# First Service Holding Limited
# 第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock code: 2107

ANNUAL REPORT
2022

# CONTENTS

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Executive Directors**

Mr. Liu Peiqing (劉培慶)
Mr. Jia Yan (賈岩)
Mr. Jin Chungang (金純剛)
Ms. Zhu Li (朱莉)

**Non-executive Directors**

Mr. Zhang Peng (張鵬) *(Chairman of the Board)*
Mr. Long Han (龍晗)

**Independent Non-executive Directors**

Ms. Sun Jing (孫靜)
Mr. Cheng Peng (程鵬)
Mr. Chen Sheng (陳晟)
(appointed with effect from 30 March 2022)
Ms. Zhu Caiqing (朱彩清)
(resigned with effect from 30 March 2022)

## COMPANY SECRETARY

Ms. Szeto Kar Yee Cynthia (司徒嘉怡)
*(ACG, HKACG)*

## AUTHORIZED REPRESENTATIVES

Mr. Liu Peiqing
Ms. Szeto Kar Yee Cynthia

## AUDIT COMMITTEE

Ms. Sun Jing *(Chairman)*
Mr. Cheng Peng
Mr. Chen Sheng
(appointed with effect from 30 March 2022)
Ms. Zhu Caiqing
(resigned with effect from 30 March 2022)

## REMUNERATION COMMITTEE

Mr. Cheng Peng *(Chairman)*
Mr. Zhang Peng
Ms. Sun Jing
(appointed with effect from 30 March 2022)
Ms. Zhu Caiqing
(resigned with effect from 30 March 2022)

## NOMINATION COMMITTEE

Mr. Zhang Peng *(Chairman)*
Mr. Cheng Peng
Mr. Chen Sheng
(appointed with effect from 30 March 2022)
Ms. Zhu Caiqing
(resigned with effect from 30 March 2022)

## HONG KONG LEGAL ADVISER

Han Kun Law Offices LLP
Rooms 3901-05, 39/F
Edinburgh Tower, The Landmark
15 Queen's Road Central
Hong Kong

## INDEPENDENT AUDITOR

KPMG
*Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance*
8th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

## THE CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

## PRINCIPAL BANK
China Guangfa Bank, Beijing Dongzhimen Branch
1/F, Tower A
Donghuan Plaza
9 Dongzhong Street, Dongcheng District
Beijing, PRC

## REGISTERED OFFICE
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

## HEADQUARTERS
3rd Floor, Building 10
Wanguocheng MOMA
No. 1 Xiangheyuan Road, Dongzhimenwai
Dongcheng District
Beijing, PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG
31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

## COMPANY'S WEBSITE
www.firstservice.hk

# Overview of First Service Holding (2107.HK)

Founded in Beijing in 1999, First Service Holding was listed on the Main Board of the Stock Exchange with the stock code of 2107 on 22 October 2020. It is a green service company that provides property management services, community operation services, building technology consulting and research and development of products, energy station operation and maintenance. It positions itself as an operator of full life scene industry homes with green technology and is committed to providing customers with green, healthy and digitally connected living experiences.

First Service Holding has a wide presence in large and medium-sized cities across China with businesses involving residential buildings, villas, office buildings, hospitals, colleges and universities and industrial parks etc.. First Service Holding is a holder of the certificate of high and new technology enterprise at national level and is a council member of China Property Management Institute, with a level one property services qualification certificate issued by the Ministry of Housing and Urban-Rural Development (MOHURD). It has been ranked among the Top 100 Property Management Companies in China for its strong performance in comprehensive corporate management and green technology brand building. In 2022, it was awarded the Top 100 Property Service Companies in China (中國物業服務力百強企業), the Customer Satisfaction Model Enterprise (客戶滿意度模範企業) and Excellent Service Enterprise (美好服務力企業).

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| | Year ended December 31, | | | | |
|---|---|---|---|---|---|
| | **2022** | 2021 | 2020 | 2019 | 2018 |
| | ***RMB'000*** | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| | | | *Restated* | | |
| Revenue | **1,122,272** | 1,119,869 | 775,367 | 624,679 | 495,531 |
| Profit before income tax | **62,896** | 39,292 | 121,672 | 106,884 | 72,186 |
| Profit for the year | **50,544** | 33,609 | 99,603 | 83,862 | 52,941 |
| Total comprehensive income for the year | **64,524** | 24,832 | 96,040 | 83,862 | 52,941 |

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| | Year ended December 31, | | | | |
|---|---|---|---|---|---|
| | **2022** | 2021 | 2020 | 2019 | 2018 |
| | ***RMB'000*** | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| | | | *Restated* | | |
| **Assets** | | | | | |
| Non-current assets | **299,484** | 288,423 | 51,589 | 50,361 | 124,206 |
| Current assets | **1,069,825** | 1,069,451 | 1,162,165 | 669,878 | 553,521 |
| Total assets | **1,369,309** | 1,357,874 | 1,213,754 | 720,239 | 677,727 |
| **Equity and liabilities** | | | | | |
| Equity attributable to the equity owners of the Company | **629,280** | 637,478 | 652,857 | 243,115 | 317,712 |
| Total equity | **674,407** | 673,520 | 673,415 | 276,708 | 343,977 |
| Non-current liabilities | **28,214** | 42,544 | 995 | 566 | – |
| Current liabilities | **666,688** | 641,810 | 539,344 | 442,965 | 333,750 |
| Total liabilities | **694,902** | 684,354 | 540,339 | 443,531 | 333,750 |
| Total equity and liabilities | **1,369,309** | 1,357,874 | 1,213,754 | 720,239 | 677,727 |

# MAJOR EVENTS AND ACCOLADES IN 2022

## FORGE AHEAD STEADILY WITH JOINT EFFORTS

In 2022, the Group expanded and improved quality management concurrently to achieve steady development. As of 31 December 2022, First Service's GFA under management amounted to approximately 51.4 million sq.m. and our total contracted GFA amounted to approximately 71.0 million sq.m., covering 105 cities across 25 provincial-level administrative regions in the PRC.

## WORK HARD WITH HONOR

In 2022, we were one of the 2022 Top 100 Property Service Companies in China according to CRIC Property Management and Shanghai E-house Real Estate Research Institute.

In 2022, we were selected by EH Consulting as the 2022 Customer Satisfaction Model Enterprise of China Property Management, 2022 Best Employer in Property Management in China, and won the Top20 list of 2022 Organizational Power of Chinese Property Enterprises and the Top33 list of 2022 Super Service Power of Chinese Property Enterprises.

We were also recognised as an Excellent Service Enterprise in the 2022 Blue Chip Property Top 100 Summit hosted by The Economic Observer.



## FUNDAMENTAL QUALITY IMPROVEMENTS FOR THE PROVISION OF EXCELLENT SERVICES

In 2022, we continued to operate with craftsmanship and made fundamental quality improvements to our property services. A number of projects received recognition by property owners and the government and won a number of accolades across Northwest China, Central China and North China and other regions.

Beijing Modern MOMΛ Service Centre was recognised as the "2022 Residential Property Service Benchmark Project in China".

Xiantao Mantingchun MOMΛ Service Centre was recognised as a "Beautiful Home Community" in Hubei Province.

Changsha Binjiang Mantingchun MOMΛ Service Centre was recognised as a "Five-Star Property Service Project" in Hunan Province.

Huangshi Mantangyue MOMΛ Service Centre was recognised as a "Five-Star Property Service Enterprise in Huangshi".

Yiyang Dahan Longyuntai Service Centre was recognised as a "Garden-style Residential Area in Yiyang".

Beijing Manting Qingyun Service Centre was recognised as an "Excellent Property Service Enterprise" in Haidian District.




# MAJOR EVENTS AND ACCOLADES IN 2022

## SPECIALISED TECHNOLOGY, GREEN LIVING

We were accredited as a technologically advanced small and medium-sized enterprise in Beijing.

We were accredited as a high and new tech enterprise in Anhui Province.

We became a council member of the Professional Committee on Quality of Human Settlement Environment of China Association for Quality Inspection.

Our Nanjing Wanguofu MOMΛ Service Centre was recognised as the "Water-saving Community" in Nanjing.

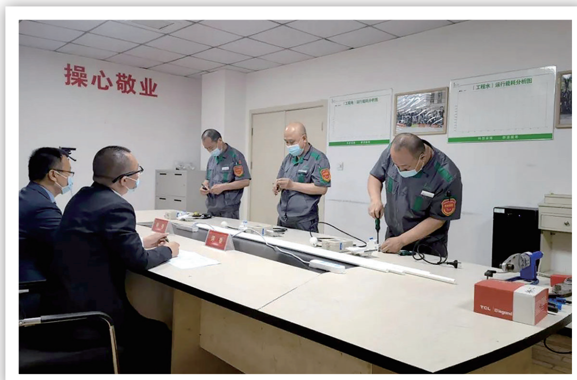
Our Beijing Wanguocheng MOMΛ project was awarded the "2022 Beijing Energy Consumption Unit Energy Conservation and Technological Innovation Construction Award" and was listed as a typical excellent exemplar in the "2022 Business Climate Action Cases" jointly issued by the Centre for Environmental Education and Communications of Ministry of Ecology and Environment and C Team (大道應對氣候變化促進中心). Through leveraging our practical experience in constructing energy stations and operating green energy solutions, together with investing, remodelling, testing and operating the cooling equipment and system in old communities, apart from boosting energy consumption efficiency, we intelligentised and digitalised our automatic control system. The project is highly popular and provides practical experience for building energy conservation and industry carbon neutrality.




## CONTINUOUS IMPROVEMENTS, IGNITION OF A PRAIRIE FIRE

In 2022, we carried out a total of 87 training sessions covering trainings for management to new employees, including Fenghe Reading Club, Project Manager Xingyun Camp, Human Resources Fenghe Special Training Camp, Science and Technology Facilities Professional Starlight Camp, Customer Service Professional Spark Camp and Star Show Camp, etc. Upgrade professional courses focuses on training internal skills, developing a solid foundation, inheriting intellectual industry culture, continuously refining service quality, and forging the craftsman spirit of employees to strive for perfection.





# MAJOR EVENTS AND ACCOLADES IN 2022

## CUSTOMER-CENTRIC, SOCIAL WELFARE

In 2022, we continued to work in line with the government's disease prevention and control measures and served as the last line of defense in the communities' combat against the pandemic. We carried out 138,700 disinfections in parks, 3,473,340 disinfections in elevators and organized 536 service activities, such as social welfare haircuts and free health clinics, for the convenience of the public. During the pandemic, each of our service centres provided anti-epidemic materials such as antipyretics, antigen boxes, masks, and disinfectant alcohol to owners free of charge, fulfilling social responsibility through actions.

We insisted on carrying out charitable activities such as "caring for the elderlies that live alone" and "delivering love through self-service freezers" and extended such activities to many projects in various places. In 2022, we carried out approximately 500 relevant activities.



## RED PROPERTIES, OVERCOMING DIFFICULTIES

First Service actively implements the "red property" mechanism, adheres to the leadership of the Communist Party of China for a harmonious community, and cooperates with the government to actively participate in community governance.

Nanchang Modern MOMΛ New City Service Centre was recognised as the "Excellent Project for the Prevention and Control of Novel Pneumonia Epidemic in the Property Service Industry" in Nanchang.

Weihai Wanghai Mingju Service Centre received the "Third Prize for Red Property Epidemic Prevention and Control Property Project" in Weihai.

Jinan Longquan Garden Service Centre was recognised as the "Anti-epidemic Pioneer Volunteer Team".

Weihai Wendengfengshan Yuyuan Service Centre was accredited as the "Advanced Group Organization in Fighting against Coronavirus Disease".

Qingdao Jinri Homeland Service Centre received the "Second Prize for Supporting Community Development".




## A WARM HOME, A WARM LIFE

In 2022, First Service held a total of 569 cultural themed community activities in various projects across the PRC. Through the creation of a new community atmosphere, the planning of themed activities, the innovation forms of interactions of property owners and the release of emotions from reunions, we showcased the vigorous lifestyle and the warm and harmonious environment of property service, the convenient and high-tech community environment and the comprehensive property responsibility that we take on.

In 2022, we carried out activities such as "Neighbourhood Festival", "Childlike Aspirations to the Party, Red Inheritance", "Children's Summer Learning Club", "Green Run", "Happy Fleas" and other activities to create high-quality community cultural life and return the essence of basic services.

In 2022, we received a total of 436 pennants, which recorded the heart-warming stories between project staff and property owners. A little bit of light can turn into sparks in the sky and gather to start a prairie fire. There are no trivial matters in real estate, and real sentiments can be seen in the subtleties. We repay trust with responsibilities and stay true to our original aspirations with sincerity.



Dear stakeholders,

On behalf of the Board, I am pleased to present the business review of the Group for the year ended 31 December 2022 and the Group's prospects.

## 2022 OVERVIEW

2022 was a turbulent and unique year full of challenges yet further breakthroughs for the property management industry. Due to the combined effect of factors such as systematic volatility in the relevant upstream industries, gradual relaxation of pandemic control measures and rapid economic recovery, the industry continued to expand as a whole while the growth rate steadied. In 2022, as a result of First Service Holding's dedication in resource accumulation, operational stability, and fundamental quality improvements through strategic organisational transformations, we recorded a total revenue of RMB1,122.3 million, among which, revenue from our property management services amounted to RMB766.8 million, representing a period-over-period increase of 25.5%. Profit for the year amounted to RMB50.5 million, representing a period-over-period increase of 50.4%. As of 31 December 2022, First Service Holding's GFA under management amounted to approximately 51.4 million sq.m. and our total contracted GFA amounted to approximately 71.0 million sq.m., covering 105 cities across 25 provincial-level administrative regions in the PRC.

**Promoting green energy through technological innovation**

We are committed to using technology to empower property services. Advancing our energy conservation innovations through technology, we endeavour to enhance the competitiveness of our brand, "Technological Living, Homelike Service". In 2022, we were accredited as a technologically advanced small and medium-sized enterprise in Beijing, a high and new tech enterprise in Anhui province and a council member of the Professional Committee on Quality of Human Settlement Environment of China Association for Quality Inspection. In addition, the Beijing Wanguocheng MOMΛ project was awarded the 2022 Beijing Energy Consumption Unit Energy Conservation and Technological Innovation Construction Award and was listed as a typical excellent exemplar in the "2022 Business Climate Action Cases".

**Delivering exemplary services with emphasis on strengthening quality enhancement**

In 2022, First Service Holding worked in line with the government's disease prevention and control measures and served as the last line of defense in the communities' combat against the pandemic. At the same time, we focused on service granularity, strengthened the foundation for the provision of services, improved the efficiency of enterprise management and cultivated a low-carbon and high-quality lifestyle. We launched the Spring Breeze Campaign (春風行動), the Summer Shower Campaign (夏沐行動), the Autumn Shine Campaign (秋煥行動) and the Winter Hope Campaign (冬望行動) to further improve the quality of our property services. We improved the effectiveness of our community daily life services and enriched the community culture, thereby receiving praises by property owners and recognition from the government.

**Continuous expansion in core cities markets by launching benchmark projects**

In 2022, First Service Holding formulated strategies to enhance its level of intensive management in core cities. Developing core cities markets enabled us to strengthen market reputation, extend our brand's lead, facilitate regional resources integration and improve management efficiency. We specialised in standardized services and initiated benchmarking projects, which created brand effect. Through our provision of full life-cycle services and leveraging of resource advantages, we achieved high quality and sustainable business development, all together creating more potential for the expansion and diversification of future service businesses. In 2022, we successfully won the biddings for several residential projects of numerous owners' committees, and were awarded with multiple honorary titles.

**Strengthening intelligent empowerment and exploring digital management**

After three years of exploration, First Service Holding's intelligent community information technology system has achieved solid operation. The management, efficiency and economic value brought to property services by digital intelligence technology and information technology has gradually emerged. We reached the following key milestones in 2022: (i) completing the upgrade of the Green Social Business Platform System, through our efficient management of communal resources, provided property owners with various products and services; (ii) adopting the Green Quality Patrol Management System in all of our projects, analysing and integrating different service scenarios to improve our service quality; and (iii) introducing the digital management initiatives of the Real Estate Brokerage Business Platform, which has enabled full process digital management and improved asset management efficiency.

## 2023 OUTLOOK

In 2023, various industries are poised for vigorous growth. The recently held national "Two Sessions" also put forward new specific requirements for the property sector in areas such as elderly community support, energy conservation and carbon reduction, and digital transformation, hence setting a new direction for future development of the industry. Therefore, the property management sector, building on its steady expansion, will focus on three core areas, namely improving service quality, highlighting brand value and increasing profitability, to enhance its comprehensive competitiveness and achieve high quality and sustainable development.

For First Service Holding, in furtherance of our mission to "provide customers with green, healthy and digitally connected living experience" and our strategic development objectives in 2023, we will implement the following strategies:

**Concurrent business expansion and quality improvement**

In 2023, we shall devote ourselves to both business expansion and service improvement, utilizing the quality of our services to support market expansion and demonstrate our competitiveness, and remaining true to our business nature and aspiration all along as a property service provider in the course of property development. For market expansion, we will focus on formulating strategies for core cities and businesses, and create flexible and diversified cooperative approaches. For operation and management, we will adhere to the leadership of the Communist Party of China, promote the construction of "red properties", and strive to resolve property issues raised by owners in relation to residential properties, so that property services can be seen, heard, and felt. In addition, we will accentuate our strengths, assist in energy conservation and consumption reduction, and accelerate business expansion.

**Synergy between traditional businesses and urban services**

In 2023, we will continue to leverage our strengths and experience in providing traditional property services to, among others, residential properties, public construction properties and commercial properties, while concurrently expediting the implementation of urban services. Smart city services are one of the key areas we will continue to focus on for our future development. We are committed to providing a universal, intensive, refined, and technological urban service product system which takes cities, towns and streets as the mainstay. Meanwhile, we will also provide digital twin platform solutions by combining the informatization of demand in urban governance with the visibility of urban service businesses. Through creating synergy between our traditional property services and urban services, we endeavour to build a unicorn in the green technology property industry.

**Synchronising technological research and development and application**

In 2023, we will attach greater importance to technological research and development, its practical application, and attaining circulation effect by the synergy between them. Through implementing the "micro-innovation" plan, encouraging improvement by trial and error, and the application and release of technological innovations, we are able to create greater value for customers and enterprises. We have obtained 61 patents in the fields of energy conservation and equipment improvement, and will be introducing more practical innovations. In the future, we will enhance the quality of indoor air by the products which integrated our self-developed four-constant system currently in operation and are embedded in the overall interior furnishing. We will promote the application and marketization process of the AI operation and maintenance cloud platform.

**Mutual improvement of management innovation and employee efficiency**

In 2023, we will establish five special working groups to carry forward the indomitable Long March spirit and continue to upgrade, simplify and adopt procedures and standardised management through digital technology means, which will effectively improve employee efficiency; we will adopt unique organisational methods and brand culture, stimulating employees' sense of belonging, honour and bliss, creating a job platform, career platform and value platform for the employees, and undertaking the responsibilities and missions of corporate citizens. We will emphasise on the long-term growth of employees. By creating a compliant and dedicated environment, we will focus on the vitality of core talents. We will also further improve internal talent mobility mechanisms, in order to achieve a win-win situation for enterprise development and talents.

## APPRECIATION

The Board would like to express its sincere gratitude to the Shareholders, customers and suppliers of the Company for their continued support and trust. The Board would also like to thank all the employees and management team for implementing our Group's strategies with their professionalism, integrity and dedication.

**Zhang Peng**
*Chairman*
29 March 2023

## OVERVIEW

We provide property management services that promote comfortable living through technological innovation and green living solutions that cover the full property life-cycle. While catering to all stages of the property life cycle, we strive to provide customers with digitally connected, green and healthy living experiences in residential and non-residential properties. As of 31 December 2022, we had contracted to provide property management services in 105 cities across 25 provincial-level administrative regions in the PRC.

We witnessed both opportunities and challenges in 2022. Revenue increased by approximately 0.2% from RMB1,119.9 million for the year ended 31 December 2021 to RMB1,122.3 million for the same period in 2022, primarily due to the increase in number of projects under management. Revenue generated from our core business, property management services, grew steadily to RMB766.8 million, representing an increase of approximately 25.5% as compared to that for the same period in 2021.

Profit for the period increased by approximately 50.4% from RMB33.6 million for the year ended 31 December 2021 to RMB50.5 million for the same period in 2022. Profit for the year after excluding the effect of expected credit loss on trade receivables and contract assets amounted to approximately RMB91.5 million for the year ended 31 December 2022.

## REVENUE

We generate revenue primarily through our three business lines, namely (i) property management services, (ii) green living solutions and (iii) value-added services. Our revenue increased by approximately 0.2% from RMB1,119.9 million for the year ended 31 December 2021 to RMB1,122.3 million for the year ended 31 December 2022.

**Property Management Services**

Our property management services consist of cleaning, security, gardening and repair and maintenance services provided to property developers, property owners and residents. Revenue generated from our property management services increased by approximately 25.5% from RMB611.1 million for the year ended 31 December 2021 to RMB766.8 million for the year ended 31 December 2022. This increase was primarily attributable to the increase in number of projects under management, mainly due to (i) the reorganization of our business management structure in response to the impact of COVID-19 and recent changes in real estate industry policies in the PRC, and (ii) strategic focus on laying out our services in core cities with a view to benefit from centralized management.

The following table sets forth a breakdown of our total number of contracted property management projects/projects under management and our contracted GFA/GFA under management by property type as of the dates indicated or for the periods indicated:

| | As of or for the year ended 31 December | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2022 | | | | | | | 2021 | | | | | | |
| | No. of contracted projects | Contracted GFA | | No. of projects under management | GFA under management | | | No. of contracted projects | Contracted GFA | | No. of projects under management | GFA under management | | |
| | | *sq.m.'000* | *%* | | *sq.m.'000* | *%* | | | *sq.m.'000* | *%* | | *sq.m.'000* | *%* | |
| Residential properties | 240 | 49,410 | 69.6 | 177 | 30,255 | 58.9 | | 245 | 49,087 | 66.3 | 162 | 27,917 | 53.6 | |
| Public properties | 113 | 6,653 | 9.4 | 113 | 6,653 | 13.0 | | 105 | 7,229 | 9.8 | 104 | 6,962 | 13.4 | |
| Commercial and other properties | 181 | 14,956 | 21.0 | 176 | 14,456 | 28.1 | | 189 | 17,706 | 23.9 | 185 | 17,179 | 33.0 | |
| Total | 534 | 71,019 | 100.0 | 466 | 51,364 | 100.0 | | 539 | 74,022 | 100.0 | 451 | 52,058 | 100.0 | |

In 2022, the Group focused on expansion and improvement of quality management in order to establish more high-quality projects and scale up its business. Contracted GFA and GFA under management of residential properties remained stable compared to the same period last year. The decrease in contracted GFA and GFA under management of public properties was mainly because we had voluntarily terminated projects that were loss-making and had long payment periods to improve operational efficiency. The decrease in contracted GFA and GFA under management of commercial and other properties is mainly because certain commercial operation projects remained stagnant or were terminated due to the adverse impact of the general downturn of real estate industry in the PRC and the COVID-19 outbreak in 2022.

The table below sets forth a breakdown of total number of contracted property management projects/projects under management and our contracted GFA/GFA under management, by project source:

| | As of or for the year ended 31 December | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2022 | | | | | | 2021 | | | | | |
| | No. of contracted projects | Contracted GFA | | No. of projects under management | GFA under management | | No. of contracted projects | Contracted GFA | | No. of projects under management | GFA under management | |
| | | *sq.m.'000* | *%* | | *sq.m.'000* | *%* | | *sq.m.'000* | *%* | | *sq.m.'000* | *%* |
| Modern Land Group [(1)] | 91 | 23,100 | 32.6 | 69 | 14,814 | 28.8 | 94 | 23,263 | 31.5 | 63 | 13,841 | 26.6 |
| Other associates of our controlling shareholders [(2)] | 13 | 3,500 | 4.9 | 9 | 1,073 | 2.1 | 14 | 3,439 | 4.6 | 5 | 386 | 0.7 |
| Third parties | 430 | 44,419 | 62.5 | 388 | 35,477 | 69.1 | 431 | 47,320 | 63.9 | 383 | 37,831 | 72.7 |
| Total | 534 | 71,019 | 100.0 | 466 | 51,364 | 100.0 | 539 | 74,022 | 100.0 | 451 | 52,058 | 100.0 |

*Notes:*

(1) Modern Land Group means Modern Land (China) Co., Limited (當代置業(中國)有限公司) (stock code:1107) and its subsidiaries.

(2) Including projects sourced from other associates of our controlling shareholders (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) (excluding Modern Land Group), namely Modern Investment Group Co., Ltd., First MOMA Assets Management (Beijing) Co., Ltd. and Super Land Holdings Limited and each of their respective subsidiaries and 30%-controlled companies (as defined under the Listing Rules).

## Green Living Solutions

We provide green living solutions to property developers, property owners and residents, comprising (i) energy operation services, where we operate energy stations to provide central heating and cooling as an alternative to government-operated centralized heating systems; (ii) green technology consulting and systems installation services, where we design and install energy systems and energy stations to enhance indoor comfort; and (iii) sales of our self-developed AIRDINO systems, which singly combine fresh air ventilation, air conditioning, purification and humidification control capabilities and offer an efficient alternative to the purchase and installation of multiple devices.

The following table sets forth our revenue from green living solutions by service category for the periods indicated:

| | Year ended 31 December | | | |
|---|---|---|---|---|
| | **2022** | | 2021 | |
| | ***RMB'000*** | ***%*** | *RMB'000* | *%* |
| Energy operation services | **119,621** | **73.2** | 115,276 | 58.8 |
| Systems installation services | **37,827** | **23.1** | 54,182 | 27.7 |
| Green technology consulting services | **–** | **–** | 9,801 | 5.0 |
| Sales of AIRDINO systems | **6,034** | **3.7** | 16,656 | 8.5 |
| Total | **163,482** | **100.0** | 195,915 | 100.0 |

Revenue generated from our green living solutions decreased by approximately 16.6% from RMB195.9 million for the year ended 31 December 2021 to RMB163.5 million for the year ended 31 December 2022. Such decrease was primarily attributable to the decrease in revenue from system installation services, green technology consulting services and sales of AIRDINO systems as a result of our strategic adjustments made due to the adverse impact of the general downturn of real estate industry in the PRC and the COVID-19 pandemic in 2022.

**Value-Added Services**

We primarily provide five types of value-added services to non-property owners, property owners and residents, namely (i) sales assistance services, (ii) parking space management services, (iii) home living services, (iv) communal area leasing services, and (v) preliminary planning and design consultancy services.

The following table sets forth our revenue from value-added services by service type for the periods indicated:

| | Year ended 31 December | | | |
|---|---|---|---|---|
| | **2022** | | 2021 | |
| | ***RMB'000*** | ***%*** | *RMB'000* | *%* |
| **Value-added services to non-property owners** | | | | |
| Sales assistance services | **20,940** | **10.9** | 138,777 | 44.4 |
| Preliminary planning and design consultancy services | **7,004** | **3.7** | 14,428 | 4.6 |
| Subtotal | **27,944** | **14.6** | 153,205 | 49.0 |
| **Community value-added services** | | | | |
| Parking space management services | **58,786** | **30.6** | 63,141 | 20.1 |
| Home living services | **92,192** | **48.0** | 81,549 | 26.1 |
| Communal area leasing services | **13,046** | **6.8** | 14,983 | 4.8 |
| Subtotal | **164,024** | **85.4** | 159,673 | 51.0 |
| Total | **191,968** | **100.0** | 312,878 | 100.0 |

Revenue generated from our value-added services decreased by approximately 38.6% from RMB312.9 million for the year ended 31 December 2021 to RMB192.0 million for the year ended 31 December 2022. This decrease was primarily because we discontinued our sales assistance services on a large scale considering the difficulty in cash flow collection and the general downturn of real estate market in the PRC.

## COST OF SALES

Our cost of sales increased by approximately 9.8% from RMB784.5 million for the year ended 31 December 2021 to RMB861.4 million for the same period in 2022. This increase was primarily due to the increase in number of projects under management and the increase in costs in relation to pandemic prevention as a result of the COVID-19 pandemic.

## GROSS PROFIT AND GROSS PROFIT MARGIN

As a result of the foregoing, our gross profit decreased by approximately 22.2% from RMB335.4 million for the year ended 31 December 2021 to RMB260.9 million for the same period in 2022.

Our gross profit margin decreased from 29.9% for the year ended 31 December 2021 to 23.2% for the same period in 2022.

Our gross profit margin of our property management services decreased from 23.8% for the year ended 31 December 2021 to 20.1% for the same period in 2022. Such decrease was primarily attributable to (i) the increase in maintenance and staff costs to enhance the quality of our property management services and (ii) the development of projects with relatively lower gross profit margins in order to expand our market share.

Our gross profit margin of our green living solutions decreased from 29.1% for the year ended 31 December 2021 to 20.2% for the same period in 2022, which was primarily due to the increase in price of natural gas.

Our gross profit margin of our value-added services decreased from 42.5% for the year ended 31 December 2021 to 38.6% for the same period in 2022, primarily because we adjusted our strategies to optimise our business structure by slowing down the expansion of our sales assistance services in light of the adverse impact of the general downturn of real estate industry in the PRC and the COVID-19 pandemic in 2022.

## OTHER NET INCOME

Our other net income increased by approximately 24.5% from RMB22.8 million for the year ended 31 December 2021 to RMB28.4 million for the year ended 31 December 2022. This increase was primarily attributable to the increase in fair value gain of contingent consideration arising from our acquisitions.

## SELLING EXPENSES

Our selling expenses decreased by approximately 39.5% from RMB18.2 million for the year ended 31 December 2021 to RMB11.0 million for the year ended 31 December 2022. This decrease was primarily attributable to the optimisation of our sales personnel structure according to our strategic restructuring leading to the decrease in sales personnel headcount.

## ADMINISTRATIVE EXPENSES

Our administrative expenses decreased by approximately 7.2% from RMB186.5 million for the year ended 31 December 2021 to RMB173.0 million for the year ended 31 December 2022, primarily attributable to the optimisation of our personnel structure in accordance with our strategic adjustments and that there was a one-off impairment loss of intangible assets in 2021.

## EXPECTED CREDIT LOSS ON TRADE RECEIVABLES AND CONTRACT ASSETS

Our expected credit loss on trade and other receivables and contract assets decreased by approximately 63.8% from RMB113.1 million for the year ended 31 December 2021 to RMB40.9 million for the year ended 31 December 2022. This decrease was primarily due to the decrease in recognition of the expected credit loss allowances for certain receivables due from customers from real estate sector as the real estate industry is on the mend despite the general downturn of real estate industry in the PRC in 2022. Meanwhile, our management has been taking various measures to collect receivables due from real estate customers.

## INCOME TAX

Our income tax increased by approximately 117.3% from RMB5.7 million for the year ended 31 December 2021 to RMB12.4 million for the year ended 31 December 2022. This increase was primarily attributable to the increase in profit before taxation in 2022 as compared to that in 2021.

## PROFIT FOR THE YEAR

As a result of the foregoing, our profit for the year increased by 50.4% from RMB33.6 million for the year ended 31 December 2021 to RMB50.5 million for the year ended 31 December 2022. Profit for the year after excluding the effect of expected credit loss on trade receivables and contract assets amounted to approximately RMB91.5 million for the year ended 31 December 2022.

## TRADE AND OTHER RECEIVABLES

As of 31 December 2022, trade and other receivables amounted to RMB518.5 million, representing an increase of 22.0% as compared with RMB425.0 million in 2021, primarily due to the increase in number of projects under management.

## TRADE AND OTHER PAYABLES

As of 31 December 2022, trade and other payables amounted to RMB368.3 million, representing an increase of 13.8% as compared with RMB323.7 million in 2021, primarily due to (i) our business expansion and (ii) the improvement of our supply chain management in respect of supplier selection and approval of payments in pursuit of more flexible credit terms.

## GOODWILL

As of 31 December 2022, our goodwill amounted to RMB181.7 million arising from acquisitions of Dalian Yahang Property Management Co., Ltd.* (大連亞航物業管理有限公司) ("**Dalian Yahang**") and Qingdao Luohang Enterprises Management Co., Ltd* (青島洛航企業管理有限公司) ("**Qingdao Luohang**") in March 2021 in expectation of synergies and efficiencies from integrating the acquired companies into the Group's existing property management business which is expected to help the Group become a more efficient and effective competitor in the PRC.

## CONTINGENT CONSIDERATION

As of 31 December 2022, the Group had contingent consideration totaling RMB32.3 million which arose from the performance undertaking provisions of acquisitions of Dalian Yahang and Qingdao Luohang. For details, please refer to the announcements of the Company dated 10 March 2021 and 30 March 2021. The Group's contingent consideration as of 31 December 2022 decreased by approximately 18.2% from RMB39.5 million as of 31 December 2021. The decrease was mainly attributable to the decrease in contingent consideration of the acquisition of Qingdao Luohang, resulting from its performance in 2022, during which we discontinued certain projects considering the difficulty in cash flow collection.

## CAPITAL STRUCTURE

Our total assets increased from RMB1,357.9 million as of 31 December 2021 to RMB1,369.3 million as of 31 December 2022. Our total liabilities increased from RMB684.4 million as of 31 December 2021 to RMB694.9 million as of 31 December 2022. Liabilities-to-assets ratio increased from 50.4% as of 31 December 2021 to 50.7% as of 31 December 2022.

The current ratio, being current assets divided by current liabilities as of the respective date, decreased from 1.67 as of 31 December 2021 to 1.60 as of 31 December 2022.

## LIQUIDITY, CAPITAL RESOURCES AND GEARING

The Group adopts a stable and prudent approach on its finance and treasury policy, aiming to maintain an optimal financial position and minimal financial risks. The Group regularly reviews its funding requirements to maintain adequate financial resources in order to support its current business operations as well as its future investments and expansion plans. For the year ended 31 December 2022, we financed our operations primarily through internal resources, bank borrowings and the proceeds from the Global Offering of our Shares in connection with the listing of our Shares on the Stock Exchange. We mainly utilized our cash on payments on staff costs, purchases for services and materials and other working capital needs. Our cash and cash equivalents, which were mainly denominated in Renminbi, decreased by 20.1% from RMB495.8 million as of 31 December 2021 to RMB396.1 million as of 31 December 2022.

Our gearing ratio, being total interest-bearing borrowings divided by total equity, decreased from 3.04% as of 31 December 2021 to 0.85% as of 31 December 2022.

## CAPITAL EXPENDITURES

Our capital expenditure increased by 5.7% from RMB8.6 million for the year ended 31 December 2021 to RMB9.1 million for the same period in 2022. Our capital expenditure was used primarily for the purchase of office and other equipment, software and operation rights.

## INDEBTEDNESS

**Bank Loans**

As of 31 December 2022, the Group did not have any outstanding bank loans (as of 31 December 2021: RMB20.5 million).

As of 31 December 2022, the Group did not have any banking facilities (as of 31 December 2021: RMB24.0 million were utilised to the extent of RMB20.5 million).

## CONTINGENT LIABILITIES

As of 31 December 2022, the Group did not have any material contingent liabilities, guarantees or any litigations or claims of material importance, pending or threatened against any member of our Group that were likely to have a material and adverse effect on our business, financial condition or results of operations.

## FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK3.00 cents per share for the year ended 31 December 2022, being HK$30.0 million in aggregate (HK6.77 cents per share for the year ended 31 December 2021, being HK$67.7 million in aggregate). Subject to the approval of Shareholders at the AGM, the final dividend is expected to be paid on Tuesday, 18 July 2023 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 5 July 2023.

## PLEDGE OF ASSETS

As of 31 December 2022, the Group did not have any pledge on its assets.

## SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

There are no material events subsequent to 31 December 2022 which could have a material impact on the operating and financial performance of the Group as of the date of this annual report.

## FOREIGN EXCHANGE RISK AND HEDGING

The Group mainly operates in the mainland China with most of the transactions denominated and settled in Renminbi. The Group has not hedged its foreign currency exchange risks, but will closely monitor the exposure and will take measures when necessary to make sure the foreign exchange risks are manageable.

## MATERIAL ACQUISITIONS AND FUTURE PLANS FOR MAJOR INVESTMENT

On 21 November 2022 (after trading hours), the Company as the purchaser (the "**Purchaser**"), and Platinum Wish Limited (鉑願有限公司) ("**Platinum Wish**") and View Max Limited (景至有限公司) ("**View Max**") (collectively, as the "**Vendors**") entered into the share transfer agreement, pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendors have conditionally agreed to sell, 800 issued shares of Century Golden Resources Services Group Co., Ltd. (世紀金源服務集團有限公司) (the "**Target Company**"), which represent 8% of the issued share capital of the Target Company, at a total consideration of RMB163,045,449.60 (equivalent to approximately HK$179,520,000) (the "**Acquisition**"). The consideration will be satisfied by the issue and allotment of a total of 264,000,000 ordinary shares of the Company as consideration shares at the issue price of HK$0.68 per consideration share by the Company to the Vendors pursuant to the specific mandate, among which (i) 158,400,000 consideration shares of the Company will be issued and allotted to Platinum Wish and (ii) 105,600,000 consideration shares of the Company will be issued and allotted to View Max. For details, please refer to the announcements of the Company dated 21 November 2022, 30 December 2022 and 30 March 2023. As of the date of this annual report, the completion of the Acquisition had not taken place and 264,000,000 ordinary shares of the Company as consideration shares had not been issued to the Vendors.

Save as disclosed above, the Group did not have any material acquisition and disposal of subsidiaries, associates and joint ventures during the year ended 31 December 2022. In addition, save for the expansion plans as disclosed in the sections headed "Business" and "Future Plans and Use of Proceeds" in the Prospectus, the Group has no specific plan for major investment or acquisition for major capital assets or other businesses. However, the Group will continue to identify new opportunities for business development.

## ANNUAL GENERAL MEETING

The AGM of the Company will be held on Tuesday, 20 June 2023. A notice convening the AGM will be published and dispatched to the Shareholders in the manner required by the Listing Rules in due course.

## CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders to attend the AGM, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023 (both days inclusive). The record date is Tuesday, 20 June 2023. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June 2023.

For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will also be closed from Monday, 3 July 2023 to Wednesday, 5 July 2023 (both days inclusive). The record date is Wednesday, 5 July 2023. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 30 June 2023.

## COMPANY INFORMATION

The Company was incorporated in the Cayman Islands on 20 January 2020 as an exempted company with limited liability, and the shares of which were listed on the Main Board of the Stock Exchange on 22 October 2020.

## EMPLOYEES

As of 31 December 2022, we had a total of 5,430 employees, all of whom were based in the PRC.

Our success depends on our ability to attract, retain and motivate qualified personnel. The remuneration package for our employees generally includes salary and discretionary bonuses. We determine employee remuneration based on factors such as qualifications and years of experience. Employees also receive welfare benefits, including medical care, retirement benefits, occupational injury insurance and other miscellaneous items. We make contributions to mandatory social security funds for our employees to provide for retirement, medical, work-related injury, maternity and unemployment benefits.

We believe that the long-term sustainable development of our employees is an important factor to the long-term growth of the Group's performance. We implemented (i) the "Talented Apprentice" (匠才生) recruitment and training scheme to recruit fresh graduates with bachelor's degree and above, so as to provide the Company with long-term core talent pools, (ii) the "Talented Leaders Scheme" (將才計劃) to hunt for and bring in mature business and management talents from external source, (iii) the "Starlight Training Scheme" (星光培訓計劃) to guarantee the provision of systematic training for the promotion of internal staff, (iv) the "Star Rating Scheme" (星級評定計劃) to attract external talents and retain internal outstanding employees by constructing a differentiated salary system, and (v) the "Long March Scheme" (長征計劃) to focus on the long term growth of our employees, which includes creating a compliant and dedicated environment, focusing on the vitality of core talents, setting up employee care groups and performance counselling groups to care for the employees and conduct performance coaching to convey warmth of the organisation and foster service culture, improving the internal talent mobility mechanisms, and designing an appraisal mechanism related to performance and an incentive and accountability system. We also initiated the "Feng He Scheme" (風禾計劃) to attach importance to the self-improvement of senior managements and executives of the Company and lay a solid foundation for the management of the Company, so as to maintain a rapid and healthy development for our Company. Moreover, we have adopted a Share Option Scheme (as defined below) to incentivize qualified employees and a Share Award Scheme (as defined below) to retain eligible persons.

## USE OF PROCEEDS

The Company was listed on the Stock Exchange on 22 October 2020. The net proceeds from the Global Offering amounted to approximately HK$571.2 million, and have been, and are proposed to be, applied in accordance with the intended use of the proceeds as set out in (i) the section headed "Future Plans and Use of Proceeds" of the Prospectus and (ii) the Company's announcement dated 10 June 2022 in relation to the change in use of proceeds.

The following table sets forth the status of the use of net proceeds from the Global Offering[1] as of 31 December 2022:

| Intended use of proceeds | Percentage of intended use of proceeds *(%)* | Intended use of proceeds from the Global Offering | Amount of used proceeds as of 31 December 2022 *(In HK$ millions)* | Amount of unused proceeds balance as of 31 December 2022 | Timeframe for the unused balance |
|---|---|---|---|---|---|
| **Strategic acquisitions or investments in property management companies** | **50.0** | **285.6** | **205.8** | **79.8** | **By the end of 2023** |
| **Distribute to the Shareholders by way of cash dividend[2]** | **20.0** | **114.2** | **67.7** | **46.5** | **By the end of 2023** |
| Payment of the final dividend for the year ended 31 December 2021[2] | 11.9 | 67.7 | 67.7 | – | – |
| Payment of dividend in the upcoming financial years[2] | 8.1 | 46.5 | – | 46.5 | By the end of 2023 |
| **Research and develop green technologies** | **5.0** | **28.6** | **–** | **28.6** | **By the end of 2023** |
| Upgrade AIRDINO No. 1 and No. 2 | 1.0 | 5.7 | – | 5.7 | By the end of 2023 |
| Upgrade AIRDINO No. 3 | 2.0 | 11.4 | – | 11.4 | By the end of 2023 |
| Research cross-seasonal energy storage capabilities in connection with ground-source heat pump systems | 0.75 | 4.3 | – | 4.3 | By the end of 2023 |
| Research automated means of operating energy stations through IoT systems, big data and AI technologies | 1.25 | 7.1 | – | 7.1 | By the end of 2023 |
| **Develop our intelligent community and enhance our Information technology systems** | **10.0** | **57.1** | **–** | **57.1** | **By the end of 2023** |
| Upgraded our internal systems | 2.8 | 16.0 | – | 16.0 | By the end of 2023 |
| Develop our intelligent community | 7.2 | 41.1 | – | 41.1 | By the end of 2023 |
| **Attracting and nurturing talent** | **5.0** | **28.6** | **–** | **28.6** | – |
| Expand hiring and recruitment initiatives under our "Talented Leaders Scheme" (將才計劃) and "Talented Apprentice Scheme" (匠才生計劃) | 4.175 | 23.8 | – | 23.8 | – |
| Supplement our existing training programs | 0.825 | 4.7 | – | 4.7 | – |
| **General business operations and working capital** | **10.0** | **57.1** | **55.1** | **2.0** | **–** |
| **Total** | **100.0** | **571.2** | **328.6** | **242.6** | **By the end of 2023** |

*Notes:*

1. The figures in the table are approximate figures and are subject to rounding adjustments.

2. Up to 20.0% (or HK$114.2 million) of the net proceeds from the Global Offering, which was originally intended to be used to invest in energy operation projects and obtain energy operation rights, has been changed to be used to distribute to the Shareholders by way of cash dividend. For details, please refer to the announcement of the Company dated 10 June 2022.

3. To the extent that the net proceeds from the Global Offering are not immediately required for the above purposes or if the Company is unable to put into effect any part of its plans as intended, the Company may temporarily use such funds to invest in short-term wealth management products so long as it is deemed to be in the best interests of the Company. In such event, the Company will comply with the appropriate disclosure requirements under the Listing Rules. Together with the income to be generated from the investment in wealth management products, the Company will continue to apply the unutilized net proceeds in the manner disclosed in the Prospectus.

## EFFECTS OF THE RESURGENCE OF COVID-19

Since the outbreak of COVID-19 in 2020, our management has not only closely monitored the effects on operational and financial performance of our Group as a result of COVID-19, but also proactively implemented various measures in our property management projects and devoted sufficient resources to prevent transmission of or mitigate exposure to the disease including, among others, setting up control points for temperature screening and COVID-19 testing points to assist governments in management of COVID-19, regularly cleaning and disinfecting common areas, waste disposal units, elevators and ventilator systems in our properties under management, placing hand sanitizers and disposable gloves in public areas and increasing the supply of suitable protective gear, medicine and daily necessities for our staff. In 2022, we did not encounter material disruptions to our business operations and supply chain, although certain commercial operation projects remained stagnant or were terminated and the payment cycle of certain projects has been lengthened due to the adverse impact of the real estate industry in the PRC and the COVID-19 outbreak. We also did not experience significant labor shortages. As at the date of this annual report, COVID-19 does not have a material adverse impact on the financial position and operating result of the Group.

## SHARE OPTION SCHEME

The Share Option Scheme was conditionally approved and adopted by our Shareholders on 25 September 2020 and effective upon Listing. The purpose of the Share Option Scheme is to provide our Company with a means of incentivizing any Eligible Person (as defined in the Prospectus) who has contributed or will contribute to our Group and retaining employees, and to encourage employees to work towards enhancing the value of our Company and promote the long-term growth of our Company. The Share Option Scheme will link the value of the Company with the interests of the participants, enabling the participants and the Company to develop together and promote the Company's corporate culture.

Subject to earlier termination by our Company in general meeting or by our Board, the Share Option Scheme shall be valid and effective for a period of ten years commencing on 25 September 2020, with an outstanding period of seven years and eight months as at the date of this annual report. The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option schemes existing at such time shall not exceed 10% of the total number of Shares in issue as of the Listing Date.

The exercise price shall be a price determined by the Board at the Board's absolute discretion and notified to an Eligible Person but in any event shall be at least the higher of (i) the closing price of the Shares on the offer date; (ii) the average of the closing price of the Shares for the five business days immediately preceding the offer date; and (iii) the nominal value of a Share on the offer date. Since the adoption of the Share Option Scheme and up to 31 December 2022, no options had been granted or agreed to be granted, and thus no options had been exercised, cancelled or lapsed under the Share Option Scheme. As a result, the total number of Shares available for issue under the Share Option Scheme was 100,000,000, representing 10% of the total number of Shares in issue of the Company as of the date of this annual report.

## SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 10 May 2021 to recognise the contributions by certain Eligible Participants (as defined in the announcement of the Company dated 10 May 2021) and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

The Share Award Scheme shall be valid and effective for a term of ten years commencing on 10 May 2021, with an outstanding period of eight years as at the date of this annual report. The Board shall not make any further award of such number of shares as awarded by the Board to a Selected Participant (as defined in the announcement of the Company dated 10 May 2021) which will result in the nominal value of the shares awarded by the Board under the Share Award Scheme being equal to or greater than 10% of the issued share capital of the Company from time to time. The maximum number of Shares which may be awarded to a Selected Participant under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time. No share awards under the Share Award Scheme were granted nor vested since the adoption of the Share Award Scheme and during the year ended 31 December 2022 and as of 31 December 2022, there were 18,750,000 Shares held in trust by the trustee under the Share Award Scheme.

As of 1 January 2022 and 31 December 2022, the total number of new Shares which is available for further grant under the Share Option Scheme and the Share Award Scheme is 100,000,000, representing 10% of the issued share capital of the Company as of 1 January 2022 and 31 December 2022, respectively.

On 29 July 2021, the Company was informed that Cedar Group, one of the controlling Shareholders of the Company, adopted a share award scheme (the "**Cedar Share Award Scheme**") for eligible persons in order to retain them for the continuous operation and development of the Group, and to attract suitable personnel for further development of the Group. The award shares will be satisfied by the existing Shares beneficially owned by Cedar Group and no new Share will be issued by the Company as a result of the grant of award shares under the Cedar Share Award Scheme. As of 31 December 2022, a total of 63,782,250 Shares, representing all Shares held by Cedar Group before the adoption of the Cedar Share Award Scheme which were available for granting, have been granted and vested. Cedar Group no longer held any Share as of the date of this annual report.

## ROUNDING

Certain amounts and percentage figures included in this annual report have been subject to rounding adjustments. Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

## OUR DIRECTORS

### Executive Directors

**Mr. Liu Peiqing (劉培慶)**, aged 40, is our executive Director, co-chief executive officer and general manager. He was appointed as our Director, co-chief executive officer and general manager on 20 January 2020 and redesignated as our executive Director on 19 May 2020. Mr. Liu is primarily responsible for formulating and implementing the strategic business goals of our Group and overseeing the daily management and overall operation of the property management business of our Group.

Mr. Liu has more than 17 years of experience in the property management industry. Prior to joining our Group, from October 2005 to June 2010, Mr. Liu served as a project manager of GSN (Shanghai) Property Services Co., Ltd. (皆斯內（上海）物業管理服務有限公司), a company primarily engaged in providing property management services in China. During that time, Mr. Liu was mainly responsible for the daily management and operation of property management projects. Mr. Liu joined First Property on 1 June 2010 and served as a project manager and deputy general manager until 7 January 2015, where he was responsible for property project management. From 8 January 2015, Mr. Liu has served as the general manager of First Property, where he is responsible for the daily operation and management of First Property. Mr. Liu has also served as the executive director of First Property since 19 December 2015, where he is responsible for formulating and implementing the strategic business goals of First Property and overseeing the daily management and overall operation of First Property. From 16 July 2015 to 30 April 2020, Mr. Liu served as an executive director of First Assets, where he was responsible for formulating and implementing the strategic business goals and the daily operation and management of First Assets. Mr. Liu also holds directorships and other positions in a number of other subsidiaries of our Company.

Mr. Liu completed a vocational course in guesthouse services at Weifang No. 1 Vocational Secondary Professional School (濰坊第一職業中等專業學校) in June 1999 in the PRC. Mr. Liu is currently the executive chairman of the Beijing Real Estate Agents Alliance Property Management Committee (北京市房地產經理人聯盟物業管理委員會) and the deputy chairman of the China Real Estate Agents Alliance Property Management Committee (中經聯盟物業管理專委會). He has also been an executive council member of the China Real Estate Agents Alliance (中經聯盟) since December 2018, and a council member of the China Property Management Institute (中國物業管理協會) since June 2019.

**Mr. Jia Yan (賈岩)**, aged 49, is our executive Director and co-chief executive officer. He was appointed as our Director and co-chief executive officer on 20 January 2020 and redesignated as our executive Director on 19 May 2020. Mr. Jia is primarily responsible for planning and executing major decisions of our Group and overseeing the management and daily operation of the green living solutions business of our Group.

Mr. Jia has had more than 26 years of experience in engineering, construction, energy and real estate industries. The following table shows the relevant experience of Mr. Jia:

| Time | Name of employer | Position(s) | Principal business activities of employer | Roles and responsibilities |
|---|---|---|---|---|
| July 1997 – August 2001 | Tianjin Light Industry Design Institute (天津市輕工業設計院) | Assistant engineer | Engineering consulting, management and design | Heating and ventilation engineering design |
| August 2001 – May 2005 | Beijing Zhubang Architecture Design Engineering Co., Ltd. (北京築邦建築裝飾工程有限公司) | Engineer | Engineering construction, management and design | Engineering design |
| December 2005 – November 2008 | Financial Street Holdings Co., Ltd. (金融街控股股份有限公司) | Designer | Construction and development for large commercial office premises | Engineering design |
| March 2010 – July 2013 | Modern Energy Saving Real Estate Co., Ltd. (當代節能置業股份有限公司) | Department manager | Property development | Green construction technology management and mechanical and electrical engineering design management |
| July 2013 – March 2014 | Goldway Construction Group Co., Ltd (金威建設集團有限公司) | Deputy chief engineer | Property development and management | Innovative technology research and development |
| March 2014 – December 2014 | New Momentum (Beijing) Construction Technology Co., Ltd (新動力(北京)建築科技有限公司) | General Manager | Technology promotion services and professional contracting | Technology innovation and electromechanical system management |

Mr. Jia served as deputy manager of First Living from 3 December 2014 to 24 May 2017, where he was responsible for managing the operation of First Living. He has served as the general manager and director of First Living since 25 May 2017, where he has been responsible for planning and executing major decisions and overseeing the management and daily operation of First Living. Mr. Jia also holds directorships and other positions in a number of other subsidiaries of our Company.

Mr. Jia obtained his undergraduate degree in heating, ventilation and air conditioning engineering from the University of Tianjin (天津大學) in June 1997 in the PRC. Mr. Jia obtained the qualification level of senior engineer (高級工程師) specializing in heating, ventilation and air conditioning from the Evaluation Committee of Senior Professional and Technical Positions of the MOHURD (建設部高級專業技術職務評審委員會) on 29 October 2007. Mr. Jia was the vice chairman of the China Construction Energy Saving Association Passive Ultra-low Energy Consumption Green Building Innovation Alliance (中國建築節能協會被動式超低能耗綠色建築創新聯盟) until 31 December 2017. On 1 September 2017, he was appointed as a member of the Technology Committee of China Industry Technology Innovation Strategic Alliance for Healthy Building (健康建築產業技術創新戰略聯盟技術委員會), and on 3 April 2019, Mr. Jia was elected as a council member of the China Architecture Society Active Construction Academic Committee (中國建築學會主動式建築學術委員會). He was also elected on 20 May 2019 as deputy secretary of the Settlement Committee of China Real Estate Association (中國房地產業協會人居環境委員會).

**Mr. Jin Chungang (金純剛)**, aged 45, is our executive Director and deputy general manager. He was appointed as our Director and deputy general manager on 20 January 2020 and redesignated as our executive Director on 19 May 2020, where he is responsible for assisting the general manager in implementing the strategic business goals of our Group and regional market expansion, and supervising the overall regional operation.

Mr. Jin has had more than 17 years of experience in the property management business. Prior to joining our Group, from September 2006 to February 2009, Mr. Jin served as a manager of the order maintenance department of Beijing Luneng Property Service Co., Ltd. (北京魯能物業服務有限責任公司), a company primarily engaged in property management services. During that time, Mr. Jin was responsible for maintaining the operation and discipline of the company. From 17 February 2009 to 7 January 2015, Mr. Jin served as the project manager of First Property, where he was responsible for operating and managing property projects and business development of First Property. From 8 January 2015, Mr. Jin has served as the deputy general manager of First Property, where he is responsible for assisting the general manager in the daily management of First Property. From 7 August 2016, Mr. Jin has also served as an executive director of First Property, where he is responsible for formulating and executing the strategic business goals of First Property. Mr. Jin also holds directorships and other positions in a number of other subsidiaries of our Company.

Mr. Jin graduated from Party School of Liaoning Provincial Party Committee (中共遼寧省委黨校) majoring in economic management through distance learning by way of correspondence education in December 2004 in the PRC. Since July 2021, Mr. Jin has served as the deputy secretary-general of the Shanxi Association for the Promotion of Patriotism and Supporter for the Armed Forces (山西省愛國擁軍促進會).

**Ms. Zhu Li (朱莉)**, aged 45, is our executive Director and chief financial officer. She was appointed as our Director and chief financial officer on 20 January 2020 and redesignated as our executive Director on 19 May 2020, where she is responsible for overseeing the financial operations and tax planning of our Group.

Ms. Zhu has had more than 15 years of experience of handling financial matters for companies. She joined First Property on 26 March 2008 and served as a financial manager until 20 August 2019, where she was responsible for managing the financial operations and preparing and executing the financial budget plans of First Property. From 21 August 2019 to 24 December 2019, Ms. Zhu served as an executive director and a general manager of finance of First Assets, where she was primarily responsible for strategic planning and financial management of First Assets. From 25 December 2019 to 30 April 2020, Ms. Zhu served as a non-executive director of First Assets, where she was responsible for the strategic planning of First Assets. From 25 December 2019, she has served as the chief financial officer and executive director of First Property, where she is responsible for the overall financial management and strategic planning of First Property.

## DIRECTORS AND SENIOR MANAGEMENT

From 8 October 2019 to 18 December 2019, Ms. Zhu served as a non-executive director of First MOMA Sports Culture Development (Beijing) Co., Ltd (第一摩碼體育文化發展(北京)股份有限公司) (stock code: 872128), a company primarily engaged in preschool education services and fitness services, and Bigger Eco Technology (Xi'an) Co., Ltd (倍格創業生態科技(西安)股份有限公司) (stock code: 873162) from 10 October 2019 to 23 April 2020, a company primarily engaged in providing integrated solutions for office space for small and medium-sized enterprises, both of which are listed on the NEEQ, and where she was responsible for providing advice for the companies' strategy formulation.

Ms. Zhu graduated from Qinghai University (青海大學) via self-taught higher education examinations majoring in accounting in December 2005 in the PRC. In 2020, Ms. Zhu completed the Advanced Management Course in Accounting from the University of International Business and Economics (對外經濟貿易大學). She obtained Intermediate Qualification Level in Accounting (會計中級資格) from Beijing Human Resources and Social Security Bureau (北京市人力資源和社會保障局) on 27 October 2013 in the PRC.

**Non-executive Directors**

**Mr. Zhang Peng (張鵬)**, aged 48, is our non-executive Director and the chairman of our Board. He was appointed as our Director and the chairman of our Board on 20 January 2020 and redesignated as our non-executive Director on 19 May 2020. Mr. Zhang is primarily responsible for formulating and leading the overall development strategies and business plans of our Group.

Mr. Zhang has had more than 21 years of experience in the real estate and property development industry. Prior to joining our Group, Mr. Zhang served as the director of human resources, vice president and chief operating officer of Modern Land (China) Co., Limited (當代置業(中國)有限公司) (stock code: 1107), a company principally engaged in commercial and residential real estate property business and listed on the Stock Exchange, from November 2001 to 26 January 2014. Since 27 January 2014, Mr. Zhang served as the executive director and president of Modern Land (China) Co., Limited (當代置業(中國)有限公司), where he was responsible for the overall management and operation of the company. Since 9 November 2022, Mr. Zhang has been the chairman of the board of Modern Land (China) Co., Limited. From 18 July 2007 to 18 December 2015, Mr. Zhang served as an executive director of First Property, where he was responsible for the overall management and operation of First Property, and has been the chairman of the board and non-executive director since 19 December 2015, where he is responsible for the significant decision-making of First Property. From 31 March 2017 to 17 August 2022, Mr. Zhang was the chairman of the board and non-executive director of First Living, where he was responsible for the company's strategic planning. Mr. Zhang also served as the executive director and manager of First Assets from August 2009 to 21 July 2021, where he is responsible for strategic decision-making and overall operation management of First Assets. Since 22 July 2021, Mr. Zhang has been serving as the chairman of the board and non-executive director of First Assets, where he is responsible for the company's strategic planning.

Mr. Zhang served as the chairman of the board and non-executive director of First MOMA Sports Culture Development (Beijing) Co., Ltd (第一摩碼體育文化發展(北京)股份有限公司) (stock code: 872128) from 19 December 2016 to 30 November 2021, a company primarily engaged in preschool education services and fitness services, and Bigger Eco Technology (Xi'an) Co., Ltd (倍格創業生態科技(西安)股份有限公司) (stock code: 873162) from 28 December 2017 to 5 December 2021, a company primarily engaged in providing integrated solutions for office space for small and medium-sized enterprises, both of which are listed on the NEEQ, and where he was responsible for the strategic planning of the companies.

Mr. Zhang obtained his bachelor's degree in law from Northwest Second Nationalities College (西北第二民族學院) (now known as North Minzu University (北方民族大學)) in July 1997 in the PRC. He also serves as the vice chairman of the China Real Estate Chamber of Commerce (全聯房地產商會) and the chairman of the Fine Decoration Council of China Real Estate Chamber of Commerce (全聯房地產商會精裝產業分會).

**Mr. Long Han (龍晗)**, aged 35, was appointed as our Director on 20 January 2020 and redesignated as our non-executive Director on 19 May 2020. Mr. Long is primarily responsible for formulating and leading the overall development strategies and business plans of our Group.

Mr. Long has more than 13 years of experience in the property management industry. Mr. Long served as the director of information operations center and deputy general manager of First Property from 2 August 2010 to 30 September 2015, where he was responsible for building and implementing the information operations system and the daily management of First Property. Mr. Long has served as a deputy general manager of Beijing Lvjian Power Commerce Operations and Management Co., Ltd. (北京綠建動力商業運營管理有限公司) since 1 October 2015, a company principally engaged in professional contracting, enterprise management and equipment maintenance, where he is responsible for the daily operation and management and implementing management decisions of the company. Mr. Long has been appointed as the non-executive director of First Property since 19 December 2015, where he is responsible for guiding major strategies of First Property. Mr. Long has been appointed as an executive director of First Assets since 16 July 2015, where he is responsible for formulating and implementing the strategic business objectives of First Assets and the daily operation and management of First Assets. Mr. Long also holds directorships and other positions in a number of other subsidiaries of our Company.

Mr. Long is a non-executive director of First MOMA Sports Culture Development (Beijing) Co., Ltd (第一摩碼體育文化發展(北京)股份有限公司) (stock code: 872128) since 19 December 2016, a company primarily engaged in preschool education services and fitness services, and Bigger Eco Technology (Xi'an) Co., Ltd (倍格創業生態科技(西安)股份有限公司) (stock code: 873162) since 28 December 2017, a company primarily engaged in providing integrated solutions for office space for small and medium-sized enterprises, both of which are listed on the NEEQ, and where he is responsible for providing advice for the companies' strategy formulation. Mr. Long obtained his bachelor's degree in information management and information systems from Beijing Union University (北京聯合大學) in July 2010 in the PRC.

**Independent Non-executive Directors**

**Mr. Cheng Peng (程鵬)**, aged 49, was appointed as our independent non-executive Director on 21 July 2020.

Mr. Cheng has over 12 years of experience in property management services field. He has been the deputy professor of the department of property management of the school of economic management of Beijing Forestry University (北京林業大學) since July 2011 and started to serve as head of the department from September 2012. From July 1998 to July 2009, he worked as a lecturer and then a deputy professor at the college of management science and information engineering of Jilin University of Finance and Economics (吉林財經大學). From July 2009 to July 2011, he conducted post-doctoral research in management science and engineering at the Graduate School of Chinese Academy of Sciences (中國科學院研究生院) (now known as University of Chinese Academy of Sciences (中國科學院大學)).

Mr. Cheng obtained his bachelor's degree in economic information management from Changchun College of Taxation (長春稅務學院) (now known as Jilin University of Finance and Economics (吉林財經大學)) in the PRC in July 1998. He obtained his master's degree in business administration from Jilin University (吉林大學) in the PRC in June 2005. He obtained his doctor's degree in management science and engineering from Jilin University (吉林大學) in the PRC in June 2009. Mr. Cheng has been a member of the Specialized Committee of Real Estate Market Services of the Science Technology Committee of MOHURD (住房和城鄉建設部科學技術委員會房地產市場服務專業委員會) since 17 September 2019. He has been the deputy secretary of the Chinese Association for Science of Science and S&T Policy (中國科學與科技政策研究會) since 30 March 2018. He also currently serves as the vice chairman of the Specialized Committee of Industry-University-Research of China Property Management Institute (中國物業管理協會產學研專業委員會). Mr. Cheng has been serving as a member of the Specialized Committee of Community Construction of the Science Technology Committee of MOHURD (住房和城鄉建設部科學技術委員會社區建設專業委員會) since 4 August 2020. Since 11 October 2021, Mr. Cheng has been an independent non-executive director of Beijing Capital Jiaye Property Services Co., Limited (北京京城佳業物業股份有限公司) (stock code: 2210).

# DIRECTORS AND SENIOR MANAGEMENT

**Ms. Sun Jing (孫靜)**, aged 45, was appointed as our independent non-executive Director on 21 July 2020.

Ms. Sun has over 22 years of experience in handling financial matters of companies. She is the co-founder of Beijing Mars Technology Co., Ltd. (北京瑪泰科技有限公司), a company primarily engaged in providing internet information and technology services, since 12 February 2019, where she is responsible for the financial management and operation and overseeing the investment and financing matters of the company. From July 2001 to October 2004, she worked at Great Wall Broadband Network Service Co., Ltd. (長城寬帶網路服務有限公司), a company primarily engaged in providing broadband services. From August 2005 to October 2007, she worked at SAP (Beijing) Software System Co., Ltd. (思愛普（北京）軟件系統有限公司), a company primarily engaged in providing software and technology solutions. From December 2007 to May 2012, she worked at Lenovo (Beijing) Co., Ltd. (聯想（北京）有限公司), a company primarily engaged in personal computer businesses. From September 2012 to April 2016, she worked at Beijing Lianjia Real Estate Agency Co., Ltd. (北京鏈家房地產經紀有限公司), a company primarily engaged in real estate agency businesses. From May 2016 to June 2017, she worked at Beijing Ziroom Life Enterprise Management Co., Ltd. (北京自如生活企業管理有限公司), a company primarily engaged in providing residential products and services.

Ms. Sun obtained her on-the-job postgraduate degree in accounting from Central University of Finance and Economics (中央財經大學) in the PRC in January 2008. Ms. Sun obtained her bachelor's degree in financial accounting education from Hebei Normal University of Vocational Technology (河北職業技術師範學院) (now known as Hebei Normal University of Science & Technology (河北科技師範學院)) in the PRC in June 2001. She has been a non-practicing member of the Beijing Institute of Certified Public Accountants (北京註冊會計師協會) since 7 September 2010.

**Mr. Chen Sheng (陳晟)**, aged 50, was appointed as our independent non-executive Director on 30 March 2022.

Mr. Chen has rich experience and market insight in the PRC real estate industry. Mr. Chen has been appointed as the independent non-executive director of Sanxun Holdings Group Limited (三巽控股集團有限公司), a real estate developer in the PRC which is listed on the Stock Exchange (stock code: 6611), since September 2019. Mr. Chen is the chairman of the China Real Estate Data Academy (中國房地產數據研究院), a professional urban development and real estate research institution which focuses on analytical research on the developments of the real estate industry in the major cities in the PRC. He currently also serves as the executive director of the China Real Estate Research Association (中國房地產業協會). He was the consultant of the Finance and Accounting Study Committee of China Society for Finance and Banking (中國金融學會金融統計研究專業委員會) from July 2014 to July 2016.

Mr. Chen obtained a bachelor's degree in material science and engineering inorganic non-metallic materials from Tongji University (同濟大學) in the PRC in July 1995 and a master's degree in business administration from Fudan University in the PRC in January 2004.

## SENIOR MANAGEMENT

**Mr. Li Qingchang (李慶昌)**, aged 45, was appointed as our deputy general manager on 20 January 2020. Mr. Li is responsible for managing merger and acquisition transactions of the property management business of our Group including carrying out negotiation, conducting valuation and designing transaction structure.

Mr. Li has more than 19 years of experience in the property management industry. From January 2004 to February 2006, Mr. Li worked at Kiu Lok Property Services Co., Ltd (北京僑樂物業管理服務有限公司), a company principally engaged in property management services. From March 2006 to February 2007, Mr. Li served as the manager of customer services of Beijing Sunshine Hundred Property Management Services Co., Ltd (北京陽光壹佰物業服務有限公司), a company principally engaged in property management services, where he was responsible for customer relationship management. Mr. Li has been appointed as a deputy general manager of First Property since 6 July 2009, where he is responsible for managing merger and acquisition transactions of First Property. Mr. Li also holds directorships and other positions in a number of other subsidiaries of our Company.

Mr. Li obtained his associate's degree in real estate operation management through night school from Capital University of Economics and Business (首都經濟貿易大學) in July 2003 in the PRC. Mr. Li obtained the qualification certificate of certified property manager (物業管理師資格) from Beijing Human Resources and Social Security Bureau (北京市人力資源和社會保障局) on 11 May 2011 in the PRC. Mr. Li obtained the certificate of excellent property manager of 2017 from China Association for Professional Managers (中國職業經理人協會) in November 2017 in the PRC. Mr. Li obtained the Certificate of Beijing Property Management Project Manager (北京市物業項目負責人) from Beijing Municipal Commission of Housing and Urban-Rural Development (北京市住房和城鄉建設委員會) for the period from March 2011 to December 2017 in the PRC.

**Ms. Niu Jiao (牛嬌)**, aged 43, was appointed as the secretary of our Board on 20 January 2020. She is mainly responsible for overseeing the financing and securities affairs, investor relations, market value management and listing compliance management of our Group.

Ms. Niu has over 16 years of experience in administration and compliance matters and industry research. From July 2007 to April 2010, Ms. Niu served as an industry analyst of the Beijing representative office of The Freedonia Group Inc. (美國弗裡多尼亞集團公司北京代表處), a market research company, where she was responsible for drafting industry research reports. Ms. Niu was the head of human resources and administration department and general manager assistant of Tianjin Tenio Architecture and Engineering Co., Ltd (天津市天友建築設計股份有限公司), a company principally engaged in construction design and consultation, from January 2011 to January 2015. During that time, Ms. Niu was responsible for strategic planning, designing shareholding structure and managing human resources. Ms. Niu served as deputy director of human resources center of First Property from 27 March 2015 to 18 December 2015, where she was responsible for equity management and investor relations management, and has been appointed as the secretary of the board of directors since 19 December 2015, where she is responsible for the corporate governance, capital operations, equity management, investor relations management and information disclosure of First Property. Ms. Niu also served as a supervisor of First Living from 25 May 2017 to 18 December 2019, where she was responsible for auditing the financial statements and reports of First Living and monitoring the performance of the directors and senior management of First Living.

Ms. Niu obtained her bachelor's degree in packaging engineering from Xi'an University of Technology (西安理工大學) in July 2002, and obtained her master's degree in management science and engineering from Beijing University of Chemical Technology (北京化工大學) in June 2007 in the PRC. Ms. Niu has obtained board secretary qualification certificates from the Shenzhen Stock Exchange in October 2016 and the Shanghai Stock Exchange in September 2017, respectively.

**Company Secretary**

**Ms. Szeto Kar Yee Cynthia (司徒嘉怡)** has been appointed as our company secretary with effect from the Listing. Ms. Szeto is an associate member of the Hong Kong Chartered Governance Institute and the Chartered Governance Institute in the United Kingdom. She obtained a bachelor's degree of Arts in Language Studies with Business from The Hong Kong Polytechnic University in November 2004 and a master's degree of Science in Professional Accounting and Corporate Governance from City University of Hong Kong in July 2012. Ms. Szeto has more than 13 years of experience in the company secretarial field. She works in the listing services department of TMF Hong Kong Limited and is responsible for providing corporate secretarial and compliance services to listed company clients.

# CORPORATE GOVERNANCE REPORT

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

## CORPORATE GOVERNANCE PRACTICES

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

## BOARD OF DIRECTORS

### Culture and Values

A healthy corporate culture is essential to the realisation of the Group's vision and strategy. The responsibility of the Board is to build a corporate culture with the following core principles and to ensure that the Company's vision, values and business strategy are aligned with the corporate culture.

***Vision***

It is committed to becoming a unicorn company that offers green property management service

***Orientation***

It positions itself as an operator of full life scene industry homes with green technology

***Mission***

It provides customers with green, healthy and digitally connected living experiences

***Brand Philosophy***

Technological Living, Homelike Service

### 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 of 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 three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination 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 execute their duties in good faith, in compliance with applicable laws and regulations and in a manner consistent with the interests of the Company and the Shareholders at all times.

The Company has maintained appropriate liability insurance for legal proceedings against Directors and will review the coverage of the insurance annually.

**Board Composition**

As at the date of this annual report, the Board comprises four executive Directors, two non-executive Directors and three independent non-executive Directors as follows:

**Executive Directors:**
Mr. Liu Peiqing
Mr. Jia Yan
Mr. Jin Chungang
Ms. Zhu Li

**Non-executive Directors:**
Mr. Zhang Peng *(Chairman)*
Mr. Long Han

**Independent Non-executive Directors:**
Ms. Sun Jing
Mr. Cheng Peng
Mr. Chen Sheng (appointed on 30 March 2022)

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

During the year ended 31 December 2022, the Board has complied with requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules in relation 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.

The Company has also complied with the requirement of Rule 3.10A of the Listing Rules in relation to the appointment of independent non-executive directors representing at least one-third of the Board.

Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company has reviewed their independence based on the criteria set out in Rule 3.13 of the Listing Rules and considers each of them to be independent.

**Board Diversity Policy**

In order to enhance the effectiveness of the Board and to maintain the high standard of corporate governance, the Company has adopted the Board Diversity Policy (the "**Board Diversity Policy**") which sets out the objective and approach to achieve and maintain diversity of the Board. Pursuant to the Board Diversity Policy, the Company seeks to achieve board diversity through the consideration of a number of factors when selecting the candidates to the Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural and educational background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to the Board.

A summary of the Board Diversity Policy is set out as follows:

Currently, the Board comprises nine members, including one female executive Director and one female independent non-executive Director. Pursuant to the Board Diversity Policy, we aim to maintain at least a 20% female representation in the Board and the composition of the Board satisfies this target gender ratio. Nevertheless, in recognising the particular importance of gender diversity, we confirm that our Nomination Committee will use its best efforts to identify and recommend suitable female candidates to the Board for its consideration. We will implement policies to ensure that there is gender diversity when recruiting staff at the mid to senior level so that we will have a pipeline of female senior management and potential successors to the Group. Furthermore, we will implement comprehensive programmes aimed at identifying and training our female staff who display leadership and potential, with the goal of promoting them to the senior management or the Board.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, human resources, information technology, accounting and financial management, risk management, corporate governance and evaluation of properties and assets. They obtained degrees in various majors including law, business administration, accounting, heating, ventilation and air conditioning engineering, information management and information systems and public administration. We have three independent non-executive Directors with different industry backgrounds, representing one-third of the members of the Board. Furthermore, the Board has a wide range of age, ranging from 35 to 50 years old. Taking into account our existing business model and specific needs as well as the different backgrounds of our Directors, the composition of the Board satisfies our Board Diversity Policy.

The Nomination Committee is responsible for ensuring the diversity of the Board members. The Nomination Committee reviews the Board Diversity Policy from time to time to ensure its continued effectiveness and the Company discloses in the corporate governance report about the implementation of the Board Diversity Policy on an annual basis.

Currently, two out of the nine Board members are female Directors, namely executive Director Ms. Zhu Li and independent non-executive Director Ms. Sun Jing, accounting for 22.2%, which meets the requirement of at least 20% female representation as set out in the Board Diversity Policy. The Company believes that it has achieved gender diversity on its Board. As at 31 December 2022, we had 5,430 employees, of which 57.37% are male and 42.63% are female. Accordingly, the Company also believes that it has achieved gender diversity in its workforce. The Company has no policy restricting gender diversity. It has always attached importance to equal employment and protection of the legitimate rights and interests of female employees.

During the year ended 31 December 2022, the Board and the Nomination Committee have reviewed the implementation and effectiveness of the Board Diversity Policy. Taking into account the Company's existing business model and specific needs as well as the different backgrounds of Directors, the Board is of the view that the Board Diversity Policy remains in effect and its composition satisfies the Board Diversity Policy.

Save as disclosed in the biographies of Directors set out in the section headed "Directors and Senior Management" in this annual report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or chief executives.

All Directors (including the 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.

As regards the code provision of the CG Code requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, the Directors have agreed to disclose their commitments to the Company in a timely manner.

**Board Independence**

The Board reserves for its decision on major matters of the Company, including: approval and monitoring of material policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), material financial information, appointment of Directors and other significant financial and operational matters. The mechanisms that the independent views and input are available to the Board are as follows:

1. The day-to-day management, administration and operation of the Company are delegated to 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;

2. The Company reports to the Board on a monthly basis its main operating conditions, important matters and important news in the form of the Monthly Board Report;

3. Directors periodically review the Company's annual results reports, audit reports, annual reports, and environmental, social and governance reports; Directors periodically review the Company's semi-annual results reports and review reports;

4. Directors may attend monthly, quarterly and annual meetings of the Company to review its operation and management;

5. The Board is encouraged to independently consult with the senior management of the Company;

6. Directors, especially executive Directors, who are the principal persons in charge of business operation and management, directly participate in business development and related matters; and

7. The Directors may, at the Company's expense, seek independent professional advice when performing their duties.

The Board shall review the implementation and effectiveness of the above mechanisms on an annual basis to ensure independent views and inputs are available to the Board.

**Induction and Continuous Professional Development**

All newly appointed Directors are 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 for Directors to provide updated information on the latest developments 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 Company encourages all Directors to seek continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company updates and provides written training materials on the roles, functions and duties of Directors from time to time.

According to information provided by the Directors, a summary of training received by the Directors during the year ended 31 December 2022 is as follows:

| Name of Director | Nature of Continuous Professional Development Programme |
|---|---|
| Mr. Liu Peiqing | A/B/C/D |
| Mr. Jia Yan | A/B/C/D |
| Mr. Jin Changing | A/B/C/D |
| Ms. Zhu Li | A/B/C/D |
| Mr. Zhang Peng | A/B/C/D |
| Mr. Long Han | A/B/C/D |
| Ms. Sun Jing | A/B/C/D |
| Mr. Cheng Peng | A/B/C/D |
| Mr. Chen Sheng[1] | A/B/C/D |
| Ms. Zhu Caiqing[2] | A/B |

1 Mr. Chen Sheng was appointed as an independent non-executive Director on 30 March 2022.

2 Ms. Zhu Caiqing resigned as an independent non-executive Director on 30 March 2022.

*Notes:*

A: attending seminars and/or conferences and/or forums and/or briefings

B: delivering talks at seminars and/or conferences and/or forums

C: attending training organised by a law firm and training in relation to businesses of the Company

D: reading materials relating to different types of topics, including corporate governance, directors' duties, Listing Rules, and other relevant laws

**Chairman of the Board and Chief Executive Officers**

According to the code provision C.2.1 of the CG Code, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Zhang Peng serves as the Chairman of the Board and Mr. Liu Peiqing and Mr. Jia Yan serve as co-chief executive officers with clear distinction in responsibilities for the two separate positions. The Chairman of the Board is responsible for providing strategic advice and guidance on the development of the Group, while the co-chief executive officers are responsible for the day-to-day operations of the Group.

**Appointment and Re-election of Directors**

Each of our executive Directors has entered into a service contract with the Company, and the Company has issued a letter of appointment to each of our non-executive Directors and each of our independent non-executive Directors. The service contracts with each of our executive Directors and the letters of appointment with each of our non-executive Directors and each of our independent non-executive Directors are for an initial fixed term of three years commencing from 28 September 2020, except for our independent non-executive Director Mr. Chen Sheng whose letter of appointment is for an initial fixed term of three years commencing from 30 March 2022. The service contracts and the letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

Save as disclosed above, none of our Directors has entered into or has proposed to enter into a service contract with any member of the Group, other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

According to article 16.19 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he/she retires and shall be eligible for re-election thereat.

According to article 16.2 of the Articles of Association, any director be appointed to fill a casual vacancy on as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for reflection at that meeting.

Procedures and processes for the appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the composition of the Board and making recommendations to the Board on the appointment, re-election and succession plans of the Directors.

**Board Meetings**

The Company has adopted the practice of regularly holding Board meetings at least four times a year 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 or Board Committee meetings, reasonable notice is given by the Company. The notices including the agenda and related Board papers are dispatched at least three days before the Board meetings or Board Committee meetings to ensure that the Directors 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 of the Board prior to the meeting. Minutes of meetings shall be kept by the company secretary with copies circulated to all Directors for information and records.

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

During the year ended 31 December 2022, the Board held 7 Board meetings and 2 general meetings. The attendance of individual Directors at the Board meetings is set out in the table below:

| **Directors** | **Number of Meetings Attended/ Eligible to Attend** |
|---|---|
| Mr. Liu Peiqing | 7/7 |
| Mr. Jia Yan | 6/7 |
| Mr. Jin Chungang | 7/7 |
| Ms. Zhu Li | 7/7 |
| Mr. Zhang Peng | 5/7 |
| Mr. Long Han | 5/7 |
| Ms. Sun Jing | 7/7 |
| Mr. Cheng Peng | 7/7 |
| Mr. Chen Sheng[1] | 6/6 |
| Ms. Zhu Caiqing[2] | 1/1 |

1 Mr. Chen Sheng was appointed as an independent non-executive Director on 30 March 2022.

2 Ms. Zhu Caiqing resigned as an independent non-executive Director on 30 March 2022.

**Model Code for Directors' Securities Transactions**

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. After making specific enquiry to all Directors, the Directors have confirmed that they have fully complied with the required standard set out in the Model Code during the year ended 31 December 2022.

**Delegation by the Board**

The Board reserves for its decision on 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 conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. The Directors may, at the Company's expense, seek independent professional advice when performing their duties. They are also encouraged to independently consult with the senior management of the Company.

The day-to-day management, administration and operation of the Group are delegated to 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 confirms that corporate governance is a collective responsibility of Directors and their corporate governance duties include:

(a) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;

(b) to review and monitor the training and continuous professional development of Directors and senior management;

(c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors;

(d) to develop and review the Company's policies and practices on corporate governance and make recommendations and report relevant matters to the Board;

(e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and

(f) to review and monitor the Company's compliance with its whistleblowing policy.

During the year ended 31 December 2022, the Board has performed and carried out the abovementioned corporate governance function.

## BOARD COMMITTEES

**Audit Committee**

The Audit Committee currently comprises independent non-executive Directors Ms. Sun Jing, Mr. Chen Sheng and Mr. Cheng Peng. Ms. Sun Jing is the chairman of the Audit Committee.

The primary duties of the Audit Committee are as follows:

1. to make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, approve the remuneration and terms of engagement of the external auditor, and deal with any questions of its resignation or dismissal;

2. to monitor the integrity of the Company's financial statements and annual reports and accounts, half-year reports and, if prepared for publication, quarterly reports, and review significant financial reporting judgements contained in them; and

3. to review the systems of financial controls, risk management and internal control of the Company and discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to establish an effective system.

During the year ended 31 December 2022, the Audit Committee held two meetings. The attendance at the meetings is set out in the table below:

| Directors | Number of Meetings Attended/ Eligible to Attend |
|---|---|
| Ms. Sun Jing | 2/2 |
| Mr. Cheng Peng | 2/2 |
| Mr. Chen Sheng[1] | 1/1 |
| Ms. Zhu Caiqing[2] | 1/1 |

1 Mr. Chen Sheng was appointed as a member of the Audit Committee on 30 March 2022.

2 Ms. Zhu Caiqing resigned as a member of the Audit Committee on 30 March 2022.

At the meetings, the Audit Committee:

- reviewed the annual results and relevant financial reports of the Group for the year ended 31 December 2022;
- reviewed the interim results and relevant financial reports of the Group for the six months ended 30 June 2022;
- reviewed the reports published by the Auditor in relation to the Group's annual results for the year ended 31 December 2022 and the Group's interim results for the six months ended 30 June 2022; and
- reviewed the financial reporting system, risk management and internal control systems of the Group and made recommendations to the Board and matters raised by the Auditor that need attention.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

**Nomination Committee**

The Nomination Committee currently comprises non-executive Director Mr. Zhang Peng and independent non-executive Directors Mr. Cheng Peng and Mr. Chen Sheng. Mr. Zhang Peng is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are as follows:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's strategy;
2. to formulate a policy of selection and nomination of Directors and the procedures for the sourcing of suitably qualified Director for consideration of the Board and implement such plan and procedures approved;
3. to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
4. to assess the independence of independent non-executive Directors;

5. to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive; and

6. to review the Board Diversity Policy.

**Nomination Policy**

The Nomination Committee shall recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following nomination procedures and selection criteria:

***Nomination Procedures***

1. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, and referral by other members of the management and external recruitment agents.

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

3. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.

4. For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out below to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of a Director at the general meeting of the Company.

***Selection Criteria***

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

1. Characters including integrity, honesty and fairness;

2. Backgrounds and qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business operations and corporate strategies;

3. Commitment to understanding the Company and its industry, willingness to devote adequate time to discharge duties as a Board member and abilities to assist the Board in fulfilling its responsibilities;

4. Requirement for the Board to have a sufficient number of independent non-executive Directors in accordance with the Listing Rules and assessment of the independence of the candidates;

5. The Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board. Diversity of the Board will be considered from a number of perspectives, including but not limited to gender, skills, age, cultural and educational background, industry experience, technical and professional experience and/or qualifications, knowledge, ethnicity, length of services and time to be devoted as a Director; and

6. Such other factors relating to the Company's business model and specific needs from time to time, and the contribution that the selected candidates will bring to the Board.

During the year ended 31 December 2022, the Nomination Committee held one meeting. The attendance at the meeting is set out in the table below:

| **Directors** | **Number of Meeting Attended/ Eligible to Attend** |
|---|---|
| Mr. Zhang Peng | 1/1 |
| Mr. Cheng Peng | 1/1 |
| Mr. Chen Sheng[1] | 0/0 |
| Ms. Zhu Caiqing[2] | 1/1 |

1 Mr. Chen Sheng was appointed as a member of the Nomination Committee on 30 March 2022.
2 Ms. Zhu Caiqing resigned as a member of the Nomination Committee on 30 March 2022.

At the meeting, the Nomination Committee:

- reviewed the structure, size, and composition of the Board;
- made recommendations to the Board on the appointment of Mr. Chen Sheng as an independent non-executive Director;
- to assess the independence of independent non-executive Directors;
- considered the candidates of retiring Directors for re-election; and
- reviewed the Board Diversity Policy and the progress on implementing the said policy.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

**Remuneration Committee**

The Remuneration Committee currently comprises independent non-executive Directors Mr. Cheng Peng and Ms. Sun Jing and non-executive Director Mr. Zhang Peng. Mr. Cheng Peng is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are as follows:

1. to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

2. to formulate the policy of executive Directors' remuneration, evaluate performance of the executive Directors and approve terms of service contracts of executive Directors;

3. to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and

4. To make recommendations to the Board on the remuneration of non-executive Directors.

During the year ended 31 December 2022, the Remuneration Committee held one meeting. The attendance at the meeting is set out in the table below:

| **Directors** | **Number of Meeting Attended/ Eligible to Attend** |
|---|---|
| Mr. Cheng Peng | 1/1 |
| Mr. Zhang Peng | 1/1 |
| Ms. Sun Jing[1] | 0/0 |
| Ms. Zhu Caiqing[2] | 1/1 |

1 Ms. Sun Jing was appointed as a member of the Remuneration Committee on 30 March 2022.
2 Ms. Zhu Caiqing resigned as a member of the Remuneration Committee on 30 March 2022.

At the meeting, the Remuneration Committee:

- reviewed the remuneration packages of the Directors and senior management of the Company for 2022;

- made recommendations to the Board on the remuneration of Mr. Chen Sheng as an independent non-executive Director; and

- reviewed and made recommendations to the Board on the remuneration policy and structure relating to the Directors and senior management of the Company for 2023.

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

## REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

**Remuneration policy for Directors and senior management**

The Company has established the Remuneration Committee to review the remuneration policy of the Group and the remuneration structure of all the Group's Directors and senior management, taking into account the Group's operating results, individual performance and comparable market practices. Details of the Remuneration Committee and other relevant information are set out in the section headed "Remuneration Committee" of this annual report.

The Company's remuneration policy for Directors and senior management is as follows: (i) to uphold the principle of combining distribution according to work with responsibilities, rights and interests; (ii) to implement the principle of linking income level with the Company's benefits and work objectives; (iii) to carry out the principle of aligning remuneration with the long-term interests of the Company; and (iv) to carry out the principle of "rewards and punishments, equal rights and responsibilities".

Details of the remunerations of the Directors for the year ended 31 December 2022 are set out in note 8 to the consolidated financial statements and the details of the remuneration of senior management by band are set out below:

| **Remuneration Band**<br>*(RMB)* | **Number of individuals** |
|---|---|
| 0–1,000,000 | 3 |

## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

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

The management has provided necessary explanation and information to the Board so as to enable the Board to make an informed assessment of the financial statements of the Company which were put to the Board for approval. The Company has provided monthly updates on the performance and prospects of the Company to all members of the Board.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the Auditor regarding its reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 79 to 84 of this annual report.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibilities for maintaining a sound internal control and risk management (including environmental, social and governance risks) system of the Group to protect the interests of the Group and Shareholders, and regularly reviewing and supervising the effectiveness of the internal management and risk management system to ensure its effectiveness and sufficiency. Such systems are designed to manage and mitigate risks inherent in the Group's business faced by the Group to an acceptable level, but not eliminating the risk of failure to achieve business objectives, and can only provide reasonable assurance against material misstatement, loss or fraud.

The Group has established an internal control organisation system with well-formed organisational structure, clear rights and responsibilities, clear division of labour and well-equipped personnel in accordance with relevant laws and regulations and the needs for business management and risk management, and it is clearly stipulated that the Audit Centre is responsible for performing internal audit functions, overseeing the risk management and internal control systems of the Group on an ongoing basis and reviewing the effectiveness of the systems annually. The review covers all material controls, including financial, operational and compliance controls.

The Audit Centre oversees the continuous improvement and enhancement of the management in the areas of risk management and internal control and submits the relevant review reports for the risk management and internal control systems of the Company to the Audit Committee. The Audit Committee reviews the risk management and internal control systems of the Company. The Board shall take ultimate responsibility for the sound and effective implementation of the Company's risk management and internal control systems and be responsible for reviewing their effectiveness.

Under the CG Code, the Audit Centre has incorporated whistleblowing and anti-corruption into the scope of its management. The Audit Centre has formulated a whistleblowing policy and system, established policies and systems that promote and support anti-corruption laws and regulations, and set up and made public a hotline and an email box, among others, for reporting fraud, as channels for employees at all levels to report and expose actual or suspected fraud. A confidentiality policy and an avoidance system are adopted in handling reports. The Audit Centre carries out anti-corruption and anti-fraud investigations and organises integrity training.

The Group's internal control management focuses on the four major areas, respectively system building, atmosphere creation, routine auditing and control testing, continuously auditing operations, monitoring the implementation of standards, maintaining the control environment, conducting fraud investigations, promoting a culture of integrity and safeguarding the "Five Don't" principles.

The Audit Centre monitors the internal governance of the Company and provides independent assurances as to the adequacy and effectiveness of the Company's risk management and internal control systems. The senior executive in charge of the Audit Centre reports directly to the Audit Committee. The internal audit reports on control effectiveness are submitted to the Audit Committee in line with agreed audit plan approved by the Board. The Audit Centre carried out analyses and independent appraisals of the adequacy and effectiveness of the risk management and internal control systems of the Company twice during the year ended 31 December 2022 and reported the findings to the management of the Company and the Audit Committee. The senior executives in charge of the Audit Centre attended the meeting of the Audit Committee to explain the internal audit findings and responded to queries from members of the Audit Committee.

The Company has followed internal guidelines to ensure that inside information is released to the public in a fair and timely manner in accordance with applicable laws and regulations. The senior management of the Group's investor relations, corporate affairs and financial control functions are delegated the responsibility to monitor and oversee compliance with appropriate procedures in the disclosure of inside information. Only relevant senior management is entitled to inside information on a "need-to-know" basis at all times. Relevant personnel and other relevant professionals are required to maintain the confidentiality of such inside information before it is publicly disclosed. The Company has also implemented other relevant procedures, such as pre-approval of trading in the Company's securities by Directors and designated members of management, notification to Directors and employees of regular blackout periods and restrictions on trading in securities, and identification of items by code, to prevent possible improper handling of inside information within the Group.

The Company has adopted arrangements to assist employees and other stakeholders in raising concerns about possible frauds in financial reporting, internal control and other matters in confidentiality. The Audit Committee regularly reviews these arrangements and ensures that appropriate arrangements are in place for fair and independent investigations into these matters and for taking appropriate follow-up actions.

During the year ended 31 December 2022, the Audit Committee conducted a review of the effectiveness of the Company's risk management and internal control systems. During the year ended 31 December 2022, there were no significant matters relating to risk management and internal control systems that required the attention and action from the Company.

The Board believes that, in the absence of any evidence to the contrary, the system of internal controls maintained by the Group throughout the year ended 31 December 2022 provides reasonable assurance against material financial misstatements or loss, and includes the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practice, and the identification and containment of business risks.

The Board believes that the existing risk management and internal control system is adequate and effective. The Board has also reviewed the resources, qualifications and experience of the staff of the Company's accounting and financial reporting function, and their training programmes and budget, and is satisfied with the adequacy of the above aspects.

## AUDITOR'S REMUNERATION

The remuneration for audit services and non-audit services provided by the Auditor to the Company during the year ended 31 December 2022 was as follows:

| **Type of Services** | **Amount** *(RMB)* |
|---|---|
| Audit services | 2,600,000 |
| Non-audit services | 110,000 |

## COMPANY SECRETARY

Ms. Szeto Kar Yee Cynthia, a manager of TMF Hong Kong Limited, a global corporate service provider, serves as the company secretary of the Company. Her primary contact person at the Company is Ms. Niu Jiao, secretary of the Board.

Ms. Szeto has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules during the year ended 31 December 2022.

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS 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 is also convinced of the importance of timely and non-selective disclosure of the Company information for Shareholders and investors to make informed investment decisions.

The annual general meeting of the Company provides an opportunity for Shareholders to communicate directly with the Directors. The Chairman of the Board and the chairmen of the Board Committees will attend the annual general meeting to answer Shareholders' questions. The Auditor will also attend the annual general meeting to answer questions about the conduct of the audit, the preparation and contents of the Auditor's report, accounting policies and Auditor's independence.

To promote effective communication, the Company adopts the shareholder communication policy aimed to establish relations and communication between the Company and Shareholders and maintains a website at www.firstservice.hk and email at diyifuwu@firstservice.hk. The 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 on its website. Shareholders who intend to put forward their enquiries or express their opinions about the Company to the Board may email their enquiries to the Investor Relation Department of the Company at diyifuwu@firstservice.hk.

During the year ended 31 December 2022, the Company reviewed the implementation and effectiveness of the shareholder communication policy and confirmed that the policy had been properly implemented and was considered effective.

### Dividend Policy

The Company considers stable and sustainable returns to our Shareholders to be its goal. The recommendation of the payment of dividend is subject to the absolute discretion of our Board, and any declaration of final dividend for the year will be subject to the approval of our Shareholders. The declaration and payment of future dividends will be subject to various factors, including but not limited to our results of operations, financial performance, profitability, business development, prospects, capital requirements, economic outlook and interests of our Shareholders. Any declaration and payment as well as the amount of the dividend will be subject to our constitutional documents and the Cayman Islands Companies Law, including the approval of our Shareholders.

## SHAREHOLDERS' RIGHTS

To safeguard the Shareholders' interests and rights, the Company will propose a separate resolution for each issue at general meetings, including the election of individual Directors.

All resolutions proposed at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

## CONVENING AND PUTTING FORWARD PROPOSALS AT AN EXTRAORDINARY GENERAL MEETING

According to the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

## ENQUIRIES TO THE BOARD

Shareholders who intend to put forward their enquiries about the Company to the Board may email their enquiries to the Investor Relation Department of the Company at diyifuwu@firstservice.hk.

## CHANGE IN CONSTITUTIONAL DOCUMENTS

On 25 September 2020, the Company adopted the amended and restated Memorandum and Articles of Association which became effective on the Listing Date. Amendments to the amended and restated Memorandum and Articles of Association were approved by the Shareholders at the annual general meeting of the Company held on 21 June 2022. For further details of the amendments, please refer to the announcement of the Company dated 29 March 2022 and the circular dated 28 April 2022.

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.

## GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 20 January 2020, as an exempted company with limited liability under the Companies Law. The Shares were listed on the Main Board of the Stock Exchange on 22 October 2020.

## PRINCIPAL ACTIVITIES

The Group primarily provides property management services and green living solutions that cover the full property life-cycle in China. Details of the principal activities of the principal subsidiaries are set out in note 16 to the consolidated financial statements.

## BUSINESS REVIEW

The business review and performance analysis of the Group for the year ended 31 December 2022 is set out in the section headed "Chairman's Statement" from pages 13 to 15 and "Management Discussion and Analysis" from pages 16 to 28 of this annual report.

## FUTURE DEVELOPMENT FOR 2023

In the year 2023, the Group will pursue the following business strategies: (i) concurrent expansion of scale and quality improvement; (ii) creation of synergy between traditional business and urban services; (iii) synchronization of technological research, development and application; (iv) simultaneous management innovation and human efficiency improvement. Further discussion of the Group's future business development is set out in the section headed "Chairman's Statement" on pages 13 to 15 of this annual report which constitutes part of this Directors' Report.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group primarily provides property management services and green living solutions in China and is subject to laws and regulation regarding environmental protection. For the year ended 31 December 2022, the Group has complied with relevant laws and regulations in its business operation. Details of such are set out in the Environmental, Social and Governance Report of the Company for the year ended 31 December 2022 which is published at the same time as the publication of this annual report on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.firstservice.hk) pursuant to the Listing Rules.

## IMPORTANT RELATIONSHIPS

**Relationship with Our Customers**

Our customer base is large and diverse, which primarily consists of property developers, property owners and residents. While catering to all stages of the property life cycle, we strive to provide our customers with digitally connected, green and healthy living experiences in residential and non-residential properties. Revenue derived from our five largest customers accounted for 11.81% of our total revenue for the year ended 31 December 2022.

**Relationship with Our Suppliers**

Our suppliers are primarily human resources companies and suppliers of public utilities. For the year ended 31 December 2022, the total purchases from our five largest suppliers in aggregate accounted for 28.49% of our total purchases.

Normally, we do not have any long-term agreements with our major suppliers, but we typically enter into agreement with terms ranging from one to three years with our subcontractors. We did not experience any breach of our subcontracting agreements by our subcontractors during the year ended 31 December 2022.

All of our top five largest suppliers are independent third parties. Save as disclosed in this annual report, none of our Directors, their associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of our share capital of our Company) had any interest in any of our top five largest customers or suppliers that is required to be disclosed under the Listing Rules for the year ended 31 December 2022.

**Relationship with Employees**

We believe that long-term sustainable development of our employees is an important factor to the long-term growth of the Group's performance. We implemented (i) the "Talented Apprentice" (匠才生) recruitment and training scheme to recruit fresh graduates with bachelor's degree and above, so as to provide the Company with long-term core talent pools, (ii) the "Talented Leaders Scheme" (將才計劃) to hunt for and bring in mature business and management talents from external source, (iii) the "Starlight Training Scheme" (星光培訓計劃) to guarantee the provision of systematic training for the promotion of internal staff, (iv) the "Star Rating Scheme" (星級評定計劃) to attract external talents and retain internal outstanding employees by constructing a differentiated salary system, and (v) the "Long March Scheme" (長征計劃) to focus on the long term growth of our employees, which includes creating a compliant and engaging environment, focusing on the vitality of core talents, setting up employee care groups and performance counselling groups to carry out employee care and performance coaching to develop a warming service culture, improving the internal talent flow mechanism, and designing a value evaluation mechanism and incentive accountability system related to performance. We also initiated the "Feng He Scheme" (風禾計劃) to attach importance to the self-improvement of senior managements and executives of the Company and lay a solid foundation for the management of the Company, so as to maintain a rapid and healthy development for our Company. Moreover, we have adopted a Share Option Scheme to incentivize qualified employees and a Share Award Scheme to retain eligible persons.

## CERTIFICATES, LICENSES AND PERMITS AND COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 December 2022, we obtained all material certificates, licenses and permits from relevant regulatory authorities necessary for our business operations, which were all in force. For more details regarding our compliance with relevant laws and regulations, please refer to the Environmental, Social and Governance Report.

## LITIGATION

On 28 October 2021, Beijing Blue Green Living Environment Technology Co., Ltd. (北京藍綠人居環境科技有限公司) ("**Blue Green**", a wholly-owned subsidiary of First Living, together with First Living as co-defendants received a statement of claim issued by Beijing Sumit Technology Co., Ltd. (北京薩密特科技有限公司) for alleged default in payment of outstanding transfer fees under agreement in an aggregate amount of RMB6,036,000 and all related interests and expenses. As of the date of this annual report, the proceeding is still in progress. On 29 December 2022, the court ordered Blue Green to repay the outstanding transfer fees under agreement totaling RMB10,500,000 and all related interests and expenses, the performance bond of RMB500,000 and other costs involved in the litigation.

Save as disclosed above, during the year ended 31 December 2022, the Company was not involved in any material litigation or arbitration, and no material litigation or claim to the Directors' knowledge is pending or threatening against the Company.

## MATERIAL RISK FACTORS AND UNCERTAINTIES

The results and business operation of the Group are subject to certain material risk factors and uncertainties that the Group faces and key mitigations that the Group adopts are summarized as follows:

| Material Risk Factors and Uncertainties | Mitigation Measures |
|---|---|
| ***Our reliance on Modern Land Group*** | |
| As of 31 December 2022, 37.5% of our total contracted GFA was sourced from Modern Land Group and other associates of our controlling Shareholders. We expect this situation will continue. However, we do not have control over the Modern Land Group and other associates of our controlling Shareholders. Therefore, we may lose such business opportunities and our revenue source, and we may not be able to procure service engagements from alternative sources to make up for the shortfall in a timely manner or on favorable terms, or that we will continue to be successful in efforts to diversify our customer base. | In line with our Group's business expansion, we proactively and continuously expand the scale of our property management business through multiple channels. As of 31 December 2022, our total contracted GFA amounted to approximately 71.0 million sq.m., among which approximately 62.5% of the total contracted GFA were contracted with third-party developers. Meanwhile, we also proactively and cautiously identify suitable cooperation and acquisition targets with a view to further expand our business. In the future, we will further reduce our reliance on connected parties through our continued efforts in business expansion and acquisitions. |

# DIRECTORS' REPORT

| Material Risk Factors and Uncertainties | Mitigation Measures |
| --- | --- |
| ***Uncertainty in anticipating or controlling costs in providing property management services*** | |
| Our property management services are primarily provided under the lump sum basis revenue model. If we fail to accurately anticipate our actual costs prior to negotiating and entering into our property management contracts, and our fees are insufficient to sustain our profit margins, we would not be entitled to collect additional amounts from our customers. Therefore, we may need to cut our costs to reduce the shortfall of working capital, which may negatively affect the quality of our property management services. | We continuously refine our project operation standardisation model based on our years of operational experience in the industry so that our cost estimates on property management services become increasingly accurate. In terms of operation cost control, we have established comprehensive internal control systems to monitor the risk of cost overrun of our operational projects. We estimate the revenue and expenditure of the projects under management based on the standardised model annually, prepare annual, quarterly and monthly budgets for each project, manage revenues and costs of our projects under management dynamically, strictly monitor each expense so as to prevent extra budget cost. Our management believes that the establishment of an accurate and standardised model with highly effective internal control system will ensure the accuracy of our costs estimates, guarantee profits of our projects, and avoid the negative impact of cutting costs or reducing service qualify as a result of insufficient operation funds. |
| ***Risks related to the outbreak of COVID-19*** | |
| The outbreak of COVID-19 caused a worldwide health crisis which adversely affecting the PRC and global economy and financial markets. It has negatively impacted, and may in the future, negatively impact, our business operations and earnings. To the extent that the resurgence of outbreak leads to higher unemployment rates and exacerbates the global economy, we may experience negative impacts on our provision of value-added services and green living solutions. | The property management industry played an important role during the outbreak, with security, hygiene, access management, publicity and protection of livelihood needs receiving great attention and recognition. Our outstanding performance in prevention and control won high recognition from property owners, and we achieved our performance targets with a rapid increase in the rate of return. The changing importance of the government and the community to our company has also shown us that there are both opportunities and challenges in the industry. We have developed community services (wine and dairy products, fruit and fresh produce, food and oil, specialty products) and home services (home cleaning, household cleaning) around community living, generating new revenue growth points. In terms of green habitat solutions, all of them have returned to normal with the effective control of the epidemic. During the epidemic, the outbreak of the pandemic has given various departments of our Group an invaluable experience. We have established service quality through the process and standardised system, in preparation for future unforeseeable events. |

## SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Detailed information of important events affecting the Group that have occurred subsequent to the year ended 31 December 2022 is stated in note 34 to the consolidated financial statements.

## CONSOLIDATED FINANCIAL STATEMENTS

The Group's profit for the year ended 31 December 2022 and the summary of the Company's and the Group's affairs as of 31 December 2022 are set out in the consolidated financial statements on pages 85 to 166 of this annual report.

### 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 13 to the consolidated financial statements in this annual report.

### Final Dividend

The Board has recommended the payment of a final dividend of HK3.00 cents per Share for the year ended 31 December 2022, being HK$30.0 million in aggregate (HK6.77 cents per share for the year ended 31 December 2021, being HK$67.7 million in aggregate). Subject to the approval of Shareholders at the AGM to be held on Tuesday, 20 June 2023, the final dividend is expected to be paid on Tuesday, 18 July 2023 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 5 July 2023.

### Distributable Reserves

Details of the movements in the distributable reserves of the Company and the Group during the year ended 31 December 2022 are set out in note 26 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

### Reserves

Changes to the reserves of the Group during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity in this annual report.

### Share Capital

Details of movements in the share capital of the Company for the year ended 31 December 2022 and as of 31 December 2022 are set out in note 26 to the consolidated financial statements in this annual report.

### Bank Loans

As of 31 December 2022, the Group did not have any outstanding bank loans (as of 31 December 2021: RMB20.5 million).

As of 31 December 2022, the Group did not have any banking facilities (as of 31 December 2021: RMB24.0 million were utilised to the extent of RMB20.5 million).

### Pledge of Assets

As of 31 December 2022, the Group did not have any pledge on its assets.

### Financial Summary

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out on page 5 of this annual report.

## CHANGES IN DIRECTORS' INFORMATION

Mr. Zhang Peng was appointed as the chairman of the board of Modern Land (China) Co., Limited with effect from 9 November 2022 and ceased to be the chairman of the board and non-executive director of First Living with effect from 17 August 2022.

Save as disclosed above, as of the date of this annual report, there has been no change to the information of the Directors during the year 2022 which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2022, the Company had entrusted the trustee under the Share Award Scheme to purchase, in aggregate, 9,850,000 Shares on market at the aggregate consideration of approximately RMB6.6 million. No share awards under the Share Award Scheme were granted nor vested during the year ended 31 December 2022 and 18,750,000 Shares were held in trust by the trustee under the Share Award Scheme as of 31 December 2022.

Save as disclosed above, during the year ended 31 December 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

## SHARE OPTION SCHEME

The Share Option Scheme was conditionally approved and adopted by our Shareholders on 25 September 2020 and effective upon Listing. The purpose of the Share Option Scheme is to provide our Company with a means of incentivizing any Eligible Person (as defined in the Prospectus) who has contributed or will contribute to our Group and retaining employees, and to encourage employees to work towards enhancing the value of our Company and promote the long-term growth of our Company. The Share Option Scheme will link the value of the Company with the interests of the participants, enabling the participants and the Company to develop together and promote the Company's corporate culture.

Subject to earlier termination by our Company in general meeting or by our Board, the Share Option Scheme shall be valid and effective for a period of ten years commencing on 25 September 2020, with an outstanding period of seven years and eight months as at the date of this annual report. The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option schemes existing at such time shall not exceed 10% of the total number of Shares in issue as of the Listing Date.

The exercise price shall be a price determined by the Board at the Board's absolute discretion and notified to an Eligible Person but in any event shall be at least the higher of (i) the closing price of the Shares on the offer date; (ii) the average of the closing price of the Shares for the five business days immediately preceding the offer date; and (iii) the nominal value of a Share on the offer date. Since the adoption of the Share Option Scheme and up to 31 December 2022, no options had been granted or agreed to be granted, and thus no options had been exercised, cancelled or lapsed under the Share Option Scheme. As a result, the total number of Shares available for issue under the Share Option Scheme was 100,000,000, representing 10% of the total number of Shares in issue of the Company as of the date of this annual report.

## SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 10 May 2021 to recognise the contributions by certain Eligible Participants (as defined in the announcement of the Company dated 10 May 2021) and to provide them with incentives in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group. The Share Award Scheme shall be valid and effective for a term of ten years commencing on 10 May 2021, with an outstanding period of eight years as at the date of this annual report. The Board shall not make any further award of such number of shares as awarded by the Board to a Selected Participant (as defined in the announcement of the Company dated 10 May 2021) which will result in the nominal value of the shares awarded by the Board under the Share Award Scheme being equal to or greater than 10% of the issued share capital of the Company from time to time. The maximum number of Shares which may be awarded to a Selected Participant under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company from time to time. No share awards under the Share Award Scheme were granted nor vested since the adoption of the Share Award Scheme and during the year ended 31 December 2022 and as of 31 December 2022, there were 18,750,000 Shares held in trust by the trustee under the Share Award Scheme.

As of 1 January 2022 and 31 December 2022, the total number of new Shares which is available for further grant under the Share Option Scheme and the Share Award Scheme is 100,000,000, representing 10% of the issued share capital of the Company as of 1 January 2022 and 31 December 2022, respectively.

On 29 July 2021, the Company was informed that Cedar Group, one of the controlling Shareholders of the Company, adopted the Cedar Share Award Scheme for eligible persons in order to retain them for the continuous operation and development of the Group, and to attract suitable personnel for further development of the Group. The award shares will be satisfied by the existing Shares beneficially owned by Cedar Group and no new Share will be issued by the Company as a result of the grant of award shares under the Cedar Share Award Scheme. As of 31 December 2022, a total of 63,782,250 Shares, representing all Shares held by Cedar Group before the adoption of the Cedar Share Award Scheme which were available for granting, have been granted and vested. Cedar Group no longer held any Share as of the date of this annual report.

## DIRECTORS

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

**Non-executive Directors**
Mr. Zhang Peng *(Chairman)*
Mr. Long Han

**Executive Directors**
Mr. Liu Peiqing *(Co-chief executive officer and general manager)*
Mr. Jia Yan *(Co-chief executive officer)*
Mr. Jin Chungang
Ms. Zhu Li

**Independent non-executive Directors**
Ms. Sun Jing
Mr. Cheng Peng
Mr. Chen Sheng (appointed on 30 March 2022)
Ms. Zhu Caiqing (resigned on 30 March 2022)

# DIRECTORS' REPORT

In accordance with the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Therefore, Mr. Liu Peiqing, Mr. Long Han and Mr. Cheng Peng will retire by rotation at the upcoming annual general meeting and intend to be re-elected.

The biographical details of the Directors and senior management of the Company are set out in the section headed "Directors and Senior Management" in this annual report.

**Directors' Service Contracts and Letters of Appointment**

Each of our executive Directors has entered into a service contract with our Company, and we have issued a letter of appointment to each of our non-executive Directors and each of our independent non-executive Directors. The service contracts with each of our executive Directors and the letters of appointment with our non-executive Directors and each of our independent non-executive Directors are for an initial fixed term of three years commencing from 28 September 2020, except for the letter of appointment of our independent non-executive Director, Mr. Chen Sheng, which is for an initial fixed term of three years commencing on 30 March 2022.The service contracts and the letters of appointment are subject to termination in accordance with their respective terms.

The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules. None of our Directors proposed for re-election at the AGM has a service contract with members of our Group that is not determinable by our Group within one year without payment of compensation, other than statutory compensation.

**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 (being Ms. Sun Jing, Mr. Cheng Peng and Mr. Chen Sheng), and the Company considers such Directors to be independent for the year ended 31 December 2022.

**Directors' and Controlling Shareholders' Interests in Transactions, Arrangements or Contracts of Significance**

Other than the related party transactions disclosed in note 30 to the consolidated financial statements and the connected transactions as disclosed in the section headed "Connected Transactions" in this Directors' Report, no Director had either direct or indirect material interest in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party, and there was no transaction, arrangement or contract of significance between the Company or any of its subsidiaries and the Company's controlling Shareholders or any of its subsidiaries, subsisted at the end of, or at any time during the year ended 31 December 2022.

**Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures**

As of 31 December 2022, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

***1. Interests in the Company***

| Name of Director | Nature of Interest | Number of Shares held[(6)] | Approximate percentage of shareholding [(1)] |
|---|---|---|---|
| Zhang Peng[(5)] | Beneficial owner | 8,225,000 | 0.82% |
| | Interest in controlled corporation[(2)] | 170,777,250 | 17.08% |
| Liu Peiqing | Beneficial owner | 310,000 | 0.03% |
| | Interest in controlled corporation[(3)] | 10,988,750 | 1.10% |
| Long Han | Interest in controlled corporation[(4)] | 10,511,250 | 1.05% |
| Zhu Li | Beneficial owner | 676,155 | 0.07% |
| Jia Yan | Beneficial owner | 4,499,977 | 0.45% |
| Jin Chungang | Beneficial owner | 1,007,282 | 0.10% |

*Notes:*

(1) The percentage represents the number of ordinary shares interested divided by the number of issued Shares as of 31 December 2022.

(2) The Shares are registered under the name of Hao Fung, which is wholly owned by Mr. Zhang Peng. Accordingly, Mr. Zhang Peng is deemed to be interested in all the Shares held by Hao Fung.

(3) The Shares are registered under the name of Liu Pei Qing Management, which is wholly owned by Mr. Liu Peiqing. Accordingly, Mr. Liu Peiqing is deemed to be interested in all the Shares held by Liu Pei Qing Management.

(4) The Shares are registered under the name of Long Han Management, which is wholly owned by Mr. Long Han. Accordingly, Mr. Long Han is deemed to be interested in all the Shares held by Long Han Management.

(5) Mr. Zhang Peng, together with Mr. Zhang Lei, being parties acting in concert, were interested in 513,929,000 Shares, representing approximately 51.39% of the number of the Company's issued Shares as of 31 December 2022.

(6) All interests stated are long positions.

### 2. *Interests in associated corporations of the Company*

| Name of Director | Name of associated corporation | Nature of interest | Amount of share capital held | Approximate percentage of shareholding[(1)] |
|---|---|---|---|---|
| Zhang Peng | First Living[(1)] | Beneficial owner | RMB1,317,397 | 3.8% |
| Jia Yan | First Living[(1)] | Beneficial owner | RMB1,221,853 | 3.5% |

*Note:*

(1) First Living is a non-wholly owned subsidiary of our Company and thus an associated corporation of our Company.

Save as disclosed above, as of 31 December 2022, none of the Directors or 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 notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares**

As of 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, or which are recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

| Name of Shareholder | Nature of Interest | Number of Shares held(10) | Approximate percentage of shareholding(1) |
|---|---|---|---|
| Zhang Lei(2) | Interest in controlled corporation | 334,926,750 | 33.49% |
| Yu Jinmei(3) | Interest of spouse | 334,926,750 | 33.49% |
| Glorious Group(2) | Beneficial owner | 334,926,750 | 33.49% |
| Vistra Trust (Hong Kong) Limited(4)(5) | Trustee | 264,000,000 | 26.40% |
| Wang Yujuan(6) | Interest of spouse | 179,002,250 | 17.90% |
| Hao Fung(7) | Beneficial owner | 170,777,250 | 17.08% |
| Huang Tao(5) | Founder of a discretionary trust who can influence how the trustee exercises his discretion | 158,400,000 | 15.84% |
| Platinum Wish Limited(5) | Beneficial owner | 158,400,000 | 15.84% |
| Joy Deep Limited(5) | Beneficial owner | 158,400,000 | 15.84% |
| Huang Shiying(4) | Founder of a discretionary trust who can influence how the trustee exercises his discretion | 105,600,000 | 10.56% |
| View Max Limited(4) | Beneficial owner | 105,600,000 | 10.56% |
| Joy Riding Limited(4) | Beneficial owner | 105,600,000 | 10.56% |
| CDH Griffin(8) | Interest in controlled corporation | 86,424,000 | 8.64% |
| East Oak(8) | Interest in controlled corporation | 86,424,000 | 8.64% |
| Access Star(8) | Interest in controlled corporation | 86,424,000 | 8.64% |
| Ningbo Huiyong(8) | Interest in controlled corporation | 86,424,000 | 8.64% |
| Ningbo Chunyong(8) | Interest in controlled corporation | 86,424,000 | 8.64% |

| Name of Shareholder | Nature of Interest | Number of Shares held[10] | Approximate percentage of shareholding[1] |
|---|---|---|---|
| Ningbo Runyong[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Ningbo Weijun[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Ningbo Xubo[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Ningbo Penghui[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Tianjin Haoyong[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Tianjin Weiyuan[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Tianjin Taiding[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Dinghui Investment[8] | Interest in controlled corporation | 86,424,000 | 8.64% |
| Shanghai CDH Yaojia[8] | Beneficial owner | 86,424,000 | 8.64% |
| Hangzhou Dinghui[9] | Interest in controlled corporation | 86,424,000 | 8.64% |

*Notes:*

(1) The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as of 31 December 2022.

(2) Glorious Group is wholly owned by Mr. Zhang Lei. Therefore, Mr. Zhang Lei is deemed under the SFO to be interested in 334,926,750 Shares held by Glorious Group as of 31 December 2022.

(3) Ms. Yu Jinmei, the spouse of Mr. Zhang Lei, is deemed under the SFO to be interested in these 334,926,750 Shares in which Mr. Zhang Lei is deemed to be interested.

(4) View Max is interested in 105,600,000 Shares, which is owned by Joy Riding Limited (樂行有限公司) as to 99% and Leisure Light Limited (悠光有限公司) as to 1%, respectively. Joy Riding Limited is held by Leading Trend Family Trust, the founder and settlor of which is Mr. Huang Shiying (黃世熒). Vistra Trust (Hong Kong) Limited is the trustee of Leading Trend Family Trust. Mr. Huang Shiying and his family members are beneficiaries of Leading Trend Family Trust. As such, each of Vistra Trust (Hong Kong) Limited, Joy Riding Limited and Mr. Huang Shiying is deemed to be interested in the 105,600,000 Shares held by View Max.

(5) Platinum Wish is interested in 158,400,000 Shares, which is owned by Joy Deep Limited (悅深有限公司) as to 99% and Prime Elegance Limited (至雅有限公司) as to 1%, respectively. Joy Deep Limited is held by Sparkle Fortune Family Trust, the founder and settlor of which is Mr. Huang Tao (黃濤). Vistra Trust (Hong Kong) Limited is the trustee of Sparkle Fortune Family Trust. Mr. Huang Tao and his family members are beneficiaries of Sparkle Fortune Family Trust. As such, each of Vistra Trust (Hong Kong) Limited, Joy Deep Limited and Mr. Huang Tao is deemed to be interested in the 158,400,000 Shares held by View Max.

(6) Ms. Wang Yujuan, the spouse of Mr. Zhang Peng, is deemed under the SFO to be interested in these 179,002,250 Shares in which Mr. Zhang Peng is deemed to be interested.

(7) Hao Fung is wholly-owned by Mr. Zhang Peng. Therefore, Mr. Zhang Peng is deemed under the SFO to be interested in these 170,777,250 Shares held by Hao Fung.

(8) Dinghui Equity Investment Management (Tianjin) Company Limited (鼎暉股權投資管理(天津)有限公司) ("**Dinghui Investment**") is the general partner of Shanghai CDH Yaojia Venture Capital Center (Limited Partnership) (上海鼎暉耀家創業投資中心(有限合夥)) ("**Shanghai CDH Yaojia**"). Dinghui Investment is owned as to 85.4% by Tianjin Taiding Investment Co., Ltd. (天津泰鼎投資有限公司) ("**Tianjin Taiding**"). Tianjin Taiding is owned as to 45% and 55% by Tianjin Weiyuan Investment Management Co., Ltd. (天津維遠投資管理有限公司) ("**Tianjin Weiyuan**") and Tianjin Haoyong Investment Management Co., Ltd. (天津浩永投資管理有限公司) ("**Tianjin Haoyong**"), respectively. Tianjin Weiyuan is wholly-owned by Ningbo Economic and Technological Development Zone Penghui Investment Consulting Co., Ltd. (寧波經濟技術開發區鵬暉投資諮詢有限公司) ("**Ningbo Penghui**"). Ningbo Penghui is wholly owned by Ningbo Economic and Technological Development Zone Xubo Investment Consulting Co., Ltd. (寧波經濟技術開發區旭博投資諮詢有限公司) ("**Ningbo Xubo**"). Ningbo Xubo is wholly owned by Ningbo Economic and Technological Development Zone Weijun Investment Consulting Co., Ltd. (寧波經濟技術開發區維均投資諮詢有限公司) ("**Ningbo Weijun**"). Ningbo Weijun is wholly-owned by Access Star Company Limited ("**Access Star**"). Tianjin Haoyong is wholly-owned by Ningbo Economic and Technological Development Zone Runyong Investment Consulting Co., Ltd. (寧波經濟技術開發區潤永投資諮詢有限公司) ("**Ningbo Runyong**"). Ningbo Runyong is wholly-owned by Ningbo Economic and Technological Development Zone Chunyong Investment Consulting Co., Ltd. (寧波經濟技術開發區淳永投資諮詢有限公司) ("**Ningbo Chunyong**"). Ningbo Chunyong is wholly-owned by Ningbo Economic and Technological Development Zone Huiyong Investment Consulting Co., Ltd. (寧波經濟技術開發區匯永投資諮詢有限公司) ("**Ningbo Huiyong**"), which is wholly-owned by East Oak Company Limited ("**East Oak**"). Each of Access Star and East Oak is owned as to 85% by CDH Griffin Holdings Company Limited ("**CDH Griffin**"). Therefore, Dinghui Investment, Tianjin Taiding, Tianjin Weiyuan, Tianjin Haoyong, Ningbo Runyong, Ningbo Chunyong, Ningbo Huiyong, Ningbo Penghui, Ningbo Xubo, Ningbo Weijun, East Oak, Access Star and CDH Griffin are deemed under the SFO to be interested in these 86,424,000 Shares held by Shanghai CDH Yaojia.

(9) Hangzhou Dinghui New Trend Equity Investment Partnership (Limited Partnership) (杭州鼎暉新趨勢股權投資合夥企業(有限合夥)) ("**Hangzhou Dinghui**") is a limited partner of Shanghai CDH Yaojia. Shanghai CDH Yaojia is owned as to 99.9990% by Hangzhou Dinghui. Therefore, Hangzhou Dinghui is deemed under the SFO to be interested in these 86,424,000 Shares held by Shanghai CDH Yaojia.

(10) All interests stated are long positions.

Save as disclosed above, as of 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.

## 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.

## PRE-EMPTIVE RIGHTS

There is no arrangement for pre-emptive rights under the Articles of Association, although there are no restrictions against such rights under the laws in the Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders of the Company.

## TAX RELIEF AND EXEMPTION

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

## EMOLUMENT POLICY

Our success depends on our ability to attract, retain and motivate qualified personnel. The remuneration package for our employees generally includes salary and discretionary bonuses. We determine employee remuneration based on factors such as qualifications and years of experience. Employees also receive welfare benefits, including medical care, retirement benefits, occupational injury insurance and other miscellaneous items. We make contributions to mandatory social security funds for our employees to provide for retirement, medical, work-related injury, maternity and unemployment benefits. We offer competitive compensation packages and systematic training programs and development programs across all levels to attract and retain our employees. We aim at creating a value-oriented ecosystem and open communication atmosphere. Moreover, we have adopted a Share Option Scheme for incentivising qualified employees and a Share Award Scheme to retain eligible participants. For more information of our Share Option Scheme and Share Award Scheme, please refer to the section headed "Share Option Scheme" and "Share Award Scheme" in this Directors' Report. Our Group has established a Remuneration Committee to establish and review the policy and structure of the remuneration for our Directors and senior management and make recommendations on employee benefit arrangement. In general, our Group determines the emolument payable to our Directors based on each Director's time commitment and responsibilities, salaries paid by comparable companies as well as the employment conditions elsewhere in our Group.

## EMPLOYEE BENEFITS

Particulars of the employee benefits of the Group are set out in note 6 to the consolidated financial statements.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the knowledge of the Directors, the Company has maintained minimum public float of 25% as required under the Listing Rules during the year ended 31 December 2022.

## RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

Other than disclosed under the section headed "Share Option Scheme" and "Share Award Scheme" in this Directors' Report, the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, have not entered into any arrangement to enable the Directors or chief executive of the Company or their respective associates to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement.

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

Each of our controlling Shareholders and Directors confirms that he/she/it or his/her/its respective close associates was not interested in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules, during the year ended 31 December 2022.

## PERMITTED INDEMNITY PROVISION

Every Director, Auditor or other officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director, Auditor or other officers of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. Subject to the Companies Law, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability. Such provisions were in force throughout the year ended 31 December 2022 and are currently in force. The Company has arranged for appropriate insurance cover for Directors' liabilities in respect of legal actions that may be brought against the Directors.

## USE OF PROCEEDS FROM THE GLOBAL OFFERING

The Company's Shares were listed on the Main Board of the Stock Exchange on 22 October 2020, with a total of 250,000,000 Shares being issued. Based on the final offer price of HK$2.40 per Share, the net proceeds from the Global Offering to be received by the Company, after deduction of underwriting fees and commission, and other estimated expenses payable by the Company in connection with the Global Offering are approximately HK$571.2 million. Details of the Group's use of proceeds from the Global Offering as of 31 December 2022 are set out in the section headed "Management Discussion and Analysis — Use of Proceeds" in this annual report.

## CONNECTED TRANSACTIONS

**Non-exempt Continuing Connected Transactions**

From the Listing to the year ended 31 December 2022, our Group has entered into various non-exempt continuing connected transactions with the following connected persons of the Company:

- First Assets, is ultimately owned by Mr. Zhang Peng as to 99.9% and Mr. Long Han as to 0.1%. Mr. Zhang Peng is the chairman of the Board and a non-executive Director. Mr. Long Han is a non-executive Director. Hence, First Assets is an associate of Mr. Zhang Peng and is a connected person of the Company.

- First Assets and its subsidiaries and 30%-controlled companies (as defined under the Listing Rules) (collectively, the "**First Assets Group**").

- First Living, is a non-wholly owned subsidiary of the Company. It is owned as to (i) 72.1% by our Company, (ii) 8.1% by New Momentum (Beijing) Construction Technology Co., Ltd. ("**New Momentum**") and Zhihui Hongye Investment (Beijing) Co., Ltd. ("**Zhihui Hongye**"), and (iii) 3.8% by Mr. Zhang Lei, a substantial shareholder of the Company. New Momentum and Zhihui Hongye are ultimately owned by Mr. Zhang Lei, a substantial shareholder of the Company. As New Momentum and Zhihui Hongye are ultimately owned by Mr. Zhang Lei, First Living is therefore a connected subsidiary under to Rule 14A.16(1) of the Listing Rules.

- First Living Group, comprising First Living and its subsidiaries.

- Modern Investment Group Co., Ltd. ("**Modern Investment**") which is indirectly owned by Mr. Zhang Peng as to 99.9% and Mr. Long Han as to 0.1%. Mr. Zhang Peng is the chairman of the Board and a non-executive Director. Mr. Long Han is a non-executive Director. Hence, Modern Investment is an associate of Mr. Zhang Peng and a connected person of the Company.

- Modern Investment and its subsidiaries and 30%-controlled companies (as defined under the Listing Rules) (collectively, the "**Modern Investment Group**").

- Modern Land is ultimately owned as to 66.11% by Mr. Zhang Lei, a substantial shareholder of the Company. Hence, Modern Land is an associate of Mr. Zhang Lei and a connected person of the Company.

- Modern Land Group, comprising Modern Land and its subsidiaries.

- Super Land Holdings Limited ("**Super Land**"), is ultimately and wholly-owned by a discretionary family trust, of which Mr. Zhang Lei, his family members and certain other individuals are beneficiaries. As Mr. Zhang Lei is a substantial shareholder of the Company, Super Land is an associate of Mr. Zhang Lei and a connected person of the Company.

- Super Land and the joint ventures and associates (as defined under the IFRS) that Super Land had invested in through the Modern Land Group (collectively, the "**Super Land Group**").

***Master Contracting Services Agreement with Modern Investment***

We entered into a master contracting services agreement on 28 September 2020 with Modern Investment (the "**Modern Investment Master Contracting Services Agreement**"), pursuant to which our Group would provide systems installation services to the Modern Investment Group.

The Modern Investment Master Contracting Services Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the Modern Investment Master Contracting Services Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB0.5 million, RMB0.5 million and RMB0.5 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Investment Master Contracting Services Agreement for the year ended 31 December 2022 was RMB0.05 million (2021: nil).

***Master Contracting Services Agreement with Modern Land***

We entered into a master contracting services agreement on 4 December 2019 with Modern Land (the "**Modern Land Master Contracting Services Agreement**"), pursuant to which our Group would provide systems installation services to the Modern Land Group.

The Modern Land Master Contracting Services Agreement has become effective on 1 January 2020 and is valid until 31 December 2022.

The annual caps for the Modern Land Master Contracting Services Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB30.0 million, RMB31.0 million and RMB32.0 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Land Master Contracting Services Agreement for the year ended 31 December 2022 was RMB22.4 million (2021: RMB30.9 million).

***Master Contracting Services Agreement with Super Land***

We entered into a master contracting services agreement on 28 September 2020 with Super Land (the "**Super Land Master Contracting Services Agreement**"), pursuant to which our Group would provide systems installation services to the Super Land Group.

The Super Land Master Contracting Services Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the Super Land Master Contracting Services Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB5.0 million, RMB31.0 million and RMB33.0 million, respectively. The aggregate transaction amount incurred in accordance with the Super Land Master Contracting Services Agreement for the year ended 31 December 2022 was RMB14.3 million (2021: RMB20.2 million).

***Master Energy-conservation Advisory Agreement with Modern Land***

We entered into a master energy-conservation advisory agreement on 4 December 2019 with Modern Land (the "**Modern Land Master Energy-conservation Advisory Agreement**"), pursuant to which our Group would supply AIRDINO systems, and provide green technology consulting services to the Modern Land Group.

The Modern Land Master Energy-conservation Advisory Agreement has become effective on 1 January 2020 and is valid until 31 December 2022.

The annual caps for the Modern Land Master Energy-conservation Advisory Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB30.0 million, RMB31.0 million and RMB32.0 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Land Master Energy-conservation Advisory Agreement for the year ended 31 December 2022 was nil (2021: RMB13.4 million).

***Master Energy-conservation Advisory Agreement with Super Land***

We entered into a master energy-conservation advisory agreement on 28 September 2020 with Super Land ("**Super Land Master Energy-conservation Advisory Agreement**"), pursuant to which our Group will supply AIRDINO systems, and provide green technology consulting services to the Super Land Group.

The Super Land Master Energy-conservation Advisory Agreement has become effective on the Listing Date and is valid until 31 December 2022.

The annual caps for the Super Land Master Energy-conservation Advisory Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB12.0 million, RMB14.0 million and RMB15.0 million, respectively. The aggregate transaction amount incurred in accordance with the Super Land Master Energy-conservation Advisory Agreement for the year ended 31 December 2022 was nil (2021: RMB6.4 million).

***Master Energy Operation Services Agreement with First Living***

We entered into a master energy operation services agreement on 28 September 2020 with First Living (the "**First Living Master Energy Operation Services Agreement**"), pursuant to which we will procure energy operation services from the First Living Group, where it operates energy stations to provide central heating and central cooling.

The First Living Master Energy Operation Services Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the First Living Master Energy Operation Services Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB14.0 million, RMB22.0 million and RMB30.0 million, respectively. The aggregate transaction amount incurred in accordance with the First Living Master Energy Operation Services Agreement for the year ended 31 December 2022 was RMB14.4 million (2021: RMB12.5 million).

***Master Lease Agreement with First Assets***

We entered into a master lease agreement on 28 June 2022 with First Assets (the "**First Assets Master Lease Agreement**"), pursuant to which members of our Group will enter into individual lease agreements with members of the First Assets Group which will set out specific terms and conditions such as relevant property, rental fees and rental period.

The First Assets Master Lease Agreement has become effective from 28 June 2022 and is valid until 31 December 2022.

The annual caps for the First Assets Master Lease Agreement for the year ended 31 December 2022 amounted to RMB1.0 million. The aggregate transaction amount incurred in accordance with the First Assets Master Lease Agreement for the year ended 31 December 2022 was RMB0.3 million.

Further details of the First Assets Master Lease Agreement are set out in the announcement of the Company dated 28 June 2022.

***Master Lease Agreement with Modern Investment***

We entered into a master lease agreement on 28 September 2020 with Modern Investment (the "**Modern Investment Master Lease Agreement**"), pursuant to which members of our Group will enter into individual lease agreements with members of the Modern Investment Group setting out specific terms and conditions such as relevant property, rental fees and rental period.

The Modern Investment Master Lease Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the Modern Investment Master Lease Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB5.0 million, RMB5.0 million and RMB5.0 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Investment Master Lease Agreement for the year ended 31 December 2022 was RMB0.8 million (2021: RMB2.0 million).

***Master Maintenance Services Agreement with First Assets***

We entered into a master maintenance services agreement on 28 June 2022 with First Assets (the "**First Assets Master Maintenance Services Agreement**"), pursuant to which we will procure maintenance services from members of the First Assets Group, which comprise mainly of elevator system and other ad hoc maintenance services.

The First Assets Master Maintenance Services Agreement has become effective from 28 June 2022 and is valid until 31 December 2022.

The annual caps for the First Assets Master Maintenance Services Agreement for the year ended 31 December 2022 amounted to RMB14.0 million. The aggregate transaction amount incurred in accordance with the First Assets Master Maintenance Services Agreement for the year ended 31 December 2022 was RMB3.3 million.

Further details of the First Assets Master Maintenance Services Agreement are set out in the announcement of the Company dated 28 June 2022.

***Master Maintenance Services Agreement with Modern Investment***

We entered into a master maintenance services agreement on 28 September 2020 with Modern Investment (the "**Modern Investment Master Maintenance Services Agreement**"), pursuant to which we will procure maintenance services from the Modern Investment Group, which comprise mainly of elevator system and other ad hoc maintenance services.

The Modern Investment Master Maintenance Services Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the Modern Investment Master Maintenance Services Agreement for the years ended 31 December 2020, 2021 and 2022 amount to RMB10.0 million, RMB10.0 million and RMB10.0 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Investment Master Maintenance Services Agreement for the year ended 31 December 2022 was RMB3.3 million (2021: RMB3.4 million).

***Master Property Management Agreement with First Assets***

We entered into a master property management agreement on 28 June 2022 with First Assets (the "**First Assets Master Property Management Agreement**"), pursuant to members of our Group agreed to provide property management services, energy operation services and value-added services, including communal area leasing services to members of the First Assets Group.

The First Assets Master Property Management Agreement has become effective from 28 June 2022 and is valid until 31 December 2022.

The annual caps for the First Assets Master Property Management Agreement for the year ended 31 December 2022 amounted to RMB9.0 million. The aggregate transaction amount incurred in accordance with the First Assets Master Property Management Agreement for the year ended 31 December 2022 was RMB4.6 million.

Further details of the First Assets Master Property Management Agreement are set out in the announcement of the Company dated 28 June 2022 and the circular of the Company dated 11 August 2022.

***Master Property Management Agreement with Modern Investment***

We entered into a master property management agreement on 28 September 2020 with Modern Investment (the "**Modern Investment Master Property Management Agreement**"), pursuant to which our Group agreed to provide property management services, energy operation services and value-added services, including communal area leasing services to the Modern Investment Group.

The Modern Investment Master Property Management Agreement has become effective from the Listing Date and is valid until 31 December 2022

The annual caps for the Modern Investment Master Property Management Agreement for the years ended 31 December 2020, 2021 and 2022 amount to RMB20.0 million, RMB23.0 million and RMB26.0 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Investment Master Property Management Agreement for the year ended 31 December 2022 was RMB1.3 million (2021: RMB7.2 million).

***Master Property Management Agreement with Modern Land***

We entered into a master property management agreement on 4 December 2019 with Modern Land (the "**Modern Land Master Property Management Agreement**"), pursuant to which our Group will provide property management services, energy operation services and value-added services, including parking space management services and sales assistance services to the Modern Land Group.

The Modern Land Master Property Management Agreement has become effective on 1 January 2020 and is valid until 31 December 2022.

The annual caps for the Modern Land Master Property Management Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB115.0 million, RMB120.0 million and RMB125.0 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Land Master Property Management Agreement for the year ended 31 December 2022 was RMB14.5 million (2021: RMB107.1 million).

***Master Property Management Agreement with Super Land***

We entered into a master property management agreement on 28 September 2020 with Super Land (the "**Super Land Master Property Management Agreement**"), pursuant to which our Group agreed to provide property management services and value-added services, including parking space management services and sales assistance services to the Super Land Group.

The Super Land Master Property Management Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the Super Land Master Property Management Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB44.0 million, RMB50.0 million and RMB54.0 million, respectively. The aggregate transaction amount incurred in accordance with the Super Land Master Property Management Agreement for the year ended 31 December 2022 was RMB11.2 million (2021: RMB19.2 million).

***Master Software and Services Agreement with First Assets***

We entered into a master software and services agreement on 28 June 2022 with First Assets (the "**First Assets Master Software and Services Agreement**"), pursuant to which members of the First Assets Group will purchase the license for the use of various modules of the software system, according to their business needs and members of our Group will also provide supporting services to members of the First Assets Group at an annual fee.

The First Assets Master Software and Services Agreement has become effective from 28 June 2022 and is valid until 31 December 2022.

The annual caps for the First Assets Master Software and Services Agreement for the year ended 31 December 2022 amounted to RMB4.0 million. The aggregate transaction amount incurred in accordance with the First Assets Master Software and Services Agreement for the year ended 31 December 2022 was nil.

Further details of the First Assets Master Software and Services Agreement are set out in the announcement of the Company dated 28 June 2022.

***Master Software and Services Agreement with First Living***

We entered into a master software and services agreement on 28 September 2020 with First Living (the "**First Living Master Software and Services Agreement**"), pursuant to which members of the First Living Group will purchase the license for the use of various modules of our office management software system, according to their business needs and our Group will also provide supporting services to members of the First Living Group at an annual fee.

The First Living Master Software and Services Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the First Living Master Software and Services Agreement for years ended 31 December 2020, 2021 and 2022 amounted to RMB1.0 million, RMB1.0 million and RMB1.0 million, respectively. The aggregate transaction amount incurred in accordance with the First Living Master Software and Services Agreement for the year ended 31 December 2022 was nil (2021: nil).

***Master Software and Services Agreement with Modern Investment***

We entered into a master software and services agreement on 28 September 2020 with Modern Investment (the "**Modern Investment Master Software and Services Agreement**"), pursuant to which members of the Modern Investment Group will purchase the license for the use of various modules of the software system, according to their business needs and our Group will also provide supporting services to members of the Modern Investment Group at an annual fee.

The Modern Investment Master Software and Services Agreement has become effective from the Listing Date and is valid until 31 December 2022.

The annual caps for the Modern Investment Master Software and Services Agreement for the years ended 31 December 2020, 2021 and 2022 amounted to RMB4.0 million, RMB4.0 million and RMB4.0 million, respectively. The aggregate transaction amount incurred in accordance with the Modern Investment Master Software and Services Agreement for the year ended 31 December 2022 was nil (2021: nil).

**Renewal of the existing continuing connected transactions**

***New Master Contracting Services Agreement with Modern Land***

The Modern Land Master Contracting Services Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the Modern Land Master Contracting Services Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new master contracting services agreement (the "**Modern Land New Master Contracting Services Agreement**") with Modern Land on 17 November 2022, pursuant to which our Group will provide systems installation services to the Modern Land Group.

The term of the Modern Land New Master Contracting Services Agreement is for three years commencing on 1 January 2023.

The annual caps for the Modern Land New Master Contracting Services Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB8.0 million, RMB7.0 million and RMB7.0 million, respectively.

Further details of the Modern Land New Master Contracting Services Agreement are set out in the announcement of the Company dated 17 November 2022.

***New Master Contracting Services Agreement with Super Land***

The Super Land Master Contracting Services Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the Super Land Master Contracting Services Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new master contracting services agreement (the "**Super Land New Master Contracting Services Agreement**") with Super Land on 17 November 2022, pursuant to which our Group will provide systems installation services to the Super Land Group.

The term of the Super Land New Master Contracting Services Agreement is for three years commencing on 1 January 2023.

The annual caps for the Super Land New Master Contracting Services Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB6.0 million, RMB6.0 million and RMB6.0 million, respectively.

Further details of the Super Land New Master Contracting Services Agreement are set out in the announcement of the Company dated 17 November 2022.

***New Master Energy Operation Services Agreement with First Living***

The First Living Master Energy Operation Services Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the First Living Master Energy Operation Services Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new master energy operation services agreement (the "**First Living New Master Energy Operation Services Agreement**") with First Living on 17 November 2022, pursuant to which our Group will procure energy operation services from members of the First Living Group, where it operates energy stations to provide central heating and central cooling.

The term of the First Living New Master Energy Operation Services Agreement is for three years commencing on 1 January 2023.

The annual caps for the First Living New Master Energy Operation Services Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB19.0 million, RMB19.0 million and RMB19.0 million, respectively.

Further details of the First Living New Master Energy Operation Services Agreement are set out in the announcement of the Company dated 17 November 2022.

***New Master Maintenance Services Agreement with First Assets***

The First Assets Master Maintenance Services Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the First Assets Master Maintenance Services Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new master maintenance services agreement (the "**First Assets New Master Maintenance Services Agreement**") with First Assets on 17 November 2022, pursuant to which our Group will procure maintenance services from members of the First Assets Group, which comprise mainly of elevator system and other ad hoc maintenance services.

The term of the First Assets New Master Maintenance Services Agreement is for three years commencing on 1 January 2023.

The annual caps for the First Assets New Master Maintenance Services Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB12.0 million, RMB15.0 million and RMB17.0 million, respectively.

Further details of the First Assets New Master Maintenance Services Agreement are set out in the announcement of the Company dated 17 November 2022.

***Master Property Management Agreement with First Assets***

The First Assets Master Property Management Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the First Assets Master Property Management Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new master property management agreement (the "**First Assets New Master Property Management Agreement**") with First Assets on 17 November 2022, pursuant to which our Group will provide property management services, energy operation services and value-added services, including communal area leasing services to members of the First Assets Group.

The term of the First Assets New Master Property Management Agreement is for three years commencing on 1 January 2023.

The annual caps for the First Assets New Master Property Management Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB4.0 million, RMB4.0 million and RMB4.0 million, respectively.

Further details of the First Assets New Master Property Management Agreement are set out in the announcement of the Company dated 17 November 2022 and the circular of the Company dated 30 December 2022.

***New Master Property Management Agreement with Modern Investment***

The Modern Investment Master Property Management Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the Modern Investment Master Property Management Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new master property management agreement (the "**Modern Investment New Master Property Management Agreement**") with Modern Investment on 17 November 2022, pursuant to which our Group will provide property management services, energy operation services and value-added services, including communal area leasing services to the Modern Investment Group.

The term of the Modern Investment New Master Property Management Agreement is for three years commencing on 1 January 2023.

The annual caps for the Modern Investment New Master Property Management Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB2.0 million, RMB2.0 million and RMB2.0 million, respectively.

Further details of the Modern Investment New Master Property Management Agreement are set out in the announcement of the Company dated 17 November 2022 and the circular of the Company dated 30 December 2022.

***New Master Property Management Agreement with Modern Land***

The Modern Land Master Property Management Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the Modern Land Master Property Management Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new master property management agreement (the "**Modern Land New Master Property Management Agreement**") with Modern Land on 17 November 2022, pursuant to which our Group will provide property management services, energy operation services and value-added services, including parking space management services and sales assistance services to the Modern Land Group.

The term of the Modern Land New Master Property Management Agreement is for three years commencing on 1 January 2023.

The annual caps for the Modern Land New Master Property Management Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB40.0 million, RMB41.0 million and RMB44.0 million, respectively.

Further details of the Modern Land New Master Property Management Agreement are set out in the announcement of the Company dated 17 November 2022 and the circular of the Company dated 30 December 2022.

***New Master Property Management Agreement with Super Land***

The Super Land Master Property Management Agreement expired on 31 December 2022 and it was expected that the Group would continue to enter into transactions of a nature similar to the transactions under the Super Land Master Property Management Agreement from time to time thereafter. Therefore, we renewed the above agreement by entering into the new property management agreement (the "**Super Land New Master Property Management Agreement**") with Super Land on 17 November 2022, pursuant to which our Group will provide property management services and value-added services, including parking space management services and sales assistance services to the Super Land Group.

The term of the Super Land New Master Property Management Agreement is for three years commencing on 1 January 2023.

The annual caps for the Super Land New Master Property Management Agreement for the years ending 31 December 2023, 2024 and 2025 amount to RMB20.0 million, RMB23.0 million and RMB27.0 million, respectively.

Further details of the Super Land New Master Property Management Agreement are set out in the announcement of the Company dated 17 November 2022 and the circular of the Company dated 30 December 2022.

**Confirmation from the independent non-executive Directors**

The independent non-executive Directors have reviewed and confirmed that the above continuing connected transactions have been entered into: (i) in the ordinary and usual course of the Group's business; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreement governing them and on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**Confirmations from the Auditor**

The Auditor was engaged to report on the Group's continuing connected transactions for the year ended 31 December 2022 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised), "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has issued its letter to the Board containing its findings and conclusions in respect of the continuing connected transactions as set out above in accordance with Rule 14A.56 of the Listing Rules. A copy of the Auditor's letter has been provided by the Company to the Stock Exchange which stated that:

a) nothing has come to the attention of the Auditor that causes the Auditor to believe that the above continuing connected transactions have not been approved by the Board;

b) for transactions involving the provision of goods or services by the Group, nothing has come to the attention of the Auditor that causes the Auditor to believe that the above continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;

c) nothing has come to the attention of the Auditor that causes the Auditor to believe that the above continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and

d) with respect to the aggregate amount of each of the above continuing connected transactions, nothing has come to the attention of the Auditor that causes the Auditor to believe that the continuing connected transactions disclosed above have exceeded the annual cap as set by the Company.

During the year ended 31 December 2022, save as disclosed above, no related party transactions disclosed in note 30 to the consolidated financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the aforementioned connected transactions and continuing connected transactions.

## Annual General Meeting

The AGM of the Company will be held on Tuesday, 20 June 2023. A notice convening the AGM will be published and dispatched to the Shareholders in the manner required by the Listing Rules in due course.

## Closure of Register of Members

For determining the entitlement of the Shareholders to attend the AGM, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023 (both days inclusive). The record date is Tuesday, 20 June 2023. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June 2023.

For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will also be closed from Monday, 3 July 2023 to Wednesday, 5 July 2023 (both days inclusive). The record date is Wednesday, 5 July 2023. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 30 June 2023.

## CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report from pages 36 to 52 of this annual report.

## AUDIT COMMITTEE

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2022.

## AUDITOR

The financial statements for the year ended 31 December 2022 have been audited by KPMG who shall retire at the AGM and, being eligible, will offer itself for re-appointment. A resolution will be proposed at the AGM to re-appoint KPMG as the Auditor.

Save as otherwise stated, all references above to other sections, reports or notes in this annual report form part of this Directors' Report.

On behalf of the Board
**Zhang Peng**
*Chairman*

27 April 2023

Independent auditor's report to the shareholders of
**First Service Holding Limited**
*(Incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of First Service Holding Limited ("the Company") and its subsidiaries ("the Group") set out on pages 85 to 166, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter.

**Expected credit loss allowances for trade receivables (including amounts due from related parties) and contract assets**

*Refer to Notes 20, 21 and 27(a) to the consolidated financial statements and the accounting policies in Note 2(l).*

**The Key Audit Matter**

As at 31 December 2022, the Group's gross trade receivables was RMB600 million, including RMB421 million due from third parties and RMB179 million due from related parties. An allowance for expected credit losses (ECLs) amounted to RMB186 million was provided as at 31 December 2022.

As at 31 December 2022, the Group's gross contract assets was RMB32 million, against which an allowance for ECLs amounted to RMB11 million was provided.

The Group's trade receivables and contract assets arising from contracts with customers mainly derived from property owners and property developers.

Management measured the loss allowance at an amount equal to lifetime ECLs of the trade receivables and contract assets based on the loss patterns for different group of customers, aging of trade receivables and loss rates. The loss allowance also takes into account current market conditions and forward-looking information.

**How the matter was addressed in our audit**

Our audit procedures to assess ECL allowances for trade receivables (including amounts due from related parties) and contract assets included the following:

- obtaining an understanding of and evaluating the design, implementation and operating effectiveness of key internal controls;
- evaluating the Group's policy for estimating the credit loss allowance with reference to the requirements of the prevailing accounting standards;
- obtaining an understanding of the key data and assumptions in the ECL model adopted by management, including the segmentation of trade receivables and contract assets based on credit risk characteristics and estimated loss rates;

## KEY AUDIT MATTER *(Continued)*

**Expected credit loss allowances for trade receivables (including amounts due from related parties) and contract assets** *(continued)*

*Refer to Notes 20, 21 and 27(a) to the consolidated financial statements and the accounting policies in Note 2(l).*

| The Key Audit Matter | How the matter was addressed in our audit |
|---|---|
| Certain related parties of the Group have encountered liquidity issues since October 2021 due to the adverse impact of a number of factors including the macroeconomic environment, the real estate industry environment and the COVID-19 pandemic. Given the different credit risks of these related parties compared to those of the third parties customers, management segmented the trade receivables and contract assets into two groups for the purpose of measuring the loss allowance.<br><br>As at 31 December 2022, the loss allowances for trade receivables and contract assets due from related parties was determined by an external specialist based on an expected recovery rate derived from historical market data and adjusted for industry specific information and differences between economic conditions during the period over which the historical data has been collected and current conditions.<br><br>We identified the ECL allowances for trade receivables (including amounts due from related parties) and contract assets as a key audit matter because the balances of trade receivables and contract assets are material to the Group and determining the loss allowance is inherently subjective and requires the exercise of significant management judgement. | • assessing the appropriateness of estimate of loss allowance by examining the information used by management to derive such estimate, including testing the accuracy of the historical default data and evaluating whether historical loss rates were appropriately adjusted for current market conditions and forward-looking information;<br><br>• assessing whether items in the trade receivables aging report were categorised in the appropriate customer type as well as the appropriate ageing bracket by comparing a sample of individual items with the demand notes, sales invoices and other relevant underlying documentation;<br><br>• re-performing the calculation of the loss allowance as at 31 December 2022;<br><br>• evaluating the independence, competence and experience of the external specialist engaged by management;<br><br>• involving our internal specialists to evaluate the appropriateness of model used by the external specialist to estimate the ECL allowances with references to the prevailing accounting standard and challenging the key assumptions adopted, including those relating to the expected recovery rate by comparing to market information and considering the possibility of management bias in the determination of key assumptions adopted; and<br><br>• assessing the disclosures of credit loss in the consolidated financial statements with reference to the requirements of the prevailing accounting standards. |

## INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Choi Chung Chuen.

**KPMG**
*Certified Public Accountants*

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

29 March 2023

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022
(Expressed in Renminbi("RMB"))

| | Note | 2022 RMB'000 | 2021 RMB'000 |
|---|---|---|---|
| **Revenue** | 4 | **1,122,272** | 1,119,869 |
| Cost of sales | | **(861,384)** | (784,506) |
| **Gross profit** | | **260,888** | 335,363 |
| Other net income | 5 | **28,379** | 22,791 |
| Selling expenses | | **(11,026)** | (18,220) |
| Administrative expenses | | **(173,008)** | (186,522) |
| Expected credit loss on trade receivables and contract assets | 27(a) | **(40,943)** | (113,135) |
| Finance costs | | **(991)** | (459) |
| Share of loss of associates | | **(393)** | (531) |
| Share of (loss)/profit of joint ventures | | **(10)** | 5 |
| **Profit before taxation** | 6 | **62,896** | 39,292 |
| Income tax | 7 | **(12,352)** | (5,683) |
| **Profit for the year** | | **50,544** | 33,609 |
| **Other comprehensive income for the year (after tax and reclassification adjustments)** | 10 | | |
| Item that will not be reclassified to profit or loss: | | | |
| Equity investment at fair value through other comprehensive income ("**FVOCI**") — net movement in fair value reserves (non-recycling) | | **(996)** | (1,070) |
| Item that are or may be reclassified subsequently to profit or loss: | | | |
| Exchange differences on translation of financial statements of foreign operations | | **14,976** | (7,707) |
| **Other comprehensive income for the year** | | **13,980** | (8,777) |
| **Total comprehensive income for the year** | | **64,524** | 24,832 |

The notes on pages 93 to 166 form part of these financial statements.

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022
(Expressed in Renminbi("RMB"))

| | Note | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|---|
| **Profit for the year attributable to:** | | | |
| Equity shareholders of the Company | | 41,338 | 35,466 |
| Non-controlling interests | | 9,206 | (1,857) |
| **Profit for the year** | | 50,544 | 33,609 |
| **Total comprehensive income attributable to:** | | | |
| Equity shareholders of the Company | | 55,318 | 26,689 |
| Non-controlling interests | | 9,206 | (1,857) |
| **Total comprehensive income for the year** | | 64,524 | 24,832 |
| **Earnings per share** | *11* | | |
| Basic and diluted *(RMB)* | | 0.0418 | 0.0356 |

The notes on pages 93 to 166 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022
(Expressed in RMB)

| | Note | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Investment properties | 12 | 15,557 | 14,868 |
| Property, plant and equipment | 13 | 14,954 | 11,615 |
| Intangible assets | 14 | 39,661 | 40,506 |
| Goodwill | 15 | 181,696 | 181,696 |
| Interest in joint ventures | | 37 | 47 |
| Interest in an associate | | 4,607 | – |
| Other financial assets | 17 | 4,165 | 5,493 |
| Deferred tax assets | 24(b) | 38,807 | 34,198 |
| | | 299,484 | 288,423 |
| **Current assets** | | | |
| Inventories | 18 | 813 | 813 |
| Contract assets | 20(a) | 21,054 | 28,338 |
| Trade and other receivables | 21 | 518,496 | 425,017 |
| Financial assets measured at fair value through profit or loss ("FVPL") | 19 | 107,620 | 97,587 |
| Restricted cash | 22(a) | 24,277 | 21,870 |
| Cash and cash equivalents | 22(a) | 396,074 | 495,826 |
| Other current assets | | 1,491 | – |
| | | 1,069,825 | 1,069,451 |

The notes on pages 93 to 166 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2022
(Expressed in RMB)

| | Note | 2022 RMB'000 | 2021 RMB'000 |
|---|---|---|---|
| **Current liabilities** | | | |
| Trade and other payables | 23 | 368,317 | 323,665 |
| Contract liabilities | 20(b) | 279,646 | 274,862 |
| Bank loans | 25 | – | 20,508 |
| Current taxation | 24(a) | 7,046 | 16,963 |
| Contingent consideration — current portion | 31(b) | 11,679 | 5,812 |
| | | 666,688 | 641,810 |
| **Net current assets** | | 403,137 | 427,641 |
| **Total assets less current liabilities** | | 702,621 | 716,064 |
| **Non-current liabilities** | | | |
| Deferred tax liabilities | 24(b) | 7,559 | 8,842 |
| Contingent consideration — non-current portion | 31(b) | 20,655 | 33,702 |
| | | 28,214 | 42,544 |
| **NET ASSETS** | | 674,407 | 673,520 |
| **CAPITAL AND RESERVES** | 26 | | |
| Share capital | | 1 | 1 |
| Reserves | | 629,279 | 637,477 |
| **Total equity attributable to equity shareholders of the Company** | | 629,280 | 637,478 |
| **Non-controlling interests** | | 45,127 | 36,042 |
| **TOTAL EQUITY** | | 674,407 | 673,520 |

Approved and authorised for issue by the board of directors on 29 March 2023.

**Liu Peiqing**
*Director*

**Zhu Li**
*Director*

The notes on pages 93 to 166 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022
(Expressed in RMB)

| | | Attributable to equity shareholders of the Company | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Note | Share capital RMB'000 | Share premium RMB'000 | Employee share trusts RMB'000 | Capital reserve RMB'000 | Statutory surplus reserves RMB'000 | Exchange reserve RMB'000 | Fair value reserve RMB'000 | Retained profits RMB'000 | Total RMB'000 | Non-controlling interests RMB'000 | Total equity RMB'000 |
| **Balance at 1 January 2021** | | 1 | 589,130 | – | (64,037) | 17,624 | (4,253) | 690 | 113,702 | 652,857 | 20,558 | 673,415 |
| **Changes in equity for 2021:** | | | | | | | | | | | | |
| Profit for the year | | – | – | – | – | – | – | – | 35,466 | 35,466 | (1,857) | 33,609 |
| Other comprehensive income | | – | – | – | – | – | (7,707) | (1,070) | – | (8,777) | – | (8,777) |
| Total comprehensive income | | – | – | – | – | – | (7,707) | (1,070) | 35,466 | 26,689 | (1,857) | 24,832 |
| Dividends approved in respect of the previous year | *26(c)* | – | – | 197 | – | – | – | – | (33,190) | (32,993) | – | (32,993) |
| Acquisition of subsidiaries under common control | *31(a)* | – | – | – | (2,320) | – | – | – | – | (2,320) | – | (2,320) |
| Acquisition of non-controlling interests | | – | – | – | 535 | – | – | – | – | 535 | (915) | (380) |
| Acquisition of subsidiaries from third parties | *31(b)* | – | – | – | – | – | – | – | – | – | 17,307 | 17,307 |
| Acquisition of shares for a share award scheme | *26(d)* | – | – | (7,290) | – | – | – | – | – | (7,290) | – | (7,290) |
| Capital contribution from non-controlling shareholders | | – | – | – | – | – | – | – | – | – | 910 | 910 |
| Disposal of subsidiaries | | – | – | – | – | – | – | – | – | – | 39 | 39 |
| Appropriation to statutory reserves | | – | – | – | – | 5,942 | – | – | (5,942) | – | – | – |
| **Balance at 31 December 2021** | | 1 | 589,130 | (7,093) | (65,822) | 23,566 | (11,960) | (380) | 110,036 | 637,478 | 36,042 | 673,520 |

The notes on pages 93 to 166 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022
(Expressed in RMB)

| | | Attributable to equity shareholders of the Company | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Note | Share capital RMB'000 | Share premium RMB'000 | Employee share trusts RMB'000 | Capital reserve RMB'000 | Statutory surplus reserves RMB'000 | Exchange reserve RMB'000 | Fair value reserve RMB'000 | Retained profits RMB'000 | Total RMB'000 | Non-controlling interests RMB'000 | Total equity RMB'000 |
| **Balance at 1 January 2022** | | 1 | 589,130 | (7,093) | (65,822) | 23,566 | (11,960) | (380) | 110,036 | 637,478 | 36,042 | 673,520 |
| Changes in equity for 2022: | | | | | | | | | | | | |
| Profit for the year | | – | – | – | – | – | – | – | 41,338 | 41,338 | 9,206 | 50,544 |
| Other comprehensive income | | – | – | – | – | – | 14,976 | (996) | – | 13,980 | – | 13,980 |
| Total comprehensive income | | – | – | – | – | – | 14,976 | (996) | 41,338 | 55,318 | 9,206 | 64,524 |
| Dividends approved in respect of the previous year | 26(c) | – | (57,655) | 691 | – | – | – | – | – | (56,964) | (642) | (57,606) |
| Transfer | | – | (33,190) | – | – | – | – | – | 33,190 | – | – | – |
| Acquisition of non-controlling interests | | – | – | – | 20 | – | – | – | – | 20 | (320) | (300) |
| Acquisition of shares for a share award scheme | 26(d) | – | – | (6,572) | – | – | – | – | – | (6,572) | – | (6,572) |
| Capital contribution from non-controlling shareholders | | – | – | – | – | – | – | – | – | – | 849 | 849 |
| Disposal of subsidiaries | | – | – | – | – | – | – | – | – | – | (8) | (8) |
| Appropriation to statutory reserves | | – | – | – | – | 6,980 | – | – | (6,980) | – | – | – |
| **Balance at 31 December 2022** | | 1 | 498,285 | (12,974) | (65,802) | 30,546 | 3,016 | (1,376) | 177,584 | 629,280 | 45,127 | 674,407 |

The notes on pages 93 to 166 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022
(Expressed in RMB)

| | Note | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|---|
| **Operating activities** | | | |
| Cash generated from operations | 22(b) | 15,412 | 21,967 |
| Income tax paid | 24(a) | (27,821) | (20,730) |
| **Net cash (used in)/generated from operating activities** | | (12,409) | 1,237 |
| **Investing activities** | | | |
| Proceeds on disposal of financial assets measured at FVPL | | 383,103 | 401,832 |
| Interest received | | 4,658 | 4,528 |
| Proceeds on disposal of property, plant and equipment | | 652 | 230 |
| Net cash outflow from disposals of subsidiaries | 22(d) | (711) | (48) |
| Purchase of financial assets measured at FVPL | | (391,189) | (407,970) |
| Net cash outflow on business combinations | | – | (182,417) |
| Purchases of property, plant and equipment | | (7,388) | (6,226) |
| Purchases of intangible assets | | (1,673) | (2,343) |
| Capital injection into an associate | | (5,000) | – |
| Capital contribution to a joint venture | | – | (49) |
| Cash inflow from disposals of joint ventures | | – | 364 |
| **Net cash generated used in investing activities** | | (17,548) | (192,099) |

The notes on pages 93 to 166 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022
(Expressed in RMB)

| | Note | 2022 RMB'000 | 2021 RMB'000 |
|---|---|---|---|
| **Financing activities** | | | |
| Capital injection from non-controlling interests | | **849** | 910 |
| Proceeds from bank borrowings | 22(c) | **–** | 20,508 |
| Dividend paid to shareholders | 22(c) | **(57,655)** | (33,190) |
| Profit distribution paid to minority shareholders of subsidiaries | | **(548)** | – |
| Contribution to employee share trusts | | **(5,881)** | (24,839) |
| Payments for business combination under common control | | **–** | (2,320) |
| Acquisition of non-controlling interests | | **(300)** | (380) |
| Repayment of bank borrowings | 22(c) | **(20,508)** | – |
| Interest paid | 22(c) | **(728)** | (334) |
| **Net cash used in financing activities** | | **(84,771)** | (39,645) |
| **Net decrease in cash and cash equivalent** | | **(114,728)** | (230,507) |
| **Cash and cash equivalents at 1 January** | 22(a) | **495,826** | 734,040 |
| **Effects of foreign exchange rate changes** | | **14,976** | (7,707) |
| **Cash and cash equivalents at 31 December** | 22(a) | **396,074** | 495,826 |

The notes on pages 93 to 166 form part of these financial statements.

## 1 GENERAL

The Company was incorporated in the Cayman Islands on 20 January 2020 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company's shares were listed on the Main Board on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 22 October 2020 (the "**Listing**"). The Group are principally engaged in the provision of property management services, services in the area of green living solutions and value-added services in the People's Republic of China (the "**PRC**").

## 2 SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

The consolidated financial statements of First Service Holding Limited (the "**Company**") and its subsidiaries (together referred to as the "**Group**") have been prepared in accordance with all applicable International Financial Reporting Standards ("**IFRSs**"), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("**IASs**") and Interpretations issued by the International Accounting Standards Board ("**IASB**"). These financial statements also comply with the disclosure requirement of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in the consolidated financial statements.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries and the Group's interest in an associate and joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

— investment property (see Note 2(h))

— financial instruments classified as financial assets measured at FVPL or FVOCI (see Note 2(g))

— contingent consideration (see Note 2(f))

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (b) Basis of preparation of the financial statements *(Continued)*

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

The functional currency of the Company and the Company's subsidiaries outside the mainland China is Hong Kong dollars ("**HK$**"). The consolidated financial statements are presented in RMB as all of the Group's operations are conducted by the Company's subsidiaries established in the mainland China and the functional currency of which is RMB.

### (c) Changes in accounting policies

The Group has applied the following amendments to IFRSs issued by the IASB to the consolidated financial statements for the current accounting period:

- Amendments to IAS 16, *Property, plant and equipment: Proceeds before intended use*

- Amendment to IAS 37, *Provisions, contingent liabilities and contingent assets: Onerous contracts — cost of fulfilling a contract*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented on this consolidated financial statement. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is included into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the period between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(l)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (e) Associates and joint ventures

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Note 2(l)(ii)). Any acquisition date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in consolidated other comprehensive income in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture (after applying the ECL model to such other long-term interests where applicable).

Unrealised profits and losses resulting from transactions between the Group and its associates and joint venture are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 2(g)(ii)).

In the Company's statement of financial position, investments in associates and joint venture are stated at cost less impairment losses (see Note 2(l)(ii)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (f) Business combinations and goodwill

***Business combinations under common control***

The Group uses merger accounting to account for the business combination of entities and businesses under common control, as if the acquisition is completed and the combining entities or businesses have been combined from the date when the combining entities or businesses first come under the control of the controlling party.

The assets and liabilities of the combining entities or businesses are combined using the carrying book values from the controlling parties' perspective. No amount is recognised in consideration for goodwill to the extent of the continuation of the controlling party's interest.

The statement of profit or loss and other comprehensive income include the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first come under the common control, where there is a shorter period, regardless of the date of the common control combination. Transaction costs incurred in relation to the common control combination is recognised as an expense in the period in which they were incurred.

***Business combinations not under common control***

The Group applies the acquisition method to account for business combinations not under common control. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

***Contingent consideration arising from business combinations***

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Contingent consideration that qualifies as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 either in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (f) Business combinations and goodwill *(Continued)*

***Goodwill represents the excess of***

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 2(l)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

### (g) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, joint ventures, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. These investments are subsequently accounted for as follows, depending on their classification.

***(i) Investments other than equity investments***

Non-equity investments held by the Group are classified into one of the following measurement categories:

— amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 2(v)(vi)).

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (g) Other investments in debt and equity securities *(Continued)*

#### *(i) Investments other than equity investments (Continued)*

— fair value through other comprehensive income (FVOCI) - recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

— FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

#### *(ii) Equity investments*

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in Note 2(v)(v).

### (h) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 2(k)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in Note 2(v)(iv).

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (i) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(l)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see Note 2(x)).

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write-off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

| | |
|---|---|
| — Machinery and equipment | 3–5 years |
| — Vehicles | 3–10 years |
| — Office and other equipment | 3–5 years |

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually. No depreciation is provided in respect of construction in progress until it is completed and ready for intended use.

### (j) Intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable (see Note 2(x)). Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see Note 2(l)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 2(l)). Customer relationship represents customer contracts and related customer relationships acquired in business combination of property management companies. Operating rights represented the rights to operate energy stations acquired and were measured at cost upon initial recognition. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (j) Intangible assets *(Continued)*

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

| | |
|---|---|
| — Software | 5–10 years |
| — Customer relationship | 10 years |
| — Operating rights | 10 years |

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

### (k) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### *(i) As a lessee*

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (k) Leased assets *(Continued)*

#### *(i) As a lessee (Continued)*

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Note 2(i) and Note 2(l)(ii)), except for right-of-use assets that meet the definition of investment property are carried at fair value in accordance with Note 2(h).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and presents lease liabilities separately in the statement of financial position.

#### *(ii) As a lessor*

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with Note 2(v)(iv).

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (l) Credit losses and impairment of assets

#### *(i) Credit losses from financial instruments and contract assets*

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

— financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and loan receivables; and

— contract assets as defined in IFRS 15 (see Note 2(n)).

Other financial assets measured at fair value, including equity and debt securities measured at FVPL and equity securities designated at FVOCI (non-recycling), are not subject to the ECL assessment.

*Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rate where the effect of discounting is material:

— fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

— 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

— lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (l) Credit losses and impairment of assets *(Continued)*

#### *(i) Credit losses from financial instruments and contract assets* (Continued)

*Measurement of ECLs* (Continued)

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

*Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

— failure to make payments of principal or interest on their contractually due dates;

— an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

— an actual or expected significant deterioration in the operating results of the debtor; and

— existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (l) Credit losses and impairment of assets *(Continued)*

#### *(i) Credit losses from financial instruments and contract assets* (Continued)

*Basis of calculation of interest income*

Interest income recognised in accordance with Note 2(v)(vi) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

— significant financial difficulties of the debtor;

— a breach of contract, such as a default or past due event;

— it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

— significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

— the disappearance of an active market for a security because of financial difficulties of the issuer.

*Write-off policy*

The gross carrying amount of a financial asset, lease receivable or contract asset is written-off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written-off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (l) Credit losses and impairment of assets *(Continued)*

#### *(ii) Impairment of non-current assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

— property, plant and equipment;

— intangible assets;

— investment in joint ventures and associates; and

— investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

— Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

— Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior periods. Reversals of impairment losses are credited to profit or loss in the period in which the reversals are recognised.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (m) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value as follows:

— Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

— Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (n) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 2(v)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in Note 2(l) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2(o)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(v)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2(o)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2(v)).

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see Note 2(n)).

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost, using the effective interest method and including an allowance for credit losses (see Note 2(l)).

### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in Note 2(l).

### (q) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

### (r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 2(x)).

### (s) Employee benefits

#### *(i) Short-term employee benefits and contributions to defined contribution retirement plans*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to the PRC local retirement schemes pursuant to the relevant labor rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (s) Employee benefits *(Continued)*

#### *(ii) Share-based payments*

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

#### *(iii) Termination benefits*

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

### (t) Income tax

Income tax for the period comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to business combinations and items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous periods.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (t) Income tax *(Continued)*

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

— in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (t) Income tax *(Continued)*

— in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  — the same taxable entity; or

  — different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously

### (u) Provisions and contingent liabilities

Provisions are recognised when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### (v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (v) Revenue and other income *(Continued)*

Further details of the Group's revenue and other income recognition policies are as follows:

#### *(i) Property management services, energy operation services, green technology consulting services and value-added services.*

For property management services, the Group recognises revenue in the amount to which the Group has the right to invoice based on the value of performance completed on a monthly basis.

For property management services income arising from properties managed under lump sum basis, where the Group acts as principal, the Group entitles to revenue at the value of property management services fee received or receivable. For property management services income arising from properties managed under commission basis, where the Group acts as an agent of the property owners, the Group entitles to revenue at a pre-determined percentage or fixed amount of the property management services fees the property owners are obligated to pay.

Energy operation services mainly include services provided through energy stations for coordinating delivery of central heating, central cooling, fresh air ventilation and hot water supply, and energy operation services to property developers and property owners. For these services, the Group acts as a principal and entitles to revenue at the value of related service fee received or receivable, and revenue is recognised when the related services are rendered. Green technology consulting services are primarily provided to property developers. Payment of the transaction is due immediately when the services are rendered or in instalments at certain milestones.

Value-added services mainly include parking space management services to property developers and property owners, preliminary planning and design consultancy services to property developers, sales assistance services to property developers and property utilisation services to property developers and property owners. For parking space management services to property developers and property owners, the Group recognises revenue at the value of related service fee received or receivable on a monthly basis. For other value-added services, the Group recognises revenue when the respective services are rendered. Other value-added services are normally billable immediately upon the services are rendered or in instalments at certain milestones.

If contracts involve the provision of multiple services, the transaction prices are allocated to each performance obligation based on their relative stand-alone selling prices. If the stand-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.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

**(v) Revenue and other income** *(Continued)*

***(ii) System installation services under the service line of green living solutions***

When the outcome of a system installation service contract can be reasonably measured, revenue from the contract is recognised progressively over time using the cost-to-cost method, i.e. based on the proportion of the actual costs incurred relative to the estimated total costs.

The likelihood of the Group earning contractual bonuses for early completion or suffering contractual penalties for late completion are taken into account in making these estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognised in accordance with the policy set out in Note 2(l).

***(iii) Sales of goods under the service line of green living solutions***

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

***(iv) Rental income from operating leases***

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

***(v) Dividends***

Dividend income from unlisted investments is recognised when the shareholder’s right to receive payment is established.

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (v) Revenue and other income *(Continued)*

#### *(vi) Interest income*

Interest income is recognised as it accrues under the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(l)).

#### *(vii) Government grants*

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognised initially as deferred income and amortised to profit or loss on a straight-line basis over the useful life of the assets by way of recognised in other income.

### (w) Translation of foreign currencies

Foreign currency transactions during the period are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

### (x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

## 2 SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### (y) Related parties

**(a) A person, or a close member of that person's family, is related to the Group if that person:**

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

**(b) An entity is related to the Group if any of the following conditions applies:**

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### (z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 3 ACCOUNTING JUDGEMENT AND ESTIMATES

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.

Notes 15, 27(e) and 31(b) contains information about the assumptions and their risk factors relating to goodwill impairment, fair value of financial instruments and contingent consideration. Other key sources of estimation uncertainty in the preparation of the consolidated financial statements are as follows:

### (i) Expected credit losses for receivables

The credit losses for trade and other receivables are based on assumptions about risk of expected credit 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. For details of the key assumptions and inputs used, see Note 27(a). Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional loss allowances in future periods.

### (ii) Recognition of deferred tax assets

Deferred tax assets in respect of tax losses carried forward and deductible temporary differences are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the relevant assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting date. In determine the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require a significant level of judgement exercised by the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future periods.

## 4 REVENUE AND SEGMENT REPORTING

The principal activities of the Group are property management services, services in the area of green living solutions and value-added services. Further details regarding the Group's principal activities are disclosed in Note 4(b).

For the year ended 31 December 2022, the Group's customer base is diversified and none of them contributed 10% or more of the Group's revenue during the reporting period. During the year ended 31 December 2021, revenue from Modern Land (China) Co., Limited and its subsidiaries ("**Modern Land Group**") contributed 13.52% of the Group's revenue.

## 4 REVENUE AND SEGMENT REPORTING *(Continued)*

**(a) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date**

For property management services and energy operation services under the service line of green living solutions, the Group recognises revenue on a monthly basis in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed. The Group has elected the practical expedient for not to disclose the remaining performance obligations for this type of contracts. The majority of the property management service contracts and energy operation services under the service line of green living solutions do not have a fixed term.

For sale of goods under the service line of green living solutions, there is no significant unsatisfied performance obligation at the end of the reporting period.

For other services, they are rendered in short period of time and there is no significant unsatisfied performance obligation at the end of the reporting period.

**(b) Segment reporting**

The Group manages its businesses by divisions, which are organised by a mixture of business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments.

- First Property Management: this segment provides property management services, energy operation services under the service line of green living solutions and value-added services.

- First Living: this segment provides green technology consulting service, system installation services, sale of goods, and energy operation services under the service line of green living solutions.

***(i) Segment results, assets and liabilities***

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets, current assets, interests in associates and joint ventures, investments in financial assets and deferred tax assets. Segment liabilities include trade creditors and accruals and contract liabilities attributable to the revenue generating activities of the individual segment and bank borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. Assistance provided by one segment to the other, including sharing of assets and technical know-how, is not measure.

The measure used for reporting segment profit is profit before tax.

## 4 REVENUE AND SEGMENT REPORTING *(Continued)*

### (b) Segment reporting *(Continued)*

#### *(i) Segment results, assets and liabilities* (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, disaggregation of revenue from contracts with customers by major products and service lines, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2022 and 2021 is set out below.

| | First Property Management | | First Living | | Total | |
|---|---|---|---|---|---|---|
| | **2022** | 2021 | **2022** | 2021 | **2022** | 2021 |
| | ***RMB'000*** | *RMB'000* | ***RMB'000*** | *RMB'000* | ***RMB'000*** | *RMB'000* |
| **Disaggregated by timing of revenue recognition** | | | | | | |
| Revenue recognised over time | **1,061,170** | 1,027,806 | **69,963** | 87,870 | **1,131,133** | 1,115,676 |
| Revenue recognised at point in time | **165** | – | **6,073** | 16,678 | **6,238** | 16,678 |
| **Reportable segment revenue** | **1,061,335** | 1,027,806 | **76,036** | 104,548 | **1,137,371** | 1,132,354 |
| **Disaggregated by major products or service lines** | | | | | | |
| — Property management services | **766,903** | 611,076 | **–** | – | **766,903** | 611,076 |
| — Green living solutions | **102,464** | 103,852 | **76,036** | 104,548 | **178,500** | 208,400 |
| — Value-added services | **191,968** | 312,878 | **–** | – | **191,968** | 312,878 |
| Reportable segment revenue | **1,061,335** | 1,027,806 | **76,036** | 104,548 | **1,137,371** | 1,132,354 |
| **Reportable segment profit/(loss)** | **70,380** | 93,678 | **(3,088)** | (52,305) | **67,292** | 41,373 |
| Interest income | **3,504** | 2,748 | **75** | 40 | **3,579** | 2,788 |
| Interest expense | **446** | – | **545** | 459 | **991** | 459 |
| Depreciation and amortisation for the year | **8,184** | 6,981 | **336** | 707 | **8,520** | 7,688 |
| Impairment of intangible assets | **–** | – | **–** | 11,498 | **–** | 11,498 |
| Expected credit losses — trade receivables and contract assets | **37,993** | 70,587 | **2,950** | 42,548 | **40,943** | 113,135 |
| **Reportable segment assets** | **1,109,977** | 1,019,311 | **129,972** | 122,423 | **1,239,949** | 1,141,734 |
| **Reportable segment liabilities** | **656,892** | 622,717 | **103,082** | 92,884 | **759,974** | 715,601 |

## 4 REVENUE AND SEGMENT REPORTING *(Continued)*

**(b) Segment reporting** *(Continued)*

***(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities***

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| **Revenue** | | |
| Reportable segment revenue | 1,137,371 | 1,132,354 |
| Elimination of inter-segment revenue | (15,099) | (12,485) |
| Consolidated revenue | 1,122,272 | 1,119,869 |

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| **Reportable segment profit** | | |
| Reportable segment profit | 67,292 | 41,373 |
| Unallocated head office and corporate expenses before taxation | (4,287) | (2,081) |
| Elimination of inter-segment profit | (109) | – |
| Consolidated profit before taxation | 62,896 | 39,292 |

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| **Assets** | | |
| Reportable segment assets | 1,239,949 | 1,141,734 |
| Unallocated head office and corporate assets | 485,383 | 523,480 |
| Elimination of inter-segment balances | (356,023) | (307,340) |
| Consolidated total assets | 1,369,309 | 1,357,874 |

# 4 REVENUE AND SEGMENT REPORTING *(Continued)*

## (b) Segment reporting *(Continued)*

### *(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities* (Continued)

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| **Liabilities** | | |
| Reportable segment liabilities | **759,974** | 715,601 |
| Unallocated head office and corporate liabilities | **11** | 3 |
| Elimination of inter-segment balances | **(65,083)** | (31,250) |
| Consolidated total liabilities | **694,902** | 684,354 |

# 5 OTHER NET INCOME

| | *Note* | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|---|
| Interest income | *(i)* | **4,658** | 4,528 |
| Government grants | *(ii)* | **16,070** | 15,519 |
| Net realised gains on financial assets measured at FVPL | | **2,101** | 1,748 |
| Fair value gain of investment properties | | **689** | 230 |
| Net valuation (loss)/gain on financial assets measured at FVPL | | **(154)** | 667 |
| Net loss on disposal of property, plant and equipment | | **(52)** | (64) |
| Gain on disposal of subsidiaries *(Note 22(d))* | | **164** | 88 |
| Gain on disposal of an associate and joint ventures | | **–** | 362 |
| Fair value gain/(loss) of contingent consideration | | **7,180** | (1,126) |
| Gain on acquisitions of subsidiaries *(Note 31(b))* | | **–** | 702 |
| Others | | **(2,277)** | 137 |
| | | **28,379** | 22,791 |

*Notes:*

(i) The interest income represents the interest from cash at bank.

(ii) The government grants represent subsidies from various PRC authorities. There are no unfulfilled conditions or future obligations attached to these subsidies.

## 6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

### (a) Staff costs

| | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|
| Salaries, wages and other benefits | **399,548** | 337,485 |
| Contributions to defined contribution retirement plan | **58,837** | 43,254 |
| Termination benefits | **3,633** | 1,997 |
| | **462,018** | 382,736 |

Employees of the Group's subsidiaries in the PRC are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group's subsidiaries in the PRC contribute funds which are calculated on certain percentages of the average employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

Contributions to the retirement scheme vest immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contributions. The Group has no further material obligation for payment of other retirement benefits beyond the above contributions.

### (b) Other items

| | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|
| Amortisation cost of intangible assets *(Note 14)* | **5,075** | 4,046 |
| Depreciation charge *(Note 13)* | | |
| — owned property, plant and equipment | **3,445** | 3,642 |
| Impairment loss on operating rights | **–** | 11,498 |
| Auditors' remuneration | | |
| — audit services | **2,600** | 2,800 |
| — non-audit services | **110** | 570 |
| Cost of inventories *(Note 18)* | **4,056** | 8,397 |
| Lease expenses | | |
| — short-term leases | **2,705** | 2,848 |

## 7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

**(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:**

| | 2022 RMB'000 | 2021 RMB'000 |
|---|---|---|
| **Current tax — PRC Corporate Income Tax** | | |
| Provision for the year | 17,912 | 27,872 |
| **Deferred tax** | | |
| Origination and reversal of temporary differences | (5,560) | (21,815) |
| Effect on deferred tax balances at 1 January resulting from a change in tax rate *(Note 24(b))* | – | (374) |
| | 12,352 | 5,683 |

**(b) Reconciliation between tax expense and accounting profit at applicable tax rates:**

| | 2022 RMB'000 | 2021 RMB'000 |
|---|---|---|
| Profit before taxation | 62,896 | 39,292 |
| Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned | 15,724 | 9,823 |
| Tax effect of PRC preferential tax *(note (ii))* | (5,915) | (5,463) |
| Tax effect of non-deductible expenses | 2,221 | 1,951 |
| Tax effect of tax losses not recognised | 396 | 399 |
| Tax effect of utilisation of tax losses not recognised in previous years | (74) | (653) |
| Effect on deferred tax balances at 1 January resulting from a change in tax rate | – | (374) |
| | 12,352 | 5,683 |

## 7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME *(Continued)*

### (b) Reconciliation between tax expense and accounting profit at applicable tax rates: *(Continued)*

*Notes:*

(i) Pursuant to the tax rules and regulations of the Cayman Islands and the British Virgin Islands ("**BVI**"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

The income tax rate applicable to the Group's subsidiary incorporated in Hong Kong for the income subject to Hong Kong Profits Tax during the reporting period is 16.5%. No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax during the reporting period (2021: Nil).

The Group's PRC subsidiaries are subject to PRC Enterprise Income Tax ("**EIT**") at 25%.

(ii) Certain subsidiaries have been approved as High and New Technology Enterprise ("**HNTE**") and entitled to a preferential income tax rate of 15% during the reporting period. The HNTE certificate needs to be renewed every three years.

Certain subsidiaries have been approved as Small Low-profit Enterprises. The entitled subsidiaries are subject to a preferential income tax rate of 2.5% to 5% during the reporting period.

Pursuant to the notice of the State Council on promulgation of several policies for further encouraging the development of software and integrated circuit industries, a subsidiary has been entitled to EIT exemptions for two years followed by a 50% EIT reduction of the statutory EIT rates for three years, starting from its first profit-making year.

## 8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

| | Directors' fee *RMB'000* | Basic salaries and allowance *RMB'000* | Discretionary bonus *RMB'000* | Retirement benefit contribution *RMB'000* | Total *RMB'000* |
|---|---|---|---|---|---|
| **Year ended 31 December 2022** | | | | | |
| **Name of director** | | | | | |
| **Executive Directors** | | | | | |
| Liu Peiqing | – | 391 | 538 | 53 | 982 |
| Jia Yan | – | 508 | 475 | 50 | 1,033 |
| Zhu Li | – | 331 | 535 | 48 | 914 |
| Jin Chungang | – | 345 | 620 | 33 | 998 |
| **Non-executive Directors** | | | | | |
| Zhang Peng | – | – | – | – | – |
| Long Han | – | – | – | – | – |
| **Independent non-executive Directors** | | | | | |
| Cheng Peng | 100 | – | – | – | 100 |
| Zhu Caiqing (resigned on 29 March 2022) | 25 | – | – | – | 25 |
| Sun Jing | 100 | – | – | – | 100 |
| Chen Sheng (appointed on 29 March 2022) | 75 | – | – | – | 75 |
| | 300 | 1,575 | 2,168 | 184 | 4,227 |

## 8 DIRECTORS' EMOLUMENTS *(Continued)*

| | Directors' fee *RMB'000* | Basic salaries and allowance *RMB'000* | Discretionary bonus *RMB'000* | Retirement benefit contribution *RMB'000* | Total *RMB'000* |
|---|---|---|---|---|---|
| **Year ended 31 December 2021** | | | | | |
| **Name of director** | | | | | |
| **Executive Directors** | | | | | |
| Liu Peiqing | – | 288 | 380 | 49 | 717 |
| Jia Yan | – | 478 | 729 | 50 | 1,257 |
| Zhu Li | – | 258 | 375 | 35 | 668 |
| Jin Chungang | – | 260 | 442 | 33 | 735 |
| **Non-executive Directors** | | | | | |
| Zhang Peng | – | – | – | – | – |
| Long Han | – | – | – | – | – |
| **Independent non-executive Directors** | | | | | |
| Cheng Peng | 100 | – | – | – | 100 |
| Zhu Caiqing | 100 | – | – | – | 100 |
| Sun Jing | 100 | – | – | – | 100 |
| | 300 | 1,284 | 1,926 | 167 | 3,677 |

The emoluments shown above of Executive Directors represents remuneration received from the Group by them in their capacity as employees of the Group during the reporting period.

During the reporting period, Mr. Zhang Peng and Mr. Long Han are not paid directly by the Group but receive remuneration from other entity controlled by Mr. Zhang Lei, in respect of their services to the larger group which includes the Group. No apportionment has been made as the qualifying services provided by them to the Group are incidental to their responsibilities to the larger group.

During the reporting period, no emoluments were paid by the Group to directors or any of the highest paid individual as disclosed in note 9 as an inducement to join or upon joining the Group or as compensation for loss of office, no director of the Group waived or agreed to waive any emoluments.

## 9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four are directors whose emoluments are disclosed in Note 8 above for the year ended 31 December 2022 (2021: four). The aggregate of the emoluments in respect of the remaining individual for the year ended 31 December 2022 are as follows:

| | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|
| Salaries and other emoluments | 287 | 211 |
| Discretionary bonuses | 306 | 266 |
| Retirement scheme contributions | 36 | 38 |
| | 629 | 515 |

The emoluments of the above individual with the highest emoluments are within the following band:

| | 2022 | 2021 |
|---|---|---|
| Nil to HK$1,000,000 | 1 | 1 |

## 10 OTHER COMPREHENSIVE INCOME

**Tax effects relating to each component of other comprehensive income**

| | 2022 | | | 2021 | | |
|---|---|---|---|---|---|---|
| | Before-tax amount<br>RMB'000 | Tax expense<br>RMB'000 | Net-of-tax amount<br>RMB'000 | Before-tax amount<br>RMB'000 | Tax expense<br>RMB'000 | Net-of-tax amount<br>RMB'000 |
| Exchange differences on translation of financial statements of foreign operations | 14,976 | – | 14,976 | (7,707) | – | (7,707) |
| Equity investments at FVOCI: net movement in fair value reserve (non-recycling) | (1,328) | 332 | (996) | (1,427) | 357 | (1,070) |
| Other comprehensive income | 13,648 | 332 | 13,980 | (9,134) | 357 | (8,777) |

## 11 EARNINGS PER SHARE

The calculation of basic earnings per share for the 2022 is based on the profit attributable to equity shareholders of the Company of RMB41,338,000 (2021: RMB35,466,000) and the weighted average number of 989,410,000 ordinary shares (2021: 996,081,000 ordinary shares) in issue during the year, calculated as follows:

| | 2022<br>No. of<br>'000 shares | 2021<br>No. of<br>'000 shares |
|---|---|---|
| Issued ordinary shares at 1 January | 1,000,000 | 1,000,000 |
| Effect of shares held by the employee share trusts | (10,590) | (3,919) |
| Weighted average number of ordinary shares at 31 December | 989,410 | 996,081 |

Diluted earnings per share were the same as the basic earnings per share as the Group had no dilutive potential shares for the years ended 31 December 2022 and 2021.

## 12 INVESTMENT PROPERTIES

| | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|
| **Fair value** | | |
| At 1 January | 14,868 | 14,638 |
| Change in fair value | 689 | 230 |
| At 31 December | 15,557 | 14,868 |

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

| | Fair value | |
|---|---|---|
| | 2022<br>RMB'000 | 2021<br>RMB'000 |
| Investment properties located in the PRC — Level 3 | 15,557 | 14,868 |

During the years ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

## 12 INVESTMENT PROPERTIES *(Continued)*

All of the Group's investment properties were revalued as at 31 December 2022 and 2021. The valuations were carried out by an independent firm, Beijing Tiantong Assets Valuation Limited, with recent experience in the location and category of property being valued. The Group's management have had discussion with the surveyors on the valuation assumptions and valuation.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used).

| Investment properties held by the Group in the consolidated statement of financial position | Valuation techniques and key inputs | Significant unobservable inputs | Relationship of unobservable inputs to fair value |
|---|---|---|---|
| Investment properties located in Jiujiang PRC (retails) | Income approach and market approach | Capitalisation rate, 3.5% (2021: 3.5%) | The higher the capitalisation rate, the lower the fair value. |
| | The key inputs are:<br>1. Capitalisation rate;<br>2. Unit rent of individual unit;<br>3. Market transaction price | Daily rent per sq.m., RMB2.2 (2021: RMB1.0)<br>Market price per sq.m., RMB19,100–RMB22,700 (2021: RMB20,700–RMB23,000) | The higher the market transaction price, the higher the fair value. |

The fair value of investment properties is determined in combination of income approach and market approach. Under the income approach, the fair value of investment properties is estimated based on capitalisation rate and unit rent. The unit rent mainly made reference to the rents in existing lease. Under the market approach, the fair value is estimated based on comparable transactions for properties in similar location, accessibility, age, quality, size and other factors.

The Group leases out investment property under operating lease. The lease typically run for an initial period of 10 years, with an option to renew the lease after that date at which time all terms are renegotiated.

Undiscounted lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

| | **2022**<br>***RMB'000*** | 2021<br>*RMB'000* |
|---|---|---|
| Within 1 year | **389** | 377 |
| After 1 year but within 2 years | **400** | 389 |
| After 2 years but within 3 years | **412** | 400 |
| After 3 years but within 4 years | **423** | 412 |
| After 4 years but within 5 years | **438** | 423 |
| After 5 years | **452** | 890 |
| | **2,514** | 2,891 |

## 13 PROPERTY, PLANT AND EQUIPMENT

| | Machinery and equipment *RMB'000* | Vehicles *RMB'000* | Office and other equipment *RMB'000* | Construction in progress *RMB'000* | Total *RMB'000* |
|---|---|---|---|---|---|
| **Cost:** | | | | | |
| At 1 January 2021 | 2,215 | 807 | 13,009 | – | 16,031 |
| Additions | 1,213 | 1,343 | 2,037 | 1,633 | 6,226 |
| Acquisition of subsidiaries | 104 | 1,169 | 445 | – | 1,718 |
| Disposals | (152) | (304) | (230) | – | (686) |
| Disposal of subsidiaries | – | (220) | (8) | – | (228) |
| At 31 December 2021 and 1 January 2022 | 3,380 | 2,795 | 15,253 | 1,633 | 23,061 |
| Additions | 1,186 | 521 | 3,280 | 2,501 | 7,488 |
| Disposals | (286) | (195) | (652) | – | (1,133) |
| At 31 December 2022 | 4,280 | 3,121 | 17,881 | 4,134 | 29,416 |
| **Accumulated depreciation:** | | | | | |
| At 1 January 2021 | (993) | (534) | (6,690) | – | (8,217) |
| Charge for the year | (1,123) | (987) | (1,532) | – | (3,642) |
| Written back on disposals | 73 | 231 | 88 | – | 392 |
| Written back on disposal of subsidiaries | – | 17 | 4 | – | 21 |
| At 31 December 2021 and 1 January 2022 | (2,043) | (1,273) | (8,130) | – | (11,446) |
| Charge for the year | (1,136) | (625) | (1,684) | – | (3,445) |
| Written back on disposals | 182 | 76 | 171 | – | 429 |
| At 31 December 2022 | (2,997) | (1,822) | (9,643) | – | (14,462) |
| **Carrying amount:** | | | | | |
| At 31 December 2022 | 1,283 | 1,299 | 8,238 | 4,134 | 14,954 |
| At 31 December 2021 | 1,337 | 1,522 | 7,123 | 1,633 | 11,615 |

## 14 INTANGIBLE ASSETS

| | Software | Customer relationship | Operating rights | Total |
|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| **Cost:** | | | | |
| At 1 January 2021 | 7,260 | 4,366 | – | 11,626 |
| Acquisition of subsidiaries | – | 36,400 | – | 36,400 |
| Purchased intangible assets | 841 | – | 11,792 | 12,633 |
| At 31 December 2021 and 1 January 2022 | 8,101 | 40,766 | 11,792 | 60,659 |
| Acquisition of subsidiaries | 1,854 | – | – | 1,854 |
| Purchased intangible assets | 376 | – | 2,000 | 2,376 |
| Disposals | – | – | (11,792) | (11,792) |
| At 31 December 2022 | 10,331 | 40,766 | 2,000 | 53,097 |
| **Accumulated amortisation and impairment losses:** | | | | |
| At 1 January 2021 | (2,614) | (1,995) | – | (4,609) |
| Charge for the year | (443) | (3,309) | (294) | (4,046) |
| Impairment loss | – | – | (11,498) | (11,498) |
| At 31 December 2021 and 1 January 2022 | (3,057) | (5,304) | (11,792) | (20,153) |
| Charge for the year | (609) | (4,077) | (389) | (5,075) |
| Disposals | – | – | 11,792 | 11,792 |
| At 31 December 2022 | (3,666) | (9,381) | (389) | (13,436) |
| **Net book value:** | | | | |
| At 31 December 2022 | 6,665 | 31,385 | 1,611 | 39,661 |
| At 31 December 2021 | 5,044 | 35,462 | – | 40,506 |

The amortisation charge for the year is included in "administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income.

**Impairment loss**

During the year ended 31 December 2021, operations under the operating rights was loss making for several months. Impairment loss was estimated based on the recoverable amount of RMB Nil. An impairment loss of RMB11,498,000 was recognised in "administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income of 2021.

## 15 GOODWILL

| | *RMB'000* |
|---|---|
| **Cost:** | |
| At 1 January 2021 | – |
| Additions | 181,696 |
| At 31 December 2021 and 2022 | 181,696 |
| **Accumulated impairment losses:** | |
| At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022 | – |
| **Carrying amount:** | |
| At 31 December 2022 | 181,696 |
| At 31 December 2021 | 181,696 |

**Impairment tests for cash-generating units containing goodwill**

Goodwill is allocated to the Group's cash-generating units (CGU) identified according to country of operation and operating segment as follows:

| | **2022**<br>***RMB'000*** | 2021<br>*RMB'000* |
|---|---|---|
| Dalian Yahang Property Management Co., Ltd. (大連亞航物業管理有限公司) ("**Dalian Yahang**") | **81,458** | 81,458 |
| Qingdao Luohang Enterprises Management Co., Ltd (青島洛航企業管理有限公司) ("**Qingdao Luohang**") and its subsidiaries | **100,238** | 100,238 |
| | **181,696** | 181,696 |

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% which is consistent with the forecasts included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 21% (2021: 20%). The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

(Expressed in RMB unless otherwise indicated)

## 16 INVESTMENT IN SUBSIDIARIES

The following list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

| Company name | Place of incorporation/ establishment and operation | Registered capital/particulars of issued and paid-up capital | Proportion of ownership interest | | Principal activities |
|---|---|---|---|---|---|
| | | | Held by the Company | Held by a subsidiary | |
| First Green Service Limited<br>第一綠色服務有限公司 | the BVI | USD100/<br>USD0 | 100% | – | Investment holding |
| First Service Holding (Hong Kong) Limited<br>第一服務控股(香港)有限公司 | Hong Kong | 10,000 shares | – | 100% | Investment holding |
| First Property Management (Beijing) Co., Ltd.<br>第一物業服務(北京)有限公司<br>*(Notes (ii) and (iii))* | The PRC | RMB100,000,000/<br>RMB100,000,000 | – | 100% | Property management |
| First MOMA Human Environment Technology (Beijing) Co., Ltd.<br>第一摩碼人居環境科技(北京)有限公司<br>*(Notes (i) and (iii))* | The PRC | RMB35,000,000/<br>RMB35,000,000 | – | 72.1% | Energy saving related services |
| Beijing MOMA Infinite Technology Management Co., Ltd.<br>北京摩碼無限科技管理有限公司<br>*(Notes (i) and (iii))* | The PRC | RMB1,000,000/<br>RMB0 | – | 100% | Technology development |
| Shanxi First Property Services Co., Ltd.<br>山西第一物業服務有限公司 *(Notes (i) and (iii))* | The PRC | RMB3,000,000/<br>RMB3,000,000 | – | 100% | Property management |

(Expressed in RMB unless otherwise indicated)

## 16 INVESTMENT IN SUBSIDIARIES *(Continued)*

| Company name | Place of incorporation/ establishment and operation | Registered capital/particulars of issued and paid-up capital | Proportion of ownership interest | | Principal activities |
|---|---|---|---|---|---|
| | | | Held by the Company | Held by a subsidiary | |
| Hunan First Property Services Co., Ltd. 湖南第一物業服務有限公司 *(Notes (i) and (iii))* | The PRC | RMB5,000,000/ RMB5,000,000 | – | 100% | Property management |
| Jiangxi First Property Services Co., Ltd. 江西第一物業服務有限公司 *(Notes (i) and (iii))* | The PRC | RMB3,000,000/ RMB3,000,000 | – | 100% | Property management |
| First MOMA Human Environment Architectural Engineering Co., Ltd. 第一摩碼人居建築工程(北京)有限公司 *(Notes (i) and (iii))* | The PRC | RMB30,000,000/ RMB30,000,000 | – | 100% | Energy saving related services |
| Dalian Yahang 大連亞航物業管理有限公司 *(Notes (i) and (iii))* | The PRC | RMB50,000,000/ RMB1,000,000 | – | 80% | Property management |
| Qingdao Luohang 青島洛航企業管理有限公司 *(Notes (i) and (iii))* | The PRC | RMB7,000,000/ RMB7,000,000 | – | 100% | Property management |
| First MOMA Real Estate Brokerage (Beijing) Co., Ltd. ("**First Real Estate Brokerage**") 第一摩碼房地產經紀(北京)有限公司 *(Notes (i) and (iii))* | The PRC | RMB1,000,000/ RMB0 | – | 100% | Real Estate brokerage |

*Notes:*

(i) These entities were registered as domestic limited liability companies under the laws and regulations in the PRC.

(ii) This entity was registered as a wholly foreign-owned enterprise under the laws and regulations in the PRC.

(iii) The English translation of the names is for identification only. The official names of these entities are in Chinese.

## 17 OTHER FINANCIAL ASSETS — NON-CURRENT

| | *RMB'000* *Note (i)* |
|---|---|
| At 1 January 2021 | 6,920 |
| Changes in fair value | (1,427) |
| At 31 December 2021 and 1 January 2022 | 5,493 |
| Changes in fair value | (1,328) |
| At 31 December 2022 | 4,165 |

*Note:*

(i) The Group designated its equity investment at FVOCI (non-recycling) as the investment is held for strategic purpose. No dividends were received from this investment during the reporting period.

## 18 INVENTORIES

| | **2022** ***RMB'000*** | 2021 *RMB'000* |
|---|---|---|
| Goods for sales | **813** | 813 |

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

| | **2022** ***RMB'000*** | 2021 *RMB'000* |
|---|---|---|
| Carrying amount of inventories sold | **4,056** | 8,397 |

## 19 FINANCIAL ASSETS MEASURED AT FVPL

| | **2022** ***RMB'000*** | 2021 *RMB'000* |
|---|---|---|
| Wealth management products | **107,620** | 97,587 |

## 20 CONTRACT ASSETS AND CONTRACT LIABILITIES

### (a) Contract assets

| | 2022 *RMB'000* | 2021 *RMB'000* |
|---|---|---|
| Arising from performance under contracts of green living solutions | | |
| — Third parties | 3,205 | 2,616 |
| — Companies controlled by Mr. Zhang Lei | 11,320 | 16,871 |
| — Companies jointly controlled by Mr. Zhang Lei | 17,444 | 26,459 |
| Less allowance: | | |
| — Third parties | (307) | (233) |
| — Companies controlled by Mr. Zhang Lei | (4,175) | (6,765) |
| — Companies jointly controlled by Mr. Zhang Lei | (6,433) | (10,610) |
| | 21,054 | 28,338 |

As at 31 December 2022, the amounts of contract assets that is expected to be recovered after more than one year are RMB9,700,687 (2021: RMB19,554,799). All of the other contract assets are expected to be recovered within one year.

The movements in the ECL allowance for contract assets during the reporting period are as follows:

| | 2022 *RMB'000* | 2021 *RMB'000* |
|---|---|---|
| At 1 January | 17,608 | 75 |
| Credit loss recognised | 74 | 17,533 |
| Credit loss reversed | (6,767) | – |
| At 31 December | 10,915 | 17,608 |

## 20 CONTRACT ASSETS AND CONTRACT LIABILITIES *(Continued)*

### (b) Contract liabilities

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| Billings in advance of performance | | |
| — Third parties | 274,558 | 268,767 |
| — Companies controlled by Mr. Zhang Lei | 4,887 | 5,683 |
| — Companies jointly controlled by Mr. Zhang Lei | 20 | – |
| — Companies controlled by Mr. Zhang Peng | 181 | 412 |
| | 279,646 | 274,862 |

***Movements in contract liabilities***

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| Balance at 1 January | 274,862 | 278,331 |
| Revenue recognised that was include in the balance of contract liabilities at the beginning of the year | (231,209) | (202,464) |
| Increase by cash received | 235,993 | 198,995 |
| Balance at 31 December | 279,646 | 274,862 |

The Group received a deposit before rendering services commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the project exceeds the amount of the deposit.

As at 31 December 2022, the amounts of contract liabilities expected to be recognised as income after more than one year are RMB34,712,000 (2021: RMB43,653,000).

## 21 TRADE AND OTHER RECEIVABLES

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| Trade receivables from third parties | **421,464** | 309,796 |
| Less: ECL allowance | **(120,179)** | (71,702) |
| | **301,285** | 238,094 |
| Trade receivables from related parties | **178,393** | 166,166 |
| Less: ECL allowance | **(65,792)** | (66,633) |
| | **112,601** | 99,533 |
| Total trade receivables | **413,886** | 337,627 |
| Deposits and prepayments | **34,806** | 34,898 |
| Payments on behalf of property owners | **25,432** | 19,989 |
| Value added tax prepaid | **10,441** | 10,249 |
| Other receivables | **34,555** | 22,878 |
| Less: ECL allowance for other receivables | **(624)** | (624) |
| Other receivables | **33,931** | 22,254 |
| | **518,496** | 425,017 |

## 21 TRADE AND OTHER RECEIVABLES *(Continued)*

Trade receivables are primarily related to revenue generated from property management and services in the area of green living solutions.

### (a) Ageing analysis

As of the end of each reporting period, the ageing analysis of trade receivable based on the date of revenue recognition which is the same as the due date, and net of allowance for ECLs of trade receivables is as follows:

| | **2022** | 2021 |
|---|---|---|
| | ***RMB'000*** | *RMB'000* |
| Within 1 year | **256,271** | 242,113 |
| 1 to 2 years | **95,804** | 67,797 |
| 2 to 3 years | **48,648** | 21,646 |
| 3 to 4 years | **11,610** | 4,245 |
| 4 to 5 years | **1,518** | 1,800 |
| Over 5 years | **35** | 26 |
| | **413,886** | 337,627 |

Trade receivables are due when the receivables are recognised. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 27(a).

### (b) ECL allowance for trade receivables

The movements in the ECL allowance for trade receivables during the reporting period are as follows:

| | **2022** | 2021 |
|---|---|---|
| | ***RMB'000*** | *RMB'000* |
| At 1 January | **138,335** | 47,980 |
| Credit loss reversed | **–** | (11,267) |
| Credit loss recognised | **47,699** | 106,869 |
| Written-off | **–** | (7,650) |
| Effect on disposal of subsidiaries | **(63)** | – |
| Effect on acquisition of subsidiaries | **–** | 2,403 |
| At 31 December | **185,971** | 138,335 |

## 22 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

### (a) Cash and cash equivalents comprise:

| | Note | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|---|
| Cash on hand | | **161** | 39 |
| Cash at bank | | **420,190** | 517,657 |
| Less: restricted cash | *(i)* | **(24,277)** | (21,870) |
| | | **396,074** | 495,826 |

*Note:*

(i) At 31 December 2022, the ending balance of restricted cash primarily represents RMB11,668,000 (31 December 2021: RMB17,549,000) held by employee share trusts for the purchase or subscription of shares as awarded to the eligible persons pursuant to the First Service Share Award Scheme ("**the Scheme**") (see Note 26(d)), RMB5,867,000 (2021: nil) consideration for acquisition of a subsidiary saved in an escrow account and RMB2,627,000 (31 December 2021: RMB4,321,000) collected on behalf of the property owners' associations in Group's property management service business. Pursuant to property management agreements, the Group opens and manages these bank accounts on behalf of the property owners' associations.

## 22 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION *(Continued)*

**(b) Reconciliation of profit before taxation to cash generated from operations:**

| | Note | 2022<br>RMB'000 | 2021<br>RMB'000 |
|---|---|---|---|
| Profit before taxation | | 62,896 | 39,292 |
| Adjustments for: | | | |
| Interest income | 5 | (4,658) | (4,528) |
| Finance costs | | 991 | 459 |
| Depreciation of property, plant and equipment | 13 | 3,445 | 3,642 |
| Amortisation of intangible assets | 14 | 5,075 | 4,046 |
| Gain on disposal of subsidiaries | 5 | (164) | (88) |
| Changes in fair value of financial assets measured at FVPL | 5 | 154 | (667) |
| Changes in fair value of investment properties | 5 | (689) | (230) |
| Changes in fair value of contingent consideration | 5 | (7,180) | 1,126 |
| Expected credit losses on trade receivables and contract assets | 27(a) | 40,943 | 113,135 |
| Impairment loss on operating rights | 6 | – | 11,498 |
| Net loss on disposal of property, plant and equipment | 5 | 52 | 64 |
| Net realised gains on financial assets measured at FVPL | 5 | (2,101) | (1,748) |
| Gain on acquisitions of subsidiaries | | – | (702) |
| Gain on disposal of an associate and joint ventures | | – | (362) |
| Share of loss/(profit) of joint ventures | | 10 | (5) |
| Share of loss of an associate | | 393 | 531 |
| Changes in working capital: | | | |
| Increase in inventories | | – | (18) |
| Increase in trade and other receivables | | (142,927) | (137,155) |
| Decrease/(increase) contact assets | | 13,977 | (17,244) |
| Increase in restricted cash | | (2,407) | (1,872) |
| Increase/(decrease) in contract liabilities | | 4,784 | (11,192) |
| Increase in trade and other payables | | 42,818 | 23,985 |
| Cash generated from operations | | 15,412 | 21,967 |

## 22 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION *(Continued)*

**(c) Reconciliation of liabilities arising from financing activities**

| | Bank loans *RMB'000* *(Note 25)* | Interest payable *RMB'000* *(Note 23)* | Dividend payable *RMB'000* | Total *RMB'000* |
|---|---|---|---|---|
| **At 1 January 2021** | | | | |
| ***(as restated — Note 31(a))*** | – | – | – | – |
| **Changes from financing cash flows:** | | | | |
| Proceeds from bank borrowings | 20,508 | – | – | 20,508 |
| Interest paid | – | (334) | – | (334) |
| Dividend paid | – | – | (33,190) | (33,190) |
| Total changes from financing cash flows | 20,508 | (334) | (33,190) | (13,016) |
| **Other changes:** | | | | |
| Finance costs | – | 459 | – | 459 |
| Dividend declared | – | – | 33,190 | 33,190 |
| Total other changes | – | 459 | 33,190 | 33,649 |
| **At 31 December 2021 and At 1 January 2022** | | | | |
| ***(as restated — Note 31(a))*** | **20,508** | **125** | **–** | **20,633** |
| **Changes from financing cash flows:** | | | | |
| Repayment of bank borrowings | **(20,508)** | **–** | **–** | **(20,508)** |
| Interest paid | **–** | **(728)** | **–** | **(728)** |
| Dividend paid to shareholders | **–** | **–** | **(57,655)** | **(57,655)** |
| Profit distribution paid to minority shareholders of subsidiaries | **–** | **–** | **(548)** | **(548)** |
| Total changes from financing cash flows | **(20,508)** | **(728)** | **(58,203)** | **(79,439)** |
| **Other changes:** | | | | |
| Finance costs | **–** | **991** | **–** | **991** |
| Dividend declared | **–** | **–** | **58,297** | **58,297** |
| Disposal of subsidiaries | **–** | **–** | **(94)** | **(94)** |
| Total other changes | **–** | **991** | **58,203** | **59,194** |
| **At 31 December 2022** | **–** | **388** | **–** | **388** |

## 22 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION *(Continued)*

### (d) Disposal of subsidiaries

During the year ended 31 December 2022, the Group disposed the entire equity interests in four subsidiaries. The disposals had the following consolidated effect on the Group's assets and liabilities on the disposal dates:

| | *RMB'000* |
|---|---|
| Trade and other receivables | **280** |
| Cash and cash equivalents | **711** |
| Trade and other payables | **(1,139)** |
| Current taxation | **(8)** |
| Net assets of the subsidiaries disposed | **(156)** |
| Non-controlling interests | **8** |
| Net assets attributable to the Group | **(164)** |
| Total consideration satisfied by cash | **–** |
| Gain on disposal of the subsidiaries charged to "other net income" line item in the consolidated statement of profit or loss and other comprehensive income | **164** |
| Effect of disposal of subsidiaries on the cash flow of the Group is as follows: | |
| Consideration received, satisfied in cash | **–** |
| Cash and cash equivalents disposed of | **(711)** |
| Net cash outflow from disposal of subsidiaries | **(711)** |

## 23 TRADE AND OTHER PAYABLES

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| Trade payables | 130,779 | 111,867 |
| Amounts due to related parties | 13,111 | 6,932 |
| Other taxes and charges payable | 22,578 | 19,781 |
| Accrued payroll and other benefits | 46,283 | 42,206 |
| Deposits | 75,026 | 61,701 |
| Interest payable | 388 | 125 |
| Other payables and accruals | 80,152 | 81,053 |
| | 368,317 | 323,665 |

All the trade and other payables (including amounts due to related parties) are expected to be settled within 1 year or are repayable on demand.

As of the end of each reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| Within 1 year | 101,730 | 90,211 |
| 1 to 2 years | 22,707 | 19,548 |
| 2 to 3 years | 4,703 | 1,698 |
| Over 3 years | 1,639 | 410 |
| | 130,779 | 111,867 |

## 24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

**(a) Current taxation in the consolidated statement of financial position represents:**

| | 2022 | 2021 |
|---|---|---|
| | *RMB'000* | *RMB'000* |
| **PRC Corporate Income Tax** | | |
| At 1 January | 16,963 | 4,304 |
| Charged to profit or loss *(Note 7)* | 17,912 | 27,872 |
| Payments during the year | (27,821) | (20,730) |
| Effect on disposal of subsidiaries | (8) | (2) |
| Effect on acquisition of subsidiaries *(Note 31(b))* | – | 5,519 |
| At 31 December | 7,046 | 16,963 |

**(b) Deferred tax assets and liabilities recognised:**

***(i) Movement of each component of deferred tax assets and liabilities***

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

| Deferred tax arising from: | Credit loss allowance | Revaluation of financial assets measured at FVPL and other financial assets | Unrealised profit and loss | Revaluation of contingent consideration | Revaluation of investment properties | Customer relationship | Total |
|---|---|---|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| At 1 January 2021 *(as restated — Note 31(a))* | 12,089 | (370) | 485 | – | (625) | – | 11,579 |
| Credited/(charged) to profit or loss | 21,496 | (138) | (485) | 282 | (23) | 683 | 21,815 |
| Charged to reserve | – | 357 | – | – | – | – | 357 |
| Effect on acquisitions of subsidiaries | 331 | – | – | – | – | (9,100) | (8,769) |
| Effect on deferred tax balances resulting from a change in tax rate | – | – | – | – | 374 | – | 374 |
| At 31 December 2021 and 1 January 2022 | 33,916 | (151) | - | 282 | (274) | (8,417) | 25,356 |
| Credited/(charged) to profit or loss | 6,404 | 65 | - | (1,795) | (24) | 910 | 5,560 |
| Charged to reserve | – | 332 | - | – | – | – | 332 |
| At 31 December 2022 | 40,320 | 246 | - | (1,513) | (298) | (7,507) | 31,248 |

## 24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

**(b) Deferred tax assets and liabilities recognised:** *(Continued)*

***(ii) Reconciliation to the consolidated statement of financial position.***

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| Net deferred tax assets recognised in the consolidated statement of financial position | 38,807 | 34,198 |
| Net deferred tax liabilities recognised in the consolidated statement of financial position | (7,559) | (8,842) |
| | 31,248 | 25,356 |

**(c) Deferred tax assets not recognised**

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| **Unutilised tax losses — PRC** | 12,637 | 11,852 |

In accordance with the accounting policy set out in Note 2(t), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB12,696,000 (2021: RMB11,852,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

Pursuant to the relevant laws and regulations in the PRC, the unrecognised tax losses at the end of the reporting period will expire in the following years:

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| 2022 | – | 522 |
| 2023 | 4,180 | 4,191 |
| 2024 | 2,709 | 2,807 |
| 2025 | 2,655 | 2,737 |
| 2026 | 1,510 | 1,595 |
| 2027 | 1,583 | – |
| | 12,637 | 11,852 |

## 24 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION
*(Continued)*

**(d) Deferred tax liabilities not recognised**

According to PRC corporate income tax laws and its implementation rules, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008.

For the other distributable reserve and retained earnings of PRC subsidiaries of the Group up to 31 December 2022, no deferred tax liabilities were recognised as at 31 December 2022 as the Group controls the dividend policy of the subsidiaries and it has been determined that it is not probable that these profits will be distributed in the foreseeable future.

## 25 BANK LOANS

At 31 December 2022, the bank loans were as follows:

| | **2022**<br>***RMB'000*** | 2021<br>*RMB'000* |
|---|---|---|
| Bank loans | – | 20,508 |

At 31 December 2021, bank loans of RMB20,508,000 were guaranteed by First Property Management, a subsidiary of the Group, which received a counter-guaranteed from a company controlled by Mr Zhang Peng, namely First MOMA Assets Management (Beijing) Co., Ltd. ("**First Assets**") amounted to RMB5,580,000, representing 27.9% of the above guarantee obligations. Such bank loans were fully repaid in 2022.

## 26 CAPITAL, RESERVES, DIVIDENDS AND NON-CONTROLLING INTERESTS

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

| | Note | Share capital RMB'000 | Share premium RMB'000 | Employee share trusts RMB'000 | Exchange reserve RMB'000 | Retained profits RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|---|
| **Balance at 1 January 2021** | | 1 | 589,130 | – | (13,779) | 150 | 575,502 |
| **Changes in equity for 2021:** | | | | | | | |
| Total comprehensive income for the year | | – | – | – | (12,345) | (2,072) | (14,417) |
| Dividends approved in respect of the previous year | *26(c)* | – | – | – | – | (33,190) | (33,190) |
| Shares purchased for share award scheme | | – | – | (7,093) | – | – | (7,093) |
| **Balance at 31 December 2021 and 1 January 2022** | | **1** | **589,130** | **(7,093)** | **(26,124)** | **(35,112)** | **520,802** |
| **Changes in equity for 2022:** | | | | | | | |
| Total comprehensive income for the year | | **–** | **–** | **–** | **42,690** | **(4,073)** | **38,617** |
| Dividends approved in respect of the previous year | *26(c)* | **–** | **(57,655)** | **691** | **–** | **–** | **(56,964)** |
| Transfer | | **–** | **(33,190)** | **–** | **–** | **33,190** | **–** |
| Shares purchased for share award scheme | | **–** | **–** | **(6,572)** | **–** | **–** | **(6,572)** |
| **Balance at 31 December 2022** | | **1** | **498,285** | **(12,974)** | **16,566** | **(5,995)** | **495,883** |

## 26 CAPITAL, RESERVES, DIVIDENDS AND NON-CONTROLLING INTERESTS *(Continued)*

### (b) Share capital

***Authorised share capital***

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 20 January 2020, with an authorised share capital of US$50,000 divided into 50,000 shares with par value of US$1.00 each. In accordance with the shareholders' resolution of the Company passed on 25 September 2020 and effective on 22 October 2020, the authorised share capital of the Company of US$50,000 is divided into 250,000,000,000 shares of a par value of US$0.0000002 each.

***Issued share capital***

| | **2022** | | 2021 | |
|---|---|---|---|---|
| | ***No. of shares*** | ***RMB*** | *No. of shares* | *RMB* |
| **Ordinary shares, issued and fully paid:** | | | | |
| At 1 January 2021, 31 December 2021, 1 January 2022 and 30 June 2022 | **1,000,000,000** | **1,381** | 1,000,000,000 | 1,381 |

### (c) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year:

| | **2022** | 2021 |
|---|---|---|
| | ***RMB'000*** | *RMB'000* |
| Final dividend proposed after the end of the reporting period of HK$3.00 cents (2021: HK$6.77 cents) per ordinary share | **26,798** | 55,033 |

The final dividend proposed for shareholders' approval after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year.

| | **2022** | 2021 |
|---|---|---|
| | ***RMB'000*** | *RMB'000* |
| Final dividend in respect of the previous financial year, approved and paid during the year, of HK$6.77 cents per share (2021: HK$3.97 cents) | **57,655** | 33,190 |

## 26 CAPITAL, RESERVES, DIVIDENDS AND NON-CONTROLLING INTERESTS *(Continued)*

### (d) Employee share trusts

On 10 May 2021, the Board resolved to adopt the Scheme, a long-term incentive program to eligible persons, in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

Employee share trusts are established for the purposes of awarding shares to eligible persons (including employees and directors of the Company or its subsidiaries, and advisors and agents who provide value-added services to the Company or its subsidiaries) under the Scheme. The employee share trusts are administered by the Board and the trustees and are funded by the Group's cash contributions for buying the Company's shares in the open market and recorded as contributions to employee share trusts, an equity component.

During the year ended 31 December 2022, the Company had entrusted the trustee to purchase shares on The Stock Exchange of Hong Kong Limited as follows:

| Month/year | Number of shares repurchased | Highest price paid per share *HK$* | Lowest price paid per share *HK$* | Aggregate price paid *RMB'000* |
|---|---|---|---|---|
| March 2022 | **1,500,000** | **0.83** | **0.83** | **1,012** |
| April 2022 | **1,350,000** | **0.88** | **0.86** | **953** |
| July 2022 | **2,000,000** | **0.93** | **0.87** | **1,545** |
| August 2022 | **500,000** | **0.75** | **0.75** | **328** |
| September 2022 | **1,700,000** | **0.81** | **0.75** | **1,165** |
| October 2022 | **800,000** | **0.72** | **0.67** | **505** |
| December 2022 | **2,000,000** | **0.63** | **0.57** | **1,064** |
| | | | | **6,572** |

The trustee of the employee share trusts will transfer the shares of the Company to employees upon vesting. During the year ended 31 December 2022, no share has been granted and vested.

### (e) Adoption of share award scheme by controlling shareholder

On 29 July 2021, the Company was informed that Cedar Group Management Limited ("**Cedar**"), one of the controlling shareholders of the Company, adopted a share award scheme to eligible persons in order to retain them for the continuous operation and development of the Group, and to attract suitable personnel for further development of the Group. The award shares will be satisfied by the existing shares beneficially owned by Cedar and no new shares will be issued by the Company as a result of the grant of award shares under the scheme.

On 25 August 2021, 63,782,250 shares were granted to selected persons that have made significant contributions to the business and development of the Group and shall include but without limitation any employee and director of the Group or the Cedar Group under the share award scheme with the payment of the grant price of HK$0.86 per share. The award shares shall be automatically vested on the date of grant.

Share price at the date of grant was HK$0.86 and the fair value related to above arrangement was HK$ Nil.

## 26 CAPITAL, RESERVES, DIVIDENDS AND NON-CONTROLLING INTERESTS *(Continued)*

**(f) Nature and purpose of reserves**

***(i) Share premium***

Share premium primarily represents the difference between the consideration and the par value of the issued and paid-up shares of the Company.

***(ii) Capital reserve***

The balance of capital reserve represents the aggregate of the difference between the consideration paid and the paid-in capital company acquired under common control, acquisitions of non-controlling interests, and the reorganisation took place prior to the listing of the Company's shares on the Stock Exchange.

***(iii) Statutory surplus reserve***

For the purposes of the consolidated financial statements, the statutory surplus reserve represented the statutory surplus reserve of all entities comprising the Group.

Statutory reserve is established in accordance with the relevant PRC rules and regulations and the articles of association of the companies which are incorporated in the PRC until the reserve balance reaches 50% of their registered capital. The transfer to this reserve must be made before distribution of a dividend to equity holders.

For the entities concerned, this reserve can be utilised in setting off accumulated losses or increasing capital and is non-distributable other than in liquidation.

***(iv) Exchange reserve***

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside the mainland China. The reserve is dealt with in accordance with the accounting policies set out in Note 2(w).

***(v) Fair value reserve***

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investment designated at FVOCI under IFRS 9 that are held at the end of the reporting period (see Note 2(g)).

**(g) Non-controlling interests ("NCI")**

NCI primarily relates to First Living. As at 31 December 2022, the proportion of ownership interests of First Living held by the NCI in the consolidated financial statements was 27.88% (2021: 27.88%). The loss attributable to the NCI for the year ended 31 December 2022 was RMB735,000 (2021: loss attributable RMB12,024,000). Summarised financial information about First Living is set out in Note 4(b).

## 26 CAPITAL, RESERVES, DIVIDENDS AND NON-CONTROLLING INTERESTS *(Continued)*

### (h) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's overall strategy remains unchanged throughout the reporting period.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors capital on the basis of the gearing ratio, which is calculated as total interest-bearing borrowings divided by total equity and amounted to Nil at 31 December 2022 (2021: 0.03).

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity and foreign currency risks arise in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities. The Group is not exposed to significant interest rate risk.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables and contract assets. The Group's exposure to credit risk arising from cash and cash equivalent and restricted cash are limited because the counterparties are banks and financial institutions with high credit standing which the Group considers to have low credit risk.

In respect of trade receivables and contract assets arising from contracts with third parties, the Group measures loss allowances at an amount equal to lifetime ECLs based on historical settlement records and forward-looking information. The Group has a large number of customers and there was no concentration of credit risk. In addition, the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group considers that a default event occurs when there is significant decrease in services fee collection rate and estimates the expected credit loss rate for the reporting period. Normally, the Group does not obtain collateral from customers.

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

### (a) Credit risk *(Continued)*

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and contract assets arising from contracts with third parties as at 31 December 2022 and 2021.

| | 2022 | | |
|---|---|---|---|
| | Excepted loss rate % | Gross carrying amount *RMB'000* | Loss allowance *RMB'000* |
| **First Property Management** | | | |
| Property owners: | | | |
| Within 1 year | 18% | 142,306 | 24,989 |
| 1–2 years | 50% | 52,272 | 26,062 |
| 2–3 years | 59% | 25,971 | 15,416 |
| 3–4 years | 71% | 23,965 | 17,015 |
| 4–5 years | 83% | 8,932 | 7,414 |
| over 5 years | 100% | 8,562 | 8,562 |
| | | 262,008 | 99,458 |
| **Public facility business forms customers and property developers:** | | | |
| Within 1 year | 1% | 116,978 | 1,366 |
| 1–2 years | 24% | 15,911 | 3,785 |
| 2–3 years | 66% | 5,544 | 3,643 |
| 3–4 years | 91% | 1,513 | 1,374 |
| | | 139,946 | 10,168 |
| **First Living** | | | |
| Within 1 year | 15% | 3,823 | 584 |
| 1–2 years | 20% | 8,450 | 1,696 |
| 2–3 years | 56% | 4,226 | 2,364 |
| 3–4 years | 100% | 6,216 | 6,216 |
| | | 22,715 | 10,860 |

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

### (a) Credit risk *(Continued)*

| | 2021 | | |
|---|---|---|---|
| | Excepted loss rate % | Gross carrying amount *RMB'000* | Loss allowance *RMB'000* |
| **First Property Management** | | | |
| Property owners: | | | |
| Within 1 year | 16% | 109,929 | 17,951 |
| 1–2 years | 45% | 33,622 | 15,094 |
| 2–3 years | 53% | 28,758 | 15,242 |
| 3–4 years | 62% | 11,172 | 6,927 |
| 4–5 years | 78% | 7,916 | 6,174 |
| over 5 years | 100% | 1,656 | 1,656 |
| | | 193,053 | 63,044 |
| **Public facility business forms customers and property developers:** | | | |
| Within 1 year | 3% | 88,550 | 2,389 |
| 1–2 years | 16% | 5,948 | 981 |
| 2–3 years | 85% | 909 | 777 |
| | | 95,407 | 4,147 |
| **First Living** | | | |
| Within 1 year | 8% | 5,407 | 459 |
| 1–2 years | 12% | 11,659 | 1,374 |
| 2–3 years | 42% | 6,886 | 2,911 |
| | | 23,952 | 4,744 |

The ECL allowance is determined using a provision matrix. The expected loss rates are based on actual loss experience over the past 5 years.

Related parties of the Group have encountered liquidity issues since October 2021 due to the adverse impact of a number of factors including the macroeconomic environment, the real estate industry environment and the COVID-19 pandemic. The calculation of loss allowance for trade receivables and contract assets arising from contracts with related parties were carried out by an independent specialist, namely Vincorn Group Holdings Limited, with experience in ECL calculation.

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

### (a) Credit risk *(Continued)*

The following table gives information about the expected loss rates for trade receivables and contract assets arising from contracts with related parties are determined.

| | 2022 | | |
|---|---|---|---|
| | **Excepted loss rate %** | **Gross carrying amount *RMB'000*** | **Loss allowance *RMB'000*** |
| Trade receivables from related parties | **36.88%** | **178,393** | **65,792** |
| Contract assets arising from contracts with related parties | **36.88%** | **28,764** | **10,608** |
| | | **207,157** | **76,400** |

| | 2021 | | |
|---|---|---|---|
| | Excepted loss rate % | Gross carrying amount RMB'000 | Loss allowance RMB'000 |
| Trade receivables from related parties | 40.10% | 166,166 | 66,633 |
| Contract assets arising from contracts with related parties | 40.10% | 43,330 | 17,375 |
| | | 209,496 | 84,008 |

The expected loss rates are estimated based on the weighted-average recovery rate of troubled debts derived from historical market data and have been adjusted for industry specific information and differences between economic conditions during the period over which the historical data has been collected and current conditions. The Group has identified the enterprise prosperity index and real estate industry enterprise prosperity index to be the most relevant factors, and accordingly adjusts the weighted-average recovery rate of troubled debts derived from historical market data based on expected changes in these factors.

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS
*(Continued)*

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of each reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

| | **2022** | | | | | |
|---|---|---|---|---|---|---|
| | **Contractual undiscounted cash outflow** | | | | | |
| | **Within 1 year or on demand** | **More than 1 year but less than 2 years** | **More than 2 years but less than 5 years** | **More than 5 years** | **Total** | **Carrying amount at 31 December** |
| | ***RMB'000*** | ***RMB'000*** | ***RMB'000*** | ***RMB'000*** | ***RMB'000*** | ***RMB'000*** |
| Trade and other payables | **368,317** | **–** | **–** | **–** | **368,317** | **368,317** |
| Contingent consideration | **11,734** | **21,966** | **–** | **–** | **33,700** | **32,334** |
| | **380,051** | **21,966** | **–** | **–** | **402,017** | **400,651** |

| | 2021 | | | | | |
|---|---|---|---|---|---|---|
| | Contractual undiscounted cash outflow | | | | | |
| | Within 1 year or on demand | More than 1 year but less than 2 years | More than 2 years but less than 5 years | More than 5 years | Total | Carrying amount at 31 December |
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Trade and other payables | 323,665 | – | – | – | 323,665 | 323,665 |
| Bank loans | 20,508 | – | – | – | 20,508 | 20,508 |
| Contingent consideration | 5,867 | 7,223 | 29,541 | – | 42,631 | 39,514 |
| | 350,040 | 7,223 | 29,541 | – | 386,804 | 383,687 |

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

*(Continued)*

### (c) Interest rate risk

The Group's interest rate risk arises primarily from bank loans. Bank loans issued at fixed rates expose the Group to fair value interest rate risk.

The following table details the interest rate profile of the Group's bank loans at the end of the reporting period:

| | 2022 | | 2021 | |
|---|---|---|---|---|
| | *Effective interest rate* | | *Effective interest rate* | |
| | *%* | *RMB'000* | *%* | *RMB'000* |
| **Fixed rate** | | | | |
| Bank loans | – | – | 3.85%–4.43% | 20,508 |
| | | – | | 20,508 |

The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the Group will consider hedging significant interest rate exposure should the need arise.

Management considers that the Group's exposure to fluctuation in interest rate risk is not significant. Accordingly, no sensitivity analysis is presented.

### (d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities. The Company, the BVI subsidiary and the Hong Kong subsidiary's functional currency is HK$. Their businesses are principally conducted in HK$.

The Group's PRC subsidiaries' functional currency is RMB and their businesses are principally conducted in RMB. So the Group considers the currency risk to be insignificant.

### (e) Fair value measurement

#### *(i) Financial assets and liabilities measured at fair value*

*Fair value hierarchy*

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement.

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

### (e) Fair value measurement *(Continued)*

#### *(i)* ***Financial assets and liabilities measured at fair value*** *(Continued)*

*Fair value hierarchy (Continued)*

During the reporting period, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of each reporting period in which they occur.

| | Fair value at 31 December 2022 *RMB'000* | Fair value measurements as at 31 December 2022 categorised into Level 1 *RMB'000* | Level 2 *RMB'000* | Level 3 *RMB'000* |
|---|---|---|---|---|
| **Recurring fair value measurements** | | | | |
| *Assets:* | | | | |
| — Equity securities designated at FVOCI (non-recycling) | 4,165 | – | – | 4,165 |
| — Financial assets measured at FVPL | 107,620 | – | 107,620 | – |
| *Liabilities:* | | | | |
| — Contingent consideration | 32,334 | – | – | 32,334 |

| | Fair value at 31 December 2021 *RMB'000* | Fair value measurements as at 31 December 2021 categorised into Level 1 *RMB'000* | Level 2 *RMB'000* | Level 3 *RMB'000* |
|---|---|---|---|---|
| **Recurring fair value measurements** | | | | |
| *Assets:* | | | | |
| — Equity securities designated at FVOCI (non-recycling) | 5,493 | – | – | 5,493 |
| — Financial assets measured at FVPL | 97,587 | – | 97,587 | – |
| *Liabilities:* | | | | |
| — Contingent consideration | 39,514 | – | – | 39,514 |

(Expressed in RMB unless otherwise indicated)

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

### (e) Fair value measurement *(Continued)*

#### *(i)* ***Financial assets and liabilities measured at fair value*** *(Continued)*

*Valuation techniques and inputs used in Level 2 fair value measurements*

The fair value of financial assets measured at FVPL is determined based on the estimated amount that the Group would receive to redeem the financial assets at the end of each reporting period. The estimated redeemable amount is calculated based on the most recent transaction price or the daily quotation published by the financial institutions.

*Information about Level 3 fair value measurements*

| | Valuation techniques | Significant unobservable inputs | Weighted average |
|---|---|---|---|
| Equity instruments | Market comparable companies | Discount for lack of marketability | 42% (2021: 13%) |
| Contingent consideration | Discounted cash flow valuation method | Expected payments, Discount rate | RMB33,700,000 3.65% (2021: 3.85%) |

The fair value of the equity instruments is determined by using enterprise value per sales of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability. As at 31 December 2022 it is estimated that with all other variables held constant, a decrease/increase in discount for lack of marketability by 1% would have increased/decreased the Group's other comprehensive income by RMB72,000 (2021: RMB49,000).

The fair value of the contingent consideration relating to the business combination is determined considering the expected payment, discounted to present value using a risk-adjusted discount rate. As at 31 December 2022, it is estimated that with all other variables held constant, a decrease/increase in discount rate by 0.1% would have decreased/increased the Group's profit by RMB26,000(2021: RMB19,000).

## 27 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS *(Continued)*

### (e) Fair value measurement *(Continued)*

#### *(i) Financial assets and liabilities measured at fair value* (Continued)

The movements during the period in the balance of these Level 3 fair value measurements are as follows:

| | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|
| Equity securities: | | |
| At 1 January | **5,493** | 6,920 |
| Net unrealised losses recognised in other comprehensive income during the period | **(1,328)** | (1,427) |
| At 31 December | **4,165** | 5,493 |
| Contingent consideration: | | |
| At 1 January | **39,514** | – |
| Acquisition of subsidiaries | **–** | 38,388 |
| Changes in fair value recognised in profit or loss during the period | **(7,180)** | 1,126 |
| At 31 December | **32,334** | 39,514 |
| Total gains or losses for the period included in profit or loss and other comprehensive income for assets and liabilities held at the end of the reporting period | **5,852** | (2,553) |

Any gain or loss arising from the remeasurement of the Group's equity securities held for strategic purposes are recognised in the fair value reserve (non-recycling) in other comprehensive income. Upon disposal of the equity securities, the amount accumulated in other comprehensive income is transferred directly to retained earnings.

The gain/loss arising from the remeasurement of contingent consideration are presented in the "other net income" line item in the consolidated statement of profit or loss.

#### *(ii) Fair value of financial assets and liabilities carried at other than fair value*

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2022.

## 28 CONTINGENT ASSETS AND LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2022 (2021: Nil).

## 29 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2022, the directors consider the ultimate controlling party of the Group to be Mr. Zhang Lei, together with Mr. Zhang Peng acting as a concert group.

At 31 December 2022, the directors consider the immediate parent of the Group to be Glorious Group Holdings Limited. This entity does not produce financial statements available for public use.

## 30 MATERIAL RELATED PARTY TRANSACTIONS

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 8 and certain of the highest paid employees as disclosed in Note 9, is as follows:

| | **2022**<br>***RMB'000*** | 2021<br>*RMB'000* |
|---|---|---|
| Short-term employee benefits | **4,636** | 3,987 |
| Post-employment benefits | **220** | 205 |
| | **4,856** | 4,192 |

Total remuneration is included in "staff costs" (see Note 6(a)).

### (b) Significant related party transactions

The principal transactions which were carried out in the ordinary course of business are as follows:

| **Nature of related party transactions** | **2022**<br>***RMB'000*** | 2021<br>*RMB'000* |
|---|---|---|
| **Provision of property management services and other services** | | |
| — Companies controlled by Modern Land Group | **36,903** | 151,440 |
| — Other companies controlled by Mr. Zhang Lei | **–** | 2,844 |
| — Companies controlled by Mr. Zhang Peng | **5,988** | 5,527 |
| — Companies jointly controlled by Mr. Zhang Lei | **25,521** | 45,781 |
| **Receiving services** | | |
| — Companies controlled by Mr. Zhang Lei | **814** | 2,242 |
| — A Company controlled by Mr. Zhang Peng | **4,630** | 4,521 |
| **Acquisition of subsidiaries** | | |
| — Companies controlled by Mr. Zhang Lei | **–** | 2,320 |

## 30 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

### (c) Balances with related parties

| | Note | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|---|
| **Amounts due from:** | | | |
| — Companies controlled by Mr. Zhang Lei | | **122,961** | 118,414 |
| — Companies controlled by Mr. Zhang Peng | | **5,300** | 5,198 |
| — Companies jointly controlled by Mr. Zhang Lei | | **50,132** | 42,554 |
| | *(i), (ii)* | **178,393** | 166,166 |
| **Amounts due to:** | | | |
| — Companies controlled by Mr. Zhang Lei | | **4,218** | 3,827 |
| — Companies controlled by Mr. Zhang Peng | | **8,893** | 3,105 |
| | *(i)* | **13,111** | 6,932 |
| **Contract assets:** | | | |
| — Companies controlled by Mr. Zhang Lei | | **11,320** | 16,871 |
| — Companies jointly controlled by Mr. Zhang Lei | | **17,444** | 26,459 |
| | *(iii)* | **28,764** | 43,330 |
| **Contract liabilities:** | | | |
| — Companies controlled by Mr. Zhang Lei | | **4,894** | 5,683 |
| — Companies controlled by Mr. Zhang Peng | | **181** | 412 |
| — Companies jointly controlled by Mr. Zhang Lei | | **20** | – |
| | | **5,095** | 6,095 |

*Notes:*

(i) Amounts due from/to related parties are all trade nature, unsecured and interest-free, except for capital injection of RMB 500,000 to a joint venture of the Group and payment of bank loans on behalf of First Living by First Assets of RMB 5,750,000 (31 December 2021: RMB Nil) which bears an interest at 4.35% per annum.

(ii) The outstanding balances with these related parties are trading balances included in "trade and other receivables" (Note 21) against which a lump sum expected credit loss allowance amounted to RMB66,965,000 was provided at 31 December 2022 (2021: RMB66,633,000) (Note 27(a)).

(iii) The outstanding balances with these related parties are included in "contract assets" (Note 20(a)) against which a lump sum expected credit loss allowance amounted to RMB10,608,000 was provided at 31 December 2022 (2021: RMB17,375,000) (Note 27(a)).

## 30 MATERIAL RELATED PARTY TRANSACTIONS *(Continued)*

### (d) Guarantees

The guarantee provided by the Group to its subsidiaries and the counter-guarantee provided to the Group by First Assets are set out in Note 25.

### (e) Applicability of the Listing Rules relating to connected transactions

Save as those transactions that are exempted from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1), related party transactions included in Note 30(b) constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the section Connected Transactions of the Directors' Report.

## 31 BUSINESS COMBINATIONS

### (a) Business combination under common control

In April 2021, First Property Management entered into a sale and purchase agreement with First Assets pursuant to which First Property Management acquired the entire equity interests in First Real Estate Brokerage Group, with a cash consideration of RMB2,320,000 (the "**Acquisition**"). The Acquisition was completed on 28 April 2021, upon then First Real Estate Brokerage Group became wholly-owned subsidiaries of the Group.

The Acquisition was considered as a business combination under common control as the Group and First Real Estate Brokerage Group are both ultimately controlled by Mr. Zhang Lei at the acquisition date.

As a result, the Group has restated the 2020 comparative amounts of the consolidated statement of profit or loss and other comprehensive income of the Group by including the operating results of First Real Estate Brokerage Group and eliminating its transactions with the First Real Estate Brokerage Group, as if the acquisition had been completed on the earliest date of the period being presented.

### (b) Business combination from third parties

In April 2021, the Group acquired 80% of the equity interest in Dalian Yahang from a third party, and 100% of the equity interest in Qingdao Luohang from another third party, obtaining control of Dalian Yahang and Qingdao Luohang.

In July 2021, the Group acquired 100% of the equity interest in Huangshi Tailefeng Property Service Co., Ltd. (黃石泰豐物業服務有限公司) ("**Huangshi Tailefeng**"), and 51% of the equity interest in Shaoyang Fusheng Property Management Co., Ltd (邵陽富晟物業管理有限公司) ("**Shaoyang Fusheng**") from third parties, subsequent to which Huangshi Tailefeng and Shaoyang Fusheng has become subsidiaries of the Group.

The above acquirees are engaged in the provision of property management services. The business combinations were made as part of the Group's strategy to expand its market share of property management operation in the PRC.

## 31 BUSINESS COMBINATIONS *(Continued)*

### (b) Business combination from third parties *(Continued)*

The following summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition dates.

| | Note | **Dalian Yahang** *RMB'000* | **Qingdao Luohang** *RMB'000* | **Huangshi Tailefeng & Shaoyang Fusheng** *RMB'000* | **Total** *RMB'000* |
|---|---|---|---|---|---|
| Property, plant and equipment | | 59 | 1,659 | – | 1,718 |
| Intangible assets | | 19,500 | 16,900 | – | 36,400 |
| Deferred tax assets | | 132 | 199 | – | 331 |
| Trade and other receivables | *(i)* | 12,197 | 57,503 | 5,169 | 74,869 |
| Cash and cash equivalents | | 3,018 | 1,389 | 1,896 | 6,303 |
| Trade and other payables | | (8,062) | (19,433) | (6,363) | (33,858) |
| Contract liabilities | | (6,882) | (841) | – | (7,723) |
| Current taxation | | – | (5,519) | – | (5,519) |
| Deferred tax liabilities | | (4,875) | (4,225) | – | (9,100) |
| Total net identifiable assets acquired | | 15,087 | 47,632 | 702 | 63,421 |
| Non-controlling interest | *(ii)* | (3,017) | (14,290) | – | (17,307) |
| Fair value of net identified assets acquired, net of non-controlling interests | | 12,070 | 33,342 | 702 | 46,114 |
| Goodwill | *(iii)* | 81,458 | 100,238 | – | 181,696 |
| Gain on bargain purchase | *(iv)* | – | – | (702) | (702) |
| Total consideration | | 93,528 | 133,580 | – | 227,108 |
| Cash consideration | | 75,600 | 113,120 | – | 188,720 |
| Contingent consideration | *(v)* | 17,928 | 20,460 | – | 38,388 |
| Total consideration | | 93,528 | 133,580 | – | 227,108 |

## 31 BUSINESS COMBINATIONS *(Continued)*

### (b) Business combination from third parties *(Continued)*

*Notes:*

(i) Trade and other receivables comprised gross contractual amounts due of RMB 77,272,000, of which RMB2,403,000 was expected to be uncollectable at the dates of business combinations.

(ii) The Group recognised the non-controlling interests based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquirees.

(iii) The goodwill is attributable mainly to the synergies and expected efficiencies from integrating the companies into Group's existing property management business that will make the Group a more efficient and effective competitor in China. None of the goodwill recognised is expected to be deductible for tax purposes.

(iv) A gain on bargain purchase amounted to RMB702,000 is presented in the "other net income" line item in the consolidated statement of profit or loss and other comprehensive income.

(v) The contingent consideration represented the consideration to be determined based on the actual results of the acquirees in subsequent three years from 2021. The contingent consideration was measured at fair value at the acquisition dates, with subsequent changes in fair value recognised in profit or loss. The fair value of the contingent consideration was determined by the discounted cash flow valuation method. The aggregated fair value of the contingent consideration at the respective acquisition dates was RMB 38,388,000 based on the then undiscounted expected consideration payments of RMB42,090,000.

As at 31 December 2022, the fair value of the contingent consideration was RMB 39,514,000, based on the undiscounted expected consideration payments of RMB42,631,000, among which RMB5,867,000 is to be paid within one year. During the year, a gain of RMB7,180,000 was recognised for the changes in fair value of the contingent consideration, as a result of an adjustment to the expected consideration payments based on the favorable outcome of the acquirees in 2022 as well as the forecasts in the coming year.

Net cash outflow arising from the above acquisitions in 2021 is as follows:

| | **Dalian Yahang** | **Qingdao Luohang** | **Huangshi Tailefeng & Shaoyang Fusheng** | **Total** |
|---|---|---|---|---|
| | *RMB'000* | *RMB'000* | *RMB'000* | *RMB'000* |
| Total considerations paid-in cash | 75,600 | 113,120 | – | 188,720 |
| Less: cash of subsidiaries acquired | (3,018) | (1,389) | (1,896) | (6,303) |
| | 72,582 | 111,731 | (1,896) | 182,417 |

The Group incurred transaction costs of RMB169,000 for the acquisitions. These transaction costs have been expensed and included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

## 32 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

| | Note | 2022<br>*RMB'000* | 2021<br>*RMB'000* |
|---|---|---|---|
| **Non-current assets** | | | |
| Amounts due from subsidiaries | | **311,361** | 283,583 |
| Investment in a subsidiary | | **1** | 1 |
| | | **311,362** | 283,584 |
| **Current assets** | | | |
| Other receivables | | **11,826** | 17,696 |
| Cash and cash equivalents | | **172,706** | 219,525 |
| | | **184,532** | 237,221 |
| **Current liabilities** | | | |
| Other payables | | **11** | 3 |
| **NET ASSETS** | | **495,883** | 520,802 |
| **CAPITAL AND RESERVES** | *26* | | |
| Share capital | | **1** | 1 |
| Reserves | | **495,882** | 520,801 |
| **TOTAL EQUITY** | | **495,883** | 520,802 |

Approved and authorised for issue by the board of directors on 29 March 2023.

**Liu Peiqing**
*Directors*

**Zhu Li**
*Directors*

(Expressed in RMB unless otherwise indicated)

## 33 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ACCOUNTING PERIOD BEGINNING ON 1 JANUARY 2023

Up to the date of issue of these financial statements, the IASB has issued a number of amendments and a new standard, IFRS 17, Insurance contracts, which are not yet effective for the year beginning 1 January 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

| | **Effective for accounting periods beginning on or after** |
|---|---|
| Amendments to IAS 1, *Classification of Liabilities as Current or Non-current* | 1 January 2024 |
| IFRS 17, *Insurance contracts* | 1 January 2023 |
| Amendments to IAS 1 and IFRS Practice Statement 2, *Disclosure of Accounting Policies* | 1 January 2023 |
| Amendments to IAS 8, *Definition of Accounting Estimates* | 1 January 2023 |
| Amendments to IAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* | 1 January 2023 |
| Amendments to IFRS 10 and IAS 28, *Sale or contribution of assets between an investor and its associate or joint venture* | To be determined at a future date |

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

## 34 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

No significant subsequent events have occurred subsequent to 31 December 2022.

# DEFINITIONS

| | |
|---|---|
| "AGM" | the annual general meeting of the Company to be held on Tuesday, 20 June 2023; |
| "Articles of Association" | the third amended and restated memorandum and articles of association of the Company adopted on 21 June 2022 (as amended from time to time); |
| "Audit Committee" | the audit committee of the Company; |
| "Auditor" | the auditor of the Company; |
| "Board" | the board of Directors of the Company; |
| "BVI" | the British Virgin Islands; |
| "Cedar Group" | Cedar Group Management Limited (雪松集团管理有限公司), a BVI business company incorporated in the BVI with limited liability on 19 December 2019; |
| "CG Code" | the Corporate Governance Code contained in Part 2 of Appendix 14 to the Listing Rules; |
| "China" or "PRC" | the People's Republic of China and, except where the context requires and only for the purpose of this report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan. "Chinese" shall be construed accordingly; |
| "Companies Law" | the Companies Law, Cap. 22 (Law 3 of 1961, as amended or supplemented or otherwise modified from time to time) of the Cayman Islands; |
| "Companies Ordinance" | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time; |
| "Company", "our Company" or "the Company" | First Service Holding Limited (第一服务控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 20 January 2020, and except where the context otherwise requires, all of its subsidiaries, or where the context refers to the time before it became the holding company of its present subsidiaries, its present subsidiaries; |
| "Director(s)" or "our Directors" | the director(s) of the Company; |
| "First Assets" | First MOMA Assets Management (Beijing) Co., Ltd. (第一摩碼資產管理(北京)有限公司), a company incorporated in the PRC on 20 September 2002; |

# DEFINITIONS

| | |
|---|---|
| "First Living" | First MOMA Human Environment Technology (Beijing) Co., Ltd. (第一摩碼人居環境科技(北京)有限公司) (formerly known as First MOMA Human Environment Technology (Beijing) Joint Stock Limited Company (第一摩碼人居環境科技(北京)股份有限公司)), a limited liability company established in the PRC on 3 December 2014, and an indirect non-wholly owned subsidiary of our Company; |
| "First Property" | First Property Service (Beijing) Co., Ltd. (第一物業服務(北京)有限公司) (formerly known as Beijing Modern and First Property (Beijing) Joint Stock Limited Company (第一物業(北京)股份有限公司), a limited liability company established in the PRC on 6 December 1999, and an indirect wholly-owned subsidiary of our Company; |
| "GFA" | gross floor area; |
| "Global Offering" | the Hong Kong public offering and the international offering of the Shares; |
| "Glorious Group" | Glorious Group Holdings Limited (世家集团控股有限公司), a BVI business company incorporated in the BVI with limited liability on 19 December 2019; |
| "Group", "our Group", "we", "our" or "us" | our Company, its subsidiaries from time to time, or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time or the business operated by such subsidiaries or their predecessors (as the case may be); |
| "Hao Fung" | Hao Fung Investment Limited (皓峰投资有限公司), a BVI business company incorporated in the BVI with limited liability on 18 December 2019; |
| "HK$", "Hong Kong Dollars" or "cents" | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong; |
| "Hong Kong" or "HK" | the Hong Kong Special Administrative Region of the PRC; |
| "independent third party(ies)" | person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons or associates of our connected persons as defined under the Listing Rules; |
| "Liu Pei Qing Management" | Liu Pei Qing Management Limited (刘培庆管理有限公司), a BVI business company incorporated in the BVI with limited liability on 17 December 2019; |
| "Listing" | the listing of the Shares on the Main Board of the Stock Exchange; |

# DEFINITIONS

| | |
|---|---|
| "Listing Date" | the date, being 22 October 2020, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange; |
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time; |
| "Long Han Management" | Long Han Management Limited (龙晗管理有限公司), a BVI business company incorporated in the BVI with limited liability on 17 December 2019; |
| "Main Board" | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange; |
| "Model Code" | the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules; |
| "Modern Land" | Modern Land (China) Co., Limited (當代置業(中國)有限公司) (stock code: 1107), an exempted company with limited liability incorporated in the Cayman Islands on 28 June 2006 and the shares of which are listed on the Main Board of the Stock Exchange; |
| "Modern Land Group" | Modern Land and its subsidiaries; |
| "MOHURD" | the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) or its predecessor, the Ministry of Construction of the PRC (中華人民共和國建設部); |
| "NEEQ" | the National Equities Exchange and Quotations Co., Ltd., a PRC over-the-counter system for trading the shares of public companies; |
| "Nomination Committee" | the nomination committee of the Company; |
| "Prospectus" | the prospectus of the Company dated 12 October 2020; |
| "Remuneration Committee" | the remuneration committee of the Company; |
| "RMB" | the lawful currency of the PRC; |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented from time to time; |

# DEFINITIONS

| | |
|---|---|
| "Shareholder(s)" | holder(s) of Share(s); |
| "Share(s)" | ordinary shares in the capital of our Company with nominal value of US$0.0000002 each; |
| "Share Award Scheme" | the share award scheme adopted by the Board on 10 May 2021; |
| "Share Option Scheme" | the share option scheme conditionally adopted pursuant to the written resolutions passed by our Shareholders on 25 September 2020; |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; and |
| "%" | per cent. |

*In this annual report, the terms "associate", "close associate", "connected person", "connected transaction", "continuing connected transaction", "core connected person", "controlling shareholder", "subsidiary" and "substantial shareholder" shall have the meanings given to such terms under the Listing Rules, unless the context otherwise requires.*