</b>	1,163,000
		<b>1,521,760</b>	2,606,900

At 31 December 2021, the other loans were secured as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Other loans	其他借款		
– secured	– 有抵押	1,407,700	1,877,901
– unsecured	– 無抵押	114,060	728,999
		<b>1,521,760</b>	2,606,900

The effective interest rates of other loans of the Group at 31 December 2021 were ranged from 8.9% – 10.5% (2020: 5.8% – 16.0%) per annum.

#### 26 其他借款

於2021年12月31日，其他借款指來自外部金融機構的借款且到期日如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 1 year	1,201,760	1,443,900
After 1 year but within 2 years	319,000	1,163,000
After 2 years but within 5 years	1,000	-
	<b>320,000</b>	1,163,000
	<b>1,521,760</b>	2,606,900

於2021年12月31日，其他借款的抵押情況如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Other loans		
– secured	1,407,700	1,877,901
– unsecured	114,060	728,999
	<b>1,521,760</b>	2,606,900

於2021年12月31日，本集團其他借款實際年利率介乎8.9%至10.5%（2020年：5.8%至16.0%）。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 26 OTHER LOANS (continued)

At 31 December 2021, the secured other loans are secured over assets of subsidiaries of the Group as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Properties for sale	待售物業	2,536,217	3,990,655
Property, plant and equipment	物業、廠房及設備	324,877	-
		<b>2,861,094</b>	3,990,655

#### 26 其他借款 (續)

於2021年12月31日，有抵押其他借款以以下本集團附屬公司之資產作抵押：

#### 27 TRADE AND OTHER PAYABLES

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Trade creditors and bills payable	貿易應付賬款及應付票據	32,832,477	29,186,718
Other creditors and accrued charges	其他應付賬款及應計費用	6,501,449	5,740,703
Amounts due to joint ventures	應付合營企業款項	5,926,640	5,713,558
Amounts due to associates	應付聯營公司款項	146,532	191,441
Amounts due to entities controlled by the ultimate controlling shareholder	應付由最終控股股東控制的實體的款項	1,345,035	1,074,120
Amounts due to non-controlling interests	應付非控股權益款項	4,668,657	4,720,541
Financial liabilities measured at amortised cost	按攤銷成本計量的金融負債	<b>51,420,790</b>	46,627,081
Other tax payables	其他應付稅項	<b>3,319,574</b>	3,622,450
Derivative financial instruments:	衍生金融工具：		
– foreign exchange rate swap contract (note 28(c))	– 外匯匯率掉期合約 (附註28(c))	-	77,473
– foreign exchange forward contracts and option contracts	– 外匯遠期合約及期權合約	-	401,421
		<b>54,740,364</b>	50,728,425

#### 27 貿易及其他應付款項

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 27 TRADE AND OTHER PAYABLES (continued)

##### (a) Aging analysis

As of the end of the reporting period, the aging analysis of trade creditors and bills payable based on the invoice date is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 3 months	3個月內	17,420,384	21,406,358
3-6 months	3至6個月	4,777,432	3,347,934
6-12 months	6至12個月	5,851,222	1,348,088
Over 12 months	12個月以上	4,783,439	3,084,338
		<b>32,832,477</b>	29,186,718

(b) Amounts due to joint ventures and associates are interest-free, unsecured and have no fixed terms of payment.

(c) Amounts due to entities controlled by the ultimate controlling shareholder are interest-free, unsecured and to be settled according to the contract terms, mainly including amounts due to Central China New Life together with its subsidiaries amounting to RMB1,006,233,000 (2020: RMB763,677,000) and due to Drawin Intelligent Manufacture together with its subsidiaries amounting to RMB336,197,000 (2020: RMB112,722,000) for receiving services from these entities as disclosed in note 37. Amount due to Jiayao Global Investments Limited ("Jiayao Global") has been settled in 2021 (2020: RMB197,721,000).

#### 27 貿易及其他應付款項 (續)

##### (a) 賬齡分析

截至報告期末，貿易應付賬款及應付票據按發票日期的賬齡分析如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Within 3 months	3個月內	17,420,384	21,406,358
3-6 months	3至6個月	4,777,432	3,347,934
6-12 months	6至12個月	5,851,222	1,348,088
Over 12 months	12個月以上	4,783,439	3,084,338
		<b>32,832,477</b>	29,186,718

(b) 應付合營企業及聯營公司款項為免息、無抵押且無固定付款期限。

(c) 應付由最終控股股東控制的實體的款項為免息、無抵押及將根據合約條款結算，主要包括就有關實體提供的服務（披露於附註37）而應付建業新生活及其附屬公司的款項人民幣1,006,233,000元（2020年：人民幣763,677,000元）以及應付築友智造及其附屬公司的款項人民幣336,197,000元（2020年：人民幣112,722,000元）。應付嘉耀（國際）投資有限公司（「嘉耀國際」）的款項已於2021年償付（2020年：人民幣197,721,000元）。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 27 TRADE AND OTHER PAYABLES *(continued)*

- (d) Amounts due to non-controlling interests are interest-free, unsecured and have no fixed terms of payment except amount of RMB180,043,000 (2020: RMB80,243,000) which are interest-bearing at 12%~14% (2020: 12%) per annum.
- (e) The Company entered into foreign exchange forward contracts and option contracts to manage its exposure of currency risk. During the year ended 31 December 2021, all foreign exchange forward contracts and option contracts were settled, with fair value change loss of RMB132,836,000 recognised in profit or loss (2020: RMB540,261,000).
- (f) All trade and other payables are expected to be settled within one year except for the retention payable of RMB129,459,000 (2020: RMB113,795,000) which is expected to be settled after more than one year.

### 27 貿易及其他應付款項 *(續)*

- (d) 應付非控股權益款項為免息、無抵押且無固定付款期限，惟人民幣180,043,000元（2020年：人民幣80,243,000元）按每年12%~14%（2020年：12%）計息除外。
- (e) 本公司已訂立外匯遠期合約及期權合約，以管理其貨幣風險。截至2021年12月31日止年度，全部外匯遠期合約及期權合約經已結算，公平值變動虧損人民幣132,836,000元已於損益內確認（2020年：人民幣540,261,000元）。
- (f) 預期所有貿易及其他應付款項將於一年內結算，惟應付保留金人民幣129,459,000元（2020年：人民幣113,795,000元）預期將於一年後結算除外。



## Notes to the Financial Statements (Continued)

### 財務報表附註(續)

(Expressed in Renminbi) (以人民幣列賬)

#### 28 SENIOR NOTES

The movements of senior notes are set out below:

		Liability component of the senior notes 優先票據 負債部分 RMB'000 人民幣千元 (note (a)) (附註(a))	Redemption call option 贖回認購期權 RMB'000 人民幣千元 (note (b)) (附註(b))	Total 合計 RMB'000 人民幣千元
At 1 January 2020	於2020年1月1日	17,975,341	(31,790)	17,943,551
Proceeds from issuance senior notes	發行優先票據所得款項	10,479,427	(56,915)	10,422,512
Transaction costs	交易成本	(145,264)	–	(145,264)
Net proceeds	所得款項淨額	10,334,163	(56,915)	10,277,248
Interest and transaction costs amortised	利息及交易成本攤銷	91,906	–	91,906
Change in fair value (note 4(a))	公平值變動 (附註4(a))	–	54,518	54,518
Redemption	贖回	(6,509,746)	–	(6,509,746)
Exchange difference	匯兌差額	(1,695,841)	(999)	(1,696,840)
At 31 December 2020	於2020年12月31日	20,195,823	(35,186)	20,160,637
At 1 January 2021	於2021年1月1日	20,195,823	(35,186)	20,160,637
Proceeds from issuance senior notes	發行優先票據所得款項	3,006,808	(11,454)	2,995,354
Transaction costs	交易成本	(87,004)	–	(87,004)
Net proceeds	所得款項淨額	2,919,804	(11,454)	2,908,350
Interest and transaction costs amortised	利息及交易成本攤銷	94,470	–	94,470
Change in fair value (note 4(a))	公平值變動 (附註4(a))	–	28,093	28,093
Redemption	贖回	(7,131,479)	–	(7,131,479)
Exchange difference	匯兌差額	(609,980)	584	(609,396)
At 31 December 2021	於2021年12月31日	15,468,638	(17,963)	15,450,675

#### 28 優先票據

優先票據的變動載列如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 28 SENIOR NOTES (continued)

Liability component of senior notes represents the contractually determined stream of future cash flows discounted at the rate of interest determined by the market instruments of comparable credit status taken into account the business risk and financial risk of the Company.

Redemption call option represents the fair value of the Company's option to early redeem the senior notes and is recorded as derivative financial instruments under "Trade and other receivables" (note 21).

#### (a) Liability component of the senior notes:

US\$400 million due in 2021	2021年到期4億美元
US\$400 million due in 2021	2021年到期4億美元
US\$300 million due in 2021	2021年到期3億美元
US\$500 million due in 2022	2022年到期5億美元
US\$300 million due in 2023	2023年到期3億美元
US\$200 million due in 2023	2023年到期2億美元
US\$400 million due in 2023	2023年到期4億美元
US\$200 million due in 2024	2024年到期2億美元
US\$300 million due in 2024	2024年到期3億美元
US\$300 million due in 2024	2024年到期3億美元
US\$260 million due in 2025	2025年到期2.6億美元

Representing:  
 – Current  
 – Non-current

指：  
 – 流動  
 – 非流動

### 28 優先票據 (續)

優先票據負債部分指合約釐定的未來現金流量，並經計及本公司業務風險及財務風險後按可比信貸狀況的市場工具釐定的利率折現。

贖回認購期權指本公司提早贖回優先票據選擇權的公平值，並於「貿易及其他應收款項」記錄為衍生金融工具(附註21)。

#### (a) 優先票據負債部分：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
	–	2,608,829
	–	2,623,292
	–	1,969,342
	<b>3,160,096</b>	1,942,754
	<b>1,899,358</b>	1,945,253
	<b>1,249,026</b>	1,298,701
	<b>2,536,964</b>	2,603,686
	<b>1,265,947</b>	1,299,765
	<b>1,843,349</b>	1,949,725
	<b>1,887,026</b>	1,954,476
	<b>1,626,872</b>	–
	<b>15,468,638</b>	20,195,823
	<b>3,160,096</b>	7,201,463
	<b>12,308,542</b>	12,994,360
	<b>15,468,638</b>	20,195,823

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 28 SENIOR NOTES (continued)

##### (a) Liability component of the senior notes: (continued)

During the year ended 31 December 2021, the Company redeemed in full the senior notes of US\$1,100,000,000 at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest and newly issued US\$460,000,000.

##### (b) Redemption call options embedded in senior notes:

#### 28 優先票據 (續)

##### (a) 優先票據負債部分：(續)

截至2021年12月31日止年度，本公司悉數贖回11億美元的優先票據，贖回價為100%本金金額加應計尚未償還利息及新發行4.6億美元。

##### (b) 附於優先票據的贖回認購期權：

Credit spread	信貸息差	2021 2021年	2020 2020年
US\$400 million due in 2021	2021年到期4億美元	–	1,116
US\$400 million due in 2021	2021年到期4億美元	–	–
US\$300 million due in 2021	2021年到期3億美元	–	1,904
US\$500 million due in 2022	2022年到期5億美元	1,445	1,575
US\$300 million due in 2023	2023年到期3億美元	1,483	3,282
US\$200 million due in 2023	2023年到期2億美元	1,422	3,611
US\$400 million due in 2023	2023年到期4億美元	2,087	5,252
US\$200 million due in 2024	2024年到期2億美元	2,048	5,120
US\$300 million due in 2024	2024年到期3億美元	2,495	6,761
US\$300 million due in 2024	2024年到期3億美元	2,436	6,565
US\$260 million due in 2025	2025年到期2.6億美元	4,547	–
Amounts recorded in trade and other receivables	於貿易及其他應收款項入賬的金額	17,963	35,186

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 28 SENIOR NOTES (continued)

#### (c) Other derivative financial instruments in relation to senior notes:

The Company entered into a foreign exchange rate swap contract to manage its exposure to foreign exchange rate risk of the US\$200,000,000 Senior Notes due in 2021 by swapping the senior notes principal of US\$200,000,000 into RMB1,385,600,000. The aggregate notional principal amounts of the foreign exchange rate swap contract is US\$200,000,000 and the contract matured on 8 November 2021. The foreign exchange rate swap contract is accounted for at fair value at the end of reporting period as derivative financial instrument in accordance with the Group's accounting policy. In 2021, the foreign exchange rate swap contract was settled and the fair value change loss of RMB33,820,000 (2020: RMB72,701,000) is recorded under "finance cost" (note 4(a)).

### 29 CORPORATE BONDS

### 28 優先票據 (續)

#### (c) 有關優先票據之其他衍生金融工具：

本公司訂立外匯匯率掉期合約，透過把2億美元優先票據的本金調換作人民幣1,385,600,000元，以管理2021年到期2億美元優先票據的外匯匯率風險。外匯匯率掉期合約的名義本金總額為2億美元，而合約已於2021年11月8日到期。外匯匯率掉期合約作為衍生金融工具根據本集團會計政策於報告期末以公平值列賬。於2021年，外匯匯率掉期合約已經結算，而公平值變動的虧損人民幣33,820,000元（2020年：人民幣72,701,000元）則於「融資成本」入賬（附註4(a)）。

### 29 公司債券

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
At 1 January	於1月1日	2,999,970	2,989,478
Redemption	贖回	(3,000,000)	-
Interest and transaction costs amortised	利息及交易成本攤銷	30	10,492
At 31 December	於12月31日	-	2,999,970
Representing:	指：		
- Current	- 流動	-	2,999,970
- Non-current	- 非流動	-	-
		-	2,999,970

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 29 CORPORATE BONDS (continued)

On 13 April 2016, the Group issued corporate bonds with principal amount of RMB3,000,000,000 listed on the Shanghai Stock Exchange. The coupon rate of the corporate bonds was fixed at 6% per annum which is payable annually in arrears. The maturity date of the corporate bonds is 11 April 2021. At the end of third year, the Group may at its option adjust the coupon rate while the holders of these corporate bonds may at their options redeem the corporate bonds, in whole or in part, at a pre-determined price. On 11 April 2019, the Group raised the coupon rate of corporate bonds from 6% up to 7.2%, redeemed corporate bonds of RMB2,771,609,000 and re-sold corporate bonds of RMB1,271,609,000 which is due in April 2021. During the year ended 31 December 2021, the Group redeemed all of the outstanding corporate bonds upon maturity.

On 23 July 2019, the Group issued corporate bonds with principal amount of RMB1,500,000,000 listed on the Shanghai Stock Exchange. The coupon rate of the corporate bonds was fixed at 7.5% per annum which is payable annually in arrears. The maturity date of the corporate bonds is 23 July 2022. At the end of first and second year, the Group may at its option adjust the coupon rate while the holders of these corporate bonds may at their options redeem the corporate bonds, in whole or in part, at a pre-determined price. During the year ended 31 December 2021, the holders of these corporate bonds exercised their options to redeem and the Group redeemed all of the outstanding corporate bonds.

### 29 公司債券 (續)

於2016年4月13日，本集團發行本金為人民幣3,000,000,000元的公司債券，於上海證券交易所上市。公司債券之票面利率定為每年6%，並須每年償還。公司債券的到期日為2021年4月11日。於第三年末，本集團可選擇調整票面利率，而該等公司債券持有人可選擇按預先釐定的價格贖回全部或部分公司債券。於2019年4月11日，本集團將公司債券之票面利率由6%提升至7.2%，贖回人民幣2,771,609,000元的公司債券及轉售人民幣1,271,609,000元的公司債券，於2021年4月到期。於截至2021年12月31日止年度，本公司已於到期時贖回所有尚未贖回的公司債券。

於2019年7月23日，本集團發行本金為人民幣1,500,000,000元的公司債券，於上海證券交易所上市。公司債券之票面利率定為每年7.5%，並須每年償還。公司債券的到期日為2022年7月23日。於第一及第二年末，本集團可選擇調整票面利率，而該等公司債券持有人可選擇按預先釐定的價格全部或部分贖回公司債券。截至2021年12月31日止年度，該等公司債券持有人行使彼等的贖回權利，而本集團已贖回所有尚未贖回的公司債券。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 30 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

#### 30 租賃負債

下表顯示本集團租賃負債於當前及過往報告期末及於過渡至香港財務報告準則第16號之日的剩餘合約期限：

		31 December 2021 2021年12月31日		31 December 2020 2020年12月31日	
		Present value of the minimum lease payments 最低租賃付款現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃付款現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃付款總額 RMB'000 人民幣千元
Within 1 year	1年內	96,356	109,170	130,096	137,823
After 1 year but within 2 years	1年後但2年內	85,583	95,920	119,817	134,342
After 2 years but within 5 years	2年後但5年內	157,666	178,748	268,883	334,305
After 5 years	5年後	156,119	351,134	368,182	796,812
		<b>399,368</b>	<b>625,802</b>	756,882	1,265,459
		<b>495,724</b>	<b>734,972</b>	886,978	1,403,282
Less: total future interest expenses	減：未來利息開支總額		<b>(239,248)</b>		(516,304)
Present value of lease liabilities	租賃負債現值		<b>495,724</b>		886,978

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 31 EQUITY SETTLED SHARE-BASED TRANSACTION

#### (a) Share options granted

On 25 May 2010, the Company conditionally granted certain share options to the Company's directors and employees. The exercise of these share options would entitle three of the Company's directors and seven employees of the Group to subscribe for an aggregate of 6,000,000 shares and 14,000,000 shares of the Company respectively. The exercise price is HK\$1.9 per share. Under the share option scheme, no share option is exercisable within first year from the date of grant. Not more than 20% of the share options are exercisable within the second year from the date of grant and not more than 40% of the share options are exercisable in each of the third and fourth year from the date of grant. Each option gives the holders the right to subscribe for one ordinary share of the Company. All the options granted will be exercisable within 10 years after vesting.

On 28 June 2011, upon the rights issue of the Company, the exercise price of the share options granted on 25 May 2010 was adjusted to HK\$1.853 and the number of outstanding share options was adjusted from 20,000,000 to 20,504,000.

On 25 July 2011, the Company conditionally granted certain share options to the Company's employees. The exercise of these share options would entitle six employees of the Group to subscribe for an aggregate of 12,500,000 shares of the Company. The exercise price is HK\$2.16 per share. The share option scheme was effective from 25 July 2011. Under the share option scheme, no share option is exercisable within first year from the date of grant. Not more than 20% of the share options are exercisable within the second year from the date of grant and not more than 40% of the share options are exercisable in each of the third and fourth year from the date of grant. Each option gives the holders the right to subscribe for one ordinary share of the Company. All the options granted will be exercisable within 10 years after vesting.

### 31 以權益結算股份為基礎的交易

#### (a) 授出的購股權

於2010年5月25日，本公司向本公司董事及僱員有條件授出若干購股權。行使該等購股權可使三名本公司董事及七名本集團僱員分別有權認購本公司合共6,000,000股及14,000,000股股份。行使價為每股1.9港元。根據購股權計劃，購股權自授出日期起一年內不得行使。於授出日期起計第二年內不得行使超過20%的購股權；而於授出日期起計第三及第四年各年，分別不得行使超過40%的購股權。每份購股權賦予持有人認購本公司一股普通股之權利。所有已授出購股權將於歸屬後10年內可予行使。

本公司於2011年6月28日進行供股後，於2010年5月25日授出的購股權的行使價調整至1.853港元，而尚未行使的購股權數目由20,000,000股調整至20,504,000股。

於2011年7月25日，本公司向本公司僱員有條件授出若干購股權。行使該等購股權將會使本集團六名僱員有權認購本公司合共12,500,000股股份。行使價為每股2.16港元。購股權計劃自2011年7月25日起生效。按照購股權計劃，購股權自授出日期起一年內不得行使。於授出日期起計第二年內不得行使超過20%的購股權；而於授出日期起計第三及第四年各年，分別不得行使超過40%的購股權。每份購股權賦予持有人認購本公司一股普通股之權利。所有已授出購股權將於歸屬後10年內可予行使。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 31 EQUITY SETTLED SHARE-BASED TRANSACTION (continued)

##### (a) Share options granted (continued)

On 27 March 2013, the Company conditionally granted certain share options to the Company's director and employees. The exercise of these share options would entitle the Company's directors and employees of the Group to subscribe for an aggregated of 24,000,000 shares of the Company. The exercise price is HK\$2.56 per share. The share option scheme was effective from 27 March 2013. Under the share option scheme, no share option is exercisable within first year from the date of grant. Not more than 20% of the share options are exercisable within the second year from the date of grant and not more than 40% of the share options are exercisable in each of the third and fourth year from the date of grant. Each option gives the holders the right to subscribe for one ordinary share of the Company. All the options granted will be exercisable within 10 years after vesting.

On 23 May 2017, the Company conditionally granted certain share options to the Company's directors and employees. The exercise of these share options would entitle the Company's directors and employees of the Group to subscribe for an aggregate of 95,000,000 shares of the Company. The exercise price is HK\$1.764 per share. The share option scheme was effective from 23 May 2017. Under the share option scheme, no share option is exercisable within first year from the date of grant. Not more than 20% of the share options are exercisable within the second year from the date of grant and not more than 40% of the share options are exercisable in each of the third and fourth year from the date of grant. Each option gives the holders the right to subscribe for one ordinary share of the Company. All the options granted will be exercisable within 10 years after vesting.

#### 31 以權益結算股份為基礎的交易 (續)

##### (a) 授出的購股權 (續)

於2013年3月27日，本公司向本公司董事及僱員有條件授出若干購股權。行使該等購股權將會使本公司董事及本集團僱員有權認購本公司合共24,000,000股股份。行使價為每股2.56港元。購股權計劃自2013年3月27日起生效。按照購股權計劃，購股權自授出日期起一年內不得行使。於授出日期起計第二年內不得行使超過20%的購股權；而於授出日期起計第三及第四年各年，分別不得行使超過40%的購股權。每份購股權賦予持有人認購本公司一股普通股之權利。所有已授出購股權將於歸屬後10年內可予行使。

於2017年5月23日，本公司向本公司董事及僱員有條件授出若干購股權。行使該等購股權將會使本公司董事及本集團僱員有權認購本公司合共95,000,000股股份。行使價為每股1.764港元。購股權計劃自2017年5月23日起生效。按照購股權計劃，購股權自授出日期起一年內不得行使。於授出日期起計第二年內不得行使超過20%的購股權；而於授出日期起計第三及第四年各年，分別不得行使超過40%的購股權。每份購股權賦予持有人認購本公司一股普通股之權利。所有已授出購股權將於歸屬後10年內可予行使。



**31 EQUITY SETTLED SHARE-BASED TRANSACTION (continued)**

**(a) Share options granted (continued)**

On 12 June and 23 August 2018, the Company conditionally granted certain share options to the Company's directors and employees. The exercise of these share options would entitle the Company's directors and employees of the Group to subscribe for an aggregate of 64,000,000 shares and 37,000,000 shares of the Company, respectively. The exercise price is HK\$4.296 per share for 64,000,000 shares which was effective from 12 June 2018 and HK\$3.470 per share for 37,000,000 shares which was effective from 23 August 2018. The share option scheme was effective from 12 June 2018. Under the share option scheme, no share option is exercisable within first year from the date of grant. Not more than 20% of the share options are exercisable within the second year from the date of grant and not more than 40% of the share options are exercisable in each of the third and fourth year from the date of grant. Each option gives the holders the right to subscribe for one ordinary share of the Company. All the options granted will be exercisable within 10 years after vesting.

During the year ended 31 December 2021, the options of 1,000,000 shares granted on 27 March 2013 and 3,000,000 shares granted on 12 June 2018 were lapsed.

**31 以權益結算股份為基礎的交易 (續)**

**(a) 授出的購股權 (續)**

於2018年6月12日及8月23日，本公司向本公司董事及僱員有條件授出若干購股權。行使該等購股權將會使本公司董事及本集團僱員有權認購本公司合共分別為64,000,000股股份及37,000,000股股份。行使價為64,000,000股股份每股4.296港元，自2018年6月12日起生效，而37,000,000股股份則為每股3.470港元，自2018年8月23日起生效。購股權計劃自2018年6月12日起生效。按照購股權計劃，購股權自授出日期起一年內不得行使。於授出日期起計第二年內不得行使超過20%的購股權；而於授出日期起計第三及第四年各年，分別不得行使超過40%的購股權。每份購股權賦予持有人認購本公司一股普通股之權利。所有已授出購股權將於歸屬後10年內行使。

截至2021年12月31日止年度，於2013年3月27日授出的1,000,000股股份的購股權及2018年6月12日授出的3,000,000股股份的購股權經已失效。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 31 EQUITY SETTLED SHARE-BASED TRANSACTION (continued)

(b) The number and the weighted average exercise price of share options are as follows:

		2021 2021年		2020 2020年	
		Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of options 購股權數量	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of options 購股權數量
Outstanding at 1 January	於1月1日尚未行使	3.67	108,050,000	2.90	205,555,360
Exercised during the year	年內行使	2.71	(26,066,000)	2.06	(93,917,160)
Lapsed during the year	年內失效	3.86	(4,000,000)	1.85	(3,588,200)
Outstanding at 31 December	於12月31日尚未行使	3.98	77,984,000	3.67	108,050,000
Exercisable at 31 December	於12月31日可予行使	3.98	77,984,000	3.48	67,650,000

The share options outstanding at 31 December 2021 had a weighted average exercise price of HK\$3.98 (2020: HK\$3.67) and a weighted average remaining contractual life of 6.02 years (2020: 6.85 years).

During the year ended 31 December 2021, certain options were exercised to subscribe for 26,066,000 ordinary shares of the Group at a total consideration of HK\$70,589,000 (equivalent to RMB58,898,000).

#### 31 以權益結算股份為基礎的交易 (續)

(b) 購股權數量及加權平均行使價如下：

於2021年12月31日尚未行使的購股權的加權平均行使價為3.98港元（2020年：3.67港元），而加權平均餘下合約年期則為6.02年（2020年：6.85年）。

截至2021年12月31日止年度，若干購股權已獲行使，以認購26,066,000股本集團普通股，總代價為70,589,000港元（相當於人民幣58,898,000元）。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 31 EQUITY SETTLED SHARE-BASED TRANSACTION (continued)

#### (c) Share award scheme

In December 2020, the Company announced the share award scheme to grant 108,000,000 shares to 216 employees, which was subject to such employees' acceptance. The share award scheme will be valid and effective for a period of 10 years.

During the year ended 31 December 2021, 201 employees accepted the share award and subscribed an aggregate of 95,950,000 restricted shares at total consideration of HK\$227,856,000. The restricted shares are subject to service and performance vesting conditions, with 20% of the granted shares vested every year on and after the first anniversary of the grant date during the next five years.

Movements in the number of outstanding share award scheme are as follows:

### 31 以權益結算股份為基礎的交易 (續)

#### (c) 股份獎勵計劃

於2020年12月，本公司公佈股份獎勵計劃，向216名僱員授出108,000,000股股份，惟須待該等僱員接納後方可作實。股份獎勵計劃將於十年內生效及有效。

截至2021年12月31日止年度，201名僱員接納股份獎勵計劃，以總代價227,856,000港元認購合共95,950,000股受限制股份。受限制股份須待服務及表現歸屬條件達成後方可作實，於未來五年授出日期的第一個週年日及其後每年歸屬20%的已授出股份。

尚未行使股份獎勵計劃數目之變動如下：

		<b>Number of restricted share units 受限制股份 單位數目</b>
At 1 January 2021	於2021年1月1日	–
Granted during the year	年內授出	95,950,000
Lapsed during the year	年內失效	(1,250,000)
At 31 December 2021	於2021年12月31日	<u>94,700,000</u>

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 32 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

#### 32 綜合財務狀況表內的所得稅

(a) 綜合財務狀況表內的即期稅項指：

		CIT 企業所得稅 RMB'000 人民幣千元	LAT 土地增值稅 RMB'000 人民幣千元	Withholding tax 預扣稅 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2020	於2020年1月1日	(1,030,600)	(972,372)	361,042	(1,641,930)
Charged to the consolidated income statement (note 5(a))	於綜合收益表扣除 (附註5(a))	1,837,260	802,497	144,013	2,783,770
Acquisitions of subsidiaries (note 38(a)(ii))	收購附屬公司 (附註38(a)(ii))	(223,960)	(37,056)	-	(261,016)
Disposals of subsidiaries (note 38(b)(ii))	出售附屬公司 (附註38(b)(ii))	22,452	508	-	22,960
Tax paid	已繳付稅項	(1,051,886)	(1,446,623)	(18,323)	(2,516,832)
At 31 December 2020	於2020年12月31日	(446,734)	(1,653,046)	486,732	(1,613,048)
At 1 January 2021	於2021年1月1日	<b>(446,734)</b>	<b>(1,653,046)</b>	<b>486,732</b>	<b>(1,613,048)</b>
Charged to the consolidated income statement (note 5(a))	於綜合收益表扣除 (附註5(a))	<b>1,299,550</b>	<b>965,422</b>	<b>113,562</b>	<b>2,378,534</b>
Acquisitions of subsidiaries (note 38(a)(ii))	收購附屬公司 (附註38(a)(ii))	<b>(57,598)</b>	<b>(7,729)</b>	-	<b>(65,327)</b>
Disposals of subsidiaries (note 38(b)(ii))	出售附屬公司 (附註38(b)(ii))	<b>7,381</b>	-	-	<b>7,381</b>
Tax paid	已繳付稅項	<b>(1,657,984)</b>	<b>(543,596)</b>	<b>(221,218)</b>	<b>(2,422,798)</b>
At 31 December 2021	於2021年12月31日	<b>(855,385)</b>	<b>(1,238,949)</b>	<b>379,076</b>	<b>(1,715,258)</b>

Representing:	代表：	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Taxation payable	應付稅項	<b>1,881,476</b>	1,223,219
Tax recoverable	可收回稅項	<b>(3,596,734)</b>	(2,836,267)
		<b>(1,715,258)</b>	(1,613,048)

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 32 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(b) The components of deferred tax assets/ (liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

### 32 綜合財務狀況表內的所得稅 (續)

(b) 於綜合財務狀況表確認的遞延稅項資產/(負債)部分及年內變動如下:

		Revaluation of investment properties	Revenue recognition for sales of properties over time	Credit loss allowance	Fair value changes relating to financial assets	Amortisation of capitalised contract costs	Fair value adjustments arising from acquisitions	Others	Total	
		LAT	Revenue recognition for sales of properties over time	Credit loss allowance	Fair value changes relating to financial assets	Amortisation of capitalised contract costs	Fair value adjustments arising from acquisitions	Others	Total	
		Investment properties revaluation	Revenue recognition for sales of properties over time	Credit loss allowance	Fair value changes relating to financial assets	Amortisation of capitalised contract costs	Fair value adjustments arising from acquisitions	Others	Total	
		重估	隨時間確認的銷售物業收益	信貸虧損撥備	有關金融資產的公平值變動	資本化合約成本攤銷	收購產生的公平值調整	其他	合計	
		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	
At 1 January 2020	於2020年1月1日	(272,504)	337,561	(1,064,917)	61,596	(22,466)	(46,054)	(200,171)	5,385	(1,201,570)
Credited/(charged) to profit or loss (note 5(a))	於損益計入/(扣除) (附註5(a))	(23,339)	(209,151)	(29,932)	68,373	-	(12,995)	134,525	22,583	(49,936)
Charged to other comprehensive income (note 9(a))	於其他全面收益扣除 (附註9(a))	-	-	-	-	2,262	-	-	-	2,262
Additions upon acquisition of subsidiaries (note 38(a)(ii))	收購附屬公司後添置 (附註38(a)(ii))	-	83,571	-	-	-	-	(335,654)	-	(252,083)
At 31 December 2020	於2020年12月31日	(295,843)	211,981	(1,094,849)	129,969	(20,204)	(59,049)	(401,300)	27,968	(1,501,327)
At 1 January 2021	於2021年1月1日	(295,843)	211,981	(1,094,849)	129,969	(20,204)	(59,049)	(401,300)	27,968	(1,501,327)
Credited/(charged) to profit or loss (note 5(a))	於損益計入/(扣除) (附註5(a))	(77,905)	(112,901)	334,225	-	-	7,071	149,077	(14,905)	284,662
Charged to other comprehensive income (note 9(a))	於其他全面收益扣除 (附註9(a))	-	-	-	-	(43,350)	-	-	-	(43,350)
Additions upon acquisition of subsidiaries (note 38(a)(ii))	收購附屬公司後添置 (附註38(a)(ii))	-	-	-	-	-	-	(140,102)	-	(140,102)
Decreases upon disposal of subsidiaries (note 38(b)(i))	因出售附屬公司而減少 (附註38(b)(i))	-	(31,739)	-	-	-	-	-	-	(31,739)
At 31 December 2021	於2021年12月31日	(373,748)	67,341	(760,624)	129,969	(63,554)	(51,978)	(392,325)	13,063	(1,431,856)

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Representing:	代表:		
Deferred tax assets	遞延稅項資產	212,877	376,490
Deferred tax liabilities	遞延稅項負債	(1,644,733)	(1,877,817)
		(1,431,856)	(1,501,327)

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 32 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

#### (c) Deferred tax assets not recognised:

In accordance with the accounting policy set out in note 1(x), The Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB3,507,641,000 (2020: RMB2,739,785,000) at 31 December 2021, as it is not probable that future taxable profits against which losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses will be expired within five years.

#### (d) Deferred tax liabilities not recognised:

As at 31 December 2021, taxable temporary differences relating to undistributed profits of the Group's PRC subsidiaries amounted to RMB11,468,021,000 (2020: RMB13,890,293,000). No deferred tax liability was recognised in respect of these taxable temporary differences as the Company controls the dividend policy of these subsidiaries and has no plan to either distribute profit or dispose of these PRC subsidiaries in the foreseeable future.

### 32 綜合財務狀況表內的所得稅 *(續)*

#### (c) 未確認的遞延稅項資產：

於2021年12月31日，由於不大可能在相關稅務司法權區及實體取得可抵銷虧損的未來應課稅溢利，因此根據附註1(x)所載的會計政策，本集團並無就累計稅項虧損人民幣3,507,641,000元（2020年：人民幣2,739,785,000元）確認遞延稅項資產。稅項虧損將於五年內到期。

#### (d) 未確認的遞延稅項負債：

於2021年12月31日，與本集團中國附屬公司未分派溢利有關的應課稅暫時差額為人民幣11,468,021,000元（2020年：人民幣13,890,293,000元）。由於本公司控制該等附屬公司的股息政策，且於可見將來並無計劃分派該等中國附屬公司的溢利或出售中國附屬公司，故此並無就該等應課稅暫時差額確認遞延稅項負債。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 33 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Share capital

### 33 資本、儲備及股息

#### (a) 股本

		2021 2021年		2020 2020年	
		No. of shares 股數	Amount 金額 HK\$'000 千港元	No. of shares 股數	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>				
Ordinary shares of HK\$0.1 each	每股面值0.1港元的普通股	10,000,000,000	1,000,000	10,000,000,000	1,000,000
<b>Ordinary shares and restricted shares for share award schemes:</b>	<b>股份獎勵計劃的普通股及受限制股份：</b>				
At 1 January	於1月1日	2,941,050,120	294,105	2,739,132,960	273,913
Shares issued under share option scheme (note 31(b))	根據購股權計劃發行的股份 (附註31(b))	26,066,000	2,607	93,917,160	9,392
Issuance of restricted shares for share award schemes (note 31(c))	就股份獎勵計劃發行受限制股份 (附註31(c))	-	-	108,000,000	10,800
Shares repurchased and cancelled	已購回及註銷的股份	(3,000,000)	(300)	-	-
At 31 December	於12月31日	2,964,116,120	296,412	2,941,050,120	294,105
RMB'000 equivalent at 31 December	於12月31日 相等於人民幣千元		260,118		258,195

(i) During the year ended 31 December 2021, share options were exercised to subscribe for 26,066,000 ordinary shares of the Company (note 31(b)).

(i) 截至2021年12月31日止年度，購股權已獲行使，以認購26,066,000股本公司普通股 (附註31(b))。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (a) Share capital (continued)

- (ii) In December 2020, the Company issued 108,000,000 ordinary shares to an independent trustee for the purpose of granting restricted shares held for share award scheme. The ordinary shares held for restricted share award scheme was deducted from shareholders' equity as the directors are of the view that such shares are within the Company's control until the shares are vested unconditionally to the participants and hence are considered as treasury shares in substance.

During the year ended 31 December 2021, 95,950,000 restricted shares were granted to the Group's employees (note 31(c)).

- (iii) During the year ended 31 December 2021, the Company repurchased its own ordinary shares of 3,000,000 on the Stock Exchange, with an aggregate consideration paid amounting to approximately HK\$3,078,000 (equivalent to RMB2,551,000). As at 31 December 2021, the ordinary shares were cancelled by the Company.
- (iv) The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

### 33 資本、儲備及股息 (續)

#### (a) 股本 (續)

- (ii) 於2020年12月，本公司向獨立受託人發行108,000,000股普通股，目的為授出就股份獎勵計劃持有的受限制股份。就受限制股份獎勵計劃持有的普通股已於股東權益中扣減，原因為董事認為有關股份屬本公司控制權範圍，直至該等股份獲無條件歸屬予參與者為止，因此實質上被視為庫存股份。

截至2021年12月31日止年度，已向本集團僱員授出95,950,000股受限制股份(附註31(c))。

- (iii) 截至2021年12月31日止年度，本集團於聯交所購回3,000,000股其自身的普通股，已付總代價約3,078,000港元(相當於人民幣2,551,000元)。於2021年12月31日，本公司已註銷該等普通股。
- (iv) 普通股持有人有權收取不時宣派的股息，並有權於本公司會議上按每股一票投票權參與表決。所有普通股與本公司之剩餘資產享有同等權益。



## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

##### (b) Reserves

###### (i) Share premium

The share premium account is governed by the Cayman Companies Law 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 equity shareholders; (b) paying up unissued shares of the Company to be issued to equity shareholders as fully paid bonuses 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; (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; and (f) providing for the premium payable on redemption or purchase of any 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.

#### 33 資本、儲備及股息 (續)

##### (b) 儲備

###### (i) 股份溢價

股份溢價賬受開曼群島公司法管轄，可由本公司根據組織章程大綱及細則之規定（如有）用於：(a)分派或派付股息予權益持有人；(b)繳足將發行予權益持有人作為繳足紅股的未發行股份；(c)按開曼群島公司法第37條的規定贖回或購回股份；(d)撇銷本公司開辦費用；(e)撇銷發行本公司股份或債券的費用或就此支付的佣金或給予的折扣；及(f)作為贖回或購買本公司股份或債券時支付的溢價。

除非緊隨建議分派或派付股息日期後，本公司可償還日常業務中到期的債務，否則不得自股份溢價賬作出任何向權益持有人分派或派付任何股息。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (b) Reserves (continued)

##### (ii) Statutory reserve fund

The statutory reserve fund is non-distributable and the transfer to this reserve is determined by the board of directors in accordance with the relevant laws and regulations of the PRC. This reserve can be used to offset accumulated losses and increase capital upon approval from the relevant authorities.

##### (iii) Other capital reserve

Other capital reserve includes the difference between the Group's considerations of acquisition of additional interests in subsidiaries from non-controlling interests and the difference between the nominal value of shares of the subsidiaries acquired over the nominal value of the shares issued by the Group in exchange thereafter.

##### (iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations which are dealt with in accordance with the accounting policies as set out in note 1(aa).

##### (v) Share-based compensation reserve

Share-based compensation reserve represents the fair value of services in respect of share options granted under the share option schemes as set out in note 31.

##### (vi) Property revaluation reserve

In 2012, the property, plant and equipment with a carrying amount of RMB14,800,000 was transferred to investment properties. The difference between the carrying amount of RMB14,800,000 and the net book value of RMB8,321,000 was recognised directly in equity as property revaluation reserve.

### 33 資本、儲備及股息 (續)

#### (b) 儲備 (續)

##### (ii) 法定儲備金

法定儲備金不得分派，而撥款至該項儲備須由董事會根據中國相關法律及法規決定。獲得有關當局批准後，該項儲備可用作抵銷累計虧損及增加股本。

##### (iii) 其他資本儲備

其他資本儲備包括本集團自非控股權益增購附屬公司權益代價的差額及所收購附屬公司股份面值與本集團所發行作為交易代價的股份面值的差額。

##### (iv) 匯兌儲備

匯兌儲備包括換算海外業務財務報表而產生的所有外匯差額，換算依據附註1(aa)所載之會計政策進行。

##### (v) 以股份支付的酬金儲備

以股份支付的酬金儲備指附註31所列與按購股權計劃授出的購股權有關服務的公平值。

##### (vi) 物業重新估值儲備

於2012年，賬面值人民幣14,800,000元的物業、廠房及設備轉至投資物業。賬面值人民幣14,800,000元與賬面淨值人民幣8,321,000元之差額直接於權益中確認為物業重新估值儲備。

**33 CAPITAL, RESERVES AND DIVIDENDS  
(continued)**

**(b) Reserves (continued)**

**(vii) Hedging reserve**

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policy adopted for cash flow hedges in note 1(i).

**(viii) Fair value reserve (non-recycling)**

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period (see note 1(g)(i)).

**(ix) Distributability of reserves**

At 31 December 2021, the aggregate amounts of the Company's reserves available for distribution to equity shareholders of the Company at 31 December 2021 was RMB217,744,000 (2020: RMB719,089,000).

The Company relies on distributions or advances from its subsidiaries to pay any dividends. The ability of these subsidiaries to make distributions to the Company and the Company's ability to receive distributions are subject to applicable legal and other restrictions, including but not limited to restrictions on payment of dividends by PRC subsidiaries to non-PRC shareholders out of the PRC. These restrictions may impact the payment of distributions from the subsidiaries to the Company.

**33 資本、儲備及股息 (續)**

**(b) 儲備 (續)**

**(vii) 對沖儲備**

按照附註1(i)所載就現金流量對沖採納的會計政策，對沖儲備包括於現金流量對沖中用作有待其後確認對沖現金流量之對沖工具之公平值累計淨變動之有效部分。

**(viii) 公平值儲備 (不可轉回)**

公平值儲備(不可轉回)包括香港財務報告準則第9號在報告期末持有的指定為按公平值計入其他全面收益的股本投資的公平值累計淨變動(見附註1(g)(i))。

**(ix) 可供分派儲備**

於2021年12月31日，可向本公司於2021年12月31日的權益持有人分派的本公司儲備合計人民幣217,744,000元(2020年：人民幣719,089,000元)。

本公司依賴附屬公司的分派或墊款支付任何股息。該等附屬公司能否向本公司作出分派及本公司能否收取分派，均受適用法例及其他限制條文規限，包括(但不限於)中國附屬公司向於中國境外的非中國股東派付股息的限制。上述限制或會影響附屬公司向本公司作出分派。

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

##### (c) Dividends

##### (i) Dividends payable to equity shareholders of the Company attributable to the year

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Interim dividend declared and paid of HK\$14.75 cents (equivalent to RMB12.27 cents) per ordinary share (2020: HK\$11.0 cents)	364,168	279,157
Final dividend proposed after the end of the reporting period of HK\$2.70 cents (equivalent to RMB2.21 cents) per ordinary share (2020: HK\$26.80 cents)	65,433	668,979

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

於報告期末後建議分派的末期股息尚未在報告期末確認為負債。

##### (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year, approved and paid during the year, of HK\$26.80 cents (equivalent to RMB22.65 cents) per ordinary share (2020: HK\$30.1 cents)	663,039	779,430

##### (ii) 應付本公司權益持有人過往財政年度應佔(於年內批准並派付)的股息

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (c) Dividends (continued)

##### (iii) Distribution in specie

On 31 May 2021 (the "Distribution Date"), in connection with the listing of Central China Management Company Limited (the "CCMGT"), the Company's then wholly-owned subsidiary, on the Main Board of The Stock Exchange of Hong Kong Limited, the entire issued share capital of CCMGT was distributed to the then existing shareholders of the Company. Since then, CCMGT became a fellow subsidiary of the Company, which was no longer consolidated by the Group, and both the Company and CCMGT are ultimately controlled by Mr. Wu Po Sum before and after the distribution. A distribution in specie to shareholders of RMB1,317 million was recognised, which represented the carrying value of net assets of CCMGT attributable to the owners of the Company as at the Distribution Date.

Details of net assets of CCMGT at the Distribution Date are set out below:

		RMB'000 人民幣千元
Total assets	總資產	1,927,501
Total liabilities	總負債	(610,980)
Total identifiable net assets distributed as at the Distribution Date	於分派日期已分派的可識別資產淨值總額	1,316,521
Cash and cash equivalents of CCMGT as at the Distribution Date	中原建業於分派日期的現金及現金等價物	(1,307,290)

### 33 資本、儲備及股息 (續)

#### (c) 股息 (續)

##### (iii) 實物分派

於2021年5月31日(「分派日期」)，就中原建業有限公司(「中原建業」，本公司當時之全資附屬公司)於香港聯合交易所有限公司主板上市而言，中原建業之全部已發行股本已分派予本公司當時之現有股東。自此，中原建業成為本公司之同系附屬公司，不再由本集團綜合入賬，且本公司及中原建業於分派前後均由胡葆森先生最終控制。向股東作出實物分派人民幣1,317百萬元已獲確認，有關金額為於分派日期本公司擁有人應佔之中原建業資產賬面淨值。

中原建業於分派日期之資產淨值詳情載列如下：

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

##### (d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher equity shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of gearing ratio. This ratio is calculated as net debt divided by total equity of the Group. Net debt is calculated as total bank and other loans, senior notes and corporate bonds less cash and cash equivalents and restricted bank deposits.

#### 33 資本、儲備及股息 (續)

##### (d) 資本管理

本集團管理資金的主要目標是確保本集團有能力持續經營，通過控制產品及服務定價風險及按合理成本取得融資，持續為權益持有人提供回報及讓其他持份者獲利。

本集團主動定期檢討及管理資本架構，為權益持有人爭取更高回報（可能導致借貸水平上升）的同時，亦平衡穩固資本狀況可獲得的優勢及保障，並按經濟狀況變化調整資本架構。

本集團按負債比率監控資本架構，與業內慣例一致。該比率為債項淨額除以本集團權益總額。債項淨額為銀行借款及其他借款、優先票據及公司債券總額減現金及現金等價物及受限制銀行存款。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (d) Capital management (continued)

The gearing ratio at 31 December 2021 and 2020 was as follows:

### 33 資本、儲備及股息 (續)

#### (d) 資本管理 (續)

於2021年及2020年12月31日，負債比率如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Current liabilities	流動負債		
– Bank loans	– 銀行借款	2,399,050	3,612,904
– Other loans	– 其他借款	1,201,760	1,443,900
– Senior notes	– 優先票據	3,160,096	7,201,463
– Corporate Bonds	– 公司債券	–	2,999,970
		<b>6,760,906</b>	15,258,237
Non-current liabilities	非流動負債		
– Bank loans	– 銀行借款	2,550,565	1,888,125
– Other loans	– 其他借款	320,000	1,163,000
– Senior notes	– 優先票據	12,308,542	12,994,360
		<b>15,179,107</b>	16,045,485
Total debt	總債項	<b>21,940,013</b>	31,303,722
Less:	減：		
– Cash and cash equivalents	– 現金及現金等價物	(5,901,642)	(22,618,964)
– Restricted bank deposits	– 受限制銀行存款	(3,946,166)	(6,707,913)
<b>Adjusted net debt</b>	<b>已調整債項淨額</b>	<b>12,092,205</b>	1,976,845
Total equity	權益總額	<b>12,743,321</b>	14,582,035
<b>Adjusted capital</b>	<b>已調整資本</b>	<b>12,743,321</b>	14,582,035
<b>Adjusted net debt-to-capital ratio</b>	<b>已調整債項淨額資本比率</b>	<b>94.9%</b>	13.6%

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (e) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### Company

		Share capital	Share premium	Other capital reserve	Exchange reserve	Share-based compensation reserve	Retained profits/accumulated losses	Total
		股本	股份溢價	其他資本儲備	匯兌儲備	以股份支付的酬金儲備	保留溢利/累計虧損	合計
		(Note 33(a))	(Note 33(b)(i))	(Note 33(b)(iii))	(Note 33(b)(iv))	(Note 33(b)(v))		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2020	於2020年1月1日的結餘	240,662	2,509,280	-	33,835	127,962	(1,631,167)	1,280,572
<b>Changes in equity for 2020:</b>	<b>2020年之權益變動:</b>							
Profit for the year	年度溢利	-	-	-	-	-	677,782	677,782
Other comprehensive income	其他全面收益	-	-	-	178,443	-	-	178,443
Total comprehensive income	全面收益總額	-	-	-	178,443	-	677,782	856,225
Dividend approved in respect of the previous year	已批准往年股息	-	-	-	-	-	(779,430)	(779,430)
Dividend declared in respect of the current year	已宣派本年股息	-	-	-	-	-	(279,157)	(279,157)
Issuance of restricted shares held for share award schemes (31(c))	發行就股份獎勵計劃持有的受限制股份(31(c))	9,089	-	(9,089)	-	-	-	-
Shares issued under share option scheme	根據購股權計劃發行股份	8,444	221,781	-	-	(53,473)	-	176,752
Equity settled share-based payment	以權益結算的股份支付款項	-	-	-	-	29,737	-	29,737
		17,533	221,781	(9,089)	-	(23,736)	(1,058,587)	(852,098)
Balance at 31 December 2020	於2020年12月31日的結餘	258,195	2,731,061	(9,089)	212,278	104,226	(2,011,972)	1,284,699

### 33 資本、儲備及股息 (續)

#### (e) 權益成分的變動

本集團綜合權益各成分之期初及期末結餘之對賬載於綜合權益變動表。本公司各權益成分年初與年末變動詳情載列如下：

#### 本公司



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 33 CAPITAL, RESERVES AND DIVIDENDS (continued)

#### (e) Movements in components of equity (continued)

Company (continued)

### 33 資本、儲備及股息 (續)

#### (e) 權益成分的變動 (續)

本公司 (續)

		Share capital	Share premium	Other capital reserve	Exchange reserve	Share-based compensation reserve	Retained profits/accumulated losses	Total
		股本	股份溢價	其他資本儲備	匯兌儲備	以股份支付的酬金儲備	保留溢利/累計虧損	合計
		(Note 33(a))	(Note 33 (b)(i))	(Note 33(b) (ii))	(Note 33 (b)(iv))	(Note 33 (b)(v))		
		(附註33(a))	(附註33(b)(i))	(附註33(b)(ii))	(附註33(b)(iv))	(附註33(b)(v))		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2021	於2021年1月1日的結餘	258,195	2,731,061	(9,089)	212,278	104,226	(2,011,972)	1,284,699
<b>Changes in equity for 2021:</b>	<b>2021年之權益變動:</b>							
Profit for the year	年度溢利	-	-	-	-	-	271,696	271,696
Other comprehensive income	其他全面收益	-	-	-	(28,657)	-	-	(28,657)
Total comprehensive income	全面收益總額	-	-	-	(28,657)	-	271,696	243,039
Dividend approved in respect of the previous year	已批准往年股息	-	-	-	-	-	(663,039)	(663,039)
Dividend declared in respect of the current year	已宣派本年股息	-	-	-	-	-	(364,168)	(364,168)
Restricted shares granted and subscribed under share award schemes (31(c))	根據股份獎勵計劃授出及認購的受限制股份(31(c))	-	180,802	(180,802)	-	-	-	-
Repurchase and cancellation of ordinary shares	購回及註銷普通股	(246)	(2,305)	-	-	-	-	(2,551)
Shares issued under share option scheme	根據購股權計劃發行股份	2,169	77,407	-	-	(20,678)	-	58,898
Equity settled share-based payment	以權益結算的股份支付款項	-	-	-	-	33,883	(1,738)	32,145
		1,923	255,904	(180,802)	-	13,205	(1,028,945)	(938,715)
Balance at 31 December 2021	於2021年12月31日之結餘	260,118	2,986,965	(189,891)	183,621	117,431	(2,769,221)	589,023

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to interest rate, credit, liquidity and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

##### (a) Interest rate risk

The Group's interest rate risk arises primarily from bank loans and other borrowings. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

		2021 2021年		2020 2020年	
		Effective interest rate 實際利率	RMB'000 人民幣千元	Effective interest rate 實際利率	RMB'000 人民幣千元
		%	%	%	%
Fixed rate borrowings	固定利率借款				
Bank loan	銀行借款	5.2%-8.6%	1,330,580	2.8%-9.3%	1,454,631
Other loan	其他借款	8.9%-10.5%	1,521,760	5.8%-16.0%	2,606,900
Senior notes	優先票據	6.5%-7.9%	15,468,638	6.9%-9.0%	20,195,823
Corporate Bonds	公司債券	-	-	6.3%-7.5%	2,999,970
			<b>18,320,978</b>		<b>27,257,324</b>
Variable rate borrowings	浮息借款				
Bank loan	銀行借款	4.5%-7.0%	3,619,035	4.8%-7.6%	4,046,398
			<b>3,619,035</b>		<b>4,046,398</b>
Total net borrowings	借款淨額總額		<b>21,940,013</b>		<b>31,303,722</b>
Fixed rate borrowings as a percentage of total borrowings	固定利率借款佔借款總額百分比		<b>84%</b>		<b>87%</b>

#### 34 財務風險管理及公平值

本集團的日常業務過程涉及利率、信貸、流動資金及外匯風險。本集團亦須面對因於其他實體之權益投資及自身權益股份價格之變動而產生之股本價格風險。

下述為本集團面對的該等風險及本集團用以管理該等風險的財務風險管理政策及慣例。

##### (a) 利率風險

本集團的利率風險主要來自銀行借款及其他借款。以浮動利率及固定利率計息的借款分別使本集團面臨現金流量利率風險及公平值利率風險。

下表詳載本集團於報告期末的借款利率的情況。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (a) Interest rate risk (continued)

##### (i) Sensitivity analysis

At 31 December 2021, it is estimated that a general increase of 100 basis points in interest rates, with all other variables held constant, would decrease the Group's profit and total equity by approximately RMB27,143,000 (2020: RMB30,975,000).

The analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date.

#### (b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables and contract assets. The Group's exposure to credit risk arising from restricted bank deposits, cash and cash equivalents, bills receivable and derivative financial assets is limited because the counterparties are banks and financial institutions with sound credit rating for which the Group considers to have low credit risk.

Except for the financial guarantees given by the Group as set out in note 36, the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 36. The maximum exposure to other credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance. There is no significant concentration of credit risk within the Group.

### 34 財務風險管理及公平值 (續)

#### (a) 利率風險 (續)

##### (i) 敏感度分析

於2021年12月31日，估計利率普遍上升100個基點，而所有其他變數維持不變，將導致本集團溢利及總權益減少約人民幣27,143,000元（2020年：人民幣30,975,000元）。

上述分析乃假設利率變動已於報告期末發生並已將該變動運用於當日已經存在的金融工具的利率風險後釐定。

#### (b) 信貸風險

信貸風險是指交易對方不履行合約義務而導致本集團經濟損失的風險。本集團的信貸風險主要來自於貿易及其他應收款項以及合約資產。本集團因受限制銀行存款、現金及現金等價物、應收票據以及衍生金融資產而產生的信貸風險有限，乃因對手方均為具備良好信貸評級的銀行及金融機構，就此本集團認為信貸風險乃為低。

除本集團所作出之財務擔保（如附註36所述）外，本集團並無提供任何其他擔保而導致本集團承擔任何信貸風險。於報告期末，與該等財務擔保有關的最大信貸風險敞口於附註36披露。其他信貸風險的最大敞口乃於財務狀況表內按各項金融資產扣除任何減值撥備後的賬面值列示。本集團並無重大集中信貸風險。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Credit risk (continued)

##### (i) Trade receivables and contract assets

There is no significant concentration of credit risk within the Group. Trade receivables are due upon the date of billing. In respect of trade receivables of mortgage sales, no credit terms will be granted to the buyers. The Group normally arranges bank financing for buyers of properties up to 70% of the total purchase price of the property and provides guarantee to secure repayment obligations of such buyers. The Group's guarantee periods commence from the dates of grants of relevant mortgage loans and end upon completion of construction and the mortgage registration documents are delivered to the relevant banks after the issue of the building ownership certificate.

If there is default in payments by these buyers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interests and penalties owed by the defaulted buyers to banks. Under such circumstances, the Group is able to retain the customer's deposit, take over the ownerships of relevant properties and sell the properties to recover any amounts paid by the Group to the banks since the Group has not applied for individual building ownership certificates for these purchasers until full payment are received. Sales and marketing staff of the Group is delegated to determine credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

### 34 財務風險管理及公平值 (續)

#### (b) 信貸風險 (續)

##### (i) 貿易應收款項及合約資產

本集團並無重大集中信貸風險。貿易應收款項於發票日期到期。對於按揭銷售的貿易應收賬款，買家不會獲授信貸期。本集團一般為物業買家安排不超過物業總購買價70%的銀行融資並為該買家提供償還責任擔保。本集團的擔保期自相關按揭貸款授出日期開始，於物業竣工及房屋產權證發出後按揭登記文件遞交予有關銀行後屆滿。

倘買家拖欠付款，本集團須向銀行償還有關買家未付的按揭貸款與任何應計利息以及買家拖欠銀行的任何罰金。在此情況下，由於本集團於悉數收取款項前並無為該等買家申請個人物業產權證，故本集團可保留買家的訂金、收回相關物業所有權並出售物業，以抵銷本集團向銀行支付的任何款項。本集團的銷售及市場推廣人員獲授權負責釐定信貸限額、信貸審批及其他監控程序，確保採取跟進行動收回過期債項。

本集團按相當於全期預期信貸虧損的金額（使用撥備矩陣計算）以計量貿易應收款項及合約資產虧損撥備。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部存在重大差異的虧損型態，故按逾期狀態計算的虧損撥備並無在本集團不同各戶群間進一步區分。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Credit risk (continued)

##### (i) Trade receivables and contract assets (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and contract assets:

		2021 2021年	
	Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due) and 1 – 90 days past due	即期 (未逾期) 及逾期 1至90日	3.9%	78,987
91 – 180 days past due	逾期91至180日	9.1%	28,066
181 – 365 days past due	逾期181至365日	24.4%	25,819
More than 365 days past due	逾期超過365日	41.3%	6,218
			<b>139,090</b>
			<b>14,484</b>

		2020 2020年	
	Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due) and 1 – 90 days past due	即期 (未逾期) 及逾期 1至90日	3.6%	408,325
91 – 180 days past due	逾期91至180日	6.8%	38,147
181 – 365 days past due	逾期181至365日	23.2%	27,670
More than 365 days past due	逾期超過365日	41.3%	15,130
			<b>489,272</b>
			<b>29,962</b>

### 34 財務風險管理及公平值 (續)

#### (b) 信貸風險 (續)

##### (i) 貿易應收款項及合約資產 (續)

下表提供有關本集團所面臨的信貸風險以及貿易應收款項及合約資產的預期信貸虧損的資料：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Credit risk (continued)

##### (i) Trade receivables and contract assets (continued)

Expected loss rates are based on actual loss experience over the past years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

Movement in the loss allowance account in respect of trade receivables and contract assets during the year is as follows:

### 34 財務風險管理及公平值 (續)

#### (b) 信貸風險 (續)

##### (i) 貿易應收款項及合約資產 (續)

預期虧損率乃根據過往年度的實際虧損經驗計算。該等比例乃經調整，以反映歷史數據收集期間的經濟狀況、當前的經濟狀況與本集團對應收款項預期年期內的經濟狀況的觀點三者之間的差異。

既無逾期亦無減值的應收款項與諸多客戶有關，就此，並無近期違約記錄。

已逾期但未減值的應收款項與多名在本集團擁有良好往績記錄的獨立客戶有關。根據過往經驗，管理層認為，因信貸質量尚無重大變動及結餘仍視作可悉數收回，故此等結餘而言毋需減值撥備。

有關本年度貿易應收款項及合約資產的虧損撥備賬目的變動如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	29,962	11,405
Impairment losses recognised during the year	年內確認的減值虧損	14,877	18,557
Disposals of subsidiaries	出售附屬公司	(30,355)	-
Balance at 31 December	於12月31日的結餘	14,484	29,962

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

##### (b) Credit risk (continued)

###### (ii) Credit risk arising from other receivables

In respect of amounts due from associates and joint ventures, the Group assesses and closely monitors their financial conditions and profitability to manage their credit risk.

In respect of other receivables due from third parties, the Group monitors the exposures and manages them based on historical settlement records and past experience, current conditions and forecasts of future economic conditions.

At each reporting date, the Group measures the expected credit losses of other debtors in following ways:

If, at the reporting date, the credit risk on other receivable has not increased significantly since initial recognition, the Group measures the loss allowance for other receivable at an amount equal to 12-month expected credit loss. The Group measures the loss allowance for other receivables at an amount equal to the lifetime expected credit loss if the credit risk on other receivable has increased significantly since initial recognition and no impairment loss has occurred. The Group measures the loss allowance for other receivables at an amount equal to the lifetime expected credit loss if impairment losses has occurred since initial recognition.

#### 34 財務風險管理及公平值 (續)

##### (b) 信貸風險 (續)

###### (ii) 其他應收款項產生的信貸風險

就應收聯營公司及合營企業款項而言，本集團評估及密切監察其財務狀況及盈利能力，以管理其信貸風險。

就應收第三方之其他款項而言，本集團根據過往結算記錄及過往經驗、現時狀況及未來經濟狀況預測監察及管理該等風險。

本集團於各報告日期以下列方式計量其他應收款項的預期信貸虧損：

倘於報告日期，其他應收款項的信貸風險自初始確認以來並無大幅增加，則本集團按相等於十二個月的預期信貸虧損金額計量其他應收款項的虧損撥備。倘其他應收款項的信貸風險自初始確認以來大幅增加，且並無發生任何減值虧損，則本集團按相等於全期預期信貸虧損的金額計量其他應收款項的虧損撥備。倘自初始確認以來已發生減值虧損，則本集團按相等於全期預期信貸虧損的金額計量其他應收款項的虧損撥備。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Credit risk (continued)

##### (ii) Credit risk arising from other receivables (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for other receivables:

### 34 財務風險管理及公平值 (續)

#### (b) 信貸風險 (續)

##### (ii) 其他應收款項產生的信貸風險 (續)

下表提供本集團其他應收款項的信貸風險及預期信貸虧損的資料：

		2021 2021年	
		Gross carrying amount	Expected credit loss allowance
		賬面總額	預期信貸虧損撥備
		RMB'000	RMB'000
		人民幣千元	人民幣千元
For other receivable that the credit risk has not increased significantly since initial recognition	信貸風險自初始確認以來並無大幅增加的其他應收款項	3,774,920	30,199
For other receivable that the credit risk has increased significantly since initial recognition but not credit impaired	信貸風險自初始確認以來已大幅增加，但並無產生信貸減值的其他應收款項	2,177,266	329,069
For other receivable that is credit impaired since initial recognition	自初始確認以來已產生信貸減值的其他應收款項	335,753	335,753



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (b) Credit risk (continued)

##### (ii) Credit risk arising from other receivables (continued)

### 34 財務風險管理及公平值 (續)

#### (b) 信貸風險 (續)

##### (ii) 其他應收款項產生的信貸風險 (續)

		2020 2020年	
		Gross carrying amount	Expected credit loss allowance
		賬面總額 RMB'000 人民幣千元	預期信貸 虧損撥備 RMB'000 人民幣千元
For other receivable that the credit risk has not increased significantly since initial recognition	信貸風險自初始確認以來並無大幅增加的其他應收款項	3,259,432	17,601
For other receivable that the credit risk has increased significantly since initial recognition but not credit impaired	信貸風險自初始確認以來已大幅增加，但並無產生信貸減值的其他應收款項	1,797,682	131,339
For other receivable that is credit impaired since initial recognition	自初始確認以來已產生信貸減值的其他應收款項	345,954	345,954

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

##### (b) Credit risk (continued)

###### (ii) Credit risk arising from other receivables (continued)

Expected loss rates are based on historical loss experience. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of other receivables during the year is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	494,894	258,297
Impairment losses written off during the year	年內撇銷的減值虧損	(10,201)	(18,339)
Impairment losses recognised during the year	年內確認的減值虧損	211,646	254,936
Disposals of subsidiaries	出售附屬公司	(1,318)	-
Balance at 31 December	於12月31日的結餘	695,021	494,894

#### 34 財務風險管理及公平值 (續)

##### (b) 信貸風險 (續)

###### (ii) 其他應收款項產生的信貸風險 (續)

預期虧損率乃根據過往虧損經驗計算。該等比例乃經調整，以反映歷史數據收集期間的經濟狀況、當前的經濟狀況與本集團對應收款項預期年期內的經濟狀況的觀點三者之間的差異。

年內其他應收款項的虧損撥備賬目變動如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (c) Liquidity risk

The Group's management reviews the liquidity position of the Group on an ongoing basis, including review of the expected cash inflows and outflows, sale/pre-sale results of respective property projects, maturity of loans and borrowings and the progress of the planned property development projects in order to monitor the Group's liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computing using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

### 34 財務風險管理及公平值 (續)

#### (c) 流動資金風險

本集團管理層持續檢討本集團流動資金狀況，包括預期現金流入及流出、各物業項目的銷售／預售業績、貸款及借貸到期情況與物業開發項目計劃進度，以監控本集團的短期及長期流動資金需求。

下表詳列按訂約未貼現現金流量（包括按合約利率或（倘為浮息）報告期末當時的利率計算的利息付款）及本集團須付款的最早日所釐定於報告期末本集團金融負債的剩餘合約期。

		2021 2021年					
		Contractual undiscounted cash flow 訂約未貼現現金流量					
		Within 1 year or on demand 一年內 或要求時 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年後 但兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年後 但五年內 RMB'000 人民幣千元	More than 5 years 五年後 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Bank loans	銀行借款	2,544,349	1,144,092	1,564,244	220,217	5,472,902	4,949,615
Other loans	其他借款	1,313,882	350,900	1,300	-	1,666,082	1,521,760
Senior notes	優先票據	4,121,389	6,366,681	5,245,431	-	15,733,501	15,468,638
Trade and other payables	貿易及其他應付款項	47,679,276	4,083,250	2,977,838	-	54,740,364	54,740,364
Lease liabilities	租賃負債	109,170	95,920	178,748	351,134	734,972	495,724
		55,768,066	12,040,843	9,967,561	571,351	78,347,821	77,176,101
Financial guarantees issued:	已發行財務保證：						
- Maximum amount guaranteed (note 36)	- 保證最高金額 (附註36)	63,068,083	-	-	-	63,068,083	-

## Notes to the Financial Statements (Continued)

### 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

#### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

##### (c) Liquidity risk (continued)

#### 34 財務風險管理及公平值 (續)

##### (c) 流動資金風險 (續)

		2020 2020年					
		Contractual undiscounted cash flow 訂約未貼現現金流量					
		Within 1 year or on demand 一年內 或要求時 RMB'000 人民幣千元	More than 1 year but less than 2 years 一年後 但兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 兩年後 但五年內 RMB'000 人民幣千元	More than 5 years 五年後 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Bank loans	銀行借款	3,812,966	796,135	1,032,656	350,239	5,991,996	5,501,029
Other loans	其他借款	1,578,605	1,277,159	-	-	2,855,764	2,606,900
Senior notes	優先票據	8,818,973	3,035,045	12,523,182	-	24,377,200	20,195,823
Corporate bonds	公司債券	3,093,058	-	-	-	3,093,058	2,999,970
Trade and other payables	貿易及其他應付款項	44,960,519	5,419,030	348,876	-	50,728,425	50,728,425
Lease liabilities	租賃負債	137,823	134,342	334,305	796,812	1,403,282	886,978
		62,401,944	10,661,711	14,239,019	1,147,051	88,449,725	82,919,125
Financial guarantees issued:	已發行財務保證：						
- Maximum amount guaranteed (note 36)	- 保證最高金額 (附註36)	51,423,141	-	-	-	51,423,141	-

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (d) Currency risk

The Group is exposed to currency risk primarily through bank deposits, senior notes and bank loans that are denominated in a currency other than the functional currency of the operations to which they related. The currencies giving rise to this risk are primarily United States Dollars and Singapore Dollars.

The following table details the Group's exposure at 31 December 2021 to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

		2021 2021年		2020 2020年	
		Singapore Dollars 新加坡元 '000 千元	United States Dollars 美元 '000 千元	Singapore Dollars 新加坡元 '000 千元	United States Dollars 美元 '000 千元
Cash and cash equivalents	現金及現金等價物	13	6,470	13	531,158
Senior notes	優先票據	-	(2,425,601)	-	(3,075,779)
Bank loans	銀行借款	-	-	-	(38,216)
Gross exposure arising from recognised assets and liabilities and overall net exposure	已確認資產及負債產生的風險總額及淨風險合計	13	(2,419,131)	13	(2,582,837)

### 34 財務風險管理及公平值 (續)

#### (d) 貨幣風險

本集團的主要貨幣風險來自按相關業務功能貨幣以外的貨幣計值的銀行存款、優先票據及銀行貸款。構成風險的主要貨幣是美元及新加坡元。

下表所列為2021年12月31日本集團按相關實體功能貨幣以外的貨幣計值的已確認資產或負債的貨幣風險。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(continued)*

#### (d) Currency risk *(continued)*

A reasonably possible increase/decrease of 5% (2020: 5%) in the foreign exchange rate of Hong Kong Dollars against Singapore Dollars and United States Dollars would increase/decrease the Group's profit after tax and total equity by RMB6,013,727 (2020: RMB6,612,496). As Hong Kong Dollars are pegged to United States Dollars, the movement of exchange rate of Hong Kong Dollars against United States Dollars is considered insignificant.

The above analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2020.

### 34 財務風險管理及公平值 *(續)*

#### (d) 貨幣風險 *(續)*

港元兌新加坡元及美元匯率可能合理上升／下跌5%（2020年：5%），將使本集團的除稅後溢利及權益總額增加／減少人民幣6,013,727元（2020年：人民幣6,612,496元）。由於港元與美元掛鈎，港元兌美元的匯率變動影響並不明顯。

上述分析乃基於假設匯率變動發生於報告期末，且其他所有變量（特別是利率）保持不變作出。分析乃採用2020年同等基準。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (e) Equity price risk

Group is exposed to equity price changes arising from equity investments held for trading and non-trading purposes (see note 18). Other than unquoted securities held for strategic purposes, all of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of Index and other industry indications, as well as the Group's liquidity needs. Listed investments that are not held for trading purposes have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

All of the Group's unquoted investments are held for long term strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plans.

Given that the volatility of the stock markets may not have a direct correlation with the Group's investment portfolio, it is impractical to determine the impact that the changes in stock market indices would have on the Group's portfolio of equity investments.

A reasonably possible increase/decrease of 5% (2020: 5%) in the relevant stock market index (for trading securities), with all other variables held constant, the impact on the Group's profit after tax and total equity is not expected to be material.

### 34 財務風險管理及公平值 (續)

#### (e) 股價風險

本集團須承受持作買賣或非買賣之股權投資所產生之股價變動風險 (見附註18)。除就策略用途持有的未報價證券外，所有該等投資均已上市。

本集團的上市投資在香港聯交所上市。交易性證券買賣乃根據對個別證券的表現相較於相應指數之每日監察及其他行業指標以及本集團之流動資金需求而決定。獲選為非持作買賣之上市投資乃根據其長期增長潛力以及對預測的比較表現之定期監察而作出。根據本集團設立之規限，組合在行業分配方面是多元化的。

本集團所有無報價投資乃就長期策略目標而持有。該等無報價投資之表現根據本集團可獲得之有限資料至少每半年與類似上市實體之表現進行比較評估，並評估該等無報價投資與本集團長期策略計劃之相關性。

鑒於股票市場之變動與本集團的投資組合不可能有直接相關性，釐定股票市場指數變動對本集團權益投資組合之影響是不切實際的。

就相關股票市場指數可能合理上升/下跌5% (2020年: 5%)，而所有其他變數維持不變，預計不會對本集團的除稅後溢利及權益總額造成重大影響。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (f) Fair value measurement

##### (i) Financial assets and liabilities measured at fair value

##### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group has a team headed by the finance controller performing valuations for the financial instruments, mainly the unlisted equity securities. The team reports directly to the chief financial officer and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the chief financial officer.

### 34 財務風險管理及公平值 (續)

#### (f) 公平值計量

##### (i) 以公平值計量的金融資產及負債

##### 公平值層級

下表列示本集團於報告期末按經常性基準計量的金融工具公平值，有關金融工具歸類為香港財務報告準則第13號公平值計量所界定的三個公平值層級。公平值計量所歸類的級別乃參照以下估值方法所用輸入數據的可觀察程度及重要性後釐定：

- 第一級估值：僅採用第一級別輸入數據，即於計量日期相同資產或負債於活躍市場的未經調整報價計量公平值
- 第二級估值：採用第二級別輸入數據，即未能符合第一級別的可觀察輸入數據計量公平值，且並不採用重大不可觀察輸入數據。不可觀察輸入數據指未有相關市場數據者
- 第三級估值：採用重大不可觀察輸入數據計量公平值

本集團成立由財務總監帶領的團隊對金融工具（主要為非上市權益證券）進行估值。該團隊直接向首席財務官及審核委員會報告。該團隊於每中期及年度報告日期編製有關分析公平值計量變動的估值報告，並由首席財務官審核及批准。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (f) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

Fair value hierarchy (continued)

### 34 財務風險管理及公平值 (續)

#### (f) 公平值計量 (續)

##### (i) 以公平值計量的金融資產及負債 (續)

公平值層級 (續)

		Fair value measurements as at 31 December 2021 categorised into 於2021年12月31日之公平值計量歸類為			
		Fair value at 31 December 2021 於2021年12月31日之公平值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
<b>Recurring fair value measurements</b>	<b>經常性公平值計量</b>				
<i>Financial assets:</i>	<i>金融資產:</i>				
Trading securities:	交易性證券:				
– Listed equity securities in Hong Kong	– 香港上市權益證券	53,647	53,647	–	–
Other financial assets:	其他金融資產:				
– Non-trading listed equity securities	– 非交易性上市權益證券	20,963	20,963	–	–
– Unlisted equity securities	– 非上市權益證券	651,086	–	–	651,086
Derivative financial instruments:	衍生金融工具:				
– Redemption call options embedded in senior notes	– 贖回優先票據認購期權	17,963	–	17,963	–
<i>Financial liabilities:</i>	<i>金融負債:</i>				
Derivative financial instruments:	衍生金融工具:				
– Foreign exchange rate swap contract	– 外匯匯率掉期合約	–	–	–	–
– Foreign exchange option	– 外匯期權	–	–	–	–
– Foreign exchange forward contracts	– 外匯遠期合約	–	–	–	–

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (f) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

Fair value hierarchy (continued)

### 34 財務風險管理及公平值 (續)

#### (f) 公平值計量 (續)

##### (i) 以公平值計量的金融資產及負債 (續)

公平值層級 (續)

Fair value measurements as at 31 December 2020 categorised into 於2020年12月31日之公平值計量歸類為

		Fair value at 31 December 2020 於2020年12月31日之公平值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
<b>Recurring fair value measurements</b>	<b>經常性公平值計量</b>				
<i>Financial assets:</i>	<i>金融資產:</i>				
Trading securities:	交易性證券:				
- Listed equity securities in Hong Kong	- 香港上市權益證券	62,059	62,059	-	-
Other financial assets:	其他金融資產:				
- Non-trading listed equity securities	- 非交易性上市權益證券	89,723	89,723	-	-
- Unlisted equity securities	- 非上市權益證券	477,686	-	-	477,686
Derivative financial instruments:	衍生金融工具:				
- Redemption call options embedded in senior notes	- 贖回優先票據認購期權	35,186	-	35,186	-
<i>Financial liabilities:</i>	<i>金融負債:</i>				
Derivative financial instruments:	衍生金融工具:				
- Foreign exchange rate swap contract	- 外匯匯率掉期合約	77,473	-	77,473	-
- Foreign exchange option	- 外匯期權	68,348	-	68,348	-
- Foreign exchange forward contracts	- 外匯遠期合約	333,073	-	333,073	-

During the years ended 31 December 2020 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於截至2020年及2021年12月31日止年度，第一級與第二級之間並無轉撥，亦無轉撥入第三級或自第三級轉撥出。本集團之政策為於轉撥發生之報告期末確認各公平值層級之間的轉撥。

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES *(continued)*

#### (f) Fair value measurement *(continued)*

##### (i) *Financial assets and liabilities measured at fair value (continued)*

###### *Valuation techniques and inputs used in Level 2 fair value measurements*

The fair value of redemption call options in Level 2 are determined by assessing the difference between the fair value of the senior notes by quoted price and the pure bond value.

The fair value of foreign exchange forward contracts and foreign exchange rate swap contract in Level 2 are determined by discounting the contractual forward price and deducting the current spot rate. The discount rate used is derived from the relevant interest rate swap and cross currency basis swap yield curve as at the end of the reporting period plus an adequate credit spread.

The fair value of interest rate swaps is the estimated amount that the Group would receive or pay to terminate the swap at the end of the reporting period, taking into account current interest rates and the current creditworthiness of the swap counterparties.

For Level 2 financial assets at FVPL, fair values are generally obtained through the use of valuation methodologies with observable market inputs or by reference to recent transaction prices.

### 34 財務風險管理及公平值 *(續)*

#### (f) 公平值計量 *(續)*

##### (i) 以公平值計量的金融資產及負債 *(續)*

###### *於第二級公平值計量採用之估值方法及輸入數據*

於第二級贖回認購期權的公平值，乃評估優先票據按報價計算的公平值與純債券價值之間差額後釐定。

第二級外匯遠期合約及外匯匯率掉期合約之公平值乃由合約遠期價格貼現及扣除現行即期匯率後釐定。使用的貼現率為報告期末相關利率掉期及貨幣掉期交易收益率曲線加上足夠的信貸息差而得出。

利率掉期的公平值是指本集團於報告期末，經考慮當前利率及掉期對手方的當前信貸狀況，將收取或支付以終掉期的估計金額。

就第二級以公平值計量且其變動計入當期損益的金融資產而言，公平值一般透過使用估值方法（具有可觀察市場輸入數據）或參考最近交易價格得出。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (f) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

##### Information about Level 3 fair value measurements

The fair value of unlisted equity instruments is determined by reference to the net asset value of these investments.

The movement during the period in the balance of Level 3 fair value measurements is as follows:

		2021 2021年 RMB'000 人民幣千元
Unlisted equity securities: At 1 January	非上市權益投資： 於1月1日	477,686
Net unrealised gains or losses recognised in other comprehensive income during the period	期內於其他全面收益中確認的未變現收益或虧損淨額	173,400
At 31 December	於12月31日	651,086
Total gains or losses for the period included in profit or loss for assets held at the end of the reporting period	報告期末持有的資產的期間總收益或虧損 (計入損益)	-

Any gains or losses arising from the remeasurement of the Group's unlisted equity securities held for strategic purposes are recognised in the fair value reserve (non-recycling) in other comprehensive income. Upon disposal of the equity securities, the amount accumulated in other comprehensive income is transferred directly to retained earnings.

### 34 財務風險管理及公平值 (續)

#### (f) 公平值計量 (續)

##### (i) 以公平值計量的金融資產及負債 (續)

##### 有關第三級公平值計量之資料

非上市權益投資之公平值乃參考該等投資之資產淨值而釐定。

期內於第三級公平值計量結餘的變動情況如下：

本集團為戰略目的持有的未上市權益證券重新計量而產生的任何收益或虧損於其他全面收益中確認為公平值儲備 (不可轉回)。於權益證券出售後，其他全面收益中累計款項直接轉入保留盈利。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 34 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

#### (f) Fair value measurement (continued)

##### (ii) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2020 and 2021.

### 35 COMMITMENTS

#### (a) Capital commitments outstanding at 31 December 2021 not provided for in the financial statements are as follows:

##### Capital commitments for property development

##### 物業發展的資本承擔

- Authorised but not contracted for
- Contracted but not provided for

- 已授權但尚未訂約
- 已訂約但尚未撥備

2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
71,140,158	49,438,965
18,032,775	37,088,271
<b>89,172,933</b>	86,527,236

### 34 財務風險管理及公平值 (續)

#### (f) 公平值計量 (續)

##### (ii) 按公平值以外列值金融工具之公平值

於2020年及2021年12月31日，本集團按攤銷成本列賬的金融工具之賬面值與其公平值均無重大分別。

### 35 承擔

#### (a) 於2021年12月31日，並無於財務報表內撥備的未履行的資本承擔如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 36 FINANCIAL GUARANTEE

#### (a) Guarantees given to financial institutions for mortgage facilities granted to buyers of the Group's and joint ventures' properties

The Group provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by buyers of the Group's and joint ventures' properties. Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these buyers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interests and penalties owed by the defaulted buyers to banks. The Group's guarantee periods commence from the dates of grants of the relevant mortgage loans and end after the buyers obtain the individual property ownership certificate of the property purchased. The amount of guarantees given to banks for mortgage facilities granted to the buyers of the Group's and joint ventures' properties at 31 December 2021 is as follows:

### 36 財務擔保

#### (a) 就向本集團及合營企業物業買家提供按揭貸款向金融機構作出擔保

本集團就若干銀行向本集團及合營企業的物業買方所提供的按揭貸款作出擔保。根據擔保條款，倘該等買家拖欠按揭付款，則本集團須向銀行償還欠付的按揭貸款與任何應計利息及買家拖欠銀行貸款的罰金。本集團的擔保期自相關按揭貸款授出日期開始，於買家獲發所購置物業的個別產權證時屆滿。於2021年12月31日，為本集團及合營企業的物業買家所獲授按揭貸款而向銀行提供的擔保金額如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Guarantees given to banks for mortgage facilities granted to buyers of:	為以下買家所獲按揭貸款向銀行作出的擔保：		
- the Group's properties	- 本集團物業	53,297,798	43,090,654
- the joint ventures' properties (the Group's shared portion)	- 合營企業物業 (本集團分佔部分)	3,248,579	5,131,020
		<b>56,546,377</b>	48,221,674

### 36 FINANCIAL GUARANTEE (continued)

#### (a) Guarantees given to financial institutions for mortgage facilities granted to buyers of the Group's and joint ventures' properties (continued)

The directors do not consider it probable that the Group will sustain a loss under these guarantees during the periods as the Group and the joint ventures have not applied for individual building ownership certificates for these buyers and can take over the ownerships of the related properties and sell the properties to recover any amounts paid by the Group/joint ventures to the banks. The Group and joint ventures have not recognised any deferred income in respect of these guarantees as its fair value is considered to be minimal by the directors. The directors also consider that the fair market value of the underlying properties is able to cover the outstanding mortgage loans generated by the Group and joint ventures in the event the buyers default payments to the banks.

#### (b) Guarantees given to financial institutions for bank loans and other loans granted to joint ventures and associates

The Group provided guarantees to bank loans and other loans of joint ventures and associates amounting to RMB6,521,705,000 at 31 December 2021 (2020: RMB8,332,487,000). The Group closely monitors the repayment progress of the relevant loans by those joint ventures. At the end of the reporting period, the directors do not consider it probable that claims will be made against the Group under these guarantees.

#### (c) Guarantee given to Henan Hongdao and Jiayao Global

On 24 December 2019 and 7 May 2020, the Group entered into two arrangements to provide guarantee to Henan Hongdao and Jiayao Global respectively, the entities controlled by Mr. Wu Po Sum.

### 36 財務擔保 (續)

#### (a) 就向本集團及合營企業物業買家提供按揭貸款向金融機構作出擔保 (續)

由於本集團及合營企業並未就該等買家申請個別房屋產權證，並可接收相關物業擁有權並出售有關物業，以抵銷本集團／合營企業向銀行支付的任何款項，故董事認為本集團不大可能於該等期間因擔保遭受損失。因董事認為該等擔保的公平值極低，故本集團及合營企業並無確認有關該等擔保的任何遞延收入。董事亦認為，倘買家拖欠銀行付款，相關物業的公平市值足夠繳清未償還的本集團及合營企業按揭貸款。

#### (b) 就授予合營企業及聯營公司的銀行借款及其他借款向金融機構作出擔保

本集團於2021年12月31日就合營企業及聯營公司的銀行借款及其他借款人民幣6,521,705,000元（2020年：人民幣8,332,487,000元）提供擔保。本集團密切監察該等合營企業相關借款的還款進度。於報告期末，董事認為本集團不大可能因該等擔保而面臨申索。

#### (c) 向河南弘道及嘉耀（國際）提供擔保

於2019年12月24日及2020年5月7日，本集團分別訂立兩項安排，向由胡葆森先生控制的實體河南弘道及嘉耀（國際）提供擔保。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 36 FINANCIAL GUARANTEE (continued)

#### (c) Guarantee given to Henan Hongdao and Jiayao Global (continued)

In respect of Henan Hongdao's five-year bank loan amounting to RMB500,000,000, with annual guarantee fee at 1% of the principal amount outstanding and Jiayao Global's bonds issued amounting to US\$203,000,000 due in 2021, with annual guarantee fee at 1.5% of the principal amount of the bond, respectively.

During the year ended 31 December 2021, income from the above financial guarantee of RMB12,713,000 was recognised in the consolidated income statement (2020: RMB16,795,000).

### 36 財務擔保 (續)

#### (c) 向河南弘道及嘉耀(國際)提供擔保 (續)

就河南弘道五年期人民幣500,000,000元的銀行貸款而言，年度擔保費用為未償還本金的1%，而就嘉耀(國際)203,000,000美元的已發行債券而言，其於2021年到期，年度擔保費用為債券本金的1.5%。

截至2021年12月31日止年度，上述財務擔保收入人民幣12,713,000元(2020年：人民幣16,795,000元)已於綜合收益表內確認。

### 37 MATERIAL RELATED PARTY TRANSACTIONS

#### (a) Related party transactions

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, major related party transactions entered by the Group during the year ended 31 December 2021 are as follows:

### 37 重大關聯交易

#### (a) 關聯交易

除綜合財務報表其他部分所披露的交易及結餘外，截至2021年12月31日止年度，本集團訂立之主要關聯交易如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Project management service income from joint ventures or associates	來自合營企業或聯營公司的項目管理服務收入	2,533	84,981
License fee from entities controlled by the ultimate controlling shareholder	來自最終控股股東所控制實體的許可費	8,750	-
Interest income from joint ventures and entities controlled by the ultimate controlling shareholder	來自合營企業及最終控股股東控制實體的利息收入	75,761	88,593
Receiving services from entities controlled by the ultimate controlling shareholder	自最終控股股東控制實體接收服務	(2,320,138)	(1,400,129)
Rental income from entities jointly controlled by a close family member of the ultimate controlling shareholder	來自自由最終控股股東的一名近親共同控制實體的租金收入	6,003	7,936
Hotel and other miscellaneous income from entities controlled by the ultimate controlling shareholder	自最終控股股東控制實體的酒店及其他雜項收入	17,969	11,586



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 37 MATERIAL RELATED PARTY TRANSACTIONS (continued)

#### (a) Related party transactions (continued)

Notes:

- (i) On 13 May 2021, the Group and CCMGT entered into a license agreement (the "Trademark Licensing Agreement") in respect of "建業" ("Jianye") and related trademarks for an initial term of ten years after the listing date. Pursuant to the license agreement, the Group charged licensing fees since 31 May 2021, the listing date of the company in the following manner: (i) for the first three years: RMB15,000,000 per annum; (ii) for the fourth to sixth year: RMB20,000,000 per annum; (iii) for the seventh to tenth year: RMB25,000,000 per annum, if applicable, calculated on a pro-rated basis for less than an entire calendar year. Neither the Group nor CCMGT has the right to unilaterally terminate the Trademark Licensing Agreement.

For the year ended 31 December 2021, the Group has recorded licensing revenue of RMB8,750,000 (2020: RMB Nil) pursuant to the license agreement, which was included in "other revenue" in the consolidated statement of profit or loss. The abovementioned licensing income has not been received as at 31 December 2021.

- (ii) The amounts represent interest income in relation to advances to joint ventures and financial sub-leases to entities controlled by the ultimate controlling shareholder.
- (iii) Central China New Life, an entity controlled by Mr. Wu Po Sum, the ultimate controlling shareholder of the Company, together with its subsidiaries, provides various types of services for the Group, mainly including real estate agency service, consultation and management service, intelligent technology service, membership maintenance and management service, gift package procurement service and other miscellaneous services.
- In connection with the gift package procurement service, Central China New Life also purchased hotel and other miscellaneous services from the Group.
- (iv) Drawin Intelligent Manufacture, an entity controlled by Mr. Wu Po Sum, together with its subsidiaries, provides engineering services for the Group.
- (v) Shanghai Meihua, an entity jointly controlled by a close family member of the ultimate controlling shareholder, Central China New Life and Drawin Intelligent Manufacture, together with their subsidiaries, leases properties from the Group.

#### (b) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of rendering service to, receiving services and acquiring equity interests from entities controlled by the ultimate controlling shareholder above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in sections "Connected transactions" and "Continuing connected transactions" of the Directors' Report except those transactions which are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1).

### 37 重大關聯交易 (續)

#### (a) 關聯交易 (續)

附註：

- (i) 於2021年5月13日，本集團與中原建業就「建業」（「建業」）及有關商標訂立許可協議（「商標許可協議」），初步年期為上市日期後十年。根據許可協議，本集團自2021年5月31日（該公司的上市日期）起按以下方式收取許可費：(i)首三年：每年人民幣15,000,000元；(ii)第四至第六年：每年人民幣20,000,000元；(iii)第七至第十年：每年人民幣25,000,000元，(如適用)不足一個完整曆年則按比例計算。本集團或中原建業均無權單方面終止商標許可協議。

截至2021年12月31日止年度，本集團已根據許可協議錄得許可收益人民幣8,750,000元（2020年：人民幣零元），該金額於綜合損益表的「其他收益」入賬。於2021年12月31日尚未收取上述許可收入。

- (ii) 該金額指有關向合營企業墊款及向最終控股股東控制實體的金融轉租有關的利息收入。
- (iii) 建業新生活（一間由本公司最終控股股東胡葆森先生控制的實體）連同其附屬公司，為本集團提供多種服務，主要包括房地產代理服務、諮詢及管理服務、智能科技服務、會員維護及管理服務、禮物採購服務以及其他雜項服務。
- 就禮物採購服務而言，建業新生活亦向本集團購買酒店及其他雜項服務。
- (iv) 由胡葆森先生控制的實體築友智造連同其附屬公司為本集團提供工程服務。
- (v) 由最終控股股東（建業新生活及築友智造）的近親成員共同控制的實體上海美華連同其附屬公司向本集團租賃物業。

#### (b) 與關連交易相關之上市規則之適用性

涉及上述向最終控股股東控制實體提供服務、接受有關實體的服務及自有關實體收購股權的關聯人士交易構成上市規則第14A章界定的關連交易或持續關連交易。上市規則第14A章規定的披露資料載於董事會報告「關連交易」及「持續關連交易」兩節，惟因低於第14A.76(1)條的最低標準而獲豁免遵守上市規則第14A章的披露規定的交易除外。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

#### (a) Acquisitions of subsidiaries

##### (i) Acquisitions in 2021

During the year, the Group has acquired certain subsidiaries which held property development projects. Acquisitions of these subsidiaries enable the Group to expand its land banks. Acquisitions of major subsidiaries by the Group during the year are summarised as follows:

Dates of acquisitions	Name of subsidiaries acquired	Percentage of equity interest held before acquisition	Percentage of equity interest acquired	Percentage of equity interest held after acquisitions	Consideration
收購日期	收購附屬公司名稱	收購前所持的權益百分比	所收購權益的百分比	收購後所持的權益百分比	代價 RMB'000 人民幣千元
January 2021 2021年1月	Jiaozuo Taikun Real Estate Development Co., Ltd. 焦作市泰坤房地產開發有限公司	0%	99%	99%	49,500
February 2021 2021年2月	Linzhou Jianlin Real Estate Development Co., Ltd. 林州建林房地產開發有限公司	0%	55%	55%	16,500
February 2021 2021年2月	Luohe Bicheng Real Estate Co., Ltd. 漯河碧城置業有限公司	0%	51%	51%	205,734
May 2021 2021年5月	Henan Jianye Huayi Brothers Cultural Tourism Industry Co., Ltd. 河南建業華誼兄弟文化旅遊產業有限公司	54%	45%	99%	50,000
May 2021 2021年5月	Yichuan Jianye Green Base Development Co., Ltd. 伊川建業綠色基地發展有限公司	70%	30%	100%	13,668
May 2021 2021年5月	Henan Jianhang Real Estate Development Co., Ltd. 河南建航房地產開發有限公司	10%	90%	100%	181,493
June 2021 2021年6月	Shenzhen Kangxin Real Estate Co., Ltd. 深圳市康新置業有限公司	0%	100%	100%	204,243

\* The English names of the above companies in the PRC are translated by management only for the purpose of these financial statements as no English names have been registered or available.

### 38 收購及出售附屬公司

#### (a) 收購附屬公司

##### (i) 於2021年收購

於本年度，本集團收購若干持有物業開發項目的附屬公司。收購該等附屬公司使本集團可擴張其土地儲備。本集團於年內收購主要附屬公司概列如下：

\* 上述中國公司的英文名稱僅由管理層就該等財務報表目的而翻譯，原因是並無登記或不可獲得英文名稱。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (a) Acquisitions of subsidiaries (continued)

##### (i) Acquisitions in 2021 (continued)

The acquisitions of subsidiaries had the following combined effect on the Group's assets and liabilities upon the dates of acquisitions:

		Carrying amount	Adjustments	Recognised values on acquisition
		賬面值 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	收購時確認的價值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	1,426,402	92,127	1,518,529
Intangible assets	無形資產	76,868	-	76,868
Tax recoverable	可收回稅項	66,460	-	66,460
Inventories and other contract costs	存貨及其他合約成本	4,504,753	463,587	4,968,340
Trade and other receivables	貿易及其他應收款項	1,233,054	-	1,233,054
Deposits and prepayments	按金及預付款	277,735	-	277,735
Cash and cash equivalents	現金及現金等價物	242,120	-	242,120
Bank loans	銀行借款	(1,187,430)	-	(1,187,430)
Other loans	其他借款	(1,004,060)	-	(1,004,060)
Taxation payables	應付稅項	(1,133)	-	(1,133)
Trade and other payables	貿易及其他應付款項	(2,545,896)	-	(2,545,896)
Deferred tax liabilities	遞延稅項負債	-	(140,102)	(140,102)
Contract liabilities	合約負債	(2,417,462)	-	(2,417,462)
Net identified assets and liabilities	可識別資產淨值及負債淨額	671,411	415,612	1,087,023
Non-controlling interests	非控股權益			(221,110)
				865,913
Satisfied by:	以下列方式支付：			
Cash	現金			728,340
Fair value of previously held interests in joint ventures and associates as at acquisition date	於收購日期於合營企業及聯營公司先前持有權益的公平值			137,573
				865,913
Total consideration paid	已付代價總額			(728,340)
Total cash and cash equivalents acquired	所收購現金及現金等價物總額			242,120
Net cash outflow	現金流出淨額			(486,220)

### 38 收購及出售附屬公司 (續)

#### (a) 收購附屬公司 (續)

##### (i) 於2021年收購 (續)

收購該等附屬公司於收購日期對本集團的資產及負債產生的合併影響如下：

# Notes to the Financial Statements *(Continued)*

## 財務報表附註 *(續)*

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES *(continued)*

#### (a) Acquisitions of subsidiaries *(continued)*

##### (i) Acquisitions in 2021 *(continued)*

The above subsidiaries contributed an aggregate revenue of RMB962,886,000 and profit attributable to the equity shareholders of the Company of RMB15,449,000 to the Group for the year ended 31 December 2021. Should the acquisitions had occurred on 1 January 2021, the consolidated revenue and the consolidated profit attributable to the equity shareholders of the Company for the year ended 31 December 2021 would have been RMB42,093,147,000 and RMB621,102,000 respectively.

### 38 收購及出售附屬公司 *(續)*

#### (a) 收購附屬公司 *(續)*

##### (i) 於2021年收購 *(續)*

於截至2021年12月31日止年度內，上述附屬公司對本集團貢獻的收益總額為人民幣962,886,000元，而本公司權益持有人應佔溢利為人民幣15,449,000元。倘該等收購發生於2021年1月1日，則於截至2021年12月31日止年度內的綜合收益及本公司權益持有人應佔綜合溢利將分別為人民幣42,093,147,000元及人民幣621,102,000元。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (a) Acquisitions of subsidiaries (continued)

##### (ii) Acquisitions in 2020

During the year, the Group has acquired certain subsidiaries which held property development projects. Acquisitions of these subsidiaries enable the Group to expand its land banks. Acquisitions of major subsidiaries by the Group during the year are summarised as follows:

Dates of acquisitions	Name of subsidiaries acquired	Percentage of equity interest held before acquisition	Percentage of equity interest acquired	Percentage of equity interest held after acquisitions	Consideration
收購日期	收購附屬公司名稱	收購前所持的權益百分比	所收購權益的百分比	收購後所持的權益百分比	代價 RMB'000 人民幣千元
January 2020 2020年1月	Henan Fujin 河南富居	45.00%	10.00%	55.00%	737,673
January 2020 2020年1月	Zhoukou Jianheng Real Estate Development Company Limited 周口建恆房地產開發有限公司	0.00%	99.00%	99.00%	111,177
May 2020 2020年5月	Henan Central China Zhengjing Real Estate Company Limited 河南建業鄭經置業有限公司	51.94%	48.06%	100.00%	790,919
June 2020 2020年6月	Zhengzhou Anyong Properties Limited 鄭州安永置業有限公司	80.00%	20.00%	100.00%	93,000
June 2020 2020年6月	Henan Senyuan Central China City Construction Company Limited 河南森源建業城市建設有限公司	51.00%	49.00%	100.00%	33,750
June 2020 2020年6月	Zhumadian Jianheng Real Estate Company Limited 駐馬店建恆置業有限公司	53.00%	22.00%	75.00%	4,400
June 2020 2020年6月	Hainan Central China Senxing Real Estate Company Limited 海南建業森星置業有限公司	55.00%	30.00%	85.00%	12,960
July 2020 2020年7月	Zhengzhou Guandu Sightseeing Company Limited 鄭州官渡生態觀光園有限公司	0.00%	100.00%	100.00%	114,700

### 38 收購及出售附屬公司 (續)

#### (a) 收購附屬公司 (續)

##### (ii) 於2020年收購

於本年度，本集團收購若干持有物業開發項目的附屬公司。收購該等附屬公司使本集團可擴張其土地儲備。本集團於年內收購主要附屬公司概列如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (a) Acquisitions of subsidiaries (continued)

##### (ii) Acquisitions in 2020 (continued)

Dates of acquisitions	Name of subsidiaries acquired	Percentage of equity interest held before acquisition	Percentage of equity interest acquired	Percentage of equity interest held after acquisitions	Consideration
收購日期	收購附屬公司名稱	收購前所持的權益百分比	所收購權益的百分比	收購後所持的權益百分比	代價 RMB'000 人民幣千元
September 2020 2020年9月	Henan Central China Real Estate Development Company Limited 河南建業城房地產開發有限公司	51.00%	49.00%	100.00%	14,700
October 2020 2020年10月	Fugou Zhiteng Real Estate Company Limited 扶溝縣置騰置業有限公司	53.00%	47.00%	100.00%	16,436
November 2020 2020年11月	Linying Jianzhi Residential Construction Company Limited 臨潁縣建置住宅建設有限公司	40.00%	60.00%	100.00%	9,256
November 2020 2020年11月	Xiangcheng Central China Green Base Development Company Limited 襄城建業綠色基地發展有限公司	60.00%	40.00%	100.00%	9,534

\* The English name of the above companies in the PRC are translated by management only for the purpose of these financial statements as no English names have been registered or available.

\* 上述中國公司的英文名稱僅由管理層就該等財務報表目的而翻譯，原因是並無登記或不可獲得英文名稱。

### 38 收購及出售附屬公司 (續)

#### (a) 收購附屬公司 (續)

##### (ii) 於2020年收購 (續)

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (a) Acquisitions of subsidiaries (continued)

##### (ii) Acquisitions in 2020 (continued)

The acquisitions of subsidiaries had the following combined effect on the Group's assets and liabilities upon the dates of acquisitions:

		Carrying amount	Adjustments	Recognised values on acquisition
		賬面值 RMB'000 人民幣千元	調整 RMB'000 人民幣千元	確認的價值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	576,225	746,047	1,322,272
Tax recoverable	可收回稅項	265,527	-	265,527
Inventories and other contract costs	存貨及其他合約成本	13,615,718	2,057,419	15,673,137
Trade and other receivables	貿易及其他應收款項	2,187,698	-	2,187,698
Deposits and prepayments	按金及預付款	3,105,696	-	3,105,696
Restricted bank deposits	受限制銀行存款	154,541	-	154,541
Cash and cash equivalents	現金及現金等價物	1,094,807	-	1,094,807
Deferred tax assets	遞延稅項資產	83,571	-	83,571
Bank loans	銀行借款	(2,149,982)	-	(2,149,982)
Taxation payables	應付稅項	(4,511)	-	(4,511)
Trade and other payables	貿易及其他應付款項	(9,973,846)	-	(9,973,846)
Deferred tax liabilities	遞延稅項負債	-	(335,654)	(335,654)
Contract liabilities	合約負債	(7,674,454)	-	(7,674,454)
Net identified assets and liabilities	可識別資產淨值及負債淨額	1,280,990	2,467,812	3,748,802
Non-controlling interests	非控股權益			(535,412)
				3,213,390
Satisfied by:	以下列方式支付:			
Cash	現金			2,005,796
Fair value of previously held interests in joint ventures as at acquisition date	於收購日期於合營企業先前持有權益的公平值			(2,253,254)
Goodwill	商譽			1,045,660
				798,202
Total consideration paid	已付代價總額			(2,005,796)
Total cash and cash equivalents acquired	所收購現金及現金等價物總額			1,094,807
Net cash outflow	現金流出淨額			(910,989)

### 38 收購及出售附屬公司 (續)

#### (a) 收購附屬公司 (續)

##### (ii) 於2020年收購 (續)

收購該等附屬公司於收購日期對本集團的資產及負債產生的合併影響如下:

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (a) Acquisitions of subsidiaries (continued)

##### (ii) Acquisitions in 2020 (continued)

The above subsidiaries contributed an aggregate revenue of RMB2,303,789,000 and profit attributable to the equity shareholders of the Company of RMB38,127,000 to the Group for the year ended 31 December 2020. Should the acquisitions had occurred on 1 January 2020, the consolidated revenue and the consolidated profit attributable to the equity shareholders of the Company for the year ended 31 December 2020 would have been RMB43,747,542,000 and RMB1,853,517,000 respectively.

#### (b) Disposal of subsidiaries

##### (i) Disposals in 2021

During the year ended 31 December 2021, the Group disposed equity interests in the below entities. After the completion of the disposal, these entities were no longer subsidiaries of the Group and certain of these subsidiaries became joint ventures or associates of the Group respectively. Disposals of major subsidiaries during the year are summarised as follows:

Dates of disposal	Name of subsidiaries disposed	Percentage of equity interest held before disposal	Percentage of equity interest disposed	Percentage of equity interest held after disposal	Consideration
出售日期	出售附屬公司名稱	出售前所持的權益百分比	所出售權益的百分比	出售後所持的權益百分比	代價 RMB'000 人民幣千元
June 2021 2021年6月	Dengfeng Zhiteng Real Estate Co., Ltd. 登封置騰置業有限公司	99%	35%	64%	60,000
June 2021 2021年6月	Xuchang Jianteng Real Estate Co., Ltd. 許昌建騰置業有限公司	100%	25%	75%	25,000

### 38 收購及出售附屬公司 (續)

#### (a) 收購附屬公司 (續)

##### (ii) 於2020年收購 (續)

於截至2020年12月31日止年度內，上述附屬公司對本集團貢獻的收益總額為人民幣2,303,789,000元，而本公司權益持有人應佔溢利為人民幣38,127,000元。倘該等收購發生於2020年1月1日，則於截至2020年12月31日止年度內的綜合收益及本公司權益持有人應佔綜合溢利將分別為人民幣43,747,542,000元及人民幣1,853,517,000元。

#### (b) 出售附屬公司

##### (i) 於2021年出售

截至2021年12月31日止年度，本集團出售下列實體的股權。出售完成後，該等實體不再為本集團的附屬公司，而若干該等附屬公司分別成為本集團的合營企業或聯營公司。年內出售的主要附屬公司概述如下：



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (b) Disposal of subsidiaries (continued)

##### (i) Disposals in 2021 (continued)

Dates of disposal	Name of subsidiaries disposed	Percentage of equity interest held before disposal	Percentage of equity interest disposed	Percentage of equity interest held after disposal	Consideration
出售日期	出售附屬公司名稱	出售前所持有的權益百分比	所出售權益的百分比	出售後所持有的權益百分比	代價 RMB'000 人民幣千元
June 2021 2021年6月	Ruzhou Jianheng Real Estate Development Co., Ltd. 汝州建恒房地產開發有限公司	100%	20%	80%	30,000
June 2021 2021年6月	Henan Jianye City Real Estate Development Co., Ltd. 河南建業城房地產開發有限公司	100%	30%	70%	30,000
June 2021 2021年6月	Mengzhou Jianxin Real Estate Development Co., Ltd. 孟州市建鑫房地產開發有限公司	99%	20%	79%	35,000
December 2021 2021年12月	Hebi Jianye Green Base Construction Co., Ltd. 鶴壁建業綠色基地建設有限公司	100%	25%	75%	80,000
December 2021 2021年12月	Yanling Jianye Green Base Construction Co., Ltd. 鄆陵建業綠色基地建設有限公司	100%	25%	75%	55,000

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\* 上述中國公司的英文名稱僅由管理層就該等財務報表目的而翻譯，原因是並無登記或不可獲得英文名稱。

### 38 收購及出售附屬公司 (續)

#### (b) 出售附屬公司 (續)

##### (i) 於2021年出售 (續)

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (b) Disposal of subsidiaries (continued)

##### (i) Disposals in 2021 (continued)

The disposals of subsidiaries had the following combined effect on the financial position:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	817,312
Biological asset	生物資產	246,744
Inventories and other contract costs	存貨及其他合約成本	5,624,023
Trade and other receivables	貿易及其他應收款項	923,233
Contract assets	合約資產	281,515
Tax recoverable	可回收稅項	51,938
Deposits and prepayments	按金及預付款	1,428,592
Restricted bank deposits	受限制銀行存款	17,277
Cash and cash equivalents	現金及現金等價物	1,436,247
Deferred tax assets	遞延稅項資產	31,739
Bank loans	銀行借款	(1,264,460)
Other loans	其他借款	(380,000)
Trade and other payables	貿易及其他應付款項	(4,634,246)
Lease Liabilities (current)	租賃負債 (流動)	(25,967)
Lease Liabilities (non-current)	租賃負債 (非流動)	(289,056)
Contract liabilities	合約負債	(2,896,716)
Taxation payable	應付稅項	(44,557)
Non-controlling interests	非控股權益	(8,410)
Net assets	資產淨值	1,315,208
Net gain on disposals of subsidiaries (note 3)	出售附屬公司收益淨值 (附註3)	964,985
		2,280,193
Satisfied by:	以下列方式支付:	
Distribution in specie (note 33(c)(iii))	實物分派 (附註33(c)(iii))	1,316,521
Cash	現金	324,000
Interests in joint ventures	於合營企業之權益	639,672
		2,280,193
Total consideration received	已收代價總額	324,000
Total cash and cash equivalents disposed	所出售現金及現金等價物總額	(1,436,247)
Net cash inflow due to disposals of subsidiaries	出售附屬公司產生的現金流入淨值	195,043
Net cash outflow due to distribution in specie	實物分派產生的現金流出淨值	(1,307,290)
		(1,112,247)

### 38 收購及出售附屬公司 (續)

#### (b) 出售附屬公司 (續)

##### (i) 於2021年出售 (續)

出售該等附屬公司對財務狀況產生的合併影響如下:

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (b) Disposal of subsidiaries (continued)

##### (ii) Disposals in 2020

During the year ended 31 December 2020, the Group disposed equity interests in the below entities. After the completion of the disposal, these entities were no longer subsidiaries of the Group and certain of these subsidiaries became joint ventures or associates of the Group respectively. Disposals of major subsidiaries during the year are summarised as follows:

Dates of disposal	Name of subsidiaries disposed	Percentage of equity interest held before disposal	Percentage of equity interest disposed	Percentage of equity interest held after disposal	Consideration
出售日期	出售附屬公司名稱	出售前所持的權益百分比	所出售權益的百分比	出售後所持的權益百分比	代價 RMB'000 人民幣千元
April 2020 2020年4月	Huangchuan Zhiteng Real Estate Development Company Limited 潢川縣置騰房地產開發有限公司	100%	19%	81%	1,900
April 2020 2020年4月	Nanzhao Shengjing Real Estate Development Company Limited 南召縣盛景置業發展有限公司	51%	51%	0%	12,592
June 2020 2020年6月	Yichuan Central China Green Base Development Company Limited 伊川建業綠色基地發展有限公司	100%	30%	70%	3,000
July 2020 2020年7月	Lushi Lingchuang Real Estate Company Limited 盧氏領創置業有限公司	20%	20%	0%	20,396

### 38 收購及出售附屬公司 (續)

#### (b) 出售附屬公司 (續)

##### (ii) 於2020年出售

截至2020年12月31日止年度，本集團出售下列實體的股權。出售完成後，該等實體不再為本集團的附屬公司，而若干該等附屬公司分別成為本集團的合營企業或聯營公司。年內出售的主要附屬公司概述如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (b) Disposal of subsidiaries (continued)

##### (ii) Disposals in 2020 (continued)

Dates of disposal	Name of subsidiaries disposed	Percentage of equity interest held before disposal	Percentage of equity interest disposed	Percentage of equity interest held after disposal	Consideration
出售日期	出售附屬公司名稱	出售前所持的權益百分比	所出售權益的百分比	出售後所持的權益百分比	代價 RMB'000 人民幣千元
August 2020 2020年8月	Henan Zhongyi Technology City Company Limited 河南中以科技城有限公司	45%	45%	0%	56,250
September 2020 2020年9月	Yima Jianling Real Estate Development Company Limited 義馬建領房地產開發有限公司	100%	65%	35%	6,500
October 2020 2020年10月	Anyang Zhiteng Real Estate Company Limited 安陽置騰置業有限公司	51%	51%	0%	45,496
November 2020 2020年11月	Zhengzhou Fengtai Real Estate Company Limited 鄭州市豐泰置業有限公司	70%	20%	50%	36,000
November 2020 2020年11月	Zhengzhou Jiangang Real Estate Company Limited 鄭州建港置業有限公司	100%	45%	55%	13,500
December 2020 2020年12月	Henan Bailihui Industrial Co., Ltd. 河南百力匯實業有限公司	51%	5%	46%	50,000

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### 38 收購及出售附屬公司 (續)

#### (b) 出售附屬公司 (續)

##### (ii) 於2020年出售 (續)

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 38 ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES (continued)

#### (b) Disposal of subsidiaries (continued)

##### (ii) Disposals in 2020 (continued)

The disposals of subsidiaries had the following combined effect on the financial position:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	122,666
Biological asset	生物資產	2,394
Inventories and other contract costs	存貨及其他合約成本	4,256,504
Trade and other receivables	貿易及其他應收款項	1,396,325
Tax recoverable	可回收稅項	29,704
Deposits and prepayments	按金及預付款	406,702
Restricted bank deposits	受限制銀行存款	7,113
Cash and cash equivalents	現金及現金等價物	528,851
Bank loans	銀行借款	(1,702,330)
Other loans	其他借款	-
Trade and other payables	貿易及其他應付款項	(1,980,340)
Contract liabilities	合約負債	(1,758,224)
Taxation payables	應付稅項	(6,744)
Non-controlling interests	非控股權益	(617,510)
Net assets	資產淨值	685,111
Net gain on disposals of subsidiaries (note 3)	出售附屬公司收益淨值 (附註3)	129,539
		814,650
Satisfied by:	以下列方式支付：	
Cash	現金	245,637
Interests in joint ventures	於合營企業之權益	569,013
Interests in associates	於聯營公司之權益	-
		814,650
Total consideration received	已收代價總額	245,637
Total cash and cash equivalents disposed	所出售現金及現金等價物總額	(528,851)
Net cash outflow	現金流出淨值	(283,214)

### 38 收購及出售附屬公司 (續)

#### (b) 出售附屬公司 (續)

##### (ii) 於2020年出售 (續)

出售該等附屬公司對財務狀況產生的合併影響如下：

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 39 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

### 39 公司層面財務狀況表

		Note 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Non-current asset</b>	<b>非流動資產</b>			
Interest in subsidiary	於附屬公司的權益		15,456,307	18,130,785
<b>Current assets</b>	<b>流動資產</b>			
Derivative financial instruments	衍生金融工具		17,963	35,514
Cash and cash equivalents	現金及現金等價物		31,631	3,459,561
Deposits and prepayments	按金及預付款項		1,102,997	1,144,614
			<b>1,152,591</b>	4,639,689
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項		(551,237)	(560,187)
Derivative financial instruments	衍生金融工具		-	(478,894)
Bank loans	銀行借款		-	(250,871)
Senior notes	優先票據		(3,160,096)	(7,201,463)
			<b>(3,711,333)</b>	(8,491,415)
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(2,558,742)</b>	(3,851,726)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>12,897,565</b>	14,279,059
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Senior notes	優先票據		(12,308,542)	(12,994,360)
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>589,023</b>	1,284,699
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	33(b)(ix)		
Share capital	股本		260,118	258,195
Reserves	儲備		328,905	1,026,504
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>589,023</b>	1,284,699

Approved and authorised for issue by the board of directors on 28 March 2022.

**Wu Po Sum**  
胡葆森  
Executive Director  
執行董事

於2022年3月28日獲董事會批准及授權刊發。

**Wang Jun**  
王俊  
Executive Director  
執行董事

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 40 ACCOUNTING JUDGEMENTS AND ESTIMATES

Estimates and judgements used in preparing the financial statements are evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities mainly include those related to property development activities.

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

#### (a) Revenue recognition for sales of properties

Revenue from sales of properties is recognised over time when the Group's performance do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date; otherwise, revenue is recognised at a point in time when the buyer obtains control of the completed property. Due to the contractual restrictions with the customer, the Group shall not change or substitute the property unit or redirect the property unit for another use and thus the property unit does not have an alternative use to the Group. However, it requires management to exercise significant judgement to determine whether there is an enforceable right to payment for performance completed to date, which depends on the terms of sales and purchase agreement and the interpretation of the applicable laws that apply to the contract. The Group has obtained legal counsel opinion regarding the enforceability of the right to payment for sales and purchase agreements. Management uses judgments, based on legal counsel opinion, to classify sales and purchase agreements into those with right to payment for performance completed to date and those without the right.

### 40 會計判斷及估計

於編製財務報表時所採用的估計及判斷乃根據過往經驗及其他因素(包括在有關情況下相信對未來事件的合理預計)評估。本集團會作出有關未來的估計及假設，而所得會計估計(根據定義)極少與相關實際結果相同。對資產及負債賬面值可能有重大影響的估計及假設主要與該等物業開發業務有關。

於應用本集團會計政策的過程中，管理層作出以下會計判斷：

#### (a) 物業銷售的收益確認

物業銷售收益於本集團的履約過程中不會產生對本集團有其他用途的資產並且本集團就迄今為止已履行的履約部分具有可強制執行之支付權利時按一段時間確認；否則，收益在買方獲得對已完工物業的控制權時確認。由於與客戶的合約限制，本集團不得更改或替換物業單位或將物業單位重新定向為另一用途，因此物業單位對本集團並無其他用途。但是，須由管理層對迄今已完成履約是否存在可強制執行的支付權作出重大判斷，取決於買賣協議的條款以及適用於合約的適用法律的詮釋。本集團已就買賣協議收款權的可執行性獲得法律顧問意見。管理層根據法律顧問的意見作出判斷將買賣協議分類為有權就迄今已完成履約收取付款的協議與無權收取付款的協議。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 40 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (a) Revenue recognition for sales of properties (continued)

The Group recognises revenue from sales of properties progressively over time by measuring the progress towards complete satisfaction of the performance obligation at the reporting date, using the cost-to-cost method based on the proportion of the actual costs incurred relative to the estimated total costs. Significant judgments and estimations are required in determining the completeness of the estimated total costs and the accuracy of progress towards complete satisfaction of the performance obligation at the reporting date. The Group has a standard monthly cost budgeting and estimate completion process in which management reviews the development progress and execution of the performance obligations. The actual outcomes in terms of total cost or the progress towards complete satisfaction may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

#### (b) Valuation of investment property

All investment properties of the Group are revalued as at the end of the reporting period by independent professionally qualified valuers, on an open market value basis calculated by reference to the net rental income with allowance for reversionary income potential.

The assumptions adopted in the property valuations are based on the market conditions existing at the end of the reporting period, with reference to current market sale prices for similar properties in the same location and condition and an appropriate capitalisation rate. Any change in assumptions of the valuation would affect the value of the investment properties significantly, and profit or loss in future years.

### 40 會計判斷及估計 (續)

#### (a) 物業銷售的收益確認 (續)

本集團透過根據實際產生的成本相對於估計總成本的比例，使用成本加成法計量於報告日期完成有關履約義務的進展情況而逐步確認物業銷售的收益。於釐定估計總成本的完整度及於報告日期已完成履約義務進度的準確度，須作出重大判斷及估計。本集團設有月度預算成本和估計完工進度的標準，其中管理層複查合約的建造進度和履約義務的程度。總成本或完成履約義務進度的實際結果可能高於或低於報告期間末作出的估計，其將影響於未來年度確認的收益及溢利，作為對迄今為止記錄金額的調整。

#### (b) 投資物業的估值

本集團所有投資物業於報告期末由獨立的合專業資格估值師根據公開市場價值重估。公開市場價值參考淨租金收入計算，並就重續租約潛在收入作出調整。

物業估值所採用的假設乃基於報告期末的市場狀況，並參考位置及條件相同的類似物業當時的市場售價以及適當的資本化率。估值假設的任何變化將顯著影響投資物業的價值及未來年度的損益。



# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 40 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (c) Impairment for buildings and construction in progress

As explained in note 1(n), the Group makes impairment for the buildings and construction in progress taking into account the Group's estimates of the recoverable amount from such properties. The recoverable amounts have been determined based on value-in-use calculations, taking into account the latest market information and past experience. These calculation and valuations require the use of judgement and estimates.

Given the volatility of the PRC property market, the actual recoverable amount may be higher or lower than that estimated at the end of the reporting period. Any increase or decrease in the provision would affect profit or loss in future years.

#### (d) Assessing the net realisable value of properties for sale

As explained in note 1(p), the Group's properties for sale are stated at the lower of cost and net realisable value. Based on the Group's recent experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion in case for properties under development for sale, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in provision for properties for sale. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the periods in which such estimate is changed will be adjusted accordingly.

In addition, given the volatility of the PRC property market and the unique nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than that estimated at the end of the reporting period. Any increase or decrease in the provision would affect profit or loss in future years.

### 40 會計判斷及估計 (續)

#### (c) 在建樓宇及工程的減值

按附註1(n)所述，本集團考慮對在建樓宇及工程自該等物業可收回金額的估計後，就其作出減值。可收回金額乃根據使用價值計算，並會參考最新市場信息及過往經驗。該等計算及估值需要運用判斷及估計。

鑒於中國房地產市場變幻莫測，實際可收回金額於報告期末或會高或低於估計數額。任何增加或減少撥備會影響來年損益。

#### (d) 評估待售物業的可變現淨值

按附註1(p)所述，本集團待售物業乃按成本及可變現淨值的較低者入賬。根據本集團近期經驗及所涉物業性質，本集團根據當時市況作出有關售價、在建待售物業的竣工成本及銷售物業所涉成本的估計。

倘竣工成本增加或淨銷售價值減少，則可變現淨值將會減少，並可能導致待售物業需要撥備。該等撥備需要運用判斷及估計。倘預期與最初估計不同，則物業的賬面值及撥備於有關估計變動期間作出相應調整。

此外，鑒於中國房地產市場變幻莫測且個別物業的特點，有關成本及收入的實際結果於報告期末或會高或低於估計數額。任何增減撥備會影響來年損益。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 40 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

#### (e) Recognition of deferred tax assets

Deferred tax assets in respect of tax losses carried forward are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the assets, using tax rates enacted or substantively enacted at the end of the reporting period.

In determining the carrying amounts of deferred assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require a significant level of judgement exercised by the directors.

Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years.

#### (f) CIT and LAT

As disclosed in note 5, the Group is subject to CIT and LAT under both authorised taxation method or actual taxation method in different jurisdictions. Significant judgement is required in determining the level of provision, as the calculations of which depend on the assessment and assumption of ultimate tax liability and are subject to uncertainty. The adoption of different methods may also affect the level of provision. When the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provision in the period in which such assessment is made.

#### (g) Going Concern

Note 1(b) contains information about judgements made in concluding that there are no material uncertainties related to events or conditions which, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern.

### 41 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

After the end of the reporting period, the directors proposed a final dividend. Further details are disclosed in note 33(c)(i).

### 40 會計判斷及估計 (續)

#### (e) 遞延稅項資產確認

有關結轉稅項虧損的遞延稅項資產乃根據資產賬面值預期變現或結算的方式以於報告期末已頒佈或大致頒佈的稅率確認及計算。

於釐定遞延資產的賬面值時，預期應課稅溢利的估計涉及多項有關本集團經營環境的假設，且董事須作出重大判斷。

任何有關假設及判斷變動或會影響待確認之遞延稅項資產賬面值及以後年份的純利。

#### (f) 企業所得稅及土地增值稅

如附註5所述，本集團須於不同司法權區按核定徵收法或實際徵收法繳納企業所得稅及土地增值稅。因所得稅撥備須按最終稅務責任的評估及假設計算，且存在不確定因素，故釐定撥備水平時須作出重大判斷。採用的方法不同亦可能影響撥備水平。倘該等事宜的最終稅務結果與初步入賬的金額不同，則有關差額會影響評估所涉期間的所得稅撥備。

#### (g) 持續經營

於總結並無可能會對本集團持續經營能力構成重大疑慮的事件或狀況 (個別或共同) 的重大不確定因素時所作判斷的資料載於附註1(b)。

### 41 報告期後非調整事項

於報告期後，董事建議末期股息。進一步詳情披露於附註33(c)(i)。

# Notes to the Financial Statements (Continued)

## 財務報表附註 (續)

(Expressed in Renminbi) (以人民幣列賬)

### 42 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2021

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, and a new standard, HKFRS 17, Insurance contracts, which are not yet effective for the year ended 31 December 2021 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

### 42 截至2021年12月31日止年度已頒佈但尚未生效的修訂本、新準則及詮釋可能產生的影響

截至本財務報表刊發日期為止，香港會計師公會已頒佈於截至2021年12月31日止年度尚未生效且並無於本財務報表採納的數項修訂本及一項新準則（即香港財務報告準則第17號保險合約），包括以下可能與本集團有關者。

		Effective for accounting periods beginning on or after 於下列日期或之後開始的會計期間生效
Amendments to HKFRS 3, Reference to the conceptual framework	香港財務報告準則第3號的修訂，概念框架的提述	1 January 2022 2022年1月1日
Amendments to HKAS 16, Property, plant and equipment: Proceeds before intended use	香港會計準則第16號的修訂，物業、廠房及設備：作擬定用途前的所得款項	1 January 2022 2022年1月1日
Amendments to HKAS 37, Onerous contracts — cost of fulfilling a contract	香港會計準則第37號的修訂，有償合約—履行合約的成本	1 January 2022 2022年1月1日
Annual improvements to HKFRSs 2018-2020 cycle	2018年至2020年香港財務報告準則的年度改進	1 January 2022 2022年1月1日
Amendments to HKAS 1, Classification of liabilities as current or non-current	香港會計準則第1號的修訂，流動或非流動負債分類	1 January 2023 2023年1月1日
Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of accounting policies	香港會計準則第1號及香港財務報告準則實務報告第2號的修訂，會計政策披露	1 January 2023 2023年1月1日
Amendments to HKAS 8, Definition of accounting estimates	香港會計準則第8號的修訂，會計估計的定義	1 January 2023 2023年1月1日
Amendments to HKAS 12, Deferred tax related to assets and liabilities arising from a single transaction	香港會計準則第12號的修訂，與單一交易產生的資產及負債相關的遞延稅項	1 January 2023 2023年1月1日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團現正評估該等發展項目於首次應用期間的影響。到目前為止，我們的結論是，採納該等準則不大可能對綜合財務報表產生重大影響。

## Summary of Financial Information 財務資料概要

A summary of the consolidated results and of the consolidated assets, liabilities and non-controlling interests of the Group for the last five financial years prepared on the basis as hereunder stated is as set out below:

本集團就最近五個財政年度按以下所列基準編製的綜合業績及綜合資產、負債及非控股權益的概要載列如下：

### CONSOLIDATED RESULTS

### 綜合業績

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>	<b>41,958,757</b>	43,304,417	30,766,698	14,783,480	13,879,207
Profit before taxation	除稅前溢利	<b>3,346,857</b>	4,935,267	5,116,349	2,971,983	1,940,066
Income tax	所得稅	<b>(2,093,872)</b>	(2,833,706)	(2,700,827)	(1,556,860)	(1,040,784)
<b>Profit for the year</b>	<b>年度溢利</b>	<b>1,252,985</b>	2,101,561	2,415,522	1,415,123	899,282
<b>Attributable to:</b>	<b>歸屬：</b>					
Equity shareholders of the Company	本公司權益持有人	<b>604,914</b>	1,801,508	2,015,064	1,154,262	811,365
Non-controlling interests	非控股權益	<b>648,071</b>	300,053	400,458	260,861	87,917
		<b>1,252,985</b>	2,101,561	2,415,522	1,415,123	899,282
Earnings per share (RMB cents)	每股盈利 (人民幣分)					
- Basic	- 基本	<b>21.21</b>	64.70	73.75	44.30	33.19
- Diluted	- 攤薄	<b>21.20</b>	63.60	72.34	43.51	32.95

# Summary of Financial Information (Continued)

## 財務資料概要 (續)

### CONSOLIDATED ASSETS, LIABILITIES AND EQUITY

### 綜合資產、負債及權益

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<b>Assets</b>	<b>資產</b>					
Non-current assets	非流動資產	24,595,632	19,216,496	20,484,492	19,711,875	15,444,674
Current assets	流動資產	121,211,020	144,684,281	123,482,897	82,250,500	47,082,511
<b>Total assets</b>	<b>總資產</b>	<b>145,806,652</b>	163,900,777	143,967,389	101,962,375	62,527,185
<b>Liabilities</b>	<b>負債</b>					
Current liabilities	流動負債	(115,840,123)	(130,638,558)	(110,297,465)	(75,933,117)	(42,669,432)
Non-current liabilities	非流動負債	(17,223,208)	(18,680,184)	(21,067,603)	(15,759,474)	(11,384,584)
<b>Total liabilities</b>	<b>總負債</b>	<b>(133,063,331)</b>	(149,318,742)	(131,365,068)	(91,692,591)	(54,054,016)
<b>Net assets</b>	<b>資產淨值</b>	<b>12,743,321</b>	14,582,035	12,602,321	10,269,784	8,473,169
<b>Equity</b>	<b>權益</b>					
Total equity attributable to equity shareholders of the Company	本公司權益持有人應佔權益總額	9,342,377	11,376,654	9,718,025	8,837,090	7,694,673
Non-controlling interests	非控股權益	3,400,944	3,205,381	2,884,296	1,432,694	778,496
<b>Total equity</b>	<b>權益總額</b>	<b>12,743,321</b>	14,582,035	12,602,321	10,269,784	8,473,169



**建業地產股份有限公司**  
**Central China Real Estate Limited**

