



中駿商管

中駿商管智慧服務控股有限公司

SCE Intelligent Commercial
Management Holdings Limited

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 606

2024

ANNUAL REPORT

年報





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CORPORATE PROFILE

企業簡介

SCE Intelligent Commercial Management Holdings Limited (“SCE CM” or the “Company”), together with its subsidiaries, (collectively, the “Group”) have been principally engaged in the provision of property management services since 2003 and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) in July 2021 (Stock Code: 606). The Company is a subsidiary of China SCE Group Holdings Limited (Stock Code: 1966) (“China SCE Holdings”, together with its subsidiaries but excluding the Group, the “China SCE Group”). The Group’s principal activities comprise two major segments, namely commercial property management and operational services and residential property management services. The Company is headquartered in Shanghai for its business operations and its services cover the West Taiwan Strait Economic Zone, the Yangtze River Delta Economic Zone, the Bohai Rim Economic Zone, the Guangdong-Hong Kong-Macao Greater Bay Area and the Central Western Region.

The Group had a large contracted property management portfolio encompassing 60 cities across 19 provinces, municipalities and autonomous regions in the People’s Republic of China (the “PRC”) as at 31 December 2024, including Anhui, Beijing, Chongqing, Fujian, Guangdong, Hebei, Henan, Hunan, Jiangsu, Jiangxi, Liaoning, Shandong, Shanxi, Shaanxi, Shanghai, Sichuan, Tianjin, Yunnan and Zhejiang. The Group’s commercial property management services segment and residential property management services segment were awarded the “TOP30 of Commercial Real Estate Influential Enterprises” and “2024 Top 100 Property Management Companies in China” by Van Sound Club and China Index Academy, respectively.

As at 31 December 2024, the Group had 254 and 220 contracted projects and projects under management (including both commercial and residential), respectively, with a total contracted gross floor area (“GFA”) of approximately 47.3 million square metres (“sq.m.”) and a total GFA under management of approximately 34.4 million sq.m.

中駿商管智慧服務控股有限公司（簡稱「中駿商管」或「本公司」，連同其附屬公司統稱「本集團」）成立於二零零三年，主要從事物業管理服務，其股份於二零二一年七月在香港聯合交易所有限公司（「聯交所」）主板上市（股份代號：606）。本公司為中駿集團控股有限公司（股份代號：1966）（簡稱「中駿控股」，連同其附屬公司但不包括本集團，統稱為「中駿集團」）的附屬公司。本集團主要業務包括商業物業管理及運營服務和住宅物業管理服務兩大板塊。本公司運營總部設於上海，服務範圍遍佈海峽西岸經濟圈、長三角經濟圈、環渤海經濟圈、粵港澳大灣區及中西部地區。

於二零二四年十二月三十一日，本集團在中華人民共和國（「中國」）19個省、直轄市及自治區的60個城市擁有龐大的已簽約物業管理組合，當中包括安徽、北京、重慶、福建、廣東、河北、河南、湖南、江蘇、江西、遼寧、山東、山西、陝西、上海、四川、天津、雲南及浙江。本集團的商業物業管理服務分部及住宅物業管理服務分部分別榮獲萬商俱樂部及中國指數研究院頒發「最具影響力商業不動產企業TOP30」及「2024中國物業服務百強企業」。

於二零二四年十二月三十一日，本集團分別擁有254個及220個簽約及在管項目（包括商業及住宅），總簽約建築面積約為4,730萬平方米及總在管建築面積約為3,440萬平方米。

CORPORATE INFORMATION

企業資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Lun (*Chairman*)
Mr. Niu Wei
Mr. Sun Qiang
Mr. Zheng Quanlou
Ms. Ku Weihong

Non-executive Director

Mr. Huang Youquan (resigned on 29 August 2024)

Independent Non-executive Directors

Mr. Ding Zuyu
Mr. Wang Yongping
Mr. Pang Hon Chung

COMPANY SECRETARY

Mr. Kwan Kwong Cho

AUTHORISED REPRESENTATIVES

Mr. Wong Lun
Mr. Niu Wei

AUDIT COMMITTEE

Mr. Pang Hon Chung (*Chairman*)
Mr. Huang Youquan (resigned on 29 August 2024)
Mr. Wang Yongping
Mr. Ding Zuyu (appointed on 29 August 2024)

REMUNERATION COMMITTEE

Mr. Pang Hon Chung (*Chairman*)
Mr. Sun Qiang
Mr. Ding Zuyu

董事會

執行董事

黃倫先生(主席)
牛偉先生
孫強先生
鄭全樓先生
庫衛紅女士

非執行董事

黃攸權先生(於二零二四年八月二十九日辭任)

獨立非執行董事

丁祖昱先生
王永平先生
彭漢忠先生

公司秘書

關光祖先生

授權代表

黃倫先生
牛偉先生

審核委員會

彭漢忠先生(主席)
黃攸權先生(於二零二四年八月二十九日辭任)
王永平先生
丁祖昱先生(於二零二四年八月二十九日獲委任)

薪酬委員會

彭漢忠先生(主席)
孫強先生
丁祖昱先生

CORPORATE INFORMATION

企業資料

NOMINATION COMMITTEE

Mr. Wong Lun (*Chairman*)
Mr. Ding Zuyu
Mr. Wang Yongping

AUDITOR

Prism Hong Kong Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISER AS TO HONG KONG LAWS

Chiu & Partners

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN THE PRC

5/F, SCE Tower
No. 2, Lane 1688, Shenchang Road
Hongqiao Business District, Shanghai
China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2801, Hysan Place
500 Hennessy Road
Causeway Bay
Hong Kong

提名委員會

黃倫先生(主席)
丁祖昱先生
王永平先生

核數師

栢淳會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師

香港法律顧問

趙不渝馬國強律師事務所

註冊辦事處

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Hutchins Drive
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Grand Cayman, KY1-1111
Cayman Islands

中國主要營業地點及總部

中國上海市虹橋商務區
申長路1688弄2號
中駿集團大廈5樓

香港主要營業地點

香港銅鑼灣軒尼詩道500號
希慎廣場2801室

CORPORATE INFORMATION

企業資料

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKERS

Ping An Bank Co., Ltd.
China Construction Bank Corporation
Bank of China Limited
Industrial and Commercial Bank of China Limited

INVESTOR RELATIONS

Email: ir_cm@sce-icm.com

STOCK CODE

The Stock Exchange of Hong Kong Limited: 606

COMPANY WEBSITE

www.sce-icm.com

開曼群島主要證券登記及過戶登記處

Conyers Trust Company (Cayman) Limited
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Cayman Islands

香港證券登記處

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合和中心 17 樓 1712–1716 室
香港中央證券登記有限公司

主要往來銀行

平安銀行股份有限公司
中國建設銀行股份有限公司
中國銀行股份有限公司
中國工商銀行股份有限公司

投資者關係

電郵: ir_cm@sce-icm.com

股份代號

香港聯合交易所有限公司: 606

公司網站

www.sce-icm.com

FINANCIAL HIGHLIGHTS

財務摘要

SUMMARY OF STATEMENT OF PROFIT OR LOSS 損益表摘要

		For the year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	Increase/ (decrease) 增加／(減少) (%)
Revenue	收益	1,212,949	1,247,682	(2.8)
Gross profit	毛利	354,906	409,739	(13.4)
Gross profit margin	毛利率	29.3%	32.8%	(3.5 percentage points) (3.5 百分點)
Profit attributable to owners of the parent	母公司擁有人應佔溢利	56,957	257,048	(77.8)
Earnings per share — Basic and diluted	每股盈利 — 基本及攤薄	RMB2.9 cents 人民幣 2.9 分	RMB12.9 cents 人民幣 12.9 分	(77.5)

SUMMARY OF STATEMENT OF FINANCIAL POSITION 財務狀況表摘要

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元	Increase/ (decrease) 增加／(減少) (%)
Total assets	資產總額	3,512,406	3,396,339	3.4
Cash and bank balances	現金及銀行存款結餘	1,299,809	1,157,372	12.3
Total liabilities	負債總額	(778,521)	(719,886)	8.1
Total equity	權益總額	2,733,885	2,676,453	2.1

CHAIRMAN'S STATEMENT 主席報告

Dear shareholders,

I am pleased to present the results and business review of the Group for the year ended 31 December 2024.

致各位股東：

本人欣然提呈本集團截至二零二四年十二月三十一日止年度的業績及業務回顧。

Wong Lun, Chairman
黃倫，主席



YEAR IN REVIEW 2024

For the year ended 31 December 2024, the Group achieved revenue of approximately RMB1,212.9 million; gross profit margin was 29.3%; and profit attributable to owners of the parent amounted to approximately RMB57.0 million. Basic earnings per share amounted to approximately RMB2.9 cents.

二零二四年回顧

截至二零二四年十二月三十一日止年度，本集團實現收益約人民幣12.129億元；毛利率約29.3%；母公司擁有人應佔溢利約為人民幣0.570億元。每股基本盈利約為人民幣2.9分。

CHAIRMAN'S STATEMENT

主席報告

The board of directors of the Company (the "Board") has resolved not to declare any final dividend for the year ended 31 December 2024.

In respect of commercial property management and operational services, the Group consecutively completed the opening of two shopping malls in 2024, namely Kunshan Huaqiao SCE Funworld and Fuzhou SCE Funworld. Specifically, as the second innovative outlet city transit-oriented development project of SCE CM, Kunshan Huaqiao SCE Funworld, which opened in September 2024, has introduced over 300 brands, with more than 50% of the first-store brands covering international affordable luxury, boutique retail, trendy sports and internet celebrity restaurants. On the opening day, the number of visitors exceeded 250,000, and over 80 brands set city-wide sales records, creating a consumer frenzy in the local market. In addition, Fuzhou SCE Funworld opened in December this year, targeting the main customer segment of "Generation Z". It has introduced more than 230 brands, including over 80 first-store brands, focusing on new lifestyles, trendy brands, anime culture and other special commercial contents. Within the first three days of opening, the total number of visitors exceeded 700,000, achieving impressive opening results. As at 31 December 2024, the total number of commercial properties under management of the Group was 17, which included 15 SCE Funworld and 2 office buildings.

SCE CM adheres to the "Operation-oriented" approach to identify urban consumer needs. In 2024, the Group continued to upgrade its commercial contents, with the adjustment rate of all outlets exceeding 30%. It has maintained focus on "First Store Matrix", "High-traffic Internet Celebrities" and "Exclusive Quality" as benchmarks to enhance consumer contents and create brand differentiation, thereby improving its competitiveness. Following the introduction of high-end cosmetic and international watch brands, Quanzhou SCE Funworld continued to improve and capitalised on the trend of "Outdoor Economy" by introducing a number of high-end outdoor city first stores. This ongoing effort further strengthens its commercial positioning in Quanzhou and the surrounding areas, establishing itself as the premier shopping destination in the city. Additionally, Pingdingshan SCE Funworld has attracted and adjusted

本公司董事會（「董事會」）決議不宣派截至二零二四年十二月三十一日止年度的任何末期股息。

在商業物業管理及運營服務方面，二零二四年本集團先後順利完成昆山花橋中駿世界城和福州中駿世界城兩個購物商場的開業。其中，作為中駿商管第二個創新奧萊城市交通導向發展項目，於二零二四年九月開業的昆山花橋中駿世界城引入超300家品牌、超50%首店品牌，涵蓋國際輕奢、精品零售、潮流運動、網紅餐飲等，開業首日客流突破25萬人次，超80多家品牌創造城市銷售記錄，在當地市場引起消費的熱潮。此外，福州中駿世界城於本年十二月開業，瞄準「Z世代」主力客群，引入超230家品牌，超80家首店陣容，聚焦新生活方式、潮牌、二次元等特色商業內容，開業3天總客流突破70萬人次，創造出亮麗的開業成績。於二零二四年十二月三十一日，本集團在管的商業物業總數為17個，其中包括15個中駿世界城及2個寫字樓。

中駿商管堅持「以經營為導向」，找準城市消費需求，二零二四年本集團持續升級商業內容，全線門店調改率超30%，繼續以「首店矩陣」、「高流量網紅」和「獨家優質」為基準，對消費內容提檔升級，構建品牌差異化以提升競爭力。繼引入高端美妝和國際名錶品牌後，泉州中駿世界城不斷改進，把握「戶外經濟」趨勢，引進多家高階戶外城市首店，持續加強於泉州及周邊區域的商業定位，打造城市首選購物商場；另外，平頂山中駿世界城於二零二四年全年招商調整餐飲及零售品牌超80家，引入29家城市首店，調整之後租戶銷售額及客流均大幅提升。本集團全線購物商場強調以「一店一策」的經營策略，立足當地

CHAIRMAN'S STATEMENT

主席報告

more than 80 catering and retail brands throughout 2024, including 29 city first stores. Following the adjustments, both tenants' sales and the number of visitors have increased significantly. The Group emphasised the operation strategy of "Store-specific Policies" across all its shopping malls, focusing on the local market and deepening its positioning. By proactively managing and adjusting the brand portfolio and strengthening operations, the Group aims to collaborate with the merchants to better serve the consumers. Furthermore, the Group closely followed market trends and pinpointed consumers' preferences by planning in different directions, such as "National Trend Marketing", "Emotional Marketing" and "Fan Economy". It has created a number of phenomenal marketing activities and extended the marketing reach through new media, short videos and live broadcasting, which resulted in a significant year-on-year increase in overall number of visitors.

In 2024, SCE CM continued to deepen the business practice of "Digital Intelligence Empowerment" as an important strategy to promote the in-depth integration of digital technology with the real economy, thereby unlocking consumer potential and driving business growth. On the basis of digital malls, the Group broadened new context for commercial sales by collaborating with in-store tenants and third-party platforms. Building on the membership benefits of "Pay with Points", "Points Plus Discounted Price Redemption" service was launched to provide members with a more comprehensive and high-quality service experience, resulting in a significant year-on-year increase in member consumption. The number of visits to and exposure of the membership application homepage exceeded 46 million, while the number of usages of cross-marketing of E-coupons in transactions has exceeded 300,000. In addition, the Group further enhanced the membership benefits by launching the "Members' Time-limited Card Upgrade" promotion to increase the base of premium members. As of 31 December 2024, the total number of members of SCE Funworld mobile phone application exceeded 3.7 million.

市場並深化其定位，主動經營及招商調整品牌組合，加強運營，攜手商戶服務好消費者。此外，本集團緊跟市場流行趨勢，精準鎖定消費者喜好，圍繞「國潮營銷」、「情緒營銷」、「粉絲經濟」等不同方向進行規劃，製造多場現象級營銷活動，並通過新媒體營銷、短視頻及直播延展營銷場域，實現全線客流同比大幅提升。

二零二四年，中駿商管繼續深化「數智賦能」為重要戰略的商業實踐，推動數字化技術與實體經濟的深度融合，激活消費潛能並驅動業務增長。本集團在數字化商城基礎上，拓展商業新營銷場景，聯動商場內商戶及第三方平台，在會員權益「積分當錢花」的基礎上推出「積分加價購」服務，為會員提供更全面且優質的服務體驗，實現會員消費同比大幅提升。年度會員小程序首頁訪問量及曝光量超4,600萬人次，電子卡券的交叉營銷推動近30萬筆交易成交。此外，本集團進一步深化會員權益，啟動「會員限時升卡」福利活動，提升優質會員基數。截至二零二四年十二月三十一日，中駿世界城小程序會員總數超370萬人。

CHAIRMAN'S STATEMENT

主席報告

In terms of residential property management services, the Group remains committed to the unrelenting pursuit of service excellence. It is dedicated to exploring service potentials, developing diversified value-added services, and enhancing its service capability to deliver differentiated service quality. Upholding the core brand value proposition of SCE CM of "We Build to Inspire", the Group closely focuses on the product positioning and thoroughly understands the material, emotional and spiritual needs of the property owners, so as to create a hierarchical service system of "Caring but not Disturbing". By continuously deepening the standardised and systematic services and consistently improving the construction of intelligent system, the Group adheres to the belief of "Creating Smart Living to Help Seize Happiness" to build a community service system with the characteristics of SCE CM. At the same time, the Group actively advocates for the integration of sentiments into service details, and has successively launched service models that meet the needs of property owners, such as "Life Butler Service", "Hotel Service" and "One-stop Service". Special services are also designed for different customer groups to address the unique requirements of various property owners, ensuring them to have a satisfactory living experience in different life situations. In addition, the Group consistently expands its business model and extends its service scenarios to create value for its customers and developers. With its high-quality service standard and outstanding management capabilities, the Group continues to expand its management scale and establish a new model for the service value chain to build a better living environment for customers.

OUTLOOK

In the context of significant changes in consumer market and accelerated restructuring of industry structure, Chinese commercial management companies are experiencing an unprecedented paradigm shift. Policies aimed at "Stimulating consumption, enhancing investment efficiency, and expanding domestic demand" have created substantial opportunities for the development of retail sector. The Group anticipates that 2025 will still be a year full of opportunities. Shopping malls continue to serve as the primary gateway for offline consumption, while the rise of the young consumer group has further intensified the demand for social entertainment and immersive offline experiences. Key drivers of this transformation include refined management practices, strategic adjustments, and the creation of interactive experiences. Moreover, the future development of enterprises will be driven by factors including cost reduction and increased efficiency, business integration, a rise in mergers and acquisitions, and the ongoing deepening of digitalisation and supply chain integration.

在住宅物業管理服務方面，本集團始終堅守著對卓越服務的不懈追求，致力探索服務潛能，全方位發展多元化的增值服務，並通過提升自身服務能力形成差異化服務品質。本集團秉承「專築您的感動」的中駿商管品牌核心價值主張，緊密圍繞產品定位以及深研業主物質、情感及精神需求，精心打造「貼心而不打擾」的分級服務體系。通過不斷深化標準化及體系化服務，持續完善智慧系統建設，緊守「創建智慧生活，讓幸福觸手可及」的信念，打造具有中駿商管特色的社區服務體系。同時，本集團積極倡導將情感融入服務細節，先後推出「生活管家式服務」、「酒店式服務」及「一站式服務」等符合業主需要的服務模式，並為不同客戶群設計與之相適應的特色服務，匹配不同業主的差異化需要，讓業主在不同生活場景都有滿意的居住體驗。此外，本集團不斷拓展業務形態及延伸服務場景，為客戶及發展商創造價值。憑藉自身高質量的服務品質和卓越的管理實力，持續擴大管理規模，打造服務價值鏈的全新模範，為客戶構建美好生活環境。

展望

在消費市場深刻變革與行業格局加速重構的時代背景下，中國商業管理企業正經歷著前所未有的範式轉變。伴隨著「提振消費、提高投資效益、全方位擴大國內需求」等政策倡導，為零售發展帶來了重大轉機。本集團展望二零二五年仍是充滿機遇的一年，購物商場仍然是線下消費最大的流量入口，年輕消費群體的崛起，對社交娛樂和強烈體驗的線下場景有著更高的追求，精細化管理、調改升級、互動體驗成為轉變的關鍵因素。伴隨降本增效、業態融合、並購重組增多，以及數位化、供應鏈整合持續加深，將助力企業未來發展。

CHAIRMAN'S STATEMENT

主席報告

Nowadays, amid new consumption trends and changes in the industry, domestic commerce has shifted from growth-driven expansion to optimisation of existing resources. The “Involution Effect” resulted from intensified homogenised competition is becoming increasingly evident, which poses severe challenges to traditional, broad operational models as returns on investment decline. This fundamental transformation in the industry ecosystem compels commercial enterprises to enhance efficiency through refined management and to pursue growth opportunities through value innovation. Looking ahead, the Group will seize major trends and embrace new consumption models, while continuing to uphold the concept of “Department Store-style Management for Shopping Centres” and “Quality Delivery”. It will focus on in-depth operations, adhere to the principle of “Store-specific Policies” and strive to improve project investment returns. Through benchmarking against industry leaders, the Group will establish benchmark projects and strengthen its differentiated operational capabilities, committing to transform into a commercially influential management enterprise.

Finally, on behalf of the Board, I would like to express my sincere gratitude to all the staff, shareholders, customers and partners of the Group.

Wong Lun
Chairman

Hong Kong, China
28 March 2025

如今，在行業消費新趨勢、新變化的大背景下，國內商業已經從增量擴張轉向存量優化，同質化競爭導致的「內卷效應」日益顯著，傳統粗放型運營模式正面臨投資回報率下滑的嚴峻挑戰。這種行業生態的根本轉變，正在迫使商業運營企業透過精細化管理加強效益，並透過價值創新創造增長空間。未來，本集團將把握大趨勢，融入新消費模式，繼續堅持「購物中心經營百貨化」理念及「高質量兌現」，深度運營，秉承「一店一策」，努力提升項目投資回報率；向行業優秀看齊，打造標杆項目，強化本集團的差異化經營能力，致力於轉型為具有深遠影響力的商業管理企業。

最後，本人謹代表董事會向本集團的全體員工、股東、客戶以及各方合作夥伴，致以誠摯的謝意！

黃倫
主席

中國香港
二零二五年三月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



OVERVIEW

The Group is a service provider focusing on property management services with operations in the West Taiwan Strait Economic Zone, the Yangtze River Delta Economic Zone, the Bohai Rim Economic Zone, the Guangdong-Hong Kong-Macao Greater Bay Area and the Central Western Region. As at 31 December 2024, there were 35 contracted commercial properties with a total contracted GFA of approximately 4.5 million sq.m. and 17 commercial properties under management with a total GFA under management of approximately 1.9 million sq.m..

The Group also provides property management services to residential properties. As at 31 December 2024, there were 219 contracted residential projects with a total contracted GFA of approximately 42.8 million sq.m. and 203 residential projects under management with a total GFA under management of approximately 32.5 million sq.m..

概覽

本集團為一家以物業管理服務為主導的服務提供商，業務遍佈海峽西岸經濟圈、長三角經濟圈、環渤海經濟圈、粵港澳大灣區及中西部地區。於二零二四年十二月三十一日，總簽約商業物業為35個，總簽約建築面積約為450萬平方米；在管商業物業為17個，總在管建築面積約為190萬平方米。

本集團亦向住宅物業提供物業管理服務。於二零二四年十二月三十一日，總簽約住宅項目為219個，總簽約建築面積約為4,280萬平方米；在管住宅項目為203個，總在管建築面積約為3,250萬平方米。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the year ended 31 December 2024 (the “Year”), the Group’s business comprised the following major business segments, namely (i) commercial property management and operational services; and (ii) residential property management services.

During the Year, the Group’s revenue by business segment is as follows:

業務回顧

截至二零二四年十二月三十一日止年度（「年內」），本集團的業務包括下列主要業務分部，即(i)商業物業管理及運營服務；及(ii)住宅物業管理服務進行業務活動。

年內，本集團按業務分部劃分的收益如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2024 二零二四年	2023 二零二三年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Commercial property management and operational services	商業物業管理及運營服務	396,551	415,909
Residential property management services	住宅物業管理服務	816,398	831,773
Total	總計	1,212,949	1,247,682

Commercial property management and operational services

During the Year, the Group’s commercial property management and operational services segment recorded total revenue of approximately RMB396.6 million, representing a year-on-year decrease of approximately 4.7%; GFA under management of approximately 1.9 million sq.m., representing a year-on-year decrease of approximately 8.0%; the number of projects under management of 17 projects, representing a year-on-year decrease of two projects; and contracted GFA of approximately 4.5 million sq.m., representing a year-on-year decrease of approximately 9.0%.

商業物業管理及運營服務

年內，本集團商業物業管理及運營服務分部實現總收益約為人民幣3.966億元，同比減少約4.7%；在管建築面積約190萬平方米，同比減少約8.0%；在管項目為17個，同比減少2個；簽約建築面積約450萬平方米，同比減少約9.0%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the Year, the contracted GFA, GFA under management and revenue under the Group's commercial property management and operational services segment by geographical area are as follows:

年內，本集團按地區劃分的商業物業管理及運營服務分部的簽約建築面積、在管建築面積及收益明細如下：

		Year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年			2023 二零二三年		
		Contracted GFA 簽約 建築面積	GFA under Management 在管 建築面積	Revenue 收益	Contracted GFA 簽約 建築面積	GFA under Management 在管 建築面積	Revenue 收益
		sq.m. 平方米	sq.m. 平方米	RMB 人民幣元	sq.m. 平方米	sq.m. 平方米	RMB 人民幣元
		(in thousands) (以千計)			(in thousands) (以千計)		
Yangtze River Delta Economic Zone	長三角經濟圈	1,701	449	91,582	2,098	698	148,032
West Taiwan Strait Economic Zone	海峽西岸經濟圈	829	657	127,384	879	571	141,197
Bohai Rim Economic Zone	環渤海經濟圈	739	379	122,093	739	379	92,102
Guangdong-Hong Kong-Macao Greater Bay Area	粵港澳大灣區	611	266	33,393	611	266	12,980
Central Western Region	中西部地區	623	112	22,099	623	112	21,598
Total	總計	4,503	1,863	396,551	4,950	2,026	415,909

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Certain information of the Group's commercial properties under management as at 31 December 2024 and 2023 is set out below:

於二零二四年十二月三十一日及二零二三年十二月三十一日，本集團在管商業物業若干資料載列如下：

					Occupancy Rate		GFA under Management	
					出租率		在管建築面積	
					As at 31 December 於十二月三十一日			
Project 項目	Opening Date 開業日期	Property Type 物業類型	Location 位置	Geographic Region 地區	2024 二零二四年 %	2023 二零二三年 %	2024 二零二四年 sq.m. 平方米	2023 二零二三年 sq.m 平方米
Xiamen SCE Building	January 2007	Office building	Xiamen	West Taiwan Strait Economic Zone	N/A	88.8	N/A	50,309
廈門中駿大廈寫字樓	二零零七年一月	寫字樓	廈門	海峽西岸經濟圈	不適用		不適用	
Beijing CBD SCE Funworld 北京CBD中駿世界城	September 2009 二零零九年九月	Shopping street 購物街	Beijing 北京	Bohai Rim Economic Zone 環渤海經濟圈	80.7	87.8	54,484	54,484
Quanzhou SCE Funworld	May 2014	Shopping mall	Quanzhou	West Taiwan Strait Economic Zone	93.0	92.6	180,929	180,929
泉州中駿世界城	二零一四年五月	購物商場	泉州	海峽西岸經濟圈				
Shanghai SCE Plaza Phase One	June 2017	Office building	Shanghai	Yangtze River Delta Economic Zone	N/A	100.0	N/A	218,471
上海中駿廣場一期	二零一七年六月	寫字樓	上海	長三角經濟圈	不適用		不適用	
Shanghai SCE Plaza Phase Two	July 2018	Office building	Shanghai	Yangtze River Delta Economic Zone	N/A	70.0	N/A	126,525
上海中駿廣場二期	二零一八年七月	寫字樓	上海	長三角經濟圈	不適用		不適用	
Quanzhou SCE Plaza Office Building	August 2018	Office building	Quanzhou	West Taiwan Strait Economic Zone	77.1	86.2	45,972	45,972
泉州中駿廣場寫字樓	二零一八年八月	寫字樓	泉州	海峽西岸經濟圈				
Shishi Fortune Centre	September 2018	Office building	Quanzhou	West Taiwan Strait Economic Zone	81.2	79.7	33,380	33,380
石獅財富中心	二零一八年九月	寫字樓	泉州	海峽西岸經濟圈				
Nan'an SCE Funworld	December 2018	Shopping mall	Quanzhou	West Taiwan Strait Economic Zone	98.7	99.4	72,618	72,618
南安中駿世界城	二零一八年十二月	購物商場	泉州	海峽西岸經濟圈				
Tianyue	October 2020	Office building	Shanghai	Yangtze River Delta Economic Zone	N/A	80.7	N/A	52,499
天悅	二零二零年十月	寫字樓	上海	長三角經濟圈	不適用		不適用	
Shuitou SCE Funworld	December 2020	Shopping mall	Quanzhou	West Taiwan Strait Economic Zone	87.1	86.0	105,290	105,290
水頭中駿世界城	二零二零年十二月	購物商場	泉州	海峽西岸經濟圈				

MANAGEMENT DISCUSSION AND ANALYSIS

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					Occupancy Rate	GFA under Management		
					出租率	在管建築面積		
					As at 31 December 於十二月三十一日			
Project 項目	Opening Date 開業日期	Property Type 物業類型	Location 位置	Geographic Region 地區	2024 二零二四年 %	2023 二零二三年 %	2024 二零二四年 sq.m. 平方米	2023 二零二三年 sq.m. 平方米
Xianyou SCE Funworld 仙游中駿世界城	December 2020 二零二零年十二月	Shopping mall 購物商場	Putian 莆田	West Taiwan Strait Economic Zone 海峽西岸經濟圈	95.0	92.5	82,678	82,678
Taizhou SCE Funworld 泰州中駿世界城	December 2021 二零二一年十二月	Shopping mall 購物商場	Taizhou 泰州	Yangtze River Delta Economic Zone 長三角經濟圈	89.2	90.8	199,625	199,625
Heyuan SCE Funworld 河源中駿世界城	December 2021 二零二一年十二月	Shopping mall 購物商場	Heyuan 河源	Guangdong-Hong Kong- Macao Greater Bay Area 粵港澳大灣區	81.2	75.5	111,084	111,084
Pingdingshan SCE Funworld 平頂山中駿世界城	December 2021 二零二一年十二月	Shopping mall 購物商場	Pingdingshan 平頂山	Central Western Region 中西部地區	95.6	99.2	111,142	111,142
Zhangjiagang SCE Funworld 張家港中駿世界城	December 2021 二零二一年十二月	Shopping mall 購物商場	Suzhou 蘇州	Yangtze River Delta Economic Zone 長三角經濟圈	97.2	97.2	100,825	100,825
Gaomi SCE Funworld 高密中駿世界城	December 2022 二零二二年十二月	Shopping mall 購物商場	Weifang 濰坊	Bohai Rim Economic Zone 環渤海經濟圈	93.5	96.9	143,634	143,634
Tangshan SCE Funworld 唐山中駿世界城	March 2023 二零二三年三月	Shopping mall 購物商場	Tangshan 唐山	Bohai Rim Economic Zone 環渤海經濟圈	98.4	92.2	78,048	78,048
Beijing West Chang'an SCE Funworld 北京西長安中駿世界城	March 2023 二零二三年三月	Shopping mall 購物商場	Beijing 北京	Bohai Rim Economic Zone 環渤海經濟圈	95.2	99.5	103,453	103,453
Shantou SCE Funworld 汕頭中駿世界城	December 2023 二零二三年十二月	Shopping mall 購物商場	Shantou 汕頭	Guangdong-Hong Kong- Macao Greater Bay Area 粵港澳大灣區	82.2	92.6	154,710	154,710
Kunshan Huaqiao SCE Funworld 昆山花橋中駿世界城	October 2024 二零二四年十月	Shopping mall 購物商場	Shanghai 上海	Yangtze River Delta Economic Zone 長三角經濟圈	91.8	N/A 不適用	148,826	N/A 不適用
Fuzhou SCE Funworld 福州中駿世界城	December 2024 二零二四年十二月	Shopping mall 購物商場	Fuzhou 福州	West Taiwan Strait Economic Zone 海峽西岸經濟圈	91.5	N/A 不適用	136,213	N/A 不適用
Total 總計					90.3	90.2	1,862,911	2,025,676

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The commercial property management market continues to present both opportunities and challenges in 2024. Faced with increasing industry uncertainties and ever-changing consumption patterns, the Group is keenly aware of the fact that improvement in operation of shopping malls always stems from the growth of tenants' performance. Therefore, the Group will continue to uphold a performance-oriented management philosophy, promote steady improvement in project performance through its professional operational capabilities, and develop a structured core competitive advantage.

Based on the urban commercial vision of "A Funworld Makes Every City Wonderful", the Group consistently customises commercial contents according to city characteristics, customer needs and competitive environment. Emphasising the business philosophy of "Store-specific Policies", the Group observes the market trends, keeps pace with the new consumer trends and introduces commercial contents and diversified business combinations that align with project positioning. Through this strategic approach, the Group continuously enhances customers' consumption experience and generates differentiated competitive advantages by means of innovative and cutting-edge business practices.

2024 is a year of continuous advancement for the Group. The opening of "Urban Outlet Mall" of Kunshan Huaqiao SCE Funworld represented another implementation of the Group's new business model under the emerging consumer trend. The Urban Outlet model has thus entered a phase of scaled development. The business model of "Shopping Mall Content Selection" and "Outlet Retail Selection" breaks through the unidimensionality of the traditional outlets of pure shopping, and it is an innovative exploration in line with the changing consumption patterns. It fully proves the professional quality of the Group's management team, which enables them to maintain both business content innovation and high-quality service levels in the face of severe market changes. Moreover, the opening of Fuzhou SCE Funworld at the end of the year marked the Group's fifth shopping mall in Fujian, which is a firm implementation of the strategy of "Regional Focus" of the Group. Targeting the main customer group of "Generation Z", the mall features trendy and fashionable commercial contents including "Largest Anime Space in Fujian" to accurately capture the new consumption trend among young people.

二零二四年商業物業管理市場依舊充滿機遇與挑戰，面對行業不確定性的增加和不斷變化的消費模式，本集團深刻認知到，商場的經營提升始終來源於商戶的業績增長，本集團將繼續堅持以業績為導向的經營理念，通過專業營運能力推動項目業績穩步提升，構建體系化的核心競爭力優勢。

本著「一座世界城精彩每一城」的城市商業願景，本集團根據城市特徵、客群需求、競爭環境，持續量身定制商業內容，強調「一店一策」的經營理念，洞察市場流行趨勢並緊跟新消費動向，引進匹配項目定位的商業內容及多元化業態組合，持續升級客戶消費體驗，以更新穎、前沿的經營手段創造差異化競爭優勢。

二零二四年是本集團持續進階的一年。昆山花橋中駿世界城「都市奧萊Mall」的開業，是本集團在新消費趨勢下新商業模式的又一實踐，都市奧萊模式也由此步入規模化發展，「購物中心優選」和「奧萊零售精選」相結合的經營模式突破傳統奧萊純購物的單一性，是依據消費變化的創新探索，足證本集團管理團隊的專業質素，能在應對市場嚴峻變化時繼續保持商業內容創新及高質素的服務水平。另外，於年底開業的福州中駿世界城是本集團佈局福建的第五個開業商場，是本集團「區域聚焦」戰略的堅定實踐，瞄準「Z世代」主力客群，定制「福建最大二次元空間」等新潮時尚的商業內容，精準把握年輕人的新消費趨勢。

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Under the guidance of the strategic concept of “Collaborative Symbiosis”, the Group has established its own supplier brand library through the “Commodity Hierarchical Management Mode” by connecting with well-known domestic and foreign brands. The Group promotes synergy through operational collaboration and joint marketing efforts, and consolidates the advantageous resources of both shopping malls and merchants, so as to enhance the operating data of the brands. At the same time, the Group supports smaller brands to achieve a win-win situation for mutual benefits. To date, the Group has over 2,500 strategic partnership brands, implementing the business philosophy of “Altruism and Win-Win” and working hand-in-hand with its partners to truly transform into a commercially influential management enterprise.

Residential Property Management Services

During the Year, the Group’s residential property management services segment recorded total revenue of approximately RMB816.4 million, representing a year-on-year slight decrease of approximately 1.8%; GFA under management was approximately 32.5 million sq.m., representing a year-on-year increase of approximately 16.4%; the number of projects under management was 203 projects, representing an increase of 30 projects; and contracted GFA was approximately 42.8 million sq.m., representing a year-on-year slight decrease of approximately 0.9%.

在「協同共生」戰略理念的指導下，本集團以「商品分級管理模式」，聯動國內外知名品牌，建立自有供應商品牌庫，通過經營聯動、宣傳聯動促進協同效應，聚合商場與商戶雙方的優勢資源，提升品牌的經營數據，與此同時也對小品牌進行扶持，實現互利共贏。截至目前，本集團戰略合作品牌超2,500家，切實踐行「利他共贏」的經營理念，與合作夥伴攜手並進，真正轉型為具有深遠影響力的商業管理企業。

住宅物業管理服務

年內，本集團住宅物業管理服務分部實現總收益約為人民幣8.164億元，同比輕微減少約1.8%；在管建築面積約3,250萬平方米，同比增長約16.4%；在管項目為203個，同比增加30個；簽約建築面積約4,280萬平方米，同比輕微減少約0.9%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the Year, the contracted GFA, GFA under management and revenue under the Group's residential property management services segment by geographical area are as follows:

年內，本集團按地區劃分的住宅物業管理服務分部的簽約建築面積、在管建築面積及收益明細如下：

		Year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年			2023 二零二三年		
		Contracted GFA 簽約 建築面積	GFA under Management 在管 建築面積	Revenue 收益	Contracted GFA 簽約 建築面積	GFA under Management 在管 建築面積	Revenue 收益
		sq.m. 平方米	sq.m. 平方米	RMB 人民幣元	sq.m. 平方米	sq.m. 平方米	RMB 人民幣元
		(in thousands) (以千計)			(in thousands) (以千計)		
Yangtze River Delta Economic Zone	長三角經濟圈	9,039	6,440	141,290	8,963	5,169	158,317
West Taiwan Strait Economic Zone	海峽西岸經濟圈	16,162	14,604	395,786	16,167	13,149	375,851
Bohai Rim Economic Zone	環渤海經濟圈	5,463	3,671	113,546	6,281	3,968	133,749
Guangdong-Hong Kong-Macao Greater Bay Area	粵港澳大灣區	4,393	2,446	59,652	4,244	1,651	56,701
Central Western Region	中西部地區	7,702	5,328	106,124	7,489	3,966	107,155
Total	總計	42,759	32,489	816,398	43,144	27,903	831,773

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Revenue slightly decreased by approximately 2.8% from approximately RMB1,247.7 million in 2023 to approximately RMB1,212.9 million in 2024.

A breakdown of the Group's revenue by service category for the years indicated is set out below:

財務回顧

收益

收益由二零二三年的約人民幣12.477億元輕微減少約2.8%至二零二四年的約人民幣12.129億元。

本集團於有關年度按服務類別劃分的收益明細如下：

		Year ended 31 December 截至十二月三十一日止年度			
		2024 二零二四年		2023 二零二三年	
		Revenue 收益 RMB'000 人民幣千元	Percentage 百分比 %	Revenue 收益 RMB'000 人民幣千元	Percentage 百分比 %
Commercial property management and operational services	商業物業管理及運營服務				
Basic commercial property management services	基本商業物業管理服務	248,026	20.5	262,482	21.0
Pre-opening management services	開業前管理服務	–	–	15,129	1.2
Other value-added services and rental income	其他增值服務及租金收入	148,525	12.2	138,298	11.1
Subtotal	小計	396,551	32.7	415,909	33.3
Residential property management services	住宅物業管理服務				
Basic residential property management services	基本住宅物業管理服務	703,687	58.0	620,965	49.8
Value-added services to non-property owners	非業主增值服務	15,604	1.3	105,484	8.5
Community value-added services	社區增值服務	97,107	8.0	105,324	8.4
Subtotal	小計	816,398	67.3	831,773	66.7
Total	總計	1,212,949	100.0	1,247,682	100.0

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Basic Commercial Property Management Services

The Group's basic commercial property management services mainly include cleaning, security, repair and maintenance, tenant assistance, marketing and promotion services provided to property developers, property owners and tenants. The Group's revenue from basic commercial property management services decreased by approximately 5.5% from approximately RMB262.5 million in 2023 to approximately RMB248.0 million in 2024, accounting for approximately 20.5% of the revenue. This was due to the decrease in GFA under management.

Other Value-added Services and Rental Income

The Group's other value-added services and rental income mainly include tenant management, rental collection, parking lot management, advertising space and other common area management services provided after the opening of commercial properties, and rental income. The Group's revenue from other value-added services and rental income increased by approximately 7.4% from approximately RMB138.3 million in 2023 to approximately RMB148.5 million in 2024, accounting for approximately 12.2% of the revenue. This was due to the combined effect of decrease in GFA under management and additional rental income as a result of a newly acquired outlet-based shopping mall located in Beijing in the end of 2023.

Basic Residential Property Management Services

The Group's basic residential property management services mainly include cleaning, security, landscaping and repair and maintenance services provided to property owners, property owners' committees or property developers. The Group's revenue from basic residential property management services increased by approximately 13.3% from approximately RMB621.0 million in 2023 to approximately RMB703.7 million in 2024, accounting for approximately 58.0% of the revenue. This was due to the increase in GFA under management.

Value-added Services to Non-property Owners

The Group's value-added services to non-property owner mainly include the provision of pre-sale management services to property developers during pre-sale activities, such as cleaning, security and repair and maintenance services for pre-sale display units and sales offices, pre-delivery inspection services and car park sales services for car parks that remained unsold after the pre-sale period. The Group's revenue from value-added services to non-property owners decreased significantly by approximately 85.2% from approximately RMB105.5 million in 2023 to approximately RMB15.6 million in 2024, accounting for approximately 1.3% of the revenue. This was due to the significant decrease in the revenue from the provision of sales office management services and pre-delivery inspection services.

基本商業物業管理服務

本集團的基本商業物業管理服務主要為向物業開發商、業主及租戶提供的清潔、安保、維修保養、租戶協助、營銷及推廣服務。本集團來自基本商業物業管理服務的收益由二零二三年約人民幣2.625億元減少約5.5%至二零二四年約人民幣2.480億元，佔收益約20.5%。此乃由於在管建築面積減少所致。

其他增值服務及租金收入

本集團的其他增值服務及租金收入主要包括商業物業開業後提供的租戶管理、租金收款、停車場管理、廣告位及其他公共區域的管理服務及租金收入。本集團來自其他增值服務及租金收入的收益由二零二三年約人民幣1.383億元上升約7.4%至二零二四年約人民幣1.485億元，佔收益約12.2%。此乃由於在管建築面積減少及一個於二零二三年底新收購的位於北京的奧萊購物商場的額外租金收入的綜合影響所致。

基本住宅物業管理服務

本集團的基本住宅物業管理服務主要包括向業主、業主委員會或物業開發商提供的清潔、安保、園藝及維修保養服務。本集團來自基本住宅物業管理服務的收益由二零二三年約人民幣6.210億元上升約13.3%至二零二四年約人民幣7.037億元，佔收益約58.0%。此乃由於在管建築面積增加所致。

非業主增值服務

本集團的非業主增值服務主要包括在預售活動期間向物業開發商提供預售管理服務，如預售樣板房及售樓處的清潔、安保及維修保養服務，交付前檢驗服務以及針對於預售期後仍未售出的停車位提供停車場銷售服務。本集團來自非業主增值服務的收益由二零二三年約人民幣1.055億元大幅減少約85.2%至二零二四年約人民幣0.156億元，佔收益約1.3%。此乃由於售樓處管理服務及交付前檢驗服務的收益大幅減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross Profit

Gross profit decreased by approximately 13.4% from approximately RMB409.7 million in 2023 to approximately RMB354.9 million in 2024.

The overall gross profit margin decreased from approximately 32.8% in 2023 to approximately 29.3% in 2024.

A breakdown of the Group's gross profit and gross profit margin by business segment for the years indicated are as follows:

毛利

毛利由二零二三年的約人民幣4.097億元減少約13.4%至二零二四年的約人民幣3.549億元。

整體毛利率由二零二三年的約32.8%減少至二零二四年的約29.3%。

本集團於有關年度按業務分部劃分的毛利及毛利率明細如下：

		Year ended 31 December 截至十二月三十一日止年度			
		2024 二零二四年		2023 二零二三年	
		Gross Profit 毛利 RMB'000 人民幣千元	Gross Profit Margin 毛利率 %	Gross Profit 毛利 RMB'000 人民幣千元	Gross Profit Margin 毛利率 %
Commercial property management and operational services	商業物業管理及運營服務	131,955	33.3	146,534	35.2
Residential property management services	住宅物業管理服務	222,951	27.3	263,205	31.6
Total	總計	354,906	29.3	409,739	32.8

Gross profit margin of the commercial property management and operational services segment decreased from approximately 35.2% in 2023 to approximately 33.3% in 2024. The decrease in the gross profit margin was mainly due to the depreciation of a newly acquired self-owned shopping mall in the end of 2023.

商業物業管理及運營服務分部的毛利率由二零二三年的約35.2%減少至二零二四年的約33.3%。毛利率減少主要是由於一個於二零二三年底新收購的自持購物商場的折舊所致。

The gross profit margin of the residential property management services segment decreased from approximately 31.6% in 2023 to approximately 27.3% in 2024. The decrease in gross profit margin was mainly due to the significant decrease in the revenue derived from value-added services of residential properties with higher gross profit margins.

住宅物業管理服務分部的毛利率由二零二三年的約31.6%減少至二零二四年的約27.3%。毛利率減少主要是因為擁有較高毛利率的住宅物業的增值服務收益大幅減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other Income and Gains

Other income and gains decreased significantly by approximately 48.9% from approximately RMB143.0 million in 2023 to approximately RMB73.1 million in 2024. The decrease in other income and gains was mainly due to the significant decrease in bank interest income and one-off gain on bargain purchase from the acquisition of the entire issued share capital of Mega Time Developments Limited in 2023.

Administrative Expenses

Administrative expenses increased significantly by approximately 53.6% from approximately RMB193.0 million in 2023 to approximately RMB296.4 million in 2024. The increase in administrative expenses was mainly due to the impairment losses of trade receivables.

Income Tax Expense

Income tax expense decreased by approximately 23.7% from approximately RMB86.8 million in 2023 to approximately RMB66.2 million in 2024. Income tax expense as a percentage of profit before taxation increased from approximately 24.8% in 2023 to approximately 53.2% in 2024, mainly resulted from the impairment losses of trade receivables, which was not deductible for tax purposes.

Profit Attributable to Owners of the Parent

Profit attributable to owners of the parent decreased significantly by approximately 77.8% from approximately RMB257.0 million in 2023 to approximately RMB57.0 million in 2024. The decrease in profit attributable to owners of the parent was primarily due to the effects of: (1) decrease in the revenue derived from value-added services with higher gross profit margins; and (2) impairment losses of trade receivables, due to the unfavourable macroeconomic environment. Basic earnings per share amounted to approximately RMB2.9 cents in 2024.

Amount Due From a Related Party

The Group's amount due from a related party was a loan advanced to China SCE Group at an interest rate of 7.0% per annum. From 1 January 2025 onward, the interest rate shall be adjusted to 5.5% per annum. The maturity date of the loan has been extended for two years from 31 December 2024 to 31 December 2026.

其他收入及收益

其他收入及收益由二零二三年的約人民幣1.430億元大幅減少約48.9%至二零二四年的約人民幣0.731億元。其他收入及收益減少主要是由於銀行利息收入大幅減少，以及於二零二三年因收購巨時發展有限公司全部已發行股本產生一次性議價收購的收益所致。

行政開支

行政開支由二零二三年的約人民幣1.930億元大幅上升約53.6%至二零二四年的約人民幣2.964億元。行政開支上升主要由於貿易應收款項減值虧損所致。

稅項開支

稅項開支由二零二三年的約人民幣0.868億元減少約23.7%至二零二四年的約人民幣0.662億元。稅項開支佔除稅前溢利百分比由二零二三年的約24.8%上升至二零二四年的約53.2%，主要由於貿易應收款項減值虧損於稅務上為不可扣減所致。

母公司擁有人應佔溢利

母公司擁有人應佔溢利由二零二三年的約人民幣2.570億元大幅減少約77.8%至二零二四年的約人民幣0.570億元。母公司擁有人應佔溢利減少主要由於宏觀經濟不景氣而導致：(1)來自擁有較高毛利率的增值服務收益減少；及(2)貿易應收款項減值虧損所致。二零二四年的每股基本盈利為約人民幣2.9分。

應收關聯方款項

本集團的應收關聯方款項為墊付給中駿集團的一筆年利率為7.0%的貸款。自二零二五年一月一日起，年利率將調整為5.5%。貸款到期日已由二零二四年十二月三十一日延長兩年二零二六年十二月三十一日。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash Position

As at 31 December 2024, the Group's cash and bank balances were denominated in different currencies as set out below:

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
Renminbi	人民幣	1,254,600	1,150,187
Hong Kong dollars	港元	635	5,116
US dollars	美元	44,574	2,069
Total cash and bank balances	現金及銀行存款結餘	1,299,809	1,157,372

Borrowings and Pledge of Assets

As at 31 December 2024, the Group did not incur any borrowings (31 December 2023: Nil). As at 31 December 2024, none of the Group's assets were restricted or pledged (31 December 2023: Nil).

The gearing ratio was calculated by dividing the net amount of interest-bearing borrowings by total equity. As at 31 December 2024, the gearing ratio was nil (31 December 2023: Nil).

流動資金、財務及資本資源

現金狀況

於二零二四年十二月三十一日，本集團的現金及銀行存款結餘乃以以下不同貨幣計值：

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
Renminbi	人民幣	1,254,600	1,150,187
Hong Kong dollars	港元	635	5,116
US dollars	美元	44,574	2,069
Total cash and bank balances	現金及銀行存款結餘	1,299,809	1,157,372

貸款及資產抵押

於二零二四年十二月三十一日，本集團並無產生任何貸款（二零二三年十二月三十一日：無）。於二零二四年十二月三十一日，本集團概無資產受限制或質押作為抵押品（二零二三年十二月三十一日：無）。

負債比率乃按有息貸款淨額除以權益總額計算。於二零二四年十二月三十一日，負債比率為無（二零二三年十二月三十一日：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Exchange Rate Fluctuation Exposures

The Group's businesses are located in the PRC and all of the revenue and a substantial amount of operating expenses of the Group are denominated in RMB. As at 31 December 2024, except for certain bank deposits which were denominated in foreign currencies, exchange rate changes of RMB against foreign currencies will not have material adverse effect on the results of operations of the Group.

No foreign currency hedging arrangement was made as at 31 December 2024 (31 December 2023: Nil). The Group will closely monitor its exposure to fluctuation in foreign currency exchange rates.

匯率波動風險

本集團於中國進行業務，本集團全部收益和絕大部分經營開支均以人民幣計值。於二零二四年十二月三十一日，除以外幣計值的若干銀行存款外，人民幣對其他外幣的匯率變動不會對本集團的經營業績造成重大不利影響。

於二零二四年十二月三十一日，本集團並無作出任何外幣對沖安排（二零二三年十二月三十一日：無），本集團將繼續密切監察外幣匯率波動風險。

CONTINGENT LIABILITIES

As at 31 December 2024, the Group did not have any material contingent liabilities (31 December 2023: Nil).

或有負債

於二零二四年十二月三十一日，本集團並無任何重大或有負債（二零二三年十二月三十一日：無）。

COMMITMENTS

As at 31 December 2024, the contractual commitments of the Group were as follows:

承擔

於二零二四年十二月三十一日，本集團的已簽約承擔如下：

		31 December 2024 二零二四年 十二月三十一日 RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 RMB'000 人民幣千元
Acquisition of office equipment	購置辦公設備	13,763	13,516

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2024, the Group had a total of 4,893 employees (31 December 2023: 4,878 employees). During the Year, the total cost of employees was approximately RMB537.4 million (for the year ended 31 December 2023: approximately RMB549.6 million). The Company recognises the importance of gender diversity and recruits employees at all levels based on merits. As at 31 December 2024, the Group had 3,180 male employees (31 December 2023: 3,091 male employees) and 1,713 female employees (31 December 2023: 1,787 female employees). The Group shall further strengthen the gender diversity in the workforce in the future where appropriate. The Group provides employees with competitive remuneration and benefits. The Group reviews the employee remuneration plan at least annually to ensure that it maintains market competitiveness and allows the employees to receive fair and equal rewards. The remuneration and promotion decision are also based on considering the employees' assessment results, experience, skills and personal characteristics. The Group has also launched its management trainee programme for positions in selected functional areas in order to build pipeline for succession.

The employees of the Group employed in Hong Kong and the PRC are participated in the Mandatory Provident Fund scheme and the central pension scheme operated by the local government, respectively. These schemes are defined contribution schemes to which a certain proportion of the employees' payroll is contributed monthly. The contributions are vested with the employees when contributed and no contribution would be forfeited by the Group to reduce existing levels of contribution if the employee resigned.

僱員及薪酬政策

於二零二四年十二月三十一日，本集團共聘用4,893名僱員（二零二三年十二月三十一日：4,878名僱員）。年內，僱傭成本總額約人民幣5.374億元（截至二零二三年十二月三十一日止年度：約人民幣5.496億元）。本公司認識到性別多元化的重要性，並根據其長處招聘各級員工。截至二零二四年十二月三十一日，本集團有3,180名男性員工（二零二三年十二月三十一日：3,091名男性員工）和1,713名女性員工（二零二三年十二月三十一日：1,787名女性員工）。本集團日後將在適當情況下進一步加強員工隊伍的性別多元化。本集團向僱員提供具競爭力的薪酬待遇。本集團最少每年檢討員工薪酬方案，以確保其保持市場競爭力及讓員工獲得公正及平等的獎勵。而薪酬及晉升的決定亦基於考慮員工的評核結果、經驗、技能及其個人特質作出。本集團更為指定業務崗位開展管培生計劃，為崗位繼任做好準備。

本集團於香港及中國聘用的員工分別參與強制性公積金計劃及由地方政府實施的中央退休金計劃。這些計劃屬定額供款計劃，即員工須按薪金的若干百分比每月供款。供款於員工供款時即時歸屬，以及概無於員工離職時被沒收的供款可供本集團用於減少現時應付的供款。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration of the senior management of the Group by band and the respective number of persons for the year ended 31 December 2024 are set out below:

Remuneration Bands	薪酬範圍	Number of Persons 人數
HK\$500,001 to HK\$1,500,000	500,001 港元至 1,500,000 港元	1
HK\$1,500,001 to HK\$2,500,000	1,500,001 港元至 2,500,000 港元	1

Further details of Directors' remuneration and the five highest paid employees are set out in notes 8 and 9 to the financial statements, respectively.

董事及高級管理層薪酬

截至二零二四年十二月三十一日止年度本集團高級管理層的薪酬範圍及其相關人數如下：

董事薪酬及五名最高薪酬僱員的進一步詳情，分別載於財務報表附註8及9。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group actively fulfils its social responsibilities of protecting the environment and plays an exemplary role by undertaking the mission of promoting social environmental protection activities. The Group gives due consideration to environmental philosophy in property management, and incorporates environmentally friendly practices into its daily course of business to save energy and reduce emissions, performing its commitments and obligations of protecting the environment in all aspects and contributing to creating a green and harmonious society. Such environmental initiatives include but are not limited to noise control, water and energy conservation, handling construction waste properly as well as using environmentally friendly materials.

Please refer to the Environmental, Social and Governance Report of the Group published by the Company.

環境政策及表現

本集團積極履行其保護環境的社會責任，以身作則，承擔起宣傳推動社會環保活動的使命。本集團在物業管理積極推行環保概念，並將環保行動帶到日常辦公中，節能減排，在各方面履行本集團保護環境的承諾及責任，努力構建綠色和諧社會。相應環保措施包括但不限於：防噪音，節約用水用電，妥善處理垃圾及採用環保材料等。

請參閱本公司刊發的本集團環境、社會及管治報告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group's business is mainly operated by its subsidiaries incorporated or established in the British Virgin Islands, Hong Kong and the PRC and the Company was incorporated in the Cayman Islands and is a listed company on the Main Board of the Stock Exchange. Therefore, the Group should comply with relevant laws and regulations of the Cayman Islands, British Virgin Islands, the PRC and Hong Kong. The Group will seek professional legal opinions from its legal department and legal advisers when necessary to ensure that the Group's transactions and business activities are in conformity with all applicable laws and regulations.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group always adheres to the principle that "People Are The Most Important Resources" and the policy of "Human-Based Management". The Group recognises value of its employees, and pays much attention to their development, bringing their potentials into play and encouraging them to learn and grow, with a view to stimulating employees' personal growth through corporate development and promoting corporate progress through employee development, thus achieving win-win situation for the Group and its employees.

The Group maintains a solid relationship with its existing and prospective customers, which plays a vital role in the development and success of the Group. The Group pays close attention to how the number of visitors affects the operation of tenants. In order to enhance the customers' satisfaction of the shopping malls operated by the Group, the Group has developed CRM Membership and Sales System, which covers membership promotion and registration, membership level, membership benefits and other aspects of the membership programme, enhancing the Group's ability to improve and maintain members' loyalty, and eventually increase the number of visitors. The Group will also communicate with tenants regularly in order to ensure the continuing improvement on the service quality of mall management.

遵守相關法律及法規

本集團的業務主要由本集團創立或成立於英屬處女群島、香港及中國的附屬公司進行，而本公司於開曼群島註冊成立並於聯交所主板上市，故此，本集團必須遵守開曼群島、英屬處女群島、中國及香港相關的法律及法規。本集團會尋求旗下法務部及法律顧問（當需要時）的專業法律意見，確保本集團進行的交易和業務活動符合適用的法律法規。

與本集團僱員、客戶及供應商的主要關係

本集團始終堅持「人力資源是第一資源」的原則和「人性化管理」的方針，承認員工的價值，重視員工的發展，開發員工的潛能，鼓勵員工的學習，以企業發展帶動個人成長，以員工發展推動企業進步，實現企業與人才的共贏。

本集團與現有及潛在客戶維持良好關係，對本集團的發展及成功至關重要。本集團密切關注商場的訪客量如何影響租戶的營運。為了提高訪客對本集團購物中心的服務滿意度，本集團開發了CRM會員營銷系統，涵蓋會員推廣及註冊、會員級別、會員權益及會員計劃的其他方面，並增強本集團提升及維護會員的忠誠度的能力，從而增加購物中心的訪客量。本集團更會定期與租戶溝通，以確保商場管理的服務質素得以持續改善。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group also establishes long-term collaboration with subcontractors, while maximising its efforts to ensure its adherence to the objective of providing customers with premium property management services. The Group selects qualified subcontractors through tender process in accordance with applicable laws and regulations, and conducts thorough due diligence review over such subcontractors. Successful tenderers are selected based on a variety of factors, including costs, quality of services performed, manpower distribution, safety measures and standards, equipment and facilities and the industrial experience of managers.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

There were no significant investments, material acquisitions and disposals of subsidiaries, joint ventures and associates during the Year.

FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the paragraph headed "Use of Net Proceeds from Initial Public Offering" below, as at the date of approval of this annual report, the Group did not have any concrete future plan for material investments or additions of capital assets.

本集團與分包商建立長期合作關係，並盡力確保其遵守本集團向客戶提供優質物業管理服務的宗旨。本集團根據適用法律法規透過招標方式物色合資格分包商，並對分包商進行全面盡職審查，根據多項因素挑選中標者，該等因素包括其費用、服務質素、人力調配情況、安全措施及標準、採用的設備及設施以及經理的行業經驗。

重大投資、收購及出售

年內並無重大投資、收購或出售附屬公司、合營企業及聯營公司。

重大投資或資本資產的未來計劃

除於以下「首次公開發售所得款項淨額的用途」段落所披露外，截至本年報批准之日，本集團沒有任何重大投資或增添資本資產的確實未來計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

USE OF NET PROCEEDS FROM INITIAL PUBLIC OFFERING

The Company's ordinary shares of HK\$0.01 each (the "Shares") were listed on the Main Board of the Stock Exchange on 2 July 2021. The listing of the Shares on the Main Board of the Stock Exchange (the "Listing") constituted a spin-off from China SCE Holdings. In connection with the Listing, the Company issued 575,000,000 Shares (including the Shares issued from the full exercise of the over-allotment option) with an offer price of HK\$3.7 per share. The Company raised a total net proceeds (including the net proceeds from the full exercise of the over-allotment option) of approximately HK\$2,037.5 million (the "Net Proceeds").

As disclosed in the circular (the "Circular") of the Company dated 4 December 2023, the Board has resolved to reallocate the unutilised Net Proceeds of HK\$1,018.8 million originally allocated for "Strategic Acquisitions and Investments in Other Property Management Companies and Service Providers" to "Consideration for the Acquisition of the Target Company". As a result, the intended use of the Net Proceeds after the above reallocation is as follows: (i) approximately 50% (or approximately HK\$1,018.8 million) will be used for acquisition of the Target Company (the "Acquisition"), which principally holds a property located in Beijing and for commercial use, in order to expand the Group's business and diversify the types of services; (ii) approximately 25% (or approximately HK\$509.4 million) will be used for investment in technology to improve service quality, customer experience and engagement and enhance operational efficiency; (iii) approximately 10% (or approximately HK\$203.7 million) will be used to expand businesses along the value chain and diversify the types of value-added services; (iv) approximately 5% (or approximately HK\$101.9 million) will be used to attract, develop and retain talents to support the Group's development; and (v) approximately 10% (or approximately HK\$203.7 million) will be used for general business purposes and as working capital.

首次公開發售所得款項淨額的用途

本公司的每股面值0.01港元的普通股（「股份」）於二零二一年七月二日在聯交所主板上市。股份於聯交所主板上市（「上市」）構成於中駿控股的分拆。根據有關上市，本公司發行575,000,000股（包括自全面行使超額配股權發行的股份）售價為每股3.7港元的股份。本公司籌集總所得款項淨額（包括自全面行使超額配股權的所得款項淨額）約20.375億港元（「所得款項淨額」）。

誠如本公司日期為二零二三年十二月四日的通函（「通函」）所載董事會議決通過原撥作「戰略收購及投資其他物業管理公司及服務提供商」的所得款項淨額10.188億港元未動用部分重新分配至「收購目標公司的代價」。因此，上述重新分配後所得款項淨額的擬定用途如下：(i)約50%（或約10.188億港元）將用於收購目標公司（該「收購」），主要持有一項位於北京及用作商業用途的物業，以擴大本集團的業務及多元發展服務種類；(ii)約25%（或約5.094億港元）將用於投資科技，以改善服務質量、客戶體驗和參與度並提高運營效率；(iii)約10%（或約2.037億港元）將用於擴展價值鏈上業務，並多元發展增值服務種類；(iv)約5%（或約1.019億港元）將用於吸引、培養和挽留人才以支持本集團的發展；及(v)約10%（或約2.037億港元）用作於一般業務用途及用作營運資金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The following table sets forth the status of use of Net Proceeds from the Company's initial public offering as at 31 December 2024:

下列載列本公司首次公開發售所得款項淨額的使用情況（截至二零二四年十二月三十一日）：

Intended Use as Stated in the Circular	通函所述擬定用途	Intended Use of Net Proceeds 所得款項 淨額的 擬定用途 HK\$ million 百萬港元	Actual Use of Net Proceeds 所得款項 淨額的 實際用途 HK\$ million 百萬港元	Proceeds Unused 未動用的 所得款項 HK\$ million 百萬港元	Expected Timeline 預期時間表
(i) Consideration for the Acquisition	(i) 該收購的代價	1,018.8	1,018.8	–	N/A 不適用
(ii) Investment in technology	(ii) 投資科技	509.4	52.0	457.4	On or before 31 December 2025 二零二五年十二月三十一日 或以前
(iii) Expand businesses along the value chain and diversify the types of value-added services	(iii) 擴展價值鏈上業務，並多元發展增值服務種類	203.7	73.8	129.9	On or before 31 December 2025 二零二五年十二月三十一日 或以前
(iv) Attract, develop and retain talents	(iv) 吸引、培養和挽留人才	101.9	101.9	–	N/A 不適用
(v) General business purposes and as working capital	(v) 一般業務用途及用作營運資金	203.7	203.7	–	N/A 不適用
		2,037.5	1,450.2	587.3	

The Net Proceeds was used as intended following the Listing and up to 31 December 2024 as set out above and the unutilised portion is expected to be applied for the intended use and according to the expected timeline as set out above.

所得款項淨額於上市後及截至二零二四年十二月三十一日已按以上擬定用途使用，及未動用的部分預期將會按以上預期時間表應用於擬定用途。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

EXECUTIVE DIRECTORS

Wong Lun (黃倫) (“Mr. Wong”), aged 37, was appointed as a director (“Director”) of the Board on 20 August 2019, and was re-designated as the executive Director and chairman of the Board on 6 January 2021. He was appointed as the chairman of the nomination committee of the Company (the “Nomination Committee”) since 10 June 2021, and is also the director of certain subsidiaries of the Company established in the PRC, Hong Kong and the BVI. He is primarily responsible for strategic planning, implementing policies and guidelines, making major decisions and the overall operations of the Group. He joined the Group in September 2010 as an assistant to general manager of commercial management business of the Group, and became the general manager of Shanghai China SCE Commercial Management Co., Ltd. in November 2013, where he is mainly responsible for its strategic planning and daily operations. Mr. Wong has over 10 years of experience in the property development and property management industries. He has been appointed as an executive director of the China SCE Holdings from March 2017 to August 2024, and has been appointed as the vice president of the China SCE Holdings since April 2021, where he is mainly responsible for investors relations and commercial management. Mr. Wong graduated from the School of Engineering of University of Warwick with a Bachelor’s degree of Science in Engineering and Business Studies in 2010. Mr. Wong holds an Executive Master of Business Administration degree from China Europe International Business School.

執行董事

黃倫先生（「黃先生」），37歲，於二零一九年八月二十日獲委任為董事會董事（「董事」），並於二零二一年一月六日調任為執行董事兼主席。由二零二一年六月十日起，彼獲委任為本公司提名委員會（「提名委員會」）主席，其亦為本公司若干於中國、香港及英屬處女群島成立的附屬公司之董事。彼主要負責本集團的戰略規劃、執行政策和指引、作出重大決策及整體營運。彼於二零一零年九月加入本集團，擔任商業管理公司總經理助理，並於二零一三年十一月成為上海中駿商業管理有限公司的總經理，主要負責其戰略規劃和日常營運。黃先生在物業開發和物業管理行業擁有超過十年經驗。彼由二零一七年三月至二零二四年八月獲委任為中駿控股執行董事，及自二零二一年四月起獲委任為中駿控股副總裁，主要負責投資者關係和商業管理。黃先生於二零一零年畢業於英國華威大學工程學院，獲工程學及商學理學士。黃先生擁有中歐國際工商學院高級管理人員工商管理碩士學位。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Niu Wei (牛偉) (“Mr. Niu”), aged 62, was appointed as an executive Director on 6 January 2021. He is also the chief executive officer and is primarily responsible for the overall operation and management of the commercial property management business of the Group, and also the director of certain subsidiaries of the Company established in the PRC. He joined the Group in July 2019 as the president and was mainly responsible for the overall operation and management. Prior to joining the Group, from June 2016 to July 2018, he worked at New World Department Stores China Limited (“New World Department Stores”), a company principally engaged in chain department store business in the PRC and listed on the Main Board of the Stock Exchange (stock code: 825), where he was appointed as the chief executive officer in March 2017 and was mainly responsible for its overall operational management and business expansion in the PRC. From October 2014 to May 2016, he served as a vice president and chief operating officer at Intime Retail (Group) Company Limited, a company principally engaged in the operation and management of domestic department stores and shopping centres, the shares of which were previously listed on the Main Board of the Stock Exchange and was privatised, where he was mainly responsible for its overall operational management of commercial business and business development. From April 2014 to October 2014, he served as a senior assistant to president at Wanda Group Share Co., Ltd, a company principally engaged in commercial property business, where he was mainly responsible for the overall management of its department store business. From June 1996 to March 2014, he served as a regional general manager of Central and Southwest China at New World Department Stores, where he was mainly responsible its regional management and business development. Mr. Niu graduated and obtained a Diploma in Law from Nanjing University, and a Master degree in Business Administration from Fudan University.

牛偉(「牛先生」)，62歲，於二零二一年一月六日獲委任為執行董事。彼亦為我們的首席執行官，主要負責本集團商業物業管理業務的整體經營及管理，其亦為本公司若干於中國成立的附屬公司之董事。彼於二零一九年七月加入本集團擔任總裁，主要負責商業全面經營及管理工作。於加入本集團前，彼於二零一六年六月至二零一八年七月任職於新世界百貨中國有限公司(「新世界百貨」，一家在國內主要從事全國連鎖經營百貨業務的公司及在聯交所主板上市(股份代號：825))，其於二零一七年三月獲委任為首席執行官，主要負責在國內的全面經營管理及業務拓展。於二零一四年十月至二零一六年五月，彼於銀泰商業(集團)有限公司(一家主要從事中國百貨與購物中心經營管理的公司，其股份在聯交所主板上市及被私有化)擔任副總裁兼首席營運官，主要負責全國商業的整體營運管理及業務發展。於二零一四年四月至二零一四年十月，彼於萬達集團股份有限公司(一家主要從事商業地產業務的公司)擔任高級總裁助理，主要負責百貨業務的經營管理。於一九九六年六月至二零一四年三月，彼於新世界百貨擔任華中及西南地區的區域總經理，主要負責所在區域業務全面經營管理和業務拓展。牛先生畢業於南京大學獲得法學文憑，並獲得復旦大學工商管理碩士學位。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Sun Qiang (孫強) (“Mr. Sun”), aged 43, was appointed as an executive Director on 6 January 2021. He was appointed as a member of the remuneration committee of the Company (the “Remuneration Committee”) since 10 June 2021 and is also the director of certain subsidiaries of the Company established in the PRC. He is primarily responsible for the overall management of the residential property management business of the Group. He joined the Group in May 2017 and was promoted as vice president in August 2020. Prior to joining the Group, from May 2015 to May 2017, he served as a human resources director at Huawei Zhongduan Co., Ltd, an information and communication technology solution provider, where he was responsible for its human resources. From September 2013 to April 2015, he served as a manager of consulting department at PricewaterhouseCoopers Consulting (Shenzhen) Holdings Limited, a consulting firm, where he was responsible for its consulting business. From April 2010 to August 2013, he served as a senior manager of human resources department at Vishay Components (Huizhou) Co., Ltd., a discrete semiconductor and passive electronic device manufacturer, where he was responsible for its human resources. Mr. Sun obtained a Bachelor’s degree in Accounting from Hohai University in 2003, and a Master’s degree in Business Administration from Shanghai University of Finance and Economics in 2012.

孫強（「孫先生」），43歲，於二零二一年一月六日獲委任為執行董事。由二零二一年六月十日起彼獲委任為本公司薪酬委員會（「薪酬委員會」）委員，其亦為本公司若干於中國成立的附屬公司之董事。彼主要負責本集團住宅物業管理業務的整體管理。彼於二零一七年五月加入本集團，並於二零二零年八月晉升為副總裁。於加入本集團前，彼於二零一五年五月至二零一七年五月於信息與通信技術解決方案提供商華為終端有限公司擔任人力資源總監，負責人力資源。於二零一三年九月至二零一五年四月，彼於諮詢公司普華永道諮詢（深圳）有限公司擔任諮詢部經理，負責諮詢業務。於二零一零年四月至二零一三年八月，彼於分立半導體及無源電子設備製造商威世電子（惠州）有限公司擔任人力資源部高級經理，負責人力資源。孫先生於二零零三年獲得河海大學會計學學士學位，並於二零一二年獲得上海財經大學工商管理碩士學位。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Zheng Quanlou (鄭全樓) (“Mr. Zheng”), aged 53, was appointed as an executive Director on 6 January 2021. He is primarily responsible for implementing strategies in respect of the commercial property management and operational services business and commercial design services business of the Group. He joined the Group in January 2006 as a project manager and was mainly responsible for project design and planning matters. Mr. Zheng has over 20 years of experience in the property development and property management industries. Mr. Zheng joined the China SCE Holdings in 1998 as a project manager. He was promoted to general manager of design management department of the China SCE Holdings in January 2008 and was mainly responsible for its design management and daily management. He served as an assistant president of the China SCE Holdings from January 2014 to January 2016 and was promoted to a vice president in January 2016, primarily responsible for its operation plan and design management. He was further promoted to the executive president of the China SCE Holdings in August 2018 and is primarily responsible for its operation plan, design management, construction management and cost management. Mr. Zheng graduated from Fujian Agriculture and Forestry University with a major in Civil Engineering in 2009. He obtained a Master’s degree in Business Administration from Xiamen University in 2021. He was registered as a cost engineer by Fujian Provincial Department of Personnel in August 1999. He was also appraised as a senior engineer by Xiamen Engineering Technology Senior Position Appraisal Committee in December 2023.

鄭全樓（「鄭先生」），53歲，於二零二一年一月六日獲委任為執行董事。彼主要負責執行有關本集團商業物業管理及運營服務業務以及商業設計服務業務的戰略。彼於二零零六年一月加入本集團，擔任項目經理，主要負責項目設計及規劃事宜。鄭先生於物業開發和物業管理行業擁有超過二十年經驗。鄭先生於一九九八年加入中駿控股擔任項目經理。彼於二零零八年一月晉升為中駿控股設計管理部總經理，主要負責其設計管理及日常管理。彼於二零一四年一月至二零一六年一月擔任中駿控股助理總裁，並於二零一六年一月晉升為副總裁，主要負責營運計劃及設計管理。彼於二零一八年八月進一步晉升為中駿控股的執行總裁，主要負責運營計劃、設計管理、工程管理及成本管理。鄭先生於二零零九年在福建農林大學畢業，主修土木工程。彼於二零二一年獲得廈門大學工商管理碩士學位。彼於一九九九年八月於福建省人事廳註冊為中國註冊造價工程師，彼亦於二零二三年十二月獲廈門市工程技術高級職務評審委員會評審為高級工程師。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

Ku Weihong (庫衛紅) (“Ms. Ku”), aged 56, was appointed as an executive Director on 6 January 2021. She is primarily responsible for overseeing the legal affairs and human resources. She joined the Group in November 2010 as the director of legal department and was mainly responsible for legal affairs and property management. Ms. Ku joined the China SCE Holdings in November 2010, and served various positions including director of legal department from November 2010 to December 2010, general manager of auditing and legal department from January 2011 to October 2011, general manager of executive president office from November 2011 to January 2014, and assistant president since January 2014, where she was mainly responsible for its legal affairs and human resources matters. From July 2000 to September 2010, she served as director of legal department at Powerlong Real Estate Holdings Limited, a property developer listed on the Main Board of the Stock Exchange (stock code: 1238), where she was mainly responsible for its legal affairs. Ms. Ku obtained a Bachelor’s degree in Economic Law in 1990 and a Master’s degree in Business Administration in 2017, both from Peking University.

NON-EXECUTIVE DIRECTOR

Huang Youquan (黃攸權) (“Mr. Huang”), aged 56, was appointed as the non-executive Director on 6 January 2021 and resigned on 29 August 2024. He was appointed as a member of the audit committee of the Company (the “Audit Committee”) from 10 June 2021 to 29 August 2024. He was primarily responsible for providing guidance for the overall operation of the Group. Mr. Huang joined the China SCE Holdings in January 2010 as a vice president, and was promoted as an executive president in August 2018. He has been serving as an executive director of China SCE Holdings since May 2011, and has been primarily responsible for its financial and treasury management. Prior to joining the China SCE Holdings, from February 2006 to December 2009, he served as general manager at Kato SCE (Xiamen) Construction Machinery Co., Ltd, where he was mainly responsible for its overall operational management. From August 2003 to February 2006, he served as a finance director at South China Heavy Industry (Xiamen) Co., Ltd., where he was mainly responsible for its financial and treasury management. Mr. Huang obtained a Bachelor’s degree of Science in Mathematics from Xiamen University in 1991. He also completed an Executive Master of Business Administration programme at Xiamen University. Mr. Huang is a member of the Fujian Institute of Certified Public Accountants.

庫衛紅 (「庫女士」)，56歲，於二零二一年一月六日獲委任為執行董事。彼主要負責監督法律事務及人力資源相關事務。彼於二零一零年十一月加入本集團，擔任法務部門總監，主要負責法律事務及物業管理。庫女士於二零一零年十一月加入中駿控股並先後擔任多個職位，包括於二零一零年十一月至二零一零年十二月擔任法務部總監、於二零一一年一月至二零一一年十月擔任審計法務部總經理、於二零一一年十一月至二零一四年一月擔任總裁辦總經理，以及自二零一四年一月起擔任助理總裁，主要負責公司法務及人力資源相關事務。於二零零九年七月至二零一零年九月，彼於寶龍地產控股有限公司（一家於聯交所主板上市的物業開發商（股份代號：1238））擔任法務總監，主要負責法律事務。庫女士於一九九零年獲得北京大學經濟法學士學位，以及於二零一七年獲得北京大學工商管理碩士學位。

非執行董事

黃攸權 (「黃先生」)，56歲，於二零二一年一月六日獲委任為非執行董事及於二零二四年八月二十九日辭任。由二零二一年六月十日至二零二四年八月二十九日彼獲委任為本公司審核委員會（「審核委員會」）委員。彼主要負責就本集團整體營運提供指引。黃先生於二零一零年一月加入中駿控股，擔任副總裁，並於二零一八年八月晉升為執行總裁。彼自二零一一年五月起擔任中駿控股執行董事，主要負責財務及資金管理。於加入中駿控股前，彼於二零零六年二月至二零零九年十二月於加藤中駿（廈門）建機有限公司擔任總經理，主要負責整體營運管理。於二零零三年八月至二零零六年二月，彼於中駿重工（廈門）有限公司擔任財務總監，主要負責財務及資金管理。黃先生於一九九一年獲得廈門大學數學專業理學學士學位。彼亦已完成廈門大學高級管理人員工商管理碩士課程。黃先生為福建省註冊會計師協會會員。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ding Zuyu (丁祖昱) (“Mr. Ding”), aged 51, was appointed as an independent non-executive Director on 10 June 2021. He was appointed as a member of the Remuneration Committee and the Nomination Committee since 10 June 2021, and a member of the Audit Committee since 29 August 2024. Mr. Ding is responsible for providing independent advice on the operations and management of the Board. Mr. Ding had been serving as an executive director and chief executive officer of E-House (China) Enterprise Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2048), from March 2018 where he has been primarily responsible for overseeing the management and strategic development of the group, and he ceased to be the chief executive officer of E-House (China) Enterprise Holdings Limited from April 2024. He has been the president of the real estate data and consulting services division of E-House Enterprise (China) Group Co., Ltd. since July 2006 and its chief executive officer from August 2016 to April 2024. Mr. Ding has been an independent non-executive director of Powerlong Real Estate Holdings Limited, a property developer listed on the Main Board of the Stock Exchange (stock code: 1238), since December 2014, and an independent non-executive director of Greentown Management Holdings Company Limited, a project management company listed on the Main Board of the Stock Exchange (stock code: 9979), since July 2020.

Wang Yongping (王永平) (“Mr. Wang”), aged 56, was appointed as an independent non-executive Director on 10 June 2021. He was appointed as a member of the Nomination Committee and the Audit Committee since 10 June 2021. Mr. Wang is responsible for providing independent advice on the operations and management of the Board. Since December 2019, Mr. Wang has been serving as an independent director at Easyhome New Retail Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (“SSE”) (stock code: 000785). Since November 2021, Mr. Wang has been serving as an independent non-executive director of MINISO Group Holding Limited, a company listed on New York Stock Exchange (stock code: MNSO) and a company listed on the Main Board of the Stock Exchange (stock code: 9896). Mr. Wang has been serving as an independent director at Winner Technology Co., Inc., a company listed on ChiNext of the SSE (stock code: 300609), since May 2023, and as an independent director at NanJi E-Commerce Co.Ltd., a company listed on ChiNext of the SSE (stock code: 002127), since September 2024. Mr. Wang has been serving as the president of Commercial Real Estate Committee of China Real Estate Chamber of Commerce since August 2016 and a vice president of The Commerce Economy Association of China since April 2018. He was qualified to serve as a mentor of the master of business administration centre at the school of economics and management of Tongji University.

獨立非執行董事

丁祖昱（「丁先生」），51歲，於二零二一年六月十日獲委任為獨立非執行董事。彼由二零二一年六月十日起獲委任為薪酬委員會及提名委員會委員，並由二零二四年八月二十九日起獲委任為審核委員會委員。丁先生負責就董事會營運及管理提供獨立意見。由二零一八年三月起，丁先生擔任易居（中國）企業控股有限公司（一家於聯交所主板上市的公司（股份代號：2048））的執行董事兼首席執行官，主要負責監督該集團的管理及策略發展，並自二零二四年四月起終止擔任易居（中國）企業控股有限公司的首席執行官。其自二零零六年七月起擔任易居企業（中國）集團有限公司房地產數據及諮詢服務部總裁，以及由二零一六年八月至二零二四年四月擔任該公司的首席執行官。自二零一四年十二月起，丁先生擔任寶龍地產控股有限公司（一家於聯交所主板上市的物業開發商（股份代號：1238））的獨立非執行董事，並自二零二零年七月起擔任綠城管理控股有限公司（一家於聯交所主板上市的项目管理公司（股份代號：9979））的獨立非執行董事。

王永平（「王先生」），56歲，於二零二一年六月十日獲委任為獨立非執行董事。由二零二一年六月十日起彼獲委任為提名委員會及審核委員會委員。王先生負責就董事會營運及管理提供獨立意見。自二零一九年十二月起，王先生一直擔任居然之家新零售集團股份有限公司的獨立董事（一家於深圳證券交易所（「深交所」）上市的公司（股份代號：000785））。王先生自二零二一年十一月起擔任名創優品集團控股有限公司的獨立非執行董事（一家於紐約證券交易所上市的公司（股票代碼：MNSO））及（一家於聯交所主板上市的公司（股份代號：9896））。王先生自二零二三年五月起擔任匯納科技股份有限公司的獨立董事（一家於深交所創業板上市的公司（股份代號：300609）），並自二零二四年九月起擔任南極電商股份有限公司的獨立董事（一家於深交所創業版上市的公司（股份代號：002127））。王先生自二零一六年八月起擔任全聯房地產商會商業地產工作委員會會長，並自二零一八年四月起擔任中國商業經濟學會副會長。彼符合資格擔任同濟大學經濟與管理學院MBA中心企業導師。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Pang Hon Chung (彭漢忠) (“Mr. Pang”), aged 51, was appointed as an independent non-executive Director on 10 June 2021. He was appointed as the chairman of the Remuneration Committee and the Audit Committee since 10 June 2021. Mr. Pang is responsible for providing independent advice on the operations and management of the Board. Mr. Pang has over 20 years of professional accounting experience and considerable experience in special assurance and advisory assignments in relation to corporate restructurings and fund raising exercises. He also has extensive experience in corporate audits and consulting of pre-listing and listed companies, and medium to large private entities. Mr. Pang had worked at Ernst & Young for over eight years and subsequently joined ZHONGHUI ANDA CPA Limited in March 2010, and he has been a partner of the firm since January 2014. Since May 2018, Mr. Pang has been serving as an independent non-executive director at Tian Yuan Group Holdings Limited, a company principally engaged in cargo uploading and related ancillary value-added port services and listed on the Main Board of the Stock Exchange (stock code: 6119). Mr. Pang has been a Certified Public Accountant recognised by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) since April 2001. He has also been a member of the Society of Chinese Accountants and Auditors since August 2014.

彭漢忠（「彭先生」），51歲，於二零二一年六月十日獲委任為獨立非執行董事。由二零二一年六月十日起彼獲委任為薪酬委員會及審核委員會主席。彭先生負責就董事會營運及管理提供獨立意見。彭先生擁有超過二十年的專業會計經驗，並在有關企業重組及集資活動的專項保證及諮詢工作方面擁有豐富經驗。彼亦在上市前及上市公司以及大中型私營實體的企業審計及諮詢方面擁有豐富經驗。彭先生曾於安永會計師事務所任職超過八年，其後於二零一零年三月加入中匯安達會計師事務所有限公司，自二零一四年一月起成為該公司的合夥人。自二零一八年五月起，彭先生一直擔任天源集團控股有限公司（一家主要從事貨物裝載及相關配套增值港口服務的公司，及於聯交所主板上市（股份代號：6119））的獨立非執行董事。彭先生自二零零一年四月起為香港會計師公會認可專業會計師。自二零一四年八月起，彼亦為香港華人會計師公會會員。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

SENIOR MANAGEMENT

Xu Liping (徐麗萍) (“Ms. Xu”), aged 55, joined the Group in September 2019 and has been serving as the general manager of operation management department since then. Ms. Xu is primarily responsible for overseeing the commercial operation management business. Prior to joining the Group, from September 1994 to February 2019, Ms. Xu successively served as the general manager of regional commercial business, store general manager and general manager of southwest region at New World Department Stores, where she was mainly responsible for its overall operational management and project development prior to her departure. Ms. Xu obtained a Diploma in Industrial Enterprise Management from Hubei Radio & TV University in the PRC in July 1990 and completed the advanced training courses in high-end retail provided by China Europe International Business School in the PRC in August 2018.

Kwan Kwong Cho (關光祖) (“Mr. Kwan”), aged 38, joined the Group in January 2021 as the deputy finance director and company secretary. He was promoted to financial controller in December 2024. Mr. Kwan is primarily responsible for financial and company secretarial matters of the Group. Prior to joining the Group, Mr. Kwan served as an audit manager at one of the international CPA firms. Mr. Kwan obtained a Bachelor’s degree in Business Administration from The Hong Kong Polytechnic University in October 2011. He has been a Certified Public Accountant of the HKICPA since January 2015, and obtained the practising status in 2020.

COMPANY SECRETARY

Kwan Kwong Cho (關光祖), a member of senior management of the Group, is the financial controller and company secretary of the Company. The biography of Mr. Kwan is set forth above.

高級管理人員

徐麗萍(「徐女士」)，55歲，於二零一九年九月加入本集團，自此一直擔任運營管理部總經理。徐女士主要負責管理商業營運業務。於加入本集團前，於一九九四年九月至二零一九年二月，徐女士在新世界百貨任職，曾歷任區域商務總經理、門店總經理，離任前擔任職位為西南區域總經理，主要負責所在區域的整體經營管理及項目開發。徐女士於一九九零年七月獲得中國湖北廣播電視大學工業企業管理文憑，以及於二零一八年八月修畢中國中歐國際工商學院的高端零售進階課程。

關光祖(「關先生」)，38歲，於二零二一年一月加入本集團，擔任財務副總監兼公司秘書。彼於二零二四年十二月晉升為財務總監。關先生主要負責本集團的財務及公司秘書事宜。於加入本集團前，關先生曾擔任其中一家國際執業會計師事務所的審計經理。關先生於二零一一年十月獲得香港理工大學工商管理學士學位。彼自二零一五年一月起為香港會計師公會會計師，並於二零二零年獲取執業資格。

公司秘書

關光祖，本集團高級管理層成員之一，為本公司財務總監兼公司秘書。關先生的履歷已於前述。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has been committed to maintaining a high standard of corporate governance so as to enhance the operational efficiency of the Company. The Company believes that such commitment is beneficial to safeguard the interests of the Company and its shareholders.

During the Year, the Company and the Board had been in compliance with the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Part 2 of Appendix C1 to the Listing Rules.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix C3 to the Listing Rules as its code of conduct for securities transactions by the Directors.

The Company has made specific enquiries of all the Directors and all the Directors confirmed that they have strictly complied with the required standards set out in the Model Code during the Year.

THE BOARD OF DIRECTORS

Board Composition

The members of the Board of the Company during the year ended 31 December 2024 are set out below:

Executive Directors

Mr. Wong Lun (*Chairman*)
Mr. Niu Wei
Mr. Sun Qiang
Mr. Zheng Quanlou
Ms. Ku Weihong

Non-executive Director

Mr. Huang Youquan (resigned on 29 August 2024)

Independent non-executive Directors

Mr. Ding Zuyu
Mr. Wang Yongping
Mr. Pang Hon Chung

本公司一向致力於堅持高標準的企業管治水平，以此促進公司運作效率。本公司相信，此堅持有利於保障公司以及股東的利益。

年內，本公司及董事會一直遵守上市規則附錄C1第二部分所載的《企業管治守則》（「守則」）的守則條文。

董事的證券交易

本公司已採納上市規則附錄C3所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行證券交易的準則。

本公司已特別向全體董事查詢，並獲全體董事確認，年內，彼等一直嚴格遵守標準守則所規定的標準。

董事會

董事會的組成

截至二零二四年十二月三十一日止年度，本公司董事會成員載列如下：

執行董事

黃倫先生（主席）
牛偉先生
孫強先生
鄭全樓先生
庫衛紅女士

非執行董事

黃攸權先生（於二零二四年八月二十九日辭任）

獨立非執行董事

丁祖昱先生
王永平先生
彭漢忠先生

CORPORATE GOVERNANCE REPORT

企業管治報告

Biographical details of the Directors and the senior management of the Group are set out in the section headed “Biography of Directors and Senior Management” in this annual report. There is no financial, business, family or other material/relevant relationships between Board members.

Mr. Pang Hon Chung, one of the independent non-executive Directors, has considerable experience in accounting and financial management, which is in line with the requirement of Rule 3.10(2) of the Listing Rules which states that “at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise”.

In accordance with the provision C.1.8 of the CG Code, the Company has arranged appropriate insurance cover for the Directors in respect of any possible legal action against them.

In accordance with Rule 13.92 of the Listing Rules, the Nomination Committee shall have a policy concerning diversity of Board members. In formulating its nomination policy, the Company has created measurable targets in the following areas, including expertise, experience, knowledge, professional skills, education background, independence, age, etc. In doing so, the Company can ensure its Directors reach the eligible level in terms of their expertise, industrial experience, education background, independence, age and other factors, which enable them to make corresponding contributions to the Board whenever necessary and practicable. The Company and the Nomination Committee periodically review the nomination policy and are open to adopt further measurable objectives in the future based on the business needs of the Company and to keep pace with the prevailing regulatory requirements and good corporate governance practice. Please refer to the paragraph headed “Nomination Committee” of this corporate governance report regarding details of the board diversity policy (the “Board Diversity Policy”) adopted by the Board and progress on achieving the measurable objectives to implement the Board Diversity Policy.

In accordance with Rule 3.29 of the Listing Rules, for each financial year, the company secretary of an issuer must take no less than 15 hours of relevant professional training. During the year ended 31 December 2024, the Company confirmed that the company secretary of the Company, Mr. Kwan Kwong Cho, had participated in proper training programmes for not less than 15 hours to ensure his expertise is in line with all the requirements as applicable to him.

本集團董事及高級管理層履歷詳情載於本年報「董事及高級管理人員履歷」中。各董事會成員之間概無財務、業務、家屬或其他重大／相關的關係。

獨立非執行董事彭漢忠先生具有相當的會計及財務管理專長，符合上市規則第3.10(2)條所載「至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關財務管理專長」之規定。

根據守則第C.1.8條規定，公司已就各董事可能會面對的法律行動，作出適當的投保安排。

根據上市規則13.92條，提名委員會應該採納有關董事會成員多元化政策。在制定本公司的提名政策時，本公司已在技能、經驗、知識、專才、教育背景、獨立性、年齡等方面制定可計量目標，以確保各位董事在技能、行業經驗、教育背景、獨立性、年齡等素質達至相當水平，使其在切合所需之時能對董事會作出相應貢獻。本公司及提名委員會定期檢討其提名政策並基於本公司未來業務需要開放採納可計量目標。同時與現時的法定要求及良好的企業管治保持同步。有關董事會採納的董事會多元化政策（「董事會多元化政策」）的詳情以及達成董事會多元化政策的可計量目標的進程，請參閱本「企業管治報告」中「提名委員會」一段。

根據上市規則第3.29條規定，在每個財政年度，發行人的公司秘書須參加不少於15小時的相關專業培訓。截至二零二四年十二月三十一日止年度，本公司確認公司秘書關光祖先生已參加不少於15小時的合適培訓，確保其具備本職務所要求的各種技能。

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In accordance with the provision C.1.4 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. During the year ended 31 December 2024, all the Directors have complied with the requirement of provision C.1.4 of the CG Code through attending trainings and/or reading materials relevant to the Company's business or to director's duties and responsibilities.

根據守則第C.1.4條規定，所有董事應參與持續專業發展，發展及更新其知識及技能。截至二零二四年十二月三十一日止年度，所有董事已透過出席培訓及／或閱覽與本公司業務或董事職責及責任有關的資料以符合守則第C.1.4條規定。

Name of Directors		Trainings on Corporate Governance, Regulatory Development and Other Relevant Topics 企業管治、監管發展及其他相關主題培訓
董事姓名		
Executive Directors		
Mr. Wong Lun	黃倫先生	✓
Mr. Niu Wei	牛偉先生	✓
Mr. Sun Qiang	孫強先生	✓
Mr. Zheng Quanlou	鄭全樓先生	✓
Ms. Ku Weihong	庫衛紅女士	✓
Non-executive Director		
Mr. Huang Youquan (resigned on 29 August 2024)	黃攸權先生 (於二零二四年八月二十九日辭任)	✓
Independent non-executive Directors		
Mr. Ding Zuyu	丁祖昱先生	✓
Mr. Wang Yongping	王永平先生	✓
Mr. Pang Hon Chung	彭漢忠先生	✓

The Board's Responsibilities

The Board is responsible to all shareholders for supervising and overseeing all major matters of the Company, including the formulation and approval of overall management and operation strategies, reviewing the internal control and risk management systems, reviewing financial performance, considering dividend policy and monitoring the performance of the senior management, so as to achieve high efficiency in relevant business of the Company. The senior management is responsible for the daily management and specific operation of the Group.

董事會的責任

董事會對各位股東負責，全面領導及監督本公司所有重要事宜，包括制定及批准整體管理及運營策略、檢討內部監控及風險管理系統、審閱財務表現、考慮派息政策、監察高級管理層的表現，以促成本公司有關業務的高效完成。高級管理層負責執行本集團日常管理及實施具體經營。

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Directors' Attendance Record at Meetings

Pursuant to the provision C.5.1 of the CG Code, the board of issuers should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. For the year ended 31 December 2024, the Company has held six Board meetings. It is considered that the Directors were well acknowledged of the operation of the Group for the year under review. The attendance of each Director for the Board meetings and general meetings of the Company is contained in the following table:

董事出席會議記錄

根據守則第C.5.1條規定，發行人的董事會應定期開會，董事會會議應每年召開至少四次，大約每季度一次。截至二零二四年十二月三十一日止年度，本公司共召開六次董事會。我們確信各位董事對本集團於回顧年內的運營有足夠的知悉。各董事的個別出席本公司董事會會議及股東大會情況載於下列表格：

		Number of Attendances/ Number of Board Meetings 出席次數／ 董事會會議次數	Number of Attendances/ Number of General Meetings 出席次數／ 股東大會會議次數
Executive Directors:	執行董事：		
Mr. Wong Lun	黃倫先生	6/6	2/3
Mr. Niu Wei	牛偉先生	5/5 ¹	2/3
Mr. Sun Qiang	孫強先生	5/5 ¹	1/3
Mr. Zheng Quanlou	鄭全樓先生	5/5 ¹	0/3
Ms. Ku Weihong	庫衛紅女士	5/5 ¹	1/3
Non-executive Director:	非執行董事：		
Mr. Huang Youquan (resigned on 29 August 2024)	黃攸權先生 (於二零二四年 八月二十九日辭任)	4/4 ¹	1/2
Independent non-executive Directors:	獨立非執行董事：		
Mr. Ding Zuyu	丁祖昱先生	6/6	0/3
Mr. Wang Yongping	王永平先生	6/6	0/3
Mr. Pang Hon Chung	彭漢忠先生	6/6	3/3

¹ Except for chairman of the Company, Mr. Wong Lun, all executive Directors and the non-executive Director were exempted from attending the Board meeting held on 29 August 2024 in which the composition, duties and responsibilities of the executive Directors were discussed.

¹ 於二零二四年八月二十九日召開的董事會會議上討論關於執行董事的組成及職權範圍有關議題，除本公司主席黃倫先生外，其餘執行董事及非執行董事均需避席。

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under provision C.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 December 2024, Mr. Wong Lun and Mr. Niu Wei performed their duties as the chairman and the chief executive officer of the Company respectively.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent non-executive Directors have been instrumental in ensuring independent views and input are available to the Board. The Board has received the written confirmation from each of the independent non-executive Directors, confirming that he has met the independence requirements set out in Rule 3.13 of the Listing Rules. The Board considers that all the independent non-executive Directors are independent under these independence requirements.

The independent non-executive Directors play an important role in applying their independent analysis and professional judgments to provide a professional and fair view to the decisions of the Board. This is not only beneficial to the warranty of the scientific element of the decision, but also enhancing the protection of interests of the Company and its shareholders.

The Nomination Committee and the Board are committed to review and assess the Directors' independence annually in order to ensure that independent views and input of the independent non-executive Directors are made available to the Board. Factors taken into account in such independence review include, and are not limited to, the following:

- (1) required character, integrity, perspectives, skills, expertise and experience to fulfil their roles;
- (2) time commitment and attention to the Company's affairs;

主席兼首席執行官

根據守則第C.2.1條規定，主席與首席執行官的角色應區分，並不應由一人同時兼任。截至二零二四年十二月三十一日止年度，由黃倫先生及牛偉先生分別履行本公司主席及首席執行官的職務。

獨立非執行董事

獨立非執行董事在確保董事會獲得獨立看法和貢獻方面發揮了重要作用。董事會已收到每位獨立非執行董事發出獨立性的確認書，確認彼等一直遵守上市規則第3.13條所載獨立性之規定。董事會認為，所有獨立非執行董事均符合獨立性要求。

獨立非執行董事擔任重要的角色。他們運用獨立的分析、專業的判斷，對董事會的決策提供專業而公平的意見。這不僅有利於保證決策的科學性，也更能保障本公司及其股東的利益。

提名委員會及董事會致力於每年審查和評估董事的獨立性，以確保獨立非執行董事可向董事會提供獨立看法和貢獻。該獨立性審查所考慮的相關因素包括但不限於以下各項：

- (1) 履行其職責所需的品格、誠信、觀點、技能、專業知識和經驗；
- (2) 對公司事務投入的時間和精力；

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| (3) firm commitment to their independent roles and to the Board; | (3) 堅決履行其獨立性和投入董事會工作； |
| (4) declaration of conflicts of interest (if any) in their roles as independent non-executive Directors; | (4) 就擔任獨立非執行董事申報利益衝突事項(如有)； |
| (5) no involvement in the daily management of the Company nor in any relationship or circumstances which would affect the exercise of their independent judgement; and | (5) 不參與本公司日常管理，亦不存在任何關係或情況會影響其作出獨立判斷；及 |
| (6) further reappointment of an independent non-executive Director (including any long-serving independent non-executive Director, where applicable) is subject to a separate resolution to be approved by the shareholders. | (6) 獨立非執行董事(包括任何長期服務的獨立非執行董事，如適用)的進一步重新任命須經股東批准的獨立決議案。 |

Please refer to the paragraph headed “Directors’ Service Contracts” in the “Report of the Directors” of this annual report for the term of appointment of independent non-executive Directors.

有關獨立非執行董事的委任條款，請參閱本年報「董事會報告」中「董事服務合同」一段。

REMUNERATION COMMITTEE

薪酬委員會

According to the provisions of the CG Code, the Company established its Remuneration Committee on 10 June 2021. Under Rule 3.25 of the Listing Rules, the remuneration committee of issuers must appoint an independent non-executive director as the chairman, and the majority of the members shall be independent non-executive directors. The Remuneration Committee comprises Mr. Sun Qiang (an executive Director) and Mr. Ding Zuyu (an independent non-executive Director) and is chaired by Mr. Pang Hon Chung (an independent non-executive Director).

根據守則規定，本公司於二零二一年六月十日成立薪酬委員會。遵照上市規則第3.25條的規定，發行人的薪酬委員會必須由獨立非執行董事出任主席，大部分成員須為獨立非執行董事。薪酬委員會由獨立非執行董事彭漢忠先生出任主席，其餘成員為執行董事孫強先生及獨立非執行董事丁祖昱先生。

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The prime duties of the Remuneration Committee are:

- to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- to assess performance of executive Directors and approve the terms of the service contracts of the executive Directors;
- to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management; and
- to make recommendations to the Board on the remuneration of non-executive Directors.

During the year under review, the Remuneration Committee held one meeting to discuss the 2023 management bonus and 2024 salary under the service contracts for executive Directors. Details of the attendance by members of the Remuneration Committee are set out as below:

薪酬委員會的主要職責是：

- 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- 評估執行董事的表現及批准執行董事服務合同條款；
- 向董事會建議個別執行董事及高級管理人員的薪酬待遇；及
- 就非執行董事的薪酬向董事會提出建議。

回顧年內，薪酬委員會召開了一次會議，討論執行董事二零二三年管理花紅及二零二四年服務合同薪酬事項。各成員於薪酬委員會會議的個別出席情況如下：

		Number of Attendance/Total Number of Meeting 出席次數／會議總數
Mr. Pang Hon Chung	彭漢忠先生	1/1
Mr. Sun Qiang	孫強先生	1/1
Mr. Ding Zuyu	丁祖昱先生	1/1

NOMINATION COMMITTEE

According to the provisions of the CG Code, the Company established the Nomination Committee on 10 June 2021. Under Rule 3.27A of the Listing Rules, the majority of the nomination committee of issuers must be independent non-executive directors, and the chairman of the board or an independent non-executive director must be appointed as the chairman of this committee. The Nomination Committee comprises independent non-executive Directors Mr. Ding Zuyu and Mr. Wang Yongping and is chaired by Mr. Wong Lun, chairman of the Board and an executive Director.

提名委員會

根據守則規定，本公司於二零二一年六月十日成立提名委員會。遵照上市規則3.27A條規定，發行人的提名委員會成員大部分須為獨立非執行董事，並由董事會主席或獨立非執行董事擔任主席。提名委員會由董事會主席及執行董事黃倫先生出任主席，其餘成員為獨立非執行董事丁祖昱先生及王永平先生。

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The prime duties of the Nomination Committee are:

- 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 members of the Board based on, amongst others, the Board Diversity Policy and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to assess the independence of the independent non-executive Directors; and
- to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors, succession planning for Directors in particular the chairman and chief executive officer and the policy concerning the diversity of Board members.

During the year under review, the Nomination Committee held two meetings to discuss the composition of the Board and the terms of reference, the diversity policies for the Board, and other issues. Details of the attendance by members of the Nomination Committee are set out as below:

提名委員會的主要職責是：

- 至少每年檢討董事會的架構、人數、組成（包括技能、知識及經驗），並就任何為配合本公司策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事的人士，並基於董事會多元化政策及其他因素挑選提名有關人士出任董事或就此向董事會提供意見；
- 評核獨立非執行董事的獨立性；及
- 就董事委任或重新委任以及董事（尤其是主席及首席執行官）繼任計劃以及董事會成員多元化政策的有關事宜向董事會提出建議。

回顧年內，提名委員會召開了兩次會議以討論董事會的組成、職權範圍、多元化政策及其他事項。各成員於提名委員會會議的個別出席情況如下：

		Number of Attendance/Total Number of Meeting 出席次數／會議總數
Mr. Wong Lun	黃倫先生	2/2
Mr. Ding Zuyu	丁祖昱先生	2/2
Mr. Wang Yongping	王永平先生	2/2

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The Company and the Nomination Committee periodically review the nomination policy and monitor the progress on achieving the following measurable objectives (the “Measurable Objectives”) which have been set for implementing diversity on the composition of Board. During the year ended 31 December 2024, under the Board Diversity Policy, the Board has adopted and the Company has fully achieved the following Measurable Objectives:

- (a) To ensure at least two members of the Board shall have obtained accounting or other professional qualification;
- (b) To ensure at least 33% of the members of the Board have more than 10 years of experience in real estate development or property management;
- (c) To ensure the appropriate proportion of the independent non-executive Directors to the executive Directors in order to maintain the independence of the Board. In particular, at least 33% of the members of the Board shall be independent non-executive Directors;
- (d) To ensure at least 60% of the members of the Board shall have attained Bachelor’s degree or higher level of education;
- (e) To ensure the age distribution of the members of the Board is such that the Board comprised of people from at least three decades; and
- (f) To ensure at least one member of the Board shall be female.

本公司及提名委員會定期檢討提名政策並監督達成為實施董事會組成多元化所設定以下的可計量目標（「可計量目標」）的進展情況。截至二零二四年十二月三十一日止年度，根據董事會多元化政策，董事會已採納且本公司已全面達成以下可計量目標：

- (a) 確保董事會至少有兩名成員取得會計或其他專業資格；
- (b) 確保董事會至少有33%的成員擁有十年以上的房地產開發或物業管理經驗；
- (c) 確保獨立非執行董事對比執行董事有合適比例，以便確保董事會的獨立性。尤其是，董事會至少有33%的成員為獨立非執行董事；
- (d) 確保董事會至少有60%的成員取得學士或更高教育水平；
- (e) 確保董事會成員年齡分佈至少由三個不同年代出生的人士組成；及
- (f) 確保董事會至少有一名成員為女性。

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In terms of gender diversity, while there has already been one female Director on the Board as at 31 December 2024, the Company and the Nomination Committee recognise the importance and benefits of gender diversity at the Board level and are committed to continue to identify female candidates and ensure at least one member of the Board shall be female.

As at 31 December 2024, the Group had 3,180 male employees (31 December 2023: 3,091 male employees) and 1,713 female employees (31 December 2023: 1,787 female employees) and the male-to-female ratio in the workforce, including the senior management, was approximately 1:0.54 (31 December 2023: 1:0.58), which is regarded by the Board as satisfactory and in line with the industry which the Group operates its businesses in.

The Company will continue to take gender diversity into consideration during recruitment and increase the female proportion at all levels over time with the ultimate goal of achieving gender parity, such that there is a pipeline of female senior management and potential successors to the Board in the future.

AUDIT COMMITTEE

According to the provisions of the CG Code, the Company established the Audit Committee on 10 June 2021. Under Rule 3.21 of the Listing Rules, the audit committee of issuers must comprise only non-executive directors. From 1 January 2024 to 29 August 2024, the Audit Committee comprised Mr. Huang Youquan, a non-executive Director, Mr. Wang Yongping and Mr. Pang Hon Chung, who are independent non-executive Directors, with Mr. Pang Hon Chung being the chairman of the Audit Committee. With effect from 29 August 2024, the Audit Committee comprises Mr. Wang Yongping, Mr. Ding Zuyu and Mr. Pang Hon Chung, who are all independent non-executive Directors, with Mr. Pang Hon Chung being the chairman of the Audit Committee.

在性別多元化方面，截至二零二四年十二月三十一日，董事會中已包括一名女性董事，本公司和提名委員會承認董事會層面性別多元化的重要性和益處，並仍致力於繼續物色女性候選人並確保至少一名董事會成員為女性。

截至二零二四年十二月三十一日，本集團有3,180名男性員工（二零二三年十二月三十一日：3,091名男性員工）和1,713名女性員工（二零二三年十二月三十一日：1,787名女性員工），包括高級管理人員在內的員工隊伍中男女比例約為1：0.54（二零二三年十二月三十一日：1：0.58），董事會認為令人滿意並符合本集團經營業務所在的行業。

本公司在招聘時將繼續考慮性別多元化，逐步提高各層級的女性比例，以實現性別平等為最終目標，以便未來有女性高級管理人員和潛在的董事會的繼任人選。

審核委員會

根據守則規定，本公司於二零二一年六月十日成立審核委員會。遵照上市規則第3.21條的規定，發行人的審核委員會成員須僅由非執行董事組成。由二零二四年一月一日至二零二四年八月二十九日，審核委員會包括非執行董事黃攸權先生、獨立非執行董事王永平先生及彭漢忠先生，彭漢忠先生為審核委員會主席。自二零二四年八月二十九日起，審核委員會包括王永平先生、丁祖昱先生及彭漢忠先生（均為獨立非執行董事），彭漢忠先生為審核委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

The prime duties of the Audit Committee are:

- responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and other terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to monitor the integrity of the Company's financial statements and annual report and accounts, interim report and to review significant financial reporting judgments contained in them; and
- oversight of the Company's financial reporting system, risk management and internal control systems and review the effectiveness of the Company's internal audit function.

During the year under review, the Audit Committee held two meetings to review the 2023 annual report and the 2024 interim report of the Company. Details of the attendance by members of the Audit Committee are set out as below:

審核委員會的主要職責是：

- 就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款及處理任何有關核數師辭職或被辭退的事宜；
- 按適用的標準檢討及監察外聘核數師是否獨立及客觀以及核數程序是否有效；
- 監察公司的財務報表及公司年度報告和賬目、中期報告的完整性，並審閱報表及報告所載重大財務報告判斷；及
- 監管本公司財務申報制度，風險管理及內部監控系統，並檢討本公司內部審計職能的有效性。

回顧年內，審核委員會召開了兩次會議，分別就本公司二零二三年年度報告及二零二四年中期報告進行審閱。各成員於審核委員會會議的個別出席情況如下：

		Number of Attendances/Total Number of Meetings 出席次數／會議總數
Mr. Pang Hon Chung	彭漢忠先生	2/2
Mr. Huang Youquan (resigned on 29 August 2024)	黃攸權先生(於二零二四年 八月二十九日辭任)	2/2
Mr. Wang Yongping	王永平先生	2/2
Mr. Ding Zuyu (appointed on 29 August 2024)	丁祖昱先生(於二零二四年 八月二十九日獲委任)	0/0

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

For the year under review, the fees paid to the auditor of the Company, Prism Hong Kong Limited ("Prism"), in respect of the audit services and non-audit services provided to the Company amounted to approximately RMB1.2 million and approximately RMB0.3 million, respectively. Non-audit services mainly represent the review of the Group's interim results announcement and interim report for the six months ended 30 June 2024.

The Audit Committee is responsible to recommend to the Board on matters related to the appointment, re-appointment and removal of the auditor. The Audit Committee recommended the re-appointment of Prism as the external auditor of the Group for the year ending 31 December 2025, subject to the approval of the shareholders at the annual general meeting of the Company.

DIRECTORS' RESPONSIBILITY ON THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2024, and confirm that the financial statements give a true view of the financial position and results of the Group as at the date and for the year of the date ended, and are prepared in accordance with HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. The statement of the external auditor of the Company, Prism, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 81 to 88 of this annual report.

核數師酬金

回顧年內，就審計服務及非審計服務而向本公司核數師栢淳會計師事務所有限公司(「栢淳」)支付的酬金分別是約人民幣120萬元及約人民幣30萬元。非審計服務主要為審閱本集團截至二零二四年六月三十日止六個月的中期業績公告及中期報告。

審核委員會負責就有關委任、續聘及罷免核數師的事宜向董事會提供推薦意見。審核委員會建議重新續聘栢淳為本集團截至二零二五年十二月三十一日止年度的外部核數師，惟須獲股東於本公司股東週年大會批准。

董事對財務報表的責任

董事知悉彼等編制截至二零二四年十二月三十一日止年度財務報表的責任，確認財務報表如實反映本集團在該日及該年度的財務狀況及業績情況，並根據香港會計師公會頒布的香港財務報告準則會計準則及香港公司條例的披露規定編制。本公司外聘核數師栢淳編制有關其對本集團財務報表申報責任的聲明載於本年報第81至88頁的「獨立核數師報告」。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROLS

The Board is fully responsible for maintaining proper and effective internal controls and for regularly reviewing the operational efficiency of the financial, operational, compliance, risk controls, human resources and other aspects of the system in order to safeguard the independence of the respective duties and powers of the Group which in turn can protect the investment of shareholders and the assets of the Company.

The Internal Audit and Compliance Department of the Company, being the Company's internal audit function, is responsible for regular review and audit of the finance and operation of the Company and its subsidiaries for the purpose of ensuring the internal controls are in place and functioning properly as intended. For weaknesses of internal controls and accounting procedures of the Group which the external auditor has identified and reported to the Company, the Company would pay full attention to the recommendations made by the external auditor and make appropriate improvements.

During the year under review, the Board has conducted a review of the risk management and internal control systems of the Group and their effectiveness from time to time and concluded that the risk management and internal control systems of the Group were adequate and effective during the Year.

The Company has the procedures and internal controls for the handling and dissemination of inside information. In practice, employees of the Group who become aware of any events and/or matters which he/she considers potentially inside information, will report to the designated personnel of the Company who, if considered appropriate, will pass such information to the Board for the purpose of considering and deciding whether or not such information constitutes inside information and disclosure of which shall be made immediately.

The aforementioned risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

內部監控

董事會全面負責維持妥善而有效的內部監控系統，定期檢討該系統財務、營運、合規、風險控制、人力資源等方面的運作效率，以保障本集團職責與權力的各自獨立，繼而維護股東之投資及本公司之資產。

本公司審計監察部（即為本公司的內審部門）負責定期對本公司及附屬公司進行財務及營運審閱以及審計。該部門此項工作的目的在於確保內部監控正常運作並發揮其應有的作用。對於外聘核數師向本公司報告其監測到的本集團內部監控及會計程序的不足之處，本公司充份重視所提建議，並作出相應改進。

於回顧年內，董事會已不時對本集團風險管理及內部監控系統及其有效性進行檢討，並認為年度內本集團風險管理及內部監控系統及其有效性足夠高效。

本公司設有關於處理及發佈內幕消息的程序及內部監控。於實行時，當本集團僱員得悉任何事件及／或事宜被其視之為潛在內幕消息，該僱員將向本公司指定人員匯報，而倘有關人員認為適宜，彼將向董事會提呈有關消息以供考慮及決定有關消息是否構成內幕消息並須即時披露。

前述風險管理和內部控制系統旨在管理而不是消除未能實現業務目標的風險，並且只能針對重大錯誤陳述或損失提供合理而非絕對的保證。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' COMMUNICATIONS POLICY

Establishing a good relationship with investors plays a vital role in enhancing the operational efficiency of the Company and in protecting interests of the shareholders. The Company insists a transparent, honest and timely disclosure of related information on the business development of the Company through various channels to ensure that the shareholders and investors have an adequate understanding of the operations of the Company.

The Company's website at www.sce-icm.com provides information such as e-mail address, correspondence address, telephone numbers, etc. for making inquiries to the Company in order to maintain effective communication with its shareholders and investors. In addition, interim and annual reports, circulars and notices of the Company will be issued to shareholders in compliance with the Listing Rules and the same will also be published on the website of the Company and that of the Stock Exchange.

The Company's annual general meeting of shareholders is a good opportunity for communication between the Board and shareholders of the Company. Notice of annual general meeting and related documents will be issued to the shareholders pursuant to the requirements of the Listing Rules, and will be published on the website of the Stock Exchange and that of the Company.

The Board has reviewed the implementation of the shareholders' communications policy and is satisfied that it is effective for the Board to understand the views and opinion of the shareholders through the available channels.

投資者關係及與股東的溝通政策

與投資者建立良好的關係，對提高公司運營效率、保障股東權益有着重要的作用。本公司堅持透明、誠實地通過各種渠道及時披露公司業務進展的相關資訊，以保證股東及投資者對公司運作有足夠的認知。

本公司網站www.sce-icm.com提供向本公司查詢的電郵地址、通訊地址、電話號碼等訊息，以便股東及投資者能與本公司進行有效之聯絡。此外，本公司會向股東發放公司中期及年度報告、通函及通告等，以符合上市規則。而同樣亦會於本公司及聯交所網站公佈。

本公司股東週年大會是董事會與股東溝通的良好機會。股東週年大會通告及相關文件將根據上市規則的規定發放各股東，亦會在聯交所網站及本公司網站刊登。

董事會已審閱股東溝通政策的執行情況，並信納董事會通過可用渠道了解股東的看法和意見是有效的。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

1. Procedures for shareholders to convene an extraordinary general meeting

1.1 The following procedures for shareholders (the "Shareholders", each a "Shareholder") of the Company to convene an extraordinary general meeting (the "EGM") of the Company are prepared in accordance with Article 58 of the articles of association of the Company:

- (1) One or more Shareholders (the "Requisitionist(s)") holding, 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 have the right, by written requisition (the "Requisition"), to require an EGM to be called by the Directors for the transaction of any business specified therein.
- (2) Such Requisition shall be made in writing to the Board or the company secretary of the Company via email at the email address of the Company at ir_cm@sce-icm.com.
- (3) The EGM shall be held within two months after the deposit of such Requisition.
- (4) If the Board fail to proceed to convene such meeting within twenty-one (21) days of the deposit of such Requisition, 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.

股東權益

1. 股東召開股東特別大會的程序

1.1 以下本公司股東（「股東」，各為一名「股東」）召開本公司股東特別大會（「股東特別大會」）的程序乃根據本公司組織章程細則第58條編製：

- (1) 任何一位或以上於遞送要求日期持有不少於本公司繳足股本（附帶權利於本公司股東大會上投票）十分之一的股東（「遞送要求人士」）有權發出書面要求（「要求」），要求董事召開股東特別大會，以處理有關要求中指明的任何事項。
- (2) 上述要求應以書面形式透過電郵發送致本公司董事會或公司秘書，本公司電郵地址為 ir_cm@sce-icm.com。
- (3) 該股東特別大會應於遞送該要求後兩個月內舉行。
- (4) 倘於遞送該要求後二十一(21)日內，董事會未有召開該大會，則遞送要求人士可自行以同樣方式作出此舉，而遞送要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向遞送要求人士作出償付。

CORPORATE GOVERNANCE REPORT

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2. Procedures for raising enquiries

- 2.1 Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong share registrar, details of which are set out in the section headed "Corporate Information" of this annual report.
- 2.2 Shareholders may at any time raise any enquiry in respect of the Company via email at the email address of the Company at ir_cm@sce-icm.com.
- 2.3 Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

3. Procedures and contact details for putting forward proposals at shareholders' meetings

- 3.1 To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written notice of his/her/its proposal (the "Proposal") with his/her/its detailed contact information via email at the email address of the Company at ir_cm@sce-icm.com.
- 3.2 The identity of the Shareholder and his/her/its request will be verified with the Company's Hong Kong share registrar and upon confirmation by the branch share registrar that the request is made by a Shareholder and such request is proper and in order, the Board will determine in its sole discretion whether the Proposal may be included in the agenda for the general meeting to be set out in the notice of meeting.

2. 提出查詢的程序

- 2.1 股東如對其持股、股份轉讓、登記及支付股息有任何疑問，應向本公司之香港證券登記處提出，其詳細資料已載於本年報「企業資料」一節。
- 2.2 股東可隨時以電郵方式提出任何關於本公司的查詢，本公司電郵地址為 ir_cm@sce-icm.com。
- 2.3 謹此提醒，股東提出疑問時應附上詳細聯絡資料，以便本公司在其認為適當的情況下迅速回應。

3. 於股東會議上提呈建議的程序及聯絡詳情

- 3.1 倘股東欲於本公司股東大會上提呈建議，其建議（「建議」）的書面通知應以電郵方式提交，並附上詳細聯絡資料，本公司電郵地址為 ir_cm@sce-icm.com。
- 3.2 本公司將向本公司之香港證券登記處核實股東的身份及其要求，待香港證券登記處確認請求乃由股東提出及屬恰當合理後，董事會將酌情決定是否將建議加入會議通知所載的股東大會議程內。

CORPORATE GOVERNANCE REPORT

企業管治報告

3.3 The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (1) Notice of not less than 21 clear days in writing if the Proposal requires approval in an annual general meeting;
- (2) Notice of not less than 14 clear days in writing if the Proposal requires approval in an EGM.

3.3 應給予全體股東以考慮股東於股東大會上所提呈建議的通知期間，按以下不同建議性質而有所不同：

- (1) 如該建議須於本公司股東週年大會上通過，須於不少於21個整日發出書面通知；
- (2) 如該建議須於本公司股東特別大會上通過，須於不少於14個整日發出書面通知。

CONSTITUTIONAL DOCUMENT

No change to the constitutional document of the Company was made during the year ended 31 December 2024.

憲法文件

截至二零二四年十二月三十一日止年度，本公司憲法文件並未發生任何變更。

REPORT OF THE DIRECTORS

董事會報告

The Directors present their report and the audited financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in commercial property management and operational services and residential property management services in the PRC during the year. Details of the principal activities of the principal subsidiaries are set out in note 1 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

Please refer to the subsections headed "Business Review", "Financial Review", "Environmental Policies and Performance", "Compliance with Relevant Laws and Regulations" and "Key Relationships with Employees, Customers and Suppliers" in the section headed "Management Discussion and Analysis" and the section headed "Chairman's Statement — Outlook" of this annual report, which form part of the contents of the business review of the Group for the year ended 31 December 2024 as contained in this Report of the Directors.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2024 and the Group's financial position at that date are set out in the consolidated financial statements on pages 89 to 198.

The Board has resolved not to declare any final dividend for the year ended 31 December 2024.

DIVIDEND POLICY

Any declaration of dividends will depend upon a number of factors including our earnings and financial condition, operating requirements, capital requirements and any other conditions that our Directors may deem relevant and will be subject to the approval of our shareholders. There is no assurance that dividends of any amount will be declared or distributed in any given year.

董事提呈彼等之報告，以及本集團截至二零二四年十二月三十一日止年度的經審計財務報表。

主要業務

本公司的主要業務為投資控股。年內，本集團主要在中國從事商業物業管理及營運服務及住宅物業管理服務。主要附屬公司的主要業務詳情載於綜合財務報表附註1。年內本集團的主要業務性質並無發生重大變動。

業務審視

請參閱本年報「管理層討論及分析」一節中「業務回顧」、「財務回顧」、「環境政策及表現」、「遵守相關法律及法規」及「與本集團僱員、客戶及供應商的主要關係」等分節及「主席報告—展望」一節，該等分節構成本集團截至二零二四年十二月三十一日止年度的載於本董事會報告內業務回顧內容的一部分。

業績及股息

本集團截至二零二四年十二月三十一日止年度的溢利及本集團於該日的綜合財務狀況載於第89至198頁的財務報表。

董事會決議不宣派截至二零二四年十二月三十一日止年度的任何末期股息。

股息政策

股息的任何宣派將視乎多項因素，包括我們的盈利及財務狀況、營運需要、資本需要及我們董事認為或屬相關的任何其他條件而定，並須獲本公司股東批准。不能保證在任何特定年度將宣派或分派任何數額的股息。

REPORT OF THE DIRECTORS

董事會報告

SUMMARY FINANCIAL INFORMATION

A summary of the results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and the Company's prospectus dated 21 June 2021, is set out on pages 199 to 200. This summary does not form part of the audited financial statements.

PROPERTY AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property and equipment and investment properties of the Group during the year are set out in notes 13 and 14 to the consolidated financial statements, respectively.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 25 to the consolidated financial statements.

The Company did not hold any treasury shares as at 31 December 2024.

PRE-EMPTIVE RIGHTS

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

TAX RELIEF AND EXEMPTION

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

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS

As disclosed in note 31 to the consolidated financial statements, certain related party transactions of the Group during the year ended 31 December 2024 constitute connected transactions or continuing connected transactions of the Company as defined in Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

During the year ended 31 December 2024, the Group had the following connected transaction that is not exempt from the annual reporting requirement in Chapter 14A of the Listing Rules:

財務資料概要

摘錄自己刊發之經審計財務報表及本公司日期為二零二一年六月二十一日的招股章程的本集團最近五個財政年度之業績及資產、負債及非控股權益概要，載於第199至200頁。該概要並不構成經審計財務報表的一部分。

物業及設備及投資物業

年內本集團的物業及設備及投資物業的變動詳情分別載於綜合財務報表附註13及14。

股本

年內本公司的股本變動詳情載於綜合財務報表附註25。

於二零二四年十二月三十一日本公司並無持有任何庫存股份。

優先購買權

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

稅項減免或豁免

本公司並無察覺本公司股東因持有本公司證券而得到任何稅項減免或豁免。

關連交易及持續關連交易

誠如綜合財務報表附註31所作的披露，截至二零二四年十二月三十一日止年度內本集團的若干關聯方交易亦構成上市規則第14A章所界定的關連交易或持續關連交易。本公司已遵守上市規則章節第14A章的披露規定。

截至二零二四年十二月三十一日止年度，本集團有以下關連交易並不能獲豁免上市規則第14A章的年度申報規定：

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Renewal of loan to a subsidiary of China SCE Holdings

The Group's amount due from a related party was a loan advanced to the China SCE Group. On 24 November 2022, Shanghai China SCE Commercial Management Co., Ltd. (the "Lender"), an indirect wholly-owned subsidiary of the Company, entered into a loan agreement (the "Loan Agreement") with Shanghai Zhongjun Property Co., Ltd. (the "Borrower"), an indirect wholly-owned subsidiary of China SCE Holdings, pursuant to which the Lender has agreed to advance to the Borrower a loan (the "Loan") for a fixed term commencing from the date of drawdown and ended on 31 December 2024 in the principal amount of up to RMB900.0 million at an interest rate of 7.0% per annum for the purpose of replenishing the working capital of the China SCE Group. The Loan is secured by certain completed properties of the China SCE Group in the PRC. As at 31 December 2024, the balance of the Loan was approximately RMB755.4 million. The Board considered that by entering into the Loan Agreement, the Group could produce extra income with its idle cash with potentially higher returns than other available options. The additional short to medium term capital under the Loan also allows the China SCE Group to accelerate the process of construction and delivery of its properties, which will in turn benefit the long-term development of the Group when it is engaged to provide property management services for such properties upon their delivery.

Given the expiry of the terms of the Loan Agreement on 31 December 2024, on 19 November 2024, the Lender has entered into a supplemental agreement (the "Supplemental Agreement") with the Borrower to renew the Loan, pursuant to which the maturity date of the Loan shall be extended for two years from 31 December 2024 to 31 December 2026. From 1 January 2025, the interest rate shall be adjusted to 5.5% per annum, accruing on the actual amount drawdown. Prior to 1 January 2025, the interest rate shall remain 7.0% per annum as per the Loan Agreement. The Loan (as amended and supplemented by the Supplemental Agreement) is secured by four commercial properties of the China SCE Group in the PRC and certain equity interests of indirect wholly-owned subsidiaries of the China SCE Group. The reasons for and benefits of entering into the Supplemental Agreement are similar to those for the Loan Agreement as stated above. Please refer to the announcement of the Company dated 19 November 2024 and the circular of the Company dated 13 December 2024 for further details.

重續向中駿控股的附屬公司貸款

本集團的應收關聯方款項為借予中駿集團的一筆貸款。於二零二二年十一月二十四日，本公司的間接全資附屬公司上海中駿商業管理有限公司（「貸款人」）與上海中駿置業有限公司（「借款人」）（中駿控股的間接全資附屬公司）簽訂貸款協議（「貸款協議」），據此，貸款人同意向借款人借出一筆年期自提款之日起至二零二四年十二月三十一日止的貸款（「貸款」），本金不超過人民幣9億元，年利率為7.0%，用於補充中駿集團的營運資金。該貸款以中駿集團位於中國的若干已落成物業作抵押。於二零二四年十二月三十一日，該貸款結餘約為人民幣7.554億元。董事會認為，透過訂立貸款協議，本集團可利用其閒置現金產生額外收入，潛在回報高於其他可用選擇。該貸款項下的額外短期至中期資金亦讓中駿集團加快其物業建築及交付進度，有利於本集團當交付相關物業後為其提供物業管理服務的長遠發展。

由於上述貸款協議的條款於二零二四年十二月三十一日屆滿，於二零二四年十一月十九日，貸款人已與借款人訂立補充協議（「補充協議」）以重續該貸款，據此，該貸款的到期日將自二零二四年十二月三十一日延長兩年至二零二六年十二月三十一日，自二零二五年一月一日起，年利率將調整為5.5%，按照實際提取金額計算應計利息。二零二五年一月一日前，年利率將根據貸款協議維持在7.0%。該貸款（經補充協議所修訂及補充）由中駿集團位於中國的四項商業物業及中駿集團若干間接全資附屬公司的股權作擔保。訂立補充協議的理由及裨益與上述貸款協議的理由及裨益相若。進一步詳情請參閱本公司日期為二零二四年十一月十九日的公告及本公司日期為二零二四年十二月十三日的通函。

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The following transactions constituted continuing connected transactions of the Group for the year ended 31 December 2024, which are subject to the reporting and annual review requirements under Chapter 14A of the Listing Rules:

1. Car Parking Lots and Public Area Leasing

On 6 December 2023, the Company entered into a master car parking lots and public area leasing agreement (the “Master Car Parking Lots and Public Area Leasing Agreement”) with China SCE Holdings, a controlling shareholder, pursuant to which the Group will lease from the China SCE Group and its joint ventures and associates certain car parking lots and public areas situated in commercial properties owned by the China SCE Group and managed by the Group (the “Car Parking Lots and Public Area Leasing”). The Master Car Parking Lots and Public Area Leasing Agreement has a term commencing from 1 January 2024 until 31 December 2026.

Under such arrangement, the Group will pay certain rental to the China SCE Group which will constitute continuing connected transactions of the Group, while the income generated from end users, being independent third parties, will not constitute continuing connected transactions for the Company.

The amount of rental to be paid by the Group under the Master Car Parking Lots and Public Area Leasing Agreement shall be determined on an arm’s length basis with reference to, among others, (i) the prevailing market rental fee of the car parking lots and public area situated in comparable locations and comparable properties; (ii) the occupancy rate of car parking lots leased by the Group from the China SCE Group; and (iii) the number of the car parking lots and the GFA of the public area leased.

The annual cap of the annual fee payable by the Group under the Master Car Parking Lots and Public Area Leasing Agreement for the year ended 31 December 2024 is RMB12.1 million, and the actual transaction amount for the year ended 31 December 2024 was approximately RMB11.3 million.

以下交易構成本集團截至二零二四年十二月三十一日止年度的持續關連交易，其須遵守上市規則第14A章申報及年度審閱的規定：

1. 停車位及公共區域租賃

於二零二三年十二月六日，本公司與一名控股股東中駿控股訂立停車位及公共區域租賃總協議（「停車位及公共區域租賃總協議」），據此，本集團將向中駿集團及其合營企業及聯營公司租用中駿集團擁有及本集團管理位於商業物業的多個停車位及公共區域（「停車位及公共區域租賃」）。停車位及公共區域租賃總協議的年期自二零二四年一月一日起直至二零二六年十二月三十一日止。

根據該項安排，本集團將向中駿集團支付若干租金，此將構成本集團的持續關連交易，而來自最終用戶（即本集團的獨立第三方客戶）的收入不會構成本公司的持續關連交易。

本集團根據停車位及公共區域租賃總協議將會支付的租金將參照（其中包括）(i) 位於可比地點及可比物業的停車位及公共區域的當前市場租金；(ii) 本集團自中駿集團租用的停車位的佔用率；及(iii) 租賃的停車位數目及公共區域建築面積，按公平基準釐定。

截至二零二四年十二月三十一日止年度，停車位及公共區域租賃總協議下本集團應付的年費上限為人民幣0.121億元，及截至二零二四年十二月三十一日止年度的實際交易金額約為人民幣0.113億元。

2. Carpark Sales Services

On 6 December 2023, the Company entered into a master carpark sales services agreement (the “Master Carpark Sales Services Agreement”) with China SCE Holdings, a controlling shareholder, pursuant to which the Group agreed to provide marketing and sales services for unsold car parking spaces of the China SCE Group and its joint ventures and associates (the “Carpark Sales Services”). The Master Carpark Sales Services Agreement has a term commencing from 1 January 2024 until 31 December 2026.

A fee representing a fixed amount for each car parking space sold with the support of the Carpark Sales Services shall be charged for the Carpark Sales Services, which shall be determined after arm’s length negotiations with reference to the location, condition and salability of the relevant unsold car parking spaces as well as the anticipated operational costs including labour costs.

The annual cap of the annual fee payable by the China SCE Group and its joint ventures and associates under the Master Carpark Sales Services Agreement for the year ended 31 December 2024 is RMB15.0 million, and the actual transaction amount for the year ended 31 December 2024 was approximately RMB0.3 million.

3. Commercial Property Management and Operational Services

On 6 December 2023, the Company entered into a master commercial property management and operational services agreement (the “Master Commercial Property Management and Operational Services Agreement”) with Mr. Wong Chiu Yeung, a controlling shareholder, pursuant to which the Group agreed to provide to Mr. Wong Chiu Yeung and his associates, mainly including but not limited to the China SCE Group and its joint ventures and associates, commercial property management and operational services, including but not limited to (i) commercial operational services at the pre-opening stage including (a) market research and positioning, (b) advice on architectural design and (c) tenant sourcing and opening preparation services; and (ii) commercial operational and property management services during the operation stage, such as tenant coaching,

2. 停車場銷售服務

於二零二三年十二月六日，本公司與一名控股股東中駿控股訂立停車場銷售服務總協議（「停車場銷售服務總協議」），據此，本集團同意向中駿集團及其合營企業及聯營公司的未售停車位提供營銷及銷售服務（「停車場銷售服務」）。停車場銷售服務總協議的年期自二零二四年一月一日起直至二零二六年十二月三十一日止。

就停車場銷售服務的費用指停車場銷售服務支持下出售的每個停車位將收取的固定金額，該金額乃經參考相關未售停車位的位置、狀況、可銷售性以及包括勞工成本在內的預計運營成本後經公平磋商後釐定。

截至二零二四年十二月三十一日止年度，停車場銷售服務總協議下中駿集團及其合營企業及聯營公司應付的年費上限為人民幣0.150億元，及截至二零二四年十二月三十一日止年度的實際交易金額約為人民幣30萬元。

3. 商業物業管理及運營服務

於二零二三年十二月六日，本公司與一名控股股東黃朝陽先生訂立商業物業管理及運營服務總協議（「商業物業管理及運營服務總協議」），據此，本集團同意向黃朝陽先生及其聯繫人（主要包括但不限於中駿集團及其合營企業及聯營公司）提供商業物業管理及運營服務，包括但不限於(i)開業前階段商業運營服務，包括(a)市場研究及定位、(b)有關建築設計的意見、及(c)租戶獲取及開業準備服務；及(ii)運營階段的商業運營及物業管理服務，如租戶指導、基本安保、清潔、租戶維修保養服務，以及營銷及推廣服務、租戶管理及收租服務（「商業

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basic security and cleaning, repair and maintenance services for tenants as well as marketing and promotion services, tenant management and rent collection services (the “Commercial Property Management and Operational Services”). The Master Commercial Property Management and Operational Services Agreement has a term commencing from 1 January 2024 until 31 December 2026.

The fees to be charged for the Commercial Property Management and Operational Services shall be determined after arm’s length negotiations with reference to (i) the size, location and neighbourhood profile of the commercial properties; (ii) the scope of the services to be provided; (iii) the anticipated operational costs (including but not limited to labour costs, cost of materials and administrative costs); (iv) the rates generally offered by the Group to independent third parties in respect of comparable services; and (v) fees for similar services and types of projects in the market.

The annual cap of the annual fee payable by Mr. Wong Chiu Yeung and his associates under the Master Commercial Property Management and Operational Services Agreement for the year ended 31 December 2024 is RMB45.6 million, and the actual transaction amount for the year ended 31 December 2024 was approximately RMB27.7 million.

4. Residential Property Management Services

On 6 December 2023, the Company entered into a master residential property management services agreement (the “Master Residential Property Management Services Agreement”) with China SCE Holdings, a controlling shareholder, pursuant to which the Group agreed to provide to the China SCE Group and its joint ventures and associates residential property management services, including but not limited to (i) property management services for unsold residential properties units, (ii) pre-delivery services including (a) display units and property sales office management services, and (b) cleaning, gardening and security services; and (iii) pre-delivery inspection (the “Residential Property Management Services”). The Master Residential Property Management Services Agreement has a term commencing from 1 January 2024 until 31 December 2026.

物業管理及運營服務J)。商業物業管理及運營服務總協議的年期自二零二四年一月一日起直至二零二六年十二月三十一日止。

就商業物業管理及運營服務將收取的費用經參考(i)商業物業的面積、地點及周邊環境；(ii)將會提供的服務範圍；(iii)預計運營成本（包括但不限於勞工成本、材料成本及行政費用）；(iv)本集團就可比服務通常向獨立第三方所報費用；及(v)市場上類似服務及項目類型的費用後公平磋商釐定。

截至二零二四年十二月三十一日止年度，商業物業管理及運營服務總協議下黃朝陽先生及其聯繫人應付的年費上限為人民幣0.456億元，及截至二零二四年十二月三十一日止年度的實際交易金額約為人民幣0.277億元。

4. 住宅物業管理服務

於二零二三年十二月六日，本公司與一名控股股東中駿控股訂立住宅物業管理服務總協議（「住宅物業管理服務總協議」），據此，本集團同意向中駿集團及其合營企業及聯營公司提供住宅物業管理服務，包括但不限於(i)待售住宅物業單位物業管理服務、(ii)交付前服務，包括(a)樣板房及售樓處管理服務，及(b)清潔、園藝及安保服務；及(iii)交付前驗收（「住宅物業管理服務」）。住宅物業管理服務總協議的年期自二零二四年一月一日起直至二零二六年十二月三十一日止。

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The fees to be charged for the Residential Property Management Services shall be determined after arm's length negotiations with reference to (i) the prevailing market price for the relevant services (taking into account the location, size and condition of the property, the scope of services and the anticipated operational costs including but not limited to labour costs, administrative costs and cost of materials); (ii) historical transaction amounts; and (iii) the prices charged or would have been charged by the Group for providing comparable services to independent third parties.

The annual cap of the annual fee payable by the China SCE Group and its joint ventures and associates under the Master Residential Property Management Services Agreement for the year ended 31 December 2024 is RMB133.9 million, and the actual transaction amount for the year ended 31 December 2024 was approximately RMB24.2 million.

Please refer to the announcement of the Company dated 6 December 2023 and the circular of the Company dated 8 January 2024 for further details.

就住宅物業管理服務將收取的費用將經參考(i)相關服務的當前市價(計及物業地點、面積及狀況、服務範圍及預計運營成本(包括但不限於勞工成本、行政費用及材料成本));(ii)歷史交易金額;及(iii)本集團向獨立第三方提供可比服務收取或原應收取的價格後公平磋商釐定。

截至二零二四年十二月三十一日止年度，住宅物業管理服務總協議下中駿集團及其合營企業及聯營公司應付的年費上限為人民幣1.339億元，及截至二零二四年十二月三十一日止年度的實際交易金額約為人民幣0.242億元。

進一步詳情，請參閱本公司日期為二零二三年十二月六日之公告及本公司日期為二零二四年一月八日之通函。

CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the Master Car Parking Lots and Public Area Leasing Agreement, the Master Carpark Sales Services Agreement, the Master Commercial Property Management and Operational Services Agreement and the Master Residential Property Management Services Agreement as mentioned above (collectively known as the "Agreements") and the Supplemental Agreement, and confirmed the Agreements and the Supplemental Agreement have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

獨立非執行董事的確認

根據上市規則第14A.55條，獨立非執行董事已審閱上文所述的停車位及公共區域租賃總協議、停車場銷售服務總協議、商業物業管理及運營服務總協議及住宅物業管理服務總協議(合稱「協議」)及補充協議，並確認協議及補充協議已：

- (a) 於本集團日常及一般業務過程中訂立；
- (b) 按正常或較優商業條款訂立；及
- (c) 根據規管該等協議的協議訂立，且該等協議的條款屬公平合理，並符合股東的整體利益。

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CONFIRMATIONS FROM THE COMPANY'S INDEPENDENT AUDITOR

In accordance with Rule 14A.56 of the Listing Rules, the Group has engaged its auditor 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 HKICPA. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the aforesaid continuing connected transactions conducted by the Group for the year ended 31 December 2024 and confirming that nothing has come to their attention that causes them to believe the continuing connected transactions disclosed in this report:

- (a) have not been approved by the Board;
- (b) were not, in all material respects, in accordance with the pricing policies of the Group if the transactions involve the provision of goods or services by the Group;
- (c) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (d) have exceeded the relevant annual caps.

本公司獨立核數師之確認

根據上市規則第14A.56條，本集團已委聘其核數師按照香港核證業務準則3000（經修訂）「歷史財務資料審計或審閱以外的核證業務」並參照香港會計師公會頒佈的實務說明第740號（經修訂）「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出匯報。核數師已就本集團截至二零二四年十二月三十一日止年度進行的上述持續關連交易發出載有審查結果及結論的無保留意見函件，並確認概無任何事宜促使彼等垂注而導致彼等相信於本報告披露的持續關連交易：

- (a) 並未獲董事會批准；
- (b) 倘交易涉及本集團提供的貨品或服務，在各重大方面並無依據本集團的定價政策；
- (c) 在各重大方面沒有根據有關交易的協議進行；及
- (d) 超逾相關年度上限。

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PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities (including sale of treasury shares) during the year.

DISTRIBUTABLE RESERVES

At 31 December 2024, the Company's reserves available for distribution to shareholders of the Company amounted to approximately RMB1,616,368,000.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling approximately RMB11,000.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2024, the combined revenue from the Group's five largest customers accounted for approximately 4.7% (2023: 13.4%) of the Group's total revenue and the revenue amount from the Group's single largest customer, the China SCE Group, accounted for approximately 3.8% (2023: 12.2%) of the Group's total revenue. Other than the China SCE Group, its joint ventures or associates and other entities controlled by family of Mr. Wong Lun, the Group's customers during the year ended 31 December 2024 were all independent third parties.

For the year ended 31 December 2024, combined purchases from the Group's five largest suppliers accounted for less than 30% of the Group's total purchases.

Save as disclosed above, none of the Directors or any of their close associates or any shareholders (which, to the knowledge of the Directors, own more than 5% of the number of issued shares of the Company) had any beneficial interest in the Group's five largest customers and suppliers.

購買、贖回或出售本公司上市證券

年內本公司或任何其附屬公司概無購買、贖回或出售本公司任何上市證券(包括出售庫存股份)。

可供分派儲備

於二零二四年十二月三十一日，本公司可供分派予本公司股東的儲備約為人民幣1,616,368,000元。

慈善捐款

年內，本集團作出慈善捐款共約人民幣11,000元。

主要客戶及供應商

截至二零二四年十二月三十一日止年度，來自本集團五大客戶的合併收益佔本集團總收益約4.7%（二零二三年：13.4%），而來自本集團單一最大客戶中駿集團的收益佔本集團總收益約3.8%（二零二三年：12.2%）。除中駿集團、其合營企業或聯營公司及由黃倫先生家族控制的其他企業外，截至二零二四年十二月三十一日止年度的本集團客戶均為獨立第三方。

截至二零二四年十二月三十一日止年度，向本集團五大供應商的合併採購佔本集團總採購少於30%。

除上文所披露者外，本公司或其任何緊密聯繫人或據董事所知擁有本公司已發行股本數目5%以上的任何股東，概無於本集團五大客戶及供應商中擁有任何實益權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

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

Executive Directors

Mr. Wong Lun
Mr. Niu Wei
Mr. Sun Qiang
Mr. Zheng Quanlou
Ms. Ku Weihong

Non-executive Director

Mr. Huang Youquan (resigned on 29 August 2024)

Independent Non-executive Directors

Mr. Ding Zuyu
Mr. Wang Yongping
Mr. Pang Hon Chung

In accordance with article 84 of the Company's articles of association, at each annual general meeting, one third of the directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) will retire from office by rotation provided that every director shall be subject to retirement at an annual general meeting at least once every three years. The directors to retire in every year will be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot. There are no provisions relating to retirement of directors upon reaching any age limit.

Mr. Zheng Quanlou, Mr. Wang Yongping and Mr. Pang Hon Chung will retire as Directors at the forthcoming annual general meeting of the Company and being eligible, will offer themselves for re-election at the meeting.

The Company has received annual confirmations of independence pursuant to Rule 3.13 of the Listing Rules from all the three independent non-executive Directors and as at the date of this report still considers them to be independent.

董事

年內及截至本報告日期，本公司董事如下：

執行董事

黃倫先生
牛偉先生
孫強先生
鄭全樓先生
庫衛紅女士

非執行董事

黃攸權先生
(於二零二四年八月二十九日辭任)

獨立非執行董事

丁祖昱先生
王永平先生
彭漢忠先生

按照本公司的組織章程細則第84條，於每次股東週年大會上，當時三份之一的董事（或倘其人數並非三的倍數，則為最接近但不低於三份之一的人數）將輪值退任，惟每名董事須至少每三年於股東週年大會退任一次。每年退任的董事為自上次重選或委任起任期最長的董事，但倘有關董事於同日重選，退任者以抽籤決定（除非彼等另外協定）。並無條文規定董事須於達到一定年齡限制後退任。

鄭全樓先生，王永平先生及彭漢忠先生的任期將於本公司應屆股東週年大會上結束，並將在該大會上重選連任。

本公司已按照上市規則第3.13條，收到所有三名獨立非執行董事的年度獨立確認。本公司認為，截至本報告日期，所有三名獨立非執行董事仍然獨立於本公司。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 34 to 41 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Wong Lun, Mr. Niu Wei, Mr. Sun Qiang, Mr. Zheng Quanlou and Ms. Ku Weihong, being executive Directors, has entered into a service contract with the Company for a term of three years commencing from 6 January 2021. Mr. Huang Youquan, being a non-executive Director, has entered into a service contract with the Company for a term of three years commencing from 6 January 2021. Each of their service contracts is renewable automatically upon the expiry of the then current term of appointment, subject to termination by either party giving not less than three months' written notice. Mr. Huang Youquan has resigned as a non-executive Director on 29 August 2024.

The Company has issued a letter of appointment to each of Mr. Ding Zuyu, Mr. Wang Yongping and Mr. Pang Hon Chung, being independent non-executive Directors, for an initial term of three years commencing from 10 June 2021, which is renewable automatically thereafter and subject to termination by either party giving not less than three months' written notice and the retirement by rotation requirement in accordance with the articles of association of the Company and the Listing Rules.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事及高級管理人員履歷

本集團董事及高級管理人員的履歷詳情載於年報第34至41頁。

董事服務合同

黃倫先生、牛偉先生、孫強先生、鄭全樓先生及庫衛紅女士（均為執行董事）已與本公司訂立服務合同，任期由二零二一年一月六日起計為期三年。黃攸權先生（非執行董事）已與本公司訂立服務合同，任期由二零二一年一月六日起計為期三年。各服務合同於當時任期屆滿後自動重續，惟訂約方任何一方可發出不少於三個月書面通知予以終止。黃攸權先生已於二零二四年八月二十九日辭任非執行董事職位。

本公司已向丁祖昱先生、王永平先生及彭漢忠先生發出委任函件，委任彼等為獨立非執行董事，初步任期由二零二一年六月十日起計為期三年，其後可自動重續，惟訂約方任何一方可發出不少於三個月書面通知予以終止，且須根據本公司公司章程及上市規則輪值退任。

概無擬於應屆股東週年大會上重選的董事已與本公司訂立本公司不可於一年內毋須賠償（法定賠償除外）而終止的服務合同。

REPORT OF THE DIRECTORS

董事會報告

REMUNERATION POLICIES AND DIRECTORS' REMUNERATION

The Remuneration Committee oversees the overall remuneration policy and structure of the Group. The Group provides employees with competitive remuneration and benefits. The remuneration policy is reviewed on a regular basis based on the performance and contribution of the employees and the industry remuneration level.

The authority of the Board to determine directors' fees are subject to shareholders' approval at general meetings. The emoluments payable to the Directors are determined by the Company's Board with reference to Directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save for the transactions set out in note 31 to the consolidated financial statements and the transactions specified in the paragraphs headed "Connected Transaction and Continuing Connected Transactions" in this section, no Director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party at the end of the year or at any time during the year under review.

PERMITTED INDEMNITY PROVISIONS

During the year ended 31 December 2024 and up to the date of this report, there was or is permitted indemnity provision (within the meaning in Section 469 of the Hong Kong Companies Ordinance) in accordance with the articles of association of the Company being in force.

The Company has maintained directors' and officers' liability insurance throughout the year, which provides appropriate cover for certain legal actions brought against its directors and officers arising out of corporate activities.

薪酬政策及董事酬金

薪酬委員會監督本集團之整體薪酬政策及結構。本集團向僱員提供具競爭力的薪酬待遇，並按僱員的表現及貢獻以及行業薪酬水平定期檢討薪酬政策。

董事會釐定董事袍金的授權須於股東大會上獲股東批准。應付董事酬金由本公司董事會參考董事職責、責任及表現以及本集團業績後釐定。

董事於重大交易、安排或合同的權益

除綜合財務報表附註31及本章節中「關連交易及持續關連交易」所載的交易外，概無董事或其關連實體直接或間接於年度完結時或回顧年內任何時間與本公司、本公司之控股公司或本公司任何附屬公司或同系附屬公司訂立的對本集團業務屬重大的交易、安排或合同中擁有重大權益。

獲准許的彌償條文

根據本公司的組織章程細則，獲准許的彌償條文（定義見香港公司條例第469條）在截至二零二四年十二月三十一日止年度內及截至本報告日期均為有效。

於本年度內，本公司已就其董事及高級管理人員可能面對因企業活動而引起之法律訴訟購買董事及高級管理人員責任險。

REPORT OF THE DIRECTORS 董事會報告

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

At 31 December 2024, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as 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, are as follows:

董事及主要行政人員於股份、 相關股份及債權證的權益及淡倉

於二零二四年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有須於本公司根據證券及期貨條例第352條存置的登記冊中登記或根據標準守則須通知本公司及聯交所的權益及淡倉如下：

(i) Long Positions in the Shares and Underlying Shares of the Company

(i) 於本公司股份及相關股份的好倉

Name of Director 董事姓名	Nature of Interest 權益性質	Number of Ordinary Shares 普通股數目	Approximate Percentage of Shareholding 概約持股 百分比
Mr. Niu Wei 牛偉先生	Interest in a controlled corporation 受控制法團權益	75,452,716 ⁽¹⁾	3.90%
Mr. Sun Qiang 孫強先生	Interest in a controlled corporation 受控制法團權益	20,120,724 ⁽²⁾	1.04%
Ms. Ku Weihong 庫衛紅女士	Interest in a controlled corporation 受控制法團權益	50,301,811 ⁽³⁾	2.60%

Notes:

附註：

- (1) These 75,452,716 Shares were registered in the name of Graceful Solar Limited ("Graceful Solar"). Mr. Niu Wei held 100% of the issued share capital of Graceful Solar and was deemed to be interested in the 75,452,716 Shares held by Graceful Solar under the SFO.
- (2) These 20,120,724 Shares were registered in the name of Surplus Star International Limited ("Surplus Star"). Mr. Sun Qiang held 100% of the issued share capital of Surplus Star and was deemed to be interested in the 20,120,724 Shares held by Surplus Star under the SFO.
- (3) These 50,301,811 Shares were registered in the name of Golden Skill Investments Limited ("Golden Skill"). Ms. Ku Weihong held 80% of the issued share capital of Golden Skill and was deemed to be interested in the 50,301,811 Shares held by Golden Skill under the SFO.

- (1) 該75,452,716股股份以雅陽有限公司（「雅陽」）名義登記。牛偉先生持有雅陽的全部已發行股本，因此根據證券及期貨條例被視為擁有雅陽持有的75,452,716股股份。
- (2) 該20,120,724股股份以溢星國際有限公司（「溢星」）名義登記。孫強先生持有溢星的全部已發行股本，因此根據證券及期貨條例被視為擁有溢星持有的20,120,724股股份。
- (3) 該50,301,811股股份以金藝投資有限公司（「金藝」）名義登記。庫衛紅女士持有金藝的80%已發行股本，因此根據證券及期貨條例被視為擁有金藝持有的50,301,811股股份。

REPORT OF THE DIRECTORS

董事會報告

(ii) Long Positions in the Share Options of Associated Corporations

Name of Director	Name of Associated Corporation	Nature of Interest	Number of Ordinary Shares 持有權益之 普通股數目	Approximate Percentage of Shareholding 概約權益 百分比
董事名稱	相聯法團名稱	權益性質		
Mr. Zheng Quanlou 鄭全樓先生	China SCE Holdings 中駿控股	Beneficial owner 實益擁有人	30,000,000 (Note) (附註)	0.71%
Ms. Ku Weihong 庫衛紅女士	China SCE Holdings 中駿控股	Beneficial owner 實益擁有人	30,000,000 (Note) (附註)	0.71%

Note: Such interests are in the form of share options of China SCE Holdings which have not yet been exercised as at 31 December 2024.

附註：該等權益以中駿控股的股份購股權形式持有而於二零二四年十二月三十一日尚未行使。

Save as disclosed above, as at 31 December 2024, none of the Directors and chief executive of the Company had registered an interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations as 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.

除上文所披露者外，於二零二四年十二月三十一日，本公司概無董事或主要行政人員登記於本公司或其相聯法團的股份、相關股份及債權證中擁有的根據證券及期貨條例第352條本公司須予存置的登記冊登記或根據標準守則須通知本公司及聯交所的權益及淡倉。

REPORT OF THE DIRECTORS

董事會報告

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

主要股東及其他人士於股份及相關股份的權益及淡倉

As at 31 December 2024, the interests and short positions of the persons (other than a Director or chief executive of the Company) in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO are as follows:

於二零二四年十二月三十一日，各人士（董事或本公司主要行政人員除外）在本公司股份及相關股份中擁有記錄於本公司根據證券及期貨條例第336條須存置的登記冊的權益及淡倉如下：

Long positions:

好倉：

Name 名稱	Nature of Interest 權益性質	Number of Ordinary Shares 普通股數目	Approximate Percentage of Shareholding 概約持股百分比
Happy Scene Global Limited ("Happy Scene") ⁽¹⁾ 樂景環球有限公司(「樂景」) ⁽¹⁾	Beneficial owner 實益擁有人	1,248,490,946	64.52%
Affluent Way International Limited ("Affluent Way") ⁽¹⁾ 裕威國際有限公司(「裕威」) ⁽¹⁾	Interest in a controlled corporation 受控法團權益	1,248,490,946	64.52%
China SCE Holdings ⁽¹⁾ 中駿控股 ⁽¹⁾	Interest in a controlled corporation 受控法團權益	1,248,490,946	64.52%
Newup Holdings Limited ("Newup") ⁽²⁾ 新昇控股有限公司(「新昇」) ⁽²⁾	Interest in a controlled corporation 受控法團權益	1,248,490,946	64.52%
Mr. Wong Chiu Yeung ⁽²⁾ 黃朝陽先生 ⁽²⁾	Interest in a controlled corporation 受控法團權益	1,248,490,946	64.52%

REPORT OF THE DIRECTORS

董事會報告

Name 名稱	Nature of Interest 權益性質	Number of Ordinary Shares 普通股數目	Approximate Percentage of Shareholding 概約持股百分比
Bank of China (Hong Kong) Limited ⁽³⁾ 中國銀行(香港)有限公司 ⁽³⁾	A concert party to an agreement to buy Shares described in s.317(1)(a) 第s.317(1)(a)條所述購買股份協議的一致行動人士	462,856,000	23.92%
	Other ⁽⁴⁾ 其他 ⁽⁴⁾	41,144,000	2.13%
	Sub-total 小計	504,000,000	26.05%
BOC Hong Kong (Holdings) Limited ⁽⁵⁾ 中銀香港(控股)有限公司 ⁽⁵⁾	Interest in a controlled corporation 受控法團權益	504,000,000	26.05%
BOC Hong Kong (BVI) Limited ⁽⁵⁾ 中銀香港(BVI)有限公司 ⁽⁵⁾	Interest in a controlled corporation 受控法團權益	504,000,000	26.05%
BOC Hong Kong (Group) Limited ⁽⁵⁾ 中銀香港(集團)有限公司 ⁽⁵⁾	Interest in a controlled corporation 受控法團權益	504,000,000	26.05%
Bank of China Limited ⁽⁵⁾ 中國銀行股份有限公司 ⁽⁵⁾	Interest in a controlled corporation 受控法團權益	504,000,000	26.05%
Central Huijin Investment Ltd. ⁽⁵⁾ 中央匯金投資有限責任公司 ⁽⁵⁾	Interest in a controlled corporation 受控法團權益	504,000,000	26.05%
CMB Wing Lung Bank Limited ⁽³⁾ 招商永隆銀行有限公司 ⁽³⁾	A concert party to an agreement to buy Shares described in s.317(1)(a) 第s.317(1)(a)條所述購買股份協議的一致行動人士	462,856,000	23.92%
	Other ⁽⁴⁾ 其他 ⁽⁴⁾	41,144,000	2.13%
	Sub-total 小計	504,000,000	26.05%

REPORT OF THE DIRECTORS

董事會報告

Name 名稱	Nature of Interest 權益性質	Number of Ordinary Shares 普通股數目	Approximate Percentage of Shareholding 概約持股百分比
Guangzhou Yue Xiu Holdings Limited ^{(3),(7)} 廣州越秀集團股份有限公司 ^{(3),(7)}	Interest in a controlled corporation 受控法團權益	504,000,000	26.05%
HSBC Holdings plc ^{(3),(6)} 滙豐控股有限公司 ^{(3),(6)}	Interest in a controlled corporation 受控法團權益	504,000,000	26.05%
Luso International Banking Limited ⁽³⁾ 澳門國際銀行股份有限公司 ⁽³⁾	A concert party to an agreement to buy Shares described in s.317(1)(a) 第s.317(1)(a)條所述購買股份 協議的一致行動人士	41,144,000	2.13%
	Other ⁽⁴⁾ 其他 ⁽⁴⁾	462,856,000	23.92%
	Sub-total 小計	504,000,000	26.05%
Nanyang Commercial Bank (China) Limited Shenzhen Branch ⁽³⁾ 南洋商業銀行(中國)有限公司 深圳分行 ⁽³⁾	A concert party to an agreement to buy Shares described in s.317(1)(a) 第s.317(1)(a)條所述購買股份 協議的一致行動人士	41,144,000	2.13%
	Other ⁽⁴⁾ 其他 ⁽⁴⁾	462,856,000	23.92%
	Sub-total 小計	504,000,000	26.05%

REPORT OF THE DIRECTORS

董事會報告

Name 名稱	Nature of Interest 權益性質	Number of Ordinary Shares 普通股數目	Approximate Percentage of Shareholding 概約持股百分比
The Bank of East Asia, Limited ⁽³⁾ 東亞銀行有限公司 ⁽³⁾	A concert party to an agreement to buy Shares described in s.317(1)(a) 第s.317(1)(a)條所述購買股份協議的一致行動人士	462,856,000	23.92%
	Other ⁽⁴⁾ 其他 ⁽⁴⁾	41,144,000	2.13%
	Sub-total 小計	504,000,000	26.05%
Ever World Global Limited 恆宇環球有限公司	Person having a security interest in Shares 於股份擁有保證權益之人士	744,490,946	38.47%
Mr. Yang Chunjin ⁽⁸⁾ 楊春錦先生 ⁽⁸⁾	Interest in a controlled corporation 受控法團權益	744,490,946	38.47%
Mr. Chow Wai Shing Daniel ⁽⁹⁾ 周偉成先生 ⁽⁹⁾	Other 其他	504,000,000	26.05%
Mr. Gardner Aaron Luke ⁽⁹⁾ Gardner Aaron Luke 先生 ⁽⁹⁾	Other 其他	504,000,000	26.05%

REPORT OF THE DIRECTORS

董事會報告

Notes:

1. Happy Scene is wholly controlled by Affluent Way, which is in turn wholly controlled by China SCE Holdings. By virtue of the SFO, Affluent Way and China SCE Holdings are deemed to be interested in the Shares held by Happy Scene.
2. China SCE Holdings is controlled as to 39.31% by Newup, and 5.45% by each of East Waves Investments Limited ("East Waves") and Keen Century Investments Limited ("Keen Century"). Each of Newup, East Waves and Keen Century is wholly controlled by Mr. Wong Chiu Yeung. By virtue of the SFO, Newup and Mr. Wong Chiu Yeung are deemed to be interested in the Shares held by China SCE Holdings.
3. Reference is made to the joint announcement of the Company and China SCE Holdings dated 19 December 2023. China SCE Holdings had defaulted on payment of an instalment of principal and interest which had fallen due under its syndicated loan agreement entered into on 22 March 2021. This constituted a cross default and gave rise to an event of default under a facility agreement (the "Facility Agreement") dated 4 July 2023 entered into by China SCE Holdings as borrower coordinated by The Hongkong and Shanghai Banking Corporation Limited with, among others, a syndicate of banks (the "Banks") as the original lenders, pursuant to which the liabilities and obligations of China SCE Holdings are secured by, among other things, charges over 504,000,000 shares in the Company originally held by Happy Scene (the "Charged Shares") in favour of the security agents of the Banks. Following the event of default, the Banks have taken enforcement action over the Charged Shares.
4. The Hongkong and Shanghai Banking Corporation Limited acts as the common security agent in the two security agreements in relation to the Facility Agreement such that the interests of the security agent in the other security agreement, in which the substantial shareholder is not a party to, are attributable to the substantial shareholder.
5. Bank of China (Hong Kong) Limited is wholly controlled by BOC Hong Kong (Holdings) Limited, which is in turn controlled as to 66.06% by BOC Hong Kong (BVI) Limited. BOC Hong Kong (BVI) Limited is wholly controlled by BOC Hong Kong (Group) Limited, which is in turn wholly controlled by Bank of China Limited. Bank of China Limited is controlled as to 64.03% by Central Huijin Investment Ltd. By virtue of the SFO, BOC Hong Kong (Holdings) Limited, BOC Hong Kong (BVI) Limited, BOC Hong Kong (Group) Limited, Bank of China Limited and Central Huijin Investment Ltd. are deemed to be interested in the Shares held by Bank of China (Hong Kong) Limited.

附註：

1. 樂景由裕威全權控制，並進一步由中駿控股全權控制，因此，根據證券及期貨條例，裕威及中駿控股被視為擁有樂景持有的股份權益。
2. 中駿控股由新昇控制39.31%，並由東濤投資有限公司（「東濤」）及建世投資有限公司（「建世」）各自控制5.45%。新昇、東濤及建世均由黃朝陽先生全權控制。根據證券及期貨條例，新昇及黃朝陽先生被視為擁有中駿控股持有的股份權益。
3. 茲提述本公司與中駿控股日期為二零二三年十二月十九日的聯合公告。中駿控股未能根據其於二零二一年三月二十二日訂立的銀團貸款協議支付已到期的分期本金及利息。這構成交叉違約，並引發日期為二零二三年七月四日的融資協議（「融資協議」）項下的違約事件，該協議為中駿控股作為借款人與（其中包括）銀團（「該等銀行」）作為原有貸款人訂立由香港上海滙豐銀行有限公司協調的融資協議，據此，中駿控股在融資協議項下的負債及責任以（其中包括）樂景原定持有的504,000,000股本公司股份（「押記股份」）向該等銀行的抵押代理作出的押記作抵押。違約事件發生後，該等銀行已對押記股份採取強制執行行動。
4. 香港上海滙豐銀行有限公司於與融資協議有關的兩份抵押協議中擔任共同抵押代理，使抵押代理在主要股東並非訂約方的另一份抵押協議中的抵押代理權益歸屬於主要股東。
5. 中國銀行（香港）有限公司由中銀香港（控股）有限公司全權控制，而中銀香港（控股）有限公司則由中銀香港（BVI）有限公司控制66.06%。中銀香港（BVI）有限公司由中銀香港（集團）有限公司全權控制，而中銀香港（集團）有限公司則由中國銀行股份有限公司全權控制。中國銀行股份有限公司由中央匯金投資有限責任公司控制64.03%。根據證券及期貨條例，中銀香港（控股）有限公司、中銀香港（BVI）有限公司、中銀香港（集團）有限公司、中國銀行股份有限公司及中央匯金投資有限責任公司被視為為中國銀行（香港）有限公司持有的股份中擁有權益。

REPORT OF THE DIRECTORS

董事會報告

6. Hang Seng Bank Limited is controlled as to 62.14% by The Hongkong and Shanghai Banking Corporation Limited. The Hongkong and Shanghai Banking Corporation Limited is wholly controlled by HSBC Asia Holdings Limited, which is in turn wholly controlled by HSBC Holdings plc. By virtue of the SFO, HSBC Holdings plc and HSBC Asia Holdings Limited are deemed to be interested in the Shares held by The Hongkong and Shanghai Banking Corporation Limited; HSBC Holdings plc, HSBC Asia Holdings Limited and The Hongkong and Shanghai Banking Corporation Limited are deemed to be interested in the Shares held by Hang Seng Bank Limited.
7. Chong Hing Bank Limited is wholly controlled by Yuexiu Financial Holdings Limited, which is in turn wholly controlled by Yuexiu Enterprises (Holdings) Limited. Yuexiu Enterprises (Holdings) Limited is in turn wholly controlled by Guangzhou Yue Xiu Holdings Limited. By virtue of the SFO, Guangzhou Yue Xiu Holdings Limited, Yuexiu Financial Holdings Limited and Yuexiu Enterprises (Holdings) Limited are deemed to be interested in the Shares held by Chong Hing Bank Limited.
8. Ever World Global Limited is wholly controlled by Mr. Yang Chunjin. By virtue of the SFO, Mr. Yang Chunjin is deemed to be interested in the Shares held by Ever World Global Limited.
9. Mr. Chow Wai Shing Daniel of FTI Consulting (Hong Kong) Limited and Mr. Aaron Luke Gardner of FTI Consulting (BVI) Limited were appointed as the joint and several receivers of the Charged Shares.
6. 恒生銀行有限公司由香港上海滙豐銀行有限公司控制62.14%。香港上海滙豐銀行有限公司由HSBC Asia Holdings Limited全權控制，而HSBC Asia Holdings Limited則由滙豐控股有限公司全權控制。根據證券及期貨條例，滙豐控股有限公司及HSBC Asia Holdings Limited被視為於香港上海滙豐銀行有限公司持有的股份中擁有權益；滙豐控股有限公司、HSBC Asia Holdings Limited及香港上海滙豐銀行有限公司被視為於恒生銀行有限公司持有的股份中擁有權益。
7. 創興銀行有限公司由越秀金融控股有限公司全權控制，而越秀金融控股有限公司則由越秀企業(集團)有限公司全權控制。越秀企業(集團)有限公司由廣州越秀集團股份有限公司全權控制。根據證券及期貨條例，廣州越秀集團股份有限公司、越秀金融控股有限公司及越秀企業(集團)有限公司被視為於創興銀行有限公司持有的股份中擁有權益。
8. 恆宇環球有限公司由楊春錦先生全權控制。根據證券及期貨條例，楊春錦先生被視為於恆宇環球有限公司持有的股份中擁有權益。
9. 富事高諮詢有限公司的周偉成先生及FTI Consulting (BVI) Limited的Aaron Luke Gardner先生獲委任為押記股份的共同及個別接管人。

Save as disclosed above, as at 31 December 2024, no person, other than a Director or chief executive of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had registered an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the paragraphs headed "Directors' and Chief Executive's Interests and Short Positions In Shares, Underlying Shares and Debentures" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any of the Directors or their respective spouses or minor children, nor were there any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

除上文所披露者外，於二零二四年十二月三十一日，概無人士(除董事或本公司主要行政人員以外，其利益已載於上述「董事及主要行政人員於股份、相關股份及債權證的權益及淡倉」章節內)在本公司股份及相關股份中登記擁有記錄於本公司根據證券及期貨條例第336條須存置的登記冊的權益及淡倉。

董事購買股份或債權證的權利

除於「董事及主要行政人員於股份、相關股份及債權證的權益及淡倉」段落所披露外，年內概無向任何董事或其配偶或未成年子女授出透過購買本公司或任何其他法人團體股份或債權證而獲利的權利，彼等亦概無行使任何有關權利；本公司、其控股公司或任何附屬公司或同系附屬公司亦概無訂立能使董事於任何其他公司法團獲得有關權利的任何安排。

REPORT OF THE DIRECTORS

董事會報告

CONTRACTS OF SIGNIFICANCE

Save as disclosed in the paragraphs headed “Connected Transaction and Continuing Connected Transactions” above, no contracts of significance in relation to the Group’s business between the Company, or any of its subsidiaries and a controlling shareholder or any of its subsidiaries nor contract of significance in relation to the Group’s business whether or not for provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries subsisted during or at the end of the year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company, which were not contract of service with any Director or any person engaged in full time employment of the Company, were entered into or existed during the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total number of issued shares were held by the public as at the latest practicable date prior to the issue of this report.

DIRECTORS’ INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any other disclosure obligations under Rule 13.21 of the Listing Rules.

重要合同

除於「關連交易及持續關連交易」段落所披露外，年底或年內任何時間，概無本公司或其附屬公司與控股股東或其附屬公司維持有關本集團的業務的重要合同，且概無控股股東或其附屬公司向本公司或其附屬公司維持有關本集團的業務不論是否提供服務的重要合同。

管理合同

年內，概無訂立或存續任何有關本公司全部或任何重大部分業務的管理及行政合同，而該合同並非與本公司的任何董事或任何全職僱員所訂立的服務合同。

充足公眾持股量

根據本公司獲得的資料，據董事所知，於刊發本報告前的最後實際可行日期，公眾人士持有本公司已發行股本總額不少於25%。

董事於競爭業務的權益

年內及截至本報告日期，概無董事被視為於直接或間接與或可能與本集團的業務競爭的業務中擁有任何權益。

根據上市規則須持續披露之責任

本公司並無任何其他根據上市規則第13.21條須披露的責任。

REPORT OF THE DIRECTORS

董事會報告

FUTURE DEVELOPMENT OF THE GROUP'S BUSINESS

Please refer to the section headed "Chairman's Statement — Outlook" for an indication of the likely future development in the Group's business.

CHANGES IN DIRECTORS' INFORMATION

There is no information required to be set out in this annual report pursuant to the requirements under Rule 13.51B(1) of the Listing Rules.

AUDITOR

With effect from 29 December 2023, Ernst & Young resigned as the auditor of the Company and Prism has been appointed as the auditor of the Company.

Prism will retire and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

Save as aforesaid, there has been no other change in auditor of the Company in any of the preceding three years.

本集團業務之未來發展

有關本集團業務相當可能有的未來發展的揭示載於本年報「主席報告 — 展望」中。

董事資料的變動

根據上市規則第13.51B(1)條的規定，本年報並無任何資料須予載列。

核數師

自二零二三年十二月二十九日起，安永辭任本公司核數師，而栢淳已獲委任為本公司核數師。

栢淳將於應屆股東週年大會上退任本公司核數師，會上將提呈一項決議案重新委任其為本公司核數師。

除上文所述者外，於過去三年，本公司核數師並無其他變動。

ON BEHALF OF THE BOARD

Wong Lun

Chairman

Hong Kong

28 March 2025

代表董事會

黃倫

主席

香港

二零二五年三月二十八日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Prism

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

致中駿商管智慧服務控股有限公司全體股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of SCE Intelligent Commercial Management Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 89 to 198, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy 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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

我們已審計列載於第89頁至198頁中駿商管智慧服務控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二四年十二月三十一日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則會計準則(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二四年十二月三十一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規定妥為擬備。

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(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

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. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

致中駿商管智慧服務控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告核數師就審計綜合財務報表承擔的責任部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

致中駿商管智慧服務控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們於審核中如何處理有關關鍵審計事項

Expected credit losses ("ECLs") of trade receivables
貿易應收款項之預期信貸虧損 (「預期信貸虧損」)

The Group has trade receivables mainly from the commercial operational and property management services. The gross carrying value of trade receivables as at 31 December 2024 was approximately RMB361.5 million and provision for impairment of approximately RMB97.5 million.

貴集團擁有主要來自商業運營及物業管理服務之貿易應收款項。於二零二四年十二月三十一日，貿易應收款項之賬面總值為約人民幣361.5百萬元，扣除減值撥備約人民幣97.5百萬元。

Significant estimation and judgement are required by management to assess the ECLs for the trade receivables, with reference to the groupings of various customer segments with similar loss patterns (i.e., by customer type and service type) and forecast economic conditions. To support management's assessment of the ECLs, the Group engaged an external valuer to perform assessment on the ECLs of the trade receivables at the end of the reporting period.

管理層評估貿易應收款項之預期信貸虧損需要作出重大估計及判斷，並參考虧損模式相似的不同客戶分部（即客戶類別及服務類別）及預測經濟狀況。為協助管理層評估預期信貸虧損，貴集團已委聘外部估值師為報告期結束時的貿易應收款項之預期信貸虧損進行評估。

The accounting policies and disclosures for the assessment of the ECLs of the trade receivables are included in notes 2.4, 3 and 19 to the consolidated financial statements.

貿易應收款項之預期信貸虧損的評估的會計政策及披露已包括在綜合財務報表附註2.4、3及19。

Our procedures included the assessment of the design, implementation and operating effectiveness of key internal controls which govern the debt collection and estimate of ECLs. We evaluated the objectivity, independence and competency of the valuer engaged by the Group. We also involved an independent valuation specialists to assist us to assess the methodologies and assumptions adopted including both historical and forward-looking information in the assessment for estimating the ECLs of the trade receivables.

我們的程序包括評估管理債務收取及預期信貸虧損估值的主要內部控制的設計、實施及營運方面的有效性。我們已評估 貴集團聘請的估值師的客觀性、獨立性及能力。我們亦要求獨立估值專家協助我們評估所採納的方法及假設，包括用以評估貿易應收款項之預期信貸虧損的過往及前瞻性資料。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises 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.

致中駿商管智慧服務控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

刊載於年報內其他信息

董事須對其他信息負責。其他信息包括刊載於年度報告內的信息，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。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，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計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

致中駿商管智慧服務控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

董事就綜合財務報表須承擔的責任

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

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定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。

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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。

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

審核委員會協助董事履行職責，監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

致中駿商管智慧服務控股有限公司全體股東

(於開曼群島註冊成立的有限公司)

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

核數師就審計綜合財務報表承擔的責任

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. Our 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.

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

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.

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綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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：

- 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.
- 瞭解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。
- 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.
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

致中駿商管智慧服務控股有限公司全體股東

(於開曼群島註冊成立的有限公司)

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

(Continued)

核數師就審計綜合財務報表承擔的責任(續)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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。
- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 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.
- 評價綜合財務報表的整體呈列方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映交易及事項。
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business unit within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performance for purpose of the group audit. We remain solely responsible for our audit opinion.
- 就貴集團內實體或業務單位的財務信息獲取充足、適當的審計憑證來規劃並進行集團審計，以便形成基礎並對集團財務報表發表意見。我們對貴集團執行審計工作的方向、監督和審查負責。我們為審計意見承擔全部責任。

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.

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監控的任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the shareholders of

SCE Intelligent Commercial Management Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

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

(Continued)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Fung Shing Bun, Spencer.

Prism Hong Kong Limited

Certified Public Accountants

Fung Shing Bun, Spencer

Practising Certificate Number: P07451

Hong Kong, 28 March 2025

致中駿商管智慧服務控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

核數師就審計綜合財務報表承擔的責任(續)

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及其他事項，以及為消除對獨立性的威脅所採取的行動或防範措施(如適用)。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是馮承斌先生。

栢淳會計師事務所有限公司

執業會計師

馮承斌

執業證書號碼：P07451

香港，二零二五年三月二十八日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue	收益	5	1,212,949	1,247,682
Cost of sales	銷售成本		(858,043)	(837,943)
Gross profit	毛利		354,906	409,739
Other income and gains	其他收入及收益	5	73,059	142,982
Selling and marketing expenses	銷售及營銷開支		(7,866)	(9,818)
Administrative expenses	行政開支		(296,386)	(193,022)
Finance cost	財務費用	6	(253)	(122)
Share of profit of a joint venture	應佔一家合營企業溢利		1,043	333
PROFIT BEFORE TAX	除稅前溢利	7	124,503	350,092
Income tax expense	稅項開支	10	(66,233)	(86,846)
PROFIT FOR THE YEAR	年內溢利		58,270	263,246
OTHER COMPREHENSIVE INCOME/ (EXPENSE)	其他全面收入／(開支)			
Other comprehensive income/(expense) that may not be reclassified to profit or loss in subsequent periods:	可能不會在後續期間重新分類至 損益的其他全面收入／(開支)：			
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額		(2,565)	12,317
OTHER COMPREHENSIVE INCOME/ (EXPENSE) FOR THE YEAR	年內其他全面收入／(開支)		(2,565)	12,317
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額		55,705	275,563
Profit attributable to:	下列各項應佔溢利：			
Owners of the parent	母公司擁有人		56,957	257,048
Non-controlling interests	非控股權益		1,313	6,198
			58,270	263,246
Total comprehensive income attributable to:	下列各項應佔全面收入總額：			
Owners of the parent	母公司擁有人		54,392	269,365
Non-controlling interests	非控股權益		1,313	6,198
			55,705	275,563
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人 應佔每股盈利			
Basic and diluted	基本及攤薄	12	RMB 人民幣 2.9 cents 分	RMB 人民幣 12.9 cents 分

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2024 二零二四年十二月三十一日

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property and equipment	物業及設備	13	36,142	32,204
Investment properties	投資物業	14	996,686	1,026,077
Intangible asset	無形資產	17	147	400
Prepayments	預付款項	20	5,024	6,096
Amount due from a related party	應收關聯方款項	31(a)	747,756	–
Investment in a joint venture	於一家合營企業的投資	18	2,619	2,259
Deferred tax assets	遞延稅項資產	24	56,198	58,921
Total non-current assets	非流動資產總值		1,844,572	1,125,957
CURRENT ASSETS	流動資產			
Trade receivables	貿易應收款項	19	264,062	274,428
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	103,963	202,729
Amount due from a related party	應收關聯方款項	31(a)	–	635,853
Cash and cash equivalents	現金及現金等價物	21	1,299,809	1,157,372
Total current assets	流動資產總值		1,667,834	2,270,382
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	22	135,803	118,377
Other payables and accruals	其他應付款項及應計費用	23	328,278	306,139
Contract liabilities	合約負債	23	261,894	253,312
Tax payable	應付稅項		49,375	41,958
Total current liabilities	流動負債總值		775,350	719,786
NET CURRENT ASSETS	流動資產淨值		892,484	1,550,596
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		2,737,056	2,676,553
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	15	1,870	–
Deferred tax liabilities	遞延稅項負債	24	1,301	100
Total non-current liabilities	非流動負債總額		3,171	100
Net assets	資產淨值		2,733,885	2,676,453

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

31 December 2024 二零二四年十二月三十一日

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註			
EQUITY		權益		
Equity attributable to owners of the parent		母公司擁有人應佔權益		
Issued capital	25	已發行股本	16,024	16,024
Reserves	26	儲備	2,695,840	2,639,721
			2,711,864	2,655,745
Non-controlling interests		非控股權益	22,021	20,708
Total equity		權益總額	2,733,885	2,676,453

Wong Lun
 黃倫
Director
 董事

Niu Wei
 牛偉
Director
 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Issued capital 已發行 股本 RMB'000 人民幣千元 (note 25) (附註 25)	Share premium account 股份 溢價賬 RMB'000 人民幣千元	Capital reserve 資本 儲備 RMB'000 人民幣千元	Merger reserve 合併 儲備 RMB'000 人民幣千元 (note 26(b)) (附註 26(b))	Statutory surplus reserve 法定盈餘 儲備 RMB'000 人民幣千元 (note 26(a)) (附註 26(a))	Exchange reserve 匯兌 儲備 RMB'000 人民幣千元	Retained profits 保留 溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non- controlling interests 非控股 權益 RMB'000 人民幣千元	Total equity 權益 總計 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日	16,024	1,614,641	460	13,716	25,446	(14,782)	1,000,240	2,655,745	20,708	2,676,453
Profit for the year	年內溢利	-	-	-	-	-	-	56,957	56,957	1,313	58,270
Other comprehensive expense for the year:	年內其他全面開支：										
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	-	-	-	-	-	(2,565)	-	(2,565)	-	(2,565)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	-	-	-	-	-	(2,565)	56,957	54,392	1,313	55,705
Transfer to statutory surplus reserve	轉撥至法定盈餘儲備	-	-	-	-	5,575	-	(5,575)	-	-	-
Share-based payment expenses	以股份為基礎的付款 開支	-	1,727	-	-	-	-	-	1,727	-	1,727
At 31 December 2024	於二零二四年 十二月三十一日	16,024	1,616,368*	460*	13,716*	31,021*	(17,347)*	1,051,622*	2,711,864	22,021	2,733,885

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Issued capital 已發行 股本	Share premium account 股份 溢價賬	Capital reserve 資本 儲備	Merger reserve 合併 儲備	Statutory surplus reserve 法定盈餘 儲備	Exchange reserve 匯兌 儲備	Retained profits 保留 溢利	Total	Non- controlling interests 非控股 權益	Total equity 權益 總計
		RMB'000 人民幣千元 (note 25) (附註 25)	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (note 26(b)) (附註 26(b))	RMB'000 人民幣千元 (note 26(a)) (附註 26(a))	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	17,292	1,800,443	460	13,716	24,237	(27,099)	744,401	2,573,450	14,510	2,587,960
Profit for the year	年內溢利	-	-	-	-	-	-	257,048	257,048	6,198	263,246
Other comprehensive income for the year:	年內其他全面收入：										
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	-	-	-	-	-	12,317	-	12,317	-	12,317
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	12,317	257,048	269,365	6,198	275,563
Transfer to statutory surplus reserve	轉撥至法定盈餘儲備	-	-	-	-	1,209	-	(1,209)	-	-	-
Share-based payment expenses	以股份為基礎的付款 開支	-	1,693	-	-	-	-	-	1,693	-	1,693
Repurchase and cancellation of shares (note 25)	回購及註銷股份 (附註 25)	(1,268)	(187,495)	-	-	-	-	-	(188,763)	-	(188,763)
At 31 December 2023	於二零二三年 十二月三十一日	16,024	1,614,641*	460*	13,716*	25,446*	(14,782)*	1,000,240*	2,655,745	20,708	2,676,453

* These reserve accounts comprise the consolidated reserves of approximately RMB2,695,840,000 (2023: RMB2,639,721,000) in the consolidated statement of financial position.

* 該等儲備賬目包括於綜合財務狀況表的綜合儲備約人民幣2,695,840,000元(二零二三年：人民幣2,639,721,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量			
Profit before tax	除稅前溢利		124,503	350,092
Adjustments for:	調整：			
Finance cost	財務費用	6	253	122
Interest income	利息收入	5	(62,464)	(85,516)
Depreciation of property and equipment	物業及設備折舊	7	15,324	15,708
Depreciation of right-of-use assets	使用權資產折舊	7	3,126	3,973
Depreciation of investment properties	投資物業折舊	7	29,391	264
Amortisation of an intangible asset	無形資產攤銷	7	253	253
Impairment losses of trade receivables	貿易應收款項減值虧損	7	91,210	1,242
Impairment losses/(reversal of impairment losses) of amount due from a related party	應收關聯方款項減值虧損／ (減值虧損撥回)	7	3,361	(406)
Impairment loss of goodwill	商譽減值虧損	7	—	748
Gain on bargain purchase	議價收購的收益	5	—	(44,051)
Gain on disposal of items of property and equipment, net	出售物業及設備項目 收益淨額	5	(99)	(5)
Share-based payment expenses	以股份為基礎的付款開支	7	1,727	1,693
Share of profit of a joint venture	應佔一家合營企業溢利		(1,043)	(333)
			205,542	243,784
Increase in trade receivables	貿易應收款項增加		(80,844)	(92,551)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他 應收款項減少		49,304	8,580
Increase in trade payables	貿易應付款項增加		17,426	33,473
Increase in other payables and accruals	其他應付款項及應計費用增加		19,248	21,974
Increase in contract liabilities	合約負債增加		8,582	51,548
Cash generated from operations	經營產生所得現金		219,258	266,808
Interest received	已收利息		113,006	45,015
Interest paid	已付利息		(253)	(122)
Income tax paid	已付所得稅		(54,892)	(96,288)
Net cash flows from operating activities	經營活動所得現金流量淨額		277,119	215,413

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2024 截至二零二四年十二月三十一日止年度

	Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchases of items of property and equipment	購置物業及設備項目	(15,148)	(17,799)
Acquisition of subsidiaries	收購附屬公司	27	(1,085,676)
Proceeds from disposal of items of property and equipment	出售物業及設備項目所得款項	412	383
Dividend income received from a joint venture	收取一家合營公司的股息	683	—
Decrease/(increase) in amounts due from related parties	應收關聯方款項減少／(增加)	(115,395)	8,998
Decrease in time deposits with original maturity over three months	原到期日多於三個月之定期存款減少	649,300	10,000
Decrease in pledged time deposits	已抵押定期存款減少	—	1,000,000
Net cash flows from/(used in) investing activities	投資活動所得／(所用)現金流量淨額	519,852	(84,094)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Repurchase and cancellation of shares	回購及注銷股份	25	(188,763)
Lease payments	租賃支付	(2,793)	(4,102)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(2,793)	(192,865)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加／(減少) 淨額	794,178	(61,546)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	204,872	264,790
Effect of foreign exchange rate changes, net	匯率變動的影響淨額	(2,441)	1,628
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	996,609	204,872
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所列之現金及現金等價物	21	1,157,372
Less: Non-pledged time deposits with original maturity over three months when acquired	減：購入原到期日多於三個月之未經抵押定期存款	(303,200)	(952,500)
Cash and cash equivalents as stated in the consolidated statement of cash flows	如綜合現金流量表所示的現金及現金等價物	996,609	204,872

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

1. CORPORATE INFORMATION

SCE Intelligent Commercial Management Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 20 August 2019. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The addresses of the principal place of business of the Company in the People’s Republic of China (the “PRC”) and Hong Kong are 5/F, SCE Tower, No. 2, Lane 1688, Shenchang Road, Hongqiao Business District, Shanghai, China and Room 2801, Hysan Place, 500 Hennessy Road, Causeway Bay, Hong Kong, respectively. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 2 July 2021.

The Company and its subsidiaries (collectively referred to as the “Group”) were involved in the provision of property management services and commercial operational services in the PRC during the year.

In the opinion of the directors of the Company, Happy Scene Global Limited, a company incorporated in the British Virgin Islands (the “BVI”), is the immediate holding company of the Company, and China SCE Group Holdings Limited (together with its subsidiaries but excluding the Group, the “China SCE Group”), a company incorporated in the Cayman Islands and whose shares are listed on the Main Board of the Stock Exchange, is the controlling shareholder of the Company.

1. 企業資料

中駿商管智慧服務控股有限公司(「本公司」)為於二零一九年八月二十日在開曼群島註冊成立的有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司於中華人民共和國(「中國」)及香港的主要營業地點的地址分別為中國上海市虹橋商務區申長路1688弄2號中駿集團大廈5樓及香港銅鑼灣軒尼詩道500號希慎廣場2801室。於二零二一年七月二日，本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司及其附屬公司(統稱為「本集團」)於年內在中國提供物業管理服務及商業運營服務。

本公司董事認為，樂景環球有限公司(一家在英屬處女群島(「英屬處女群島」)註冊成立的公司)為本公司的直接控股公司，及中駿集團控股有限公司(連同其附屬公司但不包括本集團，統稱為「中駿集團」)(一家在開曼群島註冊成立的公司，其股份於聯交所主板上市)為本公司的控股股東。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

1. CORPORATE INFORMATION (Continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries as at 31 December 2024 are as follows:

Name 名稱	Place of incorporation/ registration and business 成立／註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股／註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Lofty Idea Enterprises Limited 高思企業有限公司	BVI 英屬處女群島	US\$100 100美元	100%	–	Investment holding 投資控股
Mega Time Developments Limited 巨時發展有限公司	BVI 英屬處女群島	US\$100 100美元	–	100%	Investment holding 投資控股
Shine Sino Limited 輝華有限公司	BVI 英屬處女群島	US\$100 100美元	100%	–	Investment holding 投資控股
Cheer Fantasy Investment Limited 志億投資有限公司	Hong Kong 香港	HK\$100 100港元	–	100%	Investment holding 投資控股
First Bright Management Limited 輝信管理有限公司	Hong Kong 香港	HK\$100 100港元	–	100%	Investment holding 投資控股
Superior Management Limited 中盛管理有限公司	Hong Kong 香港	HK\$100 100港元	–	100%	Investment holding 投資控股
Nan'an Meilin China SCE Commercial Management Co., Ltd ** 南安美林中駿商業管理有限公司**	PRC/Mainland China 中國／中國內地	RMB5,000,000 人民幣5,000,000元	–	100%	Property management 物業管理
Shanghai China SCE Hongshen Commercial Management Co., Ltd ** 上海中駿虹申商業管理服務有限公司**	PRC/Mainland China 中國／中國內地	RMB10,000,000 人民幣10,000,000元	–	100%	Property management 物業管理
Xiamen China SCE Commercial Management Co., Ltd** 廈門中駿商業管理有限公司**	PRC/Mainland China 中國／中國內地	RMB100,000,000 人民幣100,000,000元	–	100%	Property management 物業管理

1. 企業資料(續)

有關附屬公司的資料

本公司之主要附屬公司於二零二四年十二月三十一日之詳情如下：

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

1. CORPORATE INFORMATION (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries as at 31 December 2024 are as follows: (Continued)

Name 名稱	Place of incorporation/ registration and business 成立／註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股／註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Quanzhou Taicheng Commercial Property Management Co., Ltd **	PRC/Mainland China	RMB10,000,000	–	100%	Property management
泉州泰城商業物業管理有限公司 **	中國／中國內地	人民幣 10,000,000 元			物業管理
Beijing World City Property Management Co., Ltd**	PRC/Mainland China	RMB50,000,000	–	100%	Property management
北京世界城物業管理有限公司 **	中國／中國內地	人民幣 50,000,000 元			物業管理
Quanzhou World City Property Management Co., Ltd**	PRC/Mainland China	RMB10,000,000	–	58%	Property management
泉州世界城物業管理有限公司 **	中國／中國內地	人民幣 10,000,000 元			物業管理
Xiamen Cippon Tai Wo Property Management Co., Ltd^#	PRC/Mainland China	HK\$1,500,000	–	100%	Property management
廈門世邦泰和物業管理有限公司 ^#	中國／中國內地	1,500,000 港元			物業管理
Fujian Cippon Tai Wo Property Management Co., Ltd **	PRC/Mainland China	RMB10,000,000	–	100%	Property management
福建世邦泰和物業管理有限公司 **	中國／中國內地	人民幣 10,000,000 元			物業管理
Cippon Tai Wo (Shanghai) Property Management Co., Ltd**	PRC/Mainland China	RMB5,000,000	–	100%	Property management
世邦泰和(上海)物業管理有限公司 **	中國／中國內地	人民幣 5,000,000 元			物業管理

1. 企業資料(續)

有關附屬公司的資料(續)

本公司之主要附屬公司於二零二四年十二月三十一日之詳情如下：(續)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

1. CORPORATE INFORMATION (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries as at 31 December 2024 are as follows: (Continued)

Name 名稱	Place of incorporation/ registration and business 成立／註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股／註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shangqiu Anshu Property Management Co., Ltd **	PRC/Mainland China	RMB500,000	–	100%	Property management
商丘市安舒物業管理有限公司 **	中國／中國內地	人民幣 500,000 元			物業管理
Shanghai China SCE Commercial Management Co., Ltd ^#	PRC/Mainland China	RMB12,200,000	–	100%	Commercial operational services
上海中駿商業管理有限公司 ^#	中國／中國內地	人民幣 12,200,000 元			商業營運服務
Beijing Taiteng Real Estate Co., Ltd. ^#	PRC/Mainland China	RMB600,000,000	–	100%	Property investment
北京泰騰置業有限公司 ^#	中國／中國內地	人民幣 600,000,000 元			物業投資

* Registered as domestic limited liability companies under PRC law.

* 根據中國法律註冊的國內有限公司。

^ Registered as wholly-foreign-owned enterprises under PRC law.

^ 根據中國法律註冊的外商獨資企業。

The English names of these companies represent the best effort made by management of the Company to directly translate their Chinese names as they did not register any official English name.

該等公司並未註冊任何正式英文名稱，故該等公司之英文名稱乃由本公司董事盡力以該等公司的中文名稱直譯而得。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表列出本公司的附屬公司，董事認為其主要影響年內的業績或構成本集團資產淨值的一大部分。董事認為倘列出其他附屬公司的詳情會令篇幅過份冗長。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with HKFRS Accounting Standards (“HKFRSs”) (which include all HKFRS Accounting 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. They have been prepared under the historical cost convention. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (“RMB’000”) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2024.

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1 編製基準

該等財務報表乃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會計準則（「香港財務報告準則」）（包括所有香港財務報告準則會計準則、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。其亦按歷史成本慣例編製。除另有註明外，該等財務報表均以人民幣（「人民幣」）呈列，而當中所有金額均約整至最接近的千位數（「人民幣千元」）。

合併基準

綜合財務報表包括本公司及其附屬公司截至二零二四年十二月三十一日止年度之財務報表。

附屬公司為本公司直接或間接控制之實體（包括結構性實體）。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象之權力（即本集團獲賦予現有能力以主導投資對象相關活動之既存權利）影響該等回報時，即取得控制權。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準(續)

合併基準(續)

一般而言，假設大多數的投票權導致控制權。倘本公司擁有少於投資對象大多數投票或類似的權利，則本集團於評估其是否擁有對投資對象之權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票者之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司的財務報表乃按與本公司相同的報告期間及一致的會計政策編製而成。附屬公司的業績自本集團取得控制權當日起合併入賬，並繼續合併入賬直至該控制權終止當日止。

損益及其他全面收益之各組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益結餘出現虧絀。所有本集團內公司間之資產及負債、權益、收入、開支以及與本集團成員公司之間交易有關之現金流量均於合併時悉數抵銷。

倘事實及情況顯示上文所述的三項控制因素中一項或多項出現變動，本集團會重新評估其是否仍然控制投資對象。倘於附屬公司的擁有權權益變動並無失去控制權，則按權益交易入賬。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i>
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i>
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

2.1 編製基準(續)

合併基準(續)

倘本集團失去對一間附屬公司之控制權，則終止確認相關資產（包括商譽）、負債、任何非控股權益及匯兌儲備，並確認所保留任何投資之公允值及損益內任何因此產生之盈餘或虧絀。先前於其他全面收益內確認之本集團應佔部分則按倘本集團直接出售有關資產或負債所規定之相同基準重新分類至損益或保留溢利（如適用）。

2.2 會計政策變動及披露變更

於本年度財務報表，本集團已首次採納以下經修訂香港財務報告準則。

香港財務報告準則第16號的修訂	售後租回的租賃負債
香港會計準則第1號的修訂	負債分類為流動或非流動（「二零二零年修訂」）
香港會計準則第1號的修訂	附帶契約的非流動負債（「二零二二年修訂」）
香港會計準則第7號及香港財務報告準則第7號的修訂	供應商融資安排

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

The nature and impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of HKFRS 16, the amendments did not have any impact on the financial position or performance of the Group.

2.2 會計政策變動及披露變更 (續)

經修訂香港財務報告準則之性質及影響如下：

- (a) 香港財務報告準則第16號的修訂訂明賣方 — 承租人於計量售後租回交易中產生的租賃負債時所採用方法的規定，以確保賣方 — 承租人不確認與其保留的使用權有關的任何損益。由於本集團自香港財務報告準則第16號的初始應用日期起並無發生不取決於一項指數或利率的浮動租賃款項的售後租回交易，該等修訂並無對本集團的財務狀況或表現產生任何影響。

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2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

- (c) Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. As the Group does not have supplier finance arrangements, the amendments did not have any impact on the Group's financial statements.

2.2 會計政策變動及披露變更 (續)

- (b) 二零二零年修訂澄清將負債分類為流動或非流動的規定，包括延遲償還權利的涵義及延遲權利須於報告期末存在。負債的分類不受該實體行使其延遲償還權利的可能性的影響。該等修訂亦澄清負債可以用其自身的權益工具進行償還，只有當可轉換負債中的轉換選擇權本身作為權益工具入賬時，負債的條款才不會影響其分類。二零二二年修訂進一步澄清於貸款安排產生的負債契約中，僅實體須於報告日期或之前必須遵守的契約會影響該負債分類為流動或非流動。對於實體於報告期後十二個月內須遵守未來契約的非流動負債，須作出額外披露。

本集團已重新評估其於二零二三年一月一日及二零二四年一月一日的負債條款及條件，並作出結論，在初始應用該等修訂後，其負債分類為流動或非流動仍保持不變。因此，該等修訂並無對本集團的財務狀況或表現產生任何影響。

- (c) 香港會計準則第7號及香港財務報告準則第7號的修訂闡明供應商融資安排的特點，並規定須就該等安排作出額外披露。該等修訂的披露規定旨在協助財務報表使用者了解供應商融資安排對實體的負債、現金流量及流動資金風險的影響。由於本集團並無供應商融資安排，該等修訂對本集團財務報表並無產生任何影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these new and revised HKFRSs, if applicable, when they become effective.

HKFRS 18	<i>Presentation and Disclosure in Financial Statements³</i>
HKFRS 19	<i>Subsidiaries without Public Accountability: Disclosures³</i>
Amendments to HKFRS 9 and HKFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments²</i>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
Amendments to HKAS 21	<i>Lack of Exchangeability¹</i>
Annual Improvements to HKFRS Accounting Standards — Volume 11	<i>Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7²</i>

- ¹ Effective for annual periods beginning on or after 1 January 2025
- ² Effective for annual periods beginning on or after 1 January 2026
- ³ Effective for annual/reporting periods beginning on or after 1 January 2027
- ⁴ No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於此等財務報表內應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團擬於該等新訂及經修訂香港財務報告準則（如適用）生效時應用該等準則。

香港財務報告準則第18號	財務報表呈列和披露 ³
香港財務報告準則第19號	非公共受託責任的附屬公司：披露 ³
香港財務報告準則第9號及香港財務報告準則第7號的修訂	金融工具的分類及計量之修訂 ²
香港財務報告準則第10號及香港會計準則第28號的修訂	投資者與其聯營公司或合營企業之間的資產出售或投入 ⁴
香港會計準則第21號的修訂	缺乏可兌換性 ¹
香港財務報告準則會計準則之年度改進 — 第11卷	香港財務報告準則第1號、香港財務報告準則第7號、香港財務報告準則第9號、香港財務報告準則第10號及香港會計準則第7號的修訂 ²

- ¹ 於二零二五年一月一日或之後開始之年度期間生效
- ² 於二零二六年一月一日或之後開始之年度期間生效
- ³ 於二零二七年一月一日或之後開始之年度／報告期間生效
- ⁴ 未釐定強制生效日期，惟可供採納

預期適用於本集團之香港財務報告準則之進一步資料於下文描述。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As at consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 *Statement of Cash Flows*, HKAS 33 *Earnings per Share* and HKAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

HKFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other HKFRSs. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in HKFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with HKFRSs. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply HKFRS 19. Some of the Company's subsidiaries are considering the application of HKFRS 19 in their specified financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第18號取代香港會計準則第1號財務報表的呈列。儘管許多章節乃出自香港會計準則第1號並作出有限改動，但香港財務報告準則第18號引入損益表中呈列的新規定，包括指定的總額和小計。實體須將損益表內的所有收入及開支歸類為五大類別之一：經營、投資、融資、所得稅及已終止經營業務，並呈列兩個新定義的小計。該準則亦要求在單獨附註中披露管理層定義的業績指標，並對主要財務報表及附註中的資料分組（匯總及拆分）及位置提出了更嚴格的要求。先前載於香港會計準則第1號中的部分規定已移至香港會計準則第8號會計政策、會計估計變更及錯誤更正，並更名為香港會計準則第8號財務報表的編製基準。由於頒佈香港財務報告準則第18號，香港會計準則第7號現金流量表、香港會計準則第33號每股盈利及香港會計準則第34號中期財務報告作出了有限但廣泛適用的修訂。此外，其他香港財務報告準則亦作出輕微相應修訂。香港財務報告準則第18號及其他香港財務報告準則的相應修訂將於二零二七年一月一日或之後開始的年度期間生效，並可提早應用。須追溯應用。本集團目前正在分析新規定並評估香港財務報告準則第18號對本集團財務報表的呈列及披露的影響。

香港財務報告準則第19號允許合資格實體選擇應用經削減的披露規定，同時仍應用其他香港財務報告準則中的確認、計量及呈列規定。為符合資格，於報告期末，實體必須為香港財務報告準則第10號綜合財務報表所定義的附屬公司，並無公共受託責任，以及須擁有一間根據香港財務報告準則編製可供公眾使用之綜合財務報表的母公司（最終或中間控股公司）。可提早應用。由於本公司為上市公司，因此不符合選擇應用香港財務報告準則第19號的資格。本公司部分附屬公司正考慮應用香港財務報告準則第19號編製其特定財務報表。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKFRS 9 and HKFRS 7 clarify the date on which a financial asset or financial liability is derecognised and introduce an accounting policy option to derecognise a financial liability that is settled through an electronic payment system before the settlement date if specified criteria are met. The amendments clarify how to assess the contractual cash flow characteristics of financial assets with environmental, social and governance and other similar contingent features. Moreover, the amendments clarify the requirements for classifying financial assets with non-recourse features and contractually linked instruments. The amendments also include additional disclosures for investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments shall be applied retrospectively with an adjustment to opening retained profits (or other component of equity) at the initial application date. Prior periods are not required to be restated and can only be restated without the use of hindsight. Earlier application of either all the amendments at the same time or only the amendments related to the classification of financial assets is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第9號及香港財務報告準則第7號的修訂澄清了終止確認金融資產或金融負債的日期，並引入了一項會計政策選項，即在符合特定條件的情況下，終止確認在結算日之前通過電子支付系統結算的金融負債。該修訂闡明如何評估具有環境、社會及管治以及其他類似或然特性的金融資產的合約現金流量特性。此外，該修訂也澄清了對無追索權特性金融資產和合約掛鉤工具的分類規定。該等修訂內容亦包括對指定為按公允價值計入其他全面收益的權益工具以及具有或然特性的金融工具投資的額外披露規定。該等修訂應追溯應用，並調整首次應用日的期初保留溢利（或權益的其他組成部分）。過往期間無須重列，且僅可在不作出預知的情況下重列。可提早同時應用所有修訂或僅提早應用關於金融資產的分類之修訂。預期該等修訂不會對本集團的財務報表產生任何重大影響。

香港財務報告準則第10號及香港會計準則第28號的修訂解決香港財務報告準則第10號及香港會計準則第28號之間對於處理投資者與其聯營公司或合營企業之間資產出售或投入的規定的不一致情況。該等修訂要求於資產出售或投入構成一項業務時，須確認下游交易產生的全數收益或虧損。對於不構成業務的資產交易，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂將前瞻性應用。香港財務報告準則第10號及香港會計準則第28號的修訂的以往強制生效日期已被香港會計師公會剔除。然而，該等修訂可於現時採納。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

Annual Improvements to HKFRS Accounting Standards — Volume 11 set out amendments to HKFRS 1, HKFRS 7 (and the accompanying Guidance on implementing HKFRS 7), HKFRS 9, HKFRS 10 and HKAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

HKFRS 7 *Financial Instruments: Disclosures*: The amendments have updated certain wording in paragraph B38 of HKFRS 7 and paragraphs IG1, IG14 and IG20B of the Guidance on implementing HKFRS 7 for the purpose of simplification or achieving consistency with other paragraphs in the standard and/or with the concepts and terminology used in other standards. In addition, the amendments clarify that the Guidance on implementing HKFRS 7 does not necessarily illustrate all the requirements in the referenced paragraphs of HKFRS 7 nor does it create additional requirements. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第21號的修訂訂明實體應如何評估某一貨幣可否兌換為另一種貨幣及於缺乏可兌換性時應如何估計於計量日的即期匯率。該等修訂要求披露有助財務報表使用者了解不可兌換貨幣的影響的資料，並允許提早應用。於應用該等修訂時，實體不可重列比較資料。初始應用該等修訂的任何累計影響應於初始應用之日確認為對保留溢利期初結餘或對權益單獨組成部分中所累積匯兌差額累計金額的調整（如適用）。預期該等修訂不會對本集團的財務報表產生任何重大影響。

香港財務報告準則會計準則的年度改進 — 第11卷載列香港財務報告準則第1號、香港財務報告準則第7號（及隨附的香港財務報告準則第7號實施指引）、香港財務報告準則第9號、香港財務報告準則第10號及香港會計準則第7號的修訂。預期適用於本集團的修訂詳情如下：

香港財務報告準則第7號金融工具：披露：該等修訂已更新香港財務報告準則第7號第B38段及香港財務報告準則第7號實施指引第IG1、IG14及IG20B段的若干措辭，以簡化或與準則中的其他段落及／或其他準則中使用的概念及術語保持一致。此外，該等修訂釐清了香港財務報告準則第7號實施指引並不一定說明香港財務報告準則第7號參考段落中的所有規定，亦不會產生額外規定。可提早應用。預期該等修訂對本集團的財務報表並無任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 9 *Financial Instruments*: The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with HKFRS 9, the lessee is required to apply paragraph 3.3.3 of HKFRS 9 and recognise any resulting gain or loss in profit or loss. In addition, the amendments have updated certain wording in paragraph 5.1.3 of HKFRS 9 and Appendix A of HKFRS 9 to remove potential confusion. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

HKFRS 10 *Consolidated Financial Statements*: The amendments clarify that the relationship described in paragraph B74 of HKFRS 10 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor, which removes the inconsistency with the requirement in paragraph B73 of HKFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

HKAS 7 *Statement of Cash Flows*: The amendments replace the term "cost method" with "at cost" in paragraph 37 of HKAS 7 following the prior deletion of the definition of "cost method". Earlier application is permitted. The amendments are not expected to have any impact on the Group's financial statements.

2.4 MATERIAL ACCOUNTING POLICIES

Investment in a joint venture

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第9號金融工具：該修訂釐清，當承租人根據香港財務報告準則第9號釐定租賃負債已終止時，承租人須應用香港財務報告準則第9號第3.3.3段，並將任何由此產生的收益或虧損於損益確認。此外，該修訂也更新了香港財務報告準則第9號第5.1.3段及香港財務報告準則第9號附錄A中的某些措辭，以消除潛在的混淆。可提早應用。預期該等修訂對本集團的財務報表並無任何重大影響。

香港財務報告準則第10號綜合財務報表：該修訂釐清香港財務報告準則第10號第B74段中所描述的關係只是投資者與作為投資者實際代理的其他各方之間可能存在的各種關係的其中一個例子，從而消除與香港財務報告準則第10號第B73段的規定的不一致。可提早應用。預期該等修訂對本集團的財務報表並無任何重大影響。

香港會計準則第7號現金流量表：先前刪除「成本法」定義後，該修訂將香港會計準則第7號第37段的「成本法」一詞替換為「按成本」。可提早應用。預期該等修訂對本集團的財務報表並無任何重大影響。

2.4 重大會計政策

於合營企業的投資

合營企業是一種合營安排，據此，對安排享有共同控制權的各方對合營企業的淨資產享有權利。共同控制指在合約上同意分享安排的控制權，這僅在關於相關活動的決定須獲分享控制權各方一致同意時存在。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investment in a joint venture (Continued)

The Group's investment in a joint venture is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of a joint venture is included in profit or loss. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint venture are eliminated to the extent of the Group's investment in the joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of the joint venture is included as part of the Group's investment in a joint venture.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.4 重大會計政策 (續)

於合營企業的投資 (續)

本集團於合營企業的投資乃以權益會計法，按本集團應佔的資產淨值減去任何減值虧損後，在綜合財務狀況表內列賬。

本集團已作出調整以使可能存在的任何非類似會計政策保持一致。

本集團應佔合營企業的收購後業績及其他全面收入計入損益表內。此外，當直接在合營企業的權益中確認變動時，本集團會在綜合權益變動表內確認其應佔的任何變動（如適用）。本集團與其合營企業進行交易而產生的未實現盈虧互相抵銷，金額以本集團於合營企業的投資為限，但倘未實現虧損證明所轉讓資產發生減值則除外。收購合營企業產生的商譽包括在本集團於合營企業的投資內。

倘於一家聯營公司的投資成為在合營企業的投資或反之亦然，則不重新計量保留權益，且該投資繼續使用權益法入賬。於所有其他情況下，在失去對聯營公司的重大影響力或對其合營企業的共同控制權後，本集團以其公允值計量及確認任何保留投資。於聯營公司或合營企業失去重大影響力或共同控制權後的賬面值與保留投資的公允值及出售所得款項之間的任何差額在損益中確認。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations other than those under common control and goodwill

Business combinations other than those under common control are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 重大會計政策(續)

業務合併(受共同控制的合併除外)及商譽

業務合併(該等受共同控制的合併除外)乃採用收購法列賬。已轉讓代價乃按收購日期的公允值計量，而該公允值為本集團轉讓的資產於收購日期的公允值、本集團對被收購方前擁有人承擔的負債，及本集團所發行以換取被收購方控制權的股權的總和。於各業務合併中，本集團選擇是否按公允值或於被收購方可識別淨資產的應佔比例計量於被收購方的非控股權益。非控股權益的所有其他部分均按公允值計量。收購相關成本於產生時支銷。

本集團收購一項業務時會根據於收購日期的合約條款、經濟環境及相關條件，評估須承擔的金融資產及負債以作出適合的分類及指定，其中包括分離被收購方主合約中的嵌入式衍生工具。

如業務合併分階段進行，先前持有的股權按其於收購日期的公允值重新計量，所產生的任何盈虧在損益中確認。

收購方將轉讓的任何或然代價按於收購日期的公允值確認。分類為資產或負債的或然代價按公允值計量，及其公允值變動於損益內確認。分類為權益的或然代價不重新計量，其後結算在權益中入賬。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations other than those under common control and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 重大會計政策(續)

業務合併(受共同控制的合併除外)及商譽(續)

商譽最初按成本計量，即已轉讓代價、就非控股權益確認的金額及本集團先前持有的被收購方股權的任何公允值總額，超過所收購可識別資產及所承擔負債的差額。如該代價與其他項目的總額低於所收購淨資產的公允值，於重新評估後該差額於損益內確認為議價收購的收益。

初步確認後，商譽按成本減去任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行測試。本集團於十二月三十一日進行商譽的年度減值測試。就減值測試而言，因業務合併而取得的商譽自收購日期起被分配至本集團各現金產生單位或預期可從合併產生的協同效益中獲益的現金產生單位組別，而無論本集團其他資產或負債是否已分配至該等單位或單位組別。

減值乃通過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額釐定。倘現金產生單位(現金產生單位組別)的可收回金額少於賬面值，則確認減值虧損。已就商譽確認的減值虧損不得於隨後期間撥回。

倘商譽已分配至現金產生單位(或現金產生單位組別)而該單位的部分業務被出售，則在釐定出售收益或虧損時，與所出售業務相關的商譽會計入該業務的賬面值。在該等情況下出售的商譽，乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 重大會計政策(續)

公允值計量

公允值乃在市場參與者於計量日期進行的有序交易中出售資產所收取或轉移負債所支付的價格。公允值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場或(在未有主要市場的情況下)於資產或負債的最有利市場進行。主要或最有利市場須位於本集團可進入的市場。資產或負債的公允值乃基於市場參與者為資產或負債定價所用的假設計量(假設市場參與者依照彼等的最佳經濟利益行事)。

非金融資產的公允值計量則參考市場參與者有能力以最高及最佳用途使用該資產，或將該資產售予另一能夠以最高及最佳用途使用該資產的市場參與者所產生的經濟效益。

本集團使用適用於該等情況的估值方法，而其有足夠資料計量公允值，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each of the reporting period.

2.4 重大會計政策 (續)

公允值計量 (續)

於綜合財務報表中計量或披露公允值的所有資產及負債，均根據對公允值計量整體而言屬重大的最低級別輸入數據在下述公允值層級內進行分類：

- 第一層級 — 基於相同資產或負債於活躍市場的報價（未經調整）
- 第二層級 — 基於對公允值計量而言屬重大的可觀察（直接或間接）最低級別輸入數據的估值方法
- 第三層級 — 基於對公允值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

就按經常基準於綜合財務報表中確認的資產及負債而言，本集團於各報告期間結束時會重新評估分類方法（基於對整體公允值計量而言屬重大的最低層級輸入數據），以釐定轉撥是否已於各層級之間發生。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for non-financial asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 重大會計政策(續)

非金融資產減值

倘存在任何減值跡象，或當須每年就非金融資產進行減值測試，則會估計資產的可收回金額。資產的可收回金額乃按資產或現金產生單位的使用價值與公允值減出售成本兩者的較高者計算，而個別資產須分開計算，除非資產並無產生明顯獨立於其他資產或資產組別的現金流入，於此情況下，則可收回金額按資產所屬現金產生單位釐定。對現金產生單位進行減值測試時，倘可以建立合理及一致的分配基準，公司資產賬面值之部分（例如總部大樓）會被分配至個別現金產生單位，否則會被分配到最小的現金產生單位組別。

僅在資產賬面值高於其可收回金額的情況下，方會確認減值虧損。評估使用價值時，估計日後現金流量按可採用反映金錢時間值及資產特定風險的現時市場評估的稅前折現率貼現至其現值。減值虧損按其在與該減值資產功能相符的開支類別中產生的期間內自損益中扣除。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

2.4 重大會計政策 (續)

非金融資產減值 (續)

本集團會於各報告期間結束時評估是否有任何跡象顯示以前所確認的減值虧損已不存在或可能減少。倘出現此等跡象，則會估計可收回金額。僅當用以確定資產(商譽除外)可收回金額的估計有變時，方會撥回先前確認的資產減值虧損，但撥回後的數額不得超逾假設往年並無就該項資產確認減值虧損而應釐定的賬面值(扣除任何折舊／攤銷)。該減值虧損撥回於產生期間內計入損益，除非資產按重估金額入賬，在此情況下，減值虧損撥回根據該重估資產的有關會計政策列賬。

關聯方

以下人士被視為本集團的關聯方，倘：

- (a) 該人士為一名人士或該人士家庭的密切家庭成員，而該人士：
 - (i) 擁有對本集團的控制權或共同控制權；
 - (ii) 對本集團產生重大的影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員的一名成員；

或

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

2.4 重大會計政策 (續)

Related parties (Continued)

關聯方 (續)

(b) the party is an entity where any of the following conditions applies:

(b) 該人士為符合下列任何一項條件的實體：

(i) the entity and the Group are members of the same group;

(i) 該實體與本集團屬同一集團的成員公司；

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(ii) 一家實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；

(iii) the entity and the Group are joint ventures of the same third party;

(iii) 該實體與本集團為同一第三方的合營企業；

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(iv) 一家實體為第三方的合營企業，而另一實體為該第三方的聯營公司；

(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;

(v) 該實體乃為本集團或本集團相關實體僱員的利益而設立的離職後福利計劃；

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vi) 該實體由(a)所述人士控制或共同控制；

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(vii) 於(a)(i)所識別人士對實體具有重大影響力或屬該實體（或該實體母公司）主要管理人員的一名成員；及

(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 parent of the Group.

(viii) 該實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Property and equipment and depreciation

Property and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Furniture, fixtures and office equipment	20% to 33%
Motor vehicles	20% to 33%

Where parts of an item of property and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 重大會計政策 (續)

物業及設備與折舊

物業及設備乃按成本減累計折舊及任何減值虧損列賬。物業及設備項目的成本包括其購買價及任何令資產達致運作狀態及地點作擬定用途的直接應佔成本。

所有於物業及設備項目投入運作後產生的支出，如維修及保養費等，通常於該等支出產生期間自損益扣除。倘符合確認條件，主要檢查支出於資產賬面值內予以資本化作為置換。倘大部分物業及設備須不時置換，本集團確認該部分物業及設備為具有特定使用年期的個別資產及相應地對其作出折舊。

折舊乃以直線法按其估計可使用年期撇銷各物業及設備項目的成本至其剩餘價值。用作該用途的主要年利率如下：

傢俱、固定裝置及辦公設備	20%至33%
車輛	20%至33%

倘物業及設備項目各部分的可使用年期各有不同，則該項目的成本按合理基準在各部分之間進行分配，每部分單獨計算折舊。剩餘價值、可使用年期及折舊方法至少會於各財政年度結束時檢討及調整（如適用）。

物業及設備項目（包括任何經初步確認的重大部分）於出售時或預期待日後使用或出售不會產生經濟利益時終止確認。於終止確認該資產的年度於損益確認的出售或棄用任何盈虧為有關資產出售所得款項淨額與賬面值之間的差額。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are interests in buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at cost less subsequent accumulated depreciation and any impairment losses.

Depreciation on leasehold properties is provided to write off the cost of the properties over the shorter of the estimated useful lives and the lease terms of 3 years using the straight-line method.

Depreciation on shopping mall is provided to write off the cost of the property over the estimated useful lives of 35 years using the straight-line method.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

Intangible asset (other than goodwill)

Intangible asset acquired separately is measured on initial recognition at cost. The cost of an intangible asset acquired in a business combination is the fair value at the date of acquisition. The useful life of an intangible asset is assessed to be either finite or indefinite. An intangible asset with a finite life is subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 重大會計政策(續)

投資物業

投資物業乃為賺取租金收入及／或資本增值的樓宇權益(包括使用權資產)該等物業初步按成本(包括交易成本)計量。於初步確認後，投資物業按成本減其後累計折舊及任何減值虧損列賬。

就租賃物業折舊作出撥備以就估計可使用年期及3年租期兩者的較短者採用直線法撇銷該等物業的成本。

就購物商場折舊作出撥備以就估計可使用年期35年採用直線法撇銷該物業的成本。

棄用或出售投資物業所產生的任何盈虧於棄用或出售的年度於損益內確認。

無形資產(商譽除外)

單獨收購的無形資產於初始確認時按成本計量。於業務合併中所收購無形資產的成本為收購日期的公允值。無形資產的使用年期評估為有限或無限年期。有限年期的無形資產其後在可用經濟年期内攤銷，在有跡象顯示無形資產可能減值時評估減值。具有有限使用年期的無形資產的攤銷期及攤銷方法至少於各財政年度結束時檢討一次。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Intangible asset (other than goodwill) (Continued)

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement of an intangible asset recognised in profit or loss in the period is the difference between the net sales proceeds and the carrying amount of the relevant intangible asset.

Customer relationship

Customer relationship acquired in a business combination is recognised at fair value at the acquisition date. The customer relationship has a finite useful life and is stated at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected useful life, taking into account the prior experience of the renewal pattern of property management contracts, which is 5 years.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets, included in "property and equipment" or "investment properties" line items on the face of the statement of financial position, representing the right to use the underlying assets.

2.4 重大會計政策 (續)

無形資產 (商譽除外) (續)

無形資產乃於出售時或於預期日後使用或出售該等資產不會產生經濟利益時終止確認。於該期間出售或棄用在損益中確認的無形資產所產生的任何盈虧為相關無形資產的銷售所得款項淨額與賬面值之間的差額。

客戶關係

於業務合併中獲得的客戶關係乃按於收購日期的公允值確認。客戶關係具有限使用年期並按成本減累計攤銷列賬。攤銷乃於預期可使用年期(即5年)內採用直線法進行計算，並會考慮過往物業管理合約續期模式經驗。

租賃

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約於一段時間內為換取代價而讓渡有關使用一項可識別資產的控制權，則該合約為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採用單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而在財務狀況表「物業及設備」或「投資物業」條目中包含的使用權資產指使用相關資產的權利。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful life of the underlying assets.

Buildings 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at cost model, in accordance with the Group's policy for "investment properties".

2.4 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用之日)確認。使用權資產按成本減累計折舊及任何減值虧損計量,並就任何重新計量租賃負債作出調整。使用權資產的成本包括已確認的租賃負債金額、已發生的初始直接成本,以及在開始日期或之前作出的租賃付款減去收到的任何租賃優惠。使用權資產乃就相關資產的租期及估計可使用年期的較短者按直線法折舊。

樓宇 3年

倘租賃資產的所有權於租賃期結束時轉移至本集團或成本反映購買選擇權的行使,則使用資產的估計可使用年期計算折舊。

當使用權資產符合投資物業的定義時,應計入投資物業。相應使用權資產初始按成本計量,其後根據本集團「投資物業」的政策按成本模式計量。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's current portion of lease liabilities is included in other payables and accruals whereas the non-current portion of lease liabilities is separately disclosed in the consolidated statement of financial position.

2.4 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債乃於租賃開始日期以租賃期內的租賃付款現值確認。租賃付款包括固定付款(包括實物固定付款)減去任何應收租賃優惠、取決於指數或費率的可變租賃付款，以及預期在剩餘價值擔保下支付的金額。租賃付款亦包括本集團合理地肯定行使的購買選擇權的行使價，及在租賃期反映本集團行使終止租賃選擇權的情況下終止租賃而需支付的罰款。於觸發付款的事件或條件發生時，不依賴於指數或費率的可變租賃付款將於該期間確認為開支。

在計算租賃付款的現值時，由於租賃中所隱含的利率不易確定，故本集團在租賃開始日期使用累計的借款利率。在開始日期之後，租賃負債的金額將會增加以反映利息的增加及減少以反映租賃付款。此外，如有租賃修改，租賃期發生變化，租賃付款發生變化(例如，由於指數或費率的變化而導致未來租賃付款的變化)或購買相關資產的選擇權評估的變更，租賃負債的賬面值將重新計量。

本集團的租賃負債的即期部分列入其他應付款項及應計費用中，而租賃負債的非即期部分則在綜合財務狀況表中單獨披露。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of office and staff quarters (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. 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. Rental income is accounted for on a straight-line basis over the lease term and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.4 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

(c) 短期租賃

本集團將短期租賃確認豁免應用於其辦公室及員工宿舍的短期租賃，即租賃期自開始日期起計為12個月或更短且不包含購買選擇權的租賃。

短期租賃的租賃付款在租賃期內按直線法確認為開支。

本集團作為出租人

本集團作為出租人時，於租賃開始時(或發生租賃變更時)將其每項租賃分類為經營租賃或融資租賃。

本集團並無轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團按相對獨立售價基準將合約中的代價分配至各組成部分。租金收入由於其經營性質而於租賃期內按直線法列賬並計入損益內收益。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租賃期內按租金收入的相同方法確認。或然租金乃於所賺取的期間內確認為收益。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessor (Continued)

Leases that transfer substantially all the risks and rewards incidental to ownership of underlying assets to the lessee are accounted for as finance leases.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or 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 on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

Financial assets

Initial recognition and measurement

Financial assets are all classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2.4 重大會計政策 (續)

租賃 (續)

本集團作為出租人 (續)

相關資產所有權附帶的絕大部分風險及回報轉移至承租人的租賃列作融資租賃。

本集團為中間出租人時，轉租乃參考主租賃所產生的使用權資產歸類為融資租賃或經營租賃。倘主租賃為本集團將資產負債表確認豁免應用於其中的短期租賃，則本集團將轉租歸類為經營租賃。

金融資產

初始確認及計量

金融資產於初始確認時均分類為其後按攤銷成本計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法（即不調整重大融資成分的影響）的貿易應收款項外，本集團初步按公允值（倘金融資產並非按公允值計入損益）另加交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收益確認」所載的政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本進行分類及計量，需產生純粹為支付本金及未償還本金利息的現金流量。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

2.4 重大會計政策(續)

金融資產(續)

初始確認及計量(續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式釐定現金流量是否來自收取合約現金流量，出售金融資產，或兩者兼有。按攤銷成本進行分類及計量的金融資產於旨在持有金融資產以收取合約現金流量的業務模式中持有，而按公允值計入其他全面收入進行分類及計量的金融資產於旨在持有以收取合約現金流量及出售的業務模式中持有。並非於上述業務模式中持有的金融資產乃按公允值計入損益進行分類及計量。

買賣指須在市場上通常由法規或慣例規定的期限內交付資產的金融資產並於交易日(即本集團承諾買賣該資產當日)確認。

後續計量

按攤銷成本列賬的金融資產(債務工具)

按攤銷成本列賬的金融資產其後使用實際利率法計量，並可能出現減值。當資產被終止確認、修訂或出現減值時，收益及虧損於損益確認。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 重大會計政策 (續)

終止確認金融資產

金融資產(或(如適用)金融資產的部分或同類金融資產組別的部分)主要在下述情況下終止確認(即自本集團的綜合財務狀況表中剔除):

- 自該資產收取現金流量的權利已到期;或
- 本集團已轉讓自該資產收取現金流量的權利,或須根據「轉移」安排在無嚴重延遲的情況下向第三方全數支付所獲得的現金流量;及(a)本集團已轉讓該資產的絕大部分風險及回報,或(b)本集團概無轉讓或保留該資產的絕大部分風險及回報但已轉讓該資產的控制權。

倘本集團已轉讓自一項資產收取現金流量的權利或訂立轉移安排,則會評估是否保留該資產擁有權的風險及回報以及保留程度。倘概無轉讓或保留該資產的絕大部分風險及回報,亦無轉讓該資產的控制權,則本集團按其持續參與資產的程度繼續確認已轉讓資產。在此情況下,本集團亦確認相關負債。已轉讓資產及相關負債按可反映本集團保留的權利及責任的基準計量。

本集團以擔保形式持續參與已轉讓資產乃按該項資產的原賬面值與本集團可能需償還的最高代價兩者的較低者計量。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

2.4 重大會計政策(續)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

金融資產減值

本集團就並非按公允值計入損益持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本集團預期收取的所有現金流量之間的差額釐定，並按接近原有實際利率的比率貼現。預期現金流量將包括出售所持抵押品或構成合約條款的其他信貸提升措施所得的現金流量。

一般方法

預期信貸虧損分兩個階段確認。就自初始確認以來信貸風險並無大幅增加的信貸風險而言，會就未來12個月可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備(12個月預期信貸虧損)。就自初始確認以來信貸風險大幅增加的該等信貸風險而言，須就預期於風險餘下存續期內產生的信貸虧損計提虧損撥備，不論違約的時間(整個存續期預期信貸虧損)。

於各報告日期，本集團評估自初始確認以來金融工具的信貸風險是否顯著增加。作此評估時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險，並考慮無須花費不必要成本或精力即可獲得的合理及有理據的資料，包括過往及前瞻性資料。本集團認為，倘合約付款逾期超過30天，信貸風險會顯著增加。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- | | | |
|---------|---|--|
| Stage 1 | — | Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs |
| Stage 2 | — | Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs |
| Stage 3 | — | Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs |

2.4 重大會計政策 (續)

金融資產減值 (續)

一般方法 (續)

倘合約付款逾期90天，本集團認為金融資產違約。然而，於若干情況下，倘內部或外部資料顯示，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收取未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本列賬的金融資產根據一般方法減值，並分類至以下階段以計量預期信貸虧損，惟下述應用簡化方法的貿易應收款項除外。

- | | | |
|------|---|--|
| 第一階段 | — | 自初始確認以來信貸風險未顯著增加，且其虧損撥備等於12個月預期信貸虧損的金融工具 |
| 第二階段 | — | 自初始確認以來信貸風險顯著增加但並非信貸減值金融資產，且其虧損撥備按等於整個存續期預期信貸虧損的金額計量 |
| 第三階段 | — | 於報告日期出現信貸減值（但並非購入或原已出現信貸減值）的金融資產，且其虧損撥備按等於整個存續期預期信貸虧損的金額計量 |

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as payables.

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, financial liabilities included in other payables and accruals, amounts due to related parties and lease liabilities.

After initial recognition, they are subsequently measured at amortised cost using the effective interest rate method.

2.4 重大會計政策(續)

金融資產減值(續)

簡化方法

對於並無重大融資成分或本集團應用可行權宜方法(即不調整重大融資成分的影響)的貿易應收款項,本集團應用簡化方法計算預期信貸虧損。簡化方法下,本集團並無追蹤信貸風險的變化,但於各報告日期根據整個存續期預期信貸虧損確認虧損撥備。本集團已根據其過往信貸虧損經驗建立撥備矩陣,並就債務人及經濟環境的特定前瞻性因素作出調整。

金融負債

初始確認及計量

金融負債於初始確認時分類為應付款項。

初始確認所有金融負債時,乃以公允值扣減(倘屬應付款項)直接應佔交易成本計量。

本集團的金融負債包括貿易應付款項、其他應付款項及應計款項所包括的金融負債、應付關聯方款項及租賃負債。

初始確認後,金融負債其後採用實際利率法按攤銷成本計量。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

2.4 重大會計政策 (續)

終止確認金融負債

金融負債於負債項下的責任解除、取消或到期時終止確認。

倘現有金融負債被另一項由同一貸款人借出，而條款有重大不同的金融負債所取代，或倘現有負債的條款被重大修訂，該取代或修訂被視為對原有負債的終止確認及對新負債的確認，而各自賬面值的差額於損益內確認。

抵銷金融工具

倘有目前可予執行的法律權利抵銷確認金額及有意按淨額基準結算，或同時變現資產與清還負債，則抵銷金融資產及金融負債並於財務狀況表內呈報淨額。

現金及現金等價物

於財務狀況表上的現金及現金等價物包括手頭現金及銀行存款，以及期限一般在三個月內的高流動性短期存款，這些存款可隨時兌換成已知金額的現金，價值變動風險很小，並且是為履行短期現金承諾而持有。

就綜合現金流量表而言，現金及現金等價物包括手頭現金及銀行存款，及上述的短期存款，減須按要求償還的銀行透支，並構成本集團現金管理的組成部分。

撥備

倘因過往事件導致現時承擔責任（法定或推定責任），且日後可能須流失資源以履行責任，並能可靠估計責任的數額，則確認撥備。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Provisions (Continued)

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of each of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 重大會計政策(續)

撥備(續)

當貼現影響屬重大時，確認撥備的金額為預期未來履行責任所作出的開支於各有關期間結束時的現值。因時間流逝而增加的貼現現值金額會計入損益內融資成本。

所得稅

所得稅包括即期及遞延稅項。與在損益以外確認項目相關的所得稅於損益以外的其他全面收入或直接於權益確認。

即期稅項資產及負債乃按預期自稅務當局退回或付予稅務當局的金額，根據於報告期結束時已頒佈或實質上已頒佈的稅率(及稅法)，以及考慮本集團經營所在國家當時的詮釋及慣例計量。

遞延稅項採用負債法就於報告期結束時資產及負債的稅基與兩者用作財務報告的賬面值之間的所有暫時差額計提撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 遞延稅項負債乃因在一項並非業務合併的交易中初次確認商譽、資產或負債而產生，且於交易時對會計溢利及應課稅溢利或虧損均無影響，及不會產生等值的應課稅及可抵扣暫時差額；及
- 就與於附屬公司的投資有關的應課稅暫時差額而言，暫時差額的撥回時間可予控制，且該等暫時差額於可見將來可能不會撥回。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.4 重大會計政策 (續)

所得稅 (續)

遞延稅項資產乃就所有可抵扣暫時差額、未動用稅項抵免及任何未動用稅項虧損的結轉而確認。遞延稅項資產的確認以將有應課稅溢利可用以抵銷可抵扣暫時差額、未動用稅項抵免及未動用稅項虧損的結轉為限，惟下列情況除外：

- 與可抵扣暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初次確認資產或負債而產生，且於交易時對會計溢利及應課稅溢利或虧損均無影響，及不會產生等值的應課稅及可抵扣暫時差額；及
- 就與於附屬公司的投資有關的可抵扣暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回以及將有應課稅溢利可用以抵銷暫時差額的情況下，方予確認。

於各報告期結束時檢討遞延稅項資產的賬面值，並在不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未被確認的遞延稅項資產會於各報告期結束時重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債乃按預期適用於變現資產或清還負債期間的稅率，根據於各報告期結束時已頒佈或實質上已頒佈的稅率（及税法）計算。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 重大會計政策(續)

所得稅(續)

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債涉及同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或收回時，擬按淨額基準結算即期稅項負債及資產或同時變現資產及結算負債的不同應稅實體徵收的所得稅，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

倘能合理確定將會收取有關補助且符合補助附帶的所有條件，則政府補助將按公允值予以確認。倘補助與開支項目有關，於擬補償的成本支銷期間內系統地確認為收入。

收益確認

客戶合約收益

客戶合約收益於貨品或服務控制權轉讓至客戶時確認，其金額反映本集團預期就交換該等貨品或服務而有權獲得的代價。

當合約中的代價包括可變金額時，代價金額估計為本集團就轉讓貨品或服務至客戶而有權獲得的金額。可變代價於合約開始時進行估計並受約束，直至可變代價的相關不確定因素其後獲解決，而確認的累計收益金額不大可能出現重大收益撥回，約束解除。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, 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 between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Property management services

The Group charges property management fees in respect of the property management services on a lump sum basis.

On a lump sum basis, the Group is entitled to retain the full amount of received property management fees. From the property management fees, the Group shall bear expenses associated with, among others, staff, cleaning, garbage disposal, gardening and landscaping, security and general overheads covering the common areas. During the term of the contract, if the amount of property management fees the Group collected is not sufficient to cover all the expenses incurred, the Group is not entitled to request the property owners to pay the shortfall.

Accordingly, on a lump sum basis, the Group recognises revenue as the full amount of property management fees the Group charged the property owners and property developers.

2.4 重大會計政策 (續)

收益確認 (續)

客戶合約收益 (續)

倘合約中包含為客戶提供超過一年的轉讓貨品或服務至客戶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，並使用本集團與客戶之間於合約開始時的單獨融資交易中反映的折現率貼現。倘合約中包含為本集團提供超過一年的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約負債所產生的利息開支。就客戶付款與轉讓承諾貨品或服務的時間為一年或以下的合約，交易價格不會就重大融資部分的影響使用香港財務報告準則第15號的可行權宜方法予以調整。

物業管理服務

本集團按包幹制就物業管理服務收取物業管理費。

按包幹制，本集團有權保留所收取的全額物業管理費。就物業管理費而言，本集團須承擔有關（其中包括）員工、清潔、垃圾處置、園藝及園林綠化、安保及涵蓋公共區域的一般費用的開支。於合約期內，倘本集團所收取的物業管理費金額不足以支付所有產生的開支，本集團無權要求業主支付不足金額。

據此，按包幹制，本集團將本集團向業主及物業開發商收取的物業管理費全額確認為收益。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

Property management services (Continued)

These services are performed by an indeterminate number of acts over a specified period of time. Accordingly, revenue is recognised on a straight-line basis over the specified period unless there is evidence that some other methods better represents the stage of completion, and the cost of services is recognised as incurred in connection with performing such services.

Value-added services to non-property owners

Value-added services to non-property owners mainly include pre-delivery inspection services, pre-sale management services, such as cleaning, security and maintenance services for pre-sale display units and sales offices, and marketing and sales services to promote sales of car parking spaces owned by non-property owners. Revenue from provision of value-added services to non-property owners other than the marketing and sales services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

In respect of provision of marketing and sales services to promote sales of car parking spaces owned by non-property owners, the Group charged a fixed service fee for each car parking space sold with the support of the Group's marketing and sales services. Revenue is recognised at the point in time when the services are rendered which is the time when the non-property owners transfer the car parking spaces to their customers.

Community value-added services

Community value-added services mainly include daily value-added services provided to property owners and residents. Revenue from community value-added services is recognised when the related services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

2.4 重大會計政策 (續)

收益確認 (續)

客戶合約收益 (續)

物業管理服務 (續)

該等服務通過在具體時期不確定次數的行動履行。因此，除非有證據證明其他方法可更好地表示完成階段，收益乃就具體時期按直線法確認，而服務成本則於履行服務時產生確認。

非業主增值服務

非業主增值服務主要包括交付前檢驗服務及預售管理服務，如預售樣板房單位及售樓處的清潔、安保及保養服務，以及營銷及銷售服務，以促進銷售非業主擁有的停車位。來自向非業主提供營銷及銷售服務以外的增值服務的收益乃就預定期間按直線法確認，原因為客戶同時獲得並消耗本集團所提供的利益。

在提供營銷及銷售服務以促進非業主擁有的停車位銷售方面，本集團對在本集團營銷及銷售服務的支持下每售出的停車位收取固定的服務費。收益於提供服務的時間點確認，即非業主將停車位轉讓予其客戶的時間點。

社區增值服務

社區增值服務主要包括向業主及居民提供的日常增值服務。社區增值服務收益在相關服務提供且客戶同時獲得並消耗本集團所提供的利益時確認。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

Community value-added services (Continued)

Community value-added services also include residential property agency services provided to individual customers by referring them to residential units owned by property developers based on their specific requirements, assisting them to negotiate for a favourable price and providing them with relevant administrative services. Revenue from residential property agency services is recognised at the point in time when the services are rendered which is the time when the property developers transfer the control of the residential units to the customers.

Commercial operational services

The Group enters into commercial operational service contracts with property developers or owners of office buildings and shopping malls, pursuant to which the Group provides the following services:

- market research and positioning, providing advice on design, tenant sourcing and opening preparation services to property owners during the preparation stage;
- commercial operational services during the operation stage, including tenant management and rental collection services; and
- on-going advisory services to provide guidance on development and implementation of business operational policies, including tenancy and brand portfolio management, pricing policies, optimisation of business processes and establishing service standards and staff functionality and code of conducts.

2.4 重大會計政策 (續)

收益確認 (續)

客戶合約收益 (續)

社區增值服務 (續)

社區增值服務亦包括向個人客戶提供的住宅物業代理服務，根據客戶的具體要求將其轉介至房地產開發商擁有的住宅單位，協助其議價並為其提供相關行政服務。住宅物業代理服務的收入於提供服務的時間點確認，即物業發展商將住宅單位的控制權轉移予客戶的時間點。

商業運營服務

本集團與寫字樓及購物商場的物業開發商或業主訂立商業運營服務合約，據此，本集團提供以下服務：

- 於籌備階段向業主提供有關設計、租戶招攬及開業籌備服務的市場研究及定位；
- 於運營階段的商業運營服務，包括租戶管理及租金收款服務；及
- 持續的諮詢服務，為業務運營政策的制定及實施提供指導，包括租賃及品牌組合管理、定價政策、業務流程優化以及建立服務標準及員工職能及行為準則。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

Commercial operational services (Continued)

Revenue in respect of the provision of market research and positioning services, providing advice on design, tenant sourcing and opening preparation services was recognised at the point in time when services have been provided and the Group has a present right to payment for the services.

For commercial operational services during the operational stage, the Group charges a service fee for business tenant management and rent collection according to the terms in the relevant contracts, which is generally a certain proportion of the monthly rent and the revenue is recognised over time in the period in which the services are rendered.

In respect of on-going advisory services to provide guidance on development and implementation of business operational policies, revenue is recognised when the related services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

Rental income

Rental income is recognised on a time proportion basis over the lease terms. 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 incurred.

Other income

Interest income

Interest income is recognised on an accrual basis, using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

2.4 重大會計政策(續)

收益確認(續)

客戶合約收益(續)

商業運營服務(續)

有關提供市場研究及定位服務以及提供設計建議、租戶招攬及開業籌備服務的收益乃於提供服務的時間點確認，且本集團現時有權就該等服務收取付款。

對於運營階段的商業運營服務，本集團根據相關合約的條款就商業租戶管理及租金收款收取服務費，其通常按某一比例的月租金額計算，且該收入於提供服務期間內按時間確認。

就為制定及實施業務運營政策提供指導的持續諮詢服務而言，收益在提供相關服務且客戶同時獲得及消費本集團提供的利益時確認。

其他來源收益

租金收入

租金收入就租期按時間比例確認。不取決於指數或費率的可變租賃付款於產生的會計期間內確認為收入。

其他收入

利息收入

利息收入按應計基準使用實際利率法採用將於金融工具預計年期所得估計未來現金收入貼現至該金融資產賬面淨值的比率確認。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract, (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Group has offered restricted share awards for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted. Further details of which are given in note 28 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 重大會計政策 (續)

合約負債

合約負債於款項在本集團轉讓相關貨品或服務前已向客戶收取或應收客戶付款時(以較早者為準)確認。當本集團履行合約(即將相關貨品或服務的控制權轉讓予客戶)時,合約負債確認為收益。

以股份為基礎的付款

本集團已提供限制性股份獎勵,以向為本集團營運成功作出貢獻的合資格參與者提供獎勵及回報。本集團僱員(包括董事)以股份為基礎的付款形式收取薪酬,據此,僱員提供服務以交換權益工具(「權益結算交易」)。

就獎勵與僱員進行的權益結算交易成本參考彼等獲授當日的公允值計量。進一步詳情載於綜合財務報表附註28。

權益結算交易的成本,連同作為權益相應增加部分,在表現及/或服務條件獲達成的期間內於僱員福利開支中確認。累計開支就於各報告期末直至歸屬日期的權益結算交易予以確認,反映了歸屬期已到期部分及本集團對最終將會歸屬的權益工具數目的最佳估計。在某一期間內於損益內扣除或進賬,反映於期初及期末確認的累計開支變動。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. An other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

2.4 重大會計政策(續)

以股份為基礎的付款(續)

釐定獎勵的授出日期公允值時，並無計及服務及非市場績效條件，惟在有可能符合條件的情況下，則評估為本集團對最終將會歸屬的權益工具數目的最佳估計的一部分。市場績效條件反映於授出日期的公允值。獎勵的任何其他附帶條件（但不帶有相關服務要求）視作非歸屬條件。非歸屬條件反映於獎勵的公允值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

就因非市場績效及／或服務條件未能達成而最終無歸屬的獎勵而言，並不確認開支。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件是否獲達成，而所有其他績效及／或服務條件均獲達成，則交易仍被視為歸屬。

倘權益結算獎勵的條款獲修改，且倘符合獎勵的原有條款，則至少要按照未修改條款的情況確認開支。此外，倘任何修改增加以股份為基礎的付款的總公允值或按修改日計量另行對僱員有利，則確認開支。

倘權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認的獎勵開支，均應立即確認。此包括屬本集團或僱員控制範圍內的非歸屬條件並無達成的任何獎勵。然而，若新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新獎勵，均應被視為原獎勵的修改，一如前段所述。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Employee retirement benefits

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme. Where employees leave the scheme prior to the full vesting of the employer’s contributions, the amount of forfeited contributions cannot be used to reduce the contributions payable by the Group.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme (the “Pension Scheme”) operated by the local government, which is a defined contribution scheme. The subsidiaries are required to contribute certain percentages of their payroll costs to the Pension Scheme. The only obligation of the Group with respect to the Pension Scheme is to pay the ongoing contributions under the Pension Scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the Pension Scheme.

Dividends

Final dividends are recognised as a liability when they are approved by the equity holders of relevant entities comprising the Group in a general meeting.

Interim dividends are simultaneously proposed and declared, because the memorandum and articles of association of relevant entities comprising the Group grant their directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 重大會計政策 (續)

僱員退休福利

本集團根據《強制性公積金計劃條例》為合資格參與界定供款強制性公積金退休福利計劃(「強積金計劃」)的僱員經營一項強積金計劃。根據強積金計劃規則，須按僱員基本薪金的某個百分比作出供款，並於供款成為應付時在損益內扣除。強積金計劃的資產與本集團資產分開並由獨立管理基金持有。本集團所作僱主供款於向強積金計劃作出時全數歸屬予僱員。若員工獲取全部供款前已離開計劃，本集團並不能使用作廢供款減少未付之供款。

本集團於中國內地的附屬公司的僱員須參加由地方政府經營的中央退休金計劃(「退休金計劃」)，為一個固定繳款計劃。附屬公司須按其工資成本的若干百分比向中央退休金計劃供款。本集團就退休金計劃僅承擔持續供款的責任。根據中央退休金計劃規則，有關供款於應付時在損益內扣除。

股息

末期股息於股東大會上獲本集團旗下相關實體的權益持有人批准時確認為負債。

由於本集團旗下相關實體的組織章程大綱及細則授予董事權力宣派中期股息，故中期股息的建議及宣派同時進行。因此，中期股息於建議及宣派時即時確認為負債。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies

Items included in the financial information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates, i.e., the functional currency. These financial statements are presented in RMB while the Company's functional currency is Hong Kong dollars. In the opinion of the Company's directors, as the Group's operations are mainly in the PRC, the use of RMB as the presentation currency is more appropriate for the presentation of the Group's results and financial position. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange prevailing at the end of each of the financial periods. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2.4 重大會計政策(續)

外幣

本集團各實體的財務資料內所包含的項目均以該實體運營所在的主要經濟環境的貨幣(即功能貨幣)計量。該等財務報表以人民幣呈列,而本公司的功能貨幣為港元。本公司董事認為,由於本集團主要在中國經營業務,故使用人民幣作為呈列貨幣更適用於呈列本集團的業績及財務狀況。本集團實體所錄得的外幣交易初步按交易當日其各自適用的功能貨幣匯率入賬。

以外幣計值的貨幣資產及負債按各財政期間結束時適用的功能貨幣匯率換算。結算或換算貨幣項目產生的差額於損益內確認。

以外幣計值而按歷史成本計量的非貨幣項目按初次交易日期的匯率換算。以外幣計值而按公允值計量的非貨幣項目按計量公允值當日的匯率換算。換算按公允值計量的非貨幣項目產生的盈虧按與確認項目公允值變動的盈虧一致的方式處理(即公允值盈虧於其他全面收入或損益中確認的項目的匯兌差額亦分別於其他全面收入或損益中確認)。

終止確認與墊付代價有關的非貨幣資產或非貨幣負債時,釐定初步確認相關資產、開支或收入所用的匯率,初步交易日期為本集團初步確認墊付代價產生的非貨幣資產或非貨幣負債當日。倘涉及多筆墊付款項或預收款項,則本集團釐定每次支付或收取墊付代價的交易日期。

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2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The functional currencies of the Company and certain subsidiaries operating outside the PRC are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of the Company and certain subsidiaries operating outside the PRC are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of Hong Kong entities which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 重大會計政策 (續)

外幣 (續)

本公司及在中國境外運營的若干附屬公司的功能貨幣並非人民幣。於報告期結束時，該等實體的資產及負債按報告期結束時的匯率換算為人民幣，而損益及其他全面收入表則按交易日期當日的概約匯率換算為人民幣。所產生的匯兌差額於其他全面收入中確認並累計入外匯儲備，除了歸屬於非控股權益的差額。如出售一項外國業務，則與該特定外國業務相關的儲備的累計金額會於損益內確認。

就綜合現金流量表而言，本公司及在中國境外營運的若干附屬公司的現金流量會按於現金流量日期的現行匯率換算成人民幣。香港實體於年內產生的持續現金流量按該年內的加權平均匯率換算成人民幣。

3. 重大會計估計

編製本集團財務報表要求管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響收益、開支、資產及負債的報告金額及其附帶披露，以及或有負債的披露。有關該等假設及估計的不明朗因素可能導致須對日後受影響的資產或負債的賬面值作出重大調整。

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3. SIGNIFICANT ACCOUNTING ESTIMATES

(Continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are disclosed below:

PRC corporate income tax ("CIT")

The Group is subject to corporate income taxes in the PRC. As a result of the fact that certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimates and judgements based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax and tax provisions in the period in which the differences realise.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., customer type and service type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 19 to the consolidated financial statements.

3. 重大會計估計(續)

估計不確定性

下文披露有關報告期結束時估計不確定性的未來及其他主要來源的主要假設，該等假設具有在下一個財政年度內對資產及負債的賬面值進行重大調整的重大風險：

中國企業所得稅(「企業所得稅」)

本集團須在中國繳納企業所得稅。由於有關所得稅的若干事項未獲當地稅務局確認，因此須根據現時已頒佈稅務法例、法規及其他相關政策作出客觀估計和判斷，以釐定需為所得稅作出的撥備。倘該等事項的最終稅項結果不同於原來所記錄的金額，有關差額將影響該差額實現期間的所得稅及稅項撥備。

貿易應收款項的預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃按具有類似虧損模式的多個客戶分類(即客戶類別及服務類型)的逾期天數得出。

撥備矩陣最初基於本集團過往觀察得出的違約率計算。本集團將使用前瞻性資料調整過往信貸虧損經驗以調整矩陣。於每個報告日期對過往觀察得出的違約率進行更新，並分析前瞻性估計的變化。

對過往觀察得出的違約率、預測的經濟狀況及預期信貸虧損之間相關性的評估是一項重要估計。預期信貸虧損的金額對環境及預測經濟狀況的變化較為敏感。本集團的過往信貸虧損經驗及對經濟狀況的預測亦可能無法代表客戶於日後的實際違約情況。有關本集團貿易應收款項的預期信貸虧損資料披露於綜合財務報表附註19。

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3. SIGNIFICANT ACCOUNTING ESTIMATES

(Continued)

Estimation uncertainty (Continued)

Depreciation and impairment assessment of shopping mall

Shopping mall is depreciated on a straight-line basis over its estimated useful lives. The determination of the useful lives involves management's estimation. The Group assesses annually the useful lives of the shopping mall and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year and the estimate will be changed in the future period.

The Group determines whether the shopping mall is impaired whenever there is indication of impairment presented. The impairment loss for shopping mall is recognised for the amount by which the fair value lower than its carrying amount, in accordance with the Group's accounting policy. The fair value of shopping mall has been determined based on valuations performed by independent professionally qualified valuers. As at 31 December 2024, there were no changes on the estimated useful lives after performing annual assessment. The information about the depreciation and impairment assessment of the Group's shopping mall is disclosed in note 14 to the consolidated financial statements.

4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the provision of property management services, value-added services and commercial operational services. Information reported to the Group's chief operating decision maker, for the purpose of resource allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment information is available. Accordingly, no operating segment information is presented.

3. 重大會計估計(續)

估計不確定性(續)

購物商場折舊及減值評估

購物商場按其估計可使用年期以直線法予以折舊。可使用年期之釐定涉及管理層作出之估計。本集團每年評估購物商場之可使用年期，而如預期與原有估計不同，則有關差異可能影響該年度之折舊，而估計將於未來期間作出修訂。

本集團於有跡象顯示減值時釐定購物商場有否出現減值。根據本集團的會計政策，倘購物商場的公允值少於其賬面值，則就購物商場確認減值虧損。購物商場的公允值乃根據獨立專業合資格估值師進行的估值而釐定。於二零二四年十二月三十一日，在進行年度評估後，可使用年期並無變動。於截至二零二四年十二月三十一日止年度，有關本集團購物商場之折舊及減值評估資料披露於綜合財務報表附註14。

4. 經營分部資料

本集團主要從事提供物業管理服務、增值服務及商業運營服務。就資源分配及績效評估向本集團主要營運決策人呈報的資料，集中於本集團的整體經營業績，因為本集團的資源經已整合且並無可用的獨立經營分部資料。故此，並無呈列經營分部資料。

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4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

No geographical information is presented as the Group's revenue from the external customers is derived solely from its operations in Mainland China for the years ended 31 December 2024 and 2023 and the non-current assets of the Group were substantially located in Mainland China as at 31 December 2024 and 2023.

Information about major customers

During the year ended 31 December 2024, there is no revenue derived from sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's total revenue (2023: Revenue from the China SCE Group contributed approximately 12% of the Group's total revenue).

5. REVENUE, OTHER INCOME AND GAINS

An analysis of the Group's revenue is as follows:

4. 經營分部資料(續)

地區資料

截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度本集團來自外部客戶的收益僅來自其於中國內地的經營所得及於二零二四年十二月三十一日及二零二三年十二月三十一日本集團的絕大部分非流動資產位於中國內地。故此，並無呈列地區資料。

主要客戶資料

於截至二零二四年十二月三十一日止年度，概無源於向單一客戶或受共同控制的一組客戶作出的銷售收益佔本集團總收益的10%或以上。(二零二三年：來自中駿集團的收益貢獻本集團總收益的約12%)。

5. 收益、其他收入及收益

本集團收益分析如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Types of goods or services	貨品或服務類型		
<i>Revenue from contracts with customers</i>	<i>來自客戶合同的收益</i>		
Property management services	物業管理服務	951,713	883,447
Value-added services	增值服務	230,070	340,504
Commercial operational services	商業運營服務	—	15,129
Subtotal	小計	1,181,783	1,239,080
Revenue from other sources	其他來源途徑的收益		
Gross rental income from investment property operating leases:	從投資物業經營租賃所收取的租金收入總額：		
Variable lease payments that do not depend on an index or a rate	不取決於指數或利率的可變租賃款項	2,447	507
Other lease payments, including fixed payments	包括定額款項的其他租賃付款	28,719	8,095
Subtotal	小計	31,166	8,602
Total revenue	收益總額	1,212,949	1,247,682

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31 December 2024 二零二四年十二月三十一日

5. REVENUE, OTHER INCOME AND GAINS (Continued)

(a) Disaggregated revenue information:

Year ended 31 December 2024

	Property management services 物業管理服務 RMB'000 人民幣千元	Value-added services 增值服務 RMB'000 人民幣千元	Commercial operational services 商業運營服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Timing of revenue recognition 收益確認的時間				
Services transferred over time 按時段轉讓的服務	951,713	228,939	–	1,180,652
Services transferred at a point in time 於某一時間點轉讓的服務	–	1,131	–	1,131
Total revenue from contracts with customers 客戶合同收益總額	951,713	230,070	–	1,181,783

Year ended 31 December 2023

	Property management services 物業管理服務 RMB'000 人民幣千元	Value-added services 增值服務 RMB'000 人民幣千元	Commercial operational services 商業運營服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Timing of revenue recognition 收益確認的時間				
Services transferred over time 按時段轉讓的服務	883,447	305,279	–	1,188,726
Services transferred at a point in time 於某一時間點轉讓的服務	–	35,225	15,129	50,354
Total revenue from contracts with customers 客戶合同收益總額	883,447	340,504	15,129	1,239,080

5. 收益、其他收入及收益(續)

(a) 收益分拆資料：

二零二四年十二月三十一日止年度

二零二三年十二月三十一日止年度

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綜合財務報表附註

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5. REVENUE, OTHER INCOME AND GAINS (Continued)

(a) Disaggregated revenue information: (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at beginning of the reporting period	253,312	197,808

5. 收益、其他收入及收益(續)

(a) 收益分拆資料：(續)

下表顯示於本報告期確認且於報告期初已計入合約負債的收益金額：

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5. REVENUE, OTHER INCOME AND GAINS (Continued)

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Property management services and value-added services

The Group recognises revenue in the amount that equals to the right to invoice which correspond directly with the value of performance completed. The Group has applied the practical expedient in HKFRS 15 to its revenue from property management contracts for not to disclose the remaining performance obligations under the Group's existing contracts as these contracts do not have a fixed term.

Commercial operational services

The Group recognises revenue in the amount that equals to the rights to invoices which corresponds directly with the value to the customers of the Group's performance to date. The amounts of unsatisfied performance obligations are expected to be recognised in one to four years as at 31 December 2024 and 31 December 2023.

The amount of transaction prices for commercial operational services allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of the year are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Amounts expected to be recognised as revenue:	預期確認為收益的金額：		
Within one year	一年內	—	40,566
After one year	一年後	195,283	154,717
		195,283	195,283

5. 收益、其他收入及收益(續)

(b) 履約責任

有關本集團履約責任的資料概述如下：

物業管理服務及增值服務

本集團按相當於開立發票的權利的金額確認收益，有關發票乃與已完成履約的價值直接相關。本集團已將香港財務報告準則第15號的可行權宜方法應用於物業管理合約的收益，由於該等合約並無固定年期，故並無披露本集團現有合約項下的剩餘履約責任。

商業運營服務

本集團按相當於開立發票的權利的金額確認收益，有關發票乃與本集團迄今按履約的客戶價值直接相關。截至二零二四年十二月三十一日及二零二三年十二月三十一日，未履行的履約責任預期於一至四年內確認。

於年末分配予餘下履約責任(未履行或部分未履行)的商業運營服務交易價格金額如下：

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5. REVENUE, OTHER INCOME AND GAINS

(Continued)

Other income and gains

An analysis of the Group's other income and gains is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	8,518	40,065
Interest income from a related party	來自關聯方的利息收入	53,946	45,451
Gain on bargain purchase (note 27)	議價收購的收益(附註27)	—	44,051
Gain on disposal of items of property and equipment, net	出售物業及設備項目收益淨額	99	5
Forfeiture income on deposits received	已收按金的沒收收入	953	480
Government grants	政府補助	9,131	12,212
Foreign exchange gain, net	匯兌收益淨額	—	124
Others	其他	412	594
		73,059	142,982

其他收入及收益

本集團其他收入及收益的分析如下：

6. FINANCE COST

6. 財務費用

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interests on lease liabilities (note 15(c))	租賃負債的利息(附註15(c))	253	122

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7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

7. 除稅前溢利

本集團除稅前溢利已扣除／(計入)下列各項：

			2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
	Notes 附註			
Cost of services provided*		已提供服務的成本*	858,043	837,943
Depreciation of property and equipment	13	物業及設備折舊	15,324	15,708
Depreciation of right-of-use assets	13, 15(c)	使用權資產折舊	3,126	3,973
Depreciation of investment properties**	14, 15(c)	投資物業折舊**	29,391	264
Amortisation of an intangible asset	17	無形資產攤銷	253	253
Gain on bargain purchase	27	議價收購的收益	—	(44,051)
Gain on disposal of property and equipment, net		出售物業及設備的 收益淨額	(99)	(5)
Lease payments not included in the measurement of lease liabilities	15(c)	未計入租賃負債計量的 租賃付款	11,378	13,558
Auditor's remuneration		核數師酬金	1,200	1,580
Employee benefit expense (including directors' remuneration (note 8)):		僱員福利開支 (包括董事薪酬(附註8)):		
Salaries, bonuses and benefits in kind		薪金、花紅及實物福利	454,411	466,167
Share-based payment expenses		以股份為基礎的付款開支	1,727	1,693
Pension scheme contributions		退休金計劃供款	81,280	81,700
			537,418	549,560
Impairment losses of trade receivables, net***	19	貿易應收款項減值虧損淨額***	91,210	1,242
Impairment losses/(reversal of impairment losses) of amount due from a related party***	31(a)	應收關聯方款項減值虧損/ (減值虧損撥回)***	3,361	(406)
Impairment loss of goodwill	16	商譽減值虧損	—	748
Foreign exchange loss/(gain), net****		匯兌虧損/(收益)淨額****	713	(124)

* Cost of services provided included an aggregate amount of approximately RMB454,126,000 (2023: RMB443,708,000) which comprised employee benefit expense, depreciation of investment properties and lease payments not included in the measurement of lease liabilities during the year. These amounts comprised the respective expense items disclosed above.

** The depreciation of investment properties amounting to approximately RMB29,391,000 (2023: RMB264,000) was included in the cost of services provided during the year.

*** Impairment losses of trade receivables amounting to approximately RMB91,210,000 (2023: RMB1,242,000) and impairment losses of amount due from a related party amounting to approximately RMB3,361,000 (2023: Reversal of impairment losses of RMB406,000) were included in the administrative expenses provided during the year.

**** Foreign exchange loss amounting to approximately RMB713,000 (2023: foreign exchange gain RMB124,000) resulting from the cash and cash equivalents in currencies other than RMB and the bank interest income.

* 已提供服務的成本已包括於年內的總金額約人民幣454,126,000元(二零二三年: 人民幣443,708,000元)為僱員福利開支、投資物業折舊及未計入停車位及公共區域租賃負債計量的租賃付款額。該等金額包括上文所披露的相關開支項目。

** 約人民幣29,391,000元(二零二三年: 人民幣264,000元)的投資物業折舊乃計入於年內已提供服務的成本。

*** 約人民幣91,210,000元(二零二三年: 人民幣1,242,000元)的貿易應收款項減值虧損及約人民幣3,361,000元(二零二三年: 減值虧損撥回人民幣406,000元)的應收關聯方款項減值虧損乃計入於年內行政開支。

**** 約人民幣713,000元(二零二三年: 匯兌收益人民幣124,000元)的匯兌虧損乃由人民幣以外貨幣計值的現金及現金等價物以及銀行利息收入產生。

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8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部分披露的董事薪酬如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Fees	袍金	825	807
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	5,276	5,172
Discretionary bonuses	酌情花紅	1,684	1,885
Pension scheme contributions	退休金計劃供款	308	298
Share-based payment expense (note)	以股份為基礎的付款開支(附註)	1,718	1,683
		9,811	9,845

Note: Share-based payment expenses were related to the restricted shares issued and granted to certain directors and employees of the Company on 2 March 2020, further details of this transaction are set out in note 28.

附註：以股份為基礎的付款開支與於二零二零年三月二日發行及授予本公司若干董事及僱員的受限制股份有關，此交易的進一步詳情載於附註28。

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8. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

		Salaries, allowances and benefits Fees	Discretionary bonuses	Pension scheme contributions	Share-based payment expenses	Total remuneration
		in kind			以股份為 基礎的	
		薪金、津貼 袍金及實物福利	酌情花紅	退休金 計劃供款	付款開支	薪酬總額
		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
2024	二零二四年					
Independent non-executive directors:	獨立非執行董事：					
Mr. Ding Zuyu	丁祖昱先生	275	-	-	-	275
Mr. Wang Yongping	王永平先生	275	-	-	-	275
Mr. Pang Hon Chung	彭漢忠先生	275	-	-	-	275
		825	-	-	-	825
2023	二零二三年					
Independent non-executive directors:	獨立非執行董事：					
Mr. Ding Zuyu	丁祖昱先生	269	-	-	-	269
Mr. Wang Yongping	王永平先生	269	-	-	-	269
Mr. Pang Hon Chung	彭漢忠先生	269	-	-	-	269
		807	-	-	-	807

8. 董事薪酬(續)

(a) 獨立非執行董事

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8. DIRECTORS' REMUNERATION (Continued)

8. 董事薪酬(續)

(b) Executive directors and non-executive directors

(b) 執行董事及非執行董事

		Salaries, allowances and benefits in kind 薪金、津貼 及實物福利 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Pension scheme contributions 退休金 計劃供款 RMB'000 人民幣千元	Share-based payment expenses 以股份為基礎 的付款開支 RMB'000 人民幣千元	Total remuneration 薪酬總額 RMB'000 人民幣千元
2024	二零二四年					
Executive directors:	執行董事：					
Mr. Wong Lun	黃倫先生	–	–	–	65	65
Mr. Niu Wei	牛偉先生	1,319	481	–	972	2,772
Mr. Sun Qiang	孫強先生	1,319	333	167	259	2,078
Mr. Zheng Quanlou	鄭全樓先生	1,319	501	141	65	2,026
Ms. Ku Weihong	庫衛紅女士	1,319	369	–	292	1,980
		5,276	1,684	308	1,653	8,921
Non-executive director:	非執行董事：					
Mr. Huang Youquan*	黃攸權先生*	–	–	–	65	65
		5,276	1,684	308	1,718	8,986
2023	二零二三年					
Executive directors:	執行董事：					
Mr. Wong Lun	黃倫先生	–	–	–	64	64
Mr. Niu Wei	牛偉先生	1,293	539	–	952	2,784
Mr. Sun Qiang	孫強先生	1,293	268	175	254	1,990
Mr. Zheng Quanlou	鄭全樓先生	1,293	539	63	64	1,959
Ms. Ku Weihong	庫衛紅女士	1,293	539	60	285	2,177
		5,172	1,885	298	1,619	8,974
Non-executive director:	非執行董事：					
Mr. Huang Youquan	黃攸權先生	–	–	–	64	64
		5,172	1,885	298	1,683	9,038

* Mr. Huang Youquan has resigned as a non-executive director of the Company with effect from 29 August 2024.

* 黃攸權先生已辭任本公司非執行董事並於二零二四年八月二十九日生效。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2023: Nil).

於年內，概無董事放棄或同意放棄任何薪酬的安排(二零二三年：無)。

No emoluments were paid by the Group as an inducement to join or upon joining the Group or to any of the directors as compensation for loss of office during the year (2023: Nil).

於年內，本集團並無支付任何酬金，作為邀請加入或加入本集團後的獎勵或作為離職補償(二零二三年：無)。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four (2023: four) directors, respectively, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining highest paid non-director employee during the year are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,380	1,278
Discretionary bonuses	酌情花紅	115	497
Pension scheme contributions	退休金計劃供款	91	89
		1,586	1,864

The number of non-director highest paid employee whose remuneration fell within the following bands is as follows:

		2024 二零二四年	2023 二零二三年
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	–
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	–	1
		1	1

No emoluments were paid to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2023: Nil).

9. 五名最高薪酬僱員

於年內，五名最高薪酬僱員分別包括四名董事（二零二三年：四名），彼等的薪酬詳情載於財務報表附註8。於年內，餘下最高薪酬非董事僱員的薪酬詳情如下：

薪酬在以下範圍內的非董事最高薪酬僱員人數如下：

於年內，五名最高薪酬僱員並無收取任何酬金，作為邀請加入或加入本集團後的獎勵或作為離職補償（二零二三年：無）。

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10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which the Group's subsidiaries are domiciled and/or operate. Pursuant to the rules and regulations of the Cayman Islands and the BVI, the entities within the Group incorporated in the Cayman Islands and the BVI are not subject to any income tax. No provision for Hong Kong profits tax has been made during the year as the Group did not generate any assessable profits arising in Hong Kong during the year (2023: Nil).

Subsidiaries of the Group operating in Mainland China are subject to the PRC corporate income tax ("CIT") at a rate of 25% for the years. Certain subsidiaries of the Group in Mainland China satisfied the Inclusive Tax Deduction and Exemption Policies for Micro and Small Enterprises. For a small low-profit enterprise, the portion of annual taxable income which does not exceed RMB3,000,000 shall be calculated at a reduced rate of 25% as taxable income and be subject to CIT at a rate of 20%.

10. 稅項開支

本集團須就本集團附屬公司註冊及／或經營所在稅務司法權區產生或源自其的溢利按實體基準繳納所得稅。根據開曼群島及英屬處女群島的規則及法規，本集團於開曼群島及英屬處女群島註冊成立的實體毋須繳納任何所得稅。年內並無計提香港利得稅撥備，因為本集團於該年內並無於香港產生任何應課稅溢利。(二零二三年：無)。

年內本集團於中國內地運營的附屬公司乃按25%的稅率繳納中國企業所得稅(「企業所得稅」)。本集團於中國內地的若干附屬公司符合小微企業普惠性稅收減免政策。就小型微利企業而言，年度應課稅所得額不超過人民幣3,000,000元的部分，減按25%計入應課稅所得額，並按20%的稅率繳納企業所得稅。

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current charge for the year:	年內即期開支：		
PRC CIT	中國企業所得稅	58,365	83,264
Under-provision in prior years:	過往年度不足撥備：		
Mainland China	中國內地	3,944	2,657
		62,309	85,921
Deferred (note 24)	遞延(附註24)	3,924	925
Total tax charge for the year	年內稅項開支總額	66,233	86,846

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10. INCOME TAX (Continued)

A reconciliation of income tax expense applicable to profit before tax at the statutory rate for the jurisdictions in which the Company and most of its subsidiaries are domiciled and/or operate to the income tax expense at the effective income tax rate is as follows:

10. 稅項開支 (續)

本公司及其大部分附屬公司註冊及/或經營所在司法權區按法定稅率計算的除稅前利潤適用的稅項開支與按實際稅率計算的稅項開支對賬如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	124,503	350,092
Tax charge at the PRC statutory income tax rate	按中國法定所得稅率計算的稅項支出	31,126	87,523
Lower tax rate for specific provinces or enacted by local authority	特定省份或地方政府訂立的較低稅率	(2,545)	(2,346)
Adjustments in respect of current tax of previous period	調整過往期間的當期所得稅	3,944	2,657
Income not subject to tax	毋須課稅收入	(978)	(11,096)
Expense not deductible for tax	不可扣稅開支	27,398	5,475
Tax losses utilised from previous periods	動用過往期間的稅項虧損	(228)	(58)
Tax losses not recognised	未確認的稅項虧損	7,516	4,691
Tax charge at the Group's effective tax rate	按本集團實際稅率計算的稅項支出	66,233	86,846

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11. DIVIDENDS

The board (the "Board") of directors of the Company has resolved not to declare any final dividend in respect of the year ended 31 December 2024 (2023: Nil). No interim dividend was declared in respect of the current year (2023: Nil).

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit attributable to ordinary equity holders of the parent of approximately RMB56,957,000 (2023: RMB257,048,000), and the weighted average number of ordinary shares of 1,935,000,000 (2023: 1,998,945,000) outstanding (excluding treasury shares) during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2024 and 2023 in respect of a dilution as the Group had no potential dilutive ordinary shares outstanding during the years ended 31 December 2024 and 2023.

11. 股息

本公司董事會(「董事會」)決議不宣派截至二零二四年十二月三十一日止年度的末期股息(二零二三年：無)。本年度並無宣派中期股息(二零二三：無)。

12. 母公司普通股權益持有人應佔每股盈利

計算每股基本盈利金額基於母公司普通股權益持有人應佔溢利約人民幣56,957,000元(二零二三年：人民幣257,048,000元)，以及年內已發行的1,935,000,000加權平均普通股數量(不包括庫存股份)(二零二三年：1,998,945,000)。

截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度，每股基本盈利金額呈列並無就攤薄作出任何調整，乃由於本集團於截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度內並無已發行潛在攤薄普通股。

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13. PROPERTY AND EQUIPMENT

13. 物業及設備

		Right-of-use assets 使用權資產	Owned assets 自有資產			
		Buildings 樓宇 RMB'000 人民幣千元	Furniture, fixtures and office equipment 傢俱、 固定裝置及 辦公設備 RMB'000 人民幣千元	Motor vehicles 車輛 RMB'000 人民幣千元	Subtotal 小計 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2024	二零二四年十二月三十一日					
At 1 January 2024:	於二零二四年一月一日：					
Cost	成本	17,073	72,186	3,336	75,522	92,595
Accumulated depreciation	累計折舊	(16,445)	(40,935)	(3,011)	(43,946)	(60,391)
Net carrying amount	賬面淨值	628	31,251	325	31,576	32,204
At 1 January 2024, net of accumulated depreciation	於二零二四年一月一日， 扣除累計折舊	628	31,251	325	31,576	32,204
Additions	添置	7,553	15,148	–	15,148	22,701
Disposal	出售	–	(213)	(100)	(313)	(313)
Depreciation provided during the year (note 7)	年內計提折舊(附註7)	(3,126)	(15,137)	(187)	(15,324)	(18,450)
At 31 December 2024, net of accumulated depreciation	於二零二四年 十二月三十一日， 扣除累計折舊	5,055	31,049	38	31,087	36,142
At 31 December 2024:	於二零二四年 十二月三十一日：					
Cost	成本	24,626	85,852	3,139	88,991	113,617
Accumulated depreciation	累計折舊	(19,571)	(54,803)	(3,101)	(57,904)	(77,475)
Net carrying amount	賬面淨值	5,055	31,049	38	31,087	36,142

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13. PROPERTY AND EQUIPMENT (Continued)

13. 物業及設備(續)

		Right-of-use assets 使用權資產	Owned assets 自有資產			Total 總計
		Buildings 樓宇 RMB'000 人民幣千元	Furniture, fixtures and office equipment 傢俱、 固定裝置及 辦公設備 RMB'000 人民幣千元	Motor vehicles 車輛 RMB'000 人民幣千元	Subtotal 小計 RMB'000 人民幣千元	
31 December 2023	二零二三年十二月三十一日					
At 1 January 2023:	於二零二三年一月一日：					
Cost	成本	17,073	55,190	3,400	58,590	75,663
Accumulated depreciation	累計折舊	(12,472)	(26,019)	(2,708)	(28,727)	(41,199)
Net carrying amount	賬面淨值	4,601	29,171	692	29,863	34,464
At 1 January 2023, net of accumulated depreciation	於二零二三年一月一日， 扣除累計折舊	4,601	29,171	692	29,863	34,464
Additions	添置	–	17,791	8	17,799	17,799
Disposal	出售	–	(330)	(48)	(378)	(378)
Depreciation provided during the year (note 7)	年內計提折舊(附註7)	(3,973)	(15,381)	(327)	(15,708)	(19,681)
At 31 December 2023, net of accumulated depreciation	於二零二三年 十二月三十一日， 扣除累計折舊	628	31,251	325	31,576	32,204
At 31 December 2023:	於二零二三年 十二月三十一日：					
Cost	成本	17,073	72,186	3,336	75,522	92,595
Accumulated depreciation	累計折舊	(16,445)	(40,935)	(3,011)	(43,946)	(60,391)
Net carrying amount	賬面淨值	628	31,251	325	31,576	32,204

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14. INVESTMENT PROPERTIES

14. 投資物業

		Right-of-use assets 使用權資產	Shopping mall 購物商場	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Carrying amount at 1 January 2023	於二零二三年 一月一日賬面值	341	–	341
Acquisition of subsidiaries (note 27)	收購附屬公司(附註27)	–	1,026,000	1,026,000
Depreciation for the year (note 7)	年內折舊(附註7)	(264)	–	(264)
Carrying amount at 31 December 2023 and 1 January 2024	於二零二三年十二月 三十一日及二零二四年 一月一日賬面值	77	1,026,000	1,026,077
Depreciation for the year (note 7)	年內折舊(附註7)	(77)	(29,314)	(29,391)
Carrying amount at 31 December 2024	於二零二四年 十二月三十一日賬面值	–	996,686	996,686

The Group's investment properties included leasehold interests in properties held for rental purposes and are situated in Mainland China. Based on valuation performed by management, the estimated fair values of the investment properties approximated to RMB67,000 as at 31 December 2023.

The Group's investment properties also included shopping mall in Mainland China. Based on valuation performed by Shenzhen Deqinhang Asset Appraisal Co., Ltd, independent professionally qualified valuers, the estimated fair values of the investment properties was approximately RMB1,006,000,000 as at 31 December 2024 (2023: RMB1,026,000,000).

本集團的投資物業包括於持作出租用途的物業的租賃權益，且位於中國內地。根據管理層進行的估值，於二零二三年十二月三十一日的投資物業估計公允值約為人民幣67,000元。

本集團的投資物業亦包括中國內地的購物商場。根據獨立專業合資格估值師深圳市德勤行資產評估有限公司進行的估值，於二零二四年十二月三十一日的投資物業估計公允值約為人民幣1,006,000,000元（二零二三年：人民幣1,026,000,000元）。

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14. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy

The fair value measurement of the Group's investment properties is using significant unobservable inputs (Level 3).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2023: Nil).

Set out below is a summary of the valuation technique used and the key inputs to the valuation of investment properties:

14. 投資物業 (續)

公允值層級

本集團投資物業的公允值採用重大不可觀察輸入數據計量（第三層級）。

於年內，第一層級與第二層級之間並無任何公允值計量轉移，第三層級亦無任何轉入或轉出（二零二三年：無）。

投資物業估值所用的估值技術及主要輸入數據概要載列如下：

Valuation technique		Significant unobservable input	Weighted average as at 31 December 加權平均值 於十二月三十一日	
估值技術		重大不可觀察輸入數據	2024 二零二四年	2023 二零二三年
Retail 零售	Income approach 收入法	Adopted unit rate (per square foot) 經採納單價 (每平方英尺)	RMB61 人民幣 61 元	RMB107 人民幣 107 元
	Direct comparison approach 直接比較法	Price per square metre 每平方米價格	RMB12,815 人民幣 12,815 元	RMB13,070 人民幣 13,070 元

Under the income approach, fair value is estimated on the rental value per square foot. A significant increase/decrease in the adopted unit rate would result in a significant increase/decrease in the fair value of the investment properties.

Under the direct comparison approach, fair value is estimated by referring to comparable sales transactions as available in the market. The key input was the price per square metre. A significant increase/decrease in the price per square metre would result in a significant increase/decrease in the fair value of the investment properties.

根據收入法，公允值乃以每平方英尺租金進行估計。經採納單價大幅增加／減少將會導致投資物業的公允值大幅增加／減少。

根據直接比較法，公允值乃以參考市場上可比銷售交易進行估計。每平方米價格為主要輸入數據。每平方米價格大幅增加／減少將會導致投資物業的公允值大幅增加／減少。

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15. LEASES

The Group as a lessee

The Group has lease contracts for properties used in operations. Leases of properties generally have lease terms of three years.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets included in property and equipment and investment properties and the movements during the year are disclosed in notes 13 and 14 respectively, to the consolidated financial statements.

(b) Lease liabilities

The carrying amount of lease liabilities (of which the current portion is included under other payables and accruals) and the movements during the year are as follows:

15. 租賃

本集團作為承租人

本集團擁有用於運營的物業租賃合約。物業租賃一般租期為三年。

(a) 使用權資產

本集團計入物業及設備以及投資物業的使用權資產賬面值及於年內的變動分別披露於綜合財務報表附註13及14。

(b) 租賃負債

租賃負債(包括於其他應付款項及應計費用項下的租賃負債流動部分)的賬面值及年內變動如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Carrying amount as at 1 January	於一月一日賬面值	665	4,767
Addition	添置	7,553	–
Accretion of interest recognised during the year	年內確認的利息增長	253	122
Payments	付款	(3,046)	(4,224)
Carrying amount as at 31 December	於十二月三十一日賬面值	5,425	665
Analysed into:	分析：		
Current portion	流動部分	3,555	665
Non-current portion	非流動部分	1,870	–
		5,425	665

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15. LEASES (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities (Continued)

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Analysed into:	分析：		
Within one year	一年內	3,555	665
In the second year	第二年	1,870	–
		5,425	665

The maturity analysis of lease liabilities is disclosed in note 34 to the consolidated financial statements.

租賃負債的到期日分析披露於綜合財務報表附註34。

(c) The amounts recognised in the consolidated statement of profit or loss in relation to leases are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Interest on lease liabilities (note 6)	租賃負債的利息(附註6)	253	122
Depreciation charge of right-of-use assets (note 7)	使用權資產折舊開支(附註7)	3,126	3,973
Depreciation charge of investment properties (note 7)	投資物業折舊開支(附註7)	29,391	264
Expense relating to short-term leases (note 7)	與短期租賃有關的開支(附註7)	11,378	13,558
Total amount recognised in the consolidated statement of profit or loss	於綜合損益表確認的總金額	44,148	17,917

(d) The total cash outflow for leases is disclosed in note 29(c) to the consolidated financial statements.

(d) 租賃現金流出總額披露於綜合財務報表附註29(c)。

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15. LEASES (Continued)

The Group as a lessor

The Group leases its investment properties (note 14) consisting of various commercial properties in Mainland China under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was approximately RMB31,166,000 (2023: RMB8,602,000).

The undiscounted lease payments receivables by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

15. 租賃(續)

本集團作為出租人

本集團根據經營租賃安排出租其投資物業(附註14)，包括在中國內地的不同商業物業。租賃條款一般要求租戶支付保證按金，並規定根據當時市況定期調整租金。本集團於年內確認的租金收入約為人民幣31,166,000元(二零二三年：人民幣8,602,000元)。

本集團於未來期間根據與其租戶的不可撤銷經營租賃的未折現應收租賃付款如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within one year	一年內	28,501	27,694
In the second year	第二年	20,198	22,834
In the third to fifth years, inclusive	第三至五年(包括首尾兩年)	28,674	34,739
Total	總計	77,373	85,267

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16. GOODWILL

16. 商譽

		RMB'000 人民幣千元
At 1 January 2023:	於二零二三年一月一日	
Cost	成本	748
Accumulated impairment loss	累計減值虧損	—
Net carrying amount	賬面淨值	748
Cost at 1 January 2023, net of accumulated impairment loss	於二零二三年一月一日的成本， 扣除累計減值虧損	748
Impairment loss during the year	年內減值虧損	(748)
At 31 December 2023, 1 January 2024 and 31 December 2024	於二零二三年十二月三十一日、 二零二四年一月一日及 二零二四年十二月三十一日	—
At 31 December 2023, 1 January 2024 and 31 December 2024:	於二零二三年十二月三十一日、 二零二四年一月一日及 二零二四年十二月三十一日：	
Cost	成本	748
Accumulated impairment loss	累計減值虧損	(748)
Net carrying amount	賬面淨值	—

Impairment testing on goodwill

During the year ended 31 December 2020, the Group completed the acquisition of Kunshan Honghui Property Management Company Limited ("Kunshan Honghui") for a cash consideration of RMB3,500,000, which resulted in the recognition of goodwill of RMB748,000.

During the year ended 31 December 2023, the recoverable amount of this Kunshan Honghui CGU has been determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. The discount rate applied to the cash flow projections was 21.6% per annum. The growth rate used to extrapolate the cash flows beyond the five-year period was 2.5%.

商譽的減值測試

截至二零二零年十二月三十一日止年度，本集團完成收購昆山弘輝物業管理有限公司（「昆山弘輝」），現金代價為人民幣3,500,000元，導致確認商譽人民幣748,000元。

截至二零二三年十二月三十一日止年度，昆山弘輝現金產生單位的可收回金額根據使用價值計算釐定，有關計算使用根據經管理層批准涵蓋五年期間的財務預算作出的現金流量預測。該現金流量預測採用每年21.6%的折現率。五年期間後的現金流量則使用2.5%的增長率推算。

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16. GOODWILL (Continued)

Impairment testing on goodwill (Continued)

The recoverable amount of this CGU was below the carrying amount of the CGU of which the assets belong. As affected by the unpredicted factors, Kunshan Honghui CGU did not perform as expected. The carrying amount of the CGU has been reduced to its recoverable amount of nil. Therefore, provision for impairment loss on goodwill of RMB748,000 was recognised in the consolidated statement of profit or loss for the year ended 31 December 2023.

Cash flow projections during the budget period for this CGU are based on the management's estimate of cash inflows/outflows including revenue, operating expenses and working capital requirements. The assumptions and estimation are based on the past performance of the CGU and management's expectation of market development.

Assumptions were used in the value-in-use calculation of the CGU as at 31 December 2023. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Discount rate — The discount rate used is before tax and reflects specific risks relating to the relevant unit.

Annual revenue growth rate — The predicted revenue growth rate of the CGU for the five-year period is one of the assumptions used in the value-in-use calculation.

16. 商譽(續)

商譽的減值測試(續)

該現金產生單位的可收回金額低於資產所屬現金產生單位的賬面值。由於受到不可預測的因素影響，昆山弘輝現金產生單位的表現未達預期。現金產生單位的賬面值已減至其可收回金額為零。因此，商譽減值撥備人民幣748,000元已於截至二零二三年十二月三十一日止年度的綜合損益表中確認。

預算期間該現金產生單位的現金流量預測乃基於管理層對現金流入／流出的估計，包括收益、經營開支及營運資金需求。假設及估計基於現金產生單位的過往表現及管理層對市場發展的預期。

於二零二三年十二月三十一日計算的現金產生單位的使用價值時已應用假設。以下描述管理層所依據作出現金流量預測以進行商譽減值測試的各項關鍵假設：

折現率 — 所用折現率為除稅前折現率，並反映有關單位的特定風險。

年收益增長率 — 於五年期間的現金產生單位的預測收益增長率乃用於計算使用價值的假設之一。

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17. INTANGIBLE ASSET

17. 無形資產

		Customer relationship 客戶關係 RMB'000 人民幣千元
At 31 December 2024	於二零二四年十二月三十一日	
At beginning of year:	於年初：	
Cost	成本	1,264
Accumulated amortisation	累計攤銷	(864)
Net carrying amount	賬面淨值	400
Carrying amount at beginning of year	於年初的賬面值	400
Amortisation provided during the year (note 7)	年內計提攤銷(附註7)	(253)
Carrying amount at end of year	於年末的賬面值	147
At end of year:	於年末：	
Cost	成本	1,264
Accumulated amortisation	累計攤銷	(1,117)
Net carrying amount	賬面淨值	147
		Customer relationship 客戶關係 RMB'000 人民幣千元
At 31 December 2023	於二零二三年十二月三十一日	
At beginning of year:	於年初：	
Cost	成本	1,264
Accumulated amortisation	累計攤銷	(611)
Net carrying amount	賬面淨值	653
Carrying amount at beginning of year	於年初的賬面值	653
Amortisation provided during the year (note 7)	年內計提攤銷(附註7)	(253)
Carrying amount at end of year	於年末的賬面值	400
At end of year:	於年末：	
Cost	成本	1,264
Accumulated amortisation	累計攤銷	(864)
Net carrying amount	賬面淨值	400

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18. INVESTMENT IN A JOINT VENTURE

18. 於一家合營企業的投資

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	2,619	2,259

Particulars of the Group's joint venture are as follows:

本集團合營企業的詳情如下：

Name 名稱	Place of registration and business 註冊成立及 營業地點	Particulars of issued and paid-up capital 已發行及 繳足資本詳情	Percentage of equity attributable to the Group 本集團 應佔權益百分比	Principal activity 主要業務
			2024 二零二四年	2023 二零二三年
Fujian Junyi Property Management Company Limited ("Fujian Junyi")**	PRC/Mainland China	RMB3,000,000	50	50
福建省駿翼物業管理有限公司 ("福建駿翼")*	中國／中國內地	人民幣3,000,000元		
				Property management 物業管理

* Registered as a limited liability company under PRC law.

* 根據中國法律註冊的有限公司。

The English name of the company represents the best effort made by management of the Company to directly translate its Chinese name as no official English name is registered.

該公司並未註冊任何正式英文名稱，故該公司之英文名稱乃由本公司董事盡力以該公司的中文名稱直譯而得。

The above investment is indirectly held by the Company.

上述投資由本公司間接持有。

The following table illustrates the financial information of Fujian Junyi that is not material:

下表說明福建駿翼的財務資料（並不重大）：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Share of the joint venture's profit and total comprehensive income for the year	應佔合營企業年內溢利及全面 收入總額	1,043	333
Carrying amount of the Group's investment in the joint venture	本集團於合營企業投資的賬面值	2,619	2,259

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19. TRADE RECEIVABLES

19. 貿易應收款項

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Trade receivables from related companies (note 31(a))	應收關聯公司的貿易應收款項 (附註31(a))	159,548	152,694
Trade receivables from independent third parties	應收獨立第三方的貿易應收款項	201,982	127,992
		361,530	280,686
Less: Impairment losses of trade receivables	減：貿易應收款項減值虧損	(97,468)	(6,258)
		264,062	274,428

Trade receivables represented receivables arising from property management services, commercial operational services and other related services. For trade receivables from property management services, the Group charges property management fees on a quarterly or monthly basis and the payment is generally due upon the issuance of demand notes. For trade receivables from other services, the Group's trading terms with its customers are mainly on credit and the credit period is generally within six months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management. Except for the balances with the China SCE Group and joint ventures and associates of the China SCE Group, the Group's trade receivables relate to a number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are interest-free.

The amounts due from the China SCE Group and joint ventures and associates of the China SCE Group are repayable on credit terms similar to those offered to the major customers of the Group.

貿易應收款項指來自物業管理服務、商業運營服務及其他相關服務的應收款項。就來自物業管理服務的貿易應收款項而言，本集團按季度或月度基準收取物業管理費，通常在發出付款通知後到期付款。就來自其他服務的貿易應收款項而言，本集團與客戶的交易條款主要為信貸，信貸期限一般為六個月內。本集團力求嚴格控制其未收回的應收款項。管理層定期審查逾期結餘。除與中駿集團及中駿集團的合營企業和聯營公司的結餘外，本集團的貿易應收款項與大量多元化客戶有關，因此並無重大信貸集中風險。本集團並無就其貿易應收款項結餘持有任何抵押物或其他信貸提升措施。貿易應收款項為免息。

應收中駿集團及中駿集團的合營企業和聯營公司的款項須按提供予本集團主要客戶的類似信貸條款償還。

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19. TRADE RECEIVABLES (Continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current to 90 days	即期至90天	50,974	125,250
91 to 180 days	91至180天	45,717	67,012
181 to 365 days	181至365天	60,108	39,068
Over 365 days	365天以上	107,263	43,098
		264,062	274,428

The movements in provision for impairment losses of trade receivables are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	6,258	5,016
Impairment losses, net (note 7)	減值虧損淨額(附註7)	91,210	1,242
At end of the year	於年末	97,468	6,258

An impairment analysis is performed at each reporting date using a provision matrix to measure ECLs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., customer type and service type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

19. 貿易應收款項(續)

於報告期結束時，貿易應收款項的賬齡分析(基於發票日期並扣除虧損撥備)如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current to 90 days	即期至90天	50,974	125,250
91 to 180 days	91至180天	45,717	67,012
181 to 365 days	181至365天	60,108	39,068
Over 365 days	365天以上	107,263	43,098
		264,062	274,428

貿易應收款項減值虧損撥備的變動如下：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
At beginning of the year	於年初	6,258	5,016
Impairment losses, net (note 7)	減值虧損淨額(附註7)	91,210	1,242
At end of the year	於年末	97,468	6,258

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶類組別的逾期日數釐定(即按客戶類型及服務類型)。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。

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19. TRADE RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

19. 貿易應收款項(續)

以下載列有關使用撥備矩陣計算的本集團貿易應收款項信貸風險的資料：

		Current to 90 days 即期至 90天 RMB'000 人民幣千元	91 to 180 days 91至 180天 RMB'000 人民幣千元	181 to 365 days 181至 365天 RMB'000 人民幣千元	Over 365 days 365天以上 RMB'000 人民幣千元	Due from related companies 應收關聯 公司款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2024	於二零二四年 十二月三十一日						
Expected credit loss rate	預期信貸虧損率	8.401%	12.050%	22.426%	37.535%	32.167%	
Gross carrying amount	賬面總值	41,259	47,882	36,039	76,802	159,548	361,530
Expected credit losses	預期信貸虧損	3,466	5,770	8,082	28,828	51,322	97,468
As at 31 December 2023	於二零二三年 十二月三十一日						
Expected credit loss rate	預期信貸虧損率	2.283%	2.284%	2.292%	4.596%	2.168%	
Gross carrying amount	賬面總值	79,756	44,312	2,836	1,088	152,694	280,686
Expected credit losses	預期信貸虧損	1,821	1,012	65	50	3,310	6,258

In the opinion of the Company's directors, the business and customer risk portfolio of the Group remained stable and there were no significant fluctuations in the historical credit loss incurred. In addition, there is no significant change with regards to economic indicators based on an assessment of forward-looking information.

本公司董事認為，本集團業務及客戶風險組合保持穩定且並無發生過往信貸虧損重大波動。此外，根據對前瞻性資料的評估，經濟指標方面並無重大變動。

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20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收款項

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Prepayments	預付款項	80,979	138,813
Deposits	按金	2,822	2,653
Other receivables	其他應收款項	25,186	67,359
		108,987 (5,024)	208,825 (6,096)
Non-current portion	非流動部分		
Current portion	流動部分	103,963	202,729

All other receivables are unsecured, non-interest-bearing and repayable on demand.

The Group has assessed that the credit risk of these receivables has not increased significantly since initial recognition and measured the impairment based on 12-month expected credit loss. The Group considers the historical loss rate and adjusts for forward-looking macroeconomic data in calculating the expected credit loss rate. As at 31 December 2024 and 2023, the Group estimated that the expected loss rate for other receivables was minimal under the 12-month expected credit loss method.

The information about the credit exposure is disclosed in note 34 to the consolidated financial statements.

所有其他應收款項為無抵押、免息及須按要求償還。

本集團已評估該等應收款項的信貨風險自初始確認以來並無大幅增加，並基於12個月預期信貸虧損計量有關減值。本集團在計算預期信貸虧損率時會考慮過往虧損率並對前瞻性宏觀經濟數據進行調整。於二零二四年十二月三十一日及二零二三年十二月三十一日，本集團估計，根據12個月預期虧損法計算的其他應收款項的預期虧損率微不足道。

有關信貸風險的資料披露於綜合財務報表附註34。

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21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行存款結餘	996,609	204,872
Time deposits	定期存款	303,200	952,500
Cash and cash equivalents	現金及現金等價物	1,299,809	1,157,372

At the end of the reporting period, the cash and bank balances and time deposits of the Group amounting to approximately RMB1,254,600,000 (2023: RMB1,150,187,000) were denominated in RMB. The RMB is not freely convertible into other currencies, however, under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between six months to three years and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents approximate to their fair values.

於報告期結束時，本集團以人民幣計值的現金及銀行存款結餘和定期存款約為人民幣1,254,600,000元（二零二三年：人民幣1,150,187,000元）。人民幣不能自由兌換為其他貨幣。然而，根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權開展外匯業務的銀行將人民幣兌換成其他貨幣。

銀行現金按根據每日銀行存款利率計算的浮動利率計息。定期存款的期限從六個月到三年不等，並根據各自的定期存款利率計息。銀行結餘存放於信譽良好且無近期違約記錄的銀行。現金及現金等價物的賬面值與其公允值相若。

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22. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Current to 90 days	即期至90天	101,012	92,469
91 to 365 days	91至365天	29,209	23,347
Over 365 days	365天以上	5,582	2,561
		135,803	118,377

Trade payables are unsecured and interest-free and are normally settled based on 30 to 120 days' term.

The fair values of trade payables as at the end of the reporting period approximated to their corresponding carrying amounts due to their relatively short maturity terms.

於報告期結束時，貿易應付款項的賬齡分析（基於發票日期）如下：

貿易應付款項為無抵押及免息，且一般以30至120天的期限清償。

於報告期結束時，貿易應付款項公允值與其賬面值相若，因為其到期期限較短。

23. OTHER PAYABLES AND ACCRUALS

		Note 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Contract liabilities	合約負債	(a)	261,894	253,312
Other payables	其他應付款項		130,795	110,175
Deposits received	已收按金		32,719	43,259
Accruals	應計費用		161,209	152,040
Lease liabilities (note 15(b))	租賃負債(附註15(b))		5,425	665
			592,042	559,451
Non-current portion — lease liabilities (note 15(b))	非流動部分 — 租賃負債(附註15(b))		(1,870)	—
Current portion	流動部分		590,172	559,451
Represented by:	代表：			
Contract liabilities	合約負債		261,894	253,312
Current portion of other payables and accruals	其他應付款項及應計費用的流動部分		328,278	306,139
			590,172	559,451

23. 其他應付款項及應計費用

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23. OTHER PAYABLES AND ACCRUALS (Continued)

Note:

- (a) Contract liabilities include advances payments received from customers for services yet to be provided. The net increases in contract liabilities were mainly due to the increase in short term advances received from customers in relation to the provision of property managements services at the end of that year.

Included in the contract liabilities as at 31 December 2024 were advance payments received from related companies of approximately RMB3,419,000 (2023: RMB2,518,000) (note 31(a)).

23. 其他應付款項及應計費用 (續)

附註：

- (a) 合約負債包括就待提供服務已收取客戶的墊款。合約負債增加淨額乃主要由於年末相對於提供物業管理服務而言已收取客戶的短期墊款增加。

於二零二四年十二月三十一日，合約負債包括從關聯公司收到的預付款約人民幣3,419,000元（二零二三年：人民幣2,518,000元）（附註31(a)）。

24. DEFERRED TAX

The movements in deferred tax during the year are as follows:

Deferred tax liabilities

24. 遞延稅項

遞延稅項於年內的變動如下：

遞延稅項負債

		Right-of-use assets 使用權資產 RMB'000 人民幣千元	Fair value adjustment arising from acquisition of a subsidiary 收購一家 附屬公司 產生的 公允值調整 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	1,150	163	1,313
Credited to the consolidated statement of profit or loss during the year (note 10)	年內計入綜合損益表（附註10）	(993)	(63)	(1,056)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	157	100	257
Charged/(credited) to the consolidated statement of profit or loss during the year (note 10)	年內扣除自／（計入）綜合損益表（附註10）	1,107	(63)	1,044
At 31 December 2024	於二零二四年十二月三十一日	1,264	37	1,301

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24. DEFERRED TAX (Continued)

24. 遞延稅項(續)

Deferred tax assets

遞延稅項資產

		Lease liabilities	Accruals	Losses available for offsetting against future taxable profits	Fair value adjustment arising from acquisition of subsidiaries	Total
		租賃負債	應計費用	可供抵銷未來應課稅溢利的虧損	收購附屬公司產生的公允值調整	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
At 1 January 2023	於二零二三年一月一日	1,150	15,289	12,125	–	28,564
Acquisition of subsidiaries (note 27)	收購附屬公司(附註27)	–	–	–	32,495	32,495
Charged to the consolidated statement of profit or loss during the year (note 10)	年內扣除自綜合損益表(附註10)	(993)	–	(988)	–	(1,981)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	157	15,289	11,137	32,495	59,078
Credited/(charged) to the consolidated statement of profit or loss during the year (note 10)	年內計入/(扣除自)綜合損益表(附註10)	1,107	–	(3,060)	(927)	(2,880)
At 31 December 2024	於二零二四年十二月三十一日	1,264	15,289	8,077	31,568	56,198

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

為呈列之目的，若干遞延稅項資產及負債已於綜合財務狀況表中抵銷。以下為本集團財務報告之遞延稅項餘額分析：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	在綜合財務狀況表中確認的遞延稅項資產淨額	56,198	58,921
Net deferred tax liabilities recognised in the consolidated statement of financial position	在綜合財務狀況表中確認的遞延稅項負債淨額	1,301	100

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24. DEFERRED TAX (Continued)

At 31 December 2024, the Group had unutilised tax losses of approximately RMB79,243,000 (2023: RMB63,773,000) that can be carried forward for five years from the year in which the losses arose for offsetting against future taxable profits of the tax entity in which the losses arose. Deferred tax assets have not been recognised in respect of certain of these losses of approximately RMB46,933,000 (2023: RMB19,226,000) as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which these tax losses can be utilised.

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. The applicable rate is 5% for the Group.

At 31 December 2024, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors of the Company, the Group's fund will be retained in Mainland China for the expansion of the Group's operation, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB1,325,029,000 as at 31 December 2024 (2023: RMB1,127,257,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

24. 遞延稅項 (續)

於二零二四年十二月三十一日，本集團的未動用稅項虧損約人民幣79,243,000元（二零二三年：人民幣63,773,000元），該等稅項虧損可由虧損出現的年度起結轉五年，以抵銷出現虧損的稅項實體未來的應課稅溢利。並未就約人民幣46,933,000元（二零二三年：人民幣19,226,000元）的若干虧損確認遞延稅項資產，因為該等虧損在附屬公司中產生，而該等附屬公司產生虧損已持續一段時間，且不認為可能有應課稅溢利將可用於抵銷該等稅項虧損。

本集團須就該等在中國內地成立的附屬公司就自二零零八年一月一日起產生的盈利所分派的股息繳納預扣稅。本集團的適用稅率為5%。

於二零二四年十二月三十一日，並無就本集團於中國內地成立的附屬公司須繳納預扣稅的未匯出盈利應付的預扣稅確認任何遞延稅項。本公司董事認為，本集團的資金將保留在中國內地用作擴張本集團的運營之用，故在可預見的將來該等附屬公司不大可能分派有關盈利。於二零二四年十二月三十一日，與投資於中國內地附屬公司有關而並未就此確認遞延稅項負債的暫時差異總額約為人民幣1,325,029,000元（二零二三年：人民幣1,127,257,000元）。

本公司向其股東派發的股息不會引致任何所得稅後果。

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25. SHARE CAPITAL

25. 股本

		2024 二零二四年	2023 二零二三年
Authorised (number of shares):	法定(股份數量):		
Ordinary shares of HK\$0.01	每股面值0.01港元普通股	5,000,000,000	5,000,000,000
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足:		
1,935,000,000 (31 December 2023:	每股面值0.01港元的		
1,935,000,000) ordinary shares of	1,935,000,000 (二零二三年		
HK\$0.01 each	十二月三十一日:		
	1,935,000,000) 股普通股	16,024	16,024

A summary of movements in the Company's issued share capital during the year is as follows:

年內本公司已發行股本的變動概述如下:

		Number of share in issue 已發行 股份數目	Issued capital 已發行股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	2,075,000,000	17,292	1,800,443	1,817,735
Share-based payment expense	以股份為基礎的付款開支	-	-	1,693	1,693
Repurchase and cancellation of shares (note)	回購及註銷股份(附註)	(140,000,000)	(1,268)	(187,495)	(188,763)
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	1,935,000,000	16,024	1,614,641	1,630,665
Share-based payment expense	以股份為基礎的付款開支	-	-	1,727	1,727
At 31 December 2024	於二零二四年 十二月三十一日	1,935,000,000	16,024	1,616,368	1,632,392

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25. SHARE CAPITAL (Continued)

Note:

During the year ended 31 December 2023, the Company repurchased its own shares through the Stock Exchange as follows:

Month of repurchase 購回月份	No. of ordinary shares of HK\$0.01 each 每股0.01港元 普通股的數目 Shares 股	Price per share 每股股份價格		Aggregate consideration paid 支付的總代價 HK\$'000 千港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
January 2023 二零二三年一月	60,000,000	1.96	1.89	114,786
August 2023 二零二三年八月	7,170,000	1.12	1.08	7,940
September 2023 二零二三年九月	72,830,000	1.19	1.15	85,108
	140,000,000			207,834

All of the above shares were cancelled during the year ended 31 December 2023. The issued share capital of the Company was reduced by the nominal value of HK\$1,400,000 (equivalent to approximately RMB1,268,000). The premium paid on the repurchase of the shares of approximately HK\$206,434,000 (equivalent to approximately RMB187,495,000) was charged to share premium.

附註：

截至二零二三年十二月三十一日止年度，本公司透過聯交所購回其股份如下：

截至二零二三年十二月三十一日止年度，以上所有股份已註銷。本公司已發行股本已減少面值1,400,000港元（相當於約人民幣1,268,000元）。購回股份的已付溢價約206,434,000港元（相當於約人民幣187,495,000元）已計入股份溢價。

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26. RESERVES

The amounts of the Group's reserves and the movements therein for the year are presented in the consolidated statement of changes in equity.

(a) Statutory surplus reserve

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, each of the relevant subsidiaries is required to appropriate 10% of its net profit after tax, as determined under the Chinese Accounting Standards, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations and in the articles of association of the relevant subsidiaries, the statutory surplus reserve may be used either to offset losses, or to be converted to increase the share capital provided that the balance after such conversion is not less than 25% of registered capital. The reserve cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

(b) Merger reserve

The merger reserve of the Group represents (i) issued capital of a subsidiary less the cost of acquisition of the subsidiary pursuant to the reorganisation; and (ii) the capital contributions from the China SCE Group prior to the completion of the reorganisation.

26. 儲備

本集團於有關年內的儲備金額及其變動呈列於綜合權益變動表。

(a) 法定盈餘儲備

根據中國公司法及於中國成立的附屬公司的組織章程細則，各相關附屬公司須按除稅後淨利潤的10%提取法定盈餘儲備，此乃根據中國會計準則釐定，直至儲備餘額達到其註冊資本的50%。受相關中國法規及相關附屬公司組織章程細則所載若干限制的規限，法定盈餘儲備可用於抵銷虧損或轉增股本，惟轉換後餘額不得少於註冊資本的25%。儲備不得用作其設立目的以外的其他用途，亦不得作為現金股息分派。

(b) 合併儲備

本集團的合併儲備指(i)附屬公司的已發行股本減去根據重組收購附屬公司的成本；及(ii)於重組完成前中駿集團的注資。

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27. BUSINESS COMBINATION

On 6 November 2023, the Group acquired a 100% interest in Mega Time Developments Limited (“Mega Time”) and its wholly owned subsidiaries (collectively, “Mega Time Group”) from a fellow subsidiary of the Company. Mega Time Group is principally engaged in properties investment in the PRC. Further details of the acquisition are included in note 31(b) to the consolidated financial statements. The acquisition was made as part of the Group’s strategy to expand its business into operating commercial properties in the midst of a downturn in the property management industry and generate greater profitability for the shareholders. The acquisition was completed on 21 December 2023.

The fair values of the identifiable assets and liabilities of Mega Time Group as at the date of acquisition were as follows:

27. 業務合併

於二零二三年十一月六日，本集團向本公司一間同系附屬公司收購了巨時發展有限公司（「巨時」，連同其全資附屬公司，統稱為「巨時集團」）的100%權益。巨時集團主要於中國從事物業投資。該收購的進一步詳情載於綜合財務報表附註31(b)。該收購乃本集團的策略之一即在物業管理行業低迷的情況下將其業務擴展至經營商業物業及為股東帶來更強的盈利能力。該收購已於二零二三年十二月二十一日完成。

巨時集團於收購日可識別資產及負債的公允值如下：

		Notes 附註	Fair value recognised on acquisition 收購時確認的 公允值 RMB'000 人民幣千元
Investment properties	投資物業	14	1,026,000
Deferred tax assets	遞延稅項資產	24	32,495
Cash and cash equivalents	現金及現金等價物		4,324
Trade receivables	貿易應收款項		1,335
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		100,336
Trade payables	貿易應付款項		(9,846)
Other payables and accruals	其他應付款項及應計費用		(16,637)
Contract liabilities	合約負債		(3,956)
Total identifiable net assets at fair value	按公允值計值的可識別資產淨值總額		1,134,051
Gain on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	已於綜合損益表中其他收入及收益確認的議價收購的收益	5, 7	(44,051)
Settled by cash	以現金結算		1,090,000

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27. BUSINESS COMBINATION (Continued)

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	(1,090,000)
Cash and cash equivalents acquired	收購的現金及現金等價物	4,324
Total net cash outflow	總流出淨額	(1,085,676)

Since the acquisition, Mega Time Group's contributions to the revenue and consolidated profit of the Group for the year ended 31 December 2023 was considered immaterial.

Pursuant to the acquisition, the Group has agreed to take the assignment of a sale debt, which was arisen from certain commercial housing sales and purchases contracts in relation to the sale and purchase of investment properties entered into between a subsidiary of Mega Times Group and a fellow subsidiary of the Company that was unsecured and interest-free, at completion, which amounted to RMB1,223,321,000.

Had the combination taken place at the beginning of the year ended 31 December 2023, the revenue of the Group and the profit of the Group for the year ended 31 December 2023 would have been RMB1,270,186,000 and RMB271,338,000, respectively.

27. 業務合併(續)

有關收購附屬公司的現金及現金等價物流出淨額的分析如下：

自收購以來，巨時集團為本集團截至二零二三年十二月三十一日止年度的收益及合併溢利貢獻並不重大。

根據收購，本集團已同意於成交時接納銷售債務轉讓，該債務由巨時集團的一家附屬公司與本公司的一家同系附屬公司簽訂有關投資物業買賣的商品房買賣合約而產，金額為人民幣1,223,321,000元，該款項為無抵押及免息。

倘合併入賬於截至二零二三年十二月三十一日止年度的年初進行，則本集團於截至二零二三年十二月三十一日年度的收益及溢利將分別為人民幣1,270,186,000元及人民幣271,338,000元。

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28. SHARE-BASED PAYMENTS

On 2 March 2020, the Company issued and granted 900 new ordinary shares as restricted shares to Affluent Way and 12 employees at cash considerations of approximately RMB149,381,000 (HK\$166,500,000) and RMB24,898,000 (HK\$27,750,000), respectively, which would be vested on the condition that the employees remain in service for 5 years from the date of grant. Accordingly, the Group measured the fair value of these shares and recorded the excess of the fair value over the subscription price as equity-settled compensation costs over the estimated service period.

The fair value of ordinary shares of the Company was estimated as at the date of grant. The following table lists the inputs to the price-to-earnings multiples method used to estimate the fair value:

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Multiples 倍數
Fair value of ordinary shares of the Company at date of grant 本公司普通股於授出日期的公允值	Valuation multiples 估值倍數	Price to earnings multiple of peers' rate 同業市盈率	23

The fair value of the restricted shares granted in 2020 was RMB40,762,000, of which the Group recognised share-based payment expenses of approximately RMB1,727,000 during the year ended 31 December 2024 (2023: RMB1,693,000).

28. 以股份為基礎的付款

於二零二零年三月二日，本公司向裕威及12名僱員發行及授出900股新普通股作為受限制股份，現金代價分別約為人民幣149,381,000元（166,500,000港元）及人民幣24,898,000元（27,750,000港元），其歸屬條件為僱員將於授出日期起計五年內繼續任職。因此，本集團計量該等股份的公允值並將公允值超逾認購價的部分列為估計服務期內以權益結算的薪酬成本。

本公司普通股的公允值於授出日期估算。下表列出用於估算公允值的市盈率法輸入數據：

於二零二零年授出的受限制股份的公允值為人民幣40,762,000元，其中本集團於截至二零二四年十二月三十一日止年度確認以股份為基礎的付款開支約為人民幣1,727,000元（二零二三年：人民幣1,693,000元）。

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31 December 2024 二零二四年十二月三十一日

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS 29. 綜合現金流量表附註

(a) Major non-cash transactions

During the year ended 31 December 2024, the Group had non-cash addition to right-of-use assets and lease liabilities of approximately RMB7,553,000 (2023: Nil) and RMB7,553,000 (2023: Nil), respectively, in respect of lease arrangements for office properties.

(a) 主要非現金交易

截至二零二四年十二月三十一日止年度，就辦公物業租賃安排而言，本集團的使用權資產及租賃負債的非現金增加分別為約人民幣7,553,000元（二零二三年：無）及人民幣7,553,000元（二零二三年：無）。

(b) Changes in liabilities arising from financing activities

(b) 融資活動產生的負債變動

		Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	4,767
Changes from financing cash flows	融資現金流量變動	(4,102)
Interest expense	利息開支	122
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(122)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	665
Changes from financing cash flows	融資現金流量變動	(2,793)
New leases	新租賃	7,553
Interest expense	利息開支	253
Interest paid classified as operating cash flows	分類為經營現金流量的已付利息	(253)
At 31 December 2024	於二零二四年十二月三十一日	5,425

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

29. 綜合現金流量表附註(續)

(c) Total cash outflow for leases

(c) 租賃現金流出總額

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Within operating activities	於經營活動內	11,631	13,680
Within financing activities	於融資活動內	2,793	4,102
		14,424	17,782

30. COMMITMENTS

30. 承擔

The Group had the following contractual commitments as at the end of the reporting period:

於報告期結束時，本集團擁有以下已簽約承擔：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Acquisition of office equipment	購置辦公設備	13,763	13,516

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31. RELATED PARTY TRANSACTIONS

(a) Outstanding balances with related companies

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Due from related companies	應收關聯公司款項		
Trade related	貿易相關		
China SCE Group	中駿集團	152,056	139,987
Joint ventures of the China SCE Group	中駿集團的合營企業	4,850	10,902
Associates of the China SCE Group	中駿集團的聯營公司	2,642	1,805
		159,548	152,694
Impairment losses	減值虧損	(51,322)	(3,310)
		108,226	149,384
Due from a related party	應收關聯方款項		
Non-trade related	非貿易相關		
China SCE Group	中駿集團	755,442	640,178
Impairment losses	減值虧損	(7,686)	(4,325)
		747,756	635,853

31. 關聯方交易

(a) 與關聯公司的未付結餘

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31. RELATED PARTY TRANSACTIONS (Continued)

31. 關聯方交易(續)

(a) Outstanding balances with related companies (Continued)

(a) 與關聯公司的未付結餘(續)

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Other payables	其他應付款		
China SCE Group	中駿集團	5,647	4,309
Contract liabilities	合約負債		
China SCE Group	中駿集團	2,957	2,454
Joint ventures of the China SCE Group	中駿集團的合營企業	462	20
Companies controlled by Mr. Wong Lun and his family members (together with Mr. Wong Lun, the "Wong Family")	黃倫先生及其家族成員 (連同黃倫先生即 「黃氏家族」)控制的公司	—	44
		3,419	2,518

The non-trade amount due from a related party is secured, bears fixed interest at 7% per annum and not repayable over the next twelve months (2023: repayable within the next 12 months). The Group has assessed that the credit risk of these receivables has not increased significantly since initial recognition and measured the impairment under the general approach based on 12-month expected credit losses.

應收關聯方的非貿易款項為有抵押，年利率固定為7%及不須於超過12個月後償還（二零二三年：12個月內償還）。本集團已評估該等應收款項的信貸風險並無自首次確認後大幅增加，並已按12個月預期信貸虧損的基本方法計算減值。

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31. RELATED PARTY TRANSACTIONS (Continued)

31. 關聯方交易 (續)

(b) The Group had the following transactions with related parties during the year:

(b) 年內已與關聯方進行以下交易：

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Property management service income from the China SCE Group	來自中駿集團的物業管理服務收入	13,136	23,446
Property management service income from the associates and joint ventures of the China SCE Group	來自中駿集團聯營公司及合營企業的物業管理服務收入	2,119	3,952
Property management service income from the Wong Family	來自黃氏家族的物業管理服務收入	1,013	2,119
Value-added service income from the China SCE Group	來自中駿集團的增值服務收入	32,931	121,294
Value-added service income from the associates and joint ventures of the China SCE Group	來自中駿集團聯營公司及合營企業的增值服務收入	2,965	7,185
Value-added service income from the Wong Family	來自黃氏家族的增值服務收入	85	205
Commercial operational service income from the China SCE Group	來自中駿集團的商業運營服務收入	—	7,783
Interest income from the China SCE Group	來自中駿集團的利息收入	53,946	45,451
Rental and utility expenses paid to the China SCE Group	向中駿集團支付的租金及公用事業費用	515	683
Rental payments paid to the China SCE Group*	向中駿集團支付的租金支出*	2,546	3,825
Repayment of loan from the China SCE Group	由中駿集團償還的貸款款項	—	8,998
Purchase of car parking spaces from the China SCE Group^	向中駿集團購買停車位^	—	405
Short-term lease expenses for car parks, common areas and advertising space paid to the China SCE Group	向中駿集團支付的停車場、公共區域及廣告位的短期租賃支出	11,318	12,876
Short-term lease expenses for car parks, common areas and advertising space paid to the joint ventures of the China SCE Group	向中駿集團的合營企業支付的停車場、公共區域及廣告位的短期租賃支出	—	63
Loan advanced to the China SCE Group	向中駿集團支付的貸款款項	115,395	—

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31. RELATED PARTY TRANSACTIONS (Continued)

(b) The Group had the following transactions with related parties during the year: (Continued)

- * During the years ended 31 December 2024 and 2023, the Group leased certain properties from the China SCE Group and the rental payments were made to reduce the corresponding lease liabilities.
- ^ During the year ended 31 December 2023, the Group purchased car parking spaces from the China SCE Group, certain of which were purchased at nil consideration.

During the year ended 31 December 2023, the Group acquired a 100% interest in Mega Time at a consideration of RMB1,090,000,000. Pursuant to the acquisition, the Group has agreed to take the assignment of sale debt at completion, which amounted to RMB1,223,321,000. Further details of the acquisition are included in note 27 to the consolidated financial statements.

These transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.

All of the above related party transactions also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

(c) Compensation of key management personnel of the Group

In the opinion of the Company's directors, the directors of the Company represent the key management personnel of the Group. Further details of directors' emoluments are included in note 8 to the consolidated financial statements.

31. 關聯方交易(續)

(b) 年內已與關聯方進行以下交易：(續)

- * 於截至二零二四年十二月三十一日及二零二三年十二月三十一日止年度，本集團向中駿集團租賃若干物業及租金支出用以減少相應的租賃負債。
- ^ 於截至二零二三年十二月三十一日止年度，本集團向中駿集團購買停車位，其中若干停車位以無代價購買。

於截至二零二三年十二月三十一日止年度，本集團以人民幣1,090,000,000元收購巨時的100%權益。根據收購，本集團已同意於成交時接納銷售債務轉讓，金額為人民幣1,223,321,000元。該收購的進一步詳情載於綜合財務報表附註27。

該等交易乃按所涉各方共同協定的條款及條件進行。

上述所有關聯方交易亦構成上市規則第14A章所定義之關連交易或持續關連交易。

(c) 本集團主要管理人員薪酬

本公司董事認為，本公司董事即本集團主要管理人員。董事酬金的進一步詳情載於綜合財務報表附註8。

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32. FINANCIAL INSTRUMENTS BY CATEGORY

All financial assets and liabilities of the Group as at the end of the year are financial assets and financial liabilities stated at amortised cost, respectively.

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial instruments reasonably approximate to their fair values.

Management has assessed that the fair values of trade receivables, financial assets included in prepayments, deposits and other receivables, amount due from a related party, cash and cash equivalents, trade payables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group did not have any financial assets and financial liabilities measured at fair value as at 31 December 2024 (2023: Nil).

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and cash equivalents, trade and other receivables, amount due from a related party and trade and other payables, which arise directly from its operations. The main purpose of these financial instruments is to raise finance for the Group's operations.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. Generally, the Group introduces conservative strategies on its risk management. To keep the Group's exposure to these risks to a minimum, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The directors review and agree policies for managing each of these risks and they are summarised below.

32. 按類別劃分的金融工具

本集團於年末的所有金融資產及負債分別為按攤銷成本列賬的金融資產及金融負債。

33. 金融工具的公允值及公允值層級

本集團金融工具的賬面值乃合理地與其公允值相若。

管理層已評估貿易應收款項、計入預付款項、按金及其他應收款項的金融資產、應收關聯方款項、現金及現金等價物、貿易應付款項、計入其他應付款項及應計費用的金融負債的公允值與其賬面值相若，主要是由於該等工具的到期期限較短。

於二零二四年十二月三十一日（二零二三年：無），本集團並無任何按公允值計量的金融資產及金融負債。

34. 財務風險管理目標及政策

本集團的主要金融工具主要包括現金及現金等價物、貿易及其他應收款項、應收關聯方款項以及貿易及其他應付款項，該等金融工具因其運營而直接產生。該等金融工具的主要目的在於為本集團的運營融資。

本集團金融工具產生的主要風險為信貸風險及流動資金風險。一般而言，本集團對其風險管理採取保守策略。為將本集團所面臨的該等風險降至最低，本集團並無使用任何衍生及其他工具作對沖目的。本集團並未持有或發行可供交易的衍生金融工具。董事會審閱並同意各項風險管理政策，其概述如下。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group is exposed to credit risk in relation to its trade receivables, other receivables, amount due from a related party and cash and cash equivalents.

The Group expects that there is no significant credit risk associated with cash and cash equivalents since they are substantially placed at state-owned banks and other medium or large-sized listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

The Group is exposed to credit risk in relation to its trade receivables and amount due from a related party. Information about the impairment provision recognised during the year is disclosed in note 31(a) to the consolidated financial statements.

The Group trades only with recognised and creditworthy third parties. Concentrations of credit risk are managed by analysis by customer/counterparty. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables from third parties and other receivables are widely dispersed. In addition, receivable balances are monitored on an ongoing basis.

34. 財務風險管理目標及政策 (續)

信貸風險

本集團面臨有關其貿易應收款項、其他應收款項、應收關聯方款項以及現金及現金等價物的信貸風險。

由於現金及現金等價物主要存放於國有銀行及其他中型或大型上市銀行，故本集團預期不會面臨有關現金及銀行結餘的重大信貸風險。管理層預期將不會因該等交易對手方不履約而產生任何重大損失。

本集團面臨與其貿易應收款項及應收關聯方款項有關的信貸風險。有關確認本年度減值撥備的詳情載於綜合財務報表附註31(a)。

本集團僅與獲認可及信譽良好的第三方進行交易。集中信貸風險管理為向客戶／交易對手進行分析。由於本集團的來自第三方貿易應收款項及其他應收款項的客戶基礎廣泛分佈，因此本集團並無重大集中信貸風險。此外，應收款項結餘會受到持續監控。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2024 and 2023. The amounts presented are the gross carrying amounts for financial assets.

As at 31 December 2024

		12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 整個存續期預期信貸虧損			
		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade receivables*	貿易應收款項*	—	—	—	361,530	361,530
Financial assets included in prepayments, deposits and other receivables**	計入預付款項、按金及其他應收款項的金融資產**	28,008	—	—	—	28,008
Amount due from a related party**	應收關聯方款項**	755,442	—	—	—	755,442
Cash and cash equivalents — Not yet past due	現金及現金等價物 — 未逾期	1,299,809	—	—	—	1,299,809
		2,083,259	—	—	361,530	2,444,789

34. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及於所處年末階段

下表列示基於本集團信貸政策的信貸質素及最高信貸風險(主要以逾期資料為基準，除非可在不耗費過多成本或努力的情況下取得其他資料)，及於二零二四年十二月三十一日及二零二三年十二月三十一日所處年末階段分類。所呈列的金額為金融資產的賬面總值。

於二零二四年十二月三十一日

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2023

		12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 整個存續期預期信貸虧損		
		Stage 1 第一階段 RMB'000 人民幣千元	Stage 2 第二階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元
					Total 總計 RMB'000 人民幣千元
Trade receivables*	貿易應收款項*	—	—	—	280,686
Financial assets included in prepayments, deposits and other receivables**	計入預付款項、按金及其他應收款項的金融資產**	70,012	—	—	70,012
Amount due from a related party**	應收關聯方款項**	640,178	—	—	640,178
Cash and cash equivalents — Not yet past due	現金及現金等價物 — 未逾期	1,157,372	—	—	1,157,372
		1,867,562	—	—	280,686
					2,148,248

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 19 to the consolidated financial statements.

** The credit quality of the financial assets included in prepayments, deposits and other receivables and amount due from a related party is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

34. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及於所處年末階段 (續)

於二零二三年十二月三十一日

* 就本集團應用簡化方法計算減值的貿易應收款項而言，基於撥備矩陣的資料乃披露於綜合財務報表附註19。

** 倘計入預付款項、按金及其他應收款項及應收關聯方款項的金融資產尚未逾期且並無資料顯示金融資產自初始確認以來信貸風險大幅增加，則其信貸質素被視為「正常」。否則，金融資產的信貸質素被視為「存疑」。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group's objectives are to maintain a prudent financial policy, to monitor liquidity ratios against risk limits and to maintain a contingency plan for funding to ensure that the Group maintains sufficient cash to meet its liquidity requirements.

The following table details the remaining contractual maturities of the Group's financial liabilities as at 31 December 2024 and 2023, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, based on rates as at 31 December 2024 and 2023) and the earliest date that the Group could be required to repay:

As at 31 December 2024

		Within 1 year or on demand 一年內 或按要求 RMB'000 人民幣千元	In the second year 第二年 RMB'000 人民幣千元	3 to 5 years 三至五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	貿易應付款項	130,221	5,582	–	135,803
Other payables and accruals	其他應付款項及 應計費用	163,514	–	–	163,514
Lease liabilities	租賃負債	3,555	1,870	–	5,425
		297,290	7,452	–	304,742

34. 財務風險管理目標及政策 (續)

流動資金風險

本集團的目標是保持審慎的財務政策，監控流動資金比率是否超過風險限額，並維護資金應急計劃以確保本集團擁有足夠現金以滿足流動資金要求。

下表詳列本集團的金融負債於二零二四年十二月三十一日及二零二三年十二月三十一日的餘下合約到期情況，此乃根據合約未貼現現金流量（包括使用根據於二零二四年十二月三十一日及二零二三年十二月三十一日的合約利率計算的利息支出）及本集團可被要求償還款項的最早日期而得出：

於二零二四年十二月三十一日

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31 December 2024 二零二四年十二月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

As at 31 December 2023

		Within 1 year or on demand 一年內 或按要求 RMB'000 人民幣千元	In the second year 第二年 RMB'000 人民幣千元	3 to 5 years 三至五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	貿易應付款項	115,816	2,561	–	118,377
Other payables and accruals	其他應付款項及 應計費用	153,434	–	–	153,434
Lease liabilities	租賃負債	669	–	–	669
		269,919	2,561	–	272,480

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

34. 財務風險管理目標及政策 (續)

流動資金風險 (續)

於二零二三年十二月三十一日

資本管理

本集團資本管理的主要目標是保障本集團持續經營的能力並維持穩健的資本比率，以支持其業務。

本集團會根據經濟狀況的變化管理及調整其資本架構。為維持或調整資本架構，本集團或會調整派付予股東的股息、向股東返還資本或發行新股。於二零二四年十二月三十一日及二零二三年十二月三十一日止年度，管理資本的目標、政策或流程並無變化。

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a current ratio, which is total current assets divided by the total current liabilities, and liabilities to assets ratio, which is total liabilities divided by total assets. The current ratios and liabilities to assets ratios as at the end of each reporting period are as follows:

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Total current assets	流動資產總值	1,667,834	2,270,382
Total current liabilities	流動負債總值	775,350	719,786
Total assets	資產總值	3,512,406	3,396,339
Total liabilities	負債總值	778,521	719,886
Current ratio	流動比率	2.2	3.2
Liabilities to assets ratio	資產負債比率	22.2%	21.2%

34. 財務風險管理目標及政策 (續)

資本管理 (續)

本集團使用流動比率(即流動資產總值除以流動負債總額)及資產負債比率(即負債總值除以資產總值)監控資本。於各報告期間末的流動比率及資產負債比率如下：

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

35. 本公司財務狀況表

有關本公司於報告期結束時的財務狀況表的資料如下：

		Notes 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Investment in subsidiaries	於附屬公司的投資		1,592	1,592
Total non-current assets	非流動資產總值		1,592	1,592
CURRENT ASSETS	流動資產			
Prepayments and other receivables	預付款項及其他應收款項		289	199
Due from subsidiaries	應收附屬公司款項	(a)	1,729,347	1,812,627
Cash and bank balances	現金及銀行存款結餘		95,328	6,937
Total current assets	流動資產總值		1,824,964	1,819,763
CURRENT LIABILITIES	流動負債			
Due to subsidiaries	應付附屬公司款項	(a)	41,867	70,974
Total current liabilities	流動負債總值		41,867	70,974
NET CURRENT ASSETS	流動資產淨值		1,783,097	1,748,789
Net assets	資產淨值		1,784,689	1,750,381
EQUITY	權益			
Issued capital	已發行股本		16,024	16,024
Reserves	儲備	(b)	1,768,665	1,734,357
Total equity	權益總額		1,784,689	1,750,381

Wong Lun
黃倫
Director
董事

Niu Wei
牛偉
Director
董事

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 December 2024 二零二四年十二月三十一日

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

- (a) The amounts are unsecured, interest-free and repayment on demand.
- (b) A summary of the Company's reserves is as follows:

35. 本公司財務狀況表(續)

附註：

- (a) 款項為無抵押、免息及須按要求償還。
- (b) 本公司儲備的概要如下：

		Share premium account 股份溢價賬 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023	於二零二三年一月一日	1,800,443	110,520	(19,661)	1,891,302
Share-based payment expenses	以股份為基礎的付款開支	1,693	—	—	1,693
Total comprehensive income/(loss) for the year	年內全面收入／(虧損)總額	—	36,542	(7,685)	28,857
Repurchase and cancellation of shares	回購及註銷股份	(187,495)	—	—	(187,495)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	1,614,641	147,062	(27,346)	1,734,357
Share-based payment expenses	以股份為基礎的付款開支	1,727	—	—	1,727
Total comprehensive income/(loss) for the year	年內全面收入／(虧損)總額	—	38,168	(5,587)	32,581
At 31 December 2024	於二零二四年十二月三十一日	1,616,368	185,230	(32,933)	1,768,665

36. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board on 28 March 2025.

36. 批准財務報表

綜合財務報表已於二零二五年三月二十八日經董事會批准及授權。

FIVE YEAR FINANCIAL SUMMARY

五年財務摘要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and the Company's prospectus dated 21 June 2021, is set out below:

下表概述本集團過去五個財政年度之業績及資產、負債及非控股權益，乃摘錄自己刊發之經審計綜合財務報表及本公司日期為二零二一年六月二十一日的招股章程：

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
REVENUE	收益	1,212,949	1,247,682	1,182,371	1,230,050	805,284
Cost of sales	銷售成本	(858,043)	(837,943)	(752,413)	(649,181)	(448,707)
Gross profit	毛利	354,906	409,739	429,958	580,869	356,577
Other income and gains	其他收入及收益	73,059	142,982	46,357	24,004	6,817
Selling and marketing expenses	銷售及營銷開支	(7,866)	(9,818)	(1,032)	(2,332)	(5,351)
Administrative expenses	行政開支	(296,386)	(193,022)	(194,745)	(218,525)	(135,295)
Finance cost	財務費用	(253)	(122)	(372)	(560)	(43)
Share of profit/(loss) of a joint venture	應佔一家合營企業 溢利／(虧損)	1,043	333	271	180	(25)
PROFIT BEFORE TAX	除稅前溢利	124,503	350,092	280,437	383,636	222,680
Income tax expense	稅項開支	(66,233)	(86,846)	(67,825)	(97,507)	(60,170)
PROFIT FOR THE YEAR	年內溢利	58,270	263,246	212,612	286,129	162,510
Profit attributable to:	下列各項應佔溢利：					
Owners of the parent	母公司擁有人	56,957	257,048	208,069	280,609	155,729
Non-controlling interests	非控股權益	1,313	6,198	4,543	5,520	6,781
		58,270	263,246	212,612	286,129	162,510

FIVE YEAR FINANCIAL SUMMARY
五年財務摘要

ASSETS, LIABILITIES AND NON-CONTROLLING
INTERESTS

資產、負債及非控股權益

		As at 31 December 於十二月三十一日				
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
TOTAL ASSETS	總資產	3,512,406	3,396,339	3,184,944	3,058,734	1,117,658
TOTAL LIABILITIES	總負債	(778,521)	(719,886)	(596,984)	(616,234)	(579,974)
NON-CONTROLLING INTERESTS	非控股權益	(22,021)	(20,708)	(14,510)	(9,967)	(15,975)
		2,711,864	2,655,745	2,573,450	2,432,533	521,709



中駿商管智慧服務控股有限公司
SCE Intelligent Commercial
Management Holdings Limited