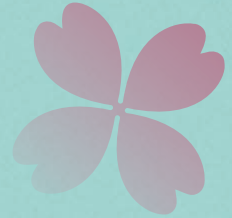


2023
年度報告
ANNUAL REPORT

GREENTOWN
SERVICE



核心價值

CORE VALUES

完美

PERFECTION

真誠
SINCERITY

善意
WELL-
INTENTIONED

精緻
IMPECCABILITY

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BOARD OF DIRECTORS

Executive Directors

Mr. Yang Zhangfa (*Chairman*)

Ms. Jin Keli

Mr. Chen Hao

Mr. Wu Zhihua

(Resigned on 10 February 2023)

Non-executive Directors

Mr. Shou Bainian

Ms. Xia Yibo

Ms. Li Hairong

Mr. Liu Xingwei

(Appointed on 28 March 2023)

Mr. Zeng Yiming

(Resigned on 28 March 2023)

Independent Non-executive Directors

Mr. Poon Chiu Kwok

Mr. Wong Ka Yi

Mr. Li Feng

Mr. Jia Shenghua

(Appointed on 1 June 2023)

Ms. Wu Aiping

(Resigned on 1 June 2023)

AUDIT COMMITTEE

Mr. Poon Chiu Kwok (*Chairman*)

Mr. Wong Ka Yi

Mr. Li Feng

Mr. Jia Shenghua

(Appointed on 1 June 2023)

Ms. Wu Aiping

(Resigned on 1 June 2023)

REMUNERATION COMMITTEE

Mr. Poon Chiu Kwok (*Chairman*)

Mr. Wong Ka Yi

Mr. Li Feng

Mr. Jia Shenghua

(Appointed on 1 June 2023)

Ms. Wu Aiping

(Resigned on 1 June 2023)

董事會

執行董事

楊掌法先生 (*主席*)

金科麗女士

陳浩先生

吳志華先生

(於2023年2月10日辭任)

非執行董事

壽柏年先生

夏一波女士

李海榮女士

劉興偉先生

(於2023年3月28日獲委任)

曾益明先生

(於2023年3月28日辭任)

獨立非執行董事

潘昭國先生

黃嘉宜先生

李風先生

賈生華先生

(於2023年6月1日獲委任)

吳愛萍女士

(於2023年6月1日辭任)

審核委員會

潘昭國先生 (*主席*)

黃嘉宜先生

李風先生

賈生華先生

(於2023年6月1日獲委任)

吳愛萍女士

(於2023年6月1日辭任)

薪酬委員會

潘昭國先生 (*主席*)

黃嘉宜先生

李風先生

賈生華先生

(於2023年6月1日獲委任)

吳愛萍女士

(於2023年6月1日辭任)

NOMINATION COMMITTEE

Mr. Wong Ka Yi (Chairman)
Mr. Poon Chiu Kwok
Mr. Li Feng
Mr. Jia Shenghua
(Appointed on 1 June 2023)
Ms. Wu Aiping
(Resigned on 1 June 2023)

COMPANY SECRETARY

Ms. Ng Sau Mei (FCG, HKFCG)

AUTHORISED REPRESENTATIVES

Mr. Yang Zhangfa
Ms. Jin Keli
(Appointed on 10 February 2023)
Mr. Wu Zhihua
(Resigned on 10 February 2023)

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Block B
Xixi International Business Center
No. 767 West Wenyi Road
Hangzhou, Zhejiang Province
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 1607-08, 16/F., Kai Tak Commercial Building
Nos. 317 & 319 Des Voeux Road Central
Sheung Wan, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

提名委員會

黃嘉宜先生(主席)
潘昭國先生
李風先生
賈生華先生
(於2023年6月1日獲委任)
吳愛萍女士
(於2023年6月1日辭任)

公司秘書

伍秀薇女士(FCG, HKFCG)

授權代表

楊掌法先生
金科麗女士
(於2023年2月10日獲委任)
吳志華先生
(於2023年2月10日辭任)

註冊辦事處

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

總部及中國主要營業地點

中國
浙江省杭州市
文一西路767號
西溪國際商務中心
B幢

香港主要營業地點

香港上環
德輔道中317 & 319號
啟德商業大廈16樓1607-08室

主要股份過戶登記處

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

HONG KONG SHARE REGISTRAR

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

AUDITOR

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

LEGAL ADVISOR

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

PRINCIPAL BANKS

Agricultural Bank of China (Hangsan Road Branch)
283 Wensanxi Road
Xihu District, Hangzhou
Zhejiang Province
The PRC

Bank of China (Hong Kong) Limited
1 Garden Road
Hong Kong

COMPANY WEBSITE

www.lvchengfuwu.com

STOCK CODE

2869

LISTING DATE

12 July 2016

香港股份過戶登記處

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

核數師

畢馬威會計師事務所
於《會計及財務匯報局條例》下的
註冊公眾利益實體核數師
香港中環
遮打道 10 號
太子大廈 8 樓

法律顧問

漢坤律師事務所有限法律責任合夥
香港
皇后大道中 15 號
置地廣場
公爵大廈 39 樓
3901–05 室

主要往來銀行

中國農業銀行杭三路支行
中國
浙江省
杭州市西湖區
文三西路 283 號

中國銀行(香港)有限公司
香港
花園道 1 號

公司網址

www.lvchengfuwu.com

股份代號

2869

上市日期

2016 年 7 月 12 日

Definitions

釋義

“AUD” 「澳元」	Australian dollar, the lawful currency of Australia 澳大利亞元，澳大利亞的法定貨幣
“Audit Committee” 「審核委員會」	the audit committee of the Board 董事會審核委員會
“Board” 「董事會」	the board of directors of our Company 本公司董事會
“China” or “PRC” 「中國」	the People’s Republic of China, which, for the purpose of this annual report and for geographic reference only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，僅就本年度報告及地區參考而言，不包括香港、澳門特別行政區及台灣
“Company” or “our Company” 「公司」或「本公司」	Greentown Service Group Co. Ltd. (綠城服務集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 24 November 2014 綠城服務集團有限公司，一間於 2014 年 11 月 24 日於開曼群島註冊成立的獲豁免有限公司
“Director(s)” 「董事」	the director(s) of our Company 本公司董事
“GFA” 「面積」	gross floor area 建築面積
“Group”, “our Group”, “the Group”, “we”, “us” or “our” 「集團」、「本集團」或「我們」	our Company and its subsidiary(ies) from time to time or where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be) 本公司及其不時的附屬公司，而倘文義所需，就本公司成為現有附屬公司的控股公司前的期間，指該等附屬公司或其前身公司(視乎情況而定)經營的業務
“HK\$” 「港元」	the lawful currency of Hong Kong 香港法定貨幣
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Listing” 「上市」	the listing of the Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市

Definitions

釋義

“Listing Date” 「上市日期」	12 July 2016, on which the Shares were listed and from which dealings in the Shares were permitted to take place on the Stock Exchange 2016年7月12日，為股份於聯交所上市並自此獲准買賣的日期
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司證券上市規則
“m” 「百萬」	million 百萬
“Nomination Committee” 「提名委員會」	the nomination committee of the Board 董事會提名委員會
“Prospectus” 「招股書」	the prospectus of the Company dated 28 June 2016 本公司日期為2016年6月28日的招股書
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 董事會薪酬委員會
“Reporting Period” 「報告期內」	the twelve months ended 31 December 2023 截至2023年12月31日止十二個月
“RMB” or “Renminbi” or “Renminbi Yuan” 「人民幣」	Renminbi yuan, the lawful currency of China 人民幣元，中國法定貨幣
“Shareholder(s)” 「股東」	shareholder(s) of the Company 本公司股東
“Shares” 「股份」	ordinary shares of nominal value of HK\$0.00001 each in the share capital of the Company 本公司股本中每股面值0.00001港元之普通股
“sq.m” 「平方米」	square meter 平方米
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“US\$” or “USD” 「美元」	US dollar, the lawful currency of the United States of America 美元，美國的法定貨幣
“Y/Y” 「同比」	year-on-year 年增加
“%” 「百分比」或「%」	percent 百分比

The Group is a leading happy living service provider nationwide, and is based on people's full range of life scenes and the entire life cycle of real estate, and provides a wide range of services that are strongly associated with life, which include four types of services, namely property services, community living services, consulting services and technology services, and provide our residents with access to a broad portfolio of products and services that address the evolving daily needs of our customers, property owners and residents.

OUR PRODUCTS AND SERVICES PORTFOLIO

- Property services. We provide a range of high quality property management services, such as security, cleaning, gardening, and repair and maintenance services, which we refer to collectively as "standard" property management services, and charge the residents and owners of our managed properties or real estate developers management fees for such services. As at 31 December 2023, we managed properties located in 204 cities across 30 provinces, direct-controlled municipalities and autonomous regions across China with a total managed GFA reached 448.4 million sq m. which covers high-end residential, government public construction, commercial office buildings, urban complex.
- Consulting services. We offer consulting services to real estate developers and local property management companies to address various needs that arise during each major stage throughout the course of their property development projects, capitalizing on our brand equity and expertise. For example, we provide real estate developers with project planning, design management, construction management and marketing management consulting services during the design and development stages and display unit management services to facilitate sales of their developed projects. We also provide management consulting services with respect to delivered properties to real estate developers and property management companies.

本集團是中國具領先地位的幸福生活服務商，圍繞人的全生活場景及房地產的全生命周期，提供多元化、與生活呈現強關聯的服務，包括物業服務、園區服務、諮詢服務及科技服務四類業務，為住戶提供種類廣泛的產品及服務組合，滿足客戶、業主及住戶不斷變化的日常生活需求。

我們的產品及服務組合

- 物業服務。我們提供一系列高品質的物業管理服務，例如我們統稱為「標準」物業管理服務的保安、保潔、園藝、物業維修及保養服務，並就該等服務向在管物業的住戶及業主或房地產開發商收取服務費。於2023年12月31日，我們的總在管面積達448.4百萬平方米的物業，涵蓋高端住宅、政府公共建設、商業寫字樓、城市綜合體等，覆蓋全中國30個省、直轄市及自治區的204個城市。
- 諮詢服務。我們向房地產開發商及地方物業管理公司提供諮詢服務，利用我們的品牌及專業優勢滿足其在房地產開發周期中各個主要階段的不同需求。例如，我們向房地產開發商提供在設計和開發階段的項目規劃、設計管理、建築管理及營銷管理諮詢服務，我們亦提供示範單位管理服務，促進他們已開發項目的銷售。我們同時也就已交付物業，向房地產開發商及物業管理公司提供管理諮詢服務。

- Community living services. Based on the needs of the property owners' full range of life scene, we provide property owners and residents of our managed communities with access to an extensive array of daily necessities complemented by a wide assortment of life-style products and services through a variety of channels. Our services under this segment include community products and services, home living services, community space services, property asset management services, cultural & education services. As the needs of our property owners and residents for better living have been evolving, on the basis of innovation and promotion of traditional service, we will continue to use the mobile Internet and the smart community portal, offer a wider range of services and products to satisfy the customers, and combine online and offline service, to broaden and accelerate the flow of life services.
- Technology services. Centering on the digitalization of services, we have built all-round platform products and intelligent property products for government, future communities, and property enterprises. From the early stage of planning and design, smart hardware construction to the development and operation of digital system, technology services provide customers with intelligent, inclusive and affordable integrated solutions, and help customers in digital transformation. Technology services are an important infrastructure to build the differentiated product system of the Group, break the bottleneck of efficiency, and help the Group achieve the strategic goal of being the most valuable and happy living service provider in China.
- 園區服務。我們基於業主的全美好生活場景的需求，透過多種渠道向我們在管園區的業主及住戶提供各類日常生活必需品和各種品質生活產品和服務。園區服務包括園區產品及服務、家居生活服務、園區空間服務、物業資產管理服務、文化教育服務。隨著業主和住客為更好的生活而衍生的生活需要，集團在創新和提升傳統優勢服務的基礎上，我們將繼續運用移動互聯網與智慧社區入口，部署提供種類更廣的服務和產品來滿足客戶，用線上線下結合的方式，拓寬和加速生活服務的流量空間。
- 科技服務。我們圍繞服務的數字化，為政府、未來社區、物業企業等打造全域平台產品及智慧物業產品。從前期規劃設計、智慧硬件建設到數字化系統的開發及運營，科技服務為客戶提供智慧、普惠、實惠的一體化解決方案，助力客戶數字化轉型。科技服務是構建本集團差異化產品體系，破局效率瓶頸，助力本集團實現中國最具價值幸福生活服務商戰略目標的重要基礎設施。



PERFECTION

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要

CONSOLIDATED RESULTS

綜合業績

For the year ended 31 December

截至12月31日止年度

		2019	2020	2021	2022	2023
		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
Revenue	收入	8,581,932	10,105,646	12,566,131	14,856,343	17,393,272
+/- %	增加/減少%	27.9%	17.8%	24.3%	18.2%	17.1%
Gross profit	毛利	1,547,109	1,922,834	2,330,526	2,401,953	2,913,386
+/- %	增加/減少%	29.2%	24.3%	21.2%	3.1%	21.3%
Profit for the year	年內利潤	472,359	740,657	890,444	631,423	716,130
Net profit attributable to equity shareholders of the Company	公司權益股東應佔淨利潤	477,405	710,414	846,275	547,501	605,374
+/- %	增加/減少%	-1.2%	48.8%	19.1%	-35.3%	10.6%
Earnings per share, (RMB) after listing	上市後每股盈利 (人民幣)	0.17	0.23	0.26	0.17	0.19
% of overall revenue by service line	佔總收入按業務					
— Property services	— 物業服務	63.5%	63.6%	61.8%	63.6%	63.8%
— Community living services	— 園區服務	22.3%	20.0%	20.8%	19.2%	20.5%
— Consulting services	— 諮詢服務	14.2%	14.9%	15.6%	13.9%	13.2%
— Technology services	— 科技服務	—	1.5%	1.8%	3.3%	2.5%
Overall revenue	總收入	100%	100%	100%	100%	100%
Profitability	利潤率					
Gross margin by service line	按業務劃分的毛利率					
— Property services	— 物業服務	11.4%	12.8%	12.5%	12.1%	13.0%
— Community living services	— 園區服務	27.1%	25.4%	25.7%	20.8%	21.5%
— Consulting services	— 諮詢服務	33.6%	32.6%	30.0%	22.7%	23.4%
— Technology services	— 科技服務	—	64.6%	42.8%	40.9%	38.7%
Gross margin — overall	毛利率 — 總體	18.0%	19.0%	18.5%	16.2%	16.8%
Net profit margin ⁽ⁱ⁾	淨利潤率 ⁽ⁱ⁾	5.6%	7.0%	6.7%	4.3%	4.1%

(i) Net profit margin is calculated as profit attributable to equity shareholders of the Company divided by revenue.

(i) 淨利潤率是以公司權益股東應佔溢利除以收入。

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要

For the year ended 31 December

截至12月31日止年度

		2019	2020	2021	2022	2023
		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
PROFIT OR LOSS	損益					
Revenue — by service line	收入 — 按業務					
Property services	物業服務	5,452,031	6,428,756	7,769,559	9,446,258	11,101,501
+/- %	增加/減少%	22.2%	17.9%	20.9%	21.6%	17.5%
Community products and services	園區產品及服務	541,543	651,798	958,686	1,138,251	1,272,004
+/- %	增加/減少%	123.9%	20.4%	18.8%	18.7%	11.7%
Home living services	家居生活服務	116,239	147,241	193,517	256,420	547,453
+/- %	增加/減少%	37.7%	26.7%	31.4%	32.5%	113.5%
Community space services	園區空間服務	203,726	194,632	223,971	249,788	280,635
+/- %	增加/減少%	-10.9%	-4.5%	15.1%	11.5%	12.3%
Property asset management services	物業資產管理服務	859,568	711,076	779,142	661,700	777,642
+/- %	增加/減少%	19.5%	-17.3%	9.6%	-15.1%	17.5%
Cultural & education services	文化教育服務	191,675	316,840	460,367	547,740	690,827
+/- %	增加/減少%	436.3%	65.3%	45.3%	19.0%	26.1%
Community living services	園區服務	1,912,751	2,021,587	2,836,485	2,853,899	3,568,561
+/- %	增加/減少%	46.0%	5.7%	30.3%	9.1%	25.0%
Property under construction services	在建物業服務	983,283	1,189,722	1,598,010	1,821,093	2,020,899
+/- %	增加/減少%	24.8%	21.0%	34.3%	14.0%	11.0%
% of total revenue of consulting services	佔諮詢服務總收入%	80.8%	79.3%	81.5%	88.1%	88.0%
Management consulting services	管理諮詢服務	233,867	310,167	362,077	245,703	274,357
+/- %	增加/減少%	54.1%	32.6%	16.7%	-32.1%	11.7%
% of total revenue of consulting services	佔諮詢服務總收入%	19.2%	20.7%	18.5%	11.9%	12.0%
Consulting services	諮詢服務	1,217,150	1,499,889	1,960,087	2,066,796	2,295,256
+/- %	增加/減少%	29.6%	23.2%	30.7%	5.4%	11.1%
Technology services	科技服務	—	155,414	220,802	489,390	427,954
+/- %	增加/減少%	—	—	42.1%	121.6%	-12.6%

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要

For the year ended 31 December

截至12月31日止年度

		2019	2020	2021	2022	2023
		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
OPERATING DATA	運營數據					
Property services	物業服務					
Total nos of contracts	合同總數	1,454	1,759	2,132	2,630	3,105
+/-	增加/減少	218	305	373	498	475
+/- %	增加/減少%	17.6%	21.0%	21.2%	23.4%	18.1%
Reserved GFAs (m sq.m)	儲備面積 (百萬平方米)	233.2	284.3	347.7	379.0	371.6
+/-	增加/減少	41.1	51.1	63.4	31.3	-7.4
+/- %	增加/減少%	21.4%	21.9%	22.3%	9.0%	-1.95%
Managed GFAs (m sq.m)	在管面積 (百萬平方米)	212.4	250.5	304.1	384.1	448.4
+/-	增加/減少	42.0	38.1	53.6	80.0	64.3
+/- %	增加/減少%	24.6%	24.6%	21.4%	26.3%	16.7%
Terminated GFAs (m sq.m)	退出面積 (百萬平方米)	8.4	7.3	11.0	14.1	38.8
+/- %	增加/減少%	-26.3%	-13.1%	50.7%	28.2%	175.2%
% of managed GFAs in the year	佔當年在管面積%	4.0%	2.9%	3.6%	3.7%	8.7%
Avg property service fee (RMB/month/sq.m)	平均物業服務費 (人民幣, 每月, 每平方米)	3.15	3.20	3.21	3.20	3.24
+/- %	增加/減少%	0%	1.6%	0.3%	-0.3%	1.3%

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要

FINANCIAL POSITION

財務狀況

		As at 31 December 於12月31日				2023	
		2019	2020	2021	2022		
		Note	RMB'000	RMB'000	RMB'000	RMB'000	
		附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Current assets	流動資產		5,204,290	8,609,335	9,278,237	10,840,595	12,111,712
Including:	包含：						
Cash & cash equivalents	現金及現金等價物		2,641,334	4,437,192	4,306,619	4,183,381	4,530,836
Trade & other receivables	貿易及其他應收款		1,841,458	1,990,178	3,054,668	4,610,396	5,044,833
Non-current assets	非流動資產		3,317,147	4,469,459	5,096,514	6,013,097	5,969,957
Total assets	總資產		8,521,437	13,078,794	14,374,751	16,853,692	18,081,669
Current liabilities	流動負債		4,149,275	4,685,813	5,788,719	7,387,474	8,557,525
Including:	包含：						
Bank loans	銀行貸款		46,822	6,000	5,205	124,294	267,406
Lease liabilities	租賃負債		148,832	163,730	184,745	257,762	287,750
Non-current liabilities	非流動負債		1,418,113	1,280,938	1,215,770	1,590,075	1,298,940
Including:	包含：						
Bank loans	銀行貸款		435,992	140,456	147,282	186,638	23,018
Lease liabilities	租賃負債		833,395	1,037,449	965,593	1,257,608	1,129,962
Total liabilities	總負債		5,567,388	5,966,751	7,004,489	8,977,549	9,856,465
Net assets	淨資產		2,954,049	7,112,043	7,370,262	7,876,143	8,225,204
Financial ratios	財務比率						
Current ratio	流動比率		1.25x	1.84x	1.60x	1.47x	1.42x
Quick ratio	速動比率		1.17x	1.76x	1.53x	1.39x	1.19x
Net gearing ratio	淨資產負債率	(1)	Net cash	Net cash	Net cash	Net cash	Net cash
			淨現金	淨現金	淨現金	淨現金	淨現金
Net cash per share	每股淨現金	(2)	0.95	0.96	0.93	0.73	0.88
Rates of return	回報率						
Dividend per share (HK\$), after listing	上市後每股派息 (港元)	(3)	0.075	0.120	0.160	0.100	0.150
Special dividend (HK\$)	特別股息(港元)		–	0.080	0.040	–	–
Return on net equity	淨權益回報率	(4)	16.2%	10.0%	11.5%	6.9%	7.4%
Return on total assets	總資產回報率	(5)	5.6%	5.4%	5.9%	3.2%	3.3%

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要



Notes:

- (1) Net gearing ratio is calculated as cash and cash equivalents minus bank loans and lease liabilities, and then divided by net assets
- (2) Net cash per share is calculated as cash and cash equivalents minus bank loans and lease liabilities, then divided by total number of Shares in issue as at 31 December 2023
- (3) This is based on total number of Shares issued as at 31 December 2023: 3,194,113,627 Shares
- (4) Return on net equity is calculated as net profit attributable to equity shareholders of the Company divided by net assets
- (5) Return on total assets is calculated as profit attributable to equity shareholders of the Company divided by total assets

附註：

- (1) 淨資產負債率計算方法是以現金及現金等價物減去銀行貸款及租賃負債，然後除以淨資產
- (2) 每股淨現金的計算方法是以現金及現金等價物減去銀行貸款及租賃負債，然後除以於2023年12月31日已發行總股數
- (3) 這是基於於2023年12月31日已發行的總股數：3,194,113,627股
- (4) 淨權益回報率計算方法是公司以權益股東應佔淨溢利除以淨資產
- (5) 總資產回報率計算方法是公司以權益股東應佔溢利除以總資產

Historical Financial and Operating Data Highlights

歷史財務與運營數據摘要



CONSOLIDATED CASHFLOW

綜合現金流量

For the year ended 31 December

截至12月31日止年度

		2019	2020	2021	2022	2023
		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
Net cash generated from operating activities	經營活動所得現金淨額	919,439	1,315,994	1,018,706	695,276	1,436,072
Net cash generated from/ (used in) investing activities	投資活動所得/ (所用)現金淨額	(601,689)	(2,264,312)	(301,513)	(140,769)	(377,530)
Net cash (used in)/generated from financing activities	融資活動(所用)/ 所得現金淨額	152,501	2,977,020	(778,692)	(720,423)	(717,246)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物 增加淨額/(減少)	470,251	2,028,702	(61,499)	(165,916)	341,296
Cash & cash equivalents at the beginning of the year	年初現金及現金等價物	2,180,021	2,641,334	4,437,192	4,306,619	4,183,381
Effect of foreign exchange rate changes	匯率變動影響	(8,938)	(232,844)	(69,074)	42,678	6,159
Cash & cash equivalents at the end of the year	年末現金及現金等價物	2,641,334	4,437,192	4,306,619	4,183,381	4,530,836

Awards and Honors

獎項及榮譽

2023 China's Top100 Property Service Enterprises
2023 中國物業服務力百強企業



2023 China Property Service quality leading Enterprises
2023 中國物業服務質量領先企業



2023 Top100 High-quality Service Property Management Companies in China
2023 中國物業高品質服務力百強企業



2023 Top100 Brand Influential Property Management Companies in China
2023 中國物業品牌影響力百強企業



2023 Independent Operative Leading Companies in Property Service
2023 中國物業市場化拓展領軍企業



2023 China's high-end Property Service power Top20 Enterprises
2023 中國高端物業服務力Top20企業



Awards and Honors

獎項及榮譽

2023 Top10 Companies in City Service Enterprises
2023 中國物業城市服務企業Top10



2023 China residential Property Service power Top20 Enterprises
2023 中國住宅物業服務力Top20 企業



2023 Top10 Companies in IFM-Facility Management
2023 中國 IFM 設施管理企業Top10



2023 China Park Property Service in Top20 Enterprises
2023 中國園區物業服務力Top20 企業



2023 China Office Property Service power Top20 Enterprises
2023 中國辦公物業服務力Top20 企業



2023 Top10 Companies in Industrial Park Property Service
2023 中國產業園區物業服務企業Top10



Chairman's Statement

主席報告

Dear shareholders,

On behalf of the Board, I hereby present the report of annual results of the Group for the year 2023.

Over the last year, the Company has undergone significant reform, tackled challenges head-on and made comprehensive strides forward. Driven by our idealism, we remain committed to high quality development. With our investors' support and understanding, we remain steadfast and pragmatic, sparing no effort for more certainty in our foundation.

Notwithstanding the times and value reshaping in the industry, we remain steadfast with our belief in the industry's enduring high growth potential and boundless opportunities. As people's aspirations for a better life continue to grow, the government has strengthened the innovation in the management of community grassroots. In the process of urban renewal and the development of infrastructure leaves more room for growth. Diversified and qualitative needs "coincide" with our products, because providing high-quality integrated life service scene is the core track which we have long explored and laid out.

We have a broad prospect and are determined to practice self-discipline. Requirements of our Shareholders for the Company's business performance, expectation of our employees for the Company's prospects for development, property owners' desires for a better lifestyle inspire our dedication and our customers' demand for win-win cooperation drives our business, which are the criteria of the Company in the development of business, service and business refinement.

尊敬的各位股東：

本人謹代表董事會提呈本公司2023年度全年業績報告。

過去的一年是公司深化改革、迎難而上、全面精進的一年：我們沿著理想主義的燈塔，以高質量發展為主線，在各位投資者的支持與理解下，不改初心、腳踏實地，為更確定的基本面不遺餘力。

儘管時代環境變遷、行業價值重塑，但我們依然堅信行業將被賦予高成長性可能與廣闊機遇：人們對美好生活嚮往持續增強，政府社區基層治理的創新在持續增強，城市更新與基礎設施建設釋放的空間在不斷變大。多元、有質的需求與我們的產品「不謀而合」，因為提供高質量的一體化生活服務場景正是我們早就探索與佈局的核心賽道。

有了開闊的前路，更是要有嚴於律己的堅定。股東對經營績效的要求，員工對發展願景的期盼，業主對美好生活的嚮往以及客戶對共建共贏的需求，是我們在發展中堅定業務求強、服務求進及經營求精的準則。

“Setting sail with anticipation, arriving with performance”

We return to the essence of lean operations. To ensure the quality of operations with more streamlined management actions, through a series of special actions such as the open competition mechanism, Double Ten Action, and performance assistance, the continuous improvement of a number of key business indicators has been achieved; improve management efficiency with more comprehensive digital transformation, continuous improvement of per capita efficiency through a series of organizational optimization, such as upgrading the digital organization, promoting the streamlining of the organization, and transferring talents to the business circulation; plan the talent pool with a longer term perspective, through the Huangpu New sharp plan to focus on those with great potential, the Touyan project to strengthen the “waist”, the Linhang plan to grasp the “head”, in order to realize echelon construction, while through the Tianzi project, star dormitory and other related food and housing improvement measures to continue to improve the stability rate and satisfaction rate of the frontline employees, so as to achieve talent self-sufficiency in the Company.

“Setting sail with aspiration, arriving with satisfaction”

We return to the essence of quality service, and support more refined systems for easier interaction between property owners and the Company. Upon disclosure of contact telephone numbers of managers at all levels and comprehensive upgrade of the chairman's email, the 95059-customer service hotline and 3-15 National Property Owners Conference, the response time for the reported issues and the complaint resolution has decreased, with a timely completion rate of 97.2% and a complaint rate of 1.2% per thousand households. We adopted more authentic feedback to drive timely improvements for services. The Company has transitioned from surveys on multiple platforms to an integrated customer evaluation system for customers' feedback collection in improving quality and efficiency aspects, the Saiwei satisfaction score and the property fee collection rate improved continuously. We employed more efficient digital tools to facilitate smoother channels. We have fully employed WeCom and launched a platform for the entire lifecycle, which enables property owners to have better perceptions, employees to be more efficient, and organizations to be more convenient. We focused on solid team building to cultivate a more fertile soil for happiness. We have set up a shared governance team with 72,000 residential committee directors as the core and received accolades for 92 properties with revolutionary history. Additionally, we have established a service system centered around the elderly and children, creating child and elderly-friendly neighborhoods and establishing 55 beautiful homes.

「始於期盼，終於答卷」

我們回歸精益運營本質。用更精簡的管理動作保障經營提質，通過揭榜掛帥、雙十行動、績優幫扶等一系列專項行動，實現多項關鍵經營指標的持續提升；用更全面的數字化轉型提升管理效率，通過升級數字化組織、推進機構精簡、人才向業務流通等一系列組織優化，帶來人均效能的持續改善；用更長遠的視角規劃人才儲備，通過黃埔新銳計劃重高潛、頭雁工程強腰部、領航計劃抓頭部，做實梯隊建設，同時通過天字工程、星標宿舍等有關食住改善措施持續提升一線員工的穩定率及滿意率，形成公司人才自給自足。

「始於嚮往，終於滿意」

我們回歸品質服務本質，用更完善的體系支撐更便捷的業主互動，各級管理者電話陽光公示，董事長郵箱、95059 客服熱線、315 全國業主代表大會全面升級，報事響應時間與投訴處理時長雙下降，工單及時率 97.2%、千戶投訴率 1.2%；用更真實的投訴聲音促成更及時的服務改善，公司從多個平台調查迭代為一體化客戶評價系統，客戶聲音收集增質增效，賽惟滿意度、物業收繳率持續提升；用更高效的數智化工具推動更順暢的互動通路，全面啟用企業微信，上線全生命週期系統平台，讓業主有感知、員工更高效、組織更便捷；用更紮實的隊伍建設厚植更豐沃的幸福土壤，以里長為核心的共治隊伍，集聚 7.2 萬名里長，獲得紅色物業 92 個，以一老一小為核心的服務體系，打造兒童、長者友好型園區，建立美好家園 55 個。

“Setting sail with demand, arriving with trust”

We return to the essence of high-quality development, and sustain relatively stronger momentum on our own with stronger business capabilities. The revenue of annualised newly signed contract was RMB4.32 billion, with 32 management parks with investment over RMB100 million across the country. In addition, we have earned more opportunities with more sincere attitude to cooperate and achieve mutually beneficial results. On the one hand, we worked together with new customers and promoted equity cooperation and strategic cooperation for 12 and 15 times, respectively. On the other hand, we achieved the symbiotic development with existing customers and cooperated with a total of 7 customers whose asset value reached RMB100 million. We also create a better life scene with more integrated service capability and enhance market ability in community retail, education service, health care, assets, rental and sale and other professional sectors so as to comprehensively increase market share and recurring purchases by customers, which enabled us to achieve rapid growth in internal market share; making use of the innovative oasis model featuring three service offerings including the global platform, services at the county level and new urban services enabling us to preliminarily achieve self-sustainability, self-operating and self-circulation in the area.

FUTURE OUTLOOK

In 2024, the external environment remains tremendously challenging. The transition of the economy is still tumbling at the bottom of the cycle. However, as the saying goes, steep mountains are also magnificent, roaring oceans are also spectacular, in line with the main line of continuously promoting high quality development, we will uphold a people-oriented principle by enabling all staff to better manage our operations in a desirable working environment, and thereby renewing the service system; uphold a philosophy of beginning with the previous milestones to simultaneously conduct quality enhancement and refined operation, and thereby improving service value; emphasize the core role of innovation by making use of digital technologies and management innovation to achieve the renewal of service momentums. We will put an emphasis on community living services by focusing on quality cities, quality clients and quality projects, with a view to facilitating the transformation of property services to living services and urban services.

「始於需求，終於信任」

我們回歸高質量發展本質，用更過硬的業務能力延續更強勢的獨立行情，新增簽約年飽和收入人民幣43.2億元，全國億元管理區32個；用更真誠的善意態度贏得更互利的合作，新客戶攜手共進，促成12個股權合作、15個戰略合作，老客戶共生發展，累計合作億元客戶達7家；用更一體化的服務能力創造更美好的生活場景；社商、教育、康養、資產、租售等專業板塊以市場化能力全面提升市佔和複購，實現內部市場份額快速爬坡；用更創新的產品升級探索更專業的服務價值，以全域、縣域、新城三大服務產品為模型的綠洲模式初顯，初步實現片區內自造血、自運營、自循環。

未來展望

2024年，外部環境的艱巨挑戰依然存在，經濟轉換的週期底部仍在震盪，然而山以險峻成其巍峨，海以奔湧成其壯闊，我們將沿著持續推進高質量發展的主線，堅持以人為本，全員管家、幸福里長雙輪驅動，實現服務體系煥新；堅持以終為始，有質拓展、精益運營齊頭並進，實現服務價值躍遷；堅持創新為核，善數賦能、管理革新雙向奔赴，實現服務動能再造。全面回歸園區服務，高度聚焦優質城市、優質客戶、優質項目，加速推動物業服務向生活服務和城市服務轉型。

Chairman's Statement

主席報告

Only through hardships can we demonstrate our courage and perseverance, only through hard work can we achieve success. In 2024, we will improve services, pursue better life and take practical actions, seek innovation in persistence, seek development in innovation, seek transcendence in development and seek fundamental change in transcendence.

Yang Zhangfa
Chairman of the Board

惟其艱難，方顯勇毅，惟其磨礪，始得玉成。2024年，我們將服務向善，生活向好，行動向實，在堅守中創新，在創新中發展，在發展中超越，在超越中蛻變。

董事會主席
楊掌法

The Group is a leading happy living service provider nationwide. The main business scope covers property services, community living services, consulting services and technology services. The Group always adheres to the concept of "Service Makes Life Better", and the strategic goal of the Group is to become the most valuable happiness service provider in China. The Group adheres to the customer-oriented and quality-oriented service strategy, the development strategy on human-oriented technological synergy, the business strategy of improving the lean operational efficiency, and adheres to the original intention of service and service innovation. The Group will complete the same goal with employees, grow together with the property owners, and make progress with the society.

FINANCIAL REVIEW

For the year ended 31 December 2023, the Group achieved the following:

Revenue

Revenue was RMB17,393.3 million. Compared with that for the year of 2022, which was RMB14,856.3 million, the growth rate on Y/Y basis reached 17.1%.

The Group's revenue comes from four major businesses: (i) property services; (ii) community living services; (iii) consulting services; and (iv) technology services. During the year, (i) revenue from the property services reached RMB11,101.5 million, accounting for 63.8% of the Group's overall revenue. Compared with RMB9,446.3 million for the year of 2022, there was a Y/Y growth of 17.5%; (ii) revenue from community living services reached RMB3,568.6 million, accounting for 20.5% of the Group's overall revenue. Compared with RMB2,853.9 million for the year of 2022, there was a Y/Y growth of 25.0%; (iii) revenue from consulting services amounted to RMB2,295.3 million, accounting for 13.2% of the Group's overall revenue. There was a Y/Y growth of 11.1% compared with RMB2,066.8 million for the year of 2022; and (iv) revenue from technology services amounted to RMB428.0 million, accounting for 2.5% of the Group's overall revenue, representing a decrease of 12.6% from RMB489.4 million for the year of 2022.

本集團是全國居領先地位的幸福生活服務商，主要業務範圍涵蓋物業服務、園區服務、諮詢服務及科技服務。本集團始終堅持「服務讓生活更美好」的理念，並以成為中國最具價值幸福生活服務商為戰略目標，堅持客戶為本品質為核的服務策略，堅持人本科技協同共進的發展策略，堅持精益運營效益改善的經營策略，堅守服務初心，堅持服務創新，在發展中與員工同心、與業主同行、與社會同進。

財務回顧

截至2023年12月31日止年度，本集團實現：

收入

收入為人民幣17,393.3百萬元，和2022年全年的人民幣14,856.3百萬元相比，同比增長17.1%。

本集團收入主要來自四個業務板塊：(i)物業服務；(ii)園區服務；(iii)諮詢服務；及(iv)科技服務。年內，(i)物業服務收入達人民幣11,101.5百萬元，佔本集團整體收入的63.8%，相較於2022年全年人民幣9,446.3百萬元，同比增長17.5%；(ii)園區服務收入達人民幣3,568.6百萬元，佔本集團整體收入的20.5%，相較於2022年全年人民幣2,853.9百萬元，同比增長25.0%；(iii)諮詢服務收入達人民幣2,295.3百萬元，佔本集團整體收入的13.2%，相較於2022年全年人民幣2,066.8百萬元，同比增長11.1%；及(iv)科技服務收入達人民幣428.0百萬元，佔本集團整體收入的2.5%，相較於2022年全年人民幣489.4百萬元，同比下降12.6%。

Management Discussion and Analysis

管理層討論和分析

		2023		2022		
		RMB'000	% of the total revenue	RMB'000	% of the total revenue	Y/Y%
		人民幣千元	佔總收入%	人民幣千元	佔總收入%	年增加%
Property services	物業服務					
Property services	物業服務	11,101,501	63.8%	9,446,258	63.6%	17.5%
		11,101,501	63.8%	9,446,258	63.6%	17.5%
Community living services	園區服務					
Community products & services	園區產品和服務	1,272,004	7.3%	1,138,251	7.6%	11.7%
Home living services	居家生活服務	547,453	3.1%	256,420	1.7%	113.5%
Community space services	園區空間服務	280,635	1.6%	249,788	1.7%	12.3%
Property asset management services	物業資產管理服務	777,642	4.5%	661,700	4.5%	17.5%
Cultural & education services	文化教育服務	690,827	4.0%	547,740	3.7%	26.1%
		3,568,561	20.5%	2,853,899	19.2%	25.0%
Consulting services	諮詢服務					
Property under construction services	在建物業服務	2,020,899	11.6%	1,821,093	12.2%	11.0%
Management consulting services	管理諮詢服務	274,357	1.6%	245,703	1.7%	11.7%
		2,295,256	13.2%	2,066,796	13.9%	11.1%
Technology services	科技服務					
Technology services	科技服務	427,954	2.5%	489,390	3.3%	-12.6%
		427,954	2.5%	489,390	3.3%	-12.6%
		17,393,272	100.0%	14,856,343	100.0%	17.1%

Cost of sales

During the year, the cost of sales was RMB14,479.9 million, representing an increase of 16.3% compared with that of RMB12,454.4 million for the year of 2022, which was slightly lower than revenue growth.

銷售成本

年內，銷售成本為人民幣14,479.9百萬元，較2022年全年人民幣12,454.4百萬元增長16.3%，略低於收入增速。

Gross profit margin

Gross profit reached RMB2,913.4 million, representing a growth of 21.3% compared with RMB2,402.0 million for the year of 2022. Gross profit margin was 16.8%, increased by 0.6 percentage points compared with 16.2% for the year of 2022, which was mainly due to the fact that the Group continued to strengthen the cost control through a series of measures to improve quality and efficiency.

- Gross profit margin for property services was 13.0%, which increased by 0.9 percentage points compared with 12.1% for the year of 2022;
- Gross profit margin for community living services was 21.5%, which increased by 0.7 percentage points as compared with 20.8% for the year of 2022;
- Gross profit margin for consulting services was 23.4%, which was higher than 22.7% for the year of 2022 by 0.7 percentage points; and
- Gross profit margin for technology services was 38.7%, which decreased by 2.2 percentage points compared with 40.9% for the year of 2022.

Selling and marketing expenses

Selling and marketing expenses were RMB342.6 million, representing an increase of 28.7% compared with RMB266.3 million for the year of 2022. This was mainly due to the increase in costs associated with developing the related business of community living services, including the increases in sales staff and venue rental costs.

Administrative expenses

Administrative expenses were RMB1,274.8 million, representing an increase of 10.4% compared with RMB1,154.8 million for the year of 2022, which was lower than the growth rate of the revenue. This was mainly because the Group continued to streamline organs and the control of administrative logistics costs, and administrative expenses were effectively controlled.

毛利率

毛利達人民幣2,913.4百萬元，較2022年全年人民幣2,402.0百萬元增長21.3%。毛利率為16.8%，較2022年全年的16.2%增加0.6個百分點，主要是本集團通過一系列的提質增效措施，持續強化了成本管控。

- 物業服務毛利率為13.0%，較2022年全年的12.1%增加0.9個百分點；
- 園區服務毛利率為21.5%，較2022年全年的20.8%增加0.7個百分點；
- 諮詢服務毛利率為23.4%，較2022年全年的22.7%增加0.7個百分點；及
- 科技服務毛利率為38.7%，較2022年全年的40.9%下降2.2個百分點。

銷售及營銷開支

銷售及營銷開支為人民幣342.6百萬元，較2022年全年人民幣266.3百萬元增長28.7%，主要是因為園區服務中相關業務開展所帶來的成本增長，包括銷售人員及場地租金成本的增加。

行政開支

行政開支為人民幣1,274.8百萬元，較2022年全年人民幣1,154.8百萬元增長10.4%，該增速比收入的增長率低，主要是因為本集團持續加強機構精簡及行政後勤費用的管控，行政開支得到有效控制。

Core operation profit

Core operating profit was RMB1,296.0 million, representing an increase of 32.1% compared with RMB980.9 million for the year of 2022, which was mainly due to the Group's effective cost control measures that have brought about continuous improvement in the profitability of the principal operating business.

Other operating expenses

Other operating expenses increased by 127.9% to RMB168.2 million from RMB73.8 million for the year of 2022, which was mainly due to the provisions duly made by the Group for a claim relating to a legal proceeding. For details of the legal proceeding, please refer to the Company's announcements dated 19 July 2022, 20 October 2022, 21 March 2023 and 21 August 2023.

Other net losses

Other net losses were RMB191.3 million, representing an increase of RMB183.0 million from RMB8.3 million in 2022, which was mainly due to changes in the market environment, and after prudent consideration, we increased the provision for impairment of financial instruments and other assets, which mainly included the unrealised losses in relation to the Company's interest in China CVS Holdings Limited and convertible notes issued by China CVS Holdings Limited of a combined total of about RMB154.4 million (for relevant details of the latest update of the Company and China CVS Holdings Limited, please refer to the Company's announcement dated 26 October 2022).

Net finance costs

The net finance costs during the year were RMB2.1 million, which decreased by RMB35.1 million compared with RMB37.2 million for the year of 2022, which was mainly due to the increase in interest income.

核心經營利潤

核心經營利潤為人民幣1,296.0百萬元，較2022年全年人民幣980.9百萬元增長32.1%，主要是本集團有效的成本管控措施帶來了主營業務盈利能力的持續提升。

其他經營開支

其他經營開支為人民幣168.2百萬元，較2022年全年人民幣73.8百萬元增長127.9%，主要是本集團就一項法律訴訟所涉及的索賠計提了適當的撥備。具體有關該法律訴訟情況詳見本公司日期為2022年7月19日、2022年10月20日、2023年3月21日及2023年8月21日的公告。

其他淨虧損

其他淨虧損為人民幣191.3百萬元，較2022年的人民幣8.3百萬元增加人民幣183.0百萬元，主要是於市場環境的變化，經過審慎考慮，我們增加對金融工具及其他資產的資產減值撥備，主要包括了關於本公司持有China CVS Holdings Limited權益及China CVS Holdings Limited發行的可轉換債券的未實現虧損，總計約人民幣154.4百萬元（本公司與China CVS Holdings Limited相關的最新情況，請見本公司日期為2022年10月26日的公告）。

融資成本淨額

年內，融資成本淨額為人民幣2.1百萬元，較2022年全年人民幣37.2百萬元減少人民幣35.1百萬元，主要是利息收入增加。

		2023	2022	
		RMB'000	RMB'000	Y/Y%
		人民幣千元	人民幣千元	年比%
Interest income on financial assets measured at amortised cost	以攤餘成本計量的金融資產的利息收入	(76,263)	(48,267)	58.0%
Interest expense on bank loans	銀行存款利息開支	22,559	28,327	-20.4%
Interest expense on lease liabilities	租賃負債利息支出	74,576	68,265	9.2%
Less: interest expense capitalised into assets under construction	減去：資本化為在建資產的利息開支	(18,796)	(11,090)	69.5%
Net finance costs	融資成本淨額	2,076	37,235	-94.4%

Share of profits/losses of associates and joint ventures

During the year, share of profit of associates amounted to RMB145.2 million, compared to that of RMB26.5 million for the year of 2022, representing an increase of 447.9%, which was mainly attributable to the profitability of an associate of the Group during the year.

During the year, share of losses of joint ventures amounted to RMB0.1 million, representing a Y/Y decrease of RMB2.2 million compared with the profit of RMB2.1 million for the year of 2022, which was mainly due to the increase of losses in certain joint ventures.

Income Tax

The income tax for the year was RMB256.1 million, which increased by 10.2% from RMB232.5 million for the year of 2022. The effective income tax rate was 26.3%, which was in line with 26.9% for the year of 2022. For the applicable tax rate of income tax, please refer to Note 6 to the consolidated financial statements on pages 194 to 196 of this report.

Profit before taxation

During the year, profit before taxation reached RMB972.2 million, which increased by 12.5% from RMB863.9 million for the year of 2022.

Profit for the year

Profit for the year was RMB716.1 million, representing an increase of 13.4% compared with RMB631.4 million for the year of 2022.

The profit attributable to equity shareholders of the Company for the year was RMB605.4 million, representing an increase of 10.6% as compared with RMB547.5 million for the year of 2022. Such growth rate was slower than that of core operating profit, mainly due to changes in the market environment, and after prudent consideration, we increased the provision for impairment of financial instruments and other assets, which mainly includes the unrealised losses in relation to the Company's interest in China CVS Holdings Limited and convertible notes issued by China CVS Holdings Limited of a combined total of about RMB154.4 million (for relevant details of the latest update of the Company and China CVS Holdings Limited, please refer to the Company's announcement dated 26 October 2022).

Net profit margin for the year was 4.1%, representing a decrease of 0.2 percentage points compared with 4.3% for the year of 2022.

分佔聯營及合營公司利潤／虧損

年內，分佔聯營公司利潤為人民幣145.2百萬元，與2022年全年人民幣26.5百萬元相比，增長447.9%，主要是年內本集團一家聯營公司的盈利所致。

年內，分佔合營公司虧損為人民幣0.1百萬元，與2022年全年盈利人民幣2.1百萬元相比，同比減少人民幣2.2百萬元，主要是由於部分合營公司虧損增加所致。

所得稅

年內，所得稅為人民幣256.1百萬元，較2022年全年人民幣232.5百萬元，增長10.2%，有效所得稅率為26.3%，與2022年全年的26.9%基本一致。所得稅適用稅率詳見本報告第194頁至第196頁綜合財務報表附註6。

稅前利潤

年內，稅前利潤達人民幣972.2百萬元，較2022年全年的人民幣863.9百萬元增長12.5%。

年內利潤

年內利潤為人民幣716.1百萬元，較2022年全年人民幣631.4百萬元增長13.4%。

年內，本公司權益股東應佔溢利為人民幣605.4百萬元，較2022年全年的人民幣547.5百萬元增長10.6%。該增速低於核心經營利潤增速，主要基於市場環境的變化，經過審慎考慮，我們增加對金融工具及其他資產的資產減值撥備，主要包括了就關於本公司持有China CVS Holdings Limited權益及China CVS Holdings Limited發行的可轉換債券的未實現虧損，總計約人民幣154.4百萬元(本公司與China CVS Holdings Limited相關的最新情況，請見本公司日期為2022年10月26日的公告)。

年內淨利率為4.1%，較2022年全年的4.3%下降0.2個百分點。

Liquidity, reserves and capital structure

The Group maintained good financial condition during the year. The current assets as at 31 December 2023 amounted to RMB12,111.7 million, which increased by 11.7% compared with RMB10,840.6 million as at 31 December 2022. The Group's cash and cash equivalents amounted to RMB4,530.8 million as at 31 December 2023, which increased by 8.3% Y/Y compared with RMB4,183.4 million as at 31 December 2022.

Net cash generated from operating activities amounted to RMB1,436.1 million during the year, which increased by 106.5% Y/Y from RMB695.3 million for the year of 2022, mainly because we continued to strengthen the control of repayment during the year. Net cash used in investing activities amounted to RMB377.5 million, which increased by 168.1% compared with RMB140.8 million in 2022. Net cash used in financing activities was RMB717.2 million, down by RMB3.2 million from RMB720.4 million in 2022.

As at 31 December 2023, long-term loans amounted to RMB23.0 million, which were mainly borrowed by certain domestic subsidiaries of the Group from a bank for the day-to-day operational needs. The interest rate of the bank loan ranges from 4.35% to 5.10%. As at 31 December 2023, such subsidiaries did not breach the financing covenants.

As at 31 December 2023, the short-term loans amounted to RMB267.4 million (equivalent to approximately AUD55.2 million), which were mainly borrowed by Montessori Academy Group Holding Pty. Ltd. ("MAG") from a bank for the day-to-day operational needs. The bank loan bears an interest rate ranging from 4.18% to 7.53% (31 December 2022: 3.47% to 6.55%). The loans will be repayable in May 2024 and MAG will renew the loans. Such loans are subject fulfilment of certain financial covenants of MAG. If MAG was to breach the covenants, the drawn down facility would become payable on demand. MAG regularly monitors its compliance with these covenants. As at 31 December 2023, none of the covenants relating to drawn down facility had been breached.

As at 31 December 2023, bank loans of approximately RMB72.2 million (31 December 2022: RMB127.1 million) were at fixed interest rates, the remaining balances were at variable rates.

As at 31 December 2023, the debt ratio (total liabilities divided by total assets) of the Group was 54.5%, representing an increase of 1.2 percentage points compared with 53.3% as at 31 December 2022.

流動資金、儲備及資本架構

本集團於年內維持優良財務狀況。於2023年12月31日，流動資產為人民幣12,111.7百萬元，較2022年12月31日人民幣10,840.6百萬元增加11.7%。於2023年12月31日，本集團的現金及現金等價物為人民幣4,530.8百萬元，與2022年12月31日的人民幣4,183.4百萬元相比，增長8.3%。

年內，經營活動所得現金淨額人民幣1,436.1百萬元，較2022年全年人民幣695.3百萬元，同比增長106.5%，主要是年內我們持續加強了回款的管控。投資活動所用現金淨額為人民幣377.5百萬元，較2022年的人民幣140.8百萬元相比增長168.1%；融資活動所用現金淨額為人民幣717.2百萬元，較2022年的人民幣720.4百萬元相比下降人民幣3.2百萬元。

於2023年12月31日，長期借款達人民幣23.0百萬元，主要是因本集團境內若干附屬公司日常經營需要而向銀行借款，銀行貸款利率為4.35%至5.10%，於2023年12月31日，該等附屬公司並無違反有關融資契約。

於2023年12月31日，短期借款達人民幣267.4百萬元(相等於約55.2百萬澳元)，主要為Montessori Academy Group Holding Pty. Ltd. (「MAG」)因日常營運需要而向銀行的借款。銀行貸款利率為4.18%–7.53%(2022年12月31日：3.47%–6.55%)。該等貸款將於2024年5月償還，MAG計劃進行續約。有關貸款須遵守MAG若干財務契約。倘MAG違反契約，則已提取融資將按要求償還。MAG定期監察其對該等契約的遵守情況。於2023年12月31日，並無違反有關提取融資的契約。

於2023年12月31日，銀行貸款約人民幣72.2百萬元(2022年12月31日：人民幣127.1百萬元)為固定利率，剩餘餘額為浮動利率。

於2023年12月31日，本集團之負債比率(總債務除以總資產)為54.5%，較2022年12月31日的53.3%上升1.2個百分點。

Investment properties, property, plant and equipment and right-of-use assets

As at 31 December 2023, investment properties, property, plant and equipment and right-of-use assets amounted to RMB2,339.6 million, which decreased by 1.8% Y/Y from RMB2,383.3 million as at 31 December 2022, it was mainly due to the adjustment of the related product structure of the Group and the withdrawal of some commercial asset operation projects.

Intangible assets

As at 31 December 2023, intangible assets amounted to RMB592.3 million, representing an increase of 12.0% compared with RMB529.0 million as at 31 December 2022, which was mainly due to the increase of intangible assets brought by the internal information technology construction.

Trade and other receivables

As at 31 December 2023, trade and other receivables amounted to RMB5,113.9 million, representing an increase of 6.0% from RMB4,826.0 million as at 31 December 2022, which was mainly due to the increase in receivable balances brought about by the growth in business scale. During the year, we also strengthened the assessment and control of repayment and further accelerated the rate of repayment.

Trade and other payables

As at 31 December 2023, trade and other payables amounted to RMB4,873.0 million, representing an increase of 2.8% from RMB4,738.7 million as at 31 December 2022, which was mainly due to the increase in the scale of purchases due to the growth in business scale.

Lease liabilities

As at 31 December 2023, lease liabilities due within one year, which were included in current liabilities, were RMB287.8 million, representing an increase of 11.6% from RMB257.8 million as at 31 December 2022. The lease liabilities due after one year, which were included in long-term lease liabilities, were RMB1,130.0 million, representing a decrease of 10.1% compared with RMB1,257.6 million as at 31 December 2022, which was mainly due to the adjustment of the related product structure of the Group and the withdrawal of some commercial asset operation projects.

投資物業、物業、廠房及設備和使用權資產

截至2023年12月31日，投資物業、物業、廠房及設備和使用權資產達人民幣2,339.6百萬元，較2022年12月31日的人民幣2,383.3百萬元，同比下降1.8%。主要由於本集團相關產品結構調整，退出部分商業資產運營項目所致。

無形資產

截至2023年12月31日，無形資產達人民幣592.3百萬元，較2022年12月31日的人民幣529.0百萬元，同比增長12.0%，主要是因為本集團內部信息化建設帶來的無形資產增加。

貿易及其他應收賬款

截至2023年12月31日，貿易及其他應收賬款達人民幣5,113.9百萬元，較2022年12月31日的人民幣4,826.0百萬元增長6.0%，主要是由於業務規模增長帶來的應收款餘額的增長，年內我們也加強了對回款的考核及管控，進一步加快了回款的速度。

貿易及其他應付賬款

截至2023年12月31日，貿易及其他應付賬款達人民幣4,873.0百萬元，較2022年12月31日的人民幣4,738.7百萬元增長2.8%，主要是由於業務規模增長帶來的採購規模的擴大。

租賃負債

於2023年12月31日，一年內應支付的租賃負債人民幣287.8百萬元計入流動負債，較2022年12月31日的人民幣257.8百萬元增加11.6%。一年以上應支付的租賃負債人民幣1,130.0百萬元計入長期租賃負債，較2022年12月31日的人民幣1,257.6百萬元下降10.1%，主要由於本集團相關產品結構調整，退出部分商業資產運營項目所致。

Property Services — accounting for 63.8% of total revenue, and 49.6% of total gross profit

Property services remain the Group's largest revenue and margin source. The Group has been mainly adopting the overall rationing system for service charging. Based on our management experience and cost control capability over the past 20 years, property services provide us with stable revenue and profit, as well as good reputation, and is the cornerstone of the Group's implementation of its living services strategy. We will continue to strengthen our core fundamental services of "Security", "Maintenance", "Environmental" and "Greening", while effectively integrating the service contents of the Group's various product lines and empowering them with technology to drive the orderly and steady growth of this business segment. During the year:

- Revenue reached RMB11,101.5 million, representing an increase of 17.5% compared with RMB9,446.3 million for the year of 2022, which was mainly due to the steady growth of the managed GFA.
- Gross profit reached RMB1,444.7 million, representing an increase of 26.7% from RMB1,140.4 million for the year of 2022.

物業服務 — 佔總收入 63.8%，佔總毛利 49.6%

物業服務依然是本集團的最大收入和毛利來源。一直以來，本集團主要採取包幹制的服務收費方式，基於我們過去20多年積累的管理經驗和成本控制能力，物業服務持續為我們帶來穩定的收入、利潤及上佳口碑，亦是本集團落實生活服務戰略的基石業務。我們將繼續強化以「安保」、「維保」、「環保」及「綠保」為核心的基礎服務，同時有效融合本集團各產品線服務內容、科技賦能，推動該分部業務的有序、穩步增長。年內：

- 收入達到人民幣11,101.5百萬元，較2022年全年人民幣9,446.3百萬元增長17.5%，主要是在管面積穩定增長帶來的收入增長。
- 毛利達人民幣1,444.7百萬元，較2022年全年人民幣1,140.4百萬元增長26.7%。

		2023		2022	
		% of property service revenue 佔物業服務收入%	% of managed GFA 佔在管面積%	% of property service revenue 佔物業服務收入%	% of managed GFA 佔在管面積%
Contracted GFA under management	在管合約面積				
— Residential	— 住宅	70.1	79.7	71.7	80.9
— Non-residential	— 非住宅	29.9	20.3	28.3	19.1
Total	總計	100.0	100.0	100.0	100.0

- The managed GFA reached 448.4 million sq.m, representing an increase of 16.7% or net increase of 64.3 million sq.m compared with 384.1 million sq.m in 2022. During the year, we have always been quality-oriented, and have gained customers' recognition and support through excellent service; adhered to the strategy of deep urban cultivation, focused on developed areas, layout core areas and core city clusters, and fully utilize regional competitive advantages; adhered to product innovation and service enhancement, through the optimization of service and product structure, industrial linkage development, continued to promote the steady improvement of the managed GFA.
 - Reserved GFA, as a major source of the future managed GFA, reached 371.6 million sq.m during the year, representing a decrease of 1.95% compared with 379.0 million sq.m in 2022, or a net decrease of 7.4 million sq.m, mainly affected by the domestic real estate market environment, we have taken the initiative to withdraw from some non-core cities and reserve projects with delivery risks. Nevertheless, our reserved GFA was still very abundant and will continue to provide a solid foundation for the Group's future growth.
 - Managed projects reached 3,105, covering 204 cities in 30 provinces, municipalities and autonomous regions in China.
 - Regional distribution: as at 31 December 2023, our managed GFA and revenue by region were distributed as follows:
- 在管面積為448.4百萬平方米，較2022年的384.1百萬平方米增長16.7%，或淨增加64.3百萬平方米。年內，我們始終堅持品質為本，通過優良的服務贏得客戶的認可與支持；堅持城市深耕策略，聚焦經濟發達地區，佈局核心區域及核心城市群，充分發揮區域競爭優勢；堅持產品創新及服務力提升，通過服務產品結構優化，產業聯動拓展，持續推動在管面積的穩健提升。
 - 儲備面積作為未來在管面積的主要來源，年內達到371.6百萬平方米，與2022年的379.0百萬平方米相比下降1.95%，或淨減少7.4百萬平方米。主要受國內房地產市場環境影響，我們對部分非核心城市及存在交付風險的儲備項目進行了主動退出。儘管如此，我們的儲備面積依然非常充沛，並將繼續為本集團的未來增長提供堅實基礎。
 - 在管項目達到3,105個，覆蓋了全國30個省、直轄市和自治區，及204個城市。
 - 區域分佈：於2023年12月31日，我們的在管面積和收入按區域分佈如下：

		2023		2022	
		% of managed GFA	% of total revenue	% of managed GFA	% of total revenue
		佔在管面積%	佔總收入%	佔在管面積%	佔總收入%
Greater Hangzhou	大杭州	16.4	35.9	16.8	34.8
— Hangzhou	— 杭州	11.4	32.0	12.1	30.7
— Yuhang	— 餘杭	5.0	3.9	4.7	4.1
Ningbo	寧波	7.1	5.8	6.8	6.0
Yangtze River Delta	長三角區	35.0	27.5	35.5	27.4
Bohai Economic Rim	環渤海經濟區	15.4	11.6	16.1	12.3
Pearl River Delta	珠三角區	9.1	5.9	8.4	6.4
Others	其他	17.0	13.3	16.4	13.1
		100.0	100.0	100.0	100.0

Community living services — accounting for 20.5% of total revenue, and 26.3% of total gross profit

Community living services offer systematic product and service solutions for all life service scenes of property owners throughout the life cycle of real estate. They are an extension of property services and an important area for us to build an ideal community that integrates “recreation”, “learning”, “joy” and “longevity” (collectively referred to as “Four Happiness”).

During the year, the community living services revenue was RMB3,568.6 million, representing an increase of 25.0% compared with RMB2,853.9 million in 2022. Among them:

- (1) Community products and services (accounting for 35.6% of the revenue from community living services): in 2023, the revenue reached RMB1,272.0 million, representing an increase of 11.7% Y/Y compared with RMB1,138.3 million in 2022.
- (2) Home living services (accounting for 15.3% of the revenue from community living services): in 2023, the revenue reached RMB547.5 million, representing an increase of 113.5% Y/Y compared with RMB256.4 million in 2022.
- (3) Community space services (accounting for 7.9% of the revenue from community living services): in 2023, the revenue reached RMB280.6 million, representing an increase of 12.3% Y/Y compared with RMB249.8 million in 2022.
- (4) Property asset management services (accounting for 21.8% of the revenue from community living services): in 2023, the revenue reached RMB777.6 million, representing an increase of 17.5% Y/Y compared with RMB661.7 million in 2022.
- (5) Cultural and education services (accounting for 19.4% of the revenue from the community living services): in 2023, the revenue reached RMB690.8 million, representing an increase of 26.1% Y/Y compared with RMB547.7 million in 2022.

園區服務 — 佔總收入 20.5%，佔總毛利 26.3%

園區服務是基於業主的全生活場景和房地產的全生命週期提供系統性的產品和服務解決方案，是物業服務的延伸，更是我們構建集「康樂」、「學樂」、「歡樂」及「壽樂」(合稱「四樂」)一體理想社區的重要抓手。

年內，園區服務收入達人民幣3,568.6百萬元，較2022年的人民幣2,853.9百萬元增長25.0%。其中：

- (1) 園區產品和服務(佔園區服務收入35.6%)：2023年收入為人民幣1,272.0百萬元，同比2022年人民幣1,138.3百萬元增長11.7%。
- (2) 居家生活服務(佔園區服務收入15.3%)：2023年收入為人民幣547.5百萬元，同比2022年人民幣256.4百萬元增長113.5%。
- (3) 園區空間服務(佔園區服務收入7.9%)：2023年收入為人民幣280.6百萬元，同比2022年人民幣249.8百萬元增長12.3%。
- (4) 物業資產管理服務(佔園區服務收入21.8%)：2023年收入為人民幣777.6百萬元，同比2022年人民幣661.7百萬元增長17.5%。
- (5) 文化教育服務(佔園區服務收入的19.4%)：2023年收入為人民幣690.8百萬元，同比2022年人民幣547.7百萬元增長26.1%。

		2023		2022		
		Revenue	% of total	Y/Y %	Revenue	% of total
		收入	revenue	同比	收入	revenue
		RMB'000	佔總額	%	RMB'000	佔總額
		人民幣千元	%		人民幣千元	%
Community products and services	園區產品和服務	1,272,004	35.6	11.7	1,138,251	39.8
Home living services	居家生活服務	547,453	15.3	113.5	256,420	9.0
Community space services	園區空間服務	280,635	7.9	12.3	249,788	8.8
Property asset management services	物業資產管理服務	777,642	21.8	17.5	661,700	23.2
Cultural and education services	文化教育服務	690,827	19.4	26.1	547,740	19.2
Total	總計	3,568,561	100.0	25.0%	2,853,899	100.0

In light of the needs of property owners' daily life, the Group continued to establish a living service platform to cater for their practical needs of daily life based on the integration of five ecosystems, including community retail, home living, space service, assets operation and culture and education. During the year, we continued to optimize our service mix, focus on core ecosystems and enhance operation capacity based on strategic planning and actual conditions. Of which:

— Community products and services

During the year, the Group relied on the support of the "Accessibility + Relationship" community retail system, centering on the demand of basic living products, effectively make use of small programs, community pre-warehouse and community market and other carriers to stimulate the vitality of the community direct selling system, and provide complete logistics service solutions according to different customer needs, and cover high-quality scenes. At the same time, the Group continues to improve the bargaining power over the supply chain, further shorten the middle section of the product supply chain, allow quality products to be shipped directly from the production area/factory to the community, promote economy of scale and strengthen the depth of self-owned brand construction, category expansion, continue to enhance our product competitive advantage of our products and provide quality products and services to the customers.

圍繞業主的生活需求，本集團持續構建以社區零售、居家生活、空間服務、資產運營、文化教育等五大生態於一體的生活服務平台。年內，我們根據戰略規劃和實際情況不斷優化服務組合、聚焦核心生態、持續提升運營能力。其中：

— 園區產品和服務

年內，本集團依託於「便利+關係」社區零售體系的支撐，圍繞基礎生活產品需求，有效運用小程序、園區前置倉及園區市集等載體，激發園區直銷體系活力，並結合不同客戶需求提供完整的大後勤服務解決方案，落地優質場景覆蓋。同時，持續提升供應鏈的議價能力，進一步縮短產品供應鏈中間段，讓好產品從產區／廠區直達園區，推動規模效應顯現，並加強自營品牌的深度建設、品類擴充，不斷提升我們的產品競爭優勢，持續為客戶提供優質的產品及服務。



— Home living services

The Group makes use of the “Four Seasons living” home service platform, to facilitate the integration of existing home living service products, proprietary + business cooperation mode to build household service system, and fixed-point teaching to achieve business, system and operation training to ensure due provision of the services landing. During the year, the revenue of this segment increased rapidly as a result of the equity cooperation in relation to Zhejiang Greentown Housing Service System Co., Ltd* (浙江綠城房屋服務系統有限公司). between the Group and Greentown Ideal Life Service Group Co., Ltd* (綠城理想生活服務集團有限公司). in November 2022 (2022: nil). In terms of “property services + home-based elderly care services”, the Group continues to promote the improvement of service operation capabilities, and initially formed three service modes, “Chun Yue Hui”* (椿悅薈) as the representative of the institutional care operation, “Tao Ran Li”* (陶然里) as the representative of the health care community operation and the “Chun Tian Li”* (椿天里) as the representative of home care operation.

— 居家生活服務

本集團以「四季生活」到家平台為基礎，推動居家生活服務產品的融合，通過自營+商家合作的模式，構建入戶服務體系，並通過定點帶教，實現業務、系統和運營的賦能培訓，保障服務落地。年內，受本集團於2022年11月與綠城理想生活服務集團有限公司於浙江綠城房屋服務系統有限公司層面的股權合作影響（2022年：無），本分部收入增幅較快。於「物業服務+居家養老服務」方面，持續推動服務運營能力的提升，並初步形成以「椿悅薈」為代表的機構養老運營、以「陶然里」為代表的康養社區運營及以「椿天里」為代表的居家養老運營三大服務模式。



— Property asset management services

Based on the service value chain and the property owners' asset management service needs as the starting point, the Group deeply cultivates the community covered by property services, builds a community asset management service system, and takes replacement services, marketing services and asset management (such as parking space business) as the main service products. During the year, we adopted a multi-model expansion strategy, such as universal brokers and pipeline distribution, focused on advantageous projects, continued to refine management, and improved profitability while increasing revenue through replacement services. At the same time, we will further optimize the business structure of parking space business, vigorously develop the agent sales and agency operation business of parking spaces, shift toward asset-light direction, and pay attention to cultivating and enhancing the core competitiveness of asset management services, so as to promote the orderly and healthy development of the business of the division.

— Cultural and education services

The Group continued to implement the multi-brand strategy in terms of childcare services through our three brand systems: "Wonderful Garden Daycare Center + Lezhen Daycare Center + Montessori Academy Daycare Center"* (綠城奇妙園 + 普惠托育園 + 澳蒙國際園), and through in-depth exploration of the educational service needs of the community under management, further optimize the service content and curriculum system, improve the operation efficiency of the single garden, and continuously enhance the core competitiveness of the Group's cultural and educational services. While continuously strengthening the operational efficiency of self-operated childcare services, we has also steadily promoted the cooperation with government-related asset-light projects (Lezhen Daycare Center). During the year, MAG's businesses in Australia remained stable and consistently grown.

— 物業資產管理服務

本集團以服務價值鏈為基礎，以業主資產管理服務需求為出發點，深耕物業服務所覆蓋的園區，構建園區資產管理服務體系，並以置換服務、營銷服務及資產管理(如車位業務)為主要服務產品。年內，我們通過全民經紀人、管道分銷等多模式拓展策略，聚焦優勢項目，持續加精細化管理，置換服務實現收入提升的同時盈利能力也有所改善。同時，我們將進一步優化車位業務結構，大力發展車位代理銷售和代理運營業務，向輕資產方向轉變，並注重培育及提升資產管理服務的核心競爭力，以推動本分部業務持續有序、健康發展。

— 文化教育服務

本集團持續落實托育服務多品牌策略，構建「綠城奇妙園+普惠托育園+澳蒙國際園」三大品牌體系，並通過在管園區教育服務需求的深入發掘，進一步優化服務內容及課程體系，提高單園運營效率，不斷提升本集團文化教育服務的核心競爭力。在持續強化自營托育園等運營效率的同時，我們也在穩步推進與政府相關的輕資產項目(普惠托育園)合作。年內，MAG位於澳大利亞的業務運營穩健，持續增長。

Management Discussion and Analysis

管理層討論和分析

Consulting services — accounting for 13.2% of total revenue, 18.4% of total gross profit

We continued to focus on the full life cycle of real estate, continuously improved the growth of consulting services and strengthened core competitive advantages of our consulting services through methods such as the integration of quality resources, construction of a standardized system and business innovation. During the year:

- Revenue reached RMB2,295.3 million, an increase of 11.1% compared with RMB2,066.8 million in 2022.

諮詢服務 — 佔總收入 13.2%，佔總毛利 18.4%

本集團圍繞房地產全生命週期，通過優質資源整合、標準化體系建設與業務創新，持續提升諮詢服務的內生增長，強化諮詢服務核心競爭優勢。年內：

- 收入為人民幣 2,295.3 百萬元，較 2022 年的人民幣 2,066.8 百萬元增長 11.1%。

		2023		Y/Y % 同比 %	2022	
		Revenue 收入 RMB'000 人民幣千元	% of total revenue 佔總額 %		Revenue 收入 RMB'000 人民幣千元	% of total revenue 佔總額 %
Project under construction services	在建物業服務	2,020,899	88.0	11.0	1,821,093	88.1
Management consulting services	管理諮詢服務	274,357	12.0	11.7	245,703	11.9
Total	總計	2,295,256	100.0	11.1	2,066,796	100.0

- Our gross profit increased by 14.5% to RMB536.3 million from RMB468.6 million in 2022.

- 毛利為人民幣 536.3 百萬元，與 2022 年的人民幣 468.6 百萬元相比增長 14.5%。

		2023		Y/Y% 同比%	2022	
		No. of projects as at year end 年末 項目個數	Average revenue per project 每項目 平均收入 RMB'000 人民幣千元		No. of projects as at year end 年末 項目個數	Average revenue per project 每項目 平均收入 RMB'000 人民幣千元
Project under construction services	在建物業服務	714	2,830	12.5	724	2,515
Management consulting services	管理諮詢服務	390	703	92.0	672	366



— Property Under Construction Services

Our revenue reached RMB2,020.9 million, representing an increase of 11.0% compared with RMB1,821.1 million in 2022. During the year, the property under construction services continued to upgrade the entirety of its products, integrated Four Happiness life into marketing activities, continuously improved the comprehensive competitiveness of service, and combined with the business service scenarios, continuously expanded the types of property under construction services, and extended to the enterprise front desk service, conference service, investment exhibition hall and other business scenarios.

— Management Consulting Services

Our revenue reached RMB274.4 million, representing an increase of 11.7% compared with RMB245.7 million in 2022. During the year, the management consulting services made breakthroughs in the future community consulting business and new business services, which are also effective attempt to transform from traditional property and real estate consulting services to urban property consulting services. Going forward, we will continue to adhere to the principle of “removing brand dependence, strengthening value creation, emphasizing product supply, and realizing deep market cultivation”, and continue to implement the strategy of deep cultivation in urban areas and the management of the whole process of customer development. The Group focuses on the improvement of quality and expansion of scope of our services, while consolidating existing customers and products, optimizing the structure of customer groups and continuing to enrich the product core, and gradually shift from hardware consulting services focusing on buildings and spaces, such as the traditional property consulting and real estate consulting, to full-scale services focusing on the creation of lifestyle (urban services, future community, etc.), such as top-level design, the construction of service scenes, the introduction of service resources and operational or on-the-ground guidance.

— 在建物業服務

收入為人民幣2,020.9百萬元，與2022年的人民幣1,821.1百萬元相比上升11.0%。年內，在建物業服務繼續升級全案產品，將四樂生活融合至營銷活動之中，持續提升服務綜合競爭力，並結合商寫服務場景，不斷擴展在建物業服務類型，延伸至企業前臺服務、會務服務、招商展廳等業務場景。

— 管理諮詢服務

收入為人民幣274.4百萬元，與2022年的人民幣245.7百萬元相比上升11.7%。年內，管理諮詢服務在未來社區諮詢業務及新業態服務上均有所突破，這也是我們從傳統物業、房地產諮詢服務向城市物業諮詢服務轉型的有效嘗試。接下來，我們將繼續堅持以「去品牌依賴、強價值創造、重產品供給、實市場深耕」為方針，落實城市深耕策略及客戶拓展全流程管理。聚焦服務內容的提質擴面，在鞏固現有客戶及產品的同時，優化客戶群體結構並持續豐富產品內核，逐步從傳統的物業諮詢、房產諮詢等圍繞建築和空間的硬體諮詢服務向圍繞生活方式（城市服務、未來社區等）營造的頂層設計、服務場景構建、服務資源導入、運營或落地輔導等全域化服務進行轉型。

Technology services — 2.5% of total revenue, 5.7% of total gross profit

Technology services play an integral part in developing the product differentiation system of the Group, breaking the bottleneck of efficiency, and helping the Group achieve the strategic goal of being the most valuable and happy living service provider in China. Centering on the digitalization of services, we have built global platform products and intelligent property products for government's digital governance, futuristic communities, and property enterprises. From the preliminary planning and design, smart hardware construction to the development and operation of digital system, technology services provide customers with intelligent, inclusive and affordable integrated solutions, and help customers in digital transformation. During the year:

- Revenue reached RMB428.0 million, representing a decrease of 12.6% compared with RMB489.4 million in 2022.
- Gross profit reached RMB165.7 million, representing a decrease of 17.3% compared with RMB200.4 million in 2022.

Mainly due to the impact of the domestic market and the real estate industry environment, some of our contracted businesses have been delayed due to the requirement of the client and other reasons. And we have also taken the initiative to adjust the product structure according to the market demand. In the future, we will continue to improve the standardization of core products, enhance product replication capabilities, optimize customer structure and other ways to promote business development.

Technology services mainly focus on the virtualization of space and the digitalization of services to provide customers with digital product and service solutions, and has formed three core businesses: (1) Shanshu intelligent property* (善數智慧物業): which reshapes the product ecosystem matrix with digital system, and with the intelligent system operated by the Group over the years, it provides systematic solutions based on the demands of property service enterprises related to business operation management and intelligent needs; (2) Shanshu global platform* (善數全域平台): which is based on the foundation of "platform + butler + governance" system to provide government customers with digital tools for urban basic unit governance and services, and support the digital renewal and development of urban and rural areas; and (3) Digital intelligence space* (數智空間): which takes building science and technology as the core, provides customers with Building Information Modeling (BIM) design consulting, intelligent design, community renewal and improvement and other building technology life cycle services and comprehensive solutions in multiple segments, such as intelligent buildings and smart cities.

科技服務 — 佔總收入2.5%，佔總毛利5.7%

科技服務是構建本集團差異化產品體系，破局效率瓶頸，助力本集團實現中國最具價值幸福生活服務商戰略目標的重要基礎設施。圍繞服務的數字化，我們為政府數治、未來社區、物業企業等打造全域平台產品及智慧物業產品。從前期規劃設計、智慧硬體建設到數字化系統的開發及運營，科技服務為客戶提供智慧、普惠、實惠的一體化解決方案，助力客戶數字化轉型。年內：

- 收入為人民幣428.0百萬元，較2022年的人民幣489.4百萬元相比，同比下降12.6%。
- 毛利為人民幣165.7百萬元，與2022年的人民幣200.4百萬元相比下降17.3%。

主要是受國內市場環境及房地產行業環境影響，我們的部分簽約業務因委託方要求等原因出現了延期執行的情況，同時我們也根據市場需求主動調整了產品結構。後續我們將通過持續提高核心產品標準化，提升產品複製能力，優化客戶結構等方式來推動業務的發展。

科技服務主要是圍繞空間的虛擬化和服務的數位化，為客戶提供數字化產品及服務解決方案，已形成三大核心業務：(1) 善數智慧物業：通過數字化體系重塑產品生態矩陣，並以本集團運營多年的智慧系統出發，基於物業服務企業有關企業運營管理及智慧化需求，為其打造系統性的解決方案；(2) 善數全域平台：以「平台+管家+共治」體系為基礎，為政府客戶提供城市基本單元治理與服務的數字化工具，支持城鄉全域數字化更新發展；及(3) 數智空間：以建築科技為核心，圍繞智慧建築、智慧城市等多元業態，為客戶提供BIM設計諮詢、智慧化設計、社區更新與改善等建築科技全生命週期服務和綜合解決方案。

PLEDGED ASSETS OF THE GROUP

As at 31 December 2023, MAG has obtained a loan of AUD45.0 million (equivalent to approximately RMB218.2 million) from a bank for its operational needs and has secured by certain property, plant and equipment held by it with a carrying amount of AUD118.3 million (equivalent to approximately RMB543.5 million) as collateral.

As at 31 December 2023, a subsidiary of the Group had borrowed RMB10.2 million from a bank for the purchase of the office building, and has secured it by the purchased property (the carrying amount was RMB10.8 million) as collateral.

Save as disclosed above, during the year, there was no pledged asset of the Group.

SIGNIFICANT INVESTMENTS

The Group did not have any significant investments during the year.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures during the year.

ACQUISITION AND FUTURE PROSPECTS

We have always adhered to the acquisition and investment strategy of “maintaining overall stability while focusing on synergies with existing businesses”. At the time of investment or equity cooperation, the Company focuses on factors such as the extent to which the target company’s business fits the Group’s business, whether the target company can increase the Group’s market shares in key regions, the extent to which the target company contributes to the scale of the Group, and resources that the partner may bring in the future and other factors. At the same time, the Company pays attention to details such as the target company’s demand for living service output, whether it can improve the coverage density of living service of the Group, and the consideration of an acquisition.

Next, we will focus more on the cultivation of strategic core capabilities, focus on the main business, and strictly implement the investment principles, including: (i) in terms of investment strategy, we will focus on the Group’s main businesses, strengthen the management of the operational efficiency of the target company acquired, and facilitate the stop loss and disposal of loss-making projects; (ii) in terms of investment direction, guided by the Group’s development strategy, while focusing on synergies with the existing businesses; (iii) in the field of investment, the Company’s existing business shall be the main focus, with its new business as complementary. We will pay attention to the investment target’s management ability, business type and regions that are complementary with the Company; (iv) in terms of the investment model, focus on asset-light and steady investment projects, pay attention to the quality expansion of the Company’s business, and invest rationally and prudently.

本集團資產抵押

於2023年12月31日，MAG因經營需要向銀行貸款澳元45.0百萬元（等同於約人民幣218.2百萬元），並以其持有的若干物業、廠房及設備（賬面價值為118.3百萬澳元，等同於約人民幣543.5百萬元）作抵押。

於2023年12月31日，本集團一家附屬公司因購買辦公樓已向銀行貸款人民幣10.2百萬元，並以所購房產（賬面價值為人民幣10.8百萬元）作為抵押。

除上述披露外，年內本集團概無資產抵押。

重大投資

年內，本集團未進行任何重大投資。

對附屬公司、聯營公司和合營公司的重大收購及處置

年內，本集團未對附屬公司、聯營公司或合營公司進行任何重大收購或處置。

收購及未來展望

我們一貫秉承「總體堅守穩健同時注重與現有業務協同效應」的收購與投資策略。本公司進行投資或股權合作時，會重點考慮標的公司與本集團業務的契合度、是否能夠提升本集團於重點佈局區域的市場份額、標的公司對本集團規模的貢獻程度，以及合作方後續可能帶來的資源導入等因素；同時關注標的公司對生活服務輸出的需求度、能否提升本集團生活服務的覆蓋密度以及有關收購對價等內容。

接下來，我們將更加聚焦戰略核心能力的培育，專注主營業務，同時嚴格落實投資原則，包括：(i)於投資策略上，聚焦本集團主營業務，加強收購的標的公司的經營效益管理，加快虧損項目的止損或處置；(ii)於投資方向上，以本集團發展戰略為導向，同時注重與現有業務的協同效應；(iii)於投資領域上，以本公司現有業務為主，新業務為輔。注重投資標的管理能力、業態與區域上與本公司的互補；(iv)於投資模式上，以輕資產、穩健為主，注重本公司業務有質量的擴張，理性審慎投資。

We believe that high quality development is more valuable than rapid growth. We adhere to the current investment principles, which can make investment as the assistance to our main businesses, keeping our business scale and efficiency at the forefront of the industry, and helping to facilitate the building of our living services alliance, the construction and upgrade of core business ability, in order to bring a better contribution to the development of the Group.

DIVIDEND DISTRIBUTION

At the Board meeting held on 26 March 2024, the Board recommended the payment of a final dividend for 2023 of HK\$0.150 per Share (2022: HK\$0.100 per Share), subject to approval by the Shareholders at the annual general meeting of the Company (the "AGM") to be held on 21 June 2024.

The final dividend will be paid on or before 11 July 2024.

ANNUAL GENERAL MEETING

The AGM will be held by the Company on 21 June 2024 and a notice convening the AGM will be published and/or sent to the Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

(a) For the purpose of determining the qualification of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from 18 June 2024 to 21 June 2024, both days inclusive. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates are required to be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 17 June 2024.

我們相信，高品質發展比高速增長更有價值，堅持目前的投資原則，能夠讓投資成為我們主營業務的助力，較為有力的促使我們的業務規模及效益保持行業前端，也有助於促進我們生活服務聯盟的構建、核心業務能力的建設及升級，為本集團發展帶來更好的貢獻。

股息分派

於2024年3月26日召開的董事會會議中，董事會建議派發2023年末期股息每股0.150港元（2022年：每股0.100港元），須經股東於2024年6月21日舉行之本公司股東週年大會（「股東週年大會」）上批准方可作實。

末期股息將於2024年7月11日或之前派付。

股東週年大會

本公司將於2024年6月21日舉行股東週年大會，而召開股東週年大會的通告將於適當時候以上市規則所規定的形式刊登及／或發送予股東。

暫停辦理股份過戶登記手續

(a) 為確定有權出席並於股東週年大會投票的股東身份，本公司將由2024年6月18日至2024年6月21日（包括首尾兩日）暫停辦理股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票須不遲於2024年6月17日下午四時三十分送交至本公司之香港股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以作登記。

(b) For the purpose of determining the entitlement to the proposed final dividend (subject to the approval of the Shareholders at the AGM), the register of members of the Company will be closed from 27 June 2024 to 28 June 2024, both days inclusive. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of Shares are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 26 June 2024.

(b) 為確定享有建議末期股息(須待股東於股東週年大會批准)的權利,本公司將於2024年6月27日至2024年6月28日(包括首尾兩日)暫停辦理股份過戶登記手續。為符合資格收取建議末期股息,未登記的股份持有人須於2024年6月26日下午四時三十分前將所有股份過戶文件連同相關股票送交至本公司的香港股份過戶登記處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖,以辦理登記手續。

MAJOR LITIGATION RISK

References are made to the announcements of the Company dated 19 July 2022, 20 October 2022, 21 March 2023 and 21 August 2023 (the "Announcements") in relation to the legal proceedings (the "Legal Proceedings") involving Greentown Real Estate Consulting Co., Ltd* (綠城房地產諮詢集團有限公司), a wholly-owned subsidiary of the Company. On 21 August 2023, the Group received a judgment from the Shanghai High People's Court* (上海市高級人民法院) in relation to the Legal Proceedings, the case no. being "(2023)滬民終426號", which stated that the appeal filed by the Company was dismissed and the first instance judgment shall be upheld. The Legal Proceedings did not have a significant impact on the development of the Group's core operating business. At present, the Legal Proceedings is in the process of litigation enforcement procedure and the Group has made provisions, where appropriate, for what may be required for the settlement of the Legal Proceedings.

As at the date of this report, to the knowledge of the Directors, other than the above, there are no other outstanding or material legal proceedings or claims would materially affect the normal operations of the Group.

重大訴訟風險

茲提述本公司日期為2022年7月19日、2022年10月20日、2023年3月21日及2023年8月21日有關法律訴訟的公告(「該等公告」),內容有關綠城房地產諮詢集團有限公司,本公司之全資附屬公司,涉及的一項法律訴訟(「該法律訴訟」)。2023年8月21日,本集團收到上海市高級人民法院有關該法律訴訟的案件編號為「(2023)滬民終426號」的判決書,判決駁回本公司的上訴,維持一審判決。該法律訴訟並未對本集團核心經營業務的開展產生重大影響。目前,該法律訴訟正在執行情序當中,而本集團已在適當的情況下就解決該法律訴訟所可能要求的內容作出了撥備。

就董事所知,截至本報告日期,除上述事項外,不存在其他尚未完結或會影響本集團的正常營運的重大法律訴訟或索賠。

FOREIGN EXCHANGE RISKS

The Group conducts substantially all of its business in Mainland China, with most of the transactions conducted in Renminbi. Therefore, the Group is exposed to limited foreign currency exchange rate risk. During the year, the Group has not employed any financial instruments for hedging purposes or engaged in any forward foreign exchange contracts for foreign exchange risk hedging purposes. As the business of MAG, a subsidiary of the Company, is conducted primarily in Australian dollars, the depreciation or appreciation of the Australian dollar and the adjustment of interest rates will have an impact on the Group's performance. The Group will continue to closely monitor its exposure to exchange rate and interest rate risks and actively explore foreign exchange hedging options with major banks, and may employ derivative financial instruments to hedge against risks when necessary.

CONTINGENT LIABILITIES

The Group has made provisions, where appropriate, for what may be required for the settlement of the Legal Proceedings.

Save as disclosed in this report, the Group did not have any other significant contingent liabilities as at 31 December 2023.

TREASURY POLICY

To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

EMPLOYEES AND REMUNERATION POLICIES

The Group has established its human resources policies and systems to provide a wide range of training and personal development programmes to its employees. The remuneration package offered to the staff is in line with the duties and the prevailing market terms. Discretionary bonuses based on individual performance will be paid to employees and options will be granted as recognition of and reward for their contributions. Staff benefits, including pension, medical coverage, and provident funds are also provided to employees of the Group.

As at 31 December 2023, the Group had 46,023 employees, representing an increase of 3.43% compared with the year of 2022. The total staff cost was RMB5,816.9 million, representing an increase of 14.9% compared with RMB5,064.5 million in 2022. This was mainly because of the increase in staff costs brought by the equity cooperation between the Group and Beijing Cinda Yue Life Service Co., Ltd.* (北京信達悅生活服務有限公司) in June 2022 that were reflected during the year. Meanwhile, the growth rate of total staff cost was slower than the growth rate of revenue, and the salary cost was effectively controlled.

外匯風險

本集團主要集中於中國境內經營業務，絕大部分業務以人民幣進行。因而承受的外匯風險有限。年內，本集團未使用任何金融工具作對沖用途，也未訂立任何遠期外匯買賣合同以作外匯風險對沖用途。由於本公司附屬公司MAG的業務主要以澳元進行，因而澳元的貶值或升值及利率調整將會影響本集團的業績。本集團將堅持密切監察所涉及的匯率風險及利率風險，積極與各大銀行探討外匯對沖方案，於有需要時利用衍生金融工具對沖所涉及的風險。

或然負債

本集團已在適當的情況下就解決該法律訴訟所可能要求的內容作出了撥備。

除本報告披露外，於2023年12月31日，本集團並無其他任何重大或然負債。

財政政策

為管理流動資金風險，董事會緊密監控本集團之流動資金狀況，確保本集團資產、負債及其他承擔之流動資金架構可應付不時之資金需求。

僱員及薪酬政策

本集團根據制定的人力資源政策及體制，為員工提供多元化培訓及個人發展計劃。向員工發放之酬金待遇按其職務及當時市場標準釐定，根據僱員表現支付予僱員酌情花紅釐定及授予其期權，以表揚及回報其貢獻。本集團亦同時向僱員提供僱員福利，包括養老金、醫療保障及公積金。

於2023年12月31日，本集團共有46,023名員工，較2022年增長3.43%。總員工成本為人民幣5,816.9百萬元，較2022年的人民幣5,064.5百萬元增長14.9%，主要是2022年6月本集團與北京信達悅生活服務有限公司股權合作所帶來的員工成本在年內呈現。同時，總員工成本增速低於收入增速，薪酬成本得到有效控制。

OBJECTIVES

Transparency in corporate information forms part of the basis for investors' confidence towards listed company, though it is also the responsibility of a public company. The Company believes that a stable, diversified Shareholders base in which communication is effective, is essential to facilitate Shareholders value creation and stabilize share price performance, and is also a valuable intangible asset for the Company. Investor relation is the important bridge of two-way communication between Shareholders, investment institutions and the public at one end, whilst that of listed company at the other. Externally, in compliance with the Listing Rules, the Company provides regular, real-time, accurate and complete information and updates. This facilitates Shareholders and the public alike to understand the Company's operation and value, as well as the status of business development. Should this be well co-ordinated, this should contribute to the establishment of a long term and mutual relationship between the Company, Shareholders and the public. In the meantime, the Company is able to make known of its corporate culture, business philosophy, strategy and planning, as well as industry changes. This would enable investors and the public to appreciate the Company's positioning in the industry, business model and competitive advantages, differentiating the Company from the peers further. Internally, the Company takes the Shareholders' and the public's independent and valuable opinion seriously, the Company would listen and consider their views, aiming to enhance the corporate governance.

CAPITAL MARKET RECOGNITION

Since the Listing in 2016, the Company has been researching diligently on the capital markets and its expectation towards the Company. Through various communication channels, the Company has built effective and two-way relationships with shareholders, investors, fund managers and analysts, other related parties in the capital markets and the public. The Company is very honoured to receive many recognitions in the capital market in the past year:

- In the last year, the Company became the subject of the reports prepared by 27 domestic and international brokers.

目標

企業信息透明度是投資人對上市公司建立信心的基礎之一，也是公眾公司的義務。公司相信一個溝通有效、穩定、多元化的股東基礎是有助於締造股東價值，穩定股價表現的，也是公司不可多得的一個無形資產。而「投資者關係」應該是上市公司和股東、投資機構、公眾雙向溝通的重要橋樑。對外，公司在符合上市規則的前提下，提供定期、實時、準確和完整的信息並更新，讓股東和公眾瞭解公司運作和價值，以及業務發展情況。配合得宜的話，這將助力公司和股東、公眾等建立長遠、互動的關係。同時，公司可以傳遞自身的企業文化、經營理念、戰略規劃、行業的變化等，讓股東和公眾更清楚掌握公司的行業定位，經營模式和競爭優勢，體現跟同行的差異。對內，公司非常重視股東和公眾的獨立而寶貴意見，會慎重聽取和考慮，希望能進一步提升公司治理。

資本市場的認可

公司自2016年上市以來，一直積極地學習資本市場操作，理解市場對公司的期望。通過多種渠道主動與股東，投資人，基金經理，分析師，資本市場的各方及公眾建立了有效互動的關係。過去的一年裡，公司很榮幸得到資本市場的厚愛和認可：

- 過去一年裡，公司獲得了27家國內和國際的券商為我們撰寫報告。

MAJOR COMMUNICATION CHANNELS

1. Brokers and investment banks organized investor marketing activities
2. Reverse roadshows — regularly invite investors to visit our headquarters and communities we manage to conduct onsite research
3. Twice a year results announcement and public briefing

1. Marketing activities organized by brokers and investment banks

The Company has participated in various roadshows and conferences organized by brokers and investment banks in China, met with a large number of investment institutions, and actively maintained communication with the market. The Company is pleased to interact with the investors and keep them informed of the business development. During the year, the Company met with 594 investors in total (including repeated visits) through conference calls or face to face communication.

主要溝通渠道

1. 券商、投行組織的各類投資人推廣活動
2. 反向路演 — 定期主動邀請投資人來集團總部，及在管園區實地調研
3. 每年兩次的業績發佈會

1. 券商、投行組織的各類推廣活動

公司多次參加券商和投行組織在境內的路演和研討會，與大量的投資機構見面，積極與市場保持溝通，非常樂意與投資人交流，將公司業務的開展情況告訴投資人。年內，公司共計與594人次的投資人(包括重複見面的)通過電話或見面交流。

Date 日期	Organizer 組織者	Events 會議名稱	Venue 地點
1/11	CGS 銀河聯昌	4th Annual China Property Management Virtual Corporate Day 第四屆中國物業管理企業日	Online 線上
1/11	UBS 瑞銀	Greater China Conference 大中華峰會	Online 線上
4/26	Huatai 中泰證券	Spring Conference 春季策略會	Shanghai 上海
5/11	Huaan 華安證券	Interim Capital Market Summit 2023 2023年中期資本市場峰會	Online 線上
6/7	Dongwu 東吳證券	Interim Summit 2023 中期策略會	Shanghai 上海
6/13	CICC 中金公司	Interim Summit 2023 中期策略會	Shanghai 上海
6/28	CITI 花旗公司	Citi's Asia Pacific Property Conference 2023 亞太中期策略會	Hong Kong 香港
7/3	UBS 瑞銀	APAC Property Conference 2023 2023中期策略會	Hong Kong 香港
9/7	HUAAN 華安證券	近期交流	Online 線上
11/7	CITI 花旗公司	Citi's China Investor Conference 2023 2023年花旗中國投資峰會	Shenzhen 深圳
11/9	HUATAI 華泰證券	China Investment Conference 2024 2024年度投資峰會	Beijing 北京
11/16	CICC 中金公司	CCIC ANNUAL INVESTMENT STRATEGY CONFERENCE 2023 新理念新技術 — 中金公司年度投資策略會	Beijing 北京

2. Reverse Roadshow and Open Day — regularly invite shareholders and investors to visit our headquarters and communities we manage

During the year, the Company held various Open-Day activities and proactively conducted reverse roadshows, inviting investors, fund managers, and analysts to visit our headquarters as well as communities under our management to conduct onsite research. It is an opportunity to showcase our various services and operation openly to capital market, and follow up with management discussion. Due to the impact of COVID-19 epidemic, the Company organized 24 on-site visits in total throughout 2023.

No. of reverse roadshows

反向路演數量

		2019	2020	2021	2022	2023
No. of activities	組織次數	64	36	28	11	24
No. of visitors	參加人數	135	83	115	15	157

3. Twice a year results announcement and public briefing

The two results announcements followed by briefing conducted in the financial year, are great opportunities for the Company to meet with a large number of shareholders and investors, discussing business and prospects directly. Therefore the Company actively engages, with great detail, in presenting our core as well as the four service business lines. The impact is noticeable.

4. Investment report from brokers and investment banks

The Company is honoured to be recognized by the capital market. In 2023, the Company received 62 reports.

The main items are presented as follows:

NO.	Brokers 券商	Rating 評級
1	CITI 花旗集團	buy 買入
2	CICC 中金公司	outperform 跑贏大市
3	Goldman Sachs 高盛	buy 買入
4	HSBC 滙豐集團	buy 買入

2. 反向路演和開放日活動 — 定期邀請股東、投資人來訪總部及在管園區

年內，公司多次舉辦開放日活動，主動開展反向路演活動，邀請投資人、基金經理、和分析師，來公司總部及在管園區實地調研考察，公開透明地向資本市場展示公司的各項業務，並與管理層進行討論。因COVID-19疫情影響，2023全年，公司一共組織了24次考察活動。

3. 每年兩次業績發佈會

每年兩次業績公告和隨後的發佈會都是寶貴的機會，讓公司和大量的股東和投資人見面，直接討論業務和發展。所以公司都是主動和詳細地介紹和分析公司總體情況，以及四個業務線的運營情況，溝通效果顯著。

4. 券商、投行的投資報告

公司深感榮幸，獲得資本市場青睞。2023年，公司共獲得券商撰寫的報告62份。

主要呈列如下：

NO.	Brokers 券商	Rating 評級
5	Everbright Securities 光大證券	buy 買入
6	CMB International Capital Corp Ltd 招銀國際	buy 買入
7	BOC International Holdings Ltd. 中銀國際	buy 買入
8	Industrial Securities 興業證券	outperform 跑贏大市
9	Huatai 華泰金融控股	buy 買入
10	SWS Research 申萬宏源	buy 買入
11	China Securities Co., Ltd. 中信建投	buy 買入
12	Zhongtai 中泰地產	buy 買入
13	Dongwu 東吳地產	buy 買入
14	Guangfa 廣發	buy 買入
15	Guotai Security (Hong Kong) 國泰君安	buy 買入
16	Morgan Stanley 摩根士丹利	hold 持有
17	DBS Bank 星展銀行	hold 持有
18	JP Morgan 摩根大通	neural 中性
19	Haitong International Research Ltd 海通國際	neural 中性
20	UBS 瑞銀	neural 中性
21	Merril Lynch 美銀美林	neural 中性
22	CITIC Securities Co Ltd 中信證券	hold 持有

5. Improvement of Roadshows Information

Every roadshow represents a valuable opportunity for the Company to communicate with the investors. Thus, the Company strives to optimize investors education through various methods including result presentation and corporate video. The Company revises the presentation regularly and on-time, with reference to the feedback from the investors, and the demand of the investors at different stage.

5. 路演資料改進

每一次路演都是公司跟投資人交流的寶貴機會，公司利用多種方式，例如業績發佈會及企業宣傳片等，盡可能地做好投資者教育。本公司參考投資者的回饋及彼等於不同階段的要求，定期及時更新簡報。

Directors and Senior Management

董事及高級管理層

DIRECTORS

Executive Directors

Mr. Yang Zhangfa (楊掌法), aged 52, has been an executive Director and chief executive officer of the Company (“**CEO**”) since 27 November 2015. He was appointed as the Vice Chairman of the Board and ceased to be the chief executive officer of the Company with effect from 23 March 2018. Mr. Yang has been appointed as the Chairman of the Board on 30 December 2021, he is responsible for making decisions for material operational matters, participating in Board decisions and implementing the resolutions of the Board. Mr. Yang joined our Group in February 2002 and has served in various positions in Greentown Property Management Service Group Co., Ltd* (綠城物業服務集團有限公司) (“**Greentown Property Management**”), including the assistant to general manager from April 2002 to March 2003, the vice general manager from March 2003 to February 2008, the executive vice general manager from February 2008 to January 2009, the executive general manager from January 2009 to February 2011, the general manager from February 2011 to March 2018 and the chairman of its board of directors since May 2019.

In addition, Mr. Yang currently holds directorship in various subsidiaries of our Company.

Mr. Yang is the vice president of China Property Management Association* (中國物業管理協會), vice president of Zhejiang Real Estate Industry Association* (浙江省房地產業協會), vice president of Zhejiang Property Management Association* (浙江省物業管理協會), and president of Hangzhou Property Management Association (杭州市物業管理協會). He graduated from Zhejiang University (浙江大學) in Hangzhou, the PRC and Hunan University (湖南大學) in Changsha, the PRC majoring in real estate development and management, and business administration, respectively. He has also attended study tours at The Wharton Business School of the University of Pennsylvania in the United States and The University of Tokyo in Japan.

董事

執行董事

楊掌法先生，52歲，自2015年11月27日起為執行董事兼本公司行政總裁(「**行政總裁**」)。彼於2018年3月23日獲委任為董事會副主席，並不再擔任本公司行政總裁。於2021年12月30日，楊先生獲委任為董事會主席，彼負責就重大運營事宜作出決策、參與董事會決策及執行董事會決議案。楊先生於2002年2月加入本集團，並在綠城物業服務集團有限公司(「**綠城物業服務**」)出任多個職位，包括於2002年4月至2003年3月擔任總經理助理、於2003年3月至2008年2月擔任副總經理、於2008年2月至2009年1月擔任常務副總經理、於2009年1月至2011年2月擔任執行總經理，於2011年2月至2018年3月擔任總經理，及自2019年5月至今擔任董事長。

此外，楊先生現時於本公司多家附屬公司擔任董事。

楊先生現時擔任中國物業管理協會之副會長，浙江省房地產業協會之副會長、浙江省物業管理協會之副會長及杭州市物業管理協會會長職務。彼畢業於中國杭州的浙江大學及中國長沙的湖南大學，分別主修房地產開發和管理及工商管理。他曾在美國賓夕法尼亞大學沃頓商學院與日本東京大學遊學。

Directors and Senior Management

董事及高級管理層

Ms. Jin Keli (金科麗), aged 41, served as the CEO since 21 June 2021, and has been appointed as an executive Director since 1 February 2022. She joined the Group in May 2006, and held various positions in the Group, including the secretary to chairman and director of the general manager's office of Greentown Property Management from May 2007 to January 2012, an administrative director of the Administrative Management Center of Greentown Property Management from January 2012 to January 2014, and the executive general manager of Zhejiang Xinhu Lvcheng Property Service Co. Ltd.* (浙江新湖綠城物業服務有限公司) from January 2014 to July 2017. She also worked as the assistant president, vice president and president of Greentown Property Management from February 2015 to July 2017, August 2017 to March 2018, and since March 2018 respectively. Ms. Jin served as the chief operating officer (“**COO**”) of the Company and the chief financial officer (“**CFO**”) of the Company from 23 March 2018 to 1 February 2022 and 21 June 2021 to 1 February 2022, respectively. She has also served as a non-executive director of Zhong Ao Home Group Co. Ltd. (a company listed on the Main Board of the Stock Exchange, stock code: 1538) since 17 July 2020.

In addition, Ms. Jin currently holds certain positions in various subsidiaries of the Company.

Ms. Jin is the first deputy chief member of the Community Life Committee of China Property Management Association* (中國物業管理協會), the vice president of Zhejiang Property Management Association (“浙江省物業管理協會”), a member of the Hangzhou Property Industry Association Committee of the Communist Party of China* (中共杭州市物業行業協會委員會), a publicity member of Hangzhou Xihu District Property Management Association Committee of the Communist Party of China* (中共杭州市西湖區物業管理協會委員會) and the president of Hangzhou Xihu District Property Management Association* (杭州市西湖區物業管理協會).

Ms. Jin was awarded as the “2023 Annual CEO of Top 10 China Property Management”, the “Model Woman of Hangzhou in 2020” and the “Excellent Alumni of China University of Political Science and Law* (中國政法大學) in 2019” respectively. She was qualified as the “National Property Management Enterprise Manager” by the Department of Housing and Real Estate of the Ministry of Construction* (建設部住宅和房地產業司) and “Property Manager” by Zhejiang Provincial Human Resources and Social Security Bureau* (浙江省人力和資源社會保障局).

Ms. Jin graduated from China University of Political Science and Law in July 2006 with a bachelor's degree majoring in philosophy, and obtained her MBA degree from China Europe International Business School* (中歐國際工商學院) in November 2018.

金科麗女士，41歲，自2021年6月21日起至今為本公司行政總裁，並於2022年2月1日獲委任為執行董事。金女士於2006年5月加入本集團，並在本集團內出任多個職位，包括於2007年5月至2012年1月擔任綠城物業服務董事長秘書兼總經辦主任，於2012年1月至2014年1月擔任綠城物業服務行政管理中心行政總監，及於2014年1月至2017年7月擔任浙江新湖綠城物業服務有限公司執行總經理。彼亦於2015年2月至2017年7月、2017年8月至2018年3月及2018年3月至今在綠城物業服務分別擔任助理總裁、副總裁及總裁。於2018年3月23日至2022年2月1日，及於2021年6月21日至2022年2月1日，金女士分別任本公司首席運營官（「**首席運營官**」）及首席財務官（「**首席財務官**」）。自2020年7月17日至今，彼亦擔任中興到家集團有限公司（一家於聯交所主板上市的公司，股份代號：1538）的非執行董事。

此外，金女士現時於本公司多家附屬公司擔任董事。

金女士現為中國物業管理協會社區生活服務委員會第一屆副主任委員、浙江省物業管理協會副會長、中共杭州市物業行業協會委員會委員、中共杭州市西湖區物業管理協會委員會宣傳委員及杭州市西湖區物業管理協會會長。

金女士分別獲得「2023中國十大物業年度CEO」，「2020年度杭州市巾幗建功標兵」及「中國政法大學2019年度優秀校友」榮譽。彼擁有由建設部住宅和房地產業司頒發的「全國物業管理企業經理」及由浙江省人力和資源社會保障局頒發的「物業管理師」資質。

金女士於2006年7月畢業於中國政法大學，取得哲學學士學位，並於2018年11月於中歐國際工商學院獲得工商管理碩士學位。

Directors and Senior Management

董事及高級管理層

Mr. Chen Hao (陳浩), aged 54, has been our executive Director since 27 November 2015. He joined our Group in May 2015 as a vice general manager and is primarily responsible for the management of community products and services of the Group. He has been a director of Greentown Property Management since November 2015 and a director of Zhejiang Twin Cities Network Company Limited since April 2015. He is also the director of Ningbo Yule Investment Co. Ltd. (the joint venture of the Group) since August 2018 and holds the director position in MAG since July 2019. Mr. Chen studied in Jiangsu Xinhai Senior High School (江蘇新海高中) (formerly known as Jiangsu Xinhai Secondary School (江蘇新海中學)).

In addition, Mr. Chen currently holds directorship in various subsidiaries of our Company.

Non-executive Directors

Mr. Shou Bainian (壽柏年), aged 70, has been our non-executive Director since 27 November 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Mr. Shou became an indirect holder of equity interests in Greentown Property Management in September 2000. He worked as the vice executive chairman and the general manager of Greentown Property Group Co., Ltd.* (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China Holdings Limited (a company listed on the Stock Exchange, stock code: 3900)) from April 1998 to March 2015 and was primarily responsible for its overall business operation and financial management. He is the director of Greentown Holdings Group Co., Ltd.* (綠城控股集團有限公司) (“**Greentown Holdings**”) since January 2002 and is primarily responsible for its overall business operation and financial management. He also served as the executive director of Greentown China Holdings Limited from July 2006 to April 2018.

Mr. Shou is qualified as a senior economist (高級經濟師) in enterprise operation and management by Zhejiang Province Human Resources and Social Security Department* (浙江省人力資源和社會保障廳). Mr. Shou graduated from Hangzhou University* (杭州大學) in Zhejiang Province, the PRC with a bachelor’s degree majoring in history.

陳浩先生，54歲，自2015年11月27日起為執行董事。彼於2015年5月加盟本集團擔任副總經理，主要負責管理本集團的園區服務。彼自2015年11月起擔任綠城物業服務的董事，並自2015年4月起擔任浙江雙城網絡科技有限公司的董事。彼亦從2018年8月起擔任寧波余樂投資有限公司(本集團之聯營公司)董事職務，及自2019年7月起擔任MAG董事職務。陳先生曾在江蘇新海高中(前稱江蘇新海中學)修業。

此外，陳先生現時於本公司多家附屬公司擔任董事。

非執行董事

壽柏年先生，70歲，自2015年11月27日起為非執行董事，並負責指導及監督本集團的業務經營。壽先生於2000年9月成為綠城物業服務的間接股權持有人。彼由1998年4月至2015年3月擔任綠城房地產集團有限公司(乃綠城中國控股有限公司(一家於聯交所上市的公司，股份代號：3900)的全資附屬公司)的常務副主席及總經理，主要負責整體業務經營及財務管理。彼從2002年1月起擔任綠城控股集團有限公司(「**綠城控股**」)的董事，主要負責整體業務經營及財務管理。彼亦於2006年7月至2018年4月期間擔任綠城中國控股有限公司之執行董事。

壽先生為浙江省人力資源和社會保障廳認可的企業經營及管理高級經濟師。壽先生畢業於中國浙江省杭州大學，持歷史學士學位。

Directors and Senior Management 董事及高級管理層

Ms. Xia Yibo (夏一波), aged 61, has been our non-executive Director since 27 November 2015, and is responsible for providing guidance and supervision regarding the business and operation of our Group. Ms. Xia became an indirect holder of equity interests in Greentown Property Management in September 2002. Ms. Xia was the chairlady of Hangzhou Greentown Decorating and Design Co., Ltd. (杭州綠城裝潢設計有限公司) from September 1996 to August 2002. Ms. Xia has been serving as the director of Greentown Holdings since September 2002 and is now the chairman of this company.

Ms. Xia graduated from the Department of Chinese of Zhejiang Radio and Television University (浙江廣播電視大學) in Zhejiang Province, the PRC.

Ms. Li Hairong (李海榮), aged 66, was our sole Director from the date of the incorporation of our Company until 26 November 2015 and was re-designated as our chairman and executive Director on 27 November 2015. Ms. Li resigned as the Chairman and was re-designated as a non-executive Director on 30 December 2021. From June 1997 to September 1998, Ms. Li held various positions in Greentown Property Group Co., Ltd.* (綠城房地產集團有限公司), including being its vice general manager, executive vice general manager and executive general manager. She joined our Group in October 1998 and has been responsible for the development strategy and strategic planning of our Group as well as on making decisions for material operational matters. Ms. Li was the chairman of Greentown Property Management from October 1998 to March 2018, and was also its general manager from October 1998 to February 2011, where she was primarily responsible for its overall management and daily operation. She also served as the executive general manager of Greentown Holdings from January 2006 to October 2015.

Ms. Li graduated from the Department of Basic Specialized Training for Party and Government Officials* (黨政管理幹部基礎專修科) of Zhejiang Radio and Television University* (浙江廣播電視大學) in Zhejiang Province, the PRC.

夏一波女士，61歲，自2015年11月27日起為非執行董事，並負責指導及監督本集團的業務經營。夏女士於2002年9月成為綠城物業服務的間接股權持有人。夏女士於1996年9月至2002年8月在杭州綠城裝潢設計有限公司擔任董事長。夏女士自2002年9月以來一直擔任綠城控股的董事，現任該公司董事長。

夏女士畢業於中國浙江省的浙江廣播電視大學中文學院。

李海榮女士，66歲，自本公司註冊成立日期起至2015年11月26日止為本公司的唯一董事，於2015年11月27日調任為主席兼執行董事。於2021年12月30日，李女士辭任主席，並調任為非執行董事。於1997年6月至1998年9月期間，李女士在綠城房地產集團有限公司擔任多個職位，包括副總經理、執行副總經理及執行總經理。彼於1998年10月加盟本集團，負責本集團的發展戰略及策略規劃，以及就重大運營事宜作出決策。李女士於1998年10月至2018年3月擔任綠城物業服務的主席，及於1998年10月至2011年2月擔任總經理，主要負責整體管理及日常運營。彼亦於2006年1月至2015年10月期間擔任綠城控股的執行總經理。

李女士畢業於中國浙江省的浙江廣播電視大學黨政管理幹部基礎專修科。

Directors and Senior Management

董事及高級管理層

Mr. Liu Xingwei (劉興偉), aged 41, has been appointed as a non-executive Director on 28 March 2023. He graduated from Harbin Institute of Technology (哈爾濱工業大學) in July 2006 with a bachelor's degree in civil engineering, and received a master's degree in engineering from Harbin Institute of Technology (哈爾濱工業大學) in July 2008. From July 2008 to May 2010, Mr. Liu worked at China Resources Land (Shenyang) Co., Ltd. (華潤置地(瀋陽)有限公司). Mr. Liu joined Longfor Group Holdings Limited (龍湖集團控股有限公司) ("**Longfor Group**", a company listed on the Main Board of the Stock Exchange with stock code: 960) in May 2010, and served as the general manager of Shenyang Longfor Real Estate Development Co., Ltd. (瀋陽龍湖房地產拓展有限公司) from July 2018 to April 2021. He further served as the vice president of Longfor Group from January 2021 to September 2021. Since September 2021, Mr. Liu has been serving as senior vice president of Longfor Group and the chief executive officer of Longfor Property Services Group Limited (龍湖物業服務集團有限公司). Mr. Liu obtained the structural engineering engineer qualification certificate issued by the Human Resources and Social Security Department of Liaoning Province (遼寧省人力資源和社會保障廳) in December 2017.

Independent Non-executive Directors

Mr. Poon Chiu Kwok (潘昭國), aged 62, has been our independent non-executive Director since 12 July 2016. He is responsible for supervising and providing independent opinions to the Board. He has over 30 years of experience in regulatory affairs, listed company corporate finance, companies governance. He is an executive director, vice president and company secretary of Huabao International Holdings Limited (stock code: 336), whose shares are listed on the Stock Exchange. He currently serves as an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: Sany Heavy Equipment International Holdings Company Limited (stock code: 631), AUX International Holdings Limited (stock code: 2080), Sunac China Holdings Limited (stock code: 1918), Jinchuan Group International Resources Co. Ltd (stock code: 2362) and China Isotope & Radiation Corporation (stock code: 1763).

Mr. Poon was appointed as an independent non-executive director of Changan Minsheng APLL Logistics Co., Ltd. (stock code: 1292), Yanguang Energy Group Company Limited (stock code: 1171), Yuanda China Holdings Limited (stock code: 2789) and Honghua Group Limited (stock code: 196), all listed on the Stock Exchange, from September 2011 to June 2023, June 2017 to June 2023, April 2011 to September 2023 and June 2017 to December 2021, respectively.

劉興偉先生，41歲，於2023年3月28日獲委任為非執行董事。他於2006年7月畢業於哈爾濱工業大學，取得土木工程專業工學學士學位，並於2008年7月獲得哈爾濱工業大學工學碩士學位。2008年7月至2010年5月，劉先生於華潤置地(瀋陽)有限公司工作。劉先生於2010年5月加入龍湖集團控股有限公司(「**龍湖集團**」，一家於聯交所主板上市的公司，股份代號：960)，並於2018年7月至2021年4月擔任瀋陽龍湖房地產拓展有限公司總經理。彼於2021年1月至2021年9月，擔任龍湖集團副總裁。自2021年9月起至今，劉先生任龍湖集團高級副總裁及龍湖物業服務集團有限公司行政總裁。劉先生於2017年12月獲得由遼寧省人力資源和社會保障廳頒發的結構工程工程師資格證書。

獨立非執行董事

潘昭國先生，62歲，自2016年7月12日起為獨立非執行董事。彼負責監督董事會並向其提供獨立意見。彼於規管事宜、上市企業融資、公司管治方面擁有逾30年經驗。彼為一家於聯交所上市的公司，華寶國際控股有限公司(股份代號：336)的執行董事、副總裁及公司秘書。彼現時亦於以下聯交所上市的公司擔任獨立非執行董事：三一重裝國際控股有限公司(股份代號：631)、奧克斯國際控股有限公司(股份代號：2080)、融創中國控股有限公司(股份代號：1918)、金川集團國際資源有限公司(股份代號：2362)及中國同輻股份有限公司(股份代號：1763)。

潘先生分別於2011年9月至2023年6月、2017年6月至2023年6月、2011年4月至2023年9月及2017年6月至2021年12月在以下聯交所上市公司擔任獨立非執行董事：重慶長安民生物流股份有限公司(股份代號：1292)、兗礦能源集團股份有限公司(股份代號：1171)、遠大中國控股有限公司(股份代號：2789)及宏華集團有限公司(股份代號：196)。

Directors and Senior Management 董事及高級管理層

Mr. Poon graduated from City University of Hong Kong with his bachelor's degree of arts majoring in business studies in December 1994 and from the same university with his master's degree of Arts in International Accounting in November 1997. He also obtained his bachelor's degree majoring in laws from University of Wolverhampton in the United Kingdom in October 2004 and a postgraduate diploma in laws from University of London in December 2010, respectively. He is a fellow of CPA Australia, the Hong Kong Securities and Investment Institute, The Chartered Governance Institute, and The Hong Kong Chartered Governance Institute, and a member of the Canadian Institute of Mining, Metallurgy and Petroleum.

Mr. Wong Ka Yi (黃嘉宜), aged 49, has been our independent non-executive Director since 12 July 2016. He is responsible for supervising and providing independent opinions to our Board. Mr. Wong Ka Yi currently serves as an investor director of Amoeba Capital Advisors Limited. He is a licensed person to conduct type 9 (asset management) regulated activities under the Securities and Futures Ordinance (the "SFO"). He was a director and investment director of Regent Capital Management Limited from March 2019 to September 2021, a director and investment director of HX Innovation Capital Management Co. Limited from October 2017 to February 2019, a director and investment director of China Metamorphosis Investment Limited from June 2017 to October 2017. He was a managing director of Fundatech Capital Limited from February 2015 to May 2018, worked as a portfolio manager in HT Capital Management Limited and Munsun Asset Management (Asia) Limited. He is a Chartered Financial Analyst recognized by the CFA Institute. Mr. Wong holds a Bachelor's degree in Economics from The University of Hong Kong.

Mr. Li Feng (李風), aged 65, has been our independent non-executive Director since 5 December 2017, and he has years of rich experience in property management industry. He served as the general manager of Shanghai Donghu Property Management Co., Ltd. (上海東湖物業管理有限公司) from February 2002 to February 2023. He also served as management in Hongqiao State Guest Hotel Shanghai (上海虹橋迎賓館), Dongjiao State Guest Hotel (東郊賓館) and Shanghai Lilac Garden Hotel (上海丁香花園賓館).

潘先生在1994年12月畢業於香港城市大學，取得商業學學士學位，及後於1997年11月在該校取得國際會計學文學碩士學位。彼亦於2004年10月在英國伍爾弗漢普頓大學取得法學學士學位，及於2010年12月獲得倫敦大學授予的法學深造文憑。彼為澳洲會計師公會、香港證券及投資學會、英國特許公司治理公會，及香港公司治理公會之資深會員及加拿大礦業、冶金及石油協會會員。

黃嘉宜先生，49歲，自2016年7月12日起為獨立非執行董事。彼負責監督董事會並向其提供獨立意見。黃嘉宜先生現時任米亞資本顧問有限公司投資總監，並為可進行《證券及期貨條例》（「《證券及期貨條例》」）項下第9類（資產管理）受規管活動的持牌人。彼於2019年3月至2021年9月期間在理隽資產管理有限公司任董事及投資總監，於2017年10月至2019年2月期間在華夏創新基金管理有限公司擔任董事及投資總監。2017年6月至2017年10月期間於蛻變中國投資有限公司擔任董事及投資總監，及於2015年2月至2018年5月在豐達資本有限公司擔任董事總經理、在HT Capital Management Limited及麥盛資產管理（亞洲）有限公司擔任投資組合經理。彼亦為特許財務分析師協會認可之特許財務分析師。黃先生持有由香港大學頒發之經濟學學士學位。

李風先生，65歲，自2017年12月5日起為獨立非執行董事，並擁有多年的物業管理行業的豐富經驗，彼於2002年2月至2023年2月於上海東湖物業管理有限公司擔任總經理職務。李先生過往工作經驗亦包括於上海虹橋迎賓館、東郊賓館及上海丁香花園賓館等擔任管理層職位。

Directors and Senior Management 董事及高級管理層

Mr. Li was awarded as the Leader of the 25th anniversary of the Trade Association of Shanghai Property Management (上海市物業管理行業協會25週年系列表彰領軍人物) in 2019, the outstanding Entrepreneur of 2018 Shanghai Modern Service Industry (2018年上海現代服務業優秀企業家), Person of the Year of 2015 in Property Management Industry (2015物業管理行業年度人物) in 2015, Shanghai Brand Strategy Implementation of 20 Years Influential 50 People (上海名牌戰略實施20年有影響50人) in 2014, Shanghai World Expo Advanced Individual (上海世博會先進個人) in 2010 and China's Economy 100 Outstanding Figures (中國經濟百名傑出人物) in 2003. Mr. Li was qualified as a senior economist by Shanghai Accreditation Committee for the Qualifications of Senior Professional and Technical Positions Majoring in Commercial and Industrial in the Economic Field (上海市經濟系列工商經濟專業高級專業技術職務任職資格審定委員會). He was also qualified as a Shanghai government procurement review expert (上海市政府採購評審專家). He graduated from Shanghai University (上海大學) in Shanghai, the PRC with a master's degree majoring in management engineering.

Mr. Jia Shenghua (賈生華), aged 62, has been appointed as an independent non-executive Director on 1 June 2023. He is currently a professor and a tutor of doctoral students of the School of Management of Zhejiang University* (浙江大學). He worked at Northwest Agricultural University* (西北農業大學) from July 1989 to February 1995, where he was engaged in teaching and research of land economic management. He has joined Zhejiang University since March 1995. Mr. Jia is currently also a standing director of the Global Chinese Real Estate Congress* (世界華人不動產學會).

In addition to the working experience above, Mr. Jia is currently an independent non-executive director of Greentown China Holdings Limited, a company listed on the Stock Exchange (stock code: 3900), as well as an independent director of each of Hangzhou Binjiang Real Estate Co., Ltd.* (杭州濱江房地產股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002244)), Nandu Property Services Group Co., Ltd.* (南都物業服務集團股份有限公司, a company listed on the Shanghai Stock Exchange (stock code: 603506)) and Guangyu Group Co., Ltd.* (廣宇集團股份有限公司, a company listed on the Shenzhen Stock Exchange (stock code: 002133)). Moreover, Mr. Jia served as an independent non-executive director of Dexin Services Group Limited (德信服務集團有限公司, a company listed on the Stock Exchange (stock code: 2215)) from June 2021 to April 2023.

Mr. Jia obtained his bachelor's degree in agricultural economics and management from the Northwest A&F University* (西北農學院) in the PRC in July 1983 and his doctor's degree in agricultural economics and management from the Northwest Agricultural University in the PRC in July 1989.

李先生分別於2019年獲得「上海市物業管理行業協會25週年系列表彰領軍人物」及「2018年上海現代服務業優秀企業家」，2015年獲得「2015物業管理行業年度人物」，2014年獲得「上海名牌戰略實施20年有影響50人」，2010年獲得「上海世博會先進個人」及2003年獲得「中國經濟百名傑出人物」等榮譽。李先生擁有由上海市經濟系列工商經濟專業高級專業技術職務任職資格審定委員會發出之正高級經濟師的專業資格，彼亦為上海市政府採購評審專家。李先生畢業於中國上海的上海大學，並獲得管理工程專業碩士學位。

賈生華先生，62歲，於2023年6月1日獲委任為獨立非執行董事。彼為浙江大學管理學院教授及博士生導師。賈先生於1989年7月至1995年2月於西北農業大學任教，從事土地經濟管理研究及教學。彼自1995年3月加入浙江大學，任教至今。彼現時亦為世界華人不動產學會常務理事。

除上述工作外，賈先生現任綠城中國控股有限公司（一家於聯交所上市公司，股份代號：3900）獨立非執行董事；以及杭州濱江房地產股份有限公司（一家於深圳證券交易所上市的公司，股份代碼：002244）、南都物業服務集團股份有限公司（一家於上海證券交易所上市的公司，股份代碼：603506）及廣宇集團股份有限公司（一家於深圳證券交易所上市的公司，股份代碼：002133）之獨立董事。此外，賈先生曾於2021年6月至2023年4月擔任德信服務集團有限公司（一家於聯交所上市的公司，股份代號：2215）獨立非執行董事。

賈先生於1983年7月獲得中國西北農學院農業經濟與管理學士學位，並於1989年7月獲得中國西北農業大學農業經濟與管理博士學位。

Directors and Senior Management

董事及高級管理層

Senior Management

For details of Ms. Jin Keli (金科麗), please refer to the sub-section headed “— Directors — Executive Directors” in this section.

Mr. Xia Yun (夏雲), aged 44, has been appointed as the CFO on 1 February 2022. He is responsible for the financial and accounting affairs of the Group. Prior to joining the Group in February 2022, Mr. Xia worked as an auditor at PricewaterhouseCoopers Zhongtian Certified Public Accountants (General Limited Partnership)* (普華永道中天會計師事務所(特殊普通合夥)) from August 2002 to December 2002. From September 2003 to August 2005, he served as the financial manager of Zhonglianyuntong Holdings Group Co. Ltd.* (中聯運通控股集團有限公司) (formerly known as Shenzhen United International Shipping Agency Co. Ltd.* (深圳聯合國際船舶代理有限公司)). He joined China Resources Group in February 2006 and held various positions, such as the deputy manager of property financial management in Shenzhen region and the deputy manager of asset management of the property management department of South China region of China Resources Land Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1109), and a financial director, general manager of financial department and assistant general manager in China Resources Property Service Co., LTD. (currently named as Runying Property Technology Service Co., Ltd.* (潤楹物業科技服務有限公司), is a wholly-owned subsidiary of China Resources Mixc Lifestyle Services Limited (“**China Resources Mixc**”, a company listed on the Main Board of the Stock Exchange, stock code: 1209)). As of January 2022, he served as the deputy general manager of the finance department of China Resources Mixc.

Mr. Xia graduated from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, China in July 2002 and obtained a bachelor’s degree in economics majoring in taxation and a bachelor’s degree in management with the second major in accounting.

Ms. Xu Yaping (徐亞萍), aged 44, is now our Chief Marketing Officer, she is now responsible for market development of our Group. Ms. Xu joined the Group in October 1998, she is now vice president of Greentown Property Service Company Limited. She has held various positions of the Group, including being vice general manager of Greentown Real Estate Consulting Group Company Limited* (綠城房地產諮詢集團有限公司) (formerly known as Zhejiang Greentown Real Estate Consulting Group Company Limited* (浙江綠城房地產諮詢集團有限公司)). She has also been the general manager of Greentown Real Estate Consulting Group Company Limited from January 2013 to May 2022. Ms. Xu graduated from the Program of Marketing of Hangzhou Commercial School* (杭州商學院) in Hangzhou City, the PRC and obtained a master degree in international real estate from Hong Kong Polytechnic University* (香港理工大學) in 2018.

高級管理層

有關金科麗女士的詳情，請參閱本節「— 董事 — 執行董事」分節。

夏雲先生，44歲。於2022年2月1日獲委任為首席財務官，彼負責本集團財務及會計相關工作。自2022年2月加入本集團前，夏先生於2002年8月至2002年12月在普華永道中天會計師事務所(特殊普通合夥)工作，任審計員。於2003年9月至2005年8月，在中聯運通控股集團有限公司(前稱為深圳聯合國際船舶代理有限公司)擔任財務會計主管。彼於2006年2月加入華潤集團，並歷任多個職務。如華潤置地有限公司(一家於聯交所主板上市公司，股份代號：1109)深圳大區物業財務管理副總監、華南大區物業管理部資產管理副總監，華潤物業科技服務有限公司(現名為潤楹物業科技服務有限公司，為華潤萬象生活服務有限公司(「**華潤萬象生活**」，一家於聯交所主板上市公司，股份代號：1209)之全資附屬公司)財務總監、財務部總經理及助理總經理。截至2022年1月止，彼擔任華潤萬象生活財務部副總經理。

夏先生於2002年7月在位於中國上海的上海財經大學畢業，並於稅務專業獲取了經濟學學士學位，及於第二學科會計學專業獲取了管理學學士學位。

徐亞萍女士，44歲，現為本集團之首席市場官，彼現負責拓展本集團的市場。徐女士於1998年10月加入本集團，現擔任綠城物業服務有限公司的副總裁。彼先後擔任本集團多個職位，包括擔任綠城房地產諮詢集團有限公司(前稱浙江綠城房地產諮詢集團有限公司)副總經理，彼亦於2013年1月至2022年5月擔任綠城房地產諮詢集團有限公司總經理。徐女士畢業於中國杭州的杭州商學院市場營銷專業，並在2018年於香港理工大學獲得國際房地產碩士學位。

The Board is pleased to present its report together with the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the provision of residential property management services in the PRC, which includes four types of services: property services, consulting services, community living service and technology services. An analysis of the principal activities of the Group during the year ended 31 December 2023 is set out in note 3 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 133 to 134 of this annual report.

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK\$0.150 per Share (2022: HK\$0.100 per Share) for the year ended 31 December 2023. The final dividend is subject to the approval of Shareholders at the AGM to be held on 21 June 2024 and will be paid on or before 11 July 2024 to the Shareholders whose names appear on the register of members of the Company on 28 June 2024.

No Shareholder has waived or agreed to waive any dividend during the year.

DIVIDEND POLICY

The dividend is the embodiment of the operational capability of the Company, which is also a commitment to share the results of the Company's growth with all Shareholders. The payment and the amount of dividends (if any) depend on our results of operation, cash flows, financial position, future prospects, and other factors that we may consider relevant. Pursuant to the dividend policy of the Company disclosed in the Prospectus, and combined with the payments of the dividends after Listing, we intend to pay dividends in the amount of not less than 25% of our profit after tax for each year. Annual dividend is subject to the approval of general meeting of shareholders. The payment of dividend is also subject to any restrictions under the laws of Cayman Islands, the laws of Hong Kong and the articles of association of the Company (the "Articles of Association").

本公司董事會欣然提呈本公司及其附屬公司截至2023年12月31日止年度之報告及經審核綜合財務報表。

主要業務

本公司的主要業務為在中國提供住宅物業管理服務、提供的服務種類包括物業服務、諮詢服務、園區服務及科技服務四類業務。有關本集團於截至2023年12月31日止年度的主要業務的分析載列於綜合財務報表附註3。

業績

本集團截至2023年12月31日止年度的業績載於本年報第133頁至第134頁之綜合損益及其他全面收益表。

末期股息

董事會建議就截至2023年12月31日止年度派發末期股息每股0.150港元(2022年：每股0.100港元)。此末期股息須經股東將於2024年6月21日舉行之股東週年大會上批准方可作實，並將於2024年7月11日或之前派付予於2024年6月28日名列本公司股東名冊的股東。

年內，概無股東放棄或同意放棄任何股息。

股息政策

股息是公司經營能力的體現，是與所有股東一同分享公司成長成果的承諾，而股息(如有)之派付及其金額將取決於公司的經營業績、現金流量、財務狀況、未來經營前景及我們認為有關之其他因素。根據本公司於招股書中披露的股息政策，並結合上市後公司股息情況，我們計劃於每年派付不少於除稅後利潤25%的股息。若涉及年度股息的，則經股東大會審批後派發。本公司能否派付股息亦受開曼群島法律、香港法律及本公司組織章程細則(「組織章程細則」)規定所規限。

BUSINESS REVIEW

A review of the business of the Group during the year ended 31 December 2023, a description of the principal risks and uncertainties that the Group may be facing, a discussion on the Group's future business development and an analysis of the Group's performance during the Reporting Period using key financial performance indicators are contained in the Management Discussion and Analysis on pages 23 to 42 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has been working on sustainable development and environmental protection. We spare no effort in making the most out of resources in our business. Laws and regulations in terms of environment and health are strictly complied with. Meanwhile, the Group holds various activities to promote environmental protection in our business. Our goal is to educate proprietors and all walks of life on creating a green city for the future.

The Group has completed its 2023 environmental, social and governance ("ESG") report which contains our ESG information in 2023 and the requirements under the Environmental, Social and Governance Reporting Guide set out in Appendix C2 to the Listing Rules. The ESG report of the Company for 2023 will be published at the same time as the publication of this annual report on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lvchengfuwu.com).

COMPLIANCE WITH LAWS AND REGULATIONS

The Group clearly understands the importance of regulatory compliance and the risk of non-compliance with applicable laws and regulations. To the best of the Board's knowledge, during the year ended 31 December 2023, the Group complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 December 2023, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities of the Group for the last five financial years are set out on pages 11 to 16 of this annual report. This summary does not form part of the audited consolidated financial statements.

業務回顧

本集團截至2023年12月31日止年度之業務回顧，本集團可能面臨之主要風險及不確定性之描述，有關本集團未來業務發展之討論及採用主要財務表現指標對本集團於報告期內之表現之分析載於本年報第23頁至第42頁的管理層討論和分析。

環境政策及表現

本集團一直積極推動可持續發展和環境保護，經營過程中積極促進、實現資源的有效利用，亦嚴格遵守有關環保、健康及相關法律法規。同時，本集團在運營過程中也會通過舉辦各類環保活動，宣導業主及社會各界締造綠色城市，共建綠色未來。

本集團已經完成了其2023年環境、社會及管治("ESG")報告，其中包含了我們在2023年的ESG信息，以及上市規則附錄C2中規定的環境、社會及管治報告指引下的要求。本公司2023年的ESG報告將與本年度報告同時在聯交所(www.hkexnews.hk)和本公司(www.lvchengfuwu.com)的網站上發佈。

遵守相關法律及法規

本集團深明遵守監管規定之重要性，亦瞭解到違反適用法律及規例之風險。就董事會所深知，於截至2023年12月31日止年度，本集團已於各重要方面遵守對本集團業務及經營產生重大影響之相關法律及法規。於截至2023年12月31日止年度，本集團概無嚴重違反或不遵守適用法律及法規。

財務概要

本集團過去五個財政年度之業績以及資產及負債概要載列於本年報第11至16頁。本概要並不構成經審核綜合財務報表的一部分。

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2023, the sales revenue from the five largest customers of the Group accounted for less than 10% of the Group's total revenue.

For the year ended 31 December 2023, purchases from the five largest suppliers of the Group accounted for less than 20% of the Group's total purchases.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company and the Group during the year ended 31 December 2023 are set out in note 12 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out in note 31(c) to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the Reporting Period are set out in note 31(d) to the consolidated financial statements and pages 137 to 138 of this annual report under the section headed "Consolidated Statement of Changes in Equity".

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution (including share premium, share option reserve and retained earnings of the Company), amounted to approximately RMB3,374,375,000 (31 December 2022: RMB3,956,274,000).

BANK LOANS AND OTHER BORROWINGS

As at 31 December 2023, the balance of bank loans was RMB290.4 million. Save as disclosed above, the Group had no bank loans. The Group is flush with cash.

主要客戶及供應商

截至2023年12月31日止年度，本集團五大客戶的交易額佔本集團總收入少於10%。

截至2023年12月31日止年度，本集團五大供應商的交易額佔本集團總購貨額少於20%。

物業、廠房及設備

本公司及本集團於截至2023年12月31日止年度期間的物業、廠房及設備變動詳情載於綜合財務報表附註12。

股本

本公司之股本於報告期內的變動詳情載於綜合財務報表附註31(c)。

儲備

本公司及本集團之儲備於報告期內的變動詳情載於合併財務報表附註31(d)及本年報第137至138頁「綜合權益變動表」一欄下。

可供分派儲備

於2023年12月31日，本公司可供分派儲備(包含股份溢價、股份期權儲備以及本公司未分配利潤)為約人民幣3,374,375,000元(2022年12月31日：人民幣3,956,274,000元)。

銀行貸款及其他借款

於2023年12月31日，貸款餘額為人民幣290.4百萬元。除上述披露外，本集團概無其他銀行貸款，資金依然充裕。

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report are:

Executive Directors

Mr. Yang Zhangfa (*Chairman*)
Ms. Jin Keli
Mr. Chen Hao
Mr. Wu Zhihua (Resigned on 10 February 2023)

Non-executive Directors

Mr. Shou Bainian
Ms. Xia Yibo
Ms. Li Hairong
Mr. Liu Xingwei (Appointed on 28 March 2023)
Mr. Zeng Yiming (Resigned on 28 March 2023)

Independent Non-executive Directors

Mr. Poon Chiu Kwok
Mr. Wong Ka Yi
Mr. Li Feng
Mr. Jia Shenghua (Appointed on 1 June 2023)
Ms. Wu Aiping (Resigned on 1 June 2023)

In accordance with Article 84 of the Articles of Association, Ms. Jin Keli, Mr. Shou Bainian, Ms. Li Hairong and Mr. Poon Chiu Kwok shall retire by rotation, and being eligible, have offered themselves for re-election at the AGM.

Details of the Directors to be re-elected at the AGM are set out in the Company's circular to the Shareholders dated 26 April 2024.

董事

於報告期內及直至本年報日期，董事如下：

執行董事

楊掌法先生(主席)
金科麗女士
陳浩先生
吳志華先生(於2023年2月10日辭任)

非執行董事

壽柏年先生
夏一波女士
李海榮女士
劉興偉先生(於2023年3月28日獲委任)
曾益明先生(於2023年3月28日辭任)

獨立非執行董事

潘昭國先生
黃嘉宜先生
李風先生
賈生華先生(於2023年6月1日獲委任)
吳愛萍女士(於2023年6月1日辭任)

根據組織章程細則第84條，金科麗女士、壽柏年先生、李海榮女士及潘昭國先生須於股東週年大會上輪值告退，彼等有資格並願意膺選連任。

將於股東週年大會上膺選連任之董事詳情載於本公司日期為2024年4月26日之致股東之通函。

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 47 to 54 of this annual report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Company considers all independent non-executive Directors to be independent throughout the year ended 31 December 2023.

DIRECTORS' SERVICE CONTRACTS AND APPOINTMENT LETTERS

Each of the executive Directors has signed a service contract with the Company for a term of three years, which is renewable automatically for successive terms subject to termination as provided in the service contract.

Each of the non-executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of three years, which may be renewable automatically subject to both parties' agreement.

None of the Directors has a service contract or an appointment letter with the Company which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no Director or entity connected with the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the year ended 31 December 2023 and up to the date of this annual report.

MANAGEMENT CONTRACTS

Save as disclosed in this annual report, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Reporting Period.

董事和高級管理層

董事和本公司的高級管理層的履歷詳情載於本年報第47頁至第54頁。

獨立非執行董事獨立性的確認

本公司已收到各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書，而本公司認為於截至2023年12月31日止年度全體獨立非執行董事均為獨立人士。

董事之服務合約及委任書

各執行董事已與本公司簽立為期三年的服務合約，該等合約自動續期，惟可根據其條款予以終止。

各非執行董事及獨立非執行董事已與本公司簽立為期三年之委任書，可根據雙方協商自動續期。

概無董事與本公司訂立本集團不可於一年內不付賠償（法定賠償除外）而終止的服務合約或委任書。

董事於重大交易、安排或合約的權益

除本年報所披露者外，於截至2023年12月31日止年度及直至本年報日期期間，概無董事或任何與董事有關連的實體於本公司、其任何附屬公司或同系附屬公司作為訂約方並對本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

管理合約

除本年報所披露者外，於報告期內，本公司並無就有關整體或任何重要部份業務的管理及行政工作簽訂或訂有任何合約。

EMOLUMENT POLICY

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

The Company has adopted an emolument policy that combines a fixed compensation mechanism with a long-acting share option scheme. For details, please refer to the sections headed "EMPLOYEES AND REMUNERATION POLICIES" and the "Share Option Schemes" of this annual report.

Details of the emoluments of the Directors and five highest paid individuals during the Reporting Period are set out in notes 7 and 8 to the consolidated financial statements.

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in note 5(b) to the consolidated financial statements.

The main business of the Company is conducted in China, and for this purpose, in accordance with the applicable Chinese laws, we participate in a social insurance plan (including pension insurance) (the "Social Security Plan") organized by the Chinese government. Under the Social Security Plan, both employers and employees are required to make contributions at a specified rate by relevant laws and regulations.

During the Reporting Period, the Group also participated in pension or similar plans for all its eligible overseas employees in accordance with local laws: (i) the Group participated in the Mandatory Provident Fund ("MPF") Scheme for its qualifying employees in Hong Kong, and contribution was made by each of the employer and the employee to the scheme at 5% of the employee's monthly income and the maximum total contribution is HK\$3,000 per month; (ii) the Group participated in the Super Guarantee plan for its eligible employees in Australia, and contribution was made by the Group to the plan at a certain percentage of the employee's monthly income in accordance with the relevant rules and the Super Guarantee rate increased by 0.5 percentage points to 11% during the year; and (iii) the Group participated in the Pension Plan for its qualifying employees in Indonesia, and contributions were made by both the employer and the employee to the plan at a certain rate subject to the maximum contribution limit as specified by the relevant rules.

薪酬政策

薪酬委員會之設立旨在根據本集團之經營業績、董事與高級管理層之個人表現及可資比較之市場慣例審視本集團有關董事及高級管理層之薪酬政策及薪酬架構。

本公司採用固定薪酬機制與長效購股權計劃相結合的薪酬政策，具體詳情請見本年報「僱員及薪酬政策」及「購股權計劃」章節。

有關於報告期內董事及五位最高薪酬人士的薪酬詳情載於綜合財務報表附註7和8。

退休及僱員福利計劃

本公司退休及僱員福利計劃詳情載於綜合財務報表附註5(b)。

本公司的主要業務於中國進行，為此，根據中國適用的法律，我們參加由中國政府組織的社會保險計劃(包括養老保險)(「**社保計劃**」)。根據**社保計劃**，僱主和僱員都必須按相關法律、法規規定的比例供款。

於報告期內，本集團也為所有合資格的海外僱員根據當地法律規定參與養老金或類似計劃。其中，(i)就香港合資格僱員，我們參與強制性公積金計劃(「**強積金計劃**」)，根據強積金計劃，僱主及僱員均須分別按僱員月收入的5% (最高供款合計不超過港幣3,000元/月)向強積金計劃作出供款；(ii)本集團為其在澳大利亞合資格的員工參加超級年金計劃，本集團按照相關規定按員工月收入的一定比例向該計劃繳款，年內超級年金費率提高0.5個百分點至11%；及(iii)就印度尼西亞合資格僱員，我們參與養老金計劃，並由僱主及僱員按照有關規則所指定的比率及最高供款上限作出供款。

Under the above plans, the Company may not use the forfeited contributions to reduce the existing contribution level.

CHANGE OF DIRECTORS AND SENIOR MANAGEMENT AND THEIR INFORMATION

Reference is made to the announcement of the Company dated 10 February 2023. As a result of personal health reasons, Mr. Wu Zhihua (吳志華), resigned as an executive Director, and an authorised representative of the Company (the “**Authorised Representative**”) with effect from 10 February 2023. On the same day, Ms. Jin Keli (金科麗) was appointed as an Authorised Representative.

Reference is also made to the announcement of the Company dated 28 March 2023. Mr. Zeng Yiming (曾益明) resigned as a non-executive Director due to work adjustment and Mr. Liu Xingwei (劉興偉) (“**Mr. Liu**”) was appointed as a non-executive Director with effect from 28 March 2023. The Company entered into an appointment letter with Mr. Liu in relation to his appointment as a non-executive Director for a term of three years commencing on 28 March 2023 and subject to automatic renewal upon expiry, unless otherwise agreed in accordance with the appointment letter. Mr. Liu was eligible and was re-elected as a non-executive Director at the annual general meeting of the Company held on 16 June 2023.

上述計劃項下，本公司不可以動用已被沒收的供款以減低現有的供款水準。

董事及高級管理層及彼等的資料變動

茲提述本公司日期為2023年2月10日的公告，吳志華先生因個人身體原因，辭任執行董事及本公司授權代表（「**授權代表**」），自2023年2月10日起生效。同日，金科麗女士獲委任為授權代表。

茲提述本公司日期為2023年3月28日的公告，曾益明先生因工作調整，辭任非執行董事，及劉興偉先生（「**劉先生**」）獲委任非執行董事，自2023年3月28日起生效。本公司已與劉先生訂立了一份有關委任其為非執行董事的委任函，自2023年3月28日起計為期三年，期滿可自動續期，惟委任函另有約定的除外。劉先生已於本公司於2023年6月16日舉行的股東週年大會上符合資格，並膺選連任為非執行董事。

Reference is also made to the announcement of the Company dated 29 May 2023. With effect from 1 June 2023, (i) Ms. Wu Aiping (吳愛萍) resigned as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee due to her desire to devote more time to her personal affairs; and (ii) Mr. Jia Shenghua (賈生華) (“**Mr. Jia**”) was appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. The Company entered into an appointment letter with Mr. Jia in relation to his appointment as an independent non-executive Director for a term of three years commencing on 1 June 2023 and subject to automatic renewal upon expiry, unless otherwise agreed in accordance with the appointment letter. Mr. Jia was eligible and was re-elected as an independent non-executive Director at the annual general meeting of the Company held on 16 June 2023.

Mr. Poon Chiu Kwok (潘昭國), an independent non-executive Director, was appointed as an independent non-executive director of China Isotope & Radiation Corporation (the shares of which are listed on the Stock Exchange, stock code: 1763) on 30 June 2023, and resigned as an independent non-executive director of each of Yankuang Energy Group Company Limited (the shares of which are listed on the Stock Exchange, stock code: 1171) and Changan Minsheng APLL Logistics Co., Ltd. (the shares of which are listed on the Stock Exchange, stock code: 1292) on 30 June 2023, and resigned as an independent non-executive director of Yuanda China Holdings Limited (the shares of which are listed on the Stock Exchange, stock code: 2789) on 9 September 2023.

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

茲提述本公司日期為2023年5月29日的公告，(i)吳愛萍女士為投放更多的時間於其個人事務上，辭任獨立非執行董事，以及審核委員會、薪酬委員會及提名委員會之成員；及(ii)賈生華先生(「賈先生」)獲委任為獨立非執行董事，以及審核委員會、薪酬委員會及提名委員會之成員，均自2023年6月1日起生效。本公司已與賈先生訂立了一份有關委任其為獨立非執行董事的委任函，自2023年6月1日起計為期三年，期滿可自動續期，惟委任函另有約定的除外。賈先生已於本公司於2023年6月16日舉行的股東週年大會上符合資格，並膺選連任為獨立非執行董事。

獨立非執行董事潘昭國先生，於2023年6月30日獲委任為中國同輻股份有限公司(一家股份於聯交所上市的公司，股份代號：1763)之獨立非執行董事，並於2023年6月30日辭任兗礦能源集團股份有限公司(一家股份於聯交所上市的公司，股份代號：1171)及重慶長安民生物流股份有限公司(一家股份於聯交所上市的公司，股份代號：1292)之獨立非執行董事，以及於2023年9月9日，辭任遠大中國控股有限公司(一家股份於聯交所上市的公司，股份代號：2789)之獨立非執行董事。

除上述披露外，董事確認概無其他資料須根據上市規則第13.51B(1)條作出披露。

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

As at 31 December 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules were as follows:

(i) Interests in Shares

Name of Director/ Chief Executive	Note	Capacity/ Nature of interest	Number of Shares (other than pursuant to equity derivatives)	Number of underlying Shares held pursuant to the share options granted under the share option scheme adopted on 25 May 2018 根據於2018年 5月25日採納 的購股權計劃授出的 購股權項下所持的相 關股份數目	Approximate percentage of shareholding in the Company (%)	Long position/ Short position/ Lending pool
董事/ 最高行政人員姓名	附註	身份/權益性質	股份數目 (依據股本 衍生工具除外)	於本公司的 概約持股百分比 (%)	好倉/淡倉/ 可供借出的股份	
Mr. Shou Bainian 壽柏年先生	(1, 3)	Interest of controlled corporation 受控制法團權益	1,020,000,000	-	31.93	Long position 好倉
Ms. Xia Yibo 夏一波女士	(2, 3)	Interest of controlled corporation 受控制法團權益	1,020,000,000	-	31.93	Long position 好倉
	(4)	Interest of spouse 配偶權益	3,500,000	-	0.11	Long position 好倉

董事及最高行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於2023年12月31日，董事及本公司最高行政人員擁有根據《證券及期貨條例》已知會本公司及聯交所的本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證的權益及淡倉（包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉），或根據《證券及期貨條例》第352條已登記於本公司須予備存之登記冊，或根據上市規則附錄C3所載的《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

(i) 於股份的權益

Report of Directors

董事會報告

Name of Director/ Chief Executive	Note	Capacity/ Nature of interest	Number of Shares (other than pursuant to equity derivatives)	Number of underlying Shares held pursuant to the share options granted under the share option scheme adopted on 25 May 2018 根據於2018年 5月25日採納	Approximate percentage of shareholding in the Company (%)	Long position/ Short position/ Lending pool
董事/ 最高行政人員姓名	附註	身份/權益性質	股份數目 (依據股本 衍生工具除外)	的購股權計劃授出的 購股權項下所持的相 關股份數目	於本公司的 概約持股百分比 (%)	好倉/淡倉/ 可供借出的股份
Ms. Li Hairong 李海榮女士	(5)	Interest of controlled corporation 受控制法團權益	423,868,339	–	13.27	Long position 好倉
	(6)	Interest of spouse 配偶權益	28,000,000	–	0.88	Long position 好倉
	(7)	Beneficial interest 實益權益	–	800,000 (underlying Shares under the share options) (購股權項下的相關 股份數目)	0.03	Long position 好倉
Mr. Yang Zhangfa 楊掌法先生	(8)	Beneficial interest 實益權益	60,000,000	–	1.88	Long position 好倉
	(9)	Beneficial interest 實益權益	–	3,520,000 (underlying Shares under the share options) (購股權項下的相關 股份數目)	0.11	Long position 好倉
Ms. Jin Keli 金科麗女士	(10)	Beneficial interest 實益權益	4,240,000	–	0.13	Long position 好倉
	(11)	Beneficial interest 實益權益	–	4,060,000 (underlying Shares under the share options) (購股權項下的相關 股份數目)	0.13	Long position 好倉
Mr. Chen Hao 陳浩先生	(12)	Beneficial interest 實益權益	–	1,350,000 (underlying Shares under the share options) (購股權項下的相關 股份數目)	0.04	Long position 好倉

Notes:

- (1) Mr. Shou Bainian holds all issued shares in Lily International Investment Company Limited (“**Lily International Investment**”), which holds 39% of the issued shares in Orchid Garden Investment Company Limited (“**Orchid Garden Investment**”).
- (2) Ms. Xia Yibo holds all issued shares in ShenaLan International Investment Company Limited (“**ShenaLan International Investment**”), which holds 21% of the issued shares in Orchid Garden Investment. Ms. Xia Yibo is the spouse of Mr. Song Weiping. Therefore, Ms. Xia Yibo is deemed to be interested in the Shares which Mr. Song Weiping is interested in. Mr. Song Weiping holds all issued shares in Osmanthus Garden Investment Company Limited (“**Osmanthus Garden Investment**”), which holds 40% of the issued shares in Orchid Garden Investment.
- (3) Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment. Therefore, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert.

As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the Shares directly held by Orchid Garden Investment (being 1,020,000,000 Shares).
- (4) Mr. Song Weiping, being the spouse of Ms. Xia Yibo, holds all issued shares in Delta House Limited. Accordingly, Mr. Song Weiping is deemed to be interested in the Shares held by Delta House Limited (being 3,500,000 Shares in total). Ms. Xia Yibo is also deemed to be interested in such Shares.
- (5) Ms. Li Hairong holds all issued shares of Lilac International Investment Company Limited (“**Lilac International Investment**”). Accordingly, Ms. Li Hairong is deemed to be interested in the Shares directly held by Lilac International Investment (being 423,868,339 Shares).
- (6) Ms. Li Hairong is the spouse of Mr. Ju Jianhua. Therefore, Ms. Li Hairong is deemed to be interested in the Shares which Mr. Ju Jianhua is interested in. Mr. Ju Jianhua is one of the grantees under the Pre-IPO Share Award Scheme (as detailed in the Prospectus) and is beneficially interested in the Shares.
- (7) Ms. Li Hairong is the holder of the share options.
- (8) Mr. Yang Zhangfa is a beneficial owner of the Shares.
- (9) Mr. Yang Zhangfa is the holder of the share options.
- (10) Ms. Jin Keli is a beneficial owner of the Shares.
- (11) Ms. Jin Keli is the holder of the share options.
- (12) Mr. Chen Hao is the holder of the share options.

附註：

- (1) 壽柏年先生持有Lily International Investment Company Limited (〔**Lily International Investment**〕) 所有已發行股份，而Lily International Investment持有Orchid Garden Investment Company Limited (〔**Orchid Garden Investment**]) 的39%已發行股份。
- (2) 夏一波女士持有ShenaLan International Investment Company Limited (〔**ShenaLan International Investment**〕) 所有已發行股份，而ShenaLan International Investment持有Orchid Garden Investment的21%已發行股份。夏一波女士為宋衛平先生的配偶。因此，夏一波女士被視為於宋衛平先生持有的股份總數中擁有權益。宋衛平先生持有Osmanthus Garden Investment Company Limited (〔**Osmanthus Garden Investment**〕) 所有已發行股份，而Osmanthus Garden Investment持有Orchid Garden Investment的40%已發行股份。
- (3) Osmanthus Garden Investment、Lily International Investment及ShenaLan International Investment透過Orchid Garden Investment間接擁有股份的權益，故此Osmanthus Garden Investment、Lily International Investment及ShenaLan International Investment被視為一致行動人士。

因此，宋衛平先生、壽柏年先生及夏一波女士連同彼等各自的控股公司(即Osmanthus Garden Investment、Lily International Investment及ShenaLan International Investment)被視為於Orchid Garden Investment直接持有的股份(即1,020,000,000股股份)中擁有權益。
- (4) 宋衛平先生是夏一波女士的配偶，持有Delta House Limited所有已發行股份。因此，宋衛平先生被視為於Delta House Limited直接持有的股份(共350萬股)中擁有權益。夏一波女士也被認為於此股份中擁有權益。
- (5) 李海榮女士持有Lilac International Investment Company Limited (〔**Lilac International Investment**〕) 所有已發行股份。因此，李海榮女士被視為於Lilac International Investment直接持有的股份(即423,868,339股股份)中擁有權益。
- (6) 李海榮女士乃鞠建華先生的配偶。因此，李海榮女士被視為擁有由鞠建華先生擁有權益的股份的權益。鞠建華先生為首次公開發售前股份激勵計劃(詳情見招股書)的其中一名承授人，並實益擁有該等股份。
- (7) 李海榮女士為該等購股權的持有人。
- (8) 楊掌法先生為該等股份的實益擁有人。
- (9) 楊掌法先生為該等購股權的持有人。
- (10) 金科麗女士為該等股份的實益擁有人。
- (11) 金科麗女士為該等購股權的持有人。
- (12) 陳浩先生為該等購股權的持有人。

(ii) Interests in associated corporations

As at 31 December 2023, 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 or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

(ii) 於相聯法團的權益

於2023年12月31日，概無董事或本公司最高行政人員於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份或債權證中，擁有根據《證券及期貨條例》第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》的該等條文彼等被當作或視為擁有的權益及淡倉），或登記於本公司根據《證券及期貨條例》第352條須予備存的登記冊內，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

董事購買股份或債權證的權利

除於本年報所披露者外，本公司或其任何附屬公司於報告期的任何時間概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體股份或債權證而獲益，且並無董事或彼等之配偶或18歲以下的子女獲授予任何權利以認購本公司或任何其他法人團體的股本或債務證券，或已行使任何該等權利。

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

As at 31 December 2023, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

主要股東於股份及相關股份中的權益及淡倉

於2023年12月31日，就董事所知，下列人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須向本公司披露並已登記於本公司根據《證券及期貨條例》第336條須予備存之登記冊內之權益或淡倉：

Name of Shareholder	Capacity/Nature of Interest	Number of Shares	Approximate Percentage of Shareholding in the Company (%) 於本公司的概約持股百分比(%)	Long position/short position/ Lending pool 好倉/淡倉/ 可供借出的股份
股東姓名/名稱	身份/權益性質	股份數目		
Orchid Garden Investment ^(Note 1) (附註1)	Beneficial interest 實益權益	1,020,000,000	31.93	Long position 好倉
Osmanthus Garden Investment ^(Notes 1, 2) (附註1 - 2)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	31.93	Long position 好倉
Delta House Limited ^(Note 2) (附註2)	Beneficial interest 實益權益	3,500,000	0.11	Long position 好倉
Mr. Song Weiping ^(Notes 1, 2) 宋衛平先生 (附註1 - 2)	Interest of a controlled corporation 受控制法團權益	1,023,500,000	32.04	Long position 好倉
Lily International Investment ^(Notes 1, 3) (附註1 - 3)	Interest of a controlled corporation 受控制法團權益	1,020,000,000	31.93	Long position 好倉
Ms. Yao Huanjing ^(Note 4) 姚浣菁女士 (附註4)	Interest of spouse 配偶權益	1,020,000,000	31.93	Long position 好倉
ShenaLan International Investment ^(Notes 1, 5) (附註1 - 5)	Interest of controlled corporation 受控制法團權益	1,020,000,000	31.93	Long position 好倉
Lilac International Investment ^(Note 6) (附註6)	Beneficial interest 實益權益	423,868,339	13.27	Long position 好倉

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Name of Shareholder	Capacity/Nature of Interest	Number of Shares	Approximate Percentage of Shareholding in the Company (%) 於本公司的概約持股份百分比 (%)	Long position/short position/Lending pool 好倉/淡倉/可供借出的股份
股東姓名/名稱	身份/權益性質	股份數目		
Mr. Ju Jianhua ^(Notes 7, 8) 鞠建華先生 ^(附註 7, 8)	Interest of spouse 配偶權益	424,668,339	13.30	Long position 好倉
	Beneficial interest 實益權益	28,000,000	0.88	Long position 好倉
Longfor Group Holdings Ltd. ^(Note 9) 龍湖集團控股有限公司 ^(附註 9)	Interest of controlled corporation 受控制法團權益	294,674,363	9.23	Long position 好倉
Yiheng Capital, LLC ^(Note 9) 毅恒資本 ^(附註 9)	Beneficial interest 實益權益	163,381,816	5.12	Long position 好倉

Notes:

- (1) Orchid Garden Investment is owned as to 40.0%, 39.0% and 21.0% by Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment, respectively.

Given Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment. Therefore, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert.

As such, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment (together with their respective sole shareholders, being Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, respectively), are all deemed to be interested in the Shares directly held by Orchid Garden Investment (being 1,020,000,000 Shares).

- (2) Each of Osmanthus Garden Investment and Delta House Limited is wholly-owned by Mr. Song Weiping. Mr. Song Weiping is deemed to be interested in the Shares held by Osmanthus Garden Investment and Delta House Limited for the purpose of Part XV of the SFO. Mr. Song Weiping is the spouse of Ms. Xia Yibo.
- (3) Lily International Investment is wholly-owned by Mr. Shou Bainian. Mr. Shou Bainian is deemed to be interested in the Shares held by Lily International Investment for the purpose of Part XV of the SFO.
- (4) Ms. Yao Huanjing is the spouse of Mr. Shou Bainian. Therefore, Ms. Yao Huanjing is deemed to be interested in the Shares which Mr. Shou Bainian is interested in.
- (5) ShenaLan International Investment is wholly-owned by Ms. Xia Yibo. Ms. Xia Yibo is deemed to be interested in the Shares held by ShenaLan International Investment. Ms. Xia Yibo is the spouse of Mr. Song Weiping.

附註：

- (1) Orchid Garden Investment 由 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 分別擁有 40.0%、39.0% 及 21.0% 的權益。

由於 Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 透過 Orchid Garden Investment 間接擁有股份權益，Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment 被視為一致行動人士。

因此，Osmanthus Garden Investment、Lily International Investment 及 ShenaLan International Investment (連同彼等各自唯一股東，分別為宋衛平先生、壽柏年先生及夏一波女士) 均被視為於 Orchid Garden Investment 直接持有的股份 (即 1,020,000,000 股股份) 中擁有權益。

- (2) Osmanthus Garden Investment 及 Delta House Limited 由宋衛平先生全資擁有。就《證券及期貨條例》第 XV 部而言，宋衛平先生被視為於 Osmanthus Garden Investment 及 Delta House Limited 所持有的股份中擁有權益。宋衛平先生是夏一波女士的配偶。
- (3) Lily International Investment 由壽柏年先生全資擁有。就《證券及期貨條例》第 XV 部而言，壽柏年先生被視為於 Lily International Investment 所持有的股份中擁有權益。
- (4) 姚浣菁女士乃壽柏年先生的配偶。因此，姚浣菁女士被視為於壽柏年先生擁有權益的股份中擁有權益。
- (5) ShenaLan International Investment 由夏一波女士全資擁有。夏一波女士被視為於 ShenaLan International Investment 所持有的股份中擁有權益。夏一波女士是宋衛平先生的配偶。

- (6) Lilac International Investment is wholly-owned by Ms. Li Hairong. Ms. Li Hairong is deemed to be interested in the Shares held by Lilac International Investment for the purpose of Part XV of the SFO (being 423,868,339 Shares in total).
- (7) Mr. Ju Jianhua is the spouse of Ms. Li Hairong. Therefore, Mr. Ju Jianhua is deemed to be interested in the Shares which Ms. Li Hairong is interested in.
- (8) Mr. Ju Jianhua is one of the grantees under the Pre-IPO Share Award Scheme (as detailed in the Prospectus) and is beneficially interested in the Shares.
- (9) The information disclosed is based on information provided on the Stock Exchange's website (www.hkexnews.hk).
- (6) Lilac International Investment 由李海榮女士全資擁有。就《證券及期貨條例》第XV部而言，李海榮女士被視為於Lilac International Investment所持有的股份中擁有權益（即合共423,868,339股股份）。
- (7) 鞠建華先生乃李海榮女士的配偶。因此，鞠建華先生被視為於由李海榮女士擁有權益的股份中擁有權益。
- (8) 鞠建華先生為首次公开发售前股份獎勵計劃（詳情見招股書）的其中一名承授人，並實益擁有該等股份。
- (9) 所披露資料是基於聯交所網站(www.hkexnews.hk)所提供的信息而作出。

Save as disclosed above, as at 31 December 2023, to the knowledge of the Directors, they were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

除上文所披露者外，於2023年12月31日，就董事所知，概無任何其他人士（並非董事及本公司最高行政人員）於股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部須予披露，或須登記於《證券及期貨條例》第336條所述的登記冊內之權益或淡倉。

Share Option Scheme

(1) 2018 Share Option Scheme

The Company adopted a share option scheme on 25 May 2018 (the "2018 Share Option Scheme") which was terminated on 16 June 2023. Please refer to the circulars of the Company dated 24 April 2018 and 26 April 2023 for details.

The purpose of the 2018 Share Option Scheme is to provide the people and the parties who are working for the interests of the Group an opportunity to obtain an equity interest in the Company, thus aligning their interest with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group.

Under the 2018 Share Option Scheme, the employees of the Group (including Directors and senior management) and such other persons as the Board may consider appropriate may be granted options which entitle them to subscribe for Shares representing, when aggregated with any Shares subject to any other scheme(s) of the Company, up to a maximum of 10% of the Shares in issue of the Company as of 25 May 2018, unless the Company obtains a fresh approval from the Shareholders to renew the said limit or the Shareholders specifically approve the grant.

Pursuant to the 2018 Share Option Scheme, the amount payable by a grantee on acceptance of a grant of the option is HK\$1.00 (or its equivalent in RMB or any other currency acceptable to the Company).

購股權計劃

(1) 2018年購股權計劃

本公司於2018年5月25日採納購股權計劃（「2018年購股權計劃」），該計劃於2023年6月16日終止。詳情請參閱本公司日期為2018年4月24日及2023年4月26日之通函。

設立2018年購股權計劃旨在給予為本集團利益而努力之人士及各方獲取本公司股權之機會，從而將彼等之利益與本集團之利益掛鉤，激勵彼等為本集團之利益而奮鬥。

除非本公司重新獲股東批准更新下述限額或經股東特別批准授出購股權，根據2018年購股權計劃，本集團僱員（包括董事及高級管理層）及董事會認為合適的其他人士可獲授購股權以認購的股份（與本公司任何其他計劃項下的股份合計）不得超過於2018年5月25日本公司已發行股份數目10%。

根據2018年購股權計劃，承授人於接納所授購股權時須支付的金額為1.00港元（或等值的人民幣或本公司接納的任何其他貨幣）。

The maximum number of Shares issued and to be issued upon exercise of the share options granted and to be granted pursuant to the 2018 Share Option Scheme and any other share option scheme(s) of the Company to each participant in any 12-month period up to and including the date of grant of the options must not exceed 1% of the total number of Shares in issue. Any further grant of options which would result in the number of the Shares issued as aforesaid exceeding the said 1% limit must be approved by the Shareholders in general meeting at which such participant and his or her associates must abstain from voting.

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

The exercise periods of the share options may be specified by the Company at the time of the grant, and the share options shall expire no later than 10 years from the relevant date of the grant.

Reference is made to the announcement of the Company dated 11 September 2018. On 11 September 2018, the Company granted a total of 133,500,000 share options to certain Directors and employees, subject to acceptance by the grantees. Since some of the grantees are no longer eligible participants or do not meet the issuing conditions, 33,419,375 share options have automatically lapsed in accordance with the rules of the 2018 Share Option Scheme during the year ended 31 December 2023.

Reference is made to the announcement of the Company dated 23 January 2020. On 23 January 2020, the Company granted a total of 33,150,000 share options to an associate of an independent non-executive Director, a senior management of the Company, as well as certain employees of the Group, subject to acceptance by the grantees. Since some of the grantees are no longer eligible participants or do not meet the issuing conditions, 10,011,900 share options have automatically lapsed in accordance with the rules of the 2018 Share Option Scheme during the year ended 31 December 2023.

根據2018年購股權計劃及本公司任何其他購股權計劃，於截至購股權授出日期（包括當日）止的任何十二個月期間，向各參與者授出及擬授出的購股權獲行使時發行及擬發行的股份最大數額，不得超過已發行股份總數的1%。倘進一步授出的購股權將造成上述已發行股份數量超過1%上限，則須經股東在股東大會上批准，而該參與者及其聯繫人須於會上就此放棄投票。

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

購股權的行使期可由本公司在授出時確定，該等購股權自相關授出日期起10年內有效。

茲提述本公司日期為2018年9月11日之公告。於2018年9月11日，本公司向若干董事及僱員授出合計133,500,000股購股權，惟需承授人接納後方可作實。於截至2023年12月31日止年度，因部分承授人不再是合資格參與者或不符合授予條件，依據2018年購股權計劃規則，33,419,375股購股權已自動失效。

茲提述本公司日期為2020年1月23日之公告。於2020年1月23日，本公司向一名獨立非執行董事之聯繫人、一名本公司的高級管理層及本集團若干僱員授出合計33,150,000股購股權，惟需承授人接納後方可作實。於截至2023年12月31日止年度，因部分承授人不再是合資格參與者或不符合授予條件，依據2018年購股權計劃規則，10,011,900股購股權已自動失效。

Reference is made to the announcement of the Company dated 14 September 2020. On 14 September 2020, the Company granted a total of 25,770,000 share options to an associate of an independent non-executive Director and certain employees of the Group, subject to acceptance by the grantees. Since some of the grantees are no longer eligible participants or do not meet the issuing conditions, 5,990,100 share options have automatically lapsed in accordance with the rules of the 2018 Share Option Scheme during the year ended 31 December 2023.

Reference is made to the announcement of the Company dated 26 July 2021. On 26 July 2021, the Company granted a total of 33,130,200 share options to certain Directors, senior management of the Company and certain employees of the Group, subject to acceptance by the grantees. Since some of the grantees are no longer eligible participants or do not meet the issuing conditions, 9,880,200 share options have automatically lapsed in accordance with the rules of the 2018 Share Option Scheme during the year ended 31 December 2023.

Reference is made to the announcement of the Company dated 8 December 2022. On 8 December 2022, the Company granted a total of 41,464,500 share options to certain Directors, senior management of the Company and employees of the Group, subject to acceptance of the grantees. Since some of the grantees are no longer eligible participants or do not meet the issuing conditions, 5,620,800 share options have automatically lapsed in accordance with the rules of the 2018 Share Option Scheme during the year ended 31 December 2023.

Each of the share option granted under the 2018 Share Option Scheme is conditional upon the achievement of certain performance objectives as set out in the respective offer letters, including but not limited to the respective job objectives as determined by the Group, and subject to a waiting period of 12 months from the date on which the grantee has achieved the length of service in the Group.

The vesting period is 3 years from the expiry date of the waiting period under the 2018 Share Option Scheme.

The total number of Shares available for issue under the 2018 Share Option Scheme is 151,697,400 Shares (representing approximately 4.7% of the issued share capital of the Company as of the date of this annual report (i.e. 3,194,113,627 Shares)).

茲提述本公司日期為2020年9月14日之公告。於2020年9月14日，本公司向一名獨立非執行董事之聯繫人及本集團若干僱員授出合計25,770,000股購股權，惟需承授人接納後方可作實。於截至2023年12月31日止年度，因部分承授人不再是合資格參與者或不符合授予條件，依據2018年購股權計劃規則，5,990,100股購股權已自動失效。

茲提述本公司日期為2021年7月26日之公告。於2021年7月26日，本公司向若干董事、本公司高級管理層及本集團若干僱員授出合計33,130,200股購股權，惟需承授人接納後方可作實。於截至2023年12月31日止年度，因部分承授人不再是合資格參與者或不符合授予條件，依據2018年購股權計劃規則，9,880,200股購股權已自動失效。

茲提述本公司日期為2022年12月8日之公告。於2022年12月8日，本公司向若干董事、本公司高級管理層及本集團若干僱員授出合計41,464,500股購股權，惟需承授人接納後方可作實。於截至2023年12月31日止年度，因部分承授人不再是合資格參與者或不符合授予條件，依據2018年購股權計劃規則，5,620,800股購股權已自動失效。

根據2018年購股權計劃授出的每股購股權均須滿足要約函件所述若干表現目標（包括但不限於本集團釐定的各自工作目標）後方可作實，而且受限於自承授人於本集團的若干工作年限滿足之日起12個月的等待期。

歸屬期為自2018年購股權計劃下的等待期屆滿之日起3年。

2018年購股權計劃項下可供發行的股份總數為151,697,400股（約佔本年報日期已發行股本（即3,194,113,627股）的4.7%）。

As at 1 January 2023 and 31 December 2023, the total number of Shares available for grant under the 2018 Share Option Scheme were 10,762,900 Shares and nil respectively.

The subscription price for the Shares under the 2018 Share Option Scheme shall be determined by the Board in its absolute discretion and notified to a participant, provided that such price shall be at least and the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of a share option which must be a trading day; and (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five consecutive trading days immediately preceding the date of offer.

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Black-Scholes model. Reference is made to note 28(a) to the financial statements. Regard to the subjectivity and uncertainty of the values of options to the effect that such values are subject to a number of assumptions and with regard to the limitation of the model.

The 2018 Share Option Scheme was terminated on 16 June 2023.

於2023年1月1日和2023年12月31日，可根據2018年購股權計劃授出的購股權總數分別為10,762,900股及無。

2018年購股權計劃項下的行使價由董事會全權酌情決定並通知參與者，惟行使價不得低於：(i)於購股權建議授出日(該日須為交易日)股份在聯交所每日報價表所列的收市價；及(ii)緊接建議授出日期前連續五個交易日股份在聯交所每日報價表所列的平均收市價(以最高者為準)。

就授出購股權所收取服務之公平值乃參考授出購股權之公平值計量。已授出購股權之估計公平值乃以柏力克舒爾斯模式計量。詳情請參見財務報表附註28(a)。購股權的價值相當主觀和難以預計，要視乎所用的多項假設，也受計算模式的限制。

2018年購股權計劃已於2023年6月16日終止。

(2) 2023 Share Option Scheme

The Company adopted a share option scheme on 16 June 2023 (the “**2023 Share Option Scheme**”) to replace the 2018 Share Option Scheme. For details, please refer to the circular of the Company dated 26 April 2023.

The purpose of the 2023 Share Option Scheme is to replace the 2018 Share Option Scheme and to enable the Company to grant share options to the selected Eligible Participants (as defined below) as incentives or rewards for their contribution or potential contribution to the development and long-term growth of the Group.

Under the 2023 Share Option Scheme, the employees of the Group (including the Directors and the senior management) and Related Entity Participants (as defined under the Listing Rules) (the “**Eligible Participants**”) may be granted options which entitle them to subscribe for Shares representing, when aggregated with any Shares, up to a maximum of 10% of the Shares in issue as at 16 June 2023, unless the Company obtains a fresh approval from the Shareholders to renew the said limit or the Shareholders specifically approve the grant.

Unless approved by the Shareholders at the general meeting, the total number of Shares issued and to be issued upon exercise of share options (whether exercised or outstanding) together with all other options and awards granted under the 2023 Share Option Scheme and any other schemes of the Company in any 12-month period to each grantee must not exceed 1% of the Shares in issue.

Insofar and for so long as the Listing Rules so require, no share option may be granted to any substantial Shareholder or independent non-executive Director (or any of their respective associates or any person whose associate is a substantial shareholder or an independent non-executive Director), which would result in the Shares issued and to be issued upon exercise of all share options and other options and awards already granted (excluding those lapsed in accordance with the terms of the scheme) to such person under the 2023 Share Option Scheme and any other scheme(s) of the Company in the 12-month period up to and including the date of the grant representing in aggregate over 0.1% of the number of Shares in issue, unless such further grant is approved by the Shareholders at the general meeting.

(2) 2023年購股權計劃

本公司於2023年6月16日採納了一項購股權計劃(「**2023年購股權計劃**」)以取代2018年購股權計劃。詳情請參閱本公司日期為2023年4月26日之通函。

2023年購股權計劃之目的為代替2018年購股權計劃及讓本公司向選定的合資格參與者(定義見下文)授出購股權,作為彼等對本集團之發展及長期增長所作出或將會作出之貢獻之激勵或獎勵。

除非本公司重新獲股東批准更新下述限額或經股東特別批准授出購股權,根據2023年購股權計劃,本集團僱員(包括董事及高級管理層)及關連實體參與者(定義見上市規則)(「**合資格參與者**」)可獲授購股權以認購的股份不得超過於2023年6月16日本公司已發行股份數目10%。

除非獲股東於股東大會批准,否則各承授人於任何十二個月期間內獲授之購股權(不論已行使或尚未行使)連同根據2023年購股權計劃及本公司任何其他計劃所授出之所有其他購股權及獎勵在行使時發行及將予發行之股份總數不得超過已發行股份之1%。

根據及只要上市規則有所規定,不得向任何主要股東或獨立非執行董事或彼等各自之任何聯繫人或任何彼之聯繫人為主要股東或獨立非執行董事之人士授出購股權而導致於截至該進一步授出購股權日期(包括該日)止十二個月期間因行使根據2023年購股權計劃及本公司任何其他計劃已經或將會授予該名人士之所有購股權及其他購股權及獎勵(不包括根據計劃條款已失效的)而已經及將會發行之股份數目,合共超過本公司已發行股份之0.1%,除非股東於股東大會批准進一步授出期權則另作別論。

Where any share option is proposed to be granted to an Eligible Participant who is a director, chief executive or substantial shareholder of the Company or any of their respective associates, it must first be approved by the independent non-executive Directors or, if required by the Listing Rules, the Remuneration Committee (excluding any Director who is or whose associate is the Eligible Participant to whom the share option is proposed to be granted or is himself/herself an associate of such Eligible Participant).

The exercise periods of the share options may be specified by the Company at the time of the grant, and the share options shall expire no later than 10 years from the relevant date of the grant.

Each of the share option granted under the 2023 Share Option Scheme is conditional upon the achievement of certain performance targets as set out in the respective offer letters and the share option shall be held for a minimum vesting period of 12 months. The Board has the discretion to accelerate the vesting schedule of the share options, subject to compliance of the requirements under the 2023 Share Option Scheme and Rule 17.03F of the Listing Rules as and when appropriate.

Each grantee shall accept the offer within the period specified in the offer letter. The Group has not provided any financial assistance to the grantees to facilitate the purchase of Shares under the 2023 Share Option Scheme.

The subscription price under the 2023 Share Option Scheme shall be determined by the Board in its absolute discretion and notified to a participant, provided that such price shall be at least and the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of a share option which must be a trading day; and (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five consecutive trading days immediately preceding the date of offer.

The 2023 Share Option Scheme will expire on 15 June 2033 and the remaining life of the scheme is around 9 years and 2 months.

The total number of Shares available for issue under the 2023 Share Option Scheme is 323,237,962 Shares (representing approximately 10.1% of the issued share capital of the Company as of the date of this annual report (i.e. 3,194,113,627 Shares)).

倘向身為董事、本公司主要行政人員或主要股東或其各自之任何聯繫人授出任何購股權，須首先經獨立非執行董事或（倘上市規則規定）薪酬委員會（不包括身為或其聯繫人為建議獲授購股權之合資格參與者或為該合資格參與者聯繫人之任何董事）批准。

購股權的行使期可由本公司在授出時確定，該等購股權自相關授出日期起10年內有效。

根據2023年購股權計劃授出的每股購股權均須滿足要約函件所述若干表現目標後方可作實，且購股權應持有之最短歸屬期為12個月。董事會可酌情縮短購股權的歸屬期，惟須適時遵守2023年購股權計劃及上市規則第17.03F條規定。

各承授人應於要約函件內所載期間內接納要約。本集團並無向承授人提供任何財務資助，以促成其根據2023年購股權計劃購買股份。

2023年購股權計劃項下的行使價由董事會全權酌情決定並通知參與者，惟行使價不得低於：(i)於購股權建議授出日（該日須為交易日）股份在聯交所每日報價表所列的收市價；及(ii)緊接建議授出日期前連續五個交易日股份在聯交所每日報價表所列的平均收市價（以最高者為準）。

2023年購股權計劃將於2033年6月15日屆滿及該計劃剩餘的期限尚有約9年2個月。

2023年購股權計劃項下可供發行的股份總數為323,237,962股（約佔本年報日期已發行股本（即3,194,113,627股）的10.1%）。

As at 31 December 2023, there were no share options granted, exercised, cancelled or lapsed under the 2023 Share Option Scheme.

As at 1 January 2023 and 31 December 2023, the total number of share options available for grant under the 2023 Share Option Scheme were nil and 323,237,962 respectively.

As at 1 January 2023 and 31 December 2023, the total number of outstanding share options under the 2023 Share Option Scheme was nil.

The number of Shares that may be issued in respect of share options granted under all share option schemes of the Company (including the 2018 Share Option Scheme and the 2023 Share Option Scheme) during the Report Period divided by the weighted average number of the Shares in issue for the Reporting Period is 14.8%.

於2023年12月31日，2023年購股計劃項下概無任何購股權獲授出、行使、註銷或失效。

於2023年1月1日及2023年12月31日，可根據2023年購股權計劃授出的購股權總數分別為無及323,237,962。

於2023年1月1日及2023年12月31日，2023年購股權計劃下的已發行購股權總數為無。

報告期內，根據本公司全部購股權計劃（包括2018年購股權計劃及2023年購股權計劃）可授出購股權而發行的股份數目除以報告期內已發行股份的加權平均數為14.8%。

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Details of the share options granted, exercised, lapsed and cancelled in accordance with the 2018 Share Option Scheme during the year ended 31 December 2023 are as follows:

於截至2023年12月31日止年度，根據2018年購股權計劃已授出、已行權、已失效及已註銷的購股權詳情載列如下：

Name of Grantee	承授人姓名	No. of Share					No. of Share Options Outstanding at the End of the Year	Date of Grant	Period during which Share Options are Exercisable	Exercise Price per Share (HK\$)	The weighted average closing price immediately before the date of the exercise of the Shares	Closing price of the Shares immediately before the date of grant
		Options	No. of Share Options Granted during the Year	No. of Share Options Exercised during the Year	No. of Share Options Cancelled during the Year	No. of Share Options Lapsed during the Year					Share (HK\$)	(HK\$)
		年初尚未行使的購股權數目	年內已授出的購股權數目	年內已行使的購股權數目	年內已註銷的購股權數目	年內已失效的購股權數目	年末尚未行使的購股權數目	授出日期	可行使購股權的期限	每股行使價 (港元)	在緊接購股權行使日期之前的加權平均收市價 (港元)	股份在緊接授出日期之前的收市價 (港元)
Director	董事											
Ms. Li Hairong	李海榮女士	800,000	-	-	-	-	800,000	11 September 2018 2018年9月11日	From 11 September 2019 to 10 September 2028 ^(1,2,3) 2019年9月11日至 2028年9月10日 ^(1,2,3)	6.116	-	6.06
Mr. Yang Zhangfa	楊掌法先生	2,020,000	-	-	-	-	2,020,000	11 September 2018 2018年9月11日	From 11 September 2019 to 10 September 2028 ^(1,2,3) 2019年9月11日至 2028年9月10日 ^(1,2,3)	6.116	-	6.06
		500,000	-	-	-	-	500,000	26 July 2021 2021年7月26日	From 26 July 2022 to 25 July 2031 ^(1,2,6) 2022年7月26日至 2031年7月25日 ^(1,2,6)	8.902	-	8.94
		1,000,000	-	-	-	-	1,000,000	8 December 2022 2022年12月8日	From 8 December 2023 to 7 December 2032 ^(1,2,7) 2023年12月8日至 2032年12月7日 ^(1,2,7)	5.580	-	5.10
Ms. Jin Keli	金科麗女士	1,810,000	-	-	-	-	1,810,000	11 September 2018 2018年9月11日	From 11 September 2019 to 10 September 2028 ^(1,2,3) 2019年9月11日至 2028年9月10日 ^(1,2,3)	6.116	-	6.06
		2,250,000	-	-	-	-	2,250,000	26 July 2021 2021年7月26日	From 26 July 2022 to 25 July 2031 ^(1,2,6) 2022年7月26日至 2031年7月25日 ^(1,2,6)	8.902	-	8.94

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Name of Grantee	承授人姓名	No. of Share					No. of Share		Period during which Share Options are Exercisable	Exercise Price per Share (HK\$)	The weighted average closing price immediately before the date of the share options exercise (HK\$)	Closing price of the Shares immediately before the date of grant (HK\$)
		Options Outstanding at the Beginning of the Year	No. of Share Options Granted during the Year	No. of Share Options Exercised during the Year	No. of Share Options Cancelled during the Year	No. of Share Options Lapsed during the Year	Options Outstanding at the End of the Year	Date of Grant			在緊接購股權行使日期之前的加權平均收市價	股份在緊接授出日期之前的收市價
		年初尚未行使的購股權數目	年內已授出的購股權數目	年內已行使的購股權數目	年內已註銷的購股權數目	年內已失效的購股權數目	年末尚未行使的購股權數目	授出日期	可行使購股權的期限	每股行使價 (港元)	平均收市價 (港元)	收市價 (港元)
Mr. Chen Hao	陳浩先生	850,000	-	-	-	-	850,000	11 September 2018 2018年9月11日	From 11 September 2019 to 10 September 2028 ^(1,2,3) 2019年9月11日至2028年9月10日 ^(1,2,3)	6.116	-	6.06
		500,000	-	-	-	-	500,000	26 July 2021 2021年7月26日	From 26 July 2022 to 25 July 2031 ^(1,2,4) 2022年7月26日至2031年7月25日 ^(1,2,4)	8.902	-	8.94
Subtotal	小計	9,730,000	-	-	-	-	9,730,000					
Connected Person		關連人士										
Ms. Lv Hanyao	呂函遙女士	210,000	-	-	-	-	210,000	23 January 2020 2020年1月23日	From 23 January 2021 to 22 January 2030 ^(1,2,4) 2021年1月23日至2030年1月22日 ^(1,2,4)	9.214	-	9.23
		320,000	-	-	-	-	320,000	14 September 2020 2020年9月14日	From 14 September 2021 to 13 September 2030 ^(1,2,5) 2021年9月14日至2030年9月13日 ^(1,2,5)	9.30	-	9.09
Subtotal	小計	530,000	-	-	-	-	530,000					

Report of Directors

董事會報告

Name of Grantee	承授人姓名	No. of Share					No. of Share		Period during which Share Options are Exercisable	Exercise Price per Share (HK\$)	The weighted average closing price immediately before the date of the exercise of the share options (HK\$)	Closing price of the Shares immediately before the date of grant (HK\$)
		Options Outstanding at the Beginning of the Year	No. of Share Options Granted during the Year	No. of Share Options Exercised during the Year	No. of Share Options Cancelled during the Year	No. of Share Options Lapsed during the Year	Options Outstanding at the End of the Year	Date of Grant			在緊接購股權行使日期之前的加權平均收市價	股份在緊接授出日期之前的收市價
		年初尚未行使的購股權數目	年內已授出的購股權數目	年內已行使的購股權數目	年內已註銷的購股權數目	年內已失效的購股權數目	年末尚未行使的購股權數目	授出日期	可行使購股權的期限	每股行使價 (港元)	平均收市價 (港元)	收市價 (港元)
Employees	員工											
Other certain employees of the Group (other than the persons as disclosed above)	本集團之其他若干僱員 (以上披露的人士除外)	53,276,425	-	-	-	7,739,875	45,536,550	11 September 2018	From 11 September 2019 to 10 September 2028 ^(1,2,3)	6.116	-	6.06
		24,032,850	-	-	-	2,435,600	21,597,250	23 January 2020	From 23 January 2021 to 22 January 2030 ^(1,2,4)	9.214	-	9.23
		20,429,900	-	-	-	970,000	19,459,900	14 September 2020	From 14 September 2021 to 13 September 2030 ^(1,2,5)	9.30	-	9.09
		23,164,000	-	-	-	3,164,000	20,000,000	26 July 2021	From 26 July 2022 to 25 July 2031 ^(1,2,6)	8.902	-	8.94
		39,837,300	-	-	-	4,993,600	34,843,700	8 December 2022	From 8 December 2023 to 7 December 2032 ^(1,2,7)	5.580	-	5.10
Subtotal	小計	160,740,475	-	-	-	19,303,075	141,437,400					
Total	總計	171,000,475	-	-	-	19,303,075	151,697,400					

Report of Directors

董事會報告

Notes:

- 33% of the total number of the share options granted will be vested on the next day following the expiry date of the 12 months from the date on which the grantee has achieved certain length of service in the Group (the "Waiting Period") and the date on which certain performance conditions were satisfied (whichever is later). 33% of the total number of the share options granted will be vested on the next day following the first anniversary of the expiry date of the Waiting Period and the date on which certain performance conditions were satisfied (whichever is later). 34% of the total number of the share options granted will be vested on the next day following the second anniversary of the expiry date of the Waiting Period and the date on which certain performance conditions were satisfied (whichever is later).
- The vesting period is 3 years from the expiry date of the Waiting Period.
- Subject to the vesting dates referred to in note 1 above: (i) 33% of the total number of share options granted are exercisable commencing from the earliest of 11 September 2019 to 10 September 2028 (both days inclusive); (ii) 33% of the total number of share options granted are exercisable commencing from the earliest of 11 September 2020 to 10 September 2028 (both days inclusive); and (iii) 34% of the total number of share options granted are exercisable commencing from the earliest of 11 September 2021 to 10 September 2028 (both days inclusive).
- Subject to the vesting dates referred to in note 1 above: (i) 33% of the total number of share options granted are exercisable commencing from the earliest of 23 January 2021 to 22 January 2030 (both days inclusive); (ii) 33% of the total number of share options granted are exercisable commencing from the earliest of 23 January 2022 to 22 January 2030 (both days inclusive); and (iii) 34% of the total number of share options granted are exercisable commencing from the earliest of 23 January 2023 to 22 January 2030 (both days inclusive).
- Subject to the vesting dates referred to in note 1 above: (i) 33% of the total number of share options granted are exercisable commencing from the earliest of 14 September 2021 to 13 September 2030 (both days inclusive); (ii) 33% of the total number of share options granted are exercisable commencing from the earliest of 14 September 2022 to 13 September 2030 (both days inclusive); and (iii) 34% of the total number of share options granted are exercisable commencing from the earliest of 14 September 2023 to 13 September 2030 (both days inclusive).
- Subject to the vesting dates referred to in note 1 above: (i) 33% of the total number of share options granted are exercisable commencing from the earliest of 26 July 2022 to 25 July 2031 (both days inclusive); (ii) 33% of the total number of share options granted are exercisable commencing from the earliest of 26 July 2023 to 25 July 2031 (both days inclusive); and (iii) 34% of the total number of share options granted are exercisable commencing from the earliest of 26 July 2024 to 25 July 2031 (both days inclusive).
- Subject to the vesting dates referred to in note 1 above: (i) 33% of the total number of share options granted are exercisable commencing from the earliest of 8 December 2023 to 7 December 2032 (both days inclusive); (ii) 33% of the total number of share options granted are exercisable commencing from the earliest of 8 December 2024 to 7 December 2032 (both days inclusive); and (iii) 34% of the total number of share options granted are exercisable commencing from the earliest of 8 December 2025 to 7 December 2032 (both days inclusive).
- Each of the share option granted under the 2018 Share Option Scheme is conditional upon the achievement of certain performance objectives as set out in the respective offer letters, including but not limited to the respective job objectives as determined by the Group.
- For details of the fair values of share options granted under the 2018 Share Option Scheme at the dates of grant and the accounting standard and policy adopted, please refer to notes 1(t)(ii) and 28(a) to the financial statements.

附註：

- 所授出購股權總數之33%，歸屬日期為自承授人於本集團的若干工作年限滿足之日起12個月（「等待期」）屆滿，且若干表現條件滿足之日（以較晚者為準）起翌日。所授出購股權總數之33%，歸屬日期為等待期滿，且若干表現條件滿足之日（以較晚者為準）起第一週年滿之翌日。所授出購股權總數之34%，歸屬日期為等待期滿，且若干表現條件滿足之日（以較晚者為準）起第二週年滿之翌日。
- 歸屬期為等待期滿起計3年。
- 惟受上文附註1所述的歸屬日期所限：(i)所授出購股權總數之33%，由最早於2019年9月11日起至2028年9月10日（包括首尾兩日）期間可予行使；(ii)所授出購股權總數之33%，由最早於2020年9月11日起至2028年9月10日（包括首尾兩日）期間可予行使；及(iii)所授出購股權總數之34%，由最早於2021年9月11日起至2028年9月10日（包括首尾兩日）期間可予行使。
- 惟受上文附註1所述的歸屬日期所限：(i)所授出購股權總數之33%，由最早於2021年1月23日起至2030年1月22日（包括首尾兩日）期間可予行使；(ii)所授出購股權總數之33%，由最早於2022年1月23日起至2030年1月22日（包括首尾兩日）期間可予行使；及(iii)所授出購股權總數之34%，由最早於2023年1月23日起至2030年1月22日（包括首尾兩日）期間可予行使。
- 惟受上文附註1所述的歸屬日期所限：(i)所授出購股權總數之33%，由最早於2021年9月14日起至2030年9月13日（包括首尾兩日）期間可予行使；(ii)所授出購股權總數之33%，由最早於2022年9月14日起至2030年9月13日（包括首尾兩日）期間可予行使；及(iii)所授出購股權總數之34%，由最早於2023年9月14日起至2030年9月13日（包括首尾兩日）期間可予行使。
- 惟受上文附註1所述的歸屬日期所限：(i)所授出購股權總數之33%，由最早於2022年7月26日起至2031年7月25日（包括首尾兩日）期間可予行使；(ii)所授出購股權總數之33%，由最早於2023年7月26日起至2031年7月25日（包括首尾兩日）期間可予行使；及(iii)所授出購股權總數之34%，由最早於2024年7月26日起至2031年7月25日（包括首尾兩日）期間可予行使。
- 惟受上文附註1所述的歸屬日期所限：(i)所授出購股權總數之33%，由最早於2023年12月8日起至2032年12月7日（包括首尾兩日）期間可予行使；(ii)所授出購股權總數之33%，由最早於2024年12月8日起至2032年12月7日（包括首尾兩日）期間可予行使；及(iii)所授出購股權總數之34%，由最早於2025年12月8日起至2032年12月7日（包括首尾兩日）期間可予行使。
- 根據2018年購股權計劃授予的每個購股權均以實現各自要約函件中規定的某些業績目標為條件，包括但不限於本集團確定的相應工作目標。
- 有關在2018年購股權計劃下授予購股權的公允價值以及採用的會計準則和政策，請參閱財務報表附註1(t)(ii)和28(a)。

MANAGEMENT EQUITY INCENTIVE PLAN AT THE SUBSIDIARY OF THE COMPANY

Reference is made to the Company's announcement dated 29 March 2019. Pursuant to the shareholder deed, MAG will establish a management equity incentive plan based on the shares of MAG held by the Group. On 29 June 2021, the Board of the Company approved the MAG's management equity incentive plan, and agreed to grant to the eligible grantees up to 5% of MAG shares held by the Group, and the exercise price of the incentive shares granted is based on MAG's EBITDA for the latest financial year (which is consistent with the pricing strategy adopted by the Group when it acquired MAG shares). As at 31 December 2023, the granted incentive shares representing 4.21% of the outstanding shares of MAG.

EQUITY-LINKED AGREEMENTS

Save as the Pre-IPO Share Award Scheme (as defined in the Prospectus), the 2018 Share Option Scheme and the 2023 Share Option Scheme, the Company has no equity-linked agreements that were entered into or subsisted during the year of 2023.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2023, the Company has repurchased a total of 44,344,000 Shares on the Stock Exchange with an aggregate amount of HK\$142,395,926.60, and 38,266,000 Shares of which were cancelled on 29 December 2023.

The Board considers that the trading price of the Shares does not reflect their intrinsic value and the future business prospects of the Group in the future, and that it is the appropriate timing for the Company to repurchase Shares. The Board believes the share repurchase and subsequent cancellation of the repurchased Shares can enhance the value of the Shares, thereby improving the return to Shareholders. The Board believes that the exercise of the repurchase mandate is in the interests of the Company and its Shareholders as a whole, and the financial position of the Company is solid and healthy, which enables it to implement the share repurchase.

本公司附屬公司之管理層股權激勵計劃

茲提述本公司日期為2019年3月29日之公告，根據股東契據，MAG將設立管理層股權獎勵計劃，獎勵股份來源於本集團持有的MAG股份。2021年6月29日，本公司董事會審批同意MAG管理層股權獎勵計劃，向合資格承授人授予本集團所持有的MAG合共不超過5%之股份。有關授予獎勵股份的行使價乃基於MAG最近一個會計年度的EBITDA而釐定（與本集團收購MAG股份時所採用的定價策略一致）。截至2023年12月31日，已授出的獎勵股份佔MAG已發行股份的4.21%。

股票掛鈎協議

除首次公開發售前股份獎勵計劃（定義見招股書）、2018年購股權計劃及2023年購股權計劃外，本公司於2023年度並無訂立或存續任何股票掛鈎協議。

購買、出售或贖回上市證券

於截至2023年12月31日止年度，本公司已於聯交所回購合共44,344,000股股份，總額為142,395,926.60港元，其中，38,266,000股股份已於2023年12月29日註銷。

董事會認為，當時股份成交價格並不足以反映其內在價值及本集團的長遠業務前景，並為本公司購回股份的合適時機。董事會相信，股份購回及其後註銷所購回的股份可提升股份價值，有利於股東的回報，符合本公司及其股東的整體利益，且本公司的財務狀況穩健、健康，能夠實施股份購回。

Details of the Shares repurchased during the year ended 31 December 2023 are set out as follows:

於截至2023年12月31日止年度回購的股份詳情載列如下：

Month of Repurchases 購回月份	No. of Shares repurchased by the Company 本公司購回的股份數目	Price per Share 每股價格		Aggregate consideration paid 合計已付代價 HK\$ 港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
August 2023 2023年8月	1,830,000	3.60	3.49	6,463,405.00
September 2023 2023年9月	12,258,000	3.60	3.37	42,823,394.80
October 2023 2023年10月	14,524,000	3.58	2.99	47,155,091.40
November 2023 2023年11月	5,654,000	3.23	3.05	17,848,555.80
December 2023 2023年12月	10,078,000	3.20	2.60	28,105,479.60

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

除上述披露外，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

優先購買權

組織章程細則及開曼群島法律項下並無優先購買權條文，規定本公司須按比例基準向現有股東發售新股份。

TAX RELIEF AND EXEMPTION

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

稅項減免

董事並不知悉股東因持有本公司證券而可享有之任何稅項減免。

RELATIONSHIP WITH STAKEHOLDERS

The Group recognises that employees, customers and business partners are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners.

與持份者關係

本集團充分認識到僱員、客戶和業務合作夥伴是影響本集團可持續發展的關鍵。為此，本集團致力於與僱員建立密切及深切的關係，為客戶提供優質服務，及加強與業務合作夥伴的緊密合作。

POTENTIAL COMPETING BUSINESSES

Zhejiang Greentown Century Plaza Property Management Company Limited (“Zhejiang Greentown Century Plaza”)

As at 31 December 2023, Zhejiang Greentown Century Plaza is indirectly owned by Greentown Holdings (which is indirectly owned by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo as to 40%, 39% and 21%, respectively) as to 75.875%. Zhejiang Greentown Century Plaza is engaged in the business of property management, housing and building facilities maintenance and repair, the provision of gardening services, cleaning services, home services, renovation services and parking services. The business operated by Zhejiang Greentown Century Plaza is subject to a non-competition undertaking executed by Zhejiang Greentown Century Plaza in favour of our Company on 13 January 2016 (as supplemented by a confirmation letter dated 7 March 2016) (the “**Century Plaza Non-Competition Undertaking**”).

The management of Zhejiang Greentown Century Plaza is independent of the management of the Group and there are no overlaps. For further details of Zhejiang Greentown Century Plaza and the Century Plaza Non-Competition Undertaking, please refer to the Prospectus.

Excluded Group

The below entities (the “**Excluded Group**”) have limited competition with the Group, details of which are set out as follows:

Zhejiang Gelingtong Elevator Engineering Company Limited (“Zhejiang Gelingtong Elevator Engineering”)

As at 31 December 2023, Zhejiang Gelingtong Elevator Engineering is a company established under the laws of the PRC in September 2005 and owned as to 50% by Hangzhou Dangui Investment Company Limited (“**Hangzhou Dangui Investment**”) and 50% by Hangzhou Guangri Elevator Engineering Co., Ltd., an independent third party. Zhejiang Gelingtong Elevator Engineering is engaged in the business of elevator repair and maintenance services as well as carrying out actual repair work. Our Group’s property management services relating to elevators are limited to regular inspection of the normal operation of elevators and supervision of maintenance and repair work relating to elevators. The management of Zhejiang Gelingtong Elevator Engineering is independent of the management of the Group and there are no overlaps.

潛在競爭業務

浙江綠城世紀廣場物業管理有限公司(「浙江綠城世紀廣場」)

於2023年12月31日，浙江綠城世紀廣場乃由綠城控股(其由宋衛平先生、壽柏年先生及夏一波女士分別間接擁有40%、39%及21%)間接擁有75.875%。浙江綠城世紀廣場從事物業管理服務、住房及樓宇設施保養及維修、園藝服務、保潔服務、家居服務、裝修服務以及停車服務。浙江綠城世紀廣場所經營業務的權益受限於根據浙江綠城世紀廣場以本公司為受益人作出日期為2016年1月13日(由日期為2016年3月7日的確認函件補充)的不競爭承諾(「世紀廣場不競爭承諾」)。

浙江綠城世紀廣場的管理層獨立於本集團的管理層，兩者概無人員重疊。更多有關於浙江綠城世紀廣場和世紀廣場不競爭承諾的詳情，請參見招股書。

除外集團

下列實體(「除外集團」)與本集團的競爭有限，詳細信息所列如下：

浙江格靈通電梯工程有限公司(「浙江格靈通電梯工程」)

於2023年12月31日，浙江格靈通電梯工程為於2005年9月根據中國法律成立的公司，由杭州丹桂投資有限公司(「杭州丹桂投資」)擁有50%及杭州廣日電梯工程技術有限公司(為獨立第三方)擁有50%。浙江格靈通電梯工程從事電梯維修及維護服務，以及進行實際維修工作的業務。本集團與電梯有關的物業管理服務僅限於定期檢查電梯是否操作正常及監督與電梯有關的維護及維修工作。浙江格靈通電梯工程的管理層獨立於本集團的管理層，兩者概無人員重疊。

NON-COMPETITION UNDERTAKING

Pursuant to the deed of non-competition undertakings entered into amongst Mr. Song Weiping, Mr. Shou Bainian, Ms. Xia Yibo, Osmanthus Garden Investment, Lily International Investment, Shenlan International Investment and Orchid Garden Investment (the “Covenantors”) on 13 June 2016 (the “Deed of Non-competition”), each of the Covenantors has irrevocably and unconditionally undertaken, jointly and severally, with the Company that he/she/it shall not, and shall procure that its/his/her associates (other than members of the Group) shall not directly carry on, engage in, invest in, participate in, attempt to participate in, render any services to, provide any financial support to or otherwise be involved in or interested in, whether alone or jointly with another person and whether directly or indirectly or on behalf of or to assist or act in concert with any other person, any business or investment activities in the PRC and Hong Kong which is the same as, similar to or in competition or likely to be in competition with the business carried on or contemplated to be carried on by any member of the Group from time to time.

For details of the Deed of Non-competition, please refer to the Prospectus.

The Company has received confirmations from the controlling Shareholders confirming their compliance with the Deed of Non-competition during the Reporting Period for disclosure in this annual report.

The independent non-executive Directors have reviewed the compliance with the Deed of Non-competition during the Reporting Period based on the information and confirmation provided by or obtained from the controlling Shareholders, and were satisfied that the controlling Shareholders have duly complied with the Deed of Non-competition.

DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this annual report, as at 31 December 2023, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

不競爭承諾

根據宋衛平先生、壽柏年先生、夏一波女士、Osmanthus Garden Investment、Lily International Investment、Shenlan International Investment及Orchid Garden Investment（「契據承諾人」）於2016年6月13日訂立的不競爭承諾契據（「不競爭契據」），各契據承諾人共同及個別地向本公司作出不可撤回及無條件承諾，彼將不會及將促使其聯繫人（本集團成員公司除外）不會直接進行、從事、投資、參與、試圖參與、提供任何服務或提供任何財政支持或以其他方式參與（不論單獨或聯同另一人士，以及不論直接或間接或代表或協助任何其他人士或與其他人士一致行動）任何於中國及香港與任何本集團成員公司不時所進行或預期將進行的業務相同、類似或構成競爭或可能構成競爭的業務或投資活動或於當中擁有權益。

關於不競爭契據的詳情，請參見招股書。

本公司已收到控股股東就彼等於報告期內已遵守不競爭契據的確認書，以於本年報內披露。

獨立非執行董事已根據控股股東所提供或彼等給予的資料及確認，審閱不競爭契據於報告期內之履行情況，並信納控股股東已遵守不競爭契據。

董事於競爭業務的權益

除本年報所披露者外，於2023年12月31日，概無董事或彼等的聯繫人從事任何與本集團業務直接或間接構成競爭或可能構成競爭的業務或於該等業務中擁有任何權益。

CONTINUING CONNECTED TRANSACTIONS

The following parties are our connected persons.

1. Zhejiang Gelingtong Elevator Engineering

Zhejiang Gelingtong Elevator Engineering, a company established in the PRC with limited liability, is principally engaged in the provision of elevator maintenance services in the PRC, which is held as to 50% by Hangzhou Dangui Investment (with 51% of its equity interest being held by Greentown Holdings (which is indirectly owned as to 40%, 39% and 21% by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, respectively), and the remaining 49% equity interest being held by Ningbo Ronghua Investment LLP (寧波榮華投資合夥企業(有限合夥)), which is in turn held as to 80% and 20% by Ms. Ju Yao (鞠瑤) and Ms. Li Haizhi (李海芝) (both are family members of Ms. Li Hairong). Therefore, Zhejiang Gelingtong Elevator Engineering is an associate of Mr. Song Weiping, Mr. Shou Bainian, Ms. Xia Yibo and Ms. Li Hairong and hence a connected person of the Company.

2. Zhejiang Lansong Supply Chain Management Company Limited (“Lansong Supply Chain”)

Lansong Supply Chain is held as to 35.19%, 33.78% and 31.03% by Zhejiang Greentown Community Service Group Company Limited (a subsidiary of the Company), Bluetown Agricultural Technology Company Limited (“**Bluetown Agricultural Technology**”) and Ningbo Chenfeng Agricultural Development Company Limited, respectively. Bluetown Agricultural Technology is indirectly wholly-owned by Bluetown China Holdings Limited (“**Bluetown China Holdings**”), which is in turn wholly-owned by Delta House Limited, whereas Delta House Limited is wholly-owned by Mr. Song Weiping. Mr. Song Weiping, through his wholly-owned company Osmanthus Garden Investment, is indirectly interested in 40% of Orchid Garden Investment, a controlling Shareholder which holds approximately 31.93% of the total issued share capital of the Company. Mr. Song Weiping is also the spouse of Ms. Xia Yibo, a non-executive Director. Lansong Supply Chain is therefore an associate of Mr. Song Weiping and hence a connected person of the Company.

持續關連交易

下列各方為我們的關連人士。

1. 浙江格靈通電梯工程

浙江格靈通電梯工程為於中國成立的有限公司，主要業務為在中國提供電梯維護服務，其50%的權益由杭州丹桂投資持有(其51%股本權益由綠城控股(該公司由宋衛平先生、壽柏年先生及夏一波女士分別間接擁有40%、39%及21%權益)持有，其餘49%股本權益由寧波榮華投資合夥企業(有限合夥)持有，該企業由鞠瑤女士及李海芝女士分別持有80%及20%，兩人均為李海榮女士的家族成員)持有。故浙江格靈通電梯工程為宋衛平先生、壽柏年先生、夏一波女士及李海榮女士的聯繫人，並為本公司的關連人士。

2. 浙江藍頌供應鏈管理有限公司(「藍頌供應鏈」)

藍頌供應鏈由浙江綠城生活服務集團有限公司(本公司之附屬公司)、藍城農業科技有限公司(「**藍城農業科技**」)及寧波晨峰農業發展有限公司分別持有35.19%、33.78%及31.03%權益。藍城農業科技由藍城中國控股有限公司(「**藍城中國控股**」)間接全資擁有，而藍城中國控股則由Delta House Limited全資擁有，而Delta House Limited由宋衛平先生全資擁有。宋衛平先生透過其全資公司Osmanthus Garden Investment間接擁有控股股東Orchid Garden Investment 40%權益，而Orchid Garden Investment則持有本公司全部已發行股本約31.93%。宋衛平先生亦為非執行董事夏一波女士的配偶。因此藍頌供應鏈為宋衛平先生之聯繫人，亦因此為本公司之關連人士。

3. Bluetown Real Estate Construction Management Group Limited) (“Bluetown Real Estate Group”)

Bluetown Real Estate Group is held by Mr. Song Weiping as to 70%. Mr. Song Weiping, through his wholly-owned company Osmanthus Garden Investment, is indirectly interested in 40% of Orchid Garden Investment, a controlling Shareholder which holds approximately 31.93% of the total issued share capital of the Company. Mr. Song Weiping is also the spouse of Ms. Xia Yibo, a non-executive Director. Bluetown Real Estate Group is therefore an associate of Mr. Song Weiping and hence a connected person of the Company.

The Group has entered into a number of continuing connected transactions with its connected persons in the ordinary and usual course of business, which are subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules:

1. Provision of Elevator Maintenance Services by Zhejiang Gelingtong Elevator Engineering to our Group

We engage the elevator maintenance services of Zhejiang Gelingtong Elevator Engineering in the ordinary course of our business.

3. 藍城房產建設管理集團有限公司(「藍城房產集團」)

藍城房產集團由宋衛平先生持有70%的權益。宋衛平先生透過其全資公司 Osmanthus Garden Investment 間接擁有控股股東 Orchid Garden Investment 40% 權益，而 Orchid Garden Investment 則持有本公司全部已發行股本約 31.93%。宋衛平先生亦為非執行董事夏一波女士的配偶。因此藍城房產集團為宋衛平先生之聯繫人，並因而為本公司之關連人士。

本集團已於日常及一般業務過程中與其關連人士訂立多項須遵守上市規則第 14A 章項下的申報、年度審閱、公告規定的持續關連交易：

1. 浙江格靈通電梯工程向本集團提供電梯維護服務

我們在日常業務過程中，聘用浙江格靈通電梯工程提供電梯維護服務。

Details of the transaction

On 10 June 2016, Zhejiang Gelingtong Elevator Engineering entered into an elevator maintenance services framework agreement with the Group, and renewed on 28 December 2018 and 31 December 2021 respectively. Pursuant to the renewed elevator maintenance services framework agreement (the “**New Elevator Maintenance Services Framework Agreement**”) on 31 December 2021, Zhejiang Gelingtong Elevator Engineering agreed to provide elevator maintenance services, including but not limited to providing elevator inspections, safety maintenance, and repair services to our Group for the properties managed by our Group (“**Elevator Maintenance Services**”), for a term commencing from 1 January 2022 until 31 December 2024. For details, please refer to Company’s announcements dated 31 December 2021 and 10 February 2022.

Consideration

The fees charged for the Elevator Maintenance Services provided by Zhejiang Gelingtong Elevator Engineering to our Group was determined based on (i) cost of raw materials and wages needed for carrying out the Elevator Maintenance Services; and (ii) the comparison of the fee quote provided by Zhejiang Gelingtong Elevator Engineering to our Group with the fee quotes provided by other independent third party elevator maintenance companies engaged by our Group for its other property management projects. When comparing the fee quotes, our Group considered factors including the price, scope of services and the efficiency and ability of the service providers to perform such services in a timely manner. The New Elevator Maintenance Services Framework Agreement was entered into on normal commercial terms.

Annual caps

The Directors estimated that the maximum annual fee payable by our Group in relation to the Elevator Maintenance Services to be provided by Zhejiang Gelingtong Elevator Engineering under the New Elevator Maintenance Services Framework Agreement for each of the three years ended/ending 31 December 2024 would not exceed RMB17,056,943, RMB18,592,068 and RMB20,265,354, respectively.

交易詳情

浙江格靈通電梯工程與本集團於2016年6月10日訂立電梯維護服務框架協議，並已分別於2018年12月28日及2021年12月31日進行重續。根據2021年12月31日經重續的電梯維護服務框架協議（「**新電梯維護服務框架協議**」），浙江格靈通電梯工程同意向本集團提供電梯維護服務，包括但不限於在本集團管理的物業項目提供電梯檢查、安全維護以及維修服務（「**電梯維護服務**」），年期自2022年1月1日起至2024年12月31日止。詳情請見本公司日期為2021年12月31日及2022年2月10日之公告。

代價

浙江格靈通電梯工程就向本集團提供的電梯維護服務而收取的費用乃按(i)進行電梯維護服務所需的原材料及工資成本；及(ii)比較浙江格靈通電梯工程向本集團提供的費用報價與本集團就其他物業管理項目委聘的其他獨立第三方電梯維護公司所提供的費用報價而釐定。在比較費用報價時，本集團考慮的因素包括價格、服務範圍及服務供應商依時提供有關服務的效率及能力。新電梯維護服務框架協議乃按一般商業條款訂立。

年度上限

董事估計，截至2024年12月31日止三個年度各年，本集團就浙江格靈通電梯工程按新電梯維護服務框架協議將提供的電梯維護服務應付的年度最高費用分別不會超過人民幣17,056,943元、人民幣18,592,068元及人民幣20,265,354元。

For the year ended 31 December 2023, the fee paid by the Group for the Elevator Maintenance Services provided by Zhejiang Gelingtong Elevator Engineering amounted to RMB11,990,569, and the payment for the same period last year was RMB11,670,619 .

As the applicable percentage ratios under the Listing Rules (other than the profits ratio) in respect of the annual caps of the Elevator Maintenance Services provided by Zhejiang Gelingtong Elevator Engineering to the Group are expected to be more than 0.1% but less than 5%, the transactions under the New Elevator Maintenance Services Framework Agreement are subject to the reporting, annual review and announcement requirements, but are exempted from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

2. Services provided by Lansong Supply Chain to the Group

We receive the goods supply service provided by Lansong Supply Chain to the Group in the ordinary course of business.

Details of the transaction

On 10 January 2017, Greentown Property Management, a wholly-owned subsidiary of the Company, entered into the sales framework agreement (the "**Sales Framework Agreement**") with Lansong Supply Chain and renewed on 31 December 2019 and 29 December 2022.

According to the renewed Sales Framework Agreement dated 29 December 2022 (the "**2022 Sales Framework Agreement**"), Lansong Supply Chain agreed to supply various agricultural goods and products, including but not limited to fresh products and food, to Greentown Property Management and/or its subsidiaries, for three years commencing from 1 January 2023 and ending on 31 December 2025. For details, please refer to the announcement of the Company dated 29 December 2022.

截至2023年12月31日止年度，本集團向浙江格靈通電梯工程支付電梯維護服務費用為人民幣11,990,569元，去年同期的費用為人民幣11,670,619元。

由於上市規則下浙江格靈通電梯工程向本集團提供電梯維護服務年度上限的適用百分比率（盈利比率除外）預期將會超過0.1%但低於5%，因此新電梯維護服務框架協議項下的交易須遵守上市規則第14A章項下之申報、年度審閱及公告規定，惟獲豁免遵守獨立股東批准的規定。

2. 由藍頌供應鏈向本集團提供的服務

我們在日常業務過程中，接受藍頌供應鏈向本集團提供產品供應服務。

交易詳情

於2017年1月10日，綠城物業服務（本公司之全資附屬公司）與藍頌供應鏈訂立銷售框架協議（「**銷售框架協議**」）並已分於2019年12月31日及2022年12月29日重新續訂。

根據日期為2022年12月29日經重續的銷售框架協議（「**2022年銷售框架協議**」），藍頌供應鏈同意向綠城物業服務及／或其附屬公司供應各種農業商品及產品，包括但不限於新鮮農產品及食品，年期自2023年1月1日起至2025年12月31日止三個年度。詳情請見本公司日期2022年12月29日之公告。

Consideration

The price for the goods to be supplied under the 2022 Sales Framework Agreement shall be determined principally by arm's length commercial negotiations, based on the prevailing market prices and in accordance with the principles of fairness and reasonableness between the relevant parties with reference to the following:

- (i) the wholesale prices or retail prices of relevant products published from time to time on third-party pricing websites (including the "Zhejiang Grain and Oil Trading Website" and "Hangzhou Vegetable Basket Website");
- (ii) the average retail prices of related products sold in the China Resources Vanguard Supermarket, Century Lianhua Supermarket and Yonghui Supermarket in Hangzhou region; and
- (iii) the purchasing costs of such goods from time to time and the operation costs (including packaging, processing and distribution costs) incurred by Lansong Supply Chain for supplying goods to Greentown Property Management and/or its subsidiaries under the 2022 Sales Framework Agreement.

代價

2022年銷售框架協議項下供應產品的價格將主要由相關訂約方根據公平合理原則透過公平商業磋商按現行市價釐定，當中會參考如下：

- (i) 第三方價格網站不時公佈的相關產品的批發價或零售價(包括「浙江糧油交易網」、「杭州市菜籃子網」)；
- (ii) 於杭州區域華潤萬家超市、世紀聯華超市及永輝超市出售相關產品零售價的平均價；及
- (iii) 藍頌供應鏈就根據2022年銷售框架協議向綠城物業服務及／或其附屬公司供應產品而不時產生的該等產品的採購成本及營運成本(包括包裝、處理及分銷成本)。

Annual caps

The Directors estimated that the maximum annual amount payable by the Group to Lansong Supply Chain for each of the three years ended/ending 31 December 2025 would not exceed RMB24,150,000, RMB27,800,000 and RMB32,000,000 respectively.

For the year ended 31 December 2023, the amount payable by the Group in respect of the goods supplied by Lansong Supply Chain was RMB13,247,745 and the payment for the same period last year was RMB24,950,790.

As the applicable percentage ratios under the Listing Rules (other than the profits ratio) in respect of the annual caps for the goods supply service provided to the Group by Lansong Supply Chain are expected to be more than 0.1% but less than 5%, the transactions under the 2022 Sales Framework Agreement are subject to the reporting, annual review and announcement requirements, but are exempted from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

年度上限

董事估計，截至2025年12月31日止三個年度各年，本集團向藍頌供應鏈應付之年度最高費用分別將不超過人民幣24,150,000元、人民幣27,800,000元及人民幣32,000,000元。

截至2023年12月31日止年度，本集團就藍頌供應鏈提供的產品應付費用為人民幣13,247,745元，去年同期的費用為人民幣24,950,790元。

由於上市規則項下就本集團接受藍頌供應鏈提供的產品供應服務年度上限的適用百分比率（盈利比率除外）預期將會超過0.1%但少於5%，因此2022年銷售框架協議項下的交易須遵守上市規則第14A章項下之申報、年度審閱及公告規定，惟獲豁免遵守獨立股東批准的規定。

3. Services provided by the Group to Bluetown Real Estate Group

We provide services relating to smart construction, lighting construction and smart design to Bluetown Real Estate Group in the ordinary course of business.

Details of the transaction

On 14 December 2021, Zhejiang Greentown Architectural Technology Co., Ltd.* (浙江綠城建築科技有限公司) (“**Zhejiang Lvke**”, which, after completion of the acquisition of 51% equity interest by an indirect wholly-owned subsidiary of the Company, became a subsidiary of the Group) entered into the framework cooperation agreement (the “**Framework Cooperation Agreement**”) with Bluetown Real Estate Group. Pursuant to the Framework Cooperation Agreement, Zhejiang Lvke agreed to provide services relating to smart construction, lighting construction and smart design to Bluetown Real Estate Group and/or its subsidiaries for a term of three years commencing from 1 January 2021 until 31 December 2023. For details, please refer to the Company’s announcements dated 14 December 2021 and 10 January 2022.

Consideration

The fees charged to Bluetown Real Estate Group by the Group for provide services was determined at arm’s length commercial negotiations with reference to (i) the areas, service types and required time of the projects involved in the services; (ii) the product costs, labor costs and reasonable profits involved in the services; and (iii) the price of providing the same or comparable type of various services to independent third parties in the Group’s ordinary and usual course of business. In determining the price, the Group also collected the relevant market information, reviewed and compared the costs and profits of transactions in the most recent year for the provision of the same or similar type of services with at least two independent third parties.

3. 由本集團向藍城房產集團提供的服務

我們在日常業務過程中，向藍城房產集團提供有關智能化工程、照明工程及智能化設計相關的服務。

交易詳情

於2021年12月14日，浙江綠城建築科技有限公司（「浙江綠科」，被本公司間接全資附屬公司收購51%股權完成後成為本集團之附屬公司）與藍城房產集團簽署框架合作協議（「**框架合作協議**」）。據此，浙江綠科同意向藍城房產集團及／或其附屬公司提供有關智能化工程、照明工程及智能化設計相關的服務，年期自2021年1月1日起至2023年12月31日止三個年度。詳情請參見本公司日期為2021年12月14日及2022年1月10日的公告。

代價

本集團向藍城房產集團提供服務而收取的費用乃按照以下而公平商業磋商釐定：(i) 服務所涉及的項目的面積、服務類型及所需時間；(ii) 服務時所涉及的产品成本、人力成本及合理利潤；及(iii) 本集團於一般及日常業務過程中向獨立第三方提供的可資比較的服務價格。於釐定價格時，本集團也收集相關市場資料，並審閱及比較於最近一年與至少兩名獨立第三方就提供相同或類似種類的服務進行之交易的成本及溢利。

Annual caps

The Directors estimated that the maximum annual amount payable by Bluetown Real Estate Group to the Group for each of the three years ended 31 December 2023 would not exceed RMB33,083,000, RMB35,517,000 and RMB37,553,000 respectively.

For the year ended 31 December 2023, the amount payable by Bluetown Real Estate Group to the Group in respect of the services was RMB17,190,866, and the payment for the same period last year was RMB18,336,864.

As the applicable percentage ratios under the Listing Rules (other than the profits ratio) in respect of the annual caps for the services provided by the Group are expected to be more than 0.1% but less than 5%, the transactions under the Framework Cooperation Agreement are subject to the reporting, annual review and announcement requirements, but are exempted from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The internal control measures adopted by the Company in relation to all continuing connected transactions are as follows:

- (a) before entering into any specific agreement or conducting any transaction contemplated under an agreement for continuing connected transactions, the internal control unit of the Group comprising personnel from various business departments and functional departments (the "**Internal Control Unit**") would review the proposed terms thereof to ensure consistency with those of the governing framework agreement and compliance with the applicable pricing policies, and approve the same as appropriate;
- (b) the Internal Control Unit is responsible for closely monitoring the volume of individual connected transactions and, before entering into any new transaction, confirming whether there are still sufficient unused annual caps for carrying out additional transactions under the respective governing framework agreement(s). If it is anticipated that the annual caps may be exceeded, it would take all appropriate steps in advance to comply with the relevant requirements under the Listing Rules, such as seeking to revise the relevant annual caps;

年度上限

董事估計，截至2023年12月31日止三個年度各年，藍城房產集團向本集團應付之年度最高費用分別將不超過人民幣33,083,000元、人民幣35,517,000元及人民幣37,553,000元。

截至2023年12月31日止年度，藍城房產集團應付本集團之服務費用為人民幣17,190,866元，去年同期的費用為人民幣18,336,864元。

由於上市規則項下本集團提供服務的年度上限的適用百分比率（盈利比率除外）預期將會超過0.1%但少於5%，因此框架合作協議項下的交易須遵守上市規則第14A章項下之申報、年度審閱及公告規定，惟獲豁免遵守獨立股東批准的規定。

本公司對涉及的所有持續關連交易所採取的內部監控措施，主要如下：

- (a) 在訂立任何具體協議或進行持續關連交易協議項下擬進行任何交易前，由不同業務部門及職能部門人員組成的本集團內部監控單位（「**內部監控單位**」）將審查其中的建議條款，確保與監管框架協議的條款一致，並遵守適用定價政策及酌情批准有關條款；
- (b) 內部監控單位負責密切監察個別關連交易的數量，並在進行任何新交易前確認未動用年度上限是否仍然足夠，以便根據各自的監管框架協議進行額外交易。倘預計可能超過年度上限，則會提前採取一切適當措施，以遵守上市規則的相關規定，例如尋求修訂相關年度上限；

- (c) regular researches are conducted to assess the prices charged and payment terms offered by or to independent third parties to keep abreast with the prevailing terms in the market and the market conditions, so as to assess continuously whether the fees charged and payment terms set for specific transactions are fair and reasonable;
- (d) regular internal reviews are conducted to assess whether the continuing connected transactions of the Group are being transacted or conducted:
- (i) in accordance with the terms of the respective governing framework agreement(s) and applicable pricing policies;
 - (ii) on normal commercial terms and on terms no less favourable to the Company compared to those offered by or to independent third parties; and
 - (iii) taking into account the aggregate transaction amounts, within the applicable annual cap(s); and
- (e) the independent non-executive Directors shall review the Internal Control Unit's reports on the transactions during each reporting period on an annual basis in accordance with Chapter 14A of the Listing Rules.
- (c) 定期進行研究，以評估獨立第三方所收取或向其收取的價格及獨立第三方所提出或向其提出的付款條款，以便與市場現行條款及市況保持一致，從而不斷評估就具體交易收取的費用及制定的付款條款是否公平合理；
- (d) 定期進行內部審查，以評估本集團的持續關連交易是否按以下交易或進行：
- (i) 根據各自的監管框架協議的條款及適用定價政策；
 - (ii) 按照正常商業條款及就本公司而言不遜於由獨立第三方提出或向獨立第三方提出的條款進行；及
 - (iii) 經計及總交易金額在適用年度上限範圍內；及
- (e) 獨立非執行董事須根據上市規則第14A章每年審查內部監控單位有關各報告期間進行交易的報告。

The Directors are of the view that the Company's internal control measures are adequate and effective to ensure that transactions are so conducted. The Directors also confirm that the Company has followed the policies and guidelines set out in the Guidance Letter (HKEx-GL73-14) when determining the price and terms of the transactions conducted during the reporting year.

董事認為，本公司內部監控措施足以及且可有效確保該等交易如是進行。董事亦確認，本公司在決定報告年度內進行的交易的價格和條款時，已遵循指引信(HKEx-GL73-14)所載的政策和指引。

During the Reporting Period, the independent non-executive Directors have reviewed the aforesaid continuing connected transactions and confirmed that the transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) in accordance with relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor (the "Auditor") were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has issued its letter containing the findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules:

- 1. nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- 2. for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- 3. nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and

於報告期內，獨立非執行董事已審核上述持續關連交易，並確認該等交易已：

- (i) 在本集團的日常及一般業務過程中訂立及進行；
- (ii) 按照一般商業條款或更好條款訂立及進行；及
- (iii) 根據規管交易的相關協議按公平合理並符合股東的整體利益的條款訂立及進行。

本公司委聘核數師（「核數師」）根據香港會計師公會頒佈的《香港鑑證業務準則第3000號（經修訂）》「歷史財務資料審核或審閱以外的鑑證工作」，並參考《實務說明第740號》（經修訂）「香港上市規則所述持續關連交易的核數師函件」，就本集團持續關連交易作出匯報。核數師已根據上市規則第14A.56條就本集團於上述持續關連交易發出載有其發現和結論的函件：

- 1. 概無發現事項致使核數師相信所披露持續關連交易未經董事會批准；
- 2. 就由集團提供貨物及服務的交易而言，概無發現事項致使核數師相信上述持續關連交易於所有重大方面沒有按照集團的定價政策進行；
- 3. 概無發現事項致使核數師相信所披露持續關連交易並非在各重大方面按照規管該等交易的相關協議訂立；及

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

The financial performance of Zhejiang Lvke

References are made to the announcements of the Company dated 14 December 2021 and 10 January 2022. On 14 December 2021, a subsidiary of the Company (the “Purchaser”) and Bluetown Real Estate Group (the “Vendor A”) and Yingkou Aixun Enterprise Management Partnership (Limited Partnership)* (營口市艾勛企業管理合夥企業(有限合夥)) (the “Vendor B”) (among other parties) entered into the equity transfer agreement (“Equity Transfer Agreement”), pursuant to which the Purchaser agreed to purchase 51%, and Vendor A and Vendor B agreed to sell 30% and 21% respectively, of the equity interest in Zhejiang Lvke for an aggregate consideration of RMB209.1 million (the “Acquisition”). According to the Equity Transfer Agreement, Vendor A and Vendor B agree that Zhejiang Lvke shall achieve a certain performance target for the accumulated revenue or net profits of the three years ended 31 December 2021 to 2023, and they would bear the obligation to make up the difference.

Mr. Song Weiping is the controlling shareholder of the Company. Vendor A is held by Mr. Song as to 70% and therefore is an associate of Mr. Song. Therefore, the Acquisition constitutes a connected transaction of the Company under Rule 14A.25 and Rule 14A.28 of the Listing Rules.

Pursuant to Rule 14A.63(3) of the Listing Rules, the Company is required to disclose in the 2023 annual report whether the actual performance of Zhejiang Lvke meets the guarantee.

For the year ended 31 December 2023, the accumulated revenue and net profits of 3 years of Zhejiang Lvke have reached the performance target respectively.

As at the date of this annual report, the Purchaser has not exercised the right to acquire the remaining equity interest in Zhejiang Lvke (the “Acquisition Right”) and does not have any present plan to exercise the Acquisition Right. If the Purchaser exercises the Acquisition Right, the Company will comply with the applicable Listing Rules requirements (if any).

- 就各持續關連交易總額而言，概無發現事項致使核數師相信所披露持續關連交易已超過本公司制定的年度上限。

浙江綠科之財務表現

茲提述本公司日期為2021年12月14日及2022年1月10日公告，於2021年12月14日，本公司之附屬公司(「買方」)與藍城房產集團(「賣方A」)及營口市艾勛企業管理合夥企業(有限合夥)(「賣方B」)訂立股權轉讓協議(其中包括其他訂約方)(「股權轉讓協議」)，據此，買方購買浙江綠科51%股權以及賣方A及賣方B分別同意出售各自持有的浙江綠科30%及21%股權(「收購事項」)，總代價為人民幣209.1百萬元。根據股權轉讓協議，賣方A及賣方B協定浙江綠科須就截至2021年12月31日止年度至2023年12月31日止年度的3年累計收益或純利達成一定表現目標，並對該表現目標承擔差額補足義務。

因宋衛平先生為本公司的控股股東，而賣方A由宋先生持有70%權益，故為宋先生的聯繫人。因此，收購事項構成上市規則第14A.25條及第14A.28條項下本公司的關連交易。

根據上市規則第14A.63(3)條，本公司須於2023年報中披露浙江綠科的實際表現是否符合保證表現。

截至2023年12月31日止年度，浙江綠科累計3年收益及純利的表現目標均已達成。

截至本年度報告之日，買方尚未行使收購浙江綠科剩餘股權的權利(「收購權」)，且目前並沒有任何行使該收購權的計劃。如果買方行使收購權，本公司將遵守適用的上市規則要求(如有)。

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group during the year ended 31 December 2023 are set out in Note 34 to the financial statements. None of these related party transactions constitutes a connected transaction or continuing connected transaction which is subject to disclosure requirements in accordance with Chapter 14A under the Listing Rules, except for the transactions described in the paragraph headed “Continuing Connected Transactions”, in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

Save as disclosed in this annual report, during the Reporting Period, the Company had no connected transactions or continuing connected transactions which fell to be disclosed in accordance with Chapter 14A of the Listing Rules, and the Company has complied with the requirements under Chapter 14A of the Listing Rules.

CONTROLLING SHAREHOLDERS’ INTERESTS IN MATERIAL CONTRACTS

Save as disclosed in the section headed “CONTINUING CONNECTED TRANSACTIONS” in this Report of Directors, during the Reporting Period, neither the Company nor any of its subsidiaries has entered into any contract of significance or material contract with the controlling Shareholders (as defined in the Listing Rules) or any of its subsidiaries, and there is no entering into of any material contract in respect of the services provided by the controlling Shareholders or any of its subsidiaries to the Company or any of its subsidiaries.

MAJOR EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

Save as the matters disclosed in note 37 to the financial statements, no other significant events which have an impact on the Company have occurred after the end of the Reporting Period.

關聯方交易

本集團於截至2023年12月31日止年度訂立之關聯方交易詳情載於財務報表附註34。除於「持續關連交易」一段所述的交易（而此等交易已遵守上市規則第14A章的披露規定）外，該等關聯方交易概無構成須予披露的關連交易或持續關連交易（定義見上市規則）。

除本年報所披露者外，於報告期內，本公司概無根據上市規則第14A章項下須予披露的關連交易或持續關連交易，及本公司已遵守上市規則第14A章項下的規定。

控股股東於重大合約之權益

除本董事會報告「持續關連交易」一節所披露者外，報告期內，本公司或其任何附屬公司概無與控股股東（定義見上市規則）或其任何附屬公司訂立任何重要合約，亦無控股股東或其任何附屬公司向本公司或任何附屬公司提供服務而訂立任何重要合約。

報告期末後之重大事件

除財務報表附註37所披露內容外，於報告期末後，概無發生影響本公司的其他重大事件。

SIGNIFICANT LEGAL PROCEEDINGS

References are made to the announcements of the Company dated 19 July 2022, 20 October 2022, 21 March 2023 and 21 August 2023 in relation to the Legal Proceedings involving Greentown Real Estate Consulting Co., Ltd* (綠城房地產諮詢集團有限公司), a wholly-owned subsidiary of the Company. On 21 August 2023, the Group received a judgment from the Shanghai High People's Court* (上海市高級人民法院) in relation to the Legal Proceedings, the case no. being "(2023)滬民終426號", which stated that the appeal filed by the Company was dismissed and the first instance judgment shall be upheld. The Legal Proceedings did not have a significant impact on the development of the Group's core operating business. At present, the Legal Proceedings is in the process of litigation enforcement procedure and the Group has made provisions, where appropriate, for what may be required for the settlement of the Legal Proceedings. Details of the provision made for what may be required for the settlement of the Legal Proceedings are set out in note 30 to the consolidated financial statements.

As at the date of this annual report, to the knowledge of the Directors, other than the above, there are no other outstanding or material legal proceedings or claims would materially affect the normal operations of the Group.

PERMITTED INDEMNITY PROVISION

The Company maintained liability insurance during the year of 2023 and is currently maintaining liability insurance for Directors and senior management (being the liability insurance for Directors and senior management and prospectus liability insurance) to provide the appropriate coverage for the Directors and senior management of the Company.

重大法律訴訟

茲提述本公司日期為2022年7月19日、2022年10月20日、2023年3月21日及2023年8月21日有關法律訴訟的公告，內容有關綠城房地產諮詢集團有限公司，本公司之全資附屬公司，涉及的一項法律訴訟。2023年8月21日，本集團收到上海市高級人民法院有關該法律訴訟的案件編號為「(2023)滬民終426號」的判決書，判決駁回本公司的上訴，維持一審判決。該法律訴訟並未對本集團核心經營業務的開展產生重大影響。目前，該法律訴訟正在執行程序當中，而本集團已在適當的情況下就解決該法律訴訟所可能要求的內容作出了撥備。為解決該法律訴訟可能需要的撥備詳情載於綜合財務報表附註30。

就董事所知，截至本年報日期，除上述事項外，不存在其他尚未完結或會影響本集團的正常營運的重大法律訴訟或索賠。

獲准許的彌償條文

本公司在2023年度內為董事及高級管理人員投責任保險(董事及高級管理人員責任保險及招股書責任保險)，為董事及本公司高級管理人員提供適當保障。

AUDIT COMMITTEE

The Audit Committee had, together with the management and external Auditor, reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the year ended 31 December 2023.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 98 to 120 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITOR

The Auditor has not changed in the past three years. KPMG was appointed as the Auditor for the year ended 31 December 2023. The accompanying financial statements prepared in accordance with HKFRSs have been audited by KPMG.

KPMG shall retire at the forthcoming AGM and, being eligible, will offer itself for re-appointment. A resolution for the re-appointment of KPMG as the Auditor will be proposed at the AGM.

On behalf of the Board

Yang Zhangfa
Chairman

Hangzhou, the PRC, 26 March 2024

* For identification purposes only

審核委員會

審核委員會已與管理層及外聘核數師共同審閱本集團所採納的會計原則及慣例，以及截至2023年12月31日止年度綜合財務報表。

企業管治

本公司致力維持高水準之企業管治常規。有關本公司所採納之企業管治常規資料載於本年報第98頁至第120頁之企業管治報告。

公眾持有量

根據本公司可公開獲得的資料及就董事所深知，於報告期內及截至本年報日期止任何時間，本公司已發行股份總額中至少有25%（即聯交所及上市規則規定的最低公眾持股比例）由公眾人士持有。

核數師

在過去三年核數師未發生變化。畢馬威會計師事務所獲委任為截至2023年12月31日止年度的核數師。畢馬威會計師事務所已審核隨附的財務報表，該等報表按香港財務報告準則編製。

畢馬威會計師事務所須於即將舉行的股東週年大會上退任，並符合資格及願意膺選連任。有關續聘畢馬威會計師事務所為核數師的決議案將於股東週年大會上提呈。

代表董事會

主席
楊掌法

中國·杭州·2024年3月26日

The Board is pleased to present the corporate governance report of the Company for the year ended 31 December 2023.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 to the Listing Rules as its own code of corporate governance. During the year ended 31 December 2023, the Company has complied with all applicable code provisions under the CG Code. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

The Board has formulated and adopted guidelines, policies and procedures such as the code of conduct regarding the securities transactions by the Directors, terms of reference for Board committees, board diversity policy and shareholders’ communication policy to support the Group’s corporate governance framework. These policies and procedures enable the Company to follow and apply the principles of the CG Code. These documents are reviewed from time to time by the Board and the relevant Board committees and are updated in line with the applicable legislations and rules as well as the current market practices.

CORPORATE CULTURE

The Board leads to establish, promote and continually reinforce the desired corporate culture of the Company which is underpinned by our corporate values of committing highest standard of business ethics and integrity. Our sound corporate culture reaches all levels of the Group, and aligns with the Company’s mission, corporate values and strategies.

For detailed information about the Company’s mission, corporate values and strategies, please refer to the ESG Report of the Company and the session headed “Join us — Culture of the Company” on the Company’s website.

董事會欣然呈列本公司截至2023年12月31日止年度之企業管治報告。

企業管治常規

本集團致力維持高水準的企業管治，以保障股東權益並提升企業價值及問責性。本公司已採納上市規則附錄C1所載之《企業管治守則》（「企業管治守則」）作為其本身之企業管治守則。於截至2023年12月31日止年度內，本公司一直遵守企業管治守則項下之所有適用守則條文。本公司將繼續檢討並監察其企業管治常規，以確保遵守企業管治守則。

董事會已制定及採納指引、政策及程序，例如董事有關證券交易操守守則、董事會各委員會職權範圍、董事會多元化政策及股東溝通政策，以支持本集團的企業管治架構。這些政策和程序使公司能夠遵循和應用企業管治守則的原則。該等文件不時由董事會及相關董事會委員會審閱，並根據適用的法例、規則及現行市場慣例更新。

企業文化

董事會擔當領導角色，建立、促進並持續加強本公司的理想企業文化，這種文化以我們致力於最高標準的商業道德和誠信的企業價值觀為基礎。我們健全的企業文化深入集團各個層面，並與本公司的使命、企業價值觀和策略保持一致。

有關本公司使命、企業價值觀和策略的詳細資料，請參閱本公司環境、社會及管治報告和本公司網站的「加入我們 — 企業文化」一欄。

THE BOARD Responsibilities

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

All Directors carry out their duties in good faith and in compliance with the applicable laws and regulations and act in the interests of the Company and the Shareholders as a whole at all times.

The Company has arranged appropriate liability insurance in respect of legal actions against the Directors. The insurance coverage will be reviewed on an annual basis.

Board Composition

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

Executive Directors:

Mr. Yang Zhangfa (Chairman)
Ms. Jin Keli
Mr. Chen Hao
Mr. Wu Zihua (Resigned on 10 February 2023)

Non-executive Directors:

Mr. Shou Bainian
Ms. Xia Yibo
Ms. Li Hairong
Mr. Liu Xingwei (Appointed on 28 March 2023)
Mr. Zeng Yiming (Resigned on 28 March 2023)

Independent Non-executive Directors:

Mr. Poon Chiu Kwok
Mr. Wong Ka Yi
Mr. Li Feng
Mr. Jia Shenghua (Appointed on 1 June 2023)
Ms. Wu Aiping (Resigned on 1 June 2023)

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

董事會 責任

董事會負責本集團的整體領導，並監察本集團的策略性決定以及監察其業務及表現。董事會已向本集團的高級管理層授予本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，董事會已成立三個董事會委員會，包括審核委員會、薪酬委員會及提名委員會（統稱「董事會委員會」）。董事會已向該等董事會委員會授予其職權範圍所載的責任。

全體董事本著真誠並遵守適用法律及法規，無論何時均以符合本公司及股東整體利益的方式履行職責。

本公司已就針對董事的法律訴訟安排適當責任保險，並將每年審視該保險之保障範圍。

董事會組成

於本年報日期，董事會由三名執行董事、四名非執行董事及四名獨立非執行董事組成，詳情如下：

執行董事：

楊掌法先生(主席)
金科麗女士
陳浩先生
吳志華先生(於2023年2月10日辭任)

非執行董事：

壽柏年先生
夏一波女士
李海榮女士
劉興偉先生(於2023年3月28日獲委任)
曾益明先生(於2023年3月28日辭任)

獨立非執行董事：

潘昭國先生
黃嘉宜先生
李風先生
賈生華先生(於2023年6月1日獲委任)
吳愛萍女士(於2023年6月1日辭任)

董事履歷載於本年報之「董事及高級管理層」一節。

During the year ended 31 December 2023, the Board has, at all times, met the requirements under Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

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

In compliance with Rule 3.09D of the Listing Rules, Mr. Liu Xingwei, who was appointed as a non-executive Director on 28 March 2023, and Mr. Jia Shenghua, who was appointed as an independent non-executive Director on 1 June 2023, obtained the legal advice referred to in Rule 3.09D on 28 March 2023 and 29 May 2023, respectively, and confirmed that they understood their obligations as a Director.

The Company believes that the diversity of the Board members will be immensely beneficial for the enhancement of the Company's performance. Therefore, the Company has adopted a Board diversity policy to ensure that the Company will, when determining the composition of the Board, consider Board diversity in terms of, amongst other things, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on merits and candidates will be considered against objective criteria, having due regard to the benefits of the diversity of the Board. The Board diversity policy is summarized below:

The Company attaches great importance to the gender diversity of the Board: the proportion of female Directors now reaches 27.27% of the total directorship, which is in line with and higher than the ratio of most listed companies. As to gender diversity, the Company targets to maintain the level of female representation on the Board that is no less than the average level in the industry.

The Board includes Directors with diverse backgrounds: executive Directors have extensive industry management experience and are in charge of the principal businesses of the Company; non-executive Directors are highly experienced in corporate management, hence they are able to provide effective recommendations on the Company's operation and development; independent non-executive Directors have experience in the property management industry, investment, finance, corporate governance and the international market.

As each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules, the Company considers all of them to be independent parties.

於截至2023年12月31日止年度，董事會已一直遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事(其中至少一名獨立非執行董事須擁有適當的專業資格或會計或相關財務管理專業知識)的規定。

本公司亦已遵守上市規則第3.10A條有關委任相當於董事會成員至少三分之一的獨立非執行董事的規定。

根據上市規則第3.09D條，於2023年3月28日獲委任為非執行董事的劉興偉先生及於2023年6月1日獲委任為獨立非執行董事的賈生華先生，分別於2023年3月28日及2023年5月29日獲得第3.09D條所述的法律意見，並確認他們瞭解其作為董事的義務。

本公司相信董事會成員多元化將對提升本公司的表現益處良多。因此，本公司已採納董事會成員多元化政策，以確保本公司在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。董事會成員多元化政策的概要載列如下：

本公司重視董事會性別多元化：女性董事比率達27.27%，符合並高於大部份上市公司女性董事佔比。在性別多元化方面，本公司的目標是至少保持女性代表在董事會中的水平不低於行業平均水平。

董事會由不同行業背景的董事組成：執行董事均擁有豐富的行業管理經驗，並負責公司主營業務；非執行董事擁有豐富的企業管理經驗，能夠為公司的經營及發展提供有效的建議；獨立非執行董事擁有物業管理行業、投資、財務、企業管治及國際市場等經驗。

由於各獨立非執行董事均已根據上市規則第3.13條確認其獨立性，故本公司認為彼等均為獨立人士。

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

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

Given the strong independent element on the Board composition, independent views and inputs are always available to the Board no matter through formal or informal channels. The Chairman of the Board promotes a culture of openness and constructive relations between independent non-executive Directors and other Directors to facilitate effective contribution of independent non-executive Directors for independent views and inputs. The Chairman of the Board also holds separate meetings with independent non-executive Directors without the presence of other Directors at least once a year. Independent professional advice is sought when necessary or as required by Directors.

During the year, the Nomination Committee has reviewed the Board composition and is satisfied with the independence and diversity policy of the Board.

As regards code provision C.1.5 of the CG Code, which requires each director to disclose the number and nature of offices held in public companies or organizations and other significant commitments, the identity of the public companies or organizations and an indication of the time involved to the issuer, the Directors have agreed to disclose their commitments and any subsequent changes to the Company in a timely manner.

GENDER DIVERSITY ACROSS THE WORKFORCE

The Group maintains gender diversity in relation to employees of the Group. Under the recruitment process of the Group, a candidate will be appraised based on his/her qualifications, working experience, skills and competence rather than his/her gender. As of 31 December 2023, the number of female employees (including senior management) of the Group is approximately 51.1% of the total number of employees of the Group, and the Group will strive to maintain it.

The Group will continue to strengthen the gender diversity across the workforce and to maintain the orderly and healthy development of the Group.

除本年報之「董事及高級管理層」一節所載董事履歷中所披露者外，概無董事與任何其他董事及本公司的最高行政人員有任何個人關係（包括財務、業務、家族或其他重大或相關關係）。

全體董事（包括獨立非執行董事）均為董事會帶來各種不同的寶貴業務經驗、知識及專門技能，使其高效及有效地運作。獨立非執行董事應邀於董事會委員會任職。

由於董事會組成中有強大的獨立元素，無論通過正式還是非正式渠道，董事會總可以獲得獨立的觀點和意見。董事會主席提倡獨立非執行董事與其他董事之間的開明文化和建設性關係，以促進獨立非執行董事提出切實的獨立觀點和意見。董事會主席亦至少每年一次與獨立非執行董事舉行沒有其他董事出席的會議。必要時或如董事要求會尋求獨立專業意見。

年內，提名委員會檢討了董事會的組成，並對董事會的獨立性及多元化政策表示信納。

鑑於企業管治守則之守則條文第C.1.5條要求各董事向發行人披露其於公眾公司或組織所擔任職務的數量及性質及其他重大承擔、所涉及的公眾公司或組織的名稱及顯示其擔任有關職務所涉及的時間，故董事已同意適時向本公司披露彼等的承擔及任何後續變動。

員工性別多元化

本集團堅持集團員工性別多元化。在本集團招聘過程中，將根據候選人的資格、工作經驗、技能和能力，而不是其性別進行評估。截至2023年12月31日，本集團女性員工（包括高級管理層）佔比約51.1%，並將努力繼續保持。

本集團將持續強化員工性別多元化，進而維持本集團有序、健康發展。

Induction and Continuous Professional Development

Each newly appointed Director is provided with the necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses, as well as his/her responsibilities under the relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide the Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director. During the year ended 31 December 2023, all Directors participated in appropriate continuous professional development trainings and provided the Company with their records of the trainings they received. These trainings included reading regulatory updates, attending seminars, conducting training sessions and exchanging views.

入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，以確保其對本公司的營運及業務以及其於相關法規、法例、規則及條例下對彼等的責任有適當程度的瞭解。本公司亦定期為董事安排研討會，以不時為彼等提供上市規則及其他相關法律及監管規定最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的更新資料，使董事會全體及各董事得以履行彼等的職責。

本公司鼓勵全體董事進行持續專業發展，藉此發展及更新其知識及技能。本公司的公司秘書不時更新及提供有關董事角色、職能及職責的書面培訓材料。截至2023年12月31日止年度內，所有董事均已參與合適之持續專業發展培訓，並已向本公司提供其所接受培訓之紀錄。該等培訓包括閱讀最新監管資料、出席專題研討會及作培訓交流。

Name of Director 董事姓名	Continuous Professional Development Training 持續專業發展培訓 Reading or attending briefings and/or seminars and/or conferences relevant to regulatory and governance updates 閱讀或出席與監管及管治最新情況相關的簡報會及/或講座及/或會議
Executive Directors	執行董事
Mr. Yang Zhangfa (Chairman)	楊掌法先生(主席) Yes 有
Ms. Jin Keli	金科麗女士 Yes 有
Mr. Chen Hao	陳浩先生 Yes 有
Mr. Wu Zhihua (Resigned on 10 February 2023)	吳志華先生(於2023年2月10日辭任) Yes 有
Non-executive Directors	非執行董事
Mr. Shou Bainian	壽柏年先生 Yes 有
Ms. Xia Yibo	夏一波女士 Yes 有
Ms. Li Hairong	李海榮女士 Yes 有
Mr. Liu Xingwei (Appointed on 28 March 2023)	劉興偉先生(於2023年3月28日獲委任) Yes 有
Mr. Zeng Yiming (Resigned on 28 March 2023)	曾益明先生(於2023年3月28日辭任) Yes 有
Independent Non-executive Directors	獨立非執行董事
Mr. Poon Chiu Kwok	潘昭國先生 Yes 有
Mr. Wong Ka Yi	黃嘉宜先生 Yes 有
Mr. Li Feng	李風先生 Yes 有
Mr. Jia Shenghua (Appointed on 1 June 2023)	賈生華先生(於2023年6月1日獲委任) Yes 有
Ms. Wu Aiping (Resigned on 1 June 2023)	吳愛萍女士(於2023年6月1日辭任) Yes 有

Chairman and Chief Executive Officer

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

The Chairman of the Board and the CEO are currently two separate positions held by Mr. Yang Zhangfa and Ms. Jin Keli, respectively, with clear distinction in responsibilities. The Chairman of the Board is responsible for providing strategic advice and guidance on the business development of the Group, while the CEO is responsible for the day-to-day operations of the Group.

Directors' Service Contracts and Appointment Letters

Each of the executive Directors has signed a service contract with the Company for a term of three years, which is renewable automatically for successive terms subject to termination as provided in the service contract.

Each of the non-executive Directors and independent non-executive Director has signed an appointment letter with the Company for a term of three years, which may be renewable automatically subject to both parties' agreement.

None of the Directors has a service contract or an appointment letter with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

主席及行政總裁

根據企業管治守則之守則條文第C.2.1條，主席及行政總裁的角色應予以區分及由不同人士擔任。

董事會主席及行政總裁現時分別由楊掌法先生及金科麗女士擔任，以職能來劃分明確這兩個不同職位。董事會主席負責就本集團的業務發展提供戰略建議及指引，而行政總裁則負責本集團的日常運營。

董事的服務合約及委任書

各執行董事已與本公司簽立為期三年的服務合約，該等合約自動續期，惟可根據其條款予以終止。

各非執行董事及獨立非執行董事已與本公司簽立為期三年的委任書，可由訂約雙方協商自動續期。

概無董事與本公司訂立本公司不可於一年內不付賠償（法定賠償除外）而終止的服務合約或委任書。

Board meetings

The Company adopts the practice of holding Board meetings regularly, at least four times a year and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and propose matters for the agenda of the regular Board meetings.

Apart from regular Board meetings, the Chairman of the Board also held meetings with the independent non-executive Directors without the presence of other Directors during the Reporting Period in compliance with code provision C.2.7 of the CG Code.

For other Board and Board Committee meetings, reasonable notice is generally given by the Company. The agenda and accompanying meeting papers are dispatched to the Directors or Board Committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and are adequately prepared for the meetings. When the Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and be given an opportunity to make their views known to the Chairman of the Board prior to the meeting. Minutes of meetings are kept by the company secretary of the Company, with copies circulated to all Directors for their information and records.

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

董事會會議

本公司採納定期舉行董事會會議之慣例，每年召開至少四次董事會會議，大約每季一次。全體董事獲發不少於十四天之通知以召開定期董事會會議，令全體董事均獲機會出席定期會議並討論議程事項。

於報告期內，除定期董事會會議外，董事會主席亦在並無其他董事出席的情況下與獨立非執行董事舉行會議，以遵守企業管治守則之守則條文第C.2.7條的規定。

就其他董事會及董事會委員會會議而言，本公司一般會發出合理通知。會議通知中已包括會議議程及相關會議文件，並至少在舉行董事會或董事會委員會會議之日期的三天前送出，以確保董事或董事會委員會成員有充足時間審閱有關文件及充分準備出席會議。倘董事或董事會委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會董事會主席有關彼等的意見。本公司的公司秘書備存會議紀錄，並提供該等會議紀錄副本予所有董事作其參閱及紀錄之用。

董事會會議及董事會委員會會議的會議紀錄會詳盡記錄董事會及董事會委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及董事會委員會會議的會議紀錄草擬本會於會議舉行後的合理時間內寄送至各董事，以供彼等考慮。董事會會議的會議紀錄公開供所有董事查閱。

Corporate Governance Report

企業管治報告

During the Reporting Period, six Board meetings and one annual general meeting were held. The attendance of each Director at these meetings is set out in the table below:

於報告期內，董事會曾舉行6次董事會會議及一次股東週年大會，個別董事出席該等會議的情況載於下表：

Directors		Number of Board meetings attended/eligible to attend 已出席／應出席董事會會議次數	Number of general meeting attended/eligible to attend 已出席／應出席股東大會次數
Executive Directors	執行董事		
Mr. Yang Zhangfa (Chairman)	楊掌法先生(主席)	6/6	1/1
Ms. Jin Keli	金科麗女士	6/6	1/1
Mr. Chen Hao	陳浩先生	6/6	1/1
Mr. Wu Zihua (Resigned on 10 February 2023)	吳志華先生(於2023年2月10日辭任)	0/0	0/0
Non-executive Directors	非執行董事		
Mr. Shou Bainian	壽柏年先生	6/6	1/1
Ms. Xia Yibo	夏一波女士	6/6	1/1
Ms. Li Hairong	李海榮女士	6/6	1/1
Mr. Liu Xingwei (Appointed on 28 March 2023)	劉興偉先生(於2023年3月28日獲委任)	4/4	1/1
Mr. Zeng Yiming (Resigned on 28 March 2023)	曾益明先生(於2023年3月28日辭任)	2/2	0/0
Independent Non-executive Directors	獨立非執行董事		
Mr. Poon Chiu Kwok	潘昭國先生	6/6	1/1
Mr. Wong Ka Yi	黃嘉宜先生	6/6	1/1
Mr. Li Feng	李風先生	6/6	1/1
Mr. Jia Shenghua (Appointed on 1 June 2023)	賈生華先生(於2023年6月1日獲委任)	3/3	1/1
Ms. Wu Aiping (Resigned on 1 June 2023)	吳愛萍女士(於2023年6月1日辭任)	3/3	0/0

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Specific enquiry has been made to all Directors and each of the Directors has confirmed that he/she has complied with the provisions set out in the Model Code throughout the year ended 31 December 2023.

Delegation by the Board

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

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

Corporate Governance Functions

The Board recognizes that corporate governance should be the collective responsibility of the Directors which includes:

- (a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to the Directors and the employees of the Group;
- (d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on related matters; and
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載的標準守則，作為其自身有關董事進行證券交易之行為守則。經向全體董事作出特定查詢後，所有董事確認彼等於截至2023年12月31日止年度內一直遵守標準守則所載之條文。

董事會授權

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

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

企業管治職能

董事會確認，企業管治應屬董事的共同責任，彼等的企業管治職能包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (b) 檢討及監察董事及本公司高級管理層之培訓及持續專業發展；
- (c) 制定、檢討及監察適用於董事及本集團僱員之操守守則及合規手冊；
- (d) 制定及檢討本公司之企業管治政策及常規，並向董事會推薦其意見及匯報相關事宜；及
- (e) 檢討本公司對企業管治守則之遵守情況及在企業管治報告之披露。

BOARD COMMITTEES

Audit Committee

As at 31 December 2023, the Audit Committee comprised four members, namely Mr. Poon Chiu Kwok (Chairman), Mr. Wong Ka Yi, Mr. Li Feng and Mr. Jia Shenghua. All of them are independent non-executive Directors.

The principal duties of the Audit Committee include the following:

1. to review the relationship with the Auditor by reference to the work performed by the Auditor, their fees, and terms of engagement and make recommendations to the Board on the appointment, re-appointment and removal of the Auditor;
2. to review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or the Auditor before submission to the Board; and
3. to review the adequacy and effectiveness of the Company's financial reporting system, internal control and risk management system, and the associated procedures, including the adequacy of the resources, staff qualifications and experience, training programs, and budget of the Company's accounting and financial reporting function.

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

During the year ended 31 December 2023, four meetings of the Audit Committee were held to discuss and consider the following matters:

- to review the annual results of the Company and its subsidiaries for the year ended 31 December 2022;
- to review the interim results of the Company and its subsidiaries for the six months ended 30 June 2023;
- to review the Auditor's report in relation to the audit plan and strategy of the Group;
- to review and approve the expected list of non-assurance services to be provided by the Auditor in 2024 and the policy on the provision of non-assurance services by the Auditor ;and

董事委員會

審核委員會

於2023年12月31日，審核委員會由四名成員組成，即潘昭國先生(主席)、黃嘉宜先生、李風先生及賈生華先生，彼等全部為獨立非執行董事。

審核委員會的主要職責如下：

1. 參考核數師所進行工作、彼等之薪酬及聘用條款，以審視與核數師之關係，並就核數師委任、重新委任及罷免向董事會提供建議；
2. 審閱財務報表及報告，並於該等報表及報告呈交至董事會前考慮當中任何由本公司屬下會計及財務匯報職員、監察主任或核數師提出任何重大或不尋常事項；及
3. 檢討本公司的財務申報制度、內部監控及風險管理制度，以及相關程序的充分性和有效性，包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗、員工所接受的培訓課程以及預算是否足夠及有效。

審核委員會的書面職權範圍於聯交所及本公司網站可供查閱。

截至2023年12月31日止年度內，審核委員會曾舉行四次會議，以討論及考慮以下內容：

- 審閱本公司及其附屬公司截至2022年12月31日止年度之年度業績；
- 審閱本公司及其附屬公司截至2023年6月30日止六個月之中期業績；
- 審閱核數師有關本集團審計計劃及策略的報告；
- 審閱及批准預期於2024年由核數師提供的非鑒證服務清單及關於核數師提供非鑒證服務的政策；及

- to review the financial reporting system, compliance procedure, internal control (including the Company's internal control of corruption risks and the handling and identification of business conflict of major shareholders in listed companies), risk management system and procedures, and re-appointment of external Auditor. The Board did not deviate from the recommendations of the Audit Committee on the selection, appointment, resignation or dismissal of external Auditor.
- 就財務申報系統、合規程序、內部監控（包括本公司對腐敗風險的內部控制及對有關上市公司主要股東的業務衝突的處理與識別等）、風險管理系統及程序以及續聘外聘核數師作出檢討。董事會並無偏離審核委員會就甄選、委任、退任或罷免外聘核數師作出的任何推薦建議。

The attendance of each Audit Committee member is set out in the table below:

各審核委員會成員出席該等會議的情況載於下表：

Directors		Number of meetings attended/eligible to attend
董事		已出席／應出席會議次數
Mr. Poon Chiu Kwok (Chairman)	潘昭國先生(主席)	4/4
Mr. Wong Ka Yi	黃嘉宜先生	4/4
Mr. Li Feng	李風先生	4/4
Mr. Jia Shenghua (Appointed on 1 June 2023)	賈生華先生(於2023年6月1日獲委任)	2/2
Ms. Wu Aiping (Resigned on 1 June 2023)	吳愛萍女士(於2023年6月1日辭任)	2/2

Nomination Committee

As at 31 December 2023, the Nomination Committee comprised four members, namely Mr. Wong Ka Yi (Chairman), Mr. Poon Chiu Kwok, Mr. Li Feng and Mr. Jia Shenghua. All of them are independent non-executive Directors.

提名委員會

於2023年12月31日，提名委員會由四名成員組成，即黃嘉宜先生(主席)、潘昭國先生、李風先生及賈生華先生，彼等全部為獨立非執行董事。

The principal duties of the Nomination Committee include the following:

提名委員會的主要職責如下：

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- to assess the independence of independent non-executive Directors;
- 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的策略而擬作出的變動向董事會提出建議；
- 物色具備合適資格可擔任董事的人士，並挑選有關人士或就挑選被提名的人士向董事會提供意見；
- 評核獨立非執行董事的獨立性；

4. to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the Chairman and the CEO; and

5. to review the Board diversity policy.

The Nomination Committee assesses candidates or incumbents on criteria such as integrity, experience, skills, and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

Nomination Policy

For an optimal composition of the Board with sustainability, the nomination will be in pursuit of a balance of skills, experience and diversity of perspectives in the Board appropriate to the requirements of the Company's business as well as succession continuity.

The criteria listed below will be used as reference in assessing the suitability of a proposed candidate:

- Character and integrity
- Skills, knowledge and experience relevant to the Company's business and corporate strategy
- Willingness and availability to dedicate sufficient time and attention to ensure the diligent performance of Directors's duties in concurrence with his/her other major appointments and significant commitments
- Attributes enhancing the Board diversity in line with the Company's Board diversity policy
- Such other perspectives appropriate to the Company's business
- Requirements in respect of independent non-executive Directors under the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines as set out in the Listing Rules

4. 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；及

5. 審閱董事會成員多元化政策。

提名委員會按誠信、經驗、技能以及為履行職責所付出之時間及努力等標準評估候選人或在任人。提名委員會之建議將於其後提交董事會以作決定。

提名政策

為了使董事會有一個可持續的最佳成員組合，提名董事將力求董事會中技能、經驗及視角多元化的平衡，以切合本公司的業務所需和繼任的連貫性。

在評估建議人選是否合適時會參考下列準則：

- 品格和操守
- 與本公司業務及企業策略相關的技能、知識及經驗
- 樂意及能夠付出足夠時間和精神，確保彼在有其他重要任命及重大承擔的同時亦會認真履行董事職責
- 加強董事會多元化的特質，符合本公司的董事會多元化政策
- 其他切合本公司業務的視角
- 上市規則對獨立非執行董事的要求，以及就上市規則所載獨立性指引而言候選人是否被視為獨立

For appointment of new Director, the Nomination Committee as delegated by the Board shall identify and evaluate candidate based on the criteria set out above to determine whether the candidate is qualified for directorship. If the candidate is considered qualified, the Nomination Committee shall recommend to the Board for consideration and the Board, if considered appropriate, shall approve the appointment of the proposed candidate as a new Director.

For re-election of Director at general meeting, the Nomination Committee as delegated by the Board shall review the contribution made by the retiring Director and whether he/she can continue to fulfill his/her role as required with reference to the criteria set out above. The Board shall then, under advice of the Nomination Committee, make recommendation to Shareholders for the proposed re-election of Director(s) at the general meeting.

For any candidate (other than a retiring Director) nominated by the Board or Shareholder(s) to stand for election as a Director in general meeting of the Company, the Nomination Committee shall, upon receipt of the proposal of nomination and the biographical information of the candidate, evaluate his/her suitability based on the same criteria as set out above. The Board, under advice of the Nomination Committee, may or may not make recommendation to Shareholders on their voting to the proposed election in the relevant announcement and/or circular to Shareholders.

The Nomination Committee will review the director nomination policy, as appropriate, to ensure its effectiveness.

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

During the year ended 31 December 2023, two meetings of the Nomination Committee were held to review the structure, composition, size and diversity of the Board and relevant recommendations were made to the Board, which included the appointment of Directors and the re-election of retiring Directors. The summary and progress on achieving objectives of the Board diversity policy are disclosed on page 100 of this annual report.

就委任新董事而言，獲董事會授權的提名委員會須按上述準則物色及評估候選人，以決定候選人是否合資格出任董事。如候選人被視為合資格，則提名委員會會推薦給董事會作考慮；而若董事會認為合適，則會批准委任建議候選人為新董事。

就於股東大會上重選董事而言，獲董事會授權的提名委員會須按上述準則審視卸任董事所作出的貢獻及彼能否繼續按要求履行職責。董事會須繼而按提名委員會的建議在股東大會上向股東推薦提呈重選之董事。

就董事會或股東在本公司股東大會上提名任何候選人(卸任董事除外)參選董事而言，提名委員會在收到提名建議及候選人履歷後，須按上述相同準則評估彼是否合適人選。董事會按提名委員會的建議在致股東的相關公告及／或通函內或會或不會向股東就彼等對建議選舉的投票作出推薦建議。

提名委員會適當的檢討董事會提名政策以確保其有效性。

提名委員會的書面職權範圍於聯交所及本公司網站可供查閱。

截至2023年12月31日止年度內，提名委員會召開了兩次會議，以審閱董事會的架構、組成、規模及多元化，並就此向董事會提出建議，包括委任董事及重選退任董事。有關董事會成員多元化政策概要及達標進度載於本年報的第100頁。

The attendance of each Nomination Committee member is set out in the table below:

各提名委員會成員出席該等會議的情況載於下表：

Directors		Number of meetings attended/eligible to attend
董事		已出席／應出席會議次數
Mr. Wong Ka Yi (Chairman)	黃嘉宜先生(主席)	2/2
Mr. Poon Chiu Kwok	潘昭國先生	2/2
Mr. Li Feng	李風先生	2/2
Mr. Jia Shenghua (Appointed on 1 June 2023)	賈生華先生(於2023年6月1日獲委任)	0/0
Ms. Wu Aiping (Resigned on 1 June 2023)	吳愛萍女士(於2023年6月1日辭任)	2/2

Remuneration Committee

As at 31 December 2023, the Remuneration Committee comprised four members, namely Mr. Poon Chiu Kwok (Chairman), Mr. Wong Ka Yi, Mr. Li Feng and Mr. Jia Shenghua. All of them are independent non-executive Directors.

薪酬委員會

於2023年12月31日，薪酬委員會由四名成員組成，即潘昭國先生(主席)、黃嘉宜先生、李風先生及賈生華先生，彼等全部為獨立非執行董事。

The principal duties of the Remuneration Committee include the following:

薪酬委員會的主要職責如下：

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| <p>1. to make recommendations to the Board on the Company's overall policy and structure for the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;</p> | <p>1. 就本公司董事及高級管理層的整體薪酬政策及架構，以及就為制訂薪酬政策而設立正規而具透明度的程序，向董事會提出建議；</p> |
| <p>2. to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules;</p> | <p>2. 審閱及／或批准上市規則第十七章所述有關股份計劃的事宜；</p> |
| <p>3. to review and approve the management's remuneration proposals with reference to the corporate goals and objectives determined by the Board;</p> | <p>3. 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；</p> |
| <p>4. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including but not limited to benefits in kind, pension rights, and compensation payments, including any compensation payable for loss or termination of their office or appointment;</p> | <p>4. 向董事會建議個別執行董事及高級管理層的薪酬待遇，包括但不限於非金錢利益、退休金權利及賠償金額，包括喪失或終止職務或委任的任何賠償；</p> |
| <p>5. to assess the performance of the executive Directors and approve the terms of their service contracts;</p> | <p>5. 評估執行董事的表現，以批准其服務合約的條款；</p> |

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| <p>6. to make recommendations to the Board on the remuneration of non-executive Directors;</p> <p>7. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;</p> <p>8. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</p> <p>9. to review and approve compensation arrangements relating to the dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and</p> <p>10. to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.</p> | <p>6. 就非執行董事的薪酬向董事會提出建議；</p> <p>7. 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他公司的僱用條件；</p> <p>8. 檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；</p> <p>9. 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及</p> <p>10. 確保任何董事或其任何聯繫人（根據上市規則的定義）均不得參與釐定其薪酬。</p> |
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The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

薪酬委員會的書面職權範圍於聯交所及本公司網站可供查閱。

During the year ended 31 December 2023, two meetings of the Remuneration Committee were held to discuss and consider the following matters:

截至2023年12月31日止年度內，薪酬委員會召開了兩次會議，以討論及考慮以下內容：

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| <ul style="list-style-type: none"> • the adoption of the 2023 Share Option Scheme; • the remuneration policy of the Company and its subsidiaries; • the remuneration of the Directors and senior managements and proposed adjustment to the Board; and • the share schemes of the Company and its subsidiary and their implementation. | <ul style="list-style-type: none"> • 採納2023年購股權計劃； • 本公司及其附屬公司的薪酬政策； • 董事、高級管理層之薪酬，並向董事會提供調整建議；及 • 本公司及其附屬公司之股份計劃及其執行情況。 |
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The attendance of each Remuneration Committee member is set out in the table below:

各薪酬委員會成員出席該等會議的情況載於下表：

Directors		Number of meetings attended/eligible to attend
董事		已出席／應出席會議次數
Mr. Poon Chiu Kwok (Chairman)	潘昭國先生(主席)	2/2
Mr. Wong Ka Yi	黃嘉宜先生	2/2
Mr. Li Feng	李風先生	2/2
Mr. Jia Shenghua (Appointed on 1 June 2023)	賈生華先生(於2023年6月1日獲委任)	0/0
Ms. Wu Aiping (Resigned on 1 June 2023)	吳愛萍女士(於2023年6月1日辭任)	2/2

Remuneration of Directors and Senior Management

The remuneration of the Directors and senior management of the Company is determined by reference to the Group's remuneration policies and based on the role and responsibilities of the Group, the performance and contribution during the year, the overall performance of the Group, the economic environment and market trends at the time.

Details of the remuneration by band of the Directors and senior management of the Company, whose biographies are set out on pages 47 to 54 of this annual report, for the year ended 31 December 2023 are set out below:

Remuneration band (RMB) 酬金等級 (人民幣)	Number of individuals 人數
0–2,500,000	11
2,500,001–4,500,000	3

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements for the year ended 31 December 2023 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management of the Company has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

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

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 121 to 132 of this annual report.

董事及高級管理層的薪酬

董事及本公司高級管理層的薪酬，乃經參考本集團的薪酬政策及根據個人於本集團之角色及職責、年內表現及貢獻、本集團的整體業績、當時的經濟環境及市場趨勢釐定。

截至2023年12月31日止年度，董事及本公司高級管理層（彼等之履歷載於本年報第47頁至第54頁）的酬金等級載列如下：

董事有關財務報表的財務申報責任

董事明白彼等須編製本公司截至2023年12月31日止年度的財務報表的責任，以真實公平地反映本公司及本集團的狀況以及本集團的業績及現金流量。

本公司管理層已向董事會提供必要的闡釋及資料，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。

董事並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

核數師就其有關本公司綜合財務報表的申報責任作出的聲明載於本年報第121頁至132頁的獨立核數師報告。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to ensure that sound risk management (including environmental, social and governance risk) and internal control system is established and maintained within the Group, as well as its responsibility to review its effectiveness. Such system aims to manage and reduce the business risks faced by the Group to an acceptable extent, but not eliminate the risks of failure to achieve business objectives. Moreover, it can only provide reasonable, and not absolute, assurance against material misstatement, loss or fraud.

The Board has authorized the Audit Committee to take charge of the on-going monitoring of the Group's risk management and internal control system, as well as the annual review of its effectiveness. Such review covers all material control aspects, including financial control, operation control, and compliance control.

Under the Company's risk management and internal control structure, the management is responsible for the design, implementation, and maintenance of the risk management and internal control system, thereby ensuring, in particular, (i) appropriate policies and procedures are designed and established to safeguard the Group's assets from misappropriation or disposal; (ii) compliance with any relevant laws, regulations or rules; and (iii) reliable financial and accounting records are kept properly in accordance with the relevant auditing standards and regulatory reports.

The key features of the Company's risk management and internal control structure include: (i) designated departments are responsible for the implementation and execution of the Company's risk management and internal control system and heads of major operating units or departments are in charge of the management and mitigation of identified risks; (ii) the management ensures appropriate measures have been taken in relation to significant risks that may affect the Group's business and operation; and (iii) the internal auditor provides independent confirmation to the Board, the Audit Committee and the management on the effectiveness of risk management and internal control.

風險管理及內部控制

董事會確認其有責任確保在本集團內建立和維持完善的風險管理(包括環境、社會及管治風險)及內部控制系統，且有責任審核其有效性。該系統旨在可接受的程度內管理和降低本集團面臨的業務風險，而非消除未能達成業務目標的風險，而且只能就重大的失實陳述、損失或欺詐作出合理而非絕對的保證。

董事會已授權審核委員會持續監督本集團的風險管理及內部控制系統，且對該系統的有效性進行年度檢討。該檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。

在本公司的風險管理及內部控制架構下，管理層負責設計、實施以及維護風險管理及內部控制系統，以特別確保(i)已經設計和建立適當的政策和程序，以保障本集團的資產，避免其被不恰當利用或處置；(ii)遵守有關法例、規則或規定；以及(iii)根據相關審核標準以及監管報告要求保存可靠的財務和會計記錄。

本公司的風險管理及內部控制架構的主要特點為：(i)指定專門部門負責本公司風險管理及內控制度的落實、執行情況，並由主要運營單位或部門的負責人管理及減輕已發現的風險；(ii)針對影響本集團業務和運營的重大風險，管理層確保已採取適當的措施；以及(iii)就風險管理及內部控制的有效性，內部核數師向董事會、審核委員會和管理層提供獨立的確認。

During the Reporting Period, the Company's main duties on risk management and internal control include:

- each of the major operating units and departments carried out daily risk management activities, which included identifying significant risks that may affect the Group's results, assessing and evaluating significant risks identified based on their impacts and possibilities of occurrence, formulating plans for and implementing measures, control and emergency response plans to manage and reduce such risks;
 - the management and finance department monitored and reviewed the risk management and internal control system on an ongoing basis and reported to the Audit Committee on its status;
 - the management regularly followed up and reviewed the measures, control and emergency response plans in place for the significant risks identified and built security risk management, classification of risk prevention and control of double prevention mechanisms, so as to ensure sufficient attention, monitoring and response is given to such risks;
 - the management regularly reviewed the risk management and internal control system for the purpose of identifying deficiencies in the procedures and control function and designed and implemented rectification for such deficiencies;
 - the management ensured the normal functioning of the appropriate procedures and measures, such as making sure there is no unauthorized use or disposition of assets, controlling capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information for business operation and public disclosure; and
 - built and improved the safety protection system of the Company, enhanced the safety protection ability of the area in the service scope, maintained the safety of lives and properties of the owners and staffs, and ensured that the Company operates orderly.
- 在報告期內，公司就風險管理及內部控制的主要工作包括：
- 每個重要運營單位或部門負責日常風險管理活動，包括識別可能影響本集團績效的重大風險、根據其影響及發生的可能性評定和評估已經識別的重大風險、規劃和實施措施、控制以及應急預案，以管理和降低此類風險；
 - 管理層以及財務部門持續對風險管理及內部控制系統進行監控和檢討，且向審核委員會就該系統的情況進行報告；
 - 管理層定期跟進和檢討對已識別的重大風險實施的措施、控制以及應急預案，努力構建安全風險分級管控和隱患排查雙重預防機制，以確保對該等風險有足夠的重視、監管和應對；
 - 管理層定期檢討風險管理及內部控制系統，以物色程序和控制功能的缺陷，且設計及實施糾正措施，以處理此缺陷；
 - 管理層確保適當的程序和措施正常運行，例如保障資產不會未經授權被使用或處理、控制資本支出、保存適當的會計記錄和確保用於業務以及公佈的財務信息的可靠性等；及
 - 構建及完善本公司安全防範體系，推動服務範圍內區域安全防範能力的提升，維護業主和員工的生命財產安全及保證公司有序運營。

The Company focuses on clients' documents and supplier relationship management. For clients' information, the Company collects, uses and protects the clients' information, in compliance with the laws related to information security protection, and the information security management system of the Company. For supplier relationship management, by public bidding, batch purchase, vendor assessment, and other forms, the Company strictly controls the supplier selection, quality of products and services, to make sure that cost control is suitable and the quality of products and services is assured in the meantime, with a further improvement of our overall competitive advantage.

To ensure that the information was transmitted successfully, the internal communication system has been continuously improved. Risk control measures have been landed to help the management in decision-making with timely and accurate feedbacks.

During the Reporting Period, the Group's ESG working group is mainly responsible for the Group's ESG review and risk assessment/implementation. The working group is responsible for formulating relevant management policies and specific measures, implementing sustainable development policies determined by the Board and/or the Audit Committee, and regularly reporting on the Group's ESG work.

The internal audit function monitors the Company's internal governance and provides independent confirmation on the adequacy and effectiveness of the risk management and internal control system. The chief executives in charge of the internal audit function report directly to the Audit Committee, submit the internal audit report to the Audit Committee based on the auditing plan as approved by the Board, and report the results of the internal audit to all Directors. During the Reporting Period, the internal audit function performed analysis and evaluation on the adequacy and effectiveness of the Company's risk management and internal control system; in particular, it inspected the documents in relation to risks, prepared by operating units and the management, and interviewed staff members at all levels. The chief executives in charge of the internal audit function attended the meeting of the Audit Committee, explained the results of the internal audit and answered questions raised by the Audit Committee.

本公司注重客戶資料及供應商關係管理。就客戶資料方面，本公司按照有關資訊安全保護法律規定及本公司制定之信息安全管理制度，進行客戶資料的採集、使用及保護；就供應商關係管理方面，通過公開招標、批量採購、供應商的評核等形式嚴格把控供應商的遴選、產品及服務品質的管控，以確保成本管控得當同時，產品及服務品質能夠得以保證，並進一步提升本公司的整體競爭優勢。

不斷完善公司內部資訊溝通機制，以確保資訊傳達順暢。有關風險控制措施可予以執行落地，使資訊可及時、準確回饋至本公司管理層以供決策。

於報告期內，本集團 ESG 工作小組，主要負責本集團 ESG 檢討及風險評估／執行工作。工作小組負責制定相關管理政策及具體措施，落實執行由董事會及／或審核委員會決定的可持續發展政策，並定期就本集團 ESG 工作進行匯報。

內部審核功能監控本公司的內部管治，且對風險管理及內部控制系統的足夠性和有效性提供獨立的確認。主管內部審核功能的高級行政人員直接向審核委員會報告，根據董事會批准的審核計劃向審核委員會提交內部審核報告，向全體董事報告內部審核工作的結果。在報告期內，內部審核功能對本公司的風險管理及內部控制系統的足夠性和有效性進行了分析和評估，特別是檢查了運營單位和管理層準備，與風險相關的文件，以及對各層級員工進行了面談。主管內部審核功能的高級行政人員參與了審核委員會的會議，並向其解釋內部審核結果及回答審核委員會提出的問題。

During the Reporting Period, the internal audit department of the Company reported and reviewed the risk management and internal control systems to the Audit Committee every six months. The content covers the resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting functions, and their training programs and budget. The Board of Directors and the Audit Committee reviewed the above content and were satisfied with its effectiveness and adequacy.

The Company has established the inside information policy for fair and timely dissemination of information to public based on applicable laws and regulations. The chief executives authorized by the Group to take charge of the investor relations, corporate matters and financial control functions are responsible for ensuring and monitoring compliance with the applicable disclosure procedures for inside information. The relevant chief executives may access inside information on an "as needed" basis at any time. Personnel and professionals involved are reminded to keep inside information confidential until public disclosure. The Company has other procedures in place to prevent the mishandling of inside information, including prior approval of any trading of the Company's securities by the Directors and the management, regular notice of black out periods, restrictions on any securities trading by the Directors and staff and the use of codes for project identification.

The Company has established arrangements for employees and other stakeholders to raise concern on suspected misconduct in financial reporting, internal control or other aspects in confidence. The Audit Committee carries out regular reviews to ensure appropriate arrangements are in place for fair and independent investigations and proper actions for such matters.

During the Reporting Period, the Audit Committee reviewed the effectiveness of the risk management and internal control systems of the Company and its subsidiaries. The annual review included: (i) reviewing the financial control, internal control and risk management systems of the Company and its subsidiaries; (ii) regular discussion with chief executives at the management level on the effectiveness of the risk management and internal control and the work of the internal audit function; (iii) evaluating the scope and quality of the management's on-going monitoring of the risk management and internal control system; and (iv) reviewing the ESG report of the Company, evaluating related policies and providing suggestions.

於報告期內，本公司內部審核部門每半年就風險管理及內部監控系統向審核委員會匯報及檢討。內容涵蓋本公司會計、內部審核及財務報告職能人員的資源、資格及經驗以及彼等的培訓方案及預算。董事會與審核委員會對上述內容進行審閱，並對其有效性及充足性感到滿意。

本公司已根據適用的法例及法規建立確保以平等及時的方式傳播予公眾的內幕消息的政策。獲本集團授予投資者關係、企業事務及財務控制職能的高級行政人員有責任確保及監察披露內幕消息的適當程序獲得遵守。相關高級行政人員可隨時根據「按需要」基準訪問內幕消息。所涉及的相關人員及其他專業人員獲提醒須保密內幕消息，直到公開披露為止。本公司已經實施了其他程序以避免錯誤處理內幕消息的情形，包括董事和管理層進行涉及本公司證券的交易所需的事先批准、定期禁售期的通知、董事和員工進行證券交易的限制，以及識別項目的代號。

本公司已制定相關安排以協助僱員以及其他利益相關人可暗中對財務匯報、內部控制或其他方面可能發生的不正當行為提出關注。審核委員會定期檢討該類安排且確保有適當安排可對此等事宜作出公平獨立的調查及採取適當行動。

在報告期內，審核委員會檢討了本公司及其附屬公司的風險管理和內部控制系統的有效性。年度檢討包括：(i) 審閱本公司及其附屬公司的財務監控、內部監控及風險管理系統；(ii) 和管理層高級行政人員定期討論風險管理及內部控制的有效性以及內部審核功能的工作；(iii) 評估管理層持續監察風險管理及內部控制系統的工作範疇及素質；以及(iv) 審閱本公司ESG報告、評估相關政策並提出建議。

Based on the above, the Audit Committee was not aware of any significant issues that would adversely affect the effectiveness and adequacy of the risk management and internal control systems of the Company and its subsidiaries.

基於上述，審核委員會並未發現任何對本公司及其附屬公司的風險管理及內部控制系統的有效性和足夠性有不利影響的任何重大問題。

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the Auditor to the Group during the year ended 31 December 2023 was approximately as follows:

核數師酬金

就核數師於截至2023年12月31日止年度向本集團提供的核數及非核數服務之概約酬金載列如下：

Type of Services 服務類別		Amount (RMB'000) 金額(人民幣千元)
Annual audit services	年度審計服務	
Professional review services on 2023 interim financial report	2023年中期財務報告審閱專業服務	1,150
Professional audit services on 2023 annual financial statements	2023年度財務報表審計專業服務	4,150
Non-audit services	非審計服務	332
Total	總計	5,632

Non-audit services mainly include: Environmental, Social and Governance Report, Hong Kong Country-by-Country Reporting Service, Hong Kong Profits Tax Return Service and Shareholders' Annual General Meeting Monitoring Service.

非審計服務主要包含：環境、社會及管治報告，香港國別報告申報服務，香港利得稅報稅服務及股東週年大會監票服務。

COMPANY SECRETARY

In order to uphold good corporate governance and ensure compliance with the Listing Rules and the applicable Hong Kong laws, the Company engages Ms. Ng Sau Mei ("Ms. Ng"), a director of the listing services department of TMF Hong Kong Limited (a company secretarial service provider), as the company secretary of the Company. The primary corporate contact person of Ms. Ng at the Company is Ms. Wang Zhenyan.

公司秘書

為維持良好的企業管治並確保符合上市規則及適用的香港法律，本公司委聘達盟香港有限公司(公司秘書服務提供商)上市公司服務部董事伍秀薇女士(「伍女士」)為本公司的公司秘書。汪真燕女士為伍女士於本公司的主要聯絡人。

During the year ended 31 December 2023, Ms. Ng has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

於截至2023年12月31日止年度，伍女士已根據上市規則第3.29條進行不少於15小時的相關專業培訓。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

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

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

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

During the year, the Company has reviewed the implementation and effectiveness of the shareholders' communication policy. With the above measures in place, the shareholders' communication policy is considered to have been effectively implemented. For detailed information about the communication with the Shareholders, please refer to the section headed "Investor Relationship" of this annual report.

SHAREHOLDERS' RIGHTS

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

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

與股東的溝通及投資者關係

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

本公司股東週年大會提供股東與董事直接溝通的機會。本公司主席及各董事會委員會主席將出席股東週年大會解答股東提問。核數師亦將出席股東週年大會，並解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

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

年內，本公司已檢討股東通訊政策的執行情況及有效性。由於採取了上述措施，股東通訊政策被視為已得到有效執行。有關本公司與股東溝通的詳細資料，請參閱本年報「投資者關係」章節。

股東權利

為保障股東的利益及權利，本公司會於股東大會上就各事項(包括選舉個別董事)提呈獨立決議案。

於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進行表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

Convening of extraordinary general meeting and putting forward proposals

The Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two 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 (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.

There are no provisions in the Articles of Association or the Companies Laws of the Cayman Islands for Shareholders to move new resolutions at general meetings of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

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

Written requisitions to the Board and the company secretary of the Company shall be sent to ir@lvchengfuwu.com.

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the Company via email (email address: ir@lvchengfuwu.com).

CHANGE IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2023, there was no change in the Articles of Association.

召開股東特別大會及提呈建議

根據組織章程細則，股東可於本公司股東大會上提出建議以供考慮。任何一位或以上於遞呈要求當日持有本公司有權於本公司股東大會上投票並繳足股本不少於十分之一的股東，有權隨時透過向董事會或本公司的公司秘書發出書面要求召開本公司股東特別大會，以處理有關要求中指明的任何事項；上述會議應於相關要求遞呈後兩個月內舉行。倘遞呈後21日內董事會未有召開該大會，則遞呈要求人士可自行按正常程序召開大會，而遞呈要求人士因董事會未有召開股東大會而合理產生的所有開支應由本公司向要求人士作出償付。

組織章程細則或開曼群島公司法概無有關股東於本公司股東大會上提呈新決議案的條文。有意提呈決議案之股東可依循上段所載程序向本公司要求召開股東大會。

關於建議某人參選董事的事宜，可於本公司網站參閱有關程序。

向董事會及本公司的公司秘書發出的書面要求均應發送至 ir@lvchengfuwu.com。

向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可透過電郵向本公司查詢，電郵地址為 ir@lvchengfuwu.com。

憲章文件更改

於截至2023年12月31日止年度，組織章程細則並無變動。

Independent Auditor's Report

獨立核數師報告



Independent auditor's report
to the shareholders of Greentown Service Group Co. Ltd.
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Greentown Service Group Co. Ltd. ("the Company") and its subsidiaries ("the Group") set out on pages 133 to 312, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and note, comprising material accounting policy information and other explanatory information.

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 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

獨立核數師報告
致綠城服務集團有限公司股東
(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第133至312頁的綠城服務集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於2023年12月31日的綜合財務狀況報表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及附註，包括主要會計政策資料及其他解釋性資料。

我們認為，該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2023年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於 貴集團，並已履行該等要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

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.

關鍵審計事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。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。我們不會對這些事項提供單獨的意見。

Expected credit loss allowance for trade receivables

貿易應收款項之預期信貸虧損撥備

Refer to accounting policy note 1(p), note 21 and note 32(a) to the consolidated financial statements.
請參閱綜合財務報表附註 1(p) 的會計政策、附註 21 及附註 32(a)。

The Key Audit Matter

關鍵審計事項

As at 31 December 2023, the Group's gross trade receivables and a loss allowance for expected credit losses ("ECLs") amounted to RMB4,654.49 million and RMB389.7 million, respectively.

於 2023 年 12 月 31 日，貴集團貿易應收款項總額及預期信貸虧損（「預期信貸虧損」）之虧損撥備分別為人民幣 4,654.49 百萬元及人民幣 389.7 百萬元。

The Group's trade receivables comprise mainly receivables from property owners and property developers.

貴集團的貿易應收款項主要包括業主及物業發展商的應收款項。

Management measures the loss allowance at an amount equal to lifetime ECL of trade receivables based on the loss patterns for different customers grouped according to the shared credit risk characteristics, ageing of trade receivables, historical loss rates, current economic conditions and forward-looking information at the end of each reporting period.

管理層按不同客戶於各報告期末根據共有之信貸風險特徵、貿易應收款項賬齡、過往虧損率、當前經濟狀況及前瞻性資料分組的虧損模式按相等於貿易應收款項永久預期信貸虧損的金額計量虧損撥備。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess the ECLs allowance for trade receivables included the following:

我們評估貿易應收款項之預期信貸虧損撥備的審計程序包括：

- obtaining an understanding of and evaluating the design, implementation and operating effectiveness of key internal controls relating to credit control, segmentation of trade receivables, ageing analysis review and estimation of credit loss allowance;
了解並評估就信貸控制、貿易應收款項劃分、賬齡分析檢討及信貸虧損撥備估計的關鍵內部監控的設計、實施及運行有效性；
- evaluating the Group's policy for estimating the credit loss allowance with reference to the requirements of the prevailing accounting standard;
參照現行會計準則的要求評估 貴集團估計信貸虧損撥備的政策；

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Expected credit loss allowance for trade receivables (Continued)

貿易應收款項之預期信貸虧損撥備(續)

Refer to accounting policy note 1(p), note 21 and note 32(a) to the consolidated financial statements.
請參閱綜合財務報表附註1(p)的會計政策、附註21及附註32(a)。

The Key Audit Matter

關鍵審計事項

We identified the ECL allowance for trade receivables as a key audit matter because the balance of trade receivables is material to the Group's financial statements and the recognition of expected credit loss is inherently subjective and requires the exercise of significant management judgement.

由於貿易應收款項的結餘對貴集團財務報表而言屬重大，且預期信貸虧損的確認本質上具有主觀性，需要管理層作出重大判斷，故我們將貿易應收款項之預期信貸虧損撥備確認為關鍵審計事項。

How the matter was addressed in our audit

我們的審計如何處理該事項

- obtaining an understanding on the key data and assumptions of the expected credit loss model adopted by management, including the basis of segmentation of trade receivables based on shared credit loss characteristics, historical default data and assumptions involved in management's estimation of loss rate;
了解管理層採用的預期信貸虧損模型的關鍵資料及假設，包括根據共有之信貸虧損特徵進行貿易應收款項劃分的基準、過往違約資料及管理層估計虧損率所涉及的假設；
- assessing the appropriateness of management's estimation of loss allowance and examining the information used by management to derive such estimates, including testing accuracy of the historical default data and evaluating whether historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;
評估管理層對虧損撥備估計的適當性及審查管理層為得出該等判斷所用的資料，包括測試過往違約數據的準確性及評估過往虧損率是否根據當前經濟狀況及前瞻性資料進行適當調整；
- assessing whether items in the trade receivables ageing report were categorised in the appropriate ageing bracket by comparing with the demand notes, invoices and other relevant underlying documentation, on a sample basis; and
透過抽樣選取樣本與要求付款通知書、發票及其他相關文件對比，抽樣評估貿易應收款項賬齡報告內的項目是否分類至適當的賬齡類別；及
- re-performing the calculation of the loss allowance as at 31 December 2023 based on the Group's credit loss allowance policies.
根據貴集團信貸虧損撥備政策，重新計算於2023年12月31日的虧損撥備。

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Assessment of the fair value of financial instruments

金融工具公平值評估

Refer to accounting policy note 1(g), note 18 and note 32(f) to the consolidated financial statements.

請參閱綜合財務報表附註1(g)的會計政策、附註18及附註32(f)。

The Key Audit Matter

關鍵審計事項

As at 31 December 2023, the fair value of the Group's financial instruments carried at fair value was RMB1,628.7 million, of which RMB149.3 million, RMB1.2 million and RMB1,478.2 million were classified under the fair value hierarchy as level 1, level 2 and level 3 financial instruments respectively.

於2023年12月31日，貴集團以公平值計價的金融工具的公平值為人民幣1,628.7百萬元，其中人民幣149.3百萬元、人民幣1.2百萬元及人民幣1,478.2百萬元分別分類為公平值等級之第一級、第二級及第三級金融工具。

The valuation of the Group's financial instruments is based on a combination of market data, valuation models and valuation reports, if any, issued by an independent external valuer. The above valuation results often require a considerable number of inputs, including risk-free rate, share price volatility, expected dividends, discount rate and market multiples. Some of these inputs are obtained from readily available data for liquid markets. Where such observable data is not readily available, as in the case of level 3 financial instruments, estimates need to be developed which can involve significant management judgement.

貴集團金融工具的估值乃基於市場資料、估值模型及獨立外部估值師所發佈的估值報告(如有)的組合。上述估值結果通常需要大量輸入值，包括無風險利率、股價波動、預期股息、貼現率及市場倍數。其中一些輸入值乃從流動市場的現成資料中獲得。倘此類可觀察資料不容易獲得，如三級金融工具，則需要進行估計，這可能涉及重大的管理層判斷。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess the fair value of financial instruments included the following:

我們用以評估金融工具的公平值的審計程序包括：

- assessing the design, implementation and operating effectiveness of key internal controls over the valuation, independent price verification and valuation model approval for financial instruments;
評估對金融工具估值、獨立價格驗證及估值模型審批的關鍵內部監控的設計、實施及運行有效性；
- assessing the fair value of level 1 financial instruments, on sample basis, by comparing the fair values applied by the Group with publicly available market data;
透過比較 貴集團採用的公平值與公開市場資料，以抽樣方式評估一級金融工具的公平值；
- reading investment agreements entered into during current year, on a sample basis, to understand the relevant investment terms and obtaining the information related to the valuation of financial instruments in accordance with the terms of the agreements to evaluate the accuracy of the information used in the valuation;
抽樣閱讀本年度訂立的投資協議，以了解相關投資條款，並取得根據協議條款的金融工具估值相關資料以評估在估值中使用的資料準確性；



KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Assessment of the fair value of financial instruments (Continued)

金融工具公平值評估(續)

Refer to accounting policy note 1(g), note 18 and note 32(f) to the consolidated financial statements.

請參閱綜合財務報表附註1(g)的會計政策、附註18及附註32(f)。

The Key Audit Matter

關鍵審計事項

We have identified assessing the fair value of financial instruments as a key audit matter because of the degree of complexity involved in valuing certain financial instruments and because of the degree of judgement exercised by management in determining the inputs used in the valuation models.

考慮到對若干金融工具估值的複雜程度以及管理層於釐定估值模型所用輸入值時作出的判斷程度，我們已把金融工具的公平值評估列為關鍵審計事項。

How the matter was addressed in our audit

我們的審計如何處理該事項

- evaluating the methodology adopted by management and assessing the reasonableness of the inputs and assumptions used by management in the valuations of material level 2 and level 3 financial instruments;
評估管理層採用的方法，並評估管理層在重大的第二級及第三級金融工具估值中使用的輸入值及假設的合理性；
- obtaining and inspecting the valuation reports prepared by the external valuer engaged by the Group in the valuation of material level 3 financial instruments, if any, on which the directors' assessments of the fair value of these financial instruments were based;
取得並檢查由貴集團委聘外部估值師就重大的第三級金融工具(如有)估值所編製的估值報告，董事據此評估此等金融工具的公平值；
- assessing the external valuer's qualifications, experience and expertise and considering their objectivity and independence;
評估外部估值師的資格、經驗及專業知識，並考慮其客觀性及獨立性；

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Assessment of the fair value of financial instruments (Continued)

金融工具公平值評估(續)

Refer to accounting policy note 1(g), note 18 and note 32(f) to the consolidated financial statements.

請參閱綜合財務報表附註1(g)的會計政策、附註18及附註32(f)。

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

- assessing the valuation methodology adopted by management and the external valuer with reference to the requirements of the prevailing accounting standards, challenging the key assumptions and parameters adopted in the valuation, including risk-free rate, share price volatility, expected dividends, discount rate and market multiples by comparing these key assumptions and parameters with available market data and other publicly available information and establishing our own valuation models to perform revaluations; and
參照現行會計準則的規定評估管理層及外部估值師採用的估值方法，透過將估值中的主要假設及參數與可得市場資料及其他公開資料進行對比而質疑此等主要假設及參數(包括無風險利率、股價波動、預期股息、貼現率及市場倍數)，並建立我們自己的估值模型以進行重估；及
- assessing whether the disclosures in the financial statements reasonably reflected the Group's exposure to financial instrument valuation risk with reference to the requirements of the prevailing accounting standards.
參考現行會計準則的要求，評估財務報表中披露是否合理反映貴集團的金融工具估值風險。

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Assessment of potential impairment of goodwill and brand with an indefinite useful life

商譽及具有無限可使用年期的品牌的潛在減值評估

Refer to accounting policy note 1(f), note 1(k), note 14 and note 15 to the consolidated financial statements.
請參閱綜合財務報表附註 1(f)、附註 1(k) 的會計政策及附註 14 及附註 15。

The Key Audit Matter

關鍵審計事項

As at 31 December 2023, the carrying value of the Group's goodwill and brand with an indefinite useful life amounted to approximately RMB661.3 million and RMB213.1 million, respectively, which in aggregate represented 4.8% of the Group's consolidated total assets at the reporting date.

於2023年12月31日，貴集團的商譽及具有無限可使用年期的品牌之賬面價值分別約為人民幣661.3百萬元及人民幣213.1百萬元，於報告日期合共佔貴集團綜合總資產的4.8%。

These assets have been recognised in the consolidated statement of financial position as a result of businesses acquisitions completed in current and previous years.

由於本年度及過往年度已完成業務收購，該等資產已於綜合財務狀況報表中確認。

Management assesses annually whether goodwill and brand with an indefinite useful life are impaired by means of discounted cash flow forecasts prepared for each cash-generating unit to which goodwill and brand with an indefinite useful life have been allocated, on their own or with the assistance of an independent external valuer, if considered necessary for relevant cash-generating units.

管理層每年自行或在獨立外部估值師的協助下(如認為對相關現金產生單位而言屬必要)通過為每一個已獲分配商譽及具有無限可使用年期的品牌的現金產生單位編製貼現現金流量預測來評估商譽及具有無限可使用年期的品牌是否出現減值。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our audit procedures to assess potential impairment of goodwill and brand with an indefinite useful life included the following:

我們用以評估商譽及具有無限可使用年期的品牌的潛在減值的審計程序包括：

- evaluating the methodology applied by management in the allocation of goodwill and brand with an indefinite useful life to relevant cash-generating units and its preparation of the discounted cash flow forecasts with reference to the requirements of the prevailing accounting standards;
參照現行會計準則的要求，評價管理層在相關現金產生單位的商譽及具有無限可使用年期的品牌的分配及編製貼現現金流量預測時採用的方法；
- assessing the qualifications, experience and expertise of the external valuer appointed by management in assessing the impairment of goodwill and brand with an indefinite useful life and considering their objectivity and independence;
評估管理層委聘的外部估值師的資格、經驗及專業知識(針對評估商譽及具有無限可使用年期的品牌的減值)及考慮彼等的客觀性及獨立性；
- discussing future operating plans with management and evaluating the reasonableness of the assumptions including revenue growth and future profitability;
與管理層討論未來的營運計劃，評估收入增長及未來盈利能力等假設的合理性；

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Assessment of potential impairment of goodwill and brand with an indefinite useful life (Continued)

商譽及具有無限可使用年期的品牌的潛在減值評估(續)

Refer to accounting policy note 1(f), note 1(k), note 14 and note 15 to the consolidated financial statements.
請參閱綜合財務報表附註 1(f)、附註 1(k) 的會計政策及附註 14 及附註 15。

The Key Audit Matter

關鍵審計事項

Management's impairment assessment involves significant judgement, particularly in determining short and long term revenue growth, future profitability and the discount rates applied, all of which can be inherently uncertain.

管理層的減值評估涉及重大判斷，特別是在確定短期和長期收入增長、未來盈利能力及適用的貼現率方面，全部均存在固有不確定性。

We identified assessing potential impairment of goodwill and brand with an indefinite useful life as a key audit matter because determining the key assumptions used in the discounted cash flow forecasts involves a significant degree of management judgement and may be subject to management bias.

由於在釐定貼現現金流量預測時使用的主要假設涉及相當程度的管理層判斷，並可能受管理層偏倚影響，故我們把評估商譽及具有無限可使用年期的品牌的潛在減值確認為關鍵審計事項。

How the matter was addressed in our audit

我們的審計如何處理該事項

- performing a retrospective review by comparing the prior year's discounted cash flow forecast with the current year's results to assess the reliability and historical accuracy of management's forecasting process;
透過對比上一年度的貼現現金流預測與本年度的結果，進行追溯性審閱，以評估管理層預測過程的可靠性及過往準確性；
- evaluating the appropriateness of the discount rates by benchmarking against other comparable companies in the same industry;
透過與同行業其他可比較公司的基準評估貼現率的恰當性；
- evaluating the sensitivity analysis prepared by management for each of the key assumptions adopted in the discounted cash flow forecasts and considering the possibility of error or management bias; and
評估管理層就貼現現金流量預測採用的各項主要假設所進行的敏感度分析，並考慮出現錯誤或管理層偏倚的可能性；及
- assessing the disclosures in the consolidated financial statements in relation to goodwill and brand with an indefinite useful life with reference to the requirement of the prevailing accounting standards.
參照現行會計準則的要求，評估綜合財務報表中有關商譽及具有無限可使用年期的品牌的披露。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

綜合財務報表及核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

就我們審核綜合財務報表而言，我們的責任為閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

基於我們已進行的工作，倘若我們認為其他信息出現重大錯誤陳述，我們須報告有關事實。我們就此並無任何須報告的事項。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

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

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

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with 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.

As part of an audit in accordance with HKSA's, 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.

核數師就審計綜合財務報表承擔的責任

我們的目標為合理確定整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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。
- 了解與審核有關的內部監控，以設計符合情況的審核程序，但並非旨在對貴集團內部監控的有效程度發表意見。
- 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。

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.

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用以持續經營為基礎的會計法是否恰當作出結論，並根據已獲取的審計憑證，確定是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘我們認為存在重大不確定因素，我們需於核數師報告中提請使用者注意綜合財務報表內的相關披露，或倘相關披露不足，則修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表(包括資料披露)的整體列報方式、架構及內容，以及綜合財務報表是否已公允列報相關交易及事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為我們的審核意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與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，為消除威脅而採取的行動或所應用的防範措施。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 Yue Tat Wai.

核數師就審計綜合財務報表承擔的責任(續)

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。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則我們會於核數師報告中描述此等事項。

出具本獨立核數師報告的審計項目合夥人是余達威。

KPMG

Certified Public Accountants

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

26 March 2024

畢馬威會計師事務所

註冊會計師

香港中環
遮打道10號
太子大廈8樓

2024年3月26日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

for the year ended 31 December 2023 截至2023年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入	3(a)	17,393,272	14,856,343
Cost of sales	銷售成本		(14,479,886)	(12,454,390)
Gross profit	毛利		2,913,386	2,401,953
Other revenue	其他收入	4	112,266	157,135
Other net losses	其他淨虧損	4	(191,320)	(8,302)
Selling and marketing expenses	銷售及營銷開支		(342,566)	(266,274)
Administrative expenses	行政開支		(1,274,846)	(1,154,772)
Expected credit losses on financial instruments	金融工具的預期信貸損失	5(c)	(201,722)	(193,118)
Other operating expenses	其他經營開支		(168,201)	(73,762)
Profit from operations	經營利潤		846,997	862,860
Finance income	融資收入		76,263	48,267
Finance costs	融資成本		(78,339)	(85,502)
Net finance costs	融資成本淨額	5(a)	(2,076)	(37,235)
Share of profits less losses of associates	分佔聯營公司利潤減虧損		145,186	26,458
Share of profits less losses of joint ventures	分佔合營公司利潤減虧損		(113)	2,079
(Loss)/gain on disposal of subsidiaries	出售附屬公司的(虧損)/收益		(17,768)	10,064
Loss on disposal of associates	出售聯營公司的虧損		-	(285)
Profit before taxation	稅前利潤	5	972,226	863,941
Income tax	所得稅	6	(256,096)	(232,518)
Profit for the year	年內利潤		716,130	631,423
Attributable to:	以下人士應佔：			
Equity shareholders of the Company	本公司權益股東		605,374	547,501
Non-controlling interests	非控股權益		110,756	83,922
Profit for the year	年內利潤		716,130	631,423

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

for the year ended 31 December 2023 截至2023年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

	Note 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other comprehensive income for the year (after tax and reclassification adjustments)	9		
<i>Item that will not be reclassified to profit or loss:</i>	不會重新分類至損益的項目：		
Share of other comprehensive income of the investees	分佔投資項目之其他綜合收益	26,610	(36,984)
Financial investments at fair value through other comprehensive income ("FVOCI") — net movement in fair value reserves	按公平值計入其他全面收益 (「按公平值計入其他全面收益」) 計量的金融投資 — 公平值儲備之淨變動	(4,395)	(561)
Exchange differences on translation of financial statements of the Company and the Company's subsidiaries outside the mainland China with non-foreign operation	換算本公司及本公司中國內地境外附屬公司(非境外經營)財務報表所產生之匯兌差額	32,604	186,203
		54,819	148,658
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益的項目：		
Exchange differences on translation of financial statements of subsidiaries outside the mainland China with foreign operation	換算中國內地境外附屬公司(境外經營)財務報表所產生之匯兌差額	6,494	2,078
Other comprehensive income for the year	年內其他全面收入	61,313	150,736
Total comprehensive income for the year	年內全面總收入	777,443	782,159
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	666,149	697,275
Non-controlling interests	非控股權益	111,294	84,884
Total comprehensive income for the year	年內全面總收入	777,443	782,159
Earnings per share	每股盈利		
Basic (RMB)	基本(人民幣元)	0.19	0.17
Diluted (RMB)	攤薄(人民幣元)	0.19	0.17

The notes on pages 141 to 312 form part of these financial statements.

第141至312頁之附註屬本財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況報表

at 31 December 2023 於2023年12月31日
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Investment properties	投資物業	11	365,725	528,397
Property, plant and equipment	物業、廠房及設備	12	1,038,845	917,242
Right-of-use assets	使用權資產	13(a)	934,995	937,618
Intangible assets	無形資產	14	592,341	529,028
Goodwill	商譽	15	661,261	657,562
Interest in associates	聯營公司權益	16	837,436	659,203
Interest in joint ventures	合營公司權益	17	9,430	28,681
Other financial assets	其他金融資產	18	475,154	1,038,902
Deferred tax assets	遞延稅項資產	29(b)(ii)	519,073	355,640
Trade and other receivables	貿易及其他應收款項	21	69,078	215,555
Prepayments	預付款項	19	93,658	66,546
Time deposits	定期存款	23	372,961	78,723
			5,969,957	6,013,097
Current assets	流動資產			
Other financial assets	其他金融資產	18	1,158,480	882,056
Inventories	存貨	20	673,789	570,217
Trade and other receivables	貿易及其他應收款項	21	5,044,833	4,610,396
Prepayments	預付款項	19	212,079	229,968
Restricted bank balances	受限制銀行結餘	22	491,243	364,577
Time deposits	定期存款	23	452	–
Cash and cash equivalents	現金及現金等價物	24	4,530,836	4,183,381
			12,111,712	10,840,595
Current liabilities	流動負債			
Bank loans	銀行貸款	25	267,406	124,294
Contract liabilities	合約負債	26	2,095,751	1,528,834
Trade and other payables	貿易及其他應付款項	27	4,871,605	4,733,736
Lease liabilities	租賃負債	13(b)	287,750	257,762
Current taxation	即期稅項	29(a)	901,996	684,553
Provisions	撥備	30	133,017	58,295
			8,557,525	7,387,474
Net current assets	流動資產淨額		3,554,187	3,453,121
Total assets less current liabilities	總資產減流動負債		9,524,144	9,466,218

Consolidated Statement of Financial Position

綜合財務狀況報表

at 31 December 2023 於2023年12月31日
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Bank loans	銀行貸款	25	23,018	186,638
Trade and other payables	貿易及其他應付款項	27	1,369	5,000
Lease liabilities	租賃負債	13(b)	1,129,962	1,257,608
Deferred tax liabilities	遞延稅項負債	29(b)(ii)	97,663	100,514
Provisions	撥備	30	46,928	40,315
			1,298,940	1,590,075
NET ASSETS	資產淨額		8,225,204	7,876,143
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	31(c)	27	28
Reserves	儲備		7,405,508	7,120,961
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔總權益		7,405,535	7,120,989
Non-controlling interests	非控股權益		819,669	755,154
TOTAL EQUITY	總權益		8,225,204	7,876,143

Approved and authorised for issue by the board of directors on 26 March 2024. 董事會於2024年3月26日批准並授權發行。

Yang Zhangfa
楊掌法
Directors
董事

Jin Keli
金科麗
Directors
董事

The notes on pages 141 to 312 form part of these financial statements. 第141至312頁之附註屬本財務報表之一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2023 截至2023年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

Attributable to equity shareholders of the Company
本公司權益股東應佔

	Note	Share capital RMB'000 人民幣千元	Share premium RMB'000 人民幣千元	People's Republic of China (the "PRC")	Share option reserve RMB'000 人民幣千元	Other reserve RMB'000 人民幣千元	Special reserve RMB'000 人民幣千元	Exchange reserve RMB'000 人民幣千元	Fair value reserve (non-recycling)	Share of other comprehensive income of the investees (non-recycling)	Retained profits RMB'000 人民幣千元	Total RMB'000 人民幣千元	Non-controlling interests RMB'000 人民幣千元	Total equity RMB'000 人民幣千元
				statutory reserve RMB'000 人民幣千元					(non-recycling)	(non-recycling)				
Balance at 1 January 2022	於2022年1月1日之結餘	28	4,087,755	63,000	94,477	(139,193)	1,066	(446,709)	(9,583)	16,993	3,351,478	7,019,312	350,950	7,370,262
Changes in equity for 2022:	2022年權益變動：													
Profit for the year	年度利潤	-	-	-	-	-	-	-	-	-	547,501	547,501	83,922	631,423
Other comprehensive income	其他全面收益	-	-	-	-	-	-	187,319	(561)	(38,984)	-	149,774	962	150,736
Total profit and comprehensive income for the year	年度利潤及全面收益總額	-	-	-	-	-	-	187,319	(561)	(38,984)	547,501	697,275	84,884	782,159
Equity settled share-based transactions	權益結算以股份為基礎之交易	28	-	-	39,396	-	-	-	-	-	-	39,396	-	39,396
Shares issued under share option scheme	根據購股權計劃發行之股份	31(a)(v)	*	32,013	(7,428)	-	-	-	-	-	-	24,585	-	24,585
Capital injection in subsidiaries from non-controlling interests	非控股權益向附屬公司注資	-	-	-	-	-	-	-	-	-	-	-	24,449	24,449
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	317,444	317,444
Acquisition of additional interests in subsidiaries	收購附屬公司的額外權益	-	-	-	-	(38,663)	-	-	-	-	-	(38,663)	(17,724)	(56,387)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	-	186	186
Repurchase and cancellation of shares	回購及註銷股份	*	(78,079)	-	-	-	-	-	-	-	-	(78,079)	-	(78,079)
Dividend declared and paid to non-controlling interests	已宣派及已付非控股權益的股息	-	-	-	-	-	-	-	-	-	-	-	(5,035)	(5,035)
Dividends declared in respect of the previous year	就過往年度宣派股息	31(b)(i)	(542,837)	-	-	-	-	-	-	-	-	(542,837)	-	(542,837)
Balance at 31 December 2022	於2022年12月31日之結餘	28	3,498,852	63,000	126,445	(177,856)	1,066	(259,390)	(10,144)	(19,991)	3,898,979	7,120,989	755,154	7,876,143

* Amount less than RMB1,000.

* 金額低於人民幣1,000元。

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2023 截至2023年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔												
		Share capital	Share premium	PRC statutory reserve	Share option reserve	Other reserve	Special reserve	Exchange reserve	Fair value reserve (non-recycling)	Share of other comprehensive income of the investees (non-recycling)	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	中國法定儲備	購股權儲備	其他儲備	特別儲備	匯兌儲備	公平價值儲備 (不可變轉)	(不可變轉) 收益	保留利潤	總計	非控股權益	總權益
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2023	於2023年1月1日之結餘	28	3,498,852	63,000	126,445	(177,856)	1,066	(259,390)	(10,144)	(19,991)	3,898,979	7,120,989	755,154	7,876,143
Changes in equity for 2023:	2023年權益變動:													
Profit for the year	年度利潤	-	-	-	-	-	-	-	-	-	605,374	605,374	110,756	716,130
Other comprehensive income	其他全面收益	-	-	-	-	-	-	38,560	(4,395)	26,610	-	60,775	538	61,313
Total profit and comprehensive income for the year	年度利潤及全面收益總額	-	-	-	-	-	-	38,560	(4,395)	26,610	605,374	666,149	111,294	777,443
Equity settled share-based transactions	權益結算以股份為基礎之交易	28	-	-	33,723	-	-	-	-	-	-	33,723	-	33,723
Capital injection in subsidiaries from non-controlling interests	非控股權益向附屬公司注資	-	-	-	-	-	-	-	-	-	-	-	13,994	13,994
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	1,645	1,645
Acquisition of additional interests in subsidiaries	收購附屬公司的額外權益	-	-	-	-	496	-	-	-	-	-	496	(6,541)	(6,045)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	-	(24,044)	(24,044)
Repurchase and cancellation of shares	回購及註銷股份	(1)	(115,241)	-	-	-	-	-	-	-	-	(115,242)	-	(115,242)
Repurchase of shares (to be cancelled)	回購股份(將予註銷)	-	(15,465)	-	-	-	-	-	-	-	-	(15,465)	-	(15,465)
Transfer of other comprehensive income of the investees upon the disposal of financial assets at FVOCI	出售按公平值計入其他全面收益的金融資產後轉撥投資對象之其他全面收益	-	-	-	-	-	-	-	-	(12)	12	-	-	-
Dividend declared and paid to non-controlling interests	已宣派及已付非控股權益的股息	-	-	-	-	-	-	-	-	-	-	-	(31,833)	(31,833)
Dividends declared in respect of the previous year	就過往年度宣派股息	31(b)(i)	(285,115)	-	-	-	-	-	-	-	-	(285,115)	-	(285,115)
Balance at 31 December 2023	於2023年12月31日之結餘	27	3,083,031	63,000	160,168	(177,360)	1,066	(220,830)	(14,539)	6,607	4,504,365	7,405,535	819,669	8,225,204

The notes on pages 141 to 312 form part of these financial statements.

第141至312頁之附註屬本財務報表之一部分。

Consolidated Cash Flow Statement

綜合現金流量表

for the year ended 31 December 2023 截至2023年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Operating activities	經營活動			
Cash generated from operations	經營所得現金	24(b)	1,641,412	896,863
Income tax paid	已付所得稅		(205,340)	(201,587)
Net cash generated from operating activities	經營活動所得現金淨額		1,436,072	695,276
Investing activities	投資活動			
Payments for the purchase of investment properties, property, plant and equipment, right-of-use assets and intangible assets	購買投資物業、物業、廠房及設備、使用權資產及無形資產付款		(502,911)	(453,793)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		2,824	3,419
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，扣除所獲得現金		(415)	(3,394)
Disposal of subsidiaries, net of cash disposed	出售附屬公司，扣除所失去現金		(15,128)	6,208
Payments for purchase of:	購買下列各項付款：			
— financial assets classified as fair value through profit or loss ("FVPL")	— 分類為按公平值計入損益（「按公平值計入損益」）的金融資產		(1,141,521)	(1,018,236)
— financial assets classified as FVOCI	— 分類為按公平值計入其他全面收益的金融資產		—	(7,117)
Proceeds from redemption of:	贖回下列各項所得款項：			
— FVPL	— 按公平值計入損益		1,186,332	1,147,526
— listed debt investments	— 上市債務投資		4,141	27,998
Payment for interests in associates and joint ventures	就於聯營公司和合營公司權益付款		(42,248)	(28,800)
Proceeds from disposal of interest in associates and joint ventures	出售聯營公司和合營公司權益所得款項		—	10,967
Investment income received from other financial assets	從其他金融資產所得投資收入		63,256	35,806
Dividends received from associates and joint ventures	已收聯營公司及合營公司股息		56,615	4,564
Interest received	已收利息		68,382	62,645
Placement of time deposits, net	存放定期存款之淨額		(285,450)	307,000
Payments for loans and advances	貸款及墊款付款		(88,754)	(261,665)
Proceeds from repayment of loans and advances	償還貸款及墊款所得款項		317,347	26,103
Net cash used in investing activities	投資活動所用現金淨額		(377,530)	(140,769)

Consolidated Cash Flow Statement

綜合現金流量表

for the year ended 31 December 2023 截至2023年12月31日止年度
(Expressed in Renminbi Yuan) (以人民幣元列示)

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Financing activities	融資活動			
Proceeds from new bank loans and other borrowings	新增銀行貸款及其他借款所得款項	24(c)	329,151	480,725
Repayment of bank loans	償還銀行貸款	24(c)	(359,846)	(321,325)
Capital injection from non-controlling interests	非控股權益注資		13,994	24,449
Proceeds from exercise of share options	行使購股權所得款項		–	24,585
Capital element of lease rentals paid	已付租賃租金之資本部分	24(c)	(154,480)	(159,092)
Interest element of lease rentals paid	已付租賃租金之利息部分	24(c)	(69,807)	(58,852)
Payment for acquisition of non-controlling interests	收購非控股權益付款		(6,045)	(56,387)
Payment on repurchase of shares	已付回購股份款項	31(c)(iii)	(130,707)	(78,079)
Dividends paid to equity shareholders of the Company	已付本公司權益股東的股息	24(c)	(285,115)	(542,837)
Dividends paid to non-controlling interests	已付非控股權益的股息	24(c)	(31,833)	(5,283)
Interest paid	已付利息	24(c)	(22,558)	(28,327)
Net cash used in financing activities	融資活動所用現金淨額		(717,246)	(720,423)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額		341,296	(165,916)
Cash and cash equivalents at 1 January	於1月1日之現金及現金等價物	24(a)	4,183,381	4,306,619
Effect of foreign exchange rate changes	匯率變動影響		6,159	42,678
Cash and cash equivalents at 31 December	於12月31日之現金及現金等價物	24(a)	4,530,836	4,183,381

The notes on pages 141 to 312 form part of these financial statements. 第141至312頁之附註屬本財務報表之一部分。

1 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. Material accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates and joint ventures.

The Company was incorporated in the Cayman Islands on 24 November 2014 as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands. The Company’s shares were listed on the Main Board on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 12 July 2016 (the “Listing”).

1 主要會計政策

(a) 合規申明

該等財務報表根據所有適用香港財務報告準則(「香港財務報告準則」)(該統稱包括香港會計師公會(「香港會計師公會」)頒佈的所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公司條例的披露規定編製。該等財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的主要會計政策披露於下文。

香港會計師公會已頒佈若干經修訂香港財務報告準則，該等修訂於本集團當前會計期間首次生效或可提早採納。初次應用該等與本集團當前及過往會計期間相關的變動而導致會計政策的任何變動已於該等財務報表反映，有關資料載於附註1(c)。

(b) 財務報表編製基準

截至2023年12月31日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」)及本集團於聯營公司及合營公司的權益。

根據開曼群島公司法(經修訂)，本公司於2014年11月24日於開曼群島註冊成立為獲豁免有限責任公司。本公司的股份於2016年7月12日在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements

(Continued)

The consolidated financial statements are presented in Renminbi ("RMB"), rounded to the nearest thousand, which is the presentation currency. It is prepared on the historical cost basis except for certain financial assets that are stated at their fair value as explained in the accounting policies set out below:

- investments in equity and debt financial instruments measured at fair value (see note 1(g)); and
- derivative financial instruments (see note 1(h))

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to the entity (the "functional currency").

RMB is the functional currency for the Company's subsidiaries established in the mainland China. The functional currency of the Company and the Company's subsidiaries outside the mainland China (excluding the Company's subsidiaries in Australia) are Hong Kong dollars. The functional currency of the Company's subsidiaries in Australia is Australian dollars.

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

1 主要會計政策(續)

(b) 財務報表編製基準(續)

綜合財務報表以呈列貨幣人民幣(「人民幣」)呈列，均湊整至最接近的千位數。所有資料均按歷史成本基準編製，惟於下文載列的會計政策所闡述之按公平值呈列的若干金融資產除外：

- 按公平值計量之權益及債務金融工具投資(見附註1(g))；及
- 衍生金融工具(見附註1(h))

本集團各實體財務報表中所包含的項目，採用最能反映與本實體相關的潛在事件和情況的經濟實質的貨幣(「功能貨幣」)進行計量。

人民幣是本公司在中國大陸設立的附屬公司的功能貨幣。本公司及本公司在中國大陸以外的附屬公司(不包括本公司在澳大利亞的附屬公司)的功能貨幣為港元。本公司附屬公司在澳大利亞的功能貨幣為澳元。

編製符合香港財務報告準則規定之財務報表時，需要管理層作出會影響政策應用及有關資產、負債及收益與開支呈報金額的判斷、估計及假設。該等估計及相關假設根據歷史經驗及多項於該等情況下認為合理的其他因素而作出，所得結果構成未能從其他來源明顯得出資產及負債的賬面值作出判斷的基準。實際結果或有別於該等估計。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements

(Continued)

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

(c) Changes in accounting policies

The HKICPA has issued the following new and amended HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 1, *Presentation of financial statements* and HKFRS Practice Statement 2, *Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to HKAS 12, *Income taxes: International tax reform — Pillar Two model rules*

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

1 主要會計政策(續)

(b) 財務報表編製基準(續)

估計及相關假設予以不斷檢討。倘修訂會計估計只影響修訂估計期間，則會於該期間確認會計估計的修訂；或倘有關修訂影響現時及未來期間，則會於修訂的期間及未來期間確認會計估計的修訂。

管理層在應用對財務報表有重大影響的香港財務報告準則時所作的判斷及估計的不確定因素的主要來源載於附註2。

(c) 會計政策之變動

香港會計師公會已發佈以下在本集團本會計期間首次有效的新修訂的香港財務報告準則。其中，以下準則與本集團的財務報表有關：

- 香港會計準則第8號(修訂)，*會計政策、會計估計的變化和錯誤：會計估計的定義*
- 香港會計準則第1號，*財務報表呈列*及香港財務報告準則實務報告第2號(修訂)，*作出重大判斷：會計政策披露*
- 香港會計準則第12號(修訂)，*所得稅：與單一交易產生的資產及負債相關的遞延稅項*
- 香港會計準則第12號(修訂)，*所得稅：國際稅收改革—支柱二立法模板*

這些事態發展均未對本集團目前或以前期間的業績和財務狀況產生重大影響。本集團未採用任何對當前會計期間尚未有效的新標準或解釋。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances, and transactions and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests ("NCI") either at fair value or at NCI's proportionate share of the subsidiary's net identifiable assets.

NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with note 1(r) or (s) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

1 主要會計政策(續)

(d) 附屬公司及非控股權益

附屬公司為本集團控制的實體。當本集團參與該實體業務而可獲取或有權享有可變回報及能對該實體行使權力以影響該等回報時，則視為控制該實體。附屬公司的財務報表自本集團控制開始之日納入綜合財務報表，直至控制結束。

集團內結餘、集團內部交易產生的交易、任何未變現收入及開支(外幣交易損益除外)均予抵銷。集團內部交易產生的未變現虧損以與未變現收益相同的方式予以抵銷，但僅限於沒有減值證據的情況。

就各業務合併而言，本集團可選擇按公平值或非控股權益(「非控股權益」)應佔附屬公司可識別淨資產值的比例計量任何非控股權益。

非控股權益呈列於綜合財務狀況報表的權益內，與本公司權益股東應佔權益分開列示。本集團業績中的非控股權益於綜合損益表及綜合損益及其他全面收益表呈列，作為本公司非控股權益與權益股東之間的年度損益總額及全面總收益分配。非控股權益持有人所提供貸款及對該等持有人之其他合約責任，視乎負債性質按照附註1(r)或(s)於綜合財務狀況報表呈列為金融負債。

本集團於附屬公司的權益變動不會導致失去控制權的，則按權益交易方式入賬。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests

(Continued)

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(m)(iii)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(e) Associates and joint ventures

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies.

A joint venture is an arrangement in which the Group or the Company has joint control, whereby the Group or the Company has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

An interest in an associate or a joint venture is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). There are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of those investees, until the date on which significant influence or joint control ceases.

1 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

當本集團失去一附屬公司之控制權，則終止確認該附屬公司的資產及負債以及任何相關非控股權益及權益的其他部分。所產生的任何盈虧確認為損益。任何在喪失控制權日仍保留該前附屬公司之權益按公平值確認。

在本公司財務狀況表內，於附屬公司的投資按成本扣除減值虧損列示(見附註1(m)(iii))，惟倘有關投資分類為持作出售(或計入分類為持作出售之出售組別)則除外。

(e) 聯營公司和合營公司

聯營公司指本集團或本公司擁有重大影響力，惟並無控制或共同控制其財務及運營決策之實體。

合營公司為本集團或本公司擁有共同控制權之安排，本集團或本公司據此有權享有安排之資產淨值，而非有權享有其資產及有義務承擔其負債。

於聯營公司或合營公司的權益使用權益法入賬，惟倘分類為持作出售(或計入分類為持作出售之出售組別)則除外。其初步按成本(包括交易成本)確認，其後綜合財務報表將納入本集團分佔該等投資對象之損益及其他全面收益(「其他全面收益」)，直至該重大影響或共同控制終止之日止。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(e) Associates and joint ventures (Continued)

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture (after applying the ECL model to such other long-term interests where applicable (see note 1(m)(i))).

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the Company's statement of financial position, an investment in an associate or a joint venture is stated at cost less impairment losses (see note 1(m)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(f) Goodwill

Goodwill arising on acquisition of business is measured at cost less accumulated impairment losses and is tested annually for impairment (see note 1(m)).

1 主要會計政策(續)

(e) 聯營公司和合營公司(續)

當本集團應佔聯營公司或合營公司的虧損超出應佔權益時，本集團的權益將調減至零，並且不再確認其他虧損，惟倘本集團須承擔法定或推定責任，或代表投資對象付款則除外。就此而言，本集團之權益是以按照權益法計算投資的賬面金額，連同實質上構成本集團在聯營公司或合營公司投資淨額一部分的長期權益為準(預期信貸虧損模型應用於其他此類長期權益後(如適用))(見附註1(m)(i))。

與使用權益法入賬的投資對象之間的交易產生的未變現收益，以本集團於投資對象的權益為限進行抵銷。未變現虧損按與未變現收益相同的方式進行抵銷，但僅限於沒有減值證據的情況。

於本公司財務狀況表，於聯營公司或合營企業投資按成本減去減值虧損列賬(見附註1(m))，除非該投資分類為持作出售(或計入分類為持作出售的出售組別)。

(f) 商譽

收購業務產生的商譽按成本減去累計減值虧損計量，並每年進行減值測試(見附註1(m))。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Other investments in financial instruments

The Group's and the Company's policies for investments in financial instruments, other than investments in subsidiaries, associates and joint ventures, are set out below:

Investments in financial instruments are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 32(f). These investments are subsequently accounted for as follows, depending on their classification.

(i) Non-equity investments

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

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see note 1(w)(ii)(c)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- FVOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.

1 主要會計政策(續)

(g) 其他金融工具投資

除於附屬公司、聯營公司及合營公司的投資外，本集團及本公司的金融工具投資的政策載列如下：

金融工具投資於本集團承諾購買／出售該等投資之日予以確認／取消確認。投資初步按公平值加直接應佔交易成本列賬，惟按公平值計入損益計量之投資除外，有關投資之交易成本直接於損益確認。有關本集團如何確定金融工具公平值的解釋，請參見附註32(f)。該等投資其後按其分類以下列項目入賬。

(i) 非股本投資

非股本投資分類為以下計量類別之一：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲得本金及利息付款。預期信貸虧損、使用實際利率法計算的利息收益(見附註1(w)(ii)(c))、匯兌收益及虧損於損益確認。取消確認的任何收益或虧損於損益確認。
- 按公平值計入其他全面收益 — 可劃轉，倘投資的合約現金流量僅包括本金及利息付款，且投資乃於其目的為同時收取合約現金流量及出售的業務模式中持有。預期信貸虧損、利息收益(使用實際利率法計算)及匯兌收益及虧損於損益確認，計算方式與按攤銷成本計量的金融資產相同。公平值與攤銷成本之間的差額於其他全面收益確認。當投資被取消確認，於其他全面收益累計的金額從權益劃轉至損益。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Other investments in financial instruments

(Continued)

(i) Non-equity investments (Continued)

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

(ii) Equity investments

An investment in equity financial instruments is classified as FVPL unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other net income (see note 1(w)(ii)(b)).

(h) Derivative financial instruments

The Group holds derivative financial instruments to manage its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequently, they are measured at fair value with changes therein recognised in profit or loss.

1 主要會計政策(續)

(g) 其他金融工具投資(續)

(i) 非股本投資(續)

- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益(可劃轉)的標準。投資的公平值變動(包括利息)於損益確認。

(ii) 股本投資

於股本金融工具的投資分類為按公平值計入損益，除非股本投資並非持作買賣用途，且於初次確認投資時，本集團不可撤回地選擇指定投資為按公平值計入其他全面收益(不可劃轉)，以致公平值的後續變動於其他全面收益確認。該等選擇乃按工具個別作出，惟僅當發行人認為投資符合權益定義時方可作出。倘於出售時對特定投資作出該選擇，則於公平值儲備(不可劃轉)累計的金額轉撥至保留盈利，而非透過損益賬劃轉。來自股本證券(不論分類為按公平值計入損益或按公平值計入其他全面收益)投資的股息，均於損益確認為其他淨收益(見附註1(w)(ii)(b))。

(h) 衍生金融工具

本集團持有衍生金融工具，以管理其面臨的外匯及利率風險。若主合約並非金融資產且符合若干標準，則嵌入衍生工具與主合約分開單獨列賬。

衍生工具初步以公平值確認。隨後，其按公平值計量，相關變動於損益確認。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(i) Investment property

Investment properties are stated at cost less accumulated depreciation and accumulated impairment loss. Rental income from investment properties is accounted for as described in note 1(w)(ii)(a).

Depreciation is calculated to write off the costs of investment properties, less a residual value, if any, using the straight-line method over their lease term.

(j) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less any accumulated depreciation and impairment losses (see note 1(m)(iii)):

- buildings held for own use which are situated on leasehold land (see note 1(l)); and
- other items of plant and equipment.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

1 主要會計政策(續)

(i) 投資物業

投資物業按成本減累計折舊及累計減值虧損列賬。投資物業所得租金收入按附註1(w)(ii)(a)所述方式入賬。

投資物業折舊按其租賃期，在扣除其剩餘價值(如有)後，以直線法撇銷其成本計算。

(j) 物業、廠房及設備

以下物業、廠房及設備項目按成本減去任何累計折舊及減值虧損列賬(見附註1(m)(iii)):

- 位於租賃土地上持有自用的樓宇(見附註1(l)); 及
- 其他廠房及設備項目。

如物業、廠房及設備項目中的重大部分有不同的可使用年期，則計作物業、廠房及設備下的獨立項目(主要組成部分)。

出售物業、廠房及設備項目產生的任何收益或虧損在損益內確認。

折舊即使用直線法在預計可使用年期內撇銷物業、廠房及設備項目的成本或估值，減去預計剩餘價值(如有)，通常於損益確認。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) Property, plant and equipment (Continued)

The estimated useful lives for the current and comparative periods are as follows:

— Buildings situated on leasehold land	shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after date of completion	
— Leasehold improvements	shorter of the unexpired term of lease and their estimated useful lives	
— Office equipment and furniture		3–5 years
— Motor vehicles		3–10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(k) Intangible assets (other than goodwill)

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the resulting asset. Otherwise, it is recognised in profit or loss as incurred.

Capitalised development expenditure is subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Other intangible assets that are acquired by the Group upon acquisition of subsidiaries are measured at fair value upon initial recognition. Subsequent to initial recognition, those intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses (see note 1(m)(iii)).

1 主要會計政策(續)

(j) 物業、廠房及設備(續)

當前及比較期間的估計可使用年期如下：

位於租賃土地上的樓宇	按未屆滿的租賃期及其估計可使用年期(以較短者為準，且不超過竣工日期後20年)折舊	
租賃物業裝修	按未屆滿的租賃期及其估計可使用年期(以較短者為準)折舊	
辦公室設備及傢俱		3至5年
汽車		3至10年

折舊方法、可使用年期及剩餘價值於各報告日期審閱並調整(倘適用)。

(k) 無形資產(商譽除外)

研究活動的支出於其產生期間在損益確認。開發費用只有在費用能可靠地計量、產品或流程在技術及商業上可行、未來經濟利益可能產生及本集團有意及有足夠資源完成開發及使用或出售該資產的情況下才會資本化。否則，其於產生時於損益中確認。

資本化的開發成本隨後按成本減累計攤銷及任何累計減值虧損列賬。

本集團於收購附屬公司時所收購的其他無形資產於初始確認時按公平值計量。於初始確認後，該等無形資產按成本減累計攤銷及任何累計減值虧損計量(見附註1(m)(iii))。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(k) Intangible assets (other than goodwill) (Continued)

Amortisation is calculated to write off the cost of intangible assets with finite useful lives less their estimated residual values using the straight-line method over their estimated useful lives, if any, and is generally recognised in profit or loss. The estimated useful lives for the current and comparative periods are as follows:

— Software	2–10 years
— Customer relationship	6–10 years
— Unfulfilled service contracts	remaining contract periods

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

1 主要會計政策(續)

(k) 無形資產(商譽除外)(續)

攤銷乃將具有有限可使用年期之無形資產按照直線法在其預計可使用年期內按成本減估計剩餘價值計算(如有)而撇銷，一般於當期損益確認。本期及可比較年期的估計可使用年期如下：

— 軟件	2至10年
— 客戶關係	6至10年
— 未履行的 服務合約	餘下合約期間

攤銷法、可使用年期及剩餘價值在每個報告日期進行審查及調整(如適用)。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(I) Leased assets

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

(i) As a lessee

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

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

1 主要會計政策(續)

(I) 租賃資產

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導已識別資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

(i) 作為承租人

倘合約包含租賃組成部分及非租賃組成部分，本集團已選擇不分拆非租賃組成部分，並對每個租賃組成部分和任何相關的非租賃組成部分作為一項單一的租賃進行會計處理。

於租賃開始日，本集團確認使用權資產和租賃負債，但租賃期為12個月或以下的短期租賃和低價值項目(筆記本電腦和辦公家具)的租賃除外。當本集團就一項低價值資產訂立租賃時，本集團決定是否以逐項租賃為基礎將租賃資本化。相關的租賃付款如未資本化，則在租賃期內有系統地確認為費用。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(I) Leased assets (Continued)

(i) As a lessee (Continued)

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(j) and 1(m)(iii)), except for the right-of-use assets related to car parking space held as inventory are carried at the lower of cost and net realisable value (see note (n)).

Refundable rental deposits are accounted for separately from the right-of use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost (see notes 1(g)(i) and 1(m)(i)). Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

1 主要會計政策(續)

(I) 租賃資產(續)

(i) 作為承租人(續)

若租賃被資本化，則租賃負債以租賃期內應付租賃付款的現值進行初始確認，並使用該項租賃的內含利率折現；或如果內含利率無法輕易釐定，則使用相關的增量借款利率。初始確認後，租賃負債以攤銷成本計量，且利息費用則採用實際利率法確認。不取決於指數或利率的可變租賃付款並不包含於租賃負債的計量中，並因此於其產生時計入損益。

租賃資本化時已確認的使用權資產按成本進行初始計量，其中包括租賃負債的初始金額，根據任何於開始日或之前作出的租賃付款進行調整，加上產生的任何初始直接費用及將拆卸、搬移相關資產或復原相關資產或資產所在地點的估計成本，減去已收到的租賃優惠。使用權資產隨後按成本減去累計折舊和減值虧損列賬(見附註1(j)及1(m)(iii))，惟與作為存貨持有的停車位有關的使用權資產，按成本及可變現淨值之較低者入賬(見附註(n))。

根據適用於以攤銷成本列賬的非股本證券投資的會計政策(見附註1(g)(i)及1(m)(i))，可退還租金按金與使用權資產分開入賬。按金的賬面值超出初始公平值的任何差額均作為已作出的額外租賃付款入賬，並計入使用權資產成本。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(I) Leased assets (Continued)

(i) As a lessee (Continued)

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

The lease liability is remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modifications are not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group took advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

The Group presents right-of-use assets that do not meet the definition of investment property in "right-of-use assets" or "inventories" if they are held for sales in the ordinary course of business and presents lease liabilities separately in the statement of financial position.

1 主要會計政策(續)

(I) 租賃資產(續)

(i) 作為承租人(續)

當指數或利率變動引起未來租賃付款發生變動；倘本集團就餘值擔保下預計應付的金額發生變化；或本集團改變對是否行使購買、延期或終止選擇權的評估時，則重新計量租賃負債。當租賃負債以此方式重新計量時，對使用權資產的賬面價值作出相應調整，或倘使用權資產的賬面價值減記至零，則計入損益。

租賃進行修訂時，則重新計量租賃負債，租賃修訂指租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化，倘有關修訂未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在該等情況，租賃負債根據經修訂的租賃付款和租賃期限，使用經修訂的貼現率在修訂生效日重新計量。唯一的例外是因COVID-19疫情而直接產生的任何租金寬減，且符合香港財務報告準則第16號租賃第46B段所載的條件。在該等情況下，本集團已利用可行權宜方法不對租金寬減是否為租賃修訂進行評估，並於觸發租金寬減的事件或條件發生期間的損益內將代價變動確認為負可變租賃付款。

對於不符合投資物業定義的使用權資產，如果是在正常業務過程中為銷售而持有，則在「使用權資產」或「存貨」中列報，並在財務狀況表中單獨列示租賃負債。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(l) Leased assets (Continued)

(ii) As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 1(w)(ii)(a).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 1(l)(i), then the Group classifies the sub-lease as an operating lease.

(m) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses ("ECL"s) on:

- financial assets measured at amortised cost (including cash and cash equivalents, restricted bank balances, trade and other receivables, listed debt investments and those loans to associates that are held for the collection of contractual cash flows which represent solely payments of principal and interest);
- lease receivables; and
- loan commitments issued, which are not measured at FVPL.

1 主要會計政策(續)

(l) 租賃資產(續)

(ii) 作為出租人

本集團於租賃初始階段釐定一項租賃為融資租賃或經營租賃。倘租賃轉移相關資產的所有權附帶的絕大部分風險及報酬，該租賃應分類為融資租賃。否則，該租賃被分類為經營租賃。

倘合約包括租賃及非租賃部分，本集團根據相對獨立的售價基準將合約代價分配予各部分。經營租賃產生的租金收入根據附註1(w)(ii)(a)確認。

倘本集團為中間出租人，經參考總租約產生的使用權資產，分租被分類為融資租賃或經營租賃。倘總租約為短期租賃，本集團符合附註1(l)(i)所載豁免，則本集團將分租分類為經營租賃。

(m) 信貸虧損及資產減值

(i) 金融工具的信貸虧損

本集團就以下各項確認預期信貸虧損(「預期信貸虧損」)的虧損撥備：

- 按攤銷成本計量的金融資產(包括現金及現金等價物、受限制銀行結餘、貿易及其他應收款、上市債務投資及該等向聯營公司的貸款(持作以收取合約現金流量，即純粹為獲得本金及利息付款))；
- 應收租賃款項；及
- 已發放貸款承擔，並非按公平值計入損益計量。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

For undrawn loan commitments, expected cash shortfalls are measured as the difference between (i) the contractual cash flows that would be due to the Group if the holder of the loan commitment draws down on the loan and (ii) the cash flows that the Group expects to receive if the loan is drawn down.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate; and
- loan commitments: current risk-free rate adjusted for risks specific to the cash flows.

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

1 主要會計政策(續)

(m) 信貸虧損及資產減值(續)

(i) 金融工具的信貸虧損(續)

計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。一般而言，信貸虧損以合約金額與預期金額之間所有預期短缺現金的現值計量。

對於未提取的貸款承諾，預期短缺現金以(i)如貸款承諾持有人提取貸款應支付本集團的合約現金流量與(ii)本集團預期因提取貸款將收取的現金流量之間的短缺計量。

如影響屬重大，則使用以下貼現率貼現預期短缺現金：

- 固定利率金融資產、貿易及其他應收款項：初始確認時確定的實際利率或其近似值；
- 浮動利率金融資產：當前實際利率；及
- 貸款承諾：針對現金流量特定風險調整的當前無風險利率。

估計預期信貸虧損時考慮的最長期限是本集團面臨信貸風險的最長合約期。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Measurement of ECLs (Continued)

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments (including loan commitments issued) for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

1 主要會計政策(續)

(m) 信貸虧損及資產減值(續)

(i) 金融工具的信貸虧損(續)

計量預期信貸虧損(續)

預期信貸虧損是通過以下其一基礎計量：

- 12個月預期信貸虧損：這些是預計在報告日期後12個月內(倘金融工具的預期壽命低於12個月，則會在更短的期間內)可能發生的違約事件造成的預期信貸虧損部分；及
- 永久預期信貸虧損：這些是預期信貸虧損模式適用的項目之預期壽命內的所有可能的默認事件導致的預期信貸虧損。

除以下按12個月預期信貸虧損計算的項目外，本集團按等同於永久預期信貸虧損的金額計算虧損撥備：

- 於報告日期釐定信用風險低的金融工具；及
- 其他金融工具(包括已發放的貸款承擔)，其信貸風險(即在金融工具之預期壽命內發生違約的風險)自初始確認以來並無顯著增加。

貿易應收款項的虧損撥備總是以等於永久預期信貸虧損的金額計量。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in non-equity securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in OCI and accumulated in the fair value reserve (recycling) does not reduce the carrying amount of the financial asset in the statement of financial position.

1 主要會計政策(續)

(m) 信貸虧損及資產減值(續)

(i) 金融工具的信貸虧損(續)

信貸風險顯著增加

於釐定金融工具的信貸風險自初步確認以來有否大幅上升時及於計量預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出定量及定性資料及分析，包括前瞻性資料。

倘金融資產逾期超過三十日，本集團假定其信貸風險大幅上升。

本集團認為出現以下情況時金融資產發生違約：

- 債務人不可能全額償還其對本集團的信貸義務，而本集團又不能採取變現擔保(如有)等行動。

預期信貸虧損在每個報告日期被重新計量以反映自初始確認以來金融工具信貸風險的變化。預期信貸虧損金額的任何變動均確認為減值損益。本集團確認所有金融工具的減值損益，並通過虧損撥備賬對其賬面金額進行相應調整；但以按公平值計入其他全面收益(可劃轉)計量的非股本證券投資除外，其虧損準備在其他全面收益確認並於公平值儲備(可劃轉)累計，金融資產在財務狀況表中的賬面值不會有所減少。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments (Continued)

Credit-impaired financial assets

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

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

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- the restructuring of a loan or advance by the group on terms that the group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

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

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

1 主要會計政策(續)

(m) 信貸虧損及資產減值(續)

(i) 金融工具的信貸虧損(續)

金融資產的信貸減值

於各報告日期，本集團會評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

金融資產出現信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如拖欠利息或本金；
- 本集團按照其於其他情況下不會考慮的條款重組貸款或墊款；
- 債務人有可能破產或進行其他財務重組；或
- 發行人財務困難導致證券失去活躍市場。

撇銷政策

金融資產或合約資產的賬面總額在沒有實際可收回展望的情況下予以撇銷。一般情況是當本集團以其他方式確定債務人沒有資產或收益來源可以產生足夠現金流量以償付撇銷之金額。

先前已撇銷的資產的後續回收於收回發生期間確認為損益減值撥回。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (Continued)

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

The amount initially recognised as deferred income is subsequently amortised in profit or loss over the term of the guarantee as income (see note 1(w)(ii)(e)).

(iii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than property carried at revalued amounts, investment property, inventories and other contract costs, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

1 主要會計政策(續)

(m) 信貸虧損及資產減值(續)

(ii) 已發出財務擔保的信貸虧損

財務擔保是要求發行人(即擔保人)作出特定付款，以補償擔保受益人(「持有人」)因特定債務人未能按照債務工具的條款支付到期款項而遭受損失的合約。

已出具的財務擔保初步按公平值確認，而該等公平值乃經比較貸方於有擔保下收取的實際利率與於如並無擔保下貸方應收取的估計利率(倘有關資料可作出可靠估計)後，參考類似服務的公平交易中所收取的費用(於可獲得該等資料時)或利率差異而釐定。倘於出具該擔保時已收取或應收取代價，該代價則根據本集團適用於該類資產的政策而予確認。倘概無代價已收取或應予收取，則於損益中確認即時開支。

初始確認為遞延收入的金額隨後於擔保期內於損益中攤銷為收入(見附註1(w)(ii)(e))。

(iii) 其他非流動資產減值

於各報告日期，本集團對其非金融資產(按重估金額列賬的物業、投資物業、存貨及其他合約成本、合約資產及遞延稅項資產除外)的賬面值進行檢討，以確定是否有任何減值跡象。倘出現上述任何跡象，則估計該資產的可收回金額。商譽每年進行減值測試。如存在任何此類跡象，則對資產的可收回金額進行評估。商譽每年進行一次減值測試。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (Continued)

(iii) Impairment of other non-current assets (Continued)

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("CGU"s). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit and loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1 主要會計政策(續)

(m) 信貸虧損及資產減值(續)

(iii) 其他非流動資產減值(續)

就減值測試而言，資產組合在一起形成持續使用產生現金流入的最小資產組別，而該現金流入基本獨立於其他資產或現金產生單位(「現金產生單位」)的現金流入。因業務合併而產生的商譽分配至預期可從合併協同效應獲益的現金產生單位或現金產生單位組別。

資產或現金產生單位的可收回金額乃按其使用價值與其公允價值減出售成本的較高者釐定。使用價值基於估計未來現金流量，並使用反映當時市場對貨幣的時間值及資產或現金產生單位特定風險評估的稅前貼現率貼現至現值。

當資產或現金產生單位賬面值超出其可收回金額時，確認減值虧損。

減值虧損於損益中確認。減值虧損會予以分配，首先減去分配予現金產生單位的任何商譽的賬面值，其後按比例減去該現金產生單位中其他資產的賬面值。

有關商譽的減值虧損不會撥回。就其他資產而言，撥回減值虧損僅以資產的賬面金額不超過倘無確認減值虧損時所釐定的賬面金額(經扣除折舊或攤銷)為限。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(m) Credit losses and impairment of assets (Continued)

(iv) Interim financial reporting and impairment

Under the Rules Governing the Listing of Financial Instruments on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, and reversal criteria as it would at the end of the financial year (see note 1(m)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(n) Inventories and other contract costs

(i) Inventories

Inventories are measured at the lower of cost and net realisable value.

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

Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and the estimated costs necessary to make the sale.

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

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

1 主要會計政策(續)

(m) 信貸虧損及資產減值(續)

(iv) 中期財務報告及減值

根據香港聯合交易所有限公司金融工具上市規則，本集團須根據香港會計準則第34號中期財務報告編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用其於財政年度結束時將會採用之同一減值測試及撥回標準(見附註1(m)(i)及(ii))。

於中期期間就商譽確認的減值虧損不會於其後期間撥回。即使倘該項減值僅於該中期所屬的財政年度末評估而應確認為並無虧損，或虧損額較少的情況下亦不予以撥回。

(n) 存貨及其他合約成本

(i) 存貨

存貨按成本與可變現淨值兩者中的較低者計量。

成本按加權平均法計算，包括所有的採購成本，生產成本及使存貨運往現址及達到目前狀態的其他相關成本。

可變現淨值根據估計售價減任何完工的估計成本和進行銷售所需的估計成本計算。

當存貨已出售時，該存貨賬面價值於相關收入確認期間確認為開支。

存貨減計至可變現淨值金額及存貨所有損失於減計或損失發生期間確認為開支。存貨減計轉回金額為於轉回發生期間抵減存貨所確認之開支。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(n) Inventories and other contract costs (Continued)

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 1(n)(i)), property, plant and equipment (see note 1(j)) or intangible assets (see note 1(k)).

Incremental costs of obtaining a contract, e.g. sales commissions, are capitalised if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Otherwise, costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Amortisation of capitalised contract costs is recognised in profit or loss when the revenue to which the asset relates is recognised (see note 1(w)(i)).

(o) Contract liabilities

A contract liabilities is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(w)(i)). A contract liability is also recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable is also recognised (see note 1(p)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(w)(i)).

1 主要會計政策(續)

(n) 存貨及其他合約成本(續)

(ii) 其他合約成本

其他合約成本指未資本化為存貨(見附註1(n)(i))、物業、廠房及設備(見附註1(j))或無形資產(見附註1(k))的從客戶獲得合約的增量成本或完成與客戶訂立合約的成本。

倘成本與將於未來報告期間確認的收益相關且預期將可收回成本，則獲得合約的增量成本(例如銷售佣金)資本化。獲得合約的其他成本於產生時支銷。

倘成本直接與現有合約或可特別認定的預計合約相關；產生或增加日後將用於提供貨品或服務的資源；及預期將被收回，則完成合約的成本會資本化。否則，完成合約的成本(未資本化為存貨、物業、廠房及設備或無形資產)於產生時支銷。

已資本化合約成本按成本減累計攤銷及減值虧損列賬。已資本化合約成本攤銷於確認資產相關收益時從損益內確認(見附註1(w)(i))。

(o) 合約負債

倘客戶於本集團確認相關收益之前支付代價，則確認合約負債(見附註1(w)(i))。倘本集團擁有無條件權利可於本集團確認相關收益前收取代價，亦確認合約負債。在後者情況下，亦將確認相應的應收款項(見附註1(p))。

倘合約包含重大融資部分，合約結餘包括按實際利息法計算的應計利息(見附註1(w)(i))。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(p) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 1(m)(i)).

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, property pre-sale proceeds held by solicitors that are held for meeting short-term cash commitments, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL (see note 1(m)(i)).

(r) Trade and other payables (other than refund liabilities)

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

(s) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with note 1(y).

1 主要會計政策(續)

(p) 貿易及其他應收款項

應收款項於本集團擁有無條件權利可收取代價時及代價僅隨時間推移即會成為到期應付予以確認。

不包含重大融資成分的貿易應收賬款初步按其交易價格計量。包含重大融資成分的貿易應收賬款及其他應收款項初步按公平值加交易成本計量。所有應收款項隨後均按攤銷成本列賬(見附註1(m)(i))。

(q) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、於銀行及其他金融機構的活期存款、持作履行短期現金承擔的由律師持有的物業預售所得款項、以及其他可隨時兌換為已知金額現金且承受的價值變動風險並不重大的短期、高流動性投資(在購入時距離到期日不超過3個月)。就綜合現金流量表而言，須按要求償還並構成本集團現金管理方面一部分之銀行透支亦列入現金及現金等價物的一個組成部份。現金及現金等價物評估預期信貸虧損(見附註1(m)(i))。

(r) 貿易及其他應付款項(退款負債除外)

貿易及其他應付款項初步按公平值確認。於初始確認後，貿易及其他應付款項按攤銷成本列賬，除非貼現的影響並不重大，在此情況下則按發票金額列賬。

(s) 計息借貸

計息借貸最初按公平值減交易成本計量。隨後，該等借貸採用實際利率法按攤銷成本列值。利息開支根據附註1(y)確認。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(t) Employee benefits

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

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

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

(ii) Share-based payments

The grant-date fair value of equity-settled share based payments granted to employees is measured using the binomial lattice model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

1 主要會計政策(續)

(t) 僱員福利

(i) 短期僱員福利及界定供款退休計劃供款

短期僱員福利於提供有關服務時滯銷。倘因員工提供服務而本集團須承擔現有法律責任或推定責任，並在責任金額能夠可靠作出估計之情況下，本集團需為預計需要支付的金額作負債確認。

界定供款退休計劃供款責任於相關服務提供時支銷。

根據中國相關勞工規則及法規向中國地方退休計劃作出的供款於產生時在損益確認為開支。

(ii) 以股份為基礎之付款

授予僱員的以股份為基礎之付款的授出當日公平值按照二項式點陣模式計量。該金額一般於獎勵歸屬期內確認為開支，並相應增加權益。確認為開支的金額將作調整，以反映有關服務條件為之達成的相關獎勵數目，因此，最終確認的金額依據歸屬日期符合相關服務條件之獎勵數目而計算。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(u) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivables on the taxable income, or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and

1 主要會計政策(續)

(u) 所得稅

所得稅開支包括即期稅項及遞延稅項。所得稅開支在損益中確認，但與業務合併或直接入權益或其他綜合收益中確認的項目有關者除外。

即期稅項包括年內應納稅收入或虧損的預計應付或應收稅項，以及對以往年度應付或應收稅項的任何調整。應付或應收即期稅項金額是對預計支付或收到的稅項金額的最佳估算，反映與所得稅有關的任何不確定性。其採用報告日期已頒佈或實質上已頒佈的稅率進行計量。即期稅項亦包括股息產生的任何稅項。

僅當滿足若干條件時，即期稅項資產與負債才能互相抵銷。

遞延稅項是就用於財務報告目的的資產和負債賬面值與用於納稅目的的金額之間的暫時性差異而確認。以下情況不確認遞延稅項：

- 在非業務合併的交易中初始確認資產或負債時產生的暫時性差異，其既不影響會計損益，亦不影響應納稅損益，且不會產生同等的應納稅和可抵扣暫時性差異；
- 與對附屬公司、聯營公司及合資企業的投資有關的暫時性差異，條件是本集團能夠控制暫時性差異的撥回時間，並且在可預見將來很可能不會撥回；
- 初始確認商譽時產生的應稅暫時性差異；及

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(u) Income tax (Continued)

- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the group expects, at the reporting date, to recover or settle of the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

1 主要會計政策(續)

(u) 所得稅(續)

- 涉及為執行經合組織公佈的支柱二示範規則而頒佈或實質頒佈的稅法所產生的所得稅。

本集團就租賃負債和使用權資產分別確認遞延稅項資產和遞延稅項負債。

遞延稅項資產乃就未動用稅項虧損、未動用稅項抵免和可抵扣暫時性差異而確認，但以未來可能獲得可用來抵扣的應課稅利潤為限。未來應課稅利潤根據相關應納稅暫時性差異的撥回情況確定。如果應納稅暫時性差異的金額不足以全額確認遞延稅項資產，則會基於集團內各個附屬公司的業務計劃，考慮未來的應課稅利潤，並根據現有暫時性差異的撥回情況調整。遞延稅項資產在各報告日期進行審查，並在相關稅項利益不再可能實現時扣減；當未來應課稅利潤的可能性提高時，扣減金額將被撥回。

遞延稅項的計量反映集團於報告日期時預期收回或結算其資產及負債賬面值的方式會帶來的稅務影響。

僅當滿足若干條件時，遞延稅項資產與負債才能互相抵銷。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(v) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract (see note 1(m)(iii)).

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

1 主要會計政策(續)

(v) 撥備及或然負債

一般而言，撥備按能夠反映貨幣的時間價值的現時市場評估及負債特定風險的稅前利率折現預期未來現金流量釐定。

當出售相關產品或服務時，根據過往保修數據及可能結果與其相關概率的加權，確認保修撥備。

虧損性合同撥備按終止合同的預期成本與繼續合同的預期淨成本(以較低者為準)的現值計量，而該現值是根據履行該合同項下責任的增量成本及與履行該合同直接相關的其他成本的分配釐定。在確定撥備前，本集團就與該合同相關的資產確認任何減值虧損(詳見附註1(m)(iii))。

倘經濟利益不大可能流出，或無法對有關數額作出可靠估計，則會將該責任披露為或然負債，除非經濟利益流出的可能性極微。其存在僅能以一宗或以上未來事件的發生與否來確定的潛在責任，除非經濟利益流出的可能性極微，否則亦披露為或然負債。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income

(i) Revenue from contracts with customers

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

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

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

1 主要會計政策(續)

(w) 收益與其他收入

(i) 來自客戶合約之收入

本集團將因於本集團日常業務過程中出售貨品、提供服務或其他人使用本集團的租賃資產所產生的收入分類為收益。

收益於貨品或服務的控制權轉移至客戶時或承租人取得該資產使用權時確認，其金額為本集團預期有權獲得的承諾代價，不包括代表第三方收取的金額。收益不包括增值稅或其他銷售稅，並已扣減任何貿易折扣。

倘合約中包含為客戶提供超過12個月的重大融資利益的融資部分，則收益按應收金額的現值計量，並採用與客戶的另一宗融資交易中反映的貼現率貼現，而利息收入按實際利率法另行累計。倘合約中包含為本集團提供重大融資利益的融資部分，則根據該合約確認的收益包括按實際利率法計算的合同負債所產生的利息開支。本集團運用香港財務報告準則第15號第63段中的實際權宜方法，當融資期限為12個月或以下時，則不會就重大融資部分的任何影響調整代價。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income (Continued)

(i) Revenue from contracts with customers (Continued)

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

(i) *Property service fees, consulting service fee, community living service fee and technology service fees*

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

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

Consulting services mainly include management consulting services and property under construction services. The Group recognises revenue as the services are provided based on the value of performance completed.

1 主要會計政策(續)

(w) 收益與其他收入(續)

(i) 來自客戶合約之收入(續)

有關本集團收益及其他收入確認政策的進一步詳情如下：

(i) *物業服務費、諮詢服務費、園區服務費及科技服務費*

就物業服務而言，本集團根據完成的業績價值確認本集團有權開具發票的金額。

就來自包幹制管理物業的物業服務收入而言，本集團作為委託人，有權按收取的物業管理服務費價值收取收益。就來自酬金制管理物業的物業服務收入而言，本集團作為物業業主代理，有權按預先訂明百分比或物業業主應支付的固定金額的物業管理費收取收入。

諮詢服務主要包括管理諮詢服務及在建物業服務。本集團於提供服務時根據完成的業績價值確認收益。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income (Continued)

(i) Revenue from contracts with customers (Continued)

- (i) *Property service fees, consulting service fee, community living service fee and technology service fees (Continued)*

Community living services mainly include community products and services, home living services, community space services, property asset management services and cultural & education services. For sales of goods in community products and services, and brokerage services in property asset management services, the Group recognises revenue at point in time when the property owners take possession of and accept the goods and services. For home living services, community space services, cultural & education services and other community living services, the Group recognises revenue when the services are rendered. These community services are normally billable immediately upon the services are provided.

Technology services mainly include software development services, information technology services and intelligent lighting engineering and design services. For intelligent lighting design service, the Group recognises revenue at point in time when the customers take possession of and accept the services. For software development services, information technology services and intelligent lighting engineering service, the Group recognises revenue as the services are provided based on the value of performance completed.

1 主要會計政策(續)

(w) 收益與其他收入(續)

(i) 來自客戶合約之收入(續)

- (i) *物業服務費、諮詢服務費、園區服務費及科技服務費(續)*

園區服務主要包括社區產品和服務、家政服務、社區空間服務、物業資產管理服務及文化與教育服務。對於社區產品及服務中的貨品銷售，及物業資產管理服務中的經紀服務，本集團於業主佔有及接受貨品及服務時確認收益。對於家政服務、社區空間服務、文化與教育服務及其他社區服務，本集團在提供服務時確認收益。該等園區服務通常在提供服務後立即收費。

科技服務主要包括軟件開發服務、信息技術服務和智能照明工程和設計服務。就智能照明設計服務而言，本集團在客戶擁有並接受服務時確認收入。就軟件開發服務、信息技術服務和智能照明工程服務而言，本集團在提供服務時根據完成的績效價值確認收入。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income (Continued)

(i) Revenue from contracts with customers (Continued)

(ii) Revenue from other sources and other income

(a) Rental income from operating leases

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(b) Dividends

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

(c) Interest income

Interest income is recognised using the effective interest method. The "effective interest rate" is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

1 主要會計政策(續)

(w) 收益與其他收入(續)

(i) 來自客戶合約之收入(續)

(ii) 其他來源收益及其他收入

(a) 經營租賃的租金收益

來自經營租賃的租金收益於相關租期內按直線法於損益確認。授出之租賃優惠於相關租期內確認為租金收益的組成部分。不取決於指數或利率的可變租賃付款在賺取的會計期間確認為收入。

(b) 股息

股息收益於本集團收取付款的權利獲確定之日於損益確認。

(c) 利息收入

利息收入按實際利率法確認。「實際利率」是以財務資產預期年限的估計未來現金收入完全折現為財務資產的賬面總額之利率。在計算利息收入時，實際利率應用於資產的賬面值總額(當資產並非信貸不良時)。然而，就初始確認後成為信貸不良的金融資產而言，透過將實際利率應用於該金融資產的攤銷成本而計算利息收入。若資產不再屬信貸不良，則恢復使用總額基準計算利息收入。

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(w) Revenue and other income (Continued)

(i) Revenue from contracts with customers (Continued)

(ii) Revenue from other sources and other income
(Continued)

(d) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are initially recognised as deferred income and consequently are effectively recognised in profit or loss as other income on a systematic basis over the useful life of the asset.

(e) Income from financial guarantees issued

Income from financial guarantees issued is recognised over the term of the guarantees (see note 1(m)(ii)).

1 主要會計政策(續)

(w) 收益與其他收入(續)

(i) 來自客戶合約之收入(續)

(ii) 其他來源收益及其他收入(續)

(d) 政府補助

倘可合理保證將收取政府補助且本集團將符合其附帶條件，則政府補助會初步於財務狀況表中確認。

用於補償本集團已產生開支的補助在開支產生的相同期間有系統地在損益中確認為收益。

用於補償本集團資產成本的補助初步確認為遞延收益及因此實際在資產之可使用年期內按系統化基準作為其他收益於損益內確認。

(e) 已發行財務擔保收入

已發行財務擔保收入於擔保期間內確認(請參閱附註1(m)(ii))。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(x) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

- an investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in OCI are reclassified to profit or loss);
- qualifying cash flow hedges to the extent that the hedges are effective.

The assets and liabilities of foreign operations, including goodwill fair value adjustments arising on acquisition, are translated into RMB at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

1 主要會計政策(續)

(x) 外幣換算

外幣交易按交易日期之匯率換算為本集團公司各功能貨幣。

於報告日期以外幣計值之貨幣資產及負債按當日匯率換算為功能貨幣。按公平值計量的外幣計值的非貨幣資產及負債按該公平值釐定的匯率換算為功能貨幣。以外幣列值按歷史成本計量的非貨幣資產及負債按交易當日的匯率換算。外匯差額一般於損益確認。

然而，換算以下項目產生的外幣差額於其他全面收益確認：

- 指定為按公平值計入其他全面收益之股本證券投資(減值除外，已於其他全面收入確認的外幣差額重新分類至損益)；
- 如對沖有效，合資格現金流量對沖工具。

境外業務的資產及負債(包括因收購產生的商譽及公平值調整)按報告日期的匯率換算為人民幣。境外業務的收支按交易日的匯率換算為人民幣。

外幣差額在其他全面收入內確認及在匯兌儲備內累計，惟匯兌差額則撥入非控股權益。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(x) Translation of foreign currencies (Continued)

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(y) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

(z) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

1 主要會計政策(續)

(x) 外幣換算(續)

倘全部或部分處置境外業務，因而失去控制權、重大影響力或共同控制權，與該境外業務有關的匯兌儲備的累積金額將重新分類至損益，作為出售盈虧的一部分。出售包含境外業務的附屬公司時，歸屬於非控股權益的與該境外業務相關的累計匯兌差額應終止確認，惟不得重新分類至損益。倘本集團出售附屬公司的部分權益並保留控制權，累積金額之相關部分應歸屬於非控股權益。如本集團只出售於聯營公司或合營公司的部分權益，但保留重大影響力或共同控制權，該累積金額中的相關比例將重新分類至損益。

(y) 借款成本

直接用於收購、建設或生產需經過相當長的一段時間方可投入擬定用途或出售的借款成本，均撥充資本作為有關資產的部分成本。其他借款成本乃於產生期間列為開支。

(z) 關聯方

- (a) 在以下情況下，某人士或其近親家庭成員與本集團有關聯：
- (i) 控制或與他人共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 是本集團或本集團母公司的主要管理人員的成員。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(z) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (z)(a).
 - (vii) A person identified in (z)(a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

1 主要會計政策(續)

(z) 關聯方(續)

- (b) 在以下任何情況下，某實體與本集團有關聯：
- (i) 該實體及本集團均是同一集團的成員公司(即母公司、附屬公司及同系附屬公司各自有關聯)。
 - (ii) 某實體是另一實體的聯營公司或合營公司(或另一實體為成員公司的某集團的成員公司的聯營公司或合營公司)。
 - (iii) 兩家實體均是同一第三方的合營公司。
 - (iv) 某實體是第三方實體的合營公司而另一實體則是該第三方實體的聯營公司。
 - (v) 該實體是旨在提供福利予本集團或與本集團有關聯的實體的僱員的離職後福利計劃。
 - (vi) 該實體受(z)(a)項中所識別的人士控制或共同控制。
 - (vii) 在(z)(a)(i)項中所識別的人士對該實體有重大影響力，或該人士是該實體(或是該實體的母公司)的主要管理人員的成員。
 - (viii) 向本集團或向本集團之母公司提供主要管理人員服務之實體或其所屬集團之任何成員公司。

某人士的近親家庭成員為在與實體交易時預期會影響該名人士或受到該名人士影響的家庭成員。

1 MATERIAL ACCOUNTING POLICIES (CONTINUED)

(aa) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in applying the Group's accounting policies, which are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following critical accounting policies involve the most significant judgements and estimates used in the preparation of the financial statements.

1 主要會計政策(續)

(aa) 分部呈報

經營分部及財務報表所呈列各分部的金額，乃從為向本集團各地地理位置分配資源及評估其業績而定期向本集團最高行政管理層提供的財務資料中識別出來。

就財務報告而言，個別重要的經營分部不會匯集入賬，除非該等分部的經濟特質相近，且彼等的產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務的方法及監管環境性質等方面相類近。倘個別不重大的經營分部符合大部分該等標準，則可進行合併計算。

2 會計判斷及估計

編製符合香港財務報告準則規定之財務資料須使用若干關鍵會計估計，管理層亦須於應用本集團會計政策過程中行使其判斷，有關政策會予以持續評估及基於過往經驗及於有關情況下相信為合理的其他因素，包括對未來事件的預期。

下列關鍵會計政策涉及編製財務資料時所用的最主要判斷和估計。

2 ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Key sources of estimation uncertainty are as follows:

(i) Impairment for financial instruments

The impairment allowances for financial instruments are based on assumptions about risk of expected credit loss rates. The Group adjusts judgement in making these assumptions and selecting inputs for computing such impairment loss, broadly based on the available customers' historical data, existing market conditions including forward looking estimates at the end of each reporting period. Any change in such assumptions and judgement would affect the expected credit loss to be recognised and hence the net profit in future years.

(ii) Recognition of deferred tax assets

Deferred tax assets in respect of tax losses carried forward and deductible temporary differences are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the relevant assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting date. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require a significant level of judgement exercised by the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years.

(iii) Impairment of non-current assets

If circumstances indicate that the carrying amounts of property, plant and equipment, right-of-use assets, intangible assets, goodwill, interest in associates, interest in joint ventures and investment properties may not be recoverable, the assets may be considered impaired and are tested for impairment. An impairment loss is recognised when the asset's recoverable amount has declined below its carrying amount. The recoverable amount is the greater of the fair value less costs to sell and value in use. In determining the recoverable amount which requires significant judgements, the Group estimates the future cash flows to be derived from continuing use and ultimate disposal of the asset and applies an appropriate discount rate to these future cash flows.

2 會計判斷及估計(續)

估計的不確定因素的主要來源如下：

(i) 金融工具減值

金融工具的減值撥備乃基於有關預期信貸虧損率風險的各項假設。本集團大致根據現有客戶的歷史資料、當前市場狀況(包括各報告期末的前瞻性估計)，在作出假設及選擇輸入以計算該等減值虧損時調整判斷。該等假設及判斷如有變動，將會影響將予確認的預期信貸虧損，乃至影響未來年度的純利。

(ii) 確認遞延稅項資產

有關已結轉稅項虧損及可抵扣暫時差額的遞延稅項資產，乃使用於各報告日期止已頒佈或實質頒佈的稅率，按照相關資產及負債賬面值的預期實現或結算方式確認及計量。在釐定遞延稅項資產的賬面值時，預期應課稅溢利的估計涉及許多有關本集團經營環境的假設並需要董事在很大程度上作出判斷。該等假設及判斷如有變動，將會影響將予確認的遞延稅項資產的賬面值，乃至影響未來年度的純利。

(iii) 非流動資產減值

倘情況顯示物業、廠房及設備、使用權資產、無形資產、商譽、於聯營公司的權益、於合營公司的權益及投資物業的賬面值可能無法收回，則該等資產會被視為已減值及進行測試減值。當資產的可收回金額下跌至低於其賬面值時，則會確認減值虧損。可收回金額為公平值減銷售成本與使用價值兩者中的較高者。於釐定須作出重大判斷之可收回金額時，本集團會估計持續使用及最終出售資產所產生之未來現金流量及採用合適貼現率貼現該等未來現金流量。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are provision of property services, community living services, consulting services and technology services.

(i) Disaggregation of revenue

Disaggregation of revenue by major service line is as follows:

3 收入及分部呈報

(a) 收入

本集團的主要業務為提供物業服務、園區服務、諮詢服務及科技服務。

(i) 收入劃分

按主要業務線對收入的劃分如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之來自與客戶合約的收入		
Disaggregated by major service lines	按主要服務線劃分		
Property services	物業服務	11,101,501	9,446,258
Community living services	園區服務	3,521,880	2,820,751
Consulting services	諮詢服務	2,295,256	2,066,796
Technology services	科技服務	427,954	489,390
		17,346,591	14,823,195
Revenue from other sources	其他收入來源		
Gross rentals from investment properties	投資物業租金總額		
— Community living services	— 園區服務	46,681	33,148
		17,393,272	14,856,343

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(a) Revenue (Continued)

(i) Disaggregation of revenue (Continued)

Disaggregation of revenue from contracts with customers within the scope of HKFRS 15 by timing of revenue recognition is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue recognised over time:	隨時間確認之收入：		
Property services	物業服務		
Property services	物業服務	11,101,501	9,446,258
Community living services	園區服務		
Home living services	居家生活服務	547,453	256,420
Community space services	園區空間服務	280,635	249,788
Property asset management services	物業資產管理服務	253,132	148,343
Cultural & education services	文化教育服務	690,827	547,740
		1,772,047	1,202,291
Consulting services	諮詢服務		
Property under construction services	在建物業服務	2,020,899	1,821,093
Management consulting services	管理諮詢服務	274,357	245,703
		2,295,256	2,066,796
Technology services	科技服務		
Technology services	科技服務	407,984	448,796
		15,576,788	13,164,141
Revenue recognised at point in time:	於某時間點確認之收入：		
Community living services	園區服務		
Community products and services	園區產品和服務	1,272,004	1,138,251
Property asset management services	物業資產管理服務	477,829	480,209
		1,749,833	1,618,460
Technology services	科技服務		
Technology services	科技服務	19,970	40,594
		1,769,803	1,659,054
		17,346,591	14,823,195

3 收入及分部呈報(續)

(a) 收入(續)

(i) 收入劃分(續)

符合香港財務報告準則第15號範圍的客戶合約收入按收入確認時間劃分如下：

Notes to the Financial Statements

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(a) Revenue (Continued)

(i) Disaggregation of revenue (Continued)

Disaggregation of revenue from contracts with customers by geographical location is disclosed in note 3(b)(i).

No revenue from transaction with single external customer amounts to 10% or more of the Group's revenue for each of the periods presented.

(ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

For property services and consulting services, the Group recognises revenue as the services are provided and recognises to which the Group has a right to invoice and that corresponds directly with the value of performance completed. The majority of the property service contracts do not have a fixed term. The term of the contracts for consulting services is generally set to expire when the counterparties notify the Group that the services are no longer required.

For community living services that involved provision of services and goods and technology services that involved software development services, information technology services and intelligent lighting engineering services, they are rendered in a short period of time, which is generally less than a year, and the Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts.

(iii) There were no significant incremental costs to obtain a contract.

3 收入及分部呈報(續)

(a) 收入(續)

(i) 收入劃分(續)

按地理位置對客戶合約收入的劃分於附註3(b)(i)中披露。

概無單一外部客戶交易的收入佔本集團於各呈列期間的收入10%或以上。

(ii) 預計未來將確認因在報告日期與現有客戶簽訂的合同而產生的收入。

就物業服務及諮詢服務而言，本集團於服務提供時按本集團有權開具發票的金額確認收益，直接對應完成的業績價值。大多數物業服務合約沒有固定期限。諮詢服務合約的期限一般於對手方通知本集團不再需要服務時屆滿。

涉及提供服務及貨品的園區服務及涉及軟件開發服務、技術諮詢服務及智能照明工程服務的的科技服務於短時間內提供，一般不超過一年，本集團已選擇實際權宜之計，不披露此類合約的剩餘履約義務。

(iii) 概無大量獲取合約的增量成本。

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting

The Group manages its businesses by geographical location. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following seven reportable segments.

- Region 1: Hangzhou (include Yuhang)
- Region 2: Yangtze River Delta Region (include Ningbo)
- Region 3: Pearl River Delta Region
- Region 4: Bohai Economic Rim Region
- Region 5: Australia
- Region 6: Other overseas and Hongkong Regions
- Region 7: Other mainland China Regions

3 收入及分部呈報(續)

(b) 分部呈報

本集團按地理位置管理其業務。在與內部呈報予本集團最高行政管理人員作出資源分配及表現評估的資料所用的方式一致的情況下，本集團現有下列七個可呈報分部。

- 地區1：杭州(包括餘杭)
- 地區2：長三角地區(包括寧波)
- 地區3：珠三角地區
- 地區4：環渤海經濟圈地區
- 地區5：澳大利亞
- 地區6：其他海外地區和香港地區
- 地區7：中國大陸其他地區

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all non-current assets and current assets with the exception of deferred tax assets. Segment liabilities include trade and other payables of the individual segments and bank borrowings managed directly by the segments with exceptions of current taxation and deferred tax liabilities.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is profit before taxation. In addition to receiving segment information concerning profit before taxation, management is provided with segment information concerning revenue (including inter segment sales), interest income and expense from cash balances and borrowings managed directly by segments, depreciation and amortisation, impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

3 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績、資產和負債

為就分部表現評核及分部間資源分配，本集團的高級管理人員按下列基準監督各可呈報分部的業績、資產及負債：

分部資產包括所有非流動資產及流動資產(遞延稅項資產除外)。分部負債包括個別分部的貿易及其他應付款項以及由分部直接管理的銀行借款(即期稅項及遞延稅項負債除外)。

收入及開支經參考該等分部所產生的收入或該等分部產生或應佔折舊或攤銷產生的開支而分配至可呈報分部。

用於計量報告分部利潤的指標為除稅前利潤。除取得有關除稅前利潤的分部資料外，管理層獲提供有關收入(包括分部間銷售)、由分部直接管理的現金結餘及借款產生的利息收入及開支、折舊、攤銷、減值虧損以及添置分部運營所用非流動分部資產的分部資料。分部間銷售是參照就類似訂單收取外部人士的價格而定的定價。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2023 and 2022 is set out below:

3 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績、資產和負債(續)

為就截至2023年及2022年12月31日止年度的資源分配及分部表現評估而向本集團最高行政管理人員提供的本集團可呈報分部資料載列如下：

		Year ended 31 December 2023 截至2023年12月31日止年度									
		Hangzhou 杭州		Yangtze River Delta Region 長三角地區				Other overseas and Hongkong Regions 其他海外 地區和 香港地區		Other mainland China Regions 中國大陸 其他地區	Total
		Hangzhou (exclude Yuhang)	Yuhang Region	Yangtze River Region (exclude Ningbo)	Ningbo Region	Pearl River Delta Region	Bohai Economic Rim Region	Australia			
		杭州 (不包括餘杭)	餘杭地區	長三角地區 (不包括寧波)	寧波地區	珠三角地區	環渤海經濟 圈地區	澳大利亞	香港地區	中國大陸 其他地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue from external customers	外部客戶收入	5,450,790	638,138	4,832,377	1,022,007	1,047,719	2,053,919	581,234	5,377	1,761,711	17,393,272
Inter-segment revenue	分部間收入	233,730	55,986	59,071	2,360	3,904	9,809	-	5	22,400	387,265
Reportable segment revenue	可呈報分部收入	5,684,520	694,124	4,891,448	1,024,367	1,051,623	2,063,728	581,234	5,382	1,784,111	17,780,537
Reportable segment profit	可呈報分部利潤	451,622	62,746	320,787	39,777	18,609	76,445	17,969	(224,882)	209,153	972,226
Interest income	利息收入	61,800	15	2,336	642	139	658	2,960	6,731	982	76,263
Interest expense (excluding expense capitalised)	利息開支(不包括資本化開支)	(13,192)	(919)	(1,872)	(10,888)	(414)	(5,093)	(41,823)	(220)	(3,918)	(78,339)
Share of profits less losses of associates	分佔聯營公司利潤減虧損	133,798	-	(13)	-	-	266	-	11,135	-	145,186
Share of profits less losses of joint ventures	分佔合營公司利潤減虧損 合營公司	(206)	-	87	-	-	6	-	-	-	(113)
Depreciation and amortisation for the year (excluding expense capitalised)	年度折舊及攤銷 (不包括資本化開支)	(220,859)	(16,799)	(46,833)	(29,931)	(8,182)	(45,533)	(92,720)	(26)	(23,669)	(484,552)
Reportable segment assets	可呈報分部資產	38,994,478	822,614	9,384,271	2,327,188	1,765,939	2,969,030	1,486,204	2,947,661	2,840,432	63,537,817
Including:	包括：										
Interest in joint ventures	於合營公司的權益	8,801	-	535	-	-	94	-	-	-	9,430
Interest in associates	於聯營公司的權益	544,540	-	10,581	-	-	553	-	281,762	-	837,436
Other financial assets	其他金融資產	810,612	-	35,025	-	-	-	1,164	786,833	-	1,633,634
Additions to property, plant and equipment, right of use assets, investment properties, intangible assets and goodwill during the year	年內添置物業、廠房及設備、 使用權資產、投資物業、 無形資產以及商譽	245,208	13,825	63,890	19,261	23,032	50,418	171,797	75	23,896	611,402
Reportable segment liabilities	可呈報分部負債	37,535,472	804,718	7,416,410	1,952,366	1,310,171	2,266,868	1,379,963	98,805	2,078,273	54,843,046

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment results, assets and liabilities (Continued)

3 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績、資產和負債(續)

		Year ended 31 December 2022 截至2022年12月31日止年度										
		Hangzhou 杭州		Yangtze River Delta Region 長三角地區			Bohai Economic Rim Region		Other overseas and Hongkong Regions 其他海外 地區和 香港地區		Other mainland China Regions 中國大陸 其他地區	Total
		Hangzhou (exclude Yuhang)	Yuhang Region	Yangtze River Region (exclude Ningbo)	Ningbo Region	Pearl River Delta Region	環渤海經濟 圈地區	Australia Region	其他海外 地區和 香港地區	中國大陸 其他地區		
		杭州 (不包括餘杭)	餘杭地區	長三角地區 (不包括寧波)	寧波地區	珠三角地區	環渤海經濟 圈地區	澳大利亞 地區	香港地區	中國大陸 其他地區	總計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Revenue from external customers	外部客戶收入	4,560,537	606,385	4,066,425	899,388	954,900	1,824,951	452,385	2,727	1,488,645	14,856,343	
Inter-segment revenue	分部間收入	111,145	20,371	46,563	2,295	3,875	5,182	-	-	18,829	208,260	
Reportable segment revenue	可呈報分部收入	4,671,682	626,756	4,112,988	901,683	958,775	1,830,133	452,385	2,727	1,507,474	15,064,603	
Reportable segment profit	可呈報分部利潤	180,228	38,642	354,260	79,362	95,136	81,030	5,589	(99,171)	128,865	863,941	
Interest income	利息收入	26,971	10	3,085	223	225	438	286	15,712	1,317	48,267	
Interest expense (excluding expense capitalised)	利息開支(不包括資本化開支)	(18,183)	(1,607)	(2,325)	(2,005)	(278)	(2,791)	(51,963)	-	(6,350)	(85,502)	
Share of profits less losses of associates	分佔聯營公司利潤減虧損	7,586	-	-	-	-	(57)	-	21,698	(2,769)	26,458	
Share of profits less losses of joint ventures	分佔合營公司利潤減虧損 合營公司	1,456	-	(11)	-	-	(161)	795	-	-	2,079	
Loss on disposal of associates	出售聯營公司的虧損	(285)	-	-	-	-	-	-	-	-	(285)	
Depreciation and amortisation for the year (excluding expense capitalised)	年度折舊及攤銷 (不包括資本化開支)	(178,023)	(10,209)	(42,743)	(23,614)	(5,500)	(44,925)	(105,454)	(13)	(22,841)	(433,322)	
Reportable segment assets	可呈報分部資產	28,237,360	758,271	7,810,053	2,280,655	1,512,795	2,412,364	1,573,667	2,552,473	2,617,079	49,754,717	
Including:	包括:											
Interest in joint ventures	於合營公司的權益	6,008	-	447	-	-	88	-	22,138	-	28,681	
Interest in associates	於聯營公司的權益	372,411	-	-	-	-	287	-	286,505	-	659,203	
Other financial assets	其他金融資產	910,499	-	5	-	-	-	2,954	1,007,500	-	1,920,958	
Additions to property, plant and equipment, right of use assets, investment properties, intangible assets and goodwill during the year	年內添置物業、廠房及設備、 使用權資產、投資物業、 無形資產以及商譽	489,013	20,663	55,207	262,455	19,862	37,519	229,385	-	22,912	1,137,016	
Reportable segment liabilities	可呈報分部負債	27,493,635	572,583	5,926,684	1,606,459	1,070,210	1,676,333	1,259,811	60,093	1,783,339	41,449,147	

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Revenue	收入		
Reportable segment revenue	可呈報分部收入	17,780,537	15,064,603
Elimination of inter-segment revenue	對銷分部間收入	(387,265)	(208,260)
Consolidated revenue (note 3(a))	綜合收入(附註 3(a))	17,393,272	14,856,343
		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit	利潤		
Reportable segment profit	可呈報分部利潤	972,226	863,941
Elimination of inter-segment profits	對銷分部間利潤	-	-
Reportable segment profit derived from Group's external customers	來自本集團外部客戶可呈報分部利潤	972,226	863,941
Consolidated profit before taxation	稅前綜合利潤	972,226	863,941

3 收入及分部呈報(續)

(b) 分部呈報(續)

(ii) 可呈報分部收入、損益、資產及負債的對賬

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可呈報分部資產	63,537,817	49,754,717
Elimination of inter-segment receivables	對銷分部間應收款項	(45,975,221)	(33,256,665)
Deferred tax assets	遞延稅項資產	519,073	355,640
Consolidated total assets	綜合總資產	18,081,669	16,853,692

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	54,843,046	41,449,147
Elimination of inter-segment payables	對銷分部間應付款項	(45,986,240)	(33,256,665)
Current taxation	即期稅項	901,996	684,553
Deferred tax liabilities	遞延稅項負債	97,663	100,514
Consolidated total liabilities	綜合總負債	9,856,465	8,977,549

3 收入及分部呈報(續)

(b) 分部呈報(續)

(ii) 可呈報分部收入、損益、資產及負債的對賬(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Assets	資產		
Reportable segment assets	可呈報分部資產	63,537,817	49,754,717
Elimination of inter-segment receivables	對銷分部間應收款項	(45,975,221)	(33,256,665)
Deferred tax assets	遞延稅項資產	519,073	355,640
Consolidated total assets	綜合總資產	18,081,669	16,853,692
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	54,843,046	41,449,147
Elimination of inter-segment payables	對銷分部間應付款項	(45,986,240)	(33,256,665)
Current taxation	即期稅項	901,996	684,553
Deferred tax liabilities	遞延稅項負債	97,663	100,514
Consolidated total liabilities	綜合總負債	9,856,465	8,977,549

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4 OTHER REVENUE AND OTHER NET LOSSES

4 其他收入和其他淨虧損

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other revenue	其他收入		
Government grants (note (i))	政府補助(附註(i))	66,021	93,060
Value-added tax deductible (note(ii))	增值稅退稅(附註(ii))	28,749	51,949
Others	其他	17,496	12,126
		112,266	157,135

(i) Government grants mainly represent unconditional discretionary financial support from local municipal government authorities.

(i) 政府補助主要指地方市政府機關提供的無條件酌情財務支援。

(ii) Value-added tax deductible mainly included additional deduction of input value-added tax applicable to certain subsidiaries of the Group.

(ii) 增值稅抵扣主要包括適用於本集團某些附屬公司的投入增值稅的附加抵扣。

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Other net losses	其他淨虧損		
Net loss on sale of property, plant and equipment	出售物業、廠房及設備淨虧損	(2,297)	(1,273)
Net realised and unrealised losses on FVPL	按公平值計入損益的已實現和未實現淨虧損		
— Convertible notes (note 18(ii))	— 可換股票據(附註18(ii))	(127,434)	—
— Project investments (note 18(iv)(vi))	— 項目投資(附註18(iv)(vi))	(18,279)	27,383
— Unlisted equity investments	— 非上市股本投資	(60,856)	963
— Treasury products	— 資金產品	63,281	5,730
— Listed equity securities	— 上市股本證券	(22,923)	(19,937)
— Funds	— 基金	(19,213)	2,710
Net foreign exchange losses	匯兌淨虧損	(3,599)	(23,878)
		(191,320)	(8,302)

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

5 稅前利潤

稅前利潤扣除／(計入)下列各項後達至：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
(a) Net finance costs	(a) 融資成本淨額		
Interest income on financial assets measured at amortised cost	以攤餘成本計量的金融資產 的利息收入	(76,263)	(48,267)
Interest expense on bank loans	銀行貸款利息支出	22,559	28,327
Interest on lease liabilities	租賃負債利息	74,576	68,265
Less: interest expense capitalised into assets under construction*	減：在建資產撥充資本的 利息開支*	(18,796)	(11,090)
Net finance costs	融資成本淨額	2,076	37,235

* For the year ended 31 December 2023, the interest expense have been capitalised at a rate of 6.23%–7.71% per annum.

* 截至2023年12月31日止年度，利息支出已按每年6.23%–7.71%的利率進行資本化。

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5 PROFIT BEFORE TAXATION (CONTINUED)

5 稅前利潤(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
(b) Staff costs	(b) 員工成本		
Salaries and other benefits	薪資及其他福利	4,997,860	4,355,298
Equity-settled share-based payment expense (note 28)	以權益結算股份支付費用(附註28)	33,724	39,396
Contributions to defined contribution scheme (note (i))	界定供款計劃供款(附註(i))	785,288	669,834
		5,816,872	5,064,528
Included in:	計入：		
— Cost of sales	— 銷售成本	4,734,542	4,114,336
— Administrative expenses	— 行政開支	898,001	795,868
— Selling and marketing expenses	— 銷售及營銷開支	184,329	154,324
		5,816,872	5,064,528

(i) Employees of the Group's PRC subsidiaries are required to participate in a defined contribution scheme administered and operated by the local municipal government. The Group's PRC subsidiaries contribute funds which are calculated on certain percentages of the employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

The Group has no other material obligation for the payment of retirement benefits associated with these schemes beyond the annual contributions described above.

(i) 本集團的中國附屬公司僱員須參加由地方市政府管理及運營的界定供款計劃。本集團的中國附屬公司按地方市政府同意的僱員薪金若干百分比向計劃供款，以撥支僱員退休福利。

除上述年度供款外，本集團概無其他與該等計劃相關的退休福利付款的重大責任。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

5 PROFIT BEFORE TAXATION (CONTINUED)

5 稅前利潤(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
(c) Other items	(c) 其他項目		
Expected credit losses on financial instruments	金融工具預期信用損失		
— trade receivables (note 32(a))	— 貿易應收款(附註32(a))	124,102	125,614
— other receivables (note 32(a))	— 其他應收款(附註32(a))	62,304	16,442
— listed debt investments* (note 18(i))	— 已上市債券投資* (附註18(i))	15,316	51,062
Impairment losses	減值虧損		
— investment properties (note 11)	— 投資性物業(附註11)	11,708	—
— interest in associates (note 16)	— 於聯營公司的權益 (附註16)	31,870	25,759
Depreciation charge	折舊開支		
— property, plant and equipment	— 物業、廠房及設備	175,043	147,060
— right-of-use assets	— 使用權資產	196,188	186,782
— investment properties	— 投資物業	56,721	50,245
Amortisation charge	攤銷開支		
— intangible assets	— 無形資產	56,600	49,235
Expense relating to short-term leases (note 13(a))	短期租賃的相關費用 (附註13(a))	121,269	130,904
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets (note 13(a))	與低價值資產租賃相關的開支，不包括短期低價值資產租賃(附註13(a))	728	849
Provision for lawsuit (note 30)	已決訴訟(附註30)	91,415	20,000
Cost of inventories	存貨成本	1,134,658	771,689
Outsourcing labor costs	外包員工成本	5,398,139	4,652,133
Auditors' remuneration	核數師酬金		
— annual audit services	— 年度審計服務	4,150	3,850
— review services	— 審閱服務	1,150	1,150

* Comparative figure of 2022 previously included in other operating expenses.

* 2022年的比較數字，先前計入其他經營開支。

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(a) Taxation in the consolidated statement of profit or loss represents:

6 綜合損益及其他全面收益表之所得稅

(a) 綜合損益表之稅項代表：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current tax — PRC corporate income tax	即期稅項 — 中國企業所得稅		
Provision for the year	年度撥備	396,308	333,044
Under-provision in respect of prior years	過往年度撥備不足	2,075	3,218
		398,383	336,262
Current tax — Overseas corporate income tax	即期稅項 — 海外企業所得稅		
Provision for the year	年度撥備	22,659	10,232
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時差額之產生及撥回	(164,946)	(113,976)
		256,096	232,518

Notes to the Financial Statements

財務報表附註

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit before taxation	稅前利潤	972,226	863,941
National tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned (note (i))	國家稅前利潤稅，按適用於有關稅務管轄區的利潤的稅率計算（附註(i)）	260,362	224,113
Tax benefit of subsidiaries subject to preferential tax rates (note (ii))	附屬公司適用優惠稅率的影響（附註(ii)）	(20,063)	(21,770)
Tax effect of non-deductible expenses, net of non-taxable income	不可扣除費用的稅收影響，扣除非應稅收入	50,291	18,759
Additional deduction for qualified research and development cost (note (iii))	合資格研發費用的額外扣除（附註(iii)）	(9,267)	(7,128)
Tax effect of unused tax losses not recognised	未確認之未使用稅項虧損之稅務影響	19,589	23,149
Recognition of temporary deductible differences and tax losses not recognised as deferred tax assets in previous years	確認過往年度未確認為遞延稅項資產的暫時可扣稅差額及稅項虧損	(23,007)	(6,610)
Reversal of deferred tax recognised in prior years	過往年度確認遞延稅項轉回	11,420	5,126
Tax effect of share of results of associates and joint ventures	應佔聯營公司及合營公司業績之稅務影響	(35,304)	(6,339)
Under-provision in respect of prior years	過往年度撥備不足	2,075	3,218
Actual tax expense	實際稅項開支	256,096	232,518

6 綜合損益及其他全面收益表之所得稅（續）

(b) 按適用稅率對賬的稅收費用與會計利潤之間的對賬：

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(Continued)

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and BVI.

The income tax rate applicable to Group entities incorporated in Hong Kong for the income subject to Hong Kong Profits Tax is 16.5%. No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax during the year ended 31 December 2023 and 2022.

The income tax rate applicable to Group entities incorporated in Australia for the income subject to Income Tax Assessment Act 1997 during the reporting period is 30%.

6 綜合損益及其他全面收益表之所得稅(續)

(b) 按適用稅率對賬的稅收費用與會計利潤之間的對賬：(續)

- (i) 根據開曼群島及英屬維京群島(「英屬維京群島」)的規則及規例，本集團毋須繳交任何開曼群島及英屬維京群島的所得稅。

於香港註冊成立的集團實體須就年內繳納香港利得稅的收入之適用所得稅稅率為16.5%。由於截至2023年及2022年12月31日止年度，本集團並無賺取任何須繳納香港利得稅的收入，故本集團並無就香港利得稅作出撥備。

於澳大利亞註冊成立的集團實體適用於1997年《所得稅評估法》的規定所得稅稅率為30%。

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(Continued)

(ii) PRC Corporate Income Tax

The Group's PRC subsidiaries are subject to PRC income tax at 25% unless otherwise specified.

- For the year ended 31 December 2023, the Group's certain subsidiaries fulfilled the criteria required for preferential income tax rate granted to small and low profit-making enterprises in the PRC, and were entitled to a preferential income tax rate of 5% on taxable income within RMB3,000,000.

For the year ended 31 December 2022, the Group's certain subsidiaries fulfilled the criteria required for preferential income tax rate granted to small and low profit-making enterprises in the PRC, and were entitled to a preferential income tax rate of 2.5% on taxable income for the first RMB1,000,000 and 5% on taxable income for the subsequent RMB1,000,000 to RMB3,000,000.

- Pursuant to Chapter 28 of the Law of the People's Republic of China on Enterprise Income Tax, enterprises are entitled to a preferential income tax rate of 15% after the recognition of high and new technology enterprise.

6 綜合損益及其他全面收益表之所得稅(續)

(b) 按適用稅率對賬的稅收費用與會計利潤之間的對賬：(續)

(ii) 中國企業所得稅

除另有規定外，本集團在中國的附屬公司須按25%繳納中國的企業所得稅。

- 截至2023年12月31日止年度，本集團部分附屬公司符合中國小型低盈利企業的優惠所得稅稅率標準，對人民幣300萬元以內的應納稅所得額享受5%的優惠所得稅稅率。

截至2022年12月31日止年度，本集團某些附屬公司符合中國小型低盈利企業所得稅優惠稅率標準，第一個人民幣100萬元應納稅所得額享受2.5%優先所得稅稅率，後續人民幣1,000,000元至人民幣3,000,000元應納稅所得額優惠稅率享受5%。

- 根據《中華人民共和國企業所得稅法》第二十八章的規定，企業經認定為高新技術企業後，可享受15%的所得稅優惠稅率。

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

(Continued)

(ii) PRC Corporate Income Tax (Continued)

The following list contains subsidiaries of the Group obtained high and new technology enterprise certifications and entitled to a preferential income tax rate of 15%.

	Concessionary tax rate 優惠率	Applicable period 適用期限
Hangzhou Greentown Information and Technology Company Limited 杭州綠城信息技術有限公司	15%	2021 to 2023 2021至2023
Lvman Technology Company Limited 綠漫科技有限公司	15%	2022 to 2024 2022至2024
Zhejiang Huixiang Information and Technology Company Limited 浙江慧享信息技術有限公司	15%	2023 to 2025 2023至2025
Zhejiang Greentown Architectural Technology Co., Ltd. 浙江綠城建築科技技術有限公司	15%	2021 to 2023 2021至2023
Caizhiyunxiang (Hangzhou) Data Information Technology Co., Ltd. 財智云享(杭州)數據信息技術有限公司	15%	2022 to 2024 2022至2024
Zhejiang Greentown Housing Service System Co., Ltd. 浙江綠城房屋服務系統有限公司	15%	2021 to 2023 2021至2023
Zhejiang Chunling Technology Group Co., Ltd. 浙江椿齡科技集團有限公司	15%	2022 to 2024 2022至2024

(iii) Under the PRC Corporate Income Tax Law and its relevant regulations, additional tax deduction is allowed for qualified research and development costs.

6 綜合損益及其他全面收益表之所得稅(續)

(b) 按適用稅率對賬的稅收費用與會計利潤之間的對賬：(續)

(ii) 中國企業所得稅(續)

本集團獲得高新技術企業認證，可享受15%的所得稅優惠稅率。附屬公司詳見下表。

(iii) 根據《中華人民共和國企業所得稅法》及其相關規定，符合條件的研發費用可獲額外扣稅。

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7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

7 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部，董事酬金披露如下：

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Equity settled share-based transactions expense	2023 Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	以權益結算以股份為基礎之交易開支	2023年總計
		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
Chairman	主席						
Mr. Yang Zhangfa	楊掌法先生	-	2,096	960	125	854	4,035
Executive directors	執行董事						
Ms. Jin Keli	金科麗女士	-	1,669	960	125	122	2,876
Mr. Wu Zihua	吳志華先生(於2023年 (resigned on 10 February 2023) 2月10日辭任)	-	194	-	20	-	214
Mr. Chen Hao	陳浩先生	-	1,551	374	2	46	1,973
Non-executive directors	非執行董事						
Ms. Li Hairong	李海榮女士	300	-	-	-	-	300
Mr. Shou Bainian	壽柏年先生	300	-	-	-	-	300
Ms. Xia Yibo	夏一波女士	300	-	-	-	-	300
Mr. Zeng Yiming	曾益明先生(於2023年 (resigned on 28 March 2023) 3月28日辭任)	75	-	-	-	-	75
Mr. Liu Xingwei	劉興偉先生(於2023年 (appointed on 28 March 2023) 3月28日獲委任)	225	-	-	-	-	225
Independent non-executive directors	獨立非執行董事						
Mr. Poon Chiu Kwok	潘昭國先生	300	-	-	-	-	300
Mr. Wong Ka Yi	黃嘉宜先生	300	-	-	-	-	300
Mr. Li Feng	李風先生	300	-	-	-	-	300
Ms. Wu Aiping	吳愛萍女士(於2023年 (resigned on 1 June 2023) 6月1日辭任)	125	-	-	-	-	125
Mr. Jia Shenghua	賈生華先生(於2023年 (appointed on 1 June 2023) 6月1日獲委任)	175	-	-	-	-	175
		2,400	5,510	2,294	272	1,022	11,498

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7 DIRECTORS' EMOLUMENTS (CONTINUED)

7 董事酬金 (續)

	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Equity settled share-based transactions expense	2022 Total	
	董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	以權益結算以股份為基礎之交易開支	2022年總計	
	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	
Chairman	主席						
Mr. Yang Zhangfa	楊掌法先生	-	2,091	621	88	358	3,158
Executive directors	執行董事						
Ms. Jin Keli (appointed on 1 February 2022)	金科麗女士(於2022年2月1日獲委任)	-	1,636	886	78	1,399	3,999
Mr. Wu Zihua	吳志華先生	-	1,612	703	85	-	2,400
Mr. Chen Hao	陳浩先生	-	1,524	776	-	317	2,617
Non-executive directors	非執行董事						
Ms. Li Hairong	李海榮女士	300	-	-	-	-	300
Mr. Shou Bainian	壽柏年先生	300	-	-	-	-	300
Ms. Xia Yibo	夏一波女士	300	-	-	-	-	300
Mr. Zeng Yiming	曾益明先生	300	-	-	-	-	300
Independent non-executive directors	獨立非執行董事						
Mr. Poon Chiu Kwok	潘昭國先生	300	-	-	-	-	300
Mr. Wong Ka Yi	黃嘉宜先生	300	-	-	-	-	300
Mr. Li Feng	李風先生	300	-	-	-	-	300
Ms. Wu Aiping	吳愛萍女士	300	-	-	-	-	300
		2,400	6,863	2,986	251	2,074	14,574

(i) There were no emoluments during the above periods paid by the Group to the directors or any of the five highest paid individuals set out in note 8 below as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no director has waived or agreed to waive any emoluments during the above periods.

(i) 於上述期間，本集團概無向董事或下文附註8所述的五位最高薪人士支付任何酬金，作為邀請彼等加入或加入本集團後的獎勵或離職補償。此外，於上述期間，概無董事放棄或同意放棄任何酬金。

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8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2022: four) are directors whose emoluments are disclosed in note 7. The emoluments in respect of two (2022: one) individual are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Salaries, allowance, and benefits-in-kind	薪金、津貼及實物福利	2,486	1,453
Discretionary bonuses	酌情花紅	1,475	64
Retirement scheme contributions	退休計劃供款	280	83
Share based payment	以股份為基礎之付款	213	-
		4,454	1,600

The emoluments of the above individual with the highest emoluments are within the following bands:

		2023 2023年 Number of individuals 人數	2022 2022年 Number of individuals 人數
HKD1,500,001 — HKD2,000,000	1,500,001 港元至 2,000,000 港元	-	1
HKD2,000,001 — HKD2,500,000	2,000,001 港元至 2,500,000 港元	1	-
HKD2,500,001 — HKD3,000,000	2,500,001 港元至 3,000,000 港元	1	-
HKD3,500,001 — HKD4,000,000	3,500,001 港元至 4,000,000 港元	-	-

8 最高薪人士

五名最高薪人士中，三人(2022年：四人)為董事，彼等的酬金於附註7披露。兩名(2022年：一名)人士的酬金載列如下：

上述最高薪人士的酬金範圍如下：

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9 OTHER COMPREHENSIVE INCOME

9 其他全面收益

		2023 2023年			2022 2022年		
		Before-tax amount 稅前金額 RMB'000 人民幣千元	Tax benefit 稅項優惠 RMB'000 人民幣千元	Net-of tax 稅後 RMB'000 人民幣千元	Before-tax amount 稅前金額 RMB'000 人民幣千元	Tax benefit 稅項優惠 RMB'000 人民幣千元	Net-of tax 稅後 RMB'000 人民幣千元
Exchange differences on translation of:	以下換算之匯兌差額：						
— financial statements of subsidiaries outside the mainland China with foreign operation (recycling)	— 中國內地以外經營實體財務報表(可劃轉)	6,494	-	6,494	2,078	-	2,078
— financial statements of the Company and the Company's subsidiaries outside the mainland China with non-foreign operation (non-recycling)	— 本公司及本公司於中國內地以外非經營實體財務報表(不可劃轉)	32,604	-	32,604	186,203	-	186,203
Equity investments at FVOCI — net movement in fair value reserves (non-recycling)	按公平值計入其他全面收益計量之股本投資 — 公平值儲備之淨變動(不可劃轉)	(4,508)	113	(4,395)	(515)	(46)	(561)
Share of other comprehensive income of the investees (non-recycling)	分佔投資對象的其他全面收益(不可劃轉)	26,610	-	26,610	(36,984)	-	(36,984)
Other comprehensive income	其他全面收益	61,200	113	61,313	150,782	(46)	150,736

10 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB605,374,000 (2022: RMB547,501,000) and the weighted average of 3,210,924,000 ordinary shares (2022: 3,243,688,000 shares) in issue during the year, calculated as follows:

Weighted average number of ordinary shares

		2023 2023年 '000 千股	2022 2022年 '000 千股
Issued ordinary shares at 1 January	於1月1日之已發行普通股	3,227,696	3,245,296
Effect of share options exercised	購股權獲行使之影響	-	2,801
Effect of shares repurchased	回購股份之影響	(16,772)	(4,409)
Weighted average number of ordinary shares at 31 December	於12月31日之普通股加權平均數	3,210,924	3,243,688

10 每股盈利

(a) 每股基本盈利

每股基本盈利以本公司普通權益股東應佔利潤人民幣605,374,000元(2022年：人民幣547,501,000元)，及年內已發行普通股加權平均數3,210,924,000股普通股(2022年：3,243,688,000股)計算，計算如下：

普通股加權平均數

10 EARNINGS PER SHARE (CONTINUED)

(b) Diluted earnings per share

The Company issued potentially dilutive instrument such as equity settled share-based transaction (see note 28) in previous years. However, the Company did not include this instrument in its calculation of diluted earnings per share during the year ended 31 December 2023, because the effect of such inclusion would be anti-dilutive. Therefore, diluted earnings per share are the same as the basic earnings per share for the year ended 31 December 2023.

For the year ended 31 December 2022, the Company has one category of dilutive potential ordinary shares, which is the share options granted to certain directors and employees of the Group which were vested at 11 September 2018 (see note 28(a)).

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from these equity settled share-based transactions.

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB547,501,000 and the weighted average number of ordinary shares outstanding after adjusting of all dilutive potential ordinary shares amounting to 3,248,462,000 ordinary shares, calculated as follows:

Weighted average number of ordinary shares (diluted)

		2022 2022年 '000 千股
Weighted average number of ordinary shares at 31 December	於12月31日之普通股加權平均數	3,243,688
Effect of equity settled share-based transactions	以權益結算股份支付的交易的影響	4,774
Weighted average number of ordinary shares (diluted) at 31 December	於12月31日之普通股加權平均數(經攤薄)	3,248,462

10 每股盈利(續)

(b) 每股攤薄盈利

本公司於過往年度發行了潛在的稀釋性工具，如基於股權結算股份支付的交易(見附註28)。然而，在截至2023年12月31日止年度中，本公司沒有在其每股攤薄盈利的計算中包括該工具，因為這種納入的影響將是抗稀釋的。因此，每股攤薄盈利與截至2023年12月31日止年度的每股基本盈利相同。

在截至2022年12月31日止年度，本公司有一類潛在攤薄普通股，即於2018年9月11日授予本集團某些董事和員工的股票期權。(見附註28(a))。

每股攤薄盈利按調整未獲行使普通股加權平均數以假設該等以權益結算股份支付的交易產生的所有潛在攤薄普通股均已獲轉換計算。

每股攤薄盈利根據本公司普通權益股東應佔溢利人民幣547,501,000元，及經調整全部潛在攤薄普通股3,248,462,000股普通股後未獲行使之普通股加權平均數計算得出，計算如下：

普通股加權平均數(經攤薄)

	2022 2022年 '000 千股
Weighted average number of ordinary shares at 31 December	3,243,688
Effect of equity settled share-based transactions	4,774
Weighted average number of ordinary shares (diluted) at 31 December	3,248,462

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

11 INVESTMENT PROPERTIES

11 投資物業

		Leased properties 租賃物業 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：			
At 1 January 2022	於2022年1月1日	250,043	26,235	276,278
Additions	添置	281,327	3,347	284,674
Acquisition of subsidiaries	收購附屬公司	64,400	–	64,400
At 31 December 2022	於2022年12月31日	595,770	29,582	625,352
Additions	添置	9,677	2,027	11,704
Disposals	出售	(154,910)	–	(154,910)
At 31 December 2023	於2023年12月31日	450,537	31,609	482,146
Accumulated depreciation:	累計折舊：			
At 1 January 2022	於2022年1月1日	(31,144)	(195)	(31,339)
Additions	添置	(53,620)	(1,830)	(55,450)
Acquisition of subsidiaries	收購附屬公司	(10,166)	–	(10,166)
At 31 December 2022	於2022年12月31日	(94,930)	(2,025)	(96,955)
Additions	添置	(56,104)	(617)	(56,721)
Disposals	出售	37,255	–	37,255
At 31 December 2023	於2023年12月31日	(113,779)	(2,642)	(116,421)
Accumulated Impairment:	累計減值：			
At 31 December 2022	於2022年12月31日	–	–	–
Additions	添置	(11,708)	–	(11,708)
Disposals	出售	11,708	–	11,708
At 31 December 2023	於2023年12月31日	–	–	–
Net book value:	賬面淨值：			
At 31 December 2023	於2023年12月31日	336,758	28,967	365,725
At 31 December 2022	於2022年12月31日	500,840	27,557	528,397

11 INVESTMENT PROPERTIES (CONTINUED)

No depreciation charge (2022: RMB5,205,000) for the year ended 31 December 2023 has been capitalised in "investment properties" when these costs are relating to development activities.

The investment properties are valued by management to be RMB407,380,000 as at 31 December 2023 (2022: RMB597,678,000) using discounted cash flow techniques based on contracted and expected cash inflows and outflows arising from the investment properties.

The decrease is mainly arising from an investment property with a net book value of RMB105,542,000 and lease liability of RMB136,477,000 under a certain lease arrangement have been derecognised as the lessor exercised the right of unilateral termination under the lease agreement resulting in a gain on disposal of RMB1,576,000 during the year ended 31 December 2023. The Group has also made a provision for impairment loss of RMB11,708,000 for the leasehold improvement affixed to this investment property.

11 投資物業(續)

截至2023年12月31日止年度並無折舊支出(2022年：人民幣5,205,000元)，並已於該等成本與開發活動相關時資本化至「投資物業」。

管理層於2023年12月31日對投資物業的估值為人民幣407,380,000元(2022年：人民幣597,678,000元)，乃使用基於投資物業產生的已訂約及預期現金流入及流出的貼現現金流量方法進行。

減少主要乃主要由於，截至2023年12月31日年度，已終止確認某一租賃安排項下賬面淨值為人民幣105,542,000元的投資物業及租賃負債人民幣136,477,000元，原因為出租人行使租賃協議下的單方面終止權，從而獲得處置收益人民幣1,576,000元。本集團亦為該投資物業的租賃裝修計提人民幣11,708,000元的減值虧損撥備。

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12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

		Buildings	Leasehold improvements	Office equipment and furniture 辦公室設備及傢俱	Motor vehicles 汽車	Construction-in-progress 在建工程	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cost:	成本：						
At 1 January 2022	於2022年1月1日	223,958	682,084	278,970	35,590	668	1,221,270
Additions	添置	10,870	180,631	74,511	6,589	5,993	278,594
Acquisition of subsidiaries	收購附屬公司	7,336	629	8,809	1,689	-	18,463
Exchange adjustments	匯兌調整	-	8,807	1,235	9	-	10,051
Disposal of subsidiaries	出售附屬公司	-	(1,082)	(1,121)	(113)	-	(2,316)
Disposals	出售	-	-	(9,727)	(3,928)	-	(13,655)
Transfer from construction-in-progress	轉撥自在建工程	3,094	-	-	71	(3,165)	-
At 31 December 2022	於2022年12月31日	245,258	871,069	352,677	39,907	3,496	1,512,407
At 1 January 2023	於2023年1月1日	245,258	871,069	352,677	39,907	3,496	1,512,407
Additions	添置	15,430	194,326	61,307	6,113	4,723	281,899
Acquisition of subsidiaries	收購附屬公司	-	1,648	1,491	-	-	3,139
Exchange adjustments	匯兌調整	-	18,645	2,232	10	-	20,887
Disposal of subsidiaries	出售附屬公司	-	(11)	(876)	-	-	(887)
Disposals	出售	(23)	-	(13,513)	(4,490)	-	(18,026)
Transfer from construction-in-progress	轉撥自在建工程	-	-	2,325	-	(2,325)	-
At 31 December 2023	於2023年12月31日	260,665	1,085,677	405,643	41,540	5,894	1,799,419

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12 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

12 物業、廠房及設備(續)

		Buildings	Leasehold improvements	Office equipment and furniture 辦公室設備	Motor vehicles	Construction-in-progress	Total
		樓宇	租賃物業裝修	及傢俱	汽車	在建工程	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
Accumulated depreciation: 累計折舊：							
At 1 January 2022	於2022年1月1日	(52,405)	(222,826)	(154,970)	(18,234)	-	(448,435)
Charge for the year	年度支出	(8,361)	(78,939)	(56,244)	(3,516)	-	(147,060)
Acquisition of subsidiaries	收購附屬公司	(868)	-	(6,072)	(974)	-	(7,914)
Exchange adjustments	匯兌調整	-	(1,384)	(323)	(5)	-	(1,712)
Disposal of subsidiaries	出售附屬公司	-	538	417	38	-	993
Written back on disposals	出售撥回	-	-	7,115	1,848	-	8,963
At 31 December 2022	於2022年12月31日	(61,634)	(302,611)	(210,077)	(20,843)	-	(595,165)
At 1 January 2023	於2023年1月1日	(61,634)	(302,611)	(210,077)	(20,843)	-	(595,165)
Charge for the year	年度支出	(7,358)	(81,298)	(81,778)	(4,609)	-	(175,043)
Acquisition of subsidiaries	收購附屬公司	-	-	(125)	-	-	(125)
Exchange adjustments	匯兌調整	-	(2,888)	(1,536)	(8)	-	(4,432)
Disposal of subsidiaries	出售附屬公司	-	3	378	-	-	381
Written back on disposals	出售撥回	9	-	10,616	3,185	-	13,810
At 31 December 2023	於2023年12月31日	(68,983)	(386,794)	(282,522)	(22,275)	-	(760,574)
Net book value: 賬面淨值：							
At 31 December 2023	於2023年12月31日	191,682	698,883	123,121	19,265	5,894	1,038,845
At 31 December 2022	於2022年12月31日	183,624	568,458	142,600	19,064	3,496	917,242

As at 31 December 2023, certain of the Group's property, plant and equipment with carrying amounts of Australian dollar ("AUD") 118,256,000 (equivalent to RMB543,542,000) (2022: AUD93,738,000 (equivalent to RMB441,860,000)) were mortgaged as security of certain bank loans of the Group (see note 25).

於2023年12月31日，賬面值為118,256,000澳元(「澳元」)(相當於人民幣543,542,000元)(2022年：93,738,000澳元(相當於人民幣441,860,000元))之本集團若干物業、廠房及設備已抵押作為本集團若干銀行貸款(見附註25)之抵押品。

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13 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Right-of-use assets

13 使用權資產及租賃負債

(a) 使用權資產

		Leasehold properties for own use carried at depreciated cost 按折舊成本列賬之自用租賃物業 note (i) 附註(i) RMB'000 人民幣千元	Other leases 其他租賃 note (ii) 附註(ii) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost:	成本：			
At 1 January 2022	於2022年1月1日	1,135,396	72,890	1,208,286
Additions	添置	242,697	37,473	280,170
Acquisition of subsidiaries	收購附屬公司	17,604	–	17,604
Exchange adjustments	匯兌調整	(3,553)	–	(3,553)
Disposals	出售	(140,305)	(120)	(140,425)
At 31 December 2022	於2022年12月31日	1,251,839	110,243	1,362,082
At 1 January 2023	於2023年1月1日	1,251,839	110,243	1,362,082
Additions (note (i))	添置(附註(i))	184,621	16,474	201,095
Exchange adjustments	匯兌調整	23,498	–	23,498
Disposals	出售	(123,792)	(3,516)	(127,308)
At 31 December 2023	於2023年12月31日	1,336,166	123,201	1,459,367
Accumulated depreciation:	累計折舊：			
At 1 January 2022	於2022年1月1日	(316,985)	(19,020)	(336,005)
Charge for the year	年度支出	(179,938)	(18,822)	(198,760)
Exchange adjustments	匯兌調整	(3,065)	–	(3,065)
Written back on disposals	出售撥回	113,246	120	113,366
At 31 December 2022	於2022年12月31日	(386,742)	(37,722)	(424,464)
At 1 January 2023	於2023年1月1日	(386,742)	(37,722)	(424,464)
Charge for the year	年度支出	(160,653)	(45,059)	(205,712)
Exchange adjustments	匯兌調整	(7,611)	–	(7,611)
Written back on disposals	出售撥回	109,899	3,516	113,415
At 31 December 2023	於2023年12月31日	(445,107)	(79,265)	(524,372)
Net book value:	賬面淨值：			
At 31 December 2023	於2023年12月31日	891,059	43,936	934,995
At 31 December 2022	於2022年12月31日	865,097	72,521	937,618

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13 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(a) Right-of-use assets (Continued)

For the right-of-use assets which meet the definition of investment properties and inventories (car parking places), the Group recognises the right-of-use assets as investment properties and inventories (see notes 11 and 20).

Depreciation charge of RMB9,524,000 (2022: RMB11,978,000) for the year ended 31 December 2023 has been capitalised in "Property, plant and equipment" when these cost are relating to development activities.

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	74,576	68,265
Expenses related to short-term leases (note 5(c))	短期租賃的相關費用(附註5(c))	121,269	130,904
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets (note 5(c))	與低價值資產租賃相關的費用，不包括短期低價值資產租賃(附註5(c))	728	849
COVID-19-related rent concessions received	已收 COVID-19 相關租金寬減	-	(8,563)

(i) Leasehold properties for own use

The Group has obtained the right to use properties as its office spaces, teaching buildings, service apartments and retail stores through tenancy agreements. The leases typically run for an initial period of 2 to 10 years. Lease payments are usually increased every 2 years to reflect market rentals.

(ii) Other leases

The Group leases office equipment and furniture under leases expiring from 2 to 10 years.

13 使用權資產及租賃負債(續)

(a) 使用權資產(續)

倘使用權資產符合投資物業及存貨(泊車位)之定義，則本集團將該等使用權資產確認為投資物業及存貨(見附註11及20)。

截至2023年12月31日止年度之折舊支出人民幣9,524,000元(2022年：人民幣11,978,000元)已於該等成本與開發活動有關時資本化至「物業、廠房及設備」。

有關於損益確認之租賃之開支項目分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	74,576	68,265
Expenses related to short-term leases (note 5(c))	短期租賃的相關費用(附註5(c))	121,269	130,904
Expense relating to leases of low-value assets, excluding short-term leases of low-value assets (note 5(c))	與低價值資產租賃相關的費用，不包括短期低價值資產租賃(附註5(c))	728	849
COVID-19-related rent concessions received	已收 COVID-19 相關租金寬減	-	(8,563)

(i) 自用租賃物業

本集團已透過租賃協議獲得使用權以將物業用作其辦公室、教學樓、服務式公寓及零售門店。租賃之初始年期通常為2至10年。租賃付款一般每兩年上調一次，以反映市場租金。

(ii) 其他租賃

本集團以2至10年之租約租賃辦公室設備及傢俱。

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13 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(a) Right-of-use assets (Continued)

(iii) Covid-19-Related Rent Concessions

During the year ended 31 December 2023, the Group did not receive any rent concessions in the form of a discount on fixed payments during the period of severe social distancing and travel restriction measures introduced to contain the pandemic of COVID-19. The amount of fixed lease payments for the year ended 31 December 2022 is summarised as follows:

		For the year ended 31 December 2022 截至2022年12月31日止年度		
		Fixed payments	COVID-19 rent concessions	Total payments
		固定付款 RMB'000 人民幣千元	COVID-19 相關租金寬減 RMB'000 人民幣千元	付款總額 RMB'000 人民幣千元
Trade buildings	貿易大樓	11,173	(8,563)	2,610

(b) Lease liabilities

At 31 December 2023, the lease liabilities were repayable as follows:

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Within 1 year	一年內	287,750	257,762
After 1 year but within 2 years	一年後但兩年內	313,683	261,603
After 2 years but within 5 years	兩年後但五年內	564,818	496,360
After 5 years	五年後	251,461	499,645
		1,417,712	1,515,370

13 使用權資產及租賃負債(續)

(a) 使用權資產(續)

(iii) COVID-19 相關租金寬減

截至2023年12月31日止年度，在為遏制COVID-19疫情而採取嚴厲的社交距離及出遊限制措施期間，本集團並無以固定付款享有折扣的形式獲得租金寬減。截至2022年12月31日止年度，固定租賃付款金額概述如下：

		For the year ended 31 December 2022 截至2022年12月31日止年度		
		Fixed payments	COVID-19 rent concessions	Total payments
		固定付款 RMB'000 人民幣千元	COVID-19 相關租金寬減 RMB'000 人民幣千元	付款總額 RMB'000 人民幣千元
Trade buildings	貿易大樓	11,173	(8,563)	2,610

(b) 租賃負債

於2023年12月31日，應償還租賃負債如下：

		31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Within 1 year	一年內	287,750	257,762
After 1 year but within 2 years	一年後但兩年內	313,683	261,603
After 2 years but within 5 years	兩年後但五年內	564,818	496,360
After 5 years	五年後	251,461	499,645
		1,417,712	1,515,370

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14 INTANGIBLE ASSETS

14 無形資產

		Software	Capitalised development costs	Customer relationship	Unfulfilled service contracts	Brand	Total
		軟件	研發成本	客戶關係	未履行之服務合約	品牌	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
Cost:	成本：						
At 1 January 2022	於 2022 年 1 月 1 日	237,901	-	87,281	51,242	203,169	579,593
Acquired from acquisition of subsidiaries	收購附屬公司取得	392	-	45,686	-	-	46,078
Exchange adjustments	匯兌調整	-	-	391	-	4,036	4,427
Additions	添置	80,380	19,810	-	-	-	100,190
At 31 December 2022	於 2022 年 12 月 31 日	318,673	19,810	133,358	51,242	207,205	730,288
At 1 January 2023	於 2023 年 1 月 1 日	318,673	19,810	133,358	51,242	207,205	730,288
Acquired from acquisition of subsidiaries	收購附屬公司取得	445	-	-	-	-	445
Additions	添置	116,704	-	-	-	-	116,704
Reclassified	重新分類	19,810	(19,810)	-	-	-	-
Disposal	出售	(4,592)	-	-	-	-	(4,592)
Exchange adjustments	匯兌調整	-	-	573	-	5,916	6,489
At 31 December 2023	於 2023 年 12 月 31 日	451,040	-	133,931	51,242	213,121	849,334
Accumulated amortisation:	累計攤銷：						
At 1 January 2022	於 2022 年 1 月 1 日	(120,091)	-	(11,444)	(17,588)	-	(149,123)
Charge for the year	年度支出	(25,140)	-	(10,971)	(13,124)	-	(49,235)
Exchange adjustments	匯兌調整	-	-	(2,902)	-	-	(2,902)
At 31 December 2022	於 2022 年 12 月 31 日	(145,231)	-	(25,317)	(30,712)	-	(201,260)
At 1 January 2023	於 2023 年 1 月 1 日	(145,231)	-	(25,317)	(30,712)	-	(201,260)
Charge for the year	年度支出	(27,093)	-	(16,382)	(13,125)	-	(56,600)
Written back on disposals	出售撥回	1,334	-	-	-	-	1,334
Exchange adjustments	匯兌調整	-	-	(467)	-	-	(467)
At 31 December 2023	於 2023 年 12 月 31 日	(170,990)	-	(42,166)	(43,837)	-	(256,993)
Net book value:	賬面淨值：						
At 31 December 2023	於 2023 年 12 月 31 日	280,050	-	91,765	7,405	213,121	592,341
At 31 December 2022	於 2022 年 12 月 31 日	173,442	19,810	108,041	20,530	207,205	529,028

14 INTANGIBLE ASSETS (CONTINUED)

The Group acquired MAG on 5 July 2019 and recognised the related brand of MAG ("the Brand") of RMB211,679,000 at the acquisition date. MAG is principally engaged in the provision of nursery services and day-to-day education services. The Brand is stated at cost and not amortised while its useful lives is assessed to be indefinite, and the Group performs impairment assessment annually or when indicators of potential impairment are identified. The Brand is allocated to the cash-generating unit ("CGU") of MAG, and the recoverable amount of this CGU is determined based on value in use calculations (see note 15).

14 無形資產(續)

本集團於2019年7月5日收購MAG(「品牌」)，並已於收購日期確認MAG之相關品牌人民幣211,679,000元。MAG主要從事提供托兒服務及日常教育服務。倘品牌之可使用年期評估為無限期，則該品牌按成本呈列且不進行攤銷，且由本集團每年或在確定潛在減值指標時對其進行減值評估。該品牌分配至MAG之現金產生單位(「現金產生單位」)，且該現金產生單位之可收回金額乃按照使用價值計算釐定(見附註15)。

15 GOODWILL

15 商譽

		RMB'000 人民幣千元
Cost:	成本：	
At 1 January 2022	於2022年1月1日	450,988
Arising on acquisition of subsidiaries	於收購附屬公司時產生	192,860
Exchange adjustments	匯兌調整	13,714
At 31 December 2022	於2022年12月31日	657,562
Arising on acquisition of subsidiaries	於收購附屬公司時產生	1,212
Exchange adjustments	匯兌調整	2,487
At 31 December 2023	於2023年12月31日	661,261
Carrying values:	賬面值：	
At 31 December 2023	於2023年12月31日	661,261
At 31 December 2022	於2022年12月31日	657,562

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15 GOODWILL (CONTINUED)

Impairment of CGU containing goodwill

For the purpose of impairment testing of goodwill, goodwill is allocated to a group of CGU (being subsidiaries acquired in each acquisition). Such group of CGU represents the lowest level within the Group at which the goodwill is monitored for internal management purposes.

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Digital intelligence space (formerly named "Zhejiang Greentown Architectural Technology Co., Ltd.")	數智空間(前稱「浙江綠城建築科技有限公司」)	226,387	226,387
MAG	MAG	169,281	166,794
Other subsidiaries in property services	於物業服務之其他附屬公司	184,351	184,351
Other subsidiaries in other services	於其他服務之其他附屬公司	81,242	80,030
Total	總計	661,261	657,562

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections primarily based on the respective financial budgets of the CGU covering a five-year period estimated and approved by management.

Digital intelligence space department

The following table sets each key assumption on which management has based its cash flow projections to undertake impairment testing of on acquisition of Digital intelligence space department as at 31 December 2023 and 31 December 2022:

		2023 2023年	2022 2022年
Revenue (% annual growth rate)	收入(年增長率%)	24.0%–5.4%	25.5%–5%
Cost of sales (% of revenue)	銷售成本(收入之%)	55.8%–54.6%	55.5%
Long-term growth rate	長期增長率	2.2%	2.3%
Pre-tax discount rate	稅前折現率	17.4%	15.0%

15 商譽(續)

現金產生單位(包含商譽)減值

為進行商譽減值測試，商譽會分配至一組現金產生單位(即在每宗收購中購入的附屬公司)。這些現金產生單位組代表本集團為內部管理目的監察商譽之最低層次。

現金產生單位之可收回金額乃按照其使用價值計算釐定。該等計算使用的現金流推算主要基於經管理層批准並估計之各現金產生單位五年期財務預算。

數智空間部門

下表載列管理層於2023年12月31日及2022年12月31日基於其現金流推算所進行之因收購數智空間部門產生的商譽及品牌減值測試採用之各項主要假設：

15 GOODWILL (CONTINUED)

Digital intelligence space department (Continued)

As at 31 December 2023, the estimated recoverable amount of Digital intelligence space department exceeded its carrying amount by approximately RMB95 million. Management has identified that a reasonably possible change in four key assumptions could cause the carrying amount to exceed the recoverable amount. The following table shows the amount by which these four assumptions would need to change individually for the estimated recoverable amount to be equal to the carrying amount.

Revenue (% annual growth rate)	-3.8%
Cost of sales (% of revenue)	5.1%
Long-term growth rates	-4.2%
Pre-tax discount rate	2.4%

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 2.2% (2022: 2.3%), which is consistent with the Chinese Consumer Price Index from 2023 IMF World Economic outlook. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 17.4% (2022: 15.0%). The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

MAG

The following table sets each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill and the Brand arising on acquisition of MAG as at 31 December 2023 and 31 December 2022:

		2023 2023年	2022 2022年
Revenue (% annual growth rate)	收入(年增長率%)	15%–5%	22.7%–5%
Staff cost (% of revenue)	員工成本(收入之%)	58.5%–57.6%	55%
Long-term growth rate	長期增長率	2.5%	2.6%
Pre-tax discount rate	稅前折現率	15.7%	15.1%

15 商譽(續)

數智空間部門(續)

於2023年12月31日，數智空間部門預計可收回金額超出賬面金額約人民幣95百萬元。管理層已經發現，四個主要假設中合理可能的變化可能導致賬面價值超過可收回金額。下表顯示了這四個假設分別需要改變的金額，以使估計的可收回金額等於賬面金額。

收入(年增長率%)	-3.8%
銷售成本(收入之%)	5.1%
長期增長率	-4.2%
稅前折現率	2.4%

現金產生單位的可收回金額乃以使用價值計算方法釐定。該等計算方法採用基於管理層批准的五年期財務預算的現金流預測。超出五年期的現金流使用與來自2023年IMF World Economic outlook的居民消費價格指數一致的估計加權平均增長率2.2%推斷(2022年：2.3%)。所用增長率並無超過現金產生單位經營所在業務的長期平均增長率。該等現金流乃按貼現率17.4%貼現(2022年：15.0%)。所用貼現率為稅前，反映與相關分部有關的特定風險。

MAG

下表載列管理層於2023年12月31日及2022年12月31日基於其現金流推算所進行之因收購MAG產生的商譽及品牌減值測試採用之各項主要假設：

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15 GOODWILL (CONTINUED)

MAG (Continued)

As at 31 December 2023, the estimated recoverable amount of MAG exceeded its carrying amount by approximately RMB74 million (2022: RMB331 million). Management has identified that a reasonably possible change in four key assumptions could cause the carrying amount to exceed the recoverable amount. The following table shows the amount by which these four assumptions would need to change individually for the estimated recoverable amount to be equal to the carrying amount.

Revenue (% annual growth rate)	-1.0%
Staff cost (% of revenue)	1.0%
Long-term growth rate	-0.9%
Pre-tax discount rate	0.5%

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 2.5% (2022: 2.6%) which is consistent with the Australian Consumer Price Index from Economic Intelligence Unit. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 15.7% (2022: 15.1%). The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

In respect of goodwill arising on acquisition of other subsidiaries, the value-in-use calculations use cash flow projections primarily based on the respective financial budgets of the CGU covering a five-year period estimated and approved by management. Cash flows beyond the five-year period are extrapolated to be similar to that of the respective final forecast years on existing service capacity. The pre-tax discount rates ranging from 15.01% to 24% (2022: from 10.10% to 27.40%) reflect current market assessment of the time value of money and specific risks relating to the CGU.

Based on the results of the above assessment, the Group determined that there was no impairment on goodwill as at 31 December 2023 (31 December 2022: Nil).

15 商譽(續)

MAG (續)

於2023年12月31日，MAG預計可收回金額超出賬面金額約人民幣74百萬元(2022年：人民幣331百萬元)。管理層已經發現，四個主要假設中合理可能的變化可能導致賬面價值超過可收回金額。下表顯示了這四個假設分別需要改變的金額，以使估計的可收回金額等於賬面金額。

收入(年增長率%)	-1.0%
員工成本(收入之%)	1.0%
長期增長率	-0.9%
稅前折現率	0.5%

現金產生單位的可收回金額乃以使用價值計算方法釐定。該等計算方法採用基於管理層批准的五年期財務預算的現金流預測。超出五年期的現金流使用與來自Economic Intelligence Unit的澳洲消費物價指數一致的估計加權平均增長率2.5%(2022年：2.6%)推斷。所用增長率並無超過現金產生單位經營所在業務的長期平均增長率。該等現金流乃按貼現率15.7%(2022年：15.1%)貼現。所用貼現率為稅前，反映與相關分部有關的特定風險。

關於因收購其他附屬公司而產生的商譽，使用價值的計算主要基於管理層估計和批准的現金產生單元五年期間各自的財務預算來使用現金流推算。五年期以後的現金流與有關的最後預測年的現有服務能力類似。稅前貼現率為15.01%至24%(2022年：10.10%至27.40%)，反映了當前市場對貨幣時間價值的評估，以及與現金產生單元相關的具體風險。

根據上述評估結果，本集團確定截至2023年12月31日商譽不存在減值(2022年12月31日：無)。

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16 INTEREST IN ASSOCIATES

16 於聯營公司之權益

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Investment in associates	於聯營公司之投資	690,322	518,892
Amounts due from associates (note 34(d)(i))	應收聯營公司款項(附註34(d)(i))	147,114	140,311
		837,436	659,203

The following list contains only the particulars of major associates of the Group. Except for Zhong Ao Home Group Limited which was listed equity securities in Hong Kong, others are unlisted corporate entities whose quoted market price is not available:

下表僅列出本集團主要聯營公司之資料。除中奧到家股份有限公司為香港上市股本證券外，其他為無市場報價之非上市企業實體：

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group At 31 December 本集團於12月31日持有的實際權益		Principal activity and legal status 主要業務及法律地位
				2023 2023年	2022 2022年	
Yiwu State-owned Greentown Property Services Company Limited 義烏市國資綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB3,000,000 人民幣3,000,000元	40%	40%	Property management, limited liability company 物業管理，有限責任公司
Shanghai Xinhua Greentown Property Services Company Limited 上海新湖綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB20,000,000 人民幣20,000,000元	34%	34%	Property management, limited liability company 物業管理，有限責任公司
Shenyang Xinhua Greentown Property Services Company Limited 瀋陽新湖綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	34%	34%	Property management, limited liability company 物業管理，有限責任公司
Quzhou Xinhua Greentown Services Company Limited 衢州新湖綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB500,000 人民幣500,000元	34%	34%	Property management, limited liability company 物業管理，有限責任公司
Jurong Xinhua Baohua Conference Center Company Limited 句容新湖寶華會議中心有限公司*	Incorporated 註冊成立	the PRC 中國	RMB100,000 人民幣100,000元	34%	34%	Meeting and banquet services, limited liability company 會議及宴會服務，有限責任公司
Zhejiang Xinlv Commercial Management Co., Ltd. 浙江新綠商業經營管理有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	34%	34%	Commercial Management, limited liability company 商業管理，有限責任公司
Jiangxi Xinlvjing Property Services Company Limited 江西新綠景物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	17%	17%	Property management, limited liability company 物業管理，有限責任公司

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16 INTEREST IN ASSOCIATES (CONTINUED)

16 於聯營公司之權益(續)

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group At 31 December 本集團於12月31日持有的實際權益		Principal activity and legal status 主要業務及法律地位
				2023 2023年	2022 2022年	
Zhejiang Xinhua Greentown Property Services Company Limited 浙江新湖綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	34%	34%	Property management, limited liability company 物業管理，有限責任公司
Greentown Lvcheng lvfa Community Service Company Limited 綠城綠發生活服務集團有限公司*	Incorporated 註冊成立	the PRC 中國	RMB50,000,000 人民幣50,000,000元	15%	15%	Property management, limited liability company 物業管理，有限責任公司
Tuotuo Network Technology Co., Ltd. 妥妥網絡科技有限公司	Incorporated 註冊成立	Cayman Islands, business operation in PRC 開曼群島，於中國進行業務營運	USD100,000 share of USD0.0001 each 100,000美元每股0.0001美元之股份	40%	40%	Music education, limited liability company 音樂教育，有限責任公司
Ningbo Yule Investment Co., Ltd. ("Ningbo Yule") 寧波余樂投資有限公司(「寧波余樂」)*	Incorporated 註冊成立	the PRC 中國	RMB50,000,000 人民幣50,000,000元	40%	40%	Investment management, limited liability company 投資管理，有限責任公司
Beijing Oriental Star Technology Co., Ltd. 北京東方之星科技股份有限公司	Incorporated 註冊成立	the PRC 中國	RMB33,163,637 人民幣33,163,637元	12%	12%	Technical advisory, limited liability company 技術諮詢，有限責任公司
Zhong Ao Home Group Limited ("Zhong Ao Home") 中奧到家集團有限公司(「中奧到家」)*	Incorporated 註冊成立	Cayman Islands 開曼群島	HKD80,000,000 80,000,000港元	19%	19%	Property management, limited liability company 物業管理，有限責任公司
Greentown Technology Industry Services Company Limited 綠城科技產業服務集團有限公司*	Incorporated 註冊成立	the PRC 中國	RMB50,000,000 人民幣50,000,000元	10%	10%	Information Technology Consultant, limited liability company 資訊科技顧問，有限責任公司
Zhejiang Yunbang Security Service Technology Co., Ltd. 浙江雲邦安防服務科技有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,500,000 人民幣10,500,000元	31%	31%	Security Service Technology, limited liability company 安防服務科技，有限責任公司
Zhejiang Yunjie Environmental Technology Service Co., Ltd. 浙江雲潔環境科技服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	31%	31%	Environmental Technology Service, limited liability company 環境科技服務，有限責任公司
Shandong Tiefa Greentown Property Services Company Limited 山東鐵發綠城物業管理有限公司*	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	15%	15%	Property management, limited liability company 物業管理，有限責任公司
Hangzhou Jiancheng Asset Management Co., Ltd 杭州捷成資產管理有限公司*	Incorporated 註冊成立	the PRC 中國	RMB50,000,000 人民幣50,000,000元	20%	20%	Asset management, limited liability company 資產管理，有限責任公司

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

16 INTEREST IN ASSOCIATES (CONTINUED)

16 於聯營公司之權益(續)

Name of associate 聯營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group At 31 December 本集團於12月31日持有的實際權益		Principal activity and legal status 主要業務及法律地位
				2023 2023年	2022 2022年	
Zhejiang Jinlu Property Service Co., Ltd 浙江金綠物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	45%	45%	Property management, limited liability company 物業管理，有限責任公司
Xi'an High-tech Zone Chuangfu Lvcheng Property Service Co., Ltd 西安市高新區創服綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	49%	49%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Lancheng Henghui Technology Development Co., Ltd 浙江藍城恒匯科技發展有限公司*	Incorporated 註冊成立	the PRC 中國	RM100,000,000 人民幣100,000,000元	41%	41%	Software and information technology services, limited liability company 軟件及技術諮詢，有限責任公司
Zhejiang Greentown Ideal Life Commercial Operation Service Co., Ltd 浙江綠城理想生活商業運營服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB20,000,000 人民幣20,000,000元	30%	30%	Management Consulting, limited liability company 管理諮詢，有限責任公司
Shanxi Lvcheng Huamei Property Service Co., Ltd 陝西綠城華美物業服務有限責任公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	40%	-	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Zhijiang Property Service Co., Ltd 浙江之江物業管理有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	49%	-	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Lanzheng Enterprise Management Consulting Co., Ltd 浙江藍正企業管理諮詢有限公司*	Incorporated 註冊成立	the PRC 中國	RMB20,000,000 人民幣20,000,000元	27%	-	Management Consulting, limited liability company 管理諮詢，有限責任公司
Zhejiang Yunyong Supply Chain Management Co., Ltd ("Zhejiang Yunyong") ⁽ⁱ⁾ 浙江雲甬供應管理有限公司* (浙江雲甬)	Incorporated 註冊成立	the PRC 中國	RMB20,040,000 人民幣20,040,000元	49.9%	100%	Supply Chain Management, limited liability company 供應鏈管理，有限責任公司

* The English translation of the company name is for reference only. The official names of these companies are in Chinese.

(i) On 31 August 2023, a third party injected capital amounted to RMB10,400,000 into Zhejiang Yunyong, a sole subsidiary of the Group, and held its effective interest of 50.1%. The Group's interest is diluted to 49.9% and holds one-third voting rights of the board of directors after the capital injection.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

* 公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

(i) 於2023年8月31日，一名第三方向本集團唯一附屬公司浙江雲甬注資人民幣10,400,000元，持有其50.1%實際權益。注資後，本集團權益攤薄至49.9%，持有董事會三分之一表決權。

所有上述聯營公司採用權益法於綜合財務報表入賬。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

16 INTEREST IN ASSOCIATES (CONTINUED)

Summary financial information on principal associates:

Summarised financial information of Zhong Ao Home, adjusted for fair value and any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Gross amounts of Zhong Ao Home	中奧到家有關項目之總額		
Current assets	流動資產	1,392,285	1,333,274
Non-current assets	非流動資產	666,745	939,793
Current liabilities	流動負債	986,042	1,085,076
Non-current liabilities	非流動負債	40,281	149,849
Equity	股權	1,032,707	1,038,142
Revenue for the year	年度收入	1,709,642	1,664,839
Profit for the year	年度利潤	83,972	70,577
Total comprehensive income	全面收益總額	83,972	70,577
Included in the above current assets:	計入上述流動資產：		
Cash and cash equivalents	現金及現金等價物	531,583	448,311
Reconciled to the Group's investment in the associates	與本集團於聯營公司投資之對賬		
Gross amount of net assets of the associates	聯營公司資產淨值總額	1,032,707	1,038,142
Group's effective interest	本集團實際權益	18.67%	18.67%
Group's share of net assets of the associate	本集團分佔該聯營公司資產淨值	192,806	193,821
Goodwill	商譽	17,259	42,829
Exchange adjustments	匯兌調整	22,770	19,443
Other adjustments	其他調整	27,123	18,578
Carrying amount in the consolidated financial statements	綜合財務報表賬面值	259,958	274,671

16 於聯營公司之權益(續)

主要聯營公司之財務資料概要：

中奧到家之財務資料概要(已就公平值與會計政策任何差異作出調整)及綜合財務報表賬面值之對賬披露如下：

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

16 INTEREST IN ASSOCIATES (CONTINUED)

Summarised financial information of Ningbo Yule, adjusted for fair value and any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

16 於聯營公司之權益(續)

寧波余樂之財務資料概要(已就公平值及會計政策任何差異作出調整)及綜合財務報表賬面值之對賬披露如下：

		2023 2023年 RMB'000 人民幣千元
Gross amounts of Ningbo Yule	寧波余樂有關項目之總額	
Current assets	流動資產	475,525
Non-current assets	非流動資產	190,623
Current liabilities	流動負債	247,359
Non-current liabilities	非流動負債	—
Equity	股權	418,789
Revenue for the year	年度收入	2,281,518
Profit for the year	年度利潤	455,898
Total comprehensive income	全面收益總額	455,898
— Attributable to equity shareholders of the Company	— 本公司權益股東應佔	323,189
— Attributable to Non-controlling interests	— 非控股權益應佔	132,709
Included in the above current assets:	計入上述流動資產：	
Cash and cash equivalents	現金及現金等價物	284,091
Reconciled to the Group's investment in the associates	與本集團於聯營公司投資之對賬	
Gross amount of net assets of the associates	聯營公司資產淨值總額	348,826
Group's effective interest	本集團實際權益	40.00%
Group's share of net assets of the associate	本集團分佔該聯營公司資產淨值	139,530
Carrying amount in the consolidated financial statements	綜合財務報表賬面值	139,530

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

16 INTEREST IN ASSOCIATES (CONTINUED)

Aggregate information of associates that are not individually material:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	綜合財務報表內個別非重大聯營公司的總賬面值	404,794	244,221
Aggregate amounts of the Group's share of those associates'	本集團應佔該等聯營公司的總金額		
Profit from continuing operations	持續經營利潤	145,186	13,281
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	145,186	13,281

Impairment losses

As at 31 December 2023, the fair value of investment in Zhong Ao Home was RMB63.6 million based on its quoted market price, which was below its carrying amount by approximately 75%. Management of the Group performed an impairment test and determined the respective recoverable amount of the investment based on its value in use. The calculation has considered pre-tax cash flow projections of Zhong Ao Home for the five years ending 31 December 2026 with an extrapolation made to perpetuity. The discount rate used to discount the cash flows to their respective net present values was 13% (2022: 12%) based on cost of capital used to evaluate investments of similar nature in Mainland China. Management judgement is required in estimating the future cash flows of Zhong Ao Home. The key assumptions are determined with reference to external sources of information. Based on the management's assessment results and sensitivity analysis performed, an impairment of interest in Zhong Ao Home amounted to RMB25,570,000 was recognised as other operating expense for the year ended 31 December 2023.

In addition, some of the associates of the Group incurred continuous losses. In view of this, management of the Group performed impairment test on interest in such associates and made a provision for impairment loss of RMB48,059,000 at 31 December 2023 (As at 31 December 2022: RMB41,759,000) based on the results of the assessment, an impairment of interest in such associates amounted to RMB6,300,000 was recognised as other operating expense for the year ended 31 December 2023.

16 於聯營公司之權益(續)

個別並不重大的聯營公司的綜合資料：

減值虧損

於2023年12月31日，根據市場報價，中奧到家的投資公平值為人民幣63.6百萬元，較其賬面低約75%。本集團管理層進行減值測試，並按其使用價值釐定投資的相應可收回金額。該計算已考慮中奧到家截至2026年12月31日止五個年度以及其後推斷至永續期間的稅前現金流量預測。將現金流量貼現為相應淨現值時所使用的貼現率為13%（2022年：12%），乃基於用以評估中國內地的本質相似的投資的資本成本而確定。估計中奧到家未來現金流量涉及管理層判斷。關鍵假設參考外部資料來源確定。根據管理層評估結果和敏感度分析，截至2023年12月31日止年度，於中奧到家的權益減值人民幣25,570,000元已確認為其他經營開支。

此外，本集團的數間聯營公司遭受持續虧損。有鑒於此，本集團管理層對於這些聯營公司的權益進行減值測試，截至2023年12月31日根據評估結果計提減值虧損撥備人民幣48,059,000元（於2022年12月31日：人民幣41,759,000元），截至2023年12月31日止年度，於這些聯營公司的權益減值人民幣6,300,000元已確認為其他經營開支。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

17 INTEREST IN JOINT VENTURES

The following list contains only the particulars of joint ventures, which are accounted for using the equity method in the consolidated financial statements:

17 於合營公司之權益

下表僅列出採用權益法於綜合財務報表入賬的合營公司之資料：

Name of joint venture 合營公司名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Registered capital 註冊資本	Effective interest held by the Group At 31 December 本集團於12月31日持有的實際權益		Principal activity and legal status 主要業務及法律地位
				2023 2023年	2022 2022年	
Shanghai Huamu Greentown Property Management Company Limited 上海花木綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB1,000,000 人民幣1,000,000元	50%	50%	Property management, limited liability company 物業管理，有限責任公司
Anhui Yanye Greentown Property Management Company Limited 安徽鹽業綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB3,000,000 人民幣3,000,000元	60%	60%	Property management, limited liability company 物業管理，有限責任公司
Xiangtan Chengfa Greentown Property Service Company Limited 湘潭市城發綠城物業服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB5,000,000 人民幣5,000,000元	51%	51%	Property management, limited liability company 物業管理，有限責任公司
Sensegain King (Hong Kong) Limited ("Sensegain King") (note (i))	Incorporated 註冊成立	Hong Kong 香港	HKD50 million ordinary share of HKD1 each USD29,780,000 preference shares of USD1 each 50百萬港元每股1港元之普通股 29,780,000美元每股1美元之優先股	40%	40%	Investment holding, limited liability company 投資控股，有限責任公司
Zhejiang Lvshu City Operation Service Co., Ltd 浙江綠數城市運營服務有限公司*	Incorporated 註冊成立	the PRC 中國	RMB10,000,000 人民幣10,000,000元	50%	50%	Property management, limited liability company 物業管理，有限責任公司

* The English translation of the company name is for reference only. The official names of these companies are in Chinese.

* 公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

17 INTEREST IN JOINT VENTURES (CONTINUED)

All of the above joint ventures in which the Group participates are unlisted corporate entities with no quoted market prices available.

- (i) Sensegain King is a joint venture in which the Group has joint control through its acquisition of 40.30% equity interests in its preference shares as at 31 December 2023 and 2022.

Sensegain King is an investment vehicle structured for the purpose of investing in common shares of Palantir Technologies, Inc. ("Palantir"), a big-data company in the United States, which was listed in New York Stock Exchange in September 2020.

Furthermore, major operating decisions of Sensegain King and the eventual disposal of Palantir Technologies, Inc. requires the unanimous approval of the ordinary and preference shareholders. According to the shareholders' agreement, the Group is only responsible for the proportionate share of the profit and loss, assets and liabilities arising from its indirect investment in Palantir.

17 於合營公司之權益(續)

所有上述本集團參與的合營公司均為非上市企業實體，且並無市場報價。

- (i) 盛世金為合營公司，本集團透過於2023年及2022年12月31日收購其優先股40.30%權益而擁有共同控制權。

盛世金為投資結構實體，以投資於美國大數據公司Palantir Technologies, Inc. (「Palantir」) (於2020年9月在紐約交易所上市)的普通股。

此外，盛世金之主要營運決策及最終出售Palantir Technologies, Inc. 須經普通股及優先股股東一致批准。根據股東協議，本集團僅負責按比例分攤其間接投資於Palantir產生之損益、資產及負債。

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17 INTEREST IN JOINT VENTURES (CONTINUED)

Summarised financial information of Sensegain King, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

17 於合營公司之權益(續)

盛世金之財務資料概要(已就會計政策任何差異作出調整)及綜合財務報表賬面值之對賬披露如下：

		2022 2022年 RMB'000 人民幣千元
Gross amounts of the Sensegain King's	盛世金有關項目之總額	
Current assets	流動資產	19,247
Non-current assets	非流動資產	55,833
Current liabilities	流動負債	4,323
Equity	股權	70,757
Revenue	收入	-
Loss for the year	年度虧損	(104)
Other comprehensive income from fair value change (non-recycling)	公平值變動之其他全面收益(不可劃轉)	(99,022)
Other comprehensive income (recycling)	其他全面收益(可劃轉)	7,356
Total comprehensive income	全面收益總額	(91,770)
Transfer of other comprehensive income from fair value change (non-recycling) to retained profits	其他全面收益從公平值變動(不可劃轉)轉撥至保留利潤	-
Included in the above current assets:	計入上述流動資產：	
Cash and cash equivalents	現金及現金等價物	21,478
Reconciled to the Group's interest in Sensegain King	與本集團於盛世金之權益之對賬	
Gross amount of Sensegain King's net assets	盛世金資產淨值總額	70,757
Group's effective interest	本集團實際權益	40.30%
Group's share of net assets of the associate	本集團分佔該聯營公司資產淨值	28,515
Exchange adjustments	匯兌調整	(6,377)
Carrying amount in the consolidated financial statements	綜合財務報表賬面值	22,138

Sensegain King disposed all of remaining common shares of Palantir in 2023. Accordingly, the group of such the realised gains was transferred from other comprehensive income to retained profits.

盛世金已於2023年出售Palantir所有剩餘普通股。因此，該組已實現收益自其他全面收益轉撥至保留利潤。

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17 INTEREST IN JOINT VENTURES (CONTINUED)

Aggregate information of joint ventures that are not individually material:

17 於合營公司之權益(續)

個別並不重大的合營公司的綜合資料：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	綜合財務報表內個別非重大合營公司的總賬面值	9,430	6,543
Aggregate amounts of the Group's share of those joint ventures'	本集團應佔該等合營公司總金額		
(Loss)/Profit from continuing operations	持續經營(虧損)/利潤	(113)	2,079
Total comprehensive income	全面收益總額	(113)	2,079

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18 OTHER FINANCIAL ASSETS

18 其他金融資產

		2023 2023年		2022 2022年	
		Current 流動	Non-current 非流動	Current 流動	Non-current 非流動
		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
Financial assets measured at amortised cost	按攤銷成本計量之金融資產				
— Listed debt investments, net of loss allowance (note (i))	— 上市債務投資，扣除虧損撥備(附註(i))	1,356	3,612	6,457	16,168
Financial assets measured at FVPL	按公平值計入損益之金融資產				
— Treasury products	— 理財產品	35,025	—	64,668	—
— Listed equity securities	— 上市股本證券	147,582	—	168,220	—
— Convertible notes (note (ii))	— 可換股票據(附註(ii))	338,179	—	—	459,604
— Unlisted equity investments (note (iii) and note (iv))	— 非上市股本投資(附註(iii)及附註(iv))	41,868	86,614	33,528	154,764
— Investment in China CVS Holdings Limited ("China CVS")	— 於China CVS Holdings Limited (「China CVS」)的投資	—	27,147	—	53,530
— Investment in other unlisted entities	— 於其他非上市實體之投資	41,868	59,467	33,528	101,234
— Unlisted equity investments of underlying project investments (note (iv))	— 基礎項目投資之非上市股本投資(附註(iv))	97,822	—	133,696	—
— Project investments (note (vi))	— 項目投資(附註(vi))	246,411	382,092	210,908	400,000
— Funds (note (v))	— 基金(附註(v))	249,072	—	264,579	—
		1,155,959	468,706	875,599	1,014,368
Financial instruments measured at FVOCI (non-recycling)	按公平值計入其他全面收益計量之金融工具(不可劃轉)				
— Interest rate swap arrangements	— 利率掉期安排	1,165	—	—	2,953
— Listed equity securities	— 上市股本證券	—	1,706	—	3,192
— Unlisted equity investment	— 非上市股本投資	—	1,130	—	2,221
		1,165	2,836	—	8,366
		1,158,480	475,154	882,056	1,038,902

18 OTHER FINANCIAL ASSETS (CONTINUED)

- (i) The listed debt investments are measured at amortised cost using an effective interest rate of 4.85% to 9.65% per annum (2022: 4.43% to 9.65% per annum). An impairment of listed debt investments amounted to RMB15,316,000 (31 December 2022: RMB51,062,000) was recognised according to the ECL model (See note 5(c)).
- (ii) China CVS is principally engaged in operating retail stores in the PRC. On 28 September 2017, China CVS issued convertible notes to the Company for a principal amount of USD54,000,000. The convertible notes bear interest at 6% per annum. On 26 October 2022, the Company and China CVS agreed that China CVS shall execute a deed of modification. Pursuant to the modification, the maturity date shall fall on 26 October 2024. The Company reclassified the investment to current financial assets as at 31 December 2023.

The Company has used a market approach to measure the underlying share fair value of the China CVS and adopts Binomial Option Pricing Model to determine the fair value of the convertible notes as at the end of each reporting period. Key valuation assumptions used to determine the fair value of convertible notes are presented in Note 32(f).

Unrealised losses recorded on convertible notes in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023 is RMB127,434,000.

18 其他金融資產(續)

- (i) 上市債務投資運用實際年利率4.85%至9.65%(2022年:4.43%至9.65%)按攤銷成本計量。上市債務投資減值人民幣15,316,000元(2022年12月31日:人民幣51,062,000元)乃根據預期信貸虧損模式確認(見附註5(c))。
- (ii) China CVS Holdings Limited (「China CVS」)主要從事於中國經營零售門店。於2017年9月28日，China CVS向本公司發行本金額54,000,000美元之可換股票據。該等可轉換票據按年利率6%計息。於2022年10月26日，本公司及China CVS協定，China CVS將簽署一份修訂契據。根據該修訂，到期日將為2024年10月26日。本公司於2023年12月31日將該投資重新分類為流動金融資產。

本公司已採用市場法計量China CVS之相關股份的公平值，並採納二項式期權定價模型釐定於各報告期末可轉換票據的公平值。用以釐定可轉換票據公平值的主要估值假設呈列於附註32(f)。

截至2023年12月31日止年度之綜合損益及其他全面收益表中可轉換票據錄得未實現虧損為人民幣127,434,000元。

18 OTHER FINANCIAL ASSETS (CONTINUED)

- (iii) The unlisted equity investments at FVPL of RMB128,482,000 (2022: RMB188,292,000) mainly represent non-controlling interests in private entities. None of the shareholdings exceeds 20% of the issued capital of the respective investee and the Group did not have significant influence on these invested entities.
- (iv) The unlisted equity investments of underlying project investments at FVPL of RMB97,822,000 (2022: RMB133,696,000) mainly represent non-controlling interests in a partnership with underlying project investing to certain company.
- (v) The Group entered into several contracts of funds (the "Funds") with financial institutions. The return of the Funds is determined by reference to the performance of the underlying instruments including equity and debt securities.
- (vi) Project investments mainly represent project to certain companies that up to the Group's credit quality requirements. The gross amount of RMB400 million, bearing interest at 6.4%, will expire before August 2025. The remaining RMB211 million, bearing interest at 6.5%, has no fixed due date.

18 其他金融資產(續)

- (iii) 按公平值計入損益之非上市股本投資為人民幣128,482,000元(2022年：人民幣188,292,000元)，主要為對私營實體之非控股權益。所持股權均未超過各投資對象已發行股本的20%，本集團對該等投資對象無重大影響。
- (iv) 按公平值計入損益之基礎項目投資之非上市股本投資為人民幣97,822,000元(2022年：人民幣133,696,000元)，主要為於具有基礎項目投資的若干公司合作夥伴中的非控股權益。
- (v) 本集團與金融機構訂立數份基金(「基金」)合約。基金回報乃參考包括股本及債務證券的相關工具之表現釐定。
- (vi) 項目投資主要指向某些符合本集團信貸質素要求的公司提供項目。人民幣400百萬元之總額，按利率6.4%計息，將於2025年8月前到期。餘下的人民幣211百萬元，按利率6.5%計息，無固定到期日。

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19 PREPAYMENTS

19 預付款項

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Prepayments for purchase of goods and service	購買貨品及服務預付款項	212,079	229,968
Prepayments for purchase of intangible assets and property, plant and equipment	購買無形資產以及物業、廠房及設備預付款項	90,908	66,546
Others	其他	2,750	-
		305,737	363,064
Less: Amount included under "current assets"	減：列入「流動資產」的金額	(212,079)	(229,968)
		93,658	66,546

20 INVENTORIES

20 存貨

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Properties held for re-sale*	持作轉售物業*	542,967	422,509
Merchandise for re-sale	轉售商品	120,746	129,392
Others	其他	10,076	18,316
		673,789	570,217

* Properties held for re-sale represent right-of-use assets relating to car parking places purchased by the Group for re-sale.

* 持作轉售物業指本集團購買並持作轉售的泊車位使用權資產。

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財務報表附註

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21 TRADE AND OTHER RECEIVABLES

21 貿易及其他應收款

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade receivables (i)	貿易應收款項 (i)		4,654,489	3,840,857
Less: Loss allowance of trade receivables	減：貿易應收款項虧損撥備	32(a)	(389,695)	(324,094)
Trade receivables, net of loss allowance	貿易應收款項，扣除虧損撥備		4,264,794	3,516,763
Payments on behalf of property owners	代表業主支付的款項		319,187	354,517
Deposits	押金		325,640	313,562
Loan receivables	應收貸款		204,286	468,495
Advances to staff	墊款予員工		53,934	79,780
Receivable from disposal of subsidiaries	出售附屬公司應收款項		38,359	35,374
Others	其他		41,243	128,985
			982,649	1,380,713
Less: Loss allowance of other receivables	減：其他應收款項虧損撥備	32(a)	(133,532)	(71,525)
Other receivables, net of loss allowance	其他應收款項，扣除虧損撥備		849,117	1,309,188
Less: Other receivables due after one year, net of loss allowance	減：一年後到期的其他應收款項，扣除虧損撥備		(69,078)	(215,555)
			5,044,833	4,610,396

Trade receivables are primarily related to revenue recognised from the provision of property services, community living services, consulting services and technology services.

貿易應收款項主要與提供物業服務、園區服務、諮詢服務及科技服務所確認的收入相關。

For other provision of services and sales of goods, trade receivables are due when the receivables are recognised.

對於其他服務提供和貨物銷售，貿易應收款項在應收款確認時到期。

(i) Included in the balance of trade receivables, there is a sum of cash-in-transit of RMB143,546,000 which has been settled subsequently in the bank of the Group.

(i) 於貿易應收賬款結餘中，在途現金人民幣143,546,000元，已在其後結算至本集團銀行賬戶。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

21 TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables based on the date of revenue recognition and net of allowance for impairment of trade receivables, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 year	一年內	2,734,183	2,704,165
1 to 2 years	一至兩年	1,041,867	737,506
2 to 3 years	兩至三年	427,564	58,199
3 to 4 years	三至四年	55,581	14,011
4 to 5 years	四至五年	5,599	343
Over 5 years	五年以上	-	2,539
		4,264,794	3,516,763

For further details on the Group's credit risk management policy and credit risk arising from trade receivables are set out in note 32(a).

21 貿易及其他應收款(續)

賬齡分析

截至報告期末，根據收入確認日期及扣除貿易應收款項減值撥備的貿易應收款項賬齡分析如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 year	一年內	2,734,183	2,704,165
1 to 2 years	一至兩年	1,041,867	737,506
2 to 3 years	兩至三年	427,564	58,199
3 to 4 years	三至四年	55,581	14,011
4 to 5 years	四至五年	5,599	343
Over 5 years	五年以上	-	2,539
		4,264,794	3,516,763

有關本集團信貸風險管理政策及貿易應收款項所產生信貸風險的進一步詳情載於附註32(a)。

22 RESTRICTED BANK BALANCES

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Escrow funds held on behalf of customers (note 27 and note (i))	代表客戶持有的託管資金 (附註27及附註(i))	64,112	45,900
Cash collected on behalf of the owners' associations (note 27 and note (ii))	代表業委會收取的現金 (附註27及附註(ii))	320,383	272,609
Funds for litigation preservation of some subsidiaries	部分附屬公司訴訟保全資金	59,546	-
Restricted deposits (note (iii))	受限制存款(附註(iii))	47,202	46,068
		491,243	364,577

22 受限制銀行結餘

Notes to the Financial Statements

財務報表附註

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22 RESTRICTED BANK BALANCES (CONTINUED)

- (i) Escrow funds represents the advance cash deposits received from buyers as requested by sellers to secure the transactions during the provision of real estate agency services.
- (ii) The Group collects cash on behalf of the property owners' associations as part of its property management service business. Since the property owners' associations often face difficulties opening bank accounts, the Group opens and manages these bank accounts on behalf of the property owners' associations.
- (iii) As at 31 December 2023 and 2022, restricted deposits represent certain deposits in the designated banks as guarantees for the execution of cleaning services and deposits for utilities.

22 受限制銀行結餘(續)

- (i) 託管資金為於提供房地產代理服務期間按賣家要求自買家收取的現金押金墊款。
- (ii) 本集團代表業委會收取現金，作為其物業管理服務業務的一部分。由於業委會經常於開設銀行賬戶時面臨困難，因此本集團代表業委會開設及管理該等銀行賬戶。
- (iii) 於2023年及2022年12月31日，受限制存款為若干存於指定銀行作為執行保潔服務的擔保存款及能耗費押金。

23 TIME DEPOSITS

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Time deposits held at the bank	於銀行持有之定期存款	373,413	78,723
Less: Amount included under "current assets"	減：列入「流動資產」的金額	(452)	-
		372,961	78,723

As at 31 December 2023, the time deposits held at the bank have annual interest rate ranging from 1.55% to 3.70% (2022: 2.65% to 3.70%).

23 定期存款

於2023年12月31日，於銀行持有之定期存款年利率介乎1.55%至3.70% (2022年：2.65%至3.70%)。

24 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cash in hand	手頭現金	501	945
Cash at bank	銀行存款	5,021,578	4,547,013
		5,022,079	4,547,958
Less: Restricted bank balances (note 22)	減：受限制銀行結餘(附註22)	(491,243)	(364,577)
		4,530,836	4,183,381

24 現金及現金等價物

(a) 現金及現金等價物包括：

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24 CASH AND CASH EQUIVALENTS (CONTINUED)

(b) Reconciliation of profit before taxation to cash generated from operations:

		Note 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit before taxation	除稅前利潤		972,226	863,941
Adjustments for:	經調整：			
Depreciation charge	折舊支出			
— property, plant and equipment	— 物業、廠房及設備	5(c)	175,043	147,060
— right-of-use assets	— 使用權資產	5(c)	196,188	186,782
— investment properties	— 投資物業	5(c)	56,721	50,245
COVID-19-related rent concessions received	已收 COVID-19 相關租金寬減		—	(8,563)
Amortisation of intangible assets	無形資產攤銷	5(c)	56,600	49,235
Expected credit losses on financial instruments	金融工具的預期信貸損失	5(c)	201,722	193,118
Impairment of Investment property	投資物業減值		11,708	—
Impairment losses of interest in associates	於聯營公司之權益減值虧損	5(c)	31,870	25,759
Interest expense	利息開支	5(a)	78,339	85,502
Interest income	利息收入	5(a)	(76,263)	(48,267)
Equity-settled share-based payment expenses	以權益結算股份支付費用	5(b)	33,723	39,396
Net realised and unrealised losses/(gains) on FVPL	按公平值計入損益的已實現及未實現淨虧損/(收益)		185,425	(16,849)
Net losses on sale of property, plant and equipment	出售物業、廠房及設備之虧損淨額	4	2,297	1,273
Share of profits less losses of associates	分佔聯營公司利潤減虧損		(145,186)	(26,458)
Share of profits less losses of joint ventures	分佔合營公司利潤減虧損		113	(2,079)
Loss/(gain) on disposal of subsidiaries	出售附屬公司的虧損/(收益)		17,768	(10,064)
Gain on a bargain purchase	議價購買的收益		—	(286)
Loss on disposal of associates	出售聯營公司的虧損		—	285
Realised exchange gains	已實現匯兌收益		(16,510)	—
Changes in working capital:	營運資金變動：			
(Increase)/decrease in inventories	存貨(增加)/減少		(57,767)	48,791
Increase in trade and other receivables	貿易及其他應收款增加		(771,789)	(1,304,368)
Increase in restricted bank deposits	受限制銀行存款增加		(126,666)	(81,674)
Increase in contract liabilities	合約負債增加		502,024	95,972
Increase in trade and other payables	貿易及其他應付款項增加		313,826	608,112
Cash generated from operations	經營所得現金		1,641,412	896,863

24 現金及現金等價物(續)

(b) 除稅前利潤與經營業務所得的現金對賬：

	Note 附註	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Profit before taxation		972,226	863,941
Adjustments for:			
Depreciation charge			
— property, plant and equipment	5(c)	175,043	147,060
— right-of-use assets	5(c)	196,188	186,782
— investment properties	5(c)	56,721	50,245
COVID-19-related rent concessions received		—	(8,563)
Amortisation of intangible assets	5(c)	56,600	49,235
Expected credit losses on financial instruments	5(c)	201,722	193,118
Impairment of Investment property		11,708	—
Impairment losses of interest in associates	5(c)	31,870	25,759
Interest expense	5(a)	78,339	85,502
Interest income	5(a)	(76,263)	(48,267)
Equity-settled share-based payment expenses	5(b)	33,723	39,396
Net realised and unrealised losses/(gains) on FVPL		185,425	(16,849)
Net losses on sale of property, plant and equipment	4	2,297	1,273
Share of profits less losses of associates		(145,186)	(26,458)
Share of profits less losses of joint ventures		113	(2,079)
Loss/(gain) on disposal of subsidiaries		17,768	(10,064)
Gain on a bargain purchase		—	(286)
Loss on disposal of associates		—	285
Realised exchange gains		(16,510)	—
Changes in working capital:			
(Increase)/decrease in inventories		(57,767)	48,791
Increase in trade and other receivables		(771,789)	(1,304,368)
Increase in restricted bank deposits		(126,666)	(81,674)
Increase in contract liabilities		502,024	95,972
Increase in trade and other payables		313,826	608,112
Cash generated from operations		1,641,412	896,863

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24 CASH AND CASH EQUIVALENTS (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the cash flow statement as cash flows from financing activities.

		Bank loans	Lease liabilities	Loan from a third party	Dividend payable	Total
		銀行貸款	租賃負債	來自 第三方貸款	應付股息	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 25)	(Note 13(b))	(Note 27)		
		(附註25)	(附註13(b))	(附註27)		
At 1 January 2023	於2023年1月1日	310,932	1,515,370	22,698	-	1,849,000
Changes from financing cash flows:	融資現金流量變動：					
Proceeds from new bank loans and other borrowings	新增銀行貸款及其他借款所得款項	329,151	-	-	-	329,151
Repayment of bank loans	償還銀行貸款	(359,846)	-	-	-	(359,846)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	(154,480)	-	-	(154,480)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	(69,807)	-	-	(69,807)
Interest paid	已付利息	(22,558)	-	-	-	(22,558)
Dividends paid to equity shareholders of the Company	已付本公司權益股東的股息	-	-	-	(285,115)	(285,115)
Dividends paid to non-controlling interests	已付非控股權益的股息	-	-	-	(31,833)	(31,833)
Total changes from financing cash flows	融資現金流量變動總額	(53,253)	(224,287)	-	(316,948)	(594,488)
Other changes:	其他變動：					
Increase in lease liabilities from entering into new leases during the year	年內自新增租賃而增加的租賃負債	-	176,086	-	-	176,086
Decrease in lease liabilities from disposals	處置租賃負債減值	-	(145,873)	-	-	(145,873)
Interest expenses (note 5(a))	利息開支(附註5(a))	22,559	74,576	-	-	97,135
Acquisition from subsidiaries	收購附屬公司	4,000	-	-	-	4,000
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-
Exchange adjustments	匯兌調整	6,186	21,840	329	-	28,355
Profit distribution	利潤分派	-	-	-	316,948	316,948
Total other changes	其他變動總額	32,745	126,629	329	316,948	476,651
At 31 December 2023	於2023年12月31日	290,424	1,417,712	23,027	-	1,731,163

24 現金及現金等價物(續)

(c) 融資活動所產生之負債對賬

下表詳述本集團融資活動所產生之負債變動(包括現金及非現金變動)。融資活動產生之負債為現金流量或未來現金流量計為或將計為現金流量表之融資活動所得現金流量之負債。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

24 CASH AND CASH EQUIVALENTS (CONTINUED)

(c) Reconciliation of liabilities arising from financing activities (Continued)

		Bank loans	Lease liabilities	Loan from a third party	Dividend payable	Total
		銀行貸款 RMB'000 人民幣千元 (Note 25) (附註 25)	租賃負債 RMB'000 人民幣千元 (Note 13(b)) (附註 13(b))	來自 第三方貸款 RMB'000 人民幣千元 (Note 27) (附註 27)	應付股息 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2022	於 2022 年 1 月 1 日	152,487	1,150,338	20,775	249	1,323,849
Changes from financing cash flows:	融資現金流量變動：					
Proceeds from new bank loans and other borrowings	新增銀行貸款及其他借款所得款項	480,725	-	-	-	480,725
Repayment of bank loans	償還銀行貸款	(321,325)	-	-	-	(321,325)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	(159,092)	-	-	(159,092)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	(58,852)	-	-	(58,852)
Repayment of loan from a third party	償還來自第三方貸款	-	-	-	-	-
Interest paid	已付利息	(28,327)	-	-	-	(28,327)
Dividends paid to equity shareholders of the Company	已付本公司權益股東的股息	-	-	-	(542,837)	(542,837)
Dividends paid to non-controlling interests	已付非控股權益的股息	-	-	-	(5,283)	(5,283)
Total changes from financing cash flows	融資現金流量變動總額	131,073	(217,944)	-	(548,120)	(634,991)
Other changes:	其他變動：					
Increase in lease liabilities from entering into new leases during the year	年內自新增租賃而增加的租賃負債	-	503,266	-	-	503,266
Decrease in lease liabilities from disposals	處置租賃負債減值	-	(10,666)	-	-	(10,666)
Interest expenses (note 5(a))	利息開支(附註 5(a))	28,327	68,265	-	-	96,592
Acquisition from subsidiaries	收購附屬公司	-	17,287	-	-	17,287
Disposal of subsidiaries	出售附屬公司	(3,800)	(97)	-	-	(3,897)
Exchange adjustments	匯兌調整	2,845	4,921	1,923	-	9,689
Profit distribution	利潤分派	-	-	-	547,871	547,871
Total other changes	其他變動總額	27,372	582,976	1,923	547,871	1,160,142
At 31 December 2022	於 2022 年 12 月 31 日	310,932	1,515,370	22,698	-	1,849,000

24 現金及現金等價物(續)

(c) 融資活動所產生之負債對賬(續)

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

24 CASH AND CASH EQUIVALENTS (CONTINUED)

(d) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within operating cash flows	於經營現金流量內	121,997	131,753
Within investing cash flows	於投資現金流量內	38,110	36,123
Within financing cash flows	於融資現金流量內	224,287	217,944
		384,394	385,820

These amounts relate to the following:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Lease rentals paid	已付租賃租金	346,284	349,697
Prepayment for leased properties	預付租賃物業	38,110	36,123
		384,394	385,820

24 現金及現金等價物(續)

(d) 總租賃現金流出

載列於租賃現金流量表中的金額如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within operating cash flows	於經營現金流量內	121,997	131,753
Within investing cash flows	於投資現金流量內	38,110	36,123
Within financing cash flows	於融資現金流量內	224,287	217,944
		384,394	385,820

該等金額與以下情況有關：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Lease rentals paid	已付租賃租金	346,284	349,697
Prepayment for leased properties	預付租賃物業	38,110	36,123
		384,394	385,820

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

25 BANK LOANS

(a) Short-term bank loans

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Secured	有抵押	(i)	–	19,094
Unsecured	無抵押	(ii)	49,230	105,200
			49,230	124,294
Add: current portion of long-term bank loans	加：長期銀行貸款流動部分	(iii)	218,176	–
			267,406	124,294

(i) As at 31 December 2022, secured bank loan with a carrying amount of RMB19,094,000 was secured by restricted bank deposits with the carrying amount of RMB3,039,000.

(ii) As at 31 December 2023, unsecured bank loans with a carrying amount of RMB49,230,000 (31 December 2022: RMB105,200,000) were interest bearing ranging from 1.8% to 5.8%, among which carrying amount of RMB4,000,000 was jointly guaranteed by a subsidiary of the Group and Bluetown Agriculture Technology Limited, a non-controlling shareholder of the Group's subsidiary.

(iii) As at 31 December 2023, secured bank loans of AUD45,000,000 (equivalent approximately to RMB218,176,000) (31 December 2022: AUD39,000,000 (equivalent approximately to RMB183,838,000)) were secured by certain property, plant and equipment of MAG with the carrying amount of AUD118,256,000 (equivalent approximately to RMB543,542,000) (31 December 2022: AUD93,738,000 (equivalent approximately to RMB441,860,000)). The secured bank loan bears annual interest rate of 4.18%–7.53% (31 December 2022: 3.47%–6.55%) and will be due in 2024.

Such loan is subject to the fulfilment of certain financial covenants of MAG. If MAG was to breach the covenants, the drawn down facility would become payable on demand. MAG regularly monitors its compliance with these covenants. As at 31 December 2023, none of the covenants relating to drawn down facility had been breached.

25 銀行貸款

(a) 短期銀行貸款

(i) 於2022年12月31日，賬面值為人民幣19,094,000元之有抵押銀行貸款乃由賬面值為人民幣3,039,000元之受限制銀行存款作抵押。

(ii) 於2023年12月31日，賬面值為人民幣49,230,000元(2022年12月31日：人民幣105,200,000元)之無抵押銀行貸款，按年利率介乎1.8%至5.8%計息，其中賬面值人民幣4,000,000元由本集團之一間附屬公司及一間附屬公司之非控股股東藍城農業科技有限公司擔保。

(iii) 於2023年12月31日，有抵押銀行貸款45,000,000澳元(等同約人民幣218,176,000元)(2022年12月31日：39,000,000澳元(等同約人民幣183,838,000元))乃由MAG賬面值為118,256,000澳元(等同約人民幣543,542,000元)(2022年12月31日：93,738,000澳元(等同約人民幣441,860,000元))之若干物業、廠房及設備作抵押。有抵押銀行貸款按年利率4.18%–7.53%(2022年12月31日：3.47%–6.55%)計息。該貸款將於2024年到期。

有關貸款須遵守MAG若干財務契約。倘MAG違反契約，則已提取融資將按要求償還。MAG定期監察其對該等契約的遵守情況。於2023年12月31日，並無違反有關提取融資的契約。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

25 BANK LOANS (CONTINUED)

(b) Long-term bank loans

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Secured	有抵押			
— CNY denominated	— 以人民幣計值	(i)	23,018	2,800
— AUD denominated	— 以澳元計值	25(a) (iii)	218,176	183,838
			241,194	186,638
Less: current portion of long-term bank loans	減：長期銀行貸款流動部分	25(a) (iii)	(218,176)	—
			23,018	186,638

(i) As at 31 December 2023, a secured bank loan of RMB10,218,000 was secured by certain property, plant and equipment of the Group with the carrying amount of RMB10,829,000. The secured bank loan bears interest rate of 4.35% per annum.

As at 31 December 2023, unsecured bank loan with a carrying amount of RMB12,800,000 bears interest rates 5.10% per annum and will be due on 12 January 2028.

25 銀行貸款(續)

(b) 長期銀行貸款

(i) 於2023年12月31日，有抵押銀行貸款人民幣10,218,000元乃由本集團賬面值為人民幣10,829,000元之若干物業、廠房及設備作抵押。有抵押銀行貸款按年利率4.35%計息。

於2023年12月31日，賬面值為人民幣12,800,000元之無抵押銀行貸款，按年利率5.10%計息，並將於2028年1月12日到期。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

26 CONTRACT LIABILITIES

26 合約負債

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Property services	物業服務	1,740,579	1,304,496
Community living services	園區服務	338,823	203,203
Consulting services	諮詢服務	11,100	11,312
Technology services	科技服務	5,249	9,823
		2,095,751	1,528,834

Movements in contract liabilities:

合約負債變動如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Balance at 1 January	於1月1日之結餘	1,528,834	1,343,105
Revenue recognised that was included in the balance of contract liabilities at the beginning of the year	年初計入合約負債結餘之已確認收入	(1,503,197)	(1,318,498)
Increase in contract liabilities as a result of receipts in advances of provision of services	預收服務款產生之合約負債增加	2,070,114	1,504,227
		2,095,751	1,528,834

Contract liabilities represent prepaid property services fees, consulting services fees, community living service fees and technology services fees received.

合約負債為已收預付物業服務費、諮詢服務費、園區服務費及科技服務費。

The amount of receipts in advance of performance expected to be recognised as income after more than one year is RMB43,099,000 (2022: RMB24,186,000).

於履約前收取的款項預期將於超過一年後確認為收益的金額為人民幣43,099,000元(2022年：人民幣24,186,000元)。

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27 TRADE AND OTHER PAYABLES

27 貿易及其他應付款項

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade payables	貿易應付款項		2,004,758	1,941,839
— Billed trade payables	— 已結算貿易應付款項	(a)	1,825,281	1,800,977
— Accrued trade payables	— 應計貿易應付款項		179,477	140,862
Bills payable	應付票據		81,097	226,734
Trade and bills payable	貿易應付款項及應付票據		2,085,855	2,168,573
— third parties	— 第三方		2,054,709	2,150,896
— related parties	— 關聯方	34(d)	31,146	17,677
Less: trade and bills payable due after one year	減：一年後到期的貿易 應付款項及應付票據		(1,369)	(5,000)
Trade and bills payable (current)	貿易應付款項及應付票據 (即期)		2,084,486	2,163,573
Refundable deposits	可退還按金	(b)	589,032	537,477
Escrow funds held on behalf of customers (note 22)	代表客戶持有的託管基金 (附註22)		64,112	45,900
Cash collected on behalf of the owners' associations (note 22)	代表業委會收取的現金 (附註22)		320,383	272,609
Temporary receipts	臨時收款	(c)	470,053	502,237
Amounts due to related parties	應付關聯方款項	34(d)	102,326	91,489
Loan from a third party	第三方貸款		23,027	22,698
Other payables	其他應付款項		259,028	262,656
Financial liabilities measured at amortised cost	按攤銷成本計量的金融負債		3,912,447	3,898,639
Accrued payroll and other benefits	應計工資單和其他福利		553,010	504,880
Other tax, charges payable and accruals	其他稅款、應付費用和 應計項目		406,148	330,217
			4,871,605	4,733,736

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27 TRADE AND OTHER PAYABLES (CONTINUED)

- (a) Trade payables mainly represent payables arising from sub-contracting services including cleaning, landscaping, maintenance and security services provided by suppliers, and payable for the purchase of goods and car parking places.

As of the end of each reporting period, the ageing analysis of billed trade payables, based on invoice date is as follows.

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Within 1 month	一個月內	1,363,728	1,332,920
After 1 month but within 3 months	一個月後但三個月內	149,035	136,361
After 3 months but within one year	三個月後但不超過一年	207,908	186,833
After one year	一年之後	104,610	144,863
		1,825,281	1,800,977

- (b) Refundable deposits represent miscellaneous decoration deposits received from property owners during the decoration period.
- (c) Temporary receipts represent utility charges received from residents on behalf of utility companies.

27 貿易及其他應付款項(續)

- (a) 貿易應付款項主要指分包服務(包括供應商所提供的保潔、景觀、維護及保安服務)產生的應付款項，以及購買商品及泊車位的應付款項。

截至各報告期末，基於發票日期的已結算貿易應付款項賬齡分析如下。

- (b) 可退還按金為於裝修期間從業主收取的雜項裝修按金。
- (c) 臨時收款為代表公用設施公司向住戶收取的公用設施費用。

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(a) The Company

Pursuant to a resolution of shareholders of the Company passed on 25 May 2018, a share option scheme was adopted (“Share Option Scheme”) for purpose of providing incentives to certain directors and employees of the Group (“Eligible Participants”). Pursuant to the Share Option Scheme, the directors of the Company are authorised, at their direction, to invite Eligible Participants.

On 11 September 2018 (the “First Date of Offer”), the Company granted share options to 4 directors of the Group and certain employees of the Group (“the First Grantees”) at nil consideration and the First Grantees finally acknowledged to subscribe for 122,410,000 shares of the Company under the Share Option Scheme at an exercise price of HKD6.116 (the “First Grant”). The closing prices of the Company’s shares immediately before the Date of Offer and on the Date of Offer were HKD6.06 and HKD5.71, respectively.

On 23 January 2020 (the “Second Date of Offer”), the Company granted share options to certain employees of the Group (“the Second Grantees”) at nil consideration and the Second Grantees finally acknowledged to subscribe for 33,150,000 shares of the Company under the Share Option Scheme at an exercise price of HKD9.214 (the “Second Grant”). The closing prices of the Company’s shares immediately before the Second Date of Offer and on the Second Date of Offer were HKD8.92 and HKD9.214, respectively.

On 14 September 2020 (the “Third Date of Offer”), the Company granted share options to certain employees of the Group (“the Third Grantees”) at nil consideration and the Third Grantees finally acknowledged to subscribe for 25,770,000 shares of the Company under the Share Option Scheme at an exercise price of HKD9.3 (the “Third Grant”). The closing prices of the Company’s shares immediately on the Date of Offer and the average closing price for the five business days immediately before the Third Date of Offer and on the Third Date of Offer were HKD9.28 and HKD9.3, respectively.

28 以權益結算以股份為基礎之交易

(a) 本公司

根據本公司股東於2018年5月25日通過的決議案，採納購股權計劃（「購股權計劃」），以為本集團若干董事及僱員（「合資格參與者」）提供激勵。根據購股權計劃，本公司董事獲授權酌情邀請合資格參與者。

於2018年9月11日（「首個要約日期」），本公司按照購股權計劃以6.116港元的行使價以零代價向本集團四名董事及本集團若干僱員（「第一承授人」）授出購股權，第一承授人最終確認認購122,410,000股本公司股份（「首次授出」）。本公司股份緊接要約日期前及於要約日期的收市價分別為6.06港元及5.71港元。

於2020年1月23日（「第二個要約日期」），本公司按照購股權計劃以9.214港元的行使價以零代價向本集團若干僱員（「第二承授人」）授出購股權，第二承授人最終確認認購33,150,000股本公司股份（「第二次授出」）。本公司股份緊接第二個要約日期前及於第二個要約日期的收市價分別為8.92港元及9.214港元。

於2020年9月14日（「第三個要約日期」），本公司按照購股權計劃以9.3港元的行使價以零代價向本集團若干僱員（「第三承授人」）授出購股權，第三承授人最終確認認購25,770,000股本公司股份（「第三次授出」）。本公司股份緊接要約日期的收市價及緊接第三個要約日期前五個營業日及第三個要約日期平均收市價分別為9.28港元及9.3港元。

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(a) The Company (Continued)

On 26 July 2021 (the "Fourth Date of Offer"), the Company granted share options to 2 directors of the Group and certain employees of the Group ("the Fourth Grantees") at nil consideration and the Fourth Grantees finally acknowledged to subscribe for 33,130,200 shares of the Company under the Share Option Scheme at an exercise price of HKD8.902 (the "Fourth Grant"). The closing prices of the Company's shares immediately on the Date of Offer and the average closing price for the five business days immediately before the Fourth Date of Offer and on the Fourth Date of Offer were HKD8.31 and HKD8.803, respectively.

On 8 December 2022 (the "Fifth Date of Offer"), the Company granted share options to 1 directors of the Group and certain employees of the Group ("the Fourth Grantees") at nil consideration and the Fifth Grantees finally acknowledged to subscribe for 41,464,500 shares of the Company under the Share Option Scheme at an exercise price of HKD5.580 (the "Fifth Grant"). The closing prices of the Company's shares immediately on the Date of Offer and the average closing price for the five business days immediately before the Fifth Date of Offer and on the Fifth Date of Offer were HKD5.318 and HKD5.580, respectively. The options have vesting periods of 3 years commencing after 12 months from the date on which the Eligible Participants have achieved the length of service in the Group and have a contractual life of 10 years. Each option gives the holders the right to subscribe for one ordinary share in the Company.

28 以權益結算以股份為基礎之交易(續)

(a) 本公司(續)

於2021年7月26日(「第四個要約日期」)，本公司按照購股權計劃以8.902港元的行使價以零代價向本集團兩名董事及本集團若干僱員(「第四承授人」)授出購股權，第四承授人最終確認認購33,130,200股本公司股份(「第四次授出」)。本公司股份緊接要約日期的收市價及緊接第四個要約日期前五個營業日及第四個要約日期平均收市價分別為8.31港元及8.803港元。

於2022年12月8日(「第五個要約日期」)，本公司按照購股權計劃以5.580港元的行使價以零代價向本集團一名董事及本集團若干僱員(「第五承授人」)授出購股權，第五承授人最終確認認購41,464,500股本公司股份(「第五次授出」)。本公司股份緊接要約日期的收市價及緊接第五個要約日期前五個營業日及第五個要約日期平均收市價分別為5.318港元及5.580港元。該等購股權的歸屬期為自合資格參與者於本集團的工作年限滿足之日起12個月起計3年，合約年期為10年。每份購股權賦予持有人權利認購一股本公司普通股。

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(a) The Company (Continued)

The terms and conditions of the grants are as follows:

	Number of instruments	Vesting conditions	Contractual life of options
	工具數量	歸屬條件	購股權之合約年期
Options granted to directors: 授予董事之購股權：			
— on 11 September 2018 — 於2018年9月11日	10,800,000	The first exercise period shall commence from the date on which the Eligible Participants have achieved the length of service in the Group.	10 years 10年
— on 23 January 2020 — 於2020年1月23日	210,000		
— on 14 September 2020 — 於2020年9月14日	320,000	The share options shall be exercisable separately in the subsequent 3 exercise periods, whose percentages of options exercisable are 33%, 33% and 34% respectively, subject to the Eligible Participants' performance as the conditions of exercise. 第一個行使期自合資格參與者於本集團的工作年限滿足之日起12個月後的首個交易日起。行使條件亦取決於合資格參與者的業績，購股權可於之後的連續3個行使期中分別行使，每期的行使比例分別為33%、33%及34%。	
— on 26 July 2021 — 於2021年7月26日	1,000,000		
— on 08 December 2022 — 於2022年12月8日	1,000,000		

28 以權益結算以股份為基礎之交易 (續)

(a) 本公司 (續)

授出之條款及條件如下：

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(a) The Company (Continued)

	Number of instruments	Vesting conditions	Contractual life of options		
	工具數量	歸屬條件	購股權之合約年期		
Options granted to employees: 授予僱員之購股權：					
— on 11 September 2018 — 於2018年9月11日	111,610,000	The first exercise period shall commence from trading day after expiry of the 12-month period from the date on which the Eligible Participants has achieved the length of service in the Group. The share options shall be exercisable separately in the subsequent 3 exercise periods, whose percentages of options exercisable are 33%, 33% and 34% respectively, subject to the Eligible Participants' performance as the conditions of exercise. 第一個行使期自合資格參與者於本集團的工作年限滿足之日起12個月後的首個交易日起。行使條件亦取決於合資格參與者的業績，購股權可於之後的連續3個行使期中分別行使，每期的行使比例分別為33%、33%及34%。	10 years 10年		
— on 23 January 2020 — 於2020年1月23日	32,940,000				
— on 14 September 2020 — 於2020年9月14日	25,450,000				
— on 26 July 2021 — 於2021年7月26日	32,130,200				
— on 08 December 2022 — 於2022年12月8日	40,464,500				
Total share options granted 授出購股權總額	255,924,700				

28 以權益結算以股份為基礎之交易 (續)

(a) 本公司 (續)

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(a) The Company (Continued)

The number and exercise prices of share options are as follows:

		2023 2023年		2022 2022年	
		Weighted average exercise price 加權平均 行使價	Number of options ('000) 購股權數目 (千股)	Weighted average exercise price 加權平均 行使價	Number of options ('000) 購股權數目 (千股)
Outstanding at the beginning of the year	年初尚未行使	HKD7.244 港元	171,000	HKD7.803 港元	148,847
Forfeited during the year	年內沒收	HKD6.985 港元	(19,303)	HKD8.578 港元	(14,628)
Exercised during the year	年內行使	–	–	HKD6.116 港元	(4,684)
Granted during the year	年內授出	–	–	HKD5.580 港元	41,465
Outstanding at the end of the year	年末尚未行使	HKD7.277 港元	151,697	HKD7.766 港元	171,000
Exercisable at the end of the year	年末可行使	HKD7.452 港元	92,693	HKD7.062 港元	71,138

The options outstanding at 31 December 2023 had exercise prices of HKD5.580, HKD8.902, HKD9.300, HKD9.214 and HKD6.116 (2022: HKD5.580, HKD8.902, HKD9.300, HKD9.214 and HKD6.116) respectively and a weighted average remaining contractual life is 6.6 years (2022: 7.6 years).

於2023年12月31日，尚未行使之購股權之行使價分別為5.580港元、8.902港元、9.300港元、9.214港元及6.116港元(2022年：5.580港元、8.902港元、9.300港元、9.214港元及6.116港元)及加權平均剩餘合約年期為6.6年(2022年：7.6年)。

28 以權益結算以股份為基礎之交易(續)

(a) 本公司(續)

購股權之數目及行使價如下：

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(a) The Company (Continued)

Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Black-Scholes model. The input variables under the applied model are as follows:

Fair value of share options and assumptions	購股權之公平值及假設	18 September	23 January	Grant date	26 July	08 December
		2018	2020	14 September 2020	2021	2022
		2018年9月11日	2020年1月23日	授出日期	2021年7月26日	2022年12月8日
Fair value at measurement date	於計量日期之公平值	HKD1.54港元– HKD2.01港元	HKD2.068港元– HKD2.487港元	HKD2.141港元– HKD2.420港元	HKD1.689港元– HKD2.064港元	HKD1.493港元– HKD1.704港元
Share price	股價	HKD5.710港元	HKD8.92港元	HKD9.28港元	HKD8.310港元	HKD5.580港元
Exercise price	行使價	HKD6.116港元	HKD9.214港元	HKD9.3港元	HKD8.902港元	HKD5.580港元
Expected volatility (expressed as weighted average volatility used in the modelling under Black-Scholes-Merton model)	預期波動率(以根據柏力克舒爾斯模式建模中所用加權平均波動率表示)	34.78%–37.56%	31.17%–31.92%	30.80%–32.23%	31.60%–32.50%	33.91%–34.27%
Option life (expressed as weighted average life used in the modelling under Black-Scholes-Merton model)	購股權年期(以根據柏力克舒爾斯模式建模中所用加權平均年期表示)	5.5 years年– 9 years年	5.5 years年– 9 years年	5.5 years年– 9 years年	5.5 years年– 9 years年	5.5 years年– 9 years年
Expected dividends	預期股息	1.90%	2.20%	2.14%	2.35%	3.37%
Risk-free interest rate (based on Exchange Fund Notes)	無風險利率(以外匯基金票據為基準)	2.254%–2.316%	1.5149%–1.5573%	0.334%–0.472%	0.5212%–0.9625%	3.303%–3.496%

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

28 以權益結算以股份為基礎之交易(續)

(a) 本公司(續)

購股權之公平值及假設

就授出購股權所收取服務之公平值乃參考授出購股權之公平值計量。已授出購股權之估計公平值乃以柏力克舒爾斯模式計量。所用模式的輸入變量如下：

預期波動率乃以歷史波動率(按購股權的加權平均剩餘年限計算)為基準，並就根據公開可得資料預期日後波動率的任何變動作出調整。預計股息以歷史股息為基準。主觀輸入假設之變動可顯著影響公平值估計。

購股權乃根據服務條件授出。此條件於計量所收取服務於授出日期的公平值時並無計算在內。授出購股權並無附帶市場條件。

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(b) MAG

Pursuant to a resolution of shareholders of MAG, the subsidiary of the Group passed on 30 June 2021 (the "Adoption Date"), a share option scheme was adopted (the "MAG Share Option Scheme") for purpose of providing incentives to certain employees of MAG ("MAG Eligible Participants").

On 18 February 2022, MAG granted share options to certain employees of MAG ("the First Grantees") and the Grantees finally acknowledged to subscribe for 351,000 shares of MAG under the MAG Share Option Scheme at an exercise price of AUD10.51. The options have vesting periods of 3 years from the date on which the Eligible Participants have achieved the length of service in the MAG and satisfied personal key performance indicator set as a target for the Grantees by MAG and other vesting condition. Each option gives the holders the right to subscribe for one ordinary share in MAG.

On 30 June 2022, MAG granted share options to certain employees of MAG ("the Second Grantees") and the Grantees finally acknowledged to subscribe for 35,000 shares of MAG under the MAG Share Option Scheme at an exercise price of AUD10.51. The options have vesting periods of 3 years from the date on which the Eligible Participants have achieved the length of service in the MAG and satisfied personal key performance indicator set as a target for the Grantees by MAG and other vesting condition. Each option gives the holders the right to subscribe for one ordinary share in MAG.

On 30 June 2023, MAG granted share options to certain employees of MAG ("the Third Grantees") and the Grantees finally acknowledged to subscribe for 46,000 shares of MAG under the MAG Share Option Scheme at an exercise price of AUD12. The options have vesting periods of 3 years from the date on which the Eligible Participants have achieved the length of service in the MAG, and satisfied personal key performance indicator set as a target for the Grantees by MAG and other vesting condition. Each option gives the holders the right to subscribe for one ordinary share in MAG.

28 以權益結算以股份為基礎之交易(續)

(b) MAG

根據本集團附屬公司MAG股東於2021年6月30日(「採納日期」)通過的決議案，採納購股權計劃(「MAG購股權計劃」)，以為MAG若干僱員(「MAG合資格參與者」)提供激勵。

於2022年2月18日，MAG按MAG購股權計劃以10.51澳元的行使價向MAG若干僱員(「第一承授人」)授出購股權，承授人最終確認認購351,000股MAG股份。該等購股權的歸屬期為自合資格參與者達致MAG的工作年限並滿足MAG為承授人設定的個人關鍵績效指標及其他歸屬條件之日起計3年。每份購股權賦予持有人權利認購一股MAG普通股。

於2022年6月30日，MAG按MAG購股權計劃以10.51澳元的行使價向MAG若干僱員(「承授人」)授出購股權，承授人最終確認認購35,000股MAG股份。該等購股權的歸屬期為自合資格參與者達致MAG的工作年限並滿足MAG為承授人設定的個人關鍵績效指標及其他歸屬條件之日起計3年。每份購股權賦予持有人權利認購一股MAG普通股。

於2023年6月30日，MAG按MAG購股權計劃以12澳元的行使價向MAG若干僱員(「第三承授人」)授出購股權，承授人最終確認認購46,000股MAG股份。該等購股權的歸屬期為自合資格參與者達致MAG的工作年限並滿足MAG為承授人設定的個人關鍵績效指標及其他歸屬條件之日起計3年。每份購股權賦予持有人權利認購一股MAG普通股。

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(b) MAG (Continued)

On 22 December 2023, MAG granted share options to certain employees of MAG (“the Forth Grantees”) and the Grantees finally acknowledged to subscribe for 28,000 shares of MAG under the MAG Share Option Scheme at an exercise price of AUD12. The options have vesting periods of 3 years from the date on which the Eligible Participants have achieved the length of service in the MAG, and satisfied personal key performance indicator set as a target for the Grantees by MAG and other vesting condition. Each option gives the holders the right to subscribe for one ordinary share in MAG.

The terms and conditions of the grants are as follows:

	Number of instruments	Vesting conditions	Contractual life of options
	工具數量	歸屬條件	購股權之合約年期
Options granted to employees (MAG):			
授予僱員之購股權(MAG):			
— on 18 February 2022	357,000	The options have vesting periods of 3 years from the date on which the Eligible Participants have achieved the length of service in the MAG. The share options shall be exercisable separately in the subsequent 3 exercise periods, whose percentages of options exercisable are 20%, 40% and 40% respectively, subject to the Eligible Participants’ performance as a target for the Grantees by MAG and other vesting condition.	3 years 3年
— 於2022年2月18日			
— on 30 June 2022	35,000		
— 於2022年6月30日			
— on 30 June 2023	46,000		
— 於2023年6月30日			
— on 22 December 2023	28,000	該等購股權的歸屬期為自合資格參與者達致MAG的工作年限之日起計3年。MAG為承授人設定的指標及其他歸屬條件亦取決於合資格參與者的業績，購股權可於之後的三個行使期中分別行使，每期的行使比例分別為20%、40%及40%。	
— 於2023年12月22日			
Total share options granted	466,000		
授出購股權總額			

28 以權益結算以股份為基礎之交易(續)

(b) MAG (續)

於2023年12月22日，MAG按MAG購股權計劃以12澳元的行使價向MAG若干僱員(「第四承授人」)授出購股權，承授人最終確認認購28,000股MAG股份。該等購股權的歸屬期為自合資格參與者達致MAG的工作年限並滿足MAG為承授人設定的個人關鍵績效指標及其他歸屬條件之日起計3年。每份購股權賦予持有人權利認購一股MAG普通股。

授出之條款及條件如下：

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(b) MAG (Continued)

The number and exercise prices of share options are as follows:

		At 31 December 2023 於2023年12月31日		At 31 December 2022 於2022年12月31日	
		Weighted average exercise price 加權平均 行使價	Number of options ('000) 購股權數目 (千股)	Weighted average exercise price 加權平均 行使價	Number of options ('000) 購股權數目 (千股)
Outstanding at the beginning of the period	期初尚未行使	AUD5.255 澳元	386		
Granted during the period	期內授出	AUD6.000 澳元	74	AUD5.255 澳元	392
Forfeited during the year	年內沒收	AUD5.960 澳元	(24)	AUD5.255 澳元	(6)
Outstanding at the end of the period	期末尚未行使	AUD5.357 澳元	436	AUD5.255 澳元	386
Exercisable at the end of the period	期末可行使	-	-	-	-

The options outstanding at 31 December 2023 had exercise prices of AUD 5.357 and a weighted average remaining contractual life is 1.38 years.

於2023年12月31日，尚未行使之購股權之行使價為5.357澳元及加權平均剩餘合約年期為1.38年。

28 以權益結算以股份為基礎之交易 (續)

(b) MAG (續)

購股權之數目及行使價如下：

28 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(b) MAG (Continued)

Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Black-Scholes model. The input variables under the applied model are as follows:

		Grant date 授出日期			
		18 February 2022 2022年2月18日	30 June 2022 2022年6月30日	30 June 2023 2023年6月30日	22 December 2023 2023年12月22日
Fair value of share options and assumptions	購股權之公平值及假設				
Fair value at measurement date	於計量日期之公平值	AUD2.914 澳元	AUD2.914 澳元	AUD5.830 澳元	AUD5.830 澳元
Share price	股價	AUD10.51 澳元	AUD10.51 澳元	AUD12.00 澳元	AUD12.00 澳元
Exercise price	行使價	AUD5.255 澳元	AUD5.255 澳元	AUD6.00 澳元	AUD6.00 澳元
Expected volatility (expressed as volatility used in the modelling under Black-Scholes-Merton model)	預期波動率(以根據柏力克舒爾斯模式建模中 所用波動率表示)	35%	35%	55%	55%
Option life (expressed as life used in the modelling under Black-Scholes-Merton model)	購股權年期(以根據柏力克舒爾斯模式建模中 所用年期表示)	10 years 年	10 years 年	10 years 年	10 years 年
Expected dividends	預期股息	4.00%	4.00%	2.00%	2.00%
Risk-free interest rate (based on the current Treasury Bond yields with a maturity approximating the expiry date of the shares)	無風險利率(以當前國債 收益率為基準，到期日 與股份屆滿日期相若)	1.775%	1.775%	3.220%	3.220%

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

28 以權益結算以股份為基礎之交易(續)

(b) MAG (續)

購股權之公平值及假設

就授出購股權所收取服務之公平值乃參考授出購股權之公平值計量。已授出購股權之估計公平值乃以柏力克舒爾斯模式計量。所用模式的輸入變量如下：

預期波動率乃以歷史波動率(按購股權的加權平均剩餘年限計算)為基準，並就根據公開可得資料預期日後波動率的任何變動作出調整。預計股息以歷史股息為基準。主觀輸入假設之變動可顯著影響公平值估計。

購股權乃根據服務條件授出。此條件於計量所收取服務於授出日期的公平值時並無計算在內。授出購股權並無附帶市場條件。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
At 1 January	於1月1日	684,553	512,094
Provision for current taxation for the year	年內即期稅項撥備	421,042	346,494
Acquisition of subsidiaries	收購附屬公司	1,741	27,552
Payments during the year	年內付款	(205,340)	(201,587)
At 31 December	於12月31日	901,996	684,553

29 綜合財務狀況報表的所得稅

(a) 綜合財務狀況報表的即期稅項指：

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

29 綜合財務狀況報表的所得稅 (續)

(b) 已確認遞延稅項資產及負債：

(i) 遞延稅項資產及負債各組成部分的變動

於年內綜合財務狀況報表內確認的遞延稅項資產／(負債)的組成部分及相關變動如下：

	Accrued expenses	Provision for trade and other receivables	Provisions	Tax losses	Other financial assets	Investment income from deemed disposal of an associate	Intangible assets arising from acquisitions	Right-of-use assets	Lease liabilities	Total
	應計開支	貿易及其他應收款項之撥備	撥備	稅項虧損	其他金融資產	視作出售聯營公司之投資收入	收購產生之無形資產	使用權資產	租賃負債	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Deferred tax arising from: 產生自以下各項的遞延稅項：										
At 1 January 2022 於2022年1月1日	95,244	68,949	18,311	42,436	(1,587)	(4,498)	(79,562)	(240,952)	262,315	160,656
Credited/(charged) to profit or loss 於損益計入/(扣除)	26,234	42,291	622	21,293	(187)	-	5,175	(8,759)	27,307	113,976
Credited to reserves 計入儲備	-	-	-	-	(46)	-	-	-	-	(46)
Acquisition/(disposal) of subsidiaries 收購/(出售)附屬公司	-	1,069	-	12,618	-	-	(27,706)	-	-	(14,019)
Exchange adjustments 匯兌調整	6	-	163	-	-	-	(5,896)	(167)	453	(5,441)
At 31 December 2022 於2022年12月31日	121,484	112,309	19,096	76,347	(1,820)	(4,498)	(107,989)	(249,878)	290,075	255,126
At 1 January 2023 於2023年1月1日	121,484	112,309	19,096	76,347	(1,820)	(4,498)	(107,989)	(249,878)	290,075	255,126
Credited/(charged) to profit or loss 於損益計入/(扣除)	17,901	29,188	18,120	61,426	12,099	-	5,277	(23,942)	44,877	164,946
Credited to reserves 計入儲備	-	-	-	-	113	-	-	-	-	113
Exchange adjustments 匯兌調整	225	-	205	-	-	-	(846)	(1,259)	2,900	1,225
At 31 December 2023 於2023年12月31日	139,610	141,497	37,421	137,773	10,392	(4,498)	(103,558)	(275,079)	337,852	421,410

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets and liabilities recognised:

(Continued)

(ii) Reconciliation to the consolidated statement of financial position

29 綜合財務狀況報表的所得稅 (續)

(b) 已確認遞延稅項資產及負債：(續)

(ii) 綜合財務狀況報表的對賬

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Net deferred tax asset recognised in the consolidated statement of financial position	綜合財務狀況報表確認的遞延稅項淨資產	519,073	355,640
Net deferred tax liability recognised in the consolidated statement of financial position	綜合財務狀況報表確認的遞延稅項淨負債	(97,663)	(100,514)
		421,410	255,126

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(c) Deferred tax assets not recognised

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Unused tax losses	未動用稅項虧損	378,389	469,019

In accordance with the accounting policy set out in note 1(u), the Group has not recognised deferred tax assets of RMB60,976,000 (2022: RMB113,880,000) in respect of unused tax losses of certain subsidiaries as at 31 December 2023. The directors consider it is not probable that future taxable profits against which the losses can be available will be available in the relevant tax jurisdiction and entity.

Pursuant to the relevant laws and regulations in the PRC, the unrecognised tax losses at the end of the reporting period will expire in the following years:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
2023	2023年	–	29,723
2024	2024年	60,507	67,736
2025	2025年	83,636	88,056
2026	2026年	81,362	107,302
2027	2027年	62,811	124,114
2028	2028年	37,246	–
		325,562	416,931

The tax losses of RMB52,827,000 (2022: RMB52,088,000) for the Hong Kong subsidiaries do not expire under current Hong Kong tax legislation.

29 綜合財務狀況報表的所得稅 (續)

(c) 未確認遞延稅項資產

根據附註1(u)載列的會計政策，於2023年12月31日，本集團未就若干附屬公司未動用稅項虧損確認人民幣60,976,000元(2022年：人民幣113,880,000元)遞延稅項資產。董事認為不大可能在有關稅務司法權區及實體取得可動用的未來應課稅利潤以抵銷虧損。

根據中國有關法律及法規，於報告期末的未確認稅項虧損將於以下年度屆滿：

根據現行香港稅務法例，香港附屬公司的人民幣52,827,000元(2022年：人民幣52,088,000元)稅項虧損不會屆滿。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(d) Deferred tax liabilities not recognised

Deferred tax liabilities of RMB552,108,000 (2022: RMB375,916,000) were not recognised in respect of the 10% PRC dividend withholding tax that would be payable on the distribution of retained profits of RMB5,521,076,000 as at 31 December 2023 (2022: RMB3,759,164,000) in respect of the Group's subsidiaries in the PRC as the Company controls the dividend policy of these subsidiaries and it was determined that it was probable that these profits would not be distributed in the foreseeable future.

29 綜合財務狀況報表的所得稅 (續)

(d) 未確認遞延稅項負債

於2023年12月31日，並無就本集團於中國的附屬公司的分派保留利潤人民幣5,521,076,000元(2022年：人民幣3,759,164,000元)而須支付的10%中國股息預扣稅確認人民幣552,108,000元(2022年：人民幣375,916,000元)的遞延稅項負債，原因是本公司控制該等附屬公司的股息政策，而且已釐定該等利潤有可能不會在可見將來分派。

30 PROVISIONS

30 撥備

		Onerous contracts 虧損性合約 note(i) 附註(i) RMB'000 人民幣千元	Leave obligations 假期承擔 note(ii) 附註(ii) RMB'000 人民幣千元	Reinstatement cost 修復成本 note(iii) 附註(iii) RMB'000 人民幣千元	Legal obligation 法律責任 note(iv) 附註(iv) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	30,941	16,368	16,482	-	63,791
Acquisition of subsidiary	收購附屬公司	-	284	293	-	577
Exchange adjustments	匯兌調整	-	212	86	-	298
Provisions made	已計提撥備	9,107	2,579	9,819	20,000	41,505
Provisions utilised	已動用撥備	(7,561)	-	-	-	(7,561)
At 31 December 2022	於2022年12月31日	32,487	19,443	26,680	20,000	98,610
Less: Amount included under "current liabilities"	減：列入「流動負債」的金額	(22,800)	(15,495)	-	(20,000)	(58,295)
		9,687	3,948	26,680	-	40,315
At 1 January 2023	於2023年1月1日	32,487	19,443	26,680	20,000	98,610
Exchange adjustments	匯兌調整	-	668	958	-	1,626
Provisions made	已計提撥備	13,243	3,972	6,870	94,048	118,133
Provisions utilised	已動用撥備	(10,888)	-	-	(27,536)	(38,424)
At 31 December 2023	於2023年12月31日	34,842	24,083	34,508	86,512	179,945
Less: Amount included under "current liabilities"	減：列入「流動負債」的金額	(27,119)	(19,217)	(169)	(86,512)	(133,017)
		7,723	4,866	34,339	-	46,928

30 PROVISIONS (CONTINUED)

- (i) The Group was in contracts with certain communities that were operating at a loss. The obligation for the future payments of these communities, net of expected property service income, has been provided for.
- (ii) Leave obligations cover the Group's liabilities for long service leaves and annual leaves, including all of accrued annual leaves, the unconditional entitlements to long service leaves where certain employees have completed the required period of services and also those where employees are entitled to pro-rata payments.
- (iii) The Group is required to restore certain leased premises to their original condition at the end of the respective lease terms under certain contracts. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements. These costs have been recognised as part of the cost of leasehold improvements and are amortised over the shorter of the term of the lease or the useful life of the assets.
- (iv) References are made to the announcements of the Group dated 19 July 2022, 20 October 2022, 21 March 2023 and 21 August 2023 in respect of the claim proceedings that the Group is involved because of joint liability with a third party for an associate under a lease arrangement. As at 31 December 2023, the Group has made the additional provision of RMB91,415,000 for what may be required for the settlement of this claim.

30 撥備(續)

- (i) 本集團與若干有經營虧損的園區訂立合約。已就該等園區的未來付款責任(扣除預期物業服務收入)作出撥備。
- (ii) 假期承擔涵蓋本集團長期服務休假及年假責任，包括所有應計年假、若干僱員已按要求完成服務期限而無條件享有的長期服務假期以及僱員有權按比例獲得薪酬的長期服務假期。
- (iii) 根據若干合約，本集團須於各自租期結束時將若干租賃場所恢復至初始狀態。相關撥備已根據為移除所有租賃物業裝修估計所需支出的現值確認。該等成本已確認為租賃物業裝修成本的一部分，並於租期或資產使用年期(以較短者為準)內攤銷。
- (iv) 茲提述本集團日期為2022年7月19日、2022年10月20日、2023年3月21日及2023年8月21日有關索賠訴訟的公告，內容有關本集團因租賃安排下一家聯營公司而對一名第三方承擔連帶責任。於2023年12月31日，本集團已為解決該索賠可能需要支付的款項計提額外撥備人民幣91,415,000元。

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31 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

		Share capital	Share premium	Share option reserve	Exchange reserve (non-recycling)	Fair value reserve (non-recycling)	Share of other comprehensive income of the investees (non-recycling)	Retained earnings	Total
	Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2022	於2022年1月1日之結餘	28	4,087,755	94,477	(464,307)	(9,583)	16,993	350,756	4,076,119
Changes in equity for 2022:	2022年度權益變動：								
Profit for the year	年內利潤	-	-	-	-	-	-	-	-
Other comprehensive income	其他全面收益	-	-	-	214,817	(561)	(36,984)	(961)	176,311
Total profit and comprehensive income for the year	年內利潤及全面收益總額	-	-	-	214,817	(561)	(36,984)	(961)	176,311
Equity settled share-based transactions	權益結算以股份為基礎之交易	28	-	39,396	-	-	-	-	39,396
Shares issued under share option scheme	根據購股權計劃已發行之股份	-	32,013	(7,428)	-	-	-	-	24,585
Repurchase and cancellation of shares	購回及註銷股份	*	(78,079)	-	-	-	-	-	(78,079)
Dividends declared in respect of the previous year	就過往年度宣派股息	31(b)	(542,837)	-	-	-	-	-	(542,837)
Balance at 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日之結餘	28	3,498,852	126,445	(249,490)	(10,144)	(19,991)	349,795	3,695,495
Changes in equity for 2023:	2023年度權益變動：								
Profit for the year	年內利潤	-	-	-	-	-	-	(218,631)	(218,631)
Other comprehensive income	其他全面收益	-	-	-	13,524	(5,411)	26,610	-	34,723
Total profit and comprehensive income for the year	年內利潤及全面收益總額	-	-	-	13,524	(5,411)	26,610	(218,631)	(183,908)
Equity settled share-based transactions	權益結算以股份為基礎之交易	28	-	33,723	-	-	-	-	33,723
Repurchase and cancellation of shares	購回及註銷股份	(1)	(115,241)	-	-	-	-	-	(115,242)
Repurchase of shares (to be cancelled)	購回股份(待註銷)	-	(15,465)	-	-	-	-	-	(15,465)
Transfer of other comprehensive income of the investees upon the disposal of financial assets at FVOCI	出售按公平值計入其他全面收益之金融資產後轉撥投資對象之其他全面收益	-	-	-	-	-	(12)	12	-
Dividends declared in respect of the previous year	就過往年度宣派股息	31(b)	(285,115)	-	-	-	-	-	(285,115)
Balance at 31 December 2023	於2023年12月31日之結餘	27	3,083,031	160,168	(235,966)	(15,555)	6,607	131,176	3,129,488

* Amount less than RMB1,000.

* 金額低於人民幣1,000元。

31 資本、儲備及股息

(a) 權益部分變動

本集團綜合權益各部分的年初及年末結餘對賬載於綜合權益變動表。本公司各權益部分於年初及年末的變動詳情載列如下：

本公司

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31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(b) Dividends

- (i) Dividends payable to equity shareholders of the Company attributable to the year:

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
A final dividend of HKD0.15 per share proposed after the end of reporting period (2022: a final dividend of HKD0.10 per share proposed after the end of reporting period)	434,185	288,739

The final dividend proposed for shareholders' approval after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year:

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
A final dividend of HKD0.10 per share in respect of the previous financial year, approved and paid during the year (2022: a final dividend of HKD0.16 per share and a special dividend of HKD0.04 per share in respect of the previous financial year, approved and paid during the year)	285,115	542,837

The dividends approved during the year ended 31 December 2023 and 2022 were paid on 11 July 2023 and 12 July 2022 respectively.

31 資本、儲備及股息(續)

(b) 股息

- (i) 年內應付本公司權益股東之股息：

2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
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於報告期末後建議派付末期股息每股0.15港元(2022年：於報告期末後建議派付末期股息每股0.10港元)

於報告期末後待股東批准之擬派發末期股息並未於報告期末確認為負債。

- (ii) 年內已批准及派付之上一財政年度應付本公司權益股東股息：

於年內已批准及派付之上一財政年度末期股息每股0.10港元(2022年：於年內已批准及派付之上一財政年度末期股息每股0.16港元及特別股息每股0.04港元)

於截至2023年及2022年12月31日止年度已批准的股息已分別於2023年7月11日及2022年7月12日派付。

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31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Share capital

(i) Issued share capital

		2023 2023年		2022 2022年	
		No. of shares (‘000) 股份數目 (千股)	RMB’000 人民幣千元	No. of shares (‘000) 股份數目 (千股)	RMB’000 人民幣千元
Ordinary shares, issued and fully paid:					
At 1 January	於1月1日	3,232,380	28	3,245,296	28
Shares issued under share option scheme (note (ii))	根據購股權計劃已發行股份(附註(ii))	-	-	4,684	*
Cancellation of shares (note (iii))	註銷股份(附註(iii))	(38,266)	(1)	(17,600)	*
At 31 December	於12月31日	3,194,114	27	3,232,380	28

* Amount less than 1,000.

(ii) Shares issued under share option scheme

During the year ended 31 December 2022, 4,683,700 share options under a share option scheme were exercised at exercise prices of HKD6.116 per share. The proceeds of HKD47 (equivalent to RMB40) representing the par value, were credited to the Company's share capital and the excess of proceeds totaling HKD28,645,000 (equivalent to RMB24,585,000) were credited to share premium during the year ended 31 December 2022.

31 資本、儲備及股息(續)

(c) 股本

(i) 已發行股本

(ii) 根據購股權計劃發行之股份
截至2022年12月31日止年度，購股權計劃項下的4,683,700份購股權按每股6.116港元的行使價獲行使。面值47港元(相當於人民幣40元)的所得款項已計入本公司股本。截至2022年12月31日止年度，超過所得款項總額28,645,000港元(相當於人民幣24,585,000元)的部分計入股份溢價。

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31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(c) Share capital (Continued)

(iii) Repurchase and cancellation of shares

During the year, the company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month/year	年/月	Number of shares repurchased (‘000) 購回股份數目 (千股)	Highest price paid per share 每股付出 最高價格	Lowest price paid per share 每股付出 最低價格	Aggregate price paid (‘000) 付出總價格 (千元)
August 2023	2023年8月	1,830	HKD3.60 港元	HKD3.49 港元	5,930
September 2023	2023年9月	12,258	HKD3.60 港元	HKD3.37 港元	39,393
October 2023	2023年10月	14,524	HKD3.58 港元	HKD2.99 港元	43,375
November 2023	2023年11月	5,654	HKD3.23 港元	HKD3.05 港元	16,406
December 2023	2023年12月	10,078	HKD3.20 港元	HKD2.60 港元	25,603
					130,707

The repurchase was governed by section 257 of the Hong Kong Companies Ordinance. The total amount paid on the repurchased shares of RMB130,707,000 was paid wholly out of retained profits.

38,266,000 shares of the repurchased shares have been cancelled on 29 December 2023, and 6,078,000 shares have not yet been cancelled as at 31 December 2023.

31 資本、儲備及股息(續)

(c) 股本(續)

(iii) 購回及註銷股份

年內，本公司於香港聯合交易所有限公司購回以下自有普通股：

該購回受香港公司條例第257條規管。購回股份所付總金額為人民幣130,707,000元，均自保留利潤撥資。

38,266,000股購回股份已於2023年12月29日註銷，6,078,000股股份於2023年12月31日尚未註銷。

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves

(i) Share premium

Share premium represents the difference between the total amount of the par value of shares issued and the amount of the net proceeds received. Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) PRC statutory reserve

According to the PRC Company Law, the PRC subsidiaries of the Group (excluding foreign investment enterprises) are required to transfer 10% of their profit after taxation, as determined under the PRC Accounting Regulations, to the statutory surplus reserve until the reserve balance reaches 50% of their registered capital.

The transfer to this reserve must be made before distribution of a dividend to shareholders.

Statutory reserve fund can be used to cover previous years' losses, if any, and may be converted into share capital by the issue of new shares to shareholders in proportion to their existing shareholdings or by increasing the par value of the shares currently held by them, provided that the balance after such issue is not less than 25% of the registered capital.

(iii) Other reserve

Other reserve represents the surplus/deficit between the consideration paid/received and the net assets of a subsidiary acquired/disposed regarding the transactions between the Group and the non-controlling interests that do not result in a loss of control.

31 資本、儲備及股息(續)

(d) 儲備的性質及用途

(i) 股份溢價

股份溢價指已發行股份的面值總額與所得款項淨額之間的差額。根據開曼群島公司法，本公司股份溢價賬可供分派予本公司股東，惟緊隨建議分派股息之日後，本公司可於一般業務過程中償還到期債務。

(ii) 中國法定儲備

根據中國公司法，本集團的中國附屬公司(不包括外商投資企業)須將依照中國會計準則釐定的10%除稅後利潤撥至法定盈餘儲備，直至儲備結餘達到其註冊資本的50%。

轉撥至該儲備須於向股東派發股息前進行。

法定儲備金可用於抵銷過往年度的虧損(如有)，並可藉向股東按其現有持股比例發行新股份，或藉增加股東現時持有之股份面值，轉換為股本，惟發行股份後之結餘不得少於註冊資本之25%。

(iii) 其他儲備

其他儲備指就本集團與非控股權益的相關交易(並無導致失去控制權)的已付/已收代價及收購/出售附屬公司資產淨值的盈餘/虧損。

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (Continued)

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside the mainland China. The reserve is dealt with in accordance with the accounting policies set out in note 1(x).

(v) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period (see note 1(g)).

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of its net gearing ratio. This ratio is calculated as net debt divided by net assets. Net debt is calculated as total debt (including all bank loans and lease liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents.

31 資本、儲備及股息(續)

(d) 儲備的性質及用途(續)

(iv) 匯兌儲備

匯兌儲備包括中國內地以外換算海外業務之財務報表所產生之所有匯兌差額。該儲備根據附註1(x)載列之會計政策作處理。

(v) 公平值儲備(不可劃轉)

公平值儲備(不可劃轉)包含於報告期末持有的根據香港財務報告準則第9號指定為以公平值計量且其變動計入其他全面收益的股本投資的公平值累積變動淨額(見附註1(g))。

(e) 資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力，以透過為產品及服務作出風險水平相稱的定價及以合理成本取得融資，繼續為股東提供回報及為其他持份者提供利益。

本集團積極及定期檢討及管理其資本架構，以在較高股東回報可能附帶較高借款水平與穩健資本狀況所帶來優勢及保障間取得平衡，並應經濟環境變動調整資本架構。

本集團根據其淨資產負債率監察其資本架構。該比率乃按債務淨額除以資產淨額而計算。債務淨額乃按總債務(包括綜合財務狀況報表中顯示的所有銀行貸款及租賃負債)減現金及現金等價物計算。

31 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(e) Capital management (Continued)

As at 31 December 2023 and 2022, the Group maintained at net cash position.

Under a loan agreement of MAG, there is a fulfilment of certain financial covenants (see note 25(a)). If MAG was to breach the covenants, the drawn down facility would become payable on demand. MAG regularly monitors its compliance with these covenants. As at 31 December 2023, none of the covenants relating to drawn down facility had been breached.

Except abovementioned subsidiary, neither the Company nor the other subsidiaries are subject to externally imposed capital requirements.

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to cash at bank, treasury products, other financial assets measured at amortised cost and trade and other receivables.

Except for the financial guarantee given by the Group to associates as set out in note 30 and note 34(c)(i), the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of this financial guarantee at the end of the reporting period is disclosed in note 30 and note 34(c)(i).

31 資本、儲備及股息(續)

(e) 資本管理(續)

於2023年及2022年12月31日，本集團維持淨現金狀況。

根據MAG貸款協議，須履行若干財務契約(見附註25(a))。倘MAG違反契約，則已提取融資將按要求償還。MAG定期監察其對該等契約的遵守情況。於2023年12月31日，並無違反有關提取融資的契約。

除上文所述之附屬公司外，本公司及其他附屬公司均不受外間資本規定的限制。

32 財務風險管理及金融工具的公平值

本集團須承受日常業務過程中產生之信貸、流動資金、利率及貨幣風險。本集團亦面臨於其他實體的股本投資及其本身股價變動而引起的股價風險。

下文載述本集團所面對的該等風險及本集團就管理該等風險所採用的財務風險管理政策及慣例。

(a) 信貸風險

信貸風險指因交易對手方違反其合同義務而導致本集團蒙受財務損失的風險。本集團的信貸風險主要來自銀行存款、理財產品、按攤銷成本計量的其他金融資產以及貿易及其他應收款項。

除附註30及34(c)(i)所載本集團向聯營公司提供財務擔保外，本集團並無提供任何其他可能使本集團面臨信貸風險的擔保。於報告期末有關此財務擔保的最大信貸風險披露於附註30及34(c)(i)。

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Cash at bank and treasury products

The Group's exposure to credit risk arising from cash at bank is limited because the counterparties are well-known financial institutions, for which the Group considers to have low credit risk.

The Group's treasury products classified as FVTPL are issued by well-known financial institutions. The Group has determined that there is no significant credit risk associated with these treasury products, and these products did not cause any losses during the year ended 31 December 2023.

Other financial assets measured at amortised cost

The Group's credit risk in other financial assets measured at amortised cost is mainly attributable to listed debt instruments. The credit risk arises from default of the issuers, with a maximum exposure represented by the net carrying amount of financial assets as at the end of each reporting period.

The Group adopts a credit rating approach in managing the credit risk of the listed debt investments portfolio. Debt securities are rated with reference to major rating agencies where the issuers of the securities are located. The net book value of listed debt investments analysed by the rating agency designations as at December 31 are as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Ratings	評級		
— Ba to Baa	—Ba 至 Baa	—	1,286
— Below B	—B 以下	—	12,318
— unrated	—無評級	4,968	9,021
Total	總計	4,968	22,625

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

銀行存款及理財產品

本集團因銀行存款產生的信貸風險有限，因為交易對手方均為知名金融機構，本集團認為該等金融機構具有低信貸風險。

本集團分類為按公平值計入損益的理財產品乃由知名金融機構發行。本集團已確定該等理財產品不存在重大信貸風險，且截至2023年12月31日止年度該等產品並無造成任何虧損。

按攤銷成本計量的其他金融資產

本集團按攤銷成本計量的其他金融資產的信貸風險主要源於上市債務工具。信貸風險源於發行人違約，最大風險為各報告期末金融資產的賬面淨值。

本集團採用信貸評級方法管理已上市債務投資組合的信貸風險。債務證券參照證券發行人所在主要評級機構的評級。於12月31日，已上市債務投資賬面淨值按評級機構的評級分析如下：

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Other financial assets measured at amortised cost

(Continued)

The Group applies the ECL model to calculate loss allowances for its listed debt instruments. Method applied by the Group in assessing the expected credit losses of its financial assets is risk parameters method. The key parameters include Probability of Default ("PD"), Loss Given Default ("LGD"), and Exposure at Default ("EAD"), considering the time value of money. Related definitions are as follows:

- PD is the possibility that a customer will default on its obligation within a certain period of time in light of forward-looking information;
- LGD is the magnitude of the likely loss if there is a default in light of forward-looking information. The LGD is depending on the type of counterparty, the method and priority of the recourse, and the type of collaterals, with taking the forward looking information into account;
- EAD refers to the total amount of on- and off-balance sheet exposures in the event of default and is determined based on the historical repayment records.

There have been no significant changes in estimation techniques or significant assumptions made during the year.

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

按攤銷成本計量的其他金融資產(續)

本集團應用預期信貸虧損模式計算上市債務工具的虧損撥備。本集團用於評估金融資產預期信貸虧損的方法為風險參數模型法。關鍵參數包括違約概率(「違約概率」)、違約損失率「違約損失率」及違約風險敞口「違約風險敞口」，並考慮貨幣的時間價值。相關定義如下：

- 違約概率是指考慮前瞻性資料後，客戶在未來一定時期內發生違約的可能性；
- 違約損失率是指考慮前瞻性資料後，預計違約導致的損失金額佔風險暴露的比例。根據交易對手的類型、追索的方式和優先級，以及擔保品的不同，加入前瞻性調整後確認；
- 違約風險敞口是指預期違約時的表內和表外風險暴露總額，違約風險敞口根據歷史還款情況統計結果進行確認。

本年度，估計技術或重大假設未發生重大變化。

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32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Movement in the allowance for impairment of debt security instruments during the year is as follow:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	72,433	21,371
Impairment loss recognised	已確認減值虧損	15,316	51,062
Balance at 31 December	於12月31日的結餘	87,749	72,433

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The Group has no concentrations of credit risk in view of its large number of customers.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates.

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

本年度債務證券工具減值撥備變動如下：

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Balance at 1 January	72,433	21,371
Impairment loss recognised	15,316	51,062
Balance at 31 December	87,749	72,433

貿易應收款項

本集團的信貸風險主要受每家客戶各自的特點影響，而非客戶業務所在的行業或國家，因此信貸風險主要集中於本集團對個別客戶有重大風險敞口之時產生。由於本集團的客戶數目眾多，故並無信貸風險集中的情況。

對於所有要求若干信貸金額之客戶均會進行個別信貸評估。該等評估主要針對客戶過往到期時之還款記錄及現時付款能力，並考慮客戶個別資料及有關客戶經營所在經濟環境之資料。

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix and individually determined to be impaired.

- (i) At 31 December 2023, the Group's trade receivables of RMB189,938,000 (2022: RMB39,450,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered and certain amount of RMB120,753,000 (2022: RMB31,860,000) as at 31 December 2023 is past due over 1 year against which the Group held collaterals. On that basis, specific allowance for impairment of trade receivables of RMB69,185,000 (2022: RMB7,590,000) were recognised.
- (ii) For the provision matrix method, as the Group's historical credit loss experience indicates significantly different loss patterns for different customer segments, the loss allowance based on ageing information is further distinguished between the Group's different customer bases.

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

貿易應收款項(續)

本集團以等於永久預期信貸虧損的金額計量貿易應收款項的虧損撥備，該撥備使用撥備矩陣計算並釐定為個別減值。

- (i) 於2023年12月31日，本集團貿易應收款項人民幣189,938,000元(2022年：人民幣39,450,000元)被釐定為個別減值。該等個別減值應收款項與面臨財務困難的客戶有關，因此管理層評估該等應收款項預期僅能收一部分，及於2023年12月31日本集團就逾期超過一年的若干款項人民幣120,753,000元(2022年：人民幣31,860,000元)持有抵押品。因此，已確認貿易應收款項減值之特定撥備為人民幣69,185,000元(2022年：人民幣7,590,000元)。
- (ii) 就撥備矩陣方法而言，由於本集團的歷史信貸虧損經驗表明不同客戶群的虧損模式存在顯著差異，因此虧損撥備根據賬齡信息進一步區分本集團不同客戶群。

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32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

The following tables provides information about the Group's exposure to credit risk and ECLs for trade receivables by using a provision matrix:

		2023 2023年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Trade receivables	應收款項			
Amounts due from non-property owners	應收非業主款項			
Within 1 year	一年內	1.1%	1,082,196	11,570
1 to 2 years	一至兩年	3.1%	464,124	14,548
2 to 3 years	兩至三年	15.0%	204,862	30,828
3 to 4 years	三至四年	43.6%	29,159	12,705
4 to 5 years	四至五年	97.1%	5,468	5,312
Over 5 years	五年以上	100.0%	5,198	5,198
			1,791,007	80,161
Amounts due from property owners	應收業主款項			
Within 1 year	一年內	3.4%	1,668,588	57,004
1 to 2 years	一至兩年	11.8%	641,523	75,589
2 to 3 years	兩至三年	24.2%	297,853	72,207
3 to 4 years	三至四年	54.2%	65,580	35,549
Over 4 years	四年以上	100.0%	-	-
			2,673,544	240,349
			4,464,551	320,510

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

貿易應收款項(續)

下表載列本集團通過使用撥備矩陣計算信貸風險及貿易應收款項預期信貸虧損情況：

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32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

		2022 2022年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Trade receivables	貿易應收款項			
Amounts due from non-property owners	應收非業主款項			
Within 1 year	一年內	1.0%	1,212,999	12,397
1 to 2 years	一至兩年	9.4%	271,244	25,418
2 to 3 years	二至三年	20.0%	39,743	7,932
3 to 4 years	三至四年	50.0%	27,030	13,515
4 to 5 years	四至五年	80.0%	1,702	1,362
Over 5 years	五年以上	100.0%	4,200	4,200
			1,556,918	64,824
Amounts due from property owners	應收業主款項			
Within 1 year	一年內	3.4%	1,535,085	52,316
1 to 2 years	一至兩年	10.3%	541,901	55,769
2 to 3 years	二至三年	75.2%	96,266	72,357
Over 3 years	三年以上	100.0%	71,238	71,238
			2,244,490	251,680
			3,801,408	316,504

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率乃基於過往五年之實際虧損經驗。有關比率已調整至反映收集歷史數據期間之經濟狀況、現時狀況與本集團所認為應收款項預期年期之經濟狀況之間的差異。

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

貿易應收款項(續)

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Trade receivables (Continued)

Movement in the allowance for impairment of trade receivables during the year, including both specific and collective loss components, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Balance at 1 January	於1月1日之結餘	324,094	213,837
Increase from acquisition of subsidiaries	收購附屬公司增加	–	33,676
Decrease from disposal of subsidiaries	自出售附屬公司的減少	(217)	(16)
Impairment loss recognised	已確認之減值虧損	124,102	125,614
Uncollectible amounts written off	撇銷不可收回金額	(58,284)	(49,017)
Balance at 31 December	於12月31日之結餘	389,695	324,094

Other receivables

For other receivables, management performs periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experiences incorporating forward-looking information.

The Group considers counter-parties as follows:

- “Stage 1” Counter-parties who have a low risk of default and a strong capacity to meet contractual cash flows;
- “Stage 2” Counter-parties whose repayments are past due but with reasonable expectation of recovery; and
- “Stage 3” Counter-parties whose repayments are past due and with low reasonable expectation of recovery.

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

貿易應收款項(續)

年內貿易應收款項減值撥備變動(包括個別及共同虧損部分)如下:

	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Balance at 1 January	324,094	213,837
Increase from acquisition of subsidiaries	–	33,676
Decrease from disposal of subsidiaries	(217)	(16)
Impairment loss recognised	124,102	125,614
Uncollectible amounts written off	(58,284)	(49,017)
Balance at 31 December	389,695	324,094

其他應收款項

就其他應收款項而言，管理層根據歷史結算記錄及過往經驗並考慮前瞻性資料就其他應收款項的可收回性進行定期集體評估及個別評估。

本集團按以下準則考量對手方:

- 「第1級」— 較低違約風險並有較強實力可滿足合約現金流量的對手方;
- 「第2級」— 還款已逾期但合理預期可收回款項的對手方; 及
- 「第3級」— 還款已逾期且不大可能合理預期收回款項的對手方。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Other receivables (Continued)

The following tables summarised the loss allowance for other receivables as analysed by different stages:

		2023 2023年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Other receivables	其他應收款項			
Stage 1–12-month ECL	第1級 — 12個月預期 信貸虧損	2.64%	796,036	20,996
Stage 2–Lifetime ECL	第2級 — 永久預期 信貸虧損	29.72%	105,400	31,323
Stage 3–Lifetime ECL	第3級 — 永久預期 信貸虧損	100.00%	81,213	81,213
			982,649	133,532
		2022 2022年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Other receivables	其他應收款項			
Stage 1–12-month ECL	第1級 — 12個月預期 信貸虧損	0.55%	1,316,421	7,233
Stage 2–Lifetime ECL	第2級 — 永久預期 信貸虧損	–	–	–
Stage 3–Lifetime ECL	第3級 — 永久預期 信貸虧損	100.00%	64,292	64,292
			1,380,713	71,525

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

其他應收款項(續)

下表概述按不同階段分析的其他應收款項虧損撥備：

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

Other receivables (Continued)

Movement in the allowance for impairment of other receivables during the year, including both specific and collective loss components, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Balance at 1 January	於1月1日之結餘	71,525	62,358
Increase from acquisition of subsidiaries	收購附屬公司增加	–	484
Decrease from disposal of subsidiaries	自出售附屬公司的減少	(3)	(1,009)
Impairment losses recognised	已確認之減值虧損	62,304	16,442
Impairment loss written off	撇銷減值虧損	(294)	(6,750)
Balance at 31 December	於12月31日之結餘	133,532	71,525

(b) Liquidity risk

The Group's management reviews the liquidity position of the Group on an ongoing basis, including review of the expected cash inflows and outflows and maturity of loans and borrowings, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions and/or from other Group companies to meet its liquidity requirements in the short and longer term.

32 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

其他應收款項(續)

年內其他應收款項減值撥備變動(包括個別及共同虧損部分)如下:

(b) 流動資金風險

本集團的管理層持續檢討本集團的流動資金狀況，包括檢討預期現金流入及流出，以及貸款及借款的到期日，以確保其維持充足現金儲備及自主要金融機構及/或其他集團公司獲得足夠承諾貸款額，以滿足其短期及長期流動資金需求。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

32 財務風險管理及金融工具的公平值(續)

(b) 流動資金風險(續)

下表列示本集團於報告期末金融負債的餘下合約期限，乃根據合約未折現現金流量(包括使用合約利率計算的利息付款，如屬浮息，則按報告期末的利率計算)及本集團可能需支付的最早日期計算：

		2023 2023年					
		Contractual undiscounted cash outflow 合約未折現現金流出					
		Within 1 year or on demand 一年內或 按要求	More than 1 year but less than 2 years 超過一年 但兩年內	More than 2 years but less than 5 years 超過兩年 但五年內	More than 5 years 超過五年	Total 總計	Carrying amount 賬面值
		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
Trade and other payables (excluding accrued payroll and other benefits, other tax, charges payable and accruals)	貿易及其他應付款項 (不包括應計工資 及其他福利、其他 應付稅項、費用及 應計費用)	3,912,447	1,369	-	-	3,913,816	3,913,816
Bank loans	銀行貸款	278,815	10,415	13,482	-	302,712	290,424
Lease liabilities	租賃負債	328,328	329,135	576,702	662,154	1,896,319	1,417,712
Liabilities associated with financial guarantees issued	與出具財務擔保有關 的負債	83,879	-	-	-	83,879	83,879
		4,603,469	340,919	590,184	662,154	6,196,726	5,705,831

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

32 財務風險管理及金融工具的公平值(續)

(b) 流動資金風險(續)

		2022 2022年					
		Contractual undiscounted cash outflow 合約未折現現金流出					
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount	
		Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
		一年內或 按要 求	超過一年 但兩年內	超過兩年 但五年內	超過五年	總計	賬面 值
		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
Trade and other payables (excluding accrued payroll and other benefits, other tax, charges payable and accruals)	貿易及其他應付款項 (不包括應計工資 及其他福利、其他 應付稅項、費用 及應計費用)	3,898,639	5,000	-	-	3,903,639	3,903,639
Bank loans	銀行貸款	145,526	187,823	3,145	-	336,494	310,932
Lease liabilities	租賃負債	305,490	319,843	652,615	832,745	2,110,693	1,515,370
		4,349,655	512,666	655,760	832,745	6,350,826	5,729,941

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Interest rate risk

(i) Interest rate profile

The Group's interest rate risk arises primarily from cash and cash equivalents, restricted cash and interest-bearing loans. The Group manages its interest rate exposure by maintaining a prudent mix of fixed and variable rate borrowings.

The Group is not exposed to significant interest rate risk for cash and cash equivalents or restricted cash because the interest rates of cash at bank are not expected to change significantly.

The following table details the interest rate profile of the Group's total borrowings:

		2023 2023年		2022 2022年	
		Effective interest rate 實際利率		Effective interest rate 實際利率	
		%	RMB'000 人民幣千元	%	RMB'000 人民幣千元
Fixed rate borrowings:	定息借款：				
Lease liabilities (note 13(b))	租賃負債(附註13(b))	3.55%–4.90%	1,417,712	3.80%–4.90%	1,515,370
Bank loans	銀行貸款	1.80%–5.80%	72,248	1.25%–4.8%	127,094
			1,489,960		1,642,464
Interest rate swap	利率互換	2.20%	109,088	1.76%	91,003
			1,599,048		1,733,467
Variable rate borrowings:	浮息借款：				
Bank loans	銀行貸款	4.18%–7.53%	218,177	3.47%–6.55%	183,838
Interest rate swap	利率互換	AUD-BBSY Bid 澳元—銀行 票據互換率	(109,088)	AUD-BBSY Bid 澳元—銀行 票據互換率	(91,003)
Net exposure	淨風險敞口		109,089		92,835
Total borrowings	借款總額		1,708,137		1,826,302
Fixed rate borrowings as a percentage of total borrowings	定息借款佔借款總額百分比		94%		94%

32 財務風險管理及金融工具的公平值(續)

(c) 利率風險

(i) 利率概況

本集團的利率風險主要來自現金及現金等價物、受限制現金及計息貸款。本集團透過維持審慎的定息及浮息借款組合管理其利率風險。

本集團並無就現金及現金等價物或受限制現金而承受重大利率風險，此乃由於預期銀行存款利率不會有重大變動。

下表詳述本集團借款總額的利率概況：

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31 December 2023, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's profit after taxation and retained profits by approximately RMB764,000 (2022: RMB650,000) in response to the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after taxation (and retained profits) and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period. The Group does not account for any fixed rate borrowings at fair value through profit or loss. Therefore a change in interest rate at the end of the reporting period would not affect profit or loss. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after taxation (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2022.

32 財務風險管理及金融工具的公平值(續)

(c) 利率風險(續)

(ii) 敏感度分析

於2023年12月31日，估計利率整體上升／下降100個基點，而所有其他變量維持不變，將令本集團除稅後利潤及保留利潤增加／減少約人民幣764,000元(2022年：人民幣650,000元)，以應對利率之整體上升／下降。

上述敏感度分析顯示假設利率於報告期末發生變化時對本集團除稅後利潤(及保留利潤)及其他綜合權益部分產生的即時變動。本集團不計入按公平值計入損益之定息借款。因此於報告期末的利率變動並未影響損益。於報告期末就本集團持有的浮動利率非衍生工具所引致的現金流量利率風險而言，對本集團除稅後利潤(及保留利潤)及綜合權益的其他部分的影響乃作為該項利率變化的年度化利息開支或收益影響而估計。該等分析乃按2022年相同基準而進行。

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities.

The Company, the BVI subsidiary and the Hong Kong subsidiaries' functional currency is Hong Kong Dollar (HKD). Their businesses are principally conducted in HKD. In addition, as the HKD is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant. The Group's PRC subsidiaries' functional currency is RMB and MAG's functional currency is AUD, and their businesses are principally conducted in RMB and AUD. The Group therefore considers the currency risk to be insignificant.

(e) Equity price risk

The Group is exposed to equity price changes arising from equity investments held for trading and non-trading purposes (see note 18). Other than unquoted securities held for strategic purposes, all of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong and are mostly included in the Hang Seng Index. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the index and other industry indicators, as well as the Group's liquidity needs.

All of the Group's unquoted investments are held for long-term strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long-term strategic plans.

32 財務風險管理及金融工具的公平值(續)

(d) 貨幣風險

本集團面臨的貨幣風險主要來自以本集團實體各自功能貨幣以外的貨幣計值的銷售及採購。

本公司、英屬維京群島附屬公司及香港附屬公司的功能貨幣均為港元(港元)。彼等業務主要以港元進行。此外，由於港元與美元掛鈎，本集團認為港元與美元匯率變動之風險甚微。本集團中國附屬公司的功能貨幣為人民幣及MAG的功能貨幣為澳元，且彼等業務主要以人民幣及澳元進行。故本集團認為貨幣風險並不重大。

(e) 股本價格風險

本集團面臨因交易性及非交易性股權投資所產生的股價變動風險(見附註18)。除持有作策略目的的非上市證券外，所有該等投資均為上市投資。

本集團的上市投資在香港聯交所上市，並主要包括在恒生指數內。買入或賣出交易證券乃基於每日監控單個證券的表現、其相關指數和其他行業指標而作出比較分析，以及按本集團流動資金需要，而作出買賣決定。

本集團的全部非上市投資皆以長期策略性目的持有。根據本集團所得有限資料，連同本集團長期策略計劃的相關評估，最少半年一次與相類似上市實體表現進行比較以對該等投資作出評估。

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32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Equity price risk (Continued)

At 31 December 2023, it is estimated that an increase/ (decrease) of 1% (2022: 1%) in the relevant stock price (for listed investments), with all other variables held constant, would have increased/decreased the Group's profit after tax (and retained profits) and other components of consolidated equity as follows:

		2023 2023年 Effect on profit after tax and retained profits 對除稅後利潤 及保留利潤 的影響 RMB'000 人民幣千元			2022 2022年 Effect on profit after tax and retained profits 對除稅後利潤 及保留利潤 的影響 RMB'000 人民幣千元		
		Effect on fair value reserve 對公平值 儲備的影響 RMB'000 人民幣千元			Effect on fair value reserve 對公平值 儲備的影響 RMB'000 人民幣千元		
Change in quoted share price	股價報價變動						
Increase	增加	1%	1,476	16	1%	1,682	32
Decrease	減少	(1%)	(1,476)	(16)	(1%)	(1,682)	(32)

The sensitivity analysis indicates the instantaneous change in the Group's profit after tax (and retained profits) and fair value reserve that would arise assuming that the changes in the respective quoted share prices had occurred at the statement of financial position date and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. The analysis is performed on the same basis for 2022.

32 財務風險管理及金融工具的公平值(續)

(e) 股本價格風險(續)

於2023年12月31日，估計相關股價(上市投資)上升/(下降)1% (2022年：1%)，而所有其他變量維持不變，將令本集團除稅後利潤(及保留利潤)及其他綜合權益組成部分增加/減少如下：

敏感度分析列示假設財務狀況表日期發生相應股價報價變動並已應用於重新計量本集團持有的該等金融工具使本集團面臨於報告期末的股本價格風險，導致本集團的除稅後利潤(及保留利潤)及公平值儲備的即時變動。分析乃按2022年相同基準進行。

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

— Level 1 valuations:	Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
— Level 2 valuations:	Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
— Level 3 valuations:	Fair value measured using significant unobservable inputs

The Group involved independent valuation specialist to perform valuations for certain financial instruments, including unlisted equity investments and convertible notes which are categorised into Level 3 of the fair value hierarchy.

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量

(i) 按公平值計量的金融資產及負債

公平值等級

下表呈列本集團於報告期末按經常性基準以公平值計量的金融工具，並分類為香港財務報告準則第13號「公平值計量」所界定的三個公平值等級。將公平值計量分類的等級乃經參考以下估值技術所用輸入數據的可觀察性及重大性：

— 第一級估值：	只使用第一級輸入數據計量其公平值，即於計量日以相同資產或負債在活躍市場之未經調整報價
— 第二級估值：	使用第二級輸入數據計量其公平值，即未能符合第一級之可觀察輸入數據及不使用重大不可觀察輸入數據。不可觀察輸入數據乃市場數據未能提供之輸入數據
— 第三級估值：	使用重大不可觀察輸入數據計量公平值

本集團聘請獨立估值專家對若干金融工具(包括分類為公平值架構第三級之非上市股本投資及可轉換票據)進行估值。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

公平值等級(續)

	Fair value at 31 December 2023 於2023年12月31日之公平值	Fair value measurements as at 31 December 2023 using 公平值計量方式於2023年12月31日使用		
		Level 1 第一級	Level 2 第二級	Level 3 第三級
Recurring fair value measurement	經常性公平值計量			
Asset:	資產:			
FVOCI	按公平值計入其他全面收益			
— Listed equity securities	— 上市股本證券	1,706	1,706	—
— Unlisted equity investments (note (i))	— 非上市股本投資(附註(i))	1,129	—	1,129
— Interest rate swap arrangements	— 利率互換安排	1,164	—	1,164
FVPL	按公平值計入損益			
— Unlisted equity investments (note (i))	— 非上市股本投資(附註(i))	128,482	—	128,482
— Unlisted equity investments of underlying project investments (note (ii))	— 相關項目投資的非上市股本投資(附註(ii))	97,822	—	97,822
— Project investments (note (vi))	— 項目投資(附註(vi))	628,503	—	628,503
— Listed equity securities	— 上市股本證券	147,582	147,582	—
— Treasury Products (note (iii))	— 理財產品(附註(iii))	35,025	—	35,025
— Funds (note (iv))	— 基金(附註(iv))	249,072	—	249,072
— Convertible notes (note (v))	— 可換股票據(附註(v))	338,179	—	338,179
		1,628,664	149,288	1,478,212

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32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

公平值等級(續)

	Fair value at 31 December 2022 於2022年 12月31日之 公平值	Fair value measurements as at 31 December 2022 using 公平值計量方式於2022年12月31日使用		
		Level 1 第一級	Level 2 第二級	Level 3 第三級
Recurring fair value measurement	經常性公平值計量			
Asset:	資產:			
FVOCI	按公平值計入其他全面收益			
— Listed equity securities	— 上市股本證券	3,192	3,192	—
— Unlisted equity investments (note (i))	— 非上市股本投資 (附註(i))	2,221	—	2,221
— Interest rate swap arrangements	— 利率互換安排	2,953	—	2,953
FVPL	按公平值計入損益			
— Unlisted equity investments (note (i))	— 非上市股本投資(附註(i))	188,292	—	188,292
— Unlisted equity investments of underlying project investments (note (ii))	— 相關項目投資的非上市股本投資(附註(ii))	133,696	—	133,696
— Project investments (note (vi))	— 項目投資(附註(vi))	610,908	—	610,908
— Listed equity securities	— 上市股本證券	168,220	168,220	—
— Treasury Products (note (iii))	— 理財產品(附註(iii))	64,668	—	64,668
— Funds (note (iv))	— 基金(附註(iv))	264,579	—	264,579
— Convertible notes (note (v))	— 可換股票據(附註(v))	459,604	—	459,604
		1,898,333	171,412	1,723,968

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements

- (i) The valuation of the Group's unlisted equity investments is based on a combination of market data, valuation models and valuation report, if any, issued by an independent external valuer. The Group measures the fair value of unlisted equity investments in the following manner:

Unlisted equity investment of RMB17,048,000 (2022: RMB33,528,000) is valued based on a liquidation discount as the investee is in delinquent (2022: based on valuation model with PS ratio and lack of marketability discount as key inputs)

Unlisted equity investment of RMB24,820,000 is valued with reference to the net realisable value of certain assets held by the investee (2022: based on valuation model with PE ratio and lack of marketability discount as key inputs).

Unlisted equity investment in China CVS of RMB27,147,000 (2022: RMB53,530,000) are valued with PS ratio of 2.05x (2022: 3.82x) and a lack of marketability discount of 20% (2022: 22%) was employed as appropriate.

Remaining unlisted equity investments of RMB59,467,000 (2022: RMB65,233,000) represents various equity investments valued with PE ratios, PS ratios and liquidation discounts, and lack of marketability discounts as key valuation inputs.

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

第三級公平值計量的資料

- (i) 本集團非上市股權投資的估值乃基於市場資料、估值模型及獨立外部估值師所發佈估值報告(倘有)的組合。本集團按以下方式計量非上市股本投資的公平值：

人民幣17,048,000元的非上市股本投資(2022年：人民幣33,528,000元)乃基於被投資方因處於債務狀態的清算折讓估值(2022年：基於以市銷率及缺乏市場流通性折讓作為主要輸入數據的估值模式估值)。

人民幣24,820,000元的非上市股本投資乃參考被投資方所持若干資產的可變現淨值估值(2022年：基於以市盈率及缺乏市場流通性折讓作為主要輸入數據的估值模式估值)。

於China CVS的非上市股本投資人民幣27,147,000元(2022年：人民幣53,530,000元)乃按2.05倍(2022年：3.82倍)的市銷率估值，並於適當時採用缺乏市場流通性折讓20%(2022年：22%)。

人民幣59,467,000元的剩餘非上市股本投資(2022年：人民幣65,233,000元)指以市盈率、市銷率及清盤折讓以及缺乏市場流通性折讓作為主要估值輸入數據進行估值的多項股本投資。

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements (Continued)

(ii) The fair value of the Group's unlisted equity investments of underlying project investments of RMB97,822,000 is based on the fair value of underlying project investments determined by measuring the ECL associated with the project financing (2022: the investment cost method). Please refer to note (vi) for the method applied to project investments.

(iii) The fair value of treasury products are calculated by discounting the expected future cash flows. The fair value measurement is negatively correlated to discount rate. The discount rate is determined according to market expected return rate. As at 31 December 2023, market expected return rates ranged from 1.00% to 3.83% per annum, it is estimated that with all other variables held constant, an increase/decrease in fair value of wealth management products by 1% would have increased/decreased the Group's profit for the year by RMB350,000 (2022: RMB628,000).

(iv) The fair value of fund assets is determined by discounting the expected future cash flows which are secured by items of collaterals (mainly unlisted equity interests) and guarantees. The fair value of fund assets is thus positively correlated with the realisable amounts of collaterals or guarantees. Related significant unobservable inputs include the factors used in valuing collateralised unlisted shares.

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

第三級公平值計量的資料(續)

(ii) 本集團相關項目投資的非上市股本投資的公平值人民幣97,822,000元乃基於與項目融資相關的預期信貸虧損計量釐定的相關項目投資的公平值得出(2022年：投資成本法)。請參閱附註(vi)項目投資所採納的計量方法。

(iii) 理財產品公平值按預期未來現金流量貼現計算。公平值計量與貼現率負相關。貼現率根據市場預期回報率釐定。於2023年12月31日，市場預期年回報率介乎1.00%至3.83%，估計在所有其他變量維持不變的情況下，理財產品公平值增加/減少1%，本集團年內利潤將增加/減少人民幣350,000元(2022年：人民幣628,000元)。

(iv) 基金資產的公平值乃按以抵押品(主要為非上市股權)及擔保作抵押的預期未來現金流量貼現釐定。因此基金資產的公平值與抵押品或擔保可變現金額正相關。相關的重大不可觀察輸入數據包括用於評估有抵押非上市股份的因素。

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32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements (Continued)

- (v) The fair value of convertible notes issued by China CVS classified as FVPL is determined using Binomial Option Pricing Model and the significant unobservable inputs are as follows:

		2023 2023年	2022 2022年
Share price	股價	USD0.73 美元	USD1.47 美元
Expected volatility	預期波動	53.14%	50.88%
Risk-free rate	無風險利率	4.95%	4.48%
Pre-tax discount rate	稅前貼現率	19.47%	14.03%
Issuer repurchase probability	發行人購回概率	95%	75%
Issuer not repurchase probability	發行人不購回概率	5%	25%
Liquidation discount	清盤折讓	25%	0%

- (vi) The fair value of project investments is determined by measuring the ECL associated with the project financing (2022: investment cost method). Significant unobservable inputs are a PD of 8.09% for unlisted borrower and 0.2% for a listed borrower, and a LGD of 75%.

Other than the above, there were no other changes in valuation methodologies during the year ended 31 December 2023.

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

第三級公平值計量的資料(續)

- (v) 由China CVS發行且分類為按公平值計入損益的可轉換票據的公平值採用二項式期權定價模型釐定，重大不可觀察輸入數據如下：

- (vi) 項目投資的公平值採用與項目融資相關的預期信貸虧損計量釐定(2022年：投資成本法)。重大不可觀察輸入數據為非上市借款人的違約概率8.09%及上市借款人的違約概率0.2%，以及違約損失率75%。

除上述事項外，截至2023年12月31日止年度，估值方法並無其他變動。

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements (Continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

	Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
FVPL:			
		按公平值計入損益：	
At 1 January		1,721,747	1,652,024
Payment for purchases		1,141,521	1,018,236
Amount transferred from Level 2 fair value measurements upon contract amendment		–	135,154
Proceeds from sales		(1,186,332)	(1,159,168)
Changes in fair value recognised in profit or loss during the year		(225,758)	608
Exchange differences		27,273	74,850
Others		(1,368)	43
At 31 December	18	1,477,083	1,721,747

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

第三級公平值計量的資料(續)

該等第三級公平值計量於年內結餘之變動如下：

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(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements (Continued)

		Note	2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
FVOCI:	按公平值計入其他全面收益：			
At 1 January	於1月1日		2,221	1,615
Change in fair value recognised in other comprehensive income during the year	年內於其他全面收益確認之公平值變動		(1,129)	457
Exchange differences	匯兌差額		37	149
At 31 December	於12月31日	18	1,129	2,221

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2023 and 2022.

32 財務風險管理及金融工具的公平值(續)

(f) 公平值計量(續)

(i) 按公平值計量的金融資產及負債(續)

第三級公平值計量的資料(續)

(ii) 按公平值以外列賬的金融資產及負債的公平值

本集團按成本或攤銷成本列賬的金融工具的賬面值與其於2023年及2022年12月31日的公平值概無重大差異。

33 COMMITMENTS

Capital commitments outstanding at 31 December 2023 not provided for in the financial statements were as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Contracted for	已訂約	63,969	64,114

33 承擔

於2023年12月31日尚未於財務報表中撥備的未履行資本承擔如下：

34 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the consolidated financial statements, the Group entered into the following significant related party transactions.

(a) Name of and relationship with related parties

During the reporting period, transactions with the following parties are considered as related party transactions:

34 重大關聯方交易

除綜合財務報表其他地方披露的關聯方資料外，本集團訂立以下重大關聯方交易。

(a) 關聯方名稱及與關聯方的關係

於報告期間，與以下各方的交易被視為關聯方交易：

Name of party 關聯方名稱	Relationship with the Group 與本集團關係
Mr. Song Weiping, Ms. Xia Yibo and Mr. Shou Bainian 宋衛平先生、夏一波女士及壽柏年先生	Substantial shareholders of the Company through Orchid Garden Investment Company Limited 透過Orchid Garden Investment Company Limited之本公司主要股東
Ms. Li Hairong 李海榮女士	Shareholder of the Company through Lilac International Investment Company Limited 透過Lilac International Investment Company Limited之本公司股東
Greentown Holdings and its subsidiaries 綠城控股集團有限公司及其附屬公司* ("Greentown Holdings") 綠城控股集團有限公司及其附屬公司*(「綠城控股」)	Controlled by Mr. Song Weiping, Ms. Xia Yibo and Mr. Shou Bainian 由宋衛平先生、夏一波女士及壽柏年先生控制
Hangzhou Dangui Investment Company Limited ("Hangzhou Dangui Investment") and its subsidiaries and joint ventures 杭州丹桂投資管理有限公司*(「杭州丹桂投資」) 及其附屬公司及合營公司	Entities jointly controlled by Greentown Holdings 由綠城控股共同控制的實體
Zhejiang Greentown Hospital Investment Company Limited ("Greentown Hospital") and its subsidiary 浙江綠城醫院投資有限公司*(「綠城醫院」)及其附屬公司 附屬公司附屬公司附屬公司	Controlled by Mr. Song Weiping, Ms. Xia Yibo and Mr. Shou Bainian 由宋衛平先生、夏一波女士及壽柏年先生控制
Bluetown Agriculture Technology Co., Ltd ("Bluetown Agriculture Technology") 藍城農業科技有限公司*(「藍城農業科技」)	Mr. Song Weiping is a controlling shareholder 宋衛平先生為控股股東

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34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Name of and relationship with related parties

(Continued)

34 重大關聯方交易(續)

(a) 關聯方名稱及與關聯方的關係(續)

Name of party 關聯方名稱	Relationship with the Group 與本集團關係
Zhejiang Yunbang Security Service Technology Co., Ltd ("Zhejiang Yunbang Security Service") 浙江雲邦安防服務科技有限公司*(「浙江雲邦安防服務科技」)	An associate of the Group 本集團的聯營公司
Zhejiang Yunjie Environmental Technology Service Co., Ltd ("Zhejiang Yunjie Environmental") 浙江雲潔環境科技服務有限公司*(「浙江雲潔環境」)	An associate of the Group 本集團的聯營公司
Zhejiang Yunyong Supply Chain Management Co., Ltd ("Zhejiang Yunyong Supply Chain") 浙江雲甬供應鏈管理有限公司*(「浙江雲甬供應鏈」)	An associate of the Group 本集團的聯營公司
Lishui Agriculture Development Co., Ltd ("Lishui Bluetown Agriculture Development") 麗水藍城農業發展有限公司*(「麗水藍城農業發展」)	Mr. Song Weiping is a controlling shareholder 宋衛平先生為控股股東
Bluetown Real Estate Construction Management Group Co., Ltd Limited ("Bluetown Group") and its subsidiary 藍城房產建設管理集團有限公司*(「藍城集團」) 及其附屬公司	Mr. Song Weiping is a controlling shareholder 宋衛平先生為控股股東
Zhejiang Gelingtong Elevator Engineering Company Limited ("Zhejiang Gelingtong Elevator Engineering") 浙江格靈通電梯工程有限公司*(「浙江格靈通電梯工程」)	An associate of Greentown Holdings 綠城控股的聯營公司
Xiangtan Chengfa Greentown Property Service Company Limited ("Xiangtan Chengfa") 湘潭市城發綠城物業服務有限公司*(「湘潭城發」)	A joint venture of the Group 本集團的合營公司
Shanghai Huamu Greentown Property Service Company Limited ("Shanghai Huamu") 上海花木綠城物業服務有限公司*(「上海花木」)	A joint venture of the Group 本集團的合營公司

34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Name of and relationship with related parties

(Continued)

34 重大關聯方交易(續)

(a) 關聯方名稱及與關聯方的關係 (續)

Name of party 關聯方名稱	Relationship with the Group 與本集團關係
Yiwu Guozi Lvcheng Property Service Company Limited ("Yiwu Guozi Lvcheng Property Service") 義烏市國資綠城物業服務有限公司*(「義烏市國資綠城物業服務」)	An associate of the Group 本集團的聯營公司
Greentown Technology Industry Group Company Limited 綠城科技產業服務集團有限公司*	An associate of the Group 本集團的聯營公司
Hangzhou Tuotuo Network Technology Co., Ltd ("Hangzhou Tuotuo Network Technology") 杭州妥妥網路科技有限公司*(「杭州妥妥網路科技」)	An associate of the Group 本集團的聯營公司
Zhejiang Bluetown Henghui Technology Development Co., Ltd ("Zhejiang Bluetown Henghui") 浙江藍城恆匯科技發展有限公司*(「浙江藍城恆匯科技」)	An associate of the Group 本集團的聯營公司
Henan Bluetown Real Estate Construction Management Co., Ltd ("Henan Bluetown Real Estate Construction") 河南藍城房產建設管理有限公司*(「河南藍城房產建設」)	Mr. Song Weiping is a controlling shareholder 宋衛平先生為控股股東
Jiaxing Bluetown Hailan Construction Management Co., Ltd ("Jiaxing Bluetown Hailan Construction") 嘉興藍城海藍建設管理有限公司*(「嘉興藍城海藍建設」)	Mr. Song Weiping is a controlling shareholder 宋衛平先生為控股股東
Shanghai Xinqu Greentown Property Services Company Limited ("Shanghai Xinqu and its subsidiaries") 上海新湖綠城物業服務有限公司* (「上海新湖及其附屬公司」)	An associate of the Group 本集團的聯營公司
Zhejiang Xinqu Greentown Property Services Company Limited ("Zhejiang Xinqu and its subsidiaries") 浙江新湖綠城物業服務有限公司* (「浙江新湖及其附屬公司」)	An associate of the Group 本集團的聯營公司
Zhejiang Greentown Ideal Life Business Operation Service Co., Ltd. ("Greentown Ideal Life") 浙江綠城理想生活商業運營服務有限公司* (「綠城理想生活」)	An associate of the Group 本集團的聯營公司

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34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Name of and relationship with related parties (Continued)

Name of party 關聯方名稱	Relationship with the Group 與本集團關係
Greentown Ideal Home Housing Technology Service Co., Ltd. ("Greentown Ideal home") 綠城理想家房屋科技服務有限公司(「綠城理想家」)*	An associate of the Group 本集團的聯營公司
Ningbo Yule Investment Co., Ltd. ("Ningbo Yule") 寧波余樂投資有限公司(「寧波余樂」)*	An associate of the Group 本集團的聯營公司
Lvcheng lvfa Community Service Company Limited ("Lvcheng lvfa") 綠城綠發生活服務集團有限公司(「綠城綠發」)*	An associate of the Group 本集團的聯營公司
Shanghai lvrong Business Management Co., Ltd ("Shanghai lvrong") 上海綠榮商業管理有限公司(「上海綠榮」)*	An associate of the Group 本集團的聯營公司
Zhong Ao Home Group Limited ("Zhong Ao Home") 中奧到家集團有限公司(「中奧到家」)*	An associate of the Group 本集團的聯營公司
Hangzhou Jiancheng Asset Management Co., Ltd 杭州健成資產管理有限公司*	An associate of the Group 本集團的聯營公司

* The English translation of the Company name is for reference only. The official names of these companies are in Chinese.

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	10,397	11,655
Discretionary bonuses	酌情花紅	3,769	3,548
Retirement scheme contributions	退休計劃供款	551	397
Equity-settled share-based payment expense	以股權結算並以股份為基礎的付款開支	1,236	2,100
		15,953	17,700

* Total remuneration is included in "staff costs" (see note 5(b)).

34 重大關聯方交易(續)

(a) 關聯方名稱及與關聯方的關係(續)

Name of party 關聯方名稱	Relationship with the Group 與本集團關係
Greentown Ideal Home Housing Technology Service Co., Ltd. ("Greentown Ideal home") 綠城理想家房屋科技服務有限公司(「綠城理想家」)*	An associate of the Group 本集團的聯營公司
Ningbo Yule Investment Co., Ltd. ("Ningbo Yule") 寧波余樂投資有限公司(「寧波余樂」)*	An associate of the Group 本集團的聯營公司
Lvcheng lvfa Community Service Company Limited ("Lvcheng lvfa") 綠城綠發生活服務集團有限公司(「綠城綠發」)*	An associate of the Group 本集團的聯營公司
Shanghai lvrong Business Management Co., Ltd ("Shanghai lvrong") 上海綠榮商業管理有限公司(「上海綠榮」)*	An associate of the Group 本集團的聯營公司
Zhong Ao Home Group Limited ("Zhong Ao Home") 中奧到家集團有限公司(「中奧到家」)*	An associate of the Group 本集團的聯營公司
Hangzhou Jiancheng Asset Management Co., Ltd 杭州健成資產管理有限公司*	An associate of the Group 本集團的聯營公司

* 公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。

(b) 主要管理層人員酬金

本集團主要管理層人員酬金(包括已付本公司董事的款項(誠如附註7所披露)及若干最高薪酬員工(誠如附註8所披露))如下:

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	10,397	11,655
Discretionary bonuses	酌情花紅	3,769	3,548
Retirement scheme contributions	退休計劃供款	551	397
Equity-settled share-based payment expense	以股權結算並以股份為基礎的付款開支	1,236	2,100
		15,953	17,700

* 酬金總額已計入「員工成本」(見附註5(b))。

34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Significant related party transactions

Particulars of significant transactions between the Group and the above related parties during the reporting period are as follows:

34 重大關聯方交易(續)

(c) 重大關聯方交易

本集團與上述關聯方於報告期間的重大交易詳情如下：

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Property service, consulting service, community living services, technology services provided to:	物業服務、諮詢服務、園區服務及科技服務提供予：		
— Greentown Technology Industry Group	— 綠城科技產業集團	10,660	4,218
— Bluetown Group	— 藍城集團	17,191	18,337
Sales of goods to:	銷售貨品予：		
— Bluetown Agriculture Technology	— 藍城農業科技	713	15
— Lishui Bluetown Agriculture Development	— 麗水藍城農業發展	447	1,090
Receiving property management support services from	獲得物業管理支援服務自		
— Subsidiary of Greentown Holdings	— 綠城控股的附屬公司	11,991	16,210
— Zhejiang Yunjie Environmental Technology	— 浙江雲潔環境科技	7,021	3,054
— Zhejiang Yunbang Security Service	— 浙江雲邦安防服務	9,676	3,081
Purchasing goods from:	購買貨品自：		
— Bluetown Agriculture Technology	— 藍城農業科技	446	3,728
— Zhejiang Yunyong Supply Chain	— 浙江雲甬供應鏈	7,088	-
Loans and advances to:	貸款及墊款予：		
— Greentown Ideal Life (note (i))	— 綠城理想生活(附註(i))	750	2,970
— Hangzhou Tuotuo Network Technology	— 杭州妥妥網絡科技	900	3,000
— Zhejiang Bluetown Henghui	— 浙江藍城恆匯	9,071	-

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34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Significant related party transactions (Continued)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Receiving from repayment of loans:	獲得貸款還款自：		
— Greentown Ideal Life (note (i))	— 綠城理想生活(附註(i))	—	2,970
— Greentown Technology Industry Group	— 綠城科技產業集團	36,577	—
— Zhejiang Bluetown Henghui	— 浙江藍城恆匯	100	—
Interest income from:	利息收入來自：		
— Greentown Ideal Life	— 綠城理想生活	—	1,003
— Greentown Technology Industry Group	— 綠城科技產業集團	952	2,495
— Henan Bluetown Real Estate Construction	— 河南藍城房產建設	193	—
— Jiaxing Bluetown Hailan Construction	— 嘉興藍城海藍建設	236	—
Health inspection service from:	健康檢查服務來自：		
— Subsidiary of Greentown Hospital	— 綠城醫院的附屬公司	525	766

(i) In addition to loans and advances, the Group provided guarantee to Greentown Ideal Life during the year ended 31 December 2023. As at 31 December 2023, the bank loans of Greentown Ideal Life guaranteed by the Group was RMB9,000,000 (2022: RMB24,900,000).

34 重大關聯方交易(續)

(c) 重大關聯方交易(續)

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Receiving from repayment of loans:	獲得貸款還款自：		
— Greentown Ideal Life (note (i))	— 綠城理想生活(附註(i))	—	2,970
— Greentown Technology Industry Group	— 綠城科技產業集團	36,577	—
— Zhejiang Bluetown Henghui	— 浙江藍城恆匯	100	—
Interest income from:	利息收入來自：		
— Greentown Ideal Life	— 綠城理想生活	—	1,003
— Greentown Technology Industry Group	— 綠城科技產業集團	952	2,495
— Henan Bluetown Real Estate Construction	— 河南藍城房產建設	193	—
— Jiaxing Bluetown Hailan Construction	— 嘉興藍城海藍建設	236	—
Health inspection service from:	健康檢查服務來自：		
— Subsidiary of Greentown Hospital	— 綠城醫院的附屬公司	525	766

(i) 除貸款及墊款外，本集團於截至2023年12月31日止年度向綠城理想生活提供擔保。於2023年12月31日，由本集團擔保的綠城理想生活銀行貸款為人民幣9,000,000元(2022年：人民幣24,900,000元)。

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34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Balances with related parties

34 重大關聯方交易(續)

(d) 關聯方的結餘

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Trade nature	貿易性質		
— Amount due from entities controlled by Song Wei Ping	— 應收宋衛平所控制實體的款項	39,186	18,247
— Amounts due from subsidiaries and associates of Greentown Holdings	— 應收綠城控股附屬公司及聯營公司款項	413	492
— Amounts due from associates or joint ventures	— 應收聯營公司或合營公司款項	28,963	10,696
— Amount due from entities controlled by Song Wei Ping, Shou Bai Nian and Xia Yi Bo	— 應收宋衛平、壽柏年及夏一波所控制實體的款項	69	69
		68,631	29,504
Non-trade nature — non-current (note (i))	非貿易性質 — 非即期(附註(i))		
— Interests in associates — amounts due from associates	— 於聯營公司之權益 — 應收聯營公司款項	147,114	140,311
Non-trade nature — current (note (ii))	非貿易性質 — 即期(附註(ii))		
— Amount due from entities controlled by Song Wei Ping	— 應收宋衛平所控制實體的款項	14,163	9,136
— Amounts due from associates or joint ventures	— 應收聯營公司或合營公司款項	29,776	61,252
		43,939	70,388
Trade nature	貿易性質		
— Amounts due to entities controlled by Song Wei Ping	— 應付宋衛平所控制實體的款項	1,927	1,266
— Amounts due to subsidiaries and associates of Greentown Holdings	— 應付綠城控股附屬公司及聯營公司款項	2,311	2,622
— Amounts due to associates or joint ventures	— 應付聯營公司或合營公司款項	25,542	12,161
— Amount due to entities controlled by Song Wei Ping, Shou Bai Nian and Xia Yi Bo	— 應付宋衛平、壽柏年及夏一波所控制實體的款項	1,366	1,628
		31,146	17,677
Non-trade nature	非貿易性質		
— Amounts due to entities controlled by Song Wei Ping	— 應付宋衛平所控制實體的款項	71,488	71,489
— Amounts due to associates or joint ventures	— 應付聯營公司或合營公司款項	30,838	20,000
		102,326	91,489

34 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(d) Balances with related parties (Continued)

- (i) As at 31 December 2023, amounts due from associates are mainly unsecured loans and advances to certain associates of the Group, among which amount due from one associate of RMB141,222,000 (31 December 2022: RMB140,311,000) is interest-free with no fixed payment term, amount due from associates of RMB5,892,000 bear an interest rate of 3%–7.5% per annum.
- (ii) As at 31 December 2023, certain current amounts due from related parties of RMB43,939,000 (31 December 2022: RMB89,890,000) are unsecured and interest-bearing ranging from 3.85% to 8% (31 December 2022: ranging from 3.65% to 8%) per annum.

The other amounts due from/to related parties are unsecured and interest-free.

(e) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of receiving services from subsidiaries of Greentown Holdings and subsidiaries, purchasing goods from Lansong Supply Chain and providing service to Bluetown Group above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "CONTINUING CONNECTED TRANSACTIONS" of the Directors' Report.

The related party transactions in respect of receiving services from the subsidiary of Greentown Hospital, providing services to subsidiaries of Greentown Holdings and sales of goods to Bluetown Agriculture Technology above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. However those transactions are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1).

34 重大關聯方交易(續)

(d) 關聯方的結餘(續)

- (i) 於2023年12月31日，應收聯營公司款項主要為向本集團若干聯營公司的無抵押貸款及墊款，其中應收一間聯營公司款項人民幣141,222,000元(2022年12月31日：人民幣140,311,000元)為免息，無固定付款期限，應收聯營公司款項人民幣5,892,000元的年利率為3%至7.5%。
- (ii) 於2023年12月31日，若干即期應收關聯方款項人民幣43,939,000元(2022年12月31日：人民幣89,890,000元)為無抵押，並按年利率介乎3.85%至8%(2022年12月31日：介乎3.65%至8%)計息。

其他應收／應付關聯方款項為無抵押及免息。

(e) 應用關連交易相關上市規則

上述有關自綠城控股之附屬公司及附屬公司獲取服務、自藍頌供應鏈採購貨品、提供服務予藍城集團之關聯方交易構成上市規則第14A章項下的關連交易或持續關連交易。上市規則第14A章所規定之披露載於董事會報告「持續關連交易」一節。

上述有關自綠城醫院之附屬公司獲取服務、提供服務予綠城控股之附屬公司及銷售貨品予藍城農業科技之關聯方交易構成上市規則第14A章項下的關連交易或持續關連交易。然而，該等交易獲豁免於上市規則第14A章項下的披露規定，因其低於第14A.76(1)條項下的最低豁免水平範圍。

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35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

35 公司層面財務狀況表

		Note	31 December 2023 2023年 12月31日 RMB'000 人民幣千元	31 December 2022 2022年 12月31日 RMB'000 人民幣千元
Non-current assets	非流動資產			
Interest in subsidiaries	於附屬公司的權益	(a)	1,007,799	989,971
Interest in a joint venture	於一間合營公司權益		–	22,138
Interest in an associate	於一間聯營公司權益		259,958	282,188
Other financial assets	其他金融資產		388,822	568,243
Deferred tax assets	遞延稅項資產		10,957	10,163
			1,667,536	1,872,703
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	(b)	1,573,315	1,761,564
Cash and cash equivalents	現金及現金等價物		87,597	199,710
Other financial assets	其他金融資產		148,939	174,678
			1,809,851	2,135,952
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項		347,899	313,160
			347,899	313,160
Net current assets	流動資產淨額		1,461,952	1,822,792
Total assets less current liabilities	總資產減流動負債		3,129,488	3,695,495
NET ASSETS	資產淨額		3,129,488	3,695,495
CAPITAL AND RESERVES	資本及儲備	31(a)		
Share capital	股本		27	28
Reserves	儲備		3,129,461	3,695,467
TOTAL EQUITY	總權益		3,129,488	3,695,495

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35 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (CONTINUED)

(a) Interest in subsidiaries

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of investments, unlisted (note (i))	非上市投資成本(附註(i))	267,807	237,823
Amounts due from subsidiaries (note (ii))	應收附屬公司款項(附註(ii))	739,992	752,148
		1,007,799	989,971

(i) During the year ended 31 December 2023, the Company granted share options to certain employees of its subsidiaries (see note 28). The Company does not require its subsidiaries to pay for the Company's shares in issue to settle the grant of share options. Accordingly, the equity-settled share-based payment expenses of RMB29,984,000 (2022: RMB39,396,000) allocated to its subsidiaries with no requirement of payments during the year ended 31 December 2023 are recognised as contributions from the Company and the amount was recorded as cost of investments in subsidiaries as at 31 December 2023.

(ii) Amounts due from subsidiaries are unsecured, interest-free and have no fixed term of repayment.

(b) Trade and other receivables

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Amounts due from related parties — Non-trade nature (note (i))	應收關聯方款項 — 非貿易性質(附註(i))	1,573,315	1,761,564

(i) Amounts due from related parties (non-trade nature) are unsecured and interest-free.

35 公司層面財務狀況表(續)

(a) 於附屬公司的權益

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Cost of investments, unlisted (note (i))	非上市投資成本(附註(i))	267,807	237,823
Amounts due from subsidiaries (note (ii))	應收附屬公司款項(附註(ii))	739,992	752,148
		1,007,799	989,971

(i) 截至2023年12月31日止年度，本公司向其附屬公司的若干僱員授出購股權(見附註28)。本公司並無要求其附屬公司就本公司結清授出購股權的已發行股份付款。因此，將於截至2023年12月31日止年度期間分配予其附屬公司且無付款要求的權益結算以股份為基礎的付款開支人民幣29,984,000元(2022年：人民幣39,396,000元)確認為本公司的出資，而該金額則記錄為於2023年12月31日於附屬公司的投資成本。

(ii) 應收附屬公司款項無抵押，免息且無固定還款期限。

(b) 貿易及其他應收款

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Amounts due from related parties — Non-trade nature (note (i))	應收關聯方款項 — 非貿易性質(附註(i))	1,573,315	1,761,564

(i) 應收關聯方款項(非貿易性質)為無抵押及免息。

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36 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

36 於附屬公司的投資

下表僅載列對本集團業績、資產或負債構成主要影響的附屬公司詳情。除另有說明外，所持股份類別為普通股。

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Greentown Service Group Investment Co. Ltd.	BVI 25 November 2014	Not applicable/ USD100	100%	100%	-	Investment holding, limited liability company
Greentown Service Group Investment Co. Ltd.	英屬維京群島 2014年11月25日	不適用/100美元	100%	100%	-	投資控股，有限責任公司
Greentown Service Group (Hong Kong) Co. Limited 綠城服務集團(香港)有限公司	Hong Kong 06 December 2014 香港 2014年12月6日	Not applicable/ HKD100 不適用/100港元	100%	-	100%	Investment holding, limited liability company 投資控股，有限責任公司
Zigui Technology 杭州紫桂科技有限公司*	the PRC 29 July 2015 中國 2015年7月29日	USD50,000,000/ USD50,000,000 50,000,000美元/ 50,000,000美元	100%	-	100%	Investment holding, limited liability company 投資控股，有限責任公司
Greentown PM 綠城物業服務集團有限公司*	the PRC 16 October 1998 中國 1998年10月16日	RMB200,000,000/ RMB126,000,000 人民幣200,000,000元/ 人民幣126,000,000元	100%	-	100%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Lvsheng Property Management Company Limited 浙江綠升物業服務有限公司*	the PRC 16 September 1999 中國 1999年9月16日	RMB93,000,000/ RMB93,000,000 人民幣93,000,000元/ 人民幣93,000,000元	55%	-	100%	Property management, limited liability company 物業管理，有限責任公司
Hangzhou Xianggui Hotel Management Company Limited 杭州香瑰酒店管理有限公司*	the PRC 26 November 2013 中國 2013年11月26日	RMB30,000/ RMB30,000 人民幣30,000元/ 人民幣30,000元	63%	-	100%	Hotel management, limited liability company 酒店管理，有限責任公司
Shanghai Lvsheng Property Management Company Limited 上海綠豐物業管理有限公司*	the PRC 31 August 2011 中國 2011年8月31日	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	-	100%	Property management, limited liability company 物業管理，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業 地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Hangzhou Yijia Property Management Company Limited 杭州怡嘉物業管理有限公司*	the PRC 01 September 2006 中國 2006年9月1日	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	55%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Ningbo Lvheng Property Management Company Limited 寧波綠恒物業服務有限公司*	the PRC 05 June 2012 中國 2012年6月5日	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	44%	–	80%	Property management, limited liability company 物業管理，有限責任公司
Ningbo Greentown Property Management Company Limited 寧波綠城物業管理有限公司*	the PRC 15 May 2006 中國 2006年5月15日	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	100%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Jiaxing Greentown Property Service Company Limited 嘉興綠城物業服務有限公司*	the PRC 11 April 2008 中國 2008年4月11日	RMB5,000,000/ RMB3,000,000 人民幣5,000,000元/ 人民幣3,000,000元	100%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Greentown Property Service Group (Shanghai) Property Management Co., Ltd 綠城物業服務集團(上海)物業管理 有限公司*	the PRC 06 January 2003 中國 2003年1月6日	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	100%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Anhui Greentown Property Management Company Limited 安徽綠城物業管理有限公司*	the PRC 30 October 2002 中國 2002年10月30日	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	100%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Beijing Greentown Property Management Company Limited 北京綠城物業管理有限公司*	the PRC 13 October 2003 中國 2003年10月13日	RMB10,000,000/ RMB3,000,000 人民幣10,000,000元/ 人民幣3,000,000元	100%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Greentown Real Estate Consulting Company Limited 綠城房地產諮詢集團有限公司*	the PRC 13 January 2005 中國 2005年1月13日	RMB50,000,000/ RMB50,000,000 人民幣50,000,000元/ 人民幣50,000,000元	100%	–	100%	Community leasing, sales and other services, limited liability company 園區租賃、銷售及其他服務， 有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Zhejiang Greentown Culture Arts Consulting Company Limited	the PRC 17 July 2007	RMB10,000,000/ RMB2,265,005.66	71%	–	71%	Recreational activities, exhibitions and market promotion services, limited liability company
浙江綠城文化策劃有限公司*	中國 2007年7月17日	人民幣10,000,000元/ 人民幣2,265,005.66元	71%	–	71%	康樂活動、展覽及市場推廣服務，有限責任公司
Zhejiang Greentown Real Estate Agency Company Limited	the PRC 20 November 2003	RMB10,000,000/ RMB10,000,000	55%	–	55%	Community leasing, sales and other services, limited liability company
浙江綠城房屋置換有限公司*	中國 2003年11月20日	人民幣10,000,000元/ 人民幣10,000,000元	55%	–	55%	園區租賃、銷售及其他服務，有限責任公司
Greentown Community Service	the PRC 22 April 2009	RMB50,000,000/ RMB2,000,000	100%	–	100%	Business consultant and housekeeping services, limited liability company
浙江綠城生活服務集團有限公司*	中國 2009年4月22日	人民幣50,000,000元/ 人民幣2,000,000元	100%	–	100%	營業顧問及家政服務，有限責任公司
Zhejiang Greentown Hotel Management Company Limited	the PRC 26 January 2010	RMB50,000,000/ RMB50,000,000	63%	–	63%	Hotel management, limited liability company
浙江綠城酒店管理有限公司*	中國 2010年1月26日	人民幣50,000,000元/ 人民幣50,000,000元	63%	–	63%	酒店管理，有限責任公司
Hangzhou Xiaoshan Tulip Hotel Management Company Limited	the PRC 16 November 2010	RMB500,000/ RMB500,000	100%	–	100%	Hotel management, limited liability company
杭州蕭山鬱金香岸酒店管理有限公司*	中國 2010年11月16日	人民幣500,000元/ 人民幣500,000元	100%	–	100%	酒店管理，有限責任公司
Greentown Liuzhuang (Hangzhou) Hotel Management Co., Ltd	the PRC 30 September 2009	RMB10,000,000/ RMB4,600,000	100%	–	100%	Hotel management, limited liability company
綠城留莊(杭州)酒店管理有限公司*	中國 2009年9月30日	人民幣10,000,000元/ 人民幣4,600,000元	100%	–	100%	酒店管理，有限責任公司
Greentown Training School	the PRC 10 August 2011	RMB600,000/ RMB600,000	100%	–	100%	Property management related training services, limited liability company
杭州市綠城職業培訓學校*	中國 2011年8月10日	人民幣600,000元/ 人民幣600,000元	100%	–	100%	物業管理相關培訓服務，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Xinjiang Greentown Property Management Company Limited 新疆綠城物業服務有限公司*	the PRC 16 July 2008	RMB10,000,000/ RMB3,000,000	100%	–	100%	Property management, leasing and housekeeping services, limited liability company 物業管理、租賃及家政服務，有限責任公司
Shenyang Greentown Property Services Company Limited 瀋陽綠城物業服務有限公司*	the PRC 22 October 1996 中國 1996年10月22日	RMB6,000,000/ RMB6,000,000 人民幣6,000,000元/ 人民幣6,000,000元	80%	–	80%	Property management, limited liability company 物業管理，有限責任公司
Qian'an Greentown Services Company Limited 遷安綠城物業服務有限公司*	The PRC 26 December 2014 中國 2014年12月26日	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Shandong Greentown Property Management Company Limited 山東綠城物業服務有限公司*	the PRC 18 June 2012 中國 2012年6月18日	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	100%	–	100%	Property management, limited liability company 物業管理，有限責任公司
Zhoushan Greentown Dongsha Hotel Management Company Limited 舟山綠城東沙酒店管理有限公司*	the PRC 21 April 2014 中國 2014年4月21日	RMB30,000/ RMB30,000 人民幣30,000元/ 人民幣30,000元	100%	–	100%	Undertake convention and exhibition, hotel management, limited liability company 承包會議及展覽、酒店管理，有限責任公司
Greentown Property Service Group (Hong Kong) Co., Limited 綠城物業服務集團(香港)有限公司	Hong Kong 16 December 2014 香港 2014年12月16日	Not applicable/ HKD40,000,000 不適用/40,000,000港元	100%	–	100%	Investment holding, limited liability company 投資控股，有限責任公司
Lingshui Greentown Tiantangniao Holiday House Management Company Limited 陵水綠城天堂島度假屋管理有限公司*	the PRC 15 March 2016 中國 2016年3月15日	RMB1,000,000/– 人民幣1,000,000元/–	100%	–	100%	Hotel and resorts management, limited liability company 酒店及度假屋管理，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Sanya Greentown Tiantangniao Holiday House Management Company Limited 三亞綠城天堂島度假屋管理有限公司*	the PRC 19 March 2016 中國 2016年3月19日	RMB1,000,000/- 人民幣 1,000,000 元/-	100% 100%	- -	100% 100%	Resorts management, limited liability company 度假屋管理，有限責任公司
Chongqing Liangjiang Greentown Property Service Company Limited 重慶兩江綠城物業服務有限公司*	the PRC 24 November 2016 中國 2016年11月24日	RMB5,000,000/ RMB3,725,578.14 人民幣 5,000,000 元/ 人民幣 3,725,578.14 元	51% 51%	- -	51% 51%	Property management, limited liability company 物業管理，有限責任公司
Xinyang Greentown Property Management Company Limited 信陽綠城物業服務有限公司*	the PRC 13 August 2014 中國 2014年8月13日	RMB500,000/ RMB500,000 人民幣 500,000 元/ 人民幣 500,000 元	100% 100%	- -	100% 100%	Property management, limited liability company 物業管理，有限責任公司
Greentown Property Service Group Jiangsu Company Limited 綠城物業服務集團江蘇有限公司*	the PRC 03 July 2015 中國 2015年7月3日	RMB10,000,000/ RMB10,000,000 人民幣 10,000,000 元/ 人民幣 10,000,000 元	100% 100%	- -	100% 100%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Twin Cities Network Company Limited 浙江雙城網絡科技集團有限公司*	the PRC 02 April 2015 中國 2015年4月2日	RMB50,000,000/ RMB50,000,000 人民幣 50,000,000 元/ 人民幣 50,000,000 元	100% 100%	- -	100% 100%	Computer networking technology, consultant service, limited liability company 電腦網絡技術、諮詢服務， 有限責任公司
Zhejiang Greentown Lezhen Education Technology Group Co., Ltd 浙江綠城樂真教育科技集團有限公司*	the PRC 08 July 2015 中國 2015年7月8日	RMB100,000,000/ RMB90,000,000 人民幣 100,000,000 元/ 人民幣 90,000,000 元	100% 100%	- -	100% 100%	Education consultant service, limited liability company 教育諮詢服務，有限責任公司
Haining Greentown Hongxiang Property Service Company Limited 海寧綠城鴻翔物業服務有限公司(i)*	the PRC 11 November 2016 中國 2016年11月11日	RMB3,000,000/ RMB1,000,000 人民幣 3,000,000 元/ 人民幣 1,000,000 元	50% 50%	- -	50% 50%	Property management, limited liability company 物業管理，有限責任公司
Hangzhou Shide Supply Chain Management Co., Ltd 杭州世德供應鏈管理有限公司*	the PRC 07 March 2016 中國 2016年3月7日	RMB10,000,000/ RMB10,000,000 人民幣 10,000,000 元/ 人民幣 10,000,000 元	100% 100%	- -	100% 100%	Financial service outsourcing, limited liability company 金融服務外包，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Zhejiang Anji Greentown Yinrun Property Service Company Limited 浙江安吉綠城銀潤物業服務有限公司*	the PRC 19 December 2016 中國 2016年12月19日	RMB3,000,000/ RMB1,000,000 人民幣3,000,000元/ 人民幣1,000,000元	60%	-	60%	Property management, limited liability company 物業管理，有限責任公司
Jiangxi Gantie Greentown Property Service Company Limited 江西贛鐵綠城物業服務有限公司*	the PRC 16 December 2016 中國 2016年12月16日	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	51%	-	51%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Zhilian Sharing Information Technology Company Limited 浙江智聯共享信息科技有限公司*	the PRC 10 July 2017 中國 2017年7月10日	RMB10,000,000/- 人民幣10,000,000元/-	100%	-	100%	Information Technology Service, limited liability company 信息技術服務，有限責任公司
Greentown Joyful Elder Life Service Company Limited 綠城養老服務有限公司*	Hong Kong 02 November 2017 香港 2017年11月2日	Not applicable/ HKD24,000,000 不適用/ 24,000,000港幣	100%	-	100%	Pension Service, limited liability company 養老服務，有限責任公司
Greentown Education Holding Group 綠城教育集團控股有限公司*	BVI 29 June 2017 英屬維京群島 2017年6月29日	Not applicable/- 不適用/-	100%	-	100%	Investment holding, limited liability company 投資控股，有限責任公司
Zhejiang Bokang Pension Service Limited 浙江柏康養老服務有限公司*	the PRC 04 December 2017 中國 2017年12月4日	USD3,000,000/ USD3,000,000/ 3,000,000美元/ 3,000,000美元	90%	-	90%	Pension Service, limited liability company 養老服務，有限責任公司
Suzhou Lvni Property Management Company Limited 蘇州綠城物業服務管理有限公司*	the PRC 21 March 2017 中國 2017年3月21日	RMB10,000,000/- 人民幣10,000,000元/-	100%	-	100%	Property management, limited liability company 物業管理，有限責任公司
Wenzhou Yayuan Property Management Company Limited 溫州雅園物業管理服務有限公司*	the PRC 22 August 2013 中國 2013年8月22日	RMB500,000/ RMB500,000 人民幣500,000元/ 人民幣500,000元	100%	-	100%	Property management, limited liability company 物業管理，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Jilin Greentown Tianhsun Property Management Company Limited 吉林綠城天順物業服務有限公司*	the PRC 07 May 2013 中國 2013年5月7日	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	70% 70%	– –	70% 70%	Property management, limited liability company 物業管理，有限責任公司
Changchun Liancheng Property Management Company Limited 長春市蓮城物業服務有限公司*	the PRC 12 October 2013 中國 2013年10月12日	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	42% 42%	– –	60% 60%	Property management, limited liability company 物業管理，有限責任公司
Tianjin Inter Property Management Company Limited 天津市因特物業服務有限公司*	the PRC 14 May 2008 中國 2008年5月14日	RMB10,010,000/ RMB8,000,000 人民幣10,010,000元/ 人民幣8,000,000元	100% 100%	– –	100% 100%	Property management, limited liability company 物業管理，有限責任公司
Changge Greentown Property Management Company Limited 長葛市綠城物業服務有限公司*	the PRC 28 September 2016 中國 2016年9月28日	RMB500,000/– RMB500,000 人民幣500,000元/–	100% 100%	– –	100% 100%	Property management, limited liability company 物業管理，有限責任公司
Jiaxing Yada Greentown Property Management Company Limited 嘉興市雅達綠城物業服務有限公司*	the PRC 26 July 2016 中國 2016年7月26日	RMB500,000/ RMB500,000 人民幣5,000,000元/ 人民幣5,000,000元	60% 60%	– –	60% 60%	Property management, limited liability company 物業管理，有限責任公司
Ji'nan Lixia Greentown Property Management Company Limited 濟南曆下綠城物業管理有限公司*	the PRC 11 September 2017 中國 2017年9月11日	RMB10,000,000/ RMB5,000,000 人民幣10,000,000元/ 人民幣5,000,000元	51% 51%	– –	51% 51%	Property management, limited liability company 物業管理，有限責任公司
Wuhan Greentown Binjiang Property Management Company Limited 武漢綠城濱江物業服務有限公司*	the PRC 17 November 2017 中國 2017年11月17日	RMB3,000,000/ RMB3,000,000 人民幣3,000,000元/ 人民幣3,000,000元	51% 51%	– –	51% 51%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Happy Green City Marketing Planning Co., Ltd. 浙江幸福綠城營銷策劃有限公司*	the PRC 22 September 2017 中國 2017年9月22日	RMB10,000,000/ RMB2,450,000 人民幣10,000,000元/ 人民幣2,450,000元	69% 69%	– –	69% 69%	Market Promotion Services, limited liability company 市場推廣服務，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Zhoushan Blessed Housekeeper Community Service Company Limited	the PRC 21 April 2017	RMB30,000/ RMB30,000	100%	–	100%	Business consultant and housekeeping services, limited liability company
舟山幸福管家園區生活服務有限公司*	中國 2017年4月21日	人民幣30,000元/ 人民幣30,000元	100%	–	100%	營業顧問及家政服務， 有限責任公司
Lansong Supply Chain	the PRC 28 October 2016	RMB30,000,000/ RMB16,218,000	35%	–	35%	Supply Chain management, limited liability company
浙江藍頌供應鏈管理有限公司*(i)	中國 2016年10月28日	人民幣30,000,000元/ 人民幣16,218,000元	35%	–	35%	供應鏈管理，有限責任公司
Ningbo Greentown Hotel Management Company Limited	the PRC 18 September 2016	RMB1,000,000/–	100%	–	100%	Hotel management, limited liability company
寧波綠城酒店管理有限公司*	中國 2016年9月18日	人民幣1,000,000元/–	100%	–	100%	酒店管理，有限責任公司
Ningbo Greentown Yuhua Care Co., Ltd	the PRC 10 August 2017	RMB10,000,000/ RMB10,000,000	100%	–	100%	Education consultant service, limited liability company
寧波綠城育華托育有限公司*	中國 2017年8月10日	人民幣10,000,000元/ 人民幣10,000,000元	100%	–	100%	教育諮詢服務，有限責任公司
Ningbo Greentown Yuhua Yaohong Childcare Co., Ltd.	the PRC 16 August 2017	RMB3,000,000/ RMB3,000,000	70%	–	70%	Education consultant service, limited liability company
寧波綠城育華耀虹托育有限公司*	中國 2017年8月16日	人民幣3,000,000元/ 人民幣3,000,000元	70%	–	70%	教育諮詢服務，有限責任公司
Zhejiang Twin City Cultural and Creative Company Limited	the PRC 17 March 2015	RMB11,000,000/–	71%	–	100%	Education consultant service, limited liability company
浙江雙城文化創意有限公司*	中國 2015年3月17日	人民幣11,000,000元/–	71%	–	100%	教育諮詢服務，有限責任公司
Zhejiang Lebo Education Technology Company Limited	the PRC 31 May 2017	RMB10,000,000/ RMB2,000,000	100%	–	100%	Education Technology, limited liability company
浙江樂博教育科技有限責任公司*	中國 2017年5月31日	人民幣10,000,000元/ 人民幣2,000,000元	100%	–	100%	教育諮詢服務，有限責任公司
Green Flash Network Technology Co., Ltd	the PRC 14 June 2017	RMB50,010,000/ RMB50,008,000	80%	–	80%	Information Technology Service, limited liability company
綠閃網路科技有限公司*	中國 2017年6月14日	人民幣50,010,000元/ 人民幣50,008,000元	80%	–	80%	信息技術服務，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業 地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Hubei Changtou Greentown Property Management Company Limited 湖北長投綠城物業服務有限公司*	the PRC 06 July 2017 中國 2017年7月6日	RMB8,000,000/ RMB1,375,848.75 人民幣8,000,000元/ 人民幣1,375,848.75元	51% 51%	– –	51% 51%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Lvbang Property Management Company Limited 浙江綠邦物業管理有限公司*	the PRC 25 April 2001 中國 2001年4月25日	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	60% 60%	– –	60% 60%	Property management, limited liability company 物業管理，有限責任公司
Hangzhou Wulin Greentown Property Service Company Limited 杭州武林綠城物業服務有限公司*	the PRC 22 December 2017 中國 2017年12月22日	RMB3,000,000/ RMB1,000,000 人民幣3,000,000元/ 人民幣1,000,000元	46% 46%	– –	51% 51%	Property management, limited liability company 物業管理，有限責任公司
Hangzhou Lianrui Advertisement Company Limited 杭州聯睿廣告有限公司*	the PRC 08 April 2015 中國 2015年4月8日	RMB3,000,000/ RMB763,800 人民幣3,000,000元/ 人民幣763,800元	71% 71%	– –	100% 100%	Advertisement design, limited liability company 廣告設計，有限責任公司
Hainan Greentown Tianhe Property Service Co., Ltd. 海南綠城天和物業服務有限公司*	the PRC 23 January 2013 中國 2013年1月23日	RMB5,000,000/ RMB5,000,000 人民幣5,000,000元/ 人民幣5,000,000元	51% 51%	– –	51% 51%	Property management, limited liability company 物業管理，有限責任公司
Tianjin Greentown Lanxi Property Management Co., Ltd. 天津綠城藍熙物業管理有限公司*	the PRC 05 May 2016 中國 2016年5月5日	RMB1,000,000/ RMB1,000,000 人民幣1,000,000元/ 人民幣1,000,000元	60% 60%	– –	60% 60%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Four Seasons Tube Home Environment Co., Ltd. 浙江四季生活網路科技有限公司*	the PRC 09 January 2015 中國 2015年1月9日	RMB50,000,000/ RMB35,000,021.37 人民幣50,000,000元/ 人民幣35,000,021.37元	100% 100%	– –	100% 100%	Information Technology Service, limited liability company 信息技術服務，有限責任公司
Beijing Jingliang Greentown Property Service Company Limited 北京京糧綠城物業服務有限公司*	the PRC 16 September 2019 中國 2019年9月16日	RMB8,000,000/ RMB8,000,000 人民幣8,000,000元/ 人民幣8,000,000元	100% 100%	– –	100% 100%	Property management, limited liability company 物業管理，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業 地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Greentown IT	the PRC 10 April 2014	RMB21,333,333/ RMB21,333,333	92%	–	100%	Information Technology Service, limited liability company
杭州綠城信息技術有限公司(i)*	中國 2014年4月10日	人民幣21,333,333元/ 人民幣21,333,333元	92%	–	100%	信息技術服務，有限責任公司
Hangzhou Greentown Air Conditioning Equipment Maintenance Service Co., Ltd.	the PRC 02 July 2012	RMB30,000,000/ RMB12,500,000	100%	–	100%	Equipment Maintenance Service, limited liability company
杭州綠城空調設備維護服務有限公司*	中國 2012年7月2日	人民幣30,000,000元/ 人民幣12,500,000元	100%	–	100%	設備維護服務，有限責任公司
Wuhan Intelligence Greentown Services Co., Ltd.	the PRC 14 May 2018	RMB1,000,000/ RMB1,000,000	40%	–	40%	Property management, limited liability company
武漢智慧綠城物業管理有限公司(i)*	中國 2018年5月14日	人民幣1,000,000元/ 人民幣1,000,000元	40%	–	40%	物業管理，有限責任公司
Shanghai Bailong Network Technology Co., Ltd.	the PRC 21 January 2003	RMB1,000,000/–	35%	–	35%	Information Technology Service, limited liability company
上海佰隆網路科技有限公司(i)*	中國 2003年1月21日	人民幣1,000,000元/–	35%	–	35%	信息技術服務，有限責任公司
Zhejiang Lingfeng Education Logistics Management Co., Ltd.	the PRC 16 August 2002	RMB55,000,000/ RMB38,000,000	42%	–	53%	Wholesale and retail, limited liability company
浙江靈峰教育後勤管理有限公司(i)*	中國 2002年8月16日	人民幣55,000,000元/ 人民幣38,000,000元	42%	–	53%	批發及零售，有限責任公司
Dalian Hengxin Property Management Co., Ltd.	the PRC 19 October 2010	RMB4,500,000/ RMB4,500,000	100%	–	100%	Property management, limited liability company
大連恒信物業服務有限公司*	中國 2010年10月19日	人民幣4,500,000元/ 人民幣4,500,000元	100%	–	100%	物業管理，有限責任公司
Xi'an Hongji Property Management Co., Ltd.	the PRC 26 April 2010	RMB3,000,000/ RMB3,000,000	100%	–	100%	Property management, limited liability company
西安鴻基物業管理有限公司*	中國 2010年4月26日	人民幣3,000,000元/ 人民幣3,000,000元	100%	–	100%	物業管理，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團實際權益	Held by the Company 本公司持有	Held by a subsidiary 附屬公司持有	
Sunshine Greentown Property Management (Nanjing) Co., Ltd. 陽光綠城物業服務(南京)有限公司*	the PRC 10 November 1995 中國 1995年11月10日	RMB11,111,100/ RMB6,666,700 人民幣11,111,100元/ 人民幣6,666,700元	55%	–	55%	Property management, limited liability company 物業管理，有限責任公司
Beijing Yifang Real Estate Brokerage Co., Ltd. 北京宜房房地產經紀有限公司*	the PRC 23 December 2016 中國 2016年12月23日	RMB2,000,000/– 人民幣2,000,000元/–	100%	–	100%	Community leasing, sales and other services, limited liability company 園區租賃、銷售及其他服務，有限責任公司
Anhui Shengan Greentown Property Management Co., Ltd. 安徽盛安綠城物業服務有限公司*	the PRC 25 November 1997 中國 1997年11月25日	RMB7,500,000/ RMB7,500,000 人民幣7,500,000元/ 人民幣7,500,000元	60%	–	60%	Property management, limited liability company 物業管理，有限責任公司
Montessori Academy Group Holdings Pty Ltd Montessori Academy Group Holdings Pty Ltd	Australia Acquired on 05 July 2019 澳大利亞 收購於2019年7月5日	AUD22,457,690/ AUD22,457,690 22,457,690 澳元/ 22,457,690 澳元	56%	–	56%	Nursery services, day-to-day education services, limited liability company 托兒服務、日常教育服務，有限責任公司
Lvman Technology Company Limited. 綠漫科技有限公司*	the PRC Acquired on 01 Jan 2020 中國 收購於2020年1月1日	RMB50,000,000/ RMB5,000,000 人民幣50,000,000元/ 人民幣5,000,000元	92%	–	92%	Communication limited liability company 通訊，有限責任公司
Jinan High-tech Greentown Property Management Company Limited 濟南高新綠城物業管理有限公司*	the PRC Acquired on 01 July 2020 中國 收購於2020年7月1日	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	51%	–	51%	Property management, limited liability company 物業管理，有限責任公司
Hangzhou Caizhixin Technology Co., Ltd 杭州財智鑫科技有限公司*	the PRC 4 February 2021 中國 2021年2月4日	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	100%	–	100%	Information Technology Service, limited liability company 信息技術服務，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Greentown Technology Group Co., Ltd 綠城科技集團有限公司*	the PRC 22 February 2021 中國 2021年2月22日	USD100,000,000/ USD50,000,000 100,000,000美元/ 50,000,000美元	100%	–	100%	Information Technology Service, limited liability company 信息技術服務，有限責任公司
Zhejiang Happy Greentown Parking Industry Co., Ltd 浙江幸福綠城停車產業有限公司*	the PRC 17 March 2021 中國 2021年3月17日	RMB50,000,000/ RMB10,000,000 人民幣50,000,000元/ 人民幣10,000,000元	100%	–	100%	Parking Service, limited liability company 停車服務，有限責任公司
Xinjiang Greentown City Commercial Operation Management Co., Ltd 新疆綠城城市商業運營管理有限公司*	the PRC 15 April 2021 中國 2021年4月15日	RMB10,000,000/ RMB10,000,000 人民幣10,000,000元/ 人民幣10,000,000元	70%	–	70%	Operation management, limited liability company 運營管理，有限責任公司
Hangzhou Chunyue Enterprise Management Consulting Co., Ltd. 杭州椿悅企業諮詢管理有限公司*	the PRC 28 October 2021 中國 2021年10月28日	RMB22,000,000/ RMB22,000,000 人民幣22,000,000元/ 人民幣22,000,000元	100%	–	100%	Business consultant, limited liability company 營業顧問，有限責任公司
Zhejiang Greentown Architectural Technology Co., Ltd. 浙江綠城建築科技有限公司*	the PRC Acquired on 14 December 2021 中國 收購於2021年 12月14日	RMB30,000,000/ RMB10,000,000 人民幣30,000,000元/ 人民幣10,000,000元	51%	–	51%	smart construction, lighting construction and smart design services, limited liability company 智能化工程、照明工程及智能化設計服務，有限責任公司
Hangzhou Baiyi Enterprise Management Partnership (Limited Partnership)* 杭州柏毅企業管理合夥企業(有限合夥)	the PRC 21 April 2021 中國 2021年4月21日	RMB750,000,000/ RMB749,600,000 人民幣750,000,000元/ 人民幣749,600,000元	99%	–	99%	Investment management service company 投資管理服務公司
Zhejiang Ruite Construction Technology Co., Ltd. 浙江睿特建築科技有限公司*	the PRC Acquired on 4 January 2022 中國 收購於2022年1月4日	RMB25,000,000/ RMB10,000,000 人民幣25,000,000元/ 人民幣10,000,000元	51%	–	51%	Science and technology promotion and application services, limited liability company 科技推廣及應用服務，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業 地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Zhejiang Lvru Security Service Technology Co., Ltd	the PRC 13 January 2022	RMB11,000,000/ RMB11,000,000	100%	–	100%	Science and technology promotion and application, service limited liability company
浙江綠銳安防服務科技有限公司*	中國 2022年1月13日	人民幣11,000,000元/ 人民幣11,000,000元	100%	–	100%	科技推廣及應用服務，有限責任公司
Zhejiang Yunqi Business Service Co., Ltd.	the PRC 8 June 2022	RMB10,000,000/ RMB10,000,000	70%	–	100%	Business services, limited liability company
浙江雲企商業服務有限公司*	中國 2022年6月8日	人民幣10,000,000元/ 人民幣10,000,000元	70%	–	100%	商業服務，有限責任公司
Ningbo Zhongjian Property Management Co., Ltd	the PRC Acquired on 30 June 2022	RMB15,000,000/ RMB15,000,000	55%	–	100%	Property management, limited liability company
寧波中建物業管理有限公司*	中國 收購於2022年 6月30日	人民幣15,000,000元/ 人民幣15,000,000元	55%	–	100%	物業管理，有限責任公司
Huikuang Anhui Property Service Co., Ltd.	the PRC Acquired on 30 June 2022	RMB5,000,000/ RMB5,000,000	55%	–	100%	Property management, limited liability company
淮礦安徽物業服務有限責任公司*	中國 收購於2022年 6月30日	人民幣5,000,000元/ 人民幣5,000,000元	55%	–	100%	物業管理，有限責任公司
Anhui Xincheng Smart City Operation Service Co., Ltd.	the PRC Acquired on 30 June 2022	RMB8,000,000/ RMB8,000,000	55%	–	100%	Property management, limited liability company
安徽信誠智慧城市運營服務有限公司*	中國 收購於2022年 6月30日	人民幣8,000,000元/ 人民幣8,000,000元	55%	–	100%	物業管理，有限責任公司

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36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

36 於附屬公司的投資(續)

Name of company 公司名稱	Place of incorporation and business and date of establishment/ incorporation 註冊成立及營業地點以及成立/ 註冊成立日期	Registered/ issued and paid-in capital 註冊/已發行及 實繳資本	Proportion of ownership interest 擁有權權益比例			Principal activity and legal status 主要業務及法律地位
			Group's effective interest 本集團 實際權益	Held by the Company 本公司 持有	Held by a subsidiary 附屬公司 持有	
Zhejiang Greentown Housing Service System Co., Ltd. 浙江綠城房屋服務系統有限公司*	the PRC Acquired on 30 November 2022 中國 收購於2022年 11月30日	RMB50,000,000/ RMB50,000,000 人民幣50,000,000元/ 人民幣50,000,000元	50%	–	50%	Property management, limited liability company 物業管理，有限責任公司
Zhejiang Xincheng Smart City Operation Service Co., Ltd. 浙江信誠智慧城市運營服務有限公司*	the PRC 13 June 2022 中國 2022年6月13日	RMB643,646,364.00/ RMB643,646,364.00 人民幣 643,646,364.00元/ 人民幣643,646,364.00元	55%	–	55%	Property management, limited liability company 物業管理，有限責任公司
* The English translation of the Company name is for reference only. The official names of these companies are in Chinese.			* 公司名稱的英文翻譯僅供參考。該等公司的法定名稱為中文。			
(i) Pursuant to the agreements, the Group could control majority voting rights of the board of directors, and could control the financial and operating policies of the entities. Accordingly, these entities' financial information was consolidated into the Group's consolidated financial statements for the year ended 31 December 2023.			(i) 根據協議，本集團可控制董事會的多數投票權及該等實體的財務及經營政策。因此，將該等實體的財務資料併入本集團截至2023年12月31日止年度的綜合財務報表。			
(ii) As at 31 December 2023, the equity interests of five subsidiaries have been frozen in respect of the claim proceedings that the Group is involved because of joint liability with a third party for an associate under a lease arrangement (see note 30(iv)). The freezing of the equity interests of the subsidiaries has not yet had any material impact on the normal operation of the Group and its subsidiaries, but there is a risk that the equity interests of the subsidiaries may be judicially disposed of due to the above matters.			(ii) 於2023年12月31日，就本集團因租賃安排下一家聯營公司而對一名第三方承擔連帶責任(見附註30(iv))，五家附屬公司的股權遭凍結。附屬公司股權凍結尚未對本集團及其附屬公司的正常營運產生任何重大影響，但存在因上述事項導致附屬公司股權被司法處置的風險。			

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The following table lists out the information relating to MAG and Zhejiang Xincheng, the subsidiary of the Group which has a material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

MAG

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	75,629	58,872
Non-current assets	非流動資產	1,448,271	1,326,579
Current liabilities	流動負債	(516,899)	(147,756)
Non-current liabilities	非流動負債	(786,082)	(1,037,337)
Net assets	資產淨額	220,919	200,358
Carrying amount of NCI	NCI賬面值	79,978	81,224
Revenue	收入	581,234	452,385
Profit for the year	年內利潤	14,469	2,606
Other comprehensive income for the year	年內其他全面收入	6,494	2,078
Total comprehensive income	全面總收入	20,963	4,684
Total comprehensive allocated to OCI	分配至其他全面收入之全面總收入	9,224	2,061
Dividend paid to NCI	已付NCI之股息	-	-
Cash flows from operating activities	經營活動所得現金流量	133,771	107,128
Cash flows from investing activities	投資活動所得現金流量	(125,555)	(111,788)
Cash flows from financing activities	融資活動所得現金流量	792	(1,884)

36 於附屬公司的投資(續)

下表呈列有關本集團附屬公司MAG及浙江信誠(擁有重大非控股權益(NCI))之資料。以下所呈列財務資料概要乃指於任何公司間抵銷前的金額。

MAG

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財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

36 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Zhejiang Xincheng

		2023 2023年 RMB'000 人民幣千元	2022 2022年 RMB'000 人民幣千元
Current assets	流動資產	1,390,015	832,697
Non-current assets	非流動資產	241,682	250,384
Current liabilities	流動負債	(1,093,204)	(757,593)
Non-current liabilities	非流動負債	(30,857)	(8,260)
Net assets	資產淨額	507,636	317,228
Carrying amount of NCI	NCI賬面值	316,604	289,630
Revenue	收入	942,244	477,918
Profit for the year	年內利潤	43,639	8,567
Total comprehensive income	全面總收入	43,639	8,567
Profit allocated to NCI	分配至NCI之利潤	26,974	3,855
Dividend paid to NCI	已付NCI之股息	-	3,716
Cash flows from operating activities	經營活動所得現金流量	254,566	(177,713)
Cash flows from investing activities	投資活動所得現金流量	58,157	31,086
Cash flows from financing activities	融資活動所得現金流量	(5,980)	(3,390)

36 於附屬公司的投資(續)

浙江信誠

37 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, the directors proposed a final dividend and special dividend. Further details are disclosed in note 31(b).

37 報告期後的非調整事項

隨報告期末後，董事建議派發末期股息及特別股息。更多詳情於附註31(b)披露。

Notes to the Financial Statements

財務報表附註

(Expressed in Renminbi Yuan unless otherwise indicated) (除另行註明外，均以人民幣元列示)

38 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments which are not yet effective for the year ended 31 December 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

38 截至2023年12月31日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響

截至刊發該等財務報表日期，香港會計師公會已頒佈截至2023年12月31日止年度尚未生效且並無於該等財務報表採納的多項修訂。以下修訂可能與本集團有關。

	Effective for accounting periods beginning on or after 於以下日期或 以後開始的 會計期間生效
Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> ("2020 amendments") 香港會計準則第1號之修訂，財務報表之列報方式：負債分類為流動或非流動（「2020年修訂」）	1 January 2024 2024年1月1日
Amendments to HKAS 1, <i>Presentation of financial statements: Non current liabilities with covenants</i> ("2022 amendments") 香港會計準則第1號之修訂，財務報表之列報方式：附帶契諾之非流動負債（「2022年修訂」）	1 January 2024 2024年1月1日
Amendments to HKFRS 16, <i>Leases: Lease liability in a sale and leaseback</i> 香港財務報告準則第16號之修訂，租賃：售後租回之租賃負債	1 January 2024 2024年1月1日
Amendments to HKAS 7, <i>Statement of cash flows and HKFRS 7, Financial Instruments: Disclosures: Supplier finance arrangements</i> 香港會計準則第7號之修訂，現金流量表及香港財務報告準則第7號之修訂，金融工具：披露：供應商融資安排	1 January 2024 2024年1月1日
Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i> 香港會計準則第21號之修訂，匯率變動之影響：缺乏可交換性	1 January 2025 2025年1月1日
Amendments to IFRS 10 and IAS 28, <i>Sales or contributions of assets between an investor and its associate or joint venture</i> 國際財務報告準則第10號及國際會計準則第28號之修訂，投資者與其聯營或合營公司之間的資產出售或注資	No mandatory effective date yet determined 尚未釐定強制生效日期

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團就該等變動於首次應用期間的預期影響進行評估。當前所得結論為採用該等變動不太可能對綜合財務報表產生重大影響。

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