

zhenro 正榮地產

正榮地產集團有限公司

Zhenro Properties Group Limited

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code : 6158

ANNUAL REPORT

2024

年報





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董事會

執行董事

劉偉亮先生(主席)
李洋先生

非執行董事

歐國偉先生
(自二零二五年一月十七日起辭任)

獨立非執行董事

陸海林博士
(自二零二四年十二月三十一日起辭任)
王傳序先生
謝駿先生
楊詠儀女士
(自二零二四年十二月三十一日起
獲委任)

審核委員會

陸海林博士(主席)
(自二零二四年十二月三十一日起辭任)
楊詠儀女士(主席)
(自二零二四年十二月三十一日起
獲委任)
歐國偉先生
(自二零二五年一月十七日起辭任)
王傳序先生
謝駿先生
(自二零二五年一月十七日起獲委任)

提名委員會

劉偉亮先生(主席)
王傳序先生
謝駿先生

薪酬委員會

王傳序先生(主席)
劉偉亮先生
謝駿先生

聯席公司秘書

陳競德先生
鄺燕萍女士(FCG, HKFCG)

BOARD OF DIRECTORS

Executive Directors

Mr. LIU Weiliang (*Chairman*)
Mr. LI Yang

Non-executive Director

Mr. OU Guowei
(*resigned with effect from 17 January 2025*)

Independent Non-executive Directors

Dr. LOKE Yu (alias LOKE Hoi Lam)
(*resigned with effect from 31 December 2024*)
Mr. WANG Chuanxu
Mr. XIE Jun
Ms. YANG Yongyi
(*appointed with effect from 31 December 2024*)

AUDIT COMMITTEE

Dr. LOKE Yu (alias LOKE Hoi Lam) (*Chairman*)
(*resigned with effect from 31 December 2024*)
Ms. YANG Yongyi (*Chairman*)
(*appointed with effect from 31 December 2024*)
Mr. OU Guowei
(*resigned with effect from 17 January 2025*)
Mr. WANG Chuanxu
Mr. XIE Jun
(*appointed with effect from 17 January 2025*)

NOMINATION COMMITTEE

Mr. LIU Weiliang (*Chairman*)
Mr. WANG Chuanxu
Mr. XIE Jun

REMUNERATION COMMITTEE

Mr. WANG Chuanxu (*Chairman*)
Mr. LIU Weiliang
Mr. XIE Jun

JOINT COMPANY SECRETARIES

Mr. CHAN King Tak
Ms. KWONG Yin Ping, Yvonne (FCG, HKFCG)

授權代表

鄺燕萍女士
劉偉亮先生

AUTHORISED REPRESENTATIVES

Ms. KWONG Yin Ping, Yvonne
Mr. LIU Weiliang

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師
香港鰂魚涌英皇道979號
太古坊一座27樓

AUDITOR

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road, Quarry Bay, Hong Kong

公司網址

www.zhenrodc.com

COMPANY'S WEBSITE

www.zhenrodc.com

股份代號

06158

STOCK CODE

06158

開曼群島註冊辦事處、主要股份過戶登記處及轉讓代理人

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008, Cayman Islands

CAYMAN ISLANDS REGISTERED OFFICE, PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Walkers Corporate Limited
190 Elgin Avenue, George Town
Grand Cayman KY1-9008, Cayman Islands

香港證券登記處

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

HONG KONG SHARE REGISTRAR

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

中國總部

中國上海市閔行區申虹路666弄
虹橋正榮中心7號樓3樓

HEAD OFFICE IN THE PRC

3/F, Building 7, Hongqiao Zhenro Center
666 Shenhong Road, Minhang District, Shanghai, PRC

香港主要營業地點

香港灣仔港灣道26號
華潤大廈32樓3201室

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3201, 32/F, China Resources Building
No. 26 Harbour Road, Wanchai, Hong Kong

尊敬的各位股東：

本人謹此代表董事會向各位股東提呈本集團截至二零二四年十二月三十一日止年度之業績、經營回顧與二零二五年展望。

業績

截至二零二四年十二月三十一日止年度，本集團的收益為人民幣33,416.9百萬元；虧損為人民幣7,539.0百萬元；及母公司擁有人應佔虧損為人民幣6,829.8百萬元。董事會不建議派發截至二零二四年十二月三十一日止年度的末期股息。

市場以及經營回顧

2024年，中國房地產行業仍然處於深度調整階段。全國房地產開發投資、房屋新開工面積、新建商品房銷售面積等主要指標持續下行，居民購房意願依然薄弱，房企經營壓力巨大。而自2024年9月以來，在前期支持性政策基礎上，中央政治局會議提出「促進房地產市場止跌回穩」目標，各級政府進一步通過多維度政策組合，有力穩定市場，為行業企穩復蘇帶來希望。

回顧過去一年，於嚴峻形勢下，本集團的運營以及流動性亦受顯著影響。面對重重壓力和挑戰，本集團直面困局，攻堅克難，保持公司整體經營穩定，保障生產建設有序開展，部分重難點項目實現突破。本集團將「保交付」作為核心任務，於2024年實現約26,900套新房交付。本集團堅持打造高質量的產品和服務以滿足客戶需求，同時加強客戶信心及樹立企業口碑，在中國指數研究院發佈的《2024年中國城市居民居住滿意度調查報告》中，本集團客戶滿意度得分顯著高於行業平均水平。

Dear shareholders,

On behalf of the Board, I hereby present to you the results and business review of the Group for the year ended 31 December 2024 and its outlook for 2025.

RESULTS

For the year ended 31 December 2024, the revenue of the Group was RMB33,416.9 million; the loss was RMB7,539.0 million; and the loss attributable to owners of the parent was RMB6,829.8 million. The Board did not recommend the payment of a final dividend for the year ended 31 December 2024.

MARKET AND BUSINESS REVIEW

In 2024, China's real estate sector remained in a phase of deep adjustment. Key indicators such as national real estate development investment, newly started construction area, and sales area of newly built commercial housing continued to decline, residents' willingness to purchase houses remained weak, and real estate companies were under huge operational pressures. However, since September 2024, on the basis of previous supportive policies, the meeting of the Political Bureau of the Central Committee proposed the goal of "promoting the stabilization and recovery of the real estate market". Governments at all levels have further implemented multi-dimensional policy measures to effectively stabilize the market, bringing hope for the industry's steady recovery.

Over the past year, amid severe circumstances, the Group's operations and liquidity were significantly impacted. In the face of numerous pressures and challenges, the Group braved difficulties, maintained overall operational stability, ensured orderly progress in production and construction, and achieved breakthroughs in some key and challenging projects. The Group prioritized "ensuring delivery" as a core mission, and approximately 26,900 new homes were delivered in 2024. Committed to providing high-quality products and services to meet customer needs, the Group also bolstered customers' confidence and established corporate reputation. In the "Report of Housing Satisfaction of Urban Residents in China in 2024" released by China Index Academy, the Group's customer satisfaction score was significantly higher than the industry average.

同時，為解決流動性問題，本集團繼2022年、2023年後，繼續實施流動性管理以及成本節約措施，包括尋求融資展期和豁免、加快銷售和現金回收、進一步精簡企業組織架構、大力壓縮行政費用。本集團積極與法律顧問及財務顧問就境外整體債務管理方案進行合作，協助本集團對境外債務進行整體重組，以實現長期可持續的資本結構，穩定本集團運營，同時兼顧所有持份者的利益。

展望

展望2025，中國房地產行業將繼續在困難中前行。本集團將迎難而上，在努力保持經營穩定的基礎上，積極尋求新的發展空間，推動企業持久發展。在2024年末，中央政治局會議進一步提出「穩住樓市」，中央經濟工作會議再次強調「持續用力推動房地產市場止跌回穩」，釋放了更加堅定的穩中國樓市基調，本集團將努力抓住經濟提振及房地產市場止跌回穩的契機，加大營銷力度、提高銷售質量，進一步提升資產價值回收效果。本集團將繼續秉承「安全、健康、可持續」的經營方針，加強財務風險管理，優化資產結構，嚴控經營成本，以確保本集團的財務穩定性。此外，本集團將繼續提高產品和服務質量，以贏得客戶青睞；繼續提升內部管理體系及運營效率，以提升經營質量，從而促進企業可持續發展。

Meanwhile, in order to address liquidity issues, the Group has continued to implement liquidity management and cost saving measures since 2022 and 2023, including seeking financing extension and exemption, accelerating sales and cash collection, further streamlining the corporate organisational structure, and significantly reducing administrative expenses. The Group has been actively working with its legal advisor and financial advisers on its offshore holistic liability management solutions to assist it with a holistic restructuring of its offshore indebtedness, in order to achieve a long-term sustainable capital structure and stabilise the Group's operations, taking into account the interest of all stakeholders.

OUTLOOK

Looking ahead to 2025, China's real estate industry will continue to move forward in difficulties. The Group will brave difficulties by actively seeking new growth opportunities while striving to maintain operational stability, so as to drive the long-term development of the Company. At the end of 2024, the meeting of the Political Bureau of the Central Committee further proposed "stabilizing the property market", and the Central Economic Work Conference once again emphasized "continuous efforts to promote the stabilization and recovery of the real estate market", releasing an even more resolute tone for stabilizing the PRC property market. The Group will seize the opportunity from the recovery of the economy and the real estate market by increasing marketing efforts and improving the sales quality, so as to further improve the outcome of asset value recovery. The Group will continue to adhere to the operating principles of "safety, health, and sustainability", strengthen financial risk management, optimise asset structure and strictly control operating costs to ensure the financial stability the Group. In addition, the Group will continue to improve product and service quality to win customer favor. The Group will also continue to enhance its internal management system and operational efficiency to improve business quality, thereby promoting its sustainable development.

致謝

最後，本人謹代表董事會同仁，就所有股東、投資者、合作夥伴及客戶對本公司的支持，全體員工的辛勤努力及付出，致以誠摯的感謝。本公司將繼續秉承「正直構築繁榮」的核心價值觀，實現本公司穩定且可持續的發展，為本公司的股東、投資者及持份者帶來價值。

正榮地產集團有限公司
董事會主席
劉偉亮

中國上海
二零二五年三月二十八日

APPRECIATION

Finally, on behalf of the Board, I would like to express our sincere appreciation to all shareholders, investors, business partners and customers for their support, and all employees for their dedication and hard work. The Company will continue to uphold our core value of “prosperity from integrity” and achieve stable and sustainable development while bringing value to shareholders, investors and other stakeholders of the Company.

Zhenro Properties Group Limited
LIU Weiliang
Chairman of the Board

Shanghai, PRC
28 March 2025

房地產開發

合約銷售

於截至二零二四年十二月三十一日止年度（「二零二四年度」），本集團連同合營企業及聯營公司錄得合約銷售金額人民幣6,729.0百萬元，較截至二零二三年十二月三十一日止年度（「二零二三年度」）同比減少56.3%；總合約銷售建築面積（「建築面積」）約為458,886百萬平方米，較二零二三年度同比減少55.3%。於二零二四年度，合約平均售價（「平均售價」）為人民幣14,664元／平方米，而二零二三年度為人民幣14,986元／平方米。

下表載列本集團連同合營企業及聯營公司於二零二四年度按地區劃分的合約銷售明細。

PROPERTY DEVELOPMENT

Contracted Sales

For the year ended 31 December 2024 (“Year 2024”), the Group, together with its joint ventures and associated companies, recorded contracted sales of RMB6,729.0 million, representing a 56.3% year-over-year decrease from the year ended 31 December 2023 (“Year 2023”); total contracted gross floor area (“GFA”) sold amounted to approximately 458,886 million sq.m., representing a 55.3% year-over-year decrease from Year 2023. Contracted average selling price (“ASP”) for Year 2024 was RMB14,664 per sq.m., whilst that for Year 2023 was RMB14,986 per sq.m.

The following table sets forth the geographic breakdown of the contracted sales of the Group, together with its joint ventures and associated companies, in Year 2024.

| | | 合約銷售 建築面積 | 合約銷售 金額 | 合約平均 售價 | 合約銷售 百分比 % of |
|--------|-------------------------------|------------------------|---------------------|-----------------------------------|--------------------------|
| | | Contracted GFA Sold | Contracted Sales | Contracted ASP 人民幣元／ 平方米 | Contracted Sales % |
| | | 平方米 sq.m. | 人民幣千元 RMB'000 | 人民幣元／ 平方米 RMB/sq.m. | % |
| 長三角地區 | Yangtze River Delta Region | 205,017 | 3,026,088 | 14,760 | 45.0 |
| 海峽西岸地區 | Western Taiwan Straits Region | 105,502 | 1,717,511 | 16,279 | 25.5 |
| 環渤海地區 | Bohai Rim Region | 17,014 | 373,362 | 21,944 | 5.5 |
| 華中地區 | Central China Region | 65,377 | 647,502 | 9,904 | 9.6 |
| 華西地區 | Western China Region | 7,996 | 137,765 | 17,230 | 2.0 |
| 珠三角地區 | Pearl River Delta Region | 57,980 | 826,762 | 14,259 | 12.4 |
| 總計 | Total | 458,886 | 6,729,990 | 14,664 | 100.0 |

銷售物業已確認收益

於二零二四年度，銷售物業已確認收益為人民幣33,331.1百萬元，較二零二三年度的人民幣38,648.3百萬元減少13.8%，主要由於交付建築面積減少。於二零二四年度，本集團的銷售物業已確認平均售價為人民幣17,340元／平方米，較二零二三年度的人民幣15,433元／平方米增加12.4%，主要由於售價較高的物業在二零二四年度交付的佔比有所上升所致。

於二零二四年度，本集團交付的物業包括福州濱江正榮府、蘇州保利正榮棠悅花園、阜陽潁州正榮府、佛山金茂碧桂園正榮府、廈門聯發正榮府等。

下表載列本集團於所示年度物業銷售已確認收益的地區明細：

| | | 銷售物業已確認收益 | | 佔銷售物業已確認收益百分比 | | 已交付總建築面積 | | 已確認平均售價 | |
|--------|-------------------------------|---|------------|--|-----------|---------------------|-----------|----------------|-----------|
| | | Recognized Revenue from Sales of Properties | | % of Recognized Revenue from Sales of Properties | | Total GFA Delivered | | Recognized ASP | |
| | | 二零二四年度 | 二零二三年度 | 二零二四年度 | 二零二三年度 | 二零二四年度 | 二零二三年度 | 二零二四年度 | 二零二三年度 |
| | | Year 2024 | Year 2023 | Year 2024 | Year 2023 | Year 2024 | Year 2023 | Year 2024 | Year 2023 |
| | | 人民幣千元 | 人民幣千元 | % | % | 平方米 | 平方米 | 人民幣元／平方米 | 人民幣元／平方米 |
| | | RMB'000 | RMB'000 | % | % | sq.m. | sq.m. | RMB/sq.m. | RMB/sq.m. |
| 長三角地區 | Yangtze River Delta Region | 9,429,723 | 20,405,330 | 28.3 | 52.8 | 554,219 | 1,156,372 | 17,014 | 17,646 |
| 海峽西岸地區 | Western Taiwan Straits Region | 10,495,646 | 8,297,508 | 31.5 | 21.5 | 659,923 | 570,774 | 15,904 | 14,537 |
| 華中地區 | Central China Region | 8,294,078 | 6,184,660 | 24.9 | 16.0 | 421,980 | 482,727 | 19,655 | 12,812 |
| 華西地區 | Western China Region | 2,948,443 | 3,760,833 | 8.8 | 9.7 | 151,187 | 294,372 | 19,502 | 12,776 |
| 珠三角地區 | Pearl River Delta Region | 2,163,198 | – | 6.5 | – | 132,544 | – | 16,321 | – |
| 總計 | Total | 33,331,088 | 38,648,331 | 100.0 | 100.0 | 1,919,853 | 2,504,245 | 17,340 | 15,433 |

持作出售已竣工物業

持作出售已竣工物業指於各財務期末未出售的已竣工物業，按成本與可變現淨值的較低者列賬。持作出售的物業成本乃根據未出售物業所產生相關成本的分配釐定。

Revenue Recognized from Sales of Properties

Revenue recognized from sales of properties decreased by 13.8% from RMB38,648.3 million for Year 2023 to RMB33,331.1 million for Year 2024, primarily due to a decrease in GFA being delivered. The Group's recognized ASP from sales of properties for Year 2024 was RMB17,340 per sq.m., representing a 12.4% increase from RMB15,433 per sq.m. for Year 2023, primarily due to the increase in the proportion of properties with higher selling price being delivered in Year 2024.

During Year 2024, the properties delivered by the Group included Fuzhou Riverview Zhenro Mansion, Suzhou Poly Zhenro Oriental Mansion, Fuyang Yingzhou Zhenro Mansion, Foshan Jinmao Country Garden Zhenro Mansion, Xiamen Lianfa Zhenro Mansion and others.

The following table sets forth the geographic breakdown of the revenue recognized from sales of properties of the Group for the years indicated:

Completed Properties Held for Sale

Completed properties held for sale represent completed properties remaining unsold at the end of each financial period and are stated at the lower of cost and net realizable value. Cost of properties held for sale is determined by an apportionment of related costs incurred attributable to the unsold properties.

於二零二四年十二月三十一日，本集團擁有持作出售已竣工物業人民幣29,483.4百萬元，較於二零二三年十二月三十一日的人民幣29,801.2百萬元減少1.0%。該減少主要是由於本集團於二零二四年度已竣工物業建築面積減少所致。本集團已就所有持作出售已竣工物業取得竣工證明書。

開發中物業

開發中物業擬於竣工後持作出售的物業。開發中物業按包括土地成本、建設成本、資本化利息及該等物業在開發期間直接應佔的其他成本在內的成本與可變現淨值的較低者列賬。竣工後，該等物業轉撥至持作出售已竣工物業。

於二零二四年十二月三十一日，本集團開發中的物業金額為人民幣33,373.4百萬元，較於二零二三年十二月三十一日的人民幣64,430.2百萬元減少48.2%。該減少主要是由於本集團於二零二四年度竣工物業增加及開發項目數量減少所致。

物業投資

租金收入

本集團於二零二四年度的租金收入為人民幣76.5百萬元，較二零二三年度的人民幣77.5百萬元減少1.4%。由於受到整體市道欠佳影響，二零二四年度的租金收入有所下降。

投資物業

於二零二四年十二月三十一日，本集團持有11項投資物業，總建築面積為684,476平方米。本集團的該等投資物業組合當中，八項總建築面積為429,429平方米的投資物業已開始出租。

As at 31 December 2024, the Group had completed properties held for sale of RMB29,483.4 million, representing a 1.0% decrease from RMB29,801.2 million as at 31 December 2023. The decrease was primarily due to a decrease in GFA for completed properties by the Group in Year 2024. The Group has obtained the construction completion certificates in respect of all completed properties held for sale.

Properties Under Development

Properties under development are properties intended to be held for sale after completion. Properties under development are stated at the lower of cost comprising land costs, construction costs, capitalized interests and other costs directly attributable to such properties incurred during the development period and net realizable value. Upon completion, the properties are transferred to completed properties held for sale.

As at 31 December 2024, the Group had properties under development of RMB33,373.4 million, representing a 48.2% decrease from RMB64,430.2 million as at 31 December 2023. The decrease was primarily due to an increase in completed properties and a decrease in the number of projects developed by the Group in Year 2024.

PROPERTY INVESTMENT

Rental Income

The Group's rental income for Year 2024 was RMB76.5 million, representing a 1.4% decrease from RMB77.5 million for Year 2023. Rental income in Year 2024 fell due to poor overall market conditions.

Investment Properties

As at 31 December 2024, the Group had 11 investment properties with a total GFA of 684,476 sq.m. Out of the investment properties portfolio of the Group, eight investment properties with a total GFA of 429,429 sq.m. had commenced leasing.

土地儲備

於二零二四年度，本集團未有補充任何土地。截至二零二四年十二月三十一日，本集團連同合營企業及聯營公司擁有總建築面積9.95百萬平方米的土地儲備。

財務回顧

收益

本集團的收益由二零二三年度的人民幣38,774.9百萬元減少13.8%至二零二四年度的人民幣33,416.9百萬元，主要是由於交付建築面積減少。下表載列本集團於所示年度各組成部分的收益、佔總收益的百分比及相關變動。

LAND BANK

In Year 2024, the Group did not replenish any land parcel. As at 31 December 2024, the Group, together with its joint ventures and associated companies, had a land bank with an aggregate GFA of 9.95 million sq.m.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by 13.8% from RMB38,774.9 million for Year 2023 to RMB33,416.9 million for Year 2024, which was primarily attributable to a decrease in GFA being delivered. The following table sets forth the Group's revenue for each of the components, the percentage of total revenue represented and the relevant changes for the years indicated.

| | | 二零二四年度 Year 2024 | | 二零二三年度 Year 2023 | | 同比變動 Year-over- Year Change |
|-----------------------|--|-----------------------------------|---|-----------------------------------|---|-----------------------------------|
| | | 收益 Revenue 人民幣千元 RMB'000 | 佔總收益 百分比 % of Total Revenue % | 收益 Revenue 人民幣千元 RMB'000 | 佔總收益 百分比 % of Total Revenue % | |
| 物業銷售 | Sales of properties | 33,331,088 | 99.7 | 38,648,331 | 99.7 | (13.9) |
| 物業租賃 | Property lease | 76,464 | 0.2 | 77,529 | 0.2 | (1.4) |
| 管理諮詢服務 ⁽¹⁾ | Management consulting services ⁽¹⁾ | 9,354 | 0.1 | 42,851 | 0.1 | (78.2) |
| 貨物銷售 | Sales of goods | — | 0.0 | 6,224 | 0.0 | (100.0) |
| 總計 | Total | 33,416,906 | 100.0 | 38,774,935 | 100.0 | (13.9) |

附註：

- (1) 主要包括向合營企業、聯營公司以及第三方提供設計諮詢服務所得收益。

Note:

- (1) Primarily includes revenue generated from provision of design consultation services to joint ventures, associated companies and third parties.

銷售成本

本集團的銷售成本主要指就房地產開發活動以及租賃業務及管理諮詢服務直接產生的成本。房地產開發的銷售成本的主要組成部分包括已售物業成本，乃指建設期間的直接建設成本、土地使用權成本及就房地產開發取得相關借款的資本化利息成本。

本集團的銷售成本由二零二三年度的人民幣36,596.2百萬元減少14.1%至二零二四年度的人民幣31,453.1百萬元，主要是由於本集團於二零二四年度交付的建築面積減少所致。

毛利及毛利率

由於上文所述，本集團的毛利由二零二三年度的人民幣2,178.7百萬元減少9.9%至二零二四年度的人民幣1,963.8百萬元。毛利率由二零二三年度的5.6%增加0.3個百分點至二零二四年度的5.9%。

其他收入及收益

本集團的其他收入及收益主要包括利息收入、政府補助、商業賠償及其他。利息收入主要包括銀行存款利息收入，商業賠償主要指因若干潛在客戶其後未與本集團訂立銷售合約而沒收從其收取的按金及因若干客戶違反銷售或預售合約而從其收取的違約金。

其他收入及收益由二零二三年度的人民幣82.2百萬元減少62.8%至二零二四年度的人民幣30.6百萬元，主要是由於二零二四年度內利息收入、沒收按金及政府補助減少所致。

銷售及分銷開支

銷售及分銷開支主要包括廣告、營銷及業務發展開支、銷售及營銷員工成本、辦公室開支、支付予第三方銷售代理的費用、租金以及與物業銷售及物業租賃服務有關的其他開支。

Cost of Sales

The Group's cost of sales primarily represents the costs directly incurred for the property development activities as well as leasing operations and management consulting services. The principal components of cost of sales for property development include cost of properties sold, which represents direct construction costs, land use right costs and capitalized interest costs on related borrowings for the purpose of property development during the period of construction.

The Group's cost of sales decreased by 14.1% from RMB36,596.2 million for Year 2023 to RMB31,453.1 million for Year 2024, primarily due to a decrease in GFA being delivered by the Group during Year 2024.

Gross Profit and Gross Profit Margin

As a result of the foregoing, the Group's gross profit decreased by 9.9% from RMB2,178.7 million for Year 2023 to RMB1,963.8 million for Year 2024. Gross profit margin for Year 2024 increased by 0.3 percentage point to 5.9% from 5.6% for Year 2023.

Other Income and Gains

The Group's other income and gains primarily consist of interest income, government grants, commercial compensation and others. Interest income primarily consists of interest income on bank deposits. Commercial compensation primarily represents forfeited deposits received from certain potential customers who did not subsequently enter into sales contracts with the Group and penalties received from certain customers due to their breach of sales or pre-sales contracts.

Other income and gains decreased by 62.8% from RMB82.2 million for Year 2023 to RMB30.6 million for Year 2024, primarily due to the decrease in interest income, forfeiture of deposits and government grants during Year 2024.

Selling and Distribution Expenses

Selling and distribution expenses primarily consist of advertising, marketing and business development expenses, sales and marketing staff costs, office expenses, fees paid to third-party sales agents, rental and other expenses relating to sales of properties and property leasing services.

本集團的銷售及分銷開支由二零二三年度的人民幣923.0百萬元減少13.6%至二零二四年度的人民幣797.3百萬元，主要是由於本集團於二零二四年度對銷售及分銷開支加強管控和銷售及營銷活動整體有所減少所致。

行政開支

行政開支主要包括管理及行政人員成本、招待開支、辦公室及會議開支、印花稅及其他稅項、租金成本、物業、廠房及設備折舊、專業費用、差旅開支、銀行手續費及其他一般辦公開支以及雜項開支。

本集團的行政開支由二零二三年度的人民幣655.9百萬元減少4.0%至二零二四年度的人民幣629.5百萬元，主要原因是本集團於二零二四年度精簡企業架構及對行政項目加強成本管控。

其他開支

其他開支由二零二三年度的人民幣4,594.6百萬元減少32.0%至二零二四年度的人民幣3,123.5百萬元，其中主要包括匯兌虧損淨額人民幣54.5百萬元（二零二三年度：人民幣160.9百萬元）及因整體住房需求下滑及本集團持有的項目售價下降導致確認開發中物業及持作出售已竣工物業減值虧損人民幣2,328.1百萬元（二零二三年度：人民幣4,375.9百萬元）。

金融資產減值虧損淨額由二零二三年度的人民幣1,426.4百萬元減少53.4%至二零二四年度的人民幣664.3百萬元。

投資物業公平值虧損

本集團長期開發及持有若干商業物業以獲得租金收入或資本增值。受不利宏觀市場環境的影響，商業物業租賃需求下降，導致投資物業公平值下降。於二零二四年度，本集團錄得投資物業公平值虧損人民幣573.2百萬元，而二零二三年度則錄得投資物業公平值虧損人民幣644.4百萬元。

The Group's selling and distribution expenses decreased by 13.6% from RMB923.0 million for Year 2023 to RMB797.3 million for Year 2024, primarily due to the enhanced control over selling and distribution expenses with the overall reduction in sales and marketing campaigns of the Group during Year 2024.

Administrative Expenses

Administrative expenses primarily consist of management and administrative staff costs, entertainment expenses, office and meeting expenses, stamp duties and other taxes, rental costs, depreciation of property, plant and equipment, professional fees, travelling expenses, bank charges and other general office expenses and miscellaneous expenses.

The Group's administrative expenses decreased by 4.0% from RMB655.9 million for Year 2023 to RMB629.5 million for Year 2024, primarily because the Group streamlined its organizational structure and enhanced cost control over its administrative items during Year 2024.

Other Expenses

Other expenses decreased by 32.0% from RMB4,594.6 million for Year 2023 to RMB3,123.5 million for Year 2024, which mainly include foreign exchange loss, net, of RMB54.5 million (Year 2023: RMB160.9 million) and the impairment losses recognized for properties under development and completed properties held for sale of RMB2,328.1 million (Year 2023: RMB4,375.9 million) as a result of a decline in the overall housing demand and lower selling prices of projects held by the Group.

Impairment losses on financial assets, net, decreased by 53.4% from RMB1,426.4 million for Year 2023 to RMB664.3 million for Year 2024.

Fair Value Losses on Investment Properties

The Group develops and holds certain commercial properties on a long-term basis for rental income or capital appreciation. Under the impact of the unfavourable macro market environment, there was a decrease in the fair value of investment properties as a result of the decline in demand for commercial property. For Year 2024, the Group recorded fair value losses on investment properties of RMB573.2 million, as compared with fair value losses on investment properties of RMB644.4 million for Year 2023.

融資成本

融資成本主要包括銀行及其他借款的利息開支(扣除有關開發中物業的資本化利息)。

本集團的融資成本由二零二三年度的人民幣2,588.9百萬元增加44.1%至二零二四年度的人民幣3,730.3百萬元，主要是由於二零二四年度借款利息資本化率較低所致。

應佔合營企業及聯營公司溢利

本集團於二零二四年度的應佔合營企業溢利為人民幣38.4百萬元，對比二零二三年度的應佔合營企業虧損人民幣28.2百萬元，主要是由於合營企業交付物業數目增加及利潤率上升。

本集團於二零二四年度的應佔聯營公司溢利為人民幣116.5百萬元，對比二零二三年度的應佔聯營公司虧損人民幣149.7百萬元，主要是由於聯營公司交付物業數目增加及利潤率上升。

所得稅開支

所得稅開支指本集團的中國附屬公司應付的企業所得稅(「企業所得稅」)和土地增值稅。

本集團的所得稅開支由二零二三年度的人民幣481.3百萬元減少至二零二四年度的人民幣170.3百萬元，主要是由於本集團於二零二四年度企業所得稅減少所致。

年內虧損

由於上文所述，本集團於二零二四年度的虧損為人民幣7,539.0百萬元，對比二零二三年度的虧損為人民幣9,485.6百萬元。

Finance Costs

Finance costs primarily consist of interest expenses for bank and other borrowings net of capitalized interest relating to properties under development.

The Group's finance costs increased by 44.1% from RMB2,588.9 million for Year 2023 to RMB3,730.3 million for Year 2024, primarily due to a lower capitalization rate for interest on borrowings in Year 2024.

Share of Profits of Joint Ventures and Associated Companies

The Group's share of profits of joint ventures was RMB38.4 million for Year 2024, compared with the share of losses of RMB28.2 million for Year 2023, primarily due to the increase in the number of properties delivered by and the increase in profit margin for joint ventures.

The Group's share of profits of associated companies was RMB116.5 million for Year 2024, compared with the share of losses of RMB149.7 million for Year 2023, primarily due to the increase in the number of properties delivered by and the increase in profit margin for associated companies.

Income Tax Expense

Income tax expense represents corporate income tax ("CIT") and land appreciation tax payable by the Group's subsidiaries in the PRC.

The Group's income tax expense decreased from RMB481.3 million for Year 2023 to RMB170.3 million for Year 2024, primarily due to a decrease in the Group's CIT for Year 2024.

Loss for the Year

As a result of the foregoing, the Group's loss for Year 2024 was RMB7,539.0 million, compared with a loss of RMB9,485.6 million for Year 2023.

流動資金、財務及資本資源

本集團經營所在行業屬資本密集型行業，過去一直並預期將繼續以預售及出售物業所得款項、自商業銀行獲得的貸款、公司債券或其他證券發售所得款項以及股東注資撥付其營運資金、資本開支及其他資本需求。本集團的短期流動資金需求主要與償還貸款及營運所需資金有關，而本集團的短期流動資金乃來自現金結餘、預售及出售物業所得款項和新增融資。本集團的長期流動資金需求與撥付發展新物業項目及償還長期借款所需資金有關。

現金狀況

於二零二四年十二月三十一日，本集團擁有現金及銀行結餘人民幣3,184.7百萬元（二零二三年十二月三十一日：人民幣5,035.6百萬元），其中包括現金及現金等價物人民幣1,215.3百萬元（二零二三年十二月三十一日：人民幣1,717.0百萬元）、已抵押存款人民幣63.9百萬元（二零二三年十二月三十一日：人民幣131.4百萬元）及受限制現金人民幣1,905.5百萬元（二零二三年十二月三十一日：人民幣3,187.3百萬元）。

債務

於二零二四年十二月三十一日，本集團擁有總額為人民幣27,827.9百萬元（二零二三年十二月三十一日：人民幣29,000.5百萬元）的尚未償還銀行及其他借款、賬面值為人民幣5,098.5百萬元（二零二三年十二月三十一日：人民幣4,953.7百萬元）的公司債券、賬面值為人民幣24,514.7百萬元（二零二三年十二月三十一日：人民幣24,162.2百萬元）的優先票據及賬面值為人民幣1,412.7百萬元（二零二三年十二月三十一日：人民幣1,391.9百萬元）的優先永續資本證券（「**永續資本證券**」）。本集團的借款以人民幣、港元及美元計值。

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

The industry in which the Group engages is a capital-intensive industry. The Group has met, and expects to continue meeting, its operating capital, capital expenditure and other capital needs with proceeds from pre-sale and sale of properties, loans from commercial banks, proceeds from corporate debts or other securities offerings, and capital injections from shareholders. The Group's need for short-term liquid capital is mainly associated with loan repayments and capital needs for operation, and the Group's short-term liquid capital comes from cash balance, proceeds from pre-sale and sale of properties and new financings. The Group's need for long-term liquid capital is associated with capital allocated for new property development projects and repayment of long-term borrowings.

Cash Positions

As at 31 December 2024, the Group had cash and bank balances of RMB3,184.7 million (31 December 2023: RMB5,035.6 million), which included cash and cash equivalents of RMB1,215.3 million (31 December 2023: RMB1,717.0 million), pledged deposits of RMB63.9 million (31 December 2023: RMB131.4 million) and restricted cash of RMB1,905.5 million (31 December 2023: RMB3,187.3 million).

Indebtedness

As at 31 December 2024, the Group had total outstanding bank and other borrowings of RMB27,827.9 million (31 December 2023: RMB29,000.5 million), corporate bond with carrying amounts of RMB5,098.5 million (31 December 2023: RMB4,953.7 million), senior notes with carrying amounts of RMB24,514.7 million (31 December 2023: RMB24,162.2 million) and senior perpetual capital securities (the "PCS") with carrying amounts of RMB1,412.7 million (31 December 2023: RMB1,391.9 million). The Group's borrowings are denominated in Renminbi, Hong Kong dollars and US dollars.

下表載列本集團於所示日期的借款總額：

The following table sets forth the Group's total borrowings as at the dates indicated:

| | | 於十二月三十一日 As at 31 December | |
|--------------|---|-----------------------------------|-----------------------------------|
| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
| 即期借款： | Current borrowings: | | |
| 銀行借款-有抵押 | Bank borrowings – secured | 216,303 | 242,189 |
| 銀行借款-無抵押 | Bank borrowings – unsecured | 484,677 | 478,877 |
| 其他借款-有抵押 | Other borrowings – secured | 2,620,851 | 2,674,189 |
| 加：非即期借款的即期部分 | Plus: current portion of non-current borrowings | | |
| 銀行借款-有抵押 | Bank borrowings – secured | 17,714,212 | 17,423,140 |
| 銀行借款-無抵押 | Bank borrowings – unsecured | 1,368,090 | 1,345,892 |
| 其他借款-有抵押 | Other borrowings – secured | 4,391,716 | 3,670,561 |
| 優先票據及公司債券 | Senior notes and Corporate bonds | 26,010,730 | 25,349,985 |
| 永續資本證券 | PCS | 1,412,671 | 1,391,908 |
| 即期借款總額 | Total current borrowings | 54,219,250 | 52,576,741 |
| 非即期借款： | Non-current borrowings: | | |
| 銀行借款-有抵押 | Bank borrowings – secured | 980,650 | 2,022,481 |
| 其他借款-有抵押 | Other borrowings – secured | 51,400 | 1,143,150 |
| 公司債券 | Corporate bonds | 3,602,479 | 3,765,969 |
| 非即期借款總額 | Total non-current borrowings | 4,634,529 | 6,931,600 |
| 總計 | Total | 58,853,779 | 59,508,341 |

下表載列本集團於所示日期的借款總額到期情況：

The following table sets forth the maturity profiles of the Group's total borrowings as at the dates indicated:

| | | 於十二月三十一日 As at 31 December | |
|-----------|---|-----------------------------------|-----------------------------------|
| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
| 須於一年內償還 | Repayable within one year | 54,219,250 | 52,576,741 |
| 須於第二年內償還 | Repayable within the second year | 337,050 | 2,496,231 |
| 須於三至五年內償還 | Repayable within the third to fifth years | 4,297,479 | 4,435,369 |
| 總計 | Total | 58,853,779 | 59,508,341 |

資產抵押

於二零二四年十二月三十一日，本集團的資產組合包括賬面值為人民幣209.8百萬元(二零二三年十二月三十一日：人民幣192.9百萬元)的物業、廠房及設備、賬面值為人民幣156.9百萬元(二零二三年十二月三十一日：人民幣165.8百萬元)的使用權資產、賬面值約為人民幣5,826.0百萬元(二零二三年十二月三十一日：人民幣6,277.3百萬元)的投資物業、賬面值為人民幣19,887.7百萬元(二零二三年十二月三十一日：人民幣33,019.5百萬元)的開發中物業及賬面值為人民幣22,500.3百萬元(二零二三年十二月三十一日：人民幣11,260.9百萬元)的持作出售已竣工物業，該資產組合已質押，作為本集團有抵押借款的抵押品。

Charge on Assets

As at 31 December 2024, the Group's asset portfolio which included property, plant and equipment with carrying value of RMB209.8 million (31 December 2023: RMB192.9 million), right-of-use assets with carrying value of RMB156.9 million (31 December 2023: RMB165.8 million), investment properties with carrying value of approximately RMB5,826.0 million (31 December 2023: RMB6,277.3 million), properties under development with carrying value of RMB19,887.7 million (31 December 2023: RMB33,019.5 million) and completed properties held for sale with carrying value of RMB22,500.3 million (31 December 2023: RMB11,260.9 million) were pledged as security for the Group's secured borrowings.

財務風險

本集團主要於中國經營其業務。本集團用以計值及對絕大部分交易進行清算的貨幣為人民幣。人民幣出現任何貶值均會對本集團支付予中國境外股東任何股息的價值產生不利影響。本集團有以外幣列值的銀行現金，並面臨外匯風險。本集團現時未從事旨在或意在管理外匯匯率風險的對沖活動。本集團將繼續監察外匯變動，以盡量保障本集團的現金價值。本集團亦因市場利率變動會對本集團的銀行及其他借款造成影響而面臨利率風險。本集團現時未有使用衍生金融工具對沖利率風險。

於二零二四年度，中國房企的物業預售繼續下滑，融資依舊困難，這對本集團從資本市場和其他渠道獲得融資的能力產生了不利影響，並顯著減少了本集團可用於解決到期債務的資金。本集團實施了一連串流動性管理和成本節約措施，包括但不限於在不影響本集團的交付工作和正常運營情況下尋求融資延期和豁免、尋求資產處置、加快銷售和現金回收、精簡企業架構，以及減少非核心業務運營和行政費用。本公司亦已開始實施其境外債務整體管理方案（「**境外整體債務管理方案**」）。

主要財務比率

本集團於二零二四年十二月三十一日的流動比率為0.88（二零二三年十二月三十一日：0.97）。本集團於二零二四年十二月三十一日的淨債務與權益比率（界定為借款總額減現金及銀行結餘除以權益總額）為-2,441.9%（二零二三年十二月三十一日：885.5%）。

FINANCIAL RISKS

The Group primarily operates its business in the PRC. The currency in which the Group denominates and settles substantially all of its transactions is Renminbi. Any depreciation of Renminbi would adversely affect the value of any dividends the Group pays to shareholders outside of the PRC. The Group had cash at banks denominated in foreign currencies, which exposed the Group to foreign exchange risk. The Group currently does not engage in hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange changes to best preserve the Group's cash value. The Group is also exposed to interest rate risk for changes in market interest rates which would have impact on the Group's bank and other borrowings. The Group currently does not use derivative financial instruments to hedge interest rate risk.

In Year 2024, pre-sale of properties by Chinese property developers continued to decrease and financing continued to be difficult, which had adversely impacted the Group's ability to obtain financing from the capital markets and other sources, and significantly curtailed the funding available to the Group to address its upcoming debt maturities. The Group has implemented a wide range of liquidity management and cost saving measures including without limitation, seeking extensions and waivers regarding its financings, seeking disposal of assets, accelerating sales and cash collection, streamlining corporate structure, as well as reducing non-core business operations and administrative expenses so long as such measures do not affect the Group's delivery efforts and normal operations. The Company has also commenced the implementation of its holistic management solutions for its offshore indebtedness (the "Offshore Holistic Liability Management Solutions").

KEY FINANCIAL RATIOS

The Group's current ratio was 0.88 as at 31 December 2024 (31 December 2023: 0.97). The Group's net gearing ratio (defined as total borrowings less cash and bank balances divided by total equity) was -2,441.9% as at 31 December 2024 (31 December 2023: 885.5%).

或然負債

按揭擔保

本集團就銀行提供予本集團客戶的按揭貸款提供按揭擔保，以就該等客戶的還款責任作出擔保。按揭擔保於授出相關按揭貸款之日起發出，並於下列較早者解除(i)相關房屋所有權證過戶予客戶，或(ii)客戶結清按揭貸款。倘買家拖欠按揭貸款，本集團一般須通過付清按揭貸款的方式回購相關物業。倘未能付清按揭貸款，按揭銀行將拍賣相關物業，而若未償還貸款款項超過止贖權銷售所得款項淨額，則由本集團支付餘額。

於二零二四年十二月三十一日，本集團就金融機構給予本集團客戶的按揭貸款而向其提供擔保所產生的重大或然負債為人民幣19,760.2百萬元(二零二三年十二月三十一日：人民幣29,210.5百萬元)。

董事確認，本集團並無遭遇其所提供按揭擔保的買方違約，而合計對本集團的財務狀況及經營業績造成重大不利影響。

其他金融擔保

於二零二四年十二月三十一日，本集團就向關聯公司及一個第三方的借款而向銀行及其他機構提供的擔保為人民幣2,760.5百萬元(二零二三年十二月三十一日：人民幣2,886.9百萬元)。

法律或然事件

本集團可能不時於日常業務過程中牽涉訴訟及其他法律程序。本集團認為，截至本報告日期，該等法律程序產生的負債不會對本集團的業務、財務狀況或經營業績造成重大不利影響。

CONTINGENT LIABILITIES

Mortgage Guarantees

The Group provides mortgage guarantees to banks in respect of the mortgage loans they provided to the Group's customers in order to secure the repayment obligations of such customers. The mortgage guarantees are issued from the date of grant of the relevant mortgage loans and released upon the earlier of (i) the transfer of the relevant real estate ownership certificates to the customers, or (ii) the settlement of mortgage loans by the customers. If a purchaser defaults on the mortgage loan, the Group is typically required to repurchase the underlying property by paying off the mortgage loan. If it fails to do so, the mortgagee banks will auction the underlying property and recover the balance from the Group if the outstanding loan amount exceeds the net foreclosure sale proceeds.

As at 31 December 2024, the material contingent liabilities incurred for the Group's provision of guarantees to financial institutions in respect of the mortgage loans they provided to the Group's customers were RMB19,760.2 million (31 December 2023: RMB29,210.5 million).

The Directors confirm that the Group has not encountered defaults by purchasers in which it provided mortgage guarantees that, in aggregate, had a material adverse effect on the financial condition and results of operations of the Group.

Other Financial Guarantees

As at 31 December 2024, the guarantees given to banks and other institutions in connection with borrowings made to the related companies and a third party by the Group were RMB2,760.5 million (31 December 2023: RMB2,886.9 million).

Legal Contingents

The Group may be involved in lawsuits and other proceedings in its ordinary course of business from time to time. The Group considers that as at the date of this report, no liabilities resulting from these proceedings will have a material adverse effect on business, financial condition or results of operations of the Group.

承擔

本集團於二零二四年十二月三十一日已訂約但尚未撥備的資本承擔為人民幣7,955.2百萬元(二零二三年十二月三十一日：人民幣9,329.1百萬元)。

資產負債表外承擔及安排

除上文所披露的或然負債及綜合財務報表及其附註所披露的事項外，於二零二四年十二月三十一日，本集團並無任何已發行或同意將予發行的未償還借貸資本、銀行透支、貸款、債務證券、借款或其他類似債項、承兌負債(正常商業票據除外)、承兌信貸、債券證、按揭、押記、融資租約或租購承擔、擔保或其他重大或然負債。

有關未支付若干優先票據及永續資本證券本金、利息及／或分派

茲提述本公司日期為二零二二年四月十日、二零二二年五月三十一日、二零二二年六月三十日、二零二二年八月三日、二零二二年八月三十日、二零二二年十一月九日、二零二二年十二月十二日、二零二三年三月六日、二零二三年三月十四日、二零二三年三月三十一日、二零二三年五月五日、二零二三年九月十五日、二零二四年三月六日、二零二四年四月十二日、二零二四年九月十日及二零二五年二月四日的公告。

Commitments

As at 31 December 2024, the Group's capital commitment contracted but yet provided for was RMB7,955.2 million (31 December 2023: RMB9,329.1 million).

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

Except for the contingent liabilities disclosed above and the matters disclosed in the consolidated financial statements and the notes thereto, as at 31 December 2024, the Group did not have any outstanding loan capital issued or agreed to be issued, bank overdrafts, loans, debt securities, borrowings or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities.

NON-PAYMENT OF PRINCIPAL, INTEREST AND/OR DISTRIBUTION OF CERTAIN SENIOR NOTES AND PCS

References are made to the announcements of the Company dated 10 April 2022, 31 May 2022, 30 June 2022, 3 August 2022, 30 August 2022, 9 November 2022, 12 December 2022, 6 March 2023, 14 March 2023, 31 March 2023, 5 May 2023, 15 September 2023, 6 March 2024, 12 April 2024, 10 September 2024 and 4 February 2025.

截至本報告日期，本公司並未支付下表所列證券的到期未償還本金及／或應付分派及／或應付利息：

As at the date of this report, the Company had not made payment of the outstanding principal and/or the accrued distribution and/or the accrued interest that were due for the securities as set out in the following table:

| 債務證券說明 Description of Debt Securities | 支付情況 Payment Status |
|--|--|
| 二零二二年六月到期年息7.125%的優先票據 （「二零二一年人民幣票據」） 7.125% Senior Notes due June 2022 (the “2021 RMB Notes”) | 未支付到期未償還本金人民幣10,020,000元及應付利息 Did not make payment for outstanding principal of RMB10,020,000 and accrued interest that were due |
| 二零二二年四月到期年息5.98%的優先票據 （「二零二一年四月票據」） 5.98% Senior Notes due April 2022 (the “April 2021 Notes”) | 未支付到期未償還本金23,361,000美元及 應付利息 Did not make payment for outstanding principal of US\$23,361,000 and accrued interest that were due |
| 二零二三年九月到期年息8.3%的優先票據 （「二零二零年六月票據」） 8.3% Senior Notes due September 2023 (the “June 2020 Notes”) | 未支付到期未償還本金200,000,000美元及應付利息 Did not make payment for outstanding principal of US\$200,000,000 and accrued interest that were due |
| 二零二四年三月到期年息8.35%的優先票據 （「二零二零年五月票據」） 8.35% Senior Notes due March 2024 (the “May 2020 Notes”) | 未支付到期未償還本金200,000,000美元及應付利息 Did not make payment for outstanding principal of US\$200,000,000 and accrued interest that were due |
| 二零二四年四月到期年息7.875%的優先票據 （「二零二零年一月票據」） 7.875% Senior Notes due April 2024 (the “January 2020 Notes”) | 未支付到期未償還本金290,000,000美元及應付利息 Did not make payment for outstanding principal of US\$290,000,000 and accrued interest that were due |
| 二零二四年九月到期年息7.1%的優先票據 （「二零二一年六月票據」） 7.1% Senior Notes due September 2024 (the “June 2021 Notes”) | 未支付到期未償還本金340,000,000美元及應付利息 Did not make payment for outstanding principal of US\$340,000,000 and accrued interest that were due |
| 二零二五年二月到期年息7.35%的優先票據 （「二零二零年九月票據」） 7.35% Senior Notes due February 2025 (the “September 2020 Notes”) | 未支付到期未償還本金350,000,000美元及應付利息 Did not make payment for outstanding principal of US\$350,000,000 and accrued interest that were due |
| 二零二三年五月到期年息9.15%的優先票據 （「二零一九年十一月票據」） 9.15% Senior Notes due May 2023 (the “November 2019 Notes”) | 未支付到期未償還本金300,000,000美元及應付利息 Did not make payment for outstanding principal of US\$300,000,000 and accrued interest that were due |

| 債務證券說明 Description of Debt Securities | 支付情況 Payment Status |
|---|--|
| 二零二二年八月到期年息8.7%的優先票據 (「二零一九年十月票據」) 8.7% Senior Notes due August 2022 (the “October 2019 Notes”) | 未支付到期未償還本金29,777,000美元及應付利息 Did not make payment for outstanding principal of US\$29,777,000 and accrued interest that were due |
| 二零二六年一月到期年息6.63%的優先票據 (「二零二一年一月票據」) 6.63% Senior Notes due January 2026 (the “January 2021 Notes”) | 未支付到期應付利息 Did not make payment for accrued interest that were due |
| 二零二六年八月到期年息6.7%的優先票據 (「二零二一年二月票據」) 6.7% Senior Notes due August 2026 (the “February 2021 Notes”) | 未支付到期應付利息 Did not make payment for accrued interest that were due |
| 二零二二年九月到期年息6.50%的優先票據 (「二零二一年九月票據」) 6.50% Senior Notes due September 2022 (the “September 2021 Notes”) | 未支付到期未償還本金31,239,000美元及應付利息 Did not make payment for outstanding principal of US\$31,239,000 and accrued interest that were due |
| 永續資本證券 PCS | 未支付到期未償還本金200,000,000美元及應付分派 Did not make payment for outstanding principal of US\$200,000,000 and accrued distribution that were due |
| 二零二三年三月到期年息8.0%的優先票據 (「二零二二年三月票據」) 8.0% Senior Notes due March 2023 (the “March 2022 Notes”) | 未支付到期未償還本金728,623,000美元及應付利息 Did not make payment for outstanding principal of US\$728,623,000 and accrued interest that were due |
| 二零二三年三月到期年息8.0%的優先票據 (「二零二二年三月人民幣票據」) 8.0% Senior Notes due March 2023 (the “March 2022 RMB Notes”) | 未支付到期未償還本金人民幣1,589,980,000元及應付利息 Did not make payment for outstanding principal of RMB1,589,980,000 and accrued interest that were due |

二零二一年人民幣票據、二零二一年四月票據、二零一九年十月票據及二零二一年九月票據：未能於到期時支付未償還本金及於30天寬限期屆滿時支付應付利息均已構成二零二一年人民幣票據、二零二一年四月票據、二零一九年十月票據及二零二一年九月票據項下的違約事件。然而，相關優先票據的不支付事項並無觸發及將不會觸發由本公司所發行的其他優先票據及永續資本證券條款的任何交叉違約。

二零二零年六月票據、二零二零年五月票據、二零二零年一月票據、二零二一年六月票據、二零二零年九月票據、二零一九年十一月票據、二零二一年一月票據、二零二一年二月票據、永續資本證券、二零二二年三月票據及二零二二年三月人民幣票據：未能於到期時支付未償還本金及於相關的寬限期屆滿時支付應付分派及／或應付利息均已構成該等永續資本證券及相關的優先票據項下的違約事件（視情況而言）。倘若違約事件發生（如30天寬限期失效）並持續，受託人或當時尚未償還的永續資本證券及／或相關優先票據本金總額至少25%的持有人可通過向本公司及受託人發出書面通知，宣佈相關永續資本證券及優先票據的本金、溢價（如有）及應計未付分派及／或利息即時到期並應付（「**加速通知**」）。於二零二四年十二月三十一日及本報告批准日期，本公司未有接獲任何因相關永續資本證券及／或優先票據不支付事項而導致的加速通知。

2021 RMB Notes, April 2021 Notes, October 2019 Notes and September 2021 Notes: Failure to pay the outstanding principal at maturity, and accrued interest upon expiration of the 30-day grace period, both constituted events of default under the 2021 RMB Notes, the April 2021 Notes, the October 2019 Notes and the September 2021 Notes. However, the non-payment under the respective senior notes has not triggered, and will not trigger, any cross-default under the terms of other senior notes and the PCS issued by the Company.

June 2020 Notes, May 2020 Notes, January 2020 Notes, June 2021 Notes, September 2020 Notes, November 2019 Notes, January 2021 Notes, February 2021 Notes, the PCS, March 2022 Notes and March 2022 RMB Notes: Failure to pay the outstanding principal at maturity, and accrued distribution and/or accrued interest upon expiration of the respective grace periods, both constituted events of default under the PCS and respective senior notes (as the case may be). If an event of default has occurred (such as 30-day grace period lapses) and is continuing, the trustee or holders of at least 25% in aggregate principal amount of the PCS and/or relevant senior notes then outstanding may, by written notice to the Company and to the trustee, declare the principal of, premium, if any, and accrued and unpaid distribution and/or interest on the relevant PCS and senior notes to be immediately due and payable (the “**Acceleration Notice**”). As at 31 December 2024 and up to the date of approval of this report, the Company has not received any Acceleration Notice as a result of the non-payment under the respective PCS and/or senior notes.

境外整體債務管理方案

茲提述本公司日期為二零二二年八月三十日、二零二二年十一月九日、二零二二年十二月十二日、二零二三年三月六日、二零二三年三月十四日、二零二三年三月三十一日、二零二三年五月五日、二零二三年八月十日、二零二三年九月十五日、二零二三年十一月一日、二零二四年一月二日、二零二四年一月二十四日、二零二四年一月三十一日、二零二四年三月六日、二零二四年四月十一日、二零二四年七月二日、二零二四年七月十五日、二零二四年七月二十九日、二零二四年八月九日、二零二四年八月十二日、二零二四年八月十六日、二零二四年八月二十二日、二零二四年八月三十日、二零二四年九月六日、二零二四年九月十三日、二零二四年九月十九日、二零二四年十月三十一日、二零二四年十一月二十八日及二零二五年一月二日的公告(統稱為「該等公告」)。

本公司及其顧問將繼續與各持份者進行討論，致力實現本公司境外債務的整體重組方案，以保障持份者的利益及確保公平對待所有適用債權人。本公司感謝債權人在整個過程中對本公司的不懈支持及鼎力參與。

本公司將於適當時候就境外整體債務管理方案的進展刊登進一步公告。

出售附屬公司、合營企業及聯營公司

於二零二四年度，本公司概無重大收購或出售附屬公司、合營企業及聯營公司。

THE OFFSHORE HOLISTIC LIABILITY MANAGEMENT SOLUTIONS

References are made to the announcements (collectively, the “Announcements”) of the Company dated 30 August 2022, 9 November 2022, 12 December 2022, 6 March 2023, 14 March 2023, 31 March 2023, 5 May 2023, 10 August 2023, 15 September 2023, 1 November 2023, 2 January 2024, 24 January 2024, 31 January 2024, 6 March 2024, 11 April 2024, 2 July 2024, 15 July 2024, 29 July 2024, 9 August 2024, 12 August 2024, 16 August 2024, 22 August 2024, 30 August 2024, 6 September 2024, 13 September 2024, 19 September 2024, 31 October 2024, 28 November 2024 and 2 January 2025.

The Company and its advisors will continue to engage in discussions with various stakeholders and endeavour to achieve the holistic restructuring of the offshore debts of the Company that safeguards stakeholders’ interests and ensures fair treatment of all applicable creditors. The Company is grateful for the broad-based support of its creditors for their continuing support and engagement with the Company during the process.

The Company will make further announcement(s) on the progress of the Offshore Holistic Liability Management Solutions as and when appropriate.

DISPOSALS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

During Year 2024, there was no material acquisition or disposal of subsidiaries, joint ventures and associates by the Company.

本集團所持有重大投資

於二零二四年度，本集團概無持有重大投資。

未來重大投資及資本資產計劃

本集團目前並無計劃進行任何重大投資或收購資本資產。

僱員及薪酬政策

於二零二四年度，本集團平均擁有927名僱員（二零二三年度：平均1,549名僱員）。

本集團通過多種渠道，例如招聘公司、內部推介及於互聯網刊登廣告，在當地市場招募熟練及合資格人員。本集團重視對自身工作有忠誠度及注重企業文化，以及擁有相關工作經驗的僱員。本集團的未來發展在很大程度上取決於能否物色、聘用、培訓及留住合適的僱員，包括具相關專業技能的管理人員。因此，本集團已根據僱員的職位及專長為其建立系統性培訓計劃。

本集團與全體僱員均簽訂勞動合同及向僱員提供具競爭力的薪酬待遇，包括基本薪金、酌情花紅及績效工資。本公司亦採納一項購股權計劃。

根據適用中國法律及法規，本集團須遵守社會保險繳納計劃。本集團亦根據強制性公積金計劃條例（香港法例第485章）的規則及規例為其於香港的全體僱員參加退休金計劃。

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

During Year 2024, there was no significant investment held by the Group.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group currently has no plan to make any significant investment or acquisition of capital assets.

EMPLOYEES AND REMUNERATION POLICY

During Year 2024, the Group had an average number of 927 employees (Year 2023: average 1,549 employees).

The Group recruits skilled and qualified personnel in local markets through various channels, such as recruiting firms, internal referrals and advertisement on the Internet. The Group values employees who demonstrate loyalty to their work and who values corporate culture, as well as those with relevant working experience. The Group's future development, to a considerable extent, depends on its ability to identify, hire, train and retain suitable employees, including management personnel, with relevant professional skills. Therefore, the Group has established systematic training programs for employees based on their positions and expertise.

The Group enters into labor contracts with all employees and offers employees competitive remuneration packages that include basic salaries, discretionary bonuses and performance-based payments. The Company has also adopted a share option scheme.

Under the applicable PRC laws and regulations, the Group is subject to social insurance contribution plans. The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for all employees in Hong Kong.

期後事件

除上文「境外整體債務管理方案」一節所披露事件外，本集團於二零二四年十二月三十一日後直至本報告日期止並無進行任何重大事件。

根據上市規則的持續披露責任

茲提述本公司日期為二零一九年七月五日、二零二零年八月七日及二零二零年九月二十九日的公告。

於二零一九年七月，本公司（作為借款人）及其若干全資附屬公司（作為初始擔保人）與恒生銀行有限公司、中國民生銀行股份有限公司香港分行、東亞銀行有限公司、高盛（亞洲）有限責任公司及法國巴黎銀行（透過其香港分行行事）（合為初始貸款人）訂立融資協議（「二零一九年融資協議」），據此本公司獲授234,000,000港元及90,000,000美元（合共約120,000,000美元）的雙幣種定期貸款融資（「二零一九年貸款融資」，各自為一筆「二零一九年貸款融資」），期限自二零一九年融資協議日期起計三十六個月。

二零一九年融資協議規定，倘歐宗榮先生、歐國強先生及歐國偉先生共同(a)並無或不再直接或間接擁有本公司至少51%實益股權（附帶本公司至少51%投票權，其中至少45%實益股權在首次動用二零一九年貸款融資當日或其後任何時間須不附帶任何抵押）；(b)並非或不再為本公司單一最大股東；及／或(c)並無或不再擁有本公司管理控制權，二零一九年貸款融資項下的承諾可予撤銷及二零一九年貸款融資項下所有未清償款項連同累計利息及所有其他累計款項可立即成為到期應付款項。

SUBSEQUENT EVENTS

Save for the matters as disclosed under the section headed “THE OFFSHORE HOLISTIC LIABILITY MANAGEMENT SOLUTIONS” above, no material events were undertaken by the Group subsequent to 31 December 2024 and up to the date of this report.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

References are made to the announcements of the Company dated 5 July 2019, 7 August 2020 and 29 September 2020.

In July 2019, pursuant to a facility agreement (the “2019 Facility Agreement”) entered into between, among others, the Company as borrower, certain wholly-owned subsidiaries of the Company as original guarantors, Hang Seng Bank Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, The Bank of East Asia, Limited, Goldman Sachs (Asia) L.L.C. and BNP Paribas, acting through its Hong Kong Branch, collectively as original lenders, dual-currency term loan facilities in the amount of HK\$234,000,000 and US\$90,000,000 (totaling approximately US\$120,000,000) (the “2019 Loan Facilities”, each a “2019 Loan Facility”) were made available to the Company for a term of 36 months from the date of the 2019 Facility Agreement.

As provided in the 2019 Facility Agreement, if Mr. OU Zongrong, Mr. OU Guoqiang and Mr. OU Guowei collectively (a) do not or cease to, directly or indirectly, own at least 51% of the beneficial shareholding in the Company, carrying at least 51% of the voting right in the Company, of which at least 45% beneficial shareholding must, at any time on or after the first date of utilisation of the 2019 Loan Facility, be free from any security; (b) are not or cease to be the single largest shareholder of the Company; and/or (c) do not or cease to have management control over the Company, the commitments under the 2019 Loan Facilities may be cancelled and all amounts outstanding together with accrued interest and all other amounts accrued under the 2019 Loan Facilities may become immediately due and payable.

於二零二零年八月，本公司（作為借款人）及其若干全資附屬公司（作為初始擔保人）與中國銀行（香港）有限公司、招商永隆銀行有限公司、恒生銀行有限公司及若干其他金融機構（合為貸款人）訂立一項融資協議（「二零二零年融資協議」），據此本公司獲授273,000,000港元及106,000,000美元（合共約141,000,000美元）的雙幣種定期貸款融資，期限為三十六個月，自貸款融資首個使用日期起計。於二零二零年九月，創興銀行有限公司（作為貸款人）根據二零二零年融資協議的條款參與二零二零年融資協議（「該參貸」）。隨該參貸執行後，本公司根據二零二零年融資協議獲得的貸款融資總額相等於約161,000,000美元（「二零二零年貸款融資」），各自為一筆「二零二零年貸款融資」。

二零二零年融資協議規定，倘(i)歐宗榮先生、歐國強先生及歐國偉先生（統稱為「相關人士」）共同(a)並無或不再直接或間接擁有本公司至少51%實益股權（附帶本公司至少51%投票權，其中至少45%實益股權在自二零二零年融資協議日期起至仍有任何未償還負債或仍存在有效承擔的任何時間須不附帶任何抵押）；(b)並非或不再為本公司單一最大股東；及／或(c)並無或不再擁有本公司管理控制權；及／或(ii)本公司主席並非黃仙枝先生、劉偉亮先生（為現任執行董事）或陳偉健先生或任何相關人士，貸款融資項下的承諾可予撤銷及貸款融資項下所有未清償款項連同累計利息及所有其他累計款項可立即成為到期應付款項。

於二零二四年十二月三十一日及直至本報告批准日期，本公司並未支付二零一九年貸款融資及二零二零年貸款融資的到期未償還本金及／或應付利息，已構成二零一九年貸款融資及二零二零年貸款融資項下的違約事件。有鑒於此，本公司已開始實施境外整體債務管理方案，詳情載於上文「境外整體債務管理方案」一節。

In August 2020, a facility agreement (the “2020 Facility Agreement”) was entered into between, among others, the Company as borrower, certain wholly-owned subsidiaries of the Company as the original guarantors, Bank of China (Hong Kong) Limited, CMB Wing Lung Bank Limited, Hang Seng Bank Limited and certain other financial institutions, collectively as lenders, whereby dual-currency term loan facilities in the amount of HK\$273,000,000 and US\$106,000,000 (totaling approximately US\$141,000,000) were made available to the Company for a term of 36 months from the date of the first utilisation of the loan facility. In September 2020, Chong Hing Bank Limited (as lender) acceded to the 2020 Facility Agreement in accordance with the terms of the 2020 Facility Agreement (the “Accession”). Following the execution of the Accession, the total amount of loan facilities made available to the Company under the 2020 Facility Agreement was approximately US\$161,000,000 (the “2020 Loan Facilities”, each a “2020 Loan Facility”).

As provided in the 2020 Facility Agreement, if (i) Mr. OU Zongrong, Mr. OU Guoqiang and Mr. OU Guowei (collectively, the “Relevant Persons”) collectively (a) do not or cease to, directly or indirectly, own at least 51% of the beneficial shareholding in the Company, carrying at least 51% of the voting right in the Company, of which at least 45% of the beneficial shareholding must, at all times from the date of the 2020 Facility Agreement for so long as any liability is outstanding or any commitment is in force, be free from any security; (b) are not or cease to be the single largest shareholder of the Company; and/or (c) do not or cease to have management control over the Company; and/or (ii) the chairman of the Company is not any of Mr. HUANG Xianzhi, Mr. LIU Weiliang (being an existing executive Director) or Mr. CHAN Wai Kin or any of the Relevant Persons, the commitments under the loan facilities may be cancelled and all amounts outstanding together with accrued interest and all other amounts accrued under the loan facilities may become immediately due and payable.

As at 31 December 2024 and up to the date of approval of this report, the Company had not made payment of the outstanding principal and/or the accrued interest that were due for the 2019 Loan Facilities and the 2020 Loan Facilities, which constituted an event of default under the 2019 Loan Facilities and the 2020 Loan Facilities. In light of this, the Company has commenced the implementation for the Offshore Holistic Liability Management Solutions, details of which are set out in the section headed “THE OFFSHORE HOLISTIC LIABILITY MANAGEMENT SOLUTIONS” above.

除本報告所披露者外，於二零二四年十二月三十一日，董事並不知悉會導致根據上市規則第13.20、13.21及13.22條須作出的披露責任的任何情況。

Save as disclosed in this report, as at 31 December 2024, the Directors are not aware of any circumstances that would trigger the disclosure requirement under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

| 序號 | 項目名稱 | 城市 | 本集團應佔權益 | 主要規劃用途 ⁽¹⁾ | 地盤面積 (平方米) | 土地成本 (人民幣萬元) | 實際／預計竣工日期 | 土地儲備 ⁽²⁾ (平方米) | |
|--|---------------|--|---------------------------------------|--|----------------------|--------------------------|-------------------------------------|-------------------------------------|---------|
| # | Project Names | City | Interest Attributable to the Group | Primary Intended Use ⁽¹⁾ | Site Area (sq.m.) | Land Cost (RMB10,000) | Actual/Estimated Completion Date | Land Bank ⁽²⁾ (sq.m.) | |
| 本集團附屬公司開發的物業 | | | | | | | | | |
| Properties Developed by the Group's Subsidiaries | | | | | | | | | |
| 1 | 虹橋正榮府 | Shanghai Hongqiao Zhenro Mansion | 上海 Shanghai | 100.00% | R/RE | 82,362 | 256,000 | 2022/07 | 115,123 |
| 2 | 正榮國領 | Shanghai Zhenro Royal Kingdom | 上海 Shanghai | 90.25% | R/RE | 110,022 | 136,038 | 2016/05 | 25,159 |
| 3 | 上海正榮悅瓏府 | Shanghai Zhenro Yuelong Mansion | 上海 Shanghai | 90.25% | R | 19,393 | 67,897 | 2023/03 | 11,310 |
| 4 | 蘇州正榮和風名築 | Suzhou Zhenro Wind Mansion | 蘇州 Suzhou | 52.25% | R | 45,742 | 108,550 | 2021/10 | 12,293 |
| 5 | 張家港棠頌雲著 | Zhangjiagang Tangsong Cloud Garden | 蘇州 Suzhou | 49.29% | R/RE | 76,416 | 105,138 | 2022/10 | 18,141 |
| 6 | 蘇州映溪四季花園 | Suzhou Riverside Four Seasons Garden | 蘇州 Suzhou | 47.95% | R | 64,382 | 75,533 | 2024/06 | 58,070 |
| 7 | 蘇州正榮閶湖山雅苑 | Suzhou Zhenro Riverside Garden | 蘇州 Suzhou | 32.30% | R/RE | 49,502 | 70,886 | 2022/11 | 2,007 |
| 8 | 蘇州保利正榮棠悅花園 | Suzhou Poly Zhenro Oriental Mansion | 蘇州 Suzhou | 45.13% | R/A | 103,259 | 240,495 | 2023/11 | 85,925 |
| 9 | 蘇州正榮西津月 | Suzhou Zhenro West to The Moon | 蘇州 Suzhou | 96.77% | R | 31,176 | 58,694 | 2023/06 | 17,689 |
| 10 | 杭州鶴亭熙青府 | Hangzhou Heting Xiqing Mansion | 杭州 Hangzhou | 80.00% | R/RE | 30,764 | 89,412 | 2024/10 | 81,664 |
| 11 | 南京正榮奧體南宸紫閣 | Nanjing Zhenro Aoti Nanchen Pinnacle | 南京 Nanjing | 30.60% | R/RE | 31,902 | 323,000 | 2023/12 | 122,851 |
| 12 | 南京正榮潤錦城 | Nanjing Zhenro Splendid Land | 南京 Nanjing | 100.00% | R/RE | 105,353 | 210,000 | 2019/01 | 6,445 |
| 13 | 南京正榮潤江城 | Nanjing Zhenro Riverside Wonderland | 南京 Nanjing | 100.00% | R/RE | 71,345 | 152,000 | 2018/12 | 850 |
| 14 | 南京正榮潤峯 | Nanjing Zhenro Royal Fame | 南京 Nanjing | 100.00% | R/RE | 84,546 | 312,000 | 2019/05 | 22 |
| 15 | 南京正榮濱江紫閣 | Nanjing Zhenro Riverside Violet Pinnacle | 南京 Nanjing | 100.00% | RE/S&O | 83,048 | 340,000 | 2022/05 | 155,933 |
| 16 | 南京時代天樾 | Nanjing Times Tianyue | 南京 Nanjing | 25.00% | R/RE/S&O | 44,787 | 170,000 | 2022/11 | 156,454 |
| 17 | 南京正榮悅江府 | Nanjing Zhenro River Mansion | 南京 Nanjing | 36.67% | R/RE | 32,622 | 152,000 | 2022/05 | 9,855 |
| 18 | 南京和峰南岸 | Nanjing South Riverside Peak | 南京 Nanjing | 20.50% | R/RE | 26,829 | 114,000 | 2021/06 | 0 |
| 19 | 南京正榮悅東府 | Nanjing Zhenro East Mansion | 南京 Nanjing | 100.00% | R | 84,929 | 144,000 | 2023/04 | 143,080 |
| 20 | 南京正榮悅辰府 | Nanjing Zhenro Joy City Mansion | 南京 Nanjing | 49.00% | R | 11,561 | 51,000 | 2022/04 | 4,982 |
| 21 | 南京正榮潤辰府 | Nanjing Zhenro Waterfront Mansion | 南京 Nanjing | 51.00% | R/RE | 36,292 | 145,000 | 2022/04 | 29,396 |
| 22 | 南京正榮潤嵐府 | Nanjing Zhenro Mist Mansion | 南京 Nanjing | 100.00% | R/RE | 34,696 | 138,000 | 2022/12 | 14,316 |
| 23 | 南京正榮潤棠府 | Nanjing Zhenro Begonia Mansion | 南京 Nanjing | 100.00% | R | 63,074 | 250,000 | 2022/12 | 42,031 |
| 24 | 南京正榮江望潤府 | Nanjing Zhenro Riverbank Mansion | 南京 Nanjing | 51.01% | R/RE | 40,522 | 246,000 | 2022/12 | 8,797 |
| 25 | 南京弘陽望江悅府 | Nanjing Hongyang Riverside Joy Mansion | 南京 Nanjing | 51.00% | R | 65,227 | 258,000 | 2022/12 | 58,952 |
| 26 | 滁州正榮府 | Chuzhou Zhenro Mansion | 滁州 Chuzhou | 40.00% | R/RE | 80,867 | 41,300 | 2021/03 | 8,953 |
| 27 | 滁州時光風華園 | Chuzhou Time Elegance Garden | 滁州 Chuzhou | 50.10% | R | 55,719 | 22,250 | 2022/06 | 11,614 |
| 28 | 滁州正榮潤熙府 | Chuzhou Zhenro Splendid Mansion | 滁州 Chuzhou | 100.00% | R/RE | 92,170 | 112,400 | 2025/12 | 89,127 |
| 29 | 宿遷鐘吾正榮府 | Suqian Zhongwu Zhenro Mansion | 宿遷 Suqian | 100.00% | R/RE | 112,213 | 130,616 | 2023/06 | 209,791 |
| 30 | 徐州雲龍湖正榮府 | Xuzhou Yunlonghu Zhenro Mansion | 徐州 Xuzhou | 100.00% | R | 55,719 | 60,113 | 2022/12 | 45,382 |

| 項目地址 | Project Address |
|---|---|
| 中國上海市青浦區北至徐和路，西至聯民路，南至倪家角路 | South to Nijiajiao Road, West to Lianmin Road, North to Xuhe Road, Qingpu District, Shanghai, PRC |
| 中國上海市寶山區撫遠路1211弄 | Lane 1211, Fuyuan Road, Baoshan District, Shanghai, PRC |
| 中國上海市嘉定區東至地塊邊界，南至雅丹路，西至百安公路，北至車站河 | North to Chezhan River, West to Bai'an Road, South to Yadan Road, East to Dikuai Boundary, Jiading District, Shanghai, PRC |
| 中國江蘇省常熟市經濟技術開發區高新技術產業園建業路2號1幢 | Building 1, No.2 Jianye Road, Gaoxin Technology Industrial Park, Economic and Technological Development Zone, Changshu, Jiangsu Province, PRC |
| 中國江蘇省蘇州市經開區張楊公路北側 | North to Zhangyang Avenue, Jingkai District, Suzhou, Jiangsu Province, PRC |
| 中國江蘇省蘇州市相城區望亭鎮間渡路東、牡丹路北 | North to Mudan Road, East to Wendu Road, Wangring Town, Xiangcheng District, Suzhou, Jiangsu Province, PRC |
| 中國江蘇省蘇州市太湖國家旅遊度假區香山北路西側、麗波路南側 | South to Libo Road, West to Xiangshanbei Road, Taihu National Tourism Resort, Suzhou, Jiangsu Province, PRC |
| 中國江蘇省蘇州市開發區蓬萊路北側、富春江西側 | West to Fuchunjiang Road, North to Penglai Road, Kaifu District, Suzhou, Jiangsu Province, PRC |
| 中國江蘇省蘇州市吳中區木渚鎮西津橋路北側、木光河西側 | West to Muguang River, North to Xijinqiao Road, Mudu Town, Wuzhong District, Suzhou, Jiangsu Province, PRC |
| 中國浙江省杭州市臨安經濟開發區東至星港路，南至鶴亭大街，西至崇文路，北至公園綠地 | North to Park Green Space, West to Congwen Road, South to Heting Street, East to Xinggang Road, Lin'an Economic Development District, Hangzhou, Zhejiang Province, PRC |
| 中國江蘇省南京市南部新城七橋片區東至承天大道，南至應天大街，西至冶東一路，北至紅花路 | North to Honghua Road, West to Zhidong First Road, South to Yingtian Street, East to Chengtian Avenue, Qiqiao District, Nanbu New Town, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市浦口區望江路2號正榮潤錦城 | Zhenro Splendid Land, No.2 of Wangjiang Road, Pukou District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市浦口區鎮南河路99號正榮潤江城 | Zhenro Riverside Wonderland, No.99 of Zhennanhe Road, Pukou District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市建鄴區河南西路27-1號 | No.27-1 of Hexi South Road, Jianye District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市建鄴區吳侯街與鄭城路交界處 | Crossroad of Wuhou Street and Yecheng Road, Jianye District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市江寧區永勝路18號 | No.18, Yongsheng Road, Jiangning District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市浦口區珠泉西路與江森路交叉路口 | Crossroad of Zhuquan West Road and Jiangmiao Road, Pukou District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市雨花臺區西善橋街道岱山中路與岱山北路交叉口 | Crossroad of Daishan Middle Road and Daishan North Road, Xishanqiao Street, Yuhuatai District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市棲霞區龍潭新城花園路以西、平港路以北 | North to Pinggang Road, West to Huayuan Road, Longtan New Town, Qixia District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市江北新區東至規劃幼稚園及社區中心，南至規劃道路，西至迎江路，北至廣西壩大街 | North to Guangxigeng Street, West to Yingjiang Road, South to Guihuadao Road, East to Guihua Kindergarten and Community Center, Jiangbei New District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市江北新區七裡河大街以北、江北快速路以東地塊 | Parcel East to Jiangbei Expressway, North to Qilihe Sub-District, Jiangbei New District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市棲霞區仙林街道、江甯區麒麟街道，東至規劃經三路，南至規劃緯五路，西至規劃經二路，北至規劃麒麟路 | North to Guihua Qilin Road, West to Guihua Jinger Road, South to Guihua Weiwu Road, East to Guihua Jingsan Road, Qilin Street, Jiangning District, Xianlin Street, Qixia District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市浦口區迎江路以南、康安路以東 | East to Kangan Road, South to Yingjiang Road, Pukou District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市鼓樓區東至城河北路，南至方家營80號，西至方家營784號，北至方家營路 | North to Fangjiaying Road, West to Fangjiaying No.784, South to Fangjiaying No. 80, East to Chenghe North Road, Gulou District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市浦口區江浦街道迎江路以南、康健路以東地塊 | Parcel East to Kangjian Road, South to Yingjiang Road, Jiangpu Street, Pukou District, Nanjing, Jiangsu Province, PRC |
| 中國安徽省滁州市南譙區醉翁東路與陽明南路交匯處東北側 | Northeast to the Crossroad of Zuiweng East Road and Yangming South Road, Nanqiao District, Chuzhou, Anhui Province, PRC |
| 中國安徽省滁州市仁和路和敬梓路交叉口東南側 | Southeast to the Crossroad of Renhe Road and Jingzi Road, Chuzhou, Anhui Province, PRC |
| 中國江蘇省滁州市清流路與定遠路交叉口東北側 | Northeast to the Crossroad of Qingliu Road and Dingyuan Road, Chuzhou, Jiangsu Province, PRC |
| 中國江蘇省宿遷市經濟技術開發區 | Economic and Technological Development Zone, Suqian, Jiangsu Province, PRC |
| 中國江蘇省徐州市玉帶大道西側、彭城歡樂世界南地塊 | South to Pengcheng Happy Valley, West to Yudai Avenue, Xuzhou, Jiangsu Province, PRC |

| 序號 | 項目名稱 | 城市 | 本集團應佔權益 | 主要規劃用途 ⁽¹⁾ | 地盤面積 (平方米) | 土地成本 (人民幣萬元) | 實際／預計竣工日期 | 土地儲備 ⁽²⁾ (平方米) | |
|--|---------------|---|---------------------------------------|--|----------------------|--------------------------|-------------------------------------|-------------------------------------|---------|
| # | Project Names | City | Interest Attributable to the Group | Primary Intended Use ⁽¹⁾ | Site Area (sq.m.) | Land Cost (RMB10,000) | Actual/Estimated Completion Date | Land Bank ⁽²⁾ (sq.m.) | |
| 31 | 合肥都會1907 | Hefei City 1907 | 合肥Hefei | 25.00% | R/RE | 111,380 | 180,500 | 2019/12 | 20,505 |
| 32 | 合肥北城正榮府-楓苑 | Hefei Beicheng Zhenro Mansion-Feng Garden | 合肥Hefei | 100.00% | R/RE | 50,857 | 71,709 | 2022/06 | 34,867 |
| 33 | 合肥北城正榮府-雅苑 | Hefei Beicheng Zhenro Mansion-Ya Garden | 合肥Hefei | 100.00% | R/RE | 30,488 | 42,988 | 2022/03 | 20,568 |
| 34 | 合肥北城正榮府-頌苑 | Hefei Beicheng Zhenro Mansion-Song Garden | 合肥Hefei | 100.00% | R/RE | 43,324 | 61,087 | 2022/11 | 21,559 |
| 35 | 合肥翡翠正榮府 | Hefei Jade Zhenro Mansion | 合肥Hefei | 100.00% | R/RE | 58,464 | 111,374 | 2022/09 | 45,003 |
| 36 | 合肥正榮旭輝政務未來 | Hefei Zhenro Cifi Zhengwu Future | 合肥Hefei | 55.00% | R/RE | 107,128 | 161,978 | 2023/10 | 78,414 |
| 37 | 六安碧桂園正榮鳳凰城北苑 | Lu'an Country Garden Zhenro North Phoenix Mansion | 六安Lu'an | 34.38% | R/RE | 199,748 | 111,500 | 2023/06 | 271,269 |
| 38 | 阜陽穎州正榮府 | Fuyang Yingzhou Zhenro Mansion | 阜陽Fuyang | 100.00% | R/RE | 192,371 | 124,112 | 2024/06 | 235,293 |
| 長三角小計 Yangtze River Delta Region Sub-total | | | | | 2,620,199 | 5,445,570 | | 2,273,693 | |
| 39 | 鄭州城南正榮府 | Zhengzhou Chengnan Zhenro Mansion | 鄭州Zhengzhou | 97.90% | R | 198,941 | 90,000 | 2023/07 | 315,980 |
| 40 | 鄭州正榮御首府天樾23# | Zhengzhou Zhenro Yushou Mansion Tianyue 23# | 鄭州Zhengzhou | 26.01% | R | 49,924 | 47,279 | 2024/06 | 195,309 |
| 41 | 鄭州正榮御首府天樾24# | Zhengzhou Zhenro Yushou Mansion Tianyue 24# | 鄭州Zhengzhou | 26.01% | R | 54,041 | 51,069 | 2022/11 | 80,195 |
| 42 | 鄭州正榮御首府天境25# | Zhengzhou Zhenro Yushou Mansion Tianjing 25# | 鄭州Zhengzhou | 26.01% | R/RE | 62,477 | 59,041 | 2023/05 | 170,125 |
| 43 | 武漢盤龍正榮府 | Wuhan Panlong Zhenro Mansion | 武漢Wuhan | 100.00% | R/RE | 49,251 | 92,210 | 2022/12 | 23,296 |
| 44 | 武漢正榮悅瑞府 | Wuhan Zhenro Yuelong Mansion | 武漢Wuhan | 100.00% | R/RE | 33,331 | 44,335 | 2023/03 | 132,690 |
| 45 | 武漢正榮恒瑞御峯 | Wuhan Zhenro Propitious Peak | 武漢Wuhan | 49.66% | R/RE | 15,478 | 63,566 | 2022/12 | 0 |
| 46 | 武漢正榮悅璟台 | Wuhan Zhenro Yuejing Mansion | 武漢Wuhan | 100.00% | R/RE | 27,390 | 60,560 | 2023/06 | 0 |
| 47 | 武漢蔡甸悅瑞府東 | Wuhan Caidian Yuelong Mansion East | 武漢Wuhan | 100.00% | R/RE | 34,012 | 44,470 | 2023/06 | 118,011 |
| 48 | 長沙正榮財富中心 | Changsha Zhenro Fortune Center | 長沙Changsha | 100.00% | R/RE | 145,220 | 45,040 | 2021/12 | 64,647 |
| 49 | 長沙正榮濱江紫閣台 | Changsha Riverside Zhenro Pinnacle | 長沙Changsha | 100.00% | R/RE/S&O | 107,493 | 83,000 | 2022/10 | 63,986 |
| 50 | 長沙正榮梅溪紫閣台 | Changsha Meixi Zhenro Pinnacle | 長沙Changsha | 100.00% | R/RE/S&O | 20,275 | 76,781 | 2022/12 | 79,866 |
| 51 | 長沙中梁正榮府 | Changsha Zhongliang Zhenro Mansion | 長沙Changsha | 51.00% | R/RE | 80,802 | 119,250 | 2023/12 | 197,124 |
| 中部小計 Central China Region Sub-total | | | | | 878,636 | 876,601 | | 1,441,229 | |

項目地址

Project Address

中國安徽省合肥市貴陽路與四川路交叉口西北角

Northwest corner of the Crossroad of Guiyang Road and Sichuan Road, Hefei, Anhui Province, PRC

中國安徽省合肥市長豐縣楊廟路與茨淮路交叉口東北角

Northeast corner of the Crossroad of Yangmiao Road and Cihuai Road, Changfeng County, Hefei, Anhui Province, PRC

中國安徽省合肥市長豐縣茨淮路與阜陽北路交叉口東北角

Northeast corner of the Crossroad of Cihuai Road and Fuyang North Road, Changfeng County, Hefei, Anhui Province, PRC

中國安徽省合肥市長豐縣阜陽北路與濟河路交叉口東北角

Northeast corner of the Crossroad of Fuyang North Road and Jihe Road, Changfeng County, Hefei, Anhui Province, PRC

中國安徽省合肥市肥西縣翡翠路與仙霞路交叉口東北角

Northeast corner of the Crossroad of Feicui Road and Xianxia Road, Feixi County, Hefei, Anhui Province, PRC

中國安徽省合肥市肥西縣上派鎮燈塔路與創新大道交口東南側

Southeast to the Crossroad of Dengta Road and Chuangxin Avenue, Shangpai Town, Feixi County, Hefei, Anhui, PRC

中國安徽省六安市清溪路與星光大道交叉口

Crossroad of Qingxi Road and Xingguang Avenue, Lu'an, Anhui Province, PRC

中國安徽省阜陽市城南新區三清路南側、城泉路東側

East to Chengquan Road, South to Sanqing Road, Chengnan New District, Fuyang, Anhui Province, PRC

中國河南省鄭州市新鄭市龍湖鎮規劃三路南側、大學南路輔道東側

Daxue South Road auxiliary road (East side), Guihua Third Road(South side), Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國河南省鄭州市新鄭市龍湖鎮：祥雲路南側、經一路西側

West to Jingyi Road, South to Xiangyun Road, Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國河南省鄭州市新鄭市龍湖鎮緯三街北側、經一路西側

West to Jingyi Road, North to Weisan Road, Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國河南省鄭州市新鄭市龍湖鎮祥和路北側、規劃路西側

West to Guihua Road, North to Xianghe Road, Longhu Town, Xinzheng, Zhengzhou, Henan Province, PRC

中國湖北省武漢市盤龍城經濟開發區盤龍大道以東、後湖大道以南

South to Houhu Avenue, East to Panlong Avenue, Panlongcheng Economic Development District, Wuhan, Hubei Province, PRC

中國湖北省武漢市蔡甸區蔡甸街高福大街與天成路交匯處以西

West to the Crossroad of Gaofu Street and Tiancheng Road, Caidian Street, Caidian District, Wuhan, Hubei Province, PRC

中國湖北省武漢市東湖新技術開發區神墩五路以南、芷泉路以西、高新三路以北、豹溪路以東

East to Baoxi Road, North to Gaoxinsan Road, West to Zhiqian Road, South to Shendunwu Road, Donghu New Technology Development District, Wuhan, Hubei Province, PRC

中國湖北省武漢市東湖新技術開發區康魅路以北、光谷二路以西、流芳路以東、康力街以南

South to Kangli Street, East to Liufang Road, West to Guanggu Second Road, North to Kangmei Road, Donghu New Technology Development District, Wuhan, Hubei Province, PRC

中國湖北省武漢市蔡甸區蔡甸街高福大街與天成路交匯處以西

West to the Crossroad of Gaofu Avenue and Tiancheng Road, Caidian Street, Caidian District, Wuhan, Hubei Province, PRC

中國湖南省長沙市望城區高塘嶺街道家園北路與唯羅克路交叉西南角

Southwest corner of the Crossroad of Gaotanglingjiedaojiayuan North Road and Weiluoke Road, Wangcheng District, Changsha, Hunan Province, PRC

中國湖南省長沙市嶽麓區銀杉路與穀山路交匯處東南

Southeast to the Crossroad of Yinshan Road and Gushan Road, Yuelu District, Changsha, Hunan Province, PRC

中國湖南省長沙市嶽麓區梅溪湖片區F-19地塊

Parcel F-19, Meixi Lake Area, Yuelu District, Changsha, Hunan Province, PRC

中國湖南省長沙市長沙縣星沙街道涼塘路以南

South to Liangtang Road, Xingsha Street, Changsha County, Changsha, Hunan Province, PRC

| 序號 | 項目名稱 | | 城市 | 本集團應佔權益 Interest Attributable to the Group | 主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾ | 地盤面積 (平方米) Site Area (sq.m.) | 土地成本 (人民幣萬元) Land Cost (RMB10,000) | 實際／預計竣工日期 Actual/Estimated Completion Date | 土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.) |
|-------------------------------------|---------------|--|--------------|--|---|---------------------------------------|---|--|---|
| # | Project Names | | City | | | | | | |
| 52 | 西安北辰天樾北 | Xi'an Beichen Tianyue North | 西安 Xi'an | 34.00% | R/RE | 53,117 | 85,830 | 2024/07 | 187,138 |
| 53 | 西安北辰天樾南 | Xi'an Beichen Tianyue South | 西安 Xi'an | 34.00% | R/RE | 41,900 | 68,000 | 2024/01 | 79,712 |
| 54 | 西安正榮府 | Xi'an Zhenro Mansion | 西安 Xi'an | 100.00% | RE/S&O | 39,322 | 32,440 | 2022/08 | 45,943 |
| 55 | 西安正榮紫雲台(西區) | Xi'an Zhenro Pinnacle (West) | 西安 Xi'an | 93.49% | R/RE/S&O | 36,042 | 72,400 | 2023/04 | 65,417 |
| 56 | 成都桂湖正榮府二期 | Chengdu Guihu Zhenro Mansion Phase 2 | 成都 Chengdu | 100.00% | R | 20,179 | 32,232 | 2022/10 | 17,304 |
| 57 | 成都都江堰正榮悅隴府 | Chengdu Dujiangyan Zhenro Yue-long Mansion | 成都 Chengdu | 100.00% | R/RE | 48,140 | 31,772 | 2022/10 | 127,832 |
| 58 | 成都潤錦府 | Chengdu Run Mansion | 成都 Chengdu | 100.00% | R | 29,403 | 90,561 | 2023/06 | 18,576 |
| 59 | 成都春華錦田 | Chengdu Spring Rural Fields | 成都 Chengdu | 65.00% | R | 24,639 | 4,377 | 2022/12 | 7,540 |
| 60 | 重慶悅溪正榮府 | Chongqing Yuexi Zhenro Mansion | 重慶 Chongqing | 100.00% | R | 88,177 | 82,000 | 2023/03 | 41,760 |
| 61 | 重慶正榮朗基悅江灣 | Chongqing Zhenro Langji Yuejiang Mansion | 重慶 Chongqing | 51.00% | R/RE | 46,757 | 51,400 | 2023/06 | 29,286 |
| 西部小計 Western China Region Sub-total | | | | | | 427,676 | 551,012 | | 620,508 |
| 62 | 福州觀瀾公館 | Fuzhou Guanlan Mansion | 福州 Fuzhou | 51.00% | R | 19,515 | 32,500 | 2024/01 | 57,543 |
| 63 | 福州潤棠公館 | Fuzhou Begonia Mansion | 福州 Fuzhou | 100.00% | R/RE | 46,429 | 74,000 | 2024/11 | 118,173 |
| 64 | 福州璟秀公館 | Fuzhou Jingxiu Mansion | 福州 Fuzhou | 100.00% | R | 24,964 | 33,200 | 2023/10 | 0 |
| 65 | 福州正榮財富中心 | Fuzhou Zhenro Fortune Center | 福州 Fuzhou | 100.00% | R/RE/S&O | 113,333 | 127,700 | 2017/12 | 77,371 |
| 66 | 福州正榮府 | Fuzhou Zhenro Mansion | 福州 Fuzhou | 100.00% | R/RE/S&O | 66,874 | 191,000 | 2019/12 | 600 |
| 67 | 福州正榮馬尾三江雲麓 | Fuzhou Zhenro Mawei Sanjiang Habitat | 福州 Fuzhou | 100.00% | R | 36,014 | 47,760 | 2024/08 | 54,199 |
| 68 | 福州馬尾正榮財富中心一期 | Fuzhou Mawei Zhenro Fortune Center Phase 1 | 福州 Fuzhou | 100.00% | R/RE | 67,032 | 85,665 | 2019/08 | 18,436 |
| 69 | 福州正榮望海潮 | Fuzhou Zhenro Seascape Wonderland | 福州 Fuzhou | 26.50% | R/RE | 33,436 | 74,700 | 2022/05 | 28,836 |
| 70 | 福州濱江正榮府 | Fuzhou Riverview Zhenro Mansion | 福州 Fuzhou | 80.00% | R/RE | 110,191 | 289,000 | 2023/03 | 68,219 |
| 71 | 福州正榮棠悅濱江 | Fuzhou Zhenro Begonia Riverview | 福州 Fuzhou | 100.00% | R/RE | 23,973 | 67,200 | 2023/05 | 51,808 |
| 72 | 福州正榮悅榕府 | Fuzhou Zhenro Yuerong Mansion | 福州 Fuzhou | 100.00% | R/RE | 61,510 | 189,300 | 2021/12 | 55,792 |
| 73 | 福州正榮巨成金山洋房 | Fuzhou Zhenro Jucheng Jinshan Community | 福州 Fuzhou | 70.00% | R | 11,116 | 45,700 | 2022/05 | 1,372 |
| 74 | 福州湖濱府 | Fuzhou Hubin Mansion | 福州 Fuzhou | 34.00% | R/RE | 42,420 | 90,800 | 2022/11 | 17,832 |
| 75 | 福州玉融正榮府02號 | Fuzhou Yurong Zhenro Mansion 02 | 福州 Fuzhou | 100.00% | R/RE | 68,079 | 100,800 | 2020/11 | 9,792 |
| 76 | 福州玉融正榮府03號 | Fuzhou Yurong Zhenro Mansion 03 | 福州 Fuzhou | 100.00% | R | 64,728 | 90,000 | 2021/12 | 22,763 |
| 77 | 平潭正榮府悅璽 | Pingtan Zhenro Mansion Yuexi | 福州 Fuzhou | 100.00% | R/RE | 66,560 | 110,000 | 2020/11 | 38,720 |
| 78 | 廈門正榮中梁天著潤宸 | Xiamen Zhenro Zhongliang Tianzhu Run Mansion | 廈門 Xiamen | 51.00% | R/RE | 19,978 | 188,000 | 2023/12 | 86,479 |
| 79 | 廈門聯發正榮府 | Xiamen Lianfa Zhenro Mansion | 廈門 Xiamen | 51.00% | R/RE | 19,209 | 157,000 | 2023/12 | 73,700 |
| 80 | 廈門中梁正榮府 | Xiamen Zhongliang Zhenro Mansion | 廈門 Xiamen | 40.80% | R/RE | 17,228 | 100,000 | 2022/11 | 16,195 |
| 81 | 廈門翔安正榮府 | Xiamen Xiang'an Zhenro Mansion | 廈門 Xiamen | 100.00% | R/RE | 27,596 | 117,000 | 2023/09 | 57,199 |
| 82 | 莆田正榮財富中心 | Putian Zhenro Fortune Center | 莆田 Putian | 100.00% | R/RE/S&O | 199,941 | 91,600 | 2022/08 | 280,894 |

項目地址

Project Address

中國陝西省西安市涇河新城樂華二路以東、涇河灣一路以南、樂華一路以西
中國陝西省西安市涇河新城樂華二路以東、涇河灣二路以北、樂華一路以西
中國陝西省西安市二環北路東段與永慶路交叉口東北角
中國陝西省西安市御井路與永城路交叉口西南角及東南角
中國四川省成都市新都區桂湖街道(原新都街道)五桂村
中國四川省都江堰市幸福街道彩虹社區
中國四川省成都市武侯區機投橋街道半邊街村7組、簇橋街道瓦房村3、4組
中國四川省成都市郫都區團結鎮寶華村第五農業合作社
中國重慶市兩江新區水土園壩豐和路以北和源路以東
中國重慶市大渡口區大渡口組團F分區F9-10號宗地

West to Lehua First Road, South to Jinghewan First Road, East to Lehua Second Road, Jinghe New Town, Xi'an, Shaanxi Province, PRC
West to Lehua First Road, North to Jinghewan Second Road, East to Lehua Second Road, Jinghe New Town, Xi'an, Shaanxi Province, PRC
Northeast corner of the Crossroad of Erhuan North Road (East part) and Yongqing Road, Xi'an, Shaanxi Province, PRC
Southwest corner and Southeast corner of the Crossroad of Yujing Road and Yongcheng Road, Xi'an, Shaanxi Province, PRC
Wugui Village, Guihu Street (Former: Xindu Street), Xindu District, Chengdu, Sichuan Province, PRC
Caihong Community, Xingfu Street, Dujiangyan, Sichuan Province, PRC
Group 3, 4 of Wafang Village, Cuqiao Street, Group 7 of Banbianjie Village, Jitouqiao Street, Wuhou District, Chengdu, Sichuan Province, PRC
5th Agricultural Cooperative, Baohua Village, Tuanjie Town, Pidu District, Chengdu, Sichuan Province, PRC
East to Heyuan Road, North to Fenghe Road, Shuitu Park Area, Liangjiang New District, Chongqing, PRC
Parcel F9-10, F Sub-district, Dadukouzutuan, Dadukou District, Chongqing, PRC

中國福建省福州市長樂區營前街道營濱路東側、臨江南路北側

North to Linjiang South Road, East to Yingbin Road, Yingqian Street, Changle District, Fuzhou, Fujian Province, PRC

中國福建省福州市閩侯縣竹岐鄉榕東村

Rongdong Village, Zhuqi Township, Minhou County, Fuzhou, Fujian Province, PRC

中國福建省福州市晉安區新店鎮湯斜村，繞城高速公路以南

South to Raocheng Express Way, Tangxie Village, Xindian Town, Jin'an District, Fuzhou, Fujian Province, PRC

中國福建省福州市閩侯縣上街鎮新保路18號

No. 18, Xinbao Road, Shangjie Town, Minhou County, Fuzhou, Fujian Province, PRC

中國福建省福州市晉安區桂山路西側，站東路以東

East to Zhandong Road, West to Guishan Road, Jin'an District, Fuzhou, Fujian Province, PRC

中國福建省福州市馬尾區沿山西路北側

Yanshan West Road (North side), Mawei District, Fuzhou, Fujian Province, PRC

中國福建省福州市馬尾區君竹路以東、上岐路以北

North to Shangqi Road, East to Junzhu Road, Mawei District, Fuzhou, Fujian Province, PRC

中國福建省馬尾市東南至羅星西路，東北至中佳藍灣，西南至上岐路

Southwest to Shangqi Road, Northeast to Zhongjialan Bay, Southeast to Luoxing West Road, Mawei, Fujian Province, PRC

中國福建省馬尾市東南至羅星西路，東北至中佳藍灣，西南至上岐路

Southwest to Shangqi Road, Northeast to Zhongjialan Bay, Southeast to Luoxing West Road, Mawei, Fujian Province, PRC

中國福建省福州市閩侯縣甘蔗街道長江村

Changjiang Village, Ganzhe Street, Minhou County, Fuzhou, Fujian Province, PRC

中國福建省福州市晉安區六一路以東洋下危房地塊水頭舊屋改造地塊一

Parcel 1, Reconstruction of the old house in the submarine dangerous land block, East to Liuyi Road, Jin'an District, Fuzhou, Fujian Province, PRC

中國福建省福州市倉山區金塘路南側、金亭社區二期北側、
洪灣北路東側的麥浦綜合開發地塊一

Maipu Comprehensive Development Lot 1 on the East side of Hongwanbei Road, North side of Jinting Community phase 2, the South side of Jintang Road, Cangshan District, Fuzhou City, Fujian Province, PRC

中國福建省福州市倉山區永南路以南、火車南站東側

East to South Railway Station, South to Yongnan Road, Cangshan District, Fuzhou, Fujian Province, PRC

中國福建省福清市龍山街道玉峯村、東劉村

Yufeng Village, Dongliu Village, Longshan Street, Fuqing, Fujian Province, PRC

中國福建省福清市龍山街道玉峯村、玉塘村

Yufeng Village, Yutang Village, Longshan Street, Fuqing, Fujian Province, PRC

中國福建省福州市平潭縣興港中路(原金井二路)西側，誠意路(原天大山北路)南側

South side of Chengyi Road (Former: Tiandashan North Road), West side of Xinggang Middle Road (Former: Jinjing Second Road), Pingtan County, Fuzhou, Fujian Province, PRC

中國福建省廈門市集美新城片區集美大道與集美北大道交叉口西側

West to the Crossroad of Jimei Avenue and Jimei North Avenue, Jimei New Town Sub-district, Xiamen, Fujian Province, PRC

中國福建省廈門市集美區集美新城片區兌英中路與兌英北路交叉口西側

West to the Crossroad of Duiying Middle Road and Duiying North Road, Jimei New Town Sub-district, Jimei District, Xiamen, Fujian Province, PRC

中國福建省廈門市集美區大學城片區文菊路與博閩路交叉口南側

South to the Corner of Wenju Road and Bojian Road, Daxuecheng Sub-district, Jimei District, Xiamen, Fujian Province, PRC

中國福建省廈門市翔安區蓮河片區沙美路與翔安南路交叉口東北側

Northeast to the Crossroad of Shamei Road and Xiang'an South Road, Lianhe Sub-district, Xiang'an District, Xiamen, Fujian Province, PRC

中國福建省莆田市荔園路與天妃路交叉口，毗鄰木蘭溪

Adjacent to Mulanxi, Crossroad of Liyuan Road and Tianfei Road, Putian, Fujian Province, PRC

| 序號 | 項目名稱 | | 城市 | 本集團應佔權益 | 主要規劃用途 ⁽¹⁾ | 地盤面積 (平方米) | 土地成本 (人民幣萬元) | 實際／預計竣工日期 | 土地儲備 ⁽²⁾ (平方米) |
|--|---------------|--|-------------|---------------------------------------|--|----------------------|--------------------------|-------------------------------------|-------------------------------------|
| # | Project Names | | City | Interest Attributable to the Group | Primary Intended Use ⁽¹⁾ | Site Area (sq.m.) | Land Cost (RMB10,000) | Actual/Estimated Completion Date | Land Bank ⁽²⁾ (sq.m.) |
| 83 | 莆田正榮荔園華府 | Putian Zhenro Litchi Garden | 莆田 Putian | 100.00% | R/RE | 35,268 | 1,721 | 2010/06 | 819 |
| 84 | 莆田正榮時代廣場 | Putian Zhenro Times Plaza | 莆田 Putian | 100.00% | R/RE | 118,943 | 1,721 | 2008/11 | 41,768 |
| 85 | 莆田正榮御品世家 | Putian Zhenro Royal Family | 莆田 Putian | 100.00% | R/RE | 42,431 | 1,721 | 2016/10 | 4,663 |
| 86 | 莆田正榮白棠雲麓 | Putian Zhenro Habitat | 莆田 Putian | 100.00% | R | 79,698 | 98,000 | 2023/06 | 36,381 |
| 87 | 莆田御溪正榮府 | Putian Yuxi Zhenro Mansion | 莆田 Putian | 100.00% | R | 16,116 | 26,600 | 2022/08 | 5,052 |
| 88 | 莆田玖璽正榮府三期 | Putian Jiuxi Zhenro Mansion Phase 3 | 莆田 Putian | 100.00% | R/RE | 57,959 | 122,600 | 2023/03 | 88,486 |
| 89 | 莆田涵江正榮府 | Putian Hanjiang Zhenro Mansion | 莆田 Putian | 100.00% | R | 19,895 | 28,500 | 2023/06 | 20,916 |
| 90 | 泉州石獅正榮府 | Quanzhou Shishi Zhenro Mansion | 泉州 Quanzhou | 100.00% | R | 33,942 | 36,300 | 2020/04 | 13 |
| 91 | 泉州正榮寶嘉江濱府 | Quanzhou Zhenro Baojia Riverside Mansion | 泉州 Quanzhou | 46.50% | R/RE | 59,486 | 50,000 | 2021/11 | 4,156 |
| 92 | 泉州晉東正榮府 | Quanzhou Jindong Zhenro Mansion | 泉州 Quanzhou | 34.00% | R/RE | 57,632 | 41,600 | 2021/11 | 23,894 |
| 93 | 晉江正榮潤興世紀春天 | Jinjiang Zhenro Xunxing Century Spring | 泉州 Quanzhou | 51.00% | R/RE | 34,124 | 53,300 | 2022/04 | 19,265 |
| 94 | 泉州晉江正榮府 | Quanzhou Jinjiang Zhenro Mansion | 泉州 Quanzhou | 100.00% | R/RE | 104,664 | 83,400 | 2023/11 | 253,469 |
| 95 | 南昌正榮中興悅臺 | Nanchang Zhenro Zhong'ao Yuexi Mansion | 南昌 Nanchang | 62.00% | R/RE | 39,116 | 56,023 | 2022/08 | 30,263 |
| 96 | 南昌正榮大湖之郡 | Nanchang Zhenro The Capital of Great Loch | 南昌 Nanchang | 100.00% | R/RE | 872,794 | 25,200 | 2017/06 | 17,874 |
| 97 | 南昌正榮悅雲府 | Nanchang Zhenro Yueyun Mansion | 南昌 Nanchang | 51.00% | R/RE | 46,576 | 63,157 | 2022/10 | 45,508 |
| 98 | 南昌正榮華潤玲瓏府 | Nanchang Zhenro Huarun Linglong Mansion | 南昌 Nanchang | 48.00% | R/RE | 72,103 | 57,971 | 2019/11 | 107 |
| 99 | 南昌新力合園 | Nanchang Xinli Garden | 南昌 Nanchang | 39.00% | R/RE | 90,414 | 72,833 | 2019/11 | 35,040 |
| 100 | 南昌正榮金茂美的雲境 | Nanchang Zhenro Jinmao Media Cloud Wonderland | 南昌 Nanchang | 34.00% | R/RE | 53,563 | 73,435 | 2023/12 | 13,697 |
| 101 | 南昌正榮灣棠 | Nanchang Zhenro Bay Mansion | 南昌 Nanchang | 50.00% | R/RE | 22,842 | 21,036 | 2022/09 | 0 |
| 102 | 南昌招商金茂正榮依雲上城 | Nanchang Zhaoshang Jinmao Zhenro Land of Cloud | 南昌 Nanchang | 34.00% | R/RE | 101,483 | 139,894 | 2023/08 | 202,017 |
| 103 | 南昌正榮棠悅 | Nanchang Zhenro Vesture | 南昌 Nanchang | 100.00% | R/RE | 58,729 | 121,448 | 2022/10 | 0 |
| 104 | 吉安廬陵府一期 | Ji'an Lulin Mansion Phase 1 | 吉安 Ji'an | 100.00% | R/RE | 74,388 | 73,922 | 2021/12 | 11,423 |
| 105 | 吉安廬陵府二期 | Ji'an Lulin Mansion Phase 2 | 吉安 Ji'an | 100.00% | R/RE | 67,590 | 77,557 | 2022/03 | 21,326 |
| 106 | 宜春金投正榮府 | Yichun Jintou Zhenro Mansion | 宜春 Yichun | 35.00% | R/RE | 55,227 | 26,600 | 2022/06 | 22,623 |
| 107 | 宜春正榮悅玲瓏一期 | Yichun Zhenro Yuelinglong Phase 1 | 宜春 Yichun | 100.00% | R/RE | 48,549 | 27,375 | 2022/05 | 2,759 |
| 108 | 宜春正榮悅玲瓏二期 | Yichun Zhenro Yuelinglong Phase 2 | 宜春 Yichun | 100.00% | R/RE | 49,205 | 37,900 | 2023/11 | 71,892 |
| 109 | 宜春正榮陽光城翡麗江悅 | Yichun Zhenro Yango Feili Riverside Bay | 宜春 Yichun | 49.00% | R/RE | 38,920 | 20,700 | 2023/11 | 72,541 |
| 海峽西岸小計 Western Taiwan Straits Region Sub-total | | | | | | 3,491,781 | 3,743,439 | | 2,181,877 |

| 項目地址 | Project Address |
|---|--|
| 中國福建省莆田市荔城區北大路南側 | South to North Avenue, Licheng District, Putian, Fujian Province, PRC |
| 中國福建省莆田市東園路和北大路交匯處 | Crossroad of Dongyuan Road and North Avenue, Putian, Fujian Province, PRC |
| 中國福建省莆田市荔城區，毗鄰東園路(後塘片區IV區) | Adjacent to Dongyuan Road (IV Hourang Area), Licheng District, Putian, Fujian Province, PRC |
| 中國福建省莆田市涵江區白塘鎮西湖，南環路附近 | Near South Ring Road, West Lake, Baitang Town, Hanjiang District, Putian, Fujian Province, PRC |
| 中國福建省莆田市城廂區洋西片區 | Yangxi Sub-district, Chengxiang District, Putian, Fujian Province, PRC |
| 中國福建省莆田市西霞林分區，公交南站西側 | West to Gongjiao South Stop, Xialin West District, Putian, Fujian Province, PRC |
| 中國福建省莆田市涵江區新涵工業園分區單元控規範圍內 | Within the control range of Xinhan Industrial Park, Hanjiang District, Putian, Fujian Province, PRC |
| 中國福建省泉州市石獅市靈秀鎮紗坑中國石獅服裝城東部 | East to Chaokeng China Shishi Garment Mall, Lingxiu Town, Shishi, Quanzhou, Fujian Province, PRC |
| 中國福建省泉州市洛江區位於沈海高速公路橋與濱江路交叉口南側，東臨濱江路，西臨沈海高速公路，南臨後埭安置社區 | South to Houdaianzhi Community, West to Shenhai Express Way, East to Binjiang Road, Crossroad of Shenhai Express Way Bridge and Binjiang Road (South Side), Luojiang District, Quanzhou, Fujian Province, PRC |
| 中國福建省泉州市晉江市東側沿海大通道，西側湖源路；北側留源路，南側緊鄰二號路 | South to Er'hao Road, North to Liuyuan Road, West to Huyuan Road, East to Yanhai Avenue, Jinjiang, Quanzhou, Fujian Province, PRC |
| 中國福建省泉州市晉江市羅裳片區、世紀大道旁 | Next to Shiji Avenue, Luoshang Sub-district, Jinjiang, Quanzhou, Fujian Province, PRC |
| 中國福建省泉州市晉江市經濟開發區新塘園 | Xintang Garden, Economy development district, Jinjiang, Quanzhou, Fujian Province, PRC |
| 中國江西省南昌市新建區長坡鎮文化中心南路南側、長坪路北側 | North to Changping Road, South to Wenhua Zhongxin South Road, Changleng Town, Xinjian District, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市南昌縣振興大道333號 | No.333, Zhenxing Avenue, Nanchang County, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市青雲譜區佛塔路以西、新地路以南、金鷹路以北 | North to Jinying Road, South to Xindi Road, West to Fota Road, Qingyunpu District, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市紅穀灘新區文宗街36號 | No.36, Wenzong Street, Honggutan New District, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市紅穀灘新區閩皂山大道777號 | No.777, Gezaoshan Avenue, Honggutan New District, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市南昌縣範圍內銀湖中路以東、文山一路以北 | North to Wenshanyi Road, East to Yinhuizhong Road, Nanchang County, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市灣裡區陳家路以東、雙馬石路以南、教導大隊以西、第三輪安置房以北 | North to temporary dwellings phase 3, West to Teaching Team, South to Shuangmashi Road, East to Chenjia Road, Wanli District, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市青山湖區市場南路以東、月坊南路以南，東至昌東大道，南至天香一路、西至貨場路、北至月坊南路 | North to Yuefangnan Road, West to Huochang Road, South to Tianxiangyi Road, East to Changdong Avenue, South to Yuefangnan Road, East to Shichangnan Road, Qingshanhu District, Nanchang, Jiangxi Province, PRC |
| 中國江西省南昌市高新區創新一路以東、艾溪湖一路以北 | North to Aixi first Road, East to Chuangxin first Road, Gaoxin District, Nanchang, Jiangxi Province, PRC |
| 中國江西省吉安市城南新區井岡山大道以東、鳳凰洲路以南、白水仙路以西、復興路以北 | North to Fuxing Road, West to Baishuixian Road, South to Fenghuangzhou Road, East to Jinggangshan Avenue, Chengnan New District, Ji'an, Jiangxi Province, PRC |
| 中國江西省吉安市城南新區白水仙路以東、復興路以南、古南大道以西、崇文路以北 | North to Chongwen Road, West to Gunan Avenue, South to Fuxing Road, East to Baishuixian Road, Chengnan New District, Ji'an, Jiangxi Province, PRC |
| 中國江西省宜春市袁州區宜陽大道宜春正榮金投袁州府 | Yichun Zhenro Jintou Yuanzhou Mansion, Yiyang Avenue, Yuanzhou District, Yichun, Jiangxi Province, PRC |
| 中國江西省宜春市袁州區高鐵站對面，南臨袁州大道，東臨袁州東路，西側為規劃龍浦路，北側為廣潤社區 | Guangrun Community to the North, Guihualongpu Road to the West, Yuanzhoudong Road to the East, Yuanzhou Avenue to the South, opposite to high-speed rail station, Yuanzhou District, Yichun, Jiangxi Province, PRC |
| 中國江西省宜春市袁州大道以南、高鐵東九路東側 | East to Gaotiedongjiu Road, South to Yuanzhou Avenue, Yichun, Jiangxi Province, PRC |
| 中國江西省宜春市袁州大道北側、新坊河東側、宜安公路西側 | West to Yi'an Highway, East to Xinfang River, North to Yuanzhou Avenue, Yichun, Jiangxi Province, PRC |

| 序號 | 項目名稱 | | 城市 | 本集團應佔權益 | 主要規劃用途 ⁽¹⁾ | 地盤面積 (平方米) | 土地成本 (人民幣萬元) | 實際／預計竣工日期 | 土地儲備 ⁽²⁾ (平方米) |
|---|---------------|---|-------------|---------------------------------------|--|----------------------|--------------------------|-------------------------------------|-------------------------------------|
| # | Project Names | | City | Interest Attributable to the Group | Primary Intended Use ⁽¹⁾ | Site Area (sq.m.) | Land Cost (RMB10,000) | Actual/Estimated Completion Date | Land Bank ⁽²⁾ (sq.m.) |
| 110 | 廣州南沙地塊 | Guangzhou Nansha Parcel | 廣州Guangzhou | 50.00% | R/RE/S&O | 12,679 | 102,135 | 2024/04 | 72,580 |
| 111 | 廣州增城地塊 | Guangzhou Zengcheng Parcel | 廣州Guangzhou | 100.00% | R/RE | 50,673 | 149,000 | 2024/04 | 215,383 |
| 112 | 廣州白雲區鐘落潭地塊 | Guangzhou Baiyun District Zhongluotan Parcel | 廣州Guangzhou | 51.00% | R | 58,507 | 209,088 | 2024/04 | 154,896 |
| 113 | 佛山正榮季華正榮府 | Foshan Zhenro Jihua Zhenro Mansion | 佛山Foshan | 100.00% | R/RE | 51,189 | 124,969 | 2023/09 | 138,631 |
| 114 | 佛山金茂碧桂園正榮府 | Foshan Jinmao Country Garden Zhenro Mansion | 佛山Foshan | 34.00% | R/RE | 97,814 | 300,428 | 2024/12 | 59,197 |
| 珠三角小計 Pearl River Delta Region Sub-total | | | | | | 270,862 | 885,620 | | 640,686 |
| 本集團附屬公司開發的土地儲備小計 | | | | | | 7,689,154 | 11,502,242 | | 7,157,993 |
| Sub-total of Land Bank Developed by the Group's Subsidiaries | | | | | | | | | |
| 本集團合營企業及聯營公司開發的物業 | | | | | | | | | |
| Properties Developed by the Group's Joint Ventures and Associated Companies | | | | | | | | | |
| 115 | 上海BU中心 | Shanghai BU Center | 上海Shanghai | 19.00% | RE/S&O | 70,857 | 143,000 | 2022/06 | 309,075 |
| 116 | 蘇州香悅四季雅苑 | Suzhou Flavour Yue Four Seasons Garden | 蘇州Suzhou | 19.00% | R | 56,479 | 36,069 | 2019/12 | 20,243 |
| 117 | 蘇州映溪四季花園 | Suzhou Yingxi Four Seasons Garden | 蘇州Suzhou | 18.91% | R/RE | 95,836 | 156,170 | 2022/03 | 131,340 |
| 118 | 蘇州江南雲著 | Suzhou Jiangnan Cloud Chapter | 蘇州Suzhou | 38.95% | R/RE/S&O | 62,582 | 249,953 | 2022/12 | 37,042 |
| 119 | 無錫正榮璽樾 | Wuxi Zhenro Jade Yue | 無錫Wuxi | 50.00% | R/RE | 78,590 | 190,117 | 2023/08 | 78,074 |
| 120 | 杭州融創正榮杭曜之城 | Hangzhou Sunac Zhenro Hangyao City | 杭州Hangzhou | 40.52% | R/RE | 52,122 | 284,066 | 2024/04 | 22,375 |
| 121 | 南京正榮潤棲府 | Nanjing Zhenro Runqi Mansion | 南京Nanjing | 45.00% | R/RE | 32,844 | 164,000 | 2023/10 | 42,096 |
| 122 | 南京招商正榮東望府 | Nanjing China Merchant Zhenro East Forwarding Mansion | 南京Nanjing | 49.00% | R/RE/S&O | 90,981 | 224,000 | 2021/11 | 46,989 |
| 123 | 南京瓏悅 | Nanjing Long Yue | 南京Nanjing | 33.00% | R | 35,055 | 134,000 | 2021/06 | 8,005 |
| 124 | 南京江悅潤府 | Nanjing Riverside Mansion | 南京Nanjing | 50.00% | R/RE | 67,583 | 297,500 | 2023/07 | 39,807 |
| 125 | 滁州弘陽·時光瀾庭 | Chuzhou Hongyang Times Billow Courtyard | 滁州Chuzhou | 30.00% | R/RE | 89,886 | 46,600 | 2020/06 | 15,864 |
| 126 | 徐州梧桐公館 | Xuzhou Parasol Mansion | 徐州Xuzhou | 25.00% | R/RE | 166,471 | 83,013 | 2022/06 | 157,407 |
| 127 | 徐州嶠山府 | Xuzhou Splendid Mountain Mansion | 徐州Xuzhou | 33.00% | R/RE | 147,532 | 91,903 | 2022/06 | 63,411 |
| 128 | 徐州玖璽 | Xuzhou Jade Cullinan | 徐州Xuzhou | 30.00% | R/RE | 45,351 | 92,900 | 2022/01 | 0 |
| 129 | 合肥正榮悅都著 | Hefei Zhenro Capital Yue | 合肥Hefei | 64.25% | R/RE/S&O | 118,793 | 195,390 | 2023/06 | 100,727 |
| 130 | 合肥悅湖新著 | Hefei Joy River New Chapter | 合肥Hefei | 33.00% | R/RE | 67,834 | 90,559 | 2022/05 | 49,272 |
| 131 | 六安碧桂園正榮鳳凰城南苑 | Lu'an Country Garden Zhenro South Phoenix Mansion | 六安Lu'an | 34.38% | R/RE | 199,979 | 110,200 | 2023/12 | 157,210 |
| 132 | 阜陽穎州正榮府 | Fuyang Yingzhou Zhenro Mansion | 阜陽Fuyang | 50.00% | R/RE | 101,718 | 86,055 | 2025/07 | 266,789 |
| 長三角小計 Yangtze River Delta Region Sub-total | | | | | | 1,580,493 | 2,675,495 | | 1,545,728 |

| 項目地址 | Project Address |
|--|--|
| 中國廣東省廣州市南沙區南沙街進港大道南側 | South to Jingang Avenue, Nansha Street, Nansha District, Guangzhou, Guangdong Province, PRC |
| 中國廣東省廣州市增城區荔湖街南北大道北側 | North to Nanbei Avenue, Lihu Street, Zengcheng District, Guangzhou, Guangdong Province, PRC |
| 中國廣東省廣州市白雲區鐘落潭福龍路東側 | East to Fulong Road, Zhongluoran, Baiyun District, Guangzhou, Guangdong Province, PRC |
| 中國廣東省佛山市禪城區聚錦路西側 | West to Jujin Road, Chancheng District, Foshan, Guangdong Province, PRC |
| 中國廣東省佛山市順德區樂從鎮樂中路以南、縱三路以西 | West to Zongsan Road, South to Lezhong Road, Lecong Town, Shunde District, Foshan, Guangdong Province, PRC |
| | |
| | |
| | |
| 中國上海市青浦區東至蟠秀路西至向陽河路南至盈港東路北至會鼎路 | North to Huiding Road, South to Yinggang East Road, West to Xiangyanghe Road, East to Panxiu Road, Qingpu District, Shanghai, PRC |
| 中國江蘇省常熟市古裡鎮森泉吳莊村工業園區4幢 | Building 4, Industrial Park District, Miaquanwuzhuang Village, Guli Town, Changshu, Jiangsu Province, PRC |
| 中國江蘇省蘇州市相城區望亭鎮御亭路北、開渡路西 | West to Wendu Road, North to Yuting Road, Wangting Town, Xiangcheng District, Suzhou, Jiangsu Province, PRC |
| 中國江蘇省蘇州市太湖新城溪霞街以東，雷山路以西，東太湖路以南，濟之街以北 | North to Jizhi Street, South to Dongtaihu Road, West to Leishan Road, East to Xixia Street, Taihu New Town, Suzhou, Jiangsu Province, PRC |
| 中國江蘇省無錫市新吳區新華路與錫賢路交叉路口東南側 | Southeast to the Crossroad of Xinhua Road and Xixian Road, Xinwu District, Wuxi, Jiangsu Province, PRC |
| 中國浙江省杭州市下沙開發區東至3號大街，南至6號大街，西至規劃景園路，北至規劃南苑路 | North to Guihua Nanyuan Road, West to Guihua Jingyuan Road, South to 6th Street, East to 3rd Street, Xiasha Development District, Hangzhou, Zhejiang Province, PRC |
| 中國江蘇省南京市棲霞區馬群街道馬高路以西、芝嘉花園東側 | East to Zhijia Garden, West to Magao Road, Maqun Street, Qixia District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市江寧區九鄉河東路與四望路交叉路口東望府 | East Forwarding Mansion, Crossroad of Jiuxianghe East Road and Siwang Road, Jiangning District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市江寧區四望路與九鄉河東路交匯處東側瓏玥名邸 | Longyuemingdi, East to the Crossroad of Siwang Road and Jiuxianghe East Road, Jiangning District, Nanjing, Jiangsu Province, PRC |
| 中國江蘇省南京市棲霞區經濟技術開發區地塊三 | Parcel No.3, Economic and Technological Development Zone, Qixia District, Nanjing, Jiangsu Province, PRC |
| 中國安徽省滁州市南譙區城南政務新區南譙南路與敬梓路交匯處 | Crossroad of Nanqiao South Road and Jingzi Road, Southern Government Affairs New District, Nanqiao District, Chuzhou, Anhui Province, PRC |
| 中國江蘇省徐州市銅山區華山路與漢江路交叉口 | Crossroad of Huashan Road and Hanjiang Road, Tongshan District, Xuzhou, Jiangsu Province, PRC |
| 中國江蘇省徐州市銅山區華山路與鳳湖路交匯處向北200米路東 | Eastside of 200 meters North to the Crossroad of Huashan Road and Fenghu Road, Tongshan District, Xuzhou, Jiangsu Province, PRC |
| 中國江蘇省徐州市泉山區淮海西路北，礦山東路西 | West to Kuangshan East Road and North to Huaihai West Road, Quanshan District, Xuzhou, Jiangsu Province, PRC |
| 中國安徽省合肥市大眾路與淮海大道交叉路口東北角 | Northeast corner of the Crossroad of Dazhong Road and Huaihai Avenue, Hefei, Anhui Province, PRC |
| 中國安徽省合肥市瑤海區淮海大道與前嶺路交叉路口東南角 | Southeast to the Crossroad of Huaihai Avenue and Qianling Road, Yaohai District, Hefei, Anhui Province, PRC |
| 中國安徽省六安市清溪路與星光大道交叉路口 | Crossroad of Qingxi Road and Xingguang Avenue, Lu'an, Anhui Province, PRC |
| 中國安徽省阜陽市潁州區京九路西側，清河東路南側 | South to Qinghe East Road, West to Jingjiu Road, Yingzhou District, Fuyang, Anhui Province, PRC |

| 序號 | 項目名稱 | | 城市 | 本集團應佔權益 Interest Attributable to the Group | 主要規劃用途 ⁽¹⁾ Primary Intended Use ⁽¹⁾ | 地盤面積 (平方米) Site Area (sq.m.) | 土地成本 (人民幣萬元) Land Cost (RMB10,000) | 實際／預計竣工日期 Actual/Estimated Completion Date | 土地儲備 ⁽²⁾ (平方米) Land Bank ⁽²⁾ (sq.m.) |
|--|---------------|---|--------------|--|---|---------------------------------------|---|--|---|
| # | Project Names | | City | | | | | | |
| 133 | 武漢清能正榮府 | Wuhan Qingneng Zhenro Mansion | 武漢 Wuhan | 32.00% | R/RE | 156,500 | 104,800 | 2022/05 | 347,119 |
| 134 | 許昌芙蓉閣府 | Xuchang Furongyue Mansion | 許昌 Xuchang | 32.16% | R/RE | 20,994 | 18,732 | 2021/05 | 16,905 |
| 中部小計 Central China Region Sub-total | | | | | | 177,494 | 123,532 | | 364,024 |
| 135 | 重慶中央雲璟 | Chongqing Central Jade Cloud | 重慶 Chongqing | 14.00% | R | 150,048 | 215,072 | 2025/07 | 34,497 |
| 西部小計 Western China Region Sub-total | | | | | | 150,048 | 215,072 | | 34,497 |
| 136 | 天津正榮正興紫閣台 | Tianjin Zhenro Zhengxing Pinnacle | 天津 Tianjin | 49.95% | R/RE/S&O | 18,185 | 181,000 | 2023/05 | 124,500 |
| 137 | 天津中儲正榮棟境 | Tianjin Wisedom Luck Elegance Garden | 天津 Tianjin | 14.00% | R/RE/S&O | 45,511 | 194,300 | 2021/12 | 0 |
| 138 | 天津九和府 | Tianjin Jiube Mansion | 天津 Tianjin | 50.00% | R/RE | 52,482 | 352,000 | 2020/12 | 0 |
| 139 | 濟南環樾 | Jinan Jade Yue | 濟南 Jinan | 24.62% | R/RE/S&O | 57,785 | 110,996 | 2022/06 | 59,223 |
| 140 | 濟南正榮悅棠府 | Jinan Zhenro Yuetang Garden House | 濟南 Jinan | 24.62% | R/RE/S&O | 23,013 | 110,996 | 2022/01 | 19,420 |
| 141 | 濟南玖瓏府 | Jinan Jiu Long Mansion | 濟南 Jinan | 32.84% | R/RE | 101,792 | 108,150 | 2022/12 | 10,947 |
| 142 | 濟南鳳凰首府 | Jinan Phoenix First Mansion | 濟南 Jinan | 19.90% | R/RE | 51,597 | 194,500 | 2022/02 | 10,340 |
| 143 | 濟南天宸 | Jinan Tianchen Mansion | 濟南 Jinan | 19.90% | R/RE | 51,614 | 194,500 | 2021/10 | 9,876 |
| 144 | 濟南錦悅府 | Jinan Jingyue Mansion | 濟南 Jinan | 14.93% | R/RE | 40,843 | 149,900 | 2022/01 | 7,509 |
| 145 | 濟南公園學府 | Jinan Park Academy | 濟南 Jinan | 14.93% | R/RE | 46,541 | 149,900 | 2021/09 | 8,042 |
| 146 | 濟南時代領譽 | Jinan Times Glory | 濟南 Jinan | 32.84% | R/RE | 84,949 | 168,000 | 2023/09 | 24,013 |
| 環渤海小計 Bohai Rim Region Sub-total | | | | | | 574,312 | 1,914,242 | | 273,870 |
| 147 | 廈門聯發正榮臻華府 | Xiamen Lianfa Zhenro Zhenhua Mansion | 廈門 Xiamen | 49.00% | R/RE | 46,551 | 266,000 | 2024/03 | 142,883 |
| 148 | 莆田聯發正榮玉湖天境 | Putian Lianfa Zhenro Yuhu Sky Land | 莆田 Putian | 37.00% | R/RE/A | 22,877 | 60,000 | 2022/11 | 14,700 |
| 149 | 南昌東投正榮府 | Nanchang Dongtou Zhenro Mansion | 南昌 Nanchang | 40.00% | R/RE | 50,811 | 80,104 | 2024/11 | 101,179 |
| 150 | 吉安正榮陽光城文瀾府 | Ji'an Zhenro Yangou Wen Lan Mansion | 吉安 Ji'an | 48.25% | R/RE | 82,468 | 76,324 | 2022/06 | 17,211 |
| 151 | 贛州正榮悅蓉府 | Ganzhou Zhenro Yuerong Mansion | 贛州 Ganzhou | 50.00% | R/RE | 32,740 | 17,022 | 2022/01 | 10,341 |
| 152 | 馬尾碧桂園正榮悅江灣 | Mawei Country Garden Zhenro Yue River Bay | 福州 Fuzhou | 33.33% | R/RE | 47,200 | 39,300 | 2021/05 | 39,664 |
| 153 | 福州正榮世茂棠悅山南 | Fuzhou Zhenro Shimao Vesture Mountain South | 福州 Fuzhou | 40.00% | R/RE | 47,334 | 181,000 | 2022/12 | 24,001 |
| 154 | 福州陽光城保利源溪裡山 | Fuzhou Yangou Poly Yuanxi Garden | 福州 Fuzhou | 20.00% | R | 131,972 | 122,500 | 2019/11 | 102,266 |
| 海峽西岸小計 Western Taiwan Straits Region Sub-total | | | | | | 461,953 | 842,250 | | 452,244 |

| 項目地址 | Project Address |
|--|--|
| 中國湖北省武漢市黃陂區武湖街勝海大道以東、漢口北大道以北 | North to Hankou North Avenue, East to Shenghai Avenue, Wuhu Street, Huangpo District, Wuhan, Hubei Province, PRC |
| 中國河南省許昌市建安區青梅路以西宏騰路以北 | North to Hongteng Road, West to Qingmei Road, Jian'an District, Xuchang, Henan Province, PRC |
| 中國重慶市兩江新區兩路組團C分區 | Section C of the two-way group in Liangjiang New District, Chongqing, China |
| 中國天津市南開區黃河道南側 | South to Huanghe Road, Nankai District, Tianjin, PRC |
| 中國天津市河東區東興路與新開路交叉口 | Crossroad of Dongxing Road and Xinkuo Road, Hedong District, Tianjin, PRC |
| 中國天津市紅橋區雙環路與佳寧道交叉口西北側 | Northwest to the Crossroad of Shuanghuan Road and Jianing Road, Hongqiao District, Tianjin, PRC |
| 中國山東省濟南市歷城區開源中路以北、幸福柳路以東 | East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC |
| 中國山東省濟南市歷城區開源中路以北、幸福柳路以東 | East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC |
| 中國山東省濟南市鋪水大街以東，規劃唐王山路東延以北 | North to the planed Tangwangshan Road East Extension, East to Xiushui Main Street, Jinan, Shandong Province, PRC |
| 中國山東省濟南市曆城區開源中路以北，奧體中路以東 | East to Aoti Middle Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC |
| 中國山東省濟南市曆城區開源中路以北，奧體中路以東 | East to Aoti Middle Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC |
| 中國山東省濟南市曆城區開源中路以北，張馬大街以西 | West to Zhangma Main Street, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC |
| 中國山東省濟南市曆城區開源中路以北，幸福柳路以東 | East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC |
| 中國山東省濟南市曆城區開源中路以北，幸福柳路以東 | East to Xingfuliu Road, North to Kaiyuan Middle Road, Licheng District, Jinan, Shandong Province, PRC |
| 中國福建省廈門市海滄區新景西三路與新景西二路交叉口西南側 | Southwest to the Crossroad of Xinjing Xisan Road and Xinjing Xier Road, Haicang District, Xiamen, Fujian Province, PRC |
| 中國福建省莆田市荔城區玉湖片區控規範圍內 | Within the control range of Yuhu Sub-district, Licheng District, Putian, Fujian Province, PRC |
| 中國江西省南昌市南昌縣東祥路以西，文山一路以北 | North to Wenshanyi Road, West to Dongxiang Road, Nanchang County, Nanchang, Jiangxi Province, PRC |
| 中國江西省吉安市吉州大道以東、市環保局新建業務用房以南、石陽路以西、韶山西路以北 | North to Shaoshan West Road, West to Shiyang Road, South to New Office Building of City Environment Protection Bureau, East to Jizhou Avenue, Ji'an, Jiangxi Province, PRC |
| 中國江西省贛州市贛南大道南側蓉江大道東側 | East to Rongjiang Avenue, South to Gannan Avenue, Ganzhou, Jiangxi Province, PRC |
| 中國福建省福州市馬尾區亭江鎮閩亭 | Minting, Tingjiang Town, Mawei District, Fuzhou, Fujian Province, PRC |
| 中國福建省福州市晉安區塔頭路與二環路交叉口西北側 | Northwest corner of the Crossroad of Tatou Road and Erhuan Road, Jin'an District, Fuzhou, Fujian Province, PRC |
| 中國福建省福州市晉安區浣溪鎮羅漢村，桂湖後壩社區地塊一 | Parcel 1, Guihuhoulong Community, Luohan Village, Huanxi Town, Jin'an District, Fuzhou, Fujian Province, PRC |

| 序號 | 項目名稱 | | 城市 | 本集團應佔權益 | 主要規劃用途 ⁽¹⁾ | 地盤面積 (平方米) | 土地成本 (人民幣萬元) | 實際／預計竣工日期 | 土地儲備 ⁽²⁾ (平方米) |
|--|---------------|--------------------------------------|-----------|---------------------------------------|--|----------------------|--------------------------|-------------------------------------|-------------------------------------|
| # | Project Names | | City | Interest Attributable to the Group | Primary Intended Use ⁽¹⁾ | Site Area (sq.m.) | Land Cost (RMB10,000) | Actual/Estimated Completion Date | Land Bank ⁽²⁾ (sq.m.) |
| 155 | 佛山正榮力高觀山府 | Foshan Zhenro Redco Guanshan Mansion | 佛山 Foshan | 49.00% | R/RE | 51,714 | 103,700 | 2024/01 | 112,328 |
| 珠三角小計 Pearl River Delta Region Sub-total | | | | | | 51,714 | 103,700 | | 112,328 |
| 本集團合營企業及聯營公司開發的土地儲備小計 Sub-total of Land Bank Developed by the Group's Joint Ventures and Associated Companies | | | | | | 2,996,014 | 5,874,291 | | 2,782,692 |
| 總計 Total | | | | | | 10,685,168 | 17,376,533 | | 9,940,686 |

項目地址

Project Address

中國廣東省佛山市西樵新城區樵金路與崇民東路東南側

Southeast to Qiaojin Road and Chongmin Road, Xiqiao New District, Foshan, Guangdong Province, PRC

附註：

Notes:

- (1) R: 住宅; RE: 零售; S: SOHO; O: 辦公室; A: 配套
- (2) 本集團土地儲備的總建築面積包括(i)已竣工物業可供出售建築面積及可出租建築面積, (ii)開發中物業的建築面積及(iii)持作未來開發物業的建築面積。

- (1) R: Residential; RE: Retail; S: SOHO; O: Office; A: Ancillary
- (2) Total GFA of the Group's land bank includes (i) total GFA available for sale and total leasable GFA for completed properties, (ii) total GFA for properties under development and (iii) total GFA for properties held for future development.

於本年報批准日期，本公司董事及高級管理層的簡歷如下：

董事

執行董事

劉偉亮先生，40歲，於二零二零年六月八日獲委任為執行董事。彼於二零二一年三月二十六日至二零二三年一月十九日期間擔任董事會副主席，及自二零二三年一月二十日起獲調任為主席。劉先生擁有逾十六年房地產行業經驗。彼於二零零七年在長沙理工大學取得工程管理學士學位。

劉先生於二零一六年六月加入本集團，先後擔任多個重要職位，包括：(i)自二零一六年六月至二零一七年八月擔任正榮(長沙)置業有限公司副總經理兼正榮地產控股有限公司(「正榮地產控股」)宜春項目的項目經理；(ii)自二零一七年八月至二零一九年五月擔任正榮地產控股戰略投資中心併購部總經理及其後擔任戰略投資中心總經理；及(iii)自二零一九年五月至二零二一年一月擔任正榮地產控股副總裁。

於二零二二年十一月，劉先生獲委任為正榮服務集團有限公司(「正榮服務」)(香港聯合交易所有限公司(「聯交所」)主板上市公司，股份代號：06958)的非執行董事，其後於二零二三年一月獲委任為正榮服務董事會主席。加入本集團之前，劉先生在中國的若干地產公司任職，包括(i)二零零八年七月至二零一二年五月先後在恒大地產長沙置業公司擔任開發經理及郴州置業公司擔任副總經理；及(ii)二零一二年五月至二零一六年六月在合能地產長沙置業公司擔任副總經理。

Set out below are biographical details of directors and senior management of the Company as at the date of approval of this annual report:

DIRECTORS

Executive Directors

Mr. LIU Weiliang (劉偉亮), aged 40, was appointed as an executive Director on 8 June 2020. He served as the vice-chairman of the Board during the period from 26 March 2021 to 19 January 2023 and was re-designated as the Chairman with effect from 20 January 2023. Mr. LIU has over 16 years of experience in the real estate industry. He obtained a bachelor's degree in engineering management from Changsha University of Science & Technology in 2007.

Mr. LIU joined the Group in June 2016 and has held various key positions successively, including: (i) the deputy general manager of Zhenro (Changsha) Real Estate Co., Ltd. (正榮(長沙)置業有限公司) and the project manager for Yichun project of Zhenro Properties Holdings Company Limited* (正榮地產控股有限公司) (“Zhenro Properties Holdings”) from June 2016 to August 2017; (ii) the general manager of the merger department of the strategic investment centre and subsequently the general manager of the strategic investment centre of Zhenro Properties Holdings from August 2017 to May 2019; and (iii) the vice president of Zhenro Properties Holdings from May 2019 to January 2021.

In November 2022, Mr. LIU was appointed as a non-executive director of Zhenro Services Group Limited (“Zhenro Services”) (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), stock code: 06958) and he was then appointed as the chairman of the board of directors of Zhenro Services in January 2023. Before joining the Group, Mr. LIU worked in several real estate companies in the PRC, including (i) the development manager of Evergrande Properties Changsha Real Estate Co., Ltd. (恒大地產長沙置業公司) and the deputy general manager of Chenzhou Real Estate Co., Ltd. (郴州置業公司) successively from July 2008 to May 2012; and (ii) the deputy general manager of Heneng Properties Changsha Real Estate Co., Ltd. (合能地產長沙置業公司) from May 2012 to June 2016.

李洋先生，39歲，於二零二一年三月二十六日獲委任為執行董事兼本公司常務副總裁，及自二零二二年九月十三日起獲委任為本公司行政總裁。李先生主要負責本集團日常營運的全面管理。彼擁有逾十四年房地產行業經驗。李先生於二零零八年七月獲得安徽工程大學（前稱安徽工程科技學院）文學學士學位，並於二零一一年七月獲得安徽大學文學碩士學位。

李先生於二零一八年四月加入本集團，先後擔任多個重要職務，包括：(i)自二零一八年四月至二零一九年七月先後擔任合肥區域常務副總經理、總經理及鄭州區域總經理；(ii)自二零一九年七月至二零二一年一月先後擔任正榮地產控股總裁助理及副總裁；(iii)自二零二一年一月至二零二二年六月擔任正榮地產控股董事兼常務副總裁；(iv)自二零二二年六月起擔任正榮地產控股總裁；及(v)自二零二一年四月至二零二三年六月擔任正榮地產控股董事。自二零一九年七月起，李先生先後分管設計、運營、投資、銷售及營銷、人力資源及行政、法務及審計等多個職能部門。加入本集團前，李先生在和昌集團有限公司擔任多個職務，包括(i)於二零一一年七月至二零一七年八月先後擔任合肥公司總經理及華東區域總裁助理；及(ii)於二零一七年八月至二零一八年四月擔任華南區域運營副總裁。

Mr. LI Yang (李洋), aged 39, was appointed as the executive Director and the executive vice president of the Company on 26 March 2021 and has been appointed as the chief executive officer of the Company with effect from 13 September 2022. Mr. LI is mainly responsible for the overall management of the day-to-day operations of the Group. He has over 14 years of experience in the real estate industry. Mr. LI obtained a bachelor's degree in arts from Anhui Polytechnic University (formerly known as Anhui Institute of Engineering and Technology (安徽工程科技學院)) in July 2008 and obtained a master's degree in arts from Anhui University in July 2011.

Mr. LI joined the Group in April 2018, and has held various key positions successively, including: (i) the regional executive deputy general manager and general manager in the Hefei region, and regional general manager in the Zhengzhou region successively from April 2018 to July 2019; (ii) the assistant to the chief executive officer and vice president of Zhenro Properties Holdings successively from July 2019 to January 2021; and (iii) a director and the executive vice president of Zhenro Properties Holdings from January 2021 to June 2022, (iv) the president of Zhenro Properties Holdings since June 2022 and (v) a director of Zhenro Properties Holdings from April 2021 to June 2023. From July 2019, Mr. LI has been responsible for the management of various functional departments successively, including design, operation, investment, sales and marketing, human resources and administration, legal and audit. Before joining the Group, Mr. LI served in various roles in H-Change Group (和昌集團有限公司), including: (i) a general manager of the Hefei company and an assistant to the president of Eastern China region successively from July 2011 to August 2017; and (ii) the operation vice president of the Southern China region from August 2017 to April 2018.

獨立非執行董事

王傳序先生，54歲，於二零一七年十二月十五日獲委任為獨立非執行董事。彼主要負責為本集團的營運及管理提供獨立意見。王先生於中國金融業及向上市公司提供秘書及公司服務方面擁有逾20年經驗。彼於一九九四年七月在中國華東理工大學主修工業造型設計，取得工程學士學位，並於一九九八年七月在中國華東師範大學主修政治經濟學，取得經濟學碩士學位。王先生於一九九九年十二月獲中國證券監督管理委員會授予證券投資諮詢資格。於二零零八年十一月，彼亦取得深圳證券交易所發出的上市公司董事會秘書證書。

王先生曾擔任多家上市公司的若干職務，包括：自一九九八年六月至二零零七年五月擔任興業證券股份有限公司（上海證券交易所上市公司，股份代號：601377.SH）研究員，隨後擔任投資銀行部高級經理；自二零零七年五月至二零零八年十二月擔任國金證券股份有限公司（上海證券交易所上市公司，股份代號：600109.SH）投資銀行部業務董事；自二零零八年十二月至二零一一年九月擔任福建中福實業股份有限公司（現稱中福海峽（平潭）發展股份有限公司）（深圳證券交易所上市公司，股份代號：000592.SZ）副總經理及董事會秘書等多個職務；自二零一一年十一月至二零一四年四月擔任泰禾集團股份有限公司（深圳證券交易所上市公司，股份代號：000732.SZ）副總經理及董事會秘書；及自二零一四年七月至二零一五年三月擔任上海大名城企業股份有限公司（上海證券交易所上市公司，股份代號：600094.SH）副總經理。

自二零一五年八月至二零二零年八月，王先生擔任上海渡微軟件有限公司執行董事；自二零二零年八月起，彼擔任南京市司渡信息科技有限公司顧問及自二零二一年十二月起擔任上海渡微諮詢管理有限公司執行董事。

Independent Non-executive Directors

Mr. WANG Chuanxu (王傳序), aged 54, was appointed as an independent non-executive Director on 15 December 2017. He is primarily responsible for providing independent advice on the operations and management of the Group. Mr. WANG has over 20 years of experience in the finance industry and providing secretarial and corporate service to listed companies in the PRC. He obtained his bachelor's degree in engineering majoring in industrial moulding design from East China University of Science and Technology (華東理工大學) in the PRC in July 1994 and his master's degree in economics majoring in political economics from East China Normal University (華東師範大學) in the PRC in July 1998. Mr. WANG was granted the qualification of securities investment consulting by China Securities Regulatory Commission in December 1999. He also obtained the certificate of secretary to the board of directors of listed companies issued by Shenzhen Stock Exchange in November 2008.

Mr. WANG had held several positions in a number of listed companies, including being: a researcher and then the senior manager of investment banking of Industrial Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601377.SH) from June 1998 to May 2007, a business director of investment banking department of Sinolink Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600109.SH) from May 2007 to December 2008, the vice general manager, the secretary to the board of directors and other positions of Fujian Zhongfu Industries Co., Ltd. (currently known as Zhongfu Straits (Pingtan) Development Company Limited) (a company listed on the Shenzhen Stock Exchange, stock code: 000592.SZ) from December 2008 to September 2011, the vice general manager and the secretary to the board of Thaihot Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000732.SZ) from November 2011 to April 2014 and the vice general manager of Greattown Holdings Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600094.SH) from July 2014 to March 2015.

Mr. WANG served as an executive director of Shanghai NextDV Software Company Limited (上海渡微軟件有限公司) from August 2015 to August 2020. He has served as a consultant of Nanjing Sidu Information Technology Co., Ltd. (南京市司渡信息科技有限公司) since August 2020 and as an executive director of Shanghai Duwei Consulting Management Co., Ltd. (上海渡微諮詢管理有限公司) since December 2021.

謝駿先生，47歲，於二零二二年九月十三日獲委任為獨立非執行董事。謝先生在資本市場、房地產行業、跨境投融資業務、跨國企業、大型國企、民企及高淨值個人的資產管理方面擁有近20年的豐富經驗。謝先生擁有英國赫特福德大學工商管理碩士學位。彼獲香港證券及期貨事務監察委員會授予牌照，就證券及期貨條例（香港法例第571章）（「證券及期貨條例」）第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動擔任立鼎證券有限公司的負責人員。彼亦獲中國證券業協會授予中國證券業務執業資格及獲中國銀行業協會授予中國銀行從業資格，並且分別通過中國證券監督管理委員會及中國銀保監會認可的高級管理人員資格測試。

於緊接本年報批准日期前的三年內，謝先生曾於二零二三年九月至二零二四年二月出任上坤地產集團有限公司（一家於聯交所上市之公司，股份代號：06900）的獨立非執行董事。

謝先生自二零一九年一月起擔任立鼎證券有限公司（一家香港證券及期貨條例下的持牌法團）的董事長及自二零二二年十月起擔任日本株式會社Leading Securities會長及自二零二一年六月起擔任日本株式會社Leading AM會長。彼曾擔任多家公司的管理職務，包括：自二零一六年一月至二零一八年十二月擔任西部證券股份有限公司（深圳證券交易所上市公司，股份代號：002673.SZ）國際業務部總經理；自二零一一年十一月至二零一五年十二月擔任法國巴黎銀行（中國）有限公司資產及財富管理總經理；自二零零七年六月至二零一一年十一月擔任瑞士信貸銀行股份有限公司上海分行資產及財富管理總經理；及自二零零四年四月至二零零七年六月擔任滙豐銀行（中國）有限公司上海香港廣場支行副行長。

Mr. XIE Jun (謝駿), aged 47, was appointed as an independent non-executive Director on 13 September 2022. Mr. XIE has nearly 20 years of extensive experience in the capital markets, real estate industry, cross-border investment and financing business, multinational enterprises, large state-owned enterprises, private enterprises and asset management for high-net-worth individuals. Mr. XIE holds a master's degree in business administration from the University of Hertfordshire, United Kingdom. He is licensed by the Securities and Futures Commission of Hong Kong as a responsible officer of Leading Securities Company Limited in relation to Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). He was also granted Certification of Securities Professional in China by Securities Association of China and Certification of China Banking Professional by China Banking Association, and passed the Senior Management Qualification Tests approved by China Securities Regulatory Commission and China Banking Insurance Regulatory Commission, respectively.

During the three years immediately preceding the date of approval of this annual report, Mr. XIE was an independent non-executive director of Sunkwan Properties Group Limited (a company listed on the Stock Exchange, stock code: 06900) from September 2023 to February 2024.

Mr. XIE has been the chairman of Leading Securities Company Limited, a licensed corporation under the SFO in Hong Kong, since January 2019 and has been the chairman of Leading Securities Japan Company Limited since October 2022 and the chairman of Leading AM Japan Company Limited since June 2021. He had held several management positions in a number of companies, including being: the general manager of the international business department of Western Securities Company Limited (a company listed on the Shenzhen Stock Exchange, stock code: 002673.SZ) from January 2016 to December 2018; the general manager of asset and wealth management of BNP Paribas (China) Limited from November 2011 to December 2015; the general manager of asset and wealth management of Credit Suisse AG Shanghai Branch from June 2007 to November 2011; and the vice president of Shanghai Hong Kong Plaza Sub-branch of HSBC Bank (China) Company Limited from April 2004 to June 2007.

楊詠儀女士，41歲，於二零二四年十二月三十一日獲委任為獨立非執行董事。楊女士於財務及稅務領域擁有逾19年的經驗，目前擔任廣州瑞楓諮詢有限公司的高級合夥人。楊女士畢業於深圳大學，主修國際經濟與貿易專業，並具有中國註冊會計師執業資格，亦持有環境、社會及管治投資領域的特許金融分析師證書。

於二零零五年七月至二零一三年十一月的八年任期內，彼於畢馬威華振會計師事務所(特殊普通合伙)擔任審計經理，專注於為國內外大中型企業及A股、H股上市公司提供首次公開發售審計及年度審計等專業服務。自二零一四年二月至二零二一年六月，楊女士於聯交所主板上市公司萊蒙國際集團有限公司(股份代號：3688，為一間房地產公司)擔任稅務總監。彼亦於財務及稅務管理方面擁有豐富的經驗及充足的行業資源，並熟悉香港上市公司的監管要求。彼於構建企業財務管理體系、資產重組、併購、稅務合規、企業風險管理及財務會計分析等領域擁有深厚的專業知識及實踐經驗。

高級管理層

聯席公司秘書

陳競德先生，本公司財務總監及聯席公司秘書，於二零二二年九月加入本公司。彼擁有逾23年資本市場、財務管理、企業融資、上市規則合規工作以及企業管治方面的經驗。彼於二零零二年畢業於香港理工大學並取得主修會計學學士學位，及於二零二一年畢業於香港中文大學並取得高級行政人員工商管理學碩士學位。彼現為英國特許公認會計師公會的資深會員以及香港會計師公會會員。在加入本公司前，陳競德先生曾任職於多家上市公司及國際會計師事務所。

Ms. YANG Yongyi (楊詠儀), aged 41, was appointed as an independent non-executive Director on 31 December 2024. Ms. YANG has over 19 years' experience in the field of finance and taxation and currently serves as a senior partner at Guangzhou Ruifeng Consulting Co., Ltd.. Ms. YANG graduated from Shenzhen University with a major in International Economics and Trade, and is qualified as a Certified Public Accountant in China, as well as holding a CFA Certificate in ESG Investing.

During her eight-year tenure at KPMG Huazhen LLP (a special general partnership) from July 2005 to November 2013 as an audit manager, she specialized in providing professional services such as IPO audits and annual audits for large and medium-sized domestic and foreign invested enterprises, as well as A-share and H-share listed companies. From February 2014 to June 2021, Ms. YANG served as the tax director at Top Spring International Holdings Limited, a real estate company listed on the Main Board of the Stock Exchange (Stock Code: 3688). She possesses extensive experience and abundant industry resources in finance and tax management and is familiar with the regulatory requirements for listed companies in Hong Kong. She has profound professional knowledge and practical experience in the areas of building corporate financial management systems, asset restructuring, mergers and acquisitions, tax compliance, corporate risk management, and financial accounting analysis.

SENIOR MANAGEMENT

Joint Company Secretaries

Mr. CHAN King Tak (陳競德), the chief financial officer and joint company secretary of the Company, joined the Company in September 2022. He has over 23 years of experience in capital markets, financial management, corporate finance, compliance with the Listing Rules and corporate governance. He graduated from The Hong Kong Polytechnic University with a bachelor's degree majoring in Accountancy in 2002, and graduated from The Chinese University of Hong Kong with an executive master's degree in business administration in 2021. He is currently a fellow member of Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Mr. CHAN worked in several listed companies and an international accounting firm.

鄭燕萍女士，本公司聯席公司秘書，為方圓企業服務集團(香港)有限公司之高級總監。彼持有香港理工大學會計學學士學位。彼為香港公司治理公會(前稱香港特許秘書公會)及特許公司治理公會(前稱特許秘書及行政人員協會)的資深會員。鄭女士於向諸多私營及上市公司提供公司秘書及合規服務方面擁有豐富經驗。彼目前擔任多家聯交所上市公司的具名公司秘書或聯席公司秘書。

Ms. KWONG Yin Ping, Yvonne (鄭燕萍), the joint company secretary of the Company. She is a senior vice president of SWCS Corporate Services Group (Hong Kong) Limited. She holds a bachelor's degree in accountancy from the Hong Kong Polytechnic University and is a fellow of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). Ms. KWONG has extensive experience in providing company secretarial and compliance services to numerous private and listed companies. She is currently the named company secretary or joint company secretary of several companies listed on the Stock Exchange.

主要業務

本公司是一家投資控股公司。本集團主要業務為房地產開發及物業租賃。

業務回顧

一般事項

有關本集團年內業務的回顧與對本集團未來業務發展的論述分別載於本年報的主席報告及管理層討論及分析章節內。有關採用財務關鍵表現指標對本集團年內的表現作出的分析載於本年報管理層討論及分析章節內。除本年報「管理層討論及分析 – 期後事件」一節所披露者外，於截至二零二四年十二月三十一日止財政年度結束後直至本年報批准日期，本集團並無任何重大事項。

主要風險及不確定因素

本集團面臨的主要風險及不確定因素包括(i)按商業可接受價格在合適地點購得發展用途的土地儲備方面的不確定性；(ii)擴張業務至新地域的不確定性；(iii)取得購置土地及未來發展所需充裕資金的不確定性；(iv)地產項目盈利能力波動相關的風險；(v)取得行政證書相關的風險；(vi)中國房地產市場表現相關的風險；(vii)中國房地產行業的政府政策及法規相關的風險；及(viii)原材料價格及勞工成本上升相關的風險。

本集團的財務風險主要包括外匯匯率風險、利率風險、信用風險及流動性風險。該等財務風險以及本集團所使用的相關風險管理政策及常規於本年報綜合財務報表附註41「財務風險管理目標及政策」中論述。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are property development and property leasing.

BUSINESS REVIEW

General

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in the Chairman's Statement, as well as the Management Discussion and Analysis sections, respectively, of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Management Discussion and Analysis section of this annual report. Save as disclosed in the section headed "Management Discussion and Analysis – Subsequent Events" in this annual report, the Group has no significant events after the end of the financial year ended 31 December 2024 and up to the date of approval of this annual report.

Principal Risks and Uncertainties

Principal risks and uncertainties the Group faces include (i) uncertainty as to the acquiring of land reserves for development in desirable locations at commercially acceptable prices; (ii) uncertainty as to business expansion into new geographic locations; (iii) uncertainty as to obtaining sufficient funding for land acquisitions and future developments; (iv) risks related to the fluctuation of profitability of property projects; (v) risks related to obtaining administrative certificates; (vi) risks related to the performance of the PRC property markets; (vii) risks related to the government policies and regulations regarding the PRC property industry; and (viii) risks related to the increasing raw materials price and labour costs.

The financial risks of the Group mainly include foreign exchange rate risk, interest rate risk, credit risk and liquidity risk. These financial risks, and the related risk management policies and practices used by the Group are discussed in note 41 headed "Financial Risk Management Objectives and Policies" to the consolidated financial statements of this annual report.

環境政策及表現

促進可持續發展及有利保護的環境是本集團的企業及社會責任，且本集團致力盡可能減低其環境影響，並遵守適用環保法律及法規。本集團為遵守適用環保法律及法規而採取的措施包括：(i)嚴格選聘建築承包商並對其施工過程進行監督；(ii)在項目竣工後及時申請相關政府部門的檢測；及(iii)積極採用環保設備及設計。本集團亦會在環境保護方面採取自願行動，並在設計物業項目時優先考慮節能減排。

於二零二四年度，本集團的物業並無收到任何與違反任何環保法律或法規有關的重大罰款或處罰。

本集團的二零二四年環境、社會及管治報告將與本年報同日另行刊發。

遵守法律及法規

本集團繼續保持更新及遵守適用的相關法律及法規規定，以確保合規。本集團已在所有重大方面遵守所有相關法律及法規並已從相關監管機關取得所有適用的重要執照、批准及許可證。

與僱員的關係

本集團相信，重視企業文化的優質僱員，是促進本集團可持續發展的必要元素。本集團擬通過各種激勵措施，包括培訓課程、具競爭力的薪酬待遇以及有效的激勵制度，以吸引及挽留有技能和才幹的僱員。有關本集團僱員及員工成本及薪酬政策的詳情，請參閱「董事會報告書 – 僱員及薪酬政策」一節。

Environmental Policies and Performance

It is the Group's corporate and social responsibility in promoting a sustainable and environmental friendly environment, and the Group strives to minimize its environmental impact and comply with the applicable environmental laws and regulations. The measures the Group takes to ensure its compliance with the applicable environmental laws and regulations include: (i) strictly selecting construction contractors and supervising the process of construction; (ii) applying for review by the relevant government authorities in a timely manner after the project is completed; and (iii) actively adopting environmentally friendly equipment and designs. The Group also takes voluntary actions with respect to environmental protection and makes energy conservation and emission reduction as primary considerations when designing its property projects.

None of the Group's properties had received any material fines or penalties associated with the breach of any environmental laws or regulations during Year 2024.

The Group's 2024 Environmental, Social and Governance Report shall be published separately on the same date as this annual report.

Compliance with Laws and Regulations

The Group continues to keep itself updated over the requirement of the relevant laws and regulations applicable to it to ensure compliance. The Group had complied with all relevant laws and regulations in all material aspects and has obtained all applicable material licenses, approvals and permits from relevant regulatory authorities.

Relationship with Employees

The Group believes high-quality employees who value its corporate culture are essential elements to promote the Group's sustainable growth. The Group intends to attract and retain skilled and talented employees through various initiatives, including training programs, competitive compensation packages and effective incentive system. For details regarding employees and staff costs and the emolument policy of the Group, please refer to the section headed "Directors' Report – Employees and Remuneration Policy".

與供應商的關係

本集團致力於與作為長期業務夥伴的供應商發展良好關係，以確保本集團的業務穩定。透過積極有效的持續溝通，本集團與供應商的業務關係得到加強。有關本集團主要供應商的詳情，請參閱「董事會報告書 – 主要客戶及供應商」一節。

與客戶的關係

客戶對本集團服務和產品的滿意度對業務及回報產生深遠的影響。本集團專業的銷售團隊與客戶及潛在客戶不斷的溝通，發現及創造客戶需要並最終協助客戶在知情的基礎上作出決策。把握市場走勢同時識別客戶痛點對本集團及時調整經營策略以適應市場需求至關重要。有關本集團主要客戶的詳情，請參閱「董事會報告書 – 主要客戶及供應商」一節。

財務報表

本集團二零二四年度的業績及本集團於該日的財務狀況載於財務報表第97至260頁。

末期股息

董事會不建議派發二零二四年度末期股息（二零二三年度：無）。於二零二四年十二月三十一日，概無本公司股東放棄或同意放棄任何股息的安排。

Relationship with Suppliers

The Group is dedicated to developing good relationship with suppliers as long-term business partners to ensure stability of the Group's businesses. The Group reinforces business partnerships with suppliers by ongoing communication in a proactive and effective manner. For details regarding the Group's major suppliers, please refer to the section headed "Directors' Report – Major Customers and Suppliers".

Relationship with Customers

Customers' satisfaction with the Group's services and products has a profound effect on business and returns. The Group's dedicated sales team is in constant communication with customers and potential customers to uncover and create customer needs and help customers make informed decisions. Identification of customers' pain points alongside grasping the market trend are critical for the Group to timely adjust its operating strategies to fit the market requirement. For details regarding the Group's major customers, please refer to the section headed "Directors' Report – Major Customers and Suppliers".

FINANCIAL STATEMENTS

The results of the Group for Year 2024 and the state of the Group's financial position as at that date are set out in the financial statements on pages 97 to 260.

FINAL DIVIDEND

The Board did not recommend the payment of final dividend for Year 2024 (Year 2023: Nil). As at 31 December 2024, there was no arrangement under which a shareholder of the Company had waived or agreed to waive any dividends.

股東週年大會及暫停辦理股份過戶登記

本公司的應屆股東週年大會（「股東週年大會」）將於二零二五年六月二十日（星期五）召開，而召開股東週年大會之通告將於本公司網站及聯交所網站刊發，並於適當時候按上市規則的要求寄發予本公司股東。為釐定出席股東週年大會及於會上投票的資格，本公司將於二零二五年六月十七日（星期二）至二零二五年六月二十日（星期五）期間（首尾兩日包括在內）暫停辦理股東登記，期內將不會辦理任何本公司股份過戶登記。為符合資格出席將於二零二五年六月二十日（星期五）舉行的股東週年大會及於會上投票，所有股份過戶文件連同相關股票必須於二零二五年六月十六日（星期一）下午四時三十分（香港時間）前，送達本公司的香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

儲備

本集團於二零二四年度的儲備變動載於綜合權益變動表。

物業、廠房及設備

本集團及本公司於二零二四年度的物業、廠房及設備變動載於財務報表附註13。

附屬公司

本公司主要附屬公司於二零二四年十二月三十一日的詳情載於綜合財務報表附註1。

捐款

本集團於二零二四年度作出的捐款合共約人民幣0.5百萬元。

財務概要

本集團過去五個財政年度的業績及資產及負債摘要載於本年報第260頁。

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company (the “AGM”) will be held on Friday, 20 June 2025. A notice convening the AGM will be published on the Company’s website and the Stock Exchange’s website and dispatched to the shareholders of the Company in accordance with the requirements of the Listing Rules in due course. For the purpose of determination of eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to be entitled to attend and vote at the AGM to be held on Friday, 20 June 2025, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Monday, 16 June 2025.

RESERVES

Changes to the reserves of the Group during Year 2024 are set out in the consolidated statement of changes in equity.

PROPERTY, PLANT AND EQUIPMENT

Changes to the property, plant and equipment of the Group and the Company during Year 2024 are set out in Note 13 to the financial statements.

SUBSIDIARIES

Particulars of the Company’s principal subsidiaries as at 31 December 2024 are set out in Note 1 to the consolidated financial statements.

DONATIONS

Donations made by the Group during Year 2024 amounted to approximately RMB0.5 million.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 260 of this annual report.

購買、出售及贖回本集團上市證券

除本年報所披露外，於二零二四年度，概無本公司及其任何附屬公司購買、出售或贖回本集團任何上市證券。

董事

於二零二四年度及直至本年報批准日期，董事如下：

董事姓名

Directors Name

劉偉亮先生

Mr. LIU Weiliang

李洋先生

Mr. LI Yang

歐國偉先生

Mr. OU Guowei

陸海林博士

Dr. LOKE Yu (alias LOKE Hoi Lam)

王傳序先生

Mr. WANG Chuanxu

謝駿先生

Mr. XIE Jun

楊詠儀女士

Ms. YANG Yongyi

根據本公司的組織章程細則，董事劉偉亮先生及謝駿先生將於應屆股東週年大會上輪值退任。楊詠儀女士於二零二四年十二月三十一日獲董事會委任，亦將於應屆股東週年大會上退任。所有上述退任董事均願意膺選連任。

劉偉亮先生、謝駿先生及楊詠儀女士均無與本公司或其任何附屬公司訂立於一年內不可在不予賠款（一般法定責任除外）的情況下終止的尚未屆滿服務合同。

董事及本公司高級管理層的履歷載於本年報「董事及高級管理層履歷」一節。

PURCHASE, SALE AND REDEMPTION OF THE GROUP'S LISTED SECURITIES

Saved as disclosed in this annual report, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Group during Year 2024.

DIRECTORS

The Directors during Year 2024 and up to the date of approval of this annual report were:

職位

Position

執行董事兼董事會主席

Executive Director and chairman of the Board

執行董事、行政總裁兼常務副總裁

Executive Director, chief executive officer and executive vice president

非執行董事（自二零二五年一月十七日起辭任）

Non-executive Director (resigned with effect from 17 January 2025)

獨立非執行董事（自二零二四年十二月三十一日起辭任）

Independent non-executive Director (resigned with effect from 31 December 2024)

獨立非執行董事

Independent non-executive Director

獨立非執行董事

Independent non-executive Director

獨立非執行董事（自二零二四年十二月三十一日起獲委任）

Independent non-executive Director (appointed with effect from 31 December 2024)

In accordance with the articles of association of the Company, Directors retiring by rotation at the forthcoming AGM are Mr. LIU Weiliang and Mr. XIE Jun. Ms. YANG Yongyi, who was appointed by the Board on 31 December 2024, will also retire at the forthcoming AGM. All the abovenamed retiring Directors offer themselves for re-election.

None of Mr. LIU Weiliang, Mr. XIE Jun and Ms. YANG Yongyi has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than under normal statutory obligations.

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

董事於重大交易、安排及合同的權益

除財務報表附註38所披露的關聯方交易及本董事會報告書「持續關連交易」一節所披露的持續關連交易外，本公司或其任何附屬公司在年末或於二零二四年度內任何時間，概無訂立任何董事直接或間接擁有重大權益且存續的重大交易、安排或合同。

控股股東於重大合約的權益

除本董事會報告書中「持續關連交易」一節所披露的持續關連交易外，於二零二四年度，本公司或其任何附屬公司與本公司或其任何附屬公司的任何控股股東概無訂立其他重大合約，亦無就控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務而訂立其他重大合約。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as the related party transactions as disclosed in Note 38 to the financial statements and the continuing connected transactions as disclosed in the section headed "Continuing Connected Transactions" in this Directors' Report, no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during Year 2024.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save for the continuing connected transactions as disclosed in the section headed "Continuing Connected Transactions" in this Directors' Report, there was no other contract of significance between the Company or any of its subsidiaries and any controlling shareholder of the Company or any of its subsidiaries, nor other contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries during Year 2024.

董事及最高行政人員於本公司或其相聯法團的股份、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，董事或本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第352條規定本公司須存置的登記冊所記錄，或根據上市規則附錄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」）須知會本公司及聯交所的權益及淡倉如下：

於本公司股份或相關股份中的權益

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2024, the interests and short positions of the Directors or the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code") were as follows:

Interest in the Shares or underlying Shares of the Company

| 董事／最高行政人員姓名 Name of Director/Chief Executive | 本集團成員公司／ 相聯法團名稱 Name of Group member/ associated corporation | 身份／權益性質 ⁽¹⁾ Capacity/ Nature of interest ⁽¹⁾ | 股份數目 Number of Shares | 佔本公司股權 概約百分比 Approximate percentage of shareholding in the Company |
|--|---|---|----------------------------|--|
| 歐國偉先生 (於二零二五年 一月十七日辭任) Mr. OU Guowei (resigned on 17 January 2025) | 本公司 The Company | 受控法團權益 ⁽³⁾ Interest in controlled corporation ⁽³⁾ | 217,140,000 ⁽²⁾ | 4.97% |

附註：

Notes:

(1) 所列全部權益均為好倉。

(1) All interests stated are long positions.

(2) 該等217,140,000股股份全部由Warm Shine Limited持有。

(2) These 217,140,000 Shares are all held by Warm Shine Limited.

(3) 歐國偉先生為Warm Shine Limited的唯一合法及實益擁有人，且根據證券及期貨條例，彼被視為於Warm Shine Limited擁有權益的股份中擁有權益。

(3) Mr. OU Guowei is the sole legal and beneficial owner of Warm Shine Limited and is deemed to be interested in the Shares in which Warm Shine Limited is interested under the SFO.

於本公司債權證中的權益

Interest in debentures of the Company

| 董事／最高行政人員姓名 Name of Director/Chief Executive | 本集團成員公司／ 相聯法團名稱 Name of Group member/ associated corporation | 身份／權益性質 ⁽¹⁾ Capacity/ Nature of interest ⁽¹⁾ | 債權證 本金金額 Principal amount of debentures | 估相關已發行 同類別債券概 約百分比 Approximate percentage of holding in the debentures of same class in issue |
|--|---|---|---|---|
| 歐國偉先生 (於二零二五年 一月十七日辭任) Mr. OU Guowei (resigned on 17 January 2025) | 本公司 The Company | 受控法團權益 ⁽³⁾ Interest in controlled corporation ⁽³⁾ | 1,410,000 美元 ⁽²⁾ US\$1,410,000 ⁽²⁾ | 0.19% ⁽⁴⁾ |

附註：

Notes:

- | | |
|--|--|
| (1) 所列全部權益均為好倉。 | (1) All interests stated are long positions. |
| (2) 該等債權證全部由Strike Investment Holdings Limited持有。 | (2) These debentures are all held by Strike Investment Holdings Limited. |
| (3) 歐國偉先生為Strike Investment Holdings Limited的唯一合法及實益擁有人，且根據證券及期貨條例，彼被視為於Strike Investment Holdings Limited擁有權益的債權證中擁有權益。 | (3) Mr. OU Guowei is the sole legal and beneficial owner of Strike Investment Holdings Limited and is deemed to be interested in the debentures in which Strike Investment Holdings Limited is interested under the SFO. |
| (4) 相關債券為於二零二三年三月到期、本金總額728,623,000美元及按8.0%年利率計息的綠色優先票據。 | (4) The debentures are the green senior notes due March 2023 with an aggregate principal amount of US\$728,623,000 bearing interest at a rate of 8.0% per annum. |

除上文所披露者外，於二零二四年十二月三十一日，概無董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有任何根據證券及期貨條例第352條規定本公司須存置的登記冊所記錄的權益或淡倉，或須根據標準守則知會本公司及聯交所的權益或淡倉。

Save as disclosed above, as at 31 December 2024, none of the Directors nor the chief executive of the Company had any interests or short positions in any of the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code.

主要股東及其他人士於股份及相關股份的權益及淡倉

於二零二四年十二月三十一日，以下人士（董事或本公司最高行政人員除外）於股份或相關股份中擁有任何根據證券及期貨條例第336條規定本公司須存置的登記冊所記錄的權益或淡倉：

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

As at 31 December 2024, the following persons (other than the Directors or the chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

| 股東姓名／名稱 Name of shareholder | 權益性質 Nature of interest | 所持有股份 或證券數目 ⁽¹⁾ Number of Shares or securities held ⁽¹⁾ | 權益概約 百分比 Approximate percentage of interest |
|---|--|---|---|
| 歐宗榮先生 Mr. OU Zongrong | 受控法團權益 Interest in a controlled corporation | 1,997,258,000 (L) ⁽²⁾ | 45.73% |
| 林淑英女士 ⁽³⁾ Ms. LIN Shuying ⁽³⁾ | 配偶權益 Interest of spouse | 1,997,258,000 (L) ⁽²⁾ | 45.73% |
| RoYue Limited | 實益擁有人 Beneficial owner | 1,890,826,000 (L) | 43.29% |
| 中國東方資產管理股份有限公司 China Orient Asset Management Co., Ltd. | 於股份中擁有抵押權益的人士 Person having a security interest in shares | 575,000,000 (L) | 13.16% |
| | 受控法團權益 ⁽⁴⁾ Interest in a controlled corporation ⁽⁴⁾ | 25,000,000 (L) | 0.57% |

附註：

Notes:

(1) 字母「L」指有關人士於該等股份的好倉。

(1) The letter “L” denotes the person’s long position in such Shares.

(2) 於該等1,997,258,000股股份中，1,890,826,000股股份由RoYue Limited持有，106,404,657股股份由RoJing Limited持有，及27,343股股份由RoJing ZR (PTC) Limited持有。歐宗榮先生為RoYue Limited、RoJing Limited及RoJing ZR (PTC) Limited的唯一合法及實益擁有人，因此，歐宗榮先生被視為於RoYue Limited持有的1,890,826,000股股份、RoJing Limited持有的106,404,657股股份及RoJing ZR (PTC) Limited持有的27,343股股份中擁有權益。

(2) These 1,997,258,000 Shares represent 1,890,826,000 Shares held by RoYue Limited, 106,404,657 Shares held by RoJing Limited and 27,343 shares held by RoJing ZR (PTC) Limited. Mr. Ou Zongrong is the sole legal and beneficial owner of RoYue Limited, RoJing Limited and RoJing ZR (PTC) Limited, therefore Mr. Ou Zongrong is deemed to be interested in 1,890,826,000 Shares, 106,404,657 Shares and 27,343 Shares held by RoYue Limited, RoJing Limited and RoJing ZR (PTC) Limited, respectively.

(3) 林淑英女士為歐宗榮先生的配偶。根據證券及期貨條例第XV部，林淑英女士被視為於歐宗榮先生擁有權益的相同數目股份中擁有權益。

(3) Ms. Lin Shuying is the spouse of Mr. Ou Zongrong. Under Part XV of the SFO, Ms. Lin Shuying is deemed to be interested in the same number of Shares in which Mr. Ou Zongrong is interested.

(4) 東興證券(香港)金融控股有限公司由東興證券股份有限公司全資擁有，而東興證券股份有限公司由中國東方資產管理股份有限公司擁有52.74%權益。根據證券及期貨條例，中國東方資產管理股份有限公司及東興證券股份有限公司被視為於東興證券(香港)金融控股有限公司擁有權益的股份中擁有權益。

(4) Dongxing Securities (Hong Kong) Financial Holdings Limited is wholly-owned by Dongxing Securities Co., Ltd which in turn is owned as to 52.74% by China Orient Asset Management Co., Ltd. By virtue of the SFO, China Orient Asset Management Co., Ltd. and Dongxing Securities Co., Ltd are deemed to be interested in the Shares in which Dongxing Securities (Hong Kong) Financial Holdings Limited is interested.

除上文所披露者外，董事及最高行政人員並不知悉任何其他人士(董事或本公司最高行政人員除外)於二零二四年十二月三十一日於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定本公司須存置的登記冊所記錄的權益或淡倉。

Save as disclosed above, the Directors and chief executive are not aware of any other person, not being a Director or chief executive of the Company, who had an interest or short position in the Shares or the underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO as at 31 December 2024.

管理合同

概無有關本公司任何業務整體或任何重大環節的管理及行政方面的合同於年內訂立或仍然有效。

MANAGEMENT CONTRACTS

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

主要客戶及供應商

於二零二四年，因本集團業務性質使然，從其五大客戶獲得的收益佔總收益30%以下，且從其五大供應商的採購金額佔總採購成本30%以下。

MAJOR CUSTOMERS AND SUPPLIERS

In 2024, due to the nature of the Group's business, revenue derived from its top five customers accounted for less than 30% of total revenue, and the purchases from its top five suppliers accounted for less than 30% of total purchase cost.

審核委員會

本公司根據上市規則第3.21條及企業管治守則成立審核委員會(「**審核委員會**」)並訂明其書面職權範圍。審核委員會包括三名成員，即獨立非執行董事謝駿先生、王傳序先生及楊詠儀女士。楊詠儀女士獲委任為審核委員會主席，是具備適當專業資格的獨立非執行董事。審核委員會的主要職責包括：(i)就委任及罷免本公司外部核數師提出推薦建議；(ii)審閱本公司的會計政策及財務狀況；(iii)審查及監督本公司的內部審計職能及內部控制架構；及(iv)審查及監察本公司的風險管理。

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The Audit Committee consists of three members, namely Mr. XIE Jun, Mr. WANG Chuanxu and Ms. YANG Yongyi, each an independent non-executive Director. Ms. YANG Yongyi has been appointed as the chairman of the Audit Committee, and is the independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the Audit Committee include: (i) making recommendations regarding the appointment and removal of external auditors of the Company; (ii) reviewing the accounting policies and financial positions of the Company; (iii) reviewing and supervising the internal audit functions and internal control structure of the Company; and (iv) reviewing and overseeing the risk management of the Company.

二零二四年度的本集團經審核綜合財務報表於向董事會提呈批准建議前已由審核委員會審閱。

優先購買權及稅項寬免

儘管開曼群島法律並無對優先購買權施加限制，但本公司的組織章程細則亦無有關該等權利的規定。

本公司並不知悉股東因持有本公司證券而可享有任何稅項寬免及豁免。

僱員及薪酬政策

於二零二四年度，本集團平均擁有927名僱員（二零二三年度：平均1,549名僱員）有關二零二四年度發生的僱員薪酬及福利開支（包括董事及最高行政人員薪酬）詳情，請參閱本年報內的財務報表附註6、8、9及39。

本集團通過多種渠道，例如招聘公司、內部推介及於互聯網刊登廣告，在當地市場招募合資格人員。本集團尤其重視對自身工作有忠誠度及注重企業文化，以及擁有相關工作經驗的僱員。本集團的未來發展取決於能否物色、聘用、培訓及留住合適的熟練及合資格僱員，包括具相關專業技能的管理人員。因此，本集團已根據僱員的職位及專長為其建立系統性培訓計劃。

本集團與全體僱員均簽訂勞動合同及向僱員提供具競爭力的薪酬待遇，包括基本薪金、酌情花紅及績效工資。本公司亦採納購股權計劃，其詳情載於「董事會報告書－購股權計劃」一節。

根據適用中國法律及法規，本集團須遵守社會保險繳納計劃。本集團亦為其於香港的全體僱員參加強積金計劃。

The Group's audited consolidated financial statements for the Year 2024 were reviewed by the Audit Committee before recommendation to the Board for approval.

PRE-EMPTIVE RIGHTS AND TAX RELIEF

There is no provision for pre-emptive rights under the articles of association of the Company, although there are no restrictions against such rights under the laws in the Cayman Islands.

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

EMPLOYEES AND REMUNERATION POLICY

During Year 2024, the Group had an average number of 927 employees (Year 2023: average 1,549 employees). Please refer to Notes 6, 8, 9 and 39 to the notes to financial statements in this annual report for details of employee remuneration and benefit expense (including directors' and chief executive's remuneration) incurred for Year 2024.

The Group recruits qualified personnel in local markets through various channels, such as recruiting firms, internal referrals and advertisement on the Internet. The Group particularly values employees who demonstrate loyalty to their work and who value corporate culture, as well as those with relevant working experiences. The Group's future development, to a considerable extent, depends on its ability to identify, hire, train and retain suitably skilled and qualified employees, including management personnel, with relevant professional skills. Therefore, the Group has established systematic training programs for employees based on their positions and expertise.

The Group enters into labor contracts with all employees and offers employees competitive remuneration packages that include basic salaries, discretionary bonuses and performance-based payments. The Company has also adopted the Share Option Scheme, details of which are set out in the section headed "Directors' Report – Share Option Scheme".

Under the applicable PRC laws and regulations, the Group is subject to social insurance contribution plans. The Group also participates in the MPF Scheme for all employees in Hong Kong.

僱員退休福利

本集團主要在中國內地經營業務。本集團的中國內地僱員須根據規則及法規參加中國有關省及市政府運作的多項定額供款退休福利計劃（「**中國退休計劃**」）。本集團於中國運營的附屬公司須每月按僱員薪金的百分比向該等計劃供款。省及市政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。除每月供款外，本集團無須就其僱員承擔退休及其他退休後福利的支付責任。該等計劃的資產與本集團資產分開，由中國政府獨立管理的基金保管。

本集團亦為其於香港的全體僱員參加強積金計劃。強積金計劃的供款乃按合資格僱員的相關收入總額的5%及1,500港元（以較低者為準）的最低法定供款要求作出。該強積金計劃的資產與本集團資產分開持有，並由獨立管理的基金保管。

中國退休計劃及強積金計劃概無條文可使沒收供款用作於減少未來供款。本集團的僱員退休福利詳情載於財務報表附註2.4、6、8、9及39。

購股權計劃

於二零一七年十二月十五日，本公司當時的股東有條件批准並採納購股權計劃，該購股權計劃須待上市後方告落實。

(1) 目的

購股權計劃旨在為本公司提供途徑激勵參與者（定義見下文）及挽留本集團僱員，並鼓勵僱員致力工作提升本公司的價值及推動本公司的長期發展。

EMPLOYEE RETIREMENT BENEFITS

The Group operates its business mainly in the Chinese Mainland. The Chinese Mainland based employees of the Group participate in various defined contribution retirement benefit plans operated by the relevant municipal and provincial governments in the PRC (the “**PRC Retirement Scheme**”) in accordance with the rules and regulations. The Group’s subsidiaries which operate in the PRC are required to make monthly contributions to these plans calculated as a percentage of the employees’ salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees’ payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government.

The Group also participates in the MPF Scheme for all employees in Hong Kong. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of the lower of 5% of eligible employees’ relevant aggregate income and HK\$1,500. The assets of this MPF Scheme are held separately from those of the Group in independently administered funds.

There are no provisions under the PRC Retirement Scheme and MPF Scheme whereby forfeited contributions may be used to reduce future contributions. Particulars of the employee retirement benefits of the Group are set out in Notes 2.4, 6, 8, 9 and 39 to the financial statements.

SHARE OPTION SCHEME

On 15 December 2017, the Share Option Scheme was conditionally approved and adopted by the then shareholders of the Company and its implementation is conditional on the listing.

(1) Purpose

The purpose of the Share Option Scheme is to provide the Company with a means to incentivise the Participants (as defined below) and retain employees of the Group, and to encourage employees to work towards enhancing the value of the Company and promote the long-term development of the Company.

(2) 參與者、期限及剩餘期限

根據購股權計劃的條款，董事會有權於採納日期起計10年期間（自二零一七年十二月十五日起至二零二七年十二月十四日止）內隨時向董事會全權酌情認為已對或將對本集團作出貢獻的任何董事或本集團僱員（「參與者」）授出購股權。除非經本公司於股東大會或經董事會提前終止，否則購股權計劃自採納日期起計10年期間內有效。於二零二四年十二月三十一日，購股權計劃之餘下有效期約為二年十一個月。

在上市規則禁止的情況下，當參與者將會或可能會被上市規則或任何適用規則、規例或法律禁止買賣股份時，不得作出要約，且不得向任何參與者授出購股權。特別是，於緊接下列日期（以較早者為準）前一個月起計至實際刊發業績公告日期止期間內，將不會授出購股權：(i)就批准本公司任何年度、半年、季度或其他中期期間業績而召開的董事會會議日期（根據上市規則首次知會聯交所的有關日期）；及(ii)本公司根據上市規則刊發其中期或年度業績公告的期限。

(3) 可予發行的最高股份數目

因行使根據購股權計劃及本公司當時已有的所有其他購股權計劃將授出的所有購股權而可予發行的最高股份數目，合共不得超過400,000,000股股份，相當於股份於聯交所上市日期已發行股份總數（不包括庫存股份）的10%（「計劃授權上限」），亦相當於於本年報批准日期已發行股份總數的9.16%。於截至二零二四年十二月三十一日止年度的年初及年末，購股權計劃項下可供授出的購股權數量為400,000,000份。

(2) Participants, Duration and Remaining Life

Subject to the terms of the Share Option Scheme, the Board shall be entitled at any time within the period of 10 years after the adoption date, being 15 December 2017 to 14 December 2027, to grant options to any director or employee of the Group who in the sole discretion of the Board has contributed or will contribute to the Group (the “Participant”). Subject to earlier termination by the Company in general meetings or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the adoption date. As at 31 December 2024, the remaining life of the Share Option Scheme is approximately 2 years and 11 months.

No offer shall be made and no option shall be granted to any Participant in circumstances prohibited by the Listing Rules at a time when the Participant would or might be prohibited from dealing in the Shares by the Listing Rules or by any applicable rules, regulations or law. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or other interim period; and (ii) the deadline for the Company to publish its interim or annual results announcement under the Listing Rules; and ending on the date of actual publication of such results announcement.

(3) Maximum Number of Shares Available for Issue

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option schemes existing at such time of the Company shall not in aggregate exceed 400,000,000 Shares (representing 10% of the total number of Shares in issue (excluding treasury shares) as of the date of the listing of the Shares on the Stock Exchange, the “Scheme Mandate Limit”), which represents 9.16% of the total number of Shares in issue as at the date of approval of this annual report. The number of options available for grant under the Share Option Scheme at the beginning and the end of the year ended 31 December 2024 was 400,000,000.

本公司可在獲得股東事先批准的情況下隨時更新計劃授權上限，惟無論如何根據已更新上限，因行使根據購股權計劃及本公司任何其他購股權計劃將授出的所有購股權而可予發行的股份總數，不得超過於批准更新計劃授權上限之日已發行股份（不包括庫存股份）的10%。

(4) 每個參與者的最大權利和計劃限制

於任何12個月期間內因行使根據購股權計劃及本公司任何其他購股權計劃向任何參與者授出或將予授出的購股權（包括已行使、已註銷及尚未行使者）而已發行及將予發行的最高股份數目，不得超過授出時已發行股份（不包括庫存股份）的1%，除非於股東大會上另行取得股東批准，且該名參與者及其聯繫人放棄投票。

因行使根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使的所有購股權而可予發行的最高股份數目，於任何時間均不得超過不時已發行股份總數（不包括庫存股份）的10%。

(5) 向關連人士或其任何聯繫人授出購股權

向本公司的董事、主要行政人員或主要股東或彼等各自的任何聯繫人授出任何購股權，須獲得獨立非執行董事（不包括身為建議承授人的獨立非執行董事）的批准。如向本公司主要股東或獨立非執行董事或彼等各自的任何聯繫人授出購股權，將致使因於截至向參與者發出授出購股權要約的日期（「**要約日期**」）（包括該日）止12個月期間根據本公司任何購股權計劃已經及將會授予該名人士的所有購股權（包括已行使、已註銷或尚未行使的購股權）獲行使而已發行及將予發行的股份，合共相當於要約日期已發行股份逾0.1%，則授出購股權須經本公司股東於股東大會批准，而承授人、彼等之聯繫人及所有本公司核心關連人士須就相關決議案放棄投票。

The Company may renew the Scheme Mandate Limit at any time subject to prior shareholders' approval but in any event, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue (excluding treasury share) as at the date of approval of the renewal of the Scheme Mandate Limit.

(4) Maximum Entitlement of Each Participant and Scheme Limit

The maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to any Participant under the Share Option Scheme and any other share option schemes of the Company (including exercised, cancelled and outstanding options) in any 12 month period shall not at the time of grant exceed 1% of the Shares in issue (excluding treasury share), unless otherwise separately approved by shareholders in general meeting with such Participant and his associates abstaining from voting.

At any time, the maximum number of Shares which may be issued upon exercise of all options which then have been granted and have yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue (excluding treasury share) from time to time.

(5) Grant of Options to Connected Persons or Any of their Associates

Each grant of options to a Director, chief executive or substantial shareholder of the Company, or their respective associate(s), must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee). Where any grant of options to a substantial shareholder or an independent non-executive Director, or their respective associate(s), would result in the Shares issued and to be issued upon exercise of all options granted and to be granted under any share option scheme(s) of the Company (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date on which an offer of the grant of option is made to the Participant (the "**Offer Date**") representing in aggregate over 0.1% of the Shares in issue at the Offer Date, such grant of options must be approved by the shareholders of the Company in general meeting, in which the grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour of such resolution.

(6) 接納及行使購股權，歸屬期限

參與者須支付1.00港元作為接納彼等所獲授購股權的代價。有關支付並無設定期限。相關接納及付款的期間由董事會於授出購股權時釐定。

於授出任何購股權條款的規限下，購股權可由承授人於購股權時期內任何時間根據要約指定的歸屬時間及其他條款行使。授出日期起計10年後，不得再歸屬任何購股權。

(7) 行使價

行使價應由董事會釐定且應知會一名參與者，並於任何情況下不得低於以下各項的較高者：

- 股份於購股權授出日期（必須為營業日）在聯交所每日報價表所列收市價；
- 股份於緊接要約日期前五個營業日在聯交所每日報價表所列平均收市價；及
- 於授出日期的股份面值。

(8) 購股權授出

自採納購股權計劃以來及直至本報告日期，本公司概無根據購股權計劃授出或同意授出購股權，或概無購股權獲行使、註銷、失效或尚未行使。因此，載列就於二零二四年根據購股權計劃授出之購股權而可能而發行的股份數目除以二零二四年已發行的相關類別股份的加權平均數對本公司並不適用。

購股權計劃主要條款的進一步詳情載於本公司日期為二零一七年十二月二十八日的招股章程。

(6) Acceptance and Exercise of Options, Vesting Period

Participants are required to pay HK\$1.00 as consideration for the acceptance of an option granted to them. There is no specific period set for such payment. The period for such acceptance and payment are determined by the Board at the time of granting the options.

Subject to the terms of grant of any option, an option may be exercised by the grantee at any time during the option period and in accordance with the vesting schedule and other terms specified in the offer. No option may be vested more than 10 years after the date of grant.

(7) Exercise Price

The exercise price shall be a price determined by the Board and notified to a Participant but in any event shall be at least the higher of:

- the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant of the option, which must be a business day;
- the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date; and
- the nominal value of a Share on the date of grant.

(8) Option Granted

Since the adoption of the Share Option Scheme and up to the date of this report, no option has been granted or agreed to be granted by the Company pursuant to the Share Option Scheme, or were exercised, cancelled, lapsed or outstanding. Therefore, it is not applicable for the Company to set out the number of Shares that may be issued in respect of the share options granted under the Share Option Scheme during 2024 divided by the weighted average number of Shares of the relevant class in issue in 2024.

Further details of the principal terms of the Share Option Scheme are set out in the prospectus of the Company dated 28 December 2017.

公眾持股量

於本年報批准日期及根據本公司循公開渠道可獲得的資料以及就董事所知，本公司已維持上市規則規定的最低25%公眾持股量。

核數師

財務報表已由安永會計師事務所審核，彼將於應屆股東週年大會上退任，並符合資格膺選連任。續聘核數師的決議案將於應屆股東週年大會上提呈。本公司的核數師於過去三年並未有變動。

可供分派儲備

於二零二四年十二月三十一日，本集團沒有可供分派予本公司股東的儲備。

債務

於二零二四年十二月三十一日，本集團擁有總額為人民幣27,827.9百萬元的尚未償還銀行及其他借款(二零二三年十二月三十一日：人民幣29,000.5百萬元)、賬面值為人民幣5,098.5百萬元之公司債券(二零二三年十二月三十一日：人民幣4,953.7百萬元)、賬面值為人民幣24,514.7百萬元之優先票據(二零二三年十二月三十一日：人民幣24,162.2百萬元)及賬面值為人民幣1,412.7百萬元之永續資本證券(二零二三年十二月三十一日：人民幣1,391.9百萬元)。本集團的借款以人民幣、港元及美元計值。詳情載於「管理層討論及分析–流動資金、財務及資本資源–債務」一節。

PUBLIC FLOAT

As at the date of approval of this annual report and based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the minimum public float of 25% as required under the Listing Rules.

AUDITOR

The financial statements have been audited by Ernst & Young who shall retire at the forthcoming AGM and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of auditor will be proposed at the forthcoming AGM. There has been no change in the auditor of the Company during the past three years.

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Group had no reserve available for distribution to shareholders of the Company.

INDEBTEDNESS

As at 31 December 2024, the Group had total outstanding bank and other borrowings of RMB27,827.9 million (31 December 2023: RMB29,000.5 million), corporate bond with carrying amounts of RMB5,098.5 million (31 December 2023: RMB4,953.7 million), senior notes with carrying amounts of RMB24,514.7 million (31 December 2023: RMB24,162.2 million) and PCS with carrying amounts of RMB1,412.7 million (31 December 2023: RMB1,391.9 million). The Group's borrowings are denominated in Renminbi, Hong Kong dollars and US dollars. The details are set out in the section headed "Management Discussion and Analysis – Liquidity, Financial and Capital Resources – Indebtedness".

購買本公司證券的權利及股本掛鈎協議

於二零二四年度內任何時間，本公司、或其任何控股公司或附屬公司、或其任何同系附屬公司概無參與作出任何安排，讓董事或本公司最高行政人員或其各自的聯繫人（定義見上市規則）有權認購本公司或其任何相聯法團（定義見證券及期貨條例）的證券，或透過收購本公司或任何其他法團的股份或債券而獲得利益，且除於「本董事會報告書—購股權計劃」一節所披露外，本公司亦無訂立任何股本掛鈎協議。

董事於競爭性業務的權益

於本年報批准日期，董事及本公司附屬公司的董事或其各自的聯繫人概無於直接或間接與本公司及其附屬公司的業務構成或可能構成競爭的業務中擁有權益而須根據上市規則予以披露。

根據上市規則第13.51B(1)條披露的董事及最高行政人員履歷變動

除「董事及高級管理層履歷」一節及財務報表附註8所披露者外，自本公司二零二四年中報日期起並無其他根據上市規則第13.51B(1)條須予披露的董事履歷變動。

控股股東作出的不競爭承諾

為限制與本公司的業務競爭，控股股東歐宗榮先生、歐國強先生、歐國偉先生、RoYue Limited、RoJing Limited、RoSheng Limited及Warm Shine Limited（「**控股股東**」）於二零一七年十二月十五日訂立以本公司為受益人的不競爭契據（「**不競爭契據**」）。根據不競爭契據，控股股東承諾（其中包括）不與本集團業務競爭，不競爭契據詳情載於本公司日期為二零一七年十二月二十八日的招股章程「與控股股東的關係」一節「不競爭契據」分節。

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

At no time during Year 2024 was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined under the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement save as disclosed in the section headed "Share Option Scheme" in this Directors' Report.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of approval of this annual report, none of the Directors and directors of the Company's subsidiaries, or their respective associates had interests in businesses, which compete or are likely to compete either directly or indirectly, with the businesses of the Company and its subsidiaries as required to be disclosed pursuant to the Listing Rules.

CHANGES IN DIRECTOR'S AND CHIEF EXECUTIVE'S BIOGRAPHICAL DETAILS UNDER RULE 13.51B(1) OF THE LISTING RULES

Save as disclosed in the section headed "Biographies of the Directors and Senior Management" and Note 8 to the financial statements, there is no other change in Directors' biographical details which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the 2024 interim report of the Company.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

In order to restrict competition activities with the Company, the controlling shareholders, namely Mr. OU Zongrong, Mr. OU Guoqiang, Mr. OU Guowei, RoYue Limited, RoJing Limited, RoSheng Limited and Warm Shine Limited (the "**Controlling Shareholder(s)**"), entered into a deed of non-competition in favor of the Company on 15 December 2017 (the "**Deed of Non-competition**"). Pursuant to the Deed of Non-competition, the Controlling Shareholders have undertaken, among others, not to compete with the business of the Group, and details of the Deed of Non-competition are set out in the sub-section headed "Deed of Non-competition" in the section headed "Relationship with Controlling Shareholders" of the prospectus of the Company dated 28 December 2017.

各控股股東已就於二零二四年度（「有關期間」）遵守不競爭契據中的承諾（「承諾」）向董事會作出書面確認。

收到控股股東的確認後，獨立非執行董事已進行審查作為年度審閱程序的一部分。在為釐定控股股東於有關期間是否已全面遵守承諾而進行的年度評估中，獨立非執行董事注意到：(a) 控股股東聲明彼等於有關期間已全面遵守承諾；(b) 控股股東於有關期間並無報告新的競爭業務；及(c) 並無任何特定情況致使全面遵守承諾受到質疑。鑒於以上所述，獨立非執行董事確認，盡其所能肯定控股股東已於有關期間遵守所有承諾。

獲准許的彌償條文

在適用法律規限下及根據本公司組織章程細則，董事及要員可從本公司的資產及溢利獲得彌償，並確保董事及要員免就因執行各自的職務或應有職責所作出或發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支招致任何損害。本公司於整個年內已就可能向董事及要員提出的法律訴訟投購適當的董事及要員責任保險。

持續關連交易

誠如本公司日期為二零二三年十二月二十九日之公告所披露，正榮服務集團有限公司（股份代號：6958）及其附屬公司（統稱為「正榮服務集團」）為本公司的關連人士。因此，正榮服務集團與本集團之間的交易構成本公司根據上市規則第14A章的關連交易或持續關連交易（視情況而定）。

Each of the Controlling Shareholders has made a written confirmation to the Board in respect of their compliance with the undertakings in the Deed of Non-competition (the “Undertakings”) during Year 2024 (the “Relevant Period”).

Upon receiving the confirmations from the Controlling Shareholders, the independent non-executive Directors had reviewed the same as part of the annual review process. In determining whether the Controlling Shareholders had fully complied with the Undertakings in the Relevant Period for the annual assessment, the independent non-executive Directors noted that: (a) the Controlling Shareholders declared that they had fully complied with the Undertakings in the Relevant Period; (b) no new competing business was reported by the Controlling Shareholders during the Relevant Period; and (c) there was no particular situation rendering the full compliance of the Undertakings being questionable. In view of the above, the independent non-executive Directors confirmed that, as far as they can ascertain, all of the Undertakings were complied with by the Controlling Shareholders in the Relevant Period.

PERMITTED INDEMNITY PROVISION

Subject to applicable laws, the Directors and key officers shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, pursuant to the articles of association of the Company. The Company has arranged for appropriate insurance cover for Directors' and key officers' liabilities in respect of legal actions that may be brought against the Directors and key officers throughout the year.

CONTINUING CONNECTED TRANSACTIONS

As disclosed in the Company's announcement dated 29 December 2023, each of Zhenro Services Group Limited (Stock Code: 6958) and its subsidiaries (collectively the “Zhenro Services Group”) is a connected person of the Company. Accordingly, the transactions between Zhenro Services Group and the Group constitute connected transactions or continuing connected transactions (as the case may be) of the Company under Chapter 14A of the Listing Rules.

(1) 二零二三年交付前物業管理服務協議

本公司(為其本身及代表其附屬公司)於二零二二年十一月十五日與正榮服務(為其本身及代表其附屬公司)訂立框架協議(「二零二三年交付前物業管理服務協議」),內容有關提供交付前物業管理服務。根據二零二三年交付前物業管理服務協議,正榮服務集團將(倘其於根據相關交付前物業管理法律及法規進行的招標程序後被選中)根據招標文件及正榮服務集團與本集團成員公司將不時訂立的最終管理服務協議就本集團開發的住宅物業項目於該等物業交付予業主前提供交付前管理服務(包括但不限於安保、清潔、園藝、公共區域及共用設施的維修及維護)(統稱「交付前服務」)。二零二三年交付前物業管理服務協議已自二零二三年一月一日起生效,直至二零二五年十二月三十一日(包括該日)為止,訂約方互相協定後可續期,惟須遵守適用法律法規的規定。本集團就交付前服務應付正榮服務集團的服務費須按正榮服務集團根據相關招標提交的報價及相關政府部門建議的定價條款釐定。於二零二四年,本集團就其服務支付予正榮服務集團的管理服務費總額為人民幣2.0百萬元,並無超過該交易於二零二四年的年度上限人民幣20.0百萬元。二零二三年交付前物業管理服務協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。由於二零二三年交付前物業管理服務協議項下管理及相關服務交易之年度上限的一項或多項適用百分比率超過0.1%但其全部低於5%,該等交易須遵守上市規則第14A.76(2)條有關申報、年度審核及公告規定,惟獲豁免遵守獨立股東批准規定。根據國際財務報告準則,二零二三年交付前物業管理服務協議項下擬進行的交易亦構成本公司的關聯方交易,其詳情載於財務報表附註38。

有關二零二三年交付前物業管理服務協議及相關年度上限之詳情載於本公司日期為二零二二年十一月十五日的公告。

(1) 2023 Pre-Delivery Property Management Services Agreement

The Company (for itself and on behalf of its subsidiaries) entered into a framework agreement in relation to the provision of pre-delivery property management services with Zhenro Services (for itself and on behalf of its subsidiaries) on 15 November 2022 (the “2023 Pre-Delivery Property Management Services Agreement”). Under the 2023 Pre-Delivery Property Management Services Agreement, Zhenro Services Group shall, where it is selected following the tender processes in accordance with the relevant pre-delivery property management laws and regulations, provide pre-delivery management services for residential property projects developed by the Group before the delivery of such properties to property owners (including but not limited to security, cleaning, landscaping, repair and maintenance of common area and shared facilities) according to the tender documents and definitive management agreements to be entered into between Zhenro Services Group and members of the Group from time to time (collectively, the “Pre-Delivery Services”). The 2023 Pre-Delivery Property Management Services Agreement had been effective from 1 January 2023 and up to and including 31 December 2025 and its term may be renewed as the parties may agree, subject to applicable laws and regulations. The service fees payable by the Group to Zhenro Services Group for the Pre-Delivery Services shall be based on the fee quotes to be submitted by the Zhenro Services Group under the relevant tender bids and the pricing terms as recommended by the relevant government authorities. The aggregate management service fees paid by the Group to Zhenro Services Group for their service in 2024 were RMB2.0 million, which did not exceed the annual cap of the transaction for 2024 of RMB20.0 million. The transactions contemplated under the 2023 Pre-Delivery Property Management Services Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the transactions of the annual cap in respect of the management and related services under the 2023 Pre-Delivery Property Management Services Agreement exceeded 0.1% but all of them were less than 5%, the transactions were subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules. The transactions contemplated under the 2023 Pre-Delivery Property Management Services Agreement also constituted related party transactions of the Company under IFRS, details of which are set out in Note 38 to the financial statements.

Details of the 2023 Pre-Delivery Property Management Services Agreement with the annual caps relating thereto are set out in the Company's announcement dated 15 November 2022.

(2) 二零二三年管理服務協議

本公司(為其本身及代表其附屬公司)於二零二二年十一月十五日與正榮服務(為其本身及代表其附屬公司)訂立框架管理服務協議(「二零二三年管理服務協議」)，內容有關提供管理及相關服務。根據二零二三年管理服務協議，正榮服務集團將根據正榮服務集團與本集團成員公司將不時訂立的最終管理服務協議，為本集團的住宅物業項目及其示範單位、銷售辦事處、社區會所以及本集團營運的商業物業提供管理及相關服務，包括但不限於上述場所的清潔、園藝、門房、維持公共秩序、安保服務及其他相關增值服務(統稱「管理服務」)。本集團就管理服務應付正榮服務集團的管理費須按公平基準並考慮二零二三年管理服務協議中定價政策所述的多種因素而釐定。二零二三年管理服務協議已自二零二三年一月一日起生效，直至二零二五年十二月三十一日(包括該日)為止，訂約方互相協定後可續期，惟須遵守適用法律法規的規定。於二零二四年，本集團向正榮服務集團支付的管理服務費總額為人民幣29.4百萬元，並無超過該交易於二零二四年的年度上限人民幣50.0百萬元。二零二三年管理服務協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。由於二零二三年管理服務協議項下管理及相關服務交易之年度上限的一項或多項適用百分比率超過0.1%但其全部低於5%，該等交易須遵守上市規則第14A.76(2)條有關申報、年度審核及公告規定，惟獲豁免遵守獨立股東批准規定。根據國際財務報告準則，二零二三年管理服務協議項下擬進行的交易亦構成本公司的關聯方交易，其詳情載於財務報表附註38。

有關二零二三年管理服務協議及相關年度上限之詳情載於本公司日期為二零二二年十一月十五日的公告。

(2) 2023 Management Services Agreement

The Company (for itself and on behalf of its subsidiaries) entered into a framework management services agreement in relation to the provision of management and related services with Zhenro Services (for itself and on behalf of its subsidiaries) (the “2023 Management Services Agreement”) on 15 November 2022. Under the 2023 Management Services Agreement, Zhenro Services Group shall provide management and related services to the residential property projects of the Group and their display units, sales offices and community clubhouses as well as commercial properties operated by the Group, including but not limited to cleaning, landscaping, concierge, maintenance of public order, security services and other related value-added services to the aforesaid venues according to the definitive management agreements to be entered into between Zhenro Services Group and members of the Group from time to time (collectively, the “Management Services”). The management fees payable by the Group to the Zhenro Services Group for the Management Services shall be determined on arm's length basis taking into account a wide range of factors set out in the pricing policy in the 2023 Management Services Agreement. The 2023 Management Services Agreement had been effective from 1 January 2023 and up to and including 31 December 2025 and its term may be renewed as the parties may agree, subject to applicable laws and regulations. The aggregate management service fees paid by the Group to Zhenro Services Group in 2024 were RMB29.4 million, which did not exceed the annual cap of the transaction for 2024 of RMB50.0 million. The transactions contemplated under the 2023 Management Services Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the transactions of the annual cap in respect of the management and related services under the 2023 Management Services Agreement exceeded 0.1% but all of them were less than 5%, the transactions were subject to the reporting, annual review and announcement requirements but were exempt from the independent shareholders' approval requirement under Rule 14A.76(2) of the Listing Rules. The transactions contemplated under the 2023 Management Services Agreement also constituted related party transactions of the Company under IFRS, details of which are set out in Note 38 to the financial statements.

Details of the 2023 Management Services Agreement with the annual caps relating thereto are set out in the Company's announcement dated 15 November 2022.

(3) 二零二三年諮詢服務協議

於二零二二年十一月十五日，本公司與正榮商業管理有限公司（「正榮商業」，為正榮服務的非全資附屬公司）訂立諮詢服務協議（「二零二三年諮詢服務協議」），內容有關正榮商業及其附屬公司（「正榮商業集團」）向本集團提供商業物業運營及諮詢服務（統稱「諮詢服務」）。二零二三年諮詢服務協議已自二零二三年一月一日起生效，直至二零二五年十二月三十一日（包括該日）為止，訂約方互相協定後可續期，惟須遵守適用法律法規的規定。本集團就諮詢服務應付正榮商業集團的服務費須考慮二零二三年諮詢服務協議中定價政策所述的多種因素而釐定。於二零二四年，本公司並未向正榮商業支付商業物業運營及諮詢服務費，並無超過該交易於二零二四年的年度上限人民幣15.0百萬元。二零二三年諮詢服務協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。由於二零二三年諮詢服務協議項下商業物業運營及諮詢服務交易之年度上限的一項或多項適用百分比率超過0.1%但全部均低於5%，該等交易須遵守上市規則第14A.76(2)條有關申報、年度審核及公告規定，惟獲豁免遵守獨立股東批准規定。根據國際財務報告準則，二零二三年諮詢服務協議項下擬進行的交易亦構成本公司的關聯方交易，其詳情載於財務報表附註38。

有關二零二三年諮詢服務協議及相關年度上限之詳情載於本公司日期為二零二二年十一月十五日的公告。

(3) 2023 Consultancy Services Agreement

On 15 November 2022, the Company entered into the Consultancy Services Agreement (the “2023 Consultancy Services Agreement”) with Zhenro Commercial Management Co., Ltd.* (正榮商業管理有限公司) (“Zhenro Commercial”), a non-wholly owned subsidiary of Zhenro Services, in relation to the provision of commercial property operational and consultancy services (collectively, the “Consultancy Services”) by Zhenro Commercial and its subsidiaries (the “Zhenro Commercial Group”) to the Group. The 2023 Consultancy Services Agreement has been effective from 1 January 2023 and up to and including 31 December 2025 and its term may be renewed as the parties may agree, subject to applicable laws and regulations. The service fees payable by the Group to the Zhenro Commercial Group for the Consultancy Services shall be determined taking into account a wide range of factors set out in the pricing policy in the 2023 Consultancy Services Agreement. There were no commercial property operational and consultancy services fees paid by the Company to the Zhenro Commercial in 2024, which did not exceed the annual cap of the transaction for 2024 of RMB15.0 million. The transactions contemplated under the 2023 Consultancy Services Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios of the transactions in relation to the annual cap in respect of the commercial property operational and consultancy services under the 2023 Consultancy Services Agreement exceed(s) 0.1% but all of them are less than 5%, the transactions are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders’ approval requirement under Rule 14A.76(2) of the Listing Rules. The transactions contemplated under the 2023 Consultancy Services Agreement also constitute related party transactions of the Company under IFRS, details of which are set out in Note 38 to the financial statements.

Details of the 2023 Consultancy Services Agreement with the annual caps relating thereto are set out in the Company’s announcement dated 15 November 2022.

(4) 租賃協議

本集團成員公司(作為出租人)於二零二一年五月十日或之前已與正榮商業集團成員公司(作為承租人)訂立現有租賃協議(「現有租賃協議」)及新訂租賃協議(「新訂租賃協議」)，內容有關相關承租人向本集團相關成員公司(作為出租人)租賃整個物業並有權招租及分租相關物業的任何單位，以及就相關物業進行廣告、管理及運營活動。現有租賃協議及新訂租賃協議已各自簽訂日期起生效，直至二零二三年十二月三十一日(包括該日)為止，訂約方互相協定後可續期，惟須遵守適用法律法規的規定。於二零二三年，正榮商業集團成員公司概無就現有租賃協議及新訂租賃協議支付予本公司租金。現有租賃協議及新訂租賃協議項下擬進行的交易構成本公司於上市規則第14A章項下的持續關連交易。就現有租賃協議而言，根據上市規則第14A.60(1)條，本公司須就現有租賃協議下的持續關連交易遵守上市規則第14A章項下的年度審閱及披露規定，各協議均具有固定期限及固定條款。任何現有租賃協議如有變更或重續，本公司將遵守上市規則第14A章項下所有適用規定。就新訂租賃協議而言，由於有關新訂租賃協議的最高年度上限之所有適用百分比率(定義見上市規則第14.07條)均低於0.1%，故新訂租賃協議根據上市規則第14A.76(1)(a)條獲全面豁免遵守股東批准、年度審閱及所有披露規定。根據國際財務報告準則，現有租賃協議及新訂租賃協議項下擬進行的交易亦構成本公司的關聯方交易，其詳情載於財務報表附註38。

有關現有租賃協議及新訂租賃協議及相關年度上限之詳情載於本公司日期為二零二一年五月十九日的公告。

(4) Lease Agreement

Members of the Group (as lessor) entered into the Existing Lease Agreements (“Existing Lease Agreements”) and the New Lease Agreement (“New Lease Agreement”) with members of Zhenro Commercial Group (as lessee) by 10 May 2021, pursuant to which the such respective lessee leases the entire property from the relevant member of the Group (as lessor), and has the right to procure tenants and sub-lease any units in the relevant property, and to engage in advertising, management and operation activities in respect of the relevant property. The Existing Lease Agreements and the New Lease Agreement have been effective from their respective signing date and up to and including 31 December 2023 and the terms may be renewed as the parties may mutually agree, subject to applicable laws and regulations. There was no rental fees paid by members of Zhenro Commercial Group to the Company in respect of the Existing Lease Agreements and the New Lease Agreement in 2023. The transactions contemplated under the Existing Lease Agreements and the New Lease Agreement constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. With respect to the Existing Lease Agreements, pursuant to Rule 14A.60(1) of the Listing Rules, the Company is required to comply with the annual review and disclosure requirements under Chapter 14A of the Listing Rules regarding the continuing connected transactions under the Existing Lease Agreements, each of which is an agreement for a fixed period with fixed terms. The Company will comply with all applicable requirements under Chapter 14A of the Listing Rules upon variation or renewal of any of the Existing Lease Agreements. With respect to the New Lease Agreement, as all of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in relation to the highest annual cap for the New Lease Agreement were less than 0.1%, the New Lease Agreement was fully exempted from the shareholders’ approval, annual review and all disclosure requirements under Rule 14A.76(1)(a) of the Listing Rules. The transactions contemplated under the Existing Lease Agreements and the New Lease Agreement also constitute related party transactions of the Company under IFRS, details of which are set out in Note 38 to the financial statements.

Details of the Existing Lease Agreements and the New Lease Agreement and the annual caps relating thereto are set out in the Company’s announcement dated 19 May 2021.

(5) 二零二四年租賃協議

為重續於二零二三年十二月三十一日屆滿的現有租賃協議及新訂租賃協議，於二零二三年十二月二十九日，本公司與正榮商業集團成員公司（作為承租人）訂立租賃協議（「二零二四年租賃協議」），內容有關相關承租人向本集團相關成員公司（作為出租人）租賃整個物業並有權招租及分租相關物業的任何單位，以及就相關物業進行廣告、管理及運營活動。

雖然二零二四年租賃協議於二零二三年度內訂立，但每份二零二四年租賃協議的期限為二零二四年一月一日至二零二五年十二月三十一日（包括首尾兩日），訂約方互相協定後可重續，惟須遵守上市規則第14A章及所有其他適用法律及法規的規定。

正榮服務集團應付本集團的租金須經公平磋商後參考鄰近該物業的可資比較物業之現行市場租金而釐定。

於二零二四年度，概無根據二零二四年租賃協議所進行的交易。有關二零二四年租賃協議及相關年度上限之詳情載於本公司日期為二零二三年十二月二十九日的公告。

(5) 2024 Lease Agreements

In order to renew the Existing Lease Agreement and the New Lease Agreement which expired on 31 December 2023, on 29 December 2023, the Company and members of Zhenro Commercial Group (as lessee) entered into lease agreements (the “2024 Lease Agreements”), pursuant to which the such respective lessee leases the entire property from the relevant member of the Group (as lessor), and has the right to procure tenants and sub-lease any units in the relevant property, and to engage in advertising, management and operation activities in respect of the relevant property.

While the 2024 Lease Agreements were entered into during Year 2023, the term of each 2024 Lease Agreements will be from 1 January 2024 to 31 December 2025 (both days inclusive), which may be renewed as the parties may agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations.

The rental fees payable by Zhenro Services Group to the Group shall be determined on arm's length basis and with reference to the prevailing market rental fee for comparable premises in the vicinity of the property.

During Year 2024, there was no transaction contemplated under the 2024 Lease Agreements. Details of the 2024 Lease Agreements and the annual caps relating thereto are set out in the Company's announcement dated 29 December 2023.

(6) 獨立非執行董事及外部核數師審閱

所有獨立非執行董事已審閱有關持續關連交易，並確認該等持續關連交易乃：

- (i) 於本集團正常及日常業務過程中訂立；
- (ii) 按正常商業條款或更優惠條款而訂立；及
- (iii) 根據規管該等交易的協議按公平合理的條款訂立，且符合本公司股東的整體利益。

本公司的外部核數師安永會計師事務所獲委聘就持續關連交易作出報告，且董事會已確認，根據上市規則第14A.56條，安永會計師事務所已遞交函件，確認：

- (i) 並無注意到任何事項使其相信所披露持續關連交易未獲董事會批准；
- (ii) 就涉及本集團提供貨物或服務的交易，並無注意到任何事項使其相信持續關連交易在所有重大方面未根據本集團的定價政策訂立；
- (iii) 並無注意到任何事項使其相信持續關連交易在所有重大方面未根據規管該等交易的有關協議訂立；及
- (iv) 並無注意到任何事項使其相信所披露持續關連交易已超過本公司所設定的年度上限。

(6) Review by the independent non-executive Directors and external auditor

All the independent non-executive Directors have reviewed the continuing connected transactions and confirmed that the continuing connected transactions have been entered into:

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

The Company's external auditor, Ernst & Young, was engaged to report on the continuing connected transactions and the Board of Directors confirmed that, pursuant to Rule 14A.56 of the Listing Rules, Ernst & Young has provided a letter confirming that:

- (i) nothing has come to their attention that caused them to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that caused them to believe that the continuing connected transactions were not entered into, in all material respects, in accordance with the pricing policies of the Group;
- (iii) nothing has come to their attention that caused them to believe that the continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (iv) nothing has come to their attention that caused them to believe that the disclosed continuing connected transactions have exceeded the annual cap set by the Company.

(7) 一般事項

除上文披露者外，於二零二四年度，本集團並未訂立任何根據上市規則須於本年報披露的關連交易或持續關連交易。

除上文所披露者外，財務報表附註38所披露的其他關聯方交易並不構成上市規則項下須予披露的「關連交易」或「持續關連交易」。構成本集團持續關連交易的關聯方交易已遵守上市規則第14A章的披露規定。

上文有關本年報其他章節、報告或附註的所有提述，構成本年報的一部分。

承董事會命
董事會主席
劉偉亮

中國上海，二零二五年三月二十八日

(7) General

Save as disclosed above, for Year 2024, the Group had not entered into any connected transactions or continuing connected transactions which are required to be disclosed in this annual report pursuant to the Listing Rules.

Save as disclosed above, the other related party transactions as disclosed in Note 38 to the financial statements did not constitute “connected transactions” or “continuing connected transactions” required to be disclosed under the Listing Rules. The related party transactions that constituted continuing connected transactions of the Group have complied with the disclosure requirements under Chapter 14A of the Listing Rules.

All references above to other sections, reports or notes in this annual report form part of this annual report.

By order of the Board
LIU Weiliang
Chairman of the Board

Shanghai, PRC, 28 March 2025

本公司透過專注於誠信、問責、透明、獨立、盡責及公平原則，致力達到高水平的企業管治。本公司制定實施了健全的治理政策，董事會負責履行本公司治理職責。董事會參考企業管治守則持續檢討及監督本公司的治理情況，以維持本公司高水準的企業管治常規。

就董事所知，於二零二四年度內，本公司一直遵守上市規則附錄C1所載的守則條文。

董事會及多元化政策

董事會負責透過指導及監督本公司事務，推動本公司邁向成功。董事會擁有管理及從事本公司業務的一般權力。董事會將日常經營及管理權力授予本公司管理層負責，管理層將執行董事會釐定的策略及指引。

董事會將不時根據現況檢討董事會架構及組成，以保持本公司的高水準企業管治慣例。

董事會具備適合本公司業務需要的技能和經驗。本公司亦已採納董事會多元化政策，載列董事會就董事會成員多元化而制訂的方針。在董事會的組成方面，一直從多個方面考慮董事會的多樣性，包括但不限於性別、年齡、文化和教育背景、行業經驗、技術及專業技能及／或資格、知識、作為本公司董事的服務時長及投入的時間。本公司亦將考慮有關自身業務模式及不時的特定需要等因

The Company is committed to achieving high standards of corporate governance by focusing on principles of integrity, accountability, transparency, independence, responsibility and fairness. The Company has developed and implemented sound governance policies and measures with the Board being responsible for performing such corporate governance duties. The Board will continue to review and monitor the governance of the Company with reference to the Corporate Governance Code so as to maintain a high standard of corporate governance practices of the Company.

So far as the Directors are aware, during Year 2024, the Company has complied with the code provisions set out in Appendix C1 of the Listing Rules.

BOARD OF DIRECTORS AND DIVERSITY POLICY

The Board is responsible for directing and supervising the Company's affairs in order to lead the Company towards success. The Board has general powers for the management and conduct of the Company's business. The day-to-day operations and management are delegated by the Board to the management of the Company, who will implement the strategy and direction as determined by the Board.

The Board will review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

The Board has a balance of skills and experience appropriate for the requirements of the business of the Company. The Company has also adopted a board diversity policy setting out the approach adopted by the Board regarding diversity of Board members. In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director of the Company. The Company will also take into account factors relating to its own business model and specific needs from

素。最終決定將基於候選人將帶給董事會的裨益及貢獻。截至本年報批准日期，董事會組成的分析如下：

time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. As at the date of approval of this annual report, the analysis of the Board composition is as follow:

| 人數 No. of Person | 職位 Position | 年齡組別 Age Group | 技能／行業經驗 Skill/Industry Experiences | 董事服務年資 Years of Directors' Service | 教育背景 Educational Background | 性別 Gender |
|---------------------|---|---------------------------|---|---------------------------------------|--|--------------|
| 1 | 執行董事 Executive Director | 30–40歲 30–40 years old | 房地產開發及管理、戰略投資及綜合管理 Real estate development and management, strategic investment and comprehensive management | 超過5年 Over 5 years | 工程管理 Engineering management | 男性 Male |
| 2 | | | | | 文學 Arts | |
| 3 | 獨立非執行董事 Independent non-executive Director | 40–55歲 40–55 years old | 審計及會計、企業管治及金融 Audit and accounting, corporate governance and finance | 2–6年 2–6 years | 工程 Engineering | |
| 4 | | | | | 工商管理 Business administration | |
| 5 | | | | 少於1年 Less than 1 year | 國際經濟與貿易 International economics and trade | 女性 Female |

就職位、年齡、技能及行業經驗、服務年資及知識而言，董事會屬相當多元化。於二零二四年十二月三十一日委任楊詠儀女士為獨立非執行董事後，本公司已根據上市規則第13.92條達致董事會層面的性別多元化規定。董事會的目標是於任何時候均至少有一名女性董事會成員，並將繼續尋找機會，於物色到合適人選時逐步增加女性成員之比例。

The Board is fairly diverse in terms of position, age, skills and industry experience, length of service and knowledge. Following the appointment of Ms. YANG Yongyi as an independent non-executive Director on 31 December 2024, the Company had achieved the gender diversity requirement at Board level pursuant to Rule 13.92 of the Listing Rules. The Board targets to have at least one female Board member at all time and will continue to seek opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

於二零二四年十二月三十一日，本集團的僱員（包括高級管理人員在內）中女性和男性分別佔40.3%和59.7%，董事會感到滿意並認為符合房地產行業屬性。由於本集團根據學術背景、工作經驗和表現等標準而並非根據性別選擇或提拔合適的人才，因此並無令實現全體僱員（包括高級管理人員）性別多元化更具挑戰性或更無關的任何緩解因素或情況。本集團將繼續在招聘時及招聘中高級員工時考慮性別多元化，以培養一批潛在的董事會繼任者，及維持甚至提高各個層級的女性員工比例，以實現性別平等為最終目標。

就董事所知，各董事之間（尤其是主席劉偉亮先生與行政總裁李洋先生之間）並無任何財務、業務、家族或其他重要／相關的關係。

本公司已與各執行董事訂立服務合約，及已向各獨立非執行董事發出委任函。該等服務合約及委任函的主要詳情為(a)任期自二零二三年六月八日（就執行董事劉偉亮先生而言）、二零二四年三月二十六日（就執行董事李洋先生而言）、二零二三年十二月十五日（就獨立非執行董事王傳序先生而言）、二零二二年九月十三日（就獨立非執行董事謝駿先生而言）及二零二四年十二月三十一日（就獨立非執行董事楊詠儀女士而言）起計初始固定期限為三年；及(b)可根據彼等各自的條款予以終止。服務合約及委任函可根據本公司組織章程細則及適用規章續訂。

二零二四年度，向董事應付的薪酬總額（包括袍金、薪金、退休金計劃供款、以股份為基礎的薪酬開支、酌情花紅、住房及其他津貼以及其他實物福利）約為人民幣5.8百萬元。

As at 31 December 2024, 40.3% and 59.7% of the employees (including senior management) of the Group were female and male, respectively, which is regarded by the Board as satisfactory and is in line with the attributes of the real estate industry. There are no mitigating factors or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant as the Group selects or promotes suitable talents based on criteria such as academic background, working experience and performances rather than on the ground of gender. The Group will continue to take gender diversity into consideration during recruitment and when recruiting staff members of mid to senior levels in order to develop a pipeline of potential successors to the Board, and will maintain or even increase female proportion at all levels with the ultimate goal of achieving gender parity.

To the best knowledge of the Directors, there is no financial, business, family or other material/relevant relationships among the Directors and in particular, between the chairman, Mr. LIU Weiliang and the chief executive officer, Mr. LI Yang.

The Company has entered into service contracts with each of the executive Directors and has issued letters of appointment to each of the independent non-executive Directors. The principal particulars of these service contracts and letters of appointment are (a) for an initial fixed term of three years commencing from 8 June 2023 (for executive Director Mr. LIU Weiliang), 26 March 2024 (for executive Director Mr. LI Yang), 15 December 2023 (for independent non-executive Directors Mr. WANG Chuanxu), 13 September 2022 (for independent non-executive Director Mr. XIE Jun), and 31 December 2024 (for independent non-executive Director Ms. YANG Yongyi) and (b) subject to termination in accordance with their respective terms. The service contracts and letters of appointment may be renewed in accordance with the articles of association of the Company and the applicable Rules.

The aggregate remuneration (including fees, salaries, contributions to pension schemes, share-based compensation expenses, discretionary bonuses, housing and other allowances and other benefits in kind) payable to the Directors for Year 2024 was approximately RMB5.8 million.

董事薪酬乃經參考可資比較公司所支付的薪金、董事需付出的時間及職責以及本集團的業績予以釐定。二零二四年度董事及高級管理層薪酬詳情載於財務報表附註8及9。此外，根據企業管治守則之守則條文第E.1.5條，於二零二四年度，高級管理層成員年度薪酬按範圍載列如下：

The remuneration of the Directors is determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Details of the remuneration of the Directors and senior management for 2024 are set out in Notes 8 and 9 to the financial statements. In addition, pursuant to code provision E.1.5 of the Corporate Governance Code, the annual remuneration of members of the senior management by band for Year 2024 is set out below:

| 按範圍劃分之高級管理層薪酬 | 高級管理層人數 Number of senior management |
|-----------------------------|--|
| 人民幣2,000,001元至人民幣2,500,000元 | 1 |
| 總計 | 1 |

於二零二四年度，本公司共有三名獨立非執行董事，符合上市規則所規定獨立非執行董事人數須佔董事會成員人數至少三分之一且不得少於三人。

During Year 2024, the Company has three independent non-executive Directors, which meets the requirement of the Listing Rules that the number of independent non-executive directors must represent at least one-third of the Board and should not be less than three.

獨立非執行董事在確保董事會獲得獨立意見方面發揮了重要作用。他們運用獨立的分析和專業的判斷，為董事會的決策提供專業而公平的意見。這能保障本公司及股東的利益。全體董事（包括獨立非執行董事）皆通過多種渠道與董事會溝通及表達彼等之觀點，且可各自獨立接觸本集團之管理，以作出知情決定。根據企業管治守則之守則條文第C.2.7條，董事會主席應每年與獨立非執行董事召開一次沒有其他董事出席的會議，討論重大事項及任何關注事項。此外，全體董事或任何彼等緊密聯繫人於擬於會議上審議的任何事項中有重大權益，應就相關決議案放棄投票，且不被計入會議法定出席人數。於該等事項無權益之獨立非執行董事及其聯繫人應出席該會議。

The independent non-executive Directors play an important role in ensuring the Board obtains independent views. They use their independent analysis and professional judgments to provide professional and fair opinions on the decisions made by the Board. This ensures the interests of the Company and the shareholders are being protected. All Directors, including the independent non-executive Directors, are given various channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. Pursuant to Code Provision C.2.7 of the Corporate Governance Code, the chairman of the Board should hold at least one meeting every year, with the independent non-executive Directors and without the presence of other Directors, to discuss significant matters and any concerns. Further, all Directors or any of their close associates who have a material interest in any matter to be considered in a meeting should abstain from voting on the relevant resolution, and shall not be included in the quorum of the meeting. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the meeting.

董事會每年審閱上述機制，以確保董事會可取得獨立意見，以及此機制的實施和有效性，並確認於二零二四年度此機制有效實施。

提名委員會獲授權以評估獨立非執行董事之獨立性。獨立非執行董事須就彼等之獨立性向本公司提供年度確認書及在隨後出現影響彼等之獨立性的任何情況變動時盡快通知本公司。根據上市規則第3.13條，本公司已收到來自各獨立非執行董事對其獨立性的年度書面確認，且認為彼等均為獨立。

董事可獲公司秘書提供服務，以確保董事會程序得到遵守。於二零二四年度，陳競德先生為本公司的聯席公司秘書之一。本公司亦已委聘鄺燕萍女士（方圓企業服務集團（香港）有限公司（一間公司秘書服務供應商）的高級總監）擔任另一名聯席公司秘書，協助陳競德先生履行其作為本公司公司秘書之職務。鄺燕萍女士於本公司的主要聯繫人為陳競德先生。

為遵守上市規則第3.29條的規定，於二零二四年度，陳競德先生及鄺燕萍女士各自均已進行不少於15小時的相關專業培訓。

The Board reviews the above mechanisms annually to ensure independent views are available to the Board and the implementation and effectiveness of such mechanisms, and confirmed that such mechanisms were effective during Year 2024.

The nomination committee is authorised to assess the independence of the independent non-executive Directors. The independent non-executive Directors are required to provide an annual confirmation of their independence to the Company and to notify the Company as soon as possible of any subsequent change of circumstances that may affect their independence. The Company has received the annual written confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and considers them to be independent.

Directors have access to the services of the company secretary to ensure that the Board procedures are followed. During Year 2024, Mr. CHAN King Tak was one of the Company's joint company secretaries. The Company has also engaged Ms. KWONG Yin Ping, Yvonne, a senior vice president of SWCS Corporate Services Group (Hong Kong) Limited (a company secretarial service provider), as another joint company secretary to assist Mr. CHAN King Tak in discharging his duties as company secretary of the Company. Ms. KWONG Yin Ping, Yvonne's primary contact person at the Company is Mr. CHAN King Tak.

In compliance with Rule 3.29 of the Listing Rules, each of Mr. CHAN King Tak and Ms. KWONG Yin Ping, Yvonne have undertaken no less than 15 hours of relevant professional training during Year 2024.

各董事於首次獲委任時，本公司已安排全面入職培訓，確保其對本公司的運營及業務有適當的了解，且充分知悉董事於上市規則及其他相關法定要求項下的責任。楊詠儀女士（其於二零二四年十二月三十一日獲委任加入董事會）已於二零二四年十二月九日根據上市規則第3.09D條向一間有資格就香港法律提供意見的律師行取得有關適用法律及法規項下董事的職責及責任的法律意見，並已確認彼明白其作為董事的義務。本公司將為全體董事安排合適培訓，以發展及更新其知識與技能，作為其持續專業發展的一部分。於二零二四年度，本公司已安排上市規則相關的培訓，以作為董事持續專業發展的一部分，董事的培訓記錄的概要載列如下：

On the first occasion of each Director's appointment, the Company has arranged a comprehensive induction to ensure that he/she has a proper understanding of the Company's operations and business and is fully aware of the director's responsibilities under the Listing Rules and other relevant statutory requirements. Ms. YANG Yongyi, who was appointed to the Board on 31 December 2024, had obtained legal advice relating to director's duties and responsibilities under applicable laws and regulations on 9 December 2024 from a law firm qualified to advise on Hong Kong law pursuant to Rule 3.09D of the Listing Rules, and had confirmed that she understood her obligations as a Director. The Company will arrange suitable training for all Directors in order to develop and refresh their knowledge and skills as part of their continuous professional development. During Year 2024, the Company has arranged Listing Rules-related training as part of Directors' continuous professional development and the training records of the Directors are summarized as follows:

| | | 出席簡介會、培訓或 研討會及閱讀材料 Attending briefings, trainings or seminars and reading materials |
|--------------------------|--|---|
| 執行董事 | Executive Directors | |
| 劉偉亮先生 | Mr. LIU Weiliang | √ |
| 李洋先生 | Mr. LI Yang | √ |
| 非執行董事 | Non-executive Director | |
| 歐國偉先生（自二零二五年一月十七日起辭任） | Mr. OU Guowei (resigned with effect from 17 January 2025) | √ |
| 獨立非執行董事 | Independent non-executive Directors | |
| 陸海林博士（自二零二四年十二月三十一日起辭任） | Dr. LOKE Yu (alias LOKE Hoi Lam) (resigned with effect from 31 December 2024) | √ |
| 王傳序先生 | Mr. WANG Chuanxu | √ |
| 謝駿先生 | Mr. XIE Jun | √ |
| 楊詠儀女士（自二零二四年十二月三十一日起獲委任） | Ms. YANG Yongyi (appointed with effect from 31 December 2024) | √ |

企業管治守則之守則條文第C.5.1條規定，每年應最少舉行四次定期董事會會議，大約每季舉行一次。

於二零二四年度，本公司舉行4次董事會會議及兩次股東大會。董事會會議中合共審議32份提案，包括有關審議本公司二零二三年年報、二零二三年年度業績公告、二零二四年中期報告及二零二四年中期業績公告之提案。

下表載列於二零二四年度各董事出席所召開的董事會會議、董事會委員會及股東大會的詳情。

Code provision C.5.1 of the Corporate Governance Code requires that at least four regular Board meetings should be held each year at approximately quarterly intervals.

During Year 2024, the Company held 4 Board meetings and two general meetings. A total of 32 proposals were considered at the Board meetings, including proposals for the consideration of the Company's 2023 annual report, 2023 annual results announcement, 2024 interim report and 2024 interim results announcement.

The table below sets out the details of the attendance of each Director at the Board meetings, Board committee meetings and general meeting held during Year 2024.

| | | 出席／應出席會議次數 Number of meetings attended/meetings eligible to attend | | | | |
|--|--|---|--------------------------|-------------------------------|---------------------------------|-------------------------|
| | | 董事會 The Board | 審核委員會 Audit Committee | 提名委員會 Nomination committee | 薪酬委員會 Remuneration committee | 股東大會 General meeting |
| 執行董事 <i>Executive Directors</i> | | | | | | |
| 劉偉亮先生 | Mr. LIU Weiliang | 4/4 | — | 3/3 | 3/3 | 2/2 |
| 李洋先生 | Mr. LI Yang | 4/4 | — | — | — | 2/2 |
| 非執行董事 <i>Non-executive Director</i> | | | | | | |
| 歐國偉先生 ⁽¹⁾ | Mr. OU Guowei ⁽¹⁾ | 3/4 | 2/2 | — | — | 2/2 |
| 獨立非執行董事 <i>Independent non-executive Directors</i> | | | | | | |
| 陸海林博士 ⁽²⁾ | Dr. LOKE Yu (alias LOKE Hoi Lam) ⁽²⁾ | 4/4 | 2/2 | — | — | 2/2 |
| 王傳序先生 | Mr. WANG Chuanxu | 4/4 | 2/2 | 3/3 | 3/3 | 2/2 |
| 謝駿先生 ⁽³⁾ | Mr. XIE Jun ⁽³⁾ | 4/4 | — | 3/3 | 3/3 | 2/2 |
| 楊詠儀女士 ⁽⁴⁾ | Ms. YANG Yongyi ⁽⁴⁾ | — | — | — | — | — |

附註：

Notes:

- (1) 歐國偉先生於二零二五年一月十七日辭任非執行董事及審核委員會委員。
- (2) 陸海林博士自二零二四年十二月三十一日起辭任獨立非執行董事及審核委員會主席。
- (3) 謝駿先生於二零二五年一月十七日獲委任為審核委員會委員。
- (4) 楊詠儀女士於二零二四年十二月三十一日獲委任為獨立非執行董事及審核委員會主席。於二零二四年十二月三十一日，本公司並無舉行董事會會議、審核委員會會議或股東大會。

- (1) Mr. OU Guowei resigned as a non-executive Director and the member of the audit committee with effect from 17 January 2025.
- (2) Dr. LOKE Yu (alias LOKE Hoi Lam) resigned as an independent non-executive Director and the chairman of the audit committee with effect from 31 December 2024.
- (3) Mr. XIE Jun was appointed as the member of the audit committee with effect from 17 January 2025.
- (4) Ms. YANG Yongyi was appointed as an independent non-executive Director and the chairman of the audit committee with effect from 31 December 2024. There was no board meeting, meeting of the audit committee or general meeting of the Company held on 31 December 2024.

企業管治職能

董事會負責履行企業管治守則之守則條文第A.2.1條所載之職能。董事會已檢討本公司之企業管治政策及慣例、董事及高級管理層之培訓及持續專業發展、本公司在遵守法律法規規定、遵守標準守則及書面員工指引以及遵守企業管治守則方面之政策及慣例及於本企業管治報告中作出的披露。

董事委員會

本公司設有三個主要董事委員會，即審核委員會、提名委員會及薪酬委員會。各個董事委員會均按其職權範圍運作。董事委員會之職權範圍於本公司及聯交所網站可供查閱。

董事委員會獲提供履行職責的充足資源，並在適當情況下（在提出合理要求後）可徵詢獨立專業意見，費用由本公司承擔。

審核委員會

本公司根據上市規則第3.21條及企業管治守則成立審核委員會並訂明其書面職權範圍。審核委員會包括三名成員，即獨立非執行董事謝駿先生、王傳序先生及楊詠儀女士。楊詠儀女士獲委任為審核委員會主席，是具備適當專業資格的獨立非執行董事。審核委員會的主要職責包括：(i)就委任及罷免本公司外部核數師提出推薦建議；(ii)審閱本公司的會計政策及財務狀況；(iii)審查及監督本公司的內部審計職能及內部控制架構；及(iv)審查及監察本公司的風險管理。

於二零二四年度，審核委員會已檢討財務報告系統、合規程序、內部控制（包括資源的充足性、員工資格及經驗、本公司會計及財務報告部門的培訓計劃及預算）、內部審計職能的有效性、風險管理系統及流程、舉報政策以及重新委任外部核數師。董事會並未偏離審核委員會就外部核數師的甄選、委任、辭職或解僱所提出的任何建議。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision A.2.1 of the Corporate Governance Code. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and written employee guidelines, and the Company's compliance with the Corporate Governance Code and disclosure in this Corporate Governance Report.

BOARD COMMITTEES

The Company has three principal Board committees, namely the Audit Committee, the nomination committee and the remuneration committee. Each of the Board committees operates under its terms of reference. The terms of reference of the Board committees are available on the website of the Company and that of the Stock Exchange.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The Audit Committee consists of three members, namely Mr. XIE Jun, Mr. WANG Chuanxu and Ms. YANG Yongyi, each an independent non-executive Director. Ms. YANG Yongyi has been appointed as the chairman of the Audit Committee, and is the independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the Audit Committee include: (i) making recommendations regarding the appointment and removal of external auditors of the Company; (ii) reviewing the accounting policies and financial positions of the Company; (iii) reviewing and supervising the internal audit functions and internal control structure of the Company; and (iv) reviewing and overseeing the risk management of the Company.

During Year 2024, the Audit Committee reviewed the financial reporting system, compliance procedures, internal control (including the adequacy of resources, staff qualifications and experience, training programs and budgeting of the Company's accounting and financial reporting departments), the effectiveness of the internal audit function and risk management systems and processes, whistleblowing policy and the reappointment of the external auditor. The Board had not deviated from any recommendation given by the Audit Committee on the selection, appointment, resignation or dismissal of external auditor.

審核委員會亦審閱本公司及其附屬公司於中期及財政年度的中期及年終業績，以及外部核數師就審計過程中的會計事項及主要調查結果而編製的審計報告。

提名委員會

本公司根據企業管治守則成立提名委員會並訂明其書面職權範圍。提名委員會主席為執行董事劉偉亮先生，及其他成員為王傳序先生及謝駿先生（各自為獨立非執行董事）。提名委員會的主要職責包括：(i)至少每年檢討董事會的構成及評估董事的能力與經驗；(ii)就董事的委任及罷免向董事會提出推薦建議；及(iii)評估獨立非執行董事的獨立性及董事（尤其是主席及行政總裁）的繼任計劃。

董事會已採納董事會提名政策，其中載列識別和推薦候選人參加董事會選舉的目的及原則、程序以及標準。提名委員會已獲董事會授權物色具備合適資格成為董事的人士，並就甄選及委任獲提名人士擔任董事職位向董事會提出建議。於評核董事會的組成時，提名委員會考慮董事會多元化政策所述的多項範疇，包括但不限於性別、年齡、文化及教育背景、行業經驗、技術及專業技能及／或資格、知識、作為本公司董事的服務時長及投入的時間。提名委員會將討論及協定取得董事會多元化之度量目標（倘必要）及向董事會推薦予以採納。

於物色及選擇合適的董事人選時，提名委員會向董事會作出建議前會考慮人選的品格、資歷、經驗、獨立性及其他可配合企業策略及達致董事會多元化（倘合適）的必要有關條件。

於二零二四年度，提名委員會已檢討提名政策及董事會多元化政策；評估獨立非執行董事的獨立性；及考慮楊詠儀女士的工作背景，認為彼將進一步加強董事會的獨立性及平衡意見及委任其為獨立非執行董事將有助於董事會的性別多元化。就此，審核委員會向董事會提出委任建議，及就於股東週年大會上重選退任董事向董事會提出建議。

The Audit Committee also reviewed interim and final results of the Company and its subsidiaries for the interim period and the fiscal year as well as the audit report prepared by the external auditor relating to accounting issues and major findings in the course of audit.

NOMINATION COMMITTEE

The Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code. The chairman of the nomination committee is Mr. LIU Weiliang, an executive Director, and the other members are Mr. WANG Chuanxu and Mr. XIE Jun, each an independent non-executive Director. The primary duties of the nomination committee include: (i) reviewing the composition of the Board of Directors and assessing the ability and experience of Directors at least annually; (ii) making recommendations to the Board on the appointment and removal of Directors; and (iii) assessing the independence of the independent non-executive and succession planning for directors, in particular the chairman and the chief executive officer.

The Board had adopted a board nomination policy which sets out the purposes and principles, the process and criteria for identifying and recommending candidates for election to the Board. The nomination committee has been delegated by the Board to identify individuals suitably qualified to become a Director and make recommendations to the Board on the selection and appointment of individuals nominated for directorships. In assessing the Board composition, the nomination committee would take into account various aspects set out in the board diversity policy, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director of the Company. The nomination committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

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

During Year 2024, the nomination committee has reviewed the nomination policy and the board diversity policy; assessed the independence of independent non-executive Directors; and considered the working background of Ms. Yang Yongyi, it is believed that she will further enhance the independence and balanced perspectives of the Board and her appointment as an independent non-executive director will contribute to gender diversity of the Board. In light of this, the Audit Committee has recommended her appointment to the Board and made recommendation to the Board in relation to the re-election of retiring Directors at the annual general meeting.

薪酬委員會

本公司根據上市規則第3.25條及企業管治守則成立薪酬委員會並訂明其書面職權範圍。薪酬委員會主席王傳序先生為獨立非執行董事，薪酬委員會其他成員謝駿先生為獨立非執行董事及劉偉亮先生為執行董事。薪酬委員會的主要職責包括：(i)檢討董事及高級管理層的薪酬政策並就此向董事會提出推薦建議；(ii)監督薪酬政策的實施；(iii)評估執行董事的表現並批准執行董事服務合同的條款；及(iv)根據上市規則第17章審閱及／或批准有關股份計劃的事宜。

本公司制定董事薪酬政策，確保以適當水平的薪酬來吸引及挽留高素質人才，以監管本集團業務及發展。有關本集團薪酬政策的詳情，請參閱「董事會報告書 – 僱員及薪酬政策」一節。薪酬委員會已於其職權範圍中採納企業管治守則之守則條文第E.1.2(c)(ii)條所述的標準。

於二零二四年度，薪酬委員會已討論及檢討本公司有關董事及高級管理層的服務協議、委任函及薪酬政策，並已就個別執行董事及高級管理層的服務協議、委任函及薪酬待遇向董事會提出建議。薪酬委員會亦評估執行董事的表現。概無與股份計劃有關的事項需要由薪酬委員會審查及／或批准。

董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為有關董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事確認，彼等於二零二四年度內已遵守標準守則。

REMUNERATION COMMITTEE

The Company established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The chairman of the remuneration committee is Mr. WANG Chuanxu, an independent non-executive Director, and the other members of remuneration committee are Mr. XIE Jun, an independent non-executive Director, and Mr. LIU Weiliang, an executive Director. The primary duties of the remuneration committee include: (i) reviewing and making recommendations to the Board regarding remuneration policies for Directors and senior management; (ii) supervising the implementation of remuneration policies; (iii) assessing performance of executive directors and approving the terms of executive directors' service contracts; and (iv) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

The Company has in place a policy on Directors' remuneration to ensure that there is an appropriate level of remuneration to attract and retain people of high calibre to oversee the Group's business and development. For details regarding the emolument policy of the Group, please refer to the section headed "Directors' Report – Employees and Remuneration Policy". The remuneration committee has adopted the model described in code provision E.1.2(c)(ii) of the Corporate Governance Code in its terms of reference.

During Year 2024, the remuneration committee discussed and reviewed the service agreements, appointment letters and remuneration policy for Directors and senior management of the Company, and made recommendations to the Board on the service agreements, appointment letters and remuneration packages of individual executive Directors and senior management. The remuneration committee also assessed the performance of the executive Directors. There were no matters relating to share schemes that were required to be reviewed and/or approved by the remuneration committee.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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 regarding Directors' securities transactions. All Directors have confirmed, following specific enquiry made by the Company, that they have complied with the Model Code during Year 2024.

股息政策

本公司已採納股息政策（「**股息政策**」），據此，本公司可向本公司股東宣派及派發股息，惟本集團錄得除稅後溢利且宣派及派發股息不會影響本集團的正常運營。

支付任何股息的建議視乎董事會酌情決定，且宣派末期股息須待本公司股東批准後方可作實。於提議派發任何股息時，董事會亦須考慮（其中包括）本集團的營運、盈利、財務狀況、資金需求及董事認為當時相關的任何其他條件。本公司支付任何股息亦須受開曼群島公司法及本公司組織章程細則的任何限制所規限。

本公司將不時檢討股息政策，且概不保證於任何特定期間擬派或宣派股息。

外部核數師

於二零二四年度，就本集團財務報表的審計已付本公司的外部核數師 – 安永會計師事務所的費用為人民幣5.5百萬元。

年內，安永會計師事務所及其附屬公司和其他關聯實體向本集團提供的非審計服務，包括稅務申報及周轉和重組戰略服務的費用約為人民幣0.7百萬元。

問責及審計

董事負責監督財務報表的編製工作，以真實公平地反映本集團的事務狀況以及報告期的業績及現金流量。核數師就其對財務報表的申報責任的聲明載於本年報第93至96頁。於編製二零二四年度的財務報表時，董事已選擇合適的會計政策並貫徹應用；作出審慎、公平及合理的判斷及估計；並按持續基準編製財務報表，其原因載於財務報表附註2.1。

DIVIDEND POLICY

The Company has adopted a dividend policy (“**Dividend Policy**”), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company, provided that the Group records a profit after tax and that the declaration and distribution of dividends does not affect the normal operations of the Group.

The recommendation of the payment of any dividend is subject to the discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders of the Company. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group’s operations, earnings, financial condition, capital requirements and any other conditions the Directors may deem relevant at such time. Any payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the articles of association of the Company.

The Dividend Policy will be reviewed from time to time and there is no assurance that a dividend will be proposed or declared in any specific periods.

EXTERNAL AUDITOR

For Year 2024, the fees paid to the Company’s external auditor, Ernst & Young, for the audit of the financial statements of the Group were RMB5.5 million.

During the year, the fees of non-audit services, including tax filing and turnaround and restructuring strategy service provided by Ernst & Young and its subsidiary and other affiliate entities to the Group are approximately RMB0.7 million.

ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of the financial statements in order to give a true and fair view of the state of affairs of the Group and of the results and cash flow during the reporting period. A statement from the auditor about its reporting responsibilities on the financial statements is set out on pages 93 to 96 of this annual report. In preparing the financial statements for Year 2024, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis for the reasons as set out in note 2.1 to the financial statements.

董事注意到，如獨立核數師報告無法表示意見之基準章節所述，由於有關持續經營的多項不確定事項之間可能存在互相影響以及可能對綜合財務報表產生累計影響，本公司外部核數師並無就本集團截至二零二四年十二月三十一日止年度的綜合財務報表發表意見。

本集團於截至二零二四年十二月三十一日止年度錄得淨虧損人民幣7,539,046,000元。於二零二四年十二月三十一日，(i) 本集團分別錄得流動負債淨額及負債淨額人民幣12,867,740,000元及人民幣2,279,785,000元；(ii) 本集團的計息銀行及其他借款、優先票據、公司債券、永續資本證券及資產支持證券本金及利息總額為人民幣69,477,634,000元，其中人民幣63,537,982,000元將在未來十二個月內到期償還，其現金及現金等價物為人民幣1,215,294,000元；(iii) 本集團尚未按預定還款日期償還若干優先票據的本息合計人民幣21,406,730,000元及若干優先票據的利息合計人民幣1,464,816,000元，導致人民幣7,583,850,000元的若干優先票據違約事件；(iv) 尚未按預定還款日期償還計息銀行及其他借款的本金合計人民幣18,148,651,000元，導致人民幣7,149,749,000元的若干長期計息銀行及其他借款須按要求償還；(v) 本集團未能償還於二零二二年十一月到期的公司債券本息人民幣1,252,621,000元；(vi) 本集團未能償還於二零二四年七月到期的資產支持證券的尚未償還金額人民幣1,041,088,000元，及(vii) 本集團未能償還永續資本證券的本息人民幣1,750,150,000元。

The Directors noted that the Company's external auditor did not express an opinion on the consolidated financial statements of the Group for the year ended 31 December 2024 due to the potential interaction of multiple uncertainties related to going concern and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of the independent auditor's report.

The Group recorded a net loss of RMB7,539,046,000 for the year ended 31 December 2024. As at 31 December 2024, (i) the Group recorded net current liabilities and net liabilities amounted to RMB12,867,740,000 and RMB2,279,785,000, respectively; (ii) the Group's aggregate principal and interest of interest-bearing bank and other borrowings, senior notes, corporate bonds, perpetual capital securities and asset-backed securities amounted to RMB69,477,634,000, out of which RMB63,537,982,000 will be due for repayment within the next twelve months, while its cash and cash equivalents amounted to RMB1,215,294,000; (iii) the Group had not repaid an aggregate amount of principal and interest of RMB21,406,730,000 for certain senior notes and an aggregate amount of interest amounting to RMB1,464,816,000 for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB7,583,850,000; (iv) an aggregate amount of principal of RMB18,148,651,000 for interest-bearing bank and other borrowings had not been repaid according to their scheduled repayment dates, triggering certain long-term interest-bearing bank and other borrowings amounting to RMB7,149,749,000 becoming repayable on demand; (v) the Group failed to repay the principal and interest amounting to RMB1,252,621,000 for a corporate bond due in November 2022; (vi) the Group failed to repay the outstanding amount of RMB1,041,088,000 for the asset-backed securities due in July 2024, and (vii) the Group failed to repay the principal and interest amounting to RMB1,750,150,000 for the perpetual capital securities.

上述狀況顯示存在重大不確定性，對本集團持續經營的能力構成重大疑問。鑒於該等情況，本公司董事已實施多項計劃及措施以改善本集團的流動資金及財務狀況，包括：

- (a) 本集團一直積極與其法律顧問及財務顧問就其境外整體債務管理方案進行合作，以實現長期可持續的資本結構，解決流動資金問題，穩定本集團運營，同時兼顧所有持份者的利益。
- (b) 本集團一直與現有貸款人就延期償還若干借款展開積極磋商。本集團或可延長若干計息銀行及其他借款的付款時間。然而，有關延期的確認須待貸款人的最終批准方可作實。
- (c) 本集團一直與多家金融機構就以合理成本獲得新貸款展開積極磋商，以確保其在建物業項目的交付。
- (d) 本集團將繼續尋求其他替代性融資及借貸，藉以為清償其現有融資責任以及未來營運及資本開支提供資金。
- (e) 本集團已制定一項業務戰略規劃，主要針對加快物業銷售。
- (f) 本集團已實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支。
- (g) 本集團將繼續尋求合適機會出售其於若干項目開發公司的股權，藉以產生額外現金流量。

董事已審閱管理層編製的本集團現金流量預測，預測涵蓋自二零二四年十二月三十一日起不少於十二個月的期間。本公司將繼續與其顧問努力就本公司境外債務的整體重組達成可行方案。彼等認為，經考慮上述計劃及措施，本集團將有足夠營運資金為其營運提供資金，並

The above conditions indicate the existence of material uncertainties which cast significant doubt over the Group's ability to continue as a going concern. In view of such circumstances, the directors of the Company have undertaken a number of plans and measures to improve the Group's liquidity and financial position, including:

- (a) The Group has been actively working with its legal advisor and financial advisers on its offshore holistic liability management solutions, in order to achieve a long-term sustainable capital structure, resolve its liquidity issue and stabilise the Group's operations, taking into account the interests of all its stakeholders.
- (b) The Group has been actively negotiating with existing lenders on the extension for repayments of certain borrowings. The Group may be able to extend the payment schedule for certain interest-bearing bank and other borrowings. Nevertheless, the confirmation of such extension is subject to the final approval from the lenders.
- (c) The Group has been actively negotiating with several financial institutions to obtain new loans at a reasonable cost for ensuring delivery of its property projects under development.
- (d) The Group will continue to seek for other alternative financing and borrowings to finance the settlement of its existing financial obligations and future operating and capital expenditures.
- (e) The Group has prepared a business strategy plan mainly focusing on the acceleration of the sales of properties.
- (f) The Group has implemented measures to speed up the collection of outstanding sales proceeds and effectively control costs and expenses.
- (g) The Group will continue to seek suitable opportunities to dispose of its equity interests in certain project development companies in order to generate additional cash inflows.

The directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from 31 December 2024. The Company will continue to work with its advisors on reaching a feasible outcome on the holistic restructuring of the offshore debts of the Company. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial

能夠履行其自二零二四年十二月三十一日起計未來十二個月內到期的財務責任。因此，董事信納按持續經營基準編製綜合財務報表屬適當。

儘管如此，本集團管理層能否完成上述計劃及實施上述措施存在重大不確定因素。本集團能否持續經營將取決於下列因素：

- (a) 成功完成其境外債務全面重組；
- (b) 成功與本集團現有貸款人磋商，重續或延期償還本集團計息銀行及其他借貸；
- (c) 成功為合資格項目開發及時取得項目開發貸款；
- (d) 於需要時成功取得額外新融資資源；
- (e) 成功開展本集團業務戰略規劃（包括加快物業銷售）；
- (f) 成功實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支；及
- (g) 成功於適當時候出售本集團於若干項目開發公司的股權。

倘本集團未能完成上述計劃及實施上述措施及持續經營，則需要作出調整以將本集團資產的眼面值撇減至其可收回金額，為可能產生的任何進一步負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表中反映。

審核委員會已與董事會及本集團管理層討論外部核數師的擔憂以及計劃及措施

obligations as and when they fall due within twelve months from 31 December 2024. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the Group is able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the following:

- (a) successfully completing the holistic restructuring of its offshore indebtedness;
- (b) successfully negotiating with the Group's existing lenders for the renewal or extension for repayment of the Group's interest-bearing bank and other borrowings;
- (c) successfully securing project development loans for qualified project development in a timely manner;
- (d) successfully obtaining additional new sources of financing as and when needed;
- (e) successfully carrying out the Group's business strategy plan including the acceleration of the sales of properties;
- (f) successfully implementing measures to speed up the collection of the outstanding sales proceeds and effectively control costs and expenses; and
- (g) successfully disposing of the Group's equity interests in certain project development companies when suitable.

Should the Group be unable to achieve the above-mentioned plans and measures and operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

The Audit Committee has discussed with the Board and the management of the Group about the concerns of the external auditor and the possible

的可能影響。審核委員會及董事會已審慎考慮本集團未來流動資金及表現及其可用融資來源以評估本集團是否有足夠財務來源持續經營，並已考慮(其中包括)(1)境外整體債務管理方案取得的進展；(2)中國若干城市針對首套房購房者及二套房購房者置業的首付比例有所下降；(3)本集團於二零二四年延長部分借款的到期日；(4)本集團已獲得若干地方政府及若干金融機構批准的專項貸款，以確保項目交付；及(5)管理層編製的現金流量預測，涵蓋自二零二四年十二月三十一日起不少於十二個月的期間。審核委員會同意管理層及董事會就持續經營事宜作出的立場及採納的主要判斷領域評估基礎。

管理層將考慮採取適當行動解決無法表示意見。此將包括(其中包括)持續實施及優化計劃及措施，並持續與外部核數師討論，以解決無法表示意見。

審核委員會也討論及理解外部核數師的擔憂，即管理層是否能夠實現計劃及措施存在多項不確定因素。審核委員會對外部核數師關於無法表示意見的立場並無異議。

內部監控及風險管理

董事會負責維持健全有效的內部控制和風險管理系統，以維護本集團的資產和股東權益，並每年檢討本集團內部控制和風險管理系統的有效性，涵蓋所有重大管控包括財務、運營及合規管控，以確保現行的內部控制和風險管理系統屬足夠。該等系統旨在管理而非消除未能達成業務目標的風險(包括(其中包括)與環境、社會和治理相關的重大風險)，並僅可對防範重大錯誤陳述或損失提供合理而非絕對的保證。本公司亦具有內部審計職能，主要分析和獨立評估發行人的風險管理和內部控制系統的充分和有效與否，解決重大內部控制缺陷，並至少每年向董事會報告其調查結果。

impacts of the Plans and Measures. The Audit Committee and the Board have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial sources to continue as a going concern, and have also taken into considerations that, among other things, (1) progress made in relation to the Offshore Holistic Liability Management Solutions; (2) the downpayment for purchasing residential units for first time homebuyers and second homebuyers have been lowered in certain cities in the PRC; (3) the extension of maturity dates for certain borrowings of the Group in 2024; (4) the approvals of special loans by several local governments and certain financial institutions to the Group to ensure project delivery; and (5) the cash flow projections prepared by the management, which cover a period of not less than twelve months from 31 December 2024. The Audit Committee agreed with the position taken by and the basis of assessment on major judgmental areas adopted by the management and the Board regarding the going concern issue.

The management will consider taking appropriate actions to address the Disclaimer of Opinion. This will include, among others, implementing and optimizing the plans and measures on an ongoing basis, and discussing with the external auditor on an ongoing basis to address the Disclaimer of Opinion.

The Audit Committee also discussed and understood the concerns of the external auditor that uncertainties exist as to whether the management will be able to achieve the Plans and Measures. There was no disagreement by the Audit Committee with the external auditor's position regarding the Disclaimer of Opinion.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and shareholders' interests and reviewing the effectiveness of the Group's internal control and risk management systems, covering all material controls, including financial, operational and compliance controls, on an annual basis, so as to ensure that internal control and risk management systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives (including, among others, material risks relating to environmental, social and governance), and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company also has an internal audit function which primarily carries out the analysis and independent appraisal of the adequacy and effectiveness of the issuer's risk management and internal control systems, resolves material internal control defects and reports their findings to the Board on at least an annual basis.

本集團已搭建多維度的風險管理體系，其中包括(1)信息平台保障風險管理系統得以高效運轉；(2)建立風險管理政策，確保本集團執行一致的風險識別、計量及報告的程序與標準；(3)識別各業務環節及重要程序的潛在風險；(4)風險評估及處理程序確保對已識別的風險及時作出評估及提出解決方案；及(5)對風險管理政策、風險評估程序、風險管理措施及其效果進行監督和檢討，並且匯報結果至董事會。此外，本集團的內部控制和風險管理系統包括一套完善的組織架構，有明確界定的責任和權限。日常部門的運作委託給個別部門，對其行為和業績負責，並要求在授權範圍內經營自己部門的業務，並執行和嚴格遵守由本公司不時設定的戰略和政策。每個部門還需要向董事會通報部門業務的重大發展，以及實施由董事會定期制定的政策和戰略的情況。

於二零二四年度內，董事會已檢討本集團內部監控及風險管理制度的有效性，以確保管理層根據協定程序及標準維持及運作一個良好的體系。檢討範圍涵蓋所有重大監控，包括財務、營運及合規監控及風險管理職能。尤其是，董事會考慮本公司在會計、內部審計及財務申報職能方面的資源、員工資格及經驗以及培訓課程及有關預算是否充足。該檢討乃經與本公司的管理層、其外聘及內部核數師討論後作出，且有關評估由審核委員會進行。董事會認為，現有內部控制和風險管理系統乃足夠及有效，尤其是在財務申報及遵守上市規則方面。

The Group has established a multi-dimensional risk management system, which includes (1) an information platform that ensures the efficient operation of the risk management system; (2) formulating risk management policies to ensure the Group carries out consistent procedures and standards for risk identification, measurement and reporting; (3) identifying potential risks of various business segments and key procedures; (4) risk assessment and action procedures to ensure identified risks are assessed and solutions are proposed in a timely manner; and (5) monitoring and reviewing the risk management policies, risks assessment procedures, measures for managing risks and their effectiveness, and report the findings to the Board. In addition, the Group's internal control and risk management systems include a well-established organizational structure with clearly defined lines of responsibility and authority. The day-to-day departmental operations are entrusted to individual department which is accountable for its own conduct and performance and is required to operate its own department's business within the scope of the delegated authority and to implement and strictly adhere to the strategies and policies set by the Company from time to time. Each department is also required to keep the Board informed of material developments of the department's business and implementation of the policies and strategies set by the Board on a regular basis.

During Year 2024, the Board has reviewed the effectiveness of the internal control and risk management systems of the Group to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards. The review covered all material controls, including financial, operational and compliance controls and risk management functions. In particular, the Board considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting functions. The review was made by discussions with the management of the Company, its external and internal auditors and the assessment was conducted by the Audit Committee. The Board considers that the existing internal control and risk management systems are adequate and effective, in particular, for financial reporting and Listing Rules compliance.

舉報及反腐敗政策

構建方便和透明的舉報體系是本集團致力於推動廉潔治理的重要組成部分。為此，本集團制定了《舉報管理指引》，明確本集團內部和外部的舉報管理機制、舉報渠道和方式，並制定了統一的舉報受理及處理程序。同時，《舉報管理指引》明確了對舉報人的保護和獎勵的規定，要求受理方嚴格保密舉報人的信息，以最大程度上保障舉報人權益和利益。

此外，本集團嚴格遵守相關法律法規，建立了《員工職務行為準則》等制度，規範僱員違反廉潔、濫用職權、利益衝突等行為，並明確本集團價值導向，使全體僱員盡忠職守、廉正自律，共同維護本集團整體利益。本集團已安排並將持續加強董事及僱員反貪腐及反舞弊培訓，加強腐敗預防宣傳，樹立清正廉潔的員工文化。

內幕消息

在處理及發放內幕消息之程序及內部監控方面，本公司高度重視其於證券及期貨條例第XIVA部及上市規則項下之責任。本公司已採納持續披露合規政策，政策載列對本集團董事及管理人員之指引及程序，以確保本集團之內幕消息公平、及時地公開。本集團定期為管理人員舉行簡報會，協助彼等了解及遵守相關政策。

WHISTLEBLOWING AND ANTI-CORRUPTION POLICIES

Building a convenient and transparent reporting system is a crucial component of the Group's collective effort towards clean and honest governance. To this end, the Group has formulated the "Guidelines for Reporting Management", which outline the Group's internal and external reporting management mechanisms, reporting channels and methods and set forth standardized procedures for the acceptance and processing of reports. Meanwhile, the "Guidelines for Reporting Management" provide explicit protection and reward provisions for whistleblowers, and require that any information about whistleblowers be kept confidential by the recipient, so as to safeguard the rights and interests of whistleblowers to the greatest possible extent.

In addition, the Group adheres strictly to relevant laws and regulations and has established systems such as "Code of Conduct for Employees", which regulates employee behavior, including violations of integrity, abuse of power and conflict of interests, and defines the Group's value orientation, enabling employees to perform their duties with loyalty, integrity, and self-discipline, and jointly safeguard the overall interests of the Group. The Group arranged and will continue to reinforce anti-corruption and anti-fraud training for Directors and employees, intensifies corruption prevention campaigns and fosters a culture of honesty and integrity among its workforce.

INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company takes seriously of its obligations under Part XIVA of the Securities and Futures Ordinance and the Listing Rules. The Company has adopted a Continuous Disclosure Compliance Policy which sets out guidelines and procedures to the Directors and officers of the Group to ensure inside information of the Group is to be disseminated to the public in equal and timely manner. Briefing session is held regularly for officers to facilitate their understanding and compliance with the policy.

股東權利

本公司於開曼群島註冊成立。董事會可於其認為適當的情況下隨時召開股東特別大會。特別股東大會亦可由一名或多名股東要求召開，該等股東於提出要求當日持有本公司實繳股本不少於十分之一並有權在股東大會上按本公司股本中一股一票的基準投票。有關要求須以書面形式向董事會或秘書提出，藉以要求董事會就處理有關要求所指明之任何事務而召開股東特別大會。有關會議須在存放該請求書後2個月內召開。如董事會在請求書存放日期起計21日內未有進行安排召開有關會議，則請求人可用相同方式自行召開會議，且請求人因董事會未有召開會議而招致的所有合理費用，須由本公司償還請求人。請求人可在根據本條要求召開的股東大會議程中增加決議案。

為保障股東權益及權利，本公司將就各重大事宜（包括選舉個別董事）於股東大會提呈獨立決議案。

股東提名人士參選董事的程序可於本公司網站(www.zhenrodc.com)查閱。股東可將書面建議送交本公司秘書（地址為香港灣仔皇后大道東248號大新金融中心40樓），惟遞交該書面通知的最短期限須至少為七天，且提交該通知的期限不應早於寄發就有關選舉而召開有關股東大會通告日期翌日開始，及不得遲於舉行有關股東大會日期前七天完結。為確保其他股東有充足時間接收及考慮獲提名董事候選人的資料，謹請股東於相關股東大會前盡早且無論如何不遲於相關股東大會擬定舉行日期前12個營業日（定義見上市規則，即聯交所開市進行證券買賣日）提交建議提名相關人士參選董事的書面通知，使本公司能與本公司的證券登記處完成核查程序，及遵循上市規則項下適用規定促使刊發公告及／或向股東寄發補充通函。倘本公司於相關股東大會舉行日期前第12個營業日後

SHAREHOLDERS' RIGHTS

The Company is incorporated in the Cayman Islands. The Board may whenever it thinks fit to convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per Share basis in the share capital of the Company. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The requisitionist(s) may add resolutions to the agenda of a general meeting requisitioned under this Article.

To safeguard shareholders' interests and rights, separate resolutions are and will be proposed at general meetings on each substantial issue, including the election of individual Directors.

The procedures for shareholder to propose a person for election as a director are available on the Company's website (www.zhenrodc.com). Shareholders may lodge written proposal to the company secretary of the Company at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong, provided that the minimum length of the period, during which such written notice is given, shall be at least seven days and that the lodgment of such notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting. In order to ensure that other shareholders would have sufficient time to receive and consider the information of the person proposed for election as a director, shareholders are urged to lodge their written notice of his intention to propose a person for election as director as early as practicable in advance of the relevant general meeting and, in any case, not less than 12 business days (as defined in the Listing Rules, i.e. day(s) on which the Stock Exchange is open for business of dealing in securities) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the dispatch of a supplementary circular to shareholders in compliance with the applicable

接獲任何有關書面通知，則本公司將需要考慮是否押後相關會議，以根據上市規則提前至少10個營業日通知股東有關議案。

股東及投資者如欲就本公司向董事會作出查詢，可將有關查詢寄至本公司，地址如下：

地址：香港灣仔港灣道26號華潤大廈32樓3201室
聯絡人：陳競德先生
電郵地址：anthonychan@zhenro.com

本公司通常不會處理口頭或匿名查詢。

股東通訊政策

為與股東保持公開有效的溝通，董事會已採納股東通訊政策，並及時向股東更新有關本集團業務的相關資料。該政策會定期檢討以確保其有效性。本公司已建立多個與股東溝通的渠道，具體如下：

- (i) 可於聯交所網站(www.hkexnews.hk)及本公司網站(www.zhenrodc.com)查閱之公司通訊，如年度報告、中期報告及通函；
- (ii) 分別於聯交所及本公司網站刊發上市規則規定之公告及其他披露；
- (iii) 本公司的公司資料及聯繫方式於本公司網站可供查閱；
- (iv) 股東週年大會及股東特別大會為股東就本公司提出查詢及意見，並與董事及高級管理人員交換意見提供平台；及

requirements under the Listing Rules. In the event that any such written notice is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant meeting so as to give shareholders a notice of at least 10 business days of the proposal in accordance with the Listing Rules.

Shareholders and investors who wish to make inquiries to the Board regarding the Company may send such enquiries to the Company at the following address:

Address: Unit 3201, 32/F, China Resources Building,
26 Harbour Road, Wanchai, Hong Kong
Contact person: Mr. Chan King Tak
Email address: anthonychan@zhenro.com

The Company will not normally deal with verbal or anonymous inquiries.

SHAREHOLDERS' COMMUNICATION POLICY

The Board has adopted the shareholders' communication policy to maintain an open and effective communication with the shareholders and to update the shareholders on relevant information on the Group's business in a timely manner. The policy is regularly reviewed to ensure its effectiveness. The Company has established several channels to communicate with its shareholders as follows:

- (i) Corporate communications such as annual reports, interim reports and circulars are available on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.zhenrodc.com;
- (ii) Announcements and other disclosures as required under the Listing Rules are published on the respective websites of the Stock Exchange and the Company;
- (iii) Corporate information and contact details of the Company are made available on the Company's website;
- (iv) Annual and extraordinary general meetings provide a forum for the shareholders to raise queries and make comments about the Company, and exchange views with the Directors and senior management; and

- (v) 本公司香港股份過戶登記處香港中央證券登記有限公司，為股東提供股份登記、派發股息及相關事宜之服務。

於二零二四年度，本公司維持著充足的聯絡資料，以供股東向董事會提出詢問。此外，本公司於二零二四年六月十四日舉行股東週年大會，股東於會上與董事會主席交流意見。企業通訊將及時刊發於本公司及聯交所網站。於二零二四年度，董事會已審閱股東通訊政策的實施與成效，基於上述因素，董事會認為，股東通訊政策屬有效。

章程文件

本公司於二零二四年六月十四日舉行的股東週年大會上通過一項特別決議案，批准修訂本公司組織章程細則（「**組織章程細則**」）及採納經修訂及重列的組織章程細則，自二零二四年六月十四日起生效。詳情請參閱本公司日期為二零二四年四月二十九日的通函及本公司日期為二零二四年六月十四日的投票結果公告。

經修訂及重列的組織章程細則可於本公司及聯交所網站查閱。

- (v) The Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, serves the shareholders in respect of share registration, dividend payment and related matters.

During Year 2024, the Company has maintained sufficient contact details for shareholders to put forward enquiries to the Board. In addition, the Company held an AGM on 14 June 2024 at which shareholders were able to communicate their views with the chairman of the Board. Corporate communications were published on the websites of the Company and the Stock Exchange in a timely manner. The Board has reviewed the implementation and effectiveness of the shareholders' communication policy during Year 2024 and based on the above factors, the Board considers the shareholders' communication policy to be effective.

CONSTITUTIONAL DOCUMENTS

A special resolution was passed at the annual general meeting of the Company held on 14 June 2024, which approved the amendment of the articles of association of the Company (the “**Articles of Association**”) and the adoption of the amended and restated Articles of Association with effect from 14 June 2024. Please refer to the circular of the Company dated 29 April 2024 and the poll results announcement of the Company dated 14 June 2024 for details.

The amended and restated Articles of Association is available on the websites of the Company and the Stock Exchange.



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致正榮地產集團有限公司全體股東
(於開曼群島註冊成立的有限公司)

To the shareholders of Zhenro Properties Group Limited
(Incorporated in the Cayman Islands with limited liability)

無法表示意見

吾等獲委聘審核第97至260頁所載正榮地產集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,包括於二零二四年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益表、綜合全面收益表、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)。

吾等並無就貴集團的綜合財務報表發表意見。如本報告無法表示意見之基準所述,有關持續經營的多項不確定事項之間可能存在互相影響以及可能對綜合財務報表產生累計影響,故此吾等無法就綜合財務報表發表意見。在所有其他方面,吾等認為該等綜合財務報表已遵照香港公司條例的披露規定妥為擬備。

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Zhenro Properties Group Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 97 to 260, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, the consolidated statement of 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.

We do not express an opinion on the consolidated financial statements of the Group. Because of the potential interaction of the multiple uncertainties relating to going concern and their possible cumulative effect on the consolidated financial statements as described in the *Basis for Disclaimer of Opinion* section of our report, it is not possible for us to form an opinion on the consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

無法表示意見之基準

與持續經營相關的多項不確定事項

誠如綜合財務報表附註2.1所述，貴集團於截至二零二四年十二月三十一日止年度錄得淨虧損人民幣7,539,046,000元。於二零二四年十二月三十一日，(i) 貴集團分別錄得流動負債淨額及負債淨額人民幣12,867,740,000元及人民幣2,279,785,000元；(ii) 貴集團的計息銀行及其他借款、優先票據、公司債券、永續資本證券及資產支持證券本金及利息總額為人民幣69,477,634,000元，其中人民幣63,537,982,000元將在未來十二個月內到期償還，其現金及現金等價物為人民幣1,215,294,000元；(iii) 貴集團尚未按預定還款日期償還若干優先票據的本息合計人民幣21,406,730,000元及若干優先票據的利息合計人民幣1,464,816,000元，導致人民幣7,583,850,000元的若干優先票據違約事件；(iv) 尚未按預定還款日期償還計息銀行及其他借款的本金合計人民幣18,148,651,000元，導致人民幣7,149,749,000元的若干長期計息銀行及其他借款須按要求償還；(v) 貴集團未能償還於二零二二年十一月到期的公司債券本息人民幣1,252,621,000元；(vi) 貴集團未能償還於二零二四年七月到期的資產支持證券的尚未償還金額人民幣1,041,088,000元，及(vii) 貴集團未能償還永續資本證券的本息人民幣1,750,150,000元。該等情況連同綜合財務報表附註2.1所披露其他事宜，表明存在令貴集團的持續經營能力存在重大質疑的重大不確定因素。

BASIS FOR DISCLAIMER OF OPINION

Multiple uncertainties relating to going concern

As set out in note 2.1 to the consolidated financial statements, the Group recorded a net loss of RMB7,539,046,000 for the year ended 31 December 2024. As at 31 December 2024, (i) the Group recorded net current liabilities and net liabilities amounted to RMB12,867,740,000 and RMB2,279,785,000, respectively; (ii) the Group's aggregate principal and interest of interest-bearing bank and other borrowings, senior notes, corporate bonds, perpetual capital securities and asset-backed securities amounted to RMB69,477,634,000, out of which RMB63,537,982,000 will be due for repayment within the next twelve months, while its cash and cash equivalents amounted to RMB1,215,294,000; (iii) the Group had not repaid an aggregate amount of principal and interest of RMB21,406,730,000 for certain senior notes and an aggregate amount of interest amounting to RMB1,464,816,000 for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB7,583,850,000; (iv) an aggregate amount of principal of RMB18,148,651,000 for interest-bearing bank and other borrowings had not been repaid according to their scheduled repayment dates, triggering certain long-term interest-bearing bank and other borrowings amounting to RMB7,149,749,000 becoming repayable on demand; (v) the Group failed to repay the principal and interest amounting to RMB1,252,621,000 for a corporate bond due in November 2022; (vi) the Group failed to repay the outstanding amount of RMB1,041,088,000 for the asset-backed securities due in July 2024, and (vii) the Group failed to repay the principal and interest amounting to RMB1,750,150,000 for the perpetual capital securities. These conditions, together with other matters disclosed in note 2.1 to the consolidated financial statements, indicate the existence of material uncertainties which cast significant doubt on the Group's ability to continue as a going concern.

無法表示意見之基準 (續)

與持續經營相關的多項不確定事項 (續)

貴公司董事正在實施計劃及採取措施，以改善 貴集團流動資金及財務狀況，詳情載於綜合財務報表附註2.1。綜合財務報表已按持續經營假設編製，假設之有效性取決於該等措施的結果，其存在多種不確定性，包括：(i)成功完成其境外債務全面重組；(ii)成功與 貴集團現有貸款人磋商，重續或延期償還 貴集團計息銀行及其他借貸；(iii)成功為合資格項目開發及時取得項目開發貸款；(iv)於需要時成功取得額外新融資資源；(v)成功開展 貴集團業務戰略規劃(包括加快物業銷售)；(vi)成功實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支；及(vii)成功並及時實施計劃以出售 貴集團於若干項目開發公司的股權，並及時回收所得款項。

由於多項不確定事項、多項不確定事項之間可能存在互相影響以及可能產生的累計影響，吾等無法對按持續經營基準編製是否屬恰當提供意見。倘 貴集團無法實現上述計劃及措施，貴集團可能無法持續經營，則可能需要作出調整以將 貴集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表中反映。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的國際財務報告準則會計準則及香港公司條例的披露規定，編製真實而公平地反映情況的綜合財務報表，並進行董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

BASIS FOR DISCLAIMER OF OPINION (Continued)

Multiple uncertainties relating to going concern (Continued)

The directors of the Company have been undertaking plans and measures to improve the Group's liquidity and financial position, which are set out in note 2.1 to the consolidated financial statements. The validity of the going concern assumption on which the consolidated financial statements have been prepared depends on the outcome of these measures, which are subject to multiple uncertainties, including: (i) successfully completing the holistic restructuring of its offshore indebtedness; (ii) successfully negotiating with the Group's existing lenders for the renewal or extension for repayment of the Group's interest-bearing bank and other borrowings; (iii) successfully securing project development loans for qualified project development timely; (iv) successfully obtaining additional new sources of financing as and when needed; (v) successfully carrying out the Group's business strategy plan including the acceleration of the sales of properties; (vi) successfully implementing measures to speed up the collection of outstanding sales proceeds and effectively control costs and expenses; and (vii) the successful and timely implementation of the plans to dispose of its equity interests in certain project development companies, and the timely collection of the proceeds.

As a result of these multiple uncertainties, their potential interaction, and the possible cumulative effect thereof, we were unable to form an opinion as to whether the going concern basis of preparation is appropriate. Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amount of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board 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.

董事就綜合財務報表須承擔的責任(續)

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非貴公司董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會協助貴公司董事履行彼等監督貴集團財務報告程序的責任。

核數師就審核綜合財務報表須承擔的責任

吾等的責任是根據香港會計師公會(「香港會計師公會」)頒佈之香港核數準則對貴集團的綜合財務報表進行審核工作，並為全體股東出具核數師報告，除此以外，本報告不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。然而，由於吾等報告中無法表示意見之基準一節所述的事項，吾等無法就綜合財務報表發表意見。

根據香港會計師公會的職業會計師道德守則(「守則」)，吾等獨立於貴集團，並已履行守則中的其他職業道德責任。

出具本獨立核數師報告的審核項目合夥人為Ho Wai Ling。

安永會計師事務所
執業會計師
香港
二零二五年三月二十八日

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

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.

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

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and to issue an auditor's report. We report 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. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, it is not possible for us to form an opinion on the consolidated financial statements.

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.

The engagement partner on the audit resulting in this independent auditor's report is Ho Wai Ling.

Ernst & Young
Certified Public Accountants
Hong Kong
28 March 2025

綜合損益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

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

| | | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------------------|---|-------------|-----------------------------------|-----------------------------------|
| 收益 | REVENUE | 5 | 33,416,906 | 38,774,935 |
| 銷售成本 | Cost of sales | | (31,453,104) | (36,596,210) |
| 毛利 | Gross profit | | 1,963,802 | 2,178,725 |
| 其他收入及收益 | Other income and gains | 5 | 30,647 | 82,244 |
| 銷售及分銷開支 | Selling and distribution expenses | | (797,318) | (922,979) |
| 行政開支 | Administrative expenses | | (629,542) | (655,900) |
| 金融資產減值虧損淨額 | Impairment losses on financial assets, net | 22, 38 | (664,343) | (1,426,423) |
| 其他開支 | Other expenses | 5 | (3,123,457) | (4,594,607) |
| 投資物業的公平值虧損 | Fair value losses on investment properties | 14 | (573,200) | (644,419) |
| 按公平值計入損益的金融 資產的公平值虧損 | Fair value losses on financial assets at fair value through profit or loss | | — | (254,155) |
| 融資成本 | Finance costs | 7 | (3,730,262) | (2,588,893) |
| 應佔以下單位溢利及虧損： | Share of profits and losses of: | | | |
| 合營企業 | Joint ventures | | 38,430 | (28,178) |
| 聯營公司 | Associates | | 116,467 | (149,697) |
| 除稅前虧損 | LOSS BEFORE TAX | 6 | (7,368,776) | (9,004,282) |
| 所得稅開支 | Income tax expense | 10 | (170,270) | (481,280) |
| 年內虧損 | LOSS FOR THE YEAR | | (7,539,046) | (9,485,562) |
| 以下人士應佔： | Attributable to: | | | |
| 母公司擁有人 | Owners of the parent | | (6,829,835) | (8,467,942) |
| 非控股權益 | Non-controlling interests | | (709,211) | (1,017,620) |
| | | | (7,539,046) | (9,485,562) |
| 母公司普通權益持有人 應佔每股虧損 | LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT | | | |
| 基本及攤薄 | Basic and diluted | 12 | 人民幣(1.56)元 RMB(1.56) yuan | 人民幣(1.94)元 RMB(1.94) yuan |

綜合全面收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

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

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------------------|---|-----------------------------------|-----------------------------------|
| 年內虧損 | LOSS FOR THE YEAR | (7,539,046) | (9,485,562) |
| 其他全面虧損 | OTHER COMPREHENSIVE LOSS | | |
| 可於往後期間重新分類至損益 之其他全面虧損： | Other comprehensive loss that may be reclassified to profit or loss in subsequent periods: | | |
| 匯兌差額： | Exchange differences: | | |
| 換算海外業務產生的匯兌差額 | Exchange differences on translation of foreign operations | (230,467) | (54,417) |
| 於往後期間將不會重新分類至 損益之其他全面虧損： | Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods: | | |
| 匯兌差額： | Exchange differences: | | |
| 換算海外業務產生的匯兌差額 | Exchange differences on translation of foreign operations | (258,063) | (128,618) |
| 年內其他全面虧損，扣除稅項 | OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX | (488,530) | (183,035) |
| 年內全面虧損總額，扣除稅項 | TOTAL COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX | (8,027,576) | (9,668,597) |
| 以下人士應佔： | Attributable to: | | |
| 母公司擁有人 | Owners of the parent | (7,318,365) | (8,650,977) |
| 非控股權益 | Non-controlling interests | (709,211) | (1,017,620) |
| | | (8,027,576) | (9,668,597) |

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

二零二四年十二月三十一日
31 December 2024

| | | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------------------|--|-------------|-----------------------------------|-----------------------------------|
| 非流動資產 | NON-CURRENT ASSETS | | | |
| 物業、廠房及設備 | Property, plant and equipment | 13 | 522,152 | 1,244,300 |
| 投資物業 | Investment properties | 14 | 7,433,700 | 8,006,900 |
| 使用權資產 | Right-of-use assets | 15 | 222,173 | 247,203 |
| 其他無形資產 | Other intangible assets | | 16 | 28 |
| 於合營企業的投資 | Investments in joint ventures | 16 | 2,254,602 | 2,179,692 |
| 於聯營公司的投資 | Investments in associates | 17 | 6,359,924 | 6,346,465 |
| 遞延稅項資產 | Deferred tax assets | 18 | 19,201 | 578,263 |
| 非流動資產總值 | Total non-current assets | | 16,811,768 | 18,602,851 |
| 流動資產 | CURRENT ASSETS | | | |
| 按公平值計入損益的 金融資產 | Financial assets at fair value through profit or loss | | — | 2,701 |
| 開發中物業 | Properties under development | 19 | 33,373,365 | 64,430,208 |
| 持作出售已竣工物業 | Completed properties held for sale | 20 | 29,483,387 | 29,801,224 |
| 貿易應收款項 | Trade receivables | 21 | 262,670 | 574,284 |
| 應收關聯公司款項 | Due from related companies | 38 | 9,916,396 | 10,281,064 |
| 預付款項、其他應收款項 及其他資產 | Prepayments, other receivables and other assets | 22 | 18,589,696 | 22,465,143 |
| 可收回稅項 | Tax recoverable | | 1,760,203 | 1,994,545 |
| 受限制現金及已抵押存款 | Restricted cash and pledged deposits | 23 | 1,969,388 | 3,318,649 |
| 現金及現金等價物 | Cash and cash equivalents | 23 | 1,215,294 | 1,716,960 |
| 流動資產總值 | Total current assets | | 96,570,399 | 134,584,778 |

綜合財務狀況表
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
二零二四年十二月三十一日
31 December 2024

| | | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------|--|-------------|-----------------------------------|-----------------------------------|
| 流動負債 | CURRENT LIABILITIES | | | |
| 貿易應付款項及應付票據 | Trade and bills payables | 24 | 16,349,689 | 17,734,022 |
| 其他應付款項及應計費用 | Other payables and accruals | 25 | 15,737,159 | 13,522,987 |
| 合約負債 | Contract liabilities | 26 | 13,841,193 | 45,469,076 |
| 應付關聯公司款項 | Due to related companies | 38 | 5,375,738 | 5,608,784 |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 27 | 26,795,849 | 25,834,848 |
| 優先票據 | Senior notes | 28 | 24,514,674 | 24,162,213 |
| 公司債券 | Corporate bonds | 29 | 1,496,056 | 1,187,772 |
| 永續資本證券 | Perpetual capital securities | 32 | 1,412,671 | 1,391,908 |
| 應付稅項 | Tax payable | 10 | 3,913,574 | 4,472,318 |
| 租賃負債 | Lease liabilities | 15 | 1,536 | 14,026 |
| 流動負債總額 | Total current liabilities | | 109,438,139 | 139,397,954 |
| 流動負債淨值 | NET CURRENT LIABILITIES | | (12,867,740) | (4,813,176) |
| 總資產減流動負債 | TOTAL ASSETS LESS CURRENT LIABILITIES | | 3,944,028 | 13,789,675 |

綜合財務狀況表
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
二零二四年十二月三十一日
31 December 2024

| | | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------|---|-------------|-----------------------------------|-----------------------------------|
| 非流動負債 | NON-CURRENT LIABILITIES | | | |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 27 | 1,032,050 | 3,165,631 |
| 其他應付款項及應計費用 | Other payables and accruals | 25 | 1,305,123 | 328,370 |
| 公司債券 | Corporate bonds | 29 | 3,602,479 | 3,765,969 |
| 遞延稅項負債 | Deferred tax liabilities | 18 | 279,287 | 367,883 |
| 租賃負債 | Lease liabilities | 15 | 4,874 | 10,293 |
| 非流動負債總額 | Total non-current liabilities | | 6,223,813 | 7,638,146 |
| 淨(負債)/資產 | Net (liabilities)/assets | | (2,279,785) | 6,151,529 |
| 權益 | EQUITY | | | |
| 母公司擁有人應佔權益 | Equity attributable to owners of the parent | | | |
| 股本 | Share capital | 30 | 282 | 282 |
| 儲備 | Reserves | 31 | (11,207,610) | (3,889,245) |
| | | | (11,207,328) | (3,888,963) |
| 非控股權益 | Non-controlling interests | | 8,927,543 | 10,040,492 |
| 權益總額 | Total equity | | (2,279,785) | 6,151,529 |

劉偉亮先生
董事

李洋先生
董事

Mr. Liu Weiliang
Director

Mr. Li Yang
Director

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

| | | 母公司擁有人應佔 Attributable to owners of the parent | | | | | | | | | |
|--------------------|--|--|------------------|-------------------|--------------------|----------------------------------|------------------------------------|-----------------------|--------------|----------------------------------|-----------------|
| | | 股本 | 股份溢價 | 合併儲備 | 資本儲備 | 法定盈餘 儲備 | 匯兌波動 儲備 | 累計虧損 | 總計 | 非控股權益 | 權益總額 |
| | | Share capital | Share premium | Merger reserve | Capital reserve | Statutory surplus reserves | Exchange fluctuation reserve | Accumulated losses | Total | Non- controlling interests | Total equity |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | (附註30) | (附註31(a)) | (附註31(b)) | (附註31(c)) | (附註31(d)) | (附註31(e)) | (附註31(f)) | (附註31(g)) | (附註31(h)) | (附註31(i)) |
| | | (note 30) | (note 31(a)) | (note 31(b)) | (note 31(c)) | (note 31(d)) | (note 31(e)) | (note 31(f)) | (note 31(g)) | (note 31(h)) | (note 31(i)) |
| 於二零二四年 一月一日 | As at 1 January 2024 | 282 | 3,696,478* | 4,527,360* | (215,068)* | 1,851,021* | (1,026,027)* | (12,723,009)* | (3,888,963) | 10,040,492 | 6,151,529 |
| 年內虧損 | Loss for the year | - | - | - | - | - | - | (6,829,835) | (6,829,835) | (709,211) | (7,539,046) |
| 年內其他全面虧損： | Other comprehensive loss for the year: | | | | | | | | | | |
| 換算海外業務產生 的匯兌差額 | Exchange differences on translation of foreign operations | - | - | - | - | - | (488,530) | - | (488,530) | - | (488,530) |
| 年內全面虧損總額 | Total comprehensive loss for the year | - | - | - | - | - | (488,530) | (6,829,835) | (7,318,365) | (709,211) | (8,027,576) |
| 附屬公司非控股 權益減資 | Capital reduction of subsidiaries for non-controlling interests | - | - | - | - | - | - | - | - | (320,465) | (320,465) |
| 向附屬公司非控股 股東派付股息 | Dividends paid to non-controlling shareholders of subsidiaries | - | - | - | - | - | - | - | - | (83,273) | (83,273) |
| 轉撥至法定盈餘 儲備 | Appropriations to statutory surplus reserves | - | - | - | - | 34,149 | - | (34,149) | - | - | - |
| 於二零二四年 十二月三十一日 | As at 31 December 2024 | 282 | 3,696,478* | 4,527,360* | (215,068)* | 1,885,170* | (1,514,557)* | (19,586,993)* | (11,207,328) | 8,927,543 | (2,279,785) |
| 於二零二三年 一月一日 | As at 1 January 2023 | 282 | 3,696,478* | 4,527,360* | (218,148)* | 1,719,294* | (842,992)* | (4,123,340)* | 4,758,934 | 12,720,723 | 17,479,657 |
| 年內虧損 | Loss for the year | - | - | - | - | - | - | (8,467,942) | (8,467,942) | (1,017,620) | (9,485,562) |
| 年內其他全面虧損： | Other comprehensive loss for the year: | | | | | | | | | | |
| 換算海外業務產生 的匯兌差額 | Exchange differences on translation of foreign operations | - | - | - | - | - | (183,035) | - | (183,035) | - | (183,035) |
| 年內全面虧損總額 | Total comprehensive loss for the year | - | - | - | - | - | (183,035) | (8,467,942) | (8,650,977) | (1,017,620) | (9,668,597) |
| 收購非控股權益 | Acquisition of non-controlling interests | - | - | - | 3,080 | - | - | - | 3,080 | (1,238,308) | (1,235,228) |
| 出售附屬公司 | Disposal of subsidiaries | - | - | - | - | - | - | - | - | (20,635) | (20,635) |
| 向附屬公司非控股 股東派付股息 | Dividends paid to non-controlling shareholders of subsidiaries | - | - | - | - | - | - | - | - | (403,668) | (403,668) |
| 轉撥至法定盈餘 儲備 | Appropriations to statutory surplus reserves | - | - | - | - | 131,727 | - | (131,727) | - | - | - |
| 於二零二三年 十二月三十一日 | As at 31 December 2023 | 282 | 3,696,478* | 4,527,360* | (215,068)* | 1,851,021* | (1,026,027)* | (12,723,009)* | (3,888,963) | 10,040,492 | 6,151,529 |

* 該等儲備賬目包括綜合財務狀況表內的綜合儲備人民幣(11,207,610,000)元(二零二三年：人民幣(3,889,245,000)元)。

* These reserve accounts comprise the consolidated reserves of RMB(11,207,610,000) (2023: RMB(3,889,245,000)) in the consolidated statement of financial position.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

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

| | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|---------------------------------|--|-----------------------------------|-----------------------------------|
| 經營活動現金流量 | CASH FLOWS FROM OPERATING ACTIVITIES | | |
| 除稅前虧損 | Loss before tax | (7,368,776) | (9,004,282) |
| 調整： | Adjustments for: | | |
| 物業、廠房及設備折舊 | Depreciation of property, plant and equipment | 21,958 | 24,231 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 20,220 | 33,275 |
| 攤銷其他無形資產 | Amortisation of other intangible assets | 12 | 20 |
| 出售物業、廠房及設備項 目的虧損／(收益)淨額 | Losses/(gains) on disposal of items of property, plant and equipment, net | 6 | (4,428) |
| 出售附屬公司的虧損淨額 | Losses on disposal of subsidiaries, net | — | 25,243 |
| 出售按公平值計入損益 的金融資產的虧損淨額 | Losses on disposal of financial assets at fair value through profit or loss, net | 87 | 9,504 |
| 租期終止的收益 | Gain on lease term termination | (1,096) | — |
| 應佔以下單位溢利及 虧損： | Share of profits and losses of: | | |
| 合營企業 | Joint ventures | (38,430) | 28,178 |
| 聯營公司 | Associates | (116,467) | 149,697 |
| 按公平值計入損益的金融 資產的公平值虧損 | Fair value losses from financial assets at fair value through profit or loss | — | 254,155 |
| 投資物業公平值變動 | Changes in fair value of investment properties | 573,200 | 644,419 |
| 金融資產減值虧損淨額 | Impairment losses on financial assets, net | 664,343 | 1,426,423 |
| 就開發中物業及持作出售 已竣工物業確認的減值 虧損 | Impairment losses recognised for properties under development and completed properties held for sale | 2,328,116 | 4,375,883 |
| 就物業、廠房及設備確認 的減值虧損 | Impairment losses recognised for property, plant and equipment | 700,196 | — |
| 融資成本 | Finance costs | 3,730,262 | 2,588,893 |
| 利息收入 | Interest income | (21,917) | (50,813) |
| | | 491,714 | 500,398 |

綜合現金流量表
CONSOLIDATED STATEMENT OF CASH FLOWS
截至二零二四年十二月三十一日止年度
Year ended 31 December 2024

| | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|------------------------|--|-----------------------------------|-----------------------------------|
| 開發中物業及持作出售 已竣工物業減少 | Decrease in properties under development and completed properties held for sale | 29,019,608 | 25,438,484 |
| 受限制現金減少 | Decrease in restricted cash | 1,281,786 | 2,705,499 |
| 提取／(存放)已抵押存款 | Withdrawal/(placement) of pledged deposits | 66,750 | (48,789) |
| 貿易應收款項減少 | Decrease in trade receivables | 311,614 | 173,574 |
| 預付款項、其他應收款項及 其他資產減少 | Decrease in prepayments, other receivables and other assets | 1,901,223 | 1,709,214 |
| 應收關聯公司款項 減少／(增加) | Decrease/(increase) in amounts due from related companies | 6,869 | (25,675) |
| 貿易應付款項及應付票據 (減少)／增加 | (Decrease)/increase in trade and bills payables | (1,249,449) | 2,142,215 |
| 其他應付款項及應計費用 增加 | Increase in other payables and accruals | 105,589 | 1,116,483 |
| 合約負債減少 | Decrease in contract liabilities | (31,603,442) | (31,254,149) |
| 應付關聯公司款項 (減少)／增加 | (Decrease)/increase in amounts due to related companies | (6,772) | 26,008 |
| 經營所得現金 | Cash generated from operations | 325,490 | 2,483,262 |
| 已收利息 | Interest received | 21,917 | 50,813 |
| 已退／(已付)稅項 | Tax refunded/(paid) | 3,234 | (346,582) |
| 經營活動所得現金流量淨額 | Net cash flows from operating activities | 350,641 | 2,187,493 |

綜合現金流量表
CONSOLIDATED STATEMENT OF CASH FLOWS
截至二零二四年十二月三十一日止年度
Year ended 31 December 2024

| | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|---------------------|--|-----------------------------------|-----------------------------------|
| 投資活動現金流量 | CASH FLOWS FROM INVESTING ACTIVITIES | | |
| 購買物業、廠房及設備項目 | Purchases of items of property, plant and equipment | (37) | (1,698) |
| 添置投資物業 | Additions to investment properties | – | (23,919) |
| 出售附屬公司 | Disposal of subsidiaries | – | 109,002 |
| 已收聯營公司股息 | Dividends received from associates | 14,400 | – |
| 附屬公司清盤 | Liquidation of subsidiaries | (2,043) | – |
| 出售按公平值計入損益的 金融資產 | Disposal of financial assets at fair value through profit or loss | 2,641 | 38,711 |
| 出售物業、廠房及設備項目 | Disposal of items of property, plant and equipment | 25 | 7,370 |
| 投資活動所得現金流量淨額 | Net cash flows from investing activities | 14,986 | 129,466 |
| 融資活動現金流量 | CASH FLOWS FROM FINANCING ACTIVITIES | | |
| 收購非控股權益 | Acquisition of non-controlling interests | – | (159,565) |
| 關聯公司墊款 | Advances from related companies | 271,282 | 786,164 |
| 償還關聯公司墊款 | Repayment of advances from related companies | (497,556) | (1,332,747) |
| 償還給予關聯公司的墊款 | Repayment of advances to related companies | 531,883 | 2,409,477 |
| 給予關聯公司的墊款 | Advances to related companies | (398,723) | (2,375,787) |
| 提取已抵押存款 | Withdrawal of pledged deposits | 725 | 4,245 |
| 計息銀行及其他借款所得 款項 | Proceeds from interest-bearing bank and other borrowings | 423,778 | 534,956 |
| 償還計息銀行及其他借款 | Repayment of interest-bearing bank and other borrowings | (1,115,387) | (2,716,765) |
| 償還公司債券 | Repayment of corporate bonds | (3,320) | (3,753) |
| 已付資產支持證券之利息 | Interest paid to asset-backed securities | (4,176) | (2,411) |
| 租賃款項(包括相關利息) | Lease payments including related interest | (13,001) | (22,392) |
| 已付利息 | Interest paid | (63,771) | (992,566) |
| 融資活動所用現金流量淨額 | Net cash flows used in financing activities | (868,266) | (3,871,144) |

綜合現金流量表
CONSOLIDATED STATEMENT OF CASH FLOWS
截至二零二四年十二月三十一日止年度
Year ended 31 December 2024

| | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|---------------------------|--|-----------------------------------|-----------------------------------|
| 現金及現金等價物減少淨額 | NET DECREASE IN CASH AND CASH EQUIVALENTS | (502,639) | (1,554,185) |
| 年初現金及現金等價物 | Cash and cash equivalents at beginning of year | 1,716,960 | 3,270,111 |
| 匯率變動的影響，淨額 | Effect of foreign exchange rate changes, net | 973 | 1,034 |
| 年末現金及現金等價物 | CASH AND CASH EQUIVALENTS AT END OF YEAR | 1,215,294 | 1,716,960 |
| 現金及現金等價物結餘分析 | ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | | |
| 現金及銀行結餘 | Cash and bank balances 23 | 3,184,682 | 5,035,609 |
| 減：受限制現金 | Less: Restricted cash 23 | 1,905,468 | 3,187,254 |
| 已抵押存款 | Pledged deposits 23 | 63,920 | 131,395 |
| 綜合現金流量表及綜合財務狀況表所列現金及現金等價物 | Cash and cash equivalents as stated in the consolidated statement of cash flows and consolidated statement of financial position | 1,215,294 | 1,716,960 |

1. 公司及集團資料

本公司於二零一四年七月二十一日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零一八年一月十六日在香港聯合交易所有限公司（「聯交所」）主板上市。本公司的註冊辦事處位於Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands。

於年內，本集團主要從事物業開發及物業租賃。

本公司董事認為，本公司的最終控股股東為歐宗榮先生。

有關附屬公司的資料

本公司主要附屬公司的詳情載列如下：

1. CORPORATE AND GROUP INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 21 July 2014. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 16 January 2018. The registered office of the Company is located at Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands.

During the year, the Group was principally involved in property development and property leasing.

In the opinion of the directors of the Company, the ultimate controlling shareholder of the Company is Mr. Ou Zongrong.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are set out below:

| 附屬公司 | 註冊成立／登記及營業地點 | 已發行普通股／註冊股本 | 本公司應佔 股權百分比 | 主要業務 |
|---|--|--|--|--|
| Subsidiaries | Place of incorporation/ registration and business | Issued ordinary/ registered share capital | Percentage of equity interest attributable to the Company | Principal activities |
| 間接持有： | | | | |
| Indirectly held: | | | | |
| 湖南秀山麗水置業有限公司 | 中國／中國內地 | 人民幣8,000,000元 | 100% | 物業開發及物業租賃 |
| Hunan Xiushan Lishui Real Estate Co., Ltd. | PRC/Mainland China | RMB8,000,000 | | Property development and property leasing |
| 昆山建寶置業有限公司** | 中國／中國內地 | 人民幣100,000,000元 | 50% | 物業開發 |
| Kunshan Jianbao Real Estate Co., Ltd.** | PRC/Mainland China | RMB100,000,000 | | Property development |
| 正潤(莆田)置業發展有限公司 | 中國／中國內地 | 人民幣80,800,000元 | 100% | 物業開發 |
| Zhengrun (Putian) Real Estate Development Co., Ltd. | PRC/Mainland China | RMB80,800,000 | | Property development |
| 正升(平潭)置業發展有限公司 | 中國／中國內地 | 人民幣50,000,000元 | 100% | 物業開發 |
| Zhengsheng (Pingtan) Real Estate Development Co., Ltd. | PRC/Mainland China | RMB50,000,000 | | Property development |

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

| 附屬公司 | 註冊成立／登記及營業地點 | 已發行普通股／註冊股本 | 本公司應佔 股權百分比 | 主要業務 |
|---|--|--|--|---|
| Subsidiaries | Place of incorporation/ registration and business | Issued ordinary/ registered share capital | Percentage of equity interest attributable to the Company | Principal activities |
| 間接持有：(續) | | | | |
| Indirectly held: (Continued) | | | | |
| 武漢正榮正升置業有限公司 | 中國／中國內地 | 人民幣100,100,000元 | 100% | 物業開發 |
| Wuhan Zhenro Zhengsheng Real Estate Co., Ltd. | PRC/Mainland China | RMB100,100,000 | | Property development |
| 廈門市榮聯嘉置業有限公司 | 中國／中國內地 | 人民幣1,570,000,000元 | 100% | 物業開發 |
| Xiamen Ronglianjia Real Estate Co., Ltd. | PRC/Mainland China | RMB1,570,000,000 | | Property development |
| 佛山迅茂房地產開發有限公司 | 中國／中國內地 | 人民幣500,000,000元 | 100% | 物業開發 |
| Foshan Xunmao Real Estate Development Co., Ltd. | PRC/Mainland China | RMB500,000,000 | | Property development |
| 南京正榮德信房地產開發有限公司 | 中國／中國內地 | 人民幣1,430,306,200元 | 100% | 物業開發及物業租賃 |
| Nanjing Zhenro Dexin Property Development Co., Ltd. | PRC/Mainland China | RMB1,430,306,200 | | Property development and property leasing |
| 正榮蘇南(蘇州)房地產有限公司 | 中國／中國內地 | 人民幣750,000,000元 | 100% | 物業開發 |
| Zhengrong Sunan (Suzhou) Real Estate Co., Ltd. | PRC/Mainland China | RMB750,000,000 | | Property development |
| 長沙正澤置業有限公司 | 中國／中國內地 | 人民幣800,000,000元 | 100% | 物業開發及物業租賃 |
| Changsha Zhengze Real Estate Co., Ltd. | PRC/Mainland China | RMB800,000,000 | | Property development and property leasing |
| 鄭州新榮桂置業有限公司* | 中國／中國內地 | 人民幣3,000,000,000元 | 98% | 物業開發及物業租賃 |
| Zhengzhou Xinronggui Real Estate Co., Ltd.* | PRC/Mainland China | RMB3,000,000,000 | | Property development and property leasing |
| 西安正杰房地產開發有限公司* | 中國／中國內地 | 人民幣10,363,000元 | 97% | 物業開發 |
| Xi'an Zhengjie Real Estate Development Co., Ltd.* | PRC/Mainland China | RMB10,363,000 | | Property development |

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

| 附屬公司 | 註冊成立／登記及營業地點 | 已發行普通股／註冊股本 | 本公司應佔 股權百分比 | 主要業務 |
|--|--|--|--|----------------------|
| Subsidiaries | Place of incorporation/ registration and business | Issued ordinary/ registered share capital | Percentage of equity interest attributable to the Company | Principal activities |
| 間接持有：(續) | | | | |
| Indirectly held: (Continued) | | | | |
| 武漢正舟置業發展有限公司 | 中國／中國內地 | 人民幣50,000,000元 | 100% | 物業開發 |
| Wuhan Zhengzhou Real Estate Development Co., Ltd. | PRC/Mainland China | RMB50,000,000 | | Property development |
| 榮瑞(福州)投資發展有限公司* | 中國／中國內地 | 人民幣2,800,000,000元 | 80% | 物業開發 |
| Rongrui (Fuzhou) Investment and Development Co., Ltd.* | PRC/Mainland China | RMB2,800,000,000 | | Property development |
| 成都榮恒韻置業有限公司 | 中國／中國內地 | 人民幣30,000,000元 | 100% | 物業開發 |
| Chengdu Ronghengyun Real Estate Co., Ltd. | PRC/Mainland China | RMB30,000,000 | | Property development |
| 正哲(莆田)置業有限公司 | 中國／中國內地 | 人民幣50,500,000元 | 100% | 物業開發 |
| Zhengzhe (Putian) Real Estate Co., Ltd. | PRC/Mainland China | RMB50,500,000 | | Property development |
| 合肥興裕房地產開發有限公司* | 中國／中國內地 | 人民幣200,000,000元 | 55% | 物業開發 |
| Hefei Xingyu Real Estate Development Co., Ltd.* | PRC/Mainland China | RMB200,000,000 | | Property development |
| 正嘉(莆田)置業有限公司 | 中國／中國內地 | 人民幣50,000,000元 | 100% | 物業開發 |
| Zhengjia (Putian) Real Estate Co., Ltd. | PRC/Mainland China | RMB50,000,000 | | Property development |
| 武漢正本置業發展有限公司 | 中國／中國內地 | 人民幣5,000,000元 | 100% | 物業開發 |
| Wuhan Original Property Development Co., Ltd. | PRC/Mainland China | RMB5,000,000 | | Property development |
| 武漢恒瑞聚福房地產開發有限公司* | 中國／中國內地 | 人民幣50,000,000元 | 51% | 物業開發 |
| Wuhan Hengrui Jufu Real Estate Development Co., Ltd.* | PRC/Mainland China | RMB50,000,000 | | Property development |

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

| 附屬公司 | 註冊成立／登記及營業地點 | 已發行普通股／註冊股本 | 本公司應佔 股權百分比 | 主要業務 |
|--|--|--|--|------------------------------|
| Subsidiaries | Place of incorporation/ registration and business | Issued ordinary/ registered share capital | Percentage of equity interest attributable to the Company | Principal activities |
| 間接持有：(續) | | | | |
| Indirectly held: (Continued) | | | | |
| 成都正芭泰置業有限公司 Chengdu Zhengqitai Real Estate Co., Ltd. | 中國／中國內地 PRC/Mainland China | 人民幣30,000,000元 RMB30,000,000 | 100% | 物業開發 Property development |
| 廈門市正澎置業有限公司 Xiamen Zhengpeng Real Estate Co., Ltd. | 中國／中國內地 PRC/Mainland China | 人民幣50,000,000元 RMB50,000,000 | 100% | 物業開發 Property development |
| 泉州正耀置業有限公司 Quanzhou Zhengyao Real Estate Co., Ltd. | 中國／中國內地 PRC/Mainland China | 人民幣50,000,000元 RMB50,000,000 | 100% | 物業開發 Property development |
| 襄陽市長房正創置業有限公司 Xiangyang Changfang Zhengchuang Real Estate Co., Ltd. | 中國／中國內地 PRC/Mainland China | 人民幣50,000,000元 RMB50,000,000 | 100% | 物業開發 Property development |
| 阜陽榮薈置業發展有限公司 Fuyang Ronghui Real Estate Development Co., Ltd. | 中國／中國內地 PRC/Mainland China | 人民幣100,000,000元 RMB100,000,000 | 100% | 物業開發 Property development |
| 南昌榮銘房地產開發有限公司** Nanchang Rongming Property Development Co., Ltd. ** | 中國／中國內地 PRC/Mainland China | 人民幣294,118,000元 RMB294,118,000 | 34% | 物業開發 Property development |
| 南京正紫置業發展有限公司 Nanjing Zhengzi Real Estate Development Co., Ltd. | 中國／中國內地 PRC/Mainland China | 人民幣50,000,000元 RMB50,000,000 | 100% | 物業開發 Property development |
| 鄭州榮熙置業發展有限公司* Zhengzhou Rongxi Real Estate Development Co., Ltd. * | 中國／中國內地 PRC/Mainland China | 人民幣100,000,000元 RMB100,000,000 | 51% | 物業開發 Property development |

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

本公司主要附屬公司的詳情載列如下：(續)

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are set out below:
(Continued)

| 附屬公司 | 註冊成立／登記及營業地點 | 已發行普通股／註冊股本 | 本公司應佔 股權百分比 | 主要業務 |
|--|--|--|--|---|
| Subsidiaries | Place of incorporation/ registration and business | Issued ordinary/ registered share capital | Percentage of equity interest attributable to the Company | Principal activities |
| 間接持有：(續) | | | | |
| Indirectly held: (Continued) | | | | |
| 鄭州榮瑞置業發展有限公司* | 中國／中國內地 | 人民幣100,000,000元 | 51% | 物業開發 |
| Zhengzhou Rongrui Real Estate Development Co., Ltd.* | PRC/Mainland China | RMB100,000,000 | | Property development |
| 宜春正澤置業有限公司** | 中國／中國內地 | 人民幣100,000,000元 | 49% | 物業開發 |
| Yichun Zhengze Real Estate Co., Ltd.** | PRC/Mainland China | RMB100,000,000 | | Property development |
| 滁州正乾置業發展有限公司 | 中國／中國內地 | 人民幣124,688,000元 | 100% | 物業開發 |
| Chuzhou Zhengqian Real Estate Development Co., Ltd. | PRC/Mainland China | RMB124,688,000 | | Property development |
| 南京正奧置業發展有限公司* | 中國／中國內地 | 人民幣1,615,000,000元 | 60% | 物業開發 |
| Nanjing Zhengao Real Estate Development Co., Ltd.* | PRC/Mainland China | RMB1,615,000,000 | | Property development |
| 合肥榮金房地產開發有限公司 | 中國／中國內地 | 人民幣100,000,000元 | 100% | 物業開發 |
| Hefei Rongjin Property Development Co., Ltd. | PRC/Mainland China | RMB100,000,000 | | Property development |
| 西安正弘豐置業有限公司* | 中國／中國內地 | 人民幣10,363,000元 | 97% | 物業開發及物業租賃 |
| Xi'an Zhenghongfeng Real Estate Co., Ltd.* | PRC/Mainland China | RMB10,363,000 | | Property development and property leasing |
| 南昌築正房地產開發有限公司* | 中國／中國內地 | 人民幣330,000,000元 | 62% | 物業開發 |
| Nanchang Zhuzheng Real Estate Development Co., Ltd.* | PRC/Mainland China | RMB330,000,000 | | Property development |

1. 公司及集團資料 (續)

有關附屬公司的資料 (續)

所有於中國註冊的集團公司的英文名稱乃由本公司管理層盡最大努力對該等公司中文名稱翻譯所得，乃因其並無正式英文名稱。上文披露的所有主要附屬公司的法律形式為有限公司。

上表所列乃董事認為對年度業績有主要影響，或構成本集團淨資產主要部份的本公司附屬公司。董事認為若列出其他附屬公司的詳情，會令資料過於冗長。

根據上述安排，本集團有責任於借款償還後在未來某個日期按固定金額向信託融資公司購買相關股權。

此外，經各公司(即信託融資公司)法定權益持有人確認，本集團保留在日常業務過程中控制該等公司的權力。就此而言，考慮到該安排的實質乃為項目開發借款提供該等附屬公司的部分股權作為抵押物及本集團保留實際能力管理該等項目公司的財務及經營政策以自該等項目公司的經營活動獲取利益，本公司董事認為該等公司的財務狀況及經營業績應併入本集團財務報表。

* 該等公司為本公司的非全資附屬公司的附屬公司，因本公司於該等公司擁有控制權而入賬列為附屬公司。

** 根據與附屬公司其他股東訂立的合約安排及附屬公司之組織章程細則，本集團在股東大會上獲授絕大多數表決權，這使本集團目前具有指導該等公司相關活動的能力。因此，本集團對該等公司擁有控制權，故該等公司列作本集團的附屬公司。

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

The English names of all group companies registered in the PRC represent the best efforts made by the management of the Company to translate the Chinese names of these companies as they do not have official English names. The legal form of all the above disclosed principal subsidiaries are limited liability companies.

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.

Under the aforementioned arrangements, the Group was obliged to purchase the related equity interests at a fixed amount on a future date upon repayment of the borrowings from the trust financing companies.

In addition, the Group retains the power to control these companies in the ordinary course of business by confirmation from the legal equity holder of each company (i.e., the trust financing company). In this regard, considering the facts that the substance of the arrangements is to collateralise some equity interests in these subsidiaries for the borrowings for project development and the Group retains the practical ability to govern the financial and operating policies of these project companies so as to obtain benefits from the operating activities of these project companies, the directors of the Company are of the view that the financial position and operating results of these companies should be consolidated into the Group's financial statements.

* These companies are subsidiaries of non-wholly-owned subsidiaries of the Company and, accordingly, are accounted for as subsidiaries by virtue of the Company's control over them.

** The Group was granted more than a majority of voting rights in the shareholders' meeting according to the contractual arrangements with the other shareholders of the subsidiaries, and the articles of associates of the subsidiaries, which gives the Group the current ability to direct the relevant activities of these companies. Accordingly, the Group has control over these companies which are accounted for as subsidiaries of the Group.

2. 會計政策

2.1 編製基準

該等財務報表乃根據國際會計準則理事會(「國際會計準則理事會」)批准的國際財務報告準則會計準則(包括所有國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋)及香港公司條例的披露要求編製。該等財務報表乃根據歷史成本慣例法編製，惟已按公平值計量的投資物業及按公平值計入損益的金融資產除外。該等財務報表以人民幣(「人民幣」)呈列，除另有說明外，所有金額約整至最接近千位數。

持續經營基準

本集團截至二零二四年十二月三十一日止年度錄得淨虧損人民幣7,539,046,000元。於二零二四年十二月三十一日，(i)本集團分別錄得流動負債淨額及負債淨額人民幣12,867,740,000元及人民幣2,279,785,000元；(ii)本集團的計息銀行及其他借款、優先票據、公司債券、永續資本證券及資產支持證券本金及利息總額為人民幣69,477,634,000元，其中人民幣63,537,982,000元將在未來十二個月內到期償還，其現金及現金等價物為人民幣1,215,294,000元；(iii)本集團尚未按預定還款日期償還若干優先票據的本息合計人民幣21,406,730,000元及若干優先票據的利息合計人民幣1,464,816,000元，導致人民幣7,583,850,000元的若干優先票據違約事件；(iv)尚未按預定還款日期償還計息銀行及其他借款的本金合計人民幣18,148,651,000元，導致人民幣7,149,749,000元的若干長期計息銀行及其他借款須按要求償還；(v)本集團未能償還於二零二二年十一月到期的公司債券本息人民幣1,252,621,000元；(vi)本集團未能償還於二零二四年七月到期的資產支持證券未償還款項人民幣1,041,088,000元；及(vii)本集團未能償還永續資本證券的本息人民幣1,750,150,000元。

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with IFRS Accounting Standards (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and interpretations) approved by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

Going concern basis

The Group recorded a net loss of RMB7,539,046,000 for the year ended 31 December 2024. As at 31 December 2024, (i) the Group recorded net current liabilities and net liabilities amounted to RMB12,867,740,000 and RMB2,279,785,000, respectively; (ii) the Group’s aggregate principal and interest of interest-bearing bank and other borrowings, senior notes, corporate bonds, perpetual capital securities and asset-backed securities amounted to RMB69,477,634,000, out of which RMB63,537,982,000 will be due for repayment within the next twelve months, while its cash and cash equivalents amounted to RMB1,215,294,000; (iii) the Group had not repaid an aggregate amount of principal and interest of RMB21,406,730,000 for certain senior notes and an aggregate amount of interest amounting to RMB1,464,816,000 for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB7,583,850,000; (iv) an aggregate amount of principal of RMB18,148,651,000 for interest-bearing bank and other borrowings had not been repaid according to their scheduled repayment dates, triggering certain long-term interest-bearing bank and other borrowings amounting to RMB7,149,749,000 becoming repayable on demand; (v) the Group failed to repay the principal and interest amounting to RMB1,252,621,000 for a corporate bond due in November 2022; (vi) the Group failed to repay the outstanding amount of RMB1,041,088,000 for the asset-backed securities due in July 2024, and (vii) the Group failed to repay the principal and interest amounting to RMB1,750,150,000 for the perpetual capital securities.

2.1 編製基準(續)

持續經營基準(續)

上述狀況顯示存在重大不確定性，對本集團持續經營的能力構成重大疑問。鑒於該等情況，本公司董事已實施多項計劃及措施以改善本集團的流動資金及財務狀況，包括：

- (a) 本集團一直積極與其法律顧問及財務顧問就其境外整體債務管理方案進行合作，以實現長期可持續的資本結構，解決流動資金問題，穩定本集團運營，同時兼顧所有持份者的利益。
- (b) 本集團一直與現有貸款人就延期償還若干借款展開積極磋商。本集團或可延長若干計息銀行及其他借款的付款時間。然而，有關延期的確認須待貸款人的最終批准方可作實。
- (c) 本集團一直與多家金融機構就以合理成本獲得新貸款展開積極磋商，以確保其在建物業項目的交付。
- (d) 本集團將繼續尋求其他替代性融資及借貸，藉以為清償其現有融資責任以及未來營運及資本開支提供資金。
- (e) 本集團已制定一項業務戰略規劃，主要針對加快物業銷售。
- (f) 本集團已實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支。
- (g) 本集團將繼續尋求合適機會出售其於若干項目開發公司的股權，藉以產生額外現金流量。

2.1 BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

The above conditions indicate the existence of material uncertainties which cast significant doubt over the Group's ability to continue as a going concern. In view of such circumstances, the directors of the Company have undertaken a number of plans and measures to improve the Group's liquidity and financial position, including:

- (a) The Group has been actively working with its legal advisor and financial advisers on its offshore holistic liability management solutions, in order to achieve a long-term sustainable capital structure, resolve its liquidity issue and stabilise the Group's operations, taking into account the interests of all its stakeholders.
- (b) The Group has been actively negotiating with existing lenders on the extension for repayments of certain borrowings. The Group may be able to extend the payment schedule for certain interest-bearing bank and other borrowings. Nevertheless, the confirmation of such extension is subject to the final approval from the lenders.
- (c) The Group has been actively negotiating with several financial institutions to obtain new loans at a reasonable cost for ensuring delivery of its property projects under development.
- (d) The Group will continue to seek for other alternative financing and borrowings to finance the settlement of its existing financial obligations and future operating and capital expenditures.
- (e) The Group has prepared a business strategy plan mainly focusing on the acceleration of the sales of properties.
- (f) The Group has implemented measures to speed up the collection of outstanding sales proceeds and effectively control costs and expenses.
- (g) The Group will continue to seek suitable opportunities to dispose of its equity interests in certain project development companies in order to generate additional cash inflows.

2.1 編製基準(續)

持續經營基準(續)

董事已審閱管理層編製的本集團現金流量預測，預測涵蓋自二零二四年十二月三十一日起不少於十二個月的期間。董事認為，經考慮上述計劃及措施，本集團將有足夠營運資金為其營運提供資金，並能夠履行其自二零二四年十二月三十一日起計十二個月內到期的財務責任。因此，董事信納按持續經營基準編製綜合財務報表屬適當。

儘管如此，本集團管理層能否完成上述計劃及實施上述措施存在重大不確定因素。本集團能否持續經營將取決於下列因素：

- (a) 成功完成其境外債務全面重組；
- (b) 成功與本集團現有貸款人磋商，重續或延期償還本集團計息銀行及其他借貸；
- (c) 成功為合資格項目開發及時取得項目開發貸款；
- (d) 於需要時成功取得額外新融資資源；
- (e) 成功開展本集團業務戰略規劃(包括加快物業銷售)；
- (f) 成功實施措施加快未收的銷售所得款項的回籠及有效控制成本與開支；及
- (g) 成功於適當時候出售本集團於若干項目開發公司的股權。

2.1 BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

The directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from 31 December 2024. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2024. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the Group is able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the following:

- (a) successfully completing the holistic restructuring of its offshore indebtedness;
- (b) successfully negotiating with the Group's existing lenders for the renewal or extension for repayment of the Group's interest-bearing bank and other borrowings;
- (c) successfully securing project development loans for qualified project development in a timely manner;
- (d) successfully obtaining additional new sources of financing as and when needed;
- (e) successfully carrying out the Group's business strategy plan including the acceleration of the sales of properties;
- (f) successfully implementing measures to speed up the collection of the outstanding sales proceeds and effectively control costs and expenses; and
- (g) successfully disposing of the Group's equity interests in certain project development companies when suitable.

2.1 編製基準(續)

持續經營基準(續)

倘本集團未能完成上述計劃及實施上述措施及持續經營，則需要作出調整以將本集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於綜合財務報表中反映。

合併基準

該等綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)截至二零二四年十二月三十一日止年度的財務報表。附屬公司為由本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務所得的浮動回報承擔風險或享有權利以及能透過其對投資對象的權力(即本集團獲賦予現有能力以指導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

於一般情況下均存在多數投票權形成控制權之推定。倘本公司擁有少於投資對象大多數投票或類似權利，則本集團於評估其是否擁有對投資對象的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持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

2.1 BASIS OF PREPARATION (Continued)

Going concern basis (Continued)

Should the Group be unable to achieve the above-mentioned plans and measures and operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") 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).

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.

2.1 編製基準(續)

合併基準(續)

附屬公司的財務報表乃就本公司的相同報告期使用貫徹一致的會計政策編製。附屬公司的業績乃自本集團獲取控制權之日開始作合併計算，並繼續綜合入賬直至有關控制權終止之日為止。

即使導致非控股權益出現赤字餘額，損益及其他全面收益各部份仍歸屬於本集團母公司擁有人及非控股權益。所有有關本集團各成員公司間之交易的集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數抵銷。

倘有事實及情況顯示上文所述三個控制因素中有一個或以上出現變動，則本集團將重新評估是否仍控制投資對象。附屬公司的擁有權權益變動(並無喪失控制權)作為股本交易入賬。

倘本集團失去對附屬公司之控制權，則會終止確認相關資產(包括商譽)、負債、任何非控股權益以及匯兌波動儲備；並確認任何保留投資之公平值及損益中任何因此產生之盈餘或虧絀。先前已於其他全面收益確認之本集團應佔組成部份乃重新分類至損益或保留溢利(如適用)，基準與本集團直接出售相關資產或負債所須使用之基準相同。

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation 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 會計政策及披露變動

本集團於本年度財務報表首次採納以下經修訂國際財務報告準則會計準則。

國際財務報告準則第16號的修訂
Amendments to IFRS 16
國際會計準則第1號的修訂
Amendments to IAS 1

國際會計準則第1號的修訂
Amendments to IAS 1

國際會計準則第7號及
國際財務報告準則第7號的修訂
Amendments to IAS 7 and IFRS 7

經修訂國際財務報告準則會計準則的性質及影響如下：

- (a) 國際財務報告準則第16號的修訂訂明賣方 — 承租人於計量售後租回交易產生的租賃負債時使用的規定，以確保賣方 — 承租人不會確認與其所保留使用權有關的任何收益或虧損金額。由於本集團自首次採納國際財務報告準則第16號之日起並無涉及不取決於指數或利率的可變租賃付款的售後租回交易，故該等修訂對本集團的財務狀況或表現並無任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

售後租回中的租賃負債

Lease Liability in a Sale and Leaseback

負債分類為流動或非流動 (「二零二零年修訂」)

Classification of Liabilities as Current or Non-current

(the “2020 Amendments”)

附有契約的非流動負債 (「二零二二年修訂」)

Non-current Liabilities with Covenants (the “2022 Amendments”)

供應商融資安排

Supplier Finance Arrangements

The nature and the impact of the revised IFRS Accounting Standards are described below:

- (a) Amendments to IFRS 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 IFRS 16, the amendments did not have any impact on the financial position or performance of the Group.

2.2 會計政策及披露變動(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，包括延遲清償權的含義，以及延遲權必須在報告期末存在。負債的分類不受實體將行使其延遲清償權的可能性所影響。該等修訂亦澄清，負債可以用其自身的權益工具清償，以及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，在貸款安排產生的負債契約中，只有實體於報告日或之前必須遵守的契約才會影響負債分類為流動或非流動。對於實體於報告期後12個月內必須遵守未來契約的非流動負債，須進行額外披露。

本集團已重新評估其於二零二三年及二零二四年一月一日的負債條款及條件，並認為其負債分類為流動或非流動於首次應用該等修訂後維持不變。因此，該等修訂對本集團的財務狀況或表現並無任何影響。

- (c) 國際會計準則第7號及國際財務報告準則第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任何影響。

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 IAS 7 and IFRS 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.

2.3 已頒佈但未生效的國際財務報告準則會計準則

本集團尚未於該等財務報表內應用下列已頒佈但未生效的新訂及經修訂國際財務報告準則會計準則。本集團擬於該等經修訂國際財務報告準則(如適用)生效時應用該等經修訂國際財務報告準則會計準則。

國際財務報告準則第18號

IFRS 18

國際財務報告準則第19號

IFRS 19

國際財務報告準則第9號及

國際財務報告準則第7號的修訂

Amendments to IFRS 9

and IFRS 7

國際財務報告準則第9號及

國際財務報告準則第7號的修訂

Amendments to IFRS 9 and IFRS 7

國際財務報告準則第10號及

國際會計準則第28號的修訂

Amendments to IFRS 10

and IAS 28

國際會計準則第21號的修訂

Amendments to IAS 21

國際財務報告準則會計準則的

年度改進—第11冊

Annual Improvements to IFRS

Accounting Standards

– Volume 11

¹ 於二零二五年一月一日或之後開始的年度期間生效

² 於二零二六年一月一日或之後開始的年度期間生效

³ 於二零二七年一月一日或之後開始的年度/報告期間生效

⁴ 未釐定強制生效日期，惟仍可供採納

有關預期將適用於本集團的國際財務報告準則會計準則的進一步資料敘述如下。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

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

財務報表的呈列及披露³

*Presentation and Disclosure in Financial Statements*³

未承擔公共責任的附屬公司：披露³

*Subsidiaries without Public Accountability: Disclosures*³

金融工具分類和計量的修訂²

*Amendments to the Classification and Measurement of Financial Instruments*²

涉及依賴自然能源生產電力的合同²

*Contracts Referencing Nature-dependent Electricity*²

投資者與其聯營公司或合營企業之間的資產出售或注資⁴

*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*⁴

缺乏可兌換性¹

*Lack of Exchangeability*¹

國際財務報告準則第1號、國際財務報告準則第7號、

國際財務報告準則第9號、國際財務報告準則第10號及

國際會計準則第7號的修訂²

*Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7*²

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 IFRS Accounting Standards that are expected to be applicable to the Group is described below.

2.3 已頒佈但未生效的國際財務報告準則會計準則 (續)

國際財務報告準則第18號取代國際會計準則第1號財務報表的呈列。儘管國際會計準則第1號的多個部分已被繼承並作出有限變動，但國際財務報告準則第18號對損益表內的呈列方式引入新規定，包括指定總計及小計。實體須將損益表內的所有收入及開支分類為五個類別之一：經營、投資、融資、所得稅及已終止經營業務，並呈列兩個新界定的小計。其亦規定在單一附註中披露管理層界定的績效指標，並對主要財務報表及附註中的組合（總計及分類）及資訊位置提出更高的規定。之前包含在國際會計準則第1號的部分規定已移至國際會計準則第8號會計政策、會計估計變動及錯誤，並重新命名為國際會計準則第8號財務報表的編製基準。由於國際財務報告準則第18號的頒佈，國際會計準則第7號現金流量表、國際會計準則第33號每股盈利及國際會計準則第34號中期財務報告已作出有限但廣泛適用的修訂。此外，其他國際財務報告準則會計準則亦有輕微相應修訂。國際財務報告準則第18號及其他國際財務報告準則會計準則的相應修訂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。本集團須追溯應用。本集團現正分析新規定及評估國際財務報告準則第18號對本集團財務報表的呈列及披露的影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (Continued)

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 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 IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share* and IAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRS Accounting Standards. IFRS 18 and the consequential amendments to other IFRS Accounting Standards 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 IFRS 18 on the presentation and disclosure of the Group's financial statements.

2.3 已頒佈但未生效的國際財務報告準則會計準則 (續)

國際財務報告準則第19號允許合資格實體選擇應用精簡披露規定，同時仍應用其他國際財務報告準則會計準則中的確認、計量及呈列規定。為符合資格，於報告期末，實體必須為國際財務報告準則第10號綜合財務報表所界定的附屬公司，無公眾問責性且須有一個編製符合國際財務報告準則會計準則的綜合財務報表供公眾使用的母公司（最終或中間公司）。該等修訂允許提早應用。由於本公司為上市公司，其不符合資格選擇應用國際財務報告準則第19號。本公司若干附屬公司正考慮於彼等特定財務報表內應用國際財務報告準則第19號。

國際財務報告準則第9號及國際財務報告準則第7號的修訂金融工具分類和計量的修訂澄清了終止確認金融資產或金融負債之日期，並引入一項會計政策選擇以允許通過電子支付系統結算的金融負債在滿足特定條件的情況下，於結算日之前進行終止確認。該等修訂澄清了如何評估具有環境、社會及管治以及其他類似或然特徵的金融資產的合約現金流量特徵。此外，該等修訂澄清了具有無追索權特徵的金融資產及合約掛鉤工具的分類要求。該等修訂亦包括指定按公平價值計入其他全面收益之股本工具投資及具有或然特徵之金融工具之額外披露。該等修訂應追溯應用，並於首次應用日期對期初保留溢利（或權益的其他組成部分）進行調整。過往期間毋須重列，且僅可在不須預知的情況下重列。允許同時提早應用所有修訂或僅提早應用與金融資產分類相關的修訂。預期該等修訂不會對本集團的財務報表造成任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (Continued)

IFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS Accounting Standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 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 IFRS Accounting Standards. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply IFRS 19. Some of the Company's subsidiaries are considering the application of IFRS 19 in their specified financial statements.

Amendments to IFRS 9 and IFRS 7 *Amendments to the Classification and Measurement of Financial Instruments* 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.

2.3 已頒佈但未生效的國際財務報告準則會計準則 (續)

對國際財務報告準則第9號和國際財務報告準則第7號修訂本涉及依賴自然能源生產電力的合同，闡明瞭「自用」要求對範圍內合同的應用，並修訂了範圍內合同現金流量套期關係中套期項目的指定要求。該修訂本還包括補充披露要求，使財務報表使用者能夠瞭解該等合同對企業的財務表現和未來現金流量的影響。與自用豁免的修訂應追溯適用。上期無需重述，且只能在不使用後見之明的情況下重述。與套期會計相關的修訂應未來適用於首次執行日或之後指定的新的避險關係。允許提前應用。國際財務報告準則第9號及國際財務報告準則第7號修訂本應同時適用。預計該修訂本不會對集團的財務報表產生任何重大影響。

國際財務報告準則第10號及國際會計準則第28號的修訂解決國際財務報告準則第10號與國際會計準則第28號之間對於處理投資者與其聯營公司或合營企業之間的資產出售或出資的規定的不一致性。該等修訂要求資產出售或出資構成一項業務時，確認下游交易產生的全部收益或虧損。對於不構成業務的資產交易，交易所產生的收益或虧損僅以無關連的投資者於該聯營公司或合營企業的權益為限，於投資者的損益中確認。該等修訂將於未來期間應用。國際會計準則理事會已剔除了國際財務報告準則第10號及國際會計準則第28號(修訂本)的以往強制生效日期。然而，該等修訂可於現時採納。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (Continued)

Amendments to IFRS 9 and IFRS 7 *Contracts Referencing Nature-dependent Electricity* clarify the application of the “own-use” requirements for in-scope contracts and amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts. The amendments also include additional disclosures that enable users of financial statements to understand the effects these contracts have on an entity’s financial performance and future cash flows. The amendments relating to the own-use exception shall be applied retrospectively. Prior periods are not required to be restated and can only be restated without the use of hindsight. The amendments relating to the hedge accounting shall be applied prospectively to new hedging relationships designated on or after the date of initial application. Earlier application is permitted. The amendments to IFRS 9 and IFRS 7 shall be applied at the same time. The amendments are not expected to have any significant impact on the Group’s financial statements.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 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 IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

2.3 已頒佈但未生效的國際財務報告準則會計準則 (續)

國際會計準則第21號的修訂訂明實體應如何評估某種貨幣是否可兌換為另一種貨幣，以及在缺乏可兌換性的情況下，實體應如何估計於計量日期的即期匯率。該等修訂要求披露讓財務報表使用者能夠了解貨幣不可兌換的影響的資料，允許提早應用。於應用該等修訂時，實體不能重列比較資料。初始應用該等修訂的任何累計影響應於初始應用當日確認為對保留溢利期初結餘的調整或對權益單獨組成部分中累積的匯兌差額累計金額的調整(如適用)。該等修訂預計不會對本集團的財務報表產生任何重大影響。

國際財務報告準則會計準則的年度改進 — 第11冊載列國際財務報告準則第1號、國際財務報告準則第7號(及隨附國際財務報告準則第7號實施指引)、國際財務報告準則第9號、國際財務報告準則第10號及國際會計準則第7號之修訂。預期適用於本集團的修訂詳情如下：

- 國際財務報告準則第7號金融工具：披露：該等修訂已更新國際財務報告準則第7號第B38段及國際財務報告準則第7號實施指引第IG1、IG14及IG20B段之若干措辭，以簡化或與該準則其他段落及／或其他準則所用概念及詞彙保持一致。此外，該等修訂澄清國際財務報告準則第7號實施指引未必全面詳盡國際財務報告準則第7號所引用段落之所有規定，亦無產生額外規定。該等修訂允許提早應用。預期該等修訂不會對本集團的財務報表造成任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (Continued)

Amendments to IAS 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 IFRS Accounting Standards – Volume 11 set out amendments to IFRS 1, IFRS 7 (and the accompanying *Guidance on implementing IFRS 7*), IFRS 9, IFRS 10 and IAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 7 *Financial Instruments: Disclosures*: The amendments have updated certain wording in paragraph B38 of IFRS 7 and paragraphs IG1, IG14 and IG20B of *the Guidance on implementing IFRS 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 IFRS 7* does not necessarily illustrate all the requirements in the referenced paragraphs of IFRS 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 已頒佈但未生效的國際財務報告準則會計準則 (續)

- 國際財務報告準則第9號金融工具：該等修訂澄清，當承租人根據國際財務報告準則第9號釐定租賃負債已終止時，承租人須應用國際財務報告準則第9號第3.3.3段，並在損益中確認所產生之任何收益或虧損。此外，該等修訂已更新國際財務報告準則第9號第5.1.3段及國際財務報告準則第9號附錄A的若干措辭，以消除可能出現的混淆。該等修訂允許提早應用。預期該等修訂不會對本集團的財務報表造成任何重大影響。
- 國際財務報告準則第10號綜合財務報表：該等修訂澄清國際財務報告準則第10號第B74段所述的關係僅為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示例，從而消除與國際財務報告準則第10號第B73段規定的不一致之處。該等修訂允許提早應用。預期該等修訂不會對本集團的財務報表造成任何重大影響。
- 國際會計準則第7號現金流量表：該等修訂在先前刪除「成本法」的定義後，將國際會計準則第7號第37段中的「成本法」一詞替換為「按成本計算」。允許提早採納。預期該等修訂不會對本集團的財務報表造成任何影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS (Continued)

- IFRS 9 *Financial Instruments*: The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to apply paragraph 3.3.3 of IFRS 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 IFRS 9 and Appendix A of IFRS 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.
- IFRS 10 *Consolidated Financial Statements*: The amendments clarify that the relationship described in paragraph B74 of IFRS 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 IFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- IAS 7 *Statement of Cash Flows*: The amendments replace the term "cost method" with "at cost" in paragraph 37 of IAS 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 重大會計政策

於聯營公司及合營企業的投資

聯營公司為本集團於其一般不少於20%股本投票權中擁有長期權益且可對其發揮重大影響力的實體。重大影響力指參與投資對象財務及經營政策決策的權力，但並非控制或共同控制該等政策。

合營企業指一種合營安排，對安排擁有共同控制權的訂約方據此對合營企業的淨資產擁有權利。共同控制指按照合約協定對一項安排所共有的控制，共同控制僅於就有關活動的決策要求享有控制權的訂約方一致同意時存在。

本集團於聯營公司及合營企業的投資乃按本集團根據權益會計法應佔淨資產減任何減值虧損於綜合財務狀況表列賬。倘會計政策可能存在任何不一致，則會作出調整使其一致。本集團應佔聯營公司及合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，倘於聯營公司或合營企業的權益直接確認變動，則本集團於綜合權益變動表確認其應佔任何變動（倘適用）。本集團與其聯營公司或合營企業間交易產生的未變現收益及虧損將以本集團於聯營公司或合營企業的投資為限對銷，惟倘未變現虧損證明所轉讓資產減值則除外。收購聯營公司或合營企業所產生的商譽入賬列作本集團於聯營公司或合營企業的投資的一部分。

2.4 MATERIAL ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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.

The Group's investments in associates and joint ventures are 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 associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or 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 associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

2.4 重大會計政策(續)

於聯營公司及合營企業的投資(續)

倘於聯營公司的投資變成於合營企業的投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司的重大影響力或對合營企業的共同控制權後，本集團按其公平值計量及確認任何剩餘投資。聯營公司或合營企業於失去重大影響力或共同控制權後的賬面值與剩餘投資及出售所得款項的公平值之間的任何差額乃於損益內確認。

業務合併及商譽

業務合併按收購法列賬。已轉讓代價乃按收購日期的公平值計量，該公平值為本集團所轉讓資產的收購日期的公平值、本集團對被收購方前度擁有人承擔的負債及本集團發行以換取被收購方控制權的股本權益的總和。就各項業務合併而言，本集團選擇是否以公平值或被收購方可識別淨資產的應佔比例，計量於被收購方之非控股權益。非控股權益之所有其他部分乃按公平值計量。收購相關成本於產生時支銷。

當所收購的一組活動及資產包括一項投入及一項實質過程，而兩者對創造產出的能力有重大貢獻，則本集團確定其已收購一項業務。

本集團收購一項業務時會根據合約條款、收購日期之經濟狀況及有關條件評估承擔的金融資產及負債，以進行適當分類及指定。這包括分離被收購方主合約中的嵌入式衍生工具。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

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.

Business combinations and goodwill

Business combinations 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.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

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.

2.4 重大會計政策(續)

業務合併及商譽(續)

倘業務合併分階段進行，先前持有的股本權益按其收購日期的公平值重新計算，且產生的任何收益或虧損於損益或其他全面收益(如適用)內確認。

收購方轉讓的任何或然代價將按收購日期的公平值確認。分類為資產或負債的或然代價按公平值計量，且公平值變動於損益內確認。分類為權益的或然代價不再重新計量，且後續結算於權益內入賬。

商譽初步按成本計量，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本權益的任何公平值之和超出所收購可識別淨資產及所承擔負債的部分。倘該代價及其他項目之和低於所收購淨資產的公平值，有關差額在重估後於損益內確認為折價收購收益。

初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行減值測試，或倘事件或情況變動表明賬面值可能減值，則須進行更頻繁的測試。本集團每年於十二月三十一日對商譽進行減值測試。就減值測試而言，於業務合併時收購的商譽自收購日期起被分配至預期將從合併協同效應受益之本集團各現金產生單位或現金產生單位組別，而不論本集團之其他資產或負債是否被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)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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 or other comprehensive income, as appropriate.

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.

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 net 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.

2.4 重大會計政策(續)

業務合併及商譽(續)

倘商譽被分配至某現金產生單位(或現金產生單位組別)，而該單位內的部分業務被出售，與被出售業務有關的商譽將於釐定出售收益或虧損時計入該業務的賬面值。在此等情況下被出售的商譽按被出售業務的相對價值及保留的現金產生單位部分計量。

公平值計量

本集團於各報告期末按公平值計量其投資物業、衍生金融工具及權益投資。公平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。公平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於未有主要市場的情況下，則於資產或負債的最有利市場進行。主要或最有利市場須為本集團可進入的市場。資產或負債的公平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)。

非金融資產的公平值計量計及市場參與者通過使用該資產達致其最高及最佳效用，或通過將其出售予另一使用該資產達致其最高及最佳效用的市場參與者而產生經濟效益的能力。

本集團使用適用於不同情況且有足夠數據計量公平值的估值技術，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。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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.

Fair value measurement

The Group measures its investment properties, derivative financial instruments and equity investments at fair value at the end of each reporting period. 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)

公平值計量(續)

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

第一層級 – 基於相同資產或負債於活躍市場所報價格(未經調整)

第二層級 – 基於對公平值計量而言屬重大的可直接或間接觀察最低級別輸入數據的估值技術

第三層級 – 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值技術

就於財務報表按經常性基準確認之資產及負債而言，本集團於各報告期末根據對公平值計量整體而言屬重大的最低級別輸入數據通過重新評估分類以確定各層級之間是否出現轉移。

非金融資產減值

倘存在減值跡象，或當須每年就資產進行減值檢測(存貨、遞延稅項資產、金融資產及投資物業除外)，則會估計資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值及其公平值減出售成本兩者中的較高者，並就個別資產而釐定，除非資產並不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，則就資產所屬現金產生單位釐定可收回金額。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the 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 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 reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and investment properties), 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.

2.4 重大會計政策(續)

非金融資產減值(續)

於進行現金產生單位減值測試時，倘公司資產的賬面值的一部分能夠按合理及一致的基準或以其他方式被分配至最小現金產生單位組別，則其將被分配至個別現金產生單位。

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，估計未來現金流量按可反映幣值時間值及資產特定風險的現時市場評估的稅前貼現率貼現至其現值。減值虧損按與該減值資產功能相符的開支類別於其產生期間自損益中扣除。

於各報告期末，會就是否有跡象顯示先前所確認的減值虧損可能不再存在或可能已減少作出評估。倘存在此等跡象，則會估計可收回金額。僅當用以釐定資產(商譽除外)可收回金額的估計有變時，方會撥回先前就該資產確認的減值虧損，但撥回金額不得超逾倘於過往年度並無就該資產確認減值虧損而應釐定的賬面值(扣除任何折舊／攤銷)。減值虧損撥回會計入其產生期間的損益。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset 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.

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.

2.4 重大會計政策(續)

關聯方

以下人士被視為本集團的關聯方，倘：

- (a) 有關方為一名人士或該人士的關係密切家庭成員，而該人士：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大的影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員的其中一名成員；

或

- (b) 該人士為實體且符合下列任何一項條件：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一實體為另一實體(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) 該實體與本集團為同一第三方的合營企業；
 - (iv) 一實體為一第三方的合營企業，而另一實體為該第三方的聯營公司；
 - (v) 該實體為就本集團或與本集團有關聯的實體的僱員利益而設立的離職後福利計劃；

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

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

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (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);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

2.4 重大會計政策(續)

關聯方(續)

(b) (續)

- (vi) 該實體為(a)所述人士控制或共同控制；
- (vii) (a)(i)所述人士對實體擁有重大影響力或為該實體(或該實體母公司)主要管理人員的其中一名成員；及
- (viii) 該實體或其為其中一部分的任何集團成員公司向本集團或本集團的母公司提供主要管理人員的服務。

物業、廠房及設備與折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達至其工作狀態及地點以作擬定用途的直接應佔成本。

於物業、廠房及設備項目投入運作後所產生的支出，如維修及保養支出，通常於其產生期間計入損益。倘達至確認標準，主要檢查支出於資產賬面值中撥充資本為重置成本。倘大部分物業、廠房及設備須不時重置，本集團將該等部分確認為具有特定可使用年期的個別資產並相應地對其進行折舊。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) (Continued)

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

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant 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, plant 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, plant 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.

2.4 重大會計政策(續)

物業、廠房及設備與折舊(續)

折舊乃以直線法於各物業、廠房及設備項目的估計可使用年期內將各項目的成本撇銷至其剩餘價值計算。主要的估計可使用年期及年度折舊率如下：

| | | 估計可使用年期 Estimated useful lives | 年度折舊率 Annual depreciation rates |
|-----------|---|--------------------------------------|--|
| 樓宇 | Buildings | 20 年 20 years | 5% 5% |
| 機動車 | Motor vehicles | 4 至 5 年 4 to 5 years | 19% 至 24% 19% to 24% |
| 辦公設備及電子裝置 | Office equipment and electronic devices | 3 至 5 年 3 to 5 years | 19% 至 32% 19% to 32% |
| 租賃物業裝修 | Leasehold improvements | 3 至 8 年 3 to 8 years | 12.5% 至 33% 12.5% to 33% |

當物業、廠房及設備項目的各部分有不同可使用年期時，該項目的成本乃按合理基準在各部分之間分配，而各部分單獨進行折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末檢討，並作出調整(如適用)。

物業、廠房及設備項目(包括初步確認的任何重大部分)於出售或預期其使用或出售不會帶來任何未來經濟利益時終止確認。於資產終止確認年度的損益內確認的任何出售或報廢盈虧乃有關資產出售所得款項淨額與賬面值之間的差額。

在建工程按成本減任何減值虧損列賬且未予折舊。在建工程竣工及可予使用後重新分類至物業、廠房及設備的適當類別。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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

Where parts of an item of property, plant 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, plant 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 the statement of 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.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 重大會計政策(續)

投資物業

投資物業為持有以賺取租金收入及／或作資本增值的土地及樓宇權益(包括使用權資產)。該等物業初始按成本(包括交易成本)計量。於初始確認後，投資物業按反映報告期末市況的公平值入賬。

投資物業公平值變動所產生的盈虧於其產生年度計入損益表。

任何投資物業報廢或出售盈虧於報廢或出售年度於損益內確認表。

由投資物業轉為自用物業或存貨時，該物業期後會計的認定成本為改變用途當日的公平值。倘本集團佔用作自用物業的物業轉為投資物業，本集團直至改變用途當日前根據「物業、廠房及設備與折舊」項下所述政策將自有物業入賬，及／或根據「使用權資產」項下所述政策將持作使用權資產的物業入賬，而物業於當日的賬面值與公平值之間的任何差額則根據上文「物業、廠房及設備與折舊」項下所述政策入賬列作重估。由存貨轉為投資物業時，物業於當日的公平值與其先前的賬面值之間的任何差額於損益表內確認。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are interests in land and 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 stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

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

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under “Property, plant and equipment and depreciation” for owned property and/or accounts for such property in accordance with the policy stated under “Right-of-use assets” for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under “Property, plant and equipment and depreciation” above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the statement of profit or loss.

2.4 重大會計政策(續)

開發中物業

開發中物業擬於竣工後持作出售。

開發中物業按成本(包括土地成本、建設成本、借款成本、專業費用及於開發期內產生的該等物業直接應佔其他成本)與可變現淨值中的較低者列賬。

除非開發中物業不能於正常營運週期內落成,否則該等開發中物業分類為流動資產。物業於竣工後轉至持作出售已竣工物業。

持作出售已竣工物業

持作出售已竣工物業按成本與可變現淨值兩者中的較低者於財務狀況表列賬。成本按未售物業應佔土地及樓宇成本總額的分攤比例釐定。可變現淨值計及預期最終將變現的價格減出售物業產生的估計成本。

分配物業開發成本

土地成本根據各單位各自的可售建築面積(「建築面積」)佔可售總建築面積的比例分配至各單位。單位相關建設成本按個別情況識別及分配。一般建設成本按與土地成本相若的方式根據可售建築面積分配。

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利,則該合約為或包含租賃。

本集團作為承租人

本集團就所有租賃(惟短期租賃及低價值資產租賃除外)應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,而使用權資產指使用相關資產的權利。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Properties under development

Properties under development are intended to be held for sale after completion.

Properties under development are stated at the lower of cost comprising land costs, construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period and net realisable value.

Properties under development are classified as current assets unless those will not be realised in the normal operating cycle. On completion, the properties are transferred to completed properties held for sale.

Completed properties held for sale

Completed properties held for sale are stated in the statement of financial position at the lower of cost and net realisable value. Cost is determined by an apportionment of the total costs of land and buildings attributable to the unsold properties. Net realisable value takes into account the price ultimately expected to be realised, less estimated costs to be incurred in selling the properties.

Allocation of property development costs

Land costs are allocated to each unit according to their respective saleable gross floor area (“GFA”) to the total saleable GFA. Construction costs relating to units were identified and allocated specifically. Common construction costs have been allocated according to the saleable GFA similar to land costs.

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 representing the right to use the underlying assets.

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

使用權資產於租賃開始日期(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就租賃負債的任何重新計量作出調整。當使用權資產與於作為存貨持有的租賃土地的權益相關時,該等資產其後根據本集團有關「開發中物業」及「持作出售已竣工物業」的政策按成本與可變現淨值中的較低者計量。使用權資產成本包括已確認租賃負債的金額、已產生初始直接成本及於開始日期或之前作出的租賃付款減任何已收租賃優惠。使用權資產於資產的租期及估計可使用年期(以較短者為準)內按直線法折舊如下:

| | |
|------------------|----------------|
| 土地使用權 | 20至40年 |
| Land use rights | 20 to 40 years |
| 辦公樓宇 | 2至5年 |
| Office buildings | 2 to 5 years |

倘租賃資產的所有權於租期結束時轉讓予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。

當使用權資產與於作為存貨持有的租賃土地的權益相關時,該等資產其後根據本集團有關「開發中物業」或「持作出售已竣工物業」的政策按成本與可變現淨值中的較低者計量。當使用權資產符合投資物業的定義時,其將計入投資物業。相應的使用權資產初步根據本集團有關「投資物業」的政策按成本計量,且其後按公平值計量。

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 any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policies for "properties under development" and "completed properties held for sale". 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 lives of the assets as follows:

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 the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "properties under development" or "completed properties held for sale". 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 fair value, 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)

(b) 租賃負債

租賃負債於租賃開始日期按租期內支付的租賃付款之現值予以確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、基於指數或利率的可變租賃付款及根據剩餘價值擔保預期將予支付的款項。租賃付款亦包括本集團合理確定將予行使的購買選擇權的行使價及倘租期反映本集團正行使終止租賃選擇權時就終止租賃支付的罰款。不取決於指數或利率的可變租賃付款於出現觸發付款的事件或情況的期間內確認為開支。

於計算租賃付款的現值時，由於租賃內所隱含的利率不易釐定，因此本集團於租賃開始日期使用其增量借款利率。於開始日期後，租賃負債金額就反映利息的累積而增加及因作出的租賃付款而減少。此外，如有修改、租期變化、租賃付款變動(例如指數或利率變動導致未來租賃付款變動)或購買相關資產的選擇權評估變更，租賃負債的賬面值將重新計量。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其機動車及辦公設備的短期租賃(即自開始日期起計租期為十二個月或以下且不包含購買選擇權的租賃)。其亦將低價值資產租賃的確認豁免應用於被認為低價值的辦公設備及筆記本電腦租賃。

本集團就低價值資產訂立租賃時將釐定是否按逐項租賃基準將租賃資本化。短期租賃及低價值資產租賃的租賃付款在租期內按直線法確認為開支。

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.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of motor vehicles and office equipment (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). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 重大會計政策(續)

租賃(續)

本集團作為出租人

本集團作為出租人時，其於租賃開始時(或租賃變更時)將各租賃分類為經營租賃或融資租賃。

本集團並未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部分時，本集團按相對獨立的銷售價格基準將合約代價分配至各部分。租金收入於租期內按直線法列賬，且因其經營性質將其計入損益表之收益。於磋商及安排經營租賃時產生的初始直接成本乃添加至租賃資產的賬面值，並於租期內按相同基準確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

將相關資產所有權所附帶的絕大部分風險及回報轉讓予承租人的租賃入賬列作融資租賃。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為隨後按攤銷成本計量及按公平值計入損益計量。

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徵及本集團管理該等金融資產的業務模式。除並無包含重大融資成份或本集團已就其應用並未調整重大融資成份的影響的可行權宜方法的貿易應收款項外，本集團初步按其公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無包含重大融資成份或本集團已就其應用可行權宜方法的貿易應收款項根據下文就「收益確認」所載政策按國際財務報告準則第15號釐定的交易價格計量。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

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 the statement of 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.

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

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, and fair value through profit or loss.

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 IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

2.4 重大會計政策(續)

投資及其他金融資產(續)

初始確認及計量(續)

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，其需產生純粹為支付本金及未償還本金利息(「純粹為支付本金及利息」)的現金流量。現金流量並非純粹為支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。

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。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產或兩者兼有。按攤銷成本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內持有，而按公平值計入其他全面收益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銷售的業務模式內持有。並未於上述業務模式內持有的金融資產按公平值計入損益分類及計量。

購買或出售乃須於一般按市場規則或慣例所設定的期間內交付資產的金融資產於交易日(即本集團承諾購買或出售資產的日期)確認。

後續計量

金融資產的後續計量取決於其分類如下：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後採用實際利率法計量，並可予減值。當資產終止確認、修改或減值時，收益及虧損於損益表內確認。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

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

The subsequent measurement of financial assets depends on their classification as follows:

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 the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 重大會計政策(續)

投資及其他金融資產(續)

後續計量(續)

按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於損益表中確認。

該類別包括本集團並無不可撤回地選擇按公平值計入其他全面收益進行分類的衍生工具及權益投資。在支付權確立時，權益投資的股息亦於損益表內確認為其他收入。

終止確認金融資產

金融資產(或(倘適用)金融資產的一部分或一組類似金融資產的一部分)主要於下列情況下終止確認(即從本集團綜合財務狀況表中剔除)：

- 從資產收取現金流量的權利已到期；或
- 本集團已根據「轉手」安排轉讓其從資產收取現金流量的權利，或已承擔向第三方無重大延誤全額支付所收現金流量的責任；及(a)本集團已轉讓資產的絕大部分風險及回報，或(b)本集團雖未轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

倘本集團已轉讓其從資產收取現金流量的權利或訂立轉手安排，則其評估有否保留資產所有權的風險及回報及保留的程度。倘其並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓資產控制權，則本集團繼續按本集團持續參與程度確認已轉讓資產。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以反映本集團所保留權利及責任的基準計量。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

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.

2.4 重大會計政策(續)

終止確認金融資產(續)

以擔保形式對已轉讓資產的持續參與，按資產原賬面值與本集團可能須償還的最高代價金額兩者中的較低者計量。

金融資產減值

本集團就並非按公平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到期的合約現金流量與本集團預期收取並按原始實際利率的概約利率貼現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

一般法

預期信貸虧損分兩個階段確認。就自初始確認以來信用風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損(12個月預期信貸虧損)計提預期信貸虧損撥備。就自初始確認以來信用風險大幅增加的該等信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提虧損撥備，不論違約的時間(全期預期信貸虧損)。

於各報告日期，本集團評估自初始確認以來金融工具的信用風險是否大幅增加。進行評估時，本集團比較金融工具在報告日期發生違約的風險及金融工具在初始確認日期發生違約的風險，並考慮毋須付出過多的成本或努力即可獲得的合理及可支持的資料，包括歷史及前瞻性資料。本集團認為，當合約付款逾期超過30天時，信貸風險會顯著增加。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

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.

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.

2.4 重大會計政策(續)

金融資產減值(續)

一般法(續)

當合約付款逾期90天時，本集團將金融資產視為違約。然而，在若干情況下，當內部或外部資料表明本集團不太可能在考慮到本集團所持有的任何信貸升級措施之前全額收到未支付合約款項時，本集團亦可能將一項金融資產視為違約。金融資產在合理預期無法收回合約現金流量的情況下被撇銷。

按攤銷成本計量的金融資產乃根據一般法減值，且其於以下階段就預期信貸虧損計量予以分類，惟應用下文所述簡易法的貿易應收款項除外。

- 第一階段 – 信用風險自初始確認以來並無大幅增加且其虧損撥備按等於12個月預期信貸虧損的數額計量的金融工具
- 第二階段 – 信用風險自初始確認以來大幅增加但並非信貸減值金融資產且其虧損撥備按等於全期預期信貸虧損的數額計量的金融工具
- 第三階段 – 於報告日期出現信貸減值(但並非購入或源生信貸減值)且其虧損撥備按等於全期預期信貸虧損的數額計量的金融資產

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)

簡易法

就並無包含重大融資成份的貿易應收款項而言，或當本集團應用並未調整重大融資成份的影響的可行權宜方法時，本集團於計算預期信貸虧損時應用簡易法。根據簡易法，本集團並無追蹤信用風險的變化，但於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已基於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。

就包含重大融資成份的貿易應收款項及租賃應收款項而言，本集團選擇採用簡易法與上述政策計算預期信貸虧損作為其會計政策。

金融負債

初始確認及計量

金融負債於初始確認時被分類為按攤銷成本計量的貸款及借款及應付款項(如適用)。

所有金融負債初步按公平值確認及倘為貸款及借款以及應付款項，則應減去直接應佔交易成本。

本集團的金融負債主要包括貿易應付款項及應付票據、其他應付款項、應付關聯公司款項、計息銀行及其他借款、優先票據及公司債券。

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.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, and payables at amortised cost, as appropriate.

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

The Group's financial liabilities primarily include trade and bills payables, other payables, amounts due to the related companies, interest-bearing bank and other borrowings, senior notes and corporate bonds.

2.4 重大會計政策(續)

金融負債(續)

後續計量

金融負債的後續計量取決於其分類如下：

按攤銷成本計量的金融負債(貿易及其他應付款項以及借款)

於初始確認後，貿易及其他應付款項、計息借款以及應付款項(包括資產支持證券項下的應付款項)隨後以實際利率法按攤銷成本計量，除非貼現影響屬微不足道，在該情況下，其按成本列賬。當負債終止確認以及按實際利率法進行攤銷程序時，收益及虧損於損益表內確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的融資成本內。

財務擔保合約

本集團發出的財務擔保合約指因特定債務人不能按照債務工具條款於到期時償付款項而須就持有人產生的虧損向其支付賠償款項的該等合約。財務擔保合約按其公平值初步確認為負債，並就發出擔保直接應佔的交易成本進行調整。於初步確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i) 按照「金融資產減值」所載政策釐定的預期信貸虧損撥備；及(ii) 初步確認的金額減(如適用) 確認的累計收入金額。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, interest-bearing borrowings, and payables (including payables under asset-backed securities) are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in “Impairment of financial assets”; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

2.4 重大會計政策(續)

金融負債(續)

後續計量(續)

公司債券

本公司發行含有負債及提早贖回權(與主合約並無密切關連)的公司債券在初始確認時分作不同類別。於發行日期,負債及提早贖回權部分均按公平值確認。在其後期間,公司債券的負債部分使用實際利率法按攤銷成本列賬。提早贖回權按公平值計量,公平值變動於損益內確認。與發行公司債券有關的交易成本按其相關公平值的比例分配至負債及提早贖回權部分。與提早贖回權有關的交易成本即時於損益扣除。與負債部分有關的交易成本計入負債部分的賬面值,並使用實際利率法在公司債券期內攤銷。

優先票據

本公司發行含有負債及提早贖回權(與主合約並無密切關連)的優先票據在初始確認時分作不同類別。於發行日期,負債及提早贖回權部分均按公平值確認。

在其後期間,優先票據的負債部份使用實際利率法按攤銷成本列賬。提早贖回選擇權按公平值計量,其公平值變化計入損益。

與發行優先票據有關的交易成本按有關公平值的比例分配予負債及提早贖回選擇權部份。與提早贖回選擇權有關的交易成本即時計入損益。與負債部份有關的交易成本計入負債部份的賬面值,並使用實際利率法在優先票據期內攤銷。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Corporate bonds

Corporate bonds issued by the Company that contain both liability and early redemption option (which is not closely related to the host contract) are classified separately on initial recognition. At the date of issue, both the liability and early redemption option components are recognised at fair value. In subsequent periods, the liability component of the corporate bonds are carried at amortised cost using the effective interest method. The early redemption option is measured at fair value with changes in fair value recognised in profit or loss. Transaction costs that relate to the issue of the corporate bonds are allocated to the liability and early redemption option components in proportion to their relative fair values. Transaction costs relating to the early redemption option are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the periods of the corporate bonds using the effective interest method.

Senior notes

Senior notes issued by the Company that contain both liability and early redemption option (which is not closely related to the host contract) are classified separately into respective items on initial recognition. At the date of issue, both the liability and early redemption option components are recognised at fair value.

In subsequent periods, the liability component of the senior notes is carried at amortised cost using the effective interest method. The early redemption option is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the senior notes are allocated to the liability and early redemption option components in proportion to their relative fair values. Transaction costs relating to the early redemption option are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the senior notes using the effective interest method.

2.4 重大會計政策(續)

金融負債(續)

後續計量(續)

永續資本證券

有義務償還本金或支付任何分派的永續資本證券乃分類為負債的一部份。在以後期間，永續資本證券使用實際利率法按攤銷成本列賬。與永續資本證券有關的交易成本計入負債的賬面值，並使用實際利率法在永續資本證券期內攤銷。

終止確認金融負債

當金融負債的責任已履行、取消或屆滿時，金融負債會被終止確認。

當現時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，或當現時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表內確認。

抵銷金融工具

倘有現行可予執行的法律權利以抵銷確認金額及有意按淨額基準償付，或變現資產與清還負債同時進行，則抵銷金融資產及金融負債及於財務狀況表內呈報淨金額。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Perpetual capital securities

Perpetual capital securities with obligation to repay principal or to pay any distribution are classified as part of liabilities. In subsequent periods, the perpetual capital securities are carried at amortised cost using the effective interest method. Transaction costs relating to the perpetual capital securities are included in the carrying amount of the liability and amortised over the periods of the perpetual capital securities using the effective interest method.

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 the statement of 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.

2.4 重大會計政策(續)

現金及現金等價物

財務狀況表中的現金及現金等價物包括手頭現金及銀行現金，以及到期日通常在三個月內的短期高流動性存款，其可隨時轉換為已知金額的現金，價值變動風險很小及為滿足短期現金承擔而持有。

就綜合現金流量表而言，現金及現金等價物包括手頭及銀行現金以及上文所界定的短期存款，減須按求償還並構成本集團現金管理組成部分的銀行透支。

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。

倘本集團預期部分或全部撥備將獲償付，而幾乎肯定可獲償付，則有關償付確認為獨立資產。撥備相關開支於損益表內扣除償付金額呈列。

倘貼現影響重大，則確認撥備的金額為預期履行責任所需未來開支於報告期末的現值。貼現現值隨時間增加的金額計入損益表中的融資成本。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

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.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end 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 the statement of profit or loss.

2.4 重大會計政策(續)

所得稅

所得稅包括即期及遞延稅項。與於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益確認或直接於權益確認。

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，根據於報告期末已實施或實際上已實施的稅率(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末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，且於交易時並不影響會計利潤或應課稅溢利或虧損以及不產生同等應課稅及可扣稅暫時差額；及
- 就與於附屬公司、合營企業及聯營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為可控制，且該等暫時差額於可見將來可能不會撥回。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

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, joint ventures and associates, 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)

所得稅(續)

遞延稅項資產乃就所有可扣稅暫時差額、未動用稅項抵免和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可能有應課稅溢利以動用可扣稅暫時差額、未動用稅項抵免和未動用稅項虧損的結轉作對銷為限，惟下列情況除外：

- 與可扣稅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，且於交易時並不影響會計利潤及應課稅溢利或虧損以及不產生同等應課稅及可扣稅暫時差額；及
- 就與於附屬公司、合營企業及聯營公司的投資有關的可扣稅暫時差額而言，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以動用暫時差額作對銷的情況下，方予確認。

於各報告期末審閱遞延稅項資產的賬面值，並於不再可能有足夠應課稅溢利以動用全部或部份遞延稅項資產時，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末重新評估，並在可能有足夠應課稅溢利以收回全部或部份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，根據於報告期末已實施或實際上已實施的稅率(及稅法)計算。

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, and 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, joint ventures and associates, 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)

當且僅當本集團具法定執行權抵銷即期稅項資產與即期稅項負債，且遞延稅項資產及遞延稅項負債有關被同一稅務機關對同一應課稅企業或不同應課稅企業徵收所得稅，而該等企業於各預期將有龐大遞延稅項負債或資產償還或收回之未來期間按淨額基準償還即期稅項負債及資產，或同時變現資產及清償負債，遞延稅項資產可與遞延稅項負債對銷。

收益確認

收益按於本集團日常業務過程中所提供之銷售物業及服務已收或應收代價之公平值計量。收益在扣除稅項後列賬。

銷售物業

收益於資產控制權轉移至買方時確認。資產控制權可於一段時間內或於某一時點轉移，取決於合約之條款與適用於合約之法律。倘本集團在履約過程中滿足下列條件，資產控制權於一段時間內發生轉移：

- 買方同時收到且消耗由本集團履約所帶來之利益；或
- 於本集團履約時創建及增強由買方控制之資產；或
- 並無產生對本集團有替代用途之資產，且本集團就累計至今已完履約部份擁有可強制執行之付款權利。

收益於買方獲得資產控制權之某一時點確認。

於釐定交易價格時，倘融資部份屬重大，則本集團就融資部份的影響而調整已承諾之代價金額。

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.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sales of properties and services provided in the ordinary course of the Group's activities. Revenue is shown, net of taxes.

Sales of properties

Revenues are recognised when or as the control of the asset is transferred to the purchaser. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides benefits which are received and consumed simultaneously by the purchaser; or
- creates and enhances an asset that the purchaser controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Revenue is recognised at a point in time when the purchaser obtains control of the asset.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

2.4 重大會計政策(續)

收益確認(續)

銷售物業(續)

對於在某時點轉移物業控制權的房地產開發及銷售合約，收益於買方獲得實物所有權或已竣工物業的法定所有權且本集團現時已有權收取付款並很可能收回代價時確認。

銷售貨物

銷售貨物的收益於資產控制權轉移至客戶的時間點(一般為交付貨物時)確認。

管理諮詢服務

來自提供與物業項目開發有關的支持服務的管理諮詢服務收入於提供相關服務及客戶同時取得及消耗本集團所提供之利益時確認。

來自其他來源的收益

租金收益於租賃期間按時間比例基準確認。並不取決於指數或利率的可變租賃款項於產生的會計期間確認為收入。

其他收入

利息收入按應計基準以實際利率法透過採用將金融工具的估計未來所收現金在預計年期或較短期間(如適用)內準確貼現至金融資產賬面值淨值的利率予以確認。

股息收入於股東收取付款的權利確立、與股息相關的經濟收益可能將流入本集團及股息金額能可靠計量時確認。

合約負債

於本集團轉讓相關貨物或服務前從客戶處收取付款或付款到期(以較早者為準)時確認合約負債。合約負債於本集團履行合約(即將相關貨物或服務的控制權轉讓予客戶)時確認為收益。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Sales of properties (Continued)

For property development and sales contracts for which the control of the property is transferred at a point in time, revenue is recognised when the purchaser obtains the physical possession or the legal title of the completed property and the Group has a present right to payment and the collection of the consideration is probable.

Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Management consulting services

Management consulting service income derived from the provision of support services in connection with development of property projects is recognised when the relevant services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

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 is recognised, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

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).

2.4 重大會計政策(續)

合約成本

除資本化為存貨、物業、廠房及設備以及無形資產的成本外，為履行客戶合約所產生的成本如滿足以下所有條件，則資本化為資產：

- (a) 成本與實體可具體識別的合約或預計合約直接相關。
- (b) 成本產生或增加實體將用於達成(或持續達成)未來履約責任的資源。
- (c) 預期將可收回成本。

資本化合約成本按與向客戶轉移有關該資產之貨物或服務一致之系統基準於損益表攤銷及扣除。其他合約成本於產生時支銷。

僱員福利

養老金計劃

本集團根據強制性公積金計劃條例為符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」)的僱員設立強積金計劃。供款乃根據僱員基本薪金的一定百分比作出，並於其根據強積金計劃的成為應付款項時自損益表扣除。強積金計劃資產與本集團資產分開，於獨立管理的基金內持有。本集團的僱主供款一旦注入強積金計劃，即悉數歸屬僱員。

本集團於中國內地營運的附屬公司的僱員須參加當地市政府實施的中央養老金計劃。該等附屬公司須按其僱員薪金的若干百分比向中央養老金計劃供款。該等供款於根據中央養老金計劃的規則成為應付款項時自損益表扣除。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract cost assets are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Employee benefits

Pension scheme

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 the statement of 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.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 重大會計政策(續)

僱員福利(續)

辭退福利

當本集團再不能收回福利的要約或當本集團確認涉及辭退福利的付款的重組成本時(以較早者為準)，則該等辭退福利獲確認。

借款成本

直接用於購買、興建或生產合資格資產(即需待相當時間方可達致其擬定用途或出售的資產)的借款成本一律撥充作為該等資產的部份成本。一旦資產大致可供擬定用途或出售，則有關借款成本不再撥充資本。所有其他借款成本均於產生期間支銷。借款成本包括實體就借用資金產生的利息及其他成本。

報告期後事項

倘本集團於報告期後但於授權刊發日期前收到有關於報告期末存在的條件的資料，其將評估有關資料會否影響其財務報表中確認的金額。本集團將調整其財務報表中確認的金額以反映報告期後的任何調整事項，並根據新資料更新與該等條件有關的披露。就報告期後的未調整事件而言，本集團將不會更改其財務報表中確認的金額，但會披露未調整事項的性質及對其財務影響的估計，或無法作出該估計的聲明(如適用)。

股息

末期股息於股東大會上獲股東批准時確認為負債。擬派末期股息於財務報表附註披露。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Termination benefits

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

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its financial statements, but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

2.4 重大會計政策(續)

外幣

該等財務報表乃以本集團的呈列貨幣人民幣呈列。本公司的功能貨幣為港元，而人民幣用作本公司財務報表的呈列貨幣，以與本集團的呈列貨幣保持一致。本集團旗下各實體確定其自身的功能貨幣，且各實體財務報表中所包含的項目均使用該功能貨幣計量。本集團旗下實體錄得的外幣交易首次按交易日期通行的相關功能貨幣適用匯率列賬。以外幣計值的貨幣資產及負債按報告期末功能貨幣的適用匯率換算。因結算或換算貨幣項目而產生的匯兌差額在損益確認。

以外幣為單位而按歷史成本入賬的非貨幣項目按首次交易日的匯率換算。以外幣為單位而按公平值計量的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目產生的收益或虧損按與確認項目公平值變動的收益或虧損一致的方式處理(即公平值收益或虧損於其他全面收益或損益中確認的項目的匯兌差額亦分別於其他全面收益或損益中確認)。

於釐定終止確認預付代價有關之非貨幣資產或非貨幣負債之初始確認相關資產、開支或收入的匯率時，初始交易日期為本集團初始確認預付代價產生之非貨幣資產或非貨幣負債的日期。倘支付或收取多筆預付款項，本集團於支付或收取每一筆預付代價時確定交易日。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies

These financial statements are presented in RMB, which is the Group's presentation currency. The functional currency of the Company is the Hong Kong dollar while RMB is used as the presentation currency of the financial statements of the Company for the purpose of aligning with the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. 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 ruling at the end of the reporting period. 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(續)

若干海外附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末當時的匯率換算為人民幣，而其損益表按與交易日期當時匯率相若的匯率換算為人民幣。

因此而產生的匯兌差額於其他全面收益確認並於匯兌波動儲備累計，非控股權益應佔的差額除外。出售外國業務時，與該項外國業務有關的儲備累計金額，會在損益表確認。

因收購外國業務而產生的任何商譽及對資產與負債賬面值的公平值調整作為外國業務之資產及負債處理，並按收市匯率換算。

就綜合現金流量表而言，海外附屬公司的現金流按現金流當日的匯率換算為人民幣。經常頻繁且全年度產生的海外附屬公司現金流按該年度的加權平均匯率換算為港元。

永續資本證券

並無訂約責任償還其本金額或支付任何分派的永續資本證券乃分類為權益的一部份。有義務償還本金或支付任何分派的永續資本證券乃分類為負債的一部份。

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries 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 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 fluctuation 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 the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

Perpetual capital securities

Perpetual capital securities with no contracted obligation to repay their principal or to pay any distribution are classified as part of equity. Perpetual capital securities with obligation to repay principal or to pay any distribution are classified as part of liabilities.

3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出會影響所呈報收益、開支、資產與負債金額及其附帶披露以及或然負債披露的判斷、估計及假設。有關該等假設及估計的不明朗因素可能導致須對日後受到影響的資產或負債的賬面值作出重大調整。

持續經營考慮

於應用本集團會計政策時，除涉及估計者外，管理層已假設本集團來年將能夠按持續經營基準營運以編製綜合財務報表，該假設為一項重大判斷，其對綜合財務報表的已確認金額影響至為重大。評估持續經營假設涉及本公司董事於某一特定時間點就固有不確定性的事件或條件的未來結果作出判斷。董事認為本集團有能力按持續經營基準繼續營運，而個別或共同可能對持續經營假設構成重大疑問並可能產生業務風險的重大事件或條件載於財務報表附註2.1。

判斷

在應用本集團的會計政策時，除涉及估計者外，管理層已作出下列判斷，其對財務報表的已確認金額影響至為重大：

遞延稅項資產

倘應課稅溢利將可沖減可動用的虧損，則未動用稅項虧損以可能產生的應課稅溢利為限確認為遞延稅項資產。重大管理判斷須依據日後應課稅溢利的有關時間及水平，連同日後稅務規劃策略作出，用以釐定可確認遞延稅項資產的金額。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND 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.

Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the directors of the Company, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that may individually or collectively cast a significant doubt upon the going concern assumption are set out in note 2.1 to the financial statements.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

3. 重大會計判斷及估計(續)

判斷(續)

物業租賃分類 — 本集團作為出租人

本集團已就其投資物業組合訂立商業物業租賃。根據對有關安排條款及條件之評估，如租期不構成商用物業之經濟壽命的主要部分且最低租賃款項現值不等於商用物業之絕大部分公平值，本集團已釐定其保留該等已出租物業所有權附帶的絕大部分重大風險及回報，並將有關合約以經營租賃入賬。

釐定有重續選擇權合約的租期時所用重大判斷

本集團擁有多個包含延期及終止選擇權的租賃合約。本集團於評估是否行使重續或終止租賃選擇權時運用判斷。本集團將考慮所有會對行使重續或終止選擇權構成經濟激勵的相關因素。於開始日期後，如在本集團控制範圍內有影響其行使或不行使重續或終止租賃選擇權的重大事件或情況變動(例如重大租賃物業裝修或重大租賃資產定制)，本集團會重新評估租期。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

3. 重大會計判斷及估計(續)

判斷(續)

投資物業與自有物業的分類

本集團決定物業是否符合投資物業的資格，並已制訂作出此判斷的準則。投資物業是為賺取租金或資本增值或同時為達至該等目的而持有的物業。因此，本集團會考慮一項物業產生的現金流量是否大致獨立於本集團持有的其他資產。若干物業包括持作賺取租金或持作資本增值的部分，而另一部分則持作生產用途或供應貨品或服務或作行政用途。倘若該等部分可以分開出售或根據融資租賃分開出租，本集團將把有關部分分開入賬。倘該等部分無法分開出售，則只會在持作生產用途或供應貨品或服務或作行政用途的部分並不重要時，有關物業才會列作投資物業。判斷乃按照個別物業基準作出，以釐定配套服務是否重要以致物業並不符合投資物業的資格。

估計不明朗因素

下文闡述有關未来的主要假設及於報告期末估計不明朗因素的其他主要來源，其具有導致對下個財政年度的資產與負債賬面值作出重大調整的重大風險。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

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 described below.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

開發中物業及持作出售已竣工物業的撥備

本集團的開發中物業及持作出售已竣工物業以成本與可變現淨值的較低者入賬。根據本集團以往的經驗及所涉物業的性質，本集團根據當前市況估計售價、開發中物業的竣工成本以及銷售物業將產生的成本。

倘竣工成本增加或銷售淨值降低，則可變現淨值會減少，且這可能導致就開發中物業及持作出售已竣工物業作出撥備。作出相關撥備須運用判斷及估計。倘預期有別於原先估計，則將對相關估計變更期間的物業賬面值及撥備作出相應調整。

貿易應收款項、其他應收款項及存款以及應收關聯方款項之預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項、其他應收款項及存款以及應收關聯方款項之預期信貸虧損。撥備率乃基於擁有類似虧損模式(即客戶類別及評級)的多個客戶分部組別的逾期日數釐定。撥備率乃根據其他應收款項及存款以及應收關聯方款項的違約盈利能力及違約損失而定。

預期虧損率最初基於本集團的歷史觀察違約率。本集團將通過調整矩陣以調整歷史信貸虧損經驗與前瞻性資料。例如，倘預測經濟狀況(如國內生產總值)預期將於未來一年內惡化，這可能導致物業行業違約數量增加，歷史違約率將得到調整。歷史觀察違約率於各報告日期進行更新，並對前瞻性估計的變動進行分析。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for properties under development and completed properties held for sale

The Group's properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Based on the Group's historical experience and the nature of the subject properties, the Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions.

If there is an increase in costs to completion or a decrease in net sales value, the net realisable value will decrease and this may result in a provision for properties under development and completed properties held for sale. Such provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value and provision for the properties in the periods in which such estimate is changed will be adjusted accordingly.

Provision for expected credit losses on trade receivables, other receivables and deposits and due from related parties

The Group uses a provision matrix to calculate ECLs for trade receivables, other receivables and deposits and due from related parties. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type and rating). The provision rates are based on profitability of default and the loss given default for other receivables and deposits, and amounts due from related parties.

The expected loss rate 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. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the properties sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

貿易應收款項、其他應收款項及存款以及應收關聯方款項之預期信貸虧損撥備(續)

對歷史觀察違約率、預測經濟狀況及預期信貸虧損之間相關性的評估是一項重大估計。預期信貸虧損金額對環境及預測經濟狀況的變動敏感。本集團的歷史信貸虧損經驗及經濟狀況預測亦可能無法代表未來客戶的實際違約。有關本集團貿易應收款項、其他應收款項及存款及應收關聯公司款項之預期信貸虧損的資料分別於財務報表附註21、22及38披露。

中國企業所得稅(「企業所得稅」)

本集團須繳納中國企業所得稅。由於地方稅務局尚未確認與所得稅有關的若干事項，故釐定將作出的所得稅撥備時須根據目前已頒佈的稅法、法規及其他相關政策作出客觀估計及判斷。倘該等事項的最終稅務結果有別於原先已入賬的金額，則差額將影響差額變現期間的所得稅及稅項撥備。

中國土地增值稅(「土地增值稅」)

本集團須繳納中國土地增值稅。土地增值稅撥備乃基於管理層根據對中國相關稅務法律及法規所載規定的理解所作最佳估計計提。實際土地增值稅負債須待物業開發項目竣工後由稅務機關釐定。本集團尚未就其全部物業開發項目與稅務機關最終確定其土地增值稅的計算及付款。最終結果可能與初步入賬的金額不同，且任何差額將影響差額變現期間的土地增值稅開支及相關撥備。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables, other receivables and deposits and due from related parties (Continued)

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, other receivables and deposits and due from related companies is disclosed in notes 21, 22 and 38 to the financial statements, respectively.

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 estimation and judgement 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.

PRC land appreciation tax ("LAT")

The Group is subject to LAT in the PRC. The provision for LAT is based on management's best estimates according to the understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon the completion of the property development projects. The Group has not finalised its LAT calculation and payments with the tax authorities for all its property development projects. The final outcome could be different from the amounts that were initially recorded, and any differences will impact on the LAT expenses and the related provision in the period in which the differences realise.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

投資物業公平值估計

若無類似物業在活躍市場的現有價格，本集團將考慮來自多種來源之資料，其中包括：

- (a) 不同性質、狀況或地點之物業於活躍市場之現有價格(經調整以反映該等差異)；
- (b) 活躍程度稍遜的市場的類似物業的近期價格(經調整以反映自按該等價格進行交易當日以來經濟狀況之任何變動)；及
- (c) 根據對未來現金流量的可靠估計預測經貼現現金流量，此項預測以任何現有租賃及其他合約之條款以及(在可行情況下)外來證據(如地點及狀況相同之類似物業現有市場租值)為憑證，並採用可反映現金流量金額及時間不明朗因素當時市場評估之貼現率。

於二零二四年十二月三十一日，投資物業之賬面值為人民幣7,433,700,000元(二零二三年：人民幣8,006,900,000元)。進一步詳情(包括用作公平值計量之主要假設)載於財務報表附註14。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

At 31 December 2024, the carrying amount of investment properties was RMB7,433,700,000 (2023: RMB8,006,900,000). Further details, including the key assumptions used for fair value measurement, are given in note 14 to the financial statements.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

非金融資產(商譽除外)減值

本集團於各報告期末評估所有非金融資產(包括使用權資產)有否任何減值跡象。該等非金融資產在有跡象顯示賬面值可能無法收回時進行減值測試。倘資產或現金產生單位的賬面值超逾其可收回金額(即其公平值減出售成本與其使用價值中的較高者),則存在減值。公平值減出售成本按自同類資產公平交易中具約束力的銷售交易的可得數據或可觀察市價減出售資產的增量成本計算。倘採用使用價值計算,則管理層須估計資產或現金產生單位的預期未來現金流量,並選取合適的貼現率以計算該等現金流量的現值。

4. 經營分部資料

管理層按項目位置監控本集團業務(包括物業開發及租賃及商業物業管理)的經營業績,以對資源分配及表現評估作出決策,且任一單一位置的收益、溢利淨額或總資產分別不會超過本集團綜合收益、溢利淨額或總資產的10%。由於所有位置具備類似經濟特徵,而該等位置的物業開發及租賃與管理的性質、上述業務流程的性質、上述業務的客戶類型或級別以及分配財產或提供服務所用方法類似,因而所有位置乃歸總為一個可報告經營分部。

地區資料

由於本集團來自外部客戶的收益僅為其於中國內地的經營所得且本集團並無非流動資產位於中國內地境外,故並無呈列地區資料。

3. MATERIAL ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. These non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. OPERATING SEGMENT INFORMATION

Management monitors the operating results of the Group's business which includes property development and leasing and commercial property management by project locations for the purpose of making decisions about resource allocation and performance assessment, while no single location's revenue, net profit or total assets exceed 10% of the Group's consolidated revenue, net profit or total assets, respectively. As the economic characteristics are similar in all the locations, where the nature of property development and leasing and management are similar, and the nature of the aforementioned business processes, the type or class of customer for the aforementioned business and the methods used to distribute the properties or provide the services are also similar, all locations were aggregated as one reportable operating segment.

Geographical information

No geographical information is presented as the Group's revenue from the external customers is derived solely from its operation in Mainland China and no non-current assets of the Group are located outside Mainland China.

4. 經營分部資料(續)

有關主要客戶的資料

截至二零二三年及二零二四年十二月三十一日止年度，本年度對單一客戶或共同控制下的一組客戶的銷售並無佔本集團收益的10%或以上。

5. 收益、其他收入及收益、其他開支

對收益的分析如下：

4. OPERATING SEGMENT INFORMATION

(Continued)

Information about major customers

No sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue for the years ended 31 December 2023 and 2024.

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES

An analysis of revenue is as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------|--|-----------------------------------|-----------------------------------|
| 客戶合約收益 | Revenue from contracts with customers | 33,340,442 | 38,697,406 |
| 來自其他來源的收益 | Revenue from other sources | | |
| 來自投資物業經營租賃的 | Gross rental income from investment | | |
| 租金收入總額： | property operating leases: | | |
| 租賃款項，包括固定款項 | Lease payments, including fixed payments | 76,464 | 77,529 |
| 總計 | Total | 33,416,906 | 38,774,935 |

客戶合約收益

(a) 分類收益資料

Revenue from contracts with customers

(a) Disaggregated revenue information

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------|--|-----------------------------------|-----------------------------------|
| 貨物或服務類型 | Types of goods or services | | |
| 銷售物業 | Sale of properties | 33,331,088 | 38,648,331 |
| 管理諮詢服務 | Management consulting services | 9,354 | 42,851 |
| 銷售貨物 | Sale of goods | — | 6,224 |
| 總計 | Total | 33,340,442 | 38,697,406 |
| 收益確認時間： | Timing of revenue recognition: | | |
| 物業或貨物於某一 | Properties or goods transferred at a point | | |
| 時間點轉移 | in time | 33,331,088 | 38,654,555 |
| 服務隨時間轉移 | Services transferred over time | 9,354 | 42,851 |
| 總計 | Total | 33,340,442 | 38,697,406 |

5. 收益、其他收入及收益、其他開支(續)

客戶合約收益(續)

(a) 分類收益資料(續)

下表載列於本報告期間已確認的計入報告期初合約負債及自過往期間履行的履約責任中確認的收益金額：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------------|--|-----------------------------------|-----------------------------------|
| 計入報告期初合約負債的已確認收益： | Revenue recognised that was included in contract liabilities at the beginning of the reporting period: | | |
| 銷售物業 | Sales of properties | 30,178,205 | 36,074,192 |

(b) 履約責任

有關本集團履約責任的資料概述如下：

銷售物業

就物業銷售合約而言，本集團於買方獲得實物所有權或已竣工物業的法定所有權時將收益確認為相等於合約金額。

管理諮詢服務

就管理諮詢服務而言，本集團按與本集團迄今為止對客戶提供服務的價值直接對應的開票權金額確認收益。大部分管理諮詢服務合約並無固定期限。交付前及諮詢服務合約的期限一般設定為於對手方告知本集團不再需要該等服務時屆滿。

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES (Continued)

Revenue from contracts with customers (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 and recognised from performance obligations satisfied in previous periods:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------------|--|-----------------------------------|-----------------------------------|
| 計入報告期初合約負債的已確認收益： | Revenue recognised that was included in contract liabilities at the beginning of the reporting period: | | |
| 銷售物業 | Sales of properties | 30,178,205 | 36,074,192 |

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of properties

For property sales contracts, the Group recognises revenue equal to the contract amount when the purchaser obtains the physical possession or the legal title of the completed property.

Management consulting services

For management consulting services, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date. The majority of the management consulting service contracts do not have a fixed term. The term of the contracts for pre-delivery and consulting services is generally set to expire when the counterparties notify the Group that the services are no longer required.

5. 收益、其他收入及收益、其他開支(續)

客戶合約收益(續)

(b) 履約責任(續)

銷售貨物

銷售貨物的收益於貨物的控制權轉移至客戶時(即貨物交付予客戶之時點)確認。交易價格於客戶接收材料時即時到期支付。

於十二月三十一日，交易價格分配至剩餘履約責任(未達成或部份未達成)的金額如下：

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES (Continued)

Revenue from contracts with customers (Continued)

(b) Performance obligations (Continued)

Sale of goods

Revenue from sales of goods is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. Payment of the transaction price is due immediately at the point the customer has accepted the materials.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------|---|-----------------------------------|-----------------------------------|
| 預期將確認為收益的金額： | Amounts expected to be recognised as revenue: | | |
| 一年內 | Within one year | 11,488,190 | 30,646,827 |
| 一年後 | After one year | 2,353,003 | 14,822,249 |
| 總計 | Total | 13,841,193 | 45,469,076 |

5. 收益、其他收入及收益、
其他開支(續)

客戶合約收益(續)

- (b) 履約責任(續)
銷售貨物(續)

其他收入及收益分析如下：

5. REVENUE, OTHER INCOME AND GAINS,
OTHER EXPENSES (Continued)

Revenue from contracts with customers (Continued)

- (b) Performance obligations (Continued)
Sale of goods (Continued)

An analysis of other income and gains is as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|------------------------|--|-----------------------------------|-----------------------------------|
| 其他收入 | Other income | | |
| 利息收入 | Interest income | 21,917 | 50,813 |
| 其他 | Others | 1,879 | 6,306 |
| 其他收入總額 | Total other income | 23,796 | 57,119 |
| 收益 | Gains | | |
| 沒收按金 | Forfeiture of deposits | 5,312 | 13,050 |
| 政府補助 | Government grants | 443 | 7,074 |
| 租期終止的收益 | Gain on lease term termination | 1,096 | — |
| 出售物業、廠房及 設備項目的收益 | Gain on disposal of items of property, plant and equipment | — | 4,795 |
| 出售按公平值計入損益 的金融資產的收益 | Gain on disposal of financial assets at fair value through profit or loss | — | 206 |
| 收益總額 | Total gains | 6,851 | 25,125 |
| 其他收入及收益總額 | Total other income and gains | 30,647 | 82,244 |

5. 收益、其他收入及收益、其他開支(續)

客戶合約收益(續)

(b) 履約責任(續)

銷售貨物(續)

其他開支分析如下：

5. REVENUE, OTHER INCOME AND GAINS, OTHER EXPENSES (Continued)

Revenue from contracts with customers (Continued)

(b) Performance obligations (Continued)

Sale of goods (Continued)

An analysis of other expenses is as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------------------------|---|-----------------------------------|-----------------------------------|
| 就開發中物業及持作出售的已竣工物業確認的減值虧損(附註19、20) | Impairment losses recognised for properties under development and completed properties held for sale (notes 19, 20) | 2,328,116 | 4,375,883 |
| 就物業、廠房及設備確認的減值虧損(附註13) | Impairment losses recognised for Property, plant and equipment (notes 13) | 700,196 | — |
| 匯兌差額淨額 | Foreign exchange differences, net | 54,514 | 160,866 |
| 出售附屬公司的虧損淨額(附註6) | Losses on disposal of subsidiaries, net (note 6) | — | 25,243 |
| 出售按公平值計入損益的金融資產的虧損 | Losses on disposal of financial assets at fair value through profit or loss | 87 | 9,710 |
| 出售物業、廠房及設備項目的虧損 | Losses on disposal of items of property, plant and equipment | 6 | 367 |
| 捐款 | Donations | 500 | 500 |
| 其他 | Others | 40,038 | 22,038 |
| 其他開支總額 | Total other expenses | 3,123,457 | 4,594,607 |

6. 除稅前虧損

本集團除稅前虧損乃扣除／(計入)
以下各項後達致：

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

| | | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------------------------------|---|-------------|-----------------------------------|-----------------------------------|
| 已售物業成本 | Cost of properties sold | 20 | 31,452,175 | 36,582,585 |
| 就開發中物業及持作 出售已竣工物業確認 的減值虧損 | Impairment losses recognised for properties under development, completed properties held for sale | 5, 19, 20 | 2,328,116 | 4,375,883 |
| 就物業、廠房及 設備確認的減值虧損 | Impairment losses recognised for property, plant and equipment | 5, 13 | 700,196 | — |
| 物業、廠房及設備項目 折舊 | Depreciation of items of property, plant and equipment | 13 | 21,958 | 24,231 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 15 | 20,220 | 33,275 |
| 其他無形資產攤銷 | Amortisation of other intangible assets | | 12 | 20 |
| 出售按公平值計入損益的 金融資產的虧損淨額 | Losses on disposal of financial assets at fair value through profit or loss, net | 5 | 87 | 9,504 |
| 出售物業、廠房及設備項 目的虧損／(收益)淨額 | Losses/(gains) on disposal of items of property, plant and equipment, net | 5 | 6 | (4,428) |
| 租期終止的收益 | Gains on lease term termination | 5 | (1,096) | — |
| 出售附屬公司的虧損淨額 | Losses on disposal of subsidiaries, net | | — | 25,243 |
| 核數師薪酬 | Auditors' remuneration | | 5,500 | 6,700 |
| 金融資產減值虧損淨額 | Impairment losses on financial assets, net | 22, 38 | 664,343 | 1,426,423 |
| 僱員福利開支 (包括董事 及最高行政人員薪酬) (附註8)： | Employee benefit expense (including directors' and chief executive's remuneration (note 8)： | | | |
| 工資及薪金 | Wages and salaries | | 313,828 | 369,615 |
| 養老金計劃供款及 社會福利 | Pension scheme contributions and social welfare | | 51,767 | 61,928 |

7. 融資成本

融資成本的分析如下：

7. FINANCE COSTS

An analysis of finance costs is as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------------------------------|---|-----------------------------------|-----------------------------------|
| 計息銀行及其他借款、公司債券、優先票據的利息以及資產支持證券的所得款項 | Interest on interest-bearing bank and other borrowings, corporate bonds, senior notes and proceeds from asset-backed securities | 4,597,336 | 4,602,796 |
| 收益合約產生的利息開支 | Interest expense arising from revenue contracts | 783,402 | 1,222,247 |
| 租賃負債利息 | Interest on lease liabilities | 998 | 2,645 |
| 並非按公平值計入損益的金融負債的利息開支總額 | Total interest expense on financial liabilities not at fair value through profit or loss | 5,381,736 | 5,827,688 |
| 減：資本化利息 | Less: Interest capitalised | (1,651,474) | (3,238,795) |
| 總計 | Total | 3,730,262 | 2,588,893 |

8. 董事的薪酬

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部披露的本年度董事及最高行政人員薪酬如下：

8. DIRECTORS' REMUNERATION

Directors' and chief executive's 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:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------|---|-----------------------------------|-----------------------------------|
| 袍金 | Fees | 900 | 900 |
| 其他酬金： | Other emoluments: | | |
| 工資、津貼及實物福利 | Salaries, allowances and benefits in kind | 5,226 | 5,656 |
| 表現掛鈎花紅 | Performance-related bonuses | 412 | 856 |
| 養老金計劃供款及社會福利 | Pension scheme contributions and social welfare | 198 | 532 |
| | | 5,836 | 7,044 |
| 總計 | Total | 6,736 | 7,944 |

* 本公司若干執行董事有權獲得與本集團經營業績相關的花紅付款。

* Certain executive directors of the Company are entitled to bonus payments which are associated with the operating result of the Group.

8. 董事的薪酬(續)

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------|------------------|-----------------------------------|-----------------------------------|
| 袍金 | Fees | | |
| 楊詠儀女士 | Ms. Yang Yongyi | — | — |
| 陸海林先生 | Mr. Loke Yu | 300 | 300 |
| 王傳序先生 | Mr. Wang Chuanxu | 300 | 300 |
| 謝駿先生 | Mr. Xie Jun | 300 | 300 |
| 總計 | Total | 900 | 900 |

楊詠儀女士獲委任為獨立非執行董事，自二零二四年十二月三十一日起生效。

陸海林先生辭任獨立非執行董事，自二零二四年十二月三十一日起生效。

年內，並無其他應付獨立非執行董事的薪酬(二零二三年：無)。

8. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

Ms. Yang Yongyi has been appointed as an independent non-executive director with effect from 31 December 2024.

Mr. Loke Yu has been resigned as an independent non-executive director with effect from 31 December 2024.

There were no other emoluments payable to the independent non-executive directors during the year (2023: Nil).

8. 董事的薪酬(續)

(b) 執行董事、非執行董事及最高行政人員

| | | 袍金 | 工資、津貼 及實物福利 | 表現 掛鈎花紅 | 股本結算以 股份為基礎 的付款開支 | 養老金計劃 供款及 社會福利 Pension scheme contributions and social welfare | 薪酬總計 |
|---------|-------------------------|--------------------------|--|---|--|---|---|
| | | Fees 人民幣千元 RMB'000 | Salaries, allowances and benefits in kind 人民幣千元 RMB'000 | Performance related bonuses 人民幣千元 RMB'000 | Equity-settled share-based payment expenses 人民幣千元 RMB'000 | | Total remuneration 人民幣千元 RMB'000 |
| 二零二四年 | 2024 | | | | | | |
| 執行董事： | Executive directors: | | | | | | |
| 李洋先生 | Mr. Li Yang | — | 1,820 | — | — | 16 | 1,836 |
| 非執行董事： | Non-executive director: | | | | | | |
| 歐國偉先生 | Mr. Ou Guowei | — | 1,586 | 412 | — | 167 | 2,165 |
| 最高行政人員： | Chief executive: | | | | | | |
| 劉偉亮先生 | Mr. Liu Weiliang | — | 1,820 | — | — | 15 | 1,835 |
| 總計 | Total | — | 5,226 | 412 | — | 198 | 5,836 |

| | | 袍金 | 工資、津貼 及實物福利 | 表現 掛鈎花紅 | 股本結算以 股份為基礎 的付款開支 | 養老金計劃 供款及 社會福利 Pension scheme contributions and social welfare | 薪酬總計 |
|---------|-------------------------|--------------------------|--|---|--|---|---|
| | | Fees 人民幣千元 RMB'000 | Salaries, allowances and benefits in kind 人民幣千元 RMB'000 | Performance related bonuses 人民幣千元 RMB'000 | Equity-settled share-based payment expenses 人民幣千元 RMB'000 | | Total remuneration 人民幣千元 RMB'000 |
| 二零二三年 | 2023 | | | | | | |
| 執行董事： | Executive directors: | | | | | | |
| 黃仙枝先生 | Mr. Huang Xianzhi | — | 507 | — | — | 40 | 547 |
| 李洋先生 | Mr. Li Yang | — | 1,549 | 256 | — | 164 | 1,969 |
| 非執行董事： | Non-executive director: | | | | | | |
| 歐國偉先生 | Mr. Ou Guowei | — | 1,845 | 395 | — | 164 | 2,404 |
| 最高行政人員： | Chief executive: | | | | | | |
| 劉偉亮先生 | Mr. Liu Weiliang | — | 1,755 | 205 | — | 164 | 2,124 |
| 總計 | Total | — | 5,656 | 856 | — | 532 | 7,044 |

8. 董事的薪酬(續)

(b) 執行董事、非執行董事及最高行政人員(續)

黃仙枝先生已辭任董事會主席、執行董事、提名委員會主席、薪酬委員會成員及本公司授權代表，自二零二三年一月二十日起生效。

執行董事劉偉亮先生由董事會副主席調任為主席，並已獲委任為提名委員會主席、薪酬委員會成員及本公司授權代表，自二零二三年一月二十日起生效。

截至二零二四年十二月三十一日止年度，本集團並無向任何董事支付任何酬金(作為加入本集團或加入本集團後的獎勵)，亦無向任何現任董事或前任董事支付任何酬金(作為離職補償)(二零二三年：無)。

年內，概無董事或最高行政人員放棄或同意放棄任何薪酬的安排(二零二三年：無)。

8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors, non-executive director and the chief executive

Mr. Huang Xianzhi has resigned as the chairman of the board of directors, an executive director, the chairman of the Nomination Committee, a member of the Remuneration Committee and an authorised representative of the Company with effect from 20 January 2023.

Mr. Liu Weiliang, an executive director, has been re-designated from the vice chairman of the board of directors to the Chairman, and has been appointed as the chairman of the Nomination Committee, a member of the Remuneration Committee and an authorised representative of the Company with effect from 20 January 2023.

During the year ended 31 December 2024, no emolument was paid by the Group to any of the directors as an inducement to join or upon joining the Group or to any directors or past directors as compensation for loss of office (2023: Nil).

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2023: Nil).

9. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括三名董事（二零二三年：三名董事），其薪酬詳情載於上文附註8。並非本公司董事或最高行政人員的餘下一名（二零二三年：兩名）最高薪酬僱員年內的薪酬詳情如下：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------|---|-----------------------------------|-----------------------------------|
| 工資、津貼及實物福利 | Salaries, allowances and benefits in kind | 3,773 | 3,559 |
| 表現掛鈎花紅 | Performance-related bonuses | 590 | 1,014 |
| 養老金計劃供款及社會福利 | Pension scheme contributions and social welfare | 183 | 181 |
| 總計 | Total | 4,546 | 4,754 |

薪酬位於以下範圍的非董事及非最高行政人員最高薪酬僱員人數如下：

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

| | | 僱員人數 Number of employees | |
|-------------------------|--------------------------------|-----------------------------|---------------|
| | | 二零二四年 2024 | 二零二三年 2023 |
| 2,000,000港元至2,500,000港元 | HK\$2,000,000 to HK\$2,500,000 | 1 | 1 |
| 2,500,001港元至3,000,000港元 | HK\$2,500,001 to HK\$3,000,000 | — | 1 |
| 總計 | Total | 1 | 2 |

截至二零二四年十二月三十一日止年度，本集團並無向任何五位最高薪酬僱員支付任何酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償（二零二三年：無）。

During the year ended 31 December 2024, no emolument was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office (2023: Nil).

10. 所得稅

本集團須就本集團成員公司註冊及經營所在稅務司法權區產生及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附屬公司毋須繳納任何所得稅。本集團於香港註冊成立的附屬公司毋須繳納所得稅，因為該等公司於截至二零二四年十二月三十一日止年度並無現時於香港產生的任何應課稅溢利。

本集團於中國內地經營的附屬公司於年內須按25%的稅率繳納中國企業所得稅。

土地增值稅乃按照30%至60%的累進稅率對土地增值額徵收，土地增值額為出售物業所得款項減可扣減支出(包括土地成本、借款成本及其他物業開發支出)。本集團根據有關中國內地稅務法律及法規的規定為土地增值稅估計、作出及計提稅項撥備。土地增值稅撥備須由當地稅務機關進行最終審核及批准。

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 members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands, the Group's subsidiaries incorporated in the Cayman Islands and British Virgin Islands are not subject to any income tax. The Group's subsidiaries incorporated in Hong Kong were not liable for income tax as they did not have any assessable profits currently arising in Hong Kong for the year ended 31 December 2024.

Subsidiaries of the Group operating in Mainland China were subject to PRC CIT at a rate of 25% for the year.

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including land costs, borrowing costs and other property development expenditures. The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant Mainland China tax laws and regulations. The LAT provision is subject to the final review and approval by the local tax bureau.

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|------------|--------------------------------|-----------------------------------|-----------------------------------|
| 即期稅項： | Current tax: | | |
| 中國企業所得稅 | PRC CIT | 159,091 | 214,416 |
| 中國土地增值稅 | PRC LAT | (459,287) | 2,202 |
| 遞延稅項(附註18) | Deferred tax (note 18) | 470,466 | 264,662 |
| 年內稅項支出總額 | Total tax charged for the year | 170,270 | 481,280 |

10. 所得稅(續)

本公司及其大部分附屬公司註冊及／或運營所在司法權區按法定稅率計算的除稅前虧損適用的所得稅開支與按實際所得稅率計算的所得稅開支對賬如下：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|---------------------|--|-----------------------------------|-----------------------------------|
| 除稅前虧損 | Loss before tax | (7,368,776) | (9,004,282) |
| 按法定所得稅率計算 | At the statutory income tax rate | (1,842,194) | (2,251,071) |
| 合營企業及聯營公司應佔溢利及虧損 | Profits and losses attributable to joint ventures and associates | (38,724) | 44,469 |
| 不可扣稅開支 | Expenses not deductible for tax | 8,695 | 11,144 |
| 過往年度利用的稅項虧損及可扣減暫時差異 | Tax losses and deductible temporary differences utilised from previous years | (559,961) | (179,246) |
| 未確認的可扣減暫時差異 | Deductible temporary differences not recognised | 1,033,460 | 1,313,460 |
| 未確認的稅項虧損 | Tax losses not recognised | 1,913,459 | 1,540,873 |
| 土地增值稅撥備 | Provision for LAT | (459,287) | 2,202 |
| 土地增值稅的稅務影響 | Tax effect on LAT | 114,822 | (551) |
| 按本集團實際稅率計算的稅項支出 | Tax charge at the Group's effective rate | 170,270 | 481,280 |

年內，合營企業及聯營公司應佔的稅項費用為人民幣116,565,000元（二零二三年：人民幣70,589,000元）。年內，合營企業及聯營公司應佔的稅項抵免人民幣64,933,000元（二零二三年：人民幣129,881,000元）於綜合損益表內列作「應佔合營企業及聯營公司溢利及虧損」。

10. INCOME TAX (Continued)

A reconciliation of income tax expense applicable to loss before tax at the statutory tax rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled and/or operate to the income tax expense at the effective income tax rate is as follows:

The share of tax charge attributable to joint ventures and associates amounted to RMB116,565,000 for the year (2023: RMB70,589,000). The share of tax credit attributable to joint ventures and associates amounting to RMB64,933,000 for the year (2023: RMB129,881,000) is included in "Share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss.

10. 所得稅(續)

綜合財務狀況表內的應付稅項指：

10. INCOME TAX (Continued)

Tax payable in the consolidated statement of financial position represents:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------|-------------------|-----------------------------------|-----------------------------------|
| 應付中國企業所得稅 | PRC CIT payable | 2,803,490 | 2,989,394 |
| 應付中國土地增值稅 | PRC LAT payable | 1,110,084 | 1,482,924 |
| 應付稅項總額 | Total tax payable | 3,913,574 | 4,472,318 |

11. 股息

董事會建議不派付截至二零二四年十二月三十一日止年度之末期股息(二零二三年：無)。

11. DIVIDENDS

The board of directors does not recommend the payment of final dividend for the year ended 31 December 2024 (2023: Nil).

12. 母公司普通權益持有人應佔每股虧損

每股基本虧損乃根據母公司普通權益持有人應佔年內虧損以及年內發行在外普通股加權平均數4,367,756,000股(二零二三年：4,367,756,000股)計算。

由於本集團於截至二零二四年及二零二三年十二月三十一日止年度並無已發行潛在攤薄普通股，故並未就截至二零二四年及二零二三年十二月三十一日止年度呈列之每股基本虧損作出攤薄調整。

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 4,367,756,000 (2023: 4,367,756,000) outstanding during the year.

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2024 and 2023 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2024 and 2023.

12. 母公司普通權益持有人
應佔每股虧損(續)

每股基本及攤薄虧損金額乃根據
以下項目計算：

12. LOSS PER SHARE ATTRIBUTABLE TO
ORDINARY EQUITY HOLDERS OF THE
PARENT (Continued)

The calculations of the basic and diluted loss per share amounts are
based on:

| | | 二零二四年 2024 | 二零二三年 2023 |
|---------------------------|---|-------------------------|-------------------------|
| 虧損 | Loss | | |
| 母公司普通權益持有人 應佔虧損(人民幣千元) | Loss attributable to ordinary equity holders of the parent (RMB'000) | (6,829,835) | (8,467,942) |
| 股份 | Shares | | |
| 年內已發行普通股的 加權平均數 | Weighted average number of ordinary shares in issue during the year | 4,367,756,000 | 4,367,756,000 |
| 每股虧損 | Loss per share | | |
| 基本及攤薄 | Basic and diluted | 人民幣(1.56)元 RMB(1.56) | 人民幣(1.94)元 RMB(1.94) |

13. 物業、廠房及設備

13. PROPERTY, PLANT AND EQUIPMENT

| | | 樓宇 | 機動車 | 辦公設備 及電子裝置 Office equipment | 租賃 改良工程 Leasehold improvements | 在建工程 Construction in progress | 總計 Total |
|-------------------------------------|--|------------------|-------------------|--------------------------------------|---|-------------------------------------|------------------|
| | | Buildings | Motor vehicles | and electronic devices | improvements | in progress | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 二零二四年 十二月三十一日 | 31 December 2024 | | | | | | |
| 於二零二四年 一月一日 | At 1 January 2024 | | | | | | |
| 成本 | Cost | 514,105 | 50,257 | 45,718 | 16,267 | 827,740 | 1,454,087 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (104,407) | (44,816) | (45,100) | (15,464) | – | (209,787) |
| 賬面淨值 | Net carrying amount | 409,698 | 5,441 | 618 | 803 | 827,740 | 1,244,300 |
| 於二零二四年 一月一日， 扣除累計折舊 | At 1 January 2024, net of accumulated depreciation | 409,698 | 5,441 | 618 | 803 | 827,740 | 1,244,300 |
| 添置 | Additions | – | – | 37 | – | – | 37 |
| 出售 | Disposals | – | – | (31) | – | – | (31) |
| 年度折舊撥備 | Depreciation provided during the year | (20,438) | (500) | (317) | (703) | – | (21,958) |
| 減值 | Impairment | – | – | – | – | (700,196) | (700,196) |
| 於二零二四年 十二月三十一日， 扣除累計折舊 及減值 | At 31 December 2024, net of accumulated depreciation and impairment | 389,260 | 4,941 | 307 | 100 | 127,544 | 522,152 |
| 於二零二四年 十二月三十一日 | At 31 December 2024 | | | | | | |
| 成本 | Cost | 514,105 | 50,257 | 45,595 | 16,267 | 827,740 | 1,453,964 |
| 累計折舊及減值 | Accumulated depreciation and impairment | (124,845) | (45,316) | (45,288) | (16,167) | (700,196) | (931,812) |
| 賬面淨值 | Net carrying amount | 389,260 | 4,941 | 307 | 100 | 127,544 | 522,152 |

13. 物業、廠房及設備 (續)

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

| | | 樓宇 | 機動車 | 辦公設備 及電子裝置 Office equipment | 租賃 改良工程 Leasehold improvements | 在建工程 Construction in progress | 總計 Total |
|------------------------------|--|------------------|-------------------|--------------------------------------|---|-------------------------------------|------------------|
| | | Buildings | Motor vehicles | and electronic devices | improvements | in progress | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 二零二三年 十二月三十一日 | 31 December 2023 | | | | | | |
| 於二零二三年 一月一日 | At 1 January 2023 | | | | | | |
| 成本 | Cost | 525,332 | 55,247 | 46,718 | 16,182 | 827,740 | 1,471,219 |
| 累計折舊 | Accumulated depreciation | (95,193) | (48,183) | (44,703) | (13,365) | – | (201,444) |
| 賬面淨值 | Net carrying amount | 430,139 | 7,064 | 2,015 | 2,817 | 827,740 | 1,269,775 |
| 於二零二三年 一月一日， 扣除累計折舊 | At 1 January 2023, net of accumulated depreciation | 430,139 | 7,064 | 2,015 | 2,817 | 827,740 | 1,269,775 |
| 添置 | Additions | – | 1,683 | 15 | – | – | 1,698 |
| 出售 | Disposals | – | (2,621) | (321) | – | – | (2,942) |
| 年度折舊撥備 | Depreciation provided during the year | (20,441) | (685) | (1,091) | (2,014) | – | (24,231) |
| 於二零二三年 十二月三十一日， 扣除累計折舊 | At 31 December 2023, net of accumulated depreciation | 409,698 | 5,441 | 618 | 803 | 827,740 | 1,244,300 |
| 於二零二三年 十二月三十一日 | At 31 December 2023 | | | | | | |
| 成本 | Cost | 514,105 | 50,257 | 45,718 | 16,267 | 827,740 | 1,454,087 |
| 累計折舊 | Accumulated depreciation | (104,407) | (44,816) | (45,100) | (15,464) | – | (209,787) |
| 賬面淨值 | Net carrying amount | 409,698 | 5,441 | 618 | 803 | 827,740 | 1,244,300 |

於二零二四年十二月三十一日，本集團賬面淨值約人民幣209,845,000元(二零二三年：人民幣192,906,000元)的物業、廠房及設備已質押，為本集團獲授的計息銀行及其他借款作抵押(附註27)。

As at 31 December 2024, the Group's property, plant and equipment with a net carrying amount of approximately RMB209,845,000 (2023: RMB192,906,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 27).

14. 投資物業

14. INVESTMENT PROPERTIES

| | | 在建 Under construction 人民幣千元 RMB'000 | 已竣工 Completed 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|-----------------------------|--|---|--------------------------------------|---------------------------------|
| 於二零二三年一月一日的賬面值 | Carrying amount at 1 January 2023 | 3,319,199 | 5,308,201 | 8,627,400 |
| 添置 | Additions | 23,919 | — | 23,919 |
| 公平值調整虧損淨額 | Net loss from a fair value adjustment | (113,419) | (531,000) | (644,419) |
| 於二零二三年十二月三十一日及二零二四年一月一日的賬面值 | Carrying amount at 31 December 2023 and 1 January 2024 | 3,229,699 | 4,777,201 | 8,006,900 |
| 公平值調整虧損淨額 | Net loss from a fair value adjustment | (205,600) | (367,600) | (573,200) |
| 於二零二四年十二月三十一日的賬面值 | Carrying amount at 31 December 2024 | 3,024,099 | 4,409,601 | 7,433,700 |

本集團的投資物業位於中國內地。本集團的投資物業乃基於獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司(「仲量聯行」)的評估於二零二四年十二月三十一日重估為人民幣7,433,700,000元(二零二三年：人民幣8,006,900,000元)。本集團的高級財務經理及財務總監經本公司董事會批准後決定委任外部估值師負責本集團物業的外部估值。甄選標準包括市場知識、聲譽、獨立性及是否保持專業標準。本集團的高級財務經理及財務總監已與估值師就進行財務報告估值的估值假設及估值結果進行討論。

於二零二四年十二月三十一日，本集團總賬面值約人民幣5,826,019,000元(二零二三年：人民幣6,277,319,000元)的投資物業已質押，為本集團獲授的計息銀行及其他借款作抵押(附註27)。

The Group's investment properties are situated in Mainland China. The Group's investment properties were revalued on 31 December 2024 based on valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL"), an independent professionally qualified valuer, at RMB7,433,700,000 (2023: RMB8,006,900,000). The Group's senior finance manager and the chief financial officer decide, after approval from the board of directors of the Company, to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's senior finance manager and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for financial reporting.

As at 31 December 2024, the Group's investment properties with an aggregate carrying amount of approximately RMB5,826,019,000 (2023: RMB6,277,319,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 27).

14. 投資物業(續)

公平值層級

下表說明本集團投資物業的公平值計量層級：

| | | 於二零二四年十二月三十一日使用以下級別的公平值計量 Fair value measurement as at 31 December 2024 using | | | |
|-----------------------|---|--|--|---|---------------------------------|
| | | 活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000 | 重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000 | 重大不可觀察 輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 就以下項目進行的 經常性公平值計量： | Recurring fair value measurement for: | | | | |
| 已竣工商業物業 | Completed commercial properties | — | — | 4,409,601 | 4,409,601 |
| 在建商業物業 | Commercial properties under construction | — | — | 3,024,099 | 3,024,099 |
| 總計 | Total | — | — | 7,433,700 | 7,433,700 |

| | | 於二零二三年十二月三十一日使用以下級別的公平值計量 Fair value measurement as at 31 December 2023 using | | | |
|-----------------------|---|--|--|---|---------------------------------|
| | | 活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000 | 重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000 | 重大不可觀察 輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 就以下項目進行的 經常性公平值計量： | Recurring fair value measurement for: | | | | |
| 已竣工商業物業 | Completed commercial properties | — | — | 4,777,201 | 4,777,201 |
| 在建商業物業 | Commercial properties under construction | — | — | 3,229,699 | 3,229,699 |
| 總計 | Total | — | — | 8,006,900 | 8,006,900 |

14. 投資物業(續)

公平值層級(續)

年內，第一級與第二級之間並無公平值計量的轉撥，亦無轉撥至或轉撥自第三級(二零二三年：無)。

以下為投資物業估值所用的估值技術及主要輸入數據概要：

14. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

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).

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

| | 估值技術 Valuation techniques | 重大不可觀察輸入數據 Significant unobservable inputs | 範圍或加權平均 Range or weighted average | |
|--|--|--|--------------------------------------|---------------|
| | | | 二零二四年 2024 | 二零二三年 2023 |
| 已竣工商業物業 Completed commercial properties | 收入資本化法 Income capitalisation method | 估計租金 (人民幣／每平方米及每月) Estimated rental value (RMB per sq.m. and per month) | 26–250 | 30–263 |
| | | 資本化比率 Capitalisation rate | 4.5%–6% | 4%–6% |
| 在建商業物業 Commercial properties under construction | 比較法 Comparison method | 預期利潤率 Expected profit margin | 5% | 10% |

已竣工商業物業的公平值乃通過收入資本化法釐定，方法是通過計及有關物業因現有租約而產生及／或在現行市況下可能取得的租金收入淨額(就租約的潛在續租收入作出充分撥備)，然後加以資本化，以按適當的資本化比率釐定公平值。亦會在適當情況下參考相關市場上可獲得的可資比較銷售交易。

估計租金大幅增加／(減少)將導致投資物業的公平值大幅增加／(減少)。資本化比率大幅增加／(減少)將導致投資物業的公平值大幅減少／(增加)。

The fair value of completed commercial properties is determined by the income capitalisation method, taking into account the net rental income of the properties derived from the existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalised to determine the fair value at an appropriate capitalisation rate. Where appropriate, reference has also been made to the comparable sales transactions as available in the relevant market.

A significant increase/(decrease) in the estimated rental value would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate would result in a significant decrease/(increase) in the fair value of the investment properties.

14. 投資物業(續)

公平值層級(續)

在建商業物業的公平值使用比較法釐定，經參考相關市場上可獲得的可資比較交易個案並(如適用)經扣除以下項目後得出物業的公平值(假設其已竣工)：

- 市場參與者完成物業將產生的估計建築成本及專業費用；及
- 市場參與者就持有及開發該物業至竣工所需的估計利潤率。

估計建築成本越高，將會導致在建投資物業公平值越低。預期利潤率越高，將會導致在建投資物業公平值越低。

15. 租賃

本集團作為承租人

本集團擁有用於其業務營運的多個辦公樓、機動車及其他設備項目的租賃合約。本集團已提前作出一次性付款以向業主收購租賃土地(租期為20年)，根據該等土地租賃的條款，本集團將不會繼續支付任何款項。辦公樓的租期通常介乎2至5年。其他設備的租期通常為12個月或以下及／或個別設備的價值較低。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。包含續期及終止選擇權及可變租金的多個租賃合約於下文詳述。

14. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

The fair value of commercial properties under construction is determined by using the comparison method, with reference to comparable sales evidence as available in the relevant market to derive the fair value of the property assuming it was completed and, where appropriate, after deducting the following items:

- Estimated construction costs and professional fees to be expensed to complete the properties that would be incurred by a market participant; and
- Estimated profit margin that a market participant would require to hold and develop the property to completion.

The higher the estimated construction costs, the lower the fair value of the investment properties under construction would be resulted. The higher expected profit margin, the lower fair value of the investment properties under construction would be resulted.

15. LEASES

The Group as a lessee

The Group has lease contracts for various items of office buildings, motor vehicles and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 20 years, and no ongoing payments will be made under the terms of these land leases. Leases of office buildings generally have lease terms between 2 and 5 years. Other equipment generally have lease terms of 12 months or less and/or are individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

15. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產

年內本集團使用權資產的賬面值及變動如下：

15. LEASES (Continued)

The Group as a lessee (Continued)

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

| | | 土地使用權 Land use rights 人民幣千元 RMB'000 | 辦公樓 Office buildings 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|-------------------------|---|---|--|---------------------------------|
| 於二零二三年一月一日 | As at 1 January 2023 | 245,759 | 32,776 | 278,535 |
| 添置 | Additions | — | 13,265 | 13,265 |
| 租期終止所產生之減少 | Decrease arising from lease term termination | — | (11,322) | (11,322) |
| 折舊開支 | Depreciation charge | (13,015) | (20,260) | (33,275) |
| 於二零二三年十二月三十一日及二零二四年一月一日 | As at 31 December 2023 and 1 January 2024 | 232,744 | 14,459 | 247,203 |
| 租期終止所產生之減少 | Decrease arising from lease term termination | — | (4,810) | (4,810) |
| 折舊開支 | Depreciation charge | (13,015) | (7,205) | (20,220) |
| 於二零二四年十二月三十一日 | As at 31 December 2024 | 219,729 | 2,444 | 222,173 |

於二零二四年十二月三十一日，本集團總賬面值約人民幣156,932,000元(二零二三年：人民幣165,775,000元)的使用權資產已質押，為本集團獲授的計息銀行及其他借款作抵押(附註27)。

As at 31 December 2024, the Group's right-of-use assets with an aggregate carrying amount of approximately RMB156,932,000 (2023: RMB165,775,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 27).

15. 租賃(續)

本集團作為承租人(續)

- (b) 租賃負債
年內租賃負債的賬面值及變動如下：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------|--|-----------------------------------|-----------------------------------|
| 於一月一日的賬面值 | Carrying amount as at 1 January | 24,319 | 42,123 |
| 新租賃 | New leases | — | 13,265 |
| 年內已確認利息增幅 | Accretion of interest recognised during the year | 998 | 2,645 |
| 租期終止所產生之減少 | Decrease arising from lease term termination | (5,906) | (11,322) |
| 付款 | Payments | (13,001) | (22,392) |
| 於十二月三十一日的賬面值 | Carrying amount as at 31 December | 6,410 | 24,319 |
| 分析為： | Analysed into: | | |
| 即期部份 | Current portion | 1,536 | 14,026 |
| 非即期部份 | Non-current portion | 4,874 | 10,293 |

租賃負債的到期日分析披露於財務報表附註41。

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

- (c) 於損益中確認的租賃相關款項如下：

- (c) The amounts recognised in profit or loss in relation to leases are as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------------------------------|--|-----------------------------------|-----------------------------------|
| 租賃負債利息 | Interest on lease liabilities | 998 | 2,645 |
| 使用權資產折舊開支 | Depreciation charge of right-of-use assets | 20,220 | 33,275 |
| 與短期租賃有關的開支 (計入行政開支) | Expense relating to short-term leases (included in administrative expenses) | 3,255 | 4,932 |
| 與低價值資產租賃有關的 開支(計入銷售及分銷 開支) | Expense relating to leases of low-value assets (included in selling and distribution expenses) | 1,578 | 1,491 |
| 於損益中確認的款項總額 | Total amount recognised in profit or loss | 26,051 | 42,343 |

- (d) 租賃總現金流出及與尚未開始的租賃有關的未來現金流出披露於財務報表附註33。

- (d) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in note 33 to the financial statements.

15. 租賃(續)

本集團作為出租人

本集團根據經營租賃安排租賃其投資物業(附註14)，包括4個中國內地商業物業。租賃條款一般要求租戶支付保證金，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為人民幣76,464,000元(二零二三年：人民幣77,529,000元)，詳情載於財務報表附註5。

於二零二四年十二月三十一日，本集團根據與其租戶訂立的經營租賃於未來期間應收的未貼現租賃款項如下：

15. LEASES (Continued)

The Group as a lessor

The Group leases its investment properties (note 14) consisting of four 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 RMB76,464,000 (2023: RMB77,529,000), details of which are included in note 5 to the financial statements.

At 31 December 2024, the undiscounted lease payments receivable by the Group in future periods under operating leases with its tenants are as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------|---|-----------------------------------|-----------------------------------|
| 一年內 | Within one year | 84,587 | 87,296 |
| 一年以上但兩年以內 | After one year but within two years | 14,121 | 84,587 |
| 兩年以上但三年以內 | After two years but within three years | 14,358 | 14,121 |
| 三年以上但四年以內 | After three years but within four years | 14,602 | 14,358 |
| 四年以上但五年以內 | After four years but within five years | 14,853 | 14,602 |
| 五年後 | After five years | 150,658 | 165,511 |
| 總計 | Total | 293,179 | 380,475 |

16. 於合營企業的投資

16. INVESTMENTS IN JOINT VENTURES

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------|---------------------|-----------------------------------|-----------------------------------|
| 分佔淨資產 | Share of net assets | 2,254,602 | 2,179,692 |

應收及應付合營企業款項於財務報表附註38披露。

The amounts due from and to joint ventures are disclosed in note 38 to the financial statements.

16. 於合營企業的投資 (續)

- (a) 本集團於二零二四年的重要合營企業詳情如下：

| 公司名稱 Name of company | 註冊地點及年份 Place and year of registration | 實繳資本 Paid-in capital 人民幣千元 RMB'000 | 本集團應佔 擁有權百分比 Percentage of ownership interest attributable to the Group | 主要活動 Principal activities |
|---|---|---|--|---------------------------------|
| 南京江語城置業有限公司 Nanjing Jiangyucheng Real Estate Co., Ltd. | 中國南京 二零二零年 Nanjing, PRC 2020 | 1,501,841 | 50% | 物業開發 Property development |
| 合肥梁錦企業管理諮詢有限公司 Hefei Liangjin Enterprise Management Consulting Co., Ltd. | 中國合肥 二零一九年 Hefei, PRC 2019 | 200,000 | 33% | 物業開發 Property development |

- (b) 南京江語城置業有限公司(被視為本集團截至二零二四年及二零二三年十二月三十一日止年度的重要合營企業)與中國內地的其他合營夥伴共同經營一個物業開發項目，採用權益法入賬。

合肥梁錦企業管理諮詢有限公司(被視為本集團截至二零二三年十二月三十一日止年度的重要合營企業，但於截至二零二四年十二月三十一日止年度並不被視為重大)與中國內地的其他合營夥伴共同經營一個物業開發項目，採用權益法入賬。

16. INVESTMENTS IN JOINT VENTURES (Continued)

- (a) Particulars of the Group's material joint ventures in 2024 are as follows:

- (b) Nanjing Jiangyucheng Real Estate Co., Ltd. is considered a material joint venture of the Group for the years ended 31 December 2024 and 2023. It operates a property development project with the other joint venture partner in Mainland China and was accounted for using the equity method.

Hefei Liangjin Enterprise Management Consulting Co., Ltd. was considered a material joint venture of the Group for the year ended 31 December 2023 but was not material for the year ended 31 December 2024. It operates a property development project with the other joint venture partner in Mainland China and was accounted for using the equity method.

16. 於合營企業的投資 (續)

(b) (續)

下表列示有關南京江語城置業有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

16. INVESTMENTS IN JOINT VENTURES (Continued)

(b) (Continued)

The following table illustrates the summarised financial information in respect of Nanjing Jiangyucheng Real Estate Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

| | | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|-----------------------|---|---|---|
| 現金及現金等價物 | Cash and cash equivalents | 7,484 | 19,489 |
| 其他流動資產 | Other current assets | 2,088,699 | 4,669,789 |
| 流動資產 | Current assets | 2,096,183 | 4,689,278 |
| 非流動資產 | Non-current assets | 2 | 2 |
| 金融負債，不包括貿易及 其他應付款項 | Financial liabilities, excluding trade and other payables | (173,790) | (2,898,390) |
| 其他流動負債 | Other current liabilities | (361,594) | (374,187) |
| 流動負債 | Current liabilities | (535,384) | (3,272,577) |
| 淨資產 | Net assets | 1,560,801 | 1,416,703 |
| 與本集團於合營企業的權益 對賬： | Reconciliation to the Group's interest in the joint venture: | | |
| 本集團所佔擁有權比例 | Proportion of the Group's ownership | 50% | 50% |
| 本集團應佔合營企業淨資產 | Group's share of net assets of the joint venture | 780,401 | 708,352 |
| 投資的賬面值 | Carrying amount of the investment | 780,401 | 708,352 |
| 收益 | Revenue | 2,701,992 | 1,039,312 |
| 開支 | Expenses | (2,509,863) | (859,325) |
| 稅項 | Tax | (48,032) | (81,073) |
| 年內溢利及全面收益總額 | Profit and total comprehensive income for the year | 144,097 | 98,914 |

16. 於合營企業的投資 (續)

(b) (續)

下表列示有關合肥梁錦企業管理諮詢有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

16. INVESTMENTS IN JOINT VENTURES (Continued)

(b) (Continued)

The following table illustrates the summarised financial information in respect of Hefei Liangjin Enterprise Management Consulting Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

| | | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|-----------------------|---|---|
| 現金及現金等價物 | Cash and cash equivalents | 157,735 |
| 其他流動資產 | Other current assets | 867,988 |
| 流動資產 | Current assets | 1,025,723 |
| 非流動資產 | Non-current assets | 7 |
| 金融負債，不包括貿易及 其他應付款項 | Financial liabilities, excluding trade and other payables | (533,222) |
| 其他流動負債 | Other current liabilities | (212,374) |
| 流動負債 | Current liabilities | (745,596) |
| 淨資產 | Net assets | 280,134 |
| 與本集團於合營企業的權益對賬： | Reconciliation to the Group's interest in the joint venture: | |
| 本集團所佔擁有權比例 | Proportion of the Group's ownership | 33% |
| 本集團應佔合營企業淨資產 | Group's share of net assets of the joint venture | 92,444 |
| 投資的賬面值 | Carrying amount of the investment | 92,444 |
| 收益 | Revenue | 453,234 |
| 開支 | Expenses | (389,234) |
| 稅項 | Tax | — |
| 年內溢利及全面收益總額 | Profit and total comprehensive income for the year | 64,000 |

16. 於合營企業的投資 (續)

- (c) 下表說明本集團並非個別屬重大的合營企業的概要財務資料：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------------|---|-----------------------------------|-----------------------------------|
| 年內分佔合營企業損益及全面收益總額 | Share of the joint ventures' profits and losses and total comprehensive income for the year | (33,619) | (98,755) |
| 本集團於合營企業投資的賬面值總額 | Aggregate carrying amount of the Group's investments in the joint ventures | 1,474,201 | 1,378,896 |

本公司董事認為，由於於合營企業的投資被視為可全數收回，故於二零二四年十二月三十一日無需計提減值撥備(二零二三年：無)。合營企業已按權益法於該等財務報表入賬。

16. INVESTMENTS IN JOINT VENTURES (Continued)

- (c) The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

The directors of the Company are of the opinion that no provision for impairment was necessary as at 31 December 2024 as the investments in joint ventures were considered fully recoverable (2023: Nil). The joint ventures have been accounted for using the equity method in these financial statements.

17. 於聯營公司的投資

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------|---------------------|-----------------------------------|-----------------------------------|
| 分佔淨資產 | Share of net assets | 6,359,924 | 6,346,465 |

應收及應付聯營公司款項於財務報表附註38披露。

17. INVESTMENTS IN ASSOCIATES

The amounts due from and to associates are disclosed in note 38 to the financial statements.

17. 於聯營公司的投資 (續)

- (a) 本集團重要聯營公司詳情如下：

| 公司名稱 Name of company | 註冊地點及年份 Place and year of registration | 實繳資本 Paid-in capital 人民幣千元 RMB'000 | 本集團應佔 擁有權百分比 Percentage of ownership interest attributable to the Group | 主要活動 Principal activities |
|--|---|---|--|---------------------------------|
| 正茂(福州)投資發展有限公司 Zhengmao (Fuzhou) Investment Development Co., Ltd. | 中國福州 二零二零年 Fuzhou, PRC 2020 | 1,800,000 | 40% | 物業開發 Property development |
| 廈門聯榮悅置業有限公司 Xiamen Lianrongyue Properties Co., Ltd. | 中國廈門 二零二一年 Xiamen, PRC 2021 | 2,660,000 | 25% | 物業開發 Property development |

- (b) 正茂(福州)投資發展有限公司(於截至二零二四年十二月三十一日止年度被視為本集團之重大聯營公司，而於截至二零二三年十二月三十一日止年度並不重大)與中國內地之戰略夥伴營運物業開發項目並使用權益法入賬。

廈門聯榮悅置業有限公司(截至二零二三年十二月三十一日止年度被視為本集團的重要聯營公司，但於截至二零二四年十二月三十一日止年度並不重大)與中國內地的策略性夥伴為投資控股公司，採用權益法入賬。其附屬公司從事物業開發項目。

17. INVESTMENTS IN ASSOCIATES (Continued)

- (a) Particulars of the Group's material associates are as follows:

- (b) Zhengmao (Fuzhou) Investment Development Co., Ltd., which was considered a material associate of the Group for the year ended 31 December 2024 but was not material for the year ended 31 December 2023, operates property development projects with strategic partners in Mainland China and is accounted for using the equity method.

Xiamen Lianrongyue Properties Co., Ltd., which was considered a material associate of the Group for the year ended 31 December 2023 but was not material for the year ended 31 December 2024, was an investment holding company with strategic partners in Mainland China and is accounted for using the equity method. Its subsidiary is engaged in property development projects.

17. 於聯營公司的投資 (續)

(b) (續)

下表列示有關正茂(福州)投資發展有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

17. INVESTMENTS IN ASSOCIATES (Continued)

(b) (Continued)

The following table illustrates the summarised financial information in respect of Zhengmao (Fuzhou) Investment Development Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

| | | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 |
|-----------------------|--|---|
| 現金及現金等價物 | Cash and cash equivalents | 68,928 |
| 其他流動資產 | Other current assets | 2,640,539 |
| 流動資產 | Current assets | 2,709,467 |
| 金融負債，不包括貿易及 其他應付款項 | Financial liabilities, excluding trade and other payables | (187,152) |
| 其他流動負債 | Other current liabilities | (51,328) |
| 流動負債 | Current liabilities | (238,480) |
| 非流動負債 | Non-current liabilities | (346,200) |
| 淨資產 | Net assets | 2,124,787 |
| 與本集團於聯營公司的 權益對賬： | Reconciliation to the Group's interest in the associate: | |
| 本集團所佔擁有權比例 | Proportion of the Group's ownership | 40% |
| 本集團應佔聯營公司淨資產 | Group's share of net assets of the associate | 849,915 |
| 投資的賬面值 | Carrying amount of the investment | 849,915 |
| 收益 | Revenue | 2,403,175 |
| 開支 | Expenses | (1,912,862) |
| 稅項 | Tax | (122,578) |
| 年內溢利及全面收益總額 | Profit and total comprehensive income for the year | 367,735 |

17. 於聯營公司的投資 (續)

(b) (續)

下表列示有關廈門聯榮悅置業有限公司的財務資料摘要，已就任何會計政策差異作出調整並與綜合財務報表內的賬面值對賬：

17. INVESTMENTS IN ASSOCIATES (Continued)

(b) (Continued)

The following table illustrates the summarised financial information in respect of Xiamen Lianrongyue Properties Co., Ltd. adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

| | | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|------------------|--|---|
| 現金及現金等價物 | Cash and cash equivalents | 63 |
| 其他流動資產 | Other current assets | 2,712,812 |
| 流動資產 | Current assets | 2,712,875 |
| 非流動資產 | Non-current assets | 10,000 |
| 其他流動負債 | Other current liabilities | (63,245) |
| 流動負債 | Current liabilities | (63,245) |
| 淨資產 | Net assets | 2,659,630 |
| 與本集團於聯營公司的權益對賬： | Reconciliation to the Group's interest in the associate: | |
| 本集團所佔擁有權比例 | Proportion of the Group's ownership | 25% |
| 本集團應佔聯營公司淨資產 | Group's share of net assets of the associate | 664,908 |
| 就關聯方交易的未變現損益作出調整 | Adjustment for unrealised profits and losses from related party transactions | — |
| 投資的賬面值 | Carrying amount of the investment | 664,908 |
| 收益 | Revenue | — |
| 開支 | Expenses | — |
| 稅項 | Tax | — |
| 年內溢利及全面收益總額 | Profit and total comprehensive income for the year | — |

17. 於聯營公司的投資 (續)

- (c) 下表說明本集團並非個別屬重大的聯營公司的概要財務資料：

17. INVESTMENTS IN ASSOCIATES (Continued)

- (c) The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------------------|---|-----------------------------------|-----------------------------------|
| 分佔聯營公司損益及 全面收益總額 | Share of the associates' profits and losses and total comprehensive income | (30,627) | (149,697) |
| 本集團於聯營公司投資的 賬面值總額 | Aggregate carrying amount of the Group's investments in the associates | 5,510,009 | 5,681,557 |

本公司董事認為，由於於聯營公司的投資被視為可全數收回，故於二零二四年十二月三十一日無需計提減值撥備(二零二三年：無)。聯營公司已按權益法於該等財務報表入賬。

The directors of the Company are of the opinion that no provision for impairment was necessary as at 31 December 2024 as the investments in associates were considered fully recoverable (2023: Nil). The associates have been accounted for using the equity method in these financial statements.

18. 遞延稅項

遞延稅項資產及負債於年內的變動如下：

遞延稅項資產

| | | 二零二四年 2024 | | | | | | |
|-------------------------|---|---|--|---|--|-------------------------------|--|------------------|
| | | 可供抵銷 未來應課稅 溢利的虧損 Losses available for offsetting against future taxable profits | 應計工資 及福利 Payroll and welfare accrual | 應計 建築成本 Accrued construction cost | 未變現 預收收益 Unrealised revenue received in advance | 應計土地 增值稅 Accrued LAT | 金融資產 減值虧損 Impairment losses on financial assets | 總計 Total |
| | | 租賃負債 Lease liabilities | 溢利 profits | 應計 accrual | 應計 cost | 預收 in advance | 應計 LAT | 總計 Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 於二零二三年十二月三十一日 | At 31 December 2023 | 6,080 | 6,159 | 912 | 115,022 | 487,922 | 134,698 | 755,277 |
| 年內扣除自損益表的遞延稅項 (附註10) | Deferred tax charged to the statement of profit or loss during the year (note 10) | (4,477) | (510) | (145) | (99,643) | (487,922) | (23,916) | (621,097) |
| 於二零二四年十二月三十一日 | At 31 December 2024 | 1,603 | 5,649 | 767 | 15,379 | – | 110,782 | 134,180 |

遞延稅項負債

| | | 二零二四年 2024 | | | | 總計 |
|----------------------------|---|--|--|---|---------------------------------|------------------|
| | | 投資物業產生 的公平值調整 Fair value adjustment arising from investment properties | 物業、廠房 及設備產生 的公平值調整 Fair value adjustment arising from property, plant and equipment | 業務合併產生 的公平值調整 Fair value adjustment arising from business combination | 使用權資產 Right-of-use assets | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 於二零二三年十二月三十一日 | At 31 December 2023 | 447,030 | 49,522 | 44,730 | 3,615 | 544,897 |
| 年內計入損益表的遞延稅項 (附註10) | Deferred tax credited to the statement of profit or loss during the year (note 10) | (143,300) | (2,018) | (2,309) | (3,004) | (150,631) |
| 於二零二四年十二月三十一日 的遞延稅項負債總額 | Gross deferred tax liabilities at 31 December 2024 | 303,730 | 47,504 | 42,421 | 611 | 394,266 |

18. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

Deferred tax liabilities

18. 遞延稅項 (續)

遞延稅項資產及負債於年內的變動如下：(續)

遞延稅項資產

| | | 二零二三年 2023 | | | | | | |
|------------------------------|--|-----------------------|---|-----------------------------------|---------------------------------|---|--|------------------|
| | | 可供抵銷 未來應課稅 租賃負債 | 應計工資 溢利的虧損 及福利 | 應計 建築成本 | 未變現 預收收益 | 應計土地增 值稅 | 金融資產 減值虧損 | 總計 |
| | | Lease liabilities | Losses available for offsetting against future taxable profits | Payroll and welfare accrual | Accrued construction cost | Unrealised revenue received in advance | Impairment losses on financial assets | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 於二零二二年十二月三十一日 | At 31 December 2022 | 10,531 | 15,179 | 933 | 105,970 | 932,664 | 135,774 | 4,484 |
| 年內計入/(扣除自)損益表的遞 延稅項(附註10) | Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10) | (4,451) | (9,020) | (21) | 9,052 | (444,742) | (1,076) | – |
| 於二零二三年十二月三十一日 | Gross deferred tax liabilities at 31 December 2023 | 6,080 | 6,159 | 912 | 115,022 | 487,922 | 134,698 | 4,484 |
| 的遞延稅項負債總額 | | | | | | | | 755,277 |

遞延稅項負債

| | | 二零二三年 2023 | | | | 總計 |
|--------------------|---|--|--|---|------------------------|------------------|
| | | 投資物業產生 的公平值調整 | 物業、廠房 及設備產生 的公平值調整 | 業務合併產生 的公平值調整 | 使用權資產 | Total |
| | | Fair value adjustment arising from investment properties | Fair value adjustment arising from property, plant and equipment | Fair value adjustment arising from business combination | Right-of-use assets | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 於二零二二年十二月三十一日 | At 31 December 2022 | | 608,135 | 52,607 | 61,557 | 8,194 |
| 年內計入損益表的遞延稅項(附註10) | Deferred tax credited to the statement of profit or loss during the year (note 10) | | (161,105) | (3,085) | (16,827) | (4,579) |
| 於二零二三年十二月三十一日 | Gross deferred tax liabilities at 31 December 2023 | | 447,030 | 49,522 | 44,730 | 3,615 |
| 的遞延稅項負債總額 | | | | | | 544,897 |

18. 遞延稅項 (續)

就呈列而言，若干遞延稅項資產及負債已於綜合財務狀況表內抵銷。以下為就財務申報目的的遞延稅項結餘分析：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------------------|---|-----------------------------------|-----------------------------------|
| 於綜合財務狀況表內確認的遞延稅項資產淨值 | Net deferred tax assets recognised in the consolidated statement of financial position | 19,201 | 578,263 |
| 於綜合財務狀況表內確認的遞延稅項負債淨值 | Net deferred tax liabilities recognised in the consolidated statement of financial position | (279,287) | (367,883) |
| 總計 | Total | (260,086) | 210,380 |

本集團在中國大陸產生的稅項虧損為人民幣16,450,668,000元(二零二三年：人民幣9,775,768,000元)，將在一至五年內到期以抵銷未來應課稅溢利。並無就該等虧損確認遞延稅項資產，因為其產生於已虧損一段時間的附屬公司，且認為不大可能有應課稅溢利抵銷稅項虧損。本集團可扣稅暫時差額為人民幣23,171,960,000元(二零二三年：人民幣20,587,946,000元)。

根據《中華人民共和國企業所得稅法》，在中國內地成立的外商投資企業向海外投資者宣派的股息將徵收10%的預扣稅。該規定自二零零八年一月一日起生效並適用於二零零七年十二月三十一日後產生的盈利。倘中國內地與該外國投資者所處司法權區存在稅收協定，可採用較低預扣稅率。本集團的適用稅率為10%。因此，本集團須就該等在中國內地成立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。

18. DEFERRED TAX (Continued)

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 for financial reporting purposes:

The Group has tax losses arising in Mainland China of RMB16,450,668,000 (2023: RMB9,775,768,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses 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 the tax losses can be utilised. The Group has deductible temporary differences of RMB23,171,960,000 (2023: RMB20,587,946,000).

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

18. 遞延稅項(續)

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，本集團的資金將就拓展本集團的經營而於中國內地保留，故該等附屬公司於可預見未來不可能分派有關盈利。與於並無確認遞延稅項負債的中國內地附屬公司的投資相關的暫時差異總額合共約為零(二零二三年：零)。

結轉稅項虧損乃按可能產生的未來應課稅溢利而實現的相關稅務利益而確認遞延稅項資產。

18. DEFERRED TAX (Continued)

As 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 nil (2023: nil).

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through future taxable profits is probable.

19. 開發中物業

19. PROPERTIES UNDER DEVELOPMENT

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------------------|--|-----------------------------------|-----------------------------------|
| 於一月一日的賬面值 | Carrying amount at 1 January | 64,430,208 | 113,364,362 |
| 添置 | Additions | 2,432,567 | 11,921,383 |
| 轉撥至持作出售已竣工物業 (附註20) | Transferred to completed properties held for sale (note 20) | (33,690,205) | (63,863,847) |
| 已確認減值虧損(附註5、6) | Impairment losses recognised (notes 5, 6) | (1,811,642) | (4,257,253) |
| 轉撥至持作出售已竣工物業的 減值虧損(附註20) | Impairment losses transferred to completed properties held for sale (note 20) | 2,012,437 | 7,265,563 |
| 於十二月三十一日的賬面值 | Carrying amount at 31 December | 33,373,365 | 64,430,208 |

本集團的開發中物業位於中國內地的租賃土地上。

於二零二四年十二月三十一日，本集團總賬面值約人民幣19,887,661,000元(二零二三年：人民幣33,019,538,000元)的開發中物業已質押，為本集團獲授的計息銀行及其他借款作抵押(附註27)。

The Group's properties under development are situated on leasehold lands in Mainland China.

At 31 December 2024, the Group's properties under development with an aggregate carrying amount of approximately RMB19,887,661,000 (2023: RMB33,019,538,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 27).

19. 開發中物業 (續)

開發中物業的減值撥備變動如下：

19. PROPERTIES UNDER DEVELOPMENT (Continued)

The movements in provision for impairment of properties under development are as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|------------------------------|--|-----------------------------------|-----------------------------------|
| 於一月一日的賬面值 | Carrying amount at 1 January | 4,980,488 | 7,988,798 |
| 已確認減值虧損 (附註5、6) | Impairment losses recognised (notes 5, 6) | 1,811,642 | 4,257,253 |
| 轉撥至持作出售已竣工物業的 減值虧損 (附註20) | Impairment losses transferred to completed properties held for sale (note 20) | (2,012,437) | (7,265,563) |
| 於十二月三十一日的賬面值 | Carrying amount at 31 December | 4,779,693 | 4,980,488 |

開發中物業的價值於各報告期末評估。倘賬面值超逾其可變現淨值，則存在減值。可變現淨值乃由本集團於報告期末參考現行市況及現有價格減適用可變銷售開支及於完成時之預期成本釐定。就開發中物業計提減值撥備後，倘影響開發中物業減值的因素已經消失，導致開發中物業的可變現淨值超過其賬面價值，則在原已計提的開發中物業減值撥備金額內予以轉回，轉回的金額計入當期損益。

The value of properties under development (“PUD”) is assessed at the end of each reporting period. An impairment exists when the carrying value exceeds its net realisable value. The net realisable value is determined by the Group with reference to the prevailing market conditions and existing prices, less applicable variable selling expenses and anticipated costs at completion, at the end of the reporting period. After making the provision for impairment of PUD, in case the factors causing impairment of PUD no longer exist, and the net realisable value exceeds the carrying amount, the original provision for impairment shall be released to the profit or loss for the current period.

20. 持作出售已竣工物業

20. COMPLETED PROPERTIES HELD FOR SALE

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|---------------------|---|-----------------------------------|-----------------------------------|
| 於一月一日的賬面值 | Carrying amount at 1 January | 29,801,224 | 9,904,155 |
| 轉撥自開發中物業(附註19) | Transferred from properties under development (note 19) | 33,690,205 | 63,863,847 |
| 轉撥至銷售成本(附註6) | Transferred to cost of sales (note 6) | (31,452,175) | (36,582,585) |
| 轉撥自開發中物業的減值虧損(附註19) | Impairment losses transferred from properties under development (note 19) | (2,012,437) | (7,265,563) |
| 已確認減值虧損(附註5、6) | Impairment losses recognised (notes 5, 6) | (516,474) | (118,630) |
| 附屬公司清盤(附註35) | Liquidation of subsidiaries (note 35) | (26,956) | — |
| 於十二月三十一日的賬面值 | Carrying amount at 31 December | 29,483,387 | 29,801,224 |

於二零二四年十二月三十一日，本集團總賬面值約人民幣22,500,306,000元(二零二三年：人民幣11,260,898,000元)的持作出售已竣工物業已質押，為本集團獲授的計息銀行及其他借款作抵押(附註27)。

As at 31 December 2024, the Group's completed properties held for sale with an aggregate carrying amount of approximately RMB22,500,306,000 (2023: RMB11,260,898,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 27).

20. 持作出售已竣工物業(續)

持作出售已竣工物業的減值撥備變動如下：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------------------|--|-----------------------------------|-----------------------------------|
| 於一月一日的賬面值 | Carrying amount at 1 January | 6,011,235 | 1,646,272 |
| 減值虧損撇銷 | Impairment losses written off | (2,974,968) | (3,019,230) |
| 轉撥自開發中物業的減值虧損 (附註19) | Impairment losses transferred from properties under development (note 19) | 2,012,437 | 7,265,563 |
| 已確認減值虧損(附註5、6) | Impairment losses recognised (notes 5, 6) | 516,474 | 118,630 |
| 附屬公司清盤 | Liquidation of subsidiaries | (14,788) | — |
| 於十二月三十一日的賬面值 | Carrying amount at 31 December | 5,550,390 | 6,011,235 |

持作出售已竣工物業的價值於各報告期末評估。倘賬面值超過其可變現淨值，則存在減值。可變現淨值乃根據現行市價減適用銷售開支並參考售價而釐定。就持作出售已竣工物業計提減值撥備後，倘影響持作出售已竣工物業減值的因素已經消失，導致持作出售已竣工物業的可變現淨值超過其賬面價值，則在原已計提的持作出售已竣工物業減值撥備金額內予以轉回，轉回的金額計入當期損益。

開發中物業及持作出售已竣工物業的可變現淨值的釐定涉及預期未來售價、相關稅費以及完成該等物業銷售所需的成本。開發中物業及持作出售已竣工物業於財務報告日期的可變現淨值由本集團管理層計算。本集團管理層委聘外部估值師對若干物業進行獨立估值。中國內地不同城市的地方政府近期實施的房地產市場降溫措施，包括限價政策和限購政策，可能導致該等城市的房地產價格出現波動。

20. COMPLETED PROPERTIES HELD FOR SALE

(Continued)

The movements in provision for impairment of completed properties held for sale are as follows:

The value of completed properties held for sale (“PHS”) is assessed at the end of each reporting period. An impairment exists when the carrying value exceeds its net realisable value. The net realisable value is determined by reference to the selling price based on the prevailing market price less applicable selling expenses. After making the provision for impairment of PHS, in case the factors causing impairment of PHS no longer exist, and the net realisable value exceeds the carrying amount, the original provision for impairment shall be released to the profit or loss for the current period.

The determination of the net realizable value of PUD and PHS involves expected future selling prices, the relevant taxes, and costs necessary to complete the sale of these properties. The calculation of the net realisable value for PUD and PHS at the financial reporting date is performed by the Group’s management. The Group’s management engaged an external valuer to perform independent valuations for certain properties. Recent property market cooling measures imposed by the local governments in different cities in Mainland China, which include policies of limiting prices and home purchase restrictions, could lead to volatility in property prices in these cities.

21. 貿易應收款項

21. TRADE RECEIVABLES

| | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------------------|-----------------------------------|-----------------------------------|
| 貿易應收款項 Trade receivables | 262,670 | 574,284 |

貿易應收款項主要指應收租戶租金、銷售物業、銷售貨物及銷售諮詢服務。本集團尋求對其未收回應收款項維持嚴格控制。管理層會定期審閱逾期結餘。鑒於以上所述及本集團的貿易應收款項涉及多元化客戶的事實，並無重大信用風險集中狀況。本集團銷售物業的貿易應收款項主要為應收國有企業及政府部門的款項。本集團並無就其貿易應收款項結餘持有任何抵押品或其他信用提升工具。貿易應收款項為不計息。

貿易應收款項為無抵押且不計息。貿易應收款項的賬面值與其公平值相若。於各報告期末基於發票日期的貿易應收款項賬齡分析如下：

Trade receivables mainly represent rentals receivable from tenants, sales of properties, sales of goods and sales of consultation service. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management. In view of the aforementioned and the fact that the Group's trade receivables relate to diversified customers, there is no significant concentration of credit risk. Included in the Group's trade receivables of sales of properties are mainly due from state-owned enterprises and government departments. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Trade receivables are unsecured and non-interest-bearing. The carrying amounts of trade receivables approximate to their fair values. An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------------------------|--|-----------------------------------|-----------------------------------|
| 一年內 Less than 1 year | | 104,306 | 152,986 |
| 一年以上 Over 1 year | | 158,364 | 421,298 |
| 總計 Total | | 262,670 | 574,284 |

21. 貿易應收款項 (續)

既未逾期亦未減值的應收款項涉及包括國有企業及政府部門的多元化客戶，該等客戶無近期違約記錄且收款率高。

本集團根據國際財務報告準則第9號的規定應用簡易法為預期信貸虧損計提撥備，該準則允許所有貿易應收款項採用整個存續期的預期虧損撥備。為計算預期信貸虧損，貿易應收款項已根據共享信用風險特徵及逾期日數分類。貿易應收款項的預期虧損率評估為0.7% (二零二三年：0.4%)。根據對預期虧損率及賬面總值的評估，本公司董事認為，有關該等結餘的預期信貸虧損被視為並不重大，因此，並無就其進行虧損津貼撥備。

21. TRADE RECEIVABLES (Continued)

Receivables that were neither past due nor impaired relate to diversified customers including state-owned enterprises and government departments, for whom there was no recent history of default and high collectability.

The Group applies the simplified approach to providing for ECLs prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rate of trade receivables is assessed to be 0.7% (2023: 0.4%). Based on evaluation on the expected loss rate and gross carrying amount, the directors of the Company are of the opinion that the ECL in respect of these balances is considered to be immaterial, and therefore, there has not been a loss allowance provision.

22. 預付款項、其他應收款項及其他資產

22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|------------------------|---|-----------------------------------|-----------------------------------|
| 按金 | Deposits | 969,801 | 1,302,947 |
| 其他可收回稅項 | Other tax recoverable | 1,465,214 | 2,603,006 |
| 應收附屬公司非控股股東款項 | Due from non-controlling shareholders of subsidiaries | 14,244,906 | 14,683,930 |
| 合約成本資產 | Contract cost assets | 886,506 | 1,441,693 |
| 存入地方政府及相關機構賬戶的預售物業所得款項 | Proceeds from pre-sales of properties deposited in accounts of local governments and related agencies | 907,436 | 1,818,423 |
| 建築成本預付款項 | Prepayments for construction cost | 8,390 | 25,412 |
| 其他應收款項 | Other receivables | 816,747 | 859,332 |
| | | 19,299,000 | 22,734,743 |
| 減值撥備 | Impairment allowance | (709,304) | (269,600) |
| 總計 | Total | 18,589,696 | 22,465,143 |

22. 預付款項、其他應收款項及其他資產(續)

其他應收款項及存款的減值撥備變動如下：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------|---------------------------------------|-----------------------------------|-----------------------------------|
| 於一月一日的賬面值 | Carrying amount at 1 January | 269,600 | 75,732 |
| 已確認減值虧損(附註6) | Impairment losses recognised (note 6) | 439,704 | 304,703 |
| 出售附屬公司 | Disposal of subsidiaries | — | (110,835) |
| 於十二月三十一日的賬面值 | Carrying amount at 31 December | 709,304 | 269,600 |

預付款項、其他應收款項及其他資產為無抵押、不計息且無固定還款期限。

本集團按預期信貸虧損模式對其他應收款項及存款(須根據國際財務報告準則第9號對減值的規定)進行減值評估。預期信貸虧損金額於各報告日期更新,以反映信貸風險自初步確認以來之變動。於二零二四年十二月三十一日,預期信貸虧損為人民幣709,304,000元(二零二三年十二月三十一日:人民幣269,600,000元)。

22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Continued)

The movements in provision for impairment of other receivables and deposits are as follows:

Prepayments, other receivables and other assets are unsecured, non-interest-bearing and have no fixed terms of repayment.

The Group performs impairment assessment under ECL model on other receivables and deposits, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition. As at 31 December 2024, the ECLs were RMB709,304,000 (31 December 2023: RMB269,600,000).

23. 現金及現金等價物、受限制現金及已抵押存款

23. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------|---------------------------|-----------------------------------|-----------------------------------|
| 現金及銀行結餘 | Cash and bank balances | 3,184,682 | 5,035,609 |
| 減: 受限制現金 | Less: Restricted cash | 1,905,468 | 3,187,254 |
| 已抵押存款 | Pledged deposits | 63,920 | 131,395 |
| 現金及現金等價物 | Cash and cash equivalents | 1,215,294 | 1,716,960 |

23. 現金及現金等價物、受限制現金及已抵押存款 (續)

根據有關中國法規，本集團的若干房地產開發公司須將若干現金款項存置於指定銀行賬戶作特定用途。於二零二四年十二月三十一日，該部分的受限制現金為人民幣724,669,000元(二零二三年：人民幣2,938,623,000元)。於二零二四年十二月三十一日，受限制現金中因訴訟被人民法院查封的金額為人民幣1,180,799,000元(二零二三年：人民幣248,631,000元)。

於二零二四年十二月三十一日，為數人民幣63,920,000元(二零二三年：人民幣131,395,000元)的銀行存款已為本集團及第三方作出質押，作為買方按揭貸款、項目建設、銀行融資的抵押品，或質押予銀行作為發行銀行承兌票據的抵押品。

23. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS (Continued)

Pursuant to relevant regulations in the PRC, certain property development companies of the Group are required to place certain amounts of cash in the designated bank accounts for a specified use. As at 31 December 2024, the restricted cash for this part amounted to RMB724,669,000 (2023: RMB2,938,623,000). As at 31 December 2024, the restricted cash included an amount of RMB1,180,799,000, which was seized by the People's Court due to lawsuits (2023: RMB248,631,000).

As at 31 December 2024, bank deposits of RMB63,920,000 (2023: RMB131,395,000) were pledged for the Group and third parties as security for purchasers' mortgage loans, construction of projects, bank facilities, or pledged to banks as collateral for issuance of bank acceptance notes.

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------------|---|-----------------------------------|-----------------------------------|
| 現金及現金等價物 | Cash and cash equivalents | | |
| 以人民幣計值 | Denominated in RMB | 1,204,136 | 1,705,939 |
| 以美元計值 | Denominated in US\$ | 6,647 | 8,765 |
| 以港元計值 | Denominated in HK\$ | 4,511 | 2,256 |
| 總計 | Total | 1,215,294 | 1,716,960 |
| 以人民幣計值的受限制現金及已抵押存款 | Restricted cash and pledged deposits denominated in RMB | 1,969,388 | 3,318,649 |

人民幣不得自由兌換為其他貨幣，但根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

The RMB is not freely convertible into other currencies, however, under 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.

23. 現金及現金等價物、受限制現金及已抵押存款 (續)

銀行現金根據每日銀行存款利率按浮動利率計息。銀行結餘存於無近期違約記錄的信譽可靠的銀行。現金及現金等價物的賬面值與其公平值相若。

於二零二四年十二月三十一日，本集團正對受限制現金、已抵押存款及現金及現金等價物進行內部信用評級。本集團已評估受限制現金、已抵押存款及現金及現金等價物之信用風險自初始確認以來並無大幅增加，並按十二個月之預期信貸虧損計量減值，且已評估預期信貸虧損並不重大。

24. 貿易應付款項及應付票據

於報告期末，基於發票日期的本集團貿易應付款項及應付票據賬齡分析如下：

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|------|---------------|-----------------------------------|-----------------------------------|
| 一年內 | Within 1 year | 15,194,182 | 16,507,435 |
| 一年以上 | Over 1 year | 1,155,507 | 1,226,587 |
| 總計 | Total | 16,349,689 | 17,734,022 |

貿易應付款項為無抵押，一般基於工程進度結算。於二零二四年十二月三十一日，本公司附屬公司發行的約人民幣1,144,767,000元（二零二三年：人民幣1,225,210,000元）商業承兌票據逾期未付。

23. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND PLEDGED DEPOSITS (Continued)

Cash at banks earns interest at floating rates based on daily bank 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.

As at 31 December 2024, the internal credit rating of restricted cash, pledged deposits and cash and cash equivalents was performing. The Group has assessed that the credit risk of the restricted cash, pledged deposits and cash and cash equivalents has not increased significantly since initial recognition and measured the impairment based on 12-month ECLs, and has assessed that the ECLs are immaterial.

24. TRADE AND BILLS PAYABLES

An ageing analysis of the Group's trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

The trade payables are unsecured and are normally settled based on the progress of construction. As at 31 December 2024, commercial acceptance bills of approximately RMB1,144,767,000 (2023: RMB1,225,210,000) issued by the Company's subsidiaries were overdue and unpaid.

25. 其他應付款項及應計費用

25. OTHER PAYABLES AND ACCRUALS

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|---------------------|---|-----------------------------------|-----------------------------------|
| 附屬公司非控股股東 及第三方墊款 | Advances from non-controlling shareholders of subsidiaries and third parties | 4,378,420 | 4,686,623 |
| 建築相關留置按金 | Retention deposits related to construction | 1,086,953 | 1,428,020 |
| 應付工資及福利 | Payroll and welfare payable | 67,895 | 92,592 |
| 物業銷售相關按金 | Deposits related to sales of properties | 69,516 | 79,868 |
| 營業稅及附加 | Business tax and surcharges | 623,332 | 488,838 |
| 維修基金 | Maintenance fund | 171,716 | 233,681 |
| 資產支持證券所得款項(附註) | Proceeds from asset-backed securities (note) | 2,525,416 | 2,355,149 |
| 應付利息 | Interest payables | 8,098,439 | 4,459,873 |
| 其他 | Others | 20,595 | 26,713 |
| | | 17,042,282 | 13,851,357 |
| 減：即期部分 | Less: Current portion | 15,737,159 | 13,522,987 |
| 非即期部分 | Non-current portion | 1,305,123 | 328,370 |

附註：結餘指由中國內地金融機構建立的特殊目的實體(「特殊目的實體」)就發行資產支持證券收取的所得款項，而本集團將銷售物業餘下收益的若干未來貿易應收款項作抵押。根據本集團及特殊目的實體的分配協議，本集團自客戶收取銷售所得款項時，本集團將匯出其代表特殊目的實體收取的任何現金流量。於二零二四年十二月三十一日，資產支持證券所得款項之即期部分為人民幣1,220,293,000元(二零二三年：人民幣2,026,779,000元)，非即期部分為人民幣1,305,123,000元(二零二三年：人民幣328,370,000元)。截至二零二四年十二月三十一日，本集團未能償還於二零二四年七月到期的資產支持證券未償還款項人民幣1,041,088,000元，其已構成違約事項。截至二零二四年十二月三十一日止年度，本集團成功與資產支持證券債權人磋商延期償還本息。未償還款項人民幣198,579,000元、人民幣150,241,000元及人民幣1,135,508,000元的償還已分別延期至二零二六年九月十七日、二零二六年十一月八日及二零二七年五月二十日。

Note: The balance represented proceeds received from a special purpose entity ("SPE") set up by a financial institution in Mainland China for issuance of asset-backed securities, to which the Group has collateralised certain future trade receivables for the remaining receipts from sales of properties. Under an assignment arrangement between the Group and the SPE, as and when the Group receives the sales proceeds from customers, the Group would remit any cash flows it collects on behalf of the SPE. As at 31 December 2024, the current portion of the proceeds from asset-backed securities was RMB1,220,293,000 (2023: RMB2,026,779,000) and the non-current portion was RMB1,305,123,000 (2023: RMB328,370,000). As of 31 December 2024, the Group failed to repay the outstanding amount of RMB1,041,088,000 for the asset-backed securities due in July 2024, which constituted an event of default. During the year ended 31 December 2024, the Group successfully negotiated with creditors of asset-backed securities on the extension for repayments of principal and interest thereon. Repayments of the outstanding amounts of RMB198,579,000, RMB150,241,000 and RMB1,135,508,000 have been extended to 17 September 2026, 8 November 2026 and 20 May 2027, respectively.

25. 其他應付款項及應計費用(續)

計入其他應付款項中的應付利息指計息銀行及其他借款、優先票據、公司債券、永續資本證券及資產支持證券的逾期利息，未償還該利息構成違約事項。

除人民幣2,525,416,000元(二零二三年：人民幣2,355,149,000元)資產支持證券及人民幣437,467,000元(二零二三年：人民幣460,313,000元)若干非控股股東墊款外(該等款項按介乎6%至13%(二零二三年：6%至13%)的固定年利率計息)，來自附屬公司非控股股東的其他應付款項及餘下墊款為無抵押、不計息並應按要求償還。其他應付款項於各報告期末的公平值與其相應的賬面值相若。

25. OTHER PAYABLES AND ACCRUALS (Continued)

The interest payables included in other payables represent the overdue interest on interest-bearing bank and other borrowings, senior notes, corporate bonds, perpetual capital securities, and asset-backed securities, the non-repayment of which constitutes an event of default.

Except for the asset-backed securities and certain advances from non-controlling shareholders amounting to RMB2,525,416,000 (2023: RMB2,355,149,000) and RMB437,467,000 (2023: RMB460,313,000), respectively, which bear interest at fixed interest rates ranging from 6% to 13% per annum (2023: 6% to 13%), other payables and the remaining advances from non-controlling shareholders of subsidiaries are unsecured, non-interest-bearing and repayable on demand. The fair values of other payables at the end of each of the reporting periods approximated to their corresponding carrying amounts.

26. 合約負債

合約負債詳情如下：

26. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

| | 於二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 於二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 | 於二零二三年 一月一日 1 January 2023 人民幣千元 RMB'000 |
|---------------------------|--|--|---|
| 合約負債 Contract liabilities | 13,841,193 | 45,469,076 | 76,723,225 |

本集團根據物業銷售所載的結算安排收取客戶的付款。付款通常在合約履行之前收取，主要來自銷售。

The Group receives payments from customers based on billing schedules as established in the property sales. Payments are usually received in advance of the performance under the contracts which are mainly from sales.

27. 計息銀行及其他借款

27. INTEREST-BEARING BANK AND OTHER BORROWINGS

| | | 二零二四年十二月三十一日 31 December 2024 | | | 二零二三年十二月三十一日 31 December 2023 | | |
|-------------------|---|--|-------------------------------------|------------------|--|-------------------------------------|------------------|
| | | 實際利率(%) Effective interest rate (%) | 到期日 Maturity | 人民幣千元 RMB'000 | 實際利率(%) Effective interest rate (%) | 到期日 Maturity | 人民幣千元 RMB'000 |
| 即期 | Current | | | | | | |
| 銀行貸款 – 有抵押 | Bank loans secured | 4.6–9 | 按要求 on demand | 216,303 | 4.6–9 | 2024年/ 按要求 2024/ on demand | 242,189 |
| 銀行貸款 – 無抵押 | Bank loans unsecured | 4.19–10 | 按要求 on demand | 484,677 | 4.19–10 | 2024年/ 按要求 2024/ on demand | 478,877 |
| 其他貸款 – 有抵押 | Other loans secured | 9.8–12 | 2025年/ 按要求 2025/ on demand | 2,620,851 | 9.8–12 | 2024年/ 按要求 2024/ on demand | 2,674,189 |
| 長期銀行貸款的即期部份 – 有抵押 | Current portion of long term bank loans secured | 5–8.8 | 2025年/ 按要求 2025/ on demand | 17,714,212 | 4–8.8 | 2024年/ 按要求 2024/ on demand | 17,423,140 |
| 長期銀行貸款的即期部份 – 無抵押 | Current portion of long term bank loans unsecured | 4.68–8.88 | 按要求 on demand | 1,368,090 | 4.68–8.88 | 按要求 on demand | 1,345,892 |
| 長期其他貸款的即期部份 – 有抵押 | Current portion of long term other loans secured | 2.8–11 | 2025年/ 按要求 2025/ on demand | 4,391,716 | 2.8–11 | 2024年/ 按要求 2024/ on demand | 3,670,561 |
| 總計 – 即期 | Total – current | | | 26,795,849 | | | 25,834,848 |
| 非即期 | Non-current | | | | | | |
| 銀行貸款 – 有抵押 | Bank loans – secured | 3.94–5.1 | 2026–2027 | 980,650 | 4.3–8.5 | 2025–2035 | 2,022,481 |
| 其他貸款 – 有抵押 | Other loans – secured | 2.8 | 2026 | 51,400 | 2.8–7.4 | 2025–2026 | 1,143,150 |
| 總計 – 非即期 | Total – non-current | | | 1,032,050 | | | 3,165,631 |
| 總計 | Total | | | 27,827,899 | | | 29,000,479 |

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------|----------------------|-----------------------------------|-----------------------------------|
| 按以下利率計息： | Interest bearing at: | | |
| 固定利率 | Fixed rate | 22,296,200 | 23,412,494 |
| 浮動利率 | Floating rate | 5,531,699 | 5,587,985 |
| 總計 | Total | 27,827,899 | 29,000,479 |

27. 計息銀行及其他借款(續)

27. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------|--|-----------------------------------|-----------------------------------|
| 分析為： | Analysed into: | | |
| 應償還銀行貸款 | Bank loans repayable | | |
| 須於一年內或按要求 | Within one year or on demand | 19,783,282 | 19,490,098 |
| 於第二年 | In the second year | 285,650 | 1,451,081 |
| 於第三至第五年(包含首尾兩年) | In the third to fifth years, inclusive | 695,000 | 571,400 |
| 小計 | Subtotal | 20,763,932 | 21,512,579 |
| 應償還其他借款： | Other borrowings repayable: | | |
| 須於一年內或按要求 | Within one year or on demand | 7,012,567 | 6,344,750 |
| 於第二年 | In the second year | 51,400 | 1,045,150 |
| 於第三至第五年(包含首尾兩年) | In the third to fifth years, inclusive | – | 98,000 |
| 小計 | Subtotal | 7,063,967 | 7,487,900 |
| 總計 | Total | 27,827,899 | 29,000,479 |

於二零二四年十二月三十一日，本集團未償還或違約的部分計息銀行及其他借款為人民幣18,148,651,000元(二零二三年：人民幣9,459,284,000元)，其構成違約事件。同日，中國的銀行對本集團若干附屬公司提起訴訟，要求該等附屬公司償還若干計息銀行及其他借款人民幣2,699,155,000元(二零二三年：人民幣2,735,166,000元)，其計入上述違約借款。

根據本集團部分借款協議，本集團優先票據、公司債券、資產支持證券或計息銀行及其他借款項下的任何違約將導致相關借款須按要求償還。於二零二四年十二月三十一日，本集團的若干優先票據、若干資產支持證券、若干計息銀行及其他借款及一筆公司債券發生違約，導致合計人民幣7,149,749,000元(二零二三年：人民幣6,684,544,000元)的計息銀行及其他借款須按要求償還。截至二零二四年十二月三十一日，上述違約事項下的借款均列示在本集團綜合財務狀況表的流動負債項下。

As at 31 December 2024, the Group failed to repay or breached the covenants of certain interest-bearing bank and other borrowings amounting to RMB18,148,651,000 (2023: RMB9,459,284,000), which constituted an event of default. At the same date, there were outstanding litigations commenced by banks in the PRC against certain subsidiaries of the Group requesting such subsidiaries to repay certain interest-bearing bank and other borrowings amounting to RMB2,699,155,000 (2023: RMB2,735,166,000), which were included in the above-mentioned defaulted borrowings.

Pursuant to agreements of some of the Group's borrowings, any default under the Group's senior notes, corporate bonds, asset-backed securities or interest-bearing bank and other borrowings will trigger the relevant borrowings becoming repayable on demand. As at 31 December 2024, the Group was in default of certain senior notes, certain asset-backed securities, certain interest-bearing bank and other borrowings and a corporate bond, causing interest-bearing bank and other borrowings of a total amount of RMB7,149,749,000 (2023: RMB6,684,544,000) having become repayable on demand. The above-mentioned borrowings that under events of default are presented under current liabilities in the Group's consolidated statement of financial position as at 31 December 2024.

27. 計息銀行及其他借款(續)

本集團的若干銀行及其他借款由質押以下於報告期末賬面值如下的資產作抵押：

| | | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|-----------------|--|---|---|
| 投資物業(附註14) | Investment properties (note 14) | 5,826,019 | 6,277,319 |
| 使用權資產(附註15) | Right-of-use assets (note 15) | 156,932 | 165,775 |
| 開發中物業(附註19) | Properties under development (note 19) | 19,887,661 | 33,019,538 |
| 物業、廠房及設備(附註13) | Property, plant and equipment (note 13) | 209,845 | 192,906 |
| 持作出售已竣工物業(附註20) | Completed properties held for sale (note 20) | 22,500,306 | 11,260,898 |

於二零二四年十二月三十一日，本集團已質押為數人民幣387,818,000元(二零二三年：人民幣415,499,000元)的有關已售物業的未來所得款項，作為取得為數人民幣132,431,000元(二零二三年：人民幣132,154,000元)的計息銀行及其他借款的抵押品。

於二零二四年十二月三十一日，本集團附屬公司非控股股東已就本集團若干銀行貸款人民幣2,540,367,000元(二零二三年：人民幣2,460,750,000元)作出擔保。

於二零二四年十二月三十一日，本集團並無銀行貸款由第三方擔保(二零二三年：人民幣216,000,000元)。

本公司管理層已評估，計息銀行及其他借款的公平值與其賬面值相若，在很大程度上是由於該等借款乃基於現行市場利率於本集團與獨立第三方金融機構間作出。

27. INTEREST-BEARING BANK AND OTHER BORROWINGS (Continued)

Certain of the Group's interest-bearing bank and other borrowings are secured by the pledges of the following assets with carrying values at the end of the reporting period as follows:

As at 31 December 2024, the Group has pledged future proceeds in respect of properties sold amounting to RMB387,818,000 (2023: RMB415,499,000) as collateral to secure interest-bearing bank and other borrowings amounting to RMB132,431,000 (2023: RMB132,154,000).

As at 31 December 2024, the non-controlling shareholders of the Group's subsidiaries have guaranteed certain of the Group's bank loans amounting to RMB2,540,367,000 (2023: RMB2,460,750,000).

As at 31 December 2024, none of the Group's bank loans was guaranteed by a third party (2023: RMB216,000,000).

The management of the Company has assessed that the fair values of interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the fact that such borrowings were made between the Group and independent third party financial institutions based on prevailing market interest rates.

28. 優先票據

28. SENIOR NOTES

| | | 二零二四年十二月三十一日 31 December 2024 | | | | 二零二三年十二月三十一日 31 December 2023 | | | |
|-----------------------------------|---|--|---|-----------------|------------------|--|---|-----------------|------------------|
| | | 原貨幣本金 Principal at original currency 千元 000 | 合約利率 Contractual interest rate (%) | 到期日 Maturity | 人民幣千元 RMB'000 | 原貨幣本金 Principal at original currency 千元 000 | 合約利率 Contractual interest rate (%) | 到期日 Maturity | 人民幣千元 RMB'000 |
| 二零二二年到期之優先票據III (「二零二二年票據III」) | Senior notes due 2022 III (“2022 Notes III”) | 22,777 美元 US\$22,777 | 8.70% | 2022 | 164,267 | 22,777 美元 US\$22,777 | 8.70% | 2022 | 161,853 |
| 二零二三年到期之優先票據II (「二零二三年票據II」) | Senior notes due 2023 II (“2023 Notes II”) | 300,000 美元 US\$300,000 | 9.15% | 2023 | 2,189,939 | 300,000 美元 US\$300,000 | 9.15% | 2023 | 2,158,229 |
| 二零二四年到期之優先票據I (「二零二四年票據I」) | Senior notes due 2024 I (“2024 Notes I”) | 290,000 美元 US\$290,000 | 7.88% | 2024 | 2,116,150 | 290,000 美元 US\$290,000 | 7.88% | 2024 | 2,085,497 |
| 二零二四年到期之優先票據II (「二零二四年票據II」) | Senior notes due 2024 II (“2024 Notes II”) | 200,000 美元 US\$200,000 | 8.35% | 2024 | 1,472,184 | 200,000 美元 US\$200,000 | 8.35% | 2024 | 1,451,044 |
| 二零二三年到期之優先票據III (「二零二三年票據III」) | Senior notes due 2023 III (“2023 Notes III”) | 200,000 美元 US\$200,000 | 8.30% | 2023 | 1,473,114 | 200,000 美元 US\$200,000 | 8.30% | 2023 | 1,451,974 |
| 二零二五年到期之優先票據I (「二零二五年票據I」) | Senior notes due 2025 I (“2025 Notes I”) | 349,000 美元 US\$349,000 | 7.35% | 2025 | 2,561,259 | 349,000 美元 US\$349,000 | 7.35% | 2025 | 2,516,671 |
| 二零二六年到期之優先票據I (「二零二六年票據I」) | Senior notes due 2026 I (“2026 Notes I”) | 393,000 美元 US\$393,000 | 6.63% | 2026 | 2,882,153 | 393,000 美元 US\$393,000 | 6.63% | 2026 | 2,833,992 |
| 二零二六年到期之優先票據II (「二零二六年票據II」) | Senior notes due 2026 II (“2026 Notes II”) | 291,000 美元 US\$291,000 | 6.70% | 2026 | 2,140,438 | 291,000 美元 US\$291,000 | 6.70% | 2026 | 2,104,976 |
| 二零二二年到期之優先票據IV (「二零二二年票據IV」) | Senior notes due 2022 IV (“2022 Notes IV”) | 23,361 美元 US\$23,361 | 5.98% | 2022 | 156,312 | 23,361 美元 US\$23,361 | 5.98% | 2022 | 154,015 |
| 二零二四年到期之優先票據III (「二零二四年票據III」) | Senior notes due 2024 III (“2024 Notes III”) | 340,000 美元 US\$340,000 | 7.10% | 2024 | 2,421,690 | 340,000 美元 US\$340,000 | 7.10% | 2024 | 2,385,752 |
| 二零二二年到期之優先票據V (「二零二二年票據V」) | Senior notes due 2022 V (“2022 Notes V”) | 人民幣8,141 元 RMB8,141 | 7.13% | 2022 | 8,897 | 人民幣8,141 元 RMB8,141 | 7.13% | 2022 | 8,897 |
| 二零二二年到期之優先票據VI (「二零二二年票據VI」) | Senior notes due 2022 VI (“2022 Notes VI”) | 人民幣1,879 元 RMB1,879 | 7.13% | 2022 | 2,041 | 人民幣1,879 元 RMB1,879 | 7.13% | 2022 | 2,041 |
| 二零二二年到期之優先票據VII (「二零二二年票據VII」) | Senior notes due 2022 VII (“2022 Notes VII”) | 17,739 美元 US\$17,739 | 6.50% | 2022 | 132,103 | 17,739 美元 US\$17,739 | 6.50% | 2022 | 130,162 |
| 新美元票據 (「二零二三年票據IV」) | New USD Notes (“2023 Notes IV”) | 728,623 美元 US\$728,623 | 8.00% | 2023 | 5,175,412 | 728,623 美元 US\$728,623 | 8.00% | 2023 | 5,098,395 |
| 新人民幣票據 (「二零二三年票據V」) | New RMB Notes (“2023 Notes V”) | 人民幣1,589,980 元 RMB1,589,980 | 8.00% | 2023 | 1,618,715 | 人民幣1,589,980 元 RMB1,589,980 | 8.00% | 2023 | 1,618,715 |
| 即期部分總計 | Total current portion | | | | 24,514,674 | | | | 24,162,213 |

28. 優先票據(續)

28. SENIOR NOTES (Continued)

| | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|--|---|---|
| 本集團應償還的優先票據如下： The Group's senior notes were repayable as follows: | | |
| 按要求 On demand | 24,514,674 | 24,162,213 |

二零二二年票據III

於二零一九年十月三日，本公司發行本金總額為300,000,000美元的二零二二年票據III，票面利率為8.7%，並於二零二二年到期。本公司籌得所得款項淨額293,962,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二二年八月三日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據III。贖回價詳情於相關發售備忘錄內披露。

截至二零二二年三月二十一日，本集團已回購本金為7,000,000美元的二零二二年票據III。於二零二二年三月二十九日，本公司已完成二零二二年票據III的交換要約及同意徵求（到期日已延長且已豁免任何潛在違約），本金總額為270,223,000美元的二零二二年票據III已註銷並交換為二零二三年票據IV，而二零二二年票據III的餘下尚未償還本金為22,777,000美元。於二零二二年八月三日，本公司未能支付餘下未償還本金22,777,000美元連同其應計利息，其構成違約事件。

2022 Notes III

On 3 October 2019, the Company issued the 2022 Notes III at a coupon rate of 8.7% due within 2022 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$293,962,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 3 August 2022, the Company might redeem the 2022 Notes III at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

By the end of 21 March 2022, the Group has repurchased the 2022 Notes III in a principal amount of US\$7,000,000. On 29 March 2022, the Company completed the exchange offer and consent solicitation for 2022 Notes III, which extended the maturity date and waived any potential defaults, resulting in an aggregate principal amount of US\$270,223,000 of 2022 Notes III being cancelled and exchanged to 2023 Notes IV, and the remaining outstanding principal amount of the 2022 Notes III was US\$22,777,000. On 3 August 2022, the Company failed to make the payment of the remaining outstanding principal amount of US\$22,777,000, together with interest accrued thereon, which constituted an event of default.

28. 優先票據(續)

二零二三年票據II

於二零一九年十一月六日，本公司發行本金總額為300,000,000美元的二零二三年票據II，票面利率為9.15%，並於二零二三年到期。本公司籌得所得款項淨額296,629,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二三年五月六日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二三年票據II。贖回價詳情於相關發售備忘錄內披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二三年票據II有關的任何潛在違約。於二零二三年五月六日，本公司未能支付餘下未償還本金300,000,000美元連同其應計利息，其構成違約事件。

二零二四年票據I

於二零二零年一月十四日，本公司發行本金總額為290,000,000美元的二零二四年票據I，票面利率為7.88%，並於二零二四年到期。本公司籌得所得款項淨額286,288,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二四年四月十四日之前任何時間，本公司可按預先釐定的贖回價贖回二零二四年票據I。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二四年票據I有關的任何潛在違約。於二零二四年四月十四日，本公司未能支付餘下未償還的本金290,000,000美元連同其應計利息，其構成違約事件。

28. SENIOR NOTES (Continued)

2023 Notes II

On 6 November 2019, the Company issued the 2023 Notes II at a coupon rate of 9.15% due within 2023 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$296,629,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 6 May 2023, the Company may redeem the 2023 Notes II at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation has been accepted by the note holders to waive any potential defaults in respect of the 2023 Notes II. On 6 May 2023, the Company failed to make the payment of the remaining outstanding principal amount of US\$300,000,000, together with interest accrued thereon, which constituted an event of default.

2024 Notes I

On 14 January 2020, the Company issued the 2024 Notes I at a coupon rate of 7.88% due within 2024 with an aggregate principal amount of US\$290,000,000. The Company raised net proceeds of US\$286,288,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 14 April 2024, the Company may redeem the 2024 Notes I at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2024 Notes I. On 14 April 2024, the Company failed to make the payment of the remaining outstanding principal amount of US\$290,000,000, together with interest accrued thereon, which constituted an event of default.

28. 優先票據(續)

二零二四年票據II

於二零二零年五月二十一日，本公司發行本金總額為200,000,000美元的二零二四年票據II，票面利率為8.35%，並於二零二四年到期。本公司籌得所得款項淨額197,345,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二四年三月十日之前任何時間，本公司可按預先釐定的贖回價贖回二零二四年票據II。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二四年票據II有關的任何潛在違約。於二零二四年三月十日，本公司未能支付餘下未償還的本金200,000,000美元連同其應計利息，其構成違約事件。

二零二三年票據III

於二零二零年六月十五日，本公司發行本金總額為200,000,000美元的二零二三年票據III，票面利率為8.3%，並於二零二三年到期。本公司籌得所得款項淨額197,594,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二三年九月十五日之前任何時間，本公司可按預先釐定的贖回價贖回二零二三年票據III。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二三年票據III有關的任何潛在違約。於二零二三年九月十五日，本公司未能支付餘下未償還本金200,000,000美元連同其應計利息，其構成違約事件。

28. SENIOR NOTES (Continued)

2024 Notes II

On 21 May 2020, the Company issued the 2024 Notes II at a coupon rate of 8.35% due within 2024 with an aggregate principal amount of US\$200,000,000. The Company raised net proceeds of US\$197,345,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 10 March 2024, the Company may redeem the 2024 Notes II at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2024 Notes II. On 10 March 2024, the Company failed to make the payment of the remaining outstanding principal amount of US\$200,000,000, together with interest accrued thereon, which constituted an event of default.

2023 Notes III

On 15 June 2020, the Company issued the 2023 Notes III at a coupon rate of 8.3% due within 2023 with an aggregate principal amount of US\$200,000,000. The Company raised net proceeds of US\$197,594,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 15 September 2023, the Company may redeem the 2023 Notes III at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2023 Notes III. On 15 September 2023, the Company failed to make the payment of the remaining outstanding principal amount of US\$200,000,000, together with interest accrued thereon, which constituted an event of default.

28. 優先票據(續)

二零二五年票據I

於二零二零年九月十一日，本公司發行本金總額為350,000,000美元的二零二五年票據I，票面利率為7.35%，並於二零二五年到期。本公司籌得所得款項淨額345,592,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二五年二月五日之前任何時間，本公司可按預先釐定的贖回價贖回二零二五年票據I。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二五年票據I有關的任何潛在違約。本集團已回購本金為1,000,000美元的二零二五年票據I。

截至二零二四年十二月三十一日，本公司未能於二零二五年票據I的寬限期屆滿前支付利息77,175,000美元，其構成違約事件。於批准財務報表日期，本公司未能支付餘下未償還的本金349,000,000美元連同其應計利息，其於二零二五年二月五日構成違約事件。

二零二六年票據I

於二零二一年一月七日，本公司發行本金總額為400,000,000美元的二零二六年票據I，票面利率為6.63%，並於二零二六年到期。本公司籌得所得款項淨額395,850,000美元（經扣除包銷折扣及佣金以及其他開支）。於二零二六年一月七日之前任何時間，本公司可按預先釐定的贖回價贖回二零二六年票據I。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二六年票據I有關的任何潛在違約。本集團已回購本金為7,000,000美元的二零二六年票據I。

截至二零二四年十二月三十一日，本公司未能於二零二六年票據I的寬限期屆滿前支付利息66,300,000美元，其構成違約事件。

28. SENIOR NOTES (Continued)

2025 Notes I

On 11 September 2020, the Company issued the 2025 Notes I at a coupon rate of 7.35% due within 2025 with an aggregate principal amount of US\$350,000,000. The Company raised net proceeds of US\$345,592,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 5 February 2025, the Company may redeem the 2025 Notes I at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2025 Notes I. The Group has repurchased 2025 Notes I in the principal amount of US\$1,000,000.

By the end of 31 December 2024, the Company failed to pay interest in the amount of US\$77,175,000 before expiry of the grace period for the 2025 Notes I, which constituted an event of default. As of the date of approval of the financial statements, the Company failed to make the payment of the remaining outstanding principal amount of US\$349,000,000, together with interest accrued thereon, which constituted an event of default on 5 February 2025.

2026 Notes I

On 7 January 2021, the Company issued the 2026 Notes I at a coupon rate of 6.63% due within 2026 with an aggregate principal amount of US\$400,000,000. The Company raised net proceeds of US\$395,850,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 7 January 2026, the Company may redeem the 2026 Notes I at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2026 Notes I. The Group has repurchased 2026 Notes I in the principal amount of US\$7,000,000.

By the end of 31 December 2024, the Company failed to pay interest in the amount of US\$66,300,000 before expiry of the grace period for the 2026 Notes I, which constituted an event of default.

28. 優先票據(續)

二零二六年票據II

於二零二一年二月四日，本公司發行本金總額為300,000,000美元的二零二六年票據II，票面利率為6.7%，並於二零二六年到期。本公司籌得所得款項淨額296,661,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二六年八月四日之前任何時間，本公司可按預先釐定的贖回價贖回二零二六年票據II。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二六年票據II有關的任何潛在違約。本集團已回購本金為9,000,000美元的二零二六年票據II。

截至二零二四年十二月三十一日，本公司未能於二零二六年票據II的寬限期屆滿前支付利息60,300,000美元，其構成違約事件。

二零二二年票據IV

於二零二一年四月十五日，本公司發行本金總額為220,000,000美元的二零二二年票據IV，票面利率為5.98%，並於二零二一年到期。本公司籌得所得款項淨額218,468,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二二年四月十三日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據IV。贖回價詳情於相關發售備忘錄內披露。

28. SENIOR NOTES (Continued)

2026 Notes II

On 4 February 2021, the Company issued the 2026 Notes II at a coupon rate of 6.7% due within 2026 with an aggregate principal amount of US\$300,000,000. The Company raised net proceeds of US\$296,661,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 4 August 2026, the Company may redeem the 2026 Notes II at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2026 Notes II. The Group has repurchased 2026 Notes II in the principal amount of US\$9,000,000.

By the end of 31 December 2024, the Company failed to pay interest in the amount of US\$60,300,000 before expiry of the grace period for the 2026 Notes II, which constituted an event of default.

2022 Notes IV

On 15 April 2021, the Company issued the 2022 Notes IV at a coupon rate of 5.98% due within 2021 with an aggregate principal amount of US\$220,000,000. The Company raised net proceeds of US\$218,468,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 13 April 2022, the Company might redeem the 2022 Notes IV at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

28. 優先票據(續)

二零二二年票據IV(續)

於二零二二年三月二十九日，本公司已完成二零二二年票據IV的交換要約及同意徵求(到期日已延長且已豁免任何潛在違約)，本金總額為196,639,000美元的二零二二年票據IV已註銷並交換為二零二三年票據IV，而二零二二年票據IV的餘下尚未償還本金為23,361,000美元。於二零二二年四月十三日，本公司未能支付餘下未償還本金23,361,000美元連同其應計利息，其構成違約事件。

二零二四年票據III

於二零二一年六月十日，本公司發行本金總額為340,000,000美元的二零二四年票據III，票面利率為7.1%，並於二零二四年到期。本公司籌得所得款項淨額333,240,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二四年九月十日之前任何時間，本公司可按預先釐定的贖回價贖回二零二四年票據III。贖回價的詳情於相關發售備忘錄中披露。於二零二二年三月二十九日，同步同意徵求已獲票據持有人接納，以豁免與二零二四年票據III有關的任何潛在違約。於二零二四年九月十日，本公司未能支付餘下未償還的本金340,000,000美元連同其應計利息，其構成違約事件。

28. SENIOR NOTES (Continued)

2022 Notes IV (Continued)

On 29 March 2022, the Company completed the exchange offer and consent solicitation for the 2022 Notes IV, which extended the maturity date and waived any potential defaults, resulting in an aggregate principal amount of US\$196,639,000 of the 2022 Notes IV being cancelled and exchanged to the 2023 Notes IV, and the remaining outstanding principal amount of the 2022 Notes IV was US\$23,361,000. On 13 April 2022, the Company failed to make the payment of the remaining outstanding principal amount of US\$23,361,000, together with interest accrued thereon, which constituted an event of default.

2024 Notes III

On 10 June 2021, the Company issued the 2024 Notes III at a coupon rate of 7.1% due within 2024 with an aggregate principal amount of US\$340,000,000. The Company raised net proceeds of US\$333,240,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 10 September 2024, the Company may redeem the 2024 Notes III at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 29 March 2022, the concurrent consent solicitation was accepted by the note holders to waive any potential defaults in respect of the 2024 Notes III. On 10 September 2024, the Company failed to make the payment of the remaining outstanding principal amount of US\$340,000,000, together with interest accrued thereon, which constituted an event of default.

28. 優先票據(續)

二零二二年票據V

於二零二一年七月二日，本公司發行本金總額為人民幣1,300,000,000元的二零二二年票據V，票面利率為7.125%，並於二零二二年到期。本公司籌得所得款項淨額人民幣1,292,350,000元(經扣除包銷折扣及佣金以及其他開支)。於二零二二年六月三十日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據V。贖回價詳情於相關發售備忘錄內披露。

於二零二二年三月二十九日，本公司已完成二零二二年票據V的交換要約及同意徵求(到期日已延長且已豁免任何潛在違約)，本金總額為人民幣1,291,859,000元的二零二二年票據V已註銷並交換為二零二三年票據V，而二零二二年票據V的餘下尚未償還本金為人民幣8,141,000元。於二零二二年六月三十日，本公司未能支付餘下未償還的人民幣8,141,000元連同其應計利息，其構成違約事件。

二零二二年票據VI

於二零二一年七月二日，本公司發行本金總額為人民幣300,000,000元的二零二二年票據VI，票面利率為7.125%，並於二零二二年到期。本公司籌得所得款項淨額人民幣298,717,000元(經扣除包銷折扣及佣金以及其他開支)。於二零二二年六月三十日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據VI。贖回價詳情於相關發售備忘錄內披露。

28. SENIOR NOTES (Continued)

2022 Notes V

On 2 July 2021, the Company issued the 2022 Notes V at a coupon rate of 7.125% due within 2022 with an aggregate principal amount of RMB1,300,000,000. The Company raised net proceeds of RMB1,292,350,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 30 June 2022, the Company might redeem the 2022 Notes V at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

On 29 March 2022, the Company completed the exchange offer and consent solicitation for the 2022 Notes V, which extended the maturity date and waived any potential defaults, resulting in an aggregate principal amount of RMB1,291,859,000 of the 2022 Notes V being cancelled and exchanged to 2023 Notes V, and the remaining outstanding principal amount of the 2022 Notes V was RMB8,141,000. On 30 June 2022, the Company failed to make the payment of the remaining outstanding principal amount of RMB8,141,000, together with interest accrued thereon, which constituted an event of default.

2022 Notes VI

On 2 July 2021, the Company issued the 2022 Notes VI at a coupon rate of 7.125% due within 2022 with an aggregate principal amount of RMB300,000,000. The Company raised net proceeds of RMB298,717,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 30 June 2022, the Company might redeem the 2022 Notes VI at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

28. 優先票據(續)

二零二二年票據VI(續)

於二零二二年三月二十九日，本公司已完成二零二二年票據VI的交換要約及同意徵求(到期日已延長至不早於二零二三年三月且已豁免任何潛在違約)，本金總額為人民幣298,121,000元的二零二二年票據VI已註銷並交換為二零二三年票據V，而二零二二年票據VI的餘下尚未償還本金為人民幣1,879,000元。於二零二二年六月三十日，本公司未能支付餘下未償還本金人民幣1,879,000元連同其應計利息，其構成違約事件。

二零二二年票據VII

於二零二一年九月三日，本公司發行本金總額為250,000,000美元的二零二二年票據VII，票面利率為6.5%，並於二零二二年到期。本公司籌得所得款項淨額247,595,000美元(經扣除包銷折扣及佣金以及其他開支)。於二零二二年九月一日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二二年票據VII。贖回價詳情於相關發售備忘錄內披露。

截至二零二二年三月二十一日，本集團已回購本金為13,500,000美元的二零二二年票據VII。於二零二二年三月二十九日，本公司已完成二零二二年票據VII的交換要約及同意徵求(到期日已延長至不早於二零二三年三月且已豁免任何潛在違約)，本金總額為218,761,000美元的二零二二年票據VII已註銷並交換為二零二三年票據IV，而二零二二年票據VII的餘下尚未償還本金為17,739,000美元。於二零二二年九月一日，本公司未能支付餘下未償還本金17,739,000美元連同其應計利息，其構成違約事件。

28. SENIOR NOTES (Continued)

2022 Notes VI (Continued)

On 29 March 2022, the Company completed the exchange offer and consent solicitation for 2022 Notes VI, which extended the maturity date no earlier than March 2023 and waived any potential defaults, resulting in an aggregate principal amount of RMB298,121,000 of the 2022 Notes VI being cancelled and exchanged to the 2023 Notes V, and the remaining outstanding principal amount of the 2022 Notes VI was RMB1,879,000. On 30 June 2022, the Company failed to make the payment of the remaining outstanding principal amount of RMB1,879,000, together with interest accruing thereon, which constituted an event of default.

2022 Notes VII

On 3 September 2021, the Company issued the 2022 Notes VII at a coupon rate of 6.5% due within 2022 with an aggregate principal amount of US\$250,000,000. The Company raised net proceeds of US\$247,595,000 (after deduction of underwriting discounts and commissions and other expenses). At any time and from time to time prior to 1 September 2022, the Company may redeem the 2022 Notes VII at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum.

By the end of 21 March 2022, the Group has repurchased the 2022 Notes VII in the principal amount of US\$13,500,000. On 29 March 2022, the Company completed the exchange offer and consent solicitation for 2022 Notes VII, which extended the maturity date no earlier than March 2023 and waived any potential defaults, resulting in an aggregate principal amount of US\$218,761,000 of the 2022 Notes VII being cancelled and exchanged to the 2023 Notes IV, and the remaining outstanding principal amount of the 2022 Notes VII was US\$17,739,000. On 1 September 2022, the Company failed to make the payment of the remaining outstanding principal amount of US\$17,739,000, together with interest accrued thereon, which constituted an event of default.

28. 優先票據 (續)

二零二三年票據IV

於二零二二年三月二十九日，本公司於完成交換要約及同意徵求後，發行本金總額為728,623,000美元的二零二三年票據IV，票面利率為8%，並於二零二三年三月到期，以交換由本公司合營企業ZhenAn Glory Investment Limited發行由本公司擔保的二零二二年票據III、二零二二年票據IV、二零二二年票據VII及於二零二二年三月到期年息5.95%的優先票據。於二零二三年三月六日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二三年票據IV。贖回價詳情於相關發售備忘錄內披露。於二零二三年三月六日，本公司未能支付餘下未償還本金728,623,000美元連同其應計利息，其構成違約事件。

二零二三年票據V

於二零二二年三月二十九日，本公司於完成交換要約及同意徵求後，發行本金總額為人民幣1,589,980,000元的二零二三年票據V，票面利率為8%，並於二零二三年三月到期，以交換二零二二年票據V及二零二二年票據VI。於二零二三年三月六日之前任何時間，本公司可選擇按預先釐定之贖回價贖回二零二三年票據V。贖回價詳情於相關發售備忘錄內披露。於二零二三年三月六日，本公司未能支付餘下未償還本金人民幣1,589,980,000元連同其應計利息，其構成違約事件。

28. SENIOR NOTES (Continued)

2023 Notes IV

On 29 March 2022, with the completion of the exchange offer and consent solicitation, the Company issued the 2023 Notes IV at a coupon rate of 8% due in March 2023 with an aggregate principal amount of US\$728,623,000, in exchange for the 2022 Notes III, 2022 Notes IV, 2022 Notes VII and 5.95% Senior Notes due March 2022, which were guaranteed by the Company and issued by ZhenAn Glory Investment Limited, a joint venture of the Company. At any time and from time to time prior to 6 March 2023, the Company may redeem the 2023 Notes IV at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 6 March 2023, the Company failed to make the payment of the remaining outstanding principal amount of US\$728,623,000, together with interest accrued thereon, which constituted an event of default.

2023 Notes V

On 29 March 2022, with the completion of the exchange offer and consent solicitation, the Company issued the 2023 Notes V at a coupon rate of 8% due in March 2023 with an aggregate principal amount of RMB1,589,980,000, in exchange for the 2022 Notes V and 2022 Notes VI. At any time and from time to time prior to 6 March 2023, the Company may redeem the 2023 Notes V at a pre-determined redemption price. The details of the redemption price are disclosed in the relevant offering memorandum. On 6 March 2023, the Company failed to make the payment of the remaining outstanding principal amount of RMB1,589,980,000, together with interest accrued thereon, which constituted an event of default.

28. 優先票據(續)

二零二三年票據V(續)

於二零二四年十二月三十一日，本集團尚未按預定還款日期償還若干優先票據的本息合計人民幣21,406,730,000元(二零二三年十二月三十一日：人民幣12,763,266,000元)及若干優先票據的利息合計人民幣1,464,816,000元(二零二三年十二月三十一日：人民幣1,824,355,000元)，導致人民幣7,583,850,000元(二零二三年十二月三十一日：人民幣13,377,932,000元)的若干優先票據違約事件，截至二零二四年十二月三十一日，其在本集團綜合財務狀況表的流動負債項下列示。

倘發生違約事件(例如30天寬限期失效)並且仍在繼續，受託人或當時未償還優先票據本金總額至少25%的持有人可以書面通知本公司及受託人，宣佈相關優先票據的本金、溢價(如有)以及應計和未付利息立即到期應付(「**加速通知**」)。

截至本綜合財務報表批准日期，本公司未收到因上述優先票據未支付本金或利息而導致的加速通知。

二零二二年票據III、IV、V、VI及VII、二零二三年票據II、III、IV及V、二零二四年票據I、II及III、二零二五年票據I及二零二六年票據I及II由本集團若干現有附屬公司擔保。

由於二零二三年票據II、III、IV及V、二零二四年票據I、II及III、二零二五年票據I及二零二六年票據I及II的提早贖回期權的公平值並不重大，因此本集團未於發行日期及二零二四年及二零二三年十二月三十一日確認該等公平值。

28. SENIOR NOTES (Continued)

2023 Notes V (Continued)

As at 31 December 2024, the Group had not repaid an aggregate amount of principal and interest of RMB21,406,730,000 (31 December 2023: RMB12,763,266,000) for certain senior notes and an aggregate amount of interest of RMB1,464,816,000 (31 December 2023: RMB1,824,355,000) for certain senior notes according to their scheduled repayment dates, triggering events of default for certain senior notes amounting to RMB7,583,850,000 (31 December 2023: RMB13,377,932,000), which are presented under current liabilities in the Group's consolidated statement of financial position as at 31 December 2024.

If an event of default has occurred (such as the 30-day grace period lapses) and is continuing, the trustee or holders of at least 25% in the aggregate principal amount of the senior notes then outstanding may, by written notice to the Company and to the trustee, declare the principal of, premium, if any, and accrued and unpaid interest on the relevant senior notes to be immediately due and payable (the "Acceleration Notice").

Up to the date of approval of these consolidated financial statements, the Company has not received any Acceleration Notice as a result of the non-payment of principals or interest for aforementioned senior notes.

The 2022 Notes III, IV, V, VI and VII, the 2023 Notes II, III, IV and V, 2024 Notes I, II and III, 2025 Notes I, and 2026 Notes I and II are guaranteed by certain of the Group's existing subsidiaries.

The fair values of the early redemption options of the 2023 Notes II, III, IV and V, 2024 Notes I, II and III, 2025 Notes I, and 2026 Notes I and II were not significant and therefore were not recognised by the Group on inception and at 31 December 2024 and 2023.

29. 公司債券

29. CORPORATE BONDS

| 債券名稱 | Name of bonds | 二零二四年 一月一日 | 已發行 | 利息開支 | 付款 | 轉讓* | 二零二四年 十二月 三十一日 |
|----------|------------------|---------------|---------|----------|---------|-----------|----------------------|
| | | 1 January | | Interest | | | 31 December |
| | | 2024 | Issued | expense | Payment | Transfer* | 2024 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 正榮債券V | Zhenro Bond V | 1,187,772 | – | 64,849 | – | 140,122 | 1,112,499 |
| 正榮債券VII | Zhenro Bond VII | 1,132,767 | – | 66,126 | 1,000 | – | 1,197,893 |
| 正榮債券VIII | Zhenro Bond VIII | 1,115,375 | – | 64,315 | 1,000 | – | 1,178,690 |
| 正榮債券IX | Zhenro Bond IX | 1,517,827 | – | 92,946 | 1,320 | – | 1,609,453 |
| 總計 | Total | 4,953,741 | – | 288,236 | 3,320 | 140,122 | 5,098,535 |

| 債券名稱 | Name of bonds | 二零二三年 一月一日 | 已發行 | 利息開支 | 付款 | 轉讓* | 二零二三年 十二月 三十一日 |
|----------|------------------|---------------|---------|----------|---------|-----------|----------------------|
| | | 1 January | | Interest | | | 31 December |
| | | 2023 | Issued | expense | Payment | Transfer* | 2023 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 正榮債券V | Zhenro Bond V | 1,123,101 | – | 64,671 | – | – | 1,187,772 |
| 正榮債券VII | Zhenro Bond VII | 1,079,297 | – | 54,598 | 1,128 | – | 1,132,767 |
| 正榮債券VIII | Zhenro Bond VIII | 1,062,003 | – | 54,492 | 1,120 | – | 1,115,375 |
| 正榮債券IX | Zhenro Bond IX | 1,430,986 | – | 88,346 | 1,505 | – | 1,517,827 |
| 總計 | Total | 4,695,387 | – | 262,107 | 3,753 | – | 4,953,741 |

* 於二零二四年十二月三十一日，本公司未能償還正榮債券V之本金及利息。因此，逾期應付利息獲分類為其他應付款項。

* As at 31 December 2024, the Group failed to repay the principal and interest of Zhenro Bond V. Consequently, the overdue interest payable was reclassified as other payables.

各年度末，本集團應償還的公司債券如下：

As at the end of each of the years, the Group's corporate bonds were repayable as follows:

| | | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|-------------|--|---|---|
| 須於一年內或按要求償還 | Repayable within one year or on demand | 1,496,056 | 1,187,772 |
| 須於第三至五年償還 | Repayable within third to five years | 3,602,479 | 3,765,969 |
| 總計 | Total | 5,098,535 | 4,953,741 |

29. 公司債券(續)

正榮債券V

於二零一九年十一月四日，正榮地產控股發行本金額為人民幣1,050,000,000元的三年期公司債券(「正榮債券V」)。正榮債券V以人民幣計值並按年利率6.0%計息，應自二零二零年十一月四日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣1,045,275,000元。截至二零二四年及二零二三年十二月三十一日止年度的實際年利率為6.17%。

於二零二四年十二月三十一日，正榮地產控股未能償還本金及利息人民幣1,252,621,000元(二零二三年十二月三十一日：人民幣1,187,772,000元)，其構成違約事件。

正榮債券VII及VIII

於二零二零年七月二十七日，正榮地產控股發行本金額為人民幣1,000,000,000元的五年期公司債券(「正榮債券VII」)，債券於上海證券交易所上市。正榮債券VII以人民幣計值並按年利率5.75%計息，應自二零二一年七月二十七日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣991,437,000元。截至二零二四年及二零二三年十二月三十一日止年度的實際年利率分別為5.82%及5.82%。

根據二零二三年刊發的一系列公告，正榮地產控股成功將正榮債券VII的利息及未償還本金償還期限延長至二零二七年一月二十七日，並豁免任何潛在違約。

29. CORPORATE BONDS (Continued)

Zhenro Bond V

On 4 November 2019, Zhenro Property Holdings issued a three-year corporate bond with a principal amount of RMB1,050,000,000 (“Zhenro Bond V”). Zhenro Bond V is denominated in RMB and bears interest at a rate of 6.0% per annum, payable annually in arrears, beginning on 4 November 2020. After deducting the issuance costs, the Group received net proceeds of RMB1,045,275,000 from the issuance. The effective interest rate was 6.17% on an annual basis for the years ended 31 December 2024 and 2023.

As at 31 December 2024, Zhenro Property Holdings had failed to repay the principal and interest of RMB1,252,621,000 (31 December 2023: RMB1,187,772,000), which constituted an event of default.

Zhenro Bond VII and VIII

On 27 July 2020, Zhenro Property Holdings issued a five-year corporate bond with a principal amount of RMB1,000,000,000 (“Zhenro Bond VII”), which was listed on the Shanghai Stock Exchange. Zhenro Bond VII is denominated in RMB and bears interest at a rate of 5.75% per annum, payable annually in arrears, beginning 27 July 2021. After deducting the issuance costs, the Group received net proceeds of RMB991,437,000 from the issuance. The effective interest rates were 5.82% and 5.82%, respectively, on an annual basis for the years ended 31 December 2024 and 2023.

Pursuant to the a series of announcements in 2023, Zhenro Property Holdings successfully extended the repayment of interest and the outstanding principal to 27 January 2027, and waived any potential defaults with respect to Zhenro Bond VII.

29. 公司債券(續)

正榮債券VII及VIII(續)

於二零二零年九月十四日，正榮地產控股發行本金額為人民幣1,000,000,000元的四年期公司債券(「正榮債券VIII」)，債券於上海證券交易所上市。正榮債券VIII以人民幣計值並按年利率5.45%計息，應自二零二一年九月十四日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣994,369,000元。截至二零二四年及二零二三年十二月三十一日止年度的實際年利率分別為5.49%及5.42%。

根據二零二三年刊發的一系列公告，正榮地產控股成功將正榮債券VIII的利息及未償還本金的償還期限延長至二零二七年三月十四日，並豁免任何潛在違約。

正榮債券IX

於二零二一年七月二十三日，正榮地產控股發行本金額為人民幣1,320,000,000元的四年期公司債券(「正榮債券IX」)。正榮債券IX以人民幣計值並按年利率6.3%計息，應自二零二二年七月二十三日起按年支付。經扣除發行成本後，本集團因發行收取所得款項淨額人民幣1,314,875,000.00元。截至二零二四年及二零二三年十二月三十一日止年度的實際利率分別為6.11%及6.14%。

根據二零二三年刊發的一系列公告，正榮地產控股成功將正榮債券IX的利息及未償還本金的償還期限延長至二零二七年一月二十三日，並豁免任何潛在違約。

29. CORPORATE BONDS (Continued)

Zhenro Bond VII and VIII (Continued)

On 14 September 2020, Zhenro Property Holdings issued a four-year corporate bond with a principal amount of RMB1,000,000,000 (“Zhenro Bond VIII”), which was listed on the Shanghai Stock Exchange. Zhenro Bond VIII is denominated in RMB and bears interest at a rate of 5.45% per annum, payable annually in arrears, beginning 14 September 2021. After deducting the issuance costs, the Group received net proceeds of RMB994,369,000 from the issuance. The effective interest rates were 5.49% and 5.42%, respectively, on an annual basis for the years ended 31 December 2024 and 2023.

Pursuant to the a series of announcements in 2023, Zhenro Property Holdings successfully extended the repayment of interest and the outstanding principal to 14 March 2027, and waived any potential defaults with respect to Zhenro Bond VIII.

Zhenro Bond IX

On 23 July 2021, Zhenro Property Holdings issued a four-year corporate bond with a principal amount of RMB1,320,000,000 (“Zhenro Bond IX”). Zhenro Bond IX is denominated in RMB and bears interest at a rate of 6.3% per annum, payable annually in arrears, beginning 23 July 2022. After deducting the issuance costs, the Group received net proceeds of RMB1,314,875,000.00 from the issuance. The effective interest rates were 6.11% and 6.14%, respectively, on an annual basis for the years ended 31 December 2024 and 2023.

Pursuant to a series of announcements in 2023, Zhenro Property Holdings successfully extended the repayment of interest and the outstanding principal to 23 January 2027, and waived any potential defaults with respect to Zhenro Bond IX.

29. 公司債券(續)

正榮債券IX(續)

根據債券持有人會議決議案的公告，未償還本金及應計未付利息已計入正榮債券VII、正榮債券VIII及正榮債券IX的單價。

此外，正榮地產控股已同意通過利用與下列股權相關的股權收益權為正榮債券VII及正榮債券IX提供強化擔保措施：

- 江西省正榮房地產開發有限公司及正榮正泰(香港)有限公司持有的「南京正榮中心」總計100%的股權收益權；
- 正鼎(佛山)置業發展有限公司及Zhenro Zhengheng Hongkong Limited持有的「佛山張槎季華正榮府項目」總計100%的股權收益權；
- 武漢正襄企業管理諮詢有限公司持有的「武漢光谷正榮府項目」總計100%的股權收益權；
- 江西省正榮房地產開發有限公司及南昌正騰置業有限公司持有的「宜春悅玲瓏二期項目」所附共計100%的股權收益權；
- 南昌世歐房地產開發有限公司間接持有的「東投正榮府項目」的40%的股權收益權；
- 透過南昌正榮(新加坡)置業有限公司及南昌正鼎置業有限公司間接持有的與「南昌青雲宸院項目」相關的總計51%的股權收益權。

該等股權收益權作為抵押品，確保償還正榮債券VII及正榮債券IX。

29. CORPORATE BONDS (Continued)

Zhenro Bond IX (Continued)

Pursuant to the announcement of the bondholders' meeting resolutions, the outstanding principal amount along with accrued unpaid interest has been included in the unit price of Zhenro Bond VII, Zhenro Bond VIII and Zhenro Bond IX.

Furthermore, Zhenro Property Holdings has agreed to provide enhanced security measures for Zhenro Bond VII and Zhenro Bond IX by leveraging the equity income rights associated with the following equity interests:

- The aggregate 100% equity income rights pertaining to the “Nanjing Zhenro Center Mall and Office Tower” held by Jiangxi Zhenro Real Estate Development Co., Ltd. and Zhenro Zhengtai Hongkong Limited;
- The aggregate 100% equity income rights related to the “Foshan Zhangcha Jihua Zhenro Mansion Project” held by Zhengding (Foshan) Real Estate Development Co., Ltd. and Zhenro Zhengheng Hongkong Limited;
- The aggregate 100% equity income rights concerning the “Wuhan Guanggu Zhenro Mansion Project” held by Wuhan Zhengxiang Enterprise Management Consulting Co., Ltd.;
- The collective 100% equity income rights attached to the “Yichun Yuelinlong Phase II Project” held by Jiangxi Zhengrong Real Estate Development Co., Ltd. and Nanchang Zhengteng Real Estate Co., Ltd.;
- The 40% equity income rights in the “Dongtuo Zhenro Mansion Project” held indirectly by Nanchang Shiou Properties Development Co., Ltd.;
- The aggregate 51% equity income rights associated with the “Nanchang Qingyun Chenyuan Project” held indirectly through Nanchang Zhenro (Singapore) Real Estate Co., Ltd. and Nanchang Zhengding Real Estate Co., Ltd..

These equity income rights serve as collateral to ensure repayment of the Zhenro Bond VII and Zhenro Bond IX.

29. 公司債券(續)

正榮債券IX(續)

於二零二四年十二月三十一日，公司債券的公平值為人民幣715,542,000元(二零二三年：人民幣2,516,379,000元)。公平值按債券於該等日期的市價計算。正榮房地產控股發行的正榮債券VII、正榮債券VIII及正榮債券IX的公平值計量分類為公平值層級的第一級，原因是其於上海證券交易所上市。正榮地產控股發行的正榮債券V的公平值計量分類為公平值層級的第二級，原因是其未上市。

29. CORPORATE BONDS (Continued)

Zhenro Bond IX (Continued)

As at 31 December 2024, the fair value of the corporate bonds was RMB715,542,000 (2023: RMB2,516,379,000). The fair value is calculated using the market price of the bonds on those dates. The fair value measurement of Zhenro Bond VII, Zhenro Bond VIII and Zhenro Bond IX issued by Zhenro Property Holdings is categorised within Level 1 of the fair value hierarchy as they are listed on the Shanghai Stock Exchange. The fair value measurement of Zhenro Bond V issued by Zhenro Property Holdings is categorised within Level 2 of fair value hierarchy as it is not listed.

30. 股本

股份

30. SHARE CAPITAL

Shares

| | 二零二四年 2024 美元 US\$ | 二零二三年 2023 美元 US\$ |
|---|--|--------------------------------|
| 已發行及繳足： 4,367,756,000股(二零二三年： 4,367,756,000股)每股面值 0.00001美元(二零二三年：每股 面值0.00001美元)的普通股 | Issued and fully paid: 4,367,756,000 (2023: 4,367,756,000) ordinary shares of US\$0.00001 each (2023: US\$0.00001 each) 43,678 | 43,678 |

本公司股本變動概要如下：

A summary of movements in the Company's share capital is as follows:

| | 已發行 股份數目 Number of shares in issue | 股本 Share capital 人民幣千元 RMB'000 |
|--|--|--|
| 於二零二三年一月一日、 二零二三年十二月三十一日及 二零二四年十二月三十一日 | At 1 January 2023, 31 December 2023 and 31 December 2024 4,367,756,000 | 282 |

年內本公司已發行股本並無變動
(二零二三年：無)。

There were no movements in the issued share capital of the Company during the year (2023: Nil).

31. 儲備

截至二零二四年十二月三十一日止年度，本集團的儲備金額及其變動呈列於綜合權益變動表。

(a) 股份溢價

股份溢價指已發行股份賬面值與已收取代價的差額。

(b) 合併儲備

本集團的合併儲備指公司重組及重組完成前本集團現時旗下公司的當時控股公司的已發行股本及本集團現時旗下公司的若干附屬公司權益持有人的注資。

(c) 資本儲備

資本儲備指在收購附屬公司非控股權益的情況下，收購成本及所收購非控股權益之間的差額，或就在不失去控制權的情況下向非控股股東出售附屬公司部分股權而言，出售所得款項及所出售非控股權益之間的差額。資本儲備變動詳情載於綜合權益變動表。

(d) 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，本集團須按稅後溢利淨額的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50%為止。受相關中國法規及本集團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換為增加股本，但轉換後儲備餘額不得少於本集團註冊資本的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。

31. RESERVES

The amounts of the Group's reserves and the movements therein for the year ended 31 December 2024 are presented in the consolidated statement of changes in equity.

(a) Share premium

The share premium represents the difference between the par value of the shares issued and the consideration received.

(b) Merger reserve

The merger reserve of the Group represents the issued capital of the then holding company of the companies now comprising the Group and the capital contributions from the equity holders of certain subsidiaries now comprising the Group before the completion of the Corporate Restructuring and the Reorganisation.

(c) Capital reserve

The capital reserve represents the difference between the cost of acquisition and the non-controlling interests acquired in the case of acquisition of additional non-controlling interests of subsidiaries, or, the difference between the proceeds from disposal and the non-controlling interests disposed of in the case of disposal of partial equity interests in subsidiaries to non-controlling shareholders without loss of control. Details of the movements in the capital reserve are set out in the consolidated statement of changes in equity.

(d) Statutory surplus reserves

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, the Group is required to appropriate 10% of its net profits after tax, as determined under the Chinese Accounting Standards, to the statutory surplus reserves 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 Group, the statutory surplus reserves may be used either to offset losses, or to be converted to increase share capital provided that the balance after such conversion is not less than 25% of the registered capital of the Group. The reserves cannot be used for purposes other than those for which they are created and are not distributable as cash dividends.

31. 儲備 (續)

(e) 匯兌波動儲備

匯兌波動儲備包括換算集團實體的財務報表產生的所有外匯差額。該儲備根據財務報表附註2.4所載的會計政策處理。

32. 永續資本證券

分類為負債

| | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|----------|---|---|
| 永續資本證券II | 1,412,671 | 1,391,908 |

於二零一九年六月十九日，本公司發行本金額為200,000,000美元的優先永續資本證券(「永續資本證券II」)。扣除發行成本後的所得款項淨額總額為198,274,000美元。永續資本證券II並無固定到期日，可由本公司選擇於二零二二年一月二十五日或以後按本金額連同應計、未付或延遲派息付款贖回。工具自發行日起至二零二二年一月二十五日的分派率為年息率10.25%，加上以後每年遞進息率5%。本集團並無為永續資本證券II作出擔保或質押。本公司可按其全權酌情選擇根據證券的條款延遲分派。除非及直至本公司全數支付所有未付拖欠分派及任何額外分派金額，否則本公司不得宣派或派付任何股息、或分派或作出付款，並將促使不會就此派付股息或作出其他支付或贖回、削減、註銷、購回或以任何代價收購。本公司可選擇贖回全部而非部份證券。本公司並無責任就永續工具交付現金、支付利息或行使其贖回權。

31. RESERVES (Continued)

(e) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of group entities. The reserve is dealt with in accordance with the accounting policy set out in note 2.4 to the financial statements.

32. PERPETUAL CAPITAL SECURITIES

Classified as Liabilities

On 19 June 2019, the Company issued senior perpetual capital securities (the “Perpetual Capital Securities II”) with the principal amount of US\$200,000,000. Net proceeds after deducting the issue cost amounted to US\$198,274,000 in total. The Perpetual Capital Securities II have no fixed maturity date and are redeemable on or after 25 January 2022 at the Company’s option at the principal amount together with accrued, unpaid or deferred distribution payments. The distribution rate for the instruments is 10.25% per annum from the date of issue to 25 January 2022, then increases by 5% per annum thereafter. No guarantee or pledge was made by the Group for the Perpetual Capital Securities II. The Company may, at its sole discretion, elect to defer a distribution pursuant to the terms of the securities. Unless and until the Company satisfies in full all outstanding arrears of distribution and any additional distribution amount, the Company shall not declare or pay any dividends or distributions, or make payment on, and will procure that no dividend or other payment is made on or redeem, reduce, cancel, buyback or acquire for any consideration thereof. Securities may be redeemed at the option of the Company, in whole but not in part. The Company has no obligation to deliver cash in respect of the perpetual instruments, pay interest nor exercise its right of redemption.

32. 永續資本證券 (續)

分類為負債 (續)

於二零二二年三月二十九日，已完成永續資本證券II同意徵求。本公司已將證券贖回推遲至二零二三年三月六日，將分派率的首次重置日期延期至二零二三年三月，並對相關債務違約事件作出修改，以豁免任何潛在違約。根據同意徵求備忘錄及日期為二零二二年三月二十九日的信託契據的相關條款，本公司公佈，所有未償還永續資本證券將於二零二三年三月六日（「贖回日期」）悉數贖回，贖回價等於其未償還本金額的102%，加直至贖回日期（不包括該日）的任何應計及未付分派。

董事認為，於二零二二年三月二十九日前，本公司能夠控制向永續資本證券II的持有人交付現金或其他金融資產，因此永續資本證券II被分類為權益工具並呈列為權益的一部分。然而，於二零二二年三月二十九日，由於分發有關永續資本證券II的贖回通告為強制性並於發出後具有約束力，董事認為，於贖回日期將會產生支付義務。因此，永續資本證券II被重新分類為金融負債，並於綜合財務狀況表中呈列為負債的一部分。

於二零二四年十二月三十一日，本公司未能支付永續資本證券的本金及利息人民幣1,750,150,000元（二零二三年：人民幣1,610,788,000元），其構成違約事件。

33. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團就辦公樓宇租賃安排作出之使用權資產及租賃負債的非現金添置為零（二零二三年：人民幣13,265,000元）。

32. PERPETUAL CAPITAL SECURITIES (Continued)

Classified as Liabilities (Continued)

On 29 March 2022, the consent solicitation for the Perpetual Capital Securities II was completed. The Company postponed the redemption of the securities to 6 March 2023, extended the first reset date of distribution rate to March 2023, and made modifications to relevant indebtedness default event in order to waive any potential defaults. Pursuant to the Consent Solicitation Memorandum and relevant terms of the Trust Deed dated 29 March 2022, the Company announced that all outstanding perpetual capital securities would be redeemed in full on 6 March 2023 (the “Redemption Date”) at a redemption price equal to 102% of the outstanding principal amount thereof, plus any distributions accrued and unpaid to, but excluding, the Redemption Date.

In the opinion of the directors, before 29 March 2022, the Company was able to control the delivery of cash or other financial assets to the holders of the Perpetual Capital Securities II, therefore the Perpetual Capital Securities II were classified as equity instruments and presented as a part of the equity. However, on 29 March 2022, due to the distribution of redemption notice in relation to the Perpetual Capital Securities II, which is mandatory and binding upon given, the directors believe there would be a payment obligation on the Redemption Date. Therefore, the Perpetual Capital Securities II are reclassified as financial liabilities and presented as a part of the liabilities in the consolidated statement of financial position.

As at 31 December 2024, the Company failed to repay the principal and interest amounting to RMB1,750,150,000 (2023: RMB1,610,788,000) for the perpetual capital securities, which constituted an event of default.

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had nil non-cash additions to right-of-use assets and lease liabilities (2023: RMB13,265,000), in respect of lease arrangements for office buildings.

33. 綜合現金流量表附註 (續)

(b) 融資活動產生的負債變動

| | | 計息銀行及 其他借款 | 優先票據 | 公司債券 | 資產支持 證券 | 永續資本 證券 | 租賃負債 | 應付關聯 公司款項 | 來自融資 活動的負債 總額 |
|-------------------|--------------------------------------|--|------------------|--------------------|--------------------------------|------------------------------------|----------------------|--------------------------------|---|
| | | Interest- bearing bank and other borrowings | Senior notes | Corporate bonds | Asset- backed securities | Perpetual capital securities | Lease liabilities | Due to related companies | Total liabilities from financing activities |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 於二零二三年一月一日 | At 1 January 2023 | 30,883,597 | 23,859,544 | 4,695,387 | 2,237,786 | 1,311,845 | 42,123 | 6,129,358 | 69,159,640 |
| 融資現金流量變動 | Changes from financing cash flows | (3,149,571) | — | (3,753) | (2,411) | — | (22,392) | (503,228) | (3,681,355) |
| 非現金變動 | Non-cash movements | 1,266,453 | 302,669 | 262,107 | 119,774 | 80,063 | 4,588 | (17,346) | 2,018,308 |
| 於二零二三年 十二月三十一日 | At 31 December 2023 | 29,000,479 | 24,162,213 | 4,953,741 | 2,355,149 | 1,391,908 | 24,319 | 5,608,784 | 67,496,593 |
| 融資現金流量變動 | Changes from financing cash flows | (691,609) | — | (3,320) | (4,176) | — | (13,001) | (226,274) | (938,380) |
| 非現金變動 | Non-cash movements | (480,971) | 352,461 | 148,114 | 174,443 | 20,763 | (4,908) | (6,772) | 203,130 |
| 於二零二四年 十二月三十一日 | At 31 December 2024 | 27,827,899 | 24,514,674 | 5,098,535 | 2,525,416 | 1,412,671 | 6,410 | 5,375,738 | 66,761,343 |

(c) 租賃總現金流出

計入現金流量表的租賃總現金流出如下：

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-------|-----------------------------|-----------------------------------|-----------------------------------|
| 經營活動內 | Within operating activities | 4,833 | 6,423 |
| 融資活動內 | Within financing activities | 13,001 | 22,392 |
| 總計 | Total | 17,834 | 28,815 |

34. 擁有重大非控股權益的非全資附屬公司

本集團擁有重大非控股權益的附屬公司詳情載列如下：

二零二四年十二月三十一日

34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests were set out below:

31 December 2024

| | | 透過非控股 權益持有的 股權百分比 Percentage of equity interest held by non-controlling interests % | 分配至非控股 權益的年內 溢利／(虧損) Profit/(loss) for the year allocated to non-controlling interests 人民幣千元 RMB'000 | 非控股權益 累計結餘 Accumulated balances of non- controlling interests 人民幣千元 RMB'000 |
|-----------------------------------|---|--|--|--|
| 武漢恒瑞聚福房地產 開發有限公司 (「武漢恒瑞聚福」) | Wuhan Hengrui Jufu Real Estate Development Co., Ltd. ("Wuhan Hengrui Jufu") | 49 | 84,450 | 332,399 |
| 榮瑞(福州)投資發展 有限公司(「福州榮瑞」) | Rongrui (Fuzhou) Investment and Development Co., Ltd. ("Fuzhou Rongrui") | 20 | 15,944 | 537,348 |
| 南京正業置業發展有限 公司(「南京正業」) | Nanjing Zhengye Real Estate Development Co., Ltd. ("Nanjing Zhengye") | 49 | (7,762) | 1,212,733 |

二零二三年十二月三十一日

31 December 2023

| | | 透過非控股 權益持有的 股權百分比 Percentage of equity interest held by non-controlling interests % | 分配至非控股 權益的年內 溢利／(虧損) Profit/(loss) for the year allocated to non-controlling interests 人民幣千元 RMB'000 | 非控股權益 累計結餘 Accumulated balances of non- controlling interests 人民幣千元 RMB'000 |
|---------------------------|---|--|--|--|
| 南京弘正房地產開發 有限公司(「南京弘正」) | Nanjing Hongzheng Real Estate Development Co., Ltd. ("Nanjing Hongzheng") | 49 | 105,797 | 90,078 |
| 陝西卓越景達置業 有限公司(「陝西卓越」) | Shaanxi Zhuoyue Jingda Real Estate Co., Ltd. ("Shaanxi Zhuoyue") | 66 | (26,969) | 73,288 |
| 南京正業置業發展 有限公司(「南京正業」) | Nanjing Zhengye Real Estate Development Co., Ltd. ("Nanjing Zhengye") | 49 | 109,320 | 1,220,495 |

34. 擁有重大非控股權益的非全資附屬公司 (續)

下表說明上述附屬公司的概要財務資料。所披露的金額未計及任何公司間抵銷：

二零二四年

34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

(Continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

2024

| | | 武漢恒瑞聚福 Wuhan Hengrui Jufu 人民幣千元 RMB'000 | 福州榮瑞 Fuzhou Rongrui 人民幣千元 RMB'000 | 南京正業 Nanjing Zhengye 人民幣千元 RMB'000 |
|-------------------|--|---|---|--|
| 收益 | Revenue | 974,189 | 3,430,293 | 195,107 |
| 開支總額 | Total expenses | (801,842) | (3,257,647) | (209,254) |
| 所得稅開支 | Income tax expense | — | (92,926) | (1,694) |
| 年內溢利及全面收益總額 | Profit and total comprehensive income for the year | 172,347 | 79,720 | (15,841) |
| 流動資產 | Current assets | 970,904 | 3,524,958 | 3,204,505 |
| 非流動資產 | Non-current assets | — | 3,101 | 14,484 |
| 流動負債 | Current liabilities | (292,539) | (841,317) | (744,025) |
| 非流動負債 | Non-current liabilities | — | — | — |
| 淨資產 | Net assets | 678,365 | 2,686,742 | 2,474,964 |
| 經營活動(所用)/所得現金流量淨額 | Net cash flows (used in)/from operating activities | (9,684) | 93,381 | 69,400 |
| 投資活動所得現金流量淨額 | Net cash flows from investing activities | — | — | — |
| 融資活動所得/(所用)現金流量淨額 | Net cash flows from/(used in) financing activities | 9,138 | (189,582) | (58,036) |
| 現金及現金等價物(減少)/增加淨額 | Net (decrease)/increase in cash and cash equivalents | (546) | (96,201) | 11,364 |

34. 擁有重大非控股權益的
非全資附屬公司 (續)

二零二三年

34. PARTLY-OWNED SUBSIDIARIES WITH
MATERIAL NON-CONTROLLING INTERESTS

(Continued)

2023

| | | 南京弘正 Nanjing Hongzheng 人民幣千元 RMB'000 | 陝西卓越 Shaanxi Zhuoyue 人民幣千元 RMB'000 | 南京正業 Nanjing Zhengye 人民幣千元 RMB'000 |
|-----------------------|---|--|--|--|
| 收益 | Revenue | 3,286,298 | — | 3,117,314 |
| 開支總額 | Total expenses | (2,965,214) | (40,862) | (2,810,974) |
| 所得稅開支 | Income tax expense | (105,171) | — | (83,238) |
| 年內溢利及全面收益 總額 | Profit and total comprehensive income for the year | 215,913 | (40,862) | 223,102 |
| 流動資產 | Current assets | 949,311 | 1,206,264 | 3,398,216 |
| 非流動資產 | Non-current assets | 103 | — | 15,918 |
| 流動負債 | Current liabilities | (762,249) | (1,095,222) | (923,328) |
| 非流動負債 | Non-current liabilities | (3,332) | — | — |
| 淨資產 | Net assets | 183,833 | 111,042 | 2,490,806 |
| 經營活動(所用)/所得 現金流量淨額 | Net cash flows (used in)/ from operating activities | (17,429) | (37,493) | 234,237 |
| 投資活動所得現金流量 淨額 | Net cash flows from investing activities | — | — | — |
| 融資活動所得/(所用) 現金流量淨額 | Net cash flows from/ (used in) financing activities | 17,428 | 40,284 | (223,706) |
| 現金及現金等價物 (減少)/增加淨額 | Net (decrease)/increase in cash and cash equivalents | (1) | 2,791 | 10,531 |

35. 進入破產清算程序之附屬公司

於二零二四年七月一日，正榮(上海)科技服務有限公司收到上海市第三中級法院之民事裁定書((2024)滬03破546號)，其於二零二四年六月十八日裁定，受理申請人襄陽阜家房地產經紀有限公司對被申請人正榮(上海)科技服務有限公司(擁有99%權益之附屬公司)提出之破產清算申請，並委任方達律師事務所為管理人。正榮(上海)科技服務有限公司當前處於資金催收及註銷程序。董事認為，本集團於該判決後失去正榮(上海)科技服務有限公司之控制權並於其後終止綜合入賬附屬公司。直至財務報表批准日期，上海科技尚未完成清算。

於二零二四年六月二十五日，江蘇省蘇州市吳江區人民法院之民事裁定書((2024)蘇0509破17-1號)裁定蘇州正譽房地產開發有限公司宣告破產，並委任國浩律師(蘇州)事務所為管理人。於二零二四年十二月二日，本公司收到江蘇省蘇州市吳江區人民法院之民事裁定書((2024)蘇0509破17-6號)，其於二零二四年十一月二十九日裁定，由於蘇州正譽房地產開發有限公司當前並無其他可供分配資產，法院終止蘇州正譽房地產開發有限公司之破產程序。根據有關法律規定，倘於破產程序終結後兩年內發現存在可依法收回之資產或者其他可分配資產，債權人有權請求人民法院補充分配。同時，國浩律師(蘇州)事務所繼續擔任管理人。董事認為，本集團於該判決後失去蘇州正譽房地產開發有限公司之控制權並於其後終止綜合入賬附屬公司。

35. SUBSIDIARIES UNDER BANKRUPTCY LIQUIDATION PROCEDURES

On 1 July 2024, Zhenro (Shanghai) Technology Services Co., Ltd. received the Civil Ruling (2024) Hu 03 Bankruptcy No. 546 from Shanghai Third Intermediate Court, which ruled on 18 June 2024 that it accepted the bankruptcy liquidation application filed by the applicant Xiangyang Fujia Real Estate Brokerage Co., Ltd. against the respondent Zhenro (Shanghai) Technology Services Co., Ltd., a 99%-owned subsidiary, and appointed Fangda Partners as the administrator. Zhenro (Shanghai) Technology Services Co., Ltd is currently in the fund collection and cancellation proceedings. The directors considered that the Group lost control over Zhenro (Shanghai) Technology Services Co., Ltd. upon the judgement and deconsolidated the subsidiaries thereafter. Up to the date of approval of the financial statements, the liquidation of Shanghai Technology has not yet been completed.

On 25 June 2024, Civil Ruling (2024) Su 0509 Bankruptcy No. 17-1 from Wujiang District People's Court of Suzhou City, Jiangsu Province ruled on declaring Suzhou Zhengyu Real Estate Development Co., Ltd. bankrupt and appointed Grandall Law Firm (Suzhou) as the administrator. On 2 December 2024, the Company received the Civil Ruling (2024) Su 0509 Bankruptcy No. 17-6 from Wujiang District People's Court of Suzhou City, Jiangsu Province, which ruled on 29 November 2024 that as Suzhou Zhengyu Real Estate Development Co., Ltd. currently had no other assets available for distribution, the court terminated the bankruptcy proceedings of Suzhou Zhengyu Real Estate Development Co., Ltd. According to relevant legal stipulations, should it be found within two years subsequent to the conclusion of the bankruptcy proceedings that there exist assets recoverable as per the law or other distributable assets, creditors reserve the right to petition the people's court for supplementary distribution. Meanwhile, Grandall Law Firm (Suzhou) continues to act as the administrator. The directors considered that the Group lost control over Suzhou Zhengyu Real Estate Development Co., Ltd. upon the judgement and deconsolidated the subsidiaries thereafter.

35. 進入破產清算程序之附屬公司(續)

出售日期的資產及負債的賬面值如下：

二零二四年

35. SUBSIDIARIES UNDER BANKRUPTCY LIQUIDATION PROCEDURES (Continued)

The carrying values of the assets and liabilities on the dates of disposal were as follows:

2024

| | | 總計 Total 人民幣千元 RMB'000 |
|-----------------------------|---|---------------------------------|
| 取消綜合入賬之資產淨值： | Net assets deconsolidated: | |
| 現金及現金等價物 | Cash and cash equivalents | 2,043 |
| 預付款項、其他應收款項及其他資產 | Prepayments, other receivables and other assets | 60,027 |
| 應收關聯公司款項 | Due from related companies | 1,338,553 |
| 持作出售之物業 | Properties held for sale | 26,956 |
| 貿易應付款項及應付票據 | Trade and bills payables | (134,884) |
| 合約負債 | Contract liabilities | (24,441) |
| 其他應付款項及應計費用 | Other payables and accruals | (34,776) |
| 應付稅項 | Tax payables | (27,440) |
| 應付關聯公司款項 | Due to related companies | (110,384) |
| 取消綜合入賬之資產淨值 | Net assets deconsolidated | 1,095,654 |
| 應收代價 | Consideration receivable | 1,095,654 |
| 附屬公司清算之收益／虧損淨額 | Net gains/losses on liquidation of subsidiaries | — |
| 有關取消綜合入賬的現金及現金等價物流入淨額的分析如下： | An analysis of the net inflow of cash and cash equivalents in respect of the deconsolidation is as follows: | |
| 現金代價 | Cash consideration | — |
| 取消綜合入賬的現金及現金等價物 | Cash and cash equivalents deconsolidated | (2,043) |
| 有關取消綜合入賬的現金及現金等價物流入淨額 | Net inflow of cash and cash equivalents in respect of the deconsolidation | (2,043) |

36. 或然負債

於報告期末，未於財務報表內撥備的或然負債如下：

36. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

| | 附註 Notes | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------------------------------|--|-----------------------------------|-----------------------------------|
| 向銀行作出的有關授予 本集團物業買家融資的 擔保 | Guarantees given to banks in connection with facilities granted to purchasers of the Group's properties (1) | 19,760,221 | 29,210,471 |
| 向銀行及其他機構作出的 有關授予關聯公司及 第三方融資的擔保 | Guarantees given to banks and other institutions in connection with facilities granted to related companies and a third party (2) | 2,760,452 | 2,886,892 |
| 總計 | Total | 22,520,673 | 32,097,363 |

附註：

- (1) 本集團就若干銀行向本集團持作出售已竣工物業買家授出的抵押融資提供擔保。根據擔保安排的條款，如買家拖欠按揭付款，本集團負責向該等銀行償還未償還抵押本金及違約買家所欠的任何應計利息及罰款。

根據上述安排，相關物業已質押予該等銀行作為抵押貸款的抵押品；倘該等買家拖欠抵押還款，該等銀行有權接管有關法定業權，並透過公開拍賣將抵押物業變現。

本集團的擔保期由授出相關抵押貸款日期起至買家獲發物業所有權證及辦理登記止，有關證明一般會於買家接管相關物業後的一至兩年內取得。

截至二零二四年及二零二三年十二月三十一日止年度，本集團並未就向本集團持作出售已竣工物業買家授出的抵押融資提供擔保產生任何重大損失。本公司董事認為如出現違約付款，相關物業的可變現淨值足以償還未償還抵押貸款連同任何應計利息及罰款，故並無對擔保計提撥備。

Notes:

- (1) The Group provided guarantees in respect of mortgage facilities granted by certain banks to the purchasers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee arrangements, in the case of default on mortgage payments by the purchasers, the Group is responsible for repaying the outstanding mortgage principals together with any accrued interest and penalties owed by the defaulted purchasers to those banks.

Under the above arrangement, the related properties were pledged to the banks as collateral for the mortgage loans, upon default on mortgage repayments by these purchasers, the banks are entitled to take over the legal titles and will realise the pledged properties through open auction.

The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon the issuance and registration of property ownership certificates to the purchasers, which will generally be available within one to two years after the purchasers take possession of the relevant properties.

The Group did not incur any material losses during the years ended 31 December 2024 and 2023 in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's completed properties held for sale. The directors of the Company considered that in the case of default on payments, the net realisable value of the related properties would be sufficient to repay the outstanding mortgage loans together with any accrued interest and penalty, and therefore, no provision has been made in connection with the guarantees.

36. 或然負債 (續)

附註：(續)

- (2) 本集團就向合營企業、聯營公司及第三方的借款向銀行及其他機構提供擔保。本公司董事認為，由於公平值並不重大，截至二零二四年及二零二三年十二月三十一日，就向合營企業、聯營公司及第三方提供的擔保計提之撥備甚微。有關關聯方交易的進一步詳情載於財務報表附註38。

- (3) 除附註27所披露的銀行和其他金融機構對本集團的附屬公司提起的訴訟外，尚有幾個建築商對本集團的若干附屬公司提起的要求支付建築費的未決訴訟。根據本集團內部法律顧問的意見，本公司董事估計，本集團很可能有責任支付建築費，於二零二四年及二零二三年十二月三十一日，已就該費用計提撥備並計入「貿易應付款項及應付票據」。本公司董事認為，截至二零二四年及二零二三年十二月三十一日止年度，無須就訴訟計提進一步的重大準備。

除上文披露者外，於本年度及直至二零二四年十二月三十一日，本集團並無牽涉任何其他重大訴訟、仲裁或行政程序、索賠或糾紛。據本公司董事所知，本集團並無其他針對本集團的未決或潛在重大訴訟或索賠。於二零二四年十二月三十一日，本集團是若干非重大訴訟的被告，同時也是本集團日常業務過程中產生的若干訴訟的當事人。該等或有負債、訴訟或其他法律程序的可能結果目前無法合理確定，但本公司董事相信，上述案件可能產生的任何法律責任將不會對本集團的財務狀況或業績產生任何重大影響。

36. CONTINGENT LIABILITIES (Continued)

Notes: (Continued)

- (2) The Group provided guarantees to banks and other institutions in connection with borrowings made to the joint ventures, associates and third parties. The directors of the Company consider that provision in respect of the guarantees provided to the joint ventures, associates and third parties is immaterial as of 31 December 2024 and 2023 since the fair value is not significant. Further details of the related party transactions are included in note 38 to the financial statements.

- (3) In addition to the litigations commenced by banks and other financial institutions against subsidiaries of the Group as disclosed in note 27, there were outstanding litigations commenced by several constructors against certain subsidiaries of the Group claiming construction fees. Based on the advice of the Group's in-house legal counsel, the directors of the Company have estimated that the Group will likely be liable to pay the construction fees, which had been provided and included in "trade and bill payables" as at 31 December 2024 and 2023. In the opinion of the Company's directors, no further significant provision for litigation was required to be made for the years ended 31 December 2024 and 2023.

Except as disclosed above, during the year and up to 31 December 2024, the Group was not involved in any other material litigation, arbitration or administrative proceedings, claims or disputes. As far as the directors of the Company was aware, the Group had no other material litigation or claim which was pending or threatened against the Group. As at 31 December 2024, the Group was the defendant of certain non-material litigations, and also a party to certain litigations arising from the ordinary course of business of the Group. The likely outcome of these contingent liabilities, litigations or other legal proceedings cannot be ascertained with reasonable certainty at present, but the directors of the Company believes that any possible legal liability which may be incurred from the aforesaid cases will not have any material impact on the financial position or results of the Group.

37. 承擔

本集團於報告期末擁有以下合約承擔：

37. COMMITMENTS

The Group had the following contractual commitments at the end of the reporting period:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------------|--|-----------------------------------|-----------------------------------|
| 已訂約但尚未撥備： 開發中物業 | Contracted, but no provided for: Properties under development | 6,122,296 | 7,492,880 |

此外，本集團亦向合營企業提供以下承擔（包括本集團與其他合營企業共同承擔的承擔份額），該等承擔不包括在上述內容中：

In addition, the Group had the following commitments provided to joint ventures (including the Group's share of commitments made jointly with other joint venturers), which are not included in the above:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|-----------------|---|-----------------------------------|-----------------------------------|
| 已訂約但尚未撥備： 注資 | Contracted, but no provided for: Capital contributions | 1,832,876 | 1,836,176 |

38. 關聯方交易

(a) 重大關聯方交易

38. RELATED PARTY TRANSACTIONS

(a) Significant related party transactions

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|--------------------------------|--|-----------------------------------|-----------------------------------|
| 合營企業及聯營公司墊款 | Advances from joint ventures and associates | 271,282 | 786,164 |
| 償還合營企業及聯營公司的墊款 | Repayment of advances from joint ventures and associates | 497,556 | 1,332,747 |
| 給予合營企業及聯營公司的墊款 | Advances to joint ventures and associates | 398,723 | 2,375,787 |
| 償還給予合營企業及聯營公司的墊款 | Repayment of advances to joint ventures and associates | 531,883 | 2,409,477 |
| 由最終控股股東控制的公司提供的物業管理及管理諮詢服務(附註) | Property management and management consulting services from companies controlled by the ultimate controlling shareholders (note) | 31,424 | 50,786 |
| 最終控股股東控制的公司之租金收入(附註) | Rental income to companies controlled by the ultimate controlling shareholders (note) | 74,095 | 69,608 |
| 為合營企業及聯營公司提供管理諮詢服務(附註) | Management consulting services to joint ventures and associates (note) | 8,227 | 25,675 |

附註：該等交易乃根據參與各方共同協定的條款及條件進行。

Note: These transactions were carried out in accordance with the terms and conditions mutually agreed by the parties involved.

(b) 與關聯方的其他交易

於二零二四年十二月三十一日，本集團就合營企業及聯營公司獲授之為數人民幣2,424,952,000元(二零二三年：人民幣2,525,392,000元)的若干銀行及其他貸款作出擔保。

(b) Other transactions with related parties

As at 31 December 2024, the Group guaranteed certain bank and other loans made to joint ventures and associates of up to RMB2,424,952,000 (2023: RMB2,525,392,000).

38. 關聯方交易 (續)

(c) 與關聯方的未付結餘

38. RELATED PARTY TRANSACTIONS (Continued)

(c) Outstanding balances with related parties

| | | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|------------------|--|---|---|
| 應收關聯公司款項 | Due from related companies | | |
| 貿易： | Trade: | | |
| 由最終控股股東控制的 公司 | Companies controlled by the ultimate controlling shareholders | 6,530 | 41,067 |
| 由合營企業控制的公司 | Companies controlled by the joint venture | 27,668 | – |
| 非貿易： | Non-trade: | | |
| 合營企業及聯營公司 | Joint ventures and associates | 13,008,530 | 13,141,690 |
| 減值 | Impairment | (3,126,332) | (2,901,693) |
| 總計 | Grand Total | 9,916,396 | 10,281,064 |
| 應付關聯公司款項： | Due to related companies: | | |
| 貿易： | Trade: | | |
| 最終控股股東控制的公司 | Companies controlled by the ultimate controlling shareholders | 187,509 | 194,281 |
| 非貿易： | Non-trade: | | |
| 合營企業及聯營公司 | Joint ventures and associates | 5,188,229 | 5,414,503 |
| 總計 | Grand total | 5,375,738 | 5,608,784 |

應收關聯公司款項減值準備
的變動情況如下：

The movements in provision for impairment of due from
related companies are as follows:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|---------------|---------------------------------------|-----------------------------------|-----------------------------------|
| 於一月一日的賬面值 | Carrying amount at 1 January | 2,901,693 | 1,779,973 |
| 已確認減值虧損 (附註6) | Impairment losses recognised (note 6) | 224,639 | 1,121,720 |
| 於十二月三十一日的賬面值 | Carrying amount at 31 December | 3,126,332 | 2,901,693 |

38. 關聯方交易 (續)

(c) 與關聯方的未付結餘 (續)

本集團根據預期信貸虧損模式對應收關聯方的款項進行減值評估，該等款項須根據國際財務報告準則第9號進行減值評估。預期信貸虧損的金額於每個報告日更新，以反映自初始確認以來信貸風險的變化。於二零二四年十二月三十一日，應收關聯方款項的減值為人民幣3,126,332,000元(二零二三年十二月三十一日：人民幣2,901,693,000元)。

除應付合營企業及聯營公司的款項人民幣70,481,000元(二零二三年：人民幣66,031,000元)，按5.95%的利率計息，其他餘額均屬無擔保、免息及須按要求償還。

(d) 本集團主要管理人員薪酬

38. RELATED PARTY TRANSACTIONS (Continued)

(c) Outstanding balances with related parties (Continued)

The Group performs impairment assessment under ECL model on the amounts due from related parties, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition. As at 31 December 2024, the impairment of the amounts due from related parties was RMB3,126,332,000 (31 December 2023: RMB2,901,693,000).

Except for the amounts due to joint ventures and associates of RMB70,481,000 (2023: RMB66,031,000) which are interest-bearing at a rate of 5.95%, other balances are unsecured, interest-free and repayable on demand.

(d) Compensation of key management personnel of the Group

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|----------------|---|-----------------------------------|-----------------------------------|
| 短期僱員福利 | Short term employee benefits | 10,901 | 11,985 |
| 養老金計劃供款及社會福利 | Pension scheme contributions and social welfare | 381 | 713 |
| 支付予主要管理人員的薪酬總額 | Total compensation paid to key management personnel | 11,282 | 12,698 |

董事酬金的進一步詳情載於財務報表附註8。

Further details of directors' emoluments are included in note 8 to the financial statements.

39. 按類別劃分的金融工具

於報告期末各類金融工具的賬面值如下：

二零二四年十二月三十一日

金融資產

| | | 按攤銷成本 列賬的金融資產 Financial assets at amortised cost 人民幣千元 RMB'000 |
|-----------------------------------|---|--|
| 貿易應收款項(附註21) | Trade receivables (note 21) | 262,670 |
| 計入預付款項、其他應收款項及 其他資產的金融資產(附註22) | Financial assets included in prepayments, other receivables and other assets (note 22) | 15,969,089 |
| 應收關聯公司款項(附註38) | Due from related companies (note 38) | 9,916,396 |
| 受限制現金(附註23) | Restricted cash (note 23) | 1,905,468 |
| 已抵押存款(附註23) | Pledged deposits (note 23) | 63,920 |
| 現金及現金等價物(附註23) | Cash and cash equivalents (note 23) | 1,215,294 |
| 總計 | Total | 29,332,837 |

金融負債

| | | 按攤銷成本列 賬的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000 |
|------------------------------|--|---|
| 租賃負債(附註15) | Lease liabilities (note 15) | 6,410 |
| 貿易應付款項及應付票據(附註24) | Trade and bills payables (note 24) | 16,349,689 |
| 計入其他應付款項及應計費用的金融 負債(附註25) | Financial liabilities included in other payables and accruals (note 25) | 15,173,991 |
| 計息銀行及其他借款(附註27) | Interest-bearing bank and other borrowings (note 27) | 27,827,899 |
| 優先票據(附註28) | Senior notes (note 28) | 24,514,674 |
| 公司債券(附註29) | Corporate bonds (note 29) | 5,098,535 |
| 永續資本證券(附註32) | Perpetual capital securities (note 32) | 1,412,671 |
| 應付關聯公司款項(附註38) | Due to related companies (note 38) | 5,375,738 |
| 總計 | Total | 95,759,607 |

39. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 December 2024

Financial assets

Financial liabilities

39. 按類別劃分的金融工具 (續)

二零二三年十二月三十一日

金融資產

| | 按攤銷成本 列賬的金融資產 Financial assets at amortised cost 人民幣千元 RMB'000 | 按公平值計入 損益的金融資產 Financial assets at fair value through profit or loss 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|---------------------------------------|--|---|---------------------------------|
| 按公平值計入損益的金融 資產 | Financial assets at fair value through profit or loss | – | 2,701 |
| 貿易應收款項(附註21) | Trade receivables (note 21) | 574,284 | – |
| 計入預付款項、其他應收 款項及其他資產的金融 資產(附註22) | Financial assets included in prepayments, other receivables and other assets (note 22) | 17,361,685 | – |
| 應收關聯公司款項(附註38) | Due from related companies (note 38) | 10,281,064 | – |
| 受限制現金(附註23) | Restricted cash (note 23) | 3,187,254 | – |
| 已抵押存款(附註23) | Pledged deposits (note 23) | 131,395 | – |
| 現金及現金等價物(附註23) | Cash and cash equivalents (note 23) | 1,716,960 | – |
| 總計 | Total | 33,252,642 | 2,701 |

金融負債

| | 按攤銷成本 列賬的金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000 |
|------------------------------|---|
| 租賃負債(附註15) | Lease liabilities (note 15) |
| 貿易應付款項及應付票據(附註24) | Trade and bills payables (note 24) |
| 計入其他應付款項及應計費用的金融 負債(附註25) | Financial liabilities included in other payables and accruals (note 25) |
| 計息銀行及其他借款(附註27) | Interest-bearing bank and other borrowings (note 27) |
| 優先票據(附註28) | Senior notes (note 28) |
| 公司債券(附註29) | Corporate bonds (note 29) |
| 永續資本證券(附註32) | Perpetual capital securities (note 32) |
| 應付關聯公司款項(附註38) | Due to related companies (note 38) |
| 總計 | Total |

40. 金融工具的公平值及公平值層級

除賬面值與公平值合理相若的金融工具外，本集團金融工具的賬面值及公平值如下：

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

| | | 賬面值 Carrying amounts | | 公平值 Fair values | |
|---------------|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
| 金融資產 | Financial assets | | | | |
| 按公平值計入損益的金融資產 | Financial assets at fair value through profit or loss | — | 2,701 | — | 2,701 |
| 金融負債 | Financial liabilities | | | | |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 27,827,899 | 29,000,479 | 27,880,301 | 29,023,892 |
| 公司債券 | Corporate bonds | 5,098,535 | 4,953,741 | 715,542 | 2,516,379 |
| 優先票據 | Senior notes | 24,514,674 | 24,162,213 | 774,238 | 785,380 |
| 永續資本證券 | Perpetual capital securities | 1,412,671 | 1,391,908 | 21,565 | 19,506 |
| 總計 | Total | 58,853,779 | 59,508,341 | 29,391,646 | 32,345,157 |

管理層已評估現金及現金等價物、已抵押存款、受限制現金、貿易應收款項、貿易應付款項及應付票據、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債以及應收／應付關聯公司款項的公平值與其賬面值相若，主要是由於該等工具的到期期限較短。

本集團的融資部門由財務經理帶領，負責釐定金融工具公平值計量的政策及程序。財務經理直接向財務總監匯報。於各報告日期，融資部門分析金融工具價值的變動並決定應用於估值的主要輸入數據。估值由財務總監審核及批准。每年就中期及年度財務報告與審核委員會對估值結果進行兩次討論。

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, restricted cash, trade receivables, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, and amounts due from/to related companies approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation results are discussed with the audit committee twice a year for interim and annual financial reporting.

40. 金融工具的公平值及公平值層級(續)

金融資產及負債之公平值以該工具於自願訂約各方現時進行之交易(強迫或清算銷售除外)中之交易金額入賬。以下方法及假設乃用於估計公平值：

計息銀行及其他借款的公平值乃通過將預期未來現金流量按現時可用於具類似條款、信用風險及餘下還款期限之工具的利率進行貼現計算。本集團於二零二四年十二月三十一日自有計息銀行及其他借款之不履行約風險被評定為並不重大。

優先票據、永續資本證券及公司債券(不包括正榮債券V)的公平值乃根據市價計算。正榮債券V的公平值乃通過將預期未來現金流量按現時可用於具類似條款、信用風險及餘下還款期限之工具的利率進行貼現計算。

上市股本投資的公平值乃按所報市價計算。非上市基金投資的公平值乃參考所報市價根據市場法最大限度地利用可觀察市場數據計算。

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2024 was assessed to be insignificant.

The fair values of senior notes, perpetual capital securities and corporate bonds, excluding Zhenro Bond V, are based on market prices. The fair value of Zhenro Bond V has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair values of listed equity investments are based on quoted market prices. The fair value of unlisted fund investments is based on the market approach by reference to quoted market prices, maximising the use of observable market data where it is available.

40. 金融工具的公平值及公平值層級(續)

公平值層級

下表列示本集團金融工具的公平值計量層級：

按公平值計量的資產：

於二零二四年十二月三十一日，本公司並無按公平值計量的金融資產。

於二零二三年十二月三十一日

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2024, the Company had no financial assets measured at fair value.

As at 31 December 2023

| 使用以下數據計量之公平值 Fair value measurement using | | | |
|--|--|---|---------------------------------|
| 活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000 | 重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000 | 重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |

按公平值計入損益
的金融資產

Financial assets at fair value
through profit or loss

— 2,701 — 2,701

本集團於二零二四年十二月三十一日並無任何按公平值計量的金融負債(二零二三年：無)。

The Group had no financial liabilities measured at fair value as at 31 December 2024 (2023: Nil).

於本年度內，第一級與第二級之間並無公平值計量之轉撥，而金融資產與金融負債均無第三級之轉入或轉出(二零二三年：無)。

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 for both financial assets and financial liabilities (2023: Nil).

40. 金融工具的公平值及公平值層級(續)

公平值層級(續)

披露公平值的負債：

於二零二四年十二月三十一日

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Liabilities for which fair values are disclosed:

As at 31 December 2024

| | | 使用以下數據計量之公平值 Fair value measurement using | | | 總計 Total 人民幣千元 RMB'000 |
|---------------|---|--|--|---|---------------------------------|
| | | 活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000 | 重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000 | 重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000 | |
| 計息銀行及其他 借款 | Interest-bearing bank and other borrowings | – | 27,880,301 | – | 27,880,301 |
| 公司債券 | Corporate bonds | 591,642 | 123,900 | – | 715,542 |
| 優先票據 | Senior notes | 774,238 | – | – | 774,238 |
| 永續資本證券 | Perpetual capital securities | 21,565 | – | – | 21,565 |
| 總計 | Total | 1,387,445 | 28,004,201 | – | 29,391,646 |

於二零二三年十二月三十一日

As at 31 December 2023

| | | 使用以下數據計量之公平值 Fair value measurement using | | | 總計 Total 人民幣千元 RMB'000 |
|---------------|---|--|--|---|---------------------------------|
| | | 活躍市場 之報價 (第一級) Quoted prices in active markets (Level 1) 人民幣千元 RMB'000 | 重大可觀察 輸入數據 (第二級) Significant observable inputs (Level 2) 人民幣千元 RMB'000 | 重大不可觀 察輸入數據 (第三級) Significant unobservable inputs (Level 3) 人民幣千元 RMB'000 | |
| 計息銀行及其他 借款 | Interest-bearing bank and other borrowings | – | 29,023,892 | – | 29,023,892 |
| 公司債券 | Corporate bonds | 2,392,479 | 123,900 | – | 2,516,379 |
| 優先票據 | Senior notes | 785,380 | – | – | 785,380 |
| 永續資本證券 | Perpetual capital securities | 19,506 | – | – | 19,506 |
| 總計 | Total | 3,197,365 | 29,147,792 | – | 32,345,157 |

41. 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銀行結餘、貿易應收款項以及貿易及其他應付款項，該等金融工具因其經營而直接產生。本集團擁有其他金融資產及負債，如計息銀行及其他借款、優先票據、企業票據、永續資本證券、按公平值計入損益的金融工具、關聯公司款項及其他應收款項。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利率風險、外匯風險、信用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。本集團未持有或發行可供交易的衍生金融工具。董事會檢討並同意該等風險管理政策，其概述如下。

(a) 利率風險

本集團面臨的市場利率變動風險主要與財務報表附註27所載的本集團計息銀行及其他借款有關。本集團並無使用衍生金融工具對沖利率風險。本集團使用浮息銀行借款管理其利息成本。

於二零二四年十二月三十一日，倘在所有其他變量維持不變的情況下銀行借款的利率上升／下降1%，則本集團於本年度的除稅前溢利將減少／增加約人民幣55,317,000元（二零二三年：人民幣55,880,000元）。

(b) 外匯風險

本集團面臨交易貨幣風險。該等風險乃因運營單位以單位之功能貨幣以外之貨幣進行交易而產生。此外，本集團面臨來自其金融資產及優先票據的貨幣風險。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly include cash and bank balances, trade receivables, and trade and other payables, which arise directly from its operations. The Group has other financial assets and liabilities such as interest-bearing bank and other borrowings, senior notes, corporate notes, perpetual capital securities, financial instruments at fair value through profit or loss, amounts with related companies and other receivables. 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 interest rate risk, foreign currency risk, credit risk and liquidity risk. Generally, the Group introduces conservative strategies on its risk management. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Interest rate risk

The Group's exposure to risk for changes in market interest rates relates primarily to the Group's interest-bearing bank and other borrowings as set out in note 27 to the financial statements. The Group does not use derivative financial instruments to hedge interest rate risk. The Group manages its interest cost using variable rate bank borrowings.

As at 31 December 2024, if the interest rate of bank borrowings had increased/decreased by 1% and all other variables held constant, the profit before tax for the year of the Group would have decreased/increased by approximately RMB55,317,000 (2023: RMB55,880,000).

(b) Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from transactions by operating units in currencies other than the units' functional currencies. In addition, the Group has currency exposures from its financial assets and senior notes.

41. 財務風險管理目標及政策 (續)

(b) 外匯風險 (續)

下表列示於報告期末在所有其他變量維持不變的情況下，因美元及人民幣匯率的合理可能變動而對本集團除稅前溢利的影響(來自以美元及人民幣計值的金融工具)及本集團權益的影響(由於遠期貨幣合同的公平值變動)之敏感度分析。

| | | 美元匯率 上升/(下跌) | 除稅前溢利 增加/(減少) |
|-----------|-------------------------------------|---|--|
| | | Increase/ (decrease) in US\$ rate | Increase/ (decrease) in profit before tax |
| | | % | 人民幣千元 |
| | | % | RMB'000 |
| 二零二四年 | 2024 | | |
| 倘人民幣兌美元轉弱 | If the RMB weakens against US\$ | -5% | (581,643) |
| 倘人民幣兌美元轉強 | If the RMB strengthens against US\$ | +5% | 581,643 |
| 二零二三年 | 2023 | | |
| 倘人民幣兌美元轉弱 | If the RMB weakens against US\$ | -5% | (1,200,764) |
| 倘人民幣兌美元轉強 | If the RMB strengthens against US\$ | +5% | 1,200,764 |

(c) 信用風險

本集團僅與獲認可及信譽可靠之第三方進行買賣。本集團之政策為所有有意以信貸期進行買賣之客戶須接受信貸審核程序。此外，應收款項結餘持續受監管，而本集團承受壞賬之風險並不重大。就以非有關營運單位功能貨幣計值之交易而言，未經信貸管理部主管特別批准，本集團不會給予信貸期。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$ and RMB exchange rates, with all other variables held constant, of the Group's profit before tax (arising from US\$ and RMB denominated financial instruments) and the Group's equity (due to changes in the fair value of forward currency contracts)

(c) Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

41. 財務風險管理目標及政策 (續)

(c) 信用風險 (續)

最大風險及年終所處階段
下表載列於十二月三十一日
按照本集團的信貸政策劃分
的信貸質素及最高信用風險
(乃主要基於逾期資料(除非
取得其他資料無須不必要的
成本或努力)釐定)及年終所
處階段分類。所呈列金額為
金融資產的賬面總值。

於二零二四年十二月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(c) Credit risk (Continued)

Maximum exposure and year-end staging

The tables below show 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. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2024

| | | 12個月預期 信貸虧損 12-month ECLs | 全期預期信貸虧損 Lifetime ECLs | | | |
|---|---|-------------------------------------|-------------------------------------|-------------------------------------|---|---------------------------------|
| | | 第一階段 Stage 1 人民幣千元 RMB'000 | 第二階段 Stage 2 人民幣千元 RMB'000 | 第三階段 Stage 3 人民幣千元 RMB'000 | 簡易法 Simplified approach 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 貿易應收款項 計入預付款項、 其他應收款項及 其他資產的 金融資產 – 正常 | Trade receivables Financial assets included in prepayments, other receivables and other assets – Normal | – | – | – | 262,670 | 262,670 |
| 應收關聯公司款項 | Due from related companies | 15,969,089 | – | – | – | 15,969,089 |
| 受限制現金 | Restricted cash | – | – | – | 9,916,396 | 9,916,396 |
| 已抵押存款 | Pledged deposits | 1,905,468 | – | – | – | 1,905,468 |
| 現金及現金等價物 | Cash and cash equivalents | 63,920 | – | – | – | 63,920 |
| | | 1,215,294 | – | – | – | 1,215,294 |
| 總計 | Total | 19,153,771 | – | – | 10,179,066 | 29,332,837 |

41. 財務風險管理目標及政策 (續)

(c) 信用風險 (續)

最大風險及年終所處
階段 (續)

於二零二三年十二月三十一日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(c) Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2023

| | | 12個月預期 信貸虧損 12-month ECLs | 全期預期信貸虧損 Lifetime ECLs | | | 總計 Total |
|---|--|-------------------------------------|-------------------------------------|-------------------------------------|---|-------------|
| | | 第一階段 Stage 1 人民幣千元 RMB'000 | 第二階段 Stage 2 人民幣千元 RMB'000 | 第三階段 Stage 3 人民幣千元 RMB'000 | 簡易法 Simplified approach 人民幣千元 RMB'000 | |
| 貿易應收款項 | Trade receivables | — | — | — | 574,284 | 574,284 |
| 計入預付款項、 其他應收款項及 其他資產的 金融資產 — 正常 | Financial assets included in prepayments, other receivables and other assets – Normal | 17,361,685 | — | — | — | 17,361,685 |
| 應收關聯公司款項 | Due from related companies | — | — | — | 10,281,064 | 10,281,064 |
| 受限制現金 | Restricted cash | 3,187,254 | — | — | — | 3,187,254 |
| 已抵押存款 | Pledged deposits | 131,395 | — | — | — | 131,395 |
| 現金及現金等價物 | Cash and cash equivalents | 1,716,960 | — | — | — | 1,716,960 |
| 總計 | Total | 22,397,294 | — | — | 10,855,348 | 33,252,642 |

* 本集團根據預期信貸虧損就減值資料應用簡易法的貿易應收款項於財務報表附註21披露。概無重大信用集中風險。

** 倘計入預付款項、其他應收款項及其他資產的金融資產並未逾期且並無資料顯示該等金融資產的信用風險自初始確認以來大幅增加，則該等金融資產之信貸質素被視為「正常」。

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the ECLs is disclosed in note 21 to the financial statements. There is no significant concentration of credit risk.

** The credit quality of the financial assets included in prepayments, other receivables and other assets 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.

41. 財務風險管理目標及政策 (續)

(d) 流動資金風險

本集團的目標為透過運用計息銀行及其他借款、租賃負債、公司債券、優先票據以及資產支持證券所得款項維持融資持續性及靈活性之間的平衡。本集團持續密切監控現金流量。

本集團於報告期末按合約未貼現付款計算的金融負債的到期情況如下：

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank and other borrowings, lease liabilities, corporate bonds, senior notes and proceeds from asset-backed securities. Cash flows are being closely monitored on an ongoing basis.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

| | | 按要求 On demand 人民幣千元 RMB'000 | 3個月以內 Less than 3 months 人民幣千元 RMB'000 | 3至12個月 3 to 12 months 人民幣千元 RMB'000 | 1年以上 Over 1 year 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|-------------------|--|--------------------------------------|--|---|--|---------------------------------|
| 二零二四年 十二月三十一日 | 31 December 2024 | | | | | |
| 計息銀行及其他 借款 | Interest-bearing bank and other borrowings | 24,458,511 | 627,054 | 3,644,229 | 1,106,536 | 29,836,330 |
| 公司債券 | Corporate bonds | 1,112,499 | 43,467 | 340,089 | 3,971,172 | 5,467,227 |
| 優先票據 | Senior notes | 24,774,696 | — | — | — | 24,774,696 |
| 永續資本證券 | Perpetual capital securities | 1,750,150 | — | — | — | 1,750,150 |
| 租賃負債 | Lease liabilities | — | 388 | 1,288 | 5,273 | 6,949 |
| 貿易應付款項及應 付票據 | Trade and bills payables | 16,349,689 | — | — | — | 16,349,689 |
| 計入其他應付款項 的金融負債 | Financial liabilities included in other payables | 15,737,159 | 3,270 | 175,935 | 1,408,582 | 17,324,946 |
| 應付關聯公司款項 | Due to related companies | 70,481 | 5,309,451 | — | — | 5,379,932 |
| 總計 | Total | 84,253,185 | 5,983,630 | 4,161,541 | 6,491,563 | 100,889,919 |

41. 財務風險管理目標及政策 (續)

(d) 流動資金風險 (續)

本集團於報告期末按合約未貼現付款計算的金融負債的到期情況如下：(續)

有關按持續基準編製之分析，請參閱附註2.1。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows: (Continued)

Please refer to note 2.1 for analysis of going concern basis of preparation.

| | 按要求 | 3個月以內 | 3至12個月 | 1年以上 | 總計 |
|--|-----------|-----------------------|-------------------|----------------|---------|
| | On demand | Less than 3 months | 3 to 12 months | Over 1 year | Total |
| | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |

二零二三年
十二月三十一日

31 December 2023

| | | | | | | |
|-------------------|--|------------|------------|-----------|-----------|-------------|
| 計息銀行及其他 借款 | Interest-bearing bank and other borrowings | 18,161,889 | 4,279,476 | 5,273,425 | 3,392,174 | 31,106,964 |
| 公司債券 | Corporate bonds | 1,176,000 | 3,653 | — | 4,437,706 | 5,617,359 |
| 優先票據 | Senior notes | 12,715,387 | 16,069,276 | — | — | 28,784,663 |
| 永續資本證券 | Perpetual capital securities | 1,548,750 | — | — | — | 1,548,750 |
| 租賃負債 | Lease liabilities | — | 6,913 | 9,688 | 12,746 | 29,347 |
| 貿易應付款項及 應付票據 | Trade and bills payables | 17,734,022 | — | — | — | 17,734,022 |
| 計入其他應付款項 的金融負債 | Financial liabilities included in other payables | 11,563,413 | 1,131,487 | 932,319 | 372,082 | 13,999,301 |
| 應付關聯公司款項 | Due to related companies | 66,031 | 5,560,057 | — | — | 5,626,088 |
| 總計 | Total | 62,965,492 | 27,050,862 | 6,215,432 | 8,214,708 | 104,446,494 |

(e) 資本管理

本集團資本管理的主要目標為保障本集團持續經營並維持穩健的資本比率的能力，以支持其業務並使股東價值最大化。

(e) 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 and maximise shareholders' value.

41. 財務風險管理目標及政策 (續)

(e) 資本管理 (續)

本集團會根據經濟狀況的變化管理其資本架構。為維持或調整資本架構，本集團或會對派付予股東的股息、股東資本回報或發行新股作出調整。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，並無對管理資金之目的、政策或程序作出任何變更。

本集團採用資產負債率（即債務淨額除以權益總額）來監控資本。本集團的債務淨額包括貿易應付款項及應付票據、其他應付款項及應計費用、計息銀行及其他借款、公司債券、優先票據、永續資本證券、租賃負債及應付關聯公司款項減現金及現金等價物。於報告期末的資產負債率如下：

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(e) Capital management (Continued)

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 31 December 2023.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group includes, within net debt, trade and bills payables, other payables and accruals, interest-bearing bank and other borrowings, corporate bonds, senior notes, perpetual capital securities, lease liabilities and amounts due to related companies, less cash and cash equivalents. The gearing ratios as at the end of the reporting periods were as follows:

| | | 二零二四年 十二月三十一日 31 December 2024 人民幣千元 RMB'000 | 二零二三年 十二月三十一日 31 December 2023 人民幣千元 RMB'000 |
|-------------|--|---|---|
| 貿易應付款項及應付票據 | Trade and bills payables | 16,349,689 | 17,734,022 |
| 其他應付款項及應計費用 | Other payables and accruals | 15,173,991 | 11,735,326 |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 27,827,899 | 29,000,479 |
| 公司債券 | Corporate bonds | 5,098,535 | 4,953,741 |
| 優先票據 | Senior notes | 24,514,674 | 24,162,213 |
| 永續資本證券 | Perpetual capital securities | 1,412,671 | 1,391,908 |
| 租賃負債 | Lease liabilities | 6,410 | 24,319 |
| 應付關聯公司款項 | Due to related companies | 5,375,738 | 5,608,784 |
| 減：現金及現金等價物 | Less: Cash and cash equivalents | 1,215,294 | 1,716,960 |
| 債務淨額 | Net debt | 94,544,313 | 92,893,832 |
| 權益總額 | Total equity | (2,279,785) | 6,151,529 |
| 資本及債務淨額 | Capital and net debt | 92,264,528 | 99,045,361 |
| 資產負債率 | Gearing ratio | 102% | 94% |

42. 報告期後事項

於二零二五年一月二十一日，本公司宣佈，歐宗榮先生(持有本公司45.73%已發行股份的控股股東)因涉嫌違法犯罪而被採取強制措施。詳情請參閱本公司日期為二零二五年一月二十一日之公告。

於二零二五年二月十八日，本公司宣佈，正進程序以委任RoYue Limited (「RoYue」) 的清盤人。RoYue為本公司控股股東(截至本報告日期，持有本公司已發行股份總數約43.29%)，由歐宗榮先生全資擁有。詳情請參閱本公司日期為二零二五年二月十八日之公告。

42. EVENTS AFTER THE REPORTING PERIOD

On 21 January 2025, the Company announced that Mr. OU Zongrong (the controlling shareholder holding 45.73% of the issued shares of the Company) was subject to constraint measures due to his alleged breach of laws involving criminal offence. For details, please refer to the announcement of the Company dated 21 January 2025.

On 18 February 2025, the Company announced that proceedings to appoint liquidators for RoYue Limited (“RoYue”) are ongoing. RoYue is the controlling shareholder of the Company, which, as at the date of this report, held approximately 43.29% of the total issued shares of the Company, and is wholly-owned by Mr. OU Zongrong. For details, please refer to the announcement of the Company dated 18 February 2025.

43. 本公司財務狀況表

於報告期末，有關本公司財務狀況表的資料如下：

43. 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:

| | | 二零二四年 2024 人民幣千元 RMB'000 | 二零二三年 2023 人民幣千元 RMB'000 |
|------------------|---|-----------------------------------|-----------------------------------|
| 非流動資產 | NON-CURRENT ASSETS | | |
| 於合營企業的投資 | Investments in joint ventures | 1 | 1 |
| 物業、廠房及設備 | Property, plant and equipment | 7 | 7 |
| 總計非流動資產 | Total non-current assets | 8 | 8 |
| 流動資產 | CURRENT ASSETS | | |
| 現金及現金等價物 | Cash and cash equivalents | 2,748 | 2,797 |
| 預付款項、其他應收款項及其他資產 | Prepayments, other receivables and other assets | 15,776 | 15,169 |
| 應收關聯公司款項 | Due from related companies | 16,919 | 16,112 |
| 應收附屬公司款項 | Due from subsidiaries | 24,479,294 | 26,333,468 |
| 總計流動資產 | Total current assets | 24,514,737 | 26,367,546 |
| 流動負債 | CURRENT LIABILITIES | | |
| 計息銀行及其他借款 | Interest-bearing bank and other borrowings | 1,852,767 | 1,824,769 |
| 其他應付款項及應計費用 | Other payables and accruals | 6,758,198 | 4,360,958 |
| 應付關聯公司款項 | Due to related companies | 88,362 | 83,617 |
| 應付附屬公司款項 | Due to subsidiaries | 2,188,056 | 2,158,545 |
| 優先票據 | Senior notes | 24,790,905 | 24,434,118 |
| 永續資本證券 | Perpetual capital securities | 1,412,671 | 1,391,908 |
| 總計流動負債 | Total current liabilities | 37,090,959 | 34,253,915 |
| 流動負債淨額 | NET CURRENT LIABILITIES | (12,576,222) | (7,886,369) |
| 總資產減流動負債 | TOTAL ASSETS LESS CURRENT LIABILITIES | (12,576,214) | (7,886,361) |
| 負債淨額 | Net liabilities | (12,576,214) | (7,886,361) |
| 權益 | EQUITY | | |
| 股本 | Share capital | 282 | 282 |
| 儲備 | Reserves | (12,576,496) | (7,886,643) |
| 資產虧絀／權益總額 | Deficiency in assets/total equity | (12,576,214) | (7,886,361) |

43. 本公司財務狀況表 (續)

附註：

本公司的權益概要如下：

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's equity is as follows:

| | | 股本 | 股份溢價 | 保留溢利 | 匯兌波動儲備 | 總計 |
|----------------------------|--|---------------|---------------|------------------|------------------------------|--------------|
| | | Share capital | Share premium | Retained profits | Exchange fluctuation reserve | Total |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 於二零二三年一月一日的結餘 | Balance at 1 January 2023 | 282 | 3,696,478 | (7,492,862) | (270,283) | (4,066,385) |
| 年內全面虧損總額 | Total comprehensive loss for the year | — | — | (3,691,358) | — | (3,691,358) |
| 匯兌波動儲備 | Exchange fluctuation reserve | — | — | — | (128,618) | (128,618) |
| 於二零二三年十二月三十一日及二零二四年一月一日的結餘 | Balance at 31 December 2023 and 1 January 2024 | 282 | 3,696,478 | (11,184,220) | (398,901) | (7,886,361) |
| 年內全面虧損總額 | Total comprehensive loss for the year | — | — | (4,431,790) | — | (4,431,790) |
| 匯兌波動儲備 | Exchange fluctuation reserve | — | — | — | (258,063) | (258,063) |
| 於二零二四年十二月三十一日的結餘 | Balance at 31 December 2024 | 282 | 3,696,478 | (15,616,010) | (656,964) | (12,576,214) |

44. 批准財務報表

董事會於二零二五年三月二十八日批准並授權刊發本財務報表。

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2025.

五年財務概要

FIVE YEARS' FINANCIAL SUMMARY

| | | 截至十二月三十一日止年度 | | | | |
|-----------|----------------------------|------------------------|-------------|--------------|------------|------------|
| | | Year ended 31 December | | | | |
| | | 二零二四年 | 二零二三年 | 二零二二年 | 二零二一年 | 二零二零年 |
| | | 2024 | 2023 | 2022 | 2021 | 2020 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 收益 | Revenue | 33,416,906 | 38,774,935 | 25,895,478 | 36,992,368 | 36,126,089 |
| 年內(虧損)/溢利 | (Loss)/Profit for the year | (7,539,046) | (9,485,562) | (14,617,223) | 1,195,513 | 3,558,934 |
| 母公司擁有人應佔 | (Loss)/Profit for the year | | | | | |
| 年內(虧損)/溢利 | attributable to owners | | | | | |
| | of the parent | (6,829,835) | (8,467,942) | (12,877,046) | 809,005 | 2,650,744 |

| | | 於十二月三十一日 | | | | |
|----------|------------------------------|-------------------|-------------|-------------|-------------|-------------|
| | | As at 31 December | | | | |
| | | 二零二四年 | 二零二三年 | 二零二二年 | 二零二一年 | 二零二零年 |
| | | 2024 | 2023 | 2022 | 2021 | 2020 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 非流動資產 | Non-current assets | 16,811,768 | 18,602,851 | 20,954,039 | 27,030,605 | 22,145,787 |
| 流動資產 | Current assets | 96,570,399 | 134,584,778 | 173,512,253 | 226,811,001 | 199,239,714 |
| 資產總額 | Total assets | 113,382,167 | 153,187,629 | 194,466,292 | 253,841,606 | 221,385,501 |
| 非流動負債 | Non-current liabilities | 6,223,813 | 7,638,146 | 6,634,440 | 41,365,530 | 51,523,998 |
| 流動負債 | Current liabilities | 109,438,139 | 139,397,954 | 170,352,195 | 171,533,565 | 132,258,549 |
| 負債總額 | Total liabilities | 115,661,952 | 147,036,100 | 176,986,635 | 212,899,095 | 183,782,547 |
| 權益總額 | Total equity | (2,279,785) | 6,151,529 | 17,479,657 | 40,942,511 | 37,602,954 |
| 母公司擁有人應佔 | Total equity attributable to | | | | | |
| 權益總額 | owners of the parent | (11,207,328) | (3,888,963) | 4,758,934 | 19,354,196 | 19,576,267 |

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