



禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

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

Stock Code 股份代號 : 01628.HK



Move Forward
to Success

禹
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踔厲奮發

2022 ANNUAL REPORT
年報



Jiangmen Yuzhou Langham Cloud Land
江門 禹洲·朗廷雲澤



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CORPORATE INFORMATION 公司資料

EXECUTIVE DIRECTORS

Ms. Kwok Ying Lan (was appointed as Chairman on June 24, 2022)
Mr. Lin Conghui
Mr. Lam Lung On (has resigned on June 24, 2022)

NON-EXECUTIVE DIRECTORS

Mr. Lam Lung On (was appointed as Non-executive Director on June 24, 2022)
Mr. Song Jiajun (was appointed as Non-executive Director on March 31, 2023)
Ms. Xie Mei (has resigned on March 31, 2023)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Kwong Siu
Mr. Wee Henny Soon Chiang
Mr. Yu Shangyou (was appointed as Independent Non-executive Director on June 24, 2022)
Dr. Zhai Pu (has resigned on June 24, 2022)

AUDIT COMMITTEE

Mr. Wee Henny Soon Chiang (*Chairman*)
Mr. Lam Kwong Siu
Mr. Yu Shangyou (was appointed as Audit Committee member on June 24, 2022)
Dr. Zhai Pu (has resigned on June 24, 2022)

REMUNERATION COMMITTEE

Mr. Lam Kwong Siu (*Chairman*)
Ms. Kwok Ying Lan (was appointed as Remuneration Committee member on June 24, 2022)
Mr. Wee Henny Soon Chiang
Mr. Lam Lung On (has resigned on June 24, 2022)

執行董事

郭英蘭女士 (於2022年6月24日獲委任為主席)
林聰輝先生
林龍安先生 (已於2022年6月24日辭任)

非執行董事

林龍安先生 (於2022年6月24日獲委任為非執行董事)
宋家俊先生 (於2023年3月31日獲委任為非執行董事)
謝梅女士 (已於2023年3月31日辭任)

獨立非執行董事

林廣兆先生
黃循強先生
于上游先生 (於2022年6月24日獲委任為獨立非執行董事)
翟普博士 (已於2022年6月24日辭任)

審核委員會

黃循強先生 (*主席*)
林廣兆先生
于上游先生 (於2022年6月24日獲委任為審核委員會委員)
翟普博士 (已於2022年6月24日辭任)

薪酬委員會

林廣兆先生 (*主席*)
郭英蘭女士 (於2022年6月24日獲委任為薪酬委員會委員)
黃循強先生
林龍安先生 (已於2022年6月24日辭任)

Corporate Information (Continued)
公司資料(續)

NOMINATION COMMITTEE

Mr. Lam Kwong Siu (*Chairman*)
Ms. Kwok Ying Lan (was appointed as
Nomination Committee member on June 24, 2022)
Mr. Wee Henny Soon Chiang
Mr. Lam Lung On (has resigned on June 24, 2022)

SUSTAINABILITY COMMITTEE

Ms. Kwok Ying Lan (was appointed as Chairman on June 24, 2022)
Mr. Lam Lung On (has resigned as Chairman on June 24, 2022)
Mr. Lin Conghui

COMPANY SECRETARY

Mr. Chiu Yu Kang

AUTHORIZED REPRESENTATIVES

Mr. Lam Lung On
Ms. Kwok Ying Lan

REGISTERED OFFICE

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

提名委員會

林廣兆先生 (*主席*)
郭英蘭女士 (於2022年6月24日獲委任為
提名委員會委員)
黃循強先生
林龍安先生 (已於2022年6月24日辭任)

可持續發展委員會

郭英蘭女士 (於2022年6月24日獲委任為主席)
林龍安先生 (已於2022年6月24日辭任主席)
林聰輝先生

公司秘書

邱于廣先生

授權代表

林龍安先生
郭英蘭女士

註冊辦事處

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

Corporate Information (Continued) **公司資料 (續)**

PRINCIPAL ADMINISTRATION AND MANAGEMENT CENTERS IN THE PRC

Yuzhou Plaza
299 Jingang Road
Pudong New District
Shanghai
People's Republic of China

Yuzhou Plaza
Keyuan North Road
Nanshan District
Shenzhen
People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 5801-02, 58/F
The Center
99 Queen's Road Central
Central
Hong Kong

COMPANY'S WEBSITE

<https://yuzhou-group.com/>

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

中國主要行政及管理中心

中華人民共和國
上海
浦東新區
金港路299號
禹洲廣場

中華人民共和國
深圳
南山區
科苑北路
禹洲廣場

香港主要營業地址

香港
中環
皇后大道中99號
中環中心
58樓5801-02室

本公司網址

<https://yuzhou-group.com/>

主要股份過戶登記處

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

Corporate Information (Continued)
公司資料(續)

HONG KONG SHARE REGISTRAR

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

AUDITOR

Prism Hong Kong and Shanghai Limited
Registered Public Interest Entity Auditor
Units 1903A-1905, 19/F, 8 Observatory Road
Tsim Sha Tsui, Kowloon, Hong Kong

LEGAL ADVISORS

Paul Hastings (as to Hong Kong law)
Conyers Dill & Pearman (as to Cayman Islands law)

PRINCIPAL BANKERS

Industrial and Commercial Bank of China
China Construction Bank Corporation
Agricultural Bank of China
Bank of China
Bank of China (Hong Kong)
Hongkong and Shanghai Banking Corporation
Hang Seng Bank
China CITIC Bank International

香港證券登記處

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

核數師

上會栢誠會計師事務所
註冊公眾利益實體核數師
香港九龍尖沙咀
天文臺道8號19樓1903A-1905室

法律顧問

普衡律師事務所(關於香港法律)
Conyers Dill & Pearman(關於開曼群島法律)

主要往來銀行

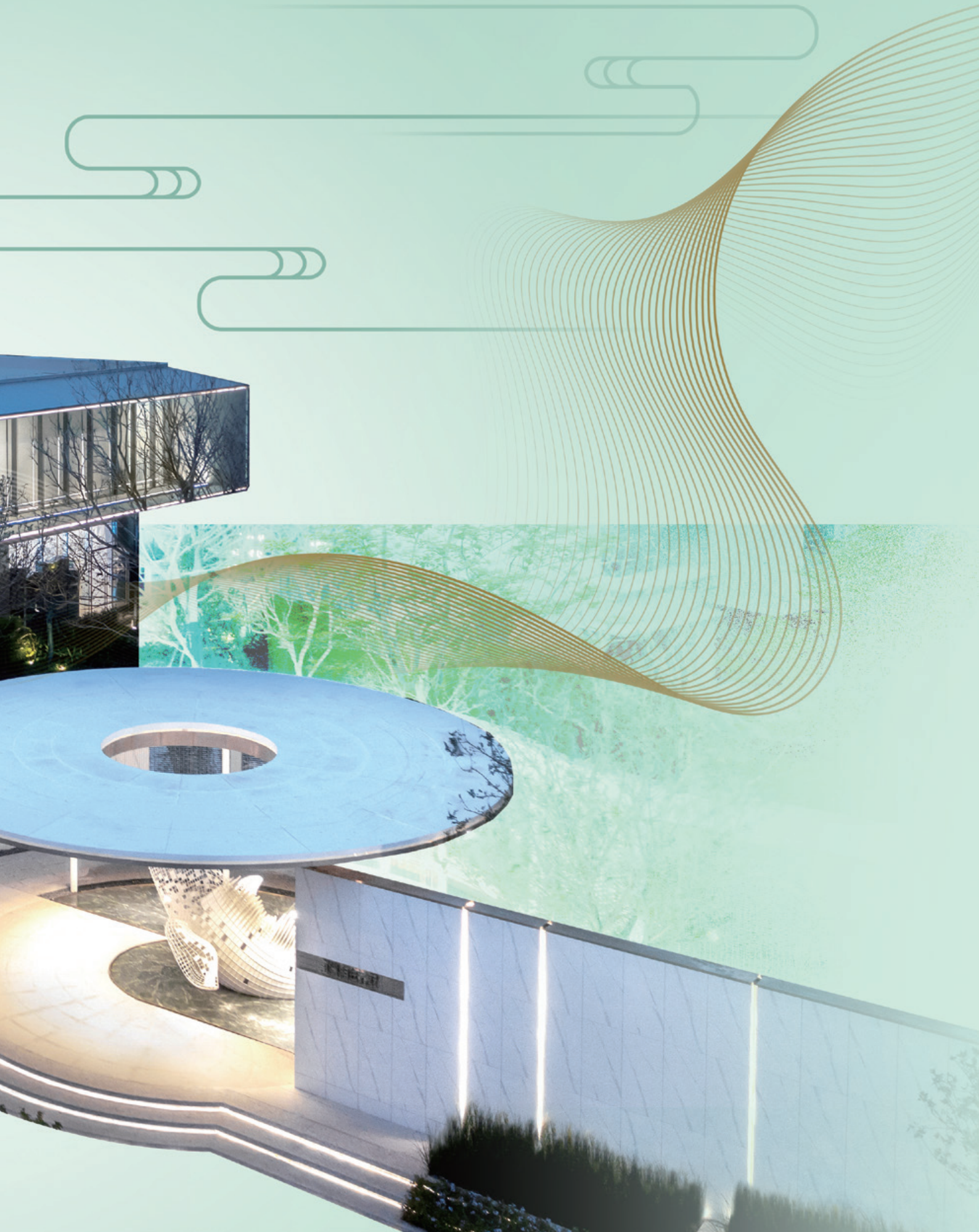
中國工商銀行
中國建設銀行
中國農業銀行
中國銀行
中國銀行(香港)
滙豐銀行
恒生銀行
中信銀行(國際)



Chairman's Statement

主席報告





CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

On behalf of the board of directors of Yuzhou Group Holdings Company Limited ("Yuzhou Group" or the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (the "Group") for the year ended December 31, 2022 for your review.

In 2022, affected by regional conflicts, rising energy prices, inflation and shrinking consumer demand due to trade frictions, global economic development went through a turbulent cycle and put China's export trade under greater pressure. The domestic economy also saw a decline in development growth due to factors such as epidemic policy adjustments and sluggish growth in external demand. According to the National Bureau of Statistics (the "NBS"), China recorded a gross domestic product ("GDP") of RMB121,020.7 billion in 2022, with a year-on-year growth rate dropping to 3.0%. Against such a backdrop, the real estate industry consumption was weak and liquidity of enterprises remained under pressure, resulting prudent attitude in land acquisition and a sluggish land auction market. The real estate market performance weakened on both the supply and demand side, with sales, financing and investment scales at their lowest levels in recent years. In 2022, the sales of commodity housing totaled RMB13,330.8 billion with a year-on-year drop of 26.7%, of which, residential sales stood at RMB11,674.7 billion with a year-on-year fall of 28.3%. China saw its real estate developers have RMB14,897.9 billion available, amounting to a year-on-year retreat of 25.9%. Specifically, domestic loans were RMB1,738.8 billion with a year-on-year slump of 25.4%; deposits and receipts in advance amounted to RMB4,928.9 billion with a year-on-year decline of 33.3%; and personal mortgage loans stood at RMB2,381.5 billion with a year-on-year decrease of 26.5%.

Faced with the difficulties of the downward slope of industry development cycle, Yuzhou Group neither took the laid-back attitude nor gave up, but struggled hard, dealt with challenges and difficulties bravely in all aspects and forged ahead. In 2022, in order to relieve the Company's liquidity pressure, Yuzhou Group took advantage of the market situation and disposed 85.64% of the entire issued share capital of Keen Choice Limited, and the entire share capital of Yuzhou Property Services Co., Limited, both the subsidiaries of the Group. With proactive coordination from relevant government departments and extensive support from investors, Yuzhou Group was also able to secure the rollover of its domestic corporate bonds. These positive initiatives have relieved certain short-term cash flow pressure of the Company and bought valuable time for its viability and development.

尊敬的各位股東：

本人謹代表禹洲集團控股有限公司（「禹洲集團」或「本公司」）之董事會，欣然提呈本公司及附屬公司（「本集團」或「集團」）截至2022年12月31日止之全年業績，請各位股東審閱。

2022年，受地區衝突、能源價格上漲、通貨膨脹以及貿易摩擦導致的消費需求萎縮影響，全球經濟發展穿越動盪週期，使得我國出口貿易面臨較大壓力。國內經濟因疫情政策調整、外需增長乏力等因素，發展增速也有所下滑。據國家統計局數據顯示，2022年，國內生產總值（Gross Domestic Product，「GDP」）達人民幣1,210,207億元，同比增速下降至3.0%。在此背景下，房地產行業消費呈疲軟態勢、企業現金流持續承壓、投資拿地十分謹慎、土拍市場低迷，房地產市場表現供需兩端均走弱，銷售、融資、投資規模等數據為近年來最低水平。2022年，全國商品房銷售額為人民幣133,308億元，同比下降26.7%，其中住宅銷售額為人民幣116,747億元，同比下降28.3%。房地產開發企業到位資金為人民幣148,979億元，同比下降25.9%。其中，國內貸款為人民幣17,388億元，同比下降25.4%；定金及預收款為人民幣49,289億元，同比下降33.3%；個人按揭貸款為人民幣23,815億元，同比下降26.5%。

面對行業發展下行週期的困境，禹洲集團不躺平、不放棄、努力奮鬥、堅守崗位、敢於作為，勇於應對各方面的挑戰，攻堅克難，砥礪前行。2022年，為緩解公司流動性壓力，禹洲集團把握市場行情，出售了集團附屬公司健采有限公司全部已發行股本之85.64%股本及禹洲物業服務有限公司全部股本；在政府相關部門的積極協調以及投資者的廣泛支持下，禹洲集團境內公司債也得以順利完成展期，這些積極舉措緩解了公司部分短期的現金流壓力，為公司的生存和發展爭取到了寶貴的時間。

Chairman's Statement (Continued)
主席報告 (續)



Shaoxing Yuzhou Yinyue Mansion
紹興 禹洲·印樾府

At the same time, Yuzhou Group actively promoted sales through organizing activities. In the face of the severe environment of the industry, Yuzhou Group rose to the occasion to concentrate on marketing, with an aim to ride on the real estate market dynamics and to boost the consumer sentiment of home buyers. Its marketing campaigns throughout the year were themed with popular topic during each quarter. The “Settling Down at Hometown Festival” (返鄉安家季) in the first quarter made it possible to carry on business during the Spring Festival season, while “Yu Neighbor Fun Festival” (禹鄰樂活季) in the second quarter showcased a wonderful tour of high-quality properties nationwide, which, together with the Ace Live Streamer Creation Camp (王牌主播創造營) of “Yulife Live Project” (禹生活LIVE計劃) in the third quarter and National Day Carnival High Fun Shopping (國慶狂歡嗨FUN購) and “Housing Rush Festival”

同時，禹洲集團積極組織開展項目銷售去化，在面對行業嚴峻發展的背景下，禹洲集團迎難而上、聚力營銷，以房地產市場動態與提振購房者心理為主要導向，以季度性熱點話題貫穿全年營銷打法，一季度的「返鄉安家季」讓新春置業不打烊，第二季度的「禹鄰樂活季」展現全國精品樓盤美好巡禮，三季度「禹生活LIVE計劃」的王牌主播創造營，以及四季度的「全民賞金季」之國慶狂歡嗨FUN購、「雙十一搶房節」，將活動逐漸推向高潮。在營銷實戰方面，集團營銷及各城市營銷負

Chairman's Statement (Continued) 主席報告 (續)

(雙十一搶房節) of the “Profit for All Citizens on Double 11” (全民賞金季) in the fourth quarter, gradually brought the marketing campaigns to a climax. In terms of marketing practice, the Group's marketing managers and the marketing leaders of each city went deep into the front line to supervise the sales performance, studied the market situation based on the conditions of the project, and actively formulated the marketing strategy in line with the project by taking into consideration the latest local policies, forming a dynamic research and judgment mechanism of “one policy for one project and review every day” (一項目一政策，一日一複盤). Through these measures, the Group astutely captured the market trend and formulated timely response plans to seize the revenue, laying a solid foundation for the Group's sales. In terms of innovative marketing initiatives, in order to improve the innovation and professionalism of the marketing team, Yuzhou Group, following the trend of the times with due consideration to the current operation concept of “viewership data dominating everything” of the Internet, launched an innovative marketing competition, namely the “Yuzhou Ace Live Streamer Creation Camp” (禹洲王牌主播創造營) for its front-line marketing personnel across the country. Since the start of the “Yuzhou Ace Live Streamer Creation Camp” (禹洲王牌主播創造營), the participating teams nationwide have released nearly 60 short videos and carried out over 150 livestreaming activities, with a total of over 1.3 million hits and thousands of online inquiries, successfully attracting widespread attention from the industry and customers and establishing a good brand image and reputation for the Company. As of December 31, 2022, Yuzhou Group's accumulated contracted sales amounted to RMB35,608.28 million. The GFA of contracted sales amounted to 2,016,320 sq.m. and the contracted average selling price was approximately RMB17,660 per sq.m..

責人深入一線督戰銷售業績，根據項目的實際情況，研判市場行情，並結合當地最新的政策，積極制定符合項目的營銷策略，形成「一項目一政策，一日一複盤」動態研判機制，敏銳捕捉房地產市場動向，及時制定應對方案搶抓搶收，為集團的銷售打下堅實的基礎。營銷創新方面，禹洲集團為提升營銷團隊創新力與專業力，順應時代發展趨勢，結合當下互聯網「流量為王」的運營理念，針對全國營銷一線人員開展了「禹洲王牌主播創造營」創新營銷競賽，自「王牌主播創造營」開營以來，全國參賽團隊共發佈短視頻近60個，直播超150餘場，總熱度超過130萬，線上諮詢人數多達數千人次，成功吸引了行業及客戶的廣泛關注，為公司樹立了良好的品牌形象和口碑。截至2022年12月31日止，禹洲集團累計實現合約銷售金額達人民幣356億828萬元，合約銷售面積為2,016,320平方米，合約銷售均價約為每平方米人民幣17,660元。



Chairman's Statement (Continued)
主席報告 (續)

At the start of 2022, Yuzhou Group launched its “well-pleasing delivery” plan in the new year, which sounded the horn of “guaranteeing project completion, guaranteeing housing delivery”. On the basis of the “well-pleasing delivery” system that we strived to build, we refined and upgraded the whole process of well-pleasing delivery such as signing waiting period, site open day, service meeting, product delivery and post-delivery maintenance stage, to keep an eye on the quality of housing for the owners throughout the process, starting from various inspection mechanisms in the housing design dimension, construction stage and the process of construction and sale. Confronted by a host of adverse factors such as an increasingly grim operating environment and recurrent COVID-19 epidemic, Yuzhou Group remained active to deliver on its commitment, prevailed over difficulties and obstacles for comprehensive project resumption, and carried out project construction and management in strict accordance with the Group’s protocol guidelines, including plan review and model review, in an effort to realize the ideal housing design and respond to expectations with realistic scenes.

2022年新春伊始，禹洲集團即發佈2022年「美好交付」計劃，全面吹響「保竣備、保交付」的號角。在延續過往傾力打造的「美好交付」體系基礎上，精益求精，從房屋設計維度、建造施工階段和在建在售過程中的各類檢查機制開始，涵蓋簽約等待期、工地開放日、服務見面會、產品交付和交付後維保階段的全流程美好交付場景進行了精細化升級，全程替業主把關房屋質量。面對行業經營環境日趨嚴峻及新冠疫情反覆等多種不利因素，禹洲集團始終積極履行承諾，克服重重困難與阻礙使得各項目全面復工復產，嚴格按照集團規程指引進行項目建設與管理，包括方案評審、樣板點評等，力求將理想圖紙一一勾勒，用實景回應期待。



Suzhou Yuzhou Mansion East Land
蘇州 禹洲·嘉譽東境苑

Chairman's Statement (Continued) 主席報告 (續)

In 2022, Yuzhou Group completed nearly 70 projects and batches, delivering more than 31,000 units and meeting all its project delivery targets. Nanjing Yuzhou Upper East Side Garden project experienced several times of COVID-19 epidemic control during the period from construction to delivery, which affected the arrival of construction materials and construction personnel. Under such a difficult external situation, the project team still maintained the spirit of “never abandon, never give up” (不拋棄、不放棄), to communicate with partners and suppliers, integrate internal and external resources, tackle difficulties, and actively resolve the project construction and acceptance issues. Shanghai Yuzhou Luxury Mansion succeeded in its race against time and COVID-19 with smooth delivery in the first half of 2022, whilst Nanjing Yuzhou Upper East Side Garden, Suzhou Yuzhou Genius Leading, Zhangzhou Yuzhou Castle above City, Zhongshan Yuzhou Lang Garden and other projects delivered their units at record high rates. Dedicated to high-quality delivery with consistent craftsmanship, Yuzhou Group met property owners' expectations for a better life in a professional manner with considerate services in every detail and won their recognition.

2022年，禹洲集團累計實現近70個項目批次竣工，順利美好交付房源超31,000套，各項目交付目標均100%達成。其中南京禹洲·上東逸境項目，從開建到交付，期間經歷多次新冠疫情管控，項目施工材料到貨及施工人員到崗備受影響，在如此惡劣的外部形勢之下，項目團隊仍舊保持著「不拋棄、不放棄」的精神，溝通合作方與供應商，整合內外部資源、攻堅克難，積極解決項目施工與驗收事宜；上海禹洲·雍錦府在保交付戰「疫」的跑道上戰勝了時間，於2022年上半年順利完成交付；南京禹洲·上東逸境、蘇州禹洲·山雲庭、漳州禹洲·城上城、中山禹洲·朗景花園等多項目集中交付期交付率創歷年新高。禹洲集團始終以高質量的匠心質量和交付環節的「臻」心服務，將服務體現在每一個細緻入微的細節中，以專業態度兌現業主對美好生活的期許，深受業主讚譽。



Xiamen Yuzhou Wyndham Grand Plaza Royale Hotel
廈門 禹洲温德姆至尊豪庭大酒店

Chairman's Statement (Continued)
主席報告 (續)



Shanghai Yuzhou Luxury Mansion
上海 禹洲·雍錦府

The real estate industry is in a period of tremendous change and development. Regardless of the market environment, Yuzhou Group has always firmly believed that Yuzhou Commercial Company ("Yuzhou Commercial") is one of the critical foundations for the Group's future development. Seizing the opportunity to accelerate the layout and integration of commercial real estate, Yuzhou Commercial's top priority is to bolster its commercial operations and improve its commercial services. In 2022, Yuzhou Commercial focused on the opening of two major commercial projects. In October, Xiamen Yuyue World was grandly opened, with 19 commercial detached villas in a staggered distribution of "one building, one product" (一棟一品), enjoying ecological landscaping and view of bay and sea, creating a "non-standard" (非標) commercial complex in Xiamen. In December, targeting the new generation, Nanjing Yuyue Li was launched under the concept of gift box, with the theme of revealing surprise to Nanjing. As the first ingenious work of Yuzhou Commercial in Nanjing, Nanjing Yuyue Li is positioned as a new trendy and vibrant center for the community and is dedicated to building a model of small and beautiful commercial center in Nanjing. The membership of the whole system of Yuzhou Commercial's shopping centers was refreshed and upgraded in 2022, moving towards the first stage of "Comprehensive Digitalization". Meanwhile, adhering to the "Warm Yuzhou-style Service", from parking lots to office buildings, from lobbies to elevators, Yuzhou Commercial integrated its 360° extreme refined service into commercial office building service with warmth, grace, precision and depth.

當下房地產行業處於巨大變革的發展時期，無論在怎樣的市場環境下，禹洲集團始終堅定認為，禹洲商業是集團未來發展的重要根基之一。在商業地產迎來加速佈局與整合的機遇下，禹洲商業的重中之重是扎實商業運營，提升商業服務。2022年，禹洲商業重點打造開業2大商業項目：10月，廈門禹悅天地盛大開業，19座商業獨棟別墅「一棟一品」錯落排布、生態園林景觀、一線灣海雙景，打造廈門「非標」商業；12月，南京禹悅里聚焦新生代應市而來，以禮盒開箱為靈感，驚喜層層揭秘、獻禮南京。作為禹洲商業首進金陵的匠心之作，南京禹悅里定位社區新潮活力中心，致力打造南京小而美商業典範。2022年，禹洲商業購物中心全體系會員煥新升級，邁向「全面數字化」第一階段。與此同時，秉承著「有溫度的禹洲式服務」理念，從停車場到辦公樓，從大堂到電梯，禹洲商業將溫度、氣度、精度、深度等精細化服務融入商業寫字樓服務中，匠心營造360°極致服務力。

Chairman's Statement (Continued) 主席報告 (續)

Facing the development tide of fierce competition in commercial real estate, Yuzhou Commercial thoroughly understands the vitality of the city, extracts the inner core of "Dynamic" (靈動) from the infinite variations of water to develop the brand concept of "Dynamic Business" (靈動商業), and shapes three product lines as the "Yu Yue" brand for shopping centers, "Yuzhou Plaza" brand for office buildings and shopping streets, so as to meet the needs of various consumption groups in cities. The Yuzhou property investment projects, whose business is mainly operated in economically developed areas such as the West Strait Economic Zone, Yangtze River Delta Region and the Greater Bay Area, currently cover areas of Shenzhen, Shanghai, Hangzhou, Xiamen, Suzhou, Nanjing, Hefei, Wuhan and Quanzhou. There were 32 projects under operation and 9 projects in preparation period, 41 projects in total with a commercial area of over 1.74 million sq.m., where shopping center, office building and community business accounted for 62%, 20% and 18%, respectively. Operational projects covered over 1,000 cooperative brands and approximately 1,600 strategic alliance brands.

2023 is a year full of hope. Under the keynote of "houses are for living in instead of speculation", the trend of easing policy is obvious and higher degree of easing trend is expected. The pillar role of the real estate industry as an economic stabilizer and ballast stone is once again valued. It is hoped that the real estate industry will be truly out of the doldrums and into a virtuous cycle, which will depend on the long-term healthy and stable sustainable development of the economy, the recovery of consumer confidence and the enhancement of purchasing power, as well as the improvement of product quality, product design and service quality that reflect personalization, differentiation and humanization of products. The real estate industry, which is about to enter the stage of differentiation by city, clientele and product, may start a new round of "differentiated recovery" (分化式復甦) development journey. Yuzhou has been established for nearly thirty years, and looking back on the storms it had experienced, the core strengths of Yuzhou Group to grow steadily and pull through hardships lie in the high priority given to cash flow efficiency and safety, product cost efficiency and cost optimization, and the unity of intrinsic corporate values as well as a pragmatic and practical work style.

面對激烈的商業地產競爭發展大潮，禹洲商業洞悉城市生命力所在，從水的萬千變化中萃取出「靈動」的內核，打造「靈動商業」品牌理念，構建了「禹悅」品牌購物中心、「禹洲廣場」品牌寫字樓、商業街三條產品線，滿足城市多元群體消費需求。目前，禹洲物業投資項目已進入深圳、上海、杭州、廈門、蘇州、南京、合肥、武漢及泉州等地，業務主要集中在海西經濟區、長三角區域和大灣區等經濟發達地區，擁有已開業項目32個及籌備期項目9個，共41個項目，打造商業面積超174萬平方米，其中購物中心、寫字樓及小區商業業態的佔比分別為62%、20%及18%，合作品牌超1,000個、戰略聯盟品牌約1,600個。

2023年，這是一個充滿希望的一年。在「房住不炒」大的背景基調下，政策面的寬鬆趨勢已十分明確，並有望延續加碼。房地產行業作為經濟穩定器和壓艙石的支柱性作用，再次得到重視。房地產行業真正走出低谷，步入良性循環，有賴於經濟長期健康穩定的可持續發展，有賴於廣大消費者信心的恢復和購買力的提升，還有賴於產品品質、產品設計、服務質量等體現產品個性化、差異化、人性化的產品力提升。即將步入城市分化、客群分化、產品分化深水區的房地產行業，或將開啟新一輪「分化式復甦」發展征程。禹洲成立近三十載，回望過去經歷的風風雨雨、坎坎坷坷，禹洲集團能夠穩步成長發展壯大並在數次危機中轉危為安，核心優勢在於高度重視企業現金流效率和安全，高度重視產品性價比和成本最優解，高度重視企業的內在價值觀統一和務實落實的工作作風。

Chairman's Statement (Continued)
主席報告 (續)

In the new growth cycle of the industry, Yuzhou Group will adhere to its initial aspiration of founding and the internal development logic of business and industry, and will continue to attach great importance to corporate cash flow safety and profitable growth, focus on product quality, and insist on a pragmatic and practical work style, forging its "inner core" such as intrinsic quality, team strength, strategic layout, so as to create a core competitive advantage that matches its own genetic development. Yuzhou Group will continue to uphold its presence in and in-depth cultivation of tier-1 and tier-2 cities, to strive for long-term "going concern", "living better" and "living longer" via a "moderate and excellent" and "less but more competitive" development trail.

在行業新一輪的成長週期下，禹洲集團將回歸創業的初心，回歸商業和行業內在的發展邏輯，繼續高度重視企業現金流安全，高度重視企業的盈利性增長，堅守產品品質，堅持務實落實的工作作風，持續鍛造企業內在質素、團隊戰力和戰略佈局等方面的「內核」，打造匹配自身基因發展的核心競爭優勢。禹洲集團將繼續秉持一二線核心城市佈局及深耕效應，以「小而美」、「少而精」的發展路線，爭取長期的「活下去」、「活得更好」、「活得更久」。

Kwok Ying Lan
Chairman

March 31, 2023

郭英蘭
主席

2023年3月31日



Shaoxing Yuzhou Yinyue Mansion
紹興 禹洲 • 印樾府



Management
Discussion and Analysis
管理層之討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

MARKET AND BUSINESS REVIEW

In 2022, under the influence of comprehensive factors such as the COVID-19 and geopolitical conflict, global economic development further slowed down, inflation soared and consumption was constrained. As a result, international demand continued to contract and gross domestic product (“GDP”) growth dipped to 3.0%. The epidemic rebounded in many cities in the first half of the year, and the epidemic control policy began to be gradually released in the fourth quarter. Residents were uncertain about the future economic development and policy adjustment, and they preferred having more precautionary reserves than to consumption, especially for costly residential investment and consumption. Home buyers took greater prudent attitude.

Due to the economic recession, rising unemployment rate, declining income of residents and weakening consumption power, the “halt mortgage payments” (停貸斷供) happened in July 2022 in many regions, making the market plunge to the freezing point. The Group’s contracted sales and average selling price also declined to a certain extent in the second half of the year, dropped 72.0% and 21.2% respectively compared to the same period last year, and decreased 30.0% and 8.0% respectively compared to the first half of 2022. Subsequently, the national policy emphasized the need to stabilize the real estate market, ensure the delivery of housing and people’s well-being. In the fourth quarter, it was clearly stated several times that “real estate is the pillar industry of the national economy”, but the confidence in the industry has hit rock bottom, the sentiment of wait-and-see has spread and the demand has decreased. Even if the price reduction and promotion measures were taken to stimulate the demand side, it is difficult to curb the continuous decline in sales. As a result, the sales of national commercial properties fell by 26.7% year-on-year to RMB13,330.8 billion in 2022, while the prices of new and second-hand residential properties across the country dropped by varying degrees, and the sales volume of the top 100 real estate companies decreased by more than 40%, plunging the real estate industry into a heavy downturn.

市場及業務回顧

2022年，受新冠疫情、地緣政治衝突等綜合性因素影響，全球經濟發展進一步下滑，通脹驟增、消費受限，國際需求持續收縮，國內GDP增速亦下降至3.0%。上半年多地疫情反彈，四季度疫情管控政策開始逐步放開，居民對未來經濟發展及政策調整持不確定性態度，傾向於選擇增加預防性儲蓄而降低消費，尤其是對大額的住房投資與消費，購房者行為更加謹慎。

由於經濟不景氣，失業率上升，居民收入下滑，消費能力減弱，2022年7月多地開始出現「停貸斷供」風波，使得市場進一步急速下行、跌至冰點，本集團的合約銷售金額和均價在步入下半年後也出現一定幅度的下滑，較去年同期分別下降72.0%及21.2%，較2022年上半年分別下降30.0%及8.0%。隨後國家政策強調要穩定房地產市場，保交樓、穩民生，四季度更是多次明確表態「房地產是國民經濟支柱產業」地位，但行業信心已降至低谷，觀望情緒蔓延，需求端逐漸失力，即使採取商品房降價促銷刺激措施，也難以抑制銷售端持續下滑態勢。最終導致2022年全國商品房銷售額同比下降26.7%至人民幣133,308億元，全國新建及二手住宅價格均出現了不同程度的跌幅，百強房企銷售量更是下滑超四成，房地產行業市場表現陷入重度低迷狀態。

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)



Jiangmen Yuzhou Langham Cloud Land
江門 禹洲 • 朗廷雲澤

In terms of cash flow, the cash collection from selling units of property developers slowed down due to the continuous contraction and downturn of the sales market. Coupled with the risk management on delivery insurance, strict condition requirements on sales proceeds, collection cycles have been further prolonged, thus the sales proceeds have been falling down under pressure. Although China has successively promulgated and implemented a number of financing support policies for the real estate industry since the beginning of 2022, such as “lower interest rate and reserve ratio”, “special loans aimed at ensuring housing project delivery”, “16-point set of financial measures” and “three arrows”, the financing channels for private developers were not relaxed and opened indeed, and new loan financing was still limited. In addition, the relevant construction payments, principal and interest repayments of outstanding debts and other rigid expenses consumed the property developers’ cash continuously, leading the cash flow remain at a low level and a tight capital chain all year round.

現金流方面，銷售市場的持續性萎縮和低迷，導致房地產企業銷售房源產生的現金回款同幅度下滑，疊加「保交付」的風險管控，對房企銷售回款條件嚴格要求，進一步延長了銷售回款週期，使得銷售回款持續承壓下行。儘管自2022年初開始，國家陸續頒佈及實施了「降息降准」、「保交樓專項借款」、「金融16條」、「三支箭」等多項針對房地產行業的融資支持政策，而實際上民營地產公司融資渠道並未有實質性放鬆和打開，新增貸款融資依然受限。另一方面，房地產企業相應的工程款、存量債務本金及利息償付等剛性開支，持續不斷地消耗企業現金存量，使得現金流持續在低位徘徊運行，資金鏈常年呈緊繃狀態。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

The stresses of slow moving sales, limited new financing, debt repayment pressure and other factors made the real estate enterprises very cautious about the investment in land acquisition. Thus, the land auction market remained sluggish throughout 2022, with both land supply and demand weakening and the price and volume of transactions running at a low level. Statistics showed that in 2022, the national investment in real estate development was RMB13,289.5 billion, decreased by 10.0% year-on-year.

OVERALL PERFORMANCE

During the year, the revenue of the Group was RMB26,737.24 million, down by 1.23% year-on-year. The loss attributable to owners of the parent for the year was RMB12,014.86 million. The total equity decreased by 39.42% to RMB25,075.36 million. The Board does not recommend the payment of a final dividend for the year ended December 31, 2022.

SALE OF PROPERTIES

During the year, the Group's revenue from property sales was RMB26,288.91 million, accounting for 98.32% of the total revenue of the Group. The Group delivered a total gross floor area ("GFA") of approximately 1,882,837 sq.m.. The average selling price of the properties delivered and recognized as property sales in 2022 was RMB13,962 per sq.m..

The Group's recognized revenue from property sales derived from a number of regions across the country, including the Yangtze River Delta Region, West Strait Economic Zone, Central China Region, Bohai Rim Region, Guangdong – Hong Kong – Macao Great Bay Area (the "Greater Bay Area") and Southwest Region, which contributed 56.58%, 17.99%, 7.87%, 6.44%, 6.09% and 5.03% of the recognized revenue, respectively. The Yangtze River Delta Region, in particular, continued to stand as the principal contributor. Going forward, the Group will stick to its strategy of "Leading with Locality Development", facilitate synergetic development of various regions and inject more diversity into the revenue streams of the Group.

在行業銷售端持續低迷、新增融資受限、債務償還壓力等因素影響下，房地產企業對投資拿地十分謹慎，受此影響2022年全年土拍市場低迷為主基調，土地供給和需求雙雙走弱，成交價及成交量低位運行。數據顯示，2022年，全國房地產開發投資額為人民幣132,895億元，同比下降10.0%。

整體表現

年內，本集團的收入為人民幣267億3,724萬元，按年下降1.23%。年度母公司擁有人應佔虧損為人民幣120億1,486萬元。總權益下降39.42%至人民幣250億7,536萬元。董事會不建議派發截止2022年12月31日止年度之末期股息。

物業銷售

年內，本集團的物業銷售收入達人民幣262億8,891萬元，佔集團總收入的98.32%。交付的物業總建築面積約為1,882,837平方米。2022年交付及確認銷售的物業平均銷售價格，為每平方米人民幣13,962元。

本集團的物業銷售確認收入在區域分佈上，包括長三角區域、海西經濟區、華中區域、環渤海區域、粵港澳大灣區（「大灣區」）及西南區域，分別貢獻確認金額的56.58%、17.99%、7.87%、6.44%、6.09%及5.03%。其中，長三角區域仍然是主要的貢獻區域。未來，集團將繼續秉持著「區域深耕」的戰略，優化重點區域發展，為集團帶來更加持續的收入貢獻。

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)

The recognized sales and GFA sold in each region in 2022 are set out in the following table:

下表載列各區域於2022年的確認銷售金額及面積：

Name of regions	區域名稱	Amount (RMB'000) (人民幣千元)	Saleable GFA 可供銷售的 建築面積 (sq.m.) (平方米)	Average Selling Price (after tax) 稅後 平均售價 (RMB/sq.m.) (人民幣/平方米)
West Strait Economic Zone	海西經濟區	4,729,341	434,266	10,890
Yangtze River Delta Region	長三角區域	14,873,624	924,518	16,088
Bohai Rim Region	環渤海區域	1,693,394	116,668	14,515
Central China Region	華中區域	2,067,946	120,323	17,187
Greater Bay Area	大灣區	1,602,511	152,259	10,525
Southwest Region	西南區域	1,322,091	134,803	9,808
Total sales of properties recognized	已確認物業銷售總計	26,288,907	1,882,837	13,962



Qingdao Yuzhou Langham Bay
青島 禹洲·朗廷灣

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

The recognized sales and GFA sold in each region in 2021 are set out in the following table:

下表載列各區域於2021年的確認銷售金額及面積：

Name of regions	區域名稱	Amount 金額 (RMB'000) (人民幣千元)	Saleable GFA 可供銷售的 建築面積 (sq.m.) (平方米)	Average Selling Price (after tax) 稅後 平均售價 (RMB/sq.m.) (人民幣/平方米)
West Strait Economic Zone	海西經濟區	3,032,169	335,642	9,034
Yangtze River Delta Region	長三角區域	19,707,598	1,179,110	16,714
Bohai Rim Region	環渤海區域	259,177	20,774	12,476
Central China Region	華中區域	1,929,642	139,135	13,869
Greater Bay Area	大灣區	1,307,558	135,841	9,626
Total sales of properties recognized	已確認物業銷售總計	26,236,144	1,810,502	14,491

CONTRACTED SALES

As of December 31, 2022, the Group's accumulated contracted sales amounted to approximately RMB35,608.28 million. The GFA of contracted sales amounted to 2,016,320 sq.m. and the contracted average selling price was approximately RMB17,660 per sq.m..

In 2022, the Yangtze River Delta Region recorded contracted sales of RMB17,189.46 million, accounting for 48.27% of the Group's total contracted sales. Specifically, Shanghai, Hangzhou, Suzhou, Hefei and Wuxi constituted the core cities of our footprint in this region, contributing aggregate contracted sales of RMB13,391.71 million, which fully demonstrated the stellar performance of the Group's locality development strategy in the Yangtze River Delta Region. The total contracted sales of the Bohai Rim Region and West Strait Economic Zone amounted to RMB10,027.36 million, accounting for 28.16% of the Group's total contracted sales. The Greater Bay Area, Southwest Region and Central China Region, also contributed total contracted sales in the amount of RMB8,391.45 million, accounting for 23.57% of the Group's total contracted sales.

合約銷售

截至2022年12月31日，集團累積合約銷售金額約為人民幣356億828萬元。合約銷售面積為2,016,320平方米，合約銷售均價約為每平方米人民幣17,660元。

2022年，長三角區域的合約銷售達人民幣171億8,946萬元，佔集團整體合約銷售金額的48.27%，依然是集團合約銷售貢獻佔比較大的區域。其中上海、杭州、蘇州、合肥及無錫作為該區域的核心佈局城市，合共貢獻合約銷售金額達人民幣133億9,171萬元，集團於長三角區域業務深耕卓有成效。環渤海區域及海西經濟區合共實現合約銷售金額達人民幣100億2,736萬元，佔集團合約銷售總額的28.16%。大灣區、西南區域及華中區域，合約銷售總額為人民幣83億9,145萬元，佔集團合約銷售總額的23.57%。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

In 2022, due to the impact of the COVID-19 epidemic and staggering domestic economy, the real estate market has suffered from continuous weak demand and sales contraction. In the face of severe turbulence of the industry cycle, Yuzhou Group made arduous efforts instead of taking the laid-back attitude, keenly perceived the changes in the market environment and actively captured the market trend. Through frequently carrying out national house-purchasing festival activities from “Settling Down at Hometown Festival” (返鄉安家季) in Spring Festival, “Yu Neighbor Fun Festival” (禹鄰樂活季) and “Yu Neighbor Promotion Price Festival” (禹鄰秒房節) to “6 • 18 Online Mid-Year Festival” (6 • 18年中盛典), and then to the “Profit for All Citizens on Double 11” (全民賞金季), “National Day Carnival Shopping” (國慶狂歡購) and “Housing Rush Festival” (雙十一／雙十二搶房節), it kept introducing marketing campaigns themed with popular topics and constantly released favorable information about house purchase to the market and customers, therefore enhancing brand influence of Yuzhou and boosting market confidence, laying a foundation for customer transactions. At the same time, in order to improve the innovation and professionalism of the marketing team, Yuzhou Group, following the trend of the times with due consideration to the current operation concept of “viewership data dominating everything” of the Internet, launched an innovative marketing competition, namely the “Yuzhou Ace Live Streamer Creation Camp” (禹洲王牌主播創造營) for its front-line marketing personnel across the country, with short video operation and live streaming conversion as the main competition items, aiming to cultivate “the live streamer who knows the most about real estate and the most innovative real estate salesperson”, thereby building a KOL live streaming team within Yuzhou. In the future, Yuzhou Group will continue to explore the marketing method of “Internet + Real estate” and innovatively integrate the resource aggregation platforms such as “Weibo + WeChat + Tik Tok Platform”, so as to realize the nationwide media communication marketing matrix and actively grasp the marketing initiative.

2022年新冠疫情衝擊，國內經濟下行，房地產市場持續低迷，銷量持續收縮。在面對行業週期劇烈動盪的環境下，禹洲集團拒絕躺平，努力奮鬥，敏銳感知市場環境變化，積極捕捉房地產市場動向，通過高頻次開展全國性購房節活動，從春節「返鄉安家季」、「禹鄰樂活季」、「禹鄰秒房節」到「6 • 18年中盛典」，再到「全民賞金季」推薦有禮、「國慶狂歡購」、「雙十一／雙十二搶房節」，持續性輸出話題營銷，不斷向市場與客戶釋放購房利好信息，提升禹洲品牌影響力，提振市場信心，奠定客戶成交轉化的基礎。與此同時，禹洲集團為提升營銷團隊創新力與專業力，順應時代發展趨勢，結合當下互聯網「流量為王」的運營理念，針對全國營銷一線人員開展了「禹洲王牌主播創造營」創新營銷競賽，以短視頻運營、直播轉化為主要競賽項目，旨在培養「最懂房地產的互聯網帶貨主播，最具創新力的房地產銷售」，打造禹洲內部的KOL直播團隊。未來，禹洲集團將繼續不斷探索「互聯網+房地產」的營銷方式，創新整合「微博+微信+抖音平台」等資源聚合平台，實現佈局全國的媒體傳播營銷矩陣，積極掌握營銷主動權。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

The contracted sales and GFA sold in each region in 2022 are set out in the following table: 下表載列各區域於2022年的合約銷售金額及面積：

		Total Amount of Contracted Sales 總合約 銷售金額 (RMB'000) (人民幣千元)	GFA of Contracted Sales 合約 銷售面積 (sq.m.) (平方米)	Average Contracted Selling Price 合約 銷售均價 (RMB/sq.m.) (人民幣/平方米)
West Strait Economic Zone	海西經濟區	5,619,901	394,374	14,250
Yangtze River Delta Region	長三角區域	17,189,461	859,155	20,007
Central China Region	華中區域	1,490,337	102,440	14,548
Greater Bay Area	大灣區	4,609,903	250,645	18,392
Southwest Region	西南區域	2,291,214	166,024	13,800
Bohai Rim Region	環渤海區域	4,407,462	243,682	18,087
Total	總計	35,608,278	2,016,320	17,660

The contracted sales and GFA sold in each region in 2021 are set out in the following table: 下表載列各區域於2021年的合約銷售金額及面積：

		Total Amount of Contracted Sales 總合約 銷售金額 (RMB'000) (人民幣千元)	GFA of Contracted Sales 合約 銷售面積 (sq.m.) (平方米)	Average Contracted Selling Price 合約 銷售均價 (RMB/sq.m.) (人民幣/平方米)
West Strait Economic Zone	海西經濟區	10,959,668	593,079	18,479
Yangtze River Delta Region	長三角區域	65,899,155	2,962,668	22,243
Central China Region	華中區域	3,143,816	242,258	12,977
Greater Bay Area	大灣區	5,269,472	380,155	13,861
Southwest Region	西南區域	6,895,230	457,487	15,072
Bohai Rim Region	環渤海區域	12,853,666	658,343	19,524
Total	總計	105,021,007	5,293,990	19,838

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)



Suzhou Yuzhou Genius Leading
蘇州 禹洲·山雲庭

PROPERTY INVESTMENT

The Group's property investment segment covers a variety of commercial offerings and strives to shape three product lines as the "Yu Yue" brand for shopping centers, "Yuzhou Plaza" brand for office buildings and shopping streets, so as to meet the needs of various consumption groups in cities. The Yuzhou property investment projects, whose business is mainly operated in economically developed areas such as the West Strait Economic Zone, Yangtze River Delta Region and the Greater Bay Area, currently cover areas of Shenzhen, Shanghai, Hangzhou, Xiamen, Suzhou, Nanjing, Hefei, Wuhan and Quanzhou. There were 32 projects under operation and 9 projects in preparation period, 41 projects in total with a commercial area of over 1.74 million sq.m., where shopping center, office building and community business accounted for 62%, 20% and 18%, respectively. Operational projects covered over 1,000 cooperative brands and approximately 1,600 strategic alliance brands.

物業投資

本集團的物業投資板塊覆蓋多種商業物業形態，著力打造出「禹悅」品牌購物中心和「禹洲廣場」品牌寫字樓和商業街三條產品線，滿足城市多元群體消費需求。目前，禹洲物業投資項目已進入深圳、上海、杭州、廈門、蘇州、南京、合肥、武漢及泉州等地，業務主要集中在海西經濟區、長三角區域和大灣區等經濟發達地區，擁有已開業項目32個及籌備期項目9個，共41個項目，打造商業面積超174萬平方米，其中購物中心、寫字樓及小區商業業態的佔比分別為62%、20%及18%，合作品牌超1,000個、戰略聯盟品牌約1,600個。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

In 2022, Yuzhou Commercial Company (“Yuzhou Commercial”) integrated traditional culture, fashion aesthetics and other elements into brands of multi-business type to create a “Scene + Shopping” model, and by highlighting seasonal atmosphere, it created an all-round immersive commercial consumption space to expand new business contents. For example, Yuzhou Commercial launched “Yu Yue New Year” (禹悅新禧), “Lunar New Year Market of Traditional Chinese Style with Hanfu Club” (攜手漢服社、打造國風年味市集) during the Chinese Lunar New Year; the original IP activities “Yu Yue 5 • 1 Shopping Festival” (禹悅5 • 1嗨購節), “Children’s Day and Dragon Boat Festival Theme Activities” (Uyo一夏，清涼fun粽) in May; the “Summer Roaming Plan” (夏日漫遊企劃) in August, which created an immersive camping atmosphere in the venue combined with hot camping trend, delivered a super chill lifestyle to consumers, and succeeded in gaining popularity among many young hipsters; it joined hands with 39 cities across the country to create an online cake-making game, namely “Moon-cake Gambling on Mid-Autumn Festival” (中秋爭霸Fun手來博) in September; focused on the “World Cup” in November and launched “Lighting up the Christmas Tree” (讓聖誕樹亮起) and other activities in December. Numerous customers participated in such exciting activities, and the consumption experience was widely recognized and praised by the customers. By using scenes as emotional media to create emotional resonance with consumers, Yuzhou Commercial has attracted a steady stream of customer flow.

In terms of digitalization construction, the membership of the whole system of Yuzhou Commercial’s shopping centers was refreshed and upgraded in 2022, and the “1+3+8” digital capabilities of Yuzhou Commercial were preliminarily constructed, taking a solid step towards the new stage of “Comprehensive Digitalization”. Members of Yuzhou Commercial have been equipped with digital trading tools and structure system in the initial stage, and will gradually realize the concept of “being a premium membership of the digital ecology” in the future.

2022年，禹洲商業將傳統文化、潮流美學等元素融合多業態品牌，打造「情景+購物」模式，並結合各大節日氛圍，全方位打造沉浸式商業消費空間，擴展商業新內容。諸如中國農曆新年的「禹悅新禧」、「攜手漢服社、打造國風年味市集」；5月原創IP活動「禹悅5 • 1嗨購節」、「Uyo一夏，清涼fun粽」；8月發起的「夏日漫遊企劃」，結合當下火熱的露營風潮，在場內營造沉浸式露營氛圍，向消費者傳遞超chill的生活方式，並成功受到眾多年輕潮人的熱捧；9月攜手全國39城共創「中秋爭霸Fun手來博」線上博餅小遊戲，11月聚焦「世界杯」以及12月「讓聖誕樹亮起」等活動現場氛圍感十足，顧客絡繹不絕，消費體驗感持續獲得廣泛認可和好評。禹洲商業以場景作為情感媒介，和消費者產生情感共鳴，從而吸引源源不斷的客流。

在數字化建設方面，2022年，禹洲商業購物中心全體系會員煥新升級，初步構建了禹洲商業「1+3+8」的數字化能力，向「全面數字化」新階段邁出了堅實的一步。起步伊始的禹洲商業會員已具備數字化操盤工具及架構體系，未來將逐步實現數字化生態大會員的構想。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

In the face of the development tide of fierce commercial competition, Yuzhou Commercial will continue to develop with original ambition, operate with ingenuity, and provide the city with commercial space and services with infinite vitality with perseverance. From parking lots to office buildings, from lobbies to elevators, adhering to the “Warm Yuzhou-style Service”, Yuzhou Commercial will continue to integrate its 360° extreme personalized service into commercial office building service, and penetrate warmth, grace, precision and depth. Yuzhou Commercial will continue to thoroughly understand the vitality of the city, extract the inner core of “Dynamic” (靈動) from the change of water to develop the brand concept of “Dynamic Business” (靈動商業), accurately focus on the continuous segmentation of consumer demand and endeavor to let infinite beauty naturally emerge in the city. Furthermore, Yuzhou Commercial will continue to promote the continuous innovation of urban commercial space operation, so as to bring more wonderful imagination to people’s life.

未來，面對激烈的商業競爭發展大潮，禹洲商業繼續以初心開拓、以匠心運營、以恒心賦能為城市提供具有無限活力的商業空間和服務，從停車場到辦公樓，從大堂到電梯，秉承著「有溫度的禹洲式服務」，禹洲商業繼續將個性化服務融入商業寫字樓服務中，將溫度、氣度、精度、深度，滲透到禹洲360°極致服務力中。禹洲商業將持續洞悉城市生命力所在，從水的變化中萃取出「靈動」的內核，打造「靈動商業」品牌理念，精準聚焦不斷細分的消費需求，致力於讓無限美好在城市自然湧現，持續推動城市商業空間運營的不斷革新，為人們的生活帶來更多美好想像。



Hefei Yuzhou Town of Sky
合肥 禹洲 • 林海天城

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

HOTEL OPERATION

In 2022, the Group's Yuzhou Camelon Hotel Apartment located in Xiamen had been put into operation. In 2022, Yuzhou Hotel promoted its hotel brand through a variety of events such as a vintage-inspired American wedding salon, incorporating elements of spring wedding product promotion, on-site extreme makeover and wedding planning class, to kick off its spring luxury wedding season. In May, it held a parent-child concert with the theme of "Lingering Tweedle in the Air • Lingering Yearning on the Dragon Boat Festival" (琴聲繚繞 • 粽意綿綿), allowing guests to experience a different Dragon Boat Festival in the elegant vocal music. Income was generated for Yuzhou Hotel by carrying out a number of node promotion activities such as Valentine's Day Festival/Graduation Banquets, Special Offer for Examinee/Double Eleven Festival, as well as taking part as government isolation hotel, participating in Mid-Autumn Festival Moon-cake Gambling Banquet (中秋博餅宴), crew reception for the Golden Rooster Award and the Year-end Banquet (年底尾牙), etc. Yuzhou Hotel won the "Best Wedding Hotel" award of the 2022 Enjoyable Travel Awards, the "Selected MICE Hotels of the Year" award in the Selected Asian Hotel List of Travel Playlist (《旅遊玩客》), 2022 China Hotel Awards – "Best Resort Hotel of the Year" and other awards, and has been widely recognized and praised in the industry. In 2022, this segment contributed approximately RMB9.48 million to the Group's revenue. In addition, Camelon Hot Spring Hotel in Tong'an District of Xiamen, Camelon Business Hotel in Hui'an of Quanzhou, and hotels in Feidong of Hefei, Taizi Lake Hotel of Wuhan and Jinhui Hotel of Fengxian District, Shanghai, etc. were still under construction in an orderly manner. Sticking to the service concept of "family-like service for you", the Group will bring high-quality service experience to its customers.

酒店營運

2022年，集團旗下位於廈門的禹洲嘉美倫酒店公寓已投入運營。2022年，禹洲酒店通過舉辦多樣化的活動，為酒店品牌推廣宣傳，比如通過美式復古婚禮沙龍，融入春季婚宴月產品優惠介紹、現場素人改造、備婚小課堂等環節，開啟禹洲酒店春季奢華婚禮季活動；五月份舉辦了琴聲繚繞 • 粽意綿綿親子音樂會，讓現場來賓在高雅的聲樂中體驗不一樣的端午節。禹洲酒店通過開展情人節／畢業宴、考生特惠／雙11等多項節點促銷活動，承接政府隔離酒店、中秋博餅宴、金雞獎劇組接待以及年底尾牙等多項業務，持續不斷的為酒店創收，並榮獲《意遊》2022年度酒店星榜之選「最佳婚禮酒店」，《旅遊玩客》甄選亞洲酒店榜單「年度甄選MICE酒店」，2022中國酒店大獎—「年度最佳度假酒店」等諸多獎項，獲得了業內廣泛的認可和一致好評。2022年，該業務板塊為集團帶來收入約為人民幣948萬元。此外，廈門同安嘉美倫溫泉酒店、泉州惠安嘉美倫商務酒店、合肥肥東酒店、武漢太子湖酒店及上海奉賢金匯酒店等也在有條不紊的籌建中。集團將始終秉承「如同家人般照顧您」這一服務理念，為住客帶來高質量的服務體驗。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

QUALITY, SAFETY AND PRODUCT LINE DESIGN

Over the years, Yuzhou Group has always adhered to the concept of low-carbon environmental protection and green development, attached great importance to sustainable development, and taken the initiative to respond to the national goal of “carbon peaking and carbon neutrality” by building green boutique projects with “craftsmanship” and continuously increasing its practice of green building, striving to construct ecological communities where people and nature can coexist in harmony. “Environmental protection and energy saving, building green communities” has always been one of the development philosophies of Yuzhou Group’s projects. As of the end of the year, 145 property projects of the Group (with a total area of over 21 million sq.m.), have achieved green building standards, of which approximately 5.55 million sq.m. have reached two-star or above green building standards, either nationally or internationally. Shenzhen Yuzhou Plaza, Shanghai Yuzhou Plaza and Xiamen Yuzhou Plaza were awarded the “US LEED CS Certification”, and the project at No.48 Caine Road, Central, Hong Kong, was awarded the highest platinum level of BEAM Plus.

In 2022, while passing on the establishments of the three residential product series, namely “Royale”, “Langham” and “Honor”, Yuzhou Group also made certain improvements with the product system further standardized and top-level design concept of products more clarified to fully demonstrate the products’ values and orientation, so as to continuously improve its own products. Committing to “Providing Highly Competitive Products”, Yuzhou Group has been updating and iterating its design management procedures, taking projects as the key line and focusing on the fine management, so as to guarantee the implementation effect and quality of projects. Meanwhile, its product recognition had also been established and consolidated with the combination of distinctive buildings, landscape, and refined decoration. Yuzhou Group has been remaining true to the original aspiration and striving to provide better products based on our understanding of customers’ needs by focusing efforts on the outlook of buildings, landscape, grey space, refined decoration, layout, experience areas and other aspects. A perfect “home” is all Yuzhou Group devotes to build with craftsmanship.

質量安全及產品線設計

禹洲集團多年來始終堅持低碳環保和綠色發展的理念，高度重視可持續發展，並主動響應國家「雙碳」目標，以「匠心」打造綠色精品項目，不斷加大對綠色建築的實踐，力求構築人與自然和諧共處的生態小區。「環保節能，建設綠色家園」一直是禹洲集團項目開發理念之一，截至本年度末，本集團旗下共有145個項目超2,100萬平方米物業達到綠色建築標準，其中約555萬平方米物業更是達到綠色建築二星級及以上級別的國內或國際標準。深圳禹洲廣場、上海禹洲廣場及廈門禹洲廣場均獲「美國LEED CS認證」，另外香港堅道48號的項目榮獲BEAM Plus最高之鉑金級別。

2022年，禹洲集團在「雍」、「朗」、「嘉」三大住宅產品系的基礎上做好傳承和發展，進一步梳理產品體系，明確產品的頂層設計，充分展現產品的價值觀和導向，不斷提升自身產品力。圍繞「極致產品力」，禹洲集團更新迭代設計管理規程，以項目為綱，聚焦管理精細化，保障項目落地效果及品質。同時，建築、景觀、精裝三大專業攜手，完成產品辨識度研發，提升產品辨識度。禹洲集團始終沿著最初的本心，基於對客戶需求的探索理解，在打造產品的路上不斷精進，從建築外立面、景觀、灰空間、精裝、戶型、體驗區等多維度，禹洲匠心塑造美好「家」的模樣。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

In terms of product line innovation, Yuzhou Group has launched a new generation of its product – “Ucube-Temperature space”, which form follows function. In particular, the “Temperature space” focuses on creating a better life, pays attention to the ecological balance between people and housing through the selection of materials, so as to escort the owner’s healthy life; pays attention to the interaction of science and technology by linking intelligent life with information technology; pays attention to the relationship between people by integrating interaction and communication into the design; advocates culture-oriented, value-oriented, customer-oriented, cost-oriented and quality-oriented products, striving to provide customers with refined quality housing that returns to the essence of life.

LAND RESERVES

Adhering to its strategic deployment of leading with locality development and following the principle of “In-depth Cultivation”, the Group extensively develops the six metropolitan areas in the Yangtze River Delta Region, West Strait Economic Zone, Bohai Rim Region, Greater Bay Area, Central China Region and Southwest Region through the bidding and auction, merger and acquisition, urban redevelopment, land acquisition by application list system and project cooperation, so as to ensure stable and sustainable development.

As of December 31, 2022, the Group had land reserves amounting to approximately 15.80 million sq.m. of aggregate saleable GFA, with 172 projects located in 38 cities in the six metropolitan areas. The average land cost was approximately RMB6,993 per sq.m.. The Group believes that its land reserves currently held and managed are sufficient for its development over the next two to three years.

對於產品線創新方面，推出新一代產品「禹立方•溫度空間」。新產品線以形式追隨功能，「溫度空間」開創更美好的生活為核心，關注人與住宅的生態平衡，精選材料，為業主的健康生活保駕護航；關注科技交互，以信息科技鏈接智慧生活；關注人與人的關係，將互動與交流融入設計；主張文化導向、價值導向、客戶導向、成本導向、品質導向，力求為客戶提供回歸生活本質的精緻化的品質住宅。

土地儲備

本集團秉持區域深耕的拓展策略，憑藉「進入一個城市，深耕一個城市」的發展原則，通過招拍掛、收併購、城市更新、產業勾地及項目合作，積極深耕佈局長三角區域、海西經濟區、環渤海區域、大灣區、華中區域及西南區域六大都市圈，保障未來穩健、可持續的發展。

截至2022年12月31日，本集團的土地儲備總可供銷售建築面積約1,580萬平方米，172個項目，分別分佈於六大都市圈共38個城市，平均樓面成本約為每平方米人民幣6,993元。本集團相信現在持有及管理的土地儲備足夠本集團未來二至三年的發展需求。

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)

SALEABLE GFA OF LAND RESERVES (SQ.M.)

(As at December 31, 2022)

土地儲備的可供銷售建築面積 (平方米)

(於2022年12月31日)

Region	地區	Number of projects 項目數量	Area 總建築面積 (sq.m.) (平方米)	As of Total 所佔比例
West Strait Economic Zone	海西經濟區			
Xiamen	廈門	26	861,735	5.5%
Fuzhou	福州	8	214,984	1.4%
Quanzhou	泉州	3	782,523	4.9%
Longyan	龍岩	1	21,013	0.1%
Zhangzhou	漳州	4	801,528	5.1%
Sub-total	小計	42	2,681,783	17.0%
Yangtze River Delta Region	長三角區域			
Shanghai	上海	15	688,102	4.4%
Nanjing	南京	15	352,825	2.2%
Hangzhou	杭州	3	440,726	2.8%
Shaoxing	紹興	1	127,952	0.8%
Ningbo	寧波	2	73,394	0.5%
Suzhou	蘇州	16	935,116	5.9%
Changzhou	常州	1	133,573	0.9%
Wuxi	無錫	3	290,866	1.8%
Hefei	合肥	18	1,392,520	8.8%
Bengbu	蚌埠	1	485,631	3.1%
Jinhua	金華	1	3,316	0.0%
Yangzhou	揚州	3	571,649	3.6%
Zhoushan	舟山	1	140,561	0.9%
Xuzhou	徐州	1	53,713	0.3%
Sub-total	小計	81	5,689,944	36.0%
Bohai Rim Region	環渤海區域			
Beijing	北京	1	78,434	0.5%
Tianjin	天津	10	1,211,288	7.7%
Qingdao	青島	4	213,601	1.3%
Shijiazhuang	石家莊	1	41,572	0.3%
Tangshan	唐山	2	924,798	5.9%
Shenyang	瀋陽	1	96,097	0.6%
Sub-total	小計	19	2,565,790	16.3%

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)

Region	地區	Number of projects 項目數量	Area 總建築面積 (sq.m.) (平方米)	As of Total 所佔比例
Central China Region	華中區域			
Wuhan	武漢	4	773,683	4.9%
Xinxiang	新鄉	1	196,717	1.2%
Kaifeng	開封	1	222,844	1.4%
Zhengzhou	鄭州	3	485,246	3.1%
Sub-total	小計	9	1,678,490	10.6%
Greater Bay Area	大灣區			
Hong Kong	香港	1	2,214	0.0%
Shenzhen	深圳	1	51,281	0.3%
Huizhou	惠州	2	347,065	2.2%
Foshan	佛山	5	314,337	2.0%
Zhongshan	中山	1	91,317	0.6%
Jiangmen	江門	1	127,387	0.8%
Sub-total	小計	11	933,601	5.9%
Southwest Region	西南區域			
Chongqing	重慶	4	624,098	3.9%
Chengdu	成都	3	737,140	4.7%
Sub-total	小計	7	1,361,238	8.6%
Total	合計	169	14,910,846	94.4%
Urban Redevelopment	城市更新			
Greater Bay Area	大灣區			
Shenzhen	深圳	1	107,640	0.7%
Zhuhai	珠海	1	627,022	4.0%
Huizhou	惠州	1	150,308	0.9%
Total	合計	3	884,970	5.6%
Grand total	總計	172	15,795,816	100.0%

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)

FINANCIAL REVIEW

REVENUE

The revenue of the Group was mainly derived from four business categories, including property sales revenue, rental income from investment properties, property management fee income and hotel operation income. In 2022, the total revenue of the Group was RMB26,737.24 million, down by 1.23% year-on-year. This was mainly due to a decrease in property management fee income during the year. Specifically, property sales revenue was approximately RMB26,288.91 million, accounting for 98.32% of the total revenue; rental income from investment properties was approximately RMB226.78 million, down by 25.14% year-on-year; property management fee income was approximately RMB212.08 million, down by 59.22% year-on-year; and hotel operation income was approximately RMB9.48 million.

COST OF SALES

The cost of sales mainly encompassed land cost, construction cost, capitalized interest of the Group and fair value adjustments on properties upon reclassification to subsidiaries from joint ventures and associates in current and prior periods. In 2022, the cost of sales of the Group was approximately RMB26,012.24 million, up by 13.04% from approximately RMB23,010.59 million in 2021. The increase in the cost of sales was mainly due to the increase in GFA of properties delivered by the Group during the year.

GROSS PROFIT AND GROSS PROFIT MARGIN

The gross profit of the Group was approximately RMB725.00 million in 2022. The gross profit margin was 2.71%. The decrease in gross profit margin was mainly due to recognition of loss-making projects in Xiamen, Quanzhou, Huizhou and Jinhua in 2022.

FAIR VALUE LOSS ON INVESTMENT PROPERTIES

In 2022, the Group recorded a fair value loss on investment properties of approximately RMB315.41 million (Fair value gain on investment properties in 2021: RMB717.89 million). Fair value loss on investment properties was mainly due to the decrease in fair value of certain investment properties in Shanghai, Xiamen, Hefei and Hong Kong resulted from the deteriorated market environment.

財務回顧

收入

本集團的收入主要來自物業銷售、投資物業租金收入、物業管理收入及酒店運營業務四大業務範疇。2022年，本集團的總收入為人民幣267億3,724萬元，較去年同期下降1.23%，主要原因是年內物業管理費收入下降所致。其中，物業銷售收入約為人民幣262億8,891萬元，佔總收入的98.32%；投資物業租金收入約為人民幣2億2,678萬元，按年下降25.14%；物業管理收入約為人民幣2億1,208萬元，按年下降59.22%；酒店運營收入約為人民幣948萬元。

銷售成本

銷售成本主要包括本集團的土地成本、建築成本、資本化利息及於本期間及過往期間由合營公司及聯營公司轉變為子公司所產生的物業公允價值調整。2022年，本集團的銷售成本約為人民幣260億1,224萬元，比2021年約人民幣230億1,059萬元上升13.04%。銷售成本上升主要是隨著年內本集團交付的物業建築面積增加所致。

毛利及毛利率

本集團2022年的毛利約為人民幣7億2,500萬元，毛利率為2.71%。毛利率下降主要由於在2022年確認了廈門、泉州、惠州及金華的虧損項目。

投資物業公允價值虧損

本集團於2022年錄得投資物業公允價值虧損約為人民幣3億1,541萬元（2021年投資物業公允價值收益：人民幣7億1,789萬元），投資物業公允價值虧損主要是由於市場環境惡化導致上海、廈門、合肥及香港部分投資性物業公允價值下降所致。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

OTHER INCOME AND GAINS

Other income and gains decreased by approximately 20.27% year-on-year from approximately RMB414.52 million in 2021 to approximately RMB330.52 million in 2022, mainly due to the decrease of bank interest income.

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses of the Group decreased by 5.26% year-on-year from approximately RMB691.69 million in 2021 to approximately RMB655.30 million in 2022. With an effective cost control measures, the Group continued to decrease the marketing and promotion expenses in 2022.

ADMINISTRATIVE EXPENSES

Administrative expenses of the Group increased by 35.52% year-on-year from approximately RMB834.44 million in 2021 to approximately RMB1,130.87 million in 2022, which was mainly due to the amortization of transaction fees of senior notes of the Group.

OTHER EXPENSES

Other expenses increased from approximately RMB99.87 million in 2021 to approximately RMB871.62 million in 2022, which was mainly due to an impairment loss on goodwill of approximately RMB661.05 million.

FINANCE COSTS

Finance costs of the Group increased from approximately RMB276.10 million in 2021 to approximately RMB674.45 million in 2022, which was mainly due to the decrease in the portion of interest capitalized during the year.

SHARE OF RESULTS OF JOINT VENTURES

The Group's share of loss of joint ventures was RMB890.81 million in 2022, and the loss in 2021 was RMB38.39 million. The total revenue of joint ventures amounted to RMB8,461.11 million in 2022. The gross profit margin of joint ventures was 2.1%.

其他收入及收益

其他收入及收益從2021年的約人民幣4億1,452萬元，按年下降約20.27%至2022年的約人民幣3億3,052萬元，主要由於銀行利息收入減少所致。

銷售及分銷成本

本集團的銷售及分銷成本由2021年的約人民幣6億9,169萬元，按年下降5.26%至2022年的約人民幣6億5,530萬元。本集團採用有效的成本控制措施，並於2022年減少營銷推廣費用。

行政開支

本集團的行政開支由2021年約人民幣8億3,444萬元，按年上升35.52%至2022年約人民幣11億3,087萬元，主要由於本集團的優先票據交易費用攤銷所致。

其他開支

其他開支由2021年的約人民幣9,987萬元，上升至2022年的約人民幣8億7,162萬元。上升主要是由於商譽計提減值約人民幣6億6,105萬元所致。

融資成本

本集團的融資成本由2021年約人民幣2億7,610萬元，上升至2022年約人民幣6億7,445萬元，主要是由於年內資本化利息金額減少所致。

應佔合營公司業績

2022年，本集團應佔合營公司的虧損為人民幣8億9,081萬元，2021年虧損為人民幣3,839萬元。2022年，合營公司的總收入為人民幣84億6,111萬元，合營公司的毛利率為2.1%。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

SHARE OF RESULTS OF ASSOCIATES

The Group's share of loss of associates was RMB257.13 million in 2022, compared with share of profit of associates of RMB326.99 million in 2021. The total revenue of associates amounted to RMB7,806.62 million in 2022. The gross profit margin of associates was 4.3%.

INCOME TAX

The Group recorded tax expense of RMB111.68 million in 2022. Income tax expense of the Group in 2021 was RMB1,879.53 million. The decrease in income tax expense was mainly due to the decrease in profit before tax during the year.

LOSS FOR THE YEAR

The loss for the year was RMB13,269.19 million, as compared to the profit of RMB1,282.99 million in 2021. The loss mainly resulted from the decrease in gross profit, fair value loss on investment properties and provision for impairment losses during the year.

PROFIT ATTRIBUTABLE TO NON-CONTROLLING INTERESTS

For the year ended December 31, 2022, the loss attributable to non-controlling interests amounted to approximately RMB1,254.33 million, as compared to the profit of RMB420.90 million in 2021. The loss was mainly attributable to impairment of inventories and losses on certain non-wholly owned projects.

BASIC LOSS PER SHARE

For the year ended December 31, 2022, basic loss per share was RMB1.86.

應佔聯營公司業績

2022年，本集團應佔聯營公司的虧損為人民幣2億5,713萬元，2021年應佔聯營公司的盈利為人民幣3億2,699萬元。2022年，聯營公司的總收入為人民幣78億662萬元，聯營公司的毛利率為4.3%。

所得稅

本集團於2022年錄得所得稅開支為人民幣1億1,168萬元。2021年本集團所得稅開支為人民幣18億7,953萬元。所得稅費用減少主要由於年內除稅前利潤減少所致。

年度虧損

年度虧損為人民幣132億6,919萬元，而2021年利潤為人民幣12億8,299萬元。虧損主要由於年內毛利減少，投資性物業公允值虧損及計提減值及撥備所致。

非控股權益應佔利潤

截至2022年12月31日止年度，非控股權益應佔虧損約人民幣12億5,433萬元，而2021年的利潤為人民幣4億2,090萬元。有關虧損主要來自部分非全資所有項目的存貨減值及虧損。

每股基本虧損

截至2022年12月31日止年度，每股基本虧損為人民幣1.86元。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash Position

As at December 31, 2022, the Group had cash and cash equivalents, restricted cash and non-pledged time deposits with original maturity of over three months of approximately RMB7,139.43 million, decreased by 59.25% from approximately RMB17,519.93 million as at December 31, 2021.

Borrowings

The Group adopts prudent financial policy for proactively conducting debt management and optimizing debt structure to ensure balance in financial risks and cut-down of finance costs.

As at December 31, 2022, the Group had total bank and other borrowings, corporate bonds and senior notes balance of RMB55,120.49 million, of which certain loans were secured by certain investment properties, properties held for sale and properties under development of the Group, representing a year-on-year decrease of 2.58%. The interest rate of average borrowing cost was 7.23% per annum, decreased by 0.11 percentage point from 7.34% in the period ended June 30, 2022. As at December 31, 2022, asset-liability ratio after excluding advance receipts (total liability after excluding contract liabilities divided by total asset after excluding contract liabilities) was 78.25%, which was up by 9.06 percentage points as compared to that as at December 31, 2021.

NET GEARING RATIO

As of December 31, 2022, the Group's net gearing ratio (calculated as the interest-bearing bank and other borrowings, corporate bonds and senior notes less cash and cash equivalents, restricted cash and non-pledged time deposits with original maturity of over three months and then divided by total equity) was 191.35%.

流動資金、財務及資本資源

現金狀況

於2022年12月31日，本集團的現金及現金等價物、受限制現金及初始期限超過三個月之無抵押定期存款約為人民幣71億3,943萬元，較2021年12月31日的約人民幣175億1,993萬元，下降59.25%。

借款

本集團採用審慎的財務政策，積極主動進行債務管理，優化債務結構，致力於平衡財務風險及降低資金成本。

於2022年12月31日，本集團的銀行及其他貸款、公司債券以及優先票據餘額合共為人民幣551億2,049萬元（其中若干貸款以本集團若干投資物業、持作銷售用途的物業及在建物業作抵押），較去年下降2.58%。平均借貸成本為年利率7.23%，較2022年6月30日的7.34%下降0.11個百分點。於2022年12月31日，剔除預收款後的資產負債率（剔除合約負債後的總負債除以剔除合約負債後的總資產）為78.25%，較2021年12月31日上升9.06個百分點。

淨資產負債比率

截至2022年12月31日，本集團的淨負債比率為191.35%（淨資產負債比率為計息銀行及其他借貸、公司債券及優先票據，減現金及現金等價物、受限制現金及始初期限超過三個月之無抵押定期存款除以權益總額）。

Management Discussion and Analysis (Continued)
管理層之討論及分析 (續)

As at December 31, 2022, the Group provided guarantees to banks amounting to RMB25,946.75 million (December 31, 2021: RMB18,234.88 million) in respect of mortgage facilities granted to certain purchasers of the Group's properties. The amounts of guarantee to banks and other lenders by the Group in terms of facilities awarded to joint ventures and associates were RMB819.15 million (December 31, 2021: RMB2,382.34 million) and RMB1,288.56 million (December 31, 2021: RMB471.71 million), respectively. The amounts of guarantee to banks and other lenders by the Group in respect of facilities granted to certain contractors for construction cost were RMB58.59 million (December 31, 2021: RMB8.95 million). The amounts of guarantees to banks and other lenders in respects of facilities granted to independent third parties, net of the principal and interest of RMB2,895.44 million (December 31, 2021: Nil) included in the Group's interest-bearing bank and other borrowings, were RMB1,752.04 million (December 31, 2021: RMB4,226.35 million). The Group provided guarantees to banks and other lenders in respects of facilities granted to independent third parties amounting to RMB4,647.48 million (December 31, 2021: RMB4,226.35 million) and recognized the provision for expected credit loss on the guarantees of RMB1,744.05 million (December 31, 2021: RMB27.03 million).

As of December 31, 2022, save as disclosed herein, the Group had no other material contingent liabilities.

於2022年12月31日，本集團已就向本集團物業的若干買家授出的按揭貸款而向銀行提供的擔保金額為人民幣259億4,675萬元（2021年12月31日：人民幣182億3,488萬元）。本集團就合營及聯營公司獲授的融資向銀行及其他貸款人提供的擔保金額分別為人民幣8億1,915萬元（2021年12月31日：人民幣23億8,234萬元）及人民幣12億8,856萬元（2021年12月31日：人民幣4億7,171萬元）。本集團就若干承包商（就建築成本而言）獲授的融資向銀行及其他貸款人提供的擔保金額為人民幣5,859萬元（2021年12月31日：人民幣895萬元）。經扣除計入本集團計息銀行及其他借貸的本金及利息人民幣28億9,544萬元（2021年12月31日：無）後，就獨立第三方獲授的融資向銀行及其他貸款人提供的擔保金額為人民幣17億5,204萬元（2021年12月31日：人民幣42億2,635萬元）。本集團已就獨立第三方獲授的融資向銀行及其他貸款人提供的擔保金額為人民幣46億4,748萬元（2021年12月31日：人民幣42億2,635萬元），並就擔保確認預期信貸損失撥備人民幣17億4,405萬元（2021年12月31日：人民幣2,703萬元）。

於2022年12月31日，除本報告所披露者外，本集團並無任何其他重大或然負債。



Fuzhou Yuzhou Royale Riverside Mansion
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Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

CURRENCY RISK

As of December 31, 2022, the Group had total borrowings, corporate bonds and senior notes of approximately RMB55,120.49 million, approximately 22.33% was denominated in RMB and 77.67% was denominated in Hong Kong dollars and United States dollars.

The proportions of balance of bank and other borrowings, corporate bonds, senior notes and cash of the Group in terms of the currencies are as follows:

		Bank and other borrowings, corporate bonds, and senior notes balance	Cash balance*
		銀行及 其他借款、 公司債券、 優先票據結餘 (RMB'000) (人民幣千元)	現金結餘* (RMB'000) (人民幣千元)
HK\$	港幣	863,748	16,810
RMB	人民幣	12,308,155	7,079,600
US\$	美元	41,948,589	43,020
Total	合計	<u>55,120,492</u>	<u>7,139,430</u>

* Including restricted cash and non-pledged time deposits with original maturity of over three months

貨幣風險

截至2022年12月31日止，本集團總借貸、公司債券及優先票據，合共約人民幣551億2,049萬元中，約有22.33%為人民幣計值及77.67%為港元及美元計值。

本集團的銀行及其他借款、公司債券、優先票據及現金結餘的各種貨幣比例如下：

* 包含受限制現金及始初期限超過三個月之無抵押定期存款

The Group will closely monitor the exchange rate risk regularly and make foreign exchange hedging arrangement when necessary. The Group considers that no foreign exchange hedging arrangement is needed currently.

本集團將定期密切監控匯率風險並在有需要時作出外匯對沖安排。本集團認為現時無需作出任何外匯對沖安排。

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)

INFORMATION TECHNOLOGY SYSTEM

With the rapid development of information technology, information-based development has become the foundation and premise of modern management. The Group actively pushed forward and improved the IT level of the Group, built a management + IT management and control system, improved the independent planning and design capability of IT, and adhered to the use of technology to empower enterprises, so as to comprehensively raise the operating efficiency and quality. During the year, in order to improve and strengthen information security and ensure operating efficiency and quality, the Group built a management platform for legal entities on its own, which enables the informatization of company registration, change of registration and certificates and seals management, and data interchange with Office Automation (OA) and Qixinbao (啟信寶), to regularly update the information of legal entities, certificate and seal data and corporate credit information. Thus, unified management of and data sharing among legal entities, and integrated business data approval were realized, which, coupled with the introduction of corporate credit data in Qixinbao, facilitated management efficiency improvement and operational risks reduction. In terms of business empowerment, the Group independently built a unified knowledge retrieval platform, the Yuzhi Platform (禹知平台), by establishing rules to form a knowledge base for an intelligent robot to answer questions. Users can search for knowledge and information in the form of question-and-answer to help effective accumulation and utilization of knowledge assets, avoid information loss due to employee resignation and repetitive errors, support newcomers or front-line staff to learn and grow quickly and promote effective succession of key positions, thereby improving business efficiency and creating benefits. At the same time, the Group promoted the utilization of the whole module of Tencent Meeting, used WeCom as the instant messaging (IM) tool and integrated the functions of Tencent Meeting to enhance video conferencing solutions that meet users' office needs. With the convergence and interoperability of Tencent Meeting and Polycom hardware terminals, the original intranet architecture was discarded and a more lightweight one has come into being, which protects corporate assets and covers more meeting scenarios without changing users' habits. The WeCom & Tencent Meeting joint office solution reduces users' learning costs and improves office efficiency.

科技信息系統

隨著信息技術的快速發展，信息化已成為現代管理的基礎和前提。本集團積極推進、提高集團信息化水平，構建管理+IT管控體系，提高信息化自主規劃設計能力，堅持用科技為企業賦能，全面提升經營效率和質量。年內，為提升和加固信息安全，確保經營效率及質量，本集團自研搭建法人公司管理平台，實現公司註冊、變更，證章管理業務信息化，並與OA、啟信寶集成數據交互，定時更新法人公司信息、證章數據及企業信用信息等，實現法人公司統一管理、數據共享，業務數據審批一體化、引入啟信寶企業信用數據，助力管理提效，降低經營風險。業務賦能方面，集團自研搭建統一知識檢索平台—禹知平台，通過建立規則，形成智能機器人的問答知識庫。用戶可以通過一問一答的形式，問知識、找資料等助力知識資產有效沉澱與利用，避免資料隨人流失以及重複性失誤，支撐新人或一線員工快速學習成長，促進關鍵崗位有效傳承，實現為業務提效，為企業創效。同時，集團對騰訊會議全模塊推廣上線，使用企業微信作為IM工具，整合騰訊會議功能，提升滿足用戶辦公需求的視頻會議解決方案。騰訊會議和寶利通硬件終端融合互通，廢棄了原有內網架構，成為一個更輕量化視頻架構，在不改變用戶使用習慣的情況下，保護企業資產，提高會議覆蓋的應用場景。實現企業微信&騰訊會議聯合辦公方案，降低用戶學習使用成本，提高辦公效率。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

HUMAN RESOURCES

Yuzhou Group always adheres to the sage spirit of “King Yu tamed the flood and making desert an oasis”, and with the vision of becoming a century-old enterprise that supports the development of cities and achieves a win-win situation for its customers, staff and shareholders, penetrates the core values of responsibility, pragmatism, coordination and win-win into every corner of corporate culture. In 2022, the Human Resources Department carried out a number of corporate culture initiatives with key themes such as overcoming difficulties, making concerted efforts to strive for success, and being honest and sincere.

In 2022, under the direction of streamlined and efficient organizational management, the Group carried out and gradually realized the flat organizational adjustment of the group headquarters through decentralization and the removal of secondary departments, which has strengthened the functions of the headquarters. The Group also implemented a channel down model of management to promote the efficient solution of front-line business. At the same time, according to the current industry situation, the Group has formulated the corresponding organizational management and post-fixing model to achieve the effective and feasible control of organization, business and personnel. Yuzhou Group carried out an “internal transfer action” to promote internal recommendation and transfer of employees. Through a series of measures such as a 360° questionnaire survey on the management, communication and interviews with staff of each line, and management reform of employees’ special performance, it fully implemented the employment philosophy of “promoting the able, demoting the mediocre, and dismissing the incompetent”. Furthermore, combined with the personal development will of employees, it strived to achieve win-win and common development of employees and the Company, forming an optimal allocation model of human resources. In terms of talent pipeline building, Yuzhou Group helped management trainees review and summarize their past work and growth experiences and define their personal development and improvement plans by conducting annual appraisal of management trainees and activities such as the “Yu Yue Talk (禹躍有話說)” experience sharing meeting and the river tracing league construction activity for management trainees under the theme of “To Grow and Be Extraordinary (禹成長創非凡)” in 2022. In doing so, the Company has strengthened communication with management trainees so that they can grow together with the Company.

人力資源

禹洲集團始終秉承「大禹治水，荒漠成洲」的先賢精神，以成為助力城市生長，實現客戶、員工、股東共贏共榮的百年企業為願景，將責任、務實、協同、共贏的核心價值觀貫穿到企業文化宣傳的每一個角落。2022年，人力資源部圍繞攻堅克難、勳力追光、廉潔誠信等關鍵主題開展多項企業文化工作。

2022年，本著精簡高效的組織管理方向，開展並逐步實現集團總部去中心化、去二級部門的扁平化組織調整，做實做強總部職能，並實施下沉式管理，切實推進一線業務高效解決。同時根據當前行業形勢制定相應的組織管理及定崗定編模型，達成有效的組織、業務與人員的可行性管控。禹洲集團開展內部薦賢舉能的「活水行動」，通過對管理層的360°問卷調研、各條線人員的溝通訪談、員工專項績效的管理改革等系列措施，充分貫徹「能者上，平者讓，庸者下」的用人之道，並結合員工個人發展意願，實現員工與公司的雙贏與共同發展，形成人才資源的最優化配置模式。在人才梯隊建設方面，禹洲集團2022年通過開展管培生年度述職評估、「禹躍有話說」心得分享、「禹成長創非凡」管培生溯溪團建等活動，幫助管培生回顧總結過往工作成長經驗，明確後續個人發展提升計劃，加強公司與管培生之間的交流，與公司發展共成長。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

In 2022, Yuzhou Group adhered to the people-oriented principle, cared for staff's physical and mental health and effectively organized various recreational activities, which enhanced corporate cohesion and the centripetal force and inspired staff to overcome difficulties, take responsibility and act courageously. A series of activities under the theme of "Unite Together to Overcome Difficulties" reinforced the pioneering and exemplary role of middle-senior executives and Party members and cadres, enhanced the ability of front-line teams to promote their work, and further established role models to boost team morale. The probity training enabled staff to develop correct values and avoid illegal behaviors while continuously improving their professional abilities at work, attach importance to integrity and observance of laws and stick to the occupational red line. They were encouraged to be "practitioners" of righteousness and "Yuzhou Staff" that keep discipline and abide by the law when forging ahead with initial aspiration bearing in mind. Various activities such as the Mid-Autumn Festival league construction and Moon-cake Gambling activities under the theme of "Ride the Waves with One Heart (乘風破浪禹力同心)", a series of staff activities of Yuzhou Group under the theme of "Enjoy the Cool Summer with You (清涼夏日禹你共享)", and the voluntary blood donation activity under the theme of "Ardent Youth Gather Like Sparks (熱血青年，凝聚微光)", demonstrated Yuzhou Staff's values of responsibility, pragmatism, coordination and win-win and further enhanced their sense of belonging to the organization and the cohesion of the team, enabling the Group to make concerted efforts to survive in the fierce competition.

As of December 31, 2022, the Group had 1,985 staff in total, of which nil in property management company due to the disposal of Yuzhou Property Services Co., Limited (2021: 7,295, of which 3,663 were staff in property management company).

PAYMENT OF DIVIDEND

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

2022年，禹洲堅持以人為本，關愛員工身心健康發展，有效組織豐富多彩的文體活動，增強企業的凝聚力、向心力，激勵員工攻堅克難、勇於擔當、勇於作為。「凝聚人心攻堅克難」系列主題活動強化中高管和黨員幹部的先鋒模範帶頭作用，強化一線戰鬥隊伍扎實推動工作能力，進一步樹立典型、提振團隊氣勢；廉潔教育專題培訓使員工在工作中不斷提高自己專業能力的同時，能夠樹立正確的價值觀，不越法律之線，從思想上重視廉潔守法、行為上堅守職業紅線，不忘初心、砥礪前行，當作風正氣的「踐行者」，做知紀守法的「禹洲人」；「乘風破浪禹力同心」中秋團建暨博餅活動、「清涼夏日禹你共享」禹洲集團夏日送清涼系列員工活動、「熱血青年，凝聚微光」義務獻血志願活動等，展現禹洲人責任、務實、協同、共贏的價值觀，進一步提升對組織的歸屬感和團隊的凝聚力，齊心協力在激烈的競爭中突圍生存！

於2022年12月31日，本集團共有1,985名僱員，由於出售禹洲物業服務有限公司，所以其中物業管理公司僱員為零（2021年：7,295名，其中物業管理公司僱員為3,663名）。

股息派發

董事會不建議派發截至2022年12月31日止年度之末期股息。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

On February 22, 2022, a wholly-owned subsidiary of the Company (as the vendor), the Company and Ms. Kwok Ying Lan (both as the vendor's guarantors), and Tai Chiap Company Limited (as the purchaser) entered into a sale and purchase agreement (the "Sale and Purchase Agreement Dated February 22, 2022"), pursuant to which (i) the vendor agreed to sell, and the purchaser agreed to purchase 85.64% of the entire issued share capital of Keen Choice Limited ("Keen Choice"), and (ii) the vendor agreed to procure, and the purchaser agreed to take the assignment from the Company of the shareholder's loan owed by Keen Choice. The total consideration under the Sale and Purchase Agreement Dated February 22, 2022 is HK\$305.0 million. Further details in relation to the Sale and Purchase Agreement Dated February 22, 2022 and the transactions contemplated thereunder are set out in the announcement of the Company dated February 22, 2022.

On March 8, 2022, an indirect wholly-owned subsidiary of the Company (as the vendor), Runying Property Technology Service Co., Ltd. (as the purchaser), and Yuzhou Property Services Co., Limited (as the target company) ("Yuzhou Property Services") entered into a formal sale and purchase agreement (the "Sale and Purchase Agreement Dated March 8, 2022"), pursuant to which the purchaser agreed to acquire, and the vendor agreed to sell the entire issued share capital of Yuzhou Property Services at the consideration of RMB1,058 million. Further details in relation to the Sale and Purchase Agreement Dated March 8, 2022 and the transactions contemplated thereunder are set out in the announcements of the Company dated January 5, 2022 and March 8, 2022, and the circular of the Company dated April 28, 2022.

On December 2, 2022, a wholly-owned subsidiary of the Company (as the purchaser), Coastal Greenland Limited (沿海綠色家園有限公司*) (as the vendor), and Zhuhai Coastal Greenland Real Estate Company Limited* (珠海市沿海綠色家園房地產開發有限公司) (as the target company) ("Zhuhai Coastal Greenland") entered into a supplemental agreement (the "Supplemental Agreement"), pursuant to which the purchaser conditionally agreed to acquire, and the vendor conditionally agreed to sell 66.67% of the issued share capital of Zhuhai Coastal Greenland at the consideration of RMB120 million and to procure the settlement of a shareholder's loan at a consideration of RMB760 million. Further details in relation to the Supplemental Agreement and the transactions thereunder are set out in the announcement of the Company dated December 6, 2022, and the circular of the Company dated March 30, 2023.

Save for the above, the Company did not enter into other material acquisitions and disposals during the reporting period.

對附屬公司、合聯營公司的重大收購和處置

於2022年2月22日，本公司之一間全資附屬公司（作為賣方）、本公司及郭英蘭女士（均為賣方擔保人）與泰捷有限公司（作為買方）訂立買賣協議（「日期為2022年2月22日的買賣協議」），據此，(i)賣方同意出售而買方同意購買健採有限公司（「健採」）全部已發行股本之85.64%，及(ii)賣方同意促成而買方同意承讓健採結欠本公司的股東貸款。日期為2022年2月22日的買賣協議項下的總代價為3億500萬港元。有關日期為2022年2月22日的買賣協議及其項下擬進行交易的進一步詳情載於本公司日期為2022年2月22日之公告。

於2022年3月8日，本公司之一間間接全資附屬公司（作為賣方）、潤楹物業科技服務有限公司（作為買方）及禹洲物業服務有限公司（作為目標公司）（「禹洲物業服務」）訂立正式買賣協議（「日期為2022年3月8日的買賣協議」），據此，買方同意收購而賣方同意出售禹洲物業服務的全部已發行股本，代價為人民幣10億5,800萬元。有關日期為2022年3月8日的買賣協議及其項下擬進行交易的進一步詳情載於本公司日期為2022年1月5日及2022年3月8日之公告以及本公司日期為2022年4月28日之通函。

於2022年12月2日，本公司的全資附屬公司（作為買方）、沿海綠色家園有限公司（作為賣方）及珠海市沿海綠色家園房地產開發有限公司（作為目標公司）（「珠海沿海綠色家園」）訂立補充協議（「補充協議」），據此，買方有條件同意收購而賣方有條件同意出售珠海沿海綠色家園的66.67%已發行股本，代價為人民幣1億2,000萬元，並促使以代價人民幣7億6,000萬元清償股東貸款。有關補充協議及其項下進行交易的進一步詳情載於本公司日期分別為2022年12月6日及本公司日期為2023年3月30日之通函。

除上文所述外，本公司於報告期內沒有進行其他重大收購和處置。

Management Discussion and Analysis (Continued)
管理層之討論及分析(續)

Financial Assistance to Affiliated Companies

As at December 31, 2022, the Group has provided financial assistance, by way of advances and guarantees for facilities granted to its affiliated companies (which includes associated companies and joint ventures of the Group), the details of which are set out below:

向聯屬公司提供財務資助

於2022年12月31日，本集團已通過提供墊款及融資擔保向其聯屬公司（包括本集團的聯營公司及合營公司）提供財務資助，詳情如下：

Name of affiliated companies (the "Affiliated Companies")	聯屬公司 (「聯屬公司」)名稱	The Group's attributable interest in the Affiliated Companies	本集團應佔聯屬 公司之權益	Advances to the Affiliated Companies as at 31 December 2022 於2022年12月31 日向聯屬公司提 供之墊款 RMB'000 人民幣千元	Guarantees for facilities granted to the Affiliated Companies 向聯屬公司提供 之融資擔保 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Tianjin Yuzhou Yucheng Real Estate Development Co., Ltd*	天津禹洲裕成房地產開發有限公司	13%	1,665,102	-	1,665,102	
Taicang Kangyida Real Estate Development Co., Ltd*	太倉康溢達房地產開發有限公司	49%	1,366,310	243,040	1,609,350	
Wuxi Xinghongyi Real Estate Co., Ltd*	無錫興鴻益置業有限公司	50%	1,254,896	320,635	1,575,531	
Xiamen Zhongrong Real Estate Development Co., Ltd*	廈門中蓉房地產開發有限公司	33%	1,475,008	34,000	1,509,008	
Jiangmen Maoqian Real Estate Development Co., Ltd*	江門茂乾房地產開發有限公司	30%	1,332,997	-	1,332,997	
Chengdu Yuhong Real Estate Development Co., Ltd*	成都禹鴻房地產開發有限公司	51%	1,321,109	-	1,321,109	
Fuzhou Shimao Hongqi Real Estate Co., Ltd*	福州世茂弘奇置業有限責任公司	23%	836,955	40,000	876,955	
Suzhou Haoyi Real Estate Development Co., Ltd*	蘇州灝溢房地產開發有限公司	20%	860,169	-	860,169	
Hangzhou Changhe Real Estate Co., Ltd*	杭州昌赫置業有限公司	23%	838,671	-	838,671	
Suzhou Yuhongyuan Real Estate Co., Ltd*	蘇州禹鴻遠盈置業有限公司	20%	757,133	-	757,133	
Suzhou Xinyuxi Construction and Development Co., Ltd*	蘇州新禹溪建設發展有限公司	49%	412,955	221,019	633,973	
Tianjin Yuzhou Xinghan Real Estate Development Co., Ltd*	天津禹洲興漢房地產開發有限公司	26%	625,793	-	625,793	
Xinyang Yaheng Real Estate Co., Ltd*	滎陽市雅恒置業有限公司	34%	570,823	-	570,823	
Tianjin Harmony Home Construction and Development Co., Ltd*	天津和諧家園建設開發有限公司	30%	-	540,000	540,000	
Tianjin Boshang Wanyi Real Estate Development Co., Ltd*	天津博尚萬逸房地產開發有限公司	30%	519,646	-	519,646	
Tianjin Xuanyi Real Estate Development Co., Ltd*	天津軒溢房地產開發有限公司	60%	498,628	-	498,628	
Tianjin Yuzhou Runcheng Real Estate Co., Ltd*	天津禹洲潤成置業有限公司	49%	486,232	-	486,232	
Qingdao Shenggang Investment Co., Ltd*	青島盛港投資有限公司	17%	452,667	-	452,667	
Shanghai Yehao Business Consulting Co., Ltd*	上海燁灝商務諮詢有限公司	49%	452,193	-	452,193	
Nanjing Ximao Real Estate Co., Ltd*	南京溪茂置業有限公司	20%	440,166	-	440,166	
Yangzhou Jizhi Real Estate Co., Ltd*	揚州集智房地產有限公司	40%	10,507	411,110	421,617	
Wuxi Fengxiang Real Estate Development Co., Ltd*	無錫豐翔房地產開發有限公司	40%	378,882	-	378,882	
Hefei Ruiyun Real Estate Co., Ltd*	合肥瑞鑾置業有限公司	51%	373,766	-	373,766	
Nanjing Kunhao Hardware Trading Co., Ltd*	南京琨灝五金貿易有限公司	80%	327,195	-	327,195	
Xiamen Binxi Real Estate Co., Ltd*	廈門市濱溪置業有限公司	33%	306,248	-	306,248	
Xiamen Zeyi Trading Co., Ltd*	廈門澤溢貿易有限公司	51%	234,995	-	234,995	
Zhongshan Yuhong Real Estate Development Co., Ltd*	中山禹鴻房地產開發有限公司	28%	-	210,000	210,000	
Nanjing Yongxiang Real Estate Development Co., Ltd*	南京雍祥房地產開發有限公司	33%	126,989	-	126,989	
Suzhou Lijia Real Estate Development Co., Ltd*	蘇州里嘉房地產開發有限公司	19%	116,719	-	116,719	
Foshan Hangfeng Dexin Real Estate Co., Ltd*	佛山市杭豐德信置業有限公司	49%	100,719	-	100,719	
Suzhou Huxi Real Estate Development Co., Ltd*	蘇州湖璽房地產開發有限公司	20%	82,659	-	82,659	
Suzhou Huyue Real Estate Development Co., Ltd*	蘇州湖悅房地產開發有限公司	30%	-	74,506	74,506	
Hefei Haoyi Real Estate Development Co., Ltd*	合肥灝溢房地產開發有限公司	50%	45,157	-	45,157	
Changzhou Guangyu Real Estate Development Co., Ltd*	常州光裕房地產開發有限公司	49%	44,895	-	44,895	
Shenzhen Shenye Minghong Real Estate Development Co., Ltd*	深圳市深業明宏地產開發有限公司	5%	33,783	-	33,783	
Tianjin Lianyu Real Estate Co., Ltd*	天津聯禹置業有限公司	48%	27,396	-	27,396	
Nanjing Baoyu Real Estate Co., Ltd*	南京保禹置業有限公司	20%	-	13,406	13,406	
Total	總計		18,386,249	2,107,715	20,493,964	

* For identification purpose only

* 僅供識別

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

Notes:

- Advances are unsecured, interest-free and have no fixed repayment terms and will be repaid as and when appropriate.
- All of committed facilities will be made from the internal resources and/or banking facilities of the Group.
- Save as disclosed above, no other obligations arise under rules 13.13 to 13.16 of the Listing Rules.

The total amount of financial assistance provided to the Affiliated Companies, in aggregate, amount to approximately 14.3% as at December 31, 2022 under the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

Pursuant to Rule 13.22 of the Listing Rules, a combined statement of financial position of those Affiliated Companies with financial assistance from the Group and the Group's attributable interests in those Affiliated Companies as at December 31, 2022 are presented as follows:

附註：

- 該等墊款為無抵押、免息且無固定還款期限及將於適當時償還。
- 所有承諾融資將自本集團內部資源及／或銀行融資作出。
- 除上文所披露者外，概無有關上市規則第13.13至13.16條之其他披露責任。

於2022年12月31日，本集團提供予聯屬公司之財務資助總額合共約為上市規則第14.07(1)條所界定資產比率項下之14.3%。

根據上市規則第13.22條，於2022年12月31日，由本集團提供財務資助的聯屬公司的合併財務狀況表及本集團應佔該等聯屬公司的權益如下：

		Combined statement of financial position 合併財務狀況表	Group's attributable interests 本集團應佔權益
		RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current assets	非流動資產	1,443,423	651,453
Current assets	流動資產	61,457,652	19,997,592
Current liabilities	流動負債	<u>(47,114,038)</u>	<u>(15,675,949)</u>
Total assets less current liabilities	總資產減流動負債	15,787,037	4,973,096
Non-current liabilities	非流動負債	<u>(5,850,817)</u>	<u>(2,145,752)</u>
Net assets	資產淨額	<u>9,936,220</u>	<u>2,827,344</u>

The combined statement of financial position of the Affiliated Companies was prepared by combining their statements of financial position, after making adjustments to conform with the Group's significant accounting policies and re-grouping into significant classification in the statement of financial position, as at December 31, 2022.

聯屬公司的合併財務狀況表乃透過合併該等公司於2022年12月31日的財務狀況表編製，並已作出調整以符合本集團的主要會計政策，以及按財務狀況表的主要分類進行重新分類。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the date of this report, the Company has maintained the public float as required under the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

Save as set out in note 50 to the consolidated financial statements of the Group, there are no important events after the reporting period and up to the date of this report.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company will be held on May 30, 2023 and the notice of AGM will be published and despatched to the shareholders in due course. In order to determine the entitlement to attend and vote at the AGM, the Register of Members will be closed from May 24, 2023 to May 30, 2023, both days inclusive, during which period no transfer of shares will be registered. All transfer documents of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on May 23, 2023.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, the Group finished an exchange offer of one-year senior notes, of which the details are set out in the paragraph headed "LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES" under the section of "MANAGEMENT DISCUSSION AND ANALYSIS" above.

During the year, the Company purchased the 8.5% senior notes due 2024, 8.375% senior notes due 2024, 6% senior notes due 2023, 7.85% senior notes due 2026, 8.3% senior notes due 2025, 7.375% senior notes due 2026, 7.7% senior notes due 2025, 7.8125% senior notes due 2023, 8.5% senior notes due 2023, 8.625% senior notes due 2022, 6.35% senior notes due 2027, and 6% senior notes due 2022, which were listed on The Stock Exchange of Hong Kong Limited, at the purchase amount of US\$23,665,000, US\$10,800,000, US\$9,335,000, US\$4,300,000, US\$6,900,000, US\$8,750,000, US\$4,260,000, US\$5,000,000, US\$4,100,000, US\$3,000,000, US\$1,000,000, and US\$200,000, representing approximately 4.73%, 2.16%, 1.44%, 1.43%, 1.38%, 1.36%, 1.07%, 0.95%, 0.82%, 0.60%, 0.18% and 0.06% of the respective principal amounts.

充足公眾持股量

根據本公司可公開獲得的信息及董事會所知，截至本報告發佈之日，本公司已維持上市規則規定的充足公眾持股量。

報告期後事項

除集團合併財務報表附註50所列示外，在報告期之後及本報告日期之前無重大事項。

暫停辦理股份登記手續

本公司將於2023年5月30日召開應屆股東週年大會及股東週年大會通告將適時刊發並寄發予股東。為確定出席股東週年大會及於會上投票的權利，本公司將於2023年5月24日至2023年5月30日（包括首尾兩日）暫停辦理本公司的股份過戶登記手續，期間所有股份將暫停過戶。所有本公司過戶文件連同相關股票須於不遲於2023年5月23日下午四時三十分送交本公司位於香港的證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室，以作登記。

購買、出售或贖回本公司上市證券

年內，本集團完成一年期優先票據的交換邀約，有關詳情載於上文「管理層之討論及分析」一節項下的「流動資金、財務及資本資源」一段。

年內，本公司購買於2024年到期之8.5%優先票據、於2024年到期之8.375%優先票據、於2023年到期之6%優先票據、於2026年到期之7.85%優先票據、於2025年到期之8.3%優先票據、於2026年到期之7.375%優先票據、於2025年到期之7.7%優先票據、於2023年到期之7.8125%優先票據、於2023年到期之8.5%優先票據、於2022年到期之8.625%優先票據、於2027年到期之6.35%優先票據及於2022年到期之6%優先票據，該等優先票據均於香港聯合交易所有限公司上市，購買價為23,665,000美元、10,800,000美元、9,335,000美元、4,300,000美元、6,900,000美元、8,750,000美元、4,260,000美元、5,000,000美元、4,100,000美元、3,000,000美元、1,000,000美元及200,000美元，相等於各自本金金額之約4.73%、2.16%、1.44%、1.43%、1.38%、1.36%、1.07%、0.95%、0.82%、0.60%、0.18%及0.06%。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

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

MODEL CODE FOR DIRECTORS' SHARE DEALING

The Company has adopted a Code of Conduct on Directors' Securities Transactions (the "Securities Code") on terms no less exacting than the required standards set out in the Model Code for Securities Transactions by Directors of Listing Issuers contained in Appendix 10 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited. The directors have confirmed that they have complied with the requirements set out in the Securities Code throughout the year ended December 31, 2022.

CORPORATE GOVERNANCE

The Board and the management of the Group are committed to the maintenance of good corporate governance practices and procedures. The corporate governance principles of the Group emphasise a quality Board, sound internal controls, and transparency and accountability to all the shareholders of the Company.

During the year, the Company had adopted, applied and complied with the Corporate Governance Code contained in Part 2 of Appendix 14 to the Listing Rules except the following deviation:

Code Provision C.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Lam Lung On has been assuming the roles of both the Chairman and the Chief Executive Officer from January 1, 2012 to June 24, 2022. On June 24, 2022, Ms. Kwok Ying Lan (郭英蘭) was appointed as the Chairman and the Chief Executive Officer of the Company. Although these two roles are performed by the same individual, certain responsibilities are shared with the executive directors to balance the power and authority. In addition, all major decisions are made in consultation with members of the Board as well as senior management. The Board has three independent non-executive directors who offer different independent perspectives. Therefore, the Board is of the view that there are adequate balances of power and safeguards in place. The Board would review and monitor the situation on a regular basis and would ensure that the present structure would not impair the balance of power in the Group.

除上文所披露者外，本公司或其任何附屬公司概無購入、出售或贖回任何本公司的上市證券。

董事進行股份交易的標準守則

本公司已採納一套嚴謹程度不低於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十上市發行人董事進行證券交易的標準守則所訂標準的董事進行證券交易的行為守則（「證券守則」）。董事已確認於截至2022年12月31日止年度，一直遵守證券守則的規定。

企業管治

本集團董事會及管理層致力於維持良好的企業管治常規及程序。本集團所遵行的企業管治原則注重高質素之董事會、健全之內部監控，以及對本公司全體股東之透明度及問責性。

年內，本集團一直採用、應用及遵守上市規則附錄十四的第二部分所載的企業管治守則，惟以下偏離除外：

守則條文C.2.1條規定主席與首席執行官的角色應有區分，並不應由一人同時兼任。林龍安先生從2012年1月1日至2022年6月24日承擔本集團主席及首席執行官權責。於2022年6月24日，郭英蘭女士已獲任為本公司主席及首席執行官。儘管此兩角色均由同一位人士所擔任，其部分責任由執行董事分擔以平衡權利。而且所有重大決定均經由董事會及高級管理層商議後才作出。另董事會包含三位獨立非執行董事帶來不同獨立的觀點。因此，董事會認為已具備足夠的權力平衡及保障。董事會將定期進行檢討及監督，確保目前結構不會削弱本集團的權力平衡。

Management Discussion and Analysis (Continued) 管理層之討論及分析 (續)

SHARE OPTION SCHEME

The Company did not grant any share options for the year ended December 31, 2022.

REVIEW OF ACCOUNTS

The Audit Committee of the Company has reviewed the accounting policies adopted by the Group and the consolidated financial statements of the Group for the year ended December 31, 2022.

SCOPE OF WORK OF PRISM HONG KONG AND SHANGHAI LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and the related notes thereto for the year ended December 31, 2022 as set out in this report have been agreed by the Company's auditor, Prism Hong Kong and Shanghai Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by the Company's auditor in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by the Company's auditor on this report.

DEVELOPMENT STRATEGIES AND PROSPECTS

Looking forward to 2023, China's economic work will continue to focus on "stability", concentrating on "stabilizing growth, employment and price" and vigorously maintaining healthy and stable economic development. Specifically for the real estate industry, the economic stabilizer and ballast stone, under the keynote of "houses are for living instead of speculation", policies will support the demand side, the enterprise side, the guaranteed delivery of housing and housing support, and more supportive policies are expected to better play the economic pillar role of the real estate industry.

購股權計劃

截至2022年12月31日止年度，本公司概無授出購股權。

賬目審閱

本公司審核委員會已審閱本集團採納的會計政策以及本集團截至2022年12月31日止的綜合財務報表。

上會栢誠會計師事務所有限公司的工作範圍

本集團於本報告所列關於截至2022年12月31日止年度的綜合財務狀況表、綜合損益表、綜合全面收益表及相關附註的數字，已經由本公司核數師上會栢誠會計師事務所有限公司與本集團的年度綜合財務報表草稿所列的金額進行核對一致。本公司核數師就此進行的工作，並不構成根據香港會計師公會頒佈的香港審計準則、香港審閱業務準則或香港核證業務準則而進行的核證服務，故此本公司核數師概不就本報告發表任何核證。

發展策略與展望

展望2023年，國家的經濟工作仍將以「穩」為主，聚焦「穩增長、穩就業、穩物價」，大力保持經濟健康、穩定發展。具體到作為經濟穩定器和壓艙石的房地產行業，在堅持「房住不炒」的基調下，政策在需求端、企業端、保交樓、住房保障等方面將給予支持，扶持政策有望加碼，更好的發揮房地產業的經濟支柱性作用。

Management Discussion and Analysis (Continued) 管理層之討論及分析(續)

With the stimulation of multiple favorable policies, economic activities will gradually recover in the future, and the excess savings accumulated during the epidemic are expected to be gradually released into consumption momentum, driving a rebound in property sales and a gradual recovery of the domestic property-purchasing market. Meanwhile, market differentiation is increasingly obvious as the new market development logic continues to change: firstly, in terms of city differentiation, the tier-1 and tier-2 cities with higher levels of economic development and continuous net population inflow will continue to maintain their dominant position in industry development; secondly, in terms of clientele differentiation, against the backdrop of the policy of “houses are for living instead of speculation”, the first-time home buyers with the rigid demand and those with housing upgrade demand may dominate the market, and house purchase will gradually return to residential attribute, while the investment and financial attributes of real estate will gradually weaken; thirdly, in terms of product differentiation caused by clientele differentiation, in this context, consumers will pay more attention to product quality, product design, quality of property services, living atmosphere and other residential factors, and thus products with design that can better meet the personalized needs of different age groups and have a high cost performance will be more attractive and competitive.

In the new growth cycle of the industry, Yuzhou Group will adhere to its initial aspiration of founding and the internal development logic of business and industry, and will continue to attach great importance to corporate cash flow safety and profitable growth, focus on product quality, and insist on a pragmatic and practical work style, forging its “inner core” such as intrinsic quality, team strength, strategic layout, so as to create a core competitive advantage that matches its own genetic development. Yuzhou Group will continue to uphold its presence in and in-depth cultivation of tier-1 and tier-2 cities, to strive for long-term “going concern”, “living better” and “living longer” via a “moderate and excellent” and “less but more competitive” development trail.

在多重利好政策的刺激下，未來經濟活動將逐漸復甦，疫情期間所累積的超額儲蓄有望逐步釋放為消費動能，推動物業銷售需求反彈，逐步恢復國內購房市場。與此同時，將伴隨著新的市場發展邏輯持續改變，市場分化日趨明顯：一是城市分化，經濟發展水平較高、人口持續淨流入的一二線核心城市，將繼續保持行業發展優勢地位；二是客群分化，在「房住不炒」的政策背景下，首次置業的剛需客群和改善性住房需求的剛改客群或將主導市場，購房置業將逐步回歸居住屬性，房地產的投資、金融屬性將逐步弱化；三是由客群分化引發的產品分化，在此背景下，消費客群將更加注重產品品質、產品設計、物業服務質量、小區居住氛圍等居住因素，設計更加滿足不同年齡段的個性化需求、高性價比的產品，將更有吸引力及競爭優勢。

在行業新一輪的成長週期下，禹洲集團將回歸創業的初心，回歸商業和行業內在發展邏輯，繼續高度重視企業現金流安全，高度重視企業的盈利性增長，堅守產品品質，堅持務實落實的工作作風，持續鍛造企業內在質素、團隊戰力和戰略佈局等方面的「內核」，打造匹配自身基因發展的核心競爭優勢。禹洲集團將繼續秉持一二線核心城市佈局及深耕效應，以「小而美」、「少而精」的發展路線，爭取長期的「活下去」、「活得更好」、「活得更久」。

INVESTOR RELATIONS 投資者關係

In 2022, the Yuzhou Group continued its efforts to promote environmental, social and corporate governance development, and in doing so, the Group, as always, attached great importance to stable and efficient communication with shareholders and investors. Through years of exploration and practice, the Group has gradually developed a scientific and systematic operational mechanism for investor relations management and is committed to maintaining an excellent level of corporate governance and a high degree of transparency. Over the past year, the Group has made significant progress in investor relations management by establishing an efficient and stable investor communication system and communicating truthful and accurate information to investors through various channels in a timely manner, which the Group understands is particularly important for maintaining a high level of transparency and excellence in corporate governance. This year, Yuzhou Group was awarded the “2022 ESG Development Influential Company of the Year” award by the Huaxia Times, which recognises the Group’s continuous efforts in promoting environmental, social and corporate governance, and fully demonstrates the results of Yuzhou’s long-term efforts in capital markets and investor relations.

2022年，禹洲集團在推動環境、社會和公司治理發展方面持續努力，在此過程中，集團一如既往地高度重視與股東及投資者的穩定、高效溝通。經過多年的探索和實踐，集團逐步形成了科學、系統的投資者關係管理運營機制，致力維持卓越的企業治理水準和高度透明度。在過去一年裏，禹洲集團投資者關係管理工作取得了長足進展，通過建立高效穩定的投資者溝通體系，及時通過多種通路真實準確地向投資者傳遞本集團的資訊，集團深知這對於維護高透明度及卓越的企業管治水準尤為重要。在本年，禹洲集團榮獲華夏時報頒發的「2022年度ESG發展影響力企業」獎項，這是對集團在推動環境、社會和公司治理方面不斷努力的認可，充分彰顯了禹洲在資本市場和投資者關係方面長期深耕的成果。

Investor Relations (Continued) 投資者關係 (續)

OPEN, FAIR, TRANSPARENT AND ACCURATE INFORMATION DISCLOSURE

The Group promptly discloses its financial and operational updates to the capital market through various channels in an open, fair and transparent manner to allow investors, analysts, credit rating institutions and media to have an in-depth understanding of its philosophy, strategies and potential development of the Group. The recognition of investors on the business and development of the Group could facilitate the expansion of financing sources at a lower cost for optimization of loan structure. The Group actively seeks and sincerely listens to the opinions and advice from the capital market regarding the operation and management of the Group for improvement with a view of maximizing value of shareholders.

EFFECTIVE AND TIMELY COMMUNICATION SYSTEM WITH MULTIPLE CHANNELS

In 2022, despite the ongoing COVID-19 pandemic, global investors' attention towards Yuzhou Group remains unabated. As a bridge of communication with investors, the Group's Investor Relations team has always adhered to seeking diversified communication channels and maintaining close contact with domestic and foreign analysts and investors. The Group's Investor Relations work has always been at the forefront of the industry, actively and accurately promoting the Group's performance and development situation to global investors through frequent network strategy meetings and phone conferences, conducting effective and targeted corporate value dissemination. At the same time, the team also listens humbly to the opinions and suggestions of the capital markets, consolidating and expanding the investor base, continuously increasing the attention of the capital markets towards Yuzhou Group.

The investor relations team of the Group maintained active communication with the capital market to enhance the understanding of the capital market to the Group. Through continuous efforts, Yuzhou won a number of internal ESG awards in 2022 and continued to be rated as MSCI ESG "BBB", ranking among the top in the domestic real estate industry. The rating also reflected the international renowned index rating institutions' full recognition of the Group's previous development achievements, as well as the continuous optimization and upgrading of environmental protection, corporate social responsibility and internal corporate governance etc., also highlighted the Group's unique sustainable development advantages and model role in the industry.

秉持公開、公平、透明和準確的信息 披露原則

本集團遵循公開、公平、透明、多渠道的披露原則，向資本市場及時披露本集團的財務和經營狀況，讓投資者、分析員、信貸評級機構及傳媒等深入了解集團的經營理念、經營戰略及發展潛力，加深對集團業務及發展的認可，從而有利於拓寬集團的融資渠道、降低融資成本，優化債務結構。同時，集團秉持積極、誠懇、謙虛的態度聆聽資本市場對集團經營管理上的意見和建議，不斷優化本集團的經營管理水平，有助於實現股東的利益最大化。

保持及時有效的多渠道互動溝通機 制

2022年，儘管新冠疫情仍在肆虐，全球投資者對禹洲集團的關注度絲毫未減。作為與投資者溝通的橋樑，集團投資者關係團隊一直秉持著尋求多元化的溝通通路，並與國內外分析師和投資者始終保持著緊密聯繫。集團投資者關係工作一直處於行業前沿，通過不斷的網絡策略會議和電話會議與全球關注禹洲的投資者進行密切溝通，積極、準確、及時地向投資者推介集團的業績和發展情況，進行有效且具有針對性的企業價值傳播。同時，團隊也一如既往地謙虛地傾聽資本市場的意見和建議，鞏固並擴大投資者基礎，使得資本市場對禹洲集團的關注度不斷提高。

集團投資者關係部門積極與資本市場溝通，深化資本市場對集團的了解。通過不斷的努力，禹洲於2022年獲得數項業內ESG大獎並蟬聯MSCI ESG BBB評級，位居中國內地房地產前列，反映了國際知名指數評級機構對於集團既往發展成果的充分認可，以及在新時期於綠色環境保護、企業社會責任貢獻及集團內部管治等多方面的持續優化升級，也進一步彰顯了集團於行業內獨特的可持續發展優勢和榜樣作用。

Investor Relations (Continued) 投資者關係 (續)

The Group has established a stable and transparent communication system for investor relations, regularly issuing announcements, press releases, corporate monthly newsletters, and official WeChat information to shareholders and corporate holders. The Group's investor relations website (<http://ir.yuzhou-group.com>) has always been one of the important channels for information disclosure. In addition to the conventional information disclosure methods, the Group also extensively uses new media communication platforms such as WeChat public accounts, roadshows, and Global Intelligence to interact and communicate with investors. As the first enterprise in the industry to open an official WeChat platform for investor relations, the Yuzhou Group's official WeChat platform aims to serve as an efficient communication bridge for the group to maintain investor relations, exchange information, and answer related investor inquiries. The Group's strategies, new product promotion, investor relations, latest developments, industry information, and property market observations are transmitted to investors in real-time, gaining positive feedback from numerous analysts, investors, media reporters, and peers. As the Group's governance level improves and market value management needs arise, the content and scope of investor relations management work continue to expand. The Group will continue to dedicate itself to establishing and maintaining a stable and transparent communication system for investor relations, actively promoting and practicing corporate social responsibility, and establishing a good corporate image and brand value for the Yuzhou Group in the market.

集團建立穩定透明的投資者關係溝通制度，定期向股東及企業持份者發放公告、新聞稿、企業月度通訊及官方微信資訊，定期更新集團網站，主動、及時地對外傳遞集團最新情況。集團的投資者關係網站(<http://ir.yuzhou-group.com>)一直以來是集團信息披露的重要發放渠道之一。除了常規的信息披露方式，集團也廣泛地運用微信公眾號、路演中、格隆匯等新媒體傳播平台與投資者進行互動、交流。作為行業首家開通投資者關係官方微信平台的企業，禹洲集團官方微信平台旨在作為集團開展投資者關係維護、資訊交流和解答相關投資者問詢高效的溝通橋梁，把集團戰略、新品推介、投資者關係及集團最新動態、行業資訊、樓市觀察等第一時間傳遞給投資者，得到了眾多分析師、投資者、傳媒記者及同業的正面反饋。隨著集團治理水準的提升和市值管理的需要，投資者關係管理工作的內涵和外延不斷地拓展。集團將繼續致力於建立和維護穩定透明的投資者關係溝通制度，積極文宣和踐行企業社會責任，在市場上樹立起禹洲集團良好的企業形象和品牌價值。

Investor Relations (Continued)

投資者關係 (續)

OTHER INFORMATION

Shareholder Service

Shareholders may notify the registrar in writing on matters relating to your shareholding, such as share transfer, change of name or address and loss of share certificate:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre,
183 Queen's Road East, Wanchai, Hong Kong
Telephone: (852) 2862 8628
Facsimile: (852) 2529 6087

Shareholder Enquiries

Enquiry hotline of the Company during normal office hours:
Telephone: (852) 2508 1718

INVESTOR RELATIONS

For enquiries from investors and securities analysts, please contact:

Corporate Finance and Investor Relations Department
Yuzhou Group Holdings Company Limited
Units 5801-02, 58/F, The Center
99 Queen's Road Central, Central, Hong Kong
Telephone: (852) 2508 1718
Facsimile: (852) 2510 0265
Email: ir@yuzhou-group.com

其他股東須知信息

股東服務

凡有關閣下所持股份的事宜如股份過戶、更改名稱或地址、遺失股票等，須以書面通知過戶處：

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712至1716室
電話：(852) 2862 8628
傳真：(852) 2529 6087

股東查詢

公司在辦公室時間設有查詢熱線服務：
電話：(852) 2508 1718

投資者關係

投資者及證券分析師如有查詢，請聯絡：

禹洲集團控股有限公司
企業融資及投資者關係部
香港中環皇后大道中99號
中環中心58樓5801-02室
電話：(852) 2508 1718
傳真：(852) 2510 0265
電郵：ir@yuzhou-group.com

DIRECTORS' BIOGRAPHIES

董事簡介

BOARD OF DIRECTORS

The Board of Directors consists of seven Directors, of whom two are executive Directors, two are non-executive Directors and three are independent non-executive Directors. The Directors are appointed for a term not exceeding three years. The power and duties of our Board of Directors include convening general meetings and reporting the Board's work at general meetings, implementing resolutions passed at general meetings, determining our business plans and investment plans, formulating our annual budget and final accounts, formulating our proposals for profit distributions and for the increase or reduction of registered capital as well as exercising other powers, functions and duties as conferred by our Memorandum and Articles of Association.

董事會

董事會由七名董事組成，其中二名為執行董事，二名為非執行董事，三名為獨立非執行董事。董事獲委聘的任期不超過三年。董事會的權力及職責包括召開股東大會並於股東大會上報告董事會的工作、執行股東大會上通過的決議案、釐定我們的業務計劃及投資計劃、制定我們的年度預算及決算、制定我們的利潤分配提案及增加或減少註冊資本的提案，以及行使組織章程大綱及細則授予的其他權力、職能及職責。

Directors' Biographies (Continued) 董事簡介 (續)

EXECUTIVE DIRECTORS

Kwok Ying Lan, aged 52, was appointed as our executive Director on October 9, 2009 and was appointed as the Chairman of our Board of Directors on June 24, 2022, and she is also a member of the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") of our Company. Since joining our Company in April 1997, Ms. Kwok has held various positions including but not limited to chairman, director and general manager in most of our subsidiaries and is primarily responsible for the financial, capital and auditing work of the Company. Ms. Kwok has over 25 years of experience in property development and financial management. Ms. Kwok was an executive Director of the Xiamen Association of Enterprises with Foreign Investment. Ms. Kwok also serves as a member of the Standing Committee of the Xiamen Municipal Committee of the Chinese People's Political Consultative Conference, the director of Fujian Overseas Women's Friendship Association, the Deputy Chairman of the Hong-Kong Xiamen Friendship Union, and the vice president of the Hong Kong Chinese Importers' & Exporters' Association. She is the spouse of Mr. Lam Lung On, our non-executive Director, and the sister-in-law of Mr. Lin Conghui, our executive Director. Ms. Kwok has not held any directorship in any other public listed companies in the past three years. Ms. Kwok worked for China Construction Bank Xiamen Branch, a state-owned bank, before she joined our Company.

Lin Conghui, aged 52, was appointed as our executive Director on October 9, 2009. Since joining our Company in July 1998, Mr. Lin has held positions including but not limited to chairman and director in most of our subsidiaries and is primarily responsible for the daily operation management of cost purchasing department. Mr. Lin has over 30 years of experience in project management. He graduated from Tongji University with a diploma in Architecture Engineering in January 2006. Mr. Lin is the brother-in-law of Mr. Lam Lung On, our non-executive Directors, and Ms. Kwok Ying Lan, our executive Directors. Mr. Lin has not held any directorship in any other public listed companies in the past three years.

執行董事

郭英蘭，52歲，於2009年10月9日獲委任為我們的執行董事，並於2022年6月24日獲委任為董事會主席，亦為本公司薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）的成員。1997年4月加入本公司以來，郭女士曾於我們大多數附屬公司中擔任多個職位（包括但不限於董事長、董事及總經理），主要負責公司財務、資金及審計工作。郭女士擁有逾25年的房地產開發以及財務管理經驗，曾任廈門市外商投資企業協會的常務理事。郭女士同時亦為中國人民政治協商會議廈門市委員會常委、福建省海外婦女聯誼會理事、香港廈門聯誼總會副理事長、香港中華出入口商會副會長。彼為林龍安先生（公司非執行董事）的配偶以及林聰輝先生（公司執行董事）的大嫂。郭女士於過去的三年內並沒有擔任任何其他上市公司的董事。郭女士加盟公司前任職於一家國有銀行－中國建設銀行廈門分行。

林聰輝，52歲，於2009年10月9日獲委任為我們的執行董事。自1998年7月加入本公司以來，林先生曾於我們大多數附屬公司中擔任多個職位（包括但不限於董事長及董事），彼主要負責本公司成本招採部的日常營運管理工作。林先生擁有逾30年的項目管理經驗。林先生於2006年1月畢業於同濟大學建築工程專業。林先生為林龍安先生（公司非執行董事）及郭英蘭女士（公司執行董事）的妹夫。林先生於過去三年並沒有擔任任何其他上市公司的董事。

Directors' Biographies (Continued)
董事簡介(續)

NON-EXECUTIVE DIRECTOR

Lam Lung On, aged 58, the founder of the Group, was appointed as our non-executive Director on June 24, 2022. Since he founded the Group in December 1994, Mr. Lam has held various positions including but not limited to chairman, deputy chairman, director and general manager in most of subsidiaries of the Group and is primarily responsible for overseeing the development planning and strategic layout of the Company as well as the major decisions on the investment and human resources of the Company. He has over 28 years of experience in residential, commercial and hotel property development and investment. In 2006, Mr. Lam became an honorary citizen of Xiamen accredited by the mayor of Xiamen. Besides, he was appointed as a member of the Hong Kong Special Administrative Region (HKSAR) of the People's Republic of China to the 14th National Committee of the Chinese People's Political Consultative Conference (CPPCC) and has served in various public service positions, including a member of the HKSAR Election Committee, a member of the Standing Committee of the All-China Federation of Returned Overseas Chinese, and a member of the Tianjin Committee of the Chinese People's Political Consultative Conference. Mr. Lam also serves as the honorary president of the Hong Kong Chinese Importers' & Exporters' Association, the investment consultant of Xiamen, the visiting professor of the University of Science and Technology of China and the executive director of Jimei University. Mr. Lam graduated from the University of Science and Technology of China with a Master's degree in engineering in November 1996. Mr. Lam is the spouse of Ms. Kwok Ying Lan, an executive Director and a controlling shareholder of the Company, and the brother-in-law of Mr. Lin Conghui, an executive Director.

非執行董事

林龍安，58歲，集團創始人，於2022年6月24日獲委任為我們的非執行董事。自1994年12月創建本集團以來，林先生曾於我們大多數附屬公司中擔任多個職位（包括但不限於董事長、副董事長、董事及總經理），主要負責統籌集團發展規劃和戰略佈局以及集團投資及人力資源重要決策。彼於住宅、商業及酒店物業開發及投資領域擁有逾28年的經驗。於2006年，林先生獲廈門市市長認可為廈門市的榮譽市民。此外，彼亦擔任中華人民共和國香港特別行政區第十四屆全國政協委員，以及多個社會公職，包括香港特別行政區選舉委員會委員、中華全國歸國華僑聯合會常委及中國人民政協天津市委員會常委。林先生現亦擔任香港中華出入口商會榮譽會長、廈門市投資顧問、中國科技大學客座教授及集美大學常務校董。林先生於1996年11月畢業於中國科學技術大學，持有工學碩士學位。林先生為郭英蘭女士（本公司執行董事及控股股東）的配偶以及林聰輝先生（執行董事）的大舅子。

Directors' Biographies (Continued) 董事簡介 (續)

NON-EXECUTIVE DIRECTOR (Continued)

Song Jiajun, aged 51, was appointed as our non-executive Director on March 31, 2023. He has over 25 years of experience in financial management. From July 1995 to December 1999, he worked at the Wuhan representative office of China Science and Technology International Investment Corporation* (中國科技國際信託投資公司武漢代表處), with his last position being manager, which he was primarily responsible for business development. From May 2000 to April 2001, he was a manager at HK Wise Profit Group Limited, which he was primarily responsible for investment banking. From May 2001 to April 2015, Mr. Song worked at CITIC Securities Company Limited, which is listed on the Shanghai Stock Exchange (stock code: 600030.SH) and the Main Board of the Stock Exchange (stock code: 06030.HK), with his last position being executive general manager, which he was primarily responsible for investment banking and merger and acquisition. From May 2015 to May 2016, he served as the vice president of Languang Investment Holding Group Co., Ltd.* (藍光投資控股集團有限公司), which he was primarily responsible for equity investment. From June 2017 to April 2018, he served as the deputy general manager of OCT North Investment Co., Ltd.* (華僑城北方投資有限公司), a wholly owned subsidiary of OCT Group Limited* (華僑城集團有限公司) ("OCT Group"). Since January 2017, Mr. Song has been the deputy general manager of Shenzhen OCT Capital Investment Management Company Limited* (深圳華僑城資本投資管理有限公司), a wholly owned subsidiary of OCT Group, which he was primarily responsible for risk control and compliance. Mr. Song is currently a deputy general manager of Overseas Chinese Town (HK) Company Limited, a wholly owned subsidiary of Shenzhen Overseas Chinese Town Company Limited, which is listed on the Shenzhen Stock Exchange (stock code: 000069.SZ); a director of OCT Tourism Investment Management Co., Ltd.* (華僑城旅遊投資管理集團有限公司), a joint venture of OCT Group; a director of Huadian Gaintime (Beijing) Investment Fund Management Co., Ltd.* (華電金泰(北京)投資基金管理有限公司); and the chairman of Hudson Capital* (泓生投資管理有限公司). Mr. Song obtained his Bachelor's degree in literature and law from Wuhan University (武漢大學) in the PRC in January 1995.

非執行董事 (續)

宋家俊，51歲，於2023年3月31日獲委任為我們的非執行董事。彼擁有逾25年的金融管理經驗。自1995年7月至1999年12月，彼任職於中國科技國際信託投資公司武漢代表處，最後職位為經理，主要負責業務發展。自2000年5月至2001年4月，彼於香港駿豪集團有限公司擔任經理，主要負責投資銀行。自2001年5月至2015年4月，宋先生任職於中信証券股份有限公司(該公司於上海證券交易所上市(證券代碼：600030.SH)及於聯交所主板上市(股份代號：06030.HK))，最後職位為執行總經理，主要負責投資銀行及併購。自2015年5月至2016年5月，彼擔任藍光投資控股集團有限公司副總裁，主要負責股權投資。自2017年6月至2018年4月，彼擔任華僑城北方投資有限公司(華僑城集團有限公司(「華僑城集團」)之全資附屬公司)副總經理。自2017年1月起，宋先生一直擔任深圳華僑城資本投資管理有限公司(華僑城集團之全資附屬公司)副總經理，主要負責風險控制及合規。宋先生現任香港華僑城有限公司(深圳華僑城股份有限公司(該公司於深圳證券交易所上市(證券代碼：000069.SZ))之全資附屬公司)副總經理；華僑城旅遊投資管理集團有限公司(華僑城集團之合資公司)董事；華電金泰(北京)投資基金管理有限公司董事；及泓生投資管理有限公司董事長。宋先生於1995年1月獲得中國武漢大學文學和法學雙學士學位。

Directors' Biographies (Continued)
董事簡介(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Lam Kwong Siu, aged 89, was appointed as an independent non-executive Director on October 9, 2009. He is also the chairman of the Remuneration Committee and the Nomination Committee, and a member of the audit committee of our Company (the "Audit Committee"). Mr. Lam has more than 50 years of capital operating experience and had held the following positions in the banking sector: the deputy chairman of Bank of China International Holdings Limited since 2001, a non-executive Director of Bank of China International Limited since 2002, an independent non-executive Director of Fujian Holdings Limited (stock code: 00181.HK) since 2003, an independent non-executive Director of Xinyi Glass Holdings Limited (stock code: 00868.HK) since 2004, an independent non-executive Director of Far East Consortium International Limited (stock code: 00035.HK) since 2011 and a Director of Chu Hai College of Higher Education Limited Since November 2021 and the Chairperson since December 2021. Mr. Lam also holds many social positions, once the delegate of the Hong Kong Special Administrative Region of the PRC to the 10th National People's Congress, and currently serves as the honorary chairman of the Hong Kong Federation of Fujian Associations, life honorary chairman of the Chinese General Chamber of Commerce, adviser of the Hong Kong Chinese Enterprises Association and the honorary president of the Chinese Bankers Club of Hong Kong.

Wee Henry Soon Chiang (also known as Wee Toon Kian), aged 76, was appointed as an independent non-executive Director on October 9, 2009. He is also the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee. He has more than 40 years of experience in public accounting practice. Mr. Wee was an independent non-executive Director of The Quaypoint Corporation Limited (now known as China Uptown Group Company Limited), a Cayman Islands incorporated company listed on the Hong Kong Stock Exchange (stock code: 02330.HK), from September 2001 to November 2006. He is the founder of Henny Wee & Co., a firm of Certified Public Accountants (Practising) registered at Hong Kong Institute of Certified Public Accountants in February 1988. Mr. Wee has been the partner of Henny Wee & Co. since 1988 and following a merger with another local firm of certified public accountants on April 1, 2016, he has been the managing partner of the merged SWC & Partners. He was also a partner of Glass Radcliffe Chan & Wee as a partner. Mr. Wee obtained a bachelor's degree in Commerce from the University of Newcastle, New South Wales, Australia, in March 1971. He became an Associate Member of the Institute of Chartered Accountants (Australia) in July 1975, and a Certified Public Accountant (Practicing) of the Hong Kong Society of Accountants, now known as the Hong Kong Institute of Certified Public Accountant since 1988.

獨立非執行董事

林廣兆，89歲，於2009年10月9日獲委任為我們的獨立非執行董事，亦為本公司薪酬委員會主席、提名委員會主席以及審核委員會（「審核委員會」）成員。林先生擁有長達50年資金運作經驗，於銀行業部門擔任以下職務：自2001年以來擔任中銀國際控股有限公司副董事長、自2002年以來擔任中銀國際有限公司非執行董事、自2003年以來擔任閩港控股有限公司（股份代號：00181.HK）獨立非執行董事、自2004年以來擔任信義玻璃控股有限公司（股份代號：00868.HK）獨立非執行董事、自2011年以來擔任遠東發展有限公司（股份代號：00035.HK）獨立非執行董事及 2021年11月以來擔任珠海學院有限公司校董並於2021年12月委任為校董會主席。林先生亦擔任眾多社會職務，其中主要有：曾任第十屆全國人大的港區代表，現任香港福建社團聯合榮譽主席、香港中華總商會永遠名譽會長、香港中國企業協會顧問及香港銀行華員會名譽會長等。

黃循強，76歲，於2009年10月9日獲委任為我們的獨立非執行董事，亦為審核委員會主席、薪酬委員會及提名委員會成員。彼擁有逾40年公共會計實務經驗。黃先生自2001年9月至2006年11月擔任紀翰集團有限公司（現稱中國上城集團有限公司）的獨立非執行董事，該公司為一間於開曼群島註冊成立並於香港聯交所上市（股份代號：02330.HK）的公司。彼為黃循強會計師事務所的創始人，該公司乃於1988年2月在香港會計師公會註冊的執業會計師事務所。自1988年以後，黃先生為黃循強會計師事務所的合夥人，2016年4月1日該事務所與另一香港執業會計師事務所合併，合併後名為德富會計師事務所，黃先生為德富會計師事務所首席合夥人。彼曾作為合夥人任職於Glass Radcliffe Chan & Wee。黃先生於1971年3月畢業於澳洲新南威爾士省紐卡素大學，並取得商業學士學位。黃先生於1975年7月獲得澳洲特許會計師資格，並於1988年成為香港會計師公會的執業會計師。

Directors' Biographies (Continued) 董事簡介 (續)

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Yu Shangyou, aged 64, was appointed as an independent non-executive Director on June 24, 2022. He is also a member of the Audit Committee. Mr. Yu has over 32 years of experience in wealth and financial management. From April 1988 to June 1993, Mr. Yu was a project manager for overseas investment at the Asia-America & Pacific investment management department of China Heilongjiang International Economic and Technical Cooperation Corporation* (中國黑龍江國際經濟技術合作公司), a company primarily engaged in local and foreign construction projects of economic and technical cooperation. From 1993 to October 2020, he held various directorship and senior management positions in China Overseas Group including being (1) a director of China Overseas Holdings Limited* (中國海外集團有限公司), (2) a vice chairman and general manager of China Overseas Finance Investment Company Limited* (中國海外金融投資有限公司), (3) directors of several subsidiaries of China Overseas Land & Investment Ltd.* (中國海外發展有限公司), a company listed on the Stock Exchange (stock code: 00688.HK), and (4) an executive director of China Overseas Grand Oceans Group Limited* (中國海外宏洋集團有限公司), a company listed on the Stock Exchange (stock code: 00081.HK). From May 2014 to November 2020, Mr. Yu was a director of CSCEC Capital (Hong Kong) Limited* (中建資本(香港)有限公司), a subsidiary of China State Construction Capital (Hong Kong) Co., Ltd.* (中國建築股份有限公司) which is a company listed on the Shanghai Stock Exchange (stock code: 601668.SH), during such period, he was responsible for the business management of the company. From 2009 to 2013 and from 2016 to 2021, Mr. Yu acted as a director of Anhui Guoyuan Trust Co. Ltd.* (安徽國元信託有限責任公司), a company primarily engaged in trust and fund management. From 2014 to 2017, Mr. Yu also acted as a director of China Overseas Insurance Limited (中國海外保險有限公司). Mr. Yu has been recognized as a senior economist by China State Construction Company* (中國建築工程總公司) in the PRC since May 1996. Mr. Yu obtained his Bachelor's degree in finance from Jilin University of Finance and Economics (吉林財貿學院) in the PRC in July 1983. He also obtained his Master's degree from the Center for International Studies from The Ohio University in the United States in August 1987.

獨立非執行董事 (續)

于上游, 64歲, 於2022年6月24日獲委任為我們的獨立非執行董事, 為審核委員會成員。于先生於財富與金融管理領域擁有逾32年的經驗。自1988年4月至1993年6月, 于先生曾為中國黑龍江國際經濟技術合作公司(該公司主要從事海內外經濟技術合作工程建設項目業務)亞美太投資管理部海外投資管理項目經理。自1993年至2020年10月, 其曾在中國海外集團擔任多個董事及高級管理層職位, 包括:(1)中國海外集團有限公司的董事;(2)中國海外金融投資有限公司的副董事長及總經理;(3)中國海外發展有限公司(一家於聯交所上市的公司(股份代號:00688.HK))多家附屬公司的董事;及(4)中國海外宏洋集團有限公司(一家於聯交所上市的公司(股份代號:00081.HK))的執行董事。自2014年5月至2020年11月, 于先生為中國建築股份有限公司(一家於上海證券交易所上市的公司(證券代碼:601668.SH))的附屬公司中建資本(香港)有限公司的董事, 期間其負責該公司的業務管理。自2009年至2013年並自2016年至2021年, 于先生擔任安徽國元信託有限責任公司(該公司主要從事信託基金管理業務)的董事。自2014年至2017年, 于先生亦擔任中國海外保險有限公司董事。自1996年5月起, 于先生已獲中國建築工程總公司認可為中國高級經濟師。于先生於1983年7月獲得中國吉林財貿學院金融學學士學位。其亦於1987年8月獲得美國俄亥俄州立大學國際研究中心的碩士學位。

SENIOR MANAGEMENT'S BIOGRAPHIES 高級管理層簡介

SENIOR VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Chiu Yu Kang, aged 45, is the senior vice president of the Company, the Chief Financial Officer and the Company Secretary. Mr. Chiu holds a bachelor's degree of Business Administration in Accounting and Finance from the University of Hong Kong and a Master of Economics from the University of Hong Kong. From October 2008 to March 2015, Mr. Chiu served as the vice president of the Company, the Chief Financial Officer and the Company Secretary, who was responsible for project acquisitions, strategic planning, corporate finance activities, investor relations, company secretary matters, and compliance with the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Prior to re-joining the Company in July 2019, Mr. Chiu served as the chief financial officer, and company secretary of certain other companies listed on The Stock Exchange of Hong Kong Limited. Mr. Chiu has also worked in an international firm of Certified Public Accountants. Mr. Chiu has over 19 years of experience in auditing, accounting and financial management. Mr. Chiu is a member of Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of Hong Kong Chartered Governance Institute.

高級副總裁、首席財務官兼公司秘書

邱于廣，45歲，為本公司之高級副總裁、首席財務官及公司秘書。邱先生持有香港大學會計及金融專業工商管理學士學位以及香港大學經濟學碩士學位。於2008年10月至2015年3月，邱先生擔任本公司之副總裁、首席財務官及公司秘書，負責項目收購、策略規劃、企業融資活動、投資者關係、公司秘書事項及香港聯合交易所有限公司證券上市規則的規定合規事宜。於2019年7月再次加入本公司前，邱先生擔任於香港聯合交易所有限公司上市的若干其他公司之首席財務官及公司秘書。邱先生亦曾於一間國際註冊會計師事務所任職。邱先生於審計、會計及財務管理方面擁有逾19年經驗。邱先生為香港會計師公會會員、特許公認會計師公會資深會員及香港公司治理公會會員。

REPORT OF THE DIRECTORS

董事會報告

The directors present the report and the audited financial statements for the year ended December 31, 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries comprise property development, property investment, the provision of management services and hotel operation. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS

The Group's profit for the year ended December 31, 2022 and the Group's financial position at that date are set out in the consolidated financial statements on pages 112 to 277.

BUSINESS REVIEW

A review of the business of the Company during the year and discussion on the Company's future business development are set out in the "Chairman's Statement" and "Management Discussion and Analysis" sections of this annual report. Description of possible risks and uncertainties that the Company may be facing can be found in the "Management Discussion and Analysis" of this annual report. The financial risk management objectives and policies of the Company are set out in note 49 to the consolidated financial statements. Particulars of important events affecting the Company that have occurred since the end of the financial year ended December 31, 2022 are set out in note 50 to the consolidated financial statements. The financial key performance indicators are commonly used by the property development industry which shows the profitability and liquidity performance of a company.

董事謹此提呈董事會報告及截至2022年12月31日止年度的經審核財務報表。

主要業務

本公司主要從事投資控股。附屬公司的主要業務包括物業開發、物業投資、提供管理服務及經營酒店。年內本集團主要業務的性質並無重大變動。

業績

本集團截至2022年12月31日止年度的利潤，以及本集團於該日的財務狀況載於第112至277頁的綜合財務報表內。

業務回顧

有關本公司年內業務的分析及未來發展策略概論均載於本年報「主席報告」及「管理層之討論及分析」內。而有關本公司可能面對的潛在風險及不明朗因素的描述，亦載於本年報的「管理層之討論及分析」內，本公司的財務風險管理目標及政策載於綜合財務報表附註49。截至2022年12月31日止財政年度終結後發生並對本公司有影響的重大事件載於綜合財務報表附註50。此財務關鍵表現指標廣泛應用在物業開發行業，並能反映公司在利潤及流動性方面的表現。

Report of the Directors (Continued)
董事會報告 (續)

PAYMENT OF DIVIDEND

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

CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM of the Company will be held on May 30, 2023 and the notice of AGM will be published and despatched to the shareholders in due course. In order to determine the entitlement to attend and vote at the AGM, the Register of Members will be closed from May 24, 2023 to May 30, 2023, both days inclusive, during which period no transfer of shares will be registered. All transfer documents of the Company accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on May 23, 2023.

FINANCIAL HIGHLIGHT

A summary of the Group's results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out on pages 278 to 279. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment, and investment properties of the Group during the year are set out in notes 14 and 15 to the financial statements, respectively. Further details of the Group's investment properties are set out on pages 280 to 281.

股息派發

董事會不建議派發截至2022年12月31日止年度之末期股息。

暫停辦理股份過戶手續

本公司將於2023年5月30日召開應屆股東週年大會及股東週年大會通告將適時刊發並寄發予股東。為確定出席股東週年大會及於會上投票的權利，本公司將於2023年5月24日至2023年5月30日（包括首尾兩日）暫停辦理本公司的股份過戶登記手續，期間所有股份將暫停過戶。所有本公司過戶文件連同相關股票須於不遲於2023年5月23日下午四時三十分送交本公司位於香港的證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室，以作登記。

財務摘要

本集團過去五個財政年度的業績及資產、負債及非控股權益載於第278頁至279頁，乃摘錄自經審核財務報表。此概要並不構成經審核財務報表的一部分。

物業、廠房及設備以及投資物業

年內本集團的物業、廠房及設備以及投資物業的變動詳情分別載於財務報表附註14及15。本集團投資物業的進一步詳情載於第280頁至281頁。

Report of the Directors (Continued) 董事會報告 (續)

SENIOR NOTES

The Company issued US\$250 million senior notes with a maturity of seven years bearing a coupon interest rate of 6% in October 2016 and US\$350 million senior notes with a maturity of five years bearing a coupon interest rate of 6% in January 2017. The Company also issued US\$375 million senior notes in February 2018 and US\$625 million, in aggregate, senior notes in May and July 2018 with a maturity of three years bearing a coupon interest rate of 6.375% and 7.9%, respectively. The Company issued US\$500 million senior notes with a maturity of three years bearing a coupon interest rate of 8.625% in January 2019, US\$500 million senior notes with a maturity of four years bearing a coupon interest rate of 8.5% in January 2019, US\$500 million senior notes with a maturity of five years bearing a coupon interest rate of 8.5% in February 2019, additional US\$400 million senior notes bearing a coupon interest rate of 6% in July 2019 (which were consolidated and form a single series with the US\$250 million senior notes with a maturity of seven years bearing a coupon interest rate of 6.0% issued by the Company in October 2016), US\$500 million senior notes with a maturity of five years bearing a coupon interest rate of 8.375% in October 2019, US\$500 million senior notes with a maturity of five and half years bearing a coupon interest rate of 8.3% in November 2019, US\$645 million senior notes with a maturity of six years bearing a coupon interest rate of 7.375% in January 2020, US\$400 million senior notes with a maturity of five years bearing a coupon interest rate of 7.7% in February 2020, US\$40 million senior notes with a maturity of one year bearing a coupon interest rate of 7.5% in June 2020 and US\$300 million green senior notes with a maturity of six years bearing a coupon interest rate of 7.85% in August 2020, US\$562 million senior notes with a maturity of six years bearing a coupon interest rate of 6.35% in January 2021, US\$100 million senior notes with a maturity of 357-days bearing a coupon interest rate of 12% in July 2021, US\$200 million senior notes with a maturity of 1.75 years bearing a coupon interest rate of 9.95% in August 2021, US\$120 million senior notes with a maturity of 364-days bearing a coupon interest rate of 9.95% in September 2021 respectively. US\$528 million Exchange Offer senior notes with a maturity of one year bearing a coupon interest rate of 7.8125% in January 2022. For the details of the senior notes of the Company, please refer to note 32 to the financial statements.

優先票據

本公司於2016年10月發行價值2.5億美元的7年期優先票據，票面利息為6%，以及於2017年1月發行價值3.5億美元的5年期優先票據，票面利率為6%。本公司亦分別於2018年2月發行3.75億美元及於2018年5月及7月發行合共6.25億美元的3年期美元優先票據，票面利率分別為6.375%及7.9%。本公司於2019年1月分別發行價值5億美元的3年期優先票據，票面利率為8.625%及價值5億美元的4年期優先票據，票面利率為8.5%。本公司於2019年2月發行價值5億美元的5年期優先票據，票面利率為8.5%。本公司於2019年7月增發價值4億美元的優先票據，票面利率為6%（與本公司於2016年10月發行的價值2.5億美元7年期票面利率為6.0%的優先票據合併及構成單一系列）。本公司亦分別於2019年10月及11月發行價值5億美元的5年期優先票據，票面利率為8.375%及價值5億美元的5.5年期優先票據，票面利率為8.3%。本公司於2020年1月發行價值6.45億美元的六年期優先票據，票面利率為7.375%。本公司於2020年2月發行價值4億美元的五年期優先票據，票面利率為7.7%。本公司於2020年6月發行價值4千萬美元的一年期優先票據，票面利率為7.5%。本公司於2020年8月發行價值3億美元的六年期綠色優先票據，票面利率為7.85%。本公司於2021年1月發行價值5.62億美元的6年期優先票據，票面利息為6.35%，於2021年7月發行價值1億美元的357天優先票據，票面利息為12%，於2021年8月發行價值2億美元的1.75年期優先票據，票面利息為9.95%，於2021年9月發行價值1.2億美元的364天的優先票據，票面利息為9.95%。於2022年1月交換邀約發行價值5.28億美元的一年期優先票據，票面利息為7.8125%。有關本公司的優先票據，詳情請參閱財務報表附註32。

Report of the Directors (Continued)
董事會報告 (續)

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, the Group finished an exchange offer of one-year senior notes, of which the details are set out in the paragraph headed "LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES" under the section of "MANAGEMENT DISCUSSION AND ANALYSIS" above.

During the year, the Company purchased the 8.5% senior notes due 2024, 8.375% senior notes due 2024, 6% senior notes due 2023, 7.85% senior notes due 2026, 8.3% senior notes due 2025, 7.375% senior notes due 2026, 7.7% senior notes due 2025, 7.8125% senior notes due 2023, 8.5% senior notes due 2023, 8.625% senior notes due 2022, 6.35% senior notes due 2027, and 6% senior notes due 2022, which were listed on The Stock Exchange of Hong Kong Limited, at the purchase amount of US\$23,665,000, US\$10,800,000, US\$9,335,000, US\$4,300,000, US\$6,900,000, US\$8,750,000, US\$4,260,000, US\$5,000,000, US\$4,100,000, US\$3,000,000, US\$1,000,000, and US\$200,000, representing approximately 4.73%, 2.16%, 1.44%, 1.43%, 1.38%, 1.36%, 1.07%, 0.95%, 0.82%, 0.60%, 0.18% and 0.06% of the respective principal amounts.

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

優先購買權

本公司的組織章程細則或開曼群島(本公司註冊成立之管轄地域)法律並無訂明有關優先購買權的條文,規定本公司須按比例基準向現有股東提呈發售新股。

購買、出售或贖回本公司上市證券

年內,本集團完成一年期優先票據的交換邀約,有關詳情載於上文「管理層之討論及分析」一節項下的「流動資金、財務及資本資源」一段。

年內,本公司購買於2024年到期之8.5%優先票據、於2024年到期之8.375%優先票據、於2023年到期之6%優先票據、於2026年到期之7.85%優先票據、於2025年到期之8.3%優先票據、於2026年到期之7.375%優先票據、於2025年到期之7.7%優先票據、於2023年到期之7.8125%優先票據、於2023年到期之8.5%優先票據、於2022年到期之8.625%優先票據、於2027年到期之6.35%優先票據及於2022年到期之6%優先票據,該等優先票據均於香港聯合交易所有限公司上市,購買價為23,665,000美元、10,800,000美元、9,335,000美元、4,300,000美元、6,900,000美元、8,750,000美元、4,260,000美元、5,000,000美元、4,100,000美元、3,000,000美元、1,000,000美元及200,000美元,相等於各自本金金額之約4.73%、2.16%、1.44%、1.43%、1.38%、1.36%、1.07%、0.95%、0.82%、0.60%、0.18%及0.06%。

除上文所披露者外,本公司或其任何附屬公司概無購入、出售或贖回任何本公司的上市證券。

Report of the Directors (Continued) 董事會報告 (續)

RESERVES

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

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

DISTRIBUTABLE RESERVES

As of December 31, 2022 the Company's reserves available for distribution, calculated in accordance with the provisions of the Companies Law of the Cayman Islands, amounted to RMB1,008,439,000.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling RMB5,605,855 (2021: RMB14,139,378).

MAJOR CUSTOMERS AND SUPPLIERS

During the year, no sales to the Group's five largest customers and purchases from the Group's five largest suppliers accounted for 30% or more of the total sales for the year and of the total purchases for the year, respectively.

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

儲備

年內本公司及本集團儲備的變動詳情分別載於綜合財務報表附註37及綜合權益變動表。

董事並不知悉股東因持有本公司證券而享有任何稅務減免。

可供分派儲備

於2022年12月31日，本公司按照開曼群島公司法條文計算的可供分派儲備為人民幣1,008,439,000元。

慈善捐款

於本年度，本集團作出的慈善捐款合共為人民幣5,605,855元（2021年：14,139,378人民幣元）。

主要客戶及供應商

於本年度，向本集團五大客戶作出的銷售佔本集團本年度的銷售總額百分比及向本集團五大供應商作出的採購佔本集團本年度的採購總額百分比分別不超過30%。

本公司董事或其任何緊密聯繫人或據董事所知擁有本公司已發行股份數目5%以上的任何股東，概無於本集團五大客戶及供應商中擁有任何實益權益。

Report of the Directors (Continued)
董事會報告 (續)

DIRECTORS

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

Executive Directors:

Ms. Kwok Ying Lan (was appointed as Chairman on June 24, 2022)
Mr. Lin Conghui
Mr. Lam Lung On (has resigned on June 24, 2022)

Non-executive Directors:

Mr. Lam Lung On (was appointed as Non-executive Director on June 24, 2022)
Mr. Song Jiajun (was appointed as Non-executive Director on March 31, 2023)
Ms. Xie Mei (has resigned on March 31, 2023)

Independent Non-executive Directors:

Mr. Lam Kwong Siu
Mr. Wee Henry Soon Chiang
Mr. Yu Shangyou (was appointed as Independent Non-executive Director on June 24, 2022)
Dr. Zhai Pu (has resigned on June 24, 2022)

The Company has received annual confirmations of independence from each of Messrs. Lam Kwong Siu, Wee Henry Soon Chiang and Mr. Yu Shangyou, and as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 53 to 59 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Lam Lung On, Ms. Kwok Ying Lan, and Mr. Lin Conghui, being executive Directors or non-executive Director, has entered into a service contract with the Company for a term of three years commencing from November 2, 2012, which has been renewed for another term of three years commencing from November 2, 2015, November 2, 2018 and November 2, 2021 respectively, subject to termination by either party giving not less than three months' written notice and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Lam Lung On has resigned as the executive Director on June 24, 2022.

董事

年內及截至本報告日期止本公司董事為：

執行董事：

郭英蘭女士 (於2022年6月24日獲委任為主席)
林聰輝先生
林龍安先生 (已於2022年6月24日辭任)

非執行董事：

林龍安先生 (於2022年6月24日
獲委任為非執行董事)
宋家俊先生 (於2023年3月31日
獲委任為非執行董事)
謝梅女士 (已於2023年3月31日辭任)

獨立非執行董事：

林廣兆先生
黃循強先生
于上游先生 (於2022年6月24日
獲委任為獨立非執行董事)
翟普博士 (已於2022年6月24日辭任)

本公司已接獲林廣兆先生、黃循強先生及于上游先生各自發出的年度獨立性確認書，且於本報告日期仍認為彼等乃屬獨立。

董事及高級管理層履歷

本公司董事及本集團高級管理層的履歷詳情載於本年報第53至59頁。

董事服務合約

林龍安先生、郭英蘭女士及林聰輝先生 (均為執行董事或非執行董事) 已與本公司訂立服務合約，由2012年11月2日起為期3年，並分別已於2015年11月2日、2018年11月2日及2021年11月2日起續期三年，惟訂約方任何一方可發出不少於3個月書面通知予以終止，並須根據組織章程細則於本公司之股東週年大會上退任及重選連任。林龍安先生已於2022年6月24日辭任執行董事職位。

Report of the Directors (Continued) 董事會報告 (續)

DIRECTORS' SERVICE CONTRACTS (Continued)

The Company has issued a letter of appointment to each of Mr. Lam Kwong Siu and Mr. Wee Henny Soon Chiang, being independent non-executive Directors, for a term of three years commencing from November 2, 2012. Upon expiry of the term, the Company has issued a letter of appointment to each of Mr. Lam Kwong Siu and Mr. Wee Henny Soon Chiang, to renew the term for another three years commencing from November 2, 2015, November 2, 2018 and November 2, 2021 respectively, which is subject to termination by either party giving not less than one month's written notice and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules.

Dr. Zhai Pu has been appointed as an independent non-executive Director with effect from December 28, 2016. The Company has issued a letter of appointment to Dr. Zhai, for a term of three years commencing from December 28, 2016, which has been renewed for another term of three years commencing from December 28, 2019, subject to termination by either party giving not less than one month's written notice and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. Dr. Zhai Pu has resigned as the independent non-executive Director on June 24, 2022.

Ms. Xie Mei has been appointed as a non-executive Director with effect from September 24, 2018. The Company has entered into a service contract with Ms. Xie Mei, for a term of three years commencing from September 24, 2018, which has been renewed for another term of three years commencing from September 24, 2021, subject to termination by either party giving not less than one month's written notice and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. Ms. Xie Mei has resigned as the non-executive Director on March 31, 2023.

Mr. Lam Lung On has been appointed as a non-executive Director with effect from June 24, 2022. The Company has entered into a service contract with Mr. Lam Lung On, for a term of three years commencing from June 24, 2022, which is subject to termination by either party giving not less than one month's written notice and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules.

董事服務合約 (續)

本公司已向林廣兆先生及黃循強先生 (均為獨立非執行董事, 任期由2012年11月2日起為期3年) 發出委任函件。本公司已於任期屆滿後向林廣兆先生及黃循強先生發出委任函件, 並分別已於2015年11月2日、2018年11月2日及2021年11月2日起續期三年, 惟訂約方任何一方可發出不少於一個月書面通知予以終止, 且須根據組織章程細則及上市規則於本公司之股東週年大會上退任及重選連任。

於2016年12月28日, 翟普博士已獲委任為本公司獨立非執行董事; 本公司已於2016年12月28日向翟普博士發出三年期的委任函件, 並已於2019年12月28日起續期三年, 惟訂約方任何一方可發出不少於一個月書面通知予以終止, 且須根據組織章程細則及上市規則於本公司之股東週年大會上退任及重選連任。翟普博士已於2022年6月24日辭任獨立非執行董事職位。

於2018年9月24日, 謝梅女士已獲委任為本公司非執行董事。本公司已於2018年9月24日及2021年9月24日與謝梅女士訂立三年期的委任函件, 惟訂約方任何一方可發出不少於一個月書面通知予以終止, 且須根據組織章程細則及上市規則於本公司之股東週年大會上退任及重選連任。謝梅女士已於2023年3月31日辭任非執行董事職位。

於2022年6月24日, 林龍安先生已獲委任為本公司非執行董事。本公司已於2022年6月24日與林龍安先生訂立三年期的委任函件, 惟訂約方任何一方可發出不少於一個月書面通知予以終止, 且須根據組織章程細則及上市規則於本公司之股東週年大會上退任及重選連任。

Report of the Directors (Continued) 董事會報告 (續)

DIRECTORS' SERVICE CONTRACTS (Continued)

Mr. Yu Shangyou has been appointed as an independent non-executive Director with effect from June 24, 2022. The Company has entered into a service contract with Mr. Yu Shangyou, for a term of three years commencing from June 24, 2022, which is subject to termination by either party giving not less than one month's written notice and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules.

Mr. Song Jiajun has been appointed as a non-executive Director with effect from March 31, 2023. The Company has entered into a service contract with Mr. Song Jiajun, for a term of three years commencing from March 31, 2023, which is subject to termination by either party giving not less than one month's written notice and retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules.

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

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

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

DIRECTORS' REMUNERATION

The Directors' fees and emoluments are subject to review by the Remuneration Committee and approval by the Board which are determined with reference to Directors' duties, responsibilities and performance and the results of the Group.

During the year, no amounts were paid by the Group to any of the directors of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 46 to the consolidated financial statements, no Director had an interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

董事服務合約 (續)

於2022年6月24日，于上游先生已獲委任為本公司獨立非執行董事。本公司已於2022年6月24日與于上游先生訂立三年期的委任函件，惟訂約方任何一方可發出不少於一個月書面通知予以終止，且須根據組織章程細則及上市規則於本公司之股東週年大會上退任及重選連任。

於2023年3月31日，宋家俊先生已獲委任為本公司非執行董事。本公司已於2023年3月31日與宋家俊先生訂立三年期的委任函件，惟訂約方任何一方可發出不少於一個月書面通知予以終止，且須根據組織章程細則及上市規則於本公司之股東週年大會上退任及重選連任。

概無擬於應屆股東週年大會上膺選連任的董事與本公司訂有本公司不可於一年內在毋須支付賠償(法定賠償除外)的情況下終止的服務合約。

董事於競爭業務的權益

於年內及直至本年報日期，董事概無被視為於與本集團的業務直接或間接競爭或可能直接或間接競爭的業務中擁有權益。

董事薪酬

董事袍金及薪酬乃經參考董事的職務、職責及表現以及本集團業績釐定，並須經薪酬委員會審閱及董事會批准。

年內，本集團概無向本集團任何董事支付款項作為加入本集團或加入之後的獎勵或作為離職補償。

董事的合約權益

除綜合財務報表附註46所述者外，年內，概無董事於任何對本集團業務屬重大，且本公司或任何附屬公司為訂約方的合約中直接或間接擁有權益。

Report of the Directors (Continued) 董事會報告 (續)

PERMITTED INDEMNITY

The Company's Articles of Association provides that every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. In addition, liability insurance for directors and senior management of the Company is maintained by the Company with appropriate coverage for certain legal actions against the Directors.

MANAGEMENT CONTRACTS

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

CONNECTED TRANSACTION

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the connected transactions or continuing connected transactions disclosed in note 46 to the financial statements.

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

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

准許彌償

本公司組織章程細則規定各董事有權以本公司資產彌償對彼作為董事獲判勝訴或獲判無罪的任何民事或刑事法律程序中進行辯護所產生或蒙受的所有虧損或負債。此外，本公司已就對董事作出的若干法律行動為本公司的董事及高級管理人員投購適當責任保險。

管理合約

年內並無訂立或存在任何有關管理及執行本公司業務的全部或任何重大部分的合約。

關連交易

本公司已遵守上市規則章節第14A有關關連交易或持續關連交易的披露規定，於財務報表附註46作出披露。

獨立非執行董事已審閱上文所載的持續關連交易，並已確認該等持續關連交易乃(i)於本集團一般及日常業務過程中訂立；(ii)按正常商業條款或不遜於本集團可向獨立第三方提供或可自獨立第三方取得之條款訂立；及(iii)根據規管有關條款之相關協議訂立，屬公平合理並符合本公司及股東之整體利益。

本公司亦已委聘核數師，根據香港會計師公會頒佈的香港鑒證業務準則第3000號基於香港上市規則實務指引第740號規定的持續關連交易的核數師函件而作出的歷史財務資料審計或審閱以外之鑒證工作，就本集團的持續關連交易出具報告。核數師已根據上市規則第14A.56條就以上持續關連交易出具了載有其結論的無保留意見函件。本公司已將核數師函件副本呈交香港聯交所。

Report of the Directors (Continued)
董事會報告 (續)

RELATED PARTY TRANSACTIONS

During the year, certain Directors and companies controlled by certain Directors entered into transactions with the Company which are disclosed in note 46 “Related Party Transactions” to the consolidated financial statements of the Company.

DIRECTORS’ INTERESTS IN SHARES

At December 31, 2022, the interests of the Directors in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long Positions in Ordinary Shares of the Company:

關連方交易

年內，若干董事及由若干董事控制的公司與本公司訂立交易，有關詳情披露於本公司綜合財務報表附註46「關連方交易」。

董事的股份權益

於2022年12月31日，董事於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股本中擁有記錄於本公司根據證券及期貨條例第352條須存置的登記冊、或根據上市發行人董事進行證券交易的標準守則須知會本公司及香港聯交所的權益如下：

於本公司普通股的好倉：

Name of director	董事姓名	Note	Directly owned	Controlled Corporation owned	Through spouse	Total	Percentage of the Company's issued share capital 佔本公司已發行股本的百分比
Mr. Lam Lung On	林龍安先生	(a)	27,729,929	1,919,109,051 (b)	1,920,047,720	3,866,886,700	59.09
Ms. Kwok Ying Lan	郭英蘭女士	(a)	1,384,239	1,918,663,481 (c)	1,946,838,980	3,866,886,700	59.09
Mr. Lin Conghui	林聰輝先生		10,265,697	-	-	10,265,697	0.16

(a) Ms. Kwok Ying Lan and Mr. Lam Lung On are married to each other.

(a) 郭英蘭女士與林龍安先生為對方的配偶。

(b) These 1,919,109,051 Shares were registered in the name of Studious Profits Limited (“Studious Profits”). Mr. Lam Lung On held 100% of the entire issued share capital of Studious Profits and was deemed to be interested in the 1,919,109,051 Shares held by Studious Profits pursuant to the SFO.

(b) 該1,919,109,051股股份以學潤有限公司（「學潤」）名義登記。林龍安先生持有學潤的全部已發行股本，因此根據證券及期貨條例被視為擁有學潤持有的1,919,109,051股股份。

(c) These 1,918,663,481 Shares were registered in the name of Plentiful Wise Developments Limited (“Plentiful Wise”). Ms. Kwok Ying Lan held 100% of the entire issued share capital of Plentiful Wise and was deemed to be interested in the 1,918,663,481 Shares held by Plentiful Wise pursuant to the SFO.

(c) 該1,918,663,481股股份以睿沛發展有限公司（「睿沛」）名義登記。郭英蘭女士持有睿沛的全部已發行股本，因此根據證券及期貨條例被視為擁有睿沛持有的1,918,663,481股股份。

Save as provided above and in the sub-section headed “Share Option Scheme” below, none of the Directors have any interests or short positions or short positions in the share capital of the Company or its associated corporations.

除以上所述及以下的「購股權計劃」部分所述者外，概無董事於本公司或其相聯法團的股本中擁有任何權益及淡倉。

Report of the Directors (Continued)
董事會報告 (續)

**SUBSTANTIAL SHAREHOLDERS' INTERESTS
IN SHARES**

The register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that, as at December 31, 2022, the following shareholders, other than those disclosed in the paragraph headed "Directors' Interests in Shares" in this Directors' Report section of this annual report, had notified the Company of its interests and/or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and so far as the Directors were aware, persons other than the Directors or chief executive of the Company, who had an interest or a short position in the Shares or underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

主要股東的股份權益

本公司根據證券及期貨條例第336條規定存置的主要股東名冊顯示，於2022年12月31日，除於本年報「董事會報告」內「董事的股份權益」一段披露外，下列股東已知會本公司其於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須予披露的權益及／或淡倉，及就董事所知，下列人士（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有須記錄於根據證券及期貨條例第336條規定存置的登記冊的權益或淡倉：

Name of substantial shareholder	Note	Capacity/Nature of interest	Number of Shares	Percentage of the Company's issued share capital 佔本公司已發行股本的百分比
主要股東名稱	附註	身份／權益性質	股份數目	
Overseas Chinese Town (Asia) Holdings Limited 華僑城(亞洲)控股有限公司	(a)	Interest of controlled corporation 受控制法團權益	650,729,098	9.94
City Legend International Limited 華昌國際有限公司	(a)	Beneficial owner 實益擁有人	650,729,098	9.94

(a) City Legend International Limited (華昌國際有限公司) is a wholly-owned subsidiary of Overseas Chinese Town (Asia) Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 03366.HK).

(a) 華昌國際有限公司為華僑城(亞洲)控股有限公司之全資附屬公司。華僑城(亞洲)控股有限公司是一家於開曼群島註冊成立之獲豁免有限公司，其股份於香港聯交所主板上市(股份代號：03366.HK)。

Saved as provided above, the Company has not been notified by any person who had any interests and/or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，本公司並無獲任何人士告知於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露或記錄於本公司根據證券及期貨條例第336條須存置之登記冊的任何權益及／或淡倉。

Report of the Directors (Continued)
董事會報告 (續)

SHARE OPTION SCHEME

On May 24, 2010, a share option scheme (the “2010 Scheme”) was adopted and approved by the then shareholders of the Company for a period of 10 years commencing on the adoption date. The 2010 Scheme expired on May 23, 2020, and no further share options will be granted under the Scheme.

On June 4, 2020, a new share option scheme (the “2020 Scheme”) was adopted and approved by the Shareholders for a period of 10 years commencing from the adoption date.

2010 Scheme

Pursuant to the 2010 Scheme, the Board may, at its discretion, invite any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of the Group and any advisors, consultants, distributors, contractors, customers, suppliers, agents, business partners, joint venture business partners, service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group to participate in the 2010 Scheme.

On December 31, 2012, the Company granted share options (the “Share Options”) under the 2010 Scheme to certain directors and employees of the Group (the “Grantees”) which, subject to their acceptance, entitles them to subscribe for an aggregate of 43,693,200 new shares of HK\$0.1 each (the “Shares”) in the share capital of the Company, as adjusted as a result of the bonus issue of the Shares by the Company in July 2013.

On December 31, 2013, the Company further granted the Share Options under the 2010 Scheme to the Grantees which, subject to the acceptance of the Grantees, entitles the Grantees to subscribe for an aggregate of 11,626,000 new Shares.

On January 20, 2015, the Company granted the Share Options under the 2010 Scheme to the Grantees which, subject to their acceptance, entitles the Grantees to subscribe for an aggregate of 16,445,000 new Shares.

On January 27, 2016, the Company granted the Share Options under the 2010 Scheme to the Grantees which, subject to their acceptance, entitles the Grantees to subscribe for an aggregate of 19,790,000 new Shares.

購股權計劃

於2010年5月24日，本公司當時的股東已採納及批准一項購股權計劃（「2010計劃」），年期為由採納日期起計十年。2010年計劃已於2020年5月23日屆滿，且不會根據該計劃再授出任何購股權。

於2020年6月4日，股東採納及批准一項新購股權計劃（「2020年計劃」），年期為由採納日期起計十年。

2010年計劃

根據2010年計劃，董事會可酌情邀請彼等全權酌情認為對本集團已帶來或將帶來貢獻的本集團任何成員公司的任何董事（包括執行董事、非執行董事及獨立非執行董事）及僱員及本集團任何成員公司的任何顧問、專家顧問、分銷商、承包商、客戶、供應商、代理、業務夥伴、合營業務夥伴、服務供應商參與2010年計劃。

於2012年12月31日，本公司根據2010計劃向本集團若干董事及僱員（「承授人」）授出購股權（「購股權」）（惟須待承授人接納方可作實），供承授人認購合共43,693,200股本公司股本中每股面值港幣0.1元的新股份（「股份」）（該股份的數量因為本公司於2013年7月的紅股發行而調整）。

於2013年12月31日，本公司已根據2010計劃再向承授人授出購股權（惟須待承授人接納方可作實），供承授人認購合共11,626,000股新股份。

於2015年1月20日，本公司已根據2010計劃向承授人授出購股權（惟須待承授人接納方可作實），供承授人認購合共16,445,000股新股份。

於2016年1月27日，本公司已根據2010計劃向承授人授出購股權（惟須待承授人接納方可作實），供承授人認購合共19,790,000股新股份。

Report of the Directors (Continued) 董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)

2010 Scheme (Continued)

On January 26, 2017 and July 21, 2017, the Company granted the Share Options under the 2010 Scheme to the Grantees which, subject to their acceptance, entitles the Grantees to subscribe for an aggregate of 22,690,000 and 2,500,000 new Shares respectively.

On January 25, 2018, the Company granted the Share Options under the 2010 Scheme to the Grantees which, subject to their acceptance, entitles the Grantees to subscribe for an aggregate of 36,860,000 new Shares.

On January 24, 2019, the Company granted the Share Options under the 2010 Scheme to the Grantees which, subject to their acceptance, entitles the Grantees to subscribe for an aggregate of 45,270,000 new Shares.

On January 22, 2020, the Company granted the Share Options under the 2010 Scheme to the Grantees which, subject to their acceptance, entitles the Grantees to subscribe for an aggregate of 64,208,000 new Shares.

購股權計劃 (續)

2010年計劃 (續)

於2017年1月26日和2017年7月21日，本公司已根據2010計劃向承授人授出購股權（惟須待承授人接納方可作實），供承授人分別認購合共22,690,000股新股份和2,500,000股新股份。

於2018年1月25日，本公司已根據2010計劃向承授人授出購股權（惟須待承授人接納方可作實），供承授人認購合共36,860,000股新股份。

於2019年1月24日，本公司已根據2010計劃向承授人授出購股權（惟須待承授人接納方可作實），供承授人認購合共45,270,000股新股份。

於2020年1月22日，本公司已根據2010計劃向承授人授出購股權（惟須待承授人接納方可作實），供承授人認購合共64,208,000股新股份。

Report of the Directors (Continued)
董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)
2010 Scheme (Continued)

The details of which are disclosed as below:

購股權計劃 (續)
2010年計劃 (續)

有關詳情披露如下：

Executive Director, Key Management Personnel and other eligible employees	Date of grant	Vesting Period (years)	Period during which share options exercisable	Share options outstanding as at 2022/1/1	Share options			Exercise price (HK\$)	Closing price of shares immediately before the date on which share options were awarded (HK\$)	
					Share options awarded during the period ended 31 December 2022	Share options reclassified/ cancelled/ lapsed during the period ended 31 December 2022	Share options exercised during the period ended 31 December 2022		Share options outstanding as at 31 December 2022	Share options awarded on which share options were awarded
執行董事、 主要管理人員及 其他合資格雇員	授出日期	歸屬期 (年)	購股權可予行使之期間	於2022年 1月1日 未經行使的 購股權數目	截至2022年 12月31日 止年度 授出購股權	截至2022年 12月31日 止年度重新 分類/註銷/ 失效數目	截至2022年 12月31日 止年度 行權數目	行使價 (港元)	於2022年 12月31日 未經行使的 購股權數目	股份於緊接 授出購股權 日期前的 收市價 (港元)
Executive Director 執行董事										
Kwok Ying Lan 郭英蘭	31/12/2013	7	1/1/2021-31/12/2023	300,000	-	-	-	1.9300	300,000	1.9300
	20/1/2015	7	21/1/2022-20/1/2025	300,000	-	-	-	1.8920	300,000	1.8920
	27/1/2016	3	28/1/2019-27/1/2026	276,000	-	-	-	1.8120	276,000	1.8120
	27/1/2016	5	28/1/2021-27/1/2026	300,000	-	-	-	1.8120	300,000	1.8120
	27/1/2016	7	28/1/2023-27/1/2026	300,000	-	-	-	1.8120	300,000	1.8120
	21/7/2017	3	22/7/2020-21/7/2027	400,000	-	-	-	4.5500	400,000	4.5500
	21/7/2017	5	22/7/2022-21/7/2027	300,000	-	-	-	4.5500	300,000	4.5500
	21/7/2017	7	22/7/2024-21/7/2027	300,000	-	-	-	4.5500	300,000	4.5500
	25/1/2018	3	26/1/2021-25/1/2028	800,000	-	-	-	5.8800	800,000	5.8800
	25/1/2018	5	26/1/2023-25/1/2028	600,000	-	-	-	5.8800	600,000	5.8800
	25/1/2018	7	26/1/2025-25/1/2028	600,000	-	-	-	5.8800	600,000	5.8800
	24/1/2019	3	25/1/2022-24/1/2029	800,000	-	-	-	3.6500	800,000	3.6500
	24/1/2019	5	25/1/2024-24/1/2029	600,000	-	-	-	3.6500	600,000	3.6500
	24/1/2019	7	25/1/2026-24/1/2029	600,000	-	-	-	3.6500	600,000	3.6500
	22/1/2020	3	23/1/2023-22/1/2030	1,200,000	-	-	-	4.2740	1,200,000	4.2740
	22/1/2020	5	23/1/2025-22/1/2030	900,000	-	-	-	4.2740	900,000	4.2740
	22/1/2020	7	23/1/2027-22/1/2030	900,000	-	-	-	4.2740	900,000	4.2740
Lin Conghui 林聰輝	31/12/2012	5	1/1/2018-31/12/2022	294,000	-	-	-	1.8750	294,000	1.8750
	31/12/2012	7	1/1/2020-31/12/2022	3,780,000	-	-	-	1.8750	3,780,000	1.8750
	27/1/2016	5	28/1/2021-27/1/2026	150,000	-	-	-	1.8120	150,000	1.8120
	27/1/2016	7	28/1/2023-27/1/2026	150,000	-	-	-	1.8120	150,000	1.8120
	21/7/2017	3	22/7/2020-21/7/2027	200,000	-	-	-	4.5500	200,000	4.5500
	21/7/2017	5	22/7/2022-21/7/2027	150,000	-	-	-	4.5500	150,000	4.5500
	21/7/2017	7	22/7/2024-21/7/2027	150,000	-	-	-	4.5500	150,000	4.5500
	25/1/2018	3	26/1/2021-25/1/2028	200,000	-	-	-	5.8800	200,000	5.8800
	25/1/2018	5	26/1/2023-25/1/2028	150,000	-	-	-	5.8800	150,000	5.8800
	25/1/2018	7	26/1/2025-25/1/2028	150,000	-	-	-	5.8800	150,000	5.8800
	24/1/2019	3	25/1/2022-24/1/2029	200,000	-	-	-	3.6500	200,000	3.6500
	24/1/2019	5	25/1/2024-24/1/2029	150,000	-	-	-	3.6500	150,000	3.6500
	24/1/2019	7	25/1/2026-24/1/2029	150,000	-	-	-	3.6500	150,000	3.6500
	22/1/2020	3	23/1/2023-22/1/2030	320,000	-	-	-	4.2740	320,000	4.2740
	22/1/2020	5	23/1/2025-22/1/2030	240,000	-	-	-	4.2740	240,000	4.2740
	22/1/2020	7	23/1/2027-22/1/2030	240,000	-	-	-	4.2740	240,000	4.2740

Report of the Directors (Continued)
董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)
2010 Scheme (Continued)

購股權計劃 (續)
2010年計劃 (續)

Executive Director, Key Management Personnel and other eligible employees	Date of grant	Vesting Period (years)	Period during which share options exercisable	Share options outstanding as at 2022/1/1	Share options awarded during the period ended 31 December 2022	Share options	Share options exercised during the period ended 2022	Exercise price (HK\$)	Share options outstanding as at 31 December 2022	Closing price of shares immediately before the date on which share options were awarded (HK\$)
						reclassified/ cancelled/ lapsed during the period ended 31 December 2022				
執行董事、 主要管理人員及 其他合資格雇員	授出日期	歸屬期 (年)	購股權可予行使之期間	於2022年 1月1日 未經行使的 購股權數目	截至2022年 12月31日 止年度重新 止年度 授出購股權	截至2022年 12月31日 止年度重新 分類/註銷/ 失效數目	截至2022年 12月31日 止年度 行權數目	行使價 (港元)	於2022年 12月31日 未經行使的 購股權數目	股份於緊接 授出購股權 日期前的 收市價 (港元)
Non-Executive Director 非執行董事										
Lam Lung On 林龍安	31/12/2013	7	1/1/2021-31/12/2023	300,000	-	-	-	1.9300	300,000	1.9300
	20/1/2015	7	21/1/2022-20/1/2025	300,000	-	-	-	1.8920	300,000	1.8920
	27/1/2016	5	28/1/2021-27/1/2026	300,000	-	-	-	1.8120	300,000	1.8120
	27/1/2016	7	28/1/2023-27/1/2026	300,000	-	-	-	1.8120	300,000	1.8120
	21/7/2017	3	22/7/2020-21/7/2027	400,000	-	-	-	4.5500	400,000	4.5500
	21/7/2017	5	22/7/2022-21/7/2027	300,000	-	-	-	4.5500	300,000	4.5500
	21/7/2017	7	22/7/2024-21/7/2027	300,000	-	-	-	4.5500	300,000	4.5500
	25/1/2018	3	26/1/2021-25/1/2028	800,000	-	-	-	5.8800	800,000	5.8800
	25/1/2018	5	26/1/2023-25/1/2028	600,000	-	-	-	5.8800	600,000	5.8800
	25/1/2018	7	26/1/2025-25/1/2028	600,000	-	-	-	5.8800	600,000	5.8800
	24/1/2019	3	25/1/2022-24/1/2029	800,000	-	-	-	3.6500	800,000	3.6500
	24/1/2019	5	25/1/2024-24/1/2029	600,000	-	-	-	3.6500	600,000	3.6500
	24/1/2019	7	25/1/2026-24/1/2029	600,000	-	-	-	3.6500	600,000	3.6500
	22/1/2020	3	23/1/2023-22/1/2030	1,200,000	-	-	-	4.2740	1,200,000	4.2740
	22/1/2020	5	23/1/2025-22/1/2030	900,000	-	-	-	4.2740	900,000	4.2740
	22/1/2020	7	23/1/2027-22/1/2030	900,000	-	-	-	4.2740	900,000	4.2740

Report of the Directors (Continued)
董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)
2010 Scheme (Continued)

購股權計劃 (續)
2010年計劃 (續)

Executive Director, Key Management Personnel and other eligible employees	Date of grant	Vesting Period (years)	Period during which share options exercisable	Share options outstanding as at 2022/1/1	Share options awarded during the period ended 31 December 2022	Share options reclassified/ cancelled/ lapsed during the period ended 31 December 2022	Share options exercised during the period ended 31 December 2022	Exercise price (HK\$)	Share options outstanding as at 31 December 2022	Closing price of shares immediately before the date on which share options were awarded (HK\$)
Key Management Personnel and other eligible employees										
主要管理人員及其他合資格僱員										
N/A 不適用	31/12/2012	3	1/1/2016-31/12/2022	151,200	-	(7,104)	-	1.8750	144,096	1.8750
N/A 不適用	31/12/2012	5	1/1/2018-31/12/2022	47,880	-	(5,328)	-	1.8750	42,552	1.8750
N/A 不適用	31/12/2012	7	1/1/2020-31/12/2022	425,880	-	(5,328)	-	1.8750	420,552	1.8750
N/A 不適用	31/12/2013	3	1/1/2017-31/12/2023	285,200	-	(67,480)	-	1.9300	217,720	1.9300
N/A 不適用	31/12/2013	5	1/1/2019-31/12/2023	277,200	-	(50,610)	-	1.9300	226,590	1.9300
N/A 不適用	31/12/2013	7	1/1/2021-31/12/2025	906,900	-	(50,610)	-	1.9300	856,290	1.9300
N/A 不適用	20/1/2015	3	21/1/2018-20/1/2025	282,000	-	(99,600)	-	1.8920	182,400	1.8920
N/A 不適用	20/1/2015	5	21/1/2020-20/1/2025	1,731,000	-	(74,700)	-	1.8920	1,656,300	1.8920
N/A 不適用	20/1/2015	7	21/1/2022-20/1/2025	2,362,500	-	(74,700)	-	1.8920	2,287,800	1.8920
N/A 不適用	27/1/2016	3	28/1/2019-27/1/2026	310,000	-	(260,000)	-	1.8120	50,000	1.8120
N/A 不適用	27/1/2016	5	28/1/2021-27/1/2026	2,722,500	-	(195,000)	-	1.8120	2,527,500	1.8120
N/A 不適用	27/1/2016	7	28/1/2023-27/1/2026	2,722,500	-	(195,000)	-	1.8120	2,527,500	1.8120
N/A 不適用	26/1/2017	3	27/1/2020-26/1/2027	3,500,000	-	(596,000)	-	2.6200	2,904,000	2.6200
N/A 不適用	26/1/2017	5	27/1/2022-26/1/2027	4,305,000	-	(447,000)	-	2.6200	3,858,000	2.6200
N/A 不適用	26/1/2017	7	27/1/2024-26/1/2027	4,305,000	-	(447,000)	-	2.6200	3,858,000	2.6200
N/A 不適用	25/1/2018	3	26/1/2021-25/1/2028	6,208,000	-	(1,128,000)	-	5.8800	5,080,000	5.8800
N/A 不適用	25/1/2018	5	26/1/2023-25/1/2028	4,656,000	-	(846,000)	-	5.8800	3,810,000	5.8800
N/A 不適用	25/1/2018	7	26/1/2025-25/1/2028	4,656,000	-	(846,000)	-	5.8800	3,810,000	5.8800
N/A 不適用	24/1/2019	3	25/1/2022-24/1/2029	8,648,000	-	(1,964,000)	-	3.6500	6,684,000	3.6500
N/A 不適用	24/1/2019	5	25/1/2024-24/1/2029	6,486,000	-	(1,473,000)	-	3.6500	5,013,000	3.6500
N/A 不適用	24/1/2019	7	25/1/2026-24/1/2029	6,486,000	-	(1,473,000)	-	3.6500	5,013,000	3.6500
N/A 不適用	22/1/2020	3	23/1/2023-22/1/2030	13,449,200	-	(4,322,000)	-	4.2740	9,127,200	4.2740
N/A 不適用	22/1/2020	5	23/1/2025-22/1/2030	10,086,900	-	(3,241,500)	-	4.2740	6,845,400	4.2740
N/A 不適用	22/1/2020	7	23/1/2027-22/1/2030	10,086,900	-	(3,241,500)	-	4.2740	6,845,400	4.2740

- (1) Adjusted as a result of the bonus issue of shares by the Company in July 2013. (1) 因紅股發行而由本公司於2013年7月作出調整。
- (2) Mr. Lam Long On resigned as the executive Director, and was re-designated as a non-executive Director on June 24, 2022. (2) 林龍安先生已於2022年6月24日辭任執行董事，並調任為非執行董事。

Report of the Directors (Continued) 董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)

2010 Scheme (Continued)

During the year, there were no options were exercised in relation to the 2010 Scheme. Accordingly, there is no weighted average closing price of the shares immediately before the date on which the options were exercised.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")).

The grant of Share Options to each of the above Directors had been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules and approved by the remuneration committee of the Company.

The purpose of the 2010 Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company, to encourage Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole, and to provide the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to Participants.

The total number of shares issued and to be issued upon exercise of the options granted and to be granted under the 2010 Scheme shall not exceed 345,599,999 shares of the Company in aggregate, representing 10% of the issued share capital of the Company on the date of adoption of the 2010 Scheme (i.e. May 24, 2010), as adjusted as a result of the bonus issues of the Shares by the Company in July 2012 and July 2013, and the total number of shares issued and to be issued upon exercise of the options granted and to be granted under the 2010 Scheme and any other share option scheme(s) of the Company to each Participant in any 12 month period shall not exceed 1% of the total number of shares in issue. At the time of grant of the options under the 2010 Scheme, the Company may specify any minimum period(s) for which the options must be held before it can be exercised. The period within which the options under the 2010 Scheme may be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the relevant date of grant.

購股權計劃 (續)

2010年計劃 (續)

年內，概無與2010年計劃有關的購股權獲行使。因此，並無緊接購股權獲行使日期前之股份的加權平均收市價。

除上文所披露者外，其餘購股權承授人均非本公司董事、最高行政人員或主要股東，亦非彼等之聯繫人（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））。

向上述董事授出之購股權已經獨立非執行董事根據上市規則第17.04(1)條批准及已經本公司薪酬委員會批准。

2010計劃旨在為參與者提供機會購入於本公司的自有權益，以鼓勵參與者為本公司及股東的整體利益而努力提升本公司及股份的價值，以及為本公司提供靈活方式以挽留、激勵、獎勵、酬謝參與者、向參與者作出報酬及／或為參與者提供福利。

於根據2010計劃已授出及將予授出的購股權獲行使時所發行及將予發行的股份總數合共不得超過345,599,999股本公司股份（相當於本公司於採用2010計劃的日期（即2010年5月24日）已發行股本之10%）（因本公司於2012年7月及2013年7月發行紅股而作出調整），而於任何12個月期間內，根據2010計劃及本公司任何其他購股權計劃已或將授予各參與者的購股權獲行使時所發行及將予發行的股份總數不得超過已發行股份總數之1%。於根據2010計劃授出購股權時，本公司可指定購股權於可行使前必須持有的任何最短期間。2010計劃項下的購股權可予行使的期間將由本公司於授出時指定。此期間必須不遲於自有關授出日期起計十年屆滿。

Report of the Directors (Continued)
董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)

2010 Scheme (Continued)

Pursuant to rule 17.09 of the Listing Rules, in relation to the 2010 Scheme, the total number of securities available for issue and the percentage of the issued shares that it represents as at the date of this report are 82,517,799 and 1.26%, respectively.

The amount payable on acceptance of an option to be granted under the 2010 Scheme is HK\$1.00 and the exercise price of the option shall be such price determined by the Board in its absolute discretion and notified to the Participant at the time an offer of the grant of an option is made, but in any event, shall be no less than the higher of:

- (a) the closing price of the share of the Company as stated in the daily quotations sheet issued by the Hong Kong Stock Exchange on the date of grant;
- (b) the average closing price of the share of the Company as stated in the daily quotations sheets issued by the Hong Kong Stock Exchange for the five business days immediately preceding the date of grant; or
- (c) the nominal value of the share of the Company on the date of grant.

2020 Scheme

Pursuant to the 2020 Scheme, the Board may, at its discretion, invite any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of the Group and any advisors, consultants, distributors, contractors, customers, suppliers, agents, business partners, joint venture business partners, service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group to participate in the 2020 Scheme.

購股權計劃 (續)

2010年計劃 (續)

根據上市規則第17.09條，有關2010年計劃，於本報告日期可予發行的證券總數及其佔已發行股份的百分比分別為82,517,799股及1.26%。

於接納根據2010計劃將予授出的購股權時的應付金額為港幣1.00元，而購股權的行使價須為董事會於授出購股權時全權酌情釐定並知會參與者的有關價格，惟於任何情況下不得低於下列各項的最高者：

- (a) 本公司股份於授出日期在香港聯交所刊發的每日報價表所列的收市價；
- (b) 本公司股份於緊接授出日期前五個營業日在香港聯交所刊發的每日報價表所列的平均收市價；或
- (c) 本公司股份於授出日期的面值。

2020年計劃

根據2020年計劃，董事會可酌情邀請彼等全權酌情認為對本集團已帶來或將帶來貢獻的本集團任何成員公司的任何董事（包括執行董事、非執行董事及獨立非執行董事）及僱員及本集團任何成員公司的任何顧問、專家顧問、分銷商、承包商、客戶、供應商、代理、業務夥伴、合營業務夥伴、服務供應商參與2020年計劃。

Report of the Directors (Continued) 董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)

2020 Scheme (Continued)

On January 28, 2021, the Company granted the Share Options under the 2020 Scheme to the Grantees which, subject to their acceptance, entitle the Grantees to subscribe for an aggregate of 69,585,000 new Shares, among which 3,000,000, 3,000,000, 800,000 and 1,000,000 Share Options were granted to Mr. Lam Lung On, Ms. Kwok Ying Lan, Mr. Lin Conghui and Ms. Lam Yu Fong respectively.

The details of which are disclosed as below:

Executive Director, Key Management Personnel and other eligible employees	Date of grant	Vesting Period (years)	Period during which share options exercisable	Share options	Share options	Share options	Share options	Exercise price (HK\$)	Share options	Closing price of shares immediately before the date on which share options were awarded (HK\$)
				outstanding as at January 1, 2022	awarded during the period ended December 31, 2022	reclassified/ cancelled/ lapsed during the period ended December 31, 2022	exercised during the period ended December 31, 2022		outstanding as at December 31, 2022	
執行董事、 主要管理人員及 其他合資格僱員	授出日期	歸屬期 (年)	購股權可予行使之期間	於2022年 1月1日 未經行使的 購股權數目	截至2022年 12月31日 止年度授出 購股權	截至2022年 12月31日 止年度重新 分類/註銷/ 失效數目	截至2022年 12月31日 止年度 行權數目	行使價 (港元)	於2022年 12月31日 未經行使的 購股權數目	股份於緊接 授出購股權 日期前的 收市價 (港元)
Executive Director										
執行董事										
Kwok Ying Lan	28/1/2021	3	29/1/2024-28/1/2031	1,200,000	-	-	-	2.7740	1,200,000	2.7740
郭英蘭	28/1/2021	5	29/1/2026-28/1/2031	900,000	-	-	-	2.7740	900,000	2.7740
	28/1/2021	7	29/1/2028-28/1/2031	900,000	-	-	-	2.7740	900,000	2.7740
Lin Conghui	28/1/2021	3	29/1/2024-28/1/2031	320,000	-	-	-	2.7740	320,000	2.7740
	28/1/2021	5	29/1/2026-28/1/2031	240,000	-	-	-	2.7740	240,000	2.7740
	28/1/2021	7	29/1/2028-28/1/2031	240,000	-	-	-	2.7740	240,000	2.7740
Non-Executive Director										
非執行董事										
Lam Lung On	28/1/2021	3	29/1/2024-28/1/2031	1,200,000	-	-	-	2.7740	1,200,000	2.7740
林龍安	28/1/2021	5	29/1/2026-28/1/2031	900,000	-	-	-	2.7740	900,000	2.7740
	28/1/2021	7	29/1/2028-28/1/2031	900,000	-	-	-	2.7740	900,000	2.7740
Key Management Personnel and other eligible employees										
主要管理人員及其他合資格僱員										
N/A 不適用	28/1/2021	3	29/1/2024-28/1/2031	20,190,000	-	(6,820,000)	-	2.7740	13,370,000	2.7740
N/A 不適用	28/1/2021	5	29/1/2026-28/1/2031	15,142,500	-	(5,115,000)	-	2.7740	10,027,500	2.7740
N/A 不適用	28/1/2021	7	29/1/2028-28/1/2031	15,142,500	-	(5,115,000)	-	2.7740	10,027,500	2.7740

購股權計劃 (續)

2020年計劃 (續)

於2021年1月28日，本公司已根據2020年計劃向承授人授出購股權（惟須待承授人接納後方可作實），供承授人認購合共69,585,000股新股份，其中有3,000,000份、3,000,000份、800,000份和1,000,000份購股權乃分別授予林龍安先生、郭英蘭女士、林聰輝先生和林禹芳女士。

有關詳情披露如下：

(a) Mr. Lam Long On resigned as the executive Director, and was re-designated to a non-executive Director on June 24, 2022.

(a) 林龍安先生已於2022年6月24日辭任執行董事，並調任為非執行董事。

Report of the Directors (Continued)
董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)

2020 Scheme (Continued)

During the year, there were no options were exercised in relation to the 2020 Scheme. Accordingly, there is no weighted average closing price of the shares immediately before the date on which the options were exercised.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules).

The grant of Share Options to each of the above Directors had been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules and approved by the remuneration committee of the Company.

The purpose of the 2020 Scheme is to provide participants with the opportunity to acquire proprietary interests in the Company, to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole, and to provide the Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to participants.

The total number of shares issued and to be issued upon exercise of the options granted and to be granted under the 2020 Scheme shall not exceed 522,155,066 shares of the Company in aggregate, representing 10% of the issued share capital of the Company on the date of adoption of the 2020 Scheme (i.e. June 9, 2020), and the total number of shares issued and to be issued upon exercise of the options granted and to be granted under the 2020 Scheme and any other share option scheme(s) of the Company to each participant in any 12 month period shall not exceed 1% of the total number of shares in issue. At the time of grant of the options under the 2020 Scheme, the Company may specify any minimum period(s) for which the options must be held before it can be exercised. The period within which the options under the 2020 Scheme may be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the relevant date of grant.

購股權計劃 (續)

2020年計劃 (續)

年內，概無與2020年計劃有關的購股權獲行使。因此，並無緊接購股權獲行使日期前之股份的加權平均收市價。

除上文所披露者外，其餘購股權承授人均非本公司董事、最高行政人員或主要股東，亦非彼等之聯繫人 (定義見上市規則)。

向上述各董事授出之購股權已經獨立非執行董事根據上市規則第17.04(1)條批准及已經本公司薪酬委員會批准。

2020年計劃的目的乃為參與者提供機會購買本公司的所有權權益，以及鼓勵參與者為本公司及其股份增值而努力，使本公司及其股東整體獲益，並為本公司提供靈活的方法，以挽留、激勵、獎勵、酬謝、補償參與者及／或給予參與者利益。

根據2020年計劃已授出或將授出的購股權獲行使而可能發行及將予發行的股份總數，合共不得超過522,155,066股本公司股份，佔本公司採納2020年計劃當日 (即2020年6月9日) 已發行股本的10%。於任何12個月期間，根據2020年計劃及本公司任何其他購股權計劃向各名參與者授出或將授出的購股權獲行使而發行及將予發行的股份總數，不得超過已發行股份總數的1%。於根據2020年計劃授出購股權時，本公司可設定購股權可予行使前須持有的最短期限。本集團將於授出時指定2020年計劃項下購股權可予行使的期限，該期限須不得超過相關授出日期起計10年。

Report of the Directors (Continued)
董事會報告 (續)

SHARE OPTION SCHEME (CONTINUED)

2020 Scheme (Continued)

Pursuant to Rule 17.09 of the Listing Rules, in relation to the 2020 Scheme, the total number of securities available for issue and the percentage of the issued shares that it represents as at the date of this report are 452,570,066 and 6.92%, respectively.

The amount payable on acceptance of an option to be granted under the 2020 Scheme is HK\$1.00 and the exercise price of the option shall be such price determined by the Board in its absolute discretion and notified to the participant at the time an offer of the grant of an option is made, but in any event, shall be no less than the higher of:

- (a) the closing price of the Shares of the Company as stated in the daily quotations sheet issued by the Hong Kong Stock Exchange on the date of grant;
- (b) the average closing price of the Shares of the Company as stated in the daily quotations sheets issued by the Hong Kong Stock Exchange for the five business days immediately preceding the date of grant; or
- (c) the nominal value of the Shares of the Company on the date of grant.

購股權計劃 (續)

2020年計劃 (續)

根據上市規則第17.09條，有關2020年計劃，於本報告日期可予發行的證券總數及其佔已發行股份的百分比分別為452,570,066股及6.92%。

接納一份2020年計劃項下購股權的應付金額為1.00港元，購股權的行使價須為董事會全權酌情釐定的有關價格，並於作出購股權授出要約時通知參與者，惟於任何情況下不低於下列各項的最高者：

- (a) 香港聯交所於授出日期發出的每日報價表所示的本公司股份收市價；
- (b) 香港聯交所於緊接授出日期前五個營業日發出的每日報價表所示的本公司股份平均收市價；或
- (c) 本公司股份於授出日期的面值。

Report of the Directors (Continued)
董事會報告 (續)

CONTINUING DISCLOSURE REQUIREMENTS UNDER RULE 13.21 OF THE LISTING RULES

2021 Facility Agreement

On February 23, 2021, the Company as borrower entered into a facility agreement (the “2021 Facility Agreement”) with certain banks as lenders in relation to 42-month term loan facilities in amounts of US\$238,500,000 and HK\$234,000,000 with the possibility of incremental term loan facilities subject to and on the terms thereof (the “2021 Facility”). The 2021 Facility Agreement includes a condition imposing specific performance obligation on Mr. Lam and Ms. Kwok, that it will be an event of default, if (i) Mr. Lam and Ms. Kwok collectively cease to maintain ownership of 51% or more of the voting share capital (or equivalent right of ownership including where the voting share capital may have been transferred by way of security or is otherwise held by a nominee) of the Company, or power to direct its policies and management, whether by contract or otherwise; or (ii) any person other than Mr. Lam or Ms. Kwok becomes the chairman of the Board.

Upon and at any time after the occurrence of an event of default, the lenders may immediately cancel all or any part of the commitment and the outstanding amount together with interest accrued thereon may become immediately due and payable.

As at December 31, 2022, the term loan facilities of US\$125,005,000 and HK\$122,647,000 remained outstanding.

The Company will continue to make relevant disclosure in its subsequent interim and annual reports of the Company pursuant to Rule 13.21 of the Listing Rules for as long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

Save as disclosed above, as at December 31, 2022, the Company did not have other disclosure obligations under Rule 13.18 of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company’s total issued share capital was held by the public as at the date of this report, being the latest practicable date prior to the date of this report.

根據上市規則第13.21條的持續披露規定

2021年貸款協議

於2021年2月23日，本公司（作為借款人）與若干銀行（作為貸款人）訂立貸款協議（「2021年貸款協議」），內容有關一筆金額為238,500,000美元及234,000,000港元的42個月定期貸款，並有可能於融資協議條款規限下及按其條款增加定期貸款融資（「2021年貸款」）。2021年貸款協議載有對林先生及郭女士實施特定表現責任的條件，倘(i)林先生及郭女士合共不再維持本公司具投票權股本之51%或以上之擁有權（或擁有權之等同權利，包括倘具投票權股本可能已透過抵押形式轉讓或以其他方式由代名人持有），或不再具有指示其政策及管理之權力，無論以合約或以其他方式行事；或(ii)任何人士（林先生或郭女士除外）擔任董事會主席，則將會構成違約事件。

於發生違約事件時及於其後任何時間，貸款人可立即取消全部或任何部份之該承擔，而尚未償還款項連同其應計利息可能成為即時到期及應付。

於2022年12月31日，定期貸款融資125,005,000美元及122,647,000港元尚未償還。

只要導致須遵守上市規則第13.18條項下所述責任之情況持續存在，則本公司將根據上市規則第13.21條於其往後之中期及年度報告中繼續作出相關披露。

除上文所披露者外，根據上市規則第13.18條，於2022年12月31日，本公司並無任何其他披露責任。

公眾持股量的充足性

根據本公司可從公開途徑取得的資料及據董事所知，於本報告日期（即本報告日期前的最後實際可行日期），本公司已發行股本總額至少25%由公眾人士持有。

Report of the Directors (Continued)

董事會報告 (續)

AUDIT COMMITTEE

The Audit Committee has reviewed the accounting policies, accounting standards and practices adopted by the Group, discussed auditing, internal control and financial reporting matters, and reviewed the consolidated financial statements and results of the Group for the year ended December 31, 2022.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company is incorporated in the Cayman Islands with its shares listed on the Main Board of the Hong Kong Stock Exchange. The Group's subsidiaries are incorporated in the British Virgin Islands, Samoa, Singapore, Hong Kong and China. The Group's operations are mainly carried out by the Group's subsidiaries in China while the Group also has a corporate and administrative office in Hong Kong.

Our establishments and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, the British Virgin Islands, Samoa, Singapore, Hong Kong and China. During the year ended December 31, 2022, as far as the Company is aware of, there was no incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group's business.

AUDITORS

On February 25, 2022, Ernst & Young ("EY") resigned as the external auditor of the Company, and the Board resolved to appoint Prism Hong Kong and Shanghai Limited as the external auditor of the Company to fill the vacancy following the resignation of EY and to hold office until conclusion of the next annual general meeting of the Company. Please refer to the announcement of the Company dated February 25, 2022 for further details.

審核委員會

董事會審核委員會已檢討本集團採用的會計政策、會計準則及慣例，討論審核、內部控制及財務報告事宜，並已審閱本集團截至2022年12月31日止年度的綜合財務報表及業績。

遵守法律及法規

本公司於開曼群島註冊成立，其股份於香港聯交所主板上市。本集團的附屬公司於英屬處女群島、薩摩亞、新加坡、香港及中國註冊成立。本集團的營運主要由本集團於中國的附屬公司進行，而本集團於香港設有企業及行政辦事處。

我們的業務及營運須遵守開曼群島、英屬處女群島、薩摩亞、新加坡、香港及中國的相關法律及法規。於截至2022年12月31日止年度，據本公司所知，概無發生違反相關法律及法規的事件對本集團業務造成重大影響。

核數師

於2022年2月25日，安永會計師事務所（「安永」）已辭去本公司外聘核數師一職，而董事會已議決委任上會栢誠會計師事務所有限公司為本公司的新核數師，以填補安永辭職後出現的空缺，任期直至本公司下屆股東週年大會結束時止。進一步詳情請參閱本公司日期為2022年2月25日的公告。

Report of the Directors (Continued)
董事會報告 (續)

AUDITORS (Continued)

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income and the consolidated statement of changes in equity and the related notes thereto for the year ended December 31, 2022 as set out in this annual report have been audited by the Company's auditor, Prism Hong Kong and Shanghai Limited, to the amounts set out in the Group's audited consolidated financial statements for the year.

A resolution to re-appoint Prism Hong Kong and Shanghai Limited, as our external auditor will be submitted for Shareholders' approval at forthcoming annual general meeting of the Company.

Save as disclosed above, there have been no other change of auditor for the preceding three years.

ON BEHALF OF THE BOARD

Kwok Ying Lan
Chairman

Hong Kong
March 31, 2023

核數師 (續)

本年報所載有關本集團截至2022年12月31日止年度之綜合財務狀況表、綜合損益表、綜合損益及其他全面收益表及綜合權益變動表以及其相關附註的數字已經由本公司核數師上會栢誠會計師事務所有限公司審核，與本集團本年度之經審核綜合財務報表所載金額一致。

於應屆股東週年大會上將提呈續聘上會栢誠會計師事務所為我們外聘核數師的決議案以供股東批准。

除上述披露外，本公司核數師在過去三年無其他變動。

代表董事會

郭英蘭
主席

香港
2023年3月31日

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board of Directors (the “Board”) and the management of the Company are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders’ value. Since the Company established, Yuzhou has been upholding the core values of “prudent development and value creation”, and devotes to adding more value for China’s urban development. The Board integrates the corporate culture into forging the core competencies and improving corporate strategic management capabilities of the Company, and formulates strategic planning for sustainable development as it aims to be the representative company in “creating prudent value” for China’s real estate industry. The corporate governance principles of the Company emphasis a quality Board, sound internal controls, and transparency and accountability to all shareholders. The Company has applied the principles and complied with all, except C.2.1, where applicable, of the code provisions and, where applicable, most of the recommended best practices as set out in Appendix 14 Corporate Governance Code (the “CG Code”) to the Listing Rules throughout the year ended December 31, 2022.

THE BOARD Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group.

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

Dividend Policy

The Company considers stable and sustainable returns to shareholders of the Company to be its goal and endeavors to maintain a dividend policy to achieve such goal. When considering the dividend payment, the Board shall take into account the factors including but not limited to our earnings and financial condition, operating requirements, capital requirements and any other conditions that the board may deem relevant. There is no assurance that dividends of any amount will be declared or distributed in any given period.

本公司董事會（「董事會」）及管理層致力維持良好的企業管治常規及程序。本公司深信良好的企業管治能為有效的管理、健全的公司文化、成功的業務發展及股東價值的提升確立框架。自本公司成立以來，始終秉持「穩健發展 創造價值」的核心價值觀，致力於為中國城市發展創造更多價值的打造，以及企業戰略管理能力的提升，並制定可持續發展的戰略規劃，致力於成為中國房地產行業「穩健價值創造者」的代表企業。本公司所遵行的企業管治原則著重高質素之董事會、健全之內部監控，以及對全體股東之透明度及問責性。截至2022年12月31日止年度，本公司已應用上市規則附錄十四之企業管治守則（「企管守則」）所載原則，並已遵守所有（如適用）守則條文及（如適用）大部分建議最佳常規（C.2.1除外）。

董事會 職責

董事會負責本集團的整體領導，並監察本集團的策略性決定以及監察業務及表現。董事會已向本集團的高級管理層授出本集團日常管理及營運的權力及責任。

全體董事須確保彼等本著真誠、遵守適用法律及法規，及於所有時間符合本公司及股東利益的方式履行職責。

股息政策

本公司視本公司股東的穩定及可持續回報為其目標，並致力維持股息政策以達致該目標。董事會於考慮派付股息時將考慮下列因素，包括但不限於我們的盈利及財務狀況、營運需要、資本需要及任何其他董事會認為或屬相關的任何其他條件而定。本公司概不能保證在任何特定期間內將宣派或分派任何數額的股息。

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Board Composition

As at the date of this annual report, the Board comprises seven members, consisting of two executive Directors, two non-executive Directors and three independent non-executive Directors as set out below:

Executive Directors

Ms. Kwok Ying Lan (was appointed as Chairman on June 24, 2022)
Mr. Lin Conghui
Mr. Lam Lung On (has resigned on June 24, 2022)

Non-executive Directors

Mr. Lam Lung On (was appointed as Non-executive Director on June 24, 2022)
Mr. Song Jiajun (was appointed as Non-executive Director on March 31, 2023)
Ms. Xie Mei (has resigned on March 31, 2023)

Independent Non-executive Directors

Mr. Lam Kwong Siu
Mr. Wee Henry Soon Chiang
Mr. Yu Shangyou (was appointed as Independent Non-executive Director on June 24, 2022)
Dr. Zhai Pu (has resigned on June 24, 2022)

The biographies of the Directors are set out under the section headed "Directors' Biographies" of this annual report.

Each of the independent non-executive Directors has provided an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

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

董事會 (續)

董事會組成

於本年度報告日期，董事會由七名成員組成，包括兩名執行董事、兩名非執行董事及三名獨立非執行董事，詳情如下：

執行董事

郭英蘭女士 (於2022年6月24日獲委任為主席)
林聰輝先生
林龍安先生 (已於2022年6月24日辭任)

非執行董事

林龍安先生 (於2022年6月24日
獲委任為非執行董事)
宋家俊先生 (於2023年3月31日
獲委任為非執行董事)
謝梅女士 (已於2023年3月31日辭任)

獨立非執行董事

林廣兆先生
黃循強先生
于上游先生 (於2022年6月24日
獲委任為獨立非執行董事)
翟普博士 (已於2022年6月24日辭任)

董事的個人簡歷載於本年度報告「董事簡介」一節。

各獨立非執行董事已根據上市規則第3.13條作出年度獨立性確認，且本公司認為所有獨立非執行董事皆屬獨立人士。

所有董事，包括獨立非執行董事，均為董事會帶來了廣泛的寶貴的商業經驗、知識和專業精神，使董事會能夠有效運作。獨立非執行董事應邀出任審核委員會、薪酬委員會及提名委員會。

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

The Directors have no financial, business, family or other material/relevant relationships with each other, except that Ms. Kwok Ying Lan, Chairman, executive Director and Chief Executive Officer of the Company, is the spouse of Mr. Lam Lung On, our non-executive Director, and the sister-in-law of Mr. Lin Conghui, our executive Director.

As regards the CG Code provision requiring Directors to disclose 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, Directors have agreed to disclose their commitments to the Company in a timely manner.

Continuing Professional Development

Directors are continually updated on the latest development and changes in the Listing Rules, the CG Code and other regulatory requirements in order to ensure the compliance with the same by the Directors. Directors are also encouraged to participate in professional development courses and seminars to develop and refresh their knowledge and skills. All of the existing Directors had provided record of training they received during the year to the Company. They participated in continuous professional development mainly by attending seminars or reading various materials regarding corporate governance, regulatory development and other relevant topics.

董事會 (續)

董事彼此並無財務、業務、家族或其他重大／相關關係，但本公司主席、執行董事及首席執行官郭英蘭女士為我們的非執行董事林龍安先生之配偶，以及我們執行董事林聰輝先生的大嫂。

關於企業管治守則要求董事披露在上市公司或組織所持辦事處的數量和性質以及其他重大承諾以及其身份和所涉及的時間，董事已同意及時向本公司披露其承諾。

持續專業發展

不斷向董事更新有關上市規則、企業管治守則及其他監管要求的最新發展及變動，以確保董事遵守相同規定。亦鼓勵董事參加專業發展課程和研討會，以開發和更新他們的知識和技能。所有現任董事均已向本公司提供本年度接受的培訓記錄。他們主要透過參加研討會或閱讀關於企業管治、監管發展及其他相關主題培訓等資料，以維持持續專業發展。

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

董事會 (續)

Continuing Professional Development (Continued)

持續專業發展 (續)

Members of Board of Directors	董事會成員	Training on corporate governance, regulatory development and other relevant topics 企業管治、監管發展及其他相關主題培訓
Executive Directors		
Ms. Kwok Ying Lan (was appointed as Chairman on June 24, 2022)	郭英蘭女士 (於2022年6月24日獲委任為主席)	✓
Mr. Lin Conghui	林聰輝先生	✓
Mr. Lam Lung On (has resigned on June 24, 2022)	林龍安先生 (已於2022年6月24日辭任)	✓
Non-executive Directors		
Mr. Lam Lung On (was appointed as Non-executive Director on June 24, 2022)	林龍安先生 (於2022年6月24日獲委任為非執行董事)	✓
Mr. Song Jiajun (was appointed as Non-executive Director on March 31, 2023)	宋家俊先生 (於2023年3月31日獲委任為非執行董事)	✓
Ms. Xie Mei (has resigned on March 31, 2023)	謝梅女士 (已於2023年3月31日辭任)	✓
Independent Non-executive Directors		
Mr. Lam Kwong Siu	林廣兆先生	✓
Mr. Wee Henry Soon Chiang	黃循強先生	✓
Mr. Yu Shangyou (was appointed as Independent Non-executive Director on June 24, 2022)	于上游先生 (於2022年6月24日獲委任為獨立非執行董事)	✓
Dr. Zhai Pu (has resigned on June 24, 2022)	翟普博士 (已於2022年6月24日辭任)	✓

In 2022, our company secretary took no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

2022年，我們的公司秘書遵照上市規則第3.29條參加了不少於15小時的相關專業培訓。

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

Compliance with the Model Code for Securities Transactions

The Company has adopted the Model Code of the Listing Rules as a code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code throughout the year ended December 31, 2022. Employees who are, or likely to be, in possession of unpublished price sensitive information in relation to the Company or its shares are required to prohibit from dealing with shares of the Company during the black-out period.

Chairman and Chief Executive Officer

The code provision C.2.1 of the CG Code provides that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Lam Lung On has been assuming the roles of both the Chairman and the Chief Executive Officer from January 1, 2012 to June 24, 2022. On June 24, 2022, Ms. Kwok Ying Lan (郭英蘭) was appointed as the Chairman and the Chief Executive Officer of the Company. Although these two roles are performed by the same individual, certain responsibilities are shared with the executive directors to balance the power and authority. In addition, all major decisions are made in consultation with members of the Board as well as senior management. The Board has three independent non-executive directors who offer different independent perspectives. Therefore, the Board is of the view that there are adequate balances of power and safeguards in place. The Board would review and monitor the situation on a regular basis and would ensure that the present structure would not impair the balance of power in the Group.

Appointment and Re-election of Directors

Each of the executive Directors and non-executive Director has entered into a service contract with the Company for a term of three years while each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years.

董事會 (續)

遵守證券交易標準守則

本公司已採納上市規則所載的標準守則，作為本公司董事進行證券交易的行為守則。本公司向全體董事作出具體查詢後，董事於截至2022年12月31日止年度內一直遵守標準守則所載的規定準則。擁有或可能擁有有關本公司或其股份的未公佈股價敏感資料的僱員不得於禁制期內買賣本公司股份。

主席兼首席執行官

「企業管治守則」的守則條文第C.2.1條規定，主席及首席執行官的角色應分開，不應由同一人士履行。林龍安先生從2012年1月1日至2022年6月24日承擔本集團主席及首席執行官權責。於2022年6月24日，郭英蘭女士已獲任為本公司主席及首席執行官。儘管此兩角色均由同一位人士所擔任，其部分責任由執行董事分擔以平衡權力及權限。而且所有重大決定均經由董事會成員及高級管理層商議後才作出。另外，董事會包含三位獨立非執行董事，彼等可提供不同的獨立觀點。因此，董事會認為已具備足夠的權力平衡及保障。董事會將定期進行檢討及監督，確保目前結構不會削弱本集團的權力平衡。

委任及重選董事

各執行董事及非執行董事與本公司訂立服務合約，為期三年，而各獨立非執行董事與本公司訂立委任書，任期三年。

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Appointment and Re-election of Directors (Continued)

In accordance with the Company's Articles of Association and the CG Code, all Directors are subject to retirement by rotation once every three years and are subject to re-election. Newly appointed Directors are also required to offer themselves of re-election at the next following general meeting (in the case of filling a causal vacancy) or at the next annual general meeting (in the case of an addition to the existing Board) following their appointment. Accordingly, four Directors, namely Mr. Lam Lung On, Mr. Wee Henry Soon Chiang, Mr. Yu Shangyou and Mr. Song Jiajun shall retire from office and are eligible to offer themselves for re-election at the forthcoming AGM of the Company.

Board Meetings

During the year, four board meetings were convened by the Company. The attendance of the Directors at the Board meetings was as follows:

董事會 (續)

委任及重選董事 (續)

根據本公司組織章程細則及企業管治守則，所有董事均須每三年輪值退任一次，並須重選。新委任的董事亦須於獲委任後的下一次股東大會（如屬填補臨時空缺）或下次股東週年大會（如屬增添現有董事會成員）上膺選連任。因此，林龍安先生、黃循強先生、于上游先生及宋家俊先生四名董事須退任，並符合資格於本公司應屆股東週年大會上膺任重選。

董事會會議

年內，本公司召開四次董事會會議。董事出席董事會會議情況如下：

Directors	董事會成員	Number of attendance 出席次數
Executive Directors		
Ms. Kwok Ying Lan (was appointed as Chairman on June 24, 202)	郭英蘭女士 (於2022年6月24日獲委任為主席)	5/5
Mr. Lin Conghui	林聰輝先生	5/5
Mr. Lam Lung On (has resigned on June 24, 2022)	林龍安先生 (已於2022年6月24日辭任)	5/5
Non-executive Director		
Mr. Lam Lung On (was appointed as Non-executive Director on June 24, 2022)	林龍安先生 (於2022年6月24日獲委任為非執行董事)	5/5
Ms. Xie Mei (has resigned on March 31, 2023)	謝梅女士 (已於2023年3月31日辭任)	5/5
Independent Non-executive Directors		
Mr. Lam Kwong Siu	林廣兆先生	5/5
Mr. Wee Henry Soon Chiang	黃循強先生	5/5
Mr. Yu Shangyou (was appointed as Independent Non-executive Director on June 24, 2022)	于上游先生 (於2022年6月24日獲委任為獨立非執行董事)	3/3
Dr. Zhai Pu (has resigned on June 24, 2022)	翟普博士 (已於2022年6月24日辭任)	2/2

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

Board Meetings (Continued)

The Directors are provided with agenda and relevant Board materials 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 times and, upon reasonable request, seek independent professional advice at the Company's expense.

Apart from Board meetings, the Chairman also held a meeting with all the independent non-executive Directors without presence of the other Directors.

Board Committees

To oversee particular aspects of the Company's affairs, the Board has established four Board committees including the Audit Committee, the Remuneration Committee, the Nomination Committee and the sustainability committee of the Company (the "Sustainability Committee") (collectively, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

Audit Committee

The Audit Committee currently comprises three members, namely Mr. Wee Henny Soon Chiang (chairman), Mr. Lam Kwong Siu and Mr. Yu Shangyou.

On June 24, 2022, Dr. Zhai Pu resigned as the member of the Audit Committee. On the same day, Mr. Yu Shangyou, an Independent Non-executive Director, was appointed as the member of the Audit Committee.

The major roles and functions of the Audit Committee are:

1. develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
2. review and monitor the training and continuous professional development of Directors and senior management;
3. review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

董事會 (續)

董事會會議 (續)

在會議前，董事預先獲得與會議相關的議程和相關董事會材料。董事可以隨時訪問本公司高級管理層和公司秘書，並在合理的要求下，尋求獨立的專業意見，費用由本公司承擔。

除董事會會議外，主席亦主持一次全體獨立非執行董事出席且其他董事未出席之會議。

董事委員會

為監督本公司事務的某些方面，董事會設立了四個董事委員會，包括審核委員會、薪酬委員會、提名委員會及本公司可持續發展委員會（「可持續發展委員會」）（統稱為「董事委員會」）。董事會已授權董事委員會在其各自職權範圍內規定的職責。

審核委員會

審核委員會目前由三名成員組成，即黃循強先生（主席）、林廣兆先生和于上游先生。

2022年6月24日，翟普博士辭任審核委員會委員。同日，獨立非執行董事于上游先生獲委任為審核委員會的委員。

審核委員會的主要職責是：

1. 制定和檢討本公司的企業管治政策及常規，並向董事會提出建議；
2. 檢討及監察董事和高級管理人員的培訓和持續專業發展；
3. 檢討及監察本公司遵守法律和監管規定的政策和常規；

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Audit Committee (Continued)

- develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- review the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

The terms of reference of the Audit Committee (both English and Chinese versions), which follow closely the requirements of the CG Code and are modified from time to time and adopted by the Board, are posted on the websites of the Company and the Hong Kong Stock Exchange.

During the year, the Audit Committee held meetings with the senior management and independent auditor of the Company to review the interim and annual results, and discuss the risk management and internal control systems of the Company. The attendance of the Directors at the Audit Committee meetings was as follows:

Mr. Wee Henny Soon Chiang (<i>Chairman</i>)	黃循強先生 (主席)	3/3
Mr. Lam Kwong Siu	林廣兆先生	3/3
Mr. Yu Shangyou (was appointed as Audit Committee member on June 24, 2022)	于上游先生 (於2022年6月24日獲委任為審核委員會委員)	2/2
Dr. Zhai Pu (has resigned on June 24, 2022)	翟普博士 (已於2022年6月24日辭任)	1/1

Remuneration Committee

The Remuneration Committee currently comprises three members, namely Mr. Lam Kwong Siu (chairman), Ms. Kwok Ying Lan and Mr. Wee Henny Soon Chiang.

On June 24, 2022, Mr. Lam Lung On resigned as the member of the Remuneration Committee. On the same day, Ms. Kwok Ying Lan, an executive Director, was appointed as the member of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee include determining the policy and structure for the remuneration of all executive Directors, evaluating the performance of executive Directors and senior management, reviewing and approving matters in relation to share schemes and Directors' service contracts and fixing the remuneration packages for all Directors and senior management, and making recommendations to the Board on the remuneration of the independent non-executive Directors.

董事會 (續)

審核委員會 (續)

- 制定、檢討及監察適用於員工和董事的操守準則及合規手冊 (如有) ; 和
- 檢討本公司遵守企管守則情況及企業管治報告所作的披露。

審核委員會的職權範圍 (包括中英文版本) 載於本公司及香港聯交所的網站上, 該等審核委員會的職權範圍符合企業管治守則的規定, 並不時修訂及由董事會採納。

年內, 審核委員會與本公司高級管理人員及獨立核數師舉行會議, 審閱本公司中期及年度業績, 及討論本公司的風險管理及內部監控系統。董事出席審核委員會會議情況如下:

Mr. Wee Henny Soon Chiang (<i>Chairman</i>)	黃循強先生 (主席)	3/3
Mr. Lam Kwong Siu	林廣兆先生	3/3
Mr. Yu Shangyou (was appointed as Audit Committee member on June 24, 2022)	于上游先生 (於2022年6月24日獲委任為審核委員會委員)	2/2
Dr. Zhai Pu (has resigned on June 24, 2022)	翟普博士 (已於2022年6月24日辭任)	1/1

薪酬委員會

薪酬委員會目前由三名成員組成, 即林廣兆先生 (主席)、郭英蘭女士及黃循強先生。

於2022年6月24日, 林龍安先生辭任薪酬委員會委員。同日, 執行董事郭英蘭女士獲委任為薪酬委員會的委員。

薪酬委員會之主要職責包括制定全體執行董事的薪酬政策及架構、評核執行董事及高層管理人員的工作表現、檢討及批准股份計劃事宜、審閱董事的服務合約以及釐定全體董事及高層管理人員的薪酬待遇, 以及就獨立非執行董事的薪酬向董事會提出建議。

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

Remuneration Committee (Continued)

The terms of reference of the Remuneration Committee, which follow closely the requirements of the Code Provisions, including determination of the specific remuneration packages of all executive Directors and senior management, have been adopted by the Board, and are posted on the Company's website and Hong Kong Stock Exchange's website. Directors' remuneration is determined based on a variety of factors such as market conditions, the market remuneration standard and actual circumstances of the Company, his/her respective qualifications and experience, and responsibilities assumed.

During the year, the Remuneration Committee held meetings to review the structure of the remunerations, the package of the new Directors, and the renewal service contracts or letter of appointment of Directors. The attendance of the Directors at the Remuneration Committee meetings was as follows:

Mr. Lam Kwong Siu (<i>Chairman</i>)	林廣兆先生 (主席)	2/2
Ms. Kwok Ying Lan (was appointed as Remuneration Committee member on June 24, 2022)	郭英蘭女士 (於2022年6月24日獲委任為薪酬委員會委員)	1/1
Mr. Wee Henny Soon Chiang	黃循強先生	2/2
Mr. Lam Lung On (has resigned on June 24, 2022)	林龍安先生 (已於2022年6月24日辭任)	1/1

The remuneration of the senior management analysed by bands for the year ended December 31, 2022 is set out below:

董事會 (續)

薪酬委員會 (續)

薪酬委員會的職權範圍嚴格遵守守則條文的規定，包括釐定所有執行董事及高級管理人員的具體薪酬待遇，已由董事會採納，並已登載於本公司網站及香港聯交所網站上。董事薪酬乃根據市場情況、市場薪酬水平及本公司實際情況、各董事的資歷及經驗以及所承擔之責任等多方面因素釐定。

年內，薪酬委員會舉行會議以審閱本公司董事薪酬架構、新任董事之薪酬待遇以及續訂董事服務合約或委任函件事宜。董事出席薪酬委員會會議情況如下：

截至2022年12月31日止年度，高級管理人員按等級劃分的薪酬載列如下：

Annual Income	全年收入	Number of Persons 人數
HK\$0 to HK\$1,000,000	0港幣至1,000,000港幣	5
HK\$2,000,001 to HK\$3,000,000	2,000,001港幣至3,000,000港幣	2
HK\$3,000,001 to HK\$4,000,000	3,000,001港幣至4,000,000港幣	1

Sustainability Committee

On November 27, 2020, the Company has established the Sustainability Committee (the "Sustainability Committee") for the purpose of providing assistance and advice in monitoring the decisions and practices of management in achieving the Company's goal to be a sustainable organization. The Sustainability Committee currently comprises three members, namely Ms. Kwok Ying Lan (Chairman), Mr. Lam Lung On and Mr. Lin Conghui.

On June 24, 2022, Mr. Lam Lung On resigned as the Chairman of the Sustainability Committee. On the same day, Ms. Kwok Ying Lan, an executive Director, was appointed as the Chairman of the Sustainability Committee.

可持續發展委員會

本公司於2020年11月27日成立可持續發展委員會（「可持續發展委員會」），旨在監控管理層決策及執行時向其提供協助及建議，以實現本公司成為可持續發展企業的目標。可持續發展委員會目前由三名成員組成，即郭英蘭女士（主席）、林龍安先生及林聰輝先生。

於2022年6月24日，林龍安先生辭任可持續發展委員會主席。同日，執行董事郭英蘭女士獲委任為可持續發展委員會的主席。

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Sustainability Committee (Continued)

The Sustainability Committee shall perform the following duties:

- (a) Responsible for reviewing, and suggesting any changes to, the Company's strategy in respect of sustainable development (the "SD Strategy") more than twice a year (including approving targets or key initiatives recommended by the working groups under the Committee), ensuring that the Company's operations and practices are carried out in line with the SD Strategy;
- (b) the Committee is also responsible for reviewing on an annual basis the management approach and performance of the Company in achieving targets or undertaking key initiatives recommended by the following six working groups which are responsible for their respective aspects of sustainable development:
 - (i) the Employee Safety and Health Working Group;
 - (ii) the Anti-Corruption Management Working Group;
 - (iii) the Environmental Performance Working Group;
 - (iv) the Social Performance Working Group;
 - (v) the Governance Performance Working Group; and
 - (vi) the Sustainable Development Communication and Engagement Committee;
- (c) the Committee is responsible for reviewing any significant risks, opportunities or investments in connection with the implementation of the SD Strategy, and approving any material matters (whether financial or otherwise) arising from such review;
- (d) the Committee is responsible for reviewing and approving the annual Environmental, Social and Governance Report and any relevant ancillary public documents; and
- (e) report relevant matters of significance relating to sustainable development to the Board through its Chairman.

董事會 (續)

可持續發展委員會 (續)

可持續發展委員會的職責範圍包括：

- (a) 負責每年兩次以上審核本公司的可持續發展策略（「可持續發展策略」）並就可持續發展策略的任何變動提供建議，包括批准委員會下屬各個工作小組建議的目標或關鍵舉措，確保本公司的營運及常規與可持續發展策略保持一致；
- (b) 委員會亦負責每年審核本公司在實現下列六個工作小組所建議的目標或關鍵舉措方面的管理方法及表現。該六個工作小組負責可持續發展的各個方面：
 - (i) 員工安全及健康工作小組；
 - (ii) 反貪污管理工作小組；
 - (iii) 環境表現工作小組；
 - (iv) 社會表現工作小組；
 - (v) 管治表現工作小組；及
 - (vi) 可持續發展溝通及參與委員會；
- (c) 委員會負責審核與執行可持續發展策略有關的任何重大風險、機會或投資，並批准由該審核產生的任何重大事項（無論屬財務方面或其他方面的重大事項）；
- (d) 委員會負責審核及批准年度環境、社會及管治報告以及任何相關附屬公開文件；及
- (e) 透過委員會主席向董事會匯報有關可持續發展的重要事項。

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

Sustainability Committee (Continued)

The Company has made the terms of reference of the Sustainability Committee on the Hong Kong Stock Exchange's website and the Company's website.

During the year, the Sustainability Committee held meetings to review the implementation of the SD Strategy and its future development priorities. The attendance of the Directors at the Sustainability Committee meetings was as follows:

Ms. Kwok Ying Lan (was appointed as Chairman on June 24, 2022)
Mr. Lam Lung On (has resigned as Chairman on June 24, 2022)
Mr. Lin Conghui

郭英蘭女士 (於2022年6月24日
獲委任為主席)

林龍安先生 (已於2022年6月24日
辭任主席)

林聰輝先生

3/3

3/3

3/3

Nomination Committee

The Nomination Committee currently comprises three members, namely Mr. Lam Kwong Siu (chairman), Ms. Kwok Ying Lan and Mr. Wee Henny Soon Chiang.

On June 24, 2022, Mr. Lam Lung On resigned as the member of the Nomination Committee. On the same day, Ms. Kwok Ying Lan, an executive Director, was appointed as the member of the Nomination Committee.

The nomination committee is responsible for reviewing the structure, size and composition of the Board at least once every year to ensure that it has a balanced composition of skills and experience appropriate for the requirements of the businesses of the Company, identifying, screening and recommending to the Board appropriate candidates to serve as Directors, overseeing the process for evaluating the performance of the Board, assessing the independence of independent non-executive Directors.

The Company has made the terms of reference of the nomination committee on the Hong Kong Stock Exchange's website and the Company's website.

董事會 (續)

可持續發展委員會 (續)

本公司已將提名委員會的職權範圍登載至香港聯交所網站及本公司網站上。

年內，可持續發展委員會舉行會議審閱可持續發展策略之執行及未來發展重點。董事出席可持續發展委員會會議情況如下：

提名委員會

提名委員會目前由三名成員組成，即林廣兆先生 (主席)、郭英蘭女士及黃循強先生。

於2022年6月24日，林龍安先生辭任提名委員會委員。同日，執行董事郭英蘭女士獲委任為提名委員會的委員。

提名委員會負責每年一次以上審閱董事會之架構、人數及組成，確保董事會由具備配合本公司業務所需技能及經驗之人士組成，物色、挑選及向董事會推薦適合成為董事會成員的人選，監督評定董事會表現的程序，評核獨立非執行董事的獨立性。

本公司已將提名委員會的職權範圍登載至香港聯交所網站及本公司網站上。

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Nomination Committee (Continued)

Nomination Policy of Directors

The Company has adopted a nomination policy of Directors (the “Nomination Policy”) which sets out the criteria and process in the nomination and appointment of Directors of the Company in order to nominate suitable candidates to the Board.

Pursuant to the Nomination Policy, the Company considers a number of criteria in evaluating and selecting candidates for directorships, including but not limited to (i) character and integrity; (ii) qualifications including professional qualifications; (iii) willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments; (iv) requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules; (v) board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board knowledge and experience that are relevant to the Company’s business and corporate strategy; and (vi) other perspectives appropriate to the Company’s business.

The Nomination Committee and/or the Board 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. The Nomination Committee and/or the Board should, 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. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable. For any person that is nominated by a shareholder of the Company (the “Shareholder”) for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to the Shareholders in respect of the proposed election of Director at the general meeting.

The Nomination Committee will review the Nomination Policy periodically to ensure its continued effectiveness.

董事會 (續)

提名委員會 (續)

董事提名政策

本公司已採納董事提名政策 (「提名政策」)，當中載列本公司董事提名及委任的標準及程序以向董事會提名適當的候選人。

根據提名政策，本公司在評估及甄選董事職位候選人時考慮多項標準，包括但不限於(i)品格及誠信；(ii)資歷，包括專業資格；(iii)是否願意投放足夠時間履行董事會成員的職責及其他董事職務及肩負重大承擔；(iv)董事會根據上市規則有關委任獨立非執行董事的規定，以及候選人參照上市規則所載的獨立指引是否被視為獨立；(v)本公司的董事會成員多元化政策以及董事會為達到董事會成員知識與經驗 (與本公司的業務及公司策略相關) 多元化而採納的任何可計量目標；及(vi)其他適用於本公司業務的觀點。

提名委員會及／或董事會可經各種不同途徑甄選董事人選，包括但不限於內部晉升、調職、經管理層其他成員引薦及外部招聘代理推薦。提名委員會及／或董事會應在收到委任新董事的建議及候選人的履歷資料 (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適合擔任董事。提名委員會隨後應向董事會推薦委任合適人選擔任董事職位 (如適用)。就任何經本公司股東 (「股東」) 提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以決定該候選人是否適合擔任董事。提名委員會及／或董事會應就有關於股東大會上選舉董事的建議向股東提出意見 (如適用)。

提名委員會將定期審核提名政策以確保其持續有效。

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

Nomination Committee (Continued)

During the year, the Nomination Committee held meetings to review the structure, size and composition of the Board. The attendance of the Directors at the Nomination Committee meetings was as follows:

Mr. Lam Kwong Siu (<i>Chairman</i>)	林廣兆先生 (主席)	2/2
Ms. Kwok Ying Lan (was appointed as Nomination Committee member on June 24, 2022)	郭英蘭女士 (於2022年6月24日獲委任為提名委員會委員)	1/1
Mr. Wee Henny Soon Chiang	黃循強先生	2/2
Mr. Lam Lung On (has resigned on June 24, 2022)	林龍安先生 (已於2022年6月24日辭任)	1/1

Board Diversity Policy

The Company has established a policy concerning diversity of Board members (the "Board Diversity Policy") with a view to achieving a sustainable and balanced development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

As at the date of this annual report, six of the Directors are male, and one of the Directors is female. For the gender ratio in the workforce of the Group, 64.0% are male and 36.0% are female. The Board is of the view that the gender diversity across the workforce (including senior management) is proper.

During the year, the Nomination Committee reviewed the board diversity policy and discussed the objectives set for implementing the latter policy and noted that those objectives had been achieved. Going forward, the Board targets to maintain at least the current level of female representation, with ultimate goal of achieving gender parity. The Board will identify and select female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such female individuals who possess qualities to become our Board members, which will be reviewed by our nomination committee periodically in order to develop a pipeline of potential successors to our Board to promote gender diversity of our Board.

The Nomination Committee mainly comprises independent non-executive Directors, and the Board believes that independent views and inputs are assured in the implementation of the Board Diversity Policy.

董事會 (續)

提名委員會 (續)

年內，提名委員會舉行會議審閱董事會之架構、人數及組成。董事出席提名委員會會議情況如下：

董事會多元化政策

本公司制定了董事會成員多元化政策（「董事會多元化政策」），以實現可持續均衡發展。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

於本年報日期，六名董事為男性，一名董事為女性。在本集團員工的性別比例中，男性為64.0%，女性為36.0%。董事會認為，員工（包括高級管理層）性別多元化屬適當。

年內，提名委員會審查董事會多元化政策，討論為實施後一項政策而設定的目標，並指出該等目標已實現。未來，董事會旨在至少維持現有女性代表水平，以實現性別平等為最終目標。本集團將不時物色及選擇於不同領域具有廣泛技能、經驗及知識的女性候選人及設定擁有成為董事會成員資格的女性候選人名單（將由提名委員會定期審閱），以發展董事會潛在繼任者渠道以促進董事會性別多元化。

提名委員會主要由獨立非執行董事組成，董事會相信在實施董事會多元化政策時定可獲得獨立意見及建議。

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Directors' and Officers' Insurance

During the year, the Company has arranged appropriate Directors and Officers liability insurance coverage in respect of legal action against its Directors and officers.

Internal Controls

The Board is ultimately responsible for the Group's risk management and internal control systems and for review of their effectiveness. Such systems are designed to manage rather than eliminate risk of failure to achieve business objective, and can only provide reasonable and not absolute assurance against material misstatement or loss. The risk management and internal control systems are designed to help the achievement of business objectives in the following categories:

- 1) effectiveness and efficiency of operations which include safeguarding assets against unauthorised user or disposition;
- 2) reliability of financial and operational reporting; and
- 3) compliance with applicable laws, regulations, and internal policies and procedures.

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 the risk management and internal control system are in place and function properly as intended. The risk management and internal control systems are reviewed every 3 months. The review covers all material controls, including financial, operational and compliance controls. The results of the internal audit and reviews are reported to the Directors of the Company. The Directors have reviewed the effectiveness of the Group's risk management and internal control systems during the Year and considered them effective and adequate. The Directors also reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions; the changes in the nature and extent of significant risks (including ESG risks), and the Company's ability to respond to changes to its business and the external environment; the scope and quality of management's ongoing monitoring of risks and of the internal control systems, and the work of its internal audit function; the extent and frequency of communication of monitoring results to the audit committee; significant control failings or weaknesses and their impacts on the Company's financial performance or condition; and the effectiveness of the Company's processes for financial reporting and Listing Rule compliance. Nothing wrong or improper with respect to any of the foregoing items was noted.

董事會 (續)

董事及高級人員保險

年內，本公司已安排適當的董事及高級人員對其董事及高級人員採取法律行動的責任保險。

內部控制

董事會是本集團的風險管理及內部監控系統的最終負責人並負責檢討有關系統的效能。該系統旨在管理而非消除未能達致業務目標之風險，且僅可就重大失實陳述或損失提供合理而非絕對之保證。風險管理及內部監控系統旨在幫助實現以下各項業務目標監控：

- 1) 有效及有效率的營運操作，包括保障集團資產不致遭人未經授權挪用或處理；
- 2) 提供可靠的財務資料及營運報告；及
- 3) 確保遵守有關法例、規定和內部政策及程序。

內部審核部門已經成立，以定期進行財務及運營檢討，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系統合適地進行，並按擬定功能有效運作。風險管理及內部監控系統每3個月被審閱一次。審閱範圍涵蓋所有重大監控措施，包括財務、營運及合規監控措施。內部審核及審閱的結果會向本公司董事報告。董事已審閱於本年度本集團風險管理及內部監控系統的有效性，並信納其有效及足夠。董事亦已審閱本公司會計、內部審核及財務報告職能的資源充足性、員工資歷及經驗、培訓計劃及預算；重大風險（包括ESG風險）性質及程度的變化，以及本公司應對業務及外部環境變化的能力；管理層持續監控風險及內部監控系統的範圍及質量，以及內部審核職能的工作情況；與審核委員會溝通監控結果的範圍及次數；重大監控缺失或缺陷及其對本公司財務表現或狀況的影響；以及本公司財務報告流程的有效性及其遵守上市規則的情況。上述任何項目均無錯誤或不當之處。

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

Procedures and Internal Controls on Handling and Dissemination of Inside Information

The Company is aware of its obligation under relevant sections of the SFO and the Listing Rules. The Company has practical guidelines on definition and the scope of inside information; disclosure and management framework; exemptions for disclosure; receiving, reporting and disclosing of inside information; confidentiality and records of such information. In particular, staff who have access to inside information are required to keep the unpublished inside information strictly confidential until such inside information has been officially announced to the public in accordance with the requirements of the Listing Rules. The Board will review and approve the inside information to be disclosed and the Company Secretary has the responsibility to monitor and communicate with professional parties such as our external lawyer and auditor during the process of inside information discussion and announcement preparation.

Independent Auditors' Remuneration

For the year ended December 31, 2022, the remuneration paid/payable to the external auditor of the Company is set out as follows:

Service rendered	所提供服務	RMB 人民幣元
Audit service for 2022:	2022年度審計服務：	
– Annual audit services of the Company	– 本公司年度審計服務	8,000,000
Non-audit services in relation to:	有關以下事宜的非審計服務：	
– Accounting and tax advisory services	– 會計及稅務諮詢服務	7,146
– Others	– 其他	3,562,760

董事會 (續)

處理及發佈內幕消息的程序及內部監控

本公司知悉於證券及期貨條例及上市規則有關章節項下的責任。本公司制定內幕消息定義及範圍的操作指引；披露及管理框架；豁免披露；接收、匯報及披露內幕消息；有關消息的保密及記錄。尤其是，得知內幕消息的員工必須嚴格保守未公佈內幕消息的秘密，直至根據上市規則的規定正式向公眾發佈有關內幕消息為止。董事會亦會檢閱及審批將予披露的內幕消息以及公司秘書有責任監督並於內幕消息討論及公告製備過程中與外聘律師及核數師等專業人士溝通。

獨立核數師的薪酬

截至2022年12月31日止年度，已付、應付予本公司外聘核數師費用如下：

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Communication with Shareholders and Shareholders' Rights

The Company ensures that fair and transparent disclosure is made for its business and financial performance through a variety of formal communication channels. Information regarding the Company is published in its website: www.yuzhou-group.com. Interim and annual reports, circulars and notices of the Company are despatched to the shareholders. The website of the Company provides information such as e-mail address, correspondence address, telephone numbers for enquiries, and provides information on the business activities of the Group. Shareholders may at any time send their enquires and concerns to the Board in writing either by email to ir@yuzhou-group.com or direct mailing to the principal place of business of the Company in Hong Kong for the attention of the Company Secretary.

Shareholders are encouraged to attend all general meetings of the Company. Pursuant to the Articles of Association, shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in the requisition; and the Company shall hold general meeting within two months after receiving the requisition. If a shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, pursuant to the Articles of Association, the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office or the office of the Hong Kong Share Registrar of the Company. The period for lodgement of such notices shall commence on the day after the despatch of the notice of such general meeting and end no later than seven days prior to the date of such general meeting. All substantive resolutions at general meetings are decided on a poll which is conducted by the company secretary and scrutinised by the share registrar of the Company. The results of the poll are published on the websites of the Company and the Hong Kong Stock Exchange. Regularly updated financial, business and other information on the Group is made available on the website of the Company for shareholders and investors.

董事會 (續)

與股東的溝通及股東權利

本公司透過多種正式的溝通渠道，確保對其業務及財務表現作出公平而透明的披露。有關本公司的資料於其網站www.yuzhou-group.com公佈，並會向股東寄發本公司中期及年度報告、通函及通告。本公司網站提供查詢的電郵地址、通訊地址及電話號碼，並提供有關本集團業務活動的資料。股東可隨時透過電郵ir@yuzhou-group.com或直接以書面郵件形式向本公司的香港主要營業地點寄發彼等的諮詢及意見，以便公司秘書向董事會傳達有關諮詢及意見。

本集團鼓勵股東出席本公司所有股東大會。根據組織章程細則，持有本公司不少於十分之一附帶本公司股東大會投票權的繳足股本的股東，有權隨時向董事會或公司秘書提交書面要求，要求董事會就有關書面要求所指定任何業務事項召開股東特別大會，而本公司將於接獲有關要求後兩個月內舉行股東大會。倘股東欲於股東大會中提名一名退任董事以外人士參選董事，根據組織章程細則，正式合資格出席並於股東大會投票之股東（被提名人除外）須以書面通知，並由股東簽妥，表明其擬推舉該人士參選並由候選人簽署表明其願意被提名。該等通知須向本公司總部或本公司香港證券登記處辦事處遞交。遞交該等通知期間須為該股東大會通知寄發翌日至不遲於該股東大會日期前七天止。股東大會上所有實質性決議案均以按股數投票方式進行表決。投票是由公司秘書帶領，並由本公司的股份過戶登記處監票。投票結果則於本公司及香港聯交所網站公佈。本公司網站登載並定期更新本集團財務、業務與其他資料以供股東及投資者閱覽。

Corporate Governance Report (Continued) 企業管治報告 (續)

THE BOARD (Continued)

Communication with Shareholders and Shareholders' Rights (Continued)

Procedures for Shareholders to Make Proposal in General Meeting

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his/her/its proposal (the "Proposal") with his/her/its detailed contact information at the principal place of business of the Company in Hong Kong for the attention of the Company Secretary, with a copy of the Proposal served to the Company's share registrar in Hong Kong at their respective address and contact details set out in the "Corporate Information" section of this annual report.

The request will be verified with the Company's share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting.

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

- (1) Notice of not less than twenty-one clear days and not less than twenty clear business days in writing if the Proposal requires approval in an annual general meeting of the Company; and
- (2) Notice of not less than fourteen clear days and not less than ten clear business days in writing if the Proposal requires approval in an extraordinary general meeting of the Company.

The Board considers that the implementation and effectiveness of the Shareholders' Communication Policy conducted during the year are achieved properly, as Company has published all the corporate communications and announcements on time as required by the Listing Rules, and also to conduct the 2022 annual general meeting properly.

董事會 (續)

與股東的溝通及股東權利 (續)

股東於股東大會上提呈建議的程序

為於本公司股東大會上提呈建議，股東須按本年報「公司資料」一節所載有關地址及聯絡資料致函公司秘書，將其建議（「建議」）的書面通知連同其詳細聯絡資料遞呈至本公司的香港主要營業地址，並將建議副本送交本公司位於香港的證券登記處。

本公司位於香港的證券登記處將核實有關請求，並於確認該請求屬妥當及合規後，要求董事會將建議納入股東大會議程。

向全體股東發出通知以供於股東大會上審議有關股東所提出建議的通知期視乎建議性質而異，詳情如下：

- (1) 倘建議須於本公司股東週年大會上獲得批准，則須發出不少於二十一個足日及不少於二十個完整營業日的書面通知；及
- (2) 倘建議須於本公司股東特別大會上獲得批准，則須發出不少於十四個足日及不少於十個完整營業日的書面通知。

董事會認為，由於本公司已按照上市規則的規定按時發佈所有公司通訊及公告並妥善召開2022年股東週年大會，因此，年內實施的股東通訊政策的實施及有效性已得到妥善實現。

Corporate Governance Report (Continued)
企業管治報告 (續)

THE BOARD (Continued)

Communication with Shareholders and Shareholders' Rights (Continued)

Code Provision C.1.6

Under code C.1.6, independent non-executive Directors should attend general meetings of the Company. During the year, no Director was unable to attend the annual general meeting of the Company held on May 27, 2022. Attendance of the Directors at the general meeting was as follow:

Directors	董事會成員	Number of attendance 出席次數
Executive Directors	執行董事	
Ms. Kwok Ying Lan (<i>Chairman and Chief Executive Officer</i>)	郭英蘭女士 (<i>主席及首席執行官</i>)	1/1
Mr. Lin Conghui	林聰輝先生	1/1
Mr. Lam Lung On (has resigned on June 24, 2022)	林龍安先生 (已於2022年6月24日辭任)	1/1
Non-executive Directors	非執行董事	
Mr. Lam Lung On (was appointed as Non-executive Director on June 24, 2022)	林龍安先生 (於2022年6月24日獲委任為非執行董事)	1/1
Ms. Xie Mei (has resigned on March 31, 2023)	謝梅女士 (已於2023年3月31日辭任)	1/1
Independent Non-executive Directors	獨立非執行董事	
Mr. Lam Kwong Siu	林廣兆先生	1/1
Mr. Wee Henry Soon Chiang	黃循強先生	1/1
Dr. Zhai Pu (has resigned on June 24, 2022)	翟普博士 (已於2022年6月24日辭任)	1/1

董事會 (續)

與股東的溝通及股東權利 (續)

守則條文第C.1.6條

根據守則第C.1.6條，獨立非執行董事應出席本公司的股東大會。年內，無任何董事未能出席於2022年5月27日舉行之本公司股東週年大會。董事出席股東大會的情況如下：

Directors' and Auditors' Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group which were prepared in accordance with statutory requirement and applicable accounting standards. The Directors also ensure the publication of the financial statements of the Group is in a timely manner.

The statement by the auditor of the Company regarding its reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 102 to 111.

Amendments to the Articles of Association

During the reporting period, there were no material amendments to the Articles of Association of the Company, the text of which is available on the websites of the Company and the Stock Exchange.

董事和核數師對財務報表的責任

董事確認其有責任根據法定要求及適用會計準則編製的本集團綜合財務報表。董事亦確保及時出版本集團之財務報表。

本公司核數師就本集團綜合財務報表的報告責任所作的聲明載於獨立核數師報告第102至111頁。

組織章程細則之修訂

於報告期間，概無對本公司之組織章程細則作出重大修訂，其全文可於本公司及聯交所網站閱覽。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Prism Hong Kong and Shanghai Limited 上會相識會計師事務所有限公司
Units 1903A - 1905, 19/F, 8 Observatory Road, Tsim Sha Tsui, Hong Kong
香港九龍尖沙咀天文臺道8號19樓1903A-1905室

TO THE SHAREHOLDERS OF YUZHOU GROUP HOLDINGS COMPANY LIMITED

(incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Yuzhou Group Holdings Company Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 112 to 277, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致禹洲集團控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

本核數師已審核列載於第112至277頁禹洲集團控股有限公司（「貴公司」）及其附屬公司（「貴集團」）的綜合財務報表，此綜合財務報表包括於2022年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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

Independent Auditor's Report (Continued) 獨立核數師報告 (續)

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO THE GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which states that, the Group incurred a loss of RMB13,269,190,000 for the year ended 31 December 2022 and, as of that date, the Group failed to pay off a US\$389,203,000 (equivalent to RMB2,689,028,000) senior notes’ interests, a failure to pay the interest of the senior note has caused an event of default pursuant to the terms and conditions of the senior note agreement. As a result, the holders of the senior notes have right to demand for immediate repayment on the outstanding principal together with accrued interests. As at 31 December 2022, the Group has senior notes with an aggregate principal amount of RMB37,964,733,000, while available cash and cash equivalent on hand was RMB5,630,872,000.

Although there is no redemption notice of the senior notes being received up to the date this report, this condition indicates the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern and, therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The directors of the Company have considered the measures being taken by the Group, are of the opinion that the Group would be able to continue as going concern basis. The consolidated financial statements do not include any adjustments that would result from a failure of achieving the measures. We consider appropriate disclosures have been made in this respect. Our opinion is not modified in respect of this matter.

意見基準

本核數師已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審計工作。本核數師就該等準則下承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則（「守則」），本核數師獨立於貴集團，並已履行守則中的其他專業道德責任。本核數師相信，本核數師所獲得的審計憑證能充足及適當地為本核數師的意見提供基礎。

與持續經營有關的重大不確定因素

本核數師謹請閣下垂注綜合財務報表附註2，當中提及，貴集團於截至2022年12月31日止年度產生虧損人民幣13,269,190,000元，截至該日，貴集團未付清優先票據利息389,203,000美元（相當於人民幣2,689,028,000元）。根據優先票據協議的條款及條件，未支付優先票據利息已導致發生違約事件。因此，優先票據持有人有權要求立即償還未償還本金連同應計利息。於2022年12月31日，貴集團擁有本金總額為人民幣37,964,733,000元的優先票據，而手頭可得現金及現金等價物為人民幣5,630,872,000元。

儘管直至本報告日期尚未收到有關優先票據的贖回通知，此情況仍顯示存在重大不確定因素，可能對貴集團繼續持續經營的能力構成重大疑慮，因此可能無法在正常業務過程中變現其資產及履行其債務。貴公司董事已考慮貴集團正在採取的措施，認為貴集團能夠繼續持續經營。綜合財務報表不包括因未能實現有關措施而導致的任何調整。吾等認為就此已進行適當的披露。本核數師並無就此發表修訂意見。

Independent Auditor's Report (Continued) 獨立核數師報告(續)

KEY AUDIT MATTERS

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

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

關鍵審計事項

關鍵審計事項是根據本核數師的專業判斷，認為對本期間綜合財務報表的審計最為重要的事項。該等事項均於本核數師審計整體綜合財務報表及出具意見時進行處理，本核數師不會對該等事項提供單獨的意見。就以下每一事項而言，下文詳述本核數師應對該事項的審計方法。

本核數師已履行本報告「核數師就審計綜合財務報表承擔的責任」一節所述之責任，包括有關該等事項的責任。相應地，本核數師的審計工作包括執行為應對評估綜合財務報表重大錯誤陳述風險而設計的程序的執行情況。本核數師審計程序的結果，包括解決以下事項所執行的程序，為本核數師於相關綜合財務報表的審計意見提供基礎。

Independent Auditor's Report (Continued)
獨立核數師報告 (續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

How our audit addressed the key audit matter

關鍵審計事項

本核數師審計應對關鍵審計事項的方式

Valuation of properties under development and properties held for sale

在建物業及持作銷售用途的物業估值

As at 31 December 2022, the Group had properties under development and properties held for sale (the "Properties") amounting to RMB33,564,654,000 and RMB26,116,239,000 respectively, which were measured at cost method. Management engaged an external valuer to determine the net realisable value (the "NRV") of part of properties and made an impairment assessment by reference to the estimated market prices and estimated future costs to completion of the remaining properties at the end of the reporting period. Based on the management assessment, a provision for properties under development of RMB3,208,465,000 was recognised during the year. We identified this as a key audit matter because the carrying amounts of the Properties are significant and significant estimation is required to determine their NRV.

Related disclosures are included in notes 3, 4, 23 and 24 to the consolidated financial statements.

- We obtained understanding of the work of the independent professional valuer engaged by management, and assessed the objectivity, independence and competency of the external valuer.
- We involved an independent valuation specialists to evaluate the valuation techniques used and tested the underlying key estimations and assumptions for selected samples through enquiry with management and by reference to the open market information.
- We compared the valuation performed by the external valuer to the range provided by the independent valuation specialists. We further assessed the correctness of the property related data used as inputs for the valuation.
- We evaluated the reasonableness of the estimated future costs to completion of the Properties, on a sample basis, by comparing it to the actual development cost of similar completed properties of the Group and comparing the adjustments made by the management to current market data.
- We assessed the appropriateness of the NRV of the Properties, on a sample basis, estimated by the management by comparing the actual selling price subsequent to year end or estimated market price that derive the NRV to the market prices achieved in the same projects or comparable properties, based on our knowledge of the Group's business and the PRC real estate industry.

Independent Auditor's Report (Continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

於2022年12月31日，貴集團按成本法計量的在建物業及持作銷售用途的物業（「該等物業」）分別為人民幣33,564,654,000元及人民幣26,116,239,000元。於報告期間結束時，管理層委聘外部估值師釐定部分物業的可變現淨值（「可變現淨值」），並參照完成剩餘物業的估計市場價格及估計未來成本作出減值評估。根據管理層的評估，年內確認在建物業撥備人民幣3,208,465,000元。本核數師認為此乃關鍵審計事項，是因為該等物業的賬面值屬重大且釐定其可變現淨值需要作出重大估計。

有關披露載於綜合財務報表附註3、4、23及24。

關鍵審計事項(續)

How our audit addressed the key audit matter

本核數師審計應對關鍵審計事項的方式

- 本核數師已了解管理層委聘的獨立專業估值師所進行的的工作，並評估外部估值師的客觀性、獨立性及能力。
- 本核數師透過諮詢管理層及參考公開市場資料，委聘獨立估值專家評估就選定樣本所使用的估值技術及測試相關主要估計及假設。
- 本核數師將外部估值師所進行的評估與獨立估值專家所提供的參數範圍進行比較。本核數師進一步評估用作估值輸入數據的物業相關數據之正確性。
- 本核數師已通過將貴集團類似已完工物業的實際開發成本與管理層對當前市場數據作出的調整進行比較，評估完成該等物業的估計未來成本的合理性。
- 本核數師已根據本核數師對貴集團的業務及中國房地產行業的了解，抽樣將年末後實際售價或得出可變現淨值的估計市場價格與相同項目或可資比較物業的市場價格進行比較，評估該等物業的可變現淨值的合理性。

Independent Auditor's Report (Continued)
獨立核數師報告 (續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

How our audit addressed the key audit matter

關鍵審計事項

本核數師審計應對關鍵審計事項的方式

Revaluation of Investment properties

重估投資物業

As at 31 December 2022, the Group had investment properties amounting to RMB15,499,619,000 which were measured at fair value. Change in fair values of investment properties are recorded in profit or loss for the year in which they arise. Management engaged an external valuer to determine the fair values of the investment properties at the end of the reporting period. Different valuation models were applied by the external valuer on different types of investment properties. We identified this as a key audit matter because the carrying amounts of the investment properties are significant and significant estimation is required to determine their fair values.

Related disclosures are included in notes 3, 4 and 15 to the consolidated financial statements.

於2022年12月31日，貴集團按公允值計量的投資物業為人民幣15,499,619,000元。投資物業的公允值變動於產生年度計入損益。於報告期間結束時，管理層委聘外部估值師釐定投資物業的公允值。外部估值師對不同類型的投資物業採用不同的估值方法。本核數師認為此乃關鍵審計事項，是因為投資物業的賬面值屬重大且釐定其公允值需要作出重大估計。

有關披露載於綜合財務報表附註3、4及15。

- We obtained understanding of the work of the independent professional valuer engaged by management, and assessed the objectivity, independence and competency of the external valuer.
- We involved an independent valuation specialists to evaluate the valuation techniques used and tested the underlying key estimations and assumptions for selected samples through enquiry with management and by reference to the rental values and open market information.
- We compared the valuation performed by the external valuer to the range provided by the independent valuation specialists. We further assessed the correctness of the property related data used as inputs for the valuation.
- We also assessed the adequacy of the disclosures of the valuation of the investment properties, including the fair value hierarchy and the valuation techniques used and the key inputs to the valuation of investment properties.
- 本核數師已了解管理層委聘的獨立專業估值師所進行的工作，並評估外部估值師的客觀性、獨立性及能力。
- 本核數師透過諮詢管理層及參考租賃價值及公開市場資料，委聘獨立估值專家評估就選定樣本所使用的估值技術及測試相關主要估計及假設。
- 本核數師將外部估值師所進行的評估與獨立估值專家所提供的參數範圍進行比較。本核數師進一步評估用作估值輸入數據的物業相關數據之正確性。
- 本核數師亦評估投資物業估值的披露是否充足，包括公允值層級及所用的估值技術以及投資物業估值的主要輸入數據。

Independent Auditor's Report (Continued) 獨立核數師報告(續)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

年報內的其他資料

貴公司董事需對其他資料負責。其他資料包括年報內的資料，不包括綜合財務報表及本核數師就此發出的核數師報告。

本核數師對綜合財務報表的意見並不涵蓋其他資料，本核數師亦不對其他資料發表任何形式的鑒證結論。

就本核數師審計綜合財務報表而言，本核數師的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本核數師在審計過程中所了解的情況有重大抵觸，或者存在有重大錯誤陳述的情況。基於本核數師已執行的工作，如果本核數師認為其他資料有重大錯誤陳述，本核數師需要報告該事實。在這方面，本核數師沒有任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適當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，除非貴公司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。

審核委員會協助貴公司董事履行監督貴集團財務報告過程的責任。

Independent Auditor's Report (Continued) 獨立核數師報告 (續)

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, solely to you, as a body, in accordance with our agreed term of agreement, 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 skepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的 責任

本核數師的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本核數師意見的核數師報告。本核數師僅向全體成員報告，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，本核數師運用了專業判斷，保持了專業懷疑態度。本核數師亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足和適當的審計憑證，作為本核數師意見的基礎。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較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關資料披露的合理性。

Independent Auditor's Report (Continued) 獨立核數師報告 (續)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審計綜合財務報表承擔的 責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果本核數師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對綜合財務報表中的相關披露資料的關注。假若有關的披露不足，則本核數師應當發表非無保留意見。本核數師的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公允反映相關交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分、適當的審計證據，以對綜合財務報表發表意見。本核數師負責貴集團審計的指導、監督和執行。本核數師對審計意見承擔全部責任。

本核數師與審核委員會就計劃的審核範圍、時間安排及重大審核發現等事項進行溝通，包括溝通本核數師在審核中識別出的任何重大內部控制缺陷。

本核數師還向審核委員會提交聲明，說明本核數師已符合有關獨立性的相關專業道德要求，並與他們溝通所有合理地被認為會影響本核數師獨立性的關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或防範措施。

Independent Auditor's Report (Continued)
獨立核數師報告 (續)

**AUDITOR'S RESPONSIBILITIES FOR THE
AUDIT OF THE CONSOLIDATED FINANCIAL
STATEMENTS (Continued)**

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Kwok Lun.

**核數師就審計綜合財務報表承擔的
責任 (續)**

從與審核委員會溝通的事項中，本核數師決定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。本核數師會在核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在本核數師報告中溝通某事項而造成的負面後果超過其產生的公眾利益，本核數師將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人是李國麟。

Prism Hong Kong and Shanghai Limited

Certified Public Accountants

Lee Kwok Lun

Practising Certificate Number: P06294

Hong Kong

31 March 2023

上會栢誠會計師事務所有限公司

執業會計師

李國麟

執業證書編號：P06294

香港

2023年3月31日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS 綜合損益表

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
REVENUE	收入	6	26,737,240	27,071,241
Cost of sales	銷售成本		(26,012,243)	(23,010,591)
Gross profit	毛利		724,997	4,060,650
Fair value (loss)/gain on investment properties, net	投資物業公允值(虧損)/收益淨額	15	(315,413)	717,888
Other income and gains	其他收入及收益	6	330,515	414,517
Selling and distribution expenses	銷售及分銷成本		(655,295)	(691,691)
Administrative expenses	行政開支		(1,130,874)	(834,442)
Other expenses	其他開支		(871,622)	(99,868)
Write-down of properties under development to net realisable value	撇減在建物業至可變現淨值		(3,208,465)	(390,000)
Impairment of investments in joint ventures and associates	於合營公司及聯營公司投資的減值		(407,585)	-
Impairment of other receivables	其他應收款項減值		(4,151,208)	-
Remeasurement of financial guarantee contracts	重新計量財務擔保合約		(1,650,167)	(27,025)
Finance costs	融資成本	7	(674,450)	(276,097)
Share of profits and losses of joint ventures	應佔合營公司損益		(890,813)	(38,394)
Share of profits and losses of associates	應佔聯營公司損益		(257,127)	326,990
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/利潤	8	(13,157,507)	3,162,528
Income tax expense	所得稅開支	11	(111,683)	(1,879,534)
(LOSS)/PROFIT FOR THE YEAR	年度(虧損)/利潤		(13,269,190)	1,282,994
Attributable to:	以下各方應佔:			
Owners of the parent	母公司擁有人		(12,014,860)	862,094
Non-controlling interests	非控股權益		(1,254,330)	420,900
			(13,269,190)	1,282,994
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人應佔每股(虧損)/盈利			
- Basic (RMB cents per share)	- 基本(每股人民幣分)	13	(186.10)	11.82
- Diluted (RMB cents per share)	- 攤薄(每股人民幣分)	13	(186.10)	11.82

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2022 截至2022年12月31日止年度

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
(LOSS)/PROFIT FOR THE YEAR	年度(虧損)/利潤	(13,269,190)	1,282,994
OTHER COMPREHENSIVE (LOSS)/ INCOME	其他全面(虧損)/收益		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能將重新分類 至損益之其他全面(虧損)/ 收益：		
Exchange differences on translation of foreign operations	海外業務換算之匯兌差額	(1,489,067)	658,040
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:	於其後期間將不會重新分類 至損益之其他全面虧損：		
Changes in financial assets at fair value through other comprehensive income	按公允值計入其他全面收 益的金融資產變動	(193,932)	(123,730)
OTHER COMPREHENSIVE (LOSS)/ INCOME FOR THE YEAR, NET OF TAX	年度其他全面(虧損)/收益， 扣除稅項	(1,682,999)	534,310
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收益總額	(14,952,189)	1,817,304
Attributable to:	以下各方應佔：		
Owners of the parent	母公司擁有人	(13,697,859)	1,396,404
Non-controlling interests	非控股權益	(1,254,330)	420,900
		(14,952,189)	1,817,304

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2022 2022年12月31日

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	2,814,333	2,255,381
Investment properties	投資物業	15	15,499,619	15,972,920
Land held for property development for sale	持作物業開發銷售用途的土地	22	1,401,811	1,401,811
Goodwill	商譽	17	65,963	741,202
Investments in joint ventures	於合營公司投資	18	2,234,897	3,308,932
Investments in associates	於聯營公司投資	19	6,189,766	7,096,217
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產	20	5,100	5,100
Financial assets at fair value through other comprehensive income	按公允值計入其他全面收益的金融資產	21	55,288	232,997
Deferred tax assets	遞延稅項資產	34	1,858,268	1,199,409
Total non-current assets	非流動資產總額		30,125,045	32,213,969
CURRENT ASSETS	流動資產			
Land held for property development for sale	持作物業開發銷售用途的土地	22	1,624,455	225,891
Properties under development	在建物業	23	33,564,654	47,431,370
Properties held for sale	持作銷售用途的物業	24	26,116,239	26,170,388
Prepayments for acquisition of land	收購土地預付款項		—	1,398,564
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	25	43,041,371	47,122,274
Prepaid corporate income tax	預付企業所得稅		732,252	1,113,922
Prepaid land appreciation tax	預付土地增值稅		1,110,326	1,184,599
Restricted cash	受限制現金	26	1,108,558	968,378
Non-pledged time deposits with original maturity of over three months	初始期限超過三個月之無抵押定期存款	26	400,000	2,173,906
Cash and cash equivalents	現金及現金等價物	26	5,630,872	14,377,647
Total current assets	流動資產總額		113,328,727	142,166,939
CURRENT LIABILITIES	流動負債			
Contract liabilities	合約負債	27	28,177,504	40,027,616
Trade payables	貿易應付款項	28	9,179,611	6,810,201
Other payables and accruals	其他應付款項及應計費用	29	18,537,002	20,783,152
Interest-bearing bank and other borrowings	計息銀行及其他借貸	30	7,037,893	4,459,782
Corporate bonds	公司債券	31	4,850,000	4,500,000
Senior notes	優先票據	32	37,964,733	5,038,874
Corporate income tax payables	應付企業所得稅		2,215,571	2,773,633
Provision for land appreciation tax	土地增值稅撥備	33	1,661,061	1,994,610
Total current liabilities	流動負債總額		109,623,375	86,387,868
NET CURRENT ASSETS	流動資產淨額		3,705,352	55,779,071
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		33,830,397	87,993,040

Consolidated Statement of Financial Position (Continued)
綜合財務狀況表(續)

31 December 2022 2022年12月31日

		Notes	2022	2021
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	30	5,267,866	10,810,277
Corporate bonds	公司債券	31	–	2,000,000
Senior notes	優先票據	32	–	29,773,509
Deferred tax liabilities	遞延稅項負債	34	3,487,174	4,014,617
Total non-current liabilities	非流動負債總額		8,755,040	46,598,403
Net assets	資產淨額		25,075,357	41,394,637
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	35	559,947	559,947
Senior perpetual securities	高級永續證券	38	1,911,986	1,911,986
Reserves	儲備	37	9,501,680	23,644,069
			11,973,613	26,116,002
Non-controlling interests	非控股權益		13,101,744	15,278,635
Total equity	權益總額		25,075,357	41,394,637

Lam Lung On
 林龍安
 Director
 董事

Kwok Ying Lan
 郭英蘭
 Director
 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔											Non-controlling interests		Total equity
		Issued capital	Share premium reserve	Statutory surplus reserve	Exchange fluctuation reserve	Share option reserve	Shares held under share award scheme	Capital reserve	Revaluation reserve	Retained profits	Senior perpetual securities	Total	Non-controlling interests	Total equity	
		已發行股本	股份溢價儲備	法定盈餘儲備	匯兌波動儲備	購股權儲備	根據股份獎勵計劃所持股份	資本儲備	重估儲備	保留利潤	高級永續證券	總計	非控股權益	權益總額	
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		(note 35)	(note 35)	(note 37(ii))		(note 36)	(note 36)	(note 37(iii))			(note 38)				
		(附註35)	(附註35)	(附註37(ii))		(附註36)	(附註36)	(附註37(iii))			(附註38)				
At 1 January 2022	於2022年1月1日	559,947	1,008,439	62,642	2,234,995	42,085	(22,207)	(487,151)	210,742	20,594,524	1,911,986	26,116,002	15,278,635	41,394,637	
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	(12,014,860)	-	(12,014,860)	(1,254,330)	(13,269,190)	
Other comprehensive income for the year:	年度其他全面收益：														
Exchange differences related to foreign operations	海外業務相關之匯兌差額	-	-	-	(1,489,067)	-	-	-	-	-	-	(1,489,067)	-	(1,489,067)	
Fair value loss on financial assets at fair value through other comprehensive income	按公允值計入其他全面收益的金融資產公允值損失	-	-	-	-	-	-	-	(193,932)	-	-	(193,932)	-	(193,932)	
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	-	(1,489,067)	-	-	-	(193,932)	(12,014,860)	-	(13,697,859)	(1,254,330)	(14,952,189)	
Transfer from retained profits to the statutory surplus reserve	由保留利潤轉至法定盈餘儲備	-	-	150,000	-	-	-	-	-	(150,000)	-	-	-	-	
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	(157)	-	-	-	(157)	(1,310,378)	(1,310,535)	
Capital contribution from non-controlling shareholders	非控股股東出資	-	-	-	-	-	-	(311,955)	-	-	-	(311,955)	1,156,910	844,955	
Return of capital	資本回報	-	-	-	-	-	-	-	-	-	-	-	(675,854)	(675,854)	
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	-	-	(58,624)	(58,624)	
Dividends paid to non-controlling shareholders	向非控股股東派付股息	-	-	-	-	-	-	-	-	-	-	-	(34,615)	(34,615)	
Distribution to holders of senior perpetual securities	向高級永續證券持有人分派	-	-	-	-	-	-	-	-	(144,133)	-	(144,133)	-	(144,133)	
Equity-settled share option arrangements	以權益支付購股權之安排	-	-	-	-	11,715	-	-	-	-	-	11,715	-	11,715	
At 31 December 2022	於2022年12月31日	559,947	1,008,439*	212,642*	745,928*	53,800*	(22,207)*	(799,263)*	16,810*	8,285,531*	1,911,986	11,973,613	13,101,744	25,075,357	

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Consolidated Statement of Changes in Equity (Continued)
綜合權益變動表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔												
		Issued capital	Share premium reserve	Statutory reserve	Exchange fluctuation reserve	Share option reserve	Shares held under share award scheme	Capital reserve	Revaluation reserve	Retained profits	Senior perpetual securities	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價儲備	法定盈餘儲備	匯兌波動儲備	購股權儲備	根據股份獎勵計劃所持股份	資本儲備	重估儲備	保留利潤	高級永續證券	總計	非控股權益	權益總額
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 35)	(note 35)	(note 37(i))	(note 36)	(note 36)	(note 36)	(note 37(ii))	(note 37(iii))	(note 38)	(note 38)	(note 38)	(note 38)	(note 38)
At 1 January 2021	於2021年1月1日	489,142	1,079,244	62,642	1,576,955	33,626	(9,458)	(685,324)	334,472	19,836,189	1,911,986	24,629,474	9,673,456	34,302,930
Profit for the year	年度利潤	-	-	-	-	-	-	-	-	862,094	-	862,094	420,900	1,282,994
Other comprehensive income for the year:	年度其他全面收益：													
Exchange differences related to foreign operations	海外業務相關之匯兌差額	-	-	-	658,040	-	-	-	-	-	-	658,040	-	658,040
Changes in fair value through other comprehensive income	按公允值計入其他全面收益的變動	-	-	-	-	-	-	-	(123,730)	-	-	(123,730)	-	(123,730)
Total comprehensive income for the year	年度全面收益總額	-	-	-	658,040	-	-	-	(123,730)	862,094	-	1,396,404	420,900	1,817,304
Final interim 2020 dividend	2020年末中期股息	-	(1,030,947)	-	-	-	-	-	-	-	-	(1,030,947)	-	(1,030,947)
Interim 2021 dividend	2021年中期股息	-	(276,940)	-	-	-	-	-	-	-	-	(276,940)	-	(276,940)
Issue of shares for scrip dividend	發行以股代息股份	70,805	1,237,082	-	-	-	-	-	-	-	-	1,307,887	-	1,307,887
Acquisition of subsidiaries	收購附屬公司	40	-	-	-	-	-	-	-	-	-	-	1,169,474	1,169,474
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	-	-	-	(80,510)	(80,510)
Capital contribution from non-controlling shareholders	非控股股東出資	-	-	-	-	-	-	-	-	-	-	-	4,728,829	4,728,829
Return of capital	資本回報	-	-	-	-	-	-	-	-	-	-	-	(287,800)	(287,800)
Disposal of subsidiaries	出售附屬公司	41	-	-	-	-	-	198,173	-	-	-	198,173	(345,714)	(147,541)
Distribution to holders of senior perpetual securities	向高級永續證券持有人分派	-	-	-	-	-	-	-	-	(103,759)	-	(103,759)	-	(103,759)
Equity-settled share option arrangements	以權益支付購股權之安排	-	-	-	-	8,459	-	-	-	-	-	8,459	-	8,459
Shares purchased under share award scheme	根據股份獎勵計劃購入股份	-	-	-	-	-	(12,749)	-	-	-	-	(12,749)	-	(12,749)
At 31 December 2021	於2021年12月31日	559,947	1,008,439*	62,642*	2,234,995*	42,085*	(22,207)*	(487,151)*	210,742*	20,594,524*	1,911,986	26,116,002	15,278,635	41,394,637

* These reserve accounts comprise the consolidated reserves of RMB9,501,680,000 (2021: RMB23,644,069,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表中載列的綜合儲備人民幣9,501,680,000元(2021年: 人民幣23,644,069,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes	2022	2021
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
CASH FLOW FROM OPERATING ACTIVITIES	經營活動產生的現金流量			
(Loss)/profit before tax	除稅前(虧損)/利潤		(13,157,507)	3,162,528
Adjustment for:	就以下項目作出調整：			
Finance cost	融資成本	7	674,450	276,097
Interest income	利息收入	6	(188,924)	(234,746)
Depreciation	折舊	8	57,189	69,080
Fair value loss on derivative financial instruments	衍生金融工具公允值虧損	8	—	11,194
Provision for properties under development	在建物業撥備		3,208,465	390,000
Impairment of other receivables	其他應收款項減值		4,151,208	—
Remeasurement of financial guarantee contracts	重新計量財務擔保合約		1,650,167	27,025
Impairment of investments of joint ventures and associates	於合營公司及聯營公司投資之減值		407,585	—
Impairment of goodwill	商譽減值	8	661,049	—
Share of profits and losses of joint ventures	應佔合營公司損益額		890,813	38,394
Share of profits and losses of associates	應佔聯營公司損益額		257,127	(326,990)
Fair value (loss)/gain on investment properties, net	投資物業的公允值(虧損)/收益淨額	15	315,413	(717,888)
Equity-settled share option expense	以股權結算購股權開支	8	11,715	8,459
Loss/(gain) on disposal of subsidiaries	出售附屬公司的虧損/(收益)	8	129,410	(99,103)
Gain on disposal of joint ventures and associates, net	出售合營公司及聯營公司收益淨額	6	(62,840)	—
Loss on disposal of an investment property	出售投資物業虧損		11,233	—
			(983,447)	2,604,050
Decrease in properties under development	在建物業減少		11,062,070	23,492,354
(Increase)/decrease in properties held for sale	持作銷售用途的物業(增加)/減少		(94,055)	89,313
Increase in prepayments for acquisition of land	收購土地預付款增加		—	(486,565)
Increase in prepayments, other receivables and other assets	預付款、其他應收款項及其他資產增加		(11,424,980)	(3,723,503)
Decrease in contract liabilities	合約負債減少		(10,480,314)	(6,099,608)
Increase/(decrease) in trade payables	貿易應付款項增加/(減少)		2,681,864	(1,908,267)
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加/(減少)		1,487,297	(12,146,539)
Cash (used in)/generated from operations	經營(所用)/所得現金		(7,751,565)	1,821,235
Interest received	已收利息		188,924	234,746
PRC corporate income tax paid	已繳中國企業所得稅		(972,939)	(282,651)
PRC land appreciation tax (paid)/refund	(已繳)/退還中國土地增值稅		(521,488)	5,621
Net cash flows (used in)/from operating activities	經營活動(所用)/所得現金流量淨額		(9,057,068)	1,778,951

Consolidated Statement of Cash Flows (Continued)
綜合現金流量表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

	Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
CASH FLOW FROM INVESTING ACTIVITIES	投資活動產生的現金流量		
Purchases of items of property, plant and equipment	14	(205)	(19,813)
Proceeds from disposal of items of property, plant and equipment		13,588	36,014
Additions of investment properties	15	(256,825)	(661,929)
Proceeds from disposal of investment properties		51,967	-
Purchase of shareholding in a jointly controlled entity		-	514,019
Repayment from/(advance to) joint ventures		6,555,456	(4,545,796)
Repayment from/(advance to) associates		1,303,705	(5,987,979)
Investments in joint ventures		(823,484)	(441,488)
Investments in associates		(373,269)	(1,111,941)
Acquisitions of subsidiaries		9,483	4,155,247
Disposals of subsidiaries	41	506,875	97,334
Settlement of derivative financial instruments		-	(98,930)
(Increase)/decrease in restricted cash		(140,180)	1,774,849
Decrease in non-pledged time deposits with original maturity of over three months		1,773,906	5,965,181
Net cash flows from/(used in) investing activities	投資活動所得/(所用) 現金流量淨額	8,621,017	(325,232)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動產生的現金流量		
Capital contributions from non-controlling shareholders	非控股股東出資	844,955	4,148,699
Acquisition of non-controlling interests	收購非控股權益	(1,310,535)	(80,510)
(Increase)/decrease in amounts due to non-controlling shareholders	應付非控股股東款項(增加)/ 減少	(1,100,441)	48,644
Return of capital to non-controlling shareholders	非控制股東之資本退回	(675,854)	(287,800)
New bank and other borrowings	新增銀行及其他借貸	4,365,513	7,333,595
Repayment of bank and other borrowings	償還銀行及其他借貸	(6,973,197)	(15,235,439)
Proceeds from issue of senior notes	發行優先票據所得款項	(51,733)	5,970,118
Redemption of senior notes	贖回優先票據	-	(4,648,062)
Repayment of corporate bonds	償還公司債券	(1,650,000)	(3,000,000)
Payments for shares purchased under share award scheme	根據股份獎勵計劃買入股份 之所付款項	-	(12,749)
Distribution to holders of senior perpetual securities	向高級永續證券持有人分派	(144,133)	(103,759)
Interest paid	已付利息	(1,733,018)	(4,511,248)

Consolidated Statement of Cash Flows (Continued)
綜合現金流量表(續)

Year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Net cash flows used in financing activities	融資活動所用 現金流量淨額		(8,428,443)	(10,378,511)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額		(8,864,494)	(8,924,792)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		14,377,647	23,586,502
Effect of foreign exchange rate changes, net	匯率變動影響淨額		117,719	(284,063)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	26	5,630,872	14,377,647
ANALYSIS OF BALANCE OF CASH AND CASH EQUIVALENTS	現金及現金等價物分析			
Cash and bank balances	現金及銀行結餘		5,380,872	11,534,247
Non-pledged time deposits with original maturity less than three months	始初期限少於三個月之 無抵押定期存款		250,000	2,843,400
Cash and cash equivalents as stated in the consolidated statement of cash flows and included in the consolidated statement of financial position	綜合現金流量表所載 並計入綜合財務狀況表 的現金及現金等價物	26	5,630,872	14,377,647

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION

Yuzhou Group Holdings Company Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business in Hong Kong is located at Units 5801-02, 58/F, The Center, 99 Queen’s Road, Central, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in property development, property investment, property management and hotel operations in the mainland of the People’s Republic of China (the “PRC” or “Mainland China”) and Hong Kong.

In the opinion of the directors, Mr. Lam Lung On and Ms. Kwok Ying Lan, both being directors of the Company, are considered as the controlling shareholders of the Company.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本/ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Xiamen Yaozhou Real Estate Development Co., Ltd. ^{*(Note)} 廈門堯洲房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB134,200,000 人民幣134,200,000元	-	100%	Property development 物業開發
Xiamen Gangyi Real Estate Marketing Agent Co., Ltd. ^{*(Note)} 廈門港誼房產營銷代理有限公司* (附註)	PRC/Mainland China 中國/中國大陸	HK\$5,000,000 港幣5,000,000元	-	100%	Marketing 營銷
Xiamen Yuzhou Commercial Investment & Management Co., Ltd. ^{*(Note)} 廈門禹洲商業投資管理有限公司* (附註)	PRC/Mainland China 中國/中國大陸	HK\$4,252,050 港幣4,252,050元	-	100%	Property management 物業管理
Xiamen Diyuan Bonded Storage and Distribution Co., Ltd. ^{*(Note)} 廈門帝元保稅儲運有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB20,000,000 人民幣20,000,000元	-	98%	Property development 物業開發
Xiamen Kim International Realty Development Co., Ltd. ^{*(Note)} 廈門金國際地產發展有限公司* (附註)	PRC/Mainland China 中國/中國大陸	US\$113,600,000 113,600,000美元	-	100%	Property development 物業開發
Xiamen Richville Development Ltd. ^{*(Note)} 廈門貴豐房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	US\$55,000,000 55,000,000美元	-	100%	Property development 物業開發

1. 公司及集團資料

禹洲集團控股有限公司(「本公司»)乃於開曼群島註冊成立的有限責任公司,其股份於香港聯合交易所有限公司(「香港聯交所»)主板上市。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands,其香港主要營業地址為香港中環皇后大道中99號中環中心58樓5801-02室。

年內,本公司及其附屬公司(統稱「本集團»)主要於中華人民共和國大陸(「中國」或「中國大陸»)及香港從事物業開發、物業投資、物業管理以及酒店業務。

董事認為,本公司董事林龍安先生及郭英蘭女士被視為本公司控股股東。

附屬公司之資料

本公司主要附屬公司之詳情如下:

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION
(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 公司及集團資料(續)

附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本/ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Xiamen Gangyi Real-Estate Co., Ltd. ^(Note) 廈門港誼置業有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB260,000,000 人民幣260,000,000元	-	100%	Property development 物業開發
Xiamen Fengzhou Real-Estate Co., Ltd. ^(Note) 廈門豐洲置業有限公司* (附註)	PRC/Mainland China 中國/中國大陸	HK\$18,000,000 港幣18,000,000元	-	100%	Property development 物業開發
Xiamen Yuzhou Grand Future Real Estate Development Co., Ltd. ^(Note) 廈門禹洲鴻圖地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB1,500,000,000 人民幣1,500,000,000元	-	100%	Property development 物業開發
Xiamen Skyplaz Realty & Development Co., Ltd. ^(Note) 廈門海天房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	US\$25,000,000 25,000,000美元	-	100%	Property development 物業開發
Hefei Yuzhou Real Estate Development Co., Ltd. ^(Note) 合肥禹洲房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	US\$90,000,000 90,000,000美元	-	100%	Property development 物業開發
Xiamen Huaqiao City Real Estate Co., Ltd. ^(Note) 廈門華僑城房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB20,000,000 人民幣20,000,000元	-	100%	Property development 物業開發
Anhui Overseas City Construction & Development Co., Ltd. ^(Note) 安徽華僑城建設發展有限公司* (附註)	PRC/Mainland China 中國/中國大陸	US\$3,000,000 3,000,000美元	-	100%	Property investment 物業投資
Xiamen Yuzhou Group Ltd. ^(Note) 廈門禹洲集團股份有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB116,064,000 人民幣116,064,000元	-	100%	Property investment 物業投資
Shanghai Kangtai Real Estate Development Co., Ltd. ^(Note) 上海康泰房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB1,530,000,000 人民幣1,530,000,000元	-	100%	Property development 物業開發
Shanghai Jinyue Real Estate Development Co., Ltd. ^(Note) 上海金躍房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB196,070,000 人民幣196,070,000元	-	100%	Property development 物業開發
Shanghai Yuzhou Real Estate Investment Co. Ltd. ^(Note) 上海禹洲房地產投資有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB100,000,000 人民幣100,000,000元	-	100%	Property development 物業開發
Shanghai Yanhai Real Estate Development Co., Ltd. ^(Note) 上海燕海房地產開發經營有限責任公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB48,450,000 人民幣48,450,000元	-	100%	Property development 物業開發
Shanghai Liyade Property Investment Co., Ltd. ^(Note) 上海利雅得投資置業有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB42,000,000 人民幣42,000,000元	-	100%	Property development 物業開發
Shanghai Yuzhou Hotel Management Co., Ltd. ^(Note) 上海禹洲酒店管理有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB2,000,000 人民幣2,000,000元	-	100%	Hotel management 酒店管理
Xiamen Yuzhou Property Development Co., Ltd. ^(Note) 廈門禹洲房地產開發有限公司* (附註)	PRC/Mainland China 中國/中國大陸	RMB23,600,000 人民幣23,600,000元	-	100%	Property development 物業開發

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION
(Continued)
Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 公司及集團資料(續)
附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本／ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Hefei Ludong Real Estate Development Co., Ltd. ^(Note) 合肥廬東房地產開發有限責任公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB80,000,000 人民幣80,000,000元	-	100%	Property development 物業開發
Hefei Kangli Realty Co., Ltd. ^(Note) 合肥市康麗置業有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB30,000,000 人民幣30,000,000元	-	100%	Property development 物業開發
Goastal Greenl and Development (Fujian) Limited [*] 沿海綠色家園發展(福建)有限公司 [*]	PRC/Mainland China 中國／中國大陸	US\$10,000,000 10,000,000美元	-	100%	Property development 物業開發
Xiamen Shunzhou Real Estate Development Co., Ltd. ^(Note) 廈門舜洲房地產開發有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB800,000,000 人民幣800,000,000元	-	100%	Property development 物業開發
Xiamen Yuzhou Seaview Property Development Co., Ltd. ^(Note) 廈門禹洲海景城房地產有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB1,500,000,000 人民幣1,500,000,000元	-	100%	Property development 物業開發
Shanghai Yuzhou Real Estate Development Co., Ltd. ^(Note) 上海禹洲房地產開發有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB100,000,000 人民幣100,000,000元	-	100%	Property development 物業開發
Shanghai Nankai Realty Development Ltd. ^(Note) 上海南凱置業發展有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB90,000,000 人民幣90,000,000元	-	100%	Property development 物業開發
Shanghai Kangyi Real Estate Development Co., Ltd. ^(Note) 上海康怡房地產開發有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB48,714,300 人民幣48,714,300元	-	100%	Property development 物業開發
Yuzhou Properties (Beijing) Co., Ltd. ^(Note) 禹洲地產(北京)有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB100,000,000 人民幣100,000,000元	-	100%	Property development 物業開發
Yuzhou Properties (Quanzhou) Co., Ltd. ^(Note) 禹洲地產(泉州)有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB460,000,000 人民幣460,000,000元	-	65%	Property development 物業開發
Xin Yi Fang Tian (Quanzhou) Construction Materials Co., Ltd. ^(Note) 新易方天(泉州)建築材料有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	-	100%	Trading of construction materials 買賣建築材料
Tianjin Yuzhou Jinhai Real Estate Investment Co., Ltd. ^(Note) 天津禹洲津海地產投資有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB200,000,000 人民幣200,000,000元	-	100%	Property development 物業開發
Xiamen Xiang'anwan Baseball and Soft ball Industrial Investment Co., Ltd. ^(Note) 廈門翔安灣棒球產業投資有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	-	76.25%	Property development 物業開發
Xiamen Jingdehong Property Co., Ltd. ^(Note) 廈門璟德弘置業有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB5,000,000 人民幣5,000,000元	-	100%	Property development 物業開發

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 公司及集團資料(續)

附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本／ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Xiamen Junyu Trade Co., Ltd. ^① (Note) 廈門俊宇貿易有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB50,000,000 人民幣50,000,000元	-	100%	Trading of construction materials 買賣建築材料
Xiamen Xin Cheng Li Da Trading Co., Ltd. ^① (Note) 廈門信成立達貿易有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB20,000,000 人民幣20,000,000元	-	100%	Trading of construction materials 買賣建築材料
Longyan Yuzhou Real Estate Development Co., Ltd. ^① (Note) 龍岩禹洲房地產開發有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB500,000,000 人民幣500,000,000元	-	100%	Trading of construction materials 買賣建築材料
Anhui Shengtian Property Co., Ltd. ^① (Note) 安徽晟天置業有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB150,000,000 人民幣150,000,000元	-	100%	Property development 物業開發
Anhui Shenghe Property Co. Ltd. ^① (Note) 安徽晟和置業有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB110,000,000 人民幣110,000,000元	-	100%	Property development 物業開發
Huainan Yuzhou Real Estate Development Co., Ltd. ^① (Note) 淮南禹洲房地產開發有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB16,000,000 人民幣16,000,000元	-	100%	Property development 物業開發
Yuzhou Properties (Shanghai) Company Limited ^① (Note) 禹洲置業(上海)有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB600,000,000 人民幣600,000,000元	-	100%	Property development 物業開發
Xiamen Gangzhou Co., Ltd. ^① (Note) 廈門市港洲有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB300,000,000 人民幣300,000,000元	-	100%	Property development 物業開發
Xiamen Yuzhou City Co., Ltd. ^① (Note) 廈門禹洲城有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB1,680,000,000 人民幣1,680,000,000元	-	100%	Property development 物業開發
Xiamen Honggang Cultural and Creative Co., Ltd. ^① (Note) 廈門泓港文化創意有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB21,000,000 人民幣21,000,000元	-	100%	Property development 物業開發
Xiamen Yihai Consulting Co., Ltd. ^① (Note) 廈門亦海諮詢有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB21,000,000 人民幣21,000,000元	-	100%	Property development 物業開發
Hefei Shunzhou Realty Co., Ltd. ^① (Note) 合肥舜洲置業有限公司 ^① (附註)	PRC/Mainland China 中國／中國大陸	RMB1,200,000,000 人民幣1,200,000,000元	-	100%	Property development 物業開發

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION
(Continued)
Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 公司及集團資料(續)
附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本／ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Fujian Big World Huaxia Real Estate Development Co., Ltd. ^(Note) 福建大世界華夏房地產有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB1,110,000,000 人民幣1,110,000,000元	-	100%	Property development 物業開發
Yuzhou Properties (Hefei) Eastern Town Co., Ltd. ^(Note) 禹洲置業(合肥)東城有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB1,800,000,000 人民幣1,800,000,000元	-	100%	Property development 物業開發
Nanjing Bozhou Real Estate Investment Co., Ltd. ^(Note) 南京博洲房地產開發有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB1,880,000,000 人民幣1,880,000,000元	-	100%	Property development 物業開發
Shanghai Shunhong Real Estate Development Co., Ltd. ^(Note) 上海舜鴻房地產開發有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB150,000,000 人民幣150,000,000元	-	79%	Property development 物業開發
Nanjing Xiangzhou Real Estate Development Co., Ltd. ^(Note) 南京翔洲房地產開發有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB130,000,000 人民幣130,000,000元	-	65%	Property development 物業開發
Huizhou Dongrun Industrial Co., Ltd. ^(Note) 惠州市東潤實業有限公司 ^(附註)	PRC/Mainland China 中國／中國大陸	RMB180,000,000 人民幣180,000,000元	-	46%	Property development 物業開發
Shanghai Zexiang Real Estate Development Co., Ltd. ("Shanghai Zexiang") ^(Note) 上海澤翔房地產開發有限公司(「上海澤翔」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB2,315,000,000 人民幣2,315,000,000元	-	94%	Property development 物業開發
Hefei Xiangzhou Real Estate Development Co., Ltd. ("Hefei Xiangzhou") ^(Note) 合肥翔洲房地產開發有限公司(「合肥翔洲」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB2,500,000,000 人民幣2,500,000,000元	-	75%	Property development 物業開發
Fuzhou Zexiang Real Estate Development Co., Ltd. ("Fuzhou Zexiang") ^(Note) 福州澤翔房地產開發有限公司(「福州澤翔」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB50,000,000 人民幣50,000,000元	-	55%	Property development 物業開發
Hefei Bozhou Real Estate Development ("Hefei Bozhou") ^(Note) 合肥博洲房地產開發有限公司(「合肥博洲」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB392,160,000 人民幣392,160,000元	-	82%	Property development 物業開發
Suzhou Yuzhou Xuanyi Real Estate Development Co., Ltd. ("Suzhou Yuzhou Xuanyi") ^(Note) 蘇州禹洲軒溢房地產開發有限公司(「蘇州禹洲軒溢」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB50,000,000 人民幣50,000,000元	-	100%	Property development 物業開發
Suzhou Shunhong Real Estate Development Co., Ltd. ("Suzhou Shunhong") ^(Note) 蘇州舜鴻房地產開發有限公司(「蘇州舜鴻」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB2,000,000,000 人民幣2,000,000,000元	-	51%	Property development 物業開發

Notes to Financial Statements (Continued)
財務報表附註 (續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION
(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 公司及集團資料 (續)

附屬公司之資料 (續)

本公司主要附屬公司之詳情如下：(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本／ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Suzhou Yucheng Real Estate Development Co., Ltd. ("Suzhou Yucheng") ^(Note) 蘇州裕成房地產開發有限公司 (「蘇州裕成」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB1,500,000,000 人民幣1,500,000,000元	-	66%	Property development 物業開發
Zhangzhou Yuzhou Yicheng Real Estate Development Co., Ltd. ("Zhangzhou Yuzhou Yicheng") ^(Note) 漳州市禹洲益成房地產開發有限公司 (「漳州市禹洲益成」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB8,000,000 人民幣8,000,000元	-	100%	Property development 物業開發
Shanghai Fengzhou Real Estate Development Co., Ltd. ("Shanghai Fengzhou") ^(Note) 上海豐洲房地產開發有限公司 (「上海豐洲」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB7,500,000 人民幣7,500,000元	-	100%	Property development 物業開發
Kunshan Fuzhi Dingxin Equity Investment Enterprise (Limited Partnership) ("Kunshan Fuzhi") ^(Note) 昆山富智鼎鑫股權投資企業(有限合夥) (「昆山富智」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB886,060,000 人民幣886,060,000元	-	100%	Property development 物業開發
Wuhan Lankong Real Estate Development Co., Ltd. ("Wuhan Lankong") ^(Note) 武漢藍空房地產開發有限公司 (「武漢藍空」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB421,060,000 人民幣421,060,000元	-	100%	Property development 物業開發
Hefei Xiangze Real Estate Development Co., Ltd. ("Hefei Xiangze") ^(Note) 合肥翔澤房地產開發有限公司 (「合肥翔澤」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB78,000,000 人民幣78,000,000元	-	100%	Property development 物業開發
Zhoushan Rongdu Real Estate Co., Ltd. ("Zhoushan Rongdu") ^(Note) 舟山榮都置業有限公司 (「舟山榮都」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB2,000,000,000 人民幣2,000,000,000元	-	45%	Property development 物業開發
Zhangzhou Ruijia Real Estate Development Co., Ltd. ("Zhangzhou Ruijia") ^(Note) 漳州市瑞佳房地產開發有限公司 (「漳州市瑞佳」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB61,660,000 人民幣61,660,000元	-	91%	Property development 物業開發
Hangzhou Kangyu Real Estate Development Co., Ltd. ("Hangzhou Kangyu") ^(Note) 杭州康煜房地產開發有限公司 (「杭州康煜」) ^(附註)	PRC/Mainland China 中國／中國大陸	RMB100,000,000 人民幣100,000,000元	-	50%	Property development 物業開發

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION
(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 公司及集團資料(續)

附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立／註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本／ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Qingdao Yuhong Real Estate Development Co., Ltd. ("Qingdao Yuhong") (Note) 青島禹鴻房地產開發有限公司(「青島禹鴻」)(附註)	PRC/Mainland China 中國／中國大陸	US\$120,000,000 120,000,000美元	-	100%	Property development 物業開發
Shanghai Xuchen Real Estate Development Co., Ltd. ("Shanghai Xuchen") (Note) 上海煦辰房地產開發有限公司(「上海煦辰」)(附註)	PRC/Mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	-	50%	Property development 物業開發
Anhui Shunhong Real Estate Development Co., Ltd. ("Anhui Shunhong") (Note) 安徽舜鴻房地產開發有限公司(「安徽舜鴻」)(附註)	PRC/Mainland China 中國／中國大陸	RMB200,000,000 人民幣200,000,000元	-	50%	Property development 物業開發
Hangzhou Yaozhou Enterprise Management Co., Ltd. ("Hangzhou Yaozhou") (Note) 杭州堯洲企業管理有限公司(「杭州堯洲」)(附註)	PRC/Mainland China 中國／中國大陸	RMB16,000,000 人民幣16,000,000元	-	63%	Others segment 其他分部
Qingdao Bozhou Real Estate Development Co., Ltd. ("Qingdao Bozhou") (Note) 青島博洲房地產開發有限公司(「青島博洲」)(附註)	PRC/Mainland China 中國／中國大陸	US\$63,000,000 63,000,000美元	-	100%	Property development 物業開發
Yangzhou Hong Jia Da Business & Management Co., Ltd. ("Yangzhou Hong Jia Da") (Note) 揚州泓嘉達房地產開發有限公司(「揚州泓嘉達」)(附註)	PRC/Mainland China 中國／中國大陸	US\$250,000,000 250,000,000美元	-	100%	Property development 物業開發
Qingdao Ganjing Real Estate Development Co., Ltd. ("Qingdao Ganjing") (Note) 青島乾景房地產開發有限公司(「青島乾景」)(附註)	PRC/Mainland China 中國／中國大陸	US\$66,670,000 66,670,000美元	-	69%	Property development 物業開發
Shanghai Lanxiucheng Real Estate Co., Ltd. ("Shanghai Lanxiucheng") (Note) 上海覽秀城置業有限公司(「上海覽秀城」)(附註)	PRC/Mainland China 中國／中國大陸	RMB1,700,000,000 人民幣1,700,000,000元	-	51%	Property development 物業開發
Wuxi Runteng Real Estate Development Co., Ltd. ("Wuxi Runteng") (Note) 無錫潤騰房地產開發有限公司(「無錫潤騰」)(附註)	PRC/Mainland China 中國／中國大陸	RMB1,020,000,000 人民幣1,020,000,000元	-	50%	Property development 物業開發

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION
(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 公司及集團資料(續)

附屬公司之資料(續)

本公司主要附屬公司之詳情如下：(續)

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營的地點	Nominal value of issued and paid-up/ registered capital 已發行及繳足股本/ 註冊股本面值	Equity interest attributable to the Company 本公司應佔權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Foshan Fengying Dexin Real-Estate Co., Ltd. ("Foshan Fengying Dexin") (Note) 佛山市豐盈德信置業有限公司(「佛山市豐盈德信」)(附註)	PRC/Mainland China 中國/中國大陸	RMB52,040,816 人民幣52,040,816元	-	51%	Property development 物業開發
Hefei Xianjia Real Estate Development Co., Ltd. ("Hefei Xianjia") (Note) 合肥賢嘉房地產開發有限公司(「合肥賢嘉」)(附註)	PRC/Mainland China 中國/中國大陸	RMB500,000,000 人民幣500,000,000元	-	100%	Property development 物業開發
Hefei Jingjia Real Estate Development Co., Ltd. ("Hefei Jingjia") (Note) 合肥璟嘉房地產開發有限公司(「合肥璟嘉」)(附註)	PRC/Mainland China 中國/中國大陸	RMB500,000,000 人民幣500,000,000元	-	100%	Property development 物業開發
Xiamen Jinglongxuan Trade Co., Ltd. ("Xiamen Jinglongxuan") (Note) 廈門市璟隆軒貿易有限公司(「廈門市璟隆軒」)(附註)	PRC/Mainland China 中國/中國大陸	RMB50,000,000 人民幣50,000,000元	-	100%	Property development 物業開發
Shenzhen Shuntaida Investment Development Co., Ltd. ("Shenzhen Shuntaida") (Note) 深圳市舜泰達投資發展有限公司(「深圳舜泰達」)(附註)	PRC/Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	-	100%	Property development 物業開發
Shenzhen Zhongchen Investment Development Co., Ltd. ("Shenzhen Zhongchen") (Note) 深圳市中琛投資發展有限公司(「深圳中琛」)(附註)	PRC/Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元	-	100%	Others segment 其他分部
Nanjing Haoyi Real Estate Development Co., Ltd. ("Nanjing Haoyi") (Note) 南京灝溢房地產開發有限公司(「南京灝溢」)(附註)	PRC/Mainland China 中國/中國大陸	RMB710,000,000 人民幣710,000,000元	-	100%	Property development 物業開發
Jiangsu Guangsheng Property Co., Ltd. ("Jiangsu Guangsheng") (Note) 江蘇廣升置業有限公司(「江蘇廣升」)(附註)	PRC/Mainland China 中國/中國大陸	RMB312,000,000 人民幣312,000,000元	-	100%	Property development 物業開發
Hefei Xuanlong Real Estate Development Co., Ltd. ("Hefei Xuanlong") (Note) 合肥軒隆房地產開發有限公司(「合肥軒隆」)(附註)	PRC/Mainland China 中國/中國大陸	RMB1,000,000 人民幣1,000,000元	-	100%	Property development 物業開發
Hefei Fusheng Hotel Management Co., Ltd. ("Hefei Fusheng") (Note) 合肥富盛酒店管理有限公司(「合肥富盛」)(附註)	PRC/Mainland China 中國/中國大陸	RMB1,000,000 人民幣1,000,000元	-	100%	Hotel management 酒店管理
Great Bonus Limited 旺鴻有限公司	Hong Kong 香港	HK\$1 港幣1元	-	100%	Property development 物業開發

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

1. CORPORATE AND GROUP INFORMATION
(Continued)

Information about subsidiaries (Continued)

- # Registered as wholly-foreign-owned enterprises under the PRC law.
- ⊙ Registered as domestic limited liability companies under the PRC law.
- * Registered as Sino-foreign equity entities under the PRC law.
- ^ These companies of the Group are accounted for as subsidiaries even though the Group holds less than majority of voting rights in those companies based on factors explained in note 4 to the financial statements.

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

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

2. BASIS OF PRESENTATION

The Group incurred a loss of RMB13,269,190,000 for the year ended 31 December 2022 and, as of that date, the Group failed to pay off a US\$389,203,000 (equivalent to RMB2,689,028,000) senior note' interests, a failure to pay the interest of the senior note has caused an event of default pursuant to the terms and conditions of the senior note agreement. As a result, the holders of the senior notes have right to demand for the immediate repayment on the outstanding principal together with accrued interest. As at 31 December 2022, the Group has senior notes with an aggregate principal amount of RMB37,964,733,000, while available cash and cash equivalent on hand was RMB5,630,872,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

Notwithstanding this fact, the directors of the Company (the "Directors") consider it is appropriate to prepare the consolidated financial statements on a going concern basis as the Group is expected to have sufficient financial resources to meet its obligation as they fall due for the next fifteen months based on its projected cash flow forecasts. The Directors have carried out a detailed review of the cash flow projections of the Group covering a period up to 31 March 2024, the Directors consider that the Group is financially viable to continue as a going concern.

1. 公司及集團資料(續)

附屬公司之資料(續)

- # 根據中國法律註冊為外商獨資企業。
- ⊙ 根據中國法律註冊為境內有限責任公司。
- * 根據中國法律註冊為中外合資實體。
- ^ 儘管本集團於該等公司持有少於多數投票權，本集團根據財務報表附註4所述因素將該等公司入賬列作附屬公司。

附註：由於該等公司並未註冊任何正式英文名稱，因此其英文名稱乃本公司管理層盡力將其中文名稱直接翻譯而成。

上表載列董事認為主要影響年度業績或組成本集團資產淨值主要部分的本公司附屬公司。董事認為載列其他附屬公司的詳細資料會過分冗長。

2. 呈列基準

本集團於截至2022年12月31日止年度產生虧損人民幣13,269,190,000元，截至該日，本集團未付清優先票據利息389,203,000美元(相當於人民幣2,689,028,000元)。根據優先票據協議的條款及條件，未支付優先票據利息已導致發生違約事件。因此，優先票據持有人有權要求立即償還未償還本金連同應計利息。於2022年12月31日，本集團擁有本金總額為人民幣37,964,733,000元的優先票據，而手頭可得現金及現金等價物為人民幣5,630,872,000元。此情況顯示存在重大不確定因素，可能對本集團持續經營的能力構成重大疑慮。

儘管如此，本公司董事(「董事」)認為以持續經營基準編製綜合財務報表屬恰當，原因為基於本集團之預計現金流量預測，預期本集團將擁有充足財務資源以應付未來十五個月到期之責任。董事已詳細審閱本集團直至2024年3月31日止期間之現金流量預測，董事認為本集團在財務上能夠按持續經營基準繼續營運。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

2. BASIS OF PRESENTATION (Continued)

In view of the above, the Group is implementing a debt restructuring plan, which includes the following plans and measures, to enable the Group to have sufficient financial resources to meet its financial obligations as and when they fall due:

- (a) the Group has proposed an asset disposition for selling its equity interest in certain property development projects and investment properties to generate additional cash inflows and/or reduce cash outflows. In addition, the Group has implemented cost control measures and eliminated unnecessary capital expenditures to preserve liquidity for on-going development of its existing property development projects;
- (b) the Group is actively in discussion with its existing lenders to renew and/or refinance the Group's certain borrowings. The Group has engaged in constructive dialogue with prospective financiers, including but not limited to certain state-owned asset management companies, to explore possible refinancing options but may require additional time to formulate and implement in light of the weak market conditions; and
- (c) the Group has been proactively communicating with its lenders to explore possible restructuring options. Restructuring term sheet in relation to the Group's senior notes was circulated to the advisers of the ad hoc group of senior note holders for discussion and consideration. All parties are working together closely towards a mutually acceptable restructuring solution and endeavor to complete the restructuring of debt in 2023.

Accordingly, the Directors consider that, taking into account the above-mentioned plans and measures and their progress, it is appropriate to prepare the consolidated financial statements on a going concern basis as the Group is expected to cure its default on payment of its debt and have sufficient financial resources to meet its obligation as they fall due for at least the next twelve months from the date of approval the consolidated financial statements.

2. 呈列基準(續)

鑒於上述情況，本集團正在實施債務重組計劃，其中包括以下計劃及措施，使本集團有足夠的財務資源以履行其到期的財務責任：

- (a) 本集團已建議資產處置，出售其於若干房地產開發項目及投資物業的股權，產生額外的現金流入及／或減少現金流出。此外，本集團亦實施成本控制措施，消除不必要的資本支出，保持流動資金用於現有房地產開發項目的持續發展；
- (b) 本集團正積極與現有貸款人商討更新及／或再融資本集團的若干借款。本集團已與潛在融資方（包括但不限於若干國有資產管理公司）進行建設性的對話，探討可能的再融資方案，但鑒於市場環境疲軟，可能需要更多的時間來制定及實施；及
- (c) 本集團一直積極地與貸款人溝通，探討可能的重組方案。與本集團優先票據有關的重組條款表已分發給優先票據持有人特設小組的顧問，供其討論及考慮。各方正緊密合作，爭取達成雙方都能接受的重組方案並努力於2023年完成債務重組。

因此，董事認為，考慮到上述計劃及措施及其進展情況，以持續經營基準編製綜合財務報表屬恰當，原因為本集團預計將解決其拖欠的債務，並有足夠的財務資源履行其自批准本綜合財務報表日期起未來至少十二個月內到期的責任。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

2. BASIS OF PRESENTATION (Continued)

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets and non-current liabilities as current liabilities. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

3.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and financial instruments which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively refer to as the "Group") for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2. 呈列基準 (續)

倘本集團無法持續經營，則須對綜合財務報表作出調整，以將本集團資產的價值調整至其可收回金額，就可能產生的任何進一步負債計提撥備，並將非流動資產重新分類為流動資產，將非流動負債重新分類為流動負債。該等潛在調整的影響並無於綜合財務報表中反映。

3.1 編製基準

此等財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有的香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表乃根據歷史成本法編製，惟投資物業及以公允值計量的金融工具除外。此等財務報表以人民幣（「人民幣」）列報，除非另有指明者外，所有數值均已捨入至最接近的千位數（人民幣千元）。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱為「本集團」）截至2022年12月31日止年度的財務報表。附屬公司為本公司直接或間接控制的實體（包括結構性實體）。當本集團對參與投資對象營運所得的可變回報承受風險或享有權利以及能透過對投資對象的權力（即本集團獲賦予現有以主導投資對象相關活動的既存權利）影響該等回報時，即取得控制權。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

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

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

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

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

3.1 編製基準(續)

綜合基準(續)

一般情況下，有一個假設，即多數投票權形成控制權。倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃按與本公司一致的報告期及會計政策編製。附屬公司的業績由本集團取得控制權之日起綜合入賬，並繼續綜合入賬至該控制權終止當日為止。

即使會導致非控股權益出現虧絀結餘，損益及其他全面收益的各部分乃歸屬於本集團母公司擁有人及非控股權益。本集團內成員公司之間的交易所涉及的所有集團內公司間資產及負債、權益、收入、開支及現金流量均於綜合入賬時全部對銷。

倘事實及情況顯示上文所述的控制權的三項元素的一項或多項有所變動，則本集團重新評估其是否控制投資對象。一間附屬公司的所有權權益發生變動但並未喪失控制權，則按權益交易入賬。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

3.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018-2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

3.1 編製基準 (續)

綜合基準 (續)

倘本集團失去對一間附屬公司的控制權，則其不再確認(i)該附屬公司的資產(包括商譽)及負債、(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計匯兌差額；及確認(i)所收代價的公允值、(ii)所保留任何投資的公允值及(iii)損益中任何因此產生的盈餘或虧絀。先前於其他全面收益內確認的本集團應佔部分，乃按猶如本集團已直接出售相關資產或負債所需的相同基準重新分類至損益或保留利潤(視何者屬適當)。

3.2 會計政策及披露事項的變動

本集團已就本年度之財務報表首次採納下列經修訂香港財務報告準則：

香港財務報告準則 第3號之修訂	<i>提述概念框架</i>
香港會計準則 第16號之修訂	<i>物業、廠房及設備：於擬定用途前之所得款項</i>
香港會計準則 第37號之修訂	<i>虧損性合約－履行合約之成本</i>
香港財務報告準則2018年 至2020年之年度改進	香港財務報告準則第1號、 香港財務報告準則 第9號、香港財務報告 準則第16號相應闡釋 範例及香港會計準則 第41號之修訂

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “Conceptual Framework”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

3.2 會計政策及披露事項的變動(續)

適用於本集團的經修訂香港財務報告準則的性質及影響如下：

- (a) 香港財務報告準則第3號之修訂旨在以2018年6月頒佈的財務報告概念框架(「概念框架」)之提述取代先前財務報表編製及呈列框架之提述，而毋須大幅更改其規定。該等修訂亦對香港財務報告準則第3號有關實體參考概念框架以釐定資產或負債之構成之確認原則加入一項例外情況。該例外情況規定，對於屬香港會計準則第37號或香港(國際財務報告詮釋委員會)一詮釋第21號範圍內的負債及或然負債而言，倘該等負債屬單獨產生而非於業務合併中產生，則應用香港財務報告準則第3號的實體應分別參考香港會計準則第37號或香港(國際財務報告詮釋委員會)一詮釋第21號而非概念框架。此外，該等修訂澄清或然資產於收購日期不符合確認條件。本集團已就發生於2022年1月1日或之後的業務合併前瞻性採納該等修訂。由於年內並無業務合併，故該等修訂並無對本集團的財務狀況及業績產生任何影響。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.2 CHANGES IN ACCOUNTING POLICIES
AND DISCLOSURES (Continued)

- (b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

3.2 會計政策及披露事項的變動(續)

- (b) 香港會計準則第16號之修訂禁止實體從物業、廠房及設備項目的成本中扣除使資產達到管理層擬定之營運狀態所需位置與條件過程中產生的項目銷售之任何所得款項。相反，實體須於損益中確認銷售任何有關項目之所得款項及香港會計準則第2號*存貨*所釐定的該等項目之成本。本集團已追溯應用於2021年1月1日或之後可供使用的物業、廠房及設備項目。由於並未出售物業、廠房及設備可供使用前生產的項目，因此該等修訂不會對本集團的財務狀況或表現產生任何影響。
- (c) 香港會計準則第37號之修訂澄清，就根據香港會計準則第37號評估合約是否屬虧損性而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(例如直接勞工及材料)及與履行合約直接相關的其他成本分配(例如分配履行合約所用物業、廠房及設備項目的折舊費用以及合約管理及監管成本)。一般及行政成本與合約並無直接關連，除非根據合約明確向對手方收取，否則不包括在內。本集團已對其於2022年1月1日尚未履行所有責任的合約前瞻性地採納該等修訂且並無識別虧損合約。因此，該等修訂並無對本集團之財務狀況或表現產生任何影響。

Notes to Financial Statements (Continued) 財務報表附註(續)

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3.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(d) Annual Improvements to *HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

3.2 會計政策及披露事項的變動(續)

(d) 香港財務報告準則2018年至2020年之年度改進載列香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附之說明性示例及香港會計準則第41號之修訂。適用於本集團之該等修訂詳情如下：

- 香港財務報告準則第9號金融工具：澄清實體於評估一項新訂或經修訂金融負債之條款是否實質上不同於原金融負債之條款時所計入之費用。該等費用僅包括借款人與貸款人之間已付或已收之費用，其中包括借款人或貸款人代表另一方支付或收取之費用。本集團已自2022年1月1日起前瞻性採納該修訂。由於本集團的金融負債於年內並無修訂或交換，因此該修訂不會對本集團的財務狀況或表現產生任何影響。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.3 ISSUED BUT NOT YET EFFECTIVE
HONG KONG FINANCIAL REPORTING
STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKAS 16	<i>Lease Liability in a Sale and Leaseback</i> ²
HKFRS 17	<i>Insurance Contract</i> ¹
Amendments to HKFRS 17	<i>Insurance Contract</i> ^{1,5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i> ⁶
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> ^{2,4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the “2022 Amendments”)</i> ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to HKAS 8	<i>Disclosure of Accounting Estimates</i> ¹
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

3.3 已頒佈但尚未生效之香港財務
報告準則

本集團並無於此等財務報表應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂	投資者與其聯營公司或合營公司之間的資產出售或注資 ³
香港會計準則第16號之修訂	售後租回的租賃負債 ²
香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第17號之修訂	保險合約 ^{1,5}
香港財務報告準則第17號之修訂	香港財務報告準則第17號及香港財務報告準則第9號的首次應用—比較資料 ⁶
香港會計準則第1號之修訂	負債分類作流動或非流動(「2020年修訂」) ^{2,4}
香港會計準則第1號之修訂	附帶契諾的非流動負債(「2022年修訂」) ²
香港會計準則第1號及香港財務報告準則第2號之修訂	會計政策的披露 ¹
香港會計準則第8號之修訂	會計估計的披露 ¹
香港會計準則第12號之修訂	與單一交易產生的資產及負債有關的遞延稅項 ¹

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

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

1. Effective for annual periods beginning on or after 1 January 2023
2. Effective for annual periods beginning on or after 1 January 2024
3. No mandatory effective date yet determined but available for adoption
4. As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion
5. As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023
6. An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

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

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

3.3 已頒佈但尚未生效之香港財務 報告準則 (續)

1. 於2023年1月1日或之後開始之年度期間生效
2. 於2024年1月1日或之後開始之年度期間生效
3. 強制生效日期尚待釐定，但可供採納
4. 由於2022年修訂，2020年修訂的生效日期推遲於2024年1月1日或之後開始之年度期間。此外，由於2020年修訂及2022年修訂，香港詮釋第5號財務報表的呈報—借入人對載有按要求償還條款的定期貸款的分類已進行修訂，以使相應措詞保持一致而結論不變
5. 由於2020年10月頒佈的香港財務報告準則第17號之修訂，香港財務報告準則第4號獲修訂以擴大暫時豁免，允許保險公司於2023年1月1日之前開始的年度期間應用香港會計準則第39號而非香港財務報告準則第9號
6. 選擇應用本修訂所載重新分類有關之過渡選擇權的實體應於首次應用香港財務報告準則第17號時應用

預期將適用於本集團的香港財務報告準則的進一步資料載述如下。

香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(2011年)之間有關投資者與其聯營公司或合營公司之間的資產出售或注資兩者規定之一致性。該等修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須全數確認下游交易產生的收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂按未來適用形式應用。香港會計師公會已於2016年1月撤銷香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂原先的強制生效日期，並將於完成對聯營公司及合營公司會計處理的更廣泛檢討後釐定新的強制生效日期。然而，該等修訂現時可予採納。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

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

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

**3.3 已頒佈但尚未生效之香港財務
報告準則(續)**

香港會計準則第1號之修訂負債分類作流動或非流動澄清將負債分類為流動或非流動的規定，尤其是釐定實體是否有權延遲償還負債至報告期間後至少12個月。負債的分類不受該實體行使權利延遲償還負債的可能性所影響。該等修訂亦澄清被視為償還負債的情況。於2022年，香港會計師公會發佈2022年修訂，以進一步澄清，於貸款安排引起的負債契諾中，僅實體須於報告日期或之前遵守的契諾會影響該負債的流動或非流動分類。此外，2022年修訂要求將貸款安排引起的負債分為非流動的實體，須於其有權在報告期後遵守未來契諾的12個月內延遲償還該等負債時進行額外披露。該等修訂於2024年1月1日或之後開始的年度期間生效，並應追溯應用。允許提早應用。提前應用2020年修訂的實體須同時應用2022年修訂，反之亦然。本集團目前正在評估該等修訂的影響以及現有貸款協議是否需要修訂。根據初步評估，該等修訂預期不會對本集團的財務報表產生任何重大影響。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

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

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

3.3 已頒佈但尚未生效之香港財務 報告準則(續)

香港會計準則第1號之修訂會計政策的披露要求實體披露重要會計政策資料，而非重大會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。香港財務報告準則實務說明第2號之修訂就如何將重要性概念應用於會計政策披露提供非強制性指引。香港會計準則第1號之修訂於2023年1月1日或之後開始的年度期間生效，並允許提早應用。由於香港財務報告準則實務說明第2號之修訂所提供的指引並非強制性，因此該等修訂的生效日期並非必要。本集團目前正在重新審視會計政策的披露，以確保與該等修訂保持一致。

香港會計準則第8號之修訂澄清會計估計變動與會計政策變動之間的區別。會計估計被定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦闡明實體如何使用計量技術及輸入值製定會計估計。該等修訂於2023年1月1日或之後開始的年度報告期間生效，並適用於該期間開始時或之後發生的會計政策變動及會計估計變動。允許提早應用。該等修訂預期不會對本集團的財務報表產生任何重大影響。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

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

Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

**3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES**

Investments in associates and joint ventures

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

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

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

**3.3 已頒佈但尚未生效之香港財務
報告準則(續)**

香港會計準則第12號之修訂縮小了香港會計準則第12號初始確認例外的範圍，使其不再適用於產生金額相等的應課稅及可扣減暫時性差異的交易，例如租賃及棄置義務。因此，實體需要就該等交易產生的暫時性差異確認遞延稅項資產(前提為有足夠的應課稅利潤)及遞延稅項負債。該等修訂於2023年1月1日或之後開始的年度報告期間生效，並適用於最早呈列的比較期間期初與租賃及棄置義務相關的交易，任何累計影響確認為當日對保留利潤或權益其他組成部分(倘適用)期初結餘的調整。此外，該等修訂將前瞻性地應用於除租賃及棄置義務以外的交易。允許提早應用。該等修訂預期不會對本集團的財務報表產生任何重大影響。

3.4 主要會計政策概要

於聯營公司及合營公司的投資

聯營公司指本集團擁有一般不少於20%股本投票權的長期權益且本集團對其可行使重大影響力的實體。重大影響力為參與投資對象的財務及營運政策決定的權力，惟並非控制或共同控制該等政策。

合營公司是共同控制一項安排的訂約方對合營公司的資產淨值享有權利的合營安排。共同控制指按照合約協定對一項安排所共有的控制，共同控制僅在有關活動要求享有控制權的訂約方作出一致同意的決定時方存在。

本集團於聯營公司及合營公司的投資乃按本集團根據權益會計法應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。任何可能存在之不同會計準則已作出調整以使其一致。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

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

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

3.4 主要會計政策概要 (續)

於聯營公司及合營公司的投資 (續)

本集團應佔聯營公司及合營公司收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益表。此外，倘於聯營公司或合營公司的權益直接確認一項變動，則本集團會於綜合權益變動表確認其應佔的任何變動（倘適用）。本集團與其聯營公司或合營公司間交易產生的未變現收益及虧損將以本集團於聯營公司及合營公司的投資為限對銷，惟倘未變現虧損提供所轉讓資產減值的憑證則除外。收購聯營公司或合營公司所產生的商譽計入作本集團於聯營公司或合營公司的投資的一部分。

倘於聯營公司的投資成為於合營公司的投資或反之亦然，保留權益將不予重新計量。相反，該投資繼續根據權益法入賬。在所有其他情況下，於失去對聯營公司的重大影響力或對合營公司的共同控制權時，本集團按其公允值計量及確認任何保留投資。聯營公司或合營公司於失去重大影響力或共同控制權時，賬面值與保留投資及出售所得款項的公允值之間的任何差額於損益中確認。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill

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

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

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

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

3.4 主要會計政策概要 (續)

業務合併及商譽

業務合併乃以收購法入賬。轉讓之代價乃以收購日期公允值計量，該公允值為本集團所轉讓資產於收購日期之公允值、本集團向被收購方前擁有人承擔的負債及本集團發行以換取被收購方控制權之股本權益的總和。就各項業務併購而言，本集團會選擇以公允值或以應佔被收購方可識別資產淨值的比例，計算屬現時擁有人權益並賦予擁有人權利在清盤時按比例分佔資產淨值之於被收購方之非控股權益。非控股權益之一切其他部分乃按公允值計量。收購相關成本於產生時列為開支。

當所收購的一組活動及資產包括共同對創造產出的能力作出重大貢獻的一項投入及一項實質性過程時，本集團釐定其已收購一項業務。

當本集團收購一項業務時，其根據合約條款、於收購日期之經濟環境及相關條件對所承擔金融資產及負債進行評估，以進行適當分類及確認。此中包括將嵌入式衍生工具從被收購方主合約分開。

倘業務合併按階段進行，則先前持有的股權按其收購日期公允值重新計量，因而產生之任何收益或虧損於損益確認。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

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

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

3.4 主要會計政策概要(續)

業務合併及商譽(續)

收購方將轉撥的任何或然代價按於收購日期的公允值確認。分類為資產或負債之或然代價按公允值計量，而公允值變動於損益確認。分類為權益的或然代價毋須重新計量，其日後結算於權益內入賬。

商譽初步按成本計量，即已轉讓代價、非控股權益之已確認金額及本集團先前所持於被收購方之股本權益之任何公允值之總額超出所收購可識別資產淨值及所承擔負債之差額。倘有關代價及其他項目之總和低於所收購資產淨值之公允值，則於重新評估後之差額會於損益確認為議價收購收益。

初步確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行減值測試，或倘有事件或情況變化顯示賬面值可能出現減值，則進行更為頻密之測試。本集團對於12月31日的商譽進行年度減值測試。就進行減值測試而言，業務合併中購入之商譽由收購日期起分配至預期將從合併之協同效應中受益之本集團各現金產生單位或現金產生單位組別，而不論本集團之其他資產或負債是否分配至該等單位或單位組別。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

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

Fair value measurement

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

3.4 主要會計政策概要(續)

業務合併及商譽(續)

減值按對與商譽有關之現金產生單位(現金產生單位組別)可收回金額進行之評估釐定。倘現金產生單位(現金產生單位組別)之可收回金額低於其賬面值,則確認減值虧損。就商譽確認之減值虧損不會於隨後期間撥回。

當商譽獲分配至現金產生單位(或現金產生單位組別)而該單位所在業務之某部分被出售,則於釐定出售之收益或虧損時,與所出售業務相關之商譽將計入該業務之賬面值內。在此等情況下所出售之商譽將以所出售業務和保留之現金產生單位部分相對價值為基礎作計量。

公允值計量

本集團按於各報告期間結束時的公允值計量其投資物業、衍生金融工具及股權投資。公允值為市場參與者於計量日期在有序交易中出售資產所收取或轉讓負債所支付的價格。公允值計量乃假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)資產或負債的最具優勢市場進行。主要或最具優勢市場須為本集團可進入的市場。資產或負債的公允值乃使用市場參與者為資產或負債定價時會使用的假設計量(假設市場參與者依照彼等的最佳經濟利益行事)。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

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

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

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

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

3.4 主要會計政策概要 (續)

公允值計量 (續)

非金融資產的公允值計量須計及市場參與者通過使用該資產的最高及最佳用途或將該資產出售予將使用其最高及最佳用途的另一市場參與者而產生經濟效益的能力。

本集團採用於不同情況屬適當且具備充分數據以供計量公允值的估值方法，當中會盡量使用相關的可觀察輸入數據及盡量減少使用不可觀察輸入數據。

所有於財務報表計量或披露公允值的資產及負債乃基於對公允值計量整體而言屬重大的最低層輸入數據按以下所述分類至公允值層級：

第一級 –	基於相同資產或負債於活躍市場的報價 (未經調整)
第二級 –	基於對公允值計量而言屬重大的最低層輸入數據為可觀察 (直接或間接) 的估值方法
第三級 –	基於對公允值計量而言屬重大的最低層輸入數據為不可觀察的估值方法

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期間結束時重新評估分類 (基於對公允值計量整體而言屬重大的最低層輸入數據) 釐定是否發生層級內不同等級的轉移。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

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

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

3.4 主要會計政策概要 (續)

非金融資產減值

倘有跡象顯示存在減值，或倘需就資產進行年度減值測試，便會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公允值減出售成本之較高者而計算，並就個別資產而釐定，除非該資產並不產生很大程度上獨立於其他資產或資產組別的現金流入，在此情況下可收回金額按資產所屬現金產生單位釐定。對現金產生單位進行減值測試時，倘可按合理一致基礎分配，公司資產的部分賬面值可分配至個別現金產生單位，否則其將分配至最小現金產生單位組別。

減值虧損僅於資產賬面值超過其可收回金額時予以確認。於評估使用價值時，估計未來現金流量按反映現時市場對貨幣時間價值及資產特定風險的評估的稅前折現率折現至其現值。減值虧損會於產生期間在損益表中於與已減值資產功能相符的開支類別內扣除。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

3.4 主要會計政策概要(續)

非金融資產減值(續)

於各報告期間結束時，會評估是否有跡象顯示先前確認的減值虧損可能不再存在或可能已減少。倘有該跡象，便會估計可收回金額。先前就資產（商譽除外）確認的減值虧損，僅於用以釐定該資產的可收回金額的估計有變時予以撥回，但撥回後金額不得高於假設過往年度並無就該資產確認減值虧損而應有的賬面值（扣除任何折舊／攤銷）。撥回減值虧損於其產生期間計入損益表。

關連方

在下列情況下，有關方將被視為本集團的關連方：

- (a) 該方為符合下列情況的人士或其近親
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員的成員；

或

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

3.4 主要會計政策概要(續)

關連方(續)

- (b) 該方為符合下列任何條件的實體：
- (i) 該實體與本集團為相同集團的成員公司；
 - (ii) 一家實體為另一家實體(或另一家實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營公司；
 - (iii) 該實體及本集團為相同第三方的合營公司；
 - (iv) 一家實體為第三方實體的合營公司而另一家實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關連實體的僱員福利的退休後福利計劃；
 - (vi) 該實體受(a)所指人士控制或共同控制；
 - (vii) (a)(i)所指人士對該實體有重大影響力或為該實體(或該實體母公司)主要管理人員的成員；及
 - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

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

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

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

Buildings	Over the shorter of lease terms and 20 years
Leasehold improvements	Over the shorter of lease terms and 5 years
Hotel properties	Over the shorter of lease terms and 20 years
Furniture, fixtures and office equipment	2 to 5 years
Motor vehicles	2 to 5 years
Yacht	20 years

3.4 主要會計政策概要(續)

物業、廠房及設備與折舊

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價及使資產處於擬定用途的運作狀況及地點而產生的任何直接應佔成本。

物業、廠房及設備項目投入運作後產生的支出(例如維修及保養),一般於其產生期間自損益表扣除。倘確認條件已達成,主要檢查的支出作為重置費而於資產賬面值撥充資本。倘物業、廠房及設備的重大部分須不時置換,本集團將有關部分確認為具特定使用年期的個別資產,並對該等資產相應作折舊。

折舊以直線法計算,按每項物業、廠房及設備項目的估計可使用年期撇銷其成本至其剩餘價值。就此而採用的主要年率如下:

樓宇	按租期與20年兩者中較短者
租賃物業裝修	按租期與5年兩者中較短者
酒店物業	按租期與20年兩者中較短者
傢俬、裝置及辦公室設備	2至5年
汽車	2至5年
遊艇	20年

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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

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

Construction in progress represents office property under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

3.4 主要會計政策概要 (續)

物業、廠房及設備與折舊 (續)

倘一項物業、廠房及設備項目各部分的可使用年期並不相同，該項目的成本將按合理基礎分配至各部分，而各部分分開作折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度結束時進行檢討，並在適當情況下作出調整。

一項物業、廠房及設備項目（包括初步確認的任何重大部分）於出售時或預計其使用或出售不再產生未來經濟利益時，將不再確認。於不再確認資產年度的損益表確認的出售或報廢之任何損益為有關資產的出售所得款項淨額與賬面值的差額。

在建工程指在建辦公物業，其以成本減任何減值虧損列賬且不作折舊。成本包括建設期間的直接建設成本及有關借款資金的資本化借貸成本。當竣工及可供使用時，在建工程重新分類至適當類別的物業、廠房及設備。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Property under construction or development for future use as an investment property is classified as investment property under construction. If the fair value cannot be reliably determined, the investment property under construction will be measured at cost until such time as fair value can be determined or construction is completed.

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

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

When the Group completes the construction or development of a self-constructed investment property, any difference between the fair value of the property at the completion date and its previous carrying amount is recognised in the statement of profit or loss.

For a transfer from inventories to investment properties, any difference between the fair value of the property at the date of change in use and its then carrying amount is recognised in the statement of profit or loss.

3.4 主要會計政策概要 (續)

投資物業

投資物業為持作賺取租金收入及／或用作資本增值的於土地及樓宇的權益(包括持作使用權資產的租賃物業)，而非用作生產或提供商品或服務或作行政用途；或於日常業務過程中銷售。該等物業初步以成本(包括交易成本)計量。於初步確認後，投資物業乃按反映報告期間結束時的市場狀況的公允值列賬。

未來用作投資物業之在建或開發中物業分類為在建投資物業。倘無法可靠釐定公允值，則在建投資物業將以成本計量，直至公允值可釐定或建設項目已竣工為止。

投資物業公允值變動產生的收益或虧損計入產生期間的損益表。

出售投資物業的任何收益或虧損於出售期間的損益表確認。

當本集團完成自建投資物業的建設或開發時，該物業於竣工日期的公允值與其先前賬面值之間的任何差額於損益表確認。

倘存貨轉撥為投資物業，該物業於更改用途當日的公允值與其當時的賬面值之間的任何差額於損益表確認。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties (Continued)

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use.

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under “Property, plant and equipment and depreciation” for owned property up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under “Property, plant and equipment and depreciation” above.

Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

3.4 主要會計政策概要 (續)

投資物業 (續)

倘投資物業轉撥為業主自用物業，該物業於更改用途當日的公允值視作其後續會計處理的成本。

倘若本集團一項業主自用物業轉換成投資物業，則本集團根據「物業、廠房及設備與折舊」下規定的政策對該物業按所擁有物業進行會計處理直至其用途改變之日，在用途改變之日該項物業的賬面金額與其公允值之間的任何差額採用上文「物業、廠房及設備與折舊」會計政策中價值重估相同的會計方式處理。

租賃

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

本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認作出租賃付款的租賃負債及代表使用相關資產權利的使用權資產。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

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

Leasehold land	Over the lease terms
Hotel properties	Over the lease terms

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

When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "inventories". When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "investment properties".

3.4 主要會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

使用權資產於租賃開始日期 (即相關資產可供使用之日) 確認。使用權資產按成本減任何累計折舊及任何減值虧損計量, 並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認租賃負債的金額、已產生的初始直接成本及於開始日期或之前作出的租賃付款, 扣減任何已收租賃優惠。使用權資產按直線法於資產的租期與估計可使用年期兩者中的較短者折舊, 詳情如下:

租賃土地	按租期
酒店物業	按租期

倘於租期結束時租賃資產的擁有權轉移予本集團或成本反映行使購買權, 則折舊採用資產的估計可使用年期計算。

當使用權資產與作為存貨持有的租賃土地的權益相關時, 彼等其後根據本集團有關「存貨」的政策按成本與可變現淨值兩者中的較低者計量。當使用權資產符合投資物業的定義時, 則計入投資物業內。相應的使用權資產初步按成本計量, 其後根據本集團有關「投資物業」的政策按公允值計量。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

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

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

3.4 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債乃於租賃開始日期按租期內將作出的租賃付款的現值確認。租賃付款包括定額付款(含實質定額款項)減任何租賃優惠應收款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定將行使的購買選擇權的行使價及(倘租期反映本集團行使終止租賃選擇權)有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

於計算租賃付款的現值時，由於租賃內含的利率並不容易確定，本集團使用其於租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額會作調增以反映利息的增長及就作出的租賃付款作調減。此外，倘出現租期的修改、變動、租賃付款的變動(例如由指數或利率變動引起的未來租賃付款變動)或對購買相關資產的選擇權的評估變動，則會重新計量租賃負債的賬面值。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of offices (that is those leases that have a lease term of 12 months or less from the commencement date). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

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

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

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

3.4 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團對其短期辦公室租賃(即自開始日期起計租期為12個月或以下的租賃)應用短期租賃確認豁免。短期租賃的租賃付款於租期內以直線法確認為開支。

本集團作為出租人

倘本集團作為出租人行事時,其於租賃開始時(或倘出現租賃修改時)將各租賃分類為經營租賃或融資租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。倘合約包括租賃及非租賃部分時,則本集團按相對獨立售價基準將合約中的代價分配至各個部分。由於其經營性質,租金收入於租期內會按直線法列賬並計入損益表之收入。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值,並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

轉移相關資產所有權所附帶的絕大部分風險及回報至承租人之租賃作為融資租賃入賬。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessor (Continued)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Land held for development for sale

The land held for future development represents parcels of land owned by the Group for the purpose of development of properties for sale. The land is initially stated at cost less any impairment losses and is not depreciated. It is transferred to properties under development upon commencement of the related construction work in the property development project.

3.4 主要會計政策概要 (續)

租賃(續)

本集團作為出租人(續)

轉移資產所有權的絕大部分回報及風險仍歸出租人所有的租賃列為經營租賃。若本集團為出租人，由本集團按經營租賃租出的資產列入非流動資產，而根據經營租賃應收的租金於租期內以直線法計入損益表。若本集團為承租人，根據經營租賃的應付租金(扣除出租人給予的任何優惠)於租期內以直線法從損益表內扣除。

經營租賃下的預付土地租賃付款初步以成本列賬，隨後於租期內以直線法確認。倘租賃付款無法於土地及樓宇成分之間可靠分配，全部租賃付款乃列入土地及樓宇的成本，作為物業、廠房及設備的融資租賃。

持作開發銷售用途的土地

持作日後開發的土地指本集團擁有用作開發作銷售用途物業的地塊。該土地初步按成本減任何減值虧損列賬且不予折舊。於物業開發項目中的相關建設工程動工時，其將被轉撥至物業開發項目。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Properties under development

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

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

Properties under development are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle. On completion, the properties are transferred to properties held for sale.

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value.

Cost of properties held for sale is determined by an apportionment of total land and building costs attributable to the unsold properties.

Net realisable value is determined by reference to the sale proceeds of properties sold in the ordinary course of business, less applicable variable selling expenses, or by management estimates based on the prevailing market conditions.

3.4 主要會計政策概要(續)

在建物業

在建物業擬於竣工後持作銷售。

在建物業按成本及可變現淨值兩者的較低者列賬，包括土地成本、建設成本、借貸成本、專業費用及其他可直接計入該等物業於開發期間產生的成本。

在建物業分類為流動資產，惟預期有關物業開發項目的建設期將超過通常經營週期者除外。竣工後，物業轉撥為持作銷售用途的物業。

持作銷售用途的物業

持作銷售用途的物業乃按成本及可變現淨值兩者中的較低者列賬。

持作銷售用途的物業的成本乃以分配予未售物業的土地及樓宇成本總額予以釐定。

可變現淨值乃參照一般業務過程已售物業的銷售所得款項減適用可變銷售開支釐定，或參照管理層基於現行市況的估計釐定。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through profit or loss and financial assets at fair value through other comprehensive income.

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

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

3.4 主要會計政策概要 (續)

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本及按公允值計入損益計量，以及按公允值計入其他全面收益的金融資產。

初步確認時的金融資產分類取決於金融資產的合約現金流量特性及本集團管理該等資產的業務模式。除不含有重大融資部分或本集團已應用不調整重大融資部分之影響的實務情況之貿易應收款項外，本集團初步按公允值加上(如屬並非按公允值計入損益的金融資產)交易成本計量金融資產。不含有重大融資部分或本集團已應用實務情況之貿易應收款項乃根據下文「收入確認」所載政策，按根據香港財務報告準則第15號釐定之交易價格計量。

為按攤銷成本分類及計量金融資產，該金融資產需要產生純粹為支付本金及尚未清償本金額之利息(「SPPI」)的現金流量。現金流量並非SPPI的金融資產，乃按公允值計入損益分類及計量(不論其業務模式)。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

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

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

3.4 主要會計政策概要(續)

投資及其他金融資產(續)

初步確認及計量(續)

本集團管理金融資產的業務模式指如何管理金融資產以產生現金流量。業務模式釐定現金流量是否會自收取合約現金流量、出售金融資產或兩者產生。按攤銷成本分類及計量之金融資產乃於持有金融資產為目的的業務模式內持有，旨在收取合約現金流量，而按公允值計入其他全面收益分類及計量之金融資產於持有金融資產為目的的業務模式內持有，旨在收取合約現金流量及出售。並未於上述業務模式內持有之金融資產按公允值計入損益分類及計量。

所有一般金融資產買賣概於交易日(即本集團承諾購買或出售該資產當日)予以確認。一般買賣乃指按照一般市場規定或慣例須在一定期間內交付資產的金融資產買賣。

後續計量

金融資產按分類進行後續計量，分類如下：

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Investments and other financial assets
(Continued)

(a) *Financial assets at amortised cost (debt instruments)*

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

(b) *Financial assets at fair value through other comprehensive income (equity instruments)*

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

3.4 主要會計政策概要(續)

投資及其他金融資產(續)

(a) *按攤銷成本列賬之金融資產(債務工具)*

按攤銷成本列賬之金融資產其後採用實際利率法計量及須作出減值測試。收益及虧損於資產不再確認、修訂或減值時於損益內確認。

(b) *按公允值計入其他全面收益之金融資產(權益工具)*

於初步確認後，倘股權投資符合香港會計準則第32號*金融工具：呈列*項下之股權定義，且並非持作買賣，本集團可選擇不可撤回地將該股權投資分類為指定按公允值計入其他全面收益之股權投資。分類乃按個別工具基準而釐定。

該等金融資產之收益及虧損永不轉撥至損益表。倘已確立支付權，而與股息相關之經濟利益很可能流向本集團，且股息金額能可靠計量，則股息會於損益表確認為其他收入，惟於本集團受惠於該等所得款項作為收回部分金融資產成本之情況下，有關收益會於其他全面收益入賬。指定按公允值計入其他全面收益之股本投資毋須進行減值評估。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

(c) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

3.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

(c) 按公允值計入損益的金融資產

按公允值計入損益的金融資產按公允值於財務狀況表列賬，公允值變動淨額則於損益內確認。

此類別包括本集團並未不可撤銷地選擇按公允值計入其他全面收益計量之方式分類的衍生工具及股權投資。倘已確立支付權，而與股息相關之經濟利益很可能流向本集團，且股息金額能可靠計量，則分類為按公允值計入損益之金融資產股權投資的股息亦在損益內確認為其他收入。

附屬於具有金融負債或非金融主合同之混合合同的衍生工具獨立於主合同，並在下列情況下入賬列作獨立衍生工具：與主合同在經濟特徵及風險方面不存在密切關係；與嵌入式衍生工具條款相同，單獨存在的工具符合衍生工具定義；及混合合同並非以公允值計入損益計量。嵌入式衍生工具按公允值計量，且公允值變動於損益表內確認。倘合約條款變動大幅改變可能另行需要的現金流量或將金融資產自按公允值計入損益類別重新分類至其他類別時，方會重新評估。

附屬於混合合同（包含金融資產主合同）的衍生工具並非單獨入賬。金融資產主合同連同嵌入式衍生工具須全部分類為按公允值計入損益之金融資產。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

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

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

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

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

3.4 主要會計政策概要(續)

終止確認金融資產

金融資產(或一項金融資產的一部分或一組同類金融資產的一部分(倘適用))主要在下列情況下終止確認(即自本集團的綜合財務狀況表內剔除):

- 收取該項資產所得現金流量的權利已屆滿,或
- 本集團已轉讓自資產收取現金流量的權利,或須根據一項「轉付」安排,在未有嚴重延誤的情況下全數承擔向第三方支付所收取現金流量的責任;且本集團(a)已轉讓資產的絕大部分風險及回報,或(b)並無轉讓或保留資產的絕大部分風險及回報,但已轉讓資產的控制權。

倘本集團已轉讓其自一項資產收取現金流量的權利或訂立一項轉付安排,則其評估是否保留該資產的所有權風險及回報以及有關程度。當並無轉讓或保留該資產的絕大部分風險及回報,亦無轉讓該資產的控制權時,則本集團將按其持續參與的程度繼續確認已轉讓資產。在此情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃以反映本集團已保留的權利及責任的基準計量。

以已轉讓資產擔保方式的持續參與按資產原賬面金額與本集團可能被要求償還的最高代價之間的較低者計量。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets

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

General approach

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

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

3.4 主要會計政策概要(續)

金融資產減值

本集團就並非按公允值計入損益持有的所有債務工具確認預期信貸損失(「預期信貸損失」)撥備。預期信貸損失乃基於根據合約到期的合約現金流量與本集團預期收取並按初始實際利率的概約利率折現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

一般方法

預期信貸損失分兩個階段確認。就初步確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸損失(12個月預期信貸損失)計提預期信貸損失撥備。就初步確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的剩餘年期產生的信貸損失計提減值撥備，不論違約時間(全期預期信貸損失)。

於各報告日期，本集團評估金融工具的信貸風險自初步確認以來是否顯著增加。作出評估時，本集團將金融工具於報告日期的違約風險與初步確認時的違約風險進行比較，並考慮無需付出過多成本及努力即可獲得的合理可靠資料，包括歷史及前瞻性資料。本集團認為，當合約付款逾期30天以上時，信貸風險會顯著增加。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

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

3.4 主要會計政策概要(續)

金融資產減值(續)

一般方法(續)

倘內部或外部資料反映，在未計及本集團所持任何信貸升級前，本集團不大可能悉數收到未償還合約款項，則本集團認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

以攤銷成本計量的金融資產須按一般方法減值，除貿易應收款項及合約資產應用下文詳述的簡化方法外，金融資產按以下級別分類用於計量預期信貸損失。

第一級 –	金融工具的信貸風險自初步確認以來並未顯著增加，且其虧損撥備按12個月預期信貸損失等額計量
第二級 –	金融工具的信貸風險自初步確認以來顯著增加，但並非信貸減值金融資產，且其虧損撥備按全期預期信貸損失等額計量
第三級 –	於報告日期出現信貸減值的金融資產(但並非購入或承辦信貸減值)，且其虧損撥備按全期預期信貸損失等額計量

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Simplified approach

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities include trade payables, other payables and accruals, senior notes, corporate bonds and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

3.4 主要會計政策概要(續)

金融資產減值(續)

簡化方法

對於不含有重大融資部分或本集團已應用不調整重大融資部分之影響的實務情況之貿易應收款項及合約資產，本集團應用簡化方法計算預期信貸損失。根據簡化方法，本集團並無追蹤信貸風險變動，但於各報告日期根據全期預期信貸損失確認虧損撥備。本集團已根據其歷史信貸損失經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

金融負債

初步確認及計量

金融負債於初步確認時分類為按公允值計入損益的金融負債、貸款及借款、應付款項，或指定為有效對沖中對沖工具的衍生工具(倘適用)。

所有金融負債初步按公允值確認，而如屬貸款及借款以及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括貿易應付款項、其他應付款項及應計費用、優先票據、公司債券以及計息銀行及其他借貸。

後續計量

金融負債的後續計量根據其分類進行，而其分類如下：

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

(a) *Financial liabilities at amortised cost (loans and borrowings)*

After initial recognition, interest-bearing bank and other borrowings are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

(b) *Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

3.4 主要會計政策概要(續)

金融負債(續)

(a) *按攤銷成本列賬的金融負債(貸款及借款)*

於初步確認後，計息銀行及其他借款其後以實際利率法按攤銷成本計量，若折現的影響並不重大，則按成本列賬。當不再確認負債時及在以實際利率法進行攤銷過程中，盈虧會在損益表確認。

攤銷成本於計及於購入時的任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益表的融資成本內。

(b) *財務擔保合約*

本集團發出的財務擔保合約指該等要求本集團將須作出付款以償付持有人因特定債務人未能根據債務工具的條款支付到期款項而遭受損失的合約。財務擔保合約初步按公允值確認為負債，並就發出擔保直接應佔交易成本作出調整。於初步確認後，本集團按照：(i)根據「金融資產減值」所載政策釐定的預期信貸損失撥備；及(ii)初步確認的數額減(如適用)已確認收入之累計數額(以較高者為準)，計算財務擔保合約。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

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

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

Derivative financial instruments

Initial recognition and subsequent measurement

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive, and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

3.4 主要會計政策概要(續)

終止確認金融負債

當負債責任已解除、註銷或屆滿，則終止確認金融負債。

倘一項現有金融負債由同一貸款人貸出另一項條款存在重大區別的金融負債所取代，或現有負債的條款作出重大修改，則該項置換或修改按終止確認原有負債並確認新負債處理，而兩者的賬面值差額於損益表確認。

衍生金融工具

初步確認及後續計量

衍生金融工具初步按訂立衍生工具合約當日的公允值確認入賬，其後按公允值重新計算。衍生工具於公允值為正數時列作資產，而於公允值為負數時則列作負債。

衍生工具公允值變動而產生的任何盈虧均直接計入損益表。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款以及高流通性短期投資(即可隨時兌換為定額現金、價值變動風險不大及期限較短(一般不超過購買後三個月)的投資)，減去須於催繳時立刻償還、作為本集團現金管理操作一部分的銀行透支。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents (Continued)

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits and assets similar in nature to cash, which are not restricted as to use.

Senior perpetual securities

Senior perpetual securities with no contractual obligation to repay the principal or to pay any distribution are classified as part of equity.

Provisions

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

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

Income tax

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

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

3.4 主要會計政策概要(續)

現金及現金等價物(續)

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，包括用途不受限制的定期存款及性質與現金相似的資產。

高級永續證券

並無合約責任償還其本金或支付任何分派之高級永續證券分類為權益之一部分。

撥備

撥備乃於過往事件已導致產生現時責任(法律或推定)及日後可能需要流出資源以履行責任時予以確認，惟必須能可靠地估計責任的款額。

若折現影響重大，確認的撥備金額應為預期履行責任所需未來開支於報告期間結束時的現值。若折現現值隨時間而增加，則增加金額在損益表中列為融資成本。

所得稅

所得稅包括本期稅項及遞延稅項。有關於損益以外確認的項目的所得稅於損益以外確認，即於其他全面收益或直接於權益內確認。

本期稅項資產及負債，經計及本集團營運所在國家的現行解釋及慣例，根據於報告期間結束時已頒佈或實質已頒佈的稅率(及稅務法例)按預期將從稅務局收回或將支付予稅務局的金額計量。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability. In a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

3.4 主要會計政策概要(續)

所得稅(續)

根據於報告期間結束時，資產及負債的稅基與其於財務報告中的賬面金額之間的所有暫時性差額，以負債法計提遞延稅項撥備。

就所有應課稅暫時性差額確認遞延稅項負債，惟：

- 因商譽或初步確認一項交易（非業務合併）中的資產或負債所產生並於交易時對會計利潤或應課稅利潤或虧損不構成影響的遞延稅項負債除外；及
- 有關於附屬公司、聯營公司及合營公司權益的應課稅暫時性差額（其中撥回暫時性差額的時間可受控制，而暫時性差額於可預見的將來可能不會撥回）除外。

就所有可扣減暫時性差額、以及未動用稅項抵免及任何未動用稅項虧損結轉確認遞延稅項資產。遞延稅項資產僅以可能有應課稅利潤抵銷可扣減暫時性差額及可動用未動用稅項抵免與未動用稅項虧損的結轉為限確認，惟下列情況除外：

- 由初步確認一項交易（非業務合併）中的資產或負債所產生並於交易時對會計利潤或應課稅利潤或虧損不構成影響的有關可扣減暫時性差額的遞延稅項資產；及

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Income tax (Continued)

- in respect of deductible temporary differences associated with interests in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

3.4 主要會計政策概要(續)

所得稅(續)

- 有關於附屬公司、聯營公司及合營公司權益的可扣減暫時性差額，只限於暫時性差額將於可預見未來撥回及應有應課稅利潤可供動用暫時性差額時，方會確認遞延稅項資產。

遞延稅項資產的賬面金額於各報告期間結束時予以審閱，並扣減至當不再可能有足夠應課稅利潤讓所有或部分遞延稅項資產被動用時為止。於各報告期間結束時對未被確認的遞延稅項資產進行重估，當可能有足夠應課稅利潤讓所有或部分遞延稅項資產被收回時，則會予以確認。

遞延稅項資產及負債根據於報告期間結束時已頒佈或實質已頒佈的稅率（及稅務法例），按預期適用於資產變現或負債清償期間的稅率計算。

當及僅當本集團存在法律上可強制執行的權利以抵銷即期稅項資產與即期稅項負債，而遞延稅項資產及遞延稅項負債乃由同一稅務機關向同一應課稅實體徵收，或就不同應課稅實體徵收，而有意在日後預期清償或收回大額遞延稅項負債或資產之每段期間內，按淨額基準清償即期稅項負債與資產或同時變現資產及清償負債，方會抵銷遞延稅項資產與遞延稅項負債。

Notes to Financial Statements (Continued) 財務報表附註 (續)

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3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue from contracts with customers

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

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

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

3.4 主要會計政策概要 (續)

收入確認

客戶合約收益

於商品或服務的控制權按反映本集團預期就交換該等商品或服務有權收取的代價的金額轉讓予客戶時確認客戶合約收益。

當合約代價包含可變金額時，代價金額估計為本集團就向客戶轉讓商品或服務而有權換取的數額。可變代價於合約開始時估計並受到約束，直至其後消除關乎可變代價的不確定因素，使已確認累計收入金額不大可能發生重大收入撥回。

倘合約包含就向客戶轉讓商品或服務為客戶提供超過一年的重大融資利益的融資部分，則收入按應收款項的現值計量，並使用本集團與客戶於合約開始時的單獨融資交易中反映的折現率貼現。倘合約包含為本集團提供超過一年的重大融資利益的融資部分，則根據該合約確認的收入包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款與承諾商品或服務轉移期間為一年或一年以下的合約而言，採納香港財務報告準則第15號中實務情況後交易價格不會因重大融資部分的影響而調整。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(a) Sales of properties

Revenue is recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset. The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the construction costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

3.4 主要會計政策概要(續)

收入確認(續)

客戶合約收益(續)

(a) 物業銷售

收入於資產控制權轉讓予客戶時確認。視乎合約條款及適用於合約的法律，資產控制權可經過一段時間或於某一時間點轉移。倘本集團在履約過程中滿足下列條件，資產之控制權將經過一段時間轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；或
- 創建並提升本集團履約時客戶所控制之資產；或
- 並無創建對本集團而言有其他用途之資產，而本集團可強制執行其權利收回累計至今已完履約部分之款項。

倘資產之控制權經過一段時間轉移，收入將於整個合約期間參考已完成履約責任之進度確認。否則，收入於客戶獲得資產控制權之時間點確認。完成履約責任的進度的計量是基於本集團為完成履約責任而作出的努力或投入，並參考截至報告期間末產生的建設成本佔各項合約估計總成本的比例。

Notes to Financial Statements (Continued) 財務報表附註(續)

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3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(a) *Sales of properties (Continued)*

For property development and sales contract for which the control of the property is transferred at a point in time, revenue is recognised when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

(b) *Provision of property management services and hotel services*

Revenue from provision of property management services and hotel services are recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

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

3.4 主要會計政策概要(續)

收入確認(續)

客戶合約收益(續)

(a) *物業銷售(續)*

對於在某一時點轉移物業控制權的物業發展及銷售合約，收入於客戶獲得實物所有權或已完工物業的法定所有權且本集團已獲得現時的付款請求權並很可能收回代價時確認。

(b) *提供物業管理服務及酒店服務*

由於客戶同時收取並消耗本集團提供的利益，故提供物業管理服務及酒店服務所得收入以直線法於指定期間確認。

其他來源的收益

租金收入於租期內按時間比例確認。可變租賃付款並不取決於會計期間產生的確認為收入的指數或比率。

其他收入

利息收入按累計基準採用於金融工具的預計年期將估計未來現金收入準確貼現至金融資產賬面淨額的利率，利用實際利率法確認。

Notes to Financial Statements (Continued)
財務報表附註(續)

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3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

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

Contract costs

(a) Costs to fulfil a contract

Other than the costs which are capitalised as properties under development and property and equipment, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- i) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- ii) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- iii) The costs are expected to be recovered.

3.4 主要會計政策概要(續)

合約資產

合約資產指就向客戶轉讓商品或服務收取代價的權利。倘本集團於客戶支付代價或付款到期前通過向客戶轉讓商品或服務履約，則就有條件賺取的代價確認合約資產。合約資產受限於減值評估，其詳情載入就金融資產減值的會計政策。

合約負債

於本集團轉讓有關商品或服務前自客戶已收付款或付款到期時(以較早者為準) 確認合約負債。合約負債於本集團履行合約(即向客戶轉讓有關商品或服務的控制權)時確認為收入。

合約成本

(a) 履約成本

除撥充資本的在建物業和物業及設備成本外，倘符合下列所有條件，則履行客戶合約應計成本資本化為資產：

- i) 有關成本與實體可特定識別之合約或預期訂立之合約有直接關係。
- ii) 有關成本令實體將用於完成(或持續完成)日後履行責任之資源得以產生或有所增加。
- iii) 預期有關成本可收回。

Notes to Financial Statements (Continued) 財務報表附註(續)

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3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contract costs (Continued)

(a) Costs to fulfil a contract (Continued)

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

(b) Costs of obtaining contracts

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with customer, it would not have incurred if the contract had not been obtained, e.g., commission to sales equals 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.

Share-based payments

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 36 to the financial statements.

3.4 主要會計政策概要(續)

合約成本(續)

(a) 履約成本(續)

資本化合約成本按系統性基準(與資產相關的商品或服務轉移至客戶的一致方式)於損益攤銷及扣除。其他合約成本於產生時列為開支。

(b) 取得合約之成本

取得合約之增量成本指本集團就取得客戶合約而產生但在未取得合約的情況下不會產生的成本,例如銷售代理佣金等於取得合約之增量成本,倘與將於未來報告期間確認的收入有關且預期可收回有關成本,則於產生時將有關成本資本化。取得合約之其他成本於產生時列為開支。

以股份為基礎付款

本公司設有購股權計劃,旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員(包括董事)按以股份為基礎付款形式收取酬金,而僱員則提供服務交換權益工具(「權益結算交易」)。

與僱員權益結算交易之成本乃參考授出當日之公允值計量。公允值由外部估值師利用二項式模型釐定,有關進一步詳情載於財務報表附註36。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

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

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

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

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

3.4 主要會計政策概要(續)

以股份為基礎付款(續)

權益結算交易之成本在績效及／或服務條件達成之期間，連同權益之相應升幅一併於僱員福利開支確認。就權益結算交易於各報告期間結束時至歸屬日期間確認之累計開支，反映歸屬期屆滿之程度以及本集團就最終將會歸屬之權益工具數目之最佳估計。期內在損益表扣除或計入之金額，指於該期間期初及期末所確認之累計開支變動。

釐定獎勵獲授當日之公允值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況下，則評估為本集團對最終將會歸屬權益工具數目最佳估計之一部分。市場績效條件反映於獎勵獲授當日之公允值。獎勵之任何其他附帶條件（但不帶有服務要求）視作非歸屬條件。非歸屬條件反映於獎勵之公允值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

因非市場績效及／或服務條件未能達成而最終無歸屬之獎勵並不確認為支出。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，而所有其他績效及／或服務條件均獲履行，則交易仍被視為歸屬。

倘權益結算獎勵之條款被修訂，如原獎勵條款獲履行，則確認最低開支，猶如條款未被修改。此外，如於修訂日期計算，修訂是增加以股份為基礎付款之公允值總額，或對僱員有利，則任何修訂將確認開支。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries, joint ventures and associates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries, joint ventures and associates are required to contribute certain percentages of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

3.4 主要會計政策概要 (續)

以股份為基礎付款 (續)

倘權益結算獎勵被註銷，則被視為已於註銷日期歸屬，而未就獎勵確認之任何開支則即時確認。這包括未能履行在本集團或僱員控制範圍以內之非歸屬條件之任何獎勵。然而，倘被註銷獎勵被新獎勵所取代，且新獎勵於授出日期被指定為替代獎勵，則所註銷及新獎勵按猶如其為前段所述修訂原獎勵處理。

於計算每股盈利時，尚未行使之購股權之攤薄影響反映為額外股份攤薄。

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為合資格參與界定供款強制性公積金退休福利計劃（「強積金計劃」）的僱員推行強積金計劃。供款根據僱員基本薪金的百分比作出，並於供款根據強積金計劃的規則成為應付款項時於損益表中扣除。強積金計劃的資產獨立於本集團的資產，並於獨立管理基金中持有。本集團僱主的供款於向強積金計劃作出供款時全數歸屬於僱員。

本集團於中國大陸成立的附屬公司、合營公司及聯營公司的僱員須參與由地方市政府營辦的中央退休金計劃。該等附屬公司、合營公司及聯營公司須按其僱員基本薪金的若干百分比向該中央退休金計劃作出供款，並於供款根據中央退休金計劃的規則成為應付款項時於損益表中扣除。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Final dividends are recognised as a liability when they have been approved by the shareholders in a general meeting.

3.4 主要會計政策概要 (續)

借貸成本

直接歸屬於收購、建築或生產合資格資產（即必須長時間預備作擬定用途或銷售的資產）的借貸成本乃資本化為該等資產的部分成本。當此等資產幾近全部完成可作其擬定用途或銷售之時，該等借貸成本將停止資本化。特定用於合資格資產的借貸在其尚未支銷時用作暫時性投資所賺取的投資收入，乃於已資本化的借貸成本扣除。所有其他借貸成本於其產生期間支銷。借貸成本包括實體就借入資金所產生的利息及其他成本。

股息

由於本公司的組織章程大綱及細則授予董事宣派中期股息的權力，故中期股息乃同時建議及宣派。因此，中期股息於建議及宣派時即時被確認為負債。

末期股息於股東大會上獲股東批准時確認為負債。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

These financial statements are presented in RMB. The Company's functional currency is Hong Kong dollars. In the opinion of the directors, as the Group's operations are mainly in the PRC, the use of RMB as the presentation currency is more appropriate for the presentation of the Group's results and financial position. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising from settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

3.4 主要會計政策概要 (續)

外幣

此等財務報表以人民幣呈列。本公司的功能貨幣為港幣。董事認為，由於本集團的業務主要位於中國，採用人民幣為呈列貨幣，對於呈列本集團的業績及財務狀況更為合適。本集團的各個實體自行決定其功能貨幣，而納入各實體財務報表的項目則用該功能貨幣計量。本集團實體所記錄的外幣交易初步按交易日其各自的功能貨幣匯率換算入賬。於報告期間結束時以外幣計值的貨幣資產及負債，按有關功能貨幣的適用匯率重新換算。貨幣項目結算或換算產生之差額於損益表確認。

按歷史成本以外幣計量的非貨幣項目，均採用初始交易日的匯率換算。按公允值以外幣計量的非貨幣項目，採用計量公允值當日的匯率換算。換算按公允值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公允值變動的收益或虧損一致的方法處理（即公允值收益或虧損於其他全面收益或損益確認的項目，其換算差額亦分別於其他全面收益或損益確認）。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

3.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the Company and certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period, and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the Company and overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3.4 主要會計政策概要(續)

外幣(續)

釐定初步確認有關資產的匯率，以及釐定終止確認與預收預付代價有關的非貨幣資產或非貨幣負債的開支或收入匯率時，初始交易日為本集團初步確認預收預付代價產生的非貨幣資產或非貨幣負債的日期。倘存在多筆預付款或預收款項，本集團須釐定每筆預付或預收代價的交易日期。

本公司及若干海外附屬公司的功能貨幣為並非人民幣的幣種。於報告期間結束時，該等實體的資產及負債按報告期間結束時的適用匯率換算為人民幣，其損益表則按年內的加權平均匯率換算為人民幣。

因此而產生的匯兌差額於其他全面收益內確認，並於外匯波動儲備累計。於出售境外業務時，與特定境外業務有關的其他全面收益部分於損益表確認。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的適用匯率換算為人民幣。本公司及海外附屬公司於整個年度產生的經常性現金流量則按年內的加權平均匯率換算為人民幣。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Consolidation of entities in which the Group holds less than majority of voting rights

The Group considers that it controls its subsidiaries even though it owns less than 50% of the voting rights. This is because the Group is the single largest shareholders of those subsidiaries. The Group has enough power to control the appointment of directors of those subsidiaries which the Group holds less than majority of voting rights of those subsidiaries.

4. 重要會計判斷及估計

編製本集團的財務報表要求管理層作出會影響收入、開支、資產及負債呈報金額及其相關披露以及或然負債披露的判斷、估計及假設。該等假設及估計的不明朗因素可能導致須對於未來受影響的資產或負債的賬面金額作出重大調整。

判斷

於應用本集團的會計政策過程中，除涉及估計的判斷外，管理層作出以下對在財務報表中確認的數額有重大影響的判斷：

綜合本集團持有少於多數投票權的實體

儘管本集團於其附屬公司的投票權少於50%，但由於本集團為該等附屬公司的單一最大股東，故本集團仍認為其控制該等附屬公司。本集團有足夠權力控制本集團持有少於多數投票權的附屬公司的董事委任。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

4. SIGNIFICANT ACCOUNTING
JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

4. 重要會計判斷及估計(續)

判斷(續)

物業租賃分類—本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。根據對有關安排條款及條件的評估，如租期不構成商用物業經濟壽命的主要部分及最低租賃款項現值不等於商用物業的絕大部分公允值，本集團已釐定其保留該等物業所有權附帶的絕大部分風險及回報，並將有關合約以經營租賃入賬。

投資物業及業主自用物業的分類

本集團釐定物業是否符合列作投資物業的資格，並已制定作出該判斷的準則。投資物業為持作賺取租金或作為資本增值或兩者的物業。因此，本集團考慮物業是否可以大致上獨立於本集團所持有的其他資產而自行產生現金流量。

部分物業包括一部分持作賺取租金或作為資本增值，而另一部分持作生產或供應商品或服務或行政用途。倘該等部分可分開出售或根據融資租賃分開出租，則本集團會將有關部分分開列賬。倘該等部分不可分開出售，則僅在物業小部分持作生產或供應商品或服務或行政用途的情況下列作投資物業。

判斷乃按照個別物業基準作出，以釐定配套服務是否重要以致物業不符合投資物業資格。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Classification between investment properties and properties held for sale

The Group develops properties held for sale and properties held to earn rentals and/or for capital appreciation. Judgement is made by management in determining whether a property is designated as an investment property or a property held for sale. The Group considers its intention of holding the properties at the early development stage of the related properties. During the course of construction, the related properties under construction are accounted for as properties under development included in current assets if the properties are intended for sale after its completion, whereas, the properties are accounted for as investment properties under construction included in non-current assets if the properties are intended to be held to earn rentals and/or for capital appreciation. Upon completion of the properties, the properties developed for sale are transferred to properties held for sale and are stated at cost, while the properties developed to earn rentals and/or for capital appreciation are transferred to investment properties and are subject to revaluation at each reporting date.

Deferred tax on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolio and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax on investment properties, the directors have determined that the presumption set out in HKAS 12 Income Taxes that investment properties measured using the fair value model are recovered through sale is rebutted.

4. 重要會計判斷及估計(續)

判斷(續)

投資物業及持作銷售用途的物業的分類

本集團開發持作銷售用途的物業及持作賺取租金及／或資本增值用途的物業。由管理層判斷一項物業是否指定為投資物業或持作銷售用途的物業。本集團於某項物業開發初期考慮其持有相關物業的意向。倘物業擬於竣工後出售，於建設過程中，相關的在建物業乃入賬列作在建物業，計入流動資產。然而倘物業擬持作賺取租金及／或資本增值用途，有關物業則入賬列作在建投資物業，計入非流動資產。待物業竣工後，開發作銷售用途的物業乃轉撥至持作銷售用途的物業項下，並按成本列值，而開發作賺取租金及／或資本增值用途的物業乃轉撥至投資物業項下，並須於各報告日期重新估值。

有關投資物業的遞延稅項

就計量以公允值模型計量的投資物業產生的遞延稅項負債或遞延稅項資產而言，董事已審閱本集團的投資物業組合，並認為本集團的投資物業乃以通過時間的推移而非通過銷售消耗該投資物業所含絕大部分經濟利益為目標的商業模式持有。因此，於釐定本集團有關投資物業的遞延稅項時，董事確認，香港會計準則第12號所得稅所載的使用公允值模型計量投資物業透過銷售收回的假設已被推翻。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

4. SIGNIFICANT ACCOUNTING
JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2022 was RMB65,963,000 (2021: RMB741,202,000). Further details are given in note 17 to the financial statements.

Estimation of net realisable value of properties under development and properties held for sale

Properties under development and properties held for sale are stated at the lower of cost and net realisable value. The cost of each unit in each phase of development is determined using the weighted average method. The estimated net realisable value is the estimated selling price less selling expenses and the estimated cost of completion (if any), which are estimated based on the best available information. The carrying amounts of properties under development and properties held for sale at 31 December 2022 were RMB33,564,654,000 (2021: RMB47,431,370,000) and RMB26,116,239,000 (2021: RMB26,170,388,000), respectively.

4. 重要會計判斷及估計(續)

估計不明朗因素

以下為於報告期間結束時有關未來的主要假設及其他估計不明朗因素的主要來源，存在導致下一個財政年度內資產及負債賬面金額重大調整的重大風險。

商譽之減值

本集團最少每年一次釐定商譽有否減值，此須估計獲分配商譽之現金產生單位之使用價值。本集團估計使用價值，須估計現金產生單位之預期未來現金流量，以及須選出合適之折現率，以計算該等現金流量之現值。於2022年12月31日，商譽之賬面值為人民幣65,963,000元(2021年：人民幣741,202,000元)。進一步詳情載於財務報表附註17。

估計在建物業及持作銷售用途的物業的可變現淨值

在建物業及持作銷售用途的物業按成本與可變現淨值兩者中的較低者列賬。於各個開發期每個單位的成本乃以加權平均法釐定。估計可變現淨值乃指根據所得最佳資料估算的估計售價減銷售開支及估計竣工成本(如有)。於2022年12月31日，在建物業及持作銷售用途的物業之賬面值分別為人民幣33,564,654,000元(2021年：人民幣47,431,370,000元)及人民幣26,116,239,000元(2021年：人民幣26,170,388,000元)。

Notes to Financial Statements (Continued) 財務報表附註 (續)

31 December 2022 2022年12月31日

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Allocation of construction cost on properties under development

When developing properties, the Group typically divides the development projects into phases. Costs directly related to the development of a phase are recorded as the cost of such phase. Costs that are common to each phase are allocated to each phase based on the saleable floor area of each phase as a percentage of the total saleable floor area of the entire project. The cost of the unit sold is determined by the floor area in square metre sold during the year multiplied by the average cost per square metre of that particular phase of the project. The carrying amount of properties under development at 31 December 2022 was RMB33,564,654,000 (2021: RMB47,431,370,000).

PRC corporate income tax ("CIT")

The Group is subject to CIT in the PRC. As a result of the fact that certain matters relating to income taxes have not been confirmed by the local tax bureau, objective estimates and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax and tax provisions in the period in which the differences realise. The carrying amount of corporate income tax payables at 31 December 2022 was RMB2,215,571,000 (2021: RMB2,773,633,000).

4. 重要會計判斷及估計 (續)

估計不明朗因素 (續)

在建物業的建築成本分攤

於開發物業時，本集團一般會將開發項目分期開發。一個開發期的直接相關成本會作為該期的成本入賬。每期的共同成本會按每期的可銷售建築面積佔整個項目的可銷售建築面積總數的百分比，分攤至每期。售出單位成本按年內售出的平方米建築面積乘以該期項目的每平方米平均成本而釐定。於2022年12月31日，在建物業之賬面值為人民幣33,564,654,000元（2021年：人民幣47,431,370,000元）。

中國企業所得稅（「企業所得稅」）

本集團須繳納中國企業所得稅。由於有關所得稅的若干事宜尚未被地方稅務局確認，於釐定所得稅撥備時要以目前頒佈的稅務法律、法規及其他相關政策作為基準作出客觀估計及判斷。倘該等事宜的最終稅款數額有別於原本記錄的數額，差額會在其變現的期間影響所得稅及稅項撥備。於2022年12月31日，應付企業所得稅之賬面值為人民幣2,215,571,000元（2021年：人民幣2,773,633,000元）。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

4. SIGNIFICANT ACCOUNTING
JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

PRC land appreciation tax ("LAT")

The Group is subject to LAT in the PRC. The provision for LAT is based on management's best estimates according to its understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon the completion of the property development projects. The Group has not finalised its LAT calculation and payments with the tax authorities for certain property development projects. The final outcome could be different from the amounts that were initially recorded, and any differences will have impact on the land appreciation tax expense and the related provision in the period in which the differences realise. The carrying amount of provision for land appreciation tax at 31 December 2022 was RMB1,661,061,000 (2021: RMB1,994,610,000).

Deferred tax assets

Deferred tax assets are recognised for provision of land appreciation tax, fair value adjustments from acquisition of subsidiaries and tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of deferred tax assets at 31 December 2022 was RMB1,858,268,000 (2021: RMB1,199,409,000).

4. 重要會計判斷及估計(續)

估計不明朗因素(續)

中國土地增值稅(「土地增值稅」)

本集團須繳納中國土地增值稅。土地增值稅的撥備是管理層根據對有關中國稅務法律及法規所載的要求的理解，作出的最佳估計。實際土地增值稅負債須於物業開發項目完成後由稅務局釐定。本集團尚未與稅務局就若干物業開發項目敲定其土地增值稅的計算方法及付款。最終結果可能有別於初步記錄的數額，而任何差額會在其變現的期間影響土地增值稅開支及相關撥備。於2022年12月31日，土地增值稅撥備之賬面值為人民幣1,661,061,000元(2021年：人民幣1,994,610,000元)。

遞延稅項資產

僅在很可能取得應課稅利潤作抵銷可抵扣暫時性差額的情況下，方會確認土地增值稅、收購附屬公司產生之公允值調整及稅項虧損撥備相關的遞延稅項資產。在釐定可予確認的遞延稅項資產款項時，須根據可能的時間、未來應課稅利潤的水準連同未來稅項計劃策略，作出重要的管理層判斷。於2022年12月31日，遞延稅項資產之賬面值為人民幣1,858,268,000元(2021年：人民幣1,199,409,000元)。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has five reportable operating segments as follows:

- (a) the property development segment engages in the development and sale of properties;
- (b) the property investment segment invests in properties for their rental income potential and/or for capital appreciation;
- (c) the property management segment engages in the provision of property management services;
- (d) the hotel operation segment engages in the operation of hotels; and
- (e) the others segment comprises corporate income and expense items.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment (loss)/profit, which is a measure of adjusted (loss)/profit before tax. The adjusted (loss)/profit before tax is measured consistently with the Group's (loss)/profit before tax except that interest income and finance costs are excluded from such measurement. Segment assets and liabilities are not reported to the Group's chief operating decision maker regularly.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

5. 經營分部資料

就管理而言，本集團乃以其產品及服務為基準，分為若干業務單位，且所擁有的五個可報告經營分部如下：

- (a) 物業開發分部從事物業開發及銷售；
- (b) 物業投資分部就物業的租金收入潛力及／或資本增值作出投資；
- (c) 物業管理分部提供物業管理服務；
- (d) 酒店經營分部從事酒店經營；及
- (e) 其他分部包括企業收入及支出項目。

管理層分別監測本集團經營分部的業績，旨在就資源分配及表現評估作出決策。分部表現按可報告分部的(虧損)／利潤作出評估，即經調整除稅前(虧損)／利潤的計量。經調整除稅前(虧損)／利潤的計量與本集團的除稅前(虧損)／利潤一致，惟利息收入及融資成本均不計入有關計量。分部資產及負債並非定期向本集團主要營運決策者報告。

分部間銷售及轉讓乃參考按當時現行市價向第三方作出銷售的售價進行交易。

Notes to Financial Statements (Continued)
 財務報表附註(續)

31 December 2022 2022年12月31日

 5. OPERATING SEGMENT INFORMATION
 (Continued)

Year ended 31 December 2022

5. 經營分部資料(續)

截至2022年12月31日止年度

		Property development 物業開發 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Hotel operation 酒店經營 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Segment revenue	分部收入						
Sales to external customers	向外部客戶作出的銷售額	26,288,907	226,775	212,075	9,483	-	26,737,240
Other income and gains	其他收入及收益	117,579	4,091	814	25	19,082	141,591
Total	總額	26,406,486	230,866	212,889	9,508	19,082	26,878,831
Segment results	分部業績	(12,047,409)	(590,580)	64,030	867	(98,889)	(12,671,981)
<i>Reconciliation:</i>	<i>對賬:</i>						
Interest income	利息收入						188,924
Finance costs	融資成本						(674,450)
Loss before tax	除稅前虧損						(13,157,507)
Other segment information:	其他分部資料:						
Depreciation	折舊	24,054	29,143	2,708	109	1,175	57,189
Capital expenditure*	資本開支*	40	256,846	97	7	40	257,030
Fair value loss on investment properties, net	投資物業公允值虧損淨額	-	315,413	-	-	-	315,413
Impairment of goodwill	商譽減值	661,049	-	-	-	-	661,049
Impairment of investments in joint ventures and associates	於合營公司及聯營公司投資的減值	407,585	-	-	-	-	407,585
Impairment of other receivables	其他應收款項減值	4,151,208	-	-	-	-	4,151,208
Remeasurement of financial guarantee contracts	重新計量財務擔保合約	1,650,167	-	-	-	-	1,650,167
Share of losses of joint ventures	應佔合營公司虧損	890,813	-	-	-	-	890,813
Share of losses of associates	應佔聯營公司虧損	257,127	-	-	-	-	257,127
Write-down of properties under development to net realisable value	撇減在建物業至可變現淨值	3,208,465	-	-	-	-	3,208,465
Investments in joint ventures	於合營公司投資	2,234,897	-	-	-	-	2,234,897
Investments in associates	於聯營公司投資	6,189,766	-	-	-	-	6,189,766

* Capital expenditure consists of additions to property, plant and equipment and investment properties.

* 資本開支包括添置物業、廠房及設備以及投資物業。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

5. OPERATING SEGMENT INFORMATION
(Continued)

Year ended 31 December 2021

5. 經營分部資料(續)

截至2021年12月31日止年度

		Property development 物業開發 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Hotel operation 酒店經營 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Segment revenue	分部收入						
Sales to external customers	向外部客戶作出的銷售額	26,236,144	302,949	520,035	12,113	-	27,071,241
Other income and gains	其他收入及收益	153,008	9,153	3,161	21	14,428	179,771
Total	總額	26,389,152	312,102	523,196	12,134	14,428	27,251,012
Segment results	分部業績	2,744,297	442,260	83,812	(21,292)	(45,198)	3,203,879
<i>Reconciliation:</i>	<i>對賬:</i>						
Interest income	利息收入						234,746
Finance costs	融資成本						(276,097)
Profit before tax	除稅前利潤						3,162,528
Other segment information:	其他分部資料:						
Depreciation	折舊	30,510	27,834	6,306	3,121	1,309	69,080
Capital expenditure*	資本開支*	7,931	666,056	2,812	2,963	1,980	681,742
Fair value gain on investment properties, net	投資物業公允價值收益淨額	-	717,888	-	-	-	717,888
Remeasurement of financial guarantee contracts	重新計量財務擔保合約	27,025	-	-	-	-	27,025
Share of losses of joint ventures	應佔合營公司虧損	38,394	-	-	-	-	38,394
Share of profits of associates	應佔聯營公司利潤	(326,990)	-	-	-	-	(326,990)
Write-down of properties under development to net realisable value	撤減在建物業至可變現淨值	390,000	-	-	-	-	390,000
Investments in joint ventures	於合營公司投資	3,308,932	-	-	-	-	3,308,932
Investments in associates	於聯營公司投資	7,096,217	-	-	-	-	7,096,217

* Capital expenditure consists of additions to property, plant and equipment and investment properties.

* 資本開支包括添置物業、廠房及設備及投資物業。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

5. OPERATING SEGMENT INFORMATION
(Continued)

Information about major customer

There were no sales to a single external customer which amounted to 10% or more of the Group's revenue during the year ended 31 December 2021 and 2022.

Geographical information

Geographical information is not presented since over 90% of the Group's revenue for external customers is generated in Mainland China and over 90% of the segment assets of the Group are located in Mainland China. Accordingly, in the opinion of the directors, the presentation of geographical information would provide no additional useful information to the user of those financial statements.

6. REVENUE, OTHER INCOME AND GAINS

An analysis of the Group's revenue, other income and gains is as follows:

5. 經營分部資料(續)

主要客戶資料

於截至2021年及2022年12月31日止年度，概無向單一外部客戶的銷售額達到或超過本集團收入的10%。

地域資料

由於本集團逾90%的外部客戶收入來自中國大陸及逾90%的分部資產位於中國大陸，故並無呈列地區資料。因此，董事認為，呈列地區資料將不會對該等財務報表的使用者提供額外有用的資料。

6. 收入、其他收入及收益

本集團的收入、其他收入及收益的分析如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Revenue	收入		
<i>Revenue from contracts with customers</i>	<i>客戶合約收益</i>		
Sale of properties	物業銷售	26,288,907	26,236,144
Property management fee income	物業管理費收入	212,075	520,035
Hotel operation income	酒店經營收入	9,483	12,113
		26,510,465	26,768,292
<i>Revenue from other sources</i>	<i>其他來源的收益</i>		
Rental income from investment properties	投資物業租金收入	226,775	302,949
		26,737,240	27,071,241

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

6. REVENUE, OTHER INCOME AND GAINS
(Continued)

Revenue from contracts with customers

Disaggregated revenue information

For the year ended 31 December 2022

6. 收入、其他收入及收益(續)

客戶合約收益

收入分拆資料

截至2022年12月31日止年度

		Property development 物業開發 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Hotel operation 酒店經營 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods or services	貨品或服務類別				
Sale of properties	物業銷售	26,288,907	-	-	26,288,907
Property management fee income	物業管理費收入	-	212,075	-	212,075
Hotel operation income	酒店經營收入	-	-	9,483	9,483
Total revenue from contracts with customers	客戶合約收益總額	26,288,907	212,075	9,483	26,510,465
Timing of revenue recognition	收益確認時間				
Goods transferred at a point in time	於某一時點轉移貨品	26,288,907	-	-	26,288,907
Services transferred over time	於一段時間轉移服務	-	212,075	9,483	221,558
Total revenue from contracts with customers	客戶合約收益總額	26,288,907	212,075	9,483	26,510,465

For the year ended 31 December 2021

截至2021年12月31日止年度

		Property development 物業開發 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Hotel operation 酒店經營 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods or services	貨品或服務類別				
Sale of properties	物業銷售	26,236,144	-	-	26,236,144
Property management fee income	物業管理費收入	-	520,035	-	520,035
Hotel operation income	酒店經營收入	-	-	12,113	12,113
Total revenue from contracts with customers	客戶合約收益總額	26,236,144	520,035	12,113	26,768,292
Timing of revenue recognition	收益確認時間				
Goods transferred at a point in time	於某一時點轉移貨品	26,236,144	-	-	26,236,144
Services transferred over time	於一段時間轉移服務	-	520,035	12,113	532,148
Total revenue from contracts with customers	客戶合約收益總額	26,236,144	520,035	12,113	26,768,292

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

6. REVENUE, OTHER INCOME AND GAINS
(Continued)

Revenue from contracts with customers
(Continued)

Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合約負債的已確認收益：		
Sales of properties	物業銷售	15,572,836	10,744,127

(ii) *Performance obligations*

Information about the Group's performance obligations is summarised below:

Sales of properties

For property sales contract for which the control of the property is transferred at a point in time, the performance obligation is satisfied when the physical possession or the legal title of the completed property is obtained by the purchaser.

Property management income and hotel operation income

The performance obligation is satisfied over time as services are rendered.

Property management and hotel operation services

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Property management and hotel operation services are for periods of one year or less, and are billed based on the time incurred.

6. 收入、其他收入及收益(續)

客戶合約收益(續)

收入分拆資料(續)

下表載列計入報告期初合約負債而於本報告期間確認的收益金額：

(ii) *履約責任*

有關本集團的履約責任資料概述如下：

物業銷售

對於某個時間轉移物業控制權的物業銷售合約，履約責任於買方取得已落成物業的實際佔用權或合法所有權時完成。

物業管理收入及酒店經營收入

履約責任在提供服務時隨時間履行。

物業管理及酒店經營服務

履約責任在提供服務時隨時間履行，而在提供服務之前通常需要支付短期墊款。物業管理及酒店經營服務期限為一年或以下，並按發生的時間計費。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

6. REVENUE, OTHER INCOME AND GAINS
(Continued)

Revenue from contracts with customers
(Continued)

(ii) Performance obligations (Continued)

Property management and hotel operation services
(Continued)

The amounts of transaction prices allocated to the remaining performance obligations as at 31 December are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Amounts expected to be recognised as revenue:	預期將確認為收入的金額：		
Within one year	一年內	46,719	34,735

Other income and gains

An analysis of the Group's other income and gains is as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Bank interest income	銀行利息收入	188,924	234,746
Gain on disposal of subsidiaries, net (note 41)	出售附屬公司的收益淨額(附註41)	-	99,103
Gain on disposal of joint ventures and associates, net	出售合營公司及聯營公司的收益淨額	62,840	-
Exchange differences, net	匯兌差額淨額	-	15,712
Others	其他	78,751	64,956
		330,515	414,517

7. FINANCE COSTS

An analysis of finance costs is as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Interest on bank loans, other loans, corporate bonds and senior notes	銀行貸款、其他貸款、公司債券及優先票據的利息	4,444,883	4,511,248
Less: Interest capitalised	減：資本化利息	(3,770,433)	(4,235,151)
		674,450	276,097

6. 收入、其他收入及收益(續)

客戶合約收益(續)

(ii) 履約責任(續)

物業管理及酒店經營服務(續)

於12月31日，分配至餘下履約責任的交易價金額如下：

其他收入及收益

本集團的其他收入及收益的分析如下：

7. 融資成本

融資成本的分析如下：

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

8. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/crediting):

8. 除稅前(虧損)/利潤

本集團的除稅前(虧損)/利潤乃於扣除/(計入)以下各項後得出：

		2022	2021
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Cost of properties sold	已售物業成本	25,767,464	22,285,410
Cost of services provided	所提供服務之成本	244,779	725,181
Depreciation	折舊	57,189	69,080
Loss/(gain) on disposal on subsidiaries, net [#]	出售附屬公司虧損/(收益)淨額 [#]	129,410	(99,103)
Realised loss on derivative financial instruments*	衍生金融工具已變現虧損*	-	11,194
Impairment of goodwill*	商譽減值*	661,049	-
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	51,516	51,190
Auditor's remuneration	核數師薪酬	8,000	12,500
Employee benefit expense (including directors' and chief executive officer's remuneration (note 9))	僱員福利支出(包括董事及首席執行官薪酬(附註9))		
Wages and salaries	工資及薪金	492,744	708,341
Equity-settled share option expense	以權益結算購股權開支	11,715	8,459
Retirement benefit scheme contributions	退休福利計劃供款	50,947	106,489
Less: amount capitalised	減：資本化金額	(86,654)	(192,649)
		468,752	630,640
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	賺取租金投資物業產生的直接經營支出(包括維修及維護)	40,670	44,337

* Items are included in "Other expenses" in the consolidated statement of profit or loss.

[#] Item is included in "Other expenses" (2021: "other income and gains") in the consolidated statements of profit and loss.

* 項目計入綜合損益表內「其他開支」。

[#] 項目計入綜合損益表內「其他開支」(2021年：「其他收入及收益」)。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION

Directors' and chief executive officer's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	516	797
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,124	4,357
Equity-settled share option expense	以權益結算購股權開支	1,079	1,041
Pension scheme contributions	退休金計劃供款	182	261
		5,385	5,659
		5,901	6,456

In prior year, certain directors and the chief executive officer were granted options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 36 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amounts included in the financial statements for the current and prior years are included in the above directors' and chief executive officer's remuneration disclosures.

During the financial year, no amounts were paid by the Group to any of the highest paid individuals who are not a director of the Company as an inducement to join or upon joining the Group or an compensation for loss of office.

9. 董事及首席執行官薪酬

本年度董事及首席執行官薪酬根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露如下：

於過往年度，根據本公司購股權計劃，若干董事及首席執行官因彼等向本集團提供之服務而獲授購股權，有關進一步詳情載於財務報表附註36。該等購股權已於歸屬期在損益表內確認，其公允值乃於授出日期釐定，計入本年度及過往年度的財務報表的金額乃載入上述董事及首席執行官的薪酬披露。

於財政年度，本集團概無向任何並非為本集團董事的最高薪僱員支付款項作為加入本集團或加入之後的獎勵或作為離職補償。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (Continued)

The remuneration of each of the directors and the chief executive officer is set out below:

9. 董事及首席執行官薪酬(續)

各位董事及首席執行官的薪酬載列如下：

		Fees	Performance related bonus	Salaries, allowances and benefits in kind	Equity-settled share option expense	Retirement benefit scheme contributions	Total remuneration
		袍金	績效花紅	薪金、津貼及實物福利	以權益結算購股權開支	退休福利計劃供款	酬金總額
		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
2022	2022年						
Executive directors:	執行董事：						
Mr. Lam Lung On*	林龍安先生*	-	-	1,684	542	69	2,295
Ms. Kwok Ying Lan	郭英蘭女士	-	-	1,684	537	69	2,290
Mr. Lin Conghui	林聰輝先生	-	-	756	-	44	800
		-	-	4,124	1,079	182	5,385
Non-executive director:	非執行董事：						
Ms. Xie Mei (resigned on 31 March 2023)	謝梅女士(於2023年3月31日辭任)	-	-	-	-	-	-
		-	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：						
Mr. Lam Kwong Siu	林廣兆先生	172	-	-	-	-	172
Mr. Wee Henry Soon Chiang	黃循強先生	172	-	-	-	-	172
Dr. Zhai Pu	翟普博士	83	-	-	-	-	83
Mr. Yu Shangyou (appointed on 24 June 2022)	于上游先生(於2022年6月24日獲委任)	89	-	-	-	-	89
		516	-	-	-	-	516
		516	-	4,124	1,079	182	5,901
2021	2021年						
Executive directors:	執行董事：						
Mr. Lam Lung On*	林龍安先生*	-	-	1,666	523	58	2,247
Ms. Kwok Ying Lan	郭英蘭女士	-	-	1,656	518	58	2,232
Mr. Lin Conghui	林聰輝先生	-	-	724	-	79	803
Ms. Lam Yu Fong (resigned on 20 December 2021)	林禹芳女士(於2021年12月20日辭任)	299	-	311	-	66	676
		299	-	4,357	1,041	261	5,958
Non-executive director:	非執行董事：						
Ms. Xie Mei	謝梅女士	-	-	-	-	-	-
		-	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：						
Mr. Lam Kwong Siu	林廣兆先生	166	-	-	-	-	166
Mr. Wee Henry Soon Chiang	黃循強先生	166	-	-	-	-	166
Dr. Zhai Pu	翟普博士	166	-	-	-	-	166
		498	-	-	-	-	498
		797	-	4,357	1,041	261	6,456

* Mr. Lam Lung On is also the chief executive officer of the Company.

* 林龍安先生亦為本公司之首席執行官。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S REMUNERATION (Continued)

There was no arrangement under which a director or the chief executive officer waived or agreed to waive any remuneration during the year.

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2021: two) director, details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining three (2021: three) non-director, highest paid employees for the year are as follows:

9. 董事及首席執行官薪酬(續)

於年內，概無董事或首席執行官放棄或同意放棄任何薪酬的安排。

10. 五名最高薪僱員

於年內，五名最高薪僱員包括兩名(2021年：兩名)董事，該等董事的薪酬詳情載於上文附註9。餘下三名(2021年：三名)非董事最高薪僱員的年度薪酬詳情如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	6,817	11,885
Pension scheme contributions	退休金計劃供款	208	245
Performance related bonus	績效花紅	-	-
Equity-settled share option expense	以股權結算購股權開支	-	-
		7,025	12,130

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

薪酬介乎下列範圍的非董事及非首席執行官最高薪僱員人數如下：

		Number of employees 僱員人數	
		2022	2021
HKD 1,500,001 to HKD 2,000,000	港幣1,500,001元至港幣2,000,000元	1	-
HKD 2,500,001 to HKD 3,000,000	港幣2,500,001元至港幣3,000,000元	1	-
HKD 3,000,001 to HKD 3,500,000	港幣3,000,001元至港幣3,500,000元	-	1
HKD 3,500,001 to HKD 4,000,000	港幣3,500,001元至港幣4,000,000元	1	-
HKD 5,000,001 to HKD 5,500,000	港幣5,000,001元至港幣5,500,000元	-	1
HKD 6,000,001 to HKD 6,500,000	港幣6,000,001元至港幣6,500,000元	-	1
Total	總計	3	3

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

11. INCOME TAX

No provision for Hong Kong profits tax has been made for the current and prior year as the Group has available tax losses brought forward from prior years to offset the assessable profits generated during the current and prior years. The income tax for the subsidiaries operating in Mainland China is calculated at the applicable tax rates on the taxable profits for the year.

An analysis of the income tax charge for the year is as follows:

11. 所得稅

由於本集團自過往年度結轉稅項虧損可用以抵銷本年度及過往年度產生的應課稅利潤，故並無於本年度及過往年度就香港利得稅作出撥備。於中國大陸經營的附屬公司的所得稅根據年內的應課稅利潤按適用稅率計算。

本年度所得稅支出的分析如下：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current:	即期：		
PRC corporate income tax	中國企業所得稅		
– Charge for the year	– 本年度支出	682,079	787,700
– Underprovision in prior years	– 過往年度撥備不足	139,684	433,487
PRC land appreciation tax (note 33)	中國土地增值稅 (附註33)	339,126	666,108
		<u>1,160,889</u>	<u>1,887,295</u>
Deferred:	遞延：		
Current year	本年度	(1,049,206)	(7,761)
Total tax charge for the year	本年度稅項支出總額	<u>111,683</u>	<u>1,879,534</u>

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

11. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rate for Mainland China in which the majority of the Group's subsidiaries are domiciled to the tax expense for the year, are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
(Loss)/profit before tax	除稅前(虧損)/利潤	(13,157,507)	3,162,528
Tax charge at the statutory income tax rate	按法定所得稅率計算的稅項開支	(3,289,377)	790,632
Adjustments in respect of current tax of previous periods	對以前期間即期稅項的調整	139,684	433,487
Profits and losses attributable to joint ventures and associates	合營公司及聯營公司應佔損益	286,985	(72,149)
Income not subject to tax	毋須課稅收入	(7,386)	(3,928)
Expenses not deductible for tax	不可扣稅開支	1,899,774	148,383
Tax losses not recognised	未確認稅項虧損	827,659	83,528
LAT provided	已計提土地增值稅	339,126	666,108
Tax effect on LAT	土地增值稅的稅務影響	(84,782)	(166,527)
Tax charge	稅項支出	111,683	1,879,534

The share of tax expense attributable to joint ventures amounting to RMB183,757,000 (2021: RMB113,801,000) is included in "Share of profits and losses of joint ventures" in the consolidated statement of profit or loss. The share of tax expense attributable to associates amounting to RMB212,073,000 (2021: RMB198,893,000) is included in "Share of profits and losses of associates" in the consolidated statement of profit or loss.

11. 所得稅(續)

採用本集團絕大部分附屬公司所在的中國大陸的法定稅率計算適用於除稅前利潤的稅項開支與本年度稅項開支的對賬如下：

合營公司應佔稅項開支為人民幣183,757,000元(2021年：人民幣113,801,000元)，已計入綜合損益表之「應佔合營公司損益」中。應佔聯營公司稅項開支為人民幣212,073,000元(2021年：人民幣198,893,000元)已計入綜合損益表之「應佔聯營公司損益」中。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

12. DIVIDENDS

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Interim – Nil (2021: HK5.3 cents per ordinary share)	中期股息—零 (2021年：每股普通股5.3港仙)	-	276,940

The directors did not recommend the payment of a final dividend for the years ended 31 December 2022 and 2021.

13. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic (loss)/earnings per share amount for the year ended 31 December 2022 is based on the loss for the year attributable to ordinary equity holders of the parent, adjusted for the distribution related to senior perpetual securities, and the weighted average number of ordinary shares of 6,543,909,500 (2021: 6,421,224,000) in issue less the weighted average number of shares of 10,324,504 (2021: 4,256,611) held under the share award scheme during the year.

The calculation of the diluted (loss)/earnings per share amount is based on the (loss)/profit attributable to ordinary equity holders, adjusted for the distribution related to senior perpetual securities, and the weighted average number of ordinary shares used in the calculation is the total of (i) the weighted average number of ordinary shares in issue less the weighted average number of shares held under the share award scheme during the year, as used in the basic (loss)/earnings per share calculation, and (ii) the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares (see below).

12. 股息

董事不建議就截至2022年及2021年12月31日止年度派付末期股息。

13. 母公司普通權益持有人應佔每股(虧損)／盈利

截至2022年12月31日止年度的每股基本(虧損)／盈利金額乃按母公司普通權益持有人應佔年內虧損(已根據與高級永續證券有關的分派作出調整)，及年內已發行普通股加權平均數6,543,909,500股(2021年：6,421,224,000股)減根據股份獎勵計劃所持股份加權平均數10,324,504股(2021年：4,256,611股)計算。

每股攤薄(虧損)／盈利金額乃按母公司普通權益持有人應佔(虧損)／利潤(已根據與高級永續證券有關的分派作出調整)計算，而計算所用的普通股加權平均數為(i)用於計算每股基本(虧損)／盈利的年內已發行普通股加權平均數減根據股份獎勵計劃所持股份加權平均數之數目，及(ii)假設於所有具攤薄潛力之普通股被視作獲行使成普通股時已以無償形式發行的普通股加權平均數之總和(見下文)。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

13. (LOSS)/EARNINGS PER SHARE
ATTRIBUTABLE TO ORDINARY EQUITY
HOLDERS OF THE PARENT (Continued)

The calculations of the basic and diluted (loss)/earnings per share are based on:

13. 母公司普通權益持有人應佔每股
(虧損) / 盈利 (續)

每股基本及攤薄(虧損) / 盈利的計算乃基於：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
(Loss)/earnings	(虧損) / 盈利		
(Loss)/profit for the year attributable to owners of the parent	母公司擁有人應佔年內(虧損) / 利潤	(12,014,860)	862,094
Distribution related to senior perpetual securities	有關高級永續證券的分派	(144,133)	(103,759)
(Loss)/profit used in the basic and diluted earnings per share calculations	每股基本及攤薄盈利計算所用的(虧損) / 利潤	(12,158,993)	758,335

		Number of shares 股份數目	
		2022	2021
Shares	股份		
Weighted average number of ordinary shares in issue less the weighted average number of shares held under the share award scheme during the year, used in the basic earnings per share calculation	年內已發行普通股之加權平均數減根據股份獎勵計劃所持股份加權平均數，用於計算每股基本盈利	6,533,584,996	6,416,967,389
Effect of dilution of share options – weighted average number of ordinary shares	購股權攤薄影響 – 普通股之加權平均數	–	203,644
Weighted average number of ordinary shares in issue during the year, used in the diluted earnings per share calculation	年內已發行普通股之加權平均數，用於計算每股攤薄盈利	6,533,584,996	6,417,171,033

Notes to Financial Statements (Continued)
 財務報表附註(續)

31 December 2022 2022年12月31日

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 RMB'000 人民幣千元	Hotel properties 酒店物業 RMB'000 人民幣千元	Yacht improvements 遊艇 裝修 RMB'000 人民幣千元	Leasehold improvements 租賃物業 裝修 RMB'000 人民幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2022	2022年12月31日								
At 1 January 2022:	於2022年1月1日:								
Cost	成本	1,966,486	457,709	98,347	14,072	117,203	77,272	2,731,327	
Accumulated depreciation	累計折舊	(196,936)	(73,284)	(36,545)	(9,976)	(90,936)	(68,269)	(475,946)	
Net carrying amount	賬面淨額	1,769,550	384,425	61,802	4,096	26,267	9,003	2,255,381	
At 1 January 2022, net of accumulated depreciation	於2022年1月1日，扣除累計 折舊	1,769,550	384,425	61,802	4,096	26,267	9,003	2,255,381	
Acquisition of subsidiaries through business combination	透過業務合併收購附屬公司	-	-	-	-	328	-	328	
Additions	添置	-	-	-	-	205	-	205	
Disposals	處置	(12,796)	-	-	-	(347)	(446)	(13,589)	
Disposal of subsidiaries (note 41)	出售附屬公司(附註41)	(14)	-	-	-	(4,928)	(445)	(5,625)	
Depreciation provided during the year	年內計提的折舊	(34,373)	(6,544)	(5,170)	(2,348)	(5,669)	(3,085)	(57,189)	
Transfer from property under development	轉撥自在建物業	599,009	-	-	-	-	-	599,009	
Exchange realignment	匯兌調整	29,869	-	5,521	254	169	-	35,813	
At 31 December 2022, net of accumulated depreciation	於2022年12月31日， 扣除累計折舊	2,351,245	377,881	62,153	2,002	16,025	5,027	2,814,333	
At 31 December 2022:	於2022年12月31日:								
Cost	成本	2,580,156	457,709	107,453	14,925	101,159	64,712	3,326,114	
Accumulated depreciation	累計折舊	(228,911)	(79,828)	(45,300)	(12,923)	(85,134)	(59,685)	(511,781)	
Net carrying amount	賬面淨額	2,351,245	377,881	62,153	2,002	16,025	5,027	2,814,333	

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

14. PROPERTY, PLANT AND EQUIPMENT
(Continued)

14. 物業、廠房及設備(續)

		Leasehold land and buildings 租賃土地 及樓宇 RMB'000 人民幣千元	Hotel properties 酒店物業 RMB'000 人民幣千元	Yacht improvements 遊艇 RMB'000 人民幣千元	Leasehold improvements 租賃物業 裝修 RMB'000 人民幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2021	2021年12月31日								
At 1 January 2021:	於2021年1月1日:								
Cost	成本	2,075,826	457,709	101,297	14,003	126,500	89,216	127,049	2,991,600
Accumulated depreciation	累計折舊	(160,155)	(66,740)	(32,575)	(7,439)	(99,974)	(76,105)	-	(442,988)
Net carrying amount	賬面淨額	1,915,671	390,969	68,722	6,564	26,526	13,111	127,049	2,548,612
At 1 January 2021, net of accumulated depreciation	於2021年1月1日， 扣除累計折舊	1,915,671	390,969	68,722	6,564	26,526	13,111	127,049	2,548,612
Acquisition of subsidiaries through business combination (note 40)	透過業務合併收購附屬 公司(附註40)	-	-	-	211	1,936	612	-	2,759
Additions	添置	9,286	-	-	408	9,839	59	221	19,813
Write off	撇銷	-	-	-	-	-	(297)	-	(297)
Disposals	處置	(35,126)	-	-	(247)	(171)	(173)	-	(35,717)
Disposal of subsidiaries (note 41)	出售附屬公司(附註41)	(322,310)	-	-	-	(625)	-	-	(322,935)
Depreciation provided during the year	年內計提的折舊	(39,225)	(6,544)	(4,994)	(2,707)	(11,301)	(4,309)	-	(69,080)
Transfers	轉撥	126,900	-	-	-	132	-	(127,032)	-
Transfers from properties held for sale	轉撥自持作銷售用途的物業	127,934	-	-	-	-	-	-	127,934
Exchange realignment	匯兌調整	(13,580)	-	(1,926)	(133)	(69)	-	-	(15,708)
At 31 December 2021, net of accumulated depreciation	於2021年12月31日， 扣除累計折舊	1,769,550	384,425	61,802	4,096	26,267	9,003	238	2,255,381
At 31 December 2021:	於2021年12月31日:								
Cost	成本	1,966,486	457,709	98,347	14,072	117,203	77,272	238	2,731,327
Accumulated depreciation	累計折舊	(196,936)	(73,284)	(36,545)	(9,976)	(90,936)	(68,269)	-	(475,946)
Net carrying amount	賬面淨額	1,769,550	384,425	61,802	4,096	26,267	9,003	238	2,255,381

At 31 December 2022, right-of-use assets with aggregate carrying amount of approximately RMB293,538,000 (2021: RMB313,809,000) and RMB296,280,000 (2021: RMB302,199,000) were included in leasehold land and buildings and hotel properties, respectively, and the depreciation charged to profit or loss in the current year was RMB26,190,000 (2021: RMB26,190,000)

於2022年12月31日，賬面總值約人民幣293,538,000元(2021年：人民幣313,809,000元)及人民幣296,280,000元(2021年：人民幣302,199,000元)的使用權資產分別計入租賃土地及樓宇以及酒店物業，及本年度於損益扣除折舊人民幣26,190,000元(2021年：人民幣26,190,000元)。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

15. INVESTMENT PROPERTIES

15. 投資物業

		Completed	Under construction	Total
		已竣工	在建	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Carrying amount at 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日的賬面值	13,335,948	1,292,001	14,627,949
Additions	添置	41,588	620,341	661,929
Exchange realignment	匯兌調整	(34,846)	-	(34,846)
Net gains/(losses) from fair value adjustments	公允值調整收益/(虧損)淨額	810,230	(92,342)	717,888
Carrying amount at 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日的賬面值	14,152,920	1,820,000	15,972,920
Additions	添置	4,952	251,873	256,825
Disposal	處置	(63,200)	-	(63,200)
Transfer from properties held for sale	轉撥自持作銷售用途的物業	640,344	-	640,344
Disposal of a subsidiary (note 41)	出售一間附屬公司(附註41)	-	(1,100,000)	(1,100,000)
Exchange realignment	匯兌調整	108,143	-	108,143
Net losses from fair value adjustments	公允值調整虧損淨額	(315,413)	-	(315,413)
Carrying amount at 31 December 2022	於2022年12月31日的賬面值	14,527,746	971,873	15,499,619

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

15. INVESTMENT PROPERTIES (Continued)

Notes:

- (a) At 31 December 2022, certain of the Group's investment properties with an aggregate carrying amount of RMB7,434,300,000 (2021: 8,406,870,000) were pledged to banks to secure the bank loans granted to the Group (note 30(a)(ii)).
- (b) The Group's completed investment properties are leased to third parties, further summary details of which are included in note 16.
- (c) The Group's completed investment properties and investment properties under construction were revalued on 31 December 2022 by Shenzhen Guoce Real Estate Land Assets Appraisal Co., Ltd and 31 December 2021 by Jones Lang LaSalle Corporate Appraisal and Advisory Limited and GCA Professional Services Group, independent professional qualified valuers.

For completed investment properties, valuations were either based on the capitalisation of net rental income derived from the existing tenancies with due allowance for the reversionary income potential of the properties, or made with reference to comparable market transactions taking into considerations of adjustments to reflect differences in transaction timing, location and tenure.

For investment properties under construction which were stated at fair value at the end of the reporting period, valuations were based on the residual approach, and have taken into account the expended construction costs and the costs that will be expended to complete the development to reflect the quality of the completed development on the basis that the properties will be developed and completed in accordance with the Group's latest development plan.

In the opinion of the directors of the Company, for all investment properties that are measured at fair value, the current use of the properties is their highest and best use.

At 31 December 2022 and 2021, all of the investment properties were measured at fair value.

Fair value hierarchy

At 31 December 2022 and 2021, the fair value measurement of all of the Group's investment properties used significant unobservable inputs (Level 3) as defined in HKFRS 13.

During the year, there were no transfers of fair value measurements between Level 1 (quoted prices in active markets) and Level 2 (significant observable inputs) and no transfers into or out of Level 3 (2021: Nil).

15. 投資物業(續)

附註：

- (a) 於2022年12月31日，本集團若干賬面總值為人民幣7,434,300,000元(2021年：人民幣8,406,870,000元)的投資物業已抵押予銀行作為本集團獲授銀行貸款的抵押(附註30(a)(ii))。
- (b) 本集團的已竣工投資物業出租予第三方，更多概要詳情載於附註16。
- (c) 本集團的已竣工投資物業及在建投資物業由獨立專業合資格估值師深圳市國策房地產土地資產評估有限公司於2022年12月31日重估以及仲量聯行企業評估及諮詢有限公司及漢華專業服務集團於2021年12月31日重估。

就已竣工投資物業而言，估值基於將來自現有租約的租金收入淨額資本化，並適當計入復歸業權可能帶來的收入，或參考可資比較市場交易，並考慮為反映交易時間、位置及租約的差別而作出之調整。

就於報告期間結束時按公允值入賬的在建投資物業而言，估值基於餘值法，並考慮預期建設成本及為完成開發將支出的成本以反映已竣工開發項目的品質，依據是該等物業將按本集團的最新開發計劃開發及完成。

本公司董事認為，就按公允值計量的所有投資物業而言，該等物業的現有用途為其最高效及最佳用途。

於2022年及2021年12月31日，所有投資物業均按公允值計量。

公允值層級

於2022年及2021年12月31日，本集團所有投資物業的公允值乃採用非可觀察的主要輸入數據(第3級)(定義見香港財務報告準則第13號)計量。

年內，公允值計量並無於第1級(於活躍市場的報價)與第2級(可觀察的主要輸入數據)之間發生轉移，亦無轉入或轉出第3級(2021年：無)。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

15. INVESTMENT PROPERTIES (Continued)

Notes: (Continued)

(c) (Continued)

Fair value hierarchy (Continued)

Descriptions of valuation techniques used and key inputs to valuation on investment properties:

15. 投資物業(續)

附註：(續)

(c) (續)

公允價值層級(續)

對投資物業估值使用的估值方法及主要輸入數據說明：

	Valuation technique 估值方法	Significant unobservable inputs 非可觀察的主要輸入數據	Range or weighted average 範圍或加權平均
2022 Completed and under construction 已竣工及在建 Retail 零售	Income approach 收入法	Estimated annual rental value/sq. m. (RMB) 估計每平方米年租金價值(人民幣元)	5,000-43,000
		Capitalisation rate 資本化率	5%-6.5%
	Market approach 市場法	Unit price (RMB/sq. m.) 單價(人民幣元/平方米)	5,000-524,000
	Residual approach 餘值法	Estimated annual rental value/sq. m. (RMB) 估計每平方米年租金價值(人民幣元)	1,100-2,200
		Capitalisation rate 資本化率	5%-6%
		Development profit 開發利潤	5-15%
Car parking spaces 停車場	Market approach 市場法	Unit price (RMB/unit) 單價(人民幣元/單元)	27,000-300,000
2021 Completed and under construction 已竣工及在建 Retail 零售	Income approach 收入法	Estimated annual rental value/sq. m. (RMB) 估計每平方米年租金價值(人民幣元)	1,500-80,000
		Capitalisation rate 資本化率	3%-6.5%
	Residual approach 餘值法	Estimated annual rental value/sq. m. (RMB) 估計每平方米年租金價值(人民幣元)	1,300-2,300
		Capitalisation rate 資本化率	5%
		Development profit 開發利潤	5%-15%
Car parking spaces 停車場	Market approach 市場法	Unit price (RMB/unit) 單價(人民幣元/單元)	110,000-500,000

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

15. INVESTMENT PROPERTIES (Continued)

Notes: (Continued)

(c) (Continued)

A significant increase/(decrease) in estimated annual rental value per square metre in isolation would result in a significantly higher/(lower) fair value of the investment properties. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significantly lower/(higher) fair value of the investment properties. A significant increase/(decrease) in unit price would result in a significantly higher/(lower) fair value of the investment properties. A significant increase/(decrease) in development profit in isolation would result in a significantly lower/(higher) fair value of the investment properties.

The valuation of car parking spaces was determined based on unit prices of comparable transactions with adjustment on dissimilar attributes.

Development profit represented the adjustment on future uncertainty in respect of properties under construction.

15. 投資物業(續)

附註：(續)

(c) (續)

估計每平方米年租金價值單獨大幅增加／(減少)會令投資物業公允值大幅增加／(減少)。資本化率單獨大幅增加／(減少)會令投資物業公允值大幅減少／(增加)。單價大幅增加／(減少)會令投資物業公允值大幅增加／(減少)。開發利潤單獨大幅增加／(減少)將導致投資物業的公允值大幅減少／(增加)。

停車場估值乃按可資比較交易單價調整不同屬性釐定。

開發利潤即在建物業未來不確定性調整。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

16. LEASES

The Group as lessor

The Group leases its investment properties (note 15) under operating lease arrangements. The terms of the leases generally also require the tenants to pay security deposits and to provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was RMB226,775,000 (2021: RMB302,949,000), details of which are included in note 6 to the financial statements.

At 31 December 2022, the undiscounted lease payments receivables by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

16. 租賃

本集團作為出租人

本集團根據經營租賃安排出租其投資物業(附註15)。該等租賃的條款一般亦要求承租人支付保證金並根據當時的市場狀況定期調整租金。本集團於年內確認的租金收入為人民幣226,775,000元(2021年:人民幣302,949,000元),有關詳情載於財務報表附註6。

於2022年12月31日,日後本集團根據與其租戶之不可撤銷經營租賃的應收未貼現租賃付款如下:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	300,303	292,380
After one year but within two years	一年後但兩年內	241,659	250,758
After two years but within three years	兩年後但三年內	185,140	197,370
After three years but within four years	三年後但四年內	71,462	153,866
After four years but within five years	四年後但五年內	87,398	47,588
After five years	五年後	227,055	352,234
		1,113,017	1,294,196

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

17. GOODWILL

17. 商譽

		RMB'000 人民幣千元
Cost at 1 January 2021, net of accumulated impairment	於2021年1月1日之 成本，扣除累計減值	741,202
At 31 December 2021:	於2021年12月31日：	
Cost	成本	1,252,720
Accumulated impairment	累計減值	(511,518)
Net carrying amount	賬面淨值	741,202
Cost at 1 January 2022, net of accumulated impairment	於2022年1月1日之 成本，扣除累計減值	741,202
Disposal of a subsidiary (note 41)	出售一間附屬公司(附註41)	(14,190)
Impairment during the year	年內減值	(661,049)
At 31 December 2022	於2022年12月31日	65,963
At 31 December 2022:	於2022年12月31日：	
Cost	成本	1,238,530
Accumulated impairment	累計減值	(1,172,567)
Net carrying amount	賬面淨值	65,963

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

17. GOODWILL (Continued)

Impairment testing of goodwill

The Group's goodwill acquired through business combinations in the prior years were allocated to cash-generating units for the property development segment, which were principally engaged in the property development in the PRC, for impairment testing. The recoverable amounts of the cash-generating units ("CGU") of the property development segment were determined based on a value-in-use calculation using a cash flow projections based on a financial budget covering a one-year period to five-year period approved by management and cash flow beyond the five-year period was extrapolated using a growth rate of 3% (2021: 3%). The discount rate applied to the cash flow projections is 6.26% (2021: 6.00%).

Assumptions were used in the value-in-use calculation of the abovementioned property development segment's CGU for 31 December 2022 and 31 December 2021. The following describes each key assumption on which management had based its cash flow projections to undertake impairment testing of goodwill:

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant units.

Business environment – There was no major change in the existing political, legal and economic conditions in the PRC in which the cash-generating units carried on their business.

The management is of the view that the valuation techniques and estimates the have taken into account the impact of the deteriorated market environment. The recoverable amount of the property development segment's CGU assessed at 31 December 2022 was less than its carrying value due to underperforming, as the result, the Group recognised impairment of RMB661,049,000 in the consolidated statement of profit or loss during the year.

17. 商譽(續)

商譽減值測試

為進行減值測試，本集團於過往年度透過業務合併收購之商譽已分配至物業開發分部（主要於中國從物業開發）之現金產生單位。物業開發分部現金產生單位（「現金產生單位」）之可收回金額乃按採用現金流量預測（以管理層批准之財務預算（1年期至5年期）為基準作出）計算的使用價值釐定，而超出5年期的現金流量則使用3%的增長率推斷（2021年：3%）。現金流量預測所用的折現率為6.26%（2021年：6.00%）。

計算上述物業開發分部之現金產生單位於2022年12月31日及2021年12月31日之使用價值已運用假設。下文載述管理層預測現金流量以進行商譽減值測試所依據的各項主要假設：

折現率 – 所用折現率為除稅前及反映相關單位的特定風險。

業務環境 – 現金產生單位開展業務所在的中國之現有政治、法律及經濟環境並無出現重大變動。

管理層認為，估值方法及估計已考慮到市場環境惡化的影響。於2022年12月31日評估的物業開發分部現金產生單位的可收回金額因表現欠佳而低於其賬面值，因此，年內本集團已於綜合損益表確認人民幣661,049,000元的減值。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

18. INVESTMENTS IN JOINT VENTURES

18. 於合營公司的投資

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	2,630,788	3,308,932
Impairment losses	減值虧損	(395,891)	-
		<u>2,234,897</u>	<u>3,308,932</u>

Notes:

- (a) The Group's other receivable balances due from joint ventures and other payable balances due to joint ventures are disclosed in note 25 and 29 to the financial statements, respectively.
- (b) Particulars of the Group's principal joint ventures are as follows:

附註：

- (a) 本集團應收合營公司的其他應收款項結餘及應付合營公司的其他應付款項結餘分別披露於財務報表附註25及附註29。
- (b) 本集團主要合營公司的詳情如下：

Company name capital 公司名稱	Registered and paid-up capital 註冊及繳足資本	Places of registration and business 註冊及經營地點	Percentage of 下列各項所佔百分比				Principal activities 主要業務
			Voting right 投票權	Ownership interest 所有權權益	Profit sharing 利潤分佔		
Hefei Jinjiu Real Estate Development Co., Ltd.* (Note) 合肥金玖房地產開發有限公司* (附註)	RMB200,000,000 人民幣200,000,000元	PRC 中國	40%	40%	40%	Property development 物業開發	
Hefei Ruiyuan Real Estate Co., Ltd.* (Note) 合肥瑞遠房地產開發有限公司* (附註)	RMB1,000,000,000 人民幣1,000,000,000元	PRC 中國	40%	40%	40%	Property development 物業開發	
Chongqing Tongrong Industrial Co., Ltd.* (Note) 重慶通融實業有限公司* (附註)	RMB700,000,000 人民幣700,000,000元	PRC 中國	49%	49%	49%	Property development 物業開發	

All the above joint ventures are indirectly held by the Company and are not audited by Prism Hong Kong and Shanghai Limited.

* Registered as domestic limited liability companies under the PRC law.

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

上述所有合營公司均由本公司間接持有，且並非由上會栢誠會計師事務所有限公司審核。

* 根據中國法律註冊為境內有限責任公司。

由於該等公司並未註冊任何正式英文名稱，因此其英文名稱乃本公司管理層盡力將其中文名稱直接翻譯而成。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

18. INVESTMENTS IN JOINT VENTURES
(Continued)

Notes: (Continued)

- (c) During the year ended 31 December 2021, the Group entered into equity transfer agreements for the acquisition of the remaining equity interests in former joint ventures, namely, Jumbo Ocean Development Ltd and its subsidiaries. Further details are included in note 40 to the financial statements.
- (d) The Group assessed at the end of the reporting period whether there was any indication that investments in joint ventures may be impaired. The Group assessed the recoverable amount of the joint ventures and led to the recognition of an impairment of RMB395,891,000 during the year (2021: Nil).
- (e) In the opinion of the Directors, the joint ventures were not individually material to the Group in the current year. Hence, no disclosures of their separate financial information have been made.
- (f) The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Share of the joint ventures' loss for the year	分佔合營公司年度虧損	(890,813)	(38,394)
Share of the joint ventures' total comprehensive expense	分佔合營公司全面開支總額	(890,813)	(38,394)
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合營公司之投資的賬面總值	<u>2,234,897</u>	<u>3,308,932</u>

- (g) Certain of the bank and other borrowings of the Group's joint ventures are secured by pledges over the Group's equity interests in the joint ventures and the subsidiaries with an aggregate carrying amount at the end of the reporting period of approximately RMB26,519,000 (2021: RMB72,156,000).

18. 於合營公司的投資(續)

附註：(續)

- (c) 截至2021年12月31日止年度，本集團就收購前合營公司宏海發展有限公司及其附屬公司之餘下股權訂立股權轉讓協議。進一步詳情載於財務報表附註40。
- (d) 本集團於報告期間結束時評估是否有任何跡象顯示於合營公司投資可能已減值。年內，本集團評估於合營公司的可收回金額並確認減值人民幣395,891,000元(2021年：無)。
- (e) 董事認為，本年度並無合營公司個別對本集團屬重要，因此並無披露彼等的獨立財務資料。
- (f) 下表列示本集團合營公司的匯總財務資料，單個合營公司並不重大：

- (g) 本集團合營公司的若干銀行及其他借款以本集團於合營公司及其附屬公司的股權於報告期末的賬面總值約人民幣26,519,000元(2021年：人民幣72,156,000元)作抵押。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

19. INVESTMENTS IN ASSOCIATES

19. 於聯營公司的投資

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	6,201,460	7,096,217
Impairment losses	減值虧損	(11,694)	-
		6,189,766	7,096,217

Notes:

附註：

(a) The Group's other receivable balances due from associates and other payable balances due to associates are disclosed in note 25 and note 29 to the financial statements, respectively.

(a) 本集團的應收聯營公司的其他應收款項結餘及應付聯營公司的其他應付款項結餘分別於財務報表附註25及附註29內披露。

(b) Particulars of the Group's principal associates are as follows:

(b) 本集團主要聯營公司的詳情如下：

Company name	Registered and paid-up capital	Places of registration and business	Percentage of ownership interest	Principal activity
公司名稱	註冊及繳足股本	註冊及經營地點	應佔所有權權益百分比	主要業務
Shanghai Fumao Real-Estate Co., Ltd. (Note)	RMB1,700,000,000	PRC/Mainland China	49%	Property development
上海府茂置業有限公司(附註)	人民幣1,700,000,000元	中國/中國大陸		物業開發
Tianjin Jiayi Real Estate Development Co., Ltd. (Note)	RMB900,000,000	PRC/Mainland China	33%	Property development
天津佳意房地產開發有限公司(附註)	人民幣900,000,000元	中國/中國大陸		物業開發
Yangzhou Meizan Real Estate Development Co., Ltd. (Note)	RMB2,691,603,200	PRC/Mainland China	30%	Property development
揚州市美贊房地產發展有限公司(附註)	人民幣2,691,603,200元	中國/中國大陸		物業開發

The Group's shareholdings in the associates all comprise equity shares held by the wholly-owned subsidiaries of the Company.

本集團於聯營公司的股權均包括本公司全資附屬公司持有的股權。

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

附註：由於該等實體並未註冊任何正式英文名稱，因此其英文名稱乃本公司管理層盡力直接翻譯其中文名稱而得出。

Notes to Financial Statements (Continued)
 財務報表附註(續)

31 December 2022 2022年12月31日

19. INVESTMENTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (c) The Group assessed at the end of the reporting period whether there was any indication that investments in associates may be impaired. The Group assessed the recoverable amount of the associates and led to the recognition of an impairment of RMB11,694,000 during the year (2021: Nil).
- (d) During the year ended 31 December 2022, Yangzhou Meizan (2021: Suzhou Jinshang), which is considered material associate of the Group, a strategic partner of the Group engaged in the manufacture of property development and is accounted for using the equity method.

The following table illustrates the summarised financial information in respect of Yangzhou Meizan and Suzhou Jinshang adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

19. 於聯營公司的投資(續)

附註：(續)

- (c) 本集團於報告期間結束時評估是否有任何跡象顯示於聯營公司投資可能已減值。年內，本集團評估於聯營公司的可收回金額並確認減值人民幣11,694,000元(2021年：無)。
- (d) 於截至2022年12月31日止年度，揚州美贊(2021年：蘇州勁商)(被視為本集團的重大聯營公司)為本集團從事物業開發的策略合作夥伴，並使用權益法入賬。

下表列示就會計政策的任何差異作出調整並與綜合財務報表內之賬面值進行對賬之揚州美贊及蘇州勁商之財務資料概要：

		Yangzhou Meizan 揚州美贊 2022 RMB'000 人民幣千元	Suzhou Jinshang 蘇州勁商 2021 RMB'000 人民幣千元
Current assets	流動資產	6,138,955	3,065,469
Non-current assets	非流動資產	3,833	22
Current liabilities	流動負債	(2,593,094)	(316,869)
Non-current liabilities	非流動負債	(1,004,383)	-
Net assets	資產淨額	2,545,311	2,748,622
Reconciliation to the Group's interest in the associate:	本集團於聯營公司權益之對賬：		
Proportion of the Group's ownership	本集團所有權之比列	30%	33%
Carrying amount of the investment	投資賬面值	763,593	906,221
Revenue	收入	2,188	1,593,376
(Loss)/profit for the year	年度(虧損)/溢利	(108,030)	93,910
Total comprehensive loss for the year	年度全面虧損總額	(108,030)	93,910

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

19. INVESTMENTS IN ASSOCIATES (Continued)

Notes: (Continued)

- (e) The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Share of the associates' (loss)/profit for the year	分佔聯營公司年度(虧損)/溢利	(224,718)	233,080
Share of the associates' total comprehensive (loss)/income	分佔聯營公司全面(虧損)/收益總額	(224,718)	233,080
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司之投資的賬面總值	<u>5,426,173</u>	<u>6,189,996</u>

- (f) Certain of the bank and other borrowings of the Group's associates are secured by pledges over the Group's equity interests in the associates with an aggregate carrying amount at the end of the reporting period of RMB140,000,000 (2021: Nil).

19. 於聯營公司的投資(續)

附註：(續)

- (e) 下表列示本集團聯營公司的匯總財務資料，單個聯營公司並不重大：

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Share of the associates' (loss)/profit for the year	(224,718)	233,080
Share of the associates' total comprehensive (loss)/income	(224,718)	233,080
Aggregate carrying amount of the Group's investments in the associates	<u>5,426,173</u>	<u>6,189,996</u>

- (f) 本集團聯營公司的若干銀行及其他借款以本集團於聯營公司的股權(於報告期末的賬面總值人民幣140,000,000元(2021年：無))作抵押。

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Unlisted investments, at fair value	非上市投資，按公允值計量	<u>5,100</u>	<u>5,100</u>

The above unlisted investments were classified as financial assets at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income. The investments represent the Group's equity interests in certain private entities established in the PRC.

20. 按公允值計入損益的金融資產

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Unlisted investments, at fair value	<u>5,100</u>	<u>5,100</u>

上述非上市投資已分類為按公允值計入損益的金融資產，原因為本集團尚未選擇透過其他全面收益以確認公允值損益。該等投資指本集團於中國成立的若干私人實體的股權。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

21. FINANCIAL ASSET AT FAIR VALUE
THROUGH OTHER COMPREHENSIVE
INCOME

21. 按公允值計入其他全面收益的
金融資產

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted investments at fair value	非上市投資，按公允值計量	55,288	232,997

The above unlisted investment was classified as financial asset at fair value through other comprehensive income. The investment represented solely on Oaskwise Value Fund with fair value denominated on US\$7,938,000 (2021: US\$36,771,000).

上述非上市投資已分類為按公允值計入其他全面收益的金融資產。該投資僅指公允值為7,938,000美元（2021年：36,771,000美元）之Oaskwise Value Fund。

22. LAND HELD FOR PROPERTY
DEVELOPMENT FOR SALE

22. 持作物業開發銷售用途的土地

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount at beginning of year	年初賬面金額	1,627,702	5,809,219
Additions during the year	年內添置	1,398,564	-
Transfer to properties under development	轉撥至在建物業	-	(4,181,517)
Carrying amount at end of year	年末賬面金額	3,026,266	1,627,702
Portion classified as current assets	分類為流動資產的部分	(1,624,455)	(225,891)
Non-current assets	非流動資產	1,401,811	1,401,811

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

23. PROPERTIES UNDER DEVELOPMENT

23. 在建物業

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Properties under development expected to be completed within normal operating cycle and classified as current assets are expected to be recoverable:	預期於日常經營週期內竣工及分類為流動資產的在建物業 預期於下列期間內收回：		
Within one year	一年內	15,515,708	22,199,799
After one year	一年後	18,048,946	25,231,571
		33,564,654	47,431,370

At 31 December 2022, certain of the Group's properties under development with an aggregate carrying amount of RMB7,940,920,000 (2021: RMB21,304,606,000) were pledged to banks to secure certain of the bank loans granted to the Group (note 30(a)(i)).

於2022年12月31日，本集團若干賬面總值為人民幣7,940,920,000元（2021年：人民幣21,304,606,000元）的在建物業已抵押予銀行以作為本集團獲授的若干銀行貸款的抵押（附註30(a)(i)）。

24. PROPERTIES HELD FOR SALE

24. 持作銷售用途的物業

At 31 December 2022, certain of the Group's properties held for sale with an aggregate carrying amount of RMB1,619,973,000 (2021: RMB1,854,641,000) were pledged to banks to secure certain of the bank loans granted to the Group (note 30(a)(iii)).

於2022年12月31日，本集團若干賬面總值為人民幣1,619,973,000元（2021年：人民幣1,854,641,000元）的持作銷售用途的物業已抵押予銀行以作為本集團獲授的若干銀行貸款的抵押（附註30(a)(iii)）。

25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

25. 預付款、其他應收款項及其他資產

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Prepayments	預付款	4,560,936	4,044,176
Receivable from joint ventures	應收合營公司款項	15,539,049	24,066,044
Receivable from associates	應收聯營公司款項	4,734,606	5,016,524
Receivable from non-controlling shareholders of subsidiaries	應收附屬公司 非控股股東款項	2,222,415	2,462,073
Other receivables and other assets	其他應收款項及其他資產	20,135,573	11,533,457
Provision for ECLs on receivables from joint ventures, associates and other receivables	應收合營公司款項、應收聯營公司款項及其他應收款項預期信貸損失撥備	(4,151,208)	-
		43,041,371	47,122,274

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

25. PREPAYMENTS, OTHER RECEIVABLES
AND OTHER ASSETS (Continued)

- (a) At 31 December 2022, certain of the Group's other receivables with an aggregate carrying amount of RMB15,463,000 (2021: RMB36,540,000) were pledged to banks to secure certain of the bank loans granted to the Group (note 30(a)(iv)).
- (b) As at 31 December 2022, receivables due from joint ventures, associates and non-controlling shareholders of subsidiaries are unsecured, interest-free and repayable on demand.
- (c) With respect of credit risk arising from other receivables and other assets, the Group performs impairment assessment under ECL with significant balances individually. The credit risk has increased significantly since initial recognition but not credit-impaired due to the deterioration of the financial position of some particular debtor. The Group recognises the ECLs of RMB2,263,802,000 which are measured at an amount equal to lifetime ECLs during the year ended 31 December 2022 (2021: Nil).
- (d) For receivables from joint ventures and associates, the Group performed impairment assessment on each joint venture and associate individually. Due to the deterioration of the real estate industry in Mainland China which affecting certain of the Group's joint ventures and associates were not satisfied their financial performance and lead to the Group recognised the ECLs of RMB1,112,824,000 (2021:Nil) and RMB774,582,000 (2021:Nil), respectively during the year.
- (e) The remaining financial assets include in the above balance related to receivable for which these was no recent history of default and past due months, and the loss allowance was assessed to be minimal.

25. 預付款、其他應收款項及其他
資產(續)

- (a) 於2022年12月31日，本集團若干賬面總值為人民幣15,463,000元（2021年：人民幣36,540,000元）的其他應收款項已抵押予銀行以作為本集團獲授的若干銀行貸款的抵押（附註30(a)(iv)）。
- (b) 於2022年12月31日，應收合營公司款項、應收聯營公司款項及應收附屬公司非控股股東款項為無抵押、免息及須於要求時償還。
- (c) 就其他應收款項及其他資產產生的信貸風險而言，本集團根據預期信貸損失就重大結餘單獨進行減值評估。信貸風險自初始確認以來顯著增加但並未信貸減值。由於若干特定債務人的財務狀況惡化，本集團於截至2022年12月31日止年度確認預期信貸損失人民幣2,263,802,000元（按全期預期信貸損失等額計量）（2021年：無）。
- (d) 就應收合營公司及聯營公司的款項而言，本集團對各合營公司及聯營公司個別進行減值評估。由於中國大陸房地產行業衰退，影響本集團若干合營公司及聯營公司財務表現不佳並導致本集團於年內確認預期信貸損失分別人民幣1,112,824,000元（2021年：無）及人民幣774,582,000元（2021年：無）。
- (e) 計入上述結餘的餘下金融資產與近期並無拖欠記錄的應收款項及逾期金額有關，且虧損撥備被評估為並不重大。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

26. RESTRICTED CASH, NON-PLEDGED TIME DEPOSITS WITH ORIGINAL MATURITY OF OVER THREE MONTHS AND CASH AND CASH EQUIVALENTS

26. 受限制現金、始初期限超過三個月之無抵押定期存款及現金及現金等價物

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	7,139,430	17,519,931
Less: Restricted cash (note (c))	減：受限制現金(附註(c))	(1,108,558)	(968,378)
Less: Non-pledged time deposits with original maturity of over three months	減：始初期限超過三個月之無抵押定期存款	(400,000)	(2,173,906)
Cash and cash equivalents	現金及現金等價物	<u>5,630,872</u>	<u>14,377,647</u>

Notes:

- (a) Cash at banks earns interest at floating rates based on daily bank deposit rates.
- (b) At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB7,079,600,000 (2021: RMB15,863,029,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.
- (c) A summary of the restricted cash of the Group as at 31 December 2022 is as follows:
- (i) Certain property management companies of the Group are required to place part of their management fees received at banks as guarantee deposits for the public maintenance fund of the related properties. The deposits can only be used for the maintenance of the relevant properties. At 31 December 2022, such guarantee deposits amounted to RMB2,913,000 (2021: RMB10,017,000).

附註：

- (a) 銀行存款根據每日銀行存款利率按浮息賺取利息。
- (b) 於報告期間結束時，本集團的現金及銀行結餘以人民幣計值，為人民幣7,079,600,000元（2021年：人民幣15,863,029,000元）。人民幣不可自由兌換為其他貨幣，然而，根據中國大陸的外匯管制條例及結匯、售匯及付匯管理規定，本集團獲批准透過授權進行外匯業務的銀行將人民幣兌換為其他貨幣。
- (c) 本集團於2022年12月31日的受限制現金概述如下：
- (i) 本集團若干物業管理公司須將部分數額的已收管理費存入銀行，作為有關物業公共維修基金的擔保按金。該等按金僅可用於有關物業的維修。於2022年12月31日，該等擔保按金為人民幣2,913,000元（2021年：人民幣10,017,000元）。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

26. RESTRICTED CASH, NON-PLEDGED TIME DEPOSITS WITH ORIGINAL MATURITY OF OVER THREE MONTHS AND CASH AND CASH EQUIVALENTS (Continued)

Notes: (Continued)

- (c) A summary of the restricted cash of the Group as at 31 December 2022 is as follows: (Continued)
- (ii) As further detailed in note 43(a) to the financial statements, guarantee deposits of RMB90,504,000 (2021: RMB62,323,000) as at 31 December 2022 were pledged to banks which provide mortgages to the purchasers of the Group's properties, for potential default of mortgage loans advanced to property purchasers. Such guarantee deposits will be released after the property ownership certificates of the relevant properties have been passed to the banks.
 - (iii) According to relevant loan facility agreements signed by certain subsidiaries of the Group with the banks, the subsidiaries are required to place the pre-sale proceeds of their properties at designated bank accounts. The deposits can only be used for the payment of property development costs incurred by the subsidiaries and the repayment of the relevant loans. At 31 December 2022, such deposits amounted to RMB394,970,000 (2021: RMB473,622,000).
 - (iv) Certain subsidiaries of the Group are required to place certain amounts at specific bank accounts as guarantee deposits for the use of the loan proceeds. At 31 December 2022, the aggregate amount of such deposits was RMB61,983,000 (2021: RMB422,416,000) (note 30(a)(vii)).
 - (v) The restricted balances, involved in outstanding litigation and arbitration cases, of certain subsidiaries of the Group is RMB558,188,000.

27. CONTRACT LIABILITIES

Contract liabilities represent sales proceeds received from buyers in connection with the Group's pre-sales of properties.

The decrease in balance of contract liabilities was mainly due to less pre-sales of properties during the year.

26. 受限制現金、始初期限超過三個月之無抵押定期存款及現金及現金等價物(續)

附註：(續)

- (c) 本集團於2022年12月31日的受限制現金概述如下：(續)
- (ii) 誠如財務報表附註43(a)所進一步詳述，於2022年12月31日，擔保按金人民幣90,504,000元(2021年：人民幣62,323,000元)已抵押予向本集團物業買家提供按揭之銀行，作為潛在物業買家拖欠支付按揭貸款的按金。該等擔保按金將於有關物業的房產證交予銀行後方可解除。
 - (iii) 根據本集團若干附屬公司與其銀行簽署的相關貸款融資協議，該等附屬公司須將其物業的預售所得款項存入指定銀行賬戶。該等按金將僅可用於支付該等附屬公司產生的物業開發成本及償還相關貸款。於2022年12月31日，該等按金為人民幣394,970,000元(2021年：人民幣473,622,000元)。
 - (iv) 本集團的若干附屬公司須於特定銀行賬戶存入若干金額作為擔保按金，以使用貸款所得款項。於2022年12月31日，該等按金總額為人民幣61,983,000元(2021年：人民幣422,416,000元)(附註30(a)(vii))。
 - (v) 本集團若干附屬公司涉及未決訴訟及仲裁案件的受限餘額為人民幣558,188,000元。

27. 合約負債

合約負債指就本集團預售物業而向買家收取的出售所得款項。

合約負債餘額減少主要是由於年內預售物業較少。

Notes to Financial Statements (Continued) 財務報表附註(續)

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28. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the due date, is as follows:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Due within 1 year or on demand	1年內或須於要求時償還	5,711,349	3,542,944
Due within 1 to 2 years	1至2年內須償還	3,468,262	3,267,257
		9,179,611	6,810,201

The trade payables are non-interest-bearing and unsecured.

28. 貿易應付款項

於報告期間結束時，貿易應付款項按到期日呈列的賬齡分析如下：

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Due within 1 year or on demand	1年內或須於要求時償還	5,711,349	3,542,944
Due within 1 to 2 years	1至2年內須償還	3,468,262	3,267,257
		9,179,611	6,810,201

貿易應付款項為不計息及無抵押。

29. OTHER PAYABLES AND ACCRUALS

			2022	2021
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Accruals	應計費用		1,983,364	2,807,340
Other payables	其他應付款項	(a)	9,791,152	8,947,371
Amount due to joint ventures	應付合營公司款項	(a)	1,853,896	3,913,091
Amount due to associates	應付聯營公司款項	(a)	1,977,170	1,536,739
Amount due to non-controlling shareholders of the Group's subsidiaries	應付本集團附屬公司的非控股股東款項	(a)	1,187,369	2,492,853
Proceeds from asset-backed securities	從資產支持證券獲得的所得款項	(b)	-	1,058,733
Financial guarantee contract	財務擔保合約	(c)	1,744,051	27,025
			18,537,002	20,783,152

Notes:

(a) These balances are unsecured, interest-free and have no fixed terms of repayment.

附註：

(a) 該等結餘屬無抵押、免息且無固定還款期。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

29. OTHER PAYABLES AND ACCRUALS
(Continued)

Notes: (Continued)

- (b) The balance represented proceeds, after deduction of certain percentage of upfront fee, received from specific purpose entities ("SPEs") set up by financial institutions in the PRC for the issuance of asset-backed securities, to which the Group has transferred the right of receipt of the remaining sales proceeds of certain properties to be delivered by the Group. Under the assignment arrangement between the Group and the SPEs, as and when the Group receives the sales proceeds from customers, the Group would remit to the holder of the asset-backed securities any cash flows it collects on behalf of the SPEs. During the year, the asset-backed special program was terminated and the remaining outstanding balances have been settled.
- (c) As at 31 December 2022, the financial guarantee contracts represent guarantees given to financial institutions in connection with facilities granted to independent third parties. The independent third parties' loan facilities granted by the financial institutions were RMB4,647,483,000 (2021: RMB4,226,351,000), of which was fully utilised by the independent third parties. The Group does not hold any collateral or other credit enhancements over the guarantees.

The Group does not provide financial guarantees except for limited circumstances. All guarantees are approved by the directors and senior management.

The financial guarantee contracts are measured at the higher of the ECL allowance and the amount initially recognised less the cumulative amount of income recognised. The ECL allowance is measured by estimating the cash shortfalls, which are based on the expected payments to reimburse the holders (i.e., the financial institutions) for a credit loss that it incurs less any amounts that the Group expects to receive from the debtors (i.e., the independent third parties). During the year, a ECL allowance of RMB1,650,167,000 (2021: RMB27,025,000) was further provided due to the deterioration of the financial position of the independent third parties.

29. 其他應付款項及應計費用(續)

附註：(續)

- (b) 該結餘指所收中國金融機構就發行資產支持證券設立的特殊目的實體(「特殊目的實體」)的所得款項(經扣除若干比例前期費用)，本集團已向其轉讓收取本集團將予交付的若干物業的其餘銷售所得款項的權利。根據本集團與特殊目的實體之間的轉讓安排，於本集團收到客戶的銷售所得款項時，本集團將向資產支持證券持有人匯出代表特殊目的實體收取的任何現金流量。年內，資產支持特別計劃已終止且餘下未償還結餘已結清。
- (c) 於2022年12月31日，財務擔保合約指就獨立第三方獲授的融資向金融機構提供的擔保。金融機構授出的獨立第三方貸款融資為人民幣4,647,483,000元(2021年：人民幣4,226,351,000元)，由獨立第三方全部動用。本集團並無就擔保持有任何抵押品或其他信貸保證。

除有限情況外，本集團不提供財務擔保。所有擔保均由董事及高級管理人員批准。

財務擔保合約按預期信貸損失撥備及初步確認金額減已確認收入累計金額的較高者計量。預期信貸損失撥備乃透過估計現金短缺計量，現金短缺是基於補償持有人(即金融機構)所產生信貸損失的預期款項減本集團預期自債務人(即獨立第三方)收取的任何金額。年內，由於獨立第三方財務狀況惡化，已進一步計提預期信貸損失撥備人民幣1,650,167,000元(2021年：人民幣27,025,000元)。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

30. INTEREST-BEARING BANK AND OTHER BORROWINGS 30. 計息銀行及其他借貸

		2022			2021		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元
Current	即期						
Bank loans-secured	銀行貸款-有抵押	3.97-8.55	On demand/ 2023	3,367,275	4.45-9.50	On demand/ 2022	4,135,102
Other loans-secured	其他貸款-有抵押	4.75-11.00	按要求/2023	3,670,618	4.75-10.70	按要求/2022	324,680
				<u>7,037,893</u>			<u>4,459,782</u>
Non-current	非即期						
Bank loans-secured	銀行貸款-有抵押	3.97-7.60	2024-2027	4,614,866	4.45-9.50	2023-2037	9,840,327
Other loans-secured	其他貸款-有抵押	11.00	2024	653,000	4.75-10.70	2023-2027	969,950
				<u>5,267,866</u>			<u>10,810,277</u>
				<u>12,305,759</u>			<u>15,270,059</u>

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Analysed into:	分析如下：		
Bank loans repayable:	須償還銀行貸款的期限：		
Within one year or on demand	於1年內或應要求	3,367,275	4,135,102
In the second year	於第2年	1,548,155	2,778,693
In the third to fifth years, inclusive	於第3年至第5年 (包括首尾兩年)	2,209,459	5,680,396
Beyond five years	5年後	857,252	1,381,238
		<u>7,982,141</u>	<u>13,975,429</u>
Other loans repayable:	須償還其他貸款的期限：		
Within one year or on demand	於1年內或應要求	3,670,618	324,680
In the second year	於第2年	653,000	969,950
		<u>4,323,618</u>	<u>1,294,630</u>
		<u>12,305,759</u>	<u>15,270,059</u>

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

30. INTEREST-BEARING BANK AND OTHER
BORROWINGS (Continued)

Notes:

- (a) Certain of the Group's bank and other borrowings are secured or guaranteed by:
- (i) mortgages over the Group's properties under development with an aggregate carrying amount at the end of the reporting period of approximately RMB7,940,920,000 (2021: RMB21,304,606,000) (note 23);
 - (ii) pledges over the Group's investment properties with an aggregate carrying amount at the end of the reporting period of approximately RMB7,434,300,000 (2021: RMB8,406,870,000) (note 15(a));
 - (iii) pledges over the Group's properties held for sale with an aggregate carrying amount at the end of the reporting period of approximately RMB1,619,973,000 (2021: RMB18,546,641,000) (note 24);
 - (iv) pledges over the Group's other receivables with an aggregate carrying amount at the end of the reporting period of approximately RMB15,463,300 (2021: RMB36,540,000) (note 25);
 - (v) pledges over the Group's equity interest in subsidiaries;
 - (vi) corporate guarantees executed by certain subsidiaries of the Company and the Company to the extent of RMB4,976,264,000 (2021: RMB9,067,149,000); and
 - (vii) certain deposits with an aggregate amount of RMB61,983,000 (2021: RMB422,416,000) placed by certain subsidiaries of the Company at specific bank accounts as guarantee deposits for the use of the loan proceeds as at 31 December 2022 (note 26(c)(iv)).
- (b) The Group's bank and other borrowings with carrying amounts of RMB7,458,154,000 (2021: RMB12,154,626,000), RMB863,748,000 (2021: RMB1,251,028,000) and RMB3,983,857,000 (2021: RMB1,864,405,000) are denominated in RMB, Hong Kong dollars and United States dollars, respectively.
- (c) As at 31 December 2022, the Group failed to comply with certain covenants of certain bank loans with an aggregate carrying amount of RMB580,929,000 (2021: RMB721,684,000) which in turn permitted the lenders to demand for accelerated repayment, and resulted the classification as current liabilities as at 31 December 2022.

附註：

- (a) 本集團的若干銀行及其他借貸乃由以下方式抵押或擔保：
- (i) 本集團於報告期間結束時，賬面總值約為人民幣7,940,920,000元（2021年：人民幣21,304,606,000元）的在建物業的按揭（附註23）；
 - (ii) 本集團於報告期間結束時，賬面總值約為人民幣7,434,300,000元（2021年：人民幣8,406,870,000元）的投資物業的抵押（附註15(a)）；
 - (iii) 本集團於報告期間結束時，賬面總值約為人民幣1,619,973,000元（2021年：人民幣18,546,641,000元）的持作銷售用途的物業的抵押（附註24）；
 - (iv) 本集團於報告期間結束時，賬面總值約為人民幣15,463,300元（2021年：人民幣36,540,000元）的其他應收款項的抵押（附註25）；
 - (v) 本集團於若干附屬公司的股權的抵押；
 - (vi) 本公司若干附屬公司及本公司所簽署金額為人民幣4,976,264,000元（2021年：人民幣9,067,149,000元）的公司擔保；及
 - (vii) 本公司的若干附屬公司於2022年12月31日於特定銀行賬戶存入若干按金總額為人民幣61,983,000元（2021年：人民幣422,416,000元）作為擔保按金，以使用貸款所得款項（附註26(c)(iv)）。
- (b) 本集團以人民幣、港幣及美元計值的銀行及其他借貸之賬面值分別為人民幣7,458,154,000元（2021年：人民幣12,154,626,000元）、人民幣863,748,000元（2021年：人民幣1,251,028,000元）及人民幣3,983,857,000元（2021年：人民幣1,864,405,000元）。
- (c) 於2022年12月31日，本集團未能遵守部分銀行貸款之若干契約，其賬面總值為人民幣580,929,000元（2021年：人民幣721,684,000元），而借款人因此可要求加速償還且導致於2022年12月31日分類為流動負債。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

31. CORPORATE BONDS

31. 公司債券

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Corporate bonds due in 2024	2024年到期的公司債券	2,000,000	3,500,000
Corporate bonds due in 2025	2025年到期的公司債券	2,850,000	3,000,000
		4,850,000	6,500,000
Portion classified as current liabilities	分類為流動負債的部分	(4,850,000)	(4,500,000)
Non-current liabilities	非流動負債	-	2,000,000

Included in the above are bonds in an aggregate principal amount of:

上文包括以下本金總額的債券：

- (i) RMB2,000,000,000 corporate bonds due in 2024 issued by a subsidiary of the Company in April 2019 (the "6.5% Corporate Bonds"). The 6.5% Corporate Bonds have a term of five years and bear interest at a rate of 6.5% per annum. The 6.5% Corporate Bonds are unsecured. At the end of the second, third and fourth year, the subsidiary of the Group shall be entitled to adjust the coupon rate of corporate bonds and the bond holders shall be entitled to sell back the bonds to the Group. The 6.5% Corporate Bonds are classified as a current liability as at 31 December 2022 and a non-current liability as at 31 December 2021.
- (ii) RMB1,500,000,000 corporate bonds due in 2024 issued by a subsidiary of the Company in April 2019 (the "7.5% Corporate Bonds"). The 7.5% Corporate Bonds have a term of five years and bear interest at a rate of 7.5% per annum. The 7.5% Corporate Bonds are unsecured. At the end of the third year, the subsidiary of the Group shall be entitled to adjust the coupon rate of corporate bonds and the bond holders shall be entitled to sell back the bonds to the Group. During the year, the Group has fully repaid the corporate bonds.
- (i) 本公司一間附屬公司於2019年4月發行2024年到期的人民幣2,000,000,000元的公司債券(「6.5厘公司債券」)。6.5厘公司債券為期五年，按每年6.5厘計息。6.5厘公司債券為無抵押。於第二年末、第三年末和第四年末，本集團的附屬公司有權調整公司債券的票面利率，而債券持有人有權向本集團回售債券。6.5厘公司債券於2022年12月31日分類為流動負債及2021年12月31日分類為非流動負債。
- (ii) 本公司一間附屬公司於2019年4月發行2024年到期的人民幣1,500,000,000元的公司債券(「7.5厘公司債券」)。7.5厘公司債券為期五年，按每年7.5厘計息。7.5厘公司債券為無抵押。於第三年末，本集團的附屬公司有權調整公司債券的票面利率，而債券持有人有權向本集團回售債券。年內，本集團已悉數償付該筆公司債券。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

31. CORPORATE BONDS (Continued)

- (iii) RMB1,500,000,000 corporate bonds due in 2025 issued by a subsidiary of the Company in July 2020 (the “6.5% Corporate Bonds II”). The 6.5% Corporate Bonds II have a term of five years and bear interest at a rate of 6.5% per annum. The 6.5% Corporate Bonds II are unsecured. At the end of the second and fourth year, the subsidiary of the Group shall be entitled to adjust the coupon rate of corporate bonds and the bond holders shall be entitled to sell back the bonds to the Group. During the year, the Group has repaid RMB75,000,000 of the corporate bonds and the remaining balance is RMB1,425,000,000 as at 31 December 2022. During the year ended 31 December 2022, the Group has agreed to change of repayment terms with respective bondholders in which the remaining balance of RMB1,425,000,000 6.5% Corporate Bonds II are becoming due in 2023 and therefore classified as current liability as at 31 December 2022. The 6.5% Corporate Bonds II are classified as a current liability as at 31 December 2021.
- (iv) RMB1,500,000,000 corporate bonds due in 2025 issued by a subsidiary of the Company in September 2020 (the “6.5% Corporate Bonds III”). The 6.5% Corporate Bonds III have a term of five years and bear interest at a rate of 6.5% per annum. The 6.5% Corporate Bonds III are unsecured. At the end of the second and fourth year, the subsidiary of the Group shall be entitled to adjust the coupon rate of corporate bonds and the bond holders shall be entitled to sell back the bonds to the Group. During the year, the Group has repaid RMB75,000,000 of the corporate bonds and the remaining balance is RMB1,425,000,000 as at 31 December 2022. During the year ended 31 December 2022, the Group has agreed to change of repayment terms with respective bondholders in which the remaining balance of RMB1,425,000,000 6.5% Corporate Bonds III are becoming due in 2023 and therefore classified as current liability as at 31 December 2022. The 6.5% Corporate Bonds III are classified as a current liability as at 31 December 2021.

31. 公司債券(續)

- (iii) 本公司一間附屬公司於2020年7月發行2025年到期的人民幣1,500,000,000元的公司債券(「6.5厘公司債券二」)。6.5厘公司債券二為期五年，按每年6.5厘計息。6.5厘公司債券二為無抵押。於第二年末和第四年末，本集團的附屬公司有權調整公司債券的票面利率，而債券持有人有權向本集團回售債券。年內，本集團已償還人民幣75,000,000元的公司債券，於2022年12月31日，餘額為人民幣1,425,000,000元。截至2022年12月31日止年度，本集團已同意與相關債券持有人變更償還條款，其中6.5厘公司債券二的餘額人民幣1,425,000,000元將於2023年到期，因此於2022年12月31日分類為流動負債。6.5厘公司債券二於2021年12月31日分類為流動負債。
- (iv) 本公司一間附屬公司於2020年9月發行2025年到期的人民幣1,500,000,000元的公司債券(「6.5厘公司債券三」)。6.5厘公司債券三為期五年，按每年6.5厘計息。6.5厘公司債券三為無抵押。於第二年末和第四年末，本集團的附屬公司有權調整公司債券的票面利率，而債券持有人有權向本集團回售債券。年內，本集團已償還人民幣75,000,000元的公司債券，於2022年12月31日，餘額為人民幣1,425,000,000元。截至2022年12月31日止年度，本集團已同意與相關債券持有人變更償還條款，其中6.5厘公司債券三的餘額人民幣1,425,000,000元將於2023年到期，因此於2022年12月31日分類為流動負債。6.5厘公司債券三於2021年12月31日分類為流動負債。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

32. SENIOR NOTES

32. 優先票據

		2022			2021		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元
2016 Senior Notes-6%	2016年優先票據—6%	6.26	2023	1,732,254	6.26	2023	1,586,948
2017 Senior Notes-6%	2017年優先票據—6%	6.35	2022	81,803	6.35	2022	2,167,224
2019 Senior Notes-8.625%	2019年優先票據—8.625%	9.40	2022	98,957	9.40	2022	1,542,649
2019 Senior Notes I-8.5%	2019年優先票據一—8.5%	8.81	2023	3,480,241	8.81	2023	3,177,845
2019 Senior Notes II-8.5%	2019年優先票據二—8.5%	8.85	2024	3,458,598	8.85	2024	3,166,252
2019 Senior Notes-6%	2019年優先票據—6%	7.74	2023	2,763,094	7.74	2023	2,487,760
2019 Senior Notes-8.375%	2019年優先票據—8.375%	8.63	2024	3,463,812	8.63	2024	3,167,929
2019 Senior Notes-8.3%	2019年優先票據—8.3%	8.56	2025	3,398,521	8.56	2025	3,106,033
2020 Senior Notes-7.375%	2020年優先票據—7.375%	7.52	2026	4,426,678	7.52	2026	4,050,700
2020 Senior Notes-7.7%	2020年優先票據—7.7%	7.87	2025	2,775,495	7.87	2025	2,538,146
2020 Senior Notes-7.85%	2020年優先票據—7.85%	8.01	2026	2,044,072	8.01	2026	1,869,074
2021 Senior Notes-6.35%	2021年優先票據—6.35%	6.36	2027	3,858,924	6.36	2027	3,550,782
2021 Senior Notes-8.5%	2021年優先票據—8.5%	18.06	2022	801,326	18.06	2022	708,546
2021 Senior Notes-9.95%	2021年優先票據—9.95%	14.06	2023	1,215,539	14.06	2023	1,072,040
2021 Senior Notes-12%	2021年優先票據—12%	14.66	2023	696,774	17.79	2022	620,455
2022 Senior Notes-7.8125%	2022年優先票據—7.8125%	10.07	2023	3,668,645	-	-	-
				37,964,733			34,812,383
Portion classified as current liabilities (Note)	分類為流動負債的部分(附註)			(37,964,733)			(5,038,874)
Non-current portion	非即期部分			-			29,773,509

Notes:

附註：

(a) In October 2016, the Company issued the 2016 Senior Notes-6% with an aggregate principal value of US\$250,000,000 (approximately RMB1,695,000,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$246,375,000 (approximately RMB1,670,000,000). The 2016 Senior Notes-6% will mature on 25 October 2023.

(a) 於2016年10月，本公司發行本金總值250,000,000美元(約人民幣1,695,000,000元)的2016年優先票據—6%。經扣除發行費用後的所得款項淨額約為246,375,000美元(約人民幣1,670,000,000元)。2016年優先票據—6%將於2023年10月25日到期。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

32. SENIOR NOTES (Continued)

Notes: (Continued)

- (b) In January 2017, the Company issued 2017 Senior Notes-6% with an aggregate principal value of US\$350,000,000 (approximately RMB2,410,277,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$343,700,000 (approximately RMB2,396,000,000). In October 2021, the Company early redeemed part of the 2017 Senior Notes-6% with a principal amount of US\$10,000,000 at the redemption price of US\$6,979,000 (approximately RMB44,222,000). In January 2022, the Company conducted the exchange offer to exchange notes with new notes with an extended maturity and terms. According to the exchange offer, 2017 Senior Notes-6% with a principal amount of US\$328,056,000 was exchanged. In March 2022, the Company early redeemed part of the 2017 Senior Notes-6% with a principal amount of US\$200,000 at the redemption price of US\$26,500 (approximately RMB205,375). The remaining principal of 2017 Senior Notes-6% in the amount of US\$11,744,000 matured on 25 January 2022 without any settlement.
- (c) In January 2019, the Company issued 8.625% senior notes (the "2019 Senior Notes - 8.625%") with an aggregate principal value of US\$500,000,000 (approximately RMB3,373,600,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$494,901,000 (approximately RMB3,339,199,000). In December 2019, the Company early redeemed part of the 2019 Senior Notes - 8.625% with a principal amount of US\$257,931,000 at the redemption price of US\$280,178,000 (approximately RMB1,951,244,000) representing 108.625% of the principal amount together with accrued and unpaid interest up to the redemption date. In January 2022, the Company conducted the exchange offer to exchange notes with new notes with an extended maturity and terms. According to the exchange offer, 2019 Senior Notes-8.625% with a principal amount of US\$227,628,000 was exchanged. The remaining principal of 2019 Senior Notes - 8.625% in the amount of US\$14,441,000 matured on 23 January 2022 without any settlement.
- (d) In January 2019, the Company issued 8.5% senior notes (the "2019 Senior Notes I - 8.5%") with an aggregate principal value of US\$500,000,000 (approximately RMB3,354,050,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$494,912,000 (approximately RMB3,319,922,000). The 2019 Senior Notes I - 8.5% will mature on 4 February 2023.

32. 優先票據(續)

附註：(續)

- (b) 於2017年1月，本公司發行本金總值350,000,000美元(約人民幣2,410,277,000元)的2017年優先票據—6%。經扣除發行費用後的所得款項淨額約為343,700,000美元(約人民幣2,396,000,000元)。於2021年10月，本公司提早贖回本金額10,000,000美元的部分2017年優先票據—6%，贖回價為6,979,000美元(約人民幣44,222,000元)。於2022年1月，本公司已進行交換要約，以交換年期較長的新票據。根據交換要約，本金額328,056,000美元的2017年優先票據—6%已進行交換。於2022年3月，本公司提早贖回本金額200,000美元的部分2017年優先票據—6%，贖回價為26,500美元(約人民幣205,375元)。2017年優先票據—6%的剩餘本金額11,744,000美元於2022年1月25日到期但並未償還。
- (c) 於2019年1月，本公司發行本金總值500,000,000美元(約人民幣3,373,600,000元)的8.625%優先票據(「2019年優先票據—8.625%」)。經扣除發行費用後的所得款項淨額約為494,901,000美元(約人民幣3,339,199,000元)。於2019年12月，本公司提早贖回本金額257,931,000美元的部分2019年優先票據—8.625%，贖回價為280,178,000美元(約人民幣1,951,244,000元，相當於本金額的108.625%)連同截至贖回日期的應計而未付利息。於2022年1月，本公司已進行交換要約，以交換年期較長的新票據。根據交換要約，本金額227,628,000美元的2019年優先票據—8.625%已進行交換。2019年優先票據—8.625%的剩餘本金額14,441,000美元於2022年1月23日到期但並未償還。
- (d) 於2019年1月，本公司發行本金總值500,000,000美元(約人民幣3,354,050,000元)的8.5%優先票據(「2019年優先票據—8.5%」)。經扣除發行費用後的所得款項淨額約為494,912,000美元(約人民幣3,319,922,000元)。2019年優先票據—8.5%將於2023年2月4日到期。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

32. SENIOR NOTES (Continued)

Notes: (Continued)

- (e) In February 2019, the Company issued 8.5% senior notes (the "2019 Senior Notes II – 8.5%") with an aggregate principal value of US\$500,000,000 (approximately RMB3,351,195,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$493,000,000 (approximately RMB3,304,278,000). The 2019 Senior Notes II – 8.5% will mature on 26 February 2024.
- (f) In July 2019, the Company issued 6% senior notes (the "2019 Senior Notes – 6%") with an aggregate principal value of US\$400,000,000 (approximately RMB2,654,619,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$376,379,000 (approximately RMB2,497,859,000). The 2019 Senior Notes – 6% will mature on 25 October 2023.
- (g) In October 2019, the Company issued 8.375% senior notes (the "2019 Senior Notes – 8.375%") with an aggregate principal value of US\$500,000,000 (approximately RMB3,504,550,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$494,902,000 (approximately RMB3,468,821,000). In March 2020, the Company early redeemed part of the 2019 Senior Notes – 8.375% with a principal amount of US\$3,000,000 at the redemption price of US\$2,065,000 (approximately RMB13,481,000). The remaining principal of 2019 Senior Notes – 8.375% in the amount of US\$497,000,000 will mature on 30 October 2024.
- (h) In November 2019, the Company issued 8.3% senior notes (the "2019 Senior Notes – 8.3%") with an aggregate principal value of US\$500,000,000 (approximately RMB3,514,991,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$494,000,000 (approximately RMB3,472,811,000). In March 2020, the Company early redeemed part of the 2019 Senior Notes – 8.3% with a principal amount of US\$5,000,000 at the redemption price of US\$3,546,000 (approximately RMB23,150,000). During the year ended 31 December 2021, the Company early redeemed part of the 2019 Senior Notes – 8.3% with total of the principal amount of US\$9,000,000 at the redemption price of US\$7,943,000 (approximately RMB50,330,000). The remaining principal of 2019 Senior Notes – 8.3% in the amount of US\$486,000,000 will mature on 27 May 2025.

32. 優先票據(續)

附註：(續)

- (e) 於2019年2月，本公司發行本金總值500,000,000美元(約人民幣3,351,195,000元)的8.5%優先票據(「2019年優先票據二—8.5%」)。經扣除發行費用後的所得款項淨額約為493,000,000美元(約人民幣3,304,278,000元)。2019年優先票據二—8.5%將於2024年2月26日到期。
- (f) 於2019年7月，本公司發行本金總值400,000,000美元(約人民幣2,654,619,000元)的6%優先票據(「2019年優先票據—6%」)。經扣除發行費用後的所得款項淨額約為376,379,000美元(約人民幣2,497,859,000元)。2019年優先票據—6%將於2023年10月25日到期。
- (g) 於2019年10月，本公司發行本金總值500,000,000美元(約人民幣3,504,550,000元)的8.375%優先票據(「2019年優先票據—8.375%」)。經扣除發行費用後的所得款項淨額約為494,902,000美元(約人民幣3,468,821,000元)。於2020年3月，本公司提早贖回本金額3,000,000美元的部分2019年優先票據—8.375%，贖回價為2,065,000美元(約人民幣13,481,000元)。2019年優先票據—8.375%的剩餘本金額497,000,000美元將於2024年10月30日到期。
- (h) 於2019年11月，本公司發行本金總值500,000,000美元(約人民幣3,514,991,000元)的8.3%優先票據(「2019年優先票據—8.3%」)。經扣除發行費用後的所得款項淨額約為494,000,000美元(約人民幣3,472,811,000元)。於2020年3月，本公司提早贖回本金額5,000,000美元的部分2019年優先票據—8.3%，贖回價為3,546,000美元(約人民幣23,150,000元)。於截至2021年12月31日止年度，本公司提早贖回本金總額9,000,000美元的部分2019年優先票據—8.3%，贖回價為7,943,000美元(約人民幣50,330,000元)。2019年優先票據—8.3%的剩餘本金額486,000,000美元將於2025年5月27日到期。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

32. SENIOR NOTES (Continued)

Notes: (Continued)

- (i) In January 2020, the Company issued 7.375% senior notes (the "2020 Senior Notes – 7.375%") with an aggregate principal value of US\$645,000,000 (approximately RMB4,440,581,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$640,455,000 (approximately RMB4,409,290,000). In March 2020, the Company early redeemed part of the 2020 Senior Notes – 7.375% with a principal amount of US\$1,500,000 at the redemption price of US\$997,000 (approximately RMB6,509,000). During the year ended 31 December 2021, the Company early redeemed part of the 2020 Senior Notes – 7.375% with total of the principal amount of US\$7,000,000 at the redemption price of US\$5,932,000 (approximately RMB37,588,000). The remaining principal of 2020 Senior Notes – 7.375% in the amount of US\$636,500,000 will mature on 13 January 2026.
- (j) In February 2020, the Company issued 7.7% senior notes (the "2020 Senior Notes – 7.7%") with an aggregate principal value of US\$400,000,000 (approximately RMB2,809,363,000). The net proceeds, after deducting the issuance costs, amounted to approximately US\$397,166,000 (approximately RMB2,789,460,000). The 2020 Senior Notes – 7.7% will mature on 20 February 2025.
- (k) In August 2020, the Company issued green senior notes with an aggregate principal amount of US\$300,000,000 (approximately RMB2,088,540,000) bearing interest at 7.85% per annum. The net proceeds, after deducting the issuance costs, amounted to approximately US\$296,000,000 (approximately RMB2,060,693,000). In March 2021, the Company early redeemed part of the senior notes with a principal amount of US\$5,000,000 at the redemption price of US\$4,311,000 (approximately RMB28,305,000). The remaining principal of senior notes in the amount of US\$295,000,000 will mature on 12 August 2026.

32. 優先票據(續)

附註：(續)

- (i) 於2020年1月，本公司發行本金總值645,000,000美元(約人民幣4,440,581,000元)的7.375%優先票據(「2020年優先票據—7.375%」)。經扣除發行費用後的所得款項淨額約為640,455,000美元(約人民幣4,409,290,000元)。於2020年3月，本公司提早贖回本金額1,500,000美元的部分2020年優先票據—7.375%，贖回價為997,000美元(約人民幣6,509,000元)。於截至2021年12月31日止年度，本公司提早贖回本金總額7,000,000美元的部分2020年優先票據—7.375%，贖回價為5,932,000美元(約人民幣37,588,000元)。2020年優先票據—7.375%的剩餘本金額636,500,000美元將於2026年1月13日到期。
- (j) 於2020年2月，本公司發行本金總值400,000,000美元(約人民幣2,809,363,000元)的7.7%優先票據(「2020年優先票據—7.7%」)。經扣除發行費用後的所得款項淨額約為397,166,000美元(約人民幣2,789,460,000元)。2020年優先票據—7.7%將於2025年2月20日到期。
- (k) 於2020年8月，本公司發行本金總額300,000,000美元(約人民幣2,088,540,000元)的綠色優先票據，按年利率7.85%計息。經扣除發行費用後的所得款項淨額約為296,000,000美元(約人民幣2,060,693,000元)。於2021年3月，本公司提早贖回本金額5,000,000美元的部分優先票據，贖回價為4,311,000美元(約人民幣28,305,000元)。優先票據的剩餘本金額295,000,000美元將於2026年8月12日到期。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

32. SENIOR NOTES (Continued)

Notes: (Continued)

- (l) In January 2021, the Company issued green senior notes with an aggregate principal amount of US\$562,000,000 (approximately RMB3,635,232,000) bearing interest at 6.35% per annum. The net proceeds, after deducting the issuance costs, amounted to approximately US\$556,853,000 (approximately RMB3,601,939,000). In March 2021, the Company early redeemed part of the 2021 Senior Notes – 6.35% with a principal amount of US\$5,000,000 at the redemption price of US\$4,386,000 (approximately RMB28,798,000). The remaining principal of 2021 Senior Notes – 6.35% in the amount of US\$557,000,000 will mature on 13 January 2027.
- (m) In September 2021, the Company issued green senior notes with an aggregate principal amount of US\$120,000,000 (approximately RMB774,792,000) bearing interest at 8.5% per annum. The net proceeds, after deducting the issuance costs, amounted to approximately US\$109,912,000 (approximately RMB709,658,000). In November 2021, the Company early redeemed part of the senior notes with a principal amount of US\$5,000,000 at the redemption price of US\$5,000,000 (approximately RMB31,935,000). During the year, the remaining principal of senior notes in the amount of US\$115,000,000 matured on 22 September 2022 without any settlement.
- (n) In August 2021, the Company issued green senior notes with an aggregate principal amount of US\$200,000,000 (approximately RMB1,291,320,000) bearing interest at 9.95% per annum. The net proceeds, after deducting the issuance costs, amounted to approximately US\$186,727,000 (approximately RMB1,205,622,000). During the year ended 31 December 2021, the Company early redeemed part of the senior notes with total of the principal amount of US\$21,000,000 at the redemption price of US\$19,751,000 (approximately RMB125,150,000). The remaining principal of senior notes in the amount of US\$179,000,000 will mature on 27 August 2023.
- (o) In July 2021, the Company issued green senior notes with an aggregate principal amount of US\$100,000,000 (approximately RMB652,500,000) bearing interest at 12% per annum. The net proceeds, after deducting the issuance costs, amounted to approximately US\$94,901,000 (approximately RMB619,229,000). During the year, the Company amended the 12% Senior Notes originally due 2022 to 12% Senior Notes due 2023. The senior notes will mature on 30 September 2023.

32. 優先票據(續)

附註：(續)

- (l) 於2021年1月，本公司發行本金總額562,000,000美元(約人民幣3,635,232,000元)的綠色優先票據，按年利率6.35%計息。經扣除發行費用後的所得款項淨額約為556,853,000美元(約人民幣3,601,939,000元)。於2021年3月，本公司提早贖回本金額5,000,000美元的部分2021年優先票據—6.35%，贖回價為4,386,000美元(約人民幣28,798,000元)。2021年優先票據—6.35%的剩餘本金額557,000,000美元將於2027年1月13日到期。
- (m) 於2021年9月，本公司發行本金總額120,000,000美元(約人民幣774,792,000元)的綠色優先票據，按年利率8.5%計息。經扣除發行費用後的所得款項淨額約為109,912,000美元(約人民幣709,658,000元)。於2021年11月，本公司提早贖回本金額5,000,000美元的部分優先票據，贖回價為5,000,000美元(約人民幣31,935,000元)。年內，優先票據的剩餘本金額115,000,000美元於2022年9月22日到期但並未償還。
- (n) 於2021年8月，本公司發行本金總額200,000,000美元(約人民幣1,291,320,000元)的綠色優先票據，按年利率9.95%計息。經扣除發行費用後的所得款項淨額約為186,727,000美元(約人民幣1,205,622,000元)。截至2021年12月31日止年度，本公司提早贖回本金總額21,000,000美元的部分優先票據，贖回價為19,751,000美元(約人民幣125,150,000元)。優先票據的剩餘本金額179,000,000美元將於2023年8月27日到期。
- (o) 於2021年7月，本公司發行本金總額100,000,000美元(約人民幣652,500,000元)的綠色優先票據，按年利率12%計息。經扣除發行費用後的所得款項淨額約為94,901,000美元(約人民幣619,229,000元)。年內，本公司將原定2022年到期的12%優先票據變更為2023年到期的12%優先票據。優先票據將於2023年9月30日到期。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

32. SENIOR NOTES (Continued)

Notes: (Continued)

- (p) In January 2022, the Company issued new senior notes to conducted the exchange offer with an aggregate principal amount of US\$527,899,800 (approximately RMB3,416,145,186) bearing interest at 7.8125% per annum. The net proceeds, after deducting the issuance costs, amounted to approximately US\$516,910,350 (approximately RMB3,345,030,254). The senior notes will mature on 30 January 2023.
- (q) The Company, at its option, can redeem all or a portion of the senior notes at any time prior to the maturity date at the redemption prices (principal amount plus applicable premium) plus accrued and unpaid interest up to the redemption date, as set forth in the written agreements between the Company and the trustees of the senior notes.
- (r) The senior notes of the Group are denominated in United States dollars and are secured by pledges over the equity interests of certain subsidiaries of the Company.
- (s) During the year ended 31 December 2022, the Group failed to pay off a US\$389,203,000 (equivalent to RMB2,689,028,000) senior notes' interest and non-payment of three senior notes with principal in total of US\$141,185,000 (equivalent to RMB982,086,000). Such non-payment of interest or overdue principal have caused an event of default under the senior notes agreements. As a result, all noteholders have right to demand immediate repayment of the principal and accrued interest. As at 31 December 2022, all senior notes are classified as current liabilities.

32. 優先票據(續)

附註：(續)

- (p) 於2022年1月，本公司發行本金總額為527,899,800美元(約人民幣3,416,145,186元)的新優先票據，按年利率7.8125%計息，以進行交換邀約。經扣除發行費用後的所得款項淨額約為516,910,350美元(約人民幣3,345,030,254元)。優先票據將於2023年1月30日到期。
- (q) 按本公司與優先票據受託人訂定的書面協議所載，本公司可在到期日前隨時以贖回價(即本金額加適用溢價)加載至贖回日期的應計而未付利息酌情贖回全部或部分優先票據。
- (r) 本集團的優先票據以美元計值及以本公司若干附屬公司的股權作抵押。
- (s) 於截至2022年12月31日止年度，本集團未付清優先票據利息389,203,000美元(相當於人民幣2,689,028,000元)及未支付三筆優先票據的本金共計141,185,000美元(相當於人民幣982,086,000元)。相關未支付利息或逾期本金已造成優先票據協議的違約事件。因此，所有票據持有人有權要求立即償還本金及應計利息。於2022年12月31日，所有優先票據均分類為流動負債。

Notes to Financial Statements (Continued)
財務報表附註(續)

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33. PROVISION FOR LAND APPRECIATION TAX

33. 土地增值稅撥備

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
At 1 January	於1月1日	1,994,610	1,944,232
Charged to profit or loss during the year (note 11)	年內於損益扣除(附註11)	339,126	666,108
Payment during the year	年內付款	(672,675)	(615,730)
At 31 December	於12月31日	1,661,061	1,994,610

According to the requirements of the Provisional Regulations of the PRC on LAT effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT effective from 27 January 1995, all gains arising from the sale or transfer of state-owned land use rights, buildings and their attached facilities in Mainland China are subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, with an exemption provided for the sale of ordinary residential properties if their appreciation values do not exceed 20% of the sum of the total deductible items.

The Group has estimated, made and included in taxation a provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities may disagree with the basis on which the provision for LAT is calculated.

根據自1994年1月1日起生效的《中華人民共和國土地增值稅暫行條例》及自1995年1月27日起生效的《中華人民共和國土地增值稅暫行條例實施細則》的規定，在中國大陸出售或轉讓國有土地使用權、樓宇及其附帶設施產生的所有收益，須按介乎增值價值的30%至60%的累進稅率繳納土地增值稅，若增值價值不超過全部可扣稅項目總和的20%，則普通標準住宅的銷售可豁免繳納土地增值稅。

本集團已根據相關中國稅務法例法規所載規定，估計、作出及在稅項內計入土地增值稅撥備。實際的土地增值稅負債須待物業開發項目竣工後，由稅務當局釐定，而稅務當局可能不同意本集團計算土地增值稅撥備的基準。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

34. DEFERRED TAX

Net deferred tax assets and liabilities recognised in the consolidated statement of financial position are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項資產	1,858,268	1,199,409
Deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表中確認的遞延稅項負債	(3,487,174)	(4,014,617)
		<u>(1,628,906)</u>	<u>(2,815,208)</u>

34. 遞延稅項

於綜合財務狀況表中確認的遞延稅項資產及負債淨額如下：

The movements in deferred tax assets and liabilities during the year are as follows:

年內，遞延稅項資產及負債的變動如下：

Deferred tax assets

遞延稅項資產

		Arising from provision for LAT 產生自土地 增值稅撥備 RMB'000 人民幣千元	Fair value adjustments arising from acquisition of subsidiaries 收購附屬 公司產生之 公允價值調整 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	515,797	154,187	178,485	848,469
Credited to profit or loss during the year	年內計入損益	12,595	-	139,227	151,822
Acquisition of subsidiaries (note 40(ii))	收購附屬公司(附註40(ii))	94,915	118,644	-	213,559
Disposal of subsidiaries (note 41)	出售附屬公司(附註41)	(14,441)	-	-	(14,441)
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	608,866	272,831	317,712	1,199,409
(Charged)/credited to profit or loss during the year	年內(自損益扣除)/計入損益	(83,387)	-	708,760	625,373
Acquisition of subsidiaries	收購附屬公司	-	-	41,834	41,834
Disposal of subsidiaries (note 41)	出售附屬公司(附註41)	(8,348)	-	-	(8,348)
At 31 December 2022	於2022年12月31日	<u>517,131</u>	<u>272,831</u>	<u>1,068,306</u>	<u>1,858,268</u>

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

34. DEFERRED TAX (Continued)

Deferred tax liabilities

34. 遞延稅項(續)

遞延稅項負債

		Arising from revaluation on investment properties 產生自投資 物業重估 RMB'000 人民幣千元	Fair value adjustments arising from acquisition of subsidiaries 收購附屬 公司產生之 公允值調整 RMB'000 人民幣千元	Revaluation of properties 物業重估 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	1,280,883	2,451,377	111,491	3,843,751
Charged/(credited) to profit or loss during the year	年內自損益扣除/(計入損益)	179,471	(35,410)	-	144,061
Acquisition of subsidiaries (note 40(ii))	收購附屬公司(附註40(ii))	-	26,805	-	26,805
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	1,460,354	2,442,772	111,491	4,014,617
Credited to profit or loss during the year	年內計入損益	(85,001)	(338,832)	-	(423,833)
Acquisition of subsidiaries	收購附屬公司	-	18,192	-	18,192
Disposal of subsidiaries (note 41))	出售附屬公司(附註41)	(63,455)	(58,347)	-	(121,802)
At 31 December 2022	於2022年12月31日	1,311,898	2,063,785	111,491	3,487,174

The Group had unutilised tax losses of approximately RMB9,727,570,000 as at 31 December 2022 (2021: RMB3,427,767,000) that can be carried forward for five years from the year in which the losses arose for offsetting against future taxable profits of the tax entity in which the losses arose. Deferred tax assets have not been recognised in respect of certain of these losses of RMB5,454,346,000 (2021: RMB2,143,712,000) as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which these tax losses can be utilised.

本集團於2022年12月31日的未動用稅項虧損約為人民幣9,727,570,000元(2021年: 人民幣3,427,767,000元), 該等稅項虧損可由虧損出現的年度起結轉五年, 以抵銷出現虧損的稅項實體未來的應課稅利潤。由於虧損由蒙受虧損多時的附屬公司產生, 且本集團認為不大可能有可利用稅項虧損抵銷的應課稅利潤, 故並無就若干該等虧損人民幣5,454,346,000元(2021年: 人民幣2,143,712,000元) 確認遞延稅項資產。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

34. DEFERRED TAX (Continued)

Deferred tax liabilities (Continued)

Pursuant to the New Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

As 31 December 2022 and 2021, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will settle any dividends declared on such earnings in the foreseeable future. The aggregate amount of temporary differences associated with interests in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totaled approximately RMB26,080,109,000 as at 31 December 2022 (2021: RMB30,437,180,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

34. 遞延稅項 (續)

遞延稅項負債 (續)

根據新企業所得稅法，在中國大陸成立的外資企業向外國投資者宣派的股息須繳納10%的預扣稅。該規定自2008年1月1日起生效，並對2007年12月31日後獲得的盈利適用。倘中國大陸與該等外國投資者所在司法權區有簽訂稅務條約，則可按較低稅率繳納預扣稅。因此，本集團須就該等在中國大陸成立的附屬公司自2008年1月1日起獲得的盈利宣派的股息繳納預扣稅。

於2022年及2021年12月31日，並無就本集團於中國大陸成立的附屬公司應付的未匯出盈利（須繳納預扣稅）所產生的預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來不大可能結算有關盈利宣派的任何股息。於2022年12月31日，並未就與中國大陸附屬公司權益有關的暫時差額確認遞延稅項負債的總額合共約為人民幣26,080,109,000元（2021年：人民幣30,437,180,000元）。

本公司向其股東派付股息並未對所得稅構成影響。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

35. SHARE CAPITAL
Shares

35. 股本
股份

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Authorised:	法定：		
100,000,000,000 ordinary shares of HK\$0.1 each	100,000,000,000股每股面值港幣0.1元的普通股	8,813,679	8,813,679
Issued and fully paid:	已發行及繳足：		
6,543,909,500 (2021: 6,543,909,500) ordinary shares of HK\$0.1 each.	6,543,909,500股 (2021年：6,543,909,500股) 每股面值港幣0.1元的普通股	559,947	559,947

A summary of movements in the Company's share capital and share premium account is as follows:

本公司之股本及股份溢價賬變動概述如下：

		Number of shares in issue 已發行股份 數目	Issued capital 已發行股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	5,693,702,258	489,142	1,079,244	1,568,386
Final 2020 dividend	2020年末期股息	-	-	(1,030,947)	(1,030,947)
Interim 2021 dividend	2021年中期股息	-	-	(276,940)	(276,940)
Issue of shares for scrip dividend (note (a))	就以股代息發行股份(附註(a))	850,207,242	70,805	1,237,082	1,307,887
At 31 December 2021, 1 January 2022 and 31 December 2022	於2021年12月31日、2022年1月1日及2022年12月31日	6,543,909,500	559,947	1,008,439	1,568,386

Notes:

附註：

a) No dividend has been proposed since the end of the reporting period (During the year ended 31 December 2021, 610,851,123 and 239,356,119 ordinary shares of HK\$0.10 each in the Company were issued at HK\$2.004 and HK\$1.396 per share respectively as scrip dividend).

(a) 自報告期間結束以來概無擬派股息(截至2021年12月31日止年度，本公司分別按每股港幣2.004元及港幣1.396元發行610,851,123股及239,356,119股每股面值港幣0.10元的普通股以股代息)。

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 36 to the financial statements.

購股權

本公司購股權計劃及根據計劃發行之購股權的詳情載於財務報表附註36。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

36. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

Share option scheme – 2010 and 2020 Scheme

The Company operates a share option scheme (the “2010 Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the 2010 Scheme include the Company’s directors and other employees of the Group. The Scheme became effective on 24 May 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The 2010 Scheme expired on 23 May 2020, but the share options already granted under the 2010 Scheme before its expiration remain valid. The maximum number of unexercised share options currently permitted to be granted under the 2010 Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time.

The maximum number of shares issuable under share options to each eligible participant in the 2010 Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

A new share option scheme was adopted by the Company on 4 June 2020 (the “2020 Scheme”). Unless otherwise cancelled or amended, the 2020 Scheme will remain valid and effective for 10 years from the date of adoption. As of 31 December 2020, none of the share options has been granted under the 2020 Scheme.

36. 購股權計劃及股份獎勵計劃

購股權計劃—2010年及2020年計劃

本公司設有一項購股權計劃（「2010年計劃」），旨在向為本集團業務之成功作出貢獻之合資格參與者提供獎勵及報酬。2010年計劃之合資格參與者包括本公司董事及本集團其他僱員。該計劃於2010年5月24日起生效，除非獲取消或修訂，否則將由該日起計十年內保持有效。2010年計劃已於2020年5月23日屆滿，惟於2010年計劃屆滿前已授出之購股權仍然有效。根據2010年計劃現時可授出的尚未行使購股權之最高數目為相等於獲行使時佔本公司於任何時間之已發行股份10%之數目。

在任何12個月期間內授予2010年計劃之每位合資格參與者之購股權之可予發行股份最高數目，以本公司於任何時間之已發行股份1%為限。凡進一步授出超逾此限額之購股權須在股東大會上獲股東批准。

本公司已於2020年6月4日採納一項新購股權計劃（「2020年計劃」）。除非獲取消或修訂，否則2020年計劃將由該日起計十年內保持有效。截至2020年12月31日，並無根據2020年計劃授出任何購股權。

Notes to Financial Statements (Continued)
財務報表附註 (續)

31 December 2022 2022年12月31日

**36. SHARE OPTION SCHEME AND SHARE
AWARD SCHEME (Continued)**

**Share option scheme – 2010 and 2020
Scheme (Continued)**

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a vesting period and ends on a date which is not later than ten years from the date of offer of the share options or the expiry date of the 2010 Scheme, if earlier.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Hong Kong Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Hong Kong Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

36. 購股權計劃及股份獎勵計劃 (續)

**購股權計劃—2010年及2020年計劃
(續)**

授予本公司董事、行政總裁或主要股東或彼等任何聯繫人之購股權須經獨立非執行董事事先批准。此外，於任何12個月期間內，倘授予本公司主要股東或獨立非執行董事或彼等任何聯繫人之任何購股權超逾本公司任何時候之已發行股份0.1%或根據於授出日期本公司股份價格計算之總值超過港幣5,000,000元，則須經股東於股東大會上事先批准。

授出購股權之要約可於要約日期起計二十八天內由承授人支付名義代價合共港幣1元後予以接納。所授出購股權之行使期乃由董事釐定，並於歸屬期後開始，及於不遲於購股權要約日期起計十年或2010年計劃屆滿日期完結（以較早者為準）。

購股權之行使價由董事釐定，惟不得低於以下之較高者：(i)本公司股份於購股權要約日期在香港聯交所之收市價；及(ii)本公司股份於緊接要約日期前五個交易日在香港聯交所之平均收市價。

購股權並不賦予持有人收取股息或於股東大會投票之權利。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

36. SHARE OPTION SCHEME AND SHARE
AWARD SCHEME (Continued)

Share option scheme – 2010 and 2020
Scheme (Continued)

The following share options were outstanding under the 2010 and 2020 Scheme during the year:

36. 購股權計劃及股份獎勵計劃(續)

購股權計劃—2010年及2020年計劃
(續)

以下為於年內2010年及2020年計劃項下尚未行使之購股權：

		2022		2021	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價 HK\$ per share 每股港幣元	購股權數目	加權平均 行使價 HK\$ per share 每股港幣元	購股權數目
At 1 January	於1月1日	3.509	177,722,760	3.895	137,539,260
Granted during the year	年內授出	—	—	2.774	69,585,000
Lapsed during the year	年內失效	3.509	(38,160,460)	3.574	(29,401,500)
Cancelled during the year	年內註銷	—	—	—	—
At 31 December	於12月31日	3.509	139,562,300	3.509	177,722,760

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

36. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

Share option scheme – 2010 and 2020 Scheme (Continued)

The exercise price and exercise period of the share options outstanding under the 2010 and 2020 Scheme as at the end of the reporting period are as follows:

Number of options 購股權數目		Exercise price HK\$ per share 行使價每股港幣元	Exercise period 行使期間
2022	2021		
146,480	151,200	1.875	01-01-2016 to 31-12-2022
278,800	285,200	1.930	01-01-2017 to 31-12-2023
294,000	294,000	1.892	21-01-2018 to 20-01-2025
335,360	341,880	1.875	01-01-2018 to 31-12-2022
271,500	277,200	1.930	01-01-2019 to 31-12-2023
566,000	586,000	1.812	27-01-2019 to 27-01-2026
4,199,360	4,205,880	1.875	01-01-2020 to 31-12-2022
1,725,000	1,725,000	1.892	21-01-2020 to 20-01-2025
3,452,000	3,556,000	2.620	26-01-2020 to 26-01-2027
1,000,000	1,000,000	4.550	20-07-2020 to 21-07-2027
1,350,300	1,506,900	1.930	01-01-2021 to 31-12-2023
6,880,000	8,008,000	5.880	25-01-2021 to 25-01-2028
3,157,500	3,472,500	1.812	27-01-2021 to 27-01-2026
2,707,500	2,956,500	1.892	21-01-2022 to 20-01-2025
8,484,000	10,448,000	3.650	24-01-2022 to 24-01-2029
3,584,000	4,277,000	2.620	26-01-2022 to 26-01-2027
750,000	750,000	4.550	20-07-2022 to 21-01-2027
11,847,200	16,169,200	4.274	22-01-2023 to 22-01-2030
5,160,000	6,006,000	5.880	25-01-2023 to 25-01-2028
3,157,500	3,472,500	1.812	27-01-2023 to 27-01-2026
6,363,000	7,836,000	3.650	24-01-2024 to 24-01-2029
3,584,000	4,277,000	2.620	26-01-2024 to 26-01-2027
750,000	750,000	4.550	26-07-2024 to 20-07-2027
16,090,000	22,910,000	2.774	28-01-2024 to 08-01-2031
8,885,400	12,126,900	4.274	22-01-2025 to 22-01-2030
5,160,000	6,006,000	5.880	25-01-2025 to 25-01-2028
6,363,000	7,836,000	3.650	24-01-2026 to 24-01-2029
12,067,500	17,182,500	2.774	28-01-2026 to 28-01-2031
8,885,400	12,126,900	4.274	22-01-2027 to 22-01-2030
12,067,500	17,182,500	2.774	28-01-2028 to 28-01-2031
139,562,300	177,722,760		

36. 購股權計劃及股份獎勵計劃(續)

購股權計劃—2010年及2020年計劃(續)

於報告期間結束時2010年及2020年計劃項下尚未行使之購股權之行使價及行使期間如下：

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

36. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

Share option scheme – 2010 and 2020 Scheme (Continued)

Notes:

At the end of the reporting period, the Company had 139,562,300 share options outstanding under the 2010 and 2020 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 139,562,300 additional ordinary shares of the Company and additional share capital of appropriately RMB13,956,230 and share premium of RMB48,148,994 (before issue expenses).

At the date of approval of these financial statements, the Company had 99,337,300 share options outstanding under the 2010 Scheme and 40,225,000 share options outstanding under the 2020 Scheme, which represented approximately 2.13% of the Company's shares in issue as at that date.

Share award scheme

The Company operates a share award scheme (the "Share Award Scheme") which was adopted by an ordinary resolution of the shareholders of the Company on 29 September 2020. Unless otherwise cancelled or amended, the Share Award Scheme will remain valid and effective for 10 years from the date of adoption. The specific objectives of the Scheme are (i) to promote the long-term sustained growth in the shareholder value of the Group; (ii) to recognise the contributions by certain outstanding Employees and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (iii) to attract outstanding talents in the industry for further development of the Group.

The Share Award Scheme is operated by an independent trustee which holds the shares in trust for the selected participants, until the shares become vested. The shares to be awarded under the Share Award Scheme will be acquired by the trustee from the open market. The shares granted will be vested in the proportions and on the dates as set out in the relevant letters of grant issued by the Company. Vested shares will be transferred to the selected participants at no cost save that transaction fees and expenses will be payable by the selected participants as transferees.

36. 購股權計劃及股份獎勵計劃(續)

購股權計劃—2010年及2020年計劃(續)

附註：

於報告期間結束時，本公司於2010年及2020年計劃項下有139,562,300份購股權未獲行使。根據本公司現時資本架構，悉數行使尚未行使購股權將導致額外發行139,562,300股本公司普通股及產生額外股本約人民幣13,956,230元及股份溢價人民幣48,148,994元（未扣除發行開支）。

於該等財務報表獲批准之日，本公司有99,337,300份2010年計劃項下尚未行使購股權及40,225,000份2020年計劃項下尚未行使購股權，相當於本公司當日已發行股份約2.13%。

股份獎勵計劃

本公司設有一項股份獎勵計劃（「股份獎勵計劃」），本公司股東以普通決議案於2020年9月29日採納該計劃。除非另行註銷或修訂，否則股份獎勵計劃將自採納日期起計10年繼續有效及生效。本計劃的具體目的為：(i)提升本集團股東價值長期持續增長；(ii)肯定若干優秀員工的貢獻及為本集團的持續營運及發展向彼等提供激勵以挽留彼等；及(iii)為本集團的進一步發展吸引行業優秀人才。

股份獎勵計劃由獨立受託人營運，將以信託形式為有關獲選參與者持有股份，直至股份歸屬為止。受託人將自公開市場購入根據股份獎勵計劃將授予的股份。所授出之股份將按本公司所發出的有關授予獎勵函件內所指明的比例於各有關日期歸屬。已歸屬股份將會不需任何費用轉讓予獲選參與者，惟相關交易費用及開支應由獲選參與者以承讓人身份支付。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

36. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

Share award scheme (Continued)

As at 31 December 2022, the number of the Company's shares held under the share award scheme account is 10,324,504 (2021: 10,324,504). None of the shares purchased has been awarded under the Share Award Scheme.

37. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

(i) Statutory surplus reserve

Transfers from retained profits to the statutory surplus reserve were made in accordance with the relevant PRC rules and regulations and the articles of association of the Group's subsidiaries established in the PRC, and were approved by the respective boards of directors.

(ii) Capital reserve

Certain amount of gain or loss arising from the acquisition of non-controlling interests and disposal of the Group's subsidiaries without loss of control was recognised as capital reserve.

38. SENIOR PERPETUAL SECURITIES

On 29 September 2017, the Company issued senior perpetual securities with a principal amount of US\$300,000,000 (equivalent to RMB1,911,986,000).

36. 購股權計劃及股份獎勵計劃(續)

股份獎勵計劃(續)

於2022年12月31日，股份獎勵計劃賬目下持有的本公司股份數目為10,324,504股（2021年：10,324,504股）。所購入股份概無根據股份獎勵計劃授出。

37. 儲備

本集團於本年度及過往年度的儲備金額及其變動列載於綜合權益變動表。

(i) 法定盈餘儲備

自保留利潤轉撥至法定盈餘儲備乃根據中國相關規則和法規以及本集團在中國成立的附屬公司的組織章程細則作出，並經由各自的董事會批准。

(ii) 資本儲備

因收購非控股權益及出售本集團附屬公司（未喪失控制權）而產生的若干數額收益或虧損被確認為資本儲備。

38. 高級永續證券

於2017年9月29日，本公司發行高級永續證券，本金金額為300,000,000美元（相等於人民幣1,911,986,000元）。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

38. SENIOR PERPETUAL SECURITIES
(Continued)

The securities confer the holders a right to receive distributions at the applicable distribution rate of 5.375% per annum from and including 29 March 2018 to 29 September 2022 and 12.487% per annum from 29 September 2022, payable semi-annually on 29 March and 29 September of each year. The Company may, at its sole discretion, elect to defer a distribution pursuant to the terms of the securities. Unless and until the Company satisfies in full all outstanding arrears of distribution and any additional distribution amount, the Company shall not declare or pay any dividends, distributions or make payment on, and will procure that no dividend or other payment is made on or redeem, reduce, cancel, buy-back or acquire for any consideration any share capital thereof. The securities may be redeemed at the option of the Company, in whole but not in part.

In the opinion of the directors, the Company is able to control the delivery of cash or other financial assets to the holders of the senior perpetual securities due to redemption other than an unforeseen liquidation of the Company. Accordingly, the senior perpetual securities are classified as equity instruments of the Company.

39. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

As at 31 December 2022	於2022年12月31日	Wuxi Runteng 無錫潤騰	Suzhou Shunhong 蘇州舜鴻
Percentage of equity interest held by non-controlling interests	由非控股權益持有的股權百分比	50%	49%

38. 高級永續證券 (續)

該等證券賦予持有人權利自2018年3月29日起至2022年9月29日(包括該日)以適用分派率每年5.375%以及自2022年9月29日起以分派率每年12.487%收取分派,於各年3月29日及9月29日每半年派付。本公司酌情釐定可選擇根據證券條款延後分派。除非及直至本公司悉數償付分派的所有尚未償還欠款及任何額外分派金額,本公司不得就當中任何股本宣派或派付任何股息、分派或作出付款,並將促使不會就有關股本派付股息或作出其他付款,或為任何代價贖回、減少、註銷、購回或收購。該等證券可按本公司選擇全部或部分贖回。

董事認為,本公司有能力控制因贖回證券而非預料之外的清盤交付現金或其他金融資產予高級永續證券持有人。因此,高級永續證券分類作本公司權益工具。

39. 擁有重大非控股權益的非全資附屬公司

擁有重大非控股權益的本集團附屬公司詳情載列如下:

Notes to Financial Statements (Continued)
財務報表附註 (續)

31 December 2022 2022年12月31日

39. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

39. 擁有重大非控股權益的非全資附屬公司 (續)

		Wuxi Runteng 無錫潤騰 RMB'000 人民幣千元	Suzhou Shunhong 蘇州舜鴻 RMB'000 人民幣千元
Profit for the year allocated to non-controlling interests	分配至非控股權益的年度利潤	8,035	4,524
Accumulated balances of non-controlling interests	由非控股權益持有的累計餘額	507,656	1,028,404

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

下表列示上述附屬公司之財務資料概要。所披露金額為扣除任何集團內公司間的抵銷前的金額：

2022	2022年	Wuxi Runteng 無錫潤騰 RMB'000 人民幣千元	Suzhou Shunhong 蘇州舜鴻 RMB'000 人民幣千元
Revenue	收入	1,632,772	4,095
Total expenses	開支總額	(1,616,702)	5,127
Profit for the year	年度利潤	16,070	9,222
Total comprehensive income for the year	年度全面收益總額	16,070	9,222
Current assets	流動資產	1,780,885	2,743,509
Non-current assets	非流動資產	243	21
Current liabilities	流動負債	(233,158)	(644,756)
Net cash flows used in operating activities	經營活動所用現金流量淨額	(428,829)	(1,748)
Net cash flows used in financing activities	融資活動所用現金流量淨額	-	-
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(428,829)	(1,748)

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

39. PARTLY-OWNED SUBSIDIARY WITH
MATERIAL NON-CONTROLLING
INTERESTS (Continued)

Details of the Group's subsidiary that has material non-controlling interests in prior year are set out below:

39. 擁有重大非控股權益的非全資
附屬公司(續)

於過往年度擁有重大非控股權益的本集團附屬公司詳情載列如下：

As at 31 December 2021	於2021年12月31日	Zhoushan Rongdu 舟山榮都	Suzhou Shunhong 蘇州舜鴻
Percentage of equity interest held by non-controlling interests	由非控股權益持有的股權百分比	50%	49%
		Zhoushan Rongdu 舟山榮都 RMB'000 人民幣千元	Suzhou Shunhong 蘇州舜鴻 RMB'000 人民幣千元
Profit for the year allocated to non-controlling interests	分配至非控股權益的年度利潤	3,392	(482)
Accumulated balances of non-controlling interests	由非控股權益持有的累計餘額	981,345	1,023,880

Notes to Financial Statements (Continued)
財務報表附註(續)

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39. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

The following tables illustrate the summarised financial information of the above subsidiary. The amounts disclosed are before any inter-company eliminations:

39. 擁有重大非控股權益的非全資附屬公司(續)

下表列示上述附屬公司之財務資料概要。所披露金額為扣除任何集團內公司間的抵銷前的金額：

2021	2021年	Zhoushan Rongdu 舟山榮都 RMB'000 人民幣千元	Suzhou Shunhong 蘇州舜鴻 RMB'000 人民幣千元
Revenue	收入	299,853	2,636
Total expenses	開支總額	(293,070)	(3,620)
Profit for the year	年內利潤	6,782	(984)
Total comprehensive income for the year	年度全面收益總額	6,782	(984)
Current assets	流動資產	3,129,284	2,640,562
Non-current assets	非流動資產	3,689	3,973
Current liabilities	流動負債	(1,170,283)	(554,983)
Net cash flows used in operating activities	經營活動所用現金流量淨額	(54,720)	(88,230)
Net cash flows used in financing activities	融資活動所用現金流量淨額	—	—
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(54,720)	(88,230)

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

40. ACQUISITION OF SUBSIDIARIES

Business combinations

(i) *In the current year*

The Group had not any material business combination during the year ended 31 December 2022.

Since the acquisitions had the combination taken place at the beginning of the year, neither revenue nor profit contributed by these entities to the Group for the year ended 31 December 2022.

(ii) *In the prior year*

In October 2021, the Group acquired a 60% interest in Jumbo Ocean. After the completion of the transaction, Jumbo Ocean has become a wholly-owned subsidiary of the Group. Jumbo Ocean is engaged in property management in the PRC. The purchase consideration for the said acquisition was RMB29,886,000, which was included in other payables as at 31 December 2021.

Nanjing Yumao, Shanghai Lanxiucheng, Wuxi Runteng, Ningbo Yunmao, Fuzhou Yuxiang, Foshan Fengying, Hefei Yubo, Hangzhou Kangyu and Anhui Shunhong have revised their memorandum and articles of association. After the revision, the Group can exercise control over these entities which became the non-wholly-owned subsidiaries of the Group. These entities are engaged in property development in the PRC.

40. 收購附屬公司

業務合併

(i) *本年度*

本集團於截至2022年12月31日止年度並無任何重大業務合併。

由於收購合併於年初發生，該等實體於截至2022年12月31日止年度並無向本集團貢獻收入或利潤。

(ii) *上一年度*

於2021年10月，本集團收購宏海的60%權益，於交易完成後，宏海成為本集團的全資附屬公司。宏海於中國從事物業管理。上述收購的購買代價為人民幣29,886,000元，已計入於2021年12月31日的其他應付款項。

南京禹茂、上海覽秀城、無錫潤騰、寧波昀茂、福州禹翔、佛山豐盈、合肥禹博、杭州康煜及安徽舜鴻已修訂彼等組織章程大綱及細則。修訂後，本集團可對該等已成為本集團非全資附屬公司的實體行使控制權。該等實體於中國從事物業開發。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

40. ACQUISITION OF SUBSIDIARIES (Continued)

Business combinations (Continued)

(ii) In the prior year (Continued)

The fair values of the identifiable assets and liabilities of these entities as at the date of acquisition were as follows:

40. 收購附屬公司(續)

業務合併(續)

(ii) 上一年度(續)

該等實體於收購日期可識別資產及負債之公允值如下：

		Fair value recognised on acquisition 就收購事項確認之公允值									
		Jumbo	Wuxi	Anhui	Hefei	Fuzhou	Foshan	Hangzhou	Others	Total	
		Ocean	Runteng	Shunhong	Yubo	Yuxiang	Fengying	Kangyu	其他	總計	
		宏海	無錫潤騰	安徽舜鴻	合肥禹博	福州市禹翔	佛山市豐盈	杭州康煜			
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Property, plant and equipment	物業、廠房及設備	14	1,137	267	251	75	78	368	17	566	2,759
Investment properties	投資物業	15	203,633	-	-	-	-	-	-	-	203,633
Deferred tax assets	遞延稅項資產	34	-	-	-	-	-	-	-	213,559	213,559
Properties under development	在建物業		2,947,288	3,809,000	4,336,000	3,513,000	1,554,000	591,200	2,047,000	2,315,260	21,112,748
Properties held for sale	持作銷售用途的物業		-	-	-	-	-	-	-	2,484,000	2,484,000
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產		750,489	1,274,488	3,893	663,651	243,895	3,179	54,059	1,471,251	4,465,105
Prepaid corporate income tax	預付企業所得稅		5,289	76,463	127,168	53,602	42,955	-	31,416	59,603	396,496
Prepaid land appreciation tax	預付土地增值稅		-	85,670	-	-	8,360	2,359	-	99,959	196,348
Cash and cash equivalents	現金及現金等價物		618,746	713,141	896,218	721,771	215,611	81,209	203,496	705,055	4,155,247
Trade payables	貿易應付款項		(4,605)	(274,918)	-	(24,338)	(79,034)	(1,115)	(48,935)	(277,822)	(710,767)
Other payables and accruals	其他應付款項及應計費用		(403,697)	(14,402)	(28,074)	-	(105,952)	(440,568)	(200,521)	(2,304,808)	(3,498,022)
Contract liabilities	合約負債		(2,498,516)	(4,664,718)	(4,518,762)	(3,812,884)	(1,838,207)	(196,891)	(1,709,985)	(4,153,878)	(23,393,841)
Interest-bearing bank and other borrowings	計息銀行及其他借貸		(1,338,716)	-	(491,667)	(987,278)	-	-	(324,540)	-	(3,142,201)
Deferred tax liabilities	遞延稅項負債	34	(5,727)	(3,130)	(1,705)	(3,746)	(3,407)	(74)	(3,194)	(5,822)	(26,805)
Total identifiable net assets at fair value	以公允值列賬之可識別資產淨值總額		275,321	1,001,861	323,322	124,053	38,299	39,667	48,813	606,923	2,458,259
Non-controlling interests	非控股權益		(64,918)	(500,931)	(161,661)	(81,875)	(14,937)	(19,437)	(29,288)	(296,427)	(1,169,474)
			210,403	500,930	161,661	42,178	23,362	20,230	19,525	310,496	1,288,785
Satisfied by:	以下列方式支付：										
Consideration payable included in other payable	計入其他應付款項的應付代價		29,886	-	-	-	-	-	-	-	29,886
Reclassification from a pre-existing interest in a joint venture or associate to an investment in subsidiaries	自於合營公司或聯營公司先前已有權益重新分類至於附屬公司的投資		180,517	500,930	161,661	42,178	23,362	20,230	19,525	310,496	1,258,899
			210,403	500,930	161,661	42,178	23,362	20,230	19,525	310,496	1,288,785

Notes to Financial Statements (Continued)
 財務報表附註(續)

31 December 2022 2022年12月31日

40. ACQUISITION OF SUBSIDIARIES (Continued)

Business combinations (Continued)

(ii) In the prior year (Continued)

The fair values of the other receivables as at the date of acquisition amounted to RMB4,186,594,000. The gross contractual amounts of other receivables were RMB4,186,594,000 and none of which is expected to be uncollectible.

An analysis of the cash flows in respect of the acquisitions of these entities are as follows:

	Jumbo Ocean 宏海 RMB'000 人民幣千元	Wuxi Runteng 無錫潤騰 RMB'000 人民幣千元	Anhui Shunhong 安徽舜鴻 RMB'000 人民幣千元	Hefei Yubo 合肥禹博 RMB'000 人民幣千元	Fuzhou Yuxiang 福州市禹翔 RMB'000 人民幣千元	Foshan Fengying 佛山市豐盈 RMB'000 人民幣千元	Hangzhou Kangyu 杭州康煜 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cash consideration 現金代價	-	-	-	-	-	-	-	-	-
Cash and cash equivalents acquired 所收購現金及現金等價物	618,746	713,141	896,218	721,771	215,611	81,209	203,496	705,055	4,155,247
Net inflow of cash and cash equivalents included in cash flows from investing 計入投資活動所產生現金流量之 現金及現金等價物流入淨額	618,746	713,141	896,218	721,771	215,611	81,209	203,496	705,055	4,155,247

Since the acquisitions, the revenue and profit contributed by these entities to the consolidated profit for the year ended 31 December 2021 were RMB8,999 million and RMB1,092 million, respectively.

Had the combination taken place at the beginning of the year, the revenue and the profit of the Group for the year would have been RMB27,074 million and RMB1,241 million, respectively.

40. 收購附屬公司(續)

業務合併(續)

(ii) 上一年度(續)

其他應收款項於收購日期的公允值為人民幣4,186,594,000元。其他應收款項總合約金額為人民幣4,186,594,000元，預期當中並無不可收回的金額。

收購該等實體的現金流量分析如下：

自收購以來，於截至2021年12月31日止年度，該等實體向綜合利潤貢獻的收入及利潤分別為人民幣89.99億元及人民幣10.92億元。

假若有關合併於年初發生，本集團於年內的收入和利潤將分別為人民幣270.74億元及人民幣12.41億元。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

41. DISPOSAL OF SUBSIDIARIES

41. 出售附屬公司

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Net assets disposed of:	已出售資產淨值：			
Property, plant and equipment	物業、廠房及設備	14	5,625	322,935
Investment properties	投資物業	15	1,100,000	-
Deferred tax assets	遞延稅項資產	34	8,348	14,441
Goodwill	商譽	17	14,190	-
Properties under development	在建物業		2,137,248	1,225,544
Properties held for sale	持作銷售用途的物業		148,204	352,396
Prepayments, other receivables and other assets	預付款、其他應收款項及 其他資產		940,594	393,217
Prepaid land appreciation tax	預付土地增值稅		4,268	2,130
Cash and cash equivalents	現金及現金等價物		361,524	159,396
Trade payables	貿易應付款項		(312,454)	(843,198)
Other payables and accruals	其他應付款項及應計費用		(1,564,252)	(923,845)
Contract liabilities	合約負債		(1,369,798)	(92,251)
Interest-bearing bank borrowings	計息銀行借款		(37,609)	(47,000)
Deferred tax liabilities	遞延稅項負債		(121,802)	-
Corporate income tax payables	應付企業所得稅		(25,216)	(92,163)
Provision for land appreciation tax	土地增值稅撥備		(81,182)	(146,434)
Capital reserve	資本儲備		-	198,173
Non-controlling interests	非控股權益		(58,624)	(345,714)
			1,149,064	177,627
(Loss)/gain on disposal of subsidiaries	出售附屬公司的 (虧損) / 收益	8	(129,410)	99,103
			1,019,654	276,730
Satisfied by:	以下列方式支付：			
Cash	現金		868,399	256,730
Waiver of shareholder's loan	豁免股東貸款		21,439	-
Assignment of loan	轉讓貸款		(279,137)	-
Consideration receivables included in other receivables	計入其他應收款項的 應收代價		408,953	20,000

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

有關出售附屬公司之現金及現金等價物流入淨額之分析如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Cash and bank balances disposed of	已出售現金及銀行結餘	(361,524)	(159,396)
Cash consideration received	已收現金代價	868,399	256,730
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司之現金及 現金等價物流入淨額	506,875	97,334

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

42. NOTES TO THE CONSOLIDATED
STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing
activities

42. 綜合現金流量表附註

融資活動產生的負債變動

		Dividend payable	Interest-bearing bank and other borrowings	Senior notes	Amounts due to non-controlling shareholders
		應付股息	計息銀行及其他借貸	優先票據	應付非控股股東款項
		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
At 1 January 2021	於2021年1月1日	227,488	20,085,419	34,314,289	3,024,339
Changes from financing cash flows	融資現金流量變動	-	(7,901,844)	1,322,056	48,644
Final 2020 dividend	2020年末期股息	1,030,947	-	-	-
Interim 2021 dividend	2021年中期股息	276,940	-	-	-
Issue of shares for scrip dividend	就以股代息發行股份	(1,307,887)	-	-	-
Capital contribution from non-controlling shareholders	非控股股東出資	-	-	-	(580,130)
Increase arising from acquisition of subsidiaries (note 40(ii))	收購附屬公司增加(附註40(ii))	-	3,142,201	-	-
Decrease arising from disposal of a subsidiary (note 41)	出售附屬公司的跌幅(附註41)	-	(47,000)	-	-
Foreign exchange movement	外匯變動	(6,625)	(8,717)	(823,962)	-
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	220,863	15,270,059	34,812,383	2,492,853
Changes from financing cash flows	融資現金流量變動	-	(2,607,684)	(51,733)	(1,335,484)
Capital contribution from non-controlling shareholders	非控股股東出資	-	-	-	-
Capital reduction by non-controlling shareholders	非控股股東減資	-	-	-	30,000
Decrease arising from disposal of a subsidiary (note 41)	出售附屬公司的跌幅(附註41)	-	(37,609)	-	-
Foreign exchange movement	外匯變動	20,449	(319,007)	3,204,083	-
At 31 December 2022	於2022年12月31日	241,312	12,305,759	37,964,733	1,187,369

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

43. FINANCIAL GUARANTEES

The Group had the following financial guarantees as at the end of the reporting period:

43. 財務擔保

本集團於報告期間結束時的財務擔保如下：

	Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Guarantees in respect of the mortgage facilities provided to certain purchasers of the Group's properties	(a)	25,946,750	18,234,880
Guarantees given to banks and other lenders in connection with facilities granted to joint ventures	(b)	819,151	2,382,335
Guarantees given to banks and other lenders in connection with facilities granted to associates	(b)	1,288,564	471,713
Guarantees given to banks and other lenders in connection with facilities granted to certain contractors for construction cost	(c)	58,592	8,949
Guarantees given to financial institutions in connection with facilities granted to independent third parties	(d)	4,647,483	4,226,351
		32,760,540	25,324,228

Notes:

- (a) As at 31 December 2022, the Group provided guarantees in respect of mortgage facilities granted by certain banks relating to the mortgage loans arranged for certain purchasers of the Group's properties. Pursuant to the terms of the guarantees, upon default on mortgage payments by these purchasers before the expiry of the guarantees, the Group is responsible for repaying the outstanding mortgage principals together with the accrued interest and penalties owed by the defaulted purchasers to the banks, net of any auction proceeds as described below.

附註：

- (a) 於2022年12月31日，本集團就若干銀行授出的有關為本集團物業的若干買家安排的按揭貸款的按揭融資提供擔保。根據擔保條款，倘該等買家於擔保屆滿前未能償還按揭款項，則本集團負責償還違約買家欠付銀行的未償還按揭本金連同應計利息及罰款，扣除任何下文所述的拍賣所得款項。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

43. FINANCIAL GUARANTEES (Continued)

Notes: (Continued)

(a) (Continued)

Pursuant to the above arrangement, the related properties were pledged to the banks as collateral for the mortgage loans, and upon default on mortgage repayments by these purchasers, the banks are entitled to take over the legal titles and will realise the pledged properties through open auction. The Group is responsible for repaying the banks when the proceeds from the auction of the properties cannot cover the outstanding mortgage principals together with the accrued interest and penalties. In addition, according to the relevant agreements signed by certain subsidiaries of the Group with the banks, property purchasers of the Group can arrange mortgage with these banks and the subsidiaries are required to place at designated bank accounts certain amounts as deposits for potential default of mortgage loans advanced to property purchasers. Such guarantee deposits will be released after the property ownership certificates of the relevant properties have been passed to the bank. At 31 December 2022, such deposits amounted to RMB90,504,000 (2021: RMB62,323,000) (note 26(c)(ii)).

The Group's guarantee period starts from the dates of grant of the relevant mortgage loans and ends upon the issuance of real estate ownership certificates to the purchasers, which will generally be available within one to two years after the purchasers take possession of the relevant properties.

The directors of the Company consider that the fair value of the guarantees at initial recognition and the ECL allowance are not significant, and in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage principals together with the accrued interest and penalties.

(b) In the opinion of the directors, the fair value of the guarantees at initial recognition and the ECL allowance are not significant.

(c) As at 31 December 2022, the guarantees given by the Group to certain banks in respect of construction cost in favour of certain contractors of Group amounted to RMB58,592,000 (2021: RMB8,949,000).

(d) On 17 March 2021, 22 June 2021 and 7 September 2021, the Group provided financial guarantees to independent third parties (the "Cooperation Party") to approximately US\$667,000,000 and the guaranteed loans carry interest at a rate ranging from 6% to 10.5% per annum for venturing into a financing project, in which the Cooperation Party would be the borrower and the Company acted as the guarantor. The provision for expected credit loss on the financial guarantees were valued by Masterpiece Valuation Advisory Limited, an independent professional qualified valuer on 31 December 2022 and ECL allowance of US\$246,104,000 (equivalent to RMB1,650,167,000) (2021: US\$4,200,000 (equivalent to RMB27,025,000)) was recognised during the year. Further details are set out in note 29 to the financial statements.

43. 財務擔保(續)

附註：(續)

(a) (續)

根據以上安排，有關物業已作為按揭貸款的抵押品而抵押予銀行，於該等買家未能償還按揭款項時，銀行有權接收法定業權，並將透過公開拍賣變現抵押物業。當物業拍賣所得款項無法彌補未償還的按揭本金連同應計利息及罰款時，則本集團須負責向銀行還款。此外，根據本集團若干附屬公司與銀行簽署的相關協議，本集團的物業買家可安排向該等銀行按揭，該等附屬公司須將若干數額的款項存入指定銀行賬戶，作為潛在物業買家拖欠支付銀行按揭貸款的按金。該等擔保按金將於有關物業的房產證交予銀行後方可解除。於2022年12月31日，該等按金為人民幣90,504,000元（2021年：人民幣62,323,000元）（附註26(c)(ii)）。

本集團之擔保期由授出相關按揭貸款之日期起至向買家發出房產證為止，一般而言為買家收樓後之一至兩年內。

本公司董事認為該等擔保的首次確認及預期信貸損失撥備的公允值並不重大，倘買家未能支付款項，相關物業的可變現淨值足以抵銷償還所欠按揭本金連同應計利息及罰款。

(b) 董事認為，該等擔保的首次確認及預期信貸損失撥備的公允值並不重大。

(c) 於2022年12月31日，本集團就本集團若干承包商之建築成本向若干銀行提供的擔保為人民幣58,592,000元（2021年：人民幣8,949,000元）。

(d) 於2021年3月17日、2021年6月22日及2021年9月7日，本集團向獨立第三方（「合作方」）提供約667,000,000美元的財務擔保，擔保貸款利率介乎每年6至10.5厘，以冒險開展融資項目，合作方將為融資項目的借款方，而本公司則擔任擔保人。獨立專業估值師睿力評估諮詢有限公司於2022年12月31日對財務擔保的預期信貸損失撥備進行估值，年內確認246,104,000美元（相當於人民幣1,650,167,000元）（2021年：4,200,000美元（相當於人民幣27,025,000元））。進一步詳情載於財務報表附註29。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

44. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's interest-bearing bank and other borrowings and senior notes are included in notes 30 and 32 to the financial statements, respectively.

45. COMMITMENTS

(a) The Group had the following capital and other commitments as at the end of the reporting period:

44. 資產抵押

以本集團資產抵押的本集團計息銀行及其他借款及優先票據詳情分別載於財務報表附註30及32。

45. 承擔

(a) 本集團於報告期間結束時的資本及其他承擔如下：

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Contracted, but not provided for: 已訂約但未撥備： Investment properties under 在建投資物業及在建物業 construction and properties under development	10,960,528	10,353,605

In addition, the Group's share of joint ventures and associates' own capital commitments, which are not included in the above, is as follows:

此外，本集團應佔合營公司及聯營公司擁有的資本承擔（並未包括於上文）載列如下：

	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Contracted, but not provided for 已訂約但未撥備	3,252,367	2,847,062

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

46. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

			2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Service fees paid to Xiamen Zongheng Group Company Limited	支付予廈門縱橫集團股份有限公司的服務費	(i)	41,074	34,282
Service fees paid to Yuzhou Financial Holdings Limited	支付予禹洲金融控股(香港)有限公司的服務費	(ii)	-	2,028
Service fees paid to Xiamen Qihuiyitong Commercial Factoring Company Limited	支付予廈門啟惠益通商業保理有限公司的服務費	(iii)	11,000	35,674

- (i) The service fees were incurred for the design, installation and testing of house entrance intelligence systems provided by Xiamen Zongheng Group Company Limited in relation to properties held for sale, at rates mutually agreed between the relevant parties. Xiamen Zongheng Group Company Limited is a company controlled by brother of Mr. Lam Lung On.
- (ii) The service fees were incurred for the issue of senior notes of the Group. Yuzhou Financial Holdings Limited is a company controlled by Ms. Kwok Ying Lan.
- (iii) The service fees were incurred for the issue of certain securities during the year. Xiamen Qihuiyitong Commercial Factoring Company Limited is a company controlled by mother of Ms. Kwok Ying Lan.

46. 關連方交易

- (a) 除在該等財務報表其他部分詳細載列的交易及結餘外，年內本集團與關連方的重大交易如下：

- (i) 該服務費為廈門縱橫集團股份有限公司就持作銷售用途的物業提供智能門禁系統的設計、安裝及測試費用，費用標準由相關訂約方共同協定。廈門縱橫集團股份有限公司為由林龍安先生胞弟控制的一間公司。
- (ii) 該服務費為本集團發行優先票據的費用。禹洲金融控股(香港)有限公司為一間由郭英蘭女士控制的公司。
- (iii) 該服務費為於年內發行若干證券的費用。廈門啟惠益通商業保理有限公司為一間由郭英蘭女士的母親控制的公司。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

46. RELATED PARTY TRANSACTIONS (Continued)

- (b) Compensation of key management personnel of the Group

In the opinion of the Company's directors, the directors and the chief executive officer of the Company represented the key management personnel of the Group and details of the compensation of the key management personnel are set out in note 9 to the financial statements.

- (c) Certain of the bank and other borrowings of the Group's joint ventures and associates are secured by pledges over the Group's equity interests in the joint ventures and associates with an aggregate carrying amount at the end of the reporting period of Nil (2021: RMB72,156,000) and RMB394,800,000 (2021: Nil), respectively.
- (d) As at 31 December 2022, the Group provided guarantees to bank and other lenders in connection with facilities granted to joint ventures and associates, which amounted to RMB819,151,000 (2021: RMB2,382,335,000) and RMB1,288,564,000 (2021: RMB471,713,000), respectively (note 43).
- (e) The related party transactions in respect of the service fees paid to Xiamen Zongheng Group Company Limited also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

46. 關連方交易(續)

- (b) 本集團主要管理層人員的薪酬

本公司董事認為，本公司董事及行政總裁指本集團的主要管理層人員，主要管理層人員的薪酬詳情載於財務報表附註9。

- (c) 本集團合營公司及聯營公司的若干銀行及其他借貸以本集團於合營公司及聯營公司的股權(於報告期末的賬面總值分別為零(2021年：人民幣72,156,000元)及人民幣394,800,000元(2021年：零))作抵押。
- (d) 於2022年12月31日，本集團就合營公司及聯營公司獲授的融資向銀行及其他貸款人提供的擔保金額分別為人民幣819,151,000元(2021年：人民幣2,382,335,000元)及人民幣1,288,564,000元(2021年：人民幣471,713,000元)(附註43)。
- (e) 有關支付予廈門縱橫集團股份有限公司的服務費的關連方交易亦構成上市規則第14A章定義的持續關連交易。

Notes to Financial Statements (Continued)
 財務報表附註(續)

31 December 2022 2022年12月31日

47. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

Financial assets

		Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產	Mandatorily designated as such 被強制指定為	Financial assets at fair value through other comprehensive income 按公允價值計入其他全面收益的金融資產	Equity investments 股權投資	Financial assets at amortised cost 按攤銷成本列賬之金融資產	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial asset at fair value through other comprehensive income	按公允價值計入其他全面收益的金融資產	-	55,288	-	-	-	55,288
Financial assets included in prepayments, other receivables and other assets	包括在預付款、其他應收款項及其他資產中的金融資產	-	-	38,480,435	-	-	38,480,435
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	5,100	-	-	-	-	5,100
Restricted cash	受限制現金	-	-	1,108,558	-	-	1,108,558
Non-pledged time deposits with original maturity of over three months	初始期限超過三個月之無抵押定期存款	-	-	400,000	-	-	400,000
Cash and cash equivalents	現金及現金等價物	-	-	5,630,872	-	-	5,630,872
		5,100	55,288	45,619,865	-	-	45,680,253

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本列賬之金融負債
		RMB'000 人民幣千元
Trade payables	貿易應付款項	9,179,611
Financial liabilities included in other payables and accruals	包括在其他應付款項及應計費用的金融負債	14,568,275
Corporate bonds	公司債券	4,850,000
Interest-bearing bank and other borrowings	計息銀行及其他借貸	12,305,759
Senior note	優先票據	37,964,733
		78,868,378

47. 按類別劃分的金融工具

截至報告期末，各類金融工具的賬面值如下：

2022年

金融資產

Notes to Financial Statements (Continued)
財務報表附註 (續)

31 December 2022 2022年12月31日

47. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2021

Financial assets

47. 按類別劃分的金融工具 (續)

各類金融工具於報告期間結束時的賬面值如下：

2021年

金融資產

		Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產	Financial assets at fair value through other comprehensive income 按公允價值計入其他全面收益的金融資產	Equity investments 股權投資	Financial assets at amortised cost 按攤銷成本列賬之金融資產	Total 總計
		Mandatorily designated as such 被強制指定為				
		RMB'000 人民幣千元		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial asset at fair value through other comprehensive income	按公允價值計入其他全面收益的金融資產	-	232,997	-	-	232,997
Financial assets included in prepayments, other receivables and other assets	包括在預付款、其他應收款項及其他資產中的金融資產	-	-	43,078,098	-	43,078,098
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	5,100	-	-	-	5,100
Restricted cash	受限制現金	-	-	-	968,378	968,378
Non-pledged time deposits with original maturity of over three months	初始期限超過三個月之無抵押定期存款	-	-	-	2,173,906	2,173,906
Cash and cash equivalents	現金及現金等價物	-	-	-	14,377,647	14,377,647
		<u>5,100</u>	<u>232,997</u>	<u>60,598,029</u>	<u>60,836,126</u>	<u>60,836,126</u>

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

47. FINANCIAL INSTRUMENTS BY
CATEGORY (Continued)

2021 (Continued)

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本列賬之金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	6,810,201
Financial liabilities included in other payables and accruals	包括在其他應付款項及應計費用之金融負債	17,594,225
Corporate bonds	公司債券	6,500,000
Interest-bearing bank and other borrowings	計息銀行及其他借貸	15,270,059
Senior note	優先票據	34,812,383
		<u>80,986,868</u>

47. 按類別劃分的金融工具(續)

2021年(續)

金融負債

48. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial instruments as at 31 December 2022 and 2021 approximated to their fair values.

Management has assessed that the fair values of other receivables and other assets, derivative financial instruments, restricted cash, non-pledged time deposits with original maturity of over three months, cash and cash equivalents, trade payables, other payables and accruals and current-portion of interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

48. 金融工具的公允值及公允值層級

於2022年及2021年12月31日，本集團金融工具的賬面值與其公允值相若。

管理層評定其他應收款項及其他資產、衍生金融工具、受限制現金、初始期限超過三個月之無抵押定期存款、現金及現金等價物、貿易應付款項、其他應付款項及應計費用、即期部分的計息銀行及其他借貸的公允值與彼等的賬面值相若，主要由於該等工具期限較短。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

48. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the senior management and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the senior management. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The Group uses fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly for determining and disclosing the fair value of financial instruments. As at 31 December 2022 and 2021, the Group's financial instruments which comprise derivative financial instruments were measured at fair value and determined as level 2 financial instruments.

The Group did not have any significant financial assets measured at fair value as at 31 December 2022 and 2021.

The Group did not have any significant financial liabilities measured at fair value as at 31 December 2022 and 2021.

For the fair value of the financial asset at fair value through other comprehensive income, the Group uses fair value measured based on valuation techniques for directly checking the statement provided by securities company for determining and disclosing the fair value of financial instruments. As at 31 December 2022, the Group's financial asset at fair value through other comprehensive income was measured at fair value and determined as level 2 financial instruments.

48. 金融工具的公允值及公允值層級(續)

本集團由財務經理統領之財務部門負責釐定金融工具公允值計量之政策及程序。財務經理直接向高級管理層及審核委員會匯報。財務部門於各報告日期分析金融工具價值之變動，並釐定估值中使用之主要輸入數據。高級管理層審閱並批准估值。審核委員會一年兩度為中期及年度財務申報事宜討論估值過程及結果。

金融資產及負債之公允值以有關工具於自願交易方(而非強迫或清盤銷售)當前交易下之可交易金額入賬。下列方法及假設乃用於估算公允值：

本集團釐定及披露金融工具的公允值時，乃使用基於對所記錄公允值有重大影響之任何輸入數據均可直接或間接被觀察之估值方法計算之公允值。於2022年及2021年12月31日，本集團金融工具(包括衍生金融工具)乃按公允值計量，並獲釐定為第2級金融工具。

本集團於2022年及2021年12月31日並無任何按公允值計量的重大金融資產。

本集團於2022年及2021年12月31日並無任何按公允值計量的重大金融負債。

就按公允值計入其他全面收益的金融資產的公允值而言，本集團利用基於估值技術計量的公允值直接核對證券公司提供的報表，從而釐定及披露金融工具的公允價值。於2022年12月31日，本集團按公允值計入其他全面收益的金融資產以公允值計量並釐定為第2級金融工具。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

48. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

For the Group's assets and liabilities not measured at fair value in the consolidated statement of financial position but for which the fair value is disclosed, the carrying amounts of the non-current portion of interest-bearing bank and other borrowings approximated to their fair values and were determined as Level 3, and the fair values of the senior notes and corporate bonds were RMB4,220,932,000 (2021: RMB12,195,216,000) and RMB3,537,250,000 (2021: RMB3,967,000,000), respectively and were determined as Level 1.

The fair values of the non-current portion of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair values of the senior notes and corporate bonds are calculated with reference to price quotations from financial institutions at the reporting date. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank and other borrowings as at 31 December 2022 were assessed to be insignificant.

The Group entered into derivative financial instruments with creditworthy banks with no history of default. Derivative financial instruments, including a cross-currency rate swap and forward currency contracts, are measured using valuation techniques similar to forward pricing. The model incorporates various market observable inputs including foreign exchange spot and forward rates. The carrying amounts of the cross-currency rate swap and forward currency contracts were the same as their fair values.

The details of the valuation technique and the inputs used in the fair value measurement of investment properties have been disclosed in note 15.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2021: Nil).

48. 金融工具的公允值及公允值層級(續)

就本集團於綜合財務狀況表內並非以公允值計量但披露其公允值的資產及負債，計息銀行及其他借貸非即期部分的賬面值與其公允值相若，並獲釐定為第3級。優先票據及公司債券的公允值分別為人民幣4,220,932,000元（2021年：人民幣12,195,216,000元）及人民幣3,537,250,000元（2021年：人民幣3,967,000,000元），並獲釐定為第1級。

計息銀行及其他借貸非即期部分的公允值乃以預期未來現金流，使用以類似條款、信貸風險及剩餘年期的現行可供比較工具的利率貼現而計算。優先票據及公司債券的公允值乃參考報告日金融機構報價計算所得。於2022年12月31日，本集團對於計息銀行及其他借貸的自身不履約風險導致的公允值變動被評為不重大。

本集團與並無違約記錄的信譽良好的銀行訂立衍生金融工具。衍生金融工具（包括跨貨幣利率掉期及遠期貨幣合約）採用與遠期定價類似的估值方法計量。該模型整合多項市場可觀察輸入數據，包括外匯即期及遠期匯率。跨貨幣利率掉期及遠期貨幣合約的賬面值與其公允值相同。

投資物業的估值方法及公允值計量的輸入數據詳情於附註15披露。

年內，就金融資產及金融負債而言，公允值計量並無於第1級與第2級之間發生轉移，亦無轉入或轉出第3級（2021年：無）。

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank and other borrowings and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are market risk, interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Market risk

The Group's assets are predominantly in the form of land held for property development for sale, investment properties, properties under development and properties held for sale. In the event of a severe downturn in the property market, these assets may not be readily realised.

Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Other than deposits held at banks, the Group does not have significant interest-bearing assets. Restricted deposits were held at banks in Mainland China at the same saving rate as unrestricted deposits throughout the year. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank and other borrowings with floating interest rates. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk, and will consider hedging significant interest rate risk should the need arise.

49. 財務風險管理的目標及政策

本集團的主要金融工具包括銀行及其他借貸以及現金及短期存款。該等金融工具的主要目的是協助本集團籌集經營資金。本集團擁有各種其他金融資產及負債，例如從經營中直接產生的貿易應付款項。

本集團的金融工具所引致的主要風險為市場風險、利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱並同意有關管理各項該等風險的政策，茲概述如下。

市場風險

本集團資產的主要形式為持作物業開發銷售用途的土地、投資物業、在建物業及持作銷售用途的物業。在物業市場十分低迷的情況下，該等資產可能不易變現。

利率風險

本集團的大部分收入及經營現金流量不受市場利率變動所影響。除銀行存款之外，本集團並無重大計息資產。於整個年度內，中國大陸銀行受限制存款與非受限制存款的儲蓄利率相同。本集團所承擔市場利率變動的風險主要與本集團按浮動利率計息的銀行及其他借貸有關。本集團並無使用任何利率掉期以對沖其利率風險，惟必要時將考慮對沖重大利率風險。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (Continued)

Interest rate risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax. There is no material impact on other components of the Group's equity.

49. 財務風險管理的目標及政策(續)

利率風險(續)

下表說明在所有其他變量維持不變的情況下，報告期間結束時本集團除稅前利潤的利率合理可能變動的敏感度。本集團權益的其他部分不受重大影響。

		Increase/ (decrease) in basis points 增加/(減少) 基點數	Effect on profit before tax 對除稅前利潤 的影響 RMB'000 人民幣千元
2022	2022年		
Renminbi	人民幣	50	813
Renminbi	人民幣	(50)	(813)
Hong Kong dollar	港幣	50	4,354
Hong Kong dollar	港幣	(50)	(4,354)
United States dollar	美元	50	19,585
United States dollar	美元	(50)	(19,585)
2021	2021年		
Renminbi	人民幣	50	(22,280)
Renminbi	人民幣	(50)	22,280
Hong Kong dollar	港幣	50	5,796
Hong Kong dollar	港幣	(50)	(5,796)
United States dollar	美元	50	1,497
United States dollar	美元	(50)	(1,497)

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

All of the Group's revenue and substantially all of the Group's operating expenses are denominated in RMB, which is currently not a freely convertible currency. The PRC Government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of Mainland China. Shortages in the availability of foreign currencies may restrict the ability of the Group's PRC subsidiaries to remit sufficient foreign currencies to pay dividends or other amounts to the Group.

Under the existing PRC foreign exchange regulations, payments of current account items, including dividends, trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the State Administration for the Foreign Exchange Bureau by complying with certain procedural requirements. However, approval from appropriate PRC governmental authorities is required where RMB is to be converted into a foreign currency and remitted out of Mainland China to pay capital account items, such as the repayment of bank and other borrowings denominated in foreign currencies.

Currently, the Group's PRC subsidiaries may purchase foreign currencies for settlement of current account transactions, including payment of dividends to the Company, without prior approval of the State Administration for Foreign Exchange Bureau. The Group's PRC subsidiaries may also retain foreign currencies in their current accounts to satisfy foreign currency liabilities or to pay dividends. Since foreign currency transactions on the capital account are still subject to limitations and require approval from the State Administration for Foreign Exchange Bureau, this could affect the ability of the Group's subsidiaries to obtain required foreign exchange through debt or equity financing, including by means of loans or capital contributions from the Company.

49. 財務風險管理的目標及政策(續)

外幣風險

本集團所有的收入及絕大部分經營開支均以人民幣計值，而人民幣目前並非為可自由兌換的貨幣。中國政府對將人民幣兌換為外幣及(於特定情況下)將貨幣匯出中國大陸施加管制。可用外幣的短缺可能限制本集團的中國附屬公司匯出足夠外幣以向本集團支付股息或其他款項的能力。

根據現有的中國外匯法規，經常賬項目的付款(包括股息、貿易及與服務相關的外匯交易)在遵守若干程序要求後可以外幣進行支付，而無須國家外匯管理局的事先批准。然而，將人民幣兌換為外幣及匯出中國大陸以支付資本賬項目(比如償還以外幣計值的銀行及其他借貸)時，須獲得有關中國政府機關的批准。

目前，本集團的中國附屬公司可購買外幣以結清經常賬戶交易(包括向本公司支付股息)，而無需國家外匯管理局的事先批准。本集團的中國附屬公司亦可在其經常賬戶中留存外幣以償還外幣負債或支付股息。由於資本賬戶的外幣交易仍然受限制且須獲得國家外匯管理局的批准，可能影響本集團附屬公司透過債務或股權融資(包括從本公司取得貸款或出資的形式)獲取所需外匯的能力。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

**49. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (Continued)**

Foreign currency risk (Continued)

The Group's financial assets and liabilities including certain amounts due from/to related parties denominated in Hong Kong dollars, certain short term deposits denominated in Hong Kong dollars and certain bank and other borrowings denominated in Hong Kong dollars and United States dollars are subject to foreign currency risk. Therefore, the fluctuations in the exchange rates of RMB against foreign currencies could affect the Group's results of operations.

A reasonably possible appreciation of 1% in the exchange rate of the Hong Kong dollar or United States dollar against the Renminbi would have a material impact on the Group's profit during the year and this would result in an increase in other components of the Group's equity by RMB35,376,000 (2021: RMB55,516,000) in 2022.

Credit risk

It is the Group's policy that all customers are required to pay deposits in advance of the purchase of properties. In addition, the Group does not have any significant credit risk as the credit given to any individual or corporate entity is not significant. There is no significant concentration of credit risk within the Group.

49. 財務風險管理的目標及政策 (續)

外幣風險 (續)

本集團的金融資產及負債(包括以港幣計值的應收／應付關連方若干款項及以港幣計值的若干短期存款和以港幣及美元計值的若干銀行及其他借貸)須承受外幣風險。因此，人民幣兌換外幣的匯率波動可能影響本集團的經營業績。

港幣或美元與人民幣之間的匯率的合理可能上升1%，將對年內本集團的利潤產生重大影響，將導致於2022年本集團權益的其他組成部分增加人民幣35,376,000元(2021年：人民幣55,516,000元)。

信貸風險

所有客戶購買物業時須預付定金，此為本集團的政策。此外，由於授予任何個人或公司實體的信貸額度並不重大，故本集團並無任何重大信貸風險。本集團並無重大集中信貸風險。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2022

		12-month ECLs 12個月 預期信貸 損失	Lifetime ECLs			Total
		Stage 1 第一級 RMB'000 人民幣千元	Stage 2 第二級 RMB'000 人民幣千元	Stage 3 第三級 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Receivable from joint ventures	應收合營公司款項	-	15,539,049	-	-	15,539,049
Receivable from associates	應收聯營公司款項	-	4,734,606	-	-	4,734,606
Receivable from non-controlling shareholders of Group's subsidiaries	應收本集團附屬公司非控股 股東款項	2,222,415	-	-	-	2,222,415
Other receivables and other assets	其他應收款項及其他資產	17,871,770	2,263,803	-	-	20,135,573
Restricted cash	受限制現金	1,108,558	-	-	-	1,108,558
Non-pledged time deposits with original maturity of over three months	初始期限超過三個月之無抵押 定期存款	400,000	-	-	-	400,000
Cash and cash equivalents	現金及現金等價物	5,630,872	-	-	-	5,630,872
Guarantees given to banks and other lenders in connection with facilities to joint ventures, associates and certain contractors for construction cost	就合營公司及聯營公司獲授的 融資以及若干承包商獲授的 建築成本融資向銀行及其他 貸款人提供的擔保	2,166,307	-	-	-	2,166,307
Guarantees in respect of the mortgage facilities provided to certain purchasers of the Group's properties	就本集團物業的若干買家提供 按揭貸款而作出的擔保	25,946,750	-	-	-	25,946,750
Guarantees given to financial institutions in connection with facilities granted to independent third parties	就獨立第三方獲授的融資向 金融機構提供的擔保	-	4,647,483	-	-	4,647,483
		<u>55,346,672</u>	<u>27,184,941</u>	<u>-</u>	<u>-</u>	<u>82,531,613</u>

49. 財務風險管理的目標及政策(續)

信貸風險(續)

最高風險及年末階段

下表根據本集團的信貸政策，列示信貸質素及最高信貸風險敞口，除非毋須過大成本或努力便可獲得其他資料，否則下表主要以逾期資料及於12月31日之年末分階段分類為基礎。

所呈列的金額為金融資產的總賬面值及財務擔保合約的信貸風險敞口。

於2022年12月31日

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2021

49. 財務風險管理的目標及政策(續)

信貸風險(續)

最高風險及年末階段(續)

於2021年12月31日

		12-month ECLs 12個月 預期信貸 損失	Lifetime ECLs 全期預期信貸損失			Total 總計
		Stage 1 第一級 RMB'000 人民幣千元	Stage 2 第二級 RMB'000 人民幣千元	Stage 3 第三級 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Receivable from joint ventures	應收合營公司款項	24,066,044	-	-	-	24,066,044
Receivable from associates	應收聯營公司款項	5,016,524	-	-	-	5,016,524
Receivable from non-controlling shareholders of Group's subsidiaries	應收本集團附屬公司非控股 股東款項	2,462,073	-	-	-	2,462,073
Other receivables and other assets	其他應收款項及其他資產	11,533,457	-	-	-	11,533,457
Restricted cash	受限制現金	968,378	-	-	-	968,378
Non-pledged time deposits with original maturity of over three months	初始期限超過三個月之無抵押 定期存款	2,173,906	-	-	-	2,173,906
Cash and cash equivalents	現金及現金等價物	14,377,647	-	-	-	14,377,647
Guarantees given to banks and other lenders in connection with facilities to joint ventures, associates and certain contractors for construction cost	就合營公司及聯營公司獲授的 融資以及若干承包商獲授的 建築成本融資向銀行及其他 貸款人提供的擔保	2,862,997	-	-	-	2,862,997
Guarantees in respect of the mortgage facilities provided to certain purchasers of the Group's properties	就本集團物業的若干買家提供 按揭貸款而作出的擔保	18,234,880	-	-	-	18,234,880
Guarantees given to financial institutions in connection with facilities granted to independent third parties	就獨立第三方獲授的融資向 金融機構提供的擔保	4,226,351	-	-	-	4,226,351
		<u>85,922,257</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>85,922,257</u>

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (Continued)

Liquidity risk

Due to the capital intensive nature of the Group's business, the Group ensures that it maintains sufficient cash and credit lines to meet its liquidity requirements. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings. In addition, banking facilities are available for contingency purposes. In the opinion of the directors of the Company, the Group will have adequate sources of funding to finance its operation needs and manage its liquidity position.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

49. 財務風險管理的目標及政策(續)

流動資金風險

由於本集團的業務屬於資本密集型，本集團確保維持充足的現金及信貸額度以滿足流動資金需求。本集團之目標為透過運用銀行及其他借貸，令資金在持續性及靈活性之間取得平衡。此外，本集團亦備有銀行融資以應對或有事項。本公司董事認為，本集團將擁有充足的資金資源以應對經營所需及管理其流動資金狀況。

於報告期間結束時本集團金融負債的到期日(以合約訂明的未貼現付款為基準)如下：

		At 31 December 2022 於2022年12月31日				
		On demand or within 1 year 按要求或1年內 RMB'000 人民幣千元	In the second year 第2年內 RMB'000 人民幣千元	3 to 5 years 3至5年 RMB'000 人民幣千元	Beyond 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借貸	7,629,190	2,424,097	2,585,615	889,512	13,528,414
Corporate bonds	公司債券	5,005,484	-	-	-	5,005,484
Senior notes	優先票據	37,964,733	-	-	-	37,964,733
Trade payables	貿易應付款項	5,711,349	3,468,262	-	-	9,179,611
Other payables and accruals	其他應付款項及應計費用	18,537,002	-	-	-	18,537,002
		<u>74,847,758</u>	<u>5,892,359</u>	<u>2,585,615</u>	<u>889,512</u>	<u>84,215,244</u>
Financial guarantees issued: Maximum amount guaranteed (note 43)	已發出財務擔保： 最高擔保金額(附註43)	<u>32,760,540</u>	-	-	-	<u>32,760,540</u>

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

49. 財務風險管理的目標及政策(續)

流動資金風險(續)

At 31 December 2021
於2021年12月31日

		On demand or within 1 year 按要求或1年內 RMB'000 人民幣千元	In the second year 第2年內 RMB'000 人民幣千元	3 to 5 years 3至5年 RMB'000 人民幣千元	Beyond 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借貸	5,178,272	4,221,917	6,234,812	1,429,358	17,064,359
Corporate bonds	公司債券	4,738,574	2,062,859	-	-	6,801,433
Senior notes	優先票據	7,987,539	10,472,321	21,416,640	3,776,612	43,653,112
Trade payables	貿易應付款項	3,542,944	3,267,257	-	-	6,810,201
Other payables and accruals	其他應付款項及應計費用	20,783,152	-	-	-	20,783,152
		<u>42,230,481</u>	<u>20,024,354</u>	<u>27,651,452</u>	<u>5,205,970</u>	<u>95,112,257</u>
Financial guarantees issued: Maximum amount guaranteed (note 43)	已發出財務擔保: 最高擔保金額(附註43)	<u>25,324,228</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>25,324,228</u>

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

As at 31 December 2022, the Group had certain interest-bearing bank and other borrowings denominated in United States dollars. The interest rates of these instruments are based on the LIBOR with a tenor of six months or twelve months, which will cease to be published after 30 June 2023. Replacement of the benchmark rates of these instruments from LIBOR to an RFR has yet to commence but it is expected that there will be renegotiations of terms in the future. During the transition, the Group is exposed to the following risks:

- Parties to the contract may not reach agreement in a timely manner as any changes to the contractual terms require the agreement of all parties to the contract
- Additional time may be needed for the parties to the contract to reach agreement as they may renegotiate terms which are not part of the interest rate benchmark reform (e.g., changing the credit spread of the bank borrowings due to changes in credit risk of the Group)
- The existing fallback clause included in the instruments may not be adequate to facilitate a transition to a suitable RFR

The Group will continue to monitor the development of the reform and take proactive measures for a smooth transition.

49. 財務風險管理的目標及政策(續)

流動資金風險(續)

於2022年12月31日，本集團有若干以美元計值計息銀行及其他借貸。該等工具的利率以六個月或十二個月的倫敦銀行同業拆息為基準，而該等倫敦銀行同業拆息將於2023年6月30日後停止發佈。目前尚未開始將該等工具的基準利率由倫敦銀行同業拆息替換為無風險利率，但預期未來將會就條款重新進行磋商。於過渡期間，本集團面臨以下風險：

- 由於變更合約條款需要全體合約訂約方同意，故合約訂約方未必能夠及時達成協議
- 由於合約訂約方可能需要重新磋商條款（並非利率基準改革的一部分（例如因本集團的信貸風險發生變化而導致銀行借貸的信貸息差變動）），合約訂約方可能需要額外的時間達成協議
- 工具所載的現有後備條款可能不足以過渡至合適的無風險利率

本集團將繼續監察改革的發展情況並積極採取措施以實現平穩過渡。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT
OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The information about financial instruments based on an interbank offered rate that has yet to transition to an alternative benchmark rate is as follows:

As at 31 December 2022

		Non-derivative financial liabilities – carrying value 非衍生金融負債 —賬面值 RMB'000 人民幣千元
Interest-bearing bank borrowings – United States dollar LIBOR	計息銀行借貸 —美元倫敦銀行同業拆息	1,232,406

As at 31 December 2021

		Non-derivative financial liabilities – carrying value 非衍生金融負債 —賬面值 RMB'000 人民幣千元
Interest-bearing bank and other borrowings – United States dollar LIBOR	計息銀行及其他借貸 —美元倫敦銀行同業拆息	1,864,405

As explained in note 2 to the financial statements, the directors of the Company have adopted or plan to adopted certain measures in order to improve the Group's financial and cash flow positions and to maintain the Group's as a going concern.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

49. 財務風險管理的目標及政策(續)

流動資金風險(續)

有關以銀行同業拆息為基準但尚未過渡至替代基準利率的金融工具的資料如下：

於2022年12月31日

於2021年12月31日

誠如財務報表附註2所解釋，本公司董事已採納或計劃採納若干措施以改善本集團的財務及現金流狀況以及維持本集團的持續經營。

資本管理

本集團資本管理的主要目標乃確保本集團持續經營的能力，維持穩健的資本比率以支援其業務，以及為股東帶來最大回報。

Notes to Financial Statements (Continued)
財務報表附註 (續)

31 December 2022 2022年12月31日

49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year.

The Group monitors working capital using a gearing ratio, which is net debt divided by the total equity of the Group. Net debt includes interest-bearing bank and other borrowings, corporate bonds and senior notes less cash and cash equivalents, restricted cash and non-pledged time deposits with original maturity of over three months. The gearing ratios as at the end of the reporting periods were as follows:

49. 財務風險管理的目標及政策 (續)

資本管理 (續)

本集團管理其資本架構並因應經濟狀況變動對其作出調整。為維持或調整資本架構，本集團可能調整支付予股東的股息，返還資本予股東或發行新股。本集團不受任何外部施加的資本要求所規限。年內管理資本的目標、政策或程序並無任何變動。

本集團運用資本負債比率監控營運資金，該比率乃按本集團之債務淨額除以權益總額計算。債務淨額包括計息銀行及其他借貸、公司債券與優先票據，且須減去現金及現金等價物、受限制現金和始初期限超過三個月之無抵押定期存款。於報告期間結束時之資本負債比率如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Interest-bearing bank and other borrowings	計息銀行及其他借貸	12,305,759	15,270,059
Corporate bonds	公司債券	4,850,000	6,500,000
Senior notes	優先票據	37,964,733	34,812,383
Less: Cash and cash equivalents	減：現金及現金等價物	(5,630,872)	(14,377,647)
Less: Restricted cash	減：受限制現金	(1,108,558)	(968,378)
Less: Non-pledged time deposits with original maturity of over three months	減：始初期限超過三個月之無抵押定期存款	(400,000)	(2,173,906)
Net debt	債務淨額	47,981,062	39,062,511
Total equity	權益總額	25,075,357	41,394,637
Gearing ratio	資本負債比率	191.3%	94.4%

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

50. EVENTS AFTER THE REPORTING PERIOD

On 30 March 2023, an indirect wholly-owned subsidiary of the Company (as the purchaser) performed the transaction with an independent third party (as the vendor), involving the acquisition of 66.67% of the equity interest in a target company (the “Acquired Interest”), at a consideration of RMB120,000,000 and to procure the settlement of the shareholder’s loan at a consideration of RMB760,000,000. The aggregate consideration of RMB880,000,000 for the Acquired Interest and the shareholder’s loan shall be satisfied by the purchaser by way of (1) transferring the entire equity interest in Shanghai Coastal Commercial Investment Management Company Limited, a company established in the PRC with limited liability and a direct wholly-owned subsidiary of the purchaser, to the vendor at a consideration of RMB350,000,000; (2) transferring the entire equity interest held by the Company in Shenyang Zhongguang North Film and Television City Company Limited, a company established in the PRC with limited liability and a 91% owned subsidiary of the purchaser, to the vendor at a consideration of RMB360,000,000; and (3) a payment in cash to the vendor in the amount of RMB170,000,000. The target company will also be jointly liable for payment of RMB170,000,000 to the vendor in cash. Further details are set out in the Company’s circular dated 30 March 2023.

50. 報告期後事項

於2023年3月30日，本公司一間間接全資附屬公司（作為買方）與一名獨立第三方（作為賣方）進行交易，涉及收購目標公司66.67%的股權（「收購權益」），代價為人民幣120,000,000元，並促使以代價人民幣760,000,000元清償股東貸款。收購權益及股東貸款之總代價為人民幣880,000,000元，將由買方以下列方式支付：(1)以代價人民幣350,000,000元向賣方轉讓上海沿商投資管理有限公司（一間於中國成立之有限公司並為買方之直接全資附屬公司）的全部股權；(2)以代價人民幣360,000,000元向賣方轉讓本公司持有瀋陽中廣北方影視城有限公司（一間於中國成立之有限公司並為買方持有91%之附屬公司）的全部股權；及(3)以現金向賣方支付人民幣170,000,000元。目標公司亦將承擔以現金向賣方支付人民幣170,000,000元的連帶責任。更多詳情載於本公司日期為2023年3月30日的通函。

Notes to Financial Statements (Continued)
財務報表附註(續)

31 December 2022 2022年12月31日

51. STATEMENT OF FINANCIAL POSITION OF THE COMPANY **51. 本公司之財務狀況表**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

有關本公司於報告期間結束時財務狀況表之資料載列如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	65,685	67,414
Interest in a subsidiary	於一間附屬公司的權益	1	1
Total non-current assets	非流動資產總值	65,686	67,415
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	51,689,159	47,326,213
Due from joint ventures	應收合營公司款項	447	2,041,040
Due from associates	應收聯營公司款項	71,953	-
Prepayments, other receivables and other assets	預付款、其他應收款項及其他資產	3,457,143	1,468,779
Cash and cash equivalents	現金及現金等價物	51,051	919,714
Total current assets	流動資產總值	55,269,753	51,755,746
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	4,615,679	5,061,561
Due to subsidiaries	應付附屬公司款項	7,808,161	7,430,087
Interest-bearing bank and other borrowings	計息銀行及其他借貸	3,929,176	644,631
Senior notes	優先票據	37,964,733	5,038,874
Total current liabilities	流動負債總額	54,317,749	18,175,153
NET CURRENT ASSETS	流動資產淨額	952,004	33,580,593
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	1,017,690	33,648,008
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank and other borrowings	計息銀行及其他借貸	18,398	1,608,363
Senior notes	優先票據	-	29,773,509
Total non-current liabilities	非流動負債總額	18,398	31,381,872
Net assets	資產淨額	999,292	2,266,136

Notes to Financial Statements (Continued)
 財務報表附註(續)

31 December 2022 2022年12月31日

51. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 51. 本公司之財務狀況表(續)

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
EQUITY	權益		
Issued capital	已發行股本	559,947	559,947
Senior perpetual securities	高級永續證券	1,911,986	1,911,986
Reserves	儲備	(1,472,641)	(205,797)
Total equity	權益總額	999,292	2,266,136

Note: A summary of the Company's reserves is as follows:

附註：本公司儲備概列如下：

		Share premium account	Share option reserve	Exchange fluctuation reserve	Shares held under share award scheme	Accumulated losses	Total
		股份溢價賬	購股權儲備	外匯波動儲備	股份獎勵計劃項下所持股份	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於2021年1月1日	1,079,244	33,626	1,815,337	(9,458)	(1,669,114)	1,249,635
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	(257,666)	-	(1,018,912)	(1,276,578)
Final 2020 dividend	2020年末期股息	(1,030,947)	-	-	-	-	(1,030,947)
Final interim 2021 dividend	2021年末期中期股息	(276,940)	-	-	-	-	(276,940)
Final issue of shares for scrip dividend	最終發行以股代息股份	1,237,082	-	-	-	-	1,237,082
Distribution to holders of senior perpetual securities	向高級永續證券持有人分派	-	-	-	-	(103,759)	(103,759)
Equity-settled share option arrangements	以權益支付購股權之安排	-	12,180	-	-	-	12,180
Transfer of share option reserve upon the forfeiture or expiry of share option	於購股權沒收或屆滿後轉撥購股權儲備	-	(3,721)	-	-	-	(3,721)
Shares purchased under share award scheme	股份獎勵計劃項下所購股份	-	-	-	(12,749)	-	(12,749)
At 1 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	1,008,439	42,085	1,557,671	(22,207)	(2,791,785)	(205,797)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	143,128	-	(1,277,554)	(1,134,426)
Distribution to holders of senior perpetual securities	向高級永續證券持有人分派	-	-	-	-	(144,133)	(144,133)
Equity-settled share option arrangements	以權益支付購股權之安排	-	11,715	-	-	-	11,715
At 31 December 2022	於2022年12月31日	1,008,439	53,800	1,700,799	(22,207)	(4,213,472)	(1,472,641)

52. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 March 2023.

52. 批准財務報表

於2023年3月31日，董事會批准及授權發佈財務報表。

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

A summary of the results and of the assets, liabilities and equity of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below:

以下為本集團於過去五個財政年度的業績以及資產、負債及權益摘要，乃節錄自已刊發經審核財務報表：

		2022	2021	2020	2019	2018
		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	收入	26,737,240	27,071,241	10,411,604	23,240,705	24,305,871
Cost of sales	銷售成本	(26,012,243)	(23,010,591)	(9,931,691)	(17,148,995)	(16,838,626)
Gross profit	毛利	724,997	4,060,650	479,913	6,091,710	7,467,245
Fair value (loss)/gains on investment properties, net	投資物業公允值(虧損)/收益淨額	(315,413)	717,888	387,260	600,546	165,831
Other income and gains	其他收入及收益	330,515	414,517	715,235	2,167,688	497,215
Selling and distribution costs	銷售及分銷成本	(655,295)	(691,691)	(428,036)	(659,594)	(459,152)
Administrative expenses	行政開支	(1,130,874)	(834,442)	(803,737)	(1,090,645)	(606,179)
Other expenses	其他開支	(871,622)	(99,868)	(309,615)	(310,739)	(54,484)
Write-down of properties under development to net realisable value	撇減在建物業至可變現價值淨值	(3,208,465)	(390,000)	-	-	-
Impairment loss on investment of joint ventures and associates	於合營公司及聯營公司投資之減值虧損	(407,585)	-	-	-	-
Provision for ECL on other receivables	其他應收款項預期信貸損失撥備	(4,151,208)	-	-	-	-
Provision for ECL on financial guarantee contracts	財務擔保合約預期信貸損失撥備	(1,650,167)	(27,025)	-	-	-
Finance costs	融資成本	(674,450)	(276,097)	(124,281)	(360,345)	(223,352)
Share of profits and losses of joint ventures	應佔合營公司損益額	(890,813)	(38,394)	206,889	(63,489)	(74,265)
Share of profits and losses of associates	應佔聯營公司損益額	(257,127)	326,990	23,371	229,369	21,849
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/利潤	(13,157,507)	3,162,528	146,999	6,604,501	6,734,708
Income tax (expense)/credit	所得稅(開支)/抵免	(111,683)	(1,879,534)	81,231	(2,637,705)	(3,008,605)
(LOSS)/PROFIT FOR THE YEAR	年度(虧損)/利潤	(13,269,190)	1,282,994	228,230	3,966,796	3,726,103
Attributable to:	以下各方應佔:					
Owners of the parent	母公司擁有人	(12,014,860)	862,094	116,992	3,605,776	3,504,940
Non-controlling interests	非控股權益	(1,254,330)	420,900	111,238	361,020	221,163
		(13,269,190)	1,282,994	228,230	3,966,796	3,726,103

Five Years Financial Summary (Continued)
五年財務概要 (續)

		As at 31 December 於12月31日				
		2022	2021	2020	2019	2018
		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
ASSETS, LIABILITIES AND EQUITY 資產、負債及權益						
TOTAL ASSETS	資產總額	143,453,772	174,380,908	178,198,057	146,435,130	115,063,004
TOTAL LIABILITIES	負債總額	(118,378,415)	(132,986,271)	(143,895,127)	(117,707,501)	(93,632,652)
NET ASSETS	資產淨額	25,075,357	41,394,637	34,302,930	28,727,629	21,430,352
Represented by:	以下各方應佔：					
EQUITY ATTRIBUTABLE TO	母公司擁有人應佔權益					
OWNERS OF THE PARENT		11,973,613	26,116,002	24,629,474	22,903,147	19,486,590
NON-CONTROLLING INTERESTS	非控股權益	13,101,744	15,278,635	9,673,456	5,824,482	1,943,762
TOTAL EQUITY	權益總額	25,075,357	41,394,637	34,302,930	28,727,629	21,430,352

SCHEDULE OF MAJOR PROPERTIES

主要物業一覽表

MAJOR INVESTMENT PROPERTIES

主要投資物業

Project	Location	Use	Tenure	Attributable interest of the Group 本集團應佔權益
項目	位置	用途	租期	
The Mall of Yuzhou World Trade Center Phase I 禹洲•世貿商城一期商城	Phase I of Yuzhou World Trade Center on Lot No. 75, Xiahe Road, Xiamen, Fujian Province 福建省廈門市廈禾路第75號地塊禹洲世貿中心一期	Commercial and car parking space 商用及停車位	Medium term lease 中期租賃	100%
The Mall of Yuzhou World Trade Center Phase II 禹洲•世貿商城二期商城	Phase II of Yuzhou World Trade Center on Lot No. 76, Xiahe Road, Xiamen, Fujian Province 福建省廈門市廈禾路第76號地塊禹洲世貿中心二期	Commercial and car parking space 商用及停車位	Medium term lease 中期租賃	100%
The Commercial Podium of Yuzhou Jinqiao International Phase I 禹洲•金橋國際一期裙樓	Phase I of Yuzhou Jinqiao International, No.333 Jingang Road, Pudong New Area, Shanghai 上海市浦東新區金港路333號禹洲金橋國際一期	Commercial 商用	Medium term lease 中期租賃	100%
The Commercial Podium of Yuzhou Jinqiao International Phase II 禹洲•金橋國際二期裙樓	Phase II of Yuzhou Jinqiao International, Lane 50 Jinyu Road, Pudong New Area, Shanghai 上海市浦東新區金豫路50弄禹洲金橋國際二期	Commercial 商用	Medium term lease 中期租賃	100%
The Commercial Podium of Yuzhou Jinqiao International Phase III 禹洲•金橋國際三期裙樓	Phase III of Yuzhou Jinqiao International, Jinyu Road and Jinxian Road, Pudong New Area, Shanghai 上海市浦東新區金豫路及進賢路禹洲金橋國際三期	Commercial 商用	Medium term lease 中期租賃	100%
The Commercial Podium of Yuzhou Jinqiao International Phase IV 禹洲•金橋國際四期裙樓	Phase IV of Yuzhou Jinqiao International, No.69 Jinhua Road, Pudong New Area, Shanghai 上海市浦東新區金湖路69號禹洲金橋國際四期	Commercial and car parking space 商用及停車位	Medium term lease 中期租賃	100%
Lot A of Yuzhou Haicang WTC Mall 禹洲•海滄禹洲生活廣場A區	Lot A of Yuzhou Golden Seacoast, West of the Xinggang Road, Haicang District, Xiamen, Fujian Province 福建省廈門市海滄區興港路西側禹洲華僑金海岸A地塊	Commercial 商用	Medium term lease 中期租賃	100%
Lot B of Yuzhou Haicang WTC Mall 禹洲•海滄禹洲生活廣場B區	Lot B of Yuzhou Golden Seacoast, West of the Xinggang Road, Haicang District, Xiamen, Fujian Province 福建省廈門市海滄區興港路西側禹洲華僑金海岸B地塊	Commercial 商用	Medium term lease 中期租賃	100%
Yuzhou Plaza 禹洲廣場	North of Mingong Building, Hubin South Road, Siming District, Xiamen, Fujian Province 福建省廈門市思明區湖濱南路名宮大廈北側	Office and car parking space 辦公室及停車位	Medium term lease 中期租賃	100%

Schedule of Major Properties (Continued)
 主要物業一覽表(續)

Project	Location	Use	Tenure	Attributable interest of the Group
項目	位置	用途	租期	本集團應佔權益
Yuzhou Plaza 禹洲廣場	Qiu 3/6, Qiu 2, No 9 Street, Jinqiao Export Processing Zone, Pudong New Area, Shanghai 上海市浦東新區金橋出口加工區9街坊3/6丘、2丘	Office and commercial 辦公室及商用	Medium term lease 中期租賃	100%
Yuzhou Central Plaza 禹洲•中央廣場	South of Changjiangdong Road, East of Liaoyuan Road, East Urban District, Hefei 合肥市東部城區長江東路南、燎原路東	Commercial and car parking space 商用及停車位	Medium term lease 中期租賃	100%
Yuyue Li 禹悅里	South of Jiangquan Road and West of Xichun Road, Tiexin Qiao Road, Yuhuatai District, Nanjing 南京市雨花台区鐵心橋街道江泉路以南、西春路以西	Commercial 商用	Medium term lease 中期租賃	100%
Yuzhou Plaza 禹洲廣場	Keyuan North Road, Nanshan District, Shenzhen 深圳市南山區科苑北路	Office, Commercial and car parking space 辦公室、商用及停車位	Medium term lease 中期租賃	90%
Yuyue Li 禹悅里	Southeast of the junction of Wuliu Road and New Bengbu Road, Xinzhan District 合肥市新站區新蚌埠路與物流大道交匯東南角	Commercial and car parking space 商用及停車位	Medium term lease 中期租賃	82%
Yuzhou Plaza 禹洲廣場	Southeast of the junction of Wuliu Road and New Bengbu Road, Xinzhan District 合肥市新站區新蚌埠路與物流大道交匯東南角	Office and car parking space 辦公室及停車位	Medium term lease 中期租賃	82%
Yuzhou City Plaza 禹洲城市廣場	Century Avenue Shopping District, South New Zone of Huian County, Quanzhou, Fujian Province 福建省泉州市惠安縣城南新區世紀大道商圈	Office, Commercial and car parking space 辦公室、商用及停車位	Medium term lease 中期租賃	65%
Yuzhou Central Street 禹洲中央大街	Southwest of the junction of Wuliu Road and New Bengbu Road, Xinzhan District 合肥市新站區新蚌埠路與物流大道交匯西南角	Commercial 商用	Medium term lease 中期租賃	62%
Yuyue Li 禹悅里	South of Wangting Commercial Plaza, East of Yuting Fazhi Wenhua Park, Xiangcheng District, Suzhou 蘇州市相城區望亭商業廣場以南、禦亭法治文化公園以東	Commercial 商用	Medium term lease 中期租賃	51%

Schedule of Major Properties (Continued)
主要物業一覽表(續)

MAJOR PROPERTIES UNDER DEVELOPMENT

主要在建物業

Project 項目	Location 位置	Use 用途	Site Area 佔地面積	GFA 建築面積	Stage of completion 竣工階段	Expected completion date 預期竣工日期	Attributable interest of the Group 本集團應佔權益
Yuzhou Shang Li Mansion 禹洲·嘉譽尚里	South of Huaihai Road, East of Xiangcheng Road, Xinzhan District, Hefei 合肥市新站區淮海大道以南，相城路以東	Residential 住宅	58,243	116,485	Under Development 在建	May-23 2023年5月	100%
Yuzhou Langham Bay 禹洲·朗廷灣	Leliu Town, Shunde District, Foshan 佛山市順德區勒流鎮	Residential 住宅	110,378	306,217	Under Development 在建	Jul-23 2023年7月	100%
Yuzhou Langham Cloud Land 禹洲·朗廷雲澤	East of Wenhua Road, North of Mingde No.1 Road, Xinhui District, Jiangmen 江門市新會區明德一路以北，文華路以東	Residential 住宅	49,411	127,387	Under Development 在建	Nov-24 2024年11月	100%
Yuzhou Sky Land 禹洲·鉞悅	East of Jinzha Road, South of Beiheng River, Jinhui Town, Fengxian District, Shanghai 上海市奉賢區金匯鎮金閘公路以東，北橫河以南	Residential 住宅	26,873	59,120	Under Development 在建	Sep-23 2023年9月	51%
Yuzhou Royal Orchid Palace 禹洲·雍禧蘭台	Xinhuayuan Road, Wangjiawan Business Cluster, Economic and Technological Development Zone, Wuhan 武漢市經開區王家灣新華園路	Residential 住宅	87,668	219,185	Under Development 在建	Jun-24 2024年6月	51%
Yuzhou Master Mansion 禹洲·鉞宸府	Southwest of the Junction of Qingyan Road and Wenjiao Road, Economic and Technological Development Zone, Wuxi 無錫市經開區清晏路與文教路交叉路口西南側	Residential 住宅	83,400	150,120	Under Development 在建	Nov-23 2023年11月	50%
Yuzhou Mansion East Land 禹洲·嘉譽東境苑	West of Wenyuan Road, South of Meicun Road, Hi-Tech District, Taicang, Suzhou 蘇州市太倉高新區文淵路以西，梅村路以南	Residential 住宅	35,826	64,486	Under Development 在建	Sep-23 2023年9月	49%
Yuzhou Trees Villa 禹洲·宸風雲廬	Southeast of the Junction of Zhenze Road and Xincheng Road, Binhu District, Wuxi 無錫市濱湖區震澤路與信成道交叉路口東南側	Residential 住宅	76,017	152,034	Under Development 在建	Jul-23 2023年7月	40%
Yuzhou The Explorer 禹洲·博學家	University Area, Hi-Tech District, Chongqing 重慶市高新區大學城板塊	Residential 住宅	151,329	226,994	Under Development 在建	May-24 2024年5月	36%
Yuzhou Cloud Center 禹洲·深業雲築	Guangming District, Shenzhen 深圳市光明區	Residential 住宅	48,680	119,234	Under Development 在建	Apr-24 2024年4月	35%
Yuzhou Honor Mansion 禹洲·嘉譽名邸	Zhongkai District, Huizhou 惠州市仲愷區	Residential 住宅	41,920	150,308	Under Development 在建	May-24 2024年5月	33%

Schedule of Major Properties (Continued)
 主要物業一覽表(續)

 MAJOR COMPLETED PROPERTIES HELD
 FOR SALE

持作銷售的主要竣工物業

Project	Location	Use	Site Area	GFA	Stage of completion	Attributable interest of the Group
項目	位置	用途	佔地面積	建築面積	竣工階段	本集團應佔權益
Yuzhou Luxury Mansion	Jinhui Town, Fengxian District, Shanghai	Residential and commercial	56,048	123,306	Completed	100%
禹洲•雍錦府	上海市奉賢區金匯鎮	住宅及商用			已竣工	
Yuzhou Glorious Mansion	Jinhui Town, Fengxian District, Shanghai	Residential and commercial	29,912	65,807	Completed	100%
禹洲•天境璞悅	上海市奉賢區金匯鎮	住宅及商用			已竣工	
Yuzhou Langorchid	No.15 of C District of New City Area, Leping Town, Sanshui District, Foshan	Residential and commercial	34,559	93,308	Completed	100%
禹洲•朗悅	佛山市三水區樂平鎮新城區C區15號	住宅及商用			已竣工	
Yuzhou Honor Country	West Street, Central Urban Area of Qionglai, Chengdu	Residential	15,822	39,555	Completed	100%
禹洲•嘉譽山河	成都市邛崃中心城區西街	住宅			已竣工	
Yuzhou Peaceful Country	West of Chenglong Avenue, North of Nansanhuan, Jinjiang District, Chengdu	Residential	16,174	32,348	Completed	51%
禹洲•晏山河	成都市錦江區南三環北側，成龍大道西側	住宅			已竣工	
Yuzhou Sunrises	East of the Fokai Expressway, North of Xingji Road, Nanzhuang Town, Chancheng District, Foshan	Residential	22,432	56,080	Completed	51%
禹洲•曦悅	佛山市禪城區南莊鎮佛開高速以東，杏吉路以北	住宅			已竣工	
Yuzhou Orchid Garden	Central axis of Shengfu Area of Binhu New District, Hefei	Residential	102,047	222,463	Completed	50%
禹洲•蘭園	合肥市濱湖新區省府板塊中軸	住宅			已竣工	
Yuzhou Genius Leading	South of Lianhuafeng Road, East of Hejiuling Road, Fengqiao Street, Hi-Tech District, Suzhou	Residential	140,968	196,812	Completed	49%
禹洲•山雲庭	蘇州市高新區楓橋街道賀九嶺路東，蓮花峰路南	住宅			已竣工	
Yuzhou The Splendid Era	North of Nanjing Road, East of Huashan Road, Binhu New District, Hefei	Residential	49,268	103,370	Completed	40%
禹洲•錦繡首璽	合肥市濱湖新區南京路以北，華山路以東	住宅			已竣工	

Schedule of Major Properties (Continued)
主要物業一覽表(續)

Project	Location	Use	Site Area	GFA	Stage of completion	Attributable interest of the Group
項目	位置	用途	佔地面積	建築面積	竣工階段	本集團應佔權益
Yuzhou East Coast Langham 禹洲•東岸朗廷	West of Binhai Lvyou Road, East of Binhai West Avenue, Core Region of Tong'an New Town, Xiamen 廈門市同安新城核心區，濱海旅遊路以西，濱海西大道以東	Residential 住宅	54,164	168,354	Completed 已竣工	33%
Yuzhou Seafront Villa 禹洲•海墅	West of Binhai Lvyou Road, East of Binhai West Road, Tong'an New Town Core Area of Huandong Hai Region, Xiamen 廈門市環東海域同安新城核心區，濱海旅遊路以西，濱海西大道以東	Residential 住宅	18,830	42,800	Completed 已竣工	33%
Yuzhou Beautiful Bay Times 禹洲•蔚然錦繡	East of Xiangshan Road, South of Sunwu Road, Taihu Resort, Wuzhong District, Suzhou 蘇州市吳中區太湖度假區香山路以東，孫武路以南	Residential 住宅	48,311	96,622	Completed 已竣工	30%
Yuzhou Polaris Mansion 禹洲•國宸府	Northeast of the Junction of Tonghui Road and Nanshan Road, Xiaoshan District, Hangzhou 杭州市蕭山區通惠路與南三路交叉口東北側	Residential 住宅	98,261	275,131	Completed 已竣工	23%
Yuzhou Mountain Fairyland 禹洲•巖山林語	West of Dinglin Road, South of Yinhu Road, located in the North of Fangshan Scenic Area, East of Jiangning District, Nanjing 南京市江甯區東部地區，位於方山景區北部，定林路以西，印湖路以南	Residential and commercial 住宅及商用	62,503	81,254	Completed 已竣工	20%



禹洲集團控股有限公司
YUZHOU GROUP HOLDINGS COMPANY LIMITED

<https://yuzhou-group.com/>

**Principal administration and
management centers in the PRC**

中國主要行政及管理中心

Yuzhou Plaza
299 Jingang Road
Pudong New District
Shanghai
People's Republic of China
中華人民共和國
上海浦東新區金港路299號
禹洲廣場

Yuzhou Plaza
Keyuan North Road
Nanshan District
Shenzhen
People's Republic of China
中華人民共和國
深圳市南山區科苑北路
禹洲廣場

**Principal place of business
in Hong Kong**

香港主要營業地址

Units 5801-02, 58/F
The Center
99 Queen's Road Central
Central
Hong Kong
香港中環
皇后大道中99號
中環中心58樓5801-02室