

seazen
新城发展

Seazen Group Limited
新城發展控股有限公司

(於開曼群島註冊成立的有限責任公司)
(incorporated in the Cayman Islands with limited liability)
股份代號 Stock Code: 01030

分享喜悅
不負情懷

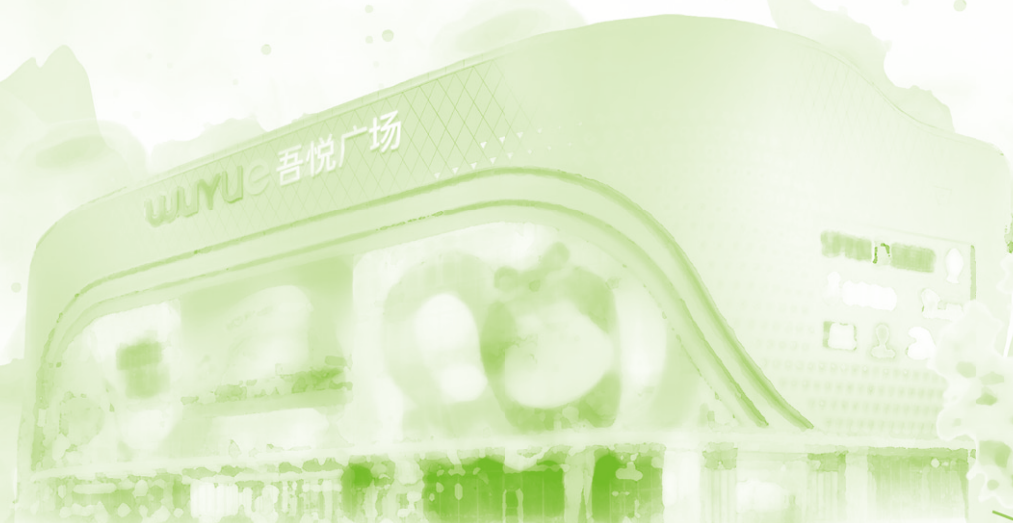


2022

Annual Report 年報

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公司資料 Corporate Information

董事會

執行董事

呂小平先生
陸忠明先生

非執行董事

王曉松先生
曲德君先生(於2023年2月16日辭任)
章晟曼先生

獨立非執行董事

陳華康先生
朱增進先生
鍾偉先生

審核委員會

陳華康先生(主席)
朱增進先生
鍾偉先生

薪酬委員會

朱增進先生(主席)
鍾偉先生
陳華康先生

提名委員會

朱增進先生(主席)
陸忠明先生
鍾偉先生

ESG委員會

王曉松先生(主席)
呂小平先生
曲德君先生(於2023年2月16日辭任)
章晟曼先生
陸忠明先生

BOARD OF DIRECTORS

Executive Directors

Mr. Lv Xiaoping
Mr. Lu Zhongming

Non-executive Directors

Mr. Wang Xiaosong
Mr. Qu Dejun (resigned on 16 February 2023)
Mr. Zhang Shengman

Independent Non-executive Directors

Mr. Chen Huakang
Mr. Zhu Zengjin
Mr. Zhong Wei

AUDIT COMMITTEE

Mr. Chen Huakang (Chairman)
Mr. Zhu Zengjin
Mr. Zhong Wei

REMUNERATION COMMITTEE

Mr. Zhu Zengjin (Chairman)
Mr. Zhong Wei
Mr. Chen Huakang

NOMINATION COMMITTEE

Mr. Zhu Zengjin (Chairman)
Mr. Lu Zhongming
Mr. Zhong Wei

ESG COMMITTEE

Mr. Wang Xiaosong (Chairman)
Mr. Lv Xiaoping
Mr. Qu Dejun (resigned on 16 February 2023)
Mr. Zhang Shengman
Mr. Lu Zhongming

公司資料 Corporate Information

聯席公司秘書

張宛玲女士
伍秀薇女士

本公司網站

www.seazengroup.com.cn

授權代表

陸忠明先生
香港
皇后大道中99號
中環中心
45樓4503-7室

伍秀薇女士
香港
銅鑼灣勿地臣街1號
時代廣場
二座31樓

註冊辦事處

Grand Pavilion
Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205, Cayman Islands

總部

中國
上海
普陀區中江路388弄5號
新城控股大廈B座11樓

香港主要營業地點

香港
銅鑼灣勿地臣街1號
時代廣場
二座31樓

JOINT COMPANY SECRETARIES

Ms. Zhang Wanling
Ms. Ng Sau Mei

COMPANY'S WEBSITE

www.seazengroup.com.cn

AUTHORISED REPRESENTATIVES

Mr. Lu Zhongming
Units 4503-7, 45/F
The Center
99 Queen's Road Central
Hong Kong

Ms. Ng Sau Mei
31/F, Tower Two
Times Square
1 Matheson Street, Causeway Bay
Hong Kong

REGISTERED OFFICE

Grand Pavilion
Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205, Cayman Islands

HEAD OFFICE

11/F, Seazen Holdings Tower B
No. 5, Lane 388, Zhongjiang Road, Putuo District
Shanghai
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, Tower Two
Times Square
1 Matheson Street, Causeway Bay
Hong Kong

公司資料

Corporate Information

法律顧問

關於香港法律

競天公誠律師事務所有限法律責任合夥

關於開曼群島法律

Maples and Calder

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

香港證券登記處

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

主要股份過戶登記處

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

上市信息

香港股份代號：1030

LEGAL ADVISERS

As to Hong Kong law

Jingtian & Gongcheng LLP

As to Cayman Islands law

Maples and Calder

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

HONG KONG SHARE REGISTRAR

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

LISTING INFORMATION

Hong Kong Stock Code: 1030

財務概要／財務回顧

Financial Summary/Financial Review

截至12月31日止年度

For the year ended 31 December

		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000	2020年 2020 人民幣千元 RMB'000	2019年 2019 人民幣千元 RMB'000	2018年 2018 人民幣千元 RMB'000
業績	RESULTS					
收入	Revenue	116,540,630	169,537,320	146,118,718	86,851,178	54,780,995
除所得稅前利潤	Profit before income tax	3,694,506	21,397,129	26,385,564	21,625,171	18,647,500
所得稅開支	Income tax expense	(2,951,802)	(8,036,135)	(10,267,182)	(9,018,982)	(6,599,934)
年度利潤	Profit for the year	742,704	13,360,994	16,118,382	12,606,189	12,047,566
應佔年度利潤：	Profit for the year attributable to:					
本公司權益持有人	Equity holders of the Company	280,673	8,590,624	10,178,247	7,812,268	6,761,004
非控股權益	Non-controlling interests	462,031	4,770,370	5,940,135	4,793,921	5,286,562
		742,704	13,360,994	16,118,382	12,606,189	12,047,566
本公司權益持有人 應佔利潤的 每股盈利	Earnings per share for profit attributable to equity holders of the Company					
基本	Basic	人民幣0.04元 RMB0.04	人民幣1.39元 RMB1.39	人民幣1.65元 RMB1.65	人民幣1.32元 RMB1.32	人民幣1.15元 RMB1.15
攤薄	Diluted	人民幣0.04元 RMB0.04	人民幣1.38元 RMB1.38	人民幣1.65元 RMB1.65	人民幣1.32元 RMB1.32	人民幣1.12元 RMB1.12
資產及負債	ASSETS AND LIABILITIES					
資產總額	Total assets	463,473,896	540,108,900	544,488,072	468,242,359	336,855,538
負債總額	Total liabilities	370,459,555	442,689,564	463,018,100	410,426,558	(291,134,755)
		93,014,341	97,419,336	81,469,972	57,815,801	45,720,783
本公司權益持有人 應佔股本及儲備：	Capital and reserves attributable to equity holders of the Company:					
股本：面值	Share capital: nominal value	5,822	5,081	5,081	4,807	4,813
儲備	Reserves	44,747,790	42,154,256	35,763,189	24,987,914	19,147,278
		44,753,612	42,159,337	35,768,270	24,992,721	19,152,091
非控股權益	Non-controlling interests	48,260,729	55,259,999	45,701,702	32,823,080	26,568,692
		93,014,341	97,419,336	81,469,972	57,815,801	45,720,783

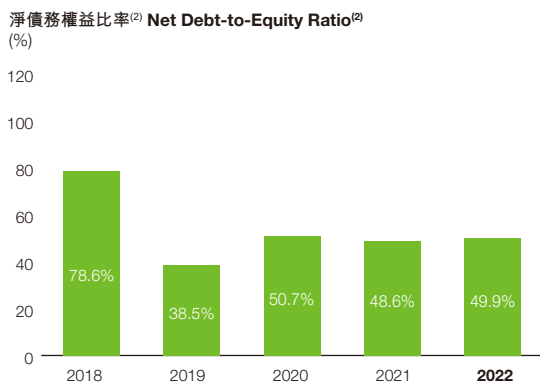
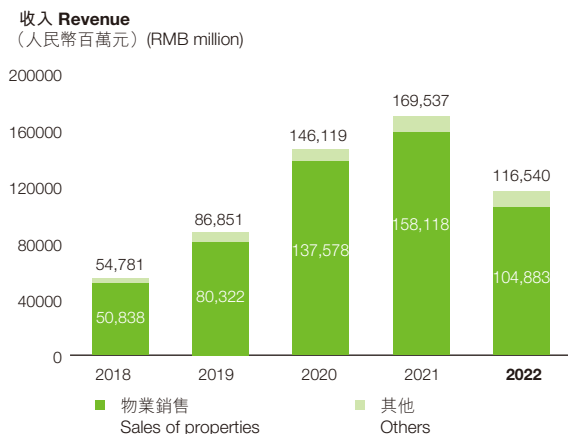
財務摘要 Financial Highlights

2018年至2022年主要財務指標對比

下圖概述我們由2018年至2022年期間業績的財務指標對比情況：

COMPARISON OF KEY FINANCIAL INDICATORS FROM 2018 TO 2022

The following charts compare the financial indicators of our performance from 2018 to 2022:



附註：

- (1) 核心盈利即淨利潤減除稅後投資物業及金融資產公允價值收益或虧損，與借款及金融資產有關的未變現外匯收益或虧損及出售子公司的除稅後收益或虧損。
- (2) 淨債務權益比率即借款總額減應付利息、現金、現金等價物及受限制現金之差與總權益的比值。

Notes:

- (1) Core earnings equal to net profit less after-tax fair value gains or losses on investment properties and financial assets, and unrealized foreign exchange gains or losses relating to borrowings and financial assets and after-tax gains or losses on disposal of subsidiaries.
- (2) Net debt-to-equity ratio equals to the ratio between the difference of total borrowings less interests payable, cash, cash equivalents and restricted cash and the total equity.

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
蘇州太倉市新城花語景岸 Suzhou Taicang Seazen Huayu Jingan	蘇州市 Suzhou City	住宅 Residential	在建 Under development	101,506	25,462
蘇州相城區新城拾鯉花園 Suzhou Xiangcheng Seazen Shili Garden	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	294,623	263,795
蘇州相城區新城湖畔春曉 Suzhou Xiangcheng Seazen Lakeview Chunxiao	蘇州市 Suzhou City	住宅 Residential	在建 Under development	158,635	51,417
蘇州相城區建發新城鳳起和鳴雅苑 Suzhou Xiangcheng Jianfa Seazen Fengqi Heming Yayuan	蘇州市 Suzhou City	住宅 Residential	在建 Under development	176,840	148,897
蘇州吳江區新城香溪源 Suzhou Wujiang Seazen Xiangxiyuan	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	436,409	425,709
蘇州工業園區新城東方星座大廈 Suzhou Industrial Park Seazen Dongfang Xingzhuo Tower	蘇州市 Suzhou City	住宅 Residential	在建 Under development	68,485	4,622
蘇州吳江區新城三千邑 Suzhou Wujiang Seazen Sanqianyi	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	387,062	386,958
蘇州吳江區新城鄰水灣景苑 Suzhou Wujiang Seazen Linshuiwan Jingyuan	蘇州市 Suzhou City	住宅 Residential	在建 Under development	703,448	498,585
蘇州吳江區外果圩項目 Suzhou Wujiang Waiguoyu Project	蘇州市 Suzhou City	住宅 Residential	擬建 Proposed for development	116,369	-
蘇州吳江區新城九鯉江南花園 Suzhou Wujiang Seazen Jiuli Jiangnan Garden	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	24,560	24,560
蘇州吳江區新城震澤平瀾府 Suzhou Wujiang Seazen Zhenze Pinglanfu	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	180,476	172,152
蘇州吳江區新城玖譽灣 Suzhou Wujiang Seazen Jiuyuwang	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	64,738	62,260
蘇州昆山市新城柏麗灣 Suzhou Kunshan Seazen Beautiful Harbour	蘇州市 Suzhou City	住宅 Residential	在建 Under development	194,818	120,454
蘇州工業園區新城輝映時代花園 Suzhou Industrial Park Seazen Huiying Shidai Garden	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	145,017	129,157

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
蘇州工業園區嘉樾時代花園	蘇州市	住宅	竣工	81,592	81,592
Suzhou Industrial Park Jiayue Shidai Garden	Suzhou City	Residential	Completed		
蘇州昆山市新城翡麗蘭亭	蘇州市	住宅	竣工	166,360	130,040
Suzhou Kunshan Seazen Feili Paradiso Pavilion	Suzhou City	Residential	Completed		
蘇州太倉市雲萃景園項目	蘇州市	住宅	在建	109,751	90,158
Suzhou Taicang Yuncui Jingyuan Project	Suzhou City	Residential	Under development		
蘇州常熟市新城雍瀾苑	蘇州市	住宅	竣工	87,023	71,317
Suzhou Changshu Seazen Yonglanyuan	Suzhou City	Residential	Completed		
蘇州常熟市新城悅雋華庭	蘇州市	住宅	竣工	159,862	142,054
Suzhou Changshu Seazen Yuejun Huating	Suzhou City	Residential	Completed		
蘇州常熟市新城源江築	蘇州市	住宅	竣工	171,598	139,122
Suzhou Changshu Seazen Yuanjiangzhu	Suzhou City	Residential	Completed		
蘇州常熟市新城河濱花園	蘇州市	住宅	竣工	114,116	97,964
Suzhou Changshu Seazen Riverside Garden	Suzhou City	Residential	Completed		
蘇州張家港市新城棠頌雲著花園	蘇州市	住宅	竣工	184,989	152,081
Suzhou Zhangjiagang Seazen Tangsong Celestial Mansion Garden	Suzhou City	Residential	Completed		
蘇州張家港市新城和樾花園	蘇州市	住宅	在建	164,477	115,302
Suzhou Zhangjiagang Seazen Heyue Garden	Suzhou City	Residential	Under development		
蘇州張家港市新城雲悅時光花園	蘇州市	住宅	在建	56,671	29,729
Suzhou Zhangjiagang Seazen Yunyue Shiguang Garden	Suzhou City	Residential	Under development		
蘇州張家港市新城江悅風華花園	蘇州市	住宅	在建	72,919	12,466
Suzhou Zhangjiagang Seazen Jiangyue Fenghua Garden	Suzhou City	Residential	Under development		
蘇州太倉市新城太倉天琴雅苑	蘇州市	住宅	竣工	42,474	41,912
Suzhou Taicang Seazen Taicang Tianqin Yayuan	Suzhou City	Residential	Completed		
蘇州太倉市新城太倉瓏悅天境	蘇州市	住宅	竣工	42,774	37,175
Suzhou Taicang Seazen Taicang Longyue Tianjing	Suzhou City	Residential	Completed		
蘇州太倉市新城心望雅苑	蘇州市	住宅	竣工	125,201	125,201
Suzhou Taicang Seazen Xinwang Yayuan	Suzhou City	Residential	Completed		

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
蘇州相城區新城雅樾瀾庭 Suzhou Xiangcheng Seazen Yayue Lanting	蘇州市 Suzhou City	住宅 Residential	在建 Under development	121,216	53,075
蘇州MOC芯城匯項目二部 Suzhou MOC Xinchenghui Project Part II	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	61,361	56,815
蘇州MOC芯城匯項目三部 Suzhou MOC Xinchenghui Project Part III	蘇州市 Suzhou City	住宅 Residential	在建 Under development	244,835	100,503
蘇州MOC芯城匯項目四部 Suzhou MOC Xinchenghui Project Part IV	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	275,949	260,823
蘇州MOC芯城匯項目五部 Suzhou MOC Xinchenghui Project Part V	蘇州市 Suzhou City	住宅 Residential	竣工 Completed	130,427	100,328
蘇州MOC芯城匯項目六部 Suzhou MOC Xinchenghui Project Part VI	蘇州市 Suzhou City	住宅 Residential	在建 Under development	92,488	21,008
蘇州MOC芯城匯項目七部 Suzhou MOC Xinchenghui Project Part VII	蘇州市 Suzhou City	住宅 Residential	擬建 Proposed for development	149,689	-
蘇州MOC芯城匯項目八部 Suzhou MOC Xinchenghui Project Part VIII	蘇州市 Suzhou City	住宅 Residential	在建 Under development	230,092	113,180
蘇州MOC芯城匯項目九部 Suzhou MOC Xinchenghui Project Part IX	蘇州市 Suzhou City	住宅 Residential	在建 Under development	79,185	64,699
蘇州MOC芯城匯項目十部 Suzhou MOC Xinchenghui Project Part X	蘇州市 Suzhou City	住宅 Residential	在建 Under development	39,890	39,890
南通通州區新城上悅城 Nantong Tongzhou Seazen Shang Yuecheng	南通市 Nantong City	住宅 Residential	竣工 Completed	240,884	193,501
南通海門市新城江海都會 Nantong Haimen Seazen Jianghaiduhui	南通市 Nantong City	住宅 Residential	竣工 Completed	204,633	204,633
南通如皋市新城悅馬時代 Nantong Rugao Seazen Yuejun Shidai	南通市 Nantong City	住宅 Residential	竣工 Completed	279,206	279,206

主要物業明細

Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至
					2022年
					12月31日
					累計簽約面積
					Accumulated
					contracted area
					as of
Projects	City	Project Type	Project Status	Leasable and	31 December,
				sellable area	2022
				(平方米)	(平方米)
				(sq.m.)	(sq.m.)
南通通州區招商新城雍景灣	南通市	住宅	竣工	360,593	334,666
Nantong Tongzhou Zhaoshang Seazen Yungjingwan	Nantong City	Residential	Completed		
南通港閘區新城香溢紫郡	南通市	住宅	在建	722,444	541,671
Nantong Gangzha Seazen Future France	Nantong City	Residential	Under development		
南通如皋市新城光啟花苑	南通市	住宅	在建	215,873	207,342
Nantong Rugao Seazen Guangqi Huayuan	Nantong City	Residential	Under development		
南通如皋市新城雲境雅苑	南通市	住宅	在建	156,820	119,248
Nantong Rugao Seazen Yunjing Yayuan	Nantong City	Residential	Under development		
南通啟東市新城雲圖雅苑	南通市	住宅	在建	396,720	92,090
Nantong Qidong Seazen Yuntu Yayuan	Nantong City	Residential	Under development		
南通如皋市宸星雅苑	南通市	住宅	在建	85,856	48,158
Nantong Rugao Chenxing Yayuan	Nantong City	Residential	Under development		
南通啟東市新城蝶湖世界灣	南通市	住宅	竣工	352,394	338,072
Nantong Qidong Seazen Diehu Shijiewan	Nantong City	Residential	Completed		
南通崇川區新城北緯31度	南通市	住宅	在建	170,159	102,237
Nantong Chongchuan Seazen Latitude 31 Degree North	Nantong City	Residential	Under development		
南通市如東縣新城招商雍華府項目	南通市	住宅	在建	143,295	76,475
Nantong Rudong County Seazen Zhaoshang Yonghuafu Project	Nantong City	Residential	Under development		
南通海門三星鎮震蒙大道東項目	南通市	住宅	在建	153,055	-
Nantong Haimen Sanxing Town Zhenmeng Avenue East Project	Nantong City	Residential	Under development		
南通海門區新城大業風華花苑	南通市	住宅	在建	125,586	28,487
Nantong Haimen Seazen Daye Fenghua Huayuan	Nantong City	Residential	Under development		
上海青浦區新城璞樾門第	上海市	住宅	竣工	47,269	41,341
Shanghai Qingpu Seazen Puyue Mendi	Shanghai City	Residential	Completed		
上海青浦區新城盛世	上海市	住宅	竣工	73,858	58,527
Shanghai Qingpu Seazen Glorious Century	Shanghai City	Residential	Completed		

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
上海浦東新區新城西岸公園 Shanghai Pudong New District Seazen Xi'an Park	上海市 Shanghai City	住宅 Residential	竣工 Completed	160,117	127,354
上海寶山區新城雲麓之城 Shanghai Baoshan Seazen Yunluzhicheng	上海市 Shanghai City	住宅 Residential	在建 Under development	198,681	87,317
上海寶山區新城雍和府 Shanghai Baoshan Seazen Yonghefu	上海市 Shanghai City	住宅 Residential	竣工 Completed	149,960	129,841
上海靜安區新城靜安映 Shanghai Jingan Seazen Jinganying	上海市 Shanghai City	住宅 Residential	竣工 Completed	88,417	57,755
上海閔行區新城千禧公園 Shanghai Minhang Seazen Millennium Park	上海市 Shanghai City	住宅 Residential	在建 Under development	103,887	77,142
嘉興嘉善縣新城翡麗風華 Jiaxing Jiashan Seazen Feili Fenghua	嘉興市 Jiaxing City	住宅 Residential	竣工 Completed	77,098	77,098
嘉興嘉善縣新城翡翠風華城 Jiaxing Jiashan Seazen Feicui Fenghua City	嘉興市 Jiaxing City	住宅 Residential	在建 Under development	153,582	153,280
嘉興嘉善縣新城雲尚風華城 Jiaxing Jiashan Seazen Yunshang Fenghua City	嘉興市 Jiaxing City	住宅 Residential	在建 Under development	83,623	82,330
嘉興平湖市新城悅宸里 Jiaxing Pinghu Seazen Yuechenli	嘉興市 Jiaxing City	住宅 Residential	在建 Under development	192,610	147,595
嘉興平湖市悅宸庭 Jiaxing Pinghu Yuechenting	嘉興市 Jiaxing City	住宅 Residential	在建 Under development	54,527	29,375
嘉興海鹽項目 Jiaxing Haiyan Project	嘉興市 Jiaxing City	綜合體 Complex	竣工 Completed	436,307	280,444
湖州南潯項目 Huzhou Nanxun Project	湖州市 Huzhou City	綜合體 Complex	在建 Under development	660,296	447,443
湖州德清縣新城都會名邸 Huzhou Deqing Seazen Duhui Mingdi	湖州市 Huzhou City	住宅 Residential	竣工 Completed	182,074	182,074
湖州德清縣新城都會瀾軒 Huzhou Deqing Seazen Duhui Lanxuan	湖州市 Huzhou City	住宅 Residential	竣工 Completed	135,825	135,698

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
湖州德清縣新城都會瀾庭 Huzhou Deqing Seazen Duhui Lanting	湖州市 Huzhou City	住宅 Residential	竣工 Completed	48,672	48,672
湖州吳興項目 Huzhou Wuxing Project	湖州市 Huzhou City	綜合體 Complex	在建 Under development	501,416	267,771
上海松江區佘山望 Shanghai Songjiang Sheshanwang	上海市 Shanghai City	住宅 Residential	在建 Under development	145,824	98,639
揚州邗江區新城拾光樾 Yangzhou Hanjiang Seazen Shiguangyue	揚州市 Yangzhou City	住宅 Residential	在建 Under development	55,104	21,909
揚州邗江區新城運河上宸 Yangzhou Hanjiang Seazen Yunhe Shangchen	揚州市 Yangzhou City	住宅 Residential	竣工 Completed	162,075	149,834
鎮江新區新城龍悅苑 Zhenjiang New District Seazen Longyueyuan	鎮江市 Zhenjiang City	住宅 Residential	竣工 Completed	178,357	176,348
鎮江潤州區新城江山樾 Zhenjiang Runzhou Seazen Jiangshanyue	鎮江市 Zhenjiang City	住宅 Residential	在建 Under development	146,299	137,253
鎮江揚中新城九里香畔 Zhenjiang Yangzhong Seazen Jiuli Xiangpan	鎮江市 Zhenjiang City	住宅 Residential	在建 Under development	249,108	159,476
鎮江丁卯新區新城君和雅苑 Zhenjiang Dingmao New District Seazen Junhe Yayuan	鎮江市 Zhenjiang City	住宅 Residential	在建 Under development	88,729	66,416
揚州寶應項目 Yangzhou Baoying Project	揚州市 Yangzhou City	綜合體 Complex	竣工 Completed	506,024	334,101
揚州高郵項目 Yangzhou Gaoyou Project	揚州市 Yangzhou City	綜合體 Complex	在建 Under development	735,029	445,787
鎮江揚中項目 Zhenjiang Yangzhong Project	鎮江市 Zhenjiang City	綜合體 Complex	在建 Under development	595,589	203,820
宿遷泗陽項目 Suqian Siyang Project	宿遷市 Suqian City	綜合體 Complex	在建 Under development	905,564	511,931

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
徐州新沂項目 Xuzhou Xinyi Project	徐州市 Xuzhou City	綜合體 Complex	在建 Under development	804,940	295,110
宿遷泗洪項目 Suqian Sihong Project	宿遷市 Suqian City	綜合體 Complex	在建 Under development	905,547	587,141
宿遷宿城區新城靈樾府 Suqian Sucheng Seazen Xiyufu	宿遷市 Suqian City	住宅 Residential	在建 Under development	373,532	336,836
宿遷泗陽縣新城時光印象 Suqian Siyang Seazen Shiguang Yinxiang	宿遷市 Suqian City	住宅 Residential	竣工 Completed	140,002	131,845
宿遷經開區新城悅雋 Suqian Economic Development Zone Seazen Yuejun	宿遷市 Suqian City	住宅 Residential	竣工 Completed	573,000	572,147
宿遷經開區新城十里金樾 Suqian Economic Development Zone Seazen Shili Jinyue	宿遷市 Suqian City	住宅 Residential	在建 Under development	276,777	272,050
宿遷宿城區新城雲昱江山 Suqian Sucheng Seazen Yunyu Jiangshan	宿遷市 Suqian City	住宅 Residential	在建 Under development	214,948	53,877
南京江寧區新保弘領東苑 Nanjing Jiangning Xobao Hongling Dongyuan	南京市 Nanjing City	住宅 Residential	竣工 Completed	196,681	181,862
南京江寧區新城悅峰 Nanjing Jiangning Seazen Yuefeng	南京市 Nanjing City	住宅 Residential	竣工 Completed	185,005	171,676
南京江寧區新城雲漾濱江 Nanjing Jiangning Seazen Yunyang Binjiang	南京市 Nanjing City	住宅 Residential	在建 Under development	137,539	104,286
南京江寧區新城上宸雲際 Nanjing Jiangning Seazen Shangchen Yunji	南京市 Nanjing City	住宅 Residential	在建 Under development	143,307	102,452
南京江寧區新城雲漾濱江二期 Nanjing Jiangning Seazen Yunyang Binjiang Phase II	南京市 Nanjing City	住宅 Residential	在建 Under development	167,886	21,342
南京江寧區新城銘著風華項目 Nanjing Jiangning Seazen Mingzhu Fenghua Project	南京市 Nanjing City	住宅 Residential	在建 Under development	111,423	32,634

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至
					2022年
					12月31日
					累計簽約面積
					Accumulated
					contracted area
					as of
Projects	City	Project Type	Project Status	Leasable and sellable area	31 December, 2022
				(平方米)	(平方米)
				(sq.m.)	(sq.m.)
南京建邺項目	南京市	綜合體	竣工	317,538	71,185
Nanjing Jianye Project	Nanjing City	Complex	Completed		
南京江北新區新城 星悅天地廣場G01項目	南京市	住宅	在建	19,515	6,162
Nanjing Jiangbei New District Seazen Xingyue Tiandi Plaza G01 Project	Nanjing City	Residential	Under development		
南京浦口區新城金樾府	南京市	住宅	在建	121,480	121,363
Nanjing Pukou Seazen Jinyuefu	Nanjing City	Residential	Under development		
南京江北新區新城水岸雲際	南京市	住宅	在建	66,686	53,140
Nanjing Jiangbei New District Seazen Riverbank Yunji	Nanjing City	Residential	Under development		
鎮江句容新城天悅府	鎮江市	住宅	竣工	121,062	104,596
Zhenjiang Jurong Seazen Tianyuefu	Zhenjiang City	Residential	Completed		
南京江北新區越江時代項目	南京市	住宅	在建	202,873	56,837
Nanjing Jiangbei New District Yuejiang Shidai Project	Nanjing City	Residential	Under development		
南京秦淮區新城翡麗鉞灣	南京市	住宅	在建	74,605	42,617
Nanjing Qinhuai Seazen Feili Bowan	Nanjing City	Residential	Under development		
南京栖霞區新城雲樾觀山府	南京市	住宅	在建	184,097	74,386
Nanjing Qixia Seazen Yunyue Guanshanfu	Nanjing City	Residential	Under development		
亳州譙城區新城亳州璽樾府	亳州市	住宅	竣工	200,340	154,399
Bozhou Qiaocheng Seazen Bozhou Xiyuefu	Bozhou City	Residential	Completed		
蕪湖中房新城棠樾灣	蕪湖市	住宅	在建	144,178	32,236
Wuhu Zhongfang Seazen Tangyuewan	Wuhu City	Residential	Under development		
滁州來安縣新城藝境花園	滁州市	住宅	在建	149,523	129,981
Chuzhou Lai'an Seazen Yijing Garden	Chuzhou City	Residential	Under development		
蚌埠龍子湖區新城怡康時光印象	蚌埠市	住宅	在建	121,728	103,894
Bengbu Longzihu Seazen Yikang Shiguang Yinxiang	Bengbu City	Residential	Under development		
合肥長豐縣新城悅雋九里	合肥市	住宅	竣工	177,304	154,410
Hefei Changfeng Seazen Yuejun Jiuli	Hefei City	Residential	Completed		

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
合肥濱湖區新城雲境 Hefei Binhu Seazen Yunjing	合肥市 Hefei City	住宅 Residential	竣工 Completed	152,697	133,171
蕪湖弋江區新城大都會 Wuhu Yijiang Seazen Daduhui	蕪湖市 Wuhu City	住宅 Residential	竣工 Completed	151,086	144,970
蚌埠淮上區新城悅雋天著 Bengbu Huaishang Seazen Yuejun Tianzhe	蚌埠市 Bengbu City	住宅 Residential	竣工 Completed	145,213	126,810
阜陽潁州區新城京師國府 Fuyang Yingzhou Seazen Jingshi Guofu	阜陽市 Fuyang City	住宅 Residential	在建 Under development	491,088	444,721
阜陽潁州區新城大都會 Fuyang Yingzhou Seazen Daduhu	阜陽市 Fuyang City	住宅 Residential	竣工 Completed	146,801	131,046
阜陽潁州區新城雲昱東方 Fuyang Yingzhou Seazen Yunyu Dongfang	阜陽市 Fuyang City	住宅 Residential	在建 Under development	166,176	144,562
六安裕安項目 Lu'an Yu'an Project	六安市 Lu'an City	綜合體 Complex	竣工 Completed	656,342	463,961
合肥肥東項目 Hefei Feidong Project	合肥市 Hefei City	綜合體 Complex	竣工 Completed	510,609	365,202
淮北杜集項目 Huabei Duji Project	淮北市 Huabei City	綜合體 Complex	在建 Under development	664,098	446,889
滁州南譙項目 Chuzhou Nanqiao Project	滁州市 Chuzhou City	綜合體 Complex	竣工 Completed	565,339	440,012
滁州天長項目 Chuzhou Tianchang Project	滁州市 Chuzhou City	綜合體 Complex	在建 Under development	607,871	440,258
銅陵銅官項目 Tongling Tongguan Project	銅陵市 Tongling City	綜合體 Complex	在建 Under development	525,653	353,671
阜陽潁上項目 Fuyang Yingshang Project	阜陽市 Fuyang City	綜合體 Complex	在建 Under development	904,825	201,023
阜陽潁州項目 Fuyang Yingzhou Project	阜陽市 Fuyang City	綜合體 Complex	在建 Under development	450,262	310,670

主要物業明細

Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至
					2022年
					12月31日
					累計簽約面積
					Accumulated
					contracted area
					as of
Projects	City	Project Type	Project Status	Leasable and sellable area	31 December, 2022
				(平方米)	(平方米)
				(sq.m.)	(sq.m.)
徐州豐縣項目 Xuzhou Feng County Project	徐州市 Xuzhou City	綜合體 Complex	在建 Under development	935,822	427,512
徐州賈汪項目 Xuzhou Jiawang Project	徐州市 Xuzhou City	綜合體 Complex	在建 Under development	1,024,305	525,394
徐州鼓樓區新城玖瓏湖 Xuzhou Gulou Seazen Jiulonghu	徐州市 Xuzhou City	住宅 Residential	在建 Under development	197,480	193,910
徐州鼓樓區新城鼓樓映樾 Xuzhou Gulou Seazen Gulou Yingyue	徐州市 Xuzhou City	住宅 Residential	在建 Under development	110,031	109,245
徐州鼓樓區新城雲境 Xuzhou Gulou Seazen Yunjing	徐州市 Xuzhou City	住宅 Residential	竣工 Completed	30,665	30,283
徐州雲龍區新城璞樾禦瓏湖(BC) Xuzhou Yunlong Seazen Puyue Yulonghu (BC)	徐州市 Xuzhou City	住宅 Residential	在建 Under development	128,927	48,542
徐州雲龍區新城璞樾禦瓏湖(A) Xuzhou Yunlong Seazen Puyue Yulonghu (A)	徐州市 Xuzhou City	住宅 Residential	在建 Under development	210,342	53,968
徐州邳州市新城邳州碧桂園 Xuzhou Pizhou Seazen Pizhou Country Garden	徐州市 Xuzhou City	住宅 Residential	在建 Under development	665,420	549,926
徐州邳州市新城邳州熙悅府 (74號地塊) Xuzhou Pizhou Seazen Pizhou Xiyuefu (Land Parcel No. 74)	徐州市 Xuzhou City	住宅 Residential	竣工 Completed	186,953	162,931
徐州邳州市新城邳州熙悅府 (75號地塊) Xuzhou Pizhou Seazen Pizhou Xiyuefu (Land Parcel No. 75)	徐州市 Xuzhou City	住宅 Residential	在建 Under development	182,360	156,148
南昌進賢項目 Nanchang Jinxian Project	南昌市 Nanchang City	綜合體 Complex	在建 Under development	452,702	177,359
九江濂溪區新城悅雋中央公園 Jiujiang Lianxi Seazen Yuejun Central Park	九江市 Jiujiang City	住宅 Residential	在建 Under development	234,852	212,655

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
南昌經開區新城悅雋時代 Nanchang Economic Development Zone Seazen Yuejun Shidai	南昌市 Nanchang City	住宅 Residential	竣工 Completed	64,148	58,876
南昌南昌縣新城高速•昱江來 Nanchang Nanchang Seazen Gaosu • Yujianglai	南昌市 Nanchang City	住宅 Residential	在建 Under development	118,946	18,287
南昌高新區新城湖城大境 Nanchang High-tech Zone Seazen Hucheng Dajing	南昌市 Nanchang City	住宅 Residential	在建 Under development	513,220	119,204
南昌南昌縣新城天御城 Nanchang Nanchang Seazen Tianyucheng	南昌市 Nanchang City	住宅 Residential	擬建 Proposed for development	321,125	-
上饒廣信區新城桃李郡 Shangrao Guangxin Seazen Taolijun	上饒市 Shangrao City	住宅 Residential	在建 Under development	208,944	127,457
台州溫嶺市雲樾天境小區 Taizhou Wenling Yunyuetianjing Xiaoqu	台州市 Taizhou City	住宅 Residential	在建 Under development	185,268	42,237
溫州市龍灣區凱迪•新城博科園 Wenzhou Longwan Kaidi • Seazen Boke Park	溫州市 Wenzhou City	住宅 Residential	在建 Under development	238,492	102,513
溫州未來社區項目 Wenzhou Future Community Project	溫州市 Wenzhou City	綜合體 Complex	在建 Under development	300,664	196,653
台州黃岩區新城江山壹品苑 Taizhou Huangyan Seazen Jiangshan Yipinyuan	台州市 Taizhou City	住宅 Residential	竣工 Completed	355,198	355,198
台州仙居縣新城尚雋公館 Taizhou Xianju Seazen Shangjun Mansion	台州市 Taizhou City	住宅 Residential	竣工 Completed	94,413	94,304
台州溫嶺市新城雲樾觀嶺 Taizhou Wenling Seazen Yunyueguanling	台州市 Taizhou City	住宅 Residential	竣工 Completed	344,312	344,312
台州溫嶺市新城雲樾東方 Taizhou Wenling Seazen Yunyue Dongfang	台州市 Taizhou City	住宅 Residential	在建 Under development	302,779	102,877
台州椒江區新城雲樾風華 Taizhou Jiaojiang Seazen Yunyue Fenghua	台州市 Taizhou City	住宅 Residential	在建 Under development	129,030	109,969

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
台州玉環市金麟府 Taizhou Yuhuan Jinlinfu	台州市 Taizhou City	住宅 Residential	在建 Under development	179,513	128,869
台州溫嶺市雲樾瓏灣苑 Taizhou Wenling Yunyue Longwanyuan	台州市 Taizhou City	住宅 Residential	在建 Under development	32,738	18,217
溫州瑞安市新城翡翠悅府 Wenzhou Rui'an Seazen Feicuiyuefu	溫州市 Wenzhou City	住宅 Residential	竣工 Completed	197,259	195,185
溫州瑞安市新城國瑞府 Wenzhou Rui'an Seazen Guorufu	溫州市 Wenzhou City	住宅 Residential	竣工 Completed	163,985	151,558
溫州樂清市新城觀瀾苑 Wenzhou Yueqing Seazen Guanlanyuan	溫州市 Wenzhou City	住宅 Residential	竣工 Completed	167,878	156,746
溫州龍灣項目 Wenzhou Longwan Project	溫州市 Wenzhou City	綜合體 Complex	竣工 Completed	693,577	403,750
溫州平陽縣新城江城里 Wenzhou Pingyang Seazen Jiangchengli	溫州市 Wenzhou City	住宅 Residential	竣工 Completed	148,308	147,356
溫州洞頭區新城甌江灣 Wenzhou Dongtou Seazen Oujiang Bay	溫州市 Wenzhou City	住宅 Residential	在建 Under development	423,504	362,947
溫州金海園區江海名邸 Wenzhou Jinhai Lake District Jianghai Mingdi	溫州市 Wenzhou City	住宅 Residential	在建 Under development	401,376	81,789
溫嶺市新城雲樾玖溪 Wenling Seazen Yunyuejiuxi	台州市 Taizhou City	住宅 Residential	在建 Under development	107,644	17,042
福州平潭項目 Fuzhou Pingtan Project	福州市 Fuzhou City	綜合體 Complex	在建 Under development	507,494	111,212
福州晉安區新城卓越榕域風華 Fuzhou Jin'an Seazen Zhuoyue Rongyu Fenghua	福州市 Fuzhou City	住宅 Residential	在建 Under development	93,576	79,610
漳州龍文項目 Zhangzhou Longwen Project	漳州市 Zhangzhou City	綜合體 Complex	在建 Under development	465,332	11,074

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
寧波江北區新城湖畔樾山 Ningbo Jiangbei Seazen Lakeview Yueshan	寧波市 Ningbo City	住宅 Residential	竣工 Completed	71,088	67,965
寧波寧海縣新城悅雋明湖府 Ningbo Ninghai Seazen Yuejun Minghufu	寧波市 Ningbo City	住宅 Residential	竣工 Completed	115,037	113,887
舟山普陀區新城東海府 Zhoushan Putuo Seazen Donghaifu	舟山市 Zhoushan City	住宅 Residential	竣工 Completed	54,070	53,878
紹興柯橋區新城樾山府 Shaoxing Keqiao Seazen Yueshanfu	紹興市 Shaoxing City	住宅 Residential	竣工 Completed	249,223	235,935
紹興越城區新城寶龍世家 Shaoxing Yuecheng Seazen Baolong Shijia	紹興市 Shaoxing City	住宅 Residential	竣工 Completed	267,485	266,768
紹興越城區新城玖尚府 Shaoxing Yuecheng Seazen Jiushangfu	紹興市 Shaoxing City	住宅 Residential	在建 Under development	132,459	91,723
杭州蕭山區新城世宸名府 Hangzhou Xiaoshan Seazen Shichen Mingfu	杭州市 Hangzhou City	住宅 Residential	竣工 Completed	127,388	102,843
杭州臨平區新城香悅和鳴府 Hangzhou Linping Seazen Xiangyue Hemingfu	杭州市 Hangzhou City	住宅 Residential	在建 Under development	184,216	162,179
金華建德市新城嚴州譽境府 Jinhua Jiande Seazen Yanzhou Yujingfu	杭州市 Hangzhou City	住宅 Residential	竣工 Completed	93,051	76,030
金華浦江縣新城盛昱 Jinhua Pujiang Seazen Shengyu	金華市 Jinhua City	住宅 Residential	竣工 Completed	176,751	168,221
金華東陽市新城盛昱之光 Jinhua Dongyang Seazen Shengyu Zhiguang	金華市 Jinhua City	住宅 Residential	竣工 Completed	124,631	124,631
金華蘭溪市新城香悅蘭城 Jinhua Lanxi Seazen Xiangyue Lancheng	金華市 Jinhua City	住宅 Residential	在建 Under development	194,169	126,767
金華建德市嚴州雲境府 Jinhua Jiande Yanzhou Yunjingfu	杭州市 Hangzhou City	住宅 Residential	在建 Under development	179,667	—
濰坊諸城市新城榮樾大都會 Weifang Zhucheng Seazen Rongyue Daduhui	濰坊市 Weifang City	住宅 Residential	在建 Under development	490,733	213,620
濰坊諸城市新城榮樾大都會四五期 Weifang Zhucheng Seazen Rongyue Daduhui Phase IV & V	濰坊市 Weifang City	住宅 Residential	擬建 Proposed for development	434,329	—

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
濰坊安丘市新城悅雋青雲府 Weifang Anqiu Seazen Yuejun Qingyunfu	濰坊市 Weifang City	住宅 Residential	在建 Under development	120,907	119,800
青島膠州市新城璽樾 Qingdao Jiaozhou Seazen Xiyue	青島市 Qingdao City	住宅 Residential	在建 Under development	842,950	326,273
青島城陽區新城紅島灣•盛昱 Qingdao Chengyang Seazen Hongdaowan • Shengyu	青島市 Qingdao City	住宅 Residential	竣工 Completed	253,630	241,528
青島城陽區新城羊毛灘1號地塊 Qingdao Chengyang Seazen Wool Beach Land Parcel No. 1	青島市 Qingdao City	商業 Commercial	擬建 Proposed for development	106,696	—
青島城陽區新城紅島灣•朗雋 Qingdao Chengyang Seazen Hongdaowan • Langjun	青島市 Qingdao City	住宅 Residential	在建 Under development	235,048	194,724
青島膠州市樾府 Qingdao Jiaozhou Yuefu	青島市 Qingdao City	住宅 Residential	在建 Under development	538,157	117,722
青島高新區新城雲樾曉院 Qingdao High-tech Zone Seazen Yunyue Xiaoyuan	青島市 Qingdao City	住宅 Residential	竣工 Completed	385,239	242,071
青島城陽區保利羊毛灘5號地塊 Qingdao Chengyang Baoli Wool Beach Land Parcel No. 5	青島市 Qingdao City	商業 Commercial	在建 Under development	167,031	34,746
青島城陽區融創紅島灣 Qingdao Chengyang Rongchuang Hongdaowan	青島市 Qingdao City	住宅 Residential	竣工 Completed	227,229	170,522
青島城陽區保利紅島灣 Qingdao Chengyang Baoli Hongdaowan	青島市 Qingdao City	住宅 Residential	在建 Under development	289,144	92,985
青島城陽區融創羊毛灘2號地塊 Qingdao Chengyang Rongchuang Wool Beach Land Parcel No. 2	青島市 Qingdao City	商業 Commercial	擬建 Proposed for development	186,728	—
青島平度市新城悅雋大都會 Qingdao Pingdu Seazen Yuejun Daduhui	青島市 Qingdao City	住宅 Residential	在建 Under development	121,686	102,425

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
青島城陽區融創7號地塊 Qingdao Chengyang Rongchuang Land Parcel No. 7	青島市 Qingdao City	住宅 Residential	竣工 Completed	232,134	192,177
青島萊西市新城悅隼公園里 Qingdao Laixi Seazen Yuejun Gongyuanli	青島市 Qingdao City	住宅 Residential	在建 Under development	152,117	100,192
青島平度市新城悅隼大都會二期 Qingdao Pingdu Seazen Yuejun Daduhui Phase II	青島市 Qingdao City	住宅 Residential	在建 Under development	129,230	82,426
德州齊河縣新城璽樾(資產包一) Dezhou Qihe Seazen Xiyue Asset Package I	德州市 Dezhou City	住宅 Residential	在建 Under development	260,939	153,735
德州齊河縣新城璽樾(資產包二) Dezhou Qihe Seazen Xiyue Asset Package II	德州市 Dezhou City	住宅 Residential	在建 Under development	563,099	13,034
濟南曆城區新城香溢華庭 Jinan Licheng Seazen Xiangyi Huating	濟南市 Jinan City	住宅 Residential	竣工 Completed	395,430	392,562
濟南曆城區翡麗公館 Jinan Licheng Feili Mansion	濟南市 Jinan City	住宅 Residential	在建 Under development	279,509	173,821
濟南槐蔭區新城領寓 Jinan Huaiyin Seazen Ling Yu	濟南市 Jinan City	商業 Commercial	竣工 Completed	133,420	131,439
濟南曆城區新城悅隼風華 Jinan Licheng Seazen Yuejun Fenghua	濟南市 Jinan City	住宅 Residential	在建 Under development	148,397	124,597
濟南槐蔭區新城時光印象 Jinan Huaiyin Seazen Shiguang Yinxiang	濟南市 Jinan City	住宅 Residential	在建 Under development	42,610	29,071
聊城度假區湖語上院 Liaocheng Resort Huyu Shangyuan	聊城市 Liaocheng City	住宅 Residential	在建 Under development	230,825	140,059
聊城高唐縣新城金樾府 Liaocheng Gaotang Seazen Jinyuefu	聊城市 Liaocheng City	住宅 Residential	竣工 Completed	143,052	136,877
聊城陽谷縣新城金樾府 Liaocheng Yanggu Seazen Jinyuefu	聊城市 Liaocheng City	住宅 Residential	竣工 Completed	222,333	207,294

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
威海榮成市新城悅雋公館 Weihai Rongcheng Seazen Yuejun Mansion	威海市 Weihai City	住宅 Residential	在建 Under development	235,793	169,517
煙台芝罘區新城璞樾園著 Yantai Zhifu Seazen Puyue Yuanzhe	煙台市 Yantai City	住宅 Residential	在建 Under development	153,626	44,820
煙台芝罘區新城明昱錦園 Yantai Zhifu Seazen Mingyu Jinyuan	煙台市 Yantai City	住宅 Residential	竣工 Completed	80,552	80,399
煙台高新項目 Yantai Hi-Tech Project	煙台市 Yantai City	綜合體 Complex	在建 Under development	513,728	35,957
煙台芝罘項目 Yantai Zhifu Project	煙台市 Yantai City	綜合體 Complex	在建 Under development	527,326	62,528
日照東港項目 Rizhao Donggang Project	日照市 Rizhao City	綜合體 Complex	在建 Under development	609,104	84,502
東營開發區新城悅雋時代 Dongying Development Zone Seazen Yuejun Shida	東營市 Dongying City	住宅 Residential	竣工 Completed	95,470	86,495
淄博周村區新城悅雋江山 Zibo Zhoucun Seazen Yuejun Jiangshan	淄博市 Zibo City	住宅 Residential	在建 Under development	414,447	276,955
臨沂河東區新城金樾門第 Linyi Hedong Seazen Jinyue Mendi	臨沂市 Linyi City	住宅 Residential	竣工 Completed	85,322	85,322
日照莒縣新城悅雋一品 Rizhao Ju County Seazen Yuejun Yipin	日照市 Rizhao City	住宅 Residential	竣工 Completed	158,947	150,438
日照莒縣新城金樾府 Rizhao Ju County Seazen Jinyuefu	日照市 Rizhao City	住宅 Residential	在建 Under development	206,870	189,079
日照東港區時代之光 Rizhao Donggang Time Glory	日照市 Rizhao City	住宅 Residential	在建 Under development	107,328	105,063
東營東營項目 Dongying Dongying Project	東營市 Dongying City	綜合體 Complex	在建 Under development	668,629	178,975

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至
					2022年
					12月31日
					累計簽約面積
					Accumulated
					contracted area
					as of
Projects	City	Project Type	Project Status	Leasable and	31 December,
				sellable area	2022
				(平方米)	(平方米)
				(sq.m.)	(sq.m.)
淄博周村項目 Zibo Zhoucun Project	淄博市 Zibo City	綜合體 Complex	在建 Under development	870,479	229,638
濱州濱城項目 Binzhou Bincheng Project	濱州市 Binzhou City	綜合體 Complex	在建 Under development	744,011	248,193
日照東港區新城翡麗之光 Rizhao Donggang Seazen Feili Glory	日照市 Rizhao City	住宅 Residential	在建 Under development	119,833	15,807
泰安岱岳區新城五岳風華 Tai'an Daiyue Seazen Wuyue Fenghua	泰安市 Tai'an City	住宅 Residential	在建 Under development	580,648	272,674
泰安岱岳區新城五岳首府 Tai'an Daiyue Seazen Wuyue Capital	泰安市 Tai'an City	住宅 Residential	在建 Under development	183,885	136,949
泰安岱岳區新城五岳熙湖 Tai'an Daiyue Seazen Wuyue Xihu	泰安市 Tai'an City	住宅 Residential	在建 Under development	111,560	87,009
泰安新泰項目 Tai'an Xintai Project	泰安市 Tai'an City	綜合體 Complex	在建 Under development	669,519	410,709
泰安泰山項目 Tai'an Taishan Project	泰安市 Tai'an City	綜合體 Complex	竣工 Completed	301,019	169,648
泰安肥城項目 Tai'an Feicheng Project	泰安市 Tai'an City	綜合體 Complex	在建 Under development	754,436	160,109
濟寧太白湖項目 Jining Taibai Lake Project	濟寧市 Jining City	綜合體 Complex	在建 Under development	577,309	423,703
常州武進區新城九熙台苑 Changzhou Wujin Seazen Jiuxi Taiyuan	常州市 Changzhou City	住宅 Residential	竣工 Completed	241,058	239,587
常州武進區新城華宇悅翠九雋花園 Changzhou Wujin Seazen Huayu Yuecui Jiujun Garden	常州市 Changzhou City	住宅 Residential	在建 Under development	291,752	272,177

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
常州武進區新城沁湖春秋花園 Changzhou Wujin Seazen Qinhu Chunqiu Garden	常州市 Changzhou City	住宅 Residential	在建 Under development	82,208	51,736
常州武進區新城路勁西岸雲栖花園 Changzhou Wujin Seazen Lujin Xi'an Yunqi Garden	常州市 Changzhou City	住宅 Residential	在建 Under development	107,606	27,304
無錫惠山區新城天一新著 Wuxi Huishan Seazen Tianyi Xinzhe	無錫市 Wuxi City	住宅 Residential	竣工 Completed	332,016	314,248
江陰新橋鎮新城萊頓小鎮 Jiangyin Xinqiao Seazen Laidun Xiaozhen	常州市 Changzhou City	住宅 Residential	竣工 Completed	374,751	374,293
無錫錫山區新城文輝銘苑 Wuxi Xishan Seazen Wenhui Mingyuan	無錫市 Wuxi City	住宅 Residential	在建 Under development	186,045	159,568
常州武進區新城和昱雲璟苑 Changzhou Wujin Seazen Heyu Yunjingyuan	常州市 Changzhou City	住宅 Residential	竣工 Completed	119,209	119,209
常州新北區新城綠都萬和城 Changzhou Xinbei Seazen Green City Wanhecheng	常州市 Changzhou City	綜合體 Complex	在建 Under development	1,388,056	846,024
常州溧陽項目 Changzhou Liyang Project	常州市 Changzhou City	綜合體 Complex	竣工 Completed	601,103	435,275
常州天寧區新城招商璞樾和山花苑 Changzhou Tianning Seazen Zhaoshang Puyue Heshan Huayuan	常州市 Changzhou City	住宅 Residential	竣工 Completed	216,489	216,489
常州天寧區新城門第境院 Changzhou Tianning Seazen MendiJingyuan	常州市 Changzhou City	住宅 Residential	竣工 Completed	200,883	189,636
常州新北區新城匯雋花園 Changzhou Xinbei Seazen Huijun Garden	常州市 Changzhou City	住宅 Residential	竣工 Completed	156,809	155,313
常州天寧區新城榮盛雲翠花園 Changzhou Tianning Seazen Rongsheng Yunyi Garden	常州市 Changzhou City	住宅 Residential	在建 Under development	129,475	116,468

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
常州新北區新城華宇雲鏡花苑 Changzhou Xinbei Seazen Huayu Yunjing Huayuan	常州市 Changzhou City	住宅 Residential	在建 Under development	196,263	159,966
常州金壇區新城金郡花園 Changzhou Jintan Seazen Golden County Garden	常州市 Changzhou City	住宅 Residential	竣工 Completed	597,451	596,876
常州金壇區新城尚雋天驕花園 Changzhou Jintan Seazen Shangjun Tianjiao Garden	常州市 Changzhou City	住宅 Residential	竣工 Completed	141,172	141,172
常州金壇區新城逸雋花園 Changzhou Jintan Seazen Yijun Garden	常州市 Changzhou City	住宅 Residential	竣工 Completed	153,916	136,394
常州金壇區新城萃雋花園 Changzhou Jintan Seazen Cuijun Garden	常州市 Changzhou City	住宅 Residential	在建 Under development	140,069	72,388
常州市金壇區新城熙雋花園 Changzhou Jintan Seazen Xijun Garden	常州市 Changzhou City	住宅 Residential	在建 Under development	153,351	80,248
泰州泰興市新城丹霞花園 Taizhou Taixing Seazen Danxia Garden	泰州市 Taizhou City	住宅 Residential	在建 Under development	446,958	224,469
泰州泰興市新城水岸嘉苑 Taizhou Taixing Seazen Riverbank Jiayuan	泰州市 Taizhou City	住宅 Residential	在建 Under development	260,556	169,558
泰州興化項目 Taizhou Xinghua Project	泰州市 Taizhou City	綜合體 Complex	在建 Under development	623,366	503,741
泰州泰興項目 Taizhou Taixing Project	泰州市 Taizhou City	綜合體 Complex	竣工 Completed	462,220	343,054
連雲港海州項目 Lianyungang Haizhou Project	連雲港市 Lianyungang City	綜合體 Complex	在建 Under development	468,938	353,033
連雲港東海縣新城東海府 Lianyungang Donghai Seazen Donghaifu	連雲港市 Lianyungang City	住宅 Residential	在建 Under development	168,205	159,586

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
連雲港贛榆區新城海悅銘築 Lianyungang Ganyu Seazen Haiyue Mingzhu	連雲港市 Lianyungang City	住宅 Residential	在建 Under development	107,818	107,503
連雲港海州區新城雲悅星辰 Lianyungang Haizhou Seazen Yunyue Xingchen	連雲港市 Lianyungang City	住宅 Residential	在建 Under development	115,219	111,654
連雲港高新區新城明悅天驕 Lianyungang High-tech Zone Seazen Minyue Tianjiao	連雲港市 Lianyungang City	住宅 Residential	在建 Under development	113,068	112,756
鹽城大豐區新城悅雋名邸 Yancheng Dafeng Seazen Yuejun Mingdi	鹽城市 Yancheng City	住宅 Residential	在建 Under development	339,618	291,027
鹽城高新區新城悅雋時代花園 Yancheng High-tech Zone Seazen Yuejun Shidai Garden	鹽城市 Yancheng City	住宅 Residential	竣工 Completed	219,231	207,298
鹽城建湖縣新城悅雋學府 Yancheng Jianhu Seazen Yuejun Xuefu	鹽城市 Yancheng City	住宅 Residential	在建 Under development	171,738	170,959
鹽城東台市新城御景華庭 Yancheng Dongtai Seazen Yujing Huating	鹽城市 Yancheng City	住宅 Residential	在建 Under development	49,199	6,241
鹽城高新區新城金樾府 Yancheng High-tech Zone Seazen Jinyuefu	鹽城市 Yancheng City	住宅 Residential	在建 Under development	223,228	201,779
鹽城經開區新城東樾府 Yancheng Economic Development Zone Seazen Dongyuefu	鹽城市 Yancheng City	住宅 Residential	在建 Under development	267,933	157,705
鹽城亭湖區新城琅樾府 Yancheng Tinghu Seazen Langyuefu	鹽城市 Yancheng City	住宅 Residential	在建 Under development	111,177	22,247
鹽城經開區新城雲圖花園 Yancheng Economic Development Zone Seazen Yuntu Garden	鹽城市 Yancheng City	住宅 Residential	在建 Under development	198,244	44,176
鹽城東台項目 Yancheng Dongtai Project	鹽城市 Yancheng City	綜合體 Complex	在建 Under development	648,508	514,660

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
鹽城大豐項目 Yancheng Dafeng Project	鹽城市 Yancheng City	綜合體 Complex	竣工 Completed	804,579	617,969
鹽城射陽項目 Yancheng Sheyang Project	鹽城市 Yancheng City	綜合體 Complex	在建 Under development	522,446	396,546
淮安淮陰區新城悅雋 Huai'an Huaiyin Seazen Yuejun	淮安市 Huai'an City	住宅 Residential	在建 Under development	473,400	452,072
淮安清江浦區新城九龍原著 Huai'an Qingjiangpu Seazen Jiulong Yuanzhe	淮安市 Huai'an City	住宅 Residential	竣工 Completed	177,423	158,646
淮安金湖縣新城悅雋風華 Huai'an Jinhu Seazen Yuejun Fenghua	淮安市 Huai'an City	住宅 Residential	在建 Under development	227,284	200,524
淮安淮陰區天瑞府 Huai'an Huaiyin Tianruifu	淮安市 Huai'an City	住宅 Residential	在建 Under development	201,318	136,782
淮安清江浦區新城金樾府 Huai'an Qingjiangpu Seazen Jinyuefu	淮安市 Huai'an City	住宅 Residential	在建 Under development	143,658	69,902
淮安清江浦區新城清河印 Huai'an Qingjiangpu Seazen Qingheyin	淮安市 Huai'an City	住宅 Residential	在建 Under development	82,744	33,177
淮安清江浦區海尚風華 Huai'an Qingjiangpu Haishang Fenghua	淮安市 Huai'an City	住宅 Residential	在建 Under development	631,195	30,270
淮安漣水縣新城悅雋學府 Huai'an Lianshui Seazen Yuejun Xuefu	淮安市 Huai'an City	住宅 Residential	竣工 Completed	183,858	183,858
淮安漣水縣新城和樾府 Huai'an Lianshui Seazen Heyuefu	淮安市 Huai'an City	住宅 Residential	在建 Under development	142,208	16,556
淮安漣水項目 Huai'an Lianshui Project	淮安市 Huai'an City	綜合體 Complex	在建 Under development	610,746	384,500
淮安盱眙項目 Huai'an Xuyi Project	淮安市 Huai'an City	綜合體 Complex	在建 Under development	454,432	200,924

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
漣水濱河項目 Lianshui Binhe Project	淮安市 Huai'an City	綜合體 Complex	在建 Under development	572,990	19,091
新北光星地塊項目 Xinbei Guangxing Land Parcel Project	常州市 Changzhou City	住宅 Residential	擬建 Proposed for development	231,542	–
泰州海陵項目 Taizhou Hailing Project	泰州市 Taizhou City	綜合體 Complex	在建 Under development	625,962	170,825
金壇萬建城 Jintan Wanjian City	常州市 Changzhou City	住宅 Residential	擬建 Proposed for development	31,841	–
常州金色新城西三期 Changzhou Golden Seazen West Phase III	常州市 Changzhou City	住宅 Residential	擬建 Proposed for development	23,953	–
常州新城長島東區 Changzhou Eastern Area of Seazen Long Island	常州市 Changzhou City	住宅 Residential	擬建 Proposed for development	236,610	–
長沙雨花項目 Changsha Yuhua Project	長沙市 Changsha City	綜合體 Complex	竣工 Completed	343,804	153,711
長沙長沙縣新城悅雋 Changsha Changsha Seazen Yuejun	長沙市 Changsha City	住宅 Residential	竣工 Completed	213,061	212,918
長沙新城悅雋國際廣場 Changsha Seazen Yuejun International Plaza	長沙市 Changsha City	住宅 Residential	在建 Under development	250,185	112,853
長沙長沙縣新城朗雋 Changsha Changsha Seazen Langjun	長沙市 Changsha City	住宅 Residential	在建 Under development	248,903	121,061
長沙長沙縣新城匯雋風華 Changsha Changsha Seazen Huijun Fenghua	長沙市 Changsha City	住宅 Residential	在建 Under development	117,514	71,441
湘潭九華區新城璟雋 Xiangtan Jiuhua Seazen Jingjun	湘潭市 Xiangtan City	住宅 Residential	在建 Under development	665,157	367,503
株洲荷塘區新城樾府 Zhuzhou Hetang Seazen Yuefu	株洲市 Zhuzhou City	住宅 Residential	在建 Under development	251,068	199,343

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
長沙岳麓區新城梅溪湖金茂灣 Changsha Yuelu Seazen Meixi Lake Jinmaowan	長沙市 Changsha City	住宅 Residential	竣工 Completed	623,299	537,979
長沙岳麓區新城梅溪湖璽悅 Changsha Yuelu Seazen Meixi Lake Xiyue	長沙市 Changsha City	住宅 Residential	在建 Under development	169,359	168,465
長沙岳麓區新城梅溪華府 Changsha Yuelu Seazen Meixi Huafu	長沙市 Changsha City	住宅 Residential	竣工 Completed	275,276	206,155
長沙望城區新城國際花都 Changsha Wangcheng Seazen International Metropolis	長沙市 Changsha City	住宅 Residential	竣工 Completed	1,338,821	1,263,333
長沙岳麓區新城觀山印 Changsha Yuelu Seazen Guanshanyin	長沙市 Changsha City	住宅 Residential	在建 Under development	492,527	242,694
長沙長沙縣新城明显東方 Changsha Changsha Seazen Mingyu Dongfang	長沙市 Changsha City	住宅 Residential	在建 Under development	307,449	247,831
黃石大冶項目 Huangshi Daye Project	黃石市 Huangshi City	綜合體 Complex	在建 Under development	906,166	175,690
鄂州鄂城項目 Ezhou Echeng Project	鄂州市 Ezhou City	綜合體 Complex	在建 Under development	1,231,965	179,491
武漢洪山區武漢新城閱璟台 Wuhan Hongshan Wuhan Seazen Yuejingtai	武漢市 Wuhan City	住宅 Residential	竣工 Completed	466,500	369,647
武漢東湖高新技術開發區 武漢新城•璞樾門第 Wuhan Donghu High-tech Zone Wuhan Seazen • Puyue Mendi	武漢市 Wuhan City	住宅 Residential	竣工 Completed	537,018	464,482
武漢漢南區新城天悅觀瀾 Wuhan Hannan Seazen Tianyue Guanlan	武漢市 Wuhan City	住宅 Residential	在建 Under development	240,604	23,121
黃岡黃州區黃岡碧桂園 新城陽光城•城品 Huanggang Huangzhou Huanggang Country Garden Seazen Yangguangcheng • Chengpin	黃岡市 Huanggang City	住宅 Residential	在建 Under development	201,260	167,920

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
黃石下陸區黃石新城朗雋	黃石市	住宅	竣工	240,244	221,962
Huangshi Xialu Huangshi Seazen Langjun	Huangshi City	Residential	Completed		
黃石下陸區新城黃石悅雋大都會	黃石市	住宅	在建	300,342	221,699
Huangshi Xialu Seazen Huangshi Yuejun Daduhui	Huangshi City	Residential	Under development		
武漢蔡甸項目	武漢市	綜合體	在建	341,749	14,303
Wuhan Caidian Project	Wuhan City	Complex	Under development		
永州零陵項目	永州市	綜合體	在建	884,214	134,301
Yongzhou Lingling Project	Yongzhou City	Complex	Under development		
長沙寧鄉項目	長沙市	綜合體	竣工	596,432	435,199
Changsha Ningxiang Project	Changsha City	Complex	Completed		
婁底婁星項目	婁底市	綜合體	在建	739,718	251,578
Loudi Louxing Project	Loudi City	Complex	Under development		
宜昌西陵項目	宜昌市	綜合體	在建	382,990	199,088
Yichang Xiling Project	Yichang City	Complex	Under development		
荊州市項目	荊州市	綜合體	竣工	543,771	386,251
Jingzhou Shashi Project	Jingzhou City	Complex	Completed		
襄陽高新項目	襄陽市	綜合體	竣工	620,658	484,948
Xiangyang Hi-Tech Project	Xiangyang City	Complex	Completed		
隨州曾都項目	隨州市	綜合體	在建	668,903	395,078
Suizhou Zengdu Project	Suizhou City	Complex	Under development		
孝感高新技術開發區 孝感新城•璟悅府	孝感市	住宅	竣工	260,664	259,552
Xiaogan High-tech Zone Xiaogan Seazen • Jingyuefu	Xiaogan City	Residential	Completed		
孝感高新技術開發區孝感新城璽樾	孝感市	住宅	在建	383,561	233,027
Xiaogan High-tech Zone Xiaogan Seazen Xiyue	Xiaogan City	Residential	Under development		
荊州市市區荊州碧桂園新城楚天府	荊州市	住宅	竣工	212,957	194,959
Jingzhou Shashi Jingzhou Country Garden Seazen Chutianfu	Jingzhou City	Residential	Completed		

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
武漢江夏區武漢新城•金郡 Wuhan Jiangxia Wuhan Seazen • Jinjun	武漢市 Wuhan City	住宅 Residential	竣工 Completed	71,471	34,996
武漢東西湖區武漢新城桃李郡 Wuhan Dongxihu Wuhan Seazen Taolijun	武漢市 Wuhan City	住宅 Residential	在建 Under development	646,523	330,896
仙桃南城項目 Xiantao Nancheng Project	仙桃市 Xiantao City	綜合體 Complex	在建 Under development	923,901	185,769
常德鼎城項目 Changde Dingcheng Project	常德市 Changde City	綜合體 Complex	在建 Under development	1,154,055	231,957
孝感孝南區經濟開發區孝感碧桂園 新城華府 Xiaogan Xiaonan Economic Development Zone Xiaogan Country Garden Seazen Huafu	孝感市 Xiaogan City	住宅 Residential	竣工 Completed	251,833	225,648
鄭州滎陽市新城尚郡 Zhengzhou Xinyang Seazen Shangjun	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	1,280,383	647,538
鄭州滎陽市新城海棠曉月 Zhengzhou Xinyang Seazen Haitang Xiaoyue	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	148,326	20,635
鄭州管城區新城時光印象4號地(洋房) Zhengzhou Guancheng Seazen Shiguang Yinxiang Land Parcel No. 4 (house)	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	80,855	42,065
鄭州新鄭市新城悅雋公館 Zhengzhou Xinzheng Seazen Yuejun Mansion	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	126,122	106,085
鄭州鞏義市新城璽樾門第 Zhengzhou Gongyi Seazen Xiyue Mendi	鄭州市 Zhengzhou City	住宅 Residential	竣工 Completed	175,789	170,253
鄭州鞏義市新城西岸公園 Zhengzhou Gongyi Seazen Xi'an Park	鄭州市 Zhengzhou City	住宅 Residential	竣工 Completed	131,439	125,145
鄭州鞏義市新城璽樾蘭庭 Zhengzhou Gongyi Seazen Xiyue Lanting	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	90,145	60,243

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
鄭州鞏義市新城璽樾華庭 Zhengzhou Gongyi Seazen Xiyue Huating	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	87,940	36,512
鄭州榮陽項目 Zhengzhou Xingyang Project	鄭州市 Zhengzhou City	綜合體 Complex	竣工 Completed	266,657	72,193
唐山路北區新城瀾樾府 Tangshan Lubei Seazen Lanyuefu	唐山市 Tangshan City	住宅 Residential	在建 Under development	525,477	467,680
唐山路北區榮盛新城熙堂尚院 Tangshan Lubei Rongsheng Seazen Xitangshangyuan	唐山市 Tangshan City	住宅 Residential	竣工 Completed	42,450	38,186
唐山路南區新城瑞府 Tangshan Lunan Seazen Ruifu	唐山市 Tangshan City	住宅 Residential	在建 Under development	145,646	136,003
邯鄲叢台區新城公園尚府 Handan Congtai Seazen Gongyuan Shangfu	邯鄲市 Handan City	住宅 Residential	在建 Under development	172,039	127,739
保定蓮池區新城金樾萬象 Baoding Lianchi Seazen Jinyue Wanxiang	保定市 Baoding City	住宅 Residential	在建 Under development	202,871	114,199
保定蓮池區新城金樾萬象二期 Baoding Lianchi Seazen Jinyue Wanxiang Phase II	保定市 Baoding City	住宅 Residential	擬建 Proposed for development	277,792	-
石家莊正定縣新城正弘府 Shijiazhuang Zhengding Seazen Zhenghongfu	石家莊市 Shijiazhuang City	住宅 Residential	在建 Under development	174,705	68,602
廊坊廣陽區凱悅嘉園 Langfang Guangyang Hyatt Garden	廊坊市 Langfang City	住宅 Residential	竣工 Completed	172,180	171,266
北京石景山區新城五里春秋 Beijing Shijingshan Seazen Wulichunqiu	北京市 Beijing City	住宅 Residential	在建 Under development	659,210	350,788
北京順義區新城國譽府 Beijing Shunyi Seazen Guoyufu	北京市 Beijing City	住宅 Residential	在建 Under development	180,753	160,186

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
北京石景山區新城首創禧悅學府 Beijing Shijingshan Seazen Capital Wisdom Mansion	北京市 Beijing City	住宅 Residential	竣工 Completed	189,505	141,182
北京大興區新城熙紅印 Beijing Daxing Seazen Xihongyin	北京市 Beijing City	住宅 Residential	竣工 Completed	110,987	94,913
滄州運河區新城靈樾春秋 Cangzhou Yunhe Seazen Xiyuechunqiu	滄州市 Cangzhou City	住宅 Residential	在建 Under development	168,288	73,305
滄州新華區新城悅雋風華 Cangzhou Xinhua Seazen Yuejun Fenghua	滄州市 Cangzhou City	住宅 Residential	在建 Under development	304,135	250,735
滄州新華區新城悅雋時代 Cangzhou Xinhua Seazen Yuejun Shida	滄州市 Cangzhou City	住宅 Residential	在建 Under development	133,603	104,678
唐山路北項目 Tangshan Lubei Project	唐山市 Tangshan City	綜合體 Complex	在建 Under development	429,761	269,500
滄州運河項目 Cangzhou Yunhe Project	滄州市 Cangzhou City	綜合體 Complex	在建 Under development	447,430	305,895
天津武清區新城梧桐公館 Tianjin Wuqing Seazen Wutong Mansion	天津市 Tianjin City	住宅 Residential	竣工 Completed	157,459	121,019
天津武清區新城悅雋央著 Tianjin Wuqing Seazen Yuejun Yangzhe	天津市 Tianjin City	住宅 Residential	竣工 Completed	263,628	212,140
天津武清區新城悅雋年華 Tianjin Wuqing Seazen Yuejun Nianhua	天津市 Tianjin City	住宅 Residential	在建 Under development	91,810	30,425
天津武清區新城湖畔風華 Tianjin Wuqing Seazen Lakeview Fenghua	天津市 Tianjin City	住宅 Residential	竣工 Completed	88,592	64,934
天津武清區新城靈樾熙棠 Tianjin Wuqing Seazen Xiyue Xitang	天津市 Tianjin City	住宅 Residential	在建 Under development	169,340	141,258
天津武清區新城靈樾春秋 Tianjin Wuqing Seazen Xiyuechunqiu	天津市 Tianjin City	住宅 Residential	在建 Under development	278,930	40,166

主要物業明細

Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積
Projects	City	Project Type	Project Status	Leasable and sellable area	Accumulated contracted area as of 31 December, 2022
				(平方米) (sq.m.)	(平方米) (sq.m.)
天津武清區新城悅雋年華二期 Tianjin Wuqing Seazen Yuejun Nianhua Phase II	天津市 Tianjin City	住宅 Residential	擬建 Proposed for development	105,669	–
天津寶坻區金地新城大境 Tianjin Baodi Jindi Seazen Dajing	天津市 Tianjin City	住宅 Residential	在建 Under development	576,440	482,169
天津北辰區新城樾風華 Tianjin Beichen Seazen Yuefenghua	天津市 Tianjin City	住宅 Residential	在建 Under development	572,720	430,855
天津寶坻區新城悅雋首府 Tianjin Baodi Seazen Yuejun Capital	天津市 Tianjin City	住宅 Residential	竣工 Completed	177,124	177,124
天津寧河區新城悅雋公館 Tianjin Ninghe Seazen Yuejun Mansion	天津市 Tianjin City	住宅 Residential	在建 Under development	390,440	153,737
天津北辰區新城悅雋風華 Tianjin Beichen Seazen Yuejun Fenghua	天津市 Tianjin City	住宅 Residential	竣工 Completed	146,880	136,906
天津寧河區新城旭輝光明路8號 Tianjin Ninghe Seazen Xuhui Guangming Road No. 8	天津市 Tianjin City	住宅 Residential	竣工 Completed	77,503	74,384
天津寧河區新城悅雋公館(9號地) Tianjin Ninghe Seazen Yuejun Mansion (Land Parcel No. 9)	天津市 Tianjin City	住宅 Residential	在建 Under development	107,144	59,680
天津北辰區新城悅雋風華•悅城 Tianjin Beichen Seazen Yuejun Fenghua • Yuecheng	天津市 Tianjin City	住宅 Residential	在建 Under development	167,365	74,756
天津北辰區新城樾風華•隴悅 Tianjin Beichen Seazen Yuefenghua • Longyue	天津市 Tianjin City	住宅 Residential	在建 Under development	70,539	7,613
天津寶坻區新城•泊閱 Tianjin Baodi Seazen • Boyue	天津市 Tianjin City	住宅 Residential	在建 Under development	103,319	76,335
天津寶坻項目 Tianjin Baodi Project	天津市 Tianjin City	綜合體 Complex	在建 Under development	311,037	53,591
天津武清區新城悅雋學府 Tianjin Wuqing Seazen Yuejun Xuefu	天津市 Tianjin City	住宅 Residential	在建 Under development	41,168	24,821

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
天津北辰區新城雲樾玫瑰 Tianjin Beichen Seazen Yunyue Jiuzhang	天津市 Tianjin City	住宅 Residential	在建 Under development	86,480	17,314
天津寶坻區新城靈樾潮鳴 Tianjin Baodi Seazen Xiyue Chaoming	天津市 Tianjin City	住宅 Residential	在建 Under development	288,992	14,243
天津寧河項目 Tianjin Ninghe Project	天津市 Tianjin City	住宅 Residential	在建 Under development	161,070	29,391
天津寶坻區新城萬青•時光里 Tianjin Baodi Seazen Wanqing • Shiguangli	天津市 Tianjin City	住宅 Residential	在建 Under development	62,851	19,674
天津濱海新區新城樾府 Tianjin Binhai New Area Seazen Yuefu	天津市 Tianjin City	住宅 Residential	竣工 Completed	128,763	114,294
天津津南區新城和興府 Tianjin Jinnan Seazen Hexingfu	天津市 Tianjin City	住宅 Residential	在建 Under development	155,620	128,446
天津濱海新區新城旭輝悅雋都會 Duhui Tianjin Binhai New Area Seazen Xuhui Yuejun Duhui	天津市 Tianjin City	住宅 Residential	竣工 Completed	109,560	100,030
天津東麗區新城悅雋公元 Tianjin Dongli Seazen Yuejun Gongyuan	天津市 Tianjin City	住宅 Residential	竣工 Completed	129,302	101,484
天津濱海新區新城中梁長風雅著 Tianjin Binhai New Area Seazen Zhongliang Zhangfeng Yazhe	天津市 Tianjin City	住宅 Residential	在建 Under development	233,888	89,600
天津濱海新區新城金樾府 Tianjin Binhai New Area Seazen Jinyuefu	天津市 Tianjin City	住宅 Residential	在建 Under development	89,196	73,992
天津西青區精武鎮地塊 Tianjin Xiqing Jingwu Town Land Parce	天津市 Tianjin City	住宅 Residential	在建 Under development	117,876	47,321
天津濱海新區項目 Tianjin Binhai New Area Project	天津市 Tianjin City	綜合體 Complex	在建 Under development	463,625	283,044
漯河源匯區熙河雲著 Luohe Yuanhui Xihe Celestial Mansion	漯河市 Luohe City	住宅 Residential	在建 Under development	236,903	54,368

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
許昌建安區金玉堂 Xuchang Jian'an Jinyutang	許昌市 Xuchang City	住宅 Residential	在建 Under development	458,932	215,669
許昌長葛市新城金樾府 Xuchang Changge Seazen Jinyuefu	許昌市 Xuchang City	住宅 Residential	竣工 Completed	224,481	205,678
商丘睢陽項目 Shangqiu Suiyang Project	商丘市 Shangqiu City	綜合體 Complex	在建 Under development	780,250	206,820
安陽文峰項目 Anyang Wenfeng Project	安陽市 Anyang City	綜合體 Complex	在建 Under development	761,466	351,991
鄭州管城區新城時光印象5號地(高層) Zhengzhou Guancheng Seazen Shiguang Yinxiang Land Parcel No. 5 (high-rise)	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	159,614	118,972
唐山路南區謝莊項目 Tangshan Lunan Xie Zhuang Project	唐山市 Tangshan City	住宅 Residential	在建 Under development	193,454	—
唐山愛民里項目二期 Tangshan Aiminli Project Phase II	唐山市 Tangshan City	住宅 Residential	在建 Under development	133,112	—
鄭州鞏義市新城未來之光 Zhengzhou Gongyi Seazen Future Glory	鄭州市 Zhengzhou City	住宅 Residential	在建 Under development	62,281	—
雲浮雲城項目 Yunfu Yuncheng Project	雲浮市 Yunfu City	綜合體 Complex	在建 Under development	613,708	90,502
東莞石碣鎮新城雲樾花園 Dongguan Shijie Seazen Yunyue Garden	東莞市 Dongguan City	住宅 Residential	在建 Under development	78,612	58,527
汕尾海豐縣新城和樾 Shanwei Haifeng Seazen Heyue	汕尾市 Shanwei City	住宅 Residential	在建 Under development	1,020,141	357,544
新城燕瀾和鳴 Seazen Yanlan Heming	深圳市 Shenzhen City	住宅 Residential	在建 Under development	109,282	73,493

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
金樾江南花園 Jinyue Jiangnan Garden	惠州市 Huizhou City	住宅 Residential	在建 Under development	895,747	326,131
雲昱花園 Yunyu Garden	惠州市 Huizhou City	住宅 Residential	在建 Under development	574,156	434,325
明昱花園 Mingyu Garden	惠州市 Huizhou City	住宅 Residential	竣工 Completed	221,090	179,236
惠州博羅縣羅陽上頭塘地塊 Huizhou Boluo Luoyang Shangtoutang Land Parcel	惠州市 Huizhou City	住宅 Residential	在建 Under development	201,301	33,757
惠州博羅縣新城悅隲 Huizhou Boluo Seazen Yuejun	惠州市 Huizhou City	住宅 Residential	竣工 Completed	202,733	202,733
東莞樟木頭鎮新城璽樾花園 Dongguan Zhangmutou Seazen Xiyue Garden	東莞市 Dongguan City	住宅 Residential	竣工 Completed	85,281	84,861
南寧邕寧區招商新城臻樾府 Nanning Yongning Zhaoshang Seazen Zhenyuefu	南寧市 Nanning City	住宅 Residential	在建 Under development	97,222	25,093
北海銀海項目 Beihai Yin Hai Project	北海市 Beihai City	綜合體 Complex	在建 Under development	456,197	259,348
桂林臨桂項目 Guilin Lingui Project	桂林市 Guilin City	綜合體 Complex	在建 Under development	706,621	531,091
貴港港北項目 Guigang Gangbei Project	貴港市 Guigang City	綜合體 Complex	在建 Under development	589,068	421,350
欽州欽南項目 Qinzhou Qinnan Project	欽州市 Qinzhou City	綜合體 Complex	竣工 Completed	526,918	403,998
南寧青秀區新城悅隲江山 Nanning Qingxiu Seazen Yuejun Jiangshan	南寧市 Nanning City	住宅 Residential	竣工 Completed	117,990	117,549
桂林靈川縣新城安廈大都會 Guilin Lingchuan Seazen Ansha Daduhu	桂林市 Guilin City	住宅 Residential	在建 Under development	198,574	59,706
南寧邕寧區新城悅隲風華 Nanning Yongning Seazen Yuejun Fenghua	南寧市 Nanning City	住宅 Residential	竣工 Completed	251,090	250,463

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
南寧江南區新城錦樾府 Nanning Jiangnan Seazen Jinyuefu	南寧市 Nanning City	住宅 Residential	在建 Under development	115,966	93,460
南寧西鄉塘區新城明昱公園 Nanning Xixiangtang Seazen Mingyu Park	南寧市 Nanning City	住宅 Residential	在建 Under development	57,434	51,826
肇慶四會項目 Zhaoqing Sihui Project	肇慶市 Zhaoqing City	綜合體 Complex	竣工 Completed	568,546	379,069
佛山南海區壹鳴花園 Foshan Nanhai Yiming Garden	佛山市 Foshan City	住宅 Residential	在建 Under development	538,306	459,776
星盛花園 Xingsheng Garden	佛山市 Foshan City	住宅 Residential	在建 Under development	302,156	126,760
佛山三水區環蒼豪園 Foshan Sanshui Jinghui Haoyuan	佛山市 Foshan City	住宅 Residential	竣工 Completed	217,535	178,822
肇慶新城和昱建設項目 Zhaoqing Seazen Heyu Construction Project	肇慶市 Zhaoqing City	住宅 Residential	竣工 Completed	257,920	246,736
肇慶鼎湖樾山公館建設項目 Zhaoqing Dinghu Yueshan Mansion Construction Project	肇慶市 Zhaoqing City	住宅 Residential	竣工 Completed	114,184	114,184
江門新會區新城博富領會國際名苑 Jiangmen Xinhui Seazen Bofu Linghui International Mingyuan	江門市 Jiangmen City	住宅 Residential	在建 Under development	164,407	79,051
中山嵐彩名苑 Zhongshan Lancai Mingyuan	中山市 Zhongshan City	住宅 Residential	在建 Under development	224,912	170,846
鐘落潭鎮福龍路東側地塊項目 Land parcel on the east of Fulong Road, Zhongluotan Town Project	廣州市 Guangzhou City	住宅 Residential	在建 Under development	175,987	1,223
昆明經開區新城琅樾 Kunming Economic Development Zone Seazen Langyue	昆明市 Kunming City	住宅 Residential	竣工 Completed	483,425	451,627
昆明安寧市新城雅樾 Kunming Anning Seazen Yayue	昆明市 Kunming City	住宅 Residential	竣工 Completed	265,644	264,492

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
昆明晉寧區藍光新城碧桂園古滇水雲城 Kunming Jinning Languang Seazen Country Garden Gudian Shuiyuncheng	昆明市 Kunming City	住宅 Residential	在建 Under development	549,232	98,934
昆明經開區新城和樾 Kunming Economic Development Zone Seazen Heyue	昆明市 Kunming City	住宅 Residential	竣工 Completed	133,257	132,488
昆明經開區中南新城雲樾 Kunming Economic Development Zone Zhongnan Seazen Yunyue	昆明市 Kunming City	住宅 Residential	在建 Under development	181,372	81,546
保山隆陽項目 Baoshan Longyang Project	保山市 Baoshan City	綜合體 Complex	在建 Under development	1,121,448	277,035
昆明太平項目 Kunming Taiping Project	昆明市 Kunming City	綜合體 Complex	在建 Under development	1,175,761	88,969
昆明安寧項目 Kunming Anning Project	昆明市 Kunming City	綜合體 Complex	在建 Under development	771,722	533,758
昆明晉寧項目 Kunming Jinning Project	昆明市 Kunming City	綜合體 Complex	在建 Under development	1,104,561	286,719
昭通昭陽項目 Zhaotong Zhaoyang Project	昭通市 Zhaotong City	綜合體 Complex	竣工 Completed	751,310	587,231
成都新都區半島雲著 Chengdu Xindu Bandao Celestial Mansion	成都市 Chengdu City	住宅 Residential	竣工 Completed	272,190	213,694
眉山仁壽縣新城悅隼天府 Meishan Renshou Seazen Yuejun Tianfu	眉山市 Meishan City	住宅 Residential	竣工 Completed	178,763	164,915
成都簡陽市新城悅隼江山 Chengdu Jianyang Seazen Yuejun Jiangshan	成都市 Chengdu City	住宅 Residential	竣工 Completed	158,065	157,770
成都龍泉驛區新里桃溪川 Chengdu Longquanyi Xinli Taoxichuan	成都市 Chengdu City	住宅 Residential	竣工 Completed	138,010	111,892
成都青白江區美的新城公園天下 Chengdu Chingbaijiang Meidi Seazen Gongyuan Tianxia	成都市 Chengdu City	住宅 Residential	竣工 Completed	210,281	157,311
成都青白江區新城悅隼盛世 Chengdu Chingbaijiang Seazen Yuejun Glorious Century	成都市 Chengdu City	住宅 Residential	在建 Under development	398,661	243,230

主要物業明細

Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至
					2022年
					12月31日
					累計簽約面積
					Accumulated
					contracted area
					as of
Projects	City	Project Type	Project Status	Leasable and sellable area	31 December, 2022
				(平方米)	(平方米)
				(sq.m.)	(sq.m.)
眉山仁壽縣新城悅雋天驕	眉山市	住宅	竣工	94,460	88,448
Meishan Renshou Seazen Yuejun Tianjiao	Meishan City	Residential	Completed		
成都邛崃市新城金樾華府	成都市	住宅	竣工	214,522	200,832
Chengdu Qionglai Seazen Jinyue Huafu	Chengdu City	Residential	Completed		
成都邛崃市新城金樾世家	成都市	住宅	在建	142,536	133,100
Chengdu Qionglai Seazen Jinyue Shijia	Chengdu City	Residential	Under development		
成都簡陽市新城悅雋香江	成都市	住宅	竣工	49,281	49,090
Chengdu Jianyang Seazen Yuejun Xiangjiang	Chengdu City	Residential	Completed		
樂山峨眉山新城金樾雲壘	樂山市	住宅	擬建	107,823	-
Leshan Emeishan Seazen Jinyue Yunxi	Leshan City	Residential	Proposed for development		
成都溫江區新城林嶼溪	成都市	住宅	在建	48,728	35,352
Chengdu Wenjiang Seazen Linyuxi	Chengdu City	Residential	Under development		
成都金牛區新城德商蓉御天驕	成都市	住宅	在建	62,012	35,926
Chengdu Jinniu Seazen Deshang Rongyu Tianjiao	Chengdu City	Residential	Under development		
成都新津區新城金樾府二三期	成都市	住宅	竣工	140,328	140,328
Chengdu Xinjin Seazen Jinyuefu Phase II & III	Chengdu City	Residential	Completed		
宜賓翠屏項目	宜賓市	綜合體	在建	421,865	65,863
Yibin Cuiping Project	Yibin City	Complex	Under development		
內江市中項目	內江市	綜合體	在建	531,025	267,672
Neijiang Shizhong Project	Neijiang City	Complex	Under development		
德陽旌陽項目	德陽市	綜合體	竣工	514,997	363,356
Deyang Jingyang Project	Deyang City	Complex	Completed		
貴陽雲岩區新城璽樾台	貴陽市	住宅	竣工	205,504	194,731
Guiyang Yunyan Seazen Xiyuetai	Guiyang City	Residential	Completed		
遵義紅花崗區新城悅雋風華	遵義市	住宅	在建	152,121	106,085
Zunyi Honghuagang Seazen Yuejun Fenghua	Zunyi City	Residential	Under development		
遵義紅花崗區新城金樾和山	遵義市	住宅	竣工	247,400	183,557
Zunyi Honghuagang Seazen Jinyue Heshan	Zunyi City	Residential	Completed		

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至
					2022年
					12月31日
					累計簽約面積
					Accumulated
					contracted area
					as of
Projects	City	Project Type	Project Status	Leasable and sellable area	31 December, 2022
				(平方米)	(平方米)
				(sq.m.)	(sq.m.)
貴陽龍里縣新城龍樾府	黔南布依族苗族自治州	住宅	在建	241,474	37,853
Guiyang Longli Seazen Longyuefu	Qiannan Buyei and Miao Autonomous Prefecture	Residential	Under development		
貴陽龍里縣新城龍樾府五六期	黔南布依族苗族自治州	住宅	擬建	282,492	—
Guiyang Longli Seazen Longyuefu Phase V & VI	Qiannan Buyei and Miao Autonomous Prefecture	Residential	Proposed for development		
貴陽雲岩項目	貴陽市	綜合體	在建	728,575	170,584
Guiyang Yunyan Project	Guiyang City	Complex	Under development		
貴陽清鎮項目	貴陽市	綜合體	竣工	510,000	386,655
Guiyang Qingzhen Project	Guiyang City	Complex	Completed		
貴陽經開項目	貴陽市	綜合體	在建	1,433,359	263,749
Guiyang Economic Development Zone Project	Guiyang City	Complex	Under development		
遵義紅花崗項目	遵義市	綜合體	在建	598,904	418,331
Zunyi Honghuagang Project	Zunyi City	Complex	Under development		
新城•鳳凰台	六盤水市	住宅	在建	710,993	273,778
Seazen • Fenghuangtai	Liupanshui City	Residential	Under development		
重慶渝北項目	重慶市	住宅	在建	417,419	76,318
Chongqing Yubei Project	Chongqing City	Residential	Under development		
重慶巴南區新城金樾府	重慶市	住宅	竣工	169,095	148,799
Chongqing Banan Seazen Jinyuefu	Chongqing City	Residential	Completed		
重慶渝北區新城朗粵大都會	重慶市	住宅	在建	317,294	258,178
Chongqing Yubei Seazen Langjun Daduhui	Chongqing City	Residential	Under development		

主要物業明細

Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
重慶沙坪壩區新城悅雋風華 Chongqing Shapingba Seazen Yuejun Fenghua	重慶市 Chongqing City	住宅 Residential	竣工 Completed	136,760	116,626
重慶沙坪壩區西著七里 Chongqing Shapingba Xizhe Qili	重慶市 Chongqing City	住宅 Residential	竣工 Completed	251,169	206,289
重慶大渡口區新城琅樾江山 Chongqing Dadukou Seazen Langyue Jiangshan	重慶市 Chongqing City	住宅 Residential	在建 Under development	451,084	344,686
重慶雙福新區新城和昱麟雲 Chongqing Shuangfu New District Seazen Heyu Linyun	重慶市 Chongqing City	住宅 Residential	在建 Under development	474,706	392,782
重慶璧山區新城黛山道8號 Chongqing Bishan Seazen Daishandao No.8	重慶市 Chongqing City	住宅 Residential	在建 Under development	376,402	229,976
重慶江北區新城琅翠 Chongqing Jiangbei Seazen Langcui	重慶市 Chongqing City	住宅 Residential	在建 Under development	164,840	103,094
重慶萬州區雍江上境 Chongqing Wanzhou Yongjiang Shangjing	重慶市 Chongqing City	住宅 Residential	在建 Under development	350,306	45,336
重慶萬州區雲樾上境 Chongqing Wanzhou Yunyue Shangjing	重慶市 Chongqing City	住宅 Residential	在建 Under development	108,659	2,229
重慶江津項目 Chongqing Jiangjin Project	重慶市 Chongqing City	綜合體 Complex	在建 Under development	647,796	224,935
廣安廣安項目 Guang'an Guang'an Project	廣安市 Guang'an City	綜合體 Complex	在建 Under development	604,811	232,901
重慶北碚項目 Chongqing Beibei Project	重慶市 Chongqing City	綜合體 Complex	在建 Under development	333,115	88,133
重慶大足項目 Chongqing Dazu Project	重慶市 Chongqing City	綜合體 Complex	在建 Under development	943,447	391,182
西安臨潼區新城璽樾驪府 Xi'an Lintong Seazen Xiyuelifu	西安市 Xi'an City	住宅 Residential	竣工 Completed	172,265	167,680

主要物業明細 Breakdown of Major Properties

項目 Projects	城市 City	項目類別 Project Type	項目狀態 Project Status	可租售面積 Leasable and sellable area (平方米) (sq.m.)	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022 (平方米) (sq.m.)
西安新城首府 Xi'an Seazen Capital	西安市 Xi'an City	住宅 Residential	在建 Under development	161,320	149,375
咸陽新城雲境 Xianyang Seazen Yunjing	咸陽市 Xianyang City	住宅 Residential	在建 Under development	353,997	17,524
咸陽秦都項目 Xianyang Qindu Project	咸陽市 Xianyang City	住宅 Residential	在建 Under development	207,631	178,811
安康漢濱項目 Ankang Hanbin Project	安康市 Ankang City	綜合體 Complex	在建 Under development	653,826	290,186
寶雞高新項目 Baoji Hi-Tech Project	寶雞市 Baoji City	綜合體 Complex	在建 Under development	539,706	391,049
延安寶塔項目 Yan'an Baota Project	延安市 Yan'an City	綜合體 Complex	竣工 Completed	485,834	344,340
西安灃西項目 Xi'an Fengxi Project	西安市 Xi'an City	綜合體 Complex	竣工 Completed	309,237	172,860
烏魯木齊會展項目 Urumqi Huizhan Project	烏魯木齊市 Urumqi City	綜合體 Complex	在建 Under development	841,459	230,441
烏魯木齊米東項目 Urumqi Midong Project	烏魯木齊市 Urumqi City	綜合體 Complex	在建 Under development	849,449	168,945
烏魯木齊高新項目 Urumqi Hi-Tech Project	烏魯木齊市 Urumqi City	綜合體 Complex	擬建 Proposed for development	470,533	-
瀋陽沈北項目 Shenyang Shenbei Project	瀋陽市 Shenyang City	綜合體 Complex	在建 Under development	971,298	647,520
包頭東河項目 Baotou Donghe Project	包頭市 Baotou City	綜合體 Complex	在建 Under development	570,237	378,988
包頭昆北項目 Baotou Kunbei Project	包頭市 Baotou City	住宅 Residential	在建 Under development	129,376	107,801

主要物業明細 Breakdown of Major Properties

項目	城市	項目類別	項目狀態	可租售面積	截至 2022年 12月31日 累計簽約面積 Accumulated contracted area as of 31 December, 2022
Projects	City	Project Type	Project Status	Leasable and sellable area (平方米) (sq.m.)	(平方米) (sq.m.)
包頭昆區項目 Baotou Kunqu Project	包頭市 Baotou City	綜合體 Complex	竣工 Completed	577,695	375,064
蘭州安寧項目 Lanzhou Anning Project	蘭州市 Lanzhou City	綜合體 Complex	在建 Under development	420,356	158,382
西寧城東項目 Xining Chengdong Project	西寧市 Xining City	綜合體 Complex	竣工 Completed	344,141	174,185
西寧城北項目 Xining Chengbei Project	西寧市 Xining City	綜合體 Complex	在建 Under development	573,864	320,378
銀川興慶項目 Yinchuan Xingqing Project	銀川市 Yinchuan City	綜合體 Complex	在建 Under development	601,287	423,762
大同雲岡項目 Datong Yungang Project	大同市 Datong City	綜合體 Complex	在建 Under development	835,302	222,686
太原萬柏林項目 Taiyuan Wanbailin Project	太原市 Taiyuan City	綜合體 Complex	在建 Under development	892,162	616,643
太原大井峪項目 Taiyuan Dajingyu Project	太原市 Taiyuan City	住宅 Residential	在建 Under development	194,705	157,738
運城鹽湖項目 Yuncheng Yanhu Project	運城市 Yuncheng City	綜合體 Complex	在建 Under development	786,023	343,354
合計 Total				151,891,316	86,893,983

管理層討論與分析

Management Discussion and Analysis

業務回顧

物業發展

2022年，本集團的合約銷售額約人民幣116,049百萬元，合約銷售建築面積約1,191.52萬平方米。全年累計合約銷售價格(不含車位銷售)為每平方米人民幣10,800元。

表1：2022年本集團合約銷售額明細

下表載列於2022年本集團合約銷售金額的區域分佈詳情：

BUSINESS OVERVIEW

Property Development

In 2022, the Group recorded contracted sales of approximately RMB116,049 million. Contracted sales was approximately 11,915,200 sq.m. in GFA. The aggregate contracted selling price (excluding car parks sales) for the year was RMB10,800 per sq.m..

Table 1: Details of contracted sales of the Group in 2022

The following table sets out the geographic breakdown of the Group's contracted sales in 2022:

省份／區域	Province/Region	合約銷售 建築面積 Contracted GFA (平方米) (sq.m.)	合約銷售 金額 Contracted sales (人民幣百萬元) (RMB million)
長三角地區	Yangtze River Delta Area		
江蘇省	Jiangsu Province	3,486,122	41,219
浙江省	Zhejiang Province	572,805	7,976
上海市	Shanghai City	166,081	5,314
安徽省	Anhui Province	351,309	1,870
中西部地區	Central and Western China Area		
湖北省	Hubei Province	873,246	6,145
湖南省	Hunan Province	755,175	5,658
河南省	Henan Province	535,504	3,995
重慶市	Chongqing City	389,169	2,646
江西省	Jiangxi Province	290,316	2,420
四川省	Sichuan Province	330,886	2,369
雲南省	Yunnan Province	382,153	1,987
貴州省	Guizhou Province	214,933	1,538
新疆維吾爾自治區	Xinjiang Uygur Autonomous Region	181,095	1,524
陝西省	Shaanxi Province	182,997	1,370
廣西壯族自治區	Guangxi Zhuang Autonomous Region	237,745	1,368
山西省	Shanxi Province	193,400	1,217
青海省	Qinghai Province	73,043	711
甘肅省	Gansu Province	27,363	288
內蒙古自治區	Inner Mongolia Autonomous Region	20,477	34
寧夏回族自治區	Ningxia Hui Autonomous Region	12,928	21

省份／區域	Province/Region	合約銷售 建築面積 Contracted GFA (平方米) (sq.m.)	合約銷售 金額 Contracted sales (人民幣百萬元) (RMB million)
環渤海地區	Bohai Rim Area		
山東省	Shandong Province	1,298,410	9,155
天津市	Tianjin City	445,654	5,163
北京市	Beijing City	61,187	2,073
河北省	Hebei Province	229,568	2,060
遼寧省	Liaoning Province	11,345	38
吉林省	Jilin Province	15,509	17
大灣區及其他地區	Greater Bay Area and Other Areas		
廣東省	Guangdong Province	505,415	6,694
福建省	Fujian Province	71,289	1,175
海南省	Hainan Province	27	0 ⁽¹⁾
合計	Total	11,915,151	116,049

⁽¹⁾ 於2022年，海南的合約銷售為人民幣0.1426百萬元。

⁽¹⁾ The contracted sales in Hainan was RMB0.1426 million in 2022.

可租售土地資源

本集團於2022年12月31日的可租售土地資源地域分佈如下，其中可用於未來住宅銷售的土地資源約4,915萬平方米：

表2：本集團的可租售土地資源明細

Rentable and Saleable Land Resources

The geographic spread of the rentable and saleable land resources of the Group as at 31 December 2022 was as follows, among which the area for future residential sales is about 49.15 million sq.m.:

Table 2: Details of rentable and saleable land resources of the Group

省份／區域	Province/Region	可租售面積 Rentable and saleable area (平方米) (sq.m.)	截至 2022年底累計 簽約面積 Accumulative contracted area by the end of 2022 (平方米) (sq.m.)
長三角地區	Yangtze River Delta Area		
江蘇省	Jiangsu Province	39,481,164	26,291,977
浙江省	Zhejiang Province	8,961,204	6,454,128
安徽省	Anhui Province	6,931,133	4,721,886
上海市	Shanghai City	968,013	677,913
中西部地區	Central and Western China Area		
湖北省	Hubei Province	9,181,247	4,542,880
湖南省	Hunan Province	8,922,676	5,183,969
雲南省	Yunnan Province	6,537,732	2,802,801
重慶市	Chongqing City	5,142,092	2,628,564
貴州省	Guizhou Province	5,110,822	2,035,323
河南省	Henan Province	5,009,302	2,434,167
四川省	Sichuan Province	4,288,356	2,661,679
廣西壯族自治區	Guangxi Zhuang Autonomous Region	3,117,080	2,213,885
陝西省	Shaanxi Province	2,883,816	1,711,826
山西省	Shanxi Province	2,708,192	1,340,422
新疆維吾爾自治區	Xinjiang Uygur Autonomous Region	2,161,441	399,386
江西省	Jiangxi Province	1,913,937	713,839
內蒙古自治區	Inner Mongolia Autonomous Region	1,277,307	861,853
青海省	Qinghai Province	918,005	494,563
寧夏回族自治區	Ningxia Hui Autonomous Region	601,287	423,762
甘肅省	Gansu Province	420,356	158,382

省份／區域	Province/Region	可租售面積 Rentable and saleable area (平方米) (sq.m.)	截至 2022年底累計 簽約面積 Accumulative contracted area by the end of 2022 (平方米) (sq.m.)
環渤海地區	Bohai Rim Area		
山東省	Shandong Province	16,102,441	7,438,187
天津市	Tianjin City	5,924,330	3,380,745
河北省	Hebei Province	3,585,224	2,127,788
北京市	Beijing City	1,140,454	747,069
遼寧省	Liaoning Province	971,298	647,520
大灣區及其他地區	Greater Bay Area and Other Areas		
廣東省	Guangdong Province	6,566,004	3,597,575
福建省	Fujian Province	1,066,403	201,896
合計	Total	151,891,316	86,893,983

2022年，本集團合共收購土地儲備項目2個，收購的土地儲備約284,637平方米(包括本集團合營及聯營項目(按100%計算))(包括地下建築面積)，平均收購成本約為每平方米人民幣9,743元。

In 2022, the Group acquired a total of 2 projects to replenish its land bank. The acquired land bank was approximately 284,637 sq.m. (including those of the Group's joint ventures and associates' projects on a 100% basis) (including underground floor area) whilst the average acquisition cost was approximately RMB9,743 per sq.m..

表3：2022年1月至12月的土地收購明細

Table 3: Details of land acquisition from January to December 2022

位置	地塊名稱	土地用途	權益比例	佔地面積	總建築面積	總地價
Location	Name of Land Parcel	Land use	Proportion of interest	Site area (平方米) (sq.m.)	Total GFA (平方米) (sq.m.)	Total land premium (人民幣 百萬元) (RMB million)
常州	新北光星地塊項目	住宅				
Changzhou	Xinbei Guangxing Land Parcel Project	Residential	16.43%	87,241	268,608	2,745.00
商丘	商丘睢陽項目	商業				
Shangqiu	Shangqiu Suiyang Project	Commercial	99.01%	6,412	16,029	28.26

物業交付及物業銷售收入

PROPERTY DELIVERY AND REVENUE FROM SALE OF PROPERTIES

截至2022年12月31日止年度，本集團錄得物業銷售收入約為人民幣104,883百萬元，交付物業總建築面積約13,197,155平方米。2022年交付及確認為銷售的物業平均銷售價格為每平方米人民幣7,947元。

For the year ended 31 December 2022, revenue from sale of properties by the Group was approximately RMB104,883 million. Properties with a total GFA of approximately 13,197,155 sq.m. were delivered. Average selling price of properties delivered and recognized as sales was RMB7,947 per sq.m. in 2022.

表4：本集團2022年物業銷售收入明細

Table 4: Details of revenue from sale of properties of the Group in 2022

省份	Province	收入 Revenue (人民幣百萬元) (RMB million)	建築面積 GFA (平方米) (sq.m.)	平均售價 Average selling price (人民幣/平方米) (RMB/sq.m.)
江蘇省	Jiangsu Province	31,870	3,570,860	8,925
天津市	Tianjin City	9,535	849,836	11,219
山東省	Shandong Province	8,716	1,344,673	6,482
安徽省	Anhui Province	8,485	1,130,369	7,506
廣東省	Guangdong Province	6,479	845,497	7,663
雲南省	Yunnan Province	5,240	846,967	6,187
浙江省	Zhejiang Province	4,613	529,179	8,717
北京市	Beijing City	4,075	94,025	43,344
湖北省	Hubei Province	3,974	572,578	6,940
河北省	Hebei Province	3,474	370,405	9,378
重慶市	Chongqing City	2,955	395,645	7,469
貴州省	Guizhou Province	2,950	477,762	6,175
河南省	Henan Province	2,887	459,269	6,287
湖南省	Hunan Province	2,154	417,352	5,162
四川省	Sichuan Province	1,760	296,483	5,936
廣西壯族自治區	Guangxi Zhuang Autonomous Region	1,656	339,758	4,874
遼寧省	Liaoning Province	1,555	233,856	6,651
寧夏回族自治區	Ningxia Hui Autonomous Region	1,149	152,223	7,550
其他	Others	1,355	270,417	5,010
		104,883	13,197,155	7,947

截至2022年12月31日，涉及總建築面積約為2,914萬平方米及價值約人民幣262,158百萬元的物業經已預售但尚未交付(含本集團合營及聯營項目)，這為本集團未來一年的收入穩定增長奠定了堅實的基礎。

As of 31 December 2022, properties with a total GFA of approximately 29.14 million sq.m. with value of approximately RMB262,158 million have been pre-sold but have not been delivered (including the group's joint ventures and associates' projects). This laid a solid foundation for a steady growth in the Group's revenue for the year to come.

物業投資

本集團投資物業主要源於2022年12月31日已開業的140座吾悅廣場。

表5：2022年本集團投資物業租金及管理費收入明細

Property Investment

The Group's investment properties were mainly derived from the 140 Wuyue Plazas in operation as at 31 December 2022.

Table 5: Details of rental and management fee income from investment properties of the Group in 2022

省份	Province	廣場數量	出租率	2022年租金及管理費收入	2021年租金及管理費收入
		Number of plazas	Occupancy rate	Rental and management fee income for 2022	Rental and management fee income for 2021
				人民幣千元	人民幣千元
				RMB'000	RMB'000
江蘇	Jiangsu	39	97.25%	2,999,449	2,768,046
浙江	Zhejiang	16	97.29%	1,446,127	1,373,036
安徽	Anhui	13	93.49%	727,649	713,557
陝西	Shaanxi	7	95.42%	507,419	466,392
山東	Shandong	8	89.03%	482,927	300,546
湖南	Hunan	4	90.97%	298,558	273,384
廣西	Guangxi	5	90.73%	242,753	259,873
雲南	Yunnan	5	97.47%	265,918	227,141
湖北	Hubei	6	99.63%	305,200	216,822
江西	Jiangxi	4	98.89%	221,302	208,351
四川	Sichuan	5	91.64%	265,988	201,616
吉林	Jilin	3	82.53%	146,154	146,304
海南	Hainan	1	100.00%	153,294	141,374
天津	Tianjin	3	96.02%	197,334	121,253
河北	Hebei	2	95.65%	159,046	117,354
上海	Shanghai	1	96.49%	137,562	139,721
貴州	Guizhou	2	95.55%	96,995	91,100
青海	Qinghai	1	92.85%	73,497	84,979
內蒙古	Inner Mongolia	3	90.22%	87,565	72,695
福建	Fujian	1	96.30%	53,247	56,484
遼寧	Liaoning	2	88.37%	131,219	30,561
河南	Henan	2	97.86%	86,259	29,143
寧夏	Ningxia	1	97.49%	82,187	14,395

管理層討論與分析

Management Discussion and Analysis

省份	Province	廣場數量	出租率	2022年租金及管理費收入 Rental and management fee income for 2022 人民幣千元 RMB'000	2021年租金及管理費收入 Rental and management fee income for 2021 人民幣千元 RMB'000
		Number of plazas	Occupancy rate		
重慶	Chongqing	3	93.19%	88,482	11,553
廣東	Guangdong	1	98.81%	60,948	6,991
山西	Shanxi	1	97.46%	18,357	–
甘肅	Gansu	1	100.00%	6,734	–

附註：

Notes:

- 上海包含上海新城控股大廈B座辦公樓出租情況。截至2022年12月31日，公司持有的已開業吾悅廣場為126個，管理輸出的已開業吾悅廣場為14個，另外5個已簽約吾悅廣場尚處於交接過渡期，收入暫不納入我司統計範圍。
 - 租金收入包含租金、管理費、停車場、多種經營及其他零星管理費收入。
 - 2022年度公司商業運營總收入為人民幣100.06億元(即含稅租金收入)，包含：商鋪、辦公樓及購物中心的租金、管理費、停車場、多種經營及其他零星管理費收入；2021年度本公司商業運營總收入為人民幣86.39億元(即含稅租金收入)。
 - 本公司積極承擔社會責任，2022年度因租金管理費減免及經營扶持減少公司商業運營總收入為人民幣3.13億元。
 - 出租率為2022年12月31日當日商業物業出租情況。
- The data of Shanghai includes the occupancy of the offices of Shanghai Seazen Holdings Tower B. As of 31 December 2022, the Company owned 126 Wuyue Plazas in operation and 14 Wuyue Plazas in operation providing entrusted management services. In addition, 5 contracted Wuyue Plazas were in the process of transfer and transition, and thus their income was not included in the scope of the Company's statistics.
 - Rental income includes rentals, management fee, carpark, various operation and other sporadic management income.
 - The Company's total commercial operating income for 2022 was RMB10.006 billion (i.e. tax-included rental income), including: rentals, management fee, carpark, various operation and other sporadic management income from shops, office buildings and shopping centres; the Company's total commercial operating income for 2021 was RMB8.639 billion (i.e. tax-included rental income).
 - The Company actively undertakes its social responsibilities. In 2022, as rent and management fee concessions and business support were provided, the Company's total commercial operating income was RMB313 million.
 - The occupancy rate represents the occupancy of the commercial property on 31 December 2022.

財務回顧

營業額

本集團的營業額包括來自物業銷售、物業管理、租金以及於年內提供其他相關服務而賺取的收入。由於物業交付較上年同期減少，本集團的營業額由截至2021年12月31日止年度的人民幣169,537.3百萬元下降31.3%至截至2022年12月31日止年度的人民幣116,540.6百萬元。

FINANCIAL REVIEW

Revenue

The Group's revenue comprises income from sale of properties, property management, rental and other related services earned during the year. The Group's revenue decreased by 31.3% from RMB169,537.3 million for the year ended 31 December 2021 to RMB116,540.6 million for the year ended 31 December 2022 due to less property delivery as compared to the corresponding period of last year.

		截至12月31日止年度 For the year ended 31 December	
		2022年 2022	2021年 2021
		人民幣百萬元 RMB million	人民幣百萬元 RMB million
物業銷售收入	Revenue from sale of properties	104,882.7	158,118.1
商業物業管理服務收入	Revenue from commercial property management services	3,920.8	3,430.2
租金收入	Rental income	5,087.6	4,295.7
其他收入	Other income	2,649.5	3,693.3
		116,540.6	169,537.3

銷售及服務成本

銷售及服務成本主要包括本集團在物業開發活動、租賃和物業管理以及其他業務中直接產生的成本。銷售及服務成本包括建設成本、土地使用權成本、稅金及附加費、資本化利息及其他業務成本。本集團截至2022年12月31日止年度的銷售及服務成本約人民幣100,601.8百萬元。

Cost of Sales and Services

Cost of sales and services consists primarily of the costs the Group incurred directly in relation to property development activities, leasing and property management and other businesses. Cost of sales and services includes construction costs, land use rights costs, tax and surcharges, capitalized interest and other business costs. The Group's cost of sales and services for the year ended 31 December 2022 amounted to approximately RMB100,601.8 million.

下表載列所示年度有關本集團銷售成本的資料：

The following table sets forth information relating to the Group's cost of sales for the years indicated:

表6：本集團銷售及服務成本明細

Table 6: Details of the Group's cost of sales and services

本集團銷售及服務成本明細	Details of the Group's cost of sales and services	截至12月31日止年度		較2021年 同比變動 Year-on-year change compared to 2021 %
		For the year ended		
		31 December		
		2022年	2021年	
		2022	2021	
		人民幣千元	人民幣千元	%
		RMB'000	RMB'000	%
土地使用權成本	Land use rights costs	30,237,176	43,635,446	-31
建築開支	Construction costs	53,324,267	76,952,562	-31
資本化利息	Capitalised interest	7,540,702	10,882,031	-31
稅金及附加費	Tax and surcharges	1,432,057	1,570,710	-9
完工待售及在建銷售物業減值撥備	Provision for impairment of properties held and under development for sale	5,957,007	4,837,431	23
其他開支	Other expenses	2,110,613	3,301,419	-36
合計	Total	100,601,822	141,179,599	-29
已交付建築面積總額(平方米)	Total GFA delivered (sq.m.)	13,197,155	18,230,865	-28
已售每平方米平均成本 (人民幣) ^(附註)	Average cost per sq.m. sold (RMB) ^(Note)	6,903	7,211	-4
已售每平方米平均售價 (人民幣)	Average selling price per sq.m. sold (RMB)	7,947	8,673	-8
平均成本佔平均售價的百分比	Average cost as percentage of average selling price	86.86%	83.15%	4

附註：已售每平方米的平​​均成本指本集團物業銷售的平均成本(不包括本集團的租賃及物業管理營運等)，以年內土地使用權成本、建築開支及資本化利息總和除以年內已交付建築面積總額得出。

Note: Average cost per sq.m. sold refers to the average cost of the Group's property sales (excluding the Group's leasing and property management operations, etc.) and is derived by dividing the sum of land use rights costs, construction costs and capitalized interest by the total GFA delivered in that year.

本集團按完工待售或在建銷售物業的成本高於其可變現淨值的差額計提減值撥備，可變現淨值為根據現行市況釐定在通常業務過程中的估計銷售價，減預計至竣工需要產生的其他成本及銷售時需產生的營銷成本確定。本集團計提完工待售或在建銷售物業減值撥備人民幣5,957.0百萬元，與上年相比增加人民幣1,119.6百萬元，主要由於市場環境變化所致。

The Group makes provision for impairment based on the difference between the cost of properties held or under development for sale and its net realisable value. Net realisable value is based on estimated selling price in the ordinary course of business as determined with reference to the prevailing market conditions, less further costs expected to be incurred to completion and selling and marketing costs. The Group's provision for impairment of properties held or under development for sale was RMB5,957.0 million, representing an increase of RMB1,119.6 million from the previous year, which was mainly due to the changes in the market environment.

毛利

截至2022年12月31日止年度，本集團錄得毛利約人民幣15,938.8百萬元，毛利率13.7%。

投資物業公允價值收益

本集團開發並持有若干商業物業，以賺取租金收入或取得資本增值，例如購物廣場及停車位等。本集團的投資物業每年由獨立物業估值師進行評估。本集團投資物業的升值或貶值部份於本集團合併利潤表中確認為公允價值收益或虧損。截至2022年12月31日止年度，由於整體資本價值上升，投資物業估值稅前收益約人民幣1,455.3百萬元。

其他損失淨額

其他收益淨額約人民幣284.2百萬元。主要為雜項營業外支出等。

銷售和營銷成本

銷售及營銷成本由截至2021年12月31日止年度約人民幣5,937.4百萬元下降6.4%至截至2022年12月31日止年度約人民幣5,558.8百萬元，主要因為銷售相關職工薪酬減少。

行政開支

行政開支人民幣5,194.2百萬元，與上年幾近持平。行政開支主要包括職工薪酬、中介諮詢費、辦公費用、差旅費、招待費等。

Gross Profit

The Group recorded a gross profit of approximately RMB15,938.8 million with a gross profit margin of 13.7% for the year ended 31 December 2022.

Fair Value Gains on Investment Properties

The Group develops and holds certain of its commercial properties such as shopping malls and car parks for rental income or capital appreciation. The Group's investment properties are appraised annually by an independent property valuer. Any appreciation or depreciation in the Group's investment property value is recognized as fair value gains or losses in the Group's consolidated statements of income. Due to the increase in the overall capital value, valuation gains on investment properties was approximately RMB1,455.3 million before tax for the year ended 31 December 2022.

Other Loss – Net

Net other gains amounted to approximately RMB284.2 million, mainly derived from the miscellaneous non-operating expenses, etc.

Selling and Marketing Costs

Selling and marketing costs decreased by 6.4%, to approximately RMB5,558.8 million for the year ended 31 December 2022 from approximately RMB5,937.4 million for the year ended 31 December 2021, which was primarily attributable to the decrease in salaries of employees related to sales.

Administrative Expenses

Administrative expenses amounted to RMB5,194.2 million, which was substantially the same as that of the previous year. Administrative expenses mainly include, among others, employee salaries, intermediary consulting fees, office expenses, travelling expenses, entertainment expenses.

融資成本淨額

本集團的融資成本主要包括銀行貸款、優先票據及公司債券的利息開支扣除資本化利息和匯兌損益後的金額。與項目開發有關的借款利息進行資本化，惟以直接歸屬於某一特定項目並用於撥付該項目開發所需的資金為限。截至2022年12月31日止年度，本集團融資成本淨額約為人民幣3,389.9百萬元，較上年增加約人民幣2,547.3百萬元，主要是因為匯兌損失增加、利息資本化減少。

所得稅開支

本集團的所得稅開支包括年內土地增值稅撥備、中國企業所得稅和遞延所得稅。截至2022年12月31日止年度，本集團錄得所得稅開支約人民幣2,951.8百萬元。

年度利潤

截至2022年12月31日止年度，歸屬於本公司權益持有人的淨利潤約人民幣280.7百萬元。

截至2022年12月31日止年度，歸屬於本公司權益持有人的核心盈利約人民幣185.4百萬元。核心盈利為一項非香港財務報告準則計量，有助評估本集團核心業務營運的財務表現。其他公司所用的類似詞彙可能會對該非香港財務報告準則計量有不同定義。

流動資金、財務及資本資源

現金狀況

本集團的銀行及手頭現金情況如下：

Finance Costs – Net

The Group's finance costs primarily consists of interest expenses on bank loans, senior notes and corporate bonds less capitalized interest, and foreign exchange losses and gains. Interest on borrowings relating to project development is capitalized to the extent that it is directly attributable to a particular project and used to finance the development of that project. For the year ended 31 December 2022, net finance costs of the Group amounted to approximately RMB3,389.9 million, representing an increase of approximately RMB2,547.3 million from the previous year, which was mainly due to the increase in foreign exchange losses and decrease in capitalized interest.

Income Tax Expense

The Group's income tax expense includes provisions made for land appreciation tax, PRC corporate income tax and deferred income tax during the year. For the year ended 31 December 2022, the Group recorded an income tax expense of approximately RMB2,951.8 million.

Profit for the Year

Net profit attributable to equity holders of the Company amounted to approximately RMB280.7 million for the year ended 31 December 2022.

Core earnings attributable to equity holders of the Company amounted to approximately RMB185.4 million for the year ended 31 December 2022. Core earnings is a non-HKFRS measure for facilitating the evaluation of financial performance of the Group's core operations. Such non-HKFRS measure may be defined differently from similar terms used by other companies.

Liquidity, Financial and Capital Resources

Cash position

The Group's cash at bank and on hand is as follows:

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣百萬元	人民幣百萬元
		RMB million	RMB million
銀行及手頭現金	Cash at bank and on hand		
(包括受限制現金)	(including restricted cash)	32,453.3	55,653.3
現金和現金等價物	Cash and cash equivalents	22,435.4	46,604.7

借款及本集團資產的押記

本集團未償還的即期及非即期借貸為人民幣79,537.6百萬元，其中應付利息人民幣714.1百萬元。借款的到期組別如下：

Borrowings and charges on the Group's assets

The Group's outstanding current and non-current borrowings amounted to RMB79,537.6 million, of which interest payable was RMB714.1 million. The maturity groupings of the borrowings are as follows:

借款年限	Borrowing terms	於12月31日	
		2022年	2021年
		人民幣百萬元	人民幣百萬元
		RMB million	RMB million
1年以內	Within 1 year	35,663.1	38,169.1
1年以上但未超過2年	Over 1 year but within 2 years	19,072.0	35,103.5
2年以上但未超過5年	Over 2 years but within 5 years	16,532.0	27,319.5
5年以上	Over 5 years	8,270.5	3,624.0
		79,537.6	104,216.1

於2022年12月31日，本集團的銀行借貸約人民幣42,390.2百萬元，銀行借貸包括信用貸款和擔保借款，擔保借款由以下一種或幾種組合擔保：土地使用權、在建物業、投資物業、物業、廠房及設備、本公司子公司的股份、金融資產、銀行存款及／或本公司的子公司提供的擔保。本集團的銀行借款向主要商業銀行（全部為獨立第三方）借入。

As at 31 December 2022, the Group's bank loans were approximately RMB42,390.2 million. Bank loans include credit loans and guaranteed borrowings. Guaranteed borrowings were secured by one or a combination of the following methods: land use rights, properties under development, investment properties, property, plant and equipment, shares of the Company's subsidiaries, financial assets, bank deposits and/or guarantees by the Company's subsidiaries. The Group's bank borrowings are from major commercial banks, all of which are independent third parties.

本集團截至2022年12月31日止的長期借款佔總借款的比重達到55.2%，確保了本集團未來現金流的健康穩定。本公司董事（「董事」）相信，本集團負債水平和財務結構的持續優化為本集團抵禦市場波動、減低財務風險奠定了良好基礎。

The proportion of the Group's long-term borrowings in the total borrowings reached 55.2% as of 31 December 2022, ensuring the healthy and stable cash flow of the Group in the future. The directors of the Company (the "Directors") believed that the constant optimization of the Group's debt level and financial structure had laid a solid foundation for the Group to withstand market volatility and diminish financial risks.

於2022年12月31日，本集團的銀行借款、優先票據及公司債券等的加權平均利率為6.45%。

The weighted average interest rate for the Group's bank borrowings, senior notes and corporate bonds, etc. as at 31 December 2022 was 6.45%.

淨負債與權益比率

於2022年12月31日，本集團的淨負債與權益比率為49.9%。淨負債與權益比率按期末淨債務除以總權益再乘以100%計算。淨負債按總借款減應付利息、現金及現金等價物、受限制現金計算。

Net debt-to-equity ratio

As at 31 December 2022, the Group's net debt-to-equity ratio is 49.9%. Net debt-to-equity ratio is calculated by dividing net debt at the end of the period by total equity and multiplying by 100%. Net debt is calculated as total borrowings less interest payable, cash and cash equivalents, restricted cash.

其他集資活動

供股

為於不產生債務融資成本的情況下鞏固本公司的資本基礎並改善本公司的財務狀況，並同時使本公司股東（「股東」）可參與本集團的未來發展，於2021年12月2日，本公司建議按非包銷基準進行供股，基準為於2022年1月4日（記錄日期）每持有二十一（21）股現有股份獲配發一（1）股供股股份，認購價為每股供股5.30港元（「供股」）。

供股已於2022年1月27日完成，並由本公司向合資格股東（定義見本公司日期為2022年1月5日的供股章程（「供股章程」））配發及發行合共295,715,521股供股股份。供股股份為本公司每股面值0.001港元的普通股，而供股股份總面值約為295,715.5港元。供股所得款項總額約為1,567.29百萬港元（扣除開支前）。供股所得款項淨額約為1,559.79百萬港元，相當於每股供股股份的認購價淨額約為5.27港元。於2021年12月2日（即供股公佈日期）香港聯合交易所有限公司（「聯交所」）所報收市價為每股5.23港元。

於2022年12月31日，供股所得款項的擬定用途及實際用途列載如下：

供股章程所披露 所得款項的擬定用途	供股章程所披露 所得款項淨額的 擬定使用金額 Amount of intended use of net proceeds as disclosed in the Rights Issue Prospectus	所得款項淨額的 實際使用金額 Actual used amount of net proceeds	於報告期內已使用的 所得款項淨額 Utilized net proceeds during the Reporting Period	未使用所得款項 淨額的結餘 Balance of unused net proceeds	擬定用途的 預期時間表 (附註1) Expected timeline for the intended use (Note 1)
於四川省及湖北省收購土地 Acquisition of lands in Sichuan Province and Hubei Province	約935.87百萬港元 Approximately HKD935.87 million	-	-	約935.87百萬港元 Approximately HKD935.87 million	於2024年12月31日 或之前(附註2) On or before 31 December 2024 (Note 2)
償還銀團貸款 Repayment of a syndicated loan	約623.92百萬港元 Approximately HKD623.92 million	約623.92百萬港元 Approximately HKD623.92 million	約623.92百萬港元 Approximately HKD623.92 million	-	已全數動用 Fully utilized
總計 Total	約1,559.79百萬港元 Approximately HKD1,559.79 million	約623.92百萬港元 Approximately HKD623.92 million	約623.92百萬港元 Approximately HKD623.92 million	約935.87百萬港元 Approximately HKD935.87 million	-

Other fund raising activities

Rights Issue

In order to strengthen its capital base without incurring debt financing cost and to enhance its financial position, while at the same time enabling shareholders of the Company (the "Shareholders") to participate in the future development of the Group, on 2 December 2021, the Company proposed the rights issue on the basis of one (1) rights share for every twenty-one (21) existing shares held on 4 January 2022, being the record date, at the subscription price of HKD5.30 per rights share on a non-underwritten basis (the "Rights Issue").

The Rights Issue was completed on 27 January 2022, and 295,715,521 rights shares in total were allotted and issued by the Company to the Qualifying Shareholders (as defined in the rights issue prospectus of the Company dated 5 January 2022 (the "Rights Issue Prospectus")). The rights shares were ordinary shares of the Company of HKD\$0.001 each, and the aggregate nominal value of the right shares were approximately HKD295,715.5. The gross proceeds raised from Rights Issue were approximately HKD1,567.29 million before expenses. The net proceeds raised from the Rights Issue were approximately HKD1,559.79 million, equivalent to a net subscription price of approximately HKD5.27 per rights share. The closing price of HKD5.23 per share was quoted on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 2 December 2021, being the date of announcement of the Rights Issue.

As at 31 December 2022, the intended and actual use of proceeds from the Rights Issue are set out as follows:

附註：

1. 使用未動用所得款項淨額的預期時間表為董事會根據當前及未來業務市況的最佳估計作出，並會根據市場情況的未來市場而有所更改。
2. 誠如供股章程所披露，本公司擬將供股所得款項約人民幣935.87百萬元用於收購四川省及湖北省有潛力可開發為商業綜合體的土地。然而，截至2022年12月31日止年度，中國土地市場氣氛低迷及整體經濟下滑，相關業務計劃經已推遲，以便管理層有更多時間評估土地市場狀況。基於目前的估計，並視乎土地市場的未來情況，董事預期將收購計劃推遲至2024年末完成。

有關本公司購股權的調整

於完成供股前，本公司購股權計劃下有12,819,000份未行使購股權。根據購股權計劃的條款及條件、聯交所證券上市規則(「上市規則」)上市規則第17.03(13)條、以及聯交所於2020年11月6日發佈的第072-2020號常問問題隨附的補充指引：《主板上市規則》第17.03(13)條及其附註，緊隨因完成供股導致作出調整後的行使價及於購股權獲行使時將予發行的股份數目如下：

授出日期 Date of grant	緊接因完成供股導致作出調整前 Immediately prior to the adjustments as a result of completion of the Rights Issue		緊隨因完成供股導致作出調整後 Immediately after the adjustments as a result of completion of the Rights Issue	
	於未行使購股權 獲行使時將予 發行的股份數目 Number of shares to be issued upon exercise of the outstanding share options	購股權的 每股行使價 Exercise price per share of share options (港元) (HKD)	於未行使購股權 獲行使時將予發行的 經調整股份數目 Adjusted number of shares to be issued upon exercise of the outstanding share options	購股權的經調整 每股行使價 Adjusted exercise price per share of share option
2019年11月1日 1 November 2019	12,819,000	8.620	12,853,245	8.597

有關供股及本公司購股權調整的詳情，請參閱本公司日期分別為2021年12月2日、2022年1月10日及2022年1月26日的公告及供股章程。

Notes:

1. The expected timeline for using the unutilised net proceeds is based on the best estimation of the present and future business market situations made by the Board, and it will be subject to changes based on the future development of market conditions.
2. As disclosed in the Rights Issue Prospectus, the Company intended to apply approximately RMB935.87 million raised from the Rights Issue for acquisition of lands which can potentially be developed into commercial complexes in Sichuan Province and Hubei Province. However, due to the subdued sentiment of the land market and the overall economic downturn in the PRC during the year ended 31 December 2022, the relevant business plan was delayed to allow more time for the management to assess the conditions of the land market. Based on current estimation and subject to future conditions of the land market, the Directors expected to postpone the completion of the acquisition plan to the end of 2024.

Adjustments in relation to the share options of the Company

Prior to the completion of the Rights Issue, the Company had 12,819,000 outstanding share options under the Share Option Scheme. In accordance with the terms and conditions of the Share Option Scheme, Rule 17.03(13) of Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), and the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020, the exercise price and the number of shares falling to be issued upon exercise of the share options immediately after the adjustments as a result of the completion of the Rights Issue were as follows:

For details of the Rights Issue and adjustments relating to the share options of the Company, please refer to the announcements of the Company dated 2 December 2021, 10 January 2022 and 26 January 2022, respectively, and the Rights Issue Prospectus.

配售現有股份及根據一般授權先舊後新認購新股份

於2022年12月10日，富域香港投資有限公司（「富域香港」）、本公司、Citigroup Global Markets Limited（「Citi」）與海通國際證券有限公司（「海通」）連同Citi，統稱（「配售代理」）訂立配售及認購協議（「配售及認購協議」），據此：(a)富域香港同意委聘配售代理作為代理，而配售代理同意個別（而非共同或共同及個別）盡最大努力促使不少於六名買方按配售價（「配售價」）（即每股股份3.50港元）購買560,000,000股現有股份（「銷售股份」）；及(b)富域香港同意認購，而本公司同意按認購價每股股份3.50港元（與配售價相同）（「認購價」）向富域香港配發及發行新股份（相當於富域香港根據配售及認購協議實際出售的銷售股份數目）（「認購股份」）。認購股份為本公司每股面值0.001港元的普通股，而總面值為560,000港元。淨認購價（扣除本公司將承擔的所有相關成本及開支）為每股股份約3.47港元。於2022年12月9日（即配售及認購協議公告前最後一個完整交易日）在聯交所所報的每股股份收市價為4.06港元。

配售銷售股份（「配售事項」）已於2022年12月14日完成，而本公司於2022年12月19日根據本公司於2022年6月23日舉行的股東週年大會上通過的普通決議案授予董事的一般授權，向富域香港配發及發行560,000,000股認購股份（「認購事項」）。

本公司已自認購事項收取所得款項淨額總額約1,943百萬港元。本公司擬將認購事項所得款項淨額用作償還本公司日後到期的境外債務及用作本集團一般營運資金。

董事認為，配售事項及認購事項為本公司籌集資金並同時擴大其股東及資本基礎的機會。董事認為，配售事項及認購事項將加強本集團的財務狀況及流動資金，並為本集團提供資金以於本公司離岸債務日後到期時作出償還，以及作為本集團的一般營運資金。因此，董事認為，配售事項及認購事項以及配售及認購協議的條款屬公平合理及按正常商業條款訂立，且訂立配售及認購協議對本公司有利，符合本公司及股東整體的利益。

Placing of Existing Shares and Top-up Subscription of New Shares under General Mandate

On 10 December 2022, Wealth Zone Hong Kong Investments Limited (“Wealth Zone Hong Kong”), the Company, Citigroup Global Markets Limited (“Citi”) and Haitong International Securities Company Limited (“Haitong”, together with Citi, the “Placing Agents”) entered into the placing and subscription agreement (the “Placing and Subscription Agreement”), pursuant to which: (a) Wealth Zone Hong Kong agreed to appoint the Placing Agents as agents, and the Placing Agents agreed to procure, on a several (and not joint or joint and several) and best effort basis, not less than six purchasers to purchase the 560,000,000 existing Shares (the “Sale Shares”) at the placing price (the “Placing Price”) of HKD3.50 per share; and (b) Wealth Zone Hong Kong agreed to subscribe for, and the Company agreed to allot and issue to Wealth Zone Hong Kong, the new Shares (which shall be the same number as the number of Sale Shares actually sold by Wealth Zone Hong Kong pursuant to the Placing and Subscription Agreement) (the “Subscription Shares”) at the subscription price of HKD3.50 per share (which is the same as the Placing Price) (the “Subscription Price”). The Subscription Shares are ordinary shares of the Company of HKD0.001 each, with total nominal value of HKD560,000. The net Subscription Price (after deduction of all relevant costs and expenses to be borne by the Company) is approximately HKD3.47 per share. The closing price of HKD4.06 per share was quoted on the Stock Exchange on 9 December 2022, being the last full trading day before the announcement of the Placing and Subscription Agreement.

The completion of the placing of the Sale Shares took place on 14 December 2022 (the “Placing”), and the Company allotted and issued 560,000,000 Subscription Shares to Wealth Zone Hong Kong on 19 December 2022 (the “Subscription”) under the general mandate granted to the Directors pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 23 June 2022.

The Company received total net proceeds from the Subscription of approximately HKD1,943 million. The Company intends to apply the net proceeds from the Subscription for the repayment of the Company’s offshore debts when they fall due in the future and as general working capital of the Group.

The Directors consider that the Placing and Subscription represents an opportunity to raise capital for the Company while broadening its Shareholder and capital base. The Directors are of the view that the Placing and Subscription will strengthen the financial position and liquidity of the Group and provide funding to the Group for the repayment of the Company’s offshore debts when they fall due in the future and as general working capital of the Group. Accordingly, the Directors considered that the Placing and Subscription, and the terms of the Placing and Subscription Agreement are fair and reasonable and on normal commercial terms and that the entering into of the Placing and Subscription Agreement is beneficial to the Company and in the interests of the Company and the Shareholders as a whole.

於2022年12月31日，配售事項及認購事項所得款項及擬定及實際用途載列如下：

As at 31 December 2022, the intended and actual use of proceeds from the Placing and Subscription are set out as follows:

項目	所得款項淨額的 擬定用途金額	所得款項淨額的 實際用途	於報告期內使用 所得款項淨額 Utilized	未使用所得 款項淨額結餘	擬定用途 預期時間表
Items	Amount of intended use of net proceeds	Actual used amount of net proceeds	net proceeds during the Reporting Period	Balance of unused net proceeds	Expected timeline for the intended use
償還海外債務	償還海外債務	約1,570百萬港元		約1,570百萬港元	於2023年 12月31日或之前
Repayment of offshore debts	Repayment of offshore debts	Approximately HKD1,570 million	0	Approximately HKD1,570 million	On or before 31 December 2023
一般營運資金	一般營運資金	約373百萬港元		約373百萬港元	於2023年 12月31日或之前
General working capital	General working capital	Approximately HKD373 million	0	Approximately HKD373 million	On or before 31 December 2023
總計	約1,943百萬港元			約1,943百萬港元	
Total	Approximately HKD1,943 million		0	Approximately HKD1,943 million	

有關進一步詳情，請參閱本公司日期分別為2022年12月12日及2022年12月19日的公告。

For further details, please refer to the announcements of the Company dated 12 December 2022 and 19 December 2022, respectively.

除供股外，本集團於截至2022年12月31日止年度進行的其他籌款活動包括發行優先票據。請參閱本年報中「報告期內重大事項－配售現有股份及根據一般授權先舊後新認購新股份」部分。

Besides the Rights Issue, other fundraising activities carried out by the Group for the year ended 31 December 2022 include the issuance of senior notes. Please refer to the section headed “Material Events during the Reporting Period – Placing of Existing Shares and Top-up Subscription of New Shares under General Mandate” in this annual report.

或然負債

根據按揭合約，銀行要求本集團向買家的按揭貸款提供擔保。本集團的擔保期通常自授出按揭日期開始。預售住宅物業按揭擔保一般於下列最早者解除：(i)政府機關向買家發放房地產所有權證時；或(ii)買家結清物業的按揭貸款時。本集團已就授予本集團物業購買者的按揭貸款融資向金融機構提供擔保。

Contingent Liabilities

Pursuant to the mortgage contracts, banks require the Group to guarantee its purchasers' mortgage loans. The Group's guarantee period typically starts from the date of the grant of the mortgage. Guarantees for mortgages on pre-sold residential properties are generally discharged at the earlier of: (i) the issue of the real estate ownership certificate by government authorities to the purchasers; or (ii) the satisfaction of mortgage loans by the purchasers of the properties. The Group has provided guarantees to financial institutions for mortgage loan facilities granted to purchasers of the Group's properties.

管理層討論與分析

Management Discussion and Analysis

於2022年12月31日，本集團就給予本集團的物業買家的按揭貸款融資而向金融機構提供擔保的或然負債約為人民幣62,295.9百萬元（於2021年12月31日：約人民幣73,048.9百萬元）。

As at 31 December 2022, the Group's contingent liabilities in respect of the guarantees given to the financial institutions for mortgage loan facilities granted to purchasers of the Group's properties amounted to approximately RMB62,295.9 million (as at 31 December 2021: approximately RMB73,048.9 million).

於2022年12月31日，本公司的子公司就借款相互提供若干企業擔保。董事認為本公司的子公司有足夠財務資源償付其債務。

As at 31 December 2022, there are certain corporate guarantees provided by the Company's subsidiaries for each other in respect of borrowings. The Directors considered that the Company's subsidiaries are sufficiently and financially resourceful to settle their obligations.

於2022年12月31日，本集團向其合營企業及聯營公司提供人民幣4,924.4百萬元之擔保（於2021年12月31日：人民幣10,556.2百萬元）。

As at 31 December 2022, the Group provided guarantee with the amount of RMB4,924.4 million (as at 31 December 2021: RMB10,556.2 million) to its joint ventures and associates.

於2022年12月31日，本集團以持有的部分合聯營股權為該合聯營公司的借款提供質押擔保。

As at 31 December 2022, the Group provided pledge guarantee for the borrowings of such joint ventures and associates with equity held by the Group.

除本年報所披露者外，本集團於2022年12月31日並無其他重大或然負債。

Save as those disclosed in this annual report, the Group had no other material contingent liabilities as at 31 December 2022.

外匯風險

Foreign Exchange Risk

於2022年12月31日，本集團持有現金結餘情況如下：

As at 31 December 2022, the cash balances held by the Group are as follows:

現金結餘	Cash balances	於12月31日	
		2022年	2021年
		2022	2021
		人民幣百萬元	人民幣百萬元
		RMB million	RMB million
以人民幣計價	Denominated in RMB	31,400.2	55,225.1
以港幣計價	Denominated in HKD	1,019.7	107.4
以美元計價	Denominated in USD	33.4	319.9
以其他幣種計價	Denominated in other currencies	-	0.9
		32,453.3	55,653.3

本集團幾乎全部經營活動均在中國進行，而大部分交易均以人民幣計價。由於本集團若干現金結餘為美元或港元，若干一般及行政費用以及其他貸款以美元或港元結算使本集團面臨美元及港元兌人民幣而產生的外匯風險。

Almost all of the Group's operating activities are carried out in the PRC with most of the transactions denominated in RMB. The Group is exposed to foreign currency risk arising from the exposure of USD and HKD against RMB as a result of certain cash balances and the settlement of certain general and administrative expenses and other loans in USD or HKD.

基於發行優先票據，本集團面對人民幣兌美元匯率波動引發的外幣風險。各董事密切監察外匯資產及負債規模，以最大程度降低面臨的外匯風險。

此外，人民幣不可自由兌換為外幣，而且將人民幣兌換為外幣須受中國政府頒佈的外匯管制規定及條例規限。

所持重大投資

除本管理層討論與分析「物業交付及物業銷售收入」一節所披露者外，於2022年12月31日，本集團並無持有任何重大投資。

重大收購及出售事項

截至2022年12月31日止年度，除本年報另有披露者外，本集團並無任何重大收購或出售子公司、聯營公司或資產。

重大投資或資本資產的未來計劃

董事確認，於本年報日期，除本集團在物業發展的日常業務外，目前並無意收購任何重大投資或資本資產。

僱員及薪酬政策

於2022年12月31日，本集團在中國及香港僱用25,941名全職僱員，其中23,437名僱員從事房地產開發及商業綜合體管理業務及2,504名從事其他業務。

本集團依據員工個人表現、工作經驗和現行市場薪金水平釐定全體員工(包括董事)的薪酬組合，並參照個人的優勢和潛力進行提撥。員工的薪酬組合包括基本薪金、現金花紅及以股份為基礎的報酬。本集團已訂立每年覆核表現系統，用以評估僱員的表現，並按此釐定是否增加其薪金及升職。本集團於截至2022年12月31日止年度確認以股份為基礎的報酬開支人民幣8.7百萬元(截至2021年12月31日止年度：人民幣11.0百萬元)。

As a result of the issuance of senior notes, the Group became exposed to foreign currency risk arising from the exposure of Renminbi against U.S. dollars. Each of the Directors has closely monitored the scale of assets and liabilities in foreign currencies to minimize the foreign exchange risks.

In addition, Renminbi is not freely convertible into foreign currencies and the conversion of Renminbi into foreign currencies is subject to rules and regulations of the foreign exchange control promulgated by the PRC government.

Significant Investments Held

Save as disclosed in the section headed “Property Delivery and Revenue from Sale of Properties” in this Management Discussion and Analysis, as at 31 December 2022, the Group did not hold any significant investments.

Material Acquisition and Disposal

During the year ended 31 December 2022, save as otherwise disclosed in this annual report, the Group did not have any material acquisition or disposal of subsidiaries, associates or assets.

Future Plans for Material Investment or Capital Assets

The Directors confirmed that as at the date of this annual report, there are no current plans to acquire any material investment or capital assets other than in the Group’s ordinary business of property development.

Employees and Compensation Policy

As at 31 December 2022, the Group had 25,941 full-time employees in the PRC and Hong Kong, 23,437 of which worked in the property development operations and management of commercial complexes and 2,504 were engaged in other operations.

The Group determines the remuneration packages of all employees (including the Directors) based on their performance, work experience and the prevailing market wage level, and provides promotional opportunities for them with reference to their individual strengths and potentials. The remuneration package of the employees consists of basic salary, cash bonus and share-based payments. The Group has established a performance appraisal system so as to evaluate the performance of its employees on an annual basis and use the evaluation results to determine their salary increment or promotion accordingly. The Group recognized an expense in relation to share-based payments of RMB8.7 million for the year ended 31 December 2022 (for the year ended 31 December 2021: RMB11.0 million).

董事及高級管理層 Directors and Senior Management

執行董事

呂小平先生(「呂先生」)，61歲，於2001年加入本集團。自2012年11月起，呂先生獲委任為非執行董事，及於2016年1月，調任為執行董事兼行政總裁。於2020年11月，其亦獲委任為本公司環境、社會及管治委員會(「ESG委員會」)成員。於2001年9月至2004年8月期間，呂先生擔任新城控股集團股份有限公司(「新城控股」)副總裁；於2015年3月至2015年12月期間，其擔任新城控股總經理；及自2015年3月起，其一直擔任新城控股的董事。自2004年8月至2013年1月，呂先生亦任江蘇新城地產股份有限公司(「江蘇新城」)的董事和總裁，其在任職期間主要負責全面管理江蘇新城從事的本集團住宅物業開發業務。2013年2月起，呂先生擔任江蘇新城副董事長。新城控股當前於上海證券交易所(「上交所」)上市(股票代碼：601155)且江蘇新城之前於上交所上市(股票代碼：900950)，兩者均為本公司子公司。2018年4月起，呂先生擔任新城悅服務集團有限公司(一家在聯交所主板上市的公司)(股份代號：1755)(「新城悅」)的非執行董事。呂先生於1983年畢業於海軍工程大學，取得工程學學士學位，其後於2007年畢業於中歐國際工商學院，取得工商管理碩士學位。於加盟本集團前，呂先生曾於1987年至2001年於常柴股份有限公司(一家在深圳證券交易所上市的公司(股票代碼：000570))任董事會秘書和投資部主任，負責業務開發和投資策略。

EXECUTIVE DIRECTORS

Mr. Lv Xiaoping (“Mr. Lv”), aged 61, joined the Group in 2001. Mr. Lv was appointed as a non-executive Director from November 2012 and redesignated as our executive Director and chief executive officer in January 2016. He was also appointed as a member of the environmental, social and governance committee of the Company (the “ESG Committee”) in November 2020. Mr. Lv has served as the vice president of Seazen Holdings Co., Ltd.* (新城控股集團股份有限公司) (“Seazen Holdings”) between September 2001 and August 2004, the general manager of Seazen Holdings between March 2015 and December 2015 and has served as a director of Seazen Holdings since March 2015. Mr. Lv also served as a director and the president of Jiangsu Seazen Co., Ltd* (江蘇新城地產股份有限公司) (“Jiangsu Seazen”) between August 2004 and January 2013, during which Mr. Lv was principally responsible for the overall management of the Group’s residential property development business carried out by Jiangsu Seazen. Since February 2013, Mr. Lv has been the vice chairman of Jiangsu Seazen. Seazen Holdings is currently listed on the Shanghai Stock Exchange (the “SSE”) (stock code: 601155) and Jiangsu Seazen was previously listed on the SSE (stock code: 900950), both of which are subsidiaries of the Company. Since April 2018, Mr. Lv has served as a non-executive director of S-Enjoy Service Group Co., Limited, a listed company on the Main Board of the Stock Exchange (stock code: 1755) (“S-Enjoy”). Mr. Lv graduated from Naval University of Engineering with a bachelor degree in engineering in 1983 and later graduated from China European International Business School with a master degree in business administration in 2007. Prior to joining the Group, Mr. Lv worked in Changchai Company Limited* (常柴股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000570) between 1987 and 2001 and served as the secretary to the board of directors and head of investment department, where he was responsible for business development and investment strategies.

陸忠明先生(「陸先生」)，51歲，於2016年1月獲委任為本公司執行董事及提名委員會(「提名委員會」)成員，並於2020年11月獲委任為ESG委員會成員。彼現為本公司的首席財務官，監管本集團的會計和融資部。陸先生在江蘇新城於上交所上市後於2001年加盟本集團，並自2002年起任江蘇新城財務總經理。自2010年起，陸先生一直為江蘇新城董事和新城萬博置業有限公司副總裁，並於2011年至2014年12月任新城控股的副總裁及自2015年12月至今擔任新城控股監事並於2018年4月擔任監事會主席。於2018年4月起，陸先生擔任新城悅的非執行董事。陸先生於1999年在南京財經學院完成會計學業，及於2013年畢業於同濟大學，取得工商管理碩士學位。於加盟本集團前，陸先生於1998年至2001年曾任江蘇五菱柴油機股份有限公司(由新城控股於2001年收購)的財務審核部副部長。

Mr. Lu Zhongming (“Mr. Lu”), aged 51, was appointed as the executive Director and a member of the nomination committee of the Company (the “**Nomination Committee**”) in January 2016, and was appointed as a member of the ESG Committee in November 2020. He is currently the chief financial officer of the Company, overseeing the accounting and finance functions of the Group. Mr. Lu joined the Group in 2001 after Jiangsu Seazen acquired its listing status on the SSE and has served as the finance general manager of Jiangsu Seazen since 2002, a director of Jiangsu Seazen and a vice president of Future Land Wanbo Property Co., Ltd. since 2010, the vice president of Seazen Holdings between 2011 and December 2014 and a supervisor of Future Land Holdings since December 2015 and served as the chairman of supervisory committee in April 2018. Since April 2018, Mr. Lu has served as a non-executive director of S-Enjoy. Mr. Lu completed his accounting study from Nanjing Institute of Finance & Economics (南京財經學院) in 1999, and obtained his master degree in business administration from Tongji University (同濟大學) in 2013. Prior to joining the Group, Mr. Lu served as the deputy head of finance and audit department of Jiangsu Wuling Diesel Engines Holdings Co., Ltd* (江蘇五菱柴油機股份有限公司) (acquired by Seazen Holdings in 2001) between 1998 and 2001.

非執行董事

王曉松先生(「王先生」)，35歲，於2013年10月獲委任為非執行董事，於2019年7月獲委任為董事長，並於2020年11月獲委任為ESG委員會主席。王先生於2009年加入江蘇新城，先後擔任土木工程師及項目經理。於2011年11月至2013年1月，王先生成為江蘇新城副總裁及營銷部總經理，負責銷售業務及市場研究工作，並獲得寶貴經驗。自2013年4月起，王先生擔任江蘇新城董事。於2013年2月，王先生獲委任為江蘇新城總裁，負責其全面管理工作。於2015年12月14日至2016年10月26日，彼獲委任為新城控股總經理。此外，自2015年3月起，王先生擔任新城控股董事，並於2019年7月獲委任為新城控股董事長。於2018年8月24日至2021年1月，彼擔任新城控股總裁，並於2023年1月19日獲委任為新城控股總裁。自2019年7月起，王先生擔任新城悅的非執行董事。王先生於2009年自南京大學畢業，取得環境科學學士學位。

NON-EXECUTIVE DIRECTORS

Mr. Wang Xiaosong (“Mr. Wang”), aged 35, was appointed as the non-executive Director in October 2013, chairman of the Board in July 2019 and the chairman of the ESG Committee in November 2020. Mr. Wang joined Jiangsu Seazen in 2009 as civil engineer and subsequently as project manager. Between November 2011 and January 2013, Mr. Wang became the vice president and general manager of the marketing department of Jiangsu Seazen where he was responsible for and gained valuable experience in sales and market research. Mr. Wang has served as a director of Jiangsu Seazen since April 2013. In February 2013, Mr. Wang was appointed as the president of Jiangsu Seazen, and has been responsible for its general management; and from 14 December 2015 to 26 October 2016, he served as the general manager of Seazen Holdings. In addition, since March 2015, Mr. Wang has been a director of Seazen Holdings, and has been appointed as the chairman of Seazen Holdings in July 2019. He served as the President of Seazen Holdings from 24 August 2018 to January 2021 and was appointed as the President of Seazen Holdings on 19 January 2023. Since July 2019, Mr. Wang acted as a non-executive director of S-Enjoy. Mr. Wang graduated from Nanjing University (南京大學) with a bachelor’s degree in Environmental Sciences in 2009.

章晟曼先生(「章先生」)，65歲，於2018年3月獲委任為非執行董事，並於2020年11月獲委任為ESG委員會成員。彼在公司及財務事宜方面擁有逾30年經驗。章先生於2016年8月加入本集團並於2016年8月至2018年3月在本公司的子公司新城控股(其A股於上海證券交易所上市)擔任董事。自2006年12月起，章先生擔任復星國際有限公司(一家於香港註冊成立的公司且其已發行股份於聯交所主板上市(股份代號：656))的獨立非執行董事。於1981年5月至1992年10月，章先生於中國財政部擔任多個職位(包括副司長)。於1992年11月至2005年10月，章先生於世界銀行擔任多個職位，分別為中國執行董事、副行長兼秘書長及高級副行長，負責世界銀行的企業及支援事務。章先生於2001年1月至2006年12月獲晉升為世界銀行常務行長及世界銀行業務委員會、制裁委員會及反欺詐和貪污委員會主席。隨後，章先生於2006年2月加入花旗集團(紐約證券交易所上市，股份代號：C)擔任全球公共部門銀行業務主席。於2006年2月至2016年5月，章先生擔任全球銀行業務副主席及花旗集團亞太區首席運營官、亞太區總裁以及亞太區主席。

章先生於1978年1月從復旦大學取得英國文學學士學位並於1985年12月從哥倫比亞特區大學取得公共管理碩士學位。章先生於1997年6月在哈佛大學完成哈佛高級管理課程。

Mr. Zhang Shengman (“Mr. Zhang”), aged 65, was appointed as our non-executive Director in March 2018 and a member of the ESG Committee in November 2020. He has over 30 years of experience in corporate and financial matters. Mr. Zhang joined the Group in August 2016 and served as a director of Seazen Holdings, a subsidiary of the Company with its A shares listed on the Shanghai Stock Exchange, from August 2016 to March 2018. Since December 2006, Mr. Zhang has been an independent non-executive director of Fosun International Limited, a company incorporated in Hong Kong and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 656). From May 1981 to October 1992, Mr. Zhang served various positions in the Ministry of Finance of the PRC, including deputy director. From November 1992 to October 2005, Mr. Zhang took up various roles in the World Bank, namely executive director for China, vice president and secretary and senior vice president, responsible for the World Bank’s corporate and support functions. Mr. Zhang was then promoted as managing director of the World Bank and chairman of the World Bank’s operations committee, sanctions committee and corporate committee on fraud and corruption policy from January 2001 to December 2006. Subsequently, Mr. Zhang joined Citigroup (listed on the New York Stock Exchange with stock code: C) in February 2006 as the chairman of the Public Sector. From February 2006 to May 2016, Mr. Zhang was the vice chairman of Global Banking and chief operating officer, president and chairman of Citigroup’s Asia Pacific Region.

Mr. Zhang obtained a bachelor’s degree in English literature from Fudan University in January 1978 and a master’s degree in public administration from University of the District of Columbia in December 1985. Mr. Zhang completed the Harvard Advanced Management Program from Harvard University in June 1997.

獨立非執行董事

陳華康先生(「陳先生」)，70歲，於2012年11月獲委任為獨立非執行董事、本公司的審核委員會(「審核委員會」)主席及薪酬委員會(「薪酬委員會」)成員。陳先生於2012年11月加盟本集團。陳先生於1988年獲北京經濟管理函授學院授予現代經濟管理專業學習證書。陳先生自1998年起為中國執業會計師及自2004年起為江蘇省註冊諮詢專家。其於會計領域擁有逾40年經驗。陳先生自1995年起於江蘇省註冊中國會計師事務所江蘇武晉會計師事務所擔任且一直擔任主任會計師和管理合夥人。其亦自1995年至2000年擔任武進資產評估事務所管理合夥人，及自2004年起為且一直為常州傑靈建設投資管理諮詢有限公司董事長。陳先生現為常州滙豐會計師事務所管理合夥人。陳先生於2002年5月至2010年5月擔任江蘇新城獨立董事，且自2009年至2012年5月擔任江蘇順風光電科技有限公司獨立董事。

朱增進先生(「朱先生」)，59歲，於2012年11月獲委任為獨立非執行董事、提名委員會及薪酬委員會主席，以及審核委員會成員。朱先生於2012年11月加盟本集團。朱先生於1985年畢業於南京大學，取得法律學學士學位及於2005年畢業於北京大學，取得高級工商管理碩士學位。於加盟本集團前，朱先生於1985年7月至今曾歷任江蘇世紀同仁律師事務所業務部的主管、副主任及合夥人。朱先生亦於2009年8月至2011年8月擔任中國證監會創業板發審委委員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chen Huakang (“Mr. Chen”), aged 70, was appointed as our independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”), and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) in November 2012. Mr. Chen joined the Group in November 2012. He was awarded a certificate in Modern Economic Management Professional Studies* (現代經濟管理專業學習) by Beijing Economic Management College* (北京經濟管理函授學院) in 1988. Mr. Chen has been a certified public accountant in China since 1998 and a registered expert consultant in Jiangsu Province (江蘇省註冊諮詢專家) since 2004. He has over 40 years of experience in the field of accounting. Mr. Chen is and has been serving as the principal accountant and managing partner of Jiangsu Wujin Certified Public Accountants (江蘇武晉會計師事務所), a registered PRC accounting firm in Jiangsu province, since 1995. He also served as managing partner of Wujin Assets Valuation Association (武進資產評估事務所) between 1995 and 2000, and is and has been the president of Changzhou Jieling Investment Management Consultant Limited (常州傑靈建設投資管理諮詢有限公司) since 2004. Mr. Chen at present is managing partner of Changzhou Huifeng Accounting Office (常州滙豐會計師事務所). Mr. Chen served as independent director of Jiangsu Seazen between May 2002 and May 2010 and the independent director of Jiangsu Shunfeng Photovoltaic Co., Ltd. (江蘇順風光電科技有限公司) between 2009 and May 2012.

Mr. Zhu Zengjin (“Mr. Zhu”), aged 59, was appointed as our independent non-executive Director, the chairman of Nomination Committee and Remuneration Committee, and a member of Audit Committee in November 2012. Mr. Zhu joined the Group in November 2012. He graduated from Nanjing University (南京大學) with a bachelor's degree in law in 1985 and from Beijing University (北京大學) with an EMBA degree in 2005. Prior to joining the Group, Mr. Zhu has successively served as the head of the business department, the deputy head and partner of Jiangsu C&T Partners Law Firm (江蘇世紀同仁律師事務所) from July 1985 to the present. Mr. Zhu was also a listing committee member of the GEM Board of the China Securities Regulatory Commission between August 2009 and August 2011.

鍾偉先生(「鍾先生」)，54歲，於2014年12月獲委任為獨立非執行董事兼審核委員會、薪酬委員會及提名委員會成員。鍾先生自2003年7月至今於北京師範大學經濟與工商管理學院擔任教授。2017年4月，鍾先生獲委任為華潤置地有限公司(聯交所主板上市公司(股份代號：1109))獨立非執行董事，於2020年8月獲委任為中國金茂控股集團有限公司(聯交所主板上市公司(股份代號：817))獨立非執行董事，於2020年11月獲委任為雲南水務投資股份有限公司(聯交所主板上市公司(股份代號：6839))獨立非執行董事。鍾先生在1999年獲得北京師範大學博士學位，主修世界經濟學。於2001年9月至2004年7月，鍾先生在同濟大學從事管理科學博士後研究工作。

Mr. Zhong Wei (“Mr. Zhong”), aged 54, was appointed as our independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee in December 2014. Mr. Zhong has been a professor at the Department of Economics and Business Administration, Beijing Normal University (北京師範大學) since July 2003. Mr. Zhong was appointed as an independent non-executive director of China Resources Land Limited, a listed company on the Main Board of the Stock Exchange (stock code: 1109) in April 2017. He was appointed as an independent non-executive director of China Jinmao Holdings Group Limited, a listed company on the Main Board of the Stock Exchange (stock code: 817), in August 2020 and an independent non-executive director of Yunnan Water Investment Co., Limited* (雲南水務投資股份有限公司), a listed company on the Main Board of the Stock Exchange (stock code: 6839), in November 2020. Mr. Zhong received his doctorate’s degree in 1999 from Beijing Normal University (北京師範大學) majoring in international economics. Between September 2001 and July 2004, Mr. Zhong engaged in postdoctoral research in management science at Tongji University (同濟大學).

董事會報告

Report of the Directors

董事會欣然提呈本報告，連同本集團截至2022年12月31日止年度的經審核合併財務報表。

主要業務

本集團的主要業務為於中國從事物業發展、物業投資及商業物業管理。

本集團按主要業務分類的截至2022年12月31日止年度的收入分析載於合併財務報表附註25。

業績

2022年回顧與展望

回首2022年，外部環境充滿挑戰，房地產行業步入調整深水期，市場情緒低迷，「行業寒冬」對企業的競爭力提出了更高的要求。新城繼續堅持住宅地產與商業地產雙核驅動的戰略模式，着眼長期主義，以核心能力的確定性應對不確定性，同時也把握綠色低碳的發展機遇，將可持續發展理念融入我們業務的全面發展與管理之中。

受整體宏觀經濟、政策影響，2022年的房地產市場需求疲軟，規模下滑。在行業整體承壓的大背景下，本集團實現合約銷售金額約人民幣1,160.49億元，合約銷售面積約1,191.52萬平方米（「平方米」）。本集團積極響應政府「保交樓、穩民生」要求，將「保交付」工作列為本公司運營管理的重中之重，2022年全年已組織交付13.1萬套物業。

憑藉良好的經營表現及持續提升的商業運營實力，吾悅廣場運營效果突出。2022年，本集團商業運營總收入首次破人民幣百億元，總計達到人民幣100.06億元，同比增長15.8%。截至2022年12月31日，本集團在全國140個城市佈局194座吾悅廣場，已開業及委託管理在營數量達145座。2022年新開業15座吾悅廣場，已開業廣場數量位居境內外上市公司首位。

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activities of the Group are property development, property investment and commercial property management in China.

An analysis of the Group's revenue for the year ended 31 December 2022 by principal activities is set out in note 25 to the consolidated financial statements.

RESULTS

Review and Prospects for 2022

Looking back 2022, as the external environment was full of challenges, the real estate industry fell into a period of deep correction amid the sluggish market sentiment. To survive from the industry's "freezing winter", an enterprise must build a stronger competitive edge. Seazen remained adhering to its strategy of "dual-drive" of residential properties and commercial properties with focus on long-term growth momentum and responded to uncertainties with the certainties of its core capabilities. In addition, we also grasped the opportunities arising from green and low-carbon development and have integrated the idea of sustainable development into the comprehensive development and management of our businesses.

In 2022, affected by the overall macroeconomic environment and the policies, the demand on real estate market was weak with shrinking market scale. Though the entire industry was under substantial economic pressure, the Group managed to achieve contracted sales of approximately RMB116.049 billion and contracted sales of approximately 11.9152 million square meters ("sq.m.") in gross floor area ("GFA"). The Group actively responded to the government's calling for "guaranteeing house delivery and stabilizing people's livelihood", and prioritized "guaranteeing house delivery" as the first mission in the Company's operation management. In 2022, we delivered 131,000 units of flat.

Leveraging on our favourable operating performance and continuous improvement in commercial and operation strength, Wuyue Plaza has demonstrated outstanding operating results. In 2022, the Group recorded a total commercial operating income of over RMB10.0 billion for the first time, reaching RMB10.006 billion in total, representing a year-on-year increase of 15.8%. As of 31 December 2022, the Group has opened 194 Wuyue Plazas in 140 cities across the country, and the number of which in operation and under entrusted management has reached 145. In 2022, 15 Wuyue Plazas have been newly opened, ranking the first in the number of mall being opened by the domestically and overseas listed companies.

2022年，本集團聚焦現金流安全，持續優化債務結構，保持穩定的財務基本面。截至2022年12月31日，本集團淨負債權益比為49.9%。在穩定財務基本面支撐下，本集團堅持底線思維，做好資金排佈，積極確保每筆債務到期償付。在行業融資難度進一步加大的情況下，本集團積極拓寬融資渠道，全年成功發行規模1億美元的優先綠色票據、合計發行規模40億人民幣的中期票據。2022年底，本集團以配售形式成功募集資金約19.6億港元，展現出投資者對本集團的信任。

本集團持續自我迭代，不斷打造更具韌性的可持續發展管治體系。2022年，本集團正式推出新藍行動，以雙碳目標為總領，踐行新城可持續發展戰略，完善各項可持續發展政策，向更科學、更有效的治理方式演進。截至2022年底，本集團綠建項目總數達37個，合計綠色建築面積1,332萬平方米，在建、新建商業項目及住宅項目綠建覆蓋率達100%。

展望未來，中國經濟韌性強、潛力大、活力足的特點沒有改變，人民對於美好生活的追求不會停止，房地產行業的信心會逐步修復，具備競爭力的優秀企業會始終存在。在當前大環境下，堅實的品牌實力和規範的制度體系將為房企穿越周期、抵禦風險保駕護航。本集團將始終追求穩健、高質量、可持續發展，謀求民生福祉，不遺餘力的保質保量保交付，圍繞客戶需求做好產品適配，重視客戶體驗，為利益相關方持續創造價值。在環境保護、社會公益等方面，我們會繼續積極履行社會責任，高舉環保旗幟，將綠色低碳發展之路踐行始終。

善謀者行遠，實幹者乃成。面對複雜多變的環境，新城將堅持做難而正確的事，在迎接行業新發展、新格局的路上砥礪前行，回饋投資者，彰顯長遠發展之信心。

In 2022, the Group placed its focus on healthy cash flow and continued to optimize its debt structure so as to maintain a prudent financial position. As of 31 December 2022, the Group's net debt to equity ratio was 49.9%. Supported by its prudent financial positions, the Group strived for creating a strong fundamental and making a reasonable allocation of fund so as to ensure the settlement of each debt when due. In response of increasing difficulty in securing financing, the Group proactively sought more financing sources and successfully issued senior green notes in the principal amount of US\$100 million and middle term notes amounting to the principal amount of RMB4 billion in total throughout the year. At the end of 2022, the Group successfully raised funds of approximately HKD1.96 billion by means of placement, demonstrating the trust of the investors on the Group.

The Group continued to upgrade itself and build a more resilient governance system for sustainable development. In 2022, the Group has officially launched Seazen Blue Campaign. With the achievement of carbon peaking and carbon neutrality as its overall goal, Seazen has commenced the implementation of its sustainable development strategies and modification of its various sustainable development policies, moving forward on a path towards a more scientific and effective governance system. As of the end of 2022, the Group had a total of 37 green building projects, with a green GFA of 13.32 million sq.m. in total. The green building coverage rate for commercial properties and residential properties under development and newly developed all reached 100%.

Looking forward, the characteristics of the PRC economy, namely resilience, great potential and vibrancy, remain unchanged. People's pursuit of a better life will move on; confidence in the real estate industry will gradually recover; and promising enterprises with competitive edge will always exist. Under the current environment, real estate companies with solid brand strength and stringent regulations and systems will weather the economic cycles and headwinds. The Group will always pursue prudence, excellence, sustainable development and its commitment to the well-being of people. We shall spare no effort to ensure the quality and quantity of the property delivery. Furthermore, we shall provide properties that meet buyers' needs and value their experience, and continue to create value for the stakeholders. For environmental protection and community welfare, we shall also continue to actively fulfill our social responsibilities and advance our mission on environment protection by practicing the green and low-carbon development.

Those who plan well ahead may go far, and those who act with determination will succeed. Facing a complicated and ever-changing environment, Seazen will persist on doing right things, no matter how hard it is. We shall embrace the new development and the new structure of the industry, bring decent financial return to the investors and demonstrate our confidence in the long-term development of Seazen.

董事會報告 Report of the Directors

主要財務運營數據

本集團於年內主要財務運營數據載於本年報「財務概要／財務回顧」及「財務摘要」章節內。

業務回顧及展望

本集團年度業務回顧及展望載於本年報「管理層討論與分析」章節內。

子公司

有關本公司於2022年12月31日主要子公司的詳情載於合併財務報表附註17及附註41。

主要風險及不確定因素

中國經濟已由中央計劃經濟轉型為在更大程度上以市場為導向的經濟。近30年來，中國政府已實施經濟改革措施，運用市場力量發展中國經濟。本集團無法預測中國經濟、政治及社會狀況以及法律法規及政策的變動是否會對本集團當前或未來的業務、財務狀況或經營業績造成任何不利影響。此外，中國政府進行的多項經濟改革乃史無前例或屬實驗性質，預期將隨時間的推進而不斷改進及完善。此種改進及調整未必會對本集團的運營及業務發展帶來正面影響。

中國物業市場反覆不定，或會出現供應不足或供應過剩及樓價波動的情況。本集團的業務有賴於並將繼續依賴於中國經濟的增長。中國經濟的大幅下滑可能對商業及住宅物業的需求造成不利影響。中國中央及地方政府經常調整貨幣、財政或其他經濟政策，以防止及減輕經濟過熱，此舉或會影響中國物業市場。該等政策可能導致市場情況出現變化，包括價格不穩定以及商業及住宅物業的供求失衡，並可能對本集團的業務及財務狀況造成重大不利影響。

KEY FINANCIAL PERFORMANCE INDICATORS

The financial key performance indicators of the Group for the year are set out in the sections of “Financial Summary/Financial Review” and “Financial Highlights” of this annual report.

BUSINESS REVIEW AND OUTLOOK

The business review and outlook of the Group for the year is set out in the sections of “Management Discussion and Analysis” of this annual report.

SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 December 2022 are set out in note 17 and note 41 to the consolidated financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The PRC's economy has been transitioning from a centrally planned economy to a more market oriented economy. For nearly three decades, the PRC government has implemented economic reform measures to utilize market forces in the development of the PRC's economy. The Group cannot predict whether changes in the PRC's economic, political and social conditions and in its laws, regulations and policies will have any adverse effect on the Group's current or future business, financial condition or results of operations. In addition, many of the economic reforms carried out by the PRC government are unprecedented or experimental and are expected to be refined and improved over time. This refining and adjustment process may not necessarily have a positive effect on the Group's operations and business development.

The PRC property market is volatile and may experience undersupply or oversupply of property units and significant property price fluctuations. The Group's business depends and will continue to depend on the growth of the economy in the PRC. A significant downturn in the PRC's economy could adversely affect the demand for commercial and residential properties. The PRC central and local governments frequently adjust monetary, fiscal or other economic policies to prevent and curtail the overheating of the economy, which may affect the PRC property market. Such policies may lead to changes in market conditions, including price instability and an imbalance of supply and demand in respect of commercial and residential properties, which may materially and adversely affect the Group's business and financial condition.

長江三角洲及滬寧經濟走廊沿線的主要城市的物業市場近年來一直具有強大競爭力。中國及海外物業發展商已進入本集團經營所在及可能拓展的長江三角洲及滬寧經濟走廊沿線的主要城市的物業開發市場。本集團許多的競爭對手(包括海外上市的外國發展商及一流的國內發展商)可能比本集團擁有更多財務或其他資源，在工程及技術技能方面亦可能比本集團更成熟。物業發展商之間的競爭可能導致土地成本及原材料成本增加、優質建築承建商短缺、物業供應過剩導致物業價格下跌、政府批文進一步延遲發出，以及吸引或挽留人才的成本增加。此外，中國各地的物業市場也受到各種其他因素的影響，包括經濟情況、銀行慣例及消費意欲的轉變。

本集團的業務受中國整體經濟及社會狀況影響。自然災害、流行病及其他天災乃超出本公司的控制範圍，可能對中國的經濟、基礎設施及民生造成不利影響。倘中國爆發禽流感、人類豬流感等流行病，尤其是本集團營運所在城市，將可能嚴重中斷本集團的物業開發項目及本集團的銷售及營銷工作，進而可能對本集團的財務狀況及經營業績造成不利影響。

The property market in the Yangtze River Delta and major cities along the Shanghai-Nanjing Economic Corridor has been highly competitive in recent years. Property developers from the PRC and overseas have entered the property development markets in the Yangtze River Delta and major cities along the Shanghai-Nanjing Economic Corridor where the Group has operations or where the Group may expand into. Many of the Group's competitors, including overseas listed foreign developers and top-tier domestic developers, may have more financial or other resources than the Group and may be more sophisticated than the Group in terms of engineering and technical skills. Competition among property developers may cause an increase in land costs and raw material costs, shortages in quality construction contractors, surplus in property supply leading to decline of property price, further delays in issuance of governmental approvals, and higher costs to attract or retain talented employees. Moreover, property markets across the PRC are influenced by other various factors, including changes in economic conditions, banking practices and consumer sentiment.

The business of the Group is subject to the overall economic and social conditions in the PRC. Natural disasters, epidemics and other acts of God which are beyond the Company's control may adversely affect the economy, infrastructure and livelihood of the people in the PRC. An outbreak of epidemics in the PRC, such as the avian flu or the human swine flu, especially in the cities where the Group has operations, may result in material disruptions to the Group's property development projects and the Group's sales and marketing efforts, which in turn may adversely affect the Group's financial condition and results of operations.

遵守相關法律及法規

中國物業市場受到嚴格監管，並經常引入新法規，包括中國政府採取進一步措施以減緩地產行業的增長，此舉或會對物業發展商造成不利影響。中國政府通過行業政策及其他經濟措施對中國物業市場的增長及發展施以相當大的直接和間接影響，例如設定利率、通過改變銀行存款準備金率控制信貸供應、實施借貸限制、增加稅收及財產轉讓徵稅，以及施加外國投資及貨幣兌換限制。自2004年至2022年，中國政府推出了一系列旨在控制物業市場增長的法規及政策，其中包括：

- (i) 嚴格執行閒置土地相關法律及法規；
- (ii) 限制向持有大量閒置土地及空置商品物業的發展商批出或擴大循環信貸融資；
- (iii) 禁止商業銀行向內部資本比率低於某一規定百分比的房地產發展商貸款；及
- (iv) 限制中國商業銀行向物業發展商發放貸款以支付土地出讓溢價。

特別是，中國政府亦推出了以下政策，以特別控制住宅物業市場的增長，其中包括：

- (i) 限制個人借款人的每月抵押最高金額及每月還本付息總額的最高金額；
- (ii) 根據持有期的長度及物業類型對二手轉讓的銷售所得款項徵收稅金；
- (iii) 增加家庭住宅物業購買價的首付最低金額；
- (iv) 收緊擁有多於一個住宅物業的個人及其家庭成員於物業市場的個人住房貸款；及
- (v) 限制勞動者及其家庭成員使用個人住房公積金貸款購買第二(或更多)個住宅物業。

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The PRC property market is heavily regulated and subject to frequent introduction of new regulations, including further measures taken by the PRC government to slow down the growth of the property sector, which may adversely affect property developers. The PRC government exerts considerable direct and indirect influence on the growth and development of the PRC property market through industry policies and other economic measures such as setting interest rates, controlling the supply of credit by changing bank reserve ratios and implementing lending restrictions, increasing tax and duties on property transfers and imposing foreign investment and currency exchange restrictions. From 2004 to 2022, the PRC government introduced a series of regulations and policies designed to control the growth of the property market, including, among others:

- (i) strictly enforcing the idle land related laws and regulations;
- (ii) restricting the grant or extension of revolving credit facilities to property developers that hold a large amount of idle land and vacant commodity properties;
- (iii) prohibiting commercial banks from lending funds to real estate developers with an internal capital ratio of less than a certain prescribed percentage; and
- (iv) restricting PRC commercial banks from granting loans to property developers for the purpose of paying land grant premiums.

In particular, the PRC government also introduced the following policies, among others, to specifically control the growth of the residential property market by:

- (i) limiting the maximum amount of monthly mortgage and the maximum amount of total monthly debt service payments of an individual borrower;
- (ii) imposing tax levy on the sales proceeds for second-hand transfers subject to the length of holding period and type of properties;
- (iii) increasing the minimum amount of down payment of the purchase price of family residential property;
- (iv) tightening the availability of individual housing loans in the property market for individuals and their family members with more than one residential property; and
- (v) limiting the availability of individual housing provident fund loans for the purchase of second (or more) residential properties by labourers and their family members.

該等措施導致中國物業市場承受價格下調的壓力。中國政府可能實施進一步緊縮措施，以在國家、省級、市級及／或地方層面限制中國物業市場，並可能導致中國物業交易量及銷售價格出現下降趨勢，因此，本集團的財務狀況及經營業績可能受到影響。

環境政策及績效

中國物業發展商須遵守若干環境法律及法規，包括《中華人民共和國環境保護法》、《中華人民共和國環境噪聲污染防治法》、《環境影響評價法》及《建設項目環境保護管理條例》。本集團受有關健康及環境保護的該等法律和法規的約束。地方當局可以要求發展商提交環境影響文件、發出命令暫停施工，並對環境影響評價文件在開始施工前未獲得批准的項目處以罰款。本集團在所有重大方面均遵守中國適用的環境法律及法規。

進一步詳情請參閱本公司環境、社會及管治（「ESG」）報告，其將於本報告以外另行報告，並與本年報同時刊發。

與客戶及供應商的關係

本集團與其客戶及供應商保持良好關係。本集團主要供應商為建築材料供應商及建築承建商。本集團大部分物業發展項目委聘第三方承辦商提供有關各項服務，包括設計、樁設置、地基建設、建築、設備安裝、機電及管道工程、電梯安裝及美化。本集團通常透過招標過程選擇第三方承辦商，努力委聘具有良好聲譽及業績記錄、高性能、可靠及財務資源充足的公司。

與僱員的關係

本集團明白僱員為最重要及最寶貴的資產。於致力營造公平、尊重、多元化、衷誠合作及友善的企業文化及工作環境的同時，為提升員工的滿足感，本集團為僱員提供具有競爭力的薪酬待遇，並實施完善的績效考核制度及適當的激勵措施，並提供完善的培訓計劃，以鼓勵員工充分發揮潛能，貢獻本身的才華。

These measures resulted in downward pricing pressures on the PRC property market. The PRC government may implement further tightening measures to restrain the PRC property market at the national, provincial, municipal and/or local level, which may lead to the declining trends in transaction volume and selling prices of properties in the PRC. As a result, the Group's financial condition and results of operations may be affected.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Property developers in the PRC are subject to a number of environmental laws and regulations including the Environment Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), the Prevention and Control of Noise Pollution Law of the People's Republic of China (《中華人民共和國環境噪聲污染防治法》), the Environmental Impact Assessment Law (《環境影響評價法》), and Administrative Regulations on Environmental Protection in Relation to Construction Projects (《建設項目環境保護管理條例》). The Group is subject to these laws and regulations concerning the protection of health and environment. The local authorities may request a developer to submit the environmental impact documents, issue orders to suspend the construction and impose a penalty for a project where environmental impact assessment documents have not been approved before commencement of construction. The Group is in compliance in all material respects with applicable environmental laws and regulations in the PRC.

For further details, please refer to the environmental, social and governance (“ESG”) report of the Company, which will be reported separately from this report and will be published at the same time with this Annual Report.

RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS

The Group has maintained good relationships with its customers and suppliers. The major suppliers of the Group are construction material suppliers and construction contractors. The Group engages third-party contractors to carry out various services for most of its property development projects, including design, pile setting, foundation building, construction, equipment installation, electromechanical and pipeline engineering, elevator installation and landscaping. The Group generally selects third-party contractors through a tender process and endeavors to engage companies with good reputation and track record, high performance, reliability and adequate financial resources.

RELATIONSHIPS WITH EMPLOYEES

The Group recognises that employees are its most important and valuable assets. While striving to develop a fair, respectful, diversified, cooperative and friendly corporate culture and working environment. With a view to enhancing the satisfactory level of the staff, the Group provides the staff with competitive remuneration packages and implementing a sound performance appraisal system with appropriate incentives, and offer comprehensive training programmes, so as to encourage the staff to reach their full potential and contribute their talents.

股息政策

本公司可通過現金或董事會認為合適的其他方式向股東宣派及派付股息。於建議派發股息以便股東參與本公司的利潤時，董事會亦會確保本公司有足夠儲備金用於未來發展。董事會日後宣派或派付任何股息的決定，以及有關股息的金額，將取決於(其中包括)本集團當前及未來的營運、財務狀況及流動資金狀況及資本要求，以及自本公司附屬公司收取的股息(其將視乎該等附屬公司派付股息的能力)。此外，一個財政年度的任何末期股息須獲得股東的批准。本公司宣派及派付股息亦受開曼群島法例、本公司組織章程及任何其他適用法律、規則及法規的任何適用限制規限。

末期股息

董事會不建議宣派截至2022年12月31日止年度的末期股息(截至2021年12月31日止年度：無)。

財務概要／財務回顧

本集團過去五個財政年度的業績、資產及負債的財務概要及財務回顧載於本年報第5頁。該概要並不構成經審核合併財務報表的一部分。

主要客戶及供應商

截至2022年12月31日止年度，本集團向五大供應商作出的採購佔本集團採購總量的9.2%(截至2021年12月31日止年度：7.9%)，而本集團的五大供應商佔本集團年度採購量少於30%。

截至2022年12月31日止年度，本集團向五大客戶作出的銷售額佔本集團年度收入的0.4%(截至2021年12月31日止年度：0.2%)，而本集團的五大客戶佔本集團年度收入少於30%。

董事或彼等任何聯繫人士或任何股東(就董事所知，擁有超過本公司已發行股份數目的5%)概無於本集團五大客戶及供應商擁有任何權益。

DIVIDEND POLICY

The Company may declare and pay dividends to the Shareholders by way of cash or by other means that the Board considers appropriate. In recommending dividends to allow the Shareholders to participate in the Company's profits, the Board would also ensure the Company has adequate reserves for future growth. The Board's decision to declare or to pay any dividends in the future, and the amount of such dividends will depend upon, among other things, the current and future operations, financial condition, liquidity position and capital requirements of the Group, as well as dividends received from the Company's subsidiaries, which in turn will depend on the ability of those subsidiaries to pay a dividend. In addition, any final dividends for a financial year will be subject to the approval of Shareholders. The declaration and payment of dividends by the Company is also subject to any applicable restrictions under the laws of the Cayman Islands, the Company's Articles of Association and any other applicable laws, rules and regulations.

FINAL DIVIDEND

The Board does not recommend the declaration or payment of any final dividend for the year ended 31 December 2022 (for the year ended 31 December 2021: Nil).

FINANCIAL SUMMARY/FINANCIAL REVIEW

A financial summary and a financial review of the Group's results, assets and liabilities for the last five financial years are set out on page 5 of this annual report. This summary does not form part of the audited consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2022, purchases from the Group's five largest suppliers accounted for 9.2% (for the year ended 31 December 2021: 7.9%) of the Group's total purchases and the five largest suppliers of the Group accounted for less than 30% of the Group's purchases in the year.

For the year ended 31 December 2022, the Group's sales to its five largest customers accounted for 0.4% (for the year ended 31 December 2021: 0.2%) of the Group's revenue and the five largest customers of the Group accounted for less than 30% of the Group's revenue in the year.

None of the Directors or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had any interest in the Group's five largest customers and suppliers.

董事會報告 Report of the Directors

物業、廠房及設備

本集團於截至2022年12月31日止年度的物業、廠房及設備的變動詳情載於合併財務報表附註6。

投資物業

本集團於截至2022年12月31日止年度的投資物業的變動詳情載於合併財務報表附註7。

股本

本公司於截至2022年12月31日止年度的股本變動詳情載於合併財務報表附註19。

儲備

本集團及本公司於截至2022年12月31日止年度的儲備變動詳情載於合併權益變動表第153頁至154頁及合併財務報表附註40。

可分派儲備

於2022年12月31日，根據開曼群島法例第22章公司法（1961年第3項法例，經綜合及修訂）（「公司法」）的條文計算本公司可供分派的儲備約為人民幣10,052.4百萬元（於2021年12月31日：人民幣7,837.0百萬元）。

銀行貸款及其他借款

本公司及本集團於2022年12月31日的銀行貸款及其他借款的詳情載於合併財務報表附註22。

股票掛鈎協議

除於下文「購股權計劃」一節所載之購股權計劃外，於截至2022年12月31日止年度內，本集團概無訂立任何股票掛鈎協議，亦無股票掛鈎協議存在。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note 6 to the consolidated financial statements.

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the year ended 31 December 2022 are set out in note 7 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2022 are set out in note 19 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year ended 31 December 2022 are set out on pages 153 to 154 in the consolidated statement of changes in equity and in note 40 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the "Companies Law"), amounted to approximately RMB10,052.4 million (as at 31 December 2021: RMB7,837.0 million).

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group as at 31 December 2022 are set out in note 22 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as set out in the section of "Share Option Scheme" below, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2022.

董事會報告 Report of the Directors

董事

於截至2022年12月31日止年度內及直至本報告之日期之董事包括：

執行董事：

呂小平先生
陸忠明先生

非執行董事：

王曉松先生
曲德君先生(於2023年2月16日辭任)
章晟曼先生

獨立非執行董事：

陳華康先生
朱增進先生
鍾偉先生

根據本公司組織章程細則第16.18條，陸忠明先生、章晟曼先生及鍾偉先生將於本公司應屆股東週年大會上退任董事職務，並合資格及願意重選連任董事。

將於應屆股東週年大會上重選連任的退任董事詳情載於寄發予股東日期為2023年4月17日的通函。

董事會及高級管理層

董事及本集團高級管理層的履歷詳情載於本年報第63頁至第68頁。

獨立非執行董事的獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出其符合獨立性的年度確認，且本公司認為該等董事截至2022年12月31日止年度皆為獨立人士。

DIRECTORS

The Directors during the year ended 31 December 2022 and up to the date of this report were:

Executive Directors:

Mr. Lv Xiaoping
Mr. Lu Zhongming

Non-executive Directors:

Mr. Wang Xiaosong
Mr. Qu Dejun (resigned on 16 February 2023)
Mr. Zhang Shengman

Independent Non-executive Directors:

Mr. Chen Huakang
Mr. Zhu Zengjin
Mr. Zhong Wei

In accordance with article 16.18 of the Company's articles of association, Mr. Lu Zhongming, Mr. Zhang Shengman and Mr. Zhong Wei shall retire from office as a Director and being eligible, have offered themselves for re-election as Directors at the forthcoming AGM.

Details of the retiring Directors to be re-elected at the forthcoming AGM are set out in the circular to the Shareholders dated 17 April 2023.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 63 to 68 of this annual report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Company considers such Directors to be independent for the year ended 31 December 2022.

董事會報告 Report of the Directors

董事服務合約及委任函

呂小平先生及陸忠明先生已分別與本公司訂立委任函，自2022年1月7日起計為期三年，並可根據委任函的條款予以終止。

曲德君先生與本公司訂立服務合約，自2020年3月27日起計為期三年（就其非執行董事之職位），並可根據服務合約的條款予以終止。曲德君先生於2023年2月16日辭任非執行董事。有關詳情，請參閱日期分別為2023年2月10日及2023年2月16日之公告。王曉松先生與本公司已訂立委任函，自2021年10月18日起計為期三年，並可根據委任函的條款予以終止。章晟曼先生已於2021年3月21日與本公司訂立服務合約，為期三年並可根據服務合約的條款予以終止。

陳華康先生及朱增進先生分別已於2022年11月6日與本公司簽訂委任函，任期自2022年11月6日起計為期兩年。鍾偉先生與本公司已簽訂委任函，任期自2022年12月3日起計初步為期兩年。

各董事概無與本集團訂有本集團在一年內倘不支付補償（法定補償除外）則不能終止的服務合約。

董事於重大交易、安排或合約的權益

除本董事會報告「關連交易及持續關連交易」一節所披露者外，於本財政年度內或終結時，概無本集團任何成員公司、本公司控股公司控制的其他公司或本公司控股公司作為締約方，而董事或與董事有關連之實體直接或間接於其中擁有重大權益的任何重大交易、安排或合約。

獲准許彌償條文

本公司已就其董事及高級管理人員可能面對因企業活動產生之法律訴訟，作適當之投保安排。於董事編製之董事會報告按照公司條例第391(1)(a)條獲批准時，獲准許彌償條文按公司條例（香港法例第622章）第470條的規定於惠及董事的情況下有效。

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Mr. Lv Xiaoping and Mr. Lu Zhongming have entered into appointment letters respectively with the Company for a term of three years commencing from 7 January 2022, and may be terminated in accordance with the terms of the appointment letter.

Mr. Qu Dejun has entered into a service contract with the Company for a term of three years commencing from 27 March 2020 (in relation to his position as a non-executive Director) and may be terminated in accordance with the terms of the service contract. Mr. Qu Dejun resigned as non-executive Director on 16 February 2023. For details, please refer to the announcement of the Company dated 10 February 2023 and 16 February 2023, respectively. Mr. Wang Xiaosong has entered into an appointment letter with the Company for a term of three years commencing from 18 October 2021, and may be terminated in accordance with the terms of the appointment letter. Mr. Zhang Shengman has entered into a service contract with the Company on 21 March 2021 for a term of three years and may be terminated in accordance with the terms of the service contract.

Mr. Chen Huakang and Mr. Zhu Zengjin have signed letters of appointment respectively with the Company on 6 November 2022 for a term of two years commencing from 6 November 2022. Mr. Zhong Wei has signed a letter of appointment with the Company for an initial term of two years commencing from 3 December 2022.

None of the Directors has a service contract which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Connected Transactions and Continuing Connected Transactions" in this Report of the Directors, there was no transaction, arrangement or contract of significance subsisting during or at the end of the financial year with any member of the Group, the Company's fellow subsidiaries or its parent company as the contracting party, in which a Director or an entity connected with the Director is or was materially interested, either directly or indirectly.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) where the Report of the Board of the Directors prepared by the Directors is approved in accordance with section 391(1) (a) of the Companies Ordinance.

董事會報告 Report of the Directors

管理合約

截至2022年12月31日止年度，並無就有關本公司整體業務或其任何主要部分的管理及行政訂立或訂有任何合約。

薪酬政策

薪酬委員會的設立旨在根據本集團的經營業績、董事與高級管理層的個人表現及可資比較的市場慣例，檢討本集團的薪酬政策及所有董事及高級管理層的薪酬架構。

本集團已採納股份獎勵計劃(「**股份獎勵計劃**」)、購股權計劃(「**購股權計劃**」)及附屬公司股票激勵計劃(「**附屬公司股票激勵計劃**」)，作為對合資格僱員的獎勵，計劃詳情載於下文「**股份獎勵計劃**」、「**購股權計劃**」及「**附屬公司股票激勵計劃**」各節。

董事薪酬及五位最高薪酬人士

有關董事及五位最高薪酬人士的薪酬詳情載於合併財務報表附註29。

截至2022年12月31日止年度，概無董事放棄或同意放棄任何酬金。

董事資料更改

截至2022年12月31日止年度，董事根據上市規則第13.51(2)條第(a)至(e)段及第(g)段規定已披露及須予披露的資料概無變動。

於2023年2月16日，曲德君先生因無法履行職務辭任副董事長、非執行董事及環境、社會及管治委員會成員。有關辭任詳情，請分別參閱本公司日期分別為2023年2月10日及2023年2月16日的公告。

於2023年1月19日，王曉松先生獲委任為新城控股總裁。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2022.

EMOLUMENT POLICY

A Remuneration Committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

The Group has adopted a share award scheme (the "**Share Award Scheme**"), a share option scheme (the "**Share Option Scheme**") and a subsidiary share incentive scheme (the "**Subsidiary Share Incentive Scheme**") as incentive to eligible employees, details of the schemes are set out in the sections headed "Share Award Scheme", "Share Option Scheme" and "Subsidiary Share Incentive Scheme" below, respectively.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals are set out in note 29 to the consolidated financial statements.

No Director has waived or has agreed to waive any emoluments during the year ended 31 December 2022.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

During the year ended 31 December 2022, there were no changes to information which are required to be disclosed and had been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

On 16 February 2023, Mr. Qu Dejun resigned as vice-chairman of the Board, non-executive Director and member of the environmental, social and governance committee due to his inability to perform his duties. For details of the resignation, please refer to the announcements of the Company dated 10 February 2023 and 16 February 2023, respectively.

On 19 January 2023, Mr. Wang Xiaosong was appointed as the President of Seazen Holdings.

董事及主要行政人員於股份、相關股份及債券的權益及淡倉

於2022年12月31日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例「證券及期貨條例」第XV部）的股份、相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部，知會本公司及聯交所的權益及淡倉（包括證券及期貨條例規定之所獲或視為擁有的權益及淡倉），或(ii)須根據證券及期貨條例第352條，登記於本公司存置的登記冊，或(iii)須根據上市發行人董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的權益及淡倉如下：

(i) 於本公司股份的權益

董事姓名	權益性質	於股本衍生工具下持有之股份或相關		於報告期內調整	佔股權的概約百分比
		所持普通股之數目 ⁽¹⁾	股份數目		
Name of Directors	Nature of interest	Number of ordinary shares held ⁽¹⁾	Number of shares or underlying shares held under equity derivatives	Adjusted during the Reporting Period	Approximate percentage of shareholding
呂小平	實益擁有人	12,000,000 (L)	1,500,000 (L) ⁽²⁾	4,007 (L) ⁽⁴⁾	0.19%
Lv Xiaoping	Beneficial owner				
	信託受益人(酌情權益除外)	2,500,000 (L) ⁽³⁾	-	-	0.03%
	Beneficiary of a trust (other than discretionary interests)				
王曉松	實益擁有人	6,000,000 (L)	-	-	0.08%
Wang Xiaosong	Beneficial owner				
陸忠明	實益擁有人	5,000,000 (L)	1,200,000 (L) ⁽²⁾	3,205 (L) ⁽⁴⁾	0.08%
Lu Zhongming	Beneficial owner				
	信託受益人(酌情權益除外)	2,000,000 (L) ⁽³⁾	-	-	0.02%
	Beneficiary of a trust (other than discretionary interests)				
章晟曼	實益擁有人	-	1,200,000 (L) ⁽²⁾	3,205 (L) ⁽⁴⁾	0.01%
Zhang Shengman	Beneficial owner				
	信託受益人(酌情權益除外)	1,200,000 (L) ⁽³⁾	-	-	0.01%
	Beneficiary of a trust (other than discretionary interests)				

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

As at 31 December 2022, the interests and short positions of the Directors and the chief executive 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 (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

(i) Interest in Shares of the Company

董事會報告

Report of the Directors

附註：

- (1) 字母「L」表示於股份之好倉。
- (2) 根據購股權計劃，董事呂小平先生、陸忠明先生及章晟曼先生於2019年11月1日分別獲授予1,500,000份、1,200,000份及1,200,000份購股權。有關進一步詳情請參閱以下「購股權計劃」。
- (3) 根據股份獎勵計劃，董事呂小平先生、陸忠明先生及章晟曼先生於2020年9月1日獲授予2,500,000股、2,000,000股及2,000,000股獎勵股份。章晟曼先生於2021年4月9日賣出800,000股已歸屬的獎勵股份。
- (4) 於2019年11月1日根據購股權計劃分別授予董事呂小平先生、陸忠明先生及章晟曼先生的購股權因供股完成而調整。有關進一步詳情，請參閱本報告「供股」一節。

Notes:

- (1) The letter “L” denotes the long position in shares.
- (2) Mr. Lv Xiaoping, Mr. Lu Zhongming and Mr. Zhang Shengman, Directors, were granted 1,500,000, 1,200,000 and 1,200,000 share options respectively on 1 November 2019 pursuant to the Share Option Scheme. Please refer to the “Share Option Scheme” below for more details.
- (3) Mr. Lv Xiaoping, Mr. Lu Zhongming and Mr. Zhang Shengman, Directors, were granted 2,500,000, 2,000,000 and 2,000,000 award shares on 1 September 2020 pursuant to the Share Award Scheme. On 9 April 2021, Mr. Zhang Shengman has sold 800,000 vested award shares.
- (4) The share options granted to Mr. Lv Xiaoping, Mr. Lu Zhongming and Mr. Zhang Shengman, Directors, respectively on 1 November 2019 pursuant to the Share Option Scheme were adjusted as a result of the completion of the Rights Issue. Please refer to the section headed “Rights Issue” in this report for more details.

(ii) 於相聯法團的權益

(ii) Interest in Associated Corporations

董事姓名	相聯法團名稱	權益性質	於股本衍生工具下 持有之股份或 相關股份數目	佔股權的 概約百分比
Name of Director	Name of Associated Corporation	Nature of interest	Number of shares or underlying shares held under equity derivatives	Approximate percentage of shareholding
曲德君 Qu Dejun	新城控股集團股份有限公司 Seazen Holdings Co., Ltd.	實益擁有人 Beneficial owner	464,000 (L) ⁽¹⁾⁽²⁾	0.02%
王曉松 Wang Xiaosong	新城控股集團股份有限公司 Seazen Holdings Co., Ltd.	實益擁有人 Beneficial owner	500,000 (L)	0.02%

(1) 字母「L」代表股份的好倉。

(1) The letter “L” denotes the long position in Shares.

(2) 曲德君先生分別根據附屬公司購股權計劃及附屬公司限制性股票激勵計劃獲授328,000份購股權(其中164,000股股份已於2021年11月8日歸屬，剩餘164,000股股份已於2022年8月1日註銷)及600,000股受限制股份(其中300,000股受限制股份已由新城控股購回並隨後於2022年8月1日註銷)。

(2) Mr. Qu Dejun was granted 328,000 share options (of which 164,000 shares were vested on 8 November 2021 and the remaining 164,000 shares were cancelled on 1 August 2022) and 600,000 restricted shares (of which 300,000 restricted shares were repurchased by Seazen Holdings and were cancelled later on 1 August 2022) under the Subsidiary Share Option Scheme and the Subsidiary Restricted Incentive Scheme respectively.

除上文所披露者外，於2022年12月31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）股份、相關股份或債券擁有或被視為擁有須登記於證券及期貨條例第352條規定須存置的登記冊內，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

Save as disclosed above, as at 31 December 2022, none of the Directors and the chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded in the register of the Company and kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事購買股份或債券的權利

除本報告披露者外，截至2022年12月31日止年度期間，概無授予任何董事或彼等各自配偶或未滿18歲的子女通過購入本公司股份或債券的方式而獲益的權利，或由彼等行使任何該等權利；亦無由本公司或其任何子公司作出安排以令董事，或彼等各自配偶或未滿18歲的子女於任何其他法人團體獲得該等權利。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this report, for the year ended 31 December 2022, there were no such rights to acquire benefits by means of acquisition of Shares or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other corporation.

主要股東於股份及相關股份的權益及淡倉

於2022年12月31日，據董事所深知，按本公司根據證券及期貨條例第336條須予存置的登記冊所記錄，以下人士（並非董事或本公司主要行政人員）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分部的條文須向本公司披露的權益或淡倉：

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

As at 31 December 2022, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

主要股東名稱 Name of Substantial Shareholders	身份／權益性質 Capacity/Nature of interest	所持普通股之數目 ⁽¹⁾ Number of ordinary shares held ⁽¹⁾	佔股權的概約百分比 Approximate percentage of shareholding interest
王振華 ^(2、3及4) Wang Zhenhua ^(2, 3 and 4)	全權信託的創始人 Founder of a discretionary trust	4,474,549,274 (L)	63.33%
	配偶權益 ⁽⁵⁾ Interest of spouse ⁽⁵⁾	101,065,905 (L)	1.43%
陳靜 ⁽³⁾ Chen Jing ⁽³⁾	於受控制法團權益 Interest in a controlled corporation	101,065,905 (L)	1.43%
	配偶權益 Interest of spouse	4,474,549,274 (L)	63.33%
Chen Ting Sen (PTC) Limited ⁽⁴⁾	受託人 Trustee	4,474,549,274 (L)	63.33%

董事會報告

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主要股東名稱 Name of Substantial Shareholders	身份／權益性質 Capacity/Nature of interest	所持普通股之數目 ⁽¹⁾ Number of ordinary shares held ⁽¹⁾	佔股權的概約百分比 Approximate percentage of shareholding interest
Infinity Fortune Development Limited ⁽⁴⁾	於受控制法團權益 Interest in a controlled corporation	4,474,549,274 (L)	63.33%
First Priority Group Limited ⁽⁴⁾	於受控制法團權益 Interest in a controlled corporation	4,474,549,274 (L)	63.33%
富域香港投資有限公司 ⁽⁵⁾ Wealth Zone Hong Kong Investments Limited ⁽⁵⁾	實益擁有人 Beneficial owner	4,474,549,274 (L)	63.33%

附註：

Notes:

(1) 字母「L」表示於股份之好倉。

(1) The letter "L" represents the long position in shares.

(2) 王振華先生為Hua Sheng信託的創始人，透過Hua Sheng信託，Chen Ting Sen (PTC) Limited以受託人的身份通過其受控制公司持有4,474,549,274股股份的好倉。

(2) Mr. Wang Zhenhua is the founder of the Hua Sheng Trust, through which Chen Ting Sen (PTC) Limited held long position in 4,474,549,274 Shares through its controlled corporations in its capacity as trustee.

(3) 陳靜女士（王振華先生的配偶）100%持有Set Hero Developments Limited，而Set Hero Developments Limited持有101,065,905股股份。陳靜女士被視為根據證券及期貨條例於王振華先生的股份中擁有權益，反之亦然。

(3) Ms. Chen Jing, spouse of Mr. Wang Zhenhua, holds 100% of Set Hero Developments Limited which holds the 101,065,905 Shares. Ms. Chen Jing is deemed under SFO to be interested in the shares of Mr. Wang Zhenhua and vice versa.

(4) Chen Ting Sen (PTC) Limited作為Hua Sheng信託（由王振華先生作為財產授予人以其家庭成員作為受益人設立）的受託人，其持有Infinity Fortune Development Limited 100%的已發行股本，而Infinity Fortune Development Limited持有First Priority Group Limited 100%的已發行股本。

(4) Chen Ting Sen (PTC) Limited, as trustee of the Hua Sheng Trust, which was established by Mr. Wang Zhenhua as the settlor in favour of his family members, held 100% of the issued share capital of Infinity Fortune Development Limited, which in turn held 100% of the issued share capital of First Priority Group Limited.

(5) 富域香港投資有限公司由First Priority Group Limited持有100%的已發行股本。

(5) Wealth Zone Hong Kong Investments Limited is held as to 100% of its issued share capital by First Priority Group Limited.

除上文披露者外，於2022年12月31日，董事並不知悉，任何人士（並非董事或本公司主要行政人員）於本公司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分部規定須予披露的權益或淡倉，或須根據證券及期貨條例第336條登記於該條所述的股東名冊的權益或淡倉。

Save as disclosed above, and as at 31 December 2022, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

控股股東於重大合約的權益

除本董事會報告「關連交易及持續關連交易」一節所披露者外，控股股東或其子公司於截至2022年12月31日止年度概無於本公司或其任何子公司所訂立對本集團業務而言屬重大的任何合約（不論為提供服務或其他事務）中直接或間接擁有重大權益。

購買、出售或贖回上市證券

除本報告「管理層討論與分析」一節「其他集資活動」一段所披露的供股及根據一般授權配售現有股份及先舊後新認購新股份外（進一步詳情請參閱上述段落），本公司或其任何附屬公司於截至2022年12月31日止年度概無購買、出售或贖回本公司任何股份。

優先認股權

本公司組織章程或開曼群島（本公司註冊成立的地點）公司法概無規定本公司須向現有股東按比例發售新股的優先認股權條文。

稅項減免

董事並不知悉有任何股東因持有本公司上市證券而獲得任何稅項減免。

不競爭承諾

王振華先生及富域香港投資有限公司（「**控股股東**」）各自己簽立不競爭契諾，據此，彼等已不可撤回及無條件向本公司保證及承諾，將不會直接或間接或作為主事人或代理人以及不論自行或彼此，或與他人聯合或代表任何人士、商號或公司，或透過任何實體（於或透過本公司任何子公司除外）參與與本集團競爭的業務。

截至2022年12月31日止年度，控股股東已就於本年報作出的披露，以書面形式向本公司確認彼等已遵循不競爭契諾。

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed “Connected Transactions and Continuing Connected Transactions” in this Report of the Directors, no controlling Shareholders or its subsidiary had a material interest, either directly or indirectly, in any contract of significance, whether for the provision of services or otherwise, to the business of the Group to which the Company or any of its subsidiaries was a party for the year ended 31 December 2022.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES

Save for the Rights Issue and the Placing of Existing Shares and Top-up Subscription of New Shares under General Mandate as disclosed under the paragraph headed “Other fund raising activities” in the section headed “Management Discussion and Analysis” in this report (please refer to the aforesaid paragraphs for further details), neither the Company, nor any of its subsidiaries have purchased, sold or redeemed any of the Company's shares during the year ended 31 December 2022.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the Companies Law of the Cayman Islands where the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

TAX RELIEF AND EXEMPTION

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

NON-COMPETITION UNDERTAKING

Each of Mr. Wang Zhenhua and Wealth Zone Hong Kong Investments Limited (the “**Controlling Shareholders**”) has executed a deed of non-competition through which they have irrevocably and unconditionally warranted and undertaken to the Company not to, whether directly or indirectly or as principal or agent, and whether on its/his own account or with each other or in conjunction with or on behalf of any person, firm or company or through any entities (except in or through any subsidiary of the Company), engage in businesses that are in competition with the Group.

The Controlling Shareholders have confirmed in writing to the Company of their compliance with the deed of non-competition for disclosure in this annual report for the year ended 31 December 2022.

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獨立非執行董事已審閱各控股股東截至2022年12月31日止年度遵守不競爭契諾承諾的情況。獨立非執行董事已確認，就彼等所確認，概無任何控股股東違反彼等作出不競爭契諾的承諾。

董事於競爭性業務中的權益

於2022年12月31日，概無董事或彼等各自的聯繫人士從事或於任何與本集團業務形成競爭或可能形成競爭的業務中擁有權益。

關連交易及持續關連交易

董事會確認，合併財務報表附註37所載列的關聯方交易概無構成上市規則第十四A章項下的不獲豁免關連交易或持續關連交易。除下文所披露者外，截至2022年12月31日止年度，本集團概無訂立上市規則規定須於本年報披露的任何其他關連交易或持續關連交易。

持續關連交易

本公司已在一般及日常業務過程中委聘新城悅服務集團有限公司及其子公司(「**新城悅集團**」)通過江蘇新城悅物業服務股份有限公司(「**江蘇新城悅**」)提供物業管理服務，而新城控股與江蘇新城悅於2021年10月28日訂立物業服務框架協議(「**2022年物業服務框架協議**」)，內容有關江蘇新城悅提供物業管理服務，自2022年1月1日起至2022年12月31日止，為期一年，年度上限為人民幣1,650百萬元。自2022年1月1日起至2022年12月31日止期間，本集團就江蘇新城悅提供物業管理服務產生的費用約為人民幣917,552百萬元。由於2022年物業服務框架協議已於2022年12月31日屆滿，新城控股與江蘇新城悅已於2022年10月28日訂立重續物業服務框架協議(「**2023年新城框架協議**」)，內容有關江蘇新城悅提供物業管理服務，自2023年1月1日起至2023年12月31日止，為期一年，年度上限為人民幣1,350百萬元。

The independent non-executive Directors have also reviewed the compliance by each of the Controlling Shareholders with the undertakings in the deed of non-competition during the year ended 31 December 2022. The independent non-executive Directors have confirmed that, as far as they can ascertain, there is no breach by any of the Controlling Shareholders of the undertakings in the deed of non-competition given by them.

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 December 2022, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or may compete with the businesses of the Group.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Save as disclosed below, the Board confirmed that none of the related party transactions set out in note 37 to the consolidated financial statements constituted non-exempt connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules. Save as disclosed below, for the year ended 31 December 2022, the Group had not entered into any other connected transactions or continuing connected transactions which are required to be disclosed in this annual report pursuant to the Listing Rules.

Continuing Connected Transactions

The Company has engaged S-Enjoy Service Group Co., Limited and its subsidiaries (the “**S-Enjoy Group**”) through Jiangsu Xinchengyue Property Services Co., Ltd.* (江蘇新城悅物業服務股份有限公司) (“**Jiangsu Xinchengyue**”) in the ordinary and usual course of business to provide property management services, and the property services framework agreement (the “**2022 Property Services Framework Agreement**”) was entered into between Seazen Holdings and Jiangsu Xinchengyue on 28 October 2021 in relation to provision of property management services by Jiangsu Xinchengyue for a term of one year from 1 January 2022 to 31 December 2022 subject to the annual cap of RMB1,650 million. During the period from 1 January 2022 to 31 December 2022, the fees incurred by the Group for the property management services provided by Jiangsu Xinchengyue were approximately RMB917,552 million. As the 2022 Property Services Framework Agreement had expired on 31 December 2022, the renewed property services framework agreement (the “**2023 Seazen Framework Agreement**”) was entered into between Seazen Holdings and Jiangsu Xinchengyue on 28 October 2022 in relation to provision of property management services by Jiangsu Xinchengyue for a term of one year from 1 January 2023 to 31 December 2023 subject to the annual cap of RMB1,350 million.

截至2022年12月31日止年度的2022年服務框架協議項下的服務費年度上限不得超過人民幣1,650百萬元。年度上限乃經參考(其中包括)下列因素後釐定:(1)截至2021年9月30日止九個月,本公司結算物業管理服務及增值服務費總計約為人民幣906.9百萬元;(2)截至2021年9月30日止九個月,本集團累計合約銷售面積約16.34百萬平方米;(3)按江蘇新城悅將管理的本集團物業項目的預期銷售規模、面積及數目,以及該等物業項目的預售及交付時間;及(4)本集團對物業管理服務的預期需求及有關服務所收取的價格。

截至2023年12月31日止年度的2023年新城框架協議項下的服務費年度上限不得超過人民幣1,350百萬元。年度上限乃經參考(其中包括)下列因素後釐定:(1)截至2022年9月30日止九個月,本公司結算物業管理服務及增值服務費總計約為人民幣949百萬元;(2)截至2022年9月30日止九個月,本集團累計合約銷售面積約9.52百萬平方米;(3)按江蘇新城悅將管理的本集團物業項目的預期銷售規模、面積及數目,以及該等物業項目的預售及交付時間;(4)本集團對物業管理服務的預期需求及有關服務所收取的價格;及(5)其他因素,例如本集團的業務計劃、通脹及所有類別服務的10%緩衝額度。

江蘇新城悅由控股股東王振華先生控制。因此,江蘇新城悅為王振華先生的聯繫人及本公司的關連人士,而根據上市規則第十四A章,訂立2022年物業服務框架協議及2023年新城框架協議及其項下擬進行的交易構成本公司的持續關連交易。

由於根據2022年物業服務框架協議擬進行的交易按年度基準計算的各個適用百分比率(溢利比率除外)超過0.1%但低於5%,故2022年物業服務框架協議須遵守上市規則第14A.76(2)條所載申報及公告規定,惟獲豁免遵守上市規則第十四A章項下的通函(包括獨立財務意見)及獨立股東批准規定。有關進一步詳情,請參閱本公司於2021年10月28日刊發的公告。

The annual cap of the service fees under the 2022 Services Framework Agreement for the year ended 31 December 2022 shall not exceed RMB1,650 million, which was determined with reference to, among others, the following factors: (1) the aggregate amount of approximately RMB906.9 million settled by the Company for property management services and value-added services for the nine months ended 30 September 2021; (2) the Group's total contracted sales area of approximately 16.34 million square meters for the nine months ended 30 September 2021; (3) the expected sales scale, area and number of the Group's property projects to be managed by Jiangsu Xinchengyue, as well as the pre-sale and deliver time of such property projects; and (4) the estimated demand of the Group for property management services and the price charged by such services.

The annual cap of the service fees under the 2023 Seazen Framework Agreement for the year ended 31 December 2023 shall not exceed RMB1,350 million, which was determined with reference to, among others, the following factors: (1) the aggregate amount of approximately RMB949 million settled by the Company for property management services and value-added services for the nine months ended 30 September 2022; (2) the Group's total contracted sales area of approximately 9.52 million sq.m. for the nine months ended 30 September 2022; (3) the expected sales scale, area and number of the Group's property projects to be managed by Jiangsu Xinchengyue, as well as the pre-sale and delivery time of such property projects; (4) the estimated demand of the Group for property management services and the price charged by such services; and (5) other factors such as the Group's business plans, inflation and 10% buffer for all categories of services.

Jiangsu Xinchengyue is controlled by Mr. Wang Zhenhua, a Controlling Shareholder. Accordingly, Jiangsu Xinchengyue is an associate of Mr. Wang Zhenhua and a connected person of the Company and the entering into of the 2022 Property Services Framework Agreement and the 2023 Seazen Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios (other than profits ratio) in respect of the transactions contemplated under the 2022 Property Services Framework Agreement is more than 0.1% but less than 5% on an annual basis, the 2022 Property Services Framework Agreement is subject to the reporting and announcement requirements set out in Rule 14A.76(2) of the Listing Rules and exempt from the circular (including independent financial advice) and the independent shareholders' approval requirement under Chapter 14A of the Listing Rules. For further details, please refer to the announcement published by the Company on 28 October 2021.

董事會報告

Report of the Directors

由於根據2023年新城框架協議擬進行的交易按最高適用百分比率超過5%，故該協議項下擬進行的交易須遵守上市規則第十四A章項下申報、公告、年度審閱及獨立股東批准規定。有關進一步詳情，請參閱本公司日期為2022年10月28日的公告及本公司日期為2022年12月14日的通函。

為確保江蘇新城悅所提供物業管理服務的條款不遜於可從獨立第三方所獲得者，本集團已採取(其中包括)以下措施：

- i. 本集團所有持續關連交易的定價政策將由本集團管理層及相關人員監督及監控，以確保相關持續關連交易乃按一般商業條款進行，且不會損害本公司及股東的整體利益；
- ii. 於訂立任何2023年新城框架協議的附屬協議前，本集團管理層及相關人員將根據上述定價政策的初步報價與獨立第三方提供的報價(如有)及可比服務的市場報價進行比較，確保2023年新城框架協議項下物業管理服務及其他增值服務的服務費公平合理；
- iii. 作為內部監控程序的一部分，實施2022年物業服務框架協議及2023年新城框架協議及江蘇新城悅所提供服務的實際數目及金額將由董事會(包括獨立非執行董事)及高級管理層參照與獨立第三方進行類似交易的條款定期監察及審查，而高級管理層將監察及確保實際交易金額不會超逾截至2023年12月31日止年度的2023年新城框架協議項下的服務費年度上限；
- iv. 擁有相關交易權益的董事及／或股東須放棄就決議案投票；
- v. 本集團須竭力遵循上市規則第十四A章有關持續關連交易的相關申報、年度審閱、公告及獨立股東批准規定；

As the highest applicable percentage ratios in respect of the transactions contemplated under the 2023 Seazen Framework Agreement is more than 5%, the transactions contemplated thereunder are subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. For further details, please refer to the announcement of the Company dated 28 October 2022 and the circular of the Company dated 14 December 2022.

In order to ensure that the terms of the property management services provided by Jiangsu Xinchengyue are not less favourable than those available from independent third parties, the Group has adopted, among others, the following measures:

- i. the pricing policy for all the continuing connected transactions of the Group will be supervised and monitored by the management and relevant personnel of the Group to ensure the relevant continuing connected transactions are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its Shareholders as a whole;
- ii. before entering into any subsidiary agreement in connection with the 2023 Seazen Framework Agreement, the management and relevant personnel of the Group will compare a preliminary quotation based on the pricing policy as described above with those provided by independent third parties (if any) and market quotations for comparable services, so as to ensure that the service fees of the property management services and other value-added services contemplated under the 2023 Seazen Framework Agreement are fair and reasonable;
- iii. as part of the internal control procedures, the implementation of the 2022 Property Services Framework Agreement and 2023 Seazen Framework Agreement and the actual number and amount of services provided by Jiangsu Xinchengyue will be monitored and reviewed by the Board (including the independent non-executive Directors) and the senior management on a regular basis, with reference to terms of similar transactions with the independent third parties, and the senior management will monitor and ensure the actual transaction amount does not exceed the annual cap of the service fees under the 2023 Seazen Framework Agreement for the year ended 31 December 2023;
- iv. the Director(s) and/or the Shareholder(s) with an interest in the relevant transaction(s) shall abstain from voting in respect of the resolution(s);
- v. the Group shall use the best endeavour to comply with the relevant reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules for the continuing connected transactions;

- vi. 本公司將委聘其外部核數師審閱2023年新城框架協議項下本集團與江蘇新城悅之間的交易，確保交易金額於年度上限內，且交易已根據2023年新城框架協議所載條款及上市規則進行；及
 - vii. 本集團將於年報及賬目適當披露江蘇新城悅於各財務期間提供物業管理服務的交易，連同獨立非執行董事就交易是否按一般商業條款進行、是否屬公平合理及符合本公司及股東整體利益得出的結論(提供依據)。
- vi. the Company will engage its external auditor to review the transactions between the Group and Jiangsu Xinchengyue under the 2023 Seazen Framework Agreement, to ensure that the transactions amount are within the Annual Cap and the transactions are conducted in accordance with the terms set out in the 2023 Seazen Framework Agreement and the Listing Rules; and
 - vii. the Group will duly disclose in the annual reports and accounts the transactions of provision of property management services by Jiangsu Xinchengyue during each financial period, together with the conclusions (with basis) drawn by the independent non-executive Directors whether the transactions are conducted on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

本集團年內進行的持續關連交易已遵循本公司於2021年10月28日的公告所披露的訂價政策及支付條款。本公司內部審核部門已審查持續關連交易及內部監控程序的充足性及有效性，並將審查結果提供予獨立非執行董事以協助彼等進行年度審閱。獨立非執行董事亦向管理層作適當查詢，確保彼等具備足夠資訊審閱交易及內部監控程序。全體獨立非執行董事已確認交易乃按以下方式進行：

1. 在本集團一般及日常業務過程中進行；
2. 按一般商業條款或不遜於本集團就與獨立第三方獲取或提供服務可從獨立第三方所獲得條款進行；及
3. 根據與上述持續關連交易的相關協議進行，其條款屬公平合理且符合股東的整體利益。

本公司已委聘其核數師根據上市規則第14A.56條就本集團截至2022年12月31日止年度披露的持續關連交易進行報告。

The Group has followed the pricing policies and payment terms, as disclosed in the announcement published by the Company on 28 October 2021, of the continuing connected transactions conducted during the year. The internal audit department of the Company reviewed the continuing connected transactions and the adequacy and effectiveness of the internal control procedures, and provided the findings to the independent non-executive Directors to assist them in performing their annual reviews. The independent non-executive Directors also made appropriate enquiries with the management to ensure that they have sufficient information to review the transactions and the internal control procedures. All independent non-executive Directors confirmed that the transactions were entered into:

1. in the ordinary and usual course of business of the Group;
2. under normal commercial terms or not less favourable terms that the Group receives or provides services from an independent third party or obtains from an independent third party; and
3. in accordance with the agreements related to the above continuing connected transactions, the terms of which are fair and reasonable and in the interest of the Shareholders as a whole.

The Company has engaged its auditor to report on the disclosed continuing connected transactions of the Group for the year ended 31 December 2022 in accordance with Rule 14A.56 of the Listing Rules.

董事會報告

Report of the Directors

根據所進行的工作，本公司核數師向董事會確認，概無發現任何使彼等相信所披露的持續關連交易：

1. 未經董事會批准；
2. 就本集團提供貨品或服務所涉及的交易，在各重大方面並無按照本集團的定價政策進行；
3. 在所有重大方面，未根據規管該等交易的相關協議訂立；及
4. 已超逾本公司就截至2022年12月31日止年度設定的年度上限，如其日期為2021年10月28日的公告所披露。

本公司確認，其於截至2022年12月31日止年度已遵守上市規則第十四A章項下的披露規定。

股份獎勵計劃

於2019年11月1日，董事會決議採納股份獎勵計劃。

1. 宗旨

股份獎勵計劃的宗旨為：(i)肯定本公司僱員（「僱員」）所作出的貢獻及獎勵僱員對本集團未來的長期發展繼續作出重大貢獻；及(ii)吸引及挽留可能對本集團成長及發展有益的優秀僱員。

2. 管理

股份獎勵計劃由董事會根據股份獎勵計劃規則（「計劃規則」）管理。

Based on the work performed, the auditor of the Company confirmed to the Board that nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions:

1. have not been approved by the Board;
2. for transactions involving the provision of goods or services by the Group, were not, in all material respects, in accordance with the pricing policies of the Group;
3. were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
4. have exceeded the annual cap as set by the Company for the year ended 31 December 2022 disclosed in its announcement dated 28 October 2021.

The Company confirmed that it had complied with the disclosure requirements under Chapter 14A of the Listing Rules during the year ended 31 December 2022.

SHARE AWARD SCHEME

On 1 November 2019, the Board has resolved to adopt the Share Award Scheme.

1. Objectives

The objectives of the Share Award Scheme are: (i) to recognize the contribution of employees of the Company (the “**Employees**”) and to provide incentives for the Employees to continuously make substantial contributions for the Group’s long-term growth in the future; and (ii) to attract and retain talented Employees who may be beneficial to the growth and development of the Group.

2. Administration

The Share Award Scheme is subject to the administration of the Board in accordance with the rule of the Share Award Scheme (the “**Scheme Rules**”).

3. 股份獎勵計劃的參與者

董事會根據股份獎勵計劃的規則選定參與該計劃的僱員。

4. 計劃上限

董事會就管理股份獎勵計劃而委任的受託人(「受託人」)(為獨立第三方)可購買的最高股份數目累計不得超過本公司於2019年11月1日全部已發行股本的0.5%，即29,495,000股股份(佔本報告日期本公司已發行股份約0.42%)。

5. 各參與者於股份獎勵計劃下的最高權益

各參與者於股份獎勵計劃下的最高權益並無限制。

6. 獎勵股份授予價格

獎勵股份(如有)的授予價應由董事會全權酌情釐定，並應載於向承授人發出的授予通知。

7. 投票權

受託人、董事會以及授權代表(由董事會通過普通決議案的方式委任，授權其就股份獎勵計劃的一切事宜及信託日常管理的其他事宜向受託人發出指示或通知(「授權代表」)不得行使以信託(由信託契約所構成)(「信託」)形式持有的任何股份附帶的投票權。

3. Participants of the Share Award Scheme

The employee(s) selected by the Board pursuant to the rules of the Share Award Scheme to participate in the scheme.

4. Scheme Limit

The aggregated maximum number of Shares that the trustee (who is an independent third party) appointed by the Board to manage the Share Award Scheme (the “Trustee”) may purchase must not exceed 0.5% of the total share capital in issue of the Company on 1 November 2019, i.e. 29,495,000 Shares (representing approximately 0.42% of the issued shares of the Company as at the date of this report).

5. Maximum entitlement of each participant under the Share Award Scheme

There is no limit of maximum entitlement of each participant under the Share Award Scheme.

6. Grant Price of Awarded Shares

The grant price of the Award Shares (if any) shall be determined by the Board at its sole discretion, and shall be set out in the grant notice issued to the grantees.

7. Voting Rights

The Trustee, the Board and the authorised representatives appointed by the Board by passing ordinary resolutions delegated with authority to give instructions or notices to the Trustee on all matters in connection with the Share Award Scheme and other matters in the routine administration of the Trust (the “Authorised Representatives”) shall not exercise any voting rights attached to any Shares held on the trust constituted by the Trust Deed (the “Trust”).

8. 限制

股份獎勵計劃下的董事會根據計劃規則選定參與股份獎勵計劃的僱員(「**選定僱員**」)獲授的獎勵股份歸僱員個人所有且不得轉讓。選定僱員均不得以任何方式出售、轉讓、抵押未歸屬獎勵股份或就該等股份設置任何產權負擔。選定僱員無權享有由董事會根據計劃規則授予的未歸屬股份數目(「**獎勵股份**」)所附帶的任何權利，包括但不限於該等獎勵股份歸屬前的任何投票權及分紅權。倘任何董事或授權代表掌握有關本公司未經公佈的內幕消息，或董事根據上市規則的任何守則或規定或任何不時適用的法律被禁止進行買賣，則不得向受託人付款，亦不得向受託人作出根據股份獎勵計劃購買股份的指示。此外，董事會不得於上市規則或本公司採納的任何相關守則或證券交易限制禁止的期間內向任何董事授出任何獎勵股份。

9. 操作

根據股份獎勵計劃，董事會或授權代表可不时指示受託人從公開市場購入現有股份，並主要根據本集團整體業績表現及僱員作出的貢獻，決定授出獎勵股份的時間、選定僱員名單、獎勵股份數量、歸屬日期和歸屬條件等。除非董事會另行酌情決定，否則受託人將持有獎勵股份，直至該等股份按計劃規則歸屬於選定僱員為止。

10. 歸屬及失效

除非董事會另行酌情決定，否則發生下列情況，受託人於信託中代選定僱員持有的相關獎勵股份不能歸屬於相關選定僱員：(i) 選定僱員因任何原因不再為選定僱員；或(ii) 計劃規則規定的其他情況。發生上述任何事件後，已授出但未歸屬於選定僱員的獎勵股份將根據計劃規則返還至信託。倘選定僱員在歸屬日期前任何時間的正常退休日期退休，則該選定僱員的所有獎勵股份應被視為於其正常退休日期之前一天歸屬。

8. Restrictions

The Awarded Shares awarded to the employee(s) selected by the Board pursuant to the Scheme Rules to participate in the Share Award Scheme (the “**Selected Employee(s)**”) under the Share Award Scheme shall be personal to such Employee and shall not be transferable. Each of the Selected Employees shall not sell, transfer, pledge or create any encumbrance by any means in respect of the unvested Awarded Shares. The Selected Employees are not entitled to any rights attached to the unvested such number of Shares awarded by the Board pursuant to the Scheme Rules (the “**Awarded Shares**”), including but not limited to any voting right and entitlement to dividends that have accrued prior to the vesting of such Awarded Shares. If any Director or Authorised Representative possesses unpublished inside information in relation to the Company, or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws from time to time, no payment shall be made to the Trustee and no instructions to acquire Shares shall be given to the Trustee under the Share Award Scheme. Further, the Board shall not award any Awarded Shares to any Director during the periods in which dealing in Shares is prohibited pursuant to the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

9. Operation

Pursuant to the Share Award Scheme, the Board or the Authorised Representatives may from time to time instruct the Trustee to purchase the existing Shares in the open market, and determine, among other things, the timing of awards, list of Selected Employees, number of Awarded Shares, Vesting Dates and conditions of vesting mainly based on the overall results and performance of the Group and contributions made by the Employees. Unless otherwise determined by the Board at its discretion, the Trustee shall hold Awarded Shares until such Shares are vested in the Selected Employees in accordance with the Scheme Rules.

10. Vesting and Lapse

Unless otherwise determined by the Board at its discretion, the relevant Awarded Shares held by the Trustee on behalf of the Selected Employees on Trust shall not vest in the relevant Selected Employee in the following circumstances: (i) the Selected Employee ceases to be a Selected Employee for whatever reason; or (ii) other circumstances as provided in the Scheme Rules. Upon occurrence of any of the above circumstances, any Awarded Shares awarded but have not been vested in the Selected Employee will be returned to the Trust in accordance with the Scheme Rules. In respect of a Selected Employee who retires at his normal retirement date at any time prior to a Vesting Date, all the Awarded Shares of such Selected Employee shall be deemed to be vested on the day immediately prior to his retirement at his normal retirement date.

11. 期限及終止

除非董事會提前終止，否則股份獎勵計劃自2019年11月1日採納之日起直至2029年10月31日十年內有效。於本報告日期，股份獎勵計劃的剩餘年期約為六年又七個月。

下表披露於報告期內根據股票獎勵計劃授予的本公司獎勵股份之變動情況。除下文所述者外，截至2022年12月31日止年度，概無根據股份獎勵計劃授出、歸屬或失效的獎勵股份。

參與者姓名	Name of Participant	每股獎勵股份 應付授予價格 (港元)(附註1) Grant price payable per Awarded Shares (HKD) (Note 1)	授出日期 Date of Grant	獎勵股份數目 Number of Awarded Shares	於2022年 1月1日 已授出但未歸屬 Granted but unvested as at 1 January 2022	於報告期內 歸屬的 獎勵股份數目 Number of Shares during the Reporting Period	於報告期內 失效的 獎勵股份數目 Number of Shares during the Reporting Period	於報告期內註銷 獎勵股份數目 Number of Shares during the Reporting Period	於2022年 12月31日 已授出但未歸屬 Granted but unvested as at 31 December 2022
(a) 董事	(a) Directors								
呂小平先生	Mr. Lv Xiaoping		2020年9月1日 1 September 2020 (Note 2)						
		4.31	(附註2)	2,500,000	750,000	750,000 ³	0	0	0
陸忠明先生	Mr. Lu Zhongming		2020年9月1日 1 September 2020 (Note 2)						
		4.31	(附註2)	2,000,000	600,000	600,000 ³	0	0	0
章晟曼先生	Mr. Zhang Shengman		2020年9月1日 1 September 2020 (Note 2)						
		4.31	(附註2)	2,000,000	600,000	600,000 ³	0	0	0
(b) 最高薪個人 (不包括董事)	(b) Top highest paid individual (excluding Directors)		2020年9月1日 1 September 2020 (Note 2)						
		4.31	(附註2)	1,000,000	300,000	300,000 ³	0	0	0
合計	Total			7,500,000	2,250,000	2,250,000	0	0	0

附註

Notes

- 授出價應於相關獎勵股份歸屬時支付。
 - 待達成董事會設定的相關表現目標後，40%的獎勵股份將於2020年10月31日歸屬，30%的獎勵股份將於2021年10月31日歸屬，及30%的獎勵股份將於2022年10月31日歸屬。
 - 緊接報告期內獎勵股份歸屬日期前，股份的加權平均收市價為人民幣1.38元。
- The grant price shall be payable upon the vesting of the relevant Award Shares.
 - Subject to the fulfilment of the relevant performance targets set out by the Board, 40% of the Award Shares shall be vested on 31 October 2020, 30% of the Award Shares shall be vested on 31 October 2021, and 30% of the Award Shares shall be vested on 31 October 2022.
 - The weighted average closing price of the shares immediately before the date on which the Award Shares were vested during the reporting period was RMB1.38.

11. Duration and Termination

Unless early terminated by the Board, the Share Award Scheme shall be effective for ten years from the adoption date of 1 November 2019 and up to 31 October 2029. As at the date of this report, the remaining life of the Share Award Scheme was around six years and seven months.

The following table discloses movement in the Company's Awarded Shares which were granted under the Share Award Scheme during the reporting period. Save as to below, during the year ended 31 December 2022, no Awarded Shares were granted, vested, or lapsed under the Share Award Scheme.

董事會報告

Report of the Directors

於本報告日期，受託人可根據股份獎勵計劃購買的餘下數目股份為733,674股股份，佔本報告日期本公司已發行股份約0.1%。於本報告日期，根據股份獎勵計劃可供進一步授出的股份總數為21,995,000股股份，佔本公司已發行股份約0.3%。

有關股份獎勵計劃項下獎勵股份的進一步詳情載於合併財務報表附註20。

購股權計劃

股東於2012年11月6日通過書面決議案有條件採用購股權計劃。

1. 宗旨

購股權計劃旨在令本公司向合資格參與者授出購股權作為彼等對本集團的貢獻或潛在貢獻的激勵或回報。

2. 合資格參與者

董事會可酌情決定授出購股權以行使價認購董事會可能釐定的相關數目新股份：

- (i) 本公司或其任何子公司的任何全職及兼職僱員、行政人員或高級人員；
- (ii) 本公司或其任何子公司的任何董事（包括非執行董事及獨立非執行董事）；
- (iii) 本公司或其任何子公司的任何顧問、諮詢人士、供應商、客戶及代理；及
- (iv) 董事會全權認為將會或已經向本集團作出貢獻的其他人士。

As at the date of this report, the remaining number of Shares which may be purchased by the Trustee pursuant to the Share Award Scheme was 733,674 Shares, representing approximately 0.1% of the issued shares of the Company as at the date of this report. The total number of Shares which is available for being further awarded under the Share Award Scheme was 21,995,000 Shares, representing approximately 0.3% of the issued shares of the Company as at the date of this report.

Further details of Awarded Shares under the Share Award Scheme are set out in note 20 to the consolidated financial statements.

SHARE OPTION SCHEME

The Share Option Scheme conditionally adopted by the written resolutions of the Shareholders passed on 6 November 2012.

1. Purpose

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution or potential contribution to the Group.

2. Eligible Participants

The Board may, at its discretion, offer to grant an option to subscribe for such number of new shares as the Board may determine an exercise price for:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including non-executive Directors and independent non-executive Directors) of the Company or any of its subsidiaries;
- (iii) any advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries; and
- (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group.

3. 接納所提呈的購股權

本公司於有關接納日期或之前收到由受讓人正式簽署構成接納購股權的要約文件副本連同付予本公司0.10港元的款項作為授出購股權的代價後，購股權即被視作已授出及已獲受讓人接納。該等款項於任何情況均不得退還。就任何提呈授出可認購股份的購股權而言，接納購股權所涉及的股份數目可少於提呈授出購股權所涉及的股份數目，惟接納的股份數目須為股份在聯交所買賣的一手單位或其完整倍數，且有關數目在構成接納購股權要約文件副本中清楚列明。倘授出購股權的要約未於規定的接納日期獲接納，則視為已不可撤銷地拒絕要約。

4. 股份數目上限

根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目（包括已授出但不論已行使或尚未行使的購股權所涉及的股份）上限合共不得超過上市日期當日已發行股份總數（但不計及因超額配售權獲行使而可能發行的任何股份）的10%（定義見招股章程），即566,800,000股股份（「計劃上限」），佔本報告日期本公司已發行股份約8.02%。

5. 向任何個別人士授出購股權的數目上限

在任何過去十二個月期間直至授出日期根據購股權計劃及本公司任何其他購股權計劃向每名合資格參與者授出的購股權（包括已行使、尚未行使及根據購股權計劃或本公司任何其他計劃已授出及獲接納的購股權股份所涉及但後來已註銷的股份）獲行使時已發行及可能須予發行的股份總數，不得超過已發行股份的1%。

3. Acceptance of an offer of options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the options duly signed by the grantee, together with a remittance in favour of the Company of HKD0.10 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date. Such payment shall in no circumstances be refundable. Any offer to grant an option to subscribe for shares may be accepted in respect of less than the number of shares for which it is offered provided that it is accepted in respect of a board lot for dealing in shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

4. Maximum number of Shares

The maximum number of shares in respect of which options may be granted (including shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue on the date of Listing (but taking no account of any shares which may be issued under the exercise of the Over-allotment Option (as defined in the prospectus)), being 566,800,000 Shares (the “**Scheme Limit**”), representing approximately 8.02% of the issued shares of the Company as at the date of this report.

5. Maximum number of options to any one individual

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised, outstanding options and shares which were the subject of options which have been granted and accepted under the Share Option Scheme or any other scheme of the Company but subsequently cancelled to each eligible participant in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue.

6. 購股權行使價

根據購股權計劃授出任何特定購股權所涉及股份的行使價由董事會全權決定，惟該價格不得低於下列最高者：

- (i) 股份於購股權授出日期(須為聯交所進行證券交易的日子)聯交所每日報價表所示收市價；
- (ii) 股份於緊接購股權授出日期前五個營業日聯交所每日報價表所示平均收市價；及
- (iii) 股份面值。

7. 向關連人士授出購股權

向本公司董事、主要行政人員或主要股東或彼等各自任何聯繫人士授出任何購股權，須經獨立非執行董事(不包括為購股權受讓人的任何獨立非執行董事)批准。

8. 授出購股權的時間限制

在發生影響股價事件後或作出影響股價的決定後，本公司不可授出購股權，直至影響股價資料已公佈為止。尤其於緊接下列兩個日期中較早發生者前一個月至實際刊發業績公佈日期止期間，本公司不可授出購股權：(i)董事會會議日期；及(ii)本公司刊發任何年度、半年度、季度或其他中期業績公佈的最後期限。

9. 權利屬受讓人個人所有

受讓人不可亦不得嘗試以任何形式就任何購股權進行出售、轉讓、押記、抵押、設置產權負擔或為任何第三方設立任何(法定或實益)權益(除受讓人可指定一名代名人以其名義就根據購股權計劃所發行的股份辦理登記)。倘違反上述條件，本公司將有權註銷任何已授予該受讓人的尚未行使購股權或其任何部分。

6. Exercise price of options

The exercise price of a share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, except that such price will not be less than the highest of:

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

7. Granting options to connected persons

Any grant of options to a Director, chief executive or substantial Shareholder of the Company or any of their respective associates is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options).

8. Restrictions on the times of grant of options

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting; and (ii) the deadline for the Company to publish an announcement of the results for any year, or half-year, or quarterly or other interim period and ending on the date of actual publication of the results announcement.

9. Rights are personal to grantee

No grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any option or attempt so to do (except that the grantee may nominate a nominee in whose name the shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle the Company to cancel any outstanding options or any part thereof granted to such grantee.

10. 行使購股權的時間及購股權計劃的期限

購股權可根據購股權計劃的條款於購股權視為已授出並獲接納日期後及自該日起十年屆滿前期間隨時行使。購股權的行使期由董事會全權酌情釐定，且不得超過授出購股權日期起計十年。於本公司當時的唯一股東批准購股權計劃日期（「採納日期」）起十年後（即直至2022年11月5日）不得授出購股權。除非本公司經由股東大會或經由董事會提前終止，否則購股權計劃自採納日期起十年內有效。受讓人或須於一段最短期限內持有購股權及／或完成董事會當時規定的任何表現目標後，方可行使購股權計劃項下授予的任何購股權。

本公司有權發行購股權，惟根據購股權計劃將授出的所有購股權獲行使後可能發行的股份總數，不得超過上市日期已發行股份的10%。本公司可隨時在股東批准及發出通函後按照上市規則更新此限額，惟根據本公司所有購股權計劃已授出但尚未行使的所有發行在外的購股權獲行使後將予發行的股份總數，不得超過當時已發行股份的30%。

於2022年1月1日及於2022年12月31日，根據購股權計劃可授出的購股權數目分別為3,592,500份及零。

於2022年12月31日，根據購股權計劃已授出但仍未行使的購股權的股份數目為11,730,255股，相當於2022年12月31日本公司已發行股本總數約0.17%。

購股權計劃已於2022年11月5日屆滿，其後不得根據購股權計劃授出其他購股權。

10. Time of exercise of option and duration of the Share Option Scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, and no option may be exercised after it has been granted for more than ten years. No option may be granted for more than ten years after the date of approval of the Share Option Scheme by the then sole Shareholder of the Company (the “**Adoption Date**”) (i.e. up to 5 November 2022). Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of ten years from the Adoption Date. A grantee may be required to hold an option for a minimum period and/or achieve any performance targets as the Board may then specify before any options granted under the Share Option Scheme can be exercised.

The Company shall be entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme does not exceed 10% of the Shares in issue on the date of Listing. The Company may at any time refresh such limit, subject to the Shareholders’ approval and issue of a circular in compliance with the Listing Rules, provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issue at the time.

The number of options available for grant under the Share Option Scheme was 3,592,500 as at 1 January 2022 and nil as at 31 December 2022 respectively.

As at 31 December 2022, the numbers of Shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 11,730,255, representing approximately 0.17% of the total issued share capital of the Company as at 31 December 2022.

The Share Option Scheme has expired on 5 November 2022, and no further options may be granted under the Share Option Scheme thereafter.

董事會報告

Report of the Directors

下表披露於報告期內，購股權計劃項下授出的本公司購股權的變動：

The following table discloses movement in the Company's share options, which were granted under the Share Option Scheme, during the reporting period:

參與者姓名 或種類	授出日期	每股行使價 (港元)	行使期間	購股權數目						於2022年 12月31日 尚未行使
				於2022年 1月1日 尚未行使	於報告期內 授予	於報告期內 行使	於報告期內 註銷	於報告期內 失效	於報告期內 調整	
Name or category of participant	Date of Grant	Exercise price per share (HKD)	Exercise period	Outstanding as at 1 January 2022	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Adjusted during the Reporting Period	Outstanding as at 31 December 2022
(a) 董事										
(a) Directors										
呂小平先生 Mr. Lv Xiaoping	1/11/2019	8.62	1/11/2020 至 31/10/2023	1,500,000	-	-	-	-	4,007	1,504,007
陸忠明先生 Mr. Lu Zhongming	1/11/2019	8.62	1/11/2020 至 31/10/2023	1,200,000	-	-	-	-	3,205	1,203,205
章晟曼先生 Mr. Zhang Shengman	1/11/2019	8.62	1/11/2020 至 31/10/2023	1,200,000	-	-	-	-	3,205	1,203,205
小計 Sub-total				3,900,000	-	-	-	-	10,417	3,910,417
(b) 本公司僱員 (b) Employees of the Company	1/11/2019	8.62	1/11/2020 至 31/10/2023	8,919,000	-	-	-	1,122,990	23,828	7,819,838
總計 Total				12,819,000	-	-	-	1,122,990	34,245	11,730,255

附註1：購股權自有關歸屬日期(就此而言，購股權將予歸屬之日期的各有關日期，下文統稱為「歸屬日期」)起至2023年10月31日有效。

Note 1: The share options are valid from the relevant Vesting Date (for this purpose, the date of each such date on which the Share Options are to vest being hereinafter referred to as a "Vesting Date") to 31 October 2023.

附註2：緊接2019年11月1日(即根據購股權計劃的購股權授出日期(定義見報告))前，本公司股份的收市價為8.29港元。

Note 2: The closing price of the shares of the Company immediately before 1 November 2019, being the date of grant of the share option under the Share Option Scheme (as defined in the Reports), was HKD8.29.

附註3：於2022年1月27日，購股權計劃項下購股權的行使價及數目因供股而調整。調整後，授予董事呂小平先生、陸忠明先生及章晟曼先生的購股權行使價由每股股份8.620港元調整至8.597港元，而於未行使購股權獲行使後將予發行的股份數目則由12,819,000股調整至12,853,245股。有關進一步詳情，請參閱本年報「供股」一節。

Note 3: On 27 January 2022, the exercise price and the number of share options under the Share Option Scheme were adjusted as a result of the Rights Issue. After the adjustments, the exercise price of options granted to Mr. Lv Xiaoping, Mr. Lu Zhongming and Mr. Zhang Shengman, Directors, was adjusted from HKD8.620 to HKD8.597 per share, and the number of Shares to be issued upon exercise of the outstanding Share Options was adjusted from 12,819,000 to 12,853,245. Please refer to the section headed "Rights Issue" in this annual report for more details.

歸屬日期
Vesting Date

將予歸屬之購股權之百分比
Percentage of Share Options to vest

2020年11月1日 1 November 2020	已授出購股權總數之40% 40% of the total number of share options granted
2021年11月1日 1 November 2021	已授出購股權總數之30% 30% of the total number of share options granted
2022年11月1日 1 November 2022	已授出購股權總數之30% 30% of the total number of share options granted

根據購股權計劃授出的購股權詳情載列於合併財務報表附註20。

Details of share options granted under the Share Option Scheme are set out in Note 20 to the consolidated financial statements.

附屬公司股票激勵計劃

本公司的子公司新城控股(其A股於上海證券交易所上市(股份代號:601155))的股票激勵計劃項下的股票期權計劃(「附屬公司股票期權計劃」)及限制性股票激勵計劃(「附屬公司限制性股票激勵計劃」)已於2019年10月30日(「2019年股東特別大會」)獲股東批准,並經2019年11月13日新城控股第二屆董事會第二十二次會議審議通過進行了部分調整。

A. 附屬公司股票期權計劃

1. 附屬公司股票期權計劃目的

附屬公司股票激勵計劃的目的乃為進一步建立、健全新城控股長效激勵機制,吸引和留住優秀人才,充分激勵新城控股董事、高級管理層、中層管理人員及核心骨幹的積極性,有效地將新城控股的股東利益、新城控股利益和管理層個人利益結合在一起,使各方共同關注新城控股的長遠發展。

SUBSIDIARY SHARE INCENTIVE SCHEME

The share option scheme (the “**Subsidiary Share Option Scheme**”) and the restricted share incentive scheme (the “**Subsidiary Restricted Incentive Scheme**”) under the Share Incentive Scheme of Seazen Holdings, a subsidiary of the Company with its A Shares listed on the Shanghai Stock Exchange (stock code: 601155) was approved by the Shareholders on 30 October 2019 (the “**2019 EGM**”), and has been partially adjusted after being considered and approved by the twenty-second meeting of the second session of the board of directors of Seazen Holdings on 13 November 2019.

A. Subsidiary Share Option Scheme

1. Purpose of the Subsidiary Share Option Scheme

The purpose of the Subsidiary Share Incentive Scheme is to further establish and improve Seazen Holdings’ long-term incentives mechanism, attract and retain quality talents, fully motivate the directors, senior and middle management and key personnel of Seazen Holdings, and effectively integrate the shareholders’ interests of Seazen Holdings, Seazen Holdings’ interests and individual interests of the management such that the parties will make joint efforts for Seazen Holdings’ long-term development.

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2. 合資格參與者

附屬公司股票期權計劃涉及的激勵對象共計108人，包括：

1. 新城控股董事及高級管理層；及
2. 新城控股中層管理人員及核心骨幹。

附屬公司股票期權計劃涉及的激勵對象不包括新城控股獨立董事、監事及單獨或合計持有新城控股5%以上A股（「A股」）的股東或實際控制人及彼等各自的配偶、父母及／或子女。

3. 提呈之附屬公司股票期權計劃項下可供發行的A股股份總數及其代表的新城控股已發行股本百分比

新城控股擬根據附屬公司股票期權計劃向激勵對象授予1,556.88萬份購股權，涉及的標的股票種類為人民幣A股普通股，佔於2019年股東特別大會日期新城控股股本總額225,672.4186萬股的0.69%。其中，經2019年11月14日新城控股公佈所作出的調整，首次授予1,417.2萬份，佔於2019年股東特別大會日期新城控股股本總數225,672.4186萬股的0.63%，佔本次授予購股權總數的91.03%；預留139.68萬份，佔於2019年股東特別大會日期新城控股股本總額225,672.4186萬股的0.06%。

於2022年1月1日及2022年12月31日，附屬公司股票期權計劃項下可供授出的股票期權數目分別為零及零（附屬公司股票期權計劃已於2022年12月31日屆滿）。

於2022年12月31日，根據附屬公司股票期權計劃已授出但未發行的A股數目為7,240,800股，相當於2022年12月31日新城控股已發行股本總數約0.32%。

附屬公司股票期權計劃於2022年12月31日屆滿後，(i)不得根據附屬公司股票期權計劃進一步授出股票期權；及(ii)所有已授出但尚未歸屬或行使的股票期權應予註銷。

2. Eligible Participants

There are a total of 108 participants under the Subsidiary Share Option Scheme, including:

1. Directors and senior management of Seazen Holdings; and
2. middle management and key personnel of Seazen Holdings.

The participants under the Subsidiary Share Option Scheme shall exclude independent Directors, supervisors of Seazen Holdings and Shareholders who individually or in aggregate hold more than 5% of the A Shares of Seazen Holdings (the "A Shares") or the de facto controllers and their respective spouse, parents and/or children.

3. Total number of A shares available for issue under the Subsidiary Share Option Scheme and percentage of the issued share capital of Seazen Holdings that it represents

Seazen Holdings intends to grant 15,568,800 share options under the Subsidiary Share Option Scheme to the participants, and the underlying shares of the share options are RMB ordinary A Shares, representing 0.69% of the total share capital of Seazen Holdings (i.e. 2,256,724,186 shares) as at the date of the 2019 EGM, of which, after making the adjustment announced by Seazen Holdings on 14 November 2019, 14,172,000 share options will be granted under the initial grant, representing 0.63% of the total number of shares of Seazen Holdings (i.e. 2,256,724,186 shares) as at the date of the 2019 EGM and 91.03% of the total number of share options under this grant; and 1,396,800 share options will be reserved, representing 0.06% of the total share capital of Seazen Holdings (i.e. 2,256,724,186 shares) as at the date of the 2019 EGM.

The number of share options available for grant under the Subsidiary Share Option Scheme as at 1 January 2022 and 31 December 2022 was nil and nil respectively (the Subsidiary Share Option Scheme has expired on 31 December 2022).

As at 31 December 2022, the numbers of A Shares in respect of which options had been granted and remained outstanding under the Subsidiary Share Option Scheme was 7,240,800, representing approximately 0.32% of the total issued share capital of Seazen Holdings as at 31 December 2022.

Following the expiry of the Subsidiary Share Option Scheme on 31 December 2022, (i) no further options shall be granted under the Subsidiary Share Option Scheme; and (ii) all options granted but not yet vested or exercised shall be cancelled.

4. 每位激勵對象的最高A股權益

概無激勵對象通過全部有效的股權激勵計劃獲授的新城控股A股超過且不會超過新城控股總股本的1%。

5. 附屬公司股票期權計劃的有效期及根據購股權必須承購股份之期限

附屬公司股票期權計劃有效期自購股權授予登記完成之日起至激勵對象獲授的購股權全部行權或註銷之日止，最長不超過54個月。

6. 購股權於可行使前必須持有之最短期間

首次授予的購股權行權期及各期行權時間安排如下表所示：

4. Maximum entitlement of A Shares of each participant

None of the A Shares of Seazen Holdings granted through all valid equity incentive schemes held by each of the Participants above exceeded or will exceed 1% of the total share capital of Seazen Holdings.

5. Validity period of the Subsidiary Share Option Scheme and the Period within which the shares must be taken up under an option

The validity period of the Subsidiary Share Option Scheme shall commence from the registration completion date of grant of the share options and end on the date on which all of the share options granted to the participants have been exercised or cancelled, which shall not exceed 54 months.

6. Minimum period for which an option must be held before it can be exercised

The following table sets forth the exercise period of the share options under the initial grant and the exercise schedule for each tranche:

行權安排 Exercise arrangement	行權時間 Exercise Duration	行權比例 Exercise proportion
第一個行權期 First exercise period	自授予登記完成之日起12個月後的首個交易日起至授予登記完成之日起24個月內的最後一個交易日當日止 Commencing on the first trading day after expiry of the 12-month period from the registration completion date of the grant and ending on the last trading day of the 24-month period from the registration completion date of the grant	40%
第二個行權期 Second exercise period	自授予登記完成之日起24個月後的首個交易日起至授予登記完成之日起36個月內的最後一個交易日當日止 Commencing on the first trading day after expiry of the 24-month period from the registration completion date of the grant and ending on the last trading day of the 36-month period from the registration completion date of the grant	30%
第三個行權期 Third exercise period	自授予登記完成之日起36個月後的首個交易日起至授予登記完成之日起48個月內的最後一個交易日當日止 Commencing on the first trading day after expiry of the 36-month period from the registration completion date of the grant and ending on the last trading day of the 48-month period from the registration completion date of the grant	30%

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預留授予的購股權行權期及各期行權時間安排如下表所示：

The following table sets forth the exercise period of the share options under the reserved grant and the exercise schedule for each tranche:

行權安排 Exercise arrangement	行權時間 Exercise Duration	行權比例 Exercise proportion
第一個行權期 First exercise period	自授予登記完成之日起18個月後的首個交易日起至授予登記完成之日起30個月內的最後一個交易日當日止 Commencing on the first trading day after expiry of the 18-month period from the registration completion date of the grant and ending on the last trading day of the 30-month period from the registration completion date of the grant	50%
第二個行權期 Second exercise period	自授予登記完成之日起30個月後的首個交易日起至授予登記完成之日起42個月內的最後一個交易日當日止 Commencing on the first trading day after expiry of the 30-month period from the registration completion date of the grant and ending on the last trading day of the 42-month period from the registration completion date of the grant	50%

7. 接納購股權的應付金額及應支付款項期間

首次授予的購股權的行權價格為每股人民幣27.40元。款項應根據上述行權期支付。概無需就接納購股權支付款項。

7. Amount payable on acceptance of an option and the period within which payment shall be made

The exercise price of the share options under the initial grant is RMB27.40 per share. The payment shall be payable in accordance with the exercise period above. No payment is required for acceptance of the grant of the options.

8. 行使價的確定依據

首次授予的購股權行權價格不低於A股票面金額，且不低於下列價格較高者：

- (i) 該公告日期前1個交易日的新城控股A股均價(前1個交易日A股總成交額/前1個交易日A股總成交量)，為每股人民幣27.40元；及
- (ii) 該公告日期前20個交易日的新城控股A股均價(前20個交易日A股總成交額/前20個交易日A股總成交量)，為每股人民幣26.13元。

8. Basis of determination of the exercise price

The exercise price of the share options under the initial grant shall not be lower than the par value of the A Shares, and shall be not less than the higher of the followings:

- (i) the average price of the A Shares of Seazen Holdings for the last trading day preceding the date of the announcement (the total transaction value of the A Shares for the last trading day/total trading volume of the A Shares for the last trading day), being RMB27.40 per share; and
- (ii) the average price of the A Shares of Seazen Holdings for the last 20 trading days preceding the date of the announcement (the total transaction value of the A Shares for the last 20 trading days/total trading volume of the A Shares for the last 20 trading days), being RMB26.13 per share.

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預留授予的購股權的行權價格不低於A股票面金額，且不低於下列價格較高者：

- (i) 預留部分購股權授予新城控股董事會決議公告前1個交易日的新城控股A股均價；及
- (ii) 預留部分購股權授予新城控股董事會決議公告前20個交易日、60個交易日或者120個交易日的新城控股A股均價。

The exercise price of the share options under the reserved grant shall not be lower than the par value of the A Shares, and shall be not less than the higher of the following:

- (i) the average price of the A Shares of Seazen Holdings for the last trading day preceding the date of the announcement on the resolution of the Seazen Holdings Board on the share options under the reserved grant; and
- (ii) the average price of the A Shares of Seazen Holdings for the last 20, 60 or 120 trading days preceding the date of the announcement on the resolution of the Seazen Holdings Board on the share options under the reserved grant.

9. 附屬公司股票期權計劃的剩餘年期

附屬公司股票期權計劃有效期自購股權行權登記完成之日起至激勵對象獲授的購股權已獲行使／全部解除限售或回購註銷之日止，最長不超過54個月。附屬公司股票期權計劃已於2022年12月31日屆滿。

下表載列於截至2022年12月31日止年度附屬公司股票期權計劃項下已授出購股權的變動及於年初及年末未行使的購股權：

9. Remaining life of the Subsidiary Share Option Scheme

The validity period of the Subsidiary Share Option Scheme shall commence on the completion date of registration of Shares Option exercised and end on the date on which all of the share options granted to the participants have been exercised/unlocking all restrictions or cancelled, which shall not exceed 54 months. The Subsidiary Share Option Scheme has expired on 31 December 2022.

The following table sets out the movements of the number of share options granted under the Subsidiary Share Option Scheme during the year ended 31 December 2022 and the outstanding share options at the beginning and end of the year:

參與者姓名或種類	授出日期 ⁽¹⁾	每股行使價 (人民幣) ^{(2)&(3)}	行使期間	購股權數目					於2022年 12月31日 尚未行使 ⁽⁵⁾
				Number of share options	於2022年 1月1日 尚未行使	於報告期內 授予	於報告期內 行使	於報告期內 註銷	
Name or category of participant	Date of Grant ⁽¹⁾	Exercise price per share (RMB) ^{(2)&(3)}	Exercise period	Outstanding as at 1 January 2022	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at 31 December 2022 ⁽⁵⁾

(a) 新城控股董事

(a) Directors of Seazen Holdings

曲德君先生 Mr. Qu Dejun	08/05/2020 ⁽¹⁾	28.22	02/12/2021 至 01/12/2023	328,000	-	164,000 ⁽⁴⁾	164,000	-	-
梁志誠先生 Mr. Liang Zhicheng	13/11/2019 ⁽¹⁾	23.65 ⁽²⁾	24/12/2020 至 23/12/2023	196,800	-	98,400 ⁽⁴⁾	98,400	-	-

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參與者姓名或種類	授出日期 ⁽¹⁾	每股行使價 (人民幣) ^{(2)&(3)}	購股權數目						於2022年 12月31日 尚未行使 ⁽⁵⁾
			行使期間	於2022年 1月1日 尚未行使	於報告期內 授予	於報告期內 行使	於報告期內 註銷	於報告期內 失效	
Name or category of participant	Date of Grant ⁽¹⁾	Exercise price per share (RMB) ^{(2)&(3)}	Exercise period	Outstanding as at 1 January 2022	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at 31 December 2022 ⁽⁵⁾
(b) 新城控股高級管理層									
(b) Senior management of Seazen Holdings									
管有冬先生 Mr. Guan Youdong	13/11/2019 ⁽¹⁾	23.65 ⁽²⁾	24/12/2020 至 23/12/2023	152,400	-	-	152,400	-	-
陳鵬先生 Mr. Chen Peng	13/11/2019 ⁽¹⁾	23.65 ⁽²⁾	24/12/2020 至 23/12/2023	72,600	-	36,300 ⁽⁴⁾	36,300	-	-
其他員工 Other employees	13/11/2019 ⁽¹⁾	23.65 ⁽²⁾	24/12/2020 至 23/12/2023	6,309,000	-	3,132,900 ⁽⁴⁾	3,176,100	-	-
	08/05/2020 ⁽¹⁾	28.22 ⁽³⁾	02/12/2021 至 01/12/2023	182,000	-	91,000 ⁽⁴⁾	91,000	-	-
總計 Total				7,240,800	-	3,522,600	3,718,200	-	-

附註1：新城控股之股份於緊接授出日期（即截至2019年11月13日）前之收市價為人民幣33.28元。

Note 1: The closing price of the shares of Seazen Holdings immediately before the date of grant (i.e. as of 13 November 2019) was RMB33.28.

新城控股之股份於緊接第二次購股權授出日期（即2020年5月8日）之前的收市價為人民幣31.11元。

The closing price of the shares of Seazen Holdings immediately before the date of the second grant of the share option (i.e. 8 May 2020) was RMB31.11.

附註2：股票期權第一個行權期行權價格由每股人民幣27.40元調整為每股人民幣25.70元。

Note 2: The exercise price for the first exercise period of the share option is adjusted from RMB27.40 per share to RMB25.70 per share.

附註3：第二個行權期行權價由人民幣25.70元調整為人民幣23.65元。預留授予股票期權的第一個行權期行權價格由人民幣31.97元調整為人民幣28.22元。

Note 3: The exercise price for the second exercise period was adjusted from RMB25.70 to RMB23.65. The exercise price for the first exercise period for the share options reserved for grant was adjusted from RMB31.97 to RMB 28.22.

附註4：緊接報告期內行使購股權日期前，股份的加權平均收市價為人民幣36.07元。

Note 4: The weighted average closing price of the shares immediately before the date on which the options were exercised during the reporting period was RMB36.07.

附註5：附屬公司股票期權計劃已於2022年12月31日到期。

Note 5: The Subsidiary Share Option has expired on 31 December 2022.

根據附屬公司股票期權計劃授出的股票期權詳情載於合併財務報表附註20。

B. 附屬公司限制性股票激勵計劃

1. 附屬公司限制性股票激勵計劃的目的

附屬公司限制性股票激勵計劃的目的為進一步建立及健全新城控股的長效激勵機制，吸引及留住優秀人才，充分調動新城控股董事、高級管理人員、中層管理人員及核心人員的積極性，有效地結合新城控股的股東利益、新城控股的利益及管理層的個人利益，使各方共同關注新城控股的長遠發展。

2. 合資格參與者

於2022年12月31日，附屬公司限制性股票激勵計劃合共有108名激勵對象，包括：

1. 新城控股的董事及高級管理人員；及
2. 新城控股的中層管理人員及核心骨幹。

附屬公司限制性股票激勵計劃的激勵對象不包括新城控股的獨立董事、監事及單獨或合計持有新城控股5%以上A股的股東或實際控制人及彼等各自的配偶、父母及／或子女。

Details of share options granted under the Subsidiary Share Option Scheme are set out in Note 20 to the consolidated financial statements.

B. Subsidiary Restricted Incentive Scheme

1. Purpose of the Subsidiary Restricted Incentive Scheme

The purpose of the Subsidiary Restricted Incentive Scheme is to further establish and improve Seazen Holdings' long-term incentives mechanism, attract and retain quality talents, fully motivate the directors, senior and middle management and key personnel of Seazen Holdings, and effectively integrate the shareholders' interests of Seazen Holdings, Seazen Holdings' interests and individual interests of the management such that the parties will make joint efforts for Seazen Holdings' long-term development.

2. Eligible Participants

As at 31 December 2022, there are a total of 108 participants under the Subsidiary Restricted Incentive Scheme, including:

1. directors and senior management of Seazen Holdings; and
2. middle management and key personnel of Seazen Holdings.

The participants under the Subsidiary Restricted Incentive Scheme shall exclude independent Directors, supervisors of Seazen Holdings and Shareholders who individually or in aggregate hold more than 5% of the A Shares of Seazen Holdings or the de facto controllers and their respective spouse, parents and/or children.

3. 於本年報日期提呈的附屬公司限制性股票激勵計劃項下可供授予的A股股份總數及其所佔已發行股本的百分比

新城控股擬根據附屬公司限制性股票激勵計劃向激勵對象授予11,663,600股新城控股限制性股票(「**限制性股票**」)，佔於2019年股東特別大會日期新城控股股本總額2,256,724,186股的0.69%。其中，經2019年11月14日新城控股公佈所作出的調整後，首次授予14,172,000份股票期權，佔於2019年股東特別大會日期新城控股股份總數2,256,724,186股的0.63%及佔本次授予的限制性股票總數的90.43%；並預留1,116,600股，佔於2019年股東特別大會日期新城控股股本總額2,256,724,186股的0.06%。

附屬公司限制性股票激勵計劃授予的限制性股票為新城控股自二級市場回購的A股股票。

附屬公司限制性股票激勵計劃於2022年12月31日期後，(i)不得根據該計劃進一步授出限制性股票；(ii)已授出但仍然限售的所有限制性股票不會解除限售，並將由新城控股根據附屬公司限制性股票激勵計劃的條款回購。

4. 每位激勵對象的最高A股權益

上述任何一名激勵對象通過全部有效的股權激勵計劃獲授的新城控股A股均不超過亦不會超過新城控股總股本的1%。

5. 附屬公司限制性股票激勵計劃的有效期

附屬公司限制性股票激勵計劃的有效期自限制性股票授予登記完成之日起至激勵對象獲授的限制性股票全部解除限售或回購及註銷之日止，最長不得超過54個月。

附屬公司限制性股票激勵計劃已於2022年12月31日屆滿。

3. Total number of A shares available for grant under the Subsidiary Restricted Incentive Scheme and percentage of the issued share capital that it represents as at the date of this annual report

Seazen Holdings intended to grant 11,663,600 restricted shares of Seazen Holdings (the “**Restricted Shares**”) under the Subsidiary Restricted Incentive Scheme to the participants, representing 0.69% of the total share capital of Seazen Holdings (i.e. 2,256,724,186 shares) as at the date of the 2019 EGM, of which, after making the adjustment announced by Seazen Holdings on 14 November 2019, 14,172,000 share options shall be granted under the initial grant, representing 0.63% of the total number of shares of Seazen Holdings (i.e. 2,256,724,186 shares) as at the date of the 2019 EGM and 90.43% of the total number of Restricted Shares under this grant; and 1,116,600 was reserved, representing 0.06% of the total share capital of Seazen Holdings (i.e. 2,256,724,186 shares) as at the date of the 2019 EGM.

The Restricted Shares granted under the Subsidiary Restricted Incentive Scheme are A shares that Seazen Holdings has repurchased from the secondary market.

Following the expiration of the Subsidiary Restricted Incentive Scheme on 31 December 2022, (i) no further Restricted Shares shall be granted under the scheme; and (ii) all the Restricted Shares already granted but remained under lock-up shall not be unlocked, and would be repurchased by Seazen Holdings in accordance with the terms of the Subsidiary Restricted Incentive Scheme.

4. Maximum entitlement of A Shares of each participant

None of the A Shares of Seazen Holdings granted through all valid equity incentive schemes of Seazen Holdings held by each of the Participants above exceeded or will exceed 1% of the total share capital of Seazen Holdings.

5. Validity period of the Subsidiary Restricted Incentive Scheme

The validity period of the Subsidiary Restricted Incentive Scheme shall commence from the registration completion date of grant of the Restricted Shares and end on the date on which all of the Restricted Shares granted to the participants have been unlocked or repurchased and cancelled, which shall not exceed 54 months.

The Subsidiary Restricted Incentive Scheme has expired on 31 December 2022.

6. 限制性股票的限售期及解除限售安排

附屬公司股票激勵計劃首次授予的限制性股票的限售期為自授予登記完成之日起12個月、24個月及36個月；預留授予的限制性股票的限售期為自授予登記完成之日起18個月及30個月。激勵對象根據附屬公司股票激勵計劃獲授的限制性股票於限售期內不得轉讓、用於擔保或償還債務。激勵對象因獲授的尚未解除限售的限制性股票而自資本公積轉增股本、派發股票紅利及股票拆細獲取的股份應根據附屬公司限制性股票激勵計劃進行鎖定。

解除限售期後，新城控股為滿足解除限售條件的激勵對象辦理解除限售事宜，未滿足解除限售條件的激勵對象持有的限制性股票應由新城控股購回。

下表列載首次授予的限制性股票的限售期及各批限制性股票的解除限售時間表：

6. Restricted period of the Restricted Shares and the unlocking arrangement

The restricted periods of the Restricted Shares under the initial grant under the Subsidiary Share Incentive Scheme are 12 months, 24 months and 36 months from the registration completion date of grant; the restricted periods of the Restricted Shares under the reserved grant are 18 months and 30 months from the registration completion date of grant. The Restricted Shares granted to the Participants under the Subsidiary Share Incentive Scheme are not transferable, or used as guarantee or for repayment of debts during the restricted period. The shares obtained by the Participants arising from capitalisation issue, bonus issue and sub-division due to the grant of Restricted Shares not yet unlocked to them shall be subject to locking in accordance with the Subsidiary Restricted Incentive Scheme.

Upon unlocking of the Restricted Period, Seazen Holdings shall proceed with the unlocking for the Participants who satisfy the unlocking conditions, and the Restricted Shares held by the Participants who do not satisfy the unlocking conditions shall be repurchased by Seazen Holdings.

The following table sets forth the lock-up period of the Restricted Shares under the initial grant and the unlocking schedule for each tranche:

解除限售安排	解除限售時間	解除限售比例
Unlocking arrangement	Unlocking time	Unlocking proportion
第一批解除限售	自授予登記完成之日起12個月後的首個交易日起至授予登記完成之日起24個月內的最後一個交易日當日止	40%
First tranche of unlocking	Commencing on the first trading day after expiry of the 12-month period from the registration completion date of the grant and ending on the last trading day of the 24-month period from the registration completion date of the grant	40%
第二批解除限售	自授予登記完成之日起24個月後的首個交易日起至授予登記完成之日起36個月內的最後一個交易日當日止	30%
Second tranche of unlocking	Commencing on the first trading day after expiry of the 24-month period from the registration completion date of the grant and ending on the last trading day of the 36-month period from the registration completion date of the grant	30%
第三批解除限售	自授予登記完成之日起36個月後的首個交易日起至授予登記完成之日起48個月內的最後一個交易日當日止	30%
Third tranche of unlocking	Commencing on the first trading day after expiry of the 36-month period from the registration completion date of the grant and ending on the last trading day of the 48-month period from the registration completion date of the grant	30%

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下表列載各批預留授予的限制性股票的解除限售時間表：

The following table sets forth the unlocking schedule for each tranche of the Restricted Shares under the reserved grant:

解除限售安排	解除限售時間	解除限售比例
Unlocking arrangement	Unlocking time	Unlocking proportion
第一批解除限售	自授予登記完成之日起12個月後的首個交易日起至授予登記完成之日起24個月內的最後一個交易日當日止	50%
First tranche of unlocking	Commencing on the first trading day after expiry of the 12-month period from the registration completion date of the grant and ending on the last trading day of the 24-month period from the registration completion date of the grant	50%
第二批解除限售	自授予登記完成之日起24個月後的首個交易日起至授予登記完成之日起36個月內的最後一個交易日當日止	30%
Second tranche of unlocking	Commencing on the first trading day after expiry of the 24-month period from the registration completion date of the grant and ending on the last trading day of the 36-month period from the registration completion date of the grant	30%

7. 限制性股票的解除限售條件

限售期滿，且同時滿足相關條件時，包括達致相關新城控股財務業績指標及個人業績指標，激勵對象獲授的限制性股票方可解除限售。有關進一步詳情，請參閱本公司日期為2019年10月9日之通函。

7. Conditions of unlocking of Restricted Shares

The Restricted Shares granted to the Participants can be unlocked upon expiry of the restricted period and satisfaction of the relevant conditions, including achieving the relevant financial performance indicators and individual performance indicators of Seazen Holdings. For further details, please refer to the circular of the Company dated 9 October 2019.

8. 限制性股票的授出價

首次授予的限制性股票的授出價為每股人民幣13.70元。在滿足授予條件的情況下，激勵對象可以每股人民幣13.70元購買新城控股的回購股份。

8. Grant price of the Restricted Shares

The grant price of the Restricted Shares under the initial grant is RMB13.70 per share. Upon satisfaction of grant conditions, the Participants may purchase the repurchased shares of Seazen Holdings at RMB13.70 per share.

釐定首次授予的限制性股票授出價的基準

首次授予的限制性股票授予價格不得低於A股票面金額，且不得低於下列價格較高者：

- (i) 建議採納附屬公司股票激勵計劃的公告日期前最後1個交易日的新城控股A股平均價格(每股人民幣27.40元)的50%(最後1個交易日A股交易總額/最後1個交易日A股交易總量)，為每股人民幣13.70元；及
- (ii) 建議採納附屬公司股票激勵計劃的公告日期前最後20個交易日的新城控股A股平均價格(為每股人民幣26.13元)的50%(最後20個交易日A股交易總額/最後20個交易日A股交易總量)，為每股人民幣13.07元。

預留授予的限制性股票授予價格不低於A股票面金額，且不得低於下列價格較高者：

- (i) 預留授予限制性股票的新城控股董事會決議公告日期前最後1個交易日的新城控股A股平均價格的50%；及
- (ii) 預留授予限制性股票的新城控股董事會決議公告前最後20個交易日、60個交易日或120個交易日的新城控股A股平均價格的50%。

Basis for determination of grant price of the Restricted Shares under the initial grant

The grant price of the Restricted Shares under the initial grant shall not be lower than the par value of the A Shares, and shall be not less than the higher of the following:

- (i) 50% of the average price of the A Shares of Seazen Holdings for the last trading day preceding the date of the announcement of the proposed adoption of the Subsidiary Share Incentive Scheme (the total transaction value of the A Shares for the last trading day/total trading volume of the A Shares for the last trading day), being RMB27.40 per share, which is RMB13.70 per share; and
- (ii) 50% of the average price of the A Shares of Seazen Holdings for the last 20 trading days preceding the date of the announcement of the proposed adoption of the Subsidiary Share Incentive Scheme (the total transaction value of the A Shares for the last 20 trading days/total trading volume of the A Shares for the last 20 trading days), being RMB26.13 per share, which is RMB13.07 per share.

The grant price of the Restricted Shares under the reserved grant shall not be lower than the par value of the A Shares, and shall be not less than the higher of the following:

- (i) 50% of the average price of the A Shares of Seazen Holdings for the last trading day preceding the date of announcement on the resolution of the board of directors of Seazen Holdings on the Restricted Shares under the reserved grant; and
- (ii) 50% of the average price of the A Shares of Seazen Holdings for the last 20, 60 or 120 trading days preceding the date of announcement on the resolution of the board of directors of Seazen Holdings on the Restricted Shares under the reserved grant.

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下表列載於截至2022年12月31日止年度附屬公司限制性股票激勵計劃項下已授出的限制性股票的變動(附註)。

The following table sets out the movements of the number of Restricted Shares granted under the Subsidiary Restricted Incentive Scheme during the year ended 31 December 2022(Notes).

激勵對象姓名	授出日期	每股A股 授予價格 (人民幣)	限制性 股票數目	截至2022年	報告期內	報告期內	報告期內	於2022年
				1月1日已授予 但被限售的 限制性股票的 數目	已解除限售的 限制性股票的 數目	報告期內 已失效的 限制性股票數目	報告期內 已註銷的 限制性股票數目	12月31日 已授予被限售 限制性股票數目
Name of participant	Date of grant	Grant price per A Share (RMB)	Number of Restricted Shares	Number of Restricted Shares granted but locked as at 1 January 2022	Number of Restricted Shares unlocked during the Reporting Period	Number of Restricted Shares lapsed during the Reporting period	Number of Restricted Shares cancelled during the Reporting period	Number of Restricted Shares granted by locked as at 31 December 2022
(a) 新城控股董事								
(a) Directors of Seazen Holdings								
梁志誠先生	2019年11月13日	13.70	600,000	180,000	0	0	180,000	0
Mr. Liang Zhicheng	13 November 2019							
曲德君先生	2020年5月8日	15.98	600,000	300,000	0	0	300,000	0
Mr. Qu Dejun	8 May 2020							
(b) 新城控股高級管理層								
(b) Senior management of Seazen Holdings								
管有冬先生	2019年11月13日	13.70	450,000	135,000	0	0	135,000	0
Mr. Guan Youdong	13 November 2019							
陳鵬先生	2019年11月13日	13.70	178,000	53,400	0	0	53,400	0
Mr. Chen Peng	13 November 2019							
(c) 其他員工	2019年11月13日	13.70	9,141,000	2,248,800	0	0	2,248,800	0
(c) Others employees	13 November 2019							
	2020年5月8日	15.98	267,000	133,500	0	0	133,500	0
	8 May 2020							
總計			11,236,000	3,050,700	0	0	3,050,700	0
Total								

附註：附屬公司限制性股票激勵計劃已於2022年12月31日到期。

Note: The Subsidiary Restricted Incentive Scheme has expired on 31 December 2022.

慈善捐款

截至2022年12月31日止年度，本集團作出約人民幣39.88百萬元(2021年：人民幣61.3百萬元)的慈善及其他捐款。

審核委員會

審核委員會已與管理層及外聘核數師審閱本集團採納的會計準則及政策以及截至2022年12月31日止年度經審核合併財務報表。

有關控股股東特殊表現契諾之貸款協議

本集團於2019年4月發行一期四年期2億美元6.15%的優先票據、於2020年8月發行一期四年期2.5億美元6.0%的優先票據及於2021年1月發行一期四年六個月期3億美元4.45%的優先票據(「票據」)。據此，倘發生(其中包括)獲許可持有人(定義見下文)為合共擁有本公司少於50.1%總投票權之實益擁有人且王曉松先生不再擔任董事長(如適用)且同時發生信用評級下調事件，則本公司將提呈購回所有未償還票據，購買價等於票據本金的101%另加截至(但不包括)購回日期止的應計及未付利息(如有)。有關維持擁有權水平以及董事會成員的組成的要求導致上市規則第13.18條項下的披露責任。

在此段落，「獲許可持有人」指下列任何或全部法人：

- (i) 王振華先生；
- (ii) 王振華先生之任何聯屬人士；
- (iii) 王振華先生之信託、遺產及任何直系家庭成員(如適用)或其法律代表；及
- (iv) 其股本及其投票權股份(或倘為信託，其實益權益)由王振華先生或其聯屬人士擁有80%或以上之任何法人。

於2022年6月11日，本公司已悉數償還一期二年期4億美元6.45%的優先票據。上述票據已從新加坡證券交易所正式名單中註銷及除牌。

CHARITABLE DONATIONS

During the year ended 31 December 2022, the Group made charitable and other donations of approximately RMB39.88 million (2021: RMB61.3 million).

AUDIT COMMITTEE

The Audit Committee had reviewed together with the management and external auditor the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2022.

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDERS

The Group successfully issued a tranche of four-year USD200 million 6.15% senior notes in April 2019, a tranche of four-year USD250 million 6.0% senior notes in August 2020 and a tranche of four-year-and-six-month USD300 million 4.45% senior notes in January 2021 (the “Notes”). Pursuant to which the Company will make an offer to repurchase all outstanding Notes at a purchase price equal to 101% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to (but not including) the repurchase date, upon the occurrence of, among other things, the Permitted Holders (defined below) are the beneficial owners of less than 50.1% of the total voting power of the voting stock of the Company and Mr. Wang Xiaosong ceases to be the chairman of the Board (if applicable) accompanied by a rating decline. Such requirements as to the maintenance of the level of ownership in and composition of the members of the Board result in the disclosure obligation under Rule 13.18 of the Listing Rules.

In this paragraph, “Permitted Holders” means any or all of the followings:

- (i) Mr. Wang Zhenhua;
- (ii) any affiliate of Mr. Wang Zhenhua;
- (iii) the trust, estate and any immediate family member (if applicable) of Mr. Wang Zhenhua or the legal representative thereof; and
- (iv) any legal person of both the capital stock and the voting stock of which (or in the case of a trust, the beneficial interests in which) are owned 80% or more by Mr. Wang Zhenhua or any of his affiliates.

On 11 June 2022, the Company has fully repaid the tranche of two-year USD400 million 6.45% senior notes. The said notes has been cancelled and delisted from the official list of the Singapore Stock Exchange.

董事證券交易的行為守則

本公司已採納上市規則附錄十所載的標準守則，作為其有關董事進行證券交易之操守準則。經向全體董事作出特定查詢後，各董事確認彼於截至2022年12月31日止年度已遵守標準守則。

企業管治常規

本集團致力於保持企業管治的高標準，以保障股東的權益及提升企業價值與問責性。本公司一直採納聯交所證券上市規則附錄十四的企業管治守則（「企業管治守則」）所載的守則規定。本公司於截至2022年12月31日止年度一直遵守企業管治守則所有適用守則條文。本公司將繼續檢討及監管其企業管治常規，以確保遵守企業管治守則。

足夠公眾持股量

根據本公司可公開的資料及就董事所知，截至本年報日期，本公司已發行股本總額中至少25%（聯交所規定及根據上市規則所准許的最低公眾持股百分比）一直由公眾持有。

核數師

羅兵咸永道會計師事務所於截至2022年12月31日止年度一直擔任本公司核數師。

羅兵咸永道會計師事務所將於應屆股東週年大會上退任，惟其合資格並願意獲續聘連任。有關續聘羅兵咸永道會計師事務所為本公司核數師的決議案，將於應屆股東週年大會上提呈。

本公司的核數師於過去三年概無變動。

CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries with all the Directors, each of the Directors has confirmed that he has complied with the Model Code for the year ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules of the Stock Exchange as its own code of corporate governance. The Company has complied with all applicable code provisions of the CG Code throughout the year ended 31 December 2022. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the knowledge of the Directors, at least 25% of the Company's total issued share capital, being the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, are held by the public at all times as of the date of this annual report.

AUDITOR

PricewaterhouseCoopers has acted as auditor of the Company for the year ended 31 December 2022.

PricewaterhouseCoopers shall retire at the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution for the reappointment of PricewaterhouseCoopers as auditor of the Company will be proposed at the forthcoming AGM.

The auditor of the Company has not changed in the past three years.

報告期內重大事項

修訂組織章程大綱及章程細則

於2022年4月14日，本公司公佈建議修訂本公司組織章程大綱及細則，以(i)反映上市規則經修訂附錄三項下的新規定(已於2022年1月1日生效)並與其保持一致；(ii)為本公司舉行股東大會提供靈活性；及(iii)作出若干其他行文上改動(「建議修訂」)。建議修訂其後於2022年6月23日舉行的本公司股東週年大會上獲股東批准。

發行優先綠色票據

於2022年5月30日，新城環球有限公司(新城控股的海外子公司)完成發行於2023年6月1日到期本金總額為100,000,000美元的7.95%優先綠色票據。有關發行詳情，請參閱本公司日期為2022年5月31日的公告。

贖回優先票據

於2022年6月10日，本公司已於到期日前悉數贖回6.45%優先票據(於2022年6月11日到期)本金額400,000,000美元另加應計利息。有關贖回詳情，請參閱本公司日期為2022年6月10日的公告。

配售現有股份及根據一般授權先舊後新確認購新股份

於2022年12月10日，富域香港、本公司、Citi及海通(與Citi統稱「配售代理」)訂立配售及認購協議，據此：(a)富域香港同意委聘配售代理作為代理，而配售代理同意個別(而非共同或共同及個別)盡最大努力促使不少於六名買方按配售價每股股份3.50港元購買銷售股份；及(b)富域香港同意認購，而本公司同意按認購價(相當於配售價)向富域香港配發及發行新股份(其數目應與富域香港根據配售及認購協議實際出售的銷售股份數目相同)。認購股份面值為560,000港元。認購價淨額(扣除本公司承擔的所有相關成本及開支後)約為每股3.47港元。

MATERIAL EVENTS DURING THE REPORTING PERIOD

Amendments to the Memorandum and Articles of Association

On 14 April 2022, the Company announced the proposed amendments to the memorandum and articles of association of the Company to (i) reflect and align with the new requirements under the amended Appendix 3 to the Listing Rules which have come into effect on 1 January 2022; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make certain other housekeeping changes (the “**Proposed Amendments**”). The Proposed Amendments were subsequently approved by the Shareholders at the annual general meeting of the Company held on 23 June 2022.

Issuance of Senior Green Notes

On 30 May 2022, New Metro Global Limited (新城環球有限公司), an overseas subsidiary of Seazen Holdings, completed the issuance of the 7.95% senior green notes in the aggregate principal amount of US\$100,000,000 which will mature on 1 June 2023. For details of the issuance, please refer to the announcement of the Company dated 31 May 2022.

Redemption of Senior Notes

On 10 June 2022, the Company has fully redeemed the 6.45% senior notes (to be matured on 11 June 2022) of the principal amount of US\$400,000,000 together with all accrued interests thereon before the maturity date. For details of the redemption, please refer to the announcement of the Company dated 10 June 2022.

Placing of Existing Shares and Top-up Subscription of New Shares under General Mandate

On 10 December 2022, Wealth Zone Hong Kong, the Company, Citi and Haitong (together with Citi, the “**Placing Agents**”) entered into the Placing and Subscription Agreement, pursuant to which: (a) Wealth Zone Hong Kong agreed to appoint the Placing Agents as agents, and the Placing Agents agreed to procure, on a several (and not joint or joint and several) and best effort basis, not less than six purchasers to purchase the Sale Shares at the Placing Price of HKD3.50 per share; and (b) Wealth Zone Hong Kong agreed to subscribe for, and the Company agreed to allot and issue to Wealth Zone Hong Kong, the new Shares (which shall be the same number as the number of Sale Shares actually sold by Wealth Zone Hong Kong pursuant to the Placing and Subscription Agreement) at the Subscription Price. The Subscription Shares have a nominal value of HKD560,000. The net Subscription Price (after deduction of all relevant costs and expenses to be borne by the Company) is approximately HKD3.47 per share.

董事會報告 Report of the Directors

配售事項於2022年12月14日完成，富域香港認購事項則於2022年12月19日完成。有關進一步詳情，請參閱(i)於本年報「其他集資活動」一節；及(ii)本公司日期為2022年12月12日及2022年12月19日的公告。

報告期後事項

董事會副董事長、非執行董事及ESG委員會成員辭任

於2023年2月16日，曲德君先生因無法履行職務而辭任副董事長、非執行董事及ESG委員會成員職務。有關辭任的詳情請參閱本公司日期分別為2023年2月10日及2023年2月16日的公告。

新城控股的建議非公開發行

於2023年3月13日，新城控股的股東特別大會批准建議非公開發行A股，據此，新城控股將發行不多於676,686,800股A股。預期籌集所得款項將不超過人民幣80億元。

代表董事會

董事長
王曉松先生
香港，2023年3月31日

The completion of the Placing took place on 14 December 2022, and the Subscription by Wealth Zone Hong Kong took place on 19 December 2022. For further details, please refer to (i) the section headed “Other fund raising activities” in this annual report; and (ii) the announcements of the Company dated 12 December 2022 and 19 December 2022.

EVENTS AFTER THE REPORTING PERIOD

Resignation of vice-chairman of the Board, non-executive Director and member of the ESG Committee

On 16 February 2023, Mr. Qu Dejun resigned as vice-chairman of the Board, non-executive Director and member of the ESG Committee due to his inability to perform his duties. For details of the resignation, please refer to the announcements of the Company dated 10 February 2023 and 16 February 2023, respectively.

Proposal for the Non-public Issuance by Seazen Holdings

On 13 March 2023, Seazen Holdings's extraordinary general meeting approved the proposal for the non-public issuance of A shares, pursuant to which Seazen Holdings will issue not more than 676,686,800 A shares. It is expected that the proceeds to be raised will not be more than RMB8 billion.

On behalf of the Board

Mr. Wang Xiaosong
Chairman
Hong Kong, 31 March 2023

企業管治報告

Corporate Governance Report

董事會欣然呈報載於本公司截至2022年12月31日止年度年報的本企業管治報告。

企業管治常規

本集團致力於保持企業管治的高標準，以保障股東的權益及提升企業價值與問責性。本公司已採納企業管治守則，作為其本身的企業管治守則。本公司於截至2022年12月31日止年度一直遵守企業管治守則所載的守則條文。本公司將繼續檢討及提升其企業管治常規，以確保遵守企業管治守則。

董事會

職責

董事會負責本集團的整體領導，監督本集團的戰略決策及監控業務與表現。董事會已向本集團高級管理層授予有關本集團日常管理及經營方面的權力及職責。為監督本公司事務的特定方面，董事會已成立四個董事委員會，包括審核委員會、薪酬委員會、提名委員會及ESG委員會（統稱「**董事委員會**」）。董事會已向董事委員會授權彼等各自職權範圍所載的職責。

全體董事須確保彼等各自須以誠信態度執行職責，並遵守適用法例及法規，且始終符合本公司及其股東的利益。

本公司已為本集團董事安排適當的責任保險，以彌償彼等因企業活動所引致的責任。保險範圍將每年進行審閱。

董事會組成

董事會目前由兩名執行董事（即呂小平先生及陸忠明先生）、兩名非執行董事（即王曉松先生（彼亦是董事長）及章晟曼先生）及三名獨立非執行董事（即陳華康先生、朱增進先生及鍾偉先生）組成。該等董事的履歷均載於本年報「董事及高級管理層」一節。董事服務合約的詳情載於本年報董事會報告內。

The Board is pleased to present this corporate governance report in the annual report of the Company for the year ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code as its own code of corporate governance. The Company has complied with the code provisions as set out in the CG Code for the year ended 31 December 2022. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

THE BOARD

Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established four Board committees including the Audit Committee, the Remuneration Committee, the Nomination Committee and the ESG Committee (together, the "**Board Committees**"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

The Company has arranged appropriate liability insurance to indemnify the Group's Directors for their liabilities arising from corporate activities. The insurance coverage will be reviewed on an annual basis.

Board Composition

The Board currently comprises two executive Directors, namely Mr. Lv Xiaoping and Mr. Lu Zhongming, two non-executive Directors, namely Mr. Wang Xiaosong (who is also the chairman of the Board) and Mr. Zhang Shengman, and three independent non-executive Directors, namely Mr. Chen Huakang, Mr. Zhu Zengjin and Mr. Zhong Wei. The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report. The details of the service contract of the Directors are set out in the Report of the Directors of this annual report.

企業管治報告 Corporate Governance Report

誠如截至2022年12月31日止年度年報中所披露，董事會遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事的規定，而其中至少有一名獨立非執行董事擁有適當的專業資格或會計或相關財務管理專長，亦已遵守上市規則第3.10A條有關委任佔董事會人數至少三分之一的獨立非執行董事。

根據上市規則第3.10A條，發行人所委任的獨立非執行董事必須佔董事會成員人數至少三分之一。誠如本年報所披露，本公司目前有三名獨立非執行董事，佔董事會成員人數三分之一，因此本公司符合上市規則第3.10A條。

上市發行人須採納董事會成員多元化政策。本公司已採納董事會成員多元化政策，故符合該守則條文。董事會成員多元化政策概要載列於下文「董事委員會－提名委員會」。

本公司已接獲各位獨立非執行董事根據上市規則規定的獨立身份週年書面確認函。本公司認為，根據上市規則所載的獨立身份指引，全體獨立非執行董事均屬獨立人士。

除本年報所披露者外，各董事與任何其他董事之間概無任何個人關係(包括財務、商業、親屬或其他重大／相關關係)。

全體董事(包括獨立非執行董事)已為董事會的有效運作帶來廣泛有價值的業務經驗、知識及專業技能。獨立非執行董事應邀於審核委員會、薪酬委員會及提名委員會任職。

至於企業管治守則條文規定董事應向發行人披露其於公眾公司或組織擔任職位的數目及性質以及其他重大承擔，亦應披露所涉及的公眾公司或組織的名稱以及其擔任有關職務所涉及的時間，全體董事已同意適時向本公司披露他們的職務承擔及任何變動。

As disclosed in this annual report for the year ended 31 December 2022, the Board met the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise and Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

Under Rule 3.10A of the Listing Rules, issuers are required to appoint independent non-executive Directors representing at least one-third of the Board. As disclosed in this annual report, the Company has three independent non-executive Directors currently representing one-third of the Board and therefore the Company has complied with Rule 3.10A of the Listing Rules.

Listed issuers are required to adopt a board diversity policy. The Company has adopted a board diversity policy and therefore complied with this code provision. A summary of the board diversity policy is set out under “Board Committees – Nomination Committee” below.

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

Save as disclosed in this annual report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Director.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

In regards to the CG Code provision requiring Directors to disclose to the issuer the number and nature of offices held in public companies or organizations and other significant commitments, as well as their identity and an indication of the time involved, all the Directors have agreed to disclose their commitments and any change to the Company in a timely manner.

確保獨立觀點的機制

本公司確保董事會可通過下列機制聽取獨立觀點及意見：

1. 董事會組成及獨立非執行董事的獨立性應經提名委員會每年審閱，特別是部分獨立非執行董事及擔任九年以上獨立非執行董事的獨立性；
2. 本公司根據上市規則第3.13條自各獨立非執行董事收取彼就其於本公司的獨立性所發出的書面確認。本公司認為該等獨立非執行董事皆為獨立人士；
3. 鑒於良好企業管治常規及避免利益衝突，兼任本公司控股股東及/或控股股東若干子公司董事及/或高級管理層的董事會於有關控股股東及/或其聯繫人士的交易的相关董事會決議案中放棄投票；
4. 董事長與獨立非執行董事每年至少會面一次；及
5. 董事會所有成員於必要時可根據本公司政策尋求獨立專業意見以履行彼等職責。

董事會每年檢討有關制度，旨在確保其可聽取獨立觀點及意見，不論是有關獨立非執行董事的比例、招聘及獨立性，以及確保彼等所作貢獻以及有途徑獲取外部獨立專業建議。

Mechanisms to Ensure Independent Views

The Company ensures independent views and input are available to the Board via the below mechanisms:

1. The Board composition and the independence of the independent non-executive Directors should be reviewed by the Nomination Committee on an annual basis, in particular the portion of the independent non-executive Directors and the independence of the independent non-executive director who has served for more than nine years;
2. A written confirmation was received by the Company under Rule 3.13 of the Listing Rules from each of the independent non-executive Directors in relation to his independence to the Company. The Company considers all its independent non-executive directors to be independent;
3. In view of good corporate governance practices and to avoid conflict of interests, the Directors who are also directors and/or senior management of the Company's controlling shareholders and/or certain subsidiaries of the controlling shareholders, would abstain from voting in the relevant Board resolutions in relation to the transactions with the controlling shareholders and/or its associates;
4. The chairman of the Board shall meet with independent non-executive Directors at least once annually; and
5. All members of the Board can seek independent professional advice when necessary to perform their responsibilities in accordance with the Company's policy.

The Board reviews the mechanisms for ensuring independent views and input are available to the Board on an annual basis, whether in terms of proportion, recruitment and independence of independent non-executive Directors, and their contribution and access to external independent professional advice.

入職及持續專業培訓

為協助董事履行他們的職責，每名新委任董事均獲提供必要的入職培訓及資料，以確保其對本公司的營運及業務以及其於相關法規、法律、規則及規例下對彼等的責任有適當程度的了解。本公司亦定期安排研討會，不時向全體董事提供上市規則及其他相關法律及監管規定的最新發展及變更的更新。董事亦會定期提供本公司表現、狀況及前景的更新，使董事會能夠作為一個整體及董事各自履行彼等之職責。聯席公司秘書不時更新並提供有關董事角色、職能及職務的書面培訓材料。

年內，每名董事，即呂小平先生、陸忠明先生、王曉松先生、曲德君先生、章晟曼先生、陳華康先生、朱增進先生及鍾偉先生已收到並研讀該等培訓材料。本公司已接獲全部董事各自就截至2022年12月31日止年度的培訓記錄確認。

董事長及行政總裁

根據企業管治守則第C.2.1條守則規定，主席及行政總裁的角色應分離且由不同人士擔任。本公司董事長和行政總裁的職務分離，分別由王曉松先生和呂小平先生擔任。董事長王曉松先生負責本公司業務戰略和整體發展等重大事項。在聯席公司秘書的協助下，董事長擬備每一個董事會之議程、確保公司良好的企業管治常規及程序均獲全面遵守、確保全體董事獲及時提供足夠及可靠資料，足以應付彼等根據專長作出必要分析所需及鼓勵所有董事積極投入董事會事務，並以身作則，確保董事會行事符合本公司最佳利益。

行政總裁呂小平先生負責管理本集團業務的日常運作。

董事長及行政總裁之角色互相分立，各自有明確職責區分。

Induction and Continuous Professional Development

To assist the Directors in the discharge of their duties, each newly appointed Director will be provided with necessary induction and information to ensure that they have a proper understanding of the Company's operations and businesses as well as their responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide all Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. The Joint Company Secretaries, from time to time, update and provide written training materials relating to the roles, functions and duties of Director.

During the year, each of the Directors, namely Mr. Lv Xiaoping, Mr. Lu Zhongming, Mr. Wang Xiaosong, Mr. Qu Dejun, Mr. Zhang Shengman, Mr. Chen Huakang, Mr. Zhu Zengjin and Mr. Zhong Wei, received and studied these training materials. The Company has received confirmation from all Directors of their respective training records for the year ended 31 December 2022.

Chairman and Chief Executive Officer

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals. The positions of chairman and chief executive officer of the Company are segregated and are held by Mr. Wang Xiaosong and Mr. Lv Xiaoping respectively. The Chairman of the Board, Mr. Wang Xiaosong, is responsible for material matters such as business strategies and overall development of the Company. With the assistance of the Joint Company Secretaries, the Chairman, draws up the agenda for each Board meeting, ensures that good governance practices and procedures are complied with, makes sure that all the Directors are provided with sufficient and reliable information in a timely manner required for necessary analysis based on their expertise and encourages all Directors to make an active contribution to the Board's affairs and take the lead in ensuring that the Board acts in the best interests of the Company.

The chief executive officer, Mr. Lv Xiaoping, is responsible for managing the day-to-day operations of the Group's business.

The roles of the chairman and the chief executive officer are separate and independent, with clear division of responsibilities.

董事的委任及重選

王曉松先生已與本公司訂立委任函，自2021年10月18日起計為期三年，並可根據委任函條款予以終止。

呂小平先生已與本公司訂立委任函，自2022年1月7日起計為期三年，並可根據委任函條款予以終止。

曲德君先生已與本公司訂立服務合約，自2020年3月27日起計為期三年(就其非執行董事之職位)，並可根據委任函條款予以終止。曲德君先生於2023年2月16日辭任非執行董事。有關詳情，請參閱本公司日期分別為2023年2月10日及2023年2月16日之公告。

陸忠明先生已與本公司訂立委任函，自2022年1月7日起計為期三年，並可根據委任函條款予以終止。

章晟曼先生已與本公司訂立服務合約，自2021年3月21日起計為期三年，並可根據服務合約的條款予以終止。

陳華康先生及朱增進先生分別已於2022年11月6日與本公司訂立委任函，期限自2022年11月6日起計為期兩年。

鍾偉先生已於2022年12月3日與本公司訂立委任函，期限自2022年12月3日起計為期兩年。

各董事概無與本集團訂有本集團在一年內倘不支付補償(法定補償除外)則不能終止的服務合約。

Appointment and Re-Election of Directors

Mr. Wang Xiaosong has entered into an appointment letter with the Company for a term of three years commencing from 18 October 2021, and may be terminated in accordance with the terms of the appointment letter.

Mr. Lv Xiaoping has entered into an appointment letter with the Company for a term of three years commencing from 7 January 2022, and may be terminated in accordance with the terms of the appointment letter.

Mr. Qu Dejun has entered into a service contract with the Company for a term of three years commencing from 27 March 2020 (in relation to his position as non-executive Director), and may be terminated in accordance with the terms of the appointment letter. Mr. Qu Dejun resigned as non-executive Director on 16 February 2023. For details, please refer to the announcement of the Company dated 10 February 2023 and 16 February 2023, respectively.

Mr. Lu Zhongming has entered into an appointment letter with the Company for a term of three years commencing from 7 January 2022, and may be terminated in accordance with the terms of the appointment letter.

Mr. Zhang Shengman has entered into a service contract with the Company for a term of three years commencing from 21 March 2021 and may be terminated in accordance with the terms of the service contract.

Mr. Chen Huakang and Mr. Zhu Zengjin have entered into appointment letters respectively with the Company on 6 November 2022, for a term of two years commencing from 6 November 2022.

Mr. Zhong Wei has entered into an appointment letter with the Company on 3 December 2022, for a term of two years commencing from 3 December 2022.

None of the Directors has entered into a service agreement which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

企業管治報告 Corporate Governance Report

根據本公司組織章程細則，全體董事須每三年至少輪值退任一次，且任何因填補臨時職位空缺而獲委任的新任董事須在接受委任後的本公司首屆股東大會上提請其本身供股東進行選舉，而因填補董事會而獲委任的新董事須在接受委任後的本公司下屆股東週年大會上提請其本身供股東進行重選。

董事的委任、重選及罷免的程序及過程乃載於本公司組織章程細則。提名委員會負責檢討董事會組成及監察董事的委任、重選及繼任計劃。

董事會會議

本公司已採納一項定期舉行董事會會議的慣例，即每年至少舉行四次會議及大致每季舉行會議。董事會例行會議通知會於會議舉行前至少14日送呈全體有機會出席會議的董事，並於次例行會議議程內載入有關事宜。就其他董事會及委員會會議而言，本公司一般會發出適當通知。議程及隨附董事會文件將於會議召開前至少3日寄予董事或委員會成員，以確保彼等有充足時間審閱有關文件及充分著手出席會議。倘董事或委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會董事長有關彼等的意見。會議紀錄由聯席公司秘書保存，副本會讓全體董事傳閱，以供參考及記錄。

董事會會議及委員會會議的會議記錄會予詳盡記錄董事會，包括董事會及委員會所考慮的事宜及所達致的決定，及董事提出的任何問題。各董事會會議及委員會會議的會議記錄草擬本將於會議舉行當日後的合理時間內寄送至各董事，以供彼等考慮。董事有權查閱董事會會議的會議記錄。

年內，董事長亦與獨立非執行董事舉行了一次並無其他董事列席的會議。

In accordance with the Company's articles of association, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a causal vacancy shall submit himself/herself for election by Shareholders at the first general meeting of the Company after appointment and new Directors appointed in addition to the Board shall submit himself/herself for re-election by Shareholders at the next following AGM of the Company after appointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Company's articles of association. The Nomination Committee is responsible for reviewing the Board composition, monitoring the appointment, re-election and succession planning of Directors.

Board Meetings

The Company adopted the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying Board papers are despatched to the Directors or committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting. Minutes of meetings are kept by the Joint Company Secretaries with copies circulated to all Directors for information and records.

Minutes of the Board meetings and committee meetings are recorded in sufficient detail including the matters considered by the Board and the committees and the decisions reached, and any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are sent to the Directors for consideration within a reasonable time after the date on which the meeting was held. The minutes of the Board meetings are open for inspection by Directors.

The chairman also held a meeting with the independent non-executive Directors without presence of other Directors during the year.

於截至2022年12月31日止年度，本公司曾舉行5次董事會會議、1次股東週年大會（於2022年6月23日舉行）及1次股東特別大會（於2022年12月29日舉行）。各董事出席該等會議的情況載於下表：

For the year ended 31 December 2022, the Company held 5 Board meetings, 1 annual general meeting (held on 23 June 2022) and an extraordinary general meeting (held on 29 December 2022). The attendance of the individual Directors at these meetings is set out in the table below:

董事	Directors	已出席次數／可出席次數		
		Attended/Eligible to attend		
		董事會會議	股東週年大會	股東特別大會
		Board Meeting	Annual General Meeting	Extraordinary General Meeting
王曉松先生	Mr. Wang Xiaosong	5/5	1/1	1/1
呂小平先生	Mr. Lv Xiaoping	5/5	1/1	1/1
陸忠明先生	Mr. Lu Zhongming	5/5	1/1	1/1
曲德君先生	Mr. Qu Dejun	5/5	1/1	1/1
章晟曼先生	Mr. Zhang Shengman	5/5	1/1	1/1
陳華康先生	Mr. Chen Huakang	5/5	1/1	1/1
朱增進先生	Mr. Zhu Zengjin	5/5	1/1	1/1
鍾偉先生	Mr. Zhong Wei	5/5	1/1	1/1

主持2022年股東週年大會及股東特別大會的執行董事呂小平先生以及出席大會的董事會其他成員均具備足夠能力於大會上回答提問，並已於大會上稱職地回答提問。

Mr. Lv Xiaoping, the executive Director who took the chair of the 2022 annual general meeting and the extraordinary general meeting, together with other members of the Board who attended that meeting, were of sufficient calibre for answering questions at that meeting and had answered questions at that meeting competently.

進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則，作為其有關董事進行證券交易之操守準則。經向全體董事作出特定查詢後，各董事確認彼於截至2022年12月31日止年度已遵守標準守則。

Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Having made specific enquiries with all the Directors, each of the Directors has confirmed that he has complied with the Model Code for the year ended 31 December 2022.

於截至2022年12月31日止年度，本公司亦已採納一套不低於標準守則所訂標準的僱員進行證券交易的操守守則，適用於可能擁有與本公司證券買賣有關的本公司內幕資料之有關僱員。

For the year ended 31 December 2022, the Company has also adopted its code of conduct regarding employees' securities transactions on terms no less exacting than the standards set out in the Model Code for compliance by its relevant employees who are likely to own inside information of the Company in respect of their dealings in the Company's securities.

董事會的授權

董事會對本公司所有重大事宜保留決策權，包括：批准及監督一切政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易（特別是可能牽涉利益衝突者）、財務資料、任命董事及其他主要財務及營運事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔，及鼓勵董事向本公司高級管理層進行獨立諮詢。

本集團的日常管理、行政及營運交予高級管理層負責。授權職能及職責由董事會定期檢討。管理層訂立任何重大交易前須取得董事會批准。

企業管治職能

董事會知悉企業管治乃全體董事的共同責任，而授予提名委員會的企業管治職責包括：

- (i) 制定、檢討及推行本公司的企業管治政策及常規，並向董事會提出建議；
- (ii) 檢討及監察董事及高級管理層培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (iv) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；
- (v) 檢討本公司遵守企業管治守則的情況及於企業管治報告內的披露；及
- (vi) 制定、檢討及監察股東通訊政策的有效推行及適時向董事會提出有助鞏固本公司與股東的關係的建議。

Delegation by the Board

The Board reserves for its decision all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflicts of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors and delegated the corporate governance duties to the Nomination Committee which include:

- (i) to develop, review and implement the Company's policy and practices on corporate governance and make recommendations to the Board;
- (ii) to review and monitor the training and continuous professional development of Directors and senior management;
- (iii) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- (v) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
- (vi) to develop, review and monitor the implementation of the Shareholders' communication policy to ensure its effectiveness, and make recommendations to the Board where appropriate to enhance Shareholders' relationship with the Company.

董事委員會

提名委員會

提名委員會目前包括三名成員，包括一名執行董事及兩名獨立非執行董事，並由一名獨立非執行董事出任主席。提名委員會的成員為朱增進先生(主席)、陸忠明先生及鍾偉先生，大部分成員為獨立非執行董事。

提名委員會的主要職責包括以下方面：

- 檢討董事會的架構、規模及組成，並就任何建議變動提出推薦意見；
- 物色合適人選擔任董事；
- 就董事的委任或連任及繼任計劃向董事會提出推薦意見；及
- 評估獨立非執行董事的獨立性。

提名委員會將按標準評估候選人或現任候選人，如誠信、經驗、技能及投入時間和精力以履行職責及責任的能力。提名委員會的推薦建議隨後將提呈予董事會作出決定，其職權範圍於聯交所及本公司網站可供參閱。本公司的提名政策將在下文「提名政策」一段進一步討論。

為提升董事會的效益及企業管治水平，董事會應保持執行與非執行董事(包括獨立非執行董事)的均衡組合，使董事會高度獨立而可有效發揮獨立的判斷能力。

本公司已採納董事會成員多元化政策並制定可計量目標。提名委員會評估董事會成員在技巧、經驗及多樣的觀點與角度的平衡和結合。在甄選候選人時，將從多樣的觀點與角度出發，包括但不限於考慮年齡、文化及教育背景、專業及行業經驗、技巧、知識、種族、對本公司業務具有不可缺的其他素質，以至候選人能為董事會帶來的優勢及貢獻。董事會將不時審閱該等可計量目標，確保其合適及確認達致該等目標的進度。

BOARD COMMITTEES

Nomination Committee

The Nomination Committee comprises three members, including one executive Director and two independent non-executive Directors. It is chaired by an independent non-executive Director. The members of the Nomination Committee are Mr. Zhu Zengjin (chairman), Mr. Lu Zhongming and Mr. Zhong Wei, the majority of them are independent non-executive Directors.

The principal duties of the Nomination Committee include the following:

- to review the structure, size and composition of the Board and make recommendations regarding any proposed changes;
- to identify suitable candidates for appointment as Directors;
- to make recommendations to the Board on appointment or re-appointment of and succession planning for Directors; and
- to assess the independence of independent non-executive Directors.

The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. Their written terms of reference are available on the websites of the Stock Exchange and the Company. The nomination policy of the Company will be further discussed in the paragraph headed "Nomination policy" below.

With a view to enhance Board effectiveness and corporate governance, the Board should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgment.

The Company adopted the Board Diversity Policy with measurable objectives. The Nomination Committee evaluates the balance and blends of skills, experience and diversity of perspectives of the Board. Selection of candidates is based on a range of diverse perspectives, including but not limited to age, cultural and educational background, professional and industry experience, skills, knowledge, ethnicity and other qualities essential to the Company's business, and merit and contribution that the selected candidates will bring to the Board. The Board will review such measurable objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

企業管治報告 Corporate Governance Report

本公司亦知悉性別多元化的重要性，並根據其本身長處招聘各級員工，不分性別，以確保董事會和高級管理層有男性和女性的潛在繼任人。本公司將確保在2024年12月31日前任命至少一名女性董事。

於2022年12月31日，員工團隊中女性與男性的比例(不包括董事)為37:63。有關性別分佈詳情，請參閱本公司截至2022年12月31日止年度的環境、社會及管治報告。本集團致力於未來盡可能提升員工團隊中的女性比例，管理層會於招聘過程中考慮性別多元化因素。

截至2022年12月31日止年度，提名委員會曾舉行1次會議，提名委員會成員的出席記錄載於下表：

董事	Directors	已出席次數／可出席次數 Attended/Eligible to attend
朱增進先生	Mr. Zhu Zengjin	1/1
鍾偉先生	Mr. Zhong Wei	1/1
陸忠明先生	Mr. Lu Zhongming	1/1

於2022年，提名委員會(其中包括)檢討及評估董事會成員多元化政策的實施狀況、檢討及推行本公司的企業管治政策及常規、檢討及監察本公司遵守上市規則項下企業管治守則的情況及於企業管治報告內的相關披露、評估獨立非執行董事的獨立性及考慮退任董事的重選事宜。

The Company also recognises the importance of gender diversity and recruits employees at all levels based on merits and regardless of gender in order to ensure there is a pipeline of male and female potential successors to the Board and the senior management. The Company will ensure at least one female Director will be appointed by 31 December 2024.

As at 31 December 2022, the ratio of women to men in the workforce (excluding Directors) was 37:63. For details of gender distribution, please refer to the Environmental, Social and Governance Report of the Company for the year ended 31 December 2022. The Group strives to increase the ratio of females in the workforce to the extent possible going forward, with gender diversity factor taking into account by the management during the recruitment process.

For the year ended 31 December 2022, one Nomination Committee meeting was held and the attendance record of the Nomination Committee members is set out in the table below:

In 2022, the Nomination Committee has, among others, reviewed and assessed the implementation of the Board Diversity Policy, reviewed and implemented the Company's policy and practices on corporate governance, reviewed and monitored Company's compliance with the corporate governance codes under the Listing Rules and the relevant disclosure in the corporate governance report, assessed the independence of the independent non-executive Directors and considered the re-appointment of the retiring Directors.

提名政策

本公司所採納提名委員會職權範圍的相關條文被視為本公司提名董事的主要提名標準及原則，該等條文構成本公司的提名政策。提名委員會的職權範圍已上載至本公司網站。

一般而言，提名委員會甄選及推薦董事候選人時將評估(包括但不限於)以下資料及方面：

- (i) 各方面的多元化，其中包括性別、年齡、文化及教育背景、專業經驗、技能、知識及工作經驗；
- (ii) 資歷，包括於本公司業務相關行業的成就及經驗；
- (iii) 是否願意投入足夠時間履行作為董事會成員職責及作為董事的其他責任；
- (iv) 誠信及聲譽；
- (v) 參照上市規則第3.13條所載的因素及提名委員會或董事會認為適當的任何其他因素，評核獨立非執行董事候選人的獨立性；
- (vi) 對董事會的潛在貢獻；及
- (vii) 適用於本集團業務的其他相關因素。

Nomination Policy

The relevant provisions of the Terms of Reference of the Nomination Committee adopted by the Company are regarded as the key nomination criteria and principles of the Company for the nomination of Directors, and these provisions constitute the nomination policy of the Company. The Terms of Reference of the Nomination Committee have been uploaded onto the Company's website.

In general, the Nomination Committee will assess, including but not limited to, the following information and aspects for selecting and recommending candidates for directorship:

- (i) diversity in all aspects, including gender, age, cultural and educational background, professional experience, skills, knowledge and work experience;
- (ii) qualifications, including the achievements and experience in relevant industries related to the business of the Group;
- (iii) willingness to devote sufficient time to perform the duties as member of the Board and other responsibilities as a Director;
- (iv) integrity and reputation;
- (v) independence of candidates for independent non-executive Directors, which is assessed with reference to the factors as set out in Rule 3.13 of the Listing Rules and any other factors deemed as appropriate by the Nomination Committee or the Board;
- (vi) potential contributions to the Board; and
- (vii) other relevant aspects that apply to the business of the Group.

董事提名程序

提名委員會應召開會議，並於會議前邀請董事會成員提名候選人(如有)以供提名委員會審議。提名委員會亦可推薦並非董事會成員提名的候選人；

建議候選人將被要求提交必要的個人資料，連同彼等獲委任為本公司董事的書面同意。提名委員會可在其認為必要的情況下要求候選人提供其他資料及文件。

提名委員會應參考上文所述資料及方面評估建議候選人的適當性，並向董事會作出推薦建議以供審議及批准。

倘於股東大會上重選董事，提名委員會應評估董事向本公司作出的整體貢獻及服務、其於董事會的參與及表現，以及有關董事是否仍能滿足與本公司企業策略相輔相成的要求。

薪酬委員會

薪酬委員會目前包括三名成員，即朱增進先生(主席)、陳華康先生及鍾偉先生，三人均為獨立非執行董事。

薪酬委員會的主要職責包括就執行董事及高級管理層的薪酬政策及架構以及薪酬組合方案作出建議及授出批准／釐定執行董事及高級管理層的薪酬政策架構以及薪酬組合方案。薪酬委員會亦負責設立透明度高的程序，以制定有關薪酬政策及架構，確保概無董事或其任何聯繫人士參與釐定其本身薪酬的決策過程，其薪酬將參考個人表現及本公司業績以及市場慣例及市況而釐定，其職權範圍於聯交所及本公司網站可供參閱。

Nomination procedures for Directors

The Nomination Committee shall call a meeting, and invite nominations of candidates from Board members (if any) for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members;

Proposed candidates will be asked to submit the necessary personal information, together with their written consent to be appointed as a director of the Company. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

The Nomination Committee shall evaluate the proposed candidate's suitability with reference to the information and aspects stated above and make recommendation(s) to the Board's consideration and approval.

In the case of the re-election of a director at the general meeting, the Nomination Committee shall review the overall contribution of the Directors to the Company and their services, their participation and performance within the Board, and whether such Director still meets the needs to complement the Company's corporate strategy.

Remuneration Committee

The Remuneration Committee currently comprises three members, namely Mr. Zhu Zengjin (chairman), Mr. Chen Huakang and Mr. Zhong Wei, three of them are independent non-executive Directors.

The primary duties of the Remuneration Committee include making recommendations on and approving/determining the remuneration policy and structure and remuneration packages of the executive Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for formulating such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions. Their written terms of reference are available on the websites of the Stock Exchange and the Company.

截至2022年12月31日止年度，薪酬委員會曾舉行1次會議，薪酬委員會成員的出席記錄載於下表：

For the year ended 31 December 2022, one Remuneration Committee meeting was held and the attendance record of the Remuneration Committee members is set out in the table below:

董事	Directors	已出席次數／可出席次數 Attended/Eligible to attend
朱增進先生	Mr. Zhu Zengjin	1/1
陳華康先生	Mr. Chen Huakang	1/1
鍾偉先生	Mr. Zhong Wei	1/1

薪酬委員會於2022年討論及檢討本公司董事及高級管理層的服務協議、委任函及薪酬政策，並就個別執行董事及高級管理層的服務協議、委任函及薪酬組合方案向董事會提出建議。

The Remuneration Committee discussed and reviewed the service agreement, appointment letter and remuneration policy for Directors and senior management of the Company during 2022, and made recommendations to the Board on the service agreement, appointment letter and remuneration packages of individual executive Directors and senior management.

於年內支付予本集團高級管理層（不包括董事）的薪酬範圍詳情載列如下：

Details of the remuneration paid to the senior management of the Group (excluding Directors) by band for the year are set out below:

薪酬範圍(港幣千元)	Remuneration band (HKD'000)	個人數目 Number of individuals
4,500至5,000	4,500 to 5,000	1*

* 於本報告日期，該名高級管理層人員已經離任。

* The senior management has resigned as at the date of this report.

審核委員會

審核委員會目前包括三名獨立非執行董事，即陳華康先生(主席)、朱增進先生及鍾偉先生。審核委員會的主要職責包括以下方面：

Audit Committee

The Audit Committee currently comprises all three independent non-executive Directors, namely, Mr. Chen Huakang (chairman), Mr. Zhu Zengjin and Mr. Zhong Wei. The main duties of the Audit Committee include the following:

- 審閱財務報表及報告，並於向董事會提交有關文件前，考慮內部審核部門或外聘核數師所提出的任何重大或不尋常項目；
- 根據核數師履行的工作、彼等的收費及委聘條款檢討與外聘核數師的關係，並就委聘、續聘及撤換外聘核數師向董事會提出推薦建議；及
- 檢討本公司財務申報制度、內部監控制度及風險管理制度及相關程序的充足性及有效性，包括本公司在會計及財務申報職能方面的資源、員工資歷和經驗、培訓課程及預算是否充足。
- to review the financial statements and reports and consider any significant or unusual items raised by the internal audit division or the external auditor before submission to the Board;
- to review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and
- to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system, and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

企業管治報告

Corporate Governance Report

截至2022年12月31日止年度，審核委員會曾舉行2次會議，審核委員會成員的出席記錄載於下表：

For the year ended 31 December 2022, two meetings of the Audit Committee were held and the attendance record of the Audit Committee members is set out in the table below:

董事	Directors	已出席次數／可出席次數 Attended/Eligible to attend
陳華康先生	Mr. Chen Huakang	2/2
朱增進先生	Mr. Zhu Zengjin	2/2
鍾偉先生	Mr. Zhong Wei	2/2

審核委員會於2022年審閱了財務申報系統、合規程序、內部監控(包括本公司在會計及財務申報職能方面的資源、員工資歷和經驗、培訓課程及預算是否充足)、內部監控及風險管理系統、本公司內部審計職能及過程的有效性，以及續聘外聘核數師。董事會並無偏離審核委員會就甄選、委任、辭任或罷免外聘核數師方面提出的任何建議。

The Audit Committee reviewed during the year 2022 the financial reporting system, compliance procedures, internal control (including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions), internal control and risk management systems, the effectiveness of the Company's internal audit function and processes and the re-appointment of the external auditor. The Board had not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

彼等亦審閱了本公司及其子公司於中期及財政年度的中期及末期業績，以及由外聘核數師所編製有關會計事項及於核數過程中任何重大發現的核數報告。本公司為僱員作出安排，讓彼等可以保密方式就財務申報、內部監控及其他事宜可能出現的不當行為提出疑問，其職權範圍於聯交所及本公司網站可供參閱。

They also reviewed interim and final results of the Company and its subsidiaries for the interim period and the fiscal year as well as the audit report prepared by the external auditor relating to accounting issues and major findings in the course of auditing. There are proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters. Their written terms of reference are available on the websites of the Stock Exchange and the Company.

ESG委員會

ESG委員會目前包括四名成員，包括兩名執行董事及兩名非執行董事，即王曉松先生(主席)、呂小平先生、章晟曼先生及陸忠明先生。

ESG委員會的主要職責包括：(i)制定及檢討本公司的ESG責任、願景、策略、框架、原則及政策，加強重要性評估並定期向董事會匯報，以確保ESG政策持續地執行和實施；(ii)審議並批准本公司的ESG目標，定期審核ESG目標的達成情況；(iii)審視ESG主要趨勢及有關風險和機遇，並就此評估本集團ESG有關架構及業務模式是否足夠及有效，於必要時採納更新集團ESG政策並確保該等政策與時俱進，符合適用的法律法規、監管要求和國際標準；及(iv)審閱本公司的年度ESG報告，並建議董事會通過，同時建議具體行動或決策以供董事會考慮。

截至2022年12月31日止年度，ESG委員會曾舉行1次會議，ESG委員會成員的出席記錄載於下表：

ESG Committee

The ESG Committee currently comprises four members, including two executive Directors and two non-executive Directors, namely, Mr. Wang Xiaosong (chairman), Mr. Lv Xiaoping, Mr. Zhang Shengman and Mr. Lu Zhongming.

The main duties of the ESG Committee include: (i) formulating and reviewing the Company's ESG responsibilities, vision, strategy, framework, principles and policies, and strengthening the materiality assessment and reporting to the Board on a regular basis to ensure the continued execution and implementation of ESG policies; (ii) considering and approving the Company's ESG goals, and regularly reviewing the achievement of ESG goals; (iii) monitoring main ESG trends and related risks and opportunities and evaluating whether the Group's ESG-related structure and business model are adequate and effective in this regard, adopting and updating the Group's ESG policies when necessary and ensuring that such policies are up-to-date and comply with applicable laws, regulations, regulatory requirements and international standards; and (iv) reviewing the Company's annual ESG report and recommending to the Board for approval, at the same time advising action plans or policies for the Board to consider.

For the year ended 31 December 2022, one ESG Committee meeting was held and the attendance record of the ESG Committee members is set out in the table below:

董事	Directors	已出席次數／可出席次數 Attended/Eligible to attend
王曉松先生	Mr. Wang Xiaosong	1/1
呂小平先生	Mr. Lv Xiaoping	1/1
曲德君先生 (於2023年2月16日辭任)	Mr. Qu Dejun (resigned on 16 February 2023)	1/1
章晟曼先生	Mr. Zhang Shengman	1/1
陸忠明先生	Mr. Lu Zhongming	1/1

董事有關財務報表的財務申報責任

董事明白，其須編製本公司截至2022年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的事況以及本集團的業績及現金流。

管理層向董事會提供必要的闡釋及資料，使董事會對提呈予董事會批准的本公司財務報表進行知情的評估。本公司每月向董事會全體成員提供有關本公司表現，財務狀況及前景的最新資料。

董事並不知悉可能對本集團持續經營的能力產生重大疑問的事項或情況的任何重大不明朗因素。就進一步詳情，請參見合併財務報表附註2.1(iii)。

本公司核數師就彼等對本公司合併財務報表的申報責任的聲明載於本年報第145頁至148頁的獨立核數師報告。

風險管理及內部監控

風險管理及內部監控系統

風險管理及內部監控系統主要包括董事會、審核委員會、高級管理層及內部審核部門組成的四級架構。

董事會明白，董事會須負責維持充分的風險管理及內部監控系統，以保障股東的投資及本公司的資產，並每年審閱該制度的有效性。風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2022 which give a true and fair view of the affairs of the Company and the Group and the Group's results and cash flows.

The management has provided to the Board such explanation and information as necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are provided to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern. For further details, please refer to note 2.1(iii) to the consolidated financial statements.

The statement by the auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 145 to 148 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management and Internal Control Systems

The Board, the Audit Committee, the senior management and the internal audit department are the four levels of structure and main features of risk management and internal control systems.

The Board acknowledges that it is the responsibility of the Board for maintaining adequate risk management and internal control systems to safeguard the investments of Shareholders and assets of the Company and reviewing the effectiveness of such systems on an annual basis. Risk management and internal control 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.

誠如審核委員會的職權範圍所披露，審核委員會負責監管本公司的風險管理及內部監控系統。審核委員會監督風險管理過程，並透過進行下列程序以檢討風險管理及內部監控系統的有效性：

- 檢討本公司的風險管理程序及政策；
- 至少每年與高級管理層審閱展示風險管理政策遵守情況的報告；
- 至少每年與高級管理層討論本公司面臨的主要風險，以及高級管理層為評估及應對該等風險已採取或應採取的措施；及
- 持續檢討本公司風險管理實務的有效性。

高級管理層負責管理本公司的風險管理程序，於考慮環境變化及本公司的風險承受能力後，負責確保本公司業務營運乃遵照我們的風險管理政策進行。

本公司高級管理層的責任包括：

- 設計並施行全公司範圍的風險管理政策；
- 經計及環境、行業及本公司的營運及風險結構，及時審閱及更新風險管理政策，確保其相關性及充足性，必要時向審核委員會提出風險管理政策的變動建議，以供其審閱；
- 確保本公司的風險管理程序與年度戰略及業務規劃程序互相協調，相輔相成；
- 設計並建立一套風險管理的方法論，以提供識別、評估及管理業務風險的適當工具；

As disclosed in its terms of reference of the Audit Committee, the Audit Committee is responsible for the oversight of the Company's risk management and internal control systems. The Audit Committee oversees the risk management process and reviews the effectiveness of the risk management and internal control systems by conducting the following procedures:

- reviewing the Company's risk management process and policy;
- reviewing with senior management at least annually reports demonstrating compliance with the risk management policy;
- discussing with senior management at least annually the Company's major risk exposures and the steps senior management has taken or should take to assess and treat such exposures; and
- reviewing the ongoing effectiveness of the Company's risk management practices.

Senior management is responsible for administering the Company's risk management process and is accountable for ensuring that the Company's business operations are conducted in compliance with our risk management policy, taking into consideration changes in the environment and the Company's risk tolerance.

Responsibilities of the Company's senior management include:

- designing and implementing a Company-wide risk management policy;
- reviewing and updating the risk management policy on a timely basis, ensuring it remains relevant and adequate, taking into account changes in the environment, industry and the Company's operations and risk profile and, where necessary, recommending changes to the risk management policy for the Audit Committee to review;
- ensuring that the Company's risk management process is aligned and integrated with the annual strategic and business planning process and vice versa;
- designing and establishing a risk management methodology which provides the appropriate tools to identify, evaluate, and manage business exposures;

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- 建立全公司範圍的呈報系統，確保本公司的高級管理層、審核委員會及董事會知悉一切重大風險事項及業務風險；
 - 確保已採納必要管理控制及監管程序，以監管風險管理政策及風險管理方法論的遵守情況；
 - 批准及監控主要風險定位及風險趨勢、風險管理策略及風險管理優先評級；
 - 通過定期進行高級管理層風險探討，檢討及討論本公司的整體風險結構、主要及新興風險及風險管理活動；及
 - 審閱主要業務策略及計劃，以評估其對本公司整體風險定位的影響。
- establishing a Company-wide risk reporting process to ensure that the Company's senior management, the Audit Committee and the Board are apprised of all material risk issues and business exposures;
 - ensuring necessary management controls and oversight processes are in place to monitor compliance with the risk management policy and the risk management methodology;
 - approving and monitoring key risk positions and exposure trends, risk management strategies and risk management priorities;
 - reviewing and discussing the Company's overall risk profile, key and emerging risks and risk management activities through periodic risk discussions among senior management; and
 - reviewing the key business strategies and initiatives to assess their impact on the Company's overall risk position.

風險管理程序

除董事會的監管責任外，本公司亦設計出風險管理程序，以識別、評估及管理重大風險，並解決重大內部監控缺陷(如有)。高級管理層透過本公司的內部審核部門負責年度風險呈報程序。內部審核部門的成員與高級管理層若干成員會面，審視及評估風險，並探討重大內部監控缺陷(如有)的解決方案，包括有關年度適用的任何變動，對風險進行匯總、評級並記錄緩解計劃。風險評估乃由高級管理層若干成員進行回顧，提呈審核委員會及董事會以供審閱。

董事會及高級管理層根據(i)本公司財務業績風險影響的嚴重程度、(ii)風險發生的概率及(iii)風險可能發生的速率或速度評估風險。

Risk Management Process

In addition to the Board's oversight responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects (if any). Senior management, through the Company's internal audit department, is responsible for the annual risk reporting process. Members of the internal audit department meet with various members of the senior management to review and assess risks and discuss solutions to address material internal control defects (if any), including any changes relevant to a given year. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of senior management and presented to the Audit Committee and the Board for their review.

Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results, (ii) the probability that the risk will occur, and (iii) the velocity or speed at which the risk could occur.

截至2022年12月31日止年度，本公司已確保遵守企業管治守則項下的風險管理及內部監控條文。董事會於風險管理及內部監控系統年度檢討期間已確認，發行人的會計、內部審計、財務報告職能方面的資源、員工資歷及經驗、培訓計劃及預算，以及與本公司ESG表現及報告相關的資源、員工資歷及經驗、培訓計劃及預算屬充足。

內幕消息

董事會就可能影響股份價格或股份交投量的任何意料之外的重大事件評估其可能影響，並釐定有關信息是否根據上市規則第13.09條及第13.10條以及證券及期貨條例第XIVA部內幕消息條文是否屬內幕消息，且是否需在實際可行情況下儘快作出披露。執行董事及聯席公司秘書亦負責批准若干董事會授權本公司不時刊發的若干公告及／或通函。

內部審計部門

本集團的內部審計部門於監察本公司的內部管治方面扮演重要角色。內部審計部門的主要職責是審閱本公司的財務狀況及內部監控，及定期對本公司的所有分支機構及子公司進行全面審核。

截至2022年12月31日止年度，董事會已審查本集團風險管理及內部監控系統的有效性，並認為風險管理及內部監控系統屬有效及充足。

核數師酬金

本集團於截至2022年12月31日止年度應付予本公司外聘核數師的年度審計及中期審閱費用約為人民幣2.1百萬元。此外，於2022年發生的費用包括新城控股外聘核數師就其年度審計收取費用約人民幣6.0百萬元，稅務諮詢等非審計服務費用約為人民幣2.3百萬元。

For the year ended 31 December 2022, the Company has ensured that the risk management and internal control provisions under the CG Code have been complied with. The Board, during its annual review on the risk management and internal control systems, has confirmed the adequacy of the resources staff qualifications and experience, training programmes and budget of the issuer's accounting, internal audit, financial reporting functions, as well as those relating to the Company's ESG performance and reporting.

Inside Information

The Board assesses the likely impact of any unexpected and significant event that may impact the price of the shares or their trading volume and decides whether the relevant information is considered as inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Directors and the joint company secretaries also may have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

Internal Audit Department

The Group's internal audit department plays a major role in monitoring the internal governance of the Company. The major responsibilities of the internal audit department are reviewing the financial conditions and internal control of the Company, and conducting comprehensive audits of all branches and subsidiaries of the Company on a regular basis.

For the year ended 31 December 2022, the Board has conducted a review of the effectiveness of the risk management and internal control systems of the Group and considered the risk management and internal control systems to be effective and adequate.

AUDITOR'S REMUNERATION

Annual audit and interim review fees of the Group for the year ended 31 December 2022 payable to the Company's external auditor are approximately RMB2.1 million. In addition, there are fees incurred in 2022, including fees of approximately RMB6.0 million for annual audit of Seazen Holdings charged by its external auditor, and fees of approximately RMB2.3 million for non-audit services including tax consulting.

聯席公司秘書

截至2022年12月31日止年度，張宛玲女士及伍秀薇女士為本公司的聯席公司秘書。

張宛玲女士負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。

為維持良好的企業管治並確保符合上市規則及適用香港法律，本公司亦委聘達盟香港有限公司(公司秘書服務提供商)董事伍秀薇女士擔任聯席公司秘書，協助張宛玲女士履行彼作為本公司的公司秘書的職責。本公司的主要聯絡人為聯席公司秘書張宛玲女士。

截至2022年12月31日止年度，張宛玲女士及伍秀薇女士分別已遵照上市規則第3.29條進行不少於15小時的相關持續培訓。

與股東的溝通及投資者關係

本公司認為，與股東的有效溝通對加強投資者關係及使投資者了解本集團的業務、表現及策略非常重要。本公司亦深信及時與非選擇性地披露本公司資料以供股東及投資者作出知情投資決策的重要性。

本公司股東週年大會提供股東與董事直接溝通的機會。本公司董事長、各董事會委員會主席將出席股東週年大會解答股東提問。本公司的外聘核數師亦將出席股東週年大會，並解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性。本公司已於2022年6月23日為截至2021年12月31日止財政年度舉行一次股東週年大會。

為促進有效的溝通，本公司採納股東通訊政策，旨在建立本公司與其股東的相互關係及溝通，並設有網站(www.seazengroup.com.cn)，本公司會於網站刊登有關其業務營運及發展的最新資料、財務資料、企業管治常規及其他資料，以供公眾人士讀取。

JOINT COMPANY SECRETARIES

During the year ended 31 December 2022, Ms. Zhang Wanling and Ms. Ng Sau Mei were the Joint Company Secretaries of the Company.

Ms. Zhang Wanling is responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Ng Sau Mei, director of TMF Hong Kong Limited (a company secretarial services provider), as its Joint Company Secretary to assist Ms. Zhang Wanling to discharge her duties as company secretary of the Company. The primary corporate contact person at the Company is Ms. Zhang Wanling, the Joint Company Secretary.

For the year ended 31 December 2022, Ms. Zhang Wanling and Ms. Ng Sau Mei have undertaken not less than 15 hours of relevant professional training, respectively, in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make informed investment decisions.

The annual general meeting of the Company provides opportunity for Shareholders to communicate directly with the Directors. The Chairman of the Company, and the chairmen of the Board Committees of the Company will attend the annual general meeting to answer Shareholders' questions. The external auditor of the Company will also attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence. The Company has held the annual general meeting for the financial year ended 31 December 2021 on 23 June 2022.

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship, communicate between the Company and its Shareholders and maintains a website at www.seazengroup.com.cn, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

鑒於上述政策及於上文及下文「股東權利」一段所披露行之有效的溝通渠道，年內已舉行的股東週年大會使董事可與股東交換意見並回答彼等的提問，董事會已審閱並認為本公司的股東溝通政策於截至2022年12月31日止年度已獲妥當執行並一直有效。

股東權利

為響應環保及節省本公司印刷及郵遞費用，自2021年1月已作出安排以確認股東就收取公司通訊方式之意願，並鼓勵股東選擇電子通訊。有關詳情，請參閱日期為2021年1月15日之公告。

召開股東特別大會及提呈建議

股東可根據公司條例及本公司的組織章程細則向股東大會提呈建議。關於建議某人參選董事的事宜，可於本公司網站參閱有關程序。

向董事會提出查詢

股東可通過本公司的香港主要營業地址向董事會作出有關本公司的查詢，地址為香港銅鑼灣勿地臣街1號時代廣場二座31樓（電郵地址：ir@xincheng.com）。

組織章程大綱及章程細則的變動

於截至2022年12月31日止年度，為(i)反映上市規則經修訂附錄三的新規定（已於2022年1月1日生效）並與其保持一致；(ii)為本公司舉行股東大會提供靈活性；及(iii)作出若干其他輕微改動，對本公司組織章程大綱及章程細則作出修訂，並於2022年6月23日舉行的股東週年大會上以特別決議案獲股東批准。本公司組織章程大綱及章程細則的最新版本已於聯交所及本公司網站公佈。

In light of the above policies and communication channels already in force as disclosed above and in the paragraph headed “Shareholders’ Rights” below, the annual general meeting held during the year which enabled the Directors to exchange views with the shareholders and answer their questions, the Board has reviewed and considered that the Company’s shareholder communication policy has been appropriately implemented and remains effective during the year ended 31 December 2022.

SHAREHOLDERS’ RIGHTS

In support of environmental protection and saving of printing and mailing costs of the Company, arrangements have been made since January 2021 to ascertain shareholders’ preferences as to the means of receiving corporate communications and shareholders are encouraged to elect for electronic communications. For details, please refer to the announcement dated 15 January 2021.

Convening of Extraordinary General Meeting and Putting Forward Proposals

Shareholders may put forward proposals for consideration at a general meeting according to the Companies Ordinance and the Company’s articles of association. As regards proposing a person for election as a Director, the procedures are available on the Company’s website.

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the principal place of business of the Company in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (email address: ir@xincheng.com).

Changes of the Memorandum and Articles of Association

During the year ended 31 December 2022, amendments for the purpose of (i) reflecting and aligning with the new requirements under the amended Appendix 3 to the Listing Rules which have come into effect on 1 January 2022; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making certain other housekeeping changes, were made to the Company’s memorandum and articles of association and approved by the Shareholders by way of special resolution at the Annual General Meeting held on 23 June 2022. The latest version of the Company’s memorandum and articles of association has been published on the websites of the Stock Exchange and the Company.

獨立核數師報告 Independent Auditor's Report



羅兵咸永道

致新城發展控股有限公司全體股東
(於開曼群島註冊成立的有限責任公司)

TO THE SHAREHOLDERS OF SEAZEN GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)

意見

OPINION

我們已審計的內容

What we have audited

新城發展控股有限公司(以下簡稱「貴公司」)及其子公司(以下統稱「貴集團」)列載於第149頁至408頁的合併財務報表，包括：

The consolidated financial statements of Seazen Group Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 149 to 408, comprise:

- 於2022年12月31日的合併財務狀況表；
 - 截至該日止年度的合併損益表；
 - 截至該日止年度的合併全面收益表；
 - 截至該日止年度的合併權益變動表；
 - 截至該日止年度的合併現金流量表；及
 - 合併財務報表附註，包括主要會計政策及其他其他解釋資料。
- the consolidated statement of financial position as at 31 December 2022;
 - the consolidated statement of profit or loss for the year then ended;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

我們的意見

Our Opinion

我們認為，該等合併財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於2022年12月31日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量，並已遵照香港公司條例的披露規定妥為編製。

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 2022, 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.

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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「核數師就審計合併財務報表承擔的責任」章節中作進一步闡述。

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。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期合併財務報表的審計最為重要的事項。這些事項是在我們審計整體合併財務報表及對其出具意見過程中需要應對的，但我們不對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

1. 投資物業的公允價值
2. 子公司、合營企業及聯營公司的分類
3. 完工待售或在建銷售物業的減值虧損撥備

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

1. Fair Value of Investment Properties
2. Classification of Subsidiary, Joint Venture and Associate
3. Provision for Impairment Loss of Properties Held or Under Development for Sale



關鍵審計事項(續)

關鍵審計事項1：投資物業的公允價值

Key Audit Matter 1: Fair Value of Investment Properties

參見合併財務報表附註4.5(投資物業的公允價值)及附註7(投資物業)。

Refer to note 4.5 (Fair value of investment properties) and note 7 (Investment properties) to the consolidated financial statements.

於2022年12月31日，貴集團投資物業賬面值為人民幣113,263百萬元。截至該日止年度，貴集團確認投資物業公允價值收益人民幣1,455百萬元。

As at 31 December 2022, carrying amount of investment properties of the Group amounted to RMB113,263 million. For the year then ended, the Group recognised fair value gains on investment properties of RMB1,455 million.

貴集團基於獨立專業合資格估值師作出的估值結果釐定投資物業的公允價值。公允價值的釐定涉及重大會計判斷及估計，包括估值方法的選擇以及關鍵輸入數據(例如現時租金、估計未來租金、租期收益率、復歸收益率、至竣工的估計建設成本及持有及開發有關的物業至竣工所需的估計利潤率)的使用。

The Group determined fair value of the investment properties based on the results of valuations done by independent professional qualified valuers. The determination of fair value involved significant accounting judgements and estimates, including selection of valuation method, and usage of key inputs, such as current rental, estimated future rental, term yield, reversionary yield, estimated construction costs to completion, and estimated profit margin required to hold and develop property to completion.

KEY AUDIT MATTERS (continued)

我們的審計如何應對關鍵審計事項

How our audit addressed the Key Audit matter

我們已執行以下審計程序：

We performed the following audit procedures:

- (1) 我們瞭解及評估貴集團對投資物業之公允價值之估計的內部控制，並通過考慮估計不確定性的程度、複雜性、主觀性水平、變化及對管理層偏向的敏感度等評估重大錯誤陳述的固有風險。
- (1) We understood and evaluated the internal controls over the Group's estimating of fair value of investment properties and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty, level of complexity and subjectivity, changes and sensitivity to management bias, etc.
- (2) 我們評估並測試了投資物業公允價值估計的關鍵控制。
- (2) We evaluated and tested the key controls over the fair value estimation of investment properties.
- (3) 我們已評估出具估值報告的外部估值師的獨立性及能力。
- (3) We assessed the independence and competence of the external valuer which issued valuation report.
- (4) 我們已評估所採用的估值方法的合適性。
- (4) We assessed the appropriateness of the valuation method adopted.
- (5) 對於估值中採用的現時租金，我們依靠抽樣核對金額至租賃台賬及租賃合約。
- (5) For current rental used in the valuation, we checked the amount to rent roll and lease arrangement on a sample basis.



關鍵審計事項(續)

關鍵審計事項1：投資物業的公允價值(續)

Key Audit Matter 1: Fair Value of Investment Properties (continued)

由於投資物業的估值對貴集團合併財務狀況及財務表現具有重大影響，因此我們將投資物業的公允價值認定為關鍵審計事項。由於涉及重大判斷及估計，與投資物業公允價值相關的固有風險被認為屬重大。

We consider fair value of investment properties a Key Audit Matter because the valuation of the investment properties has a significant impact on the Group consolidated financial position and financial performance. The inherent risk in relation to the fair value of investment properties is considered significant due to the significant judgement and estimates involved.

KEY AUDIT MATTERS (continued)

我們的審計如何應對關鍵審計事項(續)

How our audit addressed the Key Audit matter (continued)

- (6) 對於估計未來租金、租期收益率、復歸收益率及估計利潤率，我們利用市場交易證據將其與我們的預期進行抽樣比較。當發現估計與假設超出所採用的標準範圍時，我們與估值師討論，以理解其理據，隨後根據所有現有證據與我們的行業經驗評估該估計或假設的使用是否合理。
- (6) For estimated future rental, term yield, reversionary yield, and estimated profit margin, we compared them with market transaction data on a sample basis. Where we identified estimates and assumptions that were outside the typical ranges used, we discussed these with the valuers to understand the rationale and then assessed, based on all the available evidence and our experience in this sector, whether the use of the estimate or assumption was justified.
- (7) 對於至竣工的估計成本，我們將其與管理層制定並經由內部批准的項目預算進行抽樣比較；同時，我們還將新竣工物業的實際成本與其預算成本進行了比較，以評估該項目預算的可靠性。
- (7) For estimated construction costs to completion, we compared them to the project budgets which were developed and approved internally by management on a sample basis; we also compared the actual costs of the newly completed properties to their budget costs to assess the reliability of the project budgets.

根據我們已執行的審計程序，我們認為管理層對投資物業公允價值的估計及判斷獲我們所收集的證據支持。

Based on our audit procedures performed, we consider management's estimates and judgements on fair value of investment properties were supported by the evidence we gathered.



關鍵審計事項(續)

關鍵審計事項2：子公司、合營企業及聯營公司的分類

Key Audit Matter 2: Classification of Subsidiary, Joint Venture and Associate

KEY AUDIT MATTERS (continued)

我們的審計如何應對關鍵審計事項

How our audit addressed the Key Audit Matter

參見合併財務報表附註4.6(子公司、合營企業及聯營公司的分類)、附註9(於聯營公司的投資)、附註10(於合營企業的投資)及附註41(子公司詳情)。

Refer to note 4.6 (Classification of subsidiary, joint venture and associate), note 9 (Investments in associates), note 10 (Investments in joint ventures) and note 41 (Particulars of subsidiaries) to the consolidated financial statements.

貴集團就房地產開發業務與其他實體合作。截至2022年12月31日，投資聯營公司及合營企業的賬面值分別為人民幣12,833百萬元及人民幣12,958百萬元。同時，於2022年12月31日，貴集團擁有大量非全資子公司，非控股股東權益總額為人民幣48,261百萬元。

The Group co-operated with other entities in property development business. As of 31 December 2022, carrying amounts of investments in associates and joint ventures amounted to RMB12,833 million and RMB12,958 million respectively. At the same time, the Group had a large number of non-wholly owned subsidiaries with total non-controlling interests of RMB48,261 million as at 31 December 2022.

我們已執行以下審計程序：

We performed the following audit procedures:

- (1) 我們瞭解及評估貴集團對子公司、合營企業及聯營公司分類的內部控制，並評估了相應的關鍵控制執行的有效性。
- (1) We understood and evaluated the internal controls over the Group's classification of subsidiary, joint venture and associate and assessed the effectiveness of the corresponding key control execution.
- (2) 我們按抽樣基準查閱了與投資相關的法律文件，包括投資合約、被投資公司的組織章程及其他相關法律文件，以評估關鍵條款，並重點關注治理結構、投資者的權利、決策機制、溢利分成安排、退出及終止等。
- (2) We examined, on a sample basis, the legal documents associated with investments, including investment contracts, investee company's articles of associations and other relevant legal documents, to assess the key terms, with a particular focus on governance structure, rights of the investors, decision making mechanism, profit-sharing arrangements, exit and termination, etc.
- (3) 我們評估了收購或出售投資所支付或收到的對價是否代表公平交易中的公平市價。
- (3) We assessed whether the consideration paid or received in acquisition or disposal of investment represents the fair market value in arm's length transaction.



關鍵審計事項(續)

關鍵審計事項2：子公司、合營企業及聯營公司的分類(續)

Key Audit Matter 2: Classification of Subsidiary, Joint Venture and Associate (continued)

貴集團根據投資合約、被投資公司的組織章程及其他法律文件訂明的權力及報酬條款將投資分類為子公司、合營企業及聯營公司。子公司合併入賬，即各項資產、負債及交易均列示於貴集團的財務報表，而於聯營公司及合營企業的投資僅以單項投資列示於合併財務狀況表，且以單項收入／虧損呈列其業績淨額。

The Group classified the investments into subsidiaries, joint ventures and associates based on the power and return terms specified in the investment contracts, articles of association of the investee companies and other legal documents. Subsidiaries are consolidated, which means each asset, liability and transaction are shown in the Group's financial statements, whereas investments in associates and joint ventures are shown as a single line item in the consolidated statement of financial position with a single item of income/loss for their net results.

由於將投資分類為子公司、合營企業或聯營公司涉及重大會計判斷，且該分類釐定合併範圍，進一步對貴集團的資產總額、負債總額、收入、成本及開支產生重大影響。因此我們將子公司、合營企業及聯營公司的分類認定為關鍵審計事項。

We consider classification of subsidiaries, joint ventures and associates a Key Audit Matter because the classification of an investment as a subsidiary, joint venture or associate involves significant accounting judgements and the classification determines consolidation scope which further significantly affects the Group's total assets, total liabilities, revenue, costs and expenses.

KEY AUDIT MATTERS (continued)

我們的審計如何應對關鍵審計事項(續)

How our audit addressed the Key Audit Matter (continued)

- (4) 當現有法律文件或交易安排發生後續變動時，我們評估了該等變動是否影響管理層的初步評估。
- (4) When there have been subsequent changes to the existing legal documents or transaction arrangements, we assessed whether these changes would impact the initial assessments by management.
- (5) 我們按抽樣基準通過書面或致電貴集團的合作方尋求確認關鍵條款，包括治理結構、投資者的權利、決策機制、溢利分成安排、退出及終止等，而當法律文件或治理結構發生後續變更時，我們重點評估該等變更是否影響初始分析。
- (5) We sought for confirmation on a sample basis in written or via phone calls from the Group's co-operating parties to confirm key terms, including governance structure, rights of the investors, decision making mechanism, profit-sharing arrangements, exit and termination, etc., in cases where there have been subsequent changes to the legal documents or governance structures, we critically assessed whether these change the initial analysis.
- (6) 我們已就貴集團對子公司、合營企業及聯營公司之分類及其賬面值的呈列及披露進行評估。
- (6) We assessed the Group's presentation and disclosures in respect of the classification and carrying values of subsidiaries, joint ventures, and associates.

根據我們已執行的審計程序，我們認為管理層對子公司、聯營公司及合營企業的分類的判斷獲我們收集的證據支持。Based on our audit procedures performed, we consider management's judgements on classification of subsidiaries, associates, and joint ventures were supported by the evidence we gathered.



關鍵審計事項(續)

關鍵審計事項3：完工待售或在建銷售物業的減值虧損撥備

Key Audit Matter 3: Provision for Impairment Loss of Properties Held or under Development for Sale

參見合併財務報表附註4.2(完工待售或在建銷售物業的減值虧損撥備)及附註15(完工待售或在建銷售物業)。

Refer to note 4.2 (Provision for impairment of properties held or under development for sale), note 15 (Properties held or under development for sale) to the consolidated financial statements.

於2022年12月31日，貴集團的完工待售或在建銷售物業為人民幣204,413百萬元，約佔貴集團資產總額的44.10%。
As at 31 December 2022, the Group's properties held or under development for sale is RMB204,413 million, representing approximately 44.10% of the Group's total assets.

貴集團於完工待售或在建銷售物業的可變現淨值低於其各自的賬面值時就減值虧損作出撥備。完工待售或在建銷售物業可變現淨值的釐定涉及重大會計估計，包括估計銷售價格、將產生的銷售開支及至竣工的成本。

The Group made provision for impairment loss when the net realisable value of the properties held or under development for sale is lower than their respective carrying amounts. The determination of net realisable value of properties held or under development for sale involves significant accounting estimate, including the estimated selling price, selling expenses to be incurred and costs to completion.

KEY AUDIT MATTERS (continued)

我們的審計如何應對關鍵審計事項

How our audit addressed the Key Audit Matter

我們已執行以下審計程序：

We performed the following audit procedures:

- (1) 我們瞭解並評估貴集團對估計完工待售或在建銷售物業的可變現淨值的內部控制，並就減值虧損作出撥備，以及通過考慮估計不確定性的程度、複雜性、主觀性水平、變化及對管理層偏向的敏感度等評估重大錯誤陳述的固有風險。
(1) We understood and evaluated the internal controls over the Group's estimating of net realisable values of properties held or under development for sale and making provisions for impairment loss and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty, level of complexity and subjectivity, changes and sensitivity to management bias, etc.
- (2) 我們驗證貴集團對完工待售或在建銷售物業之可變現淨值的估計及就減值虧損作出撥備的關鍵控制。
(2) We validated the key controls over the Group's estimating of net realisable values of properties held or under development for sale and making provisions for impairment loss.
- (3) 我們對完工待售或在建銷售物業的實際變現與管理層於上年度作出的估計進行抽樣比較，以於事後檢視管理層作出的可變現淨值評估及過程是否受管理層偏見影響。
(3) We compared, on a sample basis, the actual realisation of properties held or under development for sale with management's estimate made in last year to consider, with hindsight, whether management's net realisable value assessment and process had been subject to management bias.



關鍵審計事項(續)

KEY AUDIT MATTERS (continued)

關鍵審計事項3：完工待售或在建銷售物業的減值虧損撥備(續)

Key Audit Matter 3: Provision for Impairment Loss of Properties Held or under Development for Sale (continued)

由於龐大金額及涉及的重大會計估計存在較高程度的估計不確定性，我們將完工待售或在建銷售物業的減值虧損撥備認定為關鍵審計事項。我們考慮了完工待售或在建銷售物業的減值虧損撥備的固有風險。

We consider provision for impairment loss of properties held or under development for sale a Key Audit Matter because of the significance of the amount and the involved accounting estimate are subject to high degree of estimation uncertainty. The inherent risk in relation to the provision for impairment loss of properties held or under development for sale is considered.

我們的審計如何應對關鍵審計事項(續)

How our audit addressed the Key Audit Matter (continued)

- (4) 我們對用於計算2022年12月31日的減值撥備虧損的管理層關鍵估計進行評估，並已按抽樣基準執行以下審計程序：
- (4) We assessed management's key estimates used in calculating the provision for impairment loss as at 31 December 2022 and performed the following procedures on a sample basis:
- 我們對預估銷售價格與近期市場交易進行比較，並參考貴集團相同項目預售單位的銷售價格，或類似規模、用途及地點之可資比較物業的現行市價。
 - We compared the estimated selling price to the recent market transactions, making reference to the Group's selling price of the same project's pre-sale units or the prevailing market price of comparable properties with similar size, usage and location.
 - 估計將產生的銷售開支乃按銷售價格之若干百分比估計。我們對上述估計百分比和貴集團近年實際平均銷售開支與收入的比率進行比較。
 - We compared the estimated selling expenses to be incurred which is estimated based on a certain percentage of selling price with the actual average selling expenses to revenue ratio of the Group in recent years.
 - 對於在建物業至竣工的估計成本，我們核對至竣工的估計成本及經管理層批准的預算，並在抽樣基礎上審閱已簽署的建築合約，或與貴集團類似竣工物業的實際成本進行比較。
 - For estimated costs to completion for properties under development, we reconciled the estimated costs to completion to the budgets approved by management and examined, on a sample basis, the signed construction contracts or compared to the actual costs of similar completed properties of the Group.



關鍵審計事項(續)

KEY AUDIT MATTERS (continued)

關鍵審計事項3：完工待售或在建銷售物業的減值虧損撥備(續)

Key Audit Matter 3: Provision for Impairment Loss of Properties Held or under Development for Sale (continued)

我們的審計如何應對關鍵審計事項(續)

How our audit addressed the Key Audit Matter (continued)

- (5) 我們測試完工待售或在建銷售物業的減值虧損撥備的計算。
- (5) We tested the calculation of provision for impairment loss of properties held or under development for sale.

根據我們已執行的審計程序，我們認為管理層對完工待售或在建銷售物業的減值虧損撥備的估計獲我們收集的證據支持。

Based on the procedures performed, we consider management's estimates on provision for impairment loss of properties held or under development for sale were supported by the evidence we gathered.



其他信息

貴公司董事須對其他信息負責。其他信息包括我們在年報內的所有信息，但不包括合併財務報表及我們的核數師報告。

我們對合併財務報表的意見並不涵蓋其他信息，我們既不會也將不對該等其他信息發表任何形式的鑒證結論。

結合我們對合併財務報表的審計，我們的責任是閱讀上述的其他信息並在此過程中，考慮其他信息是否與合併財務報表或我們在審計過程中所瞭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。

基於我們所執行的工作，如果我們認為此等其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何需要報告的事項。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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.



董事及審核委員會就合併財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的合併財務報表，並對其認為為使合併財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在編製合併財務報表時，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，以及與使用持續經營為會計基礎有關的事項，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督貴集團的財務匯報過程。

核數師就審計合併財務報表承擔的責任

我們的目標，是對合併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，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期它們單獨或匯總起來可能影響合併財務報表使用者依賴合併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。

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE 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.

The audit committee is responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



核數師就審計合併財務報表承擔的責任(續)

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

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

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

- 識別和評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 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.



核數師就審計合併財務報表承擔的
責任(續)

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

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則我們需要發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對合併財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。
- 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.

除其他事項外，我們與審核委員會溝通了所設想的審計範圍、時間安排以及重大審計發現，包括我們在審計中識別出內部控制的任何重大缺陷。

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



核數師就審計合併財務報表承擔的
責任(續)

我們還向審核委員會提交聲明，表明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅所採取的行動或已採納的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期合併財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律或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傳達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傳達該事項。

出具本獨立核數師報告的審計項目合夥人是孟江峰。

羅兵咸永道會計師事務所
執業會計師

香港，2023年3月31日

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mang, Kwong Fung Frederick.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 31 March 2023

合併財務狀況表

Consolidated Statement of Financial Position

於2022年12月31日

As at 31 December 2022

			2022年12月31日 31 December 2022	2021年12月31日 31 December 2021
	附註 Note		人民幣千元 RMB'000	人民幣千元 RMB'000
資產		ASSETS		
非流動資產		Non-current assets		
物業、廠房及設備	6(a)	Property, plant and equipment	7,987,902	7,760,287
使用權資產	6(b)	Right-of-use assets	1,475,120	1,014,620
投資物業	7	Investment properties	113,262,575	103,948,422
無形資產	8	Intangible assets	366,147	428,221
於聯營公司的投資	9	Investments in associates	12,832,996	13,978,986
於合營企業的投資	10	Investments in joint ventures	12,958,270	13,144,774
遞延所得稅資產	24	Deferred income tax assets	7,640,630	6,277,187
以公允價值計量且其變動計入當期損益的金融資產	12	Financial assets at fair value through profit or loss	359,942	362,865
按攤銷成本計量之金融資產	13	Financial assets at amortised costs	219,687	294,879
商譽		Goodwill	777	10,260
貿易及其他應收款項以及預付款項	16	Trade and other receivables and prepayments	630	576
非流動資產總額		Total non-current assets	157,104,676	147,221,077
流動資產		Current assets		
租賃土地預付款項	14	Prepayments for leasehold land	2,498,583	3,686,009
完工待售或在建銷售物業	15	Properties held or under development for sale	204,412,729	250,383,115
貿易及其他應收款項以及預付款項	16	Trade and other receivables and prepayments	61,516,856	77,126,030
合約取得成本	25	Contract costs	3,789,212	3,800,297
以公允價值計量且其變動計入其他全面收益的金融資產	12	Financial assets at fair value through other comprehensive income	641,455	743,746
以公允價值計量且其變動計入當期損益的金融資產	12	Financial assets at fair value through profit or loss	545,199	1,028,965
按攤銷成本計量之金融資產	13	Financial assets at amortised costs	511,917	466,313
受限制現金	18	Restricted cash	10,017,870	9,048,650
現金及現金等價物	18	Cash and cash equivalents	22,435,399	46,604,698
流動資產總額		Total current assets	306,369,220	392,887,823
資產總額		Total assets	463,473,896	540,108,900
權益		EQUITY		
本公司擁有人應佔權益		Equity attributable to owners of the Company		
股本：面值	19	Share capital: nominal value	5,822	5,081
儲備	21	Reserves	44,747,790	42,154,256
非控股股東權益		Non-controlling interests	44,753,612	42,159,337
			48,260,729	55,259,999
權益總額		Total equity	93,014,341	97,419,336

合併財務狀況表

Consolidated Statement of Financial Position

於2022年12月31日

As at 31 December 2022

			2022年12月31日 31 December 2022 人民幣千元 RMB'000	2021年12月31日 31 December 2021 人民幣千元 RMB'000
負債	LIABILITIES			
非流動負債	Non-current liabilities			
借款	Borrowings	22	43,874,405	66,046,959
租賃負債	Lease liabilities	6(b)	599,709	623,072
遞延所得稅負債	Deferred income tax liabilities	24	7,712,480	6,627,205
非流動負債總額	Total non-current liabilities		52,186,594	73,297,236
流動負債	Current liabilities			
貿易及其他應付款項	Trade and other payables	23	106,949,413	123,744,212
預收承租人款項	Advances from lessees		861,548	1,179,045
合約負債	Contract liabilities	25	164,832,371	193,284,614
即期所得稅負債	Current income tax liabilities		9,886,047	12,928,382
借款	Borrowings	22	35,663,149	38,169,140
租賃負債	Lease liabilities	6(b)	80,433	86,935
流動負債總額	Total current liabilities		318,272,961	369,392,328
負債總額	Total liabilities		370,459,555	442,689,564
權益及負債總額	Total equity and liabilities		463,473,896	540,108,900

上述合併財務狀況表應與隨附合併財務報表附註一併閱讀。

The above consolidated statement of financial position should be read in conjunction with the accompanying notes to the consolidated financial statements.

載於第149頁至408頁之財務報表已於2023年3月31日獲董事會批准，並由下列董事代表董事會簽署。

The financial statements on Page 149 to 408 were approved by the Board of Directors on 31 March 2023 and were signed on its behalf.

王曉松
Wang Xiaosong
董事
Director

陸忠明
Lu Zhongming
董事
Director

合併損益表

Consolidated Statement of Profit or Loss

截至2022年12月31日止年度

For the year ended 31 December 2022

截至12月31日止年度
Year ended 31 December

		附註 Note	2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
營業額	Revenue	25	116,540,630	169,537,320
銷售及服務成本	Cost of sales and services	27	(100,601,822)	(141,179,599)
毛利	Gross profit		15,938,808	28,357,721
投資物業公允價值收益	Fair value gains on investment properties	7	1,455,337	2,792,459
以公允價值計量且其變動計入當期損益的金融工具公允價值虧損	Fair value losses on financial instruments at fair value through profit or loss	12	(170,718)	(38,986)
銷售及營銷成本	Selling and marketing costs	27	(5,558,769)	(5,937,355)
行政開支	Administrative expenses	27	(5,194,244)	(5,149,331)
金融資產減值虧損淨額	Net impairment losses on financial assets	3	(424,109)	(466,373)
其他收入	Other income	26	336,826	435,246
其他開支	Other expenses	26	(18,702)	(61,270)
其他(虧損)/收益—淨額	Other (losses)/gains – net	26	(284,217)	235,371
經營利潤	Operating profit		6,080,212	20,167,482
財務收入	Finance income	28	388,005	438,688
融資成本	Finance costs	28	(3,777,877)	(1,281,259)
融資成本—淨額	Finance costs – net		(3,389,872)	(842,571)
應佔聯營公司業績	Share of results of associates	9	383,508	680,703
應佔合營企業業績	Share of results of joint ventures	10	620,658	1,391,515
除所得稅前利潤	Profit before income tax		3,694,506	21,397,129
所得稅開支	Income tax expense	30	(2,951,802)	(8,036,135)
年內利潤	Profit for the year		742,704	13,360,994
應佔年度利潤：	Profit for the year attributable to:			
— 本公司權益持有人	– Equity holders of the Company		280,673	8,590,624
— 非控股股東權益	– Non-controlling interests		462,031	4,770,370
			742,704	13,360,994
本公司權益持有人應佔利潤的每股盈利	Earnings per share for profit attributable to equity holders of the Company			
— 每股基本盈利	– Basic earnings per share	31	人民幣 0.04 元 RMB0.04	人民幣 1.39 元 RMB1.39
— 每股攤薄盈利	– Diluted earnings per share	31	人民幣 0.04 元 RMB0.04	人民幣 1.38 元 RMB1.38

上述合併損益表應與隨附合併財務報表附註一併閱讀。

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes to the consolidated financial statements.

合併全面收益表

Consolidated Statement of Comprehensive Income

截至2022年12月31日止年度

For the year ended 31 December 2022

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
	附註 Note		
年內利潤	Profit for the year	742,704	13,360,994
其他全面(虧損)/收益	Other comprehensive (loss)/income		
<i>其後可能重新分類</i>	<i>Items that may be reclassified</i>		
<i>至損益之項目</i>	<i>subsequently to profit or loss</i>		
– 貨幣匯兌差額	– Currency translation differences	(594,136)	515,540
– 以公允價值計量且其變動計入其他全面收益的債務工具公允價值變動	– Changes in fair value of debt instruments at fair value through other comprehensive income	12 (29,066)	(69,791)
<i>其後不會重新分類</i>	<i>Items that will not be reclassified</i>		
<i>至損益之項目</i>	<i>subsequently to profit or loss</i>		
– 非控股股東權益應佔匯兌差額	– Currency translation differences attributable to non-controlling interests	(287,391)	258,625
– 使用權益法入賬的應佔一間聯營公司的其他全面收益	– Share of other comprehensive income of an associate accounted for using the equity method	9 (3,688)	(3,956)
– 非控股股東權益應佔以公允價值計量且其變動計入其他全面收益的債務工具公允價值變動	– Changes in fair value of debt instruments at fair value through other comprehensive income attributable to non-controlling interests	12 (12,457)	(46,528)
– 以公允價值計量且其變動計入其他全面收益的股本投資公允價值變動	– Changes in fair value of equity investments at fair value through other comprehensive income	12 90,821	(5,179)
年內其他全面(虧損)/收益(扣除稅項)	Other comprehensive (loss)/income for the year, net of tax	(835,917)	648,711
年度全面(虧損)/收益總額	Total comprehensive (loss)/income for the year	(93,213)	14,009,705
應佔年度全面(虧損)/收益總額：	Total comprehensive (loss)/income for the year attributable to:		
– 本公司權益持有人	– Equity holders of the Company	(278,181)	9,029,305
– 非控股股東權益	– Non-controlling interests	184,968	4,980,400
		(93,213)	14,009,705

上述合併全面收益表應與隨附合併財務報表附註一併閱讀。

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes to the consolidated financial statements.

合併權益變動表

Consolidated Statement of Changes in Equity

截至2022年12月31日止年度

For the year ended 31 December 2022

		本公司權益持有人應佔						非控股	權益總額
		Attributable to equity holders of the Company						股東權益	權益總額
		股本	股份溢價	其他儲備	庫存股	保留盈利	小計	Non-	Total
		Share capital	Share premium	Other reserves	Treasury stock	Retained earnings	Sub-total	controlling interests	equity
附註		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		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	於2022年1月1日的結餘	5,081	62,666	(39,048)	(113,816)	42,244,454	42,159,337	55,259,999	97,419,336
	年內利潤	-	-	-	-	280,673	280,673	462,031	742,704
	其他全面收益	-	-	(558,854)	-	-	(558,854)	(277,063)	(835,917)
	截至2022年12月31日 止年度全面收益總額	-	-	(558,854)	-	280,673	(278,181)	184,968	(93,213)
	直接於權益確認與權益持有人之交易	Transactions with equity holders, recognised directly in equity							
	供股及配售	741	3,012,236	-	-	-	3,012,977	-	3,012,977
	非控股股東之增資	-	-	-	-	-	-	1,186,948	1,186,948
	非控股股東減少的資本金	-	-	-	-	-	-	(3,444,476)	(3,444,476)
	出售子公司	-	-	-	-	14	14	(646,641)	(646,627)
	以股份為基礎的報酬－薪酬成本	-	-	8,680	-	-	8,680	-	8,680
	子公司股息	-	-	-	-	-	-	(626,414)	(626,414)
	股份回購	-	-	-	-	-	-	(101,007)	(101,007)
	與非控股股東權益的交易	-	-	(149,215)	-	-	(149,215)	(3,552,648)	(3,701,863)
		741	3,012,236	(140,535)	-	14	2,872,456	(7,184,238)	(4,311,782)
	於2022年12月31日的結餘	5,822	3,074,902	(738,437)	(113,816)	42,525,141	44,753,612	48,260,729	93,014,341

合併權益變動表

Consolidated Statement of Changes in Equity

截至2022年12月31日止年度

For the year ended 31 December 2022

		本公司權益持有人應佔 Attributable to equity holders of the Company						非控股 股東權益	權益總額
		股本	股份溢價	其他儲備	庫存股	保留盈利	小計	Non- controlling interests	Total equity
		Share capital	Share premium	Other reserves	Treasury stock	Retained earnings	Sub-total		
附註		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		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2021年1月1日的結餘	Balance at 1 January 2021	5,081	2,392,967	(354,420)	(144,739)	33,869,381	35,768,270	45,701,702	81,469,972
年內利潤	Profit for the year	-	-	-	-	8,590,624	8,590,624	4,770,370	13,360,994
其他全面收益	Other comprehensive income	-	-	438,681	-	-	438,681	210,030	648,711
截至2021年12月31日 止年度全面收益總額	Total comprehensive income for the year ended 31 December 2021	-	-	438,681	-	8,590,624	9,029,305	4,980,400	14,009,705
直接於權益確認與權益持有人之交易	Transactions with equity holders, recognised directly in equity								
非控股股東投入的資本金	Capital contributions from non-controlling shareholders	-	-	-	-	-	-	10,456,027	10,456,027
非控股股東減少的資本金	Capital reductions from non-controlling shareholders	-	-	-	-	-	-	(1,097,097)	(1,097,097)
出售子公司	Disposal of subsidiaries	-	-	-	-	-	-	(152,404)	(152,404)
本公司以股份為基礎的報酬－轉讓股份 予員工	Share-based payments of the Company - transfer of shares to employees	20	-	248	(7,019)	20,538	-	13,767	13,767
A股公司以股份為基礎的報酬－轉讓股 份予員工	Share-based payments of the A share company - transfer of shares to employees	20	-	-	12,221	-	-	12,221	144,044
以股份為基礎的報酬－薪酬成本	Share based payments - compensation costs	20	-	-	11,852	-	-	11,852	(811)
與A股公司庫存股相關的股息	Dividend related to treasury stock of the A share company	-	-	-	-	-	-	12,727	12,727
與庫存股相關的股息	Dividend related to treasury stock	-	-	-	10,385	-	10,385	-	10,385
2020年末期股息	2020 final dividend	-	(2,330,549)	-	-	(215,551)	(2,546,100)	-	(2,546,100)
子公司股息	Dividends of subsidiaries	-	-	-	-	-	-	(2,049,730)	(2,049,730)
與非控股股東權益的交易	Transaction with non-controlling interests	-	-	(140,363)	-	-	(140,363)	(2,734,859)	(2,875,222)
		-	(2,330,301)	(123,309)	30,923	(215,551)	(2,638,238)	4,577,897	1,939,659
於2021年12月31日的結餘	Balance at 31 December 2021	5,081	62,666	(39,048)	(113,816)	42,244,454	42,159,337	55,259,999	97,419,336

上述合併權益變動表應與隨附合併財務報表附註一併閱讀。

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes to the consolidated financial statements.

合併現金流量表

Consolidated Statement of Cash Flows

截至2022年12月31日止年度

For the year ended 31 December 2022

截至12月31日止年度
Year ended 31 December

			2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
經營活動所得現金流量	Cash flows from operating activities			
經營活動所得現金	Cash generated from operations	34	17,667,145	31,818,295
已付利息	Interest paid		(6,127,921)	(5,848,730)
已付中國所得稅	PRC income tax paid		(1,919,614)	(6,039,098)
已付中國土地增值稅	PRC land appreciation tax paid		(2,154,774)	(4,334,332)
經營活動所得 現金流量淨額	Net cash flows generated from operating activities		7,464,836	15,596,135
投資活動所得現金流量	Cash flows from investing activities			
業務合併，扣除收到／(支付) 的現金	Business combination, net of cash	33	823,258	(91,791)
添置投資物業	Additions of investment properties		(6,839,316)	(14,044,799)
添置物業、廠房及設備 和非流動資產預付款項	Additions of property, plant and equipment and prepayments for non-current assets		(1,154,638)	(1,467,333)
出售物業、廠房及設備 以及無形資產所得款項	Proceeds from disposal of property, plant and equipment and intangible assets	34	371,996	95,663
出售聯營公司所得款項	Proceeds from disposal of associates		(21,280)	-
以公允價值計量且其 變動計入當期損益的 金融資產所得款項	Proceeds from financial assets at fair value through profit or loss		151,013	168,121
添置無形資產	Additions of intangible assets	8	(28,118)	(81,049)
添置使用權資產	Additions of right-of-use assets		(492,543)	(576)
於聯營公司的投資	Investments in associates	9	(401,642)	(3,261,372)
於合營企業的投資	Investments in joint ventures	10	(75,438)	(4,092,619)
出售子公司及業務， 扣除相關出售現金	Disposal of subsidiaries and business, net of cash disposed	39	297,106	(543,786)
已收股息	Dividends received		1,118,265	877,954
已收利息	Interest received		301,433	415,430
向關連方撥款	Fundings to related parties		(19,196,335)	(68,637,644)
已收關聯方款項	Fundings received from related parties		22,916,106	64,974,225
收購以公允價值計量且其變動 計入其他全面收益之金融資產	Acquisition of financial assets at fair value through other comprehensive income		(33,353)	(515,913)
出售以公允價值計量且其 變動計入其他全面收益之 金融資產所得款項	Proceeds from disposal of financial assets at fair value through other comprehensive income		184,942	328,032
收購以公允價值計量且其變動 計入當期損益之金融資產	Acquisition of financial assets at fair value through profit or loss		(53,428)	(404,282)
出售以公允價值計量且其 變動計入當期損益的 金融資產所得款項	Proceeds from disposal of financial assets at fair value through profit or loss		408,930	317,068
收購按攤銷成本計量之 金融資產	Acquisition of financial assets at amortised costs		(26,254)	(135,790)
出售按攤銷成本計量之 金融資產所得款項	Proceeds from disposal of financial assets at amortised costs		36,612	429,675
合營企業 削資及出售	Capital reduction and disposal of joint ventures	10	447,951	1,197,974
聯營公司削資及出售	Capital reduction and disposal of associates	9	1,046,263	2,612,617
收回被投資公司貸款	Recovery of loan from an investee company		-	140,629
投資活動所用 現金流量淨額	Net Cash flows used in investing activities		(218,470)	(21,719,566)

合併現金流量表

Consolidated Statement of Cash Flows

截至2022年12月31日止年度

For the year ended 31 December 2022

截至12月31日止年度
Year ended 31 December

	附註 Note	2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
融資活動所得現金流量			
借款所得款項		26,609,248	63,915,175
償還借款		(54,472,549)	(64,259,843)
向本公司權益 持有人支付股息	32	–	(2,546,100)
向非控股股東權益支付股息		(626,414)	(2,049,730)
供股及配售		3,012,977	–
非控股股東權益 投入的資本金		1,186,948	10,456,027
非控股股東權益 減少的資本金		(3,444,476)	(1,097,097)
來自子公司非控股 股東權益的撥款		9,829,158	20,977,310
向子公司非控股 股東權益撥款		(9,675,233)	(27,749,835)
購回A股公司的股票		(100,981)	–
與非控股股東權益的交易	38	(3,701,863)	(2,875,222)
租賃付款的本金元素	6	(86,012)	(886,764)
融資活動所用 現金流量淨額		(31,469,197)	(6,116,079)
現金及現金等價物 減少淨額		(24,222,831)	(12,239,510)
年初的現金及 現金等價物		46,604,698	58,965,908
匯兌收益/(虧損)		53,532	(121,700)
年末的現金及現金等價物	18	22,435,399	46,604,698

上述合併現金流量表應與隨附合併財務報表附註一併閱讀。

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes to the consolidated financial statements.

合併財務報表附註

Notes to the Consolidated Financial Statements

截至2022年12月31日止年度

For the year ended 31 December 2022

1 一般資料

新城發展控股有限公司於2010年4月23日根據開曼群島公司法(2010年修訂本)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, Grand Cayman KY1-1205, Cayman Islands。

本公司及其子公司(統稱「本集團」)主要在中華人民共和國(「中國」)從物業發展及物業投資業務。本公司的母公司為富域香港投資有限公司(「富域香港」)，本公司的最終控股公司為First Priority Group Limited，兩家公司均於英屬處女群島註冊成立。本集團最終控股方為王振華先生(「王先生」或「控股股東」)。

為籌備本公司股份首次在香港聯合交易所有限公司(「聯交所」)主板上市，本集團進行重組(「重組」)，據此，本公司成為組成本集團各子公司之控股公司。

本公司股份於2012年11月29日開始在聯交所主板上市(「上市」)。

除另有指明外，合併財務報表以人民幣千元(「人民幣千元」)為單位呈列。

本公司董事會(「董事會」)已於2023年3月31日批准及授權刊發此等載於第149頁至第408頁的合併財務報表。

1 GENERAL INFORMATION

Seazen Group Limited was incorporated in the Cayman Islands on 23 April 2010 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The address of its registered office is Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, Grand Cayman KY1-1205, Cayman Islands.

The principal activities of the Company and its subsidiaries (together, the “Group”) are property development and property investment in the People’s Republic of China (the “PRC”). The Company’s parent company is Wealth Zone Hong Kong Investments Limited (“Wealth Zone Hong Kong”) and the Company’s ultimate holding company is First Priority Group Limited, both of which are incorporated in the British Virgin Islands. The ultimate controlling party of the Group is Mr. Wang Zhenhua (“Mr. Wang” or the “Controlling Shareholder”).

To prepare for the initial listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Group has undertaken a reorganisation (the “Reorganisation”) pursuant to which the Company became the holding company of the subsidiaries comprising the Group.

The Company’s shares began to list on the Main Board of The Stock Exchange on 29 November 2012 (the “Listing”).

The consolidated financial statements are presented in thousands of Renminbi (“RMB’000”), unless otherwise stated.

These consolidated financial statements set out on page 149 to 408 have been approved and authorised for issue by the board of directors (the “Board”) of the Company on 31 March 2023.

2 重大會計政策概要

2.1 編製基準

(i) 遵守香港財務報告準則及香港公司條例

新城發展控股有限公司的合併財務報表是根據香港財務報告準則（「香港財務報告準則」）及香港公司條例（第622章）的披露規定編製。

(ii) 歷史成本法

合併財務報表按照歷史成本法編製，並已就按公允價值列賬的以公允價值計量且其變動計入當期損益的金融資產、以公允價值計量且其變動計入其他全面收益的金融資產及投資物業的重估而作出調整。

(iii) 持續經營基礎

截至2022年12月31日止年度，受中國內地房地產市場放緩的影響，本集團預售量及預售所得款項的收回有所減少。本集團淨利潤由截至2021年12月31日止年度的人民幣13,360,994,000元減少至截至2022年12月31日止年度的人民幣742,704,000元。於2022年12月31日，本集團流動負債超過其流動資產人民幣11,903,741,000元。上述事項及情況可能導致本集團流動資金出現階段性壓力。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

(i) Compliance with HKFRSs and HKCO

The consolidated financial statements of the Seazen Group Limited have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRS) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

(ii) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income and investment properties, which are carried at fair value.

(iii) Going concern basis

Due to the slow-down of the Mainland China property market, the Group's pre-sales volume and collection of pre-sale proceeds decreased in the year ended 31 December 2022. The Group's net profit decreased from RMB13,360,994,000 for the year ended 31 December 2021 to RMB742,704,000 for the year ended 31 December 2022. As at 31 December 2022, the Group's current liabilities exceeded its current assets by RMB11,903,741,000. These events and conditions might impose temporary liquidity pressure to the Group.

2 重大會計政策概要(續)

2.1 編製基準(續)

(iii) 持續經營基礎(續)

鑒於上述情況，本集團已／將實施下列措施以減輕流動資金壓力，包括：

- i. 積極改進銷售及預售活動，提高銷售及預售量，並加快銷售及預售所得款項回籠；
- ii. 與主要建造商和供應商持續保持溝通，安排項目建設付款，確保各開發中物業項目施工有序進行；
- iii. 持續滿足各項借款的財務指標以及其他條款及條件，按時償還借款本息，確保借款不出現違約情況，及
- iv. 繼續與相關銀行和金融機構進行溝通，為項目開發及經營及時獲得所需借款，同時為本集團拓展其他直接及間接融資。

本集團已編製自2022年12月31日起計為期十二個月的現金流量預測。現金流量預測已考慮本集團經營產生的預計現金流量、計劃借款還款及取得本集團的新借款。

董事在作出適當查詢以及考慮上述項目基準及持續措施後認為，本集團能夠獲得足夠的營運資金以確保能夠履行由2022年12月31日起計的未來十二個月內到期的財務責任。因此，董事信納採用持續經營基準編製合併財務報表屬恰當。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(iii) Going concern basis (continued)

In view of these circumstances, the Group takes/will take the following measures to reduce the liquidity pressure, including:

- i. Actively improving sales and pre-sale activities to increase sales and pre-sale volume and enhance collection of sales and pre-sales proceeds;
- ii. Maintaining continuous communication with the major constructors and suppliers and properly arranging project construction payments to keep the constructions of in-development property projects proceeding as scheduled;
- iii. Continuously complying with financial covenants and other terms and conditions of the borrowings, timely repaying principle and interests to avoid any default of borrowings, and
- iv. Continuously communicating with relevant banks and other financial institutions to secure borrowings for property development and operation as needed, and explore other direct and indirect financing for the Group.

The Group has prepared cash flow forecast for a period of 12 months from 31 December 2022. The cash flow forecast has taken into accounts the anticipated cash flows generated from the Group's operations, scheduled repayment of borrowings, and obtaining of new borrowings of the Group.

The directors, after making due enquiries and considering the basis of the projections and continuous measures described above, believe that, the Group will be able to generate sufficient funds to finance its operations and to meet its financial obligations when they fall due within the next 12 months from 31 December 2022. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

2 重大會計政策概要(續)

2.1 編製基準(續)

(iv) 本集團於2022年採納的新準則、修訂本及詮釋

本集團已就其自2022年1月1日開始的年度報告期間首次應用以下修訂本：

- 物業、廠房及設備：擬定用途前之所得款項－香港會計準則第16號(修訂本)
- 繁重合約－履行合約的成本－香港會計準則第37號(修訂本)
- 香港財務報告準則之年度改進(2018年至2020年週期)，
- 對概念框架之提述－香港財務報告準則第3號(修訂本)。
- 2021年6月30日後Covid-19相關租金寬免－香港財務報告準則第16號(修訂本)(2021年3月)(「香港財務報告準則第16號修訂本(2021年3月)」)

上文所列修訂本對前期確認的金額並無產生任何影響且預期不會對本期或未來期間有任何重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(iv) New standard, amendments and interpretation adopted by the Group in 2022

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2022:

- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to HKAS 16
- Onerous Contracts – Cost of Fulfilling a Contract – Amendments to HKAS 37
- Annual Improvements to HKFRS Standards 2018-2020,
- Reference to the Conceptual Framework – Amendments to HKFRS 3.
- Covid-19 Related Rent Concessions beyond 30 June 2021 – Amendment to HKFRS 16 (March 2021) (the “HKFRS 16 Amendment (March 2021)”)

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 重大會計政策概要(續)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 編製基準(續)

2.1 Basis of preparation (continued)

(v) 尚未採納的新訂準則及詮釋

(v) New standards and interpretations not yet adopted

若干新會計準則、會計準則修訂本及詮釋已經頒佈，惟於2022年12月31日報告期間並未強制生效，且未獲本集團提早採納：

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the group:

新準則、修訂本、詮釋及改進		於以下日期或之後 開始的會計期間生效 Effective for accounting periods beginning on or after
New standards, amendments, interpretation and improvements		
香港財務報告準則第17號(修訂本) Amendments to HKFRS 17	香港財務報告準則第17號(修訂本) Amendments to HKFRS 17	2023年1月1日 1 January 2023
香港會計準則第1號(修訂本) Amendments to HKAS 1	將負債分類為流動或非流動 Classification of liabilities as current or non-current	2023年1月1日 1 January 2023
香港財務報告準則第17號 HKFRS 17	保險合約 Insurance contracts	2023年1月1日 1 January 2023
香港詮釋第5號(2020年) Hong Kong Interpretation 5 (2020)	香港詮釋第5號(2020年)財務報表的呈列－借款人對包含按要求條款還款的定期貸款的分類 Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	2023年1月1日 1 January 2023
香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本) Amendments to HKAS 1 and HKFRS Practice Statement 2	會計政策的披露 Disclosure of Accounting Policies	2023年1月1日 1 January 2023
香港會計準則第8號(修訂本) Amendments to HKAS 8	會計估計的定義 Definition of Accounting Estimates	2023年1月1日 1 January 2023
香港財務報告準則第10號及香港會計準則第28號(修訂本) Amendments to HKFRS 10 and HKAS 28	投資者及其聯營公司或合營企業出售或貢獻資產 Sale or contribution of assets between an investor and its associate or joint venture	待釐定 To be determined

預期該等準則、修訂本或詮釋於本期間或未來報告期間不會對本集團及可預見的未來交易產生重大影響。

These standards, amendments or interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2 重大會計政策概要(續)

2.2 合併原則及權益會計處理

(i) 子公司

子公司指本集團有權控制的所有實體(包括結構化實體)。當本集團因參與一間實體之業務而可或有權獲得可變回報且有能力憑藉其對該實體行使權力而影響該等回報時，則視為本集團控制該實體。子公司於控制權轉移至本集團之日起全面合併入賬。子公司自控制權終止當日起終止合併入賬。

本集團採用收購會計法將業務合併入賬(參見附註2.3)。

集團內公司間交易、結餘及因集團內公司間交易而產生之未變現利得會予以對銷。未變現虧損亦予以對銷，除非該交易顯示已轉讓資產減值的證據。子公司的會計政策已按需要作出改動，以確保與本集團所採納者相符。

子公司的業績及權益中的非控股股東權益分別於合併財務狀況表、合併損益表、合併全面收益表及合併權益變動表中單獨列示。

(ii) 聯營公司

聯營公司指本集團對其有重大影響但無控制權或共同控制權的所有實體。於一般情況下，本集團持有介乎20%至50%的投票權。於初步按成本確認後，於聯營公司的投資乃以權益法入賬(見下文(iv))。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Principles of consolidation and equity accounting

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to note 2.3).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and consolidated statement of changes in equity respectively.

(ii) Associates

Associates or associated companies are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

2 重大會計政策概要(續)

2.2 合併原則及權益會計處理(續)

(iii) 合營安排

根據香港財務報告準則第11號共同安排，在共同安排下的投資可分類為共同經營或合營企業。分類視乎每個投資者的合約權利和義務（而非共同安排的法律結構）而定。本集團已評估其合營安排的性質並釐定為合營企業。

於初步按成本在合併資產負債表確認後，合營企業權益使用權益法入賬(見下文(iv))。

(iv) 權益會計法

根據權益會計法，投資初步按成本確認，其後進行調整以於損益確認本集團應佔被投資方收購後利潤或虧損並於其他全面收益確認本集團應佔被投資方其他全面收益的變動。已收或應收聯營公司及合營企業的股息確認為投資賬面值扣減。

本集團應佔權益入賬投資的虧損等於或超過其於該實體的權益(包括任何其他無抵押長期應收款項)時，本集團不會確認進一步虧損，除非已代表另一實體承擔責任或作出付款。

本集團與其聯營公司及合營企業之間交易的未變現收益按本集團於該等實體的權益予以對銷。未變現虧損亦會予以對銷，除非該交易顯示已轉讓資產減值的證據。權益入賬被投資方的會計政策已於必要時作出調整，以確保與本集團所採納會計政策一致。

權益入賬投資的賬面金額根據附註2.11所述政策進行減值測試。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Principles of consolidation and equity accounting (continued)

(iii) Joint arrangements

Under HKFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Interests in joint ventures are accounted for using the equity method (see (iv) below), after initially being recognised at cost in the consolidated balance sheet.

(iv) Equity accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 2.11.

2 重大會計政策概要(續)

2.2 合併原則及權益會計處理(續)

(v) 所有權權益變動

本集團將不導致喪失控制權的非控股股東權益交易視作與本集團權益擁有人的交易。擁有權權益變動導致控股與非控股股東權益賬面值的調整，以反映其於子公司的相關權益。非控股股東權益調整數額與任何已付或已收代價之間的任何差額於本公司擁有人應佔權益中的獨立儲備內確認。

當本集團因失去控制權、共同控制權或重大影響力而停止合併入賬或按權益入賬一項投資時，於實體的任何保留權益重新按公允價值計量，而賬面值變動於損益確認。就其後入賬列作聯營公司、合營企業或金融資產的保留權益而言，該公允價值為初始賬面值。此外，先前於其他全面收益就該實體確認的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。這意味著先前於其他全面收益確認的金額重新分類至損益或轉撥至適用香港財務報告準則所指明／許可的另一權益類別內。

倘於一間合營企業或聯營公司的擁有權權益減少但保留共同控制權或重大影響力，則先前於其他全面收益確認的金額僅有一定比例份額重新分類至損益(如適用)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Principles of consolidation and equity accounting (continued)

(v) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2 重大會計政策概要(續)

2.3 業務合併

本集團採用收購會計法將所有業務合併入賬，不論是否已收購股本工具或其他資產。收購一間子公司轉讓的代價包括：

- 所轉讓資產的公允價值；
- 被收購業務之前擁有人所產生的負債；
- 本集團已發行股權；
- 或然代價安排所產生任何資產或負債的公允價值，及
- 子公司任何先前存在的股本權益的公允價值。

在業務合併中所收購的可識別資產以及所承擔的負債及或然負債，首先以其於收購日期的公允價值計量(少數例外情況除外)。本集團以逐項收購基準，按公允價值或按非控股權益所佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本於產生時列為開支。

超出的

- 代價轉讓，
- 於被收購實體的任何非控股權益金額，及
- 於被收購實體的任何先前股權的收購日期公允價值。

超過所收購可識別淨資產的公允價值記錄為商譽。倘該等款項低於所收購業務的可識別資產淨值的公允價值，則差額直接於損益中確認為議價購買。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity.

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

2 重大會計政策概要(續)

2.3 業務合併(續)

倘現金代價的任何部分之結算被延期，則未來的應付金額將按交換當日的現值貼現。所用貼現率為實體的增量借款利率，即可比較條款及條件下可以從獨立融資人獲得類似借貸的利率。或然代價分類為權益或金融負債。分類為金融負債的金額其後將重新按公允價值計量，而公允價值變動於損益中確認。

倘業務合併分階段進行，則收購方先前持有的被收購方股本權益於收購日期的賬面值於收購日期重新按公允價值計量。任何因該項重新計量產生的收益或虧損於損益中確認。

2.4 獨立財務報表

於子公司之投資乃以成本扣除減值入賬。成本亦包括與投資直接相關的應佔成本。子公司之業績按已收及應收股息計入公司之賬內。

當收到於子公司的股息時，而該股息超過子公司在宣派股息期間之全面收益總額，或在獨立財務報表之投資賬面值超過被投資方淨資產(包括商譽)在合併財務報表之賬面值時，則必須對有關投資進行減值測試。

2.5 分部報告

經營分部乃以與提交予主要經營決策者的內部報告一致的方式呈報。

本公司董事會已委任戰略決策委員會，其負責評估本集團財務業績及狀況並作出戰略性決策。決策委員會已被確定為主要經營決策者，由行政總裁、首席財務官及企業規劃經理組成。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Business combinations (continued)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

The board of the Company has appointed a strategic steering committee which assesses the financial performance and position of the Group, and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the chief executive officer, the chief financial officer and the manager for corporate planning.

2 重大會計政策概要(續)

2.6 外幣換算

(i) 功能及呈列貨幣

本集團各實體財務報表所列的項目，均以該實體經營所在主要經濟環境所使用的貨幣（「功能貨幣」）計量。由於本集團的大部分資產及營運位於中國，故其財務報表以人民幣呈列，人民幣乃本公司的功能貨幣及本集團的呈列貨幣。

(ii) 交易及結餘

外幣交易均按交易當日的匯率換算為功能貨幣。因上述交易結算及按年底匯率兌換以外幣計值的貨幣資產及負債而產生的匯兌盈虧，一般均於損益確認。倘其與合資格現金流量對沖及合資格投資淨額對沖有關或歸因於海外業務投資淨額的一部分，則於權益中遞延。

與借款以及現金及現金等價物有關的匯兌收益及虧損在損益表內的「財務收入或融資成本」項下呈列。所有其他匯兌收益及虧損在損益表內的「其他收益或虧損－淨額」項下呈列。

按公允價值計量並以外幣計值之非貨幣項目使用釐定公允價值當日之匯率換算。按公允價值列賬之資產及負債的匯兌差額呈報為公允價值損益之一部分。例如，以公允價值計量且其變動計入當期損益之權益等非貨幣資產及負債之匯兌差額於損益內確認為公允價值損益其中部分，分類為按公允價值計量且其變動計入其他全面收益的金融資產之權益等非貨幣資產之匯兌差額於其他全面收益中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). Since the majority of the assets and operations of the Group are located in the PRC, the financial statements are presented in RMB, which is the functional currency of the Company and the presentation currency of the Group.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of profit or loss within 'finance income or costs'. All other foreign exchange gains and losses are presented in the statement of profit or loss within 'other gains or losses – net'.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as financial assets at fair value through other comprehensive income are recognised in other comprehensive income.

2 重大會計政策概要(續)

2.6 外幣換算(續)

(iii) 集團公司

倘海外業務(全部均非採用嚴重通脹經濟體系的貨幣)的功能貨幣有別於呈列貨幣，則其業績及財務狀況會按下列方法換算為呈列貨幣：

- (a) 本集團實體的每份財務狀況表內的資產與負債按該財務狀況表結算日的收市匯率換算；
- (b) 本集團實體的每份損益表及全面收益表內的收入及開支按平均匯率換算；及
- (c) 所產生的所有兌換差額乃於其他全面收益內確認，並於權益項目下累計。

於編製合併賬目時，換算海外實體任何投資淨額以及換算被指定為此等投資的對沖項目的借款及其他金融工具均於其他全面收益確認。當出售海外業務或償還構成該投資淨額部分的任何借款，相關的匯兌差額於損益賬重新歸類為出售的部分收益或虧損。

收購海外業務產生的商譽及公允價值調整視為該海外業務的資產和負債，並按期末匯率換算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Foreign currency translation (continued)

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position of the Group entities are translated at the closing date of that statement of financial position;
- (b) income and expenses for each statement of profit or loss and statement of comprehensive income of the Group entities are translated at average exchange rate; and
- (c) all resulting exchange differences are recognised in other comprehensive income and accumulated as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2 重大會計政策概要(續)

2.7 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及任何減值虧損入賬。資產的初始成本包括購入價及令該資產處於所擬運作狀況及地點之任何直接應佔成本。

只有當與項目有關的未來經濟利益可能流入本集團，而該項目的成本能夠可靠地計量時，方會將該項目其後產生的成本計入該項資產的賬面值內或確認為獨立資產(如適當)。所有其他維修及保養成本乃於其產生的財政期間內自合併損益表扣除。

折舊按直線法計算，以於其估計可使用年期內，或倘為租賃物業裝修及若干租賃廠房和設備，則於以下較短租期內分配其成本或重估金額(扣除其剩餘價值)：

— 樓宇	20-30年
— 運輸設備	3-20年
— 傢俬、裝置及設備	3-12年
— 租賃物業裝修	3-5年

資產殘值及可使用年期均會於各報告期末時被審閱，並在適當情況下作出調整。

倘資產賬面值高於其估計可收回金額，該項資產的賬面值將即時撇減至其可收回金額。

出售盈虧乃透過比較所得款項與賬面值而釐定，並於損益內列賬。根據集團政策，當出售重估資產時，與該等資產於其他儲備有關的金額一律撥入保留盈利。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment losses. The initial cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the consolidated statement of profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

– Buildings	20-30 years
– Transport equipment	3-20 years
– Furniture, fitting and equipment	3-12 years
– Leasehold improvements	3-5 years

The assets' residual value and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is group policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

2 重大會計政策概要(續)

2.8 投資物業

持作長期租金收入或資本增值或兩者兼備且並非本集團所佔用的物業分類為投資物業。投資物業也包括正在建造或開發供未來作投資物業使用之物業。

本集團為若干租賃物業的出租人。就租出的租賃使用權資產連同租賃物業裝修而言，本集團將其分類為投資物業，並按公允價值計量。

投資物業初始按其成本計量，包括相關的交易成本及相關的(如適用)借貸成本。於初步確認後，投資物業按公允價值列賬。公允價值變動於合併損益表確認及單獨呈列。

公允價值是根據活躍市價並經(如必要)就特定資產之性質、位置或狀況之任何差異作出調整而釐定。倘無法獲得該等資料，則本集團會使用可替代估值法，如較不活躍市場的近期價格或經折現現金流量預測。該等估值乃於結算日由外部估值師進行。

倘公允價值能可靠計量，建設中物業按公允價值計量。倘無法可靠地釐定公允價值，則建設中投資物業於公允價值可以釐定或工程竣工前(以較早者為準)將以成本計量。此物業於該日的公允價值與當時賬面值之間的任何差額均在合併損益表中確認。重新發展以持續作投資物業用途的投資物業，或市場活躍度降低的投資物業將繼續以公允價值計量。

其後支出只有在與該支出有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，方撥入資產的賬面值。其他所有維修及保養成本於產生時支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

The Group is the lessor of certain leased properties. For leased right-of-use assets together with leasehold improvements leased out, the Group classifies them as investment properties and measured them at fair value.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment property is carried at fair value. Changes in fair value are recognised and presented separately in the consolidated statement of profit or loss.

Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are performed at balance sheet date by external valuers.

Property under construction is measured at fair value if the fair value is considered to be reliably measurable. If the fair value cannot be reliably determined, the investment property under construction will be measured at cost until such time as fair value can be determined or construction is completed, whichever is earlier. Any difference between the fair value of the property at that date and its then carrying amount shall be recognised in the consolidated statement of profit or loss. Investment property that is being redeveloped for continuing use as investment property, or for which the market has become less active, continues to be measured at fair value.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

2 重大會計政策概要(續)

2.8 投資物業(續)

當與另一方就完工待售物業訂立經營租賃合約及租賃開始時，物業轉撥至投資物業。於轉撥日期的物業公允價值與其當時賬面值的差額於損益表中確認為其他收益。

2.9 商譽

商譽按附註2.3所述計量。商譽不予攤銷，惟每年進行減值測試，或當有事件出現或情況變動顯示可能出現減值時進行更頻密減值測試，並按成本減去累計減值虧損列示。出售實體的收益及虧損包括與出售實體有關的商譽賬面值。

商譽會被分配至現金產生單位以進行減值測試。有關分配乃對預期將從商譽產生的業務合併中獲益的現金產生單位或現金產生單位組別作出。現金產生單位或現金產生單位組別乃就內部管理目的而於監察商譽的最低層次(即經營分部(附註2.5))確認。

2.10 無形資產

(i) 商標、專利及客戶資源

單獨收購的商標及牌照按歷史成本列示。在業務合併中收購的商標、牌照及客戶資源於收購日期按公允價值確認。其具有有限可使用年期，其後按成本減累計攤銷及減值虧損列賬。

(ii) 電腦軟件

本集團的電腦軟件包括所購入的電腦軟件，其按購入及使用該特定軟件產生的成本作資本化處理。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Investment properties (continued)

When an operating lease contract is entered into with another party on a property originally held for sale and upon the inception of the lease, the property is transferred to investment property. The difference between the fair value of the property at the date of transfer and its then carrying amount is recognised as other gain in the statement of profit or loss.

2.9 Goodwill

Goodwill is measured as described in note 2.3. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (note 2.5).

2.10 Intangible assets

(i) Trademarks, patent and client resources

Separately acquired trademarks and licences are shown at historical cost. Trademarks, licences and client resources acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

(ii) Computer software

Computer software of the Group comprises acquired computer software which is capitalised on the basis of the costs incurred to acquire and bring to use the specific software.

2 重大會計政策概要(續)

2.10 無形資產(續)

(iii) 攤銷方法及年期

本集團於以下期間採用直線法攤銷具有有限使用期的無形資產：

– 商標	10年
– 電腦軟件	5年
– 專利	10年
– 客戶資源	10年

2.11 非金融資產的減值

商譽無需攤銷，但每年須進行減值測試，或倘有事件或情況變動顯示其可能出現減值時，則會更頻密地作減值測試。其他資產須於任何事件出現或情況改變顯示賬面值可能無法收回時進行減值測試。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額以資產的公允價值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按獨立可辨認現金流入(大致獨立於其他資產或資產組合的現金流入)(現金產出單位)的最低層次組合。除商譽外，非金融資產如出現減值，則會於每個報告期末審閱可否撥回減值。

2.12 完工待售或在建銷售物業

完工待售或在建銷售物業按成本及可變現淨值兩者的較低者列賬於流動資產。完工待售或在建銷售物業成本包括土地租賃成本、建造支出、資本化借款成本及於發展期間產生的其他直接成本。持有物業成本按未售出物業佔該發展項目之總發展成本獲分攤之有關部分計量。可變現淨值為管理層根據現行市況釐定之在通常業務過程中的估計銷售價，減預計至竣工需產生的其他成本以及銷售及營銷成本。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Intangible assets (continued)

(iii) Amortisation methods and periods

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

– Trademarks	10 years
– Computer software	5 years
– Patent	10 years
– Client resources	10 years

2.11 Impairment of non-financial assets

Goodwill is not subject to amortisation and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.12 Properties held or under development for sale

Properties held or under development for sale are included in current assets at the lower of cost and net realisable value. The costs of properties held or under development consist of costs of leasehold land, construction expenditure, capitalised borrowing costs and other direct costs incurred during the development period. The costs of properties held are determined by apportionment of the total development costs for that development project attributable to the unsold properties. Net realisable value is based on estimated selling price in the ordinary course of business as determined by management with reference to the prevailing market conditions, less further costs expected to be incurred to completion and selling and marketing costs.

2 重大會計政策概要(續)

2.13 投資及其他金融資產

(a) 分類

本集團將其金融資產按下列計量類別分類：

- 其後按公允價值計量的金融資產(計入其他全面收益或計入損益)，及
- 按攤銷成本計量的金融資產。

分類視乎實體管理金融資產的業務模型及現金流量的合約年期而定。

就按公允價值計量的資產而言，收益及虧損將於損益或其他全面收益記賬。就並非持作買賣的股本工具投資而言，則視乎本集團於初步確認時有否作出不可撤回的選擇，將股本投資按以公允價值計量且其變動計入其他全面收益的方式入賬。

當且僅當本集團管理該等資產的業務模式改變時，方會對債務投資進行重新分類。

(b) 計量

於初步確認時，本集團按其公允價值加上(倘金融資產並非以公允價值計量且其變動計入當期損益)收購金融資產直接應佔的交易成本計量金融資產。按以公允價值計量且其變動計入當期損益列賬的金融資產的交易成本於合併損益表中支銷。

於確定其現金流量是否僅支付本金及利息時會全面考慮附帶嵌入式衍生工具的金融資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Investments and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in consolidated statement of profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2 重大會計政策概要(續)

2.13 投資及其他金融資產(續)

(b) 計量(續)

債務工具

債務工具的後續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為三種計量類別：

- 攤銷成本：倘為收取合約現金流量而持有的資產的現金流量僅為本金及利息付款，則該等資產按攤銷成本計量。來自該等金融資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於損益中確認，並與匯兌收益及虧損於其他收益／(虧損)列示。減值虧損於合併損益表內作為單獨項目列示。
- 以公允價值計量且其變動計入其他全面收益：倘為收取合約現金流量及出售金融資產而持有的資產的現金流量僅為本金及利息付款，則該等資產以公允價值計量且其變動計入其他全面收益計量。賬面值變動乃透過其他全面收益確認，惟就確認減值收益或虧損而言，利息收入及匯兌收益及虧損於損益確認。終止確認金融資產時，先前於其他全面收益確認的累計收益或虧損將自權益重新分類至損益並於其他收益／(虧損)中確認。來自該等金融資產的利息收入採用實際利率法計入財務收入。匯兌收益及虧損於其他收益／(虧損)呈列，而減值虧損於合併損益表內作為單獨項目列示。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Investments and other financial assets (continued)

(b) Measurement (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of profit or loss.
- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment loss are presented as separate line item in the consolidated statement of profit or loss.

2 重大會計政策概要(續)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 投資及其他金融資產(續)

2.13 Investments and other financial assets (continued)

(b) 計量(續)

(b) Measurement (continued)

債務工具

Debt instruments

- 以公允價值計量且其變動計入當期損益：不符合攤銷成本或以公允價值計量且其變動計入其他全面收益標準的資產以公允價值計量且其變動計入當期損益。其後以公允價值計量且其變動計入當期損益的債務投資產生的收益或虧損於損益內確認並於其產生期間的其他收益／(虧損)以淨值列示。來自該等金融資產之股息收入計入其他收入。

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises. Dividend income from these financial assets is included in other income.

股本工具

Equity instruments

本集團其後按公允價值計量所有股本投資。倘本集團管理層已選擇於其他全面收益呈列股本投資的公允價值收益及虧損，則於終止確認此類投資後，公允價值收益及虧損不再重新分類至損益。當本集團收取付款的權利確立時，該等投資的股息繼續於損益中確認為其他收入。

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

以公允價值計量且其變動計入當期損益的金融資產的變動於損益表(如適用)其他收益／(虧損)中確認。以公允價值計量且其變動計入其他全面收益的股本投資的減值虧損(及減值虧損撥回)不會與公允價值的其他變動分開呈報。

Changes of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

2 重大會計政策概要(續)

2.13 投資及其他金融資產(續)

(c) 金融資產減值

本集團按前瞻性基準評估與其以攤銷成本計量的債務工具及以公允價值計量且其變動計入其他全面收益的金融資產相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。附註3.1.2詳述本集團釐定信貸風險有否顯著增加的方法。

就貿易應收款項而言，本集團採用香港財務報告準則第9號所允許的簡化方法，該方法規定預期使用年期虧損將自初步確認應收款項起確認。

就其他應收款項、按攤銷成本計量的金融資產以及以公允價值計量且其變動計入其他全面收益的金融資產而言，本集團已應用香港財務報告準則第9號所訂明的預期信貸虧損一般模式，原因是信貸風險於初步確認後並無顯著增加，故已確認的虧損撥備被限定至12個月預期虧損。

(d) 確認及終止確認

正常買賣金融資產在交易日(本集團承諾買賣該資產的日期)確認。當從金融資產收取現金流量的權利已屆滿或已轉讓，且本集團已實質上將擁有權的所有風險和回報轉讓時，即終止確認金融資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Investments and other financial assets (continued)

(c) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its debt instrument carried at amortised cost and financial assets at fair value through OCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1.2 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For other receivables, financial assets at amortised cost and financial assets at fair value through other comprehensive income, the Group applies the general model for expected credit loss prescribed by HKFRS 9, since credit risk has not significantly increased after initial recognition, the loss allowance recognised was therefore limited to 12 months expected losses.

(d) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 重大會計政策概要(續)

2.14 衍生活動

衍生工具於訂立衍生工具合約日期首度以公允價值確認入賬，隨後按其公允價值進行重估。公允價值乃根據市場報價於活躍市場中獲得，包括近期市場交易及估值方法(包括現金流量折現模型及期權定價模型(如適用))。

對於不符合對沖會計處理的衍生金融工具，公允價值變動於合併損益表中確認。

2.15 貿易及其他應收款項

倘貿易及其他應收款項被視為無法收回，則與貿易及其他應收款項的撥備賬目撇銷。其後收回先前撇銷的金額將貸記入合併損益表內。

貿易及其他應收款項計入流動資產，惟於報告期起計超過12個月者(或倘於正常業營運週期外，則可較長)，則分類為非流動資產。

請參閱附註16有關本集團貿易及其他應收款項賬齡的進一步資料；另請參閱附註3.1.2有關本集團減值政策的說明。

2.16 現金及現金等價物

現金流量表之呈列中，現金及現金等價物包括手頭現金、銀行通知存款、其他可隨時轉換作可知現金金額及價值變動風險輕微的原始投資期限不超過三個月、流動性強的短期投資。現金及現金等價物不包括受限制現金。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Derivative activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. Fair values are obtained from quoted market prices in active markets, including recent market transactions, and valuation techniques, including discounted cash flow models and options pricing models, as appropriate.

For derivative financial instruments which do not qualify for hedge accounting, changes in fair value are recognised in the consolidated statement of profit or loss.

2.15 Trade and other receivables

When a trade and other receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited to the consolidated statement of profit or loss.

Trade and other receivables are included in current assets, except for those maturing more than twelve months after the reporting period (or out of the normal operating cycle of the business if longer) which are classified as non-current assets.

See note 16 for further information about the Group's aging for trade and other receivables and note 3.1.2 for a description of the Group's impairment policies.

2.16 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Restricted cash is excluded from cash and cash equivalents.

2 重大會計政策概要(續)

2.17 股本及永續資本工具

普通股分類為權益。直接歸屬於發行新股或期權的新增成本在權益中列為所得款項之減項(扣除稅項)。

倘任何集團公司購買本公司之權益股本(庫存股)，所支付的對價(包括任何扣除所得稅的直接應佔增量成本)自本公司擁有人應佔權益中扣除，直至股份被註銷或重新發行為止。若該等股份其後重新發行，則任何已收對價於扣除任何直接應佔的新增交易成本及相關所得稅影響後計入本公司擁有人應佔權益。

沒有償還其本金或支付任何分配的合約義務的永續資本工具歸類為權益一部分。

2.18 貿易及其他應付款項

貿易及其他應付款項指於財政年度結束前提供予本集團之貨品及服務之尚未支付負債。除非款項並非於報告期後12個月內(或倘於正常業營運週期外，則可較長)到期，否則貿易及其他應付款項呈列為流動負債。

貿易及其他應付款項初始以公允價值確認，其後利用實際利率法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Share capital and perpetual capital instruments

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the owners of Company until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effect is included in equity attributable to the owners of Company.

Perpetual capital instruments with no contractual obligation to repay its principle or to pay any distribution are classified as part of equity.

2.18 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period (or out of the normal operating cycle of the business if longer).

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 重大會計政策概要(續)

2.19 借款及借貸成本

借款初始按公允價值扣除所產生的交易成本予以確認。借款其後按攤銷成本列賬；所得款項扣除交易成本後與贖回價值間的任何差額使用實際利率法於借款期間在合併損益表內確認。

在貸款很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無證據顯示該貸款很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

可直接歸屬收購、建造或生產合資格資產的一般及特定借款成本，於完成及準備資產作擬定用途或銷售之期間內撥充資本。合資格資產是指必須要經過一段長時間方可達致擬定用途或銷售之資產。尚未使用於合資格資產的特定借款作短暫投資賺取的投資收入，於合資格資本化的借款成本中扣除。其他借款成本於其產生期間支銷。

2.20 即期及遞延所得稅

年內所得稅開支即為當期應課稅收入按各司法權區的適用所得稅率計算的應付稅項，並根據由於暫時性差額及未使用稅務虧損而導致的遞延稅項資產和負債變動作出調整。

即期所得稅支出根據本公司及其子公司營運及產生應課稅收入的國家於報告期末已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例受詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關繳納的稅款設定撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Borrowings and borrowing costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facilities to which it relates.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period when they are incurred.

2.20 Current and deferred income tax

The income tax expense for the year is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 重大會計政策概要(續)

2.20 即期及遞延所得稅(續)

對於資產及負債的稅基與其在合併財務報表的賬面值的暫時性差額，使用負債法悉數撥備遞延所得稅。然而，倘遞延稅項負債因初步確認商譽產生，則不予確認。倘遞延所得稅乃因初步確認交易(並非業務合併)中的資產或負債而產生，且進行有關交易時並無影響會計或應課稅利潤或虧損，則不予入賬。遞延所得稅乃按報告期末前已頒佈或實質上已頒佈，並預期將於相關遞延所得稅資產變現或遞延所得稅負債清償時應用的稅率(及法律)計算。

有關按公允價值計量之投資物業的遞延稅項負債乃假設該物業將透過出售完全收回釐定。

遞延稅項資產是就可能有未來應課稅利潤而就此可使用暫時性差額及虧損而確認。

倘本集團可控制對外業務之賬面值與投資稅項基礎暫時差額的撥回時間，而該等差額預期於可見將來不會撥回，則遞延稅負債及資產並未就其確認。

倘若存在可依法強制執行的權利將即期稅項資產與負債抵銷，及倘遞延稅項結餘與同一稅務機構相關，則可將遞延稅項資產與負債抵銷。倘實體有可依法強制執行抵銷權利且有意按淨值基準清償或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax (continued)

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 重大會計政策概要(續)

2.20 即期及遞延所得稅(續)

除與於其他全面收益或直接於權益確認的項目相關外，即期及遞延稅項於損益內確認。於此情況下，該稅項亦分別於其他全面收益或直接於權益中確認。

本集團旗下各公司或會有權就投資合資格資產或有關合資格開支申報特別稅務減免。本集團將有關減免入賬為稅務抵免，即該減免將減少應付所得稅及即期稅務開支。結轉為遞延稅項資產的未申報稅務抵免將確認為遞延稅項資產。

2.21 員工福利

根據中國內地規則及法規，本集團的中國內地員工須參加中國內地有關省市政府管理的多項界定供款退休福利計劃，據此，本集團及中國內地員工須每月按員工薪金的特定百分比向該等計劃供款，惟無需超過若干上限。

省市政府承諾承擔根據上述計劃應付的全部現有及未來中國內地員工退休福利責任。除每月供款外，本集團毋須就其員工承擔其他退休金付款或其他退休後福利的責任。這些計劃的資產與本集團其他資產分開持有，並由省市政府獨立管理的基金保管。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Current and deferred income tax (continued)

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Companies within the Group may be entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure. The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense. A deferred tax asset is recognised for unclaimed tax credits that are carried forward as deferred tax assets.

2.21 Employee benefits

In accordance with the rules and regulations of mainland China, the mainland China based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the mainland China under which the Group and the mainland China based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to a certain ceiling.

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired mainland China based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the municipal and provincial governments.

2 重大會計政策概要(續)

2.22 以股份為基礎的報酬

本集團透過購股權獎勵計劃及限制性股份獎勵計劃提供以股份為基礎的補償福利。有關該等計劃的資料載於附註20。

根據購股權計劃授出的購股權以及根據限制性股份獎勵計劃授出的限制性股份之公允價值被確認為員工福利開支，並對權益作出相應增加。該等予以支銷的總金額乃經參考獲授予購股權及股份的公允價值釐定：

- 包括任何市場績效條件(如實體的股價)
- 不包括任何服務及非市場績效可歸屬條件(如盈利能力、銷售增長目標及該實體員工在特定期間留任)的影響，及
- 包括任何非可歸屬條件(如規定僱員於特定期間內保留或持有股份)的影響。

相關總開支在歸屬期確認，歸屬期即符合所有特定歸屬條件的期間。於各期末，該實體會根據非市場歸屬及服務條件修改其估計預期將歸屬的購股權數目。於損益內確認修改原來估計數字(如有)的影響，以及須對權益作出的相應調整。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Share-based payments

Share-based compensation benefit is provided to employees via the Share Option Award Scheme and Restricted Share Award Scheme. Information relating to the scheme is set out in Note 20.

The fair value of options granted under the Share Option Scheme and restricted shares granted under the Restricted Share Award Scheme is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options and shares granted:

- including any market performance conditions (e.g. the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

2 重大會計政策概要(續)

2.23 撥備及或然負債

倘本集團因過往事件而現時須承擔法定或推定責任，且履行該等責任可能須流出資源，及所涉及的金額能可靠估計時，則確認撥備。未來營運虧損毋須確認撥備。

倘存在多項相若責任時，履行該等責任是否需要流出資源在考慮整體責任之類別後釐定。即使同一類別之任何一項責任可能須資源流出的可能性極低，亦須確認撥備。

撥備按管理層對於報告期末對須償付現有責任的最佳估計支出的現值計量。用於釐定現值的貼現率為反映當時市場對金錢時間值及負債特定風險的評估的稅前利率。隨時間增加的撥備確認為利息開支。

或然負債乃一項因過往事件可能產生的責任，而該責任的存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。或然負債亦可為因不大可能需要經濟資源流出或承擔之金額未能可靠地估量而未確認之過往事件產生之現有承擔。

或然負債不予確認，但會於合併財務報表附註中披露。倘流出之可能性出現變動致使有可能流出，則將其確認為撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Provisions and contingent liabilities

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

2 重大會計政策概要(續)

2.24 收入確認

(a) 下文描述本集團主要收入來源之會計政策：

(i) 銷售物業

收入於資產控制權轉讓予客戶時確認。視乎合約條款及適用於合約之法律及規則，資產控制權可隨時間或於某一時點轉移。倘本集團在履約過程中滿足下列條件，資產控制權將隨時間轉移：

- 提供客戶同時收取及消耗的所有利益；或
- 創建並提升本集團履約時客戶所控制的資產；或
- 並無創建對本集團而言有其他用途的資產，而本集團可強制執行其權利收回累計至今已完成履約部分的款項。

倘資產的控制權隨時間轉移，收入將於整個合約期間參考已完成履約責任的進度確認。否則，收入於客戶獲得資產控制權的時點確認。

完成履約責任的進度的計量乃基於本集團為完成履約責任而產生的支出或投入，並參考截至報告期末產生的合約成本佔各項合約估計總成本的比例。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Revenue recognition

(a) The following is a description of the accounting policy for the principal revenue streams of the Group:

(i) Sales of properties

Revenues are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws and rules that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract cost incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

2 重大會計政策概要(續)

2.24 收入確認(續)

(a) (續)

(i) 銷售物業(續)

對於在某一時點轉移物業控制權的物業開發及銷售合約而言，收入於客戶接納物業時或根據合約被視為已獲接納(即客戶有能力直接使用物業且取得該物業所有剩餘利益之時點)及本集團擁有收取付款的現時權利及可能收取代價時予以確認。

釐定交易價格時，本集團就融資成分影響調整承諾代價的金額。

(ii) 商業物業管理服務

本集團提供商業物業管理服務。來自提供服務之收入於提供服務之會計期間確認。

就商業物業管理服務而言，本集團每月為其提供的服務開出固定金額賬單，並將本集團有權開立發票且與已完成的履約價值直接匹配之金額確認為收入。

倘合約涉及多項服務的銷售，交易價格將根據其相對獨立的售價分配至各項履約責任。倘獨立售價無法直接觀察，則會視乎是否可取得觀察資料，基於預期成本加上利潤或經調整之市場評估法進行估計。

應收款項於本集團擁有收取代價的無條件權利時入賬。倘若經過一段時間為到期支付代價的唯一前提，則該代價的權利為無條件。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Revenue recognition (continued)

(a) (continued)

(i) Sales of properties (continued)

For property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the property is accepted by the customer, or deemed as accepted according to the contract, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property, and the Group has present right to payment and the collection of the consideration is probable.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component.

(ii) Commercial property management service

The Group provides commercial property management services. Revenue from providing services is recognised in the accounting period in which the services are rendered.

For commercial property management services, the Group billed a fixed amount each month for services provided and recognised as revenue in the amount to which the Group has a right to invoice and corresponds directly with value of performance completed.

If contracts involve the sale of multiple services, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. If the standard-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

2 重大會計政策概要(續)

2.24 收入確認(續)

(a) (續)

(iii) 其他服務

本集團按固定或可變金額向客戶提供多種服務。倘代價為可變，則本集團估計其將有權交換之承諾貨品或服務之代價金額。可變代價估計金額僅在已確認累計收入金額不大可能會在與可變代價相關的不確定因素其後解決時出現重大撥回的情況下，方會計入交易價格中。倘客戶同時獲得及消費由本集團所提供的所有利益，或當本集團履約過程中並無創造可由本集團另作他用的資產且本集團對迄今完成的履約擁有可強制執行的權利時，本集團基於截至報告期末所產生實際成本佔每份合約之總估計成本之百分比按照對指定交易完成程度的評估隨時間確認與固定費用有關收入。

(b) 合約成本—獲取合約之成本

倘實體預期收回向客戶取得合約的增量成本，則本集團將其確認為資產。獲得合約的增量成本乃本集團為取得合約付出的努力所產生的成本，倘未取得合約，則不會產生該成本。

(c) 合約負債呈列

預收客戶款項以合約負債呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Revenue recognition (continued)

(a) (continued)

(iii) Other services

The Group provides various services to its customers at fixed or variable amounts. If the consideration is variable, the Group estimates the amount of consideration to which it will be entitled in exchange for the promised goods or services. The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The Group recognises revenue associated with fixed fees over time where the customer simultaneously receives and consumes the benefits provided by the Group or when the Group's performance do not create an asset with alternative use and the Group has an enforceable right to perform completed to date, by reference to completion of the specific transaction assessed on the basis of the actual costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract.

(b) Contract cost – cost to obtain a contract

The Group recognises as an asset the incremental costs of obtaining a contract with a customer if the entity expects to recover those costs. The incremental costs of obtaining a contract are the costs that the Group incurs in its efforts to obtain a contract that would not have been incurred if the contract had not been obtained.

(c) Presentation of contract liabilities

Advanced proceeds received from customers are presented as contract liabilities.

2 重大會計政策概要(續)

2.24 收入確認(續)

(d) 重大融資成分之會計處理

於採納香港財務報告準則第15號後，倘安排包含重大融資成分，則確認收入的金額超過向客戶收取之現金金額。本集團就預收款項相關的融資確認融資成本。

2.25 政府補貼

倘可合理地保證本集團將會收到補貼及本集團將符合所有附帶條件，則政府補貼按公允價值確認。與成本有關的政府補貼將會遞延，並於擬補償之成本所需進行配對的期間內於合併損益表內確認。作為開支或已產生的虧損的補償金或向本集團旗下企業提供即時財務援助而成為應收款項(並無日後相關成本)的政府補貼，乃於其成為應收款項的期間確認為收入。

2.26 財務擔保合約

財務擔保合約於發出時確認為金融負債。該負債初始按公允價值計量，其後按下列較高者計量

- 根據香港財務報告準則第9號金融工具項下的預期信貸虧損模式釐定的金額，與
- 初步確認的金額減去根據香港財務報告準則第15號來自客戶合約的收入確認的累計收入金額(如適用)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Revenue recognition (continued)

(d) Accounting for significant financing component

Following the adoption of HKFRS 15, the amount of revenue recognised exceeds the amount of cash received from the customers when an arrangement contains a significant financing component. The Group recognises finance costs on the financing related to advance receipts.

2.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the consolidated statement of profit or loss over the period necessary to match them with the costs they are intended to compensate. Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to an entity within the Group with no future related costs are recognised as income of the period in which they become receivable.

2.26 Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of

- the amount determined in accordance with the expected credit loss model under HKFRS 9 Financial Instruments and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15 Revenue from Contracts with Customers.

2 重大會計政策概要(續)

2.26 財務擔保合約(續)

財務擔保公允價值乃根據債務工具項下規定的合約付款與無須擔保的付款之間的現金流量差額的現值，或就承擔相關責任而將應支付予第三方的估計金額釐定。

倘就聯營公司貸款或其他應付款項提供的擔保並無補償，則公允價值入賬列作供款並確認為投資成本的一部分。

2.27 每股盈利

每股基本盈利

每股基本盈利乃按下列計算：

- 本公司擁有人應佔溢利(不包括普通股以外的任何支付權益成本)
- 除以於財政年度內發行在外普通股的加權平均數，並就年內發行的普通股的紅利元素作出調整(不包括庫存股份)。

每股攤薄盈利

每股攤薄盈利調整釐定每股基本盈利的數字，經考慮：

- 利息的所得稅後影響及有關攤薄潛在普通股的其他融資成本，及
- 當時應為尚未發行的額外普通股加權平均數。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Financial guarantee contracts (continued)

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

2.27 Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares, by
- the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding.

2 重大會計政策概要(續)

2.28 股息收入

股息乃自以公允價值計量且其變動計入當期損益及以公允價值計量且其變動計入其他全面收益的金融資產收取。股息在收取股息之權利獲確定時於損益確認為其他收入。除非股息清楚表示為收回部分投資成本，否則股息自收購前溢利撥付仍適用。有鑒於此，股息若與以公允價值計量且其變動計入其他全面收益的投資相關，則於其他全面收益確認。然而，該投資因此可能需要進行減值測試。

2.29 股息分派

撥備乃就於報告期末或之前已宣派(即獲適當授權且不再視乎實體酌處)但於報告期末未派發的任何股息金額作出。

2.30 租賃

租賃在本集團預期可使用租賃資產之日期確認為使用權資產及相應負債。

合約可包含租賃及非租賃部分。本集團按照租賃及非租賃部分相應的獨立價格，將合約代價分配至租賃及非租賃部分。然而，就本集團作為承租人的房地產租賃而言，其已選擇不區分租賃及非租賃部分，而是將該等租賃入賬為單一租賃部分。

租賃條款均各別磋商並且包括各種不同的條款及條件。除出租人所持有的租賃資產的擔保權益外，租賃協議並無施加任何契諾。租賃資產不得用作借款抵押。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.28 Dividend income

Dividends are received from financial assets measured at fair value through profit or loss (FVPL) and at fair value through other comprehensive income (FVOCI). Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in OCI if it relates to an investment measured at FVOCI. However, the investment may need to be tested for impairment as a consequence.

2.29 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.30 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group.

Contracts may contain both lease and non-lease components. The group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. 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.

2 重大會計政策概要(續)

2.30 租賃(續)

租賃產生的資產及負債初始按現值基礎計量。租賃負債包括下列租賃付款的淨現值：

- 固定付款(包括實質固定付款)，扣除任何應收租賃優惠
- 按指數或利率的可變租賃付款，於開始日期初始按指數或利率計量
- 根據殘值擔保預期由本集團支付的款項
- 倘本集團合理確定行使購買選擇權，該選擇權的行使價，及
- 倘租期反映本集團行使終止選擇權，終止租賃的罰金付款。

根據合理確定延續選擇權作出的租賃付款亦計入負債計量之內。

租賃付款按租賃內含利率貼現。倘無法輕易釐定該利率(本集團的租賃一般屬此類情況)，則使用承租人增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產價值類似的資產所需資金必須支付的利率。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.30 Leases (continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based 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 that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 重大會計政策概要(續)

2.30 租賃(續)

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動
- 使用累加法，首先就本集團所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率，及
- 進行特定於租賃的調整，例如期限、國家、貨幣及抵押。

倘個別承租人(通過近期融資或市場數據)以與租賃類似的付款方式獲得可觀察的攤銷貸款利率，則集團實體將以該利率為出發點來釐定增量借款利率。

本集團未來可能根據指數或利率增加可變租賃付款，而有關指數或利率在生效前不會計入租賃負債。當根據指數或利率對租賃付款作出的調整生效時，租賃負債會根據使用權資產進行重新評估及調整。

租賃付款於本金及融資成本之間分配。融資成本於租期內計入損益，以就每期的剩餘負債餘額產生固定的週期利率。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.30 Leases (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 重大會計政策概要(續)

2.30 租賃(續)

使用權資產按成本計量，其中成本包括下列項目：

- 租賃負債初始計量金額
- 於租賃開始日期或之前作出的任何租賃付款，扣除任何已收租賃優惠
- 任何初始直接成本，及
- 復原成本。

使用權資產一般以直線法在資產使用年限與租期的較短者折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的使用年期內予以攤銷。本集團在對其土地及樓宇(於物業、廠房及設備內呈列)重新估值時，已選擇不就本集團所持有的使用權樓宇進行重新估值。

與短期設備及汽車租賃以及所有低價值資產租賃相關的付款按直線法於損益確認為開支。短期租賃指租期為12個月或以內的租賃。低價值資產包括資訊科技設備及小型辦公傢俬。

本集團作為出租人的經營租賃的租賃收入於租期內以直線法於收入內確認。獲取經營租賃產生的初始直接成本計入相關資產的賬面值，並於租期內以確認租賃收入的相同基準確認為開支。相關租賃資產根據其性質計入財務狀況表。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.30 Leases (continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is amortised over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

2 重大會計政策概要(續)

2.31 利息收入

以公允價值計量且其變動計入當期損益的金融資產的利息收入計入該等資產公允價值收益/(虧損)淨額(見下文附註12)。

採用實際利率法計算的按攤銷成本計量的金融資產及以公允價值計量且其變動計入其他全面收益的金融資產利息收入，作為其他收入的一部分於損益表確認。

倘利息收入自持作現金管理用途的金融資產賺取，則呈列為財務收入(見下文附註11)。任何其他利息收入計入其他收入。

利息收入乃通過對金融資產的賬面值總額應用實際利率計算得出，惟後續發生信貸減值的金融資產除外。就信貸減值的金融資產而言，對金融資產的賬面值淨額(經扣除虧損撥備)應用實際利率。

2.32 結算日後事項

提供本集團於報告期末狀況的其他信息的報告期後事項(「調整事項」)於合併財務報表中反映。並非調整事項的報告期後事項如重大則在附註中披露。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.31 Interest income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets, see note 12 below.

Interest income on financial assets at amortised cost and financial assets at FVOCI calculated using the effective interest method is recognised in the statement of profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes, see note 11 below. Any other interest income is included in other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.32 Subsequent events

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period ("adjusting events") are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

3 財務風險管理及金融工具

3.1 財務風險因素

本集團的業務承受多項財務風險：市場風險（包括外匯風險、價格風險、現金流量及公允價值利率風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並尋求方法盡量降低對本集團財務業績可能構成的不利影響。

3.1.1 市場風險

(i) 外匯風險

除部分融資活動（包括首度公開發售、若干銀行借貸及發行優先票據乃以港元（「港元」）或美元（「美元」）計值）外，本集團僅於中國從事房地產的開發、銷售及管理，幾乎所有交易均以人民幣計值。截至2022年12月31日，本集團主要的資產及負債以人民幣計值，惟若干現金及借款以港元或美元計值。

非以功能貨幣計值的現金及借款面臨外匯風險。港元及美元兌人民幣的匯率波動將影響本集團的經營業績。本集團目前並無外匯對沖政策。然而，管理層密切監察外匯風險並於必要時採取行動。

於2022年12月31日，倘人民幣兌港元及美元升值／貶值5%，而所有其他可變因素維持不變，年度除稅後利潤將上升／下降人民幣225,119,000元（2021年：人民幣483,212,000元），主要因為換算以港元及美元計值的銀行結餘及借貸的淨外匯收益／虧損所致。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1.1 Market risk

(i) Foreign exchange risk

The Group is engaged in the development, sale and management of properties solely in the PRC with almost all the transactions denominated in RMB, except for certain financing activities, including the initial public offering, certain borrowings from banks and issuance of senior notes which are denominated in Hong Kong Dollar ("HKD") or United States Dollar ("USD"). As of 31 December 2022, majority of the Group's assets and liabilities are denominated in RMB except that certain cash and borrowings are denominated in HKD or USD.

Cash and borrowings not denominated in functional currency is subject to foreign exchange risk. Fluctuations in the exchange rates of HKD and USD against RMB will affect the Group's result of operations. The Group currently does not have a foreign currency hedging policy. However, management closely monitors the foreign exchange exposure and will take actions when necessary.

As at 31 December 2022, if RMB had strengthened/weakened by 5%, against HKD and USD with all other variables held constant, post-tax profit for the year would have been RMB225,119,000 (2021: RMB483,212,000) higher/lower, mainly as a result of net foreign exchange gains/losses on translation of HKD and USD denominated bank deposits and borrowings.

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.1 市場風險(續)

3.1.1 Market risk (continued)

(ii) 價格風險

(ii) Price risk

由於本集團所持投資在合併財務狀況表內被分類為以公允價值計量且其變動計入當期損益(附註12)及以公允價值計量且其變動計入其他全面收益(附註12)，故本集團承受價格風險。董事認為，本集團就其投資所承受的價格風險並不重大，概因本集團訂有政策，不會作出對本集團財務業績可能造成不利影響的重大投資。所有投資須經董事長批准後方可進行。

The Group is exposed to price risk because of investments held by the Group and classified on the consolidated statements of financial position either as FVPL (note 12) and FVOCI (note 12). In the opinion of the directors, the Group's exposure to price risk with regard to its investments is not significant since it is the Group's policy not to invest significant amounts that might have a detrimental impact to the Group's financial results. All investments must be approved by the Chairman of the Board before they may be entered into.

下表概述於所有其他可變因素不變的情況下金融資產公允價值增加／(減少)對淨利潤及其他全面收益的影響。

The following table summarises the impact of increase/ (decrease) of fair value of the financial assets with all other variable held constant on net profit and other comprehensive income.

		淨利潤 Net profit		其他全面收益 OCI	
		截至12月31日止年度 Year ended 31 December			
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000	2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
—增加5%	—5 percent higher	45,257	69,592	32,073	37,187
—減少5%	—5 percent lower	(45,257)	(69,592)	(32,073)	(37,187)

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.1 市場風險(續)

(iii) 現金流量和公允價值利率風險

除銀行現金存款以及若干貿易及其他應收款項結餘及按攤銷成本計量之金融資產外，本集團並無其他重大計息資產。

本集團承受的利率變動風險主要來自借款。浮息借款使本集團承受現金流量利率風險。固息借款則令本集團承受公允價值利率風險。本集團並無對沖其現金流量或公允價值利率風險。利率及償還借款的條款於附註22披露。

由於預期銀行存款以及部分貿易及其他應收款項的利率不會出現大幅波動，管理層預期利率變動不會對計息資產產生重大影響。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.1 Market risk (continued)

(iii) Cash flow and fair value interest rate risk

Except for cash deposits in the bank and certain balances in trade and other receivables and financial assets at amortised cost, the Group has no other significant interest-generating assets.

The Group's exposure to changes in interest rates is mainly attributable to its borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. Borrowings at fixed rates expose the Group to fair value interest rate risk. The Group has not hedged its cash flow or fair value interest rate risk. The interest rate and terms of repayments of borrowings are disclosed in Note 22.

Management does not anticipate significant impact to interest-bearing assets resulted from the changes in interest rates, because the interest rates of bank deposits and certain balances in trade and other receivables are not expected to change significantly.

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.1 市場風險(續)

3.1.1 Market risk (continued)

(iii) 現金流量和公允價值利率風險(續)

(iii) Cash flow and fair value interest rate risk (continued)

於2022年及2021年12月31日，倘浮息借款利率上調／下調50個基點，而所有其他可變因素維持不變，則本集團截至2022年及2021年12月31日止年度的除稅後利潤及資本化利息變動如下：

As at 31 December 2022 and 2021, if interest rates on borrowings with floating rates had been 50 basis points higher/lower with all other variables held constant, the post-tax profit and capitalised interest of the Group for the years ended 31 December 2022 and 2021 would have changed as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
除稅後利潤增加／(減少)	Post-tax profit increase/(decrease)		
— 上調50個基點	— 50 basis points higher	(33,925)	(25,393)
— 下調50個基點	— 50 basis points lower	33,925	25,393
資本化利息增加／(減少)	Capitalised interest increase/(decrease)		
— 上調50個基點	— 50 basis points higher	109,387	166,194
— 下調50個基點	— 50 basis points lower	(109,387)	(166,194)

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.2 信貸風險

本集團面臨與其貿易及其他應收款項、銀行現金存款、按攤銷成本計量之金融資產、以公允價值計量且其變動計入損益的金融資產及財務擔保有關的信貸風險。

貿易及其他應收款項、受限制現金及現金及現金等價物的賬面值指本集團就金融資產所面臨的最大信貸風險。

(a) 風險管理

由於風險分散至多個對手方及買方，本集團並無重大集中信貸風險。本集團就金融資產所承受的信貸風險的最高限額為計入合併資產負債表的現金及現金等價物、受限制現金、合約資產、貿易及其他應收款項、應收關聯公司款項、以公允價值計量且其變動計入當期損益的金融資產及衍生金融工具以及提供予關連方的財務擔保及按揭額度擔保的總結餘。

現金交易限於信貸質量高的銀行。本集團採取政策以確保物業銷售予財務狀況相對良好及能支付適當比例首期付款之客戶。信貸授予具有充分財務實力的客戶。我們亦設有持續監控程序以確保應收款項按計劃收取及採取跟進行動收回逾期債務(如有)。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.2 Credit risk

The Group is exposed to credit risk in relation to its trade and other receivables, cash deposits with bank, financial assets at amortised cost, financial assets at fair value through profit or loss and financial guarantee.

The carrying amounts of trade and other receivables, restricted cash and cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

(a) Risk management

The Group has no significant concentrations of credit risk, with exposure spread over a large number of counterparties and buyers. The maximum extent of the Group's credit exposure in relation to financial assets is represented by the aggregate balance of cash and cash equivalents, restricted cash, contract assets, trade and other receivable, amounts due from related companies, financial assets at FVPL and derivative financial instruments included in the consolidated balance sheets and financial guarantees provided to related companies and guarantees on mortgage facilities.

Cash transactions are limited to high-credit-quality banks. The Group has policies in place to ensure that sales of properties are made to customers with an appropriate financial strength and appropriate percentage of down payment. Credit is granted to customers with sufficient financial strength. It also has continuous monitoring procedures to ensure the collection of the receivables as scheduled and follow up action is taken to recover overdue debts, if any.

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.2 信貸風險(續)

3.1.2 Credit risk (continued)

(a) 風險管理(續)

(a) Risk management (continued)

本集團若干客戶已就其購買物業安排銀行融資。本集團通常就確保該等客戶的還款責任提供擔保，擔保期限通常至該等客戶獲得合法的物業所有權證為止。該等擔保之詳細披露載於附註36。

Certain customers of the Group have arranged bank financing for their purchases of the properties. The Group typically provides guarantees to secure obligations of such customers for repayments, normally up to the time when the customers obtain the legal certificates of the property ownership. Detailed disclosure of these guarantees is made in note 36.

(b) 銀行現金

(b) Cash in banks

由於銀行現金存款基本上存入國有銀行及其他中大型上市銀行，故本集團預期並無與該等存款相關之重大信貸風險。管理層預期不會有該等對手方未履約所產生的任何重大虧損。

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited with state-owned banks and other medium or large size listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

(c) 貿易應收款項

(c) Trade receivables

本集團應用香港財務報告準則第9號訂明之簡化方法為預期信貸虧損模式撥備，該準則允許對所有貿易應收款項計提使用年期之預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據攤佔信貸風險特點及逾期天數分類。預期信貸虧損亦包含前瞻性資料。

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss also incorporate forward looking information.

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.2 信貸風險(續)

3.1.2 Credit risk (continued)

(c) 貿易應收款項(續)

(c) Trade receivables (continued)

於2022年及2021年12月31日，貿易應收款項之虧損撥備釐定如下：

As at 31 December 2022 and 2021, the loss allowance was determined as follows for trade receivables:

		流動 Current 人民幣千元 RMB'000
於2022年12月31日		
特定項目之貿易應收款項	As at 31 December 2022 Gross carrying amount of trade receivables for particular items	11,335
總賬面值		
預期虧損率	Expected loss rate	24.09%
虧損撥備	Loss allowance	(2,731)
貿易應收款項－特定項目淨額	Trade receivables – net for particular items	8,604
於2021年12月31日		
貿易應收款項之總賬面值 (特定項目除外)	As at 31 December 2021 Gross carrying amount of trade receivables except particular items	784,736
預期虧損率	Expected loss rate	1.79%
虧損撥備	Loss allowance	(14,047)
貿易應收款項－淨額 (特定項目除外)	Trade receivables – net except particular items	770,689

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.2 信貸風險(續)

3.1.2 Credit risk (continued)

(c) 貿易應收款項(續)

(c) Trade receivables (continued)

於12月31日，貿易應收款項之虧損撥備與期初虧損撥備對賬如下：

The loss allowances for trade receivables as at 31 December reconcile to the opening loss allowances as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
於1月1日	At 1 January	14,047	7,962
年內於損益確認之 虧損撥備增加	Increase in loss allowance recognised in profit or loss during the year	1,028	6,085
於12月31日	At 31 December	15,075	14,047

當無法合理預期可收回時，貿易應收款項即予撇銷。無法合理預期可收回之指標包括債務人無法與本集團達成還款計劃等。本集團於截至2022年12月31日止年度並無撇銷貿易應收款項。

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group. The Group made no written off for trade receivables during the year ended 31 December 2022.

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(d) 其他應收款項

本集團就其他應收款項採用三個類別，反映其信貸風險及釐定各類別虧損撥備之方式。該等內部信貸風險評級與外部信用評級一致。

本集團預期信貸虧損模式基於的假設概述如下：

類別 Category	本集團針對各類別之定義 Group definition of category	確認預期信貸虧損撥備之基準 Basis for recognition of expected credit loss provision	計算利息收入之基準 Basis for calculation of interest revenue
第一級 Stage one	客戶違約風險低且有能力產生合約要求之現金流 Customers have a low risk of default and a strong capacity to meet contractual cash flow	12個月預期虧損。倘資產之預期存續期在12個月之內，則預期虧損按其預期存續期計量。 12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime.	總賬面值 Gross carrying amount
第二級 Stage two	自初步確認以來信貸風險顯著增加之應收款項 Receivables for which there is a significant increase in credit risk since initial recognition	年限內預期虧損 Lifetime expected losses	總賬面值 Gross carrying amount
第三級 Stage three	自初步確認即有信貸虧損的應收款項 Receivables from which there is credit loss since initial recognition	年限內預期虧損 Lifetime expected losses	攤銷成本賬面值 (扣除信貸撥備) Amortised cost carrying amount (net of credit allowance)

本公司通過及時就預期虧損適當計提撥備將其信貸風險入賬。於計算預期信貸虧損率時，本集團會考慮各類別應收款項之歷史虧損率，並就前瞻性的宏觀經濟數據作出調整。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.2 Credit risk (continued)

(d) Other receivables

The Group uses three categories for other receivables which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are aligned to external credit ratings.

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

The Company accounts for its credit risk by appropriately providing for expected losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.2 信貸風險(續)

3.1.2 Credit risk (continued)

(d) 其他應收款項(續)

(d) Other receivables (continued)

於2022年及2021年12月31日，其他應收款項之虧損撥備釐定如下：

As at 31 December 2022 and 2021, the loss allowance was determined as follows for other receivables:

		應收政府款項 Receivables from government related bodies 人民幣千元 RMB'000	應收關連方款項 Due from related parties 人民幣千元 RMB'000	應收包括合營企業夥伴及子公司非控股股東之其他方款項 Receivables from others, including joint venture partners and non-controlling shareholders of subsidiaries 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2022年12月31日	As at 31 December 2022				
其他應收款項之總賬面值	Gross carrying amount of other receivables	-	3,628,888	3,000	3,631,888
預期信貸虧損率	Expected credit loss rate		18.86%	100%	
虧損撥備	Loss allowance	-	(684,459)	(3,000)	(687,459)
其他應收款項—特定項目淨額	Other receivables – net for particular items	-	2,944,429	-	2,944,429
其他應收款項之總賬面值(特定項目除外)	Gross carrying amount of other receivables except particular items	4,919,080	8,949,337	26,930,797	40,799,214
預期信貸虧損率	Expected credit loss rate	0.11%	1.92%	1.92%	
虧損撥備	Loss allowance	(5,411)	(171,827)	(517,072)	(694,310)
其他應收款項—淨額(特定項目除外)	Other receivables – net except particular items	4,913,669	8,777,510	26,413,725	40,104,904

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.2 信貸風險(續)

3.1.2 Credit risk (continued)

(d) 其他應收款項(續)

(d) Other receivables (continued)

		應收政府款項	應收關連方款項	應收包括 合營企業夥伴 及子公司 非控股股東 之其他方款項	合計
		Receivables from government related bodies	Due from related parties	Receivables from others, including joint venture partners and non-controlling shareholders of subsidiaries	Total
		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
於2021年12月31日	As at 31 December 2021				
其他應收款項之 總賬面值	Gross carrying amount of other receivables	-	3,259,923	44,352	3,304,275
預期信貸虧損率	Expected credit loss rate		11.57%	9.71%	
虧損撥備	Loss allowance	-	(377,013)	(4,307)	(381,320)
其他應收款項－ 特定項目淨額	Other receivables – net for particular items	-	2,882,910	40,045	2,922,955
其他應收款項之總賬面值 (特定項目除外)	Gross carrying amount of other receivables except particular items	5,202,222	13,737,026	31,486,592	50,425,840
預期信貸虧損率	Expected credit loss rate	0.11%	1.79%	1.79%	
虧損撥備	Loss allowance	(5,722)	(245,893)	(563,610)	(815,225)
其他應收款項－淨額 (特定項目除外)	Other receivables – net except particular items	5,196,500	13,491,133	30,922,982	49,610,615

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.2 信貸風險(續)

3.1.2 Credit risk (continued)

(d) 其他應收款項(續)

(d) Other receivables (continued)

於12月31日，其他應收款項之虧撥備與期初虧損撥備對賬如下：

The loss allowances for other receivables as at 31 December reconcile to the opening loss allowances as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
於1月1日	At 1 January	1,196,545	736,257
年內於損益確認之虧損撥備增加	Increase in loss allowance recognised in profit or loss during the year	307,446	549,084
撥回未動用款項	Unused amount reversed	(122,222)	(88,796)
於12月31日	At 31 December	1,381,769	1,196,545

當無法合理預期可收回時，其他應收款項即予撇銷。無法合理預期可收回之指標其中包括債務人無法與本集團達成還款計劃。本集團於截至2022年12月31日止年度並無撇銷其他應收款項。

Other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group. The Group made no written off for other receivables during the year ended 31 December 2022.

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(e) 按攤銷成本計量之金融資產

就按攤銷成本計量之債務工具而言，本集團根據投資性質、各種類型的對手方及風險，基於違約風險及未來12個月或整個期間的預期信貸虧損率，計算預期信貸虧損。

釐定自初始確認後信貸風險是否顯著增加時，本集團考慮合理且有依據之信息，包括無須付出不必要的額外成本或努力即可獲得的前瞻性信息。本集團考慮的信息包括：

- 債務人未能支付根據合約到期的本金和利息；
- 已發生的或預期的金融工具的外部或內部信用評級(如有)的嚴重惡化；
- 已發生的或預期的債務人業務業績的嚴重惡化；
- 現存的或預期的技術、市場、經濟或法律環境變化，並將對債務人向本集團還款的能力產生重大不利影響。

於2022年12月31日，本集團按攤銷成本計量之債務投資餘額並不重大。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.2 Credit risk (continued)

(e) Financial assets at amortised cost

For debt investment at amortised cost, the Group calculates the expected credit loss based on the default risk exposure and the expected credit loss rate within the next 12 months or the entire duration according to the nature of the investment and the various types of counterparties and risk exposures.

In determining whether credit risk has increased significantly since the initial recognition, the Group considers reasonable and informed information, including forward-looking information that can be obtained without unnecessary additional cost or effort. Information considered by the Group includes:

- The debtor fails to pay the principal and interest as due under the contract;
- A material deterioration, if any, of the external or internal credit rating of the financial instrument that has occurred or is expected;
- A serious deterioration of the debtor's business results occurred or is expected;
- A change in the existing or anticipated technological, market, economic or legal environment which will have a material adverse effect on the debtor's ability to repay the Group.

As at 31 December 2022, the balance of debt investment at amortised cost of the Group is not significant.

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

- (f) 以公允價值計量且其變動計入當期損益的金融資產

本集團亦面臨與債務投資有關的信貸風險，該等投資以公允價值計量且其變動計入當期損益。於報告期末面臨的最大風險乃該等投資的賬面值。

- (g) 財務擔保

本集團採取政策以確保銷售予財務狀況相對良好及能支付適當比例首期付款之買方。本集團已為本集團物業單位的若干買方安排銀行融資，並就買方還款責任提供擔保。倘買方於擔保期間拖欠按揭貸款，持有該擔保之銀行或會要求本集團償還拖欠之貸款本金及任何應計利息。於此情況下，本集團有權沒收客戶按金並重新出售物業，以收回本集團支付予銀行之任何金額。有鑒於此，董事認為本集團之信貸風險顯著下降。

本集團亦於評估其若干關連方之信貸紀錄及抵押資料後，向該等關連方提供取得借款之擔保。本集團密切監察該等關連方償還相關借款之進度。本集團董事認為，關連方交易乃於日常業務過程中按照本集團與各關連方相互磋商的條款進行。董事認為由於所有從物業開發的關連方財務狀況均穩健，故拖欠付款之可能性甚微。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.2 Credit risk (continued)

- (f) Financial assets at fair value through profit or loss

The Group is also exposed to credit risk in relation to debt investments that are measured at fair value through profit or loss. The maximum exposure at the end of the reporting period is the carrying amount of these investments.

- (g) Financial guarantee

The Group has policies in place to ensure that sales are made to purchasers with an appropriate financial strength and appropriate percentage of down payments. The Group has arranged bank financing for certain purchasers of the Group's property units and provided guarantees to secure obligations of such purchasers for repayments. If a purchaser defaults on the payment of its mortgage loan during the guarantee period, the bank holding the guarantee may demand the Group to repay the outstanding principal of the loan and any interest accrued thereon. Under such circumstances, the Group is able to forfeit the customer's deposit and resell the property to recover any amounts paid by the Group to the bank. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The Group also provides guarantees to certain related parties of the Group to obtain borrowings after assessing the credit history and pledge information of these related parties. The Group closely monitors the repayment progress of the relevant borrowings by these related parties. In the opinion of the directors of the Group, the related party transactions were carried out in the normal course of business and at terms mutually negotiated between the Group and the respective related parties. The directors consider that the likelihood of default in payments is minimal, as all the related parties are engaged in property development with solid financial position.

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(h) 信貸風險指金融工具之交易對手未能根據金融工具之條款履行其責任而令本集團蒙受財務損失之風險。本集團於初步確認資產時考慮違約之可能性，亦於各報告期間持續評估信貸風險是否會顯著增加。為評估信貸風險是否顯著增加，本集團比較報告日期與初步確認日期之違約風險。其考慮可得之合理及具支持力之前瞻性資料，尤其納入以下指標：

- 內部信用評級
- 外部信用評級
- 預期將導致借款人償還債務的能力產生重大變化之實際發生或預期的業務、財務或經濟狀況的重大不利變動
- 借款人的經營業績實際發生或預期發生重大變動
- 同一借款人的其他金融工具信貸風險顯著增加
- 借款人預期履約或行為發生重大變化，包括本集團內借款人付款情況之變化及經營業績之變動。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.2 Credit risk (continued)

(h) Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge the obligation under the terms of financial instrument and cause a financial loss to the Group. The Group considered the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. To assess whether there's a significant increase in credit risk, the Group compares the risk of a default occurring on the asset at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increases in credit risk on other financial instruments of the same borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.3 流動資金風險

3.1.3 Liquidity risk

本集團管理層旨在從內部銷售所得款項及充足的承諾信貸融資維持足夠現金以滿足其物業項目的營運需求和承諾。

Management of the Group aims to maintain sufficient cash through internally generated sales proceeds and an adequate amount of committed credit facilities to meet its operation needs and commitments in respect of property projects.

下表乃根據於2022年及2021年12月31日至合約到期日的剩餘期間，按相關到期組別分析本集團金融負債。表內披露的金額為合約未貼現現金流量。

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period as at 31 December 2022 and 2021 to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		一年內 Within 1 year 人民幣千元 RMB'000	一年至兩年 Between 1 and 2 years 人民幣千元 RMB'000	兩年至五年 Between 2 and 5 years 人民幣千元 RMB'000	五年以上 Over 5 years 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2022年12月31日	As at 31 December 2022					
借款	Borrowings	38,840,788	21,272,227	19,123,543	10,018,821	89,255,379
貿易及其他應付款項(不包括應付稅項及應計工資)	Trade and other payables (excluding tax payable and accrued payroll)	90,613,366	-	-	-	90,613,366
租賃負債	Lease liabilities	81,432	68,907	197,733	722,918	1,070,990
有關購買本集團物業而獲授按揭額度的擔保(附註36)	Guarantees in respect of mortgaged facilities granted to purchasers of Group's properties (note 36)	62,295,853	-	-	-	62,295,853
向合營企業及聯營公司就借款作出的擔保(附註37(d))	Guarantees for joint ventures and associates in respect of borrowings (note 37(d))	4,924,428	-	-	-	4,924,428
		196,755,867	21,341,134	19,321,276	10,741,739	248,160,016

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 財務風險因素(續)

3.1 Financial risk factors (continued)

3.1.3 流動資金風險(續)

3.1.3 Liquidity risk (continued)

		一年內	一年至兩年	兩年至五年	五年以上	合計
		Within	Between	Between	Over	Total
		1 year	1 and 2 years	2 and 5 years	5 years	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2021年12月31日	As at 31 December 2021					
借款	Borrowings	42,179,692	38,229,738	29,436,748	4,408,318	114,254,496
貿易及其他應付款項(不包括應付稅項及應計工資)	Trade and other payables (excluding tax payable and accrued payroll)	104,254,572	-	-	-	104,254,572
租賃負債	Lease liabilities	90,123	74,024	191,119	787,605	1,142,871
有關購買本集團物業而獲授按揭額度的擔保(附註36)	Guarantees in respect of mortgaged facilities granted to purchasers of the Group's properties (note 36)	73,048,940	-	-	-	73,048,940
向合營企業及聯營公司就借款作出的擔保(附註37(d))	Guarantees for joint ventures and associates in respect of borrowings (note 37(d))	10,556,159	-	-	-	10,556,159
		230,129,486	38,303,762	29,627,867	5,195,923	303,257,038

附註：借款利息沒有考慮到未來借貸，並且分別根據2022年及2021年12月31日所持借款計算。浮動利息分別使用2022年及2021年12月31日的當時利率估算。

Note: The interest on borrowings is calculated based on borrowings held as at 31 December 2022 and 2021, respectively, without taking into account future borrowings. Floating-rate interests are estimated using the current interest rate as at 31 December 2022 and 2021, respectively.

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.3 流動資金風險(續)

鑒於相關業務的動態性質，本集團的管理層會密切監察流動資金的風險並採取以下措施管理流動資金風險：

- (i) 編製年度現金流量預測並每月更新該預測以反映最新變化及密切監察流動資金風險；
- (ii) 與主要銀行和其他金融機構保持戰略合作關係以在適當時取得信貸額度；
- (iii) 繼續取得長期融資信貸、附有抵押本集團物業的主要發行優先票據、項目銀行貸款或本集團視為適當的其他資金來源；
- (iv) 積極推動銷售本集團竣工物業及預售在建物業。本集團亦會考慮靈活調整物業價格和銷量以管理流動資金風險。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.3 Liquidity risk (continued)

Due to dynamic nature of the underlying business, the management of the Group is closely monitoring the risk of the liquidity and takes the following actions to manage the liquidity risk:

- (i) prepares annual cash flow forecast and updates such forecast on a monthly basis to reflect the latest changes and monitor the liquidity risk closely;
- (ii) maintains strategic cooperation with major banks and other financial institutions to secure credit facilities where appropriate;
- (iii) continues to obtain longer term financing facilities, mainly issuance of senior notes, project bank loans with pledge of the Group's properties or other resources of funding which the Group considers appropriate;
- (iv) proactively promotes the sales of the Group's completed properties and pre-sales of properties under development. The Group also considers the flexibility of adjusting the price and volume on sale of properties for management of liquidity risk.

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.4 資本風險管理

本集團的資本管理的目標乃為保障本集團能繼續營運，以為股東提供回報和維持最佳的資本結構以降低資金成本。

為維持或調整資本結構，本集團可能會調整支付予股東的股息金額、發行新股份或出售資產以減少債務。

本集團利用資產負債比率監察其資本。此比率按照債務淨額除以資本總額計算。債務淨額按借款總額及租賃負債減現金及現金等價物計算。資本總額按合併財務狀況表所列示的權益總額加上債務淨額計算。

於2022年及2021年12月31日，本集團資產負債比率如下：

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.4 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

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.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents. Total capital is calculated as total equity, as shown in the consolidated statement of financial position, plus net debt.

The gearing ratios of the Group at 31 December 2022 and 2021 were as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
借款總額	Total borrowings	79,537,554	104,216,099
租賃負債	Lease liabilities	680,142	710,007
減：現金及現金等價物	Less: Cash and cash equivalents	(22,435,399)	(46,604,698)
債務淨額	Net debt	57,782,297	58,321,408
權益總額	Total equity	93,014,341	97,419,336
資本總額	Total capital	150,796,638	155,740,744
資產負債比率	Gearing ratio	38%	37%

3 財務風險管理及金融工具(續)

3.1 財務風險因素(續)

3.1.4 資本風險管理(續)

本集團於2022年12月31日的資產負債比率與2021年12月31日相比無重大變動。

截至2021年及2022年12月31日止財政年度，本集團符合所有外部資本規定。

3.2 公允價值估計

(a) 金融資產及負債

(i) 釐定公允價值的估值法

下表利用估值法分析按公允價值入賬的金融工具。不同層級的定義如下：

- 相同資產或負債的活躍市場報價(未經調整)(第一級)。
- 除第一級所包括的報價外，資產或負債的可直接(即如價格)或間接(即價格衍生品)觀察的輸入值(第二級)。
- 並非依據可觀察的市場數據而釐定的資產或負債的輸入值(即不可觀察輸入值)(第三級)。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.1 Financial risk factors (continued)

3.1.4 Capital risk management (continued)

The Group has no significant change in gearing ratio as at 31 December 2022 as compared with that of 31 December 2021.

The Group is in compliance with all externally imposed capital requirements for the financial years ended 31 December 2021 and 2022.

3.2 Fair value estimation

(a) Financial assets and liabilities

(i) Valuation techniques used to determine fair value

The table below analyses financial instruments carried at fair value by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.2 公允價值估計(續)

3.2 Fair value estimation (continued)

(a) 金融資產及負債(續)

(a) Financial assets and liabilities (continued)

(ii) 公允價值分層

(ii) Fair value hierarchy

下表分別呈列本集團於2022年及2021年12月31日按公允價值計量的金融資產。請參閱附註7就投資物業按公允價值計量所作的披露。

The following table presents the Group's financial assets that are measured at fair value at 31 December 2022 and 2021 respectively. See note 7 for disclosures of the investment properties that are measured at fair value.

		第一級 Level 1 人民幣千元 RMB'000	第二級 Level 2 人民幣千元 RMB'000	第三級 Level 3 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
<i>經常性公允價值計量</i>	<i>Recurring fair value measurements</i>				
於2022年12月31日	At 31 December 2022				
金融資產	Financial assets				
以公允價值計量且其變動計入其他全面收益的金融資產	Financial assets at FVOCI	19,170	622,285	-	641,455
以公允價值計量且其變動計入當期損益的金融資產	Financial assets at FVPL	226,505	149,557	529,079	905,141
金融資產總額	Total financial assets	245,675	771,842	529,079	1,546,596

		第一級 Level 1 人民幣千元 RMB'000	第二級 Level 2 人民幣千元 RMB'000	第三級 Level 3 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
<i>經常性公允價值計量</i>	<i>Recurring fair value measurements</i>				
於2021年12月31日	At 31 December 2021				
金融資產	Financial assets				
以公允價值計量且其變動計入其他全面收益的金融資產	Financial assets at FVOCI	105,083	638,663	-	743,746
以公允價值計量且其變動計入當期損益的金融資產	Financial assets at FVPL	230,618	565,267	595,945	1,391,830
金融資產總額	Total financial assets	335,701	1,203,930	595,945	2,135,576

3 財務風險管理及金融工具(續)

3.2 公允價值估計(續)

(a) 金融資產及負債(續)

(ii) 公允價值分層(續)

年內並無就經常性公允價值計量在第一、二及三級之間轉移。

本集團的政策為於報告期初確認公允價值等級架構的轉入及轉出數額。

第一級：於活躍市場上買賣的金融工具(如上市債券等)的公允價值乃按報告期末的市場報價釐定。本集團所持有金融資產採用的市場報價為當時買盤價。該等工具計入第一級。

第二級：並非在活躍市場買賣的金融工具(如受限制上市股本證券等)的公允價值採用估值法釐定，該等估值法盡量採用可觀察市場數據，並盡可能不倚賴實體特定估計。倘計算工具公允價值需要的所有重要參數均為可觀察數據，則該工具計入第二級。

第三級：倘一項或多項重要參數並非基於可觀察市場數據，則該工具計入第三級。非上市股本證券主要屬此情況。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.2 Fair value estimation (continued)

(a) Financial assets and liabilities (continued)

(ii) Fair value hierarchy (continued)

There were no transfer between level 1, 2 and 3 for recurring fair value measurements during the year.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the beginning of the reporting period.

Level 1: The fair value of financial instruments traded in active markets (such as listed bond etc.) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (such as restricted listed equity securities etc.) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case mainly for unlisted equity securities.

3 財務風險管理及金融工具(續)

3.2 公允價值估計(續)

(a) 金融資產及負債(續)

- (iii) 使用重大不可觀察輸入值之公允價值計量

下表呈列截至2022年及2021年12月31日止年度第三級項目之變動：

		以公允價值計量且其變動計入當期損益的金融資產 Financial assets at FVPL 人民幣千元 RMB'000
於2022年1月1日	As at 1 January 2022	595,945
添置	Additions	45,520
於損益確認之公允價值虧損	Fair value loss recognised in profit or loss	(55,065)
出售	Disposal	(14,420)
轉移至第一級	Transfer to level 1	(42,901)
於2022年12月31日	As at 31 December 2022	529,079

		以公允價值計量且其變動計入當期損益的金融資產 Financial assets at FVPL 人民幣千元 RMB'000
於2021年1月1日	As at 1 January 2021	751,416
添置	Additions	143,598
於損益確認之公允價值虧損	Fair value loss recognised in profit or loss	10,002
出售	Disposal	(309,071)
於2021年12月31日	As at 31 December 2021	595,945

3 財務風險管理及金融工具(續)

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.2 公允價值估計(續)

3.2 Fair value estimation (continued)

(a) 金融資產及負債(續)

(a) Financial assets and liabilities (continued)

(iv) 公允價值分層

(iv) Fair value hierarchy

估值輸入值及關連公允價值
(第三級)

Valuation inputs and relationships to fair value (level 3)

說明	於2022年 12月31日的 公允價值 (人民幣千元) Fair value at 31 December 2022 (RMB'000)	於2021年 12月31日的 公允價值 (人民幣千元) Fair value at 31 December 2021 (RMB'000)	估值方法	不可觀察輸入值	不可觀察輸入值的 範圍	不可觀察輸入值與 公允價值的關係
Description			Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
以公允價值計量且 其變動計入當期 損益的金融資產 Financial assets at FVPL	529,079	595,945	市場法 Market approach	未來企業價值對除利息、 稅項、折舊及攤銷前 盈利的倍數 Multiple of forward enterprise value to earnings before interest, tax, depreciation and amortisation	5.60(2021年: 5.60) 5.60 (2021: 5.60)	企業倍數越高， 公允價值越高 The higher the Enterprise Multiple, the higher the fair value
				市淨率 P/B	0.7370至1.4635 (2021年: 0.7370至 1.4635) 0.7370-1.4635 (2021: 0.7370-1.4635)	市淨率越高， 公允價值越高 The higher the P/B, the higher the fair value
			二項式模型 Binomial model	於模型模擬中之合成債券 收益率 Bond yield of the synthetic bond in the model simulation	41%(2021年: 41%) 41% (2021: 41%)	收益率越高， 公允價值越高。 The higher the yield, the higher the fair value.
			參考價格 Price reference	銀行報價 Bank quoted price	每單位人民幣7.01元至 人民幣7.10元 (2021年: 每單位 人民幣6.85元至 人民幣6.94元) RMB7.01-RMB7.10 per unit (2021: RMB6.85- RMB6.94 per unit)	價格越高， 公允價值越高。 The higher the price, the higher the fair value.

3 財務風險管理及金融工具(續)

3.2 公允價值估計(續)

(a) 金融資產及負債(續)

(v) 估值過程

本集團財務部門內設團隊，專門負責對財務報告所需之非物業項目進行估值，包括第三級公允價值。該團隊直接向首席財務官(CFO)和審計委員會(AC)報告。根據本集團半年度報告期規定，CFO、AC和估值團隊至少每六個月討論估值流程和結果。

CFO、AC和估值團隊在半年度估值討論時，會於每個報告期末對第二級和第三級公允價值的變化進行分析。作為這次討論的一部分，該團隊會提交一份報告，解釋公允價值變動的原因。

(b) 非金融資產及負債

本集團的投資物業按公允價值計量並處於公允價值分層第三層。有關估值詳情，請參閱附註7。

3 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

3.2 Fair value estimation (continued)

(a) Financial assets and liabilities (continued)

(v) Valuation processes

The finance department of the Group includes a team that performs the valuation of non-property items required for financial reporting purposes, including level 3 fair value. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussion of valuation processes and results are held between the CFO, AC and the valuation team at least once every six months, in line with the Group's half-yearly reporting periods.

Changes in level 2 and 3 fair value are analysed at the end of each reporting period during the half-yearly valuation discussion between the CFO, AC and the valuation team. As part of this discussion, the team presents a report that explains the reason for the fair value movements.

(b) Non-financial assets and liabilities

The Group's investment property is measured at fair value and under level 3 of the fair value hierarchy. Please see note 7 for details of valuation.

4 重大會計估計及判斷

估計及判斷乃根據過往經驗及其他因素(包括在當時情況下對未來事件之合理預期)作持續評估。管理層就未來作出多項估計及假設。按其定義，就此產生之會計估計甚少相等於相關實際結果。具有導致於下一個財政年度內對資產及負債賬面值出現重大調整的主要風險的估計及假設於下文討論。

4.1 直接應佔物業開發活動的開發成本

本集團分配部分土地及開發成本至完工待售及在建銷售物業。由於本集團若干物業開發項目分若干期開發和完成，整個項目的預算開發成本取決於對總開發成果的估算。根據經驗和開發項目的性質，管理層就未來事項作出多項在當時情況下屬合理的估計及假設。鑒於物業開發活動涉及的不確定性因素，相關實際業績可能會高於或低於報告期末估算的金額。估計及假設出現任何變動將對本集團日後數年的經營表現產生影響。

4.2 完工待售或在建銷售物業減值撥備

管理層根據完工待售或在建銷售物業的估計可收回金額對這些物業計提減值撥備。鑒於中國物業市場的波動性，實際可收回金額可能會高於或低於報告期末的估計。撥備的任何增加或減少將對本集團日後年度的經營表現產生影響。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

4.1 Development costs directly attributable to property development activities

The Group allocates portions of land and development costs to properties held and under development for sale. As certain of the Group's property development projects are developed and completed by phases, the budgeted development costs of the whole project are dependent on the estimate on the outcome of total development. Based on the experience and the nature of the development undertaken, the management makes estimates and assumptions concerning the future events that are believed to be reasonable under the circumstances. Given the uncertainties involved in the property development activities, the related actual results may be higher or lower than the amount estimated at the end of the reporting period. Any change in estimates and assumptions would affect the Group's operating performance in future years.

4.2 Provision for impairment of properties held or under development for sale

The management makes provision for impairment of properties held or under development for sale based on the estimate of the recoverable amount of the properties. Given the volatility of the property market in the PRC, the actual recoverable amount may be higher or lower than the estimate made as at the end of the reporting period. Any increase or decrease in the provision would affect the Group's operating performance in future years.

4 重大會計估計及判斷(續)

4.3 中國土地增值稅

本集團需繳納中國土地增值稅。然而，由於有關稅項的實施及結算在中國各城市不同的稅務司法權區均有所不同，故須作出重大估計以釐定土地增值稅的金額。本集團根據管理層按其對多個稅務機關對稅務規則詮釋的理解作出的最佳估計，確認此等土地增值稅。最終稅款可能有別於最初錄得的金額，而有關差額將影響獲地方稅務機關確定該等稅項期間的所得稅開支。

4.4 即期及遞延所得稅

本集團須繳納中國企業所得稅。在釐定企業所得稅的撥備時須作出重大判斷。在日常業務過程中，多項交易及計算方式均會導致未能確定最終所定稅項。倘這些事宜最終所得稅務與最初錄得的款額有別，有關差額將會影響稅項釐定期間的所得稅開支。

倘管理層認為暫時性差異或稅務虧損有可能用以抵銷日後應課稅利潤，則會確認此等暫時性差異及稅務虧損相關的遞延稅項資產。其實際使用結果或會有所不同。

4.5 投資物業的公允價值

投資物業的公允價值乃採用估值法釐定。有關判斷及假設詳情已於附註7披露。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

4.3 Land appreciation tax of the PRC

The Group is subject to land appreciation tax in the PRC. However, since the implementation and settlement of the tax varies among various tax jurisdictions in cities of the PRC, significant estimate is required in determining the amount of the land appreciation tax. The Group recognises the land appreciation tax based on management's best estimates according to its understanding of the interpretation of tax rules by various tax authorities. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense in the periods in which such taxes have been finalised with local tax authorities.

4.4 Current and deferred income tax

The Group is subject to corporate income tax in the PRC. Significant judgement is required in determining the provision for corporate income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that we initially recorded, such difference will impact the income tax expense in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

4.5 Fair value of investment properties

The fair value of investment properties is determined by using valuation techniques. Details of the judgement and assumptions have been disclosed in note 7.

4 重大會計估計及判斷(續)

4.6 子公司、合營企業及聯營公司的分類

在正常業務過程中，本集團透過與其他發展商或機構訂立合作協議而與該等人士發展物業。本集團與其他各方的權利和義務在項目公司的相關合作協議、組織章程等訂明。由於安排複雜，故確定項目公司是否本集團子公司、合營企業或聯營公司需作出重大判斷。

本集團根據安排的實質內容及附註2.2、2.3及2.4所披露子公司、合營企業及聯營公司的定義作出判斷。

4.7 按攤銷成本計量之金融資產減值

金融資產的虧損撥備乃根據有關違約風險及預期虧損率的假設。於各報告期末，本集團根據本集團的過往歷史、現行市況及前瞻性估計採用判斷，以作出該等假設及選擇進行減值計算之輸入數據。有關所採用的主要假設及輸入數據詳情於附註3的表格披露。

4.8 收入確認

釐定收入是否應於某個時間點抑或於一段時間內確認涉及判斷。本集團根據客戶合約規範以及相關法律法規作出判斷。

對於可變金額合約，本集團估計釐定過渡價格的金額，該金額極大可能不會發生重大撥回。

有關收入確認詳情於附註2.24披露。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

4.6 Classification of subsidiary, joint venture and associate

In the normal course of business, the Group develops properties together with other developers or institutions, through entering into co-operation agreements with these parties. The rights and obligations of the Group and the other parties are stipulated by respective co-operation agreements, articles of associations of the project companies, etc. Because of the complexity of the arrangements, significant judgement is needed in determining whether the project company is subsidiary, joint venture or associate of the Group.

The Group makes judgement based on the substance of the arrangements and the definition of subsidiary, joint venture and associate as disclosed in notes 2.2, 2.3 and 2.4.

4.7 Impairment of financial assets at amortised cost

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in note 3.

4.8 Revenue recognition

Determining whether revenue should be recognised at a point in time or over time involves judgment. The Group makes judgements based on the specification in contracts with customers, as well as relevant laws and regulations.

For contracts with variable amount, the Group estimates the amount that is highly probable that significant reversal will not occur for determining transition price.

Details of revenue recognition is disclosed in note 2.24.

5 分部資料

管理層根據主要經營決策者（「主要經營決策者」）審核的報告（用於作出戰略決策）釐定營運分部。董事會被視為主要經營決策者。

本集團透過兩個營運分部管理業務，其與就資源分配及表現評估目的向本集團主要經營決策者進行內部信息報告的方式一致。本集團概無合併營運分部以組成下列可呈報分部。

- 新城控股集團股份有限公司，一家在上海證券交易所上市的公司（「A股公司」或「新城控股」）
- 不屬於A股公司的其他服務公司（「非A股公司」）

A股公司主要從事作為出售或投資用途的住宅物業開發及多用途綜合樓開發，而非A股公司主要從事服務業。所有物業開發項目均位於中國，因此本集團的大部份收入來自中國，及大部份資產位於中國。

主要經營決策者根據收入和除所得稅前利潤的計量評估營運分部的業績。計量基準不包括所得稅開支的影響。

5 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker (the “CODM”) that are used to make strategic decisions. The board of directors has been identified as the CODM.

The Group manages its business by two operating segments, which is consistent with the way in which information is reported internally to the Group’s CODM for the purpose of resources allocation and performance assessment. No operating segments have been aggregated to form the following reportable segments.

- Seazen Holdings Co., Ltd., a company listed on the Shanghai Stock Exchange (the “A share company” or “Seazen Holdings”)
- Other service companies not within the A share company (the “Non-A share companies”)

The A share company is mainly engaged in development of residential properties and mixed-use complexes for sale and investment, while the Non-A share companies are mainly engaged in services. All the property development projects are in the PRC, and accordingly majority of the revenue of the Group are derived from the PRC and most of the assets are located in the PRC.

The CODM assesses the performance of the operating segments based on a measure of revenue and profit before income tax. The measurement basis excludes the effects of income tax expense.

5 分部資料(續)

5 SEGMENT INFORMATION (continued)

		截至2022年12月31日止年度 Year ended 31 December 2022				
		A股公司 A share company 人民幣千元 RMB'000	非A股公司 Non-A share companies 人民幣千元 RMB'000	分部合計 Total segment 人民幣千元 RMB'000	對銷 Elimination 人民幣千元 RMB'000	本集團合計 Total Group 人民幣千元 RMB'000
分部收入	Segment revenue	115,456,683	1,307,941	116,764,624	(223,994)	116,540,630
— 於一時間	– At a point in time	105,354,676	876,844	106,231,520	(3,355)	106,228,165
— 隨時間	– Over time	4,919,774	426,175	5,345,949	(121,061)	5,224,888
— 租金收入	– Rental income	5,182,233	4,922	5,187,155	(99,578)	5,087,577
除所得稅開支前分部利潤	Segment profit before income tax expense	4,494,245	(905,785)	3,588,460	106,046	3,694,506
投資物業公允價值收益	Fair value gains on investment properties	1,062,584	949	1,063,533	391,804	1,455,337
財務收入	Finance income	355,840	605,913	961,753	(573,748)	388,005
融資成本	Finance costs	(3,228,718)	(1,122,907)	(4,351,625)	573,748	(3,777,877)
折舊及攤銷	Depreciation and amortisation	(328,346)	(326,688)	(655,034)	–	(655,034)
應佔聯營公司業績	Share of results of associates	370,691	149,532	520,223	(136,715)	383,508
應佔合營企業業績	Share of results of joint ventures	619,761	897	620,658	–	620,658
年度利潤對賬如下：	A reconciliation to profit for the year is as follows:					
對銷後除所得稅開支前的 分部利潤總額	Total segment profits before income tax expense after elimination					3,694,506
所得稅開支	Income tax expense					(2,951,802)
年度利潤	Profit for the year					742,704

5 分部資料(續)

5 SEGMENT INFORMATION (continued)

		於2022年12月31日 As at 31 December 2022				
		A股公司 A share company 人民幣千元 RMB'000	非A股公司 Non-A share companies 人民幣千元 RMB'000	分部合計 Total segment 人民幣千元 RMB'000	對銷 Elimination 人民幣千元 RMB'000	本集團合計 Total Group 人民幣千元 RMB'000
分部資產	Segment assets	457,907,015	15,027,137	472,934,152	(9,460,256)	463,473,896
分部資產包括：	Segment assets include:					
於聯營公司的投資	Investments in associates	12,213,995	1,909,687	14,123,682	(1,290,686)*	12,832,996
於合營企業的投資	Investments in joint ventures	12,934,682	23,588	12,958,270	-	12,958,270
添置非流動資產 (金融工具及遞延 稅項資產除外)	Additions to non-current assets (other than financial instruments and deferred tax assets)	9,101,588	481,701	9,583,289	-	9,583,289
分部負債	Segment liabilities	368,446,104	8,551,546	376,997,650	(6,538,095)	370,459,555

* 對銷主要指由A股公司所控制公司的非A股公司股權。

* The elimination represents mainly the Non-A share companies' associate interests in companies controlled by the A share company.

合併財務報表附註

Notes to the Consolidated Financial Statements

截至2022年12月31日止年度

For the year ended 31 December 2022

5 分部資料(續)

5 SEGMENT INFORMATION (continued)

		截至2021年12月31日止年度 Year ended 31 December 2021				
		A股公司 A share company 人民幣千元 RMB'000	非A股公司 Non-A share companies 人民幣千元 RMB'000	分部合計 Total segment 人民幣千元 RMB'000	對銷 Elimination 人民幣千元 RMB'000	本集團合計 Total Group 人民幣千元 RMB'000
分部收入	Segment revenue	168,231,678	1,555,401	169,787,079	(249,759)	169,537,320
—於一時點	– At a point in time	158,549,733	1,049,845	159,599,578	(3,966)	159,595,612
—隨時間	– Over time	5,266,416	503,102	5,769,518	(123,518)	5,646,000
—租金收入	– Rental income	4,415,529	2,454	4,417,983	(122,275)	4,295,708
除所得稅開支前分部利潤	Segment profit before income tax expense	21,788,561	3,473,937	25,262,498	(3,865,369)*	21,397,129
投資物業公允價值收益	Fair value gains on investment properties	2,829,379	17,746	2,847,125	(54,666)	2,792,459
財務收入	Finance income	406,156	688,841	1,094,997	(656,309)	438,688
融資成本	Finance costs	(1,309,814)	(627,754)	(1,937,568)	656,309	(1,281,259)
折舊及攤銷	Depreciation and amortisation	(381,562)	(483,195)	(864,757)	–	(864,757)
應佔聯營公司業績	Share of results of associates	670,344	558,921	1,229,265	(548,562)	680,703
應佔合營企業業績	Share of results of joint ventures	1,398,988	(7,473)	1,391,515	–	1,391,515
* 對銷主要指A股公司宣 派的股息。		* The elimination represents mainly the dividends declared by the A share company.				
年度利潤對賬如下：	A reconciliation to profit for the year is as follows:					
對銷後除所得稅開支前的 分部利潤總額	Total segment profits before income tax expense after elimination					21,397,129
所得稅開支	Income tax expense					(8,036,135)
年度利潤	Profit for the year					13,360,994

5 分部資料(續)

5 SEGMENT INFORMATION (continued)

		於2021年12月31日				
		As at 31 December 2021				
	A股公司	非A股公司	分部合計	對銷	本集團合計	
	A share	Non-A share	Total	Elimination	Total	
	company	companies	segment	Elimination	Group	
	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	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
分部資產	Segment assets	534,293,114	18,761,045	553,054,159	(12,945,259)	540,108,900
分部資產包括：	Segment assets include:					
於聯營公司的投資	Investments in associates	13,353,316	2,799,927	16,153,243	(2,174,257)*	13,978,986
於合營企業的投資	Investments in joint ventures	13,122,084	22,690	13,144,774	-	13,144,774
添置非流動資產 (金融工具及遞延稅項 資產除外)	Additions to non-current assets (other than financial instruments and deferred tax assets)	16,961,850	298,543	17,260,393	-	17,260,393
分部負債	Segment liabilities	437,169,133	14,465,162	451,634,295	(8,944,731)	442,689,564

* 對銷主要指於由A股公司所控制公司的非A股公司股權。

* The elimination represents mainly the Non-A share companies' associate interests in companies controlled by the A share company.

6 物業、廠房及設備以及使用權資產 **6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS**

(a) 物業、廠房及設備

(a) Property, plant and equipment

非流動	Non-current	樓宇	運輸設備	傢俬、裝置 及設備	在建工程	裝修	合計
		Buildings	Transport equipment	Furniture, fittings and equipment	Construction in progress	Decoration	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2022年1月1日	At 1 January 2022						
成本	Cost	5,226,878	444,550	2,115,424	1,255,144	1,069,873	10,111,869
累計折舊	Accumulated depreciation	(608,026)	(167,959)	(903,704)	-	(671,893)	(2,351,582)
賬面淨值	Net book amount	4,618,852	276,591	1,211,720	1,255,144	397,980	7,760,287
截至2022年12月31日止年度	Year ended 31 December 2022						
期初賬面淨值	Opening net book amount	4,618,852	276,591	1,211,720	1,255,144	397,980	7,760,287
收購子公司(附註33)	Acquisition of subsidiaries (note 33)	56	-	25	-	-	81
添置	Additions	404,196	7,606	72,061	317,445	388,440	1,189,748
自投資物業轉撥(附註7)	Transfer from investment properties (note 7)	148,175	-	-	-	-	148,175
在建工程竣工	Completion of construction in progress	-	-	72,207	(79,970)	7,763	-
出售	Disposals	(197,904)	(2,917)	(360,984)	-	(4,398)	(566,203)
出售子公司	Disposal of subsidiaries	(2)	(1)	(2,506)	-	(887)	(3,396)
折舊費用(附註27)	Depreciation charge (note 27)	(196,637)	(36,739)	(178,769)	-	(128,645)	(540,790)
期末賬面淨值	Closing net book amount	4,776,736	244,540	813,754	1,492,619	660,253	7,987,902
於2022年12月31日	At 31 December 2022						
成本	Cost	5,610,972	431,215	1,860,544	1,492,619	1,459,405	10,854,755
累計折舊	Accumulated depreciation	(834,236)	(186,675)	(1,046,790)	-	(799,152)	(2,866,853)
賬面淨值	Net book amount	4,776,736	244,540	813,754	1,492,619	660,253	7,987,902

6 物業、廠房及設備以及使用權資產(續)

6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (continued)

(a) 物業、廠房及設備(續)

(a) Property, plant and equipment (continued)

非流動	Non-current	樓宇	運輸設備	傢俬、裝置 及設備	在建工程	裝修	合計
		Buildings	Transport equipment	Furniture, fittings and equipment	Construction in progress	Decoration	Total
		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
於2021年1月1日	At 1 January 2021						
成本	Cost	4,607,108	440,894	1,806,753	588,256	1,034,232	8,477,243
累計折舊	Accumulated depreciation	(564,464)	(122,268)	(697,372)	-	(594,870)	(1,978,974)
賬面淨值	Net book amount	4,042,644	318,626	1,109,381	588,256	439,362	6,498,269
截至2021年12月31日止年度	Year ended 31 December 2021						
期初賬面淨值	Opening net book amount	4,042,644	318,626	1,109,381	588,256	439,362	6,498,269
收購子公司	Acquisition of subsidiaries	-	-	274	-	-	274
添置	Additions	288	18,351	167,296	1,236,823	75,118	1,497,876
自投資物業轉撥(附註7)	Transfer from investment properties (note 7)	424,517	-	-	-	-	424,517
在建工程竣工	Completion of construction in progress	337,388	-	205,928	(569,935)	26,619	-
出售	Disposals	-	(14,695)	(64,818)	-	(8,487)	(88,000)
出售子公司	Disposal of subsidiaries	-	-	(9)	-	-	(9)
折舊費用(附註27)	Depreciation charge (note 27)	(185,985)	(45,691)	(206,332)	-	(134,632)	(572,640)
期末賬面淨值	Closing net book amount	4,618,852	276,591	1,211,720	1,255,144	397,980	7,760,287
於2021年12月31日	At 31 December 2021						
成本	Cost	5,226,878	444,550	2,115,424	1,255,144	1,069,873	10,111,869
累計折舊	Accumulated depreciation	(608,026)	(167,959)	(903,704)	-	(671,893)	(2,351,582)
賬面淨值	Net book amount	4,618,852	276,591	1,211,720	1,255,144	397,980	7,760,287

6 物業、廠房及設備以及使用權資產(續)

(a) 物業、廠房及設備(續)

本集團的折舊費用人民幣338,073,000元(2021年:人民幣339,804,000元)已計入銷售及服務成本,人民幣1,545,000元(2021年:人民幣1,254,000元)已計入銷售及營銷費用及人民幣201,172,000元(2021年:人民幣231,582,000元)已計入行政開支。

於2022年12月31日,賬面總值為人民幣1,134,586,000元(原始價值:人民幣1,406,104,000元)(2021年:人民幣865,715,000元,原始價值:人民幣1,068,716,000元)的物業、廠房及設備已抵押作本集團借款的抵押品(附註22)。

截至2022年12月31日止年度,撥入在建工程的資本化借款成本約為人民幣22,210,000元(2021年:人民幣9,404,000元),資本化率為6.63%(2021年:6.69%)。

6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (continued)

(a) Property, plant and equipment (continued)

The Group's depreciation charges of RMB338,073,000 (2021: RMB339,804,000) have been included in cost of sales and services, RMB1,545,000 (2021: RMB1,254,000) in selling and marketing expenses and RMB201,172,000 (2021: RMB231,582,000) in administrative expenses.

Property, plant and equipment with a total carrying amount of RMB1,134,586,000 (Original value: RMB1,406,104,000) as at 31 December 2022 (2021: RMB865,715,000 (Original value: RMB1,068,716,000)) were pledged as collateral for the Group's borrowings (note 22).

Borrowing costs capitalised in construction in progress for the year ended 31 December 2022 were approximately RMB22,210,000 (2021: RMB9,404,000) with capitalisation rate of 6.63% (2021: 6.69%).

6 物業、廠房及設備以及使用權資產(續)

(b) 租賃

倘本集團為承租人，則本附註就租賃提供資料。

(i) 於合併財務狀況表中確認的金額

合併財務狀況表列示下列與租賃有關的金額：

6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (continued)

(b) Leases

This note provides information for leases where the Group is a lessee.

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
使用權資產	Right-of-use assets		
物業、廠房及設備	Property, plant and equipment	29,520	39,167
土地使用權	Land use rights	1,445,600	975,453
		1,475,120	1,014,620
租賃投資物業	Leased investment property	587,762	626,515
租賃負債	Lease liabilities		
流動	Current		
– 有關物業、廠房及設備	– Related to property, plant and equipment	21,106	27,608
– 有關投資物業	– Related to investment property	59,327	59,327
		80,433	86,935
非流動	Non-current		
– 有關物業、廠房及設備	– Related to property, plant and equipment	9,331	13,764
– 有關投資物業	– Related to investment property	590,378	609,308
		599,709	623,072
		680,142	710,007

於2022年12月31日，賬面總值為人民幣314,841,000元(2021年12月31日：人民幣242,739,000元)的使用權資產已抵押作本集團借款的抵押品(附註22)。

Right-of-use assets with a total carrying amount of RMB314,841,000 as at 31 December 2022 (31 December 2021: RMB242,739,000) were pledged as collateral for the Group's borrowings (note 22).

6 物業、廠房及設備以及使用權資產(續)

6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (continued)

(b) 租賃(續)

(b) Leases (continued)

(ii) 於合併損益表中確認的金額

(ii) Amounts recognised in the consolidated statement of profit or loss

合併損益表列示下列與租賃有關的金額：

The consolidated statement of profit or loss shows the following amounts relating to leases:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
		附註 Note	
使用權資產折舊費用	Depreciation charge of right-of-use assets		
物業、廠房及設備	Property, plant and equipment		(202,870)
土地使用權	Land use rights		(17,526)
			(45,141)
利息開支(計入融資成本)	Interest expense (included in finance cost)	28	(42,637)
與短期及低價值租賃相關的開支(計入銷售及服務成本以及行政開支)	Expense relating to short-term and low-value leases (included in cost of sales and services and administrative expenses)	27	(3,771)

本集團的折舊費用人民幣4,240,000元(2021年：人民幣41,521,000元)已計入銷售及服務成本，人民幣28,002,000元(2021年：人民幣166,221,000元)已計入行政開支，及人民幣12,899,000元(2021年：人民幣12,654,000元)已計入在建工程。

The Group's depreciation charges of RMB4,240,000 (2021: RMB41,521,000) have been included in cost of sales and services, RMB28,002,000 (2021: RMB166,221,000) have been included in administrative expenses and RMB12,899,000 (2021: RMB12,654,000) in construction in progress.

6 物業、廠房及設備以及使用權資產(續)

(b) 租賃(續)

(ii) 於合併損益表中確認的金額(續)

於2022年12月31日，本集團有13處吾悅廣場的物業租賃，其可變支付條款與一處吾悅廣場產生的銷售有關。就個別吾悅廣場而言，最高5.67%的租賃付款基於百分比介乎1%至50%銷售的可變支付條款。使用可變支付條款的原因有多種，包括盡量減少新店鋪的固定成本基礎。取決於銷售的可變租賃付款在觸發該等付款的條件發生期間於損益確認。

倘本集團訂立該等可變租賃合約的所有店鋪增加10%銷售額，租賃付款總額將增加約人民幣21,996,000元(2021年：人民幣25,016,000元)。

於2022年，租賃的現金流出總額為人民幣86,012,000元(2021年：人民幣886,764,000元)。

6 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (continued)

(b) Leases (continued)

(ii) Amounts recognised in the consolidated statement of profit or loss (continued)

As at 31 December 2022, the Group has property leases with 13 Wuyue Plazas with variable payment terms that are linked to sales generated from a Wuyue Plaza. For individual Wuyue Plaza, up to 5.67% of lease payments are on the basis of variable payment terms with percentages ranging from 1% to 50% of sales. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

A 10% increase in sales across all stores in the group with such variable lease contracts would increase total lease payments by approximately RMB21,996,000 (2021: RMB25,016,000).

The total cash outflow for leases in 2022 was RMB86,012,000 (2021: RMB886,764,000).

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7 投資物業

7 INVESTMENT PROPERTIES

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
年初結餘	Opening balance	103,948,422	85,705,342
添置	Additions	7,853,153	15,112,208
收購子公司	Acquisition of subsidiaries	–	532,000
轉撥自物業、廠房及設備	Transfer from property, plant and equipment	197,904	–
轉撥至物業、廠房及設備 (附註6)	Transfer to property, plant and equipment (note 6)	(148,175)	(424,517)
成本調整	Cost adjustment	(44,066)	230,930
公允價值調整所得淨收益	Net gains from fair value adjustments	1,455,337	2,792,459
年末結餘	Ending balance	113,262,575	103,948,422

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
租金收入(附註25)	Rental income (note 25)	5,087,577	4,295,708
產生租金收入的物業 直接經營開支	Direct operating expenses from property that generated rental income	300,058	437,655
於損益確認之公允價值收益	Fair value gains recognised in profit or loss	1,455,337	2,792,459

7 投資物業(續)

本集團持有的投資物業均為位於中國的商用物業。

截至2022年12月31日止年度，於投資物業資本化的借貸成本約為人民幣168,742,000元(2021年：人民幣243,425,000元)。

截至2022年12月31日止年度，借款資本化率為6.63%(2021年：6.69%)。

於2022年12月31日，賬面總值為人民幣74,775,722,000元(2021年：人民幣44,571,100,000元)的投資物業已抵押作本集團借款的抵押品(附註22)。

本集團所有投資物業的公允價值均以第三級計量，有重大不可觀察輸入值。

年內第一、二及三級之間並無轉撥。

(i) 使用重大不可觀察輸入值(第三級)進行公允價值計量：

7 INVESTMENT PROPERTIES (continued)

Investment properties held by the Group are all commercial properties located in the PRC.

Borrowing costs capitalised in investment properties for the year ended 31 December 2022 were approximately RMB168,742,000 (2021: RMB243,425,000).

The capitalisation rate of borrowings was 6.63% for the year ended 31 December 2022 (2021: 6.69%).

Investment properties with a total carrying amount of RMB74,775,722,000 as at 31 December 2022 (2021: RMB44,571,100,000) were pledged as collateral for the Group's borrowings (note 22).

Fair value of all of the Group's investment properties are measured at Level 3, with significant unobservable inputs.

There were no transfers between Level 1, 2 and 3 during the year.

(i) Fair value measurements using significant unobservable inputs (Level 3):

		竣工 Completed 人民幣千元 RMB'000	在建 Under development 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2022年1月1日	At 1 January 2022	91,838,922	12,109,500	103,948,422
添置	Additions	-	7,853,153	7,853,153
轉撥自物業、廠房及設備	Transfer from property, plant and equipment	197,904	-	197,904
轉撥至物業、廠房及設備(附註6)	Transfer to property, plant and equipment (note 6)	(148,175)	-	(148,175)
項目竣工	Completion of projects	7,587,095	(7,587,095)	-
成本調整	Cost adjustment	(44,066)	-	(44,066)
公允價值調整所得淨收益	Net gains from fair value adjustments	1,251,895	203,442	1,455,337
於2022年12月31日	At 31 December 2022	100,683,575	12,579,000	113,262,575
計入損益中的年末持有資產的年內總收益，列在「投資物業公允價值收益」項下	Total gains for the year included in profit or loss for assets held at the end of the year, under 'Fair value gains on investment properties'	1,251,895	203,442	1,455,337

7 投資物業(續)

7 INVESTMENT PROPERTIES (continued)

(i) 使用重大不可觀察輸入值(第三級)進行公允價值計量(續)：

(i) Fair value measurements using significant unobservable inputs (Level 3) (continued) :

		竣工 Completed 人民幣千元 RMB'000	在建 Under development 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2021年1月1日	At 1 January 2021	72,958,842	12,746,500	85,705,342
添置	Additions	–	15,112,208	15,112,208
收購子公司	Acquisition of a subsidiary	–	532,000	532,000
轉撥至物業、廠房及設備 (附註6)	Transfer to property, plant and equipment (note 6)	(424,517)	–	(424,517)
項目竣工	Completion of projects	16,661,920	(16,661,920)	–
成本調整	Cost adjustment	230,930	–	230,930
公允價值調整所得淨收益	Net gains from fair value adjustments	2,411,747	380,712	2,792,459
於2021年12月31日	At 31 December 2021	91,838,922	12,109,500	103,948,422
計入損益中的年末持有 資產的年內總收益， 列在「投資物業公允 價值收益」項下	Total gains for the year included in profit or loss for assets held at the end of the year, under 'Fair value gains on investment properties'	2,411,747	380,712	2,792,459

(ii) 本集團的估值過程

(ii) Valuation processes of the Group

所有投資物業於2022年及2021年12月31日由獨立專業合資格估值師戴德梁行有限公司進行重估。

All investment properties were revalued as at 31 December 2022 and 2021 by DTZ Debenham Tie Leung Limited, the independent professional qualified valuer.

本集團的財務部將會審閱獨立估值師所進行的估值，包括：

The Group's finance team will review the valuation performed by the independent valuers, including:

- 核實獨立估值報告內的所有重要輸入值；
- 與上一年度的估值報告進行比較時評估物業估值變動；
- 與獨立估值師進行討論。

- verifies all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior year valuation report;
- holds discussions with independent valuers.

7 投資物業(續)

(iii) 估值方法

本集團就將予開發及在建投資物業分別採用直接比較法及投資法。直接比較法乃假設該等物業各自按現況交吉出售。經參考有關市場的可資比較銷售交易，選擇鄰近地區的可資比較物業並就位置及物業規模等因素的差異作出調整；投資法計及已產生建設成本及完成該開發項目將產生的成本以反映已竣工開發項目的質量，依據是該物業將根據本集團最近開發計劃開發和完成。就已竣工投資物業而言，估值乃根據投資法透過將來自現有租約的淨租金收入(在適當計及物業復歸潛在收入增長後)作出資本化計算，並經參考於活躍市場上的可比較價格後作出。

年內估值方法並無變動。

7 INVESTMENT PROPERTIES (continued)

(iii) Valuation techniques

For investment properties to be developed and under development, the Group adopted direct comparison approach and investment approach, respectively. Direct comparison approach assumes sale of each of these properties in its existing state with the benefit of vacant possession. By making reference to sales transactions as available in the relevant market, comparable properties in close proximity have been selected and adjustments have been made to account for the difference in factors such as locations and property size; Investment approach has taken into account the construction costs incurred and the costs that will be incurred to complete the development to reflect the quality of the completed development on the basis that the properties will be developed and completed in accordance with the Group's latest development plan. For completed investment properties, valuations were based on investment approach by capitalisation of the net rental income derived from the existing tenancy agreements with due allowance for reversionary income potential of the properties and by reference to comparable price in an active market.

There were no changes to the valuation techniques during the year.

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7 投資物業(續)

(iii) 估值方法(續)

有關使用重大不可觀察輸入值(第三級)進行公允價值計量的資料:

說明	於2022年 12月31日的 公允價值 (人民幣千元) Fair value at 31 December 2022 (RMB'000)	於2021年 12月31日的 公允價值 (人民幣千元) Fair value at 31 December 2021 (RMB'000)	估值方法	不可觀察輸入值	不可觀察輸入值的範圍	不可觀察輸入值 與公允價值的關係 Relationship of unobservable inputs to fair value
Description			Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	
已竣工商用物業	100,683,575	91,838,922	投資法	租期收益率	經計及可資比較物業的收益率及反映所擔保及將收取租期收入的確定性的調整，租期收益率為4%至6.5%(2021年：4%至6.5%)。	租期收益率越高，公允價值越低
Completed commercial property			Investment approach	Term yield	Term yield of 4%-6.5% (2021: 4%-6.5%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
				復歸收益率	經計及可資比較物業的年度單位市場租金收入及單位市場價值，復歸收益率為4.5%至7%(2021年：4.5%至7%)。	復歸收益率越高，公允價值越低
				Reversionary yield	Reversionary yield of 4.5%-7% (2021: 4.5%-7%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
在建商用物業	10,837,000	9,987,500	投資法及至竣工的估計成本	復歸收益率	經計及可資比較物業的年度單位市場租金收入及單位市場價值，復歸收益率為5%至7%(2021年：5%至7%)。	復歸收益率越高，公允價值越低
Commercial property under development			Investment approach with estimated costs to complete	Reversionary yield	Reversionary yield of 5%-7% (2021: 5%-7%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
				至竣工的估計建設成本	人民幣33,851,357元至人民幣479,979,802元(2021年：人民幣5,204,185元至人民幣491,035,090元)	估計建設成本越高，公允價值越低
				Estimated construction costs to completion	RMB33,851,357-RMB479,979,802 (2021: RMB5,204,185-RMB491,035,090)	The higher the estimated construction costs, the lower the fair value
				持有及開發物業至竣工所需的估計利潤率	物業價值的5%至25%(2021年：5%至25%)	所需利潤率越高，公允價值越低
				Estimated profit margin required to hold and develop property to completion	5%-25% (2021: 5%-25%) of property value	The higher the profit margin required, the lower the fair value
	1,742,000	2,122,000	銷售比較	銷售價格	每平方米人民幣815元至人民幣3,168元(2021年：人民幣1,011元至人民幣4,398元)	經調整市價越高，公允價值越高
			Sales comparison	Sales price	RMB815-RMB3,168 (2021: RMB1,011-RMB4,398) per square metre	The higher the adjusted market price, the higher the fair value

7 INVESTMENT PROPERTIES (continued)

(iii) Valuation techniques (continued)

Information about fair value measurements using significant unobservable inputs (Level 3):

7 投資物業(續)

(iii) 估值方法(續)

本集團於估算收益率時計及市場數據。已產生的建設成本以會計記錄中所述已產生的實際成本為基準，而將產生的建設成本以建築物業的最新預算為基準。

倘假設收益率、將產生的建設成本和所需利潤率較管理層的估算增加或減少10%，於2022年及2021年12月31日之投資物業賬面值將變動如下：

7 INVESTMENT PROPERTIES (continued)

(iii) Valuation techniques (continued)

The Group considers the market data when estimating the yield rate. Construction costs incurred are based on the actual costs incurred as reflected in the accounting records, while the construction costs to incur are based on the most updated budget for the construction of the properties.

Were the yield rate, the construction costs to incur and the profit margin required assumed to increase or decrease by 10% from management's estimate, the carrying amount of investment properties as at 31 December 2022 and 2021 would have changed as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
投資物業增加/(減少)	Investment properties increase/(decrease)		
– 所用收益率增加10%	– yield rate used 10 percent higher	(7,022,397)	(6,531,408)
– 所用收益率減少10%	– yield rate used 10 percent lower	7,725,490	7,189,461
投資物業增加/(減少)	Investment properties increase/(decrease)		
– 將產生的建設成本增加10%	– construction costs to incur 10 percent higher	(461,325)	(659,862)
– 將產生的建設成本減少10%	– construction costs to incur 10 percent lower	461,325	659,862
投資物業增加/(減少)	Investment properties increase/(decrease)		
– 所需利潤率增加10%	– profit margin required 10 percent higher	(79,963)	(120,827)
– 所需利潤率減少10%	– profit margin required 10 percent lower	80,904	122,944

就已竣工物業而言，估值乃透過計及物業復歸潛在收入增長後，將現有租約的未來淨租金收入作出資本化計算或運用直接比較法，假設各項物業按現有狀況交吉出售，並參考有關市場的可比較銷售交易作出。

購買、建造或開發投資物業時概無附帶維修、保養或改善合約義務。

For completed properties, valuations were based on either capitalisation of net rental income derived from the existing tenancies with allowance for the reversionary income potential of the properties or on direct comparison approach assuming sale of each of these properties in its existing state with the benefit of vacant possession by making reference to comparable sales transactions as available in the relevant market.

There's no contractual obligation for purchase, construct or develop investment property as for repairs, maintenance or enhancement.

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8 無形資產

8 INTANGIBLE ASSETS

非流動資產	Non-current assets	商標	電腦軟件	專利	客戶資源	其他項目	合計
		Trademarks	Computer software	Patent	Client Resources	Others	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
於2022年1月1日	At 1 January 2022						
成本	Cost	270,800	222,091	180,000	39,619	32,127	744,637
累計攤銷	Accumulated amortisation	(95,300)	(140,864)	(63,000)	(13,867)	(3,385)	(316,416)
賬面淨值	Net book amount	175,500	81,227	117,000	25,752	28,742	428,221
截至2022年12月31日止年度	Year ended 31 December 2022						
年初賬面淨值	Opening net book amount	175,500	81,227	117,000	25,752	28,742	428,221
添置	Additions	-	28,118	-	-	-	28,118
出售	Disposals	-	(8,190)	-	-	-	(8,190)
攤銷費用	Amortisation charges	(27,000)	(29,827)	(18,000)	(3,962)	(3,213)	(82,002)
年末賬面淨值	Closing net book amount	148,500	71,328	99,000	21,790	25,529	366,147
於2022年12月31日	At 31 December 2022						
成本	Cost	270,800	242,019	180,000	39,619	32,127	764,565
累計攤銷	Accumulated amortisation	(122,300)	(170,691)	(81,000)	(17,829)	(6,598)	(398,418)
賬面淨值	Net book amount	148,500	71,328	99,000	21,790	25,529	366,147
於2021年1月1日	At 1 January 2021						
成本	Cost	270,800	148,923	180,000	39,619	5,460	644,802
累計攤銷	Accumulated amortisation	(68,300)	(108,664)	(45,000)	(9,905)	(172)	(232,041)
賬面淨值	Net book amount	202,500	40,259	135,000	29,714	5,288	412,761
截至2021年12月31日止年度	Year ended 31 December 2021						
年初賬面淨值	Opening net book amount	202,500	40,259	135,000	29,714	5,288	412,761
收購子公司	Acquisition of subsidiaries	-	-	-	-	26,667	26,667
添置	Additions	-	81,049	-	-	-	81,049
出售	Disposals	-	(7,881)	-	-	-	(7,881)
攤銷費用	Amortisation charges	(27,000)	(32,200)	(18,000)	(3,962)	(3,213)	(84,375)
年末賬面淨值	Closing net book amount	175,500	81,227	117,000	25,752	28,742	428,221
於2021年12月31日	At 31 December 2021						
成本	Cost	270,800	222,091	180,000	39,619	32,127	744,637
累計攤銷	Accumulated amortisation	(95,300)	(140,864)	(63,000)	(13,867)	(3,385)	(316,416)
賬面淨值	Net book amount	175,500	81,227	117,000	25,752	28,742	428,221

本集團的攤銷費用人民幣2,665,000元(2021年: 人民幣2,875,000元)已計入銷售及服務成本, 人民幣79,337,000元(2021年: 人民幣81,500,000元)已計入行政開支。

The Group's amortisation charges of RMB2,665,000 (2021: RMB2,875,000) have been included in cost of sales and services, RMB79,337,000 (2021: RMB81,500,000) in administrative expenses.

9 於聯營公司的投資

9 INVESTMENTS IN ASSOCIATES

截至12月31日止年度
Year ended 31 December

		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
年初結餘	Opening balance	13,978,986	12,724,497
添置	Additions	401,642	3,261,372
聯營公司轉為子公司(附註33)	Change from associates to subsidiaries (note 33)	(47,162)	(120,574)
聯營公司削資及出售	Capital reduction and disposal of associates	(1,046,263)	(2,612,617)
收購	Acquisition	–	141,100
其他全面收益的變動	Change of other comprehensive income	(3,688)	(3,956)
子公司轉為聯營公司	Change from subsidiaries to associates	–	345,315
應佔業績	Share of results	383,508	680,703
股息	Dividend	(834,027)	(436,854)
年末結餘	Ending balance	12,832,996	13,978,986

本集團所有聯營公司均為私營公司，其股權並無市場報價。

本集團對其於聯營公司的投資承擔於附註35呈列，而本集團為若干聯營公司就彼等的借款提供擔保(附註37)。

於截至2022年及2021年12月31日止年度，本集團概無任何個別而言屬重大的聯營公司。

All of the Group's associates are private companies and there are no quoted market prices available for such equity interests.

The Group's commitments to its investments in associates are presented in note 35 and the Group provided guarantees for certain associates on their borrowings (note 37).

For the years ended 31 December 2022 and 2021, no associate is considered to be material to the Group individually.

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9 於聯營公司的投資(續)

下表概述本集團聯營公司之財務資料：

9 INVESTMENTS IN ASSOCIATES (continued)

The following table summarizes financial information of the Group's associates:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
單獨非重大聯營公司賬面總值	Aggregate carrying amount of individually immaterial associates	12,832,996	13,978,986
本集團應佔以下總額：	Aggregate amounts of the Group's share of:		
持續經營業務的利潤	Profit from continuing operations	383,508	680,703
其他全面收益的變動	Change of other comprehensive income	(3,688)	(3,956)
全面收益總額	Total comprehensive income	379,820	676,747

10 於合營企業的投資

10 INVESTMENTS IN JOINT VENTURES

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
年初結餘	Opening balance	13,144,774	10,184,181
添置	Additions	75,438	4,092,619
子公司轉為合營企業	Change from subsidiaries to joint ventures	-	85,451
合營企業削資及出售	Capital reduction and disposal of joint ventures	(447,951)	(1,197,974)
應佔業績	Share of results	620,658	1,391,515
合營企業轉為子公司(附註33)	Change from joint ventures to subsidiaries (note 33)	(150,411)	(969,918)
股息	Dividend	(284,238)	(441,100)
年末結餘	Ending balance	12,958,270	13,144,774

10 於合營企業的投資(續)

所有本集團的合營企業均為私營公司，其股本權益並無市場報價。

本集團對其於合營企業的權益承擔於附註35呈列，而本集團亦為若干合營企業之借款提供擔保(附註37)。

於截至2022年及2021年12月31日止年度，本集團概無任何個別而言屬重大的合營企業。

下表概述本集團單獨非重大合營企業之財務資料：

10 INVESTMENTS IN JOINT VENTURES (continued)

All of the Group's joint ventures are private companies and here are no quoted market prices available for such equity interests.

The commitments relating to the Group's interests in joint ventures are presented in note 35 and the Group provided guarantees for certain joint ventures on their borrowings (note 37).

For the year ended 31 December 2022 and 2021, no joint ventures is considered to be material to the Group individually.

The following table summarizes financial information of the Group's individually immaterial joint ventures:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
單獨非重大合營企業賬面總值	Aggregate carrying amount of individually immaterial joint ventures	12,958,270	13,144,774
本集團應佔以下總額：	Aggregate amounts of the Group's share of:		
持續經營業務的利潤	Profit from continuing operations	620,658	1,391,515
全面收益總額	Total comprehensive income	620,658	1,391,515

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11 按類別劃分之金融工具

11 FINANCIAL INSTRUMENTS BY CATEGORY

本集團持有下列金融工具：

The Group holds the following financial instruments:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
金融資產	Financial assets		
按攤銷成本計量之資產	Assets at amortised cost		
貿易及其他應收款項(附註16)	Trade and other receivables (note 16)	43,853,608	53,330,417
按攤銷成本計量之金融資產 (附註13)	Financial assets at amortised cost (note 13)	731,604	761,192
現金及現金等價物(附註18)	Cash and cash equivalents (note 18)	22,435,399	46,604,698
受限制現金(附註18)	Restricted cash (note 18)	10,017,870	9,048,650
以公允價值計量且其變動計入 其他全面收益的金融資產 (附註12)	Financial assets at fair value through other comprehensive income (note 12)	641,455	743,746
以公允價值計量且其變動計入 當期損益的金融資產(附註12)	Financial assets at fair value through profit or loss (note 12)	905,141	1,391,830
		78,585,077	111,880,533

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
金融負債	Financial liabilities		
按攤銷成本計量之負債	Liabilities at amortised cost		
貿易及其他應付款項(附註23)	Trade and other payables (note 23)	90,613,366	104,254,572
借款(附註22)	Borrowings (note 22)	79,537,554	104,216,099
租賃負債(附註6)	Lease liabilities (note 6)	680,142	710,007
		170,831,062	209,180,678

本集團面臨的與金融工具有關的不同風險於附註3討論。於報告期末面臨的最大信貸風險乃上述各類金融資產的賬面值。

The Group's exposure to various risks associated with the financial instruments is discussed in note 3. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

12 以公允價值計量且其變動計入當期損益／其他全面收益的金融資產

(a) 以公允價值計量且其變動計入當期損益的金融資產

(i) 以公允價值計量且其變動計入當期損益的金融資產之分類

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
非流動資產	Non-current assets	359,942	362,865
流動資產	Current assets	545,199	1,028,965
		905,141	1,391,830

(ii) 於損益中確認的金額

年內，以下虧損於損益確認：

(ii) Amounts recognised in profit or loss

During the year, the following losses were recognised in profit or loss:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
以公允價值計量且其變動計入當期損益的金融工具公允價值虧損	Fair value losses on financial instruments at fair value through profit or loss	(170,718)	(38,986)

(iii) 風險及公允價值計量

有關本集團面臨價格風險的資料載於附註3。有關釐定公允價值所採用的方法及假設的資料，請參閱附註3。

(iii) Risk exposure and fair value measurements

Information about the Group's exposure to price risk is provided in note 3. For information about the methods and assumptions used in determining fair value please refer to note 3.

12 以公允價值計量且其變動計入當期損益／其他全面收益的金融資產(續)

(b) 以公允價值計量且其變動計入其他全面收益的金融資產

(i) 以公允價值計量且其變動計入其他全面收益的金融資產之分類

12 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/OTHER COMPREHENSIVE INCOME (continued)

(b) Financial assets at fair value through other comprehensive income

(i) Classification of financial assets at fair value through other comprehensive income

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
流動資產	Current assets	641,455	743,746

(ii) 於其他全面收益確認之金額

年內，以下收益／(虧損)於其他全面收益確認：

(ii) Amounts recognised in other comprehensive income

During the year, the following gains/(losses) were recognised in other comprehensive income:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
以公允價值計量且其變動計入其他全面收益的股本投資公允價值收益／(虧損)	Fair value gains/(losses) on equity investments at fair value through other comprehensive income	90,821	(5,179)
以公允價值計量且其變動計入其他全面收益的債務工具公允價值虧損	Fair value losses on debt instruments at fair value through other comprehensive income	(41,523)	(116,319)

(iii) 風險及公允價值計量

有關本集團面臨價格風險的資料載於附註3。有關釐定公允價值所採用的方法及假設的資料，請參閱附註3。

(iii) Risk exposure and fair value measurements

Information about the Group's exposure to price risk is provided in note 3. For information about the methods and assumptions used in determining fair value please refer to note 3.

13 按攤銷成本計量之金融資產

(i) 按攤銷成本計量之金融資產分類

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
非流動資產	Non-current assets	219,687	294,879
流動資產	Current assets	511,917	466,313
		731,604	761,192

(ii) 減值及風險

附註3.1.2載列有關金融資產減值及本集團面臨的信貸風險的資料。

(iii) 按攤銷成本計量之金融資產公允價值

於2022年12月31日，按攤銷成本計量的金融資產的公允價值與其賬面值相若。

14 租賃土地預付款項

本集團於2022年12月31日預付人民幣2,498,583,000元用於購買租賃土地(2021年：人民幣3,686,009,000元)。

13 FINANCIAL ASSETS AT AMORTISED COSTS

(i) Classification of financial assets at amortised costs

(ii) Impairment and risk exposure

Note 3.1.2 sets out information about the impairment of financial assets and the Group's exposure to credit risk.

(iii) Fair value of financial assets at amortised costs

As at 31 December 2022, the fair value of financial assets at amortised costs approximate their carrying amounts.

14 PREPAYMENTS FOR LEASEHOLD LAND

The Group made prepayments of RMB2,498,583,000 for the acquisition of leasehold land as at 31 December 2022 (2021: RMB3,686,009,000).

15 完工待售或在建銷售物業

15 PROPERTIES HELD OR UNDER DEVELOPMENT FOR SALE

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
將予開發的租賃土地	Leasehold land to be developed	2,628,632	2,340,798
在建銷售物業	Properties under development for sale	192,611,167	231,219,439
完工待售物業	Properties held for sale	18,730,351	22,686,966
		213,970,150	256,247,203
減：減值虧損撥備	Less: Provision for impairment loss	(9,557,421)	(5,864,088)
		204,412,729	250,383,115

完工待售或在建銷售物業均位於中國。

The properties held or under development for sale are all located in the PRC.

截至2022年12月31日止年度，於在建銷售物業及完工待售物業中資本化的融資成本約為人民幣5,448,543,000元（2021年：人民幣10,978,935,000元），包括借款利息人民幣2,540,056,000元（2021年：人民幣4,683,153,000元）及合約負債的融資成分人民幣2,908,487,000元（2021年：人民幣6,295,782,000元）。

Financing costs capitalised in properties under development for sale and held for sale for the year ended 31 December 2022 were approximately RMB5,448,543,000 (2021: RMB10,978,935,000), including interest on borrowings of RMB2,540,056,000 (2021: RMB4,683,153,000) and financing component of contract liabilities of RMB2,908,487,000 (2021: RMB6,295,782,000).

截至2022年12月31日止年度，借款資本化率為6.63%（2021年：6.69%）。

The capitalisation rate of borrowings was 6.63% for the year ended 31 December 2022 (2021: 6.69%).

15 完工待售或在建銷售物業(續)

於2022年12月31日，賬面總值為人民幣75,529,999,000元(2021年：人民幣88,401,720,000元)的完工待售或在建銷售物業已抵押作本集團借款的抵押品(附註22)。

截至2022年12月31日止年度，確認為開支及計入物業銷售成本的完工待售物業成本為人民幣88,709,261,000元(2021年：人民幣130,162,414,000元)，連帶撇銷的減值撥備人民幣2,392,884,000元(2021年：減值人民幣1,307,624,000元)已計入物業銷售成本。

於2022年12月31日，賬面總值為人民幣88,175,949,000元(2021年：人民幣93,455,640,000元)的在建銷售物業與不預期於一年內竣工的物業項目相關，儘管可能會預售若干此等物業。所有將予開發的租賃土地都不會於一年內完工。完工待售或在建銷售物業的其他結餘預計可於一年內變賣。

15 PROPERTIES HELD OR UNDER DEVELOPMENT FOR SALE (continued)

Properties held or under development for sale with a total carrying amount of RMB75,529,999,000 as at 31 December 2022 (2021: RMB88,401,720,000) were pledged as collateral for the Group's borrowing (note 22).

For the year ended 31 December 2022, the cost of properties held for sale recognised as expense and included in cost of property sales amounted to RMB88,709,261,000 (2021: RMB130,162,414,000), accompanying by a write-off of provision for impairment of RMB2,392,884,000 (2021: impairment of RMB1,307,624,000) credited to cost of property sales.

As at 31 December 2022, properties under development for sale with a total carrying amount of RMB88,175,949,000 (2021: RMB93,455,640,000) were related to property projects which were not scheduled to complete within one year although pre-sales of some of these properties may occur. All the leasehold land to be developed were not scheduled to complete within one year. The other balances in properties held or under development for sale were expected to be recovered within one year.

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16 貿易及其他應收款項以及預付款項 16 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
貿易應收賬款	Trade accounts receivables	654,252	784,736
應收票據	Notes receivables	164,468	26,158
		818,720	810,894
減：減值虧損	Less: Impairment losses	(15,075)	(14,047)
貿易應收款項－淨額	Trade receivables – net	803,645	796,847
預付款項	Prepayments		
－預付所得稅及土地增值稅(a)	– Prepaid income tax and land appreciate tax (a)	7,051,447	9,063,433
－預付增值稅及將予扣除之進項增值稅(b)	– Prepaid value-added tax and input VAT to be deducted (b)	8,945,059	12,655,126
－預付附加費及其他稅項	– Prepaid surcharges and other taxes	430,727	744,205
－預付建設成本	– Prepayments for construction costs	191,690	266,079
－其他	– Others	1,044,955	1,067,346
		17,663,878	23,796,189
其他應收款項	Other receivables		
－應收政府款項	– Receivables from government related bodies	4,919,080	5,202,222
－應收關連方款項(附註37)	– Due from related parties (note 37)	12,578,225	16,996,949
－應收合營企業夥伴款項(c)	– Receivables from joint ventures partners (c)	1,608,945	2,949,026
－應收子公司非控股股東款項(c)	– Receivables from non-controlling shareholders of subsidiaries (c)	21,567,016	24,329,041
－被投資公司借款的應收款項	– Receivables from lending to an investee	–	134,620
－其他按金的應收款項	– Receivables from other deposits	1,087,771	1,031,433
－其他	– Others	2,670,695	3,086,824
		44,431,732	53,730,115
減：減值虧損	Less: Impairment losses	(1,381,769)	(1,196,545)
		43,049,963	52,533,570
貿易及其他應收款項以及預付款項－淨額	Trade and other receivables and prepayments – net	61,517,486	77,126,606
減：非即期部分	Less: Non-current portion	(630)	(576)
即期部分	Current portion	61,516,856	77,126,030

16 貿易及其他應收款項以及預付款項(續)

貿易應收款項主要來自物業銷售、投資物業租賃及其他服務業務。物業銷售的所得款項一般於簽訂相關買賣協議後三個月內收取，而物業租賃的租金一般預先收取。其他服務業務的客戶一般被給予30天至90天的信貸期。

(a) 於本集團收取預收客戶款項時土地增值稅暫按地稅局規定的稅率徵收，在確認有關收入之前按預付款項記賬。此外，計算應課稅收入時所收取客戶預收款的5%至15%視作利潤加至會計收入，預付所得稅按預付款項記賬。

(b) 自2016年5月1日起，本集團銷售物業須繳納增值稅(「增值稅」)。按照通用增值稅辦法，本集團須就增值金額繳納9%的增值稅(自2018年5月1日至2019年3月31日為10%)。但符合資格的舊建設項目，即於2016年4月30日或之前開工的項目可選擇簡單的增值稅辦法，按銷售額的5%計徵，而不扣除進項增值稅。本集團在收取預收客戶款項時按3%或5%預付增值稅，且確認有關收入之前，該等付款按預付增值稅記賬。進項增值稅主要來自開發成本，並可按照通用增值稅辦法與銷項增值稅抵銷。

16 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

Trade receivables are mainly arisen from sales of properties, leases of investment properties and other services businesses. Proceeds in respect of properties sold are normally received within three months after signing of related sales and purchase agreements, and rentals in respect of leased properties are generally received in advance. Customers of other services businesses are generally granted a credit term of 30 days to 90 days.

(a) Land appreciation tax is provisionally levied based on rates required by the local tax bureaus when the Group receives advances from customers, which are recorded as prepayments before the relevant revenue is recognised. In addition, a deemed profit of 5% to 15% of advances received from the customers is added to the accounting income when calculating taxable income and the prepaid income tax is similarly recorded as prepayments.

(b) Effective from 1 May 2016, the Group's sale of properties are subject to value-added tax ("VAT"). Under general VAT method, the Group is subject to 9% (10% from 1 May 2018 to 31 March 2019) VAT on value added amount. Qualified old construction projects, which are those with construction commenced on or before 30 April 2016, however, has an alternative to elect a simplified VAT method, which is 5% on sales with no deduction of input VAT. The Group prepays VAT at 3% or 5% when receiving advances from customers and such payment is recorded as prepaid VAT before the relevant revenue is recognised. Input VAT arises mainly from development costs and can be offset against the output VAT under general VAT method.

16 貿易及其他應收款項以及預付款項(續)

16 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

- (c) 該等應收款項為無抵押、免息及無固定還款期限。

- (c) Such receivables are unsecured, non-interest bearing and have no fixed repayment terms.

於2022年及2021年12月31日，貿易應收賬款及應收票據基於發票日期的賬齡如下：

The ageing of trade account receivables and notes receivables based on invoice date as at 31 December 2022 and 2021 are as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
一年內	Less than 1 year	741,073	727,431
一年至兩年	Between 1 and 2 years	71,520	74,561
兩年至三年	Between 2 and 3 years	6,127	8,902
		818,720	810,894

於2022年及2021年12月31日承受的最大信貸風險為上述各類應收款項的賬面值。

The maximum exposure to credit risk at 31 December 2022 and 2021 is the carrying value of each class of receivables mentioned above.

於2022年及2021年12月31日，貿易及其他應收款項的公允價值與其賬面值相若。

As at 31 December 2022 and 2021, the fair value of trade and other receivables approximate their carrying amounts.

於2022年及2021年12月31日，貿易及其他應收款項以及預付款項的賬面值主要以人民幣計值。

As at 31 December 2022 and 2021, the carrying amounts of trade and other receivables and prepayments are primarily denominated in RMB.

有關貿易及其他應收款項減值以及本集團面臨的信貸風險，請參閱附註3.1.2。

Please refer to note 3.1.2 for the impairment of trade and other receivables and the Group's exposure to credit risk.

17 子公司

於2022年及2021年12月31日，本集團子公司及就本集團借款質押子公司股份的詳情載於附註41。

(a) 重大限制

現金及短期存款人民幣31,323,021,000元(2021年：人民幣54,949,323,000元)乃由中國內地子公司所持有，並受當地匯兌控制規例所規限。該等當地匯兌控制規例訂明對國家輸出資金(並非透過正常股息)的限制。

(b) 重大非控股權益

於2022年12月31日的非控股權益總額為人民幣48,260,729,000元(2021年：人民幣55,259,999,000元)，其中人民幣48,102,341,000元(2021年：人民幣54,996,252,000元)屬於A股公司新城控股。

持有屬重大的非控股權益的子公司財務資料概要

以下載列持有對本集團屬重大的非控股權益的新城控股財務資料概要。

17 SUBSIDIARIES

Particulars of the subsidiaries of the Group as at 31 December 2022 and 2021 and shares of subsidiaries pledged for the Group's borrowings are set out in note 41.

(a) Significant restrictions

Cash and short-term deposits of RMB31,323,021,000 (2021: RMB54,949,323,000) are held by subsidiaries in Mainland China and are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the country, other than through normal dividends.

(b) Material non-controlling interests

The total non-controlling interests as at 31 December 2022 was RMB48,260,729,000 (2021: RMB55,259,999,000), among which RMB48,102,341,000 (2021: RMB54,996,252,000) was for Seazen Holdings, the A share company.

Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for Seazen Holdings, which has non-controlling interests that are material to the Group.

17 子公司(續)

17 SUBSIDIARIES (continued)

(b) 重大非控股權益(續)

(b) Material non-controlling interests (continued)

財務狀況表概要

Summarised statement of financial position

		新城控股 Seazen Holdings 2022年 2022 人民幣千元 RMB'000	新城控股 Seazen Holdings 2021年 2021 人民幣千元 RMB'000
流動	Current		
資產	Assets	303,082,776	389,274,967
負債	Liabilities	(314,466,697)	(363,957,260)
總流動資產淨值	Total current net assets	(11,383,921)	25,317,707
非流動	Non-current		
資產	Assets	154,824,239	145,018,147
負債	Liabilities	(53,979,407)	(73,211,873)
總非流動資產淨值	Total non-current net assets	100,844,832	71,806,274
資產淨值	Net assets	89,460,911	97,123,981
下列各方應佔資產淨值	Net assets attributable to		
— 新城控股權益持有人	— Equity holders of Seazen Holdings	59,481,286	59,309,963
— 非控股股東權益*	— Non-controlling interests*	29,979,625	37,814,019
		89,460,911	97,123,982

* 於2022年12月31日新城控股的非控股權益包括本集團所控制的新城控股同系子公司人民幣1,290,686,000元(2021年：人民幣1,757,997,000元)。

* Non-controlling interests of Seazen Holdings included RMB1,290,686,000 (2021: RMB1,757,997,000) from fellow subsidiaries of Seazen Holdings controlled by the Group as at 31 December 2022.

17 子公司(續)

17 SUBSIDIARIES (continued)

(b) 重大非控股權益(續)

(b) Material non-controlling interests (continued)

全面收益表概要

Summarised statement of comprehensive income

		新城控股 Seazen Holdings 2022年 2022 人民幣千元 RMB'000	新城控股 Seazen Holdings 2021年 2021 人民幣千元 RMB'000
營業額	Revenue	115,456,683	168,231,678
除投資物業公允價值收益和 所得稅開支前的利潤	Profit before fair value gains on investment properties and income tax expense	3,431,661	18,920,429
投資物業公允價值收益	Fair value gains on investment properties	1,062,584	2,868,132
所得稅開支	Income tax expense	(2,908,792)	(8,028,933)
除稅後利潤	Post-tax profit	1,585,453	13,759,628
其他全面收益	Other comprehensive income	(920,869)	721,330
全面收益總額	Total comprehensive income	664,584	14,480,958
分配至非控股權益的 全面收益總額	Total comprehensive income allocated to non-controlling interests	191,619	1,161,542
向非控股股東權益支付股息	Dividends paid to non-controlling interests	852,756	831,138

以上財務資料乃就與本公司相同的報告期間並採用一致的會計政策編製。

The above financial information was prepared for the same reporting period as the Company, using consistent accounting policies.

17 子公司(續)

17 SUBSIDIARIES (continued)

(b) 重大非控股權益(續)

(b) Material non-controlling interests (continued)

現金流量表概要

Summarised statement of cash flows

		新城控股 Seazen Holdings 2022年 2022 人民幣千元 RMB'000	新城控股 Seazen Holdings 2021年 2021 人民幣千元 RMB'000
經營活動所得現金淨額	Net cash generated from operating activities	8,294,977	16,036,067
投資活動所用現金淨額	Net cash used in investing activities	(419,227)	(22,044,257)
融資活動所用現金淨額	Net cash used in financing activities	(32,557,047)	(5,807,409)
現金及現金等價物減少淨額	Net decrease in cash and cash equivalents	(24,681,297)	(11,815,599)
年初的現金及現金等價物	Cash and cash equivalents at beginning of the year	46,208,463	58,045,081
現金及現金等價物的匯兌 收益/(虧損)淨額	Net exchange gains/(losses) on cash and cash equivalents	47,348	(21,019)
年末的現金及現金等價物	Cash and cash equivalents at end of the year	21,574,514	46,208,463

上述資料為對銷集團內公司間交易前的金額。

The information above is the amount before intra-group transactions elimination.

18 現金及現金等價物以及受限制現金

18 CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
現金及現金等價物以及受限制現金	Cash and cash equivalents and restricted cash		
以人民幣計值	Denominated in RMB	31,400,170	55,225,128
以美元計值	Denominated in USD	33,369	319,945
以港元計值	Denominated in HKD	1,019,695	107,424
以英鎊計值	Denominated in GBP	35	851
		32,453,269	55,653,348

於2022年12月31日，本集團銀行存款的實際利率為2.15%（2021年：1.87%）。

The effective interest rate on the Group's bank deposits as at 31 December 2022 was 2.15% (2021: 1.87%).

本集團的現金及現金等價物釐定如下：

Cash and cash equivalents of the Group were determined as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
銀行及手頭現金	Cash at bank and on hand	32,453,269	55,653,348
減：受限制現金	Less: Restricted cash	(10,017,870)	(9,048,650)
		22,435,399	46,604,698

合併財務報表附註

Notes to the Consolidated Financial Statements

截至2022年12月31日止年度

For the year ended 31 December 2022

18 現金及現金等價物以及受限制現金(續)

18 CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (continued)

本集團的受限制現金包括以下各項：

Restricted cash of the Group comprised of the following:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
來自物業預售所得款項的受限制現金(a)、購房者按揭貸款保證金及作為項目建設簽發保函的保證金等	Restricted cash from property pre-sale proceeds (a), deposits as security for property purchasers' mortgage loans and deposits for letters of guarantee issued for project construction, etc	9,495,642	8,419,357
已發行票據保證金	Margin deposits for notes issued	522,228	629,293
		10,017,870	9,048,650

(a) 該結餘主要是於2022年12月31日存放在指定銀行賬戶中以人民幣計值的未被解除限制的預售物業的建設保證金，將根據若干建設進度里程碑解除限制。

(a) The balance mainly represented unreleased guarantee deposits for construction of pre-sale properties denominated in RMB placed in designated bank accounts as at 31 December 2022, and will be released in accordance with certain construction progress milestones.

19 股本

19 SHARE CAPITAL

(a) 法定股本

(a) Authorised capital

		法定股本數目 Number of authorised shares 港元股份 HKD share
於2021年1月1日、 2021年12月31日及 2022年12月31日 (每股面值0.001港元)	As at 1 January 2021, 31 December 2021, and 31 December 2022 (par at HKD0.001)	10,000,000,000

19 股本(續)

19 SHARE CAPITAL (continued)

(b) 已發行及繳足股份

(b) Issued and fully paid shares

		已發行股份數目 Number of issued shares 每股0.001港元 HKD0.001 each	普通股 Ordinary shares 人民幣千元 RMB'000
於2022年1月1日之年初結餘	Opening balance as at 1 January 2022	6,210,026,000	5,081
發行股份(i)	Issuance of shares (i)	855,715,521	741
於2022年12月31日之年末結餘	Closing balance as at 31 December 2022	7,065,741,521	5,822

(i) 本公司於2022年1月27日配發及發行295,715,521股股份，詳情載於本公司日期為2022年1月26日的公告。

本公司於2022年12月14日配發及發行560,000,000股股份，詳情載於本公司日期為2022年12月19日的公告的配售現有股份。

(i) The Company allotted and issued 295,715,521 shares on 27 January 2022, details of which are set out in the announcement of the Company dated 26 January 2022.

The Company allotted and issued 560,000,000 shares on 14 December 2022, details of which are set out in the Placing of Existing Shares in the announcement of the Company dated 19 December 2022.

20 以股份為基礎的報酬

20 SHARE-BASED PAYMENTS

(a) 購股權獎勵計劃

為取得長期股東回報，本集團採納多項購股權獎勵計劃以提供長期激勵予本集團僱員及董事。根據該等計劃，參與者獲授的購股權僅於滿足若干條件的情況下才能獲歸屬。

本集團已授出的購股權獎勵計劃如下：

(a) Share Option Award Scheme

The Group adopted a number of share option award scheme to provide long-term incentives for its employees and directors of the Group to deliver long-term shareholder returns. Under the plans, participants are granted options which only vest if certain conditions are met.

The Group has the following share option award schemes granted:

購股權獎勵計劃	Share Option Award Scheme	已授出 購股權數量 Number of options granted	每份購股權 之行使價 Exercise Price per option
由本公司執行：	Executed by the Company:		
2019年購股權獎勵計劃	2019 Share Option Award Scheme	15,075,000	8.597 港元 HKD8.597
由A股公司執行：	Executed by the A share Company:		
2019年子公司第一次 購股權獎勵計劃	2019 Subsidiary's First Share Option Award Scheme	14,172,000	人民幣 27.59 元 RMB27.59
2019年子公司第二次 購股權獎勵計劃	2019 Subsidiary's Second Share Option Award Scheme	51,000	人民幣 31.97 元 RMB31.97

根據2019年購股權獎勵計劃，倘每位僱員於有關歸屬日期前達致表現標準，購股權數目的40%預計將於授出日期後12個月歸屬，購股權數目的30%預計將於授出日期後24個月歸屬，而餘下的30%預計將於授出日期後36個月歸屬。

根據2019年子公司第一次購股權獎勵計劃，倘本公司於有關歸屬日期前一年達致表現評估標準，購股權數目的40%預計將於授出日期後12個月歸屬，購股權數目的30%預計將於授出日期後24個月歸屬，而餘下的30%預計將於授出日期後36個月歸屬。

Under the 2019 Share Option Award Scheme, subject to the meeting of the criteria of each employee's performance before the relevant vesting date, 40% of the number of options are expected to be vested 12 months after the grant date, 30% of the number of options are expected to be vested 24 months after the grant date, and the remaining 30% are expected to be vested 36 months after the grant date.

Under the 2019 Subsidiary's First Share Option Award Scheme, subject to the meeting of the criteria of performance appraisal of Company for the year before the relevant vesting date, 40% of the number of options are expected to be vested 12 months after the grant date, 30% of the number of options are expected to be vested 24 months after the grant date, and the remaining 30% are expected to be vested 36 months after the grant date.

20 以股份為基礎的報酬(續)

(a) 購股權獎勵計劃(續)

根據2019年子公司第二次購股權獎勵計劃，倘A股公司於有關歸屬日期前一年達致表現評估標準，購股權數目的50%預計將於授出日期後18個月歸屬，而餘下的50%預計將於授出日期後30個月歸屬。

截至2022年12月31日止年度，本集團並未採納新的購股權獎勵計劃。

下表概述本集團截至2022年12月31日止年度的購股權獎勵計劃活動。

20 SHARE-BASED PAYMENTS (continued)

(a) Share Option Award Scheme (continued)

Under the 2019 Subsidiary's Second Share Option Award Scheme, subject to the meeting of the criteria of performance appraisal of A share Company for the year before the relevant vesting date, 50% of the number of options are expected to be vested 18 months after the grant date and the remaining 50% are expected to be vested 30 months after the grant date.

For the year ended 31 December 2022, the Group did not adopt new share option award scheme.

The following table summarizes the Group's share option award scheme activities during year ended 31 December 2022.

		截至12月31日止年度 Year ended 31 December			
		2021年 2021		2022年 2022	
		每份購股權之 平均行使價 Average exercise price per share option	股票期權數目 Number of stock options	每份購股權之 平均行使價 Average exercise price per share option	股票期權數目 Number of stock options
由本公司執行：	Executed by the Company:				
於年初尚未行使	Outstanding as at beginning	8.62 港元 HKD8.62	14,375,000	8.62 港元 HKD8.62	12,819,000
於年內調整(附註)	Adjust during the year (Note)	8.62 港元 HKD8.62	-	8.597 港元 HKD8.597	34,245
於年內已行使	Exercised during the year	8.62 港元 HKD8.62	(26,000)	8.597 港元 HKD8.597	-
年內沒收	Forfeited during the year	8.62 港元 HKD8.62	(1,530,000)	8.597 港元 HKD8.597	(1,122,990)
於年末尚未行使	Outstanding as at year end	8.62 港元 HKD8.62	12,819,000	8.597 港元 HKD8.597	11,730,255
於年末歸屬及可行使	Vested and exercisable as at year end	8.62 港元 HKD8.62	8,965,500	8.597 港元 HKD8.597	11,730,255

附註：因2022年供股(附註19)，未行使購股權的行使價已調整為8.597港元。

Note: As a result of the rights issue in 2022 (note 19), the exercise price of the outstanding share option was adjusted to HKD8.597.

20 以股份為基礎的報酬(續)

20 SHARE-BASED PAYMENTS (continued)

(a) 購股權獎勵計劃(續)

(a) Share Option Award Scheme (continued)

		截至12月31日止年度 Year ended 31 December			
		2021年 2021		2022年 2022	
		每份購股權之 平均行使價 Average exercise price per share option	股票期權數目 Number of stock options	每份購股權之 平均行使價 Average exercise price per share option	股票期權數目 Number of stock options
由A股公司執行：		Executed by the A share Company:			
於年初尚未行使	Outstanding as at beginning	人民幣 27.59 元 RMB27.59	12,595,400	人民幣 23.97 元 RMB23.97	3,635,100
於年內已行使	Exercised during the year	-	-	人民幣 23.98 元 RMB23.98	(3,522,600)
年內沒收	Forfeited during the year	人民幣 27.48 元 RMB27.48	(8,960,300)	人民幣 23.65 元 RMB23.65	(112,500)
於年末尚未行使	Outstanding as at year end	人民幣 23.97 元 RMB23.97	3,635,100	-	-
於年末歸屬及可行使	Vested and exercisable as at year end	人民幣 23.97 元 RMB23.97	3,635,100	-	-

20 以股份為基礎的報酬(續)

20 SHARE-BASED PAYMENTS (continued)

(a) 購股權獎勵計劃(續)

(a) Share Option Award Scheme (continued)

於年末尚未行使的股票期權的資料載列如下：

Stock options outstanding at the end of the year have the following information:

		授出日期	行使價	2021年 12月31日 尚未行使的 股票期權數目 Number of stock options outstanding 31 December 2021	行使價	2022年 12月31日 尚未行使的 股票期權數目 Number of stock options outstanding 31 December 2022
		Grant date	Exercise price		Exercise price	
由本公司執行：	Executed by the Company:					
2019年購股權獎勵計劃	2019 Share Option Award Scheme	2019年 11月1日 1 November 2019	8.62 港元 HKD8.62	12,819,000	8.597 港元 HKD8.597	11,730,255
由A股公司執行：	Executed by the A share Company:					
2019年子公司第一次 購股權獎勵計劃	2019 Subsidiary's First Share Option Award Scheme	2019年 11月13日 13 November 2019	人民幣 27.40 元 RMB27.40	3,267,600		-
2019年子公司第二次 購股權獎勵計劃	2019 Subsidiary's Second Share Option Award Scheme	2020年 5月8日 8 May 2020	人民幣 31.97 元 RMB31.97	255,000		-

(b) 限制性股份激勵計劃

(b) Restricted Share Incentive Scheme

為取得長期股東回報，本集團採納多項限制性股份激勵計劃以提供長期激勵予本集團僱員及董事。根據該等計劃，參與者獲授的限制性股份僅於滿足若干條件的情況下才能獲歸屬。有關該計劃的參與由董事會酌情決定。

The Group adopted a number of restricted share incentive schemes to provide long-term incentives for its employees and directors of the Group to deliver long-term shareholder returns. Under the plans, participants are granted restricted share which only vest if certain conditions are met. Participation in the plan is at the Board's discretion.

20 以股份為基礎的報酬(續)

20 SHARE-BASED PAYMENTS (continued)

(b) 限制性股份激勵計劃(續)

(b) Restricted Share Incentive Scheme (continued)

本集團已授出的限制性股份激勵計劃如下：

The Group has the following restricted share incentive scheme granted:

限制性股份激勵計劃	Restricted Share Incentive Scheme	已授出 限制性股份數目 Number of restricted shares granted	每股行使價 Exercise price per share	授出日期 Grant date	每股市價 Market price per share	於授出 日期的公允價值 Fair value as at grant date
由本公司執行：						
Executed by the Company:						
2019年限制性股份 激勵計劃	2019 Restricted Share Incentive Scheme	7,500,000	4.31 港元 HKD4.31	2019年 11月1日 1 November 2019	8.62 港元 HKD8.62	32,325,000 港元 HKD32,325,000
由A股公司執行：						
Executed by the A share Company:						
2019年子公司第一次 限制性股份激勵計劃	2019 Subsidiary's First Restricted Share Incentive Scheme	10,369,000	人民幣 13.70 元 RMB13.70	2019年 11月13日 13 November 2019	人民幣 32.43 元 RMB32.43	人民幣 194,211,000 元 RMB 194,211,000
2019年子公司第二次 限制性股份激勵計劃	2019 Subsidiary's Second Restricted Share Incentive Scheme	867,000	人民幣 15.98 元 RMB15.98	2020年 5月8日 8 May 2020	人民幣 32.29 元 RMB32.29	人民幣 14,141,000 元 RMB14,141,000

根據2019年限制性股份激勵計劃，購股權數目的40%預計將於授出日期後12個月歸屬，購股權數目的30%預計將於授出日期後24個月歸屬，而餘下的30%預計將於授出日期後36個月歸屬。

Under the 2019 Restricted Share Incentive Scheme, 40% of the number of options are expected to be vested 12 months after the grant date, 30% of the number of options are expected to be vested 24 months after the grant date, and the remaining 30% are expected to be vested 36 months after the grant date.

根據2019年子公司第一次限制性股份激勵計劃，倘本公司於有關歸屬日期前一年達致表現評估標準，購股權數目的40%預計將於授出日期後12個月歸屬，購股權數目的30%預計將於授出日期後24個月歸屬，而餘下的30%預計將於授出日期後36個月歸屬。

Under the 2019 Subsidiary's First Restricted Share Incentive Scheme, subject to the meeting of the criteria of performance appraisal of Company for the year before the relevant vesting date, 40% of the number of options are expected to be vested 12 months after the grant date, 30% of the number of options are expected to be vested 24 months after the grant date, and the remaining 30% are expected to be vested 36 months after the grant date.

根據2019年子公司第二次限制性股份激勵計劃，倘於有關歸屬日期前一年達致A股公司的表現評估標準，購股權數目的50%預計將於授出日期後18個月歸屬，而餘下的50%預計將於授出日期後30個月歸屬。

Under the 2019 Subsidiary's Second Restricted Share Incentive Scheme, subject to the meeting of the criteria of performance appraisal of A share Company for the year before the relevant vesting date, 50% of the number of options are expected to be vested 18 months after the grant date and the remaining 50% are expected to be vested 30 months after the grant date.

截至2022年12月31日止年度，本集團並未採納新的限制性股份激勵計劃。

For the year ended 31 December 2022, the Group did not adopt new restricted share incentive scheme.

20 以股份為基礎的報酬(續)

20 SHARE-BASED PAYMENTS (continued)

(b) 限制性股份激勵計劃(續)

(b) Restricted Share Incentive Scheme (continued)

下表概述本集團截至2022年12月31日止年度的限制性股份激勵計劃活動。

The following table summarizes the Group's restricted share incentive scheme activities during the year ended 31 December 2022.

		截至12月31日止年度 Year ended 31 December			
		2021年 2021		2022年 2022	
		每股限制性 股份之平均 行使價 Average exercise price per restricted share	限制性 股份數目 Number of restricted shares	每股限制性 股份之平均 行使價 Average exercise price per restricted share	限制性 股份數目 Number of restricted shares
由本公司執行：	Executed by the Company:				
於年初尚未行使	Outstanding as at beginning	4.31 港元 HKD4.31	4,500,000	4.31 港元 HKD4.31	2,250,000
於年內已歸屬	Vested during the year	4.31 港元 HKD4.31	(2,250,000)	4.31 港元 HKD4.31	(2,250,000)
於年末尚未行使	Outstanding as at year end	4.31 港元 HK4.31	2,250,000	4.31 港元 HKD4.31	-
於年末已歸屬但尚未轉讓	Vested but not transferred as at year end	4.31 港元 HKD4.31	600,000	4.31 港元	2,850,000
於期末尚未行使遞延股份的 加權平均剩餘合約期限	Weighted average remaining contractual life of the deferred shares outstanding at end of period		7.83 年 7.83 years	HKD4.31	6.83 年 6.83 years
由A股公司執行：	Executed by the A share Company:				
於年初尚未行使	Outstanding as at beginning	人民幣 14.02 元 RMB14.02	6,208,200	-	-
於年內已歸屬	Vested during the year	人民幣 13.70 元 RMB13.70	(3,050,700)	-	-
年內沒收	Forfeited during the year	人民幣 13.70 元 RMB13.70	(3,157,500)	-	-
於年末尚未行使	Outstanding as at year end		-		-
於年末已歸屬但尚未轉讓	Vested but not transferred as at year end		-		-
於期末尚未行使遞延股份的 加權平均剩餘合約期限	Weighted average remaining contractual life of the deferred shares outstanding at end of period		-		-

20 以股份為基礎的報酬(續)

20 SHARE-BASED PAYMENTS (continued)

(c) 以股份為基礎的支付交易開支

(c) Expense arising from share-based payment transaction

截至2022年12月31日止年度，本集團確認本公司以股份為基礎向其僱員支付的開支共人民幣8,680,000元(附註29)(2021年：人民幣11,852,000元)。

The Group recognised an expense of RMB8,680,000 (note 29) for share based payment of the Company to its employees for the year ended 31 December 2022 (2021: RMB11,852,000).

截至2022年12月31日止年度，概無確認A股公司以股份為基礎向其僱員支付的開支(2021年：人民幣811,000元)。

No expense is recognised for share based payment of the A share company to its employees for the year ended 31 December 2022 (2021: RMB811,000).

21 本公司權益持有人應佔的儲備及保留盈利

21 RESERVES AND RETAINED EARNINGS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

		股份溢價 Share premium 人民幣千元 RMB'000	其他儲備 Other reserves 人民幣千元 RMB'000	庫存股 Treasury stock 人民幣千元 RMB'000	保留盈利 Retained earnings 人民幣千元 RMB'000 (附註(b)) (Note (b))	合計 Total 人民幣千元 RMB'000
於2022年1月1日的結餘	Balance at 1 January 2022	62,666	(39,048)	(113,816)	42,244,454	42,154,256
全面收益	Comprehensive income					
年度利潤	Profit for the year	-	-	-	280,673	280,673
其他全面收益	Other comprehensive income	-	(558,854)	-	-	(558,854)
年度全面收益總額	Total comprehensive income for the year	-	(558,854)	-	280,673	(278,181)
與擁有人進行的交易	Transactions with owners					
供股及配售(附註(a))	Rights issue and share placing (Note (a))	3,012,236	-	-	-	3,012,236
以股份為基礎的報酬—僱員薪酬 開支	Share-based payments – employee compensation expenses	-	8,680	-	-	8,680
出售子公司	Disposal of subsidiaries	-	-	-	14	14
與非控股股東權益的交易 (附註38)	Transactions with non-controlling interests (note 38)	-	(149,215)	-	-	(149,215)
		3,012,236	(140,535)	-	14	2,871,715
於2022年12月31日的結餘	Balance at 31 December 2022	3,074,902	(738,437)	(113,816)	42,525,141	44,747,790
代表：	Representing:					
建議末期股息	Proposed final dividend	-	-	-	-	-
其他	Others	3,074,902	(738,437)	(113,816)	42,525,141	44,747,790
		3,074,902	(738,437)	(113,816)	42,525,141	44,747,790

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21 本公司權益持有人應佔的儲備及保留盈利(續)

21 RESERVES AND RETAINED EARNINGS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY (continued)

		股份溢價 Share premium 人民幣千元 RMB'000	其他儲備 Other reserves 人民幣千元 RMB'000	庫存股 Treasury stock 人民幣千元 RMB'000	保留盈利 Retained earnings 人民幣千元 RMB'000 (附註(b)) (Note (b))	合計 Total 人民幣千元 RMB'000
於2021年1月1日的結餘	Balance at 1 January 2021	2,392,967	(354,420)	(144,739)	33,869,381	35,763,189
全面收益	Comprehensive income					
年內利潤	Profit for the year	-	-	-	8,590,624	8,590,624
其他全面收益	Other comprehensive income	-	438,681	-	-	438,681
年度全面收益總額	Total comprehensive income for the year	-	438,681	-	8,590,624	9,029,305
與擁有人進行的交易	Transactions with owners					
以股份為基礎的報酬－轉讓股份予員工	Share-based payments – transfer of shares to employees	248	5,202	20,538	-	25,988
以股份為基礎的報酬－僱員薪酬開支	Share-based payments – employee compensation expenses	-	11,852	-	-	11,852
2020年末期股息	2020 final dividend	(2,330,549)	-	-	(215,551)	(2,546,100)
與庫存股相關的股息	Dividend related to treasury stock	-	-	10,385	-	10,385
與非控股股東權益的交易	Transactions with non-controlling interests	-	(140,363)	-	-	(140,363)
		(2,330,301)	(123,309)	30,923	(215,551)	(2,638,238)
於2021年12月31日的結餘	Balance at 31 December 2021	62,666	(39,048)	(113,816)	42,244,454	42,154,256
代表：	Representing:					
建議末期股息	Proposed final dividend	-	-	-	-	-
其他	Others	62,666	(39,048)	(113,816)	42,244,454	42,154,256
		62,666	(39,048)	(113,816)	42,244,454	42,154,256

21 本公司權益持有人應佔的儲備及保留盈利(續)

- (a) 本集團於2022年1月27日配發及發行295,715,521股股份，其中人民幣242,000元作為股本入賬，人民幣1,280,540,000元作為儲備入賬。

本集團於2022年12月14日配發及發行560,000,000股股份，其中人民幣499,000元作為股本入賬，人民幣1,731,696,000元作為儲備入賬。

- (b) 根據開曼群島公司法(2003年修訂版)第34條及本公司的組織章程細則，如本公司具備償還能力且本公司組織章程細則有所規定，則可以本公司的股份溢價向股東作出分派。有關建議末期股息的詳情載列於附註32。

21 RESERVES AND RETAINED EARNINGS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY (continued)

- (a) The Group allotted and issued 295,715,521 shares on 27 January 2022, among which RMB242,000 was recorded as share capital and RMB1,280,540,000 was recorded as reserve.

The Group allotted and issued 560,000,000 shares on 14 December 2022, among which RMB499,000 was recorded as share capital and RMB1,731,696,000 was recorded as reserve.

- (b) Pursuant to Section 34 of the Cayman Companies Law (2003 Revision) and the articles of association of the Company, share premium of the Company is available for distribution to shareholders subject to a solvency test on the Company and the provision of the articles of association of the Company. Details of the proposed final dividend are set out in note 32.

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22 借款

22 BORROWINGS

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
非即期、有抵押：	Non-current, secured:		
– 銀行及非銀行金融機構貸款	– Loans from banks and non-bank financial institutions	43,652,041	53,279,236
– 中期票據	– Middle term notes	3,000,000	–
– 優先票據	– Senior notes	5,206,964	7,301,264
– 證券化安排下的融資(附註)	– Financing under securitisation arrangements (Note)	5,637,000	6,596,000
		57,496,005	67,176,500
非即期、無抵押：	Non-current, unsecured:		
– 銀行及非銀行金融機構貸款	– Loans from banks and non-bank financial institutions	2,483,800	5,443,288
– 中期票據	– Middle term notes	1,800,000	3,761,000
– 私募票據	– Private placement notes	170,000	300,000
– 企業債券	– Corporate bonds	1,971,172	6,229,677
– 優先票據	– Senior notes	10,398,787	13,932,622
		16,823,759	29,666,587
減：長期借款的即期部分	Less: Current portion of long-term borrowings	(30,445,359)	(30,796,128)
		43,874,405	66,046,959
即期、有抵押：	Current, secured:		
– 銀行及非銀行金融機構貸款	– Loans from banks and non-bank financial institutions	3,797,224	3,974,712
		3,797,224	3,974,712
即期、無抵押：	Current, unsecured:		
– 銀行及非銀行金融機構貸款	– Loans from banks and non-bank financial institutions	10,000	875,895
– 優先票據	– Senior notes	696,460	1,265,919
		706,460	2,141,814
短期借款應付利息	Interest payable of short-term borrowings	98,523	7,700
長期借款的即期部分	Current portion of long-term borrowings	30,445,359	30,796,128
長期借款應付利息	Interest payable of long-term borrowings	615,583	1,248,786
		35,663,149	38,169,140

22 借款(續)

本集團之借款由具下列賬面淨值之資產抵押：

22 BORROWINGS (continued)

The Group's borrowings were secured by assets with the following net book values:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	1,134,586	865,715
投資物業	Investment properties	74,775,722	44,571,100
完工待售或在建銷售物業	Property held or under development for sale	75,529,999	88,401,720
使用權資產	Right-of-use assets	314,841	242,739

此外，本集團於2022年12月31日之借款人民幣24,985,131,000元（2021年：人民幣30,709,768,000元）由本公司擔保及由本集團於若干子公司之股權抵押（附註41）。本集團於2022年12月31日之借款人民幣3,000,000,000元（2021年：無）由政府擁有實體中債信用增進投資股份有限公司擔保。

In addition, the Group's borrowings as at 31 December 2022 of RMB24,985,131,000 (2021: RMB30,709,768,000) were guaranteed by the Company and secured by the Group's equity interests in certain subsidiaries (note 41). The Group's borrowings as at 31 December 2022 of RMB3,000,000,000 (2021:nil) which are guaranteed by a government owned entity China Bond Insurance Co., Ltd.

附註：本集團與第三方融資機構訂立以資產證券化為形式的證券化安排下的融資。包括資產擔保證券人民幣1,005,000,000元（2021年：人民幣1,869,000,000元），由物業銷售的若干合約應收款項權利作抵押，而商業抵押擔保證券為人民幣4,632,000,000元（2021年：人民幣4,727,000,000元），由本集團若干投資物業的租金收入的權利作抵押。該等證券由新城控股擔保。

Note: The Group entered into financing under securitisation arrangements with third-party financing institutions in the form of asset securitisation. These include asset-backed securities amounted to RMB1,005,000,000 (2021: RMB1,869,000,000), which are secured by the certain contract receivables rights of property sales, and the commercial mortgage backed securities amounted to RMB4,632,000,000 (2021: RMB4,727,000,000) which are secured by the rights of the Group's certain investment properties' rental income. These securities are guaranteed by Seazen Holdings.

於2022年及2021年12月31日，非流動借款的到期情況列示如下：

The maturity of the non-current borrowings as at 31 December 2022 and 2021 are as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
一年至兩年	Between 1 and 2 years	19,072,001	35,103,483
兩年至五年	Between 2 and 5 years	16,532,020	27,319,548
五年以上	Over 5 years	8,270,384	3,623,928
		43,874,405	66,046,959

22 借款(續)

22 BORROWINGS (continued)

於2022年12月31日，本集團借款總額的加權平均實際利率為6.45%（2021年：6.67%）。

The weighted average effective rates for the Group's total borrowings was 6.45% as at 31 December 2022 (2021: 6.67%).

於2022年及2021年12月31日，非流動借款的賬面值及公允價值如下：

The carrying amounts and fair value of non-current borrowings as at 31 December 2022 and 2021 are as follows:

		賬面值		公允價值	
		Carrying amount		Fair value	
		於12月31日		於12月31日	
		As at 31 December		As at 31 December	
		2022年	2021年	2022年	2021年
		2022	2021	2022	2021
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
銀行及非銀行金融機構的貸款(c)	Loans from banks and non-bank financial institutions (c)	28,068,754	43,120,744	28,068,754	43,120,744
優先票據(a)	Senior notes (a)	11,805,651	14,253,741	8,697,963	13,285,408
證券化安排下的融資(a)	Financing under securitisation arrangements (a)	-	5,732,000	-	5,783,654
中期票據(a)	Middle term notes (a)	4,000,000	800,000	3,823,312	813,617
私募票據(b)	Private placement notes (b)	-	170,000	-	169,824
企業債券(a)	Corporate bonds (a)	-	1,970,474	-	1,964,518
		43,874,405	66,046,959	40,590,029	65,137,765

(a) 該等票據、債券及證券化安排下的融資均於上海／新加坡證券交易所或銀行間債券市場上市，其公允價值乃按報價釐定並歸類於公允價值分層的第一層。

(a) These notes, bonds and Financing under securitisation arrangements are listed on Shanghai/Singapore Stock Exchange or interbank bond markets and the fair value are determined based on quoted price and are categorised within Level 1 of the fair value hierarchy.

(b) 該票據為私募票據，其公允價值乃按折現現金流量釐定並歸類於公允價值分層的第二層。

(b) This note is private placements with fair value determined based on discounted cash flows and are categorised within Level 2 of the fair value hierarchy.

(c) 銀行借款、信託融資安排及非銀行金融機構貸款的公允價值乃按折現現金流量釐定並歸類於公允價值分層的第二層。

(c) Fair value of bank borrowings, trust financing arrangements and loans from non-bank financial institutions are based on discounted cash flows and are categorised within Level 2 of the fair value hierarchy.

22 借款(續)

本集團借款的利率變動風險及合約重新定價日或到期日(以較早者為準)如下：

22 BORROWINGS (continued)

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates or maturity whichever is the earlier date is as follows:

		六個月或以內 6 months or less 人民幣千元 RMB'000	六至十二個月 6-12 months 人民幣千元 RMB'000	一至五年 1-5 years 人民幣千元 RMB'000	五年以上 Over 5 years 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
計入非流動負債的借款	Borrowings included in non-current liabilities					
於2022年12月31日	As at 31 December 2022	3,923,598	12,558,674	22,648,515	4,743,618	43,874,405
於2021年12月31日	As at 31 December 2021	8,741,339	20,006,168	36,802,217	497,235	66,046,959
計入流動負債的借款	Borrowings included in current liabilities					
於2022年12月31日	As at 31 December 2022	18,655,410	17,007,739	-	-	35,663,149
於2021年12月31日	As at 31 December 2021	34,402,194	3,766,946	-	-	38,169,140

於2022年12月31日，按固定息率計息的借款本金總額為人民幣47,899,470,876元(2021年：人民幣65,291,816,000元)。

As at 31 December 2022, the aggregate principal of borrowings amounted to RMB47,899,470,876 are at fixed interest rates (2021: RMB65,291,816,000).

本集團借款之賬面值以下列貨幣計值：

The carrying values of the Group's borrowings are denominated in the following currencies:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
人民幣	RMB	62,080,614	80,100,395
美元	USD	17,209,473	23,611,789
港元	HKD	247,467	503,915
		79,537,554	104,216,099

合併財務報表附註

Notes to the Consolidated Financial Statements

截至2022年12月31日止年度

For the year ended 31 December 2022

23 貿易及其他應付款項

23 TRADE AND OTHER PAYABLES

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
應付票據	Notes payable	6,104,692	6,681,502
貿易應付款項	Trade payables	44,471,953	53,648,921
應付關連方款項(附註37)	Payables to related parties (note 37)	25,361,592	25,330,032
待轉合約負債增值稅	Output VAT on contract liabilities to be transferred	14,429,422	16,843,230
建設投標保證金及租賃押金	Deposits for construction biddings and rental deposits	4,042,821	3,853,824
應付子公司非控股股東的暫借款(a)	Advances from non-controlling shareholders of subsidiaries (a)	3,111,370	5,379,997
應計費用	Accrued expenses	2,816,927	2,466,737
物業項目潛在投資所得金額(b)	Amounts received for potential investments in property projects (b)	1,215,164	3,378,080
增值稅和其他應付稅項	Value-added tax and other taxes payable	1,084,495	1,517,885
應計工資	Accrued payroll	822,130	1,128,525
應付收購子公司、合營企業及聯營公司款項	Payables for acquisition of subsidiaries, joint ventures and associates	137,451	526,459
其他	Others	3,351,396	2,989,020
		106,949,413	123,744,212
減：非即期部分	Less: Non-current portion	-	-
即期部分	Current portion	106,949,413	123,744,212

23 貿易及其他應付款項(續)

- (a) 於2022年12月31日，此結餘包括就土地使用權向本集團子公司支付的非控股股東貸款。該股東貸款不計息、無抵押且沒有固定還款日期。
- (b) 該等款項將於土地競拍失敗時退還，或在土地競拍成功情況下，作為該等其他人士對本集團新成立子公司或合營企業的出資入賬。該等款項為無抵押、免息及無固定還款期限。

於2022年及2021年12月31日，貿易應付款項及應付票據基於發票日期的賬齡分析如下：

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
一年內	Less than 1 year	45,025,778	57,540,753
一年至兩年	Between 1 and 2 years	5,550,867	2,789,670
		50,576,645	60,330,423

於2022年及2021年12月31日，貿易及其他應付款項的公允價值與其賬面值相若。

於2022年及2021年12月31日，貿易及其他應付款項的賬面值主要以人民幣計值。

23 TRADE AND OTHER PAYABLES (continued)

- (a) As at 31 December 2022, included in the balance is non-controlling shareholders' loans to the Group's subsidiaries for payment of land use rights. The shareholders' loans are non-interest bearing, unsecured and have no fixed repayment terms.
- (b) These amounts will either be returned upon unsuccessful land biddings or be treated as the other parties' contribution to new subsidiaries or joint venture of the Group for successful land biddings. They are unsecured, non-interest bearing and have no fixed repayment terms.

The ageing analysis of trade payables and notes payable based on invoice date as at 31 December 2022 and 2021 are as follows:

As at 31 December 2022 and 2021, the fair value of trade and other payables approximate their carrying amounts.

As at 31 December 2022 and 2021, the carrying amounts of trade and other payables are primarily denominated in RMB.

24 遞延所得稅

24 DEFERRED INCOME TAX

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
遞延所得稅資產	Deferred income tax assets		
將於12個月內收回	To be recovered within 12 months	4,471,106	3,702,025
將於超過12個月後收回	To be recovered after more than 12 months	6,004,226	4,561,348
		10,475,332	8,263,373
根據抵銷規定抵銷遞延稅項資產	Set-off deferred tax assets pursuant to set-off provisions	(2,834,702)	(1,986,186)
遞延稅項資產淨值	Net deferred tax assets	7,640,630	6,277,187
遞延所得稅負債	Deferred income tax liabilities		
將於12個月內收回	To be recovered within 12 months	214,706	499,192
將於超過12個月後收回	To be recovered after more than 12 months	10,332,476	8,114,199
		10,547,182	8,613,391
根據抵銷規定抵銷遞延稅項負債	Set-off deferred tax liabilities pursuant to set-off provisions	(2,834,702)	(1,986,186)
遞延稅項負債淨額	Net deferred tax liabilities	7,712,480	6,627,205

24 遞延所得稅(續)

24 DEFERRED INCOME TAX (continued)

遞延所得稅賬目的淨變動列示如下：

The net movement on the deferred income tax account is as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
年初	At the beginning of the year	(350,018)	(936,241)
貸記入合併損益表內 (附註30)	Credited to the consolidated statement of profit or loss (note 30)	92,239	485,682
出售子公司	Disposal of subsidiaries	52,415	586
收購子公司(附註33)	Acquisition of subsidiaries (note 33)	133,514	99,955
年末	At the end of the year	(71,850)	(350,018)

於2022年12月31日，人民幣2,834,702,000元的遞延所得稅資產和遞延所得稅負債已相互抵銷(2021年：人民幣1,986,186,000元)。

As at 31 December 2022, deferred income tax assets and deferred income tax liabilities amounted to RMB2,834,702,000 were offset (2021: RMB1,986,186,000).

24 遞延所得稅(續)

24 DEFERRED INCOME TAX (continued)

於截至2022年及2021年12月31日止年度，遞延所得稅資產和負債的原額變動(未經考慮抵銷同一稅務司法權區內的結餘)列示如下：

The gross movement in deferred income tax assets and liabilities for the years ended 31 December 2022 and 2021, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

遞延所得稅資產

Deferred income tax assets

		稅務虧損 Tax losses 人民幣千元 RMB'000	撥備及 減值虧損 Provisions and impairment losses 人民幣千元 RMB'000	應計費用 Accruals 人民幣千元 RMB'000	土地增值稅 Land appreciation tax 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2022年1月1日	At 1 January 2022	3,933,260	1,764,270	628,088	1,937,755	8,263,373
貸記/(支銷)入合併損益表內	Credited/(charged) to the consolidated statement of profit or loss	1,252,924	976,667	76,144	(207,586)	2,098,149
出售子公司	Disposal of subsidiaries	(39,511)	-	-	-	(39,511)
收購子公司(附註33)	Acquisition of subsidiaries (note 33)	153,321	-	-	-	153,321
於2022年12月31日	At 31 December 2022	5,299,994	2,740,937	704,232	1,730,169	10,475,332
於2021年1月1日	At 1 January 2021	2,476,385	769,625	606,296	1,970,203	5,822,509
貸記/(支銷)入合併損益表內	Credited/(charged) to the consolidated statement of profit or loss	1,341,668	994,645	21,792	(32,448)	2,325,657
出售子公司	Disposal of subsidiaries	(3,056)	-	-	-	(3,056)
收購子公司	Acquisition of subsidiaries	118,263	-	-	-	118,263
於2021年12月31日	At 31 December 2021	3,933,260	1,764,270	628,088	1,937,755	8,263,373

根據中國法律及法規，稅務虧損可結轉五年以抵銷未來應課稅利潤。倘若有充足應課稅利潤可供遞延稅項資產動用，則確認此等未動用稅務虧損的遞延稅項資產。

In accordance with the PRC laws and regulations, tax losses could be carried forward for a period of five years to offset against its future taxable profits. Deferred tax assets relating to unutilised tax losses are recognised to the extent that it is probable that sufficient taxable profit will be available to allow such deferred tax assets to be utilised.

24 遞延所得稅(續)

遞延所得稅資產(續)

本集團的未確認遞延所得稅資產的可扣減虧損將於以下年度到期：

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
2022年	2022	–	229,409
2023年	2023	151,923	207,075
2024年	2024	1,025,913	1,025,913
2025年	2025	689,997	689,997
2026年	2026	786,912	786,912
2027年	2027	1,225,408	–
2028年後	After 2028	2,874,299	1,983,523
		6,754,452	4,922,829

本集團並未就於2022年12月31日金額為人民幣6,754,452,000元(2021年：人民幣4,922,829,000元)的稅務虧損確認遞延所得稅資產人民幣1,688,613,000元(2021年：人民幣1,230,707,000元)。

24 DEFERRED INCOME TAX (continued)

Deferred income tax assets (continued)

The deductible loss of the Group's unrecognised deferred income tax assets will mature in the following years:

The Group did not recognise deferred income tax assets of RMB1,688,613,000 (2021: RMB1,230,707,000) in respect of tax losses amounting to RMB6,754,452,000 as at 31 December 2022 (2021: RMB4,922,829,000).

24 遞延所得稅(續)

24 DEFERRED INCOME TAX (continued)

遞延所得稅負債

Deferred income tax liabilities

		公允價值收益	收購子公司	對銷公司 間交易	待售物業成本 分攤差異	合約取得成本 差額	中國子公司 的未分配利潤	投資物業折舊	合計
		Fair value gains	Acquisition of subsidiaries	Elimination of inter-company transactions	Unsold property cost allocation differences	Difference in contract cost	Undistributed profits of PRC subsidiaries	Depreciation of investment properties	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
							(附註(a)) (note (a))		
於2022年1月1日	At 1 January 2022	3,808,379	487,339	11,853	2,009,988	769,986	288,432	1,237,414	8,613,391
支銷/(貸記)入合併利潤表	Charged/(credited) to the consolidated statement of income	321,155	(288,084)	(11,853)	1,225,917	(2,771)	274,057	487,489	2,005,910
出售子公司	Disposal of subsidiaries	-	-	-	(91,926)	-	-	-	(91,926)
收購子公司(附註33)	Acquisition of subsidiaries (note 33)	-	15,451	-	4,356	-	-	-	19,807
於2022年12月31日	At 31 December 2022	4,129,534	214,706	-	3,148,335	767,215	562,489	1,724,903	10,547,182
於2021年1月1日	At 1 January 2021	3,110,264	694,939	13,204	1,434,150	434,090	225,811	846,292	6,758,750
支銷/(貸記)入合併利潤表	Charged/(credited) to the consolidated statement of income	698,115	(223,882)	(1,351)	577,454	335,896	62,621	391,122	1,839,975
出售子公司	Disposal of subsidiaries	-	-	-	(3,642)	-	-	-	(3,642)
收購子公司	Acquisition of subsidiaries	-	16,282	-	2,026	-	-	-	18,308
於2021年12月31日	At 31 December 2021	3,808,379	487,339	11,853	2,009,988	769,986	288,432	1,237,414	8,613,391

(a) 於2022年12月31日，本集團已就中國境外投資者應佔若干中國子公司部分未匯出可分派利潤在匯出時應支付的預扣稅確認遞延所得稅負債人民幣562,489,000元(2021年：人民幣288,432,000元)。

於2022年12月31日，本集團未就中國境外投資者應佔若干中國子公司為數人民幣15,847,738,000元(2021年：人民幣15,433,478,000元)的未匯出可分派利潤在匯出時應支付的預扣稅確認遞延所得稅負債人民幣792,387,000元(2021年：人民幣771,674,000元)，此乃由於該等利潤擬作為再投資。

(a) As at 31 December 2022, deferred income tax liabilities of RMB562,489,000 (2021: RMB288,432,000) have been recognised for the withholding tax that would be payable upon remittance, in respect of a portion of the unremitted distributable profits of certain PRC subsidiaries attributable to the investors outside PRC.

As at 31 December 2022, deferred income tax liabilities of RMB792,387,000 (2021: RMB771,674,000) have not been recognised for the withholding tax that would be payable upon remittance, in respect of the unremitted distributable profits of certain PRC subsidiaries attributable to the investors outside PRC amounting to RMB15,847,738,000 (2021: RMB15,433,478,000) as such profits are intended to be reinvested.

25 營業額

25 REVENUE

(a) 分拆來自客戶合約的收入

(a) Disaggregation of revenue from contract with customer

本集團的收入來自於一段時間內或於某一時間點轉移貨品及服務，主要包括以下方面：

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major line:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
於一個時點確認的來自客戶合約收入	Revenue from contract with customers recognised at a point in time		
A股公司	A share company		
– 銷售物業	– Sales of properties	104,882,656	158,118,149
– 其他服務	– Others services	472,020	431,584
非A股公司	Non-A share companies		
– 其他服務	– Others services	873,489	1,045,879
		106,228,165	159,595,612
隨時間確認的來自客戶合約收入	Revenue from contract with customers recognised over time		
A股公司	A share company		
– 商業物業管理服務	– Commercial property management services	3,920,751	3,430,166
– 其他服務	– Others services	877,962	1,712,732
非A股公司	Non-A share companies		
– 其他服務	– Others services	426,175	503,102
		5,224,888	5,646,000
租金收入	Rental income		
A股公司	A share company	5,082,655	4,293,254
非A股公司	Non-A share companies	4,922	2,454
		5,087,577	4,295,708
		116,540,630	169,537,320

25 營業額(續)

25 REVENUE (continued)

(b) 與客戶合約相關的資產及負債

(b) Assets and liabilities related to contracts with customers

本集團已確認下列與客戶合約相關的資產及負債：

The Group has recognised the following assets and liabilities related to contracts with customers:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
合約取得成本	Contract costs	3,789,212	3,800,297
合約負債	Contract liabilities	164,832,371	193,284,614

(i) 合約負債的重大變動

由於本集團預售下降，導致合約負債減少。

(i) Significant changes in contract liabilities

Contract liabilities decreased due to decline of the Group's pre-sale.

(ii) 有關合約負債的已確認收入

下表列示於當前報告期確認的收入中有多少與結轉合約負債有關。

(ii) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
計入合約負債的已確認收入	Revenue recognised that was included in the contract liabilities		
年初的結餘	Balance at the beginning of the year		
— 銷售物業	— Sales of properties	95,607,073	137,055,234

25 營業額(續)

(b) 與客戶合約相關的資產及負債
(續)

(iii) 未履行的履約責任

下表列示物業開發及銷售日後將
確認的合約金額。

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
預計將於2023年及 2024年/2022年及 2023年間確認	Expected to be recognised between year 2023 and 2024/2022 and 2023	214,478,424	210,123,422

(iv) 合約取得成本

本集團已確認一項與取得合約產
生的直接成本有關的資產(如印花
稅及銷售佣金)。截至2022年12
月31日,合約取得成本之結餘為
人民幣3,789,212,000元(2021年
12月31日:人民幣3,800,297,000
元)。

25 REVENUE (continued)

(b) Assets and liabilities related to contracts with
customers (continued)

(iii) Unsatisfied performance obligation

The following table shows the contracted amounts to be
recognised in future resulting from property development
and sales.

(iv) Contract costs

The Group has recognised an asset in relation to costs
directly attributable to obtaining a contract such as stamp
duty and sales commissions. As of 31 December 2022,
contract costs balance is RMB3,789,212,000 (31 December
2021: RMB3,800,297,000).

26 其他收入／其他開支／其他(虧損)／收益－淨額 **26 OTHER INCOME/OTHER EXPENSES/OTHER (LOSSES)/GAINS – NET**

(a) 其他收入

(a) Other income

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
政府補貼	Government grants	283,643	315,107
聯營公司及合營企業撥款利息	Interest from fundings to associates and joint ventures	52,093	89,671
股息收入	Dividend income	1,090	30,468
		336,826	435,246

(b) 其他開支

(b) Other expenses

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
捐贈	Donations	(18,702)	(61,270)

(c) 其他(虧損)／收益－淨額

(c) Other (losses)/gains – net

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
出售子公司產生的淨(虧損)／收益(附註39)	Net (losses)/gains from disposal of subsidiaries (note 39)	(356,163)	19,501
出售物業、廠房及設備以及無形資產產生之(虧損)／收益	(Losses)/gains on disposal of property, plant and equipment and intangible assets	(4,785)	6,220
取消銷售合約獲得之賠償	Compensation for cancellation of sales contracts	48,788	52,972
合營企業轉為子公司的股權重新計量(虧損)／收益(附註33)	Remeasurement (losses)/gains on equity interests in joint ventures converted into subsidiaries (note 33)	(116,642)	17,300
其他	Others	144,585	139,378
		(284,217)	235,371

27 按性質劃分的開支

27 EXPENSES BY NATURE

計入銷售及服務成本、銷售及營銷費用及行政開支的開支分析如下：

Expenses included in cost of sales and services, selling and marketing expenses and administrative expenses are analysed as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
建設成本	Construction costs	53,324,267	76,952,562
土地使用權成本	Land use rights costs	30,237,176	43,635,446
資本化利息	Capitalised interest	7,540,702	10,882,031
完工待售或在建銷售物業 減值撥備	Provision for impairment of properties held or under development for sale	5,957,007	4,837,431
員工成本(附註29)	Staff costs (note 29)	5,747,187	6,179,061
銷售佣金	Sales commission	2,260,185	1,880,120
廣告及宣傳費用	Advertising and publicity costs	1,443,181	1,811,533
稅金及附加費	Tax and surcharges	1,432,057	1,570,710
物業、廠房和設備折舊 (附註6)	Depreciation of property, plant and equipment (note 6)	540,790	572,640
專業費用	Professional fees	540,485	837,298
差旅費用	Travelling expenses	163,663	316,105
銀行手續費	Bank charges	152,015	197,011
招待費	Entertainment expenses	116,080	246,192
使用權資產及無形資產攤銷 (附註6及附註8)	Amortisation of right-of-use assets and intangible assets (note 6 and note 8)	114,244	292,117
核數師酬金	Auditors' remuneration		
– 本集團的年度審計	– annual audit of the Group	2,100	2,200
– A股公司核數師對該公司的 年度審計	– annual audit of the A share company charged by its auditor	5,980	5,680
– 非審計服務	– non-audit services	2,300	2,850
低價值及短期租賃租金開支 (附註6(b))	Rental expenses of low-value and short-term leases (note 6(b))	3,784	3,771
其他開支	Other expenses	1,771,632	2,041,527
銷售及服務成本、銷售和營銷 費用及行政開支總計	Total cost of sales and services, selling and marketing expenses and administrative expenses	111,354,835	152,266,285

合併財務報表附註

Notes to the Consolidated Financial Statements

截至2022年12月31日止年度

For the year ended 31 December 2022

28 財務收入及融資成本

28 FINANCE INCOME AND COSTS

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
融資成本	Finance costs		
– 借款利息	– Interest on borrowings	(5,643,164)	(6,282,027)
– 預售合約的重大融資部分	– Significant financing component of pre-sale contracts	(2,908,487)	(6,295,782)
– 支付予／應付予租賃負債的利息及融資費用(附註6(b))	– Interest and finance charges paid/payable for lease liabilities (note 6(b))	(44,950)	(42,637)
– 減：資本化利息(附註6、附註7及附註15)	– Less: Interest capitalised (note 6, note 7 and note 15)	5,639,495	11,231,764
		(2,957,106)	(1,388,682)
– 匯兌(虧損)／收益淨額	– Net foreign exchange (losses)/gains	(820,771)	107,423
融資成本總額	Total finance costs	(3,777,877)	(1,281,259)
財務收入	Finance income		
– 銀行存款的利息收入	– Interest income on bank deposits	388,005	438,688
融資成本淨額	Net finance costs	(3,389,872)	(842,571)

29 員工成本(包含董事酬金)

29 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

截至12月31日止年度
Year ended 31 December

		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
工資和薪金	Wages and salaries	5,797,849	7,019,906
退休金	Pension	496,004	483,324
其他福利開支	Other welfare benefit expenses	801,487	962,310
以股份為基礎的報酬(附註20)	Share-based payments (note 20)	8,680	11,041
		7,104,020	8,476,581
自損益表扣除(附註27)	Charged to statement of profit or loss (note 27)	5,747,187	6,179,061
撥入完工待售或在建銷售物業	Capitalised to properties held or under development for sale	1,356,833	2,297,520
僱員數目	Number of employees	25,941	32,105

本集團的所有中國內地僱員參加由政府機構設立及管理的定額供款僱員社會保險計劃，包括退休、醫療、住房及其他福利計劃。本集團並無其他重大職工福利承諾。

All mainland China employees of the Group participate in defined contribution employee social security plans, including pension, medical, housing and other welfare benefits, organised and administered by the governmental authorities. The Group has no other substantial commitments to employees.

根據有關規定，本集團按僱員工資總額的一定比例且在不過規定上限的基礎上承擔保險費及福利計劃供款，並向勞動和社會保障機構繳納。

According to the relevant regulations, the premiums and welfare benefit contributions that should be borne by the Group are calculated based on percentages of the total salary of employees, subject to a certain ceiling, and are paid to the labour and social welfare authorities.

(a) 退休金－定額供款計劃

(a) Pensions – defined contribution plans

截至2022年12月31日止年度，本集團並無利用沒收供款來減少本年度供款(2021年：無)。

During the year ended 31 December 2022, no forfeited contributions were utilized by the group to reduce its contributions for the current year (2021: Nil).

29 員工成本(包含董事酬金)(續)

29 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(b) 董事及主要行政人員的酬金

(b) Directors' and chief executive's emoluments

董事及主要行政人員的酬金列示如下：

The directors' and chief executive's emoluments are set out below:

董事姓名	Name of director	袍金	薪金及 其他津貼	績效獎金	退休計劃供款	以股份為 基礎的報酬	合計
		Fees	Salaries and other allowances	Performance related bonus	Retirement scheme contributions	Share-based payment	Total
		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
截至2022年12月31日止年度		Year ended 31 December 2022					
董事長		Chairman					
王曉松	Wang Xiaosong	-	4,468	-	146	-	4,614
執行董事		Executive directors					
呂小平	Lv Xiaoping	-	3,600	630	-	326	4,556
陸忠明	Lu Zhongming	-	3,067	653	146	261	4,127
非執行董事		Non-executive directors					
章晟曼	Zhang Shengman	-	5,360	447	16	261	6,084
曲德君(i)	Qu Dejun (i)	-	6,000	-	139	-	6,139
獨立非執行董事		Independent non-executive directors					
朱增進	Zhu Zengjin	350	-	-	-	-	350
鍾偉	Zhong Wei	350	-	-	-	-	350
陳華康	Chen Huakang	350	-	-	-	-	350
		1,050	22,495	1,730	447	848	26,570

29 員工成本(包含董事酬金)(續)

29 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(b) 董事及主要行政人員的酬金(續)

(b) Directors' and chief executive's emoluments (continued)

董事及主要行政人員的酬金列示如下(續)：

The directors' and chief executive's emoluments are set out below (continued):

董事姓名	Name of director	袍金	薪金及 其他津貼	績效獎金	退休計劃供款	以股份為 基礎的報酬	合計
		Fees	Salaries and other allowances	Performance related bonus	Retirement scheme contributions	Share-based payment	Total
		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
截至2021年12月31日止年度		Year ended 31 December 2021					
董事長		Chairman					
王曉松	Wang Xiaosong	-	4,800	1,200	132	-	6,132
執行董事		Executive directors					
呂小平	Lv Xiaoping	-	3,600	900	132	326	4,958
陸忠明	Lu Zhongming	-	3,039	960	132	261	4,392
非執行董事		Non-executive directors					
章晟曼	Zhang Shengman	-	5,048	1,262	15	261	6,586
曲德君(i)	Qu Dejun (i)	-	6,000	-	130	-	6,130
獨立非執行董事		Independent non-executive directors					
朱增進	Zhu Zengjin	340	-	-	-	-	340
鍾偉	Zhong Wei	338	-	-	-	-	338
陳華康	Chen Huakang	342	-	-	-	-	342
		1,020	22,487	4,322	541	848	29,218

(i) 曲德君先生於2023年2月16日辭任非執行董事兼董事會副董事長。

(i) Mr. Qu Dejun resigned as the non-executive director and vice-chairman of the Board on 16 February 2023.

29 員工成本(包含董事酬金)(續)

(c) 董事退休福利

截至2022年12月31日止年度，概無董事收取或將收取任何退休福利(2021年：無)。

(d) 董事離職福利

截至2022年12月31日止年度，概無董事收取或將收取任何離職福利(2021年：無)。

**(e) 就獲得董事服務而向第三方支付
的代價**

截至2022年12月31日止年度，本公司概無就獲得董事服務而向任何第三方支付代價(2021年：無)。

(f) 有關以董事、董事所控制的法團或與董事有關聯實體為受益人的貸款、類似貸款及其他交易的資料

於年末或年內任何時間概無訂立以董事、董事所控制的法團及與董事有關聯實體為受益人的貸款、類似貸款及其他交易(2021年：無)。

(g) 董事於交易、安排或合約中的重大權益

於年末或於截至2022年12月31日止年度內任何時間，概無訂立對本集團業務而言屬重大的交易、安排或合約，其中本公司為訂約方之一且本公司董事於其中直接或間接擁有重大權益(2021年：無)。

29 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(c) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year ended 31 December 2022 (2021: nil).

(d) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 December 2022 (2021: nil).

(e) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2022, the Company did not pay consideration to any third parties for making available directors' services (2021: nil).

(f) Information about loans, quasi-loans and other dealings in favour of directors, bodies corporate controlled by or entities connected with directors

No loans, quasi-loans and other dealings were made available in favour of directors, bodies corporate controlled by and entities connected with directors subsisted at the end of the year or at any time during the year (2021: Nil).

(g) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2022 (2021: nil).

29 員工成本(包含董事酬金)(續)

29 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(h) 五名最高薪人士

(h) Five highest paid individuals

截至2022年12月31日止年度，本集團五名最高薪酬人士包括四名(2021年：四名)董事，彼等之酬金已於上文呈列的分析中反映。年內應付餘下一名(2021年：一名)人士的酬金如下：

The five individuals whose emoluments were the highest in the Group during the year ended 31 December 2022 include four directors (2021: four) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining one (2021: one) individuals during the year are as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
基本薪金、住房津貼、購股權、 其他津貼及實物福利	Basic salaries, housing allowances, share options, other allowances and benefits in kind	4,722	6,492
養老金計劃供款	Contribution to pension scheme	—	—
酌情花紅	Discretionary bonuses	—	900
加盟或在加盟本集團時的 獎勵費用	Inducement fee to join or upon joining the Group	—	—
離職補償：	Compensation for loss of office:	—	—
— 合約付款	— contractual payments	—	—
— 其他付款	— other payment	—	—
		4,722	7,392

該一名(2021年：一名)人士的酬金乃介乎下列範圍：

The emoluments to the one individual (2021:one) fell within the following band:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022	2021年 2021
酬金範圍	Emoluments band		
9,000,001港元至9,500,000港元	HKD9,000,001 – HKD9,500,000	—	1
4,500,001港元至5,000,000港元	HKD4,500,001 – HKD5,000,000	1	—

29 員工成本(包含董事酬金)(續)

- (i) 截至2022年及2021年12月31日止年度，概無董事或任何五名最高薪人士向本集團收取任何酬金作為加盟或在加盟或離開本集團時的獎勵或補償或作為離職補償。本集團年內亦無向任何第三方支付代價，以獲取董事服務(2021年：無)。

29 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

- (i) During the years ended 31 December 2022 and 2021, no director or any of the five highest paid individuals received any emolument from the Group as an inducement to join, upon joining the Group, leave the Group or as compensation for loss of office. Also, the Group did not pay consideration to any third parties for making available directors' services during the year (2021: Nil).

30 所得稅開支

(a) 所得稅開支

30 INCOME TAX EXPENSE

(a) Income tax expense

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
即期所得稅	Current income tax		
– 中國土地增值稅(附註)	– PRC land appreciation tax (Note)	1,378,875	3,470,535
– 中國企業所得稅	– PRC corporate income tax	1,665,166	5,051,282
		3,044,041	8,521,817
遞延所得稅(附註24)	Deferred income tax (note 24)	(92,239)	(485,682)
年度列支的所得稅總額	Total income tax charged for the year	2,951,802	8,036,135

附註：截至2022年12月31日止年度的土地增值稅包括年內確認的物業銷售收入的土地增值稅金額人民幣2,015,996,000元及於本年度37個項目於有關稅局結稅後撥回的之前累計的土地增值稅人民幣637,121,000元。

Note: Land appreciation tax for the year ended 31 December 2022 includes the amount of land appreciation tax of RMB2,015,996,000 on property sales revenue recognised during the year; and a reversal of the previously accrued land appreciation tax of RMB637,121,000 upon the clearance of 37 projects with relevant tax bureaus during the year.

30 所得稅開支(續)

30 INCOME TAX EXPENSE (continued)

(a) 所得稅開支(續)

(a) Income tax expense (continued)

本集團除所得稅前利潤的所得稅有別於使用本集團旗下各公司所在國頒佈的稅率計算的理論金額，茲載列如下：

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the enacted tax rate of the home country of the companies within the Group as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
除所得稅前利潤	Profit before income tax	3,694,506	21,397,129
中國土地增值稅	PRC land appreciation tax	(1,378,875)	(3,470,535)
		2,315,631	17,926,594
按25%法定稅率計算的所得稅	Income tax calculated at statutory rate of 25%	578,908	4,481,649
不可扣減開支(i)	Non-deductible expenses (i)	319,747	119,271
非課稅收入(ii)	Non-taxable income (ii)	(269,308)	(522,880)
動用過往未確認的稅務虧損	Utilisation of previously unrecognised tax losses	(13,788)	(6,213)
未確認為遞延稅項資產的稅務虧損	Tax losses not recognised as deferred tax assets	515,258	260,561
不同稅率導致的差額	Differences caused by different tax rates	166,173	137,970
過往年度稅項調整	Prior year tax adjustments	1,880	(1,389)
中國預扣稅	PRC withholding tax	274,057	96,631
中國土地增值稅	PRC land appreciation tax	1,378,875	3,470,535
所得稅開支總額	Total income tax expense	2,951,802	8,036,135

(i) 就所得稅而言，不可扣減開支主要來自資產收購溢價、優先票據的借貸成本及不可扣減招待費。

(i) Non-deductible expenses for income tax purposes mainly resulted from asset acquisition premium, borrowing costs on senior notes and non-deductible entertainment expense.

(ii) 非課稅收入主要包括應佔聯營公司及合營企業業績，轉變為子公司的合營企業或聯營公司的股權收益。

(ii) Non-taxable income includes mainly share of results of associates and joint ventures, gain on equity interest in joint ventures or associates converted into subsidiaries.

30 所得稅開支(續)

(b) 開曼群島所得稅

本公司為根據開曼群島公司法於開曼群島註冊成立的獲豁免有限公司，因此，獲豁免繳納開曼群島所得稅。

(c) 英屬處女群島所得稅

根據英屬處女群島(「英屬處女群島」)現行法律下的英屬處女群島所得稅，我們於英屬處女群島註冊成立的子公司及該等於英屬處女群島註冊成立的子公司向非英屬處女群島居民支付的所有股息、利息、租金、特許權使用費、補償金及其他款項，以及該等於英屬處女群島註冊成立的子公司向非英屬處女群島居民就任何股份、債務義務或其他證券實現的任何資本收益，獲豁免於英屬處女群島所得稅條例下的所有規定。此外，英屬處女群島不會對我們的英屬處女群島子公司向我們派付的股息徵收預扣稅。

(d) 香港利得稅

本集團按16.5%對香港利得稅作出撥備，因為本集團於本年度錄得來自香港的估計應課稅利潤(2021年：16.5%)。

30 INCOME TAX EXPENSE (continued)

(b) Cayman Island income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(c) British Virgin Islands income tax

British Virgin Islands ("BVI") income tax under the current laws of BVI, our subsidiaries incorporated in BVI and all dividends, interest, rents, royalties, compensation and other amounts paid by such subsidiaries incorporated in the BVI to persons who are not resident in the BVI and any capital gains realised with respect to any shares, debt obligations, or other securities of such subsidiaries incorporated in the BVI by persons who are not resident in the BVI are exempt from all provisions of the Income Tax Ordinance in the BVI. In addition, upon payments of dividends by our BVI subsidiaries to us, no BVI withholding tax is imposed.

(d) Hong Kong profits tax

Hong Kong profits tax has been provided at 16.5% as the Group has assessable profits in Hong Kong during the year (2021: 16.5%).

30 所得稅開支(續)

(e) 中國企業所得稅

根據中國企業所得稅法(「企業所得稅法」)，本集團旗下於中國內地的子公司適用的企業所得稅率為25%。

企業所得稅法及其實施細則規定中國居民企業就2008年1月1日起產生的盈利向其中國境外的直接控股公司派發的股息須繳納10%的預扣稅，而於2008年1月1日前產生的未分派盈利則獲豁免繳納該預扣稅。根據中國與香港訂立的稅務協約安排，若直接控股公司成立於香港，可應用較低的5%預扣稅稅率。截至2022年12月31日止年度，本集團就其中國實體產生的部分盈利按5%的稅率計提中國預扣稅撥備。本集團能控制該等子公司的股息政策並已確定可能不會於可見未來分派大部分該等盈利。

(f) 土地增值稅

中國土地增值稅以銷售物業所得款項減去可扣減開支(包括土地使用權租賃費用及所有物業開發開支)的土地增值按介乎30%至60%的累進稅率徵收，並於合併損益表內列作所得稅開支。

30 INCOME TAX EXPENSE (continued)

(e) PRC corporate income tax

Under the Corporate Income Tax Law of the PRC (the “CIT Law”), the CIT rate applicable to the Group’s subsidiaries located in mainland China is 25%.

The CIT Law and its implementation rules impose a withholding tax at 10% for dividends distributed by a PRC-resident enterprise to its immediate holding company outside PRC for earnings generated beginning 1 January 2008 and undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax. A lower 5% withholding tax rate may be applied when the immediate holding companies are established in Hong Kong according to the tax treaty arrangement between the PRC and Hong Kong. For the year ended 31 December 2022, the Group accrued for PRC withholding tax based on the tax rate of 5% on a portion of the earnings generated by its PRC entities. The Group controls the dividend policies of these subsidiaries and it has been determined that it is probable that a majority of these earnings will not be distributed in the foreseeable future.

(f) Land appreciation tax

PRC land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including lease charges for land use rights and all property development expenditures, and is included in the consolidated statement of profit or loss as income tax expense.

31 每股盈利

31 EARNINGS PER SHARE

年內每股基本盈利乃按本公司權益持有人應佔本集團利潤除以年內已發行普通股加權平均數計算。

Basic earnings per share for the year is calculated by dividing the profit of the Group attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		截至12月31日止年度 Year ended 31 December	
		2022年 2022	2021年 2021
本公司權益持有人應佔合併利潤 (人民幣千元)	Consolidated profit attributable to equity holders of the Company (RMB'000)	280,673	8,590,624
已發行普通股加權平均數(千股)	Weighted average number of ordinary shares in issue ('000)	6,490,443	6,185,380
每股基本盈利(人民幣元)	Basic earnings per share (RMB)	0.04	1.39

本公司授出的購股權及獎勵股份對每股盈利有潛在攤薄影響。每股攤薄盈利乃透過假設轉換本公司授出的購股權所產生的所有潛在攤薄普通股(合共組成計算每股攤薄盈利的分母)，調整發行在外普通股的加權平均數計算。

The share options and awarded shares granted by the Company have potential dilutive effect on the EPS. Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options granted by the Company (collectively forming the denominator for computing the diluted EPS).

此外，權益持有人應佔利潤(分子)已根據A股公司授出的購股權的影響作出調整，不包括對本集團每股攤薄盈利具有反攤薄影響的購股權。

In addition, the profit attributable to equity holders (numerator) has been adjusted by the effect of the share options granted by the A share company, excluding those which have anti-dilutive effect to the Groups diluted EPS.

31 每股盈利(續)

31 EARNINGS PER SHARE (continued)

		截至12月31日止年度 Year ended 31 December	
		2022年 2022	2021年 2021
本公司權益持有人應佔利潤	Profit attributable to equity holders of the Company	280,673	8,590,624
A股公司發行股份獎勵產生的攤薄影響	Dilution effect arising from share-based awards issued by the A share company	—	(23,643)
為計算每股攤薄盈利的本公司權益持有人應佔利潤	Profit attributable to equity holders of the Company for the calculation of diluted earnings per share	280,673	8,566,981
已發行普通股加權平均數(千股)	Weighted average number of ordinary shares in issue ('000)	6,490,443	6,185,380
加：攤薄股數(千股)	Add: number of dilutive shares ('000)	—	2,341
於計算每股攤薄盈利時已發行及潛在普通股加權平均數(千股)	Weighted average number of ordinary shares in issue and potential ordinary shares used as the denominator in calculating diluted earnings per share ('000)	6,490,443	6,187,721
每股攤薄盈利(人民幣元)	Diluted earnings per share (RMB)	0.04	1.38

32 股息

年內並無宣派中期股息(2021年：年內並無宣派中期股息)。

於2023年3月31日舉行的的董事會會議上，董事會概無提議宣派截至2022年12月31日止年度的末期股息(2021年：無)。

32 DIVIDENDS

No interim dividend was declared during the year (2021: no interim dividend was declared during the year).

At a Board meeting held on 31 March 2023, the Board did not propose to declare the final dividend for the year ended 31 December 2022 (2021: nil).

33 收購子公司(業務合併及資產收購)

期內收購子公司均為業務合併且主要包括收購多間物業開發公司。本集團董事認為，該等已收購子公司於期內對本集團不屬重大，因此該等子公司之財務資料並未於收購時披露。

33 ACQUISITIONS OF SUBSIDIARIES (BUSINESS COMBINATION AND ASSET ACQUISITIONS)

Acquisition of subsidiaries during the period are all business combinations and mainly include the acquisitions of a number of property development companies. The directors of the Group consider that none of these subsidiaries acquired during the period was significant to the Group and thus the financial information of these subsidiaries on the acquisition was not disclosed.

33 收購子公司(業務合併及資產收購)(續)

已收購公司之主要業務活動為物業發展及投資。收購產生的資產淨值的公允價值已由管理層評估釐定。該等已收購公司於收購日期之財務資料摘要如下：

33 ACQUISITIONS OF SUBSIDIARIES (BUSINESS COMBINATION AND ASSET ACQUISITIONS) (continued)

The acquired companies' principle activities are property development and investment. Fair value of net assets arising from the acquisition has been determined by management's assessment. The financial information of these acquired companies on the acquisition dates is summarized as follows:

		收購日期 Acquisition dates 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents	995,725
完工待售或在建銷售物業	Properties held or under development for sale	4,329,680
貿易及其他應收款項以及預付款項	Trade and other receivables and prepayments	1,388,879
物業、廠房及設備(附註6)	Property, plant and equipment (note 6)	81
遞延所得稅資產	Deferred income tax assets	153,321
合約負債	Contract liabilities	(2,557,877)
貿易及其他應付款項	Trade and other payables	(2,026,104)
借款	Borrowings	(2,010,500)
遞延所得稅負債	Deferred income tax liabilities	(19,807)
收購的總資產淨值	Total acquired net assets	253,398
收購前所持有的合營企業股權	Equity interest in joint ventures previously held before acquisition	150,411
收購前所持有的聯營公司股權	Equity interest in associates previously held before acquisition	47,162
合營企業及聯營公司轉變為子公司的股本權益重新計量虧損	Remeasurement losses of equity interest upon conversion from joint ventures and associates to subsidiaries	(116,642)
已付現金	Cash paid	172,467
總代價	Total consideration	253,398
收購所得現金流入	Cash inflow on acquisitions	
已付現金代價	Cash consideration paid	172,467
減：已收購子公司之現金及現金等價物	Less: cash and cash equivalents of subsidiaries acquired	(995,725)
與收購有關的現金及現金等價物流入淨額*	Net inflow of cash and cash equivalents on acquisitions*	(823,258)

* 計入投資活動

* Included in investing activities

34 現金流信息

34 INFORMATION OF CASH FLOWS

(a) 經營活動所得現金

(a) Cash generated from operations

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
除所得稅前利潤	Profit before income tax	3,694,506	21,397,129
就下列各項作出調整：	Adjustments for:		
– 折舊(附註27)	– Depreciation (note 27)	540,790	572,640
– 攤銷(附註27)	– Amortisation (note 27)	114,244	292,117
– 出售物業、廠房及設備以及無形資產產生之虧損／(收益)(附註26)	– Losses/(gains) on disposal of property, plant and equipment and intangible assets (note 26)	4,785	(6,220)
– 出售子公司所得虧損／(收益)(附註39)	– Losses/(gains) from disposal of subsidiaries (note 39)	356,163	(19,501)
– 合營企業及聯營公司轉變為子公司的股權重新計量虧損／(收益)	– Remeasurement losses/(gains) on equity interest in joint ventures and associates converted into subsidiaries	116,642	(17,300)
– 出售聯營公司所得虧損	– Losses on disposal of associates	21,280	–
– 以股份為基礎的報酬開支(附註20)	– Share-based payment expenses (note 20)	8,680	11,041
– 來自聯營公司的利息收入	– Interest income from associates	(45,602)	(83,458)
– 來自合營企業的利息收入	– Interest income from joint ventures	(6,491)	(6,213)
– 投資物業公允價值收益(附註7)	– Fair value gains on investment properties (note 7)	(1,455,337)	(2,792,459)
– 以公允價值計量且其變動計入當期損益的金融工具公允價值虧損(附註12)	– Fair value losses on financial instruments at fair value through profit or loss (note 12)	170,718	38,986
– 完工待售或在建銷售物業減值撥備(附註27)	– Provision for impairment of properties held or under development for sale (note 27)	5,957,007	4,837,431
– 金融資產減值虧損淨額	– Net impairment losses on financial assets	424,109	466,373
– 完工待售(或在建銷售)物業撥備撥回	– Reversal of provision for properties held (or under development) for sale	(2,392,884)	(1,307,624)
– 應佔聯營公司業績(附註9)	– Share of results of associates (note 9)	(383,508)	(680,703)
– 應佔合營企業業績(附註10)	– Share of results of joint ventures (note 10)	(620,658)	(1,391,515)
– 以公允價值計量且其變動計入當期損益的金融資產收益	– Gains on financial assets at fair value through profit or loss	(149,923)	(137,653)
– 股息收入(附註26)	– Dividend income (note 26)	(1,090)	(30,468)
– 融資成本(附註28)	– Finance costs (note 28)	2,957,106	1,388,682
– 匯兌淨額	– Net foreign exchange	563,993	(152,810)
– 利息收入(附註28)	– Interest income (note 28)	(388,005)	(438,688)

34 現金流信息(續)

34 INFORMATION OF CASH FLOWS (continued)

(a) 經營活動所得現金(續)

(a) Cash generated from operations(continued)

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
營運資本變動	Changes in working capital		
— 與經營活動相關的受限制現金	– Restricted cash relating to operating activities	(969,220)	(4,646,374)
— 租賃土地預付款項	– Prepayments for leasehold land	1,187,425	9,048,488
— 完工待售或在建銷售物業(不包括資本化利息)	– Properties held or under development for sale (excluding capitalised interest)	45,722,606	25,384,721
— 貿易及其他應收款項以及預付款項	– Trade and other receivables and prepayments	4,846,539	(97,285)
— 合約取得成本	– Contract cost	11,086	(1,326,382)
— 合約負債及預收承租人款項	– Contract liabilities and advances from lessees	(28,744,307)	(11,400,018)
— 貿易及其他應付款項	– Trade and other payables	(13,873,509)	(7,084,642)
經營活動所得現金	Cash generated from operations	17,667,145	31,818,295

(b) 債務淨額對賬

(b) Net debt reconciliation

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
債務淨額	Net debt		
現金及現金等價物	Cash and cash equivalents	22,435,399	46,604,698
租賃負債	Lease liabilities	(680,142)	(710,007)
借款—於一年內償還(包括透支)	Borrowings – repayable within one year (including overdraft)	(35,663,149)	(38,169,140)
借款—於一年後償還	Borrowings – repayable after one year	(43,874,405)	(66,046,959)
債務淨額	Net debt	(57,782,297)	(58,321,408)
現金及流動資金投資	Cash and liquid investments	22,435,399	46,604,698
租賃負債	Lease liabilities	(680,142)	(710,007)
債務總額—固定利率	Gross debt – fixed interest rates	(48,333,267)	(66,088,616)
債務總額—浮動利率	Gross debt – variable interest rates	(31,204,287)	(38,127,483)
債務淨額	Net debt	(57,782,297)	(58,321,408)

34 現金流信息(續)

34 INFORMATION OF CASH FLOWS (continued)

(b) 債務淨額對賬(續)

(b) Net debt reconciliation (continued)

		其他資產		融資活動產生之負債			合計
		現金/ 銀行透支	1年內 到期之借款	1年後 到期之借款	一年內到期 之租賃負債	一年後到期 之租賃負債	
借(貸)							
		Cash/bank overdraft	Borrowings due within 1 year	Borrowings due after 1 year	Lease liabilities due within 1 year	Lease liabilities due after 1 year	Total
Dr.(Cr.)		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
於2021年12月31日之 債務淨額	Net debt as at 31 December 2021	46,604,698	(38,169,140)	(66,046,959)	(86,935)	(623,072)	(58,321,408)
現金流量	Cash flows	(24,822,712)	25,416,988	2,988,693	(25,933)	(67,131)	3,489,905
匯兌差額	Foreign exchange differences	50,750	(382,120)	(322,638)	-	-	(654,008)
貨幣匯兌差額	Currency translation differences	2,782	(301,323)	(664,367)	-	-	(962,908)
由1年後重新分類至1年內	Reclassification from after 1 year to within 1 year	-	(21,170,278)	21,170,278	(4,778)	4,778	-
收購子公司	Acquisition of subsidiaries	995,725	(1,040,000)	(970,500)	-	-	(1,014,775)
出售子公司	Disposal of a subsidiary	(395,844)	-	133,000	-	-	(262,844)
折讓及溢價攤銷	Amortisation of discount and premium	-	(17,276)	(161,912)	37,213	85,716	(56,259)
於2022年12月31日之債務淨額	Net debt as at 31 December 2022	22,435,399	(35,663,149)	(43,874,405)	(80,433)	(599,709)	(57,782,297)

於合併現金流量表內，出售物業、廠房及設備以及無形資產的所得款項包括：

In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment and intangible assets comprise:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
賬面淨值	Net book value	376,781	89,443
出售物業、廠房及設備以及無形資產產生之(虧損)/收益(附註26)	(Losses)/gains on disposal of property, plant and equipment and intangible assets (note 26)	(4,785)	6,220
出售物業、廠房及設備以及無形資產所得款項	Proceeds from disposal of property, plant and equipment and intangible assets	371,996	95,663

35 承擔

35 COMMITMENTS

(a) 租賃土地承擔

(a) Leasehold land commitments

於2022年及2021年12月31日，尚未發生但已作出的租賃土地承擔如下：

As at 31 December 2022 and 2021, leasehold land committed but not yet incurred are as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
已訂約但未撥備	Contracted but not provided for	1,548,687	4,127,728

(b) 設備收購承擔

(b) Equipment acquisition commitments

於2022年及2021年12月31日，已承擔但未發生的資本承擔如下：

As at 31 December 2022 and 2021, capital committed but not yet incurred are as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
設備購買承擔	Committed acquisition of equipment	83,542	172,758

(c) 投資承擔

(c) Investment commitments

於2022年及2021年12月31日，投資承擔如下：

As at 31 December 2022 and 2021, committed investments are as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
聯營公司投資承擔	Committed investments in associates	1,547,311	1,757,998
合營企業投資承擔	Committed investments in joint ventures	1,238,163	1,114,612
		2,785,474	2,872,610

35 承擔(續)

35 COMMITMENTS (continued)

(d) 經營租賃應收租金

(d) Operating lease rentals receivable

於2022年及2021年12月31日，就土地及建築物以不可撤銷經營租賃租出而產生的未來最低租金收款總額將於以下期間收取：

As at 31 December 2022 and 2021, the future aggregate minimum rental receipts under non-cancellable operating leases in respect of land and buildings are receivable in the following periods:

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
一年內	Within 1 year	7,961,305	7,849,983
一至五年	1 to 5 years	17,082,017	15,204,502
五年後	After 5 years	6,178,789	7,273,251
		31,222,111	30,327,736

(e) 經營租賃承擔 – 作為承租人

(e) Operating lease commitments – as lessee

本集團根據經營租賃出租多間店舖。租期為期1年至15年，可選擇於該日期後續租。租賃付款通常於每個續訂日進行修訂以反映市價。於2019年，於採用香港財務報告準則第16號後，本集團的經營租賃乃指租賃期為12個月(或更短)或低價值資產的租賃。

The Group leases a number of stores under operating leases. The leases had tenure ranging from 1 to 15 years, with an option to renew the lease after that date. Lease payments are usually revised at each renewal date to reflect the market rate. In 2019, following the adoption of HKFRS 16, the Group's operating leases related to leases with lease terms of 12 months or less or low value assets.

自2019年1月1日起，本集團已就租賃確認使用權資產，惟下列短期及低價值租賃除外：

From 1 January 2019, the Group has recognised right-of-use assets for leases, except for short-term and low-value leases as below:

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
一年內	Within 1 year	1,082	4,736
一至五年	1 to 5 years	126	10
		1,208	4,746

36 財務擔保及或然負債

36 FINANCIAL GUARANTEES AND CONTINGENT LIABILITIES

(a) 按揭融資的擔保

(a) Guarantees on mortgage facilities

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
就本集團物業的若干買家的按揭融資作出的擔保	Guarantees in respect of mortgage facilities for certain purchasers of the Group's properties	62,295,853	73,048,940

本集團已為本集團物業若干買家安排銀行融資，並就買家的還款責任提供擔保。該等擔保將按下列較早者終止：(i)房地產所有權證由政府部門發出予買家，此證一般在擔保登記完成後平均兩至三年內發出，並向按揭銀行提交時；或(ii)物業買家清償按揭貸款時。

根據擔保條款，在該等買家拖欠按揭還款時，本集團須負責向銀行償還買家拖欠的按揭本金連同應計利息及罰金，而本集團有權接收相關物業的法定業權及管有該物業。本集團的擔保期由授出按揭日期起開始。董事認為買家拖欠付款的可能性甚微。

The Group has arranged bank financing for certain purchasers of the Group's properties and provided guarantees to secure obligations of such purchaser for repayments. Such guarantees will terminate upon the earlier of (i) the issue of the real estate ownership certificate by government authorities to the purchaser which will generally occur within an average period of two to three years from the completion of the guarantee registration and submitted to the mortgage bank; or (ii) the satisfaction of mortgage loans by the purchasers of the properties.

Pursuant to the terms of the guarantees, upon default of mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principal together with accrued interest and penalties owed by the defaulting purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties. The Group's guarantee period starts from the date of grant of mortgage. The directors consider that the likelihood of default of payments by the purchasers is minimal.

36 財務擔保及或然負債(續)

(b) 公司擔保

於2022年及2021年12月31日，本集團的子公司就借款相互提供若干公司擔保。董事認為各子公司有足夠財務資源償付其債務。

於2022年12月31日，本集團向其合營企業及聯營公司提供人民幣4,924百萬元之擔保(於2021年12月31日：人民幣10,556百萬元)，此前，本集團已評估該等關連方的信貸紀錄及抵押資料。本集團密切監控該等關連方償還相關借款之進度。於考慮該等關連方的信貸紀錄及就借款抵押的資產後，董事認為拖欠付款之可能性甚微。

於2022年12月31日，本集團以持有的股權為該等合營企業及聯營公司的借款提供質押擔保(附註41(i))。

(c) 未決訴訟

截至2022年12月31日，有若干針對本集團的未決法律案件。該等案件大部分並不重大，而第三方(「原告」)則向本集團子公司蘇州新城創佳置業有限公司(「蘇州創佳」)提起訴訟，索賠金額約為人民幣1,016百萬元。原告起訴蘇州創佳於知悉代理機構無效的情況下與其代理機構訂立股權轉讓協議。第二審人民法院判原告勝訴，認為股份轉讓協議無效。蘇州創佳正計劃就該判決提起上訴。於2021年12月，原告進一步提起訴訟，要求收回股份轉讓協議涵蓋的相關資產，於2022年12月被法院駁回。於諮詢律師的專業意見後，該未決訴訟存在高度不確定性，因此概無確認開發相關資產產生的投資收入。除投資收入外，本集團並無就該訴訟計提任何進一步撥備。

37 關連方交易

(a) 最終控股股東及子公司

本公司由王振華先生(「最終控股股東」)最終控制。

於子公司之權益載於附註17。

36 FINANCIAL GUARANTEES AND CONTINGENT LIABILITIES (continued)

(b) Corporate guarantees

There are certain corporate guarantees provided by the Group's subsidiaries for each other in respect of borrowings as at 31 December 2022 and 2021. The directors consider that the subsidiaries are able to sufficiently financially resourced to settle their obligations.

As at 31 December 2022, the Group provided guarantee with the amount of RMB4,924 million (as at 31 December 2021: RMB10,556 million) for its joint ventures and associates to obtain borrowings after assessing the credit history and pledge information of these related parties. The Group closely monitors the repayment progress of the relevant borrowings by these related parties. After considering the credit history of these related parties and the assets being pledged for the borrowings, the directors consider that the likelihood of default in payments is minimal.

As of 31 December 2022, the Group provided pledge guarantee for the borrowings of such joint ventures and associates with equity held by the Group (note 41(i)).

(c) Pending litigation

As of 31 December 2022, there are number of outstanding legal cases against the Group. Most of those cases are insignificant, while there is a litigation filed by a third party (the "Plaintiff") against Suzhou Future Land Chuangjia Property Co., Ltd. ("Suzhou Chuangjia"), a subsidiary of the Group, claiming amount approximately RMB1,016 million. The Plaintiff sued Suzhou Chuangjia entered into a share transfer agreement with his agencies knowing the agency's invalidation. The people's court of second instance made the judgement in favor of Plaintiff and deemed the share transfer agreement invalid. Suzhou Chuangjia is planning to file an appeal on this judgement. In December 2021, the Plaintiff further filed a lawsuit to reclaim the underlying assets covered by the share transfer agreement which was rejected by the court in December 2022. After consulting the lawyer's professional opinion, this pending litigation has high level of uncertainties and accordingly no investment income was recognized arose from developing the underlying assets. Other than the investment income, the Group did not make any further provision in relation to this litigation.

37 RELATED PARTY TRANSACTIONS

(a) Ultimate controlling shareholder and subsidiaries

The Company is ultimately controlled by Mr. Wang Zhenhua (the "Ultimate Controlling Shareholder").

Interests in subsidiaries are set in note 17.

37 關連方交易(續)

37 RELATED PARTY TRANSACTIONS (continued)

(b) 與關連方之交易

(b) Transaction with related parties

於截至2022年12月31日止年度，本集團進行了以下關連方交易：

During the year ended 31 December 2022, the Group has the following related party transactions:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
向關連方撥款	Fundings to related parties		
— 合營企業	— Joint ventures	5,733,841	39,408,210
— 聯營公司	— Associates	7,671,130	16,916,943
		13,404,971	56,325,153
向關連方計息撥款	Interest-bearing fundings to related parties		
— 合營企業	— Joint ventures	169,083	240,060
— 聯營公司	— Associates	790,487	1,309,089
		959,570	1,549,149
來自關連方的利息收入	Interest income from related parties		
— 合營企業	— Joint ventures	6,491	6,213
— 聯營公司	— Associates	45,602	83,458
		52,093	89,671
來自關連方的撥款	Fundings from related parties		
— 合營企業	— Joint ventures	9,159,406	33,546,390
— 聯營公司	— Associates	10,030,626	18,127,150
— 一間由王先生控制之實體	— An entity controlled by Mr. Wang	24,773	11,921
		19,214,805	51,685,461
關連方撥回計息撥款	Interest-bearing fundings returned from related parties		
— 合營企業	— Joint ventures	75,173	12,000
— 聯營公司	— Associates	470,158	990,534
		545,331	1,002,534

37 關連方交易(續)

37 RELATED PARTY TRANSACTIONS (continued)

(b) 與關連方之交易(續)

(b) Transaction with related parties (continued)

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
為關連方代墊款	Payment made on behalf of related parties		
– 合營企業	– Joint ventures	541,197	894,749
– 聯營公司	– Associates	379,341	360,591
– 一間由王先生控制之實體	– An entity controlled by Mr. Wang	24,773	11,921
		945,311	1,267,261
物業管理服務產生之服務費來自	Service fees incurred for property management services from		
– 一間由王先生控制之實體	– An entity controlled by Mr. Wang	917,552	1,313,023
接受建設服務產生之開支來自	Expenses incurred for accepting construction services from		
– 聯營公司	– An associate	13,566	76,903
項目管理服務收入來自	Project management service income from		
– 合營企業	– Joint ventures	143,738	228,752
– 聯營公司	– Associates	266,493	333,576
		410,231	562,328
諮詢服務收入來自	Consulting service income from		
– 合營企業	– Joint ventures	206,640	212,986
– 聯營公司	– Associates	82,941	195,220
		289,581	408,206
租金收入來自	Rental income from		
– 一間由王先生控制之實體	– An entity controlled by Mr. Wang	4,025	2,569

37 關連方交易(續)

37 RELATED PARTY TRANSACTIONS (continued)

(c) 主要管理層報酬

(c) Key management compensation

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
薪金及其他短期僱員福利	Salaries and other short-term employee benefits	30,444	34,502

(d) 為關連方提供擔保

(d) Guarantees provided to related parties

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
為合營企業擔保	Guarantee to joint ventures	1,463,565	3,280,173
為聯營公司擔保	Guarantee to associates	3,460,863	7,275,986
		4,924,428	10,556,159

(e) 為關連方借款提供投資抵押
(附註41(i))

(e) Investment pledged for their borrowings of related parties (note 41(i))

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
為合營企業提供股份抵押	Shares pledged for joint ventures	472,830	960,078
為聯營公司提供股份抵押	Shares pledged for associates	632,306	1,568,960
		1,105,136	2,529,038

37 關連方交易(續)

37 RELATED PARTY TRANSACTIONS (continued)

(f) 關連方結餘

(f) Related-party balances

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
應收關連方款項(附註16)	Amounts due from related parties (note 16)		
— 合營企業	— Joint ventures	5,953,087	7,334,217
— 聯營公司	— Associates	6,625,138	9,662,732
		12,578,225	16,996,949
應付關連方款項(附註23)	Amounts due to related parties (note 23)		
— 合營企業	— Joint ventures	14,753,713	14,573,831
— 聯營公司	— Associates	10,607,879	10,756,201
		25,361,592	25,330,032

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
貿易應付款項	Trade payables		
— 一間由王先生控制之實體	— An entity controlled by Mr. Wang	446,217	130,213
合約負債	Contract liabilities		
— 一間由王先生控制之實體	— An entity controlled by Mr. Wang	485,785	24,842

於2022年12月31日，應收南昌聚帆房地產開發有限公司的款項為計息、無抵押及須按要求償還。於2022年，加權平均利率約為8.00% (2021年：8.00%)。

As at 31 December 2022, the amounts due from Nanchang Jufan Real Estate Development Co., Ltd. were interest-bearing payments, unsecured and repayable on demand. In 2022, the weighted average interest rate was approximately 8.00% (2021: 8.00%).

除上文所述者外，於2022年及2021年12月31日，所有應收及應付關連方款項均為無抵押、免息及須按要求償還。

Except for those mentioned above, as at 31 December 2022 and 2021, all due from and due to related parties are unsecured, non-interested bearing and repayable on demand.

38 與非控股股東權益的交易

於截至2022年12月31日止年度，本集團以總代價人民幣3,701,863,000元收購若干子公司的額外權益。本集團確認非控股股東權益總額減少人民幣3,552,648,000元，其他儲備減少人民幣149,215,000元。

39 出售子公司及業務

於截至2022年12月31日止年度，本集團按人民幣692,950,000元的總代價出售若干子公司。有關出售詳情如下：

38 TRANSACTIONS WITH NON-CONTROLLING INTERESTS

During the year ended 31 December 2022, the Group has acquired addition interests in certain subsidiaries for total consideration of RMB3,701,863,000. The Group recognised a decrease in total non-controlling interests of RMB3,552,648,000 and decrease in other reserves of RMB149,215,000.

39 DISPOSAL OF SUBSIDIARIES AND BUSINESS

During the year ended 31 December 2022, the Group disposed certain subsidiaries for a total consideration of RMB692,950,000. Details of the disposals are as follows:

		截至2022年 12月31日止年度 Year ended 31 December 2022 人民幣千元 RMB'000
出售代價	Disposal consideration	
– 來自出售若干子公司的現金及 現金等價物	– Cash and cash equivalents received from disposal of certain subsidiaries	692,950
出售子公司之資產淨額總額	Total net assets of subsidiaries disposed of	1,695,754
減：出售非控股股東權益	Less: Non-controlling interest disposed of	(646,641)
		1,049,113
出售虧損	Losses on disposal	(356,163)
來自出售之現金所得款項 (扣除所出售現金)	Cash proceeds from disposal, net of cash disposed of	692,950
減：所出售子公司之現金及現金等價物	Less: cash and cash equivalents in the subsidiaries disposed of	(395,844)
出售現金流入淨額	Net cash inflow on disposal	297,106

40 本公司財務狀況表及儲備變動

40 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
資產	ASSETS		
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	11	11
投資子公司	Investments in subsidiaries	500,348	491,668
按攤銷成本計量之金融資產	Financial assets at amortised costs	9,983	48,822
		510,342	540,501
流動資產	Current assets		
貿易及其他應收款項	Trade and other receivables	15,453,301	15,243,401
按攤銷成本計量之金融資產	Financial assets at amortised costs	368,321	274,395
現金及現金等價物	Cash and cash equivalents	24,079	83,348
		15,845,701	15,601,144
資產總額	Total assets	16,356,043	16,141,645
權益	EQUITY		
本公司權益持有人應佔股本及儲備	Capital and reserves attributable to equity holders of the Company		
股本：面值	Share capital: nominal value	5,822	5,081
儲備(a)	Reserves(a)	9,973,577	7,749,464
權益總額	Total equity	9,979,399	7,754,545
非流動負債	Non-current liabilities		
借款	Borrowings	3,815,670	4,755,868
流動負債	Current liabilities		
貿易及其他應付款項	Trade and other payables	1,071,647	448,266
借款	Borrowings	1,489,327	3,182,966
		2,560,974	3,631,232
負債總額	Total liabilities	6,376,644	8,387,100
權益及負債總額	Total equity and liabilities	16,356,043	16,141,645

本公司財務狀況表已於2023年3月31日獲董事會批准，並由下列董事代表董事會簽署：

王曉松
Wang Xiaosong
董事
Director

The statement of financial position of the Company was approved by the Board of Directors on 31 March 2023 and was signed on its behalf by:

陸忠明
Lu Zhongming
董事
Director

合併財務報表附註

Notes to the Consolidated Financial Statements

截至2022年12月31日止年度

For the year ended 31 December 2022

40 本公司財務狀況表及儲備變動
(續)

40 STATEMENT OF FINANCIAL POSITION AND
RESERVE MOVEMENTS OF THE COMPANY
(continued)

(a) 本公司儲備變動

(a) Reserve movements of the Company

		股份溢價 Share premium 人民幣千元 RMB'000	其他儲備 Other reserves 人民幣千元 RMB'000	庫存股 Treasury stock 人民幣千元 RMB'000	保留盈利 Retained earnings 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2022年1月1日的結餘	Balance at 1 January 2022	62,666	26,310	(113,816)	7,774,304	7,749,464
全面收益	Comprehensive income					
年內利潤	Profit for the year	-	-	-	(796,803)	(796,803)
其他全面收益	Other comprehensive income	-	-	-	-	-
年度全面收益總額	Total comprehensive income for the year	-	-	-	(796,803)	(796,803)
供股及配售	Rights issue and share placing	3,012,236	-	-	-	3,012,236
以股份為基礎的報酬－薪酬成本	Share-based payments – compensation costs	-	8,680	-	-	8,680
擁有人出資及向其分派總額	Total contributions by and distributions to owners	3,012,236	8,680	-	-	3,020,916
於2022年12月31日的結餘	Balance at 31 December 2022	3,074,902	34,990	(113,816)	6,977,501	9,973,577
代表：	Representing:					
建議末期股息	Proposed final dividend	-	-	-	-	-
其他	Others	3,074,902	34,990	(113,816)	6,977,501	9,973,577
		3,074,902	34,990	(113,816)	6,977,501	9,973,577

40 本公司財務狀況表及儲備變動
(續)

40 STATEMENT OF FINANCIAL POSITION AND
RESERVE MOVEMENTS OF THE COMPANY
(continued)

(a) 本公司儲備變動(續)

(a) Reserve movements of the Company (continued)

		股份溢價 Share premium 人民幣千元 RMB'000	其他儲備 Other reserves 人民幣千元 RMB'000	庫存股 Treasury stock 人民幣千元 RMB'000	保留盈利 Retained earnings 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
於2021年1月1日的結餘	Balance at 1 January 2021	2,392,967	21,477	(144,739)	215,551	2,485,256
全面收益	Comprehensive income					
年內利潤	Profit for the year	-	-	-	7,774,304	7,774,304
其他全面收益	Other comprehensive income	-	-	-	-	-
年度全面收益總額	Total comprehensive income for the year	-	-	-	7,774,304	7,774,304
直接於權益確認與權益 持有人之交易	Transactions with equity holders, recognised directly in equity					
本公司以股份為基礎的報酬 — 轉讓股份予員工	Share-based payments of the Company – transfer of shares to employees	248	(7,019)	20,538	-	13,767
以股份為基礎的報酬— 薪酬成本	Share-based payments – compensation costs	-	11,852	-	-	11,852
與庫存股相關的股息	Dividend related to treasury stock	-	-	10,385	-	10,385
股息	Dividends	(2,330,549)	-	-	(215,551)	(2,546,100)
擁有人出資及向其分派總額	Total contributions by and distributions to owners	(2,330,301)	4,833	30,923	(215,551)	(2,510,096)
於2021年12月31日的結餘	Balance at 31 December 2021	62,666	26,310	(113,816)	7,774,304	7,749,464
代表：	Representing:					
建議末期股息	Proposed final dividend	-	-	-	-	-
其他	Others	62,666	26,310	(113,816)	7,774,304	7,749,464
		62,666	26,310	(113,816)	7,774,304	7,749,464

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41 子公司詳情

41 PARTICULARS OF SUBSIDIARIES

本集團子公司於2022年及2021年12月31日的詳情載列如下：

Particulars of the subsidiaries of the Group as at 31 December 2022 and 2021 are as follows:

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				人民幣千元 RMB'000	人民幣千元 RMB'000	
新城控股集團股份有限公司 (f)	1996年6月14日	2,260,064	2,260,064	67.20%	67.16%	物業開發及銷售
Seazen Holdings Co., Ltd. (f)	14-Jun-96					Development and sale of properties
上海創澤房地產開發有限公司	2015年8月26日	10,000	10,000	66.76%	66.72%	物業開發及銷售
Shanghai Chuangze Real Estate Development Co., Ltd.	26-Aug-15					Development and sale of properties
上海東郡房地產開發有限公司	2007年5月31日	10,000	10,000	67.16%	67.16%	物業開發及銷售
Shanghai Dongjun Real Estate Development Co., Ltd.	31-May-07					Development and sale of properties
上海複域商業經營管理有限公司	2015年9月24日	10,000	10,000	66.76%	66.72%	資產運營及管理
Shanghai Fuyu Commercial Operation Management Co., Ltd.	24-Sep-15					Asset operation and management
上海富銘房地產開發有限公司	2009年9月7日	20,000	20,000	66.76%	66.72%	物業開發及銷售
Shanghai Fuming Real Estate Development Co., Ltd.	7-Sep-09					Development and sale of properties
上海皓秋房地產開發有限公司	2015年11月2日	10,000	10,000	66.76%	66.72%	物業開發及銷售
Shanghai Hanmei Real Estate Development Co., Ltd.	2-Nov-15					Development and sale of properties
上海鴻世實業有限公司	2020年6月10日	1,000	-	66.76%	66.72%	物業開發及銷售
Shanghai Hongshi Industrial Co., Ltd.	10-Jun-20					Development and sale of properties
上海鴻熠實業有限公司	2020年5月21日	10,000	-	53.67%	53.64%	物業開發及銷售
Shanghai Hongyi Industrial Co., Ltd.	21-May-20					Development and sale of properties
上海鴻昱房地產有限公司	2020年5月12日	10,000	-	66.76%	66.72%	物業開發及銷售
Shanghai Hongyu Real Estate Co., Ltd.	12-May-20					Development and sale of properties
上海鴻韻房地產開發有限公司	2020年5月26日	1,345,000	1,345,000	55.57%	55.57%	物業開發及銷售
Shanghai Hongyun Real Estate Development Co., Ltd.	26-May-20					Development and sale of properties
上海嘉定華銳置業有限公司	2014年1月9日	20,000	20,000	66.76%	66.72%	物業開發及銷售
Shanghai Jiading Huarui Real Estate Co., Ltd.	9-Jan-14					Development and sale of properties
上海嘉牧投資管理有限公司	2015年6月23日	586,000	586,000	67.20%	67.16%	投資公司
Shanghai Jiamu Investment Management Co., Ltd.	23-Jun-15					Investment company
上海龍御房地產開發有限公司	2015年11月2日	10,000	10,000	66.76%	66.72%	物業開發及銷售
Shanghai Longqing Real Estate Development Co., Ltd.	2-Nov-15					Development and sale of properties
上海麥騰置業有限公司	2017年12月19日	22,222	22,222	65.13%	65.08%	物業開發及銷售
Shanghai Maipeng Property Co., Ltd.	19-Dec-17					Development and sale of properties
上海青卓房地產開發有限公司	2016年12月20日	1,000	-	66.76%	66.72%	物業開發及銷售
Shanghai Qingzhuo Real Estate Development Co., Ltd.	20-Dec-16					Development and sale of properties
上海松璞房地產開發有限公司	2017年2月20日	10,000	10,000	66.76%	66.72%	物業開發及銷售
Shanghai Songpu Real Estate Development Co., Ltd.	20-Feb-17					Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
上海拓裕房地產開發有限公司 Shanghai Tuoyu Real Estate Development Co., Ltd.	2015年12月3日 3-Dec-15	10,000	10,000	66.58%	66.52%	物業開發及銷售 Development and sale of properties
上海新城寶郡置業有限公司 Shanghai Future Land Baojun Property Co., Ltd.	2013年1月16日 16-Jan-13	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城創宏房地產有限公司 Shanghai Future Land Chuanghong Real Estate Co., Ltd.	2010年1月26日 26-Jan-10	10,000	10,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城創佳置業有限公司 Shanghai Future Land Chuangjia Property Co., Ltd.	2008年3月20日 20-Mar-08	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城創賢房地產有限公司 Shanghai Future Land Chuangxian Real Estate Co., Ltd.	2015年4月1日 1-Apr-15	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城創域房地產有限公司(a) Shanghai Future Land Chuangyu Real Estate Co., Ltd. (a)	2011年5月10日 10-May-11	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城創置房地產有限公司 Shanghai Future Land Chuangzhi Real Estate Co., Ltd.	2003年1月29日 29-Jan-03	10,000	10,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城金郡房地產有限公司 Shanghai Future Land Jinjun Real Estate Co., Ltd.	2010年3月26日 26-Mar-10	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城松郡房地產有限公司 Shanghai Future Land Songjun Real Estate Development Co., Ltd.	2014年3月13日 13-Mar-14	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城萬嘉房地產有限公司 Shanghai Future Land Wanjia Real Estate Co., Ltd.	2003年3月19日 19-Mar-03	100,000	20,240	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海意霖房地產開發有限公司 Shanghai Yilin Real Estate Development Co., Ltd.	2016年5月13日 13-May-16	10,000	10,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海翼動創業孵化器有限公司 Shanghai Yidong Business Incubator Limited	2016年5月5日 5-May-16	10,000	10,000	67.20%	67.16%	諮詢服務 Consulting
上海億旭行銷管理諮詢有限公司 Shanghai Yixu Marketing Management Consulting Co., Ltd.	2018年8月3日 3-Aug-18	10,000	10,000	66.53%	66.50%	諮詢服務 Consulting
上海億樾企業管理有限公司 Shanghai Yiyue Enterprise Management Co., Ltd.	2018年9月18日 18-Sep-18	10,000	-	67.20%	67.16%	資產運營及管理 Asset operation and management
上海億棠餐飲管理有限公司 Shanghai Yipu Catering Management Co., Ltd.	2018年8月8日 8-Aug-18	500	-	67.20%	67.16%	餐飲管理 Food and beverage management
上海品億置業有限公司 Shanghai Pinyi Property Co., Ltd.	2017年3月23日 23-Mar-17	10,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				上海悅崧實業發展有限公司 Shanghai Yuesong Development Co., Ltd.	2019年9月20日 20-Sep-19	
上海悅韻行銷管理諮詢有限公司 Shanghai Yueyun Marketing Consultancy Co., Ltd.	2019年9月6日 6-Sep-19	10,000	10,000	66.53%	66.50%	房地產諮詢服務 Real estate consulting
上海新城鴻實健康科技發展有限公司 Shanghai Future Land Hongshi Health Technology Development Co., Ltd.	2020年5月21日 21-May-20	20,000	-	53.76%	67.16%	諮詢服務 Consulting
上海新城鴻崧企業管理有限公司 Shanghai Future Land Hongsong Enterprise Management Co., Ltd.	2020年12月18日 18-Dec-20	10,000	-	67.20%	67.16%	諮詢服務 Consulting
上海新城鴻晟企業管理有限公司 Shanghai Future Land Hongsheng Enterprise Management Co., Ltd.	2020年12月18日 18-Dec-20	10,000	-	67.20%	67.16%	諮詢服務 Consulting
上海新城鴻熙健康管理有限公司 Shanghai Future Land Hongxi Health Management Co., Ltd.	2020年5月21日 21-May-20	20,000	-	53.76%	67.16%	諮詢服務 Consulting
上海泉恒企業管理有限公司 Shanghai Quanheng Business Management Co., Ltd.	2017年1月22日 22-Jan-17	10,000	-	67.20%	67.16%	投資公司 Investment company
上海煜堯貿易有限公司(a) Shanghai Yupu Trading Co., Ltd. (a)	2018年5月10日 10-May-18	100,000	100,000	67.14%	67.16%	零售 Retail
上海簡和建築設計事務所有限公司 Shanghai Jianhe Architectural Design Office Co., Ltd.	2004年9月20日 20-Sep-04	3,000	-	67.20%	67.16%	建築設計及諮詢 Architecture design and consulting
上海蒞鼎工程諮詢有限公司 Shanghai Liding Architectural Technology Co., Ltd.	2012年9月17日 17-Sep-12	1,800	1,800	67.20%	67.16%	工程建設 Engineering consulting
上海藍恒企業管理有限公司 Shanghai Lanheng Business Management Co., Ltd.	2017年1月22日 22-Jan-17	1,000	-	67.20%	67.16%	諮詢服務 Consulting
上海譽旻企業管理有限公司 Shanghai Yumin Enterprise Management Co., Ltd.	2017年10月9日 9-Oct-17	10,000	-	67.20%	67.16%	諮詢服務 Consulting
上海雅聚置業有限公司 Shanghai Yaju Real Estate Co., Ltd.	2020年4月8日 8-Apr-20	10,000	-	66.54%	66.50%	物業開發及銷售 Development and sale of properties
上海吾悅投資管理有限公司 Shanghai Injoy Investment Management Co., Ltd.	2014年8月22日 22-Aug-14	10,000	10,000	66.53%	66.50%	投資公司 Investment company
上海瀚拓房地產開發有限公司 Shanghai Hantuo Real Estate Development Co., Ltd.	2016年10月28日 28-Oct-16	10,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
上海銘世置業有限公司 Shanghai Mingshi Property Co., Ltd.	2017年3月23日 23-Mar-17	10,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
上海鴻朋房地產開發有限公司 Shanghai Hongpeng Real Estate Development Co., Ltd.	2020年12月11日 11-Dec-20	1,000	-	56.93%	56.90%	物業開發及銷售 Development and sale of properties
上海鴻梁房地產開發有限公司 Shanghai Hongliang Real Estate Development Co., Ltd.	2020年11月30日 30-Nov-20	1,000	-	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海鴻澤房地產開發有限公司(c) Shanghai Hongze Real Estate Development Co., Ltd. (c)	2020年10月22日 22-Oct-20	1,000	-	45.39%	45.37%	物業開發及銷售 Development and sale of properties
上海鴻祿房地產開發有限公司 Shanghai Honglu Real Estate Development Co., Ltd.	2020年10月22日 22-Oct-20	1,000	-	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海昊順企業管理有限公司 Shanghai Houshun Enterprise Management Co., Ltd.	2017年10月9日 9-Oct-17	10,000	10,000	67.20%	67.16%	資產運營及管理 Asset operation and management
上海橙崧公寓管理有限公司 Shanghai Chengsong Apartment Management Co., Ltd.	2018年6月20日 20-Jun-18	10,000	10,000	67.20%	67.16%	酒店管理 Hotel management
上海億崧能源設備有限公司 Shanghai Yisong Energy Equipment Co., Ltd.	2018年8月1日 1-Aug-18	10,000	10,000	67.20%	67.16%	能源設備維護及租賃 Maintenance and leasing of energy equipment
上海悅崧能源設備有限公司 Shanghai Yuesong Energy Equipment Co., Ltd.	2019年11月27日 27-Nov-19	10,000	10,000	66.53%	67.16%	能源設備維護及租賃 Maintenance and leasing of energy equipment
上海新城茂疆商業經營管理有限公司 Shanghai Maojiang Business Management Co., Ltd.	2020年4月29日 29-Apr-20	5,000	5,000	66.53%	67.16%	資產運營及管理 Asset operation and management
上海迪裕商業經營管理有限公司(a) Shanghai Diyu Business Management Co., Ltd. (a)	2015年10月28日 28-Oct-15	360,000	360,000	66.76%	66.72%	資產運營及管理 Asset operation and management
上海青浦吾悅商業管理有限公司 Shanghai Qingpu Wuyue Commercial Management Co., Ltd.	2013年1月8日 8-Jan-13	5,000	5,000	66.53%	67.16%	資產運營及管理 Asset operation and management
上海恒韻房地產開發有限公司 Shanghai Hengyun Real Estate Development Co., Ltd.	2021年3月12日 12-Mar-21	1,000	-	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海恒昆房地產開發有限公司 Shanghai Hengkun Real Estate Development Co., Ltd.	2021年5月17日 17-May-21	1,000	-	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海恒彬房地產開發有限公司 Shanghai Hengbin Real Estate Development Co., Ltd.	2021年5月17日 17-May-21	1,000	-	66.76%	66.72%	物業開發及銷售 Development and sale of properties
上海新城恒塞企業管理有限公司 Shanghai Future Land Hengjian Enterprise Management Co., Ltd.	2021年4月19日 19-Apr-21	100	-	67.20%	67.16%	資產運營及管理 Asset operation and management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				上海新城恒偉企業管理有限公司 Shanghai Future Land Hengye Enterprise Management Co., Ltd.	2021年4月15日 15-Apr-21	
上海市黃浦住宅建設發展有限公司 Shanghai Huangpu Housing Construction Development Co., Ltd.	1989年8月10日 10-Aug-89	100,000	50,000	67.20%	67.16%	工程建設 Engineering construction
上海新城恒晟企業管理有限公司 Shanghai Future Land Hengsheng Enterprise Management Co., Ltd.	2021年8月19日 19-Aug-21	1,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
上海恒泰商業經營管理有限公司 Shanghai Hengtai Commercial Management Co., Ltd.	2021年11月24日 24-Nov-21	10,000	10,000	67.17%	66.72%	資產運營及管理 Asset operation and management
上海恒峯商業經營管理有限公司 Shanghai Hengfeng Commercial Management Co., Ltd.	2022年6月20日 20-Jun-22	2,000	-	66.76%	-	資產運營及管理 Asset operation and management
上海新城旭昇商業經營管理有限公司 Shanghai Future Land Xusheng Commercial Management Co., Ltd.	2022年9月6日 6-Sep-22	1,000	-	63.21%	-	資產運營及管理 Asset operation and management
上海新城旭嘉企業管理有限公司 Shanghai Future Land Xujia Enterprise Management Co., Ltd.	2022年10月13日 13-Oct-22	5,000	-	66.87%	-	資產運營及管理 Asset operation and management
亳州悅通房地產開發有限公司(c) Haozhou Yuetong Real Estate Development Co., Ltd. (c)	2019年5月27日 27-May-19	415,000	415,000	32.32%	32.30%	物業開發及銷售 Development and sale of properties
常州鼎佳房地產開發有限公司 Changzhou Dingjia Property Real Estate Development Co., Ltd.	2005年5月27日 27-May-05	10,000	10,000	64.71%	64.68%	物業開發及銷售 Development and sale of properties
常州福隆房地產開發有限公司 Changzhou Fulong Real Estate Development Co., Ltd.	2007年2月6日 6-Feb-07	10,000	10,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
常州鴻悅房地產開發有限公司 Changzhou Hongyue Real Estate Development Co., Ltd.	2020年5月26日 26-May-20	820,000	820,000	64.35%	38.59%	物業開發及銷售 Development and sale of properties
常州匯盛房地產發展有限公司(h) Changzhou Future Land Huisheng Development Co., Ltd. (h)	2013年5月15日 15-May-13	452,000	180,802	66.21%	66.16%	物業開發及銷售 Development and sale of properties
常州君德實業投資有限公司 Changzhou Junde Investment Co., Ltd.	2009年10月26日 26-Oct-09	400,000	400,000	64.36%	64.31%	物業開發及銷售 Development and sale of properties
常州市恒福置業有限公司 Changzhou Hengfu Property Co., Ltd.	2009年11月26日 26-Nov-09	20,000	20,000	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州市金壇新城萬郡置業有限公司 Jintan Future Land Wanjun Property Co., Ltd.	2011年3月22日 22-Mar-11	10,000	10,000	65.78%	65.74%	物業開發及銷售 Development and sale of properties
常州萬方新城房地產開發有限公司 Changzhou Wanfang Future Land Real Estate Development Co., Ltd.	2007年2月6日 6-Feb-07	20,000	20,000	64.42%	64.39%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
常州萬嘉置業諮詢有限公司 Changzhou Wanjia Property Consultancy Co., Ltd.	2008年1月18日 18-Jan-08	1,000	1,000	66.92%	67.16%	房地產諮詢服務 Real estate consulting
常州新城創恒房地產開發有限公司 Changzhou future Land Chuangheng Real Estate Development Co., Ltd.	2017年4月21日 21-Apr-17	600,000	600,000	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州新城創宏房地產開發有限公司 Changzhou Future Land Chuanghong Real Estate Development Co., Ltd.	2017年9月7日 7-Sep-17	20,000	20,000	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州新城創賢房地產開發有限公司 Changzhou Future Land Chuangxian Real Estate Development Co., Ltd.	2017年9月6日 6-Sep-17	20,000	20,000	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州新城東郡房地產開發有限公司 Changzhou Future Land Dongjun Real Estate Development Co., Ltd.	2005年12月27日 27-Dec-05	10,000	10,000	66.97%	66.93%	物業開發及銷售 Development and sale of properties
常州新城東昇房地產開發有限公司 Changzhou Future Land Dongsheng Real Estate Co., Ltd.	2009年6月4日 4-Jun-09	10,000	10,000	66.97%	66.93%	物業開發及銷售 Development and sale of properties
常州新城房產開發有限公司 Changzhou Future Land Real Estate Development Co., Ltd.	1998年4月26日 26-Apr-98	1,100,500	1,100,500	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州新城宏業房地產有限公司 Changzhou Future Land Hongye Real Estate Co., Ltd.	2009年12月28日 28-Dec-09	222,222	200,000	66.32%	66.50%	物業開發及銷售 Development and sale of properties
常州新城鴻翰房地產開發有限公司 Changzhou Future Land Honghan Real Estate Development Co., Ltd.	2020年6月18日 18-Jun-20	1,000	-	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州新城鴻昊房地產開發有限公司(c) Changzhou Future Land Honghao Commercial Management Co., Ltd. (c)	2014年12月5日 5-Dec-14	1,632,000	1,632,000	38.61%	38.59%	物業開發及銷售 Development and sale of properties
常州新城鴻軒房地產開發有限公司 Changzhou Future Land Hongxuan Real Estate Development Co., Ltd.	2020年5月20日 20-May-20	1,000	-	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州新城金郡房地產有限公司 Changzhou Future Land Jinjun Real Estate Co., Ltd.	2009年9月11日 11-Sep-09	47,780	47,780	64.63%	64.59%	物業開發及銷售 Development and sale of properties
常州新城科達投資諮詢有限公司 Changzhou Future Land Keda Investment Consultancy Co., Ltd.	2010年2月4日 4-Feb-10	500	500	67.20%	67.16%	諮詢服務 Consulting
常州新城萬博置業有限公司 Changzhou Future Land Wanbo Property Co., Ltd.	2007年5月16日 16-May-07	10,000	10,000	66.32%	66.50%	物業開發及銷售 Development and sale of properties
常州新城萬佳房地產開發有限公司 Changzhou Future Land Wanjia Real Estate Co., Ltd.	2009年12月10日 10-Dec-09	50,000	50,000	64.35%	65.41%	物業開發及銷售 Development and sale of properties
常州新城萬盛房地產有限公司 Changzhou Future Land Wansheng Real Estate Co., Ltd.	2010年6月12日 12-Jun-10	10,000	10,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	常州新城億吳企業管理有限公司 Changzhou Future Land Qihao Management Co., Ltd.	2018年7月26日 26-Jul-18	20,000	20,000	64.35%	
常州新城億捷房地產開發有限公司 (h) Changzhou Future Land Yijie Real Estate Development Co., Ltd. (h)	2018年11月28日 28-Nov-18	1,092,629	1,092,629	55.23%	55.20%	物業開發及銷售 Development and sale of properties
常州新城億凱企業管理有限公司 Changzhou Future Land Yikai Management Co., Ltd.	2018年7月27日 27-Jul-18	20,000	20,000	64.35%	64.31%	資產運營及管理 Asset operation and management
常州新城億瑞房地產開發有限公司 Changzhou Future Land Yirui Real Estate Development Co., Ltd.	2018年5月21日 21-May-18	551,320	551,320	53.72%	53.86%	物業開發及銷售 Development and sale of properties
常州新城億欣房地產開發有限公司 Changzhou Future Land Yixin Real Estate Development Co., Ltd.	2018年3月12日 12-Mar-18	370,370	370,370	52.36%	52.32%	物業開發及銷售 Development and sale of properties
常州新城悅尚房地產開發有限公司 (a) Changzhou Future Land Yueshang Real Estate Development Co., Ltd. (a)	2019年5月7日 7-May-19	1,315,000	1,315,000	64.63%	64.59%	物業開發及銷售 Development and sale of properties
常州新城置地房地產開發有限公司 Changzhou Future Land Zhidi Real Estate Development Co., Ltd.	2006年12月13日 13-Dec-06	10,000	10,000	64.35%	64.31%	物業開發及銷售 Development and sale of properties
常州新龍創置房地產開發有限公司 Changzhou Xinlong Chuangzhi Real Estate Development Co., Ltd.	2004年9月16日 16-Sep-04	20,000	20,000	66.63%	66.59%	物業開發及銷售 Development and sale of properties
常州興都房地產開發有限公司 Changzhou Xingdu Real Estate Development Co., Ltd.	2007年10月30日 30-Oct-07	20,000	20,000	65.24%	64.31%	物業開發及銷售 Development and sale of properties
常州悅盛房地產發展有限公司 Changzhou Future Land Yuesheng Development Co., Ltd.	2013年5月15日 15-May-13	22,000	22,000	66.32%	66.50%	物業開發及銷售 Development and sale of properties
常州卓盛房地產發展有限公司 (h) Changzhou Future Land Zhuosheng Development Co., Ltd. (h)	2013年5月15日 15-May-13	756,000	303,309	66.21%	66.16%	物業開發及銷售 Development and sale of properties
昆山鴻駿房地產開發有限公司 (a)(c) Kunshan Hongjun Real Estate Development Co., Ltd. (a)(c)	2020年6月2日 2-Jun-20	1,000,000	1,000,000	34.04%	34.02%	物業開發及銷售 Development and sale of properties
連雲港鴻熙房地產開發有限公司 (c) Lianyungang Hongxi Real Estate Development Co., Ltd. (c)	2020年8月5日 5-Aug-20	160,000	160,000	32.32%	32.30%	物業開發及銷售 Development and sale of properties
南通新城創置房地產有限公司 Nantong Future Land Chuangzhi Real Estate Co., Ltd.	2014年1月26日 26-Jan-14	850,000	850,000	53.40%	53.37%	物業開發及銷售 Development and sale of properties
平湖創錦房地產有限公司 Pinghu Real Estate Co., Ltd.	2017年8月16日 16-Aug-17	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
平湖鴻業貿易有限公司 (c) Pinghu Hongpu Trading Co., Ltd. (c)	2020年6月5日 5-Jun-20	1,000	-	34.27%	34.25%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
平湖德潤房地產開發有限公司 Pinghu Yirui Real Estate Development Co., Ltd.	2018年5月23日 23-May-18	97,710	97,710	54.08%	54.04%	物業開發及銷售 Development and sale of properties
平湖悅郡實業有限公司 Pinghu Yuejun Industry Co., Ltd.	2019年4月16日 16-Apr-19	10,000	-	67.16%	67.16%	工程建設 Engineering construction
啟東碧和房地產開發有限公司(c)(h) Qidong Bihe Real Estate Development Co., Ltd. (c)(h)	2017年10月27日 27-Oct-17	1,500,000	1,500,000	22.63%	22.62%	物業開發及銷售 Development and sale of properties
如皋市德晟房地產有限公司 Rugao Yisheng Real Estate Co., Ltd.	2018年5月14日 14-May-18	1,500,000	1,500,000	64.35%	64.31%	物業開發及銷售 Development and sale of properties
瀋陽德博房地產開發有限公司 Shengyang Yibo Real Estate Development Co., Ltd.	2018年12月20日 20-Dec-18	50,000	39,660	66.53%	66.50%	物業開發及銷售 Development and sale of properties
泗洪悅彰房地產開發有限公司(a) Sihong yuezhang Real Estate Development Co., Ltd. (a)	2020年1月2日 2-Jan-20	1,448,098	308,000	66.53%	60.16%	物業開發及銷售 Development and sale of properties
無錫鴻譽房地產開發有限公司 Wuxi Hongyu Real Estate Development Co., Ltd.	2020年7月6日 6-Jul-20	900,000	900,000	64.35%	38.59%	物業開發及銷售 Development and sale of properties
無錫新城創置房地產有限公司 Wuxi Future Land Chuangzhi Real Estate Co., Ltd.	2010年5月6日 6-May-10	20,000	20,000	67.12%	67.08%	物業開發及銷售 Development and sale of properties
無錫新城萬嘉置業有限公司 Wuxi Future Land Wanjia Property Co., Ltd.	2007年8月14日 14-Aug-07	420,500	420,500	67.12%	67.08%	物業開發及銷售 Development and sale of properties
無錫新恒置業有限公司 Wuxi Xinheng Property Co., Ltd.	2011年10月13日 13-Oct-11	20,000	20,000	67.12%	67.08%	物業開發及銷售 Development and sale of properties
宿遷力達置業有限公司 Suqian Lida Property Co., Ltd.	2009年5月27日 27-May-09	50,000	50,000	63.47%	64.39%	物業開發及銷售 Development and sale of properties
宿遷新城恒力房地產有限公司 Suqian Future Land Hengli Real Estate Co., Ltd.	2017年6月2日 2-Jun-17	50,000	50,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
宿遷新城德輝房地產有限公司 Suqian Future Land Yihui Real Estate Co., Ltd.	2018年8月6日 6-Aug-18	143,660	143,660	51.33%	51.30%	物業開發及銷售 Development and sale of properties
宿遷新城德盛房地產有限公司(c) Suqian Future Land Yisheng Real Estate Co., Ltd. (c)	2018年7月30日 30-Jul-18	600,000	600,000	38.02%	38.00%	物業開發及銷售 Development and sale of properties
宿遷新城悅鴻房地產有限公司(c) Suqian Future Land Yuehong Real Estate Development Co., Ltd. (c)	2019年12月9日 9-Dec-19	100,000	100,000	44.36%	44.33%	物業開發及銷售 Development and sale of properties
徐州金宸輝置業有限公司(c) Xuzhou Jinchenhui Real Estate Co., Ltd. (c)	2020年8月26日 26-Aug-20	2,400,000	-	44.36%	44.33%	物業開發及銷售 Development and sale of properties
徐州金宸置業有限公司(c) Xuzhou Jinchensheng Real Estate Co., Ltd. (c)	2020年8月6日 6-Aug-20	1,400,000	-	32.32%	32.30%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
徐州力昇房地產開發有限公司 Xuzhou Lisheng Real Estate Development Co., Ltd.	2020年3月16日 16-Mar-20	240,000	240,000	63.91%	65.08%	物業開發及銷售 Development and sale of properties
徐州新城創域房地產有限公司 Xuzhou Future Land Chuangyu Real Estate Co., Ltd.	2017年12月19日 19-Dec-17	30,000	500	63.38%	63.33%	物業開發及銷售 Development and sale of properties
徐州新城鴻昶房地產開發有限公司 Xuzhou Future Land Hongchang Real Estate Development Co., Ltd.	2020年5月22日 22-May-20	1,000	-	63.38%	63.33%	物業開發及銷售 Development and sale of properties
徐州新城鴻睿房地產開發有限公司 Xuzhou Future Land Hongrui Real Estate Development Co., Ltd.	2020年3月11日 11-Mar-20	20,000	-	63.47%	63.33%	物業開發及銷售 Development and sale of properties
徐州新城鴻昕房地產開發有限公司 Xuzhou Future Land Hongxin Real Estate Development Co., Ltd.	2020年5月22日 22-May-20	1,000	-	63.38%	63.33%	物業開發及銷售 Development and sale of properties
徐州新城鴻樾房地產開發有限公司 Xuzhou Future Land Hongyue Real Estate Development Co., Ltd.	2020年5月22日 22-May-20	1,000	-	63.38%	63.33%	物業開發及銷售 Development and sale of properties
徐州新城德恒房地產開發有限公司 Xuzhou Future Land Yiheng Real Estate Development Co., Ltd.	2018年11月29日 29-Nov-18	1,205,000	1,205,000	63.48%	63.33%	物業開發及銷售 Development and sale of properties
重慶吾悅房地產開發有限公司(a) Chongqing Injoy Real Estate Development Co., Ltd. (a)	2017年10月26日 26-Oct-17	50,000	50,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
常州新城鴻崧房地產開發有限公司 Changzhou Future Land Hongsong Real Estate Development Co., Ltd.	2020年5月20日 20-May-20	1,000	-	64.35%	38.59%	物業開發及銷售 Development and sale of properties
嘉興新城創盛房地產開發有限公司 Jiaxing Future Land Chuangsheng Real Estate Development Co., Ltd.	2016年10月21日 21-Oct-16	100,000	100,000	67.16%	67.16%	物業開發及銷售 Development and sale of properties
常州鴻睿房地產開發有限公司 Changzhou Hongrui Real Estate Development Co., Ltd.	2020年2月10日 10-Feb-20	694,000	694,000	64.35%	38.59%	物業開發及銷售 Development and sale of properties
常州嘉楓市場調查有限公司 Changzhou Jiafeng Market Research Co., Ltd.	2011年9月15日 15-Sep-11	5,000	5,000	64.35%	64.31%	建築設計 Architecture Design
常州嘉馳汽車配件有限公司 Changzhou Jia Chi Auto Parts Co., Ltd.	2007年1月16日 16-Jan-07	15,000	15,000	64.35%	64.31%	汽車配件設計、製造及銷售 Design, manufacture and sales of auto parts
常州金壇新城萬博房地產發展有限公司 Jintan Future Land Wanbo Real Estate Development Co., Ltd.	2015年4月10日 10-Apr-15	325,000	325,000	66.32%	66.50%	物業開發及銷售 Development and sale of properties
常州鴻輝房地產開發有限公司(c) Changzhou Honghui Real Estate Development Co., Ltd. (c)	2020年10月13日 13-Oct-20	750,000	675,033	38.61%	38.59%	物業開發及銷售 Development and sale of properties
鴻昊(南通)教育科技有限公司(a)(c) Honghao Education Technology Co., Ltd. (a)(c)	2020年12月3日 3-Dec-20	2,361,312	2,352,983	33.94%	33.92%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				宿遷新城鴻晟房地產開發有限公司 Sujian Future Land Hongsheng Real Estate Development Co., Ltd.	2020年11月13日 13-Nov-20	
常州鴻新房地產開發有限公司(c) Changzhou Hongxin Real Estate Management Co., Ltd. (c)	2020年12月7日 7-Dec-20	590,000	583,948	38.61%	38.59%	物業開發及銷售 Development and sale of properties
常州華誠造價諮詢有限公司 Changzhou Huacheng Cost Consulting Co., Ltd.	2016年1月12日 12-Jan-16	1,000	1,000	67.20%	67.16%	諮詢服務 Consulting
常州悅誠企業管理諮詢有限公司 Changzhou Yuecheng Enterprise Management Consultancy Co., Ltd.	2019年1月14日 14-Jan-19	1,000	1,000	67.20%	67.16%	資產運營及管理 Asset operation and management
常州榮森建築工程技術有限公司 Changzhou Design Of Century Construction Engineering Technology Co., Ltd.	2016年11月24日 24-Nov-16	2,000	2,000	67.20%	67.16%	工程建設 Engineering construction
新城控股集團養老服務有限公司 Seazen Holding Group Pension service Co., Ltd.	2020年5月8日 8-May-20	20,000	10,000	53.76%	67.16%	退休金服務 Pension services
新城控股集團酒店管理有限公司 Seazen Holding Group Hotel Management Co., Ltd.	2018年9月28日 28-Sep-18	50,000	50,000	67.20%	67.16%	酒店管理 Hotel management
江蘇心醫普健康產業有限公司 Jiangsu Xinyihui Health Industry Co., Ltd.	2020年11月24日 24-Nov-20	10,000	-	53.76%	67.16%	諮詢服務 Consulting
江蘇永杉建築有限公司 Jiangsu Yongshan Construction Co., Ltd.	2018年11月30日 30-Nov-18	80,880	80,880	66.54%	66.50%	工程建設 Engineering construction
江蘇榮森建築設計有限公司 Design Of Century Architecture Co., Ltd.	1990年5月11日 11-May-90	46,800	46,800	67.20%	67.16%	建築設計 Architecture Design
江蘇遠東電力科技有限公司(c) Jiangsu Yuanshu Power Technology Co., Ltd. (c)	2018年7月6日 6-Jul-18	50,000	50,000	39.92%	39.90%	銷售電力設施 Sales of power facilities
蘇州森典建築設計有限公司 Suzhou Jindian Architectural Design Co., Ltd.	2016年12月21日 21-Dec-16	1,000	1,000	67.20%	67.16%	建築設計 Architecture Design
東台市新城悅盛房地產開發有限公司 Dongtai Future Land Yuezheng Real Estate Development Co., Ltd.	2019年4月2日 2-Apr-19	417,467	417,467	53.89%	53.86%	物業開發及銷售 Development and sale of properties
東營新城鴻耀房地產開發有限公司(a) Dongying Future Land Hongyi Real Estate Development Co., Ltd. (a)	2020年11月24日 24-Nov-20	1,338,000	424,804	66.53%	66.50%	物業開發及銷售 Development and sale of properties
豐縣新城鴻悅房地產開發有限公司(a) Fengxian Future Land Hongyue Real Estate Development Co., Ltd. (a)	2020年10月30日 30-Oct-20	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
臨沂新城吾悅置業有限公司 Linyi Future Land Injoy Property Co., Ltd.	2016年12月12日 12-Dec-16	15,000	15,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
丹陽新城宏盛房地產發展有限公司 (g) Danyang Future Land Hongsheng Real Estate Development Co., Ltd. (g)	2013年11月5日 5-Nov-13	20,000	20,000	65.73%	65.83%	物業開發及銷售 Development and sale of properties
六安億博房地產開發有限公司 Luan Yibo Real Estate Development Co., Ltd.	2017年12月30日 30-Dec-17	615,000	615,000	66.64%	66.61%	物業開發及銷售 Development and sale of properties
興化新城億恒房地產開發有限公司 Xinghua Future Land Yiheng Real Estate Development Co., Ltd.	2017年12月30日 30-Dec-17	415,521	415,521	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南京新城萬博房地產開發有限公司 Nanjing Future Land Wanbo Real Estate Development Co., Ltd.	2017年3月2日 2-Mar-17	20,000	20,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南京新城億博房地產開發有限公司 (a) Nanjing Future land Yibo Real Estate Development Co., Ltd. (a)	2018年8月1日 1-Aug-18	466,290	466,290	53.89%	53.86%	物業開發及銷售 Development and sale of properties
南京新城創置房地產有限公司 Nanjing Future Land Chuangzhi Real Estate Co., Ltd.	2002年9月9日 9-Sep-02	120,000	120,000	64.63%	64.59%	物業開發及銷售 Development and sale of properties
句容萬博房地產開發有限公司 Jurong Wanbo Real Estate Development Co., Ltd.	2017年2月28日 28-Feb-17	418,270	376,450	66.92%	-	物業開發及銷售 Development and sale of properties
合肥新城吾悅房地產開發有限公司 Hefei Future Land Wuyue Real Estate Development Co., Ltd.	2017年7月25日 25-Jul-17	50,000	50,000	66.34%	66.50%	物業開發及銷售 Development and sale of properties
合肥新城悅盛房地產開發有限公司 Hefei Future Land Yuesheng Real Estate Development Co., Ltd.	2017年10月18日 18-Oct-17	400,000	400,000	66.34%	66.50%	物業開發及銷售 Development and sale of properties
啟東市新城萬博房地產開發有限公司 Qidong Future Land Wanbo Real Estate Development Co., Ltd.	2017年1月6日 6-Jan-17	277,000	172,250	66.56%	66.50%	物業開發及銷售 Development and sale of properties
天長市新城悅興房地產開發有限公司 Tianchang Future Land Yuexin Real Estate Development Co., Ltd.	2019年6月6日 6-Jun-19	50,000	50,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
如皋吾悅房地產發展有限公司 Rugao Enjoy Real Estate Development Co., Ltd.	2016年4月25日 25-Apr-16	10,000	10,000	66.56%	66.50%	物業開發及銷售 Development and sale of properties
安慶新城悅盛房地產發展有限公司 Anqing Future Land Yuesheng Development Co., Ltd.	2014年12月1日 1-Dec-14	90,000	90,000	66.33%	66.50%	物業開發及銷售 Development and sale of properties
安陽新城鴻麟房地產開發有限公司 (a) Anyang Future Land Hongqi Real Estate Development Co., Ltd. (a)	2020年6月29日 29-Jun-20	100,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
寶應億盛房地產開發有限公司 Baoying Yisheng Real Estate Development Co., Ltd.	2018年3月5日 5-Mar-18	398,080	398,080	53.89%	53.86%	物業開發及銷售 Development and sale of properties
宿州新城億博房地產開發有限公司 Suzhou Future Land Yibo Real Estate Development Co., Ltd.	2018年7月17日 17-Jul-18	32,000	2,000	66.35%	66.50%	物業開發及銷售 Development and sale of properties
常州新城紫東房地產發展有限公司 Changzhou Future Land Zidong Real Estate Development Co., Ltd.	2017年11月2日 2-Nov-17	349,690	348,798	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
徐州市賈汪區德睿房地產開發有限公司 Xuzhou Jiawang Yirui Real Estate Development Co., Ltd.	2018年5月30日 30-May-18	122,860	122,860	53.89%	53.86%	物業開發及銷售 Development and sale of properties
徐州新城鴻茂房地產開發有限公司 Xuzhou Future Land Hongmao Real Estate Development Co., Ltd.	2020年3月16日 16-Mar-20	240,000	50,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
揚州市新城悅盛房地產開發有限公司(a) Yangzhou Future Land Yuesheng Real Estate Development Co., Ltd. (a)	2019年9月3日 3-Sep-19	105,000	105,000	66.88%	66.84%	物業開發及銷售 Development and sale of properties
揚州新城悅盛房地產發展有限公司 Yangzhou Future Land Yuesheng Real Estate Development Co., Ltd.	2016年7月25日 25-Jul-16	330,414	330,414	66.33%	66.50%	物業開發及銷售 Development and sale of properties
新泰新城鴻盛房地產開發有限公司(a) Xintai Future Land Hongsheng Real Estate Development Co., Ltd. (a)	2020年2月27日 27-Feb-20	250,000	175,000	66.88%	66.84%	物業開發及銷售 Development and sale of properties
無錫新城萬博置業有限公司 Wuxi Future Land Wanbo Property Co., Ltd.	2011年1月6日 6-Jan-11	293,390	293,390	64.35%	38.59%	物業開發及銷售 Development and sale of properties
日照鴻環實業有限公司 Rizhao Hongjin Real Estate Development Co., Ltd.	2020年11月24日 24-Nov-20	914,300	324,298	66.53%	66.50%	物業開發及銷售 Development and sale of properties
泗陽鴻禧房地產開發有限公司(h) Siyang Honglu Real Estate Development Co., Ltd. (h)	2020年5月29日 29-May-20	1,069,500	211,517	66.53%	66.50%	物業開發及銷售 Development and sale of properties
泰興新城萬博房地產開發有限公司 Taixing Future Land Wanbo Real Estate Development Co., Ltd.	2017年1月4日 4-Jan-17	334,640	334,640	66.53%	66.50%	物業開發及銷售 Development and sale of properties
泰安新城悅盛房地產開發有限公司 Taian Future Land Yuesheng Real Estate Development Co., Ltd.	2019年1月30日 30-Jan-19	120,638	120,638	53.89%	53.86%	物業開發及銷售 Development and sale of properties
濟寧新城悅盛置業有限公司 Jining Future Land Yuesheng Property Co., Ltd.	2019年5月22日 22-May-19	105,000	105,000	66.88%	66.84%	物業開發及銷售 Development and sale of properties
濰水縣鴻翰貿易有限公司(g) Lianshui County Honghan Trading Co., Ltd. (g)	2020年7月13日 13-Jul-20	139,930	76,961	66.53%	66.50%	物業開發及銷售 Development and sale of properties
濰水新城悅盛房地產開發有限公司(h) Lianshui Future Land Yuesheng Real Estate Development Co., Ltd. (h)	2019年4月16日 16-Apr-19	706,049	635,882	53.89%	53.86%	物業開發及銷售 Development and sale of properties
濰博新城鴻拓房地產開發有限公司 Zibo Future Land Hongtuo Real Estate Development Co., Ltd.	2020年6月30日 30-Jun-20	625,000	295,428	66.68%	66.61%	物業開發及銷售 Development and sale of properties
淮北新城億軒房地產開發有限公司 Huaibei Yixuan Real Estate Development Co., Ltd.	2018年1月5日 5-Jan-18	31,430	31,430	66.32%	66.50%	物業開發及銷售 Development and sale of properties
淮南新城吾悅房地產開發有限公司 Huainan Future Land Injoy Real Estate Development Co., Ltd.	2017年2月27日 27-Feb-17	145,810	75,810	66.35%	66.50%	物業開發及銷售 Development and sale of properties
淮安德悅鋼材貿易有限公司(g) Huai'an Yirui Steel Trading Co., Ltd. (g)	2018年10月19日 19-Oct-18	205,838	102,919	66.53%	66.50%	零售 Retail

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
淮安新城億博房地產開發有限公司 Huai'an Future Land Yibo Real Estate Development Co., Ltd.	2018年1月22日 22-Jan-18	15,200	15,200	66.53%	66.50%	物業開發及銷售 Development and sale of properties
溧陽吾悅創盛房地產開發有限公司 (g) Liyang Wuyue Chuangsheng Real Estate Development Co., Ltd. (g)	2017年12月4日 4-Dec-17	175,560	175,560	66.53%	66.50%	物業開發及銷售 Development and sale of properties
溧陽新城星隴酒店管理有限公司 Liyang Future Land Xingli Hotel Management Co., Ltd.	2019年11月22日 22-Nov-19	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
滁州新城悅博房地產開發有限公司 Chuzhou Future Land Yuebo Real Estate Development Co., Ltd.	2019年1月30日 30-Jan-19	105,000	105,000	66.88%	66.84%	物業開發及銷售 Development and sale of properties
濱州新城鴻睿房地產開發有限公司 (a) Binzhou Future Land Hongrui Real Estate Development Co., Ltd. (a)	2020年6月9日 9-Jun-20	171,097	-	66.67%	66.62%	物業開發及銷售 Development and sale of properties
煙臺市芝罘區鴻環房地產開發有限公司 (a) Yantai Zhifu Hongjing Real Estate Development Co., Ltd. (a)	2020年11月23日 23-Nov-20	889,650	350,838	66.53%	66.50%	物業開發及銷售 Development and sale of properties
鹽城市大豐區新城億軒房地產開發有限公司 Yancheng dafeng Future Land Yixuan Real Estate Development Co., Ltd.	2018年12月28日 28-Dec-18	424,077	424,077	53.89%	53.86%	物業開發及銷售 Development and sale of properties
鹽城新城億博房地產開發有限公司 Yancheng Future Land Yibo Real Estate Development Co., Ltd.	2018年3月21日 21-Mar-18	469,400	469,400	53.89%	53.86%	物業開發及銷售 Development and sale of properties
鹽城新城億鴻房地產開發有限公司 Yancheng Future Land Yihong Real Estate Development Co., Ltd.	2018年10月22日 22-Oct-18	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
盱眙鴻禧房地產開發有限公司 Xuyi Hongyi Real Estate Development Co., Ltd.	2020年7月2日 2-Jul-20	721,494	210,258	66.53%	66.50%	物業開發及銷售 Development and sale of properties
肥城新城鴻泰房地產開發有限公司 Feicheng Future Land Hongtai Real Estate Development Co., Ltd.	2020年6月1日 1-Jun-20	145,000	145,000	66.61%	66.50%	物業開發及銷售 Development and sale of properties
蚌埠新城億鑫房地產開發有限公司 Bengbu Yixin Real Estate Development Co., Ltd.	2018年7月25日 25-Jul-18	26,000	26,000	66.32%	66.50%	物業開發及銷售 Development and sale of properties
連雲港億博房地產開發有限公司 Lianyungang Yibo Real Estate Development Co., Ltd.	2018年2月8日 8-Feb-18	100,000	2,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
連雲港新城萬博房地產開發有限公司 Lianyungang Future Land Wanbo Real Estate Development Co., Ltd.	2017年8月16日 16-Aug-17	41,300	41,300	66.53%	66.50%	物業開發及銷售 Development and sale of properties
鄭州新城億博房地產開發有限公司 Zhengzhou Future Land Yibo Real Estate Development Co., Ltd.	2018年12月5日 5-Dec-18	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
銅陵新城悅盛房地產開發有限公司 (a) Tongling Future Land Yueheng Real Estate Development Co., Ltd. (a)	2019年6月25日 25-Jun-19	1,000,000	1,000,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
鎮江凱盛房地產發展有限公司 (g) Zhenjiang Kaisheng Development Co., Ltd. (g)	2013年6月7日 7-Jun-13	20,000	20,000	65.73%	65.83%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
鎮江悅盛房地產發展有限公司 (g) Zhenjiang Yuesheng Real Estate Development Co., Ltd. (g)	2015年9月11日 11-Sep-15	9,956	9,956	66.33%	66.50%	物業開發及銷售 Development and sale of properties
阜陽新城億博房地產開發有限公司 Fuyang Yibo Real Estate Development Co., Ltd.	2018年6月29日 29-Jun-18	50,000	50,000	64.35%	64.31%	物業開發及銷售 Development and sale of properties
高郵市新城億博房地產開發有限公司 Gaoyou Future Land Yibo Real Estate Development Co., Ltd.	2018年4月9日 9-Apr-18	301,080	301,080	53.89%	53.86%	物業開發及銷售 Development and sale of properties
萬博環球有限公司 (b) Wanbo Global Co., Ltd. (b)	2017年12月31日 31-Dec-17	-	-	66.53%	66.50%	投資公司 Investment company
中愛集團有限公司 (b) ATL Group Limited (b)	2006年3月21日 21-Mar-06	103	103	66.53%	66.50%	投資公司 Investment company
優力有限公司 (b) Aceled Limited (b)	2013年11月1日 1-Nov-13	-	-	65.87%	65.83%	投資公司 Investment company
伯華投資有限公司 (b) Bohua Investments Limited (b)	2017年12月30日 30-Dec-17	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
信亮發展有限公司 (b) Xinliang Development Limited (b)	2020年5月1日 1-May-20	-	-	66.53%	66.50%	投資公司 Investment company
利帆環球有限公司 (b) Lifan Global Limited (b)	2020年5月1日 1-May-20	-	-	66.53%	66.50%	投資公司 Investment company
利添環球有限公司 (b) Litian Global Limited (b)	2020年5月1日 1-May-20	-	-	66.53%	66.50%	投資公司 Investment company
卓耀有限公司 (b) Excel Ray Limited (b)	2016年6月10日 10-Jun-16	-	-	66.53%	66.50%	投資公司 Investment company
定海國際有限公司 (b) Dinghai International Co., Ltd. (b)	2017年12月30日 30-Dec-17	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
尊鋒投資有限公司 (b) Premier Point Investments Limited (b)	2015年5月29日 29-May-15	-	-	66.53%	66.50%	投資公司 Investment company
希添國際有限公司 (b) Xitian International Co., Ltd. (b)	2017年12月30日 30-Dec-17	-	-	66.53%	66.50%	投資公司 Investment company
常州景旭諮詢管理有限公司 (g) Changzhou Jingxu Consultancy Co., Ltd. (g)	2014年11月6日 6-Nov-14	2,000	-	66.53%	66.50%	投資公司 Investment company
怡堡有限公司 (b) Harmonic Castle Limited (b)	2016年6月8日 8-Jun-16	-	-	66.53%	66.50%	投資公司 Investment company
怡高有限公司 (b) Harmonic Goal Limited (b)	2016年6月10日 10-Jun-16	-	-	66.53%	66.50%	投資公司 Investment company

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				人民幣千元 RMB'000	人民幣千元 RMB'000	
恒光有限公司 (b)	2017年12月30日	-	-	66.53%	66.50%	物業開發及銷售
Ever Brilliant Limited (b)	30-Dec-17	-	-	66.53%	66.50%	Development and sale of properties
成威創投有限公司 (b)	2017年12月31日	-	-	66.53%	66.50%	物業開發及銷售
Chengwei Chuangtou Co., Ltd. (b)	31-Dec-17	-	-	66.53%	66.50%	Development and sale of properties
敏悅企業有限公司 (b)	2020年4月28日	10,000	-	66.53%	66.50%	投資公司
Minyue Enterprise Co., Ltd. (b)	28-Apr-20	10,000	-	66.53%	66.50%	Investment company
新城萬博置業有限公司	2008年1月24日	800,000	800,000	66.53%	66.50%	物業開發及銷售
Future Land Wanbo Property Co., Ltd.	24-Jan-08	800,000	800,000	66.53%	66.50%	Development and sale of properties
新城控股集團企業管理有限公司 (a)	2016年8月19日	202,000	200,000	66.53%	66.50%	物業開發及銷售
Future Land Holdings Real Estate Development Co., Ltd. (a)	19-Aug-16	202,000	200,000	66.53%	66.50%	Development and sale of properties
新城環球有限公司 (b)	2017年3月10日	-	-	66.53%	66.50%	投資公司
New Metro Global Limited (b)	10-Mar-17	-	-	66.53%	66.50%	Investment company
旭昇發展有限公司 (b)	2017年12月31日	-	-	66.53%	66.50%	投資公司
Xusheng Developments Limited (b)	31-Dec-17	-	-	66.53%	66.50%	Investment company
昇創有限公司 (b)	2013年4月30日	-	-	65.87%	65.83%	投資公司
Exalt Creation Limited (b)	30-Apr-13	-	-	65.87%	65.83%	Investment company
晨希有限公司 (b)	2017年12月31日	-	-	66.53%	66.50%	物業開發及銷售
Chenxi Limited (b)	31-Dec-17	-	-	66.53%	66.50%	Development and sale of properties
毅行有限公司 (b)	2017年12月30日	-	-	66.53%	66.50%	投資公司
Yixing Limited (b)	30-Dec-17	-	-	66.53%	66.50%	Investment company
永康企業有限公司 (b)	2015年6月12日	-	-	66.53%	66.50%	投資公司
Ever Health Enterprises Limited (b)	12-Jun-15	-	-	66.53%	66.50%	Investment company
永智環球有限公司 (b)	2020年5月1日	-	-	66.53%	66.50%	投資公司
Yongzhi Global Limited (b)	1-May-20	-	-	66.53%	66.50%	Investment company
永勝創投有限公司 (b)	2015年5月28日	-	-	66.53%	66.50%	投資公司
Ever Victory Ventures Limited (b)	28-May-15	-	-	66.53%	66.50%	Investment company
匯商國際有限公司 (b)	2017年12月30日	-	-	66.53%	66.50%	投資公司
Hui Sheng International Limited (b)	30-Dec-17	-	-	66.53%	66.50%	Investment company
爵宇有限公司 (b)	2020年5月1日	-	-	66.53%	66.50%	投資公司
Jueyu Limited (b)	1-May-20	-	-	66.53%	66.50%	Investment company
祥堡發展有限公司 (b)	2020年5月1日	-	-	66.53%	66.50%	投資公司
Xiangbao Development Limited (b)	1-May-20	-	-	66.53%	66.50%	Investment company
立盈環球有限公司 (b)	2017年12月30日	-	-	66.53%	66.50%	投資公司
Liyong Global Limited (b)	30-Dec-17	-	-	66.53%	66.50%	Investment company

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				2022年 2022	2021年 2021	
茂源控股有限公司 (b)	2013年9月27日	-	-	65.87%	65.83%	投資公司
Flourish Source Holdings Limited (b)	27-Sep-13	-	-			Investment company
豪泰環球有限公司 (b)	2013年5月28日	-	-	65.87%	65.83%	投資公司
Heroic Time Global Limited (b)	28-May-13	-	-			Investment company
金妙發展有限公司 (b)	2020年5月1日	-	-	66.53%	66.50%	物業開發及銷售
Jinmiao Limited (b)	1-May-20	-	-			Development and sale of properties
鑫溢創投有限公司 (b)	2017年12月30日	-	-	66.53%	66.50%	投資公司
Xinyi Investments Limited (b)	30-Dec-17	-	-			Investment company
錦天發展有限公司 (b)	2017年12月30日	-	-	66.53%	66.50%	物業開發及銷售
Jintian Development Limited (b)	30-Dec-17	-	-			Development and sale of properties
隆成集團有限公司 (b)	2020年5月1日	-	-	66.53%	66.50%	投資公司
Longcheng Group Limited (b)	1-May-20	-	-			Investment company
隆智控股有限公司 (b)	2020年5月1日	-	-	66.53%	66.50%	投資公司
Longzhi Holdings Limited (b)	1-May-20	-	-			Investment company
香港萬彰發展有限公司 (b)	2017年12月8日	-	-	66.53%	66.50%	投資公司
Hong Kong Wanzhang Development Co., Ltd. (b)	8-Dec-17	-	-			Investment company
香港萬茂發展有限公司 (b)	2017年12月8日	-	-	66.53%	66.50%	投資公司
Hong Kong Wanmao Development Co., Ltd. (b)	8-Dec-17	-	-			Investment company
香港創坤發展有限公司 (b)	2017年2月20日	-	-	66.53%	66.50%	投資公司
Hong Kong Chuangkun Development Co., Ltd. (b)	20-Feb-17	-	-			Investment company
香港創嶸發展有限公司 (b)	2016年7月22日	-	-	66.53%	66.50%	投資公司
Hong Kong Chuangrong Development Limited (b)	22-Jul-16	-	-			Investment company
香港創澤發展有限公司 (b)	2017年2月20日	-	-	66.53%	66.50%	投資公司
Hong Kong Chuangze Development Limited (b)	20-Feb-17	-	-			Investment company
香港創賢發展有限公司 (b)	2017年2月20日	-	-	66.53%	66.50%	投資公司
Hong Kong Chaungxian Development Limited (b)	20-Feb-17	-	-			Investment company
香港創錦發展有限公司 (b)	2017年2月20日	-	-	66.53%	66.50%	投資公司
Hong Kong Chuangjin Development Limited (b)	20-Feb-17	-	-			Investment company
香港創隆發展有限公司 (b)	2014年10月28日	-	-	65.87%	65.83%	投資公司
Hong Kong Chuanglong Development Limited (b)	28-Oct-14	-	-			Investment company
香港卓盛發展有限公司 (b)	2014年1月10日	-	-	65.87%	65.83%	投資公司
Hong Kong Excellent Development Limited (b)	10-Jan-14	-	-			Investment company
香港吾悅發展有限公司 (b)	2014年9月12日	7,931	7,931	66.53%	66.50%	投資公司
Hong Kong Injoy Development Limited (b)	12-Sep-14	-	-			Investment company

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				香港恒啟發展有限公司 (b) Hong Kong Hengqi Development Limited (b)	2017年2月8日 8-Feb-17	
香港恒宇發展有限公司 (b) Hong Kong Perpetual Development Limited (b)	2013年7月16日 16-Jul-13	-	-	65.87%	65.83%	投資公司 Investment company
香港恒茂發展有限公司 (b) Hong Kong Hengpeng Development Limited (b)	2016年7月22日 22-Jul-16	-	-	66.53%	66.50%	投資公司 Investment company
香港恒軒發展有限公司 (b)(c) Hong Kong Hengxuan Development Limited (b)(c)	2014年9月24日 24-Sep-14	1,000	1,000	49.90%	49.87%	投資公司 Investment company
香港悅崧發展有限公司 (b) Hong Kong Yuesong Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅庭發展有限公司 (b) Hong Kong Yueting Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅弘發展有限公司 (b) Hong Kong Yuehong Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅昊發展有限公司 (b) Hong Kong Yuehao Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅睿發展有限公司 (b) Hong Kong Yuerui Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅翰發展有限公司 (b) Hong Kong Yuehan Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅臻發展有限公司 (b) Hong Kong Yuezhen Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅辰發展有限公司 (b) Hong Kong Yuechen Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅銘發展有限公司 (b) Hong Kong Yueming Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港悅麟發展有限公司 (b) Hong Kong Yueqi Development Co., Ltd. (b)	2019年6月10日 10-Jun-19	-	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
香港景盛發展有限公司 (b) Hong Kong Jingsheng Development Limited (b)	2014年9月12日 12-Sep-14	-	-	66.53%	66.50%	投資公司 Investment company
香港柏瑞發展有限公司 (b) Hong Kong Borui Development Limited (b)	2017年12月8日 8-Dec-17	-	-	66.53%	66.50%	投資公司 Investment company
香港柏翰發展有限公司 (b) Hong Kong Bohan Development Limited (b)	2017年12月8日 8-Dec-17	-	-	66.53%	66.50%	投資公司 Investment company

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
香港柏軒發展有限公司 (b)	2017年12月8日	-	-	66.53%	66.50%	投資公司
Hong Kong Boxuan Development Limited (b)	8-Dec-17					Investment company
香港匯盛發展有限公司 (b)	2014年8月22日	7,951	7,951	67.20%	67.16%	投資公司
Hong Kong Glorious Development Limited (b)	22-Aug-14					Investment company
香港澤盛發展有限公司 (b)	2015年6月19日	-	-	66.53%	66.50%	投資公司
Hong Kong Zesheng Development Limited (b)	19-Jun-15					Investment company
香港瑞盛發展有限公司 (b)	2015年6月19日	-	-	66.53%	66.50%	投資公司
Hong Kong Ruisheng Development Limited (b)	19-Jun-15					Investment company
香港益盛發展有限公司 (b)	2014年1月10日	-	-	65.87%	65.83%	投資公司
Hong Kong Grand Development Limited (b)	10-Jan-14					Investment company
香港禧盛發展有限公司 (b)	2015年6月19日	-	-	66.53%	66.50%	投資公司
Hong Kong Xisheng Development Limited (b)	19-Jun-15					Investment company
香港譽盛發展有限公司 (b)	2018年10月23日	-	-	66.53%	66.50%	投資公司
Hong Kong Yusheng Development Co., Ltd. (b)	23-Oct-18					Investment company
香港隆盛發展有限公司 (b)	2017年12月8日	-	-	66.53%	66.50%	投資公司
Hong Kong Longsheng Development Limited (b)	8-Dec-17					Investment company
香港鼎佳發展有限公司 (b)	2017年12月8日	-	-	66.53%	66.50%	投資公司
Hong Kong Dingjia Development Limited (b)	8-Dec-17					Investment company
香港鼎泓發展有限公司 (b)	2016年7月22日	-	-	66.53%	66.50%	投資公司
Hong Kong Dinghong Development Limited (b)	22-Jul-16					Investment company
香港鼎盛發展有限公司 (b)	2013年7月16日	-	-	65.87%	65.83%	投資公司
Hong Kong Flourishing Development Limited (b)	16-Jul-13					Investment company
香港鼎睿發展有限公司 (b)	2017年12月8日	-	-	66.53%	66.50%	投資公司
Hong Kong Dingrui Development Limited (b)	8-Dec-17					Investment company
馳益投資有限公司 (b)	2017年12月30日	-	-	66.53%	66.50%	物業開發及銷售
Chiyi Investment Limited (b)	30-Dec-17					Development and sale of properties
龍旺發展有限公司 (b)	2014年7月29日	300	-	66.53%	66.50%	投資公司
Dragon Boom Developments Limited (b)	29-Jul-14					Investment company
烏魯木齊新城鴻悅房地產開發有限公司	2020年4月15日	100,000	100,000	66.76%	66.72%	物業開發及銷售
Urumqi Future Land Hongyue Real Estate Development Co., Ltd.	15-Apr-20					Development and sale of properties
蘭州新城鴻潤房地產開發有限公司	2020年6月24日	204,080	104,080	66.64%	66.61%	物業開發及銷售
Lanzhou Future Land Hongrun Real Estate Development Co., Ltd.	24-Jun-20					Development and sale of properties
內江新城悅盛房地產開發有限公司 (a)	2017年12月30日	105,000	95,000	66.88%	66.84%	物業開發及銷售
Neijiang Future Land Yuesheng Real Estate Development Co., Ltd. (a)	30-Dec-17					Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				人民幣千元 RMB'000	人民幣千元 RMB'000	
包頭市新成德卓房地產開發有限公司 Baotou Future Land Yizhuo Real Estate Development Co., Ltd.	2018年7月25日 25-Jul-18	50,000	40,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
包頭市新成德博房地產開發有限公司 Baotou Future Land Yibo Real Estate Development Co., Ltd.	2018年3月16日 16-Mar-18	50,000	30,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
包頭新成鴻博房地產開發有限公司 Baotou Future Land Hongbo Real Estate Development Co., Ltd.	2020年5月13日 13-May-20	50,000	-	67.02%	66.72%	物業開發及銷售 Development and sale of properties
唐山德茂房地產開發有限公司(h) Tangshan Yimao Real Estate Development Co., Ltd. (h)	2018年5月29日 29-May-18	804,080	804,080	53.89%	53.86%	物業開發及銷售 Development and sale of properties
大同新城悅盛房地產開發有限公司(a) Datong Future Land Yuesheng Real Estate Development Co., Ltd. (a)	2019年7月15日 15-Jul-19	50,000	50,000	67.19%	67.16%	物業開發及銷售 Development and sale of properties
天津市新城萬博房地產開發有限公司(a) Tianjin Future Land Wanbo Real Estate Development Co., Ltd. (a)	2017年5月11日 11-May-17	20,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津市津南區新城吾悅房地產開發有限公司 Tianjin Jinnan Future Land Injoy Real Estate Development Co., Ltd.	2016年4月27日 27-Apr-16	300,000	300,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津市濱海新區新城悅鑫房地產開發有限公司(a) Tianjin Binhai Future Land Yuxin Real Estate Development Co., Ltd. (a)	2019年2月27日 27-Feb-19	130,000	130,000	54.43%	54.40%	物業開發及銷售 Development and sale of properties
天津新城悅連房地產開發有限公司 Tianjin Future Land Yueda Real Estate Development Co., Ltd.	2019年5月27日 27-May-19	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
太原新城凱拓房地產開發有限公司 Taiyuan Future Land Kaituo Real Estate Development Co., Ltd.	2017年3月27日 27-Mar-17	375,000	-	66.64%	66.50%	物業開發及銷售 Development and sale of properties
太原新城盛華房地產開發有限公司 Taiyuan Future Land Shenghua Real Estate Development Co., Ltd.	2017年8月2日 2-Aug-17	10,000	-	57.89%	57.85%	物業開發及銷售 Development and sale of properties
太原新城鴻悅房地產開發有限公司(a) Taiyuan Future Land Hongyue Real Estate Development Co., Ltd. (a)	2020年7月7日 7-Jul-20	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
安康鴻瀚貿易有限公司(g) Ankang Honghan Trading Co., Ltd. (g)	2020年12月3日 3-Dec-20	39,189	39,189	66.27%	66.16%	物業開發及銷售 Development and sale of properties
安康鴻璟房地產開發有限公司 Ankang Hongjing Real Estate Development Co., Ltd.	2020年5月14日 14-May-20	100,000	100,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
寶雞新城萬博房地產開發有限公司 Baoji Future Land Wanbo Real Estate Development Co., Ltd.	2017年8月18日 18-Aug-17	225,000	225,000	66.59%	66.50%	物業開發及銷售 Development and sale of properties
寶雞祥和貿易有限公司(g) Baoji Luhe Trading Co., Ltd. (g)	2017年12月12日 12-Dec-17	65,412	65,412	66.53%	66.50%	零售 Retail
延安市寶塔區德博房地產開發有限公司 Yanan Baota Yibo Real Estate Development Co., Ltd.	2018年1月23日 23-Jan-18	64,000	64,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				德陽新城德博房地產開發有限公司 Deyang Future Land Yibo Real Estate Development Co., Ltd.	2019年1月30日 30-Jan-19	
成都嘉牧置業有限公司 Chengdu Jiamu Real Estate Co., Ltd.	2017年1月11日 11-Jan-17	10,000	10,000	66.60%	66.50%	物業開發及銷售 Development and sale of properties
成都新城萬博房地產開發有限公司 Chengdu Future Land Wanbo Real Estate Development Co., Ltd.	2015年4月8日 8-Apr-15	48,000	48,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
漢中新城萬博房地產開發有限公司 Hanzhong Future Land Wanbo Real Estate Development Co., Ltd.	2017年10月12日 12-Oct-17	9,000	9,000	66.59%	66.50%	物業開發及銷售 Development and sale of properties
滄州市新城悅盛房地產開發有限公司 Cangzhou Future Land Real Yuesheng Estate Development Co., Ltd.	2019年3月21日 21-Mar-19	130,000	130,000	53.89%	53.86%	物業開發及銷售 Development and sale of properties
西寧新城德博房地產開發有限公司 Xining Future Land Yibo Real Estate Development Co., Ltd.	2018年11月27日 27-Nov-18	600,000	600,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
西寧鴻悅房地產開發有限公司 Xining Hongyue Real Estate Development Co., Ltd.	2020年6月29日 29-Jun-20	100,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
西安新城萬博房地產開發有限公司 Xi'an Future Land Wanbo Real Estate Development Co., Ltd.	2017年6月19日 19-Jun-17	300,000	300,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
西安新城吾悅房地產開發有限公司 Xi'an Future Land Injoy Real Estate Development Co., Ltd.	2017年4月25日 25-Apr-17	26,000	26,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
運城新城鴻宇房地產開發有限公司(a) Yuncheng Future Land Hongyu Real Estate Development Co., Ltd. (a)	2020年5月27日 27-May-20	105,000	-	66.66%	66.61%	物業開發及銷售 Development and sale of properties
銀川新城吾悅房地產開發有限公司(a) Yinchuan Future Land Real Injoy Estate Development Co., Ltd. (a)	2019年6月21日 21-Jun-19	50,000	50,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
長春新城萬博房地產開發有限公司 Changchun Future Land Wanbo Real Estate Development Co., Ltd.	2017年12月25日 25-Dec-17	50,000	50,000	65.99%	65.83%	物業開發及銷售 Development and sale of properties
長春新城悅盛房地產發展有限公司(g) Changchun Future Land Yuesheng Real Estate Development Co., Ltd. (g)	2014年9月29日 29-Sep-14	14,741	14,741	65.99%	65.83%	物業開發及銷售 Development and sale of properties
上饒市新城吾悅房地產開發有限公司 Shangrao Future Land Injoy Real Estate Development Co., Ltd.	2017年6月26日 26-Jun-17	28,000	28,000	66.60%	66.50%	物業開發及銷售 Development and sale of properties
義烏吾悅房地產發展有限公司(c) Yiwu Wuyue Real Estate Development Co., Ltd. (c)	2015年10月19日 19-Oct-15	1,000,000	1,000,000	33.94%	33.92%	物業開發及銷售 Development and sale of properties
雲浮新城鴻祥房地產開發有限公司 Yunfu Future Land Hongxiang Real Estate Development Co., Ltd.	2020年12月3日 3-Dec-20	50,000	-	66.28%	66.50%	物業開發及銷售 Development and sale of properties
仙居悅盛房地產開發有限公司 Xianju Yuesheng Real Estate Development Co., Ltd.	2017年7月11日 11-Jul-17	36,600	36,600	66.60%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	保山鴻盛房地產開發有限公司 (a) Baoshan Hongsheng Real Estate Development Co., Ltd. (a)	2020年2月26日 26-Feb-20	50,000	40,000	66.53%	
北海億博房地產開發有限公司 Beihai Yibo Real Estate Development Co., Ltd.	2018年10月11日 11-Oct-18	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南寧吾悅房地產開發有限公司 Nanning Injoy Real Estate Development Co., Ltd.	2017年3月6日 6-Mar-17	192,490	2,490	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南昌吾悅房地產開發有限公司 (h) Nanchang Injoy Real Estate Development Co., Ltd. (h)	2017年2月24日 24-Feb-17	147,289	147,289	66.54%	66.50%	物業開發及銷售 Development and sale of properties
南昌新城悅盛房地產發展有限公司 (g) Nanchang Future Land Yuesheng Real Estate Development Co., Ltd. (g)	2014年8月29日 29-Aug-14	9,285	9,285	66.00%	65.83%	物業開發及銷售 Development and sale of properties
南昌鴻宸房地產開發有限公司 Nanchang Hongchen Real Estate Development Co., Ltd.	2020年9月28日 28-Sep-20	544,000	520,274	67.03%	66.99%	物業開發及銷售 Development and sale of properties
台州新城萬博房地產發展有限公司 Taizhou Future Land Wanbo Real Estate Development Co., Ltd.	2015年2月9日 9-Feb-15	268,000	268,000	66.61%	66.50%	物業開發及銷售 Development and sale of properties
寧鄉市悅宏房地產開發有限公司 Ningxiang Yuehong Real Estate Development Co., Ltd.	2019年5月30日 30-May-19	105,000	84,000	66.88%	66.84%	物業開發及銷售 Development and sale of properties
寧波凱拓房地產發展有限公司 (g) Ningbo Kaituo Real Estate Development Co., Ltd. (g)	2015年9月22日 22-Sep-15	10,000	10,000	65.87%	65.83%	物業開發及銷售 Development and sale of properties
寧波新城萬博房地產發展有限公司 Ningbo Future Land Wanbo Real Estate Development Co., Ltd.	2015年8月3日 3-Aug-15	280,000	280,000	66.60%	66.50%	物業開發及銷售 Development and sale of properties
宜昌新城鴻宸房地產開發有限公司 (a) Yichang Future Land Hongchen Real Estate Development Co., Ltd. (a)	2020年9月21日 21-Sep-20	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
嵊州新城禧盛房地產發展有限公司 (g) Shengzhou Future Land Xisheng Real Estate Development Co., Ltd. (g)	2015年8月29日 29-Aug-15	780,000	780,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
常德新城鴻隆房地產開發有限公司 Changde Future Land Honglong Real Estate Development Co., Ltd.	2020年12月16日 16-Dec-20	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
平湖新城萬博商業開發有限公司 Pinghu Future Land Injoy Commercial Development Co., Ltd.	2016年12月26日 26-Dec-16	44,600	44,600	66.53%	66.50%	物業開發及銷售 Development and sale of properties
平潭鴻新房地產開發有限公司 (c) Pingtan Hongxin Real Estate Development Co., Ltd. (c)	2020年12月4日 4-Dec-20	1,000,000	-	43.25%	43.22%	物業開發及銷售 Development and sale of properties
廣安新城鴻欣房地產開發有限公司 (a) Guang'an Future Land Hongxin Real Estate Development Co., Ltd. (a)	2020年9月11日 11-Sep-20	50,000	-	66.28%	66.50%	物業開發及銷售 Development and sale of properties
慈溪新城吾悅房地產開發有限公司 Cixi Future Land Injoy Real Estate Development Co., Ltd.	2017年5月16日 16-May-17	205,710	205,710	66.60%	66.50%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
昆明億盛供應鏈管理有限公司 (g) Kunming Yisheng Supply Chain Management Co., Ltd. (g)	2018年6月11日 11-Jun-18	98,940	98,940	66.53%	66.50%	供應鏈管理 Supply chain management
昆明安寧新城鴻晟房地產開發有限公司 (a) Kunming Anning Future Land Hongsheng Real Estate Development Co., Ltd. (a)	2020年8月31日 31-Aug-20	150,000	65,451	66.53%	66.50%	物業開發及銷售 Development and sale of properties
昆明悅宸房地產開發有限公司 (a) Kunming Yuechen Real Estate Development Co., Ltd. (a)	2019年6月21日 21-Jun-19	105,000	105,000	66.88%	66.84%	物業開發及銷售 Development and sale of properties
昆明新城萬博房地產發展有限公司 Kunming Future Land Wanbo Real Estate Development Co., Ltd.	2018年1月2日 2-Jan-18	20,000	20,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
昆明新城億博房地產開發有限公司 Kunming Future Land Yibo Real Estate Development Co., Ltd.	2019年1月7日 7-Jan-19	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
昆明新城吾悅房地產發展有限公司 Kunming Future Land Injoy Real Estate Development Co., Ltd.	2016年10月17日 17-Oct-16	14,500	14,500	66.28%	66.50%	物業開發及銷售 Development and sale of properties
昭通億博房地產開發有限公司 Zhaotong Yibo Real Estate Development Co., Ltd.	2018年9月4日 4-Sep-18	685,032	685,032	53.89%	53.86%	物業開發及銷售 Development and sale of properties
晉江新城吾悅發展有限公司 Jinjiang Future Land Injoy Development Co., Ltd.	2016年1月4日 4-Jan-16	90,000	90,000	66.60%	66.50%	資產運營及管理 Asset operation and management
桂林新城萬博房地產開發有限公司 Guilin Future Land Wanbo Real Estate Development Co., Ltd.	2017年12月25日 25-Dec-17	37,000	37,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
桐鄉卓盛房地產發展有限公司 (g) Tongxiang Zhuosheng Real Estate Development Co., Ltd. (g)	2015年7月8日 8-Jul-15	404,932	404,932	65.87%	65.83%	物業開發及銷售 Development and sale of properties
海口新城萬博房地產發展有限公司 Haikou Future Land Wanbo Real Estate Development Co., Ltd.	2015年1月5日 5-Jan-15	90,000	90,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
海鹽億博房地產開發有限公司 (a) Haiyan Yibo Real Estate Development Co., Ltd. (a)	2018年12月18日 18-Dec-18	1,000,000	100,000	66.55%	66.50%	物業開發及銷售 Development and sale of properties
湖州新城德軒房地產開發有限公司 (a) Huzhou Future land Yixuan Real Estate Development Co., Ltd. (a)	2018年8月13日 13-Aug-18	665,907	665,907	53.89%	53.86%	物業開發及銷售 Development and sale of properties
湖州新城悅安房地產開發有限公司 (c) Huzhou Future Land Yuean Real Estate Development Co., Ltd. (c)	2019年12月16日 16-Dec-19	1,000,000	1,000,000	40.06%	40.03%	物業開發及銷售 Development and sale of properties
湖州新城星麗酒店管理有限公司 Huzhou Future Land Xingli Hotel Management Co., Ltd.	2020年11月6日 6-Nov-20	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
玉環新城吾悅房地產開發有限公司 Yuhuan Future Land Injoy Real Estate Development Co., Ltd.	2017年2月17日 17-Feb-17	186,850	186,850	66.53%	66.50%	物業開發及銷售 Development and sale of properties
里安市吾悅房地產開發有限公司 Ruian Injoy Real Estate Development Co., Ltd.	2016年8月5日 5-Aug-16	676,480	676,480	66.53%	33.90%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	肇慶億博房地產開發有限公司 (a) Zhaqing Yibo Real Estate Development Co., Ltd. (a)	2018年4月9日 9-Apr-18	206,400	206,400	53.89%	
荊州億軒房地產開發有限公司 (a) Jingzhou Yixuan Real Estate Development Co., Ltd. (a)	2018年7月9日 9-Jul-18	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
衢州萬博房地產發展有限公司 Quzhou Future Land Wanbo Real Estate Development Co., Ltd.	2015年8月6日 6-Aug-15	40,000	40,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
襄陽新城億博房地產開發有限公司 (a) Xiangyang Yibo Real Estate Development Co., Ltd. (a)	2018年9月3日 3-Sep-18	879,850	879,850	53.89%	53.86%	物業開發及銷售 Development and sale of properties
貴州新城鴻嘉房地產開發有限公司 (a) Guizhou Future Land Hongjia Real Estate Co., Ltd. (a)	2020年6月18日 18-Jun-20	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
貴州新城鴻裕房地產開發有限公司 (a)(c) Guizhou Future Land Hongyu Real Estate Development Co., Ltd. (a)(c)	2020年9月4日 4-Sep-20	50,000	-	39.92%	39.90%	物業開發及銷售 Development and sale of properties
貴州清鎮新城億博房地產開發有限公司 Guizhou Qingzhen Future Land Yibo Real Estate Development Co., Ltd.	2018年11月28日 28-Nov-18	50,000	45,000	59.88%	59.85%	物業開發及銷售 Development and sale of properties
貴州清鎮新城億博房地產開發有限公司 Guizhou Qingzhen Future Land Yibo Real Estate Development Co., Ltd.	2018年10月22日 22-Oct-18	50,000	50,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
遵義新城億博房地產開發有限公司 Zunyi Future Land Yibo Real Estate Development Co., Ltd.	2018年12月17日 17-Dec-18	50,000	40,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
鄂州新城鴻隆房地產開發有限公司 (a) Ezhou Future Land Honglong Real Estate Development Co., Ltd. (a)	2020年11月4日 4-Nov-20	50,000	-	66.28%	66.50%	物業開發及銷售 Development and sale of properties
重慶市江津區新城鴻達房地產開發有限公司 (a) Chongqing Jiangjin District Future Land Hongda Real Estate Development Co., Ltd. (a)	2020年9月14日 14-Sep-20	500,000	2,176	66.53%	66.50%	物業開發及銷售 Development and sale of properties
重慶新城鴻潤房地產開發有限公司 Chongqing Future Land Hongrun Real Estate Development Co., Ltd.	2020年7月27日 27-Jul-20	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
重慶鴻泰房地產開發有限公司 (a) Chongqing Hongtai Real Estate Development Co., Ltd. (a)	2020年8月19日 19-Aug-20	50,000	50,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
欽州新城萬博房地產開發有限公司 Qinzhou Future Land Wanbo Real Estate Development Co., Ltd.	2017年8月17日 17-Aug-17	39,000	39,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
長沙凱拓房地產開發有限公司 Changsha Kaituo Real Estate Development Co., Ltd.	2017年6月26日 26-Jun-17	743,540	743,540	53.89%	53.86%	物業開發及銷售 Development and sale of properties
長沙吾悅房地產開發有限公司 Changsha Injoy Real Estate Development Co., Ltd.	2017年3月13日 13-Mar-17	29,660	29,660	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
隨州新城悅博房地產開發有限公司 Suizhou Future Land Yuebo Real Estate Development Co., Ltd.	2019年1月29日 29-Jan-19	130,000	130,000	53.89%	53.86%	物業開發及銷售 Development and sale of properties
太倉鴻富房地產開發有限公司 Taicang Hongfu Real Estate Development Co., Ltd.	2020年12月16日 16-Dec-20	1,100,000	-	53.67%	53.64%	物業開發及銷售 Development and sale of properties
昆明新城悅韻房地產開發有限公司(a) Kunming Future Land Yueyun Real Estate Development Co., Ltd. (a)	2019年6月27日 27-Jun-19	10,000	-	66.88%	67.16%	物業開發及銷售 Development and sale of properties
貴陽新城鴻悅房地產開發有限公司 Guiyang Future Land Hongyue Real Estate Development Co., Ltd.	2020年9月8日 8-Sep-20	1,000	-	66.85%	67.16%	物業開發及銷售 Development and sale of properties
常州新城萬嘉建築設計事務所有限公司 Changzhou Future Land Wan Jia Construction Design Co., Ltd.	2005年5月20日 20-May-05	3,000	3,000	65.49%	65.45%	建築設計 Architecture Design
常州新城瑞壹國際酒店有限公司 Changzhou Future Land Rui Yi International Co., Ltd.	2011年9月7日 7-Sep-11	40,000	40,000	64.42%	64.39%	酒店管理 Hotel management
新城控股集團實業發展有限公司 Future Land Holdings Residential Development Co., Ltd.	2016年3月30日 30-Mar-16	50,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
保定鴻熙房地產開發有限公司 Baoding Hongxiang Real Estate Development Co., Ltd.	2020年12月9日 9-Dec-20	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
北京新城萬隆房地產開發有限公司 Beijing Future Land Wanlong Real Estate Development Co., Ltd.	2017年1月22日 22-Jan-17	10,000	10,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
北京新城創置房地產開發有限公司 Beijing Future Land Chuangzhi Real Estate Development Co., Ltd.	2016年6月23日 23-Jun-16	20,500	20,500	65.56%	65.52%	物業開發及銷售 Development and sale of properties
北京新城鴻捷房地產開發有限公司 Beijing Future Land Hongjie Real Estate Development Co., Ltd.	2020年7月6日 6-Jul-20	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
北京新城鴻澤房地產開發有限公司 Beijing Future Land Hongze Real Estate Development Co., Ltd.	2020年6月22日 22-Jun-20	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
北京新城鴻瀚房地產開發有限公司 Beijing Future Land Honghan Real Estate Development Co., Ltd.	2020年12月2日 2-Dec-20	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
北京新城鴻熙房地產開發有限公司(a)(c) Beijing Future Land Hongxi Real Estate Development Co., Ltd. (a)(c)	2020年5月8日 8-May-20	50,000	50,000	34.27%	67.16%	物業開發及銷售 Development and sale of properties
唐山悅泰房地產開發有限公司 Tangshan Yuetai Real Estate Development Co., Ltd.	2019年12月5日 5-Dec-19	50,000	-	66.38%	66.34%	物業開發及銷售 Development and sale of properties
廊坊市海潤達房地產開發有限公司 Langfang Hairunda Real Estate Development Co., Ltd.	2010年9月20日 20-Sep-10	152,800	152,800	67.20%	67.16%	物業開發及銷售 Development and sale of properties
河北金郡房地產開發有限公司 Hebei Future Land Jinjun Real Estate Development Co., Ltd.	2016年11月24日 24-Nov-16	10,000	10,000	65.56%	65.52%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	石家莊億潤房地產開發有限公司 Shijiazhuang Yirun Real Estate Development Co., Ltd.	2018年5月8日 8-May-18	10,000	-	66.39%	
石家莊新城鴻澤房地產開發有限公司 (a)(c) Shijiazhuang Future Land Hongze Real Estate Development Co., Ltd. (a)(c)	2020年5月8日 8-May-20	666,000	393,940	44.49%	45.00%	物業開發及銷售 Development and sale of properties
石家莊新城鴻熙房地產開發有限公司 Shijiazhuang Future Land Hongxi Real Estate Development Co., Ltd.	2020年8月4日 4-Aug-20	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
邯鄲億隆房地產開發有限公司 Handan Yilong Real Estate Development Co., Ltd.	2018年3月9日 9-Mar-18	10,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
邯鄲新城鴻熙房地產開發有限公司 Handan Future Land Hongxi Real Estate Development Co., Ltd.	2020年10月29日 29-Oct-20	2,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
南京萬拓房地產有限公司 Nanjing Wantuo Real Estate Co., Ltd.	2017年1月24日 24-Jan-17	10,000	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京億樾企業管理有限公司 (c) Nanjing Yiyue Enterprise Management Co., Ltd. (c)	2020年5月18日 18-May-20	588,240	288,240	32.86%	32.84%	物業開發及銷售 Development and sale of properties
南京創嘉房地產有限公司 Nanjing Future Land Chuangjia Real Estate Co., Ltd.	2009年7月2日 2-Jul-09	18,000	18,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城萬嘉房地產有限公司 Nanjing Future Land Wanjia Real Estate Co., Ltd.	2010年1月13日 13-Jan-10	311,000	311,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城萬隆房地產有限公司 (a) Nanjing Future Land Wanlong Real Estate Co., Ltd. (a)	2014年4月24日 24-Apr-14	700,000	700,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城萬順房地產有限公司 Nanjing Future Land Wanshun Real Estate Co., Ltd.	2015年1月16日 16-Jan-15	30,000	30,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城億欣房地產開發有限公司 Nanjing Future Land Yixin Real Estate Development Co., Ltd.	2018年12月25日 25-Dec-18	200,000	-	64.43%	-	物業開發及銷售 Development and sale of properties
南京新城允升房地產有限公司 Nanjing Future Land Yunsheng Real Estate Co., Ltd.	2010年11月19日 19-Nov-10	20,000	20,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城創匯房地產有限公司 Nanjing Future Land Chuanghui Real Estate Co., Ltd.	2015年12月23日 23-Dec-15	30,000	30,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城創錦房地產有限公司 Nanjing Future Land Chuangjin Real Estate Co., Ltd.	2015年11月25日 25-Nov-15	670,000	670,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城創隆房地產有限公司 Nanjing Future Land Chuanglong Real Estate Co., Ltd.	2013年3月14日 14-Mar-13	20,000	20,000	64.42%	64.39%	物業開發及銷售 Development and sale of properties
南京新城鴻拓房地產開發有限公司 Nanjing Future Land Hongtuo Real Estate Development Co., Ltd.	2020年7月21日 21-Jul-20	98,039	98,039	64.43%	32.84%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
南京新城鴻昱房地產開發有限公司 (a) Nanjing Future Land Hongyu Real Estate Development Co., Ltd. (a)	2020年7月21日 21-Jul-20	50,000	50,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京匯京房地產有限公司 Nanjing Huijing Real Estate Co., Ltd.	2016年8月25日 25-Aug-16	10,000	10,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京匯凱房地產有限公司 Nanjing Huikai Real Estate Co., Ltd.	2015年12月14日 14-Dec-15	10,000	10,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京匯隆房地產有限公司 (c) Nanjing Huilong Real Estate Co., Ltd. (c)	2016年8月29日 29-Aug-16	1,500,000	1,500,000	21.91%	21.89%	物業開發及銷售 Development and sale of properties
南京鴻旭房地產開發有限公司 (c) Nanjing Hongxu Real Estate Development Co., Ltd. (c)	2020年11月9日 9-Nov-20	1,150,000	20,000	26.29%	26.27%	物業開發及銷售 Development and sale of properties
南京鴻超房地產開發有限公司 (c) Nanjing Hongchao Real Estate Development Co., Ltd. (c)	2020年10月22日 22-Oct-20	100,000	-	45.10%	45.07%	物業開發及銷售 Development and sale of properties
揚州鴻宇房地產開發有限公司 (a)(c) Yangzhou Hongyu Real Estate Development Co., Ltd. (a)(c)	2020年8月5日 5-Aug-20	200,000	200,000	30.22%	30.20%	物業開發及銷售 Development and sale of properties
揚州鴻韻投資有限公司 (g) Yangzhou Hongyun Investment Co., Ltd. (g)	2020年11月13日 13-Nov-20	53,040	51,855	66.53%	66.50%	物業開發及銷售 Development and sale of properties
江蘇蘭華投資開發有限公司 Jiangsu Lanhua Investment and Development Co., Ltd.	2009年5月27日 27-May-09	30,000	30,000	64.42%	64.39%	物業開發及銷售 Development and sale of properties
淮安新城德祥房地產開發有限公司 (h) Huaian Future Land Yixiang Real Estate Development Co., Ltd. (h)	2018年5月9日 9-May-18	437,208	300,479	52.81%	52.79%	物業開發及銷售 Development and sale of properties
淮安新城德祿房地產有限公司 (h) Huaian Future Land Yilu Real Co., Ltd. (h)	2018年8月13日 13-Aug-18	140,041	140,041	65.46%	65.41%	物業開發及銷售 Development and sale of properties
淮安新城紅悅房地產有限公司 Huaian Future Land Hongyue Real Estate Development Co., Ltd.	2017年11月1日 1-Nov-17	300,000	300,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
淮安新城鴻華房地產開發有限公司 (h) Huaian Future Land Honghua Real Estate Development Co., Ltd. (h)	2020年9月7日 7-Sep-20	100,000	100,000	65.06%	65.02%	物業開發及銷售 Development and sale of properties
淮安新城鴻潤房地產開發有限公司 (h) Huaian Future Land Hongrun Real Estate Development Co., Ltd. (h)	2020年7月29日 29-Jul-20	484,610	96,908	65.59%	65.55%	物業開發及銷售 Development and sale of properties
淮安新城鴻瑞房地產開發有限公司 Huaian Future Land Hongrui Real Estate Development Co., Ltd.	2020年12月14日 14-Dec-20	353,500	-	65.59%	65.55%	物業開發及銷售 Development and sale of properties
淮安融僑置業有限公司 Huaian Rongqiao Property Co., Ltd.	2010年7月2日 2-Jul-10	20,000	20,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
鎮江新城德宏房地產開發有限公司 Zhenjiang Future Land Yihong Real Estate Development Co., Ltd.	2018年8月24日 24-Aug-18	1,000,000	1,000,000	51.55%	51.51%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	鎮江嶺尚房地產有限公司 Zhenjiang Lingshang Real Estate Co., Ltd.	2012年4月18日 18-Apr-12	10,000	10,000	64.43%	
馬鞍山億佳房地產開發有限公司 Maanshan Yijia Real Estate Development Co., Ltd.	2018年10月19日 19-Oct-18	50,000	50,000	64.43%	64.39%	物業開發及銷售 Development and sale of properties
馬鞍山億柏企業管理有限公司(c) Ma'anshan Yibai Enterprise Management Co., Ltd. (c)	2020年5月15日 15-May-20	504,900	-	26.28%	26.27%	物業開發及銷售 Development and sale of properties
南寧億卓企業管理有限公司(c) Nanning Yizhuo Enterprise Management Co., Ltd. (c)	2018年9月3日 3-Sep-18	10,000	-	34.11%	34.25%	物業開發及銷售 Development and sale of properties
南寧億拓房地產開發有限公司 Nanning Yituo Real Estate Development Co., Ltd.	2018年3月12日 12-Mar-18	500	500	66.88%	67.16%	物業開發及銷售 Development and sale of properties
南寧億文房地產開發有限公司 Nanning Yiwen Real Estate Development Co., Ltd.	2018年11月19日 19-Nov-18	500,000	500,000	66.59%	67.16%	物業開發及銷售 Development and sale of properties
南寧億旭房地產開發有限公司 Nanning Yixu Real Estate Development Co., Ltd.	2019年9月3日 3-Sep-19	10,000	-	66.59%	67.16%	物業開發及銷售 Development and sale of properties
南寧億瀚房地產開發有限公司 Nanning Yihan Real Estate Development Co., Ltd.	2018年7月12日 12-Jul-18	325,479	325,479	54.17%	54.40%	物業開發及銷售 Development and sale of properties
南寧鴻熙房地產開發有限公司(c) Nanning Hongxi Real Estate Development Co., Ltd. (c)	2020年7月20日 20-Jul-20	260,000	260,000	33.96%	34.25%	物業開發及銷售 Development and sale of properties
廣西萬隆合譽房地產開發有限公司 Guangxi Wanlong Heyong Real Estate Development Co., Ltd.	2020年11月5日 5-Nov-20	10,000	10,000	66.59%	67.16%	物業開發及銷售 Development and sale of properties
桂林億瀚房地產開發有限公司(c) Guilin Yihan Real Estate Development Co., Ltd. (c)	2018年9月29日 29-Sep-18	10,000	10,000	40.13%	40.30%	物業開發及銷售 Development and sale of properties
南昌億卓房地產開發有限公司(c) Nanchang Yizhuo Real Estate Development Co., Ltd. (c)	2018年10月30日 30-Oct-18	500,000	500,000	39.92%	39.90%	物業開發及銷售 Development and sale of properties
南昌億拓房地產開發有限公司 Nanchang Yituo Real Estate Development Co., Ltd.	2018年7月5日 5-Jul-18	50,500	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南昌縣鴻慈房地產開發有限公司(a)(c) Nanchang Hongci Real Estate Development Co., Ltd. (a)(c)	2020年8月21日 21-Aug-20	200,000	200,000	39.92%	39.90%	物業開發及銷售 Development and sale of properties
南昌鴻耀房地產開發有限公司 Nanchang Hongyao Real Estate Development Co., Ltd.	2020年3月31日 31-Mar-20	50,000	-	66.60%	66.50%	物業開發及銷售 Development and sale of properties
福建新城鴻環房地產開發有限公司 Fujian Future Land Hongjing Real Estate Development Co., Ltd.	2020年10月14日 14-Oct-20	50,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
合肥新城萬弘房地產有限公司 Hefei Future Land Wanhong Real Estate Co., Ltd.	2016年12月27日 27-Dec-16	50,000	50,000	65.00%	67.08%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
合肥新城德拓房地產有限公司 Hefei Future Land Yituo Real Estate Co., Ltd.	2018年5月4日 4-May-18	408,270	408,270	52.19%	52.16%	物業開發及銷售 Development and sale of properties
合肥新城德瑞房地產有限公司 Hefei Future Land Yirui Real Estate Co., Ltd.	2018年5月8日 8-May-18	508,850	508,850	52.19%	52.16%	物業開發及銷售 Development and sale of properties
合肥新城德盛房地產有限公司 Hefei Future Land Yisheng Real Estate Co., Ltd.	2018年12月7日 7-Dec-18	50,000	50,000	64.36%	64.31%	物業開發及銷售 Development and sale of properties
合肥新城德榮房地產有限公司 Hefei Future Land Yirong Real Estate Co., Ltd.	2018年5月23日 23-May-18	1,000,000	-	64.36%	64.31%	物業開發及銷售 Development and sale of properties
合肥新城創宏房地產有限公司 Hefei Future Land Chuanghong Real Estate Co., Ltd.	2016年11月11日 11-Nov-16	50,000	50,000	64.42%	64.39%	物業開發及銷售 Development and sale of properties
合肥新城創晟房地產有限公司 Hefei Future Land Chuangsheng Real Estate Development Co., Ltd.	2017年2月15日 15-Feb-17	50,000	50,000	66.90%	67.16%	物業開發及銷售 Development and sale of properties
合肥新城創置房地產有限公司 Hefei Future Land Chuangzhi Real Estate Co., Ltd.	2017年3月29日 29-Mar-17	20,500	20,500	67.17%	67.13%	物業開發及銷售 Development and sale of properties
合肥新城鴻佳房地產開發有限公司 Hefei Future Land Hongjia Real Estate Development Co., Ltd.	2020年6月10日 10-Jun-20	1,000,000	-	64.61%	64.59%	物業開發及銷售 Development and sale of properties
合肥新城鴻晟房地產開發有限公司 Hefei Future Land Hongsheng Real Estate Development Co., Ltd.	2020年5月20日 20-May-20	1,000	-	66.91%	67.13%	物業開發及銷售 Development and sale of properties
合肥新城鴻麟房地產開發有限公司 Hefei Future Land Hongqi Real Estate Development Co., Ltd.	2020年6月10日 10-Jun-20	1,000,000	-	64.61%	64.59%	物業開發及銷售 Development and sale of properties
合肥碧城聯合房地產開發有限公司 Hefei Bicheng United Real Estate Development Co., Ltd.	2017年10月26日 26-Oct-17	55,000	50,000	66.91%	-	物業開發及銷售 Development and sale of properties
蕪湖悅順房地產有限公司(a) Wuhu Yueshun Real Estate Development Co., Ltd. (a)	2019年5月29日 29-May-19	50,000	50,000	64.37%	64.31%	物業開發及銷售 Development and sale of properties
蚌埠市康鴻房地產有限公司(a)(c) Bengbu Kanghong Real Estate Co., Ltd. (a)(c)	2020年9月14日 14-Sep-20	410,000	410,000	32.37%	32.36%	物業開發及銷售 Development and sale of properties
蚌埠新城德騰房地產有限公司 Bengbu Future Land Yiteng Real Estate Co., Ltd.	2018年8月1日 1-Aug-18	50,000	50,000	64.36%	64.31%	物業開發及銷售 Development and sale of properties
阜陽新城悅晟房地產開發有限公司(a) Fuyang Future Land Yuesheng Real Estate Development Co., Ltd. (a)	2019年4月24日 24-Apr-19	50,000	50,000	64.35%	66.06%	物業開發及銷售 Development and sale of properties
阜陽新城悅祥房地產開發有限公司(a) Fuyang Future Land Yuxiang Real Estate Development Co., Ltd. (a)	2019年5月27日 27-May-19	50,000	50,000	66.76%	66.33%	物業開發及銷售 Development and sale of properties
唐山新城豐榮房地產開發有限公司(a)(c) Tangshan Future Land Fengrong Real Estate Development Co., Ltd. (a)(c)	2019年4月25日 25-Apr-19	70,000	70,000	33.93%	33.92%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	唐山新城悅晟房地產開發有限公司 Tangshan Future Land Yuesheng Real Estate Development Co., Ltd.	2019年12月13日 13-Dec-19	10,000	-	66.53%	
天津東郡房地產經紀有限公司 Tianjin Dongjun Real Estate Development Co., Ltd.	2018年6月13日 13-Jun-18	10,000	-	66.53%	66.50%	房地產代理 Real estate agency
天津國能濱海投資有限公司(c) Tianjin Guoneng Binhai Investment Co., Ltd. (c)	2006年7月3日 3-Jul-06	200,000	200,000	33.27%	33.25%	物業開發及銷售 Development and sale of properties
天津國能濱海置業有限公司(c) Tianjin Guoneng Binhai Property Co., Ltd. (c)	2006年9月28日 28-Sep-06	120,000	120,000	33.27%	33.25%	物業開發及銷售 Development and sale of properties
天津市萬隆裝飾裝修有限公司 Tianjin Wanlong Decoration Co., Ltd.	2018年6月13日 13-Jun-18	10,000	10,000	59.88%	59.85%	裝修服務 Decoration
天津市協連房地產開發有限公司(c) Tianjin Xielian Real Estate Development Co., Ltd. (c)	2004年6月11日 11-Jun-04	173,800	173,800	45.10%	45.07%	物業開發及銷售 Development and sale of properties
天津新城萬嘉房地產開發有限公司 Tianjin Future Land Wanjia Real Estate Development Co., Ltd.	2016年10月17日 17-Oct-16	1,010,500	1,010,500	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城億佳房地產開發有限公司(c) Tianjin Future Land Yijia Real Estate Development Co., Ltd. (c)	2018年11月8日 8-Nov-18	600,000	600,000	36.59%	36.58%	物業開發及銷售 Development and sale of properties
天津新城億宏房地產開發有限公司 Tianjin Future Land Yihong Real Estate Development Co., Ltd.	2018年11月13日 13-Nov-18	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城億恒房地產開發有限公司(c) Tianjin Future Land Yiheng Real Estate Development Co., Ltd. (c)	2019年1月3日 3-Jan-19	800,000	600,000	36.59%	36.58%	物業開發及銷售 Development and sale of properties
天津新城億隆房地產開發有限公司 Tianjin Future Land Yilong Real Estate Development Co., Ltd.	2018年11月8日 8-Nov-18	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津浩銘通達偉業商貿有限公司 Tianjin Haoming Tongda Weiye Trading Co., Ltd.	2016年12月28日 28-Dec-16	10,000	-	66.53%	66.50%	諮詢服務 Consulting
天津新城創宏房地產開發有限公司 Tianjin Future Land Chuanghong Real Estate Development Co., Ltd.	2017年3月24日 24-Mar-17	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城創恒房地產開發有限公司 Tianjin Future Land Chuangheng Real Estate Development Co., Ltd.	2017年4月26日 26-Apr-17	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城創盛房地產開發有限公司 Tianjin Future Land Chuangsheng Real Estate Development Co., Ltd.	2017年4月26日 26-Apr-17	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城創置房地產開發有限公司 Tianjin Future Land Chuangzhi Real Estate Development Co., Ltd.	2016年12月26日 26-Dec-16	50,000	50,000	66.90%	66.86%	物業開發及銷售 Development and sale of properties
天津新城宏順房地產開發有限公司(a)(c) Tianjin Future Land Hongshun Real Estate Development Co., Ltd. (a)(c)	2020年2月4日 4-Feb-20	357,143	350,000	33.93%	33.92%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
天津新城悅興房地產開發有限公司 Tianjin Future Land Yuexin Real Estate Development Co., Ltd.	2019年4月9日 9-Apr-19	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城悅博房地產開發有限公司 (c) Tianjin Future Land Yuebo Real Estate Development Co., Ltd. (c)	2019年11月28日 28-Nov-19	61,224	61,224	33.93%	33.92%	物業開發及銷售 Development and sale of properties
天津新城悅宏房地產開發有限公司 Tianjin Future Land Yuehong Real Estate Development Co., Ltd.	2019年2月26日 26-Feb-19	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城悅尚房地產開發有限公司 Tianjin Future Land Yueshang Real Estate Development Co., Ltd.	2019年4月9日 9-Apr-19	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城悅弘房地產開發有限公司 Tianjin Future Land Yuehong Real Estate Co., Ltd.	2019年3月7日 7-Mar-19	130,000	130,000	54.23%	54.20%	物業開發及銷售 Development and sale of properties
天津新城悅恒房地產開發有限公司 (a) Tianjin Future Land Yueheng Real Estate Development Co., Ltd. (a)	2019年1月10日 10-Jan-19	130,000	130,000	53.89%	53.86%	物業開發及銷售 Development and sale of properties
天津新城悅盛房地產開發有限公司 Tianjin Future Land Yuesheng Real Estate Development Co., Ltd.	2019年2月26日 26-Feb-19	465,647	465,647	66.53%	33.92%	物業開發及銷售 Development and sale of properties
天津新城悅睿房地產開發有限公司 Tianjin Future Land Yuerui Real Estate Development Co., Ltd.	2019年12月27日 27-Dec-19	64,350	14,350	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城悅榮房地產開發有限公司 Tianjin Future Land Yuerong Real Estate Development Co., Ltd.	2019年4月29日 29-Apr-19	233,820	74,820	64.42%	64.39%	物業開發及銷售 Development and sale of properties
天津新城悅郡房地產開發有限公司 Tianjin Future Land Yuejun Real Estate Development Co., Ltd.	2019年3月29日 29-Mar-19	431,780	431,780	66.53%	33.92%	物業開發及銷售 Development and sale of properties
天津新城悅錦房地產開發有限公司 Tianjin Future Land Yuejin Real Estate Development Co., Ltd.	2019年4月26日 26-Apr-19	1,295,150	634,620	65.47%	58.25%	物業開發及銷售 Development and sale of properties
天津新城悅隆房地產開發有限公司 Tianjin Future Land Yuelong Real Estate Development Co., Ltd.	2019年4月28日 28-Apr-19	50,000	-	64.42%	64.39%	物業開發及銷售 Development and sale of properties
天津新城悅鴻房地產開發有限公司 Tianjin Future Land Yuehong Real Estate Development Co., Ltd.	2019年12月31日 31-Dec-19	50,000	50,000	66.53%	-	物業開發及銷售 Development and sale of properties
天津新城悅鼎房地產開發有限公司 (c) Tianjin Future Land Yueding Real Estate Development Co., Ltd. (c)	2019年5月8日 8-May-19	66,667	66,667	49.90%	49.87%	物業開發及銷售 Development and sale of properties
天津新城金都房地產開發有限公司 Tianjin Future Land Jinjun Real Estate Development Co., Ltd.	2017年4月26日 26-Apr-17	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城鴻佳房地產開發有限公司 Tianjin Future Land Hongjia Real Estate Development Co., Ltd.	2020年6月10日 10-Jun-20	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城鴻尚房地產開發有限公司 (c) Tianjin Future Land Hongshang Real Estate Development Co., Ltd. (c)	2020年12月15日 15-Dec-20	416,000	-	36.60%	36.58%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	天津新城鴻峻房地產開發有限公司 Tianjin Future Land Hongjun Real Estate Development Co., Ltd.	2020年4月21日 21-Apr-20	65,250	62,500	66.53%	
天津新城鴻盛房地產開發有限公司 (c) Tianjin Future Land Hongsheng Real Estate Development Co., Ltd. (c)	2020年4月23日 23-Apr-20	1,600,000	1,600,000	25.45%	25.43%	物業開發及銷售 Development and sale of properties
天津新城鴻睿房地產開發有限公司 Tianjin Future Land Hongrui Real Estate Development Co., Ltd.	2020年6月10日 10-Jun-20	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城鴻茂企業管理有限公司 Tianjin Future Land Hongmao Enterprise Management Co., Ltd.	2020年6月1日 1-Jun-20	1,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城鴻錦房地產開發有限公司 (c) Tianjin Future Land Hongjin Real Estate Development Co., Ltd. (c)	2020年6月8日 8-Jun-20	1,300,000	1,300,000	39.92%	31.91%	物業開發及銷售 Development and sale of properties
天津新城鴻韻房地產開發有限公司 Tianjin Future Land Hongyun Real Estate Development Co., Ltd.	2020年4月21日 21-Apr-20	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城鴻鼎房地產開發有限公司 Tianjin Future Land Hongding Real Estate Development Co., Ltd.	2020年5月25日 25-May-20	642,000	128,400	53.23%	53.20%	物業開發及銷售 Development and sale of properties
天津鴻昇房地產開發有限公司 (c) Tianjin Hongsheng Real Estate Development Co., Ltd. (c)	2020年10月28日 28-Oct-20	333,000	333,000	39.92%	39.90%	物業開發及銷售 Development and sale of properties
滄州萬合金都房地產開發有限公司 (a)(c) Cangzhou Wanhe Jinjun Real Estate Development Co., Ltd. (a)(c)	2018年6月8日 8-Jun-18	20,000	-	46.56%	66.50%	物業開發及銷售 Development and sale of properties
滄州新城鴻泰房地產開發有限公司 (c) Cangzhou Future Land Hongtai Real Estate Development Co., Ltd. (c)	2020年12月3日 3-Dec-20	7,000	-	37.26%	37.24%	物業開發及銷售 Development and sale of properties
滄州浩銘創置房地產開發有限公司 Cangzhou Haoming Chuangzhi Real Estate Development Co., Ltd.	2017年8月17日 17-Aug-17	800,000	800,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
余姚新城藍達置業有限公司 Yuyao Future Land Landa Property Co., Ltd.	2017年5月26日 26-May-17	10,000	10,000	65.72%	65.52%	物業開發及銷售 Development and sale of properties
寧波傳錦企業管理有限公司 Ningbo Yijin Enterprise Management Co., Ltd.	2018年10月23日 23-Oct-18	1,000	-	65.71%	65.52%	資產運營及管理 Asset operation and management
寧波新城德盛房地產開發有限公司 Ningbo Future Land Yisheng Real Estate Development Co., Ltd.	2018年3月16日 16-Mar-18	500	500	65.56%	65.52%	物業開發及銷售 Development and sale of properties
杭州聚佑企業管理有限責任公司 (c) Hangzhou Juyou Enterprise Management Co., Ltd. (c)	2019年3月1日 1-Mar-19	140,000	140,000	22.34%	22.28%	物業開發及銷售 Development and sale of properties
舟山聚佑房地產開發有限公司 (c) Zhoushan Juyou Real Estate Development Co., Ltd. (c)	2019年6月21日 21-Jun-19	10,000	10,000	22.34%	22.28%	物業開發及銷售 Development and sale of properties
日照市碧城房地產開發有限公司 Rizhao Bicheng Real Estate Development Co., Ltd.	2020年6月1日 1-Jun-20	55,000	50,000	67.15%	-	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
濟南新城鴻盛房地產開發有限公司 Jinan Future Land Hongsheng Real Estate Development Co., Ltd.	2020年11月5日 5-Nov-20	1,000	-	66.66%	66.50%	物業開發及銷售 Development and sale of properties
青島鴻捷房地產開發有限公司(c) Qingdao Hongjie Real Estate Development Co., Ltd. (c)	2020年8月26日 26-Aug-20	1,000	1,000	34.25%	67.11%	物業開發及銷售 Development and sale of properties
青島鴻瑞房地產開發有限公司 Qingdao Hongrui Real Estate Development Co., Ltd.	2020年6月19日 19-Jun-20	1,000	1,000	67.15%	67.11%	物業開發及銷售 Development and sale of properties
廣州新城鴻澤房地產開發有限公司 Guangzhou Future Land Hongze Real Estate Development Co., Ltd.	2020年7月9日 9-Jul-20	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
廣州新城鴻銳房地產開發有限公司 Guangzhou Future Land Hongrui Real Estate Development Co., Ltd.	2020年6月22日 22-Jun-20	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
惠州億昌房地產開發有限公司 Huizhou Yichang Real Estate Development Co., Ltd.	2018年8月21日 21-Aug-18	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
江門新城鴻樾房地產開發有限公司(a) Jiangmen Future Land Hongyue Real Estate Development Co., Ltd. (a)	2020年6月8日 8-Jun-20	300,000	300,000	51.20%	51.17%	物業開發及銷售 Development and sale of properties
深圳市盛訊諮詢管理有限公司(a) Shenzhen Shengxun Consulting Management Co., Ltd. (a)	2020年11月3日 3-Nov-20	10,000	-	64.00%	-	物業開發及銷售 Development and sale of properties
中山市億拓房地產開發有限公司 Zhongshan Yituo Real Estate Co., Ltd.	2018年2月14日 14-Feb-18	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
中山市億柏房地產開發有限公司 Zhongshan Yibo Real Estate Development Co., Ltd.	2018年3月21日 21-Mar-18	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
中山市十二嶺投資置業有限公司 Zhongshan Shierling Investment Property Co., Ltd.	2018年10月8日 8-Oct-18	10,000	-	57.60%	57.57%	物業開發及銷售 Development and sale of properties
中山市嵐彩房地產開發有限公司(c) Zhongshan Lancal Real Estate Development Co., Ltd. (c)	2014年8月5日 5-Aug-14	110,250	110,250	29.37%	29.36%	物業開發及銷售 Development and sale of properties
中山市慶隆房地產開發有限公司(c) Zhongshan Qinglong Real Estate Development Co., Ltd. (c)	2016年8月15日 15-Aug-16	20,000	-	29.37%	29.36%	物業開發及銷售 Development and sale of properties
佛山鼎鳳房地產有限公司(c) Foshan Dingtu Real Estate Co., Ltd. (c)	2017年4月25日 25-Apr-17	1,100,000	1,100,000	32.00%	31.98%	物業開發及銷售 Development and sale of properties
佛山鼎城房地產有限公司(a) Foshan Dingyu Real Estate Development Co., Ltd. (a)	2017年2月10日 10-Feb-17	1,000,000	1,000,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
廣州億昌企業管理有限公司 Guangzhou Yichang Enterprise Management Co., Ltd.	2018年8月24日 24-Aug-18	20,000	-	64.00%	63.96%	資產運營及管理 Asset operation and management
廣州鼎佳房地產有限公司 Guangzhou Dingjia Real Estate Co., Ltd.	2016年10月11日 11-Oct-16	10,500	10,500	64.00%	63.96%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				人民幣千元 RMB'000	人民幣千元 RMB'000	
廣州鼎悅房地產有限公司 (a) Guangzhou Dingyue Real Estate Co., Ltd. (a)	2017年8月30日 30-Aug-17	10,000	10,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
廣州鼎鴻房地產有限公司 Guangzhou Dinghong Real Estate Co., Ltd.	2017年8月22日 22-Aug-17	200,000	100,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
恩平市億恒房地產開發有限公司 Enping Yiheng Real Estate Development Co., Ltd.	2018年8月9日 9-Aug-18	151,040	151,040	51.84%	51.81%	物業開發及銷售 Development and sale of properties
惠州中奕房地產開發有限公司 (a) Huizhou Zhongyi Real Estate Development Co., Ltd. (a)	2010年11月9日 9-Nov-10	10,000	10,000	51.20%	51.17%	物業開發及銷售 Development and sale of properties
惠州俊安實業有限公司 (a) Huizhou Junan Industrial Co., Ltd. (a)	2011年5月17日 17-May-11	400,000	400,000	51.20%	51.17%	物業開發及銷售 Development and sale of properties
惠州市辰邦實業有限公司 (c) Huizhou Chenbang Industrial Co., Ltd. (c)	2004年3月25日 25-Mar-04	10,000	10,000	35.84%	35.82%	物業開發及銷售 Development and sale of properties
深圳市德鴻企業管理有限公司 Shenzhen Yihong Enterprise Management Co., Ltd.	2018年8月23日 23-Aug-18	10,000	-	64.00%	63.96%	資產運營及管理 Asset operation and management
深圳市恒兆房地產開發有限公司 (c) Shenzhen hengzhao Real Estate Development Co., Ltd. (c)	2009年12月18日 18-Dec-09	100,000	100,000	35.84%	35.82%	物業開發及銷售 Development and sale of properties
肇慶億超房地產有限公司 Zhaoqing Yichao Real Estate Co., Ltd.	2018年5月9日 9-May-18	213,360	213,360	51.84%	51.81%	物業開發及銷售 Development and sale of properties
肇慶市鼎泰房地產有限公司 Zhaoqing Dingtai Real Estate Co., Ltd.	2017年12月14日 14-Dec-17	10,000	10,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
徐州映樾裝飾裝修有限公司 Xuzhou Yingyue Decoration Co., Ltd.	2020年12月29日 29-Dec-20	2,000	-	63.47%	63.33%	裝修服務 Decoration
成都棠湖葦地房地產開發有限公司 (c) Chengdu Tanghu Weidi Real Estate Development Co., Ltd. (c)	2020年1月13日 13-Jan-20	73,902	-	32.64%	32.62%	物業開發及銷售 Development and sale of properties
仁壽億輝房地產開發有限公司 Renshou Yihui Real Estate Development Co., Ltd.	2018年2月2日 2-Feb-18	135,000	135,000	51.84%	51.81%	物業開發及銷售 Development and sale of properties
峨眉山市億盛房地產開發有限公司 Emeishan Yisheng Real Estate Development Co., Ltd.	2018年6月25日 25-Jun-18	50,000	-	66.21%	65.29%	物業開發及銷售 Development and sale of properties
成都萬新置業有限公司 (c) Chengdu Wanxin Property Co., Ltd. (c)	2017年11月22日 22-Nov-17	500,000	500,000	32.00%	31.98%	物業開發及銷售 Development and sale of properties
成都市億祺企業管理有限公司 Chengdu Yiqi Enterprise Management Co., Ltd.	2018年9月12日 12-Sep-18	50,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
成都市常鑫房地產開發有限公司 (a) Chengdu Changxin Real Estate Development Co., Ltd. (a)	2017年4月20日 20-Apr-17	10,500	500	64.00%	63.96%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				成都市津地房地產開發有限公司 (a) Chengdu Jindi Real Estate Development Co., Ltd. (a)	2017年10月19日 19-Oct-17	
成都市津城房地產開發有限公司 Chengdu Jincheng Real Estate Development Co., Ltd.	2017年10月19日 19-Oct-17	153,131	153,131	51.20%	51.17%	物業開發及銷售 Development and sale of properties
成都悅鎰房地產開發有限公司 Chengdu Yuekai Real Estate Development Co., Ltd.	2019年7月2日 2-Jul-19	100,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
成都新始干城房地產開發有限公司 Chengdu Xinshiyucheng Real Estate Development Co., Ltd.	2017年9月21日 21-Sep-17	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
簡陽嘉欣瑞恒投資開發有限公司 Jianyang Jiaxin Ruiheng Investment Development Co., Ltd.	2017年6月19日 19-Jun-17	100,000	100,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
簡陽市京新房地產開發有限公司 Jianyang Jingxin Real Estate Development Co., Ltd.	2017年12月15日 15-Dec-17	338,240	338,240	64.00%	63.96%	物業開發及銷售 Development and sale of properties
簡陽市億晟房地產開發有限公司 Jianyang Yisheng Real Estate Development Co., Ltd.	2018年5月23日 23-May-18	197,230	197,230	51.84%	51.81%	物業開發及銷售 Development and sale of properties
綠地集團成都申新置業有限公司 (c) GreenLand Group Chengdu Shenxin Property Co., Ltd. (c)	2017年11月28日 28-Nov-17	530,000	530,000	32.00%	31.98%	物業開發及銷售 Development and sale of properties
邛崃億睿房地產開發有限公司 Qionglai Yirui Real Estate Development Co., Ltd.	2018年4月20日 20-Apr-18	612,500	612,500	51.84%	51.81%	物業開發及銷售 Development and sale of properties
昆明新城億晟房地產開發有限公司 Kunming Future Land Yisheng Real Estate Development Co., Ltd.	2018年2月2日 2-Feb-18	500	500	66.88%	67.16%	物業開發及銷售 Development and sale of properties
昆明新城億煊房地產開發有限公司 Kunming Future Land Yiye Real Estate Development Co., Ltd.	2018年3月22日 22-Mar-18	10,000	-	66.59%	67.16%	物業開發及銷售 Development and sale of properties
昆明新城億璞房地產開發有限公司 Kunming Future Land Yipu Real Estate Development Co., Ltd.	2018年7月31日 31-Jul-18	10,000	-	66.59%	67.16%	物業開發及銷售 Development and sale of properties
嘉興新城悅鴻房地產開發有限公司 Jiaxin Future Land Yuehong Real Estate Development Co., Ltd.	2019年4月28日 28-Apr-19	123,457	123,457	54.36%	54.33%	物業開發及銷售 Development and sale of properties
杭州萬照置業有限公司 (c) Hangzhou Wanzhao Property Co., Ltd. (c)	2015年11月18日 18-Nov-15	10,000	10,000	22.81%	22.80%	物業開發及銷售 Development and sale of properties
杭州創域房地產諮詢有限公司 Hangzhou Chuangyu Real Estate Consultancy Co., Ltd.	2015年11月3日 3-Nov-15	5,000	-	67.11%	67.07%	房地產諮詢服務 Real estate consulting
杭州創隆房地產諮詢有限公司 Hangzhou Chuanglong Real Estate Consultancy Co., Ltd.	2015年6月3日 3-Jun-15	5,000	5,000	67.11%	67.07%	物業開發及銷售 Development and sale of properties
杭州嘉浩房地產開發有限公司 (c) Hangzhou Jiahao Real Estate Development Co., Ltd. (c)	2011年10月28日 28-Oct-11	300,000	300,000	43.62%	43.59%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	杭州悅璟房地產諮詢有限公司 Hangzhou Yuejing Real Estate Consultancy Co., Ltd.	2019年5月10日 10-May-19	5,000	-	67.19%	
杭州新城創佳房地產開發有限公司 Hangzhou Future Land Chuangjia Real Estate Development Co., Ltd.	2015年10月22日 22-Oct-15	50,000	50,000	67.11%	67.07%	物業開發及銷售 Development and sale of properties
杭州新城創宏房地產開發有限公司 Hangzhou Future Land Chuanghong Real Estate Development Co., Ltd.	2013年9月27日 27-Sep-13	30,000	30,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
杭州新城創盛房地產開發有限公司 Hangzhou Future Land Chuangsheng Real Estate Development Co., Ltd.	2013年11月6日 6-Nov-13	100,000	100,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
杭州新城德佳房地產開發有限公司 Hangzhou Future Land Dejia Real Estate Development Co., Ltd.	2016年2月2日 2-Feb-16	10,200	10,200	62.76%	61.40%	物業開發及銷售 Development and sale of properties
杭州新城美佳房地產開發有限公司 Hangzhou Future Land Meijia Real Estate Development Co., Ltd.	2017年9月26日 26-Sep-17	1,650,000	1,650,000	67.20%	67.16%	物業開發及銷售 Development and sale of properties
杭州新城英冠鴻軒房地產開發有限公司(a)(c) Hangzhou Future Land Yingguan Hongxuan Real Estate Development Co., Ltd. (a)(c)	2020年7月1日 1-Jul-20	1,142,730	1,142,730	47.04%	47.01%	物業開發及銷售 Development and sale of properties
杭州新城鼎佳房地產開發有限公司(c) Hangzhou Future Land Dingjia Real Estate Development Co., Ltd. (c)	2015年6月23日 23-Jun-15	36,750	36,750	40.27%	40.24%	物業開發及銷售 Development and sale of properties
杭州新城鼎宏房地產開發有限公司 Hangzhou Future Land Dinghong Real Estate Development Co., Ltd.	2013年10月8日 8-Oct-13	356,500	356,500	67.11%	67.07%	物業開發及銷售 Development and sale of properties
杭州松銘房地產諮詢有限公司 Hangzhou Songming Real Estate Consultancy Co., Ltd.	2015年6月3日 3-Jun-15	5,000	5,000	67.11%	67.07%	物業開發及銷售 Development and sale of properties
杭州濱匯企業管理有限公司 Hangzhou Binhui Business Management Co., Ltd.	2015年12月29日 29-Dec-15	20	-	67.11%	67.07%	資產運營及管理 Asset operation and management
湖州新城億拓房地產開發有限公司 Huzhou Future Land Yituo Real Estate Development Co., Ltd.	2018年7月16日 16-Jul-18	950,000	950,000	67.16%	67.16%	物業開發及銷售 Development and sale of properties
湖州新城億捷房地產開發有限公司(c) Huzhou Future Land Yijie Real Estate Development Co., Ltd. (c)	2018年4月26日 26-Apr-18	320,000	320,000	33.60%	33.58%	物業開發及銷售 Development and sale of properties
湖州新城億瑞房地產開發有限公司 Huzhou Yirui Real Estate Development Co., Ltd.	2018年4月26日 26-Apr-18	1,000,000	1,000,000	67.16%	67.16%	物業開發及銷售 Development and sale of properties
湖州新城鼎佳房地產開發有限公司 Huzhou Future Land Dingjia Real Estate Development Co., Ltd.	2017年7月20日 20-Jul-17	50,000	50,000	67.07%	67.07%	物業開發及銷售 Development and sale of properties
湖州碧旭房地產開發有限公司 Huzhou Bixu Real Estate Development Co., Ltd.	2018年6月8日 8-Jun-18	20,000	-	67.07%	33.53%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
金華億盛企業管理有限公司 Jinhua Yisheng Enterprise Management Co., Ltd.	2018年8月27日 27-Aug-18	5,000	-	67.11%	67.07%	物業開發及銷售 Development and sale of properties
金華新城億宏房地產開發有限公司 (c) Jinhua Future Land Yihong Real Estate Development Co., Ltd. (c)	2018年6月4日 4-Jun-18	530,000	530,000	34.22%	34.20%	物業開發及銷售 Development and sale of properties
金華新城創域房地產開發有限公司 Jinhua Future Land Chuangyu Real Estate Development Co., Ltd.	2017年12月1日 1-Dec-17	125,000	125,000	53.69%	53.65%	物業開發及銷售 Development and sale of properties
金華新城鴻瀚房地產開發有限公司 (c) Jinhua Future Land Honghan Real Estate Development Co., Ltd. (c)	2020年6月19日 19-Jun-20	650,000	650,000	40.32%	40.30%	物業開發及銷售 Development and sale of properties
南漳縣新城億盛房地產開發有限公司 Nanzhang Future Land Yisheng Real Estate Development Co., Ltd.	2018年7月19日 19-Jul-18	125,678	125,678	51.84%	51.81%	物業開發及銷售 Development and sale of properties
孝感環悅房地產開發有限公司 Xiaogan Jingyue Real Estate Development Co., Ltd.	2017年7月6日 6-Jul-17	10,000	10,000	63.99%	63.96%	物業開發及銷售 Development and sale of properties
孝感新城旭祥房地產開發有限公司 Xiaogan Future Land Xuxiang Real Estate Development Co., Ltd.	2017年8月17日 17-Aug-17	10,000	-	64.00%	-	物業開發及銷售 Development and sale of properties
武漢億盛房地產開發有限公司 Wuhan Yisheng Real Estate Development Co., Ltd.	2018年7月30日 30-Jul-18	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
武漢冠信房地產開發有限公司 (a) Wuhan Guanxin Real Estate Development Co., Ltd. (a)	2018年2月27日 27-Feb-18	320,000	320,000	51.44%	51.40%	物業開發及銷售 Development and sale of properties
武漢新保悅置業有限公司 Wuhan Xinbaoyue Property Co., Ltd.	2019年12月19日 19-Dec-19	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
武漢新城創置置業有限公司 (a) Wuhan Future Land Chuangzhi Property Co., Ltd. (a)	2014年9月11日 11-Sep-14	10,500	10,500	64.00%	63.96%	物業開發及銷售 Development and sale of properties
武漢新城宏盛置業有限公司 Wuhan Future Land Hongsheng Property Co., Ltd.	2012年5月9日 9-May-12	10,000	10,000	66.47%	66.50%	物業開發及銷售 Development and sale of properties
武漢新城鴻瑞房地產開發有限公司 Wuhan Future Land Hongrui Real Estate Development Co., Ltd.	2020年7月24日 24-Jul-20	10,000	10,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
武漢新城鴻福房地產開發有限公司 Wuhan Future Land Hongfu Real Estate Development Co., Ltd.	2020年11月11日 11-Nov-20	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
武漢江南印象置業有限公司 Wuhan Jiangnan Yinxiang Real Estate Co., Ltd.	2016年5月9日 9-May-16	20,000	20,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
武漢金冠置業有限公司 (c) Wuhan Jinguang Property Co., Ltd. (c)	2011年6月7日 7-Jun-11	40,000	40,000	32.64%	32.62%	物業開發及銷售 Development and sale of properties
武漢鑫瑞隆祥置業有限公司 Wuhan Xinxuailongxiang Property Co., Ltd.	2009年7月17日 17-Jul-09	50,000	50,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	武漢龍域房地產開發有限公司 Wuhan Longyu Real Estate Consultancy Co., Ltd.	2016年1月28日 28-Jan-16	10,000	10,000	64.00%	
湖北省粵華房地產開發有限公司(c) Hubei Yuehua Real Estate Development Co., Ltd. (c)	2014年4月17日 17-Apr-14	10,000	10,000	32.64%	32.62%	物業開發及銷售 Development and sale of properties
鄂州新城創盛置業有限公司 Ezhou Future Land Chuangsheng Property Co., Ltd.	2017年8月15日 15-Aug-17	10,000	10,000	63.99%	63.96%	物業開發及銷售 Development and sale of properties
黃石市新城萬博房地產開發有限公司 Huangshi Future Land Wanbo Real Estate Development Co., Ltd.	2017年12月22日 22-Dec-17	50,000	50,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
黃石市瑞景居然德盛地產開發有限公司(c) Huangshi Ruijing Yisheng Real Estate Development Co., Ltd. (c)	2018年8月10日 10-Aug-18	10,000	10,000	44.80%	44.78%	物業開發及銷售 Development and sale of properties
山東寶泰置業有限公司(c) Shandong Baotai Property Co., Ltd. (c)	2013年12月11日 11-Dec-13	10,000	10,000	33.94%	33.92%	物業開發及銷售 Development and sale of properties
濟南創佳房地產開發有限公司 Jinan Chuangjia Real Estate Development Co., Ltd.	2017年9月19日 19-Sep-17	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
濟南和怡昌置業有限公司(c) Jinan Heyichang Property Co., Ltd. (c)	2016年12月19日 19-Dec-16	404,000	404,000	33.27%	33.25%	物業開發及銷售 Development and sale of properties
濟南天鴻永業房地產開發有限公司 Jinan Tianhongyongye Real Estate Development Co., Ltd.	2013年12月12日 12-Dec-13	20,000	20,000	67.14%	67.16%	物業開發及銷售 Development and sale of properties
濟南天鴻永天房地產開發有限公司 Jinan Tianhongyongtian Real Estate Development Co., Ltd.	2015年1月6日 6-Jan-15	100,000	100,000	67.15%	67.11%	物業開發及銷售 Development and sale of properties
濟南天鴻永益房地產開發有限公司 Jinan Tianhong Yongyi Real Estate Development Co., Ltd.	2016年6月25日 25-Jun-16	700,000	700,000	67.15%	67.11%	物業開發及銷售 Development and sale of properties
濟南新城億盛房地產開發有限公司 Jinan Future Land Yisheng Real Estate Development Co., Ltd.	2018年8月6日 6-Aug-18	750,000	750,000	64.63%	66.50%	物業開發及銷售 Development and sale of properties
濟南新城創置房地產開發有限公司 Jinan Future Land Chuangzhi Real Estate Development Co., Ltd.	2016年4月5日 5-Apr-16	50,500	50,500	66.53%	66.50%	物業開發及銷售 Development and sale of properties
濟南榮建置業有限公司 Jinan Rongjian Property Co., Ltd.	2014年12月5日 5-Dec-14	235,000	235,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
濰博新城華雲房地產開發有限公司(c) Zibo Future Land Huayun Real Estate Development Co., Ltd. (c)	2018年4月28日 28-Apr-18	50,000	50,000	46.58%	46.55%	物業開發及銷售 Development and sale of properties
陽谷裕昌置業有限公司 Yanggu Yuchang Property Co., Ltd.	2018年3月14日 14-Mar-18	10,000	10,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
高唐縣新城創置房地產開發有限公司 Gaotang Future Land Chuangzhi Real Estate Development Co., Ltd.	2018年6月8日 8-Jun-18	183,295	183,295	54.39%	54.36%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
齊河縣新城創置房地產開發有限公司 Qihe Future Land Chuangzhi Real Estate Development Co., Ltd	2017年7月28日 28-Jul-17	350,000	350,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
齊河坤新置業有限公司 Qihe Kunxin Property Co., Ltd.	2017年9月4日 4-Sep-17	460,000	460,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
台州新城東泰房地產開發有限公司 (c) Taizhou Future Land Dongtai Real Estate Development Co., Ltd. (c)	2020年7月1日 1-Jul-20	411,000	411,000	43.19%	42.74%	物業開發及銷售 Development and sale of properties
寧波鴻崧房地產開發有限公司 Ningbo Hongsong Real Estate Development Co., Ltd.	2020年7月15日 15-Jul-20	1,000	-	65.57%	33.42%	物業開發及銷售 Development and sale of properties
溫嶺新城鴻祥房地產開發有限公司 (c) Wenling Future Land Hongxiang Real Estate Development Co., Ltd. (c)	2020年6月4日 4-Jun-20	800,000	800,000	37.02%	36.64%	物業開發及銷售 Development and sale of properties
溫州新城鴻悅房地產開發有限公司 Wenzhou Future Land Hongyue Real Estate Development Co., Ltd.	2020年4月29日 29-Apr-20	10,000	10,000	61.70%	61.06%	物業開發及銷售 Development and sale of properties
紹興新城鴻柏企業管理有限公司 Shaoxing Future Land Hongbai Enterprise Management Co., Ltd.	2020年8月18日 18-Aug-20	1,000	-	65.57%	65.52%	物業開發及銷售 Development and sale of properties
東莞德泰房地產開發有限公司 Dongguan Yitai Real Estate Development Co., Ltd.	2018年12月14日 14-Dec-18	20,000	-	66.59%	67.16%	物業開發及銷售 Development and sale of properties
東莞市星城際投資有限公司 (c) Dongguan Xingchengji Investment Co., Ltd. (c)	2014年7月23日 23-Jul-14	10,000	10,000	48.00%	47.97%	物業開發及銷售 Development and sale of properties
博羅信德實業有限公司 Boluo Xinde Industry Co., Ltd.	2011年2月23日 23-Feb-11	1,500	1,500	51.20%	51.17%	物業開發及銷售 Development and sale of properties
海豐縣振業房地產開發有限公司 (a) Haifeng Zhenye Real Estate Development Co., Ltd. (a)	2015年2月11日 11-Feb-15	10,000	10,000	66.59%	67.16%	物業開發及銷售 Development and sale of properties
深圳市新城創佳房地產開發有限公司 Shenzhen Xinyuchuangjia Real Estate Development Co., Ltd.	2016年7月29日 29-Jul-16	75,000	75,000	66.88%	67.16%	物業開發及銷售 Development and sale of properties
台州新城德仁房地產開發有限公司 Taizhou Future Land Yiren Real Estate Development Co., Ltd.	2018年7月24日 24-Jul-18	5,000	-	61.70%	61.06%	物業開發及銷售 Development and sale of properties
台州新城德旭房地產開發有限公司 (c) Taizhou Future Land Yixu Real Estate Development Co., Ltd. (c)	2018年8月15日 15-Aug-18	400,000	400,000	42.77%	42.74%	物業開發及銷售 Development and sale of properties
杭州南郡房地產諮詢有限公司 Hangzhou Nanjun Real Estate Consultancy Co., Ltd.	2016年9月27日 27-Sep-16	5,000	-	67.11%	67.07%	房地產諮詢服務 Real estate consulting
浙江藝盛房地產開發有限公司 Zhejiang Aosheng Real Estate Development Co., Ltd.	2018年6月5日 5-Jun-18	410,000	410,000	61.70%	31.14%	物業開發及銷售 Development and sale of properties
溫州德昊企業管理有限公司 Wenzhou Yihao Enterprise Management Co., Ltd.	2018年10月17日 17-Oct-18	1,585,000	1,585,000	61.70%	61.06%	資產運營及管理 Asset operation and management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	溫州德輝房地產諮詢有限公司 Wenzhou Yihui Property Consultancy Co., Ltd.	2018年7月2日 2-Jul-18	5,000	-	61.70%	
溫州新城億瑞房地產開發有限公司 Wenzhou Future Land Yirui Real Estate Development Co., Ltd.	2018年1月29日 29-Jan-18	5,500	500	61.09%	61.06%	物業開發及銷售 Development and sale of properties
常州新城鴻祺房地產開發有限公司 Changzhou Future Land Hongqi Real Estate Development Co., Ltd.	2020年10月22日 22-Oct-20	1,000	-	64.35%	64.31%	物業開發及銷售 Development and sale of properties
東台市江中置業有限公司 Dongtai Jiangzhong Property Co., Ltd.	2010年10月9日 9-Oct-10	8,000	8,000	66.84%	67.09%	物業開發及銷售 Development and sale of properties
吳江恒力地產有限公司 Wujiang Hengli Real Estate Co., Ltd.	2012年5月16日 16-May-12	208,160	208,160	67.10%	67.09%	物業開發及銷售 Development and sale of properties
常熟新城創宏房地產有限公司 Changshu Future Land Chuanghong Real Estate Co., Ltd.	2015年7月31日 31-Jul-15	10,000	10,000	67.10%	67.09%	物業開發及銷售 Development and sale of properties
常熟金宸房地產開發有限公司 (a) Changshu Jincheng Real Estate Development Co., Ltd. (a)	2018年7月12日 12-Jul-18	803,300	803,300	67.10%	34.22%	物業開發及銷售 Development and sale of properties
張家港市創鴻房地產開發有限公司 Zhangjiagang Chuanghong Real Estate Development Co., Ltd.	2017年12月7日 7-Dec-17	37,200	37,200	67.10%	67.09%	物業開發及銷售 Development and sale of properties
張家港志成房地產開發有限公司 (c) Zhangjiagang Zhicheng Real Estate Development Co., Ltd. (c)	2017年7月18日 18-Jul-17	648,970	648,970	21.05%	21.03%	物業開發及銷售 Development and sale of properties
張家港新城鴻澤房地產開發有限公司 Zhangjiagang Future Land Hongze Real Estate Development Co., Ltd.	2020年5月13日 13-May-20	788,110	788,110	53.71%	53.67%	物業開發及銷售 Development and sale of properties
張家港新城鴻鑫房地產開發有限公司 Zhangjiagang Future Land Hongxin Real Estate Development Co., Ltd.	2020年7月10日 10-Jul-20	1,000	-	53.71%	53.67%	物業開發及銷售 Development and sale of properties
張家港新城鴻錦房地產開發有限公司 Zhangjiagang Future Land Hongjin Real Estate Development Co., Ltd.	2020年6月3日 3-Jun-20	1,000	-	67.10%	67.09%	物業開發及銷售 Development and sale of properties
張家港鼎盛房地產有限公司 (g) Zhangjiagang Dingsheng Real Estate Co., Ltd. (g)	2013年10月25日 25-Oct-13	11,424	11,424	65.96%	65.83%	物業開發及銷售 Development and sale of properties
昆山新城萬龍房地產發展有限公司 Kunshan Future Land Wanlong Real Estate Development Co., Ltd.	2013年12月31日 31-Dec-13	10,000	-	64.41%	64.37%	物業開發及銷售 Development and sale of properties
昆山新城創域房地產有限公司 Kunshan Future Land Chuangyu Real Estate Co., Ltd.	2011年6月23日 23-Jun-11	100,000	100,000	67.17%	67.13%	物業開發及銷售 Development and sale of properties
昆山新城創宏房地產有限公司 Kunshan Future Land Chuanghong Real Estate Co., Ltd.	2011年6月20日 20-Jun-11	160,000	160,000	67.10%	67.09%	物業開發及銷售 Development and sale of properties
昆山新城創置發展有限公司 Kunshan Future Land Chuangzhi Development Co., Ltd.	2006年4月7日 7-Apr-06	20,000	20,000	64.41%	64.37%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				江蘇美露投資有限公司 Jiangsu Meilu Investment Co., Ltd.	2006年6月1日 1-Jun-06	
江蘇通佳置業有限公司(c) Jiangsu Tongjia Property Co., Ltd. (c)	2018年2月2日 2-Feb-18	400,000	400,000	34.24%	34.22%	物業開發及銷售 Development and sale of properties
泰興市乾元房地產開發有限公司 Taixing Qianyuan Real Estate Development Co., Ltd.	2014年8月1日 1-Aug-14	20,000	20,000	66.86%	67.09%	物業開發及銷售 Development and sale of properties
泰興市乾冠房地產開發有限公司(a) Taixing Qianguan Real Estate Development Co., Ltd. (a)	2014年8月1日 1-Aug-14	20,000	20,000	67.04%	66.60%	物業開發及銷售 Development and sale of properties
泰州開泰汽車城發展有限公司 Taizhou Motor City Development Co., Ltd.	2004年3月11日 11-Mar-04	200,000	200,000	66.86%	67.09%	物業開發及銷售 Development and sale of properties
泰州鴻翰房地產開發有限公司 Taizhou Honghan Real Estate Development Co., Ltd.	2020年7月14日 14-Jul-20	1,000	-	67.13%	67.09%	物業開發及銷售 Development and sale of properties
鹽城新城偉佳房地產開發有限公司 Yancheng Future Land Yijia Real Estate Development Co., Ltd.	2018年4月18日 18-Apr-18	388,000	388,000	52.13%	52.10%	物業開發及銷售 Development and sale of properties
鹽城新城偉盛房地產開發有限公司(a) Yancheng Future land Yisheng Real Estate Development Co., Ltd. (a)	2018年2月5日 5-Feb-18	262,992	262,992	66.86%	67.09%	物業開發及銷售 Development and sale of properties
蘇州億崧偉聖房地產開發有限公司(c) Suzhou Yisong Weisheng Real Estate Development Co., Ltd. (c)	2018年6月11日 11-Jun-18	670,000	670,000	46.99%	46.96%	物業開發及銷售 Development and sale of properties
蘇州億崧科技產業發展有限公司 Suzhou Yisong Technology Development Co., Ltd.	2018年3月27日 27-Mar-18	10,000	-	67.16%	67.16%	科技業務培育服務 Technology business incubation service
蘇州億昊企業管理有限公司 Suzhou Yihao Enterprise Management Co., Ltd.	2018年8月16日 16-Aug-18	20,000	-	67.10%	67.09%	物業開發及銷售 Development and sale of properties
蘇州億錫房地產開發有限公司 Suzhou Yikai Real Estate Development Co., Ltd.	2018年6月11日 11-Jun-18	20,000	-	67.13%	67.09%	物業開發及銷售 Development and sale of properties
蘇州凱拓房地產發展有限公司 Suzhou Kaituo Development Co., Ltd.	2013年6月20日 20-Jun-13	128,938	128,938	65.96%	65.83%	物業開發及銷售 Development and sale of properties
蘇州創瑞房地產諮詢有限公司(c) Suzhou Chuangrui Real Estate Consultancy Co., Ltd. (c)	2017年7月7日 7-Jul-17	180,000	180,000	22.83%	22.81%	物業開發及銷售 Development and sale of properties
蘇州升博房地產諮詢有限公司(c) Suzhou Shengbo Real Estate Consultancy Co., Ltd. (c)	2017年7月7日 7-Jul-17	600,000	444,000	34.24%	34.22%	諮詢服務 Consulting
蘇州升益房地產資訊諮詢有限公司 Suzhou Shengyi Real Estate Information Consultancy Co., Ltd.	2017年8月15日 15-Aug-17	50,000	50,000	66.86%	67.09%	諮詢服務 Consulting
蘇州博盛房地產發展有限公司(g) Suzhou Bosheng Development Co., Ltd. (g)	2013年6月20日 20-Jun-13	21,215	21,215	51.59%	49.87%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	蘇州城弘房地產開發有限公司 (c) Suzhou Chenghong Real Estate Development Co., Ltd. (c)	2015年11月26日 26-Nov-15	40,000	40,000	33.57%	
蘇州新城萬嘉房地產有限公司 Suzhou Future Land Wanjia Real Estate Co., Ltd.	2004年9月17日 17-Sep-04	20,000	20,000	64.63%	64.59%	物業開發及銷售 Development and sale of properties
蘇州新城萬瑞房地產有限公司 Suzhou Future Land Wanrui Real Estate Co., Ltd.	2014年8月14日 14-Aug-14	296,875	296,875	67.13%	67.09%	物業開發及銷售 Development and sale of properties
蘇州新城創佳置業有限公司 Suzhou Future Land Chuangjia Property Co., Ltd.	2007年10月11日 11-Oct-07	200,200	200,200	67.13%	67.09%	物業開發及銷售 Development and sale of properties
蘇州新城創恒房地產有限公司 Suzhou Future Land Chuangheng Real Estate Co., Ltd.	2012年8月13日 13-Aug-12	20,000	20,000	67.13%	67.09%	物業開發及銷售 Development and sale of properties
蘇州新城創盛置業有限公司 Suzhou Future Land Chuangsheng Property Co., Ltd.	2013年7月1日 1-Jul-13	21,000	21,000	67.10%	67.09%	物業開發及銷售 Development and sale of properties
蘇州新城鴻飛房地產開發有限公司 Suzhou Future Land Hongfei Real Estate Development Co., Ltd.	2020年11月20日 20-Nov-20	1,000	-	67.13%	67.09%	物業開發及銷售 Development and sale of properties
蘇州晟天房地產諮詢有限公司 Suzhou Shengtian Real Estate Consulting Co., Ltd.	2015年8月12日 12-Aug-15	150,000	150,000	66.86%	67.09%	物業開發及銷售 Development and sale of properties
蘇州靈茂企業管理有限公司 Suzhou Ximao Enterprise Management Co., Ltd.	2018年8月17日 17-Aug-18	100,000	49,000	67.10%	34.22%	資產運營及管理 Asset operation and management
蘇州翼客孵化器管理有限公司 Suzhou Yike Incubator Management Co., Ltd.	2017年9月22日 22-Sep-17	3,000	3,000	67.16%	67.16%	諮詢服務 Consulting
蘇州幸崧貿易有限公司 Suzhou Yusong Trading Co., Ltd.	2017年7月7日 7-Jul-17	222,230	-	67.10%	-	物業開發及銷售 Development and sale of properties
蘇州幸盛房地產開發有限公司 (a) Suzhou Yusheng Real Estate Development Co., Ltd. (a)	2016年10月20日 20-Oct-16	600,000	600,000	64.42%	64.39%	物業開發及銷售 Development and sale of properties
蘇州貝嘉房地產諮詢有限公司 Suzhou Beijia Real Estate Consultancy Co., Ltd.	2015年8月12日 12-Aug-15	10,000	-	67.12%	67.09%	房地產諮詢服務 Real estate consulting
蘇州鴻璞房地產開發有限公司 (c) Suzhou Hongpu Real Estate Development Co., Ltd. (c)	2020年4月29日 29-Apr-20	862,750	737,000	34.24%	34.22%	物業開發及銷售 Development and sale of properties
咸陽億錦尚城房地產開發有限公司 (c) Xianyang Yijing Shangcheng Real Estate Development Co., Ltd. (c)	2018年3月2日 2-Mar-18	10,000	-	40.23%	40.20%	物業開發及銷售 Development and sale of properties
咸陽新城旭樾房地產開發有限公司 (c) Xianyang Future Land Xuyue Real Estate Development Co., Ltd. (c)	2017年12月5日 5-Dec-17	10,000	-	34.19%	34.17%	物業開發及銷售 Development and sale of properties
西安德昶房地產開發有限公司 Xi'an Yichang Real Estate Development Co., Ltd.	2018年12月20日 20-Dec-18	10,000	10,000	67.04%	67.00%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
西安億淳企業管理有限公司 Xi'an Yichun Enterprise Management Co., Ltd.	2018年8月31日 31-Aug-18	10,000	-	67.04%	67.00%	資產運營及管理 Asset operation and management
西安億翰房地產開發有限公司 (c) Xi'an Yihan Real Estate Development Co., Ltd. (c)	2018年12月6日 6-Dec-18	540,000	540,000	46.60%	46.57%	物業開發及銷售 Development and sale of properties
西安億超企業管理有限公司 Xi'an Yichao Enterprise Management Co., Ltd.	2018年8月31日 31-Aug-18	10,000	-	67.04%	67.00%	資產運營及管理 Asset operation and management
西安創樾房地產開發有限公司 Xi'an Chuangyue Real Estate Development Co., Ltd.	2017年7月20日 20-Jul-17	210,000	210,000	67.04%	67.00%	物業開發及銷售 Development and sale of properties
西安威銳置業有限公司 Xi'an Weiming Property Co., Ltd.	2018年1月12日 12-Jan-18	30,000	30,000	67.04%	67.00%	物業開發及銷售 Development and sale of properties
西安悅晟房地產開發有限公司 (c) Xi'an Yuesheng Real Estate Development Co., Ltd. (c)	2017年12月1日 1-Dec-17	10,000	-	43.57%	43.55%	物業開發及銷售 Development and sale of properties
西安新城萬嘉房地產開發有限公司 Xi'an Future Land Wanjia Real Estate Development Co., Ltd.	2017年6月8日 8-Jun-17	10,000	10,000	67.04%	67.00%	物業開發及銷售 Development and sale of properties
西安新城驪晟房地產開發有限公司 Xi'an Future Land Lisheng Real Estate Development Co., Ltd.	2017年11月27日 27-Nov-17	10,000	10,000	67.04%	67.00%	物業開發及銷售 Development and sale of properties
西安新拓房地產開發有限公司 Xi'an Xintuo Real Estate Development Co., Ltd.	2017年10月29日 29-Oct-17	10,000	-	67.04%	67.00%	物業開發及銷售 Development and sale of properties
西安新錦樾房地產開發有限公司 (c) Xi'an New Jinyue Real Estate Development Co., Ltd. (c)	2017年12月12日 12-Dec-17	10,000	-	34.19%	34.17%	物業開發及銷售 Development and sale of properties
西安銀灃置業發展有限公司 (a) Xi'an Yinfeng Property Development Co., Ltd. (a)	2019年4月3日 3-Apr-19	50,000	-	67.05%	67.00%	物業開發及銷售 Development and sale of properties
鞏義市鴻璞辰合置業有限公司 (a)(c) Gongyi Hongpu Chenhe Real Estate Co., Ltd. (a)(c)	2020年8月5日 5-Aug-20	125,600	-	32.65%	32.62%	物業開發及銷售 Development and sale of properties
鞏義市鴻鼎辰合置業有限公司 (a)(c) Gongyi Hongdingchen He Real Estate Co., Ltd. (a)(c)	2020年10月19日 19-Oct-20	106,750	-	32.65%	32.62%	物業開發及銷售 Development and sale of properties
新鄭市鴻澤房地產開發有限公司 (a) Xinzheng Hongze Real Estate Development Co., Ltd. (a)	2020年4月13日 13-Apr-20	50,000	-	64.00%	42.85%	物業開發及銷售 Development and sale of properties
鄭州鴻華置業有限公司 (a) Zhengzhou Honghua Real Estate Co., Ltd. (a)	2020年11月5日 5-Nov-20	10,000	-	51.20%	51.17%	物業開發及銷售 Development and sale of properties
鄭州鴻崑房地產開發有限公司 Zhengzhou Hongsong Real Estate Development Co., Ltd.	2020年5月7日 7-May-20	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州鴻弘房地產開發有限公司 Zhengzhou Honghong Real Estate Development Co., Ltd.	2020年6月5日 5-Jun-20	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	鄭州鴻隆房地產開發有限公司 Zhengzhou Honglong Real Estate Development Co., Ltd.	2020年6月5日 5-Jun-20	1,000	-	64.00%	
鄭州鴻鵬房地產開發有限公司 Zhengzhou Hongqian Real Estate Development Co., Ltd.	2020年9月4日 4-Sep-20	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州鴻麥房地產開發有限公司 Zhengzhou Hongmai Real Estate Development Co., Ltd.	2020年10月26日 26-Oct-20	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州鴻鼎房地產開發有限公司 Zhengzhou Hongding Real Estate Development Co., Ltd.	2020年6月5日 5-Jun-20	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
六盤水新城悅嘉房地產開發有限公司 (a) Liupanshui Future Land Yuejia Real Estate Development Co., Ltd. (a)	2017年12月30日 30-Dec-17	20,000	20,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
貴州恒豐信置業有限公司 Guizhou Hengfengxin Real Estate Co., Ltd.	2015年1月22日 22-Jan-15	100,000	100,000	60.19%	60.44%	物業開發及銷售 Development and sale of properties
貴州恒弘達置業有限公司 Guizhou Henghongda Real Estate Co., Ltd.	2015年1月22日 22-Jan-15	200,000	1,000	60.19%	60.44%	物業開發及銷售 Development and sale of properties
貴陽新城億晟房地產開發有限公司 Guiyang Future Land Yisheng Real Estate Development Co., Ltd.	2018年5月17日 17-May-18	500	500	66.88%	67.16%	物業開發及銷售 Development and sale of properties
貴陽新城億睿房地產開發有限公司 (a) Guiyang Future land Yirui Real Estate Development Co., Ltd. (a)	2018年12月26日 26-Dec-18	1,173,530	1,173,530	66.88%	66.99%	物業開發及銷售 Development and sale of properties
貴陽新城億鴻房地產開發有限公司 Guiyang Future Land Yihong Real Estate Development Co., Ltd.	2018年7月23日 23-Jul-18	20,000	-	66.88%	67.16%	物業開發及銷售 Development and sale of properties
貴陽新城悅澤房地產開發有限公司 Guiyang Future Land Yueze Real Estate Development Co., Ltd.	2019年12月20日 20-Dec-19	20,000	-	66.88%	67.16%	物業開發及銷售 Development and sale of properties
遵義市新城億欣房地產開發有限公司 Zunyi Future Land Yixin Real Estate Development Co., Ltd.	2018年10月16日 16-Oct-18	20,000	20,000	67.03%	67.16%	物業開發及銷售 Development and sale of properties
遵義市新城億騰房地產開發有限公司 Zunyi Future Land Yiteng Real Estate Development Co., Ltd.	2018年9月13日 13-Sep-18	100,000	100,000	64.96%	66.72%	物業開發及銷售 Development and sale of properties
肇義市悅宸置業有限公司 Gongyi Yuechen Property Co., Ltd.	2019年5月8日 8-May-19	90,240	90,240	51.84%	51.81%	物業開發及銷售 Development and sale of properties
肇義市悅晟置業有限公司 Gongyi Yuesheng Property Co., Ltd.	2019年5月8日 8-May-19	130,000	130,000	51.84%	51.81%	物業開發及銷售 Development and sale of properties
許昌市昱恒房地產開發有限公司 (a)(c) Xuchang Yuheng Real Estate Development Co., Ltd. (a)(c)	2018年3月12日 12-Mar-18	500,000	500,000	21.76%	21.75%	物業開發及銷售 Development and sale of properties
鄭州億瀚房地產開發有限公司 Zhengzhou Yihan Real Estate Development Co., Ltd.	2018年5月23日 23-May-18	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
鄭州億輝房地產開發有限公司 Zhengzhou Yiye Real Estate Development Co., Ltd.	2018年5月23日 23-May-18	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州創賢房地產開發有限公司 Zhengzhou Chuangxian Real Estate Development Co., Ltd.	2017年11月6日 6-Nov-17	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州德佳房地產開發有限公司 Zhengzhou Dejia Real Estate Development Co., Ltd.	2017年11月6日 6-Nov-17	1,988,240	340,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州悅旭房地產開發有限公司 Zhengzhou Yueyu Real Estate Development Co., Ltd.	2019年5月10日 10-May-19	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州悅環房地產開發有限公司 Zhengzhou Yuehuan Real Estate Development Co., Ltd.	2019年5月20日 20-May-19	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州悅韻房地產開發有限公司 Zhengzhou Yueyun Real Estate Development Co., Ltd.	2019年5月20日 20-May-19	100,000	100,000	64.00%	42.85%	物業開發及銷售 Development and sale of properties
鄭州新城創恒房地產開發有限公司 Zhengzhou Future Land Chuangheng Real Estate Development Co., Ltd.	2017年7月28日 28-Jul-17	10,500	10,500	64.00%	63.96%	物業開發及銷售 Development and sale of properties
鄭州舜傑新城房地產開發有限公司 (a) Zhengzhou Shunjie Future Land Real Estate Development Co., Ltd. (a)	2019年3月6日 6-Mar-19	1,000,000	-	60.74%	60.71%	物業開發及銷售 Development and sale of properties
鄭州隆城吾悅房地產開發有限公司 (c) Zhengzhou Longcheng Injoy Real Estate Development Co., Ltd. (c)	2016年12月19日 19-Dec-16	150,000	150,000	33.94%	33.92%	物業開發及銷售 Development and sale of properties
長葛市新城億景房地產開發有限公司 Changge Future Land Yisheng Real Estate Development Co., Ltd.	2018年7月30日 30-Jul-18	200,245	200,245	51.84%	51.81%	物業開發及銷售 Development and sale of properties
重慶東睿房地產開發有限公司 (a) Chongqing Dongrui Real Estate Development Co., Ltd. (a)	2014年12月22日 22-Dec-14	30,000	30,000	64.01%	63.96%	物業開發及銷售 Development and sale of properties
重慶北麓置業有限公司 Chongqing beilu Property Co., Ltd.	2010年5月4日 4-May-10	23,000	23,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
重慶幻鑑企業管理有限公司 Chongqing Enterprise Management Co., Ltd.	2017年10月10日 10-Oct-17	613,000	613,000	64.00%	63.96%	資產運營及管理 Asset operation and management
重慶悅環房地產開發有限公司 (a) Chongqing Yuejing Real Estate Development Co., Ltd. (a)	2019年5月24日 24-May-19	50,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
重慶新城萬嘉企業管理有限公司 Chongqing Wanjia Enterprise Management Co., Ltd.	2017年7月31日 31-Jul-17	10,500	-	64.00%	63.96%	資產運營及管理 Asset operation and management
重慶銘睿房地產開發有限公司 (a) Chongqing Mingrui Real Estate Development Co., Ltd. (a)	2017年6月14日 14-Jun-17	50,000	50,000	64.00%	63.96%	物業開發及銷售 Development and sale of properties
重慶錦卿企業管理有限公司 Chongqing Jinqing Enterprise Management Co., Ltd.	2017年9月26日 26-Sep-17	10,000	-	64.00%	63.96%	資產運營及管理 Asset operation and management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	重慶龍卿企業管理有限公司 Chongqing Longqin Enterprise Management Co., Ltd.	2017年8月23日 23-Aug-17	10,000	-	64.00%	
株洲欣盛萬博置業有限公司 (a)(c) Zhuzhou Xinsheng Wanbo Property Co., Ltd. (a)(c)	2018年5月30日 30-May-18	500,000	500,000	33.23%	33.21%	物業開發及銷售 Development and sale of properties
湖南中坤置業有限公司 Hunan Zhongkun Property Co., Ltd.	2003年6月3日 3-Jun-03	30,000	30,000	66.23%	66.41%	物業開發及銷售 Development and sale of properties
湖南悅澤房地產開發有限公司 (c) Hunan Yueze Real Estate Development Co., Ltd. (c)	2019年3月13日 13-Mar-19	100,000	100,000	20.33%	20.32%	物業開發及銷售 Development and sale of properties
湘潭和宇置業有限公司 Xiangtan Heyu Property Co., Ltd.	2009年12月2日 2-Dec-09	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
長沙君正房地產開發有限公司 (c) Changsha Junzheng Real Estate Development Co., Ltd. (c)	2017年1月6日 6-Jan-17	10,000	10,000	33.90%	33.87%	物業開發及銷售 Development and sale of properties
長沙嘉和創元置業有限公司 Changsha Jiahe Chuangyuan Property Co., Ltd.	2017年11月15日 15-Nov-17	282,462	282,462	66.23%	66.41%	物業開發及銷售 Development and sale of properties
長沙悅博房地產開發有限公司 Changsha Yuebo Real Estate Development Co., Ltd.	2019年1月24日 24-Jan-19	100,000	100,000	59.61%	59.77%	物業開發及銷售 Development and sale of properties
長沙悅安廣廈置業有限公司 (c) Changsha Yuean Guangsha Property Co., Ltd. (c)	2017年1月19日 19-Jan-17	10,000	-	33.23%	33.21%	物業開發及銷售 Development and sale of properties
長沙悅拓房地產開發有限公司 (c) Changsha Yuetuo Real Estate Development Co., Ltd. (c)	2019年4月18日 18-Apr-19	300,000	300,000	20.33%	20.32%	物業開發及銷售 Development and sale of properties
長沙新城萬博置業有限公司 Changsha Future Land Wanbo Property Co., Ltd.	2011年3月28日 28-Mar-11	420,000	420,000	66.45%	66.41%	物業開發及銷售 Development and sale of properties
長沙晟洋恒運置業有限公司 Changsha Shengyang Hengyun Property Co., Ltd.	2017年12月14日 14-Dec-17	10,000	-	66.45%	66.41%	物業開發及銷售 Development and sale of properties
長沙樹隆置業有限公司 Changsha Shulong Property Co., Ltd.	2018年12月5日 5-Dec-18	10,000	-	66.39%	66.41%	物業開發及銷售 Development and sale of properties
長沙永屹創元置業有限公司 (c) Changsha Yongyi Chuangyuan Property Co., Ltd. (c)	2017年12月14日 14-Dec-17	10,000	-	20.33%	20.32%	物業開發及銷售 Development and sale of properties
長沙盛景佳宸置業有限公司 Changsha Shengjing Jiachen Property Co., Ltd.	2017年12月14日 14-Dec-17	10,000	-	66.45%	66.41%	物業開發及銷售 Development and sale of properties
長沙遠錦創元置業有限公司 (c) Changsha Yuanjin Chuangyuan Property Co., Ltd. (c)	2017年12月14日 14-Dec-17	229,411	229,411	33.90%	33.87%	物業開發及銷售 Development and sale of properties
長沙鴻仁房地產開發有限公司 (c) Changsha Hongren Real Estate Development Co., Ltd. (c)	2020年4月22日 22-Apr-20	917,652	527,653	33.89%	33.87%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				長沙鴻尚房地產開發有限公司 (c) Changsha Hongshang Real Estate Development Co., Ltd. (c)	2020年8月11日 11-Aug-20	
長沙鴻崧房地產開發有限公司 Changsha Hongsong Real Estate Development Co., Ltd.	2020年4月23日 23-Apr-20	30,000	-	66.43%	66.41%	物業開發及銷售 Development and sale of properties
長沙鴻拓房地產開發有限公司 (c) Changsha Hongtuo Real Estate Development Co., Ltd. (c)	2020年7月8日 8-Jul-20	250,000	250,000	20.33%	20.32%	物業開發及銷售 Development and sale of properties
長沙鴻璞房地產開發有限公司 Changsha Hongpu Real Estate Development Co., Ltd.	2020年2月28日 28-Feb-20	20,000	-	66.45%	-	物業開發及銷售 Development and sale of properties
長沙鴻耀房地產開發有限公司 (a) Changsha Hongyao Real Estate Development Co., Ltd. (a)	2020年8月10日 10-Aug-20	10,000	10,000	53.16%	53.13%	物業開發及銷售 Development and sale of properties
長沙鴻臻房地產開發有限公司 Changsha Hongzhen Real Estate Development Co., Ltd.	2020年4月23日 23-Apr-20	30,000	-	66.23%	66.41%	物業開發及銷售 Development and sale of properties
長沙鴻鼎房地產開發有限公司 Changsha Hongding Real Estate Development Co., Ltd.	2020年4月16日 16-Apr-20	100,000	-	53.16%	53.13%	物業開發及銷售 Development and sale of properties
長沙鼎悅創元置業有限公司 Changsha Dingyue Chuangyuan Property Co., Ltd.	2017年1月3日 3-Jan-17	10,000	-	66.23%	66.41%	物業開發及銷售 Development and sale of properties
東營悅峻房地產開發有限公司 (c) Dongying Yuejun Real Estate Development Co., Ltd. (c)	2019年7月4日 4-Jul-19	210,000	210,000	43.65%	43.62%	物業開發及銷售 Development and sale of properties
臨沂悅盛房地產開發有限公司 Linyi Yuesheng Real Estate Development Co., Ltd.	2019年5月22日 22-May-19	10,200	10,200	67.15%	67.11%	物業開發及銷售 Development and sale of properties
威海天置房地產開發有限公司 (a)(c) Weihai Tianzhi Real Estate Development Co., Ltd. (a)(c)	2018年7月26日 26-Jul-18	100,000	100,000	47.00%	46.97%	物業開發及銷售 Development and sale of properties
濰坊億悅房地產開發有限公司 Weifang Yiyue Real Estate Development Co., Ltd.	2018年6月19日 19-Jun-18	800,000	800,000	64.82%	67.15%	物業開發及銷售 Development and sale of properties
濰坊億拓房地產開發有限公司 Weifang Yituo Real Estate Development Co., Ltd.	2018年6月7日 7-Jun-18	1,100,000	1,100,000	64.61%	66.55%	物業開發及銷售 Development and sale of properties
煙臺億騰房地產開發有限公司 (a)(c) Yantai Yiteng Real Estate Development Co., Ltd. (a)(c)	2018年9月12日 12-Sep-18	310,000	310,000	47.00%	46.97%	物業開發及銷售 Development and sale of properties
煙臺悅環房地產開發有限公司 (a) Yantai Yuejing Real Estate Development Co., Ltd. (a)	2019年5月8日 8-May-19	50,000	50,000	65.76%	66.70%	物業開發及銷售 Development and sale of properties
青島萬基陽光置業有限公司 Qingdao Wanji Sunshine Property Co., Ltd.	2011年12月7日 7-Dec-11	50,000	50,000	53.72%	53.69%	物業開發及銷售 Development and sale of properties
青島卓越東郡置業有限公司 (c) Qingdao Zhuoyue Dongjun Real Estate Co., Ltd. (c)	2015年1月21日 21-Jan-15	50,000	50,000	33.57%	33.55%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	青島卓越新城置業有限公司 (c) Qingdao Zhuoyue Future Land Real Estate Co., Ltd. (c)	2014年12月1日 1-Dec-14	10,000	10,000	33.57%	
青島市麗洲置業有限公司 Qingdao Lizhou Property Co., Ltd.	2010年9月27日 27-Sep-10	50,000	50,000	67.15%	67.11%	物業開發及銷售 Development and sale of properties
青島悅宸房地產開發有限公司 Qingdao Yuechen Real Estate Development Co., Ltd.	2019年5月20日 20-May-19	10,000	-	67.15%	67.11%	物業開發及銷售 Development and sale of properties
青島悅潤房地產開發有限公司 Qingdao Yuerun Real Estate Development Co., Ltd.	2019年7月15日 15-Jul-19	50,000	35,000	60.47%	60.43%	物業開發及銷售 Development and sale of properties
青島新城東郡房地產開發有限公司 (c) Qingdao Future Land Dongjun Real Estate Development Co., Ltd. (c)	2015年1月20日 20-Jan-15	50,000	50,000	33.57%	33.55%	物業開發及銷售 Development and sale of properties
青島新城億鑫房地產開發有限公司 Qingdao Future Land Yixin Real Estate Development Co., Ltd.	2018年2月1日 1-Feb-18	10,000	10,000	67.15%	67.11%	物業開發及銷售 Development and sale of properties
青島新城創置房地產有限公司 (a) Qingdao Future Land Chuangzhi Real Estate Co., Ltd. (a)	2014年5月15日 15-May-14	600,500	600,500	67.15%	67.11%	物業開發及銷售 Development and sale of properties
青島特成房地產開發有限公司 (a)(c) Qingdao Techeng Real Estate Development Co., Ltd. (a)(c)	2017年8月17日 17-Aug-17	700,000	700,000	47.00%	46.97%	物業開發及銷售 Development and sale of properties
新城商業管理集團有限公司 (a) Future Land Commercial Management Co., Ltd. (a)	2014年12月2日 2-Dec-14	50,000	50,000	66.53%	67.16%	資產運營及管理 Asset operation and management
常州信博物業管理有限公司 Changzhou Yibo Property Management Co., Ltd.	2020年4月16日 16-Apr-20	500	-	66.53%	67.16%	資產運營及管理 Asset operation and management
常州新城吾悅商業管理有限公司 Changzhou Future Land Injoy Commercial Management Co., Ltd.	2010年11月8日 8-Nov-10	10,000	-	66.53%	-	資產運營及管理 Asset operation and management
常州新城宏昊商業管理有限公司 Changzhou Future Land Honghao Commercial Management Co., Ltd.	2014年12月5日 5-Dec-14	1,632,000	1,632,000	66.53%	66.50%	資產運營及管理 Asset operation and management
常州吾悅國際廣場商業管理有限公司 Changzhou Wuyue International Plaza Commercial Management Co., Ltd.	2012年4月5日 5-Apr-12	5,000	5,000	66.53%	67.16%	資產運營及管理 Asset operation and management
常州新城萬盛商業管理有限公司 Changzhou Future Land Wansheng Commercial Management Co., Ltd.	2013年1月22日 22-Jan-13	450,000	450,000	66.53%	66.50%	資產運營及管理 Asset operation and management
丹陽萬博商業經營管理有限公司 (a) Danyang Wanbo Commercial Management Co., Ltd. (a)	2016年12月13日 13-Dec-16	10,757	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
丹陽新城吾悅商業管理有限公司 Danyang Future Land Injoy Commercial Management Co., Ltd.	2014年11月14日 14-Nov-14	5,000	5,000	66.53%	67.16%	資產運營及管理 Asset operation and management
常州金壇萬博房產經營管理有限公司 Changzhou Jintan Wanbo Real Estate Management Co., Ltd.	2017年10月13日 13-Oct-17	10,000	10,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
常州金壇新城吾悅商業管理有限公司 Jintan Future Land Wuyue Business Management Co., Ltd.	2015年6月19日 19-Jun-15	10,000	10,000	66.53%	67.16%	資產運營及管理 Asset operation and management
泰興悅盛房地產開發有限公司 Taixing Yuesheng Real Estate Development Co., Ltd.	2019年8月20日 20-Aug-19	165,360	165,360	66.53%	66.50%	物業開發及銷售 Development and sale of properties
泰興市新城吾悅商業管理有限公司 Taixing Future Land Wuyue Commercial Management Co., Ltd.	2017年4月28日 28-Apr-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
常州新城鴻興商業經營管理有限公司(a) Changzhou Future Land Hongxing Business Management Co., Ltd. (a)	2020年5月28日 28-May-20	93,310	93,310	66.53%	66.50%	資產運營及管理 Asset operation and management
常州天寧吾悅商業管理有限公司 Changzhou Tianning Injoy Commercial Management Co., Ltd.	2018年1月4日 4-Jan-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
溧陽新城鴻悅房產經營管理有限公司(c)(g) Liyang Future Land Hongyue Real Estate Management Co., Ltd. (c)(g)	2020年6月11日 11-Jun-20	151,158	151,158	46.58%	66.50%	物業開發及銷售 Development and sale of properties
溧陽新城吾悅商業管理有限公司 Liyang Future Land Wuyue Commercial Management Co., Ltd.	2018年5月10日 10-May-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
興化新城吾悅商業管理有限公司 Xinhua Future Land Injoy Business Management Co., Ltd.	2017年12月30日 30-Dec-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
揚中市新城吾悅商業管理有限公司 Yangzhou Future Land Injoy Business Management Co., Ltd.	2019年7月4日 4-Jul-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
無錫吾悅商業管理有限公司 Wuxi Wuyue Commercial Management Co., Ltd.	2018年5月15日 15-May-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
鎮江萬博吾悅商業經營管理有限公司(a) Zhenjiang Wanbo Injoy Business Management Co., Ltd. (a)	2018年10月8日 8-Oct-18	10,044	10,044	66.53%	66.50%	資產運營及管理 Asset operation and management
鎮江新城吾悅商業管理有限公司 Zhenjiang Future Land Injoy Business Management Co., Ltd.	2016年1月18日 18-Jan-16	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
南京新城吾悅商業管理有限公司 Nanjing Future Land Injoy Business Management Co., Ltd.	2016年4月18日 18-Apr-16	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
揚州新城悅博房地產發展有限公司 Yangzhou Future Land Yuebo Real Estate Development Co., Ltd.	2019年7月17日 17-Jul-19	69,586	69,586	66.53%	66.50%	物業開發及銷售 Development and sale of properties
揚州新城吾悅商業管理有限公司 Yangzhou Future Land Injoy Commercial Management Co., Ltd.	2017年2月9日 9-Feb-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
句容新城悅盛房地產開發有限公司 Jurong Future Land Yuesheng Real Estate Development Co., Ltd.	2019年9月10日 10-Sep-19	123,550	123,550	67.20%	67.16%	物業開發及銷售 Development and sale of properties
句容吾悅商業管理有限公司 Jurong Wuyue Commercial Management Co., Ltd.	2017年9月25日 25-Sep-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	淮安新城鴻盛房產經營管理有限公司 Huai'an Future Land Hongsheng Real Estate Management Co., Ltd.	2020年4月20日 20-Apr-20	4,800	4,800	66.61%	
淮安新城吾悅商業管理有限公司 Huai'an Future Land Wuyue Commercial Management Co., Ltd.	2018年5月2日 2-May-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
寶應鴻宸商業經營管理有限公司 Baoying Hongchen Commercial Management Co., Ltd.	2020年5月18日 18-May-20	105,000	105,000	53.89%	53.86%	資產運營及管理 Asset operation and management
寶應吾悅商業管理有限公司 Baoying Wuyue Commercial Management Co., Ltd.	2018年6月15日 15-Jun-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
高郵市新城鴻博商業經營管理有限公司 Gaoyou Future Land Hongbo Business Management Co., Ltd.	2020年6月18日 18-Jun-20	86,000	86,000	53.89%	53.86%	資產運營及管理 Asset operation and management
高郵市新城吾悅商業管理有限公司 Gaoyou Future Land Wuyue Commercial Management Co., Ltd.	2018年6月11日 11-Jun-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
南京悅盛吾悅商業管理有限公司(a) Nanjing Yuesheng Injoy Business Management Co., Ltd. (a)	2019年4月26日 26-Apr-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
漣水新城吾悅商業管理有限公司 Lianshui Future Land Injoy Business Management Co., Ltd.	2019年7月25日 25-Jul-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
南京河西吾悅商業管理有限公司 Nanjing Hexi Wuyue Commercial Management Co., Ltd.	2017年7月7日 7-Jul-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
蘇州隆盛吾悅商業經營管理有限公司(g) Suzhou Longsheng Injoy Business Management Co., Ltd. (g)	2016年11月2日 2-Nov-16	10,000	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
蘇州新城吾悅商業管理有限公司 Suzhou Injoy Commercial Management Co., Ltd.	2013年7月19日 19-Jul-13	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
張家港萬博經營管理有限公司(g) Zhangjiagang Wanbo Operation and Management Co., Ltd. (g)	2016年11月16日 16-Nov-16	10,000	10,000	66.47%	65.83%	資產運營及管理 Asset operation and management
張家港新城吾悅商業管理有限公司 Zhangjiagang Future Land Injoy Commercial Management Co., Ltd.	2014年11月20日 20-Nov-14	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
如皋創馬房地產經營有限公司 Rugao Chuangjun Real Estate Co., Ltd.	2018年11月1日 1-Nov-18	10,000	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
如皋新城吾悅商業管理有限公司 Rugao Future Land Injoy Business Management Co., Ltd.	2016年8月18日 18-Aug-16	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
昆山新城吾悅商業管理有限公司 Kunshan Future Land Wuyue Commercial Management Co., Ltd.	2017年10月10日 10-Oct-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
啟東市悅博房產經營管理有限公司 Qidong Yuebo Real Estate Management Co., Ltd.	2019年11月15日 15-Nov-19	378,000	378,000	66.60%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
啟東市新城吾悅商業管理有限公司 Qidong Future Land Wuyue Commercial Management Co., Ltd.	2017年5月9日 9-May-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
蘇州吾悅商業管理有限公司 Suzhou Future Land Wuyue Commercial Management Co., Ltd.	2018年10月26日 26-Oct-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
安慶新城悅盛房產經營管理有限公司 Anqing Future Land Yuesheng Real Estate Management Co., Ltd.	2018年9月25日 25-Sep-18	10,000	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
安慶新城吾悅商業管理有限公司 Anqing Future Land Wuyue Business Management Co., Ltd.	2015年4月16日 16-Apr-15	5,000	5,000	66.53%	67.16%	資產運營及管理 Asset operation and management
淮南新城悅欣房地產開發有限公司 Huainan Future Land Yuexin Real Estate Development Co., Ltd.	2019年7月25日 25-Jul-19	24,190	24,190	66.60%	66.50%	物業開發及銷售 Development and sale of properties
淮南新城吾悅商業管理有限公司 Huainan Future Land Wuyue Commercial Management Co., Ltd.	2017年7月7日 7-Jul-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
合肥吾悅商業管理有限公司 Hefei Injoy Commercial Management Co., Ltd.	2017年12月29日 29-Dec-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
淮北新城吾悅商業管理有限公司 Huabei Future Land Wuyue Commercial Management Co., Ltd.	2018年6月26日 26-Jun-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
淮北新城鴻軒房產經營管理有限公司 Huabei Future Land Hongxuan Real Estate Management Co., Ltd.	2020年8月18日 18-Aug-20	68,570	68,570	66.62%	66.50%	物業開發及銷售 Development and sale of properties
蚌埠新城德鑫房產經營管理有限公司 Bengbu Future Land Yixin Real Estate Management Co., Ltd.	2020年5月26日 26-May-20	24,000	24,000	66.61%	66.50%	資產運營及管理 Asset operation and management
蚌埠新城吾悅商業管理有限公司 Bengbu Future Land Wuyue Commercial Management Co., Ltd.	2018年11月1日 1-Nov-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
宿州新城鴻盛房產經營管理有限公司 Suzhou Future Land Hongsheng Real Estate Management Co., Ltd.	2020年4月14日 14-Apr-20	18,000	18,000	66.60%	66.50%	物業開發及銷售 Development and sale of properties
宿州新城吾悅商業管理有限公司 Suzhou Future Land Wuyue Commercial Management Co., Ltd.	2018年10月26日 26-Oct-18	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
阜陽新城吾悅商業管理有限公司 Fuyang Future Land Injoy Business Management Co., Ltd.	2018年10月8日 8-Oct-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
六安吾悅商業管理有限公司 Luan Injoy Business Management Co., Ltd.	2017年12月30日 30-Dec-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
滁州新城吾悅商業管理有限公司 Chuzhou Future Land Injoy Business Management Co., Ltd.	2019年7月2日 2-Jul-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
天長市吾悅商業管理有限公司 Tianchang Injoy Business Management Co., Ltd.	2019年9月3日 3-Sep-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	鋼陵新城吾悅商業管理有限公司 Tongling Future Land Business Management Co., Ltd.	2019年10月25日 25-Oct-19	1,000	1,000	66.53%	
渭南新城吾悅商業管理有限公司 Weinan Future Land Wuyue Commercial Management Co., Ltd.	2017年6月23日 23-Jun-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
西安灃東新城吾悅商業管理有限公司 Xi'an Fengdong Future Land Wuyue Commercial Management Co., Ltd.	2017年6月28日 28-Jun-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
西安新城鴻晟房產經營管理有限公司 Xi'an Future Land Hongsheng Real Estate Management Co., Ltd.	2020年8月5日 5-Aug-20	74,000	74,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
延安市寶塔區鴻尚商業運營管理有限公司 Yan'an Baota Hongshang Commercial Operation Management Co., Ltd.	2020年5月15日 15-May-20	36,000	36,000	66.53%	66.50%	資產運營及管理 Asset operation and management
延安吾悅商業管理有限公司 Yanan Wulong Commercial Management Co., Ltd.	2018年5月22日 22-May-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
寶雞鴻端經營管理有限公司 Baoji Hongduan Management Co., Ltd.	2020年5月20日 20-May-20	75,000	75,000	66.53%	66.50%	資產運營及管理 Asset operation and management
寶雞吾悅商業管理有限公司 Baoji Wuyue Commercial Management Co., Ltd.	2018年5月8日 8-May-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
漢中新城鴻泰商業經營管理有限公司 Hanzhong Future Land Hongtai Commercial Management Co., Ltd.	2020年5月12日 12-May-20	30,000	11,000	66.62%	66.50%	資產運營及管理 Asset operation and management
漢中新城吾悅商業管理有限公司 Hanzhong Future Land Wuyue Commercial Management Co., Ltd.	2018年6月11日 11-Jun-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
西咸新區灃西新城吾悅商業管理有限公司 Xixian Bangxi Future Land Business Management Co., Ltd.	2018年6月29日 29-Jun-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
西寧新城吾悅商業管理有限公司 Xining Future Land Injoy Business Management Co., Ltd.	2019年4月9日 9-Apr-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
銀川新城吾悅商業管理有限公司 Yinchuan Future Land Wuyue Business Management Co., Ltd.	2019年10月21日 21-Oct-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
成都鴻嘉商業管理有限公司(a) Chengdu Hongjia Business Management Co., Ltd. (a)	2020年3月19日 19-Mar-20	52,000	52,000	66.53%	66.50%	資產運營及管理 Asset operation and management
成都新城吾悅商業管理有限公司 Chengdu Future Land Injoy Business Management Co., Ltd.	2015年8月7日 7-Aug-15	10,000	10,000	66.53%	67.16%	資產運營及管理 Asset operation and management
成都龍泉新城吾悅商業管理有限公司 Chengdu Longquan Future Land Wuyue Commercial Management Co., Ltd.	2017年4月18日 18-Apr-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
成都武侯吾悅商業管理有限公司 Chengdu Wuhou Wuyue Commercial Management Co., Ltd.	2017年3月9日 9-Mar-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
德陽新城吾悅商業管理有限公司 Deyang Future Land Injoy Business Management Co., Ltd.	2019年4月30日 30-Apr-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
內江新城吾悅商業管理有限公司 Neijiang Future Land Wuyue Business Management Co., Ltd.	2020年4月27日 27-Apr-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
重慶市渝北區吾悅商業管理有限公司 Chongqing Yubei Wuyue Commercial Management Co., Ltd.	2018年7月24日 24-Jul-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
重慶市大足區新城吾悅商業管理有限公司 Chongqing Dazu District Future Land Injoy Commercial Management Co., Ltd.	2020年11月10日 10-Nov-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
衢州萬博商業經營管理有限公司 Quzhou Wanbo Commercial Management Co., Ltd.	2017年9月20日 20-Sep-17	10,000	10,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
衢州新城吾悅商業管理有限公司 Quzhou Future Land Injoy Business Management Co., Ltd.	2015年12月2日 2-Dec-15	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
晉江萬博商業管理有限公司(a) Jinjiang Wanbo Commercial Management Co., Ltd. (a)	2018年10月16日 16-Oct-18	10,000	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
晉江吾悅商業管理有限公司 Jinjiang Wuyue Commercial Management Co., Ltd.	2016年7月20日 20-Jul-16	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
里安市悅博房地產開發有限公司 Ruian Yuebo Real Estate Development Co., Ltd.	2019年10月28日 28-Oct-19	343,520	343,520	66.53%	66.50%	物業開發及銷售 Development and sale of properties
里安市吾悅商業管理有限公司 Ruian Injoy Business Management Co., Ltd.	2016年11月14日 14-Nov-16	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
義烏新城吾悅商業管理有限公司 Yiwu Future Land Injoy Business Management Co., Ltd.	2016年3月31日 31-Mar-16	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
台州新城鴻悅商業經營管理有限公司 Taizhou Future Land Hongyue Commercial Management Co., Ltd.	2020年5月20日 20-May-20	132,000	132,000	66.53%	66.50%	資產運營及管理 Asset operation and management
台州市黃岩新城吾悅商業管理有限公司 Taizhou Huangyan Future Land Injoy Real Estate Development Co., Ltd.	2015年6月26日 26-Jun-15	10,000	10,000	66.53%	67.16%	資產運營及管理 Asset operation and management
玉環悅盛房地產開發有限公司 Yuhuan Yuesheng Real Estate Development Co., Ltd.	2019年9月16日 16-Sep-19	13,150	13,150	66.53%	66.50%	物業開發及銷售 Development and sale of properties
台州玉環新城吾悅商業管理有限公司 Taizhou Yuhuan Future Land Wuyue Commercial Management Co., Ltd.	2017年7月5日 5-Jul-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
仙居悅弘房地產開發有限公司 Xianju Yuehong Real Estate Development Co., Ltd.	2019年10月11日 11-Oct-19	13,400	13,400	66.60%	66.50%	物業開發及銷售 Development and sale of properties
仙居新城吾悅商業管理有限公司 Xianju Future Land Wuyue Commercial Management Co., Ltd.	2017年10月19日 19-Oct-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	溫州新城吾悅商業管理有限公司 Wenzhou Future Land Injoy Business Management Co., Ltd.	2019年5月6日 6-May-19	1,000	1,000	66.53%	
福州市長樂區吾悅商業管理有限公司 Fuzhou Changle Wuyue Commercial Management Co., Ltd.	2018年2月28日 28-Feb-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
桐鄉萬博商業經營管理有限公司(g) Tongxiang Wanbo Commercial Management Co., Ltd. (g)	2018年10月9日 9-Oct-18	10,000	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
桐鄉新城吾悅商業管理有限公司 Tongxiang Future Land Injoy Business Management Co., Ltd.	2015年9月6日 6-Sep-15	10,000	10,000	66.53%	67.16%	資產運營及管理 Asset operation and management
嵊州新城吾悅商業管理有限公司 Shengzhou Future Land Injoy Business Management Co., Ltd.	2015年12月3日 3-Dec-15	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
寧波吾悅商業經營管理有限公司(a) Ningbo Injoy Business Management Co., Ltd. (a)	2018年10月15日 15-Oct-18	187,525	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
寧波新城吾悅商業管理有限公司 Ningbo Future Land Injoy Business Management Co., Ltd.	2015年8月19日 19-Aug-15	10,000	10,000	66.53%	67.16%	資產運營及管理 Asset operation and management
平湖悅盛房地產開發有限公司(a) Pinghu Yuesheng Real Estate Development Co., Ltd. (a)	2019年7月31日 31-Jul-19	55,400	55,400	66.53%	66.50%	物業開發及銷售 Development and sale of properties
平湖新城吾悅商業管理有限公司 Pinghu Future Land Wuyue Commercial Management Co., Ltd.	2017年4月6日 6-Apr-17	1,000	1,000	67.20%	67.16%	資產運營及管理 Asset operation and management
慈溪悅盛房地產開發有限公司 Cixi Yuesheng Real Estate Development Co., Ltd.	2019年10月9日 9-Oct-19	74,290	74,290	66.53%	66.50%	物業開發及銷售 Development and sale of properties
慈溪新城吾悅商業管理有限公司 Cixi Future Land Wuyue Commercial Management Co., Ltd.	2017年8月7日 7-Aug-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
海鹽新城吾悅商業管理有限公司 Haiyan Future Land Injoy Business Management Co., Ltd.	2019年6月5日 5-Jun-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
湖州新城吾悅商業管理有限公司 Huzhou Future Land Injoy Business Management Co., Ltd.	2019年5月6日 6-May-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
湖州南潯新城吾悅商業管理有限公司 Huzhou Nanxun Future Land Wuyue Business Management Co., Ltd.	2020年5月26日 26-May-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
湖州織里新城吾悅商業管理有限公司 Huzhou Zhili Future Land Wuyue Business Management Co., Ltd.	2020年6月2日 2-Jun-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
昆明新城悅安房地產發展有限公司 Kunming Future Land Yuan Real Estate Development Co., Ltd.	2019年9月20日 20-Sep-19	5,500	5,500	66.53%	66.50%	物業開發及銷售 Development and sale of properties
昆明吾悅商業管理有限公司 Kuming Wuyue Commercial Management Co., Ltd.	2017年5月8日 8-May-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
昆明萬博吾悅商業管理有限公司 Kunming Wanbo Business Management Co., Ltd.	2019年1月28日 28-Jan-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
昭通吾悅商業管理有限公司 Shaotong Injoy Business Management Co., Ltd.	2019年3月11日 11-Mar-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
貴陽新城吾悅商業管理有限公司 Guiyang Future Land Injoy Business Management Co., Ltd.	2019年4月18日 18-Apr-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
遵義吾悅商業管理有限公司 Zunyi Injoy Business Management Co., Ltd.	2019年5月27日 27-May-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
安寧吾悅商業管理有限公司 Anning Injoy Business Management Co., Ltd.	2019年8月27日 27-Aug-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
保山吾悅商業管理有限公司 Baoshan Future Land Wuyue Business Management Co., Ltd.	2020年6月19日 19-Jun-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
昆明悅盛商業管理有限公司 Kunming Yue Sheng Business Management Co., Ltd.	2019年11月12日 12-Nov-19	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
荊州新城吾悅商業管理有限公司 Jingzhou Future Land Wuyue Commercial Management Co., Ltd.	2018年9月27日 27-Sep-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
襄陽新城吾悅商業管理有限公司 Xiangyang Future Land Injoy Business Management Co., Ltd.	2019年1月28日 28-Jan-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
隨州新城吾悅商業管理有限公司 Suizhou Future Land Injoy Business Management Co., Ltd.	2019年6月5日 5-Jun-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
孝感新城吾悅商業管理有限公司 Xiaogan Future Land Injoy Business Management Co., Ltd.	2019年7月30日 30-Jul-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
鄭州新城吾悅商業管理有限公司 Zhengzhou Future Land Injoy Business Management Co., Ltd.	2019年10月28日 28-Oct-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
樂陽新城吾悅商業管理有限公司 Xingyang Future Land Injoy Business Management Co., Ltd.	2019年4月28日 28-Apr-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
長春鴻晟商業綜合體經營管理有限公司 Changchun Hongsheng Commercial Complex Management Co., Ltd.	2020年4月9日 9-Apr-20	6,336	5,530	66.53%	66.50%	資產運營及管理 Asset operation and management
長春新城吾悅商業管理有限公司 Changchun Future Land Wuyue Business Management Co., Ltd.	2015年5月27日 27-May-15	10,000	10,000	66.53%	67.16%	資產運營及管理 Asset operation and management
長春北湖新城吾悅商業管理有限公司 Changchun Beihu Future Land Wuyue Commercial Management Co., Ltd.	2018年5月10日 10-May-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
瀋陽新城吾悅商業管理有限公司 Shenyang Future Land Wuyue Business Management Co., Ltd.	2020年5月23日 23-May-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	天津津南吾悅商業管理有限公司 Tianjin Jinnan Wuyue Commercial Management Co., Ltd.	2017年5月2日 2-May-17	1,000	1,000	66.53%	
天津鴻悅商業管理有限公司(a) Tianjin Hongyue Commercial Management Co., Ltd. (a)	2020年8月4日 4-Aug-20	120,000	120,000	66.53%	66.50%	資產運營及管理 Asset operation and management
包頭市吾悅商業管理有限公司 Baotou Injoy Business Management Co., Ltd.	2018年8月27日 27-Aug-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
唐山吾悅商業管理有限公司 Tangshan Injoy Business Management Co., Ltd.	2018年8月7日 7-Aug-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
包頭萬博商業管理有限公司 Baotou Wanbo Business Management Co., Ltd.	2019年9月29日 29-Sep-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
滄州新城吾悅商業管理有限公司 Cangzhou Future Land Injoy Business Management Co., Ltd.	2019年8月13日 13-Aug-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
天津悅盛吾悅商業管理有限公司 Tianjin Yuesheng Wuyue Business Management Co., Ltd.	2019年11月11日 11-Nov-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
天津濱海新區新城商業管理有限公司 Tianjin Binhai Future Land Business Management Co., Ltd.	2020年4月30日 30-Apr-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
太原新城吾悅商業管理有限公司 Taiyuan Future Land Injoy Business Management Co., Ltd.	2019年6月6日 6-Jun-19	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
大同新城吾悅商業管理有限公司 Datong Future Land Wuyue Business Management Co., Ltd.	2020年4月27日 27-Apr-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
海口新城吾悅商業管理有限公司 Haikou Future Land Injoy Business Management Co., Ltd.	2015年8月5日 5-Aug-15	10,000	10,000	66.53%	67.16%	資產運營及管理 Asset operation and management
海口新城萬博房產經營管理有限公司(a) Haikou Future Land Wanbo Real Estate Management Co., Ltd. (a)	2017年9月20日 20-Sep-17	10,000	10,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南寧悅澤房地產開發有限公司 Nanning Yuezze Real Estate Development Co., Ltd.	2019年9月9日 9-Sep-19	7,510	7,510	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南寧新城吾悅商業管理有限公司 Nanning Future Land Wuyue Commercial Management Co., Ltd.	2017年7月3日 3-Jul-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
欽州新城吾悅商業管理有限公司 Qinzhou Future Land Injoy Commercial Management Co., Ltd.	2017年12月13日 13-Dec-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
欽州鴻悅商業管理有限公司(a) Qinzhou Hongyue Business Management Co., Ltd. (a)	2020年4月30日 30-Apr-20	11,000	11,000	66.53%	66.50%	資產運營及管理 Asset operation and management
桂林新城吾悅商業管理有限公司 Guilin Future Land Wuyue Commercial Management Co., Ltd.	2018年4月27日 27-Apr-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				桂林新城鴻晟商業管理有限公司 (a) Guilin Future Land Hongsheng Business Management Co., Ltd. (a)	2020年5月22日 22-May-20	
貴港吾悅商業管理有限公司 Guigang Injoy Business Management Co., Ltd.	2019年5月15日 15-May-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
北海吾悅商業管理有限公司 Beihai Injoy Business Management Co., Ltd.	2019年4月29日 29-Apr-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
肇慶市四會吾悅商業管理有限公司 Zhaoqing Sihui Injoy Business Management Co., Ltd.	2018年11月16日 16-Nov-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
長沙悅順商業經營管理有限公司 Changsha Yueshun Commercial Management Co., Ltd.	2019年9月23日 23-Sep-19	20,340	-	66.53%	-	資產運營及管理 Asset operation and management
長沙新城吾悅商業管理有限公司 Changsha Future Land Wuyue Commercial Management Co., Ltd.	2017年6月29日 29-Jun-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
長沙鴻禧商業經營管理有限責任公司 Changsha Hongtuo Commercial Management Co., Ltd.	2020年5月13日 13-May-20	133,000	133,000	53.89%	53.86%	資產運營及管理 Asset operation and management
長沙吾悅商業管理有限公司 Changsha Wuyue Commercial Management Co., Ltd.	2018年5月22日 22-May-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
寧鄉新城吾悅商業管理有限公司 Ningxiang Future Land Wuyue Business Management Co., Ltd.	2019年11月15日 15-Nov-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
長沙吾耀商業管理有限公司 Changsha Wuyao Commercial Management Co., Ltd.	2020年7月21日 21-Jul-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
連雲港鴻拓房產經營管理有限公司 Lianyungang Hongtuo Real Estate Management Co., Ltd.	2020年5月21日 21-May-20	8,700	8,700	66.53%	66.50%	物業開發及銷售 Development and sale of properties
連雲港吾悅商業管理有限公司 Lianyungang Injoy Commercial Management Co., Ltd.	2018年1月17日 17-Jan-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
連雲港海州新城吾悅商業管理有限公司 Lianyungang Haizhou Future Land Wuyue Commercial Management Co., Ltd.	2018年6月4日 4-Jun-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
連雲港鴻基房產經營管理有限公司 Lianyungang Hongji Real Estate Management Co., Ltd.	2020年7月29日 29-Jul-20	18,000	18,000	66.76%	66.72%	物業開發及銷售 Development and sale of properties
宿遷泗陽新城吾悅商業管理有限公司 Suqian Siyang Future Land Injoy Commercial Management Co., Ltd.	2020年9月1日 1-Sep-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
徐州新城吾悅商業管理有限公司 Xuzhou Future Land Injoy Business Management Co., Ltd.	2019年3月31日 31-Mar-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
徐州新沂新城吾悅商業管理有限公司 Xuzhou Xinyi Future Land Injoy Commercial Management Co., Ltd.	2020年7月1日 1-Jul-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	宿遷泗洪新城吾悅商業管理有限公司 Suqian Sihong Future Land Injoy Commercial Management Co., Ltd.	2020年6月8日 8-Jun-20	1,000	1,000	66.53%	
宿遷宿城新城吾悅商業管理有限公司 Suqian Sucheng Future Land Injoy Commercial Management Co., Ltd.	2020年6月2日 2-Jun-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
青島新城吾悅商業管理有限公司 Qingdao Future Land Injoy Business Management Co., Ltd.	2016年12月8日 8-Dec-16	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
青島萬博吾悅商業管理有限公司 Qingdao Wanbo Wuyue Commercial Management Co., Ltd.	2017年11月17日 17-Nov-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
臨沂悅鴻商業經營管理有限公司 Linyi Yuehong Business Management Co., Ltd.	2019年9月25日 25-Sep-19	5,000	5,000	66.53%	66.50%	資產運營及管理 Asset operation and management
臨沂新城吾悅商業管理有限公司 Linyi Future Land Wuyue Commercial Management Co., Ltd.	2017年6月19日 19-Jun-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
泰安吾悅商業管理有限公司 Taian Injoy Business Management Co., Ltd.	2019年8月23日 23-Aug-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
濟寧吾悅商業管理有限公司 Jining Injoy Business Management Co., Ltd.	2019年10月28日 28-Oct-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
濰坊悅盛商業管理有限公司 Weifang Yuesheng Business Management Co., Ltd.	2019年6月5日 5-Jun-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
泰安新泰新城吾悅商業管理有限公司 Taian Xintai Future Land Injoy Commercial Management Co., Ltd.	2020年7月31日 31-Jul-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
濰博吾悅商業管理有限公司 Zibo Injoy Commercial Management Co., Ltd.	2020年8月30日 30-Aug-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
南昌創宏商業經營有限公司 (g) Nanchang Chuanghong Commercial Management Co., Ltd. (g)	2018年9月21日 21-Sep-18	133,965	9,284	66.53%	66.50%	資產運營及管理 Asset operation and management
南昌新城吾悅商業管理有限公司 Nanchang Future Land Wuyue Business Management Co., Ltd.	2015年3月25日 25-Mar-15	5,000	5,000	66.53%	67.16%	資產運營及管理 Asset operation and management
南昌悅隆房地產開發有限公司 (h) Nanchang Yuelong Real Estate Development Co., Ltd. (h)	2019年9月25日 25-Sep-19	411,087	411,087	66.54%	66.50%	物業開發及銷售 Development and sale of properties
南昌吾悅商業管理有限公司 Nanchang Injoy Business Management Co., Ltd.	2017年7月20日 20-Jul-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
上饒市億軒房產經營管理有限公司 Shangrao Yixuan Management Co., Ltd.	2019年11月14日 14-Nov-19	22,000	22,000	66.62%	66.50%	物業開發及銷售 Development and sale of properties
上饒市新城吾悅商業管理有限公司 Shangrao Future Land Wuyue Commercial Management Co., Ltd.	2017年8月30日 30-Aug-17	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				鹽城新城鴻博房產經營管理有限公司 Yancheng Future Land Hongbo Real Estate Management Co., Ltd.	2020年5月20日 20-May-20	
鹽城新城吾悅商業管理有限公司 Yancheng Future Land Wuyue Commercial Management Co., Ltd.	2018年8月15日 15-Aug-18	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
射陽吾悅商業管理有限公司 Sheyang Injoy Business Management Co., Ltd.	2019年4月8日 8-Apr-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
鹽城市大豐區新城吾悅商業管理有限公司 Yancheng Dafeng Future Land Injoy Business Management Co., Ltd.	2019年6月5日 5-Jun-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
東台新城吾悅商業管理有限公司 Dongtai Future Land Injoy Business Management Co., Ltd.	2019年7月29日 29-Jul-19	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
頌上新城恒嘉房地產開發有限公司 Yingshang Future Land Hengjia Real Estate Development Co., Ltd.	2021年1月15日 15-Jan-21	50,000	-	65.06%	66.50%	物業開發及銷售 Development and sale of properties
永州新城恒悅房地產開發有限公司 Yongzhou Future Land Hengyue Real Estate Development Co., Ltd.	2021年1月12日 12-Jan-21	50,000	50,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
廣州新城鴻辰房地產開發有限公司 Guangzhou Future Land Hongchen Real Estate Development Co., Ltd.	2021年1月6日 6-Jan-21	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
廣州新城鴻輝房地產開發有限公司 Guangzhou Future Land Honghui Real Estate Development Co., Ltd.	2021年1月6日 6-Jan-21	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
商丘恒澤房地產開發有限公司(a) Shangqiu Hengze Real Estate Development Co., Ltd. (a)	2021年1月27日 27-Jan-21	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
南通恒茂房地產開發有限公司(c) Nantong Hengmao Real Estate Development Co., Ltd. (c)	2021年3月3日 3-Mar-21	330,000	195,294	39.51%	39.48%	物業開發及銷售 Development and sale of properties
徐州恒璞裝飾裝修有限公司 Xuzhou Hengpu Decoration Co., Ltd.	2021年3月3日 3-Mar-21	20,000	-	63.57%	63.33%	裝修服務 Decoration
天津新城恒興房地產開發有限公司(c) Tianjin Future Land Hengxing Real Estate Development Co., Ltd. (c)	2021年2月8日 8-Feb-21	416,000	416,000	36.60%	36.58%	物業開發及銷售 Development and sale of properties
宏業控股有限公司(b) Grand Cause Holding Limited (b)	2020年11月20日 20-Nov-20	-	-	66.53%	66.50%	投資公司 Investment company
SEAZEN ASSET MANAGEMENT PTE. LTD. Seazen Asset Management Pte. Ltd.	2021年5月20日 20-May-21	-	-	66.53%	-	投資公司 Investment company
億錦環球有限公司(b) Billion Excellence Global Limited (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
湖南圓恒置業有限公司(c) Hunan Yuanheng Real Estate Co., Ltd. (c)	2021年2月3日 3-Feb-21	20,000	-	39.88%	39.85%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	西安鴻崧房地產開發有限公司 (c) Xi'an Hongsong Real Estate Development Co., Ltd. (c)	2021年1月25日 25-Jan-21	1,000	-	34.19%	
西安鴻鐸房地產開發有限公司 Xi'an Hongduo Real Estate Development Co., Ltd.	2021年2月1日 1-Feb-21	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
天津新城恒盛房地產開發有限公司 Tianjin Future Land Hengsheng Real Estate Development Co., Ltd.	2021年3月1日 1-Mar-21	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城恒睿房地產開發有限公司 (c) Tianjin Future Land Hengrui Real Estate Development Co., Ltd. (c)	2021年3月1日 1-Mar-21	58,824	58,824	33.94%	33.92%	物業開發及銷售 Development and sale of properties
南京新城恒盛房地產開發有限公司 Nanjing Future Land Hengsheng Real Estate Development Co., Ltd.	2021年1月29日 29-Jan-21	20,000	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
武漢新城鴻銘房地產開發有限公司 Wuhan Future Land Hongming Real Estate Development Co., Ltd.	2020年11月11日 11-Nov-20	10,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
張家港新城恒泰房地產開發有限公司 (a)(c) Zhangjiagang Future Land Hengtai Real Estate Development Co., Ltd. (a)(c)	2021年3月11日 11-Mar-21	200,000	200,000	40.20%	40.17%	物業開發及銷售 Development and sale of properties
廣州恒耀企業管理有限公司 (a)(c) Guangzhou Hengyao Enterprise Management Co., Ltd. (a)(c)	2021年3月16日 16-Mar-21	1,108,571	1,108,571	32.65%	32.62%	物業開發及銷售 Development and sale of properties
天津新城恒尚房地產開發有限公司 Tianjin Future Land Hengshang Real Estate Development Co., Ltd.	2021年3月22日 22-Mar-21	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城恒韻房地產開發有限公司 Tianjin Future Land Hengyun Real Estate Development Co., Ltd.	2021年3月22日 22-Mar-21	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城恒佳房地產開發有限公司 Tianjin Future Land Hengjia Real Estate Development Co., Ltd.	2021年3月22日 22-Mar-21	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
天津新城恒鼎房地產開發有限公司 Tianjin Future Land Hengding Real Estate Development Co., Ltd.	2021年3月22日 22-Mar-21	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
唐山恒拓房地產開發有限公司 (a)(c) Tangshan Hengtuo Real Estate Development Co., Ltd. (a)(c)	2021年3月26日 26-Mar-21	50,000	-	33.94%	33.92%	物業開發及銷售 Development and sale of properties
天津新城恒晟房地產開發有限公司 (a)(c) Tianjin Future Land Hengsheng Real Estate Development Co., Ltd. (a)(c)	2021年3月30日 30-Mar-21	50,000	50,000	33.94%	33.92%	物業開發及銷售 Development and sale of properties
杭州新城駿宏恒錦房地產開發有限公司 (c) Hangzhou Future Land Junhong Hengjin Real Estate Development Co., Ltd. (c)	2021年3月19日 19-Mar-21	560,000	-	40.32%	40.30%	物業開發及銷售 Development and sale of properties
南京恒榮裝飾有限公司 (c) Nanjing Hengrong Decoration Co., Ltd. (c)	2021年3月10日 10-Mar-21	1,000	-	26.29%	26.27%	裝修服務 Decoration
常州新城恒昕房地產開發有限公司 Changzhou Future Land Hengxin Real Estate Development Co., Ltd.	2021年3月31日 31-Mar-21	1,000	-	63.38%	63.33%	物業開發及銷售 Development and sale of properties

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
徐州新城恒樾房地產開發有限公司 Xuzhou Future Land Hengyue Real Estate Development Co., Ltd.	2021年3月31日 31-Mar-21	1,000	-	63.38%	63.33%	物業開發及銷售 Development and sale of properties
大冶新城恒悅房地產開發有限公司 Daye Future Land Hengyue Real Estate Development Co., Ltd.	2021年4月2日 2-Apr-21	50,000	-	66.28%	66.50%	物業開發及銷售 Development and sale of properties
南昌恒韻房地產開發有限公司 Nanchang Hengyun Real Estate Development Co., Ltd.	2021年4月6日 6-Apr-21	15,880	3,229	66.60%	66.50%	物業開發及銷售 Development and sale of properties
安陽市文峰區新城吾悅商業管理有限公司 Anyang Wenfeng District Future Land Injoy Business Management Co., Ltd.	2020年12月18日 18-Dec-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
鄂州新城吾悅商業管理有限公司 Ezhou Future Land Injoy Business Management Co., Ltd.	2021年3月18日 18-Mar-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
宜昌新城吾悅商業管理有限公司 Yichang Future Land Injoy Business Management Co., Ltd.	2021年1月7日 7-Jan-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
靖江新城吾悅商業管理有限公司 Jingjiang Future Land Injoy Business Management Co., Ltd.	2021年1月5日 5-Jan-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
烏蘭察布吾悅商業管理有限公司 Wulanchabu Injoy Business Management Co., Ltd.	2021年1月22日 22-Jan-21	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
臨沂蘭山區悅盛商業管理有限公司 Linyi Lanshan District Yuesheng Business Management Co., Ltd.	2020年12月18日 18-Dec-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
進賢吾悅商業管理有限公司 Jinxian Injoy Business Management Co., Ltd.	2021年3月24日 24-Mar-21	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
淮安新城開起房地產有限公司(c)(h) Huain Future Land Kaiqi Real Estate Co., Ltd. (c)(h)	2021年4月8日 8-Apr-21	313,917	313,917	35.90%	36.10%	物業開發及銷售 Development and sale of properties
台州新城恒誠房地產諮詢有限公司 Taizhou Future Land Hengcheng Real Estate Consulting Co., Ltd.	2021年4月6日 6-Apr-21	5,000	-	67.19%	67.15%	物業開發及銷售 Development and sale of properties
溫州新城恒錦房地產開發有限公司 Wenzhou Future Land Hengjin Real Estate Development Co., Ltd.	2021年4月7日 7-Apr-21	100,000	-	67.19%	67.15%	物業開發及銷售 Development and sale of properties
鞏義市恒豪置業有限公司(c) Gongyi Henghao Real Estate Co., Ltd. (c)	2021年4月19日 19-Apr-21	58,980	-	32.65%	32.62%	物業開發及銷售 Development and sale of properties
溫州新城恒佳商務資訊諮詢有限公司(c) Wenzhou Future Land Hengjia Business Information Consulting Co., Ltd. (c)	2021年4月8日 8-Apr-21	700,000	-	49.72%	49.70%	諮詢服務 Consulting
天津新城宏順置業有限公司(c) Tianjin Future Land Hongshun Real Estate Co., Ltd. (c)	2021年4月22日 22-Apr-21	800,000	800,000	37.92%	37.91%	物業開發及銷售 Development and sale of properties
天津新城恒瑞房地產開發有限公司 Tianjin Future Land Hengrui Real Estate Development Co., Ltd.	2021年4月20日 20-Apr-21	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	天津新城恒峻房地產開發有限公司 Tianjin Future Land Hengjun Real Estate Development Co., Ltd.	2021年4月20日 20-Apr-21	30,000	-	66.53%	
天津新城恒悅房地產開發有限公司 Tianjin Future Land Hengyue Real Estate Development Co., Ltd.	2021年4月20日 20-Apr-21	30,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
溫州凱誠置業有限公司 (a)(c) Wenzhou Kaicheng Real Estate Co., Ltd. (a)(c)	2021年4月20日 20-Apr-21	100,000	100,000	28.59%	28.58%	物業開發及銷售 Development and sale of properties
張家港恒盛房地產開發有限公司 Zhangjiagang Hengsheng Real Estate Development Co., Ltd.	2021年4月2日 2-Apr-21	1,000	-	66.76%	66.72%	物業開發及銷售 Development and sale of properties
常州新城恒耀房地產開發有限公司 (c) Changzhou Future Land Hengyao Real Estate Development Co., Ltd. (c)	2021年4月19日 19-Apr-21	317,275	-	38.61%	38.59%	物業開發及銷售 Development and sale of properties
北京新城恒晟房地產開發有限公司 Beijing Future Land Hengsheng Real Estate Development Co., Ltd.	2021年4月27日 27-Apr-21	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
北京新城恒樾房地產開發有限公司 Beijing Future Land Hengyue Real Estate Development Co., Ltd.	2021年4月27日 27-Apr-21	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
北京新城恒宸房地產開發有限公司 Beijing Future Land Hengchen Real Estate Development Co., Ltd.	2021年4月26日 26-Apr-21	1,000	-	67.20%	67.16%	物業開發及銷售 Development and sale of properties
常州新城恒崧房地產開發有限公司 Changzhou Future Land Hengsong Real Estate Development Co., Ltd.	2021年4月19日 19-Apr-21	1,000	-	64.35%	64.31%	物業開發及銷售 Development and sale of properties
連雲港恒興房地產開發有限公司 (c) Lianyungang Hengxing Real Estate Development Co., Ltd. (c)	2021年4月2日 2-Apr-21	20,000	-	39.61%	39.58%	物業開發及銷售 Development and sale of properties
常州新城恒熙房地產經紀有限公司 Changzhou Future Land Hengxi Real Estate Brokerage Co., Ltd.	2021年4月22日 22-Apr-21	1,111	-	64.36%	64.31%	房地產諮詢服務 Real estate consulting
平湖恒梁貿易有限公司 (a)(c) Pinghu Hengliang Trading Co., Ltd. (a)(c)	2021年4月13日 13-Apr-21	1,000	130	34.05%	66.72%	物業開發及銷售 Development and sale of properties
長沙恒捷房地產開發有限公司 Changsha Hengjie Real Estate Development Co., Ltd.	2021年4月27日 27-Apr-21	1,000	-	66.43%	66.41%	物業開發及銷售 Development and sale of properties
平湖恒贏貿易有限公司 Pinghu Hengying Trading Co., Ltd.	2021年4月7日 7-Apr-21	1,000	-	67.16%	67.16%	物業開發及銷售 Development and sale of properties
長沙恒熙房地產開發有限公司 Changsha Hengxi Real Estate Development Co., Ltd.	2021年4月27日 27-Apr-21	1,000	-	66.43%	66.41%	物業開發及銷售 Development and sale of properties
襄底新城恒樺房地產開發有限公司 Loudi Future Land Hengye Real Estate Development Co., Ltd.	2021年5月17日 17-May-21	50,000	50,000	66.28%	66.50%	物業開發及銷售 Development and sale of properties
湖州恒越企業管理有限公司 (c) Huzhou Hengyue Enterprise Management Co., Ltd. (c)	2021年4月9日 9-Apr-21	5,000	-	47.04%	47.01%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
湖州恒軒企業管理有限公司 Huzhou Hengxuan Enterprise Management Co., Ltd.	2021年4月9日 9-Apr-21	5,000	-	67.19%	67.15%	物業開發及銷售 Development and sale of properties
湖南恒軒房地產開發有限公司(c) Hunan Hengxuan Real Estate Development Co., Ltd. (c)	2021年5月21日 21-May-21	10,000	-	39.86%	39.85%	物業開發及銷售 Development and sale of properties
張家港恒錦房地產開發有限公司 Zhangjiagang Hengjin Real Estate Development Co., Ltd.	2021年5月14日 14-May-21	1,120	-	67.07%	67.09%	物業開發及銷售 Development and sale of properties
天津新城恒泰房地產開發有限公司(c) Tianjin Future Land Hengtai Real Estate Development Co., Ltd. (c)	2021年5月26日 26-May-21	800,000	800,000	37.92%	37.91%	物業開發及銷售 Development and sale of properties
天津新城恒宸房地產開發有限公司(c) Tianjin Future Land Hengchen Real Estate Development Co., Ltd. (c)	2021年5月25日 25-May-21	160,000	160,000	39.92%	39.90%	物業開發及銷售 Development and sale of properties
天津新城恒茂房地產開發有限公司(c) Tianjin Future Land Hengmao Real Estate Development Co., Ltd. (c)	2021年5月24日 24-May-21	620,000	620,000	39.92%	39.90%	物業開發及銷售 Development and sale of properties
福州新城恒卓置業有限公司(c) Fuzhou Future Land Hengzhuo Real Estate Co., Ltd. (c)	2021年5月26日 26-May-21	814,000	814,000	45.23%	32.94%	物業開發及銷售 Development and sale of properties
宜賓恒仁房地產開發有限公司 Yibin Hengren Real Estate Development Co., Ltd.	2021年5月24日 24-May-21	50,000	-	66.53%	66.50%	物業開發及銷售 Development and sale of properties
鄭州恒翰房地產開發有限公司 Zhengzhou Henghan Real Estate Development Co., Ltd.	2021年5月11日 11-May-21	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties
貴港恒悅商業管理有限公司(c) Guigang Hengyue Business Management Co., Ltd. (c)	2021年4月13日 13-Apr-21	100,000	100,000	33.94%	66.50%	資產運營及管理 Asset operation and management
廣安新城吾悅商業管理有限公司 Guang'an Future Land Injoy Business Management Co., Ltd.	2020年12月17日 17-Dec-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
烏魯木齊市米東區吾悅商業管理有限公司 Urumqi Midong District Injoy Business Management Co., Ltd.	2021年2月26日 26-Feb-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
蘭州新城吾悅商業管理有限公司 Lanzhou Future Land Injoy Business Management Co., Ltd.	2021年4月9日 9-Apr-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
西寧城北新城吾悅商業管理有限公司 Xining Chengbei Future Land Injoy Business Management Co., Ltd.	2021年2月24日 24-Feb-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
漳州恒煜房地產開發有限公司(a) Zhangzhou Hengyu Real Estate Development Co., Ltd. (a)	2021年6月2日 2-Jun-21	50,000	50,000	66.53%	66.50%	物業開發及銷售 Development and sale of properties
六安恒卓商業經營管理有限公司 Lu'an Hengzhuo Commercial Management Co., Ltd.	2021年5月25日 25-May-21	88,150	88,150	66.64%	66.61%	資產運營及管理 Asset operation and management
成都溫江金強吾悅商業管理有限公司 Chengdu Wenjiang Jinqiang Injoy Business Management Co., Ltd.	2021年4月15日 15-Apr-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
遵義新城恒昇商業經營管理有限公司 Zunyi Future Land Hengsheng Commercial Management Co., Ltd.	2021年5月28日 28-May-21	10,000	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
昆明新城恒超房地產經營管理有限公司 Kunming Future Land Hengchao Real Estate Management Co., Ltd.	2021年5月27日 27-May-21	6,000	6,000	66.53%	66.50%	資產運營及管理 Asset operation and management
滁州新城恒悅商業運營管理有限公司 Chuzhou Future Land Hengyue Commercial Operation Management Co., Ltd.	2021年5月19日 19-May-21	69,000	69,000	66.88%	66.84%	資產運營及管理 Asset operation and management
鋼陵新城恒博房產經營管理有限公司 (h) Tongling Future Land Hengbo Real Estate Management Co., Ltd. (h)	2021年5月31日 31-May-21	12,000	12,000	66.53%	66.50%	資產運營及管理 Asset operation and management
阜陽新城億博房地產經營管理有限公司 Fuyang Future Land Yibo Real Estate Management Co., Ltd.	2021年5月20日 20-May-21	30,000	30,000	64.35%	64.31%	資產運營及管理 Asset operation and management
仙桃恒雋房地產開發有限公司 Xiantao Hengjun Real Estate Development Co., Ltd.	2021年6月1日 1-Jun-21	50,000	-	66.28%	66.50%	物業開發及銷售 Development and sale of properties
徐州億蔚企業管理有限公司 Xuzhou Yiwei Enterprise Management Co., Ltd.	2018年9月11日 11-Sep-18	1,000	-	63.47%	63.33%	物業開發及銷售 Development and sale of properties
南京新城恒博房地產開發有限公司 Nanjing Future Land Hengbo Real Estate Development Co., Ltd.	2021年5月25日 25-May-21	1,220,100	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京恒皓房地產開發有限公司 (c) Nanjing Henghao Real Estate Development Co., Ltd. (c)	2021年5月25日 25-May-21	900,000	-	38.67%	38.64%	物業開發及銷售 Development and sale of properties
南京新城恒璟房地產開發有限公司 (a) Nanjing Future Land Hengjing Real Estate Development Co., Ltd. (a)	2021年5月25日 25-May-21	1,000	490	64.43%	64.39%	物業開發及銷售 Development and sale of properties
Million Excellence Pte. Ltd. (b)	2020年12月9日 9-Dec-20	-	-	66.53%	-	投資公司 Investment company
Million Evolution Pte. Ltd. (b)	2020年12月9日 9-Dec-20	-	-	66.53%	-	投資公司 Investment company
Million Wisdom Pte. Ltd. (b)	2020年12月9日 9-Dec-20	-	-	66.53%	66.50%	投資公司 Investment company
Million Splendour Pte. Ltd. (b)	2020年12月9日 9-Dec-20	-	-	66.53%	66.50%	投資公司 Investment company
Million Eternity Pte. Ltd. (b)	2020年12月9日 9-Dec-20	-	-	66.53%	66.50%	投資公司 Investment company
Million Fortune Pte. Ltd. (b)	2020年12月9日 9-Dec-20	-	-	66.53%	66.50%	投資公司 Investment company

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
億榮環球有限公司 (b) Billion Prosperity Global Limited (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
億展環球有限公司 (b) Billion Evolution Global Limited (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
億智環球有限公司 (b) Billion Wisdom Global Limited (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
億耀環球有限公司 (b) Billion Splendour Global Limited (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
億永環球有限公司 (b) Billion Eternity Global Limited (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
億瑞環球有限公司 (b) Billion Fortune Global Limited (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
南京新城恒瀚房地產開發有限公司 (a) Nanjing Future Land Henghan Real Estate Development Co., Ltd. (a)	2021年5月25日 25-May-21	952,500	234,993	64.43%	64.39%	物業開發及銷售 Development and sale of properties
鹽城新城恒鴻房地產開發有限公司 (a) Yancheng Future Land Henghong Real Estate Development Co., Ltd. (a)	2021年6月10日 10-Jun-21	50,000	50,000	63.38%	63.33%	物業開發及銷售 Development and sale of properties
重慶恒璞房地產開發有限公司 Chongqing Hengpu Real Estate Development Co., Ltd.	2021年6月15日 15-Jun-21	-	-	57.60%	29.36%	物業開發及銷售 Development and sale of properties
南京恒禧房地產開發有限公司 Nanjing Hengxi Real Estate Development Co., Ltd.	2021年5月25日 25-May-21	1,000	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京恒熙房地產開發有限公司 Nanjing Hengxi Real Estate Development Co., Ltd.	2021年5月25日 25-May-21	1,000	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京恒麟房地產開發有限公司 (c) Nanjing Hengji Real Estate Development Co., Ltd. (c)	2021年5月25日 25-May-21	10,000	10,000	32.87%	32.84%	物業開發及銷售 Development and sale of properties
南京新城恒峻房地產開發有限公司 Nanjing Future Land Hengjun Real Estate Development Co., Ltd.	2021年5月25日 25-May-21	1,000	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京恒崧房地產開發有限公司 Nanjing Hengsong Real Estate Development Co., Ltd.	2021年5月25日 25-May-21	1,000	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
南京新城恒岸房地產開發有限公司 Nanjing Future Land Hengye Real Estate Development Co., Ltd.	2021年5月25日 25-May-21	1,000	-	64.43%	64.39%	物業開發及銷售 Development and sale of properties
嘉善恒璞貿易有限公司 (c) Jiashan Hengzhen Trading Co., Ltd. (c)	2021年3月12日 12-Mar-21	5,000	-	45.39%	45.37%	物業開發及銷售 Development and sale of properties
廣州新城恒欣房地產開發有限公司 Guangzhou Future Land Hengxin Real Estate Development Co., Ltd.	2021年6月9日 9-Jun-21	1,000	-	64.00%	63.96%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				廣州新城恒熙房地產開發有限公司 Guangzhou Future Land Hengxi Real Estate Development Co., Ltd.	2021年6月17日 17-Jun-21	
淮安新城恒璟房地產開發有限公司 (c) Huain Future Land Hengjing Real Estate Development Co., Ltd. (c)	2021年6月17日 17-Jun-21	10,000	-	34.85%	34.84%	物業開發及銷售 Development and sale of properties
天長市新城恒樾商業運營管理有限公司 Tianchang Future Land Hengyue Commercial Operation Management Co., Ltd.	2021年6月16日 16-Jun-21	11,500	11,500	67.20%	67.16%	資產運營及管理 Asset operation and management
昭通新城恒博商業經營管理有限公司 Zhaotong Future Land Hengbo Commercial Management Co., Ltd.	2021年6月16日 16-Jun-21	100,000	100,000	53.89%	53.86%	資產運營及管理 Asset operation and management
荊州新城恒動商業運營管理有限公司 Jingzhou Future Land Hengxun Commercial Operation Management Co., Ltd.	2021年6月11日 11-Jun-21	15,000	15,000	66.53%	66.50%	資產運營及管理 Asset operation and management
隨州恒銳房產經營有限公司 Suizhou Hengrui Real Estate Management Co., Ltd.	2021年6月22日 22-Jun-21	25,000	25,000	53.89%	53.86%	資產運營及管理 Asset operation and management
常州恒煊貿易有限公司 Changzhou Hengxuan Trading Co., Ltd.	2021年6月23日 23-Jun-21	192,000	128,000	65.87%	65.83%	物業開發及銷售 Development and sale of properties
興平恒灃置業有限公司 (d) Xingping Hengfeng Real Estate Co., Ltd. (d)	2021年5月27日 27-May-21	10,000	-	17.44%	34.17%	物業開發及銷售 Development and sale of properties
溫州隆祺企業管理有限公司 (c) Wenzhou Longqi Enterprise Management Co., Ltd. (c)	2021年3月31日 31-Mar-21	700,000	700,000	28.59%	28.58%	物業開發及銷售 Development and sale of properties
興化新城恒昇商業運營管理有限公司 (h) Xinghua Future Land Hengsheng Commercial Operation Management Co., Ltd. (h)	2021年6月28日 28-Jun-21	40,000	40,000	66.53%	66.50%	資產運營及管理 Asset operation and management
西安新城恒晟商業經營管理有限公司 Xi'an Future Land Hengsheng Commercial Management Co., Ltd.	2021年6月22日 22-Jun-21	60,000	60,000	66.53%	66.50%	資產運營及管理 Asset operation and management
鹽城市大豐區新城恒軒房產經營管理有限公司 (h) Yancheng Dafeng District Future Land Hengxuan Real Estate Management Co., Ltd. (h)	2021年6月28日 28-Jun-21	69,604	7,550	53.89%	53.86%	資產運營及管理 Asset operation and management
徐州市賈汪區新城恒興商業經營管理有限公司 Xuzhou Jiawang District Future Land Hengxing Commercial Management Co., Ltd.	2021年6月28日 28-Jun-21	56,000	56,000	53.89%	53.86%	資產運營及管理 Asset operation and management
昆明新城恒博商業經營管理有限公司 Kunming Future Land Hengbo Commercial Management Co., Ltd.	2021年6月28日 28-Jun-21	10,000	10,000	66.53%	66.50%	資產運營及管理 Asset operation and management
濱州市濱城區悅盛商業管理有限公司 Binzhou City Bincheng District Yuesheng Business Management Co., Ltd.	2020年11月30日 30-Nov-20	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				重慶市江津區新城吾悅廣場商業管理有限公司 Chongqing Jiangjin District Future Land Injoy Plaza Commercial Management Co., Ltd.	2021年2月3日 3-Feb-21	
海鹽恒弘商業管理有限公司 Haiyan Henghong Business Management Co., Ltd.	2021年7月14日 14-Jul-21	35,000	35,000	66.53%	66.50%	資產運營及管理 Asset operation and management
東營恒晟文化旅游開發有限公司 Dongying Hengsheng Cultural Tourism Development Co., Ltd.	2021年6月11日 11-Jun-21	223,150	221,500	65.87%	65.83%	旅遊業務 Tourism
聊城恒璞房地產開發有限公司(h) Liaocheng Hengpu Real Estate Development Co., Ltd. (h)	2021年7月14日 14-Jul-21	275,472	-	58.84%	59.13%	物業開發及銷售 Development and sale of properties
煙臺恒悅企業發展有限公司(h) Yantai Hengyue Enterprise Development Co., Ltd. (h)	2021年6月21日 21-Jun-21	255,028	-	66.54%	66.50%	資產運營及管理 Asset operation and management
泰安肥城新城吾悅商業管理有限公司 Tai'an Feicheng Future Land Injoy Business Management Co., Ltd.	2020年12月18日 18-Dec-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
鎮上新城悅盛商業管理有限公司 Yingshang Future Land Yuesheng Business Management Co., Ltd.	2021年6月18日 18-Jun-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
包頭恒晟商業經營管理有限公司 Baotou Hengsheng Commercial Management Co., Ltd.	2021年7月15日 15-Jul-21	20,000	20,000	66.76%	66.72%	資產運營及管理 Asset operation and management
運城新城吾悅商業管理有限公司 Yuncheng Future Land Injoy Commercial Management Co., Ltd.	2020年10月22日 22-Oct-20	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
鹽城新城恒盛商業經營管理有限公司 Yancheng Future Land Hengsheng Commercial Management Co., Ltd.	2021年7月13日 13-Jul-21	20,000	20,000	66.53%	66.50%	資產運營及管理 Asset operation and management
日照恒鴻房地產開發有限公司(c) Rizhao Henghong Real Estate Development Co., Ltd. (c)	2021年7月22日 22-Jul-21	675,000	675,000	40.04%	40.26%	物業開發及銷售 Development and sale of properties
安康吾悅商業管理有限公司 Ankang Injoy Business Management Co., Ltd.	2020年11月17日 17-Nov-20	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
烏魯木齊吾盛吾悅商業管理有限公司 Urumqi Wusheng Injoy Commercial Management Co., Ltd.	2021年7月27日 27-Jul-21	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
南通恒宇房地產開發有限公司(a)(c) Nantong Hengyu Real Estate Development Co., Ltd. (a)(c)	2021年7月28日 28-Jul-21	20,000	-	33.88%	33.85%	物業開發及銷售 Development and sale of properties
南通恒耀房地產開發有限公司(a)(c) Nantong Hengyao Real Estate Development Co., Ltd. (a)(c)	2021年7月28日 28-Jul-21	1,150,000	1,150,000	33.92%	33.89%	物業開發及銷售 Development and sale of properties
漣水新城恒榮房地產開發有限公司(a)(c) Lianshui Future Land Hengrong Real Estate Development Co., Ltd. (a)(c)	2021年7月30日 30-Jul-21	546,939	496,939	36.51%	66.50%	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	Million Prosperity Pte. Ltd.	2020年12月9日	-	-	66.53%	
Million Prosperity Pte. Ltd.	9-Dec-20					資產運營及管理 Asset operation and management
唐山恒榮商業管理有限公司 (h)	2021年8月6日	8,000	8,000	53.89%	53.86%	資產運營及管理 Asset operation and management
Tangshan Hengrong Business Management Co., Ltd. (h)	6-Aug-21					資產運營及管理 Asset operation and management
貴陽雲岩吾悅商業管理有限公司	2021年3月31日	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Guiyang Yunyan Injoy Business Management Co., Ltd.	31-Mar-21					資產運營及管理 Asset operation and management
貴陽悅盛商業管理有限公司	2021年4月16日	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Guiyang Yuesheng Business Management Co., Ltd.	16-Apr-21					資產運營及管理 Asset operation and management
長春鴻承商業綜合體經營管理有限公司 (g)	2021年8月5日	17,600	17,600	65.99%	65.83%	資產運營及管理 Asset operation and management
Changchun Hongcheng Commercial Complex Management Co., Ltd. (g)	5-Aug-21					資產運營及管理 Asset operation and management
東台市新成恒榮房產經營管理有限公司 (h)	2021年8月12日	9,427	9,427	53.89%	53.86%	資產運營及管理 Asset operation and management
Dongtai Future Land Hengrong Real Estate Management Co., Ltd. (h)	12-Aug-21					資產運營及管理 Asset operation and management
西寧恒樾商業經營管理有限公司	2021年8月12日	50,000	50,000	66.53%	66.50%	資產運營及管理 Asset operation and management
Xining Hengyue Commercial Management Co., Ltd.	12-Aug-21					資產運營及管理 Asset operation and management
南京新城恒盛商業經營管理有限公司 (a)	2021年8月13日	60,000	60,000	53.89%	53.86%	資產運營及管理 Asset operation and management
Nanjing Future Land Hengsheng Commercial Management Co., Ltd. (a)	13-Aug-21					資產運營及管理 Asset operation and management
湖州新城恒佳商業經營管理有限公司	2021年8月12日	80,000	80,000	53.89%	53.86%	資產運營及管理 Asset operation and management
Huzhou Future Land Hengjia Commercial Management Co., Ltd.	12-Aug-21					資產運營及管理 Asset operation and management
德陽新城恒昇商業管理有限公司	2021年8月16日	20,000	20,000	66.53%	66.50%	資產運營及管理 Asset operation and management
Deyang Future Land Hengsheng Business Management Co., Ltd.	16-Aug-21					資產運營及管理 Asset operation and management
澧水新城恒盛房產經營管理有限公司 (h)	2021年8月16日	60,000	60,000	53.89%	53.86%	資產運營及管理 Asset operation and management
Lianshui Future Land Hengsheng Real Estate Management Co., Ltd. (h)	16-Aug-21					資產運營及管理 Asset operation and management
四平新城吾悅商業管理有限公司	2021年7月23日	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Siping Future Land Injoy Business Management Co., Ltd.	23-Jul-21					資產運營及管理 Asset operation and management
濰博悅盛商業管理有限公司	2021年8月13日	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Zibo Yuesheng Business Management Co., Ltd.	13-Aug-21					物業開發及銷售 Development and sale of properties
南通恒祿企業管理諮詢有限公司	2021年9月1日	350,664	350,664	65.88%	65.83%	物業開發及銷售 Development and sale of properties
Nantong Henglu Enterprise Management Consulting Co., Ltd.	1-Sep-21					資產運營及管理 Asset operation and management
大冶新城吾悅商業管理有限公司	2021年8月23日	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Daye Future Land Injoy Business Management Co., Ltd.	23-Aug-21					物業開發及銷售 Development and sale of properties
重慶恒樾房地產開發有限公司	2021年8月17日	180,000	180,000	64.00%	32.62%	物業開發及銷售 Development and sale of properties
Chongqing Hengyi Real Estate Development Co., Ltd.	17-Aug-21					資產運營及管理 Asset operation and management
常德吾悅商業管理有限公司	2021年8月23日	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Changde Injoy Business Management Co., Ltd.	23-Aug-21					資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
福建平潭吾悅商業管理有限公司 Fujian Pingtan Injoy Business Management Co., Ltd.	2021年4月19日 19-Apr-21	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
雲浮新城吾悅商業管理有限公司 Yunfu Future Land Injoy Business Management Co., Ltd.	2021年6月1日 1-Jun-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
安慶匯峰新城吾悅商業管理有限公司 Anqing Hui Feng Future Land Injoy Business Management Co., Ltd.	2021年9月14日 14-Sep-21	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
日照新城吾悅商業管理有限公司 Rizhao Future Land Injoy Business Management Co., Ltd.	2021年6月18日 18-Jun-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
清鎮市新城恒悅商業經營管理有限公司 Qingzhen Future Land Hengyue Business Management Co., Ltd.	2021年9月15日 15-Sep-21	10,400	9,900	59.88%	59.85%	資產運營及管理 Asset operation and management
煙臺新城吾悅商業管理有限公司 Yantai Future Land Injoy Business Management Co., Ltd.	2021年7月21日 21-Jul-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
南通恒超房地產開發有限公司 Nantong Hengchao Real Estate Development Co., Ltd.	2021年9月18日 18-Sep-21	20,000	-	66.49%	66.45%	物業開發及銷售 Development and sale of properties
泰安恒泰商業經營管理有限公司(a) Tai'an Hengtai Commercial Management Co., Ltd. (a)	2021年9月28日 28-Sep-21	10,000	10,000	53.89%	53.86%	資產運營及管理 Asset operation and management
揚中市新城恒興商業經營管理有限公司 Yangzhong Future Land Hengxing Commercial Management Co., Ltd.	2021年9月18日 18-Sep-21	10,000	10,000	66.88%	66.84%	資產運營及管理 Asset operation and management
天津新城恒欣房地產開發有限公司(c) Tianjin Future Land Hengxin Real Estate Development Co., Ltd. (c)	2021年9月24日 24-Sep-21	140,000	140,000	34.12%	34.10%	物業開發及銷售 Development and sale of properties
澧水新城恒愷房地產開發有限公司(a)(c) Lianshui Future Land Hengkai Real Estate Development Co., Ltd. (a)(c)	2021年9月28日 28-Sep-21	496,939	-	33.49%	66.50%	物業開發及銷售 Development and sale of properties
徐州豐縣新城吾悅商業管理有限公司 Xuzhou Fengxian Future Land Injoy Business Management Co., Ltd.	2021年3月1日 1-Mar-21	1,000	1,000	66.53%	67.16%	資產運營及管理 Asset operation and management
北海新城恒悅商業管理有限公司 Beihai Future Land Hengyue Business Management Co., Ltd.	2021年10月25日 25-Oct-21	15,000	15,000	66.53%	66.50%	資產運營及管理 Asset operation and management
婁底吾悅商業管理有限公司 Loudi Injoy Business Management Co., Ltd.	2021年10月22日 22-Oct-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
許昌新城吾悅商業管理有限公司 Xuchang Future Land Injoy Business Management Co., Ltd.	2021年10月14日 14-Oct-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
重慶市北碚區新城商業管理有限公司 Chongqing Beibei District Future Land Commercial Management Co., Ltd.	2021年8月30日 30-Aug-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
泰州新城吾悅商業管理有限公司 Taizhou Future Land Injoy Business Management Co., Ltd.	2021年10月25日 25-Oct-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	蘇州新城恒盛商業經營管理有限公司 Suzhou Future Land Hengsheng Commercial Management Co., Ltd.	2021年11月24日 24-Nov-21	7,000	-	64.42%	
石家莊新城吾悅商業管理有限公司 Shijiazhuang Future Land Injoy Business Management Co., Ltd.	2021年12月30日 30-Dec-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
宜賓吾悅商業管理有限公司 Yibin Injoy Business Management Co., Ltd.	2021年10月26日 26-Oct-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
湖州新城恒悅商業經營管理有限公司 Huzhou Future Land Hengyue Business Management Co., Ltd.	2021年11月23日 23-Nov-21	20,000	20,000	53.89%	53.86%	資產運營及管理 Asset operation and management
澧水縣恒悅貿易有限公司 Lianshui Hengyue Trading Co., Ltd.	2021年11月24日 24-Nov-21	318,785	259,531	66.34%	66.50%	物業開發及銷售 Development and sale of properties
仙桃新城吾悅商業管理有限公司 Xiantao Future Land Injoy Business Management Co., Ltd.	2021年10月18日 18-Oct-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
滄州恒奕商業管理有限公司 Cangzhou Hengyu Commercial Management Co., Ltd.	2022年2月24日 24-Feb-22	20,000	-	53.89%	-	資產運營及管理 Asset operation and management
武漢蔡甸新城吾悅商業管理有限公司 Wuhan Caidian Future Land Injoy Commercial Management Co., Ltd.	2022年3月3日 3-Mar-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
億悅環球有限公司(b) Billion Exaltation Global Limited (b)	2021年6月29日 29-Jun-21	-	-	66.53%	-	投資公司 Investment company
岳陽新城吾悅商業管理有限公司 Yueyang Future Land Injoy Business Management Co., Ltd.	2021年11月19日 19-Nov-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Million Achievement Pte. Ltd.	2021年7月21日 21-Jul-21	-	-	66.53%	-	投資公司 Investment company
澧水濱河新城吾悅商業管理有限公司 Lianshui Binhe Future Land Injoy Commercial Management Co., Ltd.	2022年1月26日 26-Jan-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
大連新城吾悅商業管理有限公司 Dalian Future Land Injoy Business Management Co., Ltd.	2021年12月16日 16-Dec-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
宿遷沐陽新城吾悅商業管理有限公司 Suqian Shuyang Future Land Injoy Business Management Co., Ltd.	2021年12月30日 30-Dec-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management
Million Exaltation Pte. Ltd.	2021年7月21日 21-Jul-21	-	-	66.53%	-	投資公司 Investment company
Million Exaltation Pte. Ltd.	2021年7月21日 21-Jul-21	-	-	66.53%	-	投資公司 Investment company
瀋陽大東悅盛商業管理有限公司 Shenyang Dadong Yuesheng Commercial Management Co., Ltd.	2022年1月27日 27-Jan-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
衡水新城吾悅商業管理有限公司 Hengshui Future Land Injoy Business Management Co., Ltd.	2021年11月9日 9-Nov-21	1,000	-	66.53%	67.16%	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				海南新城恒璞科技有限公司 Hainan Future Land Hengpu Technology Co., Ltd.	2021年12月17日 17-Dec-21	
濟寧新城恒達商業經營管理有限公司 Jining Future Land Hengda Commercial Management Co., Ltd.	2021年12月24日 24-Dec-21	20,000	-	66.88%	66.84%	資產運營及管理 Asset operation and management
億拓環球有限公司 (b) Billion Achievement Global Limited (b)	2021年6月29日 29-Jun-21	-	-	66.53%	-	投資公司 Investment company
臨沂羅莊區吾悅商業管理有限公司 Linyi Luozhuang District Injoy Commercial Management Co., Ltd.	2022年1月30日 30-Jan-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
瀋陽旭盛經營管理有限公司 (a) Shenyang Xusheng Operation Management Co., Ltd. (a)	2022年3月15日 15-Mar-22	10,340	10,340	66.53%	-	資產運營及管理 Asset operation and management
麗榮有限公司 (b) Lirong Co., Ltd. (b)	2003年9月19日 19-Sep-03	-	-	66.53%	-	投資公司 Investment company
富怡集團有限公司 (b) Fuyi Group Co., Ltd. (b)	2017年11月6日 6-Nov-17	-	-	66.53%	-	投資公司 Investment company
怡樂集團有限公司 (b) Yile Group Co., Ltd. (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
黃驊吾悅商業管理有限公司 Huanghua Injoy Commercial Management Co., Ltd.	2022年3月5日 5-Mar-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
香港鴻茂發展有限公司 (b) Hong Kong Hongpeng Development Co., Ltd. (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
香港鴻帆發展有限公司 (b) Hong Kong Hongfan Development Co., Ltd. (b)	2020年11月23日 23-Nov-20	-	-	66.53%	-	投資公司 Investment company
元和有限公司 (b) Yuanhe Co., Ltd. (b)	2020年7月6日 6-Jul-20	-	-	66.53%	-	投資公司 Investment company
南京心願門診部有限公司 Nanjing Xinyihui Outpatient Department Co., Ltd.	2022年1月19日 19-Jan-22	1,000	-	53.76%	-	退休金服務 Pension services
鄭州新城恒博商業經營管理有限公司 Zhengzhou Future Land Hengbo Commercial Management Co., Ltd.	2022年3月11日 11-Mar-22	10,000	10,000	66.53%	-	資產運營及管理 Asset operation and management
香港鴻齊發展有限公司 (b) Hong Kong Hongqi Development Co., Ltd. (b)	2020年11月21日 21-Nov-20	-	-	66.53%	-	投資公司 Investment company
日慶有限公司 (b) Riqing Co., Ltd. (b)	2005年1月28日 28-Jan-05	-	-	66.53%	-	投資公司 Investment company
平潭旭辰企業管理諮詢有限公司 Pingtan Xuchen Enterprise Management Consulting Co., Ltd.	2022年2月24日 24-Feb-22	1,000	-	66.87%	-	物業開發及銷售 Development and sale of properties

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	嵯州和悅吾悅商業管理有限公司 Shengzhou Heyue Injoy Commercial Management Co., Ltd.	2022年4月28日 28-Apr-22	1,000	-	66.53%	
煙臺旭盛貿易有限公司 Yantai Xusheng Trading Co., Ltd.	2022年5月16日 16-May-22	3,482	3,482	65.87%	-	物業開發及銷售 Development and sale of properties
至妙環球有限公司 (b) Zhimiao Global Co., Ltd. (b)	2020年11月21日 21-Nov-20	-	-	66.53%	-	投資公司 Investment company
徐州新城恒悅商業經營管理有限公司 Xuzhou Future Land Hengyue Commercial Management Co., Ltd.	2022年3月23日 23-Mar-22	10,000	10,000	67.20%	-	資產運營及管理 Asset operation and management
星利控股有限公司 (b) Xingli Holding Co., Ltd. (b)	2012年10月26日 26-Oct-12	-	-	66.53%	-	投資公司 Investment company
內江新城旭順商業管理有限公司 Neijiang Future Land Xushun Commercial Management Co., Ltd.	2022年3月31日 31-Mar-22	10,000	10,000	66.88%	-	資產運營及管理 Asset operation and management
香港鴻妙發展有限公司 (b) Hong Kong Hongmiao Development Co., Ltd. (b)	2020年11月21日 21-Nov-20	-	-	66.53%	-	投資公司 Investment company
東營新城吾悅商業管理有限公司 Dongying Future Land Injoy Commercial Management Co., Ltd.	2021年7月15日 15-Jul-21	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
漳州新城吾悅商業管理有限公司 Zhangzhou Future Land Injoy Commercial Management Co., Ltd.	2021年10月11日 11-Oct-21	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
香港鴻廷發展有限公司 (b) Hong Kong Hongting Development Co., Ltd. (b)	2020年11月21日 21-Nov-20	-	-	66.53%	-	投資公司 Investment company
榮熙有限公司 (b) Rongxi Co., Ltd. (b)	2019年4月1日 1-Apr-19	-	-	66.53%	-	投資公司 Investment company
寧鄉市恒悅商業經營管理有限公司 Ningxiang Hengyue Commercial Management Co., Ltd.	2022年4月13日 13-Apr-22	21,000	21,000	66.88%	-	資產運營及管理 Asset operation and management
銀川新城旭昊商業管理有限公司 Yinchuan Future Land Xuhaohao Commercial Management Co., Ltd.	2022年5月18日 18-May-22	10,000	10,000	67.20%	-	資產運營及管理 Asset operation and management
濱海新城吾悅商業管理有限公司 Binhai Future Land Injoy Commercial Management Co., Ltd.	2022年5月23日 23-May-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
香港鴻翰發展有限公司 (b) Hong Kong Honghan Development Co., Ltd. (b)	2020年11月20日 20-Nov-20	-	-	66.53%	-	投資公司 Investment company
卓冠創投有限公司 (b) Zhuoguan Venture Capital Co., Ltd. (b)	2008年6月19日 19-Jun-08	-	-	66.53%	-	投資公司 Investment company
濰坊新城吾悅商業管理有限公司 Weifang Future Land Injoy Commercial Management Co., Ltd.	2022年6月22日 22-Jun-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
重慶市銅梁區吾悅廣場商業管理有限公司 Chongqing Tongliang District Injoy Plaza Commercial Management Co., Ltd.	2022年4月27日 27-Apr-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
南京新城旭晟商業經營管理有限公司 Nanjing Future Land Xusheng Commercial Management Co., Ltd.	2022年5月17日 17-May-22	120,000	120,000	66.53%	-	資產運營及管理 Asset operation and management
香港鴻睿發展有限公司 (b) Hong Kong Hongrui Development Co., Ltd. (b)	2020年11月20日 20-Nov-20	-	-	66.53%	-	投資公司 Investment company
香港鴻松發展有限公司 (b) Hong Kong Hongsong Development Co., Ltd. (b)	2020年11月21日 21-Nov-20	-	-	66.53%	-	投資公司 Investment company
漢柏有限公司 (b) Hanbai Co., Ltd. (b)	2000年7月21日 21-Jul-00	-	-	66.53%	-	投資公司 Investment company
南京新城旭頤養老產業管理有限公司 Nanjing Future Land Xuji Pension Industry Management Co., Ltd.	2022年5月17日 17-May-22	100,000	100,000	66.53%	-	退休金服務 Pension services
銅陵皇城悅盛商業管理有限公司 Tongling Xingcheng Yuesheng Commercial Management Co., Ltd.	2022年4月29日 29-Apr-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
泰安泰次商業管理有限公司 Tai'an Taiwen Commercial Management Co., Ltd.	2022年6月22日 22-Jun-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
香港鴻辰發展有限公司 (b) Hong Kong Hongchen Development Co., Ltd. (b)	2020年11月21日 21-Nov-20	-	-	66.53%	-	投資公司 Investment company
溫州新城恒澤商業房產經營管理有限公司 Wenzhou Future Land Hengze Commercial Real Estate Management Co., Ltd.	2022年5月19日 19-May-22	60,000	60,000	66.53%	-	資產運營及管理 Asset operation and management
包頭市旭越商業經營管理有限公司 Baotou Xuyue Commercial Management Co., Ltd.	2022年6月29日 29-Jun-22	10,000	10,000	66.76%	-	資產運營及管理 Asset operation and management
泗洪新城旭宸商業經營管理有限公司 Sihong Future Land Xuchen Commercial Management Co., Ltd.	2022年7月14日 14-Jul-22	1,393	1,384	66.53%	-	資產運營及管理 Asset operation and management
滑縣新城吾悅商業管理有限公司 Huaxian Future Land Injoy Commercial Management Co., Ltd.	2022年8月3日 3-Aug-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
新城建管(上海)企業管理有限公司 Future Land Construction Management (Shanghai) Enterprise Management Co., Ltd.	2022年8月16日 16-Aug-22	50,000	-	67.20%	-	物業開發及銷售 Development and sale of properties
滕州市悅盛商業管理有限公司 Tengzhou Yuesheng Commercial Management Co., Ltd.	2022年8月18日 18-Aug-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
保山旭隆商業經營管理有限公司 Baoshan Xulong Commercial Management Co., Ltd.	2022年8月22日 22-Aug-22	10,000	10,000	66.53%	-	資產運營及管理 Asset operation and management

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				邢臺新城吾悅商業管理有限公司 Xingtai Future Land Injoy Commercial Management Co., Ltd.	2022年8月24日 24-Aug-22	
淄博旭瑞文化旅遊開發有限公司 Zibo Xurui Cultural Tourism Development Co., Ltd.	2022年8月30日 30-Aug-22	278,584	1,384	66.54%	-	旅遊業務 Tourism
重慶新城旭昇商業管理有限公司 Chongqing Future Land Xusheng Commercial Management Co., Ltd.	2022年8月31日 31-Aug-22	10,000	10,000	66.53%	-	資產運營及管理 Asset operation and management
濮陽新城吾悅商業管理有限公司 Puyang Future Land Injoy Commercial Management Co., Ltd.	2022年9月6日 6-Sep-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
惠州吾悅商業管理有限公司 Huizhou Injoy Commercial Management Co., Ltd.	2022年9月19日 19-Sep-22	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
青島旭璞房地產開發有限公司 Qingdao Xupu Real Estate Development Co., Ltd.	2022年10月9日 9-Oct-22	50,000	-	66.84%	-	物業開發及銷售 Development and sale of properties
天津新城旭盛商業管理有限公司 Tianjin Future Land Xusheng Commercial Management Co., Ltd.	2022年11月29日 29-Nov-22	30,000	30,000	54.43%	-	資產運營及管理 Asset operation and management
煙臺悅盛商業管理有限公司 Yantai Yue Sheng Commercial Management Co., Ltd.	2021年8月13日 13-Aug-21	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
天津寶坻新城吾悅商業管理有限公司 Tianjin Baodi Future Land Injoy Commercial Management Co., Ltd.	2021年9月29日 29-Sep-21	1,000	-	66.53%	-	資產運營及管理 Asset operation and management
碧海控股有限公司 (b) Emerald Sea holdings Limited (b)	2013年11月12日 12-Nov-13	300	-	100.00%	100.00%	投資公司 Investment company
錦名有限公司 (b) Acme Name Limited (b)	2014年9月12日 12-Sep-14	300	-	100.00%	100.00%	投資公司 Investment company
通遠有限公司 (b) Afar Connect Limited (b)	2014年9月3日 3-Sep-14	300	-	100.00%	100.00%	投資公司 Investment company
盛洲有限公司 (b) Alpha Oasis Limited (b)	2014年9月19日 19-Sep-14	300	-	100.00%	100.00%	投資公司 Investment company
捷帆有限公司 (b) Brisk Sail Limited (b)	2014年8月12日 12-Aug-14	300	-	100.00%	100.00%	投資公司 Investment company
旭堡有限公司 (b) Dawn Castle Limited (b)	2014年5月12日 12-May-14	300	-	100.00%	100.00%	投資公司 Investment company
旭濤控股有限公司 (b) Dawnwave Holdings Limited (b)	2014年7月10日 10-Jul-14	300	-	100.00%	100.00%	投資公司 Investment company
龍邦投資有限公司 (b) Dragon State Investments Limited (b)	2014年8月12日 12-Aug-14	300	-	100.00%	100.00%	投資公司 Investment company

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
越城環球有限公司 (b)	2016年4月1日	300	-	100.00%	100.00%	投資公司
Super City Global Limited (b)	1-Apr-16					Investment company
香港創拓發展有限公司 (b)	2010年8月30日	301,800	301,800	100.00%	100.00%	投資公司
Hong Kong Achievement Development Limited (b)	30-Aug-10					Investment company
香港宏盛發展有限公司 (b)	2010年8月30日	-	-	100.00%	100.00%	投資公司
Hong Kong Prosperity Development Limited (b)	30-Aug-10					Investment company
香港恒康發展有限公司 (b)	2014年10月16日	-	-	100.00%	100.00%	投資公司
Hong Kong Hengkang Development Limited (b)	16-Oct-14					Investment company
香港創智發展有限公司 (b)	2014年10月16日	-	-	100.00%	100.00%	投資公司
Hong Kong Chuangzhi Development Limited (b)	16-Oct-14					Investment company
香港悅盛發展有限公司 (b)	2014年1月10日	-	-	100.00%	100.00%	投資公司
Hong Kong Exaltation Development Limited (b)	10-Jan-14					Investment company
香港創匯發展有限公司 (b)	2014年8月22日	-	-	100.00%	100.00%	投資公司
Hong Kong Chuanghui Development Limited (b)	22-Aug-14					Investment company
香港創域發展有限公司 (b)	2014年8月22日	-	-	100.00%	100.00%	投資公司
Hong Kong Chuangyu Development Limited (b)	22-Aug-14					Investment company
香港凱盛發展有限公司 (b)	2014年9月12日	-	-	100.00%	100.00%	投資公司
Hong Kong Kaisheng Development Limited (b)	12-Sep-14					Investment company
香港恒逸發展有限公司 (b)	2014年10月16日	-	-	100.00%	100.00%	投資公司
Hong Kong Hengyi Development Limited (b)	16-Oct-14					Investment company
香港恒昌發展有限公司 (b)	2014年10月16日	-	-	100.00%	100.00%	投資公司
Hong Kong Hengchang Development Limited (b)	16-Oct-14					Investment company
新城發展資本(香港)有限公司 (b)	2016年6月1日	8,547	8,547	100.00%	100.00%	投資公司
Future Land Development Capital (Hong Kong) Limited (b)	1-Jun-16					Investment company
新城發展投資有限公司	2015年3月16日	860,000	860,000	100.00%	100.00%	投資公司
Future Land Development Investment Co., Ltd.	16-Mar-15					Investment company
常州德潤諮詢管理有限公司 (g)	2013年8月28日	2,000	2,000	100.00%	100.00%	諮詢服務
Changzhou Derun Consultancy Co., Ltd. (g)	28-Aug-13					Consulting
常州新城萬德投資有限公司	2013年9月9日	200,000	200,000	100.00%	100.00%	投資公司
Changzhou Future Land Wande Investment Co., Ltd.	9-Sep-13					Investment company
常州凱拓諮詢管理有限公司 (g)	2014年11月4日	2,000	-	100.00%	100.00%	投資公司
Changzhou Kaituo Enterprise Management Co., Ltd. (g)	4-Nov-14					Investment company
常州創域諮詢管理有限公司 (g)	2014年9月25日	2,000	-	100.00%	100.00%	諮詢、投資
Changzhou Chuangyu Consultancy Management Co., Ltd. (g)	25-Sep-14					Consulting, investment

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
常州新城萬嘉投資有限公司 Changzhou Future Land Wanjia Investment Co., Ltd.	2014年12月12日 12-Dec-14	10,000	-	100.00%	100.00%	諮詢、投資 Consulting, investment
常州恒軒諮詢管理有限公司 (g) Changzhou Hengxuan Consultancy Management Co., Ltd. (g)	2014年12月11日 11-Dec-14	1,000	-	100.00%	100.00%	諮詢、投資 Consulting, investment
常州悅盛諮詢管理有限公司 (g) Changzhou Yuezheng Consultancy Management Co., Ltd. (g)	2015年5月25日 25-May-15	1,000	-	100.00%	100.00%	諮詢、投資 Consulting, investment
上海新城萬聖企業管理有限公司 Shanghai Future Land Wansheng Business Management Co., Ltd.	2010年6月12日 12-Jun-10	10,000	10,000	100.00%	100.00%	投資公司 Investment company
富域發展集團有限公司 (g) Changzhou Wealthzone Development Co., Ltd. (g)	2002年4月27日 27-Apr-02	301,800	301,800	100.00%	100.00%	投資公司 Investment company
上海錦名投資管理有限公司 Shanghai Jinming Investment Management Co., Ltd.	2015年12月30日 30-Dec-15	10,000	10,000	100.00%	100.00%	諮詢服務 Consulting
上海策悅企業管理有限公司 Shanghai Ceyue Business Management Co., Ltd.	2016年11月22日 22-Nov-16	20,000	-	100.00%	100.00%	投資公司 Investment company
上海橙貝資訊技術有限公司 Shanghai Chengbei Information Technology Co., Ltd.	2014年11月26日 26-Nov-14	10,000	10,000	100.00%	100.00%	資訊科技 Information technology
上海橙居資訊技術有限公司 Shanghai Chengju Information Technology Co., Ltd.	2015年6月8日 8-Jun-15	5,000	5,000	100.00%	100.00%	資訊科技 Information technology
Seazen Capital Partners Limited (b)	2016年9月13日 13-Sep-16	-	-	100.00%	100.00%	投資公司 Investment company
Citadel EB-5 Fund GP LLC (b)	2018年3月15日 15-Mar-18	-	-	100.00%	100.00%	投資公司 Investment company
Abundant Mass Limited (b)(c)	2018年5月22日 22-May-18	319	7	23.33%	20.00%	買賣及就證券提供意見及提供資產管理 服務 Dealing and advising on securities and provision of asset management service
Future Benefit Limited (b)	2018年2月9日 9-Feb-18	-	-	70.00%	60.00%	投資控股及管理服務 Investment holding and management service
Future Boost Limited (b)	2017年6月12日 12-Jun-17	-	-	70.00%	60.00%	放債業務 Money lending
Future Boost SP (b)	2017年7月28日 28-Jul-17	337	-	70.00%	60.00%	提供期貨經紀服務 Provision of future brokerage service

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				Future Brightness Limited (b)	2018年3月26日	
Future Brightness Limited (b)	26-Mar-18					Investment company
Future Brilliant Limited (b)	2017年8月1日	36,522	36,522	70.00%	60.00%	提供證券經紀、牽頭經辦人及配售經辦人服務 Provision of securities brokerage, bookrunner and placing manager service
Future Brilliant Limited (b)	1-Aug-17					Provision of securities brokerage, bookrunner and placing manager service
Future Concord Limited (b)	2018年7月3日	332	1	70.00%	60.00%	投資公司 Investment company
Future Concord Limited (b)	3-Jul-18					Investment company
Future Diamond Limited (b)	2018年5月2日	318	1	70.00%	60.00%	投資公司 Investment company
Future Diamond Limited (b)	2-May-18					Investment company
Future Elite Limited (b)	2017年8月1日	-	-	70.00%	60.00%	投資公司 Investment company
Future Elite Limited (b)	1-Aug-17					Investment company
Future Flame Limited (b)	2017年3月31日	-	-	70.00%	60.00%	投資公司 Investment company
Future Flame Limited (b)	31-Mar-17					Investment company
Future Fruitful Limited (b)(c)	2017年6月12日	-	-	47.89%	41.05%	投資公司 Investment company
Future Fruitful Limited (b)(c)	12-Jun-17					Investment company
Future Fruitful SP (b)(c)	2017年12月18日	-	-	23.33%	20.00%	投資公司 Investment company
Future Fruitful SP (b)(c)	18-Dec-17					Investment company
Future Glory Limited (b)	2018年4月6日	316	1	70.00%	60.00%	投資公司 Investment company
Future Glory Limited (b)	6-Apr-18					Investment company
Future Sparkling Limited (b)(c)	2018年4月19日	314	1	23.33%	20.00%	投資公司 Investment company
Future Sparkling Limited (b)(c)	19-Apr-18					Investment company
Future Triumph Holdings Limited (b)	2018年1月17日	-	-	70.00%	60.00%	投資公司 Investment company
Future Triumph Holdings Limited (b)	17-Jan-18					Investment company
Future Triumph Limited (b)	2017年3月31日	-	-	70.00%	60.00%	投資公司 Investment company
Future Triumph Limited (b)	31-Mar-17					Investment company
Future Vivid Holdings Limited (b)	2018年3月26日	316	1	70.00%	60.00%	投資公司 Investment company
Future Vivid Holdings Limited (b)	26-Mar-18					Investment company
Future Yield Holdings Limited (b)	2017年10月24日	331	1	70.00%	60.00%	投資公司 Investment company
Future Yield Holdings Limited (b)	24-Oct-17					Investment company
Future Yield Limited (b)	2017年7月26日	-	-	70.00%	60.00%	投資公司 Investment company
Future Yield Limited (b)	26-Jul-17					Investment company
金輝置業有限公司 (b)(c)	1992年5月12日	-	8	47.89%	41.05%	投資公司 Investment company
Goldfair Properties Limited (b)(c)	12-May-92					Investment company

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				Heritage Star Holdings Limited (b)(c)	2017年3月16日	
Heritage Star Holdings Limited (b)(c)	16-Mar-17					
Huge Highlight Limited (b)(c)	2018年5月15日	317	1	35.00%	30.00%	投資公司 Investment company
Huge Highlight Limited (b)(c)	15-May-18					
得聯國際投資有限公司 (b)(c)	2017年7月18日	338	1	47.89%	41.05%	投資公司 Investment company
Joint Gain International Investment Limited (b)(c)	18-Jul-17					
百利好發展(香港)有限公司 (b)(c)	1986年12月5日	-	92	47.89%	41.05%	投資公司 Investment company
Plotio Development (HK) Limited (b)(c)	5-Dec-86					
晉富聯合投資有限公司 (b)	2018年5月4日	-	-	70.00%	60.00%	投資公司 Investment company
Resources Fortune Capital Company Limited (b)	4-May-18					
新城晉峰資產管理有限公司 (b)	2014年5月15日	-	-	70.00%	60.00%	買賣及就證券提供意見及提供資產管理 服務 Dealing and advising on securities and provision of asset management service
Seazen Resources Asset Management Limited (b)	15-May-14					
新城晉峰金融集團有限公司 (b)	2015年3月24日	817	817	70.00%	60.00%	投資公司 Investment company
Seazen Resources Capital Group Limited (b)	24-Mar-15					
新城晉峰資本投資管理有限公司 (b)	2012年8月30日	-	327,536	70.00%	60.00%	投資控股及管理服務 Investment holding and management service
Seazen Resources Capital Investment Management Limited (b)	30-Aug-12					
新城晉峰財務有限公司 (b)	2012年10月24日	-	836	70.00%	60.00%	放債業務 Money lending
Seazen Resources Finance Limited (b)	24-Oct-12					
新城晉峰期貨有限公司 (b)	2013年3月12日	-	17,554	70.00%	60.00%	提供期貨經紀服務 Provision of future brokerage service
Seazen Resources Futures Limited (b)	12-Mar-13					
新城晉峰投資有限公司 (b)	2017年6月15日	-	16,718	70.00%	60.00%	投資公司 Investment company
Seazen Resources Investment Limited (b)	15-Jun-17					
新城晉峰證券有限公司 (b)	2015年3月6日	-	45,557	70.00%	60.00%	提供證券經紀、牽頭經辦人及配售經辦 人服務 Provision of securities brokerage, bookrunner and placing manager service
Seazen Resources Securities Limited (b)	6-Mar-15					
深圳新晉投資諮詢有限公司	2019年5月29日	5,000	5,000	70.00%	60.00%	諮詢服務 Consulting
Shenzhen Qianhai Zhaoweihan Consultancy Limited	29-May-19					
深圳前海趙魏韓投資諮詢有限公司 (g)	2019年5月15日	5,000	5,000	70.00%	60.00%	諮詢服務 Consulting
Shenzhen Seazen Resources Capital Investment Consultancy Limited (g)	15-May-19					

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
上海星軌影院管理有限公司 Shanghai Xingyi Cinema Management Co., Ltd.	2015年1月16日 16-Jan-15	1,000,000	1,000,000	97.60%	97.60%	影院管理 Cinema Management
江蘇星軌影院管理有限公司 Jiangsu Xingyi Cinema Management Co., Ltd.	2016年5月5日 5-May-16	497,500	497,500	97.60%	97.60%	影院管理 Cinema Management
蘇州星軌影院管理有限公司 Suzhou Xingyi Cinema Management Co., Ltd.	2016年12月14日 14-Dec-16	20,000	20,000	97.60%	97.60%	影院管理 Cinema Management
阜寧星軌影城有限公司 Funing Xingyi Cinema Co., Ltd.	2016年4月18日 18-Apr-16	2,000	-	97.60%	97.60%	影院管理 Cinema Management
鹽城市射陽縣星軌影院管理有限公司 Yancheng City Sheyang Xingyi Cinema Management Co., Ltd.	2020年8月27日 27-Aug-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
鹽城市大豐區星軌影院有限公司 Yancheng City Dafeng Xingyi Cinema Management Co., Ltd.	2020年9月2日 2-Sep-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
鹽城東台星軌影院管理有限公司 Yancheng City Dongtai Xingyi Cinema Management Co., Ltd.	2020年7月14日 14-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
江蘇思達愛斯影視技術有限公司 Jiangsu Sida Aisi Film Film and Technology Co., Ltd.	2019年3月27日 27-Mar-19	30,000	-	97.60%	97.60%	影院系統設備開發 Cinema system equipment development
鎮江星軌影視文化有限公司 Zhenjiang Xingyi Film Culture Co., Ltd.	2019年6月10日 10-Jun-19	2,000	-	97.60%	97.60%	影院管理 Cinema Management
鎮江揚中星軌影院管理有限公司 Zhenjiang Yangzhong Xingyi Cinema Management Co., Ltd.	2021年3月30日 30-Mar-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
連雲港市星軌影視文化有限公司 Lianyungang Xingyi Film Culture Co., Ltd.	2017年6月12日 12-Jun-17	2,000	2,000	97.60%	97.60%	影院管理 Cinema Management
啟東星軌影院管理有限公司 Qidong Xingyi Cinema Management Co., Ltd.	2021年8月11日 11-Aug-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
南京貝思達影院管理有限公司 Nanjing Beisida Cinema Management Co., Ltd.	2017年8月11日 11-Aug-17	2,000	2,000	97.60%	97.60%	影院管理 Cinema Management
南京仙林上影影院管理有限公司 Nanjing Xianlin Shangying Cinema Management Co., Ltd.	2017年2月15日 15-Feb-17	2,000	2,000	68.32%	68.32%	影院管理 Cinema Management
南京江寧星軌影院管理有限公司 Nanjing Jiangning Xingyi Cinema Management Co., Ltd.	2019年7月22日 22-Jul-19	2,000	-	97.60%	97.60%	影院管理 Cinema Management
南京江寧星軌影視文化有限公司 Nanjing City Jiangning Xingyi Film Culture Co., Ltd.	2020年3月23日 23-Mar-20	2,000	-	97.60%	97.60%	影院管理 Cinema Management
南京雨花台貝思達影視文化有限公司 Nanjing Yuhuatai Beisida Film Culture Co., Ltd.	2020年7月14日 14-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	南京建業星映影城管理有限公司 Nanjing Jianye Xingyi Cinema Management Co., Ltd.	2021年7月19日 19-Jul-21	1,000	-	97.60%	
泰州興化星映影院管理有限公司 Taizhou City Xinghua Xingyi Cinema Management Co., Ltd.	2020年6月12日 12-Jun-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
淮安漣水星映影院管理有限公司 Huai'an Lianshui Xingyi Cinema Management Co., Ltd.	2020年9月15日 15-Sep-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
淮安貝思達影院管理有限公司 Huai'an Beisida Cinema Management Co., Ltd.	2021年6月11日 11-Jun-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
蘇州相城貝思達影院管理有限公司 Suzhou Xiangcheng Beisida Cinema Management Co., Ltd.	2020年7月17日 17-Jul-20	10,000	10,000	97.60%	97.60%	影院管理 Cinema Management
張家港星映影院管理有限公司 Zhangjiagang Xingyi Cinema Management Co., Ltd.	2021年10月29日 29-Oct-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
徐州市賈汪區星映影院管理有限公司 Xuzhou City Jiawang Xingyi Cinema Management Co., Ltd.	2020年7月17日 17-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
宿遷泗洪星映影院管理有限公司 Suqian Sihong Xingyi Cinema Management Co., Ltd.	2021年5月21日 21-May-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
宿遷市泗陽縣貝思達影院管理有限公司 Suqian Siyang County Beisida Cinema Management Co., Ltd.	2021年10月26日 26-Oct-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
如皋星映影城管理有限公司 Rugao Xingyi Cinema Management Co., Ltd.	2021年11月25日 25-Nov-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
蚌埠星映影城有限公司 Bengbu Xingyi Cinema Co., Ltd.	2019年9月23日 23-Sep-19	1,000	1,000	97.60%	97.60%	影院管理 Cinema Management
阜陽星映影院管理有限公司 Fuyang Xingyi Cinema Management Co., Ltd.	2020年7月2日 2-Jul-20	1,000	1,000	97.60%	97.60%	影院管理 Cinema Management
滁州市貝思達影院管理有限公司 Chuzhou Beisida Xingyi Cinema Management Co., Ltd.	2020年6月30日 30-Jun-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
天長市貝思達影院管理有限公司 Tangshan Beisida Cinema Management Co., Ltd.	2020年8月21日 21-Aug-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
六安貝思達影院管理有限公司 Luan Beisida Cinema Management Co., Ltd.	2020年7月23日 23-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
銅陵市貝思達影院管理有限公司 Tongling Beisida Cinema Management Co., Ltd.	2020年7月23日 23-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
成都貝思達星映影視文化有限公司 Chengdu Beisida Xingyi Film Culture Co., Ltd.	2020年4月1日 1-Apr-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				德陽遼陽星軌影院有限公司 Deyang Jinyang Xingyi Cinema Co., Ltd.	2020年7月22日 22-Jul-20	
內江市貝思達影院管理有限公司 Neijiang Beisida Cinema Management Co., Ltd.	2021年5月20日 20-May-21	1,000	1,000	97.60%	97.60%	影院管理 Cinema Management
海口星軌影視文化有限公司 Haikou Xingyi Film Culture Co., Ltd.	2016年7月1日 1-Jul-16	10,000	10,000	97.60%	97.60%	影院管理 Cinema Management
上海星軌影視文化有限公司 Shanghai Xingyi Film Culture Co., Ltd.	2016年9月30日 30-Sep-16	2,000	2,000	97.60%	97.60%	影院管理 Cinema Management
上海貝思達星軌影院管理有限公司 Shanghai Beisida Xingyi Cinema Management Co., Ltd.	2019年11月21日 21-Nov-19	2,000	-	97.60%	97.60%	影院管理 Cinema Management
上海隕行天鉅星軌影院管理有限公司 Shanghai Minhang Tianju Xingyi Cinema Management Co., Ltd.	2019年10月21日 21-Oct-19	2,000	-	97.60%	97.60%	影院管理 Cinema Management
上海星軌思達愛斯影院管理有限公司 Shanghai Xingyisida Aisi Cinema Management Co., Ltd.	2021年6月2日 2-Jun-21	2,000	-	97.60%	97.60%	影院管理 Cinema Management
嵊州市星軌影視文化有限公司 Shengzhou Xingyi Cinema Culture Co., Ltd.	2017年8月10日 10-Aug-17	2,000	2,000	97.60%	97.60%	影院管理 Cinema Management
平湖星軌影院管理有限公司 Pinghu Xingyi Cinema Management Co., Ltd.	2019年11月12日 12-Nov-19	2,000	2,000	97.60%	97.60%	影院管理 Cinema Management
嘉興海鹽縣貝思達影院管理有限公司 Jiaxing City Haiyan Beisida Xingyi Film Culture Co., Ltd.	2020年6月11日 11-Jun-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
湖州市星軌影院管理有限公司 Huzhou Xingyi Cinema Management Co., Ltd.	2020年6月5日 5-Jun-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
溫州市龍灣星軌影院管理有限公司 Wenzhou City Longwan Xingyi Cinema Management Co., Ltd.	2020年8月25日 25-Aug-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
湖州南潯貝思達影院管理有限公司 Huzhou Nanxun Beisida Cinema Management Co., Ltd.	2021年1月14日 14-Jan-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
長春市遠達星軌影院管理有限公司 Changchun City Yuanda Xingyi Cinema Management Co., Ltd.	2020年4月28日 28-Apr-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
泰安市泰山區星軌影院管理有限公司 Tai'an Taishan District Xingyi Cinema Management Co., Ltd.	2021年1月12日 12-Jan-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
新泰市星軌影院管理有限公司 Xintai Xingyi Cinema Management Co., Ltd.	2021年4月13日 13-Apr-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
濟寧北湖省級旅遊度假區星軌影院管理有限公司 Jining Beihu Provincial Tourism Resort Xingyi Cinema Management Co., Ltd.	2021年1月12日 12-Jan-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	仙遊星軌影院有限公司 Xianyou Xingyi Cinema Co., Ltd.	2020年8月17日 17-Aug-20	1,000	-	97.60%	
昆明市呈貢區貝思達影院管理有限公司 Kunming City Chengong Beisida Cinema Management Co., Ltd.	2020年5月8日 8-May-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
安寧市星軌影院管理有限公司 Anning Xingyi Cinema Management Co., Ltd.	2020年8月31日 31-Aug-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
昭通市昭陽區星軌影院管理有限公司 Zhaotong City Zhaoyang Xingyi Cinema Management Co., Ltd.	2020年5月14日 14-May-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
保山貝思達影院有限公司 Baoshan Beisida Cinema Co., Ltd.	2021年8月31日 31-Aug-21	1,000	1,000	97.60%	97.60%	影院管理 Cinema Management
南寧貝思達影視文化有限公司 Nanning Beisida Cinema Culture Co., Ltd.	2018年9月10日 10-Sep-18	2,000	-	97.60%	97.60%	影院管理 Cinema Management
貴港市港北區星軌影院管理有限公司 Guigang City Gangbei Xingyi Cinema Management Co., Ltd.	2020年7月30日 30-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
北海濱海星軌影院管理有限公司 Beihai Binhai Xingyi Cinema Management Co., Ltd.	2020年5月21日 21-May-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
長沙市望城區星軌影院管理有限公司 Changsha City Wangcheng Xingyi Cinema Management Co., Ltd.	2020年12月8日 8-Dec-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
西咸新區澧西新城星軌影視文化有限公司 Xixian new district Xingyi Film Culture Co., Ltd.	2020年5月6日 6-May-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
西安貝思達影視文化有限公司 Xi'an Beisida Film and Television Culture Co., Ltd.	2021年4月26日 26-Apr-21	500	-	97.60%	97.60%	影院管理 Cinema Management
天津市寧河區貝思達影院管理有限公司 Tianjin Ninghe District Beisida Cinema Management Co., Ltd.	2021年4月9日 9-Apr-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
天津濱海新區星軌影院管理有限公司 Tianjin Binhai New Area Xingyi Cinema Management Co., Ltd.	2021年1月26日 26-Jan-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
襄陽星軌影院管理有限公司 Xiangyang Xingyi Cinema Management Co., Ltd.	2020年1月20日 20-Jan-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
荊州市沙市區貝思達影院管理有限公司 Jingzhou City Shashi Beisida Cinema Management Co., Ltd.	2020年7月23日 23-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
隨州市曾都區貝思達影院管理有限公司 Suizhou City Zengdu Beisida Cinema Management Co., Ltd.	2020年7月9日 9-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
孝感市星軌影院管理有限公司 Xiaogan Xingyi Cinema Management Co., Ltd.	2021年1月12日 12-Jan-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
				武漢市漢陽區星軌貝思達影院管理有限公司 Wuhan Hanyang District Xingyi Beisida Cinema Management Co., Ltd.	2021年7月15日 15-Jul-21	
包頭市星軌影院管理有限公司 Baotou Xingyi Cinema Management Co., Ltd.	2020年7月8日 8-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
包頭市貝思達影院管理有限公司 Baotou Beisida Cinema Management Co., Ltd.	2021年5月31日 31-May-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
肇慶星軌影院管理有限公司 Zhaqing Xingyi Cinema Management Co., Ltd.	2020年6月22日 22-Jun-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
四會市貝思達影院管理有限公司 Sihui Beisida Cinema Management Co., Ltd.	2021年4月29日 29-Apr-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
河源市江東新區星軌影院管理有限公司 Heyuan City Jiangdong New District Xingyi Cinema Management Co., Ltd.	2021年7月22日 22-Jul-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
唐山路北區貝思達影院管理有限公司 Tianchang City Beisida Cinema Management Co., Ltd.	2020年7月23日 23-Jul-20	1,000	1,000	97.60%	97.60%	影院管理 Cinema Management
滄州星軌電影放映有限公司 Cangzhou Xingyi Film Projection Co., Ltd.	2021年5月26日 26-May-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
遵義市紅花崗區星軌影院管理有限公司 Zunyi City Honghuagang Xingyi Cinema Management Co., Ltd.	2020年7月24日 24-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
貴陽清鎮市星軌影院管理有限公司 Guiyang Qingzhen Xingyi Cinema Management Co., Ltd.	2020年7月22日 22-Jul-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
西寧星軌影院管理有限公司 Xining Xingyi Cinema Management Co., Ltd.	2020年4月30日 30-Apr-20	1,000	-	97.60%	97.60%	影院管理 Cinema Management
瀋陽蒲河星軌影院管理有限公司 Shenyang Puhe Xingyi Cinema Management Co., Ltd.	2021年1月14日 14-Jan-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
樂陽市星軌影院管理有限公司 Xingyang Xingyi Cinema Management Co., Ltd.	2021年5月17日 17-May-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
銀川貝思達影院管理有限公司 Yinchuan Beisida Cinema Management Co., Ltd.	2021年6月1日 1-Jun-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
重慶忠達愛斯影院管理有限公司 Chongqing Star Aisi Cinema Management Co., Ltd.	2021年10月14日 14-Oct-21	1,000	-	97.60%	97.60%	影院管理 Cinema Management
重慶貝思達影院管理有限公司 Chongqing Beisida Cinema Management Co., Ltd.	2021年7月30日 30-Jul-21	1,000	1,000	97.60%	97.60%	影院管理 Cinema Management
廣安市星軌影院管理有限公司 Guang'an Xingyi Cinema Management Co., Ltd.	2022年2月15日 15-Feb-22	1,000	-	97.60%	-	影院管理 Cinema Management

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41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	濱州市濱城區星軌影院管理有限公司 Binzhou Bincheng Xingyi Cinema Management Co., Ltd.	2022年3月1日 1-Mar-22	1,000	-	97.60%	
重慶雙福貝思達影院管理有限公司 Chongqing Shuangfu Beisida Cinema Management Co., Ltd.	2022年5月24日 24-May-22	1,000	-	97.60%	-	影院管理 Cinema Management
宜昌市西陵區貝思達影院管理有限公司 Yichang Xiling District Beisida Cinema Management Co., Ltd.	2022年6月17日 17-Jun-22	1,000	-	97.60%	-	影院管理 Cinema Management
蘭州貝思達影院管理有限公司 Lanzhou Beisida Cinema Management Co., Ltd.	2022年6月29日 29-Jun-22	1,000	-	97.60%	-	影院管理 Cinema Management
長春市貝思達影院管理有限公司 Changchun Beisida Cinema Management Co., Ltd.	2022年6月16日 16-Jun-22	1,000	-	97.60%	-	影院管理 Cinema Management
上海天曜思達愛斯影院管理有限公司 Shanghai Tianyao Star Aisi Cinema Management Co., Ltd.	2022年8月12日 12-Aug-22	2,000	-	97.60%	-	影院管理 Cinema Management
烏魯木齊思達愛斯影院管理有限公司 Urumqi Sida Aisi Cinema Management Co., Ltd.	2022年7月1日 1-Jul-22	1,000	-	97.60%	-	影院管理 Cinema Management
安陽市星軌影院有限公司 Anyang Xingyi Cinema Co., Ltd.	2022年6月23日 23-Jun-22	1,000	-	97.60%	-	影院管理 Cinema Management
豐縣星軌影院管理有限公司 Fengxian Xingyi Cinema Management Co., Ltd.	2022年7月29日 29-Jul-22	1,000	-	97.60%	-	影院管理 Cinema Management
重慶華源貝思達影院管理有限公司 Chongqing Huayuan Beisida Cinema Management Co., Ltd.	2022年7月8日 8-Jul-22	1,000	-	97.60%	-	影院管理 Cinema Management
無錫星軌影院管理有限公司 Wuxi Xingyi Cinema Management Co., Ltd.	2022年3月10日 10-Mar-22	1,000	-	97.60%	-	影院管理 Cinema Management
上海新城多奇妙企業管理諮詢有限公司 Shanghai Future Land Duoqimiao Business Management Consultancy Co., Ltd.	2014年12月8日 8-Dec-14	188,000	188,000	100.00%	94.00%	兒童娛樂 Children entertainment
常州新城多奇妙企業管理諮詢有限公司 Changzhou Duoqimiao Business Management Consultancy Co., Ltd.	2015年7月31日 31-Jul-15	10,000	5,000	100.00%	94.00%	兒童娛樂 Children entertainment
江蘇新城多奇妙兒童娛樂有限公司 Jiangsu Future Land Duoqimiao Childhood Entertainment Co., Ltd.	2016年12月14日 14-Dec-16	10,000	10,000	100.00%	94.00%	兒童娛樂 Children entertainment
上海寶郡新城多奇妙企業管理諮詢有限公司(g) Shanghai Baojun Future Land Duoqimiao Business Management Consultancy Co., Ltd. (g)	2015年9月8日 8-Sep-15	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment
上海松繁新城多奇妙企業管理諮詢有限公司 Shanghai Songfan Future Land Duoqimiao Business Management Consultancy Co., Ltd.	2015年10月23日 23-Oct-15	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment

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41 PARTICULARS OF SUBSIDIARIES (continued)

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		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	上海奉寧新城多奇妙企業管理諮詢有限公司 Shanghai Fengning Future Land Duoqimiao Business Management Consultancy Co., Ltd.	2015年12月1日 1-Dec-15	7,000	7,000	100.00%	
揚州新城多奇妙企業管理諮詢有限公司 Yangzhou Future Land Duoqimiao Business Management Consultancy Co., Ltd.	2015年8月20日 20-Aug-15	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment
寶應新城多奇妙企業管理諮詢有限公司 Baoying Future Land Duoqimiao Business Management Consultancy Co., Ltd.	2019年7月12日 12-Jul-19	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
鹽城寶郡遊樂服務有限公司 Yancheng Baojun Duoqimiao Amusement Service Co., Ltd.	2016年6月28日 28-Jun-16	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment
徐州寧郡多奇妙企業管理諮詢有限公司 Xuzhou Ningjun Duoqimiao Amusement Service Co., Ltd.	2016年12月8日 8-Dec-16	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
南通永旭新城多奇妙遊樂服務有限公司 Nantong Yongxu Future Land Duoqimiao Entertainment Co., Ltd.	2017年9月1日 1-Sep-17	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
南通永郡新城多奇妙企業管理有限公司 Nantong Yongjun Future Land Duoqimiao Business Management Co., Ltd.	2017年12月6日 6-Dec-17	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
武漢新城多奇妙企業管理諮詢有限公司 Wuhan Future Land Duoqimiao Business Management Consultancy Co., Ltd.	2016年1月29日 29-Jan-16	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment
天津德郡多奇妙遊樂服務有限公司 Tianjin Dejun Duoqimiao Amusement Service Co., Ltd.	2016年7月25日 25-Jul-16	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment
鞍山寧郡多奇妙遊樂服務有限公司 Anshan Ningjun Duoqimiao Amusement Service Co., Ltd.	2016年7月13日 13-Jul-16	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment
海寧泰郡多奇妙遊樂服務有限公司 Haining Taijun Duoqimiao Amusement Service Co., Ltd.	2016年8月11日 11-Aug-16	1,000	1,000	100.00%	94.00%	兒童娛樂 Children entertainment
蚌埠泰郡多奇妙遊樂服務有限公司 Bangbu Taijun Duoqimiao Amusement Service Co., Ltd.	2016年9月1日 1-Sep-16	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
蚌埠新城多奇妙兒童娛樂有限公司 Bengbu Future Land Duoqimiao Amusement Service Co., Ltd.	2019年9月23日 23-Sep-19	10,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
滁州寧巨集多奇妙遊樂服務有限公司 Chuzhou Ninghong Duoqimiao Amusement Service Co., Ltd.	2017年5月8日 8-May-17	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
銅陵悅郡多奇妙企業管理諮詢有限公司 Tongling Yuejun Duoqimiao Business Management Consultancy Co., Ltd.	2020年11月6日 6-Nov-20	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
日照寧郡多奇妙遊樂服務有限公司 Rizhao Ningjun Duoqimiao Amusement Service Co., Ltd.	2016年8月29日 29-Aug-16	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment

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41 PARTICULARS OF SUBSIDIARIES (continued)

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				2022年 2022	2021年 2021	
				人民幣千元 RMB'000	人民幣千元 RMB'000	
包頭市寧郡新城多奇妙企業管理諮詢有限公司 Baotou Ningjun Future Land Duoqimiao Business Management Co., Ltd.	2016年10月12日 12-Oct-16	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
成都寧郡新城多奇妙遊樂服務有限公司 Chengdu Ningjun Duoqimiao Entertainment Service Co., Ltd.	2017年8月15日 15-Aug-17	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
西安益創新城多奇妙遊樂服務有限公司 Xi'an Yichuang Duoqimiao Amusement Service Co., Ltd.	2017年3月29日 29-Mar-17	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
南寧多奇妙企業管理諮詢有限公司 Nanning Duoqimiao Business Management Consultancy Co., Ltd.	2018年10月17日 17-Oct-18	1,000	-	100.00%	94.00%	兒童娛樂 Children entertainment
江蘇新橙家企業管理有限公司 Jiangsu Xinchengjia Business Management Co., Ltd.	2020年1月9日 9-Jan-20	500,000	450,000	100.00%	100.00%	企業管理 Business Management
常州新北新橙家企業管理服務有限公司 Changzhou City Xinbei Xinchengjia Business Management Service Co., Ltd.	2020年12月21日 21-Dec-20	10,000	-	100.00%	100.00%	企業管理 Business Management
無錫新橙家企業管理有限公司 Wuxi Xinchengjia Business Management Co., Ltd.	2022年3月8日 8-Mar-22	10,000	-	100.00%	-	企業管理 Business Management
常州新橙家企業管理發展有限公司 Changzhou City Xinchengjia Business Management Development Co., Ltd.	2022年4月15日 15-Apr-22	10,000	-	100.00%	-	企業管理 Business Management
蘇州新橙家企業管理有限公司 Suzhou Xinchengjia Business Management Co., Ltd.	2022年3月10日 10-Mar-22	10,000	-	100.00%	-	企業管理 Business Management
江蘇欣橙商貿有限公司 Jiangsu Xincheng Trading Co., Ltd.	2022年7月11日 11-Jul-22	10,000	-	100.00%	-	企業管理 Business Management
常州新橙家壹伍企業管理有限公司 Changzhou Xinchengjia Yiwu Business Management Co., Ltd.	2022年5月13日 13-May-22	300	-	100.00%	-	企業管理 Business Management
常州新橙家壹陸企業管理有限公司 Changzhou Xinchengjia Yiliu Business Management Co., Ltd.	2022年5月23日 23-May-22	300	-	100.00%	-	企業管理 Business Management
常州新橙家壹柒企業管理有限公司 Changzhou Xinchengjia Yiqi Business Management Co., Ltd.	2022年6月28日 28-Jun-22	300	-	100.00%	-	企業管理 Business Management
常州新橙家壹捌企業管理有限公司 Changzhou Xinchengjia Yiba Business Management Co., Ltd.	2022年7月7日 7-Jul-22	300	-	100.00%	-	企業管理 Business Management
常州新橙家壹玖企業管理有限公司 Changzhou Xinchengjia Yijiu Business Management Co., Ltd.	2022年7月13日 13-Jul-22	300	-	100.00%	-	企業管理 Business Management
常州新橙家貳零企業管理有限公司 Changzhou Xinchengjia Erling Business Management Co., Ltd.	2022年7月29日 29-Jul-22	300	-	100.00%	-	企業管理 Business Management
常州新橙家貳壹企業管理有限公司 Changzhou Xinchengjia Eryi Business Management Co., Ltd.	2022年8月15日 15-Aug-22	300	-	100.00%	-	企業管理 Business Management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital 人民幣千元 RMB'000	已發行和 繳足股本 Issued and fully paid capital 人民幣千元 RMB'000	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
				2022年 2022	2021年 2021	
常州新程家貳貳企業管理有限公司 Changzhou Xinchengjia Erer Business Management Co., Ltd.	2022年8月15日 15-Aug-22	300	-	100.00%	-	企業管理 Business Management
常州新程家貳三企業管理有限公司 Changzhou Xinchengjia Ersan Business Management Co., Ltd.	2022年9月8日 8-Sep-22	300	-	100.00%	-	企業管理 Business Management
常州新程家貳肆企業管理有限公司 Changzhou Xinchengjia Ersi Business Management Co., Ltd.	2022年8月30日 30-Aug-22	300	-	100.00%	-	企業管理 Business Management
常州新程家貳伍企業管理有限公司 Changzhou Xinchengjia Erwu Business Management Co., Ltd.	2022年9月8日 8-Sep-22	300	-	100.00%	-	企業管理 Business Management
常州新程家貳陸企業管理有限公司 Changzhou Xinchengjia Erliu Business Management Co., Ltd.	2022年10月17日 17-Oct-22	300	-	100.00%	-	企業管理 Business Management
常州新程家貳柒企業管理有限公司 Changzhou Xinchengjia Erqi Business Management Co., Ltd.	2022年10月19日 19-Oct-22	300	-	100.00%	-	企業管理 Business Management
常州新程家貳捌企業管理有限公司 Changzhou Xinchengjia Erba Business Management Co., Ltd.	2022年11月4日 4-Nov-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零壹企業管理有限公司 Wuxi Xinchengjia Lingyi Business Management Co., Ltd.	2022年4月19日 19-Apr-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零貳企業管理有限公司 Wuxi Xinchengjia Linger Business Management Co., Ltd.	2022年5月10日 10-May-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零三企業管理有限公司 Wuxi Xinchengjia Lingsan Business Management Co., Ltd.	2022年6月7日 7-Jun-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零肆企業管理有限公司 Wuxi Xinchengjia Lingsi Business Management Co., Ltd.	2022年6月28日 28-Jun-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零伍企業管理有限公司 Wuxi Xinchengjia Lingwu Business Management Co., Ltd.	2022年7月20日 20-Jul-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零陸企業管理有限公司 Wuxi Xinchengjia Lingliu Business Management Co., Ltd.	2022年9月28日 28-Sep-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零柒企業管理有限公司 Wuxi Xinchengjia Lingqi Business Management Co., Ltd.	2022年9月16日 16-Sep-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零捌企業管理有限公司 Wuxi Xinchengjia Lingba Business Management Co., Ltd.	2022年10月26日 26-Oct-22	300	-	100.00%	-	企業管理 Business Management
無錫新程家零玖企業管理有限公司 Wuxi Xinchengjia Lingjiu Business Management Co., Ltd.	2022年12月19日 19-Dec-22	300	-	100.00%	-	企業管理 Business Management
蘇州新程家零壹企業管理有限公司 Suzhou Xinchengjia Lingyi Business Management Co., Ltd.	2022年7月26日 26-Jul-22	300	-	100.00%	-	企業管理 Business Management
蘇州新程家零貳企業管理有限公司 Suzhou Xinchengjia Linger Business Management Co., Ltd.	2022年9月30日 30-Sep-22	300	-	100.00%	-	企業管理 Business Management
蘇州新程家零三企業管理有限公司 Suzhou Xinchengjia Lingsan Business Management Co., Ltd.	2022年10月26日 26-Oct-22	300	-	100.00%	-	企業管理 Business Management

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

公司名稱 Company name	註冊成立/ 成立日期 Date of incorporation/ establishment	法定或 註冊資本 Authorised or registered capital	已發行和 繳足股本 Issued and fully paid capital	於12月31日 應佔股權百分比 Percentage of attributable equity interest as at 31 December		主要業務 Principal activities
		人民幣千元 RMB'000	人民幣千元 RMB'000	2022年 2022	2021年 2021	
	蘇州新橙家零肆企業管理有限公司 Suzhou Xinchengjia Lingsi Business Management Co., Ltd.	2022年11月2日 2-Nov-22	300	-	100.00%	
上海新橙家零壹企業管理有限公司 Shanghai Xinchengjia Lingyi Business Management Co., Ltd.	2022年9月9日 9-Sep-22	300	-	100.00%	-	企業管理 Business Management
上海橙崧公寓管理有限公司 Shanghai Chengsong Apartment Management Co., Ltd.	2018年6月20日 20-Jun-18	10,000	10,000	67.16%	67.16%	酒店管理 Hotel management
上海橙居資訊科技有限公司 Shanghai Chengju Information Technology Co., Ltd.	2015年6月8日 8-Jun-15	5,000	5,000	100.00%	100.00%	資訊科技 Information technology
上海橙貝資訊技術有限公司 Shanghai Chengbei Information Technology Co., Ltd.	2014年11月26日 26-Nov-14	10,000	10,000	100.00%	100.00%	資訊科技 Information technology
上海海之擎能源發展有限公司(g) Shanghai Haizhiqing Energy Development Co., Ltd. (g)	2021年9月14日 14-Sep-21	1,000,000	500,000	100.00%	100.00%	新興能源科技開發 Emerging energy technology development
上海綠晴能源發展有限公司(g) Shanghai Lvqing Energy Development Co., Ltd. (g)	2022年12月20日 20-Dec-22	1,000	-	100.00%	-	新興能源科技開發 Emerging energy technology development
江蘇雲樞網路技術有限公司 Jiangsu Yungui Internet Technology Co., Ltd.	2014年3月13日 13-Mar-14	100,000	100,000	100.00%	100.00%	資訊科技 Information technology
宣城雲樞網路技術有限公司 Xuancheng Yungui Internet Technology Co., Ltd.	2017年11月14日 14-Nov-17	2,000	-	100.00%	100.00%	資訊科技 Information technology
蘇州樞友網路技術有限公司 Suzhou Yunyou Internet Technology Co., Ltd.	2019年11月25日 25-Nov-19	500	12	100.00%	100.00%	資訊科技 Information technology

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) 於2022年及2021年12月31日，子公司若干股權已就借款予以抵押(附註22)。有關詳情，請參閱下表：

(a) Certain equity interests of the subsidiaries were pledged for borrowings as at 31 December 2022 and 2021, respectively (note 22). For details, please refer to the table below:

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
寧波吾悅商業經營管理有限公司	Ningbo Injoy Business Management Co., Ltd.	100%	100%
上海迪裕商業經營管理有限公司	Shanghai Diyu Business Management Co.,Ltd.	100%	100%
昆明悅宸房地產開發有限公司	Kunming Yuechen Real Estate Development Co.,Ltd.	100%	100%
石家莊新城鴻澤房地產開發有限公司	Shijiazhuang Future Land Hongxi Real Estate Development Co., Ltd.	100%	100%
南京新城鴻昱房地產開發有限公司	Nanjing Future Land Hongyu Real Estate Development Co., Ltd.	100%	100%
上海新城創域房地產有限公司	Shanghai Future Land Chuangyu Real Estate Co., Ltd.	100%	100%
桂林新城鴻晟商業管理有限公司	Guilin Future Land Hongsheng Business Management Co., Ltd.	100%	100%
江門新城鴻樾房地產開發有限公司	Jiangmen Future Land Hongyue Real Estate Development Co., Ltd.	100%	100%
惠州中奕房地產開發有限公司	Huizhou Zhongyi Real Estate Development Co., Ltd.	100%	100%
新泰新城鴻盛房地產開發有限公司	Xintai Future Land Hongsheng Real Estate Development Co., Ltd.	100%	100%
重慶悅璟房地產開發有限公司	Chongqing Yuejing Real Estate Development Co.,Ltd.	100%	100%
長沙鴻耀房地產開發有限公司	Changsha Hongyao Real Estate Development Co., Ltd.	100%	100%
貴州新城鴻嘉房地產開發有限公司	Guizhou Future Land Hongjia Real Estate Co., Ltd.	100%	100%
天津新城宏順房地產開發有限公司	Tianjin Future Land Hongshun Real Estate Development Co., Ltd.	100%	100%

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41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) (續)

(a) (continued)

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
晉江萬博商業管理有限公司	Jinjiang Wanbo Commerical Management Co., Ltd.	100%	100%
太原新城鴻悅房地產開發有限公司	Taiyuan Future Land Hongyue Real Estate Development Co., Ltd.	100%	100%
昆明安寧新城鴻晟房地產開發有限公司	Kunming Anning Future Land Hongsheng Real Estate Development Co., Ltd.	100%	100%
重慶鴻素房地產開發有限公司	Chongqing Hongsu Real Estate Development Co., Ltd.	100%	100%
鴻昊(南通)教育科技有限公司	Honghao Education Technology Co., Ltd.	100%	100%
商丘恒澤房地產開發有限公司	Shangqiu Hengze Real Estate Development Co., Ltd.	100%	100%
張家港新城恒泰房地產開發有限公司	Zhangjiagang Future Land Hengtai Real Estate Development Co., Ltd.	100%	100%
濱州新城鴻睿房地產開發有限公司	Binzhou Future Land Hongrui Real Estate Development Co., Ltd.	100%	100%
唐山恒拓房地產開發有限公司	Tangshan Hengtuo Real Estate Development Co., Ltd.	100%	100%
唐山新城豐榮房地產開發有限公司	Tangshan Future Land Fengrong Real Estate Development Co., Ltd.	100%	100%
天津新城恒晟房地產開發有限公司	Tianjin Future Land Hengsheng Real Estate Development Co., Ltd.	100%	100%
惠州俊安實業有限公司	Huizhou Junan Industrial Co., Ltd.	100%	100%
溫州凱誠置業有限公司	Wenzhou Kaicheng Real Estate Co., Ltd.	100%	100%
鹽城新城億盛房地產開發有限公司	Yancheng Future land Yisheng Real Estate Development Co., Ltd.	100%	100%
鹽城新城恒鴻房地產開發有限公司	Yancheng Future Land Henghong Real Estate Development Co., Ltd.	100%	100%
貴州新城鴻裕房地產開發有限公司	Guizhou Future Land Hongyu Real Estate Development Co., Ltd.	100%	100%
海口新城萬博房產經營管理有限公司	Haikou Future Land Wanbo Real Estate Management Ltd.	100%	100%
六盤水新城悅嘉房地產開發有限公司	Liupanshui Future Land Yuejia Real Estate Development Co., Ltd.	100%	100%
鄭州鴻華置業有限公司	Zhengzhou Honghua Real Estate Co., Ltd.	100%	100%

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) (續)

(a) (continued)

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
蘇州聿盛房地產開發有限公司	Suzhou Yusheng Real Estate Development Co.,Ltd.	100%	100%
漳州恒煜房地產開發有限公司	Zhangzhou Hengyu Real Estate Development Co., Ltd.	100%	51%
常州新城鴻興商業經營管理有限公司	Changzhou Future Land Hongxing Business Management Co., Ltd.	100%	100%
煙臺市芝罘區鴻璟房地產開發有限公司	Yantai Zhifu Hongjing Real Estate Development Co., Ltd.	100%	0%
天津市新城萬博房地產開發有限公司	Tianjin Future Land Wanbo Real Estate Development Co. Ltd.	100%	0%
天津鴻悅商業管理有限公司	Tianjin Hongyue Commercial Management Co., Ltd.	100%	0%
豐縣新城鴻悅房地產開發有限公司	Fengxian Future Land Hongyue Real Estate Development Co., Ltd.	100%	0%
深圳市盛訊諮詢管理有限公司	Shenzhen Shengxun Consultancy Management Co., Ltd.	100%	0%
東營新城鴻熠房地產開發有限公司	Dongying Future Land Hongyi Real Estate Development Co., Ltd.	100%	0%
漣水新城恒榮房地產開發有限公司	Lianshui Future Land Hengrong Real Estate Development Co., Ltd.	100%	0%
成都鴻嘉商業管理有限公司	Chengdu Hongjia Business Management Co., Ltd.	100%	0%
南通恒耀房地產開發有限公司	Nantong Hengyao Real Estate Development Co., Ltd.	100%	0%
南京新城恒盛商業經營管理有限公司	Nanjing Future Land Hengsheng Commercial Management Co., Ltd.	100%	0%
南京新城億博房地產開發有限公司	Nanjing Future land Yibo Real Estate Development Co., Ltd.	100%	0%
南京悅盛吾悅商業管理有限公司	Nanjing Yuesheng Injoy Business Management Co.,Ltd.	100%	0%
丹陽萬博商業經營管理有限公司	Danyang Wanbo Commercial Management Co., Ltd.	100%	0%
鎮江萬博吾悅商業經營管理有限公司	Zhenjiang Wanbo Injoy Business Management Co., Ltd.	100%	0%
瀋陽旭盛經營管理有限公司	Shenyang Xusheng Business Management Co., Ltd.	100%	0%

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) (續)

(a) (continued)

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
欽州鴻悅商業管理有限公司	Qinzhou Hongyue Business Management Co., Ltd.	100%	0%
南昌縣鴻慈房地產開發有限公司	Nanchang Hongci Real Estate Development Co., Ltd.	100%	0%
鄭州舜傑新城房地產開發有限公司	Zhengzhou Shunjie Future Land Real Estate Development Co.,Ltd.	90%	90%
泰安恒泰商業經營管理有限公司	Tai'an Hengtai Commercial Management Co., Ltd.	81%	0%
南通恒宇房地產開發有限公司	Nantong Hengyu Real Estate Development Co., Ltd.	81%	81%
南京新城恒瀚房地產開發有限公司	Nanjing Future Land Henghan Real Estate Development Co., Ltd.	75%	0%
青島特成房地產開發有限公司	Qingdao Techeng Real Estate Development Co., Ltd.	70%	0%
銅陵新城悅盛房地產開發有限公司	Tongling Future Land Yuesheng Real Estate Development Co.,Ltd.	65%	65%
南京新城萬隆房地產有限公司	Nanjing Future Land Wanlong Real Estate Co., Ltd.	55%	0%
鞏義市鴻璞辰合置業有限公司	Gongyi Hongpu Chenhe Real Estate Co., Ltd.	51%	51%
鞏義市鴻鼎辰合置業有限公司	Gongyi Hongding Chenhe Real Estate Co., Ltd.	51%	51%
昆山鴻駿房地產開發有限公司	Kunshan Hongjun Real Estate Development Co., Ltd.	51%	51%
廣州恒耀企業管理有限公司	Guangzhou Hengyao Enterprise Management Co., Ltd.	51%	51%
平湖恒梁貿易有限公司	Pinghu Hengliang Trading Co., Ltd.	51%	0%
平湖悅盛房地產開發有限公司	Pinghu Yuesheng Real Estate Development Co.,Ltd.	51%	0%
漣水新城恒愷房地產開發有限公司	Lianshui Future Land Hengkai Real Estate Development Co., Ltd.	50%	0%

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) (續)

(a) (continued)

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
南京新城恒璟房地產開發有限公司	Nanjing Future Land Hengjing Real Estate Development Co., Ltd.	49%	0%
武漢新城創置置業有限公司	Wuhan Future Land Chuangzhi Property Co., Ltd.	25%	0%
天津新城悅恒房地產開發有限公司	Tianjin Future Land Yueheng Real Estate Development Co., Ltd.	0%	100%
威海天置房地產開發有限公司	Weihai Tianzhi Real Estate Development Co., Ltd.	0%	100%
常熟金宸房地產開發有限公司	Changshu Jincheng Real Estate Development Co., Ltd.	0%	100%
株洲欣盛萬博置業有限公司	Zhuzhou Xinsheng Wanbo Property Co., Ltd.	0%	100%
滄州萬合金郡房地產開發有限公司	Cangzhou Wanhe Jinjun Real Estate Development Co., Ltd.	0%	100%
荊州億軒房地產開發有限公司	Jingzhou Yixuan Real Estate Development Co., Ltd.	0%	100%
襄陽新城億博房地產開發有限公司	Xiangyang Yibo Real Estate Development Co., Ltd.	0%	100%
重慶東睿房地產開發有限公司	Chongqing Dongrui Real Estate Development Co., Ltd.	0%	100%
重慶銘睿房地產開發有限公司	Chongqing Mingrui Real Estate Development Co., Ltd.	0%	100%
保山鴻盛房地產開發有限公司	Baoshan Hongsheng Real Estate Development Co., Ltd.	0%	100%
天津市濱海新區新城悅鑫房地產開發有限公司	Tianjin Binhai Future Land Yuexin Real Estate Development Co., Ltd.	0%	100%
安陽新城鴻麒房地產開發有限公司	Anyang Future Land Hongqi Real Estate Development Co., Ltd.	0%	100%
新鄭市鴻澤房地產開發有限公司	Zhengzhou Yueyun Real Estate Development Co., Ltd.	0%	100%
海豐縣振業房地產開發有限公司	Haifeng Zhenye Real Estate Development Co., Ltd.	0%	100%
海鹽億博房地產開發有限公司	Haiyan Yibo Real Estate Development Co., Ltd.	0%	100%

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) (續)

(a) (continued)

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
煙臺悅璟房地產開發有限公司	Yantai Yuejing Real Estate Development Co.,Ltd.	0%	100%
肇慶億博房地產開發有限公司	Zhaoqing Yibo Real Estate Development Co., Ltd.	0%	100%
蕪湖悅順房地產有限公司	Wuhu Yueshun Real Estate Development Co.,Ltd.	0%	100%
銀川新城吾悅房地產開發有限公司	Yinchuan Future Land Real Injoy Estate Development Co.,Ltd.	0%	100%
阜陽新城悅晟房地產開發有限公司	Fuyang Future Land Yuesheng Real Estate Development Co.,Ltd.	0%	100%
阜陽新城悅祥房地產開發有限公司	Fuyang Future Land Yuexiang Real Estate Development Co.,Ltd.	0%	100%
成都市津地房地產開發有限公司	Chengdu Jindi Real Estate Development Co.,Ltd.	0%	100%
貴陽新城億睿房地產開發有限公司	Guiyang Future land Yirui Real Estate Development Co., Ltd.	0%	100%
杭州新城英冠鴻軒房地產開發有限公司	Hangzhou Future Land Yingguan Hongxuan Real Estate Development Co., Ltd.	0%	100%
西安銀豐置業發展有限公司	Xian Yinbang Property Development Co., Ltd.	0%	100%
成都市常鑫房地產開發有限公司	Chengdu Changxin Real Estate Development Co., Ltd.	0%	100%
湖州新城億軒房地產開發有限公司	Huzhou Future land Yixuan Real Estate Development Co., Ltd.	0%	100%
青島新城創置房地產有限公司	Qingdao Future Land Chuangzhi Real Estate Co., Ltd.	0%	100%
上海煜璞貿易有限公司	Shanghai Yupu Trading Co., Ltd.	0%	100%
煙臺億騰房地產開發有限公司	Yantai Yiteng Real Estate Development Co., Ltd.	0%	100%
重慶吾悅(住開)房地產開發有限公司	Chongqin Injoy Real Estate Development Co.,Ltd.	0%	100%
新城商業管理集團有限公司	Future Land Commercial Management Co., Ltd.	0%	100%

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) (續)

(a) (continued)

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
內江新城悅盛房地產開發有限公司	Neijiang Future Land Yuesheng Real Estate Development Co.,Ltd.	0%	100%
泰興市乾冠房地產開發有限公司	Taixing Qianguan Real Estate Development Co., Ltd.	0%	100%
新城控股集團企業管理有限公司	Future Land Holdings Real Estate Development Co.,Ltd.	0%	100%
泗洪悅彰房地產開發有限公司	Sihong yuezhang Real Estate Development Co., Ltd.	0%	100%
昆明新城悅韻房地產開發有限公司	Kunming Future Land Yueyun Real Estate Development Co.,Ltd.	0%	100%
蚌埠市康鴻房地產有限公司	Bengbu Kanghong Real Estate Co., Ltd.	0%	100%
運城新城鴻宇房地產開發有限公司	Yuncheng Future Land Hongyu Real Estate Development Co., Ltd.	0%	100%
重慶市江津區新城鴻達房地產開發有限公司	Chongqing Jiangjin District Future Land Hongda Real Estate Development Co., Ltd.	0%	100%
揚中市新城悅盛房地產開發有限公司	Yangzhou Future Land Yuesheng Real Estate Development Co.,Ltd.	0%	100%
大同新城悅盛房地產開發有限公司	Datong Future Land Yuesheng Real Estate Development Co.,Ltd.	0%	100%
鄂州新城鴻隆房地產開發有限公司	Ezhou Future Land Honglong Real Estate Development Co., Ltd.	0%	100%
佛山鼎域房地產有限公司	Foshan Dingyu Real Estate Development Co.,Ltd.	0%	100%
廣安新城鴻欣房地產開發有限公司	Guang'an Future Land Hongxin Real Estate Development Co., Ltd.	0%	100%
宜昌新城鴻宸房地產開發有限公司	Yichang Future Land Hongchen Real Estate Development Co., Ltd.	0%	100%
常州新城悅尚房地產開發有限公司	Changzhou Future Land Yueshang Real Estate Development Co.,Ltd.	0%	82%
武漢冠信房地產開發有限公司	Wuhan Guanxin Real Estate Development Co.,Ltd.	0%	80%
廣州鼎悅房地產有限公司	Guangzhou Dingyue Real Estate Co.,Ltd.	0%	80%
揚州鴻宇房地產開發有限公司	Yangzhou Hongyu Real Estate Development Co., Ltd.	0%	67%

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

(a) (續)

(a) (continued)

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
北京新城鴻熙房地產開發有限公司	Beijing Future Land Hongxi Real Estate Development Co., Ltd.	0%	51%
許昌市昱恒房地產開發有限公司	Xuchang Yuheng Real Estate Development Co., Ltd.	0%	34%

(b) 本公司於該等子公司直接或間接擁有股權，而該等子公司於其他子公司直接或間接擁有股權。該等子公司於香港、英屬處女群島或美利堅合眾國成立，而所有其他子公司於中國內地成立。所有子公司均為有限公司。

(b) The Company has direct or indirect equity interests in these subsidiaries which have direct or indirect equity interests in the other subsidiaries. These subsidiaries were incorporated in Hong Kong, British Virgin Islands or the United States of America and all the other subsidiaries were established in mainland China. All the subsidiaries are limited liability companies.

(c) 儘管本集團於該等實體的持股低於或相當於50%，但本集團仍可控制該等實體，此乃由於該A股公司(為本集團子公司)直接控制該等實體，因此，本集團對該等實體擁有直接控制權。

(c) Although the Group's shareholding in these entities is lower than or equal to 50%, the Group can still control these entities, because the A Share Company, which is a subsidiary of the Group, directly control these entities and thus the Group has direct control over these entities.

(d) 本集團於該三間實體的持股低於20%。然而，本集團於該等實體的董事會擁有大多數席位，且根據相關組織章程細則，本集團能夠根據其組織章程條款控制該三間實體。

(d) The Group's shareholding in the three entities is less than 20%. Nevertheless, the Group has majority of seats in their board of directors and according to the relevant article of association, the Group can control the three entities according to the terms in their articles of association.

(e) 所有上述附屬公司主要於彼等的註冊成立/成立地點營運。

(e) All the subsidiaries are operating principally in their place of incorporation/establishment.

(f) 該等子公司已於年末發行債務證券。

(f) The subsidiaries had issued debt securities at the end of the year.

(g) 該等子公司乃根據中國法律註冊為外商獨資企業。

(g) The subsidiaries are registered as wholly foreign owned enterprises under PRC law.

(h) 該等子公司乃根據中國法律註冊為中外合資經營企業。

(h) The subsidiaries are registered as sino-foreign equity joint venture under PRC law.

41 子公司詳情(續)

41 PARTICULARS OF SUBSIDIARIES (continued)

- (i) 於2022年及2021年12月31日，合營企業及聯營公司若干股權已分別就借款作出質押。有關詳情，請參閱下表：
- (ii) Certain equity interests of the joint ventures and associates were pledged for borrowings as at 31 December 2022 and 2021, respectively. For details, please refer to the table below:

		於12月31日		
		As at 31 December		
		股份質押	股份質押	股份質押
		起始日期	屆滿日期	屆滿日期
		Starting date of	Expiry date of	Expiry date of
		shares pledged	shares pledged	shares pledged
		Shares		
		pledged		
		人民幣千元		
		RMB'000		
南京新振城房地產開發有限公司	Nanjing Xinzhengcheng Real Estate Development Co., Ltd	336,140	2021年12月15日 15-Dec-21	2027年12月15日 15-Dec-27
佛山錦宏置業有限公司	Foshan Jinhong Real Estate Co., Ltd	235,200	2021年6月28日 28-Jun-21	2027年6月24日 24-Jun-27
惠州市方圓明鴻房地產開發有限公司	Huizhou Fangyuan Minghong Real Estate Development Co., Ltd	159,666	2021年7月20日 20-Jul-21	2027年7月22日 22-Jul-27
成都興青房地產開發有限公司	Chengdu Xingqing Real Estate Development Co., Ltd	152,630	2020年9月17日 17-Sep-20	2027年9月16日 16-Sep-27
鹽城濮東房地產開發有限公司	Yancheng Pudong Real Estate Development Co., Ltd	136,500	2021年12月15日 15-Dec-21	2027年12月15日 15-Dec-27
煙台恒睿房地產開發有限公司	Yantai Hengrui Real Estate Development Co., Ltd	85,000	2021年11月18日 18-Nov-21	2027年11月18日 18-Nov-27
		1,105,136		

42 結算日後事項

42 SUBSEQUENT EVENTS

- (a) 於2023年2月16日，曲德君先生因不能履行其職責，已辭任本公司副董事長、非執行董事及環境、社會及管治委員會主席職務。有關辭任詳情，請參閱本公司日期分別為2023年2月10日及2023年2月16日的公告。
- (a) On 16 February 2023, Mr. Qu Dejun resigned as vice-chairman of the Board, non-executive Director and member of the environmental, social and governance committee due to his inability to perform his duties. For details of the resignation, please refer to the announcements of the Company dated 10 February 2023 and 16 February 2023, respectively.
- (b) 於2023年3月13日，A股公司的股東特別大會批准建議非公開發行A股，據此，A股公司將發行不多於676,686,800股A股。預期籌集所得款項將不超過人民幣80億元。
- (b) On 13 March 2023, the A share company's extraordinary general meeting approved the Proposal for the Non-public Issuance of A shares, pursuant to which the A share company will issue not more than 676,686,800 A Shares. It is expected that the proceeds to be raised will be not more than RMB8 billion.



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