



Ever Reach Group (Holdings) Company Limited 恒達集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
Stock code : 3616 股份代號 : 3616

恒达东樾

ANNUAL REPORT
年度報告

2022

CONTENTS

目錄

Corporate Information 公司資料	2	Independent Auditor's Report 獨立核數師報告	129
Chairman's Statement 主席報告	5	Consolidated Financial Statements 綜合財務報表	
Management Discussion and Analysis 管理層討論與分析	10	• Consolidated Statement of Financial Position 綜合財務狀況表	142
Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷	31	• Consolidated Statement of Profit or Loss 綜合損益表	145
Directors' Report 董事會報告	38	• Consolidated Statement of Comprehensive Income 綜合全面收益表	147
Environmental, Social and Governance Report 環境、社會及管治報告	58	• Consolidated Statement of Changes in Equity 綜合權益變動表	148
Corporate Governance Report 企業管治報告	107	• Consolidated Statement of Cash Flows 綜合現金流量表	149
		• Notes to the Consolidated Financial Statements 綜合財務報表附註	151
		Financial Summary 財務概要	304
		List of Principal Properties 主要物業	305
		Glossary 詞彙	311

恒达东越



Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. LI Xiaobing (Chairman)
Mr. WANG Zhenfeng (Chief Executive Officer)
Ms. QI Chunfeng
Mr. WANG Quan

Independent Non-Executive Directors

Mr. FANG Cheng
Mr. LEE Kwok Lun
Mr. WEI Jian

AUDIT COMMITTEE

Mr. LEE Kwok Lun (Chairman)
Mr. FANG Cheng
Mr. WEI Jian

REMUNERATION COMMITTEE

Mr. FANG Cheng (Chairman)
Mr. LEE Kwok Lun
Mr. WEI Jian

NOMINATION COMMITTEE

Mr. LI Xiaobing (Chairman)
Mr. FANG Cheng
Mr. LEE Kwok Lun

LEGAL COMPLIANCE COMMITTEE

Mr. FANG Cheng (Chairman)
Mr. LEE Kwok Lun
Mr. WANG Zhenfeng

董事

執行董事

李小冰先生(主席)
王振峰先生(行政總裁)
齊春風女士
王權先生

獨立非執行董事

方征先生
李國麟先生
魏劍先生

審核委員會

李國麟先生(主席)
方征先生
魏劍先生

薪酬委員會

方征先生(主席)
李國麟先生
魏劍先生

提名委員會

李小冰先生(主席)
方征先生
李國麟先生

法律合規委員會

方征先生(主席)
李國麟先生
王振峰先生

AUTHORISED REPRESENTATIVES UNDER LISTING RULES

Mr. WANG Quan
Mr. LEUNG Kam Fai Anthony

COMPANY SECRETARY

Mr. LEUNG Kam Fai Anthony

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1409, Floor 14
Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

HEADQUARTERS IN THE PRC

266 Bayi Road
Weidu District
Xuchang City
Henan Province
The PRC

根據上市規則委任的授權代表

王權先生
梁錦暉先生

公司秘書

梁錦暉先生

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師

註冊辦事處

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

香港主要營業地點

香港
銅鑼灣
禮頓道77號
禮頓中心
14樓1409室

中國總部

中國
河南省
許昌市
魏都區
八一路266號

Corporate Information

公司資料

LEGAL ADVISERS (IN ALPHABETICAL ORDER)

Beijing Dentons Law Offices LLP
David Lo & Partners

PRINCIPAL BANKERS (IN ALPHABETICAL ORDER)

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

HKEx: 3616
Board Lot: 2,000 shares

COMPANY WEBSITE

www.everreachgroup.com

法律顧問(按英文字母排列次序)

北京大成律師事務所
羅國貴律師事務所

主要往來銀行(按英文字母排列次序)

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

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

股份代號

香港聯交所：3616
交易單位：2,000股

公司網址

www.everreachgroup.com

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Board, I am pleased to present the results of the Group for the year ended 31 December 2022.

ANNUAL REVIEW

2022 was an extremely difficult year for the real estate industry. Against the backdrop of a tough and complex domestic economy, a real estate industry that was treading on thin ice, and the ravaging COVID-19 outbreak, consumer's confidence in the housing market was at a low ebb. With homebuyers putting their plans on hold, real estate sales plunged. To survive this economic downturn, companies in the real estate industry have made it their top priority to deliver properties with the quality and quantity as promised.

In the face of the many obstacles in the real estate market in 2022, the Group actively marketed itself through product and brand advertising and other traditional marketing methods. At the same time, we also involved all employees in our marketing efforts by building a team to develop sales channels, and made full use of existing and new customer resources to maximise sales. In addition, the Group continued to improve our business segments, and motivated our marketing team by dynamically adjusting the team's evaluation and incentive policies in a timely manner, based on marketing objectives in different periods, to enhance our overall competitiveness. Meanwhile, the Group also actively participated in charity work to fulfill its corporate social responsibilities. In 2022, we donated a total amount of approximately RMB5.6 million to charity.

尊敬的各位股東：

本人謹代表董事會欣然提呈本集團截至2022年12月31日年度的業績。

年度回顧

2022年是房地產行業極其艱難的一年，嚴峻複雜的國內經濟、如墜冰窟的地產行業、肆虐橫行的新冠疫情，使房地產市場信心倍受打擊，居民購房意願低落，房地產企業銷售直線下降，企業為求生存、保交樓成了房地產行業的首要任務。

2022年面對房地產市場重重阻礙，集團在積極做好產品宣傳、品牌推廣等傳統行銷手段的同時，通過組建團隊開拓銷售管道，大力推行全體員工開拓銷售，充分利用新老客戶資源，最大限度地促進銷售。另外，不斷完善集團的業務板塊，圍繞不同時期的行銷重點，適時動態地調整行銷團隊的考核和激勵政策，充分提高行銷人員的積極性，提升集團的綜合競爭力。同時，集團積極投身公益事業，承擔企業社會責任，2022年全年公益捐款累計約人民幣560餘萬元。

Chairman's Statement

主席報告

In 2022, the Group was recognised as one of the “200 Top Real Estate Companies in China” at the “2022 Academic Conference for the Top 100 Real Estate Companies in China and the 19th Summit for the Top 100 Real Estate Companies in China”, which was jointly hosted by the China Enterprises Evaluation Association, the Institute of Real Estate Studies of Tsinghua University, the Beijing China Index Information and Technology Research Institute, and organised by the China Real Estate Top 10 Research Team under the Beijing China Index Information and Technology Research Institute. The Group was also given the “2022 Contribution Award for Urban Operation” at the “2023 Xuchang Real Estate Industry Summit and the 2022 Xuchang Real Estate Annual Ranking” organised by Xuchang Daily. The Hengda Mingzhu, Hengda Gucheng Xinyuan, and Hengda Xinduhui projects were awarded the honorary title of being a “Safe, Civilised, and Standardised Demonstration Site” in Xuchang in 2022.

In 2022, the Group established and acquired equity interests in the following companies: (I) Xuchang Hengrun Real Estate Company Limited* (許昌市恒潤置業有限公司); and (II) Xuchang Jian'an District Hengyu Industrial Company Limited* (許昌市建安區恒鈺實業有限公司). At the same time, the Group also acquired equity interests in Xuchang City Jian'an District Hengmu Property Company Limited* (許昌市建安區恒木房地產有限公司), increasing the share ratio from 51% to 100%, and continued to contribute to the sustainable development of the Group.

Over the past 30 years of our development, the Group has always adhered to the principle of “Integrity Management, Fulfilling Every Promise”. After gaining a foothold in the market with our products and services, we have always insisted on developing the market in-depth, implementing a development strategy that pursues excellence and ensures effective operation, and strive to achieve a win-win situation for our customers, society, employees, and investors.

2022年，集團在由中國企業評價協會、清華大學房地產研究所、北京中指資訊技術研究院主辦，北京中指資訊技術研究院中國房地產TOP10研究組承辦的「2022中國房地產百強企業研究成果發佈會暨第十九屆中國房地產百強企業家峰會」上榮獲「中國房地產200強企業」；在由許昌日報社主辦的「2023許昌房地產行業高峰論壇暨2022許昌地產年度總評榜」中榮獲「2022年度城市運營貢獻企業」；恒達名築專案、恒達古城新院專案、恒達新都匯專案獲得了2022年度許昌市「安全文明標準化示範工地」榮譽稱號。

2022年本集團通過設立及股權收購方式增設了：(I)許昌市恒潤置業有限公司及(II)許昌市建安區恒鈺實業有限公司。同時通過股權收購方式收購許昌市建安區恒木房地產有限公司股權，使持股比例由原有的51%增至100%，為集團可持續發展繼續蓄力。

在過去30年的發展中，本集團始終秉承「誠信經營，兌現每一個承諾」的經營理念，以產品和服務為立足點，堅持聚焦深耕、追求領先以及高效運營的發展戰略，努力實現客戶、社會、員工和投資者多方共贏。

ANNUAL RESULTS

For the year ended 31 December 2022, the Group's total revenue was approximately RMB2,861.8 million, representing an increase of approximately 3.4% from approximately RMB2,767.7 million for the year ended 31 December 2021. For the year ended 31 December 2022, the net profit was approximately RMB77.8 million, representing a decrease of approximately 74.3% from approximately RMB303.2 million for the year ended 31 December 2021.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2022.

OUTLOOK

In the face of a volatile international environment and the challenging COVID-19 situation within the country, the Chinese economy continued to grow under pressure in 2022. China's economic output reached RMB121 trillion, a record high after surpassing the RMB100 trillion and RMB110 trillion thresholds in 2020 and 2021, respectively. The overall economic and social situation remained harmonious and stable. According to data published by the National Bureau of Statistics, all aspects of the real estate industry recorded significant drops in 2022, as the entire industry was threatened by huge risks and challenges, along with a serious lack of market confidence.

Looking towards 2023, the recovery of the Chinese economy is still constrained by tremendous pressure, due to the ever-changing external environment and the impacts of the pandemic. The overall economic and social development is still in the recovering stage. Nevertheless, with adjustments to and the optimisation of pandemic prevention and control policies, and the promulgation of economic stabilisation policies, the economic environment is expected to improve and gradually rebound.

年度業績

截至2022年12月31日止年度，本集團的總收入約為人民幣2,861.8百萬元，較截至2021年12月31日止年度的約人民幣2,767.7百萬元增加約3.4%。截至2022年12月31日止年度，純利約為人民幣77.8百萬元，較截至2021年12月31日止年度的約人民幣303.2百萬元減少約74.3%。

末期股息

董事並不建議就截至2022年12月31日止年度派發末期股息。

展望

2022年，面對複雜多變的國際環境嚴峻的國內疫情形勢，國民經濟頂住壓力持續發展，我國經濟總量達到121萬億元，這是繼2020年、2021年連續突破100萬億元、110萬億元之後，經濟總量再上新台階，經濟社會大局整體和諧穩定。從國家統計局資料可見，2022年房地產行業各項資料均有較大程度下降，整個行業經歷了巨大的風險與挑戰，市場信心嚴重不足。

展望2023年，面對不斷變化的外部環境，加上前期疫情導致的效應，我國經濟的復甦仍面臨著巨大壓力，經濟社會整體發展仍處於恢復階段。但隨著疫情防控政策的調整優化以及各項穩經濟政策的出台，經濟環境預計整體向好，穩步回升。

Chairman's Statement

主席報告

In 2023, the Group will actively explore new methods of real estate development and adhere to the principle of developing the real estate industry steadily and healthily. We will capture every opportunity arising during the recovery period of the real estate industry, and strive for growth at the most appropriate timings. The Group will (I) upgrade its marketing strategy and generate new market ideas. For products with excess inventory, we will first develop inventory plans, pave the way for stock clearance through investment, and then incorporate such plans into our business operation. Through proper investment and operation strategies, we can increase sales to clear surplus stock. By combining the strengths of the Group's policies, brands, products, and services, we will build our own unique competitiveness in the regional market. At the same time, we will drive traffic from online to in-store and vice versa, pay attention to customer needs, and constantly improve our product quality and services. We will also improve our marketing experience, realise value marketing, conduct careful statistical analysis and planning, and dig deep into customer behaviour; (II) enhance product competitiveness and establish a better and standardised system. Through the adoption of standardised technical measures, management files, systems, and procedures, we will improve the quality and depth of the Group's design and engineering management, so as to ensure, control and improve the quality of our products, thus enhancing their market competitiveness; (III) strengthen the entire cost management cycle, to practically enhance our cost control capability. By incorporating cost management approaches into the whole cycle of project development, we will establish a management system with five principles at its core, namely: "cost planning", "whole-process cost consultation and management", "cost review", "target cost and the correlation between operating, management and financial expenses", and "evaluation of completed projects", to systematically manage the cost of every project; (IV) strengthen employees' awareness of position management, and create more effective talent training programmes. We will increase employees' productivity through the remuneration, benefits, and performance appraisal systems, ensure that employees are capable and suited for their positions, and offer tailor-made coaching and trainings to meet the specific needs of employees in different positions, to enhance the overall skills and capability of our employees.

2023年，本集團將積極探索房地產發展新模式、堅持平穩健康發展的房地產行業理念，牢牢抓住房地產行業復甦窗口的各種機遇，踏準節拍，謀求發展。本集團將(I)升級行銷策略，創新行銷模式。對庫存佔比大的商業產品要規劃先行、招商鋪路、運營輔助，運用招商運營帶動銷售的模式，去化庫存。將政策優勢、品牌優勢、產品優勢、服務優勢高度結合，形成恒達獨有的地方行銷競爭力。同時加強線上導流，抓好線下轉化，關注客戶的需求，不斷提升品質和服務；提升行銷體驗，實現價值行銷；做好數據分析和沉澱，進一步深挖客戶資源；(II)提升產品競爭力，完善標準化體系建設。通過標準化的技術措施、管理檔和制度流程等體系建設，提升全集團設計、工程管理的品質和深度，保障集團產品品質、品質的可控和提升，從而提升產品市場競爭力；(III)提高強化成本全週期管理，切實提高成本管控能力。將成本管理覆蓋專案開發的全週期，建立以「成本策劃」、「全過程造價諮詢管理」、「成本回顧」、「目標成本與三費關聯」、「專案完工後評估複盤」為核心的管理體系，使各項目成本管理工作有章有續開展；(IV)強化崗位管理意識，增強人才培養力度。利用薪酬、福利與績效考核體系的正向激勵提升人均效能，關注公司員工的崗位勝任度與人崗匹配度，對不同崗位員工展開針對性輔導培訓，提升員工整體能力質素。

Chairman's Statement

主席報告

In 2023, the Group will continue to move forward and overcome challenges. We will maintain the stable and healthy operation of our business, make active improvements, and embark on a new journey together with all employees.

ACKNOWLEDGEMENT

I would like to take this opportunity to express my gratitude to our shareholders, business partners, customers and suppliers for their support and trust on behalf of the Board. I would also like to thank the management and all staff for their contributions and efforts over the past years.

Ever Reach Group (Holdings) Company Limited

Li Xiaobing

Chairman and Executive Director

Hong Kong, 4 April 2023

2023年，本集團將砥礪前行，迎難而上，堅持穩健經營，積極完善自身，攜全體員工一起共赴新征程。

致謝

本人謹藉此機會代表董事會，對各位股東、業務夥伴、客戶及供應商的大力支持和信任表達謝意，同時感謝管理層及全體員工過去多年的貢獻及努力。

恒達集團(控股)有限公司

主席兼執行董事

李小冰

香港，2023年4月4日

Management Discussion and Analysis

管理層討論與分析

INDUSTRY REVIEW

On 17 January 2023, the National Bureau of Statistics issued a report on the “10.0% Reduction in the Development and Investment of Real Estate in the PRC in 2022”. According to the latest statistics therein, investment in real estate development in the PRC in 2022 amounted to approximately RMB13,289,500 million, representing a decrease of approximately 10.0% as compared to the previous year. Of which, investment in residential properties amounted to approximately RMB10,064,600 million, representing a decrease of approximately 9.5% as compared to 2021. Investment in real estate development in the eastern region of China amounted to approximately RMB7,247,800 million, representing a decrease of approximately 6.7% as compared to the previous year. The investment in the central region amounted to approximately RMB2,893,100 million, representing a decrease of approximately 7.2% as compared to the previous year. The investment in the western region amounted to approximately RMB2,748,100 million, representing a decrease of approximately 17.6% as compared to the previous year. The investment in the northeastern region was approximately RMB400,500 million, representing a decrease of approximately 25.5%. Analysis of the above data shows that investment growth slowed down, especially in the northeast region, which recorded a 25.5% drop. According to the above data, it can be seen that in 2022, the development and investment of real estates in the PRC remained in a state of deterioration, with a high development and investment pressure. Real estate companies were not proactive enough in acquiring land.

行業回顧

2023年1月17日，國家統計局發佈《2022年全國房地產開發投資下降10.0%》，從最新的統計資料顯示，2022年全國房地產開發投資約人民幣13,289,500百萬元，比去年下降約10.0%。其中，住宅投資約人民幣10,064,600百萬元，比2021年下降約9.5%，東部地區房地產開發投資約人民幣7,247,800百萬元，比去年下降約6.7%，中部地區投資約人民幣2,893,100百萬元，比去年下降約7.2%，西部地區投資約人民幣2,748,100百萬元，比去年下降約17.6%，東北地區投資約人民幣400,500百萬元，比去年下降約25.5%。單從全國房地產開發投資資料分析，行業投資有所下降，特別是東北地區下降比例達到25.5%。根據以上資料可見2022年全國房地產開發投資仍然處於惡化狀態，開發投資壓力較大，房地產企業拿地積極性不足。

Management Discussion and Analysis

管理層討論與分析

According to the National Bureau of Statistics, the total construction area of new property projects of real estate enterprises in 2022 was approximately 1,205.87 million sq.m., representing a decrease of approximately 7.2% as compared to 2021. Of which, the total construction area of new residential projects was 881.35 million sq.m., representing a decrease of approximately 39.8% as compared to 2021. In addition, the total sales area of commercial properties of real estate enterprises was 1,358.37 million sq.m., representing a decrease of approximately 24.3% as compared to the previous year. Of which, the total sales area of residential properties decreased by approximately 26.8% as compared to the previous year, while that of office buildings decreased by approximately 3.3%, whereas that of commercial and business properties decreased by approximately 8.9%. As shown from the data in relation to the total construction area of new property projects and total sales area of commercial properties of real estate enterprises across the PRC, the entire real estate industry in the country was facing a lot of pressure. The COVID-19 epidemic and the lack of confidence among homebuyers are all possible reasons for causing a slowdown in the real estate industry.

On 21 January 2023, the Henan Provincial Bureau of Statistics issued the “Development and Sales of Real Estates in Henan Province in 2022” report. According to the latest statistics, investment in real estate development in Henan Province amounted to approximately RMB679,336 million in 2022, representing a decrease of approximately 13.7%. Of which, investment in residential properties amounted to approximately RMB580,216 million, representing a decrease of approximately 13.4%.

In 2022, the total construction area of new property projects by Henan property developers was 89.49 million sq.m., representing a decrease of approximately 34.5% as compared to 2021. Of which, the total construction area of new residential properties was 73.67 million sq.m., representing a decrease of approximately 34.8%, while the total sales area of commercial properties of real estate enterprises was approximately 111.41 million sq.m., representing a decrease of approximately 16.1%. Of which, the total sales area of residential properties decreased by approximately 15.9%, while that of office buildings decreased by approximately 6.5%, whereas that of commercial and business properties decreased by approximately 19.1%.

根據國家統計局的資料，2022年房地產開發企業房屋新開工面積約1,205.87百萬平方米，比2021年下降約7.2%。其中，住宅新開工面積881.35百萬平方米，比2021年下降約39.8%。另外，房地產開發企業商品房銷售面積約1,358.37百萬平方米，比去年下降約24.3%。其中，住宅銷售面積比去年下降約26.8%，辦公樓銷售面積下降約3.3%，商業營業用房銷售面積下降約8.9%。從全國房地產開發企業的新開工面積及商品房銷售面積的統計資料上看，全國房地產行業整體面臨較大壓力，疫情影響、購房者信心不足可能都是造成房地產行業增速放緩的原因。

2023年1月21日，河南省統計局發佈《2022年全省房地產開發和銷售情況》，從最新的統計數據來看，2022年河南省房地產開發投資約人民幣679,336百萬元，同比下降約13.7%。其中，住宅投資約人民幣580,216百萬元，下降約13.4%。

2022年，河南省房地產開發企業房屋新開工面積89.49百萬平方米，比2021年下降約34.5%。其中，住宅新開工面積73.67百萬平方米，下降約34.8%。而房地產開發企業商品房銷售面積約111.41百萬平方米，同比下降約16.1%，其中，住宅銷售面積下降約15.9%，辦公樓銷售面積下降約6.5%，商業營業用房銷售面積下降約19.1%。

Management Discussion and Analysis

管理層討論與分析

As shown from the various data regarding the Henan property market, Henan Province saw a large decline in all areas in 2022. After analysis, we concluded that this was mainly attributed to the COVID-19 situation, which posed great difficulties to Henan's real estate industry in 2022, while the lack of confidence among homebuyers and concerns about the delivery risks of real estate projects were also significant factors for the decline. However, with the removal of COVID-19 control measures and the introduction of relevant policies to stabilise the market, the Henan real estate industry as a whole remains optimistic about the future.

BUSINESS OVERVIEW

2022 marks 30 years since the Group was established, yet it was also the most difficult year we have ever seen, with the evident global and national economic downturn. Despite the relaxation of COVID-19 prevention measures at the end of 2022, the impact of the pandemic on the real estate industry remained significant. It is difficult for homebuyers' confidence to return in the short term. While the future development direction of the real estate industry was laid out at the Central Economic Work Conference at the end of 2022, time is still needed for policies to become effective. The Group will take a proactive approach in dealing with the existing difficulties by continuously adjusting and optimising our operation strategies in general, to ensure that the cornerstone to our survival and development is unshakeable, thus buying us precious time to regain our vitality.

從河南省房地產領域各項資料中可見，2022年河南省各項統計資料均出現較大下降，分析主要原因是2022年河南疫情給河南房地產行業造成了巨大的困難，同時也與購房者信心不足和對房地產企業專案交付風險的擔憂有很大關係。但隨著疫情管控的取消及穩定樓市相關政策的相繼出台，河南省房地產行業整體對未來依然持樂觀態度。

業務概覽

2022年是集團成立30周年，但也是集團自成立以來最為艱難的一年，全球及全國經濟下行大家有目共睹。防疫政策雖然在2022年底有所放開，但對房地產行業的影響依然是巨大的，特別是對購房者信心的影響短時間內是難以提升的。房地產行業未來發展方向已在2022年底中央經濟會議中確定，但政策落實仍需時間，雖然困難存在，但集團積極應對，通過對整體運營的不斷調整和優化，保證集團生存及發展的基石不動搖，為集團恢復活力爭取寶貴的時間。

Management Discussion and Analysis

管理層討論與分析

In 2022, the Group, through continuous practice, adjusted its marketing strategies according to the actual sales performance. We increased online promotion and sales, reduced selling costs and expenses, and strengthened our sales potential. To maximise sales, we encouraged all employees to actively participate in sales activities, and rewarded top sales performers. Meanwhile, the Group also optimised the structure of its functional departments, and reduced its capital expenses without affecting the normal operation of the Company. The Group has also been proactively managing the progress of construction projects to ease our financial pressure. In terms of engineering and technology, the Group has been paying more attention to product quality and details, by constantly improving and updating our product compatibility standards and our database of standardised floor plans, which helped to enhance customer experience and satisfaction, and strengthened our brand image.

In 2022, the Group established and acquired equity interests in the following companies: (I) Xuchang Hengrun Real Estate Company Limited* (許昌市恒潤置業有限公司); and (II) Xuchang Jian'an District Hengyu Industrial Company Limited* (許昌市建安區恒鈺實業有限公司). The Group also acquired equity interests in Xuchang City Jian'an District Hengmu Property Company Limited (許昌市建安區恒木房地產有限公司), increasing the share ratio from 51% to 100%. At the same time, the Group acquired commercial and residential land in optimal locations in Xuchang through bidding invitations, auctions, and listings, with a gross floor area (“GFA”) of approximately 160,000 square meters.

With the spirit of an innovation pioneer, the Group is always determined to forge ahead to create beautiful chapters for urban construction with sincerity, kindness and responsibility. At the same time, we are committed to gaining a foothold in the market with our products and services, as well as implementing a development strategy where we focus on in-depth market development, pursue excellence, and ensure effective operation. As a service provider of quality living and a constructor of urban operation, we aim to develop the Xuchang market in depth, and venture into the surrounding areas, as we strive to realise a win-win situation for our customers, society, employees, and investors.

2022年集團通過不斷實踐，根據銷售工作的實際情況適時調整行銷策略，強化線上宣傳及銷售，減少銷售成本支出，加強集團銷售力量，鼓勵全體員工積極參與銷售工作，獎勵有銷售貢獻的員工，最大限度地促進銷售，同時優化集團職能部門結構，在不影響公司正常運行的情況下，減少資金的支出。集團也在主動控制工程進度，降低資金的壓力。在工程、技術方面，集團通過不斷對產品適配標準和產品標準化戶型庫進行完善和更新，更加注重產品品質以及細節的處理，增加了客戶的體驗感和滿意度，也加強了集團的品牌形象。

2022年本集團通過設立及股權收購方式增設了：(I)許昌市恒潤置業有限公司及(II)許昌市建安區恒鈺實業有限公司，通過股權收購的方式收購許昌市建安區恒木房地產有限公司股權，使持股比例由原有的51%增至100%，同時集團通過招拍掛方式獲取許昌市較好位置商住用地，建築面積（「**建築面積**」）約16萬餘平方米。

本集團始終秉承銳意進取、開拓創新的精神，以誠心、善心和責任心，為城市建設譜寫華章，同時堅持以產品和服務為立足點，堅持聚焦深耕、追求領先以及高效運營的發展戰略，以美好生活服務商、城市運營建設者的姿態深耕許昌，涉足周邊，努力實現客戶、社會、員工和投資者多方共贏。

Management Discussion and Analysis

管理層討論與分析

LAND RESERVES

As at 31 December 2022, the GFA of the Group's land reserves was approximately 4.1 million square meters ("sq.m."). The table below sets forth a summary of the land reserves as at 31 December 2022 by geographical location:

土地儲備

於2022年12月31日，本集團土地儲備的建築面積約為410萬平方米（「平方米」）。下表載列於2022年12月31日按地域劃分的土地儲備概要：

		Completed 已竣工	Under development 開發中	Future development 未來開發		
	Completed saleable/ leasable GFA remaining unsold 餘下未出售的可出 售／可出租已竣 工建築面積 sq.m. 平方米	GFA under development 開發中 建築面積 sq.m. 平方米	Planned GFA 規劃 建築面積 sq.m. 平方米	Total land reserve 總土地 儲備 sq.m. 平方米	% of total land reserve 佔總 土地儲備 百分比 %	
<i>Xuchang City</i>	許昌市					
Weidu District	魏都區	82,390	286,543	101,572	470,505	11.44
Jian'an District	建安區	52,211	49,200	97,730	199,141	4.84
Yuzhou City	禹州市	79,219	1,138,716	197,916	1,415,851	34.42
Changge City	長葛市	9,719	383,984	167,321	561,024	13.64
Yanling County	鄴陵縣	19,531	174,770	103,867	298,168	7.25
Xiangcheng County	襄城縣	13,131	55,088	74,389	142,608	3.47
Dongcheng District	東城區	—	406,213	208,272	614,485	14.94
Economic and technological development zone	經開區	—	134,744	170,594	305,338	7.42
<i>Luohe City</i>	漯河市					
Linying County	臨潁縣	—	106,188	—	106,188	2.58
Total	總值	256,201	2,735,446	1,121,661	4,113,308	100

Note: Land reserves equal the sum of (i) total completed saleable/leasable GFA remaining unsold, (ii) total GFA under development and (iii) total planned GFA held for future development.

附註：土地儲備等於(i)餘下未出售的可出售／可出租已竣工總建築面積；(ii)開發中總建築面積；與(iii)持作未來開發的規劃總建築面積之和。

Management Discussion and Analysis

管理層討論與分析

CONTRACTED SALES

The table below sets forth a breakdown of our major types of contracted sales and contracted average selling price (“ASP”):

合同銷售額

下表載列我們主要類別的合同銷售額及合同平均售價(「平均售價」)的明細：

		For the year ended		% change
		31 December		
		截至12月31日止年度		變動百分比
		2022	2021	+/-
		2022年	2021年	+/-
Contracted sales attributable to:	以下各項應佔合同銷售額：			
Residential units (RMB, million)	住宅單位(人民幣百萬元)	1,823.0	3,742.8	-51.3%
Commercial units (RMB, million)	商業單位(人民幣百萬元)	240.4	373.4	-35.6%
Car parking spaces (RMB, million)	停車位(人民幣百萬元)	55.2	158.0	-65.1%
Others (RMB, million)	其他(人民幣百萬元)	13.7	37.9	-63.9%
Total (RMB, million)	總計(人民幣百萬元)	2,132.3	4,312.1	-50.6%
Contracted saleable GFA/Lot attributable to:	以下各項應佔合同可出售建築面積／個數：			
Saleable GFA (sq.m.)	可出售建築面積(平方米)	337,623	619,125	-45.5%
Car parking space (lot)	停車位(個)	942	2,832	-66.7%
Contracted ASP attributable to:	以下各項應佔合同平均售價：			
Saleable GFA (RMB/sq.m.)	可出售建築面積(人民幣元／平方米)	6,152	6,709	-8.3%
Car parking space (RMB/lot)	停車位(人民幣元／個)	58,599	55,797	+5.0%

Our contracted ASP per sq.m. of saleable GFA decreased by 8.3% to approximately RMB6,152 per sq.m. in 2022. The decrease in 2022 was mainly due to the decrease in market price of properties in Henan Province.

我們可出售建築面積的每平方米合同平均售價於2022年減少8.3%至約每平方米人民幣6,152元。2022年減少乃主要由於河南省物業的市場價格下降。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Results

The financial performance and results for the year ended 31 December 2022 were average. Key financial ratios have met the expectation of the management.

During the year ended 31 December 2022, the revenue of the Group reached approximately RMB2,861.8 million (2021: RMB2,767.7 million), representing an increase of approximately 3.4%.

The Group recorded gross profit of approximately RMB421.4 million (2021: RMB851.5 million), representing a decrease of approximately RMB430.1 million, or approximately 50.5%.

Gross profit margin was approximately 14.7% in 2022 (2021: 30.8%), representing a decrease of approximately 52.3% as compared with that in 2021.

Profit for the year decreased by approximately RMB225.4 million, or 74.3%, from approximately RMB303.2 million for the year ended 31 December 2021 to approximately RMB77.8 million for the year ended 31 December 2022.

Revenue

Our revenue was derived from (i) sales of properties, (ii) rental income and (iii) service income. The following table sets forth the breakdown of the revenue and their respective percentages of contribution to the total revenue for the years indicated:

		Year ended 31 December 截至12月31日止年度				
		2022 2022年 RMB'000 人民幣千元	% %	2021 2021年 RMB'000 人民幣千元	% %	% change 變動百分比 +/- +/-
Sales of properties	物業銷售	2,850,035	99.6	2,753,389	99.5	+3.5%
Rental income	租金收入	6,832	0.2	5,305	0.2	+28.8%
Service income	服務收入	4,904	0.2	8,984	0.3	-45.4%
		2,861,771	100.0	2,767,678	100.0	+3.4%

財務回顧

業績

截至2022年12月31日止年度的財務表現及業績一般。主要財務比率達到管理層預期。

於截至2022年12月31日止年度，本集團收入達約人民幣2,861.8百萬元(2021年：人民幣2,767.7百萬元)，增加約3.4%。

本集團錄得毛利約人民幣421.4百萬元(2021年：人民幣851.5百萬元)，減少約人民幣430.1百萬元(或約50.5%)。

2022年的毛利率約為14.7%(2021年：30.8%)，較2021年減少約52.3%。

年度利潤由截至2021年12月31日止年度的約人民幣303.2百萬元下降約人民幣225.4百萬元(或74.3%)至截至2022年12月31日止年度的約人民幣77.8百萬元。

收入

我們的收入來自(i)物業銷售，(ii)租金收入及(iii)服務收入。下表載列於所示年度的收入明細及其各自所佔總收入的百分比：

Management Discussion and Analysis

管理層討論與分析

The tables below set out the revenue from the sales of properties, the total GFA units of properties recognised and the overall recognised ASP of our properties by property types:

下表載列按物業類別劃分的物業銷售收入、所確認物業的總建築面積及該等物業的整體已確認平均售價：

		Year ended 31 December 截至12月31日止年度					
		2022 2022年			2021 2021年		
		Revenue	GFA recognised	Recognised ASP per sq.m.	Revenue	GFA recognised	Recognised ASP per sq.m.
		收入	已確認 建築面積	已確認 每平方米 平均售價	收入	已確認 建築面積	已確認 每平方米 平均售價
		<i>RMB'000</i>	<i>sq.m.</i>	<i>RMB</i>	<i>RMB'000</i>	<i>sq.m.</i>	<i>RMB</i>
		人民幣千元	平方米	人民幣元	人民幣千元	平方米	人民幣元
Residential	住宅	2,507,763	438,742	5,716	2,379,098	395,319	6,018
Commercial	商業	232,703	26,323	8,840	292,802	37,139	7,884
Storage	儲藏室	20,944	10,706	1,956	12,501	5,563	2,247
		2,761,410	475,771	5,804	2,684,401	438,021	6,128

		Recognised				
		Revenue	Units recognised	ASP per unit	Revenue	Units recognised
		收入	已確認單位	已確認 每單位 平均售價	收入	已確認單位
		<i>RMB'000</i>	<i>lot</i>	<i>RMB</i>	<i>RMB'000</i>	<i>lot</i>
		人民幣千元	個數	人民幣元	人民幣千元	個數
Car parking spaces	停車位	88,625	1,770	50,071	68,988	1,197

Sales of properties, which accounted for approximately 99.6% (2021: 99.5%) of our total revenue for the year ended 31 December 2022, were contributed by the sales of residential and commercial properties, storages and car parking spaces recognised in the year.

截至2022年12月31日止年度，物業銷售額約佔我們總收入的99.6%（2021年：99.5%），乃由於該年度確認住宅及商業物業、儲藏室及停車位的銷售所致。

Management Discussion and Analysis

管理層討論與分析

Our revenue increased by approximately RMB94.1 million or 3.4% from approximately RMB2,767.7 million for the year ended 31 December 2021 to approximately RMB2,861.8 million for the year ended 31 December 2022, which was principally attributable to the result of approximately RMB128.7 million increase in the sales of our residential properties during the year ended 31 December 2022.

The increase in sales of residential properties was mainly due to the effect of increase in GFA recognised from approximately 395,319 sq.m. for the year ended 31 December 2021 to approximately 438,742 sq.m. for the year ended 31 December 2022, despite partially offset by the decrease in ASP per sq.m..

The decrease in the sales of our commercial properties during the year was primarily due to the decrease in GFA recognised by 29.1%, despite partially offset by the increase of ASP per sq.m. from approximately RMB7,884 in 2021 to RMB8,840 in 2022.

我們的收入由截至2021年12月31日止年度的約人民幣2,767.7百萬元增加約人民幣94.1百萬元(或3.4%)至截至2022年12月31日止年度的約人民幣2,861.8百萬元，乃主要由於截至2022年12月31日止年度我們的住宅物業銷售增加約人民幣128.7百萬元。

住宅物業銷售增加乃主要由於已確認建築面積由截至2021年12月31日止年度的約395,319平方米增加至截至2022年12月31日止年度的約438,742平方米，儘管其被每平方米平均售價減少部分抵銷。

年內商業物業銷售減少乃主要由於已確認建築面積減少29.1%，儘管其被商業物業每平方米平均售價由2021年約人民幣7,884元上升至2022年約人民幣8,840元部份抵銷。

Management Discussion and Analysis

管理層討論與分析

Gross profit and gross profit margin

The table below sets out the revenue, gross profit and gross profit margin by types:

毛利及毛利率

下表載列按類別劃分的收入、毛利及毛利率：

		Year ended 31 December 截至12月31日止年度							
		2022 2022年				2021 2021年			
		Revenue	Cost of sales	Gross profit/(loss)	Gross profit Margin	Revenue	Cost of sales	Gross profit/(loss)	Gross profit Margin
		收入	銷售成本	毛利/(虧)	毛利率	收入	銷售成本	毛利/(虧)	毛利率
		RMB'000	RMB'000	RMB'000	%	RMB'000	RMB'000	RMB'000	%
		人民幣千元	人民幣千元	人民幣千元	%	人民幣千元	人民幣千元	人民幣千元	%
Sales of properties	物業銷售								
– Residential	– 住宅	2,507,763	2,136,982	370,781	14.8	2,379,098	1,641,097	738,001	31.0
– Commercial	– 商業	232,703	152,230	80,473	34.6	292,802	177,477	115,325	39.4
– Car parking spaces and storages	– 停車位及儲藏室	109,569	141,784	(32,215)	-29.4	81,489	84,877	(3,388)	-4.2
Subtotal	小計	2,850,035	2,430,996	419,039	14.7	2,753,389	1,903,451	849,938	30.9
Rental income	租金收入	6,832	–	6,832	100.0	5,305	–	5,305	100.0
Service income	服務收入	4,904	9,399	(4,495)	-91.7	8,984	12,740	(3,756)	-41.8
		2,861,771	2,440,395	421,376	14.7	2,767,678	1,916,191	851,487	30.8

The gross profit margin of sales of properties and gross profit margin of sales of residential properties dropped from approximately 30.9% in 2021 to 14.7% in 2022 and approximately 31.0% in 2021 to 14.8% in 2022, respectively.

物業銷售的毛利率由2021年的約30.9%下降至2022年的14.7%，住宅銷售的毛利率由2021年的約31.0%下降至2022年的14.8%。

The gross profit margin of residential properties decreased from approximately 31.0% in 2021 to 14.8% in 2022, representing a year-on-year decrease of approximately 52.3%. It was primarily attributable to the increase in unit costs of properties held for sale.

住宅物業的毛利率由2021年的約31.0%下降至2022年的14.8%，同比下跌約52.3%。這主要歸因於持作銷售的物業的單位成本增加所致。

Management Discussion and Analysis

管理層討論與分析

The negative gross profit margin of sales of car parking spaces and storage in year 2022 was due to the combined effects of (i) decrease in market price of car parking spaces of certain projects in Xuchang City; and (ii) write-down of value of car parking spaces in 2022.

Fair value (losses)/gains on investment properties

The Group's investment properties were valued at 31 December 2022 by an independent professional qualified valuers, Vincorn Consulting and Appraisal Limited, who hold recognised relevant professional qualification and has recent experience in the locations and segments of the investment properties valued.

Selling and marketing expenses

For the year ended 31 December 2022, the Group's selling and marketing expenses amounted to approximately of RMB124.3 million (2021: RMB139.6 million), representing a decrease of approximately 11.0% as compared to that in 2021. The decrease was mainly due to less promotion activities and campaign for brand building during the year ended 31 December 2022.

Administrative expenses

The administrative expenses decreased by approximately 16.3% from approximately RMB162.2 million in 2021 to approximately RMB135.7 million in 2022, the decrease of administrative expenses was mainly due to the decrease of staff costs.

於2022年銷售停車位及儲藏室錄得負數毛利率乃由於(i)於2022年許昌市若干項目的停車位市價下降；及(ii)停車位價值撇減的綜合影響所致。

投資物業的公平值(虧損)/收益

本集團的投資物業於2022年12月31日經獨立專業合資格估值師泓亮諮詢及評估有限公司進行估值，該公司持有獲認可的相關專業資格並對所估值的投資物業的地點和領域有近期經驗。

銷售及市場推廣開支

於截至2022年12月31日止年度，本集團的銷售及市場推廣開支約為人民幣124.3百萬元(2021年：人民幣139.6百萬元)，較2021年減少約11.0%。該減少主要是由於於截至2022年12月31日止年度，為建設品牌而進行的推廣活動減少所致。

行政開支

行政開支由2021年的約人民幣162.2百萬元下降約16.3%至2022年的約人民幣135.7百萬元，行政開支減少乃主要由於員工成本減少所致。

Management Discussion and Analysis

管理層討論與分析

Finance costs

Finance costs primarily consisted of interest expenses on borrowings and interest charges on lease liabilities, less interest expenses which were capitalised to the extent that such costs are directly attributable to property development projects. Our finance costs decreased by approximately 8.1% from approximately RMB1.2 million for the year ended 31 December 2021 to approximately RMB1.1 million for the year ended 31 December 2022.

Income tax expense

Income tax expense mainly comprised of the PRC corporate income tax expense and land appreciation tax arising from our PRC subsidiaries. Income tax expenses decreased by approximately 67.7% or RMB160.2 million from approximately RMB236.8 million for the year ended 31 December 2021 to the approximately RMB76.6 million for the year ended 31 December 2022. Such decrease was mainly due to the decrease of profit before tax for the year ended 31 December 2022.

Liquidity, financial resources and capital resources

As of 31 December 2022, the cash and cash equivalents amounted to approximately RMB221.1 million (31 December 2021: RMB281.5 million), of which approximately RMB220.4 million (31 December 2021: RMB279.8 million) was denominated in Renminbi and approximately RMB0.7 million (31 December 2021: RMB1.7 million) was denominated in Hong Kong dollars.

As at 31 December 2022, the restricted cash amounted to approximately RMB180.8 million (31 December 2021: RMB146.8 million), all restricted cash was denominated in Renminbi.

The Group's total borrowings amounted to approximately RMB672.8 million as of 31 December 2022 (31 December 2021: RMB693.0 million), of which approximately RMB395.3 million was classified as current liabilities (31 December 2021: RMB288.8 million). Approximately 61.1% (31 December 2021: 55.4%) out of the Group's total borrowings was fixed interest rates.

財務成本

財務成本主要包括借款的利息開支及租賃負債利息開支，扣除已資本化的利息開支，惟以有關成本直接與物業開發項目相關為限。我們的財務成本由截至2021年12月31日止年度的約人民幣1.2百萬元減少約8.1%至截至2022年12月31日止年度的約人民幣1.1百萬元。

所得稅開支

所得稅開支主要包括中國附屬公司產生的中國企業所得稅開支及土地增值稅。所得稅開支由截至2021年12月31日止年度的約人民幣236.8百萬元減少約67.7%或人民幣160.2百萬元至截至2022年12月31日止年度的約人民幣76.6百萬元。該減少乃主要由於於截至2022年12月31日止年度除所得稅前利潤減少所致。

流動資金、財務資源及資本資源

截至2022年12月31日，現金及現金等價物約為人民幣221.1百萬元(2021年12月31日：人民幣281.5百萬元)，其中約人民幣220.4百萬元(2021年12月31日：人民幣279.8百萬元)以人民幣計值，約人民幣0.7百萬元(2021年12月31日：人民幣1.7百萬元)以港元計值。

於2022年12月31日，受限制現金約為人民幣180.8百萬元(2021年12月31日：人民幣146.8百萬元)，所有受限制現金均以人民幣計值。

截至2022年12月31日，本集團的借款總額約為人民幣672.8百萬元(2021年12月31日：人民幣693.0百萬元)，其中約人民幣395.3百萬元被分類為流動負債(2021年12月31日：人民幣288.8百萬元)。本集團借款總額中約61.1%(2021年12月31日：55.4%)為固定利率。

Management Discussion and Analysis

管理層討論與分析

At 31 December 2022 and 2021, the Group's borrowings were repayable as follows:

於2022年及2021年12月31日，本集團借款於下列時間償還：

		As at 31 December 2022			As at 31 December 2021		
		於2022年12月31日			於2021年12月31日		
		Within	Between	Between	Within	Between	Between
		1 year	1 to 2 years	2 to 5 years	1 year	1 to 2 years	2 to 5 years
		1年內	1至2年	2至5年	1年內	1至2年	2至5年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bank borrowings	銀行借款	193,000	64,000	66,500	107,800	156,200	—
Other long-term borrowings	其他長期借款	198,840	134,468	12,537	124,377	97,000	151,000
Other current borrowings	其他流動借款	3,500	—	—	56,580	—	—
		395,340	198,468	79,037	288,757	253,200	151,000

Current, total and net assets

As of 31 December 2022, the Group had current assets of approximately RMB9,663.3 million (31 December 2021: RMB9,940.8 million) and current liabilities of approximately RMB7,849.2 million (31 December 2021: RMB8,015.3 million), the net current assets value slightly decreased from approximately RMB1,925.5 million as at 31 December 2021 to approximately RMB1,814.1 million as at 31 December 2022.

As of 31 December 2022, the Group had total assets of approximately RMB10,029.5 million (31 December 2021: RMB10,300.0 million) and total liabilities of approximately RMB8,156.0 million (31 December 2021: RMB8,454.5 million), representing an increase of net assets or total equity from approximately RMB1,845.5 million as at 31 December 2021 to approximately RMB1,873.5 million as at 31 December 2022.

流動資產、總資產及淨資產

截至2022年12月31日，本集團擁有流動資產約人民幣9,663.3百萬元(2021年12月31日：人民幣9,940.8百萬元)及流動負債約人民幣7,849.2百萬元(2021年12月31日：人民幣8,015.3百萬元)，流動資產淨值由2021年12月31日的約人民幣1,925.5百萬元輕微下跌至2022年12月31日的約人民幣1,814.1百萬元。

截至2022年12月31日，本集團擁有總資產約人民幣10,029.5百萬元(2021年12月31日：人民幣10,300.0百萬元)及總負債約人民幣8,156.0百萬元(2021年12月31日：人民幣8,454.5百萬元)，淨資產或總權益由2021年12月31日的約人民幣1,845.5百萬元增加至2022年12月31日的約人民幣1,873.5百萬元。

Management Discussion and Analysis

管理層討論與分析

Charge on assets

The Group's borrowings are secured by equity interests of subsidiaries, investment properties, properties held or under development for sale and property, plant and equipment of the Group.

Contingent liabilities

- (a) The Group has provided guarantees to secure obligations of certain purchasers of the Group's properties for repayments. Such guarantees will terminate upon the earlier of (i) the issuance and transfer of the real estate ownership certificate, or (ii) the satisfaction of mortgage loans by the purchasers of the properties.

Pursuant to the terms of the guarantees, upon default of mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principal together with accrued interest owed by the defaulting purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties after the relevant legal procedures. The Group's guarantee period starts from the date of grant of mortgage. The Directors consider that the likelihood of default of payments by the purchasers is minimal and therefore the financial guarantee measured at fair value is immaterial.

- (b) In line with our diversified land acquisition strategies, a subsidiary of the Group obtained the 20% equity interest of a project company (the **"Associate Company"**) which hold a parcel of land for development through a bidding process, and remaining 80% equity interests are held by an independent third party (the **"Major Shareholder"**). Based on the investment agreement entered into by the Associate Company, the subsidiary of the Group and the Major Shareholder, the Associate Company has to repay the shareholder loans provided by the Major Shareholder within a specified timeframe after commencement of presale activities. If the Associate Company fails to return such shareholder loan on time, the subsidiary of the Group is required to provide funding to the Associate Company for the repayment of the shareholder loans. As at 31 December 2022, such shareholder loans of this Associate Company are approximately of RMB184 million.

資產抵押

本集團的借款由本集團附屬公司的股本權益、投資物業、持作出售或開發中待售物業以及物業、廠房及設備作抵押。

或然負債

- (a) 本集團已為本集團物業就部分買家的還款責任提供擔保。該等擔保將於(i)發出及轉讓房地產權屬證書；或(ii)物業買家償付按揭貸款(以較早者為準)時終止。

根據擔保條款，在該等買家拖欠按揭還款時，本集團須負責向銀行償還違約買家拖欠的按揭本金連同應計利息，而本集團於相關法律程序後有權接管相關物業的合法業權及所有權。本集團的擔保期自授出按揭日期起開始。董事認為買家拖欠付款的可能性極低，因此，按公平值計量的財務擔保並不重大。

- (b) 與我們的多元化土地收購策略一致，本集團一間附屬公司取得一間項目公司(「**聯營公司**」)(其透過競投持有一幅待發展土地)20%的股權，而餘下80%股權則由一名獨立第三方(「**主要股東**」)持有。根據聯營公司、本集團附屬公司及主要股東訂立的投資協議，聯營公司須於預售活動開始後特定期間內償還主要股東提供的股東貸款。倘聯營公司無法按時償還有關股東貸款，則本集團的附屬公司須向聯營公司提供資金，以償還有關股東貸款。於2022年12月31日，聯營公司的有關股東貸款約為人民幣184百萬元。

Management Discussion and Analysis

管理層討論與分析

In addition, pursuant to the investment agreement, the subsidiary of the Group also has to compensate for all losses of the Major Shareholder if the property project is delayed under certain conditions or that the repayment of shareholder loan is delayed beyond certain period stipulated in the investment agreement. The Group considers the risk of providing funding for repayment of shareholder loans or any compensation loss is low as the development progress has been continuously communicated and mutually agreed, and there is no material delay of the agreed progress on development of such property.

- (c) The Group has provided certain pledges of its investment properties, properties held or under development for sale for bank borrowings of certain third parties and a related party (collectively referred to as **“borrowers”**) amounting to approximately RMB110,500,000. The Group has either obtained counter-guarantees from the related parties of the borrowers or these borrowers are related to the suppliers of the Group. If the borrowers fail to repay the bank borrowings and the banks demand repayment of outstanding bank borrowings including accrued interests from the Group, in such circumstances, the Group has the right to demand repayment from the borrower’s related parties or to offset such amount against the account payables due to the suppliers of the Group. Therefore, the directors consider the credit risk of these pledges is limited.

此外，根據投資協議，倘物業項目在若干情況下延工，或股東貸款的還款時間遲於投資協議訂明的若干期限，則本集團的附屬公司亦須就主要股東的所有虧損作出補償。由於開發進度已得到持續溝通及雙方同意，開發有關物業的協定進度並無重大延誤，因此，本集團認為提供資金以償還股東貸款或任何補償虧損金額的風險為低。

- (c) 本集團以其投資物業、持作出售或開發中待售物業為若干第三方及一名關聯方(統稱「**借款人**」)之銀行借款約人民幣110,500,000元提供若干質押。本集團已向借款人之關聯方取得反擔保，或借款人與本集團供應商有關聯。倘借款人拖欠償還銀行借款，而有關銀行向本集團索討未償還銀行借款連同應計利息，則在該情況下，本集團有權向借款人之關聯方索討或自應付本集團供應商之款項抵銷有關金額。因此，董事認為該等質押的信貸風險有限。

Management Discussion and Analysis

管理層討論與分析

Key financial ratios:

主要財務比率：

For the year ended 31 December

截至12月31日止年度

		2022	2021
		2022年	2021年
Profitability ratios	盈利比率		
Return on assets	資產回報率	0.8%	3.2%
Return on equity	權益回報率	4.2%	18.0%
Net profit margin	純利率	2.7%	11.0%

As of 31 December

於12月31日

		2022	2021
		2022年	2021年
Liquidity ratio	流動性比率		
Current ratio	流動比率	1.2	1.2
Capital adequacy ratios	資本充足比率		
Gearing ratio (note 1)	槓桿比率(附註1)	35.9%	37.5%
Debt to equity ratio (note 2)	債務權益比率(附註2)	24.1%	22.3%

Note 1: Gearing ratio is our total debts, including bank borrowings, other long-term borrowings and other current borrowings, as a percentage of total equity.

附註1：槓桿比率為我們的債務總額(包括銀行借款、其他長期借款以及其他流動借款)佔總權益的百分比。

Note 2: Debt to equity ratio is our total debts, minus cash and cash equivalents, as a percentage of total equity.

附註2：債務權益比率為我們的債務總額減現金及現金等價物佔總權益的百分比。

Management Discussion and Analysis

管理層討論與分析

KEY RISK FACTORS

All of our projects are located in Henan Province, the PRC. Our business continues to be heavily dependent on the performance of the property markets in Xuchang City and Henan Province. These property markets may be affected by local, regional, national and global factors, many of which are beyond our control and could include economic and financial conditions, speculative activities in local markets, demand for and supply of properties, availability of alternative investment choices for property buyers, inflation, government policies, interest rates and availability of capital. The selling price per sq.m. and gross profit margins of our properties vary by the type of properties we developed and sold, and affected by various factors including the market demand of the properties located, prevailing local market prices, the cost of properties constructed and sold.

The property market in the cities in which we have operations or plan to expand our operations has been competitive. Our existing and potential competitors include both major national and regional property developers with expansive operations in the cities or markets in which we operate as well as local property developers. We compete with them with respect to a number of factors, including land acquisition, geographic location, management expertise, financial resources, access to transportation infrastructure, size of land reserves, product quality, brand recognition by customers, customer services and support, pricing and design quality. We may seek to further enhance our market presence in these cities amid intense competition.

In addition, our business is also subject to the general social conditions in the regions where we operate and in the PRC in general. Any occurrence of force majeure events, natural disasters or outbreaks of epidemics and pandemics, including those caused by avian influenza, swine influenza, Middle East respiratory syndrome coronavirus or COVID-19 in the regions where we operate or in the PRC in general, which are beyond our control, depending on their scale, may cause different degree of damages to the economy, social conditions, infrastructure and livelihood of the people of the regions we operate or in China in general.

主要風險因素

我們的所有項目均位於中國河南省。我們的業務繼續高度依賴許昌市及河南省的物業市場表現。該等物業市場可能受本地、地區、國內及全球因素所影響，其中多項因素非我們所能控制，可能包括經濟及財務狀況、地方市場的投機活動、物業供需、物業買家是否有其他投資選擇、通脹、政府政策、利率及可獲得的資本。我們物業的每平方米售價及毛利率因我們所開發及銷售物業的類型而異，並受諸多因素影響，該等因素包括物業所在的市場需求、當時當地的市價、所建設及出售物業的成本。

我們經營或計劃擴展業務所在城市的房地產市場競爭激烈。現有及潛在競爭對手包括我們經營所在城市或市場擁有廣泛業務的大型國家及地區物業開發商及地方物業開發商。我們與競爭對手在土地收購、地理位置、管理專長、財務資源、可用交通基礎設施、土地儲備規模、產品質量、客戶的品牌認知度、客戶服務與支持、定價及設計質量等方面展開競爭。我們或會尋求在激烈競爭中進一步鞏固我們於該等城市中的市場地位。

此外，我們的業務亦受我們營運地區及中國整體社會狀況的影響。在我們所在地區或中國整體發生的不可抗力事件、自然災害或流行病及大流行病爆發，包括由禽流感、豬流感、中東呼吸綜合徵冠狀病毒或COVID-19引起的事件能對我們運營的地區或中國整體經濟、社會條件、基礎設施及民生造成不同程度的損害。

Management Discussion and Analysis

管理層討論與分析

The Group's exposure to changes in interest rates is mainly attributable to its borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. Borrowings at fixed rates expose the Group to fair value interest rate risk. The Group has not hedged its cash flow or fair value interest rate risk.

The Group is principally engaged in the property development business in the PRC with almost all transactions denominated in Renminbi. In addition, the majority of the Group's assets and liabilities are denominated in Renminbi. Accordingly, the Group is not exposed to significant foreign currency risk, except for the bank deposits denominated in Hong Kong dollars. The Group currently does not have a foreign currency hedging policy. However, the management of the Group closely monitors the foreign exchange exposure and will take actions when necessary.

MATERIAL ACQUISITION AND DISPOSAL

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

FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

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

GEARING RATIO

Gearing ratio is our total debts, including bank borrowings, other long-term borrowings and other current borrowings, as a percentage of total equity. As at 31 December 2022, the gearing ratio of the Group was approximately 35.9%, representing a decrease of approximately 1.6 percentage points as compared with approximately 37.5% as at 31 December 2021.

本集團所承受的利率變動風險主要涉及借款。以浮動利率計息的借款使本集團承受現金流量利率風險。以固定利率計息的借款使本集團承受公平值利率風險。本集團並無對沖其現金流量或公平值利率風險。

本集團主要在中國從事物業開發業務，幾乎所有交易均以人民幣計值。此外，本集團的大部分資產及負債亦以人民幣計值。因此，本集團並不承受重大外幣風險，惟以港元計值的銀行存款除外。本集團目前並無外幣對沖政策。然而，本集團管理層密切監管外匯風險，並將於必要時採取措施。

重大收購及出售事項

除本年報已披露者外，於截至2022年12月31日止年度，本集團概無進行任何有關附屬公司、聯營公司或資產的重大收購或出售。

有關重大投資或資本資產的未來計劃

董事確認於本年報日期，除本集團的物業開發日常業務外，目前並無計劃收購任何重大投資或資本資產。

槓桿比率

槓桿比率為我們的債務總額(包括銀行借款、其他長期借款以及其他流動借款)佔權益總額的百分比。於2022年12月31日，本集團的槓桿比率約為35.9%，較2021年12月31日的約37.5%下跌約1.6個百分點。

Management Discussion and Analysis

管理層討論與分析

TREASURY POLICIES AND CAPITAL STRUCTURE

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amounts of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio.

HUMAN RESOURCES AND EMPLOYEES' REMUNERATION

Human resource has always been the most valuable resource of the Group. As of 31 December 2022, the Group had a total workforce of 755 employees (31 December 2021: 739). The remuneration policy is reviewed by the Board from time to time. Emoluments of Directors are determined by the remuneration committee of the Company after considering performance of the Group, individual performance and comparing with market conditions. In addition to basic remuneration, the Group also provides medical insurance, social insurance contribution plans or other pension schemes, and other benefits in kind to the employees. The Group adopted a five-day work week policy applying to our certain back office staff to execute the philosophy of work-life balance.

To improve personnel training and development, the Group provides a series of employee training programmes, which aims to accelerate professional growth and identify competences and talents of diversified teams. High potential staff are preferred and developed intensively according to the promotion plan towards the management level. In order to attract and retain suitable candidates for business development, the Group adopted the share option scheme as an incentive since November 2018.

庫務政策及資本架構

本集團資本管理的目標是確保本集團能持續經營，以為股東帶來回報，並維持最優資本架構以減少資金成本。

為維持或調整資本架構，本集團可調整支付予股東的股息金額、發行新股份或出售資產以減少債務。

本集團以槓桿比率為基準監察其資本。

人力資源及僱員薪酬

人力資源始終是本集團最寶貴的資源。截至2022年12月31日，本集團總共擁有755名僱員(2021年12月31日：739名)。薪酬政策由董事會不時審閱。董事薪酬經本公司薪酬委員會考慮本集團的表現、個人表現及比較市場情況後釐定。除基本薪酬外，本集團亦為僱員提供醫療保險、社會保險供款計劃或其他養老金計劃以及其他實物福利。本集團對若干後勤員工採用一週五天工作日政策，以落實工作生活保持平衡的理念。

為加強個人培訓及發展，本集團提供一系列僱員培訓計劃，旨在加速專業發展及確認多元化團隊的能力及才能。根據晉升計劃，擁有巨大潛力的員工會被優先考慮及重點發展成為管理層。為了吸引及挽留合適的業務發展候選人，本集團自2018年11月起採納購股權計劃作為獎勵。

Management Discussion and Analysis

管理層討論與分析

FORWARD LOOKING

Looking forward to 2023, we expect to see positive changes in the real estate market, as the relevant policies become effective. As one of the economic pillars of China, the real estate industry is supported by favourable conditions that will contribute to its future development, despite being in the adjustment stage. First, China is undergoing urbanisation, with an urbanisation rate still lower than developed countries. Second, local governments are gradually introducing measures to accommodate inelastic and improving housing demand, which help increase homebuyers' willingness to purchase properties. The real estate market will stay committed to the principle of "residential properties are for living, not speculation". Meanwhile, with the continuous improvement of a housing system that ensures supply through multiple sources and provides housing support through multiple channels, the real estate market will develop in a steady and healthy manner.

The Group bid farewell to 2022 and welcomed 2023 at the most difficult time. Yet, considering the introduction of various policies, 2023 is also the beginning of a new hope. The Group will re-examine the future market environment, formulate effective strategic plans to advance our business operation, and ensure the achievement of our goals.

前景展望

展望2023，隨著相關政策落地見效，房地產市場將會逐步發生積極的變化。房地產作為國民經濟重要行業，雖然當前處於調整階段，但未來行業發展仍具備不少有利條件。一是我國仍然處在城鎮化持續發展階段，城鎮化水準與發達國家相比仍然不高。二是各地陸續出台措施支持剛性和改善型住房需求，有助於提高購房者購房意願。房地產市場將始終堅持「房住不炒」政策，同時隨著多主體供給、多管道保障等住房制度的不斷完善，房地產市場將逐步趨於平穩健康發展。

集團在最困難的時候辭別了2022迎來了2023，從各項政策來看，2023年也是新希望的開始。集團將重新審視未來市場環境，制定有效策略規劃推進運營進度，確保完成規劃目標。

Management Discussion and Analysis

管理層討論與分析

After enduring the trials and tests of the 2022 pandemic and the industrial environment, the Group has further consolidated its brand advantages in the local area. During the sudden COVID-19 outbreak in early May, the Group procured more than RMB300,000 worth of vegetables and distributed it to 4,379 households under lockdown for free, garnering praise from the house owners and the community. This allowed the Group to further enhance its reputation and gain recognition from the local government and its customers. In 2023, the Group will continue to collaborate with government platform companies, optimise the capital investment for different projects, and stabilise the scale of our business operation. Improving inventory turnover remains a key marketing priority in the future. As such, the Group will continue to increase sales and significantly reduce the proportion of products with excess inventory by making appropriate price adjustments and increasing online and offline promotion of for-sale projects, to achieve our annual sales targets. As for projects under development, we will strengthen our node management system, and stabilise the construction and market deliverance progress of our projects in a timely manner according to the changes of the market, while also guaranteeing that quality assurance is the solid foundation for our future development.

In 2023, the Group will start a new chapter of its business. At the recently concluded Central Economic Work Conference, the direction of the 2023 real estate policy was laid out, which was to “ensure the stable development of the real estate market”. Although the real estate industry is still in a difficult situation, with the implementation of favourable policies and their effective results, the Group’s employees and managers at all levels are confident in and capable of getting our overall operation back to the path of stable development.

經過2022年疫情及行業環境的考驗，集團在本地品牌優勢得到進一步鞏固。在5月初的突發疫情中，集團採購了價值30餘萬元的愛心蔬菜無償上門配送到封控區4,379戶家庭，受到了廣大業主和社會的一致好評，進一步提升了恒達集團的口碑，得到了地方政府及客戶的認可。2023年集團將繼續與政府平台企業合作，優化各項目資金投入，穩定經營規模。增強庫存消化力度依然是未來行銷重點工作之一，集團將會繼續強化銷售，通過適當調整價格、加強在售專案線上及線下宣傳，確保大幅度降低庫存產品比例，以完成全年銷售目標。在建工程方面，加強工程節點把控，根據市場的變化，及時穩定專案建設進度及向市場推送節奏，同時保證品質依然作為集團未來發展的壓艙石。

2023年集團將迎來新的篇章，剛剛結束的中央經濟工作會議上，為2023年房地產政策指明了方向，提出要「確保房地產市場平穩發展」。雖然當前房地產行業處於艱難時刻，但隨著各項利好政策的落地以及政策效力的持續釋放，集團各級領導和全體員工有信心也有能力將整體運營重新轉回穩定發展的道路上。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

EXECUTIVE DIRECTORS

Mr. LI Xiaobing, aged 45, is the executive Director and Chairman of the Company and was appointed as a Director on 22 July 2016. He is also the Chairman of the Nomination Committee. Mr. LI Xiaobing joined the Group in October 2004 as the manager of the purchasing department (採購部經理) of Xuchang Hengda and has since then served a number of managerial and directorship positions of various members of the Group. Mr. LI Xiaobing has extensive experience in strategic planning, operational management and corporate administration of property development business in the PRC. He is also a director of Ever Commitment (PTC) Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In December 2006, Mr. LI Xiaobing obtained an Executive Master of Business Administration from Huazhong University of Science and Technology (華中科技大學) in Wuhan. On May 14, 2020, Mr. LI Xiaobing was elected as the standing member of the Seventh Xuchang Municipal Committee of the Chinese People's Political Consultative Conference.

Mr. WANG Zhenfeng, aged 54, is the executive Director and chief executive officer of the Company and was appointed as a Director on 19 May 2017. He is also a member of the Legal Compliance Committee. Mr. WANG Zhenfeng joined the Group in May 2002 and has been the general manager (總經理) of Xuchang Hengda since November 2006, the director of Xuchang Hengda since October 2007, the director of Henan Dadi since August 2012 and chief executive officer (總裁) of Xuchang Hengda since February 2013. Mr. WANG Zhenfeng has extensive experiences in strategic planning, operational and financial management as well as corporate administration of property development businesses in the PRC.

執行董事

李小冰先生，45歲，為本公司執行董事兼主席，於2016年7月22日獲委任為董事。彼亦為提名委員會主席。李小冰先生於2004年10月加入本集團為許昌恒達的採購部經理，自此擔任本集團多家成員公司的多個管理及董事職位。李小冰先生於中國房地產開發業務的策略規劃、經營管理及企業管理方面具有豐富經驗。彼亦為Ever Commitment (PTC) Limited之董事，該公司根據證券及期貨條例第XV部為本公司主要股東。

於2006年12月，李小冰先生取得武漢華中科技大學的高級管理人員工商管理碩士學位。於2020年5月14日李小冰先生當選為中國人民政治協商會議許昌市委員會第七屆常務委員。

王振峰先生，54歲，為本公司執行董事兼總裁，彼於2017年5月19日獲委任為董事。彼亦為法律合規委員會成員。王振峰先生於2002年5月加入本集團，自2006年11月起擔任許昌恒達總經理，自2007年10月起擔任許昌恒達董事，自2012年8月起擔任河南大地董事，及自2013年2月起擔任許昌恒達總裁。王振峰先生在中國房地產開發業務的策略規劃、經營及財務管理以及企業行政管理方面具有豐富經驗。

Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷

Mr. WANG Zhenfeng obtained an undergraduate degree in industrial economics (工業經濟) from Henan University of Finance and Economics* (河南財經政法大學) (the predecessor of Henan Institute of Finance* (河南財經學院)) in June 1992. He then attained the qualification of accountant in the speciality of enterprise accounting (企業會計) as conferred by the Ministry of Finance of the PRC* (中華人民共和國財政部) in May 1996, and also obtained the qualification lawyer certificate (律師資格證書) from the Review Committee of Lawyer Qualification under the Ministry of Justice of the PRC* (中華人民共和國司法部律師資格審查委員會) in July 2001. He has become a non-practising member (非執業會員) of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since June 2012.

Ms. QI Chunfeng, aged 51, is the executive Director and deputy chief executive officer of the Company and was appointed as a Director on 19 May 2017. In November 1993, Ms. QI Chunfeng joined the finance department (財務部) of Xuchang Weidu Guesthouse Company Limited* (which was a subsidiary of Henan Dadi prior to disposal of the entire equity interests therein to Hengda Investment in September 2016) and has been a director as well as deputy chief executive officer (副總裁) of Xuchang Hengda since January 2002 and March 2010 respectively. Ms. QI Chunfeng has extensive experiences in financial supervision, operational management as well as corporate administration of property development businesses in the PRC.

Ms. QI Chunfeng completed her tertiary studies in the speciality of computing accountancy (會計電算化) at Xuchang Vocational Technical College (許昌職業技術學院) in January 2007.

王振峰先生於1992年6月在河南財經政法大學(其前身為河南財經學院)取得工業經濟本科學歷。其後於1996年5月取得中華人民共和國財政部頒發的企業會計專業的會計師職稱，並於2001年7月取得中華人民共和國司法部律師資格審查委員會頒發的律師資格證書。彼自2012年6月起成為中國註冊會計師協會的非執業會員。

齊春風女士，51歲，為本公司執行董事兼副總裁。彼於2017年5月19日獲委任為董事。齊春風女士於1993年11月加入許昌魏都賓館有限公司(於2016年9月將其全部股權出售予恒達投資前為河南大地的附屬公司)財務部，彼分別自2002年1月及2010年3月起擔任許昌恒達董事及副總裁。齊春風女士在中國房地產開發業務的財務監管、經營管理及企業行政管理方面具有豐富經驗。

齊春風女士於2007年1月在許昌職業技術學院完成會計電算化專業的高等教育學業。

* English name for identification purpose only

Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷

Mr. WANG Quan, aged 50, is the executive Director and deputy chief executive officer of the Company and was appointed as a Director on 19 May 2017. Mr. WANG Quan joined Xuchang Hengda in March 2002 and has since been a deputy chief executive officer (副總裁) of Xuchang Hengda since April 2005, as well as a director of Henan Dadi from August 2012 to November 2022. Mr. WANG Quan has extensive experiences in operational management and corporate administration.

Mr. WANG Quan completed his tertiary studies in the speciality of production mechanics craftsmanship and equipments (機械製造工藝及設備) at the Technical College of Northern China* (華北工學院) in July 1996. He then attained in May 2001 the professional and technical qualification of assistant engineer (助理工程師) in the speciality of mechanics (機械) as evaluated by the Elementary Professional and Technical Role Assessment Committee of State-owned 9676 Factory (Engineering Series)* (國營九六七六廠工程系列初級專業技術職務評委會) and conferred by the Commission of Science, Technology and Industry for National Defence of Henan Province* (河南省國防科學技術工業委員會). Moreover, Mr. WANG Quan also obtained the intermediate level of economics (經濟) in the speciality of business administration (工商管理) as conferred by the Ministry of Personnel of the PRC* (中華人民共和國人事部) in November 2001, as well as the intermediate level of finance (金融) and the intermediate level of fiscal taxation (財務稅收) as conferred by the Ministry of Human Resources and Social Security of the PRC* (中國人力資源和社會保障部) respectively in May 2015 and April 2016. Furthermore, Mr. WANG Quan undertook a number of qualification examinations for securities practitioners (證券從業人員資格考試) and was granted passing certificates (成績合格證) by the Securities Association of China (中國證券業協會).

王權先生，50歲，為本公司執行董事兼副總裁。彼於2017年5月19日獲委任為董事。王權先生於2002年3月加入許昌恒達，自2005年4月起擔任許昌恒達副總裁以及於2012年8月至2022年11月擔任河南大地董事。王權先生在經營管理及企業行政管理方面具有豐富經驗。

王權先生於1996年7月在華北工學院完成機械製造工藝及設備專業的高等教育學業。彼隨後於2001年5月取得由國營九六七六廠工程系列初級專業技術職務評委會評定並由河南省國防科學技術工業委員會頒發的機械專業助理工程師職業與技術資格。此外，王權先生亦於2001年11月取得中華人民共和國人事部頒發的工商管理專業經濟中級職稱，以及分別於2015年5月及2016年4月取得中國人力資源和社會保障部頒發的金融中級職稱及財務稅收中級職稱。此外，王權先生曾參加多項證券從業人員資格考試，並獲中國證券業協會頒發多項成績合格證。

* English name for identification purpose only

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEE Kwok Lun, aged 39, was appointed as an independent non-executive Director of the Company on 22 October 2018. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee, the Nomination Committee and the Legal Compliance Committee. Mr. Lee is currently an independent non-executive Director of Dragon Rise Group Holdings Limited (龍升集團控股有限公司), a company listed on the Stock Exchange (Stock Code: 6829) and Wing Chi Holdings Limited (榮智控股有限公司), a company listed on the Stock Exchange (Stock Code: 6080), and a director of Prism Shanghai and Hong Kong Limited (上會栢誠會計師事務所有限公司). Mr. Lee has over 15 years of experience in accounting, audit, corporate finance and financial management. Mr. Lee has been appointed as the company secretary of Solis Holdings Limited (守益控股有限公司), a company listed on the Stock Exchange (Stock Code: 2227), with effect from 23 December 2019.

Mr. Lee obtained a degree of Bachelor of Arts from the University of Hertfordshire in 2006. He is a practising member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and an associate member of the Hong Kong Institute of Chartered Secretaries.

獨立非執行董事

李國麟先生，39歲，於2018年10月22日獲委任為本公司獨立非執行董事。彼亦為審核委員會主席以及薪酬委員會、提名委員會及法律合規委員會成員。李先生現時為龍升集團控股有限公司（一家於聯交所上市的公司，股份代號：6829）及榮智控股有限公司（一家於聯交所上市的公司，股份代號：6080）的獨立非執行董事、以及上會栢誠會計師事務所有限公司董事。李先生於會計、審計、企業融資及財務管理方面具有逾15年豐富經驗。李先生獲守益控股有限公司（一家於聯交所上市的公司，股份代號：2227）委任為該公司之公司秘書，自二零一九年十二月二十三日起生效。

李先生於2006年在英國赫特福德大學 (University of Hertfordshire) 取得文學學士學位。彼為香港會計師公會執業會員、英國特許公認會計師公會會員、特許公司治理公會（前稱：特許秘書及行政人員公會）會員及香港特許秘書公會會員。

Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷

Mr. WEI Jian, aged 46, was appointed as an independent non-executive Director of the Company on 22 October 2018. He is also a member of the Audit Committee and the Remuneration Committee. Mr. Wei is currently Managing Director of Sincerity Investment Holding Limited. He had served for a number of financial institutions such as in Treasury Department at Bank of China Sydney Branch, CMC Markets Asia Pacific Pty Ltd., City Index Australia Pty Ltd. and China Minsheng Banking Corporation Limited, Hong Kong branch (中國民生銀行股份有限公司香港分行), and Deputy CEO of China Vered Financial Holding Corporation Limited. Mr. Wei has over 12 years of experience in asset management, business development, financial market operations, corporate advisory and securities dealing.

Mr. Wei obtained from the Royal Melbourne Institute of Technology an Advanced Diploma of Business (Marketing) in October 1999 and a degree of Bachelor of Business (Economics and Finance) in December 2000, and subsequently the Postgraduate Diploma in Finance and the Master of Financial Management from The University of Melbourne in August 2002 and in December 2002 respectively.

魏劍先生，46歲，於2018年10月22日獲委任為本公司獨立非執行董事。彼亦為審核委員會及薪酬委員會成員。魏先生現時擔任德誠投資控股有限公司董事總經理。彼曾任職多間金融機構庫務部門，如中國銀行悉尼分行銀行、CMC Markets Asia Pacific Pty Ltd.、City Index Australia Pty Ltd.及中國民生銀行股份有限公司香港分行，以及於中薇金融上市公司任高管。魏先生於資產管理、業務發展、金融市場業務、企業諮詢及證券買賣方面具有逾12年豐富經驗。

魏先生分別於1999年10月及2000年12月在皇家墨爾本理工大學取得商學高級文憑(市場營銷)以及經濟及金融類商學學士學位，隨後分別於2002年8月及2002年12月在墨爾本大學取得金融學研究生文憑及金融管理碩士學位。

Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷

Mr. FANG Cheng, aged 50, was appointed as an independent non-executive Director of the Company on 22 October 2018. He is also the chairman of each of the Remuneration Committee and the Legal Compliance Committee, and a member of each of the Audit Committee and the Nomination Committee. Mr. Fang is currently the responsible officer of GBA Locee Capital Limited on regulated activity of advising on corporate finance covered under type 6 licence granted by the SFC. He had served for a number of financial institutions such as South China Capital Limited (南華融資有限公司), Lombard Capital Limited (朗盈萬通融資有限公司), Masterlink Securities (Hong Kong) Corporation Limited (元富證券(香港)有限公司), CNCB (Hong Kong) Capital Limited (信銀(香港)資本有限公司), Freeman Corporate Finance Limited (民眾企業融資有限公司), Hong Kong International Capital Management Limited (香港國際資本管理有限公司), Huarong International Capital Limited (華融國際融資有限公司) and Huarong International Securities Limited (華融國際證券有限公司). Mr. Fang has over 17 years of experience in investment banking and corporate financing activities.

Mr. Fang obtained a bachelor's degree in transportation engineering and management (交通工程與管理學) from Feng Chia University (逢甲大學) in Taiwan in June 1992 and subsequently a degree of Master of Business Administration from the Cleveland State University in the United States in September 1995.

方征先生，50歲，於2018年10月22日獲委任為本公司獨立非執行董事。彼亦為薪酬委員會及法律合規委員會主席以及審核委員會及提名委員會成員。方先生現時為樂爾資本有限公司從事證監會授出的第6類牌照下所涵蓋的就機構融資提供意見的受規管活動的負責人員。彼曾就職於多家金融機構，包括南華融資有限公司、朗盈萬通融資有限公司、元富證券(香港)有限公司、信銀(香港)資本有限公司、民眾企業融資有限公司、香港國際資本管理有限公司、華融國際融資有限公司及華融國際證券有限公司。方先生於投資銀行及企業融資活動方面具有逾18年豐富經驗。

方先生於1992年6月取得台灣逢甲大學交通工程與管理學學士學位，並於1995年9月取得美國克利夫蘭州立大學工商管理碩士學位。

Biographical Details of Directors and Senior Management

董事及高級管理人員之履歷

SENIOR MANAGEMENT

Mr. LEUNG Kam Fai Anthony, aged 38, has been the chief financial officer and company secretary of our Company since December 2016. He is primarily responsible for accounting, financial as well as company secretarial matters of our Company. He has extensive experience in handling transactional, annual auditing and review engagements for public companies.

Mr. Leung obtained a degree of Bachelor of Commerce in Accountancy from the Hong Kong Baptist University in November 2008. Mr. Leung has been a member of the Hong Kong Institute of Certified Public Accountants since March 2013 and he has become a practising member of the Hong Kong Institute of Certified Public Accountants since September 2018.

高級管理人員

梁錦暉先生，38歲，自2016年12月起擔任本公司財務總監兼公司秘書。彼主要負責本公司會計、財務及公司秘書事宜。彼在為公眾公司處理交易、年度審計及審閱工作方面擁有豐富經驗。

梁先生於2008年11月取得香港浸會大學會計學商學士學位。自2013年3月起梁先生一直為香港會計師公會會員，及自2018年9月起彼成為香港會計師公會執業會員。

Directors' Report

董事會報告

The directors of the Company (the “**Directors**”) have pleasure in submitting herewith their annual report together with the audited consolidated financial statements for the year ended 31 December 2022.

Review of the business of the Group during the year under review, a discussion on the Group’s future business development and possible risks and uncertainties that the Group may be facing are provided in the section headed “Chairman’s Statement” on pages 5 to 9 and the section headed “Management Discussion and Analysis” on pages 10 to 30 of this annual report.

An analysis of the Group’s performance during the year ended 31 December 2022 using financial performance indicators is provided in the section headed “Management Discussion and Analysis” on pages 10 to 30 of this annual report.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are property development and property investment in the PRC.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group seeks to uphold high standard of integrity in all aspects of business and is committed to ensuring that its affairs are conducted in accordance with applicable laws and regulatory requirements and has formulated and adopted various internal control measures, approval procedures and training within all business units at all levels of the Group. During the year, save as an incidence arising from an inadvertent and unintentional oversight by a staff member of the Group which resulted in the Group’s unintentional non-compliance with Rule 14A.35 of the Listing Rules (for detail, please refer to the Company’s announcement dated 3 March 2023), there has been no violation or breach of relevant laws and regulations that had a significant impact on the Group.

本公司董事(「**董事**」)欣然提呈其年報連同截至2022年12月31日止年度之經審核綜合財務報表。

本集團於回顧年內之業務回顧及本集團日後業務發展以及本集團可能要面對的風險及不確定性因素之討論，載於本年報第5至9頁「主席報告」一節及第10至30頁「管理層討論與分析」一節。

於截至2022年12月31日止年度，本集團之表現按財務表現指標之分析載於本年報第10至30頁「管理層討論與分析」一節。

主要業務

本公司的主要業務為投資控股。本集團的主要業務為在中國從事物業發展及物業投資。

遵守相關法律及法規

本集團力求維持業務各方面的高度誠信，並致力確保其事務按照適用法律及監管要求進行，並已制定及採納本集團各級所有業務部門內的各種內部控制措施、審批程序及培訓。於年內，除本集團一名員工因無心疏忽而導致本集團無意違反上市規則第14A.35條的事件(詳情請參閱本公司日期為2023年3月3日的公告)之外，並無觸犯或違反對本集團有重大影響的相關法律及法規。

RESULTS AND RECOMMENDED DIVIDEND

The results of the Group for the year ended 31 December 2022 and the state of affairs of the Group at that date are set out in the financial statements of the Group on pages 142 to 303.

The Board did not recommend the payment of a final dividend for the year ended 31 December 2022.

SHARE CAPITAL

No share had been issued by the Company during the year and details of the share capital of the Company are set out in note 15 to the consolidated financial statements.

There were no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the year.

RESERVES

Details of the movements in the Group's and the Company's reserves during the year are set out in the consolidated statement of changes in equity, notes 15 to 17 and in note 37 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the aggregate amount of reserves available for distribution to equity owners of the Company was approximately RMBNil.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group are set out in note 6 to the consolidated financial statements.

業績及建議股息

本集團截至2022年12月31日止年度的業績以及本集團於該日的業務狀況載於第142至303頁的本集團財務報表內。

董事並不建議就截至2022年12月31日止年度派發末期股息。

股本

本公司於年內並無發行股份。本公司股本詳情載於綜合財務報表附註15。

本公司或其任何附屬公司於年內並無購回、出售或贖回本公司任何上市證券。

儲備

本集團及本公司之儲備於年內之變動詳情分別載於綜合權益變動表及綜合財務報表附註15至17以及附註37。

可供分派儲備

於2022年12月31日，本公司之可供分派給權益擁有人之儲備總額約為人民幣零元。

物業、廠房及設備

本集團之物業、廠房及設備的變動詳情載於綜合財務報表附註6。

Directors' Report

董事會報告

MAJOR PROPERTIES

Particulars of the major properties and property interests of the Group are shown on pages 305 to 310 of this annual report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

TAX RELIEF

The Company is not aware of any relief from taxation available to our shareholders by reason of their holding of the Company's shares.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 304 of this annual report.

DIRECTORS

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

Executive Directors

Mr. LI Xiaobing (Chairman)
Mr. WANG Zhenfeng (Chief Executive Officer)
Ms. QI Chunfeng
Mr. WANG Quan

Independent Non-Executive Directors

Mr. FANG Cheng
Mr. LEE Kwok Lun
Mr. WEI Jian

In accordance with the Company's articles of association, Mr. LI Xiaobing, Mr. WANG Zhenfeng and Mr. LEE Kwok Lun will retire from the Board by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

主要物業

本集團之主要物業及物業權益詳情載於本年報之第305至310頁。

優先購買權

本公司的組織章程細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

稅務減免

本公司並不知悉本公司股東因彼等持有本公司股份而獲任何稅務減免。

五年財務概要

本集團於過去五個財政年度之業績以及資產及負債概要載於本年報第304頁。

董事

年內及直至本董事會報告日期任職的董事如下：

執行董事

李小冰先生(主席)
王振峰先生(行政總裁)
齊春風女士
王權先生

獨立非執行董事

方征先生
李國麟先生
魏劍先生

根據本公司之組織章程細則，李小冰先生、王振峰先生及李國麟先生將於應屆股東週年大會從董事會輪席告退，並符合資格重選連任。

No Director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management are set out on pages 31 to 37.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for a term of three years; and is subject to termination by either party in the manner as set out in the service agreement.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years; and is subject to termination by either party in the manner as set out in the letter of appointment.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Connected Transactions" and "Continuing Connected Transactions" in this Directors' report and in note 36 to the consolidated financial statements, none of the Directors, the entity connected with the Directors, controlling shareholders and any subsidiaries of the controlling shareholders of the Company had a material beneficial interest, either direct or indirect, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries or its parent company or fellow subsidiaries was a party during the year.

擬於應屆股東週年大會上膺選連任之董事概無訂有於一年內若本公司或其附屬公司不付賠償(一般法定義務除外)則不得終止之尚未屆滿服務合約。

董事及高級管理人員之履歷

董事及高級管理人員之履歷詳情載於第31至37頁。

董事服務合約

各執行董事已與本公司訂立服務合約，任期為三年，及可由任何一方根據服務合約規定的方式予以終止。

各獨立非執行董事已與本公司訂立委任函，任期為三年，及可由任何一方根據委任函規定的方式予以終止。

董事於交易、安排或合約的重大權益

除本董事會報告內「關連交易」和「持續關連交易」及綜合財務報表附註36所披露者外，概無本公司董事、與董事有關連的實體、控股股東及控股股東的任何附屬公司於本公司或其任何附屬公司或其母公司或同系附屬公司在年內所訂立並與本集團業務有關之任何重要交易、安排或合約中，直接或間接擁有重大實益權益。

Directors' Report

董事會報告

REMUNERATION OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

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

The remuneration of the Directors and senior management is determined with reference to their duties, responsibilities and performance and the Group's results.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND/OR ANY ASSOCIATED CORPORATION

As at 31 December 2022, being the end of the reporting period under review, the interests or short positions in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO) that Directors and chief executive of the Company as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, are as follows:

Interests in shares of the Company
於本公司的股份權益

Name of Director 董事名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities (Note 1) 證券的數目及類別 (附註1)	Approximate percentage of shareholding 股權概約百分比
Mr. Li Xiaobing 李小冰先生	Settlor of a discretionary trust 全權信託財產託管人	855,000,000 ordinary shares (L) (Note 2) 855,000,000股 普通股股份(L) (附註2)	71.25%
	Interest of a controlled corporation 受控法團權益	45,000,000 ordinary shares (L) (Note 3) 45,000,000股 普通股股份(L) (附註3)	3.75%

董事薪酬及五名最高薪酬人士

董事薪酬及五名最高薪酬人士的薪酬詳情載於綜合財務報表附註29。

董事及高級管理人員薪酬乃經參考其職務、責任及表現，以及本集團的業績而釐定。

董事及主要行政人員於本公司及／或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉

於2022年12月31日，即回顧報告期末時，本公司董事及主要行政人員於本公司及／或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有根據證券及期貨條例第352條存置的登記冊所記錄，或根據標準守則須以其他方式知會本公司及聯交所的權益或淡倉，詳情如下：

Notes:

1. The letter "L" denotes to the person with long position in the shares.
2. These shares were legally and beneficially held by Ever Enhancement Enterprise Company Limited as at 31 December 2022. Ever Enhancement Enterprise Company Limited is a corporate controlling shareholder which is legally and beneficially wholly-owned by Ever Commitment (PTC) Limited. Ever Commitment (PTC) Limited is the trustee of the family trust, established by Mr. LI Xiaobing as the sole settlor for the benefit of a list of discretionary beneficiaries including Mr. LI Xiaobing himself and any persons or classes of person (save for Mr. LI Xiaobing's father and mother) to be appointed by and at the sole discretion of Ever Commitment (PTC) Limited (as trustee) from time to time. Given that Mr. LI Xiaobing is the sole settlor of the family trust, he is therefore deemed to be interested in any shares in which Ever Enhancement Enterprise Company Limited is interested by virtue of the SFO.
3. As at 31 December 2022, these shares were legally and beneficially held by Ever Enrichment Enterprise Company Limited of which the entire issued share capital was, in turn, legally and beneficially held by Mr. LI Xiaobing. Mr. LI Xiaobing is therefore deemed to be interested in any shares in which Ever Enrichment Enterprise Limited is interested by virtue of the SFO.

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

附註：

1. 字母[L]表示該名人士於股份中的好倉。
2. 於2022年12月31日，該等股份由恒升企業有限公司合法實益持有。恒升企業有限公司為公司控股股東，由恒諾私人信託有限公司合法實益全資擁有。恒諾私人信託有限公司為由李小冰先生(作為唯一財產託管人)為多名全權受益人(包括李小冰先生本人以及恒諾私人信託有限公司(作為受託人)不時全權酌情委任的任何人士或類別人士(李小冰先生的父母除外))的利益而設立的家族信託的受託人。由於李小冰先生為家族信託的唯一財產託管人，故根據證券及期貨條例，彼將被視作於恒升企業有限公司擁有權益的任何股份中擁有權益。
3. 於2022年12月31日，該等股份由恒潤企業有限公司合法實益持有，故全部已發行股本乃由李小冰先生合法實益持有。因此，根據證券及期貨條例，李小冰先生將被視作於恒潤企業有限公司擁有權益的任何股份中擁有權益。

除上文所披露者外，於2022年12月31日，概無本公司董事或主要行政人員於本公司及／或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或被視作擁有根據證券及期貨條例第352條存置的登記冊所記錄，或根據標準守則須以其他方式知會本公司及聯交所的權益或淡倉。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東於本公司的股份及相關股份中擁有的權益

於2022年12月31日，股東(董事或本公司主要行政人員除外)於本公司的股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司披露，或根據證券及期貨條例第336條須予存置的登記冊所記錄的權益或淡倉，詳情如下：

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities (Note 1) 證券的數目及類別 (附註1)	Approximate percentage of shareholding 股權概約百分比
Ever Enhancement Enterprise Company Limited 恒升企業有限公司	Beneficial owner 實益擁有人	855,000,000 ordinary shares (L) 855,000,000股 普通股股份(L)	71.25%
Ever Commitment (PTC) Limited (Note 2) 恒諾私人信託有限公司 (附註2)	Interest of a controlled corporation 受控法團權益	855,000,000 ordinary shares (L) 855,000,000股 普通股股份(L)	71.25%
Ms. LIN Wej (Note 3) 林斌女士 (附註3)	Interest of spouse 配偶權益	900,000,000 ordinary shares (L) 900,000,000股 普通股股份(L)	75.00%

Notes:

1. The letter "L" denotes to the person/entity with long position in the shares.
2. As of 31 December 2022, Ever Enhancement Enterprise Company Limited was one of the controlling shareholders and was wholly-owned by Ever Commitment (PTC) Limited. Ever Commitment (PTC) Limited is deemed to be interested in any shares in which Ever Enhancement Enterprise Company Limited is interested pursuant to the SFO. Ever Commitment (PTC) Limited is the trustee of the family trust established by Mr. LI Xiaobing as the sole settlor for the benefit of a list of discretionary beneficiaries including Mr. LI Xiaobing himself and any other person or classes of person (save for Mr. LI Xiaobing's father and mother) to be appointed by and at the sole discretion of Ever Commitment (PTC) Limited (as trustee) from time to time.
3. Ms. LIN Wei is the spouse of Mr. LI Xiaobing. Given that Mr. LI Xiaobing is deemed to be interested in the shares held by Ever Enhancement Enterprise Company Limited and Ever Enrichment Enterprise Company Limited by virtue of the SFO, she will likewise be deemed to be interested in any shares held by both Ever Enhancement Enterprise Company Limited and Ever Enrichment Enterprise Company Limited by virtue of the SFO.

EMPLOYEE AND REMUNERATION POLICIES

The Group remunerates and provides benefits for its employees based on current industry practice. Discretionary bonuses are awarded to staff based on the performance of the Group and performance of individual staff. In addition, share options may be granted to eligible employees in accordance with the terms of the Company's share option scheme.

RETIREMENT SCHEMES

The Group participates in several defined contribution retirement plans which cover the Group's eligible employees in the PRC, and a mandatory provident fund scheme for the employees in Hong Kong.

The PRC operating entities participate in retirement schemes organised by the PRC municipal and provincial government authorities, whereby the PRC operating entities are required to make contribution at defined rates required by different local government authorities. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the retirement schemes.

附註：

1. 「L」指相關人士／實體於股份中的好倉。
2. 於2022年12月31日，恒升企業有限公司為控股股東之一及由恒諾私人信託有限公司全資擁有。根據證券及期貨條例，恒諾私人信託有限公司將被視作於恒升企業有限公司擁有權益的任何股份中擁有權益。恒諾私人信託有限公司為家族信託的受託人，家族信託由李小冰先生(作為唯一財產託管人)設立，其全權受益人為李小冰先生本人以及恒諾私人信託有限公司(作為受託人)不時全權酌情委任的任何人士或類別人士(李小冰先生父母除外)。
3. 林斌女士為李小冰先生的配偶。由於根據證券及期貨條例，李小冰先生將被視作於恒升企業有限公司及恒潤企業有限公司擁有權益的任何股份中擁有權益，故根據證券及期貨條例，林女士同樣將被視作於恒升企業有限公司及恒潤企業有限公司持有的任何股份中擁有權益。

僱員及薪酬政策

本集團根據目前業內慣例為其僱員給予薪酬及提供福利，並會根據本集團的表現和個別員工的表現向員工發放酌情花紅。此外，購股權可根據本公司購股權計劃之條款授予合資格的僱員。

退休計劃

本集團為本集團之合資格中國僱員參與多種定額供款退休計劃，以及為香港僱員提供強制性公積金計劃。

中國經營實體參加由中國直轄市和省級政府機關組織的退休計劃，根據該計劃，中國經營實體須按不同地方政府機關規定的特定費率作出供款。地方政府主管部門負責應付退休計劃所涵蓋的退休僱員的退休金義務。

Directors' Report

董事會報告

The Group also operates a mandatory provident fund scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the Hong Kong Employment Ordinance. The mandatory provident fund scheme is a defined contribution retirement plan administered by independent trustees. Under the mandatory provident fund scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HKD30,000.

SHARE OPTIONS

The Company adopted the share option scheme (the “**Share Option Scheme**”) on 22 October 2018, which shall be valid and effective for a period of 10 years from 12 November 2018, subject to early termination by the Company in a general meeting or by the Board. The purpose of the Share Option Scheme is to provide incentives to Eligible Person (as defined below) and is established to recognise and acknowledge the contributions the Eligible Person have had or may have made to the Group. Under the Share Option Scheme, the Board may offer to grant an option to any employees, executives or officers (including executive, non-executive and independent non-executive Directors) of the Group and any advisers, consultants, suppliers, customers, agents to the Group and related entities who, in the sole opinion of the Board, will contribute or have contributed to the Group (collectively the “**Eligible Person**”).

The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Company at any time shall not exceed 30% of the shares of the Company in issue from time to time. The maximum number of shares available for issue under options which may be granted under the Share Option Scheme or other share option scheme adopted by the Company must not in aggregate exceed 10% of the shares in issue immediately following completion of the IPO (but taking no account of any shares which may be allotted or issued pursuant to the exercise of the over-allotment option (as defined in the prospectus)), being 120,000,000 shares. The total number of shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Share Option Scheme to each Eligible Person in any 12-month period shall not exceed 1% of the number of shares in issue as at the date of grant unless approved by the shareholders of the Company in general meeting.

本集團亦根據香港《強制性公積金計劃條例》為受香港《僱傭條例》管轄的僱員推行強制性公積金計劃。強制性公積金計劃是由獨立受託人管理的定額供款退休計劃。根據強制性公積金計劃，僱主及其僱員均須按僱員有關收入的5%向計劃供款，每月有關收入上限為30,000港元。

購股權

本公司於2018年10月22日採納購股權計劃（「**購股權計劃**」），由2018年11月12日起計有效期為十年，並可由本公司於股東大會或董事會提早終止。購股權計劃旨在向合資格參與者（定義見下文）提供獎勵，以肯定及表揚合資格參與者對本集團已作出或可能作出之貢獻。董事會可根據購股權計劃向任何本集團的僱員、行政人員或高級職員（包括執行、非執行及獨立非執行董事）。本集團的諮詢人、顧問、供應商、客戶、代理及董事會全權認為將會或已對本集團作出貢獻的關聯實體（統稱為「**合資格參與者**」）授出購股權。

根據購股權計劃及本公司任何其他購股權計劃授出及有待行使之所有未行使購股權獲行使時可予發行之股份數目，在任何時候不得超過本公司不時已發行股份之30%。根據購股權計劃或本公司採納之其他購股權計劃可能授出之購股權而可供發行之股份總數最高不得超過緊隨首次公開發售完成後已發行股份數目的10%（惟不計及因超額配股權（定義見招股章程）獲行使而可能配發或發行之任何股份），即120,000,000股股份。除非獲本公司股東於股東大會批准，否則於任何12個月期間，根據購股權計劃向各合資格參與者授出之購股權獲行使時，已發行及可能發行之股份總數不得超過於授出日期已發行股份數目的1%。

The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be determined by the Board provided that it shall not be less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of offer, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

To accept the option, the grantee shall pay HK\$0.01 to the Company by way of consideration for the grant within 30 days from the date of grant. An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. The Board may in its absolute discretion determine a minimum period for which an option must be held before it can be exercised.

No option was granted by the Company under the Share Option Scheme during the period from 1 January 2022 to 31 December 2022. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme.

As at the date of this Directors' report, the total number of shares available for issue under the Share Option Scheme was 120,000,000 shares representing approximately 10% of the issued share capital of the Company.

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.

根據購股權計劃授出之任何特定購股權之股份認購價須由董事會釐定，惟不得少於下列最高者：(i)於授出日期(當日須為營業日)，聯交所每日報價列表所報之股份收市價；(ii)緊接授出日期前五個營業日內聯交所每日報價列表所報之股份平均收市價；及(iii)股份之面值。

為接納購股權，承授人須於授出日期起計30日內向本公司支付0.01港元作為獲授購股權之代價。購股權可按購股權計劃之條款於購股權視為已授出並獲接納當日起至該日起計十年屆滿前期間隨時行使。購股權之行使期由董事會全權酌情釐定，惟不得超過授出後十年。董事會可全權酌情釐定購股權於可行使前須持有的最短期限。

由2022年1月1日至2022年12月31日期間，本公司概無根據購股權計劃授出購股權。概無任何購股權根據購股權計劃授出、行使、註銷或失效。

截至本董事會報告日期，根據購股權計劃可供發行之股份總數為120,000,000股，佔本公司已發行股本約10%。

管理合約

年內概無訂立或存有任何與本公司整體或任何重大部分業務之管理及行政事務有關之合約。

Directors' Report

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

		Sales	Purchases
		銷售	採購
The largest customer	最大客戶	0.28%	
Five largest customers in aggregate	五大客戶合計	1.16%	
The largest supplier	最大供應商		14.42%
Five largest suppliers in aggregate	五大供應商合計		33.21%

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

董事認購股份或債權證之權利

除本年報另行所披露者外，截至2022年12月31日止年度，概無向任何董事或彼等各自之配偶或未滿18歲子女授出藉認購本公司股份或債權證而獲益之權利，或彼等概無行使有關權利；或本公司及其任何附屬公司亦無訂立任何安排，致使董事或彼等各自的配偶或未滿18歲子女於任何其他法人團體獲得有關權利。

主要客戶及供應商

於本財政年度內，有關本集團分別向主要客戶及供應商所作銷售及採購的資料如下：

Percentage of the Group's total 佔本集團以下項目總額之百分比

	Sales	Purchases
	銷售	採購
The largest customer	0.28%	
Five largest customers in aggregate	1.16%	
The largest supplier		14.42%
Five largest suppliers in aggregate		33.21%

概無董事或其任何聯繫人士或任何股東(就董事所知擁有本公司已發行股本5%以上)擁有本集團五大供應商及其五大客戶之實益權益。

CONNECTED TRANSACTIONS

The Group has entered into the following connected transactions during the year ended 31 December 2022. Details of the transactions are set out below:

(i) Connected transaction in relation to the sale of property units in the PRC

On 22 July 2022, Jiari Baocheng, indirect wholly owned subsidiary of the Company, entered into the respective property sale and purchase agreements with Ms. LIN Wei, the spouse of Mr. LI Xiaobing, the executive Director and controlling shareholder of the Company, pursuant to which Jiari Baocheng agreed to sell and Ms. LIN Wei agreed to purchase the respective property units (being two property units located at King of the North) at a total consideration of approximately RMB11,854,000.

On 27 July 2022, Xuchang Hengrong, indirect non-wholly owned subsidiary of the Company, entered into the respective property sale and purchase agreements with Mr. Ms. LIN Wei and Ms. LI Xinyao, the daughter of Mr. LI Xiaobing, pursuant to which Xuchang Hengrong agreed to sell and Ms. LIN Wei and Ms. LI Xinyao agreed to purchase the respective property units (being 6 property units located at Hengda Mingzhu) at a total consideration of approximately RMB2,688,672.

For further details please refer to the announcement of the Company dated 27 July 2022.

Mr. LI Xiaobing is an executive Director and the controlling shareholder of the Company and Ms. LIN Wei is the spouse of Mr. LI Xiaobing. Therefore she is an associate of Mr. LI Xiaobing and a connected person of the Company under Chapter 14A the Listing Rules.

Ms. LI Xinyao is the daughter of Mr. LI Xiaobing and therefore she is an associate of Mr. LI Xiaobing and a connected person of the Company under Chapter 14A of the Listing Rules.

關連交易

截至2022年12月31日止年度，本集團已訂立以下關連交易。交易詳情如下：

(i) 有關在中國出售物業單位的關連交易

於2022年7月27日，假日寶呈(本公司的間接全資附屬公司)與林斌女士(本公司執行董事及控股股東李小冰先生之配偶)訂立個別的物業買賣協議，據此，假日寶呈同意出售而林斌女士同意購買有關物業單位(位於北海龍城的2個物業單位)，總代價約為人民幣11,854,000元。

於2022年7月27日，許昌恒榮(本公司的間接非全資附屬公司)與林斌女士及李歆瑤女士(李小冰先生的女兒)訂立個別的物業買賣協議，據此，許昌恒榮同意出售而林斌女士及李歆瑤女士同意購買有關物業單位(位於恒達名築的6個物業單位)，總代價約為人民幣2,688,672元。

有關更多詳情請參閱本公司日期為2022年7月27日的公告。

李小冰先生為本公司執行董事及控股股東，而林斌女士為李小冰先生的配偶，故為李小冰先生的聯繫人，因此，根據上市規則第十四A章，彼為本公司關連人士。

李歆瑤女士為李小冰先生的女兒，故為李小冰先生的聯繫人，因此，根據上市規則第十四A章，彼為本公司關連人士。

Directors' Report

董事會報告

Since certain applicable percentage ratios for the sales of the relevant property units to each of Ms. LIN Wei and Ms. LI Xinyao are above 0.1% but less than 5%, the sales of the relevant property units to each of Ms. LIN Wei and Ms. LI Xinyao are only subject to reporting and announcement requirements and are exempt from independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

As at the date of this report, all consideration has been fully settled and the property units of King of the North have been delivered.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

(ii) Provision of financial assistance to connected person

On 11 August 2022, Xuchang Hengda, as the pledgor, and Changge Rural Commercial Bank, as the pledgee, entered into an Asset Pledge Agreement pursuant to which Xuchang Hengda agreed to provide the Pledged Assets to Changge Rural Commercial Bank to secure certain repayment obligations of Weidu Guesthouse Limited under the Working Capital Loan Agreement. On the same date, Mr. LI Xiaobing and Xuchang Hengda entered into the Counter Guarantee Agreement pursuant to which Mr. LI Xiaobing provided a personal counter guarantee in favour of the Group to secure Xuchang Hengda's potential liabilities under the Asset Pledge Agreement. Pursuant to a valuation report dated 22 August 2022 prepared by Henan Hengli Real Estate Assets Valuation Company Limited* (河南恒立房地產資產評估有限公司), a licensed real estate appraisal company in the PRC and an independent third party to the Group and its connected persons, the estimated pledge value of the Pledged Assets was RMB24,245,000.

For further details please refer to the announcement of the Company dated 3 March 2023.

由於向林斌女士及李歆瑤女士各自出售有關物業單位的若干適用百分比率超過0.1%但低於5%，故根據上市規則第14A.76(2)條，向林斌女士及李歆瑤女士各自出售有關物業單位僅須遵守申報及公告的規定，惟獲豁免遵守獨立股東批准的規定。

於本報告日期，所有代價已獲清償，而北海龍城的物業單位已獲交付。

本公司確認，其已遵守上市規則第14A章的披露規定。

(ii) 向關連人士提供財務資助

於2022年8月11日，許昌恒達(作為質押人)與長葛農村商業銀行(作為承押人)訂立資產抵押合同，據此，許昌恒達已同意向長葛農村商業銀行提供已抵押資產以擔保魏都賓館有限公司於流動資金借款合同項下之若干還款責任。於同日，李小冰先生與許昌恒達訂立反擔保合同，據此，李小冰先生以集團為受益人提供個人反擔保以擔保許昌恒達於資產抵押合同項下之潛在負債。根據一份由河南恒立房地產資產評估有限公司(一間中國持牌房地產評估公司，並為本集團獨立第三方及其關連人士)編製的日期為2022年8月22日的估值報告，已質押資產的估計質押價值為人民幣24,245,000元。

有關進一步詳情，請參閱本公司日期為2023年3月3日的公告。

As at the date of the Asset Pledge Agreement, the entire registered share capital of Weidu Guesthouse Limited was owned by Henan Hengda Investment. Henan Hengda Investment was approximately owned by Mr. LI (an executive Director and controlling shareholder of the Company) as to approximately 67.1833%, Mr. WANG Zhenfeng (an executive Director) as to approximately 3.3833%, Ms. QI Chunfeng (an executive Director) as to approximately 18.65%, Mr. LI Shixun as to approximately 2.3833% and Ms. CHUN Xiaojun (all of whom being connected persons) as to approximately 1.15% and two independent third parties as to the remaining approximately 7.25%, hence Henan Hengda Investment and Weidu Guesthouse Limited are connected persons of the Company under Chapter 14A of the Listing Rules. Accordingly, as Xuchang Hengda is an indirect wholly owned subsidiary of the Company, the transactions contemplated under the Asset Pledge Agreement constitute connected transaction of the Company under the Listing Rules.

Since the applicable percentage ratios in respect of provision of the Pledged Assets by Xuchang Hengda to Changge Rural Commercial Bank are above 0.1% but less than 5%, the transaction was therefore only subject to reporting and announcement requirements and was exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules.

於資產抵押合同日期，魏都賓館有限公司的全部註冊股本由河南恒達投資擁有。河南恒達投資分別由李先生(本公司執行董事兼控股股東)、王振峰先生(執行董事)、齊春風女士(執行董事)、李世勳先生及春曉軍女士(均為關連人士)擁有約67.1833%、約3.3833%、約18.65%、約2.3833%及約1.15%權益以及由兩名獨立第三方擁有餘下約7.25%權益，因此，根據上市規則第14A章，河南恒達投資及魏都賓館有限公司均為本公司的關連人士。因此，由於許昌恒達為本公司之間接全資附屬公司，根據上市規則，資產抵押合同項下擬進行的交易構成本公司的關連交易。

由於許昌恒達向長葛農村商業銀行提供之已抵押資產所涉及之適用百分比率超過0.1%但低於5%，故該交易僅須遵守上市規則第14A.76(2)條項下的申報及公告規定，惟獲豁免遵守獨立股東批准規定。

CONTINUING CONNECTED TRANSACTIONS

(i) Civil engineering construction services

On 20 October 2021, Luohe Hengda Huatai Real Estate Company Limited (“**Luohe Hengda**”) entered into the civil engineering construction contract with Luohe Huatai Real Estate Group Construction Company Limited. (“**Luohe Huatai Construction**”), pursuant to which Luohe Hengda entrusted Luohe Huatai Construction to provide civil engineering and construction services for two residential blocks and the connected garages in a construction project. The civil engineering construction contract, which is continuous in nature, was entered into in the ordinary and usual course of business of the Company. The total consideration is approximately of RMB31,005,000 pursuant to the terms of the civil engineering construction contract. The contract term is 560 calendar days from 20 October 2021 to 2 May 2023.

On 19 April 2022, Luohe Hengda entered into the civil engineering construction contract with Luohe Huatai Construction, pursuant to which Luohe Hengda entrusted Luohe Huatai Construction to provide civil engineering and construction services for a commercial building and the connected garage in a construction project. The civil engineering construction contract, which is continuous in nature, was entered into in the ordinary and usual course of business of the Company. The total consideration is approximately of RMB4 million pursuant to the terms of the civil engineering construction contract. The contract term is 560 calendar days from 19 April 2022 to 30 October 2023.

Luohe Hengda was held as to 40% by Luohe Huatai and 60% by Xuchang Hengda; and Luohe Huatai was held as to 49% by two independent third parties and 51% by Linying Hongtong which in turn held 51% equity interest in Luohe Huatai Construction. Therefore, Luohe Huatai Construction is a connected person of the Company by virtue of being an associate of Luohe Huatai at the subsidiary level. Accordingly, under Chapter 14A of the Listing Rules, the civil engineering construction contract and the transaction contemplated thereunder constitute a continuing connected transaction of the Company.

持續關聯交易

(i) 主體施工建築服務

於2021年10月20日，漯河恒達華泰置業有限公司(「**漯河恒達**」)與漯河華泰置業集團建築有限公司(「**漯河華泰建築**」)訂立了主體施工合約，據此，漯河恒達委託漯河華泰建築為一個建築項目的兩棟住宅大樓及相連的車庫提供主體施工建築服務。主體施工合約在本質上是持續性的，在本公司一般及正常業務過程中訂立。根據主體施工合約之條款，總代價約為人民幣31,005,000元。合約期限為2021年10月20日至2023年5月2日，共560個曆日。

於2022年4月19日，漯河恒達與漯河華泰建築訂立了主體施工合約，據此，漯河恒達委託漯河華泰建築為一個建築項目的一棟商業大樓及相連的車庫提供主體施工建築服務。主體施工合約在本質上是持續性的，在本公司一般及正常業務過程中訂立。根據主體施工合約之條款，總代價約為人民幣4,000,000元。合約期限為2022年4月19日至2023年10月30日，共560個曆日。

漯河恒達由漯河華泰及許昌恒達分別擁有40%及60%權益，而漯河華泰由兩名獨立第三方及臨穎鴻通分別擁有49%及51%權益，而臨穎鴻通擁有漯河華泰建築51%股權。因此，漯河華泰建築作為漯河華泰的聯繫人是本公司在附屬公司層面的關連人士。因此，根據上市規則第14A章，主體施工合約及其項下擬進行的交易構成本公司的持續關連交易。

For further details please refer to the announcement of the Company dated 20 and 26 October 2021 and 14 and 19 April 2022.

For the year ended 31 December 2022, the fee charged by Luohe Huatai Construction for the provision of the civil engineering and construction services amounted to approximately RMB5,999,000, which was within the annual cap of RMB11,000,000 for the same period.

(ii) Property management services

On 30 June 2020, the Company and Hengda Property Management entered into a revised master property management service agreement for a term from 1 July 2020 to 31 December 2022 (both days inclusive), pursuant to which the Hengda Property Management agreed to provide a variety of property management and related services to our Group.

For further details please refer to the announcement of the Company dated 30 June 2020.

For the year ended 31 December 2022, the fees charged by Hengda Property Management for the provision of the services under the revised master property management service agreement amounted to approximately RMB16,475,000, which was within the annual cap of RMB17,097,000 for the same period.

The aforesaid continuing connected transactions have been reviewed by the independent non-executive Directors and they confirmed that the aforesaid transactions were entered into (i) in the ordinary and usual course of business of the Group, (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties, and (iii) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the Company and the shareholders as a whole.

有關更多詳情，請參閱本公司日期為2021年10月20日及26日和2022年4月14日及4月19日的公告。

於截至2022年12月31日止年度，漯河華泰建築就提供主體施工建築服務收取的費用約為人民幣5,999,000元，落在同期年度上限人民幣11,000,000元的範圍內。

(ii) 物業管理服務

於2020年6月30日，本公司與恒達物業管理訂立經修訂物業管理服務總協議，期限由2020年7月1日起至2022年12月31日止(包括首尾兩日)，據此，恒達物業管理同意向本集團提供多項不同物業管理及相關服務。

有關更多詳情，請參閱本公司日期為2020年6月30日的公告。

於截至2022年12月31日止年度，恒達物業管理在經修訂物業管理服務總協議項下提供服務收取的費用約為人民幣16,475,000元，落在同期年度上限人民幣17,097,000元的範圍內。

上述持續關連交易已經由獨立非執行董事審閱，彼等確認上述交易乃(i)於本集團日常及一般業務過程中；(ii)按一般商業條款或對本集團而言不遜於向或由獨立第三方提供的條款；及(iii)根據規管交易的有關協議，按公平合理且符合本公司及股東整體利益的條款訂立。

Directors' Report

董事會報告

Based on the work performed, the auditor of the Company has provided a letter to the Board, confirming that nothing has come to their attention which causes them to believe the continuing connected transactions abovementioned:

- (i) have not been approved by the Board;
- (ii) have not been entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (iii) have exceeded their respective annual caps.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group in the normal course of business are set out in note 36 to the consolidated financial statements. Those related party transactions, which constituted connected transactions not being exempt from annual reporting requirement under the Listing Rules, are set out in the sections headed "Connected Transactions" and "Continuing Connected Transactions" above. Those fully exempted connected transactions under the Listing Rules are disclosed in note 36(b) to the consolidated financial statements. The Company has complied with the relevant disclosure requirements in accordance with Chapter 14A of the Listing Rules.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as of 31 December 2022 are set out in notes 18 to 20 to the consolidated financial statements.

INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the Directors is currently in force.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors had any interest in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group that were required to be disclosed pursuant to Rule 8.10(2) of the Listing Rules.

根據所執行的審核，本公司核數師已向董事會發函確認其並無注意到任何事宜，致使其相信上述持續關連交易：

- (i) 未經董事會批准；
- (ii) 並非在一切重大方面根據規管交易的相關協議訂立；及
- (iii) 已超逾其各自年度上限。

關聯方交易

本集團於日常業務過程中進行的關聯方交易詳情載於綜合財務報表附註36。構成不獲豁免上市規則下年度申報規定的關連交易的關聯方交易載於上文「關連交易」及「持續性關連交易」兩節，構成上市規則下完全豁免關連交易已於綜合財務報表附註36(b)披露，而本公司已符合上市規則第14A章的相關披露規定。

銀行貸款及其他借貸

本集團截至2022年12月31日的銀行貸款及其他借貸詳情載於綜合財務報表附註18至20。

董事彌償

有關董事利益之獲准許的可彌償條文(定義見香港公司條例第469條)現正生效。

董事於競爭業務之權益

概無董事於根據上市規則第8.10(2)條須予以披露與本集團業務直接或間接構成競爭或可能構成競爭之業務中擁有權益。

DEED OF NON-COMPETITION

Each of Mr. Li Xiaobing, Ever Commitment (PTC) Limited, Ever Enhancement Enterprise Company Limited and Ever Enrichment Enterprise Company Limited (each a “**Non-Compete Covenantor**”) has entered into a deed of non-competition (the “**Deed of Non-competition**”) dated 22 October 2018 in favour of the Company, pursuant to which they have undertaken with the Company that they shall not, and shall procure that their respective associates shall not, directly or indirectly, be interested, involved or engaged in or acquire or hold any right or interest in any business which competes or is likely to compete directly or indirectly with the core business of the Group from time to time.

The Company has received the annual confirmation of the Non-Compete Covenantors in respect of their compliance with the Deed of Non-Competition and the connected transaction agreements during the year ended 31 December 2022.

The independent non-executive Directors also reviewed the Non-Compete Covenantors' compliance with the Deed of Non-Competition. The independent non-executive Directors confirmed that the Non-Compete Covenantors were not in breach of the Deed of Non-Competition during the year ended 31 December 2022.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A report on the environmental, social and governance is set out on pages 58 to 106 of this annual report.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 107 to 128 of this annual report.

不競爭契據

李小冰先生、恒諾私人信託有限公司、恒升企業有限公司及恒潤企業有限公司(各自為「**不競爭承諾人**」)已於2018年10月22日以本公司為受益人訂立不競爭契據(「**不競爭契據**」)。據此，彼等已向本公司承諾，彼等不會且將促使彼等各自的聯繫人不會直接或間接擁有、參與或從事對本集團不時從事的核心業務直接或間接構成競爭或可能構成競爭的任何業務，或購入或持有其中的任何權利或權益。

本公司已收到不競爭承諾人有關彼等於截至2022年12月31日止年度遵守不競爭契據及關連交易協議的年度確認。

獨立非執行董事亦已審查不競爭承諾人對不競爭契據的遵守情況。獨立非執行董事確認，不競爭承諾人於截至2022年12月31日止年度並無違反不競爭契據。

環境、社會及管治報告

環境、社會及管治報告載於本年報第58至106頁。

企業管治

本公司所採納的主要企業管治常規的報告。載於本年報第107至128頁。

Directors' Report

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public from the date of listing up to the date of this annual report.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this annual report, no material events were undertaken by the Group subsequent to 31 December 2022.

DONATIONS

During the year, the Group made charitable donation of approximately RMB5,643,000.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

足夠的公眾持股量

根據本公司可從公開途徑取得的資料及就董事所知，於上市日期至本年報日期，本公司之全部已發行股本之公眾持股量為不少於25%。

報告期後事項

除本年報披露外，本集團於2022年12月31日後並無進行任何重大事件。

捐款

於本年度內，本集團作出慈善捐款約人民幣5,643,000元。

獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性所發出之年度確認函，並認為所有獨立非執行董事確屬獨立人士。

Directors' Report

董事會報告

AUDITOR

The consolidated financial statements for the year ended 31 December 2022 have been audited by PricewaterhouseCoopers, who will retire, and being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

By order of the Board

LI Xiaobing

Chairman and Executive Director

4 April 2023

核數師

本集團截至2022年12月31日止年度之綜合財務報表已由羅兵咸永道會計師事務所審核，而羅兵咸永道會計師事務所將告退任，惟符合資格並願意應聘連任。本公司將於應屆股東週年大會上提呈決議案以續聘羅兵咸永道會計師事務所為本公司核數師。

承董事會命

主席兼執行董事

李小冰

2023年4月4日

Environmental, Social and Governance Report

環境、社會及管治報告

PURPOSE AND CRITERIA OF THE REPORT

To comply with the requirements set out in the Environmental, Social and Governance Reporting Guide in Appendix 27 of the Listing Rules, the Group hereby presents its Environmental, Social and Governance Report (the “**ESG Report**”) for the year ended 31 December 2022.

The purpose of the ESG Report is to identify and disclose the major issues of the Group in relation to the environment, society and governance (hereafter “**ESG**”) as well as its key performance indicators while illustrating its pursuit of sustainable development and practice of its social responsibility in every aspect.

REPORTING PRINCIPLES

1. **Materiality:** Based on our continuous communications with stakeholders, the Group has established a model for analysing environmental and social data. Based on our internal materiality analysis, ESG issues that may impact the views of stakeholders are disclosed. For details regarding the materiality analysis on ESG issues, please refer to the section headed “Materiality of ESG issues”.
2. **Quantitative:** ESG data is presented in figures, such that our ESG performance can be compared to that of our peers, industry standards and our performance in the previous year. Details about the basis of calculation will be further disclosed in relevant sections in this Report.
3. **Balance:** All information disclosed in this Report should be unbiased, with no misleading presentations, selections and omissions that may unduly influence the decision making of stakeholders.
4. **Consistency:** To ensure comparability, all calculations and assumptions regarding ESG KPIs are kept consistent with that of the previous year. We will clearly disclose and inform stakeholders of any changes to our methodology.

報告目的及標準

本集團謹此遵循上市規則附錄二十七《環境、社會及管治報告指引》，呈報本集團截至2022年12月31日止年度的環境、社會及管治報告(下稱「報告」)。

報告旨在識別及披露本集團有關環境、社會及管治(下稱「ESG」)的重大事宜以及關鍵績效指標，闡述本集團全面實踐可持續發展理念及社會責任。

匯報原則

1. **重要性:** 基於我們與持份者的持續溝通，集團已經制定了分析環境和社會方面的模型。基於我們內部的重要性分析，可能影響持份者觀點的ESG議題將被披露。相關ESG議題的重要性分析，請參閱「ESG議題的重要性」章節。
2. **定量:** ESG數據會以數字形式呈現，我們的ESG表現可以與我們的同行、行業標準和前一年的表現進行比較。計算依據的詳情會在本報告的相關章節中進一步披露。
3. **平衡:** 報告中披露的所有信息都應是不偏不倚的。不會有任何可能不適當地影響持份者的決定誤導性的表現形式、選擇和遺漏。
4. **一致性:** 為確保可比性，所有ESG關鍵績效指標的計算和假設均與上年度一致。我們會清楚地披露我們方法的任何變化，以告知持份者。

Environmental, Social and Governance Report

環境、社會及管治報告

SCOPE AND PERIOD OF THE ESG REPORT

This ESG Report covers the information of Ever Reach and its selected subsidiaries, a total of 5 companies (2021: 7). Information about certain subsidiaries were excluded from this ESG Report, due to their small scale of operation and the consolidation of project companies in early 2022.

The ESG Report discloses the major issues and key performance indicators of the main key projects in the operations and real estate development business of the Group in respect of environmental management, social responsibility and governance during the period between 1 January 2022 and 31 December 2022 (hereafter the “**Reporting Period**”).

Looking forward, Ever Reach believes that sustainable development will continue to play an important part in its business operations. In the future, the Group will continue to improve its data collection and reporting system on environmental management, social responsibility and governance performance, and gradually enhance the quality and comprehensiveness of the ESG Report in the long run.

DATA COLLECTION METHODOLOGY

The data used in the ESG Report comes from the relevant functional departments of Ever Reach and its selected subsidiaries.

報告範圍及期間

恒達控股及選定的附屬公司共5間(2021年:7間)納入本報告中。由於部份附屬公司規模較小以及項目公司在2022年初進行合併管理，故該些附屬公司並不納入本報告的報告範圍。

本報告披露於2022年1月1日至2022年12月31日(下稱「**報告期間**」)，集團營運及房地產開發業務中的主要核心項目在環境管理、社會責任及管治方面的重大事宜和關鍵績效指標。

展望未來，恒達控股相信可持續發展將繼續在業務中扮演重要角色。將來本集團會持續完善有關環境管理、社會責任及管治表現的數據收集及匯報系統，逐步長遠提升報告的質素及全面性。

數據收集方法

本報告中所使用數據均來自恒達控股及選定的附屬公司相關職能部門。

Environmental, Social and Governance Report

環境、社會及管治報告

CONCERNS OF THE STAKEHOLDERS

The Group attaches great importance to its social responsibility and sustainability and tries its best to understand the concerns of each of its stakeholders and meet their expectations and requirements through operations and various communication channels, so as to grow strong together with them and contribute the greatest value to the community.

持份者的關注

集團重視社會責任及可持續發展性，瞭解各個持份者所關注的議題，積極通過營運及不同的溝通渠道滿足持份者的期望和要求，以實現共同進步及發展，為社區貢獻最大的價值。

Stakeholders 持份者	Concerns 關注的議題	Response of the Group 集團的回應
Government 政府	Operation in compliance 經濟增長 Community construction 合規經營 社區建設	<p>The Group adheres to the business philosophy of honesty and integrity. It has actively fulfilled the obligations of corporate citizens, and promoted the harmonious development of society, so as to become a model for corporate citizenship.</p> <p>We maintain strict compliance with the laws and regulations, paying taxes honestly, fighting corruption, money laundering and bribery; we give full play to our strengths in resource integration while “enacting measures according to local conditions and applying them on well-chosen targets”; we will further optimize our real estate development business and strive to establish a strategic presence in the development of high-end homes and smart communities.</p> <p>集團恪守誠實守信的經營理念。積極履行企業公民的義務，推動社會的和諧發展，做企業公民的典範。</p> <p>嚴格遵循法律法規，依法納稅、反腐敗、反洗錢、反行賄。發揮資源集成優勢，「因地制宜、精準施策」，進一步優化房地產開發業務，並致力實踐高端家居及智慧社區開發的戰略性佈局。</p>

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 持份者	Concerns 關注的議題	Response of the Group 集團的回應
Customers	Product quality, safety experience & customer services Privacy & confidentiality	<p>The Group insists on thinking from the perspective of customers, creating value for customers, and taking a customer-oriented approach. Using this as a source, we have developed the ideal housings for different groups of people, and meet the needs of our customers now and in future through continuous innovation.</p> <p>We strive to build high-quality houses and smart living environment in accordance with the strict quality standards for housing and building materials. We have set up multiple customer communication and feedback channels to listen to their opinions and handle inquiries or complaints. We have in place multiple protection measures for the privacy of customer data, with those who have direct access to the customer information required to sign a Customer Data Confidentiality Agreement.</p>
客戶	產品質量及安全居住體驗及客戶服務 隱私保密	<p>集團堅持站在客戶角度思考，為客戶創造價值，一切以客戶為中心。以此為源，我們已為不同人群傾心打造理想家居，並通過持續創新滿足客戶現在和未來的需求。</p> <p>按照嚴格的房屋及建築材料質量檢定標準，建造高質量房屋及智慧化居住環境。設立多個客戶溝通及回饋渠道，聆聽客戶意見及處理詢問或投訴。對客戶數據隱私有多重維護及保障，直接接觸及管理客戶信息的人員簽訂《客戶數據保密協議》。</p>

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 持份者	Concerns 關注的議題	Response of the Group 集團的回應
Investors	Investment returns Corporate information transparency Interests protection	<p>The Group is accountable to all investors and strives to provide them with reasonable, sustained and stable returns on their investments.</p> <p>We are making great efforts to capture the market trend while constantly enhancing our management capabilities, our brand influence and value. We maintain close and transparent communication with our investors and the market through investor meetings, shareholders' meetings and release of annual reports and interim reports. We have in place a rigorous risk management and internal control system in cooperation with the internal audit function, so that the management and audit committee can focus on the adequacy and effectiveness of our risk management and internal control system.</p>
投資者	投資回報 公司信息透明度 權益保障	<p>集團對所有投資者負責，努力使投資者獲得合理的、持續的和穩定的收益。</p> <p>精準把握市場趨勢，不斷提升管理能力，強化品牌影響力及價值。通過投資者會議、股東大會、年報及中期報告的發佈，與投資者及市場保持緊密透明的溝通。設有嚴密的風險管理及內部監控系統，配合內部審核職能，管理層及審核委員會能專注於其風險管理及內部監控系統的充分性及有效性。</p>

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 持份者	Concerns 關注的議題	Response of the Group 集團的回應
Employees	Health & safety Career development Training opportunities	<p>The Group believes that its employees are the most valuable assets. We fully respect the rights and interests of our employees, and provide them with a platform to exert their talents and achieve their career development, such that our employees can grow together and share the operating results with the Company.</p> <p>We strive to create a competitive work environment, a sound performance appraisal system and a remuneration and welfare system while constantly improving our training and development system, so as to help our employees blend into the long-term development of the Group, spark off their potentials and enhance their satisfaction and sense of belonging.</p>
員工	健康及安全 職業發展 培訓機會	<p>集團信奉員工是企業最寶貴的財富。充分尊重員工權益，為員工提供施展才幹和實現抱負的平台，員工與企業共同發展壯大，企業與員工共同分享成果。</p> <p>營造具競爭力的工作氛圍、完善的績效考核與薪酬福利體系、持續完善培訓發展體系，引導員工積極融入到企業長遠發展之中，激發員工潛能，提升員工的滿意度和歸屬感。</p>

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 持份者	Concerns 關注的議題	Response of the Group 集團的回應
Suppliers	<p>Transparency in procurement process</p> <p>Development opportunities</p>	<p>We have in place a well-maintained supplier management system, which enables a clear division of the supervisory functions and combines supplier assessment and approval, supplier selection and performance evaluation to oversee the supply chain management in all aspects.</p>
供應商	<p>Commercial integrity 採購流程透明度</p> <p>發展機會</p> <p>商業誠信</p>	<p>擁有完善的供應商管理制度，包括監管職能的明確分工、供應商的評估及審批、供應商選擇及表現評價，從各個方面監督供應鏈管理。</p>
Community	<p>Job opportunities</p> <p>Environment friendliness & energy saving</p>	<p>We are committed to the long-term and ambitious development of our business and creating more job opportunities for the community. We will try our best to gradually reduce emission and consumption of energy, reduce greenhouse gas emission and improve energy efficiency while vigorously practicing our corporate social responsibility and promoting the development of philanthropy in the regions where we operate.</p>
社區	<p>Public welfare 就業機會</p> <p>環保節能</p> <p>公益事業</p>	<p>長遠積極地發展業務，創造更多就業機會。逐步實踐減排減耗，減少溫室氣體排放及提升能源使用效益。努力實踐企業社會責任，推動多個業務地區的慈善事業發展。</p>

Environmental, Social and Governance Report

環境、社會及管治報告

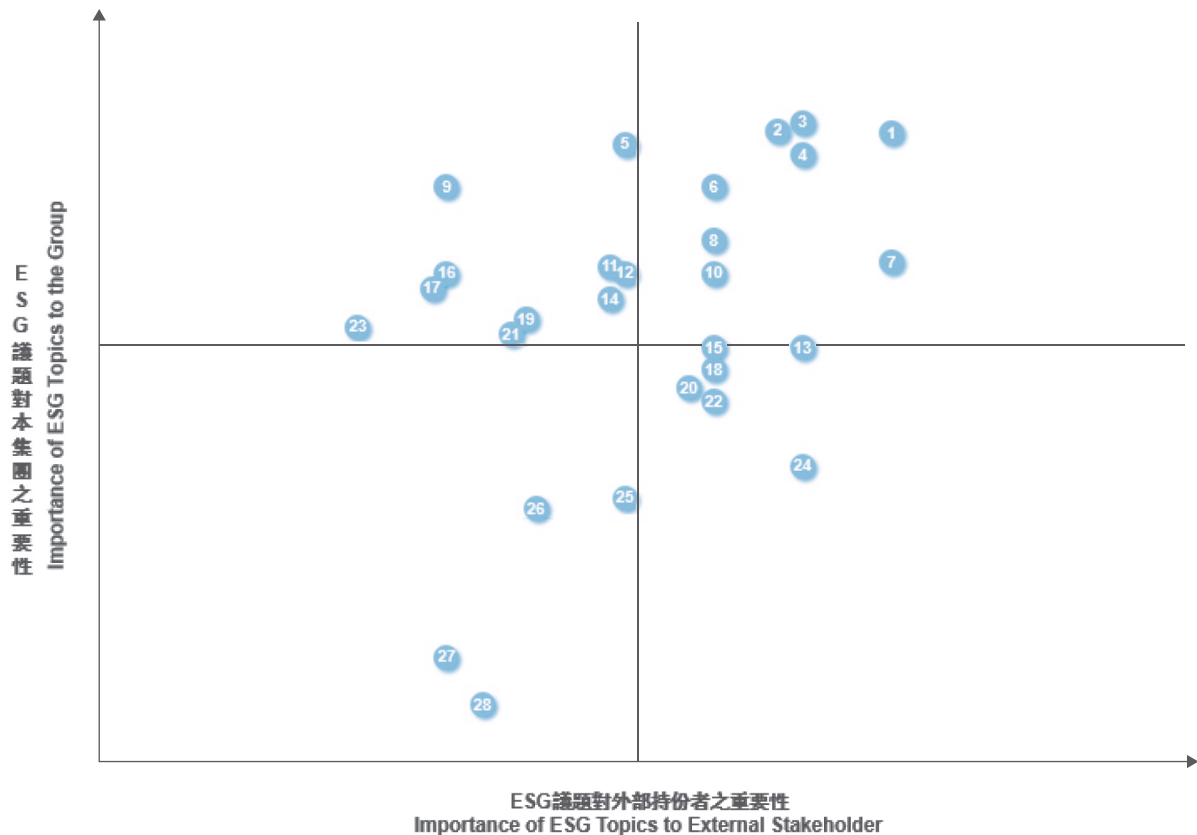
IMPORTANCE OF THE ESG TOPICS

The Group has conducted an assessment of the importance of the ESG topics. The factors for consideration include the strategic objectives and policies of the businesses of the Group, industry standards, legal and regulatory responsibilities, environmental protection, resource utilisation, quality control and employee protection, etc. with the aim of helping the Group identify important issues. Through such an assessment and analysis, the Group has identified various major issues and has described the Group's response to such important issues in a more complete and accurate way in the ESG Report.

ESG 議題的重要性

集團已對 ESG 議題進行了重要性分析評估，考慮因素包括集團的業務戰略目標和政策、行業標準、法律和監管責任、環境保護、資源使用、質量監控、僱員保障等等，以助集團識別重要議題。通過重要性評估分析，集團識別各項重要議題，並在本報告中更全面準確地闡述集團對重要議題的回應。

重要性分析矩陣 Materiality Analysis Matrix



Environmental, Social and Governance Report

環境、社會及管治報告

Item 項目	ESG Topic ESG 議題	Item 項目	ESG Topic ESG 議題
1	Staff remuneration, benefits and rights (e.g. working hours, rest periods, working environment) 員工薪酬、福利和權利(例如工作時間、休息時間、工作環境)	15	Supplier selection and monitoring 供應鏈選擇和監察
2	Customer satisfaction 客戶滿意度	16	Anti-corruption training provided for Directors and staff 向董事和員工提供的反貪污培訓
3	Occupational health and safety 職業健康和安全	17	Environmental friendliness of purchased products and services 採購產品和服務的環境友好性
4	Prevention of child labour and forced labour 防止僱傭童工和強制勞工	18	Anti-corruption policies and whistleblowing procedures 反貪污政策及舉報流程
5	Staff development, training and promotion 員工發展和培訓晉陞	19	Climate change 氣候變化
6	Staff diversity and equal opportunities 員工多元化和平等機會	20	Water use 水資源使用
7	Compliance with and protection of intellectual property rights 遵守和保護知識產權	21	Environmental risks (e.g. pollution) and social risks (e.g. monopoly) for suppliers 供應商的環境風險(如：污染)和社會風險(如：壟斷)
8	Product and service labelling 產品和服務標籤	22	Use of materials (e.g. paper, packaging, raw materials) 材料使用(例如紙張、包裝、原材料)
9	Customer information and privacy protection 顧客信息和私隱保護	23	Community support (e.g. donation, volunteer work) 社區支持(例如捐贈、志願服務)
10	Hazardous waste generation 有害廢棄物的產生	24	Exhaust gas emissions 空氣排放
11	Sales and marketing (e.g. advertisements) 營銷和推廣(例如廣告)	25	Energy use (e.g. electricity, gas, fuel) 能源使用(例如電力、燃氣、燃料)
12	Promotion of local employment 促進當地就業	26	Greenhouse gas emissions 溫室氣體排放
13	Measures in relation to environment and natural resources protection 保護環境和天然資源的措施	27	Non-hazardous waste generation 無害廢棄物的產生
14	Number of concluded legal cases in relation to corrupt practices (e.g. bribery, extortion, fraud, and money laundering) 關於腐敗行為的已結案法律案件數量，例如賄賂、勒索、欺詐和洗錢	28	Product healthy and safety 產品健康及安全

Environmental, Social and Governance Report

環境、社會及管治報告

According to the Materiality Matrix, items located at the upper right corner represent ESG topics of higher importance, namely “staff remuneration, benefits and rights” (such as working hours, rest periods, working environment), “customer satisfaction”, “occupational health and safety”, and “prevention of child labour and forced labour”. The above items are the key drivers for the sustainable development of the Group and will be further elaborated below.

THE BOARD'S ESG STATEMENT

In the past 12 months, the coronavirus has brought unprecedented challenges to the society and the economy. Such crisis also heightened concerns of the investors and stakeholders of the Company over ESG issues. Our ESG performance is inevitably one of the key indicators for demonstrating our corporate social responsibility and our sustainable growth in the future.

To strengthen our sustainability management, the Group has established a governance framework for sustainable development that progressively integrates sustainability topics into the basis of the business development strategy of all business units. By defining the ESG responsibilities of each department and subsidiary, we were able to root the concept of sustainability in our workforce and create value for the communities in which we operate.

The Board is responsible for the overall monitoring of the Group's ESG issues, including the development of strategies and visions relating to ESG, monitoring our actual performance and progress, as well as considering related risks and opportunities. In developing its ESG management approach and strategy, the Board will take into account the materiality assessment and the feedback collected from its communication with various stakeholders to determine the sustainability focus of the Group, and establish the priorities for resource allocation to address such issues. In addition, the Board and the senior management will review topics and policies related to the Group's sustainable development on an annual basis and make timely changes to the policies.

根據重要性矩陣，位於右上角的事項為相對更重要的ESG範疇。該等事項分別為「員工薪酬、福利和權利(例如工作時間、休息時間、工作環境)」、「客戶滿意度」、「職業健康和安全」及「防止僱傭童工和強制勞工」。上述事項將作為本集團業務可持續發展的主要推動力，並將在下文進一步闡述。

董事會的環境、社會及管治聲明

於過去十二個月內，新型冠狀病毒為社會及經濟帶來了前所未有的挑戰，此危機亦加劇了投資者與公司持份者關注ESG事務的權益。企業的ESG表現無可避免是證明公司的企業社會責任及未來可持續發展的關鍵標準之一。

為了加強集團對可持續發展的管理工作，本集團已建立可持續發展管治架構，將可持續發展的主題逐步納入我們所有業務單位的業務發展戰略基礎中。釐定各部門及附屬公司有關ESG的職責，將可持續發展的理念扎根於我們的員工團隊，為本集團經營所在社區創造價值。

董事會負責全面監管本集團的可持續發展的工作事宜，包括制定有關ESG的策略、願景，監督實際表現及進展並考慮相關的風險及機遇。董事會在制定ESG的管理方針及策略時會考慮重要性評估以及與各利益相關方溝通時所收集到的意見來釐定本集團的可持續發展關注重點，並就處理該等議題確立資源分配的優先順序。另外，董事會及高級管理層每年檢討與本集團可持續發展相關的議題及政策，及時對政策作出修訂。

Environmental, Social and Governance Report

環境、社會及管治報告

Through our ESG management approach and strategy, the Group is committed to deliver positive results in its four focus areas: (i) employee compensation, welfare and rights; (ii) occupational health and safety; (iii) customer satisfaction; (iv) prevention of child labour and forced labour. In the face of the COVID-19 crisis, the Group remains firm in its progress towards sustainable development. In the future, the Group will continue to adjust its overall approach and strategy in response to various factors.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE DISCLOSURE

A. ENVIRONMENT

The Group has been committed to ensuring strict compliance of its business activities with local laws and regulations, including but not limited to the “Environmental Protection Law of the People’s Republic of China”, the “Atmospheric Pollution Prevention and Control Law of the People’s Republic of China”, the “Water Pollution Prevention and Control Law of People’s Republic of China” and the “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes”. It also imposes stringent requirements on the management measures for environmental protection and discusses the reduction goals with its contractors and requires them to strictly follow the environmental protection principles. The Group has also formulated a series of environment protection measures to reduce emissions and energy consumption, prevent dust and reduce noise, so as to integrate environmental management into its daily operation and strive to minimise the impact of its operations on the environment. During the Reporting Period, the Group was not aware of any material non-compliance with applicable laws and regulations relating to air emissions, greenhouse gas emissions (“**GHG emissions**”), discharges into water and land, and generation of non-hazardous waste during the reporting period.

透過本集團的ESG管理方針及策略，本集團致力於為其四個重點領域帶來積極成果：(i)員工薪酬、福利和權利，(ii)職業健康和 safety，(iii)客戶滿意度，(iv)防止僱傭童工和強制勞工。在應對新型冠狀病毒的危機時，本集團向可持續發展邁進的步伐依然堅定。隨後，本集團亦會繼續因應各方因素，調整本集團的整體方針和策略。

環境、社會和管治披露

A. 環境

集團始終確保於經營活動中遵守地方相關的法律法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》及《中華人民共和國固體廢物污染環境防治法》等，對環境保護的管理措施設有嚴格要求，同時與承建商探討減排目標，要求所有承建商嚴格遵守環境保護的原則。集團制定一系列減排、減耗及防塵減噪等等的環境保護措施，將環保管理納入日常營運範圍，努力實現對環境造成最低程度影響。於報告期間內，本集團知悉未有任何有關大氣及溫室氣體排放（「**溫室氣體排放**」）、向水及土地排污以及產生無害廢棄物的重大違規個案。

Environmental, Social and Governance Report

環境、社會及管治報告

A1 EMISSIONS

Emission reduction is an important issue in the Group's environmental protection program, for which it is making constant efforts to reduce emission in its daily operations and enhance its energy efficiency. In our daily operations, we used environment-friendly devices such as OA office automation system and watersaving products. Due to the continued outbreak of the COVID-19 pandemic, we also encouraged our employees to hold video conferences more frequently and reduce the number of business trips during the year, in order to safeguard employees' well-being and enhance work efficiency. As a result, the above measures were effective in reducing emissions of greenhouse gases and other air pollutants.

During the Year, the Group included in its assessment the emissions of greenhouse gas and other air pollutants by its core projects of the real estate business and collected data by region and development projects.

A1 排放物

減排是集團的環保計劃中的重要議題，集團正逐步在日常營運當中實踐減排及提升集團的能源效益。日常運作中，集團使用了OA辦公自動化系統，節水型產品等環保設備。因新型冠狀病毒持續肆虐，集團本年度亦鼓勵員工多使用視頻會議系統以減少出差量，從而保障自身健康，同時，提高工作效率。故上述措施均有效減少溫室氣體及其他空氣污染物的排放。

集團將本年度內房地產業務主要核心項目的溫室氣體及其他空氣污染物排放納入評估，針對地區及發展項目進行數據收集。

Environmental, Social and Governance Report

環境、社會及管治報告

A1.1 AIR POLLUTANTS

During the Year, no nitrogen oxide (NO_x) and sulfur oxide (SO_x) arose from the Group's gas production.

Data for air pollutant emissions from vehicles is as follows:

Air pollutants ^(note 1) 空氣污染物 ^(附註1)	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Nitrogen oxides (NO _x) from vehicles 來自車輛的氮氧化物(NO _x)	kg 千克	64.30	68.67	-6.36%
Sulfur oxides (SO _x) from vehicles 來自車輛的硫氧化物(SO _x)	kg 千克	6.01	6.08	-1.15%
Particulate Matter (PM) from vehicles 來自車輛的呼吸懸浮顆粒(PM)	kg 千克	0.43	0.78	-44.87%
Total air pollutants emissions ^(note 2) 總空氣污染物排放 ^(附註2)	kg 千克	70.74	75.53	-6.34%

Notes:

- (1) The data about air pollutants emissions in 2021 included 7 subsidiaries, while the data about air pollutants emissions in 2022 included 5 subsidiaries.
- (2) The calculation method used in the emissions report above is based on the "How to prepare an ESG Report-Appendix 2: Reporting Guidance on Environmental KPIs" published by the Stock Exchange.

A1.1 空氣污染物

集團於本年度無煤氣生產的氮氧化物(NO_x)及硫氧化物(SO_x)。

以下為來自車輛的空氣污染物排放數據：

附註：

- (1) 2021年空氣污染物排放數據包括7間公司；2022年空氣污染物排放數據包括5間公司。
- (2) 上述排放報告所採用的計算方法基於由聯交所發表的《如何準備環境、社會及管治報告-附錄二：環境關鍵績效指標匯報指引》。

Environmental, Social and Governance Report

環境、社會及管治報告

A1.2 GREENHOUSE GAS EMISSIONS

As an active response to the national development policy of building a low-carbon economy, the Group implemented the following rules to reduce emissions:

- Work and construction vehicles should be driven within their respective speed limits;
- Regarding work vehicles: Employees are encouraged to make telephone calls to resolve business matters to reduce vehicle use. No more than one vehicle will be leased out for company business conducted at the same location (or areas nearby) by different departments. Employees must use public transportation for one-way trips under 4 km, and the use of taxis is prohibited;
- A repair approval system for car parts is strictly enforced. Only broken car parts are eligible for repair;
- Fuel oil storage equipment is regularly reviewed to ensure that it is in good condition. Fuel refills are duly recorded;
- To reduce carbon emission, diesel exhaust fluid and low-carbon fuels (e.g. Euro V Diesel) should be used;
- Employees are encouraged to turn off electronic devices when not in use, enable the power-saving mode for idle printers, and turn off air-conditioners and lights after working hours.

A1.2 溫室氣體排放

本集團積極響應國家低碳經濟發展的發展方針，為達致減排效果，集團落實要求：

- 辦公和施工車輛盡量按經濟速度行使；
- 公務用車：鼓勵使用電話溝通解決問題，減少用車需求，兩個部門到同一地點(或鄰近)辦公的需共用車輛，單程在4公里以內的須使用公共交通工具，(不含出租車輛)；
- 車輛更換零配件要嚴格執行報批制度，能繼續使用的零配件應繼續使用；
- 定期檢查燃料用油儲存設備完好性，做好添加記錄；
- 使用環保汽車尿素及低排放的燃料，例如歐盟五期柴油來減排；
- 鼓勵僱員在不使用時關閉電子設備，將打印機閒置時設置為節能模式，並在辦公時間結束後關閉空調和照明系統。

Environmental, Social and Governance Report

環境、社會及管治報告

Scope of greenhouse gas emissions ^(note 1) 溫室氣體排放範圍 ^(附註1)	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Scope 1 Direct greenhouse gas emissions <i>(note 2)</i>				
範圍1直接溫室氣體排放 ^(附註2)				
— Greenhouse gas emissions relating to mobile combustion sources (land, air, and water transport)	Tonne	29.33	140.41	-79.11%
— 流動燃燒源的溫室氣體排放 (陸上、航空及水上運輸)	噸			
Scope 2 Indirect greenhouse gas emissions				
範圍2間接溫室氣體排放				
— Purchased electricity	Tonne	617.58	2,110.93	-70.74%
— 購買電力	噸			
Scope 3 Other indirect greenhouse gas emissions ^(note 3)				
範圍3其他間接溫室氣體排放 ^(附註3)				
— Waste paper disposed in landfills	Tonne	10.89	24.01	-54.64%
— 棄置到堆填區的廢紙	噸			
— Greenhouse gas emissions arising from the use of electricity by government departments to treat freshwater and sewage	Tonne	4.97	14.35	-65.37%
— 政府部門使用電力處理食水及污水所引致的溫室氣體排放	噸			
— Business travels by airplane ^(note 4)	Tonne	3.99	3.97	+0.05%
— 僱員乘坐飛機出外公幹 ^(附註4)	噸			
Total greenhouse gas emissions ^(note 5)	Tonne	666.76	2,293.67	-70.93%
總溫室氣體排放 ^(附註5)	噸			
Greenhouse gas emission intensity	Tonne/ employee	2.84	8.40	-66.23%
溫室氣體密度	噸/ 每位員工			

Environmental, Social and Governance Report

環境、社會及管治報告

Notes:

- (1) The data for greenhouse gas emissions in 2021 included 7 subsidiaries, while the data for greenhouse gas emissions in 2022 included 5 subsidiaries.
- (2) Committed to reducing greenhouse gas emissions, the Group encouraged employees to commute by public transport, thereby reducing vehicle usage in 2022.
- (3) To gradually enhance the quality and comprehensiveness of the ESG Report, the Group urges its staff to collect environmental data to effectively manage and formulate environmental protection measures.
- (4) During the Reporting Period, some of our subsidiaries have resumed operations despite the continuing impact of the COVID-19 pandemic. As a result, the demand for business air travel increased as compared to the previous year.
- (5) The calculation method used in the emissions report above is based on the “How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs” published by the Stock Exchange.

The Group believes that our continuous efforts to reduce resource consumption will help lower the levels of greenhouse gas emissions and achieve better progress in ESG management.

附註：

- (1) 2021年溫室氣體排放數據包括7間公司；2022年溫室氣體排放數據包括5間公司。
- (2) 集團致力減少溫室氣體排放，於2022年度減少了汽車的使用量，鼓勵員工使用公用交通工具出行。
- (3) 集團逐步提升報告的質素及全面性，敦促員工收集各環境數據，以便有效管理及制定環境保護的措施。
- (4) 於報告期間，雖然新型冠狀病毒影響持續，但較上一年度，部份附屬公司已經回復部份營運活動，以致商務航空旅行需求增加。
- (5) 上述排放報告所採用的計算方法基於由聯交所發表的《如何準備環境、社會及管治報告-附錄二：環境關鍵績效指標匯報指引》。

透過不斷努力減少資源消耗，本集團認為，此將有助於溫室氣體排放水平下降，並在ESG管理方面取得更好的進展。

Environmental, Social and Governance Report

環境、社會及管治報告

A1.3 HAZARDOUS WASTE PRODUCED

The Group is committed to reducing waste from its source and adopting recycling practices. The Group is also committed to avoiding producing unnecessary waste during the operation of its real estate development business, through the adoption of different measures.

A1.3 所產生有害廢棄物

集團致力透過源頭減廢及循環再用以減少廢棄物。就集團房地產發展業務，集團致力透過不同行動避免產生不必要的廢棄物。

Hazardous waste ^(note 1) 有害廢棄物 ^(附註1)	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Total amount of hazardous waste ^(note 2) 有害廢棄物總量 ^(附註2)	kg 噸	1.21	1.46	-17.12%
— Cleaning chemicals ^(note 3) — 清潔化學品 ^(附註3)	kg 噸	0.99	0.31	+219.35%
— Electrical appliances — 電子設備	kg 噸	0.21	1.13	-81.42%
— Batteries — 電池	kg 噸	0.01	0.02	-50.00%
Hazardous waste intensity 有害廢棄物密度	kg/employee 噸／每位員工	0.008	0.005	+49.84%

Environmental, Social and Governance Report

環境、社會及管治報告

Notes:

- (1) Although hazardous waste only accounts for a small portion of the Group's total waste volume, all hazardous waste is handled in a stringent manner by the Group. We adopt all necessary prevention measures in accordance with the Law on the Prevention and Control of Environmental Pollution by Solid Waste" to ensure the safety of our staff and the environment. The calculation method used in the waste report above is based on the "How to prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs" published by the Stock Exchange.
- (2) The data about hazardous waste in 2021 included 7 subsidiaries, while the data for hazardous waste in 2022 included 5 subsidiaries.
- (3) To reduce the spread of the COVID-19 pandemic, the Group used more cleaning chemicals. As a result, the use of cleaning chemicals in 2022 significantly increased.

To gradually enhance the quality and comprehensiveness of the ESG Report, the Group urges its staff to collect environmental data to effectively manage and formulate environmental protection measures. The Group will continue to assess, record and disclose data relating to greenhouse gas emissions and other information on an annual basis to further develop emission reduction targets in the future.

附註：

- (1) 雖然有害廢物只佔集團廢物總量的小部分，集團仍嚴格處理有害廢物，並遵照《固體廢物污染環境防治法》並採取一切必要的預防措施，確保員工和環境安全。上述廢棄物報告所採用的計算方法基於由聯交所發表的《如何準備環境、社會及管治報告-附錄二：環境關鍵績效指標匯報指引》。
- (2) 2021年有害廢棄物數據包括7間公司；2022年有害廢棄物數據包括5間公司。
- (3) 為了減低新型冠狀病毒的傳播，集團加強了清潔化學劑的使用。因此，2022年的清潔化學品用量有明顯增加。

集團逐步提升報告的質素及全面性，敦促員工收集各環境數據，以便有效管理及制定環境保護的措施。本集團將繼續評估、記錄及每年披露溫室氣體排放及其他環境數據，有助日後進一步制定減排目標。

Environmental, Social and Governance Report

環境、社會及管治報告

A1.4 NON-HAZARDOUS WASTE PRODUCED

In respect of the construction works, the Group adopted a variety of environmental protection measures, for example, in the stage of planning and construction in real estate development, the Group tried to reduce land excavation and mountain damage through careful planning and design. In addition, waste paper collection bins are placed in our office area in the hope that our staff will work together to dispose of waste paper, magazines, books, newspapers and other paper products used in our operations for centralized collection and selling, with the income offsetting the relevant costs. The Group engages relevant recyclers to recycle toner cartridges of our printers when they run out of ink. To reduce paper usage, we actively encourage our staff to adopt two-sided printing and reuse single-sided print-outs for non-legal and general business documents.

The total amount of non-hazardous waste recycled and processed during the year is recorded as follows:

A1.4 所產生無害廢棄物

集團在施工方面採用了各種環保措施，例如在房地產開發的規劃和建設階段中，集團通過規劃設計以有效減少土方開挖。同時，在辦公區設立廢紙回收箱，以此希望員工們群策群力，員工可將辦公的廢舊紙張、雜誌、書籍、報紙及其他紙製品集中收集出售，收入充減相關費用。影印機的碳粉盒在碳粉耗盡後，本集團亦會委託相關回收商進行回收。我們為減少使用紙張，積極鼓勵員工雙面列印，並盡可能重複使用所有已單面列印的紙張列印非法定及普通公司文件。

本年度內總共外運回收處理無害廢棄物記錄產生的數據如下：

Non-hazardous waste <small>(note 1)</small> 無害廢棄物 <small>(附註1)</small>	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Total amount of non-hazardous waste <small>(note 2)</small>	kg	3.21	2.68	+19.78%
無害廢棄物總量 <small>(附註2)</small>	噸			
Kitchen waste 廚餘	kg 噸	1.50	0.85	+76.47%
General office waste 一般辦公室廢物	kg 噸	1.71	1.83	-6.58%
Non-hazardous waste intensity 無害廢棄物密度	kg/employee 噸／每位員工	0.02	0.01	+116.55%

Environmental, Social and Governance Report

環境、社會及管治報告

Notes:

- (1) The data for non-hazardous waste in 2021 included 7 subsidiaries, while the data for non-hazardous waste in 2022 included 5 subsidiaries.
- (2) The calculation method used in the waste report above is based on the “How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs” published by the Stock Exchange.

The Group will continue to adhere to the policy of energy conservation and emission reduction, reduce paper consumption in an appropriate and proper way and encourage employees to use electronic equipment to record information or cut back on unnecessary printing, for we aim to further reduce general office waste. Moreover, the Group encourages its employees to reduce food waste by buying the amount of food they actually need during meal times, and checking their refrigerator regularly to prevent overstorage, which may lead to food spoilage and wastage.

The Group strictly complies with the relevant laws relating to waste disposal, including the requirements under the “Standard for Pollution Control on Hazardous Waste Incineration of the People’s Republic of China”, the “Standard for Pollution Control on Hazardous Waste Storage of the People’s Republic of China”, and the “Standard for Pollution Control on Hazardous Waste Landfill of the People’s Republic of China”.

附註：

- (1) 2021年產生無害廢棄物數據包括7間公司；2022年產生無害廢棄物數據包括5間公司。
- (2) 上述廢棄物報告所採用的計算方法基於由聯交所發表的《如何準備環境、社會及管治報告 – 附錄二：環境關鍵績效指標匯報指引》。

本集團將繼續堅持節能減排的政策，適量、適當地減少紙張消耗，鼓勵員工使用電子設備等記錄信息，或減少不必要的打印，希望進一步減少製造一般辦公室廢物。另外，本集團亦倡導員工減少浪費食物，在用餐時間只購買剛好份量的食物。並定期檢查冰箱，避免過量儲存食物，倒是食物變質造成浪費。

本集團嚴格遵行相關的廢棄物處理法例，包括《中華人民共和國危險廢物焚燒污染控制標準》、《中華人民共和國危險廢物貯存污染控制標準》及《中華人民共和國危險廢物填埋污染控制標準》的規定。

Environmental, Social and Governance Report

環境、社會及管治報告

A2 USE OF RESOURCES

A2.1 Direct and indirect energy consumption

To reduce paper usage, the Group has formulated the “Administrative Measures for Energy Conservation and Consumption Reduction” to encourage its employees to adopt two-sided printing and reuse single-sided print-outs for non-legal and general business documents. As required, the use of office paper is put under strict control. In terms of business engagements, the Company mostly uses telephone communication to reduce the demand for using vehicles, upholds the mindset of “saving being a glory, waste being a shame”, and actively implements the energy conservation strategy of the Group.

In addition, the Group attaches great importance to cultivating employees’ awareness of energy conservation and calls on its employees in various departments to jointly resist the waste of energy. The Group requires each employee to switch off computers, lights and other office equipment at the end of each working day. When the natural temperature is appropriate, the air conditioners should not be used. When the outdoor temperature in summer is higher than 30°C, the air conditioners can be turned on. The air conditioners should be set at above 26°C and adjusted to low wind, and the indoor temperature should be maintained at 25 to 26°C. In winter, when the outdoor temperature is lower than 8°C, the air conditioners can be turned on and set at about 20°C. The room temperature should be maintained at 18 to 20°C. When the air conditioners are not in use, they should not be left in the standby state, and security guards should be sent to take a patrol after office hours on a daily basis to check and confirm that all the lights and other unnecessary power-consuming devices on each floor have been switched off. At the same time, compact fluorescent lamps and safety lamps should be used. The use of electric stoves,

A2 資源使用

A2.1 直接及間接能源消耗

集團已建立《節能降耗管理辦法》，我們為減少使用紙張，積極鼓勵員工雙面列印，並重複使用所有已單面列印的紙張列印非法定及普通公司文件，要求辦公紙張申領要嚴格控制。在公務方面，公司盡量使用電話溝通，以減少相關用車的需求，樹立「節約光榮，浪費可恥」的思想，積極做好集團節能工作。

另外，集團十分注重培養員工的節能意識，呼籲各部門員工共同抵制浪費能源的行為。集團要求每個員工下班時關閉電腦、燈等設備。在正常溫度比較適宜的情況下，應停止使用空調。夏季室外溫度高於攝氏30度時可開啟空調，空調溫度控制在攝氏26度以上並調至低風，室內溫度保持在25-26度；冬季室外溫度低於攝氏8度才啟用空調，溫度控制在攝氏20度左右，室內溫度保持在18-20度。空調不用時不得處於待機狀態，並派保安每日於辦公室工作時間結束後進行巡邏，檢查並確認各樓層的燈、其他不必要的耗電設備已關閉。同時，採用節能燈和安全燈照明。嚴禁使用電爐、熱得快及非節能型的大功率用電器具。另一方面，集團亦提倡使用國家、行業

Environmental, Social and Governance Report

環境、社會及管治報告

portable immersion heaters and non-energy saving appliances with high power consumption is strictly prohibited. On the other hand, the Group also promotes the use of energy-saving, efficient, and environmentally-friendly construction equipment and electrical appliances recommended by national and industrial authorities to improve our energy efficiency. The Group therefore actively monitors and manages our use of resources to reduce our operating costs and carbon footprint.

推薦的節能、高效、環保的施工設備及電子設備，以提高能源效益。因此集團通過積極監察及管理資源使用，以降低營運成本及碳足跡。

During the year, the Group included various types of energy consumption by its core projects of the real estate business into the assessment and collected data by region and development projects. The data on energy consumption by the Group during the year is set forth as follows:

集團將本年度內房地產業務主要核心項目的各類能源消耗納入評估，針對地區及發展項目進行數據收集。集團本年度各類能源消耗的數據如下：

Use of energy 能源的使用	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Non-renewable fuels (direct) ^(note 1) 不可再生燃料(直接) ^(附註1)	MWh 兆瓦時	106.86	530.15	-79.84%
Purchased energy (indirect) 購買能源(間接)				
— Electricity ^(note 1) — 電力 ^(附註1)	MWh 兆瓦時	1,012.26	3,459.97	-70.74%
Total energy consumption ^(Note 2) 總能耗 ^(附註2)	MWh 兆瓦時	1,119.12	3,990.12	-71.95%
Energy consumption intensity 能源耗量密度	MWh/ employee 兆瓦時/ 每位員工	4.76	14.62	-67.42%

Notes:

(1) The data for purchased energy (indirect) in 2021 included 7 subsidiaries, while the data for purchased energy (indirect) in 2022 included 5 subsidiaries.

附註：

(1) 2021年購買能源(間接)數據包括7間公司；2022年購買能源(間接)數據包括5公司。

Environmental, Social and Governance Report

環境、社會及管治報告

- (2) The calculation method used in the energy consumption report above is based on the “How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs” published by the Stock Exchange.

The Group will continue to monitor its employees' energy saving in an effort to reduce energy consumption, achieve energy conservation and emission reduction and create a green corporate.

A2.2 USE OF WATER RESOURCES

The Group is committed to raising the awareness of its employees on water-saving, to reduce water consumption. Measures adopted by the Group include:

- Putting up posters in our offices to remind employees not to consume unnecessary resources;
- Turning off taps that are not in use;
- Requiring our project department to carry out general inspections of water delivery pipes to check for leakages, to prevent water wastage;
- Using water efficient products;
- Recycling and reusing water resources;
- Water meters are installed in our offices, common areas, and construction sites, with registration and monthly analysis carried out by a responsible officer based on the water consumption records of each department.

- (2) 上述能源耗量報告所採用的計算方法基於由聯交所發表的《如何準備環境、社會及管治報告-附錄二：環境關鍵績效指標匯報指引》。

集團將繼續監督員工節約用電，以減少能耗，實現節能減排，塑造綠色企業。

A2.2 水資源的使用

集團致力提高僱員對節約用水的意識，藉此減少用水。集團推行的措施包括：

- 於辦公室張貼標籤提醒僱員避免不必要的資源消耗；
- 用水完畢後，及時關閉水龍頭；
- 項目部對送水管進行普查，檢查管道是否有漏水情況，杜絕長流水現象發生；
- 使用節水型產品；
- 實施水資源的循環使用；
- 辦公區、生活區、施工現場各設水表，由專人負責進行登記，每月根據各部位用水量的記錄進行數據分析。

Environmental, Social and Governance Report

環境、社會及管治報告

All freshwater and flushing water used by the Group are provided by municipal water supply authorities with authorised licenses/permits. The Group faced no issues when purchasing suitable water.

集團使用的所有飲用水和沖廁用水，均由持有認可牌照/許可證的市政供水機構提供，並沒有於採購相關適合用水上遇上問題。

Water consumption <i>(note 1)</i> 用水 <i>(附註1)</i>	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Total water consumption <i>(note 2)</i> 耗水總量 <i>(附註2)</i>	m ³ 立方米	8,011.00	23,414.76	-65.79%
Water consumption intensity 耗水密度	m ³ /employee 立方米/ 每位員工	34.09	73.70	53.74

Notes:

- (1) The data for water consumption in 2021 included 7 subsidiaries, while the data for water consumption in 2022 included 5 subsidiaries.
- (2) The calculation method used in the water consumption report above is based on the "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" published by the Stock Exchange.

附註：

- (1) 2021年耗水量數據包括7間公司；2022年耗水量數據包括5間公司。
- (2) 上述水資源的使用報告所採用的計算方法基於由聯交所發表的《如何準備環境、社會及管治報告-附錄二：環境關鍵績效指標匯報指引》。

The Group will continue to assess and record its water consumption and compare it with the data from the previous year, to achieve our water consumption goals in the future. During the Reporting Period, the Group did not identify any issues relating to the improper use of water in its business operations.

本集團將繼續評估及記錄其用水量，並將其與去年的數據進行比較，以維持未來的節水目標。於報告期間，本集團未發現任何有關就業務營運不當使用水源的問題。

Environmental, Social and Governance Report

環境、社會及管治報告

A2.5 Packaging Materials

The Group's daily business operations did not involve the use of packaging materials.

A3 ENVIRONMENT AND NATURAL RESOURCES

In order to respond positively to the national strategic policy which requires speed-up of construction of conservation-oriented society and implement the Company's administrative measures for energy conservation, make the Company become an efficient, conserving and energy-saving example, and regulate the specific management of energy conservation and consumption reduction of construction enterprises, the Group actively promotes environment-friendly concept and instills it in every stage of the entire construction project, i.e. planning, design, construction and sale, striving to integrate the concepts of green and environmental protection into the architectural style of the Group. The Group also cooperates with the outstanding design institutes to integrate the architectural design with the surrounding natural conditions, and strives to create a comfortable living space and provide ecological green homes for customers.

The Group complies with the national and local environmental protection laws and various types of environmental protection laws and regulations promulgated by the PRC as it carries out its project development, including but not limited to the "Environmental Protection Law of the People's Republic of China", the "Atmospheric Pollution Prevention and Control Law of the People's Republic of China", the "Water Pollution Prevention and Control Law of the People's Republic of China", and the "Solid Waste Prevention and Control Law of the People's Republic of China". In the stage of planning and construction in real estate development, the Group proactively communicates with contractors and advocates green construction work and strives to save resources and reduce the impact of construction work on the environment through scientific management and technological advancement.

A2.5 包裝材料

本集團與日常業務運作中並不涉及包裝材料的使用。

A3 環境與天然資源

為積極響應國家提出加快建設「節約型社會」的要求，落實公司節約能源資源的管理辦法，使公司成為高效、勤儉、節能的表率，規範建築企業節能降耗的具體管理工作。集團積極塑造綠色理念，將此理念融匯貫穿於整個建築項目的規劃、設計、施工、銷售等各個環節，將綠色環保融入集團的建築風格。集團與一流設計院合作，將建築設計與周圍自然條件融和，極力營造舒適的生活空間，為客戶提供生態綠色家園。

集團堅守國家和地方的環境保護法及國家頒發的各類環境保護的法律法規進行項目開發，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》及《中華人民共和國固體廢物污染環境防治法》等。在房地產開發的規劃及建設時，集團與承建商積極協調溝通，倡導綠色施工，通過科學管理和技術進步，達到節約資源及減少施工活動對環境的影響。

Environmental, Social and Governance Report

環境、社會及管治報告

A4 CLIMATE CHANGE

With people and corporates all over the world being increasingly concerned about the impact brought about by climate change, sustainable environmental protection has become a strategic focus in the real estate industry. The Group has been paying close attention to the risks posed by climate change, which will enable us to undergo a smooth transition to a low-carbon economy and achieve prosperous growth.

Physical risks

Physical risks refer to risks related to physical impacts of climate change on the Company, which include acute physical risks driven by specific events, especially weather-related events such as storms, floods, fires or heat waves. Such events may cause damage to construction works, affect material supplies and result in a series of negative impacts. Physical risks also refer to chronic physical risks arising from long-term shifts in climate patterns, such as temperature changes, rising sea levels, reduced water availability, loss of biodiversity, and changes in land and soil productivity. The Group has developed a “Climate Change Policy” that covers various events relating to the weather to reduce acute physical risks.

Transition risks

Transition risks refer to risks arising from the Group’s transition to a low-carbon and climate resilient economy, which include:

A4 氣候變化

氣候變化的影響越來越被世界各地的人士及企業關注，可持續性的環境保護已成為房地產行業的戰略重點。本集團一直密切關注氣候變化帶來的風險，這將使本集團能夠順利過渡並在低碳經濟中蓬勃發展。

實體風險

實體風險是指氣候變化的物理影響對公司造成的風險。它們包括由特定事件引起的急性物理風險，尤其是與天氣相關的事件，比如風暴、洪水、火災或熱浪，該事件可能會損壞工程，影響物料供應，造成一系列負面影響。以及由氣候的長期變化引起的慢性身體風險，例如溫度變化、海平面上升、可用水量減少、生物多樣性喪失以及土地和土壤生產力的變化。本集團已制定《氣候變化政策》，涵蓋各種與天氣相關的事件，以降低急性物理風險。

過渡風險

過渡風險是集團向低碳和氣候適應經濟轉型而產生的風險。它們包括：

Environmental, Social and Governance Report

環境、社會及管治報告

- *Policy and legal risks*

Despite the impacts of policy changes on the business environment, the Group's flexible business model allows it to adapt to any changes in policies related to climate change. The Group is committed to maintaining high environmental standards to meet relevant requirements in its operations and will continue to invest human and financial resources in environmental protection efforts as required under applicable laws and regulations to reduce carbon footprint. Laws and regulations that we comply with include but are not limited to the "Environmental Protection Law of the People's Republic of China", the "Atmospheric Pollution Prevention and Control Law of the People's Republic of China", the "Water Pollution Prevention and Control Law of the People's Republic of China", and the "Solid Waste Pollution Prevention and Control Law of the People's Republic of China". During the Year, the Group complied with the relevant environmental protection laws and regulations in relation to exhaust gas and greenhouses gas emissions, water and land discharge, and the generation of hazardous and non-hazardous waste. The Group did not violate any environmental protection laws or regulations of the region where we operate, nor was it subject to significant fines, non-monetary penalties and litigation relating to environmental protection.

- *Technology risks*

The Group has always been committed to improving our construction technology. We will consider to continue our investment, research and development in this area, with an aim to reduce the environmental pollution caused by property development.

- *Market risks*

The property markets in the cities in which we have operations or plan to expand our operations are competitive. Our existing and potential competitors include both major national and regional property developers with expansive operations in the cities or markets in which we operate as well as local property developers. The Group is committed to reducing the environmental impact of our operations and will seek to further enhance our market presence in these cities.

- *政策及法律風險*

即使商業環境可能會受到政策變化的影響，本集團的業務運營是靈活的，能夠適應氣候變化政策的任何變化。本集團致力於業務營運過程中維持高環境標準以達致相關規定，並將繼續投入人力及財務資源於適用法律及法規項下規定的環境保護，減少碳足跡。所遵守的法律法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》及《中華人民共和國固體廢物污染環境防治法》等。於本年度，本集團遵守有關氣體及溫室氣體排放、向水及土地排污以及產生有害及非有害廢物的環境保護法例及法規。本集團並無違反我們經營所在地區的任何環保法例或法規，亦無遭受有關環境保護的重大罰款、非金錢處罰及訴訟。

- *技術風險*

集團一直致力於提升興建房屋時的技術，集團會考慮於日後繼續向這方面投資及研發，減低房地產開發引致的環境污染。

- *市場風險*

集團經營或計劃擴展業務所在城市的房地產市場競爭激烈。現有及潛在競爭對手包括我們經營所在城市或市場擁有廣泛業務的大型國家及地區物業開發商及地方物業開發商。集團會致力減低營運中對環境的破壞，尋求進一步鞏固我們於該等城市中的市場地位。

Environmental, Social and Governance Report

環境、社會及管治報告

- *Reputational risks*

In response to the public's views on climate change, the Group has integrated environmental protection measures in our business operations. The Group will closely monitor the carbon footprint of our operations, and further explore other ways to reduce our impact on the environment.

B. SOCIETY

B1 EMPLOYMENT

The Group always believes that our employees are important assets of the Group. The Group adheres to the people-oriented philosophy and guarantees employees' rights and benefits. By creating a pleasant and healthy work environment, improving the salary and welfare systems, and increasing the training opportunities, we encourage employees to actively carry out career planning, motivate employees' enthusiasm for work, and enhance employees' sense of belonging. The Group has developed a code of conduct under its employee handbook that helps to communicate the expectations of the management team and employees on compensation and welfare, training and development, and occupational health, in order to provide protection against unfair or unequal treatment and discrimination at work.

Policies on Employees' Compensation and Benefits

In order to attract and retain talents, the Group takes the characteristics and needs of the posts and positions into full account when it is hiring people, forbidding gender discrimination and promoting gender equality. In addition, for the protection and welfare of its employees, the Group tries its best to provide them with good protection and care, including competitive remuneration, equal and fair pay, a comfortable and safe work environment, and annual free body examination etc.

- 聲譽風險

為順應公眾對氣候變化的看法，本集團已將環保措施整合到業務運營中。本集團將密切監察業務營運的碳足跡，並進一步探索其他方法以減少我們對環境的影響。

B. 社會

B1 僱傭

集團始終堅信，員工是集團重要資產，集團堅持以人為本的理念，保障員工權利與福利。通過營造愉悅、健康的工作氛圍、完善薪酬福利體系、增加培訓的發展機會，引導員工積極進行職業規劃，激發員工對工作的熱誠，提升員工的歸屬感。本集團的員工手冊旨在圍繞僱員薪酬及福利、培訓及發展以及職業健康，此守則有助界定管理層與僱員的期望，並於工作時提供保障以免受不公平或不一致行為待遇及歧視。

僱員薪酬及福利政策

為吸引及挽留優秀人才，在招聘方面，集團充分考慮崗位工作特點及需求，反對性別歧視，促進兩性平等。此外，在員工保障及福利方面，集團為員工致力提供相對健全的保障及關懷，包括具有市場競爭力的薪酬水平、倡導員工薪酬公平及公正、舒適安全的工作環境、年度免費體檢等。

Environmental, Social and Governance Report

環境、社會及管治報告

We provide social insurances for employees such as pension, medical care, unemployment and maternity insurance according to national and local provisions. We also contribute to the housing provident fund for our employees. Employees' health and safety are always our first priority. All workers are required to comply with safety instructions and receive safety training on the use of equipment. We also maintain insurance coverage against personal injuries and accidents for employees in special positions.

The Group provides heating and cooling subsidies in the winter and summer, respectively. We also provide allowances for transportation, communication, cleaning, missed meals, and hardship for all employees. Special allowances, such as relocation allowance and rental subsidy, will be provided to our relocating staff.

We provide benefits for working mothers in accordance with national regulations, such as paid maternity leave and breastfeeding leave during our female employees' pregnancy, childbirth, and breastfeeding periods.

We take the realisation of "internal equity" and "external competitiveness" as our fundamental principle. The Group establishes and improves its remuneration system through "three matchings", which refer to that the remuneration matches the value of the position, the remuneration matches the ability, and the remuneration matches the performance.

The remuneration of an individual will be determined with reference to the employee's personal qualifications, education background, length of service in relevant professional fields, actual years of experience and professional qualification. The salary scale is assessed according to the employee's position, responsibility and obligation, value and experience.

企業按國家及當地政府規定統一為員工辦理養老、醫療、失業、生育等社會保險。公司亦為員工辦理住房公積金。本集團始終視僱員健康及安全為優先的考慮因素。每位工人須遵守安全指示，並接受有關設備使用的安全培訓，亦為特殊崗位員工辦理人身傷害意外保險。

集團會於冬季及夏季派發取暖費及發降溫費，亦會派發交通費、通訊費、衛生費、誤餐補貼、職稱補貼等全員性補貼。如異地工作則會派發異地工作補貼及租房補貼等特殊補貼。

集團按照國家保障規定為在職媽媽提供保障。在女員工的孕期、產期及哺乳期間提供相應的帶薪產假、哺乳假。

企業以實現「內部公平性」和「外部競爭性」為基本原則，通過三項匹配，即「薪酬與崗位價值相匹配」、「薪酬與工作能力相匹配」和「薪酬與工作績效相匹配」等來建立與完善企業薪酬體系。

員工定薪標準依據員工個人資歷、學歷、相關專業工作年限、實際工作年限和專業技術任職資格為參考因素，並根據員工所在崗位、承擔責任和義務及價值、經驗評定薪級。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group will conduct a fair and open performance appraisal for all employees through assessment on the results of relevant companies and job performance. Appraisees prepare and summarise the completion of monthly priorities and record in the form of “Completion of Monthly Working Plan”, which will be signed by the appraisers for confirmation. It is an important evidence for appraisers when making appraisals for appraisees in respect to the completion of their priorities at the end of year.

Salaries of employees are paid on an annual or monthly basis, both of which are composed of fixed salary and performance bonus. The fixed salary is determined mainly based on the assessment result of the value of employees’ positions, and the performance bonus is determined mainly with reference to the appraisal results. The salary of employees being paid on an annual basis comprises of monthly payment part and year-end payment part. The specific payment method is implemented according to the terms agreed by both parties in the acceptance letter.

Equal Opportunity

A good working environment should be free of discrimination and should provide equal opportunities for all employees regardless of their age, gender, ethnicity, skin color, sexual orientation, disability, or marital status. The Group adhered to the principle of openness, justice and fairness in recruitment and a unified principle without discrimination in employment standards and selection procedures. The Group takes the characteristics of the posts and positions into full account when hiring people and fights against gender discrimination. Those who have made significant contributions in daily work would be rewarded based on the reward & punishment measures for employees. During our annual hiring process, we will give priority to outstanding employees to receive promotion or training opportunities.

集團將通過相關公司業績考核和崗位考核兩方面對所有員工進行公正、公開的績效考核。被考核人整理及匯總月度重點工作完成情況，並通過《月度工作計劃完成情況》的形式進行記錄，由考核人簽字確認。在年末考核時作為考核人對被考核人的重點工作完成情況進行評分時的重要依據。

員工的薪資分為年薪制和月薪制兩類，均由固定薪資和績效薪資兩部分組成。固定薪資以員工所在崗位價值評估結果為主要依據，績效薪資以考核結果為主要依據。年薪制員工的薪資分為每月發放部份和年終發放部份，具體發放方式依照《錄用確認書》中雙方約定條款執行。

平等機會

良好的工作場所防止歧視，並為全體員工提供平等機會，不論年齡、性別、種族、膚色、性取向、殘疾或婚姻狀況。集團招聘秉持公開、公正、公平的原則，錄用標準、甄選流程等一視同仁，原則統一。在招聘方面，集團根據崗位特點進行招聘，反對性別歧視。日常有突出貢獻的，集團也將根據員工獎懲辦法予以激勵。年度員工崗位聘任時，優先予以優秀僱員提拔或鍛煉的機會。

Environmental, Social and Governance Report

環境、社會及管治報告

Employee Diversity

The Group cares about the diversity of its employees and constantly expands its recruitment channels (social recruitment, headhunting, internal and external referrals, etc.), aiming to maintain the diversity of its employee structure in such aspects as employee education, working background and specialties. The Group analyses the diversity of its current employee structure on a regular basis to provide guidance for the follow-up recruitment.

Anti-discrimination and Anti-harassment

The Group's labour and employment procedures are strictly aligned with national policies, requirements and standards on anti-discrimination and no discrimination against religion, ethnicity, race and gender is found in policies for recruitment and daily employment procedures. The Group also strictly adhered to and observed related institutional norms and ensured the execution was in place in various ways including regular reviews, random checks, feedback, notification, rectification and self-inspection in each subsidiary in daily work.

The Group has also set clear regulations to severely punish different kinds of discrimination and harassment behaviours in violation of the regulations and encouraged employees to report behaviours that were against the regulations or incidents harmful to the Group's interests. Employees may report related behaviours through various channels at any time. As phone numbers and emails of the Group's management and head of each department were open to employees, employees may report anonymously or in their real names at any time. Human resource and administrative personnel would collect employee opinions and suggestions in such ways as making questionnaire among all employees and doing individual interviews to gather related information from our employees. During this reporting year, the Group has not received any report on discrimination or harassment incidents. The Group would strictly deal with such reports in accordance with the laws and regulations once any reports were submitted.

員工多樣性

集團關注招聘僱員的多樣性，不斷豐富招聘渠道多樣化(社會招聘、獵頭、內外部推薦等)，關注僱員結構的多樣性，包括僱員學習及工作背景、業務特長等方面多樣性。集團定期分析現有僱員的結構多樣性，指導後續招聘工作優化。

反歧視及反騷擾

集團勞動用工流程嚴格按照國家反歧視政策要求及標準，從人員招聘到日常用工等流程，在宗教、民族、種族、性別等方面均無歧視政策。集團亦嚴格遵守及執行相關制度規範，並在日常工作中定期審查，不定期抽查、反饋、通報、整改，各下屬公司自查等相結合的方式確保執行到位。

集團亦明確規定嚴懲各種違規的歧視與騷擾行為，並鼓勵員工勇於舉報違規或損害集團利益事件的行為。員工可隨時通過多種渠道報告相關行為，集團領導及各單位負責人的電話及郵箱均對員工公開，員工可隨時採用匿名或實名的方式進行報告。人力行政人員亦會收集員工意見及建議，包括全員問卷及個別訪談等方式向員工收取相關信息。在本報告年內，集團未有收到歧視或騷擾事件的報告，一旦接收到報告，集團會嚴肅依法依規處理。

Environmental, Social and Governance Report

環境、社會及管治報告

B1.1 Employment Highlights

As of the end of 2022, the total number of employees at Ever Reach and its selected subsidiaries was 235, and all of them were engaged with labour contracts. All employees worked in Hong Kong and Mainland China.

B1.1 僱傭現況

截至2022年底，恒達控股及選定的附屬公司員工總數為235人，均以勞動合同的方式聘用，所有員工均在香港及中國內地工作。

Total number of employees by gender ^(note 1)	Unit	2022	2021	Percentage change
按性別劃分的員工總數 ^(附註1)	單位	2022年	2021年	百分比比較
Total number of employees ^(note 2)	No. of people	235	273	-13.92%
總員工人數 ^(附註2)	人			
Male	No. of people	151	185	-18.38%
男	人			
Female	No. of people	84	88	-4.55%
女	人			
Male-to-female ratio of employees		1.80	2.10	-14.29%
男女員工人數比例				

Notes:

- (1) The data for total number of employees in 2021 included 7 subsidiaries, while the data for total number of employees in 2022 included 5 subsidiaries.
- (2) The calculation method used in the above report regarding the total number of employees is based on the "How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs" published by the Stock Exchange.

附註：

- (1) 2021年員工總數包括7間公司；2022年員工總數包括5間公司。
- (2) 上述員工總數報告所採用的統計方法基於由聯交所發表的《如何準備環境、社會及管治報告－附錄三：社會關鍵績效指標匯報指引》。

Environmental, Social and Governance Report

環境、社會及管治報告

Total number of employees by age group ^(note 1)

^(note 2) 按年齡段劃分的員工總數 ^{(附註1)(附註2)}	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Aged<30 年齡在30歲以下	No. of people 人	19	54	-64.81%
Aged 30–50 年齡30-50歲	No. of people 人	188	198	-36.91%
Aged>50 年齡超過50	No. of people 人	28	21	+33.33%

Notes:

- (1) The data for total number of employees in 2021 included 7 subsidiaries, while the data for total number of employees in 2022 included 5 subsidiaries.
- (2) The calculation method used in the above report regarding the total number of employees is based on the “How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs” published by the Stock Exchange.

附註:

- (1) 2021年員工總數包括7間公司；2022年員工總數包括5間公司。
- (2) 上述員工總數報告所採用的統計方法基於由聯交所發表的《如何準備環境、社會及管治報告 – 附錄三：社會關鍵績效指標匯報指引》。

Environmental, Social and Governance Report

環境、社會及管治報告

B1.2 Employee Turnover Rate

As of the end of 2022, the turnover rate of the Group was 12.45% (2021: the turnover rate of the Group was 13.30%). The tables below set out the employee turnover rate by gender and age group.

B1.2 僱員流失率

截至2022年底，集團的流失率為12.45%（2021年：集團的僱員流失率為13.30%）。以下為僱員在性別劃分及年齡段劃分下的僱員流失率。

Employee turnover rate by gender ^{(note 1) (note 2)}	Unit	2022	2021	Percentage change
按性別劃分的僱員流失率 ^{(附註1)(附註2)}	單位	2022年	2021年	百分比比較
Male 男	%	12.58%	20.00%	-37.09%
Female 女	%	11.90%	26.14%	-54.46%

Notes:

- (1) The employee turnover rate in 2021 included 7 subsidiaries, while the employee turnover rate in 2022 included 5 subsidiaries.
- (2) The calculation method used in the above report regarding employee turnover rate is based on the "How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs" published by the Stock Exchange.

附註：

- (1) 2021年僱員流失率包括7間公司；2022年僱員流失率包括5間公司。
- (2) 上述僱員流失率報告所採用的統計方法基於由聯交所發表的《如何準備環境、社會及管治報告 – 附錄三：社會關鍵績效指標匯報指引》。

Environmental, Social and Governance Report

環境、社會及管治報告

Employee turnover rate by age group ^(note 1) 按年齡段劃分的僱員流失率 ^(附註1)	Unit 單位	2022 2022年	2021 2021年	Percentage change 百分比比較
Aged<30 年齡在30歲以下	%	47.37%	54.70%	+11.79%
Aged 30–50 年齡30-50歲	%	8.51%	15.15%	-43.82%
Aged>50 年齡超過50	%	14.29%	5.78%	+198.86%

Notes:

- (1) The employee turnover rate in 2021 included 7 subsidiaries, while the employee turnover rate in 2022 included 5 subsidiaries.
- (2) The calculation method used in the above report regarding employee turnover rate is based on the “How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs” published by the Stock Exchange.

附註：

- (1) 2021年僱員流失率包括7間公司；2022年僱員流失率包括5間公司。
- (2) 上述僱員流失率報告所採用的統計方法基於由聯交所發表的《如何準備環境、社會及管治報告—附錄三：社會關鍵績效指標匯報指引》。

In 2022, due to the reallocation of our staff during the Reporting Period, the total number of employees this year decreased significantly. In the future, the Group will continue to recruit talents from all walks of life to join us, strive to promote gender equality in the workplace, and employ people on a merit basis.

2022年度，由於集團在報告期間將集團人員重新分配，因此，本年度統計的總員工人數有所下跌。在未來集團仍然會廣聘英才，吸納社會各界有志人士加入集團，致力於發揚職場性別公平精神，用人唯賢。

Environmental, Social and Governance Report

環境、社會及管治報告

B2 HEALTH AND SAFETY

The Group provides our employees a comfortable and safe work environment with well-equipped office hardware. The office building is spacious and clean with abundant ancillary resources including meeting rooms, resting areas and etc. The Group carries out fire drills regularly and always reminds our employees of paying attention to public safety.

Occupational Health and Safety Protection

During the Reporting Period, due to the continuing impact of the COVID-19 pandemic on the Group and its employees, we had to adopt more stringent pandemic prevention measures to protect our employees. In respect of employee health and medical protection, the Group provides free health checkup services each year for employees, and also provides social insurance for employees, among which includes relevant insurances for major diseases, accidents, work-related injuries, outpatient and inpatient medical care.

The Group has been complying with all laws and regulations relating to health and safety, including but not limited to the “Labor Law of the People’s Republic of China” and the “Social Insurance Law of the People’s Republic of China”. The Group also has specific safety requirement documents, with the established goal of “having zero work injuries throughout the year”. It conducts safety inspections on site each year to ensure the health and safety of employees at the workplace. At the same time, the Company organized a safety training session, where we covered the following five topics: safety culture, risk incidents, everyday safety, construction safety, and safety production in the summer. The aim of the training session was to enhance the safety awareness and the safety operation skills of our staff, to prevent incidents from happening. During the past three reporting years, the Group did not have any work-related fatalities nor work days lost due to work-related injuries.

B2 健康及安全

集團為員工提供舒適安全的工作環境，辦公硬件配備齊全、辦公環境寬敞整潔，員工辦公空間充足且配套資源較豐富，如會議室、休息室等。集團會定期開展安全消防演練等，時刻提醒員工注意公共安全。

職業健康安全保障

於報告期間內，新型冠狀病毒一直影響本集團及其僱員，本集團須透過更嚴謹的預防感染措施以保護其僱員。在員工健康及醫療保障方面，集團每年免費為員工提供健康體檢服務，集團為員工購買社會保險，當中包括重大疾病、意外、工傷、門診及住院醫療等相關險種。

集團遵守所有關於健康和安全的法律和法規，包括但不限於《中華人民共和國勞動法》及《中華人民共和國社會保險法》等。集團亦有明確的安全規定文件，並訂立「全年安全零事故」為目標，會定期每年於工地進行安全檢查，以確保員工在工作場所中的健康和安全的。同時，公司開展了「安全文明教育」培訓活動，講解了「安全文化、風險事故、日常生活安全、建築施工安全、夏季安全生產」五部分，希望提高員工安全意識和安全操作技能，預防安全事故發生。在過去三年的匯報期內，本集團並無任何勞動人員因工傷造成死亡，亦沒有因工傷而損失的工作日數。

Environmental, Social and Governance Report

環境、社會及管治報告

B3 DEVELOPMENT AND TRAINING

The Group highly emphasises employees' professional skill improvement, training and learning and encourages our staff to improve and upgrade their skills through training, so that they can fully utilise their specialty and potentials at different positions. The Group encourages individuals to combine their own specialty and hobbies with the Group's business development and proactively strive for opportunities. In addition, the Group also encourages employees to take internal job rotation and develop across functions. The Group has already set up a mature training and learning system including hierarchical and classified training and learning maps, matched with all sorts of training projects. The Group also has diversified resources and patterns to support employees' training and learning, such as online learning platform, internal training, external training and so on.

The Group ensures the pertinence and practicability when designing training plans. Every year the Group combines with the need of business development and sets up corresponding learning projects according to different business sections, specialties, titles and levels, job categories so as to make sure employees of various positions can obtain corresponding training and learning opportunities and resources according to their job types. Every year the Group formulates annual training plans according to the need of businesses and employees and regularly reviews the plans to make proper adjustments in order to ensure learning arrangements conform to the need of business and employee development.

B3 發展及培訓

集團重視員工的職業技能提升和培訓學習，鼓勵員工不斷進步，透過培訓提升彼等技能，長遠讓每位員工在各個崗位上充分發揮所長和潛能。集團鼓勵員工結合個人特長、興趣及集團業務發展機會積極爭取，鼓勵員工內部流動、跨界發展。集團已建立成熟的培訓學習體系，包括已形成分層分類的培訓學習地圖，並配套各種培訓項目，支持員工培訓學習的資源與形式也較豐富多樣，包括線上學習平台、內部培訓、派出培訓等。

集團培訓計劃首先確保的就是針對性及實用性，每年結合業務發展需要，根據不同的業務板塊、不同專業、不同的職務層級、不同的崗位類別設置相應的學習項目，以確保各崗位人員均能根據其業務類型獲得對應的培訓學習機會和資源。集團每年根據業務及員工發展需要制定年度培訓計劃，並定期回顧調整，確保學習安排符合業務及員工發展需求。

Environmental, Social and Governance Report

環境、社會及管治報告

In the annual training plan, the Group will formulate exclusive internal and external learning plans and opportunities aiming at the present status and business challenges faced by middle-level and senior management so as to make sure middle-level and senior management are provided with rich learning opportunities. For all the internal training projects, the Group conducts research before training and makes evaluation after training, listens to opinions and suggestions of attendants about learning arrangements, meanwhile makes relevant adjustments to the arrangements based on the results and outcomes of training. The Group's training plan, notices about detailed training programs and reports after training will be informed to employees timely via a variety of channels.

On 11 February 2022, the Group organised a training session on legal issues, in which we explained the viewpoints of the People's Court on construction contract disputes during trial practice. In addition, the Group educated its employees on legal risks commonly encountered during the construction process and precautionary measures to be undertaken, to enhance employees' awareness of personal security and understanding of protective measures.

On 25 June 2022, the Group assisted the management team in hosting an exchange session on cost control awareness, during which, the general manager of Deheng Management and Advisory explained the line of work and standard procedures regarding cost management and control in an organisation. The head of the Group's cost management department made arrangements for a follow-up assessment on the line of work regarding cost control, and explained our project improvement plans. As a result, the Group could use accurate cost information for price setting to improve our market competitiveness.

於年度培訓計劃中，集團將專門針對中高級管理人員的現狀、業務挑戰等，制訂專項培訓的內外部學習計劃和機會，使中高級管理人員也擁有較豐富的學習機會。集團內部所有培訓項目都會進行訓前調研和訓後評估，聽取參加人員關於學習安排的意見和建議，同時結合培訓的成效及時調整相關安排。集團的培訓計劃、具體培訓項目通知、培訓結束後的報道均會通過多種渠道及時告知員工。

2022年2月11日，集團組織開展了以法律為主題的專題培訓，集團對人民法院在審判實踐中對建設工程施工合同類糾紛的觀點進行了講解。另外，集團向員工宣導了工程施工過程中常見的法律風險及防範措施，以提升員工的自我保護意識及保護措施。

2022年6月25日，集團組織管理層開展了成本管控意識專項交流會。會議中德恒管理諮詢總經理對成本條線組織管控與流程標準進行了講解。集團成本管理部門主管對成本條線工作事項進行了後續考評管理文件的安排，並對專項提升計劃進行講解。從而集團能用準確的成本數據作為依據制定價格，便於企業提高市場競爭能力。

Environmental, Social and Governance Report

環境、社會及管治報告

On 6 July 2022, the Group hosted an exchange session, in which the China Real Estate Association (“CREA”) gave a lecture on the situation of the real estate market and the digital transformation of real estate enterprises. During the session, the CREA also talked about its understanding and expectations of the real estate market, and explained how digital technology can help improve quality of life and how the construction industry can be empowered by digital transformation. Through these training sessions, we understood that the real estate market will continue to operate steadily and develop with high quality.

On 16 July 2022, the Group organised a training session on cost control, in which the lecturer evaluated the performance of our existing staff against job competency and suitability requirements for cost management purposes, so that the Group could better understand the effectiveness of our staff costs.

2022年7月6日，集團組織開展了由中國地產產業協會進行授課的房地產市場形勢及房企數字化轉型經驗交流會。在會議中，中國地產產業協會提出了房地產市場的認知和展望，並講解了數字科技對提高生活品質的幫助，以及建築行業數字化轉型賦能。通過這些培訓內容，幫助房地產市場繼續穩健經營和高質量發展。

2022年7月16日，集團組織開展了以成本為主題的專項培訓，在培訓中講師對明確成本條線現有人員的崗位勝任度與職級匹配度進行了講解，從而集團能更明確人工費用的支出水平。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Period, the Group could not conduct training sessions normally due to the impact of the COVID-19 pandemic. Therefore, the percentage of trained employees decreased to 15.76% of the total workforce (2021: the percentage of trained employees accounted for 59.00% of the total workforce), and the average number of training hours for all employees decreased to 8.05 hours (2021: the average number of training hours for all employees was 40.32 hours). The table below sets out the percentage of trained employees of the Group by employment category and gender during the Reporting Period:

在報告期內，由於新型冠狀病毒的影響，集團不能正常開展培訓工作。因此，受訓僱員占總員工人數的比例下降至15.76%（2021年：受訓僱員人數占總人數比例為59.00%），以及總僱員平均受訓時數下降至8.05小時（2021年：總僱員平均受訓時數為40.32小時）。以下為集團於報告期間內的受培訓員工人數的比例按職級及性別劃分：

Training and development statistics <small>(note 1)</small>	Unit	2022	2021	Percentage change
培訓及發展數據 <small>(附註1)</small>	單位	2022年	2021年	百分比比較
Percentage of trained employees by gender				
按性別劃分的受訓僱員百分比				
Male	%	75.87%	76.00%	-0.18%
男				
Female	%	24.14%	24.00%	+0.57%
女				
Percentage of trained employees by employment category				
按僱傭類別劃分的受訓僱員百分比				
Senior management	%	3.45%	8.00%	-56.90%
高級管理人員				
Junior and middle management	%	10.34%	80.00%	-87.07%
初、中級管理人員				
General staff	%	86.21%	12.00%	+618.39%
普通職員				

Note:

(1) The calculation method used in the above report regarding the percentage of trained employees is based on the "How to prepare an ESG Report-Appendix 3: Reporting Guidance on Social KPIs" published by the Stock Exchange.

附註：

(1) 上述受訓僱員比例報告所採用的統計方法基於由聯交所發表的《如何準備環境、社會及管治報告-附錄三：社會關鍵績效指標匯報指引》。

Environmental, Social and Governance Report

環境、社會及管治報告

The table below sets out the average number of training hours of the Group's staff by employment category and gender during the Reporting Period:

以下為集團於報告期間內的員工平均培訓時數的記錄，按職級及性別劃分：

Training and development statistics <i>(note 1)</i> 培訓及發展數據 <i>(附註1)</i>	Unit 單位	2022 2021年	2021 2021年	Percentage change 百分比比較
Average training hours per employee by gender				
按性別劃分，每名僱員完成培訓的平均時數				
Male 男	hour 小時	6.21	42.96	-85.54%
Female 女	hour 小時	6.48	34.78	-81.38%
Average training hours per employee by employment category				
按僱傭類別劃分，每名僱員完成培訓的平均時數				
Senior management 高級管理人員	hour 小時	26.00	54.87	-52.62%
Junior and middle management 初、中級管理人員	hour 小時	1.32	169.70	-98.80%
General staff 普通職員	hour 小時	26.41	19.56	+35.01%

Note:

- (1) The calculation method used in the above report regarding the average number of training hours of employees is based on the "How to prepare an ESG Report—Appendix 3: Reporting Guidance on Social KPIs" published by the Stock Exchange.

附註：

- (1) 上述僱員培訓平均時數報告所採用的統計方法基於由聯交所發表的《如何準備環境、社會及管治報告—附錄三：社會關鍵績效指標匯報指引》。

Looking forward to the future, the Group will step up its efforts in providing workplace support to employees by actively organising training sessions to help employees achieve career advancement and personal growth.

展望未來，集團將更加致力於為員工提供工作支持，積極開展培訓，幫助員工實現職業發展以及個人進步。

Environmental, Social and Governance Report

環境、社會及管治報告

B4 LABOUR STANDARDS

Recruiting talents

The Group adopts internal competition for certain positions and prioritises the deployment or selection of suitable qualified employees inside the Group. The Group advocates employees to participate actively pursuant to competition conditions and procedures, and encourages each department to support employees to participate in internal competition without barriers. The Group would also apply open elections, regardless of qualifications, sources and backgrounds, all applicants must follow the Group's recruitment principles and pass the required inspections from all aspects and our Group only recruits qualified applicant. The Group takes the Company's culture and value as the basic recruitment criteria, and mainly focuses on the adaptability and also takes into consideration the future development potential.

The labour policies and standards of the Group strictly conform to the "Labor Contract Law of the People's Republic of China", the "Labor Law of the People's Republic of China", and other applicable labour laws and regulations. Related labour environment, employment duration, working time, rest and vacation and other rules all complied with laws and regulations. Meanwhile, the Group clarified in labour contracts and also kept employees informed about labour protection, labour conditions and occupational hazard protection. The Group also complied with the requirements of national and local regulations and policies in aspects of labour handling procedures, procedure completeness and procedures thereof. The Group will closely monitor the latest status of related governmental laws and regulations and make corresponding adjustment and update about its internal systems and procedures. At the beginning of every year, the Group also conducts analysis and evaluation on current systems and policies and makes optimization and adjustment accordingly.

B4 勞工準則

人才招聘

集團對部份崗位實行內部競聘，優先考慮從集團內部調配或選聘具合適資格的員工。集團提倡員工依據競聘條件及程序積極參與，鼓勵各部門支持員工參與內部競聘，不設障礙。集團亦會採用公開選聘，不分資歷、來源和背景，所有應聘人員都必須按照集團招聘原則，通過規定的各個環節的考察，合格後方能錄用。集團會以符合公司的文化及價值觀為招聘的基本標準，以適崗能力考察為主，兼顧未來發展潛質。

集團勞働用工政策及標準嚴格遵守《中華人民共和國勞働合同法》、《中華人民共和國勞働法》及其他適用的僱傭法律及規例，勞働用工相關的用工環境、僱傭期限、工作時間、休息休假等條款均符合法律規定，同時集團在將勞働保護、勞働條件及職業危害防護在勞働合同中予以明確並告知。集團用工手續辦理流程、手續完備性及程序均符合國家及地區法規政策要求。集團會密切關注政府相關法律法規的更新動態，並及時對內部制度及程序予以調整更新，每年初亦會對現行制度及政策進行分析及評估，優化調整。

Environmental, Social and Governance Report

環境、社會及管治報告

Measures for Prevention of Child Labour or Forced Labour

The Group has a zero-tolerance approach against child labor and forced labor during our hiring process. To prevent the use of child labour and forced labour, the Group ensures that applicants have the right to interview and apply for a job voluntarily. Meanwhile, it sets up a strict approval procedure for labour employment. Before employment, all sorts of credentials, files and information should be complete and shall undergo strict inspection. Employment should also get approval from all levels of management so as to effectively avoid child labour or other nonstandard labour employment. The Group also complies with equal and voluntary labour employment. When signing contracts or agreements with employees, the Group will completely and accurately convey necessary statutory information such as labour working location, time, salary and so on. Both parties sign labour contract or agreement under the voluntary principle in order to avoid forced labour.

防止聘用童工及強制勞工措施

本集團招聘過程中絕不容許童工及強制勞工。為防止聘用童工及強制勞工，集團保障應聘人員的自願面試及求職權利，同時內部設立嚴格的用工錄用審批流程，員工錄用前，各類證件及資料信息均應嚴格完備且經過審查，通過各層級負責人審批後方可用工，以有效避免童工等不規範用工發生。集團亦遵循平等自願的用工意願原則，與員工簽訂用工合同或協議時，充分準確傳達法定必要的用工地點、時間、勞動報酬等信息，且雙方本著自願原則簽署勞動合同或用工協議，避免強制勞工。

Environmental, Social and Governance Report

環境、社會及管治報告

B5 SUPPLY-CHAIN MANAGEMENT

The Group has in place a well-established supplier management system, including a clear division of supervisory function, supplier assessment and approval, supplier selection and performance evaluation, and supervise the supply-chain management from various aspects. When selecting suppliers, the Group would inspect their contract performance, honesty, and legal compliance, meanwhile incorporate proper appraisal so as to make a comprehensive evaluation. Through contractual agreements, the Group required that all the suppliers must comply with national and local environmental laws and regulations, including but not limited to the “Environmental Protection Law of the People’s Republic of China”, the “Atmospheric Pollution Prevention and Control Law of the People’s Republic of China”, the “Water Pollution Prevention and Control Law of the People’s Republic of China”, and the “Solid Waste Pollution Prevention and Control Law of the People’s Republic of China”. The Group properly evaluated our suppliers to make sure that they complied with all the environmental and social requirements and fulfilled their environmental and social responsibilities. During the Reporting Period, the total number of suppliers engaged by Ever Reach and its selected subsidiaries was 411 (2021: 647 partnered suppliers), all of which were suppliers from Hong Kong and Mainland China.

B5 供應鏈管理

集團擁有完善的供應商管理制度，包括監管職能的明確分工、供應商的評估及審批、供應商選擇及表現評價，從各個方面監督供應鏈管理。在選擇供應商時，集團會通過考察其合同履約情況和誠信遵紀守法情況，加入恰當的評價，以進行綜合考慮。通過合同約定，集團要求所有供應商必須遵循國家和地方的環境法律法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國水污染防治法》及《中華人民共和國固體廢物污染環境防治法》等，並對供應商作出恰當評價，以確保其遵守所有環境和社會方面的要求及擔負了其環境及社會責任。於報告期間，恒達控股及選定的附屬公司統計合作供應商數目為411間（2021年有647間合作供應商），所有供應商均是來自香港及中國內地的供應商。

Environmental, Social and Governance Report

環境、社會及管治報告

B6 PRODUCT RESPONSIBILITY

Product Quality Management

The Group highly emphasises product quality management and establishes a strict product quality management system within the Group. Every quarter, the Group carries out an inspection with partnered vendors to make sure the quality of all products met standards. The Group also attaches great importance to provisions of the laws and regulations applicable to our products, including the “Construction Law of the People’s Republic of China”, and continuously pays close attention to and complies with them. The construction materials that our Group uses are of high quality, which satisfy the relevant requirements in terms of construction and environmental protection on one hand, and promote environmental-friendly and power-saving construction on the other hand.

The Group also has a complete repair and maintenance mechanism. Once product defects are found, the Group would be responsible for repair at its own costs, and would arrange delivery only upon the completion of repair works. If customers suffer a loss due to quality defects, or if there are still quality problems that seriously affect the normal residential use of the customer after various repeated repairs, the Group would definitely follow up carefully and pay compensation or arrange the return of the house if appropriate. On the other hand, the Group also has post-disaster response measures, upon encountering natural disasters such as typhoons, earthquakes and fires, the Group will conduct comprehensive inspection towards buildings and public facilities, including aluminum doors and windows, entry doors, railings, curtain walls, public decoration, various water & electricity systems and equipment, etc., as well as carrying out repair or reinforcement works according to the damage level. During the Reporting Period, no property was subject to repossession after undergoing the building inspection process, and no complaint were received.

B6 產品責任

產品質量管理

集團非常重視產品質量，集團內部設有嚴格的質量管理體系，並於每季度進行第三方質量檢查以確保所有產品的質量符合標準。集團亦非常重視產品在相關適用法律法規的規定，包括《中華人民共和國建築法》，並持續關注及遵守。集團一向使用質量優質的建築物料，既符合建築及環保方面的相關要求，亦提倡綠色節能建築。

集團亦設有完整的維修保養制度，一旦發現產品質量缺陷，集團會負責修復及承擔修復費用，修復完成後再安排交付。倘若因質量缺陷為客戶造成損失，或在經多次修復後仍存在嚴重影響客戶正常居住使用的質量問題，集團定必仔細跟進，在條件合適的情況下予以賠償或安排退房。另一方面，集團亦有災後應對措施，當遇到颱風、地震、火災等自然災害後，集團會對樓區內的建築物及公共設施，包括鋁合金門窗、入戶門、欄杆、幕牆、公共部位裝修、各種水電系統及設備等，進行全面檢查，視乎損壞程度進行維修或加固。於報告期間，在驗樓程序後，並沒有任何房地產需要回收，亦沒有收到投訴。

Environmental, Social and Governance Report

環境、社會及管治報告

Safeguarding and protecting intellectual property (IP)

As one of the leading brands in the Xuchang market, we are committed to protecting our own IP while complying with the IP policies of other companies. The Group attaches great importance to the safeguarding and protection of IP rights and is in compliance with the relevant applicable laws and regulations, including but not limited to the “Patent Law of the People’s Republic of China”. We have implemented a comprehensive IP management system to protect both internal and external IP rights. We also have a contingency plan in place to provide guidance and solutions for the handling of any cases in relation to IP infringement. During the Reporting Period, the Group did not record any material infringement of IP rights.

Protection of consumer data and privacy

The Group strictly complies with the “Personal Information Protection Law of the People’s Republic of China” and handles personal information in a lawful, legal and honest manner. Committed to fully complying with the privacy policies in relation to its customers, suppliers, and other related parties, the Group has created a safe environment where we can store information in our internal system using data protection measures, where information can only be accessed by authorized staff. To prevent any accidental or unauthorized access, modification or use of information, the Group will not disclose personal information of its staff, customers and suppliers, without prior permission from relevant parties. All business operations within the Group are required to comply with our privacy policies and adopt a zero-tolerance approach against non-compliant behaviours. During the Reporting Period, the Group did not record any significant breaches of consumer information and privacy.

維護及保障知識產權

我們為許昌市市場上的領導品牌之一，致力於在保護自身知識產權的同時，遵守其他公司的知識產權政策。集團亦非常重視維護及保障知識產權並遵守相關適用法律法規的規定，包括但不限於《中華人民共和國專利法》。我們已實施一套完善的知識產權管理機制，同時保障內外部知識產權。我們亦已制定一項應急計劃，為處理任何知識產權相關侵權行為提供指引及解決方案。於報告期間，本集團並無錄得任何重大知識產權侵權行為。

保障消費者資料及私隱

集團嚴謹遵守《個人信息保護法》，處理個人信息須遵循合法、正當及誠信。集團致力於完全遵守客戶、供應商、和其他相關方的隱私政策。建立具有數據保護措施的安全環境，以將這些數據存儲在內部系統中。只有獲得授權的員工才能訪問數據，未經相關方許可，本集團不會披露其員工、客戶及供應商的個人資料。這是為了防止對這些數據的任何意外或未經授權的訪問、修改或使用。集團內所有的業務均需遵守私隱政策，對於違規的情況保持零容忍的態度。於報告期間，本集團並無錄得任何重大消費者資料及私隱洩露行為。

Environmental, Social and Governance Report

環境、社會及管治報告

B7 ANTI-CORRUPTION

The Group operates its business in accordance with high ethical standards and adopts good practices in the industry in respect of prevention of bribery and anti-corruption. The Group has always been in strict compliance with local and national laws such as the “Criminal Law of the People’s Republic of China” and the “Anti-Unfair Competition Law of the People’s Republic of China”, and other relevant anti-corruption laws in Mainland China and other places. The Group has in place the “Measures on Integrity and Self-Discipline Regulation”, which provides guidelines to employees on how to handle business transactions with business-related entities and interest related entities.

According to the guidelines, it is strictly forbidden to provide any form of payment, gift or offer by means of bribery or corruption. It is not allowed to abuse the position to encroach on the Company’s property, misappropriate public funds, and abuse power for personal gain.

All employees and representatives of the Group are required to operate our business and perform their duties in accordance with the integrity requirements set out in the “Measures on Integrity and Self-Discipline Regulation” and in an ethical manner. However, the Group did not organize any trainings on the “Measures on Integrity and Self-Discipline Regulation” for its staff. The Group understands the potential risks brought by unethical practices to our business and has zero-tolerance to any form of corruption (including deception, bribery, forgery, extortion, conspiracy, misappropriation of public funds and collusion). Any suspected criminal activities, when found, are reported to the relevant authorities immediately. During the Year, the Group did not have any legal cases related to corruption.

B7 反貪污

集團按照高道德標準經營業務，在防止賄賂和反貪污方面均採納業內的良好慣例。集團一貫嚴格遵守地方及國家法律，如《中華人民共和國刑法》及《中華人民共和國反不正當競爭法》及中國大陸及地方有關反貪污的其他相關法律。集團訂有《廉潔自律管理辦法》，就如何處理與業務關聯單位、利益關聯單位之間的業務往來，為員工提供指引。

指引中明確嚴禁以行賄或貪污手段提供任何形式的付款、饋贈或要約，不准利用職務上的便利，侵佔公司財物、挪用公款，以權謀私。

所有恒達集團員工及本集團代表須按《廉潔自律管理辦法》所載列的誠信要求及以符合道德規範的方式經營業務及履行職責。然而，於本年度，集團並沒有為員工舉行《廉潔自律管理辦法》的培訓。集團明瞭不道德的行為給業務帶來的潛在風險，並對各種形式的貪污(包括欺騙、賄賂、偽造、敲詐、合謀、挪用公款及勾結)持零容忍態度，如發現任何涉嫌干犯刑事罪行的個案，本集團將即時向有關當局舉報。於本年度，本集團並沒有發生有關貪污行為的任何法律案件。

Environmental, Social and Governance Report

環境、社會及管治報告

B8 COMMUNITY INVESTMENT

Ever Reach always keeps in mind its social responsibility as an enterprise when growing its business. As an accountable and proactive member of the community, the Group is fully committed to making positive contributions to help the underprivileged and those in need.

Ever Reach cooperates with different social organizations and proactively contributes to community and charity work. During the Reporting Period, Ever Reach and its selected subsidiaries donated a total amount of approximately RMB5.64 million (2021: donated a total amount of approximately RMB5.29 million) to different organizations, including but not limited to:

1. Weidu Charity Federation
2. Yuzhou City Charity Federation
3. Dongcheng District Charity Federation
4. Jianan District Charity Federation
5. Change City Charity Federation

Meanwhile, the Group actively participated in education and charity. We have been helping students for many years. Ever Reach always believes that making donation to education is a current philanthropy that can benefit the society for generations. In the future, the Group will continue to repay the society with a positive attitude and fulfill its corporate social responsibility.

B8 社區投資

恒達控股在發展的同時，始終銘記企業的社會責任。作為社區負責任及積極的一份子，集團全心全意貢獻社會，幫助弱勢社群和有需要人士。

恒達控股與社會的不同團體合作，積極參與社區慈善工作。在報告期間內，恒達控股及選定的附屬公司合共捐款總額共約為人民幣564萬元(2021年捐贈總額約為人民幣529萬元)。當中捐助團體包括但不限於：

1. 魏都慈善總會
2. 禹州市慈善總會
3. 東城區慈善總會
4. 建安區慈善總會
5. 長葛市慈善總會

同時，集團亦積極投身於教育慈善事業。集團已連續多年舉辦愛心助學活動。恒達控股始終相信，捐資助學是一項功在當代、利在千秋的慈善事業，集團未來會持續以積極的態度回報社會，履行企業的社會責任。

Environmental, Social and Governance Report

環境、社會及管治報告

Since the outbreak of the COVID-19 pandemic, Ever Reach has strictly complied with the specific requirements of the central government and government authorities at all levels regarding epidemic prevention and control. We proactively adopted relevant measures, formulated contingency plans, distributed epidemic prevention supplies, for we have made epidemic prevention and control our first priority. As a demonstration of our corporate social responsibility, Ever Reach and its selected subsidiaries took practical actions and donated approximately RMB2.4236 million worth of supplies in total (2021: donated RMB542,500 worth of supplies in total) to fight against the epidemic.

On the “99 Public Welfare Day”, the Group mobilized all staff members, called on the staff of all departments, party members, and property owners to take active actions, and encouraged them to make donations. Ever Reach and its selected subsidiaries donated approximately RMB1.952 million in total (2021: donated RMB1.623 million in total) in this event.

Tencent’s “99 Public Welfare Day” is an annual public charity event jointly initiated by the Tencent Charity Foundation and thousands of other charity groups in China under the guidance of the Bureau of Internet Social Work of the Cyberspace Administration of China and the Social Welfare and Charity Promotion Department of the Ministry of Civil Affairs of the PRC. It aims to promote community-wide participation in public welfare events, instill a sense of civic responsibility in the society, help to eradicate poverty, improve people’s livelihood, and improve education standards. The topic of this year’s “99 Public Welfare Day” was “Improving Livelihoods with Charity”, which aimed to enhance people’s awareness on social issues, such that ordinary citizens can also help fulfil others’ dreams. Thus far, Ever Reach has made a fair share of contribution to the creation of a harmonious society by donating approximately RMB45.62 million to the community.

自新型冠狀病毒的疫情發生以來，恒達控股堅決執行中央和各級政府關於防疫工作的具體要求，積極採取有關措施，制定應急預案，配置防疫物資，把疫情防控作為企業的第一要務，在報告期間內，為戰勝疫情恒達控股及選定的附屬公司捐物資合計約人民幣242.36萬元(2021年捐物資合計人民幣54.25萬元)，以實際行動支援疫情防控工作，彰顯了企業的社會責任和擔當。

在《99公益日》活動火熱開展之際，集團發動全體員工，號召各成員單位員工及各小區黨員幹部、業主積極行動，踴躍捐款。此次恒達控股及選定的附屬公司合計捐款約人民幣195.2萬元(2021年合計捐款約人民幣162.3萬元)。

騰訊《99公益日》活動是由中央網信辦公室網絡社會工作局及民政部社會組織管理局指導下，由騰訊公益基金會聯合國內數萬家公益慈善組織共同發起的一年一度全民公益活動。旨在推動全民參與公益，培養全民慈善意識，助力脫貧攻堅，助力民生，助力教育。此次《99公益日》的項目是《慈善助力民生》，旨在希望引導用戶更多關注社會議題，讓普通人一起去監督和關注夢想的落地和實施。截至目前，恒達集團已累計向社會捐款約人民幣4,562萬元，為營造和諧社會做出了應有的貢獻。

Corporate Governance Report

企業管治報告

The Board is pleased to present this corporate governance report in the Company's Annual Report for the year ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has devised its own code of corporate governance based on the principles and practices as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules which are applicable to the Company.

The Board is of the view that throughout the year ended 31 December 2022, the Company has complied with all applicable code provisions.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2022.

The Company has also established written guidelines (the “Employees Written Guidelines”) no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

董事會欣然提呈本公司截至2022年12月31日止年度年報內的本企業管治報告。

企業管治常規

董事會致力於達致良好的企業管治標準。

董事會相信，良好的企業管治標準乃為本公司提供框架以保障股東權益、提升企業價值、制定公司業務策略及政策以及加強其透明度及問責度之關鍵。

本公司已根據上市規則附錄十四所載企業管治守則(「企業管治守則」)載列的適用於本公司的原則及常規制訂其自身的企業管治守則。

董事會認為，於截至2022年12月31日止整個年度，本公司已遵守全部適用守則條文。

證券交易標準守則

本公司已採納標準守則。

經向全體董事作出具體查詢後，董事確認，彼等於截至2022年12月31日止整個年度一直遵守標準守則。

本公司亦就可能擁有本公司未公佈股價敏感消息的僱員制訂有關僱員進行證券交易的書面指引(「僱員書面指引」)，其條款不遜於標準守則。本公司概不知悉有任何僱員不遵守僱員書面指引的情況。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

The Board of the Company currently comprises the following Directors:

Executive Directors

Mr. Li Xiaobing (Chairman)
Mr. Wang Zhenfeng
Ms. Qi Chunfeng
Mr. Wang Quan

Independent Non-executive Directors

Mr. Fang Cheng
Mr. Lee Kwok Lun
Mr. Wei Jian

The biographical information of the Directors is set out in the section headed "Biographical Details of Directors and Senior Management" on pages 31 to 37 of this annual report.

None of the members of the Board is related to one another.

Chairman and Chief Executive Officer

The positions of Chairman and Chief Executive Officer are held by Mr. Li Xiaobing and Mr. Wang Zhenfeng respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and daily management and operations generally.

董事會

本公司由高效的董事會領導。董事會監督本集團的業務、戰略決策及表現，並客觀作出符合本公司最佳利益的決定。

董事會應定期檢討董事為履行其對本公司的責任而須作出的貢獻，以及董事是否花費足夠時間履行責任。

董事會組成

本公司董事會目前由以下董事組成：

執行董事

李小冰先生(主席)
王振峰先生
齊春風女士
王權先生

獨立非執行董事

方征先生
李國麟先生
魏劍先生

董事的履歷資料載於截至本年報第31頁至第37頁的「董事及高級管理人員之履歷」一節。

董事會成員彼此之間概無關係。

主席及總裁

主席及總裁職位分別由李小冰先生及王振峰先生擔任。主席負責領導，並確保董事會的有效運作及領導。總裁一般專注於本公司的業務發展及日常管理與營運。

Corporate Governance Report

企業管治報告

Independent Non-executive Directors

During the year ended 31 December 2022, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the Independent Non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors are independent.

Board Independence Evaluation

The Company has established a Board Independence Evaluation Mechanism which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgment to better safeguard Shareholders' interests and to ensure that independent views are available to the Board.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence. The Board Independence Evaluation Report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

The implementation and effectiveness of the Board Independence Evaluation Mechanism is reviewed annually by the Board. During the year ended 31 December 2022, all Directors have completed the independence evaluation in the form of a questionnaire individually. The Board Independence Evaluation Report was presented to the Board and the evaluation results were satisfactory.

獨立非執行董事

截至2022年12月31日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事（佔董事會三分之一人數）而其中一名獨立非執行董事須具備適當的專業資格或會計或相關財務管理專長的規定。

本公司已收到各獨立非執行董事根據上市規則第3.13條所載的獨立性指引就其獨立性呈交的年度書面確認函。本公司認為所有獨立非執行董事均為獨立人士。

董事會獨立性評估

本公司已設立董事會獨立性評估機制，其載列確保董事會具備強大獨立性的流程及程序，使董事會可有效行使獨立判斷，以更好地維護股東權益，並確保董事會能夠獲取獨立觀點。

評估的目標為提升董事會效率、最大限度地發揮優勢以及確定需要改進或進一步發展的領域。評估過程亦闡明本公司需要採取的行動以維持及改善董事會績效，例如，滿足各董事的個人培訓及發展需求。

根據董事會獨立性評估機制，董事會將對其獨立性進行年度審閱。董事會獨立性評估報告將提交董事會，而董事會將就評估結果及有關改進行動計劃（如適用）進行集體討論。

董事會每年檢討董事會獨立性評估機制的執行情況及有效性。截至2022年12月31日止年度，全體董事均已單獨回答問卷的形式完成獨立性評估。董事會獨立性評估報告已提交董事會，評估結果均屬滿意。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2022, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

Appointment and Re-election of Directors

The independent non-executive Directors of the Company are appointed for a specific term of 3 years, subject to renewal after the expiry of the then current term.

Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three of a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election.

Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

截至2022年12月31日止年度，董事會已檢討董事會獨立評估機制的執行情況及成效，結果均屬滿意。

委任及重選董事

本公司獨立非執行董事以三年的指定任期委任，惟可於當時任期屆滿後重選。

根據本公司組織章程細則，當時三分之一董事（倘人數並非三或三的倍數，則為最接近但不低於三分之一的董事）須於每屆股東週年大會上輪值退任，惟每名董事須至少每三年輪值退任一次。退任董事可膺選連任。

董事的責任

董事會有責任領導及監控本公司，並共同負責指導及監督本公司的事務。

董事會直接及間接透過其委員會帶領及指導管理層（包括制定策略及監察管理層推行策略）、監督本集團營運及財務表現以及確保設有良好的內部監控和風險管理制度。

全體董事（包括獨立非執行董事）所具備廣泛而寶貴的業務經驗、知識及專業精神，有助董事會有效及高效地履行其職責。

獨立非執行董事負責確保本公司高標準的監管報告，並於董事會內提供制衡作用，以保障對企業行動及營運的有效獨立判斷。

Corporate Governance Report

企業管治報告

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

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

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

所有董事可全權適時獲取本公司的所有資料，並可於適當情況下應要求尋求獨立的專業意見以履行彼等對本公司的職責，而費用由本公司承擔。

董事須向本公司披露彼等擔任其他職務的詳情。

董事會保留其權力以對所有重要事宜作出決定，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易(尤其可能涉及利益衝突者)、財務資料、委任董事以及本公司其他重大營運事務。有關執行董事會的決策、指導及協調本公司日常營運及管理的職責，則授權管理層處理。

本公司已就董事及高級管理層因企業活動而面臨任何法律訴訟，就董事及高級人員所承擔的責任安排適當的保險保障。

董事的持續專業發展

董事應不斷留意監管規例的發展及變動，從而有效地履行其職責，並確保彼等在知情情況下對董事會作出切合需要的貢獻。

每名新任董事於首次獲委任時均已獲提供正式、全面及度身定制的就職培訓，以確保彼等已適當地掌握本公司業務及營運，並充分了解上市規則及有關法律規定下須承擔的董事職責及責任。

董事應參與適當的持續專業發展以建立和更新自身的知識及技能。本公司將為董事安排內部簡報會，及在適當情況下向董事提供相關主題的閱讀材料。本公司鼓勵全體董事參與相關培訓課程，相關費用由本公司承擔。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2022, the Company organised a training session for Directors. Such training session covers a wide range of relevant topics including directors' duties and responsibilities, corporate governance etc. In addition, relevant reading materials including legal and regulatory update have been provided to the directors for their reference and studying.

The record of continuous professional development relating to director's duties and regulatory and business development that have been received by the Directors for the year ended 31 December 2022 and up to date of this report are summarized as follows:

Directors

董事

Type of Training ^{Note}

培訓類別 ^{附註}

Executive Directors

執行董事

Mr. Li Xiaobing	李小冰先生	A/B
Mr. Wang Zhenfeng	王振峰先生	A/B
Ms. Qi Chunfeng	齊春風女士	A/B
Mr. Wang Quan	王權先生	A/B

Independent Non-Executive Directors

獨立非執行董事

Mr. Lee Kwok Lun	李國麟先生	A/B
Mr. Wei Jian	魏劍先生	B
Mr. Fang Cheng	方征先生	A/B

Note:

附註：

Types of Training

培訓類別

- A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops
- B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

- A: 出席培訓，包括但不限於簡介會、研討會、會議及工作坊
- B: 閱讀有關新聞資訊、報章、期刊、雜誌及有關刊物

Corporate Governance Report

企業管治報告

BOARD DIVERSITY POLICY

The Company recognises and embraces the importance and benefits to achieve diversity on the Board. Board diversity policy has been adopted for the purpose of ensuring that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

The Nomination Committee of the Board has the primary responsibility for identifying suitably qualified candidates to become members of the Board based on various measurable objectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural and educational background, industry and professional experiences. All nominations and appointments of the member of the Board will be made on merit basis taking into account the business of the Company needs from time to time.

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

- (A) at least one member of the Board shall be female;
- (B) at least one-third of the members of the Board shall be independent non-executive Directors;
- (C) at least one of the members of the Board shall have obtained accounting or other professional qualifications.

The Nomination Committee will review the board diversity policy and the measurable objectives at least annually, and as appropriate, to ensure the continued effectiveness of the Board in support of the Company's strategic objectives and sustainable development.

The Board are of the view that the current composition of the Board has achieved the objectives set in the Board Diversity Policy.

董事會多元化政策

本公司認同及接受達致董事會多元化的重要性及裨益。董事會採納董事會多元化政策，以確保董事會在所需技能、經驗以及觀點的多元化方面達到適當的平衡，從而提升董事會的有效運作並保持高標準的企業管治水平。

董事會提名委員會主要負責以多項可計量目標為基準，並參考本公司的業務模式及特定需求(包括但不限於性別、年齡、種族、語言、文化及教育背景、行業及專業經驗)，物色適合的合資格候選人成為董事會成員。董事會成員的所有提名與委任將以用人唯才為原則，並不時考慮本公司的業務需求。

就執行董事會成員多元化政策而言，本公司已採納以下可計量目標：

- (A) 董事會至少一名成員須為女性；
- (B) 董事會至少三分之一的成員須為獨立非執行董事；
- (C) 董事會至少一名成員須擁有會計或其他專業資格。

提名委員會將至少每年及在適當時候檢討董事會多元化政策與可計量目標，以確保董事會的有效運作，為本公司的戰略目標及可持續發展提供支持。

董事會認為董事會目前的組成已達成董事會成員多元化政策所載的目標。

Corporate Governance Report

企業管治報告

Gender Diversity

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and senior management as at the date of this Annual Report:

		Female 女性	Male 男性
Board	董事會	14%	86%
		1	6
Senior Management	高級管理層	0%	100%
		0	1
Other employees	其他僱員	39%	61%
		292	455
Overall workforce	全體僱員	39%	61%
		293	462

The gender ratio of employees as at 31 December 2022 is 293:462. The Company when hiring employees considers a number of factors including but not limited to gender, age, cultural and education background, qualification, ethnicity, professional experience, skills, knowledge and length of service, and the Company will make sure achieving gender diversity across the workforce.

The Board had targeted to achieve and had achieved at least one of female Director and 30% (227) of female employees of the Group and considers that the above current gender diversity is satisfactory.

Details on the gender ratio of the Group together with relevant data can be found in the Environmental, Social and Governance Report on pages 58 to 106 of this Annual Report.

性別多元化

本公司非常重視本集團各層級的性別多元化情況。下表載列於本年報日期本集團僱員(包括董事會及高級管理層)的性別比例：

於2022年12月31日，僱員男女比例為293:462。本公司聘用僱員時會考慮包括但不限於性別、年齡、文化及教育背景、資歷、種族、專業經驗、技能、知識及年資等多種因素，並會確保在整個工作團隊實現性別多元化。

董事會的目標是至少有一名女性董事。本集團僱員當中有30% (227人)為女性，因此已達標。董事會認為目前有關性別多元化的上述結果令人滿意。

有關本集團性別比例的詳情連同相關數據可在本年報第58至106頁的環境、社會及管治報告中查閱。

NOMINATION POLICY

The Company has adopted nomination policy which sets out the objectives, selection in criteria and nomination procedures for identifying and recommending candidates for appointment or re-appointment of Directors in order to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level. During the year ended 31 December 2022, no candidate was nominated for directorship.

BOARD COMMITTEES

The Board has established 4 committees, namely, the Audit Committee, Remuneration Committee, Nomination Committee and Legal Compliance Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

Audit Committee

The Audit Committee consists of the three independent non-executive Directors, namely Mr. Fang Cheng, Mr. Lee Kwok Lun and Mr. Wei Jian. Mr. Lee Kwok Lun is the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

提名政策

本公司已採納提名政策，該政策載列有關就委任或重新委任董事物色及推薦候選人的目標、甄選標準及提名流程，以確保董事會在技能、經驗及觀點多元化方面保持適合本公司的平衡及董事會的持續性以及在董事會層面的適當領導能力。於截至2022年12月31日止年度，概無任何候選人獲提名擔任董事。

董事委員會

董事會已成立4個委員會，即審核委員會、薪酬委員會、提名委員會及法律合規委員會，以監管本公司特定方面之事務。本公司所有董事委員會均已訂明特定書面職權範圍，當中清晰列明其職權及職責。董事委員會的職權範圍刊登於本公司網站及聯交所網站，並可應要求供股東查閱。

審核委員會

審核委員會由三名獨立非執行董事組成，分別為方征先生、李國麟先生及魏劍先生。李國麟先生為審核委員會主席。

審核委員會的職權範圍要求不遜於企業管治守則所規定的條款。審核委員會的主要職責為協助董事會審閱財務資料及報告程序、風險管理及內部監控制度、內部審核功能成效、審核範圍及外聘核數師的委聘事宜，以及安排讓本公司僱員就本公司的財務報告、內部監控或其他事宜的潛在不當行為作出提問。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2022, the Audit Committee held two meetings to review the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors and relevant scope of works and, connected transactions and arrangements for employees to raise concerns about possible improprieties.

The Audit Committee also met the external auditors twice without the presence of the Executive Directors.

Remuneration Committee

The Remuneration Committee consists of the three independent non-executive Directors, namely Mr. Fang Cheng, Mr. Lee Kwok Lun and Mr. Wei Jian. Mr. Fang Cheng is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee met once during the year to consider the relevant matters regarding the remuneration policy and the remuneration packages of the Directors and senior management.

Details of the remuneration of the senior management by band are set out in note 29 to the consolidated financial statements for the year ended 31 December 2022.

於截至2022年12月31日止年度，審核委員會舉行兩次會議，以審閱中期及年度財務業績及報告以及有關財務報告、營運及合規控制、風險管理及內部監控系統以及內部審核功能成效的重大問題、委聘外聘核數師及相關工作範圍，以及關連交易及安排，使僱員對潛在不當行為作出提問。

審核委員會亦在執行董事不在場的情況下與外聘核數師舉行兩次會議。

薪酬委員會

薪酬委員會由三名獨立非執行董事組成，分別為方征先生、李國麟先生及魏劍先生。方征先生為薪酬委員會主席。

薪酬委員會的職權範圍要求不遜於企業管治守則所規定的條款。薪酬委員會的主要職責包括檢討個別董事及高級管理層的薪酬組合以及全體董事及高級管理層的薪酬政策及架構，並就此向董事會提出推薦建議；以及就發展有關薪酬政策及架構設立高透明度的程序，以確保概無董事或彼之任何聯繫人參與釐定其本身的薪酬。

薪酬委員會於年內舉行了一次會議，以考慮有關董事及高級管理層的薪酬政策及薪酬組合的相關事宜。

按區間劃分的高級管理層薪酬詳情載於截至2022年12月31日止年度綜合財務報表附註29。

Nomination Committee

The Nomination Committee consists of three members, namely Mr. Li Xiaobing, Executive Director, Mr. Fang Cheng and Mr. Lee Kwok Lun, independent non-executive Directors. Mr. Li Xiaobing is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Directors' nomination procedures, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience etc. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence, time commitment and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee met once during the year to review the structure, size and composition of the Board and the independence of the Independent Non-executive Directors, and to consider the qualifications of the retiring directors standing for election at the Annual General Meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

提名委員會

提名委員會由三名成員組成，分別為李小冰先生(執行董事)以及方征先生及李國麟先生(均為獨立非執行董事)。李小冰先生為提名委員會主席。

提名委員會的職權範圍要求不遜於企業管治守則所規定的條款。

提名委員會的主要職責包括檢討董事會的組成、發展及制定提名及委任董事的相關程序、就董事的委任及繼任計劃向董事會提呈推薦建議以及評估獨立非執行董事的獨立性。

於評估董事會的組成時，提名委員會將考慮各個方面及本公司董事提名程序所載有關董事會多元化的因素，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及行業與地區經驗等。提名委員會會討論及協定達致董事會多元化發展的可計量目標，並於有需要時向董事會提出建議以供採納。

於物色及選擇合適的董事人選時，提名委員會在向董事會作出推薦前會考慮該人選的品格、資歷、經驗、獨立性、時間投放及其他有關可配合企業策略及達致董事會多元化(倘合適)的必要條件。

提名委員會在年內舉行了一次會議，以審查董事會的架構、規模及組成以及獨立非執行董事的獨立性，並審查了退任董事於股東週年大會上競選的資格。提名委員會認為，董事會維持了觀點多元化的適當平衡。

Corporate Governance Report

企業管治報告

LEGAL COMPLIANCE COMMITTEE

The Legal Compliance Committee consists of three members, namely Mr. Wang Zhenfeng, Executive Director, Mr. Fang Cheng and Mr. Lee Kwok Lun, independent non-executive Directors. Mr. Fang Cheng is the chairman of the Legal Compliance Committee.

The principal duties of the Legal Compliance Committee include monitoring, identifying, reviewing and assessing the key compliance issues in relation to or arisen in the course of the Group's business operations such as, among other aspects, usage of all acquired parcels of land as well as construction process and sales arrangements regarding property development projects; and conducting regular review on the compliance matters identified by the committee itself, senior management members of the Group and/or other relevant parties.

The Legal Compliance Committee held twelve meetings during the year to monitor, identify, review and assess the key compliance issues related to various aspects of the Group's operations.

CORPORATE GOVERNANCE FUNCTIONS

The functions set out in the code provision A.2.1 of the CG Code are performed by the Audit Committee.

During the year, the Audit Committee met once to review the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

法律合規委員會

法律合規委員會由三名成員組成，分別為王振峰先生(執行董事)、方征先生及李國麟先生(均為獨立非執行董事)。方征先生為法律合規委員會主席。

法律合規委員會的主要職責包括監督、識別、檢討及評估有關在本集團業務營運過程中就(其中包括)所購入地塊用途以及建築程序及有關物業開發項目的銷售安排所產生的主要合規事宜;及定期檢討委員會自身、本集團高級管理層成員及/或其他相關方識別的合規事宜。

法律合規委員會在年內召開十二次會議以監察、識別、檢討及評估與本集團業務營運各方面有關的主要合規事宜。

企業管治職能

審核委員會履行企業管治守則守則條文A.2.1所載的職能。

於年內，審核委員會舉行一次會議，以檢討本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司在遵守法律法規規定方面的政策及常規、對標準守則及僱員書面指引的遵守情況、本公司對企業管治守則的遵守情況以及於本企業管治報告所作的披露。

Corporate Governance Report

企業管治報告

ATTENDANCE RECORDS OF DIRECTORS

The attendance record of each director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended 31 December 2022 is set out in the table below:

Name of Director 董事姓名	Board 董事會	Attendance/Number of Meetings 出席/舉行會議次數					Annual General Meeting 股東週年大會
		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Legal Compliance Committee 法律合規委員會	Legal Annual General Meeting	
Mr. Li Xiaobing 李小冰先生	6/6	N/A 不適用	N/A 不適用	1/1	N/A 不適用	1/1	
Mr. Wang Zhenfeng 王振峰先生	6/6	N/A 不適用	N/A 不適用	N/A 不適用	12/12	1/1	
Ms. Qi Chunfeng 齊春風女士	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1	
Mr. Wang Quan 王權先生	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1	
Mr. Lee Kwok Lun 李國麟先生	6/6	2/2	1/1	1/1	12/12	1/1	
Mr. Wei Jian 魏劍先生	6/6	2/2	1/1	N/A 不適用	N/A 不適用	1/1	
Mr. Fang Cheng 方征先生	6/6	2/2	1/1	1/1	12/12	1/1	

董事的出席記錄

下表載列各董事於截至2022年12月31日止年度舉行的本公司董事會及董事委員會會議以及股東大會的出席記錄：

RISK MANAGEMENT AND INTERNAL CONTROLS

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

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

風險管理及內部監控

董事會確認其對風險管理及內部監控制度以及檢討其是否有效負責。相關制度旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。

董事會全面負責評估及釐定達成本公司策略目標所願意承擔的風險性質及程度，建立並維護適當而有效的風險管理及內部監控制度。

Corporate Governance Report

企業管治報告

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including project management, sales and leasing, financial reporting, human resources and information technology.

The Company's risk management and internal control systems have been developed with the following principles, features and processes and are reviewed by the Board on annual basis:

- the Board is responsible for and has general oversight of the management and conduct of the business of the Group, and is in charge of the overall risk control of the Group. Any significant business decision involving material risks are reviewed, analysed and approved at the Board level to ensure a thorough examination of the associated risks at the highest corporate governance body.
- the Board and senior management are in charge of overall business operations and risk monitoring of the Group, and are responsible for the supervision of the respective fields of operations as well as the supervision and approval of any material business decisions of the Group's project companies. Procedures and policies are established setting out clear reporting lines and responsibilities with a view to facilitating efficient communications among the Board, regional headquarters and the project companies. A standardized property development process that governs each step of the property development activities was also developed.

審核委員會協助董事會帶領管理層及監管彼等對風險管理及內部監控制度的設計、實施及監察。

本公司已制定並採納多個風險管理程序及指引，就該等程序及指引授予主要業務程序及辦公職能單位(包括項目管理、銷售及租賃、財務報告、人力資源及信息技術)並界定及實施其權限。

本公司風險管理及內部監控制度乃遵循以下原則、特點及流程制訂，且董事會每年進行檢討：

- 董事會負責管理及開展本集團業務且對此進行全面監督，並負責本集團的整體風險控制。任何涉及重大風險的重要業務決策在董事會層面進行檢討、分析及批准，以確保最高企業管治機構對相關風險作出全面檢查。
- 董事會及高級管理層負責本集團的整體業務營運及風險監控，並負責監督營運的各個方面，以及監督及批准本集團項目公司的任何重大業務決策。本公司已制定載有明確報告流程及責任的程序及政策，以促進董事會、區域總部與項目公司之間的有效溝通。本公司亦已建立一套管理物業開發活動每個步驟的標準化物業開發程序。

Corporate Governance Report

企業管治報告

- the Audit Committee is responsible for, among others, maintaining a satisfactory control environment and an effective system of internal control (including any arrangements for internal audit) and to review the Group's financial information, by monitoring the integrity of the Group's financial statements and annual report and accounts and half-year report and to review significant financial reporting judgements contained in them.
- the Group's city and site selection decisions are made by the Board. The project management department at Henan regional headquarters is in charge of formulating feasibility studies for development plans and investment strategies, which takes into account and involves the participation of other departments, including the finance department, engineering management department and costs control department.
- for certain operational and market risks, control measures are adopted at an operational level. For example, major construction risks are minimised by reviewing background information on general construction contractors before their appointment and imposing strict contractual requirements, while adhering to regular quality control measures overseen by the Group and third-party construction supervision companies.
- the Company has adopted various internal policies and procedures for individual employees in respect of different aspects of the property development process based on the operational needs. The Company also provides both in-house and external training to the employees in order to enhance their industry knowledge to manage the operational risks.
- 審核委員會負責(其中包括)維持令人滿意的監控環境及有效的內部監控制度(包括內部審核的任何安排),並透過監察本集團財務報表及年度報告和賬目及半年度報告的完整性,審閱本集團的財務資料,以及審閱當中所載有關財務申報的重大判斷。
- 本集團的城市及地盤甄選決定由董事會作出。於河南省區域總部的項目管理部與其他部門(包括財務部、工程管理部及成本控制部)攜手負責制定開發計劃及投資策略的可行性研究。
- 就若干營運及市場風險而言,我們在營運層面採取控制措施。例如,我們透過在委任建築總承包商前對其背景資料進行審閱並施加嚴格的合同規定,同時堅持執行由本集團及第三方建築監理公司監督的定期質量控制措施來盡量降低主要施工風險。
- 本公司已根據營運需求,就房地產開發流程的不同方面對個別僱員採取不同的內部政策及程序。本公司亦為僱員提供內部及外部培訓,以增進其行業知識,從而管理營運風險。

Corporate Governance Report

企業管治報告

- the Company has established anti-fraud and corruption policy and whistle blowing policy. The policies have listed out the guideline, activities considered as fraud and corruption and whistle blowing mechanism for internal staff. The reporting channel is posted on the Company's website for external parties' reporting. The complaints or report can be filed through postage or email.
- the Company has also established the policies of financial reporting and month end financial closing which list out the guideline on preparing the monthly financial pack, the duties of different departments, and the procedures of reviewing and submission of the financial related documents. The policies also listed out the segregation of duties of the financial record preparation within the finance department, reporting channel within the Group and the monthly financial closing and monitoring procedures. The finance department of the subsidiaries is responsible for preparing the financial record on a day-to-day basis and perform monthly financial closing based on the monthly financial closing checklist. The monthly financial pack including the financial statements, cash flow forecast and the key supporting schedule are reviewed by the finance manager of each subsidiary before submitting to the Group's finance department for final review. The Group's finance department further reviews and approves the financial pack received from the subsidiaries before submission to the Executive Directors for review. The Board would further discuss the financial performance on a monthly basis.
- 本公司制定了反欺詐及反腐敗政策和舉報政策。該等政策為內部員工列明相關指引、被視作欺詐及腐敗的活動及舉報機制。本公司網站開通了舉報渠道以接獲外部舉報。投訴或舉報可通過郵寄或發送電子郵件提交。
- 本公司亦制定了有關財務申報及月末財務結算的政策。該等政策列出了編製每月財務報告的指引、不同部門的職責、審閱及提交財務相關文件的流程。該等政策亦列出財務部門內財務記錄編製的職責劃分、本集團內的呈報渠道以及每月財務結算及監管程序。附屬公司的財務部門負責每日編製財務記錄，並根據每月財務結算核對清單進行每月財務結算。每月財務報告包括財務報表、現金流量預測及關鍵配套時間表，將由各附屬公司的財務經理審閱後提交予本集團財務部門進行最終審閱。本集團的財務部門進一步審批附屬公司提交的財務報告，然後提交予執行董事供其審閱。董事會每月進一步討論財務表現。

The Company has engaged independent consultant to perform the internal audit function for the Group. The independent consultant has conducted its internal audit review activities according to the internal audit plan during the year, and in particular, reviewed and considered the Group's internal control policies in relation to the identifying, reporting and monitoring of notifiable and connected transactions under the Listing Rules in response to the incidence relating to the Group's inadvertent non-compliance with Rule 14A.35 of the Listing Rules as announced by the Company on 3 March 2023. The Board, as supported by the Audit Committee, the independent consultant as well as the management report, conducted its annual review of the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2022, and considered that such systems are effective and adequate.

本公司已委聘獨立顧問履行本集團之內部審核職能。年內，獨立顧問已根據內部審核計劃進行內部審核檢討，尤其是針對本公司於2023年3月3日所公佈的本集團無意違反上市規則第14A.35條一事，檢討及考慮了本集團有關識別、申報及監察上市規則項下須予公佈交易及關連交易的內部控制政策。董事會在審核委員會、獨立顧問及管理層報告的支持下，對截至2022年12月31日止年度的風險管理及內部監控制度，包括財務、營運及合規監控進行年度審閱，並認為該等制度屬有效及充分。

Corporate Governance Report

企業管治報告

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2022.

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

The statement of the independent auditor of the Company about their responsibilities on the financial statements is set out in the independent auditor's report on pages 129 to 141.

AUDITORS' REMUNERATION

The remuneration paid to the Company's external auditors of the Company, Messrs. PricewaterhouseCoopers, in respect of audit services for the year ended 31 December 2022 amounted to RMB2.3 million.

COMPANY SECRETARY

The Company Secretary of the Company is Mr. Leung Kam Fai Anthony, who is an employee of the Company and has day-to-day knowledge of the Company's affair. During the year ended 31 December 2022, he has taken no less than 15 hours of relevant professional training in accordance with rule 3.29 of the Listing Rules.

本公司已制訂披露政策，為本公司董事、高級職員、高級管理層及相關僱員處理機密資料、監督資料披露及回應查詢提供全面指引。

本公司已實施監控程序，確保嚴禁未經授權獲得及使用內幕消息。

董事有關財務報表的責任

董事確認編製本公司截至2022年12月31日止年度財務報表的責任。

董事並不知悉任何對本公司持續經營能力可能引起重大疑慮的重大不確定事件或情況。

本公司獨立核數師關於其對財務報表的責任聲明載於獨立核數師報告第129頁至第141頁。

核數師酬金

本公司向其外聘核數師羅兵咸永道會計師事務所就其截至2022年12月31日止年度提供的審核服務支付的酬金為人民幣2.3百萬元。

公司秘書

梁錦暉先生為本公司的公司秘書，彼為本公司僱員且了解本公司的日常事務。於截至2022年12月31日止年度，彼根據上市規則第3.29條參加不少於15小時的相關專業培訓。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward 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 of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting

Extraordinary general meetings may be convened on requisition of one or more shareholders holding, at the date of requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition should be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting should be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Acts or the Articles of Association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

股東權利

為保障股東權益及權利，須就各重大個別事宜以獨立決議案形式於股東大會上提呈(包括選舉個別董事)。在股東大會上提呈的所有決議案將根據上市規則以投票方式表決，且表決結果須在各股東大會後於本公司網站及聯交所網站上公佈。

召開股東特別大會

於遞交要求之日持有附帶本公司股東大會投票權不少於十分之一已繳足股本的一名或多名股東的要求下，須召開股東特別大會。有關要求須以書面向董事會或公司秘書提出，以要求董事會就處理該要求所具體指明的任何事務召開股東特別大會。有關大會須於遞交有關要求後兩個月內舉行。倘董事會未於接獲有關要求後21日內召開有關大會，則提出要求的人士自身(彼等)可以同樣方式召開大會，而本公司須就因董事會未能召開大會致使提出要求的人士產生的所有合理費用向其作出補償。

於股東大會上提呈建議

開曼群島公司法或本公司組織章程細則並無有關允許股東於股東大會上動議新決議案的規定。股東如欲動議決議案，可根據上段所述程序要求本公司召開股東大會。

向董事會提出查詢

股東如欲向董事會提出任何查詢，可向本公司發送書面查詢。本公司一般不會處理口頭或匿名查詢。

Corporate Governance Report

企業管治報告

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Room 1409, Floor 14, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong
(For the attention of the Board of Directors/
Company Secretary)

Email: enquiry@everreachgrp.com

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. For this purpose, the Company has set up a website (www.everreachgroup.com), where relevant latest information, the up-to-date state of the Company's business operation and development, the Company's financial information and corporate governance practices and other data are available to the public.

The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

During the year under review, the Company has amended its Articles of Association. Details of the amendments are set out in the circular dated 28 April 2022 to the Shareholders. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

聯絡詳情

股東可按下文所述方式發送其查詢或上述要求：

地址：香港銅鑼灣禮頓道77號禮頓中心14樓1409室
(收件人為董事會／公司秘書)

電郵：enquiry@everreachgrp.com

為免生疑問，股東必須遞交及發出正式簽署的書面要求、通告或聲明或查詢(視情況而定)的正本至上述地址，並提供其全名、聯絡方式以及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

與股東及投資者溝通／投資者關係

本公司相信，與股東有效溝通對促進投資者關係及投資者對本集團業務表現及策略之了解非常重要。因此，本公司已設立網站(www.everreachgroup.com)。網站內載有最新信息、有關本公司業務營運及發展的最新情況、本公司的財務資料、企業管治常規及其他資料，以供公眾查閱。

本公司盡力保持與股東之間的對話，尤其是透過股東週年大會及其他股東大會。於股東週年大會上，董事(或其代表(如適用))將與股東會面並回答彼等的查詢。

於回顧年度內，本公司修訂了其組織章程細則。有關修訂的詳情載於致股東的日期為2022年4月28日的通函。本公司組織章程細則的最新版本亦可於本公司網站及聯交所網站查閱。

Corporate Governance Report

企業管治報告

Policies relating to Shareholders

The Company has in place a shareholders' communication policy to ensure that shareholders' views and concerns are appropriately addressed. The Company conducted its annual review of the implementation and effectiveness of the shareholders' communication policy during the year and concluded that it continues to be effective in engaging with the Company's shareholders.

Shareholders Communication Policy

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

(a) Corporate Communication

Corporate Communication as defined under the Listing Rules refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to the following documents of the Company: (a) the Directors report, annual accounts together with a copy of the auditors report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form. The Corporate Communication of the Company will be published on the Stock Exchanges website (www.hkex.com.hk) in a timely manner as required by the Listing Rules. Corporate Communication will be provided to Shareholders and non-registered holders of the Company's securities in both English and Chinese versions or where permitted, in a single language, in a timely manner as required by the Listing Rules. Shareholders and non-registered holders of the Company's securities shall have the right to choose the language (either English or Chinese) or means of receipt of the Corporate Communication (in printed form or through electronic means).

有關股東的政策

本公司實行股東通訊政策以確保股東的意見及關注得到適當處理。本公司於年內對股東通訊政策的執行情況及有效性進行年度審閱，結論是有關政策在接觸本公司股東方面持續有效。

股東通訊政策

本公司已建立以下多個途徑以維持與股東進行持續溝通：

(a) 公司通訊

上市規則所界定的「公司通訊」是指本公司為供其任何證券持有人知悉或採取行動而發出或將發出的任何文件，包括但不限於本公司的下列文件：(a)董事會報告、年度賬目連同核數師報告副本以及其財務摘要報告(如適用)；(b)中期報告及其中期摘要報告(如適用)；(c)會議通告；(d)上市文件；(e)通函；及(f)代表委任表格。本公司的公司通訊將按上市規則的規定適時刊載於聯交所網站(www.hkex.com.hk)。公司通訊將按照上市規則的規定及時以中英文或在允許的情況下以單一語言向股東及本公司證券的非登記持有人提供。股東及本公司非登記證券持有人有權選擇公司通訊的語言版本(英文或中文)或接收方式(印刷版或電子版)。

Corporate Governance Report

企業管治報告

(b) Announcements and Other Documents pursuant to the Listing Rules

The Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. Memorandum and Articles of Association) on the Stock Exchanges website in a timely manner in accordance with the Listing Rules.

(c) Corporate Website

Any information or documents of the Company posted on the Stock Exchanges website will also be published on the Company's website (www.everreachgroup.com).

(d) Shareholders Meetings

The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolutions(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s). Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings. Where appropriate or required, the Chairman of the Board and other Board members, the chairmen of board committees or their delegates, and the external auditors should attend general meetings of the Company to answer Shareholders questions (if any). The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders approval.

(b) 符合上市規則的公告及其他文件

本公司應根據上市規則在聯交所網站及時發佈公告(如有關內幕消息、公司行動及交易等)及其他文件(如組織章程大綱及細則)。

(c) 公司網站

任何登載於聯交所網站的本公司資料或文件亦將登載於本公司的網站(www.everreachgroup.com)。

(d) 股東大會

本公司股東週年大會及其他股東大會是本公司與股東溝通的主要渠道。本公司應當按照上市規則的規定，及時向股東提供有關於股東大會上提呈的決議案的相關資料。所提供的資料應合理及必要地能供股東就提呈的決議案作出知情決定。我們鼓勵股東參與股東大會，或倘股東未能出席會議，亦可委任受委代表出席會議並在會上投票。在適當或需要時，董事會主席及其他董事會成員、董事委員會主席或其代表，以及外聘核數師應出席本公司股東大會以回答股東提問(如有)。獨立董事委員會(如有)的主席亦應出席任何批准關連交易或任何其他須經獨立股東批准的交易的股東大會以於會上回應問題。

Corporate Governance Report

企業管治報告

(e) Shareholders Enquiries

Enquiries about Shareholdings

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar, Tricor Investor Services Limited, via its online holding enquiry service at <https://www.tricoris.com>, or send email to is-enquiries@hk.tricorglobal.com or call its hotline at +852 2980 1333, or go in person to its public counter at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Enquiries about Corporate Governance or Other Matters to be put to the Board and the Company

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send any enquiries to the Board by email: enquiry@everreachgrp.com or by post to Room 1409, Leighton Centre, Causeway Bay, Hong Kong.

DIVIDEND POLICY

The Company has adopted a policy on payment of dividends pursuant to code provision F.1.1 of the CG Code which sets out the factors in consideration of the payment of dividend. In determining whether to propose a dividend and the relevant dividend pay-out ratio, the Board will consider, including but not limited to, the Group's earnings performance, financial position, expected working capital requirements, investment requirements, future expansion plan and general economic condition as well as other external factors that may have an impact on the business of the Company. The Board endeavours to maintain a balance between meeting shareholders' expectations and prudent capital management with a sustainable dividend policy and will continually review the same and make modification when appropriate.

(e) 股東查詢

查詢股權

股東應透過<https://www.tricoris.com>的網上股權查詢服務，或發送電郵至is-enquiries@hk.tricorglobal.com，或撥打熱線+852 2980 1333，或親身前往位於香港夏慤道16號遠東金融中心17樓的公眾櫃台，直接向本公司的股份過戶登記分處卓佳證券登記有限公司提出與彼等股權有關的查詢。

向董事會及本公司查詢關於企業管治或其他事項

一般而言，本公司不會處理口頭或匿名查詢。股東可透過電郵至enquiry@everreachgrp.com或郵寄至香港銅鑼灣禮頓中心1409室向董事會作出查詢。

股息政策

本公司已根據企業管治守則守則條文F.1.1採納股息派付政策，當中載有派付股息所考慮的因素。於釐定是否建議派付股息及相關股息支付比率時，董事會會考慮(包括但不限於)本集團的盈利表現、財務狀況、預期營運資金需求、投資需求、未來擴展計劃及一般經濟狀況，以及可能會對本公司業務造成影響的其他外部因素。董事會致力通過可持續的股息政策在符合股東期望與謹慎管理資本之間保持平衡，並將持續審閱股息政策及於適當時作出修訂。

Independent Auditor's Report

獨立核數師報告

To the Shareholders of
Ever Reach Group (Holdings) Company Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Ever Reach Group (Holdings) Company Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 142 to 303, comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

致恒達集團(控股)有限公司
全體股東
(於開曼群島註冊成立的有限公司)

意見

我們已審計的項目

恒達集團(控股)有限公司(「貴公司」, 連同其附屬公司統稱「貴集團」)載於第142至303頁的綜合財務報表, 其包括:

- 於2022年12月31日的綜合財務狀況表;
- 於截至該日止年度的綜合損益表;
- 於截至該日止年度的綜合全面收益表;
- 於截至該日止年度的綜合權益變動表;
- 於截至該日止年度的綜合現金流量表; 及
- 綜合財務報表附註, 其包括重大會計政策及其他解釋資料。

Independent Auditor's Report

獨立核數師報告

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而中肯地反映了貴集團於2022年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基準

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表所承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

獨立性

根據香港會計師公會頒佈的專業會計師道德守則（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- 1 Recognition of revenue from sales of properties; and
- 2 Assessment of net realisable value of properties under development and completed properties held for sale.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的，且我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 1 確認物業銷售所得收入；及
- 2 評估開發中物業及持作出售竣工物業的可變現淨值。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Recognition of revenue from sales of properties 確認物業銷售所得收入</p> <p>Refer to Notes 4 'Critical accounting estimates and judgements' and Note 24 'Revenue' to the consolidated financial statements. 請參閱綜合財務報表附註4「重要會計估計及判斷」及附註24「收入」。</p> <p>Revenue from sales of properties is recognised over time when the Group's performance under a sales contract does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date; otherwise, the revenue is recognised at a point in time when the buyer obtains control of the completed property. For the year ended 31 December 2022, revenue of the Group from sales of properties was RMB2,850 million, which was recognised at a point in time.</p> <p>物業銷售所得收入於 貴集團於銷售合同項下的履約未創建對 貴集團具有替代作用的資產，而 貴集團有強制執行權收取至今履約部分的款項時隨時間確認；否則收入在買家取得竣工物業控制權的某一時點確認。截至2022年12月31日止年度， 貴集團物業銷售所得收入為人民幣2,850,000,000元，全部均於某一時點確認。</p> <p>We focus on revenue from sales of properties recognised at a point in time because of the significant volume of transactions which requires significant audit time and effort. The Group recognises revenue when effective control of ownership is transferred to the buyers, which is dependent on the contractual arrangements for the sale and the laws and regulations in the relevant jurisdiction.</p> <p>由於巨大交易量需要大量審計時間及工作，我們側重於某一時間點確認的物業銷售收入。 貴集團在所有權的實際控制權轉移至買家時確認收入，這取決於銷售的合同安排及相關司法權區的法律法規。</p>	<p>Our procedures in relation to identifying sales contracts which are subject to revenue recognised over time include understanding management's process in identifying sales contracts with or without enforceable right to payment, and reading the key terms of sales contracts, on a sample basis, to assess the presence of enforceable right to payment based on the contract terms.</p> <p>我們有關識別須隨時間確認收入的銷售合同的程序包括了解管理層識別銷售合同有無強制執行權收取款項的程序，以及閱讀銷售合同的關鍵條款(按抽樣基準)以根據合同條款評估是否存在收取款項的強制執行權。</p>

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
Recognition of revenue from sales of properties (Continued) 確認物業銷售所得收入(續)	<p>Our procedures in relation to revenue from sale of properties recognised at a point in time include: 我們有關於某一時點確認物業銷售收入的程序包括：</p> <ul style="list-style-type: none">• Understood and evaluated the internal controls and tested the key internal controls over the recognition of revenue from sale of properties at a point in time.• 了解及評估內部控制及測試有關於某一時點確認物業銷售所得收入方面的關鍵內部控制。• Selected sales transactions of properties recognised at a point in time, on a sample basis, and performed the following procedures:• 選取某一時點確認的物業銷售交易(按抽樣基準)，並展開下列程序： <ol style="list-style-type: none">a) Read the signed sales and purchase agreements to evaluate contractual arrangements relating to effective transfer of control.a) 閱讀已簽署的買賣協議以評估有關有效控制權轉移的合同安排。b) Checked the transfer of effective control of ownership to relevant documents, including completion certificates, occupation permits or customer acceptance.b) 檢查所有權的實際控制權轉移的相關文件(包括竣工證書、居住許可文件或客戶驗收單)。c) Agreed the sales amount of transactions to the amount set out in the signed sales and purchase agreements and bank slips.c) 認為交易的銷售金額與已簽署買賣協議所載金額及銀行存單一致。

Based on our audit procedures, we found that transactions tested were supportable by the evidence we obtained.

根據我們的審計程序，我們發現所測試的交易可以通過我們獲得的證據的支持。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Assessment of net realisable value of properties under development and completed properties held for sale 評估開發中物業及持作出售竣工物業的可變現淨值</p> <p>Refer to Note 4 'Critical accounting estimates and judgements' and Note 11 'Properties held or under development for sale' to the consolidated financial statements. 請參閱綜合財務報表附註4「重要會計估計及判斷」及附註11「持作出售或開發中待售物業」。</p> <p>The properties under development ("PUD") and completed properties held for sale ("PHS") of the Group amounted to RMB6,526 million and RMB2,077 million respectively as at 31 December 2022, against which a provision for impairment of RMB118 million was provided as at 31 December 2022, and an amount of impairment loss of RMB30.65 million was charged to the profit or loss during the year then ended. The carrying amounts of PUD and PHS are stated at the lower of cost and net realisable value ("NRV"), which are significant to the Group's total assets.</p> <p>於2022年12月31日，貴集團開發中物業（「開發中物業」）及持作出售竣工物業（「持作出售竣工物業」）的金額分別為人民幣6,526,000,000元及人民幣2,077,000,000元，為此，於2022年12月31日計提了人民幣118,000,000元的減值撥備，並於截至該日止年度在損益扣除了人民幣30,650,000元的減值虧損。開發中物業及持作出售竣工物業的賬面價值以成本及可變現淨值（「可變現淨值」）中的較低者列賬，佔貴集團總資產的大部分。</p> <p>Determination of the NRV of PUD and PHS involved significant accounting estimates related to the selling price, variable selling expenses and, for PUD, the estimated costs to completion. Given the significant balance of PUD and PHS and the involvement of significant accounting estimates, the assessment of the NRV of these properties is considered a key audit matter.</p> <p>釐定開發中物業及持作出售竣工物業的可變現淨值涉及包括對銷售價格、可變銷售費用，以及開發中物業的估計竣工成本作出的重大會計估計。鑒於開發中物業及持作出售竣工物業的餘額重大，及涉及重大會計估計，我們認為評估該等物業的可變現淨值是一項關鍵審計事項。</p>	<p>Our procedures in relation to management's assessment of the NRV of PUD and PHS include: 我們有關管理層對開發中物業及持作出售竣工物業的可變現淨值的評估的程序包括：</p> <ul style="list-style-type: none">• Obtained an understanding of the management's internal control and assessment process of the NRV assessment on PUD and PHS, and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and subjectivity.• 了解管理層對開發中物業及持作出售竣工物業的可變現淨值的評估的內部控制及評估程序，以及透過考慮估計不確定性及主觀性的程度，評估出現錯誤陳述的固有風險。• Obtained the management's calculation schedules on provision for PUD and PHS, and tested the completeness of development projects and the mathematical accuracy of the schedules.• 獲得管理層對開發中物業及持作出售竣工物業計提撥備的計算表，並測試開發項目的完工程度及計算表的準確性。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Assessment of net realisable value of properties under development and completed properties held for sale (Continued) 評估開發中物業及持作出售竣工物業的可變現淨值(續)</p>	<ul style="list-style-type: none"> • Tested management's key estimates, on a sample basis, for: • 測試管理層的關鍵估計(按抽樣基準), 用於: <ul style="list-style-type: none"> a) Selling price which was estimated based on the prevailing market conditions and ageing profile of PHS. We compared the estimated selling price to recently transacted prices by making reference to the Group's selling price in the same or similar projects or the prevailing market price of comparable properties with similar type, size and location. a) 基於現行市況及持作出售竣工物業的賬齡概況估計銷售價格。我們將估計銷售價格與近期交易價格進行比較, 並參考 貴集團相同或類似項目的售價, 或類似類型、規模及位置的可比物業的現行市場價格。 b) Variable selling expenses which were estimated based on certain percentage of selling price. We compared this estimated percentage with the actual average selling expenses to revenue ratio of the Group in recent years. b) 可變銷售費用以其佔銷售價格的一定比率來進行估計。我們將該估計比率與 貴集團近年來的實際平均銷售費用佔收入的比率進行比較。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Assessment of net realisable value of properties under development and completed properties held for sale (Continued) 評估開發中物業及持作出售竣工物業的可變現淨值(續)</p>	<p>c) Estimated costs to completion for PUD. We compared the estimated costs to completion to the budget approved by management and examined the construction contracts or compared the anticipated completion costs to the actual costs of similar type of completed properties of the Group.</p> <p>c) 開發中物業的估計竣工成本。我們將估計竣工成本和管理層批准的預算進行比對，並檢查建築合同，或將預計竣工成本與貴集團同類型已竣工物業的實際成本進行比較。</p> <ul style="list-style-type: none"> • Compared the NRV assessment and provision for impairment provided in prior years, on a sample basis, with the subsequent actual written-off of the assets and investigated if any significant variance exists, to assess the historical estimation accuracy for NRV assessment and impairment made by management. • 將可變現淨值評估及往年計提的減值撥備(按抽樣基準)與隨後資產進行實際撇銷比較，並對存在的任何重大差異進行調查，以評估管理層所作可變現淨值評估及減值撥備的過往估計的準確性。 <p>Based on our audit procedure, we found the management estimates on NRV of PUD and PHS were supportable by the evidence we obtained. 根據我們的審計程序，我們發現管理層對於開發中物業及持作出售竣工物業的可變現淨值的估計可以通過我們獲得的證據的支持。</p>

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the Company's 2022 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 DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

其他資料

貴公司董事須對其他資料負責。其他資料包括 貴公司2022年年報所載的全部資料(但不包括綜合財務報表及我們就此出具的核數師報告)。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，並在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們所執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。我們在這方面沒有任何需要報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

Independent Auditor's Report

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

The audit committee is responsible for overseeing the Group's financial reporting process.

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

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

董事及審核委員會就綜合財務報表須承擔的責任(續)

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督貴集團的財務報告過程。

核數師就審核綜合財務報表所承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴該等綜合財務報表作出的經濟決定，則有關的錯誤陳述可被視作重大。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with HKSAAs, 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.

核數師就審核綜合財務報表所承擔 的責任(續)

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

核數師就審核綜合財務報表所承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論，及根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，或假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證作出。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映有關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

我們與審核委員會溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mang, Kwong Fung Frederick.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 4 April 2023

核數師就審核綜合財務報表所承擔 的責任(續)

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為減低威脅而採取的行動或所應用的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果會超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是孟江峰。

羅兵咸永道會計師事務所
執業會計師

香港，2023年4月4日

Consolidated Statement of Financial Position

綜合財務狀況表

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
		Notes 附註	
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	6	41,978
Right-of-use assets	使用權資產	6(b)	19,721
Investment properties	投資物業	8	124,680
Intangible assets	無形資產	7	14,553
Deferred tax assets	遞延稅項資產	23	158,248
An investment accounted for using the equity method	採用權益法列賬的投資	9	—
Total non-current assets	非流動資產總值		366,202
			359,180
Current assets	流動資產		
Prepayments for leasehold land	租賃土地預付款項	10	80,490
Properties held or under development for sale	持作出售或開發中待售物業	11	8,915,148
Trade and other receivables and prepayments	貿易及其他應收款項和預付款項	12	399,757
Prepaid income taxes	預付所得稅		104,697
Contract costs	合同成本		6,234
Financial assets at fair value through profit or loss	按公平值透過損益入賬的金融資產	13	6,155
Restricted cash	受限制現金	14(b)	146,836
Cash and cash equivalents	現金及現金等價物	14(a)	281,489
Total current assets	流動資產總值		9,663,294
			9,940,806
Total assets	總資產		10,029,496
			10,299,986

Consolidated Statement of Financial Position

綜合財務狀況表

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
	Notes 附註		
EQUITY	權益		
Share capital	股本	15	10,645
Share premium	股份溢價	15	299,188
Retained earnings	保留盈利	16	1,272,885
Other reserves	其他儲備	17	188,715
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,771,433
Non-controlling interests	非控股權益	39	102,034
Total equity	總權益		1,873,467
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Bank borrowings	銀行借款	18	130,500
Other long-term borrowings	其他長期借款	20	147,005
Deferred tax liabilities	遞延稅項負債	23	15,900
Lease liabilities	租賃負債	6(b)	13,441
Total non-current liabilities	非流動負債總額		306,846

Consolidated Statement of Financial Position

綜合財務狀況表

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
		Notes 附註	
Current liabilities	流動負債		
Bank borrowings	銀行借款	18	107,800
Other current borrowings	其他即期借款	19	56,580
Current portion of other long-term borrowings	其他長期借款的即期部分	20	124,377
Contract liabilities	合同負債	21	5,212,558
Trade and other payables	貿易及其他應付款項	22	2,064,502
Current income tax liabilities	即期所得稅負債		444,724
Lease liabilities	租賃負債	6(b)	4,717
Total current liabilities	流動負債總額		8,015,258
Total liabilities	總負債		8,454,526
Total equity and liabilities	總權益及負債		10,299,986

The consolidated financial statements on page 142 to 303 were approved by the board of directors on 4 April 2023 and the consolidated statement of financial position was signed on its behalf by:

第142至303頁的綜合財務報表已於2023年4月4日經本公司董事會批准，且綜合財務狀況表由下列人士代其簽署：

Li Xiaobing
李小冰
Director
董事

Wang Zhenfeng
王振峰
Director
董事

The above consolidated statement of financial position should be read in conjunction with the accompanying notes to the consolidated financial statements.

上述綜合財務狀況表應與隨附綜合財務報表附註一併閱讀。

Consolidated Statement of Profit or Loss

綜合損益表

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
		Notes 附註	
Revenue	收入	24	2,861,771
Cost of sales	銷售成本	26	(2,440,395)
Gross profit	毛利		421,376
Fair value (losses)/gains on investment properties	投資物業的公平值 (虧損)/收益	8	(2,160)
Selling and marketing expenses	銷售及市場推廣開支	26	(124,270)
Administrative expenses	行政開支	26	(135,658)
Net reversal/(losses) of impairment on financial assets	淨撥回金融資產減值/ (金融資產減值虧損)	26	411
Other income	其他收入		2,841
Other losses — net	其他虧損 — 淨額	25	(8,131)
Operating profit	經營利潤		154,409
Finance income	財務收入	27	1,146
Finance costs	財務成本	27	(1,137)
Finance income — net	財務收入 — 淨額		9
Profit before income tax	除所得稅前利潤		154,418
Income tax expense	所得稅開支	30	(76,649)
Profit for the year	年內利潤		77,769

Consolidated Statement of Profit or Loss

綜合損益表

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
		Notes 附註	
Attributable to:	下列各方應佔：		
Owners of the Company	本公司擁有人	84,812	306,913
Non-controlling interests	非控股權益	(7,043)	(3,744)
		77,769	303,169
Earnings per share attributable to the owners of the Company (expressed in RMB)	本公司擁有人應佔每股盈利 (以人民幣表示)		
— Basic and diluted earnings per share	— 每股基本及攤薄盈利	31	0.26
		0.07	

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes to the consolidated financial statements.

上述綜合損益表應與隨附綜合財務報表附註一併閱讀。

Consolidated Statement of Comprehensive Income

綜合全面收益表

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit for the year	年內利潤	77,769	303,169
Other comprehensive income	其他全面收入	—	—
Total comprehensive income for the year, net of tax	年內全面收入總額 (扣除稅項)	77,769	303,169
Attributable to:	下列各方應佔：		
Owners of the Company	本公司擁有人	84,812	306,913
Non-controlling interests	非控股權益	(7,043)	(3,744)
		77,769	303,169

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes to the consolidated financial statements.

上述綜合全面收益表應與隨附綜合財務報表附註一併閱讀。

Consolidated Statement of Changes in Equity

綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔					Non-controlling interests 非控股權益	Total equity 總權益	
		Share capital 股本	Share premium 股份溢價	Retained earnings 保留盈利	Other reserves 其他儲備	Sub-total 小計			
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元			RMB'000 人民幣千元
At 1 January 2021	於 2021年1月1日		10,645	299,188	1,022,188	167,938	1,499,959	30,131	1,530,090
Comprehensive income	全面收入								
Profit for the year	年內利潤		–	–	306,913	–	306,913	(3,744)	303,169
Other comprehensive income	其他全面收益		–	–	–	–	–	–	–
Total comprehensive income for the year	年內全面收益總額		–	–	306,913	–	306,913	(3,744)	303,169
Transactions with owners	與擁有人的交易								
2021 final dividend	2021年末期股息		–	–	(60,000)	–	(60,000)	–	(60,000)
Appropriation to statutory reserves	轉撥至法定儲備	17	–	–	(16,454)	16,454	–	–	–
Acquisition of subsidiaries	收購附屬公司		–	–	–	–	–	72,151	72,151
Capital contributions from non-controlling interests	非控股權益注資		–	–	–	–	–	50	50
Total transactions with owners	擁有人交易總額		–	–	(76,454)	16,454	(60,000)	72,201	12,201
At 31 December 2021	於 2021年12月31日		10,645	299,188	1,252,647	184,392	1,746,872	98,588	1,845,460
At 1 January 2022	於 2022年1月1日		10,645	299,188	1,252,647	184,392	1,746,872	98,588	1,845,460
Comprehensive income	全面收入								
Profit for the year	年內利潤		–	–	84,812	–	84,812	(7,043)	77,769
Other comprehensive income	其他全面收益		–	–	–	–	–	–	–
Total comprehensive income for the year	年內全面收益總額		–	–	84,812	–	84,812	(7,043)	77,769
Transactions with owners	與擁有人的交易								
2022 final dividend	2022年末期股息		–	–	(59,998)	–	(59,998)	–	(59,998)
Appropriation to statutory reserves	轉撥至法定儲備	17	–	–	(4,576)	4,576	–	–	–
Capital contributions from non-controlling interests	非控股股東注資		–	–	–	–	–	15,600	15,600
Transactions with non-controlling interests	與非控股權益的交易	17	–	–	–	(253)	(253)	(5,111)	(5,364)
Total transactions with owners	擁有人交易總額		–	–	(64,574)	4,323	(60,251)	10,489	(49,762)
At 31 December 2022	於 2022年12月31日		10,645	299,188	1,272,885	188,715	1,771,433	102,034	1,873,467

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes to the consolidated financial statements.

上述綜合權益變動表應與隨附綜合財務報表附註一併閱讀。

Consolidated Statement of Cash Flows

綜合現金流量表

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Cash flows from operating activities		經營活動所得現金流量	
Net cash generated from operations (Note 33(a))	營運產生現金淨額 (附註33(a))	286,673	155,239
Interest paid	已付利息	(60,416)	(63,059)
PRC income tax paid	已付中國所得稅	(165,803)	(185,270)
PRC land appreciation tax paid	已付中國土地增值稅	(64,776)	(77,559)
Net cash used in operating activities	經營活動所用現金淨額	(4,322)	(170,649)
Cash flows from investing activities		投資活動所得現金流量	
Purchase of property, plant and equipment	購置物業、廠房及設備	(4,377)	(5,362)
Purchase of financial assets at fair value through profit or loss	購買按公平值透過損益入賬 的金融資產	—	(6,000)
Redemption of financial assets at fair value through profit or loss	贖回按公平值透過損益入賬 的金融資產	6,000	—
Proceeds from disposal of property, plant and equipment (Note 33(b))	出售物業、廠房及設備 所得款項(附註33(b))	77	81
Temporary funding provided to third parties	向第三方提供臨時資金	(25,000)	(631,500)
Repayments received from third parties	自第三方收取的還款	95,000	398,190
Temporary funding provided to a related party	向關聯方提供臨時資金	(290)	—
Repayments received from a related party	自關聯方收取的還款	2,000	—
Return of prepayment for leasehold land	償還租賃土地預付款項	—	137,500
Payments for acquisition of equity interests	收購股權付款	(41,900)	(148,847)
Interest received	已收利息	1,146	1,566
Restricted cash deposits	受限制現金存款	(33,942)	(27,834)
Net cash used in investing activities	投資活動所用現金淨額	(1,286)	(282,206)

Consolidated Statement of Cash Flows

綜合現金流量表

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動所得現金流量		
Proceeds from bank borrowings	銀行借款所得款項	292,500	348,000
Repayments of bank borrowings	償還銀行借款	(233,000)	(223,000)
Proceeds from other borrowings	其他借款所得款項	68,468	160,000
Repayments of other borrowings	償還其他借款	(95,000)	(136,000)
Temporary funding received from related parties (Note 36(b)(iii))	來自關聯方的臨時資金 (附註36(b)(iii))	265,860	150,294
Repayments to a related party (Note 36(b)(iv))	向關聯方還款(附註36(b)(iv))	(273,876)	(134,468)
Temporary funding from third parties	來自第三方的臨時資金	25,800	176,690
Repayments to third parties	向第三方還款	(13,950)	(96,140)
Temporary funding received from non-controlling interests	來自非控股權益的臨時資金	119,633	81,018
Repayments to non-controlling interests	向非控股權益還款	(163,706)	(80,300)
Capital injection from non-controlling interests	非控股權益注資	15,600	50
Payments of lease liabilities	支付租賃負債	(3,153)	(6,304)
Dividends paid to owners of the Company	已付本公司擁有人股息	(59,998)	(60,000)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(54,822)	179,840
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(60,430)	(273,015)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	281,489	554,504
Cash and cash equivalents at end of year (Note 14)	年末現金及現金等價物 (附註14)	221,059	281,489

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes to the consolidated financial statements.

上述綜合現金流量表應與隨附綜合財務報表附註一併閱讀。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Ever Reach Group (Holdings) Company Limited (Cayman Islands Company Number: 313570, the “Company”) was incorporated in the Cayman Islands on 22 July 2016 as an exempted company with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in property development business in the People’s Republic of China (the “PRC”).

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 12 November 2018 (the “Listing”).

The consolidated financial statements are presented in thousands of Renminbi (RMB’000), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1 一般資料

恒達集團(控股)有限公司(開曼群島公司編號: 313570, 「本公司」)於2016年7月22日在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司為一家投資控股公司。本公司及其附屬公司(統稱為「本集團」)主要在中華人民共和國(「中國」)從事物業開發業務。

本公司股份於2018年11月12日於香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。

除非另有指明, 綜合財務報表乃以人民幣千元呈列。

2 重大會計政策概要

本附註載列編製該等綜合財務報表時所採納的重大會計政策。除另有說明外, 此等政策已於所有呈列年度貫徹應用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation

(i) Compliance with Hong Kong Financial Reporting Standards (“HKFRSs”) and disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”)

The consolidated financial statements have been prepared in accordance with HKFRSs Reporting Standards and disclosure requirements of the HKCO (Cap. 622).

(ii) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for the followings:

- financial assets at fair value through profit or loss — measured at fair value through profit or loss, and
- investment properties — measured at fair value

The preparation of consolidated financial statements in conformity with HKFRSs which require the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2 重大會計政策概要(續)

2.1 編製基準

(i) 遵守香港財務報告準則(「香港財務報告準則」)及香港公司條例(「香港公司條例」)的披露要求

綜合財務報表已根據香港財務報告準則及香港公司條例(香港法例第622章)的披露規定編製。

(ii) 歷史成本慣例

綜合財務報表已根據歷史成本基準編製，以下內容除外：

- 按公平值透過損益入賬的金融資產 — 按公平值透過損益計量，及
- 投資物業 — 按公平值計量

編製符合香港財務報告準則的綜合財務報表須使用若干關鍵會計估計，亦需要管理層在應用本集團會計政策的過程中作出判斷。涉及作出較高水平判斷或較為複雜的範疇，或有關假設及估計對綜合財務報表而言屬重大的範疇披露於附註4。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(iii) Going concern

The Group has been experiencing certain slowing down of the local property market and the pre-sales volume and collection of pre-sale proceeds reduced accordingly in 2022. The cash collection from sales and pre-sales dropped significantly from RMB4.2 billion for the year ended 31 December 2021 to RMB2.5 billion for the year ended 31 December 2022, and cash and cash equivalents balance of the Group reduced from RMB281.5 million at 31 December 2021 to RMB221.1 million at 31 December 2022. Above situations imposed liquidity pressure on the Group.

In view of such circumstances, the directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial sources to continue as a going concern, and continue to take the following measures to maintain sufficient cash to meet its operation needs and commitments in respect of property projects:

- (i) The Group will continue to actively adjust sales and pre-sale activities to better respond to market needs, make efforts to achieve the latest budgeted sales and pre-sales volumes and amounts, and timely monitor the collection of sales and pre-sales proceeds;

2 重大會計政策概要(續)

2.1 編製基準(續)

(iii) 持續經營基準

於2022年，本集團經歷了本地樓市的若干放緩情況，預售量及預售所得款項的收款相應地減少。自銷售及預售活動收取的現金由截至2021年12月31日止年度的人民幣42億元大幅減少至截至2022年12月31日止年度的人民幣25億元，而本集團的現金及現金等價物結餘由2021年12月31日的人民幣281.5百萬元減少至2022年12月31日的人民幣221.1百萬元。上述情況會對本集團的流動性構成壓力。

鑒於有關情況，董事於評估本集團是否有足夠財務資源持續經營時，已仔細考慮本集團未來的流動性及表現以及可用融資來源，並會繼續採取以下措施，以維持足夠的現金去滿足營運需求及履行有關物業項目的承諾：

- (i) 本集團將繼續積極調整銷售及預售活動，以更好地回應市場需求，努力實現最新的預算銷售及預售數量及金額，以及監察銷售及預售所得款項的及時收款情況；

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(iii) Going concern (continued)

- (ii) The Group will maintain continuous communication and agree with major constructors and suppliers to arrange payments to these vendors and complete the construction progress as scheduled, and settle the land appreciation tax upon tax clearance;
- (iii) The Group will continue to actively communicate with relevant banks and other financial institutions so that the Group can timely secure necessary project development loans or negotiate a better repayment schedule for its loans for qualified project development; and
- (iv) The Group will continuously cooperate with the related parties and non-controlling interests of the project companies to provide funding support to ensure the development and sales of all existing projects as budgeted without material interruptions.

Management has prepared the Group's cash flow forecast which covers a period of at least 12 months from 31 December 2022. The cash flow forecast has taken into accounts the anticipated cash flows generated from the Group's operations, scheduled repayment of borrowings, obtaining of new borrowings and obtaining necessary funding support from the related parties and non-controlling interests of project companies.

2 重大會計政策概要(續)

2.1 編製基準(續)

(iii) 持續經營基準(續)

- (ii) 本集團將與主要建築公司及供應商保持持續溝通及與其協商，安排向有關供應商作出付款，並按照計劃完成施工進度，以及於清稅後清償土地增值稅；
- (iii) 本集團將繼續與相關銀行及其他金融機構積極溝通，以使本集團能夠及時獲得必要的項目發展貸款，或為其貸款協商一個更好的還款計劃，進行合資格的項目發展；及
- (iv) 本集團將與項目公司的關聯方及非控股股東持續合作，以提供資助，確保所有現有項目都按預算發展及銷售，當中不會出現重大中斷。

管理層已編製本集團的現金流量預測，其涵蓋自2022年12月31日起至少12個月的期間。現金流量預測已計及本集團營運產生的預期現金流量、按計劃償還借款、取得新借款，以及向項目公司的關聯方及非控股股東取得必要的資助。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(iii) Going concern (continued)

The directors, after making due enquiries and considering the basis of Group's cash flow forecast and continuous measures described above, believe that the Group will be able to generate sufficient funds to finance its operations and to meet its financial obligations when they fall due within the next 12 months from 31 December 2022. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

(iv) New standards and amendments of HKFRSs effective in 2022

The Group has applied the following new standards and amendments for the first time for its annual reporting period commencing 1 January 2022:

- Property, Plant and Equipment: Proceeds before Intended Use — Amendments to HKAS 16
- Onerous Contracts — Cost of Fulfilling a Contract — Amendments to HKAS 37
- Annual Improvements to HKFRS Standards 2018–2020
- Reference to the Conceptual Framework — Amendments to HKFRS 3

2 重大會計政策概要(續)

2.1 編製基準(續)

(iii) 持續經營基準(續)

董事經作出仔細查詢及考慮本集團的現金流量預測及持續措施的基準後認為，本集團將能夠產生足夠資金去為其營運提供資金，以及履行於2022年12月31日起計未來12個月內到期的財務責任。因此，董事信納以持續經營基準編製綜合財務報表屬適當做法。

(iv) 於2022年生效的新訂及經修訂香港財務報告準則

本集團已於2022年1月1日開始的年度報告期內首次應用下列新準則及修訂本：

- 物業、廠房及設備：作擬定用途前的所得款項 — 香港會計準則第16號(修訂本)
- 虧損合約 — 履行合約的成本 — 香港會計準則第37號(修訂本)
- 2018年至2020年香港財務報告準則之年度改進
- 對概念框架之提述 — 香港財務報告準則第3號(修訂本)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(iv) New standards and amendments of HKFRSs effective in 2022 (continued)

- Covid-19 Related Rent Concessions beyond 30 June 2021 — Amendment to HKFRS 16 (March 2021)
- Amendments to AG 5 Merger Accounting for Common Control Combinations
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction — amendments to HKAS 12
- Disclosure of Accounting Policies — Amendments to HKAS 1 and HKFRS Practice Statement 2

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 重大會計政策概要(續)

2.1 編製基準(續)

(iv) 於2022年生效的新訂及經修訂香港財務報告準則(續)

- 於2021年6月30日之後與Covid-19相關的租金優惠 — 香港財務報告準則第16號(修訂本)(2021年3月)
- 會計指引第5號(修訂本)「共同控制合併的合併會計法」
- 與單一交易產生的資產及負債有關的遞延稅項 — 香港會計準則第12號(修訂本)
- 披露會計政策 — 香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)

上述修訂本並無對過往期間確認的金額造成任何影響，預期亦不會對本期間或未來期間造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(v) *New standards and amendments of HKFRSs not yet adopted*

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Group. These standards and amendments are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

2.2 Subsidiaries

2.2.1 Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 重大會計政策概要(續)

2.1 編製基準(續)

(v) *尚未獲採納的新訂及經修訂香港財務報告準則*

本集團並無提早採納若干已頒佈但於2022年12月31日的報告期並無強制生效的新會計準則及會計準則修訂本。預期該等準則及修訂本不會對實體於本報告期間或未來報告期間及可預見未來的交易造成重大影響。

2.2 附屬公司

2.2.1 綜合賬目

附屬公司指本集團擁有控制權的所有實體(包括結構實體)。當本集團承受或享有參與實體所得的可變回報，且有能力透過其指導實體活動的權力影響該等回報時，則本集團控制該實體。附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

集團內公司間交易、結餘以及集團公司間的交易所產生的未變現收益均予以對銷。未變現的虧損亦作對銷，除非交易提供所轉讓資產出現減值證據。倘必要，附屬公司的會計政策已作出改動以符合本集團採納的政策。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income.

2 重大會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合賬目(續)

附屬公司業績及權益的非控股權益於綜合損益表、全面收益表、權益變動表及財務狀況表中分別獨立呈列。

聯營公司指本集團對其擁有重大影響力但無控制權或聯合控制權的所有實體。一般情況下，本集團持有20%至50%投票權。於聯營公司的投資於初步按成本確認後採用權益會計法入賬。根據權益會計法，有關投資初步按成本確認，隨後予以調整並於損益確認本集團應佔被投資公司的收購後溢利或虧損及於其他全面收入確認本集團應佔被投資公司的其他全面收入之變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) Business combinations

The Group applies the acquisition method to account for business combinations. 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 business, the fair value of any asset or liability resulting from a contingent consideration arrangement, and fair value of any pre-existing equity interest in the subsidiary. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRSs.

2 重大會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合賬目(續)

(a) 業務合併

本集團於業務合併時以收購法入賬。收購附屬公司所轉讓代價根據所轉讓的資產、對被收購方業務前擁有人所產生的負債的公平值、因或然代價安排產生的任何資產或負債的公平值，以及於附屬公司的任何已有股本權益的公平值計算。除有限的例外情況之外，在業務合併過程中所收購的可識別資產以及所承擔的負債及或然負債，均於收購日期按其公平值作初步計量。

本集團按個別收購基準確認被收購方的任何非控股權益。被收購方的非控股權益為現時的擁有權權益，並賦予其持有人一旦清盤時按比例分佔實體的淨資產，可按公平值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控股權益的所有其他組成部分按收購日期的公平值計量，除非香港財務報告準則規定必須以其他計量基準計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

(a) Business combinations (continued)

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value 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 profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously held equity interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net identifiable assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of profit or loss.

2 重大會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合賬目(續)

(a) 業務合併(續)

收購相關成本於產生時支銷。

倘業務合併分階段進行，收購方之前持有的被收購方股權的收購日期賬面值於收購日期按公平值重新計量，該重新計量產生的收益或虧損於損益確認。

本集團將予轉讓的任何或然代價於收購日期按公平值確認。被視作資產或負債的或然代價公平值的其後變動於損益確認。分類為權益的或然代價並無重新計量，而其後結算於權益中入賬。

所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的股權收購日期公平值超逾所收購可識別資產淨值公平值的差額，乃入賬列作商譽。倘在議價收購中所轉讓代價、已確認非控股權益及經計量先前持有權益總額低於所收購附屬公司可識別資產淨值的公平值，則差額直接於損益表中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

- (b) *Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

- (c) *Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specifically permitted by applicable HKFRSs.

2 重大會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合賬目(續)

- (b) *控制權不變的情況下於附屬公司的擁有權益變動*

與非控股權益進行的不會導致失去控制權的交易入賬列作權益交易 – 即入賬列作以擁有人身份與附屬公司擁有人之間的交易。任何已付代價公平值與分佔所購入附屬公司資產淨值賬面值之間的差額計入權益。因向非控股權益進行出售所產生的收益或虧損亦計入權益。

- (c) *出售附屬公司*

本集團失去控制權時，於實體的任何保留權益按失去控制權當日的公平值重新計量，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營企業或金融資產的保留權益，其公平值成為初始賬面值。此外，先前於其他全面收入確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。此舉意味著先前於其他全面收入確認的金額按適用香港財務報告準則明確許可重新分類至損益或轉讓至另一權益類別。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). Since the majority of the assets and operations of the Group are located in the PRC, the financial information is presented in Renminbi ("RMB"), which is the functional currency of the Company and the presentation currency of the Group.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of profit or loss, within "Finance income or expenses". All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss within "Other gains/(loss) — net".

2 重大會計政策概要(續)

2.3 外幣換算

(a) 功能及呈列貨幣

本集團各實體的財務報表所包括的項目，乃按該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。由於本集團大部分資產及業務均位於中國，財務資料以人民幣(「人民幣」)(本公司的功能貨幣及本集團的呈列貨幣)呈列。

(b) 交易及結餘

外幣交易乃按交易日或項目重新計量估值日的適用匯率換算為功能貨幣。因上述交易結算及按年終匯率兌換以外幣計值的貨幣資產及負債而產生的匯兌收益及虧損，均於損益表確認。

與借款以及現金及現金等價物有關的匯兌收益及虧損於綜合損益表內的「財務收入或開支」呈列。所有其他匯兌收益及虧損於綜合損益表內的「其他收益／(虧損) — 淨額」呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Foreign currency translation (continued)

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position are translated at the closing rate;
- (ii) income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates; and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (the “CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as executive directors that makes strategic decisions.

2 重大會計政策概要(續)

2.3 外幣換算(續)

(c) 集團公司

倘本集團旗下所有實體(均無涉及嚴重通脹經濟的貨幣)的功能貨幣與呈列貨幣不同，則該等實體的業績及財務狀況按以下方式換算為呈列貨幣：

- (i) 每份財務狀況表的資產及負債按收市匯率換算；
- (ii) 各損益表及全面收入表的收入及開支按平均匯率換算；及
- (iii) 所有因此而產生的匯兌差額於其他全面收入中確認。

因收購海外實體而產生的商譽及公平值調整，均作為該海外實體的資產及負債處理，並按收市匯率換算。

2.4 分部報告

經營分部按照與向主要經營決策者(「主要經營決策者」)提供內部報告一致的方式報告。負責分配資源及評估經營分部表現的主要經營決策者已識別為作出戰略決策的執行董事。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of profit or loss during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their costs less their residual values over their estimated useful lives, as follows:

— Motor vehicles	4 years
— Furniture, fittings and equipment	5 years
— Electronic devices	3–5 years
— Buildings	20 years
— Leasehold improvements	the shorter of lease terms or useful lives

The assets' residual value and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised as "Other losses — net" in the statement of profit or loss.

2 重大會計政策概要(續)

2.5 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及減值虧損入賬。歷史成本包括收購該等項目直接應佔的開支。

只有當項目相關的未來經濟利益很可能流入本集團，以及該項目的成本能可靠地計量，後續成本方計入資產的賬面值或確認為獨立資產(如適用)。被替換部分的賬面值會終止確認。所有其他維修保養費用於產生的財務期間於損益表中扣除。

物業、廠房及設備折舊使用直線法計算，按其估計可使用年期分配其成本減其剩餘價值，有關估計可使用年期如下：

— 汽車	4年
— 傢俬、裝置及設備	5年
— 電子設備	3–5年
— 樓宇	20年
— 租賃裝修	租期或可使用年期(以較短者為準)

資產的剩餘價值及可使用年期於各報告期末檢討及調整(如適用)。

倘一項資產的賬面值高於其估計可收回金額，則該項資產的賬面值會即時調減至其可收回金額。

出售產生的收益及虧損乃透過比較所得款項與賬面值而釐定，並於損益表中確認為「其他虧損 — 淨額」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Intangible assets

Licenses

Separately acquired licenses are shown at historic cost. Licences acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Licenses is amortised using the straight-line method to allocate their costs over their estimated useful lives, as follows:

— Licenses	20 years
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2.7 Properties held or under development for sale

Properties held or under development for sale are stated at the lower of cost and net realisable value. Development cost of properties comprises cost of land use rights (including land auction price, other demolition cost to acquire land and resettlement housing construction costs after deducting related government grants), construction costs and borrowing costs incurred during the construction period. Upon completion, the properties under development are transferred to properties held for sale.

Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated costs to completion.

Properties held or under development for sale are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

2 重大會計政策概要(續)

2.6 無形資產

許可證

單獨收購的許可證按歷史成本列示。於業務合併中收購的許可證於收購日期按公允值確認。其擁有有限可使用年期，其後按成本減累計攤銷及減值虧損列賬。

許可證使用直線法攤銷，以將成本分配到估計可使用年期，詳情如下：

— 許可證	20年
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2.7 持作出售或開發中待售物業

持作出售或開發中待售物業按成本與可變現淨值之較低者入賬。物業開發成本包括土地使用權成本(包括土地拍賣價、收購土地的其他拆遷費用及扣除相關政府補助後的安置房建築成本)、建築期間產生的建築成本及借款成本。於竣工後，開發中物業會結轉為持作出售的物業。

可變現淨值計及預期最終變現的價格，減適用變動銷售開支及預期完工成本。

持作出售或開發中待售物業分類為流動資產，惟相關物業發展項目之建築工期預計超出正常經營週期者除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Investment properties

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined by management of the Group at each reporting date taking into account of any available valuation results performed by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the statement of profit or loss as a separate line item.

2 重大會計政策概要(續)

2.8 投資物業

投資物業(主要包括租賃土地及樓宇)就長期租賃收益或資本增值或上述兩個因素而持有,並非由本集團佔用。投資物業亦包括日後用作投資物業的在建或開發中物業。根據經營租賃持有的土地如能符合投資物業其他定義則入賬列作投資物業。在該等情況下,相關經營租賃入賬(猶如其為融資租賃)。投資物業最初按成本(包括相關交易成本及借款成本(倘適用))計量。於初始確認後,投資物業按公平值(相當於本集團管理層經考慮任何可獲得的由外部估值師得出的估值結果後於各報告日期釐定的公開市值)計值。公平值乃按活躍市場價格計算,並就特定資產的性質、位置或狀況的任何差異性作出調整(若必要)。若未能獲得資料,本集團採用較不活躍市場的近期價格或折現現金流量預測等其他替代估值方法。公平值變動按單獨項獨立計入損益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.10 Land use rights

Land in mainland China is state-owned and no individual land ownership right exists. The Group acquired the rights to certain land, and the premiums paid for such rights are recorded as land use rights. Land use rights are classified and accounted for in accordance with the intended use of respective properties as erected on the land.

For properties that are held for own use, corresponding land use rights are regarded as right-of-use assets, and are stated at cost and amortised over the use terms using the straight-line method.

2 重大會計政策概要(續)

2.9 非金融資產減值

具無限可使用年期的無形資產或不可供使用的無形資產無須進行攤銷，並須每年進行減值測試。須予攤銷的資產，當任何事件發生或環境變化顯示其賬面值不可收回時，會檢討該等資產的減值情況。當資產賬面值超逾其可收回金額，則超出的數額將確認為減值虧損。可收回金額指資產公平值減銷售成本與使用價值的較高者。就評估減值而言，資產將分別按可識別現金流量(現金產生單位)的最低層次組合。已減值的非金融資產(商譽除外)於各報告日期檢討是否可能撥回減值。

2.10 土地使用權

中國大陸的土地均為國有，故不存在個人土地所有權。本集團收購若干土地權利並就有關權利支付的出讓金按土地使用權入賬。

土地使用權根據土地上所建相關物業的擬訂用途分類及入賬。對於持作自用的物業，相應的土地使用權被視為使用權資產，且採用直線法按成本列賬並按使用年期進行攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.10 Land use rights (continued)

For properties that are under development and held for sale, corresponding land use rights are accounted for as part of the development costs, and are accounted for in accordance with the policy stated in Note 2.7.

For properties that are held as investment properties, corresponding land use rights are accounted for as part of the costs, and are accounted for in accordance with the policy stated in Note 2.8.

2.11 Investments and other financial assets

2.11.1 Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

2 重大會計政策概要(續)

2.10 土地使用權(續)

對於開發中物業及持作出售物業，相應的土地使用權按部分開發成本列賬並根據附註2.7所載政策入賬。

對持作投資物業的物業而言，相應的土地使用權按部分成本列賬並根據附註2.8所載政策入賬。

2.11 投資及其他金融資產

2.11.1 分類

本集團將其金融資產分為以下計量類別：

- 其後按公平值計量(包括透過其他全面收入或透過損益)的金融資產；及
- 按攤銷成本計量的金融資產。

分類取決於實體管理金融資產的商業模式以及現金流量的合同條款。

對於按公平值計量的資產，收益及虧損將計入損益或其他全面收入。對於債務工具的投資，其收益及虧損計入何處取決於持有該筆投資的商業模式。對於權益工具的投資，其收益及虧損計入何處取決於本集團在進行初始確認時是否作出了權益工具按公平值透過其他全面收入(「按公平值透過其他全面收入」)入賬的不可撤銷之選擇。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Investments and other financial assets (continued)

2.11.1 Classification (continued)

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the consolidated statement of profit or loss.

2.11.2 Recognition and measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classified its debt instruments into the following measurement category:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statement of profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

2 重大會計政策概要(續)

2.11 投資及其他金融資產(續)

2.11.1 分類(續)

本集團只有在改變管理該等資產的商業模式時方會對債務投資進行重新分類。

於初始確認時，本集團按金融資產的公平值加(倘並非按公平值透過損益入賬的金融資產)直接歸屬於金融資產收購的交易成本計量金融資產。按公平值透過損益入賬的金融資產的交易成本於綜合損益表支銷。

2.11.2 確認和計量

債務工具

債務工具的其後計量取決於本集團管理資產的業務模式及該資產的現金流量特徵。本集團將其債務工具分為以下計量類別：

- 攤銷成本：持作收回合同現金流量的資產，倘該等資產現金流量僅指支付的本金及利息，則按攤銷成本計量。其後按攤銷成本計量且並非對沖關係一部分的債務投資的收益或虧損於資產取消確認或減值時在綜合損益表中確認。該等金融資產的利息收入採用實際利率法計入財務收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Investments and other financial assets (continued)

2.11.2 Recognition and measurement (continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/(losses) — net in the consolidated statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at financial assets at fair value through other comprehensive income are not reported separately from other changes in fair value.

2 重大會計政策概要(續)

2.11 投資及其他金融資產(續)

2.11.2 確認和計量(續)

權益工具

本集團其後按公平值計量所有權益投資。倘本集團管理層選擇於其他全面收入列報權益投資的公平值收益及虧損，概無於投資終止確認後重新分類公平值收益及虧損至損益。當本集團有權收取股息付款時，該等投資的股息繼續於綜合損益表確認為其他收入。按公平值透過損益入賬的金融資產公平值變動於綜合損益表確認為其他收益／(虧損) — 淨額(如適用)。按公平值透過其他全面收入入賬的金融資產計量的權益投資的減值虧損(及減值虧損撥回)不會因公平值其他變動而分開列報。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Investments and other financial assets (continued)

2.11.3 Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and financial assets at fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk, Note 3.1(b) details how the Group determines whether there has been a significant increase in credit risk.

Expected credit losses are a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial assets.

For trade receivables and contract costs, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the assets. The provision matrix is determined based on historical observed default rates over the expected life of the contract costs and trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Impairment on other receivables are measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

2 重大會計政策概要(續)

2.11 投資及其他金融資產(續)

2.11.3 金融資產減值

本集團按前瞻性基準評估與按攤銷成本計值的資產及按公平值透過其他全面收入入賬的金融資產有關的預期信貸虧損。應用的減值方法取決於信貸風險是否大幅增加。附註3.1(b)詳述本集團釐定信貸風險是否大幅增加的方法。

預期信貸虧損是在金融資產的預計年期內按信貸虧損的概率加權估計(即所有現金短缺額的現值)。

對於貿易應收款項及合同成本，本集團應用香港財務報告準則第9號容許使用的簡化方法，即於初始確認資產時確認預計年期虧損。撥備矩陣依據具有相似信貸風險特徵的合同成本及貿易應收款項的預計年期內的過往觀察違約率而確定，並就前瞻性估計進行調整。過往觀察違約率於每個報告日期進行更新，並對前瞻性估算的變動進行分析。

其他應收款項的減值按12個月預期信貸虧損或就整個年期的預期信貸虧損計量，視乎信貸風險自初始確認後是否顯著增加。倘應收款項的信貸風險自初始確認後顯著增加，則減值按整個年期的預期信貸虧損計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Investments and other financial assets (continued)

2.11.4 Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount reported in statements of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the relevant company or the counterparty.

2.12 Trade and other receivables

Trade receivables are amounts due from customers for properties sold, leasing of properties or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2 重大會計政策概要(續)

2.11 投資及其他金融資產(續)

2.11.4 抵銷金融資產及負債

當存在一項可依法強制執行的權利可抵銷已確認金額，且有意以淨額基準結算或同時變現資產及償付債務，則金融資產及負債均可予抵銷，並將淨額列報於財務狀況表。法定可執行權利不得依賴未來事件而定，而在一般業務過程中以及倘相關公司或對手方一旦出現違約、無償債能力或破產時亦必須可強制執行。

2.12 貿易及其他應收款項

貿易應收款項是在日常業務過程中向客戶出售物業、租賃物業或提供服務而應收客戶的款項。倘貿易及其他應收款項預期在一年或之內(或如屬較長時間，則以一般營運週期為準)收回，則分類為流動資產，否則呈列為非流動資產。

貿易及其他應收款項初步按公平值確認，其後則以實際利息法按已攤銷成本減去減值撥備計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Contract costs and liabilities and cost for obtaining contracts

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or services to the customer. The combination of those rights and performance obligations gives rise to a net asset or a net liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract costs if the measure of the remaining conditional rights to consideration exceeds the satisfied performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if the measure of the remaining performance obligations exceeds the measure of the remaining rights. Costs such as stamp duty and sales commissions incurred directly attributable to obtaining a contract, if recoverable, are capitalised and recorded in contract costs.

For contracts where the period between the payment by the customer and the transfer of the promised property is different, the transaction price is adjusted for the effects of a financing component, if significant.

2.14 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term, highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated and Company's statements of financial position, bank overdrafts are shown within borrowings in current liabilities.

2 重大會計政策概要(續)

2.13 合同成本及負債以及獲得合同的成本

在與客戶簽訂合同後，本集團獲得向客戶收取代價的權利，並承擔向客戶轉移貨品或服務的履約責任。該等權利和履約責任的組合產生淨資產或淨負債，這取決於剩餘權利與履約責任之間的關係。倘剩餘有條件收取代價權利的計量超過達致的履約責任，則合同為資產且確認為合同成本。反之，倘所計量的剩餘履約責任超過所計量的剩餘權利，則合同為負債且確認為合同負債。直接歸屬於獲得合同產生的印花稅和銷售佣金等成本，倘可收回，則予以資本化並計入合同成本。

對於客戶支付款項與所承諾物業轉移之間期間不同的合同，合同的交易價格因包含融資成份的影響(如重大)而進行調整。

2.14 現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括手頭現金、銀行活期存款、其他原到期日為三個月或以內的短期高流動性投資、以及銀行透支。銀行透支在綜合及本公司財務狀況表的流動負債中的借款內列示。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.15 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2 重大會計政策概要(續)

2.15 股本

普通股歸類為權益。發行新股份或購股權直接有關的增量成本於權益列示為自所得款項扣除稅項的扣減。

2.16 借款

借款最初乃按公平值(扣除已產生的交易成本)確認。借款其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值兩者間的差額乃採用實際利息法於借款期間在損益表予以確認。

於貸款將很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款融資將很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

除非本集團有無條件權利將負債的結算遞延至報告期末後最少十二個月，否則借款分類為流動負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Borrowings costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowings costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.18 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 重大會計政策概要(續)

2.17 借款成本

因收購、興建或生產合資格資產(即須相當長時間方可作擬定用途或出售的資產)而直接產生的一般及特定借款成本歸入該等資產的成本，直至當資產基本上可作擬定用途或出售為止。

特定借款有待用作合資格資產的開支前用作暫時投資所賺得的投資收入會自合資格資本化的借款成本中扣除。

所有其他借款成本乃於產生時於期內的損益確認。

2.18 貿易及其他應付款項

貿易應付款項為於日常業務過程中向供應商購入貨品或服務的應付承擔。倘有關賬款乃於一年或之內(或如屬較長時間，則以一般營運週期為準)到期，貿易及其他應付款項分類為流動負債，否則會按非流動負債呈列。

貿易及其他應付款項初步按公平值確認，其後採用實際利息法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of the statement of financial position in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 重大會計政策概要(續)

2.19 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項於綜合損益表確認，惟與於其他全面收入或直接於權益確認的項目相關除外。於此情況下，稅項亦分別於其他全面收入或直接於權益確認。

(a) 即期所得稅

即期所得稅支出根據本公司及其附屬公司經營業務及產生應課稅收入的國家於財務狀況表日期已頒佈或基本上已頒佈的稅法計算。管理層就適用稅務法例有待詮釋的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機構支付的稅款設定撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Current and deferred income tax (continued)

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, and the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the date of the statement of financial position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 重大會計政策概要(續)

2.19 即期及遞延所得稅(續)

(b) 遞延所得稅

內在差異

遞延所得稅利用負債法確認資產及負債的稅基與資產及負債在綜合財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延稅項負債來自對商譽的初始確認，則不予確認，及若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或虧損，則不作記賬。遞延所得稅採用於財務狀況表日期前已頒佈或基本上已頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債結算時適用的稅率(及稅法)釐定。

遞延所得稅資產僅在日後可能產生應課稅利潤供暫時性差額用作抵銷時予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

2 重大會計政策概要(續)

2.19 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

外在差異

本集團須就附屬公司及聯營公司投資所產生的應課稅暫時性差異計提遞延所得稅負債，惟本集團控制暫時性差異撥回之時間，而且在可預見未來該暫時性差異很可能不會撥回者則除外。一般而言，本集團無法控制聯營公司的暫時性差異撥回。僅在訂有協議賦予本集團權力於可預見未來控制暫時性差異撥回時，方不會就聯營公司的未分派利潤所產生的應課稅暫時性差異確認遞延稅項負債。

僅在暫時性差異可能將於日後撥回，且有充足的應課稅利潤而動用暫時性差異予以抵銷時，方會就因投資附屬公司而產生的可扣減暫時性差異確認遞延所得稅資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Current and deferred income tax (continued)

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20 Employee benefits

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to a certain ceiling.

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government.

The contributions are recognised as employee benefit expenses when they are due.

2 重大會計政策概要(續)

2.19 即期及遞延所得稅(續)

(c) 抵銷

倘有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產及負債與同一稅務機構就一個或多個應課稅實體徵收的所得稅有關，而有關實體有意按淨額基準償付結餘時，遞延所得稅資產與負債將予互相抵銷。

2.20 僱員福利

根據中國的規則及法規，本集團的中國僱員參與由中國有關省市政府組織的各項定額供款退休福利計劃，據此，本集團及中國僱員須每月按僱員薪金的一定百分比向該等計劃作出供款，惟設有若干上限。

省市政府承諾承擔根據上述計劃應付所有現有及日後退休中國僱員的退休福利責任。除按月供款外，本集團並無責任為其僱員支付額外的退休費用及其他退休後福利。該等計劃的資產與本集團資產分開，並由中國政府管理的獨立管理基金持有。

供款於應付時確認為僱員福利開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Provisions

Provisions for legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Financial guarantee liabilities

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued.

2 重大會計政策概要(續)

2.21 撥備

當本集團因過往事件而須承擔現有法律或推定責任，履行責任時很可能引致資源流出及有關金額已作可靠估算時，確認法律申索撥備。

如出現多項類似責任，履行責任時須流出資源的可能性乃經考慮整體責任類別後確定。即使就同一責任類別所包含的任何一個項目而言流出資源的可能性甚微，仍須確認撥備。

撥備乃採用稅前利率按預期履行責任所需開支的現值計量，該稅前利率反映市場當時對貨幣時間價值的評估及該責任的特定風險。因時間流逝而增加的撥備確認為利息開支。

2.22 財務擔保負債

財務擔保合約乃於發出擔保時確認為財務負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Financial guarantee liabilities (continued)

Financial guarantee are initially measured at fair value plus transaction costs that are directly attributable to the issue of the financial guarantee liabilities. After initial recognition, such contracts are measured at the higher of the amount of the loss allowance determined in accordance with HKFRS 9 and the amount initially recognised less cumulative amortisation of income recognised in accordance with HKFRS 15. The fair value of financial guarantees is determined as the present value of the difference in net cash flows between the contractual payments under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Financial guarantee liabilities are derecognised from the consolidated statements of financial position when, and only when, the obligation specified in the contract is discharged or cancelled or expired.

2.23 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sales of properties and services in the ordinary course of the Group's activities. Revenue is shown, net of discounts and after eliminating sales with the Group companies.

2 重大會計政策概要(續)

2.22 財務擔保負債(續)

財務擔保負債初步按公平值加發出財務擔保負債直接產生的交易成本計量。於初始確認後，該等合同乃按根據香港財務報告準則第9號釐定的虧損撥備金額及初始確認金額(以較高者為準)減去根據香港財務報告準則第15號確認的收入累計攤銷計量。財務擔保的公平值乃釐定為根據債務工具作出的合同付款及在沒有擔保下將須作出的付款兩者之間的淨現金流量差額的現值，或就承擔責任而可能須向第三方支付估計金額。

財務擔保負債當且僅當合同列明的責任已解除或註銷或屆滿時方於綜合財務狀況表中終止確認。

2.23 收入確認

收入按在本集團日常業務過程中就銷售物業及服務已收或應收代價的公平值計量。收入按扣除折扣及撇減與本集團公司銷售後列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Revenue recognition (continued)

(a) Sales of properties

Revenues are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

2 重大會計政策概要(續)

2.23 收入確認(續)

(a) 物業銷售

收入乃於資產的控制權轉移至客戶時確認。視乎合同條款及適用於該合同的法律規定，資產控制權可經過一段時間或於某一時間點轉移。倘本集團在履約過程中滿足下列條件，資產的控制權將經過一段時間轉移：

- 提供全部利益，而客戶亦同步收取並消耗有關利益；或
- 隨著本集團履約，創建及提升由客戶控制的資產；或
- 並無創建對本集團而言有其他用途的資產，而本集團可強制執行其權利收回至今已完履約部分的款項。

倘資產的控制權經過一段時間轉移，收入確認將按整個合同期間參考已完成履約責任的進度進行。否則，收入於客戶獲得資產控制權的時間點確認。

完成履約責任的進度根據本集團完成履約責任的付出或投入參考報告期末所產生的合同成本佔各項合同的估計總成本之百分比計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Revenue recognition (continued)

(a) Sales of properties (continued)

For property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the property is accepted by the customer, or deemed as accepted according to the contract, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property, and the Group has present right to payment and the collection of consideration is probable.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

(b) Rental income

Rental income from properties being let under operating leases is recognised on a straight line basis over the lease terms.

(c) Service income

Revenue from services is recognised in the accounting period in which the services are rendered.

2.24 Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

2 重大會計政策概要(續)

2.23 收入確認(續)

(a) 物業銷售(續)

對於在某一時點轉移物業控制權的物業開發銷售合同而言，收入於客戶根據合同接受物業或視作接受物業時(即客戶有能力指示物業的用途並於其後取得該物業的所有餘下利益的時點)且本集團已獲得現時的付款請求權並很可能收回代價時確認。

於釐定交易價時，本集團已就融資部分(尚屬重大)的影響調整已承諾的代價金額。

(b) 租金收入

根據經營租賃出租物業所得租金收入於租期內按直線法確認。

(c) 服務收入

服務收入在提供服務的會計期間確認。

2.24 利息收入

利息收入按時間比例基準以實際利率法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to properties held or under development for sales are presented in the statement of financial position by deducting the grants in arriving at the assets' carrying amounts and are credited to the statement of profit or loss upon the sales of the properties.

2.26 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

2 重大會計政策概要(續)

2.25 政府補助

如有合理保證將獲得政府補助，且本集團將符合所有附帶條件，則政府補助可按公平值確認。

與成本有關的政府補助遞延入賬，並於擬補償的成本與之匹配所需期間在損益表中確認。

與持作出售或開發中待售物業有關的政府補助乃於計算資產賬面值時透過扣減該補助於財務狀況表中列示，並在物業銷售時記入損益表。

2.26 租賃

租賃於租賃資產可供本集團使用當日獲確認為使用權資產及相應負債。

合同可能包含租賃及非租賃組成部分。本集團按照租賃及非租賃組成部分相應的獨立價格，將合同代價分配至租賃及非租賃組成部分。然而，就本集團為承租人的房地產租賃而言，其選擇將租賃及非租賃組成部分入賬為單一租賃組成部分，並無將兩者區分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 Leases (continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 重大會計政策概要(續)

2.26 租賃(續)

租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃優惠
- 基於指數或利率的可變租賃付款，採用於開始日期的指數或利率初步計量
- 本集團於剩餘價值擔保下預計應付的金額
- 倘本集團合理確定行使購買選擇權，則為該選擇權的行使價，及
- 倘租期反映本集團行使該選擇權，則支付終止租賃的罰款。

根據合理確定延續選擇權支付的租賃付款亦計入負債計量之內。

租賃付款採用租賃所隱含的利率予以貼現。倘無法輕易確定該利率(為本集團租賃的一般情況)，則使用承租人的增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產具有類似價值的資產所需資金所必須支付的利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 Leases (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally amortised over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

2 重大會計政策概要(續)

2.26 租賃(續)

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動
- 進行特定於租約的調整，例如期限、國家、貨幣及抵押。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初始計量金額
- 於開始日期或之前作出的任何租賃付款減所獲得的任何租賃優惠
- 任何初始直接成本，及
- 修復成本。

使用權資產一般於資產可使用年期或租期(以較短者為準)按直線法計算折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.26 Leases (continued)

Payments associated with short-term leases of vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise motor vehicles.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.27 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2.28 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares

2 重大會計政策概要(續)

2.26 租賃(續)

與汽車的短期租賃及所有低價值資產租賃相關的付款以直線法於損益中確認為開支。短期租賃指租期為12個月或少於12個月的租賃。低價值資產包括汽車。

本集團以出租人身份從經營租賃獲取的租賃收入於租期內以直線法於收入內確認入賬。獲取經營租賃產生的初始直接成本會加入相關資產的賬面值，並於租期內以確認租賃收入的相同基準確認為開支。個別租賃資產按其性質計入財務狀況表。採納新租賃準則後，本集團毋須對以出租人身份持有資產的會計處理作任何調整。

2.27 股息分派

向本公司股東作出的股息分派於本公司股東或董事(若適合)批准派息的期間內在本集團及本公司的財務報表中確認為負債。

2.28 每股盈利

(i) 每股基本盈利

每股基本盈利乃除以下項目後計算得出：

- 本公司擁有人應佔利潤(扣除普通股以外之任何服務權益成本)

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.28 Earnings per share (continued)

(i) Basic earnings per share (continued)

- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Where the number of ordinary shares outstanding increases as a result of a capitalisation, bonus issue or share split, or decreases as a result of a reverse share split, the calculation of basic and diluted earnings per share for all periods presented will be adjusted retrospectively.

2.29 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

2 重大會計政策概要(續)

2.28 每股盈利(續)

(i) 每股基本盈利(續)

- 除以財政年度內已發行普通股加權平均數，並就年內已發行普通股(不包括庫存股份)的股利調整。

(ii) 每股攤薄盈利

每股攤薄盈利調整用於釐定每股基本盈利的數字，以計及：

- 利息的除所得稅後影響及與潛在攤薄普通股有關的其他融資成本，及
- 假設轉換所有潛在攤薄普通股，將會發行在外的額外普通股加權平均數。

倘在外流通普通股數目因資本化、紅股發行或股份拆細而增加，或因儲備股份拆細而減少，則所有呈列期間的每股基本及攤薄盈利的計算將作回溯性調整。

2.29 個別財務報表

於附屬公司的投資按成本減去減值列賬。成本包括投資的直接歸屬成本。本公司按已收及應收股息基準將附屬公司的業績入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.29 Separate financial statements (continued)

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

Impairment testing of the investments in subsidiaries is also required in accordance with Note 2.9.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks comprising market risk (including foreign exchange risk, fair value interest rate risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

2 重大會計政策概要(續)

2.29 個別財務報表(續)

倘自附屬公司投資收取的股息超出宣派股息期間該附屬公司的全面收入總額，或倘個別財務報表的投資賬面值超出綜合財務報表所示被投資公司的資產淨值(包括商譽)的賬面值，則須於收取股息時對附屬公司投資進行減值測試。

對附屬公司的投資亦需按照附註2.9進行減值測試。

3 金融風險管理

3.1 金融風險因素

本集團活動涉及多類金融風險，包括市場風險(包括外匯風險、公平值利率風險及現金流量利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃針對金融市場的不可預計因素，並致力將對本集團財務表現的潛在負面影響減至最低。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(a) Market risk

(i) Foreign exchange risk

The Group is engaged in the development, sale and management of properties solely in the PRC with almost all transactions denominated in RMB. In addition, the majority of the Group's assets and liabilities are denominated in RMB. Accordingly, the Group is not exposed to significant foreign currency risk, except for certain bank deposits denominated in Hong Kong Dollar ("HKD").

Fluctuation of the exchange rates for HKD against RMB will affect the Group's result of operations. The Group currently does not have a foreign currency hedging policy. However, management closely monitors the foreign exchange exposure and will take actions when necessary.

As at 31 December 2022, if HKD had weakened/strengthened by 5% against RMB, all other variables held constant, post-tax profit of the Group for the year 2022 would have been lower/higher by RMB36,000 (2021: post-tax profit lower/higher by RMB41,000), mainly as a result of foreign exchange loss/gain from bank deposits denominated in HKD.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 市場風險

(i) 外匯風險

本集團僅在中國從事物業開發、銷售及管理業務，而幾乎所有交易均以人民幣計值。此外，本集團絕大多數資產及負債均以人民幣計值。因此，本集團並無面臨重大外幣風險，惟本公司部分銀行存款以港元(「港元」)計值除外。

港元兌人民幣匯率波動將會影響本集團的經營業績。本集團目前並無外匯對沖政策。然而，管理層密切監控外匯風險並將在必要情況下採取行動。

於2022年12月31日，倘港元兌人民幣貶值／升值5%，而所有其他變量維持不變，則本集團於2022年的稅後利潤將減少／增加人民幣36,000元(2021年：稅後利潤減少／增加人民幣41,000元)，乃主要因以港元計值的銀行存款產生外匯虧損／收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Except for bank deposits with stable interest rates, the Group has no other significant interest-bearing assets.

The Group's exposure to changes in interest rates is mainly attributable to its borrowings from banks and non-bank third party lenders. Borrowings at variable rates expose the Group to cash flow interest rate risk. Borrowings at fixed rates expose the Group to fair value interest rate risk. The Group has not hedged its cash flow or fair value interest rate risk. The interest rates and terms of repayments of borrowings are disclosed in Note 18, Note 19 and Note 20.

Management does not anticipate significant impact to interest-bearing assets resulting from changes in interest rates, as the interest rates of bank deposits are not expected to change significantly.

The Group's profit or loss are sensitive to higher/lower interest expenses from borrowings at floating rates as a result of changes in interest rates.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公平值利率風險

本集團的收入及經營現金流量基本上不受市場利率變動影響。除具有穩定利率的銀行存款外，本集團並無其他重大計息資產。

本集團所承擔的利率變動風險主要涉及其自銀行及非銀行第三方貸款人獲得的借款。以浮動利率計息的借款使本集團承受現金流量利率風險。以固定利率計息的借款使本集團承受公平值利率風險。本集團並無對沖其現金流量或公平值利率風險。借款的利率及還款條款披露於附註18、附註19及附註20。

由於預計銀行存款的利率不會出現重大變化，因此管理層預期利率變動不會對計息資產造成重大影響。

本集團損益受利率變動引起的浮息借款利息開支增加／減少所影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

- (ii) Cash flow and fair value interest rate risk (continued)

		Impact on post-tax profit 對稅後利潤的影響	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Interest rates — increase by 50 basis points	利率 — 上升50個基點	(18)	(23)
Interest rates — decrease by 50 basis points	利率 — 下降50個基點	18	23

(b) Credit risk

The Group has no significant concentrations of credit risk. The carrying amounts of bank deposits, trade and other receivables, contract costs and financial guarantee contracts included in the consolidated statements of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 市場風險(續)

- (ii) 現金流量及公平值利率風險(續)

		Impact on post-tax profit 對稅後利潤的影響	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Interest rates — increase by 50 basis points	利率 — 上升50個基點	(18)	(23)
Interest rates — decrease by 50 basis points	利率 — 下降50個基點	18	23

(b) 信貸風險

本集團並無重大信貸集中風險。銀行存款、貿易及其他應收款項、合同成本及財務擔保合同於綜合財務狀況表的賬面值為本集團有關其金融資產的最高信貸風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(i) Bank deposits

Cash transactions are limited to high-credit-quality financial institutions. The table below shows the bank deposit balances as at 31 December 2022 and 2021:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Counterparty	對手方		
— Deposits in the four major state-owned banks of the PRC	— 於中國四大國有銀行的存款	239,777	233,847
— Deposits in other listed banks of the PRC	— 於中國其他上市銀行的存款	78,963	104,351
— Deposits in other banks	— 於其他銀行的存款	82,393	89,508
		401,133	427,706

Management does not expect any losses from non-performance of these counterparties.

現金交易僅限於高信譽、高質素金融機構。下表顯示於2022年及2021年12月31日的銀行存款結餘：

管理層預期不會出現因該等對手方未履約而產生任何損失的情況。

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(i) 銀行存款

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Financial guarantees

The Group has policies in place to ensure that sales are made to purchasers with an appropriate financial strength and appropriate percentage of down payments. The Group has arranged bank financing for certain purchasers of the Group's property units and provided guarantees to secure obligations of such purchasers for repayments. If a purchaser defaults on the payment of its mortgage loan during the guarantee period, the bank holding the guarantee may demand the Group to repay the outstanding principal of the loan and any interest accrued thereon. Under such circumstances, the Group is entitled to take over the legal title and possession of the related properties after the relevant legal procedures to recover any amounts paid by the Group to the bank. In this regard, the directors consider that the Group's credit risk is significantly reduced.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(ii) 財務擔保

本集團已制訂有關政策，以確保向具備適當財務實力並按合適百分比支付首期的買家作出銷售。本集團已為本集團物業單位的若干買家安排銀行融資，並提供擔保以確保該等買家履行還款責任。倘買家於擔保期內未能支付按揭貸款，持有擔保的銀行可要求本集團償還未償還的貸款本金及其任何應計利息。在此情況下，本集團於相關法律程序後有權接管相關物業的合法業權及所有權，以收回本集團向銀行支付的任何款項。就此而言，董事認為，本集團的信貸風險得以大幅降低。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Financial guarantees (continued)

The Group has granted guarantees to an associated company of the Group (Note 35(b)). If the associated company defaults on the repayment of loans to major shareholder on schedule, the major shareholder of the associated company might demand the Group to repay certain outstanding balance and interests accrued thereon. Under such circumstances, the Group is entitled to obtain future repayment from the associated company through sales of its properties under development or properties held for sales. The directors consider the associate company has sufficient assets for the repayment so that the credit risk is limited.

The Group has provided certain pledges of its investment properties, properties held or under development for sale for bank borrowings of certain third parties (Note 35(c)) and a related party (Note 35(d)) (collectively referred to as "borrowers"). For four of these pledges, the Group obtained counter-guarantees from the borrowers' related parties and the remaining pledges were related to the suppliers of the Group. If the third parties and the related party default on the repayment of loans to bank on schedule, the bank might demand the Group to repay certain outstanding balance and interests accrued thereon. Under such circumstances, the Group has the right to demand repayment from the borrower's related parties or to offset such amount against the account payables due to the suppliers of the Group. Therefore, the directors consider the credit risk of these pledges is limited.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(ii) 財務擔保(續)

本集團已向本集團一間聯營公司授出擔保(附註35(b))。倘聯營公司未能按時間表向主要股東償還貸款，聯營公司的主要股東可能會要求本集團償還若干未償還結餘及就此應計的利息。在有關情況下，本集團有權透過銷售開發中物業或持作出售物業，向聯營公司取得未來還款。董事認為聯營公司擁有足夠資產進行還款，故信貸風險有限。

本集團以其投資物業、持作出售或開發中待售物業為若干第三方(附註35(c))及一名關聯方(附註35(d))(統稱「借款人」)之銀行借款提供若干質押。就其中四項質押而言，本集團已向借款人關聯方取得反擔保，而餘下質押則與本集團供應商有關聯。倘第三方及關聯方未能如期償還銀行貸款，有關銀行可能會向本集團索討若干未償還結餘連同應計利息，則在該情況下，本集團有權向借款人之關聯方索討或自應付本集團供應商之款項抵銷有關金額。因此，董事認為該等質押的信貸風險有限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(iii) Trade receivables and contract costs

The Group applies the simplified approach to provide for expected losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses provision for all trade receivables and contract costs.

The Group reviews regularly the recoverable amount of each individual trade receivables and contract costs to ensure the adequate impairment losses are made for irrecoverable amount. Credit is only granted to customers with sufficient financial strength. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Therefore, credit risks of the Group from sales of properties and lease of properties are limited.

The loss allowance provision for those balance was not material for the years ended 31 December 2022 and 2021.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(iii) 貿易應收款項及合同成本

本集團採用簡化方法就香港財務報告準則第9號所規定的預期虧損計提撥備，該準則容許就有關所有貿易應收款項及合同成本使用整個年期的預期虧損撥備。

本集團會定期檢討每筆個別貿易應收款項及合同成本的可收回金額，以確保就不可收回款項作出足夠減值虧損撥備。信貸僅授予具有足夠財務實力的客戶。本集團亦設有其他監察程序，以確保採取後續行動以收回逾期債務。因此，本集團出售物業及出租物業的信貸風險有限。

截至2022年及2021年12月31日止年度，該等結餘的虧損撥備並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (iv) Other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable)

The Group closely monitors these other receivables to ensure actions are taken to recover these balances in the case of any risk of default.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected loss. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

- (iv) 其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)

本集團密切監察該等其他應收款項，以確保在出現違約風險時可採取措施收回該等結餘。

於各報告期間，本集團考慮初始確認資產時的違約概率以及信貸風險是否持續大幅增加。為評估信貸風險是否顯著增加，本集團將資產在報告日期發生的違約風險與初始確認日期的違約風險進行比較。本集團已進行歷史分析，並確定影響信貸風險及預期虧損的主要經濟變數。本集團考慮了可獲得的合理且具有支持性的前瞻性資料。特別是已包含下列指標：

- 內部信用評級
- 外部信用評級
- 預期會導致債務人履行其責任的能力發生重大變化的業務、財務或經濟狀況的實際或預期重大不利變動

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(iv) Other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable) (continued)

- actual or expected significant changes in the operating results of the borrower
- significant increases in credit risk on other financial instruments of the same debtor
- significant changes in the expected performance and behavior of the debtor, including changes in the payment status of debtor in the Group and changes in the operating results of the debtor

A default on a financial asset is when the counterparty fails to make contractual payments within 365 days of when they fall due.

The Group uses four categories for other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable) which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are aligned to external credit ratings.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(iv) 其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)(續)

- 借款人的經營業績的實際或預期重大變化
- 同一債務人的其他金融工具的信貸風險顯著增加
- 債務人的預期表現和行為發生重大變化，包括本集團債務人付款狀況的變化以及債務人經營業績的變化

金融資產的違約是指對手方未能在到期後365天內支付合同款項。

本集團將其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)分為四類，此乃反映其信貸風險以及確定各類別虧損撥備的方法。該等內部信貸風險評級與外部信用評級一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (iv) Other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable) (continued)

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

Category 類別	Group definition of category 類別的組別界定	Basis for recognition of expected credit loss provision 確認預期信貸虧損撥備的基準
Performing 正常	Customers have a low risk of default and a strong capacity to meet contractual cash flow 客戶違約風險較低，並且具有滿足合同現金流量的實力	12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime. 預計12個月的虧損。倘資產的預期年期少於12個月，則預期虧損按其預期年期計量。
Underperforming 關注	Receivables for which there is a significant increase in credit risk; as significant increase in credit risk presumed if interest and/or principal repayments are more than 30 days past due 應收款項涉及的信貸風險顯著增加；同時倘利息及／或本金還款逾期超過30天則預測信貸風險大幅增加	Lifetime expected losses 整個年期內的預期虧損
Non-performing 不良	Interest and/or principal repayments are more than 365 days past due 利息及／或本金還款逾期超過365天	Lifetime expected losses 整個年期內的預期虧損
Write-off 撇銷	Interest and/or principal repayments are more than 2 years past due and there is no reasonable expectation of recovery 利息及／或本金還款逾期超過2年，並且合理預期無法收回	Asset is written-off 撇銷資產

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

- (iv) 其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)
(續)

支持本集團預期信貸虧損模型的假設摘要如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (iv) *Other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable) (continued)*

The Group accounts for its credit risk by appropriately providing for expected losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

The Group writes off those receivables, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include ceasing enforcement activity.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

- (iv) *其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)(續)*

本集團通過及時適當地就預期虧損計提撥備來說明其信貸風險。在計算預期信貸虧損比率時，本集團考慮各類應收款項的過往虧損比率，並根據前瞻性宏觀經濟數據作出調整。

本集團在竭盡全力進行實際收回且最終認為無合理預計收回的可能時撤銷全部或部分該等應收款項。合理預期無法收回的指標包括停止執行活動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (iv) Other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable) (continued)

As at 31 December 2022, the loss allowance provision was determined as follows:

		As at 31 December 2022 於2022年12月31日			
		Expected loss rate	Gross carrying amount	Impairment provision	Carrying amount (net of impairment provision)
		預期損失率	賬面總值	減值撥備	賬面值(扣除 減值撥備)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current	即期	0.11%-1.79%	224,598	(1,266)	223,332
More than 30 days past due	逾期超過30天	0.5%-1.79%	17,251	(145)	17,106
More than 365 days past due	逾期超過365天	20.0%	5,387	(1,078)	4,309
More than 2 years past due	逾期超過兩年	100.0%	55,055	(55,055)	—
			302,291	(57,544)	244,747

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

- (iv) 其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)(續)

於2022年12月31日，虧損撥備釐定如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (iv) Other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable) (continued)

As at 31 December 2021, the loss allowance provision was determined as follows:

		Expected loss rate	Gross carrying amount	Impairment provision	Carrying amount (net of impairment provision)
		預期損失率	賬面總值	減值撥備	賬面值(扣除 減值撥備)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current	即期	0.11%–1.79%	251,957	(1,048)	250,909
More than 30 days past due	逾期超過30天	0.5%–1.79%	43,058	(318)	42,740
More than 365 days past due	逾期超過365天	20.0%	2,619	(526)	2,093
More than 2 years past due	逾期超過兩年	100.0%	56,063	(56,063)	—
			353,697	(57,955)	295,742

The allowance recognised in profit or loss for impairment provision of other receivables for the years ended 31 December 2022 and 2021 are disclosed in Note 26.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

- (iv) 其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)(續)

於2021年12月31日，虧損準備撥備釐定如下：

As at 31 December 2021
於2021年12月31日

截至2022年及2021年12月31日止年度就其他應收款項的減值虧損於損益內確認的準備乃披露於附註26。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (iv) Other receivables (excluding prepaid tax and surcharges and value-added-tax recoverable) (continued)

The loss allowances for other receivables as at 31 December reconcile to the opening loss allowances as follows:

		Other receivables 其他應收款項	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Opening loss allowance at 1 January	於1月1日的期初虧損撥備	57,955	56,862
Increase during the year	年內增加	889	2,100
Written off during the year as uncollectible	年內撇銷為不可收回	—	(1,007)
Receipt of receivables provided in prior years	收取過往年度計提的應收款項撥備	(1,300)	—
Ending loss allowance at 31 December	於12月31日的期末虧損撥備	57,544	57,955

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

- (iv) 其他應收款項(不包括預付稅項及附加費以及可收回的增值稅)(續)

於12月31日的其他應收款項虧損撥備與期初虧損撥備之對賬如下:

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(c) Liquidity risk

Management of the Group aims to maintain sufficient cash through internally generated sales proceeds and an adequate amount of committed credit facilities to meet its operation needs and commitments in respect of property projects.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 流動資金風險

本集團管理層旨在透過內部銷售所得款項及充足的承諾信貸融資額維持足夠現金以滿足其物業項目的營運需求和承諾。

下表乃根據於財務狀況表日期至合同到期日的剩餘期間，按相關到期組別分析本集團金融負債。表內披露的金額為合同未貼現現金流量。

		Within 1 year 1年內 RMB'000 人民幣千元	Between 1 and 2 years 1至2年 RMB'000 人民幣千元	Between 2 and 5 years 2至5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2022	於2022年12月31日					
Bank borrowings	銀行借款	193,000	64,000	66,500	—	323,500
Interest payments on bank borrowings	銀行借款的利息付款	18,425	9,700	1,947	—	30,247
Trade and other payables	貿易及其他應付款項	1,984,235	—	—	—	1,958,722
Other long-term borrowings	其他長期借款	198,840	134,468	12,537	—	345,845
Interest payments on other long-term borrowings	其他長期借款的利息付款	25,167	3,568	865	—	54,938
Other current borrowings	其他流動借款	3,500	—	—	—	3,500
Interest payments on other current borrowings	其他流動借款的利息付款	181	—	—	—	181
Lease liabilities	租賃負債	5,362	4,999	9,285	1,923	21,569
		2,428,710	216,735	91,134	1,923	2,738,502

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

		Within 1 year 1年內 RMB'000 人民幣千元	Between 1 and 2 years 1至2年 RMB'000 人民幣千元	Between 2 and 5 years 2至5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2021	於2021年12月31日					
Bank borrowings	銀行借款	107,800	156,200	—	—	264,000
Interest payments on bank borrowings	銀行借款的利息付款	18,836	6,031	—	—	24,867
Trade and other payables	貿易及其他應付款項	1,738,262	—	—	—	1,738,262
Other long-term borrowings	其他長期借款	124,377	97,000	151,000	—	372,377
Interest payments on other long-term borrowings	其他長期借款的利息付款	58,945	25,504	13,658	—	98,107
Other current borrowings	其他流動借款	56,580	—	—	—	56,580
Interest payments on other current borrowings	其他流動借款的利息付款	5,848	—	—	—	5,848
Lease liabilities	租賃負債	4,717	4,545	11,050	3,332	23,644
		2,115,365	289,280	175,708	3,332	2,583,685

Note: Interests on bank borrowings, long-term borrowings and other current borrowings are calculated based on borrowings held as at 31 December 2022 and 2021, respectively. Floating-rate interests are estimated using the prevailing interest rates as at 31 December 2022 and 2021, respectively.

附註：銀行借款利息、長期借款及其他流動借款的利息乃根據於2022年及2021年12月31日分別持有的借款計算。浮動利息乃分別使用於2022年及2021年12月31日的現行利率估算。

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 流動資金風險(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings, including interest bearing borrowings from related parties and third parties, lease liabilities less cash and cash equivalents. Total capital is calculated as total equity, as shown in the consolidated statement of financial position, plus net debt.

3 金融風險管理(續)

3.2 資本風險管理

本集團資本管理的目標是確保本集團能持續經營，以為股東帶來回報，並維持最優資本架構以減少資本成本。

為維持或調整資本架構，本集團可調整支付予股東的股息金額、發行新股份或出售資產以減少債務。

本集團以槓桿比率為基準監察其資本。該比率按債務淨額除以資本總額計算，而債務淨額按借款總額(包括來自關聯方及第三方的計息借款、租賃負債)扣減現金及現金等價物計算，資本總額則按綜合財務狀況表列賬的權益總額加上債務淨額計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management (continued)

The gearing ratios at 31 December 2022 and 2021 were as follows:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Borrowings (Note 18)	借款(附註18)	323,500	264,000
Other long-term borrowings (Note 20)	其他長期借款(附註20)	345,845	372,377
Other current borrowings (Note 19)	其他流動借款(附註19)	3,500	56,580
Lease liabilities (Note 6(b))	租賃負債(附註6(b))	20,650	20,908
Total borrowings	借款總額	693,495	713,865
Less: Cash and cash equivalents (Note 14)	減：現金及現金等價物 (附註14)	(221,059)	(281,489)
Net debt	債務淨額	472,436	432,376
Total equity	權益總額	1,873,467	1,845,460
Total capital	資本總額	2,345,903	2,277,836
Gearing ratio	槓桿比率	20.14%	18.98%

3 金融風險管理(續)

3.2 資本風險管理(續)

於2022年及2021年12月31日的槓桿比率如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

See Note 8 for disclosures of the investment properties that are measured at fair value.

3 金融風險管理(續)

3.3 公平值估計

下表按公平值計量的估值技術所用輸入數據的層級分析本集團按公平值入賬的金融工具。有關輸入數據乃按下文所述而分類歸入公平值架構內的三個層級：

- 同類資產或負債於活躍市場上的報價(未經調整)(第1層)。
- 計入第1層內報價以外的資產或負債的可觀察輸入數據，不論直接(即價格)或間接(即衍生自價格)(第2層)。
- 非基於可觀察市場數據的資產或負債輸入數據(即不可觀察輸入數據)(第3層)。

按公平值計值的投資物業的披露請參閱附註8。

		Level 1 第1層	Level 2 第2層	Level 3 第3層	Total 總計
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial assets at fair value through profit or loss	按公平值透過損益入賬的金融資產				
At 31 December 2022	於2022年12月31日	—	—	—	—
At 31 December 2021	於2021年12月31日	6,155	—	—	6,155

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (continued)

		Level 1 第1層 RMB'000 人民幣千元	Level 2 第2層 RMB'000 人民幣千元	Level 3 第3層 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Investment properties	投資物業				
At 31 December 2022	於2022年12月31日	—	—	122,520	122,520
At 31 December 2021	於2021年12月31日	—	—	124,680	124,680

There were no transfers between levels 1 and 2 for the years ended 31 December 2022 and 2021.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

3 金融風險管理(續)

3.3 公平值估計(續)

截至2022年及2021年12月31日止年度，第1層與第2層之間並無轉撥。

在活躍市場買賣的金融工具的公平值乃根據報告日期的市場報價計算。倘該報價可容易或定期取自交易所、經銷商、經紀、行業集團、股價服務或監管機構，而該等報價反映實際及定期按公平原則進行的市場交易，該市場則視為活躍。

並非於活躍市場買賣的金融工具(例如場外衍生工具)的公平值乃使用估值技術釐定。估值技術盡量利用可觀察市場數據(如有)，盡量少依賴實體的特定估計。如計算一金融工具的公平值所需的所有重大輸入數據為可觀察數據，則該金融工具列入第2層。

如一項或多項重大輸入數據並非根據可觀察市場數據，則該金融工具列入第3層。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (continued)

As the financial assets at fair value through profit or loss held by the Group are security assets traded in active market whose fair value is based on quoted market price at reporting date. Therefore, they are included in level 1.

The investment properties are not traded in active markets nor does the fair value determined by using valuation techniques that maximise the use of observable market data. Therefore, they are included in level 3.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

The management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

3 金融風險管理(續)

3.3 公平值估計(續)

由於本集團持有的按公平值透過損益入賬的金融資產為在活躍市場買賣的證券資產，其公平值乃根據於報告日期的市場報價計算。因此，其計入第1層。

投資物業並非在活躍市場買賣或通過最大程度使用可觀察市場數據的估值技術釐定公平值。因此，其計入第3層。

4 重要會計估計及判斷

估計及判斷會被持續評估，並以過往經驗及其他因素作為基礎，包括在目前情況下相信對未來事件的合理預期。

管理層對未來作出估計及假設。所得的會計估計理論上難以與相關的實際結果相同。會導致下個財政年度內資產及負債賬面值作出重大調整的重大風險的估計及假設現討論如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.1 Revenue recognition

Revenue from sales of properties is recognised over time when the Group's performance do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date; otherwise, revenue is recognised at a point in time when the buyer obtains control of the completed property. The Group may not change or substitute the property unit or redirect the property unit for another use due to the contractual restrictions with the customer and thus the property unit does not have an alternative use to the Group. However, whether there is an enforceable right to payment depends on the terms of sales contract and the interpretation of the applicable laws that apply to the contract.

4 重要會計估計及判斷(續)

4.1 收入確認

當本集團的履約並無創造一項對本集團具有替代用途的資產，並且本集團具有就迄今為止已完成的履約部分獲得客戶付款的可執行權利，則隨時間確認物業銷售收入；否則當買方取得竣工物業的控制權時於某個時間點確認收入。由於與客戶存在合同限制，本集團不得更改或替換物業單位或將物業單位重新定向為另一用途，因此物業單位對本集團並無替代用途。然而，是否存在可強制執行的支付權取決於銷售合同的條款以及適用於合同的適用法律的詮釋。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.2 Development costs directly attributable to property development activities

The Group estimates property construction costs upon recognition of respective costs of sales. Such estimates are substantiated by detailed budgetary information as developed by the management, and will be assessed periodically, as the constructions progress. Should these estimates depart from their actual finalised costs, such differences would affect the accuracy of costs of sales recognised.

4.3 Provision for impairment of properties held or under development for sale

The management makes provision for impairment of properties held or under development for sale based on the estimate of the net realisable amount of the properties. Determination of net realisable amount of the properties involved critical accounting estimates on the selling price, variable selling expenses and the estimated costs to completion. Management estimates the selling price based on the prevailing market conditions; the variable selling expenses based on certain percentage of selling price; and the costs to completion based on the project budget approved by management. Given the volatility of the property market in the PRC, the actual net realisable amount may be higher or lower than the estimate made as at the end of the reporting period. Any increase or decrease in the provision would affect the Group's operating performance in future years.

4 重要會計估計及判斷(續)

4.2 物業開發活動直接應佔的開發成本

本集團於確認各自銷售成本後估計物業建築成本。有關估計由管理層制定的詳細預算信息證實，並將隨建設進度進行定期評估。若該等估計與其實際最終成本有差異，則有關差異將影響已確認銷售成本的準確性。

4.3 持作出售或開發中待售物業減值撥備

管理層根據持作出售或開發中待售物業的估計可變現淨值就其計提減值撥備。物業可變現淨值的釐定涉及有關售價、可變銷售開支及估計竣工成本的重要會計估計。管理層根據現行市況估計售價；根據售價的某一百分比估計可變銷售開支；及根據經管理層審批的項目預算估計竣工成本。鑑於中國物業市場的波動，實際可變現淨值可能高於或低於報告期末的估計。撥備的任何增加或減少將對本集團未來數年的經營表現產生影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.4 Land appreciation tax of the PRC

The Group is subject to land appreciation tax in the PRC. However, since the implementation and settlement of the tax varies among various tax jurisdictions in cities of the PRC, significant judgement is required in determining the amount of the land appreciation tax. The Group recognises the land appreciation tax based on management's best estimates according to its understanding of the interpretation of tax rules and latest practice of local tax jurisdictions in the cities where the Group's projects are located. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the current income tax and the deferred income tax provision in the periods in which such taxes have been finalised with local tax authorities.

4.5 Current and deferred income tax

The Group is subject to corporate income tax in the PRC. Significant judgement is required in determining the provision for corporate income tax. There are transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that we initially recorded, such difference will impact the current income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

4 重要會計估計及判斷(續)

4.4 中國土地增值稅

本集團須繳納中國土地增值稅。然而，由於中國各個城市的不同徵稅區的稅項徵收及支付有所差異，於釐定土地增值稅金額時須作出重大判斷。管理層按其對本集團項目所在城市地方稅務機構的稅務規則及最新常規的詮釋的理解作出最佳估計，本集團據此確認土地增值稅。最終稅款可能有別於最初錄得的金額，而有關差額將影響於地方稅務機構確定該等稅項期間的即期所得稅及遞延所得稅撥備。

4.5 當期及遞延所得稅

本集團須繳納中國企業所得稅。在釐定企業所得稅的撥備時須作出重大判斷。在日常業務過程中，多項交易及計算方式均會導致未能確定最終所定稅項。倘該等事項的最終稅款與最初錄得的款額有所差異，有關差額將會影響釐定稅項期間的即期所得稅及遞延稅項撥備。

與若干臨時差額及稅項虧損有關的遞延稅項資產，可在管理層認為日後將有應課稅利潤可供抵銷臨時差額或稅項虧損的情況下確認。其實際利用結果可能不同。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.6 Fair value of investment properties

The best evidence of fair value is current prices in an active market for the properties with similar lease and other contracts. In the absence of such information, the management determines the amount within a range of reasonable fair value estimates. In making its estimation, the management considers information from a variety of sources including:

- (a) Current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences,
- (b) Recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and,
- (c) Discounted cash flow projections based on reliable estimates of future cash flows, derived from the term of any existing lease and other contract and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessment of the uncertainty in the amount and timing of the cash flows.

The Group assesses the fair value of its investment properties based on valuations determined by independent professional qualified valuers, which were based on income approach and by reference to comparable price in an active market.

4 重要會計估計及判斷(續)

4.6 投資物業的公平值

公平值的最佳憑證為類似租約及其他合同於物業當時活躍市場上的價格。在缺乏該等資料的情況下，管理層在合理公平值估計的範圍內釐定金額。在作出估計時，管理層考慮不同來源的資料，包括：

- (a) 性質、狀況或地點不同(或受不同租約或其他合同規限)的物業當時於活躍市場上的價格(須就各項差異作出調整)；
- (b) 較不活躍市場所提供類似物業的近期價格(該價格會作出調整，以反映自按該等價格進行交易的日期起經濟狀況的任何轉變)；及
- (c) 根據對未來現金流量進行的可靠估計而預測的貼現現金流量，而該等預測乃基於任何現有租約與其他合同的條款及(如在可能情況下)外在憑證(如地點及狀況相同的類似物業當時市值租金)，並採用足以反映當時市場對無法肯定的有關現金流量金額及時間進行評估的貼現率計算。

本集團根據獨立專業合資格估值師基於收入法及參考活躍市場的可比較價格而釐定的估值評估其投資物業的公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

4.6 Fair value of investment properties (continued)

At 31 December 2022 and 2021, the key assumptions used by the valuer in determining fair value were as follows:

		As at 31 December 於12月31日	
		2022 2022年	2021 2021年
Term yield	年期回報率	3.5%–7.00%	3.5%–7.00%
Reversionary yield	復歸回報率	4%–7.50%	4%–7.50%

4.7 Regulated bank accounts and restricted bank deposit

The Group is engaged in property development and pre-sale activities. In order to ensure entities to use presale proceeds properly for timely completion of the property development, various local government authorities as well as banks may have certain requirements for entities to deposit the presale proceeds in their regulated bank accounts. The use of the proceeds may need review and approvals from the government authorities and banks, and certain percentage of bank deposits are required to be maintained in the bank until completion of the property projects, thus might be considered as restricted. However, since these requirements and their implementations are varied in different cities, significant judgement is required in determining the amount of restricted bank deposits. The Group makes assessment based on the current local requirements, historic experiences in the review and approval process, as well as continuous communication with local relevant authorities and banks, to determine if these proceeds deposited in the regulated bank accounts are still cash and cash equivalents. Once local requirements or their implementation measures are changed, the Group will make reassessment and adjustments might be considered necessary.

4 重要會計估計及判斷(續)

4.6 投資物業的公平值(續)

於2022年及2021年12月31日，估值師於釐定公平值時使用的主要假設如下：

		As at 31 December 於12月31日	
		2022 2022年	2021 2021年
Term yield	年期回報率	3.5%–7.00%	3.5%–7.00%
Reversionary yield	復歸回報率	4%–7.50%	4%–7.50%

4.7 受規管銀行賬戶及受限制銀行存款

本集團從事物業開發及預售活動。為確保實體妥為使用預售所得款項以及時完成物業發展項目，多個地方政府當局以及銀行可能會要求實體將預售所得款項存入其受規管銀行賬戶。所得款項的用途可能需要政府當局及銀行審閱及批准，而實體亦須將銀行存款的若干百分比存放於銀行，直至完成物業項目為止。因此，銀行存款可能會被視為受限制。然而，由於不同城市有不同規定及執法要求，於釐定受限制銀行存款時須作出重大判斷。本集團根據目前當地的要求、審批過程的過往經驗，並與當地有關當局及銀行持續溝通，從而進行評估以確定這些存放在受監管銀行賬戶中的款項是否仍然是現金和現金等價物。一旦當地要求或執法措施有變動，本集團將作出重新評估，並可能認為有需要作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION

The executive directors have been identified as the CODM. Management has determined the operating segments based on the reports reviewed by the executive directors, which are used to allocate resources and assess performance.

The Group is principally engaged in property development in the PRC. The CODM reviews the operating results of the business as one segment to make decision about resources to be allocated. Revenue and profit after income tax are the measures reported to the executive directors for the purpose of resources allocation and performance assessment.

The major operating entities of the Group are domiciled in the PRC. All of the Group's revenue are derived in the PRC for the years ended 31 December 2022 and 2021.

As at 31 December 2022 and 2021, all of non-current assets of the Group were located in the PRC.

There was no revenue derived from a single external customer that accounts for 10% or more of the Group's revenues for the years ended 31 December 2022 and 2021.

5 分部資料

執行董事已被確認為主要經營決策者。管理層已根據執行董事所審閱用於分配資源及評估表現的報告釐定經營分部。

本集團主要在中國從事物業開發。主要經營決策者按一個分部審閱業務的經營業績，以就資源如何分配作出決策。向執行董事呈報以用作資源分配及表現評估的指標為收入及除所得稅後利潤。

本集團的主要營運實體位於中國。截至2022年及2021年12月31日止年度，本集團的全部收入均源自中國。

於2022年及2021年12月31日，本集團的全部非流動資產均位於中國。

截至2022年及2021年12月31日止年度，來自單一外部客戶的收入並無佔本集團收入的10%或以上。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 PROPERTY, PLANT AND EQUIPMENT

6 物業、廠房及設備

		Buildings	Motor vehicles	Electronic devices	Furniture, fittings and equipment	Leasehold improvements	Total
		樓宇	汽車	電子設備	傢俬、裝置及設備	租賃裝修	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於2021年1月1日						
Cost	成本	21,993	34,177	8,804	4,233	23,432	92,639
Accumulated depreciation	累計折舊	(6,319)	(26,132)	(5,618)	(2,686)	(6,116)	(46,871)
Net book amount	賬面淨值	15,674	8,045	3,186	1,547	17,316	45,768
Year ended 31 December 2021	截至2021年12月31日止年度						
Opening net book amount	年初賬面淨值	15,674	8,045	3,186	1,547	17,316	45,768
Additions	添置	–	1,260	2,143	719	1,335	5,457
Disposals (Note 33(b))	出售(附註33(b))	–	(12)	(21)	(15)	–	(48)
Depreciation charge (Note 26)	折舊費用(附註26)	(907)	(2,658)	(1,918)	(453)	(3,263)	(9,199)
Closing net book amount	年末賬面淨值	14,767	6,635	3,390	1,798	15,388	41,978
At 31 December 2021	於2021年12月31日						
Cost	成本	21,993	35,425	10,926	4,937	24,767	98,048
Accumulated depreciation	累計折舊	(7,226)	(28,790)	(7,536)	(3,139)	(9,379)	(56,070)
Net book amount	賬面淨值	14,767	6,635	3,390	1,798	15,388	41,978
Year ended 31 December 2022	截至2022年12月31日止年度						
Opening net book amount	年初賬面淨值	14,767	6,635	3,390	1,798	15,388	41,978
Additions	添置	–	3,074	1,077	226	–	4,377
Disposals (Note 33(b))	出售(附註33(b))	–	(246)	(5)	(7)	(546)	(804)
Depreciation charge (Note 26)	折舊費用(附註26)	(907)	(2,242)	(2,023)	(474)	(2,888)	(8,534)
Closing net book amount	年末賬面淨值	13,860	7,221	2,439	1,543	11,954	37,017
At 31 December 2022	於2022年12月31日						
Cost	成本	21,993	38,010	11,908	5,075	24,221	101,207
Accumulated depreciation	累計折舊	(8,133)	(30,789)	(9,469)	(3,532)	(12,267)	(64,190)
Net book amount	賬面淨值	13,860	7,221	2,439	1,543	11,954	37,017

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation charge of the Group has been included in administrative expenses for the years ended 31 December 2022 and 2021.

Buildings with carrying amount of approximately RMB13,549,000 as at 31 December 2022 (2021: RMB14,406,000) were pledged as collateral for the Group's borrowings (Note 18).

6(b) Leases

(i) Amounts recognised in the consolidated statement of finance position

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Right-of-use assets	使用權資產		
Buildings	樓宇	17,047	19,673
Vehicles	汽車	—	48
		17,047	19,721
Lease liabilities	租賃負債		
Current	即期	7,209	4,717
Non-current	非即期	13,441	16,191
		20,650	20,908

6 物業、廠房及設備(續)

截至2022年及2021年12月31日止年度，本集團的折舊費用已計入行政開支。

於2022年12月31日，賬面值約為人民幣13,549,000元的樓宇獲質押作為本集團獲授借款的抵押品(2021年：人民幣14,406,000元)(附註18)。

6(b) 租賃

(i) 於綜合財務狀況表確認的金額

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

6(b) Leases (continued)

(ii) Amounts recognised in the consolidated statement of profit or loss

	Notes 附註	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Amortisation of right-of-use assets			
Buildings	樓宇	(4,416)	(4,596)
Vehicles	汽車	(24)	(48)
	26	(4,440)	(4,644)
Interest expenses (included in finance costs)	27	1,137	1,237
Expenses relating to short-term leases (included in administrative expenses)		206	37
Expenses relating to leases of low-value assets that are not shown above as short-term leases (included in administrative expenses)		24	15

The total cash outflows for leases in 2022 was RMB3,154,000 (2021: RMB6,304,000).

(iii) The Group's leasing activities and how these are accounted for

The Group's leases are mainly for offices. Rental contracts are typically made for fixed periods of 1 to 10 years. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

6 物業、廠房及設備(續)

6(b) 租賃(續)

(ii) 於綜合損益表確認的金額

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Amortisation of right-of-use assets		
Buildings	(4,416)	(4,596)
Vehicles	(24)	(48)
	(4,440)	(4,644)
Interest expenses (included in finance costs)	1,137	1,237
Expenses relating to short-term leases (included in administrative expenses)	206	37
Expenses relating to leases of low-value assets that are not shown above as short-term leases (included in administrative expenses)	24	15

2022年的租賃現金流出總額為人民幣3,154,000元(2021年:人民幣6,304,000元)。

(iii) 本集團的租賃活動及如何進行入賬

本集團的租賃主要用於辦公室。租賃合同的固定期限通常定在1至10年。租賃協議並無施加任何契諾，惟出租人持有的租賃資產內的擔保權益除外。租賃資產不得用作借款的擔保品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 INTANGIBLE ASSETS

7 無形資產

		Licences 許可證 <i>RMB'000</i> 人民幣千元	Total 總計 <i>RMB'000</i> 人民幣千元
Year ended 31 December 2021 截至2021年12月31日止年度			
Opening net book amount	期初賬面淨值	—	—
Acquisition of a subsidiary (a)	收購附屬公司(a)	14,553	14,553
Amortisation charge	攤銷費用	—	—
Closing net book amount	期末賬面淨值	14,553	14,553
At 31 December 2021 於2021年12月31日			
Cost	成本	14,553	14,553
Accumulated amortisation	累計攤銷	—	—
Net book amount	賬面淨值	14,553	14,553
Year ended 31 December 2022 截至2022年12月31日止年度			
Opening net book amount	期初賬面淨值	14,553	14,553
Amortisation charge	攤銷費用	(728)	(728)
Closing net book amount	期末賬面淨值	13,825	13,825
At 31 December 2022 於2022年12月31日			
Cost	成本	14,553	14,553
Accumulated amortisation	累計攤銷	(728)	(728)
Net book amount	賬面淨值	13,825	13,825

(a) During the year ended 31 December 2021, the Group signed an agreement with an independent third party, pursuant to which, the Group acquired 60% interests of Henan Hengzhi Architectural Engineering Design Co., Ltd.*, a design company with the major asset of a design license.

(a) 於截至2021年12月31日止年度，本集團與一名獨立第三方簽署協議，據此，本集團收購河南恒致建築工程設計有限公司（一間擁有設計牌照之重大資產的設計公司）60%的權益。

* English name for identification only

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES

8 投資物業

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Opening balance	年初結餘	124,680	94,050
Transfer from properties held or under development for sale (a)	轉撥自持作出售或開發中待售物業(a)	—	31,778
Net losses from fair value adjustment	公平值調整的虧損淨額	(2,160)	(1,148)
Closing balance	年末結餘	122,520	124,680

Amounts recognised in profit or loss for investment properties

就投資物業確認於損益的金額

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Fair value gains resulting from transfer from properties held or under development for sale to investment properties (a)	將持作出售或開發中待售物業轉撥至投資物業之公平值收益(a)	—	9,198
Net losses from fair value adjustment	公平值調整的虧損淨額	(2,160)	(1,148)
Net fair value losses/(gains) on investment properties	投資物業的公平值虧損/(收益)淨額	(2,160)	8,050
Rental income arising from investment properties	投資物業產生的租金收入	6,695	5,152

Note:

(a) For the year ended 31 December 2022, no properties were transferred from properties held or under development for sale to investment properties (2021: RMB22,580,000).

附註:

(a) 於截至2022年12月31日止年度，概無物業由持作出售或開發中待售物業轉撥至投資物業(2021年：人民幣22,580,000元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Fair value hierarchy

Fair value of the investment properties located in the PRC at 31 December 2022 and 2021 using significant unobservable inputs (level 3) are amounting to RMB122,520,000 and RMB124,680,000, respectively.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

There were no transfers between levels 1, 2 and 3 for the years ended 31 December 2022 and 2021.

Valuation processes of the Group

The Group's investment properties were valued at 31 December 2022 and 31 December 2021 by an independent professionally qualified valuers, Vincorn Consulting and Appraisal Limited who hold recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, the fair value are measured at their highest and best use.

Valuation techniques

The Group has eight investment properties as at 31 December 2022 (2021: eight), all of which are located in Henan Province, the PRC.

The valuation of investment properties was determined using the income approach (term and reversionary method) which was based on capitalisation rate derived from an analysis of existing tenancies.

There were no changes to the valuation techniques for the years ended 31 December 2022 and 2021.

8 投資物業(續)

公平值層級

於2022年及2021年12月31日，採用重大不可觀察輸入數據(第3層)計算位於中國的投資物業的公平值分別為人民幣122,520,000元及人民幣124,680,000元。

本集團政策為於導致轉撥的事件或情況變動日期確認公平值層級轉入及轉出。

截至2022年及2021年12月31日止年度，第1、2及3層之間並無進行轉撥。

本集團的估值程序

本集團的投資物業於2022年12月31日及2021年12月31日由獨立專業合資格估值師泓亮諮詢及評估有限公司進行估值，該估值師持有獲認可的相關專業資格及具備所估值投資物業所在位置及分部的近期經驗。所有投資物業乃就其目前最有效及最佳方式計量公平值。

估值技術

本集團於2022年12月31日擁有八處投資物業(2021年：八處)，全部位於中國河南省。

投資物業的估值乃採用收入法(年期及復歸法)根據將現有租約之分析得出的資本化率釐定。

截至2022年及2021年12月31日止年度，估值技術並無變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3):

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料：

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property I	31 December 2022: RMB3,040,000 31 December 2021: RMB3,160,000	Income approach (term and reversionary method)	Term yield	Term yield of 7% (2021: 7%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業一	2022年12月31日： 人民幣3,040,000元 2021年12月31日： 人民幣3,160,000元	收入法(年期及復歸法)	年期回報率	年期回報率7%(2021年：7%)，經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高，則公平值越低
			Reversionary yield	Reversionary rate of 7.5% (2021: 7.5%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率7.5%(2021年：7.5%)，經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高，則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB8.10 (2021: RMB8.27) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣8.10元(2021年：人民幣8.27元)，使用直接市場比較及經計及位置及其他個別因素，例如臨街、物業規模及設施。	市場單位租金越高，則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料：(續)

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property II	31 December 2022: RMB19,900,000 31 December 2021: RMB20,500,000	Income approach (term and reversionary method)	Term yield	Term yield of 6.5% (2021: 6.5%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業二	2022年12月31日： 人民幣19,900,000元 2021年12月31日： 人民幣20,500,000元	收入法(年期及復歸法)	年期回報率	年期回報率6.5%(2021年：6.5%)，經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高，則公平值越低
			Reversionary yield	Reversionary rate of 7% (2021: 7%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率7%(2021年：7%)，經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高，則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB45 (2021: RMB45) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣45元(2021年：人民幣45元)，使用直接市場比較及經計及位置及其他個別因素，例如臨街、物業規模及設施。	市場單位租金越高，則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料:(續)

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property III	31 December 2022: RMB7,750,000 31 December 2021: RMB8,010,000	Income approach (term and reversionary method)	Term yield	Term yield of 4% (2021: 4%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業三	2022年12月31日: 人民幣7,750,000元 2021年12月31日: 人民幣8,010,000元	收入法(年期及復歸法)	年期回報率	年期回報率4%(2021年:4%),經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高,則公平值越低
			Reversionary yield	Reversionary rate of 4% (2021: 4%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率4%(2021年:4%),經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高,則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB60 (2021: RMB62) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣60元(2021年:人民幣62元),使用直接市場比較及經計及位置及其他個別因素,例如臨街、物業規模及設施。	市場單位租金越高,則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料：(續)

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property IV	31 December 2022: RMB42,000,000 31 December 2021: RMB42,600,000	Income approach (term and reversionary method)	Term yield	Term yield of 4.5% (2021: 4.5%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業四	2022年12月31日： 人民幣42,000,000元 2021年12月31日： 人民幣42,600,000元	收入法(年期及復歸法)	年期回報率	年期回報率4.5%(2021年：4.5%)，經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高，則公平值越低
			Reversionary yield	Reversionary rate of 5% (2021: 5%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率5%(2021年：5%)，經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高，則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB18 (2021: RMB18.5) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣18元(2021年：人民幣18.5元)，使用直接市場比較及經計及位置及其他個別因素，例如臨街、物業規模及設施。	市場單位租金越高，則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料:(續)

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property V	31 December 2022: RMB9,880,000 31 December 2021: RMB10,000,000	Income approach (term and reversionary method)	Term yield	Term yield of 5.5% (2021: 5.5%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業五	2022年12月31日: 人民幣9,880,000元 2021年12月31日: 人民幣10,000,000元	收入法(年期及復歸法)	年期回報率	年期回報率5.5%(2021年: 5.5%)，經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高，則公平值越低
			Reversionary yield	Reversionary rate of 6% (2021: 6%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率6%(2021年: 6%)，經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高，則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB20.7 (2021: RMB21.3) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣20.7元(2021年: 人民幣21.3元)，使用直接市場比較及經計及位置及其他個別因素，例如臨街、物業規模及設施。	市場單位租金越高，則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料：(續)

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property VI	31 December 2022: RMB8,170,000 31 December 2021: RMB8,320,000	Income approach (term and reversionary method)	Term yield	Term yield of 3.5% (2021: 3.5%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業六	2022年12月31日： 人民幣8,170,000元 2021年12月31日： 人民幣8,320,000元	收入法(年期及復歸法)	年期回報率	年期回報率3.5%(2021年：3.5%)，經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高，則公平值越低
			Reversionary yield	Reversionary rate of 4% (2021: 4%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率4%(2021年：4%)，經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高，則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB16.2 (2021: RMB16.5) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣16.2元(2021年：人民幣16.5元)，使用直接市場比較及經計及位置及其他個別因素，例如臨街、物業規模及設施。	市場單位租金越高，則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料:(續)

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property VII	31 December 2022: RMB30,120,000 31 December 2021: RMB30,400,000	Income approach (term and reversionary method)	Term yield	Term yield of 3.5% (2021: 3.5%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業七	2022年12月31日: 人民幣30,120,000元 2021年12月31日: 人民幣30,400,000元	收入法(年期及復歸法)	年期回報率	年期回報率3.5%(2021年:3.5%)，經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高，則公平值越低
			Reversionary yield	Reversionary rate of 4% (2021: 4%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率4%(2021年:4%)，經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高，則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB15.3 (2021: RMB16.1) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣15.3元(2021年:人民幣16.1元)，使用直接市場比較及經計及位置及其他個別因素，例如臨街、物業規模及設施。	市場單位租金越高，則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料：(續)

Description	Fair value as at	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
說明	於下列日期的公平值	估值技術	不可觀察輸入數據	不可觀察輸入數據範圍	不可觀察輸入數據與公平值的關係
Property VIII	31 December 2022: RMB1,660,000 31 December 2021: RMB1,690,000	Income approach (term and reversionary method)	Term yield	Term yield of 3.5% (2021: 3.5%), taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received.	The higher the term yield, the lower the fair value
物業八	2022年12月31日： 人民幣1,660,000元 2021年12月31日： 人民幣1,690,000元	收入法(年期及復歸法)	年期回報率	年期回報率3.5%(2021年：3.5%)，經計及可比較物業產生的回報率及就反映已取得及將收取年期收入的確定性作出調整。	年期回報率越高，則公平值越低
			Reversionary yield	Reversionary rate of 4% (2021: 4%), taking into account annual unit market rental income and unit market value of the comparable properties.	The higher the reversionary yield, the lower the fair value
			復歸回報率	復歸回報率4%(2021年：4%)，經計及可比較物業的年度單位市場租金收入及單位市值。	復歸回報率越高，則公平值越低
			Market unit rent of individual unit	Market unit rent is RMB11.94 (2021: RMB12.3) per square meter per month, using direct market comparable and taking into account of location and other individual factors, such as road frontage, size of property and facilities.	The higher the market unit rent, the higher the fair value
			個別單位的市場單位租金	市場單位租金每月每平方米人民幣11.94元(2021年：人民幣12.3元)，使用直接市場比較及經計及位置及其他個別因素，例如臨街、物業規模及設施。	市場單位租金越高，則公平值越高

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT PROPERTIES (CONTINUED)

Information about fair value measurements as at 31 December 2022 and 2021 using significant unobservable inputs (level 3): (continued)

If the reversionary yield increase or decrease by 10% from the parameter used by the qualified valuer, the fair value of the investment properties as at 31 December 2022 and 2021 would have been as follows:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Investment properties increase/(decrease)	投資物業增加/(減少)		
– 10 percent increase in reversionary yield	– 復歸回報率增加10% yield	(5,275)	(5,428)
– 10 percent decrease in reversionary yield	– 復歸回報率減少10% yield	6,026	6,221

There will be no significant change for the fair value of the investment properties as at 31 December 2022 and 2021 if the term yield increase or decrease by 10% from the parameter used by the qualified valuer.

As at 31 December 2022 and 2021, the Group had no unprovided contractual obligations for future repairs and maintenance. Operating expenses relating to investment properties are immaterial to the Group.

The Group measured deferred tax relating to the temporary differences of these investment properties by adopting the tax rates and the tax bases that are consistent with the expected manner of recovery of these investment properties (Note 23).

As at 31 December 2022, investment properties with fair value of approximately RMB1,851,000 (2021: RMB44,473,000) were pledged as collateral for the Group's borrowings (Note 18) and RMB30,969,000 (2021: RMB31,787,000) were pledged as collateral for third parties' borrowings.

8 投資物業(續)

有關於2022年及2021年12月31日使用重大不可觀察輸入數據(第3層)公平值計量的資料:(續)

倘復歸回報率按合資格估值師採用的參數計算增加或減少10%，於2022年及2021年12月31日的投資物業公平值如下所示：

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Investment properties increase/(decrease)	投資物業增加/(減少)		
– 10 percent increase in reversionary yield	– 復歸回報率增加10% yield	(5,275)	(5,428)
– 10 percent decrease in reversionary yield	– 復歸回報率減少10% yield	6,026	6,221

倘年期回報率按合資格估值師採用的參數計算增加或減少10%，於2022年及2021年12月31日的投資物業公平值並無重大變動。

於2022年及2021年12月31日，本集團並無有關未來維修及維護的未撥備合同責任。有關投資物業的經營開支對本集團而言並不重大。

本集團通過採用符合預計收回該等投資物業方式的稅率及稅基計量有關該等投資物業的臨時差額的遞延稅項(附註23)。

於2022年12月31日，公平值約人民幣1,851,000元的投資物業(2021年：人民幣44,473,000元)已作為抵押品被抵押以取得本集團的借款(附註18)，而公平值約人民幣30,969,000元(2021年：人民幣31,787,000元)的投資物業已作為第三方借款抵押品被抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 AN INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

9 使用權益法入賬的投資

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Opening balance (a)	年初結餘(a)	—	20,042
Addition (b)	添置(b)	—	—
Less: Accrual of provision (a)	減：應計撥備(a)	—	(13,000)
Impairment charge during the year (Note 25(a)) (a)	年內減值開支(附註25(a)) (a)	—	(7,042)
Ending balance	年末結餘	—	—

Notes:

(a) On 3 August 2020, the Group's investment in Xuchang Xujian Real Estate Company Limited* ("Xuchang Xujian") has been approved by the board of Xuchang Xujian. The Group contributed an initial investment of RMB20,042,000 by cash consideration in return of 20% shares holding of Xuchang Xujian, and obtained significant influence over Xuchang Xujian. Xuchang Xujian was classified as an associate. As at 31 December 2022, the change of Industry and Commerce Registration for Xuchang Xujian has yet to be completed. Full provision of RMB20,042,000 has been provided as at 31 December 2022 and 2021.

(b) On 16 March 2022, the Group and Weidu Investment Company Limited* ("Weidu Investment") entered into a share transfer agreement. The Group agreed to transfer 49% equity interests in Xuchang Hengzhu Real Estate Development Company Limited* ("Xuchang Hengzhu") to Weidu Investment with zero consideration. On 30 August 2022, the Group further transferred 10% equity interests of Xuchang Hengzhu to Weidu Investment with zero consideration. Upon completion of the transfers, the Group held 41% equity interests in Xuchang Hengzhu and lose control of Xuchang Hengzhu, which becomes an associated company of the Group. The Group recognised a gain of RMB203,000 arising from the disposal of equity interests of Xuchang Hengzhu during the year 2022.

* English name for identification purpose only.

附註：

(a) 於2020年8月3日，本集團於許昌許建置業有限公司(「許昌許建」)的投資已獲許昌許建董事會批准。本集團以現金代價方式貢獻了初始投資金額人民幣20,042,000元，以換取許昌許建的20%股份的擁有權，並取得許昌許建的重大控制權。許昌許建獲分類為聯營公司。於2022年12月31日，尚未完成於國家工商行政管理局辦理許昌許建的投資者登記資料的手續。於2022年及2021年12月31日，已計提全數撥備人民幣20,042,000元。

(b) 於2022年3月16日，本集團及許昌魏都投資有限公司(「魏都投資」)訂立了股份轉讓協議。本集團同意無償地將其於許昌恒築房地產開發有限公司(「許昌恒築」)擁有的49%股權轉讓予魏都投資。於2022年8月30日，本集團進一步無償地將其於許昌恒築擁有的10%股權轉讓予魏都投資。於完成轉讓後，本集團於許昌恒築持有41%股權，並失去了許昌恒築的控制權(其成為了本集團的聯營公司)。於2022年，本集團從出售許昌恒築股權錄得收益約人民幣203,000元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 PREPAYMENTS FOR LEASEHOLD LAND

The Group made prepayments of RMB232,990,000 as at 31 December 2022 (2021: RMB80,490,000) for the acquisition of leasehold land, which will be transferred to properties under development for sale upon receipt of ownership certificates or commencement of development activities.

Among the above leasehold lands with prepayments, the remaining costs for one of the lands with amount of RMB102,696,000, which should be paid before 28 February 2023, were not yet paid as of the date of approval of the consolidated financial statements and the Group has applied extension of payment scheme to the local government.

11 PROPERTIES HELD OR UNDER DEVELOPMENT FOR SALE

Balances of properties held or under development for sale are as follows:

10 租賃土地預付款項

於2022年12月31日，本集團就收購租賃土地作出預付款項人民幣232,990,000元(2021年：人民幣80,490,000元)。該款項將於收到土地使用權的所有權證或開展開發活動後轉撥至開發中待售物業。

在上述涉及預付款項的租賃土地當中，其中一幅土地的剩餘成本人民幣102,696,000元應在2023年2月28日之前支付，惟於批准本綜合財務報表日期仍未支付，故本集團已向當地政府申請延長付款計劃。

11 持作出售或開發中待售物業

持作出售或開發中待售物業結餘如下：

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Properties under development for sale	開發中待售物業	6,525,842	7,373,350
Properties held for sale	持作出售物業	2,077,631	1,629,347
		8,603,473	9,002,697
Less: Provision for impairment in values of properties held for sale	減：持作出售物業的減值撥備	(118,201)	(87,549)
		8,485,272	8,915,148

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 PROPERTIES HELD OR UNDER DEVELOPMENT FOR SALE (CONTINUED)

Properties held or under development for sale comprise:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Land use rights and demolition and resettlement costs after deducting related government grants	於扣除相關政府補助後的土地使用權及拆遷和安置費用	3,011,579	3,745,632
Construction costs and capitalised expenditures	建築成本及資本化開支	5,395,616	5,017,553
Interest capitalised (a)	資本化利息(a)	196,278	239,512
		8,603,473	9,002,697
Less: Provision for decline in values of properties held for sale	減：持作出售物業的減值撥備	(118,201)	(87,549)
		8,485,272	8,915,148

Note:

(a) Interest rate of capitalised borrowing costs for the year ended 31 December 2022 was 8.36% (2021: 7.99%) per annum.

11 持作出售或開發中待售物業(續)

持作出售或開發中待售物業包括：

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Land use rights and demolition and resettlement costs after deducting related government grants	於扣除相關政府補助後的土地使用權及拆遷和安置費用	3,011,579	3,745,632
Construction costs and capitalised expenditures	建築成本及資本化開支	5,395,616	5,017,553
Interest capitalised (a)	資本化利息(a)	196,278	239,512
		8,603,473	9,002,697
Less: Provision for decline in values of properties held for sale	減：持作出售物業的減值撥備	(118,201)	(87,549)
		8,485,272	8,915,148

附註：

(a) 截至2022年12月31日止年度，資本化借款年利率為8.36%（2021年：7.99%）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 PROPERTIES HELD OR UNDER DEVELOPMENT FOR SALE (CONTINUED)

Movements of properties held or under development for sale are as follows:

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
At beginning of the year	年初	9,002,697	7,024,785
Additions	添置	2,007,269	3,892,848
Costs of properties recognised in profit or loss	在損益中確認的物業成本	(2,406,493)	(1,892,356)
Transfer to investment properties	轉撥至投資物業	—	(22,580)
At end of the year	年末	8,603,473	9,002,697

Movements on the provision for impairment in values of properties held for sale are as follows:

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
At beginning of the year	年初	87,549	63,714
Provision for impairment in values of properties held for sale	持作出售物業的減值撥備	36,230	25,534
Provision realised upon sales	出售後變現的撥備	(5,578)	(1,699)
At end of the year	年末	118,201	87,549

11 持作出售或開發中待售物業(續)

持作出售或開發中待售物業變動如下：

該等持作出售物業減值撥備的變動如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 PROPERTIES HELD OR UNDER DEVELOPMENT FOR SALE (CONTINUED)

Management expects that the amounts of these properties held or under development for sale as of 31 December 2022 and 2021 will be recognised as cost from sales of properties during the following periods:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amounts are expected to be recovered:	預期將收回金額：		
Within 12 months	12個月以內	2,507,182	1,240,256
Beyond 12 months	超過12個月	6,096,291	7,762,441
		8,603,473	9,002,697

The properties held or under development for sale are all located in the PRC.

As at 31 December 2022, the Group's certain properties held or under development for sale amounting to RMB885,720,000 (2021: RMB1,034,461,000) were pledged as collateral for the Group's bank borrowings (Note 18) and other long-term borrowings (Note 20).

As at 31 December 2022, the Group's certain properties held or under development for sale amounting to RMB137,397,000 (2021: RMB128,497,000) were pledged as collateral for certain third parties' and a related party's borrowings.

11 持作出售或開發中待售物業(續)

管理層預計該等持作出售或開發中待售物業截至2022年及2021年12月31日的金額將於以下期間確認為物業銷售的成本：

	2022	2021
	2022年	2021年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Amounts are expected to be recovered:		
Within 12 months	2,507,182	1,240,256
Beyond 12 months	6,096,291	7,762,441
	8,603,473	9,002,697

持作出售或開發中待售物業均位於中國。

於2022年12月31日，本集團若干人民幣885,720,000元(2021年：人民幣1,034,461,000元)的持作出售或開發中待售物業已作為抵押品被抵押以取得本集團的銀行借款(附註18)及其他長期借款(附註20)。

於2022年12月31日，本集團若干人民幣137,397,000元(2021年：人民幣128,497,000元)的持作出售或開發中待售物業已作為若干第三方及一名關聯方的借款的抵押品被抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

12 貿易及其他應收款項和預付款項

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	—	—
Prepayments of construction costs (a)	建築成本預付款項(a)	142,557	74,675
Tender deposits and other deposits (b)	招標按金及其他按金(b)	157,027	39,590
Receivable from project service (c)	項目服務應收款項(c)	54,140	55,440
Amount due from a related party (Note 36)	應收關聯方款項 (附註36)	40,060	—
Costs relating to demolition and resettlement activities recoverable from government (d)	可自政府收回的與拆遷和安置活動有關的成本(d)	41,712	52,639
Prepaid tax and surcharges (e)	預付稅項及附加費(e)	23,296	24,970
Value-added-tax deductible	可抵扣增值稅	12,873	4,370
Temporary funding receivables (f)	應收臨時資金款項(f)	5,007	203,507
Others	其他	4,345	2,521
		338,460	383,037
Total of trade and other receivables and prepayments	貿易及其他應收款項和預付款項總額	481,017	457,712
Less: Allowance for impairment of trade and other receivables	減：貿易及其他應收款項減值撥備	(57,544)	(57,955)
		423,473	399,757

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (CONTINUED)

Notes:

- (a) Prepayments of construction costs represent the prepaid construction costs, which will be transferred to properties under development for sale.
- (b) The balance represents deposits for bidding of land use rights, project development and migrant wages and housing maintenance fund for properties held for sale of the Group.
- (c) Receivable from project service represent the outstanding balance recoverable from customer for the construction costs and project management fees incurred. The Group manages the construction projects on behalf of certain customers, and earns a pre-determined service fee for the services provided. The balance has been fully impaired due to long-ageing.
- (d) The balances represent demolition and resettlement costs paid on behalf of and recoverable from the government.
- (e) Prepaid tax and surcharges are levied when the Group receives advances from customers and the prepaid taxes and surcharges are recorded as prepayments before the relevant revenue is recognised.
- (f) Temporary funding receivables as at 31 December 2021 are mainly non-interest bearing receivables from Yuzhou Finance Bureau and Weidu Investment, among which, RMB75,000,000 were received during 2022 and RMB123,500,000 were transferred to tender deposits for land development.

12 貿易及其他應收款項和預付款項 (續)

附註：

- (a) 建築成本預付款項指預付建築成本，該等款項將轉撥至開發中待售物業。
- (b) 該結餘主要指競投土地使用權的投標按金、項目發展及移工工資，以及本集團持作出售物業的住房維修基金。
- (c) 項目服務應收款項指就產生的建築成本及項目管理費用可自客戶收回的尚未收回結餘。本集團代表若干客戶管理建設項目並賺取預先釐定的所提供服務的服務費。由於有關結餘的賬齡較長，其已全數減值。
- (d) 該結餘指代表政府支付的拆遷和安置費用以及可自政府收回的款項。
- (e) 預付稅項及附加費乃於本集團向客戶收取墊款時徵收，而預付稅項及附加費於相關收入獲確認前記錄為預付款項。
- (f) 於2021年12月31日，應收臨時資金款項主要為應收禹州市財政局及魏都投資的不計息款項，其中，人民幣75,000,000元於2022年收取，而人民幣123,500,000元獲轉撥至招標按金作土地開發用途。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (CONTINUED)

The loss allowance provision for other receivables as at 31 December 2022 and 2021 are reconciled to the opening loss allowance for that provision as follows:

		Other receivables 其他應收款項 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	56,862
Provision for loss allowance recognised in profit or loss (Note 26)	於損益中確認的虧損準備撥備 (附註26)	2,100
Written off during the year as uncollectible	於年內撇銷為不可收回	(1,007)
At 31 December 2021	於2021年12月31日	57,955
At 1 January 2022	於2022年1月1日	57,955
Provision for loss allowance recognised in profit or loss (Note 26)	於損益中確認的虧損準備撥備 (附註26)	889
Written off during the year as uncollectible	於年內撇銷為不可收回	—
Receipt of receivables provided in prior years (Note 26)	收取過往年度計提的應收款項撥備 (附註26)	(1,300)
At 31 December 2022	於2022年12月31日	57,544

The maximum exposure to credit risk at the end of each reporting date is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral security.

As at 31 December 2022 and 2021, the fair value of trade and other receivables approximates their carrying amounts.

As at 31 December 2022 and 2021, the carrying amounts of trade and other receivables are all denominated in RMB.

12 貿易及其他應收款項和預付款項 (續)

於2022年及2021年12月31日，其他應收款項的虧損準備撥備與該撥備的期初虧損準備對賬如下：

於各報告日期結束時承受的最大信貸風險為上述各類應收款項的賬面值。本集團並無持有任何抵押品。

於2022年及2021年12月31日，貿易及其他應收款項的公平值與其賬面值相若。

於2022年及2021年12月31日，貿易及其他應收款項的賬面值全部以人民幣計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

13 按公平值透過損益入賬的金融資產

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Listed securities — held-for-trading	上市證券 — 持作買賣		
Equity securities — PRC (a)	股本證券 — 中國(a)	—	155
Wealth management products (b)	財富管理產品(b)	—	6,000
		—	6,155

Note:

- (a) Financial assets at fair value through profit or loss represent shares listed in the PRC for trading purpose.
- (b) Wealth management products are mainly investments in financial products issued by commercial banks. The fair values of these investments approximated their carrying values as at 31 December 2021.

附註：

- (a) 按公平值透過損益入賬的金融資產指在中國上市的作交易目的的股份。
- (b) 財富管理產品主要為商業銀行發行的金融產品的投資。於2021年12月31日，該等投資的公平值與其賬面值相若。

14 CASH AND BANK BALANCES

14 現金及銀行結餘

(a) Cash and cash equivalents

(a) 現金及現金等價物

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Cash at banks	銀行存款	220,355	280,870
Cash on hand	手頭現金	704	619
Cash and cash equivalents	現金及現金等價物	221,059	281,489

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 CASH AND BANK BALANCES (CONTINUED)

(a) Cash and cash equivalents (continued)

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Cash at banks and on hand	銀行存款及手頭現金		
— denominated in RMB	— 以人民幣計值	220,340	279,725
— denominated in HKD	— 以港元計值	719	1,764
Cash and cash equivalents	現金及現金等價物	221,059	281,489

The Group's bank balances consist of bank deposits carrying interests at floating rates based on daily bank deposit rates.

14 現金及銀行結餘(續)

(a) 現金及現金等價物(續)

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Cash at banks and on hand	銀行存款及手頭現金		
— denominated in RMB	— 以人民幣計值	220,340	279,725
— denominated in HKD	— 以港元計值	719	1,764
Cash and cash equivalents	現金及現金等價物	221,059	281,489

本集團銀行結餘包括按基於每日銀行存款利率的浮動利率計息的銀行存款。

(b) Restricted cash

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Deposits as security for customers' mortgage loans (a)	就客戶按揭貸款作為擔保的存款(a)	105,134	111,184
Deposits for issuing notes payable (b)	發行應付票據的存款(b)	—	9,203
Others (c)	其他(c)	75,644	26,449
		180,778	146,836

(b) 受限制現金

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 CASH AND BANK BALANCES (CONTINUED)

(b) Restricted cash (continued)

Notes:

- (a) These bank deposits are restricted to secure the bank loans taken by certain customers of the Group pursuant to the local regulations of certain cities. Such deposits will be released upon the issuance of property ownership certificates.
- (b) These bank deposits are restricted deposits held at banks as security for issuing notes payable (Note 22).
- (c) Others include certain bank deposits restricted by the bank for future project development.

14 現金及銀行結餘(續)

(b) 受限制現金(續)

附註：

- (a) 該等銀行存款限於為本集團若干客戶根據若干城市的地方法規而提取的銀行貸款提供擔保。該等存款將於發出物業所有權證時予以解除。
- (b) 該等銀行存款為存放於銀行的受限制存款，作為發行應付票據的抵押(附註22)。
- (c) 其他包括銀行就未來項目發展而言受限制的若干銀行存款。

15 SHARE CAPITAL AND SHARE PREMIUM

Authorised shares

		Number of authorised shares 法定股份數目	Authorised share capital 法定股本 HKD 港元
At 31 December 2021 and 2022	於2021年及2022年12月31日	2,400,000,000	24,000,000

Issued shares

		Number of ordinary shares 普通股數目	Share capital RMB'000 股本 RMB'000 人民幣千元	Share premium RMB'000 股份溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022 and 2021	於2022年及2021年12月31日	1,200,000,000	10,645	299,188	309,833

法定股份

已發行股份

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 SHARE CAPITAL AND SHARE PREMIUM (CONTINUED)

Issued shares (continued)

Notes:

As at the date of incorporation, the Company had issued 10,000 ordinary shares and further increased to 100,000 ordinary shares during 2016.

On 12 November 2018, the Company issued 300,000,000 new ordinary shares at par value of HKD0.01 per share for cash consideration of HKD1.24 each, and raised gross proceeds of approximately HKD372,000,000 (equivalent to RMB329,994,000), in connection with its global offering and commencement of the listing of its shares on the Stock Exchange on the same date. The excess over the par value of RMB2,661,000 for the 300,000,000 shares issued, net of the transaction costs of approximately RMB20,162,000 was credited to share premium with an amount of RMB307,171,000.

Pursuant to a shareholders' resolution dated 22 October 2018, the directors were authorised to capitalise HKD8,999,000 (approximately RMB7,983,000) upon listing, standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 899,900,000 shares for allotment and issue to shareholders of the Company (the "Capitalisation Issue") to their then shareholdings in the Company.

15 股本及股份溢價(續)

已發行股份(續)

附註：

於註冊成立日期，本公司擁有已發行10,000股普通股，並於2016年進一步增至100,000股普通股。

於2018年11月12日，本公司就其全球發售及其股份於同日在聯交所開始上市按每股面值0.01港元發行了300,000,000股新普通股，以換取每股面值1.24港元的現金代價，募集所得款項總額約372,000,000港元(相當於人民幣329,994,000元)。就300,000,000股已發行股份而言，超過面值的部分人民幣2,661,000元(扣除交易成本約人民幣20,162,000元)已計入為數人民幣307,171,000元的股份溢價。

根據日期為2018年10月22日的股東決議案，董事獲授權於上市後將本公司股份溢價賬中8,999,000港元(約人民幣7,983,000元)的進賬撥充資本，並動用該筆款項按賬面值繳足899,900,000股股份，以向本公司股東按彼等當時於本公司的持股比例配發及發行股份(「資本化發行」)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 RETAINED EARNINGS

16 保留盈利

		RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	1,022,188
Profit for the year	年內利潤	306,913
Appropriation to statutory surplus reserves (Note 17(c))	轉撥至法定盈餘儲備(附註17(c))	(16,454)
Dividend paid	已付股息	(60,000)
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	1,252,647
Profit for the year	年內利潤	84,812
Appropriation to statutory surplus reserves (Note 17(c))	轉撥至法定盈餘儲備(附註17(c))	(4,576)
Dividend paid	已付股息	(59,998)
At 31 December 2022	於2022年12月31日	1,272,885

17 OTHER RESERVES

17 其他儲備

		Capital reserve 資本儲備 RMB'000 人民幣千元	Merger reserve 合併儲備 RMB'000 人民幣千元	Statutory surplus reserves 法定盈餘儲備 RMB'000 人民幣千元	Asset revaluation reserve 資產重估儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	16,224	4,774	135,454	11,486	167,938
Appropriation to statutory surplus reserves (c)	轉撥至法定盈餘儲備(c)	—	—	16,454	—	16,454
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	16,224	4,774	151,908	11,486	184,392
Appropriation to statutory surplus reserves (c)	轉撥至法定盈餘儲備(c)	—	—	4,576	—	4,576
Transactions with non-controlling interests (Note 38(e))	與非控股權益的交易 (附註38(e))	(253)	—	—	—	(253)
At 31 December 2022	於2022年12月31日	15,971	4,774	156,484	11,486	188,715

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 OTHER RESERVES (CONTINUED)

- (a) Capital reserve as at 31 December 2022 and 2021 represents the difference of aggregate consideration paid by the Group for acquisition of non-controlling interest of existing subsidiaries and the aggregate carrying amount of those non-controlling interest, after elimination of investments in subsidiaries.
- (b) Merger reserve as at 31 December 2022 and 2021 represents the difference of aggregate consideration paid by the Group for the acquisition of subsidiaries and the aggregate capital of the subsidiaries acquired during the Group's reorganisation for the Listing.
- (c) In accordance with the Company Law of the PRC and the articles of association of the PRC subsidiaries, these subsidiaries registered in the PRC shall appropriate 10% of its annual statutory profit (after offsetting any prior years' losses) to the statutory surplus reserve ("SSR") account. When the balance of SSR reaches 50% of the registered capital/share capital of these subsidiaries, any further appropriation is optional. The SSR can be utilised to offset prior years' losses or to increase paid-in capital. However, SSR shall be maintained at a minimum of 25% of registered capital/share capital after such utilisation.

The SSR are non-distributable for cash dividends except in the event of liquidation and are subject to certain restrictions set out in the relevant PRC regulations.

17 其他儲備(續)

- (a) 2022年及2021年12月31日的資本儲備指本集團就收購現有附屬公司非控股權益支付的總代價與該等非控股權益賬面總值經抵銷於附屬公司的投資後的差額。
- (b) 於2022年及2021年12月31日的合併儲備指於本集團為上市而進行重組期間，本集團就收購附屬公司所支付的總代價與所收購附屬公司資本總額的差額。
- (c) 根據中國公司法及中國附屬公司組織章程細則，該等在中國註冊的附屬公司每年須將其法定利潤(經抵銷任何過往年度虧損後)的10%撥入法定盈餘儲備(「法定盈餘儲備」)賬戶。當法定盈餘儲備結餘達到該等附屬公司註冊資本／股本的50%後，則可選擇是否進一步轉撥。法定盈餘儲備可用於抵銷過往年度虧損或增加實繳股本。然而，在作該等用途後，有關法定盈餘儲備須不少於註冊資本／股本的25%。

除清盤外，法定盈餘儲備不可用於分派現金股息，並受到若干相關中國法規所限制。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 BANK BORROWINGS

18 銀行借款

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Long-term borrowings	長期借款		
— Bank borrowings, secured (a)	— 銀行借款，有抵押(a)	275,500	215,000
Less: Current portion of long-term borrowings	減：長期借款的即期部分		
— Bank borrowings, secured (a)	— 銀行借款，有抵押(a)	(145,000)	(58,800)
Subtotal	小計	130,500	156,200
Current borrowings	流動借款		
— Bank borrowings, secured (a)	— 銀行借款，有抵押(a)	48,000	49,000
		48,000	49,000
Add: Current portion of long-term borrowings	加：長期借款的即期部分		
— Bank borrowings, secured (a)	— 銀行借款，有抵押(a)	145,000	58,800
Subtotal	小計	193,000	107,800
Total	總計	323,500	264,000

Note:

- (a) As at 31 December 2022 and 2021, certain properties held or under development for sale (Note 11), investment properties (Note 8) and property, plant and equipment (Note 6) of the Group are pledged for the bank borrowings.

In addition, as at 31 December 2022, certain borrowings of the Group are pledged with equity interests of a subsidiary, third parties' property and related parties' property.

附註：

- (a) 於2022年及2021年12月31日，本集團若干持作出售或開發中待售物業(附註11)、投資物業(附註8)以及物業、廠房及設備(附註6)就銀行借款進行抵押。

此外，於2022年12月31日，本集團若干借款乃為一間附屬公司的股權、第三方物業及關聯方物業進行抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 BANK BORROWINGS (CONTINUED)

At 31 December 2022 and 2021, the non-current portion of the Group's long-term bank borrowings were repayable as follows:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Between 1 and 2 years	1至2年	64,000	156,200
Between 2 and 5 years	2至5年	66,500	—
		130,500	156,200

The weighted average effective interest rates as at 31 December 2022 and 2021 were as follows:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Bank borrowings	銀行借款	6.66%	7.59%

18 銀行借款(續)

於2022年及2021年12月31日，本集團的長期銀行借款中非流動部分應於下列時間償還：

於2022年及2021年12月31日的加權平均實際利率如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 BANK BORROWINGS (CONTINUED)

The exposure of the Group's long-term bank borrowings to interest rate changes and the contractual repricing dates or maturity whichever is the earlier date is as follows:

		6 months or less 6個月或以內 RMB'000 人民幣千元	6-12 months 6至12個月 RMB'000 人民幣千元	1-5 years 1至5年 RMB'000 人民幣千元	Total 1至5年 RMB'000 人民幣千元
Amounts included in non-current liabilities: 計入非流動負債的款項:					
As at 31 December 2022 於2022年12月31日		117,000	-	13,500	130,500
As at 31 December 2021 於2021年12月31日		-	67,200	89,000	156,200
Amounts included in current liabilities: 計入流動負債的款項:					
As at 31 December 2022 於2022年12月31日		53,000	140,000	-	193,000
As at 31 December 2021 於2021年12月31日		78,800	29,000	-	107,800

As at 31 December 2022 and 2021, the fair values of bank borrowings approximate their carrying amounts.

As at 31 December 2022 and 2021, all bank borrowings are denominated in RMB.

18 銀行借款(續)

本集團長期銀行借款的利率變動風險及合同重新定價日或到期日(以較早者為準)如下:

於2022年及2021年12月31日, 銀行借款的公平值與其賬面值相若。

於2022年及2021年12月31日, 所有銀行借款以人民幣計值。

19 OTHER CURRENT BORROWINGS

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Interest bearing borrowings from third parties 來自第三方的計息借款		3,500	56,580

As at 31 December 2022 and 2021, other current borrowings bore interests at annual interest rates of 12% and 8% respectively, which are dominated in RMB and payable on demand.

截至2022年及2021年12月31日, 其他流動借款分別以12%及8%的年利率計息, 並以人民幣計值, 須按要
求償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 OTHER LONG-TERM BORROWINGS

20 其他長期借款

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Other long-term borrowings	其他長期借款		
— Non-financial institutions, secured (a)	— 非金融機構，有抵押(a)	22,537	22,537
— Non-financial institutions, unsecured (a)	— 非金融機構，無抵押(a)	128,840	189,840
— Financial institution, secured (b)	— 金融機構，有抵押(b)	126,000	160,000
— Amount due to a non-controlling interest, unsecured (c)	— 應付非控股權益款項，無抵押(c)	68,468	—
		345,845	372,377
Less: Current portion of other long-term borrowings	減：其他長期借款的即期部分		
— Non-financial institutions, secured (a)	— 非金融機構，有抵押(a)	(5,000)	(22,537)
— Non-financial institutions, unsecured (a)	— 非金融機構，無抵押(a)	(67,840)	(67,840)
— Financial institution, secured (b)	— 金融機構，有抵押(b)	(126,000)	(34,000)
		(198,840)	(124,377)
		147,005	248,000

Note:

The Group's other long-term borrowings are secured by properties held or under development for sale (Note 11) and equity interest of a subsidiary.

- (a) The balances mainly represent the borrowings from non-financial institutions, which are designated by the local governments, who get funding directly from banks and then use the funding to finance projects under various urban redevelopment schemes.

附註：

本集團的其他長期借款由持作出售或開發中待售物業(附註11)及一間附屬公司的股權作為抵押。

- (a) 該等結餘主要指來自非金融機構的借款。非金融機構由地方政府指定，其直接從銀行獲得資金，然後用該資金為多個市區重建計劃項下的項目提供資金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 OTHER LONG-TERM BORROWINGS (CONTINUED)

Note: (continued)

- (b) The balances represent RMB160 million borrowed from a micro-loan company in 2021, with scheduled installment repayment of RMB34 million in 2022, RMB36 million each year for 2023, 2024 and 2025 and RMB18 million before 10 June 2026. Whilst, pursuant to the loan contracts, the micro-loan company has a right to request immediate repayment of the borrowings from the Group, (i) with an amount ranging from 0% to 70% of the value of the land use rights for the pre-sold properties of the related project company, before the project company or the pledged land use rights apply the pre-sale permit or the project starts the pre-sale, whichever is earlier, and the percentage is at the discretion of the micro-loan company; and (ii) with an amount ranging from 0% to 50% of the pre-sale amount of last month of the related project company, from the next month after the project company gets the pre-sale permit, and the percentage is at the discretion of the micro-loan company.

As a result, the borrowings from the micro-loan company of RMB126 million as at 31 December 2022 were reclassified as current liabilities.

- (c) The balances represent the borrowings from a non-controlling interest during the year ended 31 December 2022, with scheduled repayment before December 2024.

At 31 December 2022 and 2021, the non-current portion of the Group's other long-term borrowings were repayable as follows:

20 其他長期借款(續)

附註：(續)

- (b) 該等結餘指於2021年從一間小額貸款公司借取的人民幣160,000,000元，計劃將於2022年分期償還人民幣34,000,000元、於2023年、2024年及2025年分期償還人民幣36,000,000元，以及於2026年6月10日之前分期償還人民幣18,000,000元。同時，根據貸款合同，小額貸款公司有權要求本集團(i)在項目公司或被質押的土地使用權申請預售許可或項目開始預售之前(以較早者為準)即時償還借款，金額介乎相關項目公司的預售物業的土地使用權的價值的0%至70%，百分比由小額貸款公司釐定；及(ii)在項目公司取得預售許可後次月起即時償還借款，金額介乎相關項目公司上個月的預售金額的0%至50%，百分比由小額貸款公司釐定。

因此，於2022年12月31日，來自小額貸款公司的借款人民幣126,000,000元獲重新分類為流動負債。

- (c) 該等結餘指於截至2022年12月31日止年度來自非控股權益的借款，計劃將於2024年12月之前償還。

於2022年及2021年12月31日，本集團的其他長期借款中非流動部分應於下列時間償還：

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Between 1 and 2 years	1至2年	134,468	97,000
Between 2 and 5 years	2至5年	12,537	151,000
		147,005	248,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 OTHER LONG-TERM BORROWINGS (CONTINUED)

The weighted average effective interest rates as at 31 December 2022 and 2021 were as follows:

20 其他長期借款(續)

於2022年及2021年12月31日的加權平均實際利率如下：

		As at 31 December 於12月31日	
		2022 2022年	2021 2021年
Other long-term borrowings	其他長期借款	9.98%	7.81%

The exposure of the Group's other long-term borrowings to interest rate changes and the contractual repricing dates or maturity whichever is the earlier date is as follows:

本集團其他長期借款的利率變動風險及合同重新定價日或到期日(以較早日期為準)如下：

	6 months or less 6個月或以內 RMB'000 人民幣千元	6-12 months 6至12個月 RMB'000 人民幣千元	1-5 years 1至5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
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Amounts included in non-current liabilities: 計入非流動負債的款項：

At 31 December 2022	於2022年12月31日	78,537	–	68,468	147,005
At 31 December 2021	於2021年12月31日	122,000	–	126,000	248,000

Amounts included in current liabilities: 計入流動負債的款項：

At 31 December 2022	於2022年12月31日	126,000	72,840	–	198,840
At 31 December 2021	於2021年12月31日	69,037	55,340	–	124,377

As at 31 December 2022 and 2021, the fair value of other long-term borrowings approximates their carrying amounts.

於2022年及2021年12月31日，其他長期借款的公平值與其賬面值相若。

As at 31 December 2022 and 2021, all other long-term borrowings are denominated in RMB.

於2022年及2021年12月31日，所有其他長期借款均以人民幣計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 CONTRACT LIABILITIES

21 合同負債

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Contract liabilities	合同負債	4,854,156	5,212,558

The Group receives payments from customers based on billing schedule as established in contracts. Payments are usually received in advance of the performance under the contracts which are mainly from sales of properties.

本集團按合同所訂定的付款安排向客戶收取付款。有關付款通常於按照合同履約前收取，而該等合同主要來自物業銷售。

The following table shows how much of the revenue recognised during 2021 and 2022 relates to carried-forward contract liabilities.

下表列示於2021年及2022年就結轉合同負債而確認的收入金額。

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合同負債結餘的已確認收入	2,522,286	2,154,230

Management expects that the contract amounts allocated to unsatisfied performance obligations as of 31 December 2022 and 2021 will be recognised as revenue from sales of properties during the following periods:

管理層預期，截至2022年及2021年12月31日分配至未達成履約責任的合同金額將於下列期間確認為物業銷售所得收入：

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 CONTRACT LIABILITIES (CONTINUED)

21 合同負債(續)

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Expected to be recognised within one year	預期於一年內確認	3,101,627	2,653,890
Expected to be recognised after one year	預期於一年後確認	4,286,536	3,298,803
		7,388,163	5,952,693

22 TRADE AND OTHER PAYABLES

22 貿易及其他應付款項

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Trade payables	貿易應付款項	1,627,408	1,240,833
Notes payable	應付票據	—	9,203
Deposits received from customers (a)	自客戶收取的按金(a)	50,971	84,378
Value-added-tax and other taxes payable (b)	增值稅及其他應付稅項(b)	261,825	272,994
Amounts due to non-controlling interests (c)	應付非控股權益款項(c)	151,360	218,812
Temporary funding payables (c)	臨時資金應付款項(c)	62,375	121,625
Interest payable	應付利息	48,806	47,628
Accrued payroll	應付工資	26,528	28,911
Amounts due to related parties (Note 36(c)(iv))	應付關聯方款項 (附註36(c)(iv))	14,296	18,738
Maintenance fees collected on behalf	代收保養費	1,189	1,337
Other payables due to a related party (Note 36(c)(ii))	應付關聯方其他款項 (附註36(c)(ii))	1,040	5,374
Others	其他	26,790	14,669
		2,272,588	2,064,502

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 TRADE AND OTHER PAYABLES (CONTINUED)

Note:

- (a) The balances represent the advance payment received for purchase of properties under development, contracts of which are yet to be entered. Such balances will be transferred into contract liabilities once the sales contracts have been signed with customers.
- (b) The standard value-added-tax ("VAT") rate was 9% since 1 April 2019. Certain sales of properties and rental income of the Group are qualified for the simplified tax rate of 5% but the input VAT is not deductible.
- (c) Temporary funding payables and amounts due to non-controlling interests are non-interest bearing payables.

At 31 December 2022 and 2021, the ageing analysis of trade payables based on invoice date are as follows:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Less than 1 year	1年內	1,192,950	1,006,923
Between 1 and 2 years	1至2年	272,770	173,604
Between 2 and 3 years	2至3年	105,935	23,545
Over 3 years	3年以上	55,753	36,761
		1,627,408	1,240,833

As at 31 December 2022 and 2021, the fair value of trade and other payables approximates their carrying amounts.

As at 31 December 2022 and 2021, the carrying amounts of trade and other payables were all denominated in RMB.

22 貿易及其他應付款項(續)

附註：

- (a) 該結餘指購買開發中物業而收取的墊付款項，有關合約尚未訂立。一旦與客戶簽立了銷售合約，該結餘便會獲轉撥至合約負債。
- (b) 標準增值稅(「增值稅」)率自2019年4月1日起為9%。本集團的若干物業銷售額及租金收入適合採用5%的簡化稅率，但進項增值稅不可扣減。
- (c) 應付臨時資金款項及應付非控股權益款項為不計息款項。

於2022年及2021年12月31日，按發票日期劃分的貿易應付款項的賬齡分析如下：

於2022年及2021年12月31日，貿易及其他應付款項的公平值與其賬面值相若。

於2022年及2021年12月31日，貿易及其他應付款項的賬面值全部以人民幣計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 DEFERRED INCOME TAX

23 遞延所得稅

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Deferred tax assets:	遞延稅項資產：		
— To be recovered after more than 12 months	— 將於逾12個月後收回	41,929	38,686
— To be recovered within 12 months	— 將於12個月內收回	133,864	119,562
		175,793	158,248
Deferred tax liabilities:	遞延稅項負債：		
— To be settled after more than 12 months	— 將於逾12個月後償付	(3,411)	(3,661)
— To be settled within 12 months	— 將於12個月內償付	(12,489)	(15,216)
		(15,900)	(18,877)
Deferred tax assets, net	遞延稅項資產淨額	159,893	139,371

The net movement on the deferred income tax account is as follows:

遞延所得稅賬目的淨變動情況載列如下：

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
At beginning of the year	年初	139,371	125,439
Credited to the consolidated statement of profit or loss (Note 30)	計入綜合損益表(附註30)	20,522	13,932
At end of the year	年末	159,893	139,371

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 DEFERRED INCOME TAX (CONTINUED)

As at 31 December 2022, deferred tax assets and deferred tax liabilities amounting to approximately RMB13,912,000 (2021: RMB12,257,000) were offset.

The movement in deferred tax assets and liabilities for the years ended 31 December 2022 and 2021 without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax assets

		Tax losses	Provision for impairment of properties held for sale and other receivables 持作出售物業及其他應收款項 減值撥備	Land appreciation tax	Temporary differences on recognition of revenue and cost of sales 確認收入及銷售成本的 暫時性差異	Others	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	2,160	29,513	49,618	68,826	551	150,668
Credited/(charged) to the consolidated statement of profit or loss	計入/(扣自)綜合損益表	238	4,591	(386)	15,121	273	19,837
At 31 December 2021	於2021年12月31日	2,398	34,104	49,232	83,947	824	170,505
At 1 January 2022	於2022年1月1日	2,398	34,104	49,232	83,947	824	170,505
Credited/(charged) to the consolidated statement of profit or loss	計入/(扣自)綜合損益表	25,314	8,656	(843)	(15,620)	1,692	19,199
At 31 December 2022	於2022年12月31日	27,712	42,760	48,389	68,327	2,516	189,704

23 遞延所得稅(續)

於2022年12月31日，為數約人民幣13,912,000元(2021年：人民幣12,257,000元)的遞延稅項資產及遞延稅項負債分別被抵銷。

截至2022年及2021年12月31日止年度，遞延稅項資產及負債的變動(並未計及在同一稅務司法權區內的結餘抵銷)如下：

遞延稅項資產

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 DEFERRED INCOME TAX (CONTINUED)

23 遞延所得稅(續)

Deferred tax liabilities

遞延稅項負債

		Temporary differences on recognition of revenue and cost of sales	Land appreciation tax	Temporary differences on recognition of fair value gains on investment properties	Undistributed profits of PRC subsidiaries (Note 38)	Total
		確認收入及銷售成本的暫時性差異	土地增值稅	確認投資物業公平值收益的暫時性差異	中國附屬公司的未分派利潤	總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	8,338	—	7,683	9,208	25,229
Credited to the consolidated statement of profit or loss	計入綜合損益表	3,863	17	2,025	—	5,905
At 31 December 2021	於2021年12月31日	12,201	17	9,708	9,208	31,134
At 1 January 2022	於2022年1月1日	12,201	17	9,708	9,208	31,134
Credited to the consolidated statement of profit or loss	計入綜合損益表	(831)	(17)	(474)	—	(1,322)
At 31 December 2022	於2022年12月31日	11,370	—	9,234	9,208	29,812

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 DEFERRED INCOME TAX (CONTINUED)

Deferred tax liabilities (continued)

In accordance with the PRC laws and regulations, tax losses could be carried forward for a period of five years to offset against its future taxable profits. Deferred tax relating to unutilised tax losses are recognised to the extent that it is probable that sufficient taxable profit will be available to allow such deferred tax assets to be utilised.

The Group did not recognise deferred income tax assets of RMB20,091,000 (31 December 2021: RMB14,561,000) in respect of tax losses amounting to approximately RMB80,363,000 as at 31 December 2022 (31 December 2021: RMB58,245,000), among which, tax losses of RMB56,595,000 will expire within five years from the end of the respective years they arose.

24 REVENUE

23 遞延所得稅(續)

遞延稅項負債(續)

根據中國法律法規，可於五年期間結轉稅項虧損以用於抵銷其未來應課稅利潤。與未動用稅項虧損有關的遞延稅項乃於可能有足夠應課稅利潤可供動用該遞延稅項資產時確認。

於2022年12月31日，本集團並無就稅項虧損約人民幣80,363,000元(2021年12月31日：人民幣58,245,000元)確認遞延所得稅資產人民幣20,091,000元(2021年12月31日：人民幣14,561,000元)。當中，人民幣56,595,000元的稅項虧損將自各產生年度末起五年內到期。

24 收入

		Year ended 31 December	
		截至12月31日止年度	
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of properties	物業銷售		
— Recognised at a point in time	— 於某一時間點確認	2,850,035	2,753,389
Rental income	租金收入	6,832	5,305
Service income	服務收入	4,904	8,984
		2,861,771	2,767,678

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 OTHER LOSSES – NET

25 其他虧損—淨額

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Donations	損款	(5,643)	(5,290)
Penalties, fines and compensations	罰款、罰金及賠償	(3,756)	(7,417)
Impairment loss of investment in an associate (a)	於一間聯營公司的投資的 減值虧損(a)	—	(7,042)
Exchange losses	匯兌虧損	(1,628)	(334)
Fair value gains on financial assets at fair value through profit or loss	按公平值透過損益入賬的金 融資產的公平值收益	—	22
Gains from disposal of a subsidiary (Note 9)	出售附屬公司收益(附註9)	203	—
(Losses)/gains on disposal of property, plant and equipment	出售物業、廠房及設備的 (虧損)/ 收益	(727)	33
Others	其他	3,420	(24)
		(8,131)	(20,052)

Note:

- (a) The Group entered into a development contract with a co-developer in which the Group co-develop a project of associate company with the co-developer. Based on the best estimate as at 31 December 2021, the Group considered the carrying amount of its investment exceeds its recoverable amount by approximately RMB7,042,000 under this contract due to the higher expected future cost over the future benefits to be received, therefore impairment loss on investment was recorded for the year ended 31 December 2021.

附註：

- (a) 本集團與一名聯合開發商訂立了開發合同，據此，本集團將與聯合開發商共同開發聯營公司的項目。根據於2021年12月31日之最佳估計，本集團認為其在該合同下的投資賬面值可能會超逾可收回金額約人民幣7,042,000元，因為預期未來成本將會高於日後收取的利益。因此，於截至2021年12月31日止年度，本集團錄得投資減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 EXPENSES BY NATURE

Expenses included in cost of sales, selling and marketing expenses, administrative expenses and net reversal/(losses) of impairment on financial assets are analysed as follows:

26 按性質劃分的費用

計入銷售成本、銷售及市場推廣開支、行政開支及淨撥回金融資產減值/(金融資產減值虧損)的費用分析如下:

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Costs of properties recognised in profit or loss	於損益確認的物業成本		
— Land use rights and demolition and resettlement costs, after deducting related government grants	— 經扣除相關政府補助後的土地使用權及拆遷和安置費用	818,647	510,139
— Construction costs and capitalised expenditures	— 建築成本及資本化開支	1,456,935	1,253,666
— Net provision for impairment in values of properties held for sale (Note 11)	— 持作出售物業的減值撥備淨額(附註11)	30,652	23,835
— Interest capitalised	— 資本化利息	106,694	108,422
Staff costs (Note 28)	員工成本(附註28)	119,487	120,486
Advertising and publicity costs	廣告及宣傳成本	41,029	57,476
Professional fees	專業費用	16,476	26,780
Office and meeting expenses	辦公室及會議費用	27,700	27,559
Entertainment expenses	招待費	19,168	24,173
Depreciation of property, plant and equipment and amortisation of right-of-use assets (Note 6)	物業、廠房及設備及使用權資產折舊(附註6)	12,974	13,843
Amortisation of intangible assets (Note 7)	無形資產攤銷(附註7)	728	—
Stamp duty and other taxes	印花稅及其他稅項	10,629	11,312
Tax and surcharges	稅項及附加費	12,273	9,871
Sales agent commission	銷售代理佣金	19,406	21,174
Audit service fees	審計服務費用	2,280	2,280
Net reversal/(losses) of impairment on financial assets (Note 12)	淨撥回金融資產減值/(金融資產減值虧損)(附註12)	(411)	2,100
Bank charges	銀行支出	713	1,394
Travelling expenses	差旅費	235	321
Rental expenses	租金開支	230	52
Other expenses	其他開支	4,067	5,235
Total cost of sales, selling and marketing expenses, administrative expenses and net reversal/(losses) of impairment on financial assets	銷售成本、銷售及市場推廣開支、行政開支以及淨撥回金融資產減值/(金融資產減值虧損)總額	2,699,912	2,220,118

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 FINANCE INCOME

27 財務收入

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Finance income	財務收入		
— Interest income on bank deposits	— 銀行存款利息收入	1,146	1,566
Finance costs	財務成本		
— Interest on bank borrowings and other long-term borrowings	— 銀行借款及其他長期借款的利息	(63,316)	(60,187)
— Interest on pre-sale deposits received	— 已收預售按金的利息	(286)	(4,876)
— Interest charges on lease liabilities	— 租賃負債利息開支	(1,137)	(1,237)
		(64,739)	(66,300)
Amount capitalised	資本化金額	63,602	65,063
Finance costs expensed	已支銷的財務成本	(1,137)	(1,237)
Finance income — net	財務收入 — 淨額	9	329

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

28 員工成本(包括董事酬金)

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	92,546	92,301
Pension	退休金	20,802	20,071
Other welfare benefit expenses	其他福利費用	6,139	8,114
		119,487	120,486

A share option scheme (the "Share Option Scheme") was approved and conditionally adopted by the shareholders of the Company by way of a written resolution on 22 October 2018 for the primary purpose of recognising and acknowledging the contribution of the directors, employees and other eligible parties who have made valuable contribution to the Group.

As of the date of issue of these financial statements, no option has been granted, agreed to be granted, exercised, cancelled or lapsed under the Share Option Scheme.

As at 31 December 2022 and 31 December 2021, the Group cannot use forfeited contributions to reduce its contributions to the pension schemes.

本公司股東於2018年10月22日以書面決議案的方式批准及有條件採納購股權計劃(「購股權計劃」)，主要目的為嘉許及認可董事、僱員及對本集團作出寶貴貢獻的其他合資格各方所作的貢獻。

截至本財務報表頒佈日期，概無根據購股權計劃授出購股權或同意授出、行使、註銷任何購股權或使其失效。

於2022年12月31日及2021年12月31日，本集團不能將已沒收供款用於減少退休金計劃的供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BENEFITS AND INTERESTS OF DIRECTORS, FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT EMOLUMENTS

(a) Directors' and chief executive's emoluments

The emoluments of the Company's directors paid/payable by the companies comprising the Group are set out below:

Name of director	董事姓名	Fees	Salaries and other allowances	Discretionary bonus	Retirement scheme contributions	Other social welfares	Total
		袍金	薪金及其他津貼	酌情花紅	退休計劃供款	其他社會福利	總計
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2022	截至2022年12月31日止年度						
Executive directors	執行董事						
Mr. Li Xiaobing	李小冰先生	—	1,084	203	52	26	1,365
Ms. Qi Chunfeng	齊春風女士	—	763	155	8	7	933
Mr. Wang Quan	王權先生	—	334	129	32	26	521
Mr. Wang Zhenfeng	王振峰先生	—	891	203	32	26	1,152
		—	3,071	690	124	85	3,971
Independent non-executive directors	獨立非執行董事						
Mr. Lee Kwok Lun	李國麟先生	264	—	—	—	—	264
Mr. Fang Cheng	方征先生	264	—	—	—	—	264
Mr. Wei Jian	魏劍先生	264	—	—	—	—	264
		792	—	—	—	—	792

29 董事、五名最高薪酬人士的福利及權益及高級管理層酬金

(a) 董事及最高行政人員的酬金

本集團旗下各公司已付／應付本公司董事的酬金載列如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BENEFITS AND INTERESTS OF DIRECTORS, FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT EMOLUMENTS (CONTINUED)

29 董事、五名最高薪酬人士的福利及權益及高級管理層酬金(續)

(a) Directors' and chief executive's emoluments (continued)

(a) 董事及最高行政人員的酬金(續)

Name of director	董事姓名	Fees	Salaries and other allowances	Discretionary bonus	Retirement scheme contributions	Other social welfares	Total
		袍金	薪金及其他津貼	酌情花紅	退休計劃供款	社會福利其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2021	截至2021年12月31日止年度						
<i>Executive directors</i>	<i>執行董事</i>						
Mr. Li Xiaobing	李小冰先生	—	1,091	200	49	24	1,364
Ms. Qi Chunfeng	齊春風女士	—	904	200	30	24	1,158
Mr. Wang Quan	王權先生	—	514	90	30	24	658
Mr. Wang Zhenfeng	王振峰先生	—	905	200	30	24	1,159
		—	3,414	690	139	96	4,339
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Mr. Lee Kwok Lun	李國麟先生	203	—	—	—	—	203
Mr. Fang Cheng	方征先生	203	—	—	—	—	203
Mr. Wei Jian	魏劍先生	203	—	—	—	—	203
		609	—	—	—	—	609

No inducement fees, employer's contribution to pension schemes or compensation for loss of office as directors were given to any of the directors for the year ended 31 December 2022 and 2021.

There was no arrangement under which a director waived or agreed to waive any remuneration for the years ended 31 December 2022 and 2021.

There was no chief executive who was not also a director for the years ended 31 December 2022 and 2021.

截至2022年及2021年12月31日止年度，並無向任何董事支付加盟費、僱主養老金計劃供款或離任董事補償。

截至2022年及2021年12月31日止年度，董事並無根據任何安排放棄或同意放棄酬金。

截至2022年及2021年12月31日止年度，概無不同時為董事的最高行政人員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BENEFITS AND INTERESTS OF DIRECTORS, FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT EMOLUMENTS (CONTINUED)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the years ended 31 December 2022 and 2021 include three directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two individuals are as follows for the years ended 31 December 2022 and 2021:

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Basic salaries, housing allowances, other allowances and other benefits in kind	基本薪金、房屋津貼、其他津貼及其他實物利益	1,708	2,212

The annual emoluments fell within the following bands:

		Year ended 31 December 截至12月31日止年度	
		2022 2022年	2021 2021年
Annual emoluments bands	年度酬金區間		
HKD Nil to HKD1,000,000	0港元至1,000,000港元	1	—
HKD1,000,001 to HKD1,500,000	1,000,001港元至1,500,000港元	1	2

(c) For the years ended 31 December 2022 and 2021, no director or any of the five highest paid individuals received any emolument from the Group as an inducement to join, upon joining the Group, leave the Group or as compensation for loss of office.

29 董事、五名最高薪酬人士的福利及權益及高級管理層酬金(續)

(b) 五名最高薪酬人士

截至2022年及2021年12月31日止年度，本集團的五名最高薪酬人士包括三名董事，彼等的酬金已於上列分析中反映。截至2022年及2021年12月31日止年度，應付餘下兩名人士的酬金分別載列如下：

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Basic salaries, housing allowances, other allowances and other benefits in kind	基本薪金、房屋津貼、其他津貼及其他實物利益	1,708	2,212

介乎下列區間的年度酬金：

		Year ended 31 December 截至12月31日止年度	
		2022 2022年	2021 2021年
Annual emoluments bands	年度酬金區間		
HKD Nil to HKD1,000,000	0港元至1,000,000港元	1	—
HKD1,000,001 to HKD1,500,000	1,000,001港元至1,500,000港元	1	2

(c) 截至2022年及2021年12月31日止年度，並無董事或任何五名最高薪酬人士自本集團收取任何酬金作為加入或加入本集團時的獎金或作為離職補償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 BENEFITS AND INTERESTS OF DIRECTORS, FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT EMOLUMENTS (CONTINUED)

(d) Senior management's emolument

The senior management's annual emoluments (excluding directors) fell within the following bands:

		Year ended 31 December 截至12月31日止年度	
		2022 2022年	2021 2022年
Annual emoluments bands HKD Nil to HKD1,000,000	年度酬金區間 0港元至1,000,000港元	1	2

29 董事、五名最高薪酬人士的福利及權益及高級管理層酬金(續)

(d) 高級管理層酬金

高級管理層年度酬金(不包括董事)的區間如下:

30 INCOME TAX EXPENSE

30 所得稅開支

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Current income tax	即期所得稅		
— PRC land appreciation tax	— 中國土地增值稅	12,863	95,344
— PRC corporate income tax	— 中國企業所得稅	84,308	155,398
		97,171	250,742
Deferred income tax (Note 23)	遞延所得稅(附註23)	(20,522)	(13,932)
Total income tax charged for the year	年內所得稅支出總額	76,649	236,810

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 INCOME TAX EXPENSE (CONTINUED)

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the enacted tax rate of the home country of the companies within the Group as follows:

30 所得稅開支(續)

與本集團的除所得稅前利潤有關的所得稅不同於採用本集團旗下各公司所在國的已頒佈稅率計得的理論金額，有關詳情如下：

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit before income tax	除所得稅前利潤	154,418	539,979
PRC land appreciation tax	中國土地增值稅	(12,863)	(95,344)
		141,555	444,635
Income tax calculated at statutory rate of 25%	按法定稅率25%計算的所得稅	35,389	111,159
Effect of expenses not deductible for income tax purposes (a)	不可用於扣除所得稅的開支的影響(a)	20,231	10,348
Withholding tax	預扣稅	948	12,778
Tax losses not recognised as deferred tax assets	未確認為遞延稅項資產的稅項虧損	6,666	7,146
Temporary differences not recognised as deferred tax assets	未確認為遞延稅項資產的暫時差額	—	35
Prior year tax clearance adjustment	過往年度清稅調整	552	—
PRC land appreciation tax	中國土地增值稅	12,863	95,344
Total income tax expense	所得稅開支總額	76,649	236,810

(a): Expenses not deductible for income tax purposes mainly represent entertainment expenses in excess of the prescribed cap, non-deductible donations, and interest expenses without proper invoices etc.

(a) : 不可用於扣除所得稅的開支主要指超過規定上限的招待費、不可扣減的捐贈及無適當發票的利息開支等。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 INCOME TAX EXPENSE (CONTINUED)

PRC corporate income tax

Under the Corporate Income Tax (the “CIT”) Law of the PRC, the CIT rate applicable to the Group’s subsidiaries located in the PRC from 1 January 2008 is 25%.

The CIT Law and its implementation rules impose a withholding tax at 10% for dividends distributed by a PRC-resident enterprise to its immediate holding company outside the PRC for earnings generated beginning 1 January 2008 and undistributed earnings generated prior to 1 January 2008 are exempted from such withholding tax. A lower 5% withholding tax rate may be applied when the immediate holding companies are established in Hong Kong according to the tax treaty arrangement between the PRC and Hong Kong.

No deferred income tax liabilities for PRC withholding income tax was recognised on the accumulated unremitted distributable profits up to 31 December 2017, which were generated by the Group’s PRC subsidiaries and are attributable to the investors outside the PRC. The Group controls the dividend policies of these subsidiaries and it has been determined that the accumulated unremitted distributable profits up to 31 December 2017 will not be distributed in the foreseeable future.

Based on the management’s best estimation, deferred income tax liabilities of RMB12,319,000 as at 31 December 2018 have been recognised for the PRC withholding tax that would be payable upon remittance, in respect of a portion of the unremitted distributable profits of certain PRC subsidiaries attributable to the investor outside the PRC. Among which RMB3,111,000 has been utilised during 2019.

30 所得稅開支(續)

中國企業所得稅

根據《中華人民共和國企業所得稅法》(「企業所得稅法」)，於2008年1月1日起適用於本集團位於中國的附屬公司的企業所得稅稅率為25%。

企業所得稅法及其實施細則規定，中國居民企業就自2008年1月1日起產生的盈利向其於中國境外的直接控股公司派發股息，須按10%的稅率繳付預扣稅，而於2008年1月1日之前產生的未分派盈利豁免該預扣稅。根據中國與香港簽訂的稅收協定安排，若直接控股公司於香港成立，可適用較低的5%預扣稅稅率。

本集團並未就本集團中國附屬公司產生且中國境外投資者應佔的截至2017年12月31日累計未匯出可分派利潤確認中國預扣所得稅的遞延所得稅負債。本集團控制該等附屬公司的股息政策，已決定截至2017年12月31日的累計未匯出可分派利潤於可預見將來不予分派。

基於管理層的最佳估計，就中國境外投資者應佔若干中國附屬公司的部分未匯出可分派利潤而於2018年12月31日就匯出後應付中國預扣稅確認的遞延所得稅負債為人民幣12,319,000元。當中，人民幣3,111,000元已於2019年獲動用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 INCOME TAX EXPENSE (CONTINUED)

PRC corporate income tax (continued)

As at 31 December 2022, deferred income tax liabilities for the PRC withholding tax of RMB130,017,000 (31 December 2021: RMB124,027,000) have not been recognised on the remaining unremitted distributable profits of RMB1,300,169,000 (31 December 2021: RMB1,240,266,000) of the Group's PRC subsidiaries.

Land appreciation tax

PRC land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including lease charges for land use rights and all property development expenditures, and is included in the consolidated statements of profit or loss as income tax expense.

Hong Kong profits tax

No provision for Hong Kong profits tax was provided as the Group's Hong Kong companies did not have assessable income subject to Hong Kong profits tax for the years ended 31 December 2022 and 2021.

Overseas corporate income tax

No provision for taxation has been recognised for companies incorporated in the Cayman Islands and the British Virgin Islands as they were not subject to any tax during the years ended 31 December 2022 and 2021.

30 所得稅開支(續)

中國企業所得稅(續)

於2022年12月31日，並未就本集團中國附屬公司餘下未匯出可分派利潤人民幣1,300,169,000元(2021年12月31日：人民幣1,240,266,000元)確認遞延中國預扣所得稅負債人民幣130,017,000元(2021年12月31日：人民幣124,027,000元)。

土地增值稅

中國土地增值稅乃按照30%至60%的累進稅率對土地增值額徵收。土地增值額為出售物業所得款項減可扣減開支(包括土地使用權租賃支出及所有物業發展開支)，並於綜合損益表內列作所得稅開支。

香港利得稅

截至2022年及2021年12月31日止年度，由於本集團於香港的公司並無擁有須繳納香港利得稅的應課稅收入，故概無作出香港利得稅撥備。

海外企業所得稅

截至2022年及2021年12月31日止年度，由於在開曼群島及英屬維爾京群島註冊成立的公司無須繳納任何稅項，故並無就該等公司確認稅項撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the Group's profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year.

31 每股盈利

每股基本盈利乃按年內本公司擁有人應佔本集團利潤除以已發行普通股加權平均數計算。

		Year ended 31 December 截至12月31日止年度	
		2022 2022年	2021 2021年
The Group's profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔本集團利潤(人民幣千元)	84,812	306,913
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數(千股)	1,200,000	1,200,000
Basic and diluted earnings per share (expressed in RMB)	每股基本及攤薄盈利(以人民幣為單位)	0.07	0.26

For the years ended 31 December 2022 and 2021, diluted earnings per share was equal to the basic earnings per share as there were no dilutive shares.

截至2022年及2021年12月31日止年度，由於概無攤薄股份，故每股攤薄盈利相等於每股基本盈利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 DIVIDENDS

32 股息

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
(i)	Dividend payable at the end of the reporting period	(i) 於報告期末的應派付股息	—
(ii)	Dividend paid in cash during the years ended 31 December 2022 and 2021	(ii) 於截至2022年及2021年12月31日止年度以現金派付的股息	59,998
(iii)	Dividend not recognised at the end of the reporting period (<i>Note</i>)	(iii) 於報告期末尚未確認的股息(<i>附註</i>)	60,000

Note: On 30 March 2022, the Directors have recommended the payment of a final dividend of HK6.0 cents (equivalent to approximately RMB5.0 cents) per fully paid ordinary share in respect of the year ended 31 December 2021. Such proposed dividend is not recognised as a liability as at 31 December 2021.

No dividend was declared or proposed for the year ended 31 December 2022.

附註: 於2022年3月30日，董事已建議就截至2021年12月31日止年度派付末期股息每股繳足普通股6.0港仙(相當於約人民幣5.0分)。該建議股息於2021年12月31日並無確認為負債。

於截至2022年12月31日止年度概無宣派或建議派付任何股息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

33 綜合現金流量表附註

(a) Net cash generated from operations

(a) 經營活動產生現金淨額

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Profit before income tax	除所得稅前利潤	154,418	539,979
Adjustments for:	就下列各項作出調整：		
– Net provision for decline in values of properties held for sale (Note 26)	– 持作出售物業減值撥備淨額 (附註26)	30,652	23,835
– Accrued loss of a contract (Note 25)	– 合同應計虧損(附註25)	–	7,042
– Depreciation of property, plant and equipment and right-of-use assets (Note 26)	– 物業、廠房及設備及使用權資產折舊(附註26)	12,974	13,843
– Fair value losses/(gains) on investment properties (Note 8)	– 投資物業公平值虧損/(收益) (附註8)	2,160	(8,050)
– Interest expenses (Note 27)	– 利息開支(附註27)	1,137	1,237
– Amortisation of intangible assets	– 無形資產攤銷	728	–
– Losses/(gains) on disposal of property, plant and equipment (Note 25)	– 出售物業、廠房及設備虧損/(收益)(附註25)	727	(33)
– Losses on disposal of financial assets at fair value through profit or loss	– 出售按公平值計入損益的金融資產的虧損	155	–
– Gains of disposal of right-of-use assets	– 出售使用權資產收益	(8)	–
– Net(reversal)/loss of impairment on financial assets (Note 26)	– 淨(撥回)金融資產減值)/金融資產減值虧損 (附註26)	(411)	2,100
– Fair value losses/(gains) on financial assets at fair value through profit or loss (Note 25)	– 按公平值計入損益的金融資產的公平值虧損/(收益)(附註25)	–	(22)
– Interest income (Note 27)	– 利息開支(附註27)	(1,146)	(1,566)
Changes in working capital	營運資金變動		
– Prepayments for leasehold land	– 租賃土地預付款項	(232,990)	(100,490)
– Properties held or under development for sale	– 持作出售或開發中待售物業	375,644	(1,363,843)
– Trade and other receivables and prepayments	– 貿易及其他應收款項和預付款項	(53,245)	(7,487)
– Contract costs	– 合同成本	(217)	(465)
– Contract liabilities	– 合同負債	(358,688)	1,330,228
– Trade and other payables	– 貿易及其他應付款項	354,783	(281,069)
Net cash generated from operations	經營活動產生現金淨額	286,673	155,239

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Proceeds from disposal of property, plant and equipment

In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

33 綜合現金流量表附註(續)

(b) 出售物業、廠房及設備所得款項

在綜合現金流量表中，出售物業、廠房及設備所得款項包括：

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Net book value (Note 6)	賬面淨值(附註6)	804	48
(Losses)/gains on disposal of property, plant and equipment (Note 25)	出售物業、廠房及設備(虧損)/收益(附註25)	(727)	33
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	77	81

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flow will be, classified in the Group's consolidated statements of cash flows as cash flows from financing activities.

33 綜合現金流量表附註(續)

(c) 融資活動所產生的負債對賬

下表詳列融資活動所產生的本集團負債的變動情況，包括現金及非現金變動。融資活動所產生的負債為於本集團綜合現金流量表中被分類為融資活動所產生的現金流量的過往或未來現金流量。

		Bank borrowings	Other long-term borrowings	Other current borrowings	Temporary funding payable (included in trade and other payables)	Amounts due to non-controlling interests (included in trade and other payables)	Lease liabilities	Total
		銀行借款	其他長期借款	其他流動借款	應付款項 (計入貿易及其他應付款項)	應付非控股權益款項 (計入貿易及其他應付款項)	租賃負債	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於2021年1月1日	139,000	348,377	64,640	27,594	50,810	24,462	654,883
Financing net cash flows	融資淨現金流量	125,000	24,000	(8,060)	88,610	718	(6,304)	223,964
Non-cash changes	非現金變動	–	–	–	5,421	167,284	2,750	175,455
At 31 December 2021	於2021年12月31日	264,000	372,377	56,580	121,625	218,812	20,908	1,054,302
At 1 January 2022	於2022年1月1日	264,000	372,377	56,580	121,625	218,812	20,908	1,054,302
Financing net cash flows	融資淨現金流量	59,500	(26,532)	3,500	8,350	(86,636)	(3,153)	(44,971)
Non-cash changes	非現金變動	–	–	(56,580)	(67,600)	19,184	2,895	(102,101)
At 31 December 2022	於2022年12月31日	323,500	345,845	3,500	62,375	151,360	20,650	907,230

Notes to the Consolidated Financial Statements

綜合財務報表附註

34 COMMITMENTS

Property development expenditure commitments

Property development expenditure committed at 31 December 2022 and 2021 but not yet incurred is as follows:

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Contracted but not provided for	已訂約但未撥備	1,312,874	1,835,316
Land use rights	土地使用權	232,960	—
		1,545,834	1,835,316

34 承擔

物業發展開支承擔

於2022年及2021年12月31日已承擔惟尚未產生的物業發展開支如下：

35 FINANCIAL GUARANTEES AND CONTINGENT LIABILITIES

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Guarantees in respect of mortgage facilities for certain purchasers of the Group's properties (a)	就本集團的若干購房者的按揭融資作出的擔保(a)	6,698,004	5,532,738
Guarantees in respect of associate company's major shareholder loan (b)	就聯營公司主要股東貸款作出的擔保(b)	184,027	185,000
Pledges provided for borrowings of certain third parties (c)	就若干第三方借款提供質押(c)	101,000	160,284
Pledges provided for borrowings of a related party (d)	就關聯方借款提供質押(d)	9,500	—
		6,992,531	5,878,022

35 金融擔保及或然負債

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 FINANCIAL GUARANTEES AND CONTINGENT LIABILITIES (CONTINUED)

Notes:

- (a) The Group has arranged bank financing for certain purchasers of the Group's properties and provided guarantees to secure obligations of these purchasers for repayments. Such guarantees will terminate upon the earlier of (i) the issuance and transfer of the real estate ownership certificate, or (ii) the satisfaction of mortgage loans by the purchasers of the properties.

Pursuant to the terms of the guarantees, upon default of mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principal together with accrued interest owed by the defaulting purchasers to the banks and the Group is entitled to take over the legal title and possession of the related properties after the relevant legal procedures. The Group's guarantee period starts from the date of grant of mortgage. The directors consider that the likelihood of default of payments by the purchasers is minimal and therefore the financial guarantee measured at fair value is immaterial.

- (b) In line with our diversified land acquisition strategies, a subsidiary of the Group obtained the 20% equity interest of a project company (the "Associate Company") which hold a parcel of land for development through a bidding process, and remaining 80% equity interests are held by an independent third party (the "Major Shareholder"). Based on the investment agreement entered into by the Associate Company, the subsidiary of the Group and the Major Shareholder, the Associate Company has to repay the shareholder loans provided by the Major Shareholder within a specified timeframe after commencement of presale activities. If the Associate Company fails to return such shareholder loan on time, the subsidiary of the Group is required to provide funding to the Associate Company for the repayment of the shareholder loans. As at 31 December 2022, such shareholder loans of this Associate Company are approximately RMB184 million (31 December 2021: RMB185 million).

35 金融擔保及或然負債(續)

附註：

- (a) 本集團已為本集團的若干購房者安排銀行融資，並就買家的還款責任提供擔保。該等擔保將於(i)發出及轉讓房地產權屬證書；或(ii)購房者償付按揭貸款(以較早者為準)時終止。

根據擔保條款，在該等購房者拖欠按揭還款時，本集團須負責向銀行償還違約購房者拖欠的按揭本金連同應計利息，而本集團於完成相關法律程序後有權接管相關物業的合法業權及所有權。本集團的擔保期自授出按揭日期起開始。董事認為購房者拖欠付款的可能性極小，因此，按公平值計量的財務擔保並不重大。

- (b) 與我們的多元化土地收購策略一致，本集團一間附屬公司取得一間項目公司(「聯營公司」)(其透過競投持有一幅待發展土地)20%的股權，而餘下80%股權則由一名獨立第三方(「主要股東」)持有。根據聯營公司、本集團附屬公司及主要股東訂立的投資協議，聯營公司須於預售活動開始後特定期間內償還主要股東提供的股東貸款。倘聯營公司無法按時償還有關股東貸款，則本集團附屬公司須向聯營公司提供資金，以償還有關股東貸款。於2022年12月31日，聯營公司的有關股東貸款約為人民幣184百萬元(2021年12月31日：人民幣185百萬元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 FINANCIAL GUARANTEES AND CONTINGENT LIABILITIES (CONTINUED)

Notes: (continued)

(b) (continued)

In addition, pursuant to the investment agreement, the subsidiary of the Group also has to compensate for all losses of the Major Shareholder if the property project is delayed under certain conditions or that the repayment of shareholder loan is delayed beyond certain period stipulated in the investment agreement. The Group considers that the risk of providing funding for repayment of shareholder loans or any compensation loss is low as the development progress has been continuously communicated and mutually agreed.

- (c) Amounts represented the maximum exposure of the pledges (Note 8) (Note 11) provided for the borrowings of certain third parties as at 31 December 2022.
- (d) Amounts represented the maximum exposure of the pledge (Note 11) provided to secure certain repayment obligations of Weidu Guesthouse Limited under the Working Capital Loan Agreement as at 31 December 2022. The ultimate shareholder of Weidu Guesthouse Limited, Mr Li Xiaobing provided a personal counter guarantee in favour of the Group to secure the Group's potential liabilities under the asset pledge agreement. Weidu Guesthouse Limited has repaid the principal amount and all interest in full on 17 February 2023 and accordingly, the pledged of the Group have been fully released.

36 RELATED-PARTY TRANSACTIONS

(a) Name and relationship with related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control. Members of key management and their close family member of the Group are also considered as related parties.

35 金融擔保及或然負債(續)

附註：(續)

(b) (續)

此外，根據投資協議，倘物業項目在若干情況下延工，或股東貸款的還款時間遲於投資協議訂明的若干期限，則本集團附屬公司亦須就主要股東的所有虧損作出補償。本集團認為，由於發展進程一直得到溝通及雙方同意，故提供資金以償還股東貸款或任何補償虧損金額的風險為低。

- (c) 有關金額指於2022年12月31日就若干第三方借款提供的質押(附註8)(附註11)的最大風險。
- (d) 有關金額指於2022年12月31日為擔保許昌魏都賓館有限公司在流動資金借款合同下之若干還款責任而提供的質押(附註11)的最大風險。許昌魏都賓館有限公司的最終股東李小冰先生以本集團為受益人提供個人反擔保以擔保本集團於資產抵押合同項下之潛在負債。許昌魏都賓館有限公司已於2023年2月17日悉數償還本金及所有利息，因此，本集團的質押已被悉數解除。

36 關聯方交易

(a) 名稱及與關聯方的關係

若一方有能力直接或間接控制另一方，或在作出財務及經營決策時能對另一方產生重大影響力，即被視為關聯方。倘若各方受共同控制，則亦被視為相互關聯。本集團主要管理層成員及彼等近親亦被視作關聯方。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(a) Name and relationship with related parties (Continued)

Name 姓名

Mr. Li Xiaobing (李小冰)
李小冰先生
Mr. Li Dongfa (李東法)
李東法先生
Ms. Li Man (李曼)
李曼女士
Ms. Lin Wei (林斌)
林斌女士
Ms. Li Xingyao (李歆瑤)
李歆瑤女士
Ms. Liu Yulian (劉玉蓮)
劉玉蓮女士
Mr. Wang Zhenfeng (王振峰)
王振峰先生
Mr. Wang Yifan (王逸凡)
王逸凡先生
Ms. Qi Chunfeng (齊春風)
齊春風女士
Mr. Zhang Junfeng (張俊峰)
張俊峰先生
Ms. Zhang Fan (張帆)
張帆女士
Mr. Li Shi Xun (李世勳)
李世勳先生
Ever Enrichment Enterprise Company Limited
("Ever Enrichment")
恒潤企業有限公司(「恒潤」)
Ever Enhancement Enterprise Company Limited
("Ever Enhancement")
恒升企業有限公司(「恒升」)
Henan Hengda Investment Company Limited* (河南恒達投資有限公司) ("Hengda Investment") (Note)
河南恒達投資有限公司(「恒達投資」)(附註)

36 關聯方交易(續)

(a) 名稱及與關聯方的關係(續)

Relationship with the Group 與本集團的關係

Controlling shareholder of the Company
本公司的控股股東
Member of Mr. Li Xiaobing's family
李小冰先生的家族成員
Member of Mr. Li Xiaobing's family
李小冰先生的家族成員
Member of Mr. Li Xiaobing's family
李小冰先生的家族成員
Member of Mr. Li Xiaobing's family
李小冰先生的家族成員
Member of Mr. Li Xiaobing's family
李小冰先生的家族成員
Director of the Company
本公司董事
Member of Mr. Wang Zhenfeng's family
王振峰先生的家族成員
Director of the Company
本公司董事
Member of Ms. Qi Chunfeng's family
齊春風女士的家族成員
Member of Ms. Qi Chunfeng's family
齊春風女士的家族成員
Key management of the Company
本公司主要管理人員
Shareholder of the Company
本公司股東
Shareholder of the Company
本公司股東
Controlled by Mr. Li Xiaobing
由李小冰先生控制

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(a) Name and relationship with related parties (Continued)

Name
姓名

Xuchang Hengda Property Management Company Limited*
(許昌恒達物業管理有限公司) (“Hengda Property Management”) (Note)
許昌恒達物業管理有限公司(「恒達物業管理」)(附註)
Xuchang City Second Construction (Group) Company Limited* (許昌市第二建築(集團)有限公司) (“Xuchang Erjian”)
許昌市第二建築(集團)有限公司(「許昌二建」)
Xuchang Hengjiu Industrial Development Company Limited* (許昌恒久實業發展有限公司) (“Hengjiu Industrial”)
許昌恒久實業發展有限公司(「恒久實業」)
Weidu Guesthouse Limited *(許昌魏都賓館有限公司)
許昌魏都賓館有限公司
Xuchang Hengzhu Real Estate Development Company Limited* (許昌恒築房地產開發有限公司) (“Xuchang Hengzhu”) (Note 9)
許昌恒築房地產開發有限公司(「許昌恒築」)(附註9)

* English name for identification only

Note:

Mr. Li Dong Fa disposed of his direct/indirect equity interest in Hengda Investment and Hengda Property Management to Mr. Li Xiaobing in June 2018.

36 關聯方交易(續)

(a) 名稱及與關聯方的關係(續)

Relationship with the Group
與本集團的關係

Controlled by Mr. Li Xiaobing
由李小冰先生控制
Controlled by Mr. Li Dongfa
由李東法先生控制
Controlled by Ms. Qi Chunfeng
由齊春風女士控制
Controlled by Mr. Li Xiaobing
由李小冰先生控制
Change to associate from subsidiary since August 2022
自2022年8月起由子公司變為聯營公司

附註:

李東法先生於2018年6月將其於恒達投資及恒達物業管理的直接/間接股權出售予李小冰先生。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties

The following is a summary of the significant transactions carried out between the Group and its related parties:

(i) Providing temporary funding to a related party

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Hengzhu	— 許昌恒築	290	—

(ii) Repayment of temporary funding from a related party

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Hengzhu	— 許昌恒築	2,000	—

36 關聯方交易(續)

(b) 關聯方交易

本集團與其關聯方進行的重大交易概要如下：

(i) 向一名關聯方提供臨時資金

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Hengzhu	— 許昌恒築	290	—

(ii) 收回一名關聯方的臨時資金

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Hengzhu	— 許昌恒築	2,000	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties (continued)

(iii) Temporary funding received from related parties

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Hengda Investment	— 恒達投資	261,590	144,800
— Ever Enhancement	— 恒升	—	5,076
— Ever Enrichment	— 恒潤	4,270	418
		265,860	150,294

(iv) Temporary funding repaid to related parties

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Hengda Investment	— 恒達投資	272,340	134,050
— Ever Enhancement	— 恒升	1,536	418
		273,876	134,468

36 關聯方交易(續)

(b) 關聯方交易(續)

(iii) 收取自關聯方的臨時資金

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Hengda Investment	— 恒達投資	261,590	144,800
— Ever Enhancement	— 恒升	—	5,076
— Ever Enrichment	— 恒潤	4,270	418
		265,860	150,294

(iv) 償還予關聯方的臨時資金

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Hengda Investment	— 恒達投資	272,340	134,050
— Ever Enhancement	— 恒升	1,536	418
		273,876	134,468

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties (continued)

(v) Services provided by related parties

	Year ended 31 December 截至12月31日止年度	
	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Hengda Property Management — 恒達物業管理	16,475	16,435

(vi) Sales of properties to related parties

	Year ended 31 December 截至12月31日止年度	
	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Ms. Lin Wei	13,950	1,836
— Ms. Lin Wei and Ms. Li Xingyao	2,689	—
— Mr. Wang Zhenfeng	303	1,324
— Ms. Zhang Fan	505	1,534
— Mr. Wang Yifan & Ms. Dong Zheng	—	2,000
— Ms. Liu Yulian	—	1,866
	17,447	8,560

36 關聯方交易(續)

(b) 關聯方交易(續)

(v) 關聯方提供的服務

	Year ended 31 December 截至12月31日止年度	
	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Hengda Property Management — 恒達物業管理	16,475	16,435

(vi) 向關聯方作出的物業銷售

	Year ended 31 December 截至12月31日止年度	
	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Ms. Lin Wei	13,950	1,836
— Ms. Lin Wei and Ms. Li Xingyao	2,689	—
— Mr. Wang Zhenfeng	303	1,324
— Ms. Zhang Fan	505	1,534
— Mr. Wang Yifan & Ms. Dong Zheng	—	2,000
— Ms. Liu Yulian	—	1,866
	17,447	8,560

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties (continued)

(vii) Guarantees provided by related parties for bank borrowings and other long-term borrowings of the Group

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Mr. Li Xiaobing and Ms. Lin Wei	— 李小冰先生及林斌女士	273,000	464,000
— Mr. Li Shi Xun, Mr. Wang Zhenfeng and Ms. Qi Chunfeng	— 李世勳先生、王振峰先生及齊春風女士	30,000	30,000
— Ms. Li Man	— 李曼女士	3,000	—
		306,000	494,000

(viii) Guarantees provided to a related party for its bank borrowings (Note 35 (d))

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Weidu Guesthouse Limited	— 許昌魏都賓館有限公司	9,500	—

Note:

For the above guarantee, Mr. LI Xiaobing provided a personal counter guarantee in favour of the Group in the meantime.

36 關聯方交易(續)

(b) 關聯方交易(續)

(vii) 關聯方就本集團獲授銀行借款及其他長期借款提供的擔保

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Mr. Li Xiaobing and Ms. Lin Wei	— 李小冰先生及林斌女士	273,000	464,000
— Mr. Li Shi Xun, Mr. Wang Zhenfeng and Ms. Qi Chunfeng	— 李世勳先生、王振峰先生及齊春風女士	30,000	30,000
— Ms. Li Man	— 李曼女士	3,000	—
		306,000	494,000

(viii) 向一名關聯方就其銀行借款提供的擔保(附註35(d))

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Weidu Guesthouse Limited	— 許昌魏都賓館有限公司	9,500	—

附註：

對於上述擔保，同一時間李小冰先生為集團提供了個人反擔保。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with related parties (continued)

(ix) Acquiring equity interests of a company from a related party

In October 2022, Xuchang Hengda entered into a purchase agreement with Ms. Li Man, pursuant to which Xuchang Hengda acquired 99% equity interests of Xuchang Hengyu from Ms. Li Man at nil consideration for the purpose of acquiring a land use right held by Xuchang Hengyu. The transaction was regarded as assets acquisition which was completed in October 2022.

(x) Key management compensation

Key management includes directors and senior management staff. The compensation paid or payable to key management for employee services is shown below:

36 關聯方交易(續)

(b) 關聯方交易(續)

(ix) 自一名關聯方收購一間公司的股權

於2022年10月，許昌恒達與李曼女士訂立了購買協議，據此，許昌恒達向李曼女士收購土地使用權按零代價將許昌恒鈺之99%股權收購。交易於2022年10月完成並被視為一項資產收購。

(x) 主要管理人員薪酬

主要管理人員包括董事及高級管理人員。就僱員服務已付或應付主要管理人員的酬金列示如下：

		Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	4,551	7,095
Post-employment benefits	退休福利	154	227
		4,705	7,322

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(c) Related-party balances

The Group has the following balances with related parties:

(i) Amount due from a related party

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Hengzhu	— 許昌恒築	40,060	—

(ii) Other payables due to a related party

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Hengda Property Management	— 恒達物業管理	1,040	5,374

36 關聯方交易(續)

(c) 關聯方結餘

本集團擁有以下關聯方結餘：

(i) 應收關聯方款項

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Hengzhu	— 許昌恒築	40,060	—

(ii) 應付關聯方其他款項

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Hengda Property Management	— 恒達物業管理	1,040	5,374

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 RELATED-PARTY TRANSACTIONS (CONTINUED)

(c) Related-party balances (Continued)

(iii) Trade payables due to related parties

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Erjian	— 許昌二建	12,968	15,516
— Hengjiu Industrial	— 恒久實業	30	536
		12,998	16,052

Trade payables due to related parties arose from purchase transactions. The payables bear no interest.

(iv) Amount due to related parties

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Mr. Li Xiaobing	李小冰先生	1,814	1,814
Hengda Investment	恒達投資	—	10,750
Ever Enhancement	恒升	4,385	5,921
Ever Enrichment	恒潤	4,523	253
Ms. Li Man	李曼女士	3,574	—
		14,296	18,738

應付關聯方的貿易應付款項來自購買交易。該等應付款項不計息。

(iv) 應付關聯方款項

36 關聯方交易(續)

(c) 關聯方結餘(續)

(iii) 應付關聯方的貿易應付款項

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
— Xuchang Erjian	— 許昌二建	12,968	15,516
— Hengjiu Industrial	— 恒久實業	30	536
		12,998	16,052

應付關聯方的貿易應付款項來自購買交易。該等應付款項不計息。

(iv) 應付關聯方款項

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Mr. Li Xiaobing	李小冰先生	1,814	1,814
Hengda Investment	恒達投資	—	10,750
Ever Enhancement	恒升	4,385	5,921
Ever Enrichment	恒潤	4,523	253
Ms. Li Man	李曼女士	3,574	—
		14,296	18,738

Notes to the Consolidated Financial Statements

綜合財務報表附註

37 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

37 本公司的財務狀況表及儲備變動

		As at 31 December 於12月31日	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
		Note 附註	
ASSETS	資產		
Other receivables	其他應收款項		254,498
Dividend receivable	應收股息		151,960
Cash and cash equivalents	現金及現金等價物		1,833
Total assets	總資產		408,291
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	15	10,645
Share premium	股份溢價	15	299,188
(Accumulated losses)/retained earnings	(累計虧損)/保留盈利		65,526
			(454)
Total equity	總權益		375,359
LIABILITIES	負債		
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項		32,932
Total liabilities	總負債		32,932
Total equity and liabilities	總權益及負債		408,291

Notes to the Consolidated Financial Statements

綜合財務報表附註

37 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY (CONTINUED)

Note:

(a) Reserve movements of the Company

37 本公司的財務狀況表及儲備變動 (續)

附註：

(a) 本公司的儲備變動

		Share premium	(Accumulated losses)/ retained earnings
		股份溢價	(累計虧損)/ 保留盈利
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Balance at 1 January 2021	於2021年1月1日的結餘	299,188	63,471
Comprehensive income	全面收入		
Profit for the year	年內溢利	—	62,055
Total comprehensive income for the year	年內全面收入總額	—	62,055
Dividend paid	已付股息	—	(60,000)
Balance at 31 December 2021	於2021年12月31日的結餘	299,188	65,526
Balance at 1 January 2022	於2022年1月1日的結餘	299,188	65,526
Comprehensive income	全面收益		
loss for the year	年內虧損	—	(5,982)
Total comprehensive income for the year	年內全面收入總額	—	(5,982)
Dividend paid	已付股息	—	(59,998)
Balance at 31 December 2022	於2022年12月31日的結餘	299,188	(454)

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES

Particulars of the subsidiaries of the Group as at 31 December 2022 and 2021 are set out below:

Subsidiaries incorporated in the BVI

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Issued capital 已發行資本	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權百分比		Principal activities 主要業務
			2022 2022年	2021 2021年	
Dadi Development Limited 大地發展有限公司	10 June 2013 2013年6月10日	USD1 1美元	100%	100%	Investment holding 投資控股

Subsidiaries incorporated in Hong Kong

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Issued capital 已發行	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權百分比		Principal activities 主要業務
			2022 2022年	2021 2021年	
Dadi (Hong Kong) Enterprise Co., Ltd. 大地(香港)企業有限公司	14 March 2012 2012年3月14日	HKD100 100港元	100%	100%	Investment holding 投資控股

38 附屬公司詳情

於2022年及2021年12月31日本集團附屬公司的詳情載列如下：

於英屬維爾京群島註冊成立的附屬公司

於香港註冊成立的附屬公司

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

38 附屬公司詳情(續)

Subsidiaries incorporated in PRC

於中國註冊成立的附屬公司

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類別	Registered capital 註冊資本 '000 千元	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權的百分比		Principal activities 主要業務
				2022 2022年	2021 2021年	
Henan Dadi Property Development Company Limited ("Henan Dadi")	29 July 1992	The PRC, domestic company limited with limited liability, wholly foreign owned enterprise	USD2,500	100%	100%	Investment holding in the PRC
河南大地房地產開發有限公司(「河南大地」)	1992年7月29日	中國內地有限責任公司，外商獨資企業	美元2,500			於中國的投資控股
Xuchang Hengda Property Group Company Limited ("Xuchang Hengda")	3 June 1998	The PRC, domestic company limited with limited liability	RMB60,000	100%	100%	Real estate development and house renting in the PRC
許昌恒達房地產集團有限公司(「許昌恒達」)	1998年6月3日	中國內地有限責任公司	人民幣60,000			於中國的房地產開發及房屋租賃
Xuchang Songji Dadi Property Company Limited ("Songji Dadi") ^(a)	7 November 2007	The PRC, domestic company limited with limited liability	RMB50,000	100%	100%	Real estate development and house renting in the PRC
許昌宋基大地置業有限公司(「宋基大地」) ^(a)	2007年11月7日	中國內地有限責任公司	人民幣50,000			於中國的房地產開發及房屋租賃
Xinyang Hengda Property Development Company Limited ("Xinyang Hengda")	5 March 2008	The PRC, domestic company limited with limited liability	RMB30,000	88.88%	88.88%	Real estate development in the PRC
信陽恒達房地產開發有限公司(「信陽恒達」)	2008年3月5日	中國內地有限責任公司	人民幣30,000			於中國的房地產開發

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

38 附屬公司詳情(續)

Subsidiaries incorporated in PRC (continued)

於中國註冊成立的附屬公司(續)

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類別	Registered capital 註冊資本 '000 千元	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權的百分比		Principal activities 主要業務
				2022 2022年	2021 2021年	
Yuzhou City Hengda Property Company Limited ("Yuzhou Hengda") 禹州市恒達房地產有限公司(「禹州恒達」)	4 September 2009 2009年9月4日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB100,000 人民幣100,000	100%	100%	Real estate development and house renting in the PRC 於中國的房地產開發及 房屋租賃
Changge City Hengda Property Company Limited ("Changge Hengda") 長葛市恒達房地產有限公司(「長葛恒達」)	15 May 2011 2011年5月15日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB60,000 人民幣60,000	100%	100%	Real estate development and house renting in the PRC 於中國的房地產開發及 房屋租賃
Xuchang Jiari Baocheng Property Company Limited ("Jiari Baocheng") 許昌假日寶呈置業有限公司(「假日寶呈」)	2 June 2011 2011年6月2日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB50,000 人民幣50,000	100%	100%	Real estate development in the PRC 於中國的房地產開發
Xuchang City Jian'an District Hengmu Property Company Limited (formerly known as Xuchang County Hengmu Property Co., Ltd.) ("Xuchang Hengmu") (e) 許昌市建安區恒木房地產有限公司(原名:許昌縣 恒木房地產有限公司)(「許昌恒木」)(e)	25 January 2016 2016年1月25日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB10,000 人民幣10,000	100%	51%	Real estate development in the PRC 於中國的房地產開發

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

38 附屬公司詳情(續)

Subsidiaries incorporated in PRC (continued)

於中國註冊成立的附屬公司(續)

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類別	Registered capital 註冊資本 '000 千元	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權的百分比		Principal activities 主要業務
				2022 2022年	2021 2021年	
Yuzhou City Hengnuo Property Company Limited ("Yuzhou Hengnuo")	13 December 2018	The PRC, domestic company limited with limited liability, sino-foreign owned enterprise	USD38,000	100%	100%	Real estate development and house renting in the PRC
禹州市恒諾房地產開發有限公司(「禹州恒諾」)	2018年12月13日	中國內地有限責任公司， 中外合資企業	美元38,000			於中國的房地產開發及 房屋租賃
Hennan Damai Property Marketing planning Company Limited("Henan Damai")	3 March 2019	The PRC, domestic company limited with limited liability	RMB8,000	100%	100%	Real estate brokerage services/ Rental agency services/ Real estate information consultation and Housing sales service
河南達麥房地產營銷規劃有限公司(「河南達麥」)	2019年3月3日	中國內地有限責任公司	人民幣8,000			房地產經紀服務/租賃 代理服務/房地產信 息諮詢及房屋銷售服 務
Xuchang Weiheng Property Development Company Limited ("Xuchang Weiheng")	30 October 2019	The PRC, domestic company limited with limited liability	RMB120,000	100%	100%	Real estate development and house renting in the PRC
許昌魏恒房地產開發有限公司(「許昌魏恒」)	2019年10月30日	中國內地有限責任公司	人民幣120,000			於中國的房地產開發及 房屋租賃

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

38 附屬公司詳情(續)

Subsidiaries incorporated in PRC (continued)

於中國註冊成立的附屬公司(續)

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類別	Registered capital 註冊資本 '000 千元	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權的百分比		Principal activities 主要業務
				2022 2022年	2021 2021年	
Xuchang Yuanda Property Company Limited. ("Xuchang Yuanda") 許昌遠達置業有限公司(「許昌遠達」)	18 January 2019 2019年1月18日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB20,000 人民幣20,000	70%	70%	Real estate development in the PRC 於中國的房地產開發
Xiangcheng Hengda Real Estate Development Company Limited. ("Xiangcheng Hengda") 襄城縣恒達房地產開發有限公司(「襄城恒達」)	10 January 2020 2020年1月10日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB20,000 人民幣20,000	100%	100%	Real estate development in the PRC 於中國的房地產開發
Xuchang Xuheng Trading Company ("Xuheng Trading") 許昌許恒商貿有限公司(「許恒商貿」)	22 May 2020 2020年5月22日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB50,000 人民幣50,000	100%	100%	Trading company in the PRC 於中國的貿易公司
Xuchang Dongheng Real Estate Development Company Limited ("Xuchang Dongheng") 許昌東恒房地產開發有限公司(「許昌東恒」)	4 April 2020 2020年4月4日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB10,000 人民幣10,000	100%	100%	Real estate development and house renting in the PRC 於中國的房地產開發及 房屋租賃

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

38 附屬公司詳情(續)

Subsidiaries incorporated in PRC (continued)

於中國註冊成立的附屬公司(續)

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類別	Registered capital 註冊資本 千元	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權的百分比		Principal activities 主要業務
				2022 2022年	2021 2021年	
Luohe Hengda Huatai Real Estate Company Limited ("Luohe Hengda") 漯河恒達華泰置業有限公司(「漯河恒達」)	21 December 2020 2020年12月21日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB20,000 人民幣20,000	60%	60%	Real estate development and house renting in the PRC 於中國的房地產開發及房屋租賃
Yanling Zhengli Real Estate Development Company Limited ("Yanling Zhengli") 鄆陵縣政里房地產開發有限公司(「鄆陵政里」)	21 November 2019 2019年11月21日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB30,000 人民幣30,000	51%	51%	Real estate development and house renting in the PRC 於中國的房地產開發及房屋租賃
Changge Jiahe Real Estate Company Limited ("Changge Jiahe") 長葛市嘉合地產有限公司(「長葛嘉合」)	20 March 2020 2020年3月20日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB20,000 人民幣20,000	100%	100%	Real estate development and house renting in the PRC 於中國的房地產開發及房屋租賃
Xuchang Hengrong Real Estate Development Company Limited ("Xuchang Hengrong") 許昌市恒榮房地產開發有限公司(「許昌恒榮」)	9 April 2021 2021年4月9日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB50,000 人民幣50,000	92%	92%	Real estate development and house renting in the PRC 於中國的房地產開發及房屋租賃

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

38 附屬公司詳情(續)

Subsidiaries incorporated in PRC (continued)

於中國註冊成立的附屬公司(續)

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類別	Registered capital 註冊資本 '000 千元	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權的百分比		Principal activities 主要業務
				2022 2022年	2021 2021年	
Chongqing HengLing Trading Company Limited ("Chongqing HengLing") 重慶恒翎商貿有限公司(「重慶恒翎」)	18 June 2021 2021年6月18日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB20,000 人民幣20,000	100%	100%	Trading company in the PRC 於中國的貿易公司
Yuzhou Taiyu Real Estate Development Company Limited ("Yuzhou Taiyu") 禹州市泰禹房地產開發有限公司(「禹州泰禹」)	22 December 2020 2020年12月22日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB20,000 人民幣20,000	90%	90%	Real estate development in the PRC 於中國的房地產開發
Yanling Wanhong Real Estate Company Limited ("Yanling Wanhong") 鄆陵縣萬弘置業有限公司(「鄆陵萬弘」)	26 January 2021 2021年1月26日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB109,461 人民幣109,461	51%	51%	Real estate development and marketing in the PRC 於中國的房地產開發及 營銷
Xuchang Yonghong Real Estate Development Company Limited ("Xuchang Yonghong") 許昌永宏房地產開發有限公司(「許昌永宏」)	8 June 2020 2020年6月8日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB16,000 人民幣16,000	100%	100%	Real estate development and house renting in the PRC 於中國的房地產開發及 房屋租賃
Xuchang Hengchi Real Estate Development Company Limited ("Xuchang Hengchi") 許昌恒馳房地產開發有限公司(「許昌恒馳」)	26 August 2021 2021年8月26日	The PRC, domestic company limited with limited liability 中國內地有限責任公司	RMB50,000 人民幣50,000	100%	100%	Real estate development and house renting in the PRC 於中國的房地產開發及 房屋租賃

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

38 附屬公司詳情(續)

Subsidiaries incorporated in PRC (continued)

於中國註冊成立的附屬公司(續)

Company name 公司名稱	Date of incorporation/ establishment 註冊成立/ 成立日期	Place of incorporation and kind of legal entity 註冊成立地點及 法人實體類別	Registered capital 註冊資本 千元	Percentage of attributable equity interest as at 31 December 於12月31日應佔股權的百分比		Principal activities 主要業務
				2022 2022年	2021 2021年	
Xuchang Hengzhu Real Estate Development Company Limited* ("Xuchang Hengzhu") (b)	27 August 2021	The PRC, domestic company limited with limited liability	RMB20,000	41%	100%	Real estate development and house renting in the PRC 於中國的房地產開發及房屋租賃
許昌恒業房地產開發有限公司(「許昌恒業」)(b)	2021年8月27日	中國內地有限責任公司	人民幣20,000			
Henan Hengzhi Architectural Engineering Design Company Limited ("Henan Hengzhi")	13 August 2021	The PRC, domestic company limited with limited liability	RMB3,000	60%	60%	Architectural engineering design and management in the PRC 於中國的建築工程設計及管理
河南恒致建築工程設計有限公司(「河南恒致」)	2021年8月13日	中國內地有限責任公司	人民幣3,000			
Xuchang Hengrun Real Estate Company Limited ("Xuchang Hengrun") (c)	28 July 2022	The PRC, domestic company limited with limited liability	RMB5,000	60%	-	Real estate development and house renting in the PRC 於中國的房地產開發及房屋租賃
許昌市恒潤置業有限公司(「許昌恒潤」)(c)	2022年7月28日	中國內地有限責任公司	人民幣5,000			
Xuchang Jian'an District Hengyu Industrial Company Limited ("Xuchang Hengyu") (d)	13 April 2016	The PRC, domestic company limited with limited liability	RMB1,000	100%	-	Architectural material installation and sales in the PRC 於中國的建築材料安裝及銷售
許昌市建安區恒鈺實業有限公司(「許昌恒鈺」)(d)	2016年4月13日	中國內地有限責任公司	人民幣1,000			

* English name for identification only

* 英文名稱僅供識別

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

Subsidiaries incorporated in PRC (continued)

Notes:

- (a) Songji Dadi owned a project (“Songji Dadi — Mingmen Shangju”) which was developed together with a third party investor. In accordance with co-development agreement and its supplemental agreement dated 30 January 2010 and 9 February 2010 respectively, the third party investor owns 49% interest in this project and is considered a non-controlling interest of the Group.
- (b) On 27 August 2021, Xuchang Hengda set up a subsidiary Xuchang Hengzhu. Xuchang Hengzhu was owned as to 100% by Xuchang Hengda with contribution of RMB20,000,000. On 24 December 2021, Xuchang Hengda increased its capital contribution by approximately RMB30,000,000. The registered capital of Xuchang Hengzhu was therefore increased to RMB50,000,000. After the contribution, Xuchang Hengzhu was owned as to 100% by Xuchang Hengda.

In 2022, the Group disposed a total of 59% equity interests of Xuchang Hengzhu to Xuchang Weidu Investment Co., Ltd. (“Weidu investment”) and Xuchang Hengzhu becomes an associated company of the Group (Note 9).

38 附屬公司詳情(續)

於中國註冊成立的附屬公司(續)

附註：

- (a) 宋基大地擁有一個項目(「宋基大地 — 名門尚居」)，該項目乃與一名第三方投資者共同開發。根據日期分別為2010年1月30日及2010年2月9日的合作開發協議及其補充協議，該第三方投資者於該項目中擁有49%權益，因此被視為本集團的一項非控股權益。
- (b) 於2021年8月27日，許昌恒達設立了附屬公司許昌恒築。許昌恒築由許昌恒達擁有100%股權，注資金額為人民幣20,000,000元。於2021年12月24日，許昌恒達將其注資金額增加約人民幣30,000,000元。因此，許昌恒築的註冊資本增至人民幣50,000,000元。於增資之後，許昌恒築由許昌恒達擁有100%權益。

於2022年，本集團將其於許昌恒築的合共59%股權出售予許昌魏都投資有限公司(「魏都投資」)，而許昌恒築成為了本集團的聯營公司(附註9)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 PARTICULARS OF SUBSIDIARIES (CONTINUED)

Subsidiaries incorporated in PRC (continued)

Notes: (continued)

- (c) On 28 July 2022, Xuchang Hengda and Xuchang City Investment and Urban Development Group Co., Ltd. (“Xuchang Shitou”) entered into a cooperative development agreement. Xuchang Hengda set up a subsidiary Xuchang Hengrun with Xuchang Shitou. Xuchang Hengrun was owned as to 60% by Xuchang Hengda and 40% by Xuchang Shitou.
- (d) On 9 October 2022, Xuchang Hengda and Ms. Li Man, Ms. Liu Jia entered into an equity transfer agreement. Xuchang Hengda acquired 99% equity interests held by Ms. Li Man in Xuchang Hengyu and 1% equity interests held by Ms. Liu Jia in Xuchang Hengyu. After the acquisition, Xuchang Hengyu was owned as to 100% by Xuchang Hengda.
- (e) In August 2022, Xuchang Hengda acquired an additional 49% equity interests of its subsidiary of Xuchang Hengmu at a consideration of RMB5,500,000. The excess of RMB253,000 over the carrying amount of the non-controlling interests of RMB5,247,000 was recognised in equity attributable to equity holders of the Company.

38 附屬公司詳情(續)

於中國註冊成立的附屬公司(續)

附註：(續)

- (c) 於2022年7月28日，許昌恒達及許昌市城市建設投資發展有限責任公司(「許昌市投」)訂立了合作開發協議。許昌恒達與許昌市投設立了附屬公司許昌恒潤。許昌恒潤由許昌恒達擁有60%權益；以及由許昌市投擁有40%權益。
- (d) 於2022年10月9日，許昌恒達與李曼女士、劉佳女士訂立了股權轉讓協議。許昌恒達收購了李曼女士於許昌恒鈺持有的99%股權，以及劉佳女士於許昌恒鈺持有的1%股權。收購事項完成後，許昌恒鈺由許昌恒達擁有100%權益。
- (e) 於2022年8月，許昌恒達按代價人民幣5,500,000元收購了附屬公司許昌恒木額外49%股權。超出非控股權益賬面值人民幣5,247,000元之部分人民幣253,000元已確認於本公司權益持有人應佔權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

39 SUMMARISED FINANCIAL INFORMATION ON SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

The total non-controlling interests as at 31 December 2022 and 2021 were approximately RMB102,034,000 and RMB98,588,000 respectively. Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Summarised statement of financial position

		Songji Dadi-Mingmen Shangju 宋基大地 – 名門尚居		Xuchang Yuanda 許昌遠達		Luohe Hengda 漯河恒達		Yanling Wanhong 鄖陵萬弘	
		Year ended 31 December 截至12月31日止年度		Year ended 31 December 截至12月31日止年度		Year ended 31 December 截至12月31日止年度		Year ended 31 December 截至12月31日止年度	
		2022	2021	2022	2021	2022	2021	2022	2021
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current:	流動：								
Assets	資產	16,936	19,139	300,802	205,057	212,361	150,687	110,072	109,842
Liabilities	負債	(4,629)	(8,041)	(293,737)	(192,263)	(210,031)	(139,758)	(1,005)	(559)
Total current net assets	流動資產淨值總額	12,307	11,098	7,065	12,794	2,330	10,929	109,067	109,283
Non-current:	非流動：								
Assets	資產	9	123	3,066	1,679	3,441	1,478	–	–
Liabilities	負債	–	–	–	–	–	–	–	–
Total non-current net assets	非流動資產淨值總額	9	123	3,066	1,679	3,441	1,478	–	–
Net assets	資產淨值	12,316	11,221	10,131	14,473	5,771	12,407	109,067	109,283
Net assets attributable to non-controlling interests	非控股權益應佔資產淨值	6,035	5,498	3,039	4,342	2,308	4,963	53,443	53,549

39 擁有重大非控股權益的附屬公司的財務資料概要

於2022年及2021年12月31日的非控股權益總額分別約為人民幣102,034,000元及人民幣98,588,000元。下文載列擁有對本集團屬重大的非控股權益的附屬公司的財務資料概要。對各附屬公司所披露的金額指公司間對銷前的金額。

財務狀況表概要

Notes to the Consolidated Financial Statements

綜合財務報表附註

39 SUMMARISED FINANCIAL INFORMATION ON SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

Summarised statement of financial position (continued)

39 擁有重大非控股權益的附屬公司的財務資料概要(續)

財務狀況表概要(續)

		Yanling Zhengli 郟陵政裏		Xuchang Hengrong 許昌恒榮	
		Year ended 31 December 截至12月31日止年度		Year ended 31 December 截至12月31日止年度	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current:	流動:				
Assets	資產	248,922	191,764	582,043	363,626
Liabilities	負債	(223,767)	(194,226)	(535,699)	(368,690)
Total current net assets/(liabilities)	流動資產/(負債)淨值總額	25,155	(2,462)	46,344	(5,064)
Non-current:	非流動:				
Assets	資產	733	173	3,141	846
Liabilities	負債	—	—	(61,000)	—
Total non-current net assets/(liabilities)	非流動資產/(負債)淨值總額	733	173	(57,859)	846
Net assets	資產淨值	25,888	(2,289)	(11,515)	(4,218)
Net assets attributable to non-controlling interests	非控股權益應佔資產淨值	12,685	(1,122)	(921)	(337)

Notes to the Consolidated Financial Statements

綜合財務報表附註

39 SUMMARISED FINANCIAL INFORMATION ON SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

39 擁有重大非控股權益的附屬公司的財務資料概要(續)

Summarised statement of profit or loss and comprehensive income

損益及其他全面收益表概要

		Songji Dadi-Mingmen Shangju 宋基大地 – 名門尚居 Year ended 31 December 截至12月31日止年度		Xuchang Yuanda 許昌遠達 Year ended 31 December 截至12月31日止年度		Luohe Hengda 漯河恒達 Year ended 31 December 截至12月31日止年度		Yanling Wanhong 鄢陵萬弘 Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Revenue	收入	2,104	1,804	–	–	–	–	–	–
Profit(loss) before income tax	除所得稅前利潤/(虧損)	1,095	1,490	(5,743)	(5,175)	(8,748)	(8,669)	(216)	(178)
Income tax expense	所得稅開支	–	–	1,402	982	2,110	1,082	–	–
Post-tax (loss)/profit	稅後(虧損)/利潤	1,095	1,490	(4,341)	(4,193)	(6,637)	(7,586)	(216)	(178)
Total comprehensive (loss)/income	全面(虧損)/收入總額	1,095	1,490	(4,341)	(4,193)	(6,637)	(7,586)	(216)	(178)
Total comprehensive (loss)/income attributable to non-controlling interests	非控股權益應佔全面(虧損)/收入總額	537	730	(1,302)	(1,258)	(2,655)	(3,035)	(106)	(87)

		Yanling Zhengli 鄢陵政裏 Year ended 31 December 截至12月31日止年度		Xuchang Hengrong 許昌恒榮 Year ended 31 December 截至12月31日止年度	
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Revenue	收入	–	–	–	–
(Loss)/profit before income tax	除所得稅前(虧損)/利潤	(2,460)	(2,289)	(9,712)	(4,672)
Income tax expense	所得稅開支	596	–	2,415	454
Post-tax (loss)/profit	稅後(虧損)/利潤	(1,865)	(2,289)	(7,297)	(4,218)
Total comprehensive (loss)/income	全面(虧損)/收入總額	(1,865)	(2,289)	(7,297)	(4,218)
Total comprehensive (loss)/income attributable to non-controlling interests	非控股權益應佔全面(虧損)/收入總額	(914)	(1,122)	(584)	(337)

Notes to the Consolidated Financial Statements

綜合財務報表附註

39 SUMMARISED FINANCIAL INFORMATION ON SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

39 擁有重大非控股權益的附屬公司的財務資料概要(續)

Summarised cash flows

現金流量概要

	Songji Dadi-Mingmen Shangju 宋基大地 - 名門尚居		Xuchang Yuanda 許昌遠達		Luohe Hengda 漯河恒達		Yanling Wanhong 嚴陵萬弘	
	Years ended 31 December 截至12月31日止年度		Years ended 31 December 截至12月31日止年度		Years ended 31 December 截至12月31日止年度		Year ended 31 December 截至12月31日止年度	
	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Cash flows from operating activities:	經營活動所得現金流量：							
Cash generated from/(used in) operations	營運產生/(使用)現金							
Income tax paid	已付所得稅							
	-	(200)	(3,785)	448	15,168	9,447	(28)	30
	-	433	(1,868)	(1,862)	(2,502)	(510)	-	45
Net cash generated from/(used in) operating activities	經營活動產生/(使用)現金淨額							
	-	233	(5,653)	(1,414)	12,666	8,937	(28)	75
Net cash used in investing activities	投資活動所用現金淨額							
	-	-	-	-	-	-	-	-
Net cash generated from financing activities	融資活動產生現金淨額							
	-	-	-	-	-	-	-	-
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額							
Cash and cash equivalents at beginning of the year	年初的現金及現金等價物							
	358	125	26,482	27,896	8,937	-	75	-
Cash and cash equivalents at end of the year	年末的現金及現金等價物							
	358	358	20,829	26,482	21,603	8,937	47	75

Notes to the Consolidated Financial Statements

綜合財務報表附註

39 SUMMARISED FINANCIAL INFORMATION ON SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (CONTINUED)

Summarised cash flows

		Yanling Zhengli 郟陵政裏		Xuchang Hengrong 許昌恒榮	
		Year ended 31 December 截至12月31日止年度		Year ended 31 December 截至12月31日止年度	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cash flows from operating activities:	經營活動所得現金流量：				
Cash generated from/(used in) operations	營運產生/(使用)現金	5,799	(3,779)	23,867	1,722
Income tax paid	已付所得稅	(393)	70	(1,293)	87
Net cash (used in)/generated from operating activities	經營活動(使用)/產生現金淨額	5,406	(3,709)	22,574	1,809
Net cash used in investing activities	投資活動所用現金淨額	-	-	-	-
Net cash generated from financing activities	融資活動產生現金淨額	-	-	-	-
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	5,406	(3,709)	22,574	1,809
Cash and cash equivalents at beginning of the year	年初的現金及現金等價物	108	3,817	1,809	-
Cash and cash equivalents at end of the year	年末的現金及現金等價物	5,514	108	24,383	1,809

39 擁有重大非控股權益的附屬公司的財務資料概要(續)

現金流量概要

40 AUTHORISATION FOR ISSUE OF THE FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors of the Company on 4 April 2023.

40 授權刊發財務報表

綜合財務報表乃由本公司董事會於2023年4月4日批准及授權刊發。

Financial Summary

財務概要

		Year ended 31 December 截至12月31日止年度				
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue	收入	2,861,771	2,767,678	2,422,051	1,974,060	1,883,603
Profit for the year	年內溢利	77,769	303,169	282,591	290,765	229,861
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	84,812	306,913	284,011	293,040	224,505
		As at 31 December 於12月31日				
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Non-current assets	非流動資產	366,202	359,180	324,850	259,546	173,871
Current assets	流動資產	9,663,294	9,940,806	8,183,717	6,266,843	5,030,664
Total assets	資產總額	10,029,496	10,299,986	8,508,567	6,526,389	5,204,535
Non-current liabilities	非流動負債	306,846	439,268	276,412	461,710	622,436
Current liabilities	流動負債	7,849,183	8,015,258	6,702,065	4,831,180	3,584,584
Total liabilities	負債總額	8,156,029	8,454,526	6,978,477	5,292,890	4,207,020
Total equity	權益總額	1,873,467	1,845,460	1,530,090	1,233,499	997,515
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	1,771,433	1,746,872	1,499,959	1,215,948	977,689

List of Principal Properties

主要物業

INVESTMENT PROPERTIES

投資物業

Properties	Interest attributable to the Group	Approximate total gross floor area (sq.m.)	Type	Lease term
物業	本集團應佔權益	概約總建築面積 (平方米)	類別	租期
Hengdali Market 恒達利市場	100%	3,596	Commercial 商業	40 years from 7 October 1996 to 6 October 2036 1996年10月7日至2036年10月6日，為期40年
105 retail units on Level 2, the retail podium of Hengdali Market, the west of the northern section of Jiefang Road, Weidu District, Xuchang, Henan Province, the PRC 中國河南省許昌市魏都區解放路北段以西名為恒達利市場的零售平台2樓的105個零售單位				
Xingshu Garden 行署花園	100%	3,462	Commercial 商業	50 years from 20 December 2002 to 19 December 2052 2002年12月20日至2052年12月19日，為期50年
20 retail units on Level 2 and Level 3, the retail podium of Xingshu Garden, the middle section of Qiyi Road, Weidu District, Xuchang, Henan Province, the PRC 中國河南省許昌市魏都區七一路中段名為行署花園的零售平台2樓及3樓的20個零售單位				
Longhu Building 龍湖大廈	100%	428	Residential 住宅	70 years from 16 February 2003 to 15 February 2073 2003年2月16日至2073年2月15日，為期70年
Unit 2301 on Level 23 and Level 24, Longhu Building, No. 9 Shangwu Inner Ring Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC 中國河南省鄭州市鄭東新區商務內環路9號龍湖大廈23和24層的2301單元				

List of Principal Properties

主要物業

Properties 物業	Interest attributable to the Group 本集團應佔權益	Approximate total gross floor area (sq.m.) 概約總建築面積 (平方米)	Type 類別	Lease term 租期
King of the North 北海龍城	100%	13,223	Commercial 商業	40 years from 20 February 2014 to 19 February 2054 2014年2月20日至2054年2月19日， 為期40年
Block 1, King of the North, the junction of Jingshui Road and Longquan Road, Jian'an District, Xuchang, Henan Province, the PRC 中國河南省許昌市建安區鏡水路與龍泉 街交叉口北海龍城1座				
Xida Jie Office 西大街辦公樓	100%	2,350	Office 辦公樓	70 years from 1 January 1982 to 31 December 2051 1982年1月1日至2051年12月31日， 為期70年
No. 563, West Avenue, Weidu District, Xuchang, Henan Province, the PRC 中國河南省許昌市魏都區西大街563號				
Hengda Weiyuan 恒達魏源	100%	2,294	Commercial 商業	40 years from 8 September 2017 to 7 September 2057 2017年9月8日至2057年9月7日， 為期40年
A retail unit on Basement Level 1, Commercial Block 5 of Hengda Weiyuan, the Junction of Laodong Road and Remin Road, Weidu District, Xuchang, Henan Province, the PRC 中國河南省許昌市魏都區勞動路與人民 路交叉口恒達魏源5號樓商業1層地下1 個零售單位				

List of Principal Properties

主要物業

Properties	Interest attributable to the Group	Approximate total gross floor area (sq.m.)	Type	Lease term
物業	本集團應佔權益	概約總建築面積 (平方米)	類別	租期
Napa Xidi NAPA 溪地	100%	540	Residential and clubhouse 住宅及會所	70 years from 12 January 2010 to 11 January 2080 2010年1月12日至2080年11月11日，為期70年
Clubhouse on Level 1 and Level 2, Taoxiyuan, the junction of North of Dongtai Road and East of Xinye Road, Weidu District, Xuchang, Henan Province, The PRC 位於中國河南省許昌市魏都區東泰街以北及興業路以東交叉口桃溪苑1層及2層的會所				
Jinhui Plaza 金匯廣場	100%	8,839	Commercial 商業	40 years from 16 July 2015 to 15 July 2055 2015年7月16日至2055年7月15日，為期40年
A retail unit on Basement 1, Hengda Jinhui Plaza, the junction of North of Baiyi Road and East of Beiguan Avenue, Weidu District, Xuchang, Henan Province, The PRC 位於中國河南省許昌市魏都區八一路以北及北關大街以東交叉口恒達金匯廣場地下1層的零售單位				

List of Principal Properties

主要物業

PROPERTIES UNDER DEVELOPMENT

開發中物業

Properties	Interest attributable to the Group	Approximate total gross site area	Approximate total gross floor area under development	Type	Estimated date of completion	Progress
物業	本集團應佔權益	(sq.m.) 概約總地盤面積 (平方米)	(sq.m.) 概約在建總建築面積 (平方米)	在建類別	預計完成日期	進展狀況
Dongcheng Garden	90%	124,224	408,760	Residential and commercial	December 2024	Under construction
東城花園				住宅、商業	2024年12月	工程進行中
<p>Located at the east of Weiwu Avenue and the South of the Xuefu Road, Dongcheng District, Xuchang City, Henan Province, the PRC</p> <p>位於中國河南省許昌市東城區魏武大道以東及學府街以南</p>						
Changge Sunshine City	100%	255,379	231,156	Residential and commercial	December 2023	Under construction
長葛陽光城				住宅、商業	2023年12月	工程進行中
<p>Located at the south of Getian Avenue and the west of HuangJie Road, Changge City, Xuchang, Henan Province, the PRC</p> <p>位於中國河南省許昌長葛市葛天大道以南及黃杰路以西</p>						

List of Principal Properties

主要物業

Properties	Interest attributable to the Group	Approximate total gross site area	Approximate total gross floor area under development	Type	Estimated date of completion	Progress
物業	本集團應佔權益	(sq.m.) 概約 總地盤面積 (平方米)	(sq.m.) 概約在建 總建築面積 (平方米)	在建類別	預計完成日期	進展狀況
Hengda Binhefu Project	100%	143,330	469,314	Residential and commercial	December 2024	Under construction
恒達濱河府項目				住宅、商業	2024年12月	工程進行中
<p>Located at the south of Binhe Avenue and east of Xuanyuan Avenue, Yuzhou City, Xuchang, Henan Province, the PRC</p> <p>位於中國河南省許昌禹州市濱河大道以南及軒轅大道以東</p>						
Yuzhou Sunshine City	100%	502,535	736,858	Residential and commercial	March 2025	Under construction
禹州陽光城				住宅、商業	2025年3月	工程進行中
<p>Located at the north of Yuwang Boulevard, south of Binhe Boulevard and west of Xuanyuan Boulevard, Yuzhou City, Xuchang, Henan Province, the PRC</p> <p>位於中國河南省許昌禹州市禹王大道以北、濱河大道以南及軒轅大道以西</p>						

List of Principal Properties

主要物業

Properties 物業	Interest attributable to the Group 本集團 應佔權益	Approximate total gross site area (sq.m.) 概約 總地盤面積 (平方米)	Approximate total gross floor area under development (sq.m.) 概約在建 總建築面積 (平方米)	Type 在建類別	Estimated date of completion 預計完成日期	Progress 進展狀況
Hengda Xinzhu 恒達新築	100%	102,292	305,338	Residential and commercial 住宅、商業	December 2026 2026年12月	Under construction 工程進行中
<p>Located at the South of Hengtong Road and the West of Ruiyuan Road, Xuchang Economic and Technological Development Zone, Henan Province, the PRC</p> <p>位於中國河南省許昌市經濟技術開發區恒通路以南，瑞園路以西</p>						

Board 董事會	Board of directors of the Company 本公司董事會
Ever Reach or the Company 恒達控股或本公司	Ever Reach Group (Holdings) Company Limited 恒達集團(控股)有限公司
Group 本集團	Ever Reach and its subsidiaries 恒達控股及其附屬公司
Henan Dadi 河南大地	Henan Dadi Property Development Company Limited*, being an indirect wholly-owned subsidiary of the Company 河南大地房地產開發有限公司，本公司之間接全資附屬公司
Hengda Investment 恒達投資	Henan Hengda Investment Company Limited*, a limited liability company established in the PRC on 17 October 2007 owned approximately by Mr. Li Xiaobing as to 67.1833%, Mr. Wang Zhenfeng as to 3.3833%, Ms. Qi Chunfeng as to 18.65%, Mr. Li Shixun as to 2.3833% and Ms. Chun Xiaojun as to 1.15% (all of whom being connected persons) and two independent third parties as to the remaining 7.25%, and hence a connected person of our Company 河南恒達投資有限公司，一家於2007年10月17日在中國成立的有限公司，分別由李小冰先生、王振峰先生、齊春風女士、李世勳先生及春曉軍女士(均為關連人士)擁有約67.1833%、3.3833%、18.65%、2.3833%及1.15%權益以及由兩名獨立第三方擁有餘下7.25%權益，因此為本公司的關連人士
Hengda Property Management 恒達物業管理	Xuchang Hengda Property Management Company Limited*, a limited liability company established in the PRC on 5 July 1999 wholly owned by Hengda Investment, and hence a connected person of our Company 許昌恒達物業管理有限公司，一家於1999年7月5日在中國成立的有限公司，由恒達投資全資持有，因此為本公司的關連人士
HK\$/HKD 港元	Hong Kong dollar, the lawful currency of Hong Kong 港元，香港法定貨幣
IPO 首次公開發售	Initial public offering of Ever Reach 恒達控股首次公開發售
Jiari Baocheng 假日寶呈	Xuchang Jiari Baocheng Property Company Limited*, being an indirect wholly-owned subsidiary of the Company 許昌假日寶呈置業有限公司，本公司之間接全資附屬公司

* *English name for identification purpose only*

Glossary

詞彙

Listing Rules 上市規則	Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
Model Code 標準守則	Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules 上市規則附錄10內上市發行人董事進行證券交易的標準守則
PRC 中國	People's Republic of China, and for the purpose of this annual report and except where the context requires otherwise, references to PRC do not include Taiwan, the Hong Kong Special Administration Region, the Macao Special Administration Region, of the People's Republic of China 中華人民共和國，及就本年報而言，除非文義另有所指，否則對中國之提述並不包括台灣、香港特別行政區及中華人民共和國澳門特別行政區
RMB 人民幣	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
SFO 證券及期貨條例	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) 證券及期貨條例(香港法例第571章)
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
Xuchang Hengda 許昌恒達	Xuchang Hengda Property Group Company Limited*, being an indirect wholly-owned subsidiary of the Company 許昌恒達房地產集團有限公司，本公司之間接全資附屬公司
Xuchang Hengrong 許昌恒榮	Xuchang Hengrong Real Estate Development Company Limited*, being an indirect non-wholly owned subsidiary of the Company 許昌市恒榮房地產開發有限公司，本公司之間接非全資附屬公司

* English name for identification purpose only

This annual report is printed in both Chinese and English languages. Should there be any discrepancy between the English language and the Chinese language, the English language shall prevail.

本年報分別以中、英文兩種語言印製。中英文版本如有歧義，概以英文版本為準。



Ever Reach Group (Holdings) Company Limited
恒達集團(控股)有限公司