



CHINA SANDI HOLDINGS LIMITED
中國三迪控股有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
Stock code 股份代號：910



2021 年報
ANNUAL REPORT

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Corporate Information

公司資料

EXECUTIVE DIRECTORS

Mr. Guo Jiadi (*Chairman*)
Ms. Amika Lan E Guo
Mr. Wang Chao

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Ping, Michael
Ms. Ma Shujuan
Mr. Zheng Yurui
(Resigned on 10 April 2021)
Mr. Lam Wai Fung, Dominic
(Appointed on 10 April 2021)

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 2008, 20th Floor,
118 Connaught Road West,
Hong Kong

COMPANY SECRETARY

Ms. Siu Wing Kit

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors
35/F One Pacific Place
88 Queensway Hong Kong

執行董事

郭加迪先生(主席)
Amika Lan E Guo女士
王超先生

獨立非執行董事

陳貽平先生
馬淑娟女士
鄭玉瑞先生
(於二零二一年四月十日辭任)
林偉峰先生
(於二零二一年四月十日獲委任)

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
干諾道西118號
20樓2008室

公司秘書

蕭穎潔女士

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師
香港金鐘道88號
太古廣場1期35樓

PRINCIPAL BANKERS

Bank of China Limited
Bank of China (Hong Kong) Limited
Chiyu Banking Corporation Ltd.
Hang Seng Bank Limited
The Bank of East Asia Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

910

WEBSITE

www.chinasandi.com.cn

主要往來銀行

中國銀行有限公司
中國銀行(香港)有限公司
集友銀行有限公司
恆生銀行有限公司
東亞銀行有限公司

股份過戶登記總處

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

910

網頁

www.chinasandi.com.cn

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of China Sandi Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2021 (the "reporting period" or the "Year").

RESULTS

For the reporting period, the Group recorded a total revenue of approximately RMB2,927.6 million, representing a decrease of approximately 9.2% compared with the year ended 31 December 2020. It was mainly due to the decrease of revenue in the property sales. The gross profit for the reporting period was approximately RMB814.5 million, representing a decrease of approximately 28.6% compared with the year ended 31 December 2020. The profit attributable to the owners of the Company for the reporting period amounted to approximately RMB169.7 million, representing a decrease of approximately 59.6% compared with the year ended 31 December 2020. Basic earnings per share was RMB3.34 cents (2020: RMB8.27 cents). The contracted property sales of the Group for the reporting period was approximately RMB5,473.7 million with contracted gross floor area ("GFA") of approximately 487,388 square meters ("sq.m."), representing an increase of 22.5% in contracted sales and 16.5% in contracted GFA in comparison with the year ended 31 December 2020.

REVIEW OF THE REPORTING PERIOD

During the reporting period, the Group focused on property development and investment, and was developing several new projects. Although the economic activities in the PRC are still resuming from the COVID-19 pandemic, the Group's business had strengthened and increased of contracted sales and total revenue results. The Group continues to explore different channels to obtain and acquire development projects in difference regions for the continual growth and enhanced profitability of its operation.

The Group's operation and expansion have incredibly benefited from the solid foundation as a result of the very substantial acquisition completed in January 2019, and the Board is of the view that this foundation will continue to support the Group's strategic direction and future growth.

各位股東：

本人謹此代表中國三迪控股有限公司（「本公司」）董事（「董事」）會（「董事會」），欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零二一年十二月三十一日止年度（「報告期」或「本年度」）之年報。

業績

報告期內本集團錄得總收入約人民幣2,927,600,000元，較截至二零二零年十二月三十一日止年度減少約9.2%。此乃主要由於物業銷售分部之收入減少所致。報告期內的毛利約為人民幣814,500,000元，較截至二零二零年十二月三十一日止年度減少約28.6%。報告期內本公司擁有人應佔溢利約為人民幣169,700,000元，較截至二零二零年十二月三十一日止年度減少約59.6%。每股基本盈利為人民幣3.34分（二零二零年：人民幣8.27分）。報告期內本集團實現合約物業銷售額約為人民幣5,473,700,000元，合約總建築面積（「總建築面積」）約487,388平方米（「平方米」），較截至二零二零年十二月三十一日止年度的合約銷售額增長22.5%及合約總建築面積增長16.5%。

報告期回顧

於報告期內，本集團專注於物業開發及投資，並開發多個新項目。即使國內經濟仍從COVID-19疫情下復蘇中，合約銷售額及總收益業績的仍有所提升，證明本集團業務仍在不斷增強及增長。本集團會繼續探索不同渠道，以獲取及收購不同地區的開發項目，從而實現持續增長並提高其營運利潤率。

本集團營運及擴張極大得益於二零一九年一月完成的一項非常重大收購事項帶來的堅實基礎，且董事會認為該基礎將繼續支撐本集團的戰略方向及未來增長。

Chairman's Statement

主席報告書

PROSPECTS

With the easing situation of COVID-19 pandemic and the prompt recovery of China's economy, the Group is optimistic about the prosperity and healthiness of the People's Republic of China (the "PRC") property market in the long run. The management will continue to actively look for investment opportunities in relation to the real estate market in the PRC and maintain a policy of replenishing our land bank selectively and continuously, so as to enhance our overall competitiveness and lay a solid foundation for the Group's long term development. The management believes that the Group is well-poised for the challenges ahead and is determined to strive for higher returns.

APPRECIATION

On behalf of the Board, I would like to thank our valued customers, suppliers and business associates for their invaluable contributions and support. I also want to express my gratitude to our management team and all staff of the Group for their hard work during the Year. Last but not least, I am most grateful to our shareholders for their continuous support and confidence.

Guo Jiadi

Chairman

Hong Kong, 31 March 2022

前景

鑒於COVID-19疫情有所緩解以及中國經濟迅速復蘇，從長遠來看，本集團對中華人民共和國（「中國」）物業市場的繁榮與穩健持樂觀態度。管理層將積極繼續探尋與中國房地產市場有關的投資機遇，並採取選擇性策略補充土地儲備，以提升整體競爭力及為本集團長遠發展奠定堅實基礎。管理層相信本集團已準備就緒，應對未來挑戰，並決心力爭更高回報。

致謝

本人謹代表董事會感謝客戶、供應商及業務夥伴的寶貴貢獻及支持，亦感謝本集團管理團隊及所有員工予本年度的辛勤工作。最後，本人萬分感激股東的持續支持及信任。

主席

郭加迪

香港，二零二二年三月三十一日

Management Discussion and Analysis

管理層討論及分析



Management Discussion and Analysis

管理層討論及分析

FINANCIAL HIGHLIGHTS

- Total revenue for the reporting period was approximately RMB2,927.6 million, representing a decrease of approximately 9.2% as compared to approximately RMB3,225.1 million for the year ended 31 December 2020.
- Gross profit for the reporting period was approximately RMB814.5 million, representing a decrease of approximately 28.6% as compared to approximately RMB1,140.9 million for the year ended 31 December 2020.
- Profit for the reporting period was approximately RMB205.4 million, representing a decrease of approximately 62.0% as compared to approximately RMB540.9 million for the year ended 31 December 2020.
- Profit attributable to owners for the reporting period was approximately RMB169.7 million, representing a decrease of approximately 59.6% as compared to approximately RMB420.5 million for the year ended 31 December 2020.
- Basic earnings per share was RMB3.34 cents (2020: RMB8.27 cents).
- Contracted sales amount of the Group for the reporting period amounted to approximately RMB5,473.7 million, representing an increase of approximately 22.5% as compared to approximately RMB4,466.8 million for the year ended 31 December 2020.
- Contracted gross floor area (“GFA”) was approximately 487,388 square meters (“sq.m.”) for the reporting period, representing an increase of approximately 16.5% as compared to approximately 418,359 sq.m. for the year ended 31 December 2020.

財務摘要

- 報告期內總收入約為人民幣2,927,600,000元，較截至二零二零年十二月三十一日止年度約人民幣3,225,100,000元減少約9.2%。
- 報告期內毛利約為人民幣814,500,000元，較截至二零二零年十二月三十一日止年度約人民幣1,140,900,000元減少約28.6%。
- 報告期內溢利約為人民幣205,400,000元，較截至二零二零年十二月三十一日止年度約人民幣540,900,000元減少約62.0%。
- 報告期內擁有人應佔溢利約為人民幣169,700,000元，較截至二零二零年十二月三十一日止年度約人民幣420,500,000元減少約59.6%。
- 每股基本盈利為人民幣3.34分（二零二零年：人民幣8.27分）。
- 報告期內本集團的合約銷售額約為人民幣5,473,700,000元，較截至二零二零年十二月三十一日止年度約人民幣4,466,800,000元增加約22.5%。
- 報告期內合約總建築面積（「總建築面積」）約為487,388平方米（「平方米」），較截至二零二零年十二月三十一日止年度約418,359平方米增加約16.5%。

Management Discussion and Analysis

管理層討論及分析

DIVIDEND

The Board does not recommend the payment of any final dividend for the reporting period (2020: Nil).

BUSINESS REVIEW

The Group is principally engaged in property development, and holding of property for investment and rental purpose.

Property development

As at 31 December 2021, the Group had 19 property projects under development which are situated in different cities in the PRC. Key cities include Shanghai, Fuzhou, Xian, Baoji and Hangzhou. The Group primarily focuses on the development of residential properties, as well as residential and commercial complex properties, product types including apartments, offices, retail shops and villas, etc.

Contracted property sales

During the reporting period, the Group achieved contracted sales of approximately RMB5,473.7 million with contracted GFA of approximately 487,388 sq.m., representing an increase of 22.5% in contracted sales and 16.5% in contracted GFA in comparison with the year ended 31 December 2020. The increase in contracted sales was mainly contributed from the new projects launched for pre-sales during the reporting period.

股息

董事會不建議就報告期內派付任何末期股息(二零二零年：無)。

業務回顧

本集團主要從事物業發展及持有物業作投資及租賃用途。

物業發展

於二零二一年十二月三十一日，本集團有19個發展中物業項目，位於中國不同城市。重點城市包括上海、福州、西安、寶雞及杭州。本集團主要專注於住宅物業的發展，以及住宅及商業綜合體物業，產品類別包括公寓、辦公室、商舖及別墅等。

合約物業銷售

報告期內本集團的合約銷售額約為人民幣5,473,700,000元，合約銷售總建築面積約為487,388平方米，合約銷售額及合約銷售總建築面積較截至二零二零年十二月三十一日止年度分別增加22.5%及16.5%。合約銷售額增長主要因為報告期內多個新項目開始預售。

Management Discussion and Analysis

管理層討論及分析

The table below illustrates the contracted sales (stated before the deduction of applicable taxes) achieved by the Group for the reporting period:

下表列示本集團報告期內之合約銷售額（扣除適用稅項前）：

Property projects	Type	Contracted sales amount	Contracted GFA	Average price of contracted sales	Percentage of total contracted sales amount	Group interest
物業項目	類型	合約銷售金額 RMB'000 人民幣千元	合約總建築面積 sq.m. 平方米	合約銷售平均售價 RMB/sq.m. 人民幣/平方米	佔合約銷售總額的百分比 %	本集團權益 %
Shanghai						
上海						
Sandi Manhattan 三迪曼哈頓	Commercial 商業	862,508	25,983	31,647	15.8	100
Zhejiang Province						
浙江省						
Sandi Fengdan Yaju 三迪楓丹雅居	Residential 住宅	808,563	53,709	14,630	14.8	100
Shaanxi Province						
陝西省						
Sandi Century New City 三迪世紀新城	Residential/Commercial 住宅/商業	451,681	56,308	7,642	8.3	100
Sandi Jinyunfu 三迪錦雲府	Residential 住宅	333,264	48,827	6,825	6.1	51
Sandi Jinyu Bowan 三迪金城鉅灣	Residential/Commercial 住宅/商業	300,937	56,725	5,305	5.5	51
Sandi Jinyu Gaoxin 三迪金城高新	Residential/Commercial 住宅/商業	299,455	55,243	5,421	5.5	100

Management Discussion and Analysis

管理層討論及分析

Property projects	Type	Contracted sales amount	Contracted GFA	Average price of contracted sales	Percentage of total contracted sales amount	Group interest
物業項目	類型	合約銷售金額 RMB'000 人民幣千元	合約總建築面積 sq.m. 平方米	合約銷售平均售價 RMB/sq.m. 人民幣/平方米	佔合約銷售總額的百分比 %	本集團權益 %
Fujian Province						
福建省						
Sandi Yungu Fengdan 三迪雲谷楓丹	Residential 住宅	422,692	38,788	10,815	7.7	51
Sandi Yasong Fengdan Garden 三迪雅頌楓丹花園	Residential 住宅	377,937	22,645	16,225	6.9	100
Wuyishan Sandi New Times Square 武夷山三迪新時代廣場	Residential/Commercial 住宅/商業	310,660	21,884	13,755	5.7	60
Sandi Fengdan Yazhu 三迪楓丹雅築	Residential 住宅	265,842	12,030	21,352	4.9	100
Sandi Jinyu Yunjing 三迪金域雲境	Residential/Commercial 住宅/商業	213,088	15,327	13,903	3.8	100
Others 其他	Residential/Commercial 住宅/商業	827,107	79,919	9,559	15.0	
Total 總計		5,473,734	487,388	10,862	100	
Attributable to the Group 本集團應佔		4,696,594	397,123			

Notes:

附註：

- | | |
|--|---|
| <p>(i) Contracted sales and the calculation of average selling price are based on the sales revenue before the deduction of business/value-added tax and other surcharges/taxes.</p> | <p>(i) 合約銷售金額及平均售價的計算是基於未扣除營業稅/增值稅及其他附加稅項之銷售收益總額計算。</p> |
| <p>(ii) Contracted sales and GFA attributable to the car parking spaces are excluded in the contracted GFA and average selling price calculation.</p> | <p>(ii) 歸屬於停車位的合約銷售額及總建築面積不包括在合約銷售總建築面積及平均售價計算中。</p> |

Management Discussion and Analysis

管理層討論及分析

Property under development

The table below summarises the major property development projects of the Group as at 31 December 2021:

發展中物業

下表概述本集團於二零二一年十二月三十一日之主要物業發展項目：

Property projects	Expected completion dates	Site area	Completed 已完工		GFA under development	Planned GFA for future development	Group's interest
			Saleable GFA delivered/ pre-sold	GFA available for sale			
物業項目	預計完工年份	土地面積	已交付/ 預售可銷售 總建築面積	可供出售 總建築面積	發展中 總建築面積	未來 發展計劃 總建築面積	本集團 權益
		sq.m. 平方米	sq.m. 平方米	sq.m. 平方米	sq.m. 平方米	sq.m. 平方米	% %
Fujian Province							
福建省							
Sandi Fengdan Yazhu 三迪楓丹雅築	2022	58,169	-	-	136,815	-	100
Sandi Jiangshan Waterfront 三迪江山水岸	2023	310,176	10,525	-	215,010	40,086	100
Sandi Jinyu Yunjing 三迪金域雲境	2023	29,332	-	-	67,193	-	100
Sandi Jinyu Yunyue 三迪金域雲樾	2023	17,386	-	-	15,383	-	100
Sandi Xishanyuan 三迪溪山院	2023	177,010	-	-	96,449	-	100
Sandi Yasong Fengdan Garden 三迪雅頌楓丹花園	2023	38,539	-	-	39,825	-	100
Sandi Yungu Fengdan 三迪雲谷楓丹	2022	57,813	-	-	115,772	-	51
Sandi Yunqitai 三迪雲棲台	2023	60,928	-	-	96,879	-	51
Wuyishan Sandi New Times Square 武夷山三迪新時代廣場	2023	168,669	65,673	13,707	86,761	-	60

Management Discussion and Analysis

管理層討論及分析

Property projects	Expected completion dates	Site area	Completed 已完工		GFA under development	Planned GFA for future development	Group's interest
			Saleable GFA delivered/ pre-sold 已交付/ 預售可銷售 總建築面積	GFA available for sale 可供出售 總建築面積			
物業項目	預計完工年份	土地面積	總建築面積	總建築面積	發展中 總建築面積	發展計劃 總建築面積	本集團 權益
		sq.m. 平方米	sq.m. 平方米	sq.m. 平方米	sq.m. 平方米	sq.m. 平方米	% %
Shaanxi Province							
陝西省							
Qujiang Xiangsong Fengdan · Xian Sandi 西安三迪·曲江香頌楓丹	2022	124,304	240,290	40,035	153,948	–	100
Sandi Bahe Yihao 三迪灞河壹號	2024	134,723	–	–	426,176	–	70
Sandi Century New City 三迪世紀新城	2022	169,923	947,531	59,679	135,084	–	100
Sandi Jinyu Bowan 三迪金城鉅灣	2024	59,789	–	–	99,573	–	51
Sandi Jinyunfu 三迪錦雲府	2022	40,592	–	–	77,331	–	51
Sandi Jinyu Gaoxin 三迪金城高新	2023	65,157	–	–	178,508	–	100
Sandi Yunding Fengdan 三迪雲頂楓丹	2024	52,870	–	–	130,679	–	100
Shanghai							
上海							
Sandi Manhattan 三迪曼哈頓	2024	104,251	136,172	81,889	120,280	–	100
Zhejiang Province							
浙江省							
Sandi Fengdan Yaju 三迪楓丹雅居	2023	27,491	–	–	54,769	–	100
Sandi Yasong Meizhu 三迪雅頌美築	2023	37,252	–	–	66,090	–	100
Total 總計		1,734,374	1,400,191	195,310	2,312,525	40,086	
Attributable to the Group 本集團應佔		1,519,120	1,373,922	189,827	1,959,086	40,086	

Management Discussion and Analysis

管理層討論及分析

Notes:

- (i) The table above includes properties for which the Group has obtained the relevant land use rights certificate(s) but has not obtained the requisite construction permits or the Group has received the confirmation letter(s) on bidding of granting land use rights but is in progress to obtain the land use right certificate(s). The figures for “GFA available for sale”, “GFA under development” and “Planned GFA for future development” are based on figures provided in the relevant governmental documents, such as the property ownership certificates, the construction work planning permits, the pre-sale permits, the construction land planning permits or the land use rights certificate. The categories of information are based on our internal records.
- (ii) The figures of “Saleable GFA pre-sold” and “GFA available for sale” include saleable GFA of car parks spaces; while figures of “GFA under development” and “Planned GFA for future development” also include non-saleable GFA such as ancillary area.
- (iii) “GFA available for sale”, “GFA under development” and “Planned GFA for future development” are derived from the Group’s internal records and estimates.

附註：

- (i) 上表包括本集團已取得相關土地使用權證但尚未取得必要的施工許可證之物業或本集團已收到有關授予土地使用權的投標確認函，但正在取得土地使用權證。「可供出售總建築面積」、「發展中總建築面積」及「未來發展計劃總建築面積」之數字按相關政府文件之數字，如房產證、建築工程規劃許可證、預售許可證、建設用地規劃許可證或土地使用權證。資料類別是基於我們的內部記錄。
- (ii) 「可售總建築面積預售」及「可供出售總建築面積」之數字包括停車場的可售總建築面積；「發展中總建築面積」及「未來發展計劃總建築面積」之數字亦包括不可銷售的總建築面積，如附屬區域。
- (iii) 「可供出售總建築面積」、「發展中總建築面積」及「未來發展計劃總建築面積」源自本集團內部記錄及估計。

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The following section provides further details of major ongoing projects of the Group.

Fujian Province

Sandi Yasong Fengdan Garden



Sandi Yasong Fengdan Garden (“Yasong Fengdan”) is a residential project located in Gaoxin District, Nanyu County, Fuzhou City, Fujian Province with a total site area of approximately 38,539 sq.m.. Gaoxin District is the fourth commercial district in Fuzhou City and Yasong Fengdan is close to 117 County Road, Qishan Avenue and Gaoxin Avenue, the central area of Gaoxin District.

Yasong Fengdan is designed as an intelligent community and planned to be developed into 7 high-rise apartment buildings and 11 low-rise apartment buildings with ancillary facilities, including a supermarket. There is nearly 35% greening area inside the community. The project has been launched for pre-sales in September 2020. The contracted sales amount of approximately RMB710.4 million was recorded during the period from the pre-sales day up to 31 December 2021.

以下部分為本集團主要在建項目之詳情。

福建省

三迪雅頌楓丹花園



三迪雅頌楓丹花園(「雅頌楓丹」)是一個位於福建省福州市閩侯縣高新區，佔地面積約38,539平方米的住宅項目。高新區為福州市第四大的商業圈，雅頌楓丹位於高新區的中心地帶，鄰近117縣道、旗山大道和高新大道。

雅頌楓丹的設計定位為智能社區，並將發展7座高層住宅和11座低密度洋房物業，且有各項配套設施，包括一間超級市場。社區內擁有接近35%的綠化地帶。該項目已於二零二零年九月開始預售。由開售日至二零二一年十二月三十一日止期間，已錄得合約銷售額約人民幣710,400,000元。

Management Discussion and Analysis

管理層討論及分析

Sandi Jinyu Yunjing

三迪金域雲境



Sandi Jinyu Yunjing (“Jinyu Yunjing”) is the first project of Jinyu series in Longyan City, Fujian Province. It is a privileged quality residential area with a commercial complex project located in Xinluo District, Longyan City with a total site area of approximately 29,332 sq.m..

Jinyu Yunjing is situated at the intersection of Gongye Road and Xinlu Road, linking to Longyan Bridge. It is in the vicinity of Xinhuadu Plaza, Minxi Trading Center and Exhibition Center.

Jinyu Yunjing is planned to be developed into 6 high-rise apartment buildings with ancillary facilities, including a kindergarten and a wet market. There is approximately 30% to 40% greening area inside the community. The project has been launched for pre-sales in February 2021. The contracted sales amount of approximately RMB230.0 million was recorded during the period from the pre-sales day up to 31 December 2021.

三迪金域雲境（「金域雲境」）是集團首個在福建省龍岩市的金域系列項目。它位於龍岩市新羅區，佔地面積約29,332平方米，是一個高端品質住宅物業，配備商業街的綜合商住項目。

金域雲境位於工業路與犀牛路交界，連接龍岩大橋，鄰近新華都廣場、閩西交易城和會展中心。

金域雲境擬將發展6座高層住宅物業，並具有各項配套設施，包括一所幼稚園和一個濕貨市場。社區內擁有接近30%至40%的綠化地帶。該項目已於二零二一年二月開始預售。由開售日至二零二一年十二月三十一日止期間，已錄得合約銷售額約人民幣230,000,000元。

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Shaanxi Province
Sandi Jinyu Gaoxin

陝西省
三迪金域高新



Sandi Jinyu Gaoxin (“Jinyu Gaoxin”) is the third project of Jinyu series in Baoji City, Shaanxi Province. Jinyu series belongs to the privileged quality residential project category which seeks to maximize the green environment and create designs which suit the demand of customers.

Jinyu Gaoxin is located in Gaoxin Development Zone in Baoji City with a total site area of approximately 65,157 sq.m.. It is the first project of the Group in Gaoxin Development Zone and at the central area of the zone which is close to Fang Huang Bridge and Gaoxin Avenue.

Jinyu Gaoxin is planned to be developed into 9 high-rise apartment buildings and 7 houses with ancillary facilities, including a kindergarten. There is nearly 40% greening area inside the community. The project has been launched for pre-sales in August 2019. The contracted sales amount of approximately RMB831.6 million was recorded during the period from the pre-sales day up to 31 December 2021.

三迪金域高新（「金域高新」）是金域系列在陝西省寶雞市的第三個項目。金域系列為尋求綠色環境及創造符合客戶需求的設計，提供高端品質的精品住宅項目。

金域高新位於寶雞市高新發展區，佔地面積約65,157平方米。它是本集團第一個在高新發展區的項目，位於該區的中心地帶，鄰近鳳凰大橋和高新大道。

金域高新擬將發展9座高層住宅及7座洋房物業並配備各項社區配套設施，包括一所幼稚園。社區內擁有接近40%的綠化地帶。該項目已於二零一九年八月開始預售。由開售日至二零二一年十二月三十一日止期間，已錄得合約銷售額約人民幣831,600,000元。

Management Discussion and Analysis

管理層討論及分析

Sandi Yunding Fengdan



Sandi Yunding Fengdan (“Yunding Fengdan”) is located in Huazhou Central Residential Zone, Huazhou District, Weinan City, Shaanxi Province with a total site area of approximately 52,870 sq.m.. Huazhou Central Residential Zone is on the west of Huazhou District, which is planned by the government as a residential area in Huazhou District.

Yunding Fengdan is taking advantage of the residential zone with ancillary facilities, such as a hospital and the largest school zone in Huazhou District, which are in the vicinity of the community.

Yunding Fengdan is planned to be developed into 15 residential properties with a commercial complex. There is nearly 35% greening area inside the community. The project has been launched for pre-sales in September 2019. The contracted sales amount of approximately RMB317.2 million was recorded during the period from the pre-sales up to 31 December 2021.

三迪雲頂楓丹



三迪雲頂楓丹(「雲頂楓丹」)位於陝西省渭南市華州中央居住區，佔地面積約52,870平方米。華州中央居住區位於華州區的西面，為政府在華州區規劃的住宅民生區。

雲頂楓丹鄰近華州區內的各項配套設施，如醫院及華州區最大的學校區，因此佔盡住宅民生區的優勢。

雲頂楓丹擬將發展為15座住宅物業，並配有商業街的綜合項目。社區內擁有接近35%的綠化地帶。該項目已於二零一九年九月開始預售。由開售日至二零二一年十二月三十一日止期間，已錄得合約銷售額約人民幣317,200,000元。

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Zhejiang Province

Sandi Fengdan Yaju

浙江省

三迪楓丹雅居



Sandi Fengdan Yaju (“Fengdan Yaju”) is located in Qiantang New District, Hangzhou City, Zhejiang Province. Qiantang New District is one of the high-speed developing area in Hangzhou City, which is a “Pudong New Area” of Hangzhou planned by the government.

Fengdan Yaju is 12 kilometers from Hangzhou Xiaoshan Airport. Nearby Fengdan Yaju, there are two metro lines in construction and is planning to have a high-speed railway station. In addition, there are national wetland park, commercial areas, school and hospital nearby Fengdan Yaju.

Fengdan Yaju is a privileged quality project of the Group, and planned to be developed into 6 high-rise apartment buildings and a low-rise apartment building. The project has been launched for pre-sales in August 2021. The contracted sales amount of approximately RMB784.5 million were recorded during the period from the pre-sales day up to 31 December 2021.

三迪楓丹雅居(「楓丹雅居」)位於浙江省杭州市錢塘新區。錢塘新區為杭州市其中一個高速發展的地區，是政府著力打造的杭州版「浦東新區」。

楓丹雅居距離杭州蕭山機場12公里，附近有兩條興建中的地鐵線及規劃中的高鐵站。此外，楓丹雅居周邊有國家濕地公園，另有商業、學校、醫院等配套設置。

楓丹雅居為本集團主力打造的高性價比項目，將發展6座高層住宅和1座低密度洋房。該項目已於二零二一年八月開始預售。由開售日至二零二一年十二月三十一日止期間，已錄得合約銷售金額約人民幣784,500,000元。



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Shanghai

Sandi Manhattan

Shanghai Sandi Manhattan project (“Sandi Manhattan”) is a major project of the Group in Shanghai. It is situated in the prime location of Shanghai Songjiang District, Songjiang New Town International Ecology Business District with a site area of approximately 104,251 sq.m.. Sandi Manhattan is a mixed-use development complex, including offices, shopping malls and hotels. Approximately 218,060 sq.m. GFA was completed up to December 2021 of which approximately 87,505 sq.m. GFA are the investment properties of the Group. Hyatt Regency Shanghai Songjiang (“Hyatt Regency”) and Shanghai Sandi Xintiandi (“Sandi Xintiandi”), the projects of Sandi Manhattan, opened in July and December 2021, respectively.

上海

三迪曼哈頓

上海三迪曼哈頓項目（「三迪曼哈頓」）是本集團在上海的重點項目。它位於上海松江區的黃金地段—松江新城國際生態商務區，佔地面積約104,251平方米。三迪曼哈頓是一個綜合發展項目，包括辦公室，購物中心及酒店。截至二零二一年十二月，約218,060平方米總建築面積已完工，其中約87,505平方米總建築面積為本集團持有的投資物業。整個項目中，上海松江凱悅酒店（「凱悅酒店」）及上海三迪•欣天地（「三迪•欣天地」）已分別於二零二一年七月及十二月開幕。



Hyatt Regency, an international 5-star hotel, belongs to one of the major investment properties of the Group in Sandi Manhattan. Hyatt Regency is located at the core area of Songjiang New Town International Ecology Business District and provides privileged services to guests. It provides multi-functional spaces of approximately 1,900 sq.m. and 256 guestrooms, including 18 suites, with floor-to-ceiling views of Wulong Lake, gardens or Ecology Business District skyline.

凱悅酒店 — 一間國際五星級酒店，屬於本集團於三迪曼哈頓的主要投資物業。凱悅酒店位於松江新城國際生態商務區的核心位址，致力為住客提供優質的商務服務，提供約1,900平方米的多用途宴會活動場地及256間客房，包括18間套房，可飽覽五龍湖全景、園景或生態商務區的天際線。

Management Discussion and Analysis

管理層討論及分析



Sandi Xintiandi is also located at the core area of Songjiang New Town International Ecology Business District. It is the first ecology semi-open commercial complex project, with approximately 170,000 sq.m. GFA. The contracted sales amount of approximately RMB1,354.2 million were recorded during the period from the pre-sales day up to 31 December 2021.

Land bank replenishment

The Group's strategy is to maintain the sufficiency of land bank portfolio to support the Group's own development pipeline for the next few years. As at 31 December 2021, the Group had a quality land bank amounting to a total GFA of approximately 2,585,000 sq.m., of which approximately 2,218,000 sq.m. were attributable to the owners of the Company.

The table below summarises the landbank by location as at 31 December 2021:

Landbank by location	按地區劃分的土地儲備	Total GFA 總建築面積 '000 sq.m. 千平方米	Attributable GFA 應佔總建築面積 '000 sq.m. 千平方米
Shannxi Province	陝西省	1,314	1,099
Fujian Province	福建省	948	796
Shanghai	上海	202	202
Zhejiang Province	浙江省	121	121
Total	總計	2,585	2,218

三迪·欣天地同樣位於松江新城國際生態商務區的核心位址，為上海松江區首個綠色生態半開放式商業綜合項目，總建築面積約170,000平方米。由開售日至二零二一年十二月三十一日止期間，已錄得合約銷售額約人民幣1,354,200,000元。

土地儲備補充

本集團的策略是維持足以支持本集團未來數年發展之土地儲備組合。於二零二一年十二月三十一日，本集團擁有總建築面積約2,585,000平方米的優質土地儲備，其中約2,218,000平方米歸屬於本公司擁有人。

下表概述於二零二一年十二月三十一日的按地區劃分的土地儲備：

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Property Investment

During the reporting period, the Group recognised rental income and property management and related fee income of approximately RMB159.9 million (2020: approximately RMB128.3 million), which was mainly generated by two furniture malls situated in Fuzhou and Baoji. The Group's investment properties also include hotels, kindergarten, commercial and office premises, all of which are all located in the PRC and generated a stable income stream to the Group.

Sets out below were the major investment properties held by the Group as at 31 December 2021:

物業投資

報告期內本集團確認租金收入以及物業管理及相關費用收入約人民幣159,900,000元(二零二零年:約人民幣128,300,000元),主要產生自位於福州及寶雞的兩家家居商場。本集團投資物業亦包括所有位於中國的酒店、幼兒園、商業及辦公室,並為本集團產生穩定收入來源。

下表載列本集團於二零二一年十二月三十一日持有之主要投資物業:

Location 位置	Existing/ Intended use(s) 現有/擬定用途	Approximate GFA 概約總建築面積 sq.m. 平方米	Group's interest 本集團利益 %
Completed investment properties 已完工投資物業			
Fujian Province 福建省			
Sandi Furniture Plaza, No. 173 Gongye Road, Yizhou Street, Taijiang District, Fuzhou City 福州市台江區義洲街道工業路173號三迪家居廣場	Shopping Mall 購物商場	113,252	100%
Fuzhou Sandi Chuangfu Square Zone B, Fuxiz Road, Cangshan District, Fuzhou City 福州市倉山區福峽路東側螺城路南側三迪創富廣場B區	Commercial/Hotel 商業/酒店	48,713	100%
Various blocks, Sandi Kaixuan Fengdan, No. 202 Minjiang Avenue, Cangshan District, Fuzhou City 福州市倉山區閩江大道202號三迪凱旋楓丹若干幢	Commercial/Hotel 商業/酒店	13,477	100%
Shaanxi Province 陝西省			
Red Star Macalline, Block 196 No. 8 Bao Guo Road Jin Tai District, Baoji City 寶雞市金台區寶號路8號院196幢紅星美凱龍	Shopping Mall 購物商場	63,643	100%
Sandi Plaza, Block 186 No. 8 Bao Guo Road Jin Tai District, Baoji City 寶雞市金台區寶號路8號院186幢三迪廣場	Shopping Mall 購物商場	63,125	100%
Ramada Hotel Block No. 184 No. 8 Bao Guo Road Jintai District, Baoji City 寶雞市金台區寶號路8號院184幢華美達酒店	Hotel 酒店	15,181	100%
Pesht Boutique, Block No. 25 No. 8 Bao Guo Road Jintai District, Baoji City 寶雞市金台區寶號路8號院25幢佩斯精品酒店	Hotel 酒店	12,248	100%
Jinjiang Inn, Block No. 18 No. 8 Bao Guo Road Jintai District, Baoji City 寶雞市金台區寶號路8號院18幢錦江之星酒店	Hotel 酒店	7,094	100%

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Location 位置	Existing/ Intended use(s) 現有／擬定用途	Approximate GFA 概約總建築面積 sq.m. 平方米	Group's interest 本集團利益 %
Shanghai			
上海			
Lot N5, No. 11 Zhongshan Street Neighbourhood, Congjiang District 松江區中山街道11街坊N5地塊之商業建築群	Commercial/Hotel 商業／酒店	61,434	100%
Lot N11, No. 11 Zhongshan Street Neighbourhood, Songjiang District 松江區中山街道11街坊N11地塊之商業建築群	Commercial 商業	26,071	100%
Investment properties under construction			
在建投資物業			
Fujian Province			
福建省			
Tang Kou, Xi Nan Village, Ge Ling Town, Yongtai County, Fuzhou City 福州市永泰縣葛嶺鎮溪南村湯口之酒店項目	Hotel 酒店	89,187	100%
Northwest of Huandao East Road and Jinsan Road, 06 -11 Wutong Gaolin Area, Huli District, Xiamen City 廈門市湖裏區06-11五通高林片區環島東路與金三路交叉口西北側	Hotel 酒店	39,850	100%
Shanghai			
上海			
Lot N6, No. 11 Zhongshan Street Neighbourhood, Songjiang District 松江區中山街道11街坊N6地塊之商業建築群	Commercial/Hotel 商業／酒店	117,629	100%
Zhejiang Province			
浙江省			
Northwest of Weiliu Road and Jingwu Road, Qiantang New District, Hangzhou City 杭州市錢塘新區緯六路與經五路交叉口西北之住宅項目	Residential 住宅	16,356	100%
Northeast of Jingsi Road and Changfeng Road, Qiantang New District, Hangzhou City 杭州市錢塘新區經四路與長風路交叉口東北角之住宅項目	Residential 住宅	8,337	100%

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Significant event during the Year

Discloseable transaction – Provision of Guarantees and Mortgages

On 19 November 2021, each of Shanghai Sandi Real Estate Development Co. Ltd, Fuzhou Gaojia Real Estate Development Co. Ltd, Wuyishan Gajia Real Estate Development Co. Ltd and Yongtai Gajia Real Estate Development Co. Ltd (collectively the “Guarantors” and the “Mortgage Providers”), wholly-owned subsidiaries of the Company, entered into (i) a guarantee contract (collectively, the “Guarantee Contracts”) with Xiamen International Bank Co. Ltd., Fuzhou Branch (the “Bank”), pursuant to which each Guarantor agreed to provide joint and several guarantee for the repayment obligations of Fujian Aibang Construction Engineering Co., Ltd (the “Borrower”) in respect of the facility in the maximum amount of RMB260 million made available by the Bank to the Borrower (the “Facility”); and (ii) a mortgage contract for a maximum period of two years, pursuant to which each Mortgage Provider agreed to mortgage certain land, properties and carpark spaces in favour of the Bank as security for the repayment obligations of the Borrower in respect of the Facility.

Further details are set out in the announcement of the Company dated 22 November 2021.

OUTLOOK

In 2021, with series of anti-pandemic measures implemented by the government and the ongoing vaccination schemes, the pandemic is currently under control in the PRC. The economic activities have been fully resumed and further encouraged a stronger and sustainable growth.

Looking ahead, although the economic environment is further recovering and growing in the PRC, it still has to face various challenges, uncertainty and instability. The regulatory policies on the real estate industry, especially the speculations in the second-hand real estate market, are unlikely to be relaxed in the near future. The Group mainly provides privileged quality residential housing, and the People’s Bank of China has cut interest rates and promoted credit easing recently. Therefore, we could seize the opportunity to seek and acquire privileged quality land parcels actively, in order to expand our market share in the real estate market in the PRC, and to drive the diversified development of the Group. Meanwhile, the government’s stabilization policy on the real estate market has played a key role in the development of the domestic economic system. The Group would actively collaborate and take part in the stabilization policy, and be confident to the future economic development in the PRC.

本年度重大事項

須予披露交易 – 提供擔保及抵押

於二零二一年十一月十九日，上海三迪房地產開發有限公司、福州高佳房地產開發有限公司、武夷山高佳房地產開發有限公司及永泰高佳房地產開發有限公司（統稱為「保證人」及「抵押提供者」），均為本公司之全資附屬公司，各自(i)與廈門國際銀行股份有限公司福州分行（「該銀行」）訂立保證合同（統稱為「保證合同」），據此，各保證人同意為福建省艾邦建設工程有限公司（「借款人」）就該銀行向借款人提供之最高金額為人民幣260,000,000元之額度（「額度」）提供連帶還款責任保證；及(ii)訂立抵押合同，為期最多兩年，據此，各抵押提供者同意向該銀行抵押若干土地、物業及停車位，作為借款人就額度履行還款責任之抵押。

更多詳情載於本公司日期為二零二一年十一月二十二日的公告。

展望

在二零二一年內，鑒於政府採取一系列防疫措施及正在進行的疫苗接種計劃，中國的疫情已得到有效的控制。經濟活動亦已全面恢復，並進一步加強及穩定地增長。

展望未來，雖然中國的經濟環境正進一步恢復及增長，但仍要面對各種挑戰，不確定及不穩定的因素。預期政府對房地產市場的監管政策，特別是二手樓宇市場的炒賣活動，在不久的將來仍未放寬。本集團主要為中國房地產市場提供優質的一手住宅樓宇，加上中國人民銀行近期多次減息及放寬銀行貸款，因此可把握機遇，積極尋找及收購優質地塊，並拓展在內地房地產市場的板塊，以推動本集團的多元化發展。同時，政府的房地產穩定政策對國內經濟體系發展起關鍵作用，本集團亦會積極配合和參與其房地產穩定政策，並對中國未來的經濟發展充滿信心。

Management Discussion and Analysis

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW

Revenue

The Group's revenue is primarily derived from property sales, which contributed approximately 94.5% of the revenue for the reporting period. The table below sets forth the breakdown of the Group's revenue by operating segment as indicated:

		For the year ended 31 December 2021 截至二零二一年 十二月三十一日止年度 RMB'000 人民幣千元		For the year ended 31 December 2020 截至二零二零年 十二月三十一日止年度 RMB'000 人民幣千元	
Property sales	物業銷售	2,767,676	94.5	3,096,792	96.0
Property investment	物業投資	159,878	5.5	128,296	4.0
		2,927,554	100	3,225,088	100.0

Revenue from property sales

The Group's revenue from property sales decreased to approximately RMB2,767.7 million for the reporting period (2020: approximately RMB3,096.8 million).

營運業績及財務回顧

收入

本集團之收入主要源於物業銷售，佔報告期之收入約94.5%。下表載列按所示經營分部劃分之本集團收入明細：

物業銷售收入

報告期內本集團物業銷售收入減少至約人民幣2,767,700,000元（二零二零年：約人民幣3,096,800,000元）。

Management Discussion and Analysis

管理層討論及分析

The table below summarises the revenue from property sales for the reporting period: 下表概述報告期內之物業銷售收入：

Property projects	Type	Sales revenue	GFA	Average selling price	Percentage of total amount
物業項目	類型	銷售收入 RMB'000 人民幣千元	總建築面積 sq.m. 平方米	平均售價 RMB/sq.m. 人民幣／ 平方米	佔總金額 之百分比 %
Shaanxi Province					
陝西省					
Qjiang Xiangsong Fengdan · Xian Sandi 西安三迪·曲江香頌楓丹	Residential/Commercial 住宅／商業	821,704	56,750	13,378	29.7
Sandi Century New City 三迪世紀新城	Residential/Commercial 住宅／商業	503,590	65,579	7,666	18.2
Fujian Province					
福建省					
Wuyishan Sandi New Times Square 武夷山三迪新時代廣場	Residential 住宅	761,528	63,451	11,907	27.5
Shanghai					
上海					
Sandi Manhattan 三迪曼哈頓	Commercial 商業	549,354	17,273	30,382	19.8
Others 其他	Residential/Commercial 住宅／商業	131,500	15,921	7,155	4.8
Total 總計		2,767,676	218,974	12,130	100.0

Notes:

附註：

- | | |
|--|--|
| <p>i. Sales revenue amount and the calculation of average price are based on the sales revenue after the deduction of business/value-added tax and other surcharges/taxes.</p> <p>ii. GFA and sales revenue attributable to the car parking spaces are excluded in the GFA sold and the average selling price calculation.</p> | <p>i. 銷售收入金額及平均售價計算是基於已扣除營業稅／增值稅及其他附加稅項之銷售收入總額計算。</p> <p>ii. 歸屬於停車位的總建築面積及銷售收入不包括在已售總建築面積及平均售價計算中。</p> |
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Management Discussion and Analysis

管理層討論及分析

Revenue from property investment

Revenue from property investment including rental income and property management and related fee income amounted to approximately RMB159.9 million for the reporting period (2020: approximately RMB128.3 million), which was derived from the Group's investment properties situated in the PRC, including shopping malls, commercial buildings and kindergartens.

Cost of properties sales

The Group's cost of properties sales increased to approximately RMB2,106.2 million for the reporting period (2020: approximately RMB2,076.1 million). The increase was primarily attributable to the increase in the cost of construction materials during the reporting period compared with 2020, which led to the increase in the cost of properties sales.

Change in fair value on investment properties and upon transfer to investment properties

For the reporting period, the Group recognised a net fair value gain of approximately RMB9.5 million on its investment properties (2020: approximately RMB18.2 million).

In addition, following a change of purpose of a property during the year ended 31 December 2020, the Group had reclassified the investment property which previously classified as inventories of properties. As a result, an increase in fair value of approximately RMB82.9 million was recognised to the consolidated statement of profit or loss and an increase in fair value of approximately RMB402.0 million was recognised to properties revaluation reserve during the year ended 31 December 2020.

During the reporting period, the Group had reclassified the investment properties which previously classified as properties under development and the relevant right-of-use assets. Since there was insignificant difference of the fair value, no change in fair value upon transfer to investment properties was recognised during the reporting period.

物業投資收入

報告期內之物業投資收入(包括租金收入)以及物業管理及相關費用收入約為人民幣159,900,000元(二零二零年:約人民幣128,300,000元),乃產生自本集團位於中國之投資物業(包括商場、商業樓宇及幼兒園)。

物業銷售成本

本集團於報告期內之物業銷售成本增加至約人民幣2,106,200,000元(二零二零年:約人民幣2,076,100,000元)。增加主要由於與截至二零二零年比較,於報告期內建築材料成本上升導致物業銷售成本增加。

投資物業及轉至投資物業後之公平值變動

報告期內本集團確認其投資物業的公平值收益淨額約人民幣9,500,000元(二零二零年:約人民幣18,200,000元)。

此外,截至二零二零年十二月三十一日止年度,由於一處物業用途變更,本集團已重新分類先前分類為物業存貨之投資物業。因此,截至二零二零年十二月三十一日止年度,已於綜合損益表中確認公平值增加約人民幣82,900,000元,並於物業重估儲備中確認公平值增加約人民幣402,000,000元。

報告期內本集團已將先前分類為發展中物業及相關使用權資產的投資物業進行重新分類。由於公平值並無重大差異,故報告期內並無確認轉撥至投資物業時之公平值變動。

Management Discussion and Analysis

管理層討論及分析

Change in fair value of derivative components of convertible bonds

During the reporting period, the Group recognised a fair value gain of approximately RMB121.8 million (2020: approximately RMB48.3 million) on the derivative components of the convertible bonds with principal amount of HK\$500 million, issued to Primary Partner International Limited (“Primary Partner”), which is wholly-owned by Mr. Guo Jiadi (“Mr. Guo”), on 30 January 2019 as the consideration for acquisition of All Excel Industries Limited. The derivative component of the convertible bonds represented the conversion option to convert into shares of the Company and early redemption option before its maturity date on 30 January 2024, which were classified as derivative financial instrument and measured at fair value with changes in fair value recognised in profit or loss.

Other gains and losses

The Group recognised net other gains of approximately RMB33.6 million for the reporting period (2020: approximately RMB74.0 million), which was mainly attributed to net exchange gain during the Year as mentioned above.

Gain on disposal of financial assets at FVTPL

During the reporting period, the Group fully disposed of 6,000,000 shares in Town Health International Medical Group Limited (stock code: 3886.HK). There was net realised gain of approximately RMB2.6 million (2020: a net realised losses of approximately RMB4.1 million) during the reporting period.

Selling and marketing expenses

The Group’s selling and marketing expenses increased by approximately RMB22.6 million from approximately RMB195.8 million for the year ended 31 December 2020 to approximately RMB218.4 million for the reporting period, which was mainly due to the increase in sales commission recognised during the Year.

Administrative expenses

The Group’s administrative expenses increased by approximately RMB0.4 million from approximately RMB213.6 million for the year ended 31 December 2020 to approximately RMB214.0 million for the reporting period.

可換股債券衍生工具部分的公平值變動

報告期內本集團確認於二零一九年一月三十日，作為收購全盛實業有限公司之代價向郭加迪先生（「郭先生」）全資擁有之Primary Partner International Limited（「Primary Partner」）發行的本金額為500,000,000港元的可換股債券衍生工具部分的公平值收益約人民幣121,800,000元（二零二零年：約人民幣48,300,000元）。可換股債券衍生工具部分指可於其到期日二零二四年一月三十日前轉換為本公司股份之轉換權及提早贖回購股權，其分類為衍生金融工具及按公平值計量，公平值變動計入當期損益。

其他收益及虧損

報告期內本集團確認其他收益淨額約為人民幣33,600,000元（二零二零年：約人民幣74,000,000元），主要歸因於上文所述的本年度匯兌收益淨額。

出售按公平值計入損益之財務資產之收益

報告期內本集團悉數出售所持康健國際醫療集團有限公司（股份代號：3886.HK）的6,000,000股股份。報告期內已變現收益淨額約為人民幣2,600,000元（二零二零年：已變現虧損淨額人民幣4,100,000元）。

銷售及營銷開支

本集團之銷售及營銷開支由截至二零二零年十二月三十一日止年度之約人民幣195,800,000元增加約人民幣22,600,000元至報告期內之約人民幣218,400,000元，主要由於本年度確認的銷售佣金增加所致。

行政開支

本集團之行政開支由截至二零二零年十二月三十一日止年度之約人民幣213,600,000元增加約人民幣400,000元至報告期內之約人民幣214,000,000元。

Management Discussion and Analysis

管理層討論及分析

Finance costs

Finance costs consist of interest expenses on banks and other borrowings, convertible bonds, promissory note, contract liabilities, amounts due to a related company and lease liabilities. The finance costs amounted to approximately RMB178.2 million (2020: approximately RMB103.1 million) for the reporting period. The increase in finance cost was attributable to contract liabilities.

Income tax expense

Income tax expense mainly comprises the PRC enterprise income tax and land appreciation tax amounted to approximately RMB178.3 million for the reporting period (2020: approximately RMB314.2 million). The substantial decrease was mainly attributable to the decrease in sales of properties recognised during the Year.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2021, the Group had bank and other borrowings of approximately RMB8,205.2 million denominated in RMB (31 December 2020: approximately RMB8,429.9 million denominated in RMB) and other debts comprising convertible bonds, promissory note and amounts due to a related company in total amount to approximately RMB1,346.2 million denominated in HK\$ and RMB (31 December 2020: approximately RMB1,299.7 million denominated in HK\$ and RMB). As at 31 December 2021 and 2020, all bank and other borrowings were secured with fixed interest rate. The bank and other borrowings with maturities falling due within one year, in the second year, in the third to the fifth year, over five years amounted to approximately RMB1,798.6 million, RMB1,889.7 million, RMB3,788.9 million and RMB728.0 million, respectively (31 December 2020: approximately RMB2,958.2 million, RMB1,730.2 million, RMB2,982.5 million and RMB759.0 million, respectively). Further details of the bank and other borrowings, convertible bonds, promissory note and amounts due to a related company, are set out in notes 25, 28, 29 and 40(a), to the consolidated financial statements in this report.

As at 31 December 2021, the Group had cash and cash equivalents of approximately RMB592.9 million (31 December 2020: approximately RMB838.0 million) which were mainly denominated in HK\$ and RMB.

融資成本

融資成本包括銀行及其他借貸、可換股債券、承兌票據、合約負債、應付一間關連公司款項及租賃負債之利息支出。報告期內之融資成本約人民幣178,200,000元(二零二零年：約人民幣103,100,000元)。融資成本增加乃由於合約負債所致。

所得稅開支

報告期內所得稅開支主要包括中國企業所得稅及土地增值稅約人民幣178,300,000元(二零二零年：約人民幣314,200,000元)。大幅減少乃主要由於本年度確認之物業銷售減少所致。

流動資金及財務資源

於二零二一年十二月三十一日，本集團之銀行及其他借貸約人民幣8,205,200,000元，以人民幣計值(二零二零年十二月三十一日：約人民幣8,429,900,000元，以人民幣計值)，及其他債務包括可換股債券、承兌票據及應付一間關連公司款項總額約為人民幣1,346,200,000元，以港元及人民幣計值(二零二零年十二月三十一日：約人民幣1,299,700,000元，以港元及人民幣計值)。於二零二一年及二零二零年十二月三十一日，所有銀行及其他借貸均有抵押及固定利率。將於一年內、第二年、第三至第五年及超過五年到期之銀行及其他借貸金額分別為約人民幣1,798,600,000元、人民幣1,889,700,000元、人民幣3,788,900,000元及人民幣728,000,000元(二零二零年十二月三十一日：分別為約人民幣2,958,200,000元、人民幣1,730,200,000元、人民幣2,982,500,000元及人民幣759,000,000元)。銀行及其他借貸、可轉換債券、承兌票據及應付一間關連公司款項之進一步詳情分別載於本報告綜合財務報表附註25、28、29及40(a)。

於二零二一年十二月三十一日，本集團有現金及現金等值約人民幣592,900,000元(二零二零年十二月三十一日：約人民幣838,000,000元)，其主要以港元及人民幣計值。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2021, the gearing ratio for the Group was approximately 175.5% (31 December 2020: approximately 181.2%), calculated based on the net debts (comprising bank and other borrowings and other debts comprising convertible bonds, promissory note and amounts due to a related company less cash and cash equivalent) of approximately RMB8,958.5 million (31 December 2020: approximately RMB8,891.6 million) over the total equity of approximately RMB5,105.7 million (31 December 2020: approximately RMB4,906.7 million). The debt ratio was approximately 83.0% (31 December 2020: approximately 81.9%), calculated as total liabilities over total assets of the Group.

The Group's current available liquidity resources are sufficient to meet its capital commitments. As at 31 December 2021, the Group's net current assets amounted to approximately RMB3,564.9 million (31 December 2020: approximately RMB3,178.6 million). The Group's current ratio, being percentage of its current assets and its current liabilities, amounted to approximately 122.6% (31 December 2020: approximately 122.6%).

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and capture investment opportunities as and when they become available. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to Shareholders, issue new shares or sell assets to reduce debt.

CAPITAL STRUCTURE

The capital structure of the Group and fund raising activities during the reporting period are summarised as follows:

(i) Bank and other borrowings

As at 31 December 2021, the Group had bank and other borrowings of approximately RMB8,205.2 million (31 December 2020: approximately RMB8,429.9 million), of which approximately RMB1,798.6 million are repayable within one year and approximately RMB6,406.6 million are repayable beyond one year. The Group's bank and other borrowings bear interest rates ranging from approximately 4.75% to 12.8% per annum. All the bank and other borrowings were denominated in RMB.

於二零二一年十二月三十一日，本集團按淨債務（包括銀行及其他借貸以及其他債務（包括可換股債券、承兌票據及應付一間關連公司款項）減現金及現金等值）約人民幣8,958,500,000元（二零二零年十二月三十一日：約人民幣8,891,600,000元）除以權益總額約人民幣5,105,700,000元（二零二零年十二月三十一日：約人民幣4,906,700,000元）計算之負債比率約為175.5%（二零二零年十二月三十一日：約181.2%）。按本集團負債總額除以資產總額計算，債務比率約為83.0%（二零二零年十二月三十一日：約81.9%）。

本集團現時可動用之流動資金足以應付資本承擔所需。於二零二一年十二月三十一日，本集團之流動資產淨值約為人民幣3,564,900,000元（二零二零年十二月三十一日：約人民幣3,178,600,000元）。本集團之流動比率（即流動資產與流動負債之百分比）為約122.6%（二零二零年十二月三十一日：約122.6%）。

本集團繼續採取審慎理財政策管理其流動資金需要。目標為保持有充裕資金應付營運資金所需，以及於機會來臨時把握投資良機。為維持或調整資本架構，本集團可能會調整支付予股東之股息金額，發行新股份或出售資產以降低債務。

資本架構

報告期內本集團的資本架構及集資活動概述如下：

(i) 銀行及其他借貸

於二零二一年十二月三十一日，本集團之銀行及其他借貸約為人民幣8,205,200,000元（二零二零年十二月三十一日：約人民幣8,429,900,000元），其中約人民幣1,798,600,000元於一年內償還及約人民幣6,406,600,000元於一年以後償還。本集團之銀行及其他借貸按年利率約4.75%至12.8%計息。所有銀行及其他借貸以人民幣計值。

Management Discussion and Analysis

管理層討論及分析

(ii) Promissory note

As at 31 December 2021 and 2020, the Company had a 5-year promissory note (the “Promissory Note”) with principal amount of HK\$600 million issued to Mr. Guo, the chairman of the Board and an executive Director, with interest to be 3% per annum for the first and second years after the date of issuance, 4.5% per annum for the third and fourth years after the date of issuance and 6% per annum for the fifth year after the date of issuance, with interest payable annually in arrears and the principal will be repaid when the Promissory Note falls due on 30 January 2024. Promissory Note is denominated in HK\$. There was no early redemption of the Promissory Note requested by the Company or Mr. Guo during the reporting period.

(iii) Convertible bonds

As at 31 December 2021 and 2020, the Company had a 5-year convertible bonds (the “CBs”) with principal amount of HK\$500 million to Primary Partner, which is wholly-owned by Mr. Guo, the chairman of the Board and an executive Director, with interest to be 1% per annum payable annually in arrears and carrying a conversion price of HK\$0.412 per conversion share, with conversion rights to convert into a maximum of 1,213,592,233 shares. The principal will be repaid when the CBs fall due on 30 January 2024 if no conversion happened on or before 30 January 2024. The CBs are denominated in HK\$. There was no early redemption of the CB requested by the Company or Mr. Guo during the reporting period.

(ii) 承兌票據

於二零二一年及二零二零年十二月三十一日，本公司向董事會主席兼執行董事郭先生發行5年期承兌票據（「承兌票據」），本金額為600,000,000港元，發行日後第一及第二年年利率將為3%、發行日後第三及第四年每年4.5%及發行日後第五年每年6%，每年應付利息及承兌票據於二零二四年一月三十日到期時本金將予以償還。承兌票據以港元計值。報告期內本公司或郭先生均未要求提早贖回承兌票據。

(iii) 可換股債券

於二零二一年及二零二零年十二月三十一日，本公司向由董事主席兼執行董事郭先生全資擁有的Primary Partner發行五年期可換股債券（「可換股債券」），本金額為500,000,000港元，每年應付年利率將為1%及轉換價格每股轉換股份0.412港元，附帶轉換權轉換最多1,213,592,233股股份。倘於二零二四年一月三十日或之前未進行換股，則本金將於可換股債券於二零二四年一月三十日到期時償還。可換股債券以港元計價。報告期內本公司或郭先生均未要求提早贖回可換股債券。

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(iv) Amounts due to a related company

As at 31 December 2021 and 2020, Nanping Sandi Yungu Real Estate Development Co., Limited, a subsidiary of the Company, had a 3-year borrowing with principal amount of RMB233.75 million, from Fujian Sandi Real Estate Development Co., Limited ("Fujian Sandi"), which is ultimately controlled by Mr. Guo. Interest is payable quarterly with interest rate of 12% per annum and the principal will be required to be fully repaid when the borrowing falls due on 14 April 2023.

As at 31 December 2021, Nanping Sandi Yunfu Real Estate Development Co., Limited, a subsidiary of the Company, had 2 year borrowings with principal amount of RMB82.0 million and RMB96.0 million, respectively, from Fujian Sandi. Interest is payable quarterly with interest of 9% and 11% per annum, respectively. The principal of the 2-year borrowings will be required to be fully repaid when the borrowings fall due on 6 January 2023 and 28 April 2023, respectively.

As at 31 December 2021, Wuyishan Gaojia Real Estate Development Co., Limited, a subsidiary of the Company, had a 2-year borrowing with principal amount of RMB32.0 million, from Fujian Sandi. Interest is payable monthly with interest of 9% per annum and the principal will be required to be fully repaid when the borrowing falls due on 13 January 2023.

There is no early repayment of the borrowings requested by Fujian Sandi during the reporting period.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Except for investment in subsidiaries, there were no significant investments held by the Group as at 31 December 2021.

The Group had no other material acquisitions or disposal of subsidiaries, associates and joint ventures during the reporting period.

(iv) 應付一間關連公司款項

於二零二一年及二零二零年十二月三十一日，本公司附屬公司南平三迪雲谷房地產開發有限公司向由郭先生最終控制之福建三迪房地產開發有限公司（「福建三迪」）借入本金額為人民幣233,750,000元之三年期借款。利息須按季度支付，年利率為12%，本金額將於借款於二零二三年四月十四日到期時悉數償還。

於二零二一年十二月三十一日，本公司附屬公司南平三迪雲府房地產開發有限公司向福建三迪借入本金額分別為人民幣82,000,000元及人民幣96,000,000元之兩年期借款。利息須按季度支付，年利率分別為9%及11%。兩年期借款的本金額分別須於二零二三年一月六日及二零二三年四月二十八日到期時悉數償還。

於二零二一年十二月三十一日，本公司附屬公司武夷山高佳房地產開發有限公司向福建三迪借入本金額為人民幣32,000,000元之兩年期借款。利息須按月支付，年利率為9%，且借款的本金額須於二零二三年一月十三日到期時悉數償還。

報告期內福建三迪並未要求提前償還借款。

所持重大投資、重大收購及出售附屬公司、聯營公司及合營企業

除於附屬公司之投資外，本集團於二零二一年十二月三十一日概無持有任何重大投資。

報告期內本集團並無其他重大收購或出售附屬公司、聯營公司及合營企業。

Management Discussion and Analysis

管理層討論及分析

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

There was no material subsequent event undertaken by the Company or by the Group after 31 December 2021 and up to the date of this report.

CHARGE ON THE GROUP'S ASSETS

Detail of the pledged assets of the Group are set out in note 36 to the consolidated financial statements in this report.

CONTINGENT LIABILITIES

The Group had entered into agreements with certain banks to provide guarantees in respect of mortgage facilities granted to purchasers of the Group's properties. As at 31 December 2021, the Group provided guarantees for mortgage loans in an amount of approximately RMB6,237.3 million (31 December 2020: approximately RMB5,433.6 million) to banks in respect of such agreements. Certain subsidiaries of the Group has provided corporate guarantees of approximately RMB896.6 million (31 December 2020: approximately RMB981.2 million) to certain financial institutions in respect of loan facilities granted to certain companies that were indirectly wholly owned or controlled by Mr. Guo. In addition, certain subsidiaries of the Group had also provided corporate guarantees amounting to approximately RMB270.0 million (31 December 2020: approximately RMB122.9 million) to certain financial institutions in respect of loan facilities granted to certain independent third parties during the reporting period.

COMMITMENTS

Detail of commitments of the Group are set out in note 37 to the consolidated financial statements in this report.

報告期後之重大事項

於二零二一年十二月三十一日之後及截至本報告日期，本公司或本集團並無進行任何重大期後事項。

本集團之資產抵押

本集團抵押資產的詳情載於本報告綜合財務報表附註36。

或然負債

本集團已與若干銀行訂立協議，就授予本集團物業買家的按揭融資提供擔保。於二零二一年十二月三十一日，本集團就該等協議向銀行提供按揭貸款擔保約人民幣6,237,300,000元（二零二零年十二月三十一日：約人民幣5,433,600,000元）。本集團若干附屬公司向若干金融機構提供有關授予由郭先生間接全資擁有或控制的若干公司的貸款融資之公司擔保約人民幣896,600,000元（二零二零年十二月三十一日：約人民幣981,200,000元）。此外，報告期內本集團若干附屬公司亦向若干金融機構提供有關授予若干獨立第三方的貸款融資之公司擔保約人民幣270,000,000元（二零二零年十二月三十一日：約人民幣122,900,000元）。

承擔

本集團的承擔詳情載於本報告綜合財務報表附註37。

FOREIGN EXCHANGE EXPOSURE

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and HK\$, respectively. The functional currency of the Company and its subsidiaries which operate in Hong Kong as investment holdings companies and its principal operating subsidiaries in the PRC is RMB. As at 31 December 2021, the Group did not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate. As at 31 December 2021, the Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions.

EMPLOYEES

As at 31 December 2021, the Group employed a total of 490 employees (31 December 2020: 658 employees) of which 488 employees (31 December 2020: 656 employees) were hired in the PRC and 2 employees (31 December 2020: 2 employees) in Hong Kong. Total remuneration paid to the employees for the reporting period amounted to approximately RMB176.4 million (2020: approximately RMB144.9 million). In addition to competitive remuneration package offered to the employees, the Group also provides other benefits including contributions to mandatory provident fund, as well as group medical and accident insurance. On-going training sessions were also conducted to enhance the competitiveness of the Group's human assets. The Company also maintains a share option scheme, pursuant to which share options may be granted to the Directors, executives and employees of the Company to provide them with incentives in the growth of the Group.

外匯風險

本集團承受交易貨幣風險。該等風險來自分別以人民幣及港元計值之中國及香港業務運作。本公司及其在香港經營的附屬公司(為投資控股公司)及在中國的主要經營附屬公司之功能貨幣為人民幣。於二零二一年十二月三十一日,本集團並無有關其外幣資產及負債之外匯對沖政策。本集團將密切監察其外匯風險,並將於適當時候考慮就重大外匯風險使用對沖工具。於二零二一年十二月三十一日,本集團並無投資於任何金融衍生工具、外匯合約、利率或貨幣掉期、對沖或其他財務安排作對沖用途以減少任何貨幣風險,及並無進行任何場外或然遠期交易。

僱員

於二零二一年十二月三十一日,本集團合共聘用490名僱員(二零二零年十二月三十一日:658名僱員),其中於中國聘用488名僱員(二零二零年十二月三十一日:656名)及2名僱員(二零二零年十二月三十一日:2名)駐守香港。報告期內向僱員支付之薪酬總額約人民幣176,400,000元(二零二零年:約人民幣144,900,000元)。除向僱員提供具競爭力之薪酬組合外,本集團亦提供之其他福利,包括強制性公積金供款以及團體醫療及意外保險。本集團亦提供持續培訓課程,以提升本集團人才之競爭力。本公司亦設有購股權計劃,據此,董事、本公司行政人員及僱員可獲授購股權,以激勵彼等對本集團發展作出貢獻。

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PROPERTY VALUATION

Property valuation on the Group's investment properties located in the PRC as at 31 December 2021 had been carried out by an independent qualified professional valuer, Graval Consulting Limited. The property valuation was used in preparing the annual results. The valuation was based on income capitalization approach by making reference to comparable market information as available in the relevant markets. For investment properties under development, the valuation has also taken into account the construction costs expended and to be expended to complete the development. The Group's investment properties were valued at approximately RMB10,564.7 million as at 31 December 2021 (31 December 2020: approximately RMB8,681.4 million). A net fair value gain of approximately RMB9.5 million (2020: approximately RMB18.2 million) was recognised to the consolidated statement of profit or loss for the reporting period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its code of conduct in respect of the securities dealing by the Directors. The Company has made specific enquiry to all Directors in respect of the securities dealing by the Directors and all Directors confirmed that they have complied with the Model Code during the reporting period.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the reporting period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

物業估值

於二零二一年十二月三十一日，本集團於中國之投資物業已由獨立合資格專業估值師博浩企業顧問有限公司進行物業估值。物業估值已用於編製年度業績。相關估值基於收益資本化法，經參考相關市場可用之可資比較市場資料。就發展中投資物業而言，估值亦已計及完成發展已支銷及將予支銷之建築成本。於二零二一年十二月三十一日，本集團投資物業之估值為約人民幣10,564,700,000元（二零二零年十二月三十一日：約人民幣8,681,400,000元）。報告期內綜合損益表確認公平值收益淨額約人民幣9,500,000元（二零二零年：約人民幣18,200,000元）。

董事進行證券交易之標準守則

本公司已就董事買賣證券採納聯交所證券上市規則（「上市規則」）附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為其行為守則。本公司已就董事買賣證券向全體董事作出具體查詢，且全體董事確認其於報告期內已遵守標準守則。

購買、贖回或出售上市證券

報告期內本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Corporate Governance Report

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CORPORATE GOVERNANCE

The corporate governance principles of the Company emphasise an effective Board, sound internal control, appropriate independence policy, transparency and accountability so as to safeguard the interests of the Shareholders.

The Board is committed to comply with the code provisions (the “Code Provisions”) as set out in the Corporate Governance Code (the “CG Code”) under Appendix 14 to the Listing Rules to the extent that the Directors consider it to be practical and applicable to the Company. During the reporting period and up to the date of this report, the Company has complied with the CG Code (version up to 31 December 2021) except for the following deviations:

Code Provision A.1.1 (which has been re-numbered as code provision C.5.1 since 1 January 2022)

During the reporting period, the Board held two board meetings instead of holding at least four board meetings a year as required under the code provision A.1.1. The Board considers that it is more efficient to hold board meeting to address emerging issues as appropriate. Sufficient measures have been taken to ensure that there is efficient communication among the Directors.

Code Provision A.2.1 (which has been re-numbered as code provision C.2.1 since 1 January 2022)

The roles of the chairman and the chief executive officer should be segregated and not be exercised by the same individual. The chairman is responsible for the corporate strategic planning and formulation of corporate policies for the Group, while the chief executive officer is responsible for overseeing day-to-day management of the Group’s business.

Mr. Guo currently serves as the chairman of the Board (the “Chairman”).

企業管治

本公司之企業管治原則強調有效之董事會、健全之內部監控、合適之獨立政策、透明度及問責，以保障股東之利益。

董事會致力在董事認為切實可行及適合本公司之情況下遵守上市規則附錄14企業管治守則（「企業管治守則」）所載之守則條文（「守則條文」）。除以下偏離情況外，本公司於報告期內及直至本報告日期一直遵守企業管治守則（直至二零二一年十二月三十一日之版本）：

守則條文第A.1.1條（自二零二二年一月一日起重新編號為守則條文第C.5.1條）

報告期內董事會召開了兩次董事會會議，而非遵照守則條文第A.1.1條規定至少每年召開董事會會議四次。董事會認為召開董事會會議以適當解決新出現的問題更為有效。已採取足夠措施確保董事之間進行有效溝通。

守則條文第A.2.1條（自二零二二年一月一日起重新編號為守則條文第C.2.1條）

主席及行政總裁之角色須分開且不應由同一人擔任。主席須負責本集團之企業策略規劃及制定公司政策，而行政總裁須負責監督本集團業務日常管理。

郭先生目前擔任董事會主席（「主席」）。

Corporate Governance Report

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Up to date of this report, no individual was appointed as the chief executive officer of the Company (the “CEO”). The day-to-day management of the Group’s business is monitored by the executive Directors and senior management. Given the size of the Group, the current business operations and administration have been stable, the Board is of the view that the current management structure is able to effectively discharge the duties of both positions. However, going forward, the Board will review from time to time and separate the roles of the Chairman and the CEO when necessary.

Code Provision E.1.2 (which has been re-numbered as code provision F.2.2 since 1 January 2022)

The code provision E.1.2 stipulates, among other things, that the chairman of the issuer should attend the annual general meeting.

Mr. Guo being the Chairman, was unable to attend the annual general meeting of the Company held on 28 May 2021 (the “2021 AGM”) due to other commitment and Mr. Guo appointed Mr. Chan Yee Ping, Michael, an independent non-executive Director, to act as his representative and take the chair of 2021 AGM to ensure that proceedings of the meeting would be conducted in order. This constituted a deviation of the code provision E.1.2.

The Company considers that sufficient measures have been taken to ensure the Company’s corporate governance practices are no less exacting than those in the CG Code. The Board will continue to monitor and review the Company’s corporate governance practices in order to ensure that such practices may meet the general rules and standards as required by the Listing Rules. The Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for benefit of the Group and the Shareholders as a whole.

In addition, the Board will adopt the new CG Code (version with effect from 1 January 2022), the requirements under which shall apply to the Company’s corporate governance report in the forthcoming financial year ending 31 December 2022.

截至本報告日期，概無個別人士獲委任為本公司行政總裁（「行政總裁」）。執行董事及高級管理層監察本集團業務之日常管理。鑑於本集團之規模，目前業務運作及行政工作一直維持穩定，董事會認為目前管理架構能有效履行兩個職位之職責。然而，展望將來，董事會將不時檢討，當有需要時分開主席及行政總裁之角色。

守則條文第E.1.2條（自二零二二年一月一日起重新編號為守則條文第F.2.2條）

守則條文第E.1.2條規定（其中包括）發行人之主席應出席股東週年大會。

郭先生（主席）由於其他事務未能出席本公司於二零二一年五月二十八日舉行之股東週年大會（「二零二一年股東週年大會」）且郭先生已委任獨立非執行董事陳貽平先生作為其代表出席並主持二零二一年股東週年大會，以確保大會之流程將有序進行。此事項構成偏離守則條文第E.1.2條。

本公司認為已採取充足措施以確保本公司之企業管治常規不遜於企業管治守則所載者。董事會將持續監察及檢討本公司之企業管治常規，確保該等常規符合上市規則之一般規則及準則規定。董事會相信，奏效及合理之企業管治常規對本集團之可持續增長以及本集團及股東之整體利益攸關重要。

此外，董事會將採納新企業管治守則（二零二二年一月一日起生效之版本），新企業管治守則項下之要求適用於本公司截至二零二二年十二月三十一日止下一個財政年度的企業管治報告。

Corporate Governance Report

企業管治報告

RESPONSIBILITIES OF THE BOARD

The Board's primary responsibilities include the formulation of long-term corporate strategies, policy decisions and overseeing the management of the Group's operations. In addition, the Board evaluates the performance of the Group and assesses the achievement of targets periodically set by the Board. In carrying out its duties and projects, the Board delegates certain specific considerations to designated board committees and management task forces. The daily management, administration and operations of the Company are delegated to the CEO, executive Directors and senior management and divisional heads. The delegated functions and work tasks are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the abovementioned officers. All Directors have full and timely access to all relevant information in discharging their duties, and in appropriate circumstances are normally granted rights to seek independent professional advices at the Company's expense.

COMPOSITION OF THE BOARD

The composition of the Board reflects the necessary balance of skills and experience for effective leadership and independence in decision making. As at the date of this report, the Board comprises 6 Directors, whose biographical details and their relationships are set out in the "Biographical Details of the Directors of the Company" on pages 62 to 66 of the Report of the Directors. There are 3 executive Directors, namely Mr. Guo Jiadi, Ms. Amika Lan E Guo and Mr. Wang Chao and 3 independent non-executive Directors, namely Mr. Chan Yee Ping, Michael, Ms. Ma Shujuan and Mr. Lam Wai Fung, Dominic. The Company has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of a sufficient number of independent non-executive Directors and at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise throughout the reporting period. The Company has received annual confirmations from all independent non-executive Directors that they did not have any businesses or financial interests with the Group and were independent in accordance with Rule 3.13 of the Listing Rules.

董事會之職責

董事會之主要職責包括制定長遠企業策略、決定政策及監督本集團之業務管理。此外，董事會評估本集團之表現及評核能否達到董事會定期設定之目標。於履行職責及落實項目時，董事會將若干具體考慮事宜交由指定之董事委員會及管理小組負責。本公司之日常管理、行政及運作由行政總裁、執行董事及高級管理層以及各部門主管負責。董事會定期檢討所分派之職務及工作。上述高級職員於訂立任何重大交易前，必須事先獲董事會批准。全體董事均可適時獲完整之所有相關資料以履行其職責，並且一般有權於適當情況下徵詢獨立專業意見，費用由本公司承擔。

董事會之組成

董事會之組成反映有效領導及作出獨立決策所需技能及經驗之均衡配合。於本報告日期，董事會由六名董事組成，彼等之履歷及關係已載於董事會報告書第62至66頁「本公司董事之個人簡歷」。目前有三名執行董事，分別為郭加迪先生、Amika Lan E Guo女士及王超先生以及三名獨立非執行董事，分別為陳貽平先生、馬淑娟女士及林偉峰先生。本公司於報告期內一直遵守上市規則第3.10(1)及3.10(2)條有關委任足夠數目之獨立非執行董事及最少其中一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識之規定。本公司已接獲全體獨立非執行董事根據上市規則第3.13條發出之年度確認書，表示彼等並無於本集團擁有任何業務或財務權益，並屬獨立人士。

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APPOINTMENT AND SUCCESSION PLANNING OF DIRECTORS

The Board as a whole is responsible for reviewing its composition, developing and formulating the relevant procedures for the nomination and appointment of Directors; and monitoring their succession. The Board's established policies include procedures for the appointment of Directors nominated by the Company's shareholders. The existing Bye-laws of the Company empower the Board to appoint any person as Director either as an additional member or to fill a casual vacancy.

The term of office for each of the executive Directors and the independent non-executive Directors is 3 years. The existing Bye-laws of the Company provide that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at least once every 3 years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retire may fill the vacated office. In addition, all Directors appointed to fill a casual vacancy or as an additional Director shall retire in the next annual general meeting but eligible for re-election.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct in respect of the securities dealing by the Directors. The Company has made specific enquiry to all Directors in respect of the securities dealing by the Directors and all Directors confirmed that they have complied with the Model Code during the reporting period.

董事委任及接任計劃

全體董事會須負責審閱其組成、設立及制定有關提名及委任董事之程序以及監控接任情況。董事會已制定之政策包括委任本公司股東所提名董事之程序。本公司現行公司細則授權董事會可委任任何人士出任董事，作為新增成員或填補臨時空缺。

各執行董事及獨立非執行董事之任期為三年。本公司現行公司細則規定，於每屆股東週年大會上，當時三分之一之在任董事，或倘人數並非三或三之倍數，則最接近且不少於三分之一之董事須輪值退任，並規定每名董事須至少每三年輪值退任一次。退任董事有資格重選連任。本公司可在董事退任之股東大會上填補空缺職位。此外，所有因填補臨時空缺而獲委任之董事或獲委任為新增成員之董事須於下屆股東週年大會上退任，惟符合資格重選連任。

董事進行證券交易之標準守則

本公司已就董事買賣證券採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為其行為守則。本公司已就董事買賣證券向全體董事作出具體查詢，並於報告期內全體董事確認其已遵守標準守則。

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BOARD COMMITTEE

The Company has established 3 Board committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee, each of which is delegated with specific roles and responsibilities by the Board. All the Board committees follow the same principles and procedures as those of the Board. The Board receives the minutes of each committee on a regular basis, including their decision and recommendations.

AUDIT COMMITTEE

The Company has established an Audit Committee. The Audit Committee of the Company comprises the following independent non-executive Directors:

Mr. Chan Yee Ping, Michael (*Chairman*)
Ms. Ma Shujuan
Mr. Zheng Yurui (*Note i*)
Mr. Lam Wai Fung, Dominic (*Note ii*)

Note i:

Mr. Zheng Yurui has resigned as an independent non-executive Director of the Company and ceased to be a member of the Audit Committee on 10 April 2021.

Note ii:

Mr. Lam Wai Fung, Dominic has been appointed as an independent non-executive Director of the Company and to be a member of the Audit Committee on 10 April 2021.

The chairman of the Audit Committee possesses the appropriate professional qualification or accounting or related financial management expertise and members of the Audit Committee comply with the requirements under Rule 3.21 of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors. The primary responsibilities of the Audit Committee include the followings:

- (a) to review the Company's financial information including annual report and half-yearly report and the appropriateness of any significant financial reporting judgments contained therein;

董事委員會

本公司已成立三個委員會，包括審核委員會、提名委員會及薪酬委員會，各由董事會授以特定之角色和職責。所有董事委員會須遵守之原則及程序均與董事會相同。董事會定期收到各委員會之會議記錄，包括其決策及建議。

審核委員會

本公司已成立審核委員會。本公司審核委員會由以下獨立非執行董事組成：

陳貽平先生 (*主席*)
馬淑娟女士
鄭玉瑞先生 (*附註i*)
林偉峰先生 (*附註ii*)

附註i:

鄭玉瑞先生已辭任本公司獨立非執行董事，且不再為審核委員會成員，自二零二一年四月十日起生效。

附註ii:

林偉峰先生已獲委任為本公司獨立非執行董事並將為審核委員會成員，自二零二一年四月十日起生效。

審核委員會主席具備適當專業資格或會計或相關財務管理專業知識，而審核委員會成員則符合上市規則第3.21條之規定。概無審核委員會成員為本公司現任外聘核數師之前任合夥人。審核委員會之主要職責包括以下各項：

- (a) 審閱本公司財務資料，包括年報及半年報告，以及當中所載任何重大財務申報判斷是否恰當；

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- (b) to review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors; and
- (c) to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures. Further information is disclosed in the section titled "Risk Management and Internal Controls" below.

The Company's results for the reporting period and interim results for the six months ended 30 June 2021 have been reviewed by the Audit Committee before the submission to the Board.

During the reporting period, two meetings had been held by the Audit Committee. Attendance of each member at the Audit Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

Summary of work

During the reporting period, the Audit Committee reviewed the interim and annual results with the external auditors and its duties in accordance with the Audit Committee's written terms of reference.

The terms of reference of the Audit Committee are available for inspection on the Company's website and the Stock Exchange's website.

- (b) 參考核數師之工作表現、彼等之收費及委聘條款而檢討與外聘核數師之關係，以及就委聘、續聘及罷免外聘核數師向董事會提供推薦意見；及
- (c) 檢討本公司財務申報制度、內部監控制度、風險管理制度及相關程序是否足夠和有效。進一步資料披露於下文「風險管理及內部監控」一節。

審核委員會已於提交董事會前審閱本公司報告期內之業績及截至二零二一年六月三十日止六個月之中期業績。

報告期內審核委員會曾舉行兩次會議。各成員於審核委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

工作概要

報告期內審核委員會已根據審核委員會之書面職權範圍聯同外聘核數師審閱中期及年度業績以及履行其職責。

審核委員會之職權範圍可於本公司網站及聯交所網站查閱。

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Auditors' Remuneration

The Audit Committee has reviewed the remuneration paid/payable to Deloitte Touche Tohmatsu ("Deloitte"), the external auditor of the Company, for the following services provided for the reporting period.

核數師酬金

審核委員會已審閱本公司就本公司外聘核數師德勤•關黃陳方會計師行(「德勤」)於報告期內提供以下服務而已付/應付之酬金。

Nature of services		Remuneration
服務性質		Paid/Payable
		已付/應付酬金
		RMB'000
		人民幣千元
Audit service	審核服務	1,944
Non-audit services	非審核服務	
– Interim review service	– 中期審閱服務	538
		2,482

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditor is reasonable. There has been no major disagreement between the external auditor and the management of the Company for the reporting period.

審核委員會已向董事會反映意見，表示已付/應付本公司外聘核數師之費用水平屬合理。外聘核數師與本公司管理層於報告期內並無任何重大意見分歧。

NOMINATION COMMITTEE

The Company has established a Nomination Committee. The existing Nomination Committee comprises the following independent non-executive Directors:

Mr. Zheng Yurui (Note i)
Mr. Lam Wai Fung, Dominic (Chairman) (Note ii)
Mr. Chan Yee Ping, Michael
Ms. Ma Shujuan

提名委員會

本公司已成立提名委員會。提名委員會現時由以下獨立非執行董事組成：

鄭玉瑞先生(附註i)
林偉峰先生(主席)(附註ii)
陳貽平先生
馬淑娟女士

Note i: Mr. Zheng Yurui has resigned as an independent non-executive Director of the Company and ceased to be the chairman and a member of the Nomination Committee on 10 April 2021.

附註i：鄭玉瑞先生已辭任本公司獨立非執行董事且不再為提名委員會主席及成員，自二零二一年四月十日起生效。

Note ii: Mr. Lam Wai Fung, Dominic has been appointed as an independent non-executive Director of the Company and to be the chairman and a member of the Nomination Committee on 10 April 2021.

附註ii：林偉峰先生已獲委任為本公司獨立非執行董事並將為提名委員會主席及成員，自二零二一年四月十日起生效。

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The Nomination Committee is responsible for all matters relating to the appointment of Directors either to fill a casual vacancy or as an addition to the existing Board. Any Director appointed to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next annual general meeting and shall be eligible for re-election at such meeting. Every Director shall be subject to retirement by rotation at least once every 3 years and shall be eligible for re-election in accordance with the Bye-laws of the Company.

The Nomination Committee is responsible for identifying suitable qualified candidates and making recommendations to the Board for consideration. The process of selecting and recommending candidates for directorship includes the consideration of referrals and the engagement of external recruitment professionals. The selection criteria is based mainly on the assessment of their professional qualifications and experience relevant to the Company's businesses.

The Nomination Committee held one meeting during the reporting period. Attendance of each member at the Nomination Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

Summary of work

During the reporting period, the Nomination Committee discussed and made recommendation to the Board on the re-election of retiring Directors in accordance with the Nomination Committee's written terms of reference.

The terms of reference of the Nomination Committee are available for inspection on the Company's website and the Stock Exchange's website.

提名委員會負責一切有關為填補臨時空缺或增加現有董事會名額而委任董事之事宜。任何為填補臨時空缺或增加現有董事會名額而獲委任董事之任期僅直至今屆股東週年大會為止，屆時將有資格於會上重選連任。根據本公司之公司細則，每名董事均須至少每三年輪值退任一次，並有資格重選連任。

提名委員會須負責物色具備合適資格之人選並向董事會提出建議以供考慮。甄選及推薦董事人選之程序包括考慮獲引薦人士及聘請外界招聘專業人士。甄選條件主要視乎彼等與本公司業務有關之專業資格及經驗評估而定。

報告期內提名委員會曾舉行一次會議。各成員於提名委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

工作概要

於報告期內提名委員會已根據提名委員會之書面職權範圍討論重選退任董事並且向董事會提出建議。

提名委員會之職權範圍可於本公司網站及聯交所網站查閱。

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Summary of Board Diversity Policy, including measurable objective, monitoring and review of the Policy

The board diversity policy (the “Policy”) aims to set out the approach to achieve diversity on the Company’s Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

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

Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board’s composition has been disclosed in the Report of the Directors.

Monitoring and review

The Nomination Committee has monitored the implementation of the Policy and there is no derivation from this Policy for the reporting period. The Nomination Committee will keep on review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

董事會成員多元化政策之概要，包括可計量之目標、監察及檢討政策

董事會成員多元化政策（「政策」）旨在載列本公司達致董事會成員多元化而採取之方針。本公司明白並深信董事會成員多元化對提升本公司表現素質裨益良多。

為達致可持續均衡發展，本公司視董事會成員日益多元化為支持其達致策略目標及維持可持續發展之關鍵元素。本公司在設計董事會成員組成時，會從多方面考慮董事會成員多元化組合。董事會之所有委任均以用人唯才為原則，並以客觀條件考慮候選人，從而充分顧及董事會成員多元化之裨益。

可計量目標

甄選候選人將基於一系列多元化因素考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能知識以及服務年期。本公司將根據獲甄選之候選人為董事會帶來之裨益及貢獻作出最終決定。董事會之組成已於董事會報告書內披露。

監察及檢討

提名委員會已監察政策之實施，而報告期內並無任何偏離本政策的情況。提名委員會將繼續於適當時候檢討本政策，確保本政策行之有效。提名委員會將討論任何或需作出之修訂，並向董事會提出修訂建議，由董事會考慮及審批。

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NOMINATION POLICY

A nomination policy (the “Nomination Policy”) sets out the selection criteria, procedures and process of appointing and reappointing a Director. The selection criteria used in assessing the suitability of a candidate include, inter alia, his/her academic background and professional qualifications, relevant experience in the industry, character and integrity and whether he/she can contribute to the diversity of the Board as detailed in the Policy. The procedures and process of appointing and reappointing a Director are summarised as follows:

- nomination and invitation of suitable candidates by any member of the Nomination Committee or the Board;
- evaluation of the candidate by the Board based on all selection criteria as set out in the Nomination Policy;
- performing due diligence in respect of each candidate and making recommendation for the Board’s consideration and approval;
- in case of nomination of an independent non-executive Director, assessing the candidate’s independence under the relevant Code Provisions and the Listing Rules;
- where nominating an independent non-executive Director for election at general meetings, having due consideration of matters under Code Provision A.5.5 (which has been re-numbered as code provision B.3.4 since 1 January 2022);
- in the context of re-appointment of retiring Directors, reviewing the candidate’s overall contribution and performance and making recommendations to the Board and/or the shareholders for consideration in connection with his/her re-election at general meetings; and
- convening a meeting of the Board to consider the appointment or re-appointment of the candidate as a Director.

提名政策

提名政策（「提名政策」）載列委任及重新委任董事的甄選標準、程序及過程。用於評估候選人是否合適的甄選標準包括（其中包括）他／她的學術背景和專業資格、相關行業經驗、品格和誠信以及他／她是否可有助於董事會之多元化（詳見政策）。委任及重新委任董事的程序及過程概述如下：

- 由提名委員會或董事會任何成員提名及邀請合適人選；
- 董事會根據提名政策中載列所有甄選標準對候選人進行評估；
- 就各候選人進行盡職審查，並就董事會之審議及批准提出建議；
- 倘提名獨立非執行董事，則根據相關守則條文及上市規則評估候選人之獨立性；
- 於提名獨立非執行董事參加股東大會選舉時，適當考慮守則條文第A.5.5條（自二零二二年一月一日起重新編號為守則條文第B.3.4條）規定事項；
- 於重新委任退任董事之情況下，檢討候選人整體貢獻及表現，並向董事會及／或股東提出建議以供審議他／她於股東大會上再次當選；及
- 召開董事會會議，考慮委任或重新委任候選人為董事。

REMUNERATION COMMITTEE

The Company has established a Remuneration Committee. The Remuneration Committee comprises the following independent non-executive Directors:

Ms. Ma Shujuan (*Chairman*)
Mr. Chan Yee Ping, Michael
Mr. Zheng Yurui (*Note i*)
Mr. Lam Wai Fung, Dominic (*Note ii*)

Note i: Mr. Zheng Yurui has resigned as an independent non-executive Director of the Company and ceased to be a member of the Remuneration Committee on 10 April 2021.

Note ii: Mr. Lam Wai Fung, Dominic has been appointed as an independent non-executive Director of the Company and to be a member of the Remuneration Committee on 10 April 2021.

The principal responsibilities of the Remuneration Committee include making recommendation on the policy and structure for the remuneration of Directors and senior management of the Company, the establishment of a formal and transparent procedure for developing such policy, and the review of specific remuneration packages of all executive Directors and senior management of the Company by reference to corporate goals and objective resolved by the Board from time to time. The Remuneration Committee will review and make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

The principal elements of the executive Directors' remuneration package include basic salary, benefits in kind, discretionary bonus, retirement benefits and participation in the share option scheme adopted by the shareholders of the Company in 2011. The remuneration packages of the executive Directors will be proposed by the Chairman of the Group annually for the review by the Remuneration Committee based on the following factors:

- (a) the executive Director's responsibilities and contribution;
- (b) the executive Director's individual performance; and
- (c) performance of the business unit(s) headed by the executive Director.

薪酬委員會

本公司已成立薪酬委員會。薪酬委員會現時由以下獨立非執行董事組成：

馬淑娟女士 (*主席*)
陳貽平先生
鄭玉瑞先生 (*附註i*)
林偉峰先生 (*附註ii*)

附註i: 鄭玉瑞先生已辭任本公司獨立非執行董事且不再為薪酬委員會成員，自二零二一年四月十日起生效。

附註ii: 林偉峰先生已獲委任為本公司獨立非執行董事並將為薪酬委員會成員，自二零二一年四月十日起生效。

薪酬委員會之主要職責包括就董事及本公司高級管理層之薪酬政策及架構提供推薦意見、就訂立薪酬政策制定正式及具透明度之程序，以及參考董事會不時提出之企業目標及目的而檢討全體執行董事及本公司高級管理層之具體薪酬組合。薪酬委員會將檢討個別執行董事及高級管理層之薪酬組合，並向董事會提呈推薦建議。

執行董事之薪酬組合主要包括基本薪金、實物利益、酌情花紅、退休福利及參與本公司股東分別於二零一一年採納之購股權計劃。執行董事之薪酬組合由本集團主席每年提出，並由薪酬委員會根據下列因素作出檢討：

- (a) 執行董事之職責及貢獻；
- (b) 執行董事之個人表現；及
- (c) 執行董事所領導業務單位之表現。

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The independent non-executive Directors' remuneration includes Directors' fee and participation in the share option scheme, and subject to annual assessment and recommendation by the Remuneration Committee. The term of appointment of the independent non-executive Directors is three years. Other detailed terms of appointment have been disclosed in the Report of the Directors and the consolidated financial statements. The Board's authority to fix Directors' remuneration was granted by the Company's shareholders at the annual general meeting.

The Remuneration Committee held one meeting during the reporting period. Attendance of each member at the Remuneration Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

Summary of work

During the year, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration of the Directors and number of share options to be granted to the Directors and management of the Group in accordance with the Remuneration Committee's written terms of reference.

The term of reference of the Remuneration Committee are available for inspection on the Company's website and the Hong Kong Stock Exchange's website.

Details of the remuneration of each Director for the reporting period are set out in the note 12 to the consolidated financial statements.

獨立非執行董事之薪酬包括董事袍金及參與購股權計劃，並須由薪酬委員會每年評估及提出建議。獨立非執行董事之任期為三年。有關任期之其他詳情於董事會報告書及綜合財務報表披露。本公司股東於股東週年大會上授權董事會釐定董事酬金。

報告期內薪酬委員會曾舉行一次會議。各成員於薪酬委員會會議之出席情況已載於本報告「會議出席情況」一節之列表。

工作概要

於本年度，薪酬委員會已根據薪酬委員會之書面職權範圍就董事之薪酬及向本集團董事及管理層授予之購股權數目作出審視，並向董事會提出建議。

薪酬委員會之職權範圍可於本公司網站及香港聯交所網站查閱。

各董事於報告期內之薪酬詳情載於綜合財務報表附註12。

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MEETING ATTENDANCE

The Board meets at least four times each year and as business need arises. The Company's memorandum of association and the Articles provide for participation at meetings via telephone and other electronic means. The Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors.

During the reporting period, two board meetings had been held for reviewing business performance, considering and approving the overall strategies and policies of the Company, and other business matters. Attendance of each member at the board meetings, board committee meetings and general meetings of the Company, on a named basis, during the reporting period is set out in the table below.

會議出席情況

董事會每年最少舉行四次會議，並因應業務需要而舉行會議。本公司之組織章程大綱及細則容許透過電話及其他電子方式參與會議。董事可完全取得有關本集團之資料，並在董事認為有需要時在任何時候取得獨立專業意見。

報告期內本公司曾舉行兩次董事會會議，以審議業務表現以及考慮及批准本公司之整體策略及政策，以及處理其他事務。各成員於報告期內出席本公司董事會會議、董事委員會會議及股東大會之情況按具名基準載於下表。

Directors	董事	Number of meetings attended/ Number of meetings held during the reporting period 報告期內出席會議次數/舉行的會議次數				
		Board Meetings 董事會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Audit Committee Meetings 審核委員會會議	General Meeting 股東大會
Mr. Guo Jiadi	郭加迪先生	2/2	N/A不適用	N/A不適用	N/A不適用	1/1
Ms. Amika Lan E Guo	Amika Lan E Guo女士	2/2	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Wang Chao	王超先生	2/2	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Chan Yee Ping, Michael	陳貽平先生	2/2	1/1	1/1	2/2	1/1
Ms. Ma Shujuan	馬淑娟女士	2/2	1/1	1/1	2/2	1/1
Mr. Zheng Yurui (note i)	鄭玉瑞先生(附註i)	1/2	1/1	1/1	1/2	0/1
Mr. Lam Wai Fung, Dominic (note ii)	林偉峰先生(附註ii)	1/2	0/1	0/1	1/2	1/1

Note i: Mr. Zheng Yurui has resigned as an independent non-executive Director and ceased to be the chairman and a member of the Nomination Committee, a member of the Audit Committee and Remuneration Committee on 10 April 2021.

附註i: 鄭玉瑞先生已辭任獨立非執行董事，且不再為提名委員會主席及成員、審核委員會成員及薪酬委員會成員，自二零二一年四月十日起生效。

Note ii: Mr. Lam Wai Fung, Dominic has been appointed as an independent non-executive Director and to be the chairman and a member of the Nomination Committee, a member of the Audit Committee and Remuneration Committee on 10 April 2021.

附註ii: 林偉峰先生已獲委任為獨立非執行董事並將為提名委員會主席及成員、審核委員會成員及薪酬委員會成員，自二零二一年四月十日起生效。

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CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out in the terms of reference equivalent to code provision D.3.1 of the CG Code (which has been re-numbered as Code provision A.2.1 since 1 January 2022). During the reporting period, the policies of the corporate governance of the Company were reviewed by the Board.

DIRECTORS' AND OFFICERS' LIABILITIES

The Company has arranged for appropriate insurance covering the liabilities of the Directors and officers that may arise out the corporate activities which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility to prepare financial statements for each financial period/year which give a true and fair view of the state of affairs of the Group. The Board is not aware of any material uncertainties relating to events or condition that might cast significant doubt upon the Company's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Company on a going concern basis. The Board also acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to statutory requirements.

企業管治職能

董事會負責履行根據企業管治守則之守則條文第D.3.1條(自二零二二年一月一日起重新編號為守則條文第A.2.1條)制定之職權範圍所載企業管治職務。於報告期內董事會已檢討本公司之企業管治政策。

董事及高級職員之責任

本公司已安排適當保險，為董事及高級職員在公司事務中可能產生之責任提供保障，並已遵守企業管治守則。投保範圍會每年進行檢討。

問責及審核

董事會確認須負責為每一財政期間／年度編製能真實及公平地反映本集團業務狀況之財務報表。董事會並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之重大不確定因素。因此，董事會已按持續經營基準編製本公司之財務報表。董事會亦確認，其有責任在本公司年報、中期報告、其他股價敏感公佈、上市規則規定之其他財務披露及向監管者提交之報告以及根據法定要求披露之資料中，提供平衡、清晰及易於理解之評估。

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The above statements, which should be read in conjunction with the independent auditor's report set out from pages 88 to 96 of this annual report, are made with a view to distinguishing for Shareholders how the responsibilities of the Directors differ from those of the auditor in relation to the Group's consolidated financial statements. Having made appropriate enquiries and examined major areas which could give rise to significant financial exposures, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Group's consolidated financial statements for the reporting period, the Directors considered the Group has applied appropriate accounting policies consistently, made judgments and estimates that are prudent and reasonable in accordance with applicable accounting standards. The interim and annual results and reports were published within the time limits as required under the Listing Rules after the end of the relevant periods to provide stakeholders with transparent and timely financial information.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged at the expenses of the Company where necessary. During the reporting period, each of the Directors has participated in continuous professional development by attending seminars and/or studying materials relevant to Director's duties and responsibility. Their training records have been provided to the Company.

以上聲明應與本年報第88至96頁所載之獨立核數師報告書一併閱讀，旨在讓股東分辨董事與核數師各自就本集團之綜合財務報表所承擔責任之區別。經作出適當查詢及檢查可能導致重大財務風險之主要範疇後，董事有理由預期，本公司具備充裕資源在可見將來繼續經營。因此，董事於編製本集團報告期內之綜合財務報表時繼續採取持續經營基準，且董事認為本集團已貫徹應用合適之會計政策，並根據適用之會計準則作出審慎合理之判斷及估計。中期及全年業績及報告乃於有關期間完結後按照上市規則之規定時限內刊發，藉以向利益相關者提供具透明度及適時之財務資料。

董事之持續專業發展

每名獲委任之新董事將於其首次獲委任時接受正式、全面及切合個人情況之入職須知，以確保彼適當瞭解本公司業務及營運，並明瞭上市規則及相關法定規定項下董事須承擔之責任及義務。

董事持續獲提供有關法定及監管制度以及營商環境發展之最新資料，以便彼等履行職責。本公司將於有需要時為董事安排持續簡介及專業發展，費用由本公司承擔。報告期內各董事已透過出席研討會及／或研究有關董事職務與職責之資料而參與持續專業發展，並向本公司提供其培訓記錄。

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RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems. The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions.

The Group has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions.

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

風險管理及內部監控

董事會確認其有關風險管理及內部監控制度以及檢討其有效性之責任。該等系統乃旨在管理而非消除未能達成業務目標之風險，且只能就不會出現重大失實陳述或損失作出合理而非絕對之保證。

董事會全權負責評估及釐定達成本公司策略目標所願意承擔的風險性質及程度，並建立及維持適當及有效的風險管理及內部監控系統。

審核委員會協助董事會帶領管理層及監管彼等對風險管理及內部監控系統之設計、實施及監察。本公司已制定及採納多個風險管理程序及指引，該等程序及指引授予主要業務程序及辦公職能界定實施權限。

本集團已制定及採納多個風險管理程序及指引，該等程序及指引授予主要業務程序及辦公職能界定實施權限。

所有分部／部門定期進行內部監控評估，以識別對本集團業務及各方面造成潛在影響的風險，包括主要營運及財務程序、監管合規及資料安全。本公司每年進行自我評估，以確認各分部／部門均已妥為遵守監控政策。

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During the reporting period, the Group engaged an independent professional consultancy firm for performing independent review of the adequacy and effectiveness of the internal control systems. Key issues in relation to the accounting practices and all material controls are examined and the independent professional consultancy firm provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the reporting period, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

With reference to the Internal Audit Manual of the Group, the Group's internal audit function has been established to provide risk-based and objective assurance, advice and insight to the Board through the Audit Committee. The risk management and internal control systems are reviewed and assessed on a continuous basis by the Audit Committee and the executive Directors, and will be further reviewed and assessed at least once each year by the Board. These systems were considered effective and adequate.

The Board has implemented procedures and internal controls for handling and dissemination of inside information. Since shares of the Company listed on the Main Board of the Hong Kong Stock Exchange, the Company has adopted a policy which aims to set out guidelines to the Group's directors, officers and all relevant employees to ensure inside information of the Company is to be disseminated to the public in equal and timely manner in accordance with the Securities and Futures Ordinance and the Listing Rules.

報告期內本集團已委任一家獨立專業顧問公司對內部監控系統之充足性及有效性進行獨立審閱。有關會計慣例及所有重大監控之主要事宜已進行檢查，並且該獨立專業顧問公司已向審核委員會提供其調查結果及有關改進的推薦意見。

報告期內董事會在審核委員會以及管理層報告及內部審核調查結果的協助下檢討風險管理及內部監控系統，包括財務、營運及合規監控，並認為該等系統有效且充足。年度審閱亦覆蓋財務申報及內部審核職能以及員工資格、經驗及相關資源。

參照本集團內部審核手冊，本集團內部審計職能已建立，透過審核委員會向董事會提供基於風險及客觀的保證、意見及見解。審核委員會及執行董事持續檢討及評估風險管理及內部監控系統，董事會更會每年至少進行一次檢討與評估。該等系統被視為有效及充足。

董事會已實行處理及發佈內幕消息的程序及內部監控措施。自本公司股份於香港聯交所主板上市以來，本公司已採納旨在載列對本集團董事、高級人員以及所有相關僱員之指引之政策，以確保根據證券及期貨條例及上市規則公平及適時地向公眾發佈本公司之內幕消息。

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COMPANY SECRETARY

The Company Secretary, is responsible to the Board for ensuring that the Board procedures are followed and the Board activities are efficiently and effectively conducted. He/she is also responsible for ensuring that the Board is fully appraised of the relevant legislative, regulatory and corporate governance developments relating to the Group and facilitating the induction and professional development of Directors.

During the reporting period, Ms. Siu Wing Kit (“Ms. Siu”) have attended relevant professional seminars to update her skills and knowledge. She met the training requirement set out in Rule 3.29 of the Listing Rules.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters. Ms. Amika Lan E Guo, Executive Director has been designated as the primary contact person at the Company which would work and communicate with Ms. Siu on the Company’s corporate governance and secretarial and administrative matters.

DIVIDEND POLICY

The Board has approved and adopted a dividend policy on 21 March 2019 (the “Dividend Policy”) in order to provide return to the shareholders of the Company.

Under the Dividend Policy, provided that the Group is profitable and without affecting the normal operations of the Group, the Company may consider to declare and pay dividends to the Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others, the Group’s actual and expected financial performance, retained earnings and distributable reserves, working capital requirements, capital expenditure requirements and future expansion plans, liquidity position, Shareholders’ interests, general economic conditions, business cycle of the Group’s business and other internal or external factors that may have an impact on the business or financial performance and position of the Group and other factors that the Board deems appropriate.

公司秘書

公司秘書對董事會負責，以確保董事會程序獲遵循及董事會活動有效率及有效地進行。彼亦負責確保董事會全面評估與本集團有關之相關法律、監管及企業管治發展以及促進董事就職及專業發展。

報告期內蕭穎潔女士（「蕭女士」）已出席相關專業研討會，以增進其技能及知識。彼已遵守上市規則第3.29條所載之培訓規定。

所有董事均可就企業管治以及董事會實務及事務獲公司秘書提供意見及服務。執行董事Amika Lan E Guo女士獲指定為本公司的主要聯絡人，彼與蕭女士就本公司企業管治、秘書及行政事宜合作及溝通。

股息政策

本公司於二零一九年三月二十一日批准及採納一項股息政策（「股息政策」），以向本公司股東提供回報。

根據股息政策，惟本集團盈利且不影響本集團正常營運，本公司可考慮向股東宣派及派付股息。於決定是否提議股息及釐定股息金額時，董事會須計及（其中包括）本集團的實際及預期財務業績、留存收益及可分派儲備、營運資金需求、資本開支要求及未來擴展計劃、流動資金狀況、股東權益、整體經濟狀況、本集團業務的業務週期及其他可能對本集團的業務或財務業績及狀況構成影響的內部或外部因素以及董事會視為適當的其他因素。

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Declaration and payment of dividend shall remain to be determined at the sole discretion of the Board and subject to the Laws of Bermuda, the Bye-Laws of the Company and any applicable laws, rules and regulations. The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

SHAREHOLDERS' RIGHTS

(I) How Shareholders Can Convene A Special General Meeting And Putting Forward Proposals at Shareholders' Meeting

The Directors may, whenever they think fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, if default, may be convened by the requisitionists. On the requisition of members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, the Directors forthwith proceed duly to convene a special general meeting of the Company. If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

(II) Procedures by which enquiries may be put to the Board

Enquiries of shareholders can be sent to the Company either by email at info@chinasandi.com.cn or by post to the Company's Hong Kong head office at Room 2008, 20th Floor, 118 Connaught Road West, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

宣派及派付股息仍須由董事會全權酌情釐定，並受百慕達法例、本公司細則及任何適用法律、規則及規例所規限。本公司將持續檢討股息政策，並保留隨時更新、修訂及／或修改股息政策的全權及絕對酌情權。股息政策絕不構成本公司具有法律約束力之承諾，即股息將以任何特定金額派付及／或絕不責令本公司於任何時間或不時宣派股息。

股東權利

(I) 股東如何召開股東特別大會及於股東大會提呈議案

董事可於其認為合適之時候召開股東特別大會，而股東特別大會亦可應公司法所規定之請求書召開，如無應該請求書召開股東特別大會，則可由請求人召開股東特別大會。於遞交請求書當日持有本公司截至遞交當日止之本公司實收資本(有權在本公司股東大會上表決)不少於十分之一之本公司股東遞交請求書之情況下，董事應立刻召開本公司股東特別大會。如董事於遞交請求書當日起計二十一日內仍未召開大會，該等請求人或代表全體請求人一半以上總投票權之任何請求人可以自行召開大會，惟任何大會不得於上述日期起計超過三個月後舉行。

(II) 向董事會提出查詢之程序

股東可透過電郵至info@chinasandi.com.cn或郵寄至本公司香港總辦事處(地址為香港干諾道西118號20樓2008室)，向本公司作出查詢。股東亦可於股東大會上直接向董事會作出查詢。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company recognises the importance of the communication with shareholders. In order to maintain and further enhance the investors' relationship with the Company's shareholders, the Company established various channels of communication with its shareholders:

- (1) The annual general meeting provides a platform for shareholders to exchange views with the Board. The members of the Board and external auditors will attend the meeting. The Group encourages all shareholders to attend and raise any comment on the performance of the Group. The Board welcomes to exchange views with its shareholders at the meeting.
- (2) The Company has regularly met with financial analysts, fund managers and potential investors during the reporting period, in order to enhance the understanding the Group's operations and developments.
- (3) Information relating to the Company's financial information is provided through publications of annual/interim reports, announcements, circulars and press release.
- (4) The Company has established a corporate website which provides regularly updated Company financial information and other corporate information.

CONSTITUTIONAL DOCUMENTS

During the reporting period, there was no change in the Company's constitutional documents.

投資者關係及與股東溝通

本公司深明與股東溝通之重要性。為維繫並加強與本公司股東之投資者關係，本公司已設立多個與股東溝通之渠道：

- (1) 股東週年大會為股東與董事會交流意見之平台。董事會成員與外聘核數師將出席大會。本集團鼓勵全體股東出席並就本集團之表現提出任何意見。董事會歡迎股東於大會上交流意見。
- (2) 報告期內本公司定期與財務分析員、基金經理及準投資者會面，以加強彼等對本集團業務及發展之認識。
- (3) 本公司透過刊發年度／中期報告、公告、通函及新聞稿提供有關本公司財務資料之資訊。
- (4) 本公司已設立公司網頁，定期提供本公司財務資料及其他公司資料之最新資訊。

章程文件

報告期內本公司之章程文件並無任何變動。

Report of the Directors

董事會報告書

The board (the “Board”) of directors (the “Directors”) herein submit their report together with the audited consolidated financial statements of the Group for the reporting period.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 41 to the consolidated financial statements.

SEGMENTAL INFORMATION

An analysis of the performance of the Group’s by operating segments for the reporting period is set out in note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the reporting period and the financial performance of the Company and the Group at that date are set out in the consolidated financial statements on pages 97 to 276.

The Board has resolved not to recommend the payment of any dividend for the reporting period.

BUSINESS REVIEW AND COMMENTARY

Financial Results

The financial results and business review of the Group for the reporting period are set out in the annual report and particular on the section headed “Management Discussion and Analysis” from pages 6 to 34.

Environmental measure and performance

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our businesses and creating a sustainable return to the Group.

Detail of which are disclosed in our Environmental, Social and Governance report, which will be issued separately by the Company.

董事（「董事」）會（「董事會」）謹此提呈其報告連同本集團報告期內之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股，其主要附屬公司之主要業務詳情載於綜合財務報表附註41。

分部資料

報告期內本集團經營分部之表現分析載於綜合財務報表附註6。

業績及分派

本集團報告期內之業績以及本公司及本集團於該日之財務表現載於第97至276頁之綜合財務報表。

董事會議決不建議就報告期派付任何股息。

業務回顧及評論

財務業績

本集團報告期內之財務業績及業務回顧載於年報及第6至34頁「管理層討論及分析」個別一節。

環境措施及表現

本集團致力促進環境可持續性及維持高標準企業社會治理，其乃建立激勵員工框架所必需的，並在我們開展業務之社區作出貢獻及為本集團創造可持續回報。

詳情披露於本公司將另行刊發的環境、社會及管治報告。

Report of the Directors

董事會報告書

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the reporting period, there was no material breach of or non-compliance with the applicable of relevant laws and regulations by the Group.

RELATIONSHIPS WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its suppliers and customers to meet its immediate and long-term goals. We enjoy good relationships with suppliers and customers with mutual trust. Accordingly, our management have kept good communications, promptly exchanged ideas and shares business update with them when appropriate. During the reporting period, there were no material and significant dispute between the Group and its suppliers and/or customers.

Employees are the valuable assets of the Group. The Group strives to motivate its employees with a clear career path and improvement of their skills by encouraging them to take part in external training courses, professional seminars and examinations and support them by sponsoring. The Group put efforts into providing staff with a harmonious, positive and inspiring working environment. The Group always adheres to its people-oriented concept, values and maintains their employees' legitimate rights and interests.

By providing employees with a good working environment and competitive trainings, employees' productivities and their performances are greatly improved.

遵循相關法律及法規

就董事會及管理層所知，本集團已在所有重大方面遵守對本集團之業務及經營有重大影響之相關法律及法規。報告期內本集團概無嚴重違反或不遵守相關適用法律及法規。

與供應商、客戶及其他持份者之關係

本集團理解與其供應商及客戶維持良好關係以達致其即時及長期目標之重要性。我們與供應商及客戶有互相信任之良好關係。因此，我們的管理層與彼等一直保持良好溝通、及時交換意見及於適當時分享業務最新資料。報告期內本集團與其供應商及／或客戶之間並無重大及顯著糾紛。

僱員乃本集團之寶貴資產。本集團致力透過清晰職業發展途徑及透過鼓勵僱員參加外部培訓課程、專業講座及考試，及贊助，支持僱員改進自身技能，以激勵僱員。本集團致力為僱員提供和諧、積極及激勵的工作環境。本集團始終堅持以人為本的理念，重視及維護其僱員之合法權益。

透過為僱員提供良好工作環境及有競爭力的培訓，僱員之生產力及其表現均大大改善。

KEY RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations, businesses prospects would be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses which including business risk, policy and market risk, operational risk and financial management risk.

Business Risk

Performance of our Group's core business will be affected by various factors, including but not limited to economic conditions such as performance of property markets in regions, which would not be mitigated even with careful and prudent investment strategy and strict procedure.

Policy and Market Risk

As a key economic pillars industry for the PRC's development, the property sector is more susceptible to the impact of macro-economic and industrial policies. Our Group's performance may be adversely affected by changes of the political, social and economic conditions in the PRC if we are unable to respond to the ever-changing market condition in a timely manner.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risk basically rests with every function at divisional and departmental levels. Key functions in our Group are guided by their standard operating procedures, limit of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

Financial management risk

The main financial management risk and the Group's financial management measures are shown in note 34 to the consolidated financial statements.

There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

主要風險及不確定因素

本集團財務狀況、經營業績及業務前景均可能會受到與本集團業務直接或間接有關之若干風險及不確定因素所影響，其中包括業務風險、政策及市場、營運風險及財務管理風險。

業務風險

本集團核心業務之表現將受到各種因素影響，包括但不限於經濟狀況，如區域物業市場表現，其風險即使有小心謹慎之投資策略及嚴謹程序亦難以緩解。

政策及市場風險

作為中國發展的重要經濟支柱產業，房地產行業更易受宏觀經濟及行業政策的影響。倘我們不能及時回應不斷變化的市場狀況，本集團的業績可能受到中國政治、社會及經濟狀況變動的不利影響。

營運風險

營運風險指因內部程序、人員及制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各分部及部門的各個職能崗位肩負。本集團之主要職能崗位經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要之營運風險，以便採取適當風險應對。

財務管理風險

主要財務管理風險及本集團財務管理措施載於綜合財務報表附註34。

除於上述提及者外，亦可能存在其他本集團未知之風險及不確定因素，或目前未必屬於重大但日後可能變成重大之其他風險及不確定因素。

Report of the Directors

董事會報告書

SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated results and assets, liabilities and non-controlling interests of the Group for the last five financial years/periods, as extracted from the published audited consolidated financial statements and restated as appropriate, is set out below. The summary does not form part of the consolidated financial statements.

財務資料概要

本集團最近五個財政年度／期間的綜合業績及資產、負債及非控股權益概要(摘錄自己刊發經審核綜合財務報表及重列(如適用))載列如下。該概要不構成綜合財務報表。

		Year ended 31 December			Nine months ended 31 December	Year ended 31 March
		截至十二月三十一日止年度			截至十二月三十一日止九個月	截至三月三十一日止年度
		2021	2020	2019	2018	2018
		二零二一年	二零二零年	二零一九年	二零一八年	二零一八年
		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
		(note i)	(note i)	(note ii)	(note ii)	(note iii)
		(附註i)	(附註i)	(附註ii)	(附註ii)	(附註iii)
Revenue	收益	2,927,554	3,255,088	1,941,565	365,048	600,201
Profit (loss) for the year/ period attributable to the owners of the Company	本公司擁有人應佔年/ 期內溢利(虧損)	169,707	420,503	482,165	(114,580)	132,581

Report of the Directors

董事會報告書

Assets, liabilities and non-controlling interest

資產、負債及非控股權益

		At 31 December				At 31 March
		於十二月三十一日				於三月三十一日
		2021	2020	2019	2018	2018
		二零二一年	二零二零年	二零一九年	二零一八年	二零一八年
		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
		(note i)	(note i)	(note ii)	(note ii)	(note iii)
		(附註i)	(附註i)	(附註ii)	(附註ii)	(附註iii)
Assets and liabilities	資產及負債					
Non-current assets	非流動資產	10,683,219	9,868,688	8,847,037	6,762,538	3,530,255
Current assets	流動資產	19,305,479	17,239,739	11,427,775	11,319,342	2,262,679
Total assets	總資產	29,988,698	27,108,427	20,274,812	18,072,880	5,792,934
Current liabilities	流動負債	15,740,603	14,061,175	10,375,071	11,762,223	1,590,771
Non-current liabilities	非流動負債	9,142,434	8,140,547	5,900,209	2,249,663	1,451,462
Total liabilities	總負債	24,883,037	22,201,722	16,275,280	14,011,886	3,042,233
Total equity	總權益	5,105,661	4,906,705	3,999,532	4,060,994	2,750,700
Attributable to:	以下各方應佔：					
Owners of the Company	本公司擁有人	4,836,052	4,672,807	3,945,563	3,982,357	2,719,892
Non-controlling interests	非控股權益	269,609	233,898	53,969	78,637	30,808

Notes:

附註：

- | | |
|---|--|
| <p>(i) These financial information were extracted from the audited consolidated financial statements as set out on page 97 to 276 in this report.</p> <p>(ii) The financial information for the year ended 31 December 2019 and the nine months ended 31 December 2018 was extracted from the Company's 2019 annual report, which has been restated under merger accounting and has also been adjusted for the change of presentation currency.</p> <p>(iii) The financial information for the year ended 31 March 2018 was extracted from the Company's 2017/18 annual report, which has been restated under merger accounting and has also been adjusted for the change of presentation currency.</p> | <p>(i) 該等財務資料摘錄自本報告第97至276頁所載之經審核綜合財務報表。</p> <p>(ii) 截至二零一九年十二月三十一日止年度及二零一八年十二月三十一日止九個月之財務資料乃摘錄自本公司二零一九年年報，已根據合併會計法重列及就呈列貨幣變動作調整。</p> <p>(iii) 截至二零一八年三月三十一日止年度之財務資料乃摘錄自本公司二零一七／一八年年報，已根據合併會計法重列及就呈列貨幣變動作調整。</p> |
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Report of the Directors

董事會報告書

PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out in note 17 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the reporting period are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital during the reporting period are set out in note 26 to the consolidated financial statements.

Details of movements in the Company's share options during the reporting period are set out in note 27 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the reporting period are set out in the consolidated statement of changes in equity on pages 102 and 103 of this annual report and in note 42 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution amounted to approximately RMB1,042,596,000 as at 31 December 2021 (31 December 2020: approximately RMB1,006,796,000).

MAJOR CUSTOMERS AND SUPPLIERS

During the reporting period, less than 10% of the Group's sale were attributable to the Group's largest customer and five largest customers respectively.

In addition, the five largest suppliers of the Group together accounted for approximately 52% of the Group's total purchases during the reporting period, with the largest supplier accounted for approximately 46%.

None of the Directors, any of their close associates or any substantial shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers during the year.

主要物業

持作投資之主要物業詳情載於綜合財務報表附註17。

物業、廠房及設備

本集團物業、廠房及設備報告期內之變動詳情載於綜合財務報表附註15。

股本及購股權

本公司股本於報告期內之變動詳情載於綜合財務報表附註26。

本公司購股權於截至二零二一年十二月三十一日止年度之變動詳情載於綜合財務報表附註27。

儲備

本集團及本公司報告期內之儲備變動詳情分別載於本年報第102及103頁之綜合權益變動表及綜合財務報表附註42。

可供分派儲備

本公司於二零二一年十二月三十一日之可供分派儲備約為人民幣1,042,596,000元(二零二零年十二月三十一日：約人民幣1,006,796,000元)。

主要客戶及供應商

報告期內本集團最大及五大客戶分別佔本集團銷售額不足10%。

此外，本集團五大供應商合共佔本集團在報告期內的總採購額約52%，其中最大供應商佔約46%。

本公司董事、彼等任何緊密聯繫人士或任何主要股東(據董事所深知，擁有本公司已發行股本5%以上者)年內概無於本集團五大客戶及供應商中擁有任何實益權益。

Report of the Directors

董事會報告書

CHARITABLE CONTRIBUTIONS

During the reporting period, the Group made charitable contributions approximately RMB2.2 million (2020: approximately RMB5.9 million) to various charitable organisations.

DIRECTORS

The Directors during the year and up to the date of this report are as follows:

EXECUTIVE DIRECTORS

Mr. Guo Jiadi (*Chairman*)
Ms. Amika Lan E Guo
Mr. Wang Chao

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Ping, Michael
Ms. Ma Shujuan
Mr. Zheng Yurui
(Resigned on 10 April 2021)
Mr. Lam Wai Fung, Dominic
(Appointed on 10 April 2021)

In accordance with the Bye-laws 111(A) and 111(B) of the Bye-laws of the Company, Mr. Guo Jiadi and Mr. Wang Chao shall retire from office by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

UPDATES ON DIRECTORS' INFORMATION

The following are updated information of Directors required to be disclosed pursuant to Rule 13.51(B) of the Listing Rules:

1. Mr. Zheng Yurui resigned as an independent non-executive Director with effect from 10 April 2021.
2. Mr. Lam Wai Fung, Dominic was appointed as an independent non-executive Director with effect from 10 April 2021.

Save as disclosed above, there is no other change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

慈善捐款

於報告期內本集團捐出約人民幣2,200,000元慈善捐款(二零二零年:約人民幣5,900,000元)予不同慈善組織。

董事

本年度內及截至本報告日期之董事如下:

執行董事

郭加迪先生(主席)
Amika Lan E Guo女士
王超先生

獨立非執行董事

陳貽平先生
馬淑娟女士
鄭玉瑞先生
(於二零二一年四月十日辭任)
林偉峰先生
(於二零二一年四月十日獲委任)

根據本公司之公司細則第111(A)及111(B)條規定,郭加迪先生及王超先生須於本公司應屆股東週年大會輪值退任,及彼等符合資格並願意重選連任。

董事資料更新

以下為根據上市規則第13.51(B)條須予披露之董事資料更新:

1. 鄭玉瑞先生已辭任獨立非執行董事,自二零二一年四月十日起生效。
2. 林偉峰先生已獲委任為獨立非執行董事,自二零二一年四月十日起生效。

除上文所述者外,概無董事資料變動須根據上市規則13.51B(1)予以披露。

Report of the Directors

董事會報告書

BIOGRAPHICAL DETAILS OF THE DIRECTORS OF THE COMPANY

Executive Directors

Mr. Guo Jiadi (“Mr. Guo”), aged 62, is a merchant and was appointed as the Chairman and an executive Director of the Company with effect from 12 December 2014. Mr. Guo is also a director of certain subsidiaries of the Company, incorporated in Hong Kong and the British Virgin Islands (the “BVI”) respectively engaged in investment holding and also a director and legal representative of certain operating subsidiaries of the Company in the PRC. Mr. Guo is also an ultimate beneficial owner of a substantial shareholder of the Company.

Mr. Guo started his business in international trading and, in 25 years, diversified into businesses including footwear manufacturing, chemical technology, mining, real estate development and hotel investment with presence throughout Europe, the United States, Hong Kong, Shanghai, Fujian, Shaanxi and Jilin. Mr. Guo has over 30 years of experience in trading business and over 20 years of experience in property development.

Mr. Guo entered into the property market in the PRC by establishing Fuzhou Gaojia Real Estate Development Co., Ltd. (“Fuzhou Gaojia”) and has since acted as its chairman. Fuzhou Gaojia has obtained (Qualification Certificate (Class 1) for Real Estate Development Enterprise in the PRC*) from the Department of Housing and Urban and Rural Development of the PRC*. Fuzhou Gaojia has completed certain real estate projects in Fuzhou, Putian, Baoji and Shanghai.

Mr. Guo is the father of Ms. Amika Lan E Guo, who is an executive Director of the Company. Apart from the aforesaid, Mr. Guo does not have any other relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Guo does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

* For identification purposes only

本公司董事之個人簡歷

執行董事

郭加迪先生(「郭先生」)，62歲，為一名商人，自二零一四年十二月十二日起獲委任為本公司主席兼執行董事。郭先生亦為本公司於香港及英屬處女群島(「英屬處女群島」)註冊成立並從事投資控股之若干附屬公司之董事，同時亦為本公司若干中國營運附屬公司之董事兼法定代表。郭先生亦為本公司主要股東之最終實益擁有人。

郭先生以國際貿易為事業起步點，於二十五年間多元化發展至造鞋、化工科技、採礦、房地產開發以及酒店投資等，業務遍及歐洲、美國、香港、上海、福建、陝西及吉林。郭先生不單於貿易業務方面具備逾30年經驗，亦擁有逾20年物業發展經驗。

郭先生涉足中華人民共和國物業市場，成立福州高佳房地產開發有限公司(「福州高佳」)，並一直擔任其主席。福州高佳已從中華人民共和國住房和城鄉建設部取得中華人民共和國房地產開發企業資質證書(壹級)。福州高佳已完成若干位於福州、莆田、寶鷄及上海之房地產項目。

郭先生為本公司執行董事Amika Lan E Guo女士之父親。除上文所述外，郭先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，郭先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

* 僅供識別

Report of the Directors

董事會報告書

Ms. Amika Lan E Guo (“Ms Guo”), aged 36, has been appointed as an executive Director of the Company with effect from 9 July 2014 and is a director of certain Hong Kong and BVI subsidiaries of the Company. Ms. Guo is responsible for the overall business development of the company. Her current position is the Director of Business Operations and is responsible for general operation management, corporate development and planning matters. Ms. Guo has graduated from Simon Fraser University in Canada with a bachelor degree of Business Administration. She also holds a MBA degree from The University of Hong Kong.

Ms. Guo is the daughter of Mr. Guo Jiadi, who is the Chairman and an executive Director and the ultimate beneficial owner of a substantial shareholder of the Company. Save as disclosed above, Ms. Guo does not have any other relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Ms. Guo does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

Mr. Wang Chao (“Mr. Wang”), aged 45, was appointed as an executive Director of the Company with effect from 5 February 2018. Mr. Wang hold a bachelor’s degree of Laws from the Xiamen University*. Prior to joining the Group, he worked in companies that specialised in property development industries for over ten years. Mr. Wang is the general manager of Fujian Sinco since 1 January 2018 and responsible for the overall operation for the various subsidiaries of the Group in the PRC.

Mr. Wang does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Wang does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

* For identification purposes only

Amika Lan E Guo女士(「郭女士」)，36歲，於二零一四年七月九日獲委任為本公司執行董事及為本公司之若干香港及英屬處女群島附屬公司之董事。郭女士負責本公司的整體業務發展。彼現任業務經營主管，負責一般經營管理、公司發展及規劃事項。郭女士畢業於西門菲莎大學(Simon Fraser University)，獲頒工商管理學士學位。彼亦持有香港大學工商管理碩士學位。

郭女士為主席兼執行董事兼本公司主要股東之最終實益擁有人郭加迪先生之女兒。除上文所披露者外，郭女士與本公司任何董事、高級管理層、主要或控股股東概無任何其他關係。除上文披露者外，郭女士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

王超先生(「王先生」)，45歲，自二零一八年二月五日起獲委任為本公司執行董事。王先生持有廈門大學法學學士學位。王先生於加入本集團前在多間專門從事物業開發行業之公司擔任不同管理職務任職超過十年。王先生自二零一八年一月一日起為福建先科之總經理並負責本集團多間附屬公司於中國之整體營運。

王先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，王先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

* 僅供識別

Report of the Directors

董事會報告書

Independent non-executive Directors

Mr. Chan Yee Ping, Michael (“Mr. Chan”), aged 44, was appointed as an independent non-executive Director with effect from 9 July 2014. Mr. Chan was also appointed as the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Company. Mr. Chan holds a bachelor degree of Business Administration (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member with practicing certificate of the Hong Kong Institute of Certified Public Accountants, and a fellow member of the Association of Chartered Certified Accountants. He has over ten years of working experience in the fields of accounting and audit, corporate secretarial management and corporate governance.

He is currently the company secretary of China Sunshine Paper Holdings Company Limited (stock code: 2002), which is listed on the Main Board of the Stock Exchange, as well as Northeast Electric Development Co., Limited (stock code: 42), a joint stock limited company incorporated in the PRC and listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange respectively.

He was also an independent non-executive director of Prosper One International Holdings Company Limited (stock code: 1470) and Champion Alliance International Holdings Limited (stock code: 1629) from September 2017 to December 2018 and from November 2018 to February 2021, respectively. Mr. Chan has been appointed as an independent non-executive director for three companies, namely China Wah Yan Healthcare Limited (stock code: 648) since July 2014, StarGlory Holdings Company Limited (stock code: 8213) since November 2016 and Beijing Media Corporation Limited (stock code: 1000) since June 2020.

Mr. Chan is the director of MCI CPA Limited. Mr. Chan does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Chan does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

獨立非執行董事

陳貽平先生（「陳先生」），44歲，於二零一四年七月九日獲委任為獨立非執行董事。陳先生亦獲委任為本公司之審核委員會主席以及提名委員會及薪酬委員會成員。陳先生持有香港理工大學會計學（榮譽）工商管理學學士學位。彼為擁有香港會計師公會執業證書之會員及英國特許公認會計師公會資深會員。陳先生於會計及審計、公司秘書管理以及企業管治方面擁有逾十年工作經驗。

彼現時為中國陽光紙業控股有限公司（股份代號：2002，於聯交所主板上市）以及東北電氣發展股份有限公司（股份代號：42，於中國註冊成立之股份有限公司及於深圳證券交易所及聯交所主板上市）之公司秘書。

彼亦自二零一七年九月至二零一八年十二月以及自二零一八年十一月至二零二一年二月分別擔任富一國際控股有限公司（股份代號：1470）以及冠均國際控股有限公司（股份代號：1629）之獨立非執行董事。陳先生已獲委任為三間公司之獨立非執行董事，即自二零一四年七月、二零一六年十一月及二零二零年六月起分別獲委任為中國華仁醫療有限公司（股份代號：648）、榮暉控股有限公司（股份代號：8213）及北青傳媒股份有限公司（股份代號：1000）之獨立非執行董事。

陳先生為天昊會計師事務所有限公司之董事。陳先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，陳先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

Report of the Directors 董事會報告書

Mr. Zheng Yurui (“Mr. Zheng”), aged 67, was appointed as an independent non-executive Director on 11 April 2012. Mr. Zheng was also appointed as the chairman of the Nomination Committee and the member of the Audit Committee and Remuneration Committee. Mr. Zheng graduated from Party School of Central Committee of C.P.C. with undergraduate diploma in 1999, majoring in administration and he is a senior economist. From 1971 to 1998, Mr. Zheng worked in several state-owned companies and private companies including a factory in which he acted as a deputy general manager. From 1998 to the present, Mr. Zheng founded his own footwear manufacturing company, acting the chairman. From 2008 to the present, Mr. Zheng has served as a director of a property development company concurrently. Mr. Zheng is the representative of the Tenth and Eleventh People’s Congress of Fujian Province and the representative of the Fourth, the Fifth, and the Sixth People’s Congress of Putian City.

Mr. Zheng does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Zheng does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

Mr. Zheng has resigned as an independent non-executive Director and ceased to be the chairman and a member of the Nomination Committee, a member of the Audit Committee and Remuneration Committee of the Company on 10 April 2021.

Ms. Ma Shujuan (“Ms. Ma”), aged 38, was appointed as an independent non-executive Director on 5 February 2018. Ms. Ma was also appointed as the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Ms. Ma graduated from China University of Political Science and Laws* in 2007 with a Bachelor’s degree in Laws. She also holds a degree of Executive Master of Business Administration in Finance from Shanghai Jiao Tong University*. Ms. Ma is a practicing lawyer in the PRC. She has over ten years of extensive experience in different kinds of legal and financial works including corporate finance, mergers and acquisitions, property investment, trust and commercial litigations. She is currently a practising lawyer of Beijing King & Capital Law Firm, (Shanghai Branch)*.

* For identification purposes only

鄭玉瑞先生 (「鄭先生」)，67歲，於二零一二年四月十一日獲委任為獨立非執行董事。鄭先生亦獲委任為提名委員會主席及審核委員會及薪酬委員會成員。鄭先生於一九九九年於中共中央黨校行政管理專業畢業，獲頒本科文憑，彼為高級經濟師。自一九七一年至一九九八年，鄭先生曾於數家國有企業及私營公司工作，曾任一家工廠之副總經理。自一九九八年至今，鄭先生創辦其本身之皮鞋製造公司，擔任該公司之董事長。自二零零八年至今，鄭先生兼任一家物業發展公司之董事。鄭先生為福建省第十屆、第十一屆人民代表大會代表和莆田市第四屆、第五屆、第六屆人民代表大會代表。

鄭先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，鄭先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

鄭先生已辭任獨立非執行董事且不再為提名委員會主席及成員以及審核委員會及薪酬委員會成員，自二零二一年四月十日起生效。

馬淑娟女士 (「馬女士」)，38歲，於二零一八年二月五日獲委任為獨立非執行董事。馬女士亦獲委任為薪酬委員會主席及審核委員會及提名委員會成員。馬女士於二零零七年畢業於中國政法大學，持有法學學士學位。彼亦持有上海交通大學金融高級工商管理碩士學位。馬女士為中國執業律師。彼於不同類型法律事務及金融工作方面擁有逾十年豐富經驗，包括企業融資、合併及收購、物業投資、信託及商業訴訟。彼現在在北京京都(上海)律師事務所執業。

* 僅供識別

Report of the Directors

董事會報告書

Ms. Ma does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Ms. Ma does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

Mr. Lam Wai Fung, Dominic (“Mr. Lam”), aged 49, was appointed as an independent non-executive Director with effect from 10 April 2021. Mr. Lam was also appointed as the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee. Mr. Lam is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a chartered financial analyst of the CFA Institute and a certified financial risk manager of the Global Association of Risk Professionals. Mr. Lam obtained a Bachelor of Arts (Honours) Degree in Accountancy in the City University of Hong Kong and Mr. Lam worked for PricewaterhouseCoopers in Hong Kong for over seven years for assurance and business advisory services and has worked in various finance roles in listed companies for over 10 years.

Mr. Lam does not have any relationship with any Director, senior management, substantial or controlling shareholder(s) of the Company. Save as disclosed above, Mr. Lam does not hold directorship in other public listed companies in Hong Kong or overseas in the past three years.

DIRECTORS’ EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors’ emoluments and the five highest paid individuals of the Group are set out in note 12 to the consolidated financial statements.

馬女士與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，馬女士在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

林偉峰先生（「林先生」），49歲，獲委任為獨立非執行董事，自二零二一年四月十日起生效。林先生亦獲委任為提名委員會主席以及審核委員會及薪酬委員會成員。林先生為香港會計師公會之註冊會計師，美國特許金融分析師協會之特許金融分析師及全球風險專業管理協會之註冊金融風險管理師。林先生持有香港城市大學榮譽文學士（會計）學位，及林先生曾於香港羅兵咸永道會計師事務所之審計及商業諮詢服務工作逾七年，並曾於多間上市公司任職不同財務職位逾十年。

林先生與本公司任何董事、高級管理層、主要或控股股東概無任何關係。除上文披露者外，林先生在過去三年沒有在香港或海外其他上市公眾公司擔任董事職務。

董事酬金及五名最高薪人士

董事酬金及本集團五名最高薪人士之詳情載於綜合財務報表附註12。

DIRECTORS' SERVICE CONTRACTS

Mr. Guo Jiadi, being the existing executive Director, has entered into service contract with the Company for an initial term of three years commencing on 12 December 2014. The service contract had been renewed for a further term of three years commencing on 12 December 2017 and 12 December 2020, respectively.

Ms. Amika Lan E Guo, being the existing executive Director, has entered into service contract with the Company for an initial term of three years commencing on 9 July 2014. The service contract had been renewed for a further term of three years commencing on 9 July 2017 and 9 July 2020, respectively.

Mr. Chan Yee Ping, Michael, being the existing independent non-executive Director, has entered into service contract with the Company for an initial term of three years commencing on 9 July 2014. The service contracts had been renewed for a further term of three years commencing on 9 July 2017 and for a further term of two years commencing on 9 July 2020.

Mr. Wang Chao, being the existing executive Director, has entered into a service contract with the Company for an initial term of three years commencing on 5 February 2018 and the service contract had been renewed for a further term of three years commencing on 5 February 2021.

Mr. Zheng Yurui, who has resigned as an independent non-executive Director with effect from 10 April 2021, has entered into a service contract with the Company for a term of three years commencing on 11 April 2012 and the service contracts had been renewed several times for a further term of three years commencing on 11 April 2018.

Ms. Ma Shujuan, being the existing independent non-executive Director, has entered into a service contract with the Company for an initial term of three years commencing on 5 February 2018 and the service contract had been renewed for a further term of three years commencing on 5 February 2021.

Mr. Lam Wai Fung, Dominic, who has been appointed as an independent non-executive Director with effect from 10 April 2021, has entered into a service contract with the Company for a term of three years commencing on 10 April 2021.

董事之服務合約

現任執行董事郭加迪先生已與本公司訂立服務合約，由二零一四年十二月十二日起初步為期三年，服務合約已經重續，分別由二零一七年十二月十二日及二零二零年十二月十二日起進一步為期三年。

現任執行董事Amika Lan E Guo女士已與本公司訂立服務合約，由二零一四年七月九日起初步為期三年，服務合約已經重續，分別由二零一七年七月九日及二零二零年七月九日起進一步為期三年。

現任獨立非執行董事陳貽平先生已與本公司訂立服務合約，由二零一四年七月九日起初步為期三年，服務合約已經重續，由二零一七年七月九日起進一步為期三年及自二零二零年七月九日起進一步為期兩年。

現任執行董事王超先生已與本公司訂立服務合約，由二零一八年二月五日起初步為期三年，服務合約已經重續，由二零二一年二月五日起進一步為期三年。

於二零二一年四月十日辭任的獨立非執行董事鄭玉瑞先生與本公司訂立服務合約，由二零一二年四月十一日起為期三年，服務合約已經數次重續，由二零一八年四月十一日起進一步為期三年。

現任獨立非執行董事馬淑娟女士已與本公司訂立服務合約，由二零一八年二月五日起初步為期三年，服務合約已經重續，由二零二一年二月五日起進一步為期三年。

於二零二一年四月十日獲委任為獨立非執行董事的林偉峰先生已與本公司訂立服務合約，由二零二一年四月十日起為期三年。

Report of the Directors

董事會報告書

CONNECTED TRANSACTIONS

During the reporting period, the Group had entered into the following transactions with connected person which constituted connected transaction under Listing Rules:

Acquisition of All Excel Industries Limited (“All Excel”) and provision of guarantees

On 21 September 2018, Grand Supreme Limited, a wholly-owned subsidiary of the Company (as purchaser) had entered into a sale and purchase agreement with Primary Partner International Limited (“Primary Partner”, as vendor), a company beneficially owned by Mr. Guo, to acquire the entire equity interest in All Excel. The total consideration of the acquisition was HK\$1,500 million, which is satisfied by i) cash of HK\$200 million; ii) issue of promissory notes in principal amount of HK\$600 million; iii) issue of 485,436,893 ordinary shares of the Company at HK\$0.412 per share (equivalent to HK\$200 million); and iv) issue of convertible bond in principal amount of HK\$500 million.

All Excel and its subsidiaries (collectively the “All Excel Group”) are principally engaged in property development, property investment and hotel operation business in the PRC. Certain members of the All Excel Group have also provided corporate guarantees (the “Corporate Guarantees”) to certain entities (the “CP Group”) that were indirectly wholly owned or controlled by Mr. Guo or Ms. Shum Xi Xia (“Ms. Shum”), the sister-in-law of Mr. Guo, to guarantee the payment obligations of the bank loans (the “Guaranteed Loans”) grant to the CP Group. The aggregated principal of these Guaranteed Loans amounted to RMB1,410.3 million before the acquisition.

The Corporate Guarantees will become contingent liability of the Group upon the completion of the acquisition. In order to protect the Group from the potential liabilities arising from the Corporate Guarantees, on 21 December 2018, the parties entered into a supplemental deed, pursuant to which, (i) Mr. Guo has undertaken to indemnify the Group in full regarding any loss incurred by the Group under the Corporate Guarantees, and (ii) the amount due by the Group to Mr. Guo and/or CP Group, the promissory note and the convertible bonds issue to Primary Partner were charged as first charge in favour of the Company to safeguard the Group’s interest. Details of term of the supplemental deed are set out in the announcements of the Company dated 31 December 2018.

關連交易

報告期內本集團與關連人士訂立以下交易，根據上市規則構成關連交易：

收購全盛實業有限公司（「全盛」）及提供擔保

於二零一八年九月二十一日，本公司之全資附屬公司Grand Supreme Limited（作為買方）與Primary Partner International Limited（「Primary Partner」，作為賣方）（一間由郭先生實益擁有之公司）訂立買賣協議以收購全盛之全部股權。收購事項的總代價為1,500,000,000港元，以i)現金200,000,000港元；ii)發行本金額為600,000,000港元的承兌票據；iii)以每股0.412港元發行485,436,893股本公司普通股（相當於200,000,000港元）；及iv)發行本金額為500,000,000港元的可換股債券支付。

全盛及其附屬公司（統稱為「全盛集團」）主要在中國從事物業發展、物業投資及酒店營運業務。全盛集團的若干成員公司亦已向若干實體（「CP集團」）（由郭先生或其配偶的妹妹沈細霞女士（「沈女士」）間接全資擁有或控制）提供公司擔保（「公司擔保」），以保證履行授予CP集團的銀行貸款（「擔保貸款」）的付款義務。於收購之前該等擔保貸款的本金總額為人民幣1,410,300,000元。

於完成收購事項之後，公司擔保將成為本集團之或然負債。為保障本集團免受公司擔保產生之潛在責任，於二零一八年十二月二十一日，相關訂約方訂立補充契據，據此：(i)郭先生已承諾悉數彌償本集團有關本集團根據公司擔保產生之任何虧損，及(ii)本集團結欠郭先生及／或CP集團的款項、向Primary Partner發行之承諾票據及可換股債券將以本公司為受益人押記作為第一押記，以保障本集團之權益。補充契據的詳情載列於本公司日期為二零一八年十二月三十一日的公告。

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As Mr. Guo is an executive Director, the chairman of the Board and a controlling shareholder of the Company, Primary Partner is a connected person of the Company by virtue of being an associate of Mr. Guo and therefore the acquisition constituted a connected transaction under Chapter 14A of the Listing Rules. Furthermore, as Ms. Shum is a deemed connected person of the Company under Rule 14A.21(1)(a), each of the entities of the CP Group is a connected person of the Company by virtue of being an associate of Mr. Guo or Ms. Shum. As such, the on-going provision of Corporate Guarantees upon the completion of the acquisition also constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

The acquisition and provision of Corporate Guarantees were approved at the Company's special general meeting held on 16 January 2019 and the acquisition was completed on 30 January 2019. Further details are set out in the announcements of the Company dated 21 September 2018, 31 December 2018, 16 January 2019 and 30 January 2019, and the circular of the Company dated 26 December 2018, respectively.

As at 31 December 2021, the existing Corporate Guarantees provided by the Group to the CP Group were set out as follows:

由於郭先生為本公司執行董事、董事會主席及控股股東，Primary Partner作為郭先生之聯繫人而成為本公司之關連人士，因此，收購事項亦構成上市規則第14A章項下本公司之一項關連交易。此外，根據上市規則第14A.21(1)(a)條，沈女士被視為本公司的關連人士，而CP集團各實體均作為郭先生或沈女士之聯繫人而成為本公司之關連人士。因此，於完成收購事項後持續提供公司擔保亦構成上市規則第14A章項下本公司之一項關連交易。

收購事項及提供公司擔保已於本公司於二零一九年一月十六日舉行之股東特別大會上獲批准且收購事項已於二零一九年一月三十日完成。更多詳情分別載列於本公司日期為二零一八年九月二十一日、二零一八年十二月三十一日、二零一九年一月十六日及二零一九年一月三十日之公告以及本公司日期為二零一八年十二月二十六日之通函。

於二零二一年十二月三十一日，本集團向CP集團提供的現有公司擔保載列如下：

Borrower 借方	Lenders 貸方	Guarantor 擔保人	Loan principal 貸款本金額 (RMB'000) (人民幣千元)	Outstanding 未償還金額 (RMB'000) (人民幣千元)	Interest rate 利率	Repayment date 還款日期
Fujian Sandi Real Estate Development Co., Limited ("Fujian Sandi") 福建三迪房地產開發有限公司 (「福建三迪」)	Huaxia Bank Co., Limited 華夏銀行股份有限公司	Fuzhou Gaojia Real Estate Development Co., Limited ("Fuzhou Gaojia") 福州高佳房地產開發有限公司(「福州高佳」)	690,000	569,000	5.40%	16 October 2028 二零二八年 十月十六日
Fujian Sandi 福建三迪	Hang Seng Bank (China) Limited 恆生銀行(中國)有限公司	Fuzhou Gaojia 福州高佳	420,000	327,600	6.98%	16 August 2023 二零二三年 八月十六日
			1,110,000	896,600		

These Guaranteed Loans were also secured by the pledged of certain properties held by the CP Group. None of these loans is overdue.

該等擔保貸款亦以抵押CP集團持有之若干物業作抵押。該等貸款均未逾期。

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RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken by the Group during the year are set out in note 40 to the consolidated financial statements. The Company has complied with the applicable requirements under the Listing Rules for those related party transactions which constituted non-exempt connected transactions/continuing connected transactions. Other related party transactions either did not constitute connected transactions/continuing connected transactions or constituted connected transactions/continuing connected transactions but were exempted from all disclosure and independent shareholders' approval requirements under the Listing Rules.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the paragraph headed "Connected Transactions" disclosed above and note 40 to the consolidated financial statements headed "Related Party Transactions", no other transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

關連人士之交易

有關本集團於本年度進行的重大關連人士之交易詳情載於綜合財務報表附註40。本公司已就該等構成不獲豁免關連交易／持續關連交易的關連人士之交易遵守上市規則的適用規定。其他關連人士之交易並無構成關連交易／持續關連交易，或已構成關連交易／持續關連交易但獲豁免上市規則項下所有披露及獨立股東批准規定。

董事於交易、安排或合約中之重大權益

除上文所披露「關連交易」一段及綜合財務報表附註40「關連人士之交易」所披露外，概無本公司或其任何附屬公司所訂立於年度結算日或本年度任何時間仍然有效且董事直接或間接擁有重大權益之其他重大交易、安排或合約。

MANAGEMENT CONTRACTS

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

Mr. Guo Jiadi (“Mr. Guo”) is an executive Director, the chairman of the Company and a controlling shareholder of the Company. Mr. Guo carries out property development and investment businesses and other businesses in the PRC through companies controlled by him, including but not limited to Fujian Sandi Property Development Limited (“Fujian Sandi”) and Fuzhou Gaojia. Fuzhou Gaojia had become an indirect wholly-owner subsidiary of the Company since 30 January 2019.

To deal with the potential conflict of interests between Mr. Guo and the Company, Mr. Guo; Fujian Sandi; Fuzhou Gaojia and the Company had entered into a deed of non-competition dated 1 January 2015 (the “2015 Deed”). Each of Mr. Guo; Fujian Sandi and Fuzhou Gaojia; (the “Covenantor(s)”) has given its non-competition undertakings in favour of the Company on the terms set out below:

- (a) The Covenantors will not, and will procure his/its close associates not to, directly or indirectly, carry on, engage, invest or be involved in any manner any business which competes with the business of the Company from time to time with the following exceptions:
 - (i) the holding of shares of a company which is engaged in the business of acquisition of land for development, building construction and acquisition of real properties (including projects with construction in progress) in the PRC for sale, lease or other investment purposes (the “Property Investment Business”) and whose shares are listed on a recognised stock exchange provided that such shares represent not more than 10% of the voting rights at the general meetings of such company;
 - (ii) the engagement in the Property Investment Business through the Group;
 - (iii) the acquisition or holding of real property for self-use;

管理合約

報告期內概無訂立或存在任何與本公司全部或任何主要部分業務之管理及行政有關之合約。

郭加迪先生（「郭先生」）為本公司執行董事、主席及本公司控股股東。郭先生透過其控制的公司（包括但不限於福建三迪房地產開發有限公司（「福建三迪」）及福州高佳）在中國經營物業發展及投資業務與其他業務。福州高佳自二零一九年一月三十日起成為本公司之間接全資附屬公司。

為解決郭先生與本公司之潛在利益衝突，郭先生、福建三迪、福州高佳及本公司已訂立日期為二零一五年一月一日之不競爭契據（「二零一五年契據」）。郭先生、福建三迪及福州高佳（「契諾人」）已按下文所載條款各自向本公司作出不競爭承諾：

- (a) 契諾人將不會並將促使其緊密聯繫人士不會直接或間接以任何方式經營、參與、投資或從事不時與本公司業務構成競爭之任何業務，惟以下所載者除外：
 - (i) 持有一家從事收購土地作開發、樓宇建設以及於中國收購房地產（包括在建工程項目）作銷售、租賃或其他投資目的業務（「物業投資業務」）之公司（其股份於認可證券交易所上市）股份，惟有關股份不得超過該公司股東大會表決權之10%；
 - (ii) 透過本集團從事物業投資業務；
 - (iii) 收購或持有房地產自用；

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- (iv) the property projects that the Covenantors have already engaged as at the date of the undertakings;
- (v) the engagement of property projects in any province of the PRC in which the Group has not considered, planned to or invested in the development of its Property Investment Business;
- (vi) the engagement of property projects in any province of the PRC in which the Group has considered, planned to or invested in the development of its Property Investment Business subject to the right of first refusal granted to the Group (on the terms set out in the undertakings).

Since the date of the 2015 Deed, the scope of the operation of the Group was expanded. Therefore, Mr. Guo and the Company has entered into a new Non-competition Deed on 15 March 2017 (the "2017 Deed") to replace the 2015 Deed. Further details was disclosed in the announcement dated 15 March 2017. Set out below is a summary of the principal terms of the 2017 Deed and relevant information.

Mr. Guo (for himself and as the agent for his close associates) irrevocably and unconditionally undertakes in favour of the Company that:

- (a) he shall and shall procure that his close associates not to, directly or indirectly, engage in, invest in, participate in, whether on his own account or with each other or in conjunction with or on behalf of any person or company or otherwise holds or owns any interest in any manner in the PRC in any business that may compete, directly or indirectly, with the Group Business;
- (b) he shall provide all the information that the Company reasonably considers to be necessary to enforce the undertakings given by him under the 2017 Deed and would make an annual declaration on compliance with the 2017 Deed in the annual report of the Company; and

(iv) 契諾人於截至承諾日期已從事之物業項目；

(v) 於本集團並不考慮、計劃或投資開發其物業投資業務之中國任何省份從事物業項目；

(vi) 於本集團考慮、計劃或投資開發其物業投資業務之中國任何省份從事物業項目，惟須按承諾中所載條款向本集團授出優先選擇權。

自二零一五年契據日期起，本集團經營範圍已擴大。因此，郭先生與本公司於二零一七年三月十五日訂立新不競爭契據（「二零一七年契據」），以取代二零一五年契據。進一步詳情已於日期為二零一七年三月十五日之公告披露。二零一七年契據之主要條款概述及相關資料載列如下。

郭先生（為其本身及作為其緊密聯繫人的代理）不可撤回及無條件地向本公司承諾：

- (a) 不會並會促使其緊密聯繫人不會單獨或聯同或代表任何人士或公司或以其他方式直接或間接於中國從事、投資、參與任何與本集團業務構成競爭或可能會構成競爭的業務或以任何形式在該等業務中直接或間接持有或擁有任何權益；
- (b) 向本公司提供本公司合理地認為必要的一切資料，讓本公司可執行其在二零一七年契據下所作的承諾，並在本公司年報內就其有否遵守二零一七年契據作出年度聲明；及

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- (c) he and/or his close associates shall abstain from voting in the Board meetings and the general meetings of the Company in relation to any matter in connection with 2017 Deed;

Mr. Guo further undertakes to the Company that he shall not (and shall procure his close associates not to):

- (a) solicit or entice away any customer, contractor, supplier, director, employee or consultant of the Group (or any potential customer, contractor, supplier with whom the Group has already entered into negotiations); and/or
- (b) use, disclose to anyone or publish, or allow the disclosure or publication of, the non-public information in relation to the Group (trade secrets, business strategies or otherwise) that he or his close associates received or may receive.

If any New Business Opportunity is made available to Mr. Guo and/or his close associates, he and/or his close associates:

- (i) shall issue a written notice to the Board pursuant to the terms of the 2017 Deed and provide the information reasonably requested by the Company to facilitate the Company making an informed evaluation of the New Business Opportunity; and
- (ii) shall not pursue or otherwise participate in the new business opportunity in any manner unless and until the New Business Opportunity has been declined by the Group, provided that Mr. Guo and/or his close associates cannot pursue the New Business Opportunity on terms more favourable than those offered to the Group.

- (c) 其及／或其緊密聯繫人將於董事會會議及本公司股東大會上就有關二零一七年契據的任何事項放棄投票；

郭先生進一步向本公司承諾，其不會（並會促使其緊密聯繫人不會）：

- (a) 教唆或誘導本集團任何客戶、承包商、供應商、董事、僱員或顧問（或已與本集團進行磋商的任何潛在客戶、承包商、供應商）離開本集團；及／或
- (b) 使用或洩漏給任何人、或發表或披露或允許發表或允許披露其或其緊密聯繫人收到或可能收到的與本集團有關的非公開資料（商業機密、業務策略或其他）。

如郭先生及／或其緊密聯繫人獲得任何新商機，其及／或其緊密聯繫人：

- (i) 會根據二零一七年契據的條款向董事會發出書面通知並向本公司提供其合理地要求的資料，以便本公司就新商機作出知情的評估；及
- (ii) 不會以任何方式追逐或參與任何新商機，除非本集團已放棄新商機，惟郭先生及／或其緊密聯繫人不得按優於提供予本集團者的條款追逐新商機。

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If Mr. Guo and/or any of his close associates wishes to sell any interest in the Guo Business (same meanings as defined in the announcement dated 15 March 2017) (in whole or in part) to any third party (the “Opportunity for Sale”), Mr. Guo will offer and will procure that his close associates to offer the Opportunity for Sale to the Company and the Company shall have a right of first refusal in respect of such Opportunity for Sale. In this regard, Mr. Guo and/or his close associates:

- (i) shall issue a written notice to the Board pursuant to the terms of the 2017 Deed and provide the information reasonably requested by the Company to facilitate the Company to reasonably evaluate the Opportunity for Sale; and
- (ii) shall be at liberty to offer the Opportunity for Sale to third parties if the Opportunity for Sale is declined by the Group, provided that the terms thereof shall not be more favourable than those provided to the Group.

The Non-competition Undertakings do not apply to the following:

- (a) the same property projects excluded from the 2015 Deed (being those property projects of Mr. Guo and/or his close associates already in existence as at the date of the 2015 Deed);
- (b) the hotel business in connection with three existing hotels located in Fujian Province which has been engaged by Mr. Guo (and/or his close associates) prior to the Group’s proposed engagement in the hotel sector;
- (c) the holding of or being interested in, directly or indirectly, by Mr. Guo and/or his close associates any shares in any company, provided that (i) such shares are listed on a recognized stock exchange; and (ii) the total number of such shares held by Mr. Guo and/or his close associates does not amount to more than 5% of the issued shares carrying voting rights;

如郭先生及／或其任何緊密聯繫人有意將郭業務(與日期為二零一七年三月十五日之公告所界定者相同)的任何權益(全部或部分)出售予任何第三方(「出售機會」)，郭先生會並會促使其緊密聯繫人將出售機會提供予本公司，而本公司就該出售機會具有優先購買權。就此，郭先生及／或其緊密聯繫人：

- (i) 會根據二零一七年契據的條款向董事會發出書面通知並向本公司提供其合理地要求的資料，以便本公司就出售機會作出合理的評估；及
- (ii) (如本集團放棄出售機會)可自由將出售機會提供予第三方，惟條款不得優於提供予本集團者。

不競爭承諾不適用於以下各項：

- (a) 不包括在二零一五年契據中的相同物業項目(即郭先生及／或其緊密聯繫人於二零一五年契據日期已經存在的物業項目)；
- (b) 有關位於福建省之三家酒店之酒店業務(在本集團建議從事酒店行業前，郭先生(及／或其緊密聯繫人)已從事該等業務)；
- (c) 郭先生及／或其緊密聯繫人直接或間接持有或擁有任何公司的任何股份，前提是(i)該等股份於認可證券交易所上市；及(ii)郭先生及／或其緊密聯繫人持有的該等股份總數不超過附有投票權的已發行股份的5%；

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- (d) the engagement in any business via the holding of the equity interests through the Group;
 - (e) the acquisition or holding of property by Mr. Guo and/or his close associates for their respective self-use;
 - (f) the engagement in the Group Business in any province in the PRC where the Group has not considered or planned to carry out the Group Business; or
 - (g) (subject to the provisions regarding the New Business Opportunity) the engagement in the Group Business in any province in the PRC where the Group has considered or planned to carry out the Group Business.
- (d) 透過經本集團持有的股權從事任何業務；
 - (e) 郭先生及／或其緊密聯繫人為自用而收購或持有物業；
 - (f) 在本集團並未考慮或計劃經營本集團業務的中國任何省份從事本集團業務；或
 - (g) 在本集團已考慮或計劃經營本集團業務的中國任何省份從事本集團業務（須遵守有關新商機的條文）。

The obligations of Mr. Guo under 2017 Deed shall be terminated upon the earlier of:

郭先生在二零一七年契據下的責任將於以下較早時限屆滿：

- (a) the Shares ceasing to be listed on the Stock Exchange; and
 - (b) Mr. Guo and his close associates together ceasing to control 30% (or such percentage as may from time to time specified in the Listing Rules to be regarded as a controlling shareholder) or more of the voting rights at any general meeting of the Company.
- (a) 股份終止於聯交所上市；及
 - (b) 郭先生及其緊密聯繫人不再合共控制本公司任何股東大會30%或以上的投票權（或其他按上市規則不時規定作為決定控股股東之股權比重）。

During the Year and up to the date of this report, Mr. Guo declares that he complied with all the terms and conditions as set out in 2015 Deed and 2017 Deed.

於本年度及截至本報告日期，郭先生聲明，其遵守二零一五年契據及二零一七年契據所載之所有條款及條件。

Save as disclosed, during the Year and up to the date of this report, no Directors are considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, pursuant to the Listing Rules, other than those businesses for which the Directors were appointed as directors to represent the interest of the Company and/or the Group.

除所披露者外，於本年度及截至本報告日期，根據上市規則，各董事概無被視作於足以或可能對本集團業務構成直接或間接競爭之業務中擁有權益，惟本公司董事獲委任為董事以代表本公司及／或本集團權益之業務則作別論。

Report of the Directors

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO") which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零二一年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見香港第571章法例證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括根據證券及期貨條例相關條文被當作或視為之權益及淡倉）；或(ii)根據證券及期貨條例第352條由本公司存置之登記冊所記錄；或(iii)須根據載於上市規則附錄十之標準守則知會本公司及聯交所之任何權益或淡倉如下：

(a) Long positions in the shares and underlying shares of the Company

(a) 於本公司股份及相關股份之好倉

Name of Director	Capacity	Number of shares	Number of underlying shares	Number of share options held	Approximate percentage of the issued capital
董事姓名	身份	股份數目	相關股份數目	所持購股權數目 (note 3) (附註3)	佔已發行股本之概約百分比 (note 4) (附註4)
Mr. Guo	Interest of controlled corporation	3,386,905,895 (note 1) (附註1)	1,213,592,233 (note 2) (附註2)	-	90.41%
郭先生	受控法團之權益				
	Beneficial owner 實益擁有人	-	-	4,400,000	0.09%
Mr. Wang Chao	Beneficial owner	-	-	3,000,000	0.06%
王超先生	實益擁有人				
Ms. Amika Lan E Guo	Beneficial owner	-	-	4,400,000	0.09%
Amika Lan E Guo 女士	實益擁有人				
Ms. Ma Shujuan	Beneficial owner	-	-	4,400,000	0.09%
馬淑娟女士	實益擁有人				

Report of the Directors

董事會報告書

Notes:

附註：

1. These shares were held by the controlled corporations of Mr. Guo as follows:

1. 該等股份由郭先生之受控法團控制如下：

Name of controlled corporation	受控法團名稱	No. of Shares 股份數目
United Century International Limited ("United Century")	United Century International Limited (「United Century」)	2,581,054,801
Primary Partner International Limited ("Primary Partner")	Primary Partner International Limited (「Primary Partner」)	485,436,893
King Partner Holding Limited ("King Partner")	King Partner Holding Limited (「King Partner」)	320,414,201
Total	總計	3,386,905,895

All the above corporations were incorporated in the BVI with limited liability and wholly-owned by Mr. Guo.

上述均為於英屬處女群島註冊成立之有限公司並由郭先生全資擁有。

2. This represents the maximum number of Shares to be issued upon exercise in full of the conversion rights attaching to the convertible bonds issued to Primary Partner on 30 January 2019.
3. The share options were granted pursuant to the Share Option Scheme (as defined below), details of which are set out in the paragraphs headed 'Share Option Scheme' below.
4. As at 31 December 2021, the number of issued ordinary shares of the Company was 5,088,207,546, which has been used for the calculation of the approximate percentage.

2. 其指於二零一九年一月三十日悉數行使發行予Primary Partner之可換股債券附帶之換股權後，將予發行之最大股份數目。
3. 該等購股權乃根據購股權計劃(定義見下文)授出，其詳情載於下文之「購股權計劃」一段。
4. 於二零二一年十二月三十一日，本公司已發行普通股數目為5,088,207,546股，已用於計算概約百分比。

Report of the Directors

董事會報告書

(b) Long positions in associated corporation

(b) 於相聯法團之好倉

Name of Director	Name of associated corporation	Capacity	Paid-up capital held in associated corporation 相聯法團所持繳足資本	Percentage of shareholding 股權百分比
董事姓名	相聯法團名稱	身份		
Mr. Guo	Nanping Sandi Xiangsong Property Development Co., Ltd (“Nanping Sandi Xiang Song”)	Interest of controlled corporation	RMB17,500,000	35%
郭先生	南平三迪香頌房地產開發有限公司(「南平三迪香頌」)	受控法團之權益	人民幣17,500,000元	

Notes:

1. The Company indirectly held 60% equity interests of Nanping Sandi Xiangsong. Therefore Nanping Sandi Xiangsong is an associated corporation of the Company for the purposes of the SFO.
2. Fujian Sandi Real Estate Development Co. Limited (“Fujian Sandi”) held 35% equity interests of Nanping Sandi Xiangsong. Fujian Sandi is a company established in the PRC and ultimate controlled by Mr. Guo.

附註：

1. 本公司間接持有南平三迪香頌60%股權。因此，就根據證券及期貨條例而言，南平三迪香頌為本公司之相聯法團。
2. 福建三迪房地產開發有限公司(「福建三迪」)持有南平三迪香頌35%股權。福建三迪為一間於中國成立並由郭先生最終控制之公司。

Save as disclosed above, as at 31 December 2021, none of the Directors nor the chief executive of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, otherwise notified to the Company and Stock Exchange pursuant to the Model Code. Nor any of the Directors and chief executive had any interest in, or had been granted any right to subscribe for the securities of the Company and its associated corporations (within the meaning of Part XV of the SFO) or had exercised any such right during the reporting period.

除上文披露者外，於二零二一年十二月三十一日，概無董事及本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中，擁有須根據證券及期貨條例第352條由本公司存置之登記冊所記錄，或根據標準守則以其他方式知會本公司及聯交所之任何權益或淡倉。報告期內概無任何董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之證券中擁有權益或已獲授予任何權利認購該等證券或已行使任何該等權利。

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2021, other than the interests of a director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interest and short position in shares, underlying shares and debentures" above, the following persons (not being a Director or the chief executive officer of the Company) have an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 336 of the SFO were as follows:

主要股東於股份及相關股份之權益及淡倉

於二零二一年十二月三十一日，除上文「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」披露之本公司董事及主要行政人員之權益外，以下人士（並非董事或本公司行政總裁）於股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司及聯交所披露之權益或淡倉，及須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡如下：

Name of Shareholder	Capacity/Nature of interest	Number of Shares	Number of underlying Shares	Approximate percentage of issued capital
董事姓名	身份／權益性質	股份數目	相關股份數目	佔已發行股本之概約百分比
Long Position				
好倉				
United Century United Century	Beneficial owner 實益擁有人	2,581,054,801	–	50.73%
King Partner King Partner	Beneficial owner 實益擁有人	320,414,201	–	6.30%
Primary Partner Primary Partner	Beneficial owner 實益擁有人	485,436,893	1,213,592,233	33.40%
Central Huijin Investment Ltd 中央匯金投資有限責任公司	Person having a Security interest in shares (note 1) 於股份中擁有抵押權益之人士 (附註1)	–	2,604,479,555	51.20%
Chance Talent Management Ltd Chance Talent Management Ltd	Person having a Security interest in shares (note 1) 於股份中擁有抵押權益之人士 (附註1)	–	2,604,479,555	51.20%

Report of the Directors

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Notes:

1. It represents security interest held by Chance Talent Management Limited ("Chance Talent"). Chance Talent's intermediate holding company is CCB International Group Holdings Limited, and its ultimate holding company is Central Huijin Investment Limited.
2. As at 31 December 2021, the number of issued ordinary shares of the Company was 5,088,207,546, which has been used for the calculation of the approximate percentage.

Save as disclosed above, as at 31 December 2021, the Company had not been notified by any persons (other than the Directors and the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 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 or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreement entered into during the reporting period are set out below:

(a) Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") which is approved at the annual general meeting of the Company held on 16 September 2011. Under the Share Option Scheme, the directors of the Company may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions stipulated therein. Unless otherwise cancelled or amended, the Scheme will be valid and effective for a period of 10 years commencing on the date on which it became effective. The directors and employees of the Company and its subsidiaries are entitled to participate in the share option schemes operated by the Company.

附註：

1. 其指Chance Talent Management Limited (「Chance Talent」) 持有之抵押權益。Chance Talent之中介控股公司為建行國際集團控股有限公司及其最終控股公司為中央匯金投資有限責任公司。
2. 於二零二一年十二月三十一日，本公司已發行普通股數目為5,088,207,546股，已用於計算概約百分比。

除上文披露者外，於二零二一年十二月三十一日，本公司並無獲任何人士（董事及本公司主要行政人員除外）知會其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分部須通知本公司及聯交所或本公司根據證券及期貨條例第336條須存置之登記冊中記錄或根據標準守則須知會本公司及聯交所之權益或淡倉。

股票掛鈎協議

報告期內之股票掛鈎協議詳情載列如下：

(a) 購股權計劃

本公司採納一項購股權計劃（「購股權計劃」）（於二零一一年九月十六日舉行之本公司股東週年大會上批准）。根據購股權計劃，本公司董事可向合資格人士授出購股權，以根據其規定之條款及條件認購本公司股份。除非另有取消或經修訂，該計劃將自其生效之日期起計十年之有效期。本公司董事及僱員及其附屬公司有權參與本公司進行的購股權計劃。

Report of the Directors

董事會報告書

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to the participants. The Share Option Scheme covers any employee (full time and part time) holding salaries, agents, contractors, consumers, suppliers and others providing similar services as the Board in its sole discretion considers eligible.

Without prior approval from the Company's shareholders, (i) the total number of shares to be issued under the options of the New Scheme is not permitted to exceed 10% of the shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then in issue.

Options may be exercised at any time not exceeding a period 6 years from the date on which the share options is accepted. The exercise price is determined by the Directors and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The exercise price, vesting period, the exercisable period and the number of shares subject to each option will be determined by the Board at the time of grant.

46,000,000 share options ("Batch 1 Options") under the Share Option Scheme granted on 22 February 2016 and the vested option will be exercisable at an exercise price of HK\$0.285 per share in accordance with the following schedule:

25%: from 22 February 2016
25%: from 22 February 2017
25%: from 22 February 2018
25%: from 22 February 2019

購股權計劃旨在為本公司帶來靈活彈性及提供有效方法向參與者提供嘉許、獎勵、酬金、補償及／或福利。購股權計劃涵蓋董事會全權酌情認為合資格之任何全職及兼職受薪僱員、代理、承辦商、消費者、供應商及提供類似服務的其他人。

未經本公司股東事先批准，(i)根據新計劃之購股權發行之股份總數不得超過本公司已發行股份之10%；及(ii)於任何一年已經及可能會向任何個人授出之購股權所涉及之已發行及將予發行股份數目不得超過本公司已發行股份之1%。

自接納購股權日期起不超過6年期間可隨時行使購股權。行使價由董事釐定，且將不會低於以下較高者：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份之面值。

董事會將於授出購股權時釐定每份購股權之行使價、歸屬期、行使期及所涉及股份數目。

46,000,000份購股權（「第一批購股權」）已根據購股權計劃於二零一六年二月二十二日授出，而所歸屬之購股權將可根據下列時間表按行使價每股0.285港元行使：

25%：自二零一六年二月二十二日起
25%：自二零一七年二月二十二日起
25%：自二零一八年二月二十二日起
25%：自二零一九年二月二十二日起

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On 24 April 2018, a total of 59,700,000 shares options (“Batch 2 Options”) were granted to the directors, consultants and employees of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. The exercise price is determined with reference to the highest of (i) the closing price of HK\$0.420 per share as quoted in the Hong Kong Stock Exchange daily quotation sheet on the date of grant; (ii) the average closing price of approximately HK\$0.412 per share as quoted in the Stock Exchange daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of HK\$0.01 per ordinary shares in the share capital of the Company. The validity period of the Batch 2 Options is 6 years from the date of grant (i.e. 24 April 2018 to 23 April 2024 (both days inclusive)). The vesting period of the Batch 2 Options is as follows:

40% of the Batch 2 Options shall vest on 24 April 2018;

30% of the Batch 2 Options shall vest on 24 April 2019; and

30% of the Batch 2 Options shall vest on 24 April 2020

Further details of the Share Option Scheme are set out in note 27 to the consolidated financial statements.

於二零一八年四月二十四日，合共59,700,000份購股權（「第二批購股權」）已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元，而承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。行使價乃參考以下最高者釐定：(i)於授出日期在香港聯交所每日報價表上所報之收市價每股0.420港元；(ii)緊接授出日期前五個營業日在聯交所每日報價表上所報之平均收市價每股約0.412港元；及(iii)本公司股本中每股普通股之面值0.01港元。第二批購股權之有效期為自授出日期起計六年（即二零一八年四月二十四日至二零二四年四月二十三日（首尾兩日包括在內））。第二批購股權之歸屬期為如下：

第二批購股權之40%將於二零一八年四月二十四日歸屬；

第二批購股權之30%將於二零一九年四月二十四日歸屬；及

第二批購股權之30%將於二零二零年四月二十四日歸屬

有關購股權計劃的詳情載於綜合財務報表附註27。

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Details of movements in the number of outstanding share options under the Share Option Scheme during the reporting period are as follows:

報告期內購股權計劃項下尚未行使之購股權數目變動詳情如下：

		Number of shares options 購股權數目				End of the year 年末	Exercise price per share 每股行使價	Date of grant of share option 購股權授出日期	Exercisable period 行使期
		Beginning of the year 本年度初	Granted during the year 本年度內授出	Exercised during the year 本年度內行使	Cancelled/Expired during the year 本年度內註銷/屆滿				
Directors	董事								
Mr. Guo	郭先生	2,400,000	-	-	-	2,400,000	HK\$0.285 0.285港元	22 February 2016 二零一六年二月二十二日	22 February 2016 to 21 February 2022 二零一六年二月二十二日至二零二二年二月二十一日
		2,000,000	-	-	-	2,000,000	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Mr. Wang Chao	王超先生	3,000,000	-	-	-	3,000,000	HK\$0.285 0.285港元	22 February 2016 二零一六年二月二十二日	22 February 2016 to 21 February 2022 二零一六年二月二十二日至二零二二年二月二十一日
Ms. Amika Lan E Guo (Note)	Amika Lan E Guo 女士(附註)	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Ms. Ma Shujuan	馬淑娟女士	4,400,000	-	-	-	4,400,000	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Mr. Zheng Yurui (resigned on 10 April 2021)	鄭玉瑞先生 (於二零二一年四月十日辭任)	4,400,000	-	-	(4,400,000)	-	HK\$0.420 0.420港元	24 April 2018 二零一八年四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至二零二四年四月二十三日
Sub-total	小計	20,600,000	-	-	(4,400,000)	16,200,000			

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		Number of shares options 購股權數目				End of the year	Exercise price per share 每股 行使價	Date of grant of share option 購股權授出日期	Exercisable period 行使期
Beginning of the year 本年初	Granted during the year 本年度內 授出	Exercised during the year 本年度內 行使	Cancelled/ Expired during the year 本年度內 註銷/屆滿						
Employees	僱員								
Sandy Lan Hua Guo (Note)	Sandy Lan Hua Guo (附註)	4,400,000	-	-	-	4,400,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至 二零二四年四月二十三日	
Daisy Lan Lan Guo (Note)	Daisy Lan Lan Guo (附註)	4,400,000	-	-	-	4,400,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至 二零二四年四月二十三日	
Stephen Zhen Hang Guo (Note)	Stephen Zhen Hang Guo(附註)	4,400,000	-	-	-	4,400,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至 二零二四年四月二十三日	
Other employees	其他僱員	18,600,000	-	(1,000,000)	-	17,600,000 HK\$0.285 0.285港元	22 February 2016 二零一六年 二月二十二日	22 February 2016 to 21 February 2022 二零一六年二月二十二日至 二零二二年二月二十一日	
		28,000,000	-	-	-	28,000,000 HK\$0.420 0.420港元	24 April 2018 二零一八年 四月二十四日	24 April 2018 to 23 April 2024 二零一八年四月二十四日至 二零二四年四月二十三日	
Sub-total	小計	59,800,000	-	(1,000,000)	-	58,800,000			
Total	總計	80,400,000	-	(1,000,000)	(4,400,000)	75,000,000			

Note: Mr. Guo is an executive Director, the Chairman and a substantial Shareholder, and Ms. Amika Lan E Guo, Ms. Sandy Lan Hua Guo, Ms. Daisy Lan Lan Guo and Mr. Stephen Zhen Hang Guo are associates of Mr. Guo.

附註：郭先生為執行董事、主席及主要股東，以及Amika Lan E Guo女士、Sandy Lan Hua Guo女士、Daisy Lan Lan Guo女士及Stephen Zhen Hang Guo先生為郭先生之聯繫人。

(b) Convertible Bonds

On 30 January 2019, the convertible bonds with principal amount of HK\$500 million (the “CB”) was issued to Primary Partner, which is wholly-owned by Mr. Guo, at interest rate of 1% per annum with conversion rights to convert into a maximum of 1,213,592,233 shares of the Company at conversion price of HK\$0.412 per share.

Details of the CB are set out in note 28 to the consolidated financial statements in this report.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the Share Option Scheme adopted by the Company disclosed above, at no time during the reporting period, was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

EMOLUMENT POLICY AND RETIREMENT BENEFITS SCHEME OF THE GROUP

The remuneration policy of the Group is set on the basis of the employee’s merit, qualifications and competence. The emoluments of the Directors and senior management of the Company are reviewed by the remuneration committee, with consideration to the Company’s operating results, individual performance and comparable market statistics.

The Company has adopted the Share Option Scheme as an incentive to the Directors and eligible employees of the Group, details of which are set out in the section headed “Share Option Scheme” above and note 27 to the consolidated financial statements in this report.

Other than operating the statutory mandatory provident fund scheme for Hong Kong employees and participating in social insurance for its employees in the PRC in accordance with the relevant PRC regulations, the Group has not operated any other retirement benefits schemes for the Group’s employees. Details of the Group’s retirement benefit scheme in operation for the reporting period are set out in note 3 to the consolidated financial statements in this report.

(b) 可換股債券

於二零一九年一月三十日，本公司向郭先生全資擁有之Primary Partner發行可換股債券（「可換股債券」），本金額為500,000,000港元，年利率為1%，附帶轉換權以轉換價格每股股份0.412港元轉換本公司最多1,213,592,233股股份。

可換股債券之詳情載於本報告所載綜合財務報表附註28。

購買股份或債權證之安排

除上文本公司採納購股權計劃所披露者外，於報告期內之任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉著購入本公司或任何其他法人團體之股份或債權證而獲益。

本集團之薪酬政策及退休福利計劃

本集團之薪酬政策以僱員績效、資歷及能力為基礎。董事及本公司高級管理層之薪酬由薪酬委員會檢討，並考慮到本公司之經營業績、個人表現及可比較市場統計數據。

本公司已採納購股權計劃，以激勵董事及本集團合資格僱員，詳情載於上文「購股權計劃」一節及本報告綜合財務報表附註27。

除為香港僱員提供法定強制性公積金計劃，及按照中國相關法規為中國僱員提供社會保險外，本集團並無為本集團僱員提供任何其他退休福利計劃。本集團於報告期內實施之退福利計劃詳情載於本報告綜合財務報表附註3。

Report of the Directors

董事會報告書

EVENTS AFTER REPORTING PERIOD

There is no significant subsequent event undertaken by the Group after 31 December 2021 and up to the date of this report.

CORPORATE GOVERNANCE

Information on the Company's corporate governance practices is set out in the Corporate Governance Report accompanying the annual report.

PERMITTED INDEMNITY PROVISION INFORMATION AND DIRECTOR'S INSURANCE

Pursuant to the Articles of Association of the Company, the Directors and other officers, for the time being acting in relation to the affairs of the Company, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

The Company has taken out and maintained directors' and officers' liability insurance throughout the reporting period, which provides appropriate cover for certain legal actions brought against its directors and officers. The level of the coverage is reviewed annually.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to the existing shareholders of the Company.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the reporting period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

報告期後事項

於二零二一年十二月三十一日之後及截至本報告日期，本集團並無進行任何重大期後事項。

企業管治

有關本公司企業管治常規之資料已載於年報隨附之企業管治報告內。

獲准許的彌償條文資料及董事保險

根據本公司之組織章程細則，董事及當其時有關本公司事務之其他高級管理人員將獲以本公司資產及溢利作為彌償保證及擔保，使其不會因彼等或彼等任何一方於執行或有關執行彼等各自職位或信託之職責或假定職責時作出、同意或遺漏之任何行為而將會或可能招致或蒙受之任何訴訟、費用、收費、損失、損害及開支而蒙受損害，惟因彼等本身的欺詐或不誠實行為而招致或蒙受者（如有）則作別論。

本公司於報告期內已購買及維持董事及高級職員責任保險，對其董事及高級職員所涉及之若干法律行動提供適當保障。保障水平每年檢討。

優先購買權

本公司之公司細則或百慕達法例並無有關優先購買權之規定，致使本公司須按比例向本公司現有股東發售新股。

購買、贖回或出售上市證券

報告期內本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Report of the Directors

董事會報告書

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the best knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25% of the Company's issued shares at the latest practicable date prior to the issue of the annual report.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each independent non-executive Director, an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

AUDIT COMMITTEE

The Company has established an Audit Committee for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. It also reviews the effectiveness of the audit process and risk evaluation. The Audit Committee which comprised Mr. Chan Yee Ping, Michael, Ms. Ma Shujuan and Mr. Lam Wai Fung, Dominic, all being independent non-executive Directors, has reviewed the accompanying financial statements prior to their publication.

AUDITORS

The consolidated financial statements of the Company for the reporting period have been audited by Deloitte. Deloitte will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of Deloitte as auditor of the Company is to be proposed at the forthcoming annual general meeting of the Company.

On behalf of the Board
Guo Jiadi
Chairman

Hong Kong, 31 March 2022

足夠之公眾持股量

根據本公司所得之公開資料及就董事所深知，已確認於刊發年報前之最後可行日期，公眾持股量已達到超過本公司已發行股份25%之足夠水平。

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條而發出有關其獨立性之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

審核委員會

本公司已成立審核委員會，以檢討及監督本集團的財務申報流程及內部監控。審核委員會亦檢討審核程序及風險評估的有效性。審核委員會（由全體獨立非執行董事陳貽平先生、馬淑娟女士及林偉峰先生組成）已於隨附的財務報表刊載前審閱該等財務報表。

核數師

德勤已審核本公司報告期內之綜合財務報表。德勤將於應屆股東週年大會上退任並符合資格膺選連任。本公司將於應屆股東週年大會上提呈一項決議案，以建議重新委任德勤為本公司核數師。

代表董事會
主席
郭加迪

香港，二零二二年三月三十一日

Independent Auditor's Report

獨立核數師報告書

TO THE SHAREHOLDERS OF CHINA SANDI HOLDINGS LIMITED

中國三迪控股有限公司

(incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of China Sandi Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 97 to 276, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

致中國三迪控股有限公司列位股東

(於百慕達註冊成立之有限公司)

意見

我們已審核載列於第97至276頁的中國三迪控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，當中包括於二零二一年十二月三十一日的綜合財務狀況報表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策之概要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零二一年十二月三十一日的綜合財務狀況及貴集團截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露要求妥善編製。

意見的基礎

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

Independent Auditor's Report

獨立核數師報告書

Key Audit Matters

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

Key audit matter

關鍵審核事項

Valuation of investment properties

投資物業估值

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the estimates associated with determining the fair value. As disclosed in note 17 to the consolidated financial statements, the investment properties of the Group were shopping malls, hotels, office units, commercial units, residential units, kindergartens and car parking in the People's Republic of China (the "PRC") amounted to RMB10,564,740,000 as at 31 December 2021, representing 35% of the Group's total assets. Net gain on changes in fair value of investment properties of RMB9,499,000 were recognised in the profit or loss for the reporting period.

我們將投資物業估值視作關鍵審核事項，原因為投資物業之結餘佔整體綜合財務報表比重較大，以及釐定公平值相關之估計。如綜合財務報表附註17所披露，於二零二一年十二月三十一日，貴集團之投資物業為於中華人民共和國（「中國」）之購物商場、酒店、辦公單位、商業單位、住宅單位、幼兒園及停車場人民幣10,564,740,000元，佔貴集團總資產之35%。報告期內投資物業公平值變動淨收益人民幣9,499,000元已於損益確認。

關鍵審核事項

關鍵審核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核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時處理，我們不會對這些事項個別提供意見。

How our audit addressed the key audit matter

我們審核時如何處理關鍵審核事項

Our procedures in relation to assessing the appropriateness of the valuation of the investment properties included:

我們有關評估投資物業的估值合適與否的程序包括：

- Understanding the management's process for reviewing and evaluating the work of the Valuer;
- 了解管理層就審閱及評估估值師的工作採用的程序；
- Evaluating the competence, capabilities and objectivity of the Valuer;
- 評估估值師勝任與否、能力及客觀與否；
- Obtaining an understanding from the Valuer about the valuation techniques, the performance of the property markets, significant assumptions adopted in the valuations;
- 向估值師了解有關估值技術、物業市場的表現、估值時所採納的重大假設；

Independent Auditor's Report

獨立核數師報告書

Key Audit Matters (continued)

Key audit matter

關鍵審核事項

Valuation of investment properties (continued)

投資物業估值(續)

All of the Group's investment properties are stated at fair value based on valuations performed by an independent professional valuer not connected with the Group (the "Valuer"). The fair value of the investment properties was determined by adopting the income capitalisation approach and direct comparison approach which are dependent on certain key inputs, including term yield, unit rent, adjustment made to account for differences in location and level and analysis of recent market sales evidence of similar properties. The fair value of investment properties under construction was determined by adopting the direct comparison approach which are dependent on gross development value, estimated construction costs to completion and comparable land price. Details of the valuation techniques and key inputs used in the valuations are disclosed in note 17 to the consolidated financial statements.

所有 貴集團的投資物業均基於由與 貴集團概無關連的獨立專業估值師(「估值師」)進行的估值按公平值列賬。投資物業之公平值乃採用收入資本化法及直接比較法，根據期限回報、單位租賃、因位置及水平差異所作調整及相若物業之近期市場銷售證據分析等若干主要輸入數據釐定。在建投資物業之公平值乃採用直接比較法，根據總發展價值、完工之估計建築成本及可比較土地價格釐定。估值所用估值技術及主要輸入數據之詳情於綜合財務報表附註17披露。

關鍵審核事項(續)

How our audit addressed the key audit matter

我們審核時如何處理關鍵審核事項

Our procedures in relation to assessing the appropriateness of the valuation of the investment properties included:

我們關於評估投資物業估值適當性的程序包括：

- Understanding the management's process for reviewing and evaluating the work of the Valuer;
- 了解管理程序，以審閱及評估估值師的工作；
- Evaluating the competence, capabilities and objectivity of the Valuer;
- 評估估值師勝任與否、能力及客觀性；
- Obtaining an understanding from the Valuer about the valuation techniques, the performance of the property markets, significant assumptions adopted in the valuations;
- 自估值師獲取有關估值技術、物業市場表現、估值中所採用假設的了解；

Independent Auditor's Report

獨立核數師報告書

Key Audit Matters (continued)

Key audit matter

關鍵審核事項

Valuation of investment properties (continued)

投資物業估值(續)

- Evaluating the reasonableness of the significant unobservable inputs and the accuracy of the source data adopted by the management of the Group and the Valuer by comparing them, on a sample basis, to existing tenancy profiles, market data for a selection of investment properties, publicly available information of similar comparable properties and our knowledge of the real estate industry;
- 評估重大不可觀察輸入數據的合理性以及貴集團管理層及估值師所採用之源數據之準確性，方法為以抽樣方式將有關資料與相若可資比較物業之現有租賃狀況、挑選投資物業所用市場數據、公開資料及我們對房地產行業的了解進行比較。

關鍵審核事項(續)

How our audit addressed the key audit matter

我們審核時如何處理關鍵審核事項

Independent Auditor's Report

獨立核數師報告書

Key Audit Matters (continued)

Key audit matter

關鍵審核事項

Valuation of inventories of properties

物業存貨估值

We identified the assessment of net realisable value (the "NRV") of the Group's inventories of properties as a key audit matter due to the significant estimates involved in the determination of the NRV of these properties. As disclosed in note 20 to the consolidated financial statements, the Group had completed properties for sale of RMB1,997,746,000 and properties under development for sale of RMB13,808,555,000 (the "inventories of properties") as at 31 December 2021, which are situated in the PRC.

我們識別 貴集團物業存貨的可變現淨值（「可變現淨值」）評估為關鍵審核事項，乃因為釐定該等物業的可變現淨值涉及重大估計。誠如綜合財務報表附註20所披露，於二零二一年十二月三十一日，貴集團擁有位於中國的待售已竣工物業人民幣1,997,746,000元及待售發展中物業人民幣13,808,555,000元（「物業存貨」）。

As disclosed in note 4 to the consolidated financial statements, management of the Group determined the NRV of the inventories of properties by reference to the estimated selling prices of the inventories of properties, which takes into account a number of factors including prevailing real estate market conditions in the PRC, estimated costs to completion, and costs necessary to make the sales. Based on management's estimation of the NRV of the inventories of properties, the write-down of inventories of properties amounted to RMB7,763,000 as at 31 December 2021.

誠如綜合財務報表附註4所披露，貴集團管理層於確定物業存貨的可變現淨值時，參照該等物業存貨的估計售價，其中考慮多項因素，包括中國的現行房地產市場狀況、完工之估計成本及銷售之必要成本。根據管理層對物業存貨的可變現淨值的估計，於二零二一年十二月三十一日，物業存貨之撇減金額為人民幣7,763,000元。

關鍵審核事項(續)

How our audit addressed the key audit matter

我們審核時如何處理關鍵審核事項

Our procedures in relation to the NRV of the inventories of properties included:

我們就物業存貨的可變現淨值的程序包括：

- Obtaining an understanding on the management's process of determining of the NRV of the inventories of properties;
- 了解管理層釐定物業存貨可變現淨值的過程；
- Evaluating the reasonableness of the estimated future cost to completion of the properties, on a sample basis, by comparing it to the actual development cost of similar completed properties of the Group; and
- 評估完成物業的估計未來成本的合理性，方式是抽樣將該等物業與 貴集團類似已完工物業的實際開發成本進行比較；及
- Assessing the reasonableness of the estimated selling prices used by management with reference to market prices achieved in the same projects or by comparable properties, including an evaluation of the appropriateness of the comparable properties used by management of the Group based on our knowledge of the Group's business and real estate industry in the PRC.
- 參考相同項目或可資比較物業已取得的市場價格評估管理層使用的估計銷售價格的合理性，包括評估 貴集團管理層基於對 貴集團業務及中國房地產行業的知識所使用的可資比較物業的適當性。

Independent Auditor's Report

獨立核數師報告書

Other Information

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

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

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

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

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

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

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

其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，但不包括綜合財務報表及我們就此發出的核數師報告。

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

結合我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核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。基於我們執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。就此方面，我們沒有任何報告。

貴公司董事及負責管治者就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，以及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，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。

負責管治者亦負責監察貴集團之財務報告程序。

Independent Auditor's Report

獨立核數師報告書

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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.

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

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

核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並根據百慕達公司法第90條向閣下（作為整體）出具載有我們意見的核數師報告，除此之外本報告別無其他目的。本核數師並不會就本報告內容對任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審核的過程中，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，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，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。
- 了解與審核相關的內部控制，以設計適當的審核程序，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。

Independent Auditor's Report

獨立核數師報告書

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，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，則我們應當作出有保留意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

除其他事項外，我們與負責管治者溝通了計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

我們亦向負責管治者提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用情況下為消除所適用的威脅或保障措施採取的行動。

Independent Auditor's Report

獨立核數師報告書

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

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

The engagement partner on the audit resulting in the independent auditor's report is Wong Kuen.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
31 March 2022

核數師就審核綜合財務報表承擔的責任(續)

從與負責管治者溝通的事項中，我們確定哪些事項對本期間的綜合財務報表的審核最為重要，因而構成關鍵審核事項。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這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

本獨立核數師報告之審核項目合夥人是黃娟。

德勤•關黃陳方會計師行
執業會計師
香港
二零二二年三月三十一日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

			2021	2020
		Notes	二零二一年	二零二零年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Revenue	收益			
Goods and services	商品及服務	5	2,783,154	3,107,266
Rental of investment properties	投資物業租金	5	144,400	117,822
Total revenue	總收入		2,927,554	3,225,088
Cost of sales and services	銷售及服務成本		(2,113,085)	(2,084,160)
Gross profit	毛利		814,469	1,140,928
Other income	其他收入	7	6,718	3,253
Other gains and losses	其他收益及虧損	8	33,596	74,043
Recovery of trade receivables written-off	貿易應收款項撇銷收回		8,141	-
Change in fair value of investment properties	投資物業之公平值變動		9,499	18,161
Change in fair value upon transfer from inventories of properties to investment properties	自物業存貨轉撥至投資物業時之公平值變動		-	82,858
Change in fair value of derivative component of convertible bond	可換股債券之衍生工具部分之公平值變動		121,832	48,339
Selling and marketing expenses	銷售及營銷開支		(218,415)	(195,825)
Administrative expenses	行政開支		(213,980)	(213,563)
Finance costs	融資成本	9	(178,165)	(103,065)
Profit before tax	除稅前溢利	10	383,695	855,129
Income tax expense	所得稅開支	11	(178,277)	(314,226)
Profit for the year	本年度溢利		205,418	540,903

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021	2020
		二零二一年	二零二零年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Other comprehensive (expense) income	其他全面(開支)收益		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange differences arising on translation of foreign operations	換算外國業務產生之匯兌差額	(6,696)	4,807
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益之項目：</i>		
Change in fair value of right-of-use assets and properties under development upon transfer to investment properties	使用權資產及發展中物業轉撥至投資物業時之公平值變動	-	401,960
Deferred tax arising on change in fair value of right-of-use assets and properties under development upon transfer to investment properties	使用權資產及發展中物業轉撥至投資物業時之公平值變動產生之遞延稅項	-	(100,490)
Total comprehensive income for the year	本年度全面收入總額	198,722	847,180

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
		Notes 附註		
Profit for the year attributable to:	以下人士應佔本年度溢利：			
– Owners of the Company	– 本公司擁有人		169,707	420,503
– Non-controlling interests	– 非控股權益		35,711	120,400
			205,418	540,903
Total comprehensive income attributable to:	以下人士應佔全面收入總額：			
– Owners of the Company	– 本公司擁有人		163,011	726,780
– Non-controlling interests	– 非控股權益		35,711	120,400
			198,722	847,180
EARNINGS PER SHARE	每股盈利			
Basic (RMB cents)	基本(人民幣分)	14	3.34	8.27
Diluted (RMB cents)	攤薄(人民幣分)	14	0.96	5.81

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	62,106	67,145
Right-of-use assets	使用權資產	16	–	860,304
Investment properties	投資物業	17	10,564,740	8,681,440
Properties under development	發展中物業	18	–	230,568
Deferred tax assets	遞延稅項資產	19	56,373	29,231
			10,683,219	9,868,688
Current assets	流動資產			
Inventories of properties	物業存貨	20	15,993,608	13,900,453
Contract costs	合約成本	24	121,063	72,008
Trade and other receivables and prepayments	應收賬款及其他應收款項 以及預付款項	21	924,345	853,696
Deposits for land use rights for properties under development for sale	待售發展中物業之土地使用權按金		105,689	613,944
Prepaid income tax	預付所得稅		187,526	116,332
Amounts due from related companies	應收關連公司款項	40(a)	311,644	547,106
Amounts due from non-controlling shareholders of subsidiaries	應收附屬公司非控股股東款項	40(a)	559,586	96,594
Restricted/pledged bank deposits	受限制／已抵押銀行存款	22	509,164	201,570
Bank balances and cash	銀行結餘及現金	22	592,854	838,036
			19,305,479	17,239,739
Current liabilities	流動負債			
Trade and other payables and accruals	應付賬款以及其他應付款項及應計費用	23	2,396,604	2,297,906
Lease liabilities	租賃負債	30	–	774
Contract liabilities	合約負債	24	10,271,377	7,634,981
Income tax payable	應付所得稅		444,089	323,464
Amounts due to related companies	應付關連公司款項	40(a)	730,337	673,392
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	40(a)	–	72,802
Amount due to ultimate controlling shareholder	應付最終控股股東款項	40(a)	99,626	99,626
Bank and other borrowings – due within one year	銀行及其他借貸 – 一年內到期	25	1,798,570	2,958,230
			15,740,603	14,061,175

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Net current assets	流動資產淨值		3,564,876	3,178,564
Total assets less current liabilities	資產總值減流動負債		14,248,095	13,047,252
Capital and reserves	資本及儲備			
Share capital	股本	26	42,890	42,881
Reserves	儲備		4,793,162	4,629,926
Equity attributable to owners of the Company	本公司擁有人應佔權益		4,836,052	4,672,807
Non-controlling interests	非控股權益		269,609	233,898
Total equity	總權益		5,105,661	4,906,705
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	30	–	86
Amount due to a related company	應付一間關連公司款項	40(a)	443,750	275,000
Debt component of convertible bond	可換股債券之債務部分	28	344,973	333,112
Derivative component of convertible bond	可換股債券之衍生工具部分	28	102,071	230,798
Promissory note	承兌票據	29	455,357	460,809
Deferred tax liabilities	遞延稅項負債	19	1,389,621	1,369,007
Bank and other borrowings – due after one year	銀行及其他借貸 – 一年後到期	25	6,406,662	5,471,735
			9,142,434	8,140,547
			14,248,095	13,047,252

The consolidated financial statements on pages 97 to 276 were approved and authorised for issue by the Board of Directors on 31 March 2022 and are signed on its behalf by:

第97至276頁之綜合財務報表於二零二二年三月三十一日獲董事會批准及授權發行，並由下列董事代表董事會簽署：

Guo Jiadi
郭加迪
DIRECTOR
董事

Wang Chao
王超
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Share-based compensation reserve	Capital reserve	Merger reserve	Statutory reserve	Translation reserve	Other reserve	Property revaluation reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	溢價	以股份為基準之補償儲備	資本儲備	合併儲備	法定儲備	換算儲備	其他儲備	物業重估儲備	保留溢利	小計	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					(Note i) (附註i)	(Note ii) (附註ii)	(Note iii) (附註iii)		(Note iv) (附註iv)					
At 1 January 2020	於二零二零年一月一日	42,881	833,355	12,517	7,255	(1,636,272)	195,414	(12,095)	1,207,336	707,527	2,587,645	3,945,563	53,969	3,999,532
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	420,503	420,503	120,400	540,903
Exchange differences arising on translation of foreign operations	換算外國業務產生之匯兌差額	-	-	-	-	-	-	4,807	-	-	-	4,807	-	4,807
Change in fair value of right-of-use assets and properties under development upon transfer to investment properties	使用權資產及發展中物業轉撥至投資物業時之公平值變動	-	-	-	-	-	-	-	-	401,960	-	401,960	-	401,960
Deferred tax arising on change in fair value of right-of-use assets and properties under development upon transfer to investment properties	使用權資產及發展中物業轉撥至投資物業時之公平值變動產生之遞延稅項	-	-	-	-	-	-	-	-	(100,490)	-	(100,490)	-	(100,490)
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	-	4,807	-	301,470	420,503	726,780	120,400	847,180
Capital contribution from non-controlling interests (note v)	非控股權益注資(附註v)	-	-	-	-	-	-	-	-	-	-	-	44,100	44,100
Recognition of equity-settled share-based payments (note 27)	確認以權益結算以股份為基準之付款(附註27)	-	-	464	-	-	-	-	-	-	-	464	-	464
Acquisitions of subsidiaries (note 31)	收購附屬公司(附註31)	-	-	-	-	-	-	-	-	-	-	-	15,429	15,429
At 31 December 2020	於二零二零年十二月三十一日	42,881	833,355	12,981	7,255	(1,636,272)	195,414	(7,288)	1,207,336	1,008,997	3,008,148	4,672,807	233,898	4,906,705
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	-	169,707	169,707	35,711	205,418
Exchange differences arising on translation of foreign operations	換算外國業務產生之匯兌差額	-	-	-	-	-	-	(6,696)	-	-	-	(6,696)	-	(6,696)
Total comprehensive (expense) income for the year	本年度全面(開支)收入總額	-	-	-	-	-	-	(6,696)	-	-	169,707	163,011	35,711	198,722
Exercise of share options	行使購股權	9	343	(118)	-	-	-	-	-	-	-	234	-	234
Lapse of share options	購股權失效	-	-	(827)	-	-	-	-	-	-	827	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	42,890	833,698	12,036	7,255	(1,636,272)	195,414	(13,984)	1,207,336	1,008,997	3,178,682	4,836,052	269,609	5,105,661

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

Notes:

- (i) Capital reserve represents deemed contribution from equity owner regarding to the waiver of loan for funding the construction of an investment property in 2012.
- (ii) Merger reserve represents the difference between the share capital of the combining entities against cash consideration paid and other considerations issued by the China Sandi Holdings Limited (the "Company") upon completion of business combination under common control.
- (iii) The statutory reserve represents the amount transferred from net profit for the year of the subsidiaries established in the People's Republic of China (the "PRC") charged on the subsidiaries' PRC statutory financial statements) in accordance with the relevant PRC laws until the statutory service reaches 50% of the registered capital of the subsidiaries. The statutory reserve cannot be reduced except for in setting off the accumulated losses or increasing capital.
- (iv) The other reserve, which is the contributed surplus account of the Company, comprises of:
- (i) the difference arising from the share premium reduction which was being effective and approved by the Bermuda Registrar of Companies on 11 May 2016. Under the share premium reduction, entire amount standing to the credit of the share premium account of the Company as at 29 February 2016 in the sum of RMB3,049,440,000 be reduced, with part of the credit arising therefrom being applied to offset the accumulated losses of the Company in the sum of RMB1,824,634,000 in full and the remaining balance of the credit in the sum of RMB1,224,806,000 being credited to the other reserve of the Company.
- (ii) RMB17,470,000 debited to other reserve of the Company during the year ended 31 December 2019 represents the difference between the amount of consideration shares issued and the carrying amount of non-controlling interest acquired plus the waiver of amount due to non-controlling shareholder of RMB38,588,000. The waiver of amount due to non-controlling shareholder is a non-cash transaction of the Group.
- (v) The amount represents capital contribution from a non-controlling shareholder of subsidiary by contributed its share of additional share capital of RMB44,100,000.

附註：

- (i) 資本儲備指股權擁有人之視作注資，乃關於免除於二零一二年就建設一項投資物業撥資的貸款。
- (ii) 合併儲備指合併實體之股本與中國三迪控股有限公司（「本公司」）於受共同控制之業務合併完成之已付現金代價及其他已發出代價之間之差額。
- (iii) 該法定儲備指根據相關中國法律從於中華人民共和國（「中國」）成立的附屬公司年內純利中轉撥之金額，該金額已根據附屬公司的中國法定財務報表扣除，直至該法定服務達到該附屬公司註冊資本的50%為止。除用以抵銷累計虧損或增加資本外，法定儲備不得減少。
- (iv) 其他儲備（為本公司之實繳盈餘賬），包括：
- (i) 股份溢價減少產生的差額，於二零一六年五月十一日經百慕達公司註冊處處長批准生效。根據削減股份溢價，削減本公司股份溢價賬於二零一六年二月二十九日之全部進賬額人民幣3,049,440,000元，因此產生之進賬款項部分用於悉數抵銷本公司之累計虧損人民幣1,824,634,000元，餘下進賬款項人民幣1,224,806,000元計入本公司其他儲備。
- (ii) 截至二零一九年十二月三十一日止年度自本公司其他儲備扣除之人民幣17,470,000元指已發行代價股份金額與已收購非控股權益賬面值加豁免應付非控股股東款項人民幣38,588,000元之差額。豁免應付非控股股東款項乃本集團非現金交易。
- (v) 該金額指來自非控股附屬公司股東之注資，透過出資其分佔額外股本人民幣44,100,000元。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Operating activities	經營活動		
Profit before tax	除稅前溢利	383,695	855,129
Adjustments for:	調整：		
Finance costs	融資成本	178,165	103,065
Bank interest income	銀行利息收入	(3,494)	(1,757)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,424	9,887
Depreciation of right-of-use assets	使用權資產折舊	12,074	29,472
Reversal of write-down of inventories of properties	撥回撇減物業存貨	-	(247)
Recovery of trade receivables written-off	收回應收賬款撇銷	(8,141)	-
Equity-settled share-based payments	以權益結算以股份為基準之付款	-	464
Gain on disposal of subsidiaries	出售附屬公司之收益	-	(19,638)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	162	-
Loss (gain) on disposal of an investment property	出售投資物業之虧損(收益)	237	(2,975)
Change in fair value of investment properties	投資物業之公平值變動	(9,499)	(18,161)
Change in fair value of financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之財務資產之公平值變動	(2,587)	-
Change in fair value upon transfer from inventories of properties to investment properties	自物業存貨轉撥至投資物業時之公平值變動	-	(82,858)
Change in fair value of derivative component of convertible bond	可換股債券之衍生工具部分之公平值變動	(121,832)	(48,339)
Gain on early termination of lease	提前終止租賃之收益	(86)	-
Exchange gain	匯兌收益	(32,292)	(62,888)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	404,826	761,154
Increase in inventories of properties	物業存貨增加	(845,889)	(4,387,990)
(Increase) decrease in trade and other receivables and prepayments	應收賬款及其他應收款項以及預付款項(增加)減少	(60,754)	161,369
Increase in deposits for land use rights for properties under development for sale	待售發展中物業之土地使用權按金增加	(105,689)	(613,944)
Decrease in trade and other payables and accruals	應付賬款以及其他應付款項及應計費用減少	(367,584)	(386,804)
(Decrease) increase in contract costs	合約成本(減少)增加	(49,056)	39,142
Increase in contract liabilities	合約負債增加	2,612,243	1,075,223
Decrease in financial assets at FVTPL	按公平值計入損益之財務資產減少	-	24,647
Cash generated from (used in) operations	經營業務所得(所用)現金	1,588,097	(3,327,203)
Income taxes paid	已付所得稅	(135,372)	(65,553)
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額	1,452,725	(3,392,756)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Investing activities	投資活動		
Bank interest received	已收銀行利息	3,494	1,757
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	88	-
Proceeds on disposal of investment properties	出售投資物業之所得款項	4,063	12,675
Proceeds on disposal of financial assets at FVTPL	出售按公平值計入損益之財務資產之所得款項	2,643	-
Advance to related companies	向關連公司墊款	(1,025,234)	(450,299)
Repayment from related companies	關連公司還款	1,260,696	394,977
Advance to non-controlling shareholders of subsidiaries	向附屬公司非控股股東墊款	(692,231)	(116,994)
Repayment from non-controlling shareholders of subsidiaries	附屬公司非控股股東還款	229,238	40,995
Placement of restricted/pledged bank deposits	存置受限制／已抵押銀行存款	(456,085)	(206,213)
Withdrawal of restricted/pledged bank deposits	提取受限制／已抵押銀行存款	148,491	67,483
Purchase of property, plant and equipment	購買物業、廠房及設備	(3,647)	(5,399)
Payments for investment properties	投資物業付款	(718,155)	(365,345)
Repayment from third parties	第三方還款	20,500	199,233
Advance to third parties	向第三方墊款	(20,835)	(205,323)
Payments for construction of properties under development	建設發展中物業之付款	-	(43,200)
Net cash outflow on acquisition of a subsidiary	收購一間附屬公司之現金流出淨額	-	(8,215)
Net cash inflow on disposals of subsidiaries	出售附屬公司之現金流入淨額	-	6,981
Payments for right-for-use assets	使用權資產付款	-	(2)
Net cash used in investing activities	投資活動所用現金淨額	(1,246,974)	(676,889)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Financing activities	融資活動		
Interest paid for bank and other borrowings	銀行及其他借貸之已付利息	644,977	(442,945)
Interest paid for lease liabilities	租賃負債之已付利息	(9)	(111)
Interest paid for promissory notes	承兌票據之已付利息	(31,806)	-
Interest paid for convertible bonds	可換股債券之已付利息	(8,172)	-
Advance from third parties	第三方墊款	383,125	-
Repayment to third parties	向第三方還款	(17,114)	(1,096)
Repayment of bank and other borrowings	償還銀行及其他借貸	(4,400,733)	(1,262,673)
New bank and other borrowings raised	新增銀行及其他借貸	4,176,000	5,506,360
Repayments of lease liabilities	償還租賃負債	(364)	(2,378)
Capital contribution from non-controlling interests	來自非控股權益之注資	-	44,100
Proceeds from exercise of share options	行使購股權之所得款項	234	-
Advance from non-controlling shareholders of subsidiaries	附屬公司非控股股東墊款	27,388	163,354
Repayment to non-controlling shareholders of subsidiaries	償還附屬公司非控股股東款項	(100,190)	(90,552)
Repayment to related companies	向關連公司還款	(3,373,148)	(4,512,792)
Advance from related companies	關連公司墊款	3,545,532	4,794,332
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(444,234)	4,195,599
Net (decrease) increase in cash and cash equivalents	現金及現金等值(減少)增加淨額	(238,483)	125,954
Cash and cash equivalents at the beginning of year	年初之現金及現金等值	838,036	707,276
Effect of foreign exchange rate changes	外幣匯率變動之影響	(6,699)	4,806
Cash and cash equivalents at the end of year	年終之現金及現金等值	592,854	838,036
Analysis of the balance of cash and cash equivalents	現金及現金等值結餘分析		
Bank balances and cash	銀行結餘及現金	592,854	838,036

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

1. GENERAL INFORMATION

The Company is a public limited company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent and ultimate parent is United Century International Limited (incorporated in the British Virgin Islands (“BVI”). The ultimate controlling party is Mr. Guo Jiadi. The address of registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 2008, 20th Floor, 118 Connaught Road West, sheung Wan, Hong Kong respectively.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 41.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

1. 一般資料

本公司為於百慕達註冊成立之公開有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。其母公司及最終母公司為United Century International Limited（於英屬處女群島（「英屬處女群島」）註冊成立之公司）。最終控制方為郭加迪先生。本公司之註冊辦事處及主要營業地點之地址分別位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及香港上環干諾道西118號20樓2008室。

本公司為一間投資控股公司。其主要附屬公司之主要業務載於附註41。

該等綜合財務報表以人民幣（「人民幣」）呈列，為本公司之功能貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendment to HKFRS 16	Covid-19-Related Concessions
Amendments to HKFRS 9, HKAS 39 and HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee (the “Committee”) of the International Accounting Standards Board issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

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

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本

於本年度強制生效之香港財務報告準則之修訂本

於本年度，本集團已首次應用香港會計師公會（「香港會計師公會」）頒佈之下列香港財務報告準則之修訂本，其於二零二一年一月一日或之後開始之年度期間強制生效，以編製綜合財務報表：

香港財務報告準則第16號（修訂本）	與新型冠狀病毒相關之減免
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號（修訂本）	利率基準改革—第2階段

此外，本集團應用國際會計準則理事會國際財務報告準則詮釋委員會（「委員會」）於二零二一年六月頒佈的議程決定，釐清實體於釐定存貨的可變現淨值時將成本計入「進行銷售所需之估計成本」。

除下文所述，本年度應用香港財務報告準則之修訂本對本集團於本年度及過往年度之財務狀況及表現及／或載於綜合財務報表之披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs that are mandatorily effective for the current year (continued)

Impacts on application of the agenda decision of the Committee – Cost necessary to sell inventories (HKAS 2 Inventories)

In June 2021, the Committee, through its agenda decision, clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories. In particular, whether such costs should be limited to those that are incremental to the sale. The Committee concluded that the estimated costs necessary to make the sale should not be limited to those that are incremental but should also include costs that an entity must incur to sell its inventories including those that are not incremental to a particular sale.

The Group’s accounting policy prior to the Committee’s agenda decision was to determine the net realisable value of inventories taking into consideration incremental costs only. Upon application of the Committee’s agenda decision, the Group changed its accounting policy to determine the net realisable value of inventories taking into consideration both incremental costs and other selling and marketing expenses necessary to make the sale. The new accounting policy has been applied retrospectively.

The application of the Committee’s agenda decision has had no material impact on the Group’s financial positions and performance.

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

於本年度強制生效之香港財務報告準則之修訂本（續）

應用委員會議程決定－出售存貨的必要成本（香港會計準則第2號存貨）的影響

於二零二一年六月，委員會透過其議程決定澄清實體於釐定存貨的可變現淨值時將成本計入「進行銷售所需之估計成本」。特別是，此類成本是否應僅限於銷售的增量成本。委員會認為，進行銷售所需之估計成本不應限於增量成本，亦應包括實體出售其存貨必須承擔的成本，包括非特定銷售增量的成本。

於應用委員會議程決定之前，本集團的會計政策是釐定存貨的可變現淨值時僅考慮增量成本。應用委員會議程決定後，本集團更改其會計政策以釐定存貨的可變現淨值，同時考慮增量成本以及其他銷售之必要銷售及營銷開支。新會計政策已追溯應用。

應用委員會議程決定對本集團的財務狀況及業績並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts and the related Amendments ³
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 16	Covid-16-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ²

2. 應用香港財務報告準則(「香港財務報告準則」)之修訂本(續)

已頒佈但尚未生效之經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之經修訂香港財務報告準則：

香港財務報告準則第17號	保險合同及相關修訂 ³
香港財務報告準則第3號(修訂本)	參考概念框架 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁴
香港財務報告準則第16號(修訂本)	二零二一年六月三十日後之與新型冠狀病毒相關之租金減免 ¹
香港會計準則第1號(修訂本)	負債分類為流動或非流動及香港詮釋第5號之相關修訂(二零二零年) ³
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(修訂本)	披露會計政策 ³
香港會計準則第8號(修訂本)	會計估計定義 ³
香港會計準則第12號(修訂本)	與單項交易產生的資產及負債有關的遞延稅項 ³
香港會計準則第16號(修訂本)	物業、廠房及設備—擬定用途前之所得款項 ²
香港會計準則第37號(修訂本)	虧損性合約—履行合約之成本 ²
香港財務報告準則(修訂本)	二零一八年至二零二零年週期香港財務報告準則之年度改進 ²

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective (continued)

- 1 Effective for annual periods beginning on or after 1 April 2021.
- 2 Effective for annual periods beginning on or after 1 January 2022.
- 3 Effective for annual periods beginning on or after 1 January 2023.
- 4 Effective for annual periods beginning on or after a date to be determined.

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

Amendments to HKFRS 3 “Reference to the Conceptual Framework”

The amendments:

- update a reference in HKFRS 3 “Business Combinations” so that it refers to the “Conceptual Framework for Financial Reporting 2018” issued in June 2018 (the “Conceptual Framework”) instead of “Framework for the Preparation and Presentation of Financial Statements” (replaced by the “Conceptual Framework for Financial Reporting 2010” issued in October 2010);
- add a requirement that, for transactions and other events within the scope of HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” or HK(IFRIC)-Int 21 “Levies”, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The Group will apply the amendments prospectively to business combinations for which the date of acquisition is on or after beginning of the first annual period beginning on or after 1 January 2022.

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

已頒佈但尚未生效之經修訂香港財務報告準則（續）

- 1 於二零二一年四月一日或之後開始之年度期間生效。
- 2 於二零二二年一月一日或之後開始之年度期間生效。
- 3 於二零二三年一月一日或之後開始之年度期間生效。
- 4 於待定日期或之後開始之年度期間生效。

除下文所述之香港財務報告準則之修訂本外，本公司董事預期應用所有其他經修訂香港財務報告準則於可見未來將不會對綜合財務報表產生重大影響。

香港財務報告準則第3號（修訂本）「參考概念框架」

該等修訂本：

- 更新香港財務報告準則第3號「業務合併」中之參考，並引用二零一八年六月發佈之「二零一八年財務報告概念框架」（「概念框架」），取代「財務報表的編制及呈列框架」（由二零一零年十月發佈之「二零一零年財務報告概念框架」取代）；
- 添加一項要求，即對於香港會計準則第37號「撥備、或然負債及或然資產」或香港（國際財務報告詮釋委員會）—詮釋第21號「徵費」範圍內之交易及其他事件，收購方應採用香港會計準則第37號或香港（國際財務報告詮釋委員會）—詮釋第21號取代用概念框架來確定其在業務合併中承擔之負債；及
- 添加一項明確聲明，即收購方不確認在業務合併中收購之或然資產。

本集團預期會於二零二二年一月一日或之後開始的第一個年度期間或之後的收購日期將該等修訂本追溯應用於業務合併。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)”

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

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

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 “Presentation of Financial Statements” to align the corresponding wordings with no change in conclusion.

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

已頒佈但尚未生效之經修訂香港財務報告準則（續）

香港會計準則第1號（修訂本）「負債分類為流動或非流動及香港詮釋第5號之相關修訂（二零二零年）」

該等修訂就將負債分類為流動或非流動之結算遞延至報告日期起計最少十二個月之權利評估提供澄清及額外指引，其中：

- 列明將負債分類為流動或非流動時應依據於報告期末存在的權利。具體而言，該等修訂澄清：
 - (i) 分類不應受管理層於十二個月內結清負債的意向或預期所影響；及
 - (ii) 倘該權利以遵守契約為條件，則即使貸款人於較後日期才測試遵守情況，倘於報告期末滿足條件，該權利亦存在；及
- 闡明倘負債的條款訂明在對手方選擇時可導致透過轉讓實體本身的權益工具進行結算，則僅當實體應用香港會計準則第32號「金融工具：呈列」將該選擇權單獨確認為權益工具時，該等條款方不會影響其分類為流動負債或非流動負債。

此外，香港詮釋第5號乃由於對香港會計準則第1號「財務報表的呈列」作出修訂而予以修訂，以使相應措詞保持一致而結論保持不變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)” (continued)

Convertible instruments with conversion options not meeting “fixed for fixed” criterion

As at 31 December 2021, the Group’s outstanding convertible instruments include counterparty conversion options that do not meet equity instruments classification by applying HKAS 32. The Group classified as current or non-current based on the earliest date in which the Group has the obligation to redeem these instruments through cash settlement. The host debt component is measured at amortised cost with carrying amount of RMB344,973,000 and the derivative component (including the conversion options and redemption option) is measured at fair value with carrying amount of RMB102,071,000 as at 31 December 2021, both of which are classified as non-current as set out in Note 28. Upon the application of the amendments, in addition to the obligation to redeem through cash settlement, the transfer of equity instruments upon the exercise of the conversion options that do not meet equity instruments classification also constitute settlement of the convertible instruments. Given that the conversion options are exercisable anytime, the total of host liability and the derivative component amounting to RMB447,044,000 would be reclassified to current liabilities as the holders have the option to convert within twelve months.

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

已頒佈但尚未生效之經修訂香港財務報告準則（續）

香港會計準則第1號（修訂本）「負債分類為流動或非流動及香港詮釋第5號之相關修訂（二零二零年）」（續）

未滿足「固定換固定」標準的具有轉換期權之可轉換工具

於二零二一年十二月三十一日，本集團未償還可轉換工具包括不符合應用香港會計準則第32號之股權工具分類之對手方轉換期權。本集團根據本集團有義務透過現金結算贖回該等工具之最早日期分類為流動或非流動。於二零二一年十二月三十一日，主債務部分按攤銷成本計量，賬面值為人民幣344,973,000元，而衍生部分（包括轉換期權及贖回購股權）按公平值計量，賬面值為人民幣102,071,000元，兩者均獲分類為非流動（載列於附註28）。於應用該等修訂本後，除透過現金結算進行贖回之義務外，於行使不符合股權工具分類之轉換期權時轉讓股權工具亦構成可轉換工具結算。鑒於轉換期權可於任何時候行使，主債務及衍生部分總額人民幣447,044,000元將會重新分類至流動負債，原因是持有人有權於十二個月內轉換。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 “Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)” (continued)

Convertible instruments with conversion options not meeting “fixed for fixed” criterion (continued)

Borrowings which are subject to meeting certain conditions/covenants within 12 months from reporting date

As at 31 December 2021, the Group’s right to defer settlement for borrowings of RMB1,100,000,000 are subject to compliance with certain financial ratios within 12 months from the reporting date. Such borrowings were classified as non-current as the Group met such ratios at 31 December 2021. Pending clarification on the application of relevant requirements of the amendments, the Group will further assess the potential impacts of the amendments in relation to the borrowings with financial and other covenants. The impacts on application, if any, will be disclosed in the Group’s future consolidated financial statements.

Except for as disclosed above, the application of the amendments will not result in reclassification of the Group’s other liabilities as at 31 December 2021.

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

已頒佈但尚未生效之經修訂香港財務報告準則（續）

香港會計準則第1號（修訂本）「負債分類為流動或非流動及香港詮釋第5號之相關修訂（二零二零年）」（續）

未滿足「固定換固定」標準的具有轉換期權之可轉換工具（續）

須於自報告日期起12個月內滿足特定條件／契諾的借貸

於二零二一年十二月三十一日，本集團有權延期結算約為人民幣1,100,000,000元的借貸，條件為須於報告日期起12個月內遵守若干財務比率。由於本集團於二零二一年十二月三十一日滿足有關比率，該等借貸被分類為非流動。本集團於等待澄清應用修訂本之相關要求時，將進一步評估有關借貸連同財務及其他契諾的修訂本的潛在影響。有關應用之影響（如有）將於本集團未來的綜合財務報表中披露。

除上文所披露者外，應用該等修訂本將不會導致對本集團於二零二一年十二月三十一日之其他負債進行重新分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 “Making Materiality Judgements” (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies.

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

已頒佈但尚未生效之經修訂香港財務報告準則（續）

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（修訂本）會計政策披露

香港會計準則第1號修訂以「重大會計政策資料」取代「主要會計政策」一詞的所有情況。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

該等修訂亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事項或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事項或情況有關的會計政策資料本身即屬重大。倘一間實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號「作出重大性判斷」（「實務報告」）亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關一項會計政策的資料對其財務報表是否屬重大。實務報告已增加指導意見及實例。

應用該等修訂預期不會對本集團財務狀況或表現產生重大影響，但可能影響本集團主要會計政策之披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 “Accounting Policies Changes in Accounting Estimates and Errors” is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

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

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

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

已頒佈但尚未生效之經修訂香港財務報告準則（續）

香港會計準則第8號（修訂本）會計估計的定義

該修訂定義會計估計為「存在計量不明朗因素的財務報表之貨幣金額」。會計政策可能規定對計量不明朗因素的財務報表的項目進行計量—即會計政策可能規定將按貨幣金額計量的有關項目不可直接觀察而須予以估計。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列的目標。編製會計估計包括根據最新可得可靠的資料作出的判斷或假設用途。

此外，香港會計準則第8號「會計政策、會計估計變更和差錯」的會計估計變更的概念予以保留，惟有進一步澄清。

應用該等修訂預期不會對本集團的綜合財務報表造成重大影響。

香港會計準則第12號（修訂本）與單一交易產生的資產及負債有關的遞延稅項

該等修訂本縮窄香港會計準則第12號所得稅第15及24段遞延稅項負債及遞延稅項資產的確認豁免範圍，使其不再適用於在初始確認時產生相等的應課稅和可抵扣暫時性差額的交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

Amendments to HKFRSs in issue but not yet effective (continued)

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

As disclosed in note 3 to the consolidated financial statements, the Group applies HKAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

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

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted. The Group is in the process of assessing the full impact of the application of the amendments, including other transactions which may potentially fall within the scope of the amendments. Further impacts on application, if any, will be disclosed in the Group’s future consolidated financial statements.

2. 應用香港財務報告準則（「香港財務報告準則」）之修訂本（續）

已頒佈但尚未生效之經修訂香港財務報告準則（續）

香港會計準則第12號（修訂本）與單一交易產生的資產及負債有關的遞延稅項（續）

誠如綜合財務報表附註3所披露，本集團對相關資產及負債整體應用香港會計準則第12號之規定。與相關資產及負債有關之暫時性差額以淨額估算。

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

該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效，且允許提早採用。本集團正在評估應用該等修訂本的全面影響，包括可能在修訂本範圍內的交易。有關應用的進一步影響（如有）將於本集團未來的綜合財務報表中披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

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

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

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

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

3. 編製綜合財務報表之基準及主要會計政策

3.1 編製綜合財務報表之基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要用途作出之決定，則有關資料被視為重大。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定之適用披露。

本公司董事於批准綜合財務報表時合理預期，本集團擁有充足資源於可預見未來繼續經營。因此，彼等與編制綜合財務報表時繼續採用持續經營的會計基礎。

除下文會計政策所述於報告期末投資物業及金融工具以公平值計量外，綜合財務報表按歷史成本基準編製。

歷史成本一般基於為換取貨物及服務而支付代價之公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

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

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

3. 編製綜合財務報表之基準及主要會計政策(續)

3.1 編製綜合財務報表之基準(續)

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號「以股份付款」範圍的以股份付款的交易，屬於香港財務報告準則第16號「租賃」範圍內的租賃交易，以及與公平值有部份相若地方但並非公平值的計量，譬如香港會計準則第2號「存貨」的可變現淨值（「可變現淨值」）或香港會計準則第36號「資產減值」的使用價值除外。

非財務資產的公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途、或透過將資產售予將最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.1 編製綜合財務報表之基準 (續)

對於以公平值進行交易以及於後續期間以使用不可觀察的輸入數據的估值技術計量公平值的金融工具和投資物業而言，已對估值技術進行校準，以便在首次確認時，估值技術的結果等於交易價格。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級及第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies

Basis of consolidation

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

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

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

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

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

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策

綜合基準

綜合財務報表包括本公司及其所控制之實體及其附屬公司之財務報表。當本公司符合以下要素時，則本公司取得控制權：

- 可對被投資方行使權力；
- 因參與被投資方業務而承擔浮動回報的風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對被投資方擁有控制權。

附屬公司自本集團取得其控制權時開始綜合入賬，並於本集團失去附屬公司控制權時取消綜合入賬。具體而言，年內收購或出售的附屬公司收支自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制附屬公司為止。

損益及其他全面收益各項目乃本公司擁有人及非控股權益分佔。附屬公司全面收益總額乃本公司擁有人及非控股權益分佔，即使導致非控股權益產生虧絀結餘。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

如有需要，會對附屬公司的財務報表作出調整，以使其所用會計政策與本集團的會計政策一致。

本集團成員公司間的交易有關的所有集團內公司間資產、負債、權益、收入、開支及現金流量按綜合基準悉數撇銷。

於附屬公司之非控股股東權益與本集團於該附屬公司之權益均獨立呈列，即現所有權權益賦予持有人權利於清盤時按比例分佔相關附屬公司之資產淨值。

本集團於現有附屬公司權益之變動

本集團於附屬公司權益之變動（而並無導致本集團失去對附屬公司之控制權）當作股本交易入賬。本集團權益之相關部分及非控股權益之賬面值按照本集團與非控股權益之權益比例予以調整，以反映本集團與非控股權益之間於附屬公司之相對權益之變動。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Changes in the Group's interests in existing subsidiaries (continued)

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments".

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

本集團於現有附屬公司權益之變動(續)

非控股權益之調整額與所支付或收取代價公平值之間之任何差額，均直接於權益中確認，並歸屬於本公司擁有人。

倘本集團失去附屬公司控制權，則該附屬公司之資產及負債以及非控股權益(如有)會終止確認。收益或虧損於損益確認並按(i)所收代價之公平值及任何保留權益之公平值總額與(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之賬面值兩者之間的差額計算。先前於其他全面收入就該附屬公司確認之所有款額，會按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所訂明/允許而重新分類至損益或轉撥至另一權益類別)。於失去控制權當日在前附屬公司保留之任何投資之公平值會被視作其後根據香港財務報告準則第9號「財務工具」入賬於初步確認時之公平值。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions

Optional concentration test

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

Asset acquisitions

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

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購

可選集中度測試

本集團可選擇按每項交易採用可選集中度測試，該測試允許簡化評估所收購之一套活動及資產是否為業務。若所收購總資產之絕大部分公平值集中於一項單一可識別資產或一組類似可識別資產，則符合集中度測試。經評估之總資產不包括現金及現金等值、遞延稅項資產以及因遞延稅項負債影響而產生之商譽。如果符合集中度測試，則釐定該套活動及資產並非業務，無需作進一步評估。

資產收購

當本集團收購一組不構成業務之資產及負債時，本集團透過首先將購買價按各自之公平值分配予財務資產／財務負債，以識別及確認所收購之個別可識別資產及所承擔之負債，然後將購買價之餘下部分按其於購買日期之相對公平值分配予其他可識別資產及負債。有關交易不會產生商譽或議價收購收益。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations

Acquisitions of businesses, other than business combination under common control are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the “Framework for the Preparation and Presentation of Financial Statements” (replaced by the “Conceptual Framework for Financial Reporting” issued in October 2010).

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities, assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 “Income Taxes” and HKAS 19 “Employee Benefits” respectively;

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併

收購業務(並非共同控制下的業務合併)以收購法入賬。業務合併所轉讓代價以公平值計量,而公平值按本集團所轉讓資產、本集團對被收購方前擁有人所產生負債以及本集團就交換被收購方控制權所發行股本權益於收購日期之公平值總和計算。收購有關成本一般於產生時於損益內確認。

除若干確認豁免外,所收購之可識別資產及所承擔之負債必須符合「財務報表的編制及呈列框架」(由二零一零年十月發佈之「財務報告概念框架」取代)中資產及負債之定義。

於收購日期,所收購可識別資產及所承擔負債,按其公平值確認,惟以下各項除外:

- 遞延稅項資產或負債及有關僱員福利安排之資產或負債分別遵循香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量;

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

- liabilities or equity instruments related to share-based payment arrangement of the acquiree or share-based payment arrangement of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併或資產收購 (續)

業務合併 (續)

- 與被收購方以股份為基礎付款安排或為替代被收購方以股份為基礎付款安排而訂立之本集團以股份為基礎付款安排有關之負債或股本工具，於收購日期根據香港財務報告準則第2號計量（見下文會計政策）；
- 根據香港財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售之資產（或出售組別）按該準則計量；及
- 租賃負債按剩餘租賃付款（定義見香港財務報告準則第16號）之現值確認及計量，猶如所收購租賃於收購日為新租賃，惟(a)租賃期限於收購日期12個月內結束；或(b)相關資產為低價值之租賃除外。使用權資產按與相關租賃負債相同之金額確認及計量，並進行調整以反映與市場條件相比租賃之有利或不利益條款。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amounts of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方股權(如有)公平值總和超出所收購可識別資產及所承擔負債於收購日期之淨額計量。倘重新評估後,所收購可識別資產及所承擔負債於收購日期之淨額超出所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方權益(如有)公平值總和,差額即時於損益確認為按議價收購收益。

代表當前所有者權益並使其持有者有權於清算時享有相關附屬公司淨資產之比例份額之非控股權益,初步可按其公平值或非控股權益享有被收購方可識別淨資產或按公平值的已確認金額之份額計量。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers

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

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

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

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

來自客戶合約收入

當(或於)本集團履行履約責任時,即:當特定履約責任相關的貨品或服務之「控制權」已轉移至客戶時,確認收入。

履約責任指一項明確貨品及服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

控制權隨時間轉移,而倘滿足以下其中一項標準,則收入乃參照完全滿足相關履約責任的進展情況而隨時間確認:

- 客戶於本集團履約時同時收取及消耗本集團履約所提供之利益;
- 本集團之履約導致創建或增強客戶於本集團履約時控制之資產;或
- 本集團之履約並未創建對本集團具有替代用途之資產,而本集團有強制執行權收取至今已履約部分之款項。

否則,在客戶獲得明確貨品或服務控制權的該時點確認收入。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

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

For sales of properties, revenue is recognised when the customer obtains the control of the completed property when the key was delivered to the customers and the customer has obtained the ownership of the property. The deposit received for sale of properties are presented as contract liabilities on the consolidated statement of financial position.

For provision of property management and related services, the Group agrees the fixed rate for services with the customers upfront. As the customer simultaneously receives and consumes the benefits provided by the Group's performance, the revenue is recognised over time when the performance obligations are satisfied. Monthly payment of the transaction is invoiced to the customers in advance each month.

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

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

來自客戶合約收入(續)

合約負債指本集團已收客戶代價(或應付代價款項)而應向客戶轉讓貨品或服務的義務。

就物業銷售而言，收入於客戶獲得已竣工物業控制權(向客戶交付鑰匙及客戶已取得物業之所有權)時確認。已收物業銷售按金於綜合財務狀況表內列作合約負債。

就提供物業管理及相關服務而言，本集團與客戶預先協定服務的固定費用。由於客戶同時取得並耗用本集團履約所提供的利益，因此，收入於完成履約責任時隨時間確認。本集團每月提前向客戶出具每月交易付款發票。

隨時間確認收入：計量完全達成履約責任的進度

輸出法

完全達成履約責任的進度乃按輸出法計量，即透過直接計量迄今已轉讓予客戶的貨品或服務價值，相對合約下承諾提供的餘下貨品或服務價值確認收入，有關方法最能反映本集團於轉移貨品或服務控制權方面的履約情況。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

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

Output method (continued)

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date, the Group recognises revenue in the amount to which the Group has the right to invoice.

Existence of significant financing component

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

來自客戶合約收入 (續)

隨時間確認收入：計量完全達成履約責任的進度 (續)

輸出法 (續)

作為權宜方案，倘本集團有權獲得與本集團對迄今為止已完成之履約價值直接對應金額之代價，則本集團按本集團有權開具發票之金額來確認收入。

存在重大融資成分

於釐定交易價格時，倘經協定付款時間（不論以暗示或明示方式）為客戶或本集團帶來轉移貨品或服務予至客戶之重大融資利益，本集團將就資金時間值之影響而調整已承諾之代價金額。在該等情況下，合約包括重大融資成分。無論融資承諾乃於合約中明確規定或於訂約方協定之付款條款隱含，均可能存在重大融資成分。

就付款及轉移相關貨品或服務之間隔短於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

Existence of significant financing component (continued)

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

Contract costs

Incremental costs of obtaining a contract

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

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

來自客戶合約收入 (續)

存在重大融資成分 (續)

就於轉移本集團已就任何重大融資而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。相關利息開支於預付款期間收取，且轉移相關貨品及服務按相同基準入賬列作其他借貸成本。

合約成本

獲得合約之增量成本

獲得合約之增量成本指本集團取得客戶合約所產生之成本，倘未獲得該合約，則不會產生有關成本。

倘預期可收回有關成本，則本集團確認銷售佣金為一項資產。所確認資產隨後按與向客戶轉讓資產相關之貨品或服務一致之系統基準於損益攤銷。

倘該等成本將在一年內悉數於損益攤銷，則本集團將應用可行權宜方法，支銷所有增量成本以獲得合約。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases (e.g. offices and dormitory) that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃

租賃定義

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

就於首次應用香港財務報告準則第16號當日或之後訂立或修訂或因業務合併而訂立之合約而言，本集團於訂立、修訂日期或收購日期（視適用情況而定）根據香港財務報告準則第16號之定義評估合約是否屬或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

短期租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的租賃（例如辦公室及宿舍），本集團應用短期租賃確認豁免。短期租賃的租賃付款按直線基準於租期內確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property and inventory are presented within "investment properties" and "inventories of properties" respectively.

Refundable rental deposits

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

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

除該等被分類為根據公平值模式計量之投資物業外，使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。

就本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產按直線法基準於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表內將不符合投資物業或存貨定義之使用權資產呈列為單獨項目。符合投資物業及存貨定義之使用權資產分別呈列於「投資物業」及「物業存貨」內。

可退還租賃按金

已付可退回租賃按金乃根據香港財務報告準則第9號入賬，初步按公平值計量。初始確認時對公平值作出的調整被視為額外租賃付款且計入使用權資產成本。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何已收租賃優惠；
- 基於指數或利率之可變租賃付款(初步使用於開始日期之指數或利率計量)；
- 本集團根據剩餘價值擔保預期將支付的金額；
- 倘本集團合理確定行使選擇權，則購買選擇權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債通過利息增加及租賃付款作出調整。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修訂

倘出現以下情況，則本集團會將租賃修訂作為一項單獨租賃入賬：

- 該項修改通過增加使用一項或多項相關資產之權利來擴大租賃範圍；及
- 上調租賃之代價，增加之金額相當於範圍擴大對應之單獨價格，以及為反映特定合約之情況而對單獨價格作出之任何適當調整。

就並無作為一項單獨租賃入賬之租賃修改而言，本集團按經修改租賃之租期，透過使用於修改生效日期之經修訂貼現率來貼現經修訂租賃付款，以重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model. Variable lease payments for operating leases that depend on an index or a rate are estimated and included in the total lease payments to be recognised on a straight-line basis over the lease term. Variable lease payments that do not depend on an index or a rate are recognised as revenue when they arise.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為出租人

租賃之分類及計量

本集團為出租人之租賃乃分類為融資或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約乃分類為融資租賃。所有其他租賃乃分類為經營租賃。

經營租賃的租金收入在相關租賃期限內按照直線法於損益確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，惟以公平值模式計量之投資物業除外。經營租賃之可變租金乃根據指數或比率作出估計，並計入總租賃付款，並於租期內以直線法確認。不取決於指數或利率之可變租賃付款於產生時確認為收入。

於本集團日常業務過程中產生的租金收入呈列為收入。

可退還租賃按金

已收可退還租賃按金乃根據香港財務報告準則第9號入賬並初始按公平值計量。於初始確認時對公平值的調整被視為來自承租人的額外租賃付款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor (continued)

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are recognised in profit or loss in the period in which they arise.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為出租人(續)

租賃修訂

不屬於原有條款及條件的租賃合同的代價變動入賬為租賃修訂，包括通過免除或減少租金而提供的租賃獎勵。

本集團將經營租賃修訂自修改生效日期起作為新租賃入賬，並將有關原定租賃的任何預付或應計租賃付款視為新租賃的租賃付款一部分。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易按交易日期之現行匯率予以確認。於報告期末，以外幣列值之貨幣項目按有關日期現行之匯率予以重新換算。

因結算及重新換算貨幣項目而產生之匯兌差額，於產生期間之損益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣(續)

就呈列綜合財務報表而言，本集團業務之資產及負債均使用各報告期末之現行匯率換算為本集團之呈列貨幣(即人民幣)。收入及開支項目乃按期內平均匯率換算，除非匯率於該期間出現大幅波動則作別論，在此情況下，則採用交易當日之匯率。所產生匯兌差額(如有)於其他全面收益確認，並於匯兌儲備項下權益累計(於適當情況下歸屬於非控股權益)。

於出售海外業務(即出售本集團於海外業務之全部權益或涉及喪失對附屬公司(包括海外業務)之控制權之出售時)時，於與該業務相關並歸屬於本公司擁有人之權益中累計之所有匯兌差額均重新分類至損益表。

此外，有關部分出售附屬公司(該出售不會導致本集團喪失對該附屬公司的控制權)時，相應比例的累計匯兌差額重新歸類為非控股權益，並非於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

The change in functional currency of the Company was applied prospectively from the date of change. All items were translated into RMB at the exchange rate on that date. The cumulative currency translation differences which had arisen from the translation of foreign operations up to the date of the change in functional currency were not reclassified from equity to profit or loss until the disposal of the relevant operations.

The change in presentation currency of the Group was applied retrospectively, as if the new presentation currency had always been applied.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣(續)

本公司功能貨幣之變更已自變更日期起追溯應用。所有項目按該日匯率換算為人民幣。直至功能貨幣變更日期止，換算境外業務產生之累計匯率換算差額，於出售相關業務前，不會自權益重新分類至損益。

本集團呈列貨幣之變動亦已獲追溯應用，猶如一直應用該新呈列貨幣。

借貸成本

收購、興建或生產合資格資產(為需要較長時間方可用作擬定用途或出售的資產)直接應佔之借貸成本乃計入該等資產之成本，直至資產大體上可用作擬定用途或出售。

任何與相關資產可用作擬定用途或出售後仍屬未償還之任何特定借款計入一般借貸，以計算一般借貸之資本化率。從特定借貸待支付合資格資產之費用前而作出之短暫投資所賺取之投資收入乃自合資格資本化之借貸成本中扣除。

所有其他借貸成本均在產生期間於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

Employee benefits

Retirement benefit costs

Payments to the state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

政府補助

在合理保證本集團將會符合政府補助所附的條件及將會收取補助後，補助方會予以確認。

與收入有關的政府補助，乃作為補償已產生開支或虧損而應收或旨在為本集團提供即時財務支援（而無未來相關成本），於應收期間在損益內確認。該等補助於「其他收入」中呈列。

僱員福利

退休福利成本

對國家管理的退休福利計劃之付款於僱員已提供使彼等享有供款之服務時作為一項開支予以確認。

短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應得的福利（例如工資及薪金及年假）確認負債。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based compensation reserve.

When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will be transferred to retained profits.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

以股份為基準之付款

權益結算以股份為基準之交易

授予僱員之購股權

向僱員及提供相類服務的其他人士作出的權益結算以股份為基準之付款按權益工具在授出日期的公平值計量。

於授出權益結算以股份為基準之付款當日釐定的公平值(不考慮所有非市場歸屬條件)基於本集團對將最終歸屬的股本工具的估計,按直線法於歸屬期支銷,權益(以股份為基礎的補償儲備)隨之增加。於各報告期末,本集團會修訂其對預期基於所有相關非市場歸屬條件評估而歸屬之權益工具數目之估計。修訂原估計之影響(如有)乃於損益內確認,從而累計開支反映經修訂的估計,並相應調整至以股份為基礎的補償儲備。

當行使購股權時,先前在以股份為基準之補償儲備中確認的金額將轉入股份溢價賬。當購股權在歸屬日期後被沒收或於到期日時仍未行使,先前在以股份為基準之補償儲備中確認的金額將轉撥至保留溢利。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項

所得稅支出指本期應付稅項及遞延稅項的總和。

本年度應付稅項乃按應課稅溢利計算。應課稅溢利與除稅前溢利有所不同，原因為其他年度之應課稅或可扣稅之收入或開支及免稅或不可扣稅之項目。本集團之本期稅項負債乃使用於報告期末已制訂或實際上已制訂之稅率計算。

遞延稅項乃按於綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產一般就所有可扣稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利抵銷有關可動用可扣稅暫時差額時確認。若暫時差額因於一項既不影響應課稅溢利亦不影響會計溢利之交易中開始確認資產及負債(不包括業務合併)而引致，則不會確認該等遞延稅項資產及負債。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅項負債就與於附屬公司投資有關之應課稅暫時差額確認，惟倘本集團能控制暫時差額撥回且暫時差額於可見未來不會撥回則作別論。與該等投資相關的可抵扣暫時差額所產生的遞延稅項資產僅在動用暫時差額利益時有足夠的應課稅溢利且預期在可見將來其將被撥回時，方可確認。

遞延稅項資產之賬面值會於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部份資產時減少。

遞延稅項資產及負債以負債被清償或資產被變現的期間內預期適用的稅率衡量，並根據於報告期末已制訂或實際上已制訂的稅率(和稅務法例)計量。

遞延稅項負債及資產之計量反映隨本集團預期於報告期末時收回或償還資產及負債賬面值所產生之稅務後果。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properly over time, rather than through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項 (續)

就計量遞延稅項而言，利用公平值模型計量的投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於本集團的業務模式（其業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益）內持有時，有關假設會被推翻。

就本集團對租賃交易確認使用權資產及相關租賃負債的遞延稅項計量而言，本集團首先釐定減稅是否歸屬於使用權資產或租賃負債。

就租賃交易中租賃負債應佔的減稅而言，本集團對租賃交易整體應用香港會計準則第12號之規定。使用權資產與租賃負債之暫時差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分之租賃付款，而導致可扣除暫時淨差額。

當有合法執行權利將即期稅項資產與即期稅項負債抵銷時，以及當彼等涉及與同一稅務機關對同一應課稅實體徵收之所得稅有關時，遞延稅項資產及負債均予抵銷。

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For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administration purposes, are stated at cost less any subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” in the consolidated statement of financial position except for those that are classified as investment properties or inventories. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

即期及遞延稅項於損益確認，惟倘該等稅項與於其他全面收益或直接在權益中確認的項目有關，則即期及遞延稅項亦分別在其他全面收益或直接於權益確認。當即期稅項或遞延稅項產生自業務合併的初始會計處理，稅務影響會計入業務合併會計處理。

物業、廠房及設備

物業、廠房及設備為持作生產或供應貨品或服務或作行政用途之有形資產，按成本減隨後累計折舊及隨後累計減值虧損(如有)入賬。

當本集團支付包括租賃土地及樓宇部分的物業的擁有權權益時，整個代價按首次確認時的相對公平值按比例分配在租賃土地及樓宇部分之間。

相關付款能夠可靠分配時，租賃土地權益在綜合財務狀況表中作為經營租賃列作「使用權資產」，惟分類為投資物業或存貨者除外。於代價無法在相關租賃土地的非租賃樓宇成分與未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Property, plant and equipment (continued)

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The Group transfers a property from inventories of properties to property, plant and equipment when there is a change in use, which is evidenced by commencement of own use.

Properties under development

Properties under development are carried at cost less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. No depreciation is provided for properties under development. On completion, properties under development are transferred at the carrying value to property, plant and equipment.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備(續)

資產確認之折舊乃以成本減去其剩餘價值後在估計可使用年期用直線法計算。估計可使用年期、剩餘價值及折舊方法會在各報告期末覆核，而任何估計變更之影響乃不予追溯地入賬。

物業、廠房及設備項目待出售後或當並無未來經濟利益預期自資產之持續使用中產生時撇除確認。出售或報廢物業、廠房及設備項目產生之任何損益是指出售所得款項與該資產賬面值之間的差額並於損益確認。

本集團於物業存貨用途有變時(以開始自用為憑證)將物業由存貨轉撥至物業、廠房及設備。

發展中物業

發展中物業按成本減任何已確認減值虧損列賬。根據本集團之會計政策，成本包括使資產達到能夠按照管理層擬定之方式開展經營所必要之位置及條件直接應估之任何成本，以及就合資格資產而言資本化之借貸成本。就發展中物業不計提折舊。於竣工時，發展中物業按賬面值轉撥至物業、廠房及設備。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation including properties under construction for such purposes.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

投資物業

投資物業為持有以賺取租金及／或資本升值之物業(包括為此目的之在建投資物業)。

於初次計量時，投資物業乃按成本(包括任何直接應佔費用)計算。於初次確認後，投資物業乃按公平值計算，經調整以排出任何預付或應計經營租賃收入。

投資物業之公平值變動產生的收益或虧損於產生期間計入損益。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Investment properties (continued)

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

The Group transfers an inventory of property to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the inception of an operating lease to another party. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

The Group transfer a property under development or a leasehold land classified as “right-of-use assets” becomes an investment property because its use has changed as it evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

投資物業 (續)

就在建投資物業產生之建築成本資本化為作為在建投資物業之賬面值之一部分。

本集團於用途變為持有物業以賺取租金或／及資本增值(而非於日常業務過程中出售)時，將物業存貨轉撥至投資物業(證據為給予另一方的經營租賃開始)。轉撥日期之物業公平值與其先前賬面值之間的任何差異於損益確認。

本集團轉移發展中物業或分類為「使用權資產」之租賃土地因其用途變更(以業主自用結束作為憑證)而成為投資物業，該項目於轉撥日的賬面值與公平值間任何差額於其他全面收入確認及於物業重估儲備累計。於其後出售或報廢物業後，相關重估儲備將直接轉至保留溢利。

投資物業於被出售時或於投資物業永久不可使用或預期其出售不會產生任何未來經濟利益時予以終止確認。終止確認該物業所產生之任何收益或虧損(計算為出售所得款項淨額與該資產賬面值之差額)於該物業被終止確認之期間計入損益。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and contract costs

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and contract costs to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備、使用權資產及合約成本減值

於報告期末，本集團檢討其物業、廠房及設備、使用權資產及及合約成本之賬面值，以釐定該等資產是否出現蒙受減值虧損之跡象。倘存在任何有關跡象，則估計相關資產之可收回金額，以釐定減值虧損之範圍(如有)。

物業、廠房及設備及使用權資產之可收回金額經個別估計。當未能個別估計可收回金額時，本集團估算該項資產所屬現金產生單位之可收回金額。

於進行現金產生單位之減值測試時，倘能建立合理一致之分配基準，企業資產會獲分配至相關現金產生單位，否則會按可建立之合理且一致的分配基準分配至最小現金產生單位組別。可收回金額按企業資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別之賬面值作比較。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and contract costs (continued)

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15 "Revenue from Contracts with Customers", the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

物業、廠房及設備、使用權資產及合約成本減值 (續)

於本集團根據香港財務報告準則第15號「客戶合約收益」將資本化資產減值虧損確認為合約成本前，本集團按適用準則評估及確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減與直接有關提供該等貨品或服務的成本（尚未確認為開支），則就作為合約成本的資本化資產之減值虧損（如有）得以確認。作為合約成本的資本化資產屆時計入其所屬的現金產生單位之賬面值，以評估現金產生單位之減值。

可收回金額為公平值減出售成本與使用價值中的較高者。於評估使用價值時，估計未來現金流使用反映當時市場對資金時間值及資產（或現金產生單位）之特定風險評估之稅前貼現率折算成現值，而估計未來現金流並未予以調整。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and contract costs (continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備、使用權資產及合約成本減值(續)

倘估計資產(或現金產生單位)之可收回金額將少於其賬面值,則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位之公司資產或部分公司資產而言,本集團會比較一個組別的現金產生單位之賬面值(包括已分配至該組現金產生單位之公司資產或部分公司資產之賬面值)與該組現金產生單位之可收回金額。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),然後按比例根據該單位或該組現金產生單位的各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產之減值虧損金額按比例分配至該單位或該組現金產生單位之其他資產。減值虧損會即時於損益確認。

倘其後撥回減值虧損,則資產(或現金產生單位或一組現金產生單位)之賬面值將增至其可收回金額之已修訂估計數字,惟因此已增加之賬面值不會超出資產(或現金產生單位或一組現金產生單位)於過往年度未有確認減值虧損時所釐定之賬面值。減值虧損之撥回會即時於損益確認。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Inventories of properties

Properties under development for sale which are intended to be sold under the ordinary course of business upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets, properties under development for sale/properties for sale are carried at the lower of cost and NRV. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. NRV represents the estimated selling price for properties less estimated cost to completion and costs necessary to make the sales. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Properties under development for sale are transferred to properties for sale upon completion.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

物業存貨

擬定於待售發展中物業竣工後在日常業務過程中出售之待售發展中物業分類為流動資產。除根據使用權資產之會計政策按成本模式計量之租賃土地部分外，待售發展中物業／待售物業以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發成本及(倘適用)資本化借貸成本。可變現淨值指物業估計售價減完成銷售之估計成本及作出銷售之必要成本。銷售之必要成本包括銷售直接應占增量成本及本集團銷售必需產生之非增量成本。

待售發展中物業於竣工後轉撥至待售物業。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具

財務資產及財務負債乃於一間集團實體成為工具合約條文之一方時確認。所有以正規途徑購買或銷售之財務資產乃按交易日期基準確認及撇除確認。正規途徑買賣乃要求於市場法規或慣例所確定之時間框架內交付資產之財務資產買賣。

財務資產及財務負債初步按公平值計量，惟自客戶合約產生之應收賬款除外，其初步根據香港財務報告準則第15號計量。收購或發行財務資產及財務負債(按公平值計入損益之財務資產或財務負債除外)直接應佔之交易成本於初次確認時計入或扣除自財務資產或財務負債之公平值(以合適者為準)。收購按公平值計入損益之財務資產或財務負債直接應計交易成本於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

實際利率法為計算一項財務資產或財務負債之攤銷成本及按有關期間分配利息收入及利息開支之方法。實際利率法為按財務資產或財務負債之預期可使用年期或(如合適)較短期間，實際折讓估計未來現金收入及付款(包括構成實際利率之組成部分之所有已付或已收費用、交易成本及其他溢價或折讓)之比率。

財務資產

財務資產分類及後續計量

符合以下條件的財務資產其後按已攤銷成本計量：

- 目的為收取合約現金流量而於業務模式內持有財務資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income ("FVTOCI") as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務資產(續)

財務資產分類及後續計量(續)

所有其他財務資產其後按公平值計入損益計量，惟倘一項股本投資既非持作買賣，亦非香港財務報告準則第3號所適用之業務合併收購方確認的或然代價，於首次確認財務資產當日，本集團可作出不可撤回地選擇將該股本投資的其後公平值變動計入其他全面收益。

財務資產於下列情況為持作交易：

- 收購的主要目的為於短期作出售用途；或
- 於初始確認時構成本集團合併管理的已識別金融工具組合的一部分，並具有近期實際短期獲利模式；或
- 為未被指定及有效作為對沖工具之衍生工具。

此外，本集團可不可撤回地將一項須按攤銷成本或指定為按公平值計入其他全面收益（「按公平值計入其他全面收益」）計量的財務資產按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

- (i) Amortised cost and interest income
Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income ("FVTOCI") or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產分類及後續計量 (續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量之財務資產之利息收入乃使用實際利率法確認。利息收入以財務資產總賬面值按實際利率計算，惟其後出現信貸減值之財務資產除外。就其後出現信貸減值之財務資產而言，利息收入以下一個報告期財務資產之攤銷成本按實際利率確認。倘信貸減值金融工具之信貸風險改善，以致財務資產不再出現信貸減值，則利息收入以於報告期初至釐定資產不再出現信貸減值後之財務資產總賬面值按實際利率確認。

(ii) 按公平值計入損益之財務資產

不符合按攤銷成本或按公平值計入其他全面收益（「按公平值計入其他全面收益」）或指定為按公平值計入其他全面收益計量的財務資產，均按公平值計入損益計量。

按公平值計入損益的財務資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認的淨收益或虧損不包括該財務資產所賺取的任何股息或利息並計入「其他收益及虧損」項目。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, amounts due from related companies, non-controlling shareholders of subsidiaries, restricted/pledged bank deposits and bank balances and cash) and other items (financial guarantees contracts and trade receivables for rental income) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables arising from contracts with customers without significant financing component. The ECL on these assets are collectively using a provision matrix with appropriate groupings.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務資產(續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值

本集團就根據香港財務報告準則第9號須予減值之財務資產(包括應收賬款及其他應收款項、應收關連公司、附屬公司非控股股東款項、受限制/已抵押銀行存款、銀行結餘及現金)及其他項目(財務擔保合約及租金收入應收賬款)按照預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損金額於各報告日期更新以反映信貸風險自初始確認以來的變動。

全期預期信貸虧損指相關工具預計使用年期內所有潛在違約事件將會引起的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指報告日期起計十二個月內可能出現的違約事件預期將會引起的一部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、一般經濟環境及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

本集團始終就並無重大融資成分的客戶合約產生之應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損經適當分類使用撥備矩陣集體評估。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

- (i) Significant increase in credit risk
In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instruments as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

至於所有其他工具，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非自初步確認以來信貸風險大幅上升，在此情況下，則本集團會確認全期預期信貸虧損。是否確認全期預期信貸虧損乃根據自初步確認以來出現違約事件的可能性或風險大幅上升進行評估。

- (i) 信貸風險大幅上升
於評估金融工具信貸風險是否自初步確認以來大幅上升時，本集團將報告日期金融工具出現違約事件的風險與初步確認日期金融工具出現違約事件的風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗或無須過高成本或太多工序便可供查閱的前瞻性資料。

Notes to the Consolidated Financial Statements

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

(i) Significant increase in credit risk (continued)

In particular, the following information taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務資產(續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值(續)

(i) 信貸風險大幅上升(續)

特別是，在評估信貸風險是否自初步確認時大幅上升時，本集團會考慮以下資料：

- 金融工具外界(如有)或內部信貸評級實際或預期大幅轉差；
- 某一金融工具的外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加；
- 業務、財務或經濟環境現有或預測不利變動預期將導致債務人履行其債務責任的能力遭到大幅削弱；
- 債務人經營業績的實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境實際或預期出現重大變動，導致債務人履行其債務責任的能力遭到大幅削弱。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

- (i) Significant increase in credit risk (continued)
Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

- (i) 信貸風險大幅上升 (續)
不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定財務資產信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

儘管上文所述，本集團假設倘金融工具釐定為於報告日期具有低信貸風險，則金融工具的信貸風險自初始確認以來並無顯著增加。倘屬以下情況，債務工具釐定為具有低信貸風險：i)金融工具有低違約風險，ii)借款人於短期內具備雄厚實力履行其合約現金流責任及iii)長期經濟及業務狀況的不利變動可能但不一定削減借款人履行其合約現金流責任的能力。當財務資產的內部或外部信貸評級為「投資級別」（按照全球理解的釋義），則本集團會視該財務資產信貸風險偏低。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

- (i) Significant increase in credit risk (continued)
- For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitments is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

- (ii) Definition of default
- For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務資產(續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值(續)

- (i) 信貸風險大幅上升(續)
- 就財務擔保合約而言，本集團成為不可撤回承擔的承擔方當日被視為就評估減值進行初步確認日期。於評估信貸風險自初步確認財務擔保合約起是否大幅增長時，本集團認為，風險變動乃特定債務人將違反合約。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

- (ii) 違約定義
- 就內部信貸風險管理而言，本集團認為當內部生成或從外部來源所得資料顯示，債務人不大可能向其債權人(包括本集團)支付全數款項(並無計及本集團所持的任何抵押品)時，則出現違約事件。

無論上述分析如何，倘財務資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持的資料證明較寬鬆的違約標準更為適用，則另當別論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

(iii) Credit-impaired financial assets
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence of credit-impairment includes observable data about the following events:

- (a) significant financial difficulty of the borrower or issuer;
- (b) a breach of contract such as a default or past due event;
- (c) the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any recoveries made are recognised in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(iii) 已信貸減值財務資產
當一項或多項對財務資產預計未來現金流造成負面影響的事件發生時，即代表財務資產已出現信貸減值。出現信貸減值的證據包括涉及以下事件的可觀察數據：

- (a) 借 款 人 或 發 行 方 遇 到 嚴 重 財 政 困 難 ；
- (b) 違 反 合 約 ， 如 拖 欠 或 逾 期 的 情 況 ；
- (c) 向 借 款 人 作 出 貸 款 之 貸 款 人 出 於 與 借 款 人 財 政 困 難 有 關 的 經 濟 或 合 約 考 慮 ， 給 予 貸 款 人 在 其 他 情 況 下 不 會 作 出 的 讓 步 ； 或
- (d) 借 款 人 可 能 將 會 破 產 或 進 入 其 他 財 務 重 組 。

(iv) 撇銷政策
當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時（例如對手方被清盤或進入破產程序），本集團會撇銷財務資產。經計及在適當情況下的法律意見後，已撇銷的財務資產可能仍可於本集團收回程序下被強制執行。撇銷構成取消確認事件。收回的任何款項於損益內確認。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

- (v) Measurement and recognition of ECL
- The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務資產(續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值(續)

- (v) 計量及確認預期信貸虧損
- 預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率乃根據歷史數據及前瞻性資料進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計應收賬款之預期信貸虧損，並按毋需花費不必要成本或精力即可獲得之前瞻性資料作出調整。

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流與本集團將收取的所有現金流量之間的差額估計，並按初步確認時釐定的原有實際利率貼現。就應收租賃款項而言，釐定預期信貸虧損所用之現金流量與根據香港財務報告準則第16號計量應收租賃款項所用之現金流量一致。

就財務擔保合約而言，由於本集團須僅於債務人違約時根據所擔保工具之條款支付款項，故預期信貸虧損為預期向持有償付其所蒙受之信貸虧損款項之現值，而該筆款項已減去本集團預期自持有人、債務人或任何其他方收取之任何金額。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

(v) Measurement and recognition of ECL (continued)

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the cash shortfalls being discounted.

Lifetime ECL for trade receivables from contracts with customers are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each separate group continues to share similar credit risk characteristics.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(v) 計量及確認預期信貸虧損 (續)

對於無法釐定實際利率的財務擔保合約的預期信貸虧損，本集團將應用反映當前市場對貨幣時間價值的評估以及特定於現金流量的風險的貼現率，但僅在某種程度上，通過調整貼現的現金短缺來考慮風險。

經計及逾期資料及相關信貸資料 (如前瞻宏觀經濟資料)，客戶合約產生之應收賬款之全期預期信貸虧損乃按集體基準予以考慮。

就集體評估而言，本集團將於制定組別時考慮以下特徵：

- 逾期情況；
- 債務人之性質、規模及行業；及
- 可用之外部信貸評級。

管理層定期檢討分組方法，以確保各獨立組別之組成項目繼續具有相似之信貸風險特徵。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (continued)

(v) Measurement and recognition of ECL (continued)

Interest income 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 amortised cost of the financial asset.

Except for financial guarantee contracts, the Group recognises an impairment loss in profit or loss for all financial instruments by adjusting their carrying amount with the exception of trade and other receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務資產(續)

財務資產及香港財務報告準則第9號須進行減值評估之其他項目之減值(續)

(v) 計量及確認預期信貸虧損(續)

利息收入按財務資產的賬面總額計算，惟該財務資產已出現信貸減值，在此情況下，利息收入按財務資產的攤銷成本計算。

除財務擔保合約外，本集團透過調整賬面值而於損益確認所有金融工具的減值虧損，惟應收賬款及其他應收款項的相應調整是透過虧損撥備賬目確認。

撇除確認財務資產

本集團只有在當資產現金流量的合約權利屆滿時才取消確認財務資產。

於取消確認按攤銷成本計量之財務資產時，該項資產賬面值與已收及應收代價總數間的差額會於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, amounts due to related companies, non-controlling shareholders of subsidiaries and ultimate controlling shareholder bank and other borrowings, promissory note and debt component of convertible bond are subsequently measured at amortised cost, using the effective interest method.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務負債及權益

債務及股本工具乃根據合約安排之實際內容及財務負債與股本工具之釋義分類為財務負債或股本。

股本工具

股本工具為證明實體資產於扣除其所有負債後之剩餘權益之任何合約。本公司所發行之股本工具乃按所得款項減直接發行成本確認。

財務負債

所有財務負債其後使用實際利率法或按公平值計入損益按攤銷成本計量。

按攤銷成本計量之財務負債

財務負債(包括應付賬款及其他應付款項、應付關連公司、附屬公司非控股股東及最終控股股東之款項、銀行及其他借貸、承兌票據及可換股債券之債務組成部分)其後採用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Convertible bond

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible bond is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bond are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bond using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

3. 編製綜合財務報表之基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

財務負債及權益(續)

可換股債券

除透過固定金額的現金或其他財務資產交換固定數量的本集團自有權益工具以外方式結算的換股權為換股權衍生工具。

於發行日期，債務組成部分及衍生工具組成部分均按公平值確認。在隨後期間，可換股債券的債務組成部分採用實際利率法按攤銷成本列賬。衍生工具組成部分按公平值計量，公平值變動於損益確認。

與發行可換股債券有關的交易成本按其相對公平值的比例分配至債務及衍生工具組成部分。與衍生工具組成部分有關的交易成本會即時計入損益。與債務組成部分有關的交易成本計入債務組成部分的賬面值，並採用實際利率法在可換股債券期間攤銷。

財務擔保合約

財務擔保合約為規定發出人支付指定金額，以補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受之損失的合約。財務擔保合約初步按公平值計量。其後按以下各項之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額；及
- 初步確認金額減(如適用)於擔保期間確認之累計攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going 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.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

財務負債及權益 (續)

終止確認財務負債

本集團之義務已予解除、取消或已終止後，本集團方會終止確認財務負債。已終止確認財務負債之賬面值與已付及應付代價間之差額於損益中確認。

4. 關鍵會計判斷及估計不確定因素之主要來源

本公司董事於應用附註3所載本集團的會計政策時，須就不能明顯從其他來源得知的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被視為相關的其他因素為基準而作出。實際結果或會有別於該等估計數字。

本集團持續檢討所作估計及相關假設。會計估計之變動如僅影響當期，則有關會計估計變動將於當期確認。如該項會計估計變動影響當期及以後期間，則有關會計估計變動將於當期及以後期間確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations, that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred taxes arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has recognised the deferred taxes on changes in fair value of all investment properties at enterprise income tax ("EIT") rate. The carrying amount of deferred taxation on change in fair value of investment properties at 31 December 2021 was RMB1,248,681,000 (2020: RMB1,246,830,000).

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

應用會計政策的關鍵判斷

除涉及估計者外，以下關鍵判斷為本公司董事在應用本集團會計政策過程中所作出並且對綜合財務報表內確認的金額構成最重要影響。

投資物業的遞延稅項

就計量利用公平值模式計量的投資物業所產生的遞延稅項而言，本公司董事已檢討本集團的投資物業組合並斷定本集團之投資物業並非以旨在隨著時間流逝消耗該等投資物業包含之絕大部分經濟利益之商業模式持有，而非通過銷售。因此，在釐定本集團之投資物業的遞延稅項時，本公司董事認為，以公平值模式計量的投資物業之賬面值可因出售而收回的假設成立。因此，本集團已按企業所得稅（「企業所得稅」）率確認所有投資物業公平值變動之遞延稅項。於二零二一年十二月三十一日，就投資物業之公平值變動之遞延稅項賬面值為人民幣1,248,681,000元（二零二零年：人民幣1,246,830,000元）。

估計不確定性因素之主要來源

以下為有關日後之主要假設及於各報告期末估計不確定性因素之其他主要來源，及對下一個財政年度之資產及負債之賬面值造成重大調整有重大風險。

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For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Fair values of investment properties

Investment properties of RMB10,564,740,000 (2020: RMB8,681,440,000) are stated at fair value based on the valuation performed by an independent professional valuer (the "Valuer"). In determining the fair value, the Valuer has based on a method of valuation which involves certain estimates of market conditions. The management has excised their judgment to determine the relevant assumptions that used in the valuation are reflective of the current market conditions. Changes to these assumptions as detailed in note 17, would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

Net realisable value of inventories of properties

Inventories of properties are stated at the lower of the cost and NRV. The directors of the Company make significant judgments in determining the NRV of these inventories of properties. The NRV of inventories of properties is the estimated selling price for properties less estimated costs to completion and costs necessary to make the sales, which are determined based on prevailing real estate market conditions in the PRC.

Based on the experience of the directors of the Company and the nature of the inventories of properties, the directors of the Company determine the NRV of estimated selling price these inventories of properties by reference to the estimated market prices of properties, which takes into account a number of factors including recent prices achieved by similar properties in the same project or similar projects, and the prevailing and forecasted real estate market conditions in the PRC. The directors of the Company estimate the future costs to completion of the inventories of properties by reference to the actual development costs of other similar completed projects of the Group, adjusted by certain current market data. The directors of the Company estimate the cost necessary to make the sale by reference to the historical selling and marketing expense incurred.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定性因素之主要來源 (續) 投資物業公平值

投資物業人民幣10,564,740,000元(二零二零年：人民幣8,681,440,000元)根據獨立專業估值師(「估值師」)進行之估值按公平值列賬。在釐定公平值時，估值師以涉及對市況作出若干估計的估值法進行釐定。管理層已作出判斷，以釐定估值所用相關假設反映現行市況。該等假設若有變動(詳情見附註17)，將導致本集團投資物業的公平值出現變動，以及須對綜合損益及其他全面收益表所報收益或虧損金額作出相應調整。

物業存貨之可變現淨值

物業存貨乃按成本及可變現淨值兩者中較低者列賬。本公司董事於釐定該等物業存貨之可變現淨值時作重大判斷。物業存貨之可變現淨值按物業估計售價減完工之估計成本及銷售之必要成本，其乃按中國現行房地產市況釐定。

基於本公司董事的經驗及物業存貨的性質，本公司董事參考物業的估計市場價格(計及若干因素，包括相同項目或類似項目內相似物業的近期價格以及中國的現行及預測房地產市況)以釐定該等物業存貨可變現淨值的估計售價。本公司董事參考本集團其他相若已完成項目的實際開發成本並就若干現時市場數據調整後估計完成該等物業的未來成本。本公司董事經參考過往產生的銷售及營銷開支後對銷售之必要成本進行估計。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Net realisable value of inventories of properties (continued)

If there is an increase in future costs to completion or a decrease in estimated selling price, the NRV will decrease and this may result in write-down of the inventories of properties. Such write-down requires the use of judgment and estimates. If the expectation is different from the original estimate, it would impact the carrying value of the inventories of properties in the period in which such estimate is changed.

In addition, given the volatility of the property market and the unique nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than that estimated at the end of the reporting period. Any difference between actual outcome and the estimates would affect profit or loss in future.

As at 31 December 2021, the carrying amount of inventories of properties amounted to RMB15,806,301,000 (2020: RMB13,900,453,000), net of write-down of RMB7,763,000 (2020: RMB7,763,000) located in the PRC.

Land appreciation tax ("LAT")

The Group is subject to land appreciation tax in the PRC. However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their LAT calculations and payments with the local tax authorities in the PRC. Accordingly, significant estimate is required in determining the amount of land appreciation and its related income tax provisions. The Group recognised the LAT based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定性因素之主要來源 (續)

物業存貨之可變現淨值 (續)

倘完成之未來成本增加或估計售價減少，則可變現淨值將減少及可能導致物業存貨價值撇減。有關撇減要求使用判斷及估計。倘預期有別於原始估計，其將影響於估計變動期間的物業存貨賬面值。

此外，鑑於物業市場波動無常以及個別物業的特性，實際成本與收入或會高於或低於報告期末的估計。實際結果與估計之間的任何差異會影響未來的損益賬。

於二零二一年十二月三十一日，中國物業存貨之賬面值為人民幣15,806,301,000（二零二零年：人民幣13,900,453,000元），扣除撇減人民幣7,763,000元（二零二零年：人民幣7,763,000元）。

土地增值稅 (「土地增值稅」)

本集團須繳納中國土地增值稅。然而，中國不同城市稅務管轄區的稅務實施及結算不同，本集團若干項目尚未向中國當地稅務部門落實土地增值稅計算及繳納。因此，於釐定土地增值稅及其相關所得稅撥備的金額時須作出重大估計。本集團基於管理層的最佳估計確認土地增值稅。最終稅務結果可能與初步入賬者不同，該等差異將影響向當地稅務部門落實稅項期間的所得稅開支及相關所得稅撥備。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Deferred tax assets

Deferred tax assets are recognised for the unused tax losses and deductible temporary differences to the extent that it is probable that taxable profits will be available against which the tax losses and temporary differences can be utilised. Significant management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. As at 31 December 2021, deferred tax assets of RMB56,373,000 (2020: RMB29,231,000) have been recognised in the Group's consolidated statement of financial position.

Provision of ECL for trade and other receivables and amounts due from related companies and non-controlling shareholders of subsidiaries

The Group uses provision matrix to calculate ECL for the trade receivables from contracts with customers. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable, supportable and available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

Trade receivables from rental income, other receivables, amounts due from related companies and non-controlling shareholders of subsidiaries are assessed for ECL individually and the provision rates are based on the historical default rates, past due status and the financial capability of individual debtor taking into consideration forward-looking information that is reasonable, supportable and available without undue cost or effort.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade and other receivables and amounts due from related companies and non-controlling shareholders of subsidiaries are disclosed in notes 34, 21 and 41(a) respectively.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定性因素之主要來源 (續)

遞延稅項資產

遞延稅項資產於有可能動用應課稅溢利抵銷稅項虧損及暫時差額時就所有未動用稅項虧損及可扣除暫時差額確認。於釐定可確認的遞延稅項資產金額時，管理層須根據未來應課稅溢利可能的時間及水平連同未來稅項規劃策略，作出重大判斷。於二零二一年十二月三十一日，遞延稅項資產人民幣56,373,000元（二零二零年：人民幣29,231,000元）已於本集團綜合財務狀況表內確認。

應收賬款及其他應收款項及應收關連公司及附屬公司非控股股東款項之預期信貸虧損撥備

本集團使用撥備矩陣計算來自客戶合約之應收賬款之預期信貸虧損。撥備率乃基於按一組不同債務人的債務人賬齡釐定，並經考慮本集團的歷史違約率，以及在無需不必要成本或努力可得的合理且有理據支持的前瞻性資料。於各報告日期，可觀察的歷史違約率會重新評估，並考慮前瞻性資料的變動。

就租金收入產生之應收賬款、其他應收款項、應收關連公司及附屬公司非控股股東款項個別評估預期信貸虧損，並且撥備率基於歷史違約率、逾期狀況以及個別債務人的財務實力，經計及合理且有理據在無需不必要成本或努力可得的瞻性資料。

預期信貸虧損撥備對估計變動尤為敏感。預期信貸虧損及本集團應收賬款及其他應收款項以及應收關連公司及附屬公司非控股股東款項之詳情分別載於附註34、21及40(a)。

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5. REVENUE

Disaggregation of revenue

5. 收益

收益分解

Segments 分部		For the reporting period 報告期內		
		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods or service	貨品及服務類別			
Sales of properties	物業銷售	2,767,676	–	2,767,676
Property management and related fee income	物業管理及相關費用收入	–	15,478	15,478
Revenue from contracts with customers	來自客戶合約收入	2,767,676	15,478	2,783,154
Rental income	租金收入	–	144,400	144,400
		2,767,676	159,878	2,927,554
Geographical market	地區市場			
Mainland China	中國大陸	2,767,676	159,878	2,927,554
Timing of revenue recognition	收益確認時間			
At a point in time	於某個時間點	2,767,676	–	2,767,676
Over time	於一段時間	–	15,478	15,478
		2,767,676	15,478	2,783,154

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

5. REVENUE (continued)

Disaggregation of revenue (continued)

Set out below is the reconciliation of revenue from contracts with customers with the amounts disclosed in the segment information:

5. 收益(續)

收益分解(續)

下文載列來自客戶合約之收益與分部資料中披露的金額的對賬：

Segments 分部	For the reporting period 報告期內		
	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue disclosed in segment information	分部資料所披露 的收益		
External customer	外部客戶	2,767,676	2,927,554
Less: rental income	減：租金收入	-	(144,400)
Revenue from contracts with customers	來自客戶合約收入	2,767,676	2,783,154

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5. REVENUE (continued)

Disaggregation of revenue (continued)

5. 收益(續)

收益分解(續)

		For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度		
Segments 分部		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods or service	貨品及服務類別			
Sales of properties	物業銷售	3,096,792	–	3,096,792
Property management and related fee income	物業管理及相關費用收入	–	10,474	10,474
Revenue from contracts with customers	來自客戶合約收入	3,096,792	10,474	3,107,266
Rental income	租金收入	–	117,822	117,822
		3,096,792	128,296	3,225,088
Geographical market	地區市場			
Mainland China	中國大陸	3,096,792	128,296	3,225,088
Timing of revenue recognition	收益確認時間			
At a point in time	於某個時間點	3,096,792	–	3,096,792
Over time	於一段時間	–	10,474	10,474
		3,096,792	10,474	3,107,266

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

5. REVENUE (continued)

Disaggregation of revenue (continued)

Set out below is the reconciliation of revenue from contracts with customers with the amounts disclosed in the segment information:

		For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度		
Segments 分部		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue disclosed in segment information	分部資料所披露 的收益			
External customers	外部客戶	3,096,792	128,296	3,225,088
Less: rental income	減：租金收入	-	(117,822)	(117,822)
Revenue from contracts with customers	來自客戶合約收入	3,096,792	10,474	3,107,266

The Group receives 30%-100% of the contract value from customers when they sign the sale and purchase agreement (the customers who use mortgage loans provided by the banks and the remaining amount of the total contract value will be paid to the Group from the banks once the customers meet the requirements of the banks) while construction work of properties is still ongoing. These advance payment of 30%-100% of the contract value from customers resulted in contract liabilities being recognised throughout the property construction period until sales of properties is recognised. The Group receives full payment from the customers before physical delivery of the completed property.

5. 收益 (續)

收益分解 (續)

下文載列來自客戶合約之收益與分部資料中披露的金額的對賬：

在簽訂買賣協議而物業的建設工程仍在進行時，本集團自客戶收取合約價值的30%至100%（使用銀行提供的按揭貸款的客戶，當客戶符合銀行的要求後，總合約價值的餘額將由銀行支付予本集團）。該等自客戶合約價值之30%至100%預付款導致於整個物業建設期確認合約負債直至物業銷售已確認。本集團於已竣工物業實質交付前自客戶悉數收回款項。

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5. REVENUE (continued)

Disaggregation of revenue (continued)

The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by customers of the Group's properties. Pursuant to the terms of the guarantees, if a customer defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's sales deposit and sell the property to recover any amounts paid by the Group to the bank. The guarantee period commences from the dates of grant of the relevant mortgage loans and end after the customer obtained the individual property ownership certificate. The related financial guarantee contracts issued to banks in favour of customers in respect of the mortgage loans are not recognised separately as the fair value of the guarantees is immaterial.

For property management and related services to the tenants of the Group's investment properties, the Group agrees the fixed rate for services with the customers upfront. As the tenant simultaneously receives and consumes the benefits provided by the Group's performance, the revenue is recognised over time when the performance obligations are satisfied. Monthly payment of the transaction is invoiced to the customers in advance each month.

5. 收益 (續)

收益分解 (續)

本集團就若干銀行授出之按揭融資提供擔保，該等按揭融資涉及由本集團物業客戶所訂立之按揭貸款。根據擔保之條款，倘該等客戶於擔保期間拖欠按揭款項，持有按揭之銀行可要求本集團償還貸款之未償還款項及其任何應計利息。在該等情況下，本集團可留置客戶銷售按金及銷售物業，以收回本集團向銀行支付之任何款項。擔保期限由相關按揭貸款授出日期起計，並於客戶取得個別房產證後結束。概無單獨確認就按揭貸款向銀行發出之以客戶為受益人之相關財務擔保合約，原因是擔保之公平值並不重大。

就向本集團投資物業租戶提供物業管理及相關服務而言，本集團與客戶預先協定服務的固定費用。由於租戶同時取得並耗用本集團履約所提供的利益，因此，收入於完成履約責任時隨時間確認。本集團每月提前向客戶出具每月交易付款發票。

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5. REVENUE (continued)

Disaggregation of revenue (continued)

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2021 and 2020 and the expected timing of recognising revenue are as follows:

5. 收益 (續)

收益分解 (續)

於二零二一年及二零二零年十二月三十一日分配至餘下履約責任(未達成或部分未達成)之交易價及確認為收入之預期時間載列如下：

		Sales of properties 物業銷售	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
– Within one year	– 一年內	6,702,782	3,168,671
– More than one year but not more than two years	– 一年以上，但不超過兩年	3,010,558	4,273,314
– More than two years but not more than five years	– 兩年以上，但不超過五年	1,882,594	690,903
		11,595,934	8,132,888

Operating leases

經營租賃

		Rental income 租金收入	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Lease payments that are fixed	固定租賃付款	133,372	110,953
Variable lease payments that do not depend on an index or a rate	不取決於指數或利率之可變租賃付款	11,028	6,869
		144,400	117,822

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6. SEGMENT INFORMATION

Information regularly reported to the Group's chief executive officer (the chief operating decision maker ("CODM")) for the purposes of resource allocation and assessment of segment performance focuses on the type of goods and services delivered or provided. The Group's reportable and operating segments under HKFRS 8 "Operating Segments" are as follows:

Property development – development and sale of properties

Property investment – lease of investment properties and provision of property management service

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

For the reporting period

Segments 分部	Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue			
External revenue	2,767,676	159,878	2,927,554
Segment profit	152,231	154,108	306,339
Other income			60
Other gains and losses			31,201
Change in fair value of financial assets at fair value through profit or loss ("FVTPL")			2,587
Change in fair value of derivative component of convertible bond			121,832
Unallocated corporate expenses			(6,584)
Finance costs			(71,740)
Profit before tax			383,695

6. 分部資料

為分配資源及評估分部業績而已向本集團行政總裁(主要營運決策者)定期報告的資料專注於交付或提供之商品及服務類型。本集團根據香港財務報告準則第8號「經營分部」的可報告及經營分部如下：

物業發展業務 – 物業發展及銷售

物業投資業務 – 出租投資物業及提供物業管理服務

分部收益及業績

以下為按可報告及經營分部劃分之本集團收益及業績分析：

報告期內

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

For the year ended 31 December 2020

6. 分部資料(續)

分部收益及業績(續)

截至二零二零年十二月三十一日止年度

Segments 分部		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue	分部收益			
External revenue	對外收益	3,096,792	128,296	3,225,088
Segment profit	分部溢利	601,948	239,543	841,491
Other income	其他收入			536
Other gains and losses	其他收益及虧損			51,430
Change in fair value of derivative component of convertible bond	可換股債券之衍生工 具部分之公平值 變動			48,339
Unallocated corporate expenses	未分配公司開支			(13,599)
Finance costs	融資成本			(73,068)
Profit before tax	除稅前溢利			855,129

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by each segment without allocation of part of other income, part of other gains and losses, change in fair value of financial assets at FVTPL, change in fair value of derivative component of convertible bond, unallocated corporate expenses and part of finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分部之會計政策與附註3所述之本集團之會計政策相同。分類業績指各分類賺取之溢利，並未就部分其他收入、部分其他收益及虧損、按公平值計入損益之財務資產之公平值變動、可換股債券之衍生工具部分之公平值變動、未分配公司開支及部分融資成本作出分配。此乃呈報予主要營運決策者作為資源分配和表現評估之計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

Segment assets

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Property development	物業發展	19,311,816	18,334,057
Property investment	物業投資	10,671,468	8,737,115
Total segment assets	分部資產總額	29,983,284	27,071,172
Unallocated assets:	未分配資產：		
Restricted/pledged bank deposits	受限制／已抵押銀行存款	-	51
Bank balances and cash	銀行結餘及現金	2,508	23,743
Unallocated corporate assets	未分配公司資產	2,906	13,461
Consolidated assets	綜合資產	29,988,698	27,108,427

Segment liabilities

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Property development	物業發展	21,672,314	18,785,017
Property investment	物業投資	2,243,191	2,297,436
Total segment liabilities	分部負債總額	23,915,505	21,082,453
Unallocated liabilities:	未分配負債：		
Debt component of convertible bond	可換股債券之債務部分	344,973	333,112
Derivative component of convertible bond	可換股債券之衍生工具部分	102,071	230,798
Promissory note	承兌票據	455,357	460,809
Unallocated corporate liabilities	未分配公司負債	65,131	94,550
Consolidated liabilities	綜合負債	24,883,037	22,201,722

6. 分部資料(續)

分部資產及負債

下表為本集團按可呈報及經營分部劃分之資產及負債分析：

分部資產

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
--	-----------------------------------	-----------------------------------

Property development	19,311,816	18,334,057
Property investment	10,671,468	8,737,115

Total segment assets	29,983,284	27,071,172
Unallocated assets:		
Restricted/pledged bank deposits	-	51
Bank balances and cash	2,508	23,743
Unallocated corporate assets	2,906	13,461

Consolidated assets	29,988,698	27,108,427
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分部負債

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
--	-----------------------------------	-----------------------------------

Property development	21,672,314	18,785,017
Property investment	2,243,191	2,297,436

Total segment liabilities	23,915,505	21,082,453
Unallocated liabilities:		
Debt component of convertible bond	344,973	333,112
Derivative component of convertible bond	102,071	230,798
Promissory note	455,357	460,809
Unallocated corporate liabilities	65,131	94,550

Consolidated liabilities	24,883,037	22,201,722
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Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Segment assets and liabilities (continued)

For the purposes monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain restricted/pledged bank deposits, bank balances and cash and unallocated corporate assets not attributable to respective segment.
- all liabilities are allocated to operating segments other than debt component of convertible bond, derivative component of convertible bond, promissory note and unallocated corporate liabilities not attributable to respective segment.

Other segment information

6. 分部資料(續)

分部資產及負債(續)

就監察分部業績及在分部間分配資源而言：

- 除不屬於各分部的若干受限制／已抵押銀行存款、銀行結餘及現金以及未分配公司資產外，所有資產均分配至經營分部。
- 所有負債均分配至經營分部，惟不屬於各分部的可換股債券之債務部分、可換股債券之衍生工具部分、承兌票據及未分配公司負債除外。

其他分部資料

For the reporting period
報告期內

	Property development	Property investment	Total reportable segment	Unallocated	Total
	物業發展	物業投資	分部總額	未分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amounts included in the measure of segment profit or loss or segment assets: 計量分部損益或分部資產時包括之金額：					
Addition of non-current assets 添置非流動資產	3,647	799,720	803,367	-	803,367
Bank interest income 銀行利息收入	3,426	58	3,484	10	3,494
Finance costs 融資成本	(105,818)	(607)	(106,425)	(71,740)	(178,165)
Depreciation of property, plant and equipment 物業、廠房及設備折舊	(8,327)	-	(8,327)	(97)	(8,424)
Depreciation of right-of-use assets 使用權資產折舊	(11,952)	-	(11,952)	(122)	(12,074)
Gain (loss) on disposal of property, plant and equipment 出售物業、廠房及設備之收益(虧損)	5	-	5	(167)	(162)
Loss on disposal of an investment property 出售投資物業之虧損	-	(237)	(237)	-	(237)
Change in fair value of financial assets at FVTPL 按公平值計入損益之財務資產之公平值變動	-	-	-	2,587	2,587
Gain of early termination of lease 提前終止租賃之收益	11	-	11	75	86
Change in fair value of investment properties 投資物業之公平值變動	-	9,499	9,499	-	9,499
Recovery of trade receivables written-off 貿易應收款項撇銷收回	8,141	-	8,141	-	8,141

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Other segment information (continued)

6. 分部資料 (續)

其他分部資料 (續)

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

	Property development	Property investment	Total reportable segment	Unallocated	Total
	物業發展	物業投資	分部總額	未分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:					
Addition of non-current assets	113,736	396,237	509,973	-	509,973
Bank interest income	1,444	54	1,498	259	1,757
Finance costs	(27,466)	(2,531)	(29,997)	(73,068)	(103,065)
Depreciation of property, plant and equipment	(9,507)	(252)	(9,759)	(128)	(9,887)
Depreciation of right-of-use assets	(27,929)	-	(27,929)	(1,543)	(29,472)
Gain on disposal of an investment property	-	2,975	2,975	-	2,975
Loss on disposal of financial assets at FVTPL	-	-	-	(4,076)	(4,076)
Gain on disposal of subsidiaries	-	19,638	19,638	-	19,638
Change in fair value of investment properties	-	18,161	18,161	-	18,161
Change in fair value of inventories of properties upon transfer to investment properties	-	82,858	82,858	-	82,858

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Geographical information

The following tables set out information about the Group's revenue from external customers by cities in the PRC, based on the location at which the properties are sold, properties are invested and services are provided. Information about its non-current assets is analysed by geographical location of assets.

Revenue from external customers:

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Nanping	南平	806,097	1,143,270
Xi'an	西安	825,298	681,585
Baoji	寶雞	547,316	583,763
Jilin	吉林	75,479	328,056
Shanghai	上海	561,019	243,144
Yongtai	永泰	–	153,876
Fuzhou	福州	112,345	91,394
		2,927,554	3,225,088

Non-current assets:

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fuzhou	福州	4,654,773	4,698,638
Shanghai	上海	3,813,571	3,418,051
Baoji	寶雞	1,545,340	1,534,233
Xiamen	廈門	186,200	–
Hangzhou	杭州	205,500	–
Yongtai	永泰	184,715	144,495
Xi'an	西安	30,502	30,355
Nanping	南平	2,515	4,645
Jilin	吉林	50	4,353
Hong Kong	香港	112	653
Others	其他	3,568	4,034
		10,626,846	9,839,457

Note: Non-current assets excluded deferred tax assets.

6. 分部資料(續)

地區資料

下表載列按出售物業、投資物業及提供服務所在中國城市劃分有關本集團來自外部客戶收益的資料。非流動資產資料按資產所在地理位置分析。

來自外部客戶的收益：

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Nanping	南平	806,097	1,143,270
Xi'an	西安	825,298	681,585
Baoji	寶雞	547,316	583,763
Jilin	吉林	75,479	328,056
Shanghai	上海	561,019	243,144
Yongtai	永泰	–	153,876
Fuzhou	福州	112,345	91,394
		2,927,554	3,225,088

非流動資產：

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fuzhou	福州	4,654,773	4,698,638
Shanghai	上海	3,813,571	3,418,051
Baoji	寶雞	1,545,340	1,534,233
Xiamen	廈門	186,200	–
Hangzhou	杭州	205,500	–
Yongtai	永泰	184,715	144,495
Xi'an	西安	30,502	30,355
Nanping	南平	2,515	4,645
Jilin	吉林	50	4,353
Hong Kong	香港	112	653
Others	其他	3,568	4,034
		10,626,846	9,839,457

附註：非流動資產不包括遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)

Information about major customers

There is no individual customer who contributed over 10% of the total revenue of the Group during the years ended 31 December 2021 and 2020.

7. OTHER INCOME

Bank interest income	銀行利息收入
Government grants	政府補助
Others	其他

2021

二零二一年

RMB'000

人民幣千元

2020

二零二零年

RMB'000

人民幣千元

3,494

318

2,906

1,757

595

901

6,718

3,253

During the year ended 31 December 2020, the Group recognised government grants of RMB478,000 in respect of Covid-19-related subsidies, which relates to Employment Support Scheme provided by the Hong Kong government.

截至二零二零年十二月三十一日止年度，本集團就與新型冠狀病毒相關之津貼確認政府補助人民幣478,000元，該補助與香港政府提供的就業支援計劃有關。

8. OTHER GAINS AND LOSSES

Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損
(Loss) gain on disposal of an investment property	出售投資物業之(虧損)收益
Gain on early termination of lease	提前終止租賃之收益
Change in fair value of financial assets at FVTPL	按公平值計入損益之財務資產之公平值變動
Exchange gain, net	匯兌收益，淨額
Gain on disposals of subsidiaries	出售附屬公司之收益
Others	其他

(162)

(237)

86

2,587

32,459

-

(1,137)

-

2,975

-

(4,076)

55,506

19,638

-

33,596

74,043

6. 分部資料(續)

有關主要客戶之資料

截至二零二一年及二零二零年十二月三十一日止年度，並無個別客戶對本集團總收益之貢獻超過10%。

7. 其他收入

2021

二零二一年

RMB'000

人民幣千元

2020

二零二零年

RMB'000

人民幣千元

3,494

318

2,906

1,757

595

901

6,718

3,253

截至二零二零年十二月三十一日止年度，本集團就與新型冠狀病毒相關之津貼確認政府補助人民幣478,000元，該補助與香港政府提供的就業支援計劃有關。

8. 其他收益及虧損

2021

二零二一年

RMB'000

人民幣千元

2020

二零二零年

RMB'000

人民幣千元

(162)

(237)

86

2,587

32,459

-

(1,137)

-

2,975

-

(4,076)

55,506

19,638

-

33,596

74,043

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

9. FINANCE COSTS

9. 融資成本

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Interests on bank and other borrowings	銀行及其他借貸之利息	722,899	462,559
Effective interests on convertible bond	可換股債券之實際利息	30,471	30,641
Effective interests on promissory note	承兌票據之實際利息	41,268	42,368
Interests on amount due to a related company	應付一間關連公司 款項之利息	53,310	23,925
Interests on contract liabilities	合約負債之利息	312,840	336,782
Interests on lease liabilities	租賃負債之利息	9	111
Total borrowing costs	總借貸成本	1,160,797	896,386
Less: amounts capitalised to inventories of properties	減：於物業存貨中資本化之金額	(922,007)	(709,513)
amounts capitalised to properties under development	於發展中物業之資本化之金額	-	(65,136)
amounts capitalised to investment properties under construction	於發展中投資物業中資本化之金額	(60,625)	(18,672)
		178,165	103,065

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 8.17% (2020: 8.41%) per annum to expenditure on qualifying assets.

年內資本化之借貸成本來自一般借貸，並按合資格資產之開支按資本化年率8.17%（二零二零年：8.41%）計算。

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

10. PROFIT BEFORE TAX

10. 除稅前溢利

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit before tax has been arrived at after charging (crediting):	除稅前溢利已扣除(計入):		
Auditor's remuneration	核數師薪酬	1,921	1,849
Directors' emoluments (note 12)	董事酬金(附註12)	3,512	3,394
Other staff costs	其他員工成本		
Staff salaries and allowances	員工薪金及津貼	165,856	143,511
Retirement benefit scheme contributions	退休福利計劃供款	10,568	1,436
Equity-settled share-based payments	權益結算以股份為基準之付款	-	322
Total other staff costs	其他員工成本總額	176,424	145,269
Less: amounts capitalised to inventories of properties	減: 於物業存貨中資本化之金額	(47,674)	(20,913)
amounts capitalised to properties under development	於發展中物業之資本化之金額	-	(975)
amounts capitalised to investment properties under construction	於發展中投資物業中資本化之金額	(1,315)	(3,690)
		127,435	119,691
Cost of inventories recognised as an expense	確認為開支之存貨成本	2,106,192	2,076,148
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,424	9,887
Depreciation of right-of-use assets	使用權資產折舊	12,074	29,472
Reversal of write-down of inventories of properties (included in cost of sales and services)	物業存貨撇減撥回(計入銷售及服務成本)	-	(247)
Gross rental income from investment properties	投資物業產生之租金收入總額	(144,400)	(117,822)
Less: direct operating expenses from investment properties that generated rental income during the year	減: 年內來自產生租金收入之投資物業之直接經營開支	6,893	7,674
		(137,507)	(110,148)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

11. INCOME TAX EXPENSE

11. 所得稅開支

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current tax:	本期稅項：		
Enterprise Income Tax ("EIT") in the PRC	中國企業所得稅 (「企業所得稅」)	90,522	127,847
Land Appreciation Tax ("LAT")	土地增值稅 (「土地所得稅」)	90,311	108,309
		180,833	236,156
Under provision in prior years:	過往年度撥備不足：		
EIT in the PRC	中國企業所得稅	3,972	2,627
Deferred tax (note 19)	遞延稅項(附註19)	(6,528)	75,443
		178,277	314,226

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both years.

於兩年內香港利得稅按估計應課稅溢利的16.5%計算。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個年度內之稅率為25%。

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulation. LAT has been provided at ranges of progressive rate of the appreciation value, with certain allowable exemptions and deductions.

土地增值稅撥備乃根據中國相關稅務法律及法規的規定估計。土地增值稅乃就增值部分按累進稅率作出撥備，並可扣除若干項目。

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11. INCOME TAX EXPENSE (continued)

The income tax expense for the year can be reconciled to the profit before tax per consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅開支(續)

綜合損益及其他全面收益表內年內所得稅開支與除稅前溢利之對賬如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	383,695	855,129
Tax charge at the applicable tax rate of 25% (2020: 25%)	按適用稅率25%計算之稅項(二零二零年: 25%)	95,924	213,782
Tax effect of expenses not deductible for tax purpose	就稅務目的而言不可扣減開支之稅務影響	25,056	22,489
Tax effect of income not taxable for tax purpose	就稅務目的而言毋須課稅收入之稅務影響	(31,032)	(24,037)
Under provision in prior years	過往年度撥備不足	3,972	2,627
Tax effect of tax losses not recognised	概無確認稅項虧損之稅務影響	55,994	47,398
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	(35,366)	(27,189)
LAT	土地增值稅	90,311	108,309
Tax effect of LAT	土地增值稅之稅務影響	(22,578)	(27,077)
Effect of different tax rate of subsidiaries operating in other jurisdictions	於其他司法權區經營業務之附屬公司按不同稅率課稅之影響	(4,004)	(2,076)
Income tax expense for the year	年內所得稅開支	178,277	314,226

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12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION

Details of the emoluments paid or payable to the directors of the Company during the year are as follows:

12. 董事、主要行政人員及僱員酬金

年／期內已付或應付本公司董事的酬金詳情如下：

		Fees	Salaries and allowances	Retirement benefit scheme contributions	Equity-settled share-based payments	Total
		袍金	薪金及津貼	退休福利計劃供款	權益結算以股份為基準之付款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the reporting period	報告期內					
Chairman	主席					
Guo Jiadi	郭加迪	1,489	124	-	-	1,613
Executive directors:	執行董事：					
Amika Lan E Guo	Amika Lan E Guo	-	860	15	-	875
Wang Chao	王超	-	836	-	-	836
Independent non-executive directors:	獨立非執行董事：					
Chan Yee Ping, Michael	陳貽平	66	-	-	-	66
Ma Shujuan	馬淑娟	60	-	-	-	60
Lam Wai Fung (appointed on 10 April 2021)	林偉峰 (於二零二一年四月十日獲委任)	48	-	-	-	48
Zheng Yurui (resigned on 10 April 2021)	鄭玉瑞 (於二零二一年四月十日辭任)	14	-	-	-	14
		1,677	1,820	15	-	3,512

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12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

12. 董事、主要行政人員及僱員酬金 (續)

		Fees	Salaries and allowances	Retirement benefit scheme contributions	Equity-settled share-based payments	Total
		袍金	薪金及津貼	退休福利計劃供款	權益結算以股份為基準之付款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度					
Chairman	主席					
Guo Jiadi	郭加迪	1,600	133	-	19	1,752
Executive directors:	執行董事:					
Amika Lan E Guo	Amika Lan E Guo	-	925	16	41	982
Wang Chao	王超	-	394	-	-	394
Independent non-executive directors:	獨立非執行董事:					
Chan Yee Ping, Michael	陳貽平	71	-	-	-	71
Zheng Yurui	鄭玉瑞	53	-	-	41	94
Ma Shujuan	馬淑娟	60	-	-	41	101
		1,784	1,452	16	142	3,394

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

以上所示執行董事之酬金為彼等予本公司及本集團有關管理事務之服務酬金。

The non-executive director's and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

以上所示非執行董事及獨立非執行董事之酬金為彼等作為本公司董事之服務酬金。

Mr. Guo Jiadi is also the Chief Executive of the Company and his remuneration disclosed above includes those for services rendered by him as the Chief Executive.

郭加迪先生亦為本公司行政總裁及上文披露之酬金包括彼作為行政總裁提供之服務酬金。

No directors waive any emolument during the current year or the prior year and none of the directors have received any inducement pay for joining or upon joining the Company.

於本年度或上一年度概無董事放棄任何酬金，且概無任何董事就加入或加入本公司時而收取任何獎勵。

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12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' REMUNERATION (continued)

Employees' remuneration

The five highest paid employees of the Group during the year included three directors (2020: one director), details of whose remuneration are set out in the note 12 above. Details of the remuneration for the year of the remaining two (2020: four) high paid employees who are neither a director nor chief executive of the Company are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	4,196	3,982
Retirement benefits scheme contributions	退休福利計劃供款	202	604
Equity-settled share-based payments	權益結算以股份為基準之 付款	-	27
		4,398	4,613

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2021 二零二一年 No. of employees 僱員數目	2020 二零二零年 No. of employees 僱員數目
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	4
HK\$4,000,001 to HK\$5,000,000	4,000,001港元至 5,000,000港元	1	-

13. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the reporting period, nor has any dividend been proposed since the end of the reporting period (2020: Nil).

12. 董事、主要行政人員及僱員酬金(續)

僱員酬金

年內，本集團五名最高薪僱員包括三名董事(二零二零年：一名董事)，其酬金詳情載于上文附註12。其餘兩名(二零二零年：四名)非本公司董事或行政總裁之高薪僱員的酬金詳情如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	4,196	3,982
Retirement benefits scheme contributions	退休福利計劃供款	202	604
Equity-settled share-based payments	權益結算以股份為基準之 付款	-	27
		4,398	4,613

並非本公司董事且薪酬介乎以下範圍之最高薪僱員人數如下：

		2021 二零二一年 No. of employees 僱員數目	2020 二零二零年 No. of employees 僱員數目
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	4
HK\$4,000,001 to HK\$5,000,000	4,000,001港元至 5,000,000港元	1	-

13. 股息

於報告期內並無派付或建議派付股息予本公司普通股股東，亦無於報告期間結算日後建議派付任何股息(二零二零年：無)。

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14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings figures are calculated as follows:

14. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

盈利數據乃根據以下計算：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	169,707	420,503
Effect of dilutive potential ordinary shares on convertible bond	有關可換股債券潛在普通股之攤薄影響	(108,693)	(53,043)
Earnings for the purpose of diluted earnings per share	用於計算每股攤薄盈利之盈利	61,014	367,460
Number of shares	股份數目	2021 二零二一年 '000 千股	2020 二零二零年 '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之普通股加權平均數	5,087,441	5,087,208
Effect of dilutive potential ordinary shares:	有關潛在普通股之攤薄影響：		
Convertible bond	可換股債券	1,213,592	1,213,592
Share options	購股權	22,637	28,215
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用於計算每股攤薄盈利之普通股加權平均數	6,323,670	6,329,015

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Notes 附註	Leasehold land and buildings 租賃土地及 樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃物業 裝修 RMB'000 人民幣千元	Furnitures, office equipment and motor vehicles 傢俬、辦公室 設備及汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本					
At 1 January 2020	於二零二零年一月一日		12,142	37,170	48,946	98,258
Exchange adjustments	匯兌調整		-	(126)	(297)	(423)
Additions	添置		-	2,964	2,435	5,399
Acquired on acquisition of subsidiaries	收購附屬公司時收購	31	-	-	150	150
Transfer from inventories of properties	轉撥自物業存貨	20	41,146	-	-	41,146
Disposal of subsidiaries	出售附屬公司	32	-	(22,215)	(10,459)	(32,674)
At 31 December 2020	於二零二零年十二月三十一日		53,288	17,793	40,775	111,856
Exchange adjustments	匯兌調整		-	(61)	(145)	(206)
Additions	添置		-	2,478	1,169	3,647
Disposals	出售		-	(204)	(641)	(845)
At 31 December 2021	於二零二一年十二月三十一日		53,288	20,006	41,158	114,452
ACCUMULATED DEPRECIATION	累計折舊					
At 1 January 2020	於二零二零年一月一日		3,938	18,334	33,725	55,997
Exchange adjustments	匯兌調整		-	(114)	(283)	(397)
Provided for the year	本年度撥備		451	5,658	3,778	9,887
Eliminated on disposal of subsidiaries	出售附屬公司時對銷	32	-	(13,534)	(7,242)	(20,776)
At 31 December 2020	於二零二零年十二月三十一日		4,389	10,344	29,978	44,711
Exchange adjustments	匯兌調整		-	(56)	(138)	(194)
Provided for the year	本年度撥備		1,100	4,293	3,031	8,424
Eliminated on disposal	出售時抵銷		-	(37)	(558)	(595)
At 31 December 2021	於二零二一年十二月三十一日		5,489	14,544	32,313	52,346
CARRYING VALUES	賬面值					
At 31 December 2021	於二零二一年十二月三十一日		47,799	5,462	8,845	62,106
At 31 December 2020	於二零二零年十二月三十一日		48,899	7,449	10,797	67,145

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15. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over shorter of lease term or 40 years
Leasehold improvements	Over shorter of lease term or 5 years
Furnitures, office equipment and motor vehicles	19% – 32%

The Group pledged property, plant and equipment of RMB813,000 as at 31 December 2020 to secure bank and other borrowings of the Group.

15. 物業、廠房及設備 (續)

上述物業、廠房及設備項目經計及剩餘價值後以直線法按以下年率折舊：

租賃土地及樓宇	按較短租期或40年
租賃物業裝修	按較短租期或5年
傢俬、辦公室設備及汽車	19% - 32%

於二零二零年十二月三十一日，本集團將人民幣813,000元之物業、廠房及設備抵押，作為本集團銀行及其他借貸的擔保。

16. RIGHT-OF-USE ASSETS

16. 使用權資產

		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2021	於二零二一年十二月三十一日			
Carrying amount	賬面值	-	-	-
As at 31 December 2020	於二零二零年十二月三十一日			
Carrying amount	賬面值	859,503	801	860,304
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度			
Depreciation charge	折舊費用	11,690	384	12,074
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度			
Depreciation charge	折舊費用	27,271	2,201	29,472
			2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Expense relating to short-term leases	有關短期租賃之開支		26	151
Total cash outflow for leases	租賃之現金流出總額		399	2,640
Additions to right-of-use assets	增加使用權資產		-	162

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16. RIGHT-OF-USE ASSETS (continued)

For both years, the Group leases various offices and dormitory for its operations. Lease contracts are entered into for fixed term of 12 months to 3 years (2020: 12 months to 3 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for offices and dormitory.

In addition, lease liabilities of RMB860,000 are recognised with related right-of-use assets of RMB801,000 as at 31 December 2020. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

During the reporting period, right-of-use assets of RMB847,813,000 (2020: RMB121,413,000) on which the properties under development located were transferred to investment properties upon change in use as evidenced by commencement of a new development plan. During the year, due to a supplementary land-use construction agreement signed with the local government strategic planning department, the Group changed its development plan to construction of residential apartments for rental purposes (2020: inception of relevant rental agreements).

As at 31 December 2020, the Group pledged its right-of-use assets amounting to RMB859,503,000 to secure the banking facilities granted to the Group.

16. 使用權資產 (續)

於兩個年度內，本集團租賃多間辦公室及宿舍以供營運之用。所訂立租賃合約的固定期限為十二個月至三年（二零二零年：十二個月至三年）。租期按個別基準協商確定，其中包含不同條款及條件。於釐定租期及評估不可撤銷期限時，本集團採用合約定義並釐定合約的可強制執行期。

本集團就辦公室及宿舍訂立短期租約。

此外，於二零二零年十二月三十一日，確認租賃負債人民幣860,000元，其中相關使用權資產人民幣801,000元。除出租人所持租賃資產之保證權益外，租賃協議並無施加任何條款。租賃資產不得用作借貸之擔保品。

使用權資產按直線法基準於其估計使用年期及租期（以較短者為準）內計提折舊。

報告期內使用權資產人民幣847,813,000元（二零二零年：人民幣121,413,000元）連同所在發展中物業已轉撥至變更新用途後之投資物業，可由新發展計劃的啟動佐證。於年內，因與當地政府戰略規劃部門簽訂土地使用建築補充協議，本集團將發展計劃改為建設出租住宅公寓（二零二零年：相關租賃協議開始）。

於二零二零年十二月三十一日，本集團抵押其使用權資產人民幣859,503,000元，作為本集團獲授銀行信貸之擔保。

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17. INVESTMENT PROPERTIES

The Group leases out shopping malls, hotels, office units, commercial units, residential units, kindergartens and car parking under operating leases with rentals payable monthly or quarterly. The leases typically run for a fixed period of one to twenty-five years (2020: one to twenty-five years). Certain leases of properties contain variable lease payment that are based on 7 to 14% (2020: 7 to 14%) sales and minimum annual lease payment that are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

17. 投資物業

本集團出租經營租賃項下之購物商場、酒店、辦公單位、商業單位、住宅單位、幼兒園及停車位，且租金按月或季度支付。租期通常為固定，介乎一至二十五年（二零二零年：一至二十五年）。若干物業租賃包含基於7%至14%（二零二零年：7%至14%）的多種租賃付款及於租期內固定的最低年度租賃付款。

本集團因租賃安排而面臨外幣風險，原因為所有租賃均以集團實體之相關功能貨幣計值。租約並無涵蓋剩餘價值擔保及／或承租人於租期結束時購買該物業之選擇。

		Investment properties	Investment properties	Investment properties	Total
		under construction	under development	under development	Total
		投資物業	投資物業	投資物業	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
FAIR VALUE	公平值				
At 1 January 2020	於二零二零年一月一日	6,222,740	1,229,000	7,451,740	
Additions	添置	196,940	199,297	396,237	
Transfer from right-of-use assets (note 16)	轉撥自使用權資產(附註16)	121,413	-	121,413	
Transfer from properties under development (note 18)	轉撥自發展中物業(附註18)	559,589	-	559,589	
Transfer from inventories of properties (note 20)	轉撥自物業存貨(附註20)	-	144,000	144,000	
Transfer upon completion of construction work	建築工程完工時轉撥	1,428,297	(1,428,297)	-	
Increase in fair value recognised in profit or loss	於損益確認公平值增加	18,161	-	18,161	
Disposals	出售	(9,700)	-	(9,700)	

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綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

17. INVESTMENT PROPERTIES (continued)

17. 投資物業 (續)

		Investment properties	Investment properties under construction 發展中 投資物業	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2020	於二零二零年 十二月三十一日	8,537,440	144,000	8,681,440
Additions	添置	245,460	554,260*	799,720
Transfer from right-of-use assets (note 16)	轉撥自使用權資產(附註16)	–	847,813	847,813
Transfer from properties under development (note 18)	轉撥自發展中物業(附註18)	–	230,568	230,568
Increase in fair value recognised in profit or loss	於損益確認公平值增加	7,340	2,159	9,499
Disposals	出售	(4,300)	–	(4,300)
At 31 December 2021	於二零二一年 十二月三十一日	8,785,940	1,778,800	10,564,740

* Amounts includes payments for leasehold land of RMB191,580,000 during the reporting period.

* 該金額包括報告期內的租賃土地付款人民幣191,580,000元。

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17. INVESTMENT PROPERTIES (continued)

All of the Group's property interests held to earn rentals are classified and accounted for as investment properties and are measured using the fair value model.

The fair value of the Group's investment properties as at 31 December 2021 have been arrived at on the basis of a valuation carried out on the respective dates by Graval Consulting Limited ("Graval Consulting") (2020: Ravia Global Appraisal Advisory Limited ("Ravia Global")), independent professional valuers not connected to the Group.

The Group engages third party valuers to perform the valuation. The Group's management has discussions with the external valuers on the valuation assumptions, techniques, inputs and results when the valuation is performed for annual financial reporting.

During the reporting period, there was change of valuation techniques for certain of the Group's investment properties from direct comparison approach to income capitalisation approach. The reason of change is that the directors of the Company believe income capitalisation approach is more representative of fair value in the current circumstance. The change in valuation technique did not result in significant changes in fair value of the related properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties as at 31 December 2021 and 2020 are determined. The valuation technique used and the key unobservable inputs to valuation of the investment properties categorised within Level 3 of the fair value hierarchy are as follows:

17. 投資物業 (續)

本集團按經營租賃持有以賺取租金的所有物業權益，乃分類及以投資物業入賬，並以公平值模式計量。

於二零二一年十二月三十一日，本集團投資物業的公平值乃按與本集團無關連之獨立專業估值師博(「博浩企業顧問」)浩企業顧問有限公司(二零二零年：瑞豐環球評值顧問有限公司(「瑞豐環球」))於各日期進行的估值而釐定。

本集團委聘第三方估值師履行該估值。於就年度財務報告進行估值時，本集團管理層已與外部估值師討論估值假設、技術、輸入數據及結果。

報告期內本集團若干投資物業的估值技術由直接比較法變更為收入資本化法。該變更乃由於本公司董事認為收益資本化法在目前的情況下更能代表公平值。估值技術的變更並無導致相關物業的公平值發生重大變化。

於估計該等物業之公平值時，該等物業之最高及最佳用途為其當前用途。

下表詳列於二零二一年及二零二零年十二月三十一日該等投資物業之公平值釐定方式。分類至公平值等級第三級之投資物業估值所用估值技術及主要輸入數據如下：

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17. INVESTMENT PROPERTIES (continued)

At 31 December 2021

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值 RMB'000 人民幣千元	公平值 層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
Investment properties, including office units, hotels, residential units and car parking	Fujian: 1,115,700 Shanghai: 65,300	Level 3	Direct comparison method* – based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property.	Adjusted market unit rate (Adjustment taking into account the differences in location and level)	Fujian: 1. Office units RMB20,000 per square metre ("sqm"); 2. Hotels units RMB17,300 per sqm; 3. Car parking, RMB150,000 per unit. Shanghai: 1. Residential units, RMB150,000 per sqm;	An increase in the adjusted market unit rate used would result in an increase in fair value, and vice versa.
投資物業，包括辦公單位、酒店、住宅單位及停車位	福建：1,115,700 上海：65,300	第三級	直接比較法* – 根據類似物業之市場可觀察交易及經調整，以反映標的物業之狀況。	經調整市場單位比率（經計及位置及水平差異後調整）。	福建： 1. 辦公單位每平方米（「平方米」）人民幣20,000元； 2. 酒店單位每平方米人民幣17,300元； 3. 停車位每個人民幣150,000元。 上海： 1. 住宅單位每平方米人民幣150,000元；	所用經調整市場單位比率增加將導致公平值增加，反之亦然。

17. 投資物業 (續)

於二零二一年十二月三十一日

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques
		公平值層級	
本集團持有之投資物業	公平值 RMB'000 人民幣千元		估值技術

Investment properties, including shopping malls, commercial units, residential units, office units, hotels, kindergartens, and car parking	Fujian: 3,536,490 Shanghai: 2,502,320 Other: 1,566,130	Level 3	Income capitalisation approach – income capitalisation of the net income.
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投資物業，包括購物商場、商業單位、住宅單位、辦公單位、酒店、幼兒園及停車位	福建：3,536,490 上海：2,502,320 其他：1,566,130	第三級	收入資本化法 – 收入淨額資本化。
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17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

Significant unobservable inputs	Range
重大不可觀察輸入數據	範圍

Discount rate	Fujian:
Rental value	1. Shopping malls and commercial units, range from RMB105 to RMB330 per sqm per month and discount rate range from 4.5% to 5%;
	2. Residential unit, at RMB67 per sqm per month and discount rate from 1% to 1.5%;
	3. Kindergartens, RMB30 per sqm per month and discount range from 5.5% to 6%.

折現率	福建：
租金價值	1. 購物商場及商業單位介乎每月每平方米人民幣105元至人民幣330元，折現率介乎4.5%至5%；
	2. 住宅單位每月每平方米人民幣67元，折現率介乎1%至1.5%；
	3. 幼兒園每月每平方米人民幣30元，折現率介乎5.5%至6%。

Relationship of unobservable inputs to fair value
不可觀察輸入數據與公平值的關係

The higher the discount rate, the lower the fair value.
The higher the rental value, the higher the fair value.

折現率越高，公平值越低。
租金價值越高，公平值越高。

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For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值	公平值 層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
	RMB'000 人民幣千元					

17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

Shanghai:

1. Shopping malls and commercial units, range from RMB185 to RMB350 per sqm; discount rate range from 3.5% to 4%;
2. Office units, range from RMB105 to RMB130 per sqm; discount rate range from 3.5% to 4%;
3. Hotels, RMB95 per sqm; discount rate range from 3.5% to 4%.

上海:

1. 購物商場及商業單位介乎每平方米人民幣185元至人民幣350元; 折現率介乎3.5%至4%;
2. 辦公單位介乎每平方米人民幣105元至人民幣130元; 折現率介乎3.5%至4%;
3. 酒店每平方米人民幣95元; 折現率介乎3.5%至4%。

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For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties held by the Group	Fair value	Fair value hierarchy		Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
		公平值	層級				
本集團持有之投資物業	公平值						
	RMB'000						
	人民幣千元						

17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

Others:

1. Shopping malls and commercial units, range from RMB85 to RMB110 per square metre ("sqm"); discount rate range from 4.5% to 7%
2. Hotel units, range from RMB40 to RMB44 per square metre; discount rate 5.5% to 6%
3. Office, RMB50 per sqm; discount rate 6.5% to 7%
4. Kindergarten, range from RMB19 to RMB41 per sqm; discount rate 5% to 6%

其他：

1. 購物商場及商業單位介乎每平方米(「平方米」)人民幣85元至人民幣110元；折現率介乎4.5%至7%
2. 酒店單位介乎每平方米人民幣40元至人民幣44元；折現率介乎5.5%至6%
3. 辦公室每平方米人民幣50元；折現率介乎6.5%至7%
4. 幼兒園介乎每平方米人民幣19元至人民幣41元，折現率介乎5%至6%

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17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值	公平值層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
	RMB'000 人民幣千元					
Investment properties under construction, including office units, hotel, residential units and car parking	Fujian: 370,600 Shanghai: 1,202,700 Other: 205,500	Level 3	Direct comparison method* – based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property.	1. Adjusted market unit rate (Adjustment taking into account the differences in location and level); 2. Estimated total construction cost (Estimation taking into account the cost of construction and installation and decoration cost).	Fujian: 1. Hotel units, range from RMB8,000 to 9,500 per sqm. Shanghai: 1. Office units and hotels, at the land price of RMB12,500 per sqm;	An increase in the adjusted market unit rate used would result in an increase in fair value, and vice versa An increase in the estimated construction cost would result in a decrease in fair value, and vice versa
在建投資物業，包括辦公單位、住宅單位及停車位	福建：370,600 上海：1,202,700 其他：205,500	第三級	直接比較法* – 根據類似物業之市場可觀察交易及經調整，以反映標的物業之狀況。	1. 經調整市場單位比率（經計及位置及水平差異後調整）； 2. 估計總建築成本（估計計及建築成本及安裝及裝修成本）。	福建： 1. 酒店單位介乎每平方米人民幣8,000元至人民幣9,500元。 上海： 1. 辦公單位及酒店，土地價格每平方米人民幣12,500元；	所用經調整市場單位比率增加將導致公平值增加，反之亦然。 估計建築成本增加將導致公平值減少，反之亦然。

17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

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For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties held by the Group	Fair value	Fair value hierarchy		Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
		Level	Inputs				
本集團持有之投資物業	公平值	層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係	
	RMB'000						
	人民幣千元						

17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

Others:

1. Residential units, at RMB14,600 per sqm;
2. Car parking, at RMB90,000 per unit.
3. commercial units, RMB17,000 per square metre ("sqm");

Estimated total construction cost to complete amount to RMB339,848,773.

其他：

1. 住宅單位每平方米人民幣14,600元；
2. 停車位每個人民幣90,000元。
3. 商業單位每平方米(「平方米」)人民幣17,000元；

估計總建築成本以完成建設為人民幣339,848,773元。

Total	10,564,740
總計	

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17. INVESTMENT PROPERTIES (continued)

At 31 December 2020

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
本集團持有之投資物業	公平值 RMB'000 人民幣千元	公平值 層級	估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
Investment properties, including shopping malls, commercial units, office units, hotels, kindergartens, and car parking	Fujian: 4,695,740 Shanghai: 2,283,300 Other: 1,558,400	Level 3	Direct comparison method* – based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property.	Adjusted market unit rate (Adjustment taking into account the differences in location and level).	Fujian: 1. Shopping malls and commercial units, range from RMB16,900 to RMB70,500 per sqm; 2. Office units RMB25,500 per sqm; 3. Hotels units, range from RMB18,000 to RMB25,500 per sqm; 4. Kindergarten, RMB3,430 per sqm; 5. Residential unit, RMB23,000 per sqm 6. Car parking, RMB150,000 per unit.	A significant increase in the adjusted market unit rate used would result in a significant increase in fair value, and vice versa.
投資物業，包括購物商場，商業單位，辦公單位，酒店，幼兒園及停車位	福建：4,695,740 上海：2,283,300 其他：1,558,400	第三級	直接比較法* – 根據類似物業之市場可觀察交易及經調整，以反映標的物業之狀況。	經調整市場單位比率（經計及位置及水平差異後調整）。	福建： 1. 購物商場及商業單位介乎每平方米人民幣16,900元至人民幣70,500元； 2. 辦公單位每平方米人民幣25,500元； 3. 酒店單位，介乎每平方米人民幣18,000元至人民幣25,500元； 4. 幼兒園每平方米人民幣3,430元； 5. 住宅單位每平方米人民幣23,000元 6. 停車位每個人民幣150,000元。	所用經調整市場單位比率大幅增加將導致公平值大幅增加，反之亦然。

17. 投資物業 (續)

於二零二零年十二月三十一日

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17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties
held by the Group

本集團持有之投資物業

Fair value

Fair value

公平值

公平值

RMB'000

人民幣千元

Fair value

hierarchy

公平值

層級

估值技術

Valuation techniques

估值技術

Significant

unobservable inputs

重大不可觀察輸入數據

Range

範圍

Relationship of
unobservable

inputs to fair value

不可觀察輸入數據與公平

值的關係

17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

Shanghai:

1. Shopping malls and commercial units, range from RMB50,000 to RMB50,300 per sqm;
2. Office units RMB28,000 per sqm;
3. Hotels units, RMB23,000 per sqm;
4. Car parking, RMB150,000 per unit

上海：

1. 購物商場及商業單位
介乎每平方米
人民幣50,000元至
人民幣50,300元；
2. 辦公單位每平方米
人民幣28,000元；
3. 酒店單位每平方米
人民幣23,000元；
4. 停車位每個
人民幣150,000元

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17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties held by the Group	Fair value	Fair value hierarchy		Valuation techniques	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
		公平值	層級				
本集團持有之投資物業	公平值			估值技術	重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係
	RMB'000						
	人民幣千元						

17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

Other:

1. Shopping malls and commercial units, range from RMB6,700 to RMB28,000 per sqm;
2. Office units range from RMB5,800 to RMB6,500 per sqm;
3. Hotels units, range from RMB8,200 to RMB11,400 per sqm
4. Kindergarten, range from RMB3,000 to RMB12,300 per sqm;
5. Car parking, RMB70,000 per unit

其他：

1. 購物商場及商業單位介乎每平方米人民幣6,700元至人民幣28,000元；
2. 辦公單位介乎每平方米人民幣5,800元至人民幣6,500元；
3. 酒店單位介乎每平方米人民幣8,200元至人民幣11,400元；
4. 幼兒園介乎每平方米人民幣3,000元至人民幣12,300元；
5. 停車位每個人民幣70,000元

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綜合財務報表附註

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17. INVESTMENT PROPERTIES (continued)

At 31 December 2021 (continued)

Investment properties held by the Group	Fair value	Fair value hierarchy	Valuation techniques
		公平值層級	
本集團持有之投資物業	公平值 RMB'000 人民幣千元		估值技術

Investment properties under construction, including hotels and car parking	Fujian: 144,000	Level 3	Direct comparison method* – based on market observable transactions of similar properties and adjusted to reflect the conditions of the subject property.
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在建投資物業，包括酒店及停車位	福建：144,000	第三級	直接比較法* – 根據類似物業之市場可觀察交易及經調整，以反映標的物業之狀況。
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Total	8,681,440
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* The fair values of certain investment properties at 31 December 2021 and 2020 were determined by reference to the analysis of recent market sales evidence of similar properties compared with the premises under valuation (the "Subject"). Each comparable is analysed on the basis of its market unit rate; each attribute of the comparable is then compared with the Subject and where there is a difference, the unit rate is adjusted in order to arrive at the appropriate market unit rate for the Subject.

17. 投資物業 (續)

於二零二一年十二月三十一日 (續)

Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
重大不可觀察輸入數據	範圍	不可觀察輸入數據與公平值的關係

1 Adjusted market unit rate (Adjustment taking into account the differences in location and level);	Fujian: 1. Hotels, range from RMB6,400 to RMB8,000 per sqm;	A significant increase in the adjusted market unit rate used would result in a significant increase in fair value, and vice versa.
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2. Estimated total construction cost (Estimation taking into account the cost of construction and installation and decoration cost).	Estimated total construction cost to complete amount to RMB316,832,000.	A significant increase in the estimated construction cost would result in a significant decrease in fair value, and vice versa.
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1. 經調整市場單位比率 (經計及位置及水平差異後調整)；	福建：1. 酒店單位介乎每平方米人民幣6,400元至人民幣8,000元；	所用經調整市場單位比率大幅增加將導致公平值大幅增加，反之亦然。
2. 估計總建築成本 (估計計及建築成本及安裝及裝修成本)。	估計總建築成本以完成建設為人民幣316,832,000元。	估計建築成本大幅增加將導致公平值大幅減少，反之亦然。

* 於二零二一年及二零二零年十二月三十一日，若干投資物業之公平值乃經參考類似物業之近期市場銷售實證與估值物業（「標的」）進行比較分析後釐定。各可資比較乃按其市場單位比率分析；可資比較之各項屬性其後與標的進行比較，倘存在差異，則調整單位比率以令標的達致適當市場單位比率。

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17. INVESTMENT PROPERTIES (continued)

There were no transfers into or out of Level 3 during both years.

As at 31 December 2021, the Group pledged its investment properties with carrying amount of RMB8,760,499,000 (2020: RMB7,848,300,000) to secure the banking facilities granted to the Group.

18. PROPERTIES UNDER DEVELOPMENT

The properties under development were located in the PRC.

During the reporting period, the Group transferred properties under development of RMB230,568,000 and the relevant right-of-use assets of RMB847,813,000 to investment properties under construction and the details are disclosed in note 16. The aggregate difference of the fair value of the properties under development and right-of-use assets at the date of transfer over their carrying amounts are insignificant.

During the year ended 31 December 2020, properties under development of RMB157,629,000 and the relevant right-of-use assets of RMB121,413,000, on which the properties under development located were transferred to investment properties upon change in use as evidenced by inception of relevant rental agreements. The aggregate difference of the fair value of the properties under development and right-of-use assets at the date of transfer over their carrying amounts amounted to RMB401,960,000 during the year ended 31 December 2020, were recognised in other comprehensive income. The fair value at the date of transfer was determined based on the professional valuation carried out by Ravia Global.

As at 31 December 2020, the Group pledged its properties under development amounted of RMB230,568,000 to secure the banking facilities granted to the Group.

17. 投資物業(續)

於兩個年度內，概無轉入或轉入第三級。

於二零二一年十二月三十一日，本集團已抵押其賬面值為人民幣8,760,499,000元(二零二零年：人民幣7,848,300,000元)之投資物業，以為向本集團授出之銀行信貸提供抵押。

18. 發展中物業

發展中物業位於中國。

於報告期內本集團將發展中物業人民幣230,568,000元及相關使用權資產人民幣847,813,000元轉撥至在建投資物業，詳情披露於附註16。開發中物業及使用權資產於轉撥日期之公平值與其賬面值之總差額並不重大。

截至二零二零年十二月三十一日止年度，發展中物業人民幣157,629,000元及相關使用權資產人民幣121,413,000元連同所在發展中物業已於相關租賃協議開始證明之用途變更後轉撥至投資物業。截至二零二零年十二月三十一日止年度，開發中物業及使用權資產於轉撥日期之公平值與其賬面值之總差額人民幣401,960,000元已於其他全面收入確認。於轉撥日期之公平值乃根據瑞豐環球進行之專業估值釐定。

於二零二零年十二月三十一日，本集團已抵押其發展中物業人民幣230,568,000元，以為向本集團授出之銀行信貸提供抵押。

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19. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	(56,373)	(29,231)
Deferred tax liabilities	遞延稅項負債	1,389,621	1,369,007
		1,333,248	1,339,776

19. 遞延稅項

為於綜合財務狀況表呈列，若干遞延稅項資產及負債已抵銷。就財務呈報目的遞延稅項結餘之分析如下：

The deferred tax liabilities (assets) recognised by the Group and movements thereon during the current and prior years:

本年度及過往年度本集團確認之遞延稅項負債(資產)及其變動如下：

		Change in fair value of investment properties	Tax losses	Accumulated tax depreciation	Temporary differences of provision of LAT	Temporary differences on contract costs	Temporary difference interest expense on contract liabilities	Write-down of inventories	Total
		投資物業之公平值變動	稅項虧損	累計稅項折舊	增值稅撥備之暫時差異	合約成本之暫時差異	利息開支合約負債之暫時差異	撇減存貨	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	1,122,249	(57,706)	93,045	(11,368)	20,538	(303)	(2,612)	1,163,843
Charge (credit) to profit or loss for the year (note 11)	扣除自(計入)年內損益(附註11)	24,091	40,229	18,361	(4,053)	(3,540)	293	62	75,443
Charge to other comprehensive income	於其他全面收益扣除	100,490	-	-	-	-	-	-	100,490
At 31 December 2020	於二零二零年十二月三十一日	1,246,830	(17,477)	111,406	(15,421)	16,998	(10)	(2,550)	1,339,776
Charge (credit) to profit or loss for the year (note 11)	扣除(計入)自年內損益(附註11)	1,851	(14,824)	22,781	(1,099)	10,557	(25,794)	-	(6,528)
At 31 December 2021	於二零二一年十二月三十一日	1,248,681	(32,301)	134,187	(16,520)	27,555	(25,804)	(2,550)	1,333,248

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19. DEFERRED TAX (continued)

As at 31 December 2021, the Group had unused tax losses of RMB325,092,000 (2020: RMB313,558,000) available to offset against future profits. A deferred tax asset has been recognised in respect of RMB129,204,000 (2020: RMB69,908,000) of such tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of RMB195,888,000 (2020: RMB243,650,000) due to the unpredictability of future profits streams. The unrecognised tax losses will expire gradually within 5 years to year 2026 (2020: within 5 years to year 2025).

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for the year in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to RMB1,949,078,000 (2020: RMB1,700,620,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

20. INVENTORIES OF PROPERTIES

Completed properties for sale	已落成之待售物業
Properties under development for sale	待售發展中物業

19. 遞延稅項(續)

於二零二一年十二月三十一日，本集團有未動用稅項虧損人民幣325,092,000元(二零二零年：人民幣313,558,000元)可用作抵銷未來溢利。就該等稅項虧損中人民幣129,204,000元(二零二零年：人民幣69,908,000元)已確認遞延稅項資產。由於日後溢利來源難以確定，因此並無就餘下稅項虧損人民幣195,888,000元(二零二零年：人民幣243,650,000元)確認遞延稅項資產。終止確認稅項虧損將於至二零二六年前五年內逐步屆滿(二零二零年：二零二五年前五年內)。

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司須就其賺取之溢利所宣派之股息繳納預扣稅。綜合財務報表並未就中國附屬公司保留溢利引致之暫時差額人民幣1,949,078,000元(二零二零年：人民幣1,700,620,000元)計提年內遞延稅項撥備，原因是本集團能夠控制撥回暫時差額之時間，而暫時差額可能不會於可預見將來撥回。

20. 物業存貨

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Completed properties for sale	已落成之待售物業	1,997,746	1,371,870
Properties under development for sale	待售發展中物業	13,995,862	12,528,583
		15,993,608	13,900,453

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20. INVENTORIES OF PROPERTIES (continued)

20. 物業存貨 (續)

		RMB'000 人民幣千元
Analysis of leasehold lands: As at 31 December 2021 Carrying amount	租賃土地分析： 於二零二一年十二月三十一日 賬面值	8,500,326
As at 31 December 2020 Carrying amount	於二零二零年十二月三十一日 賬面值	8,171,200
For the reporting period Total cash outflow Additions	報告期內 總現金流出 添置	941,208 1,555,152
For the year ended 31 December 2020 Total cash outflow Additions	截至二零二零年十二月三十一日止年度 總現金流出 添置	4,907,587 4,293,643

All the inventories of properties are situated in the PRC.

所有物業存貨均位於中國。

Included in the amount are properties under development for sale of RMB6,477,886,000 (2020: RMB9,218,494,000) in relation to property development projects that are expected to be completed in more than twelve months from the end of the reporting period.

金額中包括待售發展中物業人民幣6,477,886,000元(二零二零年：人民幣9,218,494,000元)，與預期將自報告期末起逾十二個月內竣工之物業發展項目有關。

During the year ended 31 December 2020, the Group transferred inventories of properties of RMB41,146,000 to property, plant and equipment upon the commencement of own use.

截至二零二零年十二月三十一日止年度，本集團於開始自用時將物業存貨人民幣41,146,000元轉撥至物業、廠房及設備。

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20. INVENTORIES OF PROPERTIES (continued)

During the year ended 31 December 2020, the Group has transferred inventories of properties of RMB61,142,000 to investment properties under construction upon the inception of lease contract with an independent third party as business strategy for relevant property has been changed in according to the board resolutions. The difference between the fair value of investment properties under construction at the date of transfer and the carrying amounts amounted to RMB82,858,000 were recognised in profit or loss. The fair value at the date of transfer was determined based on the professional valuation carried out by Ravia Global.

As at 31 December 2021, the Group entered into new commitment for acquisition of land use rights that have not yet commenced, the total future undiscounted cash flows amounted to RMB83,000,000 (2020: RMB 704,376,000).

At 31 December 2021, the Group's inventories of properties with carrying value of RMB13,421,845,000 (2020: RMB9,132,919,000) which have been pledged as security for certain banking facilities.

20. 物業存貨(續)

截至二零二零年十二月三十一日止年度，於與獨立第三方訂立之租約開始後，本集團已將金額為人民幣61,142,000元之物業存貨轉撥至在建投資物業，原因為相關物業之業務策略已根據董事會決議案發生變動。於轉撥日期，在建投資物業的公平值與賬面值的差額人民幣82,858,000元已於損益確認。於轉撥日期之公平值乃根據瑞豐環球進行之專業估值釐定。

於二零二一年十二月三十一日，本集團就收購尚未商業化之土地使用權訂立新承諾，未來未貼現現金流量總額為人民幣83,000,000元(二零二零年：人民幣704,376,000元)。

於二零二一年十二月三十一日，本集團賬面值為人民幣13,421,845,000元(二零二零年：人民幣9,132,919,000元)的物業存貨已抵押作為若干銀行信貸的擔保。

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21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

21. 應收賬款及其他應收款項以及預付款項

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Trade receivables	應收賬款		
– contracts with customers	– 來自客戶合約	11,922	12,329
– rental income (note a)	– 租金收入(附註a)	8,078	21,295
		20,000	33,624
Other receivables (note b)	其他應收款項(附註b)	126,773	138,122
Less: Allowance for credit losses	減：信貸虧損撥備	(73)	(73)
		126,700	138,049
Prepayments (note c)	預付款項(附註c)	261,814	268,573
Other refundable deposits	其他可退還按金	40,228	66,642
Other tax prepayments	其他稅項預付款項	475,603	346,808
		924,345	853,696

As at 1 January 2020, trade receivables from contracts with customers amounted to RMB8,766,000.

於二零二零年一月一日，客戶合約產生之應收賬款為人民幣8,766,000元。

Notes:

附註：

- (a) The Group had pledged trade receivables from rental income of RMB6,987,000 (2020: RMB15,784,000) as at 31 December 2021 to secure bank and other borrowings of the Group.
- (b) Included in the amounts are advance to relevant independent third parties amounted to RMB49,348,000 (2020: RMB49,683,000) for their property construction projects, which are non-trade related, interest free and repayable on demand.
- (c) The amount mainly represents prepaid construction cost of RMB217,388,000 (2020: RMB224,499,000) for the Group's properties under development for sale.

- (a) 於二零二一年十二月三十一日，本集團已抵押租金收入人民幣6,987,000元(二零二零年：人民幣15,784,000元)的應收賬款，作為本集團銀行及其他借貸的擔保。
- (b) 該款項包括向相關獨立第三方物業建設項目的墊款人民幣49,348,000元(二零二零年：人民幣49,683,000元)，為非貿易相關、免息及須按要求償還。
- (c) 該款項主要指就本集團待售發展中物業的預付建設成本人民幣217,388,000元(二零二零年：人民幣224,499,000元)。

The Group allows an average credit period of 30 days (2020: 30 days) to its trade customers from date of issuance of the invoices. Trade receivables arise from rental income which is invoiced in advance monthly or quarterly in accordance with the terms of the related rental agreements.

本集團允許其貿易客戶之平均信貸期自發票發出日期起計為期30日(二零二零年：30日)。應收賬款來自通常根據相關租賃協議之條款每月或每季度提前開具發票的租金收入。

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21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

The following is an aged analysis of the Group's trade receivables presented based on the date of the properties delivered and date of demand note for rental income were recognised:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0 – 30 days	0 – 30日	1,750	4,742
31 – 90 days	31 – 90日	169	1,058
Over 90 days	超過90日	18,081	27,824
		20,000	33,624

As at 31 December 2021, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB18,250,000 (2020: RMB28,882,000) which are past due as at the reporting date. Out of the past due balances, RMB18,081,000 (2020: RMB27,769,000) has been past due 90 days or more and is not considered as in default based on the Group's historical credit loss experience from these corresponding debtors.

Details of impairment assessment of trade and other receivables are set out in note 34.

22. RESTRICTED/PLEDGED BANK DEPOSITS/ BANK BALANCES AND CASH

Restricted/pledged bank deposits

Bank balances which, in accordance with the applicable government regulations prevailing in 2021, are placed in restricted bank accounts, amounting to RMB509,164,000 (2020: RMB201,570,000), which can only be applied in the designated property development projects. The balances carrying interest at variable interest rates ranging from 0.3% to 1.50% (2020: 0.03% to 2.60%) per annum.

21. 應收賬款及其他應收款項以及預付款項(續)

以下為本集團按交付物業日期以及確認租金收入繳款單日期呈列的應收賬款的賬齡分析：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0 – 30 days	0 – 30日	1,750	4,742
31 – 90 days	31 – 90日	169	1,058
Over 90 days	超過90日	18,081	27,824
		20,000	33,624

於二零二一年十二月三十一日，本集團之應收賬款結餘中包括於報告日期已逾期總賬面值人民幣18,250,000元(二零二零年：人民幣28,882,000元)的應收賬款。於該等逾期結餘中，人民幣18,081,000元(二零二零年：人民幣27,769,000元)已逾期90日或以上，根據本集團自該等相關債權人之過往信貸虧損經驗並未被視為違約。

應收賬款及其他應收款項減值評估的詳情載列於附註34。

22. 受限制／已抵押銀行存款／銀行結餘及現金

受限制／已抵押銀行存款

根據二零二一年現行適用政府法規，存入受限制銀行賬戶之銀行結餘人民幣509,164,000元(二零二零年：人民幣201,570,000元)僅可用於指定物業發展項目。結餘按介乎0.30%至1.50%(二零二零年：0.03%至2.60%)之浮動利率計息。

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22. RESTRICTED/PLEDGED BANK DEPOSITS/ BANK BALANCES AND CASH (continued)

Restricted/pledged bank deposits (continued)

The amount of RMB6,562,000 (2020: RMB569,000) was pledged for bank and other borrowings as at 31 December 2021, as detailed in note 36.

Bank balances and cash

The bank balances carry interest at market rates which range from 0.1% to 2.60% (2020: 0.03% to 0.35%) per annum.

Details of impairment assessment of restricted/pledged bank deposits and bank balances are set out in note 34.

23. TRADE AND OTHER PAYABLES AND ACCRUALS

22. 受限制／已抵押銀行存款／ 銀行結餘及現金 (續)

受限制／已抵押銀行存款 (續)

於二零二一年十二月三十一日，人民幣6,562,000元（二零二零年：人民幣569,000元）已就銀行及其他借貸作抵押，詳情載於附註36。

銀行結餘及現金

銀行結餘按介乎每年0.1%至2.60%（二零二零年：0.03%至0.35%）之市場利率計息。

受限制／已抵押銀行存款及銀行結餘之減值評估詳情載於附註34。

23. 應付賬款以及其他應付款項 及應計費用

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables (note a)	應付賬款 (附註a)	877,928	1,192,263
Other payables (note b)	其他應付款項 (附註b)	722,638	372,670
Deposits received from tenants	已收承租人按金	26,296	27,540
Other tax payables	其他應付稅項	58,756	35,352
Accrued construction costs (note c)	應計建築成本 (附註c)	710,986	670,081
		2,396,604	2,297,906

Notes:

(a) The following is an aging analysis of trade payables presented based on the invoice date:

附註：

(a) 以下為基於發票日期呈列之應付賬款賬齡分析：

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unbilled	未開票	229,481	516,720
0 – 30 days	0 – 30日	214,393	161,900
31 – 90 days	31 – 90日	64,186	76,053
91 – 365 days	91 – 365日	113,129	191,338
Over 1 year	超過1年	256,739	246,252
		877,928	1,192,263

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23. TRADE AND OTHER PAYABLES AND ACCRUALS (continued)

Notes: (continued)

(a) (continued)

Trade payables principally comprise amounts outstanding for payments to contractors and suppliers of property development projects and purchases of construction materials. The average credit period granted to the Group is from 6 months to 1 year. The management closely monitors the payments of the payable to ensure that all payables are paid within the credit time frame. Details of the financial risk management policies by the Group are set out in note 34.

(b) Included in the amounts are balance of RMB444,031,000 (2020: RMB78,020,000) advance from independent third parties for short term borrowing, which are non-trade related, interest free and repayable on demand.

(c) The accrued construction costs relate to construction of properties under development for sale and investment properties which will be transferred to trade or other payables on achieving payment milestones as stipulated in the agreements with the subcontractors.

23. 應付賬款以及其他應付款項及應計費用(續)

附註：(續)

(a) (續)

應付賬款主要包括就物業發展項目及購買建材向承建商及供應商支付之款項之未償還款項。向本集團授出之平均信貸期為6個月至一年。管理層密切監察應付款項之付款情況，以確保所有應付款項於信貸時間表內支付。本集團之財務風險管理政策之詳情載於附註34。

(b) 該款項包括獨立第三方短期借款之墊款結餘人民幣444,031,000元(二零二零年：人民幣78,020,000元)，為非貿易相關、免息及須按要求償還。

(c) 應計建築成本涉及待收發展中物業的建設及達致與分包商所訂立協議中規定的付款里程碑時將獲轉撥予貿易或其他應付款項的投資物業。

24. CONTRACT COSTS AND CONTRACT LIABILITIES

24. 合約成本及合約負債

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Contract costs:	合約成本：		
Incremental cost to obtain contracts (note a)	取得合約之增量成本 (附註a)	121,063	72,008
Contract liabilities:	合約負債：		
Sales of properties (note b)	物業銷售(附註b)	10,271,377	7,634,981

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24. CONTRACT COSTS AND CONTRACT LIABILITIES (continued)

Notes:

(a) Contract costs capitalised 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 expenses in the consolidated statement of profit or loss and other comprehensive income 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 RMB55,356,000 (2020: RMB72,470,000). There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during both years.

(b) As at 1 January 2020, contract liabilities amounted to RMB6,553,298,000.

The Group receive payments from customers based on billing schedule as established in property sales contracts. Payments are usually received in advance from sales of properties.

The contract liabilities of RMB10,271,377,000 (2020: RMB7,634,981,000) as at 31 December 2021 represent the deposits received from pre-sale of properties.

Included in revenue recognised for the reporting period, RMB2,635,713,000 (2020: RMB2,916,992,000) was included in the contract liabilities at 31 December 2020.

In addition, the Group considers the advance payment schemes contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the relevant group entities. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

The significant increase in contract liabilities in the current year was mainly due to the increase in pre-sale of properties by the Group.

24. 合約成本及合約負債(續)

附註：

(a) 資本化合約成本與向物業代理支付的增量銷售佣金相關，有關物業代理的銷售活動使客戶就於報告日期在建中的本集團物業訂立買賣協議。合約成本於確認相關物業銷售收益期間於綜合損益及其他全面收益表確認為銷售及分銷開支之一部分。撥充資本成本之金額人民幣55,356,000元(二零二零年：人民幣72,470,000元)已於本年度於損益確認。資本化成本之期初結餘或兩年內已資本化成本並無減值。

(b) 於二零二零年一月一日，合約負債為人民幣6,553,298,000元。

本集團根據物業銷售合約中確立的付費進度向客戶收取付款。付款通常為預先收取物業銷售款項。

於二零二一年十二月三十一日，合約負債人民幣10,271,377,000元(二零二零年：人民幣7,634,981,000元)指自預售物業收取之按金。

報告期內確認之收入人民幣2,635,713,000元(二零二零年：人民幣2,916,992,000元)，計入於二零二零年十二月三十一日之合約負債。

此外，本集團認為，預付款計劃包含重大融資成分，因此代價金額就貨幣的時間價值影響作出調整，並考慮相關集團實體之信貸特徵。由於此應計開支增加建設期間的合約負債金額，故增加已竣工物業控制權轉移至客戶時確認的收入金額。

本年度合約負債大幅增加主要由於本集團預售物業增加所致。

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25. BANK AND OTHER BORROWINGS

25. 銀行及其他借貸

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Secured bank borrowings	有抵押銀行借貸	6,531,232	5,713,965
Secured other borrowings	有抵押其他借貸	1,674,000	2,716,000
		8,205,232	8,429,965

The carrying amounts of the above borrowings are repayable based on scheduled repayment dates set out in the loan agreements as follows:

根據貸款協議內所載既定還款日期應償還的上述借貸的賬面值如下：

		Bank borrowings 銀行借貸		Other borrowings 其他借貸	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within one year	一年內	1,668,570	782,230	130,000	2,176,000
More than one year, but not exceeding two years	一年以上，但不超過兩年	1,495,700	1,530,235	394,000	200,000
More than two years, but not exceeding five years	兩年以上，但不超過五年	2,638,962	2,642,500	1,150,000	340,000
More than five years	五年以上	728,000	759,000	-	-
		6,531,232	5,713,965	1,674,000	2,716,000
Less: Amounts due within one year shown under current liabilities	減：流動負債項下所示之一年內到期金額	(1,668,570)	(782,230)	(130,000)	(2,176,000)
Amounts shown under non-current liabilities	非流動負債項下所示金額	4,862,662	4,931,735	1,544,000	540,000

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25. BANK AND OTHER BORROWINGS

(continued)

The exposure of the Group's borrowings are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Fixed-rate borrowings	固定利率借貸	8,205,232	8,429,965

The ranges of effective interest rates on the Group's borrowings are as follows:

		2021 二零二一年	2020 二零二零年
Fixed-rate borrowings	固定利率借貸	4.75% – 12.8%	4.75% – 13.0%

All the Group's borrowings are denominated in RMB.

At 31 December 2021, the bank and other borrowings were guaranteed and secured by the followings:

- (a) Mr. Guo Jiadi and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi, have provided guarantees to banks for the bank and other borrowings with principal amount of RMB4,179,370,000 (2020: RMB6,649,365,000);
- (b) Bank and other borrowings were pledged by Group's property, plant and equipment, right-of-use assets, investment properties, properties under development, inventories of properties, trade receivables from rental income, restricted bank deposits, deposits for land use rights for properties under development for sale and equity interests in subsidiaries. Details of the pledged assets are set out in note 36.

25. 銀行及其他借貸(續)

本集團之借貸風險如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Fixed-rate borrowings	固定利率借貸	8,205,232	8,429,965

本集團借貸的實際利率範圍如下：

		2021 二零二一年	2020 二零二零年
Fixed-rate borrowings	固定利率借貸	4.75% – 12.8%	4.75% – 13.0%

本集團之所有借貸均以人民幣計值。

於二零二一年十二月三十一日，銀行及其他借貸由以下各方擔保及抵押：

- (a) 郭加迪先生及郭加迪先生之配偶沈碧珍女士已就銀行及其他借貸向銀行提供的本金額為人民幣4,179,370,000元(二零二零年：人民幣6,649,365,000元)之擔保；
- (b) 銀行及其他借貸以本集團物業、廠房及設備、使用權資產、投資物業、發展中物業、物業存貨、來自租金收入的應收賬款、受限制銀行存款、待售發展中物業土地使用權按金及附屬公司權益作抵押。已抵押資產詳情載於附註36。

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25. BANK AND OTHER BORROWINGS

(continued)

In respect of bank and other borrowing with carrying amount of RMB1,110,000,000 (2020: RMB844,425,000) as at 31 December 2021, the Group is required to comply with the financial covenants throughout the continuance of the relevant bank and other borrowings and as long as the relevant bank and other borrowings is outstanding.

The Group has complied with these covenants throughout the reporting period.

25. 銀行及其他借貸 (續)

就於二零二一年十二月三十一日的賬面值為人民幣1,110,000,000元(二零二零年：人民幣844,425,000元)的銀行及其他借貸而言，在相關銀行及其他借貸的持續期間以及只要相關銀行及其他借貸尚未償還，本集團就必須遵守財務契約。

本集團在整個報告期內均遵守該契約之規定。

26. SHARE CAPITAL

26. 股本

		Number of shares		Share capital	
		股份數目		股本	
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		'000	'000	RMB'000	RMB'000
		千股	千股	人民幣千元	人民幣千元
Authorised	法定				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	200,000,000	200,000,000	1,979,280	1,979,280
Convertible preference shares	可換股優先股	602,000	602,000	4,902	4,902
Issued and fully paid	已發行及繳足				
At the beginning of the year	於年初	5,087,208	5,087,208	42,881	42,881
Exercise of share options (note)	行使購股權 (附註)	1,000	–	9	–
At the end of the year	於年末	5,088,208	5,087,208	42,890	42,881

Note:

During the reporting period, the Company issued 1,000,000 ordinary shares of HK\$0.01 each upon exercise of share options. The new ordinary share rank pari passu with the then existing shares in all respects.

附註：

報告期內本公司於購股權獲行使後發行1,000,000股每股面值0.01港元之普通股。新普通股在所有方面與當時之現有股份享有同等地位。

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27. SHARE-BASED PAYMENT TRANSACTIONS

At the annual general meeting of the Company held on 16 September 2011, the shareholders of the Company approved the adoption of a share option scheme (the "Share Option Scheme").

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to the participants. The Share Option Scheme covers any employee (full time and part time) holding salaries, agents, contractors, consumers, suppliers and others providing similar services as the board of directors in its sole discretion considers eligible.

The exercise price, vesting period, the exercisable period and the number of shares subject to each option will be determined by the board of directors at the time of grant.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

27. 以股份為基準之付款交易

於二零一一年九月十六日舉行之本公司股東週年大會上，本公司股東批准採納一項購股權計劃（「購股權計劃」）。

購股權計劃旨在為本公司帶來靈活彈性及提供有效方法向參與者提供嘉許、獎勵、酬金、補償及／或福利。購股權計劃涵蓋董事會全權酌情認為合資格之任何全職及兼職受薪僱員、代理、承辦商、消費者、供應商及其他提供相類服務之各方。

董事會將於授出購股權時釐定每份購股權之行使價、歸屬期、行使期及所涉及股份數目。

現時獲准按購股權計劃授出尚未行使購股權之數目上限，相等於該等購股權獲行使時本公司於任何時間已發行股份之30%。於任何十二個月期間內根據購股權可向購股權計劃各合資格參與者發行之股數上限，以本公司於任何時間已發行股份之1%為限。如進一步授出之購股權超過此限額，須在股東大會上取得股東批准。

向本公司董事或主要股東或彼等任何聯繫人士授出購股權前，須事先取得本公司獨立非執行董事批准。此外，如於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出之任何購股權所涉及股份超出本公司於任何時間已發行股份之0.1%而總值（按本公司股份於授出日期之價格計算）超出5,000,000港元，須事先在股東大會上取得股東批准。

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27. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

The offer of a grant of share options may be accepted within the date specified in the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercisable period of the share options granted is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant of the share options.

On 22 February 2016, a total of 46,000,000 shares options ("Batch 1 Options") were granted to the directors, employees and others providing similar services of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.285 per share. It shall be exercisable during the period from the date of grant, first, second and third anniversary of the date of grant respectively in the following manner:

- (a) 25% of the option will be exercisable during the period from the date of grant;
- (b) 25% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 25% of the option will be exercisable during the period from the second anniversary of the date of grant;
- (d) 25% of the option will be exercisable during the period from the third anniversary of the date of grant.

27. 以股份為基準之付款交易 (續)

授出購股權之建議於建議訂明之期間內可供接納，承授人於接納時須支付合共1港元之象徵式代價。所授出購股權之行使期由本公司董事釐定，並於若干歸屬期結束後開始，而結束日期不會遲於購股權授出日期起計十年。

於二零一六年二月二十二日，合共46,000,000份購股權(第一批購股權)已授予本集團之董事、僱員及提供相類服務的其他人士，每名承授人須支付現金代價1港元。承授人可憑購股權按每股0.285港元之行使價認購本公司新普通股。其可分別於授出日期、授出日期一週年、兩週年及三週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使25%購股權；
- (b) 於授出日期一週年起期間內將可行使25%購股權；
- (c) 於授出日期兩週年起期間內將可行使25%購股權；
- (d) 於授出日期三週年起期間內將可行使25%購股權。

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27. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

On 24 April 2018, a total of 59,700,000 shares options (“Batch 2 Options”) were granted to the directors, employees and others providing similar services of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. It shall be exercisable during the period from the date of grant, first and second anniversary of the date of grant respectively in the following manner:

- (a) 40% of the option will be exercisable during the period from the date of grant;
- (b) 30% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 30% of the option will be exercisable during the period from the second anniversary of the date of grant.

Details of specific categories of options are as follows:

	Date of grant 授出日期	Vesting period 歸屬期間	Exercisable period 行使期間	Exercise Price 行使價
Options granted to directors, employees and others providing similar services 授予董事、僱員及提供類似服務之其他人士之購股權	22 February 2016 二零一六年 二月二十二日	Immediately to 3 years from the date of grant 即時至授出日期起計3年	22 February 2016 to 21 February 2022 二零一六年二月二十二日至 二零二二年二月二十一日	HK\$0.285 0.285港元
Options granted to directors, employees and others providing similar services 授予董事、僱員及提供類似服務之其他人士之購股權	24 April 2018 二零一八年 四月二十四日	Immediately to 2 years from the date of grant 即時至授出日期起計2年	24 April 2018 to 23 April 2024 二零一八年四月二十四日 二零二四年四月二十三日	HK\$0.420 0.420港元

27. 以股份為基準之付款交易 (續)

於二零一八年四月二十四日，合共59,700,000份購股權(第二批購股權)已授予本集團之董事、僱員及提供相類服務的其他人士，每名承授人須支付現金代價1港元。承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。其可分別於授出日期、授出日期一週年及兩週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使40%購股權；
- (b) 於授出日期一週年起期間內將可行使30%購股權；
- (c) 於授出日期兩週年起期間內將可行使30%購股權。

購股權具體類別之詳情如下：

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27. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

The following table discloses movements of the Company's share options held by directors, employees and others providing similar services during the reporting period.

27. 以股份為基準之付款交易 (續)

下表披露報告期內董事、僱員及供類似服務之其他人士持有之本公司購股權之變動。

2021		二零二一年				
Option type		Outstanding of 1 January 2021 二零二一年一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding of 31 December 2021 二零二一年十二月三十一日 尚未行使
購股權類型						
Batch 1 Options:	第一批購股權：					
Directors	董事	5,400,000	-	-	-	5,400,000
Employees and others providing similar services	僱員及提供類似服務之其他人士	18,600,000	-	(1,000,000)	-	17,600,000
Batch 2 Options:	第二批購股權：					
Ex-Directors	前董事	27,400,000	-	-	(4,400,000)	23,000,000
Directors	董事	10,800,000	-	-	-	10,800,000
Employees and others providing similar services	僱員及提供類似服務之其他人士	18,200,000	-	-	-	18,200,000
Total	總計	80,400,000	-	(1,000,000)	(4,400,000)	75,000,000
Exercisable at the end of the year	年末可行使					75,000,000
Weighted average exercise price	加權平均行使價	HK\$0.380港元	-	HK\$0.285港元	HK\$0.380港元	HK\$0.379港元

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27. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

The following table discloses movements of the Company's share options held by directors, employees and others providing similar services during the year ended 31 December 2020.

2020

Option type		Outstanding of 1 January 2020 二零二零年 一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding of 31 December 2020 二零二零年 十二月三十一日 尚未行使
Batch 1 Options:	第一批購股權：					
Directors	董事	5,400,000	-	-	-	5,400,000
Employees and others providing similar services	僱員及提供類似服務之 其他人士	18,600,000	-	-	-	18,600,000
Batch 2 Options:	第二批購股權：					
Ex-Directors	前董事	27,400,000	-	-	-	27,400,000
Directors	董事	10,800,000	-	-	-	10,800,000
Employees and others providing similar services	僱員及提供類似服務之 其他人士	18,500,000	-	-	(300,000)	18,200,000
Total	總計	80,700,000	-	-	(300,000)	80,400,000
Exercisable at the end of the year	年末可行使					80,400,000
Weighted average exercise price	加權平均行使價	HK\$0.369港元	-	-	HK\$0.369港元	HK\$0.380港元

During the year ended 31 December 2021, 1,000,000 options were exercised and the related weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$0.51 per share.

No options were granted during the year ended 31 December 2021 and 2020.

27. 以股份為基準之付款交易 (續)

下表披露截至二零二零年十二月三十一日止年度內董事、僱員及供類似服務之其他人士持有之本公司購股權之變動。

二零二零年

Option type		Outstanding of 1 January 2020 二零二零年 一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Outstanding of 31 December 2020 二零二零年 十二月三十一日 尚未行使
Batch 1 Options:	第一批購股權：					
Directors	董事	5,400,000	-	-	-	5,400,000
Employees and others providing similar services	僱員及提供類似服務之 其他人士	18,600,000	-	-	-	18,600,000
Batch 2 Options:	第二批購股權：					
Ex-Directors	前董事	27,400,000	-	-	-	27,400,000
Directors	董事	10,800,000	-	-	-	10,800,000
Employees and others providing similar services	僱員及提供類似服務之 其他人士	18,500,000	-	-	(300,000)	18,200,000
Total	總計	80,700,000	-	-	(300,000)	80,400,000
Exercisable at the end of the year	年末可行使					80,400,000
Weighted average exercise price	加權平均行使價	HK\$0.369港元	-	-	HK\$0.369港元	HK\$0.380港元

於截至二零二一年十二月三十一日止年度1,000,000份購股權已獲行使以及緊接購股權獲行使日期前，股份之相關加權平均收市價為每股0.51港元。

於截至二零二一年十二月三十一日止年度及於二零二零年，概無授出任何購股權。

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27. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 6 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

For the past ten years before the valuation date, no dividend has been declared and paid to the shareholders of the Company. Dividend yield is assumed to be zero in the Binomial model.

The Group recognised the total expense of RMB464,000 for the year ended 31 December 2020, in relation to the options granted by the Company.

27. 以股份為基準之付款交易 (續)

預期波幅使用過去六年本公司股價之歷史波幅釐定。該模式所用之預計年期已根據管理層之最佳估計，就不可轉讓、行使限制及行為因素所造成之影響予以調整。

估值日期前過去十年，概無宣佈及派付股息予本公司股東。二項式模型假設股息收益率為零。

於截至二零二零年十二月三十一日止年度，本集團就本公司授出之購股權確認總開支人民幣464,000元。

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28. CONVERTIBLE BOND

The movement of the debt and derivative components of the convertible bond for the year is set out below:

28. 可換股債券

於年內，可換股債券之債務及衍生工具組成部分之變動載列如下：

		Debt component	Derivative component
		債務組成部分	衍生工具組成部分
		RMB'000	RMB'000
		人民幣千元	人民幣千元
As at 1 January 2020	於二零二零年一月一日	322,972	293,981
Interest expense (note 9)	利息開支(附註9)	30,641	-
Change in fair value recognised in profit or loss	於損益確認之公平值變動	-	(48,339)
Exchange adjustments	匯兌調整	(20,501)	(14,844)
As at 31 December 2020	於二零二零年十二月三十一日	333,112	230,798
Interest expense (note 9)	利息開支(附註9)	30,471	-
Interest paid	已付利息	(8,172)	-
Change in fair value recognised in profit or loss	於損益確認之公平值變動	-	(121,832)
Exchange adjustments	匯兌調整	(10,438)	(6,895)
As at 31 December 2021	於二零二一年十二月三十一日	344,973	102,071

Binomial valuation model is used for valuation of the derivative component. The key inputs used in the model are disclosed in note 34(c). The share price as at 31 December 2021 and 2020 were HK\$0.48 and HK\$0.59 respectively.

衍生工具部分之估值採用二項式估值模型。該模式所用之主要輸入資料於附註34(c)披露。於二零二一年及二零二零年十二月三十一日的股價分別為0.48港元及0.59港元。

On 30 January 2019, the Company issued 1% Convertible bond (the "Convertible Bond due in 2024") in the principal amount of HK\$500,000,000 (equivalent to RMB428,319,000) to Primary Partner International Limited ("Primary Partner") as part of the consideration for acquisition of All Excel Industries Limited ("All Excel"). The convertible bond is denominated in HK\$. The Convertible Bond due in 2024 entitles the holder to convert them into ordinary shares of the Company at any time starting from 30 January 2019 to 30 January 2024 at a conversion price of HK\$0.412 per share.

於二零一九年一月三十日，本公司向Primary Partner發行本金額為500,000,000港元（約人民幣428,319,000元）的1%可換股債券（「於二零二四年到期之可換股債券」）作為部分收購All Excel Industries Limited（「All Excel」）之代價。可換股債券以港元計值。於二零二四年到期之可換股債券賦予持有人於二零一九年一月三十日至其二零二四年一月三十日止之任何時間將其轉換為本公司普通股，轉換價格為每股0.412港元。

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28. CONVERTIBLE BOND (continued)

The conversion price is subject to adjustment arising from alteration of the nominal amount of the shares caused by share consolidation, share subdivision, rights issue or any other reasons as provided in the terms and conditions of the convertible bond. The Company may voluntarily redeem all or any part of the convertible bond at any time following the issue of the convertible bond and prior to the maturity date by repaying the holder of the convertible bond all outstanding principal amount together with unpaid interest accrued thereon up to the date of voluntary redemption. Holder of the convertible bond has no right to require the Company to early redeem the convertible bond.

The Convertible Bond due in 2024 contains two components, debt component and derivative component (including conversion option and early redemption option). Upon initial recognition, the fair value of debt component is HK\$336,051,000 (equivalent to RMB287,874,000) and the fair value of derivative component is HK\$317,907,000 (equivalent to RMB272,331,000). The effective interest rate of the debt component is 9.55% per annum and subsequently carried at amortised cost. The derivative component is measured at fair value at initial recognition and at the end of the reporting period with fair value gain of RMB121,832,000 (2020: RMB48,339,000) recognised in profit or loss during the year.

The fair values of derivative component of Convertible Bond due in 2024 as at 31 December 2021 and 2020 have been arrived at on the basis of a valuation carried out by Avista Valuation Advisory Limited, independent professional valuers not connected to the Group.

28. 可換股債券 (續)

轉換價格可能因股份合併、股份拆細、供股或可換股債券條款及條件所規定之任何其他理由而導致股份面值變動而產生調整。本公司可於贖回日期前向可換股債券持有人償還所有未償還本金額及其應計未付利息於發行可換股債券後及到期日前任何時間自願贖回全部或任何部分可換股債券。可換股債券持有人無權要求本公司提早贖回可換股債券。

於二零二四年到期之可換股債券包含兩個組成部分，債務組成部分及衍生工具組成部分（包括轉換購股權及提前贖回購股權）。初步確認時，債務組成部分的公平值為336,051,000港元（相當於人民幣287,874,000元），而衍生工具組成部分的公平值為317,907,000港元（相當於人民幣272,331,000元）。債務組成部分的實際利率為每年9.55%，其後按攤銷成本列賬。衍生工具部份於初步確認時及於報告期末按公平值計量，公平值收益人民幣121,832,000元（二零二零年：人民幣48,339,000元）於年內損益確認。

於二零二一年及二零二零年十二月三十一日，二零二四年到期之可換股債券衍生部分之公平值乃按與本集團並無關連之獨立專業估值師艾華迪評估諮詢有限公司所進行之估值釐定。

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29. PROMISSORY NOTE

On 30 January 2019, the Group issued promissory note with principal amount of HK\$600,000,000 (equivalent to RMB513,983,000) to Primary Partner as part of the consideration for acquisition of All Excel. The principal amount of the promissory note shall be settled either in full or in part by no later than 30 January 2024. The interest payable under the promissory note shall accrue at the rate of 3% per annum for the first and second years, 4.5% per annum for the third and fourth years and 6% per annum for the fifth year after the date of issuance on the outstanding principal amount, respectively. The Company has the discretion to repay all or part of the principal balance at any time prior to the maturity date by giving 10 business day's prior written notice to holders of the promissory note. As at 31 December 2021 and 2020, the fair value effect of the early redemption options are assessed to be insignificant. Holder of the promissory note has no right to require the Company to early redeem the promissory note. The promissory note is initially measured at fair value and subsequently measured at amortised cost, using the effective interest method. The effective interest rate of the promissory note is 9.55% per annum.

As at 31 December 2021, the amount of promissory note is RMB455,357,000 (2020: RMB460,809,000), and the directors consider that the carrying amount of the promissory note recognised in the consolidated financial statements approximate to its fair value.

29. 承兌票據

於二零一九年一月三十日，本集團向Primary Partner發行本金額600,000,000港元（相當於人民幣513,983,000元）之承兌票據，作為部分收購All Excel之代價。承兌票據的本金額應於二零二四年一月三十日之前全部或分期還清。承兌票據的應付利息分別應按第一年及第二年每年3%的利率計算，第三年及第四年每年4.5%，以及在未償還本金額發行日後的第五年每年6%。本公司有酌情權在到期日前的任何時間向承兌票據持有人發出不少於10個營業日的事先書面通知，以償還全部或部分本金餘額。於二零二一年及二零二零年十二月三十一日，提前贖回購股權的待評估公平值影響並不重大。承兌票據持有人無權要求本公司提前贖回承兌票據。承兌票據初步按公平值計量，其後以實際利率法按攤銷成本計量。承兌票據的實際利率為每年9.55%。

於二零二一年十二月三十一日，承兌票據金額為人民幣455,357,000元（二零二零年：人民幣460,809,000元）及董事認為，綜合財務報表所確認的承兌票據的賬面值與其公平值相若。

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30. LEASE LIABILITIES

30. 租賃負債

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	-	774
More than one year but not exceeding two years	一年以上，但不超過兩年	-	86
More than two years but not exceeding five years	兩年以上，但不超過五年	-	-
		-	860
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債所示於12個月到期結償之款項	-	(774)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債所示於12個月後到期結償之款項	-	86

The weighted average incremental borrowing rates applied to lease liabilities range from 5.13% to 7.13% per annum as at 31 December 2020.

截至二零二零年十二月三十一日，適用於租賃負債之加權平均增量借款利率介乎5.13%至7.13%

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31. ACQUISITIONS OF SUBSIDIARIES

For the year ended 31 December 2020

On 27 September 2020, Fuzhou Gaojia Real Property Development Company Limited (“Fuzhou Gaojia”), an indirectly wholly-owned subsidiary of the Company, acquired 51% interest in Hanzhongxu Sandi Real Estate Development Co., Ltd (“Hanzhongxu Sandi”) from an independent third party at a cash consideration of RMB5,100,000. Hanzhongxu Sandi holds a piece of land for property development.

On 29 October 2020, Baoji Sandi Real Estate Development Co., Limited (“Baoji Sandi”), an indirectly wholly-owned subsidiary of the Company, acquired 51% interest in Baoji Xingyaocheng from an independent third party at a cash consideration of RMB5,100,000. Baoji Xingyaocheng holds a property development project.

Assets acquired and liabilities recognised at the date of acquisition are as follows:

31. 收購附屬公司

截至二零二零年十二月三十一日止年度

於二零二零年九月二十七日，本公司間接全資附屬公司福州高佳房地產開發有限公司（「福州高佳」）向一名獨立第三方收購漢中旭三迪房地產開發有限公司（「漢中旭三迪」）之51%權益，現金代價為人民幣5,100,000元。漢中旭三迪持有一塊土地作物業發展用途。

於二零二零年十月二十九日，本公司間接全資附屬公司寶雞三迪房地產開發有限公司（「寶雞三迪」）向一名獨立第三方收購寶雞星耀城之51%權益，現金代價為人民幣5,100,000元。寶雞星耀城持有一個物業發展項目。

於收購日期確認之所收購資產及負債載列如下：

		Hanzhongxu Sandi	Baoji Xingyaocheng	Total
		漢中旭三迪	寶雞星耀城	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Property, plant and equipment	物業、廠房及設備	82	68	150
Inventories of properties	物業存貨	101,847	311,755	413,602
Trade and other receivables	應收賬款及其他應收款項	399	3,923	4,322
Prepaid income tax	預付所得稅	-	61	61
Bank balances and cash	銀行結餘及現金	1,969	16	1,985
Trade and other payables	應付賬款及其他應付款項	(94,365)	(293,666)	(388,031)
Contract liabilities	合約負債	-	(6,460)	(6,460)
Total identifiable net assets	可識別淨資產總額	9,932	15,697	25,629
Less: Non-controlling interests	減：非控股權益	(4,832)	(10,597)	(15,429)
		5,100	5,100	10,200

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31. ACQUISITIONS OF SUBSIDIARIES (continued)

For the year ended 31 December 2020 (continued)

Net cash inflows arising on acquisition of Hanzhongxu Sandi and Baoji Xingyaocheng:

		Hanzhongxu Sandi 漢中旭三迪 RMB'000 人民幣千元	Baoji Xingyaocheng 寶雞星耀城 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Consideration paid in cash	以現金支付之代價	5,100	5,100	10,200
Less: bank balances and cash acquired	減：已收購銀行結餘及現金	(1,969)	(16)	(1,985)
		3,131	5,084	8,215

The Group elected to apply the optional concentration test in accordance with HKFRS 3 and concluded that the land components of Hanzhongxu Sandi and inventories of properties components of Baoji Xingyaocheng, are each considered a single identifiable asset with similar type of property development.

Consequently, the Group determined that substantially all of the fair value of the gross assets (excluding cash and cash equivalents) acquired is concentrated in a group of similar identifiable assets and concluded that the acquired set of activities and assets is not a business.

31. 收購附屬公司 (續)

截至二零二零年十二月三十一日止年度 (續)

收購漢中旭三迪及寶雞星耀城產生之淨現金流入：

	Hanzhongxu Sandi 漢中旭三迪 RMB'000 人民幣千元	Baoji Xingyaocheng 寶雞星耀城 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Consideration paid in cash	5,100	5,100	10,200
Less: bank balances and cash acquired	(1,969)	(16)	(1,985)
	3,131	5,084	8,215

本集團選擇根據香港財務報告準則第3號應用可選集中度測試，並認為漢中旭三迪之土地部分及寶雞星耀城之物業存貨部分被視為具有相似類型物業開發之單一可識別資產。

因此，本集團決定收購之總資產（不包括現金及現金等值）之絕大部分公平值集中於一組類似可識別資產內，並認為收購之一組活動及資產並非一項業務。

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32. DISPOSALS OF SUBSIDIARIES

During the year ended 31 December 2020, the Group disposed of its 100% equity interest in Baoji Sandi Hotel Co. Ltd, Baoji Sandi Pace Boutique Hotel Co. Ltd, Baoji Sandi Ecological Catering Management Co. Ltd and Baoji Sandi Ramada Hotel Co. Ltd (collectively referred to as the “Disposed Subsidiaries”) to an independent third party at an aggregate consideration of RMB18,954,000. The disposal was completed on 30 June 2020, on which date the Group lost control of the Disposed Subsidiaries.

Details of net liabilities disposed of in respect of the Disposed Subsidiaries at the date of disposal are summarised as below:

32. 出售附屬公司

截至二零二零年十二月三十一日止年度，本集團向一名獨立第三方出售其於寶雞三迪酒店有限公司、寶雞三迪佩斯精品酒店有限公司、寶雞三迪生態餐飲管理有限公司及寶雞三迪華美達酒店有限公司（統稱「已出售附屬公司」）之100%股權，總代價為人民幣18,954,000元。出售事項已於二零二零年六月三十日完成，本集團於該日失去對已出售附屬公司之控制權。

於出售日期，有關已出售附屬公司之已出售負債淨額詳情概述如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	11,898
Inventories	存貨	597
Trade and other receivables and prepayments	應收賬款及其他應收款項	35,323
Bank balances and cash	銀行結餘及現金	11,973
Trade and other payables and accruals	應付賬款以及其他應付款項及應計費用	(16,825)
Bank borrowings	銀行借貸	(43,650)
Net liabilities disposed of	所出售負債淨額	(684)
Gain on disposal of the Disposed Subsidiaries: 出售已出售附屬公司之收益：		
Total consideration	總代價	18,954
Net liabilities disposed of	所出售負債淨額	684
Gain on disposal	出售之收益	19,638
Net cash inflow arising from disposal: 出售產生之現金流入淨額：		
Consideration received	已收代價	18,954
Less: bank balances and cash disposed of	減：所出售銀行結餘及現金	(11,973)
		6,981

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33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the composition of debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank and other borrowings, convertible bond, promissory note, lease liabilities and amounts due to non-controlling shareholders of subsidiaries, related companies and ultimate controlling shareholder, disclosed in notes 25, 28, 29, 30 and 40 respectively, net of cash and cash equivalents and equity attributable to owners of the Group, comprising share capital and reserves.

The management of the Group reviews the capital structure periodically. As a part of this review, the management reviews the planned construction projects proposed by engineering department and prepares the annual budget taking into account of the provision of funding. The management of the Group assesses the annual budget and considers the cost of capital and the risks associated with each class of capital. The management of the Group also balances its overall capital structure through the repayment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

33. 資本風險管理

本集團管理其資本以確保本集團之實體能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。本集團的整體策略較上一年度保持不變。

本集團之資本架構由淨債務（包括分別於附註25、28、29、30及40披露之銀行及其他借貸、可換股債券、承兌票據、租賃負債及應付附屬公司非控股股東、關連公司及最終控股股東之款項）、現金及現金等值淨額及本集團擁有人應佔股權（包括股本及儲備）組成。

本集團管理層定期審閱資本架構。作為審閱之一部分，管理層審閱工程部所建議的計劃建造項目，並在考慮到資金安排後編製年度預算。本集團管理層隨後評估年度預算以及考慮資金成本及各類資金的相關風險。本集團理層亦透過償還股息、新股份發行及股份回購以及發行新債項或贖回現有債項平衡其整體資本架構。

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34. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Financial assets	財務資產		
Financial assets at amortised cost	按攤銷成本計量之財務資產	2,160,176	1,921,621
Financial liabilities	財務負債		
Financial liabilities at amortised cost	按攤銷成本計量之財務負債	11,879,841	11,307,898
Derivative financial instruments	衍生金融工具	102,071	230,798
		11,981,912	11,538,696
Lease liabilities	租賃負債	-	860

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amounts due from related companies and non-controlling shareholders of subsidiaries, restricted/pledged bank deposits, bank balances and cash, trade and other payables, lease liabilities, amounts due to related companies, non-controlling shareholders of subsidiaries and a director, bank and other borrowings, convertible bond and promissory note. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

34. 金融工具

(a) 金融工具之類別

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Financial assets	財務資產		
Financial assets at amortised cost	按攤銷成本計量之財務資產	2,160,176	1,921,621
Financial liabilities	財務負債		
Financial liabilities at amortised cost	按攤銷成本計量之財務負債	11,879,841	11,307,898
Derivative financial instruments	衍生金融工具	102,071	230,798
		11,981,912	11,538,696
Lease liabilities	租賃負債	-	860

(b) 財務風險管理目標及政策

本集團之主要金融工具包括應收賬款及其他應收款項、應收關連公司、附屬公司非控股股東款項、受限制／已抵押銀行存款及銀行結餘及現金、應付賬款及其他應付款項、租賃負債、應付關連公司、附屬公司非控股股東及一名董事款項、銀行及其他借貸、可換股債券及承兌票據。金融工具之詳情載於相關附註。與該等金融工具相關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。有關任何減輕該等風險之政策載於下文。本集團之管理層管理及監測該等風險，以確保及時有效地採取適當措施。

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34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Foreign currency risk management

Foreign currency risk is the risk that the value of a monetary item will fluctuate because of changes in foreign exchange rates.

The Company and its certain Hong Kong subsidiaries of the Company (for which their functional currency is RMB) have bank balances, other receivables, other payables, amounts due to related companies, convertible bond, promissory note and intra-group balances denominated in Hong Kong Dollar (“HK\$”). The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time.

The Group considers its foreign currency exposure is mainly arising from the exposure of HK\$ against RMB. The Group regularly reviews the balances of assets and liabilities and the currencies in which the transactions are denominated so as to minimise the Group’s exposure to foreign currency risk.

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

外幣風險管理

外幣風險指貨幣項目價值將因匯率變動而波動之風險。

本公司及其若干香港附屬公司 (其功能貨幣為人民幣) 有銀行結餘、其他應收款項、其他應付款項、應付關連公司款項、可換股債券、承兌票據、及集團內公司間結餘以港元 (「港元」) 計值。本集團監察外匯收款及付款水平，藉以管理外匯交易的風險。本集團確保所承受的外匯風險淨額不時維持於可接受水平。

本集團認為，其外幣風險主要來自港元兌人民幣之風險。本集團定期檢討其資產及負債結餘以及交易之貨幣計值單位，盡量減少本集團所面對之外幣風險。

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34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Foreign currency risk management (continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities and intra-group balances, with exposure to foreign currency risk which are considered as significant by management, at the end of the reporting period are as follows:

34. 金融工具(續)

(b) 財務風險管理目標及政策(續)

外幣風險管理(續)

本集團以外幣計值並面對外幣風險之貨幣資產及貨幣負債以及集團內公司間結餘(管理層認為重大者)於報告期末之賬面值如下:

		Assets 資產		Liabilities 負債	
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		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
HK\$ – intra-group balances	港元 – 集團內 公司間結餘	289,066	277,100	53,081	49,002
HK\$ – other balances	港元 – 其他結餘	45,166	47,201	908,732	1,072,426

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34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2020: 5%) increase and decrease in RMB against HK\$. 5% (2020: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period end for a 5% (2020: 5%) change in foreign currency rates. A positive number below indicates an increase in post-tax profit where RMB strengthen 5% (2020: 5%) against HK\$. For a 5% (2020: 5%) weakening of RMB against HK\$, there would be an equal and opposite impact on the post-tax profit and the amounts below would be negative.

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

敏感度分析

下表詳列本集團於人民幣兌港元匯率增加及減少5% (二零二零年: 5%) 時之敏感度。當向內部主要管理人員匯報外幣風險時, 採用5% (二零二零年: 5%) 為敏感度比率。敏感度分析僅包括未予換算並以外幣計值之貨幣項目, 且於報告期末按匯率之5% (二零二零年: 5%) 變動進行換算調整。下表之正數顯示人民幣兌港元上升5% (二零二零年: 5%) 時除稅後溢利之增加。人民幣兌港元下跌5% (二零二零年: 5%) 時, 則會對除稅後溢利造成反方向的相等影響, 而下文的金額將為負數。

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Increase in post-tax profit for the year	23,534	29,892

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the relevant years.

管理層認為, 敏感度分析不代表固有外匯風險, 因為年終風險並不反映相關年度之風險。

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34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to bank and other borrowings, debt component of convertible bond, promissory note, amount due to a related company and lease liabilities as disclosed in notes 25, 28, 29, 40(a) and 30 respectively. These financial instruments issued at fixed rates expose the Group to fair value interest rate risk. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on restricted/pledged bank deposits and bank balances. The Group is not exposed to significant cash flow interest rate risk on restricted/pledged bank deposits and bank balances as the fluctuation in interest rate are insignificant. Therefore, no sensitivity analysis is presented. The Group has not used any financial instruments to hedge potential fluctuation in interest rates.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, other receivables, restricted/pledged bank deposits, bank balances and amounts due from related companies and non-controlling shareholders of subsidiaries. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets and financial guarantee contracts, except that the credit risks associated with financial guarantee contracts is mitigated because they are secured over-by properties.

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

利率風險

本集團就銀行及其他借貸、可換股債券之債務組成部分、承兌票據、應付一間關連公司款項及租賃負債(分別於附註25、28、29、40(a)及30內披露)面臨公平值利率風險。該等金融工具按固定利率發行，導致本集團承受公平值利率風險。本集團現金流利率風險主要集中於受限制/已抵押銀行存款及銀行結餘之利率波動。由於利率波幅並不重大，故本集團並無就受限制/已抵押銀行存款及銀行結餘面臨重大現金流量利率風險。因此，並無呈列敏感度分析。本集團並無採用任何金融工具對沖利率之潛在波動。

信貸風險及減值評估

信貸風險指本集團的交易對方違反合約責任而導致本集團財務虧損的風險。本集團的信貸風險主要與應收賬款、其他應收款項、受限制/已抵押銀行存款、銀行結餘及應收關連公司及附屬公司非控股股東款項有關。本集團並無持有任何抵押品或其他信貸增強措施以保障與其財務資產及財務擔保合約相關之信貸風險，惟與若干財務擔保合約相關之信貸風險已減低，因該等財務擔保合約以物業擔保。

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34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

(continued)

Trade receivables arising from contracts with customers

The Group's exposure to credit risk arising from default of the customers is limited as the customers have continuous repayment. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances based on provision matrix.

The concentration of credit risk in respect of trade receivables is minimal, of which there is no customers represent more than 5% of the total trade receivables as at 31 December 2021 and 2020.

Trade receivables arising from rental income

Trade receivables from rental income are assessed for ECL individually and the provision rates are based on the historical default rates, past due status and the financial capability of individual debtor taking into consideration forward-looking information that is reasonable, supportable and available without undue cost or effort. For the years ended 31 December 2021 and 2020, the Group assessed the ECL for trade receivables from rental income are insignificant and thus no loss allowance is recognised.

Other receivables (mainly made up of fund advance to contractions) and refundable deposits

For other receivables and refundable deposits, the management makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2021 and 2020, the Group assessed the ECL for other receivables are insignificant and thus no loss allowance is recognised.

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

客戶合約產生之應收賬款

由於客戶有持續還款，本集團因客戶違約而面臨的信貸風險有限。本集團已制定其他監督程序，以確保採取後續行動收回逾期債務。此外，本集團根據撥備矩陣按預期信貸虧損模式就貿易結餘進行減值評估。

於二零二一年及二零二零年十二月三十一日，應收款項的集中信貸風險極低，其中並無客戶佔應收賬款總額的5%以上。

來自租金收入的應收賬款

來自租金收入的貿易應收賬款對預期信貸虧損進行單獨評估，且撥備率乃基於歷史違約率、逾期狀態及債務人的個人財務能力，已計及合理、可支持且無須過高成本或太多工序便可供查閱的前瞻性資料。截至二零二一年十二月三十一日止年度，本集團就來自租金收入的貿易應收賬款評估預期信貸虧損並不重大，因此，並無確認減值撥備。

其他應收款項 (主要包括應付承包商資金) 及可退還按金

就其他應收款項及可退還按金而言，管理層根據過往結算記錄、過往經驗及合理及支援性的定量及定性前瞻性資料，定期對其他應收款項的可收回性作出個別評估。管理層相信，自初始確認以來，該等金額的信貸風險並無顯著增加，而本集團根據12個月預期信貸虧損作出減值撥備。截至二零二一年及二零二零年十二月三十一日止年度，本集團評估其他應收款項的預期信貸虧損並不重大，因此並無確認虧損撥備。

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34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Amounts due from related companies/ non-controlling shareholders of subsidiaries

The credit risk of amounts due from related companies and non-controlling shareholders of subsidiaries are managed through an internal process. The Group actively monitors the outstanding amount owed by each related party and identifies any credit risks in a timely manner in order to reduce the risk of a credit related loss. Further, the Group closely monitors the financial performance of the related companies which mainly engage in properties development in the PRC and financial capacity of non-controlling shareholder and considering the future prospects of the industry in which those debtors operate in. In addition, the Group performs impairment assessment under ECL model on the outstanding balances individually. For the years ended 31 December 2021 and 2020, the Group assessed the ECL for amounts due from related companies and a non-controlling shareholder of subsidiary are insignificant and thus no loss allowance in recognised.

The Group exposes to concentration of credit risk in respect of amounts due from a related company and a non-controlling shareholder of subsidiary at the amounts of RMB140,813,000 and RMB362,146,000 (2020: RMB312,613,000 and RMB96,594,000), respectively, representing 45% and 65% (2020: 57% and 100%) of total amounts due from related companies and non-controlling shareholders of subsidiaries. The directors of the Company continue to monitor and assess the financial status of the counterparties, and they believe the exposure to credit risk on these balances is not significant as the counterparties are of good financial position.

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收關連公司／附屬公司非 控股股東款項

應收關連公司及附屬公司非控股股東款項的信貸風險透過內部程序管理。本集團積極監控各關連方結欠的未償還款項，並及時識別任何信貸風險，以降低信貸相關虧損的風險。此外，本集團密切監察主要於中國從事物業發展之關連公司之財務表現及非控股股東之財務能力，並考慮該等債務人經營所在行業之未來前景。再者，本集團根據預期信貸虧損模式對未償還結餘個別執行減值評估。截至二零二一年及二零二零年十二月三十一日止年度，本集團評估應收關連公司及一名附屬公司非控股股東款項的預期信貸虧損並不重大，因此並無確認虧損撥備。

本集團就應收一間關連公司及一名附屬公司非控股股東款項承受信貸集中風險，金額為人民幣140,813,000元及人民幣362,146,000元（二零二零年：人民幣312,613,000元及人民幣96,594,000元），分別佔應收關連公司及附屬公司非控股股東款項總額之45%及65%（二零二零年：57%及100%）。本公司董事繼續監察及評估交易對方之財務狀況，由於交易對方財務狀況良好，故彼等認為該等結餘所承受之信貸風險並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

(continued)

Bank balances/restricted/pledged bank deposits

The credit risks on bank balances and restricted/pledged bank deposits are limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The Group assessed 12m ECL for bank balances and restricted/pledged bank deposits by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances and restricted/pledged bank deposits is considered to be insignificant and therefore no loss allowance was recognised.

Financial guarantee contracts

For the financial guarantee contracts provided by the Group to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of properties, the Group measured the loss allowance on financial guarantee contracts by reference to the loss on default based on the current property value and the pre-sale deposits already received. For the financial guarantee contracts provided by the Group to banks in connection with the related parties and third parties' bank borrowings, the directors of the Company has performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts. Accordingly, the loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12m ECL. No loss allowance was recognised in the profit or loss because the fair value of assets pledged is higher than the guarantee amounts.

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘／受限制／已抵押銀行存款

銀行結餘及受限制／已抵押銀行存款的信貸風險有限，因為對手方為國際信用評級機構指定的信用評級較高的銀行。本集團參考外部信貸評級機構公佈的有關違約可能性及虧損情況的資料，評估12個月預期信貸虧損之銀行結餘及受限制／已抵押銀行存款。根據平均虧損率計算，就銀行結餘及受限制／已抵押銀行存款的12個月預期信貸虧損被視為微不足道，因此並無確認虧損撥備。

財務擔保合約

就本集團就客戶借入抵押貸款以撥資購買物業而向銀行提供的財務擔保合約而言，本集團根據現時物業價值及已收取預收按金，參考違約虧損計量財務擔保合約虧損撥備。就本集團就關連公司及第三方銀行借貸而向銀行提供的財務擔保合約而言，本公司董事已進行減值評估，並認為財務擔保合約之信貸風險自初始確認以來並無大幅增加。因此，本集團發出之財務擔保合約之虧損撥備按相等於12個月預期信貸虧損之金額計量。概無於損益內確認虧損撥備，原因是已抵押資產之公平值高於擔保金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

(continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets/other items
內部信用評級	描述	應收賬款	其他財務資產／其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手的違約風險較低且並無任何逾期金額	Lifetime ECL – not credit-impaired 全期預期信貸虧損－信貸未減值	12m ECL 12個月預期信貸虧損
Watch list 觀察清單	Debtor frequently repays after due dates but usually settle in full 債務人頻繁超過逾期日期惟經常悉數償付	Lifetime ECL – not credit-impaired 全期預期信貸虧損－信貸未減值虧損	12m ECL 12個月預期信貸
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 通過內部獲得的資料或外部資源發現自初步確認以後信貸風險大幅增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損－信貸未減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損－信貸未減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人處於嚴重財務困難且本集團並無收回款項的可實現前景	Amount is written off 金額已撇銷	Amount is written off 金額已撇銷

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團內部信貸風險評級評估包括以下類別：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets and other items, which are subject to ECL assessment:

2021 二零二一年	Notes 附註	External credit rating 外部信用評級	Internal credit rating 內部信用評級	12-month or lifetime ECL 12個月或全期信貸虧損	Gross carrying amount 賬面總值 RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本計量之財務資產					
Trade receivables – contracts with customers 應收賬款 – 來自客戶合約	21 21	N/A 不適用	(Note 1) (附註1)	Lifetime ECL – (not credit-impaired) 全期預期信貸虧損 – (並無信貸減值)	11,922
Trade receivables – rental income 應收賬款 – 租金收入	21 21	N/A 不適用	Low risk (Note 2) 低風險 (附註2)	12m ECL 12個月預期信貸虧損	8,078
Other receivables and refundable deposits 其他應收款項及可退回按金	21 21	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12m ECL 12個月預期信貸虧損	167,028
Other receivables 其他應收款項	21 21	N/A 不適用	Loss (Note 3) 虧損 (附註3)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)	73
Amounts due from related companies 應收關連公司款項	40(a) 40(a)	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12m ECL 12個月預期信貸虧損	311,644
Amount due from a non-controlling shareholder of subsidiary 應收一名附屬公司非控股股東款項	40(a) 40(a)	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12m ECL 12個月預期信貸虧損	559,586
Restricted/pledged bank deposits 受限制/已抵押銀行存款	22 22	A2 A2	N/A 不適用	12m ECL 12個月預期信貸虧損	509,164
Bank balances 銀行結餘	22 22	A3 to Aa3 A3至Aa3	N/A 不適用	12m ECL 12個月預期信貸虧損	592,854
Other items 其他項目					
Financial guarantee contracts 財務擔保合約	39 39	N/A 不適用	Low risk (Note 4) 低風險 (附註4)	12m ECL 12個月預期信貸虧損	7,403,897

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表詳列本集團財務資產及其他項目(須接受預期信貸虧損評估)所面臨的信貸風險:

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

2020	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount
二零二零年	附註	外部信用評級	內部信用評級	12個月或全期信貸虧損	賬面總值 RMB'000 人民幣千元
Financial assets at amortised cost 按攤銷成本計量之財務資產					
Trade receivables – contracts with customers 應收賬款—來自客戶合約	21 21	N/A 不適用	(Note 1) (附註1)	Lifetime ECL – (not credit-impaired) 全期預期信貸虧損 (並無信貸減值)	12,329
Trade receivables – rental income 應收賬款 – 租金收入	21 21	N/A 不適用	Low risk (Note 2) 低風險 (附註2)	12m ECL 12個月預期信貸虧損	21,295
Other receivables and refundable deposits 其他應收款項及可退回按金	21 21	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12m ECL 12個月預期信貸虧損	204,691
Other receivables 其他應收款項	21 21	N/A 不適用	Loss (Note 3) 虧損 (附註3)	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值)	73
Amounts due from related companies 應收關連公司款項	40(a) 40(a)	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12m ECL 12個月預期信貸虧損	547,106
Amount due from a non-controlling shareholder of subsidiary 應收一名附屬公司非控股股東款項	40(a) 40(a)	N/A 不適用	Low risk (Note 3) 低風險 (附註3)	12m ECL 12個月預期信貸虧損	96,594
Restricted/pledged bank deposits 受限制/已抵押銀行存款	22 22	A2 A2	N/A 不適用	12m ECL 12個月預期信貸虧損	201,570
Bank balances 銀行結餘	22 22	A3 to Aa3 A3至Aa3	N/A 不適用	12m ECL 12個月預期信貸虧損	838,036
Other items 其他項目					
Financial guarantee contracts 財務擔保合約	39 39	N/A 不適用	Low risk (Note 4) 低風險 (附註4)	12m ECL 12個月預期信貸虧損	6,537,692

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

(continued)

Notes:

1. For trade receivables from contracts with customers, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The trade receivables from contracts with customers are assessed for ECL based on provision matrix. The ECL on trade receivables from contracts with customers at 31 December 2021 and 2020 according to provision matrix based on historical are insignificant credit loss experience adjusted by forward-looking estimates without undue cost or effort. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.
2. The Group assessed 12m ECL for trade receivables from rental income. The ECL on trade receivables from rental income at 31 December 2021 and 2020 are insignificant according to the individual assessments based on historical credit loss experience adjusted by forward-looking estimates without undue cost or effort.
3. For the purposes of credit risk management, the Group uses past due information of the other receivables, related companies and non-controlling shareholders of subsidiaries to assess whether credit risk has increased significantly since initial recognition. Except for the credit-impaired balance of RMB73,000, which has been fully impaired, the balances of other receivables are not past due at 31 December 2021 and 2020. The related companies and non-controlling shareholders of subsidiaries are considered by the management to have sound financial position. In the opinion of the directors of the Company, the risk of default by these counterparties is not significant according to the individual assessments and the ECL on these balances are insignificant.

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：

1. 就來自客戶合約之應收賬款而言，本集團已應用香港財務報告準則第9號內的簡化方法按全期預期信貸虧損計量虧損撥備。來自客戶合約之應收賬款根據撥備矩陣評估預期信貸虧損。於二零二一年及二零二零年十二月三十一日，根據基於經無需耗費成本及精力的前瞻性估計調整的過往信貸虧損經驗的撥備矩陣，來自客戶合約之應收賬款的預期信貸虧損並不重大。虧損率已予調整，以反映目前狀況及未來經濟狀況的預測(如適用)。
2. 本集團就來自租金收入之應收款項評估12個月預期信貸虧損。於二零二一年及二零二零年十二月三十一日，根據基於經無需耗費成本及精力的前瞻性估計調整的過往信貸虧損經驗的個人評估，來自租金收入的應收賬款並不重大。
3. 就風險管理而言，本集團使用其他應收款項、關連公司及附屬公司非控股股東的逾期資料評估自初步確認起信貸風險是否顯著增加。除已信貸減值之結餘人民幣73,000元已悉數減值外，其他應收款項之結餘於二零二一年及二零二零年十二月三十一日並未逾期。管理層認為關連公司及附屬公司非控股股東財務狀況穩健。本公司董事認為，根據個人評估，對手方違約風險並不重大且該等結餘之預期信貸虧損並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

(continued)

Notes: (continued)

- For the financial guarantee contracts provided by the Group to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of properties, loan facilities granted to related companies and third parties, the Group measured the loss allowance on financial guarantee contracts by reference to the historical default rate of the customers, related companies and third parties the loss on default based on the current property value and the pre-sale deposits already received and the forward looking information. The directors of the Company considered that the loss allowances on financial guarantee contracts at 31 December 2021 and 2020 were insignificant to the Group.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the directors of the Company, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages liquidity risk by:

- continuously monitoring forecast and actual cash flows;
- maintaining adequate level of liquid assets mainly comprise of cash and cash equivalents and held for trading equities securities;
- receiving pre-sale deposits for sale of properties from customers; and
- applying long-term finance including convertible bond, promissory note and bank borrowings

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- 就本集團就客戶借入抵押貸款以撥資購買物業而向銀行提供的財務擔保合約、授予關連公司及第三方之貸款融資而言，本集團經參考客戶、關連公司及第三方的過往違約率、按當前物業價值計算的違約虧損及已收預售按金以及前瞻性資料後計量財務擔保合約的虧損撥備。本公司董事認為，於二零二一年及二零二零年十二月三十一日的財務擔保合約虧損撥備對本集團而言並不重大。

流動資金風險

本公司董事對流動資金風險管理負最終責任，並已建立合適之流動資金風險管理框架，以管理本集團之短期、中期及長期資金及流動資金管理需求。

本集團透過以下方式控制流動資金風險：

- 持續監控預測及實際現金流量；
- 保持足夠的流動資產水平，主要包括現金及現金等值以及持作交易股本證券；
- 就銷售物業收到客戶預售按金；及
- 應用長期融資，包括可換股債券、承兌票據及銀行借貸。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity tables (continued)

	Weighted average interest rate	on demand or less than 3 months 按要求或 少於3個月 RMB'000 人民幣千元	3 months to 1 year 3個月至1年 RMB'000 人民幣千元	1-2 years 1至2年 RMB'000 人民幣千元	2-5 years 2至5年 RMB'000 人民幣千元	Over 5 year 超過5年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
2020								
Trade and other payables								
應付賬款及其他應 付款項	-	1,035,994	-	-	-	-	1,035,994	1,035,994
Amounts due to related companies								
應付關連公司款項	-	673,392	-	-	-	-	673,392	673,392
Amount due to a related company								
應付一間關連公司 款項	12	8,250	24,750	33,000	287,375	-	353,375	275,000
Amount due to ultimate controlling shareholder								
應付最終控股股東 款項	-	99,626	-	-	-	-	99,626	99,626
Bank and other borrowings - fixed rate								
銀行及其他借貸 - 固定利率	8.41	342,066	3,202,618	2,055,912	3,315,491	934,240	9,850,327	8,429,965
Debt component of convertible bond								
可換股債券之債務 部分	9.55	4,210	-	4,210	429,401	-	437,821	333,112
Promissory note								
承兌票據	9.55	15,155	-	22,733	558,222	-	596,110	460,809
Financial guarantee contracts (note 39)								
財務擔保合約 (附註39)	-	6,537,692	-	-	-	-	6,537,692	-
Lease liabilities								
租賃負債	6.14	493	301	86	-	-	880	860
		8,716,878	3,227,669	2,115,941	4,590,489	934,240	19,585,217	11,308,758

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表格 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

34. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by counterparty which are guaranteed suffer credit losses.

(c) Fair value measurements of financial instruments

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities remeasured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular the valuation technique and inputs used).

34. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

以上載列就財務擔保合約之金額為倘擔保對手方索償有關金額時，本集團可能須就悉數擔保金額根據安排結償之最高金額。基於報告期末之估計，本集團認為根據安排須支付任何款項的可能性較低。然而，該估計可能因交易對方根據擔保提出申索之可能性而改變，而有關可能性則與交易對方所持獲擔保之財務應收款項蒙受信貸虧損之可能性有關。

(c) 金融工具公平值計量

本集團根據經常性基準按公平值計量之財務資產及財務負債之公平值

於各報告期末，本集團之若干財務資產及財務負債按公平值重新計量。下表所載資料說明該等財務資產之公平值釐定方式（特別是所用估值方法及輸入數據）。

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34. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

34. 金融工具 (續)

(c) 金融工具公平值計量 (續)

本集團根據經常性基準按公平值計量之財務資產及財務負債之公平值 (續)

Financial assets 財務資產	Fair value at 公平值		Fair value hierarchy 公平值等級	Valuation technique and inputs used 所用估值技術及輸入數據
	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元		
Derivative component of convertible bond	102,071	230,798	Level 3	Binomial model – Fair value is estimated based on time-to-maturity, stock price, conversion price, risk-free rate, discount rate, expected volatility and expected dividend.
可換股債券之衍生工具部分	102,071	230,798	第三級	二項式模型–公平值按到期日、股價、轉換價、無風險利率、折現率、預期波幅及預期股息估計。

There were no transfers among different levels during the year.

年內，各級別之間並無轉撥。

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34. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurements of financial instruments (continued)

Reconciliation of Level 3 fair value measurements

34. 金融工具 (續)

(c) 金融工具公平值計量 (續)

第三級公平值計量之對賬

		Derivative component 衍生部分 RMB'000 人民幣千元
As at 1 January 2020	於二零二零年一月一日	293,981
Unrealised change in fair value recognised in profit or loss	於損益確認之未變現公平值變動	(48,339)
Exchange adjustments	匯兌調整	(14,844)
As at 31 December 2020	於二零二零年十二月三十一日	230,798
Unrealised change in fair value recognised in profit or loss	於損益確認之未變現公平值變動	(121,832)
Exchange adjustments	匯兌調整	(6,895)
As at 31 December 2021	於二零二一年十二月三十一日	102,071

The fair values of financial assets and financial liabilities of the Group are determined as follows:

- the fair value of financial assets and financial liabilities carried at amortised costs is determined in accordance with generally accepted pricing models based on discounted cash flow analysis, which the carrying amount is approximate to its fair value; and
- the fair value of financial guarantee contracts at initial recognition is determined to be insignificant, using option pricing models where the main assumptions are the probability of default by the specified counterparty extrapolated from market-based credit information and the amount of loss given default.

本集團財務資產及財務負債之公平值按以下各項釐定：

- 按攤銷成本結算之財務資產及財務負債之公平值乃按貼現現金流量分析根據公認定價模式釐定，其賬面值與其公平值相若；及
- 於初步確認時財務擔保合約之公平值並不重大，乃使用期權定價模式釐定，當中主要假設為按市場信貸資料推斷特定對手方欠款之可能性及在欠款情況下之虧損金額。

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35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

35. 融資活動所產生的負債對賬

下表詳列本集團自融資活動產生的負債，包括現金及非現金變動。融資活動產生的負債指於本集團之綜合現金流量表中將其現金流量已歸類為或將未來現金流量歸類為融資活動現金流量之負債。

		Other payable	Interest payable	Lease liabilities	Amounts due to related companies	Amounts due to ultimate controlling shareholder	Amounts due to non-controlling shareholders of subsidiaries	Debt component of convertible bond	Promissory note	Bank and other borrowings	Total
		其他應付款項	應付利息	租賃負債	應付關連公司款項	應付最終控股股東款項	對附屬公司非控股股東負有的債務	可轉換債券部分	承兌票據	銀行及其他借貸	總計
		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
At 1 January 2020	於二零二零年一月一日	79,116	18,587	3,107	642,927	99,626	-	322,972	446,249	4,229,928	5,842,512
Financing cash flows	融資現金流	(1,096)	(442,945)	(2,489)	281,540	-	72,802	-	-	4,243,687	4,151,499
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	(43,650)	(43,650)
Exchange adjustments	匯兌調整	-	-	(31)	-	-	-	(20,501)	(27,808)	-	(48,340)
New leases entered	已訂立之新租賃	-	-	162	-	-	-	-	-	-	162
Interest capitalised	資本化利息	-	456,539	-	-	-	-	-	-	-	456,539
Finance costs	融資成本	-	6,020	111	23,925	-	-	30,641	42,368	-	103,065
At 31 December 2020	於二零二零年十二月三十一日	78,020	38,201	860	948,392	99,626	72,802	333,112	460,809	8,429,965	10,461,787
Financing cash flows	融資現金流	366,011	(644,977)	(373)	172,385	-	(72,802)	(8,172)	(31,806)	(224,733)	(444,467)
Exchange adjustments	匯兌調整	-	-	4	-	-	-	(10,438)	(14,914)	-	(25,348)
Termination of lease	終止租賃	-	-	(500)	-	-	-	-	-	-	(500)
Interest capitalised	資本化利息	-	632,147	-	37,644	-	-	-	-	-	669,791
Finance costs	融資成本	-	90,751	9	15,666	-	-	30,471	41,268	-	178,165
At 31 December 2021	於二零二一年十二月三十一日	444,031	116,122	-	1,174,087	99,626	-	344,973	455,357	8,205,232	10,839,428

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36. PLEDGE OF ASSETS

The Group's borrowings had been secured by the pledged of the Group's assets and the carrying amounts of the respective assets are as follows:

36. 資產抵押

本集團借貸以抵押本集團資產作擔保，各項資產的賬面值如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Property, plant and equipment (note 15)	物業、廠房及設備 (附註15)	-	813
Right-of-use assets (note 16)	使用權資產(附註16)	-	859,503
Investment properties (note 17)	投資物業(附註17)	8,760,499	7,848,300
Properties under development (note 18)	發展中物業(附註18)	-	230,568
Inventories of properties (note 20)	物業存貨(附註20)	13,421,845	9,132,919
Trade receivables (note 21)	應收賬款(附註21)	6,987	15,784
Restricted bank deposits (note 22)	受限制銀行存款(附註22)	6,562	569
Deposits for land use rights for properties under development for sale	待售發展中物業之 土地使用權按金	-	498,500
		22,195,893	18,586,956
Net assets of subsidiaries (note)	附屬公司淨資產(附註)	2,772,550	2,742,027

Note: As at 31 December 2021 and 2020, the entire equity interests of Xi'an Sandi Real Estate Development Co. Ltd ("Xian Sandi") and Fujian Sinco Industrial Co., Ltd ("Fujian Sinco"), Xian Diyue Real Estate Development Co. Ltd, Yongtai Gaojia Real Estate Development Co. Ltd, Baoji Xingyaocheng and the 66.5% ordinary shares of Longyan Sandi Real Estate Development Co. Ltd, indirect wholly-owned subsidiaries of the Company, were pledged to secure the bank and other borrowings granted to the Group.

附註：於二零二一年及二零二零年十二月三十一日，西安三迪房地產開發有限公司（「西安三迪」）及福建先科實業有限公司（「福建先科」）、Xian Diyue Real Estate Development Co. Ltd、永泰高佳房地產開發有限公司、寶雞星耀城的全部股權及龍岩三迪房地產開發有限公司（本公司之間接全資附屬公司）之66.5%普通股已予抵押，作為授予本集團銀行及其他借款的擔保。

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37. CAPITAL AND OTHER COMMITMENTS

At the end of respective period, the Group has capital commitments as follows:

37. 資本及其他承擔

於各期末，本集團之資本承擔如下：

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Capital expenditure contracted for but not provided in consolidated financial statements in respect of:	有關以下各項之已訂約但並未於綜合財務報表撥備之資本開支：		
– Construction commitments for properties under development	– 發展中物業建築承擔	–	802,750
– Construction commitments for investment properties	– 投資物業建築承擔	1,098,420	267,907
Other commitments contracted for but not provided in consolidated financial statements in respect of:	有關以下各項之已訂約但並未於綜合財務報表撥備之其他承擔：		
– Construction commitments for properties for sales	– 待售物業建築承擔	4,914,739	3,888,355
– Consideration commitments for land use rights	– 土地使用權之代價承擔	83,000	704,376
		6,096,159	5,663,388

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38. OPERATING LEASING ARRANGEMENTS

The Group as lessor

All of the properties held by the Group for rental purposes have committed lessees for the next one to twenty-five years (2020: one to twenty years) respectively. The Group's property held for rental purposes, with a carrying amount of RMB4,300,000 (2020: RMB9,700,000), has been disposed of since the end of the reporting period.

Undiscounted lease payments receivable on leases are as follows:

38. 經營租賃安排

本集團作為出租人

本集團所有持作租賃物業於未來一至二十五年(二零二零年:一至二十年)內均已獲承租人承租。本集團為租金目的持有的賬面值為人民幣4,300,000元(二零二零年:人民幣9,700,000元)的物業自報告期末以來已出售。

租賃之未貼現應收租賃付款如下:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元 (Restated) (經重列)
With one year	一年	191,648	208,673
In the second year	第二年	160,582	158,497
In the third year	第三年	139,611	140,084
In the fourth year	第四年	133,110	135,999
In the fifth year	第五年	121,507	130,217
After five years	五年後	1,528,111	1,631,972
		2,274,569	2,405,442

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39. FINANCIAL GUARANTEE CONTRACTS

At the end of respective reporting period, the Group had provided financial guarantee as follows:

39. 財務擔保

於各報告期末，本集團已提供的財務擔保如下：

		2021	2020
		二零二一年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantees given in favour of banks for:	就以下各項向銀行作出的擔保：		
Mortgage facilities granted to customers of the Group's properties (note a)	授予本集團物業客戶的按揭融資(附註a)	6,237,297	5,433,642
Guarantees given to banks in connection with loan facilities granted to related companies (note b)	就授予關連公司之貸款融資提供擔保予銀行(附註b)	896,600	981,200
Guarantees given to banks in connection with loan facilities granted to third parties (note c)	就授予第三方之貸款融資提供擔保予銀行(附註c)	270,000	122,850
		7,403,897	6,537,692

Notes:

- (a) The Group had provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by customers of the Group's properties. Pursuant to the terms of the guarantees, if a customer defaults on the payment of its mortgage during the term of guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount of the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's sales deposit and sell the property to recover any amounts paid by the Group to the bank. The guarantee period commences from the dates of grant of the relevant mortgage loans and end after the customer obtained the individual property ownership certificate. The fair value of the financial guarantee contracts is insignificant at the initial recognition. In the opinion of the directors, no provision for the guarantee contracts is recognised as the loss given default is low due to the value of pledged assets.

附註：

- (a) 本集團就若干銀行授出之按揭融資提供擔保，該等按揭融資涉及由本集團物業客戶所訂立之按揭貸款。根據擔保之條款，倘該等客戶於擔保期間拖欠按揭款項，持有按揭之銀行可要求本集團償還貸款之未償還款項及其任何應計利息。在該等情況下，本集團可留置客戶銷售按金及銷售物業，以收回本集團向銀行支付之任何款項。擔保期限由相關按揭貸款授出日期起計，並於客戶取得個別房產證後結束。財務擔保合約之公平值于初始確認時並不重大。董事認為，由于抵押資產的價值較低，違約造成的損失較低，因此不會確認擔保合約的撥備。

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39. FINANCIAL GUARANTEE (continued)

Notes: (continued)

- (b) In the opinion of the directors of the Company, the initial fair value of the financial guarantees given to banks in connection with loan facilities granted to the related companies which are controlled by Mr. Guo Jiadi or Ms. Shum Xi Xia, the sister-in-law of Mr. Guo Jiadi, was insignificant as the fair value of assets pledged is higher than the financial guarantees at the date of inception and the end of each reporting period. Also, no provision for the guarantees contracts at the end of the reporting period is recognised as the loss given default is low.
- (c) In the opinion of the directors of the Company, the initial fair value of the financial guarantees given to banks in connection with loan facilities granted to third parties was insignificant as the fair value of assets pledged is higher than the financial guarantees at the date of inception and the end of each reporting period. Also, no provision for the guarantees contracts at the end of the reporting period is recognised as the loss given default is low.

39. 財務擔保 (續)

附註：(續)

- (b) 本公司董事認為，就授予關連公司（由郭加迪先生或郭加迪先生配偶之妹妹沈細霞女士控制）的貸款融資而向銀行提供的財務擔保之初始公平值並不重大，因為已抵押資產之公平值高於開始日期及各報告期末之財務擔保。此外，由於違約造成的損失較低，於報告期末不會確認擔保合約的撥備。
- (c) 本公司董事認為，就授予第三方貸款融資而向銀行提供之財務擔保之初始公平值並不屬重大，因為已抵押資產之公平值高於開始日期及各報告期末之財務擔保。此外，由於違約造成的損失較低，於報告期末不會確認擔保合約的撥備。

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40. RELATED PARTY TRANSACTIONS AND BALANCES

(a) The Group had the following balances with related parties at the end of each reporting period:

40. 關連方交易

(a) 於各報告期末，本集團擁有以下關連方結餘：

		Maximum amount during the year ended 截至本年度之最大款項			
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		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
Amounts due from related companies (notes (i) and (ii))	應收關連公司款項 (附註(i)及(ii))	311,644	547,106	1,468,260	832,699
Amount due from non-controlling shareholders of subsidiaries (notes (i) and (iii))	應收附屬公司非控股股東款項 (附註(i)及(iii))	559,586	96,594	N/A 不適用	N/A 不適用
		871,230	643,700	1,468,260	832,699
Amounts due to related companies (notes (i) and (ii))	應付關連公司款項 (附註(i)及(ii))	1,174,087	948,392	N/A 不適用	N/A 不適用
Amounts due to non-controlling shareholders of subsidiaries (notes (i) and (iii))	應付附屬公司非控股股東款項 (附註(i)及(iii))	-	72,802	N/A 不適用	N/A 不適用
Amount due to ultimate controlling shareholder (note (i))	應付最終控股股東款項 (附註(i))	99,626	99,626	N/A 不適用	N/A 不適用
		1,273,713	1,120,820	N/A 不適用	N/A 不適用

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40. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) (continued)

Notes:

- (i) As at 31 December 2021, except for the amount due to a related company of RMB210,000,000 and RMB223,750,000 (2020: RMB275,000,000) which is non-trade related, unsecured, charged at 9% and 12% (2020: 12%) per annum respectively and repayable after one year, all amounts are non-trade related, interest free and repayable on demand. Details of impairment assessment are set out in note 34.
- (ii) Mr. Guo Jiadi is the controlling shareholder of the Group and also is the director and controlling these companies.
- (iii) These entities have significant influence over several non-wholly owned subsidiaries of the Group.

(b) The Group entered into the following transactions with its related parties during the year:

Name of related parties 關聯方名稱	Nature of transaction 交易性質	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Fujian Sandi Real Estate Development Co. Limited (note) 福建三迪房地產開發有限公司(附註)	Rental income received 已收租金收入	80	240
	Interest expense 利息支出	53,310	23,925
Primary Partner (note) Primary Partner (附註)	Interest expense 利息支出	71,739	73,009

Note: Mr. Guo Jiadi is the controlling shareholder of the Group and also is the director and controlling these companies.

40. 關連方之交易 (續)

(a) (續)

附註：

- (i) 於二零二一年十二月三十一日，除應付一間關連公司款項人民幣210,000,000元及人民幣223,750,000元（二零二零年：人民幣275,000,000元）為非貿易相關、無抵押、分別按年利率9%及12%（二零二零年：12%）計息及須於一年後償還外，所有款項均為非貿易相關、免息及須按要求償還。減值評估詳情載於附註34。
- (ii) 郭加迪先生為本集團之控股股東，亦為該等公司之董事，並控制該等公司。
- (iii) 該等實體對本集團若干非全資附屬公司影響重大。

(b) 於年內，本集團與其關連方訂立以下交易：

附註：郭加迪先生為本集團之控股股東，亦為該等公司之董事，並控制該等公司。

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40. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- (c) The remuneration of directors and other members of key management during the year was as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	7,694	7,219
Post-employment benefits	離職後福利	217	620
Equity-settled share-based payments	權益結算以股份為基準之付款	-	170
		7,911	8,009

- (d) Mr. Guo Jiadi and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi, have provided guarantees to banks for the bank borrowings. Details of guarantees are set out in note 25.
- (e) As disclosed in note 39, the Group provided guarantees to the related companies amounted to RMB896,600,000 (2020: RMB981,200,000) in connection with loan facilities at 31 December 2021.

40. 關連方之交易 (續)

- (c) 於年內，董事及其他主要管理層成員之酬金如下：

- (d) 郭加迪先生及郭加迪先生配偶沈碧珍女士已就銀行借貸向銀行提供擔保。擔保詳情載於附註25。
- (e) 如附註39所披露，於二零二一年十二月三十一日本集團就貸款融資已向關連公司提供擔保金額人民幣896,600,000元（二零二零年：人民幣981,200,000元）。

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

General information of subsidiaries

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

41. 本公司主要附屬公司之詳情

附屬公司一般資料

於報告期末本公司直接及間接持有之附屬公司之詳情載列如下。

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up issued/ registered capital 繳足已發行/ 註冊資本	Proportion ownership interest held by the Company 本公司所持有權權益 之比例				Proportion of voting power held by the Company 本公司所持投票權 之比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		Directly 直接		Indirectly 間接		
			2021	2020	2021	2020	2021	2020	2021	2020	
			二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	
Fujian Sinco* 福建先科	The PRC 中國	RMB290,000,000 人民幣290,000,000元	-	-	100%	100%	-	-	100%	100%	Property investment 物業投資
Fujian Jingdu Land Co., Ltd* 福建京都置業有限公司	The PRC 中國	RMB100,000,000 人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	Property development and property investment 物業發展及物業投資
Xian Sandi* 西安三迪	The PRC 中國	RMB100,000,000 人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	Property development 物業發展
Nanping Sandi Xiangsong Property Development Co., Ltd (*Nanping Xiangsong*)* 南平三迪香頌有限公司(「南平香頌」)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	-	60%	60%	-	-	60%	60%	Property development 物業發展
Strike Again Group Ltd Strike Again Group Ltd	BVI 英屬處女群島	US\$1 1美元	100%	100%	-	-	100%	100%	-	-	Securities trading 證券交易
Grand International Development Limited 廣大國際發展有限公司	Hong Kong 香港	HK\$100 100港元	-	-	100%	100%	-	-	100%	100%	Investment holding 投資控股
Guoshi Investment Group Company Limited* 郭氏投資集團有限公司	The PRC 中國	RMB200,000,000 人民幣200,000,000元	-	-	100%	100%	-	-	100%	100%	Investment holding 投資控股
Fuzhou Gaojia* 福州高佳	The PRC 中國	RMB1,500,900,000 人民幣1,500,900,000元	-	-	100%	100%	-	-	100%	100%	Property development and property investment 物業發展及物業投資
Shanghai Gaojia* 上海高佳	The PRC 中國	RMB55,000,000 人民幣55,000,000元	-	-	100%	100%	-	-	100%	100%	Property development 物業發展
Shanghai Sandi Real Co. Estate Development Ltd* 上海三迪房地產開發有限公司	The PRC 中國	RMB196,000,000 人民幣196,000,000元	-	-	100%	100%	-	-	100%	100%	Property development and property investment 物業發展及物業投資

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

General information of subsidiaries (continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations/ 註冊成立/ 註冊/經營地點	Paid up issued/ registered capital 繳足已發行/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權權益 之比例				Proportion of voting power held by the Company 本公司所持投票權 之比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		Directly 直接		Indirectly 間接		
			2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	
Baoji Sandi*	The PRC	RMB150,000,000	-	-	100%	100%	-	-	100%	100%	Property development and property investment
寶雞三迪	中國	人民幣150,000,000元	-	-	100%	100%	-	-	100%	100%	物業發展及物業投資
Jilin First Real Estate Development Co. Limited ("Jilin First")*	The PRC	RMB100,000,000	-	-	51%	51%	-	-	51%	51%	Property development
吉林首創房地產開發有限公司 (「吉林首創」)	中國	人民幣100,000,000元	-	-	51%	51%	-	-	51%	51%	物業發展
Yongtai Sandi Real Estate Development Co. Ltd*	The PRC	RMB100,000,000	-	-	100%	100%	-	-	100%	100%	Property development
永泰三迪房地產開發有限公司	中國	人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	物業發展
Nanping Sandi Real Estate Development Co. Ltd ("Nanping Sandi")*	The PRC	RMB50,000,000	-	-	51%	51%	-	-	51%	51%	Property development
南平三迪房地產開發有限公司 (「南平三迪」)	中國	人民幣50,000,000元	-	-	51%	51%	-	-	51%	51%	物業發展
Wuyishan Gaojia Real Estate Development Co. Ltd*	The PRC	RMB20,000,000	-	-	100%	100%	-	-	100%	100%	Property development
武夷山高佳房地產開發有限公司	中國	人民幣20,000,000元	-	-	100%	100%	-	-	100%	100%	物業發展
Yongtai Gaojia Real Estate Development Co. Ltd*	The PRC	RMB82,500,000	-	-	100%	100%	-	-	100%	100%	Property development
永泰高佳房地產開發有限公司	中國	人民幣82,500,000元	-	-	100%	100%	-	-	100%	100%	物業發展
Fuzhou Sandi Banbei Property Co. Ltd*	The PRC	RMB100,000,000	-	-	100%	100%	-	-	100%	100%	Property development
福州三迪城北置業有限公司	中國	人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	物業發展
Fuzhou Sandi Bannan Property Co. Ltd*	The PRC	RMB100,000,000	-	-	100%	100%	-	-	100%	100%	Property development
福州三迪城南置業有限公司	中國	人民幣100,000,000元	-	-	100%	100%	-	-	100%	100%	物業發展
Baoji Ruijiacheng*	The PRC	RMB50,000,000	-	-	100%	100%	-	-	100%	100%	Property development
寶雞瑞嘉城*	中國	人民幣50,000,000元	-	-	100%	100%	-	-	100%	100%	物業發展
Nanping Sandi Yungu Real Estate Development Co. Ltd ("Nanping Sandi Yungu")*	The PRC	RMB50,000,000	-	-	51%	51%	-	-	51%	51%	Property development
南平三迪雲谷房地產開發有限公司 (「南平三迪雲谷」)	中國	人民幣50,000,000元	-	-	51%	51%	-	-	51%	51%	物業發展

* These companies are wholly foreign owned enterprises established in the PRC. The English names of these companies are for reference only and have not been registered.

41. 本公司主要附屬公司之詳情 (續)

附屬公司一般資料 (續)

* 該等公司為於中國成立之外商獨資企業。該等公司英文名稱僅供參考且未經註冊。

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

General information of subsidiaries (continued)

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

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries operate in the PRC. The principal activities of these subsidiaries are summarised as follows:

None of the subsidiaries had issued any debt securities at the end of the year.

41. 本公司主要附屬公司之詳情 (續)

附屬公司一般資料 (續)

上表載列本公司董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為，提供其他附屬公司之詳情將導致篇幅過於冗長。

於報告期末，本公司擁有對本集團而言並不重大之其他附屬公司。該等附屬公司大部分於中國營運。該等附屬公司之主要業務概述如下：

於年末概無附屬公司發行任何債務證券。

Principal activities 主要業務	Principal place of business 主要業務地點	Number of subsidiaries 附屬公司數目	
		2021 二零二一年	2020 二零二零年
Property development 物業發展	The PRC 中國	17	17

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立及業務主要地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持有之擁有權益及投票權之比例		Profit (loss) allocated to non-controlling interests 分配至非控股權益之溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
				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
Nanping Xiangsong 南平香頌	The PRC 中國	40%	40%	51,152	(10,279)	49,071	(2,081)
Nanping Sandi 南平三迪	The PRC 中國	49%	49%	(2,068)	99,663	109,555	111,623
Jilin First 吉林首創	The PRC 中國	49%	49%	4,442	33,460	71,713	67,271
Individually immaterial subsidiaries with non-controlling interests 與非控股權益之個別非重大附屬公司				(17,815)	(2,444)	39,270	57,085
				35,711	120,400	269,609	233,898

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

41. 本公司主要附屬公司之詳情 (續)

擁有重大非控股權益之非全資附屬公司之詳情

下表詳列本集團擁有重大非控股權益之非全資附屬公司詳情：

本集團具有重大非控股權益的附屬公司的財務資料概要載列如下。下文財務資料概要指集團間抵銷前的金額。

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Nanping Xiangsong

41. 本公司主要附屬公司之詳情 (續)

南平香頌

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current assets	流動資產	932,063	1,409,503
Non-current assets	非流動資產	2,169	4,171
Current liabilities	流動負債	(809,954)	(1,101,193)
Non-current liabilities	非流動負債	(1,600)	(317,683)
Net assets (liabilities)	淨資產(負債)	122,678	(5,202)
Equity attributable to owners of the Company	本公司擁有人應佔權益	73,607	(3,121)
Non-controlling interests	非控股權益	49,071	(2,081)

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Nanping Xiangsong (continued)

41. 本公司主要附屬公司之詳情 (續)

南平香頌 (續)

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收益	761,528	-
Cost of properties sales	物業銷售成本	(573,085)	-
Other income	其他收入	159	204
Other gains and losses	其他收益及虧損	(3)	-
Expenses	開支	(60,719)	(25,902)
Profit (loss) for the year	本年度溢利(虧損)	127,880	(25,698)
Profit (loss) attributable to owners of the Company	本公司擁有人應佔溢利(虧損)	76,728	(15,419)
Profit (loss) attributable to non-controlling interests	非控股權益應佔溢利(虧損)	51,152	(10,279)
Profit (loss) for the year	本年度溢利(虧損)	127,880	(25,698)
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash inflow (outflow) from operating activities	經營活動之現金流入(流出)淨額	157,697	(3,460)
Net cash outflow from investing activities	投資活動之現金流出淨額	(3)	(23)
Net cash outflow from financing activities	融資活動之現金流出淨額	(166,842)	(6,609)
Net cash outflow	現金流出淨額	(9,148)	(10,092)

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Nanping Sandi

41. 本公司主要附屬公司之詳情 (續)

南平三迪

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current assets	流動資產	1,823,823	1,990,461
Non-current assets	非流動資產	10,224	427
Current liabilities	流動負債	(1,375,133)	(1,763,087)
Non-current liabilities	非流動負債	(235,333)	–
Net assets	資產淨值	223,581	227,801
Equity attributable to owners of the Company	本公司擁有人應佔權益	114,026	116,178
Non-controlling interests	非控股權益	109,555	111,623

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Nanping Sandi (continued)

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收益	44,569	1,143,267
Cost of properties sales	物業銷售成本	(32,223)	(829,676)
Other income	其他收入	340	189
Expenses	開支	(16,906)	(110,386)
(Loss) profit for the year	本年度(虧損)溢利	(4,220)	203,394
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	(2,152)	103,731
(Loss) profit attributable to non-controlling interests	非控股權益應佔(虧損)溢利	(2,068)	99,663
(Loss) profit for the year	本年度(虧損)溢利	(4,220)	203,394
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash inflow (outflow) from operating activities	經營活動之現金流入(流出)淨額	102,799	(328,053)
Net cash outflow from investing activities	投資活動之現金流出淨額	(18)	(291)
Net cash (outflow) inflow from financing activities	融資活動之現金(流出)流入淨額	(241,541)	477,259
Net cash (outflow) inflow	現金(流出)流入淨額	(138,760)	148,915

41. 本公司主要附屬公司之詳情(續)

南平三迪(續)

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Jilin First

41. 本公司主要附屬公司之詳情 (續)

吉林首創

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Current assets	流動資產	261,781	335,646
Non-current assets	非流動資產	50	4,353
Current liabilities	流動負債	(115,187)	(201,894)
Non-current liabilities	非流動負債	(290)	(814)
Net assets	資產淨值	146,354	137,291
Equity attributable to owners of the Company	本公司擁有人應佔權益	74,641	70,020
Non-controlling interests	非控股權益	71,713	67,271

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Jilin First (continued)

41. 本公司之財務狀況及儲備表 (續)

吉林首創(續)

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Revenue	收益	75,479	328,056
Cost of properties sales	物業銷售成本	(51,162)	(228,855)
Other income	其他收入	82	73
Other gains and losses	其他收益及虧損	1,857	-
Expenses	開支	(17,193)	(30,989)
Profit for the year	本年度溢利	9,063	68,285
Profit attributable to owners of the Company	本公司擁有人應佔溢利	4,621	34,825
Profit attributable to non-controlling interests	非控股權益應佔溢利	4,442	33,460
Profit for the year	本年度溢利	9,063	68,285
Dividends paid to non-controlling interests	已付非控股權益之股息	-	-
Net cash outflow from operating activities	經營活動之現金流出淨額	(21,810)	(7,158)
Net cash outflow	現金流出淨額	(21,810)	(7,158)

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For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

42. 本公司之財務狀況及儲備表

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Unlisted investments in subsidiaries	附屬公司之非上市投資	2,954,691	3,190,822
Property, plant and equipment	物業、廠房及設備	82	286
Right-of-use assets	使用權資產	-	266
		2,945,773	3,191,374
Current assets	流動資產		
Other receivables and prepayments	其他應收款項及預付款項	219	912
Amount due from a related company	應付一間關連公司之款項	1,609	-
Bank balances and cash	銀行結餘及現金	1,329	1,924
		3,157	2,836
Current liabilities	流動負債		
Lease liabilities	租賃負債	-	303
Other payables and accruals	其他應付款項及應計費用	150,691	308,557
		150,691	308,860
Net current liabilities	流動負債淨額	(147,534)	(306,024)
Total assets less current liabilities	資產總值減流動負債	2,798,239	2,885,350
Capital and reserves	資本及儲備		
Share capital (note 26)	股本(附註26)	42,890	42,881
Reserves	儲備	1,852,948	1,817,750
Total equity	總權益	1,895,838	1,860,631
Non-current liabilities	非流動負債		
Debt component of convertible bond	可換股債券之債務部分	344,973	333,112
Derivative component of convertible bond	可換股債券之衍生工具部分	102,071	230,798
Promissory note	承兌票據	455,357	460,809
		902,401	1,024,719
		2,798,239	2,885,350

Notes to the Consolidated Financial Statements

綜合財務報表附註

For year ended 31 December 2021 截至二零二一年十二月三十一日止年度

42. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(continued)

Movement in the Company's reserves

		Share premium	Share-based compensation reserve	Translation reserve	Other reserve	Accumulated losses	Total
		股份溢價	以股份為基準之補償儲備	換算儲備	其他儲備	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
			(note i)		(note ii)		
			(附註i)		(附註ii)		
At 1 January 2020	於二零二零年一月一日	833,355	12,517	(35,382)	1,224,806	(243,792)	1,791,504
Profit and other comprehensive income for the year	本年度溢利及其他全面收益	-	-	-	-	25,782	25,782
Recognition of equity settled share-based payments	確認以股份為基準之付款	-	464	-	-	-	464
At 31 December 2020	於二零二零年十二月三十一日	833,355	12,981	(35,382)	1,224,806	(218,010)	1,817,750
Profit and other comprehensive income for the year	本年度溢利及其他全面收益	-	-	-	-	34,973	34,973
Exercise of share options	行使購股權	343	(118)	-	-	-	225
Lapse of share options	購股權失效	-	(827)	-	-	827	-
At 31 December 2021	於二零二一年十二月三十一日	833,698	12,036	(35,382)	1,224,806	(182,210)	1,852,948

Note:

The other reserve, which is the contributed surplus account of the Company, represents the difference arising from the share premium reduction which was being effective and approved by the Bermuda Registrar of Companies on 11 May 2016. Under the share premium reduction, entire amount standing to the credit of the share premium account of the Company as at 29 February 2016 in the sum of RMB3,049,440,000 be reduced, with part of the credit arising therefrom being applied to offset the accumulated losses of the Company in the sum of RMB1,824,634,000 in full and the remaining balance of the credit in the sum of RMB1,224,806,000 being credited to the other reserve of the Company.

Details of the share premium reduction are set out in the Company's circular dated 15 April 2016.

The share premium reduction was approved at the Company's special general meeting held on 10 May 2016.

42. 本公司之財務狀況及儲備表 (續)

本公司儲備之變動

附註：

其他儲備(為本公司之實繳盈餘賬)指股份溢價減少產生的差額，於二零一六年五月十一日經百慕達公司註冊處處長批准生效。根據削減股份溢價，削減本公司股份溢價賬於二零一六年二月二十九日之全部進賬額人民幣3,049,440,000元，因此產生之進賬款項部分用於悉數抵銷本公司之累計虧損人民幣1,824,634,000元，餘下進賬款項人民幣1,224,806,000元計入本公司其他儲備。

削減股份溢價之詳情載於本公司日期為二零一六年四月十五日之通函。

削減股份溢價於本公司於二零一六年五月十日舉行的股東特別大會上獲批准。



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CHINA SANDI HOLDINGS LIMITED
中國三迪控股有限公司