



Hydoo 毅德控股

**HYDOO INTERNATIONAL
HOLDING LIMITED**

毅德國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1396



ANNUAL REPORT

2018 年報

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Jianli (*Chairman*)

Mr. Wang Dewen

Mr. Huang Dehong

Non-executive Director

Mr. Yuan Bing

Independent Non-executive Directors

Mr. Zhao Lihua

Mr. Lam Chi Yuen Nelson

Mr. Yue Zheng (appointed on 20 March 2019)

Mr. Wang Lianzhou (retired on 20 March 2019)

AUDIT COMMITTEE

Mr. Lam Chi Yuen Nelson (*chairman of the Audit Committee*)

Mr. Yuan Bing

Mr. Zhao Lihua

NOMINATION COMMITTEE

Mr. Zhao Lihua (*chairman of the Nomination Committee*)

Mr. Wang Jianli

Mr. Yue Zheng (appointed on 20 March 2019)

Mr. Wang Lianzhou (retired on 20 March 2019)

REMUNERATION COMMITTEE

Mr. Yue Zheng (appointed as chairman of the Remuneration Committee on 20 March 2019)

Mr. Wang Jianli

Mr. Lam Chi Yuen Nelson

Mr. Wang Lianzhou (*chairman of the Remuneration Committee*)
(retired on 20 March 2019)

CHIEF EXECUTIVE OFFICER

Mr. Wang Dewen

董事會

執行董事

王健利先生(主席)

王德文先生

黃德宏先生

非執行董事

袁兵先生

獨立非執行董事

趙立華先生

林智遠先生

岳崢先生(於2019年3月20日獲委任)

王連洲先生(於2019年3月20日退任)

審核委員會

林智遠先生(審核委員會主席)

袁兵先生

趙立華先生

提名委員會

趙立華先生(提名委員會主席)

王健利先生

岳崢先生(於2019年3月20日獲委任)

王連洲先生(於2019年3月20日退任)

薪酬委員會

岳崢先生(於2019年3月20日獲委任為
薪酬委員會主席)

王健利先生

林智遠先生

王連洲先生(薪酬委員會主席)
(於2019年3月20日退任)

首席執行官

王德文先生

CHIEF OPERATING OFFICER

Mr. Wang Dekai

首席運營官

王德開先生

VICE PRESIDENT, FINANCIAL MANAGEMENT

Mr. Jia Xinjiang

財務副總裁

賈信江先生

CHIEF FINANCIAL OFFICER

Mr. Chan Sze Hon

首席財務官

陳思翰先生

COMPANY SECRETARY

Mr. Chan Sze Hon

公司秘書

陳思翰先生

AUDITORS

KPMG

Certified Public Accountants

核數師

畢馬威會計師事務所

執業會計師

LEGAL ADVISORS AS TO HONG KONG LAW

DLA Piper Hong Kong

香港法律顧問

歐華律師事務所

LEGAL ADVISORS AS TO CAYMAN ISLANDS LAW

Maples and Calder (Hong Kong) LLP

開曼群島法律顧問

邁普達律師事務所(香港)有限責任合夥

LEGAL ADVISORS AS TO PRC LAW

Global Law Office

中國法律顧問

環球律師事務所

PRINCIPAL BANKERS

Bank of China

Jining Rural Commercial Bank

Lanzhou Bank

主要往來銀行

中國銀行

濟寧農村商業銀行

蘭州銀行

REGISTERED OFFICE

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Grand Cayman KY1-1104

Cayman Islands

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CORPORATE INFORMATION

公司資料

HEADQUARTERS

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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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HONG KONG SHARE REGISTRAR

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

PRINCIPAL SHARE REGISTRAR

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

LISTING INFORMATION

Share Listing

The Stock Exchange of Hong Kong Limited
Stock code: 1396

Senior Notes Listing

The Company's 12.00% 2 years senior notes due 2020
Singapore Exchange Securities Trading Limited

COMPANY'S WEBSITE

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INVESTOR RELATIONS

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香港證券登記處

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合和中心17樓1712-1716室

股份過戶登記總處

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

上市資料

股份上市

香港聯合交易所有限公司
股份代號：1396

優先票據上市

本公司12.00%於2020年到期之2年期優先票據
新加坡證券交易所有限公司

公司網站

www.hydo.com.cn

投資者關係

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Dear shareholders,

On behalf of the board of directors (the "Board") of Hydoo International Holding Limited ("Hydoo", the "Company", "we", or "our"), together with its subsidiaries (the "Group"), I hereby present the annual report of the Group for the financial year ended 31 December 2018 ("FY2018" or the "Year").

FINANCIAL RESULTS

During the Year, the Group's revenue and gross profit amounted to approximately RMB2,842.2 million and RMB1,142.9 million respectively, representing an increase of 58.6% and 59.7% respectively (the revenue and gross profit for the financial year ended 31 December 2017 ("FY2017"): RMB1,792.4 million and RMB715.8 million, respectively). Basic earnings per share for FY2018 were RMB2.7 cents (FY2017: RMB6.1 cents).

MARKET AND OPERATION REVIEW

In 2018, China's Gross Domestic Product ("GDP") amounted to RMB90 trillion, up 6.6% year on year, with the growth rate falling by 0.3%. The downward pressure on China's economy has increased, which contributed to the trend of slowing-down growth rate. Specifically, the industrial growth rate declined to 5.4%, which is the lowest since 1992 and beyond our expectation. The consumption growth rate also hit a new low, with the import & export and inflation all falling, and the growth rate of currency supply and social financing dropping to a historical low, and the decline in fiscal revenue continuing to expand. From the perspective of the industry, the frequency of Chinese government issuing regulation policies on its real estate market in 2018 has hit a record high, with the restrictive policies aimed at strengthening supervision, deleveraging and encouraging diversification imposing considerable pressure and challenges in the real estate industry.

致各位股東：

本人謹代表毅德國際控股有限公司(「毅德」、 「本公司」、 「我們」或「我們的」) 連同其附屬公司(「本集團」) 董事會(「董事會」) 謹此提呈本集團截至2018年12月31日止財政年度(「2018財政年度」或「本年度」) 的年度報告。

業績

本年度，本集團的收益及毛利分別約為人民幣2,842.2百萬元及人民幣1,142.9百萬元，分別增加約58.6%及59.7%(截至2017年12月31日止財政年度(「2017財政年度」) 收益及毛利：分別為人民幣1,792.4百萬元及人民幣715.8百萬元)。2018財政年度每股基本盈利為人民幣2.7分(2017財政年度：人民幣6.1分)。

市場及運營回顧

2018年，中國國內生產總值(「國內生產總值」) 為人民幣90萬億元，同比上年增長6.6%，增速下降了0.3個百分點，中國經濟下行壓力加大，延續了增速放緩的發展態勢。其中，工業增速超預期下降至5.4%，為1992年最低，消費增速再創新低，進出口及通脹全面回落，貨幣與社會融資規模增速同時下滑至歷史低位，財政收入降幅繼續擴大。從行業來看，2018年中國政府出台對房地產市場調控政策的密集程度創歷史新高，強監管、去槓桿、各類多元化的限制性政策導致房地產行業面臨嚴峻的壓力和挑戰。

CHAIRMAN'S STATEMENT 主席報告

In view of the complicated market environment both at home and abroad, the Group managed to fight back the adverse effects caused by various difficulties, and strived to maintain social stability, to ensure normal operation of the economy, to maintain proper pace of the economic growth, to promote reform, and to maintain the sustainability of the Group's operations. During the Year, the Group recorded a contracted sales amount of approximately RMB2,854.9 million, representing an increase of 5.0% as compared to the previous year. The Group relied on project management as the spearhead to enhance its economic efficiency. On one hand, it increased its efforts to liquidate the inventory and integrate sales resources, so as to capitalize the inventory assets, among which, the sales of the existing commercial assets of the Group in Jining, Liuzhou, Lanzhou, Wuzhou, Yantai, Ganzhou, Yulin and Heze achieved agreeable results. On the other hand, to be in line with the market conditions, the Group launched new saleable projects, especially the residential projects, aiming to grasp the opportunities, to keep the progress of the projects under control, and to recover sales proceeds as quickly as possible. During the Year, the residential projects of the Group in Jining, Ganzhou and Wuzhou were offered for sales in an orderly manner, providing strong support for its contracted sales results.

In respect of the recurring business, its income continued to grow during the Year. In 2018, the Group's revenue from the provision of property management services amounted to approximately RMB57.5 million, an increase of 15.7% from the previous year. Such increase in revenue was attributable to the continuous expansion of our property management services business and the increase in the area of the properties under our management. The revenue from rentals amounted to approximately RMB39.7 million, an increase of 66.2% from the previous year, which is the result of continuous increase in leasing areas.

面對國際國內錯綜複雜的市場環境，本集團努力克服各種困難因素帶來的不利影響，著力保穩定、保運行、控節奏、促改革，保持集團經營的持續穩定。本年度，本集團錄得合約銷售金額約人民幣2,854.9百萬元，較上一年增長5.0%。本集團以項目管理為龍頭，提升經濟效能。一方面，加大盤活去庫存力度，整合銷售資源，實現庫存資產變現。其中本集團濟寧、柳州、蘭州、梧州、煙台、贛州、玉林、菏澤等項目的存量商業業態銷售取得了一定的成績；另一方面，結合市場形勢，新增可售項目，尤其是住宅類項目。力求抓好時間節點，把控項目進度，實現快速回籠資金。本年度，本集團濟寧、贛州和梧州項目的住宅項目有序開盤銷售，為合約銷售業績提供了有力的支撐。

在經常性業務方面，相關收入於本年度繼續增長。2018年，本集團來自物業管理服務的收入約為人民幣57.5百萬元，較上一年增長了15.7%，此類收入的增長，得益於我們物業管理服務業務的持續擴展以及所管理物業的面積的增加。來自租金的收入約為人民幣39.7百萬元，較上一年增長了66.2%，得益於本集團租賃面積的持續增加。

While focusing on industrial real estate as its principal activities, the Group continued to pursue its target of transformation and innovation and strived to improve the quality of its development. The Group's independently-developed store management software Yi Zhang Gui (毅掌櫃), aggregated payment system "Yi Qi Fu (毅起付)" and logistics management software "Yi Qi Song (毅起送)" continue to be leveraged across the industrial parks where the Group's projects are located and were upgraded during the process. Meanwhile, the Group participated in the strategic investment in the technologically innovative enterprises such as Shanghai Shangqiao Supply Chain Service Co., Ltd. (上海商橋供應鏈服務有限公司), Shenzhen Canbeidou Supply Chain Management Co., Ltd. (深圳市餐北斗供應鏈管理有限公司) and Beijing Chaoliang Technology Co., Ltd. (北京超糧科技有限責任公司), which has brought the Group closer to its goal of becoming a first-class industrial real estate investment holding group. The Group also established a strategic partnership with the Shenzhen Industry-University-Research Institute Collaboration Association, and introduced advanced technologies such as robots and artificial intelligence and integrated resources from all origins to promote the construction of the Group's artificial intelligence park.

PROSPECTS

As learnt from the GDP data in recent years, China's economy will continue to face significant downward pressure in the next few years. The Central Economic Work Conference held at the end of 2018 has made detailed arrangements for the economic work in 2019, and proposed that the macroeconomic policies shall strengthen countercyclical adjustment while pursuing proactive fiscal policies. The keynote was set for the seven key tasks in relation to China's economy in 2019, including promoting the high-quality development of the manufacturing industry, promoting the establishment of a booming domestic market, steadily implementing the rural revitalization strategy, promoting regional coordinated development, accelerating economic restructuring, promoting all-round opening up, and strengthening security and improving people's livelihood. For the real estate industry, the general positioning of the Chinese central government of "the housing is for accommodation, not for speculation" has remained unchanged. It is expected that the downward pressure on real estate investment and sales will increase in 2019, and the financial regulatory policies will remain tightened, with the regulating measures such as restriction on land financing, the shortage of loan quotas for R&D and the strengthening of loan approval remain unchanged in the short term. The leveraging capacity and flexibility of the real estate enterprises are further limited, and financing and financing costs will certainly constitute the main difficulties to be faced by real estate developers in 2019.

本集團以產業地產為經營主業的同時，繼續以轉型創新為目標，力求提升集團發展質量。本集團自主研發運營的店鋪管理軟件「毅掌櫃」、聚合支付系統「毅起付」以及物流應用管理軟件「毅起送」持續在本集團各項目園區運營推廣，並在此過程中進行升級和完善。同時，在本年度，本集團參與了上海商橋供應鏈服務有限公司、深圳市餐北斗供應鏈管理有限公司、北京超糧科技有限責任公司等科技創新型企業的戰略投資，向成為一流的產業地產投資控股集團的目標穩步前行。本集團還與深圳產學研促進會建立戰略合作關係，通過引進機器人、人工智能等先進技術，整合集聚多方資源，推進本集團人工智能園區的建設。

前景

從近些年的國內生產總值數字可以看出，未來幾年我國經濟仍將面臨較大的下行壓力。於2018年年底召開的中央經濟工作會議對2019年經濟工作作出了具體部署，會議提出了宏觀政策要強化逆週期調節，積極的財政政策要加力提效。定調了2019年中國經濟七項重點工作任務，包括推動製造業高質量發展，促進形成強大國內市場，扎實推進鄉村振興策略，促進區域協調發展，加快經濟體制改革，推動全方位對外開放，加強保障和改善民生。對於房地產行業，中央對「房住不炒」的總體定位未變，預計2019年房地產投資和銷售下行的壓力將增大，並且金融監管政策不會放鬆，拿地融資受限，開發貸額度短缺以及加強貸款審查等管控措施短期內不會改變，房地產企業的槓桿能力和空間受限，融資和融資成本必將是房地產開發商在2019年面臨的關鍵困境。

CHAIRMAN'S STATEMENT 主席報告

In 2019, we will face the reality of increasing downward pressure on China's economy, and continue to pursue stable development. Based on the practical circumstances, we will carry on our reform and innovation, and give full support to the Group's pursuit of high-quality development. The Group will focus on the following aspects: firstly, relying on project management as the spearhead to enhance the Group's principal business operations; secondly, seizing the opportunity arising from resource integration to improve the Group's industrial structure; thirdly, pursuing the target of transformation and innovation to improve the quality of the Group's development; fourthly, strengthening management as the objective to facilitate the Group's transformation and upgrading; fifthly, focusing on organizational reform to enhance the quality of our talent team; sixthly, fostering a corporate culture featuring cleanness, honesty and self-discipline.

In addition, though we are confronted with numerous uncertainties and volatility, there are opportunities for us to look forward to. In February 2019, the State Council promulgated the "Outline Development Plan for the Guangdong-Hong Kong-Macao Greater Bay Area" (the "Outline"), which positioned Hong Kong, Macao, Guangzhou and Shenzhen as the four core cities of the Greater Bay Area, which are required to give full play to their roles as the core drivers of regional development, and continue to exert their comparative advantages to grow bigger and stronger, and promote the development in the surrounding areas. The Group will stay abreast of the market demands and rationally plan the construction of the projects in the Greater Bay Area. Meanwhile, the Group entered into strategic partnership with the Shenzhen Industry-University-Research Institute Collaboration Association at the end of 2018, which provided that the Shenzhen Industry-University-Research Institute Collaboration Association will procure that the outstanding high-tech enterprises, funds and service organizations in the Greater Bay Area shall provide services to the projects operated by the Shenzhen Industry-University-Research Institute Collaboration Association, and recommend to the Company high-quality cross-disciplinary resources and services such as robotics, artificial intelligence, life & health, and technology finance, and share with the Company advanced models and experience in relation to the relevant frontline policies and industrial park development and construction, business strategies and operations management. In 2019, the Group will speed up the implementation and refinement of its cooperation with the Shenzhen Industry-University-Research Institute Collaboration Association, and seek cooperation with more high-tech companies with high added values and introduce them into its new industries and projects, aiming to advance the strategic deployment of the Group's technological innovation and production-city integration in a planned and step-by-step manner.

2019年，我們直面經濟下行壓力加大的現實，繼續堅持穩定發展，立足實際，變革創新，全力推動集團向高質量發展。本集團將重點抓好以下工作：第一，以項目管理為龍頭，提升集團的主營業務經營效能；第二，以資源整合為契機，完善集團產業結構；第三，以轉型創新為目標，提升集團發展質量；第四，以強化管理為導向，助力集團轉型升級；第五，以組織變革為核心，提升人才隊伍水平；第六，建立風清氣正、廉潔自律的企業文化生態。

此外，我們雖面對著諸多不確定性與不穩定性，但是仍有機遇值得期待。2019年2月，中央國務院印發了《粵港澳大灣區發展規劃綱要》（「綱要」）。綱要明確了將香港、澳門、廣州、深圳定位為粵港澳大灣區的四大中心城市，要求其作為區域發展的核心引擎，繼續發揮比較優勢做優做強，增強對周邊區域發展的輻射帶動作用。本集團會緊跟市場形勢需求，合理規劃建設大亞灣項目。同時，本集團於2018年年底與深圳產學研促進會建立戰略合作關係，合作協議中包括，深圳產學研促進會將引導粵港澳大灣區的優質高新技術企業、基金及服務機構向由深圳產學研促進會營運的項目提供服務，並向本公司推薦以機器人、人工智能、生命健康、科技金融等跨門類學科的優質資源及服務，並與本公司分享有關前沿政策、園區開發及建設、招商策略及營運管理方面的先進模式及經驗。2019年，本集團會加快落實和細化與深圳產學研促進會的合作，並尋求與更多高附加值、高技術含量的企業合作，將他們引進到我們的新產業、新項目，有計劃、有步驟的推進本集團科技創新、產城融合的戰略部署。

APPRECIATION

Lastly, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our valued shareholders, customers and business partners for their trust and support, I would also like to thank all our staff for their professionalism and wholehearted commitment.

Wang Jianli
Chairman

Hong Kong, 28 March 2019

致謝

最後，本人借此機會謹代表董事會衷心感謝所有股東、客戶及業務夥伴對本集團一直以來的信任及支持，同時亦感謝全體員工的敬業精神及所做出的重大貢獻。

王健利
主席

香港，2019年3月28日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Review of FY2018 Performance

Contracted Sales Performance

In FY2018, the Group recorded contracted sales of approximately RMB2,854.9 million and contracted sales area of 401,378 sq.m., representing an increase of 5.0% and a decrease of 13.9% respectively (FY2017: approximately RMB2,718.9 million and 466,115 sq.m.). Contracted sales recorded during the Year were primarily in relation to the pre-sale of properties for projects in Jining, Liuzhou, Lanzhou, Wuzhou and Yantai.

業務回顧

2018 財政年度表現回顧

合約銷售表現

於2018財政年度，本集團錄得合約銷售金額約人民幣2,854.9百萬元及合約銷售面積401,378平方米，分別增加5.0%及減少13.9%(2017財政年度：約人民幣2,718.9百萬元及466,115平方米)。年內的合約銷售主要來自濟寧、柳州、蘭州、梧州及煙台項目的預售。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Details of contracted sales recorded in FY2018 are shown in the table below:

2018 財政年度合約銷售的詳情載於下表：

		For the year ended 31 December 截至 12 月 31 日止年度					
		2018			2017		
		Average contracted sales price (before deduction of value	Contracted sales amount (before deduction of value	Average contracted sales price (before deduction of value	Contracted sales amount (before deduction of value		
		Contracted sales area	added tax and surcharges)	Contracted sales area	added tax and surcharges)		
		合約銷售面積	(除增值稅及 附加費前)	合約銷售面積	(除增值稅及 附加費前)	合約銷售金額	(除增值稅及 附加費前)
		<i>(contracted sales area in sq.m., average contracted sales price in RMB per sq.m. and contracted sales amount in thousands of RMB)</i> (合約銷售面積以平方米計、合約銷售平均售價以每平方米人民幣元計及合約銷售金額以人民幣千元計)					
Jining Trade Center	濟寧商貿物流中心						
Other commercial	其他商業	43,222	13,665	590,615	—	—	—
Shopping mall	綜合交易展示區	51,941	9,500	493,436	—	—	—
Residence	住宅	25,931	5,760	149,352	28,174	4,801	135,273
Wholesale trading market units	獨立交易展示區單元	30,725	4,111	126,297	15,885	4,134	65,662
Liuzhou Trade Center	柳州商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	40,978	8,291	339,761	121,102	8,660	1,048,778
Lanzhou Trade Center	蘭州商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	57,391	5,146	295,354	74,986	5,807	435,408
Wuzhou Trade Center	梧州商貿物流中心						
Residence	住宅	23,656	4,579	108,326	—	—	—
Wholesale trading market units	獨立交易展示區單元	22,333	4,448	99,333	33,629	4,620	155,372
Yantai Trade Center	煙台商貿物流中心						
Serviced apartments	酒店式公寓	12,977	9,501	123,290	—	—	—
Wholesale trading market units	獨立交易展示區單元	10,171	6,152	62,570	2,898	6,546	18,970
Ganzhou Trade Center	贛州商貿物流中心						
Residence	住宅	20,429	7,021	143,426	5,610	4,442	24,920
Wholesale trading market units	獨立交易展示區單元	2,937	9,698	28,484	4,319	7,516	32,463
Yulin Trade Center	玉林商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	26,065	4,961	129,306	8,511	4,994	42,503
Shopping mall	綜合交易展示區	2,027	5,667	11,488	—	—	—
Heze Trade Center	菏澤商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	22,777	4,659	106,124	57,656	4,178	240,869
Mianyang Trade Center	綿陽商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	6,927	6,409	44,393	3,508	5,344	18,746
Others	其他	—	—	—	7,120	1,685	12,000
Ningxiang Trade Center	寧鄉商貿物流中心						
Serviced apartments	酒店式公寓	891	3,715	3,310	13,928	4,237	59,011
Bengbu Commercial and Residential Project	蚌埠商業及住宅項目						
Residence	住宅	—	—	—	69,189	4,526	313,140
Xingning Trade Center	興寧商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	—	—	—	19,600	5,908	115,790
Total	總計	401,378	7,113	2,854,865	466,115	5,833	2,718,905

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Land Acquisition and Land Bank

In FY2018, we acquired land-use rights with an aggregate total site area of approximately 0.2 million sq.m., which is expected to have an aggregate estimated gross floor area (the "GFA") of approximately 0.5 million sq.m.. As of 31 December 2018, we had a total land bank of approximately 9.0 million sq.m., and we were simultaneously developing 12 projects in 7 provinces and autonomous regions in China.

Details of land bank for each project are shown in the table below:

土地收購及土地儲備

於2018財政年度，我們收購總佔地面積合共約0.2百萬平方米的土地使用權，該土地上規劃物業的估計總建築面積（「總建築面積」）約為0.5百萬平方米。截至2018年12月31日，我們有土地儲備合共約9.0百萬平方米，並正於中國的七個省份及自治區同時開發十二個項目。

各項目土地儲備詳情載於下表：

		Completed Properties		Undelivered		Properties under Development	Properties Planned for Future Development	Land bank
		Actual GFA of completed properties	Saleable GFA of completed properties	Total GFA of properties delivered as of 31/12/2018	saleable GFA of completed properties as of 31/12/2018	Estimated GFA of properties under development	Estimated GFA of properties planned for future development	
		已完工物業實際總建築面積	已完工物業可銷售總建築面積	截至2018年12月31日已交付總建築面積	截至2018年12月31日未交付總建築面積	在建物業估計總建築面積	規劃作未來發展物業估計總建築面積	土地儲備
		sq.m. (平方米)	sq.m. (平方米)	sq.m. (平方米)	sq.m. (平方米)	sq.m. (平方米)	sq.m. (平方米)	sq.m. (平方米)
Lanzhou Trade Center	蘭州商貿物流中心	585,165	490,976	282,269	208,707	108,553	2,523,325	2,840,585
Ganzhou Trade Center	贛州商貿物流中心	953,308	900,226	637,141	263,085	269,097	2,054,043	2,586,225
Wuzhou Trade Center	梧州商貿物流中心	452,759	405,168	267,343	137,825	158,301	553,348	849,474
Jining Trade Center	濟寧商貿物流中心	835,670	746,158	638,555	107,603	260,260	316,929	684,792
Heze Trade Center	菏澤商貿物流中心	301,846	284,104	179,299	104,805	84,736	308,111	497,652
Jiamusi Trade Center	佳木斯商貿物流中心	6,344	6,344	—	6,344	—	449,038	455,382
Yulin Trade Center	玉林商貿物流中心	432,680	355,613	241,575	114,038	212,805	110,895	437,738
Yantai Trade Center	煙台商貿物流中心	141,040	143,158	45,642	97,516	140,425	—	237,941
Liuzhou Trade Center	柳州商貿物流中心	154,517	154,517	131,493	23,024	33,651	112,093	168,768
Ningxiang Trade Center	寧鄉商貿物流中心	382,842	374,948	286,857	88,091	61,518	—	149,609
Mianyang Trade Center	綿陽商貿物流中心	511,435	434,236	396,501	37,735	—	80,321	118,056
Haode Yinzuo	豪德銀座	48,650	48,650	39,833	8,817	—	—	8,817
Total	總計	4,806,256	4,344,098	3,146,508	1,197,590	1,329,346	6,508,103	9,035,039

OUR PROJECTS

Lanzhou Trade Center

Lanzhou Trade Center is located in Yuzhong County, Lanzhou, which is next to the community of Lanzhou College. It is located in the south of Qinling Highway and 312 National Road and the north of 309 National Road, and is approximately 15 kilometers from downtown Lanzhou City, 20 kilometers and 80 kilometers from the railway station and airport of Lanzhou City, respectively.

Lanzhou Trade Center is planned to cover a site area of approximately 4.0 million sq.m. and has an aggregate estimated GFA of approximately 6.0 million sq.m., which is expected to be developed at least in two phases. As of 31 December 2018, we had acquired the land-use rights encompassing a total site area of approximately 1.5 million sq.m., with a total GFA of approximately 3.2 million sq.m. upon completion.

As of 31 December 2018, we had completed the construction of the wholesale trading markets and a commercial pedestrian street. We were constructing wholesale trading markets. As part of our future development plan, we are planning to construct shopping malls, residential areas, warehouses and additional wholesale trading markets.

Ganzhou Trade Center

Ganzhou Trade Center is strategically located in southwestern Jiangxi province near the intersection of Jiangxi, Hunan and Guangdong provinces. Ganzhou lies along a major transportation route connecting the inland areas of China with China's southeastern coast. There are two major railways intersecting in Ganzhou, namely the Jing-Jiu Railway and the Gan-Long Railway.

Ganzhou Trade Center covers a land area of approximately 1.5 million sq.m., which is estimated to consist of at least two phases, and is estimated to have a total GFA of approximately 3.3 million sq.m. upon full completion. As of 31 December 2018, we had acquired all the land-use rights for this trade center project.

As of 31 December 2018, we had completed the construction of the wholesale trading markets, shopping malls, a food street, a logistics distribution center and certain supporting buildings and facilities. We are constructing warehouses and residential areas. As part of our future development plan, we are planning to construct commercial and exhibition center, additional shopping malls, residential areas, warehouses, office buildings and hotels.

我們的項目

蘭州商貿物流中心

蘭州商貿物流中心位於蘭州市榆中縣，毗連蘭州大學城。蘭州商貿物流中心位於秦嶺高速公路及312國道以南以及309國道以北，距離蘭州市市中心、蘭州市火車站及機場分別約15公里、20公里及80公里。

蘭州商貿物流中心計劃涵蓋的佔地面積及估計總建築面積分別約4.0百萬平方米及約6.0百萬平方米，預期至少分兩期開發。截至2018年12月31日，我們已取得總佔地面積約1.5百萬平方米的土地使用權，竣工後，預期總建築面積約為3.2百萬平方米。

截至2018年12月31日，我們已建成獨立交易展示區及商業步行街。我們正在興建獨立交易展示區。根據我們的未來發展規劃，我們計劃興建綜合交易展示區、住宅、倉庫及更多的獨立交易展示區。

贛州商貿物流中心

贛州商貿物流中心戰略上坐落於江西省西南部，臨近江西、湖南及廣東三省的交界處。贛州是連接中國內陸與中國東南沿海的重要通道。贛州坐落於兩條重要鐵路(京九鐵路及贛龍鐵路)的交匯處。

贛州商貿物流中心涵蓋的佔地面積約1.5百萬平方米，預期至少分兩期開發，全面竣工後，預計總建築面積約3.3百萬平方米。截至2018年12月31日，我們已取得該商貿物流中心所有的土地使用權。

截至2018年12月31日，我們已建成獨立交易展示區、綜合交易展示區、美食街、物流配送中心及若干配套建築和設施，正在興建倉庫及住宅。根據我們的未來發展規劃，我們計劃興建會展中心、更多的綜合交易展示區、住宅、倉庫、寫字樓及酒店。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Wuzhou Trade Center

Wuzhou Trade Center is strategically located in Wuzhou, a city in eastern Guangxi near the border of Guangxi and Guangdong province. It is approximately 370 kilometers east of Nanning, the capital of Guangxi, and approximately 270 kilometers west of Guangzhou, the capital of Guangdong.

Wuzhou Trade Center is planned to cover a site area of approximately 1.3 million sq.m. and has an aggregate estimated GFA of approximately 2.0 million sq.m., which is expected to be developed in two phases. As of 31 December 2018, we had acquired land-use rights for all of Phase I, encompassing a total site area of approximately 0.6 million sq.m. with a total planned GFA of approximately 1.2 million sq.m. upon full completion of Phase I development.

As of 31 December 2018, we had completed the construction of wholesale trading markets, shopping malls, a commercial and exhibition center, and certain supporting buildings and facilities. We were constructing residential areas. As part of our future development plan, we are planning to construct residential areas, office buildings, serviced apartments, a hotel, warehouses and additional shopping malls.

Jining Trade Center

Jining Trade Center is located approximately six kilometers west of Jining, a prefecture level city in southwestern Shandong province, and is one of the three major industrial bases in Shandong province. It is easily accessible by a number of connecting bus lines, and lies within ten kilometers of the Jining train station and 30 kilometers of Jining Qufu airport.

Jining Trade Center is planned to cover a site area of approximately 2.0 million sq.m., and has an aggregate estimated GFA of approximately 3.0 million sq.m., which is expected to be developed in three phases. As of 31 December 2018, we had acquired land-use rights for all of Phase I and Phase II, encompassing a total site area of approximately 1.0 million sq.m. and expect a total GFA of approximately 1.4 million sq.m. upon full completion of Phase I and Phase II.

梧州商貿物流中心

梧州商貿物流中心戰略上坐落於梧州市。梧州市位於廣西壯族自治區東部，臨近廣西與廣東省的交界處，位於廣西壯族自治區首府南寧市以東約370公里及廣東省省會廣州市以西約270公里。

梧州商貿物流中心計劃涵蓋佔地面積及估計總建築面積分別約1.3百萬平方米及約2.0百萬平方米，預期將分兩期開發。截至2018年12月31日，我們已取得第一期總佔地面積約0.6百萬平方米的所有土地使用權。第一期全面竣工後，計劃總建築面積約為1.2百萬平方米。

截至2018年12月31日，我們已建成獨立交易展示區、綜合交易展示區、會展中心及若干配套建築和設施。我們正在興建住宅。根據我們的未來發展規劃，我們計劃興建住宅、寫字樓、酒店式公寓、一間酒店、倉庫及更多綜合交易展示區。

濟寧商貿物流中心

濟寧商貿物流中心坐落於山東省西南部地級市濟寧市以西約6公里處，是山東省三大工業基地之一，有多條公交線路途經此處，交通甚為便利。其距離濟寧火車站不到10公里，距離濟寧曲阜機場不到30公里。

濟寧商貿物流中心計劃涵蓋的佔地面積及估計總建築面積分別約2.0百萬平方米及約3.0百萬平方米，預期將分三期開發。截至2018年12月31日，我們已取得第一期及第二期總佔地面積約1.0百萬平方米的所有土地使用權。第一期及第二期全面竣工後，預計總建築面積約為1.4百萬平方米。

As of 31 December 2018, we had completed the construction of wholesale trading markets, shopping malls and residential areas, and were constructing a shopping mall, a commercial center and residential areas. As part of our future development plan, we are planning to construct wholesale trading markets, serviced apartments, residential areas and office buildings.

Heze Trade Center

Heze Trade Center is located in the city's central Mudan District along National Highway 220 and is approximately two kilometers from Heze's city center.

Heze Trade Center is planned to cover a site area of approximately 8.0 million sq.m. and has an aggregate estimated GFA of approximately 12.0 million sq.m., which is expected to be developed in three phases. As of 31 December 2018, we had acquired land-use rights for all of Phase I and a portion of Phase II, encompassing a total site area of approximately 0.7 million sq.m. with a total planned GFA of approximately 0.7 million sq.m. upon completion of the Phase I and Phase II development.

As of 31 December 2018, we had completed the construction of the wholesale trading markets, a shopping mall and a commercial center, and were constructing additional wholesale trading markets. As part of our future development plan, we are planning to construct office buildings, serviced apartments, additional shopping malls and wholesale trading markets.

Jiamusi Trade Center

Jiamusi Trade Center is located in Jiamusi City, the core city and transportation hub in eastern Heilongjiang. It is located approximately ten kilometers west of Jiamusi's city hall, in the north of Youyi Road (the urban main road), and one kilometer from Ha-Tong Freeway.

As of 31 December 2018, we had acquired land-use rights for Phase I development, encompassing a total site area of approximately 0.5 million sq.m., with a total planned GFA of approximately 0.5 million sq.m. upon completion. As of 31 December 2018, we had completed a commercial center.

截至2018年12月31日，我們已建成獨立交易展示區、綜合交易展示區及住宅，正在興建綜合交易展示區、一個商業中心及住宅。根據我們的未來發展規劃，我們計劃興建獨立交易展示區、酒店式公寓、住宅及寫字樓。

菏澤商貿物流中心

菏澤商貿物流中心位於市中心的牡丹區，220國道的沿線，距離菏澤市中心約2公里。

菏澤商貿物流中心計劃涵蓋的佔地面積及估計總建築面積分別約8.0百萬平方米及約12.0百萬平方米，預期分三期開發。截至2018年12月31日，我們已取得總佔地面積約0.7百萬平方米的第一期所有及第二期部分土地使用權，第一期及第二期全面竣工後，預計總建築面積約0.7百萬平方米。

截至2018年12月31日，我們已建成獨立交易展示區、綜合交易展示區及商業中心，正在興建更多的獨立交易展示區。根據我們的未來發展規劃，我們計劃興建寫字樓、酒店式公寓、更多綜合交易展示區及獨立交易展示區。

佳木斯商貿物流中心

佳木斯商貿物流中心位於黑龍江省東部城市群核心及交通樞紐佳木斯市。商貿物流中心距離佳木斯市政府以西約10公里，城市主幹道友誼路北側，距離哈同高速公路1公里。

截至2018年12月31日，我們已取得第一期總佔地面積約為0.5百萬平方米的土地使用權，竣工後的計劃總建築面積約為0.5百萬平方米。截至2018年12月31日，我們已建成商業中心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Yulin Trade Center

Yulin Trade Center is located approximately two kilometers from Yulin, the fourth largest city in Guangxi, located along the border with Guangdong province. The trade center's northern edge is bounded by Yulin Second Ring Road. It is three kilometers from GuangKun Freeway and is within ten kilometers of Yulin train station.

Yulin Trade Center is planned to cover a site area of approximately 1.2 million sq.m. and has an aggregate estimated GFA of approximately 2.0 million sq.m., which is expected to be developed in several phases. As of 31 December 2018, we had acquired land-use rights for all of Phase I, Phase II and Phase III, encompassing a total site area of approximately 0.6 million sq.m. with a total planned GFA of approximately 0.8 million sq.m. upon full completion of Phase I, Phase II and Phase III development.

As of 31 December 2018, we had completed construction of wholesale trading markets, shopping malls and a commercial and exhibition center, and were constructing additional wholesale trading markets and residential areas. As part of our future development plan, we are planning to construct serviced apartments and additional wholesale trading markets.

Yantai Trade Center

Yantai Trade Center is located in southern Zhifu District of Yantai City, west of Shenhai Highway, 9 kilometers north of Yantai railway station, east of the Yantai wharf and 9.5 kilometers south of the Laishan International Airport and Rongwu Highway. The location of Yantai Trade Center has exceptional geographical and transportation advantages.

Yantai Trade Center is planned to cover a site area of approximately 1.3 million sq.m. and has an aggregate estimated GFA of approximately 2.4 million sq.m., which is expected to be developed in several phases. As of 31 December 2018, we had acquired land-use rights for all of Phase I, encompassing a total site area of approximately 0.2 million sq.m. with a total planned GFA of approximately 0.3 million sq.m. upon completion.

玉林商貿物流中心

玉林商貿物流中心距離廣西壯族自治區的第四大城市玉林市約2公里，位於與廣東省的交界處。商貿物流中心北靠玉林市二環路，距廣昆高速公路3公里，距玉林火車站不到10公里。

玉林商貿物流中心計劃涵蓋佔地面積及估計總建築面積分別為約1.2百萬平方米及約2.0百萬平方米，預期會分多期開發。截至2018年12月31日，我們已取得總佔地面積約0.6百萬平方米的第一期及第二期所有及第三期部分土地使用權，於第一期、第二期及第三期開發全面竣工後，預計總建築面積約為0.8百萬平方米。

截至2018年12月31日，我們已建成獨立交易展示區、綜合交易展示區及會展中心，正在興建更多獨立交易展示區及住宅。根據我們的未來發展規劃，我們計劃興建酒店式公寓及更多的獨立交易展示區。

煙台商貿物流中心

煙台商貿物流中心位於煙台市芝罘區以南、瀋海高速公路以西、煙台火車站以北9公里、煙台碼頭以東以及萊山國際機場及榮烏高速公路以南9.5公里。煙台商貿物流中心地理位置優越且具備交通優勢。

煙台商貿物流中心計劃涵蓋的佔地面積及估計總建築面積分別約1.3百萬平方米及約2.4百萬平方米，預期分幾期開發。截至2018年12月31日，我們已取得第一期總佔地面積約0.2百萬平方米的所有土地使用權，竣工後的計劃總建築面積約為0.3百萬平方米。

As of 31 December 2018, we had completed the construction of wholesale trading markets, we were constructing an office building, serviced apartments, a commercial center and certain supporting buildings and facilities.

Liuzhou Trade Center

Liuzhou Trade Center is located in Liujiang Town, Liuzhou City, Guangxi Zhuang Autonomous Region. It is located in the east of Xiangui railway and in the south of Liujiang Road.

Liuzhou Trade Center is estimated to cover a site area of approximately 1.2 million sq.m., and has an aggregate estimated GFA of approximately 1.5 million sq.m., which is expected to be developed in several phases. As of 31 December 2018, we had acquired the land-use rights for all of Phase I, encompassing a total site area of approximately 0.3 million sq.m., with a total planned GFA of approximately 0.3 million sq.m. upon completion.

As of 31 December 2018, we had completed the construction of wholesale trading markets, and were constructing additional wholesale trading markets. As part of our future development plan, we are planning to construct wholesale trading markets, shopping malls, office buildings, a hotel, a commercial center and certain supporting buildings and facilities.

Ningxiang Trade Center

Ningxiang Trade Center is located approximately three kilometers west of the city center of Ningxiang, a county in Changsha, which is the capital of Hunan province. Highway 319 runs along the eastern edge of the Ningxiang Trade Center and provides Ningxiang with convenient access to other key cities in Hunan, such as Changsha, Zhuzhou and Xiangtan.

Ningxiang Trade Center is planned to cover a site area of approximately 1.3 million sq.m. and has an aggregate estimated GFA of approximately 1.2 million sq.m., which is expected to be developed in three phases. As of 31 December 2018, we had acquired land-use rights for all of Phase I, encompassing a total site area of approximately 0.3 million sq.m. with a total planned GFA of approximately 0.4 million sq.m. upon full completion of Phase I.

截至2018年12月31日，我們已建成獨立交易展示區，正在興建寫字樓、酒店式公寓、商業中心及若干配套建築和設施。

柳州商貿物流中心

柳州商貿物流中心位於廣西壯族自治區柳州市柳江縣，坐落於湘桂鐵路以東及柳江路以南。

柳州商貿物流中心計劃涵蓋的土地面積及估計總建築面積分別約為1.2百萬平方米及約為1.5百萬平方米，預期分幾期開發。截至2018年12月31日，我們已取得第一期總佔地面積約0.3百萬平方米的全部土地使用權，竣工後計劃總建築面積約0.3百萬平方米。

截至2018年12月31日，我們已建成獨立交易展示區，正在興建更多的獨立交易展示區。根據我們的未來發展規劃，我們計劃興建獨立交易展示區、綜合交易展示區、寫字樓、一間酒店、商業中心及若干配套建築和設施。

寧鄉商貿物流中心

寧鄉商貿物流中心位於湖南省省會長沙市寧鄉縣市中心以西約3公里處。319國道沿寧鄉商貿物流中心東邊延伸，為寧鄉通往長沙、株洲及湘潭等湖南其他主要城市帶來便利。

寧鄉商貿物流中心計劃涵蓋的佔地面積及估計總建築面積分別約為1.3百萬平方米及1.2百萬平方米，預期將分三期開發。截至2018年12月31日，我們已取得第一期總佔地面積約0.3百萬平方米的所有土地使用權。第一期全面竣工後，預計總建築面積為約0.4百萬平方米。

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As of 31 December 2018, we had completed the construction of the wholesale trading markets, a food street, a freight-forwarding market, a commercial and exhibition center, warehouses, a bus terminal and information center, serviced apartments, and were constructing a hotel.

Mianyang Trade Center

Mianyang Trade Center is strategically located in Mianyang, the second largest city in Sichuan province, approximately 120 kilometers northeast of Chengdu, the capital of Sichuan province, along the key highway and railway that connect Sichuan province and western and northern China.

Mianyang Trade Center covers a site area of approximately 0.6 million sq.m., which is expected to be developed in several phases, and is estimated to have a total GFA of approximately 0.6 million sq.m. when fully completed. As of 31 December 2018, we had acquired all the land-use rights for this trade center project.

As of 31 December 2018, we had completed the construction of wholesale trading markets and certain supporting buildings and facilities. As part of our future development plan, we are planning to construct additional wholesale trading markets and a hotel.

The aforementioned future development plans are expected to be mainly funded through working capital of the Group.

截至2018年12月31日，我們已建成獨立交易展示區、美食街、貨代市場、會展中心、倉庫、汽車總站及資訊中心以及酒店式公寓，正在興建一間酒店。

綿陽商貿物流中心

綿陽商貿物流中心戰略上坐落於綿陽，綿陽是四川省第二大城市，位於四川省省會成都東北約120公里處，地處連接四川省與中國西部和北部地區的主要公路和鐵路上。

綿陽商貿物流中心佔地面積約0.6百萬平方米，預期分幾期開發，全面竣工後，估計總建築面積約為0.6百萬平方米。截至2018年12月31日，我們已取得該商貿物流中心項目的全部土地使用權。

截至2018年12月31日，我們已建成獨立交易展示區及若干配套建築和設施。根據我們的未來發展規劃，我們計劃興建更多的獨立交易展示區及一間酒店。

上述未來發展計劃預期主要以本集團營運資金撥付。

FINANCIAL REVIEW

Revenue

Revenue increased by RMB1,049.8 million, or 58.6%, from approximately RMB1,792.4 million for FY2017 to RMB2,842.2 million for FY2018. This increase was primarily caused by the increase in revenue from sales of properties. The following table sets forth our revenue from the sales of properties, property management services, rental income and others during the stated periods:

		2018		2017	
		(RMB'000)	%	(RMB'000)	%
		(人民幣千元)	%	(人民幣千元)	%
Sales of properties	物業銷售	2,712,484	95.4%	1,697,273	94.7%
Property management services	物業管理服務	57,458	2.0%	49,664	2.8%
Rental income	租金收入	39,723	1.4%	23,901	1.3%
Others	其他	32,537	1.2%	21,583	1.2%
Total	合計	2,842,202	100.0%	1,792,421	100.0%

Sales of Properties

Revenue from the sales of properties increased by RMB1,015.2 million, or 59.8%, from approximately RMB1,697.3 million for FY2017 to RMB2,712.5 million for FY2018. The increase of the sales of properties was mainly due to the increase in the average sales price of properties sold and the increase in GFA of properties sold. The average sales price increased by RMB1,432 per sq.m., or 27.3%, from RMB5,237 per sq.m. for FY2017 to RMB6,669 per sq.m. for FY2018, and the GFA of properties sold increased by 82,622 sq.m., or 25.5% from 324,082 sq.m. for FY2017 to 406,704 sq.m. for FY2018. Our revenue from the sales of properties for FY2018 was primarily derived from the sales at our Jining Trade Center, Liuzhou Trade Center, Lanzhou Trade Center and Ganzhou Trade Center.

財務回顧

收益

收益由2017財政年度的人民幣1,792.4百萬元增加人民幣1,049.8百萬元(即58.6%)至2018財政年度的人民幣2,842.2百萬元。收益增加的主要原因是物業銷售所得的增加。下表載列我們於所示期間來自物業銷售、物業管理服務、租金收入及其他的收益：

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物業銷售

物業銷售收益由2017財政年度的約人民幣1,697.3百萬元增加人民幣1,015.2百萬元(即59.8%)至2018財政年度的約人民幣2,712.5百萬元。物業銷售的增加主要由於已售物業的平均售價的增加及已售物業面積的增加。已售物業的平均售價由2017財政年度的每平方米人民幣5,237元增加每平方米人民幣6,669元(即27.3%)至2018財政年度的每平方米人民幣6,669元。已售物業的建築面積由2017財政年度的324,082平方米增加82,622平方米(即25.5%)至2018財政年度的406,704平方米。我們於2018財政年度的物業銷售收益主要來自濟寧、柳州、蘭州及贛州商貿物流中心的銷售。

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The following table sets forth the GFA, average sales price and revenue from the properties delivered during the periods indicated:

下表載列於所示期間已交付物業的建築面積、平均售價及收益：

		For the year ended 31 December 截至12月31日止年度					
		2018			2017		
		GFA	Average sales price	Revenue	GFA	Average sales price	Revenue
		建築面積	平均售價	收益	建築面積	平均售價	收益
		<i>(GFA in sq.m., average sales price in RMB per sq.m. and revenue in thousands of RMB)</i>					
		<i>(建築面積以平方米計、平均售價以每平方米人民幣元計及收益以人民幣千元計)</i>					
Jining Trade Center	濟寧商貿物流中心						
Other Commercial	其他商業	43,222	12,929	558,809	—	—	—
Shopping mall	綜合交易展示區	51,941	8,988	466,869	—	—	—
Wholesale trading market units	獨立交易展示區單元	16,278	3,993	65,005	14,764	4,394	64,868
Residence	住宅	4,449	3,875	17,242	31,163	4,453	138,769
Subtotal	小計	115,890	9,560	1,107,925	45,927	4,434	203,637
Liuzhou Trade Center	柳州商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	72,483	7,815	566,425	59,010	7,815	461,158
Subtotal	小計	72,483	7,815	566,425	59,010	7,815	461,158
Lanzhou Trade Center	蘭州商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	85,071	5,255	447,026	59,539	5,913	352,064
Subtotal	小計	85,071	5,255	447,026	59,539	5,913	352,064
Ganzhou Trade Center	贛州商貿物流中心						
Residence	住宅	79,213	4,034	319,556	—	—	—
Wholesale trading market units	獨立交易展示區單元	—	—	—	1,750	3,423	5,990
Subtotal	小計	79,213	4,034	319,556	1,750	3,423	5,990
Wuzhou Trade Center	梧州商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	16,495	4,284	70,672	29,928	4,493	134,469
Subtotal	小計	16,495	4,284	70,672	29,928	4,493	134,469
Yantai Trade Center	煙台商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	12,339	5,716	70,527	4,301	5,868	25,239
Subtotal	小計	12,339	5,716	70,527	4,301	5,868	25,239

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		2018			2017		
		GFA	Average sales price	Revenue	GFA	Average sales price	Revenue
		建築面積	平均售價	收益	建築面積	平均售價	收益
		<i>(GFA in sq.m., average sales price in RMB per sq.m. and revenue in thousands of RMB)</i>					
		<i>(建築面積以平方米計、平均售價以每平方米人民幣元計及收益以人民幣千元計)</i>					
Mianyang Trade Center	綿陽商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	7,100	5,895	41,855	3,650	5,173	18,883
Others	其他	—	—	—	7,132	1,602	11,429
Subtotal	小計	7,100	5,895	41,855	10,782	2,811	30,312
Heze Trade Center	菏澤商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	9,680	4,137	40,043	57,108	3,951	225,662
Subtotal	小計	9,680	4,137	40,043	57,108	3,951	225,662
Yulin Trade Center	玉林商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	6,251	5,686	35,541	12,731	4,912	62,536
Subtotal	小計	6,251	5,686	35,541	12,731	4,912	62,536
Haode Yinzuo	豪德銀座						
Others	其他	760	10,413	7,914	—	—	—
Residence	住宅	293	4,696	1,376	—	—	—
Subtotal	小計	1,053	8,822	9,290	—	—	—
Ningxiang Trade Center	寧鄉商貿物流中心						
Serviced apartments	酒店式公寓	1,129	3,210	3,624	735	3,214	2,362
Subtotal	小計	1,129	3,210	3,624	735	3,214	2,362
Xingning Trade Center	興寧商貿物流中心						
Wholesale trading market units	獨立交易展示區單元	—	—	—	21,147	5,268	111,400
Subtotal	小計	—	—	—	21,147	5,268	111,400
Bengbu Commercial and Residential Project	蚌埠商業及住宅項目						
Residence	住宅	—	—	—	21,124	3,903	82,444
Subtotal	小計	—	—	—	21,124	3,903	82,444
Total	總計	406,704	6,669	2,712,484	324,082	5,237	1,697,273

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Property Management Services

Revenue from property management services increased by RMB7.8 million, or 15.7%, from RMB49.7 million for FY2017 to RMB57.5 million for FY2018. This increase primarily reflected the continued expansion of our property management portfolio.

Rental Income

Revenue from rental income increased by RMB15.8 million, or 66.2%, from RMB23.9 million for FY2017 to RMB39.7 million for FY2018. The increase was primarily due to the increase in leasing area during the Year.

Cost of Sales

Cost of sales increased by RMB622.7 million, or 57.8%, from RMB1,076.6 million for FY2017 to RMB1,699.3 million for FY2018, primarily reflecting an increase in GFA sold. Apart from this, our government grants credited to cost of sales decreased by RMB60.4 million, or 27.4%, from RMB220.6 million for FY2017 to RMB160.2 million for FY2018.

Gross Profit and Margin

As a result of the foregoing, gross profit increased by RMB427.1 million, or 59.7%, from RMB715.8 million for FY2017 to RMB1,142.9 million for FY2018. The increase was in line with the increase in sales of properties in FY2018. Our gross profit margin slightly increased from 39.9% for FY2017 to 40.2% for FY2018.

物業管理服務

物業管理服務所得收益由2017財政年度的人民幣49.7百萬元增加人民幣7.8百萬元(即15.7%)至2018財政年度的人民幣57.5百萬元。物業管理服務所得收益的增加主要是由於我們物業管理組合的持續擴展。

租金收入

租金收入所得收益由2017財政年度的人民幣23.9百萬元增加人民幣15.8百萬元(即66.2%)至2018財政年度的人民幣39.7百萬元。2018財政年度的增加主要由於租賃面積增加所致。

銷售成本

銷售成本由2017財政年度的人民幣1,076.6百萬元增加人民幣622.7百萬元(即57.8%)至2018財政年度的人民幣1,699.3百萬元，主要反映已售建築面積的增加。除此之外，抵減銷售成本的政府補助由2017財政年度的人民幣220.6百萬元減少人民幣60.4百萬元(即27.4%)至2018財政年度的人民幣160.2百萬元。

毛利及毛利率

基於上述原因，毛利由2017財政年度的人民幣715.8百萬元增加人民幣427.1百萬元(即59.7%)至2018財政年度的人民幣1,142.9百萬元。毛利的增加主要是由於2018年度物業銷售的增加。毛利率由2017財政年度的39.9%輕微增加至2018財政年度的40.2%。

Other Income

Other income decreased by RMB399.4 million, or 81.2%, from RMB491.8 million for FY2017 to RMB92.4 million for FY2018. The decrease was mainly due to that the net gain on disposal of subsidiaries decreased from RMB198.2 million for FY2017 to RMB6.6 million for FY2018, and income from return of prepaid investment cost decreased from RMB178.6 million for FY2017 to Nil for FY2018.

Selling and Distribution Costs

Selling and distribution costs decreased by RMB36.3 million, or 24.6%, from RMB147.3 million for FY2017 to RMB111.0 million for FY2018. The decrease primarily reflected our continued efforts in enhancing the operating efficiency in managing our sales and marketing activities.

Administrative and Other Operating Expenses

Administrative and other operating expenses decreased by RMB22.2 million, or 4.8%, from RMB459.0 million for FY2017 to RMB436.8 million for FY2018. The decrease was primarily due to the effective control of administrative costs by the Group.

Impairment Loss On Trade and Other Receivables

During FY2018, the impairment loss on trade and other receivables of approximately RMB46.6 million (2017: RMB2.6 million) was recognised by the Group, representing the (a) impairment loss in relation to the amount due from the joint venture Hydo Best Group Co. Ltd. ("Hydo Best") of approximately RMB19.6 million; (b) impairment loss in relation to the finance lease receivables of approximately RMB13.0 million; and (c) impairment loss in relation to trade receivables and other receivables of approximately RMB14.0 million.

其他收入

其他收入由2017財政年度的人民幣491.8百萬元減少人民幣399.4百萬元(即81.2%)至2018財政年度的人民幣92.4百萬元。該減少主要來自出售子公司的收益由2017財政年度人民幣198.2百萬元減少至2018財政年度人民幣6.6百萬元，及預付投資成本回報的收入由2017財政年度人民幣178.6百萬元減少至2018財政年度人民幣零元。

銷售和分銷成本

銷售和分銷成本由2017財政年度的人民幣147.3百萬元減少人民幣36.3百萬元(即24.6%)至2018財政年度的人民幣111.0百萬元。銷售和分銷成本的減少主要反映了我們不斷努力提升經營效率及管理銷售和營銷活動的能力。

行政及其他經營開支

行政及其他經營開支由2017財政年度的人民幣459.0百萬元減少人民幣22.2百萬元(即4.8%)至2018財政年度的人民幣436.8百萬元，主要是由於本集團有效控制行政成本所致。

貿易及其他應收款項減值虧損

於2018財政年度，本集團確認貿易及其他應收款項減值虧損約人民幣46.6百萬元(2017財政年度：人民幣2.6百萬元)，包括(a)應收合營企業Hydo Best Group Co., Ltd. (「Hydo Best」) 款項減值虧損約人民幣19.6百萬元；(b)融資租賃應收款項減值虧損約人民幣13.0百萬元；及(c)貿易應收款項及其他應收款項減值虧損約人民幣14.0百萬元。

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- (a) Impairment loss in relation to the amount due from a joint venture of approximately RMB19.6 million:

In 2018, there was a loss on the interest in the Thailand joint venture Hydo Best held by the Group. The Board expects that the Group will be able to recover part of its interest in Hydo Best by obtaining the land pieces still held by Hydo Best, the Group has therefore made a provision for impairment loss of approximately RMB19.8 million on the interest in Hydo Best. Separately, there was an amount due from Hydo Best for approximately RMB19.6 million in which the Group considered that it was almost unlikely to be recovered, so the full amount of RMB 19.6 million was provided as impairment loss allowance for amount due from Hydo Best. For details, please refer to the note below.

Note:

In November 2015, Union Capital Holding Limited (a wholly owned subsidiary of the Company, "Union Capital") and Mr. Sitichai Charoenkajonkul ("Sitichai") signed a JV contract ("JV Contract") pursuant to which Union Capital would purchase from Sitichai and/or his designee(s) 8,000,000 ordinary shares, representing approximately 36.43% of the total issued share capital of Hydo Best with a consideration of Baht 800,000,000 (approximately RMB168.8 million). Hydo Best was primarily engaged in modern commercial and trade logistic city development businesses in Thailand. Union Capital paid the consideration to Sitichai according to the JV Contract. In October 2017, in order to exit part of the investment from Hydo Best, Union Capital signed a share repurchase agreement with Sitichai ("Share Repurchase Agreement"), pursuant to which Sitichai would repurchase from Union Capital 4,500,000 ordinary shares, representing approximately 20.49% of the total issued share capital of Hydo Best at IRR of 15% with the total repurchase consideration of approximately Baht 591.0 million (approximately RMB124.7 million) calculated up to the date of the Share Repurchase Agreement. Sitichai, however, did not settle the repurchase consideration within the agreed specified time frame. Union Capital therefore applied for an arbitration to the China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會), which issued the arbitral award in December 2018 that Sitichai should pay the total amount of approximately RMB154.0 million to Union Capital (which included repurchase consideration amounting to approximately Baht 660.2 million, the default fee amounting to Baht 60.0 million, and arbitration related fee amounting to RMB2.2 million). According to the JV contract, Union Capital had a right to sell its shares in Hydo Best ("Option Shares") to Sitichai after 1.5 year from the completion date with a consideration at an IRR of 15% (the "Consideration") upon a written notice to Sitichai. If Sitichai did not have adequate cash to re-purchase the Option Shares from Union Capital within 5 days from the date of the notice, Sitichai agreed to procure Hydo Best to sell its owned land or property in Thailand which had a total value equivalent to the Consideration to Union Capital in return for the Option Shares, and Sitichai also agreed to be solely responsible and pay for the purchase price of land or property to Hydo Best on behalf of Union Capital. Subsequently, pursuant to a court order in Thailand, the Group was notified that Hydo Best was obliged to return some pieces of land in Thailand to its preceding landlord. The Group was also notified that in September 2018, Sitichai (who was the authorised representative of Hydo Best as the plaintiff to the law suit in Thailand) was absent from the court for the law suit which aimed to demand the land cost from the preceding landlord. On this basis, the Group considered that it was almost unlikely for Hydo Best to get back the land cost with respect to the land under dispute, which led to a loss in the investment in Hydo Best by Union Capital. The Company appointed

- (a) 應收合營企業款項減值虧損約人民幣19.6百萬元：

在2018年，本集團泰國合營企業Hydo Best出現投資損失。董事會預期本集團可以通過獲得Hydo Best仍持有的土地以收回其在Hydo Best的部分投資，因此，本集團已就Hydo Best的權益投資作出約人民幣19.8百萬元的減值虧損撥備。另外，本集團有一筆約人民幣19.6百萬元的應收Hydo Best款項，本集團認為該款項收回的可能性極低，因此全額計提了人民幣19.6百萬元減值損失撥備。有關詳情請見以下附註。

附註：

2015年11月，匯聯集團有限公司（本公司全資子公司，「匯聯」）和Sitichai Charoenkajonkul先生（「Sitichai」）簽署了合資公司（「合資合同」），根據該合資合同，匯聯將向Sitichai或其指定人以800百萬泰銖（約人民幣168.8百萬元）的對價購買Hydo Best 800萬股普通股（即Hydo Best已發行股份的36.43%）。Hydo Best主要在泰國從事現代商業及貿易物流城的開發業務。匯聯已按照合資合同的約定向Sitichai支付了對價。2017年10月，為了部分退出在Hydo Best的投資，匯聯和Sitichai簽署了股份回售協議（「股份回售協議」），根據該股份回售協議，Sitichai將向匯聯按照IRR15%的價格回購匯聯持有的Hydo Best 450萬股普通股股份（即Hydo Best已發行股份的20.49%），計算至該股份回售協議簽署之日的回購價格約為591.0百萬泰銖（約人民幣124.7百萬元），但是Sitichai並未在約定的期間內支付回購價格。因此匯聯向中國國際經濟貿易仲裁委員會申請仲裁，中國國際經濟貿易仲裁委員會於2018年12月出具了仲裁書，仲裁書顯示Sitichai應該向匯聯支付總金額約人民幣154.0百萬元，包括回購價格約660.2百萬泰銖，違約金約60.0百萬泰銖，及仲裁相關費約人民幣2.2百萬元。根據合資合同，自合資合同約定的交易完成之日起1.5年後且自匯聯向Sitichai發出書面通知後，匯聯即有權將其持有的Hydo Best的股權（「回售權股份」）以IRR15%計算的價格（「對價」）回售給Sitichai。如果Sitichai自書面通知日期之日起5日內沒有足夠的現金向匯聯回購回售權股份，則Sitichai同意促使Hydo Best將其擁有的價值相當於對價的泰國土地或物業出售給匯聯來獲得回售權股份，Sitichai也同意他將替匯聯獨自承擔並支付土地或物業的購買價

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Savills Valuation & Professional Services (S)Pte Ltd to perform the valuation for the remaining pieces of land without dispute in Thailand, and the valuation result was approximately Baht 598.1 million (approximately RMB126.2 million). The Group, based on the JV contract, considered that Union Capital could obtain the land without dispute from Hydo Best if Sitichai failed to settle the repurchase consideration. The valuation conducted by Savills Valuation & Professional Services (S) Pte Ltd which assessed the fair value of the relevant land pieces held by Hydo Best in Thailand as of 31 December 2018 adopted the direct market comparison method by making reference to the most recent market transactions for comparable properties in that location and making appropriate adjustments to take into account the size and nature of the land, including the access to the land and the purposes for which the land could be used.

In September 2016, the Group paid approximately Baht 93.0 million (approximately RMB19.6 million) to Hydo Best for the purposes of maintaining its daily operation. Such amount was recorded as an amount due from Hydo Best (“Amount due from Hydo Best”).

The total amount of interest in Hydo Best (which was approximately RMB146.0 million, and accounted for under equity method) and amount due from Hydo Best (which was approximately RMB19.6 million) was approximately RMB165.6 million in aggregate. The Group is of the view that the amount which could be recovered by the Group was either (i) the amount of approximately RMB154.0 million stated in the arbitral award, which should be compensated by Sitichai to Union Capital, or (ii) the amount of approximately RMB126.2 million stated in the land valuation report, representing the fair value of the land without dispute. The Group used the RMB126.2 million on a prudent basis, and the difference between RMB165.6 million and RMB126.2 million was provided as impairment loss allowance, which amounted to RMB39.4 million. Among the amount of RMB39.4 million, RMB19.6 million represented the impairment loss allowance provided for “Amount due from Hydo Best” in which the Group considered that it is almost unlikely to be recovered, so the full amount was provided as impairment loss allowance. The remaining RMB19.8 million represented the impairment loss allowance provided for “Interest in Hydo Best” and was recorded under the account item of “Share of Losses of Joint Ventures”.

Based on the legal opinion obtained from an external legal counsel in Thailand, the Group would be able to recover part of its interest in Hydo Best and amount due from Hydo Best by obtaining the undisputed land pieces still held by Hydo Best. The Group, via Thailand legal counsel, is preparing to apply for the execution of arbitral award in Thailand, and target to submit the application to the relevant authority in Thailand around April 2019. The process is subject to various uncertainties, including practical administrative issues, respond rate by the relevant authority in Thailand, timing to complete the process, etc. which may be beyond the Group's control.

格給Hydo Best。後來，根據一個泰國法院的判決，本集團被通知Hydo Best應向前任地主退還某些土地。另本集團被通知於2018年9月，在要求前任地主支付土地成本的訴訟中，Sitichai作為原告Hydo Best的授權代表未出庭。基於此，本集團認為Hydo Best拿回爭議土地的土地成本的可能性很小，這導致了匯聯在Hydo Best投資的損失。本公司聘請Savills Valuation & Professional Services (S)Pte Ltd為剩餘無爭議土地做了估值，估值結果約為598.1百萬泰銖（約人民幣126.2百萬元）。根據合資合同的約定，本集團認為如果Sitichai不能支付股份回購價格，則匯聯可以從Hydo Best獲得無爭議土地。Savills Valuation & Professional Services (S)Pte Ltd採用市場比較法對Hydo Best於2018年12月31日持有的相關地塊的公允價值進行評估，其參考了當地可比物業的最新市場交易，並根據該土地的規模及性質做出適當調整，包括通往相關地塊的道路交通以及該土地的可使用用途。

2016年9月份，本集團向匯聯支付約93.0百萬泰銖（約人民幣19.6百萬元）以支持Hydo Best的日常運營。該金額記錄在應收Hydo Best款項（「應收Hydo Best款項」）的科目。

於Hydo Best的權益（約人民幣146.0百萬元，按照權益法核算）及應收Hydo Best的款項（約人民幣19.6百萬元）合計約人民幣165.6百萬元。本集團認為可以從(i)仲裁書中顯示的Sitichai應向匯聯支付的賠償金額約人民幣154.0百萬元，或(ii)土地估值報告中顯示的無爭議土地的公允價值約人民幣126.2百萬元中獲得補償。出於謹慎性考慮，本集團採用了人民幣126.2百萬元，並將人民幣165.6百萬元及人民幣126.2百萬元的差異金額人民幣39.4百萬元作為減值損失撥備。人民幣39.4百萬元中，其中人民幣19.6百萬元是為「應收Hydo Best的款項」計提的減值損失撥備，本集團認為該款項收回的可能性極低，因此全額計提了減值損失撥備。剩餘的人民幣19.8百萬元是為「於Hydo Best的權益」計提的減值損失撥備，該減值損失計入了會計科目「分佔合營企業虧損」。

根據泰國外部法律顧問的法律意見，本集團於Hydo Best的權益及應收Hydo Best款項可以通過從Hydo Best取得無爭議土地獲取部分補償。本集團正通過泰國法律顧問準備仲裁在泰國的執行，並計劃於2019年4月內向泰國有關當局遞交申請。該過程存在各種不確定性，包括實際行政問題、泰國有關當局的反饋情況、完成流程的時間安排等，這些不確定性可能超出集團的控制範圍。

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- (b) Impairment loss in relation to the finance lease receivables of approximately RMB13.0 million:

The impairment loss on finance lease receivables for FY2018 was approximately RMB13.0 million. Such amount is mainly due to the Group has experienced a significant slow-down in the collection of these receivables in the overall protracting economic down-turn. Among the impairment loss of RMB13.0 million, the impairment loss of approximately RMB11.2 million was provided due to that the relevant finance lease receivables of approximately RMB11.2 million was past due for more than 90 days and the gross carrying amount was fully provided as loss allowance. The remaining finance lease receivables were not past due and the relevant loss allowance of approximately RMB1.8 million was provided on the basis of expected rate 2.06% of the gross carrying amount, by reference to the Group's historical experience and adjusted forward-looking information, and benchmark to available market information.

- (c) Impairment loss in relation to trade receivables and other receivables of approximately RMB14.0 million:

The impairment loss on trade receivables and other receivables for FY2018 were approximately RMB2.7 million and RMB11.3 million respectively, which represented 1.11% and 3.22% of the gross amount of trade receivables and other receivables respectively.

The impairment loss for trade receivables was mainly made for those long-aged and past due over 90 days receivables amounted to RMB5.7 million. Since the Group has not applied for individual property ownership certificate for those long-aged debtors, the Group expected that it would be able to recover certain of the receivables through the disposal of the respective properties. Accordingly, a provision for impairment loss of RMB2.7 million, representing the estimated shortfall between the present value of the estimated cash flows to be recovered and the carrying amount of those receivables, was made on the financial statements for the year ended 31 December 2018. For trade receivables not past due, the directors considered that the expected loss and probability for default would be minimal based on its assessment of individual debtors and historical experience. Accordingly, no additional provisions for impairment loss were made in this respect.

- (b) 融資租賃應收款項減值虧損約人民幣13.0百萬元：

2018財政年度融資租賃應收款項減值虧損約人民幣13.0百萬元。這筆款項主要是由於本集團在整體經濟下行過程中在收取該等應收款項方面經歷重大放緩所致。在人民幣13.0百萬元的減值虧損中，約有融資租賃應收款項人民幣11.2百萬元已逾期超過90天，其賬面值總額已全額計提虧損撥備約人民幣11.2百萬元。餘下的融資租賃應收款項並未逾期，參考本集團的歷史經驗及調整後的前瞻性資料並以現有市場資料為基準，乃按賬面值總額的2.06%的預期比率計提虧損撥備約人民幣1.8百萬元。

- (c) 貿易應收款項及其他應收款項減值虧損約人民幣14.0百萬元：

2018財政年度貿易應收款項及其他應收款項的減值虧損分別約為人民幣2.7百萬元及人民幣11.3百萬元，分別佔貿易應收款項及其他應收款項賬面值總額的1.11%及3.22%。

貿易應收款項的減值虧損主要是為金額為人民幣5.7百萬元的長期及逾期超過90天的應收款項計提的減值虧損。由於本集團並未為該等長期債務人申請辦理個人房屋產權所有證，本集團預期可通過出售有關物業收回若干應收款項。因此，在截至2018年12月31日止年度的財務報表中，根據待收回的估計現金流量的現值與該等應收款項賬面值之間的估計差額計提了減值虧損人民幣2.7百萬元。董事認為，根據對個別債務人的評估及過往經驗，未逾期的貿易應收款項的預期虧損及違約概率極低，因此，並未就這些貿易應收款項計提減值虧損。

For other receivables, certain of the amount was past due within 30 days. The Group estimated the relevant impairment loss based on the Group's historical experience and adjusted forward-looking information, and benchmark to available market information.

Fair Value Gain on Investment Properties

During the Year, the Group transferred certain investment properties to investment properties classified as held for sale upon there was an actual change in use from earning rental income to sale.

During the Year, the Group transferred certain completed properties held for sale and properties under development for sale to investment properties, since there was a change in use from sale to earning rental income. The Group's investment properties carried at fair value as of 31 December 2018 were valued by Savills Valuation and Professional Services Limited, an independent firm of surveyors. For FY2018, the Group recorded a fair value gain of RMB100.6 million (FY2017: RMB387.9 million).

Share of Losses of Joint Ventures

During FY2018, the share of losses of joint ventures of approximately RMB19.9 million (2017: RMB2.9 million) was recognised by the Group, mainly representing the impairment loss in relation to the interest in the joint venture Hydo Best of approximately RMB19.8 million. For details, please refer to the paragraph headed "Impairment Loss on Trade and Other Receivables" under this section.

Finance Income

Our finance income increased by RMB29.6 million, from RMB5.7 million for FY2017 to RMB35.3 million for FY2018. The increase reflected an increase in interest income from our bank deposit and interest bearing receivables in FY2018.

Finance Costs

Our finance costs increased by RMB64.4 million, or 23.4%, from RMB275.0 million for FY2017 to RMB339.4 million for FY2018. The increase was primarily due to the increase of interest on senior notes during the Year.

就其他應收款項而言，某些款項逾期未超過30天。本集團根據本集團的歷史經驗及經調整的前瞻性資料估計有關減值虧損，並以現有市場資料作為基準。

投資物業公允值收益

於年內，本集團將若干投資物業之實際用途由賺取租金收入更改為用於出售，故本集團將有關物業轉撥至分類為持作出售的投資物業。

於年內，本集團將若干待售已完工物業及待售在建物業的用途由出售更改為賺取租金收入，因此本集團將有關物業轉撥至投資物業。截至2018年12月31日，獨立測量師公司第一太平戴維斯估值及專業顧問有限公司對本集團投資物業公允價值進行評估。於2018財政年度，本集團錄得公允值收益人民幣100.6百萬元(2017財政年度：人民幣387.9百萬元)。

分佔合營企業虧損

於2018財政年度，本集團確認分佔合營企業虧損約為人民幣19.9百萬元(2017財政年度：人民幣2.9百萬元)，主要包括於合營企業Hydo Best的權益投資減值虧損約人民幣19.8百萬元。有關詳情請參閱本部分「貿易及其他應收款項減值虧損」段落下的內容。

財務收入

我們的財務收入由2017財政年度的人民幣5.7百萬元增加人民幣29.6百萬元至2018財政年度的人民幣35.3百萬元，主要由於2018財政年度銀行存款及有息應收款的利息收入增加所致。

融資成本

我們的融資成本由2017財政年度的人民幣275.0百萬元增加人民幣64.4百萬元(即23.4%)至2018財政年度的人民幣339.4百萬元，主要由於年內優先票據利息增加所致。

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Income Tax

Our income tax expense decreased by RMB152.0 million, or 33.1%, from RMB458.7 million for FY2017 to RMB306.7 million for FY2018. Such decrease was primarily due to the decrease in provision for PRC Land Appreciation Tax during the Year.

Profit for the Year and Profit Attributable to Equity Shareholders of the Company

As a result of the foregoing, our profit decreased by RMB145.4 million, or 57.0%, from RMB255.3 million for FY2017 to RMB109.9 million for FY2018. Our profit attributable to equity shareholders of the Company decreased by RMB138.6 million, or 56.4%, from RMB245.6 million for FY2017 to RMB107.0 million for FY2018.

Pledged and Restricted Cash

Pledged and restricted cash amounted to RMB585.6 million as of 31 December 2018, compared to RMB857.7 million as of 31 December 2017. As of 31 December 2018, the pledged and restricted cash was pledged to banks for certain mortgage facilities granted to purchasers of the Group's properties and pledged for bills payables.

Liquidity and Capital Resources

Our primary uses of cash are to pay for the construction costs and land acquisition costs, fund working capital, service our indebtedness, purchase property, plant and equipment for our own use, and other regular business operation needs. To date, we have primarily financed our operational expenditures through internally generated cash flows including proceeds from the pre-sale and sales of properties, proceeds from IPO, borrowings from commercial banks and other lenders and proceeds from the issuance of overseas notes.

所得稅

所得稅開支由2017財政年度的人民幣458.7百萬元減少人民幣152.0百萬元(即33.1%)至2018財政年度的人民幣306.7百萬元, 主要由於年內中國土地增值稅撥備減少所致。

年內利潤及本公司權益股東應佔利潤

基於上述原因, 我們的利潤由2017財政年度的人民幣255.3百萬元減少人民幣145.4百萬元(即57.0%)至2018財政年度的人民幣109.9百萬元。我們的本公司權益股東應佔利潤由2017財政年度的人民幣245.6百萬元減少人民幣138.6百萬元(即56.4%)至2018財政年度的人民幣107.0百萬元。

已抵押及受限制現金

截至2018年12月31日的已抵押及受限制現金為人民幣585.6百萬元, 而截至2017年12月31日則為人民幣857.7百萬元。截至2018年12月31日, 已抵押及受限制現金已就授予本集團物業買方的若干按揭融資抵押予銀行及作為應付票據的抵押。

資金流動性及財務資源

我們現金的主要用途是支付建築成本及土地收購成本、撥付營運資金、償還債務、購買自用物業、廠房及設備以及滿足其他一般經常性經營需求。迄今為止, 我們主要以內部產生的現金流量, 包括物業預售及銷售所得款項、我們的首次公開發售所得款項、來自商業銀行及其他金融機構的借貸及境外發行的票據所得款項為經營開支提供資金。

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Bank Loans and Other Borrowings

The following table sets forth our outstanding borrowings as of the dates indicated.

銀行貸款及其他借貸

下表載列截至所示日期我們的未償還借貸。

		As of 31 December 截至12月31日 (RMB'000) (人民幣千元)	
		2018	2017
Current	流動		
Secured	有抵押		
– short-term bank loans and other borrowings	– 短期銀行貸款及其他借貸	—	14,843
– current portion of non-current bank loans and other borrowings	– 非流動銀行貸款及其他借貸的流動部分	472,661	1,158,216
Unsecured	無抵押		
– short-term bank loans and other borrowings	– 短期銀行貸款及其他借貸	15,000	28,800
Subtotal	小計	487,661	1,201,859
Non-current	非流動		
Secured	有抵押		
– repayable after 1 year but within 2 years	– 一年後但兩年內還款	498,750	364,770
– repayable after 2 years but within 5 years	– 兩年後但五年內還款	223,250	421,000
– repayable after 5 years	– 五年後償還	56,250	75,000
Unsecured	無抵押		
– repayable after 1 year but within 2 years	– 一年後但兩年內償還	1,000	—
– repayable after 2 years but within 5 years	– 兩年後但五年內償還	—	1,000
Subtotal	小計	779,250	861,770
Total	合計	1,266,911	2,063,629

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Bank loans and other borrowings bear interest rates ranging from 2.12% to 9.60% per annum for FY2018 (FY2017: 2.12% to 9.03% per annum) and are secured by the following assets:

於2018財政年度，銀行貸款及其他借貸按介乎2.12%至9.60%的年利率(2017財政年度：年利率2.12%至9.03%)計息並以下列資產作抵押：

		As of 31 December 截至12月31日 (RMB'000) (人民幣千元)	
		2018	2017
Completed properties held for sale	待售已完工物業	712,045	1,476,581
Investment properties	投資物業	683,900	720,200
Properties held for future development for sale	待售未來待開發物業	441,523	619,821
Property, plant and equipment	物業、廠房及設備	357,053	367,070
Properties under development for sale	待售在建物業	214,354	1,119,998
Pledged cash	已抵押現金	—	325,421
Total	合計	2,408,875	4,629,091

Contingent Liabilities

We make arrangements with PRC commercial banks so that such banks may provide mortgage facilities to our customers to purchase our properties. In accordance with market practice, we are required to provide guarantees to these banks in respect of mortgages provided to such customers. Guarantees for such mortgages are generally discharged at the earlier of: (i) the due registration of the mortgage interest held by the commercial bank upon the subject property, or (ii) the settlement of mortgage loans between the mortgagee banks and the purchasers. In addition, we are required by the banks to place a security deposit to secure our guarantee obligations. If a purchaser defaults on the mortgage loan, we are typically required to purchase the underlying property by paying off the mortgage loan with any accrued and unpaid interest and penalty based on the loan agreement. If we fail to do so, the mortgagee banks will auction the underlying property and recover the balance from us if the outstanding loan amount exceeds the net foreclosure sale proceeds. Such amount may also be settled through withholding the security deposit we place with the banks. In line with industry practice, we do not conduct independent credit checks on our customers but rely on the credit checks conducted by the mortgagee banks. As of 31 December 2018, our maximum amount of guarantees provided to banks for mortgage facilities granted to our customers amounted to RMB2,204.5 million (FY2017: RMB2,512.0 million).

Commitments

Capital commitments outstanding as at 31 December 2018 contracted but not provided for in the financial statements were as follows:

		As of 31 December 截至12月31日 (RMB'000) (人民幣千元)	
		2018	2017
Construction and development contracts	建設及發展合約	2,050,974	765,895
Land agreements	土地協議	—	25,981
Total	合計	2,050,974	791,876

或然負債

我們向中國商業銀行作出安排，以便該等銀行可向購買我們物業的客戶提供按揭融資。按照市場慣例，我們需向為有關客戶提供按揭的銀行提供擔保。有關按揭的擔保一般於以下情況（以較早發生者為準）解除：(i) 商業銀行正式登記所持有關物業的按揭權益，或(ii) 按揭銀行與買家之間結清按揭貸款。此外，銀行要求我們存放一筆保證金，以就我們的擔保債務作抵押。倘買家拖欠按揭貸款，我們一般需按照貸款協議付清相關物業的按揭貸款連同任何應計及未付利息及罰款以購買相關物業。倘我們未能付清有關款項，按揭銀行將拍賣有關物業，而若未償還貸款款項超過止贖權銷售所得款項淨額，則由我們支付餘額。有關款項亦可能通過預扣我們存放於銀行的保證金支付。按照行業慣例，我們不會對客戶進行獨立信用核證，而會依賴按揭銀行所進行的信用審查。截至2018年12月31日，我們向授予客戶按揭融資的銀行所作出的最高擔保額為人民幣2,204.5百萬元(2017財政年度：人民幣2,512.0百萬元)。

承擔

於2018年12月31日已訂約但於財務報表內無撥備的資本承擔如下：

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Key Financial Ratios

The following table sets out our current ratios, gearing ratios and net gearing ratios as of the dates indicated.

		As of 31 December 截至12月31日	
		2018	2017
Current ratio ⁽¹⁾	流動比率 ⁽¹⁾	1.50	1.46
Gearing ratio ⁽²⁾	資產負債比率 ⁽²⁾	20.5%	25.4%
Net gearing ratio ⁽³⁾	淨資產負債比率 ⁽³⁾	24.4%	36.5%

Notes:

- (1) Our current ratio is calculated by dividing current assets by current liabilities as of the end of the respective reporting period.
- (2) Our gearing ratio is calculated by the Group's total interest bearing borrowings as of the respective reporting period (includes bank loans and other borrowings, senior notes and corporate bonds) divided by total assets as of the end of the respective reporting period and multiplying by 100%.
- (3) Our net gearing ratio is calculated by the Group's net debt (aggregated bank loans and other borrowings, senior notes and corporate bonds, net of cash and cash equivalents and restricted cash) divided by the total equity of the Group as of the end of the respective reporting period and multiplying by 100%.

Foreign Exchange Exposure

The Group primarily operates its business in the People's Republic of China ("PRC"). The currency in which the Group denominates and settles substantially all of its transactions is Renminbi. Other than certain overseas bank deposits, interests in joint ventures, the corporate bonds and the senior notes denominated in foreign currencies, the Group does not have any material exposure directly due to foreign exchange fluctuations. The Group maintains a conservative approach on foreign exchange exposure management, and manages and reviews its exposure to foreign exchange fluctuations on a regular basis. At times of exchange rate uncertainty or volatility and when appropriate, hedging instruments including swaps and forwards will be used in the management of exposure to foreign exchange fluctuations.

主要財務比率

下表載列我們截至所示日期的流動比率、資產負債比率及淨資產負債比率。

		As of 31 December 截至12月31日	
		2018	2017
Current ratio ⁽¹⁾	流動比率 ⁽¹⁾	1.50	1.46
Gearing ratio ⁽²⁾	資產負債比率 ⁽²⁾	20.5%	25.4%
Net gearing ratio ⁽³⁾	淨資產負債比率 ⁽³⁾	24.4%	36.5%

附註：

- (1) 我們的流動比率是按截至有關報告期末的流動資產除以流動負債計算。
- (2) 我們的資產負債比率是按截至有關報告期末本集團計息借款（包括銀行貸款及其他借貸、優先票據及公司債券）的總額除以截至有關報告期末總資產再乘以100%計算。
- (3) 我們的淨資產負債比率是按截至有關報告期末本集團的淨負債（銀行貸款及其他借貸、優先票據及公司債券總和，減現金及現金等值物及受限制現金）除以截至有關報告期末權益總額再乘以100%計算。

外匯風險

本集團主要在中華人民共和國（「中國」）經營業務。本集團用以計值及對大部分交易進行結算的貨幣為人民幣。除部分境外銀行存款，於合資企業的權益，企業債券及優先票據以外幣計值外，本集團並沒有因外匯波動而有任何直接重大風險。本集團對外匯風險管理貫徹穩健作風，定期管理和檢討外匯波動的風險。於匯率不明朗或波動及適當之時，對沖工具（包括掉期及遠期）將用於管理外匯波動之風險。

Material Acquisitions and Disposals of Subsidiaries, Associated Companies and Joint Ventures

The Group had no material acquisition or disposal of subsidiaries, associated companies or joint ventures during FY2018.

Restriction on Sales

As of 31 December 2018, we were simultaneously developing 12 projects in 7 provinces and autonomous regions in China. Under the terms of certain master investment agreements with local government authorities regarding the development, such as our agreements in relation to Ningxiang, Mianyang, Ganzhou, Liuzhou and Nanchang Trade Centers, we are required to maintain a certain portion of the trade center properties, typically 10%-30% in terms of GFA, for self-use or leasing purpose. We believe that such requirement is in line with our overall development plan for these projects. Except for the conditions mentioned above, there is no restriction on sales of the land acquired by the Group.

Human Resources

As at 31 December 2018, the Group had a workforce of 1,074 people (FY2017: 1,254 people). The number of staff had decreased by 14.4% since 31 December 2017. During FY2018, the total employee benefit expenses amounted to RMB228.2 million, decreased by 9.9% (FY2017: RMB253.2 million). We actively recruit skilled and qualified personnel in the Chinese local markets, including students graduated from universities as well as personnel with relevant work experience. For the senior management team and selected management positions, we also seek to recruit personnel with international experience. The remuneration package of our employees includes salary, bonuses and other cash subsidies. In general, we determine employee salaries based on each employee's qualifications, experience, position and seniority. We have designed an annual review system to assess the performance of our employees, which forms the basis of our determination on salary raises, bonuses and promotion. On 31 December 2018, all options under the Company's pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") were expired and all options granted and yet to be exercised under the scheme had also lapsed.

重大收購及出售子公司、聯營企業及合營企業

本集團於2018財政年度並無重大的收購或出售子公司、聯營企業及合營企業。

銷售限制

截至2018年12月31日，我們於中國的七個省及自治區同時開發十二個項目。根據與地方政府訂立的有關開發項目的若干投資框架協議（例如我們就寧鄉、綿陽、贛州、柳州及南昌商貿物流中心訂立的協議）的條款，我們需保留商貿物流中心物業的若干部分（以建築面積計通常是10%至30%）用作自用或租賃。我們相信，該要求符合該等項目的整體開發計劃。除以上所述情況外，本集團收購的土地並無銷售限制。

人力資源

截至2018年12月31日，本集團有僱員1,074人（2017財政年度：1,254人）。員工數目較2017年12月31日減少14.4%。2018財政年度，僱員福利開支總額達人民幣228.2百萬元，減少9.9%（2017財政年度：人民幣253.2百萬元）。我們積極在中國地方市場招聘有技能和資歷的人員，包括畢業大學生及具備相關工作經驗的人員。至於高級管理團隊及特定的管理職位，我們亦會尋求招募具備國際經驗的人員。我們僱員的薪酬待遇包括薪金、花紅及其他現金補貼。一般情況下，我們根據各個僱員的資格、經驗、職務及資歷釐定僱員的薪金。我們已制定一套年度審核系統以評估僱員的表現，審核結果為我們釐定薪金漲幅、花紅及升職的依據。截至2018年12月31日，本公司首次公開售股前購股權計劃（「首次公開售股前購股權計劃」）下的所有購股權已屆滿及據此授出但未行使的所有購股權亦告失效。

FINANCIAL SUMMARY

財務概要

For the financial year ended 31 December

截至12月31日止財政年度

		2018	2017	2016	2015	2014
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Results	業績					
Revenue	收益	2,842,202	1,792,421	2,335,777	3,166,351	3,360,189
Gross Profit	毛利	1,142,917	715,812	1,285,916	1,633,916	1,399,026
Profit before taxation	稅前利潤	416,620	713,981	712,463	1,244,002	837,426
Income tax	所得稅	(306,733)	(458,726)	(357,315)	(626,272)	(330,961)
Profit for the year	年內利潤	109,887	255,255	355,148	597,730	506,465
Profit for the year attributable to:	以下各方應佔年度溢利：					
Equity shareholders of the Company	本公司權益股東	106,995	245,573	350,280	556,875	512,053
Non-controlling interests	非控股權益	2,892	9,682	4,868	40,855	(5,588)
Profit for the year	年內利潤	109,887	255,255	355,148	597,730	506,465

		As at 31 December 於 12 月 31 日				
		2018	2017	2016	2015	2014
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial position	財務狀況					
Non-current assets	非流動資產	3,525,690	3,142,039	2,603,592	1,851,234	787,259
Current assets	流動資產	11,045,370	11,660,856	12,848,552	13,252,613	11,065,760
Current liabilities	流動負債	7,354,244	7,990,579	7,319,706	8,155,558	6,281,413
Net current assets	流動資產淨值	3,691,126	3,670,277	5,528,846	5,097,055	4,784,347
Total assets less current liabilities	總資產減流動負債	7,216,816	6,812,316	8,132,438	6,948,289	5,571,606
Non-current liabilities	非流動負債	1,937,922	1,593,055	3,025,154	2,109,709	1,198,443
Net assets	資產淨值	5,278,894	5,219,261	5,107,284	4,838,580	4,373,163
Share capital	股本	31,825	31,825	31,825	31,825	31,825
Reserves	儲備	5,207,006	5,159,765	4,852,252	4,604,866	4,260,304
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額	5,238,831	5,191,590	4,884,077	4,636,691	4,292,129
Non-controlling interests	非控股權益	40,063	27,671	223,207	201,889	81,034
Total Equity	權益總額	5,278,894	5,219,261	5,107,284	4,838,590	4,373,163

DIRECTORS' REPORT

董事會報告

The Board hereby present this annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The principal activities of the Group are developing and operating large-scale trade centers in China.

The Group seeks to develop each trade center project into the largest integrated commercial complex in the local region for the wholesale and retail sale of a wide range of products, including hardware, electric tools, building materials, furniture and home furnishings, home electronics, apparel and small goods. The Group designs its trade centers to seamlessly integrate the wholesale trading market properties with other on-site facilities such as shopping malls, commercial and exhibition centers, hotels, residential and office space, warehouses and other logistics facilities.

Details of the principal activities of the principal subsidiaries of the Company are set out in note 18 to the financial statements.

BUSINESS REVIEW

A business review of the Group is set out on pages 10 to 18 of this annual report.

ENVIRONMENTAL POLICIES

The Group is committed to complying with PRC environmental protection laws and regulations, actively participating in the environmental assessment process and fully cooperating with accredited environmental assessment organisations. The Group has taken several measures to reduce pollution, including implementing energy-saving policies that reduce its electricity consumption, setting up a rain and sewage diversion system in certain trade centers, smoke filtering systems in the kitchens of its cafeterias and restaurants, installing sound insulation in its backup generators and cooling machines, and using solar-powered heaters. Details of the Group's environmental policies are set out in the Environmental, Social and Governance Report on pages 58 to 105 of this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

There was no incident of non-compliance with relevant laws and regulations that had or would have a significant impact on the Company during FY2018.

董事會謹此呈報本集團截至2018年12月31日止年度的年報及經審核合併財務報表。

主要業務

本集團的主要業務為在中國開發及運營大型商貿物流中心。

本集團力求將各商貿物流中心項目發展成為當地最大的一體化商業綜合體，批發及零售包括五金機電、建材、傢俱及家飾、家電、服裝及小商品在內的各種產品。商貿物流中心的設計旨在無縫整合獨立交易展示區物業與其他現場設施，如綜合交易展示區、會展中心、酒店、住宅及辦公場所、倉儲及其他物流設施。

有關本公司主要子公司主要業務的詳情，載於財務報表附註18。

業務回顧

本集團的業務回顧載於本年報第10至18頁。

環保政策

本集團致力遵循中國環保法律及法規並積極參與環境評估的過程及全力與公認的環評組織合作。本集團已採取若干措施以減低污染，包括實施節能政策以減低耗電，在若干商貿物流中心設立雨水污水分流系統，在食堂及餐廳的廚房加設煙霧過濾系統、於後備發電機及製冷機安裝隔音裝置，以及使用太陽能熱水器。本集團環保政策之詳情載於本年報第58至105頁環境、社會及管治報告。

遵守相關法律及法規

2018財政年度內並無任何不遵守相關法律及規例的事項對本公司有或可能有重大影響。

RESULTS

The Group's results for FY2018 are set out in the consolidated statement of profit or loss on pages 150 to 151 of this annual report.

DIVIDEND

The Board does not recommend the payment of a final dividend for FY2018.

SHARE CAPITAL

Details of the movements in the share capital of the Company during FY2018 are set out in note 32 to the financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during FY2018 are set out in the consolidated statement of changes in equity and note 32 to the financial statements, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2018 and 2017, details of the Company's reserves available for distribution, calculated in accordance with the provisions of Cayman Companies Law are set out in note 32 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during FY2018 are set out in note 10 to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales to the Group's single largest customer and five largest customers accounted for approximately 36.1% and 37.2% of the Group's revenue respectively in FY2018.

The aggregate purchases from the Group's single largest supplier and five largest suppliers accounted for approximately 12.0% and 30.0% respectively, of the Group's total purchases for FY2018.

None of the directors of the Company ("Directors") or any of their associates, or any Shareholders who, to the knowledge of the Directors, own more than 5% of the Company's issued share capital has any interests in the Group's five largest suppliers or customers.

業績

本集團於2018財政年度的業績載於本年報第150至151頁的合併損益表。

股息

董事會不建議於2018財政年度派付末期股息。

股本

有關本公司於2018財政年度的股本變動詳情載於財務報表附註32。

儲備

有關本集團及本公司於2018財政年度的儲備變動詳情分別載於合併權益變動表及財務報表附註32。

可供分派儲備

於2018及2017年12月31日，有關本公司根據開曼群島公司法條文計算的可供分派儲備詳情載於財務報表附註32。

物業、廠房及設備

有關本集團於2018財政年度的物業、廠房及設備變動詳情載於財務報表附註10。

主要客戶及供應商

向本集團單一最大客戶及五大客戶作出的總銷售分別佔本集團於2018財政年度的收益約36.1%及37.2%。

向本集團單一最大供應商及五大供應商採購的總額分別佔本集團於2018財政年度的採購總額約12.0%及30.0%。

概無董事、彼等的任何聯繫人或任何股東(就董事所知擁有本公司已發行股本5%以上)於本集團任何五大供應商或客戶當中擁有任何權益。

DIRECTORS' REPORT

董事會報告

DONATIONS

During FY2018, the charitable contributions and other donations totaled approximately RMB6.5 million (FY2017: RMB8.3 million).

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2018 are set out in note 18 to the financial statements.

PRE-IPO SHARE OPTION SCHEME

The Company ratified and approved the pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") on 20 March 2013.

The purpose of the Pre-IPO Share Option Scheme is to recognize the contribution of the employees of the members of the Group and any persons who have contributed to the Group at the time of granting Options (the "Qualified Participants") to the business development of the Group by granting share options ("Options") to them as incentive and/or reward. On 31 December 2018, all the Options under the Pre-IPO Share Option Scheme were expired. So all the Options granted prior to this expiry which has not been exercised will no longer be exercisable and thereafter lapsed in accordance with the provisions of the Pre-IPO Share Option Scheme.

- (i) the exercise price per share under each Option were HK\$1.014;
- (ii) the grantees were entitled to exercise in full or in part any vested Options from six months after the listing date (31 October 2013, the "Listing Date") to 31 December 2018 (the "Expiry Date"); and
- (iii) no further Options were granted after the Listing Date.

捐款

於2018財政年度，慈善捐款及其他捐款共約人民幣6.5百萬元(2017財政年度：人民幣8.3百萬元)。

子公司

有關本公司主要子公司於2018年12月31日的詳情，載於財務報表附註18。

首次公開售股前購股權計劃

本公司於2013年3月20日追認及批准首次公開售股前購股權計劃(「首次公開售股前購股權計劃」)。

首次公開售股前購股權計劃旨在通過授出購股權(「購股權」)鼓勵及／或獎勵對本集團業務發展作出貢獻的本集團成員公司僱員及於本集團授出購股權時對本集團有貢獻的任何人士(「合資格參與者」)。於2018年12月31日，首次公開售股前購股權計劃下的所有購股權已屆滿，故根據首次公開售股前購股權計劃的條文，屆滿前授出的尚未行使的所有購股權將不可行使且於其後失效。

- (i) 每份購股權的每股股份行使價為1.014港元；
- (ii) 於上市日期(2013年10月31日，「上市日期」)後六個月至2018年12月31日(「屆滿日期」)，承權人有權行使全部或部分已歸屬購股權；及
- (iii) 上市日期後將不會進一步授出購股權。

Particulars of the outstanding Options conditionally granted under the Pre-IPO Share Option Scheme are set out below:

根據首次公開售股前購股權計劃有條件授出的未行使購股權詳情載列如下：

Grantees 承授人	Date of grant of Options 授出購股權日期	Number of Options granted 授出購股權數目	Number of	Number of	Number of	Number of
			Options held as at 1 January 2018 於2018年 1月1日持有 的購股權數目	Options granted during FY2018 於2018 財政年度授出 的購股權數目	exercised/ cancelled/lapsed during FY2018 於2018 財政年度行使/ 註銷/失效的 購股權數目	Options outstanding as at 31 December 2018 於2018年 12月31日 未行使的 購股權數目
Directors/People who were directors in FY2018 董事/2018財政年度 為董事的人						
Huang Dehong 黃德宏	30 November 2011 2011年11月30日	4,000,000	4,000,000	—	4,000,000 ⁽²⁾	0
Lam Chi Yuen Nelson 林智遠	20 March 2013 2013年3月20日	300,000	300,000	—	300,000 ⁽²⁾	0
Wang Lianzhou (retired on 20 March 2019) 王連洲(於2019年 3月20日退任)	20 March 2013 2013年3月20日	300,000	300,000	—	300,000 ⁽²⁾	0
Other employees 其他僱員	30 November 2011 2011年11月30日	56,630,000	42,165,000	—	42,165,000 ⁽²⁾	0
Other employees 其他僱員	16 October 2012 2012年10月16日	9,190,000	3,490,000	—	3,490,000 ⁽²⁾	0
Former Director 前任董事						
Wong Choi Hing ⁽¹⁾ 王再興 ⁽¹⁾	30 November 2011 2011年11月30日	11,600,000	5,800,000	—	5,800,000 ⁽²⁾	0
Total 合計		82,020,000	56,055,000	—	56,055,000	0

DIRECTORS' REPORT 董事會報告

Notes:

- (1) In accordance with the terms and conditions of the Pre-IPO Share Option Scheme, the Board resolved in the Board meeting held on 22 August 2014 that the Options granted to Mr. Wong Choi Hing, the former Chairman and executive Director of the Company, which were vested pursuant to the Pre-IPO Share Option Scheme were exercisable (while the Pre-IPO Share Option Scheme was effective), and the remaining Options granted which were not vested pursuant to the Pre-IPO Share Option Scheme were cancelled on 25 August 2014.
- (2) On 31 December 2018, all the Options under the Pre-IPO Share Option Scheme were expired. Upon the expiry, all the Options granted prior to such expiry which have not been exercised will no longer be exercisable in accordance with the provisions of the Pre-IPO Share Option Scheme.

The Options were vested according to the following schedule:

For Options granted on 30 November 2011

Respective Vesting Date

31 December 2012
31 December 2013
31 December 2014
31 December 2015

各歸屬日期

2012年12月31日
2013年12月31日
2014年12月31日
2015年12月31日

附註：

- (1) 根據首次公開售股前購股權計劃條款及條件，董事會於2014年8月22日召開的董事會議中決議王再興先生（本公司前任主席及執行董事）依舊有權行使根據首次公開售股前購股權計劃所獲得的並且已經歸屬的購股權（當首次公開售股前購股權計劃仍生效時），根據首次公開售股前購股權計劃授予的但未歸屬的剩餘部分自2014年8月25日起失效。
- (2) 於2018年12月31日，首次公開售股前購股權計劃下的所有購股權已屆滿。屆滿後，根據首次公開售股前購股權計劃的條文，屆滿前授出的所有尚未行使購股權將不可行使。

購股權按照以下時間表歸屬：

於2011年11月30日授出的購股權

Percentage of Shares under an Option that shall be vested 應歸屬購股權涉及的股份百分比

31 December 2012	2012年12月31日	25%
31 December 2013	2013年12月31日	50%
31 December 2014	2014年12月31日	75%
31 December 2015	2015年12月31日	100%

For Options granted on 16 October 2012

於2012年10月16日授出的購股權

Respective Vesting Date	各歸屬日期	Percentage of Shares under an Option that shall be vested 應歸屬購股權涉及的股份百分比
31 December 2013	2013年12月31日	25%
31 December 2014	2014年12月31日	50%
31 December 2015	2015年12月31日	75%
31 December 2016	2016年12月31日	100%

For Options granted on 20 March 2013

於2013年3月20日授出的購股權

Respective Vesting Date	各歸屬日期	Percentage of Shares under an Option that shall be vested 應歸屬購股權涉及的股份百分比
31 December 2014	2014年12月31日	25%
31 December 2015	2015年12月31日	50%
31 December 2016	2016年12月31日	75%
31 December 2017	2017年12月31日	100%

Details of the Pre-IPO Share Option Scheme are set out in note 31 to the financial statements.

有關首次公開售股前購股權計劃的詳情載於財務報表附註31。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors during FY2018 and up to the date of this report are:

Executive Directors

Mr. Wang Jianli (*Chairman*)

Mr. Wang Dewen (*Chief Executive Officer*)

Mr. Huang Dehong

Non-Executive Director

Mr. Yuan Bing

Independent Non-Executive Directors

Mr. Zhao Lihua

Mr. Lam Chi Yuen Nelson

Mr. Yue Zheng (appointed on 20 March 2019)

Mr. Wang Lianzhou (retired on 20 March 2019)

In accordance with Article 16.18 of the Articles of Association of the Company, Mr. Yuan Bing and Mr. Zhao Lihua shall retire from the Board by rotation at the company's forthcoming annual general meeting ("AGM") to be held on Thursday, 30 May 2019 and, being eligible, offer themselves for re-election.

In accordance with Article 16.2 of the Articles of Association of the Company, Mr. Yue Zheng shall hold office only until the next following AGM of the Company and shall then be eligible for re-election at the AGM.

The Board has received an annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Rules governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Board considers all independent non-executive Directors to be independent.

董事

於2018財政年度及截至本報告刊發日期的董事為：

執行董事

王健利先生(主席)

王德文先生(首席執行官)

黃德宏先生

非執行董事

袁兵先生

獨立非執行董事

趙立華先生

林智遠先生

岳崢先生(於2019年3月20日獲委任)

王連洲先生(於2019年3月20日退任)

根據本公司組織章程細則第16.18條規定，袁兵先生及趙立華先生將於本公司於2019年5月30日(星期四)舉行的應屆股東週年大會(「股東週年大會」)上輪流退任，惟彼等合資格並願意重選連任。

根據本公司組織章程細則第16.2條規定，岳崢先生的任期將僅直至本公司下一屆股東週年大會為止，屆時將符合資格在股東週年大會上重選連任。

董事會已接獲各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條作出的年度獨立性確認。董事會認為全體獨立非執行董事均具獨立性。

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Wang Jianli, Mr. Wang Dewen and Mr. Huang Dehong, being the executive Director of the Company, has entered into a service contract with the Company for a term of three years. All of the service contracts may be terminated by either party thereto giving no less than 3 months' prior written notice.

Mr. Yuan Bing, non-executive Director of the Company, has entered into a letter of appointment with the Company for a term of three years. The letter of appointment may be terminated by either party thereto giving no less than 14 business days' prior written notice.

Each of Mr. Zhao Lihua, Mr. Lam Chi Yuen Nelson and Mr. Yue Zheng, being the independent non-executive Director of the Company, has entered into a letter of appointment with the Company for a term of three years. All of the letters of appointment may be terminated by either party thereto giving no less than 14 business days' prior written notice.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

董事的服務合約

本公司執行董事王健利先生、王德文先生和黃德宏先生各自已與本公司訂立服務合約，為期三年，並可由一方向另一方發出不少於三個月的事先書面通知終止。

本公司非執行董事袁兵先生已與本公司訂立委任書，為期三年，並可由一方向另一方發出不少於14個營業日的事先書面通知終止。

本公司各獨立非執行董事趙立華先生、林智遠先生及岳崢先生已與本公司分別訂立委任書，各為期三年，並可由一方向另一方發出不少於14個營業日的事先書面通知終止。

董事概無與本公司訂立本公司不可於一年內不予賠償(法定賠償除外)的情況下終止的服務合約。

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

None of the Directors has or had material beneficial interests, whether directly or indirectly, in any significant contract in relation to the Group's business to which the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies was a party during FY2018.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

None of the Controlling Shareholders (as defined below) or its subsidiaries (if applicable) has or had material interests, either directly or indirectly, in any contract of significance, whether for the provision of services or otherwise, to the business of the Group to which the Company or any of its subsidiaries was a party during FY2018.

BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

The biographical information of Directors and senior management of the Company are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 126 to 136 of this annual report.

ENFORCEMENT OF THE DEED OF NON-COMPETITION

Pursuant to the deed of non-competition dated 27 September 2013 (the "**Non-Competition Undertaking**") entered into by Mr. Wong Choi Hing, Mr. Wang Dewen, Mr. Wang Jianli, Mr. Wang Quanguang, Mr. Wang Desheng, Mr. Wang Dekai, Mr. Huang Dehong and Mr. Wong Sheung Tak (the "**Ultimate Controlling Shareholders**"), Most Trend Holdings Limited ("**Most Trend**"), Mr. Wong Kim and Eminent Ascend Limited ("**Eminent Ascend**") (collectively, the "**Controlling Shareholders**"), each of the Controlling Shareholders has unconditionally and irrevocably undertaken to the Company that he/it would not, and would procure that his/its associates (other than any members of the Group) would not, during the Restricted Period (as defined below), directly or indirectly, either on his/its own account or in conjunction with or on behalf of any person, firm or company, among other things, carry on, participate, be interested or engaged in,

董事於重大合約中的權益

董事於2018財政年度在本公司或其任何子公司、其控股公司或其控股公司的子公司所訂立與本集團業務有關的任何重大合約中，概無直接或間接擁有任何重大實益權益。

控股股東於重大合約中的權益

控股股東(定義見下文)或其子公司(如適用)於2018財政年度在本公司或其任何子公司所訂立與本集團業務有關的任何重大合約(不論是否為提供服務或其他)中，概無直接或間接擁有任何重大權益。

董事及高級管理層的履歷

有關董事及本公司高級管理層的履歷詳情載於本年報第126至136頁「董事及高級管理層履歷」一節。

執行不競爭契約

根據王再興先生、王德文先生、王健利先生、王全光先生、王德盛先生、王德開先生、黃德宏先生及王雙德先生(「**最終控股股東**」)、至毅控股有限公司(「**至毅**」)、王劍先生與頂昇有限公司(「**頂昇**」)(統稱「**控股股東**」)於2013年9月27日訂立的不競爭契約(「**不競爭契約**」)，各控股股東已無條件及不可撤回向本公司承諾，彼不會並將促使其聯繫人(本集團任何成員公司除外)不會於受限制期間(定義見下文)直接或間接以本身名義或與任何人士、商號或公司共同或代表任何人士、商號或公司(其中包括)

acquire or hold (in each case whether as a shareholder, director, partner, agent, employee or otherwise, and whether for profit, reward or otherwise) any activity or business which is or may be in competition directly or indirectly with the business referred to in the Company's listing prospectus dated 18 October 2013 carried on or contemplated to be carried on by any member of our Group from time to time (the "Restricted Business"). The restricted period is the period during which (i) the shares of the Company remain listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"); (ii) the relevant Controlling Shareholder and his/its associates hold an equity interest in the Company; and (iii) the relevant Controlling Shareholder and/or his/its associates jointly or severally are entitled to exercise or control the exercise of not less than 30% in aggregate of the voting power at general meetings of the Company.

The Controlling Shareholders have further undertaken to procure that, during the Restricted Period, any business investment or other commercial opportunity which directly or indirectly competes, or may lead to competition with the Restricted Business (the "New Opportunities") given, identified or offered to him/it and/or any of his/its associates (other than any members of the Group) (the "Offeror") is first referred to the Company in the following manner: (a) each of our Controlling Shareholders is required to, and shall procure his or its associates (other than members of our Group) to, refer, or to procure the referral of, the New Opportunities to the Company, and shall give written notice to the Company of any New Opportunities containing all information reasonably necessary for the Company (the "Offer Notice"); and (b) the Offeror will be entitled to pursue the New Opportunities only if (i) the Offeror has received a notice from the Company declining the New Opportunities and confirming that such New Opportunities would not constitute competition with core business of the Company, or (ii) the Offeror has not received such notice from us within 10 business days from the Company's receipt of the Offer Notice. Upon receipt of the Offer Notice, the Company shall seek opinions and decisions from the independent non-executive Directors who do not have material interests in the matter.

The Controlling Shareholders have confirmed with the Company their compliance with the Non-Competition Undertaking for disclosure in this annual report during FY2018. Independent non-executive Directors have also reviewed the Controlling Shareholders' compliance with the Non-Competition Undertaking during the Year.

進行、參與或於其中擁有權益或從事或收購或持有與本公司日期為2013年10月18日的上市招股章程所述本集團任何成員公司所不時進行或擬進行者直接或間接存有或可能存有競爭之任何活動或業務(於各情況下不論作為股東、董事、合夥人、代理、僱員或其他身份,以及不論是否為牟利、回報或其他目的)(「受限制業務」)。受限制期間指下列期間(i)本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市期間; (ii)有關控股股東及其聯繫人持有本公司股權; 及(iii)有關控股股東及/或其聯繫人共同或單獨有權於本公司股東大會行使或控制行使不少於合共30%投票權的期間。

控股股東進一步承諾, 會於受限制期間促使控股股東及/或其任何聯繫人(本集團任何成員公司除外)(「要約人」)在接獲、知悉或獲呈與受限制業務直接或間接競爭或可能導致競爭的任何業務投資或其他商業機會(「新商機」), 以下列方式優先轉介予本公司: (a)各控股股東必須及應促使其聯繫人(本集團成員公司除外)轉介或促使轉介新商機予本公司, 並須向本公司發出任何新商機的書面通知, 載列一切合理所需資料以供本公司考慮(「要約通知」); 及(b)要約人僅在下列情況下有權利用新商機: (i)要約人接獲本公司拒絕新商機並確認新商機不會與本公司的核心業務構成競爭的書面通知, 或(ii)要約人於本公司收到要約通知起十個營業日內並無接獲我們的通知。於接獲要約通知後, 本公司將向在有關事項中並無重大權益的獨立非執行董事尋求意見及決定。

控股股東已向本公司確認彼等於2018財政年度已遵守不競爭承諾在本年報作出披露。獨立非執行董事亦已審核控股股東於本年度不競爭承諾的合規情況。

DIRECTORS' REPORT 董事會報告

DIRECTORS' EMOLUMENTS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Particulars of the Directors' emoluments and five highest paid individuals for FY2018 are set out in notes 7 and 8 to the financial statements and the emolument policy of the Company is set out in the Corporate Governance Report on pages 106 to 125 of this annual report.

No Director has waived or has agreed to waive any emoluments during FY2018.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During FY2018, none of the Directors or their respective associates (as defined in the Listing Rules) had any interest in any business which was in competition or was likely to compete, either directly or indirectly, with the business of the Group.

DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or as recorded in the register maintained by the Company under 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 (the "Model Code") contained in the Listing Rules, were as follows:

董事薪酬及五名最高薪酬人士

有關本公司於2018財政年度的董事薪酬及五名最高薪酬人士詳情載於財務報表附註7及8，而本公司的薪酬政策則載於本年報第106至125頁的企業管治報告。

概無董事於2018財政年度放棄或同意放棄任何薪酬。

董事於競爭業務中的權益

於2018財政年度，董事或彼等各自的聯繫人（定義見上市規則）概無於與本集團業務競爭或可能競爭的業務中擁有任何權益。

董事的證券權益

於2018年12月31日，本公司董事及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（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文而當作或視為擁有的權益及淡倉），或須登記於本公司根據證券及期貨條例第352條所存置登記冊的權益及淡倉，或根據上市規則所載的上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

LONG POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

於本公司股份及相關股份的好倉

Name of Directors 董事姓名	Class of Securities 證券類別	Corporate interest 公司權益				Share Options 購股權	Family interest 家族權益	Total 合計	Approximate percentage of the Company's total issued share capital ⁽²⁾ 佔本公司 已發行總股本 的概約百分比 ⁽²⁾
		Corporate interest 公司權益	Personal interest 個人權益	Share Options 購股權	Family interest 家族權益				Total 合計
Wang Jianli 王健利	Ordinary shares 普通股	2,070,000,000 ⁽¹⁾	—	—	—	2,070,000,000	51.56%		
Wang Dewen 王德文	Ordinary shares 普通股	2,070,000,000 ⁽¹⁾	—	—	—	2,070,000,000	51.56%		
Huang Dehong 黃德宏	Ordinary shares 普通股	2,070,000,000 ⁽¹⁾	—	—	—	2,070,000,000	51.56%		

Notes:

- (1) These shares are held by Most Trend Holdings Limited ("Most Trend"). The entire issued share capital of Most Trend is wholly-owned by Mr. Wong Choi Hing, Mr. Wang Dewen, Mr. Wang Jianli, Mr. Wang Quanguang, Mr. Wang Desheng, Mr. Wang Dekai, Mr. Huang Dehong and Mr. Wong Sheung Tak (the "Ultimate Controlling Shareholders"). By virtue of an acting-in-concert declaration executed by the Ultimate Controlling Shareholders on 22 March 2013, the Ultimate Controlling Shareholders, among other things, confirmed that since 1 January 2010, they had been operating our Group collectively and would through discussions reach consensus among themselves before reaching any commercial decisions on a unanimous basis. As such, the Ultimate Controlling Shareholders are deemed to be interested in the 2,070,000,000 shares our Company through Most Trend.
- (2) The percentage shareholding is calculated on the basis of 4,014,844,000 Shares issued as at 31 December 2018.

附註：

- (1) 該等股份由至毅控股有限公司（「至毅」）持有。至毅的所有已發行股本由王再興先生、王德文先生、王健利先生、王全光先生、王德盛先生、王德開先生、黃德宏先生及王雙德先生（「最終控股股東」）全資擁有。由於最終控股股東於2013年3月22日簽署的一項一致行動聲明，最終控股股東（其中包括）確認自2010年1月1日起，彼等一直共同經營本集團並於一致達成任何商業決議前會經商討而達成共識。因此，最終控股股東被視為通過至毅而擁有本公司2,070,000,000股股份的權益。
- (2) 股權百分比乃按2018年12月31日已發行4,014,844,000股股份的基準計算。

DIRECTORS' REPORT 董事會報告

Save as disclosed above, as at 31 December 2018, to the knowledge of the Board, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) recorded in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2018, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following person/entity (other than the Directors or chief executives of the Company) had an interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or be directly and indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meetings of the Company:

除上文所披露者外，於2018年12月31日，就董事會所知，概無本公司董事或主要行政人員擁有本公司或其任何相聯法團（定義見證券及期貨條例第XV部）股份、相關股份及債券的任何權益或淡倉而須：(i)根據證券及期貨條例第XV部第7及8分部告知本公司及聯交所（包括董事及主要行政人員根據證券及期貨條例的有關條文而當作或視為擁有的權益及淡倉）；(ii)須登記於本公司根據證券及期貨條例第352條所存置登記冊；或(iii)根據標準守則須知會本公司及聯交所。

主要股東權益

於2018年12月31日，根據本公司按照證券及期貨條例第336條置存的股東登記冊及就董事所知或經彼等作出合理查詢後所能確認，除董事或本公司的主要行政人員外，下列人士／實體於本公司及其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份及債券中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或直接或間接擁有任何類別股本（附有在一切情況下在本公司股東大會投票的權利）面值5%或以上權益：

LONG POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY 於本公司股份及相關股份的好倉

Name 名稱	Nature of interest 權益性質	Number of Shares 股份數目		Approximate percentage of the Company's total issued share capital ⁽¹⁾ 佔本公司已發行 總股本的 概約百分比 ⁽¹⁾
		Corporate interest 公司權益	Share Option 購股權	
Most Trend 至毅	Beneficial owner 實益擁有人	2,070,000,000	—	51.56%
Mr. Wong Choi Hing 王再興先生	Interest in controlled corporation 受控制法團權益	2,070,000,000 ⁽²⁾	—	51.56%
Mr. Wang Quanguang 王全光先生	Interest in controlled corporation 受控制法團權益	2,070,000,000 ⁽²⁾	—	51.56%
Mr. Wang Desheng 王德盛先生	Interest in controlled corporation 受控制法團權益	2,070,000,000 ⁽²⁾	—	51.56%
Mr. Wang Dekai 王德開先生	Interest in controlled corporation 受控制法團權益	2,070,000,000 ⁽²⁾	—	51.56%
Mr. Wong Sheung Tak 王雙德先生	Interest in controlled corporation 受控制法團權益	2,370,000,000 ⁽²⁾⁽¹¹⁾	—	59.03%
Top Amuse Holdings Limited 悅峰控股有限公司	Beneficial owner 實益擁有人	591,738,000	—	14.74%

DIRECTORS' REPORT

董事會報告

Name 名稱	Nature of interest 權益性質	Number of Shares 股份數目		Approximate percentage of the Company's total issued share capital ⁽¹⁾ 佔本公司已發行 總股本的 概約百分比 ⁽¹⁾
		Corporate interest 公司權益	Share Option 購股權	
Hony Capital Fund 2008, L.P.	Interest in controlled corporation	591,738,000 ⁽³⁾	—	14.74%
Hony Capital Fund 2008, L.P.	受控制法團權益			
Hony Capital Fund 2008 GP, L.P.	Interest in controlled corporation	591,738,000 ⁽⁴⁾	—	14.74%
Hony Capital Fund 2008 GP, L.P.	受控制法團權益			
Hony Capital Fund 2008 GP Limited	Interest in controlled corporation	591,738,000 ⁽⁵⁾	—	14.74%
Hony Capital Fund 2008 GP Limited	受控制法團權益			
Hony Group Management Limited	Interest in controlled corporation	591,738,000 ⁽⁶⁾	—	14.74%
Hony Group Management Limited	受控制法團權益			
Hony Capital 2008 Partners, L.P.	Interest in controlled corporation	591,738,000 ⁽⁷⁾	—	14.74%
Hony Capital 2008 Partners, L.P.	受控制法團權益			
Hony Managing Partners Limited	Interest in controlled corporation	591,738,000 ⁽⁸⁾	—	14.74%
Hony Managing Partners Limited	受控制法團權益			
Exponential Fortune Group Limited	Interest in controlled corporation	591,738,000 ⁽⁹⁾	—	14.74%
Exponential Fortune Group Limited	受控制法團權益			
Mr. Zhao John Huan	Interest in controlled corporation	591,738,000 ⁽¹⁰⁾	—	14.74%
趙令歡先生	受控制法團權益			
Eminent Ascend	Beneficial owner	300,000,000 ⁽¹¹⁾	—	7.47%
頂昇	實益擁有人			

Notes:

附註：

- (1) The percentage shareholding is calculated on the basis of 4,014,844,000 shares issued as of 31 December 2018.
- (1) 股權百分比乃按於2018年12月31日已發行4,014,844,000股股份的基準計算。
- (2) These shares are held by Most Trend. The entire issued share capital of Most Trend is wholly-owned by the Ultimate Controlling Shareholders. By virtue of an acting-in-concert declaration executed by the Ultimate Controlling Shareholders on 22 March 2013, the Ultimate Controlling Shareholders, among other things, confirmed that since 1 January 2010, they had been operating the Group collectively and would through discussions reach consensus among themselves before reaching any commercial decisions on a unanimous basis. As such, the Ultimate Controlling Shareholders together control 51.56% interest in the issued share capital and are deemed to be interested in 2,070,000,000 shares of the Company through Most Trend.
- (2) 該等股份由至毅持有。至毅的所有已發行股本由最終控股股東全資擁有。由於最終控股股東於2013年3月22日簽署的一項一致行動聲明，最終控股股東（其中包括）確認自2010年1月1日起，彼等一直共同經營本集團並於一致達成任何商業決議前會經商討而達成共識。因此，最終控股股東通過至毅共同控制本公司已發行股本的51.56%權益。

- (3) Top Amuse Holdings Limited ("Top Amuse") is wholly-owned by Hony Capital Fund 2008, L.P., hence Hony Capital Fund 2008, L.P. is deemed to be interested in the 591,738,000 shares held by Top Amuse.
- (4) The general partner of Hony Capital Fund 2008, L.P. is Hony Capital Fund 2008 GP, L.P., hence Hony Capital Fund 2008 GP, L.P. is deemed to be interested in the 591,738,000 shares held by Top Amuse.
- (5) The general partner of Hony Capital Fund 2008 GP, L.P. is Hony Capital Fund 2008 GP Limited, hence Hony Capital Fund 2008 GP Limited is deemed to be interested in the 591,738,000 shares held by Top Amuse.
- (6) Hony Capital Fund 2008 GP Limited is wholly-owned by Hony Group Management Limited, hence Hony Group Management Limited is deemed to be interested in the 591,738,000 shares held by Top Amuse. Hony Group Management Limited is also the general partner of Hony Capital 2008 Partners, L. P.
- (7) Hong Capital 2008 Partners, L.P. controls 99.44% of the interest of Hony Capital 2008 GP, L.P., hence Hony Capital 2008 Partners, L.P. is deemed to be interested in the 591,738,000 shares held by Top Amuse.
- (8) Hony Managing Partners Limited controls 80% of the shares of Hony Group Management Limited, hence Hony Managing Partners Limited is deemed to be interested in the 600,000,000 shares held by Top Amuse.
- (9) Hony Managing Partners Limited is wholly-owned by Exponential Fortune Group Limited, hence Exponential Fortune Group Limited is deemed to be interested in the 591,738,000 shares held by Top Amuse.
- (10) Mr. Zhao John Huan controls 49% of the shares of Exponential Fortune Group Limited, hence Mr. Zhao John Huan is deemed to be interested in the 591,738,000 shares held by Top Amuse.
- (11) Eminent Ascend is wholly-owned by Mr. Wong Sheung Tak, hence Mr. Wong Sheung Tak is deemed to be interested in the 300,000,000 shares held by Eminent Ascend.
- (3) 悦峰控股有限公司（「悦峰」）由Hony Capital Fund 2008, L.P.全資擁有，故Hony Capital Fund 2008, L.P.視為於悦峰持有的591,738,000股股份中擁有權益。
- (4) Hony Capital Fund 2008, GP, L.P.為Hony Capital Fund 2008, L.P.的普通合夥人，故Hony Capital Fund 2008, GP, L.P.視為於悦峰持有的591,738,000股股份中擁有權益。
- (5) Hony Capital Fund 2008 GP Limited為Hony Capital Fund 2008, GP, L.P.的普通合夥人，故Hony Capital Fund 2008 GP Limited視為於悦峰持有的591,738,000股股份中擁有權益。
- (6) Hony Capital Fund 2008 GP Limited由Hony Group Management Limited全資擁有，故Hony Group Management Limited視為於悦峰持有的591,738,000股股份中擁有權益。Hony Group Management Limited亦為Hony Capital 2008 Partners, L. P.的普通合夥人。
- (7) Hong Capital 2008 Partners, L.P.控制Hony Capital 2008 GP, L.P.的99.44%股份，故Hong Capital 2008 Partners, L.P.視為於悦峰持有的591,738,000股股份中擁有權益。
- (8) Hony Managing Partners Limited控制Hony Group Management Limited的80%股份，故Hony Managing Partners Limited視為於悦峰持有的600,000,000股股份中擁有權益。
- (9) Hony Managing Partners Limited由Exponential Fortune Group Limited全資擁有，故Exponential Fortune Group Limited視為於悦峰持有的591,738,000股股份中擁有權益。
- (10) 趙令歡先生控制Exponential Fortune Group Limited的49%股份，故趙令歡先生被視為於悦峰持有的591,738,000股股份中擁有權益。
- (11) 頂昇由王雙德先生全資擁有，故王雙德先生視為於頂昇持有的300,000,000股股份中擁有權益。

DIRECTORS' REPORT

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Save as disclosed above, as at 31 December 2018, to the knowledge of the Directors, no other person (other than a Director or chief executive of the Company) had, or were deemed or taken to have interest or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in the sections headed "Directors' Interests in Securities" and "Pre-IPO Share Option Scheme" in this report and in note 31 to the financial statements, at no time during the fiscal year under review was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

CONNECTED TRANSACTION

The Board confirmed that none of the related party transactions set out in note 36 to these financial statements constituted non-exempt connected transactions or nonexempt continuing connected transactions under Chapter 14A of the Listing Rules. During FY2018, 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.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Year, the Company and its subsidiaries have not purchased, sold or redeemed any of the Company's shares listed on the Stock Exchange.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles, or the laws of Cayman Islands, being the jurisdiction in which the Company was incorporated, under which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

BANK LOANS AND OTHER BORROWINGS

Details of the bank loans and other borrowings of the Group as at 31 December 2018 are set out in note 26 to the financial statements.

除上文所披露者外，於2018年12月31日，就董事所知，概無其他人士（本公司董事或主要行政人員除外）於股份或相關股份中擁有或視為或視作擁有須根據證券及期貨條例第XV部第2及第3分部的條文向本公司披露或須登記於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉。

董事購買股份或債券的權利

除載於本報告「董事的證券權益」及「首次公開售股前購股權計劃」各節及財務報表附註31所披露者外，本公司或其任何子公司於回顧財政年度內任何時候概無訂立任何安排，致使董事或本公司主要行政人員（包括其配偶或18歲以下子女）藉收購本公司或任何其他法團的股份或債券而獲益。

關連交易

董事會確認，本財務報表附註36所載的關聯方交易概不屬於上市規則第十四A章的非豁免關連交易或非豁免持續關連交易。於2018財政年度內，本集團並無訂立任何關連交易或持續關連交易而須根據上市規則在本年報作出披露。

購買、出售或贖回上市證券

於本年度內，本公司及其附屬公司並無購買、出售或贖回本公司任何在聯交所上市的股份。

優先購買權

章程細則或開曼群島（即本公司註冊成立的司法權區）法律概無有關優先購買權的條文規定本公司須按比例向現有股東提呈發售新股份。

銀行貸款及其他借貸

有關本集團於2018年12月31日的銀行貸款及其他借貸詳情，載於財務報表附註26。

ISSUANCE OF 13.75% SENIOR NOTES DUE 2018

On 15 December 2015, the Company issued 13.75% senior notes with an aggregate principal amount of US\$100,000,000, which are due in 2018 (the "2018 Senior Notes"). The 2018 Senior Notes are listed and traded on The Singapore Exchange Securities Trading Limited.

On 14 September 2016, the Company issued additional 2018 Senior Notes with an aggregate principal amount of US\$60,000,000, which are consolidated and formed a single class with the US\$100,000,000 aggregate principal amount of 13.75% 2018 Senior Notes due 2018 issued by the Company on 15 December 2015. The proceeds of the additional 2018 Senior Notes was primarily used for the refinancing of indebtedness of the Company and the remainder for its working capital purposes.

Please refer to the Company's announcements dated 2 December 2015, 8 December 2015, 17 December 2015, 8 September 2016, 18 September 2016, 6 September 2017 and 18 September 2017 for details on the 2018 Senior Notes.

Pursuant to the exchange offer made by the Company on 24 April 2018, US\$98,400,000 (approximately 61.5%) of the total aggregate principal amount of the US\$160,000,000 2018 Senior Notes was validly tendered for exchange and accepted for the 2020 Senior Notes (as defined below) as further elaborated in the below paragraph headed "Issuance of 12% Senior Notes Due 2020". As a result of the completion of this exchange on 9 May 2018, there was an outstanding principal amount of US\$61,600,000 (approximately 38.5%) of the total aggregate principal amount of the 2018 Senior Notes.

Please refer to the Company's announcements dated 24 April 2018, 25 April 2018, 3 May 2018 and 10 May 2018 for details on the exchange offer.

發行於2018年到期的13.75%的優先票據

於2015年12月15日，本公司發行本金總額為100,000,000美元於2018年到期的13.75%的優先票據（「2018優先票據」）。2018優先票據於新加坡證券交易所有限公司上市及交易。

於2016年9月14日，本公司發行額外本金合共60,000,000美元之2018優先票據。該等額外2018優先票據與本公司於2015年12月15日發行本金合共100,000,000美元於2018年到期的13.75%的2018優先票據合併並組成單一序列。額外2018優先票據募集之資金主要用於本公司的債務再融資及營運資金用途。

有關2018優先票據的詳情，請參閱本公司日期為2015年12月2日、2015年12月8日、2015年12月17日、2016年9月8日、2016年9月18日、2017年9月6日及2017年9月18日的公告。

根據本公司於2018年4月24日作出的交換要約，本金總額為160,000,000美元的2018年優先票據中98,400,000美元（約佔61.5%）已有效提交作為交換並已獲接納為2020年優先票據（請見以下定義）。更詳盡的說明請見以下「發行於2020年到期的12%的優先票據」段落。於2018年5月9日完成該交換後，2018年優先票據本金總額中有尚未償還本金61,600,000美元（約佔38.5%）。

有關交換要約詳情，請參閱本公司日期為2018年4月24日、2018年4月25日、2018年5月3日及2018年5月10日的公告。

DIRECTORS' REPORT

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On 17 December 2018, the Company has redeemed all outstanding 2018 Senior Notes on maturity. The outstanding principal amount of the 2018 Senior Notes was US\$61,600,000 and the accrued unpaid interest was US\$4,235,000, so the total amount paid by the Company was US\$65,835,000. Following the redemption, all the redeemed 2018 Senior Notes have been cancelled thereafter and delisted from the Singapore Exchange Securities Trading Limited.

Please refer to the Company's announcements dated 17 December 2018 for details on the redemption.

ISSUANCE OF 11% SENIOR NOTES DUE 2019

On 25 August 2016, the Company and certain subsidiary guarantors entered into a subscription agreement with China Orient Alternative Investment Fund, pursuant to which the Company agreed to issue and China Orient Alternative Investment Fund agreed to subscribe for US\$60,000,000, 11% senior notes due 2019 (the "2019 Senior Notes"). The issuance was completed on 30 August 2016. The proceeds of the 2019 senior notes was primarily used for the refinancing of indebtedness of the Company and the remainder for its working capital purposes.

Please refer to the Company's announcements dated 25 August 2016, 6 September 2017 and 18 September 2017 for details on the 2019 Senior Notes.

ISSUANCE OF 12% SENIOR NOTES DUE 2020

On 24 April 2018, the Company offered its 12% senior notes due May 2020 in an exchange offer to existing holders of 2018 Senior Notes. US\$98,400,000 (approximately 61.5%) of the 2018 Senior Notes were successfully exchanged. Concurrently with the exchange offer, the Company made a concurrent new issue of US\$25,893,000 of additional 2020 senior notes, which, together with the US\$104,107,000 of the 2020 senior notes issued pursuant to the exchange offer, constitute an aggregate principal amount of US\$130,000,000, 12% due 2020 senior notes (the "2020 Senior Notes"). The exchange offer and the concurrent new issue were completed on 9 May 2018. The 2020 Senior Notes are listed and traded on The Singapore Exchange Securities Trading Limited.

於2018年12月17日，本公司已到期贖回所有尚未償付2018年優先票據。2018年優先票據中尚未償付本金總額為61,600,000美元，應計及未付利息為4,235,000美元，因此本公司支付的總金額為65,835,000美元。贖回後，所有已贖回2018年優先票據已被註銷並自新加坡證券交易所有限公司取消上市。

有關贖回詳情，請參閱本公司日期為2018年12月17日的公告。

發行於2019年到期的11%的優先票據

於2016年8月25日，本公司及若干附屬公司擔保人與China Orient Alternative Investment Fund訂立認購協議，據此，本公司同意發行及China Orient Alternative Investment Fund同意認購60,000,000美元於2019年到期的11%優先票據（「2019年優先票據」），已於2016年8月30日完成有關發行。2019年優先票據募集資金主要用於本公司債務再融資及營運資金用途。

有關2019年優先票據的詳情，請參閱本公司日期為2016年8月25日、2017年9月6日及2017年9月18日的公告。

發行於2020年到期的12%的優先票據

於2018年4月24日，本公司於一項交換要約中向時任2018年優先票據持有人發行其於2020年5月到期的12%的優先票據。2018年優先票據的98,400,000美元（約61.5%）得以成功交換。與此同時，本公司新發行25,893,000美元的額外2020年優先票據，連同根據交換要約發行的104,107,000美元的2020年優先票據，構成本金總額130,000,000美元於2020年到期的12%優先票據（「2020年優先票據」）。交換要約及同時進行的新發行於2018年5月9日完成。2020年優先票據於新加坡證券交易所有限公司上市及交易。

The proceeds of the 2020 Senior Notes was primarily used for the repayment of debts including the redemption of the 2018 Senior Notes and financing acquisitions or development of assets, real or personal property or equipment to be used in the ordinary course of business, and certain amounts may be used for general corporate purposes.

Please refer to the Company's announcement dated 24 April 2018, 25 April 2018, 3 May 2018 and 10 May 2018 for details on the 2020 Senior Notes.

Pursuant to a purchase agreement dated 10 August 2018, the Company issued additional 2020 Senior Notes with an aggregate principal amount of US\$27,000,000, which are consolidated and formed a single class with the US\$130,000,000 aggregate principal amount of 12% 2020 Senior Notes due 2020 issued by the Company on 9 May 2018. The issuance of the additional 2020 Senior Notes was completed on 15 August 2018. The proceeds of the additional 2020 Senior Notes was primarily used for the repayment of debts of the Company and for general corporate purposes.

Please refer to the Company's announcement dated 10 August 2018 for further details.

CORPORATE GOVERNANCE

The Board is of the opinion that the Company had complied with the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules during the Year. Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 106 to 125 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the Company has maintained the public float of the issued shares of the Company as required under the Listing Rules.

2020年優先票據所得款項主要用於償還債務，包括贖回2018年優先票據及為收購或開發將於一般業務過程中使用的資產、房地產或個人財產或設備融資以及可能用於一般企業用途的若干款項。

有關2020年優先票據詳情，請參閱本公司日期為2018年4月24日、2018年4月25日、2018年5月3日及2018年5月10日的公告。

根據日期為2018年8月10日的購買協議，本公司發行本金總額為27,000,000美元的額外2020年優先票據(已與本公司於2018年5月9日發行的本金總額130,000,000美元於2020年到期的12%的優先票據合併及構成單一類別)。額外2020年優先票據發行已於2018年8月15日完成。額外2020年優先票據所得款項主要用於償還本公司債務及一般企業用途。

詳情請參閱本公司日期為2018年8月10日的公告。

企業管治

董事會認為本公司於本年內已遵守載於上市規則附錄十四的企業管治守則(「企業管治守則」)的守則條文。本公司所採納的主要企業管治常規載於本年報第106至125頁的企業管治報告。

充足公眾持股量

根據本公司可取得的公開資料以及就董事於本年報刊發前的最後實際可行日期所知，本公司已維持上市規則所規定本公司已發行股份之公眾持股量。

DIRECTORS' REPORT

董事會報告

EVENTS AFTER THE REPORTING PERIOD

There is no significant event of the Group after the reporting period.

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from 27 May 2019 to 30 May 2019, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 24 May 2019.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on pages 34 to 35 of the annual report. This summary does not form part of the audited consolidated financial statements.

MANAGEMENT CONTRACT

During FY2018, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2018.

報告期後事件

本集團於報告期後並無重大事件。

暫停辦理股份過戶登記

本公司股份過戶登記處將於2019年5月27日至2019年5月30日止(包括首尾兩天)暫停辦理股東登記手續，期間不會辦理本公司股份過戶登記手續。為釐定有權出席股東週年大會並於會上投票的股東身份，所有股份過戶文件連同有關股票須不遲於2019年5月24日下午4:30前送達本公司的證券登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室。

財務概要

有關本集團於過去五年的業績與資產及負債概要載於本年報第34至35頁。本概要並非經審核合併財務報表一部分。

管理合約

於2018財政年度，概無於截至2018年12月31日止年度訂立或存在關於管理及經營本公司全部或任何重大部分業務的合約。

AUDITORS

KPMG has acted as the auditors of the Company for the financial year ended 31 December 2018. The consolidated financial statements of the Company for FY2018 have been audited by KPMG. There were no changes in auditor of the Company during the past three years.

KPMG will retire at the forthcoming AGM and a resolution for the re-appointment of KPMG as the auditors of the Company for FY2019 will be proposed at the AGM.

For and on behalf of the Board

WANG JIANLI

Chairman

Hong Kong, 28 March 2019

核數師

畢馬威會計師事務所為本公司截至2018年12月31日止財政年度的核數師。本公司2018財政年度的合併財務報表已由畢馬威會計師事務所審核。本公司於過去三年並無變更核數師。

畢馬威會計師事務所將在應屆股東週年大會上退任。股東週年大會將提呈有關續聘畢馬威會計師事務所為本公司2019財政年度核數師的決議案。

代表董事會

主席

王健利

香港，2019年3月28日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

The Board hereby deliver the Environmental, Social and Governance Report (“ESG Report”) of the Group for the year ended 31 December 2018. This Report describes the system establishment and performance of the Group in terms of sustainable development such as environment, society and governance in 2018.

ABOUT THIS ESG REPORT

Report Compilation Basis

This ESG Report has been prepared according to the core option of the Global Reporting Initiative (GRI) G4 Guidelines, and the “Environmental, Social and Governance Reporting Guide” (“ESG Reporting Guide”) as set out in Appendix 27 of the Listing Rules on the Stock Exchange. We has complied with the “comply or explain” provisions set out in the ESG Reporting Guide.

In the reporting period, the Board of Directors has established the strategies on environmental, social and governance issues, monitored daily compliance, and sought to improve the performance of the Group through improving efficiency of business operation and resource utilization, thus minimizing our carbon footprint in the environment.

This ESG Report includes forward-looking statements, based on a number of assumptions and expectations as of the issuing date of this Report. Such assumptions and expectations shall not be deemed to be reliable unless they are approved by internal review procedures. Relevant statements include known and unknown risks and uncertainty, which means that the actual results may be different from these expectations, predictions and conclusions in this Report. The Group does not provide any guarantee on the accuracy of these statements, and we make it clear that, if any of the statements do not come true or are confirmed as incorrect, we shall not bear any responsibilities on amendment or update of such forward-looking statements.

引言

本公司董事會謹此呈列本集團截至二零一八年十二月三十一日止年度之環境、社會及管治報告(下稱「ESG報告」)。本報告闡述集團在2018年內環境、社會及企業管治等可持續發展範疇的制度建設和工作表現。

關於本 ESG 報告

報告編製依據

本 ESG 報告乃遵循全球報告倡議組織 (GRI) G4 指引的核心選項及聯交所上市規則附錄 27 所載規定(下稱「環境、社會及管治報告指引」)而編製，我們遵守環境、社會及管治報告指引所載「不遵守就解釋」條文。

在報告期內，董事會制定環境、社會及管治方面的策略方針，監察日常合規，通過提高企業經營和資源利用效率，最大限度地減少我們在環境中的碳足跡，從而提高集團的於環境、社會及管治方面的表現。

本 ESG 報告包含前瞻性陳述，有關陳述乃基於本報告發佈之時的若干假設及預期。該等假設及預期須於進行內部審閱程序後，方會被視為可靠。有關陳述包括已知及未知風險及不確定性因素，意味著實際結果可能與本報告所作預期、預測及結論有所不同。本集團對陳述之準確性概不作出任何保證，及本集團明確表示，倘任何陳述並未成為事實或被證實為不正確，本集團概不對該等前瞻性陳述之修正或更新承擔任何責任。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

We welcome any comments and suggestions you may have on this ESG Report, or on our corporate social responsibility reporting in general. You may submit your feedback via our company website. Comments and suggestions regarding the Group's corporate social responsibility performance are also always welcome and can be sent to the Company's investor relationship department at IR@hydoo.com.cn.

ABOUT US

The Company is a leading developer and operator of integrated large-scale trade and logistics center in the PRC. The Company has put efforts on developing, constructing and operating trade and logistics projects in cities over the years and is among the front-runners in the industry in terms of the number of large-scale trade and logistics centers developed and operating, the total gross floor area and the land reserve. The Company has successfully merged the functions of commodity trading, e-commerce, commercial complex, financial services, intelligent warehousing and logistics, corporate headquarters and base, innovative enterprise incubator, star hotel, international conference and exhibition, leisure and entertainment into the projects, and formed an intensive, large-scale, full-format, multi-functional and modern trade and logistics model.

OUR SUSTAINABLE DEVELOPMENT CONCEPT

In September 2015, the 2030 Agenda for Sustainable Development (2030年可持續發展議程), an agreement reached by 193 nation members, had been passed at the "United Nations Summit for Sustainable Development", which laid out 17 goals and contained 169 framework documents with specific objectives, aiming at realizing three long-term targets which are beneficial to human beings: eradicating extreme poverty, fighting against inequality and injustice and tackling climate change. As a leading developer and operator of integrated large-scale trade and logistics center in the PRC, we believe bearing social responsibilities and achieving sustainable development are our inevitable goals and the upmost principles that we must uphold when making decisions. While striving to improve operation results, we are trying our best endeavor to maintain sustainable economic, social and environmental development and to strike a balance of interests between all stakeholders, in order to generate value to the society and take part in the framework of the United Nations to realize the long-term goals.

我們歡迎讀者透過公司網站，就本ESG報告又或我們的企業社會責任工作匯報提出意見和建議。如對集團的企業社會責任表現有任何意見及建議，歡迎電郵至IR@hydoo.com.cn本公司投資者關係部。

關於我們

本公司是中國領先的大型商貿物流中心開發商及運營商。公司多年來深耕於城市開發建設及運營商貿物流中心項目，所開發運營的大型商貿物流中心數量、總建築面積、土地儲備量均居同行業前列，率先成功地將商品交易、電子商務、商業綜合體、金融服務、智慧化倉儲物流、企業總部基地、創新企業孵化器、星級酒店、國際會展、休閒娛樂等功能集為一體，形成了集約化、規模化、全業態、多功能、現代化商貿物流模式。

我們的可持續發展觀

2015年9月，「聯合國可持續發展峰會」通過了一份由193個成員國共同達成的文件，即《2030年可持續發展議程》。文件包括17項可持續發展目標和169項具體目標的綱領性文件，將推動世界在2030年前實現三個有利於眾生的長遠目標：消除極端貧窮、戰勝不平等和不公正，以及遏制氣候變化。作為中國領先的大型商貿物流中心開發商及運營商，我們堅信擔負社會責任與執行可持續發展，是集團義不容辭的方針及業務決策應秉持的最高原則。在努力提升經營業績的同時，我們致力於在經濟、社會和環境等各範疇均以可持續發展之方式進行，並權衡各持份者利益，盡最大努力為社會提供價值，在聯合國長遠目標的框架之下盡一分綿力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Related Sustainable Development Goals

相關的可持續發展目標

Relevant Sections in this ESG Report

此 ESG 報告的相關部分



Gender Equality

性別平等

Achieve gender equality and empower all women and girls
實現兩性平等，賦予所有婦女應有的權力

B1 Employment

B1 僱傭



Innovation and Infrastructure

創新與基建

Build resilient infrastructure, promote inclusive and sustainable property development and foster innovation
建設具彈性的基礎設施，促進具包容性和可持續的房地產開發，以及促進創新

A2 Use of Resources

A2 資源使用



Sustainable Cities and Communities

可持續城市及社區

Make cities and human settlements inclusive, safe, resilient and sustainable
使城市和住宅具有包容性、安全、彈性和可持續性

A2 Use of Resources

A2 資源使用

A3 ENVIRONMENT AND NATURAL RESOURCES

A3 環境及天然資源



Reasonable Consumption

合理消耗

Ensure sustainable consumption and production patterns
確保可持續消耗及生產模式

A1 Emission

A1 排放物

A2 Use of Resources

A2 資源使用

Deteriorating air quality and global warming have become public concern in recently years. As such, we acknowledge the importance of taking lead by setting ourselves as an example to devote much attention to safe production and environmental protection through adoption of environmental friendly production standards. In the previous year, we have paid unremitting effort to seek for and implement more advanced ecofriendly technologies to minimize our impact to the environment. We have maintained strict compliance with relevant environmental laws and regulations to reach local and international standards. We have made considerable progresses in reducing hazardous gases emissions and waste disposals, saving resources, preventing pollutions and raising the awareness of our staff in environmental protections.

近年來，空氣質量的下降以及全球氣候變暖等現象愈發引起大眾關注。因此，我們深知以身作則的重要性，更加注重安全生產和綠色環保，竭盡所能地採納對環境友善的生產準則。在過去一年間，我們努力不懈地尋求和實施更多更先進的環保技術，以降低我們的業務對環境產生之不良影響。我們已嚴格遵守所有適用的相關環保法律法規，並竭力符合與集團營運有關的相關地方及國際標準，在減少排放有害氣體及廢棄物、節約資源、防止污染以及提高員工在環境保護方面的意識等範疇均取得積極進展。

In terms of corporate social responsibility, we adhere to business ethics, adhere to the good faith management, strictly abide by the code of business conduct, and explicitly prohibit employees from soliciting unreasonable remuneration in any form. We comply with China's labor laws and the applicable employment laws of the jurisdictions where we operate, and at the same time develop our human resources policies and procedures to include bonuses and rewards in our remuneration system. In terms of nurturing talent, we have established a continuous, all-round employee training, human resources development and interactive career planning model. Through a comprehensive, diversified and systematic development mechanism, we broaden the perspective of international talent, deepen our expertise, strengthen our vision and present our insights to the ever-changing environment.

In the coming years, the company will continue to seek ways to minimize any negative impacts of our operations on local communities, and to foster a transparent and constructive communication with the community and other stakeholders to understand the desires and needs of all aspects and create a harmonious community.

SUSTAINABILITY IN CORPORATE GOVERNANCE

Underpinned by our spirit of sustainable development, the Group incorporates environmental, social and governance sustainability into our operations. We continuously optimize our corporate governance strategies and policies to create sustainable value for our stakeholders. In the long term, the Group is keen to explore more sustainable development opportunities for our business and the communities that we operate in to promote engagement, transparency and trust among stakeholders.

於企業社會責任方面，我們恪守商業道德，堅持誠信經營，嚴格遵守商業行為準則，明令禁止員工以任何形式索取不合理報酬。我們遵守中國勞工法及營運所在地司法權區的適用僱傭法律，並同時制定其人力資源政策及程序，於其薪酬制度中加入花紅及獎勵。於培育人才方面，我們建立了持續、全方位的員工培訓、人力資源開發和互動式職業生涯規劃模式。透過全面、多元化及系統化的發展機制，我們拓闊國際人才視角、深化其專業知識、強化企業願景及針對瞬息萬變的環境提出創見。

公司於來年將會繼續設法盡量減少我們的營運對地方社區造成的任何負面影響，並促進與社區及其他持份者建立具透明度及具建設性的對話，了解各方面訴求及需要，共創和諧美好的社區。

企業管治的可持續性

集團本著可持續發展的精神，在營運過程中一直兼顧環境、社會和企業管治的可持續性。我們不斷優化企業的管治策略和政策，致力為持份者創造可持續的價值。長遠而言，集團會積極為本身的業務及營運所在地的社區尋找更多可持續發展的機會，加強與持份者的溝通，提高透明度，以及爭取持份者的信任。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Corporate Governance

Our Board of Directors directs the overall strategy and development of the Group's operations and business, and is responsible for monitoring and reviewing corporate governance practices across the Group. The Board is of the opinion that the Company had complied with the code provisions as set out in the CG Code contained in Appendix 14 to the Listing Rules during the Year. Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report section of the annual report.

The Group values effective communications with stakeholders and maintains a high level of public transparency by providing timely and accurate information.

Stakeholder Engagement

Stakeholder's engagement is crucial to our long-term development and business sustainability and our preparation of this ESG Report. As such, we value every connection with our stakeholders and pay full attention to the precious opinions and suggestions from stakeholders, as well as understand our shortcomings and formulate improvement plans actively, so as to seize opportunities and strive for long-term improvement. We try our best to meet relevant local and international standards related to our operation, and adhere to environmental protection and social responsibilities. We have consolidated and identified various kinds of stakeholders involved in main businesses of the Group into corresponding categories, including shareholders and investors, government and regulatory authorities, employees, customers, suppliers, and communities.

企業管治

董事局指導集團的整體策略和業務發展，並負責監察及檢討整個集團的企業管治常規。董事會認為公司於報告期內已遵守載於上市規則附錄十四的企業管治守則的守則條文。公司所採納的主要企業管治常規載於年報中的企業管治報告部分。

集團重視與持份者的有效溝通，致力向公眾提供適時和準確的資訊以維持高透明度。

持份者參與

持份者的參與，對於我們的長期發展、業務的可持續性以及我們撰寫這份 ESG 報告均至為重要。因此，我們珍惜與持份者的每一次接觸，充分重視來自持份者的寶貴意見和建議，透過健全的管理系統和雙向的溝通參與渠道，積極認識我們的不足並制定方案加以改善，以此把握機遇，力求長遠進步。我們竭力符合與集團營運有關的相關地方及國際標準。我們以環保及對社會負責之方式積極管理業務，其與所採納政策一致。綜合及識別涉及集團主要業務的持份者分組，分別包括股東及投資者、政府及監管機構、員工、客戶、供應商、社區等。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholders 持份者	Expectation and Requirement 期望及訴求	Related Response 相關回應	Communication Channel 溝通渠道
Shareholders and Investors 股東及投資者	Financial Performance 財務業績 Protection of Interests 權益保護 Transparency 企業透明度 Risk contro 風險控制	Improves profitability 提高盈利能力 Convenes general meetings 召開股東大會 Daily information disclosure 日常信息披露 Optimizes internal control and risk management 優化內控與風險管理	General Meetings 股東大會 Annual and interim reports 年度及中期報告 Circulars/announcements/ notices/publications 通函／公告／通告／公佈 Investor relations enquiry 投資者關係查詢
Government and Regulatory Authorities 政府及監管機構	Operate in compliance with the law 遵紀守法 Tax payment in accordance with the laws 依法納稅 Support local development 支持地方發展	Law-abiding operations 依法合規經營 Tax payment on time and in full 按時足額納稅 Actively implements related policies 積極落實相關政策 Proactively undertakes social responsibilities 主動承擔社會責任	Annual and interim reports 年度及中期報告 Circulars/announcements/ notices/publications 通函／公告／通告／公佈 Ongoing direct engagements 持續直接參與
Employees 員工	Career development platform 職業發展平台 Remuneration and benefits 薪酬與福利 Healthy and safe working environment 健康安全的工作環境	Improves the career promotion mechanism 完善職業晉升機制 Competitive salary and benefits protection 有競爭力的薪資與福利保障 Implements health and safety management system 落實健康管理體系 Equal communication and complaint mechanism 平等溝通與申訴機制	Intranet 內聯網 Annual appraisal 年度評核 Team building activities 團隊合作活動

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Stakeholders 持份者	Expectation and Requirement 期望及訴求	Related Response 相關回應	Communication Channel 溝通渠道
Customers 客戶	Product quality and cost performance 產品質量與性價比 Customer service quality 客戶服務品質 Customer information security 客戶信息安全 Customer rights protection 客戶權益保障	All-round caring services 全方位貼心服務 Network security and well-defined authority 網絡安全與權限設置 Law-abiding marketing 合規營銷	Group website 集團網站 Day-to-day communication through frontline staff 通過前線員工的日常溝通 Customer hotline 客戶服務熱線
Suppliers 供應商	Integrity cooperation 誠信合作 Win-win cooperation 合作共贏 Business ethics and credit standing 商業道德與信譽	Establishes supply chain responsibility 打造責任供應鏈 Promotes daily communication 促進日常溝通 Carries out project cooperation 開展項目合作 Performance of obligations under any contract in accordance with laws 依法履行合同	Ongoing direct engagements 持續直接參與
The Community 社區	Care for the poor 關愛貧困群體 Support social welfare 支持社會公益 Protect the nature 保護自然環境 Promote social progress 促進社會進步	Participate in targeted poverty alleviation 參與精準扶貧 Participate in charity works 投身慈善事業 Adhere to green operations 堅持綠色運營	Ongoing direct engagements 持續直接參與

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Materiality Assessment of Environmental, Social and Governance Issues

In accordance with the ESG Reporting Guide, the Group entrusted an independent consultant to carry out materiality assessment of environmental, social and governance issues in 2018 to fully assess the environmental, social and governance issues that were crucial to the Group's business development and were of the utmost concern to stakeholders, which helped the Group determine the environmental, social and governance management objectives for the coming year and the focus of the disclosure of this Report in order to actively respond to the expectations and requirements of all parties.

環境、社會及管治議題重要性評估

根據《環境、社會及管治報告指引》，集團於2018年委託獨立第三方顧問機構開展環境、社會及管治議題重要性評估工作，以全面評估對於集團業務發展最為重要的、以及持份者最為關心的環境、社會及管治議題，從而協助集團確定下一年度的環境、社會及管治管理目標、以及本報告的披露重點，以積極回應各方的期望與訴求。

A1 Emissions A1 排放物	A2 Use of Resource A2 資源使用	A3 Environment and natural resources A3 環境及天然資源
Emission management 排放物管理 Cope with climate changes 應對氣候變化 Waste management 廢棄物管理	Eco-friendly workings 綠色辦公 Eco-friendly constructions 綠色施工 Eco-friendly operations 綠色經營	Eco-friendly constructions 綠色建築
B1 Employment B1 僱傭	B2 Health and safety B2 健康與安全	B3 Development and training B3 發展及培訓
Employee rights and benefits 員工權益 Employee activities 員工活動 Equal opportunity 平等機會	Safe production 安全生產 Physical and mental health of employees 員工身心健康	Employee trainings 員工培訓
B4 Labor standard B4 勞工準則	B5 Supply chain management B5 供應鏈管理	B6 Product responsibility B6 產品責任
Prohibition in child and forced labor 禁止童工和強制勞工	Supplier Management 供應商管理	Product quality 產品質量 Customer service 客戶服務 Advertisement content 廣告內容
B7 Anti-corruption B7 反貪污	B8 Community investment B8 社區投資	
Anti-corruption 反貪污	Community investment 社區投資	

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A ENVIRONMENTAL SUSTAINABILITY

Guided by the motto of sustainable development, we are devoted to creating a sustainable future for our next generation. To achieve this, the Group goes beyond the minimum requirement of adhering to all applicable legal and environmental standards, and continues to put forth dedicated efforts toward aligning our commitments with regional government's environmental targets and programmes on emissions, energy, water, material use and waste management. Throughout the years, the Group has also been active in helping to raise public awareness about climate change and environmental issues by supporting various initiatives.

AI Emissions

The Company bears in mind the corporate responsibilities of sustainable development. All projects of the Group are complied with the Environmental Protection Law of the PRC (中華人民共和國環境保護法), Law of the PRC on Environmental Impact Assessment (中華人民共和國環境影響評價法) and related regulations, as well as specific regulations released by regional governments.

Before the start of each projects, the project company will make respective evaluation reports such as Environmental Impact Report (建設項目環境影響報告) and Environmental Acceptance Report (項目工程環境驗收報告書) to regulate the construction contractors in relation to the noises created by construction machineries, exhausted gas emitted from various construction machineries and transportation vehicles, organic emissions generated during decorations and renovations, wastewater generated from operation at construction sites, solid wastes generated at construction sites, energy consumption at construction sites, and household garbage and domestic wastewater generated by construction contractors, etc.

A 環境的可持續性

集團秉持可持續發展的理念，致力為我們的下一代創造一個可持續發展的未來。為了實現這個目標，集團除了遵守所有相關法律和環境標準的基本要求，更加重視在排放、能源、水、材料使用及廢物等方面的管理，以配合地方政府的環保目標及計劃。同時，集團多年來亦積極支持各類環保活動，以提高大眾對氣候變化及環境問題的關注。

AI 排放物

在開發的過程中，公司謹記企業對可持續發展的承擔，並在《中華人民共和國環境保護法》及《中華人民共和國環境影響評價法》等相關法律和地方政府法規架構下進行集團所有工程建設和項目開發。

項目公司在各地的項目開始前，皆會製作環境相關的評估報告表，如《建設項目環境影響報告》和《項目工程環境驗收報告書》，以規範施工單位對各類施工機械所發出的噪音、各類施工機械及運輸車輛所排放的廢氣、裝修及翻新時產生的有機廢氣、建築工地所產生的廢水、施工中所製造出來的固體廢物、建築工地的能源消耗及施工單位的生活垃圾及污水等。

A1.1 Dust

Dusts from construction sites are mainly generated during the process of foundation works. Dust emissions can mainly be attributed to wind and kinesis. Construction materials such as sands and cements stored outdoor are easily picked up by wind in dry and windy weather. In addition, dusts are generated by external force in particular the construction trucks and machineries during the process of excavation and soil loosening. In practical, the volume of dusts are correlated with humidity, road condition, speed of vehicles and wind velocity. The Group complies with the Prevention and Control of Atmospheric Pollution Law of the PRC (中華人民共和國大氣污染防護法) and Integrated Emission Standards for Air Pollutants (大氣污染物綜合排放標準) to minimize the environmental impacts of dust generated in construction process. The Group also encourages the construction contractors to comply with related regulations and adopt the following measures:

- Construction sites should be fully enclosed, and road surfaces at construction sites should be fully hardened;
- Certain level of humidity should be maintained during the excavation and drilling process by watering the operation surface; watering should be carried out regularly on loose and dry soil at construction sites; and proper watering should be carried out on dry surface of soil when backfilling the soil, in order to prevent the creation of dusts;

A1.1 揚塵

項目施工時所產生揚塵，主要集中在基礎土建造工階段。造成揚塵的原因可分為風力起塵和動力起塵，其中風力起塵主要由於天氣乾燥及大風吹起露天堆放的建材（如黃沙、水泥等）及裸露的施工區表層浮塵；而動力起塵，主要是在建材的裝卸、攪拌過程中，由於外力而產生的塵粒再懸浮而造成，其中施工及裝卸車輛造成的揚塵最為嚴重。一般情況下，揚塵量的大小與天氣乾燥程度、道路路況、車輛行駛速度、風速大小有關，集團在這方面嚴格的遵守《中華人民共和國大氣污染防護法》及《大氣污染物綜合排放標準》，並依照相關規範去督促施工單位採取以下措施來減輕揚塵之影響：

- 施工現場全面圍蔽，工地路面實行全面硬化；
- 開挖和鑽孔過程中，灑水使作業面保持一定的濕度；對施工場地內鬆散、乾涸的表土，經常灑水防止揚塵；回填土方時，在表層土質乾燥時適當灑水、覆蓋，防止有揚塵；

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- Dedicated locations should be set up with enclosure for the stacking and storing of building materials, and misplacements should not be allowed. Unwanted residual materials should be transported away as soon as possible, and accumulation of such wastes should not be allowed. Sand and soil at construction sites should be covered at all times when they are not in use;
- During the process of demolition, watering should be made to suppress dusts;
- Car wash facilities and ground surface water trenches should be set up at the entrances and exits of construction sites for rinsing of transportation trucks. Transportation trucks should be rinsed thoroughly before leaving the construction sites to reduce dirt carried by the vehicles and chassis from scattering on the roads. Soil scattered on the roads should be removed immediately to reduce the creation of dust during operation; and
- Ready-mix concrete must be used for construction projects located on both sides of the roads or within designated areas. In order to reduce dust pollution, concrete mixers should not be installed at construction sites.
- 設置建築物料專用堆放場所，採用圍隔堆放處理，不准亂堆亂放。不需要的建築材料和棄渣必須及時運走，不長時間堆積。工地沙土不用時需覆蓋；
- 進行清拆建築時，拆除工程需灑水壓塵；
- 在施工出入口設置洗車平台及沉澱池；出工地車輛需沖淨車輛車身後方可駛出工地，減少車輛、底盤等攜帶泥土散落路面。對運輸過程中散落路面上的泥土及時清掃，以減少運行過程中的揚塵；及
- 在市區道路兩側和規定範圍內的建設工程必須使用預拌混凝土，不在施工現場設立混凝土攪拌機攪拌。

A1.2 Noise

Construction noises are created by various construction machineries, including foundation piling machines, excavators and bulldozers. Noises are also generated by various types of machineries which are used for decoration and renovation. These machineries include drills, collecting machines, cutting machines and electric saws. The Group complies with the Law of the PRC on the Prevention and Control of Noise Pollution (中華人民共和國噪聲污染防治法) to reduce the impacts of noise placed on the surrounding environment through ensuring that the boundaries of the construction sites meets the requirements of the national Emission Standard of Environment Noise for Boundary of Construction Sites (建築施工場界環境噪聲排放標準). The Group required construction contractors to adopt the following measures in reducing the impact of such noises generated by construction machineries:

- Traditional percussive piling process using steam and diesel are prohibited during foundation works. Instead, construction process with less noise and less pollution are adopted such as drilling pile and hydrostatic pile;
- The majority of construction process are prohibited during non-working hours, noontime and nighttime. Any extension of operating hours due to special circumstances must be reported to and approved by the relevant authorities;
- For any construction process in which high noise-level operation are expected, proper temporary shielding should be installed as an integrated measure; and
- The entrances and exits for construction trucks at construction sites should be arranged at places away from sensitive areas, such as government properties and residential areas.

A1.2 噪音

施工噪音主要來自各種大型施工器械如打樁機、挖土機、推土機等。此外，在進行室內裝修時，噪音主要來自各種鑽機、收集機、切割機、電鋸等裝修機械。集團遵守《中華人民共和國噪聲污染防治法》，以減少其對周圍環境的影響，使施工場地邊界線達到《建築施工場界環境噪聲排放標準》的要求，集團督促施工單位採取以下措施來減輕由施工機械造成的噪音之影響：

- 在基礎建設期間禁止使用蒸汽、柴油等傳統撞擊式打樁機，轉而選用鑽樁、液壓靜力樁等低噪音低污染的施工方式；
- 項目大部分施工程序禁止在作息時間、中午及夜間進行，因特殊需要延續施工時間的，必須報有關部門批准；
- 高噪音施工期間應對施工範圍附近採取臨時性移動聲屏障措施；及
- 施工運輸車輛進出場地應安排遠離敏感區域，例如政府產業和住宅區。

A1.3 Exhausted Gas

Exhausted gas is mainly emitted by various construction machineries and transportation vehicles during construction process, as well as organic emissions generated during decorations and renovations. Exhaust gases emitted by various kinds of construction machineries are mainly sulfur dioxide (SO₂), nitrogen oxide (NO_x) and hydrocarbons. Organic air emissions are mainly toxic gases which vaporized from various paints and coatings on plywood boards, fine wood boards, medium-density fiberboard and particle boards. These toxic gases include formaldehyde, benzene, ester, ethanol, radon, polyvinyl chloride, ethyl benzene and polycyclic aromatic hydrocarbons. The Group complies with the Prevention and Control of Atmospheric Pollution Law of the PRC (中華人民共和國大氣污染防護法) to minimize the environmental impacts of exhausted gases generated from construction. The Group also encourages the construction contractors to adopt the following measures:

- Machineries should be turned off when idle to reduce generation of exhaust gas from combustion;
- During the construction process, the use of disposed building materials as fuel is strictly prohibited; and
- Environmental friendly material should be used during decorations and renovations as to reduce the emission of formaldehyde.

A1.3 廢氣

施工廢氣主要為項目施工時各類施工機械及運輸車輛所排放的廢氣，以及裝修及翻新時產生的有機廢氣。此類廢氣主要成分為二氧化硫(SO₂)、氮氧化物(NO_x)和碳氫化合物。有機廢氣主要來源於裝修過程中使用的膠合板、細木板、中密度纖維板、刨花板上的各油漆塗料等發揮的有毒氣體，其成分主要為甲醛、苯、酯、醇、氫、聚氯乙烯、乙苯、多環芳烴等。為使施工過程中所產生的廢氣對周圍環境空氣的影響降低到最小程度，集團遵守《中華人民共和國大氣污染防護法》，同時，集團亦督促施工單位採取以下防護措施：

- 各類施工機械在不工作時應停止運行，減少其產生的燃料廢氣；
- 施工過程中，嚴禁將廢棄的建築材料作為燃料燃燒；及
- 室內裝修應盡量使用環保裝修材料，從源頭減少甲醛廢氣的排放。

A1.4 Greenhouse Gases

The Group has placed great concerns on various energy consumption indicators. In addition to the compliance of the PRC's energy efficiency standard, the Group strives to achieve the Assessment Standard for Green Building (綠色建築評價標準) issued by the PRC Government to improve energy efficiency. In order to avoid over-consumption of energy and to reduce the emission of greenhouse gases, the Group put efforts on saving energy, water, space and materials during the development and operation of projects. Please refer to "A2 Use of resources" and "A3 Environment and natural resources" below for details of the relevant measures adopted.

A1.4 溫室氣體

集團十分重視能源使用的各項指標，在遵守各項國家節能標準的基礎上，以國家政府頒佈的《綠色建築評價標準》為努力的方向，進一步提高能源效能，從細節上減少浪費，將節能、節水、節地、節材引入到項目開發和運營以及集團日常辦公管理中，避免過度耗能，減少溫室氣體的排放，進而為環境保護作出更大的貢獻。具體舉措詳見下文「A2資源使用」和「A3環境及天然資源」章節中的描述。

Emissions of Vehicle Exhaust 車輛廢氣排放	Unit 單位	Emissions in 2018 2018年排放量
NOx Emissions 氮氧化物(NOx)排放量	Kilogram 千克	Approximate 2,700 約2,700
SOx Emissions 二氧化硫(SOx)排放量	Kilogram 千克	Approximate 10 約10
Particles Emissions 顆粒物排放量	Kilogram 千克	Approximate 240 約240
CO ₂ Emissions 二氧化碳排放	Unit 單位	Emissions in 2018 2018年排放量
Emissions From Electricity Consumption 用電產生的二氧化碳排放當量	Tonne 噸	Approximate 20 約20
Emissions From Processing Scrap Paper 處理廢紙產生的二氧化碳排放當量	Tonne 噸	Approximate 240 約240
Emissions From Processing Sewage 處理污水產生的二氧化碳排放當量	Tonne 噸	Approximate 280 約280

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A1.5 Wastewater

Our discharges into water mainly include wastewater generated from office operations and construction sites. When dealing with wastewater which generated in offices, the Group strictly complies with the Wastewater Quality Standards for Discharge to Municipal Sewers (污水排入城鎮下水道水質標準) in directing all discharges into municipal sewage. Wastewater discharged from construction sites mainly include muddy water, wastewater from rinsing the cement system, cooling water of machineries and wastewater from rinsing of ground surface. In general, the pH value of wastewater is within the range of 6~8, SS within 1000~6000 mg/L and petroleum of around 15 mg/L. Pollution is generated mainly from suspended solids (SS), dichromate chemical oxygen demand index (CODCr), biochemical oxygen demand indicator (BOD5) and ammoniac nitrogen indicator (NH₃-N) in the wastewater. The Group complies with the Law of the PRC on the Prevention and Control of Water Pollution (中華人民共和國水污染防治法) to minimize the pollution generated during constructions so that the discharging of wastewater is in compliance with the requirements set out in the Integrated Wastewater Discharge Standard (污水綜合排放標準) released by the PRC Government. To reduce discharges into water, the Group has adopted the following preventive measures:

- Construction contractors shall strictly follow the Construction Organization Design (施工組織設計) and Special Plan for Construction Safety (安全文明施工專項方案) as reviewed and approved by the Company and the project supervisors, formulate design plans for the discharge of surface water, and prohibit unorganized discharge, pollution to roads and the environment, or flooding to the municipal facilities;

A1.5 廢水

集團向水的排污主要來自於辦公室營運產生的生活廢水以及施工現場的施工廢水。對於辦公室產生的廢水，集團嚴格按照《污水排入城鎮下水道水質標準》排入市政污水管道進行統一處理。施工廢水主要包括泥漿水、混凝土系統沖洗水、機械設備運轉的冷卻水和地面沖洗廢水。一般施工廢水pH值約為6~8，SS約1000~6000 mg/L，石油類15 mg/L，主要污物包含水質中懸浮物(SS)、重鉻酸鹽指數(CODCr)、生化需氧量(BOD5)、廢水中氨氮含量指標(NH₃-N)。集團遵守《中華人民共和國水污染防治法》，為使施工過程中產生的廢水影響降低至最小程度，施工地污水排放符合國家標準《污水綜合排放標準》的規定，集團已採取以下防護措施：

- 工程施工期間，施工單位嚴格執行集團制定的《施工組織設計》和《安全文明施工專項方案》，對地面水的排放進行設計項目，嚴禁亂排、亂流污染道路及環境或淹沒市政設施；

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- Wastewater generated during foundation piling work must be treated immediately through dredging and discharge management. Pollutants in wastewater generated from washing and rinsing machineries and construction vehicles are mainly suspended solids, for which rinsing and washing facilities should be set up at designated locations. Surface water ditches should be directed to temporary sedimentation tanks to allow suspended solids in wastewater to sediment. After sedimentation, wastewater can then be recycled for use to reduce the Group's use of clean water;
- Muddy water generated during operation and sludge by punching pile drivers and bored piles must not be discharged without treatment and must not pollute the scene and the surrounding environment. Temporary settling basins should be set up at backfill dumps and at locations where sludge is produced. Rainwater containing sediments and muddy water should only be discharged after sedimentation in settling basins to remove floating specks and reduce sediments concentration so as to prevent any sewer blockage;
- Provide temporary public toilets. Sewage can be discharged only after it is properly processed by the septic tank; and
- Establish wastewater diversion canals, wastewater collection pond, grit chamber and other preventive facilities.
- 及時處理打樁基礎作業產生的污水，要注意攪好疏導、排放管理；施工機械設備沖洗和施工車輛沖洗廢水中主要污染物懸浮物，應指定施工機械設備沖洗場地並設置地面水槽引至臨時沉澱池以便廢水中懸浮物沉澱，污水經沉澱後便可循環利用，以減集團清水的用量；
- 施工時產生的泥漿水及沖孔鑽孔樁產生的泥漿未經處理不能隨便排放，不能污染現場及周圍環境。另外，在回填土堆放場、施工泥漿產生點應該設置臨時沉沙池。含泥沙雨水、泥漿水應該經沉沙池沉澱後就近排入市政雨水管系統，去除其中的漂浮物，減少污水中泥沙含量，以防造成下水道堵塞；
- 提供臨時公廁，污水收集後經化糞池妥善處理後，才可排出；及
- 建立廢水導流渠、廢水收集池、沉砂池及其它防治設施。

A1.6 Solid Waste

The Group's solid wastes include harmless wastes generated in offices and at construction sites. Wastes generated in offices are daily garbage which is associated with the social and economic development, as well as enhancement in living standard. All wastes generated in offices are handled and recycled through the Group's property management office. Solid wastes generated at construction sites mainly consist of silt, muck, wasted construction materials, household waste from workers and wastes generated from renovation. Wastes generated from renovation include mortar surface cement wastes, packaging materials, scrap metal wire, sawdust, and various hazardous wastes, such as wasted oil drums, wasted plastic cloth, wasted chemical materials and its respective packaging materials, and wasted asbestos. The Group complies with the PRC Law on the Prevention and Control of Environmental Pollution by Solid Wastes (中華人民共和國固體廢物污染環境防治法) to reduce the pollution from solid wastes generated during construction process, and the Group has required the construction contractors to adopt the following measures:

- Different types of solid wastes generated from construction should be collected and handled separately;
- Domestic waste should be disposed regularly after collection;

A1.6 固體廢物

集團的固體廢物包括辦公室產生的無害廢棄物和施工現場的施工固體廢物。辦公室產生的廢棄物屬於城市生活垃圾，其隨著社會、經濟的發展，生活水準的提高而發生變化。一般而言，所有辦公室廢棄物由集團物業管理辦公室統一回收處理。施工現場的施工固體廢物包括建築工地產生的大量淤泥、渣土、施工剩餘廢物料及施工人員產生的生活垃圾和裝修產生的水泥沙漿抹面、軟包裝、廢電線金屬、木屑等無害廢棄物以及廢油桶類、廢塑膠布、廢化工材料及其包裝物、廢石棉類等有害廢棄物。集團遵守《中華人民共和國固體廢物污染環境防治法》，以減少施工期間產生的固體廢物的堆放及運輸過程中對環境的影響，集團同時督促施工單位採取如下措施：

- 將施工期間所產生的固體廢物運往指定的地點堆放和分類處理；
- 生活垃圾經收集後定期清理；

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- Only proper quantities of residual mud should be loaded to transportation trucks to ensure no spillage nor flying dusts during transportation. Wastes should only be dumped to landfill sites designated by the relevant authorities;
 - Wastes such as brick rubbles can be treated through the general piling method. Wastes that can be reused, such as wood and bamboo, should be recycled for the conservation of resources;
 - Dump sites selected should not occupy farmlands or be placed close to rivers or reservoirs. They should be located in low-lying areas, with diversion ditches set up at upstream of the dump sites; and
 - All hazardous wastes should be handled and transported by waste recycling companies approved by the government.
- 裝運餘泥要適量，確保沿途不灑漏，不揚塵；並運到有關部門指定的填埋場地堆放，嚴禁亂倒亂卸；
 - 對磚塊瓦礫等廢物，可採用一般堆放方法處理，對可再利用的廢料，如木材、竹料等，應進行回收利用，以省資源；
 - 選擇棄土場不佔用農田，也不靠近江河和水庫，選擇在山坳或低窪地帶；棄土場的上游要設置導流溝；及
 - 對有害廢棄物，由經政府部門批准的廢物回收公司統一進行運輸和處理。

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A2 Use of Resources

A2 資源使用

Energy Consumption 能源消耗量	Unit 單位	Consumption in 2018 2018年消耗量
Total Electricity Consumption 總耗電量	Kilowatt per Hour 千瓦時	Approximate 16,600,000 約 16,600,000
Total Gasoline Consumption 汽油消耗總量	Tonne 噸	Approximate 360 約 360
Total Diesel Oil Consumption 柴油消耗總量	Tonne 噸	Approximate 20 約 20
Total Towngas Consumption 煤氣消耗總量	Cubic Meter 立方米	Approximate 11,250 約 11,250
Total LPG Consumption 石油氣消耗總量	Cubic Meter 立方米	Approximate 6,000 約 6,000
Total Energy Consumption of Standard Coal 折合標準煤能源消耗總量	Tonne 噸	Approximate 2,400 約 2,400
Total Water Consumption 總耗水量	Cubic Meter 立方米	Approximate 658,000 約 658,000

The Group emphasizes the impact of its projects to the social environment and living standards of human beings. From the choice of building materials to the layout of project designs, the Group's projects are humanized and accommodate to the natural environment in minimizing the use of resources (in terms of energy, space, water and building materials), protecting the environment and reducing pollution, so as to provide its residents with a healthy, comfortable and highly efficient space, and buildings that stand harmoniously with the nature.

集團十分重視各項目的環境在社會發展和人居水平中的重要作用，從建築材料的選擇到項目設計的安排都充分體現了毅德項目的人性化和自然協調性，最大限度地節約資源（節能、節地、節水、節材）、保護環境和減少污染，為人們提供健康、適用和高效的使用空間，與自然和諧共生的建築。

The Group has been infusing this environmental protection concept into its ongoing construction projects, imposing strict control on these construction projects to ensure adherence to the relevant construction regulations. The overall designs of all ongoing projects of the Group aim to accommodate the surrounding natural environment and fully utilise the local natural resources. Constructions should be sustainable, eco-friendly and integrated with the nature, with high energy efficiency, and should not harm the local eco-system. The interior design of buildings under construction should fully utilise daylight to save energy. Buildings should bring a sense of proximity to the nature and provide a healthy living environment to their residents. By controlling and reducing the exploitation and destruction of the natural environment, the Group's endeavours to strike a balance between taking from and giving to the natural environment. To better protect the environment and optimise the use of resources, the Group has adopted the following measures:

A2.1 Measures of Energy Conservation

- Construction plans are designed based on the PRC's energy efficiency standards for buildings, with an energy efficiency review report issued by local authorities;
- Structural forms, architectural orientations, spacing between buildings and proportion of windows to exterior wall space are designed to utilize the natural conditions of the venues, so that residents can enjoy adequate sunlight, ventilation and lighting. Shading facilities are installed as necessary;
- Street lights and the lights installed at stores use LED lights with time or light control;

集團將這種企業理念實踐在集團的在建項目之中，對於各在建項目均有嚴格的管控措施，在項目施工過程中，嚴格執行國家有關建築施工的相關規定。所有在建項目的整體設計要符合當地自然環境狀況，同時能充分利用當地環境自然資源，並且不破壞當地環境基本生態平衡和保持建築整體外形美觀。在建築體內部設計方面注重整體佈局，充分利用陽光，節省能源，為居住者創造一種接近自然的感覺、健康的居住環境，盡可能地控制和減少對自然環境的使用和破壞，充分體現向大自然的索取和回報之間的平衡。為保護環境及優化資源使用，集團採取以下措施：

A2.1 節能措施

- 施工圖採用國家建築節能標準進行設計，並取得當地主管部門出具的節能審查報告；
- 利用場地自然條件，合理設計建築體形、朝向、樓距和窗牆面積比，使住宅獲得良好日照、通風和採光，並根據需要設遮陽設備；
- 室外路燈和賣場光源採用LED光源，設計分時控制及光電控制；

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- Make full use of solar, geothermal and other renewable energy resources according to local climates and resources conditions;
 - Make use of natural lighting and ventilation (directly or indirectly from entrances and exits, open yards, side windows, skylights and other parts) in the underground area;
 - Adopt insulation design for exterior walls and roof surface; and
 - Ensure the design of buildings meets the requirement of indoor and outdoor sunlight, and ventilation set out in the Code for Planning and Design on Urban Residential Areas (城市居住區規劃設計規範).
- 根據當地氣候和資源條件，充分利用太陽能、水資源、地熱能等可再生能源；
 - 地下空間直接或間接利用出入口、天井、側窗、天窗等部位進行自然採光通風；
 - 採用保溫牆體及屋頂隔熱節能設計；及
 - 園區建築佈局保證室內外的日照環境、採光和通風的要求，滿足載於現行國家標準《城市居住區規劃設計規範》中有關住宅建築日照的標準要求。

A2.2 Measures on Water Conservation

- Water system planning should be devised at the project planning stage in order to coordinate, oversee and integrate various water resources;
 - Indoor pipes are made of stainless steel to avoid corrosion which would do harm to water resource;
 - Municipal supplied water and groundwater should not be used for providing water to landscape. Circulating water supply systems should be used for landscape purpose;
- 在方案、規劃階段制定水系統規劃方案，統籌、綜合利用各種水資源；
 - 室內給水管採用不銹鋼管，避免鏽蝕影響水資源；
 - 景觀用水不應採用市政供水和自備地下水供水，景觀水應設置循環供水系統；

A2.2 節水措施

- When using non-traditional water sources, such as recycled water, water safety measures should be taken to ensure that there is no adverse effect to human health and the surrounding environment;
 - Properly design rainwater runoff channels on ground surface and on roof tops to reduce surface runoff, and adopt various methods of infiltration to increase rainwater infiltration;
 - Non-traditional water sources such as recycled water and rainwater are used for non-potable purposes such as greening the city and car wash;
 - Adopt high efficiency and water conserving irrigation methods such as sprinkler irrigation and micro irrigation; and
 - Use water-saving appliances and equipment.
- 使用非傳統水源如再生水時，應採取用水安全保障措施，以確保對人體健康與周圍環境沒有產生不良影響；
 - 合理規劃地表與屋面雨水徑流途徑，降低地表徑流，採用多種滲透措施增加雨水滲透量；
 - 綠化用水、洗車用水等非飲用水採用再生水、雨水等非傳統水源；
 - 環境綠化採用噴灌、微灌等高效節水灌溉方式；及
 - 採用節水器具和設備。

A2.3 Measures on Material Conservation

In selection process of construction and renovation materials, the Group strictly complies with related technical indicators and national standards, such as the Indoor Decorating and Refurbishing Materials-Limit of Formaldehyde Emission of Wood based Panels and Finishing Products (室內裝飾裝修材料人造板及其製品人甲醛釋放限量), Limit of Ammonia Emitted from the Concrete Admixtures (混凝土外加劑中釋放氨的限量), Limit of Radionuclides in Building Materials (建築材料放射性核數限量), etc. The Group puts efforts in minimizing the volume of toxics so as to protect the health of the clients and as well avoid the adverse impact placed to the environment.

A2.3 節材措施

在選定建築與裝修的材料的過程中，集團嚴格遵照國家相關的技術指標及規定，包括《室內裝飾裝修材料人造板及其製品人甲醛釋放限量》、《混凝土外加劑中釋放氨的限量》、《建築材料放射性核素限量》等規章，將建築材料中有害物質含量降至最低，不只保障客戶的健康，也避免了對環境的不良影響。

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- The architectural designs should be simple, and free from large amount of decorative elements;
 - Encouraging the use of eco-friendly building materials such as aerated block;
 - Ready-mix concrete should be used for purpose of in situ concrete;
 - High-performance concrete and high-strength steels should be used as structural building materials;
 - The solid residual wastes resulted from construction work, old building demolition and site clean-up should be classified for different treatments, and materials which can be reused should be recycled and reused; and
 - Use self-insulation wall materials for buildings' exterior and lightweight hollow wall for the interior.
- 建築造型要素簡的，無大量裝飾性構件；
 - 鼓勵使用加氣塊等環保建材；
 - 現澆混凝土採用預拌混凝土；
 - 建築結構材料應採用高性能混凝土、高強度鋼；
 - 應將建築施工、舊建築拆除和場地清理時產生的固體廢棄物分類處理，並將其中可再利用材料回收和再利用；及
 - 建築外牆採用自保溫牆體材料，內牆採用輕質空心牆板。

A2.4 Eco-friendly Working Environment

- Depleted ink cartridge and office equipment should be recycled and disposed by administrative department and must not be dropped randomly;
 - Purchase energy saving office equipment and machineries such as those air-conditioners with level 1 or level 2 Chinese Energy Efficiency Label (中國能效標識); and
 - Make the best use double-sided printing to avoid the waste of paper.
- 廢棄的墨水盒及辦公設備交由行政部門統一回收處理，不得隨意丟棄；
 - 盡量選購省電節能的電器與設備，如使用有中國能效標識等級一和等級二的高能效，低能耗空調；
 - 盡量使用雙面打印，以減少紙張的浪費。

A2.4 綠色辦公環境

A3 Environment and Natural Resources

The Group understands that business and project development place significant impact, directly and indirectly, on environmental resources, in particular land resources. Although the Group emphasizes on the smooth development of the business, it understands the importance of environmental protection. As a result, the Group put efforts on balancing the both mentioned issues. Environmental evaluation is conducted by construction contractor prior to the start of projects. Also, the design of project proposal should be carried out in matching the eco-system of the region in order to minimize overdevelopment and enhance the allocation of social resource. In the meanwhile, the Group has adopted the following measures to maintain and protect the environment:

- The water and soil conservation proposal should be made following the Control Standards for Soil and Water Loss on Development and Construction Projects (開發建設項目水土流失防治標準);
- Construction should not bring destructions to local heritage, natural water system, wetland, farmland, forest and other reservation area;
- Drainage ditches and eco-friendly parking lots should be built around the main construction site;
- Botanical colony with diversified species of plants based on local climates and distribution of plants should be built to repair the vegetation of the region after the completion of the project;
- Adopt native landscaping by planting appropriate native plants that are accustomed to the local climate and soil conditions. The preferred choices are those that require little maintenance, are resistant to extreme weather conditions and pests, and not harmful to human health;

A3 環境及天然資源

集團明白在業務的發展和項目的開發上勢必會對環境資源產生直接或間接的影響，其中對土地資源影響最大。雖然集團非常重視業務是否能順利的拓展，但也明白環境保護的重要性，所以集團致力於維持兩者的平衡，在開發項目開始前會先請施工單位做環境評估，且在開發方案的設計中盡量使所開發的項目與城市生態系統相容，因地制宜減少過度開發及優化配置社會資源，集團同時採取以下措施進行對環境的保持及維護：

- 編製水土保持方案應依據《開發建設項目水土流失防治標準》;
- 場地建設不破壞當地文物、自然水系、濕地、農田、森林和其他保護區;
- 在主體工程區，修築排水暗溝，建設生態停車場;
- 工程完畢後，根據當地的氣候條件和植物自然分佈特點，栽植多種類型植物，喬、灌、草結合構成多層次的植物群落，以完善植被的恢復;
- 種植適應當地氣候和土壤條件的鄉土植物，選用少維護、耐候性強、病蟲害少及對人體無害的植物;

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- The locations of construction sites should be free from threats such as floods, landslides and radon-containing soil. No sources of hazards such as electromagnetic radiation, fire, explosives and toxic substances should be found within the safe range of the construction sites;
 - The construction project should follow the topography; and
 - Reasonable development and utilization of underground area.
- 建築場地選址無洪澇災害、泥石流及含氡土壤的威脅。建築場地安全範圍內無電磁輻射危害和火、爆、有毒物質等危險源；
 - 建築場地結合舊有地形地貌設計；及
 - 合理開發利用地下空間。

B SOCIAL SUSTAINABILITY

BI Employment

BI.1 Overview of Human Resources

The Group values and cultivates employees, and constantly attracts outstanding talents from external sources based on advanced management philosophy and positive corporation culture. The Group strives to provide a platform for talents to fully exert their abilities and realize their value. The Group has formulated a set of human resources management policy and procedures to provide excellent working environment and a healthy and safe workplace for them to work and develop their strengths. The Group strictly complies with the Labor Law of the PRC (勞動法) and the Labor Contract Law (勞動合同法), and has constructed the Human Resources Process Management Manual (人力資源流程管理手冊) following related guidelines which enables employees to understand their own rights and benefits. The manual also sets out a fair and reasonable promotion system.

B 社會的可持續性

BI 僱傭

BI.1 人力資源概況

集團視人才為集團的珍貴資產，重視人才的選育用留，以先進精細的管理理念和積極向上的企業文化不斷吸引優秀人才加盟，努力為人才提供一個充分發揮才幹、實現價值的舞台。集團已制訂一套人力資源管理政策及程序，提供良好的工作環境及健康安全的工作場所，讓員工投入工作，盡展所長。集團嚴格遵守中國《勞動法》及《勞動合同法》，並在相關規範下編製了《人力資源流程管理手冊》讓員工了解自身的權利和福利，同時提供一個公正且合理的升遷管道。

The Human Resources Process Management Manual contains 20 sets of rules, including Operational Guidelines on Annual Human Resources Planning, Operational Guidelines on Recruitment Management, Operational Guidelines on Internal Recommendation Management, Operational Guidelines on Trainees and Interns Management, Operational Guidelines on Training Management, Operational Guidelines on Employee Incentive Management, Operational Guidelines on Employee Benefits, Operational Guideline on Remuneration Management, Operational Guidelines on Labor Contract Management, Operation Guidelines on Employee Turnover and Operational Guidelines on Attendance Management, covering recruitment and training, promotion, internal referral, performance appraisal, dismissal and compensation, working hours, paid leave and other benefits.

《人力資源流程管理手冊》包括：《年度人力資源規劃作業指引》、《招聘錄用管理作業指引》、《員工內部推薦管理作業指引》、《應屆生與實習生管理作業指引》、《培訓管理作業指引》、《員工獎懲管理作業指引》、《員工福利管理作業指引》、《薪酬管理作業指引》、《勞動合同管理作業指引》、《員工異動管理作業指引》、《考勤管理作業指引》等20項制度，其中涵蓋了招聘、培訓、升遷、內部競聘、業績考核、解僱及補償、工作時間、帶薪休假以及其他福利等範疇。

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B1.2 Team Profile

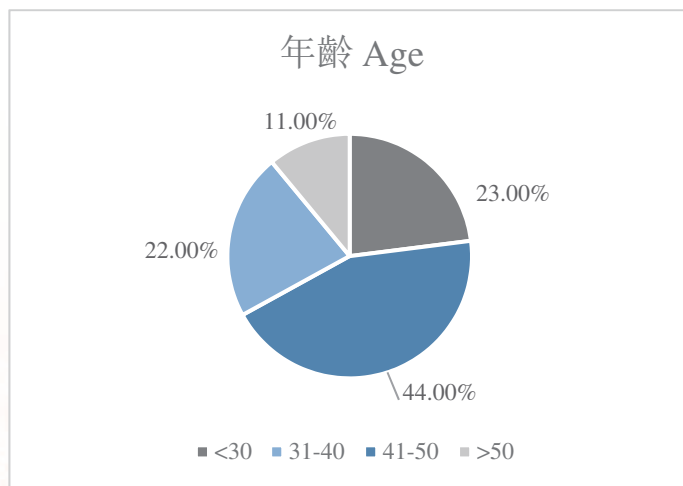
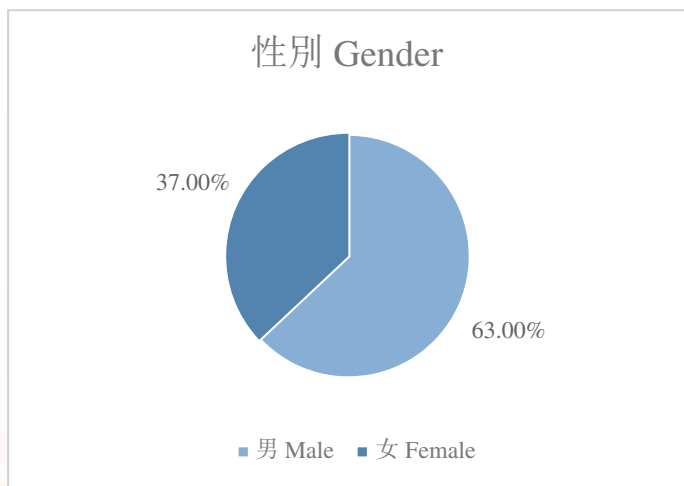
The Group uses different recruitment channels, fairly and justly, to hire talents from different nationalities, genders, ages and religions. The Group has 1,074 employees as at 31 December, 2018.

By gender, the male employees in the Group account for about 63% and the female employees account for about 37%. By age, the employees in the Group aged under 30, between 31-40, between 41-50 and above 50 account for about 23%, 44%, 22% and 11% respectively. Both genders enjoy equal opportunities and compensations, which will be fairly justified by business development and performance. We accept the equal guidance in the work between male and female employees: (i) in the course of recruitment, there is no discrimination with hiring the best candidates as per suitable vacancies; and (ii) we provide equal opportunities for candidates according to their capabilities and intentions in task assignment or job rotation but not by genders. Based on the business nature, the Group's male employees are slightly more than female employees.

B1.2 團隊情況

集團利用不同招聘渠道，公平公正地招募不同國籍、性別、年齡及宗教的人才。至2018年12月31日，集團共聘用員工1,074人。

按員工性別分類，集團男性員工佔約63%，而女性員工佔約37%。按員工年齡分類，集團30歲以下員工佔約23%，31至40歲佔約44%，41至50歲佔約22%，50歲以上員工佔約11%。我們認為男女員工之間的機會及待遇平等，屬公平公正並促進良好業務發展及更佳表現。我們認可男女員工間工作中的平等指引：(i) 招聘過程中不存在歧視，以就適當的空缺錄取最佳候選人；及(ii) 分派任務或調配崗位時根據候選人的才能及意願而非按管理層的性別先入為主的觀念為候選人提供平等的機會。基於業務性質，集團男性員工稍多於女性員工。



B1.3 Recruitment and Departure Management

Recruitment of the Group's employees is in accordance with the Operational Guidelines on Recruitment Management (招聘管理作業指引) and in compliance with the requirements of the relevant labor regulations at national and regional levels, and strictly restricting child labor and forced labor. The Group strictly complies with the above regulations during the Year and reviews its recruitment practices from time to time to prevent potential non-compliances. The Group strives to ensure that the entire recruitment process complies with relevant laws and regulations, and employees are required to truthfully complete the application forms upon entries, with their personal particulars (including copies of documents, such as resume, identity documents, academic certificates, proof of qualifications, title certificates, business qualification certificates, work licenses, driver's license, original copy of proof of departure from previous employments, and career profile background files) verified by the human resources department before hiring. The Company would organize recruitment events for outstanding talents from the society.

B1.3 招聘錄用及離職管理

集團的員工招聘按《招聘管理作業指引》執行，並完全符合相關國家和地方勞動法規要求，嚴格限制童工或強迫勞工。集團年內嚴格遵守上述法規，並不時檢討集團的僱用實務，以防止潛在違規事宜。員工入職時必須如實填寫《職位申請表》，個人資料(包括個人簡歷；身份證、學歷證、學歷驗證證明、職稱證、從業資格證、上崗證、駕駛證等證件複印件；離職證明原件、職業背景調查檔等)錄用前已獲人力部門覆核，務求整個招聘合法合規。公司適時對社會優秀人才進行招募活動。

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In addition, to ensure that its future middle to senior level work force are equipped with compound skills necessary for its development, the Group has launched the “Hydoo’s Apprentices” scheme by recruiting excellent graduates from key colleges and universities since 2015. Through various types of training for “Hydoo’s Apprentices”, such as internship rotation of different positions, mentoring, on-the-job practice and project experience, outstanding graduates are provided with comprehensive training.

The departure of the Group’s employees complies with the Group’s Operation Guidelines on Staff Internal Transfer (員工異動管理作業指引), which regulates how resignation, and discharge and termination of labor contract are handled, and is in compliance with the PRC Labor Contract Law (中華人民共和國勞動合同法), the Labor Law (中華人民共和國勞動法) and other relevant rules and regulations of the Company. In relation to resignation, the Group’s human resources department would arrange a departure interview, requiring the relevant staff to complete the Staff Departure Survey (員工離職調查問卷表) and the Departure Interview Record (離職訪談記錄表) before and after the interview for filing and analysis, and for the human resources department to optimize human resources management decisions.

In the reporting period, the Group has 430 departing employees, among which, male employees account for about 60% and female employees account for about 40%. By age of the departing employees, the employees in the Group aged under 30, between 31-40, between 41-50 and above 50 account for about 33%, 45%, 16% and 6%.

除此之外，為培養企業未來發展所需的中高級複合型生力軍，集團自2015年正式啟動「得毅門生」計劃，在各重點高校招聘優秀應屆畢業生，通過對「得毅門生」的實習輪崗、導師輔導、在崗實踐、項目歷練等多種方式結合，全面培養優秀應屆畢業生，為公司增加年輕新力軍及注入新動力。

集團員工的離職按照公司制定的《員工異動管理作業指引》，規範了辭職、解除勞動合同、勞動合同終止三種情形的處理方式，均遵循《中華人民共和國勞動合同法》、《中華人民共和國勞動法》以及公司的相關規章制度。針對集團員工主動辭職的情形，集團人力部門會安排對辭職人員作離職訪談，訪談前填寫《員工離職調查問卷表》以及訪談後填寫《離職訪談記錄表》，並進行存檔和分析，供人力部門後續優化人力資源管理決策。

報告期內集團離職員工共430名，其中男性員工佔約60%，而女性員工佔餘下約40%。按離職員工年齡分類，集團30歲以下員工佔約33%，31至40歲佔約45%，41至50歲佔約16%，50歲以上員工佔約6%。

B1.4 Working Hours and Holidays

The Group has formulated the Operational Guidelines on Attendance Management (考勤管理作業指引), regulating employees' working hours to the standard of 40 working hours per week. The Group advocates efficiency at work. Staff who are required to work overtime should complete and deliver the Application Form for Overtime Work (員工加班申請單). Upon approval, staff may apply for alternative leave. The Group's employees are entitled to national holidays, company holidays, annual leave, funeral leave, marital leave, maternity leave and sick leave.

B1.5 Remuneration and Benefits

In order to standardize the benefit management, build a sound benefit system, enhance team stability and cohesion, and stimulate the Group's sustainable development, the Group has established the Operational Guidelines on Employee Benefits (員工福利管理作業指引). The Group provides our employees "5 Insurances and 1 Pension", high-temperature subsidies, annual leaves, communication allowance, meal allowance, accident insurance, body check, and holiday allowance. In addition, the Company also adopted measures, such as distributing gifts and benefits and lengthening holidays, to further enhance the benefits system and its staff satisfaction.

The Group organizes salary surveying annually based on Operational Guidelines on Salary Management (薪酬管理作業指引) and the Group's development strategy to raise suggestions to the Company's salary level and structural adjustment, as well as to gather statistics.

B1.4 工作時數及假期

集團制定了《考勤管理作業指引》，執行員工每週工作40個小時的標準。集團提倡高效辦公，因工作需要而加班的員工需報送《員工加班申請單》，加班被批准後，員工可申請加班調休假。集團員工均享有國家法定假期、公司假日、年假、喪假、婚假、產假和病假等帶薪假期。

B1.5 薪酬與福利

集團為規範公司福利管理，建立完善的福利體系，提升員工隊伍的穩定性和凝聚力，促進集團持續穩定的發展，制定了《員工福利管理作業指引》，集團提供員工的法定福利為五險一金、高溫補貼、帶薪假期、通訊補貼、餐飲補貼、意外傷害保險、健康體檢、節日津貼等。除此之外，公司還會在節假日採取給員工發放豐厚物質福利及延長假期等措施，進一步完善福利體系，提升員工滿意度。

集團依據《薪酬管理作業指引》並搭配集團之發展戰略，每年會進行一次薪酬調查，對公司的薪酬水準和結構調整提出建議方案，並同時獲得統計調研資料。

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BI.6 Incentives and Praises

The Company has formulated a sound staff incentive mechanism. At the end of each year, the Company would assess its staff for their performance to select outstanding teams, managers and employees, who would receive commendations and bonuses in recognition of their contribution to the Company and of their efforts in jointly reaching the Company's goals. Throughout the year, the Company would also offer immediate promotion to staff with excellent daily performance and give commendation to staff from time to time in recognition of their handling of emergencies or as an award for their early fulfilment of targets, thereby encouraging other staff to contribute to the Company. In addition, the Company has adopted comprehensive incentive measures in light of its various businesses to fully mobilize the enthusiasm of the staff and ensure the Company's sustainable development.

BI.7 Employee Activities

To relieve employee's work pressure and enrich their pastime, the Group organized various staff activities during the reporting period, including the New Year banquet, group basketball matches, badminton matches, fishing matches, snooker matches, seasonal team-building events, Women's Day event, staff birthday parties, outdoors walks, hiking, fluorescent night runs and photography events, which offers our staff a platform to showcase their talents and enhance communication among themselves and between different centers and departments, and strengthen its staff's sense of belonging and team cohesion.

BI.6 激勵與表彰

公司有制訂一套完善的員工激勵機制，每年年終對員工當年的工作表現進行考核，選出優秀團隊、優秀管理者和優秀員工頒發嘉許狀及獎金以示獎勵，以表揚他們為公司作出的貢獻，共同向公司的目標邁進。於年內，公司亦會對日常業績優異的員工實時晉升，並不時對一些值得嘉許的團隊／員工工作出表彰，以讚揚其對突發事件的處理或其提前達成指標的獎賞，以激勵其他員工共同為公司努力。除此之外，公司針對各業務設置全方位的激勵措施，以充分調動員工積極性，保證公司業務的持續發展。

BI.7 員工活動

為了減輕員工們工作壓力和豐富員工業餘文化生活，集團在報告期內分別舉辦了：新春年會、集團員工籃球大賽、羽毛球大賽、釣魚比賽、桌球比賽、季度團隊建設活動、三八女人節活動、員工生日會、戶外拓展、登山、螢光夜跑、攝影等文體活動，為廣大員工提供展示自我的平台，增進協作單位員工之交流，促進集團各中心、部門之間的溝通，增強員工歸屬感及團隊凝聚力。

B2 Health and Safety

The Company strictly complies with national laws and regulations in the employee occupational health work. The Group has developed its occupational health guidelines to satisfy the needs of company and employees in accordance with national occupational health and safety standards (including OHSMS (職業健康安全管理體系), ISO 9000 (質量保證體系) and ISO 14000 (環境管理體系標準)), to prevent occupational diseases, protect workers' health, enhance employees' safety awareness and ensure safety at construction site. The Group has purchased accidental injury insurance for each employee in addition to social insurance purchased in accordance with the relevant regulations, offering its staff all-rounded protection. Furthermore, the Group arranges body-checking annually for all employees to help understanding their own health status and identifying potential health risks in advance in order to take timely medication or treatment.

The Company has complied with the Operation Guidelines on the Management of Construction Safety and Legitimacy (安全文明施工管理作業指引). Through prevention and control measures, the Company strives to reduce the probability of workplace accidents in construction projects, improve construction site environment, standardize safety management procedures and equip its workers with accident-handling knowledge. Project companies assess the management measures adopted by contractors, conduct independent patrolling, sample-checking and monitoring at construction sites, report to the relevant person-in-charge and the relevant contractors when problems are identified, and monitor the relevant rectification measures. The Group's projects management division monitors project companies' execution of safety management policies. The Company requires contractors to hold frequent trainings on safety education and techniques.

B2 健康與安全

公司在員工職業健康工作上嚴格按照國家法律法規執行，依照國家職業健康安全標準(包括《職業健康安全管理体系》OHSMS、《質量保證體系》ISO 9000和《環境管理系列標準》ISO 14000)建立企業職業健康準則，為預防職業病，保護勞動者健康，增強員工安全生產意識，確保建築工地安全，滿足企業和員工的需求。集團除按規定購買社會保險之外，公司為每一位員工均購買了意外傷害險，對員工進行全方位保障，而為了使員工的健康有更好的保障，集團每年會安排全體員工進行一次全面身體檢查，以了解自身健康狀況、希望及早發現疾病線索和健康隱患，才能及時的對症下藥或是治療。

公司有制定《安全文明施工管理作業指引》，通過預防及控制措施，減少項目施工過程中出現安全事故的機會率，改善施工作業現場形象及環境，規範施工安全管理過程和安全事故處理常識。項目公司按指引審核承包商編製的安全文明施工管理措施；對施工現場安全及文明施工各環節進行獨立巡檢、抽查和監控，發現問題及時通知監理和承包商，並監督整改落實。集團工程管理中心會監督項目公司的安全管理制度執行。公司會要求承包商建立安全教育培訓制度，進行經常性和季節性安全技術教育。

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The Group's projects management division has set up internal safety management teams to regularly inspect the safety and incident prevention measures on the sites of ongoing constructions, the results of which will be reported directly to the Company's management. During the Year, the Group has strictly complied with relevant laws, regulations and guidelines to prevent accidents from happening.

B3 Development and Training

To strengthen the Group's operation and to meet the needs in its business development, the Company has formulated systems including Operational Guidelines on Training Management (培訓管理作業指引), Operational Guidelines on Induction Training Management for New Employees (新員工入職培訓管理作業指引), Operational Guidelines on Position Mentoring (崗位導師管理作業指引), Operational Guidelines on In-service Immersion Management (在職深造管理作業指引), Operational Guidelines on Staff Internal Transfer (員工異動管理作業指引) and Operational Guidelines on Promotion Management (晉升管理作業指引) to train outstanding talents.

集團工程管理中心定期組織公司安全管理小組對在建工程的安防情況進行檢查，檢查結果報集團公司領導。集團年內嚴格遵守有關法規及指引，杜絕安全事故的發生。

B3 發展及培訓

為加強集團的經營管理及配合業務發展的需求，本公司制定《培訓管理作業指引》、《新員工入職培訓管理作業指引》、《崗位導師管理作業指引》、《在職深造管理作業指引》、《員工異動管理作業指引》及《晉升管理作業指引》等制度，以建設集團人才梯隊，培養優秀人才。

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The Group has placed great importance on the training and growth of its employees, giving them promotion potential in both technical and management directions. Every year, the Company would offer promotion to employees with outstanding performance. In principle, when there are vacancies, internal promotion will be considered first. Only a certain proportion of positions are reserved for external recruitment. At the end of each year, in light of its development plans and the actual needs of its various departments, the Company would formulate its annual training plans, including internal and external training. In the middle of each year, the Group will conduct reviews in light of the training operations, adjusting its training plans for the second half of the year. All training plans closely reflect changes in employees' working environment and aim to enhance their work efficiency. Trainings provided by the Group during the reporting period are as follows:

集團一直重視員工的培訓和成長，給予員工專業方向和管理方向兩個層面的晉升空間。每年，公司都會給表現優異的員工給予晉升。原則上，崗位空缺時，一般會優先考慮內部晉升／競聘，僅保留一定比例進行外部招聘。公司每年年底根據其發展計劃及各單位實際需求制定年度培訓計劃，包括內部培訓及外部培訓。年中根據培訓工作的開展情況作出檢討，調整下半年的培訓工作計劃。所有培訓計劃，目標在於密切反映員工工作環境的轉變，以加快員工的工作效率。報告期內，集團提供的培訓如下：

	Unit 單位	Internal Statistics for 2018 2018年內部統計數字
Total training hours of employees 員工總培訓時數	Hours 小時	Approximate 15,500 約 15,500
Average training hours per employee 員工平均培訓時數	Hours 小時	Approximate 14 約 14

Induction training for new employees. Such trainings mainly introduce the Company's development history, corporate culture, organization and structure, and rules and regulations to help new employees familiarize themselves with the Group's operation as soon as possible and improve their work efficiency. In addition to employee training, the Group would also assign a mentor to new employees to guide them through the Company's operation and management;

新員工入職培訓：主要介紹公司發展歷史、企業文化、組織架構、公司規章制度等等，使新入職員工盡快熟悉集團運作以提升其工作效率。除員工入職培訓，還為新進員工安排崗位導師，帶領新員工快速熟悉公司經營管理及運作模式；

Middle to senior level management training. The Group would regularly organize training classes for management staff at middle to senior levels every year, and hire professional lecturers to deliver. Through systematic learning, the classes can enhance the technical knowledge and management skills of the Group's employees at middle to senior levels, helping them become leaders with the ability to create commercial values;

中高級管理培訓：每年定期組建中高級管理人員培訓班，聘請專業講師，通過系統學習，提高集團中高管專業知識水平和管理能力，使其向具備商業價值創造能力的領導者轉變；

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Expansion training. The Group regularly conduct outdoor teambuilding expansion trainings, creating an effective and interesting platform through which communications between leaders and employees, and among employees themselves, can be enhanced;

External learning. To serve the objective of cultivating talents for the society, the Group regularly sends employees away on external learning to study the latest trends in the industry, broaden their horizons and enhance their skills;

“Yi Class”. It is the Group’s pocket mobile learning platform for its employees, enabling them to learn at any time anywhere. The Company can set the curriculum structure in light of its development strategies and its employees’ professional competence and, through the management and monitoring of the learning process, assist its employees in mastering the knowledge and skills necessary for their positions, in order to enhance the Company’s performance; and

Continuing education. In order to enhance their professionalism and qualifications, and eventually improve their comprehensive quality, the Company supports employees to pursue in-service studies through three channels, namely professional research and learning, education advancement and EMBA/MBA.

B4 Labour Standard

B4.1 Child and Forced Labor

We have regularly supervised the information related to employment to avoid violation of the labor laws and regulations. We strictly forbid any child labor and forced labor and prohibit the arrangement of underage workers for restricted work. All employees must conform to the legal working age and the human resources department will request the job applicants to present effective identity certificates in the recruitment and perform background check according to the materials provided as appropriate. Meanwhile, the Group enters into the labor contracts with all employees on the basis of Voluntary Principles.

拓展培訓：定期進行團建拓展培訓，用戶外培訓形式，搭建有效、趣味的平台，加深領導與員工之間，員工相互的溝通；

外派培訓：以為社會培養人為宗旨，定期派員工外出學習，接觸最新行業動態，拓寬員工視野，提升員工技能；

毅課堂：集團掌上移動學習平台，員工可隨時、隨地在毅課堂學習，公司可以根據發展戰略和崗位勝任力，設置課程體系，並通過學習過程的管理、監控，使員工更好地掌握崗位必備的知識和技能，以提升企業績效；及

繼續教育：公司支持員工在職期間通過專業考證和學習、學歷提升和EMBA/MBA學習三類途徑進行在職深造，以提高員工專業水平和學歷程度，進而提升員工的綜合素質。

B4 勞工準則

B4.1 童工及強制勞工

我們定期監察僱傭相關資訊，避免不符合勞動法律法規事宜。我們嚴禁任何童工及強制勞工並且禁止安排未成年工從事限制性勞動，所有員工必需符合法定工作年齡，人力資源部會於招聘時要求求職者出示有效的身份證明檔，並根據其提供的資料適切地進行背景調查，同時集團與所有員工在自願原則基礎上簽訂勞動合同。

B5 Supply Chain Management

The majority of the Group's construction work and technical work are outsourced to contractors selected through a bidding process. The selection process of suppliers and technical service providers is very rigorous. The Group has set up the Tender Procurement Management Process (招標採購管理流程) to regulate the selection and management of suppliers to maximize the use of the Company's external resources and help to achieve the Company's project targets and strategies. The Company has a stable relationship with its suppliers. No difficulties were encountered in the process of supplier selection, and the requirements in all the Company's development projects were met. As most construction materials are procured locally at the place of the development project, there should be no problem in locating an alternative supplier of major construction materials in the event that any supplier is unable to meet the demand of the Group.

The Company has compiled with the Supplier Management Process (供貨商管理流程) and set up a supplier information management platform through which suppliers information are input to the database by category, after qualification assessments or onsite reviews. With the setup and maintenance of the suppliers database, suppliers information is collected and processed systematically to ensure that quality services and products can be delivered to the Company. At the end of each year, the contract tender management division works with other management divisions and project companies in reviewing and assessing suppliers' contract performance, and screens out suppliers that have not complied with the relevant rules and regulations, and have brought environmental and social risks to the Company (such as bringing harm to the Company's reputation by causing environmental pollution at construction sites or employing illegal workers). To ensure that qualified suppliers can provide the Company with quality service and have good reputations, suppliers' ratings are updated in the database according to the assessment reports approved by the Group's management, while those failing to pass the assessment are eliminated.

B5 供應鏈管理

集團大部份項目工程及專業技術提供大都以招標形式由承建商總包興建，故在挑選供貨商及技術提供者方面非常嚴謹。集團制定有《招標採購管理流程》，以規範供貨商選用和合作管理，提高公司外部資源的整合和效果，以促使各開發項目目標和公司戰略的實現；公司與其供貨商的關係穩固，過往在揀選供應方面並無遇上重大困難。由於大部份建築物料都是在項目發展當地採購，即使任何一家供貨商未能應付集團的需求，相信亦有充足的替代供貨商供應主要建築物料。

公司有制定《供貨商管理流程》構建供貨商的信息管理平台，經過資格或現場評審後，將供貨商分類分級入庫。通過供貨商庫的建立和維護，系統地收集和處理供貨商的資源信息，確保供貨商能向公司提供更優質的服務和產品。每年年底，合同招標管理中心會聯同其他管理中心及項目公司進行對供貨商的履約進行評估及篩選，以減低供貨商不合規營運而帶給公司的環境及社會風險，如施工地盤的環保污染或聘用非法勞工而令公司聲譽受損等風險等。經集團領導審批評審報告後，根據評審結果更新合作供貨商庫中供貨商等級，剔除不合格供貨商，以確保合資格的供貨商能提供質量保證及良好的聲譽。

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B6 Product Esponsibility

B6.1 Quality Monitoring

To ensure that the properties built by the Company comply with relevant regulations and standards as set out in the national Unified Standard for Constructional Quality Acceptance of Building Engineering (建築工程施工品質驗收統一標準) and Quality Evaluation Standard for Construction (建築工程施工品質評價標準), the Company has compiled the Operation Guideline on Engineering Quality Control (工程質量管理作業指引) and the Operational Guidelines on Engineering Inspection (工程巡檢作業指引), which are used to ensure that construction works comply with the relevant regulations and technical standards, and fulfill the requirements as set out in the relevant construction work/service contracts.

Project companies review construction plans, quality assurance measures and business qualifications submitted by contractors and suppliers, conduct site inspections and make sample-checks on the quality of construction. The Group's project management division provides technical support to project companies and review such quality assurance measures.

B6.2 Customer Feedback

To improve the quality of the Company's products, services and management, it is important to ensure that customers' complaints are handled in a timely, accurate and reasonable manner. In order to continuously enhance its products and services, the Company has set up the Operational Guidelines on Engineering Maintenance Services (工程維修服務作業指引) and Operational Guidelines on Merchant Service and Supervision (商戶服務與監督作業指引), and established the Information File of Merchant's Complaints and Feedbacks (商戶投訴反饋信息檔案).

B6 產品責任

B6.1 質量監督

為確保公司開發的物業符合國家現行的《建築工程施工品質驗收統一標準》、《建築工程施工品質評價標準》等相關標準規範，公司有制定《工程質量管理作業指引》以及《工程巡檢作業指引》，以督使項目的工程符合國家有關規範、技術標準，並達到工程／服務合同要求。

項目公司審核承包商提交的施工方案、質量控制保證措施及分包商和供貨商的企業資質，對現場施工質量進行巡檢和抽查。集團工程管理中心對項目公司提供技術支持及對質量保證措施進行審核。

B6.2 客戶反饋

為提高企業產品、服務和管理水平，加強產品質量和滿足服務需求，確保客戶的投訴能及時、準確、合理地解決，達到持續改進公司的產品和服務的目的，公司制定《工程維修服務作業指引》以及《商戶服務與監督作業指引》，並建立《商戶投訴反饋信息檔案》。

Project companies' sales department and property management center are the channels through which customers' complaints can be made. The Group's business management center is responsible for dealing with more serious problems from customer's feedbacks, and conducting regular review and analysis of the Information File of Merchant's Complaints and Feedbacks (商戶投訴反饋信息檔案), in order to give project companies' property management centers instructions on how to improve their service quality.

投訴渠道為項目售樓部和項目物業管理中心。集團商業管理中心負責處理較為嚴重的客戶反饋問題以及定期審閱分析《商戶投訴反饋信息檔案》，對項目物業管理中心提出服務改進要求。

B6.3 Protection of Intellectual Property Right

The Group has formulated the Trademark Management System (商標管理制度) in accordance with the Trademark Law of the PRC (中華人民共和國商標法) to avoid any form of intellectual property being misappropriated or infringed by wrongdoers or organizations. The Group encourages all staff and customers to participate in Hydoo's brand protection. All staff and customers are encouraged to collect evidence to assist the Group's legal division and other relevant departments in the handling of intellectual property rights infringement.

B6.3 知識產權保護

集團根據《中華人民共和國商標法》制定了《商標管理制度》，避免任何形式之智慧產權被不法人士或團體盜用或侵害，集團也鼓勵所有員工和客戶參與毅德品牌的保護工作，為毅德的財權保護盡一份心力，如發現侵權的情況，收集有關侵權證據，協助集團法務部等相關職能部門進行處理。

B6.4 Advertisement

The Group strictly complies with the PRC Advertising Law (中華人民共和國廣告法).

B6.4 廣告

集團嚴格遵守《中華人民共和國廣告法》以進行一切營銷活動和廣告的放置。

B6.5 Privacy

In accordance with the Labor Law of the PRC (中華人民共和國勞動法), the Group's template labor contracts stipulate that its staff are obliged to keep confidential the Group's business secrets, which, in accordance with the Law of the PRC against Unfair Competition (中華人民共和國反不正當競爭法), refer to matters that are not known by the general public, can bring economic benefits to the Group, are of practicality, and include technical secrets and operational information protected by the Group's confidentiality measures. These secrets include but are not limited to the following:

- Technical information: Technical information generally includes technical solutions, engineering solutions, circuit designs, manufacturing methods, prescriptions, crafting processes, technical indicators, computer software, databases, test results, drawings, samples, prototypes, models, molds, operating manuals, technical documentation, business correspondence involving trade secrets and so forth;
- Operational information: Operational information generally includes customer lists, marketing plans, procurement information, pricing policies, non-public financial information, trading contracts, purchase pipelines, production and marketing strategies, bidding and tender content and so forth; and

B6.5 隱私

根據《中華人民共和國勞動法》，集團的模板勞動合同規定其員工有義務保守集團的商業秘密。根據《中華人民共和國反不正當競爭法》，商業秘密系指不為公眾所知悉，能為集團帶來經濟利益，具有實用性並經集團採取保密措施的技術秘密和經營資訊。該等秘密包括但不限於下述內容：

- 技術信息：技術資訊的範圍一般包括技術方案、工程方案、電路設計、製造方法、配方、工藝流程、技術指標、計算機軟件、數據庫、試驗結果、圖紙、樣品、樣機、模型、模具、操作手冊、技術文檔、涉及商業秘密的業務函電等等；
- 經營信息：經營資訊的範圍一般包括客戶名單、營銷計劃、採購資料、定價政策、不公開的財務資料、交易合同、進貨管道、產銷策略、招投標中的標的及標書內容等；

- Matters to be kept confidential in accordance with the provisions of laws (such as the confidential information of the other contracting parties) and the terms of relevant agreements (such as technology agreements).
- 依照法律規定(如在締約過程中知悉的對方當事人的秘密)和有關協議的約定(如技術合同等)對外應承擔保密義務的事項等。

B7 Anti-corruption

The Group does not tolerate any form of improper behaviors which will affect our business activities. The Group dedicates in upholding the principle of honesty, responsibility and fairness, and regards it as the core value to maintain the Group's normal operations. Employees must comply with the Group's Employee Handbook, which lists out the sanction for anyone who violates the integrity code. Employees must sign the Integrity work Commitment when they first entered the Company and they will be trained in relation to integrity from time to time. Furthermore, in order to control the risk associated with integrity work, the Group has established the Operational Guidelines on Supervision of illegal behavior and Operational Guidelines on Supervision and Management. The two guidelines stipulate that all departments should always monitor whether any employee is having any form of illegal behaviors. The process of investigation must be demonstrated in terms of objective and independent, and sanctions will be implemented once the employee is committed to the violation of guidelines. The corresponding sanctions include warnings, demerit on employment records and demotions. In some severe cases, the Company will terminate the labor contract and transfer the case to the judicial authorities. The Group believes that these kind of regulation can help in strengthening the management and supervision to the Company and its subsidiaries, promoting the construction of integrity, and improving the efficiency of administrative management.

B7 反貪污

集團絕對不容忍任何不正當之行為影響經營活動，集團一直努力不懈堅守誠實、負責任及公平的宗旨，並以此為維持集團正常營運的核心價值，所有員工必須遵守集團的《員工手冊》，其手冊列載所有員工觸犯廉潔規範的處分，所有員工在入職時須進行培訓並簽署《廉潔工作承諾書》，此外，集團為了控制此風險的發生，也制定了《違法違紀行為監察管理作業指引》和《監察管理作業指引》等規章，明定各個職能部門應隨時注意員工是否發生違法犯紀之行為，更詳細的規範調查、取證等階段之職責，且必須保持客觀獨立且公正的審查，追責方式包括警告、記過、降職，嚴重者公司將與其解除勞動合同以及移交司法機關處理，集團相信該規範能夠加強對集團總部及各下屬公司的管理和監督，促進廉政建設，改善行政管理，提高行政效能。

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In respect of internal auditing, the Group prohibits any forms of unfair behavior that would interfere the audit work. To maintain the independence and objectivity of auditing, the integrity and validity of internal control and risk management, the accuracy and comprehensiveness of financial information, efficiency and effectiveness of business activities, the Group has formulated the Operational Guidelines on the Management of Internal Auditing Work and Operational Guidelines on the Management of Internal Auditor. These two guidelines can help in strengthening the internal management and supervision of the Group and protecting the Group's legal rights and interests, as well as improving its internal economic supervision and inspection mechanism, and maintaining the validity of cooperation between the risk control center and the audited entity. The guidelines can also help to improve the efficiency on auditing, to ensure the safety of the Group's assets and the legitimacy, authenticity and effectiveness of economic activities, to ensure the healthy and orderly development of business activities, to regulate internal audit work, and to clarify the responsibilities and permissions of internal audit institutions and staffs.

在公司內部審計方面，集團也是徹底地貫徹嚴禁會干擾審計工作之任何不正當行為，為了保持審計的獨立客觀性和維持對其內部控制和風險管理的完整性、有效性、財務資訊的真實性和完整性以及經營活動的效率 and 效果等開展的審查和評價服務，故集團制定了《內部審計工作管理指引》和《內部審計聯絡員管理作業指引》，加強集團內部管理和監督，維護公司的合法權益，健全內部經濟監督、監察機制和維持風險控制中心與被審計單位保持有效的且良好的溝通及協作，提高審計工作效率，保證集團財產的安全和經濟活動的合法性、真實性、效益性，保障經營活動健康有序的發展，規範內部審計工作，明確內部審計機構和人員的職責與許可權。

B8 Community Investment

The Group is dedicated to building a harmonious, safe and prosperous relationship between enterprise and community. The Group sees contribution to the society as a responsibility, as its value and as a display of positivity. The Group has formulated the Donation Management System, standardizing the act of donating and integrating it into the Group's daily management. During the reporting period, the Group donated a total amount of RMB6.5 million to the society. The Group actively fulfill our responsibilities as a corporate citizen in the real community. Part of the contributions made by the Group thereto in respect of philanthropy is as follows:

B8 社區投資

集團致力構建推動和諧、安全及繁榮的企業與社區關係。集團視回饋社會為責任的擔當，也是其價值觀的塑造，更是社會正能量的傳遞。集團制定有《捐贈管理制度》，將捐贈行為規範化，融入集團的日常管理當中。於報告期內，集團共計向社會捐款金額達人民幣6.5百萬元。集團積極履行作為一家企業公民於現實社區的責任，其中，集團於慈善方面所作的部分貢獻如下：

Month 月份	Activity 活動	Details 詳情
January 一月	Charity walk event “步步行善” 「步步行善」公益活動	Staffs of the Group formed a charity run group and participated in the Near Year public welfare activity - charity walk event “步步行善”. As a caring enterprise, the Group donated RMB120 thousands to support the poverty alleviation event in Guangxi Hechi, and was granted by the Shenzhen Project Care Foundation a plaque of “Love Star”. 集團員工組成慈善跑團並參加「步步行善」新年公益活動。是次活動，毅德控股作為愛心公益企業，捐贈12萬元人民幣以支持廣西河池扶貧助學行動，被深圳市關愛行動公益基金會授予「關愛之星」牌匾。

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Month 月份	Activity 活動	Details 詳情
February	Donation of work clothes to sanitation workers in Wuzhou	“Thanks to City Beautician” sanitation cloth-donation event was successfully held in Wuzhou Hydoe City. The Group hopes to contribute to the development of Wuzhou’s environmental sanitation business through this event. Mr. Xu Wenwei, deputy mayor of Wuzhou, attended the event with other government leaders, and awarded Wuzhou Hydoe City the plaque of “Enterprise of Love Donation”.
二月	捐贈工作服予梧州環境衛生工人	「感恩城市美容師」環衛服裝捐贈活動在梧州毅德城成功舉辦，集團希望透過是次活動助力梧州環衛事業的發展。梧州市副市長徐文偉等政府領導出席了此次活動，並授予梧州毅德城「愛心捐贈企業」牌匾
February	Initiate the Antarctic Environmental Protection with hundred private enterprises in the PRC	“Antarctic Environmental Protection Initiative by China Entrepreneur” was jointly initiated by the Group and more than 100 enterprises in China. Representatives were sent to the South Pole and read out the proposal which appealed, to all individuals, to pay attention to the construction of ecological civilization and to protect our home – the Earth.
二月	聯合中國百家民營企業發起南極環保倡議	「中國企業家南極環保倡議」系列活動由毅德控股集團及100餘家中國民營企業共同發起，並派代表親赴南極宣讀倡議書，呼籲各界切實關注生態文明建設，共同守護地球美好家園。

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Month 月份	Activity 活動	Details 詳情
July 七月	Visit sanitation workers 慰問環衛工人	Staffs in Heze Hydoe City coordinated a charity event themed “慰問一線環衛工,炎炎夏日送清涼”. They sent watermelon to sanitation workers along the city for the workers to cool off. In addition, they reminded the workers to pay attention to the summer heat and make reasonable arrangements for work and rest. At the same time, they thanked to the sanitation workers for working hard. 菏澤毅德城組織人員開展了一次「慰問一線環衛工,炎炎夏日送清涼」為主題的公益活動。工作人員對城市的環衛工人送上西瓜消暑慰問品。另外,工作人員亦提醒環衛工作人員多注意防暑降溫,合理安排作業和休息時間,同時感謝環衛工人不辭辛苦。
October 十月	Charitable visit during Mid-autumn festival and National Day 中秋節及國慶慰問慈善活動	The project company in Yulin visited the elderly in Liantang community in celebration of the Mid-autumn festival and National Day, and brought the gifts to them at the Liantang community office. The project company in Yulin has been persisting in elderly visits for 7 consecutive years. 玉林項目公司到蓮塘社區開展了中秋國慶慰問老人活動,並將慰問品親自帶到蓮塘社區辦公室送給老人。玉林項目公司已連續7年不間斷地堅持慰問社區老人。
December 十二月	Charity donation of RMB1 million to support poverty alleviation through education in Ruijin city, China 慈善捐款人民幣100萬元支持中國瑞金市教育扶貧	The opening ceremony of Hydoe Poverty Assistance Fund was held in Ruijin city to support the poverty alleviation through education. The Group donated RMB1 million to a total of 620 students from poor families in Ruijin City. 毅德扶貧助學基金助力瑞金教育扶貧捐贈儀式在瑞金市舉行,毅德控股集團慷慨捐資100萬元人民幣,資助瑞金市貧困家庭學生共620人。

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Aspects 層面	Summary 內容	Details 詳情
Aspect A1: 層面 A1 : Emission 排放物	General Disclosure 一般披露 Relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste: 有關廢氣及溫室氣體排放、向水及土地排污、有害及無害廢棄物的產生等的： a) The policies; and a) 政策；及 b) Compliance with relevant laws and regulations that have a significant impact on the issuer. b) 遵守對發行人有重大影響的相關法律及法規的資料	For more details, please refer to Page 66 有關更多詳情，請參閱第 66 頁
Aspect A2: 層面 A2 : Use of Resources 資源使用	General Disclosure 一般披露 Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策	For more details, please refer to Page 76 有關更多詳情，請參閱第 76 頁
Aspect A3: 層面 A3 : The Environment and Natural Resources 環境及天然資源	General disclosure 一般披露 Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策	For more details, please refer to Page 81 有關更多詳情，請參閱第 81 頁
Aspect B1: 層面 B1 : Employment 僱傭	General Disclosure 一般披露 Following information on: 有關以下各項的資料： a) The policies; and a) 政策；及 b) Compliance with relevant laws and regulations that have a significant impact on the issuer. b) 遵守對發行人有重大影響的相關法律及法規	For more details, please refer to Page 82 有關更多詳情，請參閱第 82 頁

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Aspects 層面	Summary 內容	Details 詳情
Aspect B2: 層面 B2 : Health and Safety 健康與安全	General Disclosure 一般披露 Information on: 有關以下各項的資料 : a) The policies; and a) 政策 ; 及 b) Compliance with relevant laws and regulations that have a significant impact on the issuer. b) 遵守對發行人有重大影響的相關法律及法規	For more details, please refer to Page 89 有關更多詳情，請參閱第 89 頁
Aspect B3: 層面 B3 : Development and Training 發展及培訓	General Disclosure 一般披露 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。 描述培訓活動	For more details, please refer to Page 90 有關更多詳情，請參閱第 90 頁
Aspect B4: 層面 B4 : Labor Standards 勞工準則	General Disclosure 一般披露 Relating to preventing child and forced labor: 有關防止童工或強制勞工的 : a) The policies; and a) 政策 ; 及 b) Compliance with relevant laws and regulations that have a significant impact on the issuer. b) 遵守對發行人有重大影響的相關法律及法規 的資料	For more details, please refer to Page 92 有關更多詳情，請參閱第 92 頁

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Aspects 層面	Summary 內容	Details 詳情
Aspect B5: 層面 B5 : Supply Chain Management 供應鏈管理	General Disclosure 一般披露 Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策	For more details, please refer to Page 93 有關更多詳情，請參閱第 93 頁
Aspect B6: 層面 B6 : Product Responsibility 產品責任	General Disclosure 一般披露 Relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： a) The policies; and a) 政策；及 b) Compliance with relevant laws and regulations that have a significant impact on the issuer. b) 遵守對發行人有重大影響的相關法律及法規的資料。	For more details, please refer to Page 94 有關更多詳情，請參閱第 94 頁
Aspect B7: 層面 B7 : Anti-corruption 反貪污	General Disclosure 一般披露 Relating to bribery, extortion, fraud and money laundering: 有關防止賄賂、勒索、欺詐及洗黑錢的： a) The policies; and a) 政策；及 b) Compliance with relevant laws and regulations that have a significant impact on the issuer. b) 遵守對發行人有重大影響的相關法律及法規的資料	For more details, please refer to Page 97 有關更多詳情，請參閱第 97 頁

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Aspects 層面	Summary 內容	Details 詳情
Aspect B8: 層面 B8 :	General Disclosure 一般披露	For more details, please refer to Page 99 有關更多詳情，請參閱第 99 頁
Community Investment 社區投資	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策	

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board hereby present this corporate governance report in the annual report of the Company for FY2018.

The Company recognises the value and importance of achieving high standard of corporate governance to enhance the corporate performance accountability and is committed to doing so. The Board is also committed to the principles of the CG Code. Save and except for the deviation disclosed in this annual report, the Directors are of the opinion that the Company has complied with the provisions set out in the CG Code during the Year and up to the date of this annual report. The Company will continue to review and enhance its corporate governance practice to ensure compliance with the CG Code.

THE BOARD OF DIRECTORS

Board Composition

The Board currently comprises seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors. Brief biographical details of the Directors are set out in the section headed “Biographical Details of the Directors and Senior Management” on pages 126 to 136 of this annual report. The overall management and supervision of the Company’s operation and the function of formulating overall business strategies are vested in the Board.

During the Year and up to the date of this annual report, the Board has complied with the requirements of Rules 3.10 and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director having appropriate professional qualifications, or accounting or related financial management expertise, and the requirement that independent non-executive Directors represent at least one-third of the Board.

董事會謹此於本公司有關2018財政年度的年報內呈列本企業管治報告。

本公司意識到達致高企業管治標準以提高企業業績的問責制的價值及重要性，並會致力達成此目標。董事會亦承諾遵守企業管治守則。除及不包括本年報所披露的偏離外，董事認為本公司本年度及直至本年報刊發日期已遵守企業管治守則所載的條文。本公司將持續審核及加強其企業管治行為以確保遵守企業管治守則。

董事會

董事會成員

董事會現時由七名董事組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事。有關董事的履歷詳情載於本年報第126至136頁「董事及高級管理層履歷」一節。董事會負責整體管理及監督本公司的營運，以及制定整體業務策略。

於本年度及直至本年報刊發日期，董事會已遵守上市規則第3.10及3.10A條有關至少委任三名獨立非執行董事且其中最少一名獨立非執行董事擁有適合專業資格或會計或相關財務管理專業知識及委任的獨立非執行董事最少佔董事會三分之一的規定。

The Company has received annual confirmation from each independent non-executive Director pursuant to the requirements of the Listing Rules. The Company considers that each of the independent non-executive Directors is independent in accordance with the independence guidelines as set out in the Listing Rules. All the Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the strategic review committee of the Company (the “**Strategic Review Committee**”).

The CG Code requires Directors to disclose to the Company, the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved. The Directors have agreed to disclose their commitments to the Company in a timely manner.

ROLE AND FUNCTION AND DELEGATION BY THE BOARD

The Board is responsible for and has general powers for the management and conduct of the business of the Company. It delegates day-to-day management of the Company to executive Directors and the senior management of the Company within the control and the authority framework set by the Board. The delegated functions and responsibilities are periodically reviewed by the Board.

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

In addition, the Board has also delegated to the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategic Review Committee various responsibilities as set out in their respective terms of reference. Further details of these committees are set out on pages 112 to 117 of this annual report.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interest of the Company and its Shareholders at all times.

本公司已根據上市規則的規定，接獲每名獨立非執行董事發出的年度確認書。根據上市規則所載獨立性指引，本公司認為各獨立非執行董事均屬獨立。所有董事(包括獨立非執行董事)均為董事會帶來了豐富而寶貴的業務經驗、知識及專業技巧，促進董事會高效及有效運作。獨立非執行董事獲邀出任本公司審核委員會(「**審核委員會**」)、本公司薪酬委員會(「**薪酬委員會**」)、本公司提名委員會(「**提名委員會**」)及本公司策略審查委員會(「**策略審查委員會**」)的成員。

企業管治守則規定董事須向本公司披露其於公眾公司或機構所擔任職位數目與性質及其他重大承擔，以及彼等的身份與所投入時間。董事同意適時披露彼等對本公司的承擔。

董事會職位及職務及授權

董事會負責並具有一般權力管理及經營本公司業務。其委派執行董事及高級管理層在董事會所設定的監控及職權框架內處理本公司日常管理事宜。董事會將定期審核轉授職能及責任。

董事會負責本公司所有重大事宜的決策，包括：批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易(特別是可能涉及利益衝突的交易)、財務資料、委任董事及其他重大財務及營運事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔。本公司鼓勵董事向高級管理層進行獨立諮詢。

此外，董事會亦委派審核委員會、薪酬委員會、提名委員會及策略審查委員會執行彼等各自職權範圍所載的不同職責。有關該等委員會的進一步詳情載於本年報第112至117頁內。

全體董事須確保秉誠履行職責，遵守適用法例及法規，並於任何時候均以本公司及其股東的利益行事。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has arranged appropriate liability insurance to indemnify its Directors in respect of legal actions against them.

Relationship between Directors

Save that Mr. Wang Jianli (the Chairman and executive Director) is the uncle of both Mr. Huang Dehong (an executive Director) and Mr. Wang Dewen (an executive Director and the chief executive officer) and Mr. Huang Dehong (an executive Director) and Mr. Wang Dewen (an executive Director and the chief executive officer) are cousins, there are no financial, business, family or other material relationships among members of the Board.

CHANGES IN INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

The changes of the information of the Directors and senior management since the date of 2017 annual report of the Company and up to the date of this annual report are set out below pursuant to Rule 13.51B(1) of the Listing Rules:

Name of Director/Senior Management 董事／高級管理層姓名	Changes 變更
Mr. Wang Lianzhou (Independent non-executive Director) 王連洲先生(獨立非執行董事)	Mr. Wang Lianzhou retired as an independent non-executive Director, the chairman of the remuneration committee, a member of the nomination committee and a member of the Strategic Review Committee of the Company on 20 March 2019 王連洲先生於2019年3月20日退任本公司獨立非執行董事、本公司薪酬委員會主席、提名委員會成員及策略審查委員會成員
Mr. Yue Zheng (Independent non-executive Director) 岳崢先生(獨立非執行董事)	Mr. Yue Zheng was appointed as an independent non-executive Director of the Company, the chairman of the remuneration committee, a member of the nomination committee and a member of the Strategy Review Committal of the Company on 20 March 2019 岳崢先生於2019年3月20日獲委任為本公司獨立非執行董事、本公司薪酬委員會主席、提名委員會成員及策略審查委員會成員
Mr. Chen Zhongmin (Senior management) 陳忠民先生(高級管理層)	Mr. Chen Zhongmin was re-designated from the vice president of the Group to the corporate consultant of the Group in March 2019 陳忠民先生於2019年3月由本集團副總裁調任為本集團公司顧問
Mr. Zhao Yande (Senior management) 趙彥德先生(高級管理層)	Mr. Zhao Yande has ceased to be the general manager of Ganzhou project since May 2018, and he has been responsible for the strategic planning of the Group since May 2018 and also been appointed as the chairmen of Nanchang project since March 2019 趙彥德先生自2018年5月起，不再擔任贛州項目總經理，開始負責本集團的戰略規劃，並於2019年3月起擔任南昌項目公司董事長

本公司已安排適當責任保險，就有關針對董事的法律訴訟向彼等提供彌償。

董事之間的關係

除王健利先生(主席兼執行董事)為黃德宏先生(執行董事)和王德文先生(執行董事兼首席執行官)的叔叔及黃德宏先生(執行董事)和王德文先生(執行董事兼首席執行官)為堂兄弟外，董事會成員之間概無財務、業務、家族或其他重大關係。

董事及高級管理層資料變更

自本公司2017年年報日期起至本年報日期的董事及高級管理層資料變動按上市規則第13.51B(1)條載列如下：

Other than those disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(l) of the Listing Rules.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each appointed Director is provided with necessary induction and information to ensure that he has a proper understanding of the Company's operations and business as well as his responsibilities under relevant statutes, laws, rules and regulations. According to the records of the Company, all Directors have attended training sessions conducted by the Company's legal advisers as to Hong Kong laws on duties and obligations of directors of companies listed on the Stock Exchange including connected transactions and corporate governance. The Company also provides periodic legal updates and developments on the Listing Rules, the Hong Kong Companies Ordinance, news updates from the Stock Exchange and the Securities & Futures Commission of Hong Kong and other relevant legal and regulatory requirements to all of the Directors, as well as regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the code of conduct of the Company for Directors' securities transactions. Having made specific enquiry to all Directors, all Directors have confirmed that they have complied with the required standard set out in the Model Code during the Year. Employees who are, or likely to be, in possession of unpublished inside information in relation to the Company or its shares are prohibited from dealing in the shares of the Company during the black-out period.

CORPORATE GOVERNANCE

The Board is of the opinion that the Company had complied with the code provisions as set out in the CG Code contained in Appendix 14 to the Listing Rules during the Year.

除以上所披露者外，概無其他資料須根據上市規則第13.51B(1)條披露。

入職及持續專業發展

本公司會向各新任董事提供必要的入職培訓及資料，以確保其對本公司的營運及業務以及相關法規、法例、規則及規例規定的責任有適當了解。根據本公司紀錄，所有董事均已出席由本公司香港法律顧問舉辦有關聯交所上市公司董事職務及職責的培訓，包括關連交易及企業管治。本公司亦會定期向全體董事提供有關上市規則、香港公司條例的法律更新及發展、來自香港交易所及香港證券及期貨事務監察委員會的新聞及其他有關法律及監管要求，以及有關本公司表現、狀況及前景的定期更新，以確保董事會整體及各董事履行其職務。

遵守證券交易標準守則

本公司已採用上市規則附錄十所載上市發行人董事進行證券交易的標準守則作為本公司董事進行證券交易的操守守則。經向全體董事作出具體查詢後，所有董事均已確認，彼等於本年度已遵從標準守則所規定的標準。任何擁有或可能擁有關於本公司或其股份未公開內幕消息的僱員，均不得於禁售期內買賣本公司股份。

企業管治

董事會認為本公司於本年度內符合上市規則附錄十四所載企業管治守則的守則條文。

CORPORATE GOVERNANCE REPORT 企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the Directors has entered into service contract or letter of appointment with the Company, which may be terminated in accordance with the respective terms of the service contracts or letters of appointment. For details, please refer to page 41 of this annual report.

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

In accordance with Articles 16.2 and 16.3 of the articles of association of the Company (the "Articles"), any Director appointed by the Board or by an ordinary resolution either to fill a casual vacancy or as an addition to the Board, shall hold office only until the following annual general meeting of the Company and shall then be eligible for re-election at that meeting. At every annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election at the annual general meeting.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and chief executive officer.

委任及重選董事

各董事已與本公司訂立服務合約或聘書，並可根據各自服務合約或聘書的條款終止。詳情請參閱本年報的第41頁。

董事概無訂立本集團不可於一年內毋須作出補償(法定補償除外)而終止的服務合約。

本公司組織章程細則(「細則」)第16.2條及16.3條規定，獲董事會或由普通決議案委任以填補董事會臨時空缺或新加入董事會的任何董事任期均僅直至本公司下一屆股東週年大會為止，屆時將符合資格重選連任。每屆股東週年大會上須有三分之一董事輪值退任，惟各董事(包括按特定任期獲委任者)須至少每三年輪值退任一次。退任董事符合資格於股東週年大會上重選連任。

董事的委任、重選及罷免程序及過程載於細則。提名委員會負責審核董事會的組成成員並就委任或重新委任董事以及繼任董事(特別是主席及首席執行官)計劃的事宜向董事會作出建議。

BOARD MEETINGS

The Company has adopted the practice of holding Board meetings at least four times a year at approximately quarterly intervals pursuant to code provision A.1.1 of the CG Code. Notice of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend, and include matters in the agenda for a regular meeting pursuant to code provision A.1.3 of the CG Code.

All Directors are provided with the meeting agenda and relevant information related to the agenda in advance before the meeting. They have access to the senior management and the company secretary of the Company at all time and may, upon reasonable request, seek independent professional advice at the Company's expense.

Minutes of the meetings are kept by the company secretary of the Company with copies circulated to all Directors for information and records. Minutes of the board meetings and committee meetings record sufficient details of the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting was held. Minutes of board meetings are open for inspection for the Directors.

董事會會議

根據企業管治守則第A.1.1條，本公司已採用每年召開至少四次董事會會議的慣例，大約每季一次。根據企業管治守則第A.1.3條，董事會例行會議通告會於會議舉行前至少14日送呈全體董事，以向全體董事提供機會出席例行會議，通告須列入例行會議議程商討事項。

全體董事於會議舉行前均預先獲得會議議程及與議程相關的資料。彼等可隨時與本公司高級管理人員及公司秘書接洽，並可提出合理要求諮詢獨立專業意見，費用由本公司承擔。

會議記錄由本公司的公司秘書保存，副本將由全體董事傳閱，以供參考及記錄。董事會及委員會會議的會議記錄均充分載列董事會及委員會所考慮事項的詳情及所達成的決策，包括董事的任何提問。各董事會及委員會會議的會議記錄草擬本於會議舉行日期後一段合理時間內送呈董事審閱。董事會會議的會議記錄可供董事查閱。

CORPORATE GOVERNANCE REPORT 企業管治報告

Nine Board meetings and one general meeting were held during the Year. Individual attendance of the Directors is as follows:

於本年內，舉行了9次董事會會議及1次股東大會，出席會議的董事如下：

Directors 董事		No. of meetings attended/No. of meetings held 出席會議次數／召開會議次數	
		Board Meetings 董事會會議	General Meeting 股東大會
Executive Directors 執行董事			
Mr. Wang Jianli (<i>Chairman and executive Director</i>)	王健利先生(主席兼執行董事)	9/9	1/1
Mr. Wang Dewen (<i>Executive Director and Chief Executive Officer</i>)	王德文先生(執行董事兼首席執行官)	9/9	1/1
Mr. Huang Dehong	黃德宏先生	6/9	1/1
Non-executive Director 非執行董事			
Mr. Yuan Bing	袁兵先生	5/9	1/1
Independent non-executive Directors 獨立非執行董事			
Mr. Zhao Lihua	趙立華先生	6/9	0/1
Mr. Lam Chi Yuen Nelson	林智遠先生	5/9	1/1
Mr. Yue Zheng (appointed on 20 March 2019)	岳崢先生(於2019年3月20日獲委任)	—	—
Mr. Wang Lianzhou (retired on 20 March 2019)	王連洲先生(於2019年3月20日退任)	1/9	0/1

BOARD COMMITTEES

The Board has established four committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategic Review Committee, to handle particular responsibilities of the Board and certain affairs of the Company. All board committees of the Company are established with defined written terms of reference which have been uploaded to the website of the Stock Exchange and that of the Company, and are provided with sufficient resources to discharge their duties.

董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名委員會及策略審查委員會，負責承擔董事會特定職責及處理本公司的若干事務。本公司所有董事委員會均訂有明確界定的書面職權範圍，相關職權範圍已上載至聯交所及本公司網站，並已獲提供足夠資源以履行其職責。

AUDIT COMMITTEE

The Company established the Audit Committee on 27 September 2013 in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules and with written terms of reference in compliance with the CG Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules and the roles and the responsibilities delegated to the Audit Committee by the Board. The revised terms of reference have been adopted by the Board on 27 December 2018 to comply with the new CG Code which became effective on 1 January 2019. The primary duties of the Audit Committee are to review the financial information of the Company, to oversee the financial reporting process, risk management and internal control systems of the Group, to oversee the audit process, to make recommendation on the appointment, re-appointment and removal of external auditor and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee consists of two independent non-executive Directors and one non-executive Director. The three members are Mr. Lam Chi Yuen Nelson, the chairman of the Audit Committee and an independent non-executive Director, Mr. Zhao Lihua, an independent non-executive Director, and Mr. Yuan Bing, a non-executive Director. During the Year, three Audit Committee meetings were held to, among other matters, (1) review and recommend the half-yearly and annual results to the Board for approval; (2) review the Group's financial controls, internal control and risk management systems; (3) review the Group's financial and accounting policies and practices; (4) review and consider the whistleblowing policy and system; (5) review the external auditor's independence and the objectivity and effectiveness of the audit process; and (6) review the terms of reference of the Audit Committee.

The attendance of the Directors at the Audit Committee meetings was as follows: –

Directors 董事		Number of Attendance 出席次數
Mr. Lam Chi Yuen Nelson (<i>Committee Chairman</i>)	林智遠先生(委員會主席)	3/3
Mr. Yuan Bing	袁兵先生	3/3
Mr. Zhao Lihua	趙立華先生	3/3

審核委員會

本公司遵照上市規則3.21條及3.22條於2013年9月27日成立審核委員會，其書面職權範圍符合上市規則附錄十四所載企業管治守則及企業管治報告及董事會授予審核委員會的職責與職務。董事會於2018年12月27日採納經修訂職權範圍，以符合於2019年1月1日生效的新企業管治守則。審核委員會的主要職責為審閱本公司的財務資料、監督本集團的財務申報過程、風險管理及內部監控體系、監督審核過程、就委任、重新委任及罷免外部核數師作出建議及履行董事會指派的其他工作及職責。

審核委員會由兩名獨立非執行董事及一名非執行董事組成。三名成員為：林智遠先生(審核委員會主席兼獨立非執行董事)、趙立華先生(獨立非執行董事)及袁兵先生(非執行董事)。於本年度內，舉行了3次審核委員會會議，以(其中包括)(1)審核半年度及年度業績，並呈交董事會批准；(2)審核本集團的財務監控、內部監控及風險管理制度；(3)審核本集團的財務及會計政策及實務；(4)審核及考慮舉報政策及制度；(5)審核外聘核數師是否獨立及審核流程是否客觀有效；及(6)審核審核委員會的職權範圍。

董事出席審核委員會會議的情況如下：

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REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 27 September 2013 with written terms of reference in compliance with the CG Code and Corporate Governance Report as set out in Appendix I4 to the Listing Rules and the roles and the responsibilities delegated to the Remuneration Committee by the Board. The primary duties of the Remuneration Committee are to make recommendations to the policy and structure of the remuneration for Directors and senior management and to review and approve the compensation payable to Directors and members of senior management.

Mr. Wang Lianzhou retired as an independent non-executive Director and the chairman of the Remuneration Committee on 20 March 2019. Mr. Yue Zheng was appointed as an independent non-executive Director and the chairman of the Remuneration Committee of the Company on 20 March 2019 to fill up the vacancy of the Remuneration Committee. The Remuneration Committee comprises two independent non-executive Directors and one executive Director. The three members are Mr. Yue Zheng, the chairman of the Remuneration Committee and an independent non-executive Director, Mr. Lam Chi Yuen Nelson, an independent non-executive Director, and Mr. Wang Jianli, an executive Director and Chairman of the Group. During the Year, two Remuneration Committee meetings were held to, among other matters, (1) determine the policy for the remuneration of Directors and senior management; (2) assess the performance of executive Directors; (3) approve the terms of executive Directors' service contracts; and (4) make recommendations to the Board on the remuneration packages of individual executive Directors, non-executive Directors, independent non-executive Directors and members of senior management.

薪酬委員會

本公司於2013年9月27日成立薪酬委員會，其書面職權範圍符合上市規則附錄十四所載企業管治守則及企業管治報告及董事會授予薪酬委員會的職責與職務。薪酬委員會的主要職責為就董事及高級管理層的薪酬政策及結構作出推薦意見，以及審核及批准應付董事及高級管理人員的報酬。

王連洲先生於2019年3月20日退任獨立非執行董事及薪酬委員會主席。岳崢先生於2019年3月20日獲委任為本公司的獨立非執行董事及薪酬委員會主席，以薪酬委員會填補空缺。薪酬委員會由兩名獨立非執行董事及一名執行董事組成。三名成員為：岳崢先生(薪酬委員會主席兼獨立非執行董事)、林智遠先生(獨立非執行董事)及王健利先生(執行董事及本集團主席)。於本年度內，舉行了2次薪酬委員會會議，以(其中包括)(1)釐定有關董事及高級管理層薪酬政策；(2)評估執行董事的表現；(3)批准執行董事服務合約的條款；及(4)向董事會建議個別執行董事、非執行董事、獨立非執行董事及高級管理人員的薪酬待遇。

The attendance of the Directors at the Remuneration Committee meetings was as follows: –

董事出席薪酬委員會會議的情況如下：

Directors 董事		Number of Attendance 出席次數
Mr. Yue Zheng (<i>Committee Chairman</i>) (appointed on 20 March 2019)	岳崢先生(委員會主席) (於2019年3月20日獲委任)	—
Mr. Wang Lianzhou (<i>Committee Chairman</i>) (retired on 20 March 2019)	王連洲先生(委員會主席) (於2019年3月20日退任)	0/2
Mr. Wang Jianli	王健利先生	2/2
Mr. Lam Chi Yuen Nelson	林智遠先生	2/2

The primary goal of the Group's remuneration policy for executive Directors is to enable the Company to retain and motivate executive Directors by linking their compensation with their individual performance. The remuneration package includes basic salary, performance and/or discretionary bonus, participation in the Pre-IPO Share Option Scheme (all options under which were expired on 31 December 2018), other share option scheme (if any) and other benefits. Remuneration of the non-executive Director includes mainly the Director's fee, which is a matter for the Board to decide by reference to the duties and responsibilities of the non-executive Director. Remuneration of the independent non-executive Directors includes the Director's fee which is determined by the Board based on the duties and responsibilities of independent non-executive Directors and their participation in the Pre-IPO Share Option Scheme (all options under which were expired on 31 December 2018) or other share option scheme (if any).

本集團對執行董事薪酬政策的主要目標是將執行董事的報酬與其個人表現掛鉤，以留任及激勵執行董事。薪酬組合包括基本薪金、績效及／或酌情花紅、參與首次公開售股前購股權計劃(計劃下的所有購股權於2018年12月31日屆滿)，其他股權計劃(如有)及其他福利。非執行董事的薪酬主要包括董事袍金，由董事會參考非執行董事的職務及職責而釐定。獨立非執行董事的薪酬包括董事袍金，由董事會參考獨立非執行董事的職務及職責以及彼等參與首次公開售股前購股權計劃(計劃下的所有購股權於2018年12月31日屆滿)的情況而釐定。

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NOMINATION COMMITTEE

The Company established the Nomination Committee on 27 September 2013 with written terms of reference in compliance with the requirements of the CG Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules and the roles and the responsibilities delegated to the Nomination Committee by the Board. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board and make recommendations to the Board on the appointment and removal of Directors. In the nomination procedures, the Nomination Committee makes reference to criteria including candidates' reputation, integrity, accomplishment, experience and professional and educational background.

Mr. Wang Lianzhou retired as an independent non-executive Director and member of the Nomination Committee on 20 March 2019. Mr. Yue Zheng was appointed as an independent non-executive Director and a member of the Nomination Committee of the Company on 20 March 2019 to fill up the vacancy of the Nomination Committee. The Nomination Committee comprises two independent non-executive Directors and one executive Director. The three members are Mr. Zhao Lihua, the chairman of the Nomination Committee and an independent non-executive Director, Mr. Yue Zheng, an independent non-executive Director, and Mr. Wang Jianli, an executive Director and Chairman of the Group. During the Year, two Nomination Committee meetings were held to, among other matters, (1) review the structure, size and composition of the Board and to review the diversity policy of the Board; (2) assess the independence of independent non-executive Directors; (3) review, consider and approve the nomination policy, and (4) make recommendations to the Board on the re-appointment of Directors.

The attendance of the directors at the Nomination Committee meetings was as follows: –

提名委員會

本公司於2013年9月27日成立提名委員會，其書面職權範圍符合上市規則附錄十四所載企業管治守則及企業管治報告及董事會授予提名委員會的職責與職務。提名委員會的主要職責為審核董事會的架構、規模及組成，並就委任及罷免董事向董事會作出建議。於提名過程中，提名委員會參考的標準包括候選人的聲譽、誠信度、成就、經驗及專業與教育背景。

王連洲先生於2019年3月20日退任獨立非執行董事及提名委員會成員。岳崢先生於2019年3月20日獲委任為本公司的獨立非執行董事及提名委員會成員，以提名委員會填補空缺。提名委員會由兩名獨立非執行董事及一名執行董事組成。三名成員為：趙立華先生(提名委員會主席兼獨立非執行董事)、岳崢先生(獨立非執行董事)及王健利先生(執行董事及本集團主席)。於本年度內，舉行了2次提名委員會會議，以(其中包括)(1)審核董事會的架構、人數及組成及董事會多元化政策；(2)評估獨立非執行董事的獨立性；(3)審核、考慮及批准提名政策；及(4)就重新委任董事向董事會提出建議。

董事出席提名委員會會議的情況如下：

Directors 董事		Number of Attendance 出席次數
Mr. Zhao Lihua (<i>Committee Chairman</i>)	趙立華先生(委員會主席)	2/2
Mr. Wang Jianli	王健利先生	2/2
Mr. Yue Zheng (appointed on 20 March 2019)	岳崢先生(於2019年3月20日獲委任)	—
Mr. Wang Lianzhou (retired on 20 March 2019)	王連洲先生(於2019年3月20日退任)	0/2

STRATEGIC REVIEW COMMITTEE

The Company established the strategic review committee in September 2013, as an additional corporate governance measure to evaluate any potential investment opportunities in Harbin presented to the Group. The Committee consists of one non-executive Director and three independent non-executive Directors.

The Strategic Review Committee is aware of the restrictions under the non-competition undertaking ("Harbin NCU") entered into by Mr. Wong Choi Hing and Mr. Wang Dewen in favour of Harbin China South City Company Limited in 2012. The duties of the Strategic Review Committee include reviewing and assessing any investment opportunities in Harbin that are presented to the Company, at least once every six months, and identifying the steps to be taken in respect of such opportunities. Neither Mr. Wong Choi Hing nor Mr. Wang Dewen will participate in any review, assessment or the decision-making process by the Strategic Review Committee.

The Strategic Review Committee met on 28 March 2018 and 30 August 2018, and concluded that there was no potential investment opportunities in Harbin for the Group.

策略審查委員會

本公司於2013年9月設立策略審查委員會，作為額外企業管治措施以評估本集團於哈爾濱的潛在投資機遇。委員會由一名非執行董事及三名獨立非執行董事組成。

策略審查委員會知悉王再興先生與王德文先生於2012年簽訂的以哈爾濱華南城有限公司為受益人的不競爭承諾（「哈爾濱不競爭承諾」）的限制。策略審查委員會的職責包括審查及評估提呈予本公司有關於哈爾濱的任何投資機遇，至少每隔六個月進行一次，並就有關機遇制訂措施。王再興先生及王德文先生將不參與策略審查委員會進行的任何審查、評估或決策。

策略審查委員會於2018年3月28日及2018年8月30日召開會議，表示本集團於哈爾濱並無任何潛在投資機會。

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BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy with effect from 24 March 2014 and discussed all measurable objectives set for implementing the policy. The Company recognises and embraces the benefits of having a diverse Board with a view to enhancing its effectiveness and achieving a high standard of corporate governance. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), talents, skills, knowledge, length of service and other qualities of Directors. The ultimate decision of all Board appointments should be based on meritocracy and the likely contributions that the selected candidates will bring to the Board. The Nomination Committee has reviewed such board diversity policy in the Year. During the Year, the Company's existing composition of independent non-executive directors as well as its senior management team are highly diverse in age, educational background and professional experience.

DIVIDEND POLICY

The Board ratified and adopted a dividend policy (the "Dividend Policy") which sets out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the Shareholders of the Company on 27 December 2018. In accordance with the Articles of the Company and subject to compliance with applicable laws and regulations, when considering the declaration and payment of dividends, the Board will take into account, among other things, the financial results, cash flow situation, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, interests of Shareholders, restrictions on payment of dividends, and other factors that the Board may consider relevant. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate. Any unclaimed dividend shall be forfeited and shall revert to the Company in accordance with the Articles. The Board will review the Dividend Policy as appropriate from time to time.

董事會多元化政策

董事會自2014年3月24日起採納董事會多元化政策以及討論就實施該政策所制定之所有可量度目標。本公司認同及信奉董事會成員多元化可提高董事會效益並達致高企業管治標準。該政策致力於確保董事會於技巧、經驗及多元化的觀點方面達致平衡，以切合本公司之業務要求。候選人選舉將基於多元化的觀點，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他)、能力、技能、知識、服務時間以及其他董事所需的資質。董事會委任最終決定將取決於所選定候選人的能力及其可能為董事會帶來的貢獻。提名委員會已於本年度檢討該董事會多元化政策。於本年度，本公司現有獨立非執行董事成員以及高級管理層團隊在年齡、教育背景及專業經驗方面均高度多元化。

股息政策

董事會於2018年12月27日追認及採納股息政策(「股息政策」)，當中載列本公司就宣派、派付或分派其純利予本公司股東作為股息時擬應用的原則及指引。根據本公司細則及在遵守適用法律及法規的前提下，董事會於考慮宣派及派付股息時將考慮(其中包括)財務業績、現金流量狀況、業務狀況及策略、未來營運及盈利、資本需求及開支計劃、股東利益、派付股息的限制以及董事會可能認為相關的其他因素。本公司可以現金或代息股份或董事會認為合適的其他形式宣派及派付股息。任何未領取的股息將被沒收並根據細則歸本公司所有。董事會將不時檢討股息政策(如合適)。

CRITERIA FOR NOMINATION AND APPOINTMENT OF DIRECTORS

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;
- Any measurable objectives adopted for achieving diversity on the Board;
- Requirement for the Board in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence, gender and cultural diversity;
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company;
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

董事提名及委任準則

在評估及挑選候選人擔任董事時，提名委員會及／或董事會應考慮下列準則：

- 品格與誠實；
- 資格，包括專業資格、技巧、知識及經驗，以及與本公司業務及策略相關的董事會成員多元化政策所提述的多元化因素；
- 為達致董事會成員多元化而採納的任何可計量目標；
- 根據上市規則的董事會規定，以及參考上市規則內列明候選人是否被視為獨立的指引；
- 候選人的專業資格、技巧、經驗、獨立性、性別及文化多元化方面可為董事會帶來的任何潛在貢獻；
- 是否願意及是否能夠投放足夠時間履行身為本公司董事會成員及擔任董事會轄下委員會的委員的的職責；
- 其他適用於本公司業務及其繼任計劃的其他各項因素，董事會及／或提名委員會可在有需要時修訂有關因素。

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NOMINATION PROCEDURE OF DIRECTORS

Appointment of New Directors

- May select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents;
- Upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship;
- If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).

Re-election of Directors

- Should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing corporate governance duties including:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices in relation to its compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- (e) to develop, review and monitor the implementation of the shareholders' communication policy to ensure its effectiveness, and to make recommendation to the Board where appropriate to enhance shareholders' relationship with the Company; and
- (f) to review the Company's compliance with Appendix 14 to the Listing Rules (the CG Code).

董事提名程序

委任新董事

- 可從各種途徑招攬董事人選，包括但不限於內部晉升、調任、由管理層其他成員和外部招聘代理人推薦；
- 在收到委任新董事的建議及候選人的個人資料(或相關詳情)後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事；
- 如過程涉及一個或多個合意的候選人，董事會應根據本公司的需要及每位候選人的證明審查(如適用)排列他們的優先次序。

重選董事

- 應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。

企業管治職能

董事會負責履行企業管治的職責，包括：

- (a) 制定及審核本公司的企業管治政策及常規並向董事會提出建議；
- (b) 審核及監察董事及高級管理人員培訓及持續專業發展；
- (c) 審核及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、審核及監察僱員及董事的操守準則及合規手冊(如有)；
- (e) 制定、審核及監察股東通訊政策的有效推行及提出有助鞏固本公司與股東的關係的建議；及
- (f) 審核本公司遵守上市規則附錄十四(企業管治守則)的情況。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements for FY2018 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's consolidated financial statements, which are put to the Board for approval. The Company provides all members of the Board with updates on Company's performance, positions and prospects.

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

The statement by the auditors of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 137 to 149 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for the risk management and internal control systems of the Group and for reviewing their effectiveness. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. A defined management structure with specified limits of authority and responsibilities is developed for safeguarding assets against unauthorized use or disposition, the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publications and the compliance of applicable laws, rules and regulations.

An internal audit department has been established to perform regular financial and operational reviews and recommend necessary actions to the relevant management. The works carried out by the internal audit department ensure risk management and internal control measures are in place and function properly as intended.

The results of the internal audit and reviews are reported to the executive Directors and the Audit Committee, who carried out annual review on the internal control and risk management systems for the Year, and they were satisfied with the effectiveness and the adequacy of such systems of the Group during the Year.

董事及核數師就財務報表的財務報告責任

董事確認彼等負責編製2018財政年度財務報表，該財務報表真實公平反映本公司及本集團的狀況及本集團的業績及現金流量。董事亦確認彼等負責確保本集團的財務報表及時公佈。

管理層已向董事會提供該等所需解釋及資料，讓董事會可以就提呈董事會批准的本公司合併財務報表作出知情評估。本公司向董事會全體成員提供有關本公司業績、狀況及前景的最新資料。

董事並不知悉有關任何可能對本集團的持續經營能力構成嚴重疑問的事件或情況之任何重大不確定因素。

本公司核數師有關其於合併財務報表的申報責任聲明載於本年報第137頁至149頁的獨立核數師報告。

風險管理及內部監控

董事會負責本集團的風險管理及內部監控體系並檢討其成效。風險管理及內部監控體系旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。本公司已制定明確界定的管理架構，並訂明職權範圍及職責，以防止未經授權使用或處置資產、妥善存置會計記錄，以提供可靠財務資料供內部使用或刊發，並遵守適用法例、規則及法規。

已成立內部審核部門，以定期進行財務及經營審核，並向有關管理人員建議所需行動。內部審核部門所進行的工作乃為確保風險管理及內部監控措施合適進行，並按擬定功能正常運作。

內部審核及審閱的結果會向本公司執行董事及審核委員會報告。執行董事及審核委員會於年內對本集團風險管理及內部監控系統進行年度審核，並信納本集團於本年度內有關係統屬有效及足夠。

CORPORATE GOVERNANCE REPORT 企業管治報告

An information disclosure policy is in place to ensure potential inside information being captured and confidentiality of such information being maintained until consistent and timely disclosure is made in accordance with the Listing Rules. The policy regulates the handling and dissemination of inside information, which includes:

- Designated reporting channels from different operations informing any potential inside information to designated departments;
- Designated persons and departments determining further disclosure as required; and
- Designated persons being authorised to act as spokespersons and respond to external enquiries.

INDEPENDENT AUDITORS' REMUNERATION

The Group's independent auditors are KPMG. For FY2018, the remuneration paid and payable by the Group to the independent auditors in respect of audit and non-audit services provided by them were as follows:

本集團訂有信息披露制度，確保能掌握潛在內幕消息並加以保密，直至按上市規則作出一致且適時的披露為止。該制度規管處理及發放內幕消息的方式，其中包括以下各項：

- 特設匯報渠道，讓不同營運單位向指定部門匯報潛在內幕消息的信息；
- 指定人士及部門按需要決定進一步披露方式；及
- 指定人士為發言人，回應外界查詢。

獨立核數師酬金

本集團的獨立核數師為畢馬威會計師事務所。於2018財政年度，本集團向獨立核數師就彼等所提供審核及非審核服務已付及應付的酬金如下：

		RMB'000 人民幣千元
Audit and review services ⁽¹⁾	審核及審閱服務 ⁽¹⁾	4,100
Other consulting services	其他顧問服務	2,100
Total	總計	6,200

Note:

(1) Including fees for statutory audit of annual financial statements and review of interim financial report.

附註：

(1) 包括年度財務報表的法定審計費和中期財務報告的審閱服務費。

COMPANY SECRETARY

Mr. Chan Sze Hon is the company secretary of the Company. During the Year and up to the date of this annual report, Mr. Chan Sze Hon has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONSHIP

The Company believes that effective communication with Shareholders and other investment community is essential. During the Year, the executive Directors, the chief financial officer and the head of investor relations of the Group held regular briefings, attended investor forums and participated in roadshows and conducted meetings with institutional investors and financial analysts in China, Hong Kong and overseas countries to keep them abreast of the Group's business and development. Investors can also communicate with the Company through email at ir@hydoo.com.cn.

Shareholders' meetings provide a useful forum for Shareholders to exchange views with the Board. Directors and the chief financial officer of the Group will attend Shareholders' meetings to answer the questions raised by Shareholders. Published documents together with the latest corporate information and news are available on the Company's website at www.hydoo.com.cn.

公司秘書

陳思翰先生為本公司的公司秘書。於本年度內及直至本年報刊發日期，陳思翰先生已遵照上市規則第3.29條進行了不少於15小時的相關專業培訓。

與股東的溝通及投資者關係

本公司認為，與股東及其他投資團體作出有效溝通乃至關重要。於本年度，本集團執行董事、首席財務官及投資者關係主管定期舉行簡報會，出席投資者論壇、參與路演、舉辦與機構投資者的會議，並在中國、香港及海外國家進行財務分析，讓彼等能洞悉本集團的最新業務及發展。投資者亦可通過電郵 ir@hydoo.com.cn 與本公司聯絡。

股東會議提供有益論壇，供股東與董事會互相交流意見。董事及本集團首席財務官將出席股東大會解答股東提問。有關發佈文件連同最新公司資料及新聞，可瀏覽本公司網站 www.hydoo.com.cn。

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting

Besides the request of the Board, the extraordinary general meeting shall also be convened through the following measures:

- (a) on the written requisition of any two or more Shareholders who hold not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company as at the date of deposit of the requisition of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such principal office, the registered office, specifying the objects of the meeting and signed by such Shareholders; or
- (b) on the written requisition of any one Shareholder of the Company which is a recognized clearing house (or its nominee(s)) who holds not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company as at the date of deposit deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office, specifying the objects of the meeting and signed by the Shareholder.

股東權利

召開股東特別大會

除董事會要求外，亦可通過下列方式召開股東特別大會：

- (a) 應任何兩名或以上於遞交要求當日持有不少於十分之一附帶權利於本公司股東大會上表決的本公司實繳股本的股東的書面要求而召開，有關要求須送達本公司於香港的主要營業地點或(倘本公司不再設置該主要辦事處)註冊辦事處，當中列明大會的主要商議事項，並由該等股東簽署；或
- (b) 應任何一名作為認可結算所並於遞交要求當日持有不少於十分之一附帶權利於本公司股東大會上表決的本公司實繳股本的本公司股東(或其代理人)的書面要求而召開，有關要求須送達本公司於香港的主要營業地點或(倘本公司不再設置該主要辦事處)註冊辦事處，當中列明大會的主要商議事項，並由該股東簽署。

Putting forward proposals

Shareholders may put forward proposals for consideration at a general meeting in accordance with the applicable laws and the Articles. If a Shareholder, who is entitled to attend and vote at the relevant general meeting, wishes to nominate a person (not being the nominating shareholder) to stand for election as a Director, he or she should give to the secretary of the Company notice in writing of the intention to propose a person for election as a Director and notice in writing by that person stating his or her willingness to be so elected, commencing no earlier than the day after the dispatch of the notice of the relevant general meeting and ending no later than seven days prior to the date of such general meeting.

As regards proposing a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the headquarters of the Company in Shenzhen at Level 42, Block E, China Resources Land Building, No.18 First Dachong Road, Nanshan District, Shenzhen, the PRC (email address: ir@hydoo.com.cn).

CHANGE IN CONSTITUTIONAL DOCUMENTS

During FY2018, there was no change in the constitutional documents of the Company.

提出建議

股東可根據適用法律及細則在股東大會上提出建議，以供省覽。倘有權出席相關股東大會並於會上投票的股東有意提名任何人士（並非作出提名的股東）參選董事，應向公司秘書發出書面意向通知，表示建議該名人士參選董事，而該名人士亦應向公司秘書發出書面通知，表明願意參選，且有關通知須於有關股東大會通告寄發翌日起至相關股東大會指定舉行日期前七日止發出。

有關建議人士參選董事的流程可於本公司及聯交所網站查閱。

向董事會提出查詢

股東可通過本公司在深圳的總部向董事會作出有關本公司的查詢，地址為中國深圳市南山區大沖一路18號華潤置地大廈E座42層，或發至下列電郵地址：ir@hydoo.com.cn。

組織章程文件更改

於2018財政年度，本公司的組織章程文件並無任何更改。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Wang Jianli (王健利), aged 59, has been the Chairman of the Group and executive Director since August 25, 2014, and is primarily responsible for formulating the overall development and strategic plans of our Group. Mr. Wang has over 23 years' experience in the development and operation of large scale trade centers. As disclosed in the Company's prospectus dated 18 October 2013 (the "Prospectus"), since 1995, Mr. Wang Jianli, together with his siblings and their families (the "Wang Family Group"), has engaged in the development and operation of trade center projects. As one of the key family members of the Wang Family Group, Mr. Wang was directly involved in the development and operation of trade center projects since 1995. Except for the foregoing, Mr. Wang did not have any management role within the Group prior to the appointment of the positions. Mr. Wang has been a member of the 11th Jiangxi Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議江西省第十一屆委員會) (the "Jiangxi CCPCC") and a member of the 11th Jiangxi Federation of Industry & Commerce (江西省第十一屆工商業聯合會) ("Jiangxi FIC") since January 2013, an executive member of the 3rd Ji'an Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議吉安市第三屆委員會) ("Ji'an CCPCC") since September 2011 and the chairman of the Federation of Industry & Commerce of Ji'an City (吉安市工商業聯合會) since April 2008. Mr. Wang was also a member of each of the 9th and the 10th Jiangxi CCPCC and a member of each of the 9th and the 10th Jiangxi FIC from December 2002 to January 2013, and a member of the 2nd Ji'an CCPCC from December 2006 to September 2011. Mr. Wang has received numerous awards, including the outstanding member of the Committee of the Chinese People's Political Consultative Conference of Ji'an City for the year 2013 (2013 年度吉安市優秀市政協委員) in December 2013; an honorary citizen of Ji'an City (吉安市榮譽市民) in March 2005; and the outstanding contributor to the building of socialism with Chinese characteristics in Jiangxi Province (江西省優秀中國特色社會主義事業建設者獎章) in December 2004. Mr. Wang is the uncle of Mr. Wang Dewen, an executive Director and the chief executive officer of the Company, and Mr. Huang Dehong, an executive Director of the Company, and Mr. Wang Dekai, the chief operating officer of the Company.

執行董事

王健利先生，59歲，自2014年8月25日開始出任本集團主席兼執行董事，主要負責制定本集團的整體發展及戰略規劃。王先生擁有超過二十三年的大型商貿物流中心開發及營運經驗。按本公司2013年10月18日招股章程(「招股章程」)所載，自1995年起，王健利先生及其兄弟姐妹及家屬(統稱為「王氏家族集團」)就開始從事商貿物流中心項目的開發和營運。作為王氏家族集團核心成員之一，王健利先生自1995年起直接參與了其中項目的開發及運營。除上述披露外，於擔任上述職務前，王先生並未於本集團擔任任何其他管職務。自2013年1月至今，王先生擔任中國人民政治協商會議江西省第十一屆委員會委員並擔任江西省第十一屆工商業聯合會委員。2011年9月至今，王先生亦為中國人民政治協商會議吉安市第三屆委員會常務委員。2008年4月至今，王先生還擔任吉安市工商業聯合會主席。2002年12月至2013年1月期間，王先生亦曾擔任中國人民政治協商會議江西省第九屆和第十屆委員會委員，並曾擔任江西省第九屆和第十屆工商業聯合會委員。2006年12月至2011年9月期間，王先生亦曾擔任中國人民政治協商會議吉安市第二屆委員會委員。王先生獲得過多個獎項，包括於2013年12月被評為2013年度吉安市優秀市政協委員、於2005年3月被評為吉安市榮譽市民，並於2004年12月榮獲江西省優秀中國特色社會主義事業建設者獎章。王先生是本公司執行董事兼首席執行官王德文先生、本公司執行董事黃德宏先生及本公司首席運營官王德開先生的叔叔。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Wang Dewen (王德文), aged 40, has been an executive Director since 2015, and has been the chief executive officer of our Group since 2014. Mr. Wang Dewen is primarily responsible for the overall business operations and management of our Group. Mr. Wang Dewen has over 10 years of experience in the development and operation of large scale trade centers. From October 2009 to December 2012, Mr. Wang Dewen served as the president of China South City Xi'an Company Limited (西安華南城有限公司), a subsidiary of China South City Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1668). In this role, he was primarily responsible for project management and operation. From January 2008 to October 2009, he served as the chairman and general manager of Jingdezhen Howard Commercial and Trade Center Development Company Limited (景德鎮豪德貿易廣場開發有限公司) and was primarily responsible for project management and operation. He also served as the general manager of Shenzhen Howard Investment Co., Ltd. (深圳市豪德投資有限公司) from July 2006 to October 2009 and was primarily responsible for the company's management and operation. Prior to that, he served as the project manager of the investment banking department of China Great Wall Securities Company Limited (長城證券有限責任公司) from August 2004 to May 2005 and the analyst of research department of Guosen Securities Co., Ltd. (國信證券股份有限公司) from September 2003 to August 2004. Mr. Wang Dewen is the nephew of Mr. Wang Jianli, an executive Director and Chairman of the Group, and a cousin of Mr. Huang Dehong, an executive Director of the Company, and Mr. Wang Dekai, the chief operating officer of the Group.

Mr. Huang Dehong (黃德宏), aged 40, has been an executive Director since 2013, and is primarily responsible for the day to day management of the business of our Group. Mr. Huang has 12 years of experience in the trade center development and operations industry. He has been the director of Ningxiang Hydoo Guangcai Trade Center Development Company Limited since July 2009, the general manager of Ningxiang Hydoo Guangcai Trade Center Development Company Limited since December 2010 and the director and general manager of Wuzhou Hydoo Commercial and Trade Center Development Company Limited since April 2012. He was also the deputy general manager of Ningxiang Hydoo Guangcai Trade Center Development Company Limited from July 2009 to December 2010. From January 2006 to June 2009, he served as the executive deputy general manager of Shuozhou Howard Commercial and Trade Center Development Company Limited (朔州豪德貿易廣場開發有限公司), and was responsible for assisting the general manager with the company's operations and management. Mr. Huang graduated from Sun Yat-sen University with a diploma in law in June 1998. Mr. Huang is the nephew of Mr. Wang Jianli, an executive Director and Chairman of the Group, and a cousin of Mr. Wang Dewen, an executive Director and chief executive officer of the Company and Mr. Wang Dekai, the chief operating officer of the Group.

王德文先生，40歲，自2015年開始出任執行董事，自2014年開始出任本集團首席執行官。王德文先生主要負責本集團的整體業務營運及管理。王德文先生擁有逾十年的大型商貿物流中心開發及營運經驗。自2009年10月至2012年12月，王德文先生為西安華南城有限公司(為聯交所主板上市公司華南城控股有限公司(股份代號：1668)的附屬公司)總裁，主要負責項目經營管理工作。自2008年1月至2009年10月，彼為景德鎮豪德貿易廣場開發有限公司董事長兼總經理，主要負責項目經營管理工作。彼亦於2006年7月至2009年10月擔任深圳市豪德投資有限公司總經理，並主要負責公司的經營管理工作。此前，彼於2004年8月至2005年5月擔任長城證券有限責任公司投資銀行部項目經理，並於2003年9月至2004年8月擔任國信證券股份有限公司研究部分析員。王德文先生是本集團執行董事兼主席王健利先生的侄子、本公司執行董事黃德宏先生及本集團首席運營官王德開先生的堂弟。

黃德宏先生，40歲，自2013年開始出任執行董事，主要負責本集團業務的日常管理。黃先生擁有十二年的商貿物流中心開發及營運行業經驗。彼自2009年7月起擔任寧鄉毅德光彩貿易廣場開發有限公司董事，自2010年12月起擔任寧鄉毅德光彩貿易廣場開發有限公司總經理，及自2012年4月起擔任梧州毅德商貿物流城開發有限公司董事兼總經理。自2009年7月至2010年12月，彼亦曾為寧鄉毅德光彩貿易廣場開發有限公司副總經理。自2006年1月至2009年6月，彼曾擔任朔州豪德貿易廣場開發有限公司常務副總經理，負責協助總經理進行公司營運及管理。黃先生於1998年6月畢業於中山大學，獲得法律專業文憑。黃先生是本集團執行董事兼主席王健利先生的侄子，本公司執行董事兼首席執行官王德文先生的堂兄和本集團首席運營官王德開先生的堂弟。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

NON-EXECUTIVE DIRECTORS

Mr. Yuan Bing (袁兵), aged 50, has been a non-executive Director since 2011, and is primarily responsible for providing strategic advice and guidance on the business and operations of our Group. Mr. Yuan has more than 9 years of private equity investment experience, prior to which Mr. Yuan has gained more than 14 years of experience in the investment banking industry and has extensive knowledge in corporate financing, listings and mergers and acquisitions transactions. Mr. Yuan joined Hony Capital in April 2009 and has served as managing director of the investment department of its Hong Kong office since January 2010. Mr. Yuan has been a non-executive director of Haichang Holdings Ltd. (海昌控股有限公司) since August 2012, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2255). Prior to joining Hony Capital, Mr. Yuan served as managing director of the direct investment department of Morgan Stanley Asia Limited from October 2006 to 2009. Before that, Mr. Yuan served as managing director of the PRC enterprises corporate financing department of Morgan Stanley Asia Limited from April 2004 to June 2006. Mr. Yuan also served as the vice president of Credit Suisse First Boston (Hong Kong) Limited from September 2001 to March 2004. Mr. Yuan received a bachelor of arts degree in English from Nanjing University in July 1990. He also obtained a master's degree in international relations in June 1993 and a juris doctorate's degree in June 1998 from Yale University.

非執行董事

袁兵先生，50歲，自2011年開始出任非執行董事，主要負責就本集團的業務及營運提供策略性意見及指引。袁先生擁有逾九年的私募股權直接投資經驗，之前擁有逾十四年的投資銀行業經驗，並擁有豐富的企業融資、上市及併購交易知識。袁先生於2009年4月加入Hony Capital Fund 2008, L.P.，自2010年1月起擔任其香港辦事處投資部董事總經理。袁先生自2012年8月起擔任海昌控股有限公司(其股份於聯交所主板上市，股份代號：2255)非執行董事。加入弘毅投資前，袁先生曾於2006年10月至2009年擔任摩根士丹利亞洲有限公司直接投資部董事總經理。此前，袁先生曾於2004年4月至2006年6月擔任摩根士丹利亞洲有限公司中國企業融資部董事總經理。袁先生亦曾於2001年9月至2004年3月擔任Credit Suisse First Boston (Hong Kong) Limited副總裁。袁先生於1990年7月獲得南京大學英語專業文學學士學位。彼亦於1993年6月獲得耶魯大學國際關係專業碩士學位，並於1998年6月獲得該校法律專業博士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhao Lihua (趙立華), aged 76, has been an independent non-executive Director since 2014. He graduated from Hunan University (湖南大學) in 1965 majoring in physics. Mr. Zhao was a professor and a tutor of doctorate candidates of Hunan University. He was a visiting scholar of the University of Wisconsin-Madison in the United States from August 1979 to August 1981. He was a visiting professor of the University of Hanover in Germany in 1989 and the vice president of Hunan University from March 1992 to March 2000. He served as the chairman of the board of Hebei Huda Technology & Education Development Co., Ltd. (河北湖大科技教育發展股份有限公司) from March 2000 to October 2002 and the chief supervisor of Sinosafe General Insurance Co., Ltd. (華安財產保險股份有限公司) from July 2003 to June 2011. Mr. Zhao has been an independent non-executive director of China Glass Holdings Limited (中國玻璃控股有限公司) since June 2011, whose shares are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 3300). He was formerly an independent non-executive director of China Fiberglass Co., Ltd. (中國玻纖股份有限公司) from July 2003 to April 2011, whose shares are listed on the Shanghai Stock Exchange (stock code: 600176).

Mr. Lam Chi Yuen Nelson (林智遠), aged 50, has been an independent non-executive Director since 2013. He has extensive experience in professional accountancy in Hong Kong. Currently, he is the chairman of Nelson CPA Limited. He has been appointed as a non-official non-executive director of the Urban Renewal Authority Board of Hong Kong SAR since May 2013. He has been the independent non-executive director of China Resources Cement Holdings Limited, a company listed on the Stock Exchange (stock code: 1313), since August 2008. He has also been appointed as a member of the Financial Reporting Review Panel since July 2013 and a member of the Air Transport Licensing Authority since August 2013. Mr. Lam is a practicing fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of several professional bodies in Australia, the USA and the United Kingdom, including CPA Australia, the American Institute of Certified Public Accountants and the Institute of Chartered Accountants of England and Wales. He is also a CFA charter holder and a fellow member of the Hong Kong Institute of Directors. Mr. Lam received a Bachelor of Business Administration in Accounting from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) in January 1992, a Master of Business Administration from the Hong Kong University of Science and Technology in November 1998 and a Master of Science in Finance from the Chinese University of Hong Kong in November 2001.

獨立非執行董事

趙立華先生，76歲，自2014年開始出任獨立非執行董事。趙先生於1965年畢業於湖南大學物理專業。曾任湖南大學教授兼博士生導師。趙先生自1979年8月至1981年8月為美國威斯康辛大學麥迪森分校訪問學者。趙先生1989年被聘為德國漢諾威大學客座教授，並自1992年3月至2000年3月任湖南大學副校長。趙先生自2000年3月至2002年10月任河北湖大科技教育發展股份有限公司董事長，並自2003年7月至2011年6月任華安財產保險股份有限公司監事長。趙先生自2011年6月起任中國玻璃控股有限公司(股份代號：3300，其股份於聯交所創業板上市)獨立非執行董事。趙先生曾於2003年7月至2011年4月任中國玻纖股份有限公司(股份代號：600176，其股份於上海證券交易所上市)獨立非執行董事。

林智遠先生，50歲，自2013年開始出任獨立非執行董事。彼擁有豐富的香港專業會計經驗。目前，林先生為遠景會計師事務所有限公司的主席。彼自2013年5月起獲委任為香港特別行政區市區重建局董事會非執行董事(非官方成員)彼自2008年8月起擔任聯交所上市公司華潤水泥控股有限公司(股份代號：1313)的獨立非執行董事。彼亦分別自2013年7月及2013年8月起獲委任為財務匯報審核委員會成員及空運牌照局成員。林先生為香港會計師公會執業資深會計師、英國特許公認會計師公會資深會員以及澳洲、美國及英國多個專業機構(包括澳洲註冊會計師公會、美國註冊會計師公會及英格蘭及威爾斯特許會計師公會)會員。彼亦為特許金融分析師特許資格持有人及香港董事學會資深會員。林先生於1992年1月獲得香港浸會大學(前稱香港浸會學院)工商管理學士(會計)學位，於1998年11月獲得香港科技大學工商管理碩士學位，及於2001年11月獲得香港中文大學財務學理學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Yue Zheng (岳嶢), aged 45, has been serving as a vice president of Chia Tai Land Company Limited since July 2004. Prior to that, Mr. Yue served as a project manager and a marketing director of PricewaterhouseCoopers (“PwC”) China and PwC New York from July 1997 to July 2004. He graduated from Fudan University (復旦大學) in July 1996 and obtained a bachelor degree in economics. He also obtained a master degree in business administration in May 2002 from Yale University.

SENIOR MANAGEMENT

Mr. Wang Dewen (王德文), aged 40, has been an executive Director since 2015, and has been the chief executive officer of our Group since 2014. For Mr. Wang Dewen's biographical details, please refer to “Biographical Details of Directors and Senior Management - Executive Directors” in this annual report.

Mr. Wang Dekai (王德開), aged 42, has been the chief operating officer of our Group since 2014, and is primarily responsible for the daily operation and management of the Group. Mr. Wang has approximately 18 years of experience in the development and operation of large scale trade and logistics centers. From February 2000 to May 2006, he served as the chairman and the general manager of Henan Xinyang Commercial and Trade Center Development Company Limited (河南信陽貿易廣場開發有限公司), and was primarily responsible for the company's management and operation. From June 2006 to October 2009, he served as the chairman and the deputy general manager of Liaoning Chaoyang Howard Commercial and Trade Center Development Company Limited (遼寧朝陽豪德貿易廣場開發有限公司), and was primarily responsible for project management and operation. From November 2009 to July 2012, he also served as the chairman and general manager of Jining Howard Lunan Modern Trade Center Development Company Limited (濟寧豪德魯南現代物流城開發有限公司), and was responsible for project management and operation. From August 2012 to July 2014, he served as the general manager of Mianyang Western Trade Center Development Company Limited (綿陽西部現代物流城開發有限公司), and was responsible for project management and operation. Mr. Wang Dekai is the nephew of Mr. Wang Jianli, the Chairman and an executive Director of the Group, a cousin of Mr. Wang Dewen, an executive Director and the chief executive officer of the Company, and Mr. Huang Dehong, an executive Director of the Company.

岳嶢先生，45歲，自2004年7月起擔任正大置地有限公司的副總裁。在此之前，岳先生自1997年7月至2004年7月於普華永道中國及普華永道紐約公司歷任項目經理及市場主管等職務。彼於1996年7月畢業於復旦大學，並獲得經濟學學士學位。彼亦於2002年5月獲得耶魯大學工商管理學碩士學位。

高級管理層

王德文先生，40歲，自2015年開始出任執行董事，自2014年開始出任本集團首席執行官。王德文先生的履歷詳情請參閱本年報「董事及高級管理層履歷－執行董事」一節。

王德開先生，42歲，自2014年開始出任為本集團首席運營官，主要負責本集團的日常運營和管理工作。王德開先生擁有近十八年的大型商貿物流中心開發及營運經驗。彼自2000年2月至2006年5月擔任河南信陽貿易廣場開發有限公司主席兼總經理，主要負責公司的經營管理工作；自2006年6月至2009年10月擔任遼寧朝陽豪德貿易廣場開發有限公司主席兼副總經理，主要負責項目營運及管理工作；自2009年11月至2012年7月擔任濟寧豪德魯南現代物流城開發有限公司主席兼總經理，負責項目營運及管理工作；及自2012年8月至2014年7月擔任綿陽西部現代物流城開發有限公司總經理，負責項目營運及管理。王德開先生是本集團主席兼執行董事王健利先生的侄子、本公司執行董事兼首席執行官王德文先生及本公司執行董事黃德宏先生的堂兄。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Jia Xinjiang (賈信江), aged 64, has been the vice president of our Group since September 2014, and is primarily responsible for the overall financial operations of our Group. He has also been appointed as the president of Shenzhen Qianhai Hydo Finance Holding Company Limited since June 2015, and is primarily responsible for the overall business operations and management of the finance affairs. Mr. Jia is a senior economist. He obtained bachelor degrees in science of Marxist Basic Theory from Jiangxi University (江西大學) and in finance from the Economics Department of Zhengzhou University (鄭州大學), and a master's degree in finance from Hunan College of Finance and Economics (湖南財經學院). Mr. Jia has 36 years of experience in management and operations of banking business, including 21 years of experience in the Central Bank and 15 years of experience in commercial banks. He has a deep understanding of China's financial markets, and is familiar with China's monetary credit policy and financial regulations, as well as the methods of managing commercial bank business, risk-management and internal control. Prior to joining our Group, Mr. Jia served as the director of corporate banking department of Ping An Bank Company Limited (a joint-stock commercial bank whose shares are listed on the Shenzhen Stock Exchange (stock code: 000001), hereinafter referred to as "Ping An Bank") from September 2012 to September 2013, and was responsible for the corporate banking business of its Chengdu branch, Chongqing branch, Kunming branch, Wuhan branch and Haikou branch. From May 2007 to September 2012, Mr. Jia served as both the director of corporate banking department of Ping An Bank and the general manager of Ping An Bank's management department in Shenzhen, and was responsible for the overall operations of business department in Ping An Bank's business in the southern part of China. From May 2005 to May 2007, Mr. Jia served as the deputy president of the Shenzhen branch of China CITIC Bank Corporation Limited (a joint-stock commercial bank whose shares are listed on both the Stock Exchange (stock code: 0998) and Shanghai Stock Exchange (stock code: 601998)), and was responsible for corporate banking, credit operations and foreign exchange business. From April 2004 to May 2005, Mr. Jia served as the deputy president of the Guangzhou branch of China Everbright Bank Co., Ltd. (a joint commercial bank whose shares are listed on both the Stock Exchange (stock code: 6818) and Shanghai Stock Exchange (stock code: 601818), hereinafter referred to as "CCB"), and was responsible for corporate banking, asset management and operation management. From September 1998 and April 2004, Mr. Jia served as the deputy president of the Shenzhen branch of CCB, and was responsible for credit management, risk review, corporate banking, retail business and integrated management. From February 1993 to September 1998, Mr. Jia held several positions in the Jiangxi branch of People's Bank of China, including the assistant to president and deputy president, and was responsible for foreign exchange management, financing planning management and issuance of currency management. From October 1977 to

賈信江先生，64歲，自2014年9月開始出任為本集團副總裁，主要負責本集團的整體財務事務。彼自2015年6月起獲委任為深圳市前海毅德金融控股有限公司總裁，主要負責整體業務營運及管理財務事宜。賈先生為高級經濟師，持有江西大學政治系馬列基礎理論專業、鄭州大學經濟系金融專業學士學位以及湖南財經學院金融學碩士學位。賈先生擁有三十六年的銀行經營管理工作經驗，其中，中央銀行管理工作二十一年，商業銀行管理工作十五年，對中國的金融市場具備深刻的理解與認知，熟悉國家貨幣信貸政策和金融法規，熟悉商業銀行業務經營管理的方法以及風險管理技術和內控手段。加入本集團前，賈先生曾於2012年9月至2013年9月擔任平安銀行股份有限公司(於深圳證券交易所上市的股份制商業銀行(股份代號：000001)，以下簡稱「平安銀行」)總行公司業務總監，負責主管成都分行、重慶分行、昆明分行、武漢分行和海口分行的公司銀行業務。賈先生亦曾於2007年5月至2012年9月擔任平安銀行總行公司業務總監兼深圳管理部總經理，負責主管平安銀行華南地區事業部全面工作。自2005年5月至2007年5月，賈先生擔任中信銀行股份有限公司(同時於聯交所(股份代號：0998)及上海證券交易所(股份代號：601998)上市的股份制商業銀行)深圳分行常務副行長，負責主管公司業務、信貸業務和外匯業務。自2004年4月至2005年5月，賈先生擔任中國光大銀行股份有限公司(同時於聯交所(股份代號：6818)及上海證券交易所(股份代號：601818)上市的股份制商業銀行，以下簡稱「光大銀行」)廣州分行常務副行長，負責主管公司業務、資產管理和運營管理。自1998年9月至2004年4月，賈先生擔任光大銀行深圳分行常務副行長，負責主管信貸管理、風險審查、公司業務、零售業務和綜合管理。自1993年2月至1998年9月，賈先生就職於中國人民銀行江西省分行，曾擔任行長助理、副行長職務，負

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

February 1993, Mr. Jia held several positions in the Shangrao district branch of People's Bank of China, including deputy president and president, and was responsible for financing planning, credit management, integrated management and the overall management.

Mr. Chan Sze Hon (陳思翰), aged 45, has been the chief financial officer of our Group since 2014 and the company secretary of our Company since July 2017. He is primarily responsible for the overall financial affairs of our Group and the secretarial matters of the Company. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Chan holds a Bachelor of Arts in Accountancy from City University of Hong Kong and a master's degree in corporate finance from The Hong Kong Polytechnic University. He has over 23 years of experience in accounting and financial management and had worked for Deloitte Touche Tohmatsu in Hong Kong for over 8 years. Prior to joining the Company, Mr. Chan had held various positions with companies listed on the Stock Exchange. From October 2012 to June 2014, Mr. Chan was the chief financial officer and company secretary of Wuzhou International Holdings Limited (stock code: 1369). From 2009 to 2012, Mr. Chan has been an executive director, company secretary and chief financial officer of Fantasia Holdings Group Co., Limited (stock code: 1777). Mr. Chan was the independent non-executive director of each of BLU SPA Holdings Limited, currently known as Super Robotics Limited (stock code: 8176) and China Mining Resources Group Limited currently known as Tongguan Gold Group Limited (stock code: 340) from 2007 to 2012 and 2007 to 2011, respectively. From 2007 to 2012, Mr. Chan also served as an independent non-executive director of ERA Information & Entertainment Limited, currently known as ERA Mining Machinery Limited, a company whose shares were listed on the Stock Exchange and delisted in 2012. Mr. Chan was an executive director, chief financial officer and company secretary of Greater China Holdings Limited, currently known as Greater China Financial Holdings Limited (stock code: 431) from 2005 to 2008, and later re-designated as a non-executive director from 2008 to 2015. Prior to that, Mr. Chan worked in Deloitte Touche Tohmatsu from 1995 to 2004, where he held various positions such as staff accountant, senior accountant and manager.

責外匯管理、計劃資金管理和貨幣發行管理工作。自1977年10月至1993年2月，賈先生就職於中國人民銀行上饒地區分行，曾擔任副行長、行長職務，負責計劃資金、信貸管理、綜合管理以及主持全面工作。

陳思翰先生，45歲，自2014年開始出任本集團首席財務官及自2017年7月出任本公司的公司秘書。彼主要負責本集團的整體財務事宜及本公司秘書事項。陳先生為香港會計師公會執業會計師與英國特許公認會計師公會資深會員持有香港城市大學會計學文學士學位及香港理工大學企業金融學碩士學位。陳先生擁有逾二十三年的會計與財務管理經驗，並曾於香港德勤•關黃陳方會計師行任職逾八年。加入本公司前，陳先生曾在多間聯交所上市公司任職。於2012年10月至2014年6月，陳先生在五洲國際控股有限公司(股份代號：1369)擔任首席財務官及公司秘書。於2009年至2012年，陳先生在花樣年控股集團有限公司(股份代號：1777)擔任執行董事、公司秘書及首席財務官。於2007年至2012年與2007年至2011年，陳先生曾分別在富麗花•譜控股有限公司(現稱超人智能有限公司，股份代號：8176)及中國礦業資源集團有限公司(現稱潼關黃金集團有限公司)(股份代號：340)擔任獨立非執行董事。於2007年至2012年，陳先生亦在年代資訊影視有限公司(現稱年代煤礦機電設備製造有限公司，曾為聯交所上市公司，於2012年退市)擔任獨立非執行董事。於2005年至2008年，陳先生曾擔任大中華實業控股有限公司(現稱大中華金融控股有限公司)(股份代號：431)的執行董事、首席財務官及公司秘書，並自2008年起至2015年改任非執行董事。此前，於1995年至2004年，陳先生則任職德勤•關黃陳方會計師行，歷任會計員、資深會計師與經理。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Huang Wenbin (黃文濱), aged 55, has been the vice president of the Group since 2011, and is primarily responsible for sales and marketing management of the Group. Mr. Huang has 24 years of experience in sales and marketing. Prior to joining the Group, Mr. Huang was the vice general manager of Hong Kong Howard Group Company Limited from February 2005 to November 2011, and was principally in charge of the sales and marketing of trade center projects. Mr. Huang was also the deputy general manager of Jining Hydo Logistics Center Development Company Limited from May 2010 to November 2011, and was responsible for sales and marketing of the Jining Trade Center. Concurrently, Mr. Huang served as deputy general manager of China South City Xi'an Company Limited (西安華南城有限公司) in charge of marketing from January 2010 to October 2011, and was responsible for sales and marketing management. Mr. Huang served as the deputy general manager of Jingdezhen Howard Trade Center Development Company Limited (景德鎮豪德貿易廣場開發有限公司) from January 2001 to June 2005. He also acted as the deputy general manager/general manager of Jiangxi Howard Group Bioengineering Industrial Co., Ltd. (江西豪德集團生物工程實業有限公司) from November 1998 to December 2000 and the deputy general manager of Ganzhou Lifa Metal Products Company Limited (贛州利發金屬製品有限公司) from March 1994 to November 1998.

黃文濱先生，55歲，自2011年開始出任本集團副總裁，主要負責本集團銷售及營銷管理。黃先生擁有二十四年銷售及營銷經驗。加入本集團前，黃先生曾於2005年2月至2011年11月擔任香港豪德集團有限公司副總經理，主要負責商貿物流中心項目的銷售及營銷。黃先生亦於2010年5月至2011年11月擔任濟寧毅德物流城開發有限公司副總經理，負責濟寧商貿物流中心的銷售及營銷。同時，黃先生亦曾於2010年1月至2011年10月擔任西安華南城有限公司營銷事務副總經理，負責銷售及營銷管理。黃先生曾於2001年1月至2005年6月擔任景德鎮豪德貿易廣場開發有限公司副總經理。彼亦於1998年11月至2000年12月擔任江西豪德集團生物工程實業有限公司副總經理／總經理，並於1994年3月至1998年11月曾擔任贛州利發金屬製品有限公司副總經理。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Zhao Yande (趙彥德), aged 42, has been a vice president of the Group since 2011 and is primarily responsible for the strategic planning of the Group since May 2018, and he is also appointed as the chairman of Nanchang project since March 2019. He was a general manager of the Ganzhou project of our Group from December 2012 to May 2018. From November 2011 to November 2012, Mr. Zhao served as the vice president of construction management of the Company and was primarily responsible for the overall construction management of the Group. Mr. Zhao has more than 18 years of experience in construction management. Prior to joining the Group, he was also the deputy general manager of Jining Hydo Logistics Center Development Company Limited from February 2010 to November 2011 and was responsible for construction management of the Jining Trade Center. Concurrently, Mr. Zhao acted as the deputy general manager of construction in China South City Xi'an Company Limited (西安華南城有限公司) from October 2009 to October 2011, and was responsible for managing the construction of the entire project. From November 2008 to October 2009, Mr. Zhao acted as the deputy general manager of construction in Jingdezhen Howard Trade Center Development Company Limited (景德鎮豪德貿易廣場開發有限公司), and was responsible for managing the construction of the entire project. From May 2006 to November 2008, Mr. Zhao worked for Shenzhen China Overseas Construction Limited (深圳中海建築工程有限公司), and was responsible for managing the construction of the Futian Shangri-La Hotel, Kerry Plaza and Zhuhai Silver Bay projects. From July 2000 to May 2006, Mr. Zhao worked for China State Construction International Holdings Ltd., and was responsible for managing the reconstruction of Kowloon Hospital, the 101 Area project and other projects. Mr. Zhao received a bachelor's degree in construction management from Chongqing University in July 2000, and a Master of Science degree in project management from the Hong Kong Polytechnic University in December 2007.

趙彥德先生，42歲，自2011年開始出任本集團副總裁，自2018年5月主要負責本集團的策略規劃，並於2019年3月兼任南昌項目公司董事長。彼自2012年12月至2018年5月起出任本集團贛州項目總經理。2011年11月至2012年11月，趙先生為本公司工程管理副總裁，主要負責本集團的整體施工管理。趙先生擁有逾十八年施工管理經驗。加入本集團前，趙先生曾於2010年2月至2011年11月擔任濟寧毅德物流城開發有限公司副總經理，負責濟寧商貿物流中心的施工管理。同時，趙先生亦曾於2009年10月至2011年10月擔任西安華南城有限公司工程部副總經理，負責整體項目施工管理。自2008年11月至2009年10月，趙先生曾擔任景德鎮豪德貿易廣場開發有限公司工程部副總經理，負責整體項目施工管理。趙先生曾於2006年5月至2008年11月任職於深圳中海建築工程有限公司，負責福田香格里拉大酒店、嘉里建設廣場及珠海銀海灣項目的施工管理。於2000年7月至2006年5月，趙先生曾任職於中國建築國際集團有限公司，負責九龍醫院重建、101區項目及其他項目管理。趙先生於2000年7月獲得重慶大學建設管理專業學士學位，並於2007年12月獲得香港理工大學項目管理專業理學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Zhou Zhiyuan (周志元), aged 46, has been the vice president of the Group since 2012, and is primarily responsible for the construction and cost management of the Group. Mr. Zhou has 9 years of experience in construction management. From December 2010 to December 2012, he served as the general manager of the planning and construction management department of Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司), responsible for project development, planning and operation and the construction management of the group. During the same period, he concurrently served as the general manager of Tajian Construction Engineering Co., Ltd. (泰建建築工程有限公司) under the group. He also served as the deputy general manager of Liyu Construction Design Company (麗雨建築設計公司) under the group, responsible for decoration, landscape design and management from June 2012 to December 2012. From March 2010 to November 2010, he served as the deputy general manager of Changsha Kaifu Wanda Plaza Investment Company Limited (長沙開福萬達廣場投資有限公司), in charge of the construction work. From July 2007 to February 2010, he successively served as the chief of general housing management center and project general manager of Dongguan Vanke Real Estate Co., Ltd (東莞萬科房地產有限公司), and was responsible for its project development and construction management. From July 2004 to July 2007, he served as the construction manager of Guangdong Century City Group Company Limited (廣東世紀城集團有限公司), in charge of its project development and construction management. Mr. Zhou received a Bachelor of Science degree in water conservancy and hydropower engineering construction from Tsinghua University in July 1995.

Mr. Xiao Junxian (肖俊賢), aged 68, has been the vice president of the Group since 2017 and is primarily responsible for the Group's risk control and management affairs. Mr. Xiao is a senior economist. He has served as the special assistant to the chairman of the Group from November 2012 to March 2017. He has more than 6 years of experience in risk control management in the Group. Prior to joining the Group, Mr. Xiao served as vice president of Hong Kong Howard Group Co., Ltd. from November 2006 to November 2012. He was mainly responsible for the preliminary investigation of new projects and the communication and coordination with the government. Mr. Xiao has 30 years of experience in banking management and risk review. From November 2001 to November 2006, Mr. Xiao served as the general auditor of the Bank of China Shaoguan and Qingyuan Branch (in Guangdong Province, the provincial office). From November 1997 to November 2001, Mr. Xiao served as the general auditor of the Bank of China Jieyang Branch. From November 1991 to November 1997, Mr. Xiao served as the bank president of Jiedong branch of the Bank of China Jieyang branch. From November 1981 to November 1991, Mr. Xiao served as the bank president of Jiexi County Branch of Bank of China Jieyang Branch.

周志元先生，46歲，自2012年開始出任本集團副總裁，主要負責本集團的工程及成本管理。周先生擁有九年施工管理經驗。自2010年12月至2012年12月，他曾擔任佳兆業集團控股有限公司規劃及施工管理部總經理，負責該集團項目開發、規劃以及營運及施工管理。同期，他還出任該集團旗下泰建建築工程有限公司總經理。他亦於2012年6月至2012年12月擔任該集團旗下麗雨建築設計公司副總經理，負責裝飾、景觀設計及管理。自2010年3月至2010年11月，他曾擔任長沙開福萬達廣場投資有限公司副總經理，負責施工工作。自2007年7月至2010年2月，他曾先後擔任東莞萬科房地產有限公司普通住房管理中心主管及項目總經理，負責項目開發及施工管理。自2004年7月至2007年7月，他曾擔任廣東世紀城集團有限公司施工經理，負責項目開發及施工管理。周先生於1995年7月獲得清華大學水利水電工程建築專業理學學士學位。

肖俊賢先生，68歲，自2017年開始出任本集團副總裁，主要負責本集團的風險控制管理事務。肖先生為高級經濟師。他自2012年11月起至2017年3月擔任本集團主席特別助理，在本集團擁有逾六年風險控制管理經驗。加入本集團前，肖先生曾於2006年11月至2012年11月擔任香港豪德集團有限公司副總裁，主要負責新項目的前期考察以及與政府的溝通協調工作。肖先生擁有30年的銀行經營管理、風險審查工作經驗。自2001年11月至2006年11月，肖先生擔任中國銀行韶關、清遠分行總稽核(廣東省省行派駐)。自1997年11月至2001年11月，肖先生擔任中國銀行揭陽分行總稽核。自1991年11月至1997年11月，肖先生擔任中國銀行揭陽分行揭陽東區支行行長。自1981年11月至1991年11月，肖先生擔任中國銀行揭陽分行揭西縣支行行長。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Wang Xiangui (王顯貴), aged 61, has been the director of the project development department of the Group since 2010, and is primarily responsible for project development of the Group. Mr. Wang has more than 23 years of experience in project development of trade centers. From January 2010 to November 2010, Mr. Wang served as the manager of project development department of Hong Kong Hydoo Group Investment Company Limited and was responsible for the project development of the company. From August 1995 to November 2010, he was the manager of project development department of Hong Kong Howard Group Company Limited, and was responsible for the project development. He was awarded the title of the outstanding entrepreneur with social responsibility of Weifang city in December 2010.

王顯貴先生，61歲，自2010年開始出任本集團項目拓展部總監，主要負責本集團的項目開發。王先生擁有逾二十三年商貿物流中心項目開發經驗。自2010年1月至2010年11月，王先生曾擔任香港毅德集團投資有限公司項目開發部經理，負責該公司的項目開發。自1995年8月至2010年11月，他曾擔任香港豪德集團有限公司項目開發部經理，負責項目開發。彼於2010年12月獲授濰坊市最具社會責任感優秀企業家稱號。



Independent auditor's report to the shareholders of Hydoo International Holding Limited

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Hydoo International Holding Limited (the "Company") and its subsidiaries (the "Group") set out on pages 150 to 351, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

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

Key audit matters

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

致毅德國際控股有限公司列位股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審核列載於第150至351頁的毅德國際控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的合併財務報表，此財務報表包括於2018年12月31日的合併財務狀況表與截至該日止年度的合併損益表、合併損益及其他全面收益表、合併權益變動表和合併現金流量表，以及合併財務報表附註，包括主要會計政策概要。

我們認為，該等合併財務報表已根據國際會計準則理事會頒布的《國際財務報告準則》真實而中肯地反映了貴集團於2018年12月31日的合併財務狀況及截至該日止年度的合併財務表現及合併現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審核準則》進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核合併財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島合併財務報表的審核相關的道德要求，我們獨立於貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期合併財務報表的審核最為重要的事項。這些事項是在我們審核整體合併財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Transfer of inventories to investment properties and valuation of investment properties 轉撥存貨到投資物業及投資物業的估值	
Refer to note 11 to the consolidated financial statements and the accounting policies on page 199. 請參閱合併財務報表附註11及第199頁的會計政策。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們於審核時如何處理關鍵審計事項
<p>As at 31 December 2018, the Group held a portfolio of investment properties located in Jiangxi, Guangxi, Shandong and Hunan provinces in Mainland China with an aggregate fair value of RMB2,623 million which accounted for 18% of the Group's total assets at that date. The investment properties principally comprise shopping malls and other commercials.</p> <p>於2018年12月31日，貴集團持有位於中國內地江西、廣西、山東及湖南省的投資物業組合，總值為人民幣2,623百萬元，佔貴集團資產總值的18%。投資物業主要包括綜合交易展示區及其他商業。</p> <p>During the year ended 31 December 2018, the Group transferred inventories, which principally comprised shopping malls, with an aggregate carrying value of RMB289 million to investment properties. Management is required to exercise judgement in determining if the relevant criteria as set out in the prevailing accounting standards have been met in order to transfer inventories to investment properties. Such judgements are principally qualitative in nature.</p> <p>截至2018年12月31日止年度，貴集團將總賬面值為人民幣289百萬元的存貨，主要包括綜合交易展示區轉撥至投資物業。管理層需要對存貨轉撥到投資物業是否符合現行會計準則中規定的相關標準作出判斷。這些判斷主要是定性的。</p>	<p>Our audit procedures to assess the transfer of inventories to investment properties and the valuation of investment properties included the following:</p> <p>我們對評估存貨轉撥到投資物業及投資物業的估值採取的審核程序包括：</p> <ul style="list-style-type: none"> challenging management's criteria for determining the change in use of the properties transferred from inventories to investment properties by inspecting the lease agreements for the properties, property management contracts and other relevant documentation and inspecting management's business plans for these properties; 通過檢查物業的租賃協議、物業管理合同和其他相關文件以及檢查管理層對這些物業的業務計劃，挑戰管理層確定從存貨轉撥到投資物業用途變化的準則； conducting site visits to investment properties transferred from inventories, on a sample basis, to observe the leasing activities of the respective properties and assess the change in use of the properties as asserted by management; 對從存貨轉撥到投資物業的項目進行實地視察，以抽樣方式觀察各項物業的租賃活動，並評估管理層聲稱的物業用途變化；

<p>Transfer of inventories to investment properties and valuation of investment properties 轉撥存貨到投資物業及投資物業的估值</p>	
<p>Refer to note 11 to the consolidated financial statements and the accounting policies on page 199. 請參閱合併財務報表附註11及第199頁的會計政策。</p>	
<p>The key audit matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 我們於審核時如何處理關鍵審計事項</p>
<p>The net changes in fair value of investment properties recorded in the consolidated statement of profit or loss represented 24% of the Group's profit before taxation for the year ended 31 December 2018, including an amount of RMB101 million which arose from the fair value gain upon the transfer of inventories to investment properties. 於合併損益表中所錄得的投資物業的公允值淨變動相當於貴集團截至2018年12月31日止年度之除稅前溢利之24%，包括由存貨轉撥到投資物業時產生的公允值收益人民幣101百萬元。</p>	<ul style="list-style-type: none"> obtaining and inspecting the valuation reports prepared by the external property valuers engaged by management and on which the directors' assessment of the fair values of investment properties was based; 取得並檢查由管理層委聘的外部物業估值師所編製且作為董事對投資物業的公允值作出評估的基準的估值報告； assessing the external property valuers' qualifications, experience and expertise in the properties being valued and considering their objectivity and independence; 評估外部物業估值師對所估物業的資歷、經驗和專業知識，並考慮其客觀性和獨立性；

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Transfer of inventories to investment properties and valuation of investment properties 轉撥存貨到投資物業及投資物業的估值	
Refer to note 11 to the consolidated financial statements and the accounting policies on page 199. 請參閱合併財務報表附註11及第199頁的會計政策。	
The key audit matter 關鍵審計事項	How the matter was addressed in our audit 我們於審核時如何處理關鍵審計事項
<p>The fair values of the investment properties as at 31 December 2018 were assessed by the directors based on independent valuations prepared by a firm of qualified external property valuers. The determination of these fair values involves significant judgement and estimation, particularly in relation to selecting the appropriate valuation methodology, capitalisation rates, market rents and average market price of the comparable properties.</p> <p>投資物業於2018年12月31日的公允值乃由董事基於一間合資格外部物業估值師編製的獨立估值而評估。對該等公允值的確定涉及重大判斷及估計，特別與選用適當的估值方法、資本化比率、可資比較物業的市場租金及平均市價有關。</p> <p>We identified the transfer of inventories to investment properties and the valuation of investment properties as a key audit matter because of the exercise of management judgement in assessing if the criteria for the transfer of inventories to investment properties were met and because of the inherent risks involved in estimating the valuations of investment properties, particularly in light of the current economic circumstances and various property market cooling measures implemented by local governments in various cities across Mainland China.</p> <p>我們識別出存貨轉撥到投資物業及投資物業的估值作為關鍵審計事項，因為在評估是否符合將存貨轉撥到投資物業的標準時，以及由於估計投資物業的估值涉及的固有風險，特別是鑑於當前的經濟環境和地方政府在中國內地各個城市推出的各種房地產市場降溫措施，管理層需要行使判斷。</p>	<ul style="list-style-type: none"> with the assistance of our internal property valuation specialists, discussing with the external property valuers their valuation methodology and the key estimates and assumptions adopted in their valuations; 在我們的內部物業估值專家協助下，與外部物業估值師討論他們的估值方法以及估值採用的主要估計和假設； challenging the key estimates and assumptions (including capitalisation rates, prevailing market rents and comparable market transactions) adopted in the valuations, on a sample basis, by comparison with available market data and/or government produced market statistics; and 通過與現有市場數據和或政府編製的市場統計數據進行比較，質疑估值中採用的主要估計和假設（包括資本化比率、現行市場租金和可比較市場交易）；及 comparing tenancy information, including committed rents and occupancy rates, provided by the Group to the external property valuers with underlying contracts and related documentation, on a sample basis. 通過抽樣的方式，將租賃信息，包括承諾的租金和入住率，與貴集團提供給外部物業估值師的基本合同和相關文件進行對比。

<p>Assessing the net realisable value of inventories 評估存貨的可變現淨值</p>	
<p>Refer to note 20 to the consolidated financial statements and the accounting policies on page 226 to 230. 請參閱合併財務報表附註20 及第226頁至230頁的會計政策。</p>	
<p>The key audit matter 關鍵審核事項</p>	<p>How the matter was addressed in our audit 我們於審核時如何處理關鍵審核事項</p>
<p>As at 31 December 2018, the aggregate carrying value of the Group's properties held for development ("PHD"), properties under development ("PUD") and completed properties held for sale (together "inventories") totalled RMB7,485 million. These principally comprise wholesale trading market units and other commercials in Ganzhou, Lanzhou, Jining, Yulin and Wuzhou.</p> <p>於2018年12月31日，貴集團的持作發展物業（「持作發展物業」）、在建物業（「在建物業」）及待售已完工物業（統稱「存貨」）的總賬面值合共為人民幣7,485百萬元。該等存貨主要包括於贛州、蘭州、濟寧、玉林及梧州的獨立交易展示區單元及其他商業。</p> <p>Inventories are stated at the lower of cost and net realisable value. The calculation of the net realisable value for each property development project at the financial reporting date is performed by management.</p> <p>存貨以成本與可變現淨值的較低者列值。各個物業開發項目於財政報告日的可變現淨值由管理層計算。</p> <p>The calculation of the net realisable value of inventories involves significant management judgement and estimation in preparing the updated estimations of the costs to complete each property development project for PHD and PUD as well as in assessing the expected future selling prices for each property development project (with reference to recent sales transactions in nearby locations and the rates of new property sales) and the estimated future selling costs (including price discounts which may be required to stimulate sales).</p> <p>編製持作發展物業及在建物業各個物業開發項目竣工成本的最新估計，以及評估各個物業開發項目的預期未來售價（參考毗鄰地段近期的銷售交易及新物業銷售率）及估計未來銷售成本（包括促進銷售可能需要的價格折扣）時，計算存貨的可變現淨值涉及重大管理層判</p>	<p>Our audit procedures to assess the net realisable value of inventories included the following:</p> <p>我們評估存貨的可變現淨值採取的審核程序包括：</p> <ul style="list-style-type: none"> assessing the design, implementation and operating effectiveness of key internal controls over the preparation and monitoring of management budgets and forecasts of construction and other costs for each property development project; 評估就編製及監察各個物業開發項目的預算管理、建築及其他成本的預測進行的主要內部控制，在設計、實施和運作上的有效性； conducting site visits to property development sites, on a sample basis, and discussing with management the progress of each property development project and the development budgets reflected in the latest forecasts for each property development project; 以抽樣方式對物業開發用地進行實地視察，並與管理層討論各個物業開發項目的進度及反映於各個物業開發項目最新預測的發展預算； evaluating the valuation methodologies and challenging the key estimates and assumptions adopted in the valuations, including expected future selling prices, by comparing expected future selling prices to, where available, recently transacted prices for similar properties and the prices of comparable properties located in the nearby vicinity of each development; 透過將預期未來銷售價格與在適用情況下所獲近期類似物業的交易價格及位於各個發展項目類近地區的可比較物業價格作比較，評估估值方法，並對估值中採用的主要估計及假設（包括預期未來銷售價格）提出質疑；

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<p>Assessing the net realisable value of inventories 評估存貨的可變現淨值</p>	
<p><i>Refer to note 20 to the consolidated financial statements and the accounting policies on page 226 to 230.</i> 請參閱合併財務報表附註20 及第226頁至230頁的會計政策。</p>	
<p>The key audit matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 我們於審核時如何處理關鍵審核事項</p>
<p>We identified assessing the net realisable value of inventories of the Group as a key audit matter because of the inherent risks involved in estimating net realisable values, particularly in light of the current economic circumstances and various property market cooling measures implemented by local governments in various cities across Mainland China.</p> <p>由於估計可變現淨值涉及的固有風險，特別是現時中國內地各個城市的經濟狀況及當地政府推行的各項樓市降溫措施，故我們確定評估貴集團存貨的可變現淨值屬關鍵審核事項。</p>	<ul style="list-style-type: none"> • for those properties held for future development and properties under development for sale, discussing with management, on a sample basis, the development progress and challenging management's development budgets with reference to signed construction contracts and/or unit construction costs of recently completed projects developed by the Group; and • 對於未來發展以及正在開發銷售的物業，與管理層討論最新的發展進度，以及在抽樣的基礎上，參考本集團最近完成項目簽訂的建築合約及／或單位建造成本，與管理層的發展預算相比較； • performing sensitivity analyses to determine the extent of changes in key estimates and assumptions that, either individually or collectively, adopted in assessing net realisable value, may result in material misstatements in inventories and considering the likelihood of such a movement in those key estimates and assumptions arising and the potential for management bias in their selection. • 進行敏感性分析，以確定主要估計將導致存貨發生重大錯報的變動程度，並考慮該等重要估計及假設出現變動的可能性和選擇上出現管理偏差的潛在性。

<p>Impairment loss on interest in and amount due from joint venture operated in Thailand ("Thailand Joint Venture") 在泰國經營的合營企業的權益及應收合營企業款項減值虧損(「泰國合營企業」)</p>	
<p><i>Refer to note 15 to the consolidated financial statements and the accounting policies on 193 to 194.</i> 請參閱合併財務報表附註15及第193頁至194頁的會計政策。</p>	
<p>The key audit matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 我們於審核時如何處理關鍵審核事項</p>
<p>As at 31 December 2018, the Group's interest in joint ventures amounted to RMB133 million, including an interest in Thailand Joint Venture which is engaged in property development in Thailand ("Thailand Joint Venture") with carrying amount of RMB126 million. 截至2018年12月31日，本集團於合營企業的權益投資為人民幣133百萬元，包括在泰國從事物業發展的泰國合營企業（「泰國合營企業」）的權益，其賬面值為人民幣126百萬元。</p> <p>In 2018, Thailand Joint Venture was unable to get reimbursement of the cost of certain pieces of land which have to be returned to the original vendor by the order of the court. In addition, the joint venture partner of Thailand Joint Venture was obligated to repurchase certain shares in Thailand Joint Venture held by the Group but failed to do so within the specified time frame. The above resulted in a loss on the interest in the Thailand Joint Venture by the Group. 在2018年，泰國合營企業無法獲得由法院命令必須返還給原賣方的土地的相應成本賠償。此外，泰國合營企業的合營夥伴有義務從本集團購回持有的泰國合營企業的若干股份，但未能按時履行其回購責任。這導致本集團對泰國合營企業的投資損失。</p>	<p>Our audit procedures to assess the impairment loss on interest in Thailand Joint Venture included the following: 我們審計泰國合營企業減值損失的審計程序包括以下內容：</p> <ul style="list-style-type: none"> obtaining and inspecting the legal opinion issued by the Group's external legal counsel in respect of the Group's right to collect the consideration from share repurchase or to obtain the land pieces still held by Thailand Joint Venture as the joint venture partner has failed to fulfill its share repurchase obligation within the specified time frame; 獲取及檢查本集團外部法律顧問發出的法律意見，該意見認為本集團因為合營夥伴未能在規定的時間內履行其股份回購義務有權收取股份購回的代價或者獲取泰國合營企業尚持有的土地。 obtaining and inspecting the valuation report prepared by the external valuers engaged by management and on which the directors' assessment of the fair values of the land pieces still held by Thailand Joint Venture was based; 獲取及檢查由管理層聘請的外部估值師編制的估值報告，並由董事對泰國合營企業仍持有的土地的公允價值作出評估; assessing the external property valuers' qualifications, experience and expertise in the properties being valued and considering their objectivity and independence; 評估外部房產估價師對被評估房產的資格，經驗和專業知識，並考慮其客觀性和獨立性;

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<p>Impairment loss on interest in a joint venture operated in Thailand (“Thailand Joint Venture”) 在泰國經營的合營企業的權益減值虧損(「泰國合營企業」)</p>	
<p>Refer to note 15 to the consolidated financial statements and the accounting policies on page 193 to 194. 請參閱合併財務報表附註15及第193頁至194頁的會計政策。</p>	
<p>The key audit matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 我們於審核時如何處理關鍵審核事項</p>
<p>The directors expect that the Group will be able to recover part of its interest in Thailand Joint Venture by obtaining the land pieces still held by Thailand Joint Venture based on the legal opinion obtained from an external legal counsel. With reference to the fair value of these land pieces which were assessed by the Group’s directors based on a valuation report prepared by external valuer, the Group has made a provision for impairment loss of RMB20 million on the interest in Thailand Joint Venture and a specific loss allowance of RMB20 million on the amount due from that joint venture.</p> <p>根據從外部法律顧問處獲得的法律意見，董事預期本集團將能夠獲得泰國合營企業仍持有的土地，以收回其在泰國合營企業的部分投資。本集團董事根據外部估值師編製的估值報告評估該等土地的公允價值，本集團已就泰國合營企業的權益投資作出減值虧損撥備人民幣20百萬元及應收該合營企業的特定虧損撥備人民幣20百萬元。</p> <p>We identified assessing the impairment loss of interests in Thailand Joint Venture as a key audit matter because of the exercise of management judgement in estimating the amount of to be recovered from the Group’s interests in Thailand Joint Venture.</p> <p>我們確定評估泰國合營企業的減值損失是一項關鍵審計事項，因為在估計本集團於泰國合營企業的權益的可收回金額時行使了管理層判斷。</p>	<ul style="list-style-type: none"> with the assistance of our internal property valuation specialists, discussing with the external valuers their valuation methodology and the key estimates and assumptions adopted in their valuations; and 與內部資產評估專家的協助下，以及與外部評估師的估價方法，並在其估值所採用的關鍵估計和假設討論；和 challenging the key estimates and assumptions (including comparable information and adjustments) adopted in the valuations by comparison with available market data and/or government produced market statistics. 通過與現有市場數據和/或政府生產的市場統計數據進行比較，對估值中採用的關鍵估計和假設（包括可比信息和調整）提出質疑。

Provision for land appreciation tax ("LAT") in Mainland China 中國內地土地增值稅（「土地增值稅」）撥備	
Refer to note 6 to the consolidated financial statements and the accounting judgement and estimates on page 251. 請參閱合併財務報表附註6及第251頁的會計判斷及估計。	
The key audit matter 關鍵審核事項	How the matter was addressed in our audit 我們於審核時如何處理關鍵審核事項
<p>LAT in Mainland China is one of the main components of the Group's taxation charge.</p> <p>中國內地的土地增值稅是貴集團稅務支出的主要組成部分之一。</p> <p>LAT is levied on sale of properties, at progressive rates ranging from 30% to 60% based on the appreciation of land value. At the end of each financial reporting period, management estimates the provision for LAT based on its understanding and interpretation of the relevant tax rules and regulations, the estimated total sales of properties less total deductible expenditure, which includes lease charges for land use rights, property development costs, borrowing costs and development expenditure. When the LAT is subsequently determined, the actual payments may be different from the estimates.</p> <p>貴集團銷售開發的房地產需要就土地增值額按照超率累進稅率30%-60%繳納土地增值稅。在每個財務期末，管理層需要對土地增值稅的計提金額進行估算，在作出估算的判斷時，主要考慮的要素包括相關稅務法律法規的規定和解釋，預計的銷售房地產取得的收入減去預計可扣除的土地成本、房地產開發成本、利息費用、開發費用等。貴集團在土地增值稅匯算清繳時，實際應付稅金可能與貴集團預估的金額存在差異。</p> <p>We identified provision for LAT in Mainland China as a key audit matter because of its significance to the consolidated financial statements and because the estimated provisions for LAT are based on management's judgement and interpretation of complicated tax laws and regulations.</p> <p>由於土地增值稅的計提對合併財務報表的重要性，且管理層作出估計時的判斷包括對相關稅務法律法規和實務做法的理解等要素，因此我們將土地增值稅的計提識別為貴集團關鍵審核事項。</p>	<p>Our audit procedures to assess the provision for LAT in Mainland China included the following:</p> <p>我們評估中國內地土地增值稅撥備採取的審核程序包括：</p> <ul style="list-style-type: none"> assessing the design, implementation and operating effectiveness of management's key internal controls over the calculation of the estimated LAT provisions; 評估管理層關於計算估計土地增值稅撥備的關鍵內部控制的設計、實施和運營有效性； engaging our internal taxation specialists to evaluate the Group's LAT provisions, on a sample basis, as at 31 December 2018 which involved challenging management's assumptions and judgements based on our experience, knowledge and understanding of the practices of the application of the relevant tax laws by the various local tax bureaus; 聘請內部稅務專家評估貴集團於2018年12月31日的土地增值稅撥備，包括根據我們的經驗、知識和對各地方稅務局應用相關稅法常規的理解，對管理層的假設和判斷提出質疑； evaluating management's assumptions and judgements based on our assessment of the value of the estimated sales of properties and the deductible expenditure; and 根據我們對物業估計銷售價值和可扣除開支的評估，質疑管理層的假設及判斷；及 re-calculating the provision for LAT of the Group and comparing our calculations with the amounts recorded by the Group. 重新計算貴集團的土地增值稅撥備，並將我們的計算與貴集團記錄的金額進行比較。

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Information other than the consolidated financial statements and auditor's report thereon

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

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

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

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

Responsibilities of the directors for the consolidated financial statements

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

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

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

合併財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括合併財務報表及我們的核數師報告。

我們對合併財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對合併財務報表的審核，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與合併財務報表或我們在審核過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就合併財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒布的國際財務報告準則及香港《公司條例》的披露要求擬備真實而中肯的合併財務報表，並對其認為為使合併財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備合併財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核合併財務報表承擔的責任

我們的目標，是對合併財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審核準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響合併財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審核準則》進行審核的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審核憑證，以便對合併財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

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

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

除其他事項外，我們與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Chun Pong.

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

出具本獨立核數師報告的審核項目合夥人是黃振邦。

KPMG

Certified Public Accountants

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

28 March 2019

畢馬威會計師事務所

執業會計師

香港中環

遮打道10號

太子大廈8樓

2019年3月28日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS 合併損益表

for the year ended 31 December 2018
截至2018年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

			2018	2017
		Note	RMB'000	(Note)
		附註	人民幣千元	人民幣千元
Revenue	收益	3	2,842,202	1,792,421
Cost of sales	銷售成本		(1,699,285)	(1,076,609)
Gross profit	毛利		1,142,917	715,812
Other income	其他收入	4	92,360	491,800
Selling and distribution costs	銷售和分銷成本		(110,978)	(147,277)
Administrative and other operating expenses	行政及其他經營開支		(436,806)	(459,043)
Impairment loss on trade and other receivables	貿易及其他應收款項減值虧損	5(c)	(46,640)	(2,639)
Profit from operations before fair value gain on investment properties	投資物業公允值收益前經營利潤		640,853	598,653
Fair value gain on investment properties	投資物業公允值收益	11	100,634	387,870
Profit from operation after fair value gain on investment properties	投資物業公允值收益後經營利潤		741,487	986,523
Share of loss of an associate	分佔聯營企業虧損	14	(880)	(300)
Share of losses of joint ventures	分佔合營企業虧損	15	(19,904)	(2,943)
Finance income	財務收入	5(a)	35,287	5,722
Finance costs	融資成本	5(a)	(339,370)	(275,021)
Profit before taxation	除稅前利潤	5	416,620	713,981
Income tax	所得稅	6(a)	(306,733)	(458,726)
Profit for the year	年內利潤		109,887	255,255

CONSOLIDATED STATEMENT OF PROFIT OR LOSS 合併損益表

for the year ended 31 December 2018
截至2018年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

			2018	2017 (Note) (附註)
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Attributable to:				
Equity shareholders of the Company	以下各方應佔： 本公司權益股東	106,995	245,573	
Non-controlling interests	非控股權益	2,892	9,682	
Profit for the year	年內利潤	109,887	255,255	
Earnings per share	每股盈利			
Basic (RMB cents)	基本(人民幣分)	9	2.7	6.1
Diluted (RMB cents)	攤薄(人民幣分)	9	2.7	6.1

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated except for separately presenting impairment losses on trade and other receivables. See note 1(c).

附註：本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據已選用的過渡方式，比較資料不予重列，惟單獨呈列貿易及其他應收款項減值虧損。請見附註1(c)。

The notes on pages 160 to 351 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 32(b).

第160至351頁所載附註屬於該等財務報表的一部分。本年度應付本公司權益股東股息的詳情載於附註32(b)。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 合併損益及其他全面收益表

for the year ended 31 December 2018
截至2018年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit for the year	年內利潤	109,887	255,255
Other comprehensive income for the year (after tax and reclassification adjustments)	年內其他全面收入(經稅項及重新分類調整後)		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Exchange differences on translation of financial statements of subsidiaries outside the Mainland China	換算中國境外子公司的財務報表的匯兌差額	(62,927)	78,671
Other comprehensive income for the year	年內其他全面收入	(62,927)	78,671
Total comprehensive income for the year	年內全面收入總額	46,960	333,926
Attributable to:	以下各方應佔：		
Equity shareholders of the Company	本公司權益股東	44,068	324,244
Non-controlling interests	非控股權益	2,892	9,682
Total comprehensive income for the year	年內全面收入總額	46,960	333,926

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 1(c).

附註：本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據已選用的過渡方式，比較資料不予重列。請見附註1(c)。

The notes on pages 160 to 351 form part of these financial statements.

第160至351頁所載附註屬於該等財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

at 31 December 2018
於2018年12月31日
(Expressed in Renminbi)
(以人民幣列示)

			2018	2017
				(Note)
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	441,210	457,896
Investment properties	投資物業	11	2,623,137	2,259,900
Intangible assets	無形資產	12	17,634	19,555
Goodwill	商譽	13	2,252	2,252
Interest in an associate	於聯營企業權益	14	2,820	3,700
Interest in joint ventures	於合營企業權益	15	132,672	146,451
Other financial assets	其他金融資產	16	121,003	84,731
Deferred tax assets	遞延稅項資產	17(b)	157,568	148,399
Finance lease receivable	融資租賃應收款項	19	27,394	19,155
			3,525,690	3,142,039
Current assets	流動資產			
Inventories and other contract costs	存貨及其他合約成本	20	7,484,547	8,234,259
Prepaid tax	預付稅項	17(a)	53,354	95,437
Other financial assets	其他金融資產	16	—	13,548
Other current assets	其他流動資產	16	—	371,000
Trade and other receivables	貿易及其他應收款項	21	1,772,278	1,088,503
Pledged and restricted cash	已抵押及受限制現金	22	585,583	857,666
Cash and cash equivalents	現金及現金等值物	23	1,123,145	1,000,443
			11,018,907	11,660,856
Investment properties classified as held for sale	分類為持作待售的投資物業	11	26,463	—
			11,045,370	11,660,856

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

at 31 December 2018
於2018年12月31日
(Expressed in Renminbi)
(以人民幣列示)

			2018	2017
		Note	RMB'000	(Note)
		附註	人民幣千元	(附註)
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	24	2,923,528	4,152,778
Contract liabilities	合約負債	25	1,843,463	—
Bank loans and other borrowings	銀行貸款及其他借貸	26	487,661	1,201,859
Senior notes	優先票據	27	411,311	1,042,899
Corporate bonds	公司債券	28	261,334	6,665
Current tax liabilities	即期稅項負債	17(a)	803,651	869,706
Deferred income	遞延收入	29	623,296	716,672
			7,354,244	7,990,579
Net current assets	流動資產淨值		3,691,126	3,670,277
Total assets less current liabilities	總資產減流動負債		7,216,816	6,812,316
Non-current liabilities	非流動負債			
Bank loans and other borrowings	銀行貸款及其他借貸	26	779,250	861,770
Senior notes	優先票據	27	1,054,670	390,964
Corporate bonds	公司債券	28	—	259,770
Deferred income	遞延收入	29	653	3,132
Deferred tax liabilities	遞延稅項負債	17(b)	103,349	77,419
			1,937,922	1,593,055
NET ASSETS	資產淨值		5,278,894	5,219,261

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

at 31 December 2018
於2018年12月31日
(Expressed in Renminbi)
(以人民幣列示)

			2018	2017
				(Note)
				(附註)
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Capital and reserves	股本及儲備	32		
Share capital	股本		31,825	31,825
Reserves	儲備		5,207,006	5,159,765
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		5,238,831	5,191,590
Non-controlling interests	非控股權益		40,063	27,671
TOTAL EQUITY	權益總額		5,278,894	5,219,261

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 1(c).

附註：本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據已選用的過渡方式，比較資料不予重列。請見附註1(c)。

Approved and authorised for issue by the board of directors on 28 March 2019.

於2019年3月28日獲董事會批准及授權刊發。

Wang Jianli

王健利

Chairman and Executive Director

主席兼執行董事

Wang Dewen

王德文

Executive Director and Chief Executive Officer

執行董事兼首席執行官

The notes on pages 160 to 351 form part of these financial statements.

第160至351頁所載附註屬於該等財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

合併權益變動表

for the year ended 31 December 2018
截至2018年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
		Share capital	Share premium	PRC statutory reserve	Capital reserve	Reserve-transaction with non-controlling interests	Equity settled share-based payment reserve	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity	
Note	附註	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	股本	31,825	978,266	487,354	1,435,617	(62,466)	10,427	120	48,654	2,261,793	5,191,590	27,671	5,219,261
	股份溢價	32(d)(i)	—	—	—	—	—	—	—	3,173	3,173	—	3,173
	中國法定儲備	32(d)(ii)	—	487,354	1,435,617	(62,466)	10,427	120	48,654	2,264,966	5,194,763	27,671	5,222,434
	資本儲備	32(d)(v)	—	—	—	—	—	—	—	106,995	106,995	2,892	109,887
	非控股權益	32(d)(vi)	—	—	—	—	—	—	(62,927)	—	(62,927)	—	(62,927)
	以股份支付為基礎的儲備	32(d)(iv)	—	—	—	—	(10,427)	—	(62,927)	—	(62,927)	—	(62,927)
	匯兌儲備	32(d)(iii)	—	—	—	—	—	—	(62,927)	—	(62,927)	—	(62,927)
	保留利潤	32(d)(vii)	—	—	—	—	—	—	106,995	—	106,995	2,892	109,887
	總計	31,825	978,266	487,354	1,435,617	(62,466)	10,427	120	48,654	2,261,793	5,191,590	27,671	5,219,261
	非控股權益	—	—	—	—	—	—	—	—	3,173	3,173	—	3,173
	總計	31,825	978,266	487,354	1,435,617	(62,466)	10,427	120	48,654	2,264,966	5,194,763	27,671	5,222,434
	2018年權益變動												
	年內溢利	—	—	—	—	—	—	—	—	106,995	106,995	2,892	109,887
	其他全面收入	—	—	—	—	—	—	—	(62,927)	—	(62,927)	—	(62,927)
	全面收入總額	—	—	—	—	—	—	—	(62,927)	106,995	44,068	2,892	46,960
	沒收/失效權證	—	—	—	—	—	—	—	—	10,427	—	—	—
	非控股權益投資	—	—	—	—	—	—	—	—	—	—	11,500	11,500
	宣派予非控股權益的股息	—	—	—	—	—	—	—	—	—	—	(2,000)	(2,000)
	轉撥至中國法定儲備	32(d)(ii)	—	54,682	—	—	—	—	—	(54,682)	—	—	—
	於2018年12月31日的結餘	31,825	978,266	542,036	1,435,617	(62,466)	—	120	(14,273)	2,327,706	5,238,831	40,063	5,278,894

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transitions method chosen, comparative information is not restated. See note 1(c).

附註：本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據已選用的過渡方式，比較資料不予重列。請見附註1(c)。

The notes on pages 160 to 351 form part of these financial statements.

第160至351頁所載附註屬於該等財務報表的一部分。

CONSOLIDATED CASH FLOW STATEMENT 合併現金流量表

for the year ended 31 December 2018
截至2018年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

			2018	2017
		Note	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Operating activities	經營活動			(Note)
Cash generated from operations	經營業務所得現金	23(b)	892,123	606,442
PRC tax paid	已付中國稅項		(314,505)	(353,543)
Net cash generated from operating activities	經營活動所得現金淨額		577,618	252,899
Investing activities	投資活動			
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		524	992
Proceeds from disposal of other financial assets measured at fair value through profit or loss ("FVPL")	出售按公允值計量且其變動計入當期損益(「按公允值計量且其變動計入當期損益」)的其他金額資產所得款項		60,150	280,000
Net proceeds from repayment of prepaid investment cost	償還預付投資成本所得款項淨額		—	424,285
Payment for purchase of property, plant and equipment	購買物業、廠房及設備付款		(10,716)	(19,369)
Payment for purchase of other financial assets	購買其他金融資產付款		(38,422)	(20,647)
Payment for purchase of wealth management products	購買理財產品付款		(448,500)	(371,000)
Proceeds from disposal of wealth management products	出售理財產品所得款項		826,590	4,036
Payment for purchase of intangible assets	購買無形資產付款		(121)	(9,717)
Interest received	已收利息		25,338	5,722
Net cash inflow from disposal of subsidiaries	出售子公司所得淨現金流入	23(d)	233,733	83,841
Acquisition of interests in a joint venture	收購一家合營企業權益		(6,125)	—
Payment for investment in an associate	投資聯營企業的付款		—	(4,000)
Prepayment for investment	投資預付款項		(188,000)	—
Net cash generated from investing activities	投資活動所得現金淨額		454,451	374,143

The notes on pages 160 to 351 form part of these financial statements.

第160至351頁所載附註屬於該等財務報表的一部分。

CONSOLIDATED CASH FLOW STATEMENT 合併現金流量表

for the year ended 31 December 2018
截至2018年12月31日止年度
(Expressed in Renminbi)
(以人民幣列示)

			2018	2017
				(Note)
	Note		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
Financing activities		融資活動		
Proceeds from new bank loans and other borrowings		新增銀行貸款及其他借貸所得款項	1,316,590	832,344
	23(c)			
Repayment of bank loans and other borrowings		償還銀行貸款及其他借貸	(2,113,308)	(1,554,278)
	23(c)			
Repayment of corporate bonds		償還公司債券	(6,771)	—
	23(c)			
Repayments of senior notes		償還優先票據	(423,500)	—
	23(c)			
Net proceeds from the issue of senior notes		發行優先票據所得款項淨額	330,406	—
	23(c)			
Interest and other borrowing costs paid		已付利息及其他借貸成本	(355,551)	(340,784)
	23(c)			
Decrease in pledged deposits for loans		抵押存款減少	325,421	249,259
Net cash payment for acquisition of additional interest in subsidiaries from non-controlling interests		從非控股權益收購子公司額外權益的淨現金付款	—	(23,395)
Dividends paid to non-controlling interestees		已付非控股權益股息	(2,000)	—
Capital injection by non-controlling interests to subsidiaries		非控股權益對子公司注資	11,500	6,250
Net proceeds from the issue of corporate bonds		發行公司債券所得款項淨額	—	256,360
	23(c)			
Net cash used in financing activities		融資活動所用現金淨額	(917,213)	(574,244)
Net increase in cash and cash equivalents		現金及現金等值物增加淨額	114,856	52,798
Cash and cash equivalents at 1 January		於1月1日的現金及現金等值物	1,000,443	965,685
	23			
Effect of foreign exchange rate changes		外匯匯率變動的影響	7,846	(18,040)
Cash and cash equivalents at 31 December		於12月31日的現金及現金等值物	1,123,145	1,000,443
	23			

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 1(c).

附註：本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據已選用的過渡方式，比較資料不予重列。請見附註1(c)。

The notes on pages 160 to 351 form part of these financial statements.

第160至351頁所載附註屬於該等財務報表的一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (“IASB”), and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Significant accounting policies adopted by the Group are disclosed below.

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

I 重大會計政策

(a) 合規聲明

此等財務報表已根據國際會計準則理事會(「國際會計準則理事會」)所頒佈之所有適用國際財務報告準則(「國際財務報告準則」)(此統稱包括所有適用的個別國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋)及香港公司條例披露規定編製。此等財務報表亦符合香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)之適用披露規定。本集團所採納的重大會計政策載於下文。

國際會計準則理事會已頒佈若干新訂及經修訂的國際財務報告準則，該等準則於本集團及本公司當前會計期間首次生效或可提早採納。附註I(c)載列在與該等財務報表所呈列與本集團當前及過往會計期間有關的範圍內，因首次採用該等變更而導致會計政策任何變更的資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interest in an associate and joint ventures.

These financial statements are presented in Renminbi ("RMB") rounded to the nearest thousand. The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- Equity investments other than investments in subsidiaries, associates and joint ventures (see note I(g));
- derivative financial instruments (see note I(h)); and
- investment properties (see note I(i)).

Non-current assets held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note I(z)).

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

I 重大會計政策(續)

(b) 財務報表的編製基準

截至2018年12月31日止年度的合併財務報表涵蓋本公司及其各子公司(統稱「本集團」)及本集團於聯營企業和合營企業之權益。

該等財務報表以人民幣呈列，約整至最接近千元計算。按下文會計政策所述，編製財務報表時以歷史成本作為計量基準，惟以下資產及負債按公允值列賬：

- 除投資於附屬公司、聯營公司及合營公司外的權益投資(附註I(g))；
- 衍生金融工具(附註I(h))；及
- 投資物業(附註I(i))。

持作待售的非流動資產按賬面值與公允減值減出售成本之較低者列賬(見附註I(z))。

管理層在編製符合國際財務報告準則的財務報表時，須作出對政策的應用及資產、負債、收入及支出的呈報金額造成影響的判斷、估計及假設。估計及相關假設根據過往經驗及於所有情況下視為合理的多種其他因素作出，其結果成為管理層在無法依循其他途徑即時得知資產及負債的賬面值時作出判斷的依據。實際結果可能有別於該等估計。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Basis of preparation of the financial statements (Cont'd)

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

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

(c) Changes in accounting policies

The IASB has issued a number of new IFRSs and amendments to IFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- (i) IFRS 9, Financial instruments
- (ii) IFRS 15, Revenue from contracts with customers
- (iii) IFRIC 22, Foreign currency transactions and advance consideration

Due to the transition methods chosen by the Group in applying the new standards, comparative information throughout these financial statements has not been restated to reflect the requirements of the new standards, except for separately presenting impairment loss on trade and other receivables.

I 重大會計政策(續)

(b) 財務報表的編製基準(續)

管理層持續審核該等估計及相關假設。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂會在該期間內予以確認；倘該項修訂對當前及未來期間均有影響，則在作出修訂的期間及未來期間均予以確認。

管理層在採用國際財務報告準則時所作出對財務報表有重大影響之判斷及估計不確定因素之主要來源於附註2討論。

(c) 會計政策的變動

國際會計準則理事會已頒佈多項於本集團當前會計期間首次生效的新國際財務報告準則及國際財務報告準則的修訂本。就此，以下為有關本集團財務報告的發展：

- (i) 國際財務報告準則第9號「金融工具」
- (ii) 國際財務報告準則第15號「客戶合約收益」
- (iii) 國際財務報告詮釋委員會詮釋第22號「外幣交易及預付對價」

由於本集團在應用新準則時已選的過渡方式，故並無重列該等財務報表的比較資料以反映新準則的要求，惟單獨呈列貿易及其他應收款項減值虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

The adoption of IFRIC 22 does not have any material impact on the consolidated financial statements of the Group.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to IFRS 9, Prepayment features with negative compensation which have been adopted at the same time as IFRS 9.

(i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation

IFRS 9 replaces IAS 39, Financial instruments: recognition and measurement. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has applied IFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. However, there is no impact to the opening equity at 1 January 2018 by the initial application of IFRS 9. The comparative information continues to be reported under IAS 39.

I 重大會計政策(續)

(c) 會計政策的變動(續)

採用國際財務報告詮釋委員會第22號對本集團的財務報表並無任何重大影響。

本集團並無應用於當前會計期間尚未生效的任何新訂準則或詮釋，惟國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(其已同時採納為國際財務報告準則第9號)除外。

(i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本

國際財務報告準則第9號取代國際會計準則第39號「金融工具：確認及計量」。其載有關於確認及計量金融資產、金融負債及買賣非金融項目若干合約方面的規定。

本集團已根據過渡規定對於2018年1月1日存在的項目追溯應用國際財務報告準則第9號。然而，首次應用國際財務報告準則第9號對2018年1月1日的期初股權並無重大影響。比較信息仍以國際會計準則第39號「金融工具：確認及計量」列報。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

- (i) *IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)*

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

a. *Classification of financial assets and financial liabilities*

IFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at FVPL. These supersede IAS 39's categories of held-to maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under IFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics. Under IFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

I 重大會計政策(續)

(c) 會計政策的變動(續)

- (i) *國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)*

有關過往會計政策變動的性質及影響以及過渡方法的進一步詳情載列如下：

a. *金融資產及金融負債的分類*

國際財務報告準則第9號將金融資產分為三個主要類別：按攤銷成本計量、按公允值計入其他全面收入及以公允值計量且其變動計入當期損益。該等分類取代國際會計準則第39號持有至到期投資、貸款及應收款項、可供出售金融資產及按公允值計量且其變動計入當期損益的金融資產各類別。國際財務報告準則第9號下的金融資產分類乃以管理金融資產的業務模式及其合約現金流量特徵為依據。根據國際財務報告準則第9號，若主體為準則範圍內的金融資產，嵌入合約的衍生工具不會與主體分開呈列。而是，混合工具作為整體進行評估分類。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

- (i) *IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)*

a. *Classification of financial assets and financial liabilities (Cont'd)*

The following table shows the original measurement categories for each class of the Group's financial assets under IAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with IAS 39 to those determined in accordance with IFRS 9.

I 重大會計政策(續)

(c) 會計政策的變動(續)

- (i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

a. 金融資產及金融負債的分類(續)

下表列示本集團根據國際會計準則第39號就各類金融資產的最初計量類別，以及按照國際會計準則第39號釐定的金融資產賬面值與按照國際財務報告準則第9號釐定的金融資產賬面值的對比。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)

(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)

a. Classification of financial assets and financial liabilities (Cont'd)

		IAS 39 carrying amount at 31 December 2017 國際會計準則第39號於2017年12月31日的賬面值 RMB'000 人民幣千元	Reclassification 重新分類 RMB'000 人民幣千元	IFRS 9 carrying amount at 1 January 2018 國際財務報告準則於2018年1月1日的第9號賬面值 RMB'000 人民幣千元
Financial assets carried at amortised cost	按攤銷成本列賬的金融資產			
Pledged and restricted cash	已抵押及受限制現金	857,666	—	857,666
Cash and cash equivalents	現金及現金等值物	1,000,443	—	1,000,443
Trade and other receivables	貿易及其他應收款項	479,586	—	479,586
		2,337,695	—	2,337,695
Financial assets carried at FVPL	按公允值計量且其變動計入當期損益的金融資產			
Unlisted equity investment not held for trading (note (i))	為非貿易持有之非上市權益投資(附註(i))	—	84,731	84,731
Wealth management products (note (i))	理財產品(附註(i))	—	371,000	371,000
Derivative financial instruments (note (ii))	其他衍生資產(附註(ii))	13,548	—	13,548
		13,548	455,731	469,279
Financial assets classified as available-for-sale under IAS 39 (note (i))	於國際會計準則第39號下分類為可供出售的金融資產(附註(i))	455,731	(455,731)	—

I 重大會計政策(續)

(c) 會計政策的變動(續)

(i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

a. 金融資產及金融負債的分類(續)

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

- (i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)

a. Classification of financial assets and financial liabilities (Cont'd)

Notes:

- (i) Under IAS 39, unlisted equity investments not held for trading and investments in wealth management products were classified as available-for-sale financial assets. These investments are classified as at FVPL under IFRS 9. At 1 January 2018, there was no investments designated at FVOCI (non-recycling) by the Group.
- (ii) Derivative financial instruments were classified as financial assets at FVPL under IAS 39. These assets continue to be measured at FVPL under IFRS 9.

I 重大會計政策(續)

(c) 會計政策的變動(續)

- (i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

a. 金融資產及金融負債的分類(續)

附註：

- (i) 根據國際會計準則第39號，為非貿易持有之非上市權益投資及理財產品投資被分類為可供出售金融資產。根據國際財務報告準則第9號，該等投資分類為按公允值計量且其變動計入當期損益的金融資產。於2018年1月1日，本集團並無投資指定為按公允值計入其他全面收入(不可劃轉)。
- (ii) 根據國際會計準則第39號，衍生金融工具分類為按公允值計量且其變動計入當期損益的金融資產。根據國際財務報告準則第9號，該等資產繼續的按公允值計量且其變動計入當期損益。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)

a. Classification of financial assets and financial liabilities (Cont'd)

For an explanation of how the Group classifies and measures financial assets and recognises related gains and losses under IFRS 9, see respective accounting policy notes in notes 1(g), (h), (m)(i), (p) and (s).

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of IFRS 9.

The Group did not designate or de-designate any financial asset or financial liability at FVPL at 1 January 2018.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

a. 金融資產及金融負債的分類(續)

有關本集團如何根據國際財務報告準則第9號分類及計量金融資產及確認相關收益及虧損的解釋，請參閱附註1(g)、(h)、(m)(i)、(p)及(s)的各自會計政策附註。

所有金融負債的計量分類維持不變。首次應用國際財務報告準則第9號並無對2018年1月1日所有金融負債的賬面值構成任何影響。

於2018年1月1日，本集團並無指定或不再指定任何金融資產或金融負債為按公允值計量且其變動計入當期損益。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

- (i) *IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)*

b. *Credit losses*

IFRS 9 replaces the “incurred loss” model in IAS 39 with the “expected credit loss” (ECL) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in IAS 39.

I 重大會計政策(續)

(c) 會計政策的變動(續)

- (i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

b. 信用虧損

國際財務報告準則第9號以預期信用虧損(「預期信用虧損」)模型取代國際會計準則第39號的「已產生虧損」模型。預期信用虧損模型要求持續計量金融資產相關的信用風險，因此確認預期信用虧損的時間較根據國際會計準則第39號之「已產生虧損」會計模式確認的時間更早。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

- (i) *IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)*

b. *Credit losses (Cont'd)*

The Group applies the new ECL model to the following items:

- financial assets measured at amortised cost (including restricted and pledged cash, cash and cash equivalents, trade and other receivables); and
- financial guarantee contracts issued (see note I(m)(ii)); and
- lease receivables.

For further details on the Group's accounting policy for accounting for credit losses, see note I(m)(i).

No material additional loss allowance was recognised as a result of this change in accounting policy.

I 重大會計政策(續)

(c) 會計政策的變動(續)

- (i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

b. 信用虧損(續)

本集團將新預期信用虧損模型應用於以下各項：

- 按攤銷成本計量的金融資產(包括受限制及已抵押現金、現金及現金等值物、貿易及其他應收款項)；及
- 已發出的財務擔保合約(見附註I(m)(ii))；及
- 租賃應收款項。

有關本集團信用虧損會計處理的會計政策的進一步詳情，請參閱附註I(m)(i)。

本會計政策的變動並無導致確認重大額外虧損撥備。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

- (i) IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)

c. Transition

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of IFRS 9 are recognised in retained earnings as at 1 January 2018. Accordingly, the information presented for 2017 continues to be reported under IAS 39 and thus may not be comparable with the current period.

I 重大會計政策(續)

(c) 會計政策的變動(續)

- (i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

c. 過渡

採納國際財務報告準則第9號導致的會計政策變動已被追溯應用，下列所述者除外：

- 有關比較期間的資料並無重列。採納國際財務報告準則第9號導致的金融資產賬面值差額於2018年1月1日於保留盈利中確認。因此，2017年呈列的資料乃繼續根據國際會計準則第39號呈報且因此可能無法與本期間進行比較。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

- (i) *IFRS 9, Financial instruments, including the amendments to IFRS 9, Prepayment features with negative compensation (Cont'd)*

c. Transition (Cont'd)

- The assessments for determination of the business model within which a financial asset is held have been made on the basis of the facts and circumstances that existed at 1 January 2018 (the date of initial application of IFRS 9 by the Group).
- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

I 重大會計政策(續)

(c) 會計政策的變動(續)

- (i) 國際財務報告準則第9號「金融工具」，包括國際財務報告準則第9號「具有負補償特性的提前償付」的修訂本(續)

c. 過渡(續)

- 釐定持有金融資產之業務模式的評估乃根據2018年1月1日(本集團首次應用國際財務報告準則第9號之日)的事實及情況而作出。
- 倘於首次確認日期評估信貸風險自初步確認以來有否大幅上升將涉及過多成本或工作，則就該金融工具確認整個期限的預期信用虧損。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers

IFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. IFRS 15 replaces IAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and IAS 11, Construction contracts, which specified the accounting for construction contracts.

IFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. Therefore, comparative information has not been restated and continues to be reported under IAS 11 and IAS 18. As allowed by IFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 January 2018.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」

國際財務報告準則第15號建立了確認來自客戶合約收益及若干成本的全面框架。國際財務報告準則第15號將取代國際會計準則第18號「收益」(包括銷售貨品及提供服務所產生收益)及國際會計準則第11號「建造合約」(訂明建造合約的會計處理方法)。

國際財務報告準則第15號亦引入額外定性及定量披露要求，旨在令財務報表使用者能夠明白客戶合約所產生的收益及現金流量的性質、金額、時間及不確定性。

本集團選擇使用累積影響過渡方法，並將首次應用的累積影響確認為2018年1月1日股本權益期初結餘的一項調整。因此，比較信息不予重述，繼續按國際會計準則第11號及國際會計準則第18號呈報。於國際財務報告準則第15號允許的情況下，本集團僅將新要求應用於2018年1月1日之前尚未完成的合約。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

The following table summarises the impact of transition to IFRS 15 on retained earnings and the related tax impact at 1 January 2018:

		RMB'000 人民幣千元
Retained earnings	保留盈利	
Capitalisation of sales commissions	銷售佣金的資本化	3,733
Related tax	相關稅項	(560)
Net increase in retained earnings		
at 1 January 2018	於 2018 年 1 月 1 日保留盈利的淨增加額	3,173

Further details of the nature and effect of the changes on previous accounting policies are set out below:

a. Timing of revenue recognition

Previously, revenue arising from construction contracts and provision of services was recognised over time, whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第 15 號「客戶合約收益」(續)

下表列示過渡至國際財務報告準則第 15 號對 2018 年 1 月 1 日的保留盈利及相關稅項影響：

RMB'000
人民幣千元

有關過往會計期間變動之本質及影響的進一步詳情已載列以下：

a. 收益確認的時機

過往，建築合約及提供服務所得收益乃隨時間的推移而確認，而貨物銷售收益則一般在貨物所有權的風險及報酬轉移至客戶時確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

a. Timing of revenue recognition (Cont'd)

Under IFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. IFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- A. When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- B. When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- C. When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

a. 收益確認的時機(續)

根據國際財務報告準則第15號，收益於客戶獲得合約承諾貨品或服務的控制權時確認。收益可為特定時間點或一段時間。國際財務報告準則第15號確定以下對承諾貨品或服務的控制權被視為隨時間轉移的三種情況：

- A. 當客戶於實體履約時同時接受及使用實體履約所提供利益時；
- B. 當實體履約創造或改良一項於資產被創造或改良時由客戶所控制的資產(如在建工程)時；
- C. 當實體的履約並無創造對實體而言具替代用途的資產，且該實體對迄今完成的履約付款具有可行使權利時。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

a. Timing of revenue recognition (Cont'd)

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under IFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that is considered in determining when the transfer of control occurs.

The adoption of IFRS 15 does not have a significant impact on when the Group recognises revenue from property management and other services (see note I(w) (iii)). However, the timing of revenue recognition for sales of properties is affected as follow:

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

a. 收益確認的時機(續)

倘合約條款和實體的活動不屬於上述三種情況的任何一種，則根據國際財務報告準則第15號，實體在某一時點(即控制權轉移時)就銷售相關商品或服務確認收益。風險及所有權的轉移只是決定控制權轉移時考慮的其中一項指標。

採納國際財務報告準則第15號對本集團何時確認從物業管理及其他服務產生的收益並無重大影響(見附註I(w)(iii))。然而，銷售收益確認的時間受以下因素影響：

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

a. Timing of revenue recognition (Cont'd)

Sales of properties: the Group's property development activities are carried out in Mainland China. Taking into account the contract terms, the Group's business practice and the legal and regulatory environment of Mainland China, the property sales contracts do not meet the criteria for recognising revenue over time and therefore revenue from property sales continues to be recognised at a point in time. Previously the Group recognised revenue from property sales upon the delivery of the property to customers, which was taken to be the point in time when the risks and rewards of ownership of the property were transferred to the customer. Under the transfer-of-control approach in IFRS 15, revenue from property sales is generally recognised when the property is delivered to the customer, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

a. 收益確認的時機(續)

物業銷售：本集團的物業發展活動於中國內地進行。考慮到合約條款，本集團的商業常規及中國內地的法律及監管環境，物業銷售合約不會達到隨時間轉移的收益確認標準；因此，物業銷售的收益繼續於某一時間點予以確認。過往本集團銷售物業的收益於向客戶交付物業時(即指物業擁有權的風險及回報轉移予買家時)確認。於國際財務報告準則第15號的轉移控制權法的標準下，物業銷售的收益一般於物業交付予客戶時確認，即指客戶於某一時間點有能力直接使用物業及獲得該物業餘下絕大部份的利益時。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

a. Timing of revenue recognition (Cont'd)

This change in accounting policy had no material impact on opening balances as at 1 January 2018. However, in future periods it may have a material impact, depending on the timing of completion of the Group's property development projects.

b. Significant financing component

IFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance of revenue recognition or significantly deferred.

Previously, the Group only applied such a policy when payments were significantly deferred, which was not common in the Group's arrangement with its customers. The Group did not apply such a policy when payments were received in advance.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

a. 收益確認的時機(續)

於2018年1月1日，會計政策變更對期初餘額並無重大影響。然而，未來期間可能會對本集團物業發展項目完成時間產生重大影響。

b. 重大的融資成份

當合約含有重大融資成分，無論收到客戶大幅度提早或大幅度延後的結付款項，國際財務報告第15號均要求實體就錢幣時間值之價值作出調整。

以往，本集團只於付款大幅延期時(在本集團與其客戶間的安排並不常見)採用此政策。本集團並無於付款提前收取時採納此政策。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

b. Significant financing component (Cont'd)

It is common for the Group to receive payments significantly in advance when properties are marketed by the Group while the property is still under construction. In this situation, depending on market conditions, the Group may require the customers to pay off the full consideration within an agreed frame while developments are still ongoing, rather than on competition of relevant properties. Such advance payment schemes result in contract liabilities being recognised throughout the remaining property development period for the full amount of the contract price. In addition, the contract liabilities will be increased by the amount of interest expense being accrued by the Group to reflect the effect of any significant financing benefit obtained from the customers during the period between the payment date and the completion date of delivery. As this accrual increases the amount of the contract liabilities during the period of development, it therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

b. 重大的融資成份(續)

由於本集團營銷對象為物業，而該物業仍處於在建工程當中，本集團收到大幅度提早的結令款項實屬常見。在此情況下，根據市場情況，本集團可能要求客戶於開發仍在進行時(而不是相關物業的競爭)，於協定時間內支付全部對價。該等預付款計劃導致合約負債於整個剩餘物業發展期間按合約價格全數確認。此外，合約負債將增加本集團應計的利息開支金額，以反映在付款日期至交付完成日期間從客戶獲得的任何重大融資利益的影響。由於該應計款項令開發期間的合約負債金額增加，故已竣工物業的控制權轉移至客戶時其增加已確認的收益金額。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

b. Significant financing component (Cont'd)

Where payment schemes include a significant financing component, the transaction price is adjusted to separately account for this component. In the case of payments in advance, such adjustment results in interest expense being accrued by the Group to reflect the effect of the financing benefit obtained by the Group from the customers during the period between the payment date and the completion date of legal assignment. This accrual increases the amount of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under IAS 23, Borrowing costs, in accordance with the policies set out in note 1(y).

As a result of this change in policy, the Group has made adjustments which increased inventories and contract liabilities by RMB62,769,000 at 1 January 2018. As all of the accrued interest was eligible to be capitalised into projects still under development, this change in policy has had no effect on retained earnings as at 1 January 2018.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號 「客戶合約收益」(續)

b. 重大的融資成份(續)

當付款計劃包含重大融資組成部分，則交易價格需調整以作為單獨考慮該組成部分。在預先收到款項的情況下，該調整令本集團產生利息費用以反映本集團在付款日與合法轉讓完成日期之間客戶取得合約中所承諾商品或服務的控制權期間的影響。該應計增加了建設期間的合約負債金額，因此增加了當時客戶取得合約中已完成財產的控制權時確認的收益金額。除非符合國際會計準則第23號「借貸成本」中的資本化，否則根據附註1(y)所載政策利息按應計費用計銷。

由於政策變動，本集團已於2018年1月1日作出調整，存貨及合約負債增加人民幣62,769,000元。由於所有應計利息均有資格資本化為仍在開發中的項目，因此該政策變更對2018年1月1日的保留盈利並無影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

c. Sales commissions payable related to property sales contracts

The Group previously recognised sales commissions payable related to property sales contracts as selling and distribution costs when they were incurred. Under IFRS 15, the Group is required to capitalise these sales commissions as costs of obtaining contracts when they are incremental and are expected to be recovered, unless the expected amortisation period is one year or less from the date of initial recognition of the asset, in which case the sales commissions can be expensed when incurred. Capitalised commissions are charged to profit or loss when the revenue from the related property sale is recognised and are included as selling and distribution costs at that time.

As a result of this change in accounting policy, the Group has capitalised sales commissions payable related to property sales contracts amounting to RMB3,733,000, increased deferred tax liabilities by RMB560,000 and increased retained earnings by RMB3,173,000 at 1 January 2018.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

c. 與銷售合約有關的應付銷售佣金

本集團之前就與物業銷售合約有關的應付銷售佣金為發生時確認為銷售和分銷成本。根據國際財務報告準則第15號，除非預期攤銷期為首次確認為資產日起的一年或以下，銷售佣金可以在發生時計入費用，否則本集團須將該等銷售佣金資本化為取得合約時的成本（當它們是增量成本並預期可收回）。當相關物業收益確認時，資本化佣金計入損益，併計入當期的銷售和分銷成本。

由於會計政策變動，本集團已於2018年1月1日資本化與物業銷售合約有關的銷售佣金預付款項人民幣3,733,000元，遞延稅項負債增加人民幣560,000元及增加保留盈利人民幣3,173,000元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

d. Presentation of contract assets and liabilities

Under IFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue (see note I(w)) before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis (see note I(o)).

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

d. 合約資產及負債的呈列

根據國際財務報告準則第15號，僅當本集團有無條件收取對價的權利時才能確認應收賬款。如果本集團在無條件獲得合約中承諾的商品及服務的對價之前確認相關收益(見附註I(w))，則該對價的權利應計為合約資產。同樣，當客戶支付對價或在合約中被要求支付對價並且該款項已到期時，本集團應在確認相關收益之前確認合約負債，而非應付賬款。對於與客戶簽訂的單一合約，其呈列須為淨合約資產或淨合約負債。對於多個合約，無關連的合約下的合約資產及合約負債不會以淨額為基礎呈列(見附註I(o))。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

d. Presentation of contract assets and liabilities (Cont'd)

To reflect these changes in presentation, the Group has made the following adjustment at 1 January 2018, as a result of the adoption of IFRS 15:

“Receipts in advance” amounting to RMB1,441,910,000 which was previously included in trade and other payables (see note 24) is now included under contract liabilities (see note 25).

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

d. 合約資產及負債的呈列(續)

為反映該等變更，本集團於2018年1月1日作出採納國際財務報告準則第15號的調整：

先前計入貿易及其他應付款項的「預收款項」人民幣1,441,910,000元(見附註24)現已計入合約負債項下(見附註25)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018

The following tables summarise the estimated impact of adoption of IFRS 15 on the Group's consolidated financial statements for the year ended 31 December 2018, by comparing the amounts reported under IFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognised under IAS 18 and IAS 11 if those superseded standards had continued to apply to 2018 instead of IFRS 15.

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

- e. 於2018年1月1日採納國際財務報告準則第15號對截至2018年12月31日止年度所呈報的金額估計產生的影響的披露

下表概述通過將該等綜合財務報表中根據國際財務報告準則第15號呈報的金額與本應根據國際會計準則第18號及國際會計準則第11號確認的假設金額的估計數(假設該等被取代的標準繼續適用於2018年，而不是國際財務報告準則第15號)進行比較，國際財務報告準則第15號對本集團截至2018年12月31日止年度的綜合財務報表的估計影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (Cont'd)

These tables show only those line items significantly impacted by the adoption of IFRS 15:

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

- e. 於2018年1月1日採納國際財務報告準則第15號對截至2018年12月31日止年度所呈報的金額估計產生的影響的披露(續)

該等表格僅列示受採納國際財務報告準則第15號所影響重大的行式項目：

Line items in the consolidated statement of profit or loss and other comprehensive income for year ended 31 December 2018 impacted by the adoption of IFRS 15:	Amounts reported in accordance with IFRS 15	Hypothetical amounts under IASs 18 and 11	Difference:	
			Estimated impact of adoption of IFRS 15 on 2018	Estimated impact of adoption of IFRS 15 on 2018
	根據國際財務報告準則第15號呈報的金額	國際會計準則第18號及第11號的假設金額	採納國際財務報告準則第15號對2018年的估計影響	差異：
	(A)	(B)	(A)-(B)	
	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	
Revenue	2,842,202	2,793,304	48,898	
Cost of sales	(1,699,285)	(1,650,387)	(48,898)	

因採納國際財務報告準則第15號而受影響的截至2018年12月31日止年度合併損益及其他全面收益表內行式項目：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (Cont'd)

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

e. 於2018年1月1日採納國際財務報告準則第15號對截至2018年12月31日止年度所呈報的金額估計產生的影響的披露(續)

		Amounts reported in accordance with IFRS 15	Hypothetical amounts under IASs 18 and 11	Difference: Estimated impact of adoption of IFRS 15 on 2018
		根據國際財務 報告準則第15號 呈報的金額 (A)	國際會計準則 第18號及第11號 的假設金額 (B)	差異： 採納國際財務 報告準則第15號 對2018年的 估計影響 (A)-(B)
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Gross profit	毛利	1,142,917	1,142,917	—
Selling and distribution costs	銷售和分銷成本	(110,978)	(112,297)	1,319
Profit from operations before fair value gain on investment properties	投資物業公允價值收益前 經營利潤	640,853	639,534	1,319
Profit before taxation	除稅前利潤	416,620	415,301	1,319
Income tax	所得稅	(306,733)	(306,063)	(670)
Profit for the year	年內利潤	109,887	109,238	649
Profit attributable to equity shareholders of the company	本公司權益股東應佔利潤	106,995	106,346	649
Earnings per share	每股盈利			
Basic	基本	2.7	2.6	0.1
Diluted	攤薄	2.7	2.6	0.1

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (Cont'd)

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

e. 於2018年1月1日採納國際財務報告準則第15號對截至2018年12月31日止年度所呈報的金額估計產生的影響的披露(續)

Amounts reported in accordance with IFRS 15	Hypothetical amounts under IASs 18 and 11	Difference: Estimated impact of adoption of IFRS 15 on 2018
根據國際財務報告準則第15號呈報的金額	國際會計準則第18號及第11號的假設金額	採納國際財務報告準則第15號對2018年的估計影響
(A)	(B)	(A)-(B)
RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元

Line items in the consolidated statement of profit or loss and other comprehensive income for year ended 31 December 2018 impacted by the adoption of IFRS 15:	因採納國際財務報告準則第15號而受影響的截至2018年12月31日止年度合併損益及其他全面收益表內行式項目：		
Total comprehensive income for the year	年內其他全面收入	46,960	46,311
			649
Total comprehensive income attributable to the equity shareholders of the company	本公司權益股東應佔全面收入總額	44,068	43,419
			649

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財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (Cont'd)

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

e. 於2018年1月1日採納國際財務報告準則第15號對截至2018年12月31日止年度所呈報的金額估計產生的影響的披露(續)

	Amounts reported in accordance with IFRS 15	Hypothetical amounts under IASs 18 and 11	Difference: Estimated impact of adoption of IFRS 15 on 2018
	根據國際財務報告準則第15號呈報的金額	國際會計準則第18號及第11號的假設金額	差異：採納國際財務報告準則第15號對2018年的估計影響
	(A)	(B)	(A)-(B)
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
Line items in the consolidated statement of financial position as at 31 December 2018 impacted by the adoption of IFRS 15:	因採納國際財務報告準則第15號而受影響的截至2018年12月31日止年度合併財務狀況表內行式項目：		
Inventories and other contract costs	存貨及其他合約成本	7,484,547	7,449,127
Total current assets	流動資產總值	11,045,370	11,009,950
Trade and other payables	貿易及其他應付款項	2,923,528	4,736,623
Contract liabilities	合約負債	1,843,463	—
Total current liabilities	流動負債總額	7,354,244	7,323,876
Total assets less current liabilities	總資產減流動負債	7,216,816	7,211,764
Deferred tax liabilities	遞延稅項負債	103,349	102,119
Total non-current liabilities	非流動負債總額	1,937,922	1,936,692
Net assets	資產淨值	5,278,894	5,275,072
Reserves	儲備	5,207,006	5,203,184
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額	5,238,831	5,235,109
Total equity	權益總額	5,278,894	5,275,072

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(ii) IFRS 15, Revenue from contracts with customers (Cont'd)

e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of IFRS 15 on 1 January 2018 (Cont'd)

I 重大會計政策(續)

(c) 會計政策的變動(續)

(ii) 國際財務報告準則第15號「客戶合約收益」(續)

e. 於2018年1月1日採納國際財務報告準則第15號對截至2018年12月31日止年度所呈報的金額估計產生的影響的披露(續)

	Amounts reported in accordance with IFRS 15	Hypothetical amounts under IASs 18 and 11	Difference:	
			Estimated impact of adoption of IFRS 15 on 2018	
			差異：	
			採納國際財務	
	根據國際財務	國際會計準則	報告準則第15號	
	報告準則第15號	第18號及第11號	對2018年的	
	呈報的金額	的假設金額	估計影響	
	(A)	(B)	(A)-(B)	
	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	
Line items in the reconciliation of profit before taxation to cash generated from operations for year ended 31 December 2018 (note 23(b)) impacted by the adoption of IFRS 15:	因採納國際財務報告準則第15號而受影響的截至2018年12月31日止年度除稅前利潤與經營業務所得現金對賬的行事項目(附註23(b))：			
Profit before taxation	除稅前利潤	416,620	415,301	1,319
Increase in inventories and other contract costs	存貨及其他合約成本增加	616,363	580,943	35,420
Increase in trade and other payables	貿易及其他應付款項增加	201,953	577,476	(375,523)
Increase in contract liabilities	合約負債增加	338,784	—	338,784

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(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Changes in accounting policies (Cont'd)

(iii) IFRIC 22, Foreign currency transactions and advance consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The Interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of IFRIC 22 does not have any material impact on the financial position and the financial result of the Group.

(d) Subsidiaries and non-controlling interests

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

I 重大會計政策(續)

(c) 會計政策的變動(續)

(iii) 國際財務報導解釋第22號 「外幣交易與預收付對價」

該詮釋就釐定「交易日期」提供指引，旨在釐定於初步確認因實體收取或支付的外幣預付代價交易而產生的有關資產、開支或收入(或其中部分)所使用的匯率。

該詮釋澄清「交易日期」為初步確認因支付或收取預付代價而產生的非貨幣性資產或負債之日。倘確認有關項目前存在多筆付款或收款，實體應該按該方式釐定每筆付款或收款的交易日期。採納國際財務報告詮釋委員會詮釋第22號對本集團財務狀況及財務業績並無產生任何重大影響。

(d) 子公司及非控股權益

子公司是由本集團控制的實體。倘本集團因參與一家公司的業務而可或有權獲得可變回報，且能藉對該公司行使權力而影響該等回報時，則視為本集團對該公司擁有控制權。評估本集團是否有權力時，僅考慮本集團及其他各方持有的實質權利。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Subsidiaries and non-controlling interests (Cont'd)

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

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

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes I (q) or (r) depending on the nature of the liability.

I 重大會計政策(續)

(d) 子公司及非控股權益(續)

於子公司的投資自控制權開始日期起至控制權終止日期止計入合併財務報表。集團內公司間的結餘、交易及現金流量以及集團內公司間交易所產生的任何未變現利潤，在編製合併財務報表時均全數抵銷。集團內公司間交易所產生的未變現虧損則僅在並無出現減值跡象的情況下以與抵銷未變現收益相同的方法予以抵銷。

非控股權益指本公司並非直接或間接應佔的子公司權益，且本集團並未同意與該等權益持有人增訂條款而導致本集團整體須就該等權益符合金融負債定義承擔合約責任。對各業務合併而言，本集團可選擇以公允值或按非控股權益所佔子公司可識別資產淨值的比例計量任何非控股權益。

非控股權益於合併財務狀況表的權益內與本公司權益股東應佔權益分開呈列。本集團業績的非控股權益在合併損益表及合併損益及其他全面收益表賬面呈列為年內損益總額及全面收入總額在非控股權益與本公司權益股東之間的分配。非控股權益持有人的貸款及對該等持有人所負的其他合約責任視乎負債性質，根據附註 I (q) 或 (r) 於合併財務狀況表中呈列為金融負債。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Subsidiaries and non-controlling interests (Cont'd)

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

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

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

I 重大會計政策(續)

(d) 子公司及非控股權益(續)

倘本集團於子公司的權益變動並未導致失去控制權，則入賬列作股權交易，而合併權益內控股及非控股權益的金額會就此作出調整，以反映相關權益的變動，但商譽不會作出調整且不會確認損益。

當本集團失去對一間子公司的控制權，則入賬列作出售該子公司的全部權益，因此產生的收益或虧損會於損益確認。於失去控制權之日在該前子公司保留的任何權益按公允值確認，且有關金額視為初步確認金融資產時的公允值(見附註I(g))，或(如適用)初步確認於聯營企業及合營企業投資時的成本(見附註I(e))。

在本公司的財務狀況表內，於子公司的投資按成本減減值虧損列賬(見附註I(m))，除非投資被分類為持作出售(或計入分類為持作出售的出售組別)(見附註I(z))。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Associates and joint ventures

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

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

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

I 重大會計政策(續)

(e) 聯營企業及合營企業

聯營企業是指集團或公司對其管理層(包括參與財務和經營政策決策)有重大影響力，但不包括控制權或共同控制權的實體。

合營企業是一項安排，據此，本集團或本公司與其他方在合約上協定分享此項安排的控制權，並有權擁有其淨資產。

於聯營企業或合營企業的投資以權益法於合併財務報表入賬，除非其被分類為持作待售(或列入被分類為持作待售的出售組)(見附註I(z))。根據權益法，投資初步按成本列賬，其後就本集團應佔該被投資公司的可識別資產淨值的收購日期公允值超出投資成本的任何部分(如有)作出調整。投資成本包括購買價、收購投資直接應佔的其他成本及構成本集團股權投資一部份的於聯營企業或合營企業的任何直接投資。其後，就本集團應佔該被投資公司的資產淨值的收購後變動及與投資相關的任何減值虧損(見附註I(f)及(m)(iii))作出調整。收購日期超出成本的任何部分、本集團年內應佔被投資公司的收購後稅後業績及任何減值虧損於合併損益表內確認，而本集團應佔被投資公司的其他全面收入的收購後稅後項目則於合併損益及其他全面收益表內確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Associates and joint ventures (Cont'd)

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

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

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

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

I 重大會計政策(續)

(e) 聯營企業及合營企業(續)

當本集團應佔一間聯營企業或合營企業的虧損超出其於該企業的權益時，本集團的權益扣減至零並會終止確認進一步虧損，但本集團產生法定或推定責任或代表被投資公司付款則除外。就此而言，本集團的權益為以權益法入賬的投資賬面值，連同實質上屬本集團於聯營企業或合營企業投資淨額一部分的長期權益。

本集團與聯營企業及合營企業進行交易產生的未變現利潤及虧損將以本集團於被投資公司的權益為限予以對銷，除非該未變現虧損證明已轉讓資產出現減值，在此情況下，則即時於損益內確認相關虧損。

倘於一家聯營企業的投資成為於一家合營企業的投資(反之亦然)，則保留權益不會重新計量。而是該投資繼續按權益法進行入賬。

在所有其他情況下，當本集團不再對聯營企業有重大影響或對合營企業擁有共同控制權時，則按出售於被投資公司的全部權益入賬，所產生之收益或虧損於損益中確認。任何於喪失重大影響或共同控制權當日在前被投資公司保留的權益按公允值確認及該金額被視為於初步確認金融資產的公允值(見附註 I (g))。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

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

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

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

I 重大會計政策(續)

(f) 商譽

商譽指(i)超過(ii)的差額：

- (i) 所轉讓對價的公允值、於被收購公司的任何非控股權益金額及本集團先前於被收購公司持有的股本權益公允值的總和；
- (ii) 被收購公司的可識別資產及負債於收購當日計量的公允淨值。

當(ii)較(i)為大，則該超出數額即時在損益表內確認為議價收購的收益。

商譽按成本減累計減值虧損列賬。來自業務合併的商譽將分配至預期可受惠於合併協同效益的現金產生單位或現金產生單位組合，並會每年進行減值測試(見附註I(m)(iii))。

年內出售現金產生單位時，已將所購入商譽的任何應佔金額計入出售損益內。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Equity investments

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

Equity investments are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 33(f). These investments are subsequently accounted for as follows, depending on their classification.

(A) Policy applicable from 1 January 2018

Investments other than equity investments

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

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 1(w) (vii)).
- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

I 重大會計政策(續)

(g) 權益投資

本集團對權益投資(除對子公司、聯營企業及合營企業的投資外)政策載列如下：

權益投資於本公司承諾購買/出售該投資之日予以確認/終止確認。該等投資初始按公允值加直接應佔交易成本列賬，惟按公允值計量且其變動計入當期損益的有關投資除外，有關本集團如何釐定金融工具公允值的解釋，請參閱附註33(f)。該等投資(視乎分類)隨後按下列方式列賬。

(A) 於2018年1月1日起適用的政策

權益投資以外的投資

本集團持有的非權益投資分類為下列計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲得本金及利息付款。投資所得利息收入乃使用實際利率法計算(見附註1(w) (vii))；或
- 倘投資不符合按攤銷成本計量或按公允值計入其他全面收入(可劃轉)的標準則按公允值計量且其變動計入當期損益。投資的公允值變動(包括利息)於損益確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Equity investments (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Equity investments

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

I 重大會計政策(續)

(g) 權益投資(續)

(A) 於2018年1月1日起適用的政策(續)

權益投資

權益投資分類為按公允值計量且其變動計入當期損益的金融資產，除非權益投資並非持作買賣用途，且於初次確認投資時，本集團選擇指定投資為按公允值計入其他全面收入(不可劃轉)，以致公允值的後續變動於其他全面收入確認。有關選擇以個別工具為基準作出，惟僅會在發行人認為投資符合股本的定義的情況下作出。作出有關選擇後，於其他全面收入內累計的金額仍將保留在公允值儲備(不可劃轉)內直至投資出售為止。出售時，於公允值儲備(不可劃轉)內累計的金額轉撥至保留盈利，且不會劃轉至損益。股本證券投資的股息(不論分類為按公允值計量且其變動計入當期損益或按公允值計入其他全面收入)根據附註I(w)(v)所載政策於損益內確認為其他收入。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Equity investments (Cont'd)

(B) Policy applicable prior to 1 January 2018

Investments held for trading were classified as financial assets measured at FVPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

Investments which did not fall into any of the above categories were classified as available-for-sale financial assets. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve (recycling). Dividend income from equity investments was recognised in profit or loss in accordance with the policies set out in notes 1(w)(v). When the investments were derecognised or impaired (see note 1(m)(i) - policy applicable prior to 1 January 2018), the cumulative gain or loss recognised in equity was reclassified to profit or loss.

I 重大會計政策(續)

(g) 權益投資(續)

(B) 於2018年1月1日前適用的政策

於持作買賣的投資分類為按公允值計量且其變動計入當期損益的金融資產。任何應佔交易成本於發生時在損益內確認。公允值於各報告期結束時重新計量，而任何因此產生的收益或虧損均於損益內確認。

並不屬於以上任何類別的投資分類為可供出售金融資產。公允值於各報告期結束時重新計量，而任何因此產生的收益或虧損均於其他全面收益內確認並分別於權益的公允值儲備(可劃轉)中累計。股本投資的股息收入根據附註1(w)(v)所載的政策於損益中確認。當投資終止確認或減值(見附註1(m)(i) - 於2018年1月1日前適用的政策)時，於權益中確認的累計收益或虧損會重新分類至損益。

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(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(h) Derivative financial instruments

Derivative financial instruments are recognised at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

(i) Investment property

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(l)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(w)(ii).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 1(l)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 1(l).

I 重大會計政策(續)

(h) 衍生金融工具

衍生金融工具按公允值確認，於各報告期末重新計量公允值。重新計量公允值的收益或虧損即時於損益確認。

(i) 投資物業

投資物業是指為賺取租金收入及／或為資本增值而以租賃權益(見附註1(l))擁有或持有的土地及／或建築物，當中包括就當前尚未確定未來用途持有的土地及正在建造或開發以供日後用作投資物業的物業。

投資物業按公允值列賬，除非於報告期末仍在建造或開發且不能可靠確定公允值。投資物業公允值的變動，或報廢或處置投資物業所產生的任何收益或虧損均於損益中確認。投資物業的租金收入按照附註1(w)(ii)所述方式入賬。

當本集團以經營租賃持有物業權益以賺取租金收入及／或為資本增值，有關權益按每項物業的基準分類並入賬為投資物業。任何此等已分類為投資物業的物業權益的入賬方式猶如根據融資租賃所持有的權益(見附註1(l))，而其適用的會計政策亦與根據融資租賃所租賃的其他投資物業相同。租賃付款按附註1(l)所述入賬。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Property, plant and equipment

Items of property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment losses (see note I(m)(iii)).

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

Construction in progress is transferred to property, plant and equipment when it is ready for its intended use. No depreciation is provided against construction in progress.

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

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

	Years	Estimated residual value as a percentage of costs
	年期	估計剩餘價值佔成本百分比
Buildings	20 - 40	5%
Motor vehicles	4	5%
Office equipment	3 - 5	5%

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

I 重大會計政策(續)

(j) 物業、廠房及設備

物業、廠房及設備項目按成本減累計折舊及減值虧損(見附註 I(m)(iii))於合併財務狀況表內列賬。

自建物業、廠房及設備項目的成本包括材料成本、直接勞工成本以及拆卸及搬遷項目與恢復項目所在地原貌的初步估計成本(如有關)及適當比例の間接生產成本及借貸成本(見附註 I(y))。

當在建工程可作擬定用途時，轉為物業、廠房及設備。在建工程不計提折舊。

報廢或出售物業、廠房及設備項目所產生的收益或虧損按出售所得款項淨額與該項目賬面值的差額釐定，並於報廢或出售當日的合併損益表確認。

折舊是採用直線法按估計可使用年期撇銷物業、廠房及設備項目的成本並扣除其估計剩餘價值(如有)計算，詳情如下：

倘物業、廠房及設備項目各部分的可使用年期不同，該項目的成本按合理基準於各部分之間分配，且各部分單獨折舊。資產的可使用年期及其剩餘價值(如有)均每年進行審閱。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note I(m)(iii)).

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

Software	5-10 years
Franchise granted	15 years

Both the period and method of amortisation are reviewed annually.

I 重大會計政策(續)

(k) 無形資產(商譽除外)

本集團所收購的無形資產以成本減累計攤銷(當估計可使用年期有限時)及減值虧損(見附註 I(m)(iii))列賬。

具有有限可使用年期的無形資產攤銷按資產估計可使用年期於損益內以直線法攤銷。以下具有有限可使用年期的無形資產於其可供使用當日起攤銷，其估計/合約可使用年期如下：

軟件	5-10年
授予特許經營權	15年

攤銷期間及方法均每年進行審核。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(I) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 1(i)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

I 重大會計政策(續)

(I) 租賃資產

倘本集團釐定一項安排賦予於一段協定期間內使用一項指定資產或多項資產的權利，並以付款或系列付款作為交換，則該項安排(包括交易或系列交易)為或包含一項租賃。本集團經評估該項安排的實際內容後作出相關決定，並不會考慮該項安排是否屬租賃的法定形式。

(i) 租賃予本集團的資產分類

租賃予本集團的資產分類對於本集團根據租約持有的資產，倘租賃使所有權的絕大部分風險及回報轉移至本集團，有關資產便會劃歸為以融資租賃持有。倘租賃不會使所有權的絕大部分風險及回報轉移至本集團，則劃歸為經營租賃，但下列情況除外：

- 經營租賃持有但在其它方面均符合投資物業定義的物業，會按照每項物業的基準劃歸為投資物業。如果劃歸為投資物業，其入賬方式會如同以融資租賃持有一樣(見附註1(i))；及
- 就經營租賃持作自用的土地而言，倘於租賃開始時，其公允值無法與位於其上的樓宇的公允值分開計量，則作為融資租賃持有入賬，除非該樓宇亦根據一項經營租賃清楚持有。就以上目的而言，租賃開始日期是本集團首次簽訂租賃或從前承租人接手的時間。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(I) Leased assets (Cont'd)

(ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note I(i)), or is held for development for sale (see note I(n)).

If a sale and leaseback transaction results in an operating lease, and it is clear that the transaction is established at fair value, any profit or loss shall be recognised immediately. If the sale price is below fair value, any profit or loss shall be recognised immediately except that, if the loss is compensated for by future lease payments at below market price, it shall be deferred and amortised in proportion to the lease payments over the period for which the asset is expected to be used. If the sale price is above fair value, the excess over fair value shall be deferred and amortised over the period for which the asset is expected to be used.

I 重大會計政策(續)

(I) 租賃資產(續)

(ii) 經營租賃支出

倘本集團根據經營租賃使用持有的資產，根據租賃作出的付款會在租期所涵蓋的會計期間內，分期等額自損益扣除，倘有其他基準更能反映租賃資產所產生的收益模式則除外。所收取的租賃獎勵於損益內確認為所作出租賃淨付款總額的組成部分。或然租金在其產生的會計期間自損益扣除。

根據經營租賃所持土地的收購成本按直線法在租期內攤銷，但分類為投資物業(附註I(i))或持作開發待售(附註I(n))的物業除外。

倘售後租回交易引致經營租賃，且該交易明顯按公允值設立，則須即時確認任何損益。倘售價低於公允值，則須即時確認任何損益，倘以低於市價的未來租賃付款補償虧損，則有關損益須遞延並按租賃付款的比例在預期使用資產期間攤銷。倘售價高於公允值，則超過公允值的差額須遞延並在預期使用資產期間攤銷。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(I) Leased assets (Cont'd)

(iii) Assets leased out under finance leases

A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred.

When the Group is a lessor under finance leases, an amount representing the minimum lease payment receivables and initial direct costs is included in the statement of financial position as loans and accounts receivable. Any unguaranteed residual value is also recognised at the inception of the lease. The difference between the sum of the minimum lease payment receivables, initial direct costs, the unguaranteed residual value and their present value is recognised as unearned finance income. Unearned finance income is recognised over the period of the lease using the effective interest rate method.

I 重大會計政策(續)

(I) 租賃資產(續)

(iii) 融資租賃租出資產

融資租賃租出資產轉讓資產擁有權之絕大部分風險與回報之租賃列為融資租賃。所有權最終未必會轉讓。

倘本集團作為融資租賃出租人時，應收最低租賃款額與初始直接成本之款項於財務狀況表列作貸款及應收款項。未擔保餘值亦於租賃生效時確認。應收最低租賃款額、初始直接成本及無擔保餘值之總和與其現值兩者間之差額確認為未實現融資收益。未實現融資收益於租賃期間使用實際利率法確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets

(i) Credit losses from financial instruments and lease receivables

(A) Policy applicable from 1 January 2018

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

- financial assets measured at amortised cost (including restricted and pledged cash, cash and cash equivalents, trade and other receivables); and
- lease receivables.

Financial assets measured at fair value, including equity investments measured at FVPL, and derivative financial assets, are not subject to the ECL assessment.

Measurement of ECLs

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

I 重大會計政策(續)

(m) 信用虧損及資產減值

(i) 金融工具及租賃應收款項的信用虧損

(A) 於2018年1月1日起適用的政策

本集團對下列項目確認預期信用虧損的虧損撥備：

- 按攤銷成本計量的金融資產(包括受限制及已抵押現金、現金及現金等值物、貿易及其他應收款項)；及
- 租賃應收款項。

按公允值計量的金融資產(包括按公允值計量且其變動計入當期損益計量的權益投資及衍生金融資產)毋須進行預期信用虧損評估。

預期信用虧損計量

預期信用虧損為信用虧損的概率加權估計。信用虧損是以所有已預計現金短缺的現值計量(例：根據合約，尚欠本集團的現金流量及其集團預計得到的現金流量之間的差異)。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Measurement of ECLs (Cont'd)

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

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate; and
- lease receivables: discount rate used in the measurement of the lease receivable.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

預期信用虧損計量(續)

倘貼現影響重大，則預期現金差額將採用以下貼現率貼現：

- 定息金融資產、貿易及其他應收款項：於初步確認時釐定的實際利率或其近似值；
- 浮息金融資產：即期實際利率；及
- 租賃應收款項：計算租賃應收款項所用貼現率。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Measurement of ECLs (Cont'd)

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

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

ECLs are measured on either of the following bases:

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

預期信用虧損計量(續)

估計預期信用虧損時所考慮的最長期間為本集團面對信用風險的最長合約期間。

於計量預期信用虧損時，本集團會考慮在毋需付出過多成本及努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信用虧損將採用以下基準計量：

- 12個月預期信用虧損：指報告日期後12個月內可能發生的違約事件而導致的預期虧損；及

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Measurement of ECLs (Cont'd)

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

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

預期信用虧損計量(續)

- 整個有效期的預期信用虧損：指預期信用虧損模型適用項目的預計年內所有可能違約事件而導致的預期虧損。

貿易應收款項及租賃應收款項的虧損撥備一般按等同於整個有效期的預期信用虧損的金額計量。於報告日期，該等金融資產的預期信用虧損乃根據本集團的歷史信用虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

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(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Measurement of ECLs (Cont'd)

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

預期信用虧損計量(續)

就所有其他金融工具而言，本集團確認相等於12個月預期信用虧損的虧損撥備，除非金融工具信用風險自初始確認後大幅增加，在此情況下，虧損撥備乃按相等於整個有效期的預期信用虧損的金額計量。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Significant increases in credit risk

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

信用風險大幅上升

評估金融工具(包括貸款承擔)的信用風險自初始確認以來有否大幅上升時，本集團會比較於報告日期及於初始確認日期評估的金融工具發生違約的風險。於重新評估時，本集團認為，倘(i) 借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii) 金融資產已逾期90日，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在毋需付出過多成本或努力即可獲得的前瞻性資料。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Significant increases in credit risk (Cont'd)

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

信用風險大幅上升(續)

具體而言，評估信用風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信用測評的實際或預期顯著惡化(如適用)；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

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(Expressed in Renminbi unless otherwise indicated)

(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Significant increases in credit risk (Cont'd)

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

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt investments that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

信用風險大幅上升(續)

取決於金融工具的性质，信用風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信用風險特徵(如逾期狀況及信用風險評級)進行分組。

預期信用虧損於各報告日期進行重新計量以反映金融工具自初步確認以來的信用風險變動。預期信用虧損的任何變動均於損益確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整，惟按公平價值計入其他全面收入計量的債務投資(可劃轉)除外，該等投資的虧損撥備乃於其他全面收入確認並於公平價值撥回(可劃轉)中累計。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Basis of calculation of interest income

Interest income recognised in accordance with note 1(w)(vi) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

利息收入的計算基準

根據附註1(w)(vi)利息收入按金融資產的總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本（即總賬面值減虧損撥備）計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

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(Expressed in Renminbi unless otherwise indicated)
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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Basis of calculation of interest income (Cont'd)

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

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

利息收入的計算基準(續)

金融資產信用減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

Basis of calculation of interest income (Cont'd)

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

Write-off policy

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

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(A) 於2018年1月1日起適用的政策(續)

利息收入的計算基準(續)

- 由於發行人出現財務困難，證券的活躍市場消失。

撇銷政策

若日後實際上不可收回款項，本集團則會撇銷(部分或全部)金融資產的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益表中確認為減值撥回。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, an “incurred loss” model was used to measure impairment losses on financial assets not classified as at FVPL (e.g. trade and other receivables, and available-for-sale investments). Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(B) 於2018年1月1日前適用的政策

於2018年1月1日，「已發生虧損」模式被用於計量非分類為按公允值計入損益的金融資產(即貿易及其他應收款項及可供出售投資)的減值虧損。根據「已發生虧損」模型，減值虧損僅出現減值客觀證據時方會予以確認。減值客觀證據包括：

- 債務人陷入重大財務困難；
- 違反合約，如欠付或拖延償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；及
- 股本證券投資的公允值嚴重或長期下跌至低於成本。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(B) Policy applicable prior to 1 January 2018 (Cont'd)

If any such evidence existed, an impairment loss was determined and recognised as follows:

- For trade and other receivables, lease receivables and other financial assets carried at amortised cost, impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(B) 於2018年1月1日前適用的政策(續)

倘存在任何該等證據，則按以下方式釐定及確認任何減值虧損：

- 對於貿易及其他應收款項、租賃應收款項及其他按攤銷成本列賬的金融資產，倘貼現的影響屬重大，減值虧損以資產之賬面值與以金融資產原實際利率所貼現的估計未來現金流量現值的差額計量。如該等金融資產具備類似風險特徵，例如類似逾期情況及並未單獨被評估為減值，則對該等資產進行集體評估。集體評估減值的金融資產的未來現金流量，是根據與整個組別信用風險特徵類似的資產的過往虧損經驗作出。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(B) Policy applicable prior to 1 January 2018 (Cont'd)

- If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(B) 於2018年1月1日前適用的政策(續)

- 倘減值虧損金額在其後期間減少，且客觀上與確認減值虧損後發生的事件有關，則減值虧損會通過損益撥回。減值虧損的撥回僅在並無導致資產的賬面值超過以往年度並無確認減值虧損而應釐定的數額的情況下方會予以確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(B) Policy applicable prior to 1 January 2018 (Cont'd)

When the recovery of a trade debtor or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(B) 於2018年1月1日 前適用的政策(續)

倘就以攤銷成本列賬的應收賬款或其他金融資產的可收回性被認為難以預料而並非微乎其微，則有關的減值虧損以撥備賬入賬。倘本集團確認可收回性微乎其微，則視為不可收回的金額直接於該等資產的賬面總值中撇銷。先前在撥備賬中計提的金額如其後被收回，其從撥備賬中撥回。撥備賬的其他變動及其後收回先前直接撇銷的金額均於損益中確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(i) Credit losses from financial instruments and lease receivables (Cont'd)

(B) Policy applicable prior to 1 January 2018 (Cont'd)

- For available-for-sale investments, the cumulative loss that has been recognised in the fair value reserve (recycling) is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity investments are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(i) 金融工具及租賃應收款項的信用虧損(續)

(B) 於2018年1月1日前適用的政策(續)

- 就可供出售投資而言，已確認於公允價值儲備(可撥回)的累計虧損重新分類至損益。確認至損益的累計虧損金額為收購成本(減任何本金還款及攤銷)與現時公允值的差額減過往確認於損益的資產的任何減值虧損。

有關可供出售權益投資於損益內確認的減值虧損並未通過損益撥回。該等資產的公允值的任何其後增加於其他全面收入確認。

NOTES TO THE FINANCIAL STATEMENTS

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(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within “trade and other payables” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(ii) 已發出財務擔保的信用虧損

財務擔保指要求發行人(即擔保人)支付指定款項以向擔保受益人(「持有人」)賠償因指定債務人未能根據債務工具之條款支付到期款項而導致持有人蒙受損失的合約。

已發出的財務擔保初步於「貿易及其他應付款項」中按公允值確認，而該等公允值乃經比較貸方於有擔保下收取的實際利率與於如並無擔保下貸方應收取的估計利率(倘關資料可作出可靠估計)後，參考類似服務的公平交易中所收取的費用(於可獲得該等資料時)或利率差異而釐定。倘於發出該擔保時收取或可收取代價，該代價則根據本集團適用於該類資產的政策而予確認。倘有關代價尚未收取或應予收取，即時開支於損益中確認。

於初始確認後，初始確認為遞延收入的金額於擔保期內按實際利率法於損益中攤銷為已發出財務擔保的收入。

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(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(ii) Credit losses from financial guarantees issued (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in "trade and other payables" in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 1(m)(i) apply.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(ii) 已發出財務擔保的信用虧損(續)

(A) 於2018年1月1日後適用的政策

本集團監察特定債務人違約的風險，並當財務擔保的預期信用虧損確定為高於擔保的「貿易及其他應付款項」中的金額(即初始確認金額減累計攤銷)時確認撥備。

為釐定預期信用虧損，本集團會考慮指定債務人自發出擔保以來的違約風險變動，並會計量12個月的預期信用虧損，惟在指定債務人自發出擔保以來的違約風險大幅增加的情況下除外，在此情況下，則會計量整個存續期的預期信用虧損。附註1(m)(i)所述的相同違約定義及信貸風險大幅增加的相同評估標準適用於此。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(ii) Credit losses from financial guarantees issued (Cont'd)

(A) Policy applicable from 1 January 2018 (Cont'd)

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

(B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, a provision would be recognised if and when it became probable that (i) the holder of the guarantee would call upon the Group under the guarantee and (ii) the amount of the claim on the Group was expected to exceed the amount carried in "trade and other payables" in respect of the guarantee.

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(ii) 已發出財務擔保的信用虧損(續)

(A) 於2018年1月1日 後適用的政策(續)

由於本集團僅須於根據獲擔保工具的條款指定債務人違約時作出付款，故預期信用虧損乃按預期就補償持有人產生的信用虧損而作出的付款，減本集團預期從擔保持有人(指定債務人或任何其他人士)收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

(B) 於2018年1月1日 前適用的政策

於2018年1月1日 之前，倘(i)擔保持有人可能根據擔保要求本集團還款及(ii)預期本集團的索賠金額將超過擔保的「貿易及其他應付款項」所載金額，則撥備將予以確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(iii) Impairment of other non-current assets

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

- property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(iii) 其他非流動資產減值

本集團會在各報告期末審核內部及外界資料，以識別是否有跡象顯示下列資產(除商譽外)可能出現減值或過往確認的減值虧損已不再存在或可能已減少：

- 物業、廠房及設備；
- 無形資產；
- 商譽；及
- 在本公司的財務狀況表內對子公司投資。

若存在上述任何跡象，則會估計有關資產的可收回金額。此外，就商譽而言，每年估計可收回金額，不論是否有減值跡象。

– 計算可收回金額

資產可收回金額為其公允價值減處置成本與使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量會使用可反映當時市場對貨幣時間值及資產特定風險的評估的稅前貼現率，貼現至其現值。倘資產所產生現金流入並非基本上獨立於其他資產所產生者，則以能獨立產生現金流入的最小資產組別(即現金產生單位)釐定可收回金額。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(iii) Impairment of other non-current assets (Cont'd)

– Recognition of impairment losses

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

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(iii) 其他非流動資產減值(續)

– 確認減值虧損

當資產或其所屬現金產生單位的賬面值超過其可收回金額時，減值虧損於損益確認。就現金產生單位確認的減值虧損，會首先分配以減少分配予該現金產生單位(或該組單位)的任何商譽的賬面值，然後按比例減少該單位(或該組單位)內其他資產的賬面值，但資產賬面值不會減至低於其個別的公允值減處置成本(如可計量)或使用價值(如能釐定)。

– 撥回減值虧損

有關非商譽資產，倘用作釐定可收回金額的估計出現有利變化，則會撥回減值虧損。商譽的減值虧損不會撥回。

減值虧損的撥回僅限於過往年度並未確認減值虧損而應釐定的資產賬面值。所撥回減值虧損在確認撥回的年度計入損益。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Credit losses and impairment of assets (Cont'd)

(iv) *Interim financial reporting and impairment*

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes I(m)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(n) Inventories and other contract costs

(i) *Inventories*

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

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

I 重大會計政策(續)

(m) 信用虧損及資產減值(續)

(iv) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須按國際會計準則第34號中期財務報告編製財政年度首六個月的中期財務報告。本集團於中期期末採用與財政年度年末相同的減值測試、確認及撥回標準(見附註I(m)(i)及(ii))。

於中期期間就商譽確認的減值虧損不會於其後期間撥回(即使在與該中期期間相關的財政年度年末時並無或只有少數減值虧損需要確認的情況下)。

(n) 存貨及其他合約成本

(i) 存貨

存貨是指日常業務過程中持有以作銷售、處在為該等銷售的生產過程中，或在生產過程中或提供服務時耗用的材料或物料形式持有的資產。

存貨以成本值及可變現淨值兩者中的較低者入賬。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Inventories and other contract costs (Cont'd)

(i) Inventories (Cont'd)

- Property development

Cost and net realisable values and determined as follows:

- Properties under development for sale

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land use right, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see note I(y)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

- Completed properties held for sale

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In the case of completed properties developed by the Group which comprise of multiple units which are sold individually, the cost of each unit is determined by apportionment of the total development costs for that development project to each unit on a per square foot basis, unless another basis is more representative of the cost of the specific unit. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

I 重大會計政策(續)

(n) 存貨及其他合約成本(續)

(i) 存貨(續)

- 物業開發

成本及可變現淨額釐定如下：

- 待售在建物業

待售在建物業的成本包括已明確識別的成本，包括土地使用權的收購成本、發展、物料及供應品總成本、工資及其他直接開支、適當比例之間接費用及資本化借款成本(見附註I(y))。可變現淨值為估計售價減估計完工成本及出售物業所產生的成本後的金額。

- 持作待售已完工物業

持作出售已完工物業的成本包括所有購買成本、轉換成本以及將存貨運往現時位置及達至現狀所產生的其他成本。

倘已完工物業由本集團發展及包括多個單獨出售的單位，則每個單位的成本按該發展項目的發展總成本根據每平方呎基準分配至每個單位而釐定，除非另有基準較能反映指定單位的成本。可變現淨值為估計售價減為售出物業而產生的成本後的金額。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Inventories and other contract costs (Cont'd)

(i) Inventories (Cont'd)

– Other inventories

Other inventories mainly include low-value consumption goods and goods for sale. They are carried at the lower of cost and net realisable value.

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

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

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

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

I 重大會計政策(續)

(n) 存貨及其他合約成本(續)

(i) 存貨(續)

– 其他存貨

其他存貨主要包括低值易耗品及待售品。其他存貨按成本及可變現淨值兩者中的較低者入賬。

成本利用加權平均成本公式計算，並包括所有購買成本、轉換成本以及將存貨運至目前地點及使其達到現狀所產生的其他成本。

可變現淨值為一般業務過程中的估計售價減竣工的估計成本及銷售所需的估計成本。

存貨一經出售，其賬面值在相應收入的確認期間內確認為開支。

將任何存貨撇減至可變現淨值的金額及所有存貨虧損於撇減或虧損發生期內確認為開支。存貨的任何撇減撥回金額在出現撥回期間確認為已確認開支的存貨扣減。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Inventories and other contract costs (Cont'd)

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note I(n)(i)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (e.g. an incremental sales commission). Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

I 重大會計政策(續)

(n) 存貨及其他合約成本(續)

(ii) 其他合約成本

其他合約成本是取得客戶合約的增量成本或履行客戶合約的成本，其並無撥充資本為存貨(見附註I(n)(i))。

取得合約的增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生的成本(例如增量銷售佣金)。倘有關收益的成本將在未來報告期內確認，而成本預期可收回，取得合約的增量成本於產生時會撥充資本。取得合約的其他成本在產生時支出。

倘履行合約的成本與現有合約或可識別的預期合約直接有關；產生或提升將於未來用於提供產品或服務的資源；並預期可收回，則會撥充資本。與現有合約或可識別的預期合約直接有關的成本可能包括直接勞工、直接材料、成本分配、明確向客人收取的成本及僅由於本集團訂立合約而產生的其他成本(例如向分包商支付款項)。其他履行客戶合約的成本(其並無撥充資本為存貨或物業、廠房及設備或無形資產)在產生時支銷。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Inventories and other contract costs (Cont'd)

(ii) Other contract costs (Cont'd)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note I(w).

(o) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note I(w)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note I(p)).

I 重大會計政策(續)

(n) 存貨及其他合約成本(續)

(ii) 其他合約成本(續)

撥充資本的合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產賬面值超過(i)本集團預期收取以交換有關該資產的產品或服務的餘下代價金額，減(ii)任何直接有關提供該等產品或服務，而未確認為開支的成本的淨額，則會確認減值虧損。

當與資產有關的收益獲確認時，撥充資本的合約成本攤銷將自損益扣除。收益確認的會計政策載於附註I(w)。

(o) 合約負債

合約負債乃於客戶在本集團確認相關收益前支付代價時確認(見附註I(w))。倘本集團於本集團確認相關收益前有無條件接納代價的權利，則合約負債亦將予以確認。於此情況下，相應的應收款項亦將予以確認(見附註I(p))。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Contract liabilities (Cont'd)

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note I(w)).

Policy prior to 1 January 2018

In the comparative period, amount received before the control of properties was transferred were presented as “receipts in advance” under “trade and other payables”. These balances have been reclassified on 1 January 2018 as shown in note 24 (see note I(c)(ii)).

(p) Trade and other receivables

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

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note I(m)(i)).

I 重大會計政策(續)

(o) 合約負債(續)

合約計及重大融資成分時，合約結餘計入按實際利率法累計的利息(見附註 I(w))。

於2018年1月1日前的政策

於比較期間，物業控制權轉移前收取的金額於「貿易及其他應付款項」項下呈列為「預收款項」。如附註24所示，該等結餘於2018年1月1日已重新分類(見附註 I(c)(ii))。

(p) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘收益於本集團擁有無條件權利收取代價前已予確認，則該金額呈列為合約資產。

應收款項以實際利率法減信用虧損撥備按攤銷成本列賬(見附註 I(m)(i))。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(q) Interest-bearing borrowings

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

(r) Trade and other payables

Trade and other payables are initially recognised at fair value. Trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(s) Cash and cash equivalents

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

I 重大會計政策(續)

(q) 計息借貸

計息借貸初步按公允值減應佔交易成本計量。出售確認後，計息借款採用實際利率法按攤銷成本列賬。利息開支根據本集團借款成本的會計政策予以確認(見附註I(y))。

(r) 貿易及其他應付款項

貿易及其他應付款項初步按公允值確認。貿易及其他應付款項其後按攤銷成本列賬，除非貼現影響並不重大，在此情況下，則按成本入賬。

(s) 現金及現金等值物

現金及現金等值物包括銀行存款及現金、存放於銀行及其他金融機構的活期存款，以及短期且流動性極高的投資，該等投資可隨時變現為已知現金數額及無重大價值轉變的風險，於購入後三個月內到期。現金及現金等值物的預計信用虧損乃根據附註I(m)(i)所載的政策進行評估。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Employee benefits

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

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

Obligation for contributions to defined contribution retirement plans pursuant to the relevant labour rules and regulations in the People's Republic of China (the "PRC") are recognised as an expense in profit or loss as incurred, except to the extent that they are included in properties for sale not yet recognised as an expense.

(ii) *Equity settled share-based payment*

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

I 重大會計政策(續)

(t) 僱員福利

(i) *短期僱員福利及定額供款退休計劃供款*

薪金、年度獎金、帶薪年假、定額供款退休計劃及非貨幣福利的成本已於僱員提供合營企業服務的年度內計提。若延遲付款或結算及其影響屬重大，該等款項將按現值入賬。

除已計入待售物業而尚未確認為支出者外，根據中華人民共和國(「中國」)相關勞動法規及規例向定額供款退休計劃作出供款的責任在產生時於損益確認為支出。

(ii) *以權益結算以股份為基礎的付款*

向僱員所授購股權的公允值確認為僱員成本，並於權益的以權益結算以股份為基礎的付款儲備作出相應增加。公允值是於授出日期使用二項式期權定價模式並計及所授出購股權的條款及條件計量。倘僱員須在無條件享有購股權前符合歸屬條件，則購股權的估計公允值總額經考慮購股權的歸屬可能性後於歸屬期內攤分。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Employee benefits (Cont'd)

(ii) Equity settled share-based payment (Cont'd)

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

(u) Income tax

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

I 重大會計政策(續)

(t) 僱員福利(續)

(ii) 以權益結算以股份為基礎的付款(續)

歸屬期內會審閱預期將歸屬的購股權數目。除非原僱員開支合資格確認為資產，否則對過往年內已確認累計公允值所作出的任何調整，均在審閱年度自損益扣除／計入損益，並對以權益結算以股份為基礎的付款儲備作出相應調整。於歸屬日期，會對確認為開支的數額作出調整，以反映所歸屬購股權的實際數目(並對以權益結算以股份為基礎的付款儲備作出相應調整)，但僅因未能達成與本公司股份市價有關的歸屬條件而遭失效的購股權則除外。權益金額於以權益結算以股份為基礎的付款儲備確認，直至購股權獲行使(屆時會轉撥至股本溢價)或購股權屆滿(屆時會直接撥入保留利潤)為止。

(u) 所得稅

年度所得稅包括即期稅項及遞延稅項資產與負債變動。即期稅項及遞延稅項資產與負債變動均在損益確認，但倘該等項目與其他全面收益表或直接於權益確認的項目有關，則有關稅項分別於其他全面收益表或直接於權益確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Income tax (Cont'd)

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

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

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

I 重大會計政策(續)

(u) 所得稅(續)

即期稅項為年度應課稅收入的預期應付稅項，採用於報告期末已生效或實質已生效的稅率計算，同時考慮就過往年度應付稅項作出的任何調整。

遞延稅項資產及負債分別由可抵扣和應稅暫時差異產生，即財務報告所呈報資產及負債的賬面值與其稅基之間的差異。遞延稅項資產亦會因未動用稅項虧損及未動用稅項抵免而產生。

除若干有限例外情況外，所有遞延稅項負債及所有遞延稅項資產均於日後可能有應課稅利潤用以抵銷可動用資產時確認。可支持確認源自可扣稅暫時性差額的遞延稅項資產的日後應課稅利潤，包括該等源自撥回現有應課稅暫時性差額者，但該等差額須與相同稅務機關及相同應課稅實體有關，並預期於撥回可扣減暫時性差額的同一期間或源自遞延稅項資產的稅項虧損可撥回或結轉的期間撥回。在評定現有應課稅暫時性差額是否支持確認因未動用稅項虧損及抵免產生的遞延稅項資產時採用相同的標準，即倘該等暫時性差額與相同稅務機關及相同應課稅實體有關，並預期於可使用稅項虧損或抵免期間內撥回，則會考慮確認遞延稅項資產。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Income tax (Cont'd)

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

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note I(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

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

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

I 重大會計政策(續)

(u) 所得稅(續)

確認遞延稅項資產及負債的有限例外情況為不可就稅務目的扣減的商譽、不影響會計或應課稅利潤的資產或負債的初步確認(前提是他們不屬於業務合併的一部分)所產生的暫時性差額，以及有關投資子公司的暫時性差額(如屬應課稅差額可以由本集團控制轉回時間，而且在可預見的未來不大可能轉回的差額，或如屬可扣減差額，則僅限於很可能在未來轉回的差額)。

凡投資物業之公允值按附註 I(i) 所載的會計政策計量，其遞延稅項的確認以用於報告日期之資產出售的賬面值的稅率為準，除非該物業是可折舊的，並存在於某商業模式，其目的是隨著時間的推移消耗實質上附於該物業的所有經濟利益，而不是通過出售。在所有其他情況下，已確認的遞延稅項按預期變現或清償資產及負債賬面值的方式，以報告期末已頒佈或實質已頒佈的稅率計算。遞延稅項資產及負債並未貼現。

遞延稅項資產的賬面值會於各報告期末審閱，並扣減至不再可能取得足夠應課稅利潤以動用有關稅務利益為止。任何減幅會於可能取得足夠應課稅利潤時撥回。

分派股息所產生的額外所得稅於確認支付相關股息的責任時確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Income tax (Cont'd)

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

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

I 重大會計政策(續)

(u) 所得稅(續)

即期稅項結餘與遞延稅項結餘及其變動單獨呈列，且不予抵銷。即期稅項資產與即期稅項負債以及遞延稅項資產與遞延稅項負債只會在本公司或本集團有法定執行權以即期稅項資產抵銷即期稅項負債，並在符合下列附帶條件的情況下，方可相互抵銷：

- 如屬即期稅項資產及負債，本集團計劃按淨額基準計算，或同時變現該資產及清償該負債；或
- 如屬遞延稅項資產及負債，倘他們與相同稅務機關就以下其中一項徵收的所得稅有關：
 - 相同應課稅實體；或
 - 不同應課稅實體，計劃在預期有重大金額的遞延稅項負債或資產須予清償或可收回的各未來期間，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現即期稅項資產及清償即期稅項負債。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(v) Provisions and contingent liabilities

(i) Provisions and contingent liabilities

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

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

(ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

I 重大會計政策(續)

(v) 撥備及或然負債

(i) 撥備及或然負債

當本集團或本公司須就過往事件承擔法定或推定責任，且履行責任可能須流出經濟利益並可作出可靠估計時，便會就尚未確定時間或金額的其他負債確認撥備。倘貨幣的時間價值重大，則按預計履行該責任所需支出的現值計提撥備。

倘不大可能需要流出經濟利益，或有關數額無法可靠估計，則該責任披露為或然負債，但倘流出經濟利益的可能性極低則除外。須視乎一宗或多宗未來事件是否發生才能確定存在與否的可能責任亦披露為或然負債，但倘流出經濟利益的可能性極低則除外。

(ii) 虧損性合約

當本集團為達成合約責任所產生的不可避免成本超逾預期自該合約收取的經濟利益，即視為存在虧損性合約。虧損性合約撥備按終止合約的預期成本及繼續合約的成本淨額兩者之較低者之現值計量。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(w) Revenue and other income

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

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

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

I 重大會計政策(續)

(w) 收益確認

當於本集團業務的一般過程中提供服務或其他人士根據租約使用本集團的資產產生收益時，本集團將收入分類為收益。

當產品或服務的控制權轉移至客戶或承租人有權使用資產時，按本集團將有權授權的承諾代價金額確認收益，不包括代表第三方收取的款項。收益不包括增值稅或其他銷售稅，乃經扣除任何貿易折扣。

倘合約載有向客戶提供融資福利超過12個月的融資部分，收益按應收款項的現值計量，採用將於與客戶的單獨融資交易中反映的貼現率進行貼現，而利息收入則按實際利率法單獨應計。倘合約載有向本集團提供重大融資福利的融資部分，則根據合約確認的收益包括採用實際利率法就合約負債應計的利率開支。本集團利用香港財務報告準則第15號第63段的實際權益方法，並不調整在融資期間為12個月或以下情況下重大融資部分任何影響的代價。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(w) Revenue and other income (Cont'd)

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

(i) Sales of properties

Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when the property is delivered to customers, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see note I(o)).

When payment schemes include a significant financing component, the transaction price is adjusted to separately account for this component. In the case of payments in advance, such adjustment results in interest expense being accrued by the Group to reflect the effect of the financing component of the financing benefit obtained by the Group from the customers during the period between the payment date and the date of delivery of the properties. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under IAS 23. Borrowing costs, in accordance with the policies set out in note I(y).

I 重大會計政策(續)

(w) 收益確認(續)

有關本集團收益及其他收入確認政策的進一步詳情如下：

(i) 銷售物業

於日常業務過程中出售待售已開發物業所產生的收益於物業交付予客戶時(即客戶有能力指示物業使用及取得物業絕大部分餘下利益的時間點)確認。在收益確認日期之前就物業所收取的按金及分期付款列入財務狀況表內的合約負債項下(見附註I(o))。

支付方案包含重大的融資成分時，將對交易價格進行調整以單獨將該成份入賬。就預付款項而言，該等調整導致本集團累計產生利息開支以反映本集團於付款日期至交付物業日期間從客戶取得的融資利益的融資成分的影響。該應計費用於建造期間令合約負債的餘額增加，因此已完工物業的控制權轉移至客戶時令確認的收益金額增加。根據附註I(y)所載政策，除非其符合資格根據國際會計準則第23號「借款成本」予以資本化，否則利息按應計費用進行支銷。

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(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(w) Revenue and other income (Cont'd)

(i) Sales of properties (Cont'd)

In the comparative period, revenue from sales of properties was recognised upon the delivery of the property to customers, which was taken to be the point in time when the risks and rewards of ownership of the property had passed to the buyer. Deposits and instalments received on properties sold prior to the date of revenue recognition were included in the statement of financial position under trade and other payables and no interest expense was accrued on payments received in advance. As a result of the change in accounting policy for accruing interest on payments in advance, adjustments have been made to opening balances as at 1 January 2018 (see note I(c)(ii)).

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iii) Service fee income

Service fee income in relation to property management service, advertising service and other ancillary services are recognised when such services are provided to customers.

I 重大會計政策(續)

(w) 收益確認(續)

(i) 銷售物業(續)

於比較期間，物業銷售收益於物業交付予客戶時(即已被視為物業擁有權的風險及回報已轉移至買方的時間點)予以確認。於收益確認日期前就已售出物業所收取的按金及分期付款已計入財務狀況表內的貿易及其他應付款項下，而預付款項並無累計任何利息開支。由於預付款項應計利息的會計政策發生變化，故已對2018年1月1日的期初餘額作出調整(見附註I(c)(ii))。

(ii) 經營租賃的租金收入

經營租賃的應收租金收入在租期所涵蓋的期間內，以等額分期付款項於損益確認，但倘有其他基準更清楚地反映使用租賃資產所產生之收益模式則除外。獲授的租賃優惠於損益確認為應收租賃淨付款總額的組成部分。或然租金在產生的會計期間確認為收入。

(iii) 服務費收入

有關物業管理服務、廣告服務及其他配套服務的服務費收入於向客戶提供該等服務時確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(w) Revenue and other income (Cont'd)

(iv) Finance lease income

Finance lease income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the net investment of the finance lease or a shorter period, when appropriate, to the net carrying amount of the net investment of the finance lease.

(v) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

(vi) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(m)(i)). Interest income is recognised as it accrues using the effective interest method.

I 重大會計政策(續)

(w) 收益確認(續)

(iv) 融資租賃收入

融資租賃收入，按應計基準以實際利率法按融資租賃的投資淨額在預計可使用年期或更短期間(如適用)估計在日後收取的現金貼現至融資租賃投資淨值的賬面淨值之實際利率確認。

(v) 股息

來自非上市投資的股息收入於股東收取付款的權利確立時確認。

(vi) 利息收入

利息收入使用實際利率法於產生時確認。就按攤銷成本或按公允價值計入其他全面收入(轉入損益)計量且並無出現信貸減值的金融資產而言，資產的賬面總值適用實際利率。就出現信貸減值的金融資產而言，資產的攤銷成本(即扣除虧損撥備的賬面總值)適用實際利率(見附註1(m)(i))。利息收入適用實際利率法於產生時確認。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(w) Revenue and other income (Cont'd)

(vii) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of assets are initially recognised as deferred income and subsequently deducted from the carrying amount of assets and consequently are effectively recognised in profit or loss when the inventories are sold or transferred to investment properties upon meeting the relevant conditions, if any, attaching to them.

(x) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

I 重大會計政策(續)

(w) 收益確認(續)

(vii) 政府補助

倘可合理保證本集團能收取政府補助且符合有關補貼所附條件，則政府補助初步於財務狀況表確認。補償本集團所涉開支的補助於開支產生期間有系統地於損益確認為收入。補償本集團資產成本的補助初步確認為遞延收入，其後自資產賬面值扣除，最終於符合所附條件（如有）而出售或轉移存貨至投資物業時於損益有效確認。

(x) 外幣換算

年內外幣交易按交易日期現行的匯率換算。以外幣計值的貨幣資產及負債按報告期末現行的匯率換算。匯兌收益及虧損於損益確認。

以外幣計值並按歷史成本計量的非貨幣資產及負債按交易日期現行的匯率換算。交易日期為公司初始確認有關非貨幣資產或負債之日。以外幣計值並按公允值計量的非貨幣資產及負債按計量公允值當日現行的匯率換算。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(x) Translation of foreign currencies (Cont'd)

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(y) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

I 重大會計政策(續)

(x) 外幣換算(續)

海外經營業績按交易日期現行匯率的近似匯率換算為人民幣。財務狀況表項目按各報告期末的收市匯率換算為人民幣。所產生的匯兌差額於其他全面收入確認，並於權益的外匯儲備內單獨累計。

出售境外業務時，有關境外業務匯兌差額的累計金額於確認出售損益時自權益重新分類至損益。

(y) 借貸成本

購置、興建或生產需要長時間籌備以作擬定用途或出售的資產直接相關的借貸成本資本化為該資產的部分成本。其他借貸成本於產生期間支銷。

當產生資產開支與借貸成本且正進行籌備資產以作擬定用途或出售的必要工作時，則開始將借貸成本資本化為合資格資產成本一部分。當籌備合資格資產以作擬定用途或出售的必要工作絕大部分中斷或完成時，會暫停或終止將借貸成本資本化。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(z) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group still retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for investment properties which are measured at fair value), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group are concerned are investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policy set out in note I(i).

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

I 重大會計政策(續)

(z) 持作待售的非流動資產

倘非流動資產(或出售組別)的賬面值很有可能將透過出售交易而非透過持續使用而收回，則會獲分類為持作待售，而該資產(或出售組別)於其現況下可供出售。出售組別指一組資產將於同一交易中被一併出售，而與該等資產有直接關連的負債將於該交易中轉移。

當本集團承諾的出售計劃涉及失去某附屬公司的控制權時，不論本集團是否將於出售後保留該附屬公司的非控股權益，該附屬公司的所有資產及負債於符合上述分類為持作待售的條件時會分類為持作待售。

於緊接分類為持作待售前，非流動資產(及於出售組別內的所有個別資產及負債)的計量根據分類前的會計政策作出更新。其後於首次分類為持作待售及直至出售期間，非流動資產(不包括按公允價值計量的投資物業)或出售組別按其賬面值及公允值減出售成本之較低者列賬。就本集團的財務報表而言，此計量政策的主要例外為投資物業。該等資產即使持作待售，仍將繼續根據附註 I(i) 所載政策計量。

於首次分類為持作待售及其後在持作待售期間重新計量的減值虧損於損益中確認。只要非流動資產仍獲分類為持作待售，或獲納入分類為持作待售的出售組別，則該非流動資產即不予折舊或攤銷。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(aa) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

I 重大會計政策(續)

(aa) 關聯方

- (a) 倘屬以下人士，則該人士或該人士的近親家庭成員與本集團有關聯：
- (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。
- (b) 倘實體符合以下條件，則與本集團有關聯：
- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、子公司及同系子公司彼此間有關連)。
 - (ii) 一間實體為另一間實體的聯營企業或合營企業(或該其他實體所屬集團的公司的聯營企業或合營企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體亦為同一第三方實體的聯營企業。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(aa) Related parties (Cont'd)

- (b) An entity is related to the Group if any of the following conditions applies: (Cont'd)
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (z)(a).
 - (vii) A person identified in (z)(a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

I 重大會計政策(續)

(aa) 關聯方(續)

- (b) 倘實體符合以下條件，則與本集團有關聯：
 - (v) 該實體為本集團或與本集團有關聯的實體就僱員福利而設的離職後福利計劃。
 - (vi) 該實體受(z)(a)所定義人士控制或受共同控制。
 - (vii) 於(z)(a)(i)所定義人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
 - (viii) 該實體或該實體所屬集團的任何成員公司向該集團或集團母公司提供主要管理層成員服務。

一名人士的近親家庭成員指預期在與實體的交易中可影響該人士或受該人士影響的家庭成員。

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I SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(bb) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

I 重大會計政策(續)

(bb) 分部報告

本集團為分配資源予本集團各項業務及各個地區以及評估各項業務及各個地區的業績，會定期向本集團大多數高級行政管理層提供財務資料。從該等資料中可找出於合併財務報表呈列的經營分部及各分部項目金額。

個別重大經營分部不會於財務申報時匯總，除非該等分部擁有相若的經濟特性，且其產品及服務性質、生產流程性質、客戶類型或類別、用以分銷產品或提供服務的方法以及監管環境的性質均相若。倘個別不重大經營分部擁有大部分該等特徵，則可能會匯總。

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2 ACCOUNTING JUDGEMENT AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgement:

Classification between inventories, owner-occupied properties and investment properties

The Group develops property projects with an initial intention to be held for sale and retains a portion of properties held for own use. Judgement is made by management in determining whether a property is designated as a property held for sale, owner-occupied property or investment properties. The Group considers its intention for holding the properties at the early development stage of the related properties. During the course of development, the related properties under development are accounted for as (1) properties under development included in current assets if the properties are intended for sale after their completion; (2) owner-occupied properties included in properties, plant and equipment if the properties are intended for own use; and (3) investment properties under development if the properties are intended to be held to earn rentals and/or for capital appreciation.

2 會計判斷及估計

(a) 應用本集團會計政策時所作重大會計判斷

在應用本集團會計政策時，管理層曾作出以下會計判斷：

存貨、自有物業及投資物業的分類

本集團開發物業項目的基本目的為持作出售並保留部分所持有物業自用。管理層在決定某項物業指定作持作出售物業、自用物業或投資物業時須作出判斷。本集團在有關物業開發初期即考慮持有物業的目的。在開發過程中，相關在建物業會按以下方式入賬：(1) 如物業在完成後擬作出售，則計入流動資產中的在建物業；(2) 如物業擬作自用，則計入物業、廠房及設備中的自用物業；及(3) 如物業擬持有以賺取租金收入及／或資本增值，則計入在建投資物業。

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(除另有指明外，均以人民幣列示)

2 ACCOUNTING JUDGEMENT AND ESTIMATES (Cont'd)

(b) Sources of estimation uncertainty

Notes 11, 31 and 33 contain information about the assumptions and their risk factors relating to valuation of investment property, fair value of share options granted and financial instruments. Other key sources of estimation uncertainty are as follows:

(i) Recognition of government grants

Government grants are initially recognised by the Group as a deferred income in the consolidated statement of financial position when an amount is received and are subsequently recognised or amortised in profit or loss on a systematic basis when there is reasonable assurance that the Group will comply with the specific conditions attached to the government grants. The Group is required to fulfil the requirements agreed with the local governments when conducting the related infrastructure construction and the Group assesses whether the conditions attached to the government grants are met based on management's best estimates, particularly in interpreting the fulfilment of conditions which are not clearly stated in the respective agreements.

2 會計判斷及估計(續)

(b) 估計不確定因素的來源

有關投資物業估值、已授出購股權的公允值及金融工具的公允值的假設及其風險因素的資料載於附註11、31及33。估計不確定因素的其他主要來源如下：

(i) 政府補助確認

本集團於收到政府補助時在合併財務狀況表初步確認為遞延收入，其後合理確定本集團將滿足接受政府補助的條件時按系統基準在損益內確認或攤銷。本集團於進行相關基礎設施建設時須符合與地方政府協定之規定，本集團根據管理層的最佳估計，評估是否已滿足政府補助的附帶條件，尤其是在相關協定並無明確說明履行條件的情況。

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(除另有指明外，均以人民幣列示)

2 ACCOUNTING JUDGEMENT AND ESTIMATES (Cont'd)

(b) Sources of estimation uncertainty (Cont'd)

(ii) Provision for PRC LAT

As explained in note 6(a), the Group has estimated, made and included in tax provision for PRC LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual PRC LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities might disagree with the basis on which the provision for PRC LAT is calculated. Significant judgment is required in determining the level of provision, as the calculation of which depends on the ultimate tax determination. Given the uncertainties of the calculation basis of PRC LAT as interpreted by the local tax bureau, the actual outcomes may be higher or lower than those estimated at the end of the reporting period. Any increase or decrease in the actual outcomes/estimates will impact the income tax provision in the period in which such determination is made.

2 會計判斷及估計(續)

(b) 估計不確定因素的來源(續)

(ii) 中國土地增值稅撥備

誠如附註6(a)所述，本集團已根據相關中國稅務法律法規所載規定，估計、作出及在稅項內計入中國土地增值稅撥備。實際的中國土地增值稅負債須待物業開發項目完工後，由稅務當局釐定，而稅務當局可能不同意本集團計算中國土地增值稅撥備的基準。由於中國土地增值稅撥備視乎最終稅額計算而定，故釐定撥備水平時須作出重大判斷。鑑於當地稅務局所詮釋的中國土地增值稅計算基準並不確定，實際結果可能會高於或低於報告期末所估計者。實際結果／估計的任何增減均會影響作出有關計算期間的所得稅撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
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2 ACCOUNTING JUDGEMENT AND ESTIMATES (Cont'd)

(b) Sources of estimation uncertainty (Cont'd)

(iii) Inventories

As explained in note 1(n), the Group's land held for future development, 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 recent experience and the nature of the subject property, the Group makes estimates of the selling price, the costs of completion in case for properties under development, and the costs to be incurred in selling the properties.

If there is an increase in costs to completion or a decrease in net sales value, provision for completed properties held for sale, properties held for future development and under development for sale may be resulted. Such provision requires the use of judgment and estimates. Where the expectation is different from the original estimate, the carrying value and provision for properties in the periods in which such estimate is changed will be adjusted accordingly.

Given the volatility of the PRC property market and the distinctive nature of individual properties, the actual outcomes in terms of costs and revenue may be higher or lower than estimated at the end of the reporting period. Any increase or decrease in the provision would affect profit or loss in future years.

2 會計判斷及估計(續)

(b) 估計不確定因素的來源(續)

(iii) 存貨

誠如附註1(n)所釋，本集團未來待開發土地、在建物業及待售已完工物業按成本與可變現淨值兩者中的較低數額列賬。根據本集團近期經驗及有關物業的性質，本集團就售價、在建物業的竣工成本及出售該物業的成本作出估計。

倘竣工成本增加或淨銷售額減少，則可能須就待售已完工物業、待售未來待開發物業及待售在建物業作出撥備。該等撥備需要運用判斷及估計。倘預期異於最初估計，則該等物業的賬面值及撥備於有關估計變動期間將相應予以調整。

鑑於中國物業市場波動及個別物業獨特性質使然，成本及收益的實際結果可能會高於或低於報告期末所估計者。撥備的任何增減均會影響未來年度的損益。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

2 ACCOUNTING JUDGEMENT AND ESTIMATES (Cont'd)

(b) Sources of estimation uncertainty (Cont'd)

(iv) Impairment for trade and other receivables

The Group expected credit losses (ECL) for trade and other receivables resulting from the inability of the customers to make the required payments. The Group bases the estimates on the aging of the trade and other receivable balance, customer creditworthiness, and historical write-off experience. If the financial condition of the customers were to deteriorate, actual provisions would be higher than estimated.

(v) Recognition of deferred tax assets

Deferred tax assets are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the assets, using tax rates enacted or substantively enacted at the end of the reporting period. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions relating to the operating environment of the Group and require a significant level of judgment exercised by the directors. Any change in such assumptions and judgment would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years.

2 會計判斷及估計(續)

(b) 估計不確定因素的來源(續)

(iv) 貿易及其他應收款項減值

本集團會對因客戶未能作出所需付款所產生的貿易及其他應收款項的預期信用虧損作出估計。本集團根據貿易及其他應收款項結餘的賬齡、客戶信譽及過往撇銷經驗作出估計。倘客戶的財務狀況惡化，則實際撇銷金額將高於預期。

(v) 遞延稅項資產確認

遞延稅項資產按報告期末已頒佈或實質頒佈的稅率，根據預期變現或結算資產賬面值的方式確認及計量。釐定遞延稅項資產賬面值時，預期應課稅利潤的估計涉及多項有關本集團經營環境的假設，需要董事行使重大程度的判斷。該等假設及判斷的任何變動將影響將予確認的遞延稅項資產賬面值，從而影響未來年度淨利。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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2 ACCOUNTING JUDGEMENT AND ESTIMATES (Cont'd)

(b) Sources of estimation uncertainty (Cont'd)

(vi) Recognition of construction costs on properties under development

Development costs of properties are recorded as properties under development during construction stage and will be transferred to profit or loss upon the recognition of the sale of the properties. Before the final settlement of the development costs and other costs relating to the sale of the properties, these costs are accrued by the Group based on management's best estimates. Any variations on the development costs upon final settlement will impact cost of sales included in profit or loss in future years.

(vii) Determining the deferred taxation on investment properties

The Group has leased out certain of the completed properties to third parties whereby the directors consider that such arrangement is not temporary. In the circumstance, the Group has decided to treat those properties as investment properties (and reclassifying them from completed properties held for sale to investment properties) because it is the Group's intention to hold these properties in long-term for rental income and/or capital appreciation.

2 會計判斷及估計(續)

(b) 估計不確定因素的來源(續)

(vi) 在建物業建設成本的確認

物業開發成本於工程階段入賬列為在建物業，並將於確認物業銷售後轉撥至損益。於最終結算開發成本及有關物業銷售的其他成本前，該等成本由本集團按管理層的最佳估計累計。於最終結算後開發成本的任何變動將影響計入日後年度損益的銷售成本。

(vii) 釐定投資物業之遞延稅項

本集團已向第三方租出若干已完工物業，據此董事認為該等安排並非臨時性安排。在此情況下，本集團決定將該等物業視為投資物業(並將其自待售已完工物業重新歸類為投資物業)，乃因本集團擬將該等物業用作長期租金收入及/或資本升值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
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2 ACCOUNTING JUDGEMENT AND ESTIMATES (Cont'd)

(b) Sources of estimation uncertainty (Cont'd)

(vii) *Determining the deferred taxation on investment properties (Cont'd)*

Under IAS 12, deferred tax is required to be measured with reference to the tax consequences that would follow the manner in which the entity expects to recover the carrying amount of the assets in question. In this regard, IAS 12 has a rebuttable presumption that the carrying amount of investment property carried at fair value under IAS 40, Investment property, will be recovered through sale. This presumption is rebutted on a property-by-property basis if the investment property in question is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

In this connection, the Group has reviewed its investment property portfolio on a regular basis and has concluded that as at 31 December 2018, the Group has determined that each of these properties are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time and consequently the presumption in IAS 12 is rebutted for these properties. As a result, the Group has continued to measure the deferred tax relating to these other properties using the tax rate that would apply as a result of recovering their value through use.

2 會計判斷及估計(續)

(b) 估計不確定因素的來源(續)

(vii) *釐定投資物業之遞延稅項(續)*

根據國際會計準則第12號，遞延稅項須按企業預期收回有關資產賬面值之方式可能產生之稅務後果計量。就此而言，國際會計準則第12號引入一項可予駁回之假設：根據國際會計準則第40號投資物業，以公允值列賬之投資物業之賬面值將通過出售收回。此假設以單獨物業為基礎可被反駁，假如該投資物業是可以折舊及以一種業務模式持有，而該模式的目的為旨在假以時日消耗該投資物業大部分經濟收益，而非經出售。

就此而言，本集團已定期審核投資物業組合並得出結論，於2018年12月31日，本集團已確定持有各項物業所奉行之業務模式均為旨在假以時日消耗投資物業所包含之絕大部分經濟利益，故就該等物業駁回國際會計準則第12號中之假設。因此，本集團繼續採用將在透過使用而收回價值之情況下適用之稅率就該等其他物業計量遞延稅項。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
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3 REVENUE AND SEGMENT REPORTING

The principal activities of the Group are development, sales and operation of commercial trade and logistics centres and residential properties in the Mainland China.

Revenue represents income from sales of properties, property management services income and rental income net of sales related taxes and is after deduction of any trade discounts.

(a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

		2018	2017
		RMB'000	(Note) RMB'000
		人民幣千元	(附註) 人民幣千元
Revenue from contracts with customers within the scope of IFRS 15	國際財務報告準則第15號範圍內的客戶合約收益		
– Sales of properties	– 物業銷售	2,712,484	1,697,273
– Property management services	– 物業管理服務	57,458	49,664
– Others	– 其他	32,537	21,583
		2,802,479	1,768,520
Revenue from other sources	其他來源的收益		
– Rental income	– 租金收入	39,723	23,901
		2,842,202	1,792,421

Note: The Group has initially applied IFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with IAS 18 and IAS 11 (see note 1(c)).

3 收益及分部報告

本集團的主要業務為在中國內地進行商貿物流中心及住宅物業的開發、銷售及經營。

收入指扣除任何貿易折扣後的銷售物業，物業管理服務收入及銷售相關稅項的租金收入後的收入。

(a) 收益分解

客戶合約收益按主要產品或服務類型分解如下：

	2018	2017
	RMB'000	(Note) RMB'000
	人民幣千元	(附註) 人民幣千元
Revenue from contracts with customers within the scope of IFRS 15		
– Sales of properties	2,712,484	1,697,273
– Property management services	57,458	49,664
– Others	32,537	21,583
	2,802,479	1,768,520
Revenue from other sources		
– Rental income	39,723	23,901
	2,842,202	1,792,421

註：本集團已採用累積效應法首次應用國際財務報告準則第15號。根據該方法，比較資料不予重列，並根據國際會計準則第18號及國際會計準則第11號編製（見附註1(c)）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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(除另有指明外，均以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (Cont'd)

(a) Disaggregation of revenue (Cont'd)

The Group's customer base is diversified and include only one customer with whom transactions have exceeded 10% of the Group's revenue. In 2018, revenue from sales of properties to this customer amounted to approximately RMB1,032,429,000 (2017: Nil).

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial data and information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations. No segment information is presented in respect of the Group's operating segment as the Group is principally engaged in one segment in the Mainland China. The Group does not operate in any other geographical or business segment during the year.

(b) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied at 31 December 2018.

		2018 RMB'000 人民幣千元
Remaining performance obligations expected to be satisfied:	餘下履約責任預計於以下期限履行：	
Within 1 year	1 年內	1,030,138
Within 1 year to 2 years	1 至 2 年	454,479
Within 2 years to 3 years	2 至 3 年	628,109
		2,112,726

3 收益及分部報告(續)

(a) 收益分解(續)

本集團的客戶群呈多元化，僅有與其中一名客戶的交易額佔本集團收益的10%以上。於2018年，向該名客戶銷售物業所得收益為約人民幣1,032,429,000元(2017年：零)。

為分配資源予本集團各項業務及各個地區以及評估各項業務及各個地區的業績，本集團會定期向最高行政管理層提供財務數據及資料，而從該等數據及資料中可識別經營分部及於合併財務報表報告的各分部項目金額。由於本集團於中國內地主要從事一個分部，故並無呈列本集團的經營分部資料。年內本集團並無於任何其他地區或業務分部經營。

(b) 因報告日期存續的客戶合約而導致預期於日後確認的收益

下表載列有關2018年12月31日尚未履行的履約責任預期於日後確認的收益。

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(除另有指明外，均以人民幣列示)

3 REVENUE AND SEGMENT REPORTING (Cont'd)

(b) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date (Cont'd)

These amounts represent revenue expected to be recognised in the future from pre-completion sales contracts for properties under development entered into by the customers with the Group. These amounts include the significant financing components of the pre-completion properties sales contracts under which the Group obtains significant financing benefits from the customers (see note 1(w)(i)).

The Group has applied the practical expedient in paragraph 121 of IFRS 15 to its property management service contracts such that the above information does not include information about revenue that the Group will be entitled to when it has a right to invoice, which corresponds directly to the value to the customer of the Group's performance completed to date.

(c) Total future minimum lease payments receivable by the Group

Total future minimum lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Within 1 year	1年內	23,140	35,513
After 1 year but within 5 years	1年後，但5年內	73,373	66,434
After 5 years	5年後	31,813	53,547
		128,326	155,494

3 收益及分部報告(續)

(b) 因報告日期存續的客戶合約而導致預期於日後確認的收益(續)

該等金額指來自客戶與本集團就在建物業訂立的預完成銷售合約預期於日後確認的收益。該等金額包括預完成物業銷售合約的重大融資部份，本集團據此從客戶取得重大融資利益(見附註1(w)(i))。

本集團已對其物業管理服務合約應用國際財務報告準則第15號第121段的實際權宜方法，故上述資料不包括本集團有權開發票時有權取得的收益相關資料，而有關收益與本集團迄今完成的履約對客戶的價值直接相關。

(c) 本集團應收的未來最低租賃付款總額

本集團於未來期間根據於報告日期已有的不可撤銷經營租賃應收的未來最低租賃付款總額如下：

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4 OTHER INCOME

4 其他收入

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grants (i)	政府補助 (i)	31,798	6,890
Unrealised fair value gain/(loss) from financial assets measured at FVPL	按公允價值計量且變動計入當期損益的金融資產的未實現公允價值收益/(虧損)	20,757	(22,446)
Net gain from disposal of financial assets measured at FVPL	出售按公允價值計量且其變動計入當期損益的金融資產的收益淨額	28,772	127,472
Net gain on disposal of subsidiaries (note 23(d))	出售子公司的收益淨額(附註23(d))	6,570	198,175
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	164	643
Dividend income	股息收入	—	867
Income from return of prepaid investment cost	預付投資成本回報的收入	—	178,585
Others	其他	4,299	1,614
		92,360	491,800

(i) During the year, the Group transferred certain properties under development for sale to investment properties (note 11). The related government grants of RMB29,601,000 (2017: RMB3,604,000) previously recorded as deferred income (note 29) were recognised in profit or loss as other income during the year.

(i) 年內，本集團將若干持作出售在建物業轉撥至投資物業（附註11）。先前入賬列為遞延收入（附註29）的相關政府補助人民幣29,601,000元（2017年：人民幣3,604,000元）年內於損益表內確認為其他收入。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

5 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after (crediting)/charging:

(a) Finance income and finance costs:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Finance income	財務收入		
Bank interest income	銀行利息收入	(16,186)	(5,722)
Other interest income	其他利息收入	(19,101)	—
		(35,287)	(5,722)
Finance costs	融資成本		
Interest on bank loans and other borrowings	銀行貸款及其他借貸的利息	142,656	147,250
Interest on corporate bonds	公司債券的利息	21,583	15,830
Interest on senior notes	優先票據利息	248,560	195,650
Accrued interest on significant financing component of contract liabilities	合約負債的重大融資部份應計利息	16,497	—
		429,296	358,730
Less: interest expense capitalised into properties under development *	減：資本化撥入在建物業的利息開支*	(105,712)	(91,125)
		323,584	267,605
Net foreign exchange loss	匯兌虧損淨額	15,786	7,416
		339,370	275,021

* The borrowing costs have been capitalised at rates ranging from 5.15% - 9.60% per annum (2017: 5.15% - 9.03%).

5 除稅前利潤

除稅前利潤經(計入)/扣除下列各項後得出：

(a) 財務收入及融資成本

* 借貸成本已按年利率5.15%至9.60% (2017年：5.15%至9.03%) 資本化。

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(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

5 PROFIT BEFORE TAXATION (Cont'd)

(b) Staff costs:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	217,536	242,682
Contributions to defined contribution retirement plans	定額供款退休計劃	10,683	10,561
Equity settled share-based payments (note 31)	以權益結算以股份為基礎的付款 (附註31)	—	3
		228,219	253,246

(c) Other items:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation and amortisation	折舊及攤銷	29,035	33,738
Impairment losses	減值虧損		
– trade and other receivables	– 貿易及其他應收款項	46,640	2,639
– property, plant and equipment (note 10)	– 物業、廠房及設備(附註10)	—	956
– intangible assets (note 12)	– 無形資產(附註12)	—	243
– inventories	– 存貨	—	497
Write off of goodwill	撇銷商譽	—	1,379
Reversal of over-accrued estimated compensation in relation to a sub-lease arrangement	撥回轉租安排多計提的預計賠償	—	(35,956)
Auditor's remuneration	核數師酬金	4,100	3,850
Operating lease charges	經營租賃支出	18,670	15,105
Rentals income from investment properties less direct outgoings of RMB8,362,000 (2017: RMB3,061,000)	投資性物業租金收入減直接開支 人民幣8,362,000元 (2017: 人民幣3,061,000元)	7,565	8,933
Cost of properties sold (i)	已售物業成本(i)	1,621,033	1,017,722

(i) Cost of properties sold is after netting off of utilization of deferred income in respect of government grants of RMB160,230,000 for the year ended 31 December 2018 (2017: RMB220,649,000) (note 29).

5 除稅前利潤(續)

(b) 員工成本：

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	217,536	242,682
Contributions to defined contribution retirement plans	定額供款退休計劃	10,683	10,561
Equity settled share-based payments (note 31)	以權益結算以股份為基礎的付款 (附註31)	—	3
		228,219	253,246

(c) 其他項目

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation and amortisation	折舊及攤銷	29,035	33,738
Impairment losses	減值虧損		
– trade and other receivables	– 貿易及其他應收款項	46,640	2,639
– property, plant and equipment (note 10)	– 物業、廠房及設備(附註10)	—	956
– intangible assets (note 12)	– 無形資產(附註12)	—	243
– inventories	– 存貨	—	497
Write off of goodwill	撇銷商譽	—	1,379
Reversal of over-accrued estimated compensation in relation to a sub-lease arrangement	撥回轉租安排多計提的預計賠償	—	(35,956)
Auditor's remuneration	核數師酬金	4,100	3,850
Operating lease charges	經營租賃支出	18,670	15,105
Rentals income from investment properties less direct outgoings of RMB8,362,000 (2017: RMB3,061,000)	投資性物業租金收入減直接開支 人民幣8,362,000元 (2017: 人民幣3,061,000元)	7,565	8,933
Cost of properties sold (i)	已售物業成本(i)	1,621,033	1,017,722

(i) 截至2018年12月31日止年度，已售物業成本經扣除使用政府補助的遞延收入人民幣160,230,000元後得出(2017年：人民幣220,649,000元)(附註29)。

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(除另有指明外，均以人民幣列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax	即期稅項		
PRC Corporate Income Tax ("PRC CIT") (iii)	中國企業所得稅 (「中國企業所得稅」)(iii)	167,990	175,192
PRC LAT (iv)	中國土地增值稅(iv)	122,542	198,754
		290,532	373,946
Deferred tax	遞延稅項		
Origination and reversal of temporary differences (note 17(b))	暫時性差額的產生及撥回(附註17(b))	16,201	84,780
		306,733	458,726

6 合併損益表內的所得稅

(a) 合併損益表內的稅項指：

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Cont'd)

(a) Taxation in the consolidated statement of profit or loss represents: (Cont'd)

(i) Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in this jurisdiction.

(ii) No provision for Hong Kong Profits Tax was made as the Group did not earn any income subject to Hong Kong Profits Tax for the year (2017: Nil).

(iii) PRC CIT

The Group's PRC subsidiaries are subject to statutory tax rate of 25% on their assessable profits.

In July 2013, Ganzhou Hydo Commercial and Trade Logistics Park Development Co., Ltd. ("Ganzhou Trade Centre") was approved to enjoy a preferential PRC CIT rate of 15% for the years from 2012 to 2020 according to a tax notice issued by the local tax bureau.

In December 2015, Wuzhou Hydo Commercial and Trade Centre Development Co., Ltd. ("Wuzhou Trade Centre") was also approved to enjoy a preferential PRC CIT rate of 15% for the years from 2015 to 2020 according to a tax notice issued by the local tax bureau.

The preferential tax treatment was based on various tax rules and regulations in relation to PRC government's strategy in encouraging investment and development of wholesale trading markets in certain regions in the Mainland China.

6 合併損益表內的所得稅(續)

(a) 合併損益表內的稅項指：(續)

(i) 根據開曼群島規則及法規，本集團於該司法權區毋須繳納任何所得稅。

(ii) 由於本集團期內並無賺取任何須繳納香港利得稅的收入，故並無就香港利得稅計提撥備(2017年：零)。

(iii) 中國企業所得稅

本集團的中國子公司須就其應課稅利潤按25%的法定稅率繳稅。

2013年7月，贛州毅德商貿物流園開發有限公司(「贛州商貿物流園」)根據地方稅務局頒佈的稅務通知獲批自2012年至2020年享受15%的優惠中國企業所得稅稅率。

2015年12月，梧州毅德商貿物流城開發有限公司(「梧州商貿物流城」)根據地方稅務局頒佈的稅務通知亦獲批自2015年至2020年享受15%的優惠中國企業所得稅稅率。

該稅務優惠是基於與中國政府鼓勵中國內地若干地區投資及發展商貿物流業的政策有關的多項稅務規則及法規。

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Cont'd)

(a) Taxation in the consolidated statement of profit or loss represents: (Cont'd)

(iv) PRC LAT

PRC LAT which is levied on properties developed for sale by the Group in the Mainland China, at progressive rates ranging from 30% to 60% on the appreciation value, which under the applicable regulations is calculated based on the proceeds of sales of properties less deductible expenditures including lease charges of land use rights, borrowing costs and all qualified property development expenditures. Deferred tax assets arising from PRC LAT accrued are calculated based on the applicable income tax rates when they are expected to be cleared.

In addition, certain subsidiaries of the Group were subject to PRC LAT which were calculated based on 6% to 8% of their revenue in accordance with the authorised tax valuation method approved by respective local tax bureau.

The directors of the Company are of the opinion that the authorised tax valuation method is one of the allowable taxation methods in the Mainland China and the respective local tax bureaus are the competent tax authorities to approve the authorised tax valuation method in charging PRC LAT to the respective PRC subsidiaries of the Group, and the risk of being challenged by the State Administration of Taxation or any tax bureau of higher authority is remote.

6 合併損益表內的所得稅(續)

(a) 合併損益表內的稅項指：(續)

(iv) 中國土地增值稅

本集團銷售於中國內地所開發物業須按價值增幅以30%至60%的累進稅率繳納中國土地增值稅，根據適用規例，中國土地增值稅是按銷售物業所得款項減可扣稅開支(包括土地使用權租賃支出、借貸成本及所有合資格物業開發開支)計算。中國土地增值稅產生的遞延稅項資產於他們預期結算時按適用所得稅稅率計算。

此外，本集團的若干子公司根據相關的地方稅務局批准的核定計稅方法，基於收益的6%至8%計算中國土地增值稅。

本公司董事認為，其獲准採用的核定計稅方法是中國內地認可的計稅方法之一，而本集團中國子公司所在地的各地方稅務局為批准該等公司以核定計稅方法徵收中國土地增值稅的主管稅務機關，故受國家稅務總局或任何上級主管稅務機關質疑的風險不大。

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Cont'd)

(b) Reconciliation between income tax and accounting profit at applicable tax rates:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Profit before taxation	除稅前利潤	416,620	713,981
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	按有關國家適用於利潤的稅率計算的除稅前利潤的名義稅項	191,223	286,286
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	4,754	6,293
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(2,098)	(217)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響	29,077	30,126
Tax effect of temporary differences not recognised	未確認暫時性差異的稅務影響	3,504	12,029
Utilisation of previously unrecognised tax losses	使用先前未經確認的稅項虧損	(6,224)	(18,800)
PRC LAT (note 6(a)(iv))	中國土地增值稅(附註6(a)(iv))	122,542	198,754
Tax effect on PRC LAT	中國土地增值稅稅務影響	(29,299)	(48,348)
Tax concessions (note 6(a)(iii))	稅務優惠(附註6(a)(iii))	(6,746)	(7,397)
Total income tax	所得稅總額	306,733	458,726

6 合併損益表內的所得稅(續)

(b) 所得稅與按適用稅率計算的會計利潤的對賬：

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7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

7 董事薪酬

董事薪酬根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露如下：

		2018				
		Salaries allowances and benefits in kind fee	Retirement scheme contributions	Equity settled share-based payment 以權益結算 以股份為 基礎的付款	Total	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Executive directors:	執行董事：					
Wang Jianli	王健利	100	4,224	—	4,324	
Wang Dewen	王德文	100	4,087	89	4,276	
Huang Dehong	黃德宏	100	2,105	63	2,268	
Non-executive director:	非執行董事：					
Yuan Bing	袁兵	254	—	—	254	
Independent non-executive directors:	獨立非執行董事：					
Zhao Lihua	趙立華	100	140	—	240	
Lam Chi Yuen Nelson	林智遠	254	—	—	254	
Wang Lianzhou (retired on 20 March 2019)	王連洲(於2019年 3月20日退任)	100	140	—	240	
		1,008	10,696	152	11,856	

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7 DIRECTORS' EMOLUMENTS (Cont'd)

7 董事薪酬(續)

		2017				
		Salaries allowances and Directors' fee	benefits in kind	Retirement scheme contributions	Equity settled share-based payment	Total
		薪金、津貼及實物福利	退休計劃供款	以股份為基礎的付款	以權益結算	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors:	執行董事：					
Wang Jianli	王健利	100	3,916	—	—	4,016
Wang Dewen	王德文	100	2,963	88	—	3,151
Huang Dehong	黃德宏	100	2,052	52	—	2,204
Non-executive director:	非執行董事：					
Yuan Bing	袁兵	260	—	—	—	260
Independent non-executive directors:	獨立非執行董事：					
Zhao Lihua	趙立華	100	140	—	—	240
Lam Chi Yuen Nelson	林智遠	260	—	—	13	273
Wang Lianzhou (retired on 20 March 2019)	王連洲(於2019年3月20日退任)	100	140	—	13	253
		1,020	9,211	140	26	10,397

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8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2017: three) are directors. The emoluments of these directors are disclosed in note 7. The aggregate of the emoluments in respect of the other three (2017: two) individuals are as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Retirement scheme contributions	退休計劃供款	70	70
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	9,271	6,103
		9,341	6,173

The emoluments of the three (2017: two) individuals with the highest emoluments are within the following bands:

		2018 Number of individuals 人數	2017 Number of individuals 人數
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1	1
HK\$3,500,001 – HK\$4,000,000	3,500,001 港元至 4,000,000 港元	1	—
HK\$4,000,001 – HK\$4,500,000	4,000,001 港元至 4,500,000 港元	1	1

8 最高薪人士

五名最高薪人士中有兩名(2017年：三名)為董事。該等董事的薪酬披露於附註7。其他三名(2017年：兩名)人士的薪酬總計如下：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Retirement scheme contributions	退休計劃供款	70	70
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	9,271	6,103
		9,341	6,173

三名(2017年：兩名)最高薪人士的薪酬介乎以下範圍：

		2018 Number of individuals 人數	2017 Number of individuals 人數
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1	1
HK\$3,500,001 – HK\$4,000,000	3,500,001 港元至 4,000,000 港元	1	—
HK\$4,000,001 – HK\$4,500,000	4,000,001 港元至 4,500,000 港元	1	1

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9 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB106,995,000 (2017: RMB245,573,000) and the weighted average of 4,014,844,000 ordinary shares (2017: 4,014,844,000 ordinary shares).

(b) Diluted earnings per share

All options are lapsed and therefore there is no effect of deemed issue of shares under the Company's Pre-IPO Share Option Scheme as at 31 December 2018.

In 2017, the effect of deemed issue of shares under the Company's Pre-IPO Share Option Scheme for nil consideration was anti-dilutive.

9 每股盈利

(a) 每股基本盈利

每股基本盈利按本公司權益股東應佔利潤人民幣106,995,000元(2017年：人民幣245,573,000元)及普通股加權平均數4,014,844,000股(2017年：4,014,844,000股)計算。

(b) 每股攤薄盈利

於2018年12月31日，因所有購股權已失效，故不存在根據本公司首次公開售股前購股權計劃視作發行股份的影響。

於2017年，根據本公司首次公開售股前購股權計劃以零對價視作發行股份的影響已被反攤薄。

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10 PROPERTY, PLANT AND EQUIPMENT

10 物業、廠房及設備

		Buildings 樓宇	Motor vehicles 汽車	Office equipment 辦公設備	Total 總計
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cost:	成本：				
At 1 January 2017	於2017年1月1日	421,759	129,454	46,122	597,335
Additions	添置	536	14,924	3,909	19,369
Disposals	出售	(24)	(3,323)	(1,081)	(4,428)
Disposal of subsidiaries	出售子公司	—	(3,743)	(1,868)	(5,611)
At 31 December 2017 and 1 January 2018	於2017年12月31日 及2018年1月1日	422,271	137,312	47,082	606,665
Additions	添置	—	7,946	2,770	10,716
Disposals	出售	—	(1,960)	(395)	(2,355)
Disposal of subsidiaries	出售子公司	23(d)	(9,547)	(2,176)	(11,723)
At 31 December 2018	於2018年12月31日	422,271	133,751	47,281	603,303
Accumulated depreciation:	累計折舊：				
At 1 January 2017	於2017年1月1日	6,762	73,114	37,161	117,037
Charge for the year	年內支出	12,126	13,941	6,178	32,245
Written back on disposals	出售時撤回	—	(3,088)	(991)	(4,079)
Disposal of subsidiaries	出售子公司時撤回	—	(3,061)	(1,669)	(4,730)
At 31 December 2017 and 1 January 2018	於2017年12月31日 及2018年1月1日	18,888	80,906	40,679	140,473
Charge for the year	年內支出	12,170	10,984	3,839	26,993
Written back on disposals	出售時撤回	—	(1,708)	(287)	(1,995)
Disposal of subsidiaries	出售子公司時撤回	23(d)	(2,502)	(876)	(3,378)
At 31 December 2018	於2018年12月31日	31,058	87,680	43,355	162,093

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)

(除另有指明外，均以人民幣列示)

10 PROPERTY, PLANT AND EQUIPMENT (Cont'd)

10 物業、廠房及設備(續)

		Buildings 樓宇	Motor vehicles 汽車	Office equipment 辦公設備	Total 總計
	Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Accumulated impairment:					
At 1 January 2017		—	6,391	949	7,340
Charge for the year		—	654	302	956
At 31 December 2017 and 1 January 2018		—	7,045	1,251	8,296
Disposal of subsidiaries	23(d)	—	(7,045)	(1,251)	(8,296)
At 31 December 2018		—	—	—	—
Net book value:					
At 31 December 2018		391,213	46,071	3,926	441,210
At 31 December 2017		403,383	49,361	5,152	457,896

The buildings are all situated on land in the Mainland China.

該等樓宇全部位於中國內地。

Certain bank loans granted to the Group were jointly secured by property, plant and equipment with a book value of RMB357,053,000 (31 December 2017: RMB367,070,000) (note 26).

本集團獲授的若干銀行貸款由賬面值人民幣357,053,000元(2017年12月31日：人民幣367,070,000元)的物業、廠房及設備共同作抵押(附註26)。

The analysis of carrying amount of leasehold land of properties is as follows:

包含租賃土地的物業賬面值分析如下：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
In the Mainland China	在中國內地		
– held under long leases (over 50 years)	– 根據長期租約(50年以上)持有	34,160	36,313
– held under medium-term leases (10 - 50 years)	– 根據中期租約(10至50年)持有	357,053	367,070
		391,213	403,383

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

II INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE

(a) Reconciliation of carrying amount of investment properties

		Completed properties 已完工物業 RMB'000 人民幣千元	Properties under development 在建物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	1,520,800	—	1,520,800
Transferred from inventories	轉自存貨	158,445	192,785	351,230
Fair value adjustments	公允值調整	152,655	235,215	387,870
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	1,831,900	428,000	2,259,900
Transferred from inventories	轉自存貨	5,268	283,798	289,066
Fair value adjustments	公允值調整	(12,161)	112,795	100,634
Classified as assets held for sale (b)	分類為持作出售的資產 (b)	(26,463)	—	(26,463)
Transfer upon completion	完工後轉撥	437,000	(437,000)	—
At 31 December 2018	於2018年12月31日	2,235,544	387,593	2,623,137
Representing	指			
Valuation – 2018	估值 – 2018年	2,235,544	387,593	2,623,137
Valuation – 2017	估值 – 2017年	1,831,900	428,000	2,259,900
Book value	賬面值			
At 31 December 2018	於2018年12月31日	2,235,544	387,593	2,623,137
At 31 December 2017	於2017年12月31日	1,831,900	428,000	2,259,900

During the year, the Group transferred certain completed properties held for sale and properties under development for sale to investment properties as there was an actual change in use from sale to earning rental income purpose. A fair value gain of RMB106,522,000 (2017: RMB384,391,000), and corresponding deferred tax of RMB26,630,000 (2017: RMB96,187,000), upon the transfer had been recognised in profit or loss.

II 投資物業及分類為持作出售的投資物業

(a) 投資物業賬面值對賬

		Completed properties 已完工物業 RMB'000 人民幣千元	Properties under development 在建物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	1,520,800	—	1,520,800
Transferred from inventories	轉自存貨	158,445	192,785	351,230
Fair value adjustments	公允值調整	152,655	235,215	387,870
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	1,831,900	428,000	2,259,900
Transferred from inventories	轉自存貨	5,268	283,798	289,066
Fair value adjustments	公允值調整	(12,161)	112,795	100,634
Classified as assets held for sale (b)	分類為持作出售的資產 (b)	(26,463)	—	(26,463)
Transfer upon completion	完工後轉撥	437,000	(437,000)	—
At 31 December 2018	於2018年12月31日	2,235,544	387,593	2,623,137
Representing	指			
Valuation – 2018	估值 – 2018年	2,235,544	387,593	2,623,137
Valuation – 2017	估值 – 2017年	1,831,900	428,000	2,259,900
Book value	賬面值			
At 31 December 2018	於2018年12月31日	2,235,544	387,593	2,623,137
At 31 December 2017	於2017年12月31日	1,831,900	428,000	2,259,900

年內，由於本集團將若干待售已完工物業及待售在建物業之實際用途由用於出售更改為賺取租金收入，故本集團將有關物業轉撥至投資物業。本集團於轉撥後於損益確認公允值收益人民幣106,522,000元(2017年：人民幣384,391,000元)及相應遞延稅項人民幣26,630,000元(2017年：人民幣96,187,000元)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

II INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE (Cont'd)

(a) Reconciliation of carrying amount of investment properties (Cont'd)

During the year, a decrease in fair value of RMB5,888,000 (2017: an increase in fair value of RMB3,479,000) and corresponding deferred tax of RMB287,000 (2017: RMB979,000), have been recognised in profit or loss in respect of the existing investment properties.

(b) Reconciliation of carrying amount of investment properties classified as held for sale

II 投資物業及分類為持作出售的投資物業(續)

(a) 投資物業賬面值對賬(續)

年內，本集團就現有投資物業於損益確認公允價值減少人民幣5,888,000元(2017年：公允價值增加人民幣3,479,000元)及相應遞延稅項人民幣287,000元(2017年：人民幣979,000元)。

(b) 分類為持作出售的投資物業賬面值對賬

		2018 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	—
Transferred from investment properties	轉撥自投資物業	26,463
At 31 December 2018	於2018年12月31日	26,463
Book value	賬面值	
At 31 December 2018	於2018年12月31日	26,463
At 31 December 2017	於2017年12月31日	—

During the year, the Group transferred certain investment properties to investment properties classified as held for sale as there was an actual change in use from earning rental income to sale.

年內，由於本集團將若干投資物業之實際用途由賺取租金收入更改為用於出售，故本集團將有關物業轉撥至分類為持作出售的投資物業。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
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II INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE (Cont'd)

(c) Fair value measurement of investment properties

(i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

Level 3 valuations: Fair value measured using significant unobservable inputs

II 投資物業及分類為持作出售的投資物業(續)

(c) 投資物業的公允值計量

公允值層級

下表呈列於報告期末以經常性原則計量的本集團投資物業公允值，並按國際財務報告準則第13號公允值計量所界定分類為三個公允值級別。公允值計量參考以下估值方法所使用的輸入數據之可觀察性及重要性而分類及釐定級別：

第一級估值：僅使用第一級數據計量的公允值，即於計量日期在活躍市場對相同資產或負債未經調整的報價

第二級估值：使用第二級數據計量的公允值，即不符合第一級的可觀察數據及未有採用不可觀察的重要數據。不可觀察數據乃指無法取得市場資料的數據

第三級估值：使用不可觀察的重要數據計量的公允值

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

II INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE (Cont'd)

(c) Fair value measurement of investment properties (Cont'd)

(i) Fair value hierarchy (Cont'd)

	Fair value measurement as at 31 December 2018	Fair value measurement as at 31 December 2017
	Fair value as at 31 December 2018 於2018年 12月31日的 公允值 RMB'000 人民幣千元	categorised into level 3 於2018年 12月31日的 分類分為第三級 的公允值計量 RMB'000 人民幣千元
Recurring fair value measurement		
– Investment properties and investment properties under development	2,623,137	2,623,137

	Fair value measurement as at 31 December 2017	Fair value measurement as at 31 December 2017
	Fair value as at 31 December 2017 於2017年 12月31日的 公允值 RMB'000 人民幣千元	categorised into level 3 於2017年 12月31日的 分類分為第三級 的公允值計量 RMB'000 人民幣千元
Recurring fair value measurement		
– Investment properties and investment properties under development	2,259,900	2,259,900

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

II INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE (Cont'd)

(c) Fair value measurement of investment properties (Cont'd)

(i) Fair value hierarchy (Cont'd)

During the year ended 31 December 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2017: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's investment properties and investment properties under development carried at fair value were revalued as at 31 December 2018. The valuations were carried out by an independent firm of surveyors, Savills, who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued. The Group's property manager and the senior management have discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

II 投資物業及分類為持作出售的投資物業(續)

(c) 投資物業的公允值計量(續)

(i) 公允值層級(續)

截至2018年12月31日止年度，第一級與第二級之間概無轉移，及亦無轉入或轉出第三級(2017年：無)。本集團的政策是於轉移發生的報告期末確認公允值各層級之間的轉移。

於2018年12月31日，本集團所有以公允值列賬之投資物業及在建投資物業由獨立測量師行第一太平戴維斯(其員工具備香港測量師學會資深會員之資格，且對所估物業所在位置及所屬類別有近期相關之經驗)進行重估。本集團物業經理及高級管理層已於各中期及年度報告日期進行估值時與測量師討論有關估值假設及估值結果。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
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II INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE (Cont'd)

(c) Fair value measurement of investment properties (Cont'd)

(ii) Information about Level 3 fair value measurements

II 投資物業及分類為持作出售的投資物業(續)

(c) 投資物業的公允值計量(續)

(ii) 有關第三級公允值計量之資料

	Valuation techniques 估值方法	Unobservable input 不可觀察的輸入數據	Range 範圍
Investment properties and investment properties under development 投資物業及在建投資物業	Income capitalisation method 收益資本法	Yield 收益	4.5% to 5.5% (2017: 5.0% to 5.5%)
		Market monthly rental rate (RMB/sq.m.) 市場每月租值 (人民幣元/平方米)	20.0 – 111.0 (2017: 20.0 – 106.0)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

II INVESTMENT PROPERTIES AND INVESTMENT PROPERTIES CLASSIFIED AS HELD FOR SALE (Cont'd)

(c) Fair value measurement of investment properties (Cont'd)

(ii) Information about Level 3 fair value measurements (Cont'd)

The fair value of investment properties and investment properties under development is generally derived using the income capitalisation method. This valuation method is based on the capitalisation of the income and reversionary potential income by adopting appropriate capitalisation rates, which are derived from analysis of sale transactions and valuers' interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation have reference to recent lettings within the subject properties and the estimated rental incremental observed in other comparable properties.

Certain bank loans granted to the Group were jointly secured by investment properties with a book value of RMB683,900,000 (31 December 2017: RMB720,200,000) (note 26).

The Group's investment properties are held on leases of between 3 to 15 years in the Mainland China. Total future minimum lease payments under non-cancellable operating leases are receivable combined with others which are stated in note 34(b).

II 投資物業及分類為持作出售的投資物業(續)

(c) 投資物業的公允值計量(續)

(ii) 有關第三級公允值計量之資料(續)

投資物業及在建投資物業的公允值一般採用收益資本法釐定。此估值方法乃基於通過採用適當之資本化比率，將收入及潛在復歸收入撥充資本，而資本化比率乃通過對銷售交易及估值師分析當時投資者之要求或期望而得出。估值時所採用的市值租金乃根據該物業的近期租務情況及其他可資比較物業已觀察的估計租金增加而釐定。

本集團獲授的若干銀行貸款以賬面值人民幣683,900,000元(2017年12月31日：人民幣720,200,000元)的投資物業作抵押(附註26)。

本集團於中國內地的投資物業按介乎3至15年的租期持有。不可撤銷經營租賃的日後最低租金總額與其他款項一併於附註34(b)列為應收款項。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

12 INTANGIBLE ASSETS

12 無形資產

		Software and franchises granted 軟件及授予特許 經營權 RMB'000 人民幣千元
Cost:	成本：	
At 1 January 2017	於2017年1月1日	5,089
Additions	添置	18,340
Disposals	出售	(625)
Disposal of subsidiaries	出售子公司	(14)
<hr/>		
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	22,790
Additions	添置	121
Disposals	出售	(31)
Disposal of subsidiaries	出售子公司	(313)
<hr/>		
At 31 December 2018	於2018年12月31日	22,567
<hr style="border-top: 1px dashed black;"/>		
Accumulated amortisation:	累計攤銷：	
At 1 January 2017	於2017年1月1日	1,520
Charge for the year	年內支出	1,493
Disposals	出售	(12)
Disposal of subsidiaries	出售子公司	(9)
<hr/>		
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	2,992
Charge for the year	年內支出	2,042
Disposals	出售	(31)
Disposal of subsidiaries	出售子公司	(70)
<hr/>		
At 31 December 2018	於2018年12月31日	4,933
<hr style="border-top: 1px dashed black;"/>		

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

12 INTANGIBLE ASSETS (Cont'd)

12 無形資產(續)

		Software and franchises granted 軟件及授予特許 經營權 RMB'000 人民幣千元
Accumulated impairment:	累計減值：	
At 1 January 2017	於2017年1月1日	613
Provision for the year	年內撥備	243
Disposals	出售	(613)
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	243
Disposals of subsidiaries	出售子公司	(243)
At 31 December 2018	於2018年12月31日	—
Net book value:	賬面淨值：	
At 31 December 2018	於2018年12月31日	17,634
At 31 December 2017	於2017年12月31日	19,555

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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(除另有指明外，均以人民幣列示)

13 GOODWILL

13 商譽

		RMB'000 人民幣千元
<hr/>		
Cost:	成本：	
At 31 December 2017, 1 January 2018 and 31 December 2018	於2017年12月31日、2018年1月1日 及2018年12月31日	2,252
<hr/>		
Carrying amount:	賬面值：	
At 31 December 2017	於2017年12月31日	2,252
<hr/>		
At 1 January 2018 and 31 December 2018	於2018年1月1日及2018年12月31日	2,252
<hr/>		

The Group carried out impairment testing of the goodwill at the end of each reporting period. In assessing the impairment of goodwill, the recoverable amount of the cash generating units ("CGU") is determined. The CGU related to the goodwill comprises the Company's knowledge and expertise of the management and existing customers. The directors determined that no significant provision for impairment of goodwill is necessary as at 31 December 2018 and 2017.

本集團於各報告期末對商譽進行減值測試。在評估商譽減值時，會確定現金產生單位(「現金產生單位」)的可收回金額。與商譽有關的現金產生單位包括本公司有關管理及現有客戶的知識及專長。董事認為，於2018年及2017年12月31日毋須對商譽減值作出重大撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
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14 INTEREST IN AN ASSOCIATE

The following list contains the particulars of an associate, which is unlisted corporate entity whose quoted market price is not available:

Name of associate 名稱	Place of incorporation and business 註冊成立 及營業地點	Particulars of issued and paid up capital 已發行及 繳足股本詳情	Group's effective interest 本集團 實際權益	Proportion of ownership interest 所有權比例		Principal activity 主要業務
				Held by the Company 本公司所持	Held by a subsidiary 子公司所持	
Wuzhou Junyi Creation and Culture Company Limited	China	RMB10,000,000/ RMB10,000,000	40%	—	40%	Property management
梧州市均毅創意文化有限公司	中國	人民幣10,000,000元/ 人民幣10,000,000元	40%	—	40%	物業管理

Wuzhou Junyi Creation and Culture Co.,Ltd. ("Junyi") is mainly engaged in the property management. The Group does not control Junyi, but has a significant influence over it.

The associate is accounted for using the equity method in the consolidated financial statements.

Information of an associate that is not individually material:

14 於聯營企業的權益

下表載列一間聯營企業股本詳情，此聯營企業為非上市公司，無法提供市場報價：

梧州市均毅創意文化有限公司(「均毅」)主要從事物業管理。本集團並非均毅控股，但對其有顯著影響。

該聯營企業於綜合財務報表內使用權益法入賬。

個別非主要聯營公司的總體資料：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Carrying amount of an individually immaterial associate in the consolidated financial statements	個別非主要聯營公司於 合併財務報表的賬面總值	2,820	3,700
Aggregate amounts of the Group's share of an associate's	本集團應佔該聯營公司總額		
Loss for the year	年度虧損	(880)	(300)
Total comprehensive income	全面收益總額	(880)	(300)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

15 INTEREST IN JOINT VENTURES

Details of the Group's interest in the joint ventures, which is accounted for using the equity method in the consolidated financial statements, are as follows:

15 於合營企業的權益

本集團於合營企業的權益(按權益法於合併財務報表列賬)詳情如下：

Name 名稱	Place of incorporation and business 註冊成立及 營業地點	Particulars of issued and paid up capital 已發行及已 繳足股本詳情	Group's effective interest 本集團 實際權益	Proportion of ownership interest 所有權比例		Principal activities 主要業務
				Held by the Company 本公司所持	Held by a subsidiary 子公司所持	
Hydoo Best Group Co., Ltd. ("Hydoo Best")	Thailand	Baht2,196,003,600/ Baht2,196,003,600	36.43%	—	36.43%	Property development
Hydoo Best Group Co., Ltd. ("Hydoo Best")	泰國	2,196,003,600 銖/ 2,196,003,600 銖	36.43%	—	36.43%	房地產開發
Shenzhen Tiandihui Hydoo Road Port Management Limited	China	RMB5,000,000/ RMB2,000,000	25.00%	—	25.00%	Logistics service
深圳天地匯毅德公路港管理 有限公司	中國	人民幣 5,000,000 元/ 人民幣 2,000,000 元	25.00%	—	25.00%	物流服務
Shenzhen Yinling Century Technology Company Limited	China	RMB5,000,000/ RMB: nil	50.00%	—	50.00%	Investment management
深圳市引領世紀科技有限公司	中國	人民幣 5,000,000 元/ 人民幣零	50.00%	—	50.00%	投資管理

The Group and the other shareholders of the above joint ventures agree to share control of the arrangement, and have rights to the net assets of the arrangement based on the composition of governing bodies.

As at 31 December 2018, the Group's interest in Hydoo Best amounted to RMB126,200,000.

In 2018, Hydoo Best was unable to get reimbursement of the cost of certain pieces of land which have to be returned to the original vendor by the order of the court. In addition, the joint venture partner of Hydoo Best was obligated to repurchase certain shares in Hydoo Best held by the Group but failed to do so within the specified time frame. The above resulted in a loss on the interest in Hydoo Best held by the Group.

本集團及以上合營企業的其他股東在合約上協定分享此項安排的控制權，並有權基於主管部門的組成擁有上述安排的淨資產。

於2018年12月31日，本集團對Hydoo Best的投資金額為人民幣126,200,000元。

在2018年，Hydoo Best無法獲得由法院命令必須返還給原賣方的土地的相應成本賠償。此外，Hydoo Best的合營夥伴有義務從本集團購回持有的Hydoo Best的若干股份，但未能按時履行其回購責任。這導致本集團對Hydoo Best的投資損失。

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(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

15 INTEREST IN JOINT VENTURES (Cont'd)

The directors expect that the Group will be able to recover part of its interest in Hydo Best by obtaining the land pieces still held by Hydo Best based on the legal opinion obtained from an external legal counsel. With reference to the fair value of these land pieces which were assessed by the Group's directors based on a valuation report prepared by external valuers, the Group has made a provision for impairment loss of RMB19,752,000 on the interest in Hydo Best and a specific loss allowance of RMB19,613,000 on the amount due from that joint venture (note 21).

Aggregate information of joint ventures that are not individually material:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Aggregate carrying amount of individually immaterial joint ventures in the consolidated financial statements	個別非主要合營企業於合併財務報表的賬面總值	132,672	146,451
Aggregate amounts of the Group's share of those joint ventures'	本集團應佔該等合營企業		
Loss for the year	年度虧損總額	(19,904)	(2,943)
Total comprehensive income	全面收益總額	(19,904)	(2,943)

15 於合營企業的權益(續)

根據從外部法律顧問處獲得的法律意見，董事預期本集團將能夠獲得Hydo Best仍持有的土地，以收回其在Hydo Best的部分投資。本集團董事根據外部估值師編製的估值報告評估該等土地的公允價值，本集團已就Hydo Best的權益投資作出減值虧損撥備人民幣19,752,000元及應收該合營企業的特定虧損撥備人民幣19,613,000元(附註21)。

個別非主要合營企業的總體資料：

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(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

16 OTHER FINANCIAL ASSETS

16 其他金融資產

		31 December 2018 RMB'000 人民幣千元	1 January 2018 RMB'000 人民幣千元	31 December 2017 RMB'000 人民幣千元
Non-current	非流動			
Financial assets measured at FVPL	按公允值計量且其變動計入當期 損益的金融資產			
– unlisted equity investments not held for trading (i)	– 並非持作買賣的 非上市權益投資 (i)	118,594	84,731	—
– derivative financial instrument	– 衍生金融工具	2,409	—	—
Available-for-sale financial assets	可供出售金融資產			
– unlisted equity investments not held for trading (i)	– 並非持作買賣的 非上市權益投資 (i)	—	—	84,731
		121,003	84,731	84,731
Current	流動			
Financial assets measured at FVPL	按公允值計量且其變動計入當期 損益的金融資產			
– Derivative financial instrument	– 衍生金融工具	—	13,548	13,548
– Wealth management products (iii)	– 理財產品 (iii)	—	371,000	371,000
		—	384,548	384,548

(i) Available-for-sale investments were reclassified to financial assets measured at FVPL upon the initial application of IFRS 9 at 1 January 2018 (see note 1(c)(i)).

(ii) As at 31 December 2018, all of other financial assets are measured at FVPL under IFRS 9.

(iii) As at 31 December 2017, wealth management products were classified as other current assets, and were reclassified to financial assets measured at FVPL upon the initial application of IFRS 9 at 1 January 2018 (see note 1(c)(i)).

(i) 可供出售投資於2018年1月1日首次應用國際財務報告準則第9號後重新分類至按公允值計量且其變動計入當期損益的金融資產（見附註1(c)(i)）。

(ii) 於2018年12月31日，所有其他金融資產根據國際財務報告準則第9號按公允值計量且其變動計入當期損益核算。

(iii) 於2017年12月31日，理財產品被分類為其他流動資產。並於2018年1月1日首次應用國際財務報告準則第9號後重新分類至按公允值計量且其變動計入當期損益的金融資產（見附註1(c)(i)）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

17 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

17 合併財務狀況表內的所得稅

(a) 合併財務狀況表內的即期稅項指：

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepaid tax:	預付稅項：		
PRC CIT	中國企業所得稅	9,180	1,190
PRC LAT	中國土地增值稅	44,174	94,247
		53,354	95,437
Current tax liabilities:	即期稅項負債		
PRC CIT	中國企業所得稅	356,764	392,883
PRC dividend withholding tax	中國股息預扣稅	33,038	33,038
PRC LAT	中國土地增值稅	413,849	443,785
		803,651	869,706

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

17 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax (liabilities)/assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:

		Fair value adjustment for investment properties	Tax losses	Advertising expenses	Amortisation of capitalised contract costs	Credit loss allowance	Deferred income	Provision for PRC LAT	Provision for construction cost	Fair value adjustment for other financial assets	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		投資物業的公允值調整	稅項虧損	廣告費	資本化合約成本攤銷(附註)	信用虧損撥備	遞延收入	中國土地增值稅撥備	建設成本撥備	其他金融資產的公允值調整	總計
		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
At 1 January 2017	於2017年1月1日	(114,714)	65,157	2,842	—	—	213,228	65,722	—	—	232,235
(Charged)/credited to the consolidated statement of profit or loss (note 6(a))	於合併損益表(扣除)計入(附註6(a))	(97,077)	(5,918)	(1,685)	—	—	(9,619)	20,447	9,072	—	(84,780)
Disposal of subsidiaries	出售子公司	—	(6,393)	—	—	—	(33,464)	(29,763)	(6,855)	—	(76,475)
At 31 December 2017	於2017年12月31日	(211,791)	52,846	1,157	—	—	170,145	56,406	2,217	—	70,980
Impact of IFRS 15 1 January 2018	於2018年1月1日首次應用國際財務報告準則第15號的影響	—	—	—	(560)	—	—	—	—	—	(560)
At 1 January 2018	於2018年1月1日	(211,791)	52,846	1,157	(560)	—	170,145	56,406	2,217	—	70,420
(Charged)/credited to the consolidated statement of profit or loss (note 6(a))	於合併損益表(扣除)計入(附註6(a))	(27,930)	29,782	(567)	(670)	4,012	(24,120)	14,855	(2,217)	(9,346)	(16,201)
At 31 December 2018	於2018年12月31日	(239,721)	82,628	590	(1,230)	4,012	146,025	71,261	—	(9,346)	54,219

Note: Upon the initial application of IFRS 15, the Group has recognised deferred tax liabilities arising from the capitalisation of contract costs which had been expensed in prior periods (see note 1(c)(ii)).

17 合併財務狀況表內的所得稅(續)

(b) 已確認遞延稅項資產及負債：

(i) 遞延稅項資產及負債各組成部分變動

於合併財務狀況表確認的遞延稅項(負債)/資產的組成部分及年內的變動如下：

遞延稅項由以下各項產生：

附註：首次應用國際財務報告準則第15號後，本集團已確認於過往期間已支銷的合約成本資本化產生的遞延稅項負債（見附註1(c)(ii)）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

17 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

(b) Deferred tax assets and liabilities recognised: (Cont'd)

(ii) Reconciliation to the consolidated statement of financial position

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於合併財務狀況表 確認的遞延稅項 資產淨值	157,568	148,399
Net deferred tax liabilities recognised in the consolidated statement of financial position	於合併財務狀況表 確認的遞延稅項 負債淨額	(103,349)	(77,419)
		54,219	70,980

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 1(u), the Group has not recognised deferred tax assets in respect of cumulative tax losses of certain subsidiaries of RMB561,065,000 as at 31 December 2018 (2017: RMB596,916,000). The directors consider it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entities.

The unrecognised tax losses will expire by the end of the following years, if unused:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
2018	2018年	—	33,520
2019	2019年	78,124	81,809
2020	2020年	119,491	135,507
2021	2021年	128,561	220,280
2022	2022年	118,583	125,800
2023	2023年	116,306	—
Total	總計	561,065	596,916

17 合併財務狀況表內的所得稅(續)

(b) 已確認遞延稅項資產及負債(續):

(ii) 與合併財務狀況表對賬

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	157,568	148,399
Net deferred tax liabilities recognised in the consolidated statement of financial position	(103,349)	(77,419)
	54,219	70,980

(c) 未確認遞延稅項資產

根據附註1(u)所載的會計政策，於2018年12月31日，本集團並未就若干子公司的累計稅項虧損人民幣561,065,000元(2017年：人民幣596,916,000元)確認遞延稅項資產。董事認為不大可能在有關稅務司法權區及實體獲得可用於抵銷虧損的未來應課稅利潤。

倘未經使用，未確認的稅項虧損將於以下年份結束時屆滿：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
2018	2018年	—	33,520
2019	2019年	78,124	81,809
2020	2020年	119,491	135,507
2021	2021年	128,561	220,280
2022	2022年	118,583	125,800
2023	2023年	116,306	—
Total	總計	561,065	596,916

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(除另有指明外，均以人民幣列示)

17 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

(d) Deferred tax liabilities not recognised

As set out in note 6(a), withholding tax is levied on Hong Kong companies in respect of dividend distributions arising from profit of PRC subsidiaries. Since the Group could control the quantum and timing of distribution of profits of the Group's subsidiaries in the Mainland China, deferred tax liabilities are only provided to the extent that such profits are expected to be distributed in the foreseeable future.

At 31 December 2018, temporary differences relating to the undistributed profits of subsidiaries amounted to RMB2,830,433,000 (2017: RMB2,417,178,000). Deferred tax liabilities of RMB141,522,000 (2017: RMB120,859,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Group controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

17 合併財務狀況表內的所得稅(續)

(d) 未確認遞延稅項負債

誠如附註6(a)所載，向香港公司派付中國子公司溢利產生的股息會收預扣稅。由於本集團能控制本集團中國內地子公司派發利潤的數額及時間，故本集團僅在該等利潤預期將於可預見未來派發的情況下計提遞延稅項負債。

於2018年12月31日，子公司未分派利潤的暫時差額為人民幣2,830,433,000元(2017年：人民幣2,417,178,000元)。本集團未就於分派該等保留利潤應付的稅項確認遞延稅項負債人民幣141,522,000元(2017年：人民幣120,859,000元)，因為本集團控制該等子公司的股息政策且已釐定可能不會於可預見未來分派利潤。

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(除另有指明外，均以人民幣列示)

18 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

18 於子公司的投資

下表僅載列對本集團業績、資產或負債有重大影響的主要子公司的詳情。除非另有說明，否則所持有股份的類別為普通股。

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Particulars of issued capital 已發行 股本詳情	Group's effective interest 本集團 實際權益	Proportion of ownership interest 所有權比例		Principal activities
				Held by the Company 本公司所持	Held by a subsidiary 子公司所持	
Hongkong Hydoos Holding Limited 香港毅德控股有限公司	Hong Kong 香港	HK\$100,000 100,000 港元	100%	100%	—	Investment management 投資管理
Hydoos Estate (Ganzhou) Company Limited 毅德置業(贛州)有限公司*	The PRC 中國	US\$32,050,000 32,050,000 美元	100%	—	100%	Property development and investment holding 房地產開發 及投資控股
Ningxiang Hydoos Guangcai Trade Centre Development Company Limited 寧鄉毅德光彩貿易廣場開發有限公司*	The PRC 中國	RMB60,000,000 人民幣 60,000,000 元	100%	—	100%	Property development 房地產開發
Jining Hydoos Logistics Centre Development Company Limited ("Jining Logistics Centre") 濟寧毅德物流城開發有限公司* (「濟寧物流城」)	The PRC 中國	RMB200,000,000 人民幣 200,000,000 元	100%	—	100%	Property development 房地產開發
Mianyang West Modern Trade Centre Development Company Limited ("Mianyang Trade Centre") 綿陽西部現代物流城開發有限公司* (「綿陽物流城」)	The PRC 中國	RMB200,000,000 人民幣 200,000,000 元	100%	—	100%	Property development 房地產開發

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(除另有指明外，均以人民幣列示)

18 INVESTMENTS IN SUBSIDIARIES (Cont'd)

18 於子公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Particulars of issued capital 已發行 股本詳情	Group's effective interest 本集團 實際權益	Proportion of ownership interest 所有權比例		
				Held by the Company 本公司所持	Held by a subsidiary 子公司所持	Principal activities 主要業務
Shenzhen Hydo Investment Management Company Limited 深圳市毅德投資管理有限公司*	The PRC 中國	RMB30,000,000 人民幣 30,000,000 元	100%	—	100%	Investment management 投資管理
Ganzhou Hydo Commercial and Trade Logistics Park Development Co., Ltd. ("Ganzhou Trade Centre") 贛州毅德商貿物流園開發有限公司* (「贛州商貿物流園」)	The PRC 中國	RMB800,000,000 人民幣 800,000,000 元	100%	—	100%	Property development 房地產開發
Wuzhou Hydo Commercial and Trade Centre Development Co., Ltd. ("Wuzhou Trade Centre") 梧州毅德商貿物流城開發有限公司* (「梧州商貿物流城」)	The PRC 中國	RMB300,000,000 人民幣 300,000,000 元	100%	—	100%	Property development 房地產開發
Heze Hydo Commercial and Trade Centre Company Limited ("Heze Trade Centre") 菏澤毅德商貿物流城有限公司* (「菏澤商貿物流城」)	The PRC 中國	RMB300,000,000 人民幣 300,000,000 元	100%	—	100%	Property development 房地產開發
Guangxi Yulin Modern Trade Centre Development Company Limited ("Yulin Trade Centre") 廣西玉林現代物流城開發有限公司* (「玉林物流城」)	The PRC 中國	RMB220,000,000 人民幣 220,000,000 元	100%	—	100%	Property development 房地產開發

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(Expressed in Renminbi unless otherwise indicated)

(除另有指明外，均以人民幣列示)

18 INVESTMENTS IN SUBSIDIARIES (Cont'd)

18 於子公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Particulars of issued capital 已發行 股本詳情	Group's effective interest 本集團 實際權益	Proportion of ownership interest 所有權比例		Principal activities 主要業務
				Held by the Company 本公司所持	Held by a subsidiary 子公司所持	
Yantai Hydoo International Commercial and Trade Centre Company Limited ("Yantai Trade Center") 煙台毅德國際商貿城有限公司* (「煙台商貿物流城」)	The PRC 中國	RMB300,000,000 人民幣 300,000,000元	100%	—	100%	Property development 房地產開發
Lanzhou Hydoo Commercial and Trade Centre Company Limited 蘭州毅德商貿城有限公司*	The PRC 中國	RMB300,000,000 人民幣 300,000,000元	100%	—	100%	Property development 房地產開發
Ganzhou Jiuzhi Property Management Services Company Limited 贛州市久治物業管理有限公司*	The PRC 中國	RMB5,200,000 人民幣 5,200,000元	70%	—	70%	Property management services 物業管理服務
Jiamusi Hydoo Commercial and Trade Centre Company Limited 佳木斯毅德商貿物流城有限公司*	The PRC 中國	RMB300,000,000 人民幣 300,000,000元	100%	—	100%	Property development 房地產開發
Heze Hydoo Industrial Company Limited 菏澤毅德城實業有限公司*	The PRC 中國	US\$45,000,000 45,000,000美元	100%	—	100%	Property development 房地產開發
Shenzhen Qianhai Hydoo Financial Leasing Company Limited 深圳前海毅德融資租賃有限公司*	The PRC 中國	RMB320,000,000 人民幣 320,000,000元	100%	—	100%	Finance lease 融資租賃

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18 INVESTMENTS IN SUBSIDIARIES (Cont'd)

18 於子公司的投資(續)

Name of company 公司名稱	Place of incorporation and business 註冊成立及 營業地點	Particulars of issued capital 已發行 股本詳情	Group's effective interest 本集團 實際權益	Proportion of ownership interest 所有權比例		
				Held by the Company 本公司所持	Held by a subsidiary 子公司所持	Principal activities 主要業務
Liuzhou Hydoo Commercial and Trade Center Company Limited 柳州毅德商貿物流城有限公司*	The PRC 中國	RMB300,000,000 人民幣 300,000,000元	100%	—	100%	Property development 房地產開發
Yulin Jingde Real Estate Company Limited 玉林景德房地產開發有限公司*	The PRC 中國	RMB40,071,114 人民幣 40,071,114元	51%	—	51%	Property development 房地產開發
Shenzhen Hydoo Microfinance Company Limited 深圳市毅德小額貸款有限公司*	The PRC 中國	RMB300,000,000 人民幣 300,000,000元	100%	—	100%	Finance 融資

* These entities are all PRC limited liability companies. The English translation of the company names is for reference only. The official names of these companies are in Chinese.

The directors consider that no individual non-controlling interest is considered material to the Group as at 31 December 2018 and 2017.

* 該等實體均為中國有限公司。該等公司的英文翻譯名僅供參考。該等公司的中文名稱為官方名稱。

於2018年及2017年12月31日，董事認為，概無個別對本集團屬重大的非控股權益。

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19 FINANCE LEASE RECEIVABLES

19 融資租賃應收款項

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Finance lease receivables	融資租賃應收款項	85,002	41,814
Less: due within one year (note 21)	減：1年內到期(附註21)	(57,608)	(22,659)
		27,394	19,155

As at 31 December 2018, the total future minimum lease payments receivable under finance leases were as follows:

於2018年12月31日，根據融資租賃應收未來最低租金總額如下：

		2018				2017		
		Lease payments receivable	Unearned finance income	Loss allowance	Carrying amount	Lease payments receivable	Unearned finance income	Carrying amount
		應收租金	未賺取融資收入	虧損撥備	賬面值	應收租金	未賺取融資收入	賬面值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Within 1 year (inclusive)	1年內(包括該年)	76,129	(6,071)	(12,450)	57,608	25,463	(2,804)	22,659
After 1 year but within 5 years (inclusive)	1至5年(包括首尾兩年)	32,514	(4,564)	(556)	27,394	22,024	(2,869)	19,155
		108,643	(10,635)	(13,006)	85,002	47,487	(5,673)	41,814

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20 INVENTORIES AND OTHER CONTRACT COSTS

20 存貨及其他合約成本

		31 December 2018 RMB'000 人民幣千元	1 January 2018 (i) RMB'000 人民幣千元	31 December 2017 (i) RMB'000 人民幣千元
Inventories	存貨			
Property development	物業開發			
– Leasehold land held for further development for sale	– 待售未來待開發租賃土地	1,090,240	1,141,148	1,141,148
– Property under development for sale (ii)	– 待售在建物業 (ii)	3,247,891	3,334,527	3,271,758
– Completed properties held for sale	– 待售已完工物業	3,140,175	3,820,422	3,820,422
		7,478,306	8,296,097	8,233,328
Others	其他	1,189	931	931
		7,479,495	8,297,028	8,234,259
Other contract costs (iii)	其他合約成本 (iii)	5,052	3,733	—
		7,484,547	8,300,761	8,234,259

(i) The Group has initially applied IFRS 15 using the cumulative effect method and adjusted the opening balances at 1 January 2018. Comparative information has not been restated.

(ii) Upon the adoption of IFRS 15, opening adjustments were made as at 1 January 2018 to accrue interest on certain advance payments received from customers. This interest was eligible for capitalisation into the carrying value of the Group's properties under development for sale, which has resulted in an increase in that balance as at that date (see note 1(c)(ii)).

(iii) Upon the adoption of IFRS 15, opening adjustments were made as at 1 January 2018 to capitalise certain sales commissions which were expensed in prior periods. This has resulted in an increase in contract costs as at that date (see note 1(c)(ii)).

(i) 本集團使用累計影響法首次應用國際財務報告準則第15號，並調整於2018年1月1日的年初結餘。並無重列比較資料。

(ii) 於採納國際財務報告準則第15號時，於2018年1月1日作出年初調整，以累算預收客戶賬款的應計利息。該利息可資本化至本集團待售在建物業的賬面值，導致於該日的結餘增加（請見附註1(c)(ii)）。

(iii) 於採納國際財務報告準則第15號時，於2018年1月1日作出年初調整，以資本化過往期間支銷的若干銷售佣金。此舉導致於該日的合約成本增加（請見附註1(c)(ii)）。

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20 INVENTORIES AND OTHER CONTRACT COSTS (Cont'd)

As at 31 December 2018, certain properties under development for sale, completed properties held for sale and leasehold land held for future development for sale were pledged for certain bank loans granted to the Group (note 26).

(a) The analysis of carrying amount of leasehold land included in properties development for sale is as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
In the Mainland China	於中國內地		
– long leases (over 50 years)	– 長期租約(50年以上)	619,931	217,980
– medium-term leases (10 - 50 years)	– 中期租約(10至50年)	2,531,658	2,688,687
		3,151,589	2,906,667

(b) Properties held for future development for sale in the consolidated statement of financial position comprise:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Expected to be recovered after more than one year	預期於一年以後收回	1,090,240	851,413

(c) Properties under development for sale in the consolidated statement of financial position comprise:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Expected to be recovered within one year	預期於一年內收回	664,157	571,966
Expected to be recovered after more than one year	預期於一年以後收回	2,583,734	2,699,792
		3,247,891	3,271,758

20 存貨及其他合約成本(續)

於2018年12月31日，若干待售在建物業、待售已完工物業及待售未來待開發租賃土地用作本集團獲授若干銀行貸款的抵押(附註26)。

(a) 計入物業開發的租賃土地的賬面值分析如下：

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
In the Mainland China		
– long leases (over 50 years)	619,931	217,980
– medium-term leases (10 - 50 years)	2,531,658	2,688,687
	3,151,589	2,906,667

(b) 合併財務狀況表內的待售未來待開發物業包括：

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Expected to be recovered after more than one year	1,090,240	851,413

(c) 合併財務狀況表內的待售在建物業包括：

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Expected to be recovered within one year	664,157	571,966
Expected to be recovered after more than one year	2,583,734	2,699,792
	3,247,891	3,271,758

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20 INVENTORIES AND OTHER CONTRACT COSTS (Cont'd)

- (d) Completed properties held for sale in the consolidated statement of financial position comprise:

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Expected to be recovered within one year 預期於一年內收回	1,144,338	3,335,552
Expected to be recovered after more than one year 預期於一年以後收回	1,995,837	484,870
	3,140,175	3,820,422

- (e) Other contract costs

Contract costs capitalised as at 31 December 2018 relate to the incremental sales commissions paid to property agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date. Contract costs are recognised as part of "selling and distribution costs" in the statement of profit or loss in the period in which revenue from the related property sales is recognised. The amount of capitalised costs recognised in profit or loss during the year was RMB3,733,000. There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the year.

In the comparative period, such sales commissions were recognised as "selling and distribution costs" when incurred and therefore an opening balance adjustment was made on 1 January 2018 in this regard (see note 1(c)(ii)).

The amount of capitalised contract costs that is expected to be recovered after more than one year is RMB3,909,000.

20 存貨及其他合約成本(續)

- (d) 合併財務狀況表內待售已完工的物業包括：

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Expected to be recovered within one year 預期於一年內收回	1,144,338	3,335,552
Expected to be recovered after more than one year 預期於一年以後收回	1,995,837	484,870
	3,140,175	3,820,422

- (e) 其他合約成本

於2018年12月31日資本化的合約成本與支付予物業代理的增量銷售佣金有關，該等物業代理的銷售活動導致客戶就本集團於報告日期仍在建的物業訂立買賣協議。合約成本於確認相關物業銷售收益期間在損益表確認為「銷售和分銷成本」的一部分。年內於損益確認的資本化成本金額為人民幣3,733,000元。資本化成本的年初結餘或年內資本化的成本並無發生減值。

於比較期間，該等銷售佣金於產生時確認為「銷售和分銷成本」，因此於2018年1月1日相應作出年初結餘調整(請見附註1(c)(ii))。

預期於一年以後收回的資本化合約成本金額為人民幣3,909,000元。

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21 TRADE AND OTHER RECEIVABLES

21 貿易及其他應收款項

		2018	2017
			(Note)
			(附註)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables (a)	貿易應收款項 (a)	243,070	45,252
Less: loss allowance	減：虧損撥備	(2,691)	(9,864)
		240,379	35,388
Finance lease receivables (note 19)	融資租賃應收款項(附註 19)	70,058	22,659
Less: loss allowance (note 19)	減：虧損撥備(附註 19)	(12,450)	—
		57,608	22,659
Other debtors, net of loss allowance (b)	其他應收款項抵減虧損撥備後淨額 (b)	340,855	399,761
Amount due from a joint venture, net of loss allowance (c)	應收合營公司款項 抵減虧損撥備後淨額 (c)	—	17,778
Amount due from an associate (c)	應收聯營公司款項 (c)	4,000	4,000
		344,855	421,539
Financial assets measured at amortised cost	以攤餘成本計量的金融資產	642,842	479,586
Prepaid sales related tax and other taxes	預付銷售相關稅金及其他稅金	139,199	125,527
Deposits and prepayments (d)	定金及預付款項 (d)	990,237	483,390
		1,772,278	1,088,503

Note: Upon the adoption of IFRS 9, no opening adjustment as at 1 January 2018 was made to recognise additional ECLs on trade and other receivable (see note 1(c)(i)).

附註：於採納國際財務報告準則第9號時，並無對於2018年1月1日的年初結餘作出調整，以確認貿易及其他應收款項的額外預期信用虧損（請見附註1(c)(i)）。

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21 TRADE AND OTHER RECEIVABLES (Cont'd)

(a) Ageing analysis

As at the end of the reporting period, the ageing analysis of trade receivables (net of loss allowance) based on the date the relevant trade receivables recognised, is as follows:

		2018 RMB' 000 人民幣千元	2017 RMB' 000 人民幣千元
Within 1 month	1個月以內	214,980	10,990
1 to 3 months	1至3個月	14,544	5,167
3 to 6 months	3至6個月	4,056	7,064
Over 6 months (note)	6個月以上(附註)	6,799	12,167
		240,379	35,388

Note: Included in the trade receivables was RMB2,966,000 (2017: RMB5,167,000), net of provision for loss allowance of RMB2,691,000 (2017: RMB7,225,000), which was aged over one year.

The details on the Group's credit policy are set out in note 33(a).

Trade receivables are primarily related to proceeds from the sale of properties. Proceeds from the sale of properties are made in lump-sum payments or paid by instalments in accordance with the terms of the corresponding contracts.

- (b) The balance included consideration to be received from disposal of subsidiaries of RMB51,000,000 (2017: RMB284,765,000) (note 23(d)) which is fully and unconditionally guaranteed by an independent third party, loans provided by Shenzhen Hydoo Microfinance Company Limited (深圳市毅德小額貸款有限公司), a wholly owned subsidiary of the Group, to third parties of RMB76,500,000 (2017: RMB19,227,000), which are interest-bearing from 8% to 36% per annum, unsecured and to be recovered within one year, and receivables from a third party of RMB189,938,000 (2017: Nil), which are guaranteed by an independent third party, interest-bearing at 13% per annum and to be recovered within one year.

21 貿易及其他應收款項(續)

(a) 賬齡分析

於報告期末，按相關貿易應收款項確認日期劃分的貿易應收款項(扣除虧損撥備)的賬齡分析如下：

		2018 RMB' 000 人民幣千元	2017 RMB' 000 人民幣千元
Within 1 month	1個月以內	214,980	10,990
1 to 3 months	1至3個月	14,544	5,167
3 to 6 months	3至6個月	4,056	7,064
Over 6 months (note)	6個月以上(附註)	6,799	12,167
		240,379	35,388

附註：賬齡超過一年的扣除虧損撥備後的應收賬款金額為人民幣2,966,000元(2017年：人民幣5,167,000元)，其中計提虧損撥備金額為人民幣2,691,000元(2017年：人民幣7,225,000元)。

本集團信貸政策的詳情載於附註33(a)。

貿易應收款項主要與物業銷售所得款項有關。物業銷售所得款項根據相應合約條款一次性支付或分期支付。

- (b) 該結餘包括由獨立第三方全額並無條件擔保的應收出售子公司的代價人民幣51,000,000元(2017年：人民幣284,765,000元)(附註23(d))，及由本集團全資子公司深圳市毅德小額貸款有限公司提供給第三方的無抵押及於一年內收回的貸款人民幣76,500,000元(2017年：人民幣19,227,000元)，計息年利率為8%至36%，及應收第三方的款項人民幣189,938,000元(2017年：零)，由獨立第三方擔保，年利率為13%，將於一年內收回。

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21 TRADE AND OTHER RECEIVABLES (Cont'd)

- (c) The balances of amount due from an associate is unsecured, interest-free and have no fixed repayment terms, and as at 31 December 2018, the Group has made loss allowance on the full amount due from a joint venture amounted to RMB19,613,000 (2017: Nil) (see note 15).
- (d) The balance included prepayments and deposits for purchase of leasehold land of RMB644,783,000 (2017: RMB298,496,000)

22 PLEDGED AND RESTRICTED CASH

Pledged to banks for certain mortgage facilities	就若干按揭融資而抵押予銀行
Pledged for bank loans	就銀行貸款抵押
Pledged for bills payables	就應付票據抵押

21 貿易及其他應收款項(續)

- (c) 應收聯營企業款項的結餘為無抵押、免息及無固定還款期，以及於2018年12月31日，本集團對應收一家合營企業的餘額全額計提減值虧損撥備人民幣19,613,000元(附註15)。
- (d) 結餘包括預付租賃土地款項人民幣644,783,000元(2017年：人民幣298,496,000元)。

22 已抵押及受限制現金

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Pledged to banks for certain mortgage facilities	496,583	179,145
Pledged for bank loans	—	325,421
Pledged for bills payables	89,000	353,100
	585,583	857,666

23 CASH AND CASH EQUIVALENTS

- (a) Cash and cash equivalents comprise:

Cash at bank and on hand	銀行存款及現金
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23 現金及現金等值物

- (a) 現金及現金等值物包括：

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Cash at bank and on hand	1,123,145	1,000,443

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23 CASH AND CASH EQUIVALENTS (Cont'd)

(b) Reconciliation of profit before taxation to cash generated from operations:

		2018	2017
			(Note)
			(附註)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before taxation	除稅前利潤	416,620	713,981
Adjustments for:	就下列項目調整：		
Finance income	財務收入	(35,287)	(5,722)
Finance costs	財務成本	339,370	275,021
Fair value gain on investment properties	投資物業公允價值收益	(100,634)	(387,870)
Impairment loss on trade and other receivables	貿易及其他應收款項減值虧損	46,640	2,639
Government grants related to investment properties recognised in other income	於其他收入確認投資物業相關的政府補助	(29,601)	(3,604)
Depreciation and amortisation	折舊及攤銷	29,035	33,738
Unrealised fair value gain on financial assets measured at FVPL	按公允價值計量且其變動計入當期損益的金融資產未實現公允價值收益	(20,757)	22,446
Net gain on disposal of financial assets measured at FVPL	出售按公允價值計量且其變動計入當期損益的金融資產的收益淨額	(28,772)	(127,472)
Net gain on disposal of subsidiaries	出售子公司的收益淨額	(6,570)	(198,175)
Income from return of prepaid investment cost	預付投資成本回報的收入	—	(178,585)
Share of losses of joint ventures	分佔合營企業虧損	19,904	2,943
Share of loss of an associate	分佔聯營企業虧損	880	300
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備收益淨額	(164)	(643)
Dividend income	股息收入	—	(867)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	—	956
Impairment loss on intangible assets	無形資產減值虧損	—	243
Write off of goodwill	撇銷商譽	—	1,379
Equity settled share-based payments	以權益結算以股份為基礎的付款	—	3

23 現金及現金等值物(續)

(b) 除稅前利潤與經營業務所得的現金的對賬：

2018
2017
(Note)
(附註)
RMB'000
RMB'000
人民幣千元
人民幣千元

416,620	713,981
(35,287)	(5,722)
339,370	275,021
(100,634)	(387,870)
46,640	2,639
(29,601)	(3,604)
29,035	33,738
(20,757)	22,446
(28,772)	(127,472)
(6,570)	(198,175)
—	(178,585)
19,904	2,943
880	300
(164)	(643)
—	(867)
—	956
—	243
—	1,379
—	3

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

23 CASH AND CASH EQUIVALENTS (Cont'd)

(b) Reconciliation of profit before taxation to cash generated from operations: (Cont'd)

		2018	2017
			(Note)
	附註		(附註)
	Note	RMB'000	RMB'000
		人民幣千元	人民幣千元
Changes in working capital:	營運資金變動：		
Decrease/(Increase) in inventories and other contract costs	存貨及其他合約成本 減少／(增加)	616,363	(539,355)
Increase in trade and other receivables	貿易及其他應收款項增加	(776,049)	(126,408)
Increase in restricted cash	受限制現金增加	(53,338)	(133,712)
Increase in trade and other payables	貿易及其他應付款項增加	201,953	1,262,740
Increase in contract liabilities	合約負債增加	338,784	—
Decrease in deferred income	遞延收入減少	(66,254)	(7,534)
Cash generated from operations	經營業務所得現金	892,123	606,442

Note: The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 1(c).

23 現金及現金等值物(續)

(b) 除稅前利潤與經營業務所得的現金的對賬：(續)

	2018	2017
		(Note)
		(附註)
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Changes in working capital:		
Decrease/(Increase) in inventories and other contract costs	616,363	(539,355)
Increase in trade and other receivables	(776,049)	(126,408)
Increase in restricted cash	(53,338)	(133,712)
Increase in trade and other payables	201,953	1,262,740
Increase in contract liabilities	338,784	—
Decrease in deferred income	(66,254)	(7,534)
Cash generated from operations	892,123	606,442

附註：本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。因選用過渡方式，故不重列比較資料。請見附註1(c)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)

(除另有指明外，均以人民幣列示)

23 CASH AND CASH EQUIVALENTS (Cont'd)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

		Bank loans and other borrowings 銀行貸款 及其他借貸 (note 26) (附註 26) RMB'000 人民幣千元	Senior notes 優先票據 (note 27) (附註 27) RMB'000 人民幣千元	Corporate bonds 公司債券 (note 28) (附註 28) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於 2018 年 1 月 1 日	2,063,629	1,433,863	266,435	3,763,927
Changes from financing cash flows:	融資現金流量變動：				
Proceeds from new bank loans and other borrowings	新增銀行貸款及 其他借貸所得款項	1,316,590	—	—	1,316,590
Net proceeds from the issue of senior notes	發行優先票據 所得款項淨額	—	330,406	—	330,406
Repayment of bank loans and other borrowings	償還銀行貸款及其他借貸	(2,113,308)	—	—	(2,113,308)
Repayment of senior notes	償還優先票據	—	(423,500)	—	(423,500)
Repayment of corporate bonds	償還公司債券	—	—	(6,771)	(6,771)
Interest and other borrowing costs paid during the year	年內已付利息及 其他借貸成本	(142,656)	(192,716)	(20,179)	(355,551)
Total changes from financing cash flows	融資現金流量變動總額	(939,374)	(285,810)	(26,950)	(1,252,134)

23 現金及現金等值物(續)

(c) 融資活動產生的負債的對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動產生的負債為現金流量或未來現金流量所確定的負債，在本集團合併現金流量表中歸類為融資活動產生的現金流量。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

23 CASH AND CASH EQUIVALENTS (Cont'd)

(c) Reconciliation of liabilities arising from financing activities (Cont'd)

		Bank loans and other borrowings 銀行貸款 及其他借貸 (note 26) (附註 26) RMB'000 人民幣千元	Senior notes 優先票據 (note 27) (附註 27) RMB'000 人民幣千元	Corporate bonds 公司債券 (note 28) (附註 28) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Exchange adjustments	匯率調整	—	88,350	221	88,571
Other changes:	其他變動：				
Interest expense (note 5(a))	利息開支(附註 5(a))	142,656	248,560	21,583	412,799
Interest payable	應付利息	—	(18,982)	45	(18,937)
Total other changes	其他變動總額	142,656	317,928	21,848	482,433
At 31 December 2018	於 2018 年 12 月 31 日	1,266,911	1,465,981	261,334	2,994,226

23 現金及現金等值物(續)

(c) 融資活動產生的負債的對賬(續)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

23 CASH AND CASH EQUIVALENTS (Cont'd)

(c) Reconciliation of liabilities arising from financing activities (Cont'd)

		Bank loans and other borrowings 銀行貸款 及其他借貸 (note 26) (附註 26) RMB'000 人民幣千元	Senior notes 優先票據 (note 27) (附註 27) RMB'000 人民幣千元	Corporate bonds 公司債券 (note 28) (附註 28) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於 2017 年 1 月 1 日	2,785,563	1,519,351	9,674	4,314,588
Changes from financing cash flows:	融資現金流量變動：				
Proceeds from new bank loans and other borrowings	新增銀行貸款及 其他借貸所得款項	832,344	—	—	832,344
Net proceeds from the issue of corporate bonds	發行公司債券 所得款項淨額	—	—	256,360	256,360
Repayment of bank loans and other borrowings	償還銀行貸款及其他借貸	(1,554,278)	—	—	(1,554,278)
Interest and other borrowing costs paid during the year	年內已付利息及 其他借貸成本	(147,250)	(192,829)	(705)	(340,784)
Total changes from financing cash flows	融資現金流量變動總額	(869,184)	(192,829)	255,655	(806,358)
Exchange adjustments	匯率調整	—	(89,565)	(650)	(90,215)
Other changes:	其他變動：				
Interest expense (note 5(a))	利息開支(附註 5(a))	147,250	195,650	15,830	358,730
Interest payable	應付利息	—	1,256	(14,074)	(12,818)
Total other changes	其他變動總額	147,250	107,341	1,106	255,697
At 31 December 2017	於 2017 年 12 月 31 日	2,063,629	1,433,863	266,435	3,763,927

23 現金及現金等值物(續)

(c) 融資活動產生的負債的對賬(續)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

23 CASH AND CASH EQUIVALENTS (Cont'd)

(d) Disposal of subsidiaries

- (i) On 1 June 2018, the Group entered into a share transfer agreement with an independent third party to dispose its entire 100% equity interest in Bright Ocean Business Management (Shenzhen) Company Limited ("Shenzhen Bright Ocean") at a consideration of RMB10.1.

Subsequent to the disposal, Shenzhen Bright Ocean was no longer the subsidiary of the Group and a gain of RMB6,570,000 was recognised during 2018.

The Group's assets and liabilities disposed of and net cash inflow from these disposals are analysed below:

23 現金及現金等值物(續)

(d) 出售子公司

- (i) 於2018年6月1日，本集團與獨立第三方訂立股份轉讓協議，以人民幣10.1元出售其於時光海商業管理(深圳)有限公司(「深圳時光海」)的全部100%股權。

進行出售事項後，深圳時光海不再為本集團的附屬公司，2018年內確認人民幣6,570,000元的收益。

本集團出售資產及負債及自出售所得的淨現金流入分析如下：

		RMB'000 人民幣千元
Property, plant and equipment (note 10)	物業、廠房及設備(附註10)	49
Trade and other receivables, prepayments and deposits	貿易及其他應收款項、預付款項及定金	1,578
Cash and cash equivalents	現金及現金等值物	32
Trade and other payables	貿易及其他應付款項	(8,229)
Net assets of disposed subsidiaries	出售子公司的淨資產	(6,570)
Gain on disposal of subsidiaries (note 4)	出售子公司收益(附註4)	6,570
Considerations	對價	—
Cash and cash equivalents	現金及現金等值物	(32)
Net cash outflow	淨現金流出	(32)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

23 CASH AND CASH EQUIVALENTS (Cont'd)

(d) Disposal of subsidiaries (Cont'd)

- (ii) On 10 August 2017, the Group entered into a share transfer agreement with an independent third party to dispose its entire 60% equity interest in Huaiyuan Hydoo Commercial and Trade Centre Company Limited at a consideration of RMB200,000,000. The Group received the amount of RMB109,000,000 in 2018 (2017: RMB40,000,000), and the outstanding consideration of RMB51,000,000 is to be received in 2019.
- (iii) On 20 September 2017, the Group entered into a share transfer agreement with an independent third party to dispose its entire 84% equity interest in Xingning Hydoo Commercial and Trade Centre Company Limited (“**Xingning Trade Centre**”) at a consideration of RMB488,800,000. Upon the transferred date, the Group owned RMB239,270,000 to Xingning Trade Center and the amount would be settled by offsetting the consideration of the transaction. The Group received all of the remaining consideration of RMB124,765,000 in 2018 (2017: RMB124,765,000).

23 現金及現金等值物(續)

(d) 出售子公司

- (ii) 於2017年8月10日，本集團與獨立第三方訂立股份轉讓協議，以作價人民幣200,000,000元出售其於懷遠毅德城發展有限公司的全部60%股權。本集團於2018年收取人民幣109,000,000元(2017年：人民幣40,000,000元)，餘下未付對價人民幣51,000,000元將於2019年收取。
- (iii) 於2017年9月20日，本集團與獨立第三方訂立股權轉讓協議，以作價人民幣488,800,000元出售其於興寧毅德商貿物流城有限公司(「**興寧商貿物流城**」)的全部84%股權。於轉讓日期，本集團尚欠興寧商貿物流城人民幣239,270,000元，該金額將以交易作價的結算抵銷。本集團於2018年已取收所有餘下對價人民幣124,765,000元(2017年：人民幣124,765,000元)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

24 TRADE AND OTHER PAYABLES

24 貿易及其他應付款項

		31 December 2018 RMB'000 人民幣千元	1 January 2018(i) RMB'000 人民幣千元	31 December 2017(i) RMB'000 人民幣千元
Trade and bills payables (ii)	貿易應付款項及應付票據(ii)	2,007,677	2,131,258	2,131,258
Other payables and accruals	其他應付款項及應計費用	731,424	476,083	476,083
Financial liabilities measured at amortised cost	以攤餘成本計量的金融負債	2,739,101	2,607,341	2,607,341
Receipts in advance (iii)	預收款項(iii)	8,471	9,107	1,451,017
Deposits (iv)	定金(iv)	175,956	94,420	94,420
		2,923,528	2,710,868	4,152,778

(i) The Group has initially applied IFRS 15 at 1 January 2018. Under the transition methods chosen, comparative information is not restated.

(i) 本集團於2018年1月1日首次應用國際財務報告準則第15號。因選用過渡方式，故不重列比較資料。

(ii) As at the end of the reporting period, the ageing analysis of trade creditors and bills payables (which are included in trade and other payables), based on due date, is as follows:

(ii) 於報告期末，應付賬款及應付票據（該等已計入貿易及其他應付款項）按到期日期的賬齡分析如下：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Due within 1 month or on demand	於1個月內或按要求	293,081	438,023
Due after 1 to 3 months	1至3個月	208,607	221,791
Due after 3 months but within 6 months	於3個月後但於6個月內	322,785	383,038
Due after 6 months	於6個月後到期	1,183,204	1,088,406
		2,007,677	2,131,258

Trade payables mainly represent amounts due to contractors. Payment to contractors is in installments according to progress and agreed milestones.

貿易應付款項主要指應付承包商款項。應付承包商款項按進度及協定里程碑分期付款。

The Group normally retains 2% to 10% as retention money. At 31 December 2018, included in trade payables are retention payables of RMB300,137,000 (2017: RMB281,680,000), which are expected to be settled after more than one year.

本集團通常保留2%至10%作為保留金。於2018年12月31日，貿易應付款項中包括應付保留金人民幣300,137,000元（2017年：人民幣281,680,000元），預期將於一年後結算。

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(除另有指明外，均以人民幣列示)

24 TRADE AND OTHER PAYABLES (Cont'd)

- (iii) As at 31 December 2018, receipts in advance represents the rental received in advance from customers. As a result of the adoption of IFRS 15, receipts in advance related to sales of properties and property management service are included in contract liabilities.
- (iv) At 31 December 2018, deposits of RMB34,888,000 (2017: RMB24,112,000) are expected to be settled after more than one year. All of the other payables and accrued expenses and deposits are expected to be settled within one year.

25 CONTRACT LIABILITIES

Contract liabilities	合約負債
– Advances received for sale of property (ii)(iii)	– 銷售物業收取的墊款 (ii)(iii)
– Property management fees received in advance (ii)(iii)	– 預收物業管理費 (ii)(iii)

	31 December 2018 RMB'000 人民幣千元	1 January 2018(i) RMB'000 人民幣千元	31 December 2017(i) RMB'000 人民幣千元
	1,834,647	1,498,800	—
	8,816	5,879	
	1,843,463	1,504,679	—

- (i) The Group has initially applied IFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018.
- (ii) Upon the adoption of IFRS 15, these amounts were reclassified from "Trade and other payables" (note 24) to contract liabilities (see note 1(c)(ii)).
- (iii) Upon the adoption of IFRS 15, an opening adjustment as at 1 January 2018 was made to accrue interest on the advance payments received from customers (see note 1(c)(ii)).

24 貿易及其他應付款項(續)

- (iii) 於2018年12月31日，預收款項為預收客戶的租金。由於採用國際財務報告準則第15號，與物業銷售及物業管理服務有關的預收款項已計入合約負債。
- (iv) 於2018年12月31日，按金人民幣34,888,000元(2017年：人民幣24,112,000元)，預期將於超過一年後結算。所有其他應付款項及應計開支及按金預期將於一年內結算。

25 合約負債

- (i) 本集團使用累計影響法首次應用國際財務報告準則第15號，並調整於2018年1月1日的年初結餘。
- (ii) 於採納國際財務報告準則第15號時，該等金額由「貿易及其他應付款項」(附註24)重新分類至合約負債(請見附註1(c)(ii))。
- (iii) 於採納國際財務報告準則第15號時，於2018年1月1日作出年初調整，以累算收取客戶的墊款的利息(請見附註1(c)(ii))。

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(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

25 CONTRACT LIABILITIES (Cont'd)

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

Property development

Depending on market conditions, the Group requires the customers to pay off the full consideration within an agreed time frame while developments are still ongoing, rather than on the completion of the relevant properties. Such advance payment schemes result in contract liabilities being recognised throughout the remaining property development period for the full amount of the contract price. In addition, the contract liabilities will be increased by the amount of interest expense being accrued by the Group to reflect the effect of any significant financing benefit obtained from the customers during the period between the payment date and the date of delivery of property to customers. As this accrual increases the amount of the contract liabilities during the period of development, it therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer.

Movements in contract liabilities

		2018 RMB'000 人民幣千元
Balance at 1 January	於1月1日的結餘	1,504,679
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	年內確認於年初計入合約負債收益導致合約負債減少	(531,066)
Increase in contract liabilities as a result of receiving advanced payments of sales of properties in respect of properties still under construction and advanced service fee of properties management during the year as at 31 December 2018	年內有關於2018年12月31日仍在建中物業的銷售物業預收款項及預收物業管理服務費導致合約負債增加	853,353
Increase in contract liabilities as a result of accruing interest expense on advances	墊款應計利息開支導致合約負債增加	16,497
Balance at 31 December	於12月31日的結餘	1,843,463

The amount of billings received advance payment of sales of properties expected to be recognised as income after more than one year is RMB329,788,000 (2017: 157,569,000, which were included under "Trade and other payables").

25 合約負債(續)

對經確認合約負債金額構成影響的一般支付條款如下：

物業開發

視乎市況，本集團要求客戶在開發仍在進行期間，而不是在有關物業落成後，在協定時限內付清全部對價。該等墊付計劃導致合約負債於整個餘下物業開發期間就合約價悉數確認。此外，合約負債將因本集團應計的利息開支金額而增加，以反映付款日至交付物業予客戶的日期從客戶獲得的任何重大融資利益的影響。由於此應計項目增加開發期間的合約負債金額，已完工物業的控制權轉移至客戶時確認的收益金額亦會增加。

合約負債變動

2018
RMB'000
人民幣千元

預計一年以上確認為收入的預收物業銷售款項為人民幣329,788,000元(2017年：人民幣157,569,000元，計入「貿易及其他應付款項」)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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(除另有指明外，均以人民幣列示)

26 BANK LOANS AND OTHER BORROWINGS

At 31 December 2018, the Group's bank loans and other borrowings were repayable as follows:

26 銀行貸款及其他借貸

於2018年12月31日，本集團的銀行貸款及其他借貸的償還情況如下：

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current	流動		
Secured	有抵押		
– short-term bank loans and other borrowings	– 短期銀行貸款及其他借貸	—	14,843
– current portion of non-current bank loans and other borrowings	– 非流動銀行貸款及其他借貸的流動部分	472,661	1,158,216
Unsecured	無抵押		
– short-term bank loans and other borrowings	– 短期銀行貸款及其他借貸	15,000	28,800
		487,661	1,201,859
Non-current	非流動		
Secured	有抵押		
– repayable after 1 year but within 2 years	– 一年後但兩年內還款	498,750	364,770
– repayable after 2 years but within 5 years	– 兩年後但五年內還款	223,250	421,000
– repayable after 5 years	– 五年後還款	56,250	75,000
Unsecured	無抵押		
– repayable after 1 year but within 2 years	– 一年後但兩年內還款	1,000	—
– repayable after 2 years but within 5 years	– 兩年後但五年內還款	—	1,000
		779,250	861,770
		1,266,911	2,063,629

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26 BANK LOANS AND OTHER BORROWINGS (Cont'd)

- (a) Certain banking facilities and borrowings of the Group are subject to the fulfilment of covenants relating to: (1) certain of the Group's operating subsidiaries' statement of financial position ratios; (2) restriction of profit distribution by certain of its operating subsidiaries; or (3) early repayment of principal to be triggered when 60% of the gross sellable area for the underlying property project are sold. These requirements are commonly found in lending arrangements with financial institutions. If the Group was to breach such covenants, the drawn down facilities would become repayable on demand. The Group regularly monitors its compliance with these covenants and communicates with its lenders as and when the directors foresee any non-compliance due to business needs.

At 31 December 2018, none of bank loans of the Group (2017: Nil) were not in compliance with the imposed covenants.

- (b) Bank loans and other borrowings bear interest ranging from 2.12% to 9.60% per annum for the year ended 31 December 2018 (2017: 2.12% to 9.03% per annum), and are secured by the following assets:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Completed properties held for sale	待售已完工物業	712,045	1,476,581
Properties under development for sale	待售在建物業	214,354	1,119,998
Investment properties (note 11(c))	投資物業(附註11(c))	683,900	720,200
Properties held for future development for sale	待售未來待開發物業	441,523	619,821
Property, plant and equipment (note 10)	物業、廠房及設備(附註10)	357,053	367,070
Pledged cash (note 22)	已抵押現金(附註22)	—	325,421
		2,408,875	4,629,091

- (c) Bank loan of RMB50,000,000 (2017: RMB12,000,000) is guaranteed by Mr. Wong Sheung Tak, a controlling shareholder of the Company and therefore, a connected person of the Company.

26 銀行貸款及其他借貸(續)

- (a) 本集團的若干銀行融資及借貸須待有關下列各項的契諾達成後，方會作實：(1)本集團若干營運附屬公司的財務狀況比率指標；(2)按其若干營運附屬公司分配股利限制；或(3)當相關物業項目的可售總面積的60%被出售時須優先償還銀行貸款。該等規定常見於與金融機構訂立的貸款安排。倘本集團違反有關限制，則已提取的融資將需於要求時償還。本集團定期監控其遵守該等限制的情況；且當董事預期由於業務需求導致無法遵守時，本集團會與貸款人溝通。

於2018年12月31日，概無本集團的銀行貸款(2017年：零)未遵守所施加的限制。

- (b) 於截至2018年12月31日止年度，銀行貸款及其他借貸分別按介乎2.12%至9.60%的年利率(2017年：2.12%至9.03%)計息，並以下列資產作抵押：

- (c) 本公司控股股東王雙德先生(本公司關連人士)為銀行貸款人民幣50,000,000元(2017年：人民幣12,000,000元)提供擔保。

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27 SENIOR NOTES

27 優先票據

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current	流動		
US\$160 million senior notes due in 2018	於2018年到期之160百萬美元優先票據		
– Tranche 1 (i) (ii) (iv)	– 第一批 (i) (ii) (iv)	—	645,006
– Tranche 2 (ii) (iv)	– 第二批 (ii) (iv)	—	397,893
US\$60 million senior notes due in 2019 (iii)	於2019年到期之60百萬美元 優先票據 (iii)	411,311	—
		411,311	1,042,899
Non-current	非流動		
US\$157 million senior notes due in 2020	於2020年到期之157百萬美元優先票據		—
– Tranche 1 (iv)	– 第一批 (iv)	873,225	—
– Tranche 2 (v)	– 第二批 (v)	181,445	—
US\$60 million senior notes due in 2019 (iii)	於2019年到期之60百萬美元 優先票據 (iii)	—	390,964
		1,054,670	390,964
		1,465,981	1,433,863

(i) On 15 December 2015, the Company issued 13.75% senior notes with an aggregate principal amount of US\$100,000,000 (equivalent to RMB646,261,000) at 99.404%, which are due in 2018 (the “2018 Senior Notes”). The net proceeds from the senior notes, after deducting the transaction costs, of US\$96,500,000 (equivalent to RMB623,642,000) was received by the Company on 16 December 2015. Interest expense on the senior notes is calculated using the effective interest rate of 15.25% per annum.

(i) 於2015年12月15日，本公司按99.404%發行本金總額為100,000,000美元（相當於人民幣646,261,000元）於2018年到期的13.75%的優先票據（「2018優先票據」）。經扣除交易成本後，本公司於2015年12月16日取得優先票據淨值96,500,000美元（相當於人民幣623,642,000元）。優先票據的利息開支按實際年利率15.25%計算。

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27 SENIOR NOTES (Cont'd)

- (ii) On 14 September 2016, the Company issued additional 2018 Senior Notes with an aggregate principal amount of US\$60,000,000 (equivalent to RMB400,716,000) at 104.81% of the principal amount plus accrued interest, which are consolidated and formed a single class with the US\$100,000,000 aggregate principal amount of 13.75% 2018 Senior Notes due 2018 issued by the Company on 15 December 2015. The net proceeds from the additional 2018 Senior Notes, after including interest in arrear and deducting the transaction costs, of US\$63,992,000 (equivalent to RMB427,377,000) was received by the Company on 15 September 2016. Interest expense on the additional 2018 Senior Notes is calculated using the effective interest rate of 12.42% per annum. On 9 May 2018, US\$98,400,000 (approximately 61.5%) of the total aggregate principal amount of the US\$160,000,000 2018 Senior Notes was validly tendered for exchange and accepted for the 2020 Senior Notes (as defined below) as further elaborated in the below note (iv). As a result of the completion of this exchange, there was an outstanding principal amount of US\$61,600,000 (approximately 38.5%) of the total aggregate principal amount of the 2018 Senior Notes, and the Company has redeemed all outstanding 2018 Senior Notes on maturity on 17 December 2018.
- (iii) On 30 August 2016, the Company issued senior notes of US\$60 million (equivalent to RMB400,872,000) at par with a coupon rate of 11% per annum. The senior notes will be due in 2019. The net proceeds from the senior notes, after deducting the transaction costs, of US\$59,720,000 (equivalent to RMB399,002,000) was received by the Company on 30 August 2016. Interest expense on the senior notes is calculated using the effective interest rate of 11.19% per annum. Mr. Wong Choi Hing, a controlling shareholder of the Company and therefore, a connected person of the Company, provides a personal guarantee in favour the performance of the obligations by the Company.

27 優先票據(續)

- (ii) 於2016年9月14日，本公司按本金的104.81%加應計利息發行本金總額為60百萬美元(相當於人民幣400,716,000元)之額外2018優先票據。該等額外2018優先票據與本公司於2015年12月15日發行本金總額為100,000,000美元於2018年到期的13.75%的2018優先票據合併並組成為單一系列。經加上應計利率並扣除交易成本後，本公司於2016年9月15日取得額外2018優先票據所得款項淨值63,992,000美元(相當於人民幣427,377,000元)。額外2018優先票據的利息開支按實際年利率12.42%計算。於2018年5月9日，本金總額為160,000,000美元的2018年優先票據中98,400,000美元(約佔61.5%)已有效提交作為交換並已獲接納為2020年優先票據(請見以下定義)，更詳盡的說明請見以下附註(iv)。完成該交換後，2018年優先票據本金總額中有尚未償還本金61,600,000美元(約佔38.5%)，本公司已於2018年12月17日到期贖回所有尚未償付2018年優先票據。
- (iii) 於2016年8月30日，本公司發行60百萬美元(相當於人民幣400,872,000元)按面值的優先票據。該等優先票據的票面年息率為11%，將於2019年到期。經扣除交易成本後，本公司於2016年8月30日取得優先票據所得款項淨值59,720,000美元(相當於人民幣399,002,000元)。優先票據的利息開支按實際年利率11.19%計算。王再興先生，為本公司控股股東，因此亦為本公司關連人士，為本公司履行責任提供個人擔保。

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27 SENIOR NOTES (Cont'd)

(iv) On 24 April 2018, the Company offered its 12% senior notes due May 2020 in an exchange offer to existing holders of 2018 Senior Notes. US\$98,400,000 (approximately 61.5%) of the 2018 Senior Notes were successfully exchanged. Concurrently with the exchange offer, the Company made a concurrent new issue of US\$25,893,000 of additional 2020 senior notes, which, together with the US\$104,107,000 of the 2020 senior notes issued pursuant to the exchange offer, constitute an aggregate principal amount of US\$130,000,000, 12% due 2020 senior notes (the “**2020 Senior Notes**”). The exchange offer and the concurrent new issue were completed on 9 May 2018, and the net proceeds from the new issue, after including interest in arrear and deducting the transaction costs, of US\$25,893,000 (equivalent to RMB151,201,000) was received by the Company on 10 May 2018. Interest expense on the 2020 Senior Notes is calculated using effective interest rate of 13.78% per annum.

(v) On 10 August 2018, the Company issued additional 2020 Senior Notes with an aggregate principal amount of US\$27,000,000 (equivalent to RMB184,667,000) at 98.44% of the principal amount plus accrued interest, which are consolidated and formed a single class with the US\$130,000,000 aggregate principal amount of 12% 2020 Senior Notes due 2020 issued by the Company on 9 May 2018. The net proceeds from the additional 2020 Senior Notes, after including interest in arrear and deducting the transaction costs, of US\$26,201,000 (equivalent to RMB179,204,000) was received by the Company on 16 August 2018. Interest expense on the additional 2020 Senior Notes is calculated using the effective interest rate of 13.74% per annum.

27 優先票據(續)

(iv) 於2018年4月24日，本公司於一項交換要約中向時任2018年優先票據持有人發行其於2020年5月到期的12%的優先票據。2018年優先票據的98,400,000美元(約61.5%)得以成功交換。與此同時，本公司新發行25,893,000美元的額外2020年優先票據，連同根據交換要約發行的104,107,000美元的2020年優先票據，構成本金總額130,000,000美元於2020年到期的12%優先票據(「**2020優先票據**」)。交換要約及同時進行的新發行於2018年5月9日完成，並於2018年5月10日收到新發行部分的所得淨值(加上應付利息款項及除去交易成本後)25,893,000美元(相當於人民幣151,201,000元)。2020優先票據的利息開支以實際年利率每年13.78%計算。

(v) 於2018年8月10日，本公司按本金的98.44%加應計利息發行本金總額為27百萬美元(相當於人民幣184,667,000元)的額外2020優先票據，該等額外2020優先票據已與本公司於2018年5月9日發行的本金總額130,000,000美元於2020年到期的12%的優先票據合併及構成單一類別。經加上應計利率並扣除交易成本後，本公司於2018年8月16日取得額外2020優先票據所得款項淨值26,201,000美元(相當於人民幣179,204,000元)。該等額外2020優先票據的利息開支按實際年利率13.74%計算。

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28 CORPORATE BONDS

28 公司債券

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current	流動		
HK\$11.5 million corporate bonds (i)	11.5 百萬港元公司債券 (i)	2,944	6,665
RMB260 million corporate bonds (ii)	人民幣 260 百萬元公司債券 (ii)	258,390	—
		261,334	6,665
Non-current	非流動		
HK\$11.5 million corporate bonds (i)	11.5 百萬港元公司債券 (i)	—	2,590
RMB260 million corporate bonds (ii)	人民幣 260 百萬元公司債券 (ii)	—	257,180
		—	259,770
		261,334	266,435

(i) In 2016, the Company issued certain unlisted bonds totalling HK\$11.5 million (equivalent to RMB10,287,000) with a coupon rate of 5.00% to 8.00% per annum. The net proceeds from bonds issued, after deducting the transaction costs, of HK\$10,693,000 (equivalent to RMB9,565,000) was received by the Company. Interest expenses on these unlisted bonds are calculated with the effective interest rate of 8.41% to 13.78% per annum respectively.

(ii) In 2017, the Group issued certain non-public offering of corporate bonds totalling RMB260 million with a coupon rate of 7.50% per annum. The net proceeds from bonds issued, after deducting the transaction costs, of RMB256,360,000 was received by the Group. Interest expenses on these non-public offering corporate bonds are calculated with the effective interest rate of 8.04% per annum.

(i) 2016年，本公司發行若干票面年利率為5.00%至8.00%的非上市債券合共11.5百萬港元(相當於人民幣10,287,000元)。本公司已收取發行債券所得款項淨值(經扣除交易成本)10,693,000港元(相當於人民幣9,565,000元)。非上市債券的利息開支分別按8.41%至13.78%的實際年利率計算。

(ii) 2017年，本集團發行若干票面年利率為7.50%的非公開發行公司債券合共人民幣260百萬元。本集團已收取發行債券所得款項淨值(經扣除交易成本)人民幣256,360,000元。非公開發行公司債券的利息開支按8.04%的實際年利率計算。

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29 DEFERRED INCOME

29 遞延收入

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government grants	政府補助		
At 1 January	於1月1日	716,000	860,338
Movement during the year	年內變動		
– Government grants received (i)	– 已收政府補助 (i)	96,965	213,771
– Utilisation	– 已使用	(160,230)	(220,649)
– Recognised in other income related to investment properties (note 4(i))	– 與投資物業相關部分確認至其他收入(附註4(i))	(29,601)	(3,604)
– Disposal of subsidiaries	– 出售子公司	—	(133,856)
		623,134	716,000
Sales and operating leaseback arrangement	銷售及經營售後租回		
At 1 January	於1月1日	3,804	4,460
Movement during the year	年內變動		
– Amortisation	– 攤銷	(2,989)	(656)
		815	3,804
		623,949	719,804
Included under:	列入：		
Current liabilities	流動負債	623,296	716,672
Non-current liabilities	非流動負債	653	3,132
		623,949	719,804

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29 DEFERRED INCOME (Cont'd)

- (i) Pursuant to the respective agreements between the Group and local governments, such grants are for subsidising the infrastructure construction of certain projects undertaken by certain subsidiaries of the Group, including Yulin Trade Center, Mianyang Trade Center, Ganzhou Trade Center, Wuzhou Trade Center and Yantai Trade Center.

- (ii) In connection with certain sales contracts entered into by Jining Logistics Center and Wuzhou Trade Centre for sales of properties, the Group subsequently leased back certain sold properties from the respective buyers under operating leases for terms of 10 years at agreed rental rates. Upon recognition of the sales of such properties, a portion of the sales proceeds, which represents the excess of sales price over fair value of such properties, is deferred and amortised over the respective terms. During the year ended 31 December 2018 and 2017, no deferred revenue was arised from such sales and leaseback arrangements and no such properties were sold.

29 遞延收入(續)

- (i) 根據本集團與地方政府訂立的各项協議，有關補助須用於資助本集團若干附屬公司所承辦若干項目的基礎建設，該等項目包括玉林物流城、綿陽物流城、贛州商貿物流園、梧州商貿物流城及煙台商貿物流城。

- (ii) 基於濟寧物流城及梧州商貿物流城簽訂的若干物業銷售合約，本集團隨後按照協定的租金以經營租賃方式自有關買方租回若干已售出物業，租期為10年。該等物業確認出售後，其售價超出公允值部分的款項已遞延並於相關租期攤銷。於截至2018年及2017年12月31日止年度內，並無自該出售及售後租回安排產生的遞延收入，亦無出售該等物業。

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30 EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

As stipulated by the regulations of the PRC, the Group participates in various defined contribution retirement plans organised by municipal and provincial governments for its employees. The Group is required to make contributions to the retirement plans ranging from 10% to 20% of the salaries, bonuses and certain allowances of the employees. A member of the plan is entitled to a pension equal to a fixed proportion of the salary prevailing at the member’s retirement date. The Group has no other material obligation for the payment of pension benefits associated with these plans beyond the annual contributions described above.

31 EQUITY SETTLED SHARE-BASED PAYMENTS

The Company adopted the Pre-IPO Share Option Scheme on 30 November 2011, whereby the directors of the Company were authorised, at their discretion, to grant options to employees of the Group, including directors of any entity comprising the Group on 30 November 2011. Additional options were granted to certain employees of the Group on 16 October 2012 and 20 March 2013 respectively. After such grants, a total number of 1,715 share options were granted to employees. Each option gives the holder the right to subscribe for 1 ordinary share in the Company and is settled gross in shares.

30 僱員退休福利

定額供款退休計劃

本集團按照香港強制性公積金計劃條例的規定為根據香港僱傭條例管轄範圍受僱的僱員設立一項強制性公積金計劃（「強積金計劃」）。強積金計劃是由獨立信託人管理的定額供款退休計劃。根據強積金計劃，僱主及僱員均須按照僱員相關收入的5%向計劃供款，惟每月相關收入上限為30,000港元。此計劃的供款即時歸屬。

中國法規規定，本集團須為其僱員參與省市級政府所組織的各種定額供款退休計劃。本集團須按僱員工資、花紅及若干津貼的10%至20%向退休計劃供款。參加計劃的員工有權獲得相當於按其退休時工資的固定比率計算的退休金。除上述年度供款外，本集團毋須就與此等計劃相關的退休金福利承擔其他重大付款責任。

31 以權益結算以股份為基礎的付款

本公司於2011年11月30日採納首次公開售股前購股權計劃，據此，本公司董事獲授權由彼等酌情決定，於2011年11月30日向本集團僱員（包括本集團旗下任何公司的董事）授出購股權。額外的購股權再分別於2012年10月16日及2013年3月20日授予本集團若干僱員。在授出該等購股權後，總數為1,715份購股權已授予僱員。每份購股權賦予持有人權利認購本公司1股普通股，並以股份全數結算。

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31 EQUITY SETTLED SHARE-BASED PAYMENTS (Cont'd)

(a) The terms and conditions of the options granted are as follows:

		Number of instruments 工具數目	Contractual life of options 購股權合約期
(i) Options granted on 30 November 2011	(i) 於2011年11月30日授出的購股權	325	85 months
– directors	– 董事		85個月
– employees	– 僱員	1,180	85 months
			85個月
Vesting date 歸屬日期		Percentage of vested shares 已歸屬股份的百分比	
31 December 2012	2012年12月31日	25%	
31 December 2013	2013年12月31日	50%	
31 December 2014	2014年12月31日	75%	
31 December 2015	2015年12月31日	100%	
		Number of instruments 工具數目	Contractual life of options 購股權合約期
(ii) Options granted on 16 October 2012	(ii) 於2012年10月16日授出的購股權	191	74 months
– employees	– 僱員		74個月
Vesting date 歸屬日期		Percentage of vested shares 已歸屬股份的百分比	
31 December 2013	2013年12月31日	25%	
31 December 2014	2014年12月31日	50%	
31 December 2015	2015年12月31日	75%	
31 December 2016	2016年12月31日	100%	

31 以權益結算以股份為基礎的付款(續)

(a) 授出的購股權條款及條件如下：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

31 EQUITY SETTLED SHARE-BASED PAYMENTS (Cont'd)

(a) The terms and conditions of the options granted are as follows: (Cont'd)

		Number of instruments 工具數目	Contractual life of options 購股權合約期
(iii) Options granted on 20 March 2013 – directors	(iii) 於2013年3月20日授出的購股權 – 董事	19	69 months 69個月
Vesting date 歸屬日期		Percentage of vested shares 已歸屬股份 的百分比	
31 December 2014	2014年12月31日	25%	
31 December 2015	2015年12月31日	50%	
31 December 2016	2016年12月31日	75%	
31 December 2017	2017年12月31日	100%	

The options are exercisable from six months after the Company's Global offering date to 31 December 2018.

Pursuant to the relevant terms of the Pre-IPO Share Option Scheme, on 31 October 2013, being the listing date of the share of the Company in Stock Exchange of Hong Kong Limited, each share with a par value of US\$1.00 each under each option granted was automatically adjusted to 48,000 options and the exercise price of each option was adjusted from HK\$48,654 to HK\$1.014 accordingly.

31 以權益結算以股份為基礎的付款(續)

(a) 授出的購股權條款及條件如下：
(續)

		Number of instruments 工具數目	Contractual life of options 購股權合約期
(iii) Options granted on 20 March 2013 – directors	(iii) 於2013年3月20日授出的購股權 – 董事	19	69 months 69個月
Vesting date 歸屬日期		Percentage of vested shares 已歸屬股份 的百分比	
31 December 2014	2014年12月31日	25%	
31 December 2015	2015年12月31日	50%	
31 December 2016	2016年12月31日	75%	
31 December 2017	2017年12月31日	100%	

該等購股權可於本公司全球發售日期後六個月起至2018年12月31日行使。

根據首次公開售股前購股權計劃的相關條款，於2013年10月31日（即本公司股份於香港聯合交易所有限公司上市日期），已授出各份購股權下每股面值為1.00美元的股份已自動調整為48,000份購股權，且每份購股權的行使價已相應由48,654港元調整為1.014港元。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

31 EQUITY SETTLED SHARE-BASED PAYMENTS (Cont'd)

- (b) The number and the weighted average exercise price of share option are as follows:

		2018		2017	
		Weighted average exercise price 加權平均 行使價	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價	Number of share options 購股權數目
Outstanding at the 1 January	於1月1日未行使	HK\$1.014 1.014港元	56,055,000	HK\$1.014 1.014港元	65,095,000
Lapsed/forfeited during the year	年內失效/沒收	HK\$1.014 1.014港元	(56,055,000)	HK\$1.014 1.014港元	(9,040,000)
Outstanding at 31 December	於12月31日未行使	HK\$1.014 1.014港元	—	HK\$1.014 1.014港元	56,055,000
Exercisable at 31 December	於12月31日可行使	HK\$1.014 1.014港元	—	HK\$1.014 1.014港元	56,055,000

The options are lapsed at 31 December 2018.

於2018年12月31日，該等購股權已失效。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

32 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

		Share capital	Share premium	Capital redemption reserve	Capital reserve	Equity settled share-based		Accumulated losses	Total equity
						Capital reserve	Exchange reserve		
		股本	股本溢價	資本贖回儲備	資本儲備	以權益結算以股份支付為基礎儲備	匯兌儲備	累計虧損	權益總額
The Company	本公司	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		32(c)	32(d)(i)	32(c)	32(d)(v)	32(d)(iv)	32(d)(iii)		
		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
At 1 January 2017	於2017年1月1日	31,825	978,266	120	1,386,109	12,600	158,919	(272,126)	2,295,713
Changes in equity for 2017:	2017年權益變動：								
Loss and total comprehensive income for the year	年內虧損及全面收入總額	—	—	—	—	—	(55,364)	(243,915)	(299,279)
Equity settled share-based transactions	以權益結算以股份為基礎的交易	—	—	—	—	3	—	—	3
Share options forfeited	沒收購股權	—	—	—	—	(2,176)	—	2,176	—
At 31 December 2017 (Note)	於2017年12月31日 (附註)	31,825	978,266	120	1,386,109	10,427	103,555	(513,865)	1,996,437
Changes in equity for 2018:	2018年權益變動：								
Loss and total comprehensive income for the year	年內虧損及全面收入總額	—	—	—	—	—	31,367	(247,826)	(216,459)
Share options forfeited/lapsed	沒收/失效購股權	—	—	—	—	(10,427)	—	10,427	—
At 31 December 2018	於2018年12月31日	31,825	978,266	120	1,386,109	—	134,922	(751,264)	1,779,978

Note: The Group, including the Company, has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 1(c).

32 股本、儲備及股息

(a) 權益組成部分的變動

本集團合併權益各組成部分的年初與年終結餘的對賬載於合併權益變動表。本公司權益個別組成部分於年初至年末的變動詳情載列如下：

附註：本集團（包括本公司）於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。因選用過渡方式，故不重列比較資料。請見附註1(c)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

32 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

(b) Dividends

- (i) For the year ended 31 December 2018, no final dividend in respect of the previous financial year was approved and paid (2017: Nil).
- (ii) Subsequent to the end of reporting period, no final dividend is proposed (2017: Nil).

(c) Share capital

Authorised and issued share capital

		2018		2017	
		No. of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	No. of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	8,000,000	80,000	8,000,000	80,000

Ordinary shares, issued and fully paid:

已發行及繳足普通股：

		Par value 面值 HK\$ 港元	No. of shares 股份數目 '000 千股	Nominal value of ordinary shares 普通股面值	
				Amount 金額 HK\$'000 千港元	Amount 金額 RMB'000 人民幣千元
At 1 January 2017,	於2017年1月1日、				
31 December 2017	2017年12月31日				
and 31 December 2018	及2018年12月31日	0.01	4,014,844	40,148	31,825

Note: There is no change in ordinary shares during 2018 and 2017.

附註：2018年至2017年普通股並無變動。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

32 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

(d) Reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) PRC statutory reserve

Pursuant to the Articles of Association of the Group's PRC subsidiaries and relevant statutory regulations, appropriations to the statutory reserve fund were made at 10% of profit after tax determined in accordance with accounting rules and regulations of the PRC until the reserve balance reaches 50% of the registered capital. This reserve fund can be utilised in setting off accumulated losses or increasing capital of the PRC subsidiaries provided that the balance after such conversion is not less than 25% of their registered capital, and is non-distributable other than in liquidation.

(iii) Exchange reserve

The exchange reserve comprises all relevant exchange differences arising from the translation of the financial statements of operations with functional currency other than Renminbi. The reserve is dealt with in accordance with the accounting policy set out in note 1(x).

32 股本、儲備及股息(續)

(d) 儲備

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬可用於向股東支付分派或股息，惟須確保緊隨建議支付分派或股息日期後，本公司有能力支付日常業務過程中的到期債務。

(ii) 中國法定儲備

根據本集團中國子公司的組織章程細則及有關法定法規，須以按中國會計規則及法規釐定的除稅後利潤的10%向法定儲備金撥款，直至儲備結餘達到註冊資本的50%。該儲備金可用於抵銷中國子公司的累計虧損或增資，惟轉換後儲備金結餘不少於註冊資本的25%，且除於清盤時，不可用於分派。

(iii) 匯兌儲備

匯兌儲備包括因換算非人民幣的功能貨幣經營財務報表而產生的所有相關匯兌差額。該儲備按附註1(x)所載的會計政策處理。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

32 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

(d) Reserves (Cont'd)

(iv) Equity settled share-based payment reserve

Equity settled share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group in accordance with the accounting policy adopted for share-based payments in note 1(t)(ii).

(v) Capital reserve

Capital reserve is resulted from transactions with owners in their capacity as the equity owners. The balance comprises capital reserve surplus/deficit arising from the difference between the disposal/acquisition consideration and its net assets value at the respective date of disposal/acquisition, and the capital reserve transferring from the equity settled share-based payment reserve.

(vi) Reserve-transaction with non-controlling interests

The balance represents difference between the net identifiable assets and the consideration paid for acquisition of non-controlling interests.

(e) Distributability of reserves

As at 31 December 2018, the Company's reserves available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to approximately RMB1,748,153,000 (2017: RMB1,964,612,000), which may be distributed provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

32 股本、儲備及股息(續)

(d) 儲備(續)

(iv) 以權益結算以股份支付為基礎儲備

以權益結算以股份支付為基礎儲備指按附註1(t)(ii)所述根據就以股份付款採納的會計政策計算授予本集團僱員的未行使購股權實際或估計數目的公允值。

(v) 資本儲備

資本儲備來自與擁有人以其權益擁有人身份進行的交易。結餘包括出售/收購對價與相關出售/收購日期資產淨值的差額所產生資本儲備盈餘/虧絀，以及轉撥自以權益結算以股份支付為基礎儲備的資本儲備。

(vi) 儲備－與非控股權益的交易

結餘指可識別資產淨值與已付收購非控股權益之對價的差額。

(e) 可分派儲備

於2018年12月31日，根據開曼群島公司法計算的本公司可供分派儲備約為人民幣1,748,153,000元(2017年：人民幣1,964,612,000元)，該等儲備可作分派，惟緊隨建議派發股息日期後，本公司有能力償還日常業務過程中的到期債務。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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(除另有指明外，均以人民幣列示)

32 CAPITAL, RESERVES AND DIVIDENDS (Cont'd)

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to fund its property development projects, provide returns for shareholders and benefits for other stakeholders, by pricing properties commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of gearing ratio. The Group defines this ratio as total interest-bearing liabilities (includes bank loans and other borrowings, senior notes and corporate bonds) divided by total assets of the Group. At 31 December 2018 and 2017, the gearing ratio of the Group was calculated as follows:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans and other borrowings	銀行貸款及其他借貸	1,266,911	2,063,629
Senior notes	優先票據	1,465,981	1,433,863
Corporate bonds	公司債券	261,334	266,435
Total interest-bearing borrowings	計息借款	2,994,226	3,763,927
Total assets	總資產	14,571,060	14,802,895
Gearing ratio	資產負債比率	20.5%	25.4%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

32 股本、儲備及股息(續)

(f) 資本管理

本集團管理資本的主要目標為保障本集團持續經營的能力，以向其物業開發項目提供資金，以及藉著與風險水平及以合理成本取得融資掛鈎的方式為物業定價而為股東及其他利益相關者提供回報及利益。

本集團積極定期審核及管理其資本架構，以維持與高借貸水平可能有關的較高股東回報與穩健資本狀況帶來的優勢及擔保之間的平衡，並根據經濟狀況的變動調整資本架構。

本集團根據資產負債比率監察其資本結構。本集團界定此比率為總計息負債(包括銀行貸款及其他借貸、優先票據及公司債券)除以本集團資產總值。於2018及2017年12月31日，本集團之資產負債比率如下：

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans and other borrowings	銀行貸款及其他借貸	1,266,911	2,063,629
Senior notes	優先票據	1,465,981	1,433,863
Corporate bonds	公司債券	261,334	266,435
Total interest-bearing borrowings	計息借款	2,994,226	3,763,927
Total assets	總資產	14,571,060	14,802,895
Gearing ratio	資產負債比率	20.5%	25.4%

本公司或其任何子公司概不受外部施加的資本規定所限。

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33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate, currency risks and equity price risk arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below:

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables. The Group maintains a defined credit policy and the exposures to these credit risks are monitored on an ongoing basis. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions, for which the Group considers to have low credit risk.

Except for the financial guarantees given by the Group as set out in note 35, the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 35.

33 金融風險管理及公允值

本集團於一般業務過程中面對信貸、流動性、利率、貨幣風險及權益投資價格風險。本集團亦面對持有其他實體的股權投資產生的股價風險。

本集團面對之風險及本集團為管理該等風險而採用之財務風險管理政策及慣例載述如下：

(a) 信用風險

信用風險指對手方將違反其合約義務而導致本集團產生財務虧損。本集團信貸風險主要歸因於貿易及其他應收款項。本集團設有明確的信用政策，並持續監察該等信用風險。因對手方為本集團視為信用風險較低的銀行及金融機構，故本集團現金及現金等價物產生的信用風險有限。

除附註35所載本集團作出的財務擔保外，本集團並無給予任何其他擔保致使本集團將面臨信用風險。於報告期末該等財務擔保的最大信用風險於附註35中披露。

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(Expressed in Renminbi unless otherwise indicated)

(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(a) Credit risk (Cont'd)

Trade receivables and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 84% (2017: 0%) of the total trade receivables was due from the only one largest customer of the Group. Normally, the Group does not obtain collateral from customers, but the Group only assists the buyer to obtain the individual property ownership certificate upon the full settlement of receivables from the buyer.

In respect of loans to third parties and other debtors, regular review and follow-up actions are carried out on long-aged other receivables and any default incurred, which enable management to assess their recoverability and to minimise exposure to credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

The Group measures loss allowances for trade and other receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix.

33 金融風險管理及公允價值(續)

(a) 信用風險(續)

貿易應收款項及其他應收款項

本集團蒙受信用風險的程度主要受各客戶而非客戶營業所在行業或國家的個別特性影響，故信用風險高度集中主要在本集團蒙受重大個別客戶風險時發生。於報告期末，貿易應收款項總額的84%(2017年：0%)為應收本集團唯一最大客戶的款項。一般而言，本集團不會向客戶收取抵押品，但是，只有在買方完全付清房款後本集團才協助買方獲得個人房屋產權所有證。

就向第三方貸款及其他應收款項而言，我們已對賬齡較長的其他應收款項進行定期審閱及採取跟進措施，倘發生任何拖欠現象，這將使管理層評估彼等的可收回性並盡量將信用風險敞口降至最低。最大信用風險敞口由綜合財務狀況表中的各項金融資產的賬面值表示。

本集團按相當於全期預期信用虧損的金額(用撥備矩陣計算)來計量貿易及其他應收款項虧損撥備。

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33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(a) Credit risk (Cont'd)

Trade receivables and other receivables (Cont'd)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and other receivables as at 31 December 2018:

		Expected loss Rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due) or past due within 30 days for	即期(未逾期)或逾期 不超過30日			
– trade receivables	– 貿易應收款項	—	237,413	—
– other receivables	– 其他應收款項	3.22%	352,185	11,330
– amount due from a joint venture (note 15)	– 應收合營企業款項(附註15)	100%	19,613	19,613
– finance lease receivables	– 融資租賃應收款項	2.06%	86,788	1,786
More than 90 days past due	逾期超過90日			
– trade receivables	– 貿易應收款項	48%	5,657	2,691
– finance lease receivables	– 融資租賃應收款項	100%	11,220	11,220
			712,876	46,640

Except for the specific expected loss, other expected loss rates are based on historical experience and adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

貿易應收款項及其他應收款項(續)

下表載列於2018年12月31日本集團所面臨信用風險敞口以及貿易應收款項及其他應收款項預期信用虧損的資料：

除特定預期虧損外，其他預期虧損率按過往歷史經驗計算並且為反映期內(往績數據已在期間收集)經濟狀況差異、目前狀況及本集團對應收款項預期存續期的經濟狀況之見解，而加以調整。

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(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(a) Credit risk (Cont'd)

Comparative information under IAS 39

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 1(m)(i) – policy applicable prior to 1 January 2018). At 31 December 2017, trade receivables and other receivables of RMB9,864,000 were determined to be impaired.

The impairment loss of trade receivables and other receivables was assessed individually. The individually impaired receivables were related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered.

Movement in the loss allowance account in respect of trade receivables and other receivables during the year is as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Balance at 31 December under IAS 39 and at 1 January under IFRS 9 (note 1(c)(i))	根據國際會計準則第39號於12月31日及根據國際財務報告準則第9號於1月1日的結餘(附註1(c)(i))	9,864	7,225
Disposal of subsidiaries	出售子公司	(9,864)	—
Impairment losses recognised during the year	年內確認的減值虧損	46,640	2,639
Balance at 31 December	於12月31日的結餘	46,640	9,864

33 金融風險管理及公允值(續)

(a) 信用風險(續)

國際會計準則第39號的比較資料

2018年1月1日前，減值虧損僅在有客觀減值證據時確認(請見附註1(m)(i)–2018年1月1日前適用的政策)。於2017年12月31日，貿易應收款項及其他應收款項人民幣9,864,000元被釐定為減值。

貿易應收款和其他應收款的減值損失被個別評估。個別出現減值的應收賬款與發生財務困難的客戶有關，並且據管理層評估預料僅可收回部分應收賬款。

年內貿易應收款項及其他應收款項的虧損撥備賬變動如下：

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33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(b) Liquidity risk

The Group management reviews the liquidity position of the Group on an ongoing basis, including review of the expected cash inflows and outflows, sale/pre-sale results of respective property projects, maturity of loans and borrowings and the progress of the planned property development projects in order to monitor the Group's liquidity requirements in the short and longer terms. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities excluding receipts in advance, which the Group expects to settle by delivery of completed properties. The contractual maturities are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

33 金融風險管理及公允值(續)

(b) 流動性風險

本集團管理層持續審核本集團的流動性狀況，包括審核預計現金流入及流出、各物業項目的銷售／預售業績、貸款及借貸到期情況以及計劃物業開發項目的進度，以監控本集團的短期及長期流動性需求。本集團的政策是定期監控流動性需求及有否遵守借貸契諾，以確保備有足夠的現金儲備，及向主要金融機構取得充足的已承諾資金，以應付長短期流動性需求。

下表載列本集團金融負債(不包括本集團預期交付已完工物業結算的預收款項)於各報告期末的餘下合約期限。合約期限是根據合約未貼現現金流量(包括以合約利率或(倘浮動)各報告期末現行的利率估算的利息付款)以及本集團需要還款的最早日期計算：

		2018					
		Contractual undiscounted cash outflow					
		合約未貼現現金流出					
		Within	More than	More than			
		1 year or	1 year but	2 year but	More than		Carrying
		on demand	less than	less than	5 years	Total	amount
		一年內或	2 years	5 years	5 years		
		按	超過一年	超過兩年	超過五年	總計	賬面值
		要求	但少於兩年	但少於五年	超過五年		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Bank loans and other borrowings	銀行貸款及其他借貸	548,038	533,710	248,317	65,439	1,395,504	1,266,911
Trade and other payables	貿易及其他應付款項	2,438,964	300,137	—	—	2,739,101	2,739,101
Corporate bonds	公司債券	302,143	—	—	—	302,143	261,334
Senior notes	優先票據	563,743	1,142,174	—	—	1,705,917	1,465,981
		3,852,888	1,976,021	248,317	65,439	6,142,665	5,733,327

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(b) Liquidity risk (Cont'd)

		2017					
		Contractual undiscounted cash outflow					
		合約未貼現現金流出					
		Within 1 year or on demand 一年內或 按要求	More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年	More than 5 years 超過五年	Total 總計	Carrying amount 賬面值
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Bank loans and other borrowings	銀行貸款及其他借貸	1,267,170	401,863	462,655	91,661	2,223,349	2,063,629
Trade and other payables	貿易及其他應付款項	2,561,457	52,279	—	—	2,613,736	2,613,736
Corporate bonds	公司債券	7,369	22,499	279,500	—	309,368	280,642
Senior notes	優先票據	1,232,350	435,178	—	—	1,667,528	1,454,228
		5,068,346	911,819	742,155	91,661	6,813,981	6,412,235

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from cash and cash equivalents, pledged and restricted cash and borrowings issued at variable rates.

The Group does not anticipate significant impact on cash and cash equivalents and the pledged deposits because the interest rates of bank deposits are not expected to change significantly.

The interest rates and terms of repayment of bank loans of the Group are disclosed in note 26 to the financial statements. The Group does not carry out any hedging activities to manage its interest rate exposure.

(c) 利率風險

利率風險是指金融工具的公允價值或未來現金流量因市場利率變動而波動的風險。本集團利率風險主要來自現金及現金等值物、已抵押及受限制現金及浮動利率借款。

本集團預期現金及現金等值物及已抵押存款不會受重大影響，因為預期銀行存款利率不會有重大變動。

本集團銀行貸款的利率及償還條款披露於財務報表附註26。本集團並無就管理利率風險進行任何對沖活動。

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(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(c) Interest rate risk (Cont'd)

(i) Interest rate profile

		2018		2017	
		Effective Interest rate 實際利率		Effective Interest rate 實際利率	
		%	RMB'000	%	RMB'000
		%	人民幣千元	%	人民幣千元
Fixed rate borrowings:	固定利率借貸：				
Bank loans and other borrowings	銀行貸款 及其他借貸	7.41%	526,000	6.21%	586,800
Senior notes	優先票據	13.05%	1,465,981	13.36%	1,433,863
Corporate bonds	公司債券	8.11%	261,334	8.11%	266,435
			2,253,315		2,287,098
Variable rate borrowings:	浮動利率借貸：				
Bank loans and other borrowings	銀行貸款 及其他借貸	13.13%	740,911	5.40%	1,476,829
Total borrowings	總借貸		2,994,226		3,763,927
Net fixed rate borrowings as a percentage of total borrowings	固定利率借貸淨額佔總 借貸額的百分比		75%		61%

33 金融風險管理及公允值(續)

(c) 利率風險(續)

(i) 利率情況

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
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33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(c) Interest rate risk (Cont'd)

(ii) Sensitivity analysis

At 31 December 2018, it is estimated that a general increase/decrease of 50 basis points (2017: 50 basis points) in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and total equity attributable to equity shareholders of the Company by approximately RMB2,778,000 (2017: decreased/increased the Group's profit after tax and total equity attributable to equity shareholders of the Company by approximately RMB5,538,000), which has not taken into account of effect of interest capitalisation.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax (and retained profits) and other components of consolidated equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2017.

33 金融風險管理及公允值(續)

(c) 利率風險(續)

(ii) 敏感度分析

於2018年12月31日，在其他所有變量保持不變的情況下，倘利率整體上升／下降50個基點(2017年：50個基點)，在並無計及利息資本化的影響下，估計本集團的除稅後利潤及本公司權益股東應佔總權益將減少／增加約人民幣2,778,000元(2017年：本集團的除稅後利潤及本公司權益股東應佔總權益減少／增加約人民幣5,538,000元)。

上述敏感度分析顯示本集團的除稅後利潤(及保留利潤)以及合併權益的其他部分可能產生的即時變動。敏感度分析假設利率變動於報告期末已發生，並已用於重新計量本集團所持有並於報告期末使本集團面對公允值利率風險的金融工具。關於本集團於報告期末持有的浮動利率非衍生工具產生的現金流量利率風險，對本集團的除稅後利潤(及保留利潤)以及合併權益的其他組成部分的影響，以該利率變動對利息支出或收入的年度影響估計。有關分析乃按2017年的相同基準作出。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(d) Currency risk

The Group is exposed to foreign currency risk primarily on bank deposits, corporate bonds and senior notes to which the transactions relate. The currencies giving rise to this risk are primarily US dollars and Hong Kong dollars. The currency option has been entered into to mitigate the foreign currency risk (note 16).

(i) Exposure to currency risk

The following table details the Group's exposure at the end of each reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purpose, the amounts of the exposure are shown in RMB, translated using the spot rate at the end of each reporting period.

		2018		2017	
		United States Dollars	Hong Kong Dollars	United States Dollars	Hong Kong Dollars
		美元	港元	美元	港元
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等值物	49,256	17	14,673	1,156
Pledged cash	已抵押現金	—	—	117,744	—
Corporate bonds	公司債券	—	(3,022)	—	(9,379)
Net exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險淨值	49,256	(3,005)	132,417	(8,223)

33 金融風險管理及公允值(續)

(d) 貨幣風險

本集團面對外幣風險，主要來自與交易有關的銀行存款、公司債券及優先票據。引致有關風險的貨幣主要為美元及港元。本集團的外匯期權可降低外匯風險(附註16)。

(i) 貨幣風險

下表詳述本集團於各報告期末面對以有關實體功能貨幣以外貨幣計值的已確認資產或負債產生的貨幣風險。就呈列而言，風險金額以人民幣列示，並於各報告期末使用現貨匯率換算。

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(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(d) Currency risk (Cont'd)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

33 金融風險管理及公允值(續)

(d) 貨幣風險(續)

(ii) 敏感度分析

倘於報告期末對本集團有重大影響的外匯比率於該日期發生變動，並假設所有其他風險變量保持不變，下表顯示本集團的除稅後利潤(及保留利潤)可能產生的即時變動。

		2018		2017	
		Increase/ (decrease) in foreign exchange rates 外匯比率 上升/ (下降)	Effect on profit before tax and retained profits 對除稅前 利潤及 保留利潤 的影響 RMB'000 人民幣千元	Increase/ (decrease) in foreign exchange rates 外匯比率 上升/ (下降)	Effect on profit before tax and retained profits 對除稅前 利潤及 保留利潤 的影響 RMB'000 人民幣千元
United States Dollars	美元	5%/ (5%)	2,463 (2,463)	5%/ (5%)	6,621 (6,621)
Hong Kong Dollars	港元	5%/ (5%)	(150) 150	5%/ (5%)	(411) 411

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(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(d) Currency risk (Cont'd)

(ii) Sensitivity analysis (Cont'd)

The foreign currency sensitivity analysis is calculated based on the major net foreign currency exposure of the Group as at the reporting date, assuming 5% shift of RMB against USD and HKD on the profit after tax and retained profits and excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis as 2017.

(e) Equity price risk

The Group is exposed to equity price changes arising from equity investments held for non-trading purposes classified as financial assets measured at FVPL (see note 16).

The Group's unquoted investments are held for long term strategic purposes. Their performance is assessed at least bi-annually against performance of similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plan.

33 金融風險管理及公允值(續)

(d) 貨幣風險(續)

(ii) 敏感度分析(續)

外幣敏感度分析乃根據本集團於報告日期的主要外幣風險淨額計算(假設就除稅後利潤及保留利潤而言，人民幣兌美元及港元存在5%的變動)，及不包括將海外業務的財務報表換算為本集團的呈列貨幣引起的差額。有關分析乃按2017年的相同基準作出。

(e) 權益投資價格風險

本集團面對為非貿易持有按允值計量且其變動計入當期損益的金融資產的權益投資產生的價格變動風險(見附註16)。

本集團的未報價投資是持作長期策略用途。本集團會根據就同類上市實體表現可得的有限資料而對該等投資表現至少每兩年評估一次，連同評估彼等與本集團長期策略計劃的相關性。

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(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(f) Fair value measurement

(i) Financial instruments measured at fair value

The following table presents the fair value of financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations:	Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
第一級估值：	僅使用第一級數據計量的公允值，即於計量日期在活躍市場對相同資產或負債未經調整的報價
Level 2 valuations:	Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
第二級估值：	使用第二級數據計量的公允值，即不符合第一級的可觀察數據及未有採用不可觀察的重要數據。不可觀察數據乃指無法取得市場資料的數據
Level 3 valuations:	Fair value measured using significant unobservable inputs
第三級估值：	使用不可觀察的重要數據計量的公允值

33 金融風險管理及公允值(續)

(f) 公允值計量

(i) 按公允值計量的金融工具

下表呈列於報告期末以經常性準則計量的金融工具公允值，並按國際財務報告準則第13號，公允值計量所界定分類為三個公允值級別。公允值計量是參考以下估值方法所使用的輸入數據可觀察性及重要性而分類及釐定其級別：

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(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(f) Fair value measurement (Cont'd)

(i) Financial instruments measured at fair value (Cont'd)

		Fair value measurements as at 31 December 2018			Fair value measurements as at 31 December 2017	
		categorised into Level 2			categorised into Level 2	
		Level 2			Level 3	
		RMB'000			RMB'000	
		人民幣千元			人民幣千元	
Recurring fair value measurements	經常性公允價值計量					
Assets:	資產：					
Other financial assets:	其他金融資產：					
– Derivative financial instrument	– 衍生金融工具	2,409	2,409	—	13,548	13,548
– Unlisted equity investments not held for trading	– 為非貿易持有的非上市權益投資	118,594	—	118,594	—	—

At 31 December 2018 and 2017, the Group's financial instruments carried at fair value are unlisted equity investments not held for trading (see note 16) which are categorised into Level 3 of the fair value hierarchy and derivative financial instrument (see note 16) which fall under Level 2 of the fair value hierarchy described above.

於2018年及2017年12月31日，本集團按公允價值列賬的金融工具是分類為公允價值層級第三級的為非貿易持有的非上市權益投資(見附註16)及屬於上述公允價值層級第二級的衍生金融工具(見附註16)。

33 金融風險管理及公允價值(續)

(f) 公允價值計量(續)

(i) 按公允價值計量的金融工具(續)

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(除另有指明外，均以人民幣列示)

33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(f) Fair value measurement (Cont'd)

(i) Financial instruments measured at fair value (Cont'd)

During the years ended 31 December 2018 and 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels and fair value hierarchy as at the end of the reporting period in which they occur.

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2018 and 2017.

(ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of derivative financial instruments in Level 2 is the estimated amount that the Group would receive or pay to terminate the option at the end of the reporting period, taking into account current interest rates and the current creditworthiness of the option counterparties.

(iii) Information about Level 3 fair value measurements

The fair value of unlisted equity instruments is determined using the price/sales ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability. As at 31 December 2018, the price/sales ratio and discount for lack of marketability adopted were 0.58 and 27.7% respectively.

33 金融風險管理及公允值(續)

(f) 公允值計量(續)

(i) 按公允值計量的金融工具(續)

截至2018年及2017年12月31日止年度，第一級與第二級之間並無任何轉移，亦無轉入或轉出第三級。本集團的政策為於發生公允值等級轉移的報告期間結束時，確認不同級別之間的轉移。

本集團按成本或攤銷成本列賬的金融工具賬面值與其於2018年及2017年12月31日的公允值並無重大差異。

(ii) 第二級公允值計量所用的估值方法及輸入數據

第二級衍生金融工具的公允值為本集團於報告期末為終止權利將收到或結付的估值，已計入即期利率及現時掉期對手信貸評級。

(iii) 有關第三級公允值計量的資料

非上市股權工具的公允值以可比上市公司的價格／銷售比率判斷，為欠缺市場流通性作出的折讓而調整。公允值的計量與就欠缺市場流通性作出的折讓成反比。於2018年12月31日，該集團的市銷率以及無市場流通折價分別為0.58以及27.7%。

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33 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (Cont'd)

(f) Fair value measurement (Cont'd)

The movement during the period in the balance of Level 3 fair value measurements is as follows:

		2018 RMB'000 人民幣千元
Unlisted equity investments not held for trading:	為非貿易持有的非上市權益投資：	
At 1 January	於1月1日	84,731
Additional investments acquired	已收購額外權益投資	24,680
Investments disposed	已出售權益投資	(18,201)
Net unrealised gains recognised in profit or loss during the year	年內於損益確認的未變現收益淨額	27,384
At 31 December	於12月31日	118,594
Total gains for the period included in profit or loss for assets held at the end of the reporting period	就於報告期末持有的資產計入損益的期內收益總額	27,384

33 金融風險管理及公允值(續)

(f) 公允值計量(續)

期內第三級公允值計量結餘變動情況如下：

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34 COMMITMENTS

- (a) Capital commitments outstanding at 31 December 2018 contracted but not provided for in the financial statements were as follows:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Construction and development contracts	建設及發展合約	2,050,974	765,895
Land agreements	土地協議	—	25,981
		2,050,974	791,876

- (b) At 31 December 2018, the total future minimum lease payments under non-cancellable operating lease are payable as follows:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year	一年內	12,163	12,950
After 1 year but within 2 years	一年後但兩年內	10,464	8,509
After 2 years but within 5 years	兩年後但五年內	26,014	26,843
After 5 years	五年後	18,834	29,498
		67,475	77,800

The Group leases a number of building facilities under operating leases. The leases typically run for an initial period of 1 to 5 years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes contingent rentals.

34 承擔

- (a) 於2018年12月31日已訂約但於財務報表內無撥備的資本承擔如下：

- (b) 於2018年12月31日，根據不可撤銷經營租賃應付未來最低租金總值到期情況如下：

本集團根據經營租賃出租多項樓宇設施。租期初步一般為一至五年，並可在該日期後續約，屆時所有條款均會重新協商。概無租賃包括或然租金。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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35 CONTINGENT LIABILITIES

Guarantees

The Group provided guarantees in respect of mortgage facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's properties. Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interest and penalty owned by the defaulted purchasers to the banks. The Group's guarantee period commences from the dates of grant of the relevant mortgage loans and ends upon the earlier of the buyer obtained the individual property ownership certificate and the full settlement of mortgage loans by the buyer.

The maximum amount of guarantees given to banks for mortgage facilities granted to the purchasers of the Group's properties at the end of each reporting period is as follows:

	2018	2017
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Guarantees given to banks for mortgage facilities granted to purchasers of the Group's properties	2,204,505	2,511,983

The directors consider that it is not probable that the Group will sustain a loss under these guarantees as the Group can take over the ownerships of the related properties and sell the properties to recover any amounts paid by the Group to the banks. The directors of the Company also consider that the fair market value of the underlying properties is able to cover the outstanding mortgage loans guaranteed by the Group in the event the purchasers default payments to the banks.

The Group has not recognised any deferred income in respect of these guarantees as its fair value is considered to be minimal by the directors of the Company.

35 或然負債

擔保

本集團為若干銀行就本集團物業買方所訂立的按揭貸款而授出的按揭融資提供擔保。根據擔保條款，倘該等買方拖欠按揭付款，則本集團須負責償還欠負的按揭貸款連同違約買方應付予銀行的任何應計利息及罰款。本集團的擔保期由相關按揭貸款授出日期起，直至買家取得個別房產證及全數繳付按揭貸款(以較早者為準)時止。

於各報告期末就本集團物業買方獲授的按揭融資而向銀行作出的最大擔保金額如下：

	2018	2017
	RMB'000	RMB'000
	人民幣千元	人民幣千元

董事認為，由於本集團可接管相關物業的所有權並出售有關物業，以收回本集團向銀行支付的任何金額，因此本集團不大可能因該等擔保而遭致虧損。本公司董事亦認為，倘買方拖欠償還銀行付款，則相關物業的公允市值能彌補本集團所擔保的未償還按揭貸款。

由於本公司董事認為該等擔保的公允價值極低，故本集團並未就該等擔保確認任何遞延收入。

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36 MATERIAL RELATED PARTY TRANSACTIONS

Except for the amount due from related parties as set out in note 21, the other material related party transactions are disclosed as follows:

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wages, salaries and other benefits in kind	工資、薪金及其他實物福利	26,874	25,862
Contribution to defined contribution retirement plans	定額供款退休計劃	404	511
		27,278	26,373

Total remuneration is included in "staff costs" (see note 5(b)).

(b) Applicability of the Listing Rules relating to connected transactions

As set out in note 26(c) and note 27(iii), Mr. Wong Sheung Tak and Mr Wong Choi Hing are controlling shareholders of the Company and therefore, connected persons of the Company under Chapter 14A of the Listing Rules. The personal guarantee constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. However, as the personal guarantee is not secured by any assets of the Group and is conducted on normal commercial terms or better, the personal guarantee is fully exempted from shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.90 of the Listing Rules.

No other related party transactions falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

36 重大關聯方交易

除載於附註21應收關聯方款項外，其他重大關聯方交易披露如下：

(a) 主要管理人員薪酬

本集團主要管理人員薪酬包括附註7所披露向本公司董事支付的金額及附註8所披露向若干最高薪僱員支付的金額，載列如下：

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wages, salaries and other benefits in kind	工資、薪金及其他實物福利	26,874	25,862
Contribution to defined contribution retirement plans	定額供款退休計劃	404	511
		27,278	26,373

薪酬總額載於「員工成本」(請參閱附註5(b))。

(b) 上市規則對關連交易的適用性

載於附註26(c)和附註27(iii)，王雙德先生和王再興先生為本公司控股股東，因此亦為上市規則第十四A章下本公司的關連人士。根據上市規則第十四A章，該擔保人擔保構成本公司的關連交易。然而，由於個人擔保並無本集團任何資產作抵押，並以正常或最佳的商業條款進行，故個人擔保獲完全豁免根據上市規則第14A.90條遵守股東批准、年度審核及所有披露規定。

概無其他關聯方交易屬於上市規則第十四A章所定義的關連交易或持續關連交易。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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37 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

37 公司層面的財務狀況表

		Note	2018	2017
		附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current assets	非流動資產			
Interests in subsidiaries	於子公司的權益		1,498,048	1,865,445
Other non-current financial asset	其他非流動金融資產	16	2,409	13,548
			1,500,457	1,878,993
Current assets	流動資產			
Other receivables	其他應收款項		1,824,837	1,612,795
Cash and cash equivalents	現金及現金等值物		387	1,669
			1,825,224	1,614,464
Current liabilities	流動負債			
Other payables and accruals	其他應付及應計款項		76,778	53,902
Senior notes	優先票據		411,311	1,042,899
Corporate bonds	公司債券		2,944	6,665
			491,033	1,103,466
Net current assets	流動資產淨值		1,334,191	510,998
Total assets less current liabilities	總資產減流動負債		2,834,648	2,389,991

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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37 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (Cont'd)

37 公司層面的財務狀況表(續)

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		Note	
		附註	
Non-current liabilities	非流動負債		
Senior notes	優先票據	1,054,670	390,964
Corporate bonds	公司債券	—	2,590
		1,054,670	393,554
NET ASSETS	資產淨值	1,779,978	1,996,437
Capital and reserves	股本及儲備	32(a)	
Share capital	股本	31,825	31,825
Reserves	儲備	1,748,153	1,964,612
TOTAL EQUITY	權益總額	1,779,978	1,996,437

38 COMPARATIVE FIGURES

The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated except for separately presenting impairment losses on trade and other receivables. Further details of the changes in accounting policies are disclosed in note 1(c).

38 比較數字

本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據已選過渡方式，比較資料不會重列，惟單獨呈列貿易及其他應收款項減值虧損。更多會計政策變動的詳情披露於附註1(c)。

39 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

As at 31 December 2018 and 2017, the directors consider the immediate parent and ultimate controlling party of the Group to be Most Trend Holdings Limited, which is incorporated in the British Virgin Islands with limited liability and beneficially owned by the Controlling Shareholders. This entity does not produce financial statements available for public use.

39 直接及最終控股方

於2018年及2017年12月31日，董事認為本集團直接母公司及最終控股方為至毅控股有限公司，該公司於英屬維爾京群島註冊成立為有限公司並由控股股東實益擁有。該實體並無編製作公開用途的財務報表。

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40 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018

Up to the date of issue of these financial statements, the IASB has issued a few amendments and new standards which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

40 於截至2018年12月31日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響

直至該等財務報表刊發日期，國際會計準則理事會已頒佈若干於截至2018年12月31日止年度尚未生效且並無於該等財務報表採納的修訂及新準則。其中包括以下可能與本集團有關的事項。

	Effective for accounting periods beginning on or after 於以下日期或之後 開始之會計期間生效
IFRS 16, <i>Leases</i> 國際財務報告準則第16號， <i>租賃</i>	1 January 2019 2019年1月1日
IFRIC 23, <i>Uncertainty over income tax treatments</i> 國際財務報告詮釋委員會詮釋第23號， <i>所得稅處理的不確定性</i>	1 January 2019 2019年1月1日
Annual Improvements to IFRSs 2015-2017 Cycle 2015年至2017年週期國際財務報告準則的年度改進	1 January 2019 2019年1月1日
Amendments to IAS 28, <i>Long-term interest in associates and joint ventures</i> 國際會計準則第28號(修訂本)， <i>於聯營公司及合營企業的長期權益</i>	1 January 2019 2019年1月1日

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40 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Cont'd)

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of the IFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for IFRS 16, the actual impact upon the initial adoption of this standard may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standard is initially applied in the Group's interim financial report for the six months ending 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standard is initially applied in that financial report.

IFRS 16, Leases

As disclosed in note 1(l), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

40 於截至2018年12月31日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響(續)

本集團正在評估預期該等修訂、新準則及詮釋對首次運用期間可能產生的影響。截至目前為止，本集團已識別出國際財務報告準則第16號的若干方面可能對合併財務報表造成重大影響，並將其預期影響在下文進行詳細討論。儘管對國際財務報告準則第16號的評估已全面完成，惟由於至今完成的評估乃基於本集團現時可得的資料，故於首次採納該準則時的實際影響可能有別，且於本集團截至2019年6月30日止六個月的中期財務報告中首次應用該準則前亦可能發現進一步影響。本集團亦可能對其會計政策的選擇作出變動(包括過渡選擇)，直至於該財務報告中首次應用該準則。

國際財務報告準則第16號，租賃

誠如附註1(l)所披露，本集團現時將租賃分類為融資租賃及經營租賃，並根據租賃的分類將租賃安排分別入賬。本集團作為出租人訂立部分租約，並作為承租人訂立其他租約。

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40 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Cont'd)

IFRS 16, Leases (Cont'd)

IFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once IFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

IFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

40 於截至2018年12月31日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響(續)

國際財務報告準則第16號，租賃(續)

預期國際財務報告準則第16號將不會大幅影響出租人根據租約將彼等權利及義務入賬的方式。然而，一旦採納國際財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受可行權宜方法的規限，承租人將按與現有融資租賃會計處理方法類似的方式將所有租約入賬，即於租約開始日期，承租人將按日後最低租賃付款的現值確認及計量租賃負債，及將確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債結餘所產生的利息開支及使用權資產折舊，而非根據現有政策於租期內按系統基準確認根據經營租約所產生的租賃開支。作為一項可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃(即租期為12個月或以下)及低價值資產的租賃，於該等情況下，租金開支將繼續於租期內按系統基準確認。

國際財務報告準則第16號將主要影響本集團作為租約承租人就物業、廠房及設備(現時分類為經營租賃)的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租約期間於損益表確認開支的時間。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(Expressed in Renminbi unless otherwise indicated)
(除另有指明外，均以人民幣列示)

40 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Cont'd)

IFRS 16, Leases (Cont'd)

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by IFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in IFRS 16 only to contracts that are entered into on or after the date of initial application. If the practical expedient is not chosen, the Group will need to reassess all of its decisions about which existing contracts are, or contain, leases, using the new definition. Depending on whether the Group elects to adopt the standard retrospectively or follow a modified retrospective method of recognising a cumulative-effect adjustment to the opening balance of equity at the date of initial application, the Group may or may not need to restate comparative information for any changes in accounting resulting from the reassessment.

The Group plans to elect to use the modified retrospective approach for the adoption of IFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information. As disclosed in note 34(b), at 31 December 2018 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB67,475,000 for properties and other assets respectively, the majority of which is payable either between 1 and 5 years after the reporting date or in more than 5 years. Upon the initial adoption of IFRS 16, the opening balances of lease liabilities and the corresponding right-of-use assets will be adjusted to RMB47,975,000, after taking account the effects of discounting, as at 1 January 2019.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of IFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's financial statements from 2019 onwards.

40 於截至2018年12月31日止年度已頒佈但未生效的修訂、新準則及詮釋的可能影響(續)

國際財務報告準則第16號，租賃(續)

國際財務報告準則第16號於2019年1月1日或之後開始之年度期間生效。如國際財務報告準則第16號所允許，本集團計劃運用可行權宜方法豁免現有安排所屬的過往評估並訂定租賃。因此，本集團僅將國際財務報告準則第16號對租賃的新定義應用於首次應用日期或之後訂立的合約。倘並無選擇可行權宜方法，本集團則需要使用新定義重新評估對哪些現有合約為(或包含)租賃而作的所有決定。視乎本集團是否選擇以追溯方式採納準則，或遵從經修訂可追溯方式確認對首次應用當日權益期初結餘的累計效應調整，本集團未必需要重列因重新評估而引致任何會計變動的比較資料。

本集團計劃就採納國際財務報告準則第16號而選用經修訂追溯法，並會於2019年1月1日將首次應用的累計影響確認為權益年初結餘調整，並不會重列比較資料。如附註34(b)所披露，於2018年12月31日，就物業及其他資產而言，本集團的不可撤銷經營租賃下的未來最低租賃款項為人民幣67,475,000元，大部分款項須於報告日期後一至五年內或五年後支付。首次採納國際財務報告準則第16號後，租賃負債及相應使用權資產的年初結餘，經計及折讓影響後，將於2019年1月1日調整至人民幣47,975,000元。

除確認租賃負債及使用權資產外，本集團預期，首次採納國際財務報告準則第16號後將予作出的過渡調整將不屬重大。然而，上述會計政策預期變動可能對本集團自2019年起的財務報表造成重大影響。

INVESTMENT PROPERTIES HELD BY THE GROUP 本集團持有之投資物業

COMPLETED INVESTMENT PROPERTIES

已完工投資性物業

No.	Properties	Type	Term of land	Floor area 樓面面積 sq.m. 平方米	Percentage of interest of the Company 本公司 權益比例
序號	物業	類型	土地年限		
1	Portion of office and commercial of Haode Yinzuo, 18 Zhangjiang South Avenue, Zhanggong District, Ganzhou, Jiangxi Province, PRC 中國 江西省 贛州市 章貢區 章江南大道18號 豪德銀座 辦公及商業的部分	office 辦公 commercial 商業	Medium 中期	1,836 382	100%
2	Guangcai Trade Plaza Convention Center of Ningxiang Trade Center, 2 Yuxing Road, Yutan Town, Ningxiang County, Changsha, Hunan Province, PRC 中國 湖南省 長沙市 寧鄉縣 玉潭鎮玉興路2號 寧鄉商貿物流中心 光彩貿易廣場會展中心	convention center 會展中心	Medium 中期	33,823	100%

INVESTMENT PROPERTIES HELD BY THE GROUP 本集團持有之投資物業

No. 序號	Properties 物業	Type 類型	Term of land 土地年限	Floor area 樓面面積 sq.m. 平方米	Percentage of interest of the Company 本公司 權益比例
3	Portion of Jewel Market and Convention Center of Wuzhou Trade Center, Shundi Avenue, Changzhou District, Wuzhou, Guangxi Zhuang Autonomous Region, PRC 中國 廣西壯族自治區 梧州市 長洲區 舜帝大道 梧州商貿物流中心寶石城及會展中心的部分	convention center 會展中心	Medium 中期	18,250	100%
4	Portion of Small Commodity Market of Zone B of Jining Trade Center, East State Road 105, North Juyu Road, Jining, Shandong Province, PRC 中國 山東省 濟寧市 105國道東、居禹路北 濟寧商貿物流中心B區 小商品城的部分	commercial 商業	Medium 中期	50,481	100%

INVESTMENT PROPERTIES HELD BY THE GROUP 本集團持有之投資物業

No. 序號	Properties 物業	Type 類型	Term of land 土地年限	Floor area 樓面面積 sq.m. 平方米	Percentage of interest of the Company 本公司 權益比例
5	Portion of Comprehensive Exhibition Center, Ganzhou Hydoo Trade Center, Southwest side of Tan Dong Road Two, Northwest Hexie Avenue, Ganzhou, Jiangxi Province, PRC 中國 江西省 贛州市 潭東二路西南側， 和諧大道西北側 贛州毅德商貿物流園 綜合會展中心之部分	commercial 商業	Medium 中期	58,853	100%
6	Portion of Hall 3, Hydoo International Trade Center, 1228 North Second Ring Road, Yulin, Guangxi Zhuang Autonomous Region, PRC 中國 廣西壯族自治區 玉林市 二環北路1228號 毅德國際商貿城 3號館之部分	commercial 商業	Medium 中期	29,733	100%

INVESTMENT PROPERTIES HELD BY THE GROUP 本集團持有之投資物業

No. 序號	Properties 物業	Type 類型	Term of land 土地年限	Floor area 樓面面積 sq.m. 平方米	Percentage of interest of the Company 本公司 權益比例
7	Portion of Hall 5, Hydoo International Trade Centre, 1228 North Second Ring Road, Yulin, Guangxi Zhuang Autonomous Region, PRC 中國 廣西壯族自治區 玉林市 二環北路1228號 毅德國際商貿城 5號館之部分	commercial 商業	Medium 中期	29,313	100%
8	Red Star Macalline Global, Household Shopping Mall in Heze Trade Center, East of National Highway 220, West of Kunming Road, North of Binhe Road, Mudan District, Heze, Shandong Province, PRC 中國 山東省 荷澤市 牡丹區 220國道以東 昆明路以西 濱河路以北 荷澤毅德城 紅星美凱龍全球家居生活廣場	commercial 商業	Medium 中期	54,680	100%

INVESTMENT PROPERTIES HELD BY THE GROUP 本集團持有之投資物業

INVESTMENT PROPERTY IN PROGRESS

在建投資性物業

No.	Properties	Type	Term of land	Floor area 樓面面積 sq.m. 平方米	Percentage of interest of the Company 本公司 權益比例
序號	物業	類型	土地年限		權益比例
I	Zone D of Jining Trade Center, Intersection of State Road 105 and Taibai Road, Jining, Shandong Province, PRC 中國 山東省 濟寧市 105 國道與太白路交匯處 濟寧商貿物流中心 D 區	commercial 商業	Medium 中期	63,396	100%

