



朗诗绿色管理

LANDSEA GREEN MANAGEMENT

朗詩綠色管理有限公司

LANDSEA GREEN MANAGEMENT LIMITED

(formerly known as Landsea Green Properties Co., Ltd.) (前稱朗詩綠色地產有限公司)

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)

Stock Code 股份代號: 106

引領綠色生活

Leading Green Life



ANNUAL REPORT 2022 年報





Contents 目錄

Corporate Information	公司資料	4
Definitions	釋義	6
Major Events and Accolades	大事記與榮譽	12
Chairman's Statement	主席報告	20
Biographical Details of Directors and Senior Management	董事及高級管理人員簡介	25
Management Discussion and Analysis	管理層討論及分析	35
Corporate Governance Report	企業管治報告	58
Directors' Report	董事局報告	88
Independent Auditor's Report	獨立核數師報告	121
Consolidated Statement of Comprehensive Income	綜合全面收益表	134
Consolidated Balance Sheet	綜合資產負債表	137
Consolidated Statement of Changes in Equity	綜合權益變動表	140
Consolidated Statement of Cash Flows	綜合現金流量表	142
Notes to the Consolidated Financial Statements	綜合財務報表附註	144
Financial Summary	財務摘要	346
Particulars of Investment Property	投資性物業詳情	347



Leading **Green Life**

引領綠色生活





Corporate Information

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Tian Ming (*Chairman*)

Mr. Huang Zheng (*Chief Executive Officer*)

Mr. Jiang Chao (resigned with effect from 25 February 2022)

Ms. Shen Leying (resigned with effect from 25 February 2022)

NON-EXECUTIVE DIRECTORS

Ms. Gu Jing (appointed with effect from 31 August 2022)

Mr. Cheng Yuan (appointed with effect from 30 December 2022)

Mr. Xu Liang (appointed with effect from 25 February 2022
and resigned with effect from 31 August 2022)

Mr. Liu Pengpeng (resigned with effect from 31 October 2022)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Xu Xiaonian

Mr. Chen Tai-yuan

Mr. Rui Meng

AUDIT COMMITTEE

Mr. Rui Meng (*Committee Chairman*)

Mr. Xu Xiaonian

Mr. Chen Tai-yuan

REMUNERATION COMMITTEE

Mr. Chen Tai-yuan (*Committee Chairman*)

Mr. Xu Xiaonian

Mr. Rui Meng

NOMINATION COMMITTEE

Mr. Xu Xiaonian (*Committee Chairman*)

Mr. Rui Meng

Mr. Chen Tai-yuan

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Mr. Tian Ming (*Committee Chairman*)

Mr. Huang Zheng

Mr. Xu Xiaonian

Mr. Chen Tai-yuan

Mr. Rui Meng

董事局

執行董事

田明先生(主席)

黃征先生(總裁)

蔣超先生(於二零二二年二月二十五日辭任)

申樂瑩女士(於二零二二年二月二十五日辭任)

非執行董事

顧菁女士(於二零二二年八月三十一日獲委任)

成元先生(於二零二二年十二月三十日獲委任)

徐亮先生(於二零二二年二月二十五日獲委任並
於二零二二年八月三十一日辭任)

劉鵬鵬先生(於二零二二年十月三十一日辭任)

獨立非執行董事

許小年先生

陳泰元先生

芮萌先生

審核委員會

芮萌先生(委員會主席)

許小年先生

陳泰元先生

薪酬委員會

陳泰元先生(委員會主席)

許小年先生

芮萌先生

提名委員會

許小年先生(委員會主席)

芮萌先生

陳泰元先生

環境、社會及管治委員會

田明先生(委員會主席)

黃征先生

許小年先生

陳泰元先生

芮萌先生

COMPANY SECRETARY

Ms. Chan Yuen Ying, Stella (resigned with effect from 30 December 2022)
Ms. Gao Yuan (appointed with effect from 30 December 2022)

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL REGISTRAR

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

BRANCH REGISTRAR

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

PRINCIPAL BANKERS

Hang Seng Bank Limited
The Hong Kong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 406, 4/F.
8 Queen's Road East
Wan Chai
Hong Kong

STOCK CODE

Hong Kong Stock Exchange: 106

WEBSITE

<http://www.landsea.hk>

公司秘書

陳婉縈女士(自二零二二年十二月三十日起辭任)
高媛女士(自二零二二年十二月三十日起獲委任)

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師

主要過戶處

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

過戶分處

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

主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

香港總辦事處及主要營業地址

香港
灣仔
皇后大道東8號
4樓406室

股份代號

香港聯合交易所：106

網址

<http://www.landsea.hk>

Definitions

釋義

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings: 本年報內，除文義另有所指外，下列詞語具有以下涵義：

“AGM” 「股東週年大會」	the annual general meeting of the Company 本公司股東週年大會
“Audit Committee” 「審核委員會」	the audit committee of the Company 本公司審核委員會
“Authorized Representative” 「授權代表」	Authorised representative of the Company as required under Rule 3.05 of the Listing Rules and the authorised representative of the Company for accepting on the Company's behalf service of process or notice to be served on the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) 上市規則第3.05條規定的本公司授權代表，以及根據香港法例第622章公司條例第16部代表本公司於香港接受任何將向本公司送達的法律程序文件或通知的本公司授權代表
“Board” 「董事局」	the board of Directors 董事局
“Bye-Laws” 「細則」	the bye-laws of the Company, as amended from time to time 本公司之公司細則(經不時修訂)
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in appendix 14 to the Listing Rules 上市規則附錄十四所載企業管治守則
“Chairman” 「主席」	the chairman of the Board 董事局主席
“Companies Act of Bermuda” 「百慕達公司法」	the Companies Act of Bermuda, as amended from time to time 百慕達公司法(經不時修訂)
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622, Laws of Hong Kong) 香港法例第622章公司條例
“Company” or “Landsea Green Management” 「本公司」或「朗詩綠色管理」	Landsea Green Management Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 00106) 朗詩綠色管理有限公司，於百慕達註冊成立之有限公司，其股份於聯交所主板上市(股份代號：00106)
“Company Secretary” 「公司秘書」	Company secretary of the Company as required under Rule 3.28 of the Listing Rules 上市規則第3.28條規定的本公司公司秘書
“Controlling Shareholder” 「控股股東」	have the meanings ascribed to it under the Listing Rules 具有上市規則賦予之涵義

“Director(s)” 「董事」	the directors of the Company 本公司之董事
“Easycorps” 「Easycorps」	Easycorps Group Limited, a company incorporated in the British Virgin Islands with limited liability and wholly and beneficially owned by Mr. Tian Easycorps Group Limited，於英屬維爾京群島註冊成立之有限公司，由田先生全資實益擁有
“ESG” 「ESG」	Environmental, social and governance 環境、社會及管治
“ESG Committee” 「ESG委員會」	The ESG Committee of the Company 本公司ESG委員會
“Executive Committee” 「執行委員會」	the executive committee of the Company 本公司執行委員會
“FY2022” 「二零二二財政年度」	the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
“GFA” 「建築面積」	gross floor area 建築面積
“Greensheid” 「Greensheid」	Greensheid Corporation, a company incorporated in the British Virgin Islands with limited liability, and a company indirectly wholly-owned by Landsea Group Greensheid Corporation，於英屬維爾京群島註冊成立之有限公司，由朗詩集團間接全資擁有
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Landsea Group” or “Landsea Holdings” 「朗詩集團」或「朗詩控股」	Landsea Group Co., Ltd. (朗詩集團股份有限公司), a company established in the PRC and the Controlling Shareholder of the Company 朗詩集團股份有限公司，於中國成立之公司及本公司控股股東
“Landsea Green Life” 「朗詩綠色生活」	Landsea Green Life Service Company Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 1965) 朗詩綠色生活服務有限公司，於開曼群島註冊成立之有限公司，其股份於聯交所主板上市(股份代號：1965)

DEFINITIONS

釋義

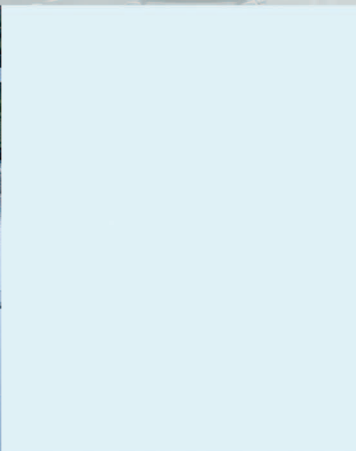
“Landsea Homes” 「Landsea Homes」	Landsea Homes Corporation, a company incorporated under the State of Delaware in the USA and the common stock of which are listed on NASDAQ, and is a non-wholly owned subsidiary of the Company (symbols: LSEA) Landsea Homes Corporation，於美國特拉華州註冊成立的公司，其普通股於納斯達克上市，並為本公司的非全資附屬公司（證券代碼：LSEA）
“Landsea International” 「Landsea International」	Landsea International Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and indirectly wholly-owned by Landsea Group Landsea International Holdings Limited，於英屬維爾京群島註冊成立之有限公司，由朗詩集團間接全資擁有
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in appendix 10 to the Listing Rules 上市規則附錄十所載上市發行人董事進行證券交易的標準守則
“Mr. Tian” 「田先生」	Mr. Tian Ming, the Chairman, an executive Director and the Controlling Shareholder 田明先生，主席、執行董事兼控股股東
“NASDAQ” 「納斯達克」	National Association of Securities Dealers Automated Quotations capital market 美國全國證券交易商協會自動報價資本市場
“Nomination Committee” 「提名委員會」	the nomination committee of the Company 本公司之提名委員會
“PRC” 「中國」	the People’s Republic of China 中華人民共和國
“Project Management Services” 「開發代建服務」	Project development and management services 項目開發及管理服務
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Company 本公司之薪酬委員會
“Restricted Share(s)” 「限制性股份」	the Shares granted or to be granted under the Share Award Scheme which are subject to restrictions 根據股份獎勵計劃授出或將予授出之受限制股份
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國之法定貨幣

“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) 香港法例第571章證券及期貨條例
“Share(s)” 「股份」	ordinary share(s) of HK\$0.01 each in the capital of the Company 本公司股本中每股面值0.01港元之普通股
“Share Award Scheme” 「股份獎勵計劃」	the restricted share award scheme of the Company adopted on 2 July 2014 本公司於二零一四年七月二日採納之受限制股份獎勵計劃
“Share Option Scheme 2012” 「二零一二年購股權計劃」	the share option scheme of the Company adopted on 25 April 2012 本公司於二零一二年四月二十五日採納之購股權計劃
“Share Option Scheme 2022” 「二零二二年購股權計劃」	the share option scheme of the Company adopted on 30 June 2022 本公司於二零二二年六月三十日採納之購股權計劃
“SPAC” 「SPAC」	special purpose acquisition company 特殊目的收購公司
“sq.m.” 「平方米」	square meters 平方米
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“United States” 「美國」	the United States of America 美利堅合眾國
“US\$” 「美元」	United States dollars, the lawful currency of United States 美元，美國之法定貨幣

Leading Green Life

引領綠色生活





Major Events and Accolades of Landsea Green Management in 2022

朗詩綠色管理2022年大事記與榮譽



CORPORATE'S ACCOLADES OR AWARDS IN 2022:

- On 1 July, the Hangzhou branch of Landsea Green Management was awarded the title of “**Outstanding Real Estate Management Enterprise in Zhejiang from January to June 2022 (2022年1-6月浙江省房地產代建優秀企業)**” by Beijing China Index Academy.
- On 28 September, Le Mansion of Landsea in Zhangjiagang managed by Landsea Green Management was awarded the “**2022 Role Model for Technological Residential in Zhangjiagang (2022年度張家港科技住宅典範獎)**” by Zhangjiagang Real Estate Observation (張家港房地產觀察).
- On 23 November, the result of the “19th Elite Habitat Award (第十九屆精銳人居獎)” was announced with Landsea Green Management awarded the “**Outstanding Enterprise along Green Supply Chain (綠色供應鏈企業優秀獎)**” for the fourth year consecutively.

2022年公司的榮譽或獎項：

- 7月1日，北京中指信息技術研究院授予朗詩綠色管理杭州公司「**2022年1-6月浙江省房地產代建優秀企業**」稱號。
- 9月28日，張家港房地產觀察授予朗詩綠色管理張家港朗詩樂府項目「**2022年度張家港科技住宅典範獎**」。
- 11月23日，「第十九屆精銳人居獎」頒佈結果，朗詩綠色管理連續第四年被授予「**綠色供應鏈企業優秀獎**」。

MAJOR EVENTS AND ACCOLADES OF LANDSEA GREEN MANAGEMENT IN 2022

朗詩綠色管理2022年大事記與榮譽



- On 1 December, the Yale Yunting (雅樂雲庭) project was honoured with the “**Ideal, Green and Healthy Residence in Jiangsu Province (江蘇省綠色健康型理想住宅)**” and the “**Outstanding Residence of Technology in Jiangsu (江蘇省科技住宅優秀樓盤)**”.
- On 5 December, Landsea Green Management was awarded the “**2022 Valuable Property Management Enterprise Achieving Synergy through Cooperation (2022年中國地產代建共創力價值企業)**”, and the Gaolijing Huafu (高力璟華府) project of Landsea was awarded the “**2022 Green and Healthy Residence in China (2022年度中國綠色健康住宅)**” at the “Tenth Global Chinese Real Estate Ceremony on ifeng.com (鳳凰網第十屆全球華人不動產盛典)”.
- On 19 December, Landsea Green Management won the “**Best ESG Award (最佳ESG獎)**” at the “Seventh Listed Company Selection by Zhitongcaijing (第七屆智通財經上市公司評選)” held in Hangzhou.
- 12月1日，雅樂雲庭項目榮膺「江蘇省綠色健康型理想住宅」和「江蘇省科技住宅優秀樓盤」。
- 12月5日，在「鳳凰網第十屆全球華人不動產盛典」上，朗詩綠色管理榮膺「2022年中國地產代建共創力價值企業」，及朗詩高力璟華府項目獲評「2022年度中國綠色健康住宅」。
- 12月19日，在杭州舉辦的「第七屆智通財經上市公司評選」上，朗詩綠色管理榮獲「最佳ESG獎」。

MAJOR EVENTS AND ACCOLADES OF LANDSEA GREEN MANAGEMENT IN 2022

朗詩綠色管理2022年大事記與榮譽



- On 3 January 2023, the New County (新郡) project of Landsea in Wuxi managed by Landsea Green Management was awarded the “**Most Influential Award of the Year (年度最具影響力獎)**” at the “2022 Online Selection in relation to Real Estate Industry by Tencent Marketing Solution (2022騰訊廣告房產行業網絡評選)”.
- On 11 January 2023, the Changshu Shangjing Mingzhu project managed by Landsea Green Management was awarded the “**Annual Role Model for Urban Property Quality (年度城市品質典範樓盤)**” at the “2022 Online Selection of Real Estate in Changshu (2022常熟房地產網絡評選)”
- On 17 January 2023, Le Mansion of Landsea in Zhangjiagang managed by Landsea Green Management won the “**2022-2023 Annual Quality Technological Residence Award (2022-2023年度品質科技住宅獎)**” at the “Suzhou Grammy Awards Ceremony for Real Estate (蘇州地產格萊美頒獎典禮)”.
- 2023年1月3日，在「2022騰訊廣告房產行業網絡評選」中，朗詩綠色管理無錫朗詩新郡項目被授予「年度最具影響力獎」獎項。
- 2023年1月11日，在「2022常熟房地產網絡評選」中，朗詩綠色管理常熟尚璟名築項目獲評「年度城市品質典範樓盤」。
- 2023年1月17日，在「蘇州地產格萊美頒獎典禮」上，朗詩綠色管理張家港朗詩樂府項目榮獲「2022-2023年度品質科技住宅獎」。

MAJOR EVENTS AND ACCOLADES OF LANDSEA GREEN MANAGEMENT IN 2022

朗詩綠色管理2022年大事記與榮譽



60	杭州绿城建设开发有限公司	310	鼎世丹 (集团) 股份有限公司
61	北京金隅地产开发有限公司	311	天津市房地产业发展 (集团) 股份有限公司
62	香港置地有限公司	312	广东珠江集团有限公司
63	上海建工房产有限公司	313	安徽中丞控股集团有限公司
64	厦门国贸地产集团有限公司	314	厦门海投房地产有限公司
65	建业住宅集团 (中国) 有限公司	315	光大嘉宝股份有限公司
66	光明房地产集团股份有限公司	316	邯郸市荣科房地产开发有限公司
67	融侨集团股份有限公司	317	佛山市凯能房地产开发有限公司
68	中昂地产 (集团) 有限公司	318	新鸿隆祥地产集团有限公司
69	上海城建置业发展有限公司	319	东莞市光大房地产开发有限公司
70	华置 (中国) 有限公司	320	珠海置地控股有限公司
71	大华 (集团) 有限公司	321	深圳市合正房地产集团有限公司
72	上海实业城市开发集团有限公司	322	上海新黄浦置业股份有限公司
73	北京北辰实业股份有限公司	323	美林基业集团有限公司
74	弘阳地产集团有限公司	324	福建百宏房地产开发有限公司
75	石榴置业集团有限公司	325	茂名金源阳光置业有限公司
76	朗诗绿色地产	326	冠城大通股份有限公司
77	复地 (集团) 股份有限公司	327	上海爱建股份有限公司
78	广东珠江投资股份有限公司	328	锦艺置业集团有限公司
79	瑞安房地产有限公司	329	河南振兴房地产 (集团) 有限公司
80	深圳地铁置业集团有限公司	330	河南裕华置业有限公司

MAJOR EVENTS IN 2022:

- On 19 January 2022, Landsea Homes completes the acquisition of Hanover Family Builders (HFB), diversifying its geographic footprint in high-growth markets.
- On 29 March, the selection of the “2022 TOP500 Real Estate Developers with Comprehensive Strength (2022房地產開發企業綜合實力TOP500)” was released where Landsea Green Management ranked the 76th.

2022年大事記：

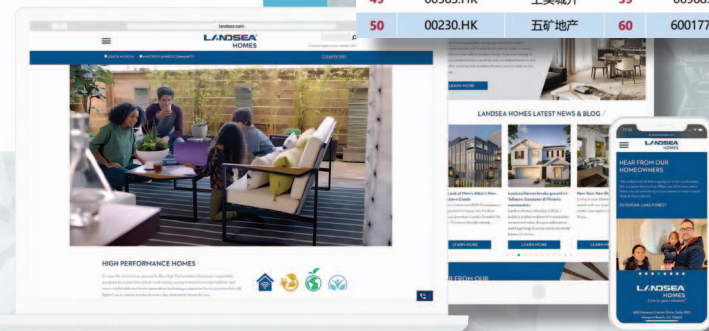
- 2022年1月19日，Landsea Homes完成對漢諾威建商(Hanover Family Builders (HFB))的收購，在高增長市場實現地理足跡多元化。
- 3月29日，「2022房地產開發企業綜合實力TOP500」評測成果發佈，朗詩綠色管理榮登第76位。

MAJOR EVENTS AND ACCOLADES OF LANDSEA GREEN MANAGEMENT IN 2022

朗詩綠色管理2022年大事記與榮譽



排名	证券代码	证券简称	排名	证券代码	证券简称
41	01813.HK	合景泰富集团	51	01622.HK	力高集团
42	00119.HK	保利置业集团	52	000090.SZ	天健集团
43	600663.SH	陆家嘴	53	01996.HK	弘阳地产
44	00106.HK	朗诗地产	54	002314.SZ	南山控股
45	00604.HK	深圳控股	55	600675.SH	中华企业
46	00832.HK	建业地产	56	00846.HK	明发集团
47	600565.SH	迪马股份	57	600736.SH	苏州高新
48	600266.SH	城建发展	58	000517.SZ	荣安地产
49	00563.HK	上实城开	59	06968.HK	港龙中国地产
50	00230.HK	五矿地产	60	600177.SH	雅戈尔



- On 22 April, 2022, Landsea Homes won the Gold Award at Arizona MAME Awards as a leader in residential construction in the United States.
- On 28 April 2022, Landsea Homes was named as the 2022 Builder of the Year.
- On 26 May, Landsea Green Management ranked the 44th among the "2022 Top 100 Listed Real Estate Companies with Comprehensive Strength (2022房地產上市公司綜合實力百強)" released by Shanghai E-house China R&D Institute.
- 2022年4月22日，Landsea Homes作為美國住宅建築業的佼佼者，在亞利桑那州MAME獎上獲得金獎。
- 2022年4月28日，Landsea Homes被評為2022年年度最佳建築商。
- 5月26日，上海易居房地產研究院發佈的「2022房地產上市公司綜合實力百強」中，朗詩綠色管理排名第44位。

MAJOR EVENTS AND ACCOLADES OF LANDSEA GREEN MANAGEMENT IN 2022

朗詩綠色管理2022年大事記與榮譽



2022中国绿色低碳地产运行典范TOP10

发布机构：中国投资协会 标准排名

排名	项目名称	绿色低碳运行系数(G)
1	朗诗地产*	9.6
2	首开地产*	9.2
3	恒通集团	8.7
4	万科集团*	8.6
5	新世界中国	8.2
6	中建东孚*	7.8
7	瑞安房地产	7.7
8	华发股份	7.6
9	中海发展	7.1
10	绿城中国*	6.2

备注：
 1.统计时间：2021年1月1日-2021年12月31日。
 2.绿色低碳运行系数（G）满分10分，根据企业当年度的绿色建筑运行标识、超低能耗建筑、绿色施工标识、营业收入等数据测算得出。
 3.奖项类别说明：*为首次入选2022年度拥有获得绿色建筑三星设计标识项目。
 4.原始数据来源：标准排名网、上市公司2021年年度报告、企业社会责任报告或可持续发展报告、ESG报告等。



- On 27 May, Landsea Green Management released its 2021 ESG report, integrating the dual-carbon targets into its ESG management system.
- On 21 July, a strategic cooperation agreement was signed between Landsea and Wuxi Metro Group for cooperate in businesses such as residential development, commercial operation and property renovation in between the parties.
- On 26 August, Landsea Real Estate was on the top of the “2022 TOP10 Role Models for Green and Low-Carbon Operations in China (2022中國綠色低碳地產運行典範TOP10)” in the “2022 Report on TOP30 Indices regarding Green and Low-Carbon Real Estate in China (2022中國綠色低碳地產指數TOP30報告)” jointly compiled and published by the magazine named “Chinese Investment”, the Advisory Committee of the Investment Association (投資協會諮詢委) and the Standard Ranking (標準排名) in China.
- 5月27日，朗詩綠色管理發布2021年度ESG報告，將雙碳目標融入ESG管理體系。
- 7月21日，朗詩和無錫地鐵集團簽署戰略合作協議，雙方將就住宅開發、商業運營、物業改造等業務開展合作。
- 8月26日，在由《中國投資》雜誌、中國投資協會諮詢委、標準排名聯合編制出品的《2022中國綠色低碳地產指數TOP30報告》中，朗詩地產榮登「2022中國綠色低碳地產運行典範TOP10」的榜首。

MAJOR EVENTS AND ACCOLADES OF LANDSEA GREEN MANAGEMENT IN 2022

朗詩綠色管理2022年大事記與榮譽



- On 26 September, a strategic cooperation agreement was signed between Landsea and Wuxi Liangxi Urban Investment Group (無錫市梁溪城投集團), based upon which, Landsea Green Management will cooperate extensively with Liangxi Urban Investment (梁溪城投) in fields such as residential development, commercial operation and property renovation.
- On 28 September, the exhibition center (Nanjing) for technological residence of Landsea was officially open to the public, recording and displaying the history and achievements of the 18-year development on technological residence of Landsea.
- 9月26日，朗詩和無錫市梁溪城投集團簽署戰略合作，在此基礎上，朗詩綠色管理將與梁溪城投在住宅開發、商業運營、物業改造等領域廣泛合作。
- 9月28日，朗詩科技住宅展示中心(南京)正式對外開放，記錄並展示朗詩科技住宅十八年發展的脈絡和成果。

MAJOR EVENTS AND ACCOLADES OF
LANDSEA GREEN MANAGEMENT IN 2022
朗詩綠色管理2022年大事記與榮譽



- On 3 November, Landsea was listed as TOP1 in the real estate sector for the sixth year consecutively on the Green Supply Chain CITI Index by the Institute of Public and Environmental Affairs (IPE) in year 2022.
- 11月3日，公眾環境研究中心(IPE)2022年度綠色供應鏈CITI指數，朗詩連續第六年榮登房地產領域CITI指數TOP1。

Chairman's Statement

主席報告



TIAN MING 田明
Chairman 主席



MARKET OVERVIEW

The year 2022 was a “bottom year” for the Chinese real estate sector. As we mentioned in last year’s chairman’s statement, the industry as a whole entered into an “ice age” and will face long-term and deep-seated restructuring. Even so, the recession over the past year has been more severe than the market had anticipated, figures falling below their bottom lines. We may find the sales scale of commodity housing nationwide has been significantly narrowed down, when the performance of the top 100 real estate enterprises has dropped by more than 40%, and the number of real estate enterprises with value higher than RMB100 billion reduced by half and real estate enterprises encountered liquidity crises more frequently. The real estate industry is evolving from the 1.0 model to the 2.0 model, while the old development model of high leverage, fast turnaround and scalability will be replaced by a new model of low leverage, professionalization and quality improvement. Meanwhile, the international landscape is complex and volatile, with major economic players in the world entering a downward cycle under high inflation and continued increase of interest rate.

OPERATION PERFORMANCE

In the past year, Landsea faced unprecedented challenges, but our teams maintained their high spirits and no team was beaten. We fought hard and achieved uneasy result. The contracted sales of “Landsea

宏觀市場

二零二二年對中國房地產行業而言，是「谷底之年」。正如我們在去年的主席報告中提及的，整個行業進入「冰河期」，面臨長期的、深層的結構性調整。即便如此，過去一年衰退的慘烈程度仍然超出了市場的預期，各項數據跌穿底線。全國商品房銷售規模腰斬，百強房企業績降幅超四成，千億房企數量減半，房企頻現流動性危機。房地產行業正從1.0模式向2.0模式演變，過去的高槓桿、快周轉、沖規模的發展模式，將被低槓桿、專業化、品質化的新模式取代。與此同時，國際局勢複雜動盪，主要經濟體通脹高企，持續加息，紛紛進入下行期。

經營業績

過去一年，朗詩遇到了空前的挑戰，但我們的團隊仍然保持了昂揚的鬥志，沒有任何一支隊伍被打垮，我們全力拼搏取得了來之不易的成績。「朗詩出



Products” amounted to approximately RMB22.3 billion with contracted GFA of approximately 1.16 million sq.m.. The total revenue was approximately RMB14.02 billion. During the period under review, the Group overcame many obstacles and secured a total of 57 projects, among which, 24 were in the PRC and 33 in the United States; and achieved smooth delivery of over 16,000 houses in 29 projects in China and over 2,000 houses in the United States during the year.

REAL ESTATE BUSINESS IN THE PRC

As a green development service provider, research and development and construction capabilities for green buildings are the foundation of the Company. Landsea persistently focuses on green products differentiation to enhance its position as a green brand. As of the end of 2022, we had built over 150 green residential projects in 36 cities across the PRC with a green residential development area of over 25 million sq.m.. The Company has obtained a total of 104 green building certifications in the PRC, of which 56 were green building three-star certifications. The first green building three-star certification in 9 cities, including Shanghai, Nanjing, Hangzhou and Suzhou, were obtained by Landsea. We have obtained National Green Building Certification for nearly 70% of our total projects. In addition, we have also obtained 21 top international certifications for green buildings, including BREEAM, LEED and DGNB.

品」的簽約銷售額約為人民幣223億元，簽約建築面積約為116萬平方米，實現表內收入約人民幣140.2億元。回顧期內，我們克服重重阻力，共獲取項目57個，其中中國24個，美國33個；年內在中國地區實現了29個項目超過16,000套房屋的平穩交付，在美國交付了2,000餘套房屋。

中國地產業務

作為一家綠色開發服務商，綠色建築的研發與建造能力是公司的立身之本。朗詩持續深耕綠色差異化能力，培育自身的綠色品牌力。截至二零二二年底，我們已在全國36個城市打造了超過150個綠色住宅項目，綠色住宅開發面積超過2,500萬平方米。在國內我們共獲得綠建認證104個，其中綠建三星認證56個；上海、南京、杭州、蘇州等9個城市的首個綠建三星認證項目，均由朗詩獲得。我們已獲取國家綠色建築認證的項目，佔總項目數量近70%。此外我們還擁有包括BREEAM、LEED、DGNB在內的國際頂尖綠建認證21個。

CHAIRMAN'S STATEMENT

主席報告

Landsea devoted to building green homes. Since the debut of “Ark of Freedom (自由方舟)”, a green healthy residence, in 2020, it has been launched throughout 16 cities in the PRC with over 12,000 sets of residence delivered as at the end of 2022. In 2022, the first project was launched and equipped with Landsea's latest technology system “Healthy Fortress”, Nanjing Luxurious Mansion (南京璟華府), achieving a comprehensive upgrade in temperature, humidity, air purification and other dimensions. Several newly acquired projects in 2023 will also be built according to the Healthy Fortress system standard.

In 2022, Landsea secured a total of 24 projects in cities such as Nanjing, Suzhou, Wuxi, Chengdu, Nantong, Xi'an and Tai'an, with an additional saleable value of approximately RMB43.65 billion and an additional saleable area of approximately 2.393 million sq.m.. As at the end of 2022, the accumulated saleable value in the PRC amounted to approximately RMB100 billion, approximately 85% of which were from first-tier, new first-tier and second-tier cities ^{Note} and nearly 80% of which were from the Yangtze River Delta and the Greater Bay Area.

Over the years, Landsea has been exploring the path of transforming from a traditional asset-heavy housing model to an asset-light model. The year of 2022 can be regarded as a test for Chinese real estate enterprises, and our differentiated development strategy was examined in the past year. It was our ongoing strategic determination that helped us to survive the most difficult times in the industry.

In 2022, out of the 24 projects obtained by the China real estate business segment, 22 were projects for development and management services (the “**Project Management Services**”), with total contracted sales from the Project Management Services of approximately RMB1.19 billion, representing a year-on-year increase of approximately 21.2%; the new Project Management Services projects have contributed incremental saleable area of approximately 2.296 million sq.m. and saleable value of approximately RMB40.92 billion, achieving a year-on-year increase of 58.2%. As at the end of 2022, we provided a total of 96 projects with Project Management Services and with minority interests, when the total saleable area was approximately 5.038 million sq.m. and the estimated saleable value was approximately RMB93.12 billion, representing approximately 93% of the total value for the China region.

Note: The city classification criteria are derived from the 2022 Ranking of Cities' Business Attractiveness (城市商業魅力排行榜) published by the New First-tier City Research Institute, a city data research project of Yicai (第一財經), on 1 June 2022.

朗詩堅持構築綠色人居。我們的「自由方舟」健康住宅自二零二零年面世以來，已迅速在全國16個城市落地，截至去年底共推出超過12,000套住宅；二零二二年，首個搭載朗詩最新科技系統「健康堡壘」的項目南京璟華府落地，實現了從溫度、濕度、空氣淨化等維度的全面升級，今年新獲取的不少項目也將按照健康堡壘的系統標準進行打造。

二零二二年，朗詩分別於南京、蘇州、無錫、成都、南通、西安及泰安等城市共獲取24個項目，新增可售貨值約436.5億元，新增可售面積約239.3萬平方米。截至二零二二年底，中國地區累計可售貨值約千億元，其中一線、新一線及二線城市^註佔比超過85%，長三角及大灣區佔比近八成。

多年來，朗詩一直在探索從重資產的傳統內房模式向資產輕型化的轉型之路，可以說，二零二二年是中國房企的一塊試金石，我們的差異化發展戰略在過去一年得到了檢驗，正是一直以來的戰略定力幫助我們度過了行業最為艱險的時刻。

二零二二年，中國地產新獲取的24個項目中，有22個是開發及管理服務（「**開發代建服務**」）項目，共獲取開發代建服務合同額約人民幣11.9億元，同比增幅約21.2%；新增開發代建服務項目可售面積約229.6萬平方米，可售貨值約人民幣409.2億元，同比增幅達58.2%。截至二零二二年底，由我們提供開發代建服務及進行小股操盤的項目共計96個，總可售面積約503.8萬平方米，預計可售貨值約達人民幣931.2億元，佔中國地區總可售貨值約93%。

註：城市劃分標準來源於2022年6月1日第一財經旗下城市數據研究項目新一線城市研究所發佈的《2022城市商業魅力排行榜》。

REAL ESTATE BUSINESS IN THE UNITED STATES

In 2022, Landsea Homes hit a record high on both sales and profits of the business. However, the continued interest rate hikes resulted in the decrease of the number of new orders from the second half of the year and hence a decline in new house sales and a significant rise in cancellations, which in turn had a negative impact on our performance in the second half of the year. Nevertheless, our business in United States were effectively and properly handled.

During the period, Landsea Homes had new projects in Florida with saleable areas of approximately 985,000 sq.m. and the saleable value was approximately RMB11.89 billion. As at the end of 2022, the accumulated saleable value in the United States was approximately RMB31.26 billion, of which approximately 41% was for Florida and Texas together, approximately 30% was for California and approximately 22% was for Arizona.

OUTLOOK

The scale of China's real estate industry will remain at around RMB10 trillion and will remain one of the pillar industries of the national economy, which laid our fundamental consideration on the industry's future. At the same time, the industry is still in transition and market players are still struggling to survive. Landsea's strategic transformation for product differentiation, asset-light model transformation and revenue diversification has started in 2014, and almost ten years has passed. Last year, the Company officially changed its name to "Landsea Green Management Limited" to more accurately reflect the strategic positioning of an asset-light green development service provider. Not only do we seek to become a green branded service provider with strong operation capability, but also to be equipped with investment capability to a certain extent in order to seize every good market opportunity, so the Company's profitability could grow. The name change will be accompanied by a change in organisational structure, adjustments to the staffing structure and incentive system. We should not waste the opportunity presented in any single crisis. 2022 marked the biggest loss in our history, and it was a painful experience for both Landsea and the industry as a whole. We all paid the price for the recklessness and insolence. As the saying goes, "Once bitten, twice shy". We will remember the lesson and remain fearful, exercise strict self-discipline, operate steadily and abide by the rules of the industry. Despite all those obstacles, in the year of 2023, we expect to get out of the darkness and get ready for the brightness.

美國地產業務

二零二二年，Landsea Homes在銷售端與利潤端均創下歷史新高，然而在持續加息的作用下，新訂單數量自下半年開始下降，帶來了新房銷售的下滑與取消率的大幅攀升，進而對下半年的業績產生了負面影響。但是，我們美國業務應對裕如。

回顧期內，Landsea Homes於佛羅裡達州新增項目可售面積約98.5萬平方米，可售貨值約人民幣118.9億元。截至二零二二年底，美國地區累計可售貨值約為人民幣312.6億元，其中佛羅裡達州及得克薩斯州合計佔比約41%，加利福尼亞州佔比約30%，亞利桑那州佔比約22%。

展望

中國房地產行業的規模仍將維持在10萬億元上下，仍將是國民經濟的支柱產業之一，這是我們展望未來的基本判斷。同時，行業仍在轉型，市場主體仍在艱難求生存。朗詩於2014年便踏上產品差異化、資產輕型化、收益多樣化的戰略轉型之路，至今已近十年。去年公司正式更名為「朗詩綠色管理有限公司」，以更準確地體現綠色開發服務商的輕資產化戰略定位。我們要成為一家具有很強操盤能力的綠色品牌服務商，同時我們決不放棄好的市場機會，仍將保有一定的投資能力，提高公司收益水平。伴隨名稱改變的還有組織架構、人員結構與激勵機制的調整。我們不應浪費任何一次危機，2022年，我們錄得史上最大的虧損，這既是朗詩，同時也是整個行業的慘痛教訓，我們為自己的輕狂、不知敬畏付出了代價。常言道：「一遭被蛇咬，十年怕井繩」。我們將牢記教訓，保持敬畏之心，嚴格自律，穩健經營，謹守行業規律。但是，今年我們預計將走出泥潭，重新登岸。

CHAIRMAN'S STATEMENT

主席報告

The theme for the Company in this year is a year of “going through the cycle”, we are committed to getting through a glacial period. It is estimated that 2023 will still be a difficult year for the industry as it is still in a period of adjustment. However, due to the supportive adjustment in real estate policy and the removal of the epidemic prevention policy, we anticipate that 2023 will be slightly better than the “bottom year” of 2022. In order to fight the battle for protecting cash flow, survive and achieve sustainable development, we must have bottom-line mindset; we must unify our thinking, work hard and fight determinedly. We are striving to get out of trouble sooner and to get through the cycle successfully.

In the Real Estate 2.0 era of low leverage, and emphasis on professional segmentation and product services, we need to be respectful to the market, understand the market situation in the correct way, accurately capture market opportunities, enhance our investment capabilities, and adhere to customer orientation and product innovation. In the future, we are still confident enough to find the most suitable development path by leveraging our unique advantages in the new era. We believe that Landsea will be able to transform and upgrade and iterate into a successful enterprise in the future market.

Tian Ming
Chairman

Hong Kong, 31 March 2023

今年公司的主題是「穿越週期」年，我們致力於穿越冰河期，我們判斷，2023年仍然處於行業的調整期，會十分困難。但是，由於房地產政策180度調整，以及防疫政策的取消，2023年會比2022年這個「低谷之年」要稍微好一些。我們要打好現金流保衛戰，謀求生存、持續發展，要有底線思維；统一思想、艱苦奮鬥、堅決作戰力爭早日走出困難，成功穿越週期。

在低槓桿、重專業細分與產品服務的房地產2.0時代，我們需要敬畏市場，正確認識市場形勢，準確捕捉市場機會，提升投資能力，堅持客戶導向及產品創新。面對未來，我們仍然擁有足夠的自信，相信在新時代能夠發揮自身獨特的優勢，找到最適合的發展道路。相信朗詩能夠實現轉型升級，迭代進化為未來市場上的成功企業。

田明
主席

香港，二零二三年三月三十一日

Biographical Details of Directors and Senior Management

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

MR. TIAN MING (“MR. TIAN”)

Mr. Tian was born on 24 January 1961. He was appointed as the Chairman of the Board and an executive Director on 31 July 2013. He is the chairman of the ESG Committee. He obtained an Executive Master of Business Administration from China Europe International Business School (“CEIBS”). Mr. Tian founded Landsea Group Co. Ltd. (朗詩集團股份有限公司) (“Landsea”) in 2001. He is now the controlling shareholder and also the Chairman and President of Landsea and its subsidiaries (“Landsea Group”). Mr. Tian has more than 20 years’ extensive experience in the fields of competitive strategy, operation management and property investment and development.

Mr. Tian initiated the “Green Supply Chain Act of Real Estate Industry”, which aims to mitigate the negative effect of the industrial supply chain on the environment by promoting green procurement.

Mr. Tian was a non-executive director and the chairman of Landsea Green Life Service Company Limited (a company listed on the Main Board of the Stock Exchange; stock code: 1965) since 15 January 2021, he serves as the chairman of the board and a director of Landsea Homes since January 2021 and he was an independent non-executive director of Chervon Holdings Limited (a company listed on the Main Board of the Stock Exchange; stock code: 2285) since 8 December 2021.

MR. HUANG ZHENG (“MR. HUANG”)

Aged 40, was appointed as an executive director and chief executive officer of the Company on 27 March 2020. He is also a member of the ESG Committee. He graduated from Wuhan University in 2004, where he obtained a bachelor degree of law and Sociology. He also received a master degree in Sociology from the Law School of Tsinghua University in 2007. Mr. Huang had worked for Huarun (Dalian) Co., Ltd., CITIC Real Estate Co., Ltd. and Hailiang Group Co., Ltd. as the sales manager and general manager respectively. He has extensive experience in sales and marketing and operation management in real estate industry. Mr. Huang joined the Company in 2019 and served as the vice president.

執行董事

田明先生(「田先生」)

田先生出生於一九六一年一月二十四日，於二零一三年七月三十一日獲委任為董事局主席兼執行董事。彼亦為本公司環境、社會及管治委員會之主席。田先生獲得中歐國際工商學院(「中歐國際工商學院」)EMBA碩士學位。彼於二零零一年創辦朗詩集團股份有限公司(「朗詩」)，現為朗詩及其附屬公司(「朗詩集團」)控股股東，亦是董事長兼總裁。田先生在競爭戰略、經營管理、房地產投資和開發方面具有逾二十年的豐富經驗。

田先生主導發起「房地產行業綠色供應鏈行動」，旨在推動綠色採購，降低行業整體供應鏈對環境負面的影響。

田先生自二零二一年一月十五日起擔任朗詩綠色生活服務有限公司(一間於聯交所主板上市之公司；股份代號：1965)之非執行董事及主席；自二零二一年一月起擔任Landsea Homes董事局主席兼董事並自二零二一年十二月八日起擔任泉峰控股有限公司(一間於聯交所主板上市之公司；股份代號：2285)之獨立非執行董事。

黃征先生(「黃先生」)

現年40歲，於二零二零年三月二十七日獲委任為本公司執行董事及總裁。彼亦是環境、社會及管治委員會之成員。彼於二零零四年畢業於武漢大學，取得社會學法學學士學位。彼及後於二零零七年取得清華大學社會學法學碩士學位。黃先生曾就職於華潤(大連)有限公司、中信房地產股份有限公司及海亮集團有限公司等企業，分別擔任營銷經理及總經理等職。他在房地產行業的營銷及營運管理方面擁有豐富經驗。黃先生於二零一九年加入本公司，並出任副總裁一職。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

NON-EXECUTIVE DIRECTORS

MS. GU JING (“MS. GU”)

Aged 48, is currently the board secretary of Landsea Group, the Controlling Shareholder of the Company and has been appointed as a non-executive Director of the Company with effect from 31 August 2022. She joined Landsea Group in 2007 and served as the accounting department manager and tax department manager of Financial Management Center, assistant of the general manager and officer of the board of directors of Landsea Group. Ms. Gu obtained a bachelor degree of accounting from Nanjing University of Science and Technology. She is a Certified Public Accountant and a Certified Tax Agent in China.

MR. CHENG YUAN (“MR. CHENG”)

Aged 43, is the managing director of the asset management department of Ping An Real Estate Company Limited (“Ping An”) and has been appointed as a non-executive Director of the Company with effect from 30 December 2022. Prior to joining Ping An in May 2022, he worked in CapitaLand (China) as regional general manager. He has over 15 years’ experience in real estate development industry, commercial real estate investment, asset management, and commercial development and operation. He obtained a bachelor’s degree in civil engineering from Hunan University of Science and Technology (formerly known as Xiangtan Institute of Technology* (湘潭工學院)) and a master’s degree in management science and engineering from Wuhan University of Technology.

MR. XU LIANG (“MR. XU”)

Aged 46, was appointed as a non-executive Director on 25 February 2022. He is the vice president and chief financial officer of Landsea Group. Prior to joining the Landsea Group in 2021, he worked for well-known corporations such as Longfor Group Holdings Limited, and was the responsible officer of the group’s financial assets center. He has over 20 years of experience in the finance and real estate industry. He obtained a master’s degree in accounting from Shanghai University of Finance and Economics. He is a non-practising member of the Chinese Institute of Certified Public Accountants, and has obtained the Financial Risk Management (FRM) qualification.

Mr. Xu has tendered his resignation as a non-executive Director with effect from 31 August 2022 due to his personal affairs.

非執行董事

顧菁(「顧女士」)

48歲，現為本公司控股股東朗詩集團董事局秘書，於二零二二年八月三十一日獲委任為本公司非執行董事。彼於二零零七年加入朗詩集團，曾任朗詩集團財務管理中心會計部經理、稅務部經理、總經理助理及董事局辦公室主任。顧女士在南京理工大學取得會計學學士學位。彼為中國註冊會計師及註冊稅務師。

成元(「成先生」)

43歲，現為平安不動產有限公司(「平安」)資產管理部董事總經理，於二零二二年十二月三十日獲委任為本公司非執行董事。於二零二二年五月加入平安前，彼曾於凱德置地(中國)擔任區域總經理。彼於房地產開發行業、商業房地產投資、資產管理、商業開發營運等方面擁有逾15年經驗。彼獲湖南科技大學(前稱湘潭工學院)頒授土木工程學士學位，並獲武漢理工大學頒授管理科學與工程碩士學位。

徐亮(「徐先生」)

46歲，於二零二二年二月二十五日獲委任為非執行董事。彼為朗詩集團副總裁兼首席財務官。於二零二一年加入朗詩集團前，彼於龍湖集團等知名企業任職，並曾擔任集團金融資產中心負責人。彼於金融及不動產行業累計超過20年從業經驗。彼於上海財經大學取得會計學碩士學位，為中國註冊會計師協會非執業會員並取得金融風險管理師(FRM)資格。

徐先生由於個人事務已辭任非執行董事，自二零二二年八月三十一日起生效。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

MR. LIU PENG PENG (“MR. LIU”)

Aged 50, was appointed as a non-executive Director on 30 June 2021 respectively. He is the managing director of the asset management department of Ping An Real Estate Company Limited. Prior to joining Ping An Real Estate Company Limited in 2015, he worked in China Overseas Development Company Limited, Shenzhen Yitian Group Co., Ltd., COFCO Property Group and KWG Group Holding etc., well-known property development companies, and had been an architect, general manager of design department, group vice president. He has over 27 years' experience in the property development industry. He obtained a Bachelor's degree of urban planning in Tongji University and possessed a Master's degree of Central Academy of Fine Arts.

Mr. Liu has tendered his resignation as a non-executive Director with effect from 31 October 2022 as he would like to spend more time pursuing his own business. Following his resignation, he also ceased to be a member of the audit committee of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. XU XIAONIAN (“MR. XU”)

Aged 69, was appointed as an independent non-executive Director on 31 July 2013. He is the chairman of the Nomination committee and a member of the Remuneration Committee and the ESG Committee, he has also been appointed as a member of the Audit Committee with effect from 31 October 2022. He obtained a PHD of Economics from University of California Davis in 1991. He was the managing director and head of research department in China International Capital Corporation Limited, and senior economist of Merrill Lynch (Asia Pacific) and consultant of World Bank. Currently, Mr. Xu serves as the Honorary Professor in CEIBS and his research areas include macroeconomics, finance, financial institutions and markets, transition economics and China's economic reforms. He is a famous Chinese economist and was granted the highest award of economics study in China, the “Sun Yefang Economic Science Award”. Mr. Xu has more than 37 years' experience in economics analysis.

劉鵬鵬(「劉先生」)

50歲，於二零二一年六月三十日獲委任為非執行董事。彼為平安不動產有限公司資產管理部董事總經理。於二零一五年加盟平安不動產有限公司前，彼於中國海外興業有限公司、深圳市益田集團股份有限公司、中糧地產集團及合景泰富集團等知名地產集團任職，並曾擔任工程師、設計部總經理及集團副總裁。彼於房地產開發行業積逾二十七年經驗。彼於同濟大學取得城市規劃專業學士學位，並擁有中央美術學院頒發之碩士學位。

由於希望有更多時間專注其個人業務，劉先生於二零二二年十月三十一日辭任非執行董事，辭任後，彼亦終止擔任本公司審核委員會成員。

獨立非執行董事

許少年先生(「許先生」)

現年69歲，於二零一三年七月三十一日獲委任為獨立非執行董事。彼為提名委員會主席及薪酬委員會及環境、社會及管治委員會成員，並於二零二二年十月三十一日起獲委任為審核委員會成員。彼於一九九一年獲得美國加州大學戴維斯分校經濟學博士學位。曾任中國國際金融有限公司董事總經理兼研究部主管、美林證券亞太高級經濟學家和世界銀行諮詢師。許先生現任中歐國際工商學院終身榮譽教授，其研究領域包括：宏觀經濟學、金融學、金融機構與金融市場、過渡經濟及中國經濟改革。彼是中國著名經濟學家，曾獲中國經濟學界最高獎「孫冶方經濟科學獎」，累積逾三十七年的經濟學研究經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

MR. CHEN TAI-YUAN (“MR. CHEN”)

Aged 47, was appointed as an independent non-executive Director on 22 March 2019. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the ESG Committee. Mr. Chen is a tenured Full Professor of Accounting at the School of Business and Management at Hong Kong University of Science and Technology. He earned his Bachelor of Business Administration from National Cheng-Chi University (Taiwan), Master of Science from University of Illinois at Urbana Champaign, and P.H.D. in Accounting from University of Texas. His research interests are corporate governance, auditing, and earnings quality. His research has been published in top tier journals including The Accounting Review, Journal of Accounting and Economics, Journal of Financial Economics, Journal of Financial and Quantitative Analysis, and Accounting Organizations and Society. Mr. Chen’s article in Journal of Accounting and Economics (2007) (“JAE”) is one of the most cited JAE articles in the year. His research has been featured in CFO.com, Accounting Today, Thomson Reuters and American Accounting Association’s monthly newsletter. Mr. Chen has more than 14 years of experience of teaching financial and managerial accounting to MBA and EMBA students and in Executive Education programs. He has won numerous teaching awards including the Franklin Teaching Prize, the Best 10 Lecturers, and Faculty of the Year by EMBA students. Mr. Chen is also a CPA (Australia) and a Chartered Global Management Accountant (CGMA).

MR. RUI MENG (“MR. RUI”)

Aged 55, was appointed as an independent non-executive Director on 27 May 2019. He is the chairman of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the ESG Committee. Mr. Rui graduated from University of International Relations (國際關係學院) in the PRC in July 1990, where he obtained a bachelor degree in international economics. He also received a master of science in economics from Oklahoma State University in the United States as well as a master of business administration and a doctor of philosophy in business administration from the University of Houston in the United States in May 1993, December 1996 and August 1997 respectively. Mr. Rui has been a

陳泰元先生(「陳先生」)

現年47歲，於二零一九年三月二十二日獲委任為獨立非執行董事，彼亦為薪酬委員會主席、審核委員會、提名委員會及環境、社會及管治委員會各自之成員。陳先生現為香港科技大學商學院會計學系終身正教授。彼於台灣國立政治大學獲得工商管理學士學位、於美國伊利諾伊大學厄巴納－香檳分校獲得理學碩士學位及於德克薩斯州大學獲得會計學博士學位。其研究興趣主要為企業管治、審計及盈餘質量。其研究成果曾發表於the Accounting Review《會計研究》、Journal of Accounting and Economics《會計與經濟學雜誌》、Journal of Financial Economics《金融經濟學雜誌》、Journal of Financial and Quantitative Analysis《金融與定量分析雜誌》及Accounting Organizations and Society《會計、組織與社會》等國外頂級學術期刊。陳先生於二零零七年發表於Journal of Accounting and Economics《會計與經濟學雜誌》(「該刊」)的論文為該刊當年引用率最高的論文之一。其研究成果亦曾於CFO.com(首席財務官雜誌官網)、Accounting Today(今日會計)、Thomson Reuters(湯森路透)以及American Accounting Association(美國會計學會)的每月簡報中多次報導。陳先生擁有超過十四年教授財務管理會計予工商管理碩士及高級管理人員工商管理碩士的經驗，以及高級管理人員教育的經驗。彼亦多次獲得教學獎項，其中包括「富蘭克林教學獎」、「十大傑出教師」及被高級管理人員工商管理碩士之學生評選為「年度最佳教授」。陳先生也擁有CPA(Australia)和Chartered Global Management Accountant(CGMA)資格。

芮萌先生(「芮先生」)

現年55歲，於二零一九年五月二十七日獲委任為獨立非執行董事，亦為審核委員會主席、薪酬委員會、提名委員會及環境、社會及管治委員會各自之成員。彼於一九九零年七月畢業於中國國際關係學院，取得國際經濟學學士學位。彼亦分別於一九九三年五月、一九九六年十二月及一九九七年八月從美國俄克拉荷馬州立大學取得經濟學理學碩士，以及從美國休斯頓大學取得工商管理碩士及工商管理哲學博士。芮先生自二零一二年一月起擔任中歐國際工商學院金融與會計學教授，以及自二零一五年十月起至二零一九年五月擔任中歐國際工商

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

Professor of Finance and Accounting at CEIBS since January 2012, and has held the title of Zhongkun Group Chair in Finance at CEIBS from October 2015 to May 2019 and Parkland Chair in Finance at CEIBS from May 2019. Mr. Rui has been professionally designated as a Certified Financial Analyst by the Association for Investment Management and Research since September 2000 and a Financial Risk Manager by the Global Association of Risk Professionals since April 2010.

He serves as an independent non-executive director and the chairman of the audit committee, and a member of each of remuneration committee and nomination committee of Dexin Services Group Limited (stock code: 2215; a company listed on the main board of the Stock Exchange) since June 2021 and Shang Gong Group Co., Ltd. (上工申貝(集團)股份有限公司) (stock code: 600843; a company listed on the Shanghai Stock Exchange), an independent non-executive director and the chairman of the audit committee of China Education Group Holdings Limited (stock code: 839; a company listed on the main board of the Stock Exchange) and he has been appointed as an independent non-executive director, chairman of the audit committee and a member of the nomination committee of Country Garden Services Holdings Company Limited (stock code: 6098; a company listed on the main board of the Stock Exchange) since May 2018. Mr. Rui also serves as an independent non-executive director of Sichuan Languang Justbon Services Group Co., Ltd. (a company formerly listed on the main board of the Stock Exchange and withdrew its listing status on 19 August 2021) since 17 June 2021. Mr. Rui has been an independent non-executive director and a member of the audit committee of COSCO Shipping Energy Transportation Co., Ltd. (stock code: 1138 and stock code: 600026; a company listed on both the main board of the Stock Exchange and the Shanghai Stock Exchange respectively) from June 2015 to June 2021 and an independent non-executive director and the chairman of the audit committee of Midea Group (美的集團股份有限公司) (stock code: 000333; a company listed on the Shenzhen Stock Exchange) from September 2015 to September 2018 and an independent director and the chairman of the audit committee of Shanghai Winner Information Technology Co., Inc. (上海匯納信息科技股份有限公司) (stock code: 300609; a company listed on the Shenzhen Stock Exchange) from December 2015 to September 2020.

學院中坤集團金融學教席教授，自二零一九年五月起擔任中歐國際工商學院鵬瑞金融學教席教授。芮先生自二零零零年九月起獲投資管理研究協會專業認證為註冊金融分析師，以及自二零一零年四月起獲全球風險管理協會專業認證為金融風險管理師。

彼自二零二一年六月起為德信服務集團有限公司(股份代號：2215；一間於聯交所主板上市之公司)之獨立非執行董事及審核委員會主席及薪酬委員會及提名委員會各自之成員及上工申貝(集團)股份有限公司(股份代號：600843；一間於上海證券交易所上市之公司)之獨立非執行董事及審核委員會主席及薪酬委員會及提名委員會各自之成員、中國教育集團控股有限公司(股份代號：839；一間於聯交所主板上市之公司)之獨立非執行董事及審核委員會之主席及自二零一八年五月起獲碧桂園服務控股有限公司(股份代號：6098；一間於聯交所主板上市之公司)委任為獨立非執行董事、審核委員會之主席及提名委員會之成員。芮先生亦自二零二一年六月十七日起擔任四川藍光嘉寶服務集團股份有限公司(一間先前於聯交所主板上市之公司及於二零二一年八月十九日取消其上市地位)之獨立非執行董事。芮先生於二零一五年六月至二零二一年六月期間擔任中遠海運能源運輸股份有限公司(股份代號：1138及股份代號：600026；一間分別於聯交所主板上市及上海證券交易所上市之公司)之獨立非執行董事及審核委員會成員及於二零一五年九月至二零一八年九月擔任美的集團股份有限公司(股份代號：000333；一間於深圳證券交易所上市之公司)之獨立非執行董事及審核委員會之主席及於二零一五年十二月至二零二零年九月期間擔任上海匯納信息科技股份有限公司(股份代號：300609；一間於深圳證券交易所上市之公司)之獨立董事及審核委員會之主席。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

SENIOR MANAGEMENT

Mr. Zhou Kunpeng* (周鯤鵬) (“Mr. Zhou”), aged 47, is the vice president of Landsea Green Management. He is primarily responsible for the management of manpower and administration, customer service and reverse review. Mr. Zhou joined the Group in April 2007 as the deputy director of the president’s office. From May 2008 to October 2020, Mr. Zhou held various positions such as the office director, the compliance officer, the customer-service director, the general project manager, the deputy general manager, the standing deputy general manager and the general manager of regional companies, mainly responsible for administration, customer relationship, operation and management of various projects and regional companies. Since October 2020, Mr. Zhou has been the vice president of Landsea Green Management, responsible for the management of manpower and administration, customer service and reverse review. He obtained a Bachelor’s Degree in economics from Anhui Finance and Trade College* (安徽財貿學院) in 1997 and an EMBA from CEIBS in September 2019.

Mr. Liu Chengwei* (劉成偉), aged 45, is the vice president of Landsea Green Management. Mr. Liu Chengwei is primarily responsible for the overall operation and management of The Shanghai Real Estate Company. Mr. Liu Chengwei joined the Group in February 2014 as the deputy general manager of the regional company. From May 2017 to February 2020, he served as the general manager of the regional company. Since February 2020, Mr. Liu Chengwei has been the vice president of Landsea Green Management and the general manager of the Shanghai real estate company, responsible for its overall operation and management. He obtained a Bachelor’s Degree in construction engineering from Xi’an University of Technology in 1999, a master’s degree in construction engineering from Tongji University in 2004 and an EMBA from the National School of Development of Peking University in 2021.

高級管理人員

周鯤鵬先生(「周先生」)，47歲，為朗詩綠色管理的副總裁。彼主要負責人力行政、客服及反向審查的管理業務。周先生於二零零七年四月加入本集團，擔任總裁辦副主任。於二零零八年五月至二零二零年十月，周先生擔任多個職位，如辦公室主任、監察主任、客服總監、區域公司項目總經理、副總經理、常務副總經理、總經理，主要負責人力行政、客戶關係、多個項目及區域公司的經營管理。自二零二零年十月起，周先生擔任朗詩綠色管理的副總裁，負責人力行政、客服及反向審查的管理業務。彼於一九九七年於安徽財貿學院取得經濟學學士學位，並於二零一九年九月於中歐國際工商學院取得高級管理人員工商管理碩士學位(EMBA)。

劉成偉先生，45歲，為朗詩綠色管理的副總裁。劉成偉先生主要負責上海地產公司的全面經營管理業務。劉成偉先生於二零一四年二月加入本集團，擔任區域公司副總經理。於二零一七年五月至二零二零年二月，彼擔任區域公司總經理。自二零二零年二月起，劉成偉先生擔任朗詩綠色管理的副總裁，兼任上海地產公司總經理，負責上海地產公司的全面經營管理業務。彼於一九九九年於西安理工大學取得建築工程學士學位，於二零零四年於同濟大學取得建築工程碩士學位，並於二零二一年於北京大學國家發展研究院取得高級管理人員工商管理碩士學位(EMBA)。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

Mr. Liu Shouwei (劉守偉), aged 38, is the vice president of Landsea Green Management. Mr. Liu Shouwei is primarily responsible for the overall operation and management of the Hangzhou real estate company. Mr. Liu Shouwei joined the Group in July 2007 as a deputy manager of the finance department. From December 2014 to July 2019, Mr. Liu Shouwei held various positions such as the manager of finance department, the assistant to general manager and the deputy general manager of regional companies and the general manager and the assistant to president of the financial management centre of the regional company, mainly responsible for financial management. Since July 2019, Mr. Liu Shouwei has served as the vice president. Since January 2020, he has also assumed the position of general manager of the Hangzhou real estate company, responsible for its overall operation and management. He obtained a Bachelor's Degree in accounting from Southeast University in July 2007 and an MBA from Sichuan University in September 2018. He is now studying an EMBA in Cheung Kong Graduate School of Business.

Mr. Mao Jiangjun (毛江軍) ("Mr. Mao"), aged 43, is the vice president of Landsea Green Management. Mr. Mao is primarily responsible for the overall operation and management of the Chengdu real estate company. Mr. Mao joined the Group in April 2014 as the general manager of The Chengdu Real Estate Company. Since February 2020, Mr. Mao has served as the vice president and the general manager of the Chengdu real estate company, responsible for its overall operation and management. He obtained a master's degree in mechanical and electrical engineering from Zhejiang University in March 2005 and an EMBA from CEIBS in April 2019. He is now studying a doctorate in business administration in NEOMA Business School.

Ms. Gu Jing (顧婧) ("Ms. Gu"), aged 42, is the vice president of Landsea Green Management. Ms. Gu is fully responsible for the financial management of Landsea Green Management. Ms. Gu joined the Group in May 2014 as the treasurer. From August 2016 to November 2020, Ms. Gu held various positions such as the assistant to general manager, the deputy general manager and the general manager, mainly responsible for finance, supply chain and post-investment management. Since November 2020, Ms. Gu has been the assistant to the president of Landsea Green Management, responsible for the overall financial management of the Company. Since June 2022, Ms. Gu has been the vice president of Landsea Green Management, responsible for the overall financial management of the Company and Landsea Group. She obtained a Bachelor's Degree in accounting from Nanjing University of Finance and Economics in 2003.

劉守偉先生，38歲，為朗詩綠色管理的副總裁。劉守偉先生主要負責杭州地產公司的全面經營管理業務。劉守偉先生於二零零七年七月加入本集團，擔任財務部副經理。於二零一四年十二月至二零一九年七月，劉守偉先生擔任多個職位，如區域公司財務部門經理、總經理助理、副總經理，財務管理中心總經理，總裁助理，主要負責財務管理工作。自二零一九年七月起，劉守偉先生擔任副總裁，自二零二零年一月起兼任杭州地產公司總經理，負責杭州地產公司的全面經營管理業務。彼於二零零七年七月於東南大學取得會計學學士學位，於二零一八年九月於四川大學取得工商管理碩士學位(MBA)，並於長江商學院高級管理人員工商管理碩士(EMBA)在讀。

毛江軍先生(「毛先生」)，43歲，為朗詩綠色管理的副總裁。毛先生主要負責成都地產公司的全面經營管理業務。毛先生於二零一四年四月加入本集團，擔任成都地產公司總經理。自二零二零年二月起，毛先生擔任副總裁，兼任成都地產公司總經理，負責成都地產公司全面經營管理業務。彼於二零零五年三月於浙江大學取得機械電子工程碩士學位，於二零一九年四月於中歐國際工商學院取得高級管理人員工商管理碩士學位(EMBA)，並於法國諾歐商學院工商管理博士在讀。

顧婧女士(「顧女士」)，42歲，為朗詩綠色管理的副總裁。顧女士全面負責朗詩綠色管理財務管理工作。顧女士於二零一四年五月加入本集團，擔任資金總監。於二零一六年八月至二零二零年十一月，顧女士擔任多個職位，如總經理助理、副總經理、總經理，主要負責財務、供應鏈及投後管理工作。自二零二零年十一月起，顧女士擔任朗詩綠色管理的總裁助理，負責公司財務的全面管理工作。自二零二二年六月起，顧女士擔任朗詩綠色管理的副總裁，負責公司及朗詩集團財務的全面管理工作。彼於二零零三年於南京財經大學取得會計學學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

Mr. Xu Aibing* (徐愛兵) (“Mr. Xu”), aged 43, is the vice president of Landsea Green Management. Mr. Xu is primarily responsible for the overall operation and management of the Nanjing real estate company. Mr. Xu joined the Group in March 2018 as the deputy general manager of the management centre for supply chain. From February 2019 to February 2020, Mr. Xu served as its general manager. Since February 2020, Mr. Xu has been the assistant to president of Landsea Green Management and the general manager of the management centre for supply chain, responsible for operation. Since September 2021, Mr. Xu has concurrently served as the general manager of the Nanjing real estate company, responsible for its overall operation and management. He obtained a Bachelor’s Degree in civil engineering from Southeast University in 2001.

COMPANY SECRETARY

MS. CHAN YUEN YING, STELLA (“MS. CHAN”)

Ms. Chan was appointed as Company Secretary and Authorised Representative of the Company on 1 November 2006. Ms. Chan is a fellow member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute. She is also a member of the Hong Kong Institute of Directors. Ms. Chan has over 26 years’ experience in handling listed company secretarial matters.

Ms. Chan has resigned as the Company Secretary of the Company with effect from 30 December 2022, and ceased to act as the Authorised Representative of the Company as required under Rule 3.05 of the Listing Rules on the Stock Exchange, and the Authorised Representative of the Company for accepting on the Company’s behalf service of process or notice to be served on the Company in Hong Kong under Part 16 of the Companies Ordinance.

徐愛兵先生(「徐先生」)，43歲，為朗詩綠色管理的副總裁。徐先生主要負責南京地產公司的全面經營管理業務。徐先生於二零一八年三月加入本集團，擔任供應鏈管理中心副總經理。於二零一九年二月至二零二零年二月，徐先生擔任供應鏈管理中心總經理。自二零二零年二月起，徐先生擔任朗詩綠色管理總裁助理，兼任供應鏈管理中心總經理，分管運營工作。自二零二一年九月起，徐先生兼任南京地產公司總經理，負責南京地產公司的全面經營管理業務。彼於二零零一年於東南大學取得土木工程學士學位。

公司秘書

陳婉縈女士(「陳女士」)

陳女士於二零零六年十一月一日獲委任為本公司之公司秘書及授權代表。陳女士為香港公司治理公會(前稱香港特許秘書公會)及英國特許治理公會的資深會士。彼亦為香港董事學會之會員。陳女士擁有超過二十六年處理上市公司秘書實務經驗。

陳女士已於二零二二年十二月三十日辭任本公司的公司秘書，並不再擔任聯交所上市規則第3.05條規定的本公司授權代表，以及根據公司條例第16部代表本公司於香港接受任何將向本公司送達的法律程序文件或通知的本公司授權代表。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

MS. GAO YUAN (“MS. GAO”)

Ms. Gao was appointed as the board secretary, the Company Secretary and the Authorised Representative of the Company on 30 December 2022.

Ms. Gao joined the Company in December 2020 and serves as an investor relations officer. Prior to joining the Company, Ms. Gao served as the executive director of the board secretary office and the executive director of investor relations in Fosun Tourism Group (stock code: 1992.hk) and the head of capital market in Haier Electronics Group Co., Ltd. (stock code: 1169.hk).

Ms. Gao obtained a bachelor's degree in management from the Central University of Finance and Economics in 2005 and a master's degree in business administration from Peking University in 2016. She is a fellow member of The Hong Kong Chartered Governance Institute. She is also a Chartered Secretary, a Chartered Governance Professional, a Certified Management Accountant (CMA) and a Chartered Financial Analyst (CFA) Charterholder.

Ms. Gao has over 15 years' experience in investor relations and corporate governance of listed companies. The Company meets the requirements under Rules 3.28 and 8.17 of the Listing Rules.

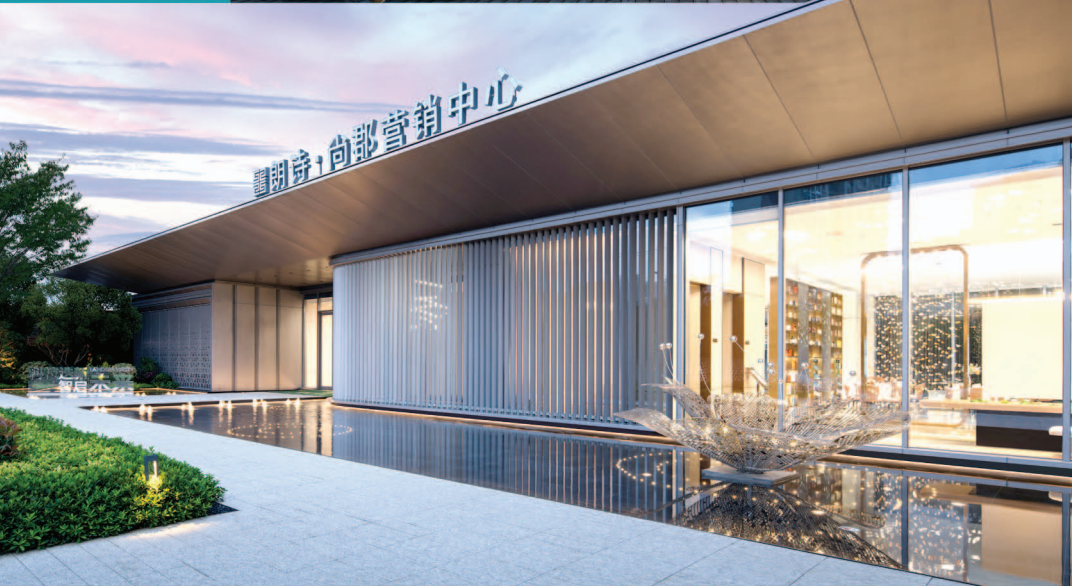
高媛女士(「高女士」)

高女士於二零二二年十二月三十日獲委任為本公司之董事局秘書、公司秘書及授權代表。

高女士於二零二零年十二月加入本公司，並擔任投資者關係負責人。加入本公司前，高女士曾擔任復星旅游文化集團(股份代號：1992.hk)董事會秘書辦公室執行總經理兼投資者關係執行總經理，及海爾電器集團有限公司(股份代號：1169.hk)之資本市場負責人。

高女士於二零零五年獲中央財經大學頒授管理學學士學位，並於二零一六年獲北京大學頒授工商管理碩士學位。高女士為香港公司治理公會資深會員，亦為特許秘書、公司治理師、註冊管理會計師(CMA)及特許金融分析師(CFA)持證人。

高女士於上市公司投資者關係及企業管治方面擁有逾十五年經驗。公司已符合上市規則第3.28及8.17條項下的規定。



Leading
Green Life
引領綠色生活



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

OVERALL PERFORMANCE OF THE GROUP

The Group upheld the development strategy of “Product-differentiation, Asset-light transformation and Revenue-diversification” and leveraged its resource endowments to further achieve capability of green property products differentiation. Meanwhile, with the advantages of products diversification, the Group actively expanded various projects focusing on minority interests and Project Management Services to achieve revenue diversification.

In FY2022, “Landsea Products” recorded contracted sales of approximately RMB22.32 billion (2021: approximately RMB47.15 billion). The contracted area was 1,162,178 sq.m. (2021: 2,635,383 sq.m.).

In FY2022, the Group secured 57 projects in total, of which 24 were in the PRC and 33 were in the United States. All of the projects were under development for sale (including 35 projects in which the Group held equity interests and 22 Project Management Services projects).

In FY2022, the Group recorded an increase in the new project saleable area of 3,378,646 sq.m., which were properties under development for sale, with expected new project saleable value of approximately RMB55.54 billion, in which new project saleable area of 1,082,305 sq.m. and expected new project saleable value of approximately RMB14.63 billion are recorded from the new project the Group held interest respectively. Among the equity-held projects, the equity attributable to the Group recorded a new project saleable area of 995,024 sq.m. as well as expected new project saleable value of approximately RMB12.17 billion. During the period under review, the Group obtained new Project Management Services projects with a GFA of 3,073,509 sq.m. (saleable area of 2,296,341 sq.m.) and expected saleable value of approximately RMB40.92 billion. By adhering to a stable and prudent investment strategy, the Group's costs for acquiring land and asset have significant advantage in resisting the market risk in the future.

業務回顧

集團整體表現

本集團堅持「產品差異化、資產輕型化、收益多樣化」的發展戰略，運用自身資源稟賦，進一步打造綠色地產產品差異化能力。同時，充分利用差異化的產品優勢，積極拓展以小股操盤及開發代建服務為主的各類項目，從而實現收益多樣性。

於二零二二年度，「朗詩出品」簽約銷售額約為人民幣223.2億元（二零二一年：約為人民幣471.5億元）。簽約面積為1,162,178平方米（二零二一年：2,635,383平方米）。

於二零二二年度，本集團共獲取了57個項目，其中中國境內24個，美國33個；獲取項目均為開發銷售型物業（其中本集團錄得權益項目35個，開發代建服務項目22個）。

於二零二二年度，本集團新增開發銷售型物業可售面積為3,378,646平方米，預計可售貨值約為人民幣555.4億元，其中本集團錄得權益項目新增可售面積為1,082,305平方米，預計可售貨值約為人民幣146.3億元。權益項目中，本集團應佔權益部分新增可售面積為995,024平方米，預計可售貨值約為人民幣121.7億元。於回顧期間本集團新增開發代建服務項目建築面積為3,073,509平方米，可售面積為2,296,341平方米，預計可售貨值約為人民幣409.2億元。本集團秉持穩健審慎的投資策略，土地及資產獲取成本具有顯著優勢，有助於抵禦未來市場風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In FY2022, the Group had reserve projects with an aggregate saleable area of 7,271,103 sq.m. and expected saleable value of approximately RMB131.19 billion, in which saleable area of 2,565,782 sq.m. and expected saleable value of approximately RMB48.31 billion secured for the equity-held projects, with saleable area of 2,267,383 sq.m. and expected saleable value of approximately RMB39.59 billion attributable to the Group. The Group had also acquired a total of 68 Project Management Services projects, with saleable area of 4,705,321 sq.m. and expected saleable value of approximately RMB82.88 billion. The Group held the leased properties with total GFA of 96,392 sq.m. and the equity-held projects with GFA of 51,509 sq.m..

BUSINESS DEVELOPMENT IN THE PRC

For expansion of real estate development in the PRC, Landsea continued to take a prudent and pragmatic approach. As the year ended 31 December 2022, the Group secured a total of 24 projects in cities such as Nanjing, Suzhou, Chengdu, Wuxi, Xi'an, Zhongshan with an additional saleable area of 2,390,000 sq.m. and saleable value of approximately RMB43.65 billion. Meanwhile, the new Project Management Services contracts amounted to approximately RMB1.19 billion (2021: approximately RMB981 million), representing an increase of approximately 21.2% in year 2021.

於二零二二年度，本集團擁有儲備項目總可售面積為7,271,103平方米及預計可售貨值約為人民幣1,311.9億元，權益項目可售面積為2,565,782平方米及預計可售貨值約為人民幣483.1億元。本集團應佔權益部分可售面積為2,267,383平方米及預計可售貨值約為人民幣395.9億元。本集團之開發代建服務項目共68個，可售面積4,705,321平方米，預計可售貨值約為人民幣828.8億元。本集團持有出租型物業總建築面積為96,392平方米，應佔權益部分建築面積為51,509平方米。

中國業務發展

在中國地產開發業務拓展方面，朗詩繼續保持審慎務實的風格。截至二零二二年十二月三十一日止年度，本集團分別於南京、蘇州、成都、無錫、西安、中山等城市共獲取24個項目，新增可售面積239萬平方米，可售貨值約為人民幣436.5億元；與此同時，新增開發代建服務合同額約為人民幣11.9億元（二零二一年：約人民幣9.81億元），較二零二一年增加約21.2%。

BUSINESS DEVELOPMENT IN THE UNITED STATES

The Group's property development business covers both the PRC and the United States. Landsea Homes has successively entered Greater New York, California and Arizona, Texas and Florida. In FY2022, Landsea Homes secured 33 new projects in Florida with additional saleable area of approximately 990,000 sq.m. and saleable value of approximately RMB11.89 billion.

CONTRACTED SALES IN WHICH THE GROUP HELD EQUITY INTERESTS AND PROPERTIES SOLD BUT NOT RECOGNISED

In FY2022, the total contracted sales of the property projects in which the Group held equity interests amounted to approximately RMB9.08 billion with contracted sales area of 495,714 sq.m., i.e. an average selling price of RMB18,315 per sq.m.. The contracted sales were mainly from the on-sale projects in Hangzhou, Wuhan, Wuxi, Jiaying, Chengdu, Mianyang, Chongqing, Nanjing, Shanghai, etc. in the PRC and first tier and second tier gateway cities in the United States. As at 31 December 2022, the Group's accumulated areas of properties sold but not recognised were 1,583,075 sq.m. (as at 31 December 2021: 2,497,779 sq.m.), amounting to approximately RMB24.37 billion (as at 31 December 2021: approximately RMB40.86 billion), in which areas of properties sold but not recognised attributable to the Group were 672,557 sq.m. (as at 31 December 2021: 1,132,397 sq.m.), amounting to approximately RMB10.40 billion (as at 31 December 2021: approximately RMB18.67 billion).

美國業務發展

本集團地產開發業務佈局中美兩地，Landsea Homes先後進入大紐約地區、加利福尼亞州、亞利桑那州、德克薩斯州及佛羅里達州。於二零二二年度，Landsea Homes於佛羅里達州新增33個項目，新增可售面積約99萬平方米，可售貨值約人民幣118.9億元。

權益項目簽約銷售及已售未入帳物業

於二零二二年度，本集團錄得物業銷售權益項目的簽約銷售總計約為人民幣90.8億元，簽約銷售面積為495,714平方米，均價為每平方米人民幣18,315元。合同銷售主要是來自中國杭州、武漢、無錫、嘉興、成都、綿陽、重慶、南京、上海等城市以及美國一、二線門戶城市的在在項目。於二零二二年十二月三十一日，本集團累計已售未入帳物業面積為1,583,075平方米(二零二一年十二月三十一日：2,497,779平方米)，金額約為人民幣243.7億元(二零二一年十二月三十一日：約人民幣408.6億元)，其中，本集團應佔權益下的已售未入帳物業面積為672,557平方米(二零二一年十二月三十一日：1,132,397平方米)，金額約為人民幣104.0億元(二零二一年十二月三十一日：約人民幣186.7億元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EXTERNAL CONTRACTS IN 2022

二零二二年對外簽約

Number 序號	Projects 項目	Equity Holding 權益比例	Contracted Sales Amounts 合同銷售金額 (RMB'000) (人民幣千元)	Contracted Sales GFA 合同銷售 建築面積 (sq.m.) (平方米)	Average Contracted Sales Selling Price
					合同銷售 平均售價 (RMB) (人民幣元)
1	Landsea Future Block 未來街區	100%	10,400.00	—	
2	Nanjing Youth Block 南京青春街區	100%	30	—	
3	Nanjing Xihua Mansion 南京熙華府	19%	7,030	—	
4	Nanjing Zixi Mansion 南京紫熙府	20%	18,511	1,150	16,097
5	Suqian Weilan Court 宿遷蔚藍溪苑	51%	90	—	
6	Hefei Landsea's Hi-tech Court 合肥朗詩高新麓院	49%	1,244	—	
7	Yixin Xindu Mansion 宜興新都府	26%	2,758	—	
8	Suzhou Cheng Garden 蘇州澄園	100%	1,000	—	
9	Wuxi Xihua Mansion 無錫熙華府	40%	110,769	2,322	47,704
10	Zhangjiagang Le Mansion 張家港樂府	50%	4,157	202	20,579
11	Hangzhou Xihua Mansion 杭州熙華府	49%	400	—	
12	Hangzhou Le Mansion 杭州樂府	50%	676	—	
13	Hangzhou Linglongyue 杭州玲瓏樾	30%	668,823	30,427	21,981
14	Haining Oasis Jing Yuan 海寧綠洲璟院	20%	396,379	28,409	13,953
15	Wuhan Xihua Mansion 武漢熙華府	30%	675,852	31,682	21,332

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析

Number	Projects	Equity Holding	Contracted Sales Amounts	Contracted Sales GFA	Average Contracted Sales Selling Price
序號	項目	權益比例	合同銷售金額 (RMB'000) (人民幣千元)	合同銷售 建築面積 (sq.m.) (平方米)	合同銷售 平均售價 (RMB) (人民幣元)
16	Chengdu Xihua Mansion 成都熙華府	33%	725	–	
17	Chongqing Le Mansion 重慶樂府	30%	80,013	6,404	12,494
18	Chengdu Landsea Cuiyue 成都朗詩萃樾	50%	11,292	1,207	9,355
19	Chengdu Future Zhe 成都未來著	50%	134,593	23,461	5,737
20	Chengdu Le Mansion 成都樂府	76%	1,943	–	
21	Chengdu Xihua Tianxi 成都熙華天璽	60%	1,673	98	17,071
22	Mianyang Jiangyu Bay 綿陽江嶼灣	60%	254,880	26,406	9,652
23	Tianjin Emerald Lan Wan 天津翡翠瀾灣	75%	1,236	–	
24	Tianjin Cuiweilan Pavilion (B) 天津翠微瀾閣(B)	100%	300	–	
25	Tianjin Cuiweilan Pavilion (CD) 天津翠微瀾閣(CD)	35%	1,359	–	
26	Xi'an Future Block 西安未來街區	100%	3,895	–	
27	14th & 6th	95%	406,951	2,439	166,852
28	Ardmore	100%	259,268	18,733	13,840
29	Avora	51%	20,452	353	57,938
30	Bargrove	100%	218,551	16,999	12,857
31	Belle Oaks	100%	35,441	1,689	20,983
32	Celery Oaks	100%	138,079	9,485	14,558
33	Centerra	100%	55,963	3,327	16,821
34	Country Club Lakes Estates	100%	32,417	2,063	15,714

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Number 序號	Projects 項目	Equity Holding 權益比例	Contracted	Contracted	Average
			Sales Amounts	Sales GFA	Contracted Sales Selling Price
			合同銷售金額 (RMB'000) (人民幣千元)	合同銷售 建築面積 (sq.m.) (平方米)	合同銷售 平均售價 (RMB) (人民幣元)
35	Courtyards at Waterstone	100%	79,953	6,018	13,286
36	Cypress Hammock	100%	206,781	13,954	14,819
37	Cypress Oaks	100%	11,510	897	12,832
38	Davenport Estates	100%	78,646	5,755	13,666
39	Eastmark	100%	126,355	6,431	19,648
40	Ellis Town Country	100%	675,769	23,383	28,900
41	Estrella	100%	120,372	7,041	17,096
42	Georgiana Reserve	100%	15,319	684	22,396
43	Greenfield	100%	170,112	12,808	13,282
44	Halifax Plantation-Bulow	100%	78,229	4,683	16,705
45	Hammock Reserve	100%	32,451	2,463	13,175
46	Hanover Lakes	100%	218,447	14,480	15,086
47	Harvest Queen Creek	100%	4,027	257	15,669
48	Heathrow Country Estate Homes	100%	27,789	1,439	19,311
49	Horse Creek	100%	94,574	7,272	13,005
50	Iron Ridge	100%	94,768	2,114	44,829
51	Lake Lincoln	100%	96,578	7,180	13,451
52	Lavender	100%	338,407	4,215	80,286
53	Legacy Landings	100%	61,051	4,778	12,778
54	Lincoln 65 - Nolin	100%	165,895	5,081	32,650
55	North Central Phoenix (Madison Town & Country)	100%	74,333	4,821	15,419
56	North Copper Canyon	100%	98,989	7,015	14,111
57	Northern Farms	100%	128,745	7,845	16,411
58	Novato	100%	113,952	3,413	33,388
59	Ontario Vander Eyk	100%	433,648	15,450	28,068
60	Orchid Terrace	100%	9,892	767	12,897
61	Placentia Heights	100%	102,964	2,947	34,939
62	Preservation Pointe	100%	116,340	9,178	12,676

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Number	Projects	Equity Holding	Contracted Sales Amounts	Contracted Sales GFA	Average Contracted Sales Selling Price
序號	項目	權益比例	合同銷售金額 (RMB'000) (人民幣千元)	合同銷售 建築面積 (sq.m.) (平方米)	合同銷售 平均售價 (RMB) (人民幣元)
63	Preserve at Sunrise	100%	147,578	10,790	13,677
64	Ridgeview	100%	323,335	23,831	13,568
65	Sky Lake	100%	18,844	1,295	14,551
66	South Carpenter Estates	100%	3,041	199	15,281
67	St. Johns Preserve	100%	66,636	4,879	13,658
68	Stone Creek Ranch	100%	10,136	385	26,327
69	Sunrise Ranch	100%	152,732	9,821	15,552
70	Sunrise Ridge	100%	4,949	346	14,303
71	Sunset Farms	100%	72,201	4,729	15,268
72	Synagogue	90%	62,525	528	118,419
73	Tevelde	100%	314,190	13,086	24,010
74	Tirado	100%	97,534	2,296	42,480
75	Trinity Lakes	100%	141,853	10,245	13,846
76	Verrado	100%	140,389	12,785	10,981
77	Vintage Oaks	100%	97,584	4,608	21,177
78	Williams Preserve	100%	3,746	317	11,817
79	Wiregrass	100%	83,988	6,105	13,757
80	Woods of Lake Helen	100%	4,563	244	18,701
	Equity-held projects entered into by the Company 本公司權益項目簽約		9,078,870	495,714	18,315

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROJECT RESERVES

As at 31 December 2022, the Group had project reserves with total saleable area of 7,271,103 sq.m. and expected saleable value of approximately RMB131.19 billion. In terms of the equity holding, saleable area attributable to the Group was 2,267,383 sq.m. and expected saleable value was approximately RMB39.59 billion. The Group had also acquired a total of 68 Project Management Services projects, with saleable area of 4,705,321 sq.m. and expected saleable value of approximately RMB82.88 billion.

項目儲備

於二零二二年十二月三十一日，本集團擁有的儲備項目總可售面積為7,271,103平方米，預計可售貨值約為人民幣1,311.9億元；按權益比例計算，本集團應佔項目儲備可售面積為2,267,383平方米，預計可售貨值約為人民幣39.59億元；本集團之開發代建服務項目共68個，可售面積為4,705,321平方米，預計可售貨值約為人民幣82.88億元。

ACCUMULATED LAND RESERVE AT THE END OF 2022

二零二二末累計土儲

Number	City	Total GFA	Developed GFA	Developing GFA	GFA for		Saleable Value	Saleable GFA	
					future development	Value Sold			
序號	城市	總建築面積 (sq.m.) (平方米)	已竣工 物業面積 (sq.m.) (平方米)	發展中 物業面積 (sq.m.) (平方米)	未來發展 物業面積 (sq.m.) (平方米)	已售貨值 (RMB'000) (人民幣千元)	已售面積 (sq.m.) (平方米)	可售貨值 (RMB'000) (人民幣千元)	可售面積 (sq.m.) (平方米)
1	Shanghai 上海	252,666	252,666	-	-	3,811,249	167,993	89,542	-
2	Nanjing 南京	2,329,477	1,657,582	643,377	28,518	37,272,989	1,359,450	10,752,992	273,275
3	Hangzhou 杭州	3,811,194	219,754	161,440	-	7,840,831	181,255	1,445,296	54,441
4	Chengdu 成都	3,342,646	2,775,444	522,183	45,019	26,422,828	1,774,637	7,162,631	697,756
5	Tianjin 天津	495,926	299,184	178,809	17,933	3,176,407	220,528	2,882,478	136,859
6	Xi'an 西安	129,449	-	97,119	32,330	1,066,069	61,314	819,647	24,530
7	Chongqing 重慶	680,927	235,844	285,079	160,004	5,151,296	392,732	2,172,472	66,406
8	Wuhan 武漢	220,143	-	220,143	-	2,227,123	95,231	1,504,098	58,809
9	Hefei 合肥	335,758	278,360	57,398	-	3,347,773	201,875	492,810	34,710
10	Changsha 長沙	266,216	80,301	112,098	73,817	1,035,522	162,644	3,480	-
11	Shijiazhuang 石家莊	166,336	-	166,336	-	1,079,183	124,875	121,200	-

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Number	City	Total GFA	Developed GFA	Developing GFA	GFA for	Value Sold	GFA Sold	Saleable Value	Saleable GFA
					future development				
序號	城市	總建築面積 (sq.m.) (平方米)	已竣工 物業面積 (sq.m.) (平方米)	發展中 物業面積 (sq.m.) (平方米)	未來發展 物業面積 (sq.m.) (平方米)	已售貨值 (RMB'000) (人民幣千元)	已售面積 (sq.m.) (平方米)	可售貨值 (RMB'000) (人民幣千元)	可售面積 (sq.m.) (平方米)
12	Suzhou 蘇州	2,003,737	684,798	862,754	456,185	15,915,667	694,667	14,517,018	614,916
13	Wuxi 無錫	1,757,696	694,828	612,671	450,197	11,845,239	609,444	17,246,530	588,531
14	Changzhou 常州	391,851	140,833	251,018	-	4,874,556	185,970	3,295,550	96,787
15	Nantong 南通	1,056,254	169,325	165,089	721,840	4,122,504	302,968	7,522,530	494,757
16	Jinhua 金華	576,344	-	576,344	-	2,155,746	180,916	2,723,554	190,179
17	Ningbo 寧波	216,549	-	216,549	-	461,543	36,072	1,742,727	129,126
18	Jiaxing 嘉興	314,288	73,291	240,997	-	2,187,580	160,615	1,339,665	64,006
19	Taizhou 台州	40,624	-	40,624	-	620,906	23,799	101,024	4,116
20	Tai'an 泰安	203,757	-	136,112	67,645	-	-	2,519,310	109,805
21	Zhongshan 中山	843,312	78,046	224,528	540,738	1,679,371	160,312	8,005,465	449,222
22	Huizhou 惠州	139,615	-	139,615	-	-	-	1,577,480	94,754
23	Kaifeng 開封	278,468	-	278,468	-	913,912	101,488	1,304,674	110,724
24	Huaian 淮安	206,653	-	206,653	-	64,344	7,423	1,123,194	153,775
25	Xianyang 咸陽	443,619	-	302,259	141,360	2,035,386	192,203	1,715,366	155,030
26	Zhangzhou 漳州	103,075	-	103,075	-	-	-	1,074,830	55,772
27	Yancheng 鹽城	450,924	103,131	78,136	269,657	1,983,232	157,872	2,819,049	245,350
28	Chuzhou 滁州	157,138	-	105,138	52,000	127,694	22,755	603,986	81,629

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Number	City	Total GFA	Developed GFA	Developing GFA	GFA for	Value Sold	GFA Sold	Saleable Value	Saleable GFA
					future development				
序號	城市	總建築面積	已竣工 物業面積	發展中 物業面積	未來發展 物業面積	已售貨值	已售面積	可售貨值	可售面積
		(sq.m.) (平方米)	(sq.m.) (平方米)	(sq.m.) (平方米)	(sq.m.) (平方米)	(RMB'000) (人民幣千元)	(sq.m.) (平方米)	(RMB'000) (人民幣千元)	(sq.m.) (平方米)
29	Zhangjiakou 張家口	134,908	-	134,908	-	613,669	87,420	397,787	12,597
30	Mianyang 綿陽	115,409	-	115,409	-	917,649	84,057	55,440	-
31	Suqian 宿遷	425,143	201,389	223,754	-	3,071,741	299,590	90,968	-
32	Yingtian 鷹潭	92,060	-	-	92,060	-	-	751,560	58,839
33	Huangshi 黃石	215,418	-	-	215,418	-	-	1,173,220	173,922
34	Ganzi 甘孜	111,000	-	-	111,000	-	-	781,816	85,427
35	the United States 美國	2,924,608	892,537	255,138	1,776,933	12,503,173	969,555	31,259,723	1,955,053
Total: 合計：		21,803,188	8,837,313	7,713,221	5,252,654	158,525,182	9,019,660	131,189,112	7,271,103
Of Which: Subtotal of Equity-held Project 其中：獲有權益項目小計		9,746,431	5,266,625	2,381,253	2,098,553	82,643,291	5,206,477	48,312,050	2,565,782
Subtotal of Project Management Services projects 委託開發管理項目小計		12,056,757	3,570,688	5,331,968	3,154,101	75,881,891	3,813,183	82,877,062	4,705,321

FINANCIAL REVIEW REVENUE AND GROSS PROFIT

For the year ended 31 December 2022, the Group's revenue was mainly derived from Project Management Services of approximately RMB353 million (2021: approximately RMB752 million), from sale of properties of approximately RMB13.66 billion (2021: approximately RMB7.32 billion) and rental income of approximately RMB5 million (2021: approximately RMB4 million), which in aggregate was approximately RMB14.02 billion (2021: approximately RMB8.08 billion). The gross profit of the Group was approximately RMB1.35 billion (2021: approximately RMB1.67 billion) and the gross profit margin was approximately 9.7% (2021: approximately 20.7%).

RECOGNISED SALES OF PROPERTIES OF SUBSIDIARIES

For the year ended 31 December 2022, the Group recognised revenue of approximately RMB14.02 billion (2021: approximately RMB8.08 billion). In which, the consolidated subsidiaries of the Group recognised revenue from sales of properties and total sales area of approximately RMB13.66 billion (2021: approximately RMB7.32 billion) and 686,758 sq.m. respectively, mainly attributable to Chengdu Xihua Tianxi and Xi'an Future Block in the PRC, and Ellis Town Country, 14th & 6th, Tevelde, Ontario Vander Eyk, Verrado, Ardmore, etc. in the United States. The average selling price in the PRC was approximately RMB20,695 (2021: approximately RMB23,503) per sq.m., while the average selling price in the United States was approximately RMB18,746 (2021: approximately RMB17,699) per sq.m..

INCOME FROM PROJECT MANAGEMENT SERVICES

The Group recorded Project Management Services income of approximately RMB353 million (2021: approximately RMB752 million) for the year ended 31 December 2022.

INCOME FROM RENTAL AND MANAGEMENT FEE

For the year ended 31 December 2022, the Group recognised rental and management fee income of approximately RMB5 million (2021: approximately RMB4 million).

財務回顧 收入及毛利

截至二零二二年十二月三十一日止年度，本集團之營業收入主要來自於開發代建服務收入約為人民幣3.53億元(二零二一年：約為人民幣7.52億元)、物業銷售收入約為人民幣136.6億元(二零二一年：約為人民幣73.2億元)、以及租金收入約為人民幣0.05億元(二零二一年：約為人民幣0.04億元)，合計共約為人民幣140.2億元(二零二一年：約為人民幣80.8億元)。本集團毛利約為人民幣13.5億元(二零二一年：約為人民幣16.7億元)，毛利率約為9.7%(二零二一年：約為20.7%)。

附屬公司已確認物業銷售

截至二零二二年十二月三十一日止年度，本集團已確認收入約為人民幣140.2億元(二零二一年：約為人民幣80.8億元)。其中，本集團合併範圍內附屬公司確認物業銷售收入及總銷售面積分別約為人民幣136.6億元(二零二一年：約為人民幣73.2億元)及686,758平方米，主要是來自中國地區的成都熙華天璽及西安未來街區和美國地區的Ellis Town Country、14th & 6th、Tevelde、Ontario Vander Eyk、Verrado、Ardmore等項目。其中中國地區平均銷售價格約為每平方米人民幣20,695元(二零二一年：約為人民幣23,503元)，美國地區平均銷售價格約為每平方米人民幣18,746元(二零二一年：約為人民幣17,699元)。

開發代建服務收入

截至二零二二年十二月三十一日止年度，本集團之開發代建服務收入約為人民幣3.53億元(二零二一年：約為人民幣7.52億元)。

租金及管理費收入

截至二零二二年十二月三十一日止年度，本集團確認租金及管理費收入約人民幣0.05億元(二零二一年：約為人民幣0.04億元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SELLING EXPENSES

For the year ended 31 December 2022, the Group recorded selling expenses of approximately RMB695 million (2021: approximately RMB486 million). The increase in selling expenses was attributable to the strengthened stimulating policies to promote sales under the impact of pandemic and market.

ADMINISTRATIVE EXPENSES

For the year ended 31 December 2022, the Group recorded administrative expenses of approximately RMB893 million (2021: approximately RMB1.28 billion). The decrease in administrative expenses was mainly due to the increase in listing expenses indirectly incurred by the acquisition of a special purpose acquisition company ("SPAC") in the United States (approximately RMB377 million) in 2021.

NET IMPAIRMENT LOSSES ON FINANCIAL AND CONTRACT ASSETS

For the year ended 31 December 2022, net provision for impairment loss on financial assets of the Group amounted to approximately RMB479 million (2021: approximately RMB275 million). The Company's net provision for impairment loss on financial assets was provided using the expected credit loss rate for financial assets such as trade and other receivables in accordance with the standard requirement of HKFRS 9 Financial Instruments.

FAIR VALUE LOSSES

For the year ended 31 December 2022, the fair value losses of the Group amounted to approximately RMB60 million (2021: losses of approximately RMB6 million). The fair value losses were mainly due to the combined effect of: (i) the losses on changes in fair value of warrants brought by the acquisition of SPAC in the United States during the period of approximately RMB26 million; and (ii) the fair value losses on investment properties during the period of approximately RMB34 million (2021: losses of approximately RMB20 million). The Group's investment properties included Huangxing Building in Shanghai, 2/F, Building 5, Shanghai IBP International Business Park, Huafei Apartment in Nanjing, Wangjiawan Building in Nanjing and Neighbourhood Union in Wuxi located in the PRC. The fair value of the investment properties was assessed by a qualified independent valuer based on the property's current business model adopted by the Group and its expected income to be generated.

銷售費用

截至二零二二年十二月三十一日止年度，本集團的銷售費用約為人民幣6.95億元(二零二一年：約為人民幣4.86億元)。銷售費用的增加主要是受疫情及市場影響，為了促進銷售，激勵政策力度加大導致。

行政費用

截至二零二二年十二月三十一日止年度，本集團的行政費用約為人民幣8.93億元(二零二一年：約為人民幣12.8億元)，行政費用的減少主要為二零二一年美國收購特殊目的收購公司(「SPAC」)間接產生上市費用(約為人民幣3.77億元)增加所致。

金融和合約資產減值損失淨額

截至二零二二年十二月三十一日止年度，本集團的金融資產減值虧損撥備淨額約為人民幣4.79億元(二零二一年：約為人民幣2.75億元)。本公司的金融資產減值虧損撥備淨額是基於香港財務報告準則第9號金融工具準則要求，對應收賬款及其他應收款等金融資產採用預期信用虧損率計提。

公允價值虧損

截至二零二二年十二月三十一日止年度，本集團的公允價值虧損約為人民幣0.6億元(二零二一年：虧損約為人民幣0.06億元)。公允價值虧損主要是以下因素的綜合影響：(i)期內於美國收購SPAC帶來的認股權證的公允價值變動虧損約為人民幣0.26億元；及(ii)本期的投資性物業公允價值虧損約為人民幣0.34億元(二零二一年：虧損約為人民幣0.20億元)。本集團的投資性物業為位於中國上海市的黃興大樓、上海IBP國際商務花園5號樓2層、南京市的華飛公寓、南京市的王家灣大樓及無錫市的鄰里薈。物業公允價值由合資格獨立評估師按現時本集團投資物業的業務模式及預期收入作出評估。

FINANCE COST

For the year ended 31 December 2022, the Group recorded interest expenditures of approximately RMB720 million (2021: approximately RMB629 million). The capitalisation rate of interest expenses in the 2022 was approximately 45.7% (2021: approximately 59.6%). For the year ended 31 December 2022, the expensed finance cost of the Group was approximately RMB391 million (2021: approximately RMB254 million). For the year ended 31 December 2022, the interest income of the Group was approximately RMB22 million (including interest income from amounts due from joint ventures and associates, non-controlling interests and loan to third parties) and the net finance cost was approximately RMB369 million (2021: approximately RMB164 million). For the year ended 31 December 2022, the weighted average finance cost was approximately 6.2% (2021: approximately 7.0%).

SHARE OF NET LOSS OF JOINT VENTURES AND ASSOCIATES

For the year ended 31 December 2022, the Group's share of net losses of joint ventures and associates amounted to approximately RMB272 million (2021: share of net profit of joint ventures and associates amounted to approximately RMB99 million), mainly due to an increase in our share of net losses of joint ventures as a result of the expected project impairment of joint venture.

TAXATION

Income tax expenses include enterprise income tax and land appreciation tax. For the year ended 31 December 2022, the Group recorded taxation charge of approximately RMB707 million (2021: approximately RMB189 million), mainly due to the downturn in the overall domestic real estate market in the past two years, the write off of approximately RMB373 million of deferred income tax assets led to an increase in income tax expenses for the current period.

財務成本

截至二零二二年十二月三十一日止年度，本集團剔除對預收賬款確認的融資費用後的利息費用約為人民幣7.20億元(二零二一年：約為人民幣6.29億元)。二零二二年利息費用的資本化比例約為45.7%(二零二一年：約為59.6%)，截至二零二二年十二月三十一日止年度，本集團費用化的財務成本約為人民幣3.91億元(二零二一年：約為人民幣2.54億元)。截至二零二二年十二月三十一日止年度，本集團的利息收入約為人民幣0.22億元(包括應收合營企業及聯營公司、非控制性權益和向第三方貸款的利息收入)，淨財務成本約為人民幣3.69億元(二零二一年：約為人民幣1.64億元)。截至二零二二年十二月三十一日止年度，加權平均財務成本約為6.2%(二零二一年：約為7.0%)。

應佔合營企業及聯營公司淨虧損

截至二零二二年十二月三十一日止年度，本集團應佔合營企業及聯營公司淨虧損約為人民幣2.72億元(二零二一年：應佔合營企業與聯營公司盈利約為0.99億元)，主要為合營項目預期減值導致本公司應佔合營企業淨虧損增加。

稅項

所得稅支出包括企業所得稅和土地增值稅。截至二零二二年十二月三十一日止年度，本集團的稅項支出約為人民幣7.07億元(二零二一年：約為人民幣1.89億元)，主要是基於近兩年國內房地產行業整體市場低迷，謹慎性沖回約3.73億元遞延所得稅資產導致本期所得稅費用增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LOSS FOR THE PERIOD

For the year ended 31 December 2022, the Group incurred a net loss of approximately RMB2.45 billion (2021: net loss of approximately RMB696 million). It is mainly due to the provision for impairment and the write off of deferred income tax assets due to the continued impact of the COVID-19 epidemic and the overall market downturn in the real estate industry.

LIQUIDITY AND FINANCIAL RESOURCES

Cash positions

As at 31 December 2022, the Group's cash and cash equivalents and restricted cash amounted to approximately RMB1.32 billion (as at 31 December 2021: approximately RMB4.22 billion). As at 31 December 2022, the Group's current ratio (current assets divided by current liabilities) was approximately 1.4 times (as at 31 December 2021: approximately 1.3 times).

INDEBTEDNESS

As at 31 December 2022, the total indebtedness of the Group amounted to approximately RMB7.33 billion (as at 31 December 2021: approximately RMB8.49 billion). The indebtedness of the Group primarily consists of shareholder loans, bank borrowings, senior notes and EB-5 financing. As at 31 December 2022, total net debts[#] were approximately RMB6.08 billion (as at 31 December 2021: approximately RMB4.46 billion). As at 31 December 2022, the proportion of short-term debts was approximately 20.4% (as at 31 December 2021: approximately 45.2%) and long-term debts was approximately 79.6% (as at 31 December 2021: approximately 54.8%). Long-term debt of the Company accounted for a greater proportion, maintaining reasonable structure of long-term and short-term debt to facilitate sufficient liquidity.

期間虧損

截至二零二二年十二月三十一日止年度，本集團產生淨虧損約為人民幣24.5億元（二零二一年：淨虧損約為人民幣6.96億元）。主要為受新冠疫情持續及房地產行業整體市場下行的影響進行謹慎性原則計提減值撥備與沖回遞延所得稅資產所致。

流動資金及財務資源

現金狀況

於二零二二年十二月三十一日，本集團現金及現金等價物以及受限制資金約為人民幣13.2億元（於二零二一年十二月三十一日：約為人民幣42.2億元）。於二零二二年十二月三十一日，本集團的流動資產比率（流動資產除以流動負債）約為1.4倍（於二零二一年十二月三十一日：約為1.3倍）。

債務

於二零二二年十二月三十一日，本集團債務總計約為人民幣73.3億元（於二零二一年十二月三十一日：約為人民幣84.9億元）。本集團的債務主要包括股東貸款、銀行借款、優先債券及EB-5融資。於二零二二年十二月三十一日，淨負債[#]總計約為人民幣60.8億元（於二零二一年十二月三十一日：約為人民幣44.6億元）。於二零二二年十二月三十一日，短期債務比例約為20.4%（於二零二一年十二月三十一日：約為45.2%），長期債務比例約為79.6%（於二零二一年十二月三十一日：約為54.8%）。本公司長期債務佔比較大，長短期債務持續保持合理結構。

[#] net debts = total debts less cash and cash equivalents (excluding restricted cash)

[#] 淨負債 = 債務總額減現金及現金等價物（不含受限資金）

GEARING RATIO

The Group has been striving to optimize its capital and debt structure. The Group's debt to total assets ratio (total borrowings divided by total assets) was approximately 36.7% as at 31 December 2022 (as at 31 December 2021: approximately 30.4%). In addition, the debt to assets ratio of the Group net of advance payment received was approximately 86.4% as at 31 December 2022 (as at 31 December 2021: approximately 76.6%). The management will monitor the capital and debt structure of the Group on a regular basis with aim of mitigating its exposure to the risk of gearing.

PLEDGE OF ASSETS OF THE GROUP

As at 31 December 2022, bank borrowings of the Group were secured by one or a combination of the following items: restricted cash, property, plant and equipment, properties under development, investment properties, property held for sales, leasehold land of delivered properties, equity interests in certain subsidiaries of the Group and guarantee provided by the controlling shareholders of the Company. Senior notes were guaranteed by certain subsidiaries of the Company. EB-5 loans are guaranteed by a subsidiary.

Save as disclosed above, there were no charges on the group asset.

FOREIGN EXCHANGE AND CURRENCY RISK

As at 31 December 2022, the Group's cash and cash equivalents and restricted cash were mainly denominated in Renminbi, Hong Kong dollar and United States dollar. The functional currency of the Group's subsidiaries in the United States is United States dollar while that of the subsidiaries in Hong Kong is Hong Kong dollar, and that of the subsidiaries in Mainland China is Renminbi. As at 31 December 2022, the corresponding exchange rate changes in the internal funds transfer of the Group resulted in book exchange gains recorded by the Group of approximately RMB189 million (2021: exchange losses of approximately RMB120 million). As at 31 December 2022, the assets of the Group denominated in US\$ was approximately 1.5 times of the liabilities denominated in US\$ (2021: approximately 1.3 times). As foreign currency assets are in line with the foreign currency liabilities, no financial instrument is required for hedging purposes.

負債比率

本集團一直努力優化資本及負債結構。本集團負債資產比率(債務總額除以總資產)於二零二二年十二月三十一日約為36.7%(於二零二一年十二月三十一日:約為30.4%)，另外，於二零二二年十二月三十一日本集團之扣除預收款項後的資產負債率約為86.4%(於二零二一年十二月三十一日:約為76.6%)。管理層會經常性監控本集團資本及負債結構，降低所承受的債務風險。

本集團資產抵押

於二零二二年十二月三十一日，本集團的銀行借款由以下一種或幾種組合擔保：受限制現金、不動產、工廠與設備、開發中房地產、投資性物業、所持銷售物業、已交付物業的租賃土地、本集團若干附屬公司的股權及本公司控股股東提供的擔保。優先票據由本公司之若干附屬公司擔保。EB-5貸款由一間附屬公司擔保。

除以上披露外，本集團資產並無押記。

外匯及外幣風險

於二零二二年十二月三十一日，本集團之現金及現金等價物及受限制現金以人民幣、港元及美元為主要幣值。本集團美國附屬公司記帳本位幣為美元，香港附屬公司記帳本位幣為港幣，中國大陸附屬公司記帳本位幣為人民幣。於二零二二年十二月三十一日，本集團內部資金往來相應的匯率變動形成了本集團賬面匯兌收益約為人民幣1.89億元(二零二一年：匯兌虧損約為人民幣1.20億元)。於二零二二年十二月三十一日，本集團美元資產覆蓋美元負債約1.5倍(二零二一年：約1.3倍)，外幣資產與外幣負債相匹配。故本集團未採用任何金融工具作對衝用途。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INTEREST RATE RISK

As at 31 December 2022, the debts payable borne with fixed interest rate accounted for approximately 35.9% (as at 31 December 2021: approximately 51.8%) of the total debts of the Group. The Group will continue to monitor the trend of interest rates in the market closely and seek to adopt appropriate risk management measures for mitigating the exposure to the interest rate risk. In this regard, the Group considered the exposure to interest rate risk is low.

GUARANTEE

The Group cooperates with various financial institutions to arrange mortgage loan facilities for the purchasers of its properties and provides guarantees to secure such purchasers' obligations of repayment. As at 31 December 2022, the outstanding guarantees amounted to approximately RMB994 million (as at 31 December 2021: approximately RMB1.25 billion). In addition, the Group provided guarantee for the loan of Guangzhou Langxiu Business Management Consulting Co., Ltd.* (廣州朗秀企業管理諮詢有限公司), and the balance of the guarantee as at 31 December 2022 was approximately RMB102 million (as at 31 December 2021: approximately RMB118 million). As at 31 December 2022, there were certain corporate guarantees provided by the subsidiaries of the Group for each other in respect of their borrowings. The management considered that the subsidiaries had sufficient financial resources to fulfill their obligations. Save as disclosed above, the Group had no other material contingent liabilities as at 31 December 2022.

利率風險

於二零二二年十二月三十一日，本集團固定利率的應付債務佔總借款約35.9%（於二零二一年十二月三十一日：約51.8%）。本集團將會密切監察市場利息趨向及會尋求合適的風險管理措施，以減低利率風險。就此而言，本集團認為利率風險較低。

擔保

本集團與多家金融機構合作，為其物業買家安排按揭貸款融資並就該等買家之還款責任提供擔保。於二零二二年十二月三十一日，未了結擔保約為人民幣9.94億元（於二零二一年十二月三十一日：約為人民幣12.5億元）。另外，本集團為廣州朗秀企業管理諮詢有限公司之借款提供擔保，於二零二二年十二月三十一日的擔保餘額約為人民幣1.02億元（於二零二一年十二月三十一日：約為人民幣1.18億元）。於二零二二年十二月三十一日，本集團附屬公司就借款相互提供若干企業擔保。管理層認為附屬公司有足夠財務資源償付其債務。除上述者外，於二零二二年十二月三十一日，本集團並沒有重大或然負債。

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITION AND DISPOSAL

During FY2022, the Group had the following significant investments, material acquisitions and disposals:

1 THE ACQUISITION OF 100% INTEREST IN HANOVER FAMILY BUILDERS, LLC

On 18 January 2022 (United States Pacific Standard Time), Landsea Homes of Florida LLC (“**Landsea Homes Florida**”) and Landsea Homes Corporations, which are non-wholly owned subsidiaries of the Company, entered into the membership interest agreement with (among others) SAM Building Partners, LLC and Edge Creek Ventures, LLC as sellers (the “**US Sellers**”), pursuant to which Landsea Homes Florida agreed to purchase, and the US Sellers agreed to sell, all the issued equity interests of Hanover Family Builders, LLC (“**Hanover Family**”), a limited liability company incorporated in the State of Florida of the USA whose operations primarily consist of land acquisition and development, construction, and the sale of single family residential units in Central Florida and Orlando market. The acquisition enables the Company to strategically expand its brand into in Central Florida and Orlando markets, and strengthen its market share in competitively priced homes in the USA. The base purchase price of the transaction was US\$179,241,431.

The acquisition of the Subject Company constituted a major transaction of the Company under Rule 14.06 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and was completed on 19 January 2022, upon which Hanover Family has become a wholly-owned subsidiary of the Group. For further information, please refer to the announcement of the Company dated 19 January 2022 and the circular of the Company dated 30 November 2022.

As at 31 December 2022, the total asset of Hanover Family accounted for approximately 9.61% of the total asset of the Group, and Hanover Family contributed about US\$30.2 million pretax profit (unaudited) to the Group for FY2022.

重大投資、重大收購及出售事項

於二零二二財政年度，本集團進行瞭如下重大投資、重大收購及出售事項：

1 收購 HANOVER FAMILY BUILDERS, LLC 100% 股權

於二零二二年一月十八日(美國太平洋標準時間)，本公司非全資附屬公司Landsea Homes of Florida LLC(「**Landsea Homes Florida**」)及本公司非全資附屬公司Landsea Homes Corporations與SAM Building Partners, LLC及Edge Creek Ventures, LLC等(作為賣方，「**美國賣方**」)訂立股權買賣協議，據此，Landsea Homes Florida同意購買而美國賣方同意出售於美國佛羅裡里達州註冊成立之有限公司Hanover Family Builders LLC(「**Hanover Family**」)之全部已發行股權。Hanover Family的業務主要包括土地收購及開發、建設及佛羅裡里達州中部及奧蘭多市場的單戶住宅銷售。收購事項讓本公司得以將其品牌戰略性擴展至佛羅裡里達州中部及奧蘭多市場，並提升其在美國高性價比住宅市場的佔有率。該交易的基礎購買價為179,241,431美元。

根據聯交所證券上市規則(「**上市規則**」)第14.06條，收購事項構成本公司之主要交易，並已於二零二二年一月十九日完成，而Hanover Family自此成為本集團之全資附屬公司。有關進一步資料，請參閱本公司日期為二零二二年一月十九日的公告及二零二二年十一月三十日的通函。

截至二零二二年十二月三十一日，Hanover Family的總資產佔本集團總資產的比例約為9.61%；其於二零二二財政年度期間向集團貢獻的未經審核稅前利潤約為0.302億美元。

2 THE CREDIT AGREEMENT

On 12 May 2022 (United States Eastern Standard Time), Landsea Holdings Corporation, an indirect wholly-owned subsidiary of the Company as the borrower (the “**Borrower**”), and 1103849 B.C. LTD as the lender (the “**Lender**”) entered into the credit agreement (the “**Credit Agreement**”), pursuant to which, the Lender conditionally agreed to provide the loan in a principal amount of US\$45,000,000 (the “**Loan**”) to the Borrower. If the Facility Termination Date (as defined in the Credit Agreement) shall have been extended as provided in the Credit Agreement, and the Lender shall have provided the requisite written notice to the Borrower, of the Lender’s election to exercise the Lender Stock Payment Election Right (as defined in the Credit Agreement), the Borrower shall repay the outstanding principal of the Loan with common shares of Landsea Homes (the “**LSEA Stock**”) in lieu of immediately available funds on the extended Facility Termination Date, together with accrued interest on such principal, which shall be paid in cash. The number of shares of LSEA Stock required to repay the outstanding principal of the Loan shall be determined by dividing the outstanding principal of the Loan by US\$9.30, provided that transfer of such number of LSEA Stock would not cause the Borrower’s beneficial ownership in LSEA Stock to drop below 50% of the issued and outstanding shares of LSEA Stock.

In the event that the Loan (a) is not repaid on the Facility Termination Date or (b) the Loan shall have been accelerated following the occurrence of an event of default, the Lender may elect by providing written notice to the Borrower to require all or any portion specified by the Lender of the outstanding principal of the Loan be immediately repayable with LSEA Stock, together with the balance of the remaining outstanding principal and all accrued interest be payable in cash. The number of shares of LSEA Stock required to so repay the outstanding principal of the Loan shall be determined by dividing the outstanding principal amount of the Loan by US\$6.00 but in any case shall not exceed 4,838,710 shares of LSEA Stock.

2 信貸協議

於二零二二年五月十二日(美國東岸標準時間)，Landsea Holdings Corporation，本公司之間接全資附屬公司，作為借款人(「**借款人**」)與1103849 B.C. LTD作為貸款人(「**貸款人**」)訂立信貸協議(「**信貸協議**」)，據此，貸款人有條件同意向借款人提供本金額為45,000,000美元之貸款(「**貸款**」)。倘融資終止日期已按信貸協議規定延長，而貸款人已向借款人發出書面通知，告知貸款人選擇行使貸款人證券付款選擇權(如信貸協議所界定)，則借款人須於經延遲融資終止日期以Landsea Homes的普通股股份(「**LSEA 股份**」)取代以實時可動用資金償還貸款的未償還本金連同有關本金的應計利息，有關利息應以現金支付。須償還貸款的未償還本金所需LSEA股份股份數目應按貸款的未償還本金除以9.30美元釐定，惟有關LSEA股份轉讓數目不會導致借款人於LSEA股份的實益擁有權跌至低於LSEA股份已發行及發行在外股份的50%。

倘貸款(a)並無於融資終止日期償還或(b)貸款於違約事件發生後加快償還，則貸款人可選擇向借款人發出書面通知，要求貸款人指定之全部或任何部分貸款未償還本金以LSEA股份實時償還，連同餘下未償還本金結餘及所有應計利息以現金支付。償還貸款的未償還本金所需LSEA股份股份數目應按貸款的未償還本金額除以6.00美元釐定，惟無論如何不得超過4,838,710股LSEA股份。

The exercise of the Lender Stock Payment Election Right by the Lender for the LSEA Stock is at the discretion of the Lender, and was therefore treated as if it had been exercised pursuant to Rule 14.74 of the Listing Rules. Therefore, 4,838,710 shares of LSEA Stock was treated as if they had been disposed of by the Borrower.

The Credit Agreement constituted a major transaction of the Company under Chapter 14 of the Listing Rules. For further information, please refer to the announcement of the Company dated 13 May 2022 and the circular of the Company dated 8 August 2022.

3 THE DISPOSAL 鑫貝盛投資管理有限公司 (NANJING XINBEISHENG INVESTMENT MANAGEMENT LIMITED*)

On 17 May 2022, 南京朗銘地產集團有限公司 (Nanjing Langming Properties Group Limited*), an indirect wholly-owned subsidiary of the Company as the vendor (the “Vendor”), and 南京玖富星海置業有限公司 (Nanjing Jiufu Xinghai Real Estate Co., Ltd.*) as the purchaser (the “Purchaser”) entered into the equity transfer agreement, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the entire equity interest in 南京鑫貝盛投資管理有限公司 (Nanjing Xinbeisheng Investment Management Limited*), a company established under the laws of the PRC with limited liability and is principally engaged in enterprise management consulting and property management, for the consideration of RMB85,500,000. As at the date of this report, the equity transfer has not been completed.

The disposal constituted a disclosable transaction of the Company under Chapter 14 of the Listing Rules. For further information, please refer to the announcement of the Company dated 17 May 2022.

貸款人就LSEA股份行使貸款人證券付款選擇權由貸款人酌情決定，則根據上市規則第14.74條應被視作猶如已獲行使。因此，LSEA股份中4,838,710股股份被視作猶如已由借款人出售。

訂立信貸協議構成上市規則第14章項下本公司的一項主要交易。詳情請參閱本公司日期為二零二二年五月十三日的公告及本公司日期為二零二二年八月八日的通函。

3 出售南京鑫貝盛投資管理有限公司 100% 股權

於二零二二年五月十七日，南京朗銘地產集團有限公司，本公司之間接全資附屬公司作為賣方（「賣方」）與南京玖富星海置業有限公司作為買方（「買方」）訂立股權轉讓協議，據此，賣方同意出售而買方同意購買，南京鑫貝盛投資管理有限公司（一家根據中國法律成立之有限責任公司，主要從事企業管理諮詢及物業管理）之全部股權，代價為人民幣85,500,000元。截至本報告日期，出售事項尚未完成。

根據上市規則第14章，該出售事項適已構成本公司一項須予披露交易，詳情請參閱本公司日期為二零二二年五月十七日的公告。

4 THE ACQUISITIONS OF THE REMAINING 45% EQUITY INTEREST IN 蘇州朗坤置業有限公司 (SUZHOU LANGKUN PROPERTIES COMPANY LIMITED*)

On 31 May 2022, 上海朗毓商業管理有限公司 (Shanghai Langyu Commercial Management Limited*), an indirect wholly-owned subsidiary of the Company as the purchaser (the “**Purchaser**”), 江蘇國泰華鼎投資有限公司 (Jiangsu Guotai Huading Investment Company Limited*) as vendor, and 蘇州朗坤置業有限公司 (Suzhou Langkun Properties Company Limited*) (the “**Target Company**”), a company established under the laws of the PRC with limited liability and is principally engaged in property development, entered into an equity transfer agreement, pursuant to which, the Purchaser agreed to purchase, and the Vendor agreed to sell, 22.5% of the entire equity interest in the Target Company, for a consideration of RMB41,377,657.50.

The Purchaser also succeeded in the bidding for 22.5% equity interest in the Target Company through Shanghai United Assets and Equity Exchange. On 31 May 2022, the Purchaser and 江蘇國泰紫金科技發展有限公司 (Jiangsu Guotai Zijin Technology Development Company Limited*) (“**Jiangsu Zijin**”) as vendor entered into an equity transfer agreement, pursuant to which, the Purchaser agreed to purchase, and Jiangsu Zijin agreed to sell 22.5% of the entire equity interest in the Target Company, for a consideration of RMB41,377,657.50. The Company considers the acquisition represents the Company’s acquisition of full control over the Target Company, which will enable the Company to make more effective use of the surplus cash in the Target Company.

Upon completion of the acquisitions on 8 June 2022, the Target Company became an indirect wholly-owned subsidiary of the Company.

The acquisitions constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules. For further information, please refer to the announcement of the Company dated 31 May 2022.

4 收購蘇州朗坤置業有限公司餘下45%股權

於二零二二年五月三十一日，上海朗毓商業管理有限公司，本公司的間接全資附屬公司作為買方（「買方」）、江蘇國泰華鼎投資有限公司作為賣方（「賣方」）及蘇州朗坤置業有限公司（「目標公司」）（一間根據中國法律成立的有限公司，主要從事物業開發）訂立股權轉讓協議，據此，買方同意購買而江蘇華鼎同意出售目標公司全部股權的22.5%，代價為人民幣41,377,657.50元。

買方通過上海聯合產權交易所成功競得目標公司22.5%股權。於二零二二年五月三十一日，買方與江蘇國泰紫金科技發展有限公司（「江蘇紫金」）訂立股權轉讓協議，據此，買方同意購買而江蘇紫金同意出售目標公司全部股權的22.5%，代價為人民幣41,377,657.50元。本公司認為，收購事項為本公司獲取其於目標公司的全部控制權，將有助本公司更有效地運用於目標公司的盈餘現金。

自收購事項於二零二二年六月八日完成後，目標公司成為本公司的間接全資附屬公司。

根據上市規則第14章，該收購事項構成本公司的須予披露交易。詳情請參閱本公司日期為二零二二年五月三十一日的公告。

5 THE DISPOSAL OF 10.7% INTEREST IN LANDSEA HOMES

On 31 May 2022 (United States Eastern Daylight Time), Landsea Holdings Corporation, an indirect wholly owned subsidiary of the Company, as the vendor (the “**Vendor**”), and Green Investment Alpha Limited, as the purchaser (the “**Purchaser**”) entered into the stock purchase agreement (the “**Stock Purchase Agreement**”), pursuant to which, the Vendor agreed to sell, and the Purchaser agreed to purchase, approximately 10.7% of the issued and outstanding shares of the common shares of Landsea Homes (the “**Sale Shares**”) at a sale price of US\$9.30 per share for a total consideration of US\$45,000,000. Upon completion of the disposal on 31 May 2022, Landsea Homes remains to be a subsidiary of the Company.

In connection with the Stock Purchase Agreement, on 31 May 2022 (United States Eastern Daylight Time), the Purchaser and the Vendor entered into the put option agreement (the “**Put Option Agreement**”), pursuant to which the Purchaser shall, for each of the First Put Exercise Period and the Second Put Exercise Period (each as defined in the Put Option Agreement), have the right, but not the obligation, to cause the Vendor to purchase all or a portion of the Sale Shares.

Each of the disposal under the Stock Purchase Agreement and the put right under the Put Option Agreement constituted a major transaction of the Company under Chapter 14 of the Listing Rules. For further information, please refer to the announcement of the Company dated 31 May 2022 and the circular of the Company dated 8 August 2022.

5 出售 LANDSEA HOMES 10.7% 股權

於二零二二年五月三十一日(美國東岸夏令時間)，Landsea Holdings Corporation，本公司之間接全資附屬公司作為賣方(「賣方」)與 Green Investment Alpha Limited 作為買方(「買方」)訂立購股協議(「購股協議」)。據此，賣方同意出售而買方同意購買 Landsea Homes 發行在外的普通股的大約 10.7% (「銷售股份」)，售價為每股 9.30 美元，總代價為 45,000,000 美元。出售事項於二零二二年五月三十一日完成後，Landsea Homes 仍然為本公司的子公司。

就購股協議而言，於二零二二年五月三十一日(美國東岸夏令時間)，買方與賣方(分別如認沽期權協議所界定)訂立認沽期權協議(「認沽期權協議」)。據此，買方應分別就首段認沽行使期間及第二段認沽行使期間(如認沽期權協議所界定)有權，但無義務，促使賣方購買全部或部分銷售股份。

根據上市規則第 14 章，出售事項及認沽權各自構成本公司之主要交易。詳情請參閱本公司日期為二零二二年五月三十一日的公告及本公司日期為二零二二年八月八日的通函。

6 SHARE REPURCHASE BY LANDSEA HOMES (THE “SHARE REPURCHASE”)

On 1 June 2022 (United States Eastern Daylight Time), Landsea Holdings Corporation (“**LHC**”), an indirect wholly-owned subsidiary of the Company, and Landsea Homes entered into the share repurchase agreement, pursuant to which LHC agreed to sell, and Landsea Homes agreed to repurchase shares (the “**Repurchase Shares**”), representing approximately 9.7% of the issued and outstanding shares of the common shares of Landsea Homes at a repurchase price of US\$6.82 per share for a total consideration of approximately US\$30 million. The shareholding of LHC in Landsea Homes decreased from approximately 61.9% to approximately 57.8% immediately after completion of the Share Repurchase and cancellation of the Repurchase Shares.

The Share Repurchase constituted a disclosable transaction of the Company under Chapter 14 of the Listing Rules. For further information, please refer to the announcement of the Company dated 2 June 2022.

7 THE DISPOSAL OF 50% EQUITY INTEREST IN A JOINT VENTURE

On 25 August 2022, 上海朗昆企業管理有限公司 (Shanghai Langkun Business Management Co., Ltd.), an indirect wholly-owned subsidiary of the Company as the vendor (the “**Vendor**”), entered into the sale and purchase agreement with (among others) 北京融匯嘉智投資管理中心(有限合夥) (Beijing Ronghui Jiazhi Investment Management Center (Limited Partnership)*) and 廈門嘉晟融懋管理諮詢有限公司 (Xiamen Jiasheng Rongmao Management Consulting Co. Ltd.*) (collective, the “**Purchasers**”), pursuant to which the Purchasers conditionally agreed to purchase and the Vendor conditionally agreed to sell 50% of the entire equity interest in 上海融懋商業管理有限公司 (Shanghai Rongmao Commercial Management Co., Ltd.*), with an aggregate initial consideration of RMB137,575,942.05. Upon completion of the disposal on 25 August 2022, the Company ceased to have any interest in the joint venture.

The disposal constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules. For further information, please refer to the announcement of the Company dated 25 August 2022.

6 LANDSEA HOMES 回購股份 (「回購股份」)

於二零二二年六月一日(美國東部夏令時間)，Landsea Holdings Corporation (「**LHC**」)，本公司間接全資附屬公司與Landsea Homes 訂立股份回購協議，據此，LHC 同意出售及Landsea Homes 同意回購相當於9.7%的當日Landsea Homes 發行在外的普通股股份(「**回購股份**」)，回購價為每股6.82美元及總代價約30,000,000美元。回購股份完成及購回股份註銷後，LHC在Landsea Homes 的持股比例由約61.9%減少至約57.8%。

根據上市規則第14章，該股份回購構成本公司的一項須予披露交易。詳情請參閱本公司日期為二零二二年六月二日的公告。

7 出售於合營公司之50%股權

於二零二二年八月二十五日，上海朗昆企業管理有限公司，本公司之間接全資附屬公司作為賣方(「**賣方**」)與北京融匯嘉智投資管理中心(有限合夥)(「**北京融匯**」)、廈門嘉晟融懋管理諮詢有限公司(「**廈門嘉晟融懋**」)作為聯合買方(「**聯合買方**」等)簽訂買賣協議，據此，賣方有條件同意出售而北京融匯及廈門嘉晟融懋均有條件同意分別購買上海融懋商業管理有限公司全部股權的50%，初步總代價為人民幣137,575,942.05元。出售事項於二零二二年八月二十五日完成後，本集團已不再於目標公司擁有任何權益。

根據上市規則第14章，該出售事項構成本公司之須予披露交易。詳情請參閱本公司日期為二零二二年八月二十五日的公告。

8 THE DISPOSAL OF 100% INTEREST IN 上海朗松實業有限公司 (SHANGHAI LANGSONG ENTERPRISES COMPANY LIMITED*)

On 24 October 2022, 上海朗緒企業管理諮詢有限公司 (Shanghai Langxu Enterprise Management Consultancy Company), an indirect wholly-owned subsidiary of the Company as the vendor (the “Vendor”), 南京朗銘地產集團有限公司 (Nanjing Langming Property Group Limited) and 上海朗青投資管理有限公司 (Shanghai Langqing Investment Management Limited), indirect wholly-owned subsidiaries of the Company as the vendor guarantors (the “Vendor Guarantors”) and LAO VI CN Company VI Pte. Ltd. as the purchaser (the “Purchaser”) entered into the equity acquisition agreement, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, 100% equity interest in 上海朗松實業有限公司 (Shanghai Langsong Enterprises Company Limited*) at the initial consideration of RMB102,489,655.35, subject to adjustments. Upon completion of the disposal on 24 October 2022, the target company ceased to be a subsidiary of the Company.

The disposal constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules. For further information, please refer to the announcement of the Company dated 24 October 2022.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

As at 31 December 2022, the Group did not have any specific plan for material investments or capital assets.

EVENTS AFTER THE REPORTING PERIOD

Save for default of the Defaulted Senior Note as mentioned in note 2.1(c) to the consolidated financial statement, there is no other material subsequent event undertaken by the Company or the Group after 31 December 2022 and up to the date of this report.

8 出售上海朗松實業有限公司100%股權

於二零二二年十月二十四日，上海朗緒企業管理諮詢有限公司，本公司之間接全資附屬公司作為賣方（「賣方」）、南京朗銘地產集團有限公司與上海朗青投資管理有限公司，本公司之間接全資附屬公司作為賣方擔保人（「賣方擔保人」）與LAO VI CN Company VI Pte. Ltd作為買方（「買方」）訂立股權收購協議，據此賣方有條件同意出售而買方有條件同意購買上海朗松實業有限公司100%股權，初步代價為人民幣102,489,655.35元，可予調整。出售事項於二零二二年十月二十四日完成後，目標公司已不再是本公司的附屬公司。

根據上市規則第14章。該出售事項構成本公司之須予披露交易。詳情請參閱本公司日期為二零二二年十月二十四日的公告。

有關重大投資或資本資產的未來計劃

於二零二二年十二月三十一日，本集團並無與重大投資或資本資產有關的具體計劃。

報告期後事項

自二零二二年十二月三十一日起至本報告日期，除綜合財務報表附註2.1(c)所提之違約優先票據的違約事宜，本公司或本集團並無進行其他重大後續事項。

Corporate Governance Report

企業管治報告

The Company is committed to maintain corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to Shareholders and quality of disclosure, transparency and accountability to Shareholders for the sake of maximizing returns to Shareholders.

CORPORATE GOVERNANCE PRACTICE

The Company has adopted and has complied with the code provisions set out in part 2 of the CG Code as its own code of corporate governance.

In the opinion of the Directors, the Company was in compliance with all the relevant code provisions under part 2 of the CG Code during FY2022.

CORPORATE GOVERNANCE FUNCTIONS

The corporate governance functions were performed by the Board.

The corporate governance functions are to develop and review the Company's policies and practices on corporate governance to comply with the CG Code and other legal or regulatory requirements and make recommendations to the Board, to oversee the Company's orientation program for new Director, to review and monitor the training and continuous professional development of Directors and senior management, to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors, and to review the Company's disclosure in the Corporate Governance Report.

During the financial year ended 31 December 2022, the Board has reviewed the training and continuous professional development of Directors and senior management and reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding directors' securities transactions.

The Company confirms that, having made specific enquiry of all Directors, all Directors have complied with the required standards as set out in the Model Code for FY2022.

本公司致力維持高水準及具質素之企業管治程序。本公司已推行管治常規，特別注重對股東之誠信、資料披露質素、透明度及問責性，務求為股東帶來最大回報。

企業管治常規

本公司已採納並已遵循企業管治守則第二部分的守則條文，作為其本身的企業管治守則。

董事認為本公司於二零二二財政年度一直遵守企業管治守則第二部分所有相關守則條文。

企業管治職能

企業管治職能由董事局執行。

企業管治職能為制訂及檢討本公司企業管治政策及常規，以符合企業管治守則及其他法律或監管規定，並向董事局作出建議、監督本公司之新董事入職指引計劃、檢討及監督董事及高級管理人員之培訓及持續專業發展、制訂、檢討及監督僱員及董事適用之行為守則及遵例守則(如有)、以及檢討本公司於企業管治報告中之披露。

截至二零二二年十二月三十一日止財政年度，董事局已審閱董事及高級管理人員之培訓及持續專業發展，以及審閱本公司遵守企業管治守則之情況及於企業管治報告中之披露。

董事進行證券交易

本公司已採納標準守則，作為本公司有關董事進行證券交易的操守準則。

本公司向全體董事作出具體查詢後確認，全體董事於二零二二財政年度一直遵守標準守則所載規定標準。

COMPANY SECRETARY

For the period from 1 January 2022 to 30 December 2022, the Company engaged an external professional company secretarial services provider, Uni-1 Corporate Services Limited (“**Uni-1**”), to provide compliance and full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment and to suit difference commercial needs; Ms. Chan Yuen Ying, Stella (“**Ms. Chan**”) the representative of Uni-1, was the named Company Secretary of the Company.

The biographical details of Ms. Chan are set out under the section headed “Biographical Details of Directors and Senior Management”. Ms. Chan has resigned as the Company Secretary of the Company with effect from 30 December 2022, and ceased to act as the Authorised Representative of the Company.

According to the requirements of Rule 3.29 of the Listing Rules, Ms. Chan has taken no less than 15 hours of relevant continuous professional development training for the financial year ended 31 December 2022.

Ms. Gao Yuan (“**Ms. Gao**”) was appointed as the board secretary, the Company Secretary and the Authorised Representatives of the Company on 30 December 2022. The biographical details of Ms. Gao are set out under the section headed “Biographical Details of Directors and Senior Management”.

CONSTITUTIONAL DOCUMENTS

There is no change in the Company’s constitutional documents during the year. To comply with the new Listing Rules requirements regarding the adoption of Core Shareholder Protection Standards for shareholders’ information and protection, the Board of the Company proposes to (i) make certain amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-Laws**”) in order to bring them in line with the latest legal and regulatory requirements, including the applicable laws of Bermuda and those relating to the amendments to the Listing Rules which took effect on 1 January 2022; and (ii) to adopt the new Bye-Laws incorporating and consolidating all the Proposed Amendments in substitution for and to the exclusion of the Existing Bye-Laws.

公司秘書

於二零二二年一月一日至二零二二年十二月三十一日期間，本公司委聘外聘專業公司秘書服務提供商統一企業服務有限公司（「**統一企業**」）為本集團提供合規及全面之公司秘書服務，以協助本集團應付不斷轉變之監管環境及迎合不同商業需求；統一企業代表陳婉瑩女士（「**陳女士**」）為本公司之署名公司秘書。

陳女士的履歷詳情載於「董事及高級管理人員簡介」一節。陳女士已辭任本公司公司秘書，自二零二二年十二月三十日起生效，並不再擔任本公司授權代表。

根據上市規則第3.29條之規定，陳女士於截至二零二二年十二月三十一日止財政年度已參與不少於十五小時之相關專業培訓。

高媛女士（「**高女士**」）於二零二二年十二月三十日獲委任為本公司董事會秘書、公司秘書及授權代表。高女士之履歷詳情載於「董事及高級管理人員簡介」一節。

憲章文件

於本年度，本公司之憲章文件並無變動。為遵守新上市規則有關採納核心股東保障水平的規定以為股東提供資料及保護，本公司董事局建議(i)對本公司的組織章程細則（「**現有組織章程細則**」）作出若干修訂（「**建議修訂**」），以使其符合最新的法律及監管規定，包括百慕大適用法律及於二零二二年一月一日生效的上市規則修訂有關的法律及監管規定；及(ii)採納已納入並合併所有建議修訂之新組織章程細則，以替換現有組織章程細則。

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company, and is responsible for setting up the overall strategy as well as reviewing the operation and financial performance of the Group. The Board reserved for its decision or consideration matters covering overall Group's strategy, major acquisitions and disposals, annual budgets, annual and interim results, recommendations on Directors' appointment or re-appointment, approval of major capital transactions and other significant operational and financial matters. The management was delegated the authority and responsibility by the Board for the daily management of the Group. In addition, the Board has also delegated various responsibilities to the Board committees.

Further details of these committees are set out in this report.

The Board conducts at least four regular Board meetings a year at approximately quarterly intervals in addition to other Board meetings that are required for significant and important issues, and for statutory purposes. Appropriate and sufficient information is provided to Board members in a timely manner to keep them abreast of the Group's latest developments and thus can assist them in discharging their duties.

The Company Secretary is responsible for taking minutes of the Board meetings and drafts of which will be circulated to all Directors for their review, comments and approval after the meetings. The minutes books are kept by the Company Secretary and will be open for inspection by the Directors upon request. All Directors have access to the advice and service of the Company Secretary who is responsible to the Board for ensuring that the procedures are followed and that all applicable laws and regulations are complied with.

董事局

董事局負責領導及監控本公司，並負責制訂整體策略及檢討本集團之營運及財務表現。經董事局決定或考慮之事宜包括整體集團策略、重大收購及出售、年度預算、全年及中期業績、就董事委任或重新委任事宜提出建議、批准重大資本交易以及其他重大營運及財務事宜。董事局向管理層轉授權力及責任，以管理本集團之日常事務。此外，董事局亦將各種職責分派予董事委員會。

有關該等委員會之進一步詳情載於本報告內。

除就重大及重要事務以及法定目的舉行之其他董事局會議外，董事局每年至少舉行四次常規董事局會議，大約每季度舉行一次。董事局成員將適時獲發適當及充足資料，以便了解本集團最新發展，從而協助彼等履行職責。

公司秘書負責為董事局會議作記錄，並於會後將記錄稿件送交全體董事閱覽、修改及批准。會議記錄由公司秘書保存，可於董事要求下開放查閱。全體董事均可獲取公司秘書之意見及服務，而公司秘書須向董事局負責，以確保依循程序及遵守所有適用法律及規例。

COMPOSITION OF THE BOARD

The Board currently consists of two executive Directors, two non-executive Directors and three independent non-executive Directors:

EXECUTIVE DIRECTORS:

Mr. Tian Ming (*Chairman*)
Mr. Huang Zheng (*Chief Executive Officer*)
Mr. Jiang Chao (resigned on 25 February 2022)
Ms. Shen Leying (resigned on 25 February 2022)

NON-EXECUTIVE DIRECTORS:

Ms. Gu Jing (appointed on 31 August 2022)
Mr. Cheng Yuan (appointed on 30 December 2022)
Mr. Xu Liang (appointed on 25 February 2022 and resigned on 31 August 2022)
Mr. Liu Pengpeng (resigned on 31 October 2022)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Xu Xiaonian
Mr. Chen Tai-yuan
Mr. Rui Meng

To the best knowledge of the Company, there is no financial, business and family or other material/relevant relationship among members of the Board, and in particular, between the chairman and the chief executive. The biographies of the Directors are set out on pages 25 to 33 under the section headed "Biographical Details of Directors and Senior Management".

CHAIRMAN AND CHIEF EXECUTIVE

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Tian Ming is the Chairman and Mr. Huang Zheng is the chief executive officer of the Company. The Company considered that the division of responsibilities between the chairman and chief executive officer is clearly established.

董事局之組成

董事局現由兩名執行董事、兩名非執行董事及三名獨立非執行董事組成：

執行董事：

田明先生(主席)
黃征先生(總裁)
蔣超先生(於二零二二年二月二十五日辭任)
申樂瑩女士(於二零二二年二月二十五日辭任)

非執行董事：

顧菁女士(於二零二二年八月三十一日獲委任)
成元先生(於二零二二年十二月三十日獲委任)
徐亮先生(於二零二二年二月二十五日獲委任
並於二零二二年八月三十一日辭任)
劉鵬鵬先生(於二零二二年十月三十一日辭任)

獨立非執行董事：

許小年先生
陳泰元先生
芮萌先生

據本公司所深知，各董事局成員之間概無任何財務、商業及家族或其他重大／相關關係，尤其是主席與總裁之間。董事履歷載於第25至33頁「董事及高級管理人員簡介」一節。

主席及總裁

根據企業管治守則之守則條文第C.2.1條，主席與行政總裁之角色應有區分，並不應由一人同時兼任。田明先生為主席，黃征先生為本公司總裁。本公司認為，已清晰制定主席與總裁之職責區分方法。

INDEPENDENT NON-EXECUTIVE DIRECTORS

As required under Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed sufficient number of independent non-executive Directors.

Mr. Xu Xiaonian is a famous Chinese economist and was granted the highest award of economics study in China, the “Sun Yefang Economic Science Award”. Mr. Xu has more than 37 years’ experience in economics analysis.

Mr. Chen Tai-yuan is a tenured Full Professor of Accounting at the School of Business and Management at Hong Kong University of Science and Technology. He has more than 14 years of experiences of teaching financial and managerial accounting to MBA and EMBA students, and in executive education programs.

Mr. Rui Meng is professionally designated as a Certified Financial Analyst by the Association for Investment Management and Research since September 2000 and a Financial Risk Manager by the Global Association of Risk Professionals since April 2010. He currently acts as independent non-executive directors for several listed companies.

The Company has received from each of the independent non-executive Directors the annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The non-executive Directors are appointed for a specific term of three years and they are also subject to the retirement by rotation at least once every three years in accordance with the Bye-Laws and the CG Code.

The Company has established the Nomination Committee with specific terms of reference, which is responsible for, among others, identifying suitable individuals to become Board members and reviewing the structure, size and diversity of the Board to complement the Company’s corporate strategy.

獨立非執行董事

根據上市規則第3.10(1)及3.10(2)條之規定，本公司已委任足夠數目之獨立非執行董事。

許小年先生為中國著名經濟學家，曾獲中國經濟學界最高殊榮「孫冶方經濟科學獎」，累積逾三十七年經濟學研究經驗。

陳泰元先生現為香港科技大學商學院會計學系終身正教授。彼擁有超過十四年教授財務管理會計予工商管理碩士及高級管理人員工商管理碩士之經驗，亦具備高級管理人員教育經驗。

芮萌先生自二零零零年九月起獲投資管理研究協會專業認證為註冊金融分析師，並自二零一零年四月起獲全球風險管理協會專業認證為金融風險管理師。彼目前擔任多家上市公司之獨立非執行董事。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。本公司認為，全體獨立非執行董事均為獨立人士。

委任、重選及罷免董事

非執行董事按指定三年任期獲委任，且彼等須根據細則及企業管治守則至少每三年輪值退任一次。

本公司已成立提名委員會，並訂明具體職權範圍，負責(其中包括)物色合適人選加入董事局，以及配合本公司企業策略檢討董事局之架構、人數及成員多元化。

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy on 30 August 2013 (the “**Board Diversity Policy**”) which sets out the approach to achieve diversity on the Board. The Company recognises that increasing diversity at the Board level will support the attainment of the Company’s strategic objectives and sustainable development. The Company seeks to achieve Board diversity and better succession planning through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board.

The Board composition reflects the current management of our Group and comprises seven members, including a female non-executive Director. The Directors of the Company have a balanced mix of experiences, including business management, property investment, real estate development, economics and finance, risk management and accounting and audit experiences. Furthermore, the ages of the Directors of the Company range from 40 years old to 69 years old. The Company have taken and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at our Board and senior management levels. As it is not a single gender board, the Board considers gender diversity has been achieved and will continue to review the Board composition.

The Board delegated certain duties under the Board Diversity Policy to the Nomination Committee. The Nomination Committee will discuss and review the necessities to set measurable objectives for implementing the Board Diversity Policy from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

董事局成員多元化政策

董事局於二零一三年八月三十日採納董事局成員多元化政策(「**董事局成員多元化政策**」)，該政策載列達致董事局成員多元化的方法。本公司知悉董事局層面日益多元化將為達成本公司策略目標及可持續發展提供支持。本公司藉考慮多項因素，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，務求達致董事局成員多元化及最佳的繼任規劃。本公司決定董事局最佳成員組合時，亦將不時考慮其本身業務模式及具體需要。

本公司董事局的構成反映了本集團的現行管理狀況，由七位成員組成，其中包括一名女性非執行董事。本公司董事擁有均衡經驗，當中包括商業管理、物業投資、房地產開發、經濟與金融、風險管理及會計及審計經驗。此外，本公司董事年齡介乎40至69歲。本公司已採取並將繼續採取措施促進本公司各層級的性別多元化，包括但不限於董事局及高級管理層的層級。由於董事局成員不再為單一性別，董事局認為性別多元化已達成，並將持續檢討董事局之成員構成。

董事局根據董事局成員多元化政策向提名委員會授予若干職權。提名委員會將不時討論及檢討為執行董事局成員多元化政策制定可計量目標的必要性，確保達成該等目標的合適性及進度。

提名委員會將(視適用情況而定)審閱董事局成員多元化政策，確保其不時持續有效。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group attaches great importance to gender diversity in its staff and management team and has established a comprehensive recruitment system, such as eliminating gender discrimination in the recruitment process, providing equal employment opportunities, career paths and training opportunities for employees, and protecting the health and safety of female employees in strict compliance with relevant national policies. The gender ratio of the Group's employees as at 31 December 2022 is as follows:

Type	Male	Female
Senior management	72.7%	27.3%
All employees	64.4%	35.6%

本集團高度重視員工及管理團隊的性別多樣化，並建立了完善的人才招聘體系，例如杜絕在招聘過程中的性別歧視、為員工提供平等的就業機會、職位發展通道和培訓機會，並嚴格按照國家相關政策要求，保障女性員工的健康與安全。截至二零二二年十二月三十一日本集團員工的性別比例如下：

類型	男性	女性
高級管理層	72.7%	27.3%
全體員工	64.4%	35.6%

POLICY TO ENSURE INDEPENDENT VIEWS AND INPUT

The Company has adopted a policy to ensure independent views and input are available to the Board, and will review the implementation and effectiveness of such policy on an annual basis, which includes:

- (1) The Chairman should be responsible for ensuring that directors receive, in a timely manner, adequate information, which must be accurate, clear, complete and reliable.
- (2) The Chairman should at least annually hold meetings with the independent non-executive Directors without the presence of other Directors. The meeting should include reviewing the performance of the Board and the flow of information of between management and the Board.
- (3) The Directors may seek independent professional advice in appropriate circumstances, at the Company's expense.
- (4) The Company will, upon reasonable request, provide separate independent professional advice to Directors to assist the relevant Directors to perform their duties to the Company.

確保獨立意見及投入的政策

本公司已採納一項政策，確保向董事局提供獨立的意見及建議並將每年檢討該政策的執行及其有效性，包括：

- (1) 主席應負責確保董事及時接收充足資訊，有關資訊必須準確、清晰、完整及可靠。
- (2) 主席應至少每年與獨立非執行董事舉行一次會議，而並無其他董事在席。會議內容應包括審查董事局的表現以及管理層與董事局之間的資訊流動。
- (3) 董事可在適當情況下尋求獨立的專業意見，費用由公司承擔。
- (4) 本公司將應合理要求向董事提供獨立的專業意見，協助有關董事履行彼等對本公司承擔的職責。

ACCESS TO INFORMATION

The Board or Board committee shall be supplied with adequate information, in a timely manner, by the senior management, to enable it to make informed decisions. Such information supplied shall be complete and reliable. Where any Director requires more information than is volunteered by the management, each Director has the right to separately and independently access the Company's senior management to make further enquiries, if necessary.

Directors are entitled to have access to board papers and related materials in a form and quality sufficient to enable the Board to make informal decisions on matters placed before it. Directors will receive a prompt and full response to his/her enquiry, if any is raised.

In addition to convening Board meetings and Board committee meetings, the Company also submits regular reports to all Directors, including project expansion, reasons for changes in management statements and major indicators, content of external announcements, and corporate governance-related content, so that all Directors keep abreast of the Company's operations and development status.

DIRECTORS' TRAINING

According to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

All Directors have participated in continuous professional development by attending seminars or in-house briefing relating to their role as Director/taking part in business-related training/acting as speaker for seminars and refreshed their knowledge and skills and provided to the Company a record of training they received for the financial year ended 31 December 2022.

The Company has also continuously updated Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

獲取資訊

董事局或董事局委員會應及時向高級管理層獲取充足資訊，以使其能夠作出知情的決定。所提供有關資訊應為完整及可靠。倘任何董事需要更多的資訊，則管理層可自願提供，每名董事均有權個別及獨立接觸本公司的高級管理層，以於有需要時作出進一步查詢。

董事有權查閱形式及品質足以讓董事局就有關事宜作出知情決定的董事局文件及相關材料。如董事提出任何疑問，彼將得到迅速及全面的回應。

除召開董事局會議及董事局委員會會議外，本公司亦向各位董事提交定期報告，內容包括項目拓展情況、管理報表及主要指標的變動原因、對外公告的內容及公司治理相關內容，以便各位董事及時獲知公司的運營及發展現狀。

董事培訓

根據企業管治守則之守則條文第C.1.4條，全體董事應參與持續專業發展以增進及重溫知識與技能，確保在具備全面資訊及切合所需之情況下對董事局作出貢獻。

截至二零二二年十二月三十一日止財政年度，全體董事透過出席彼等作為董事之職務之相關研討會或內部簡報／參加業務相關培訓／擔任研討會之演講者參與持續專業發展及重溫知識與技能，並已向本公司提供所接受之培訓記錄。

本公司亦持續向董事提供有關上市規則及其他適用監管規定之最新發展資訊，以確保彼等遵從及關注良好企業管治常規。

CORPORATE GOVERNANCE REPORT

企業管治報告

The individual training record of each Director received for the year ended 31 December 2022 is summarized below:

截至二零二二年十二月三十一日止年度，各董事所接受之個人培訓記錄概述如下：

Name of Directors	Attending or participating in seminars/in-house briefing relevant to the business, regulatory updates and director's duties	董事姓名	出席或參與有關業務、最新監管情況及董事職責之研討會／內部簡報
<i>Executive Directors:</i>			
Mr. Tian Ming	✓	田明先生	✓
Mr. Huang Zheng	✓	黃征先生	✓
Mr. Jiang Chao (resigned on 25 February 2022)	✓	蔣超先生(於二零二二年二月二十五日辭任)	✓
<i>Non-executive Directors:</i>			
Ms. Gu Jing (appointed on 31 August 2022)	✓	顧菁女士(於二零二二年八月三十一日獲委任)	✓
Mr. Cheng Yuan (appointed on 30 December 2022)	N/A	成元先生(於二零二二年十二月三十日獲委任)	不適用
Mr. Xu Liang (appointed on 25 February 2022 and resigned on 31 August 2022)	✓	徐亮先生(於二零二二年二月二十五日獲委任並於二零二二年八月三十一日辭任)	✓
Mr. Liu Pengpeng (resigned on 31 October 2022)	✓	劉鵬鵬先生(於二零二二年十月三十一日辭任)	✓
Ms. Shen Leying (resigned on 25 February 2022)	✓	申樂瑩女士(於二零二二年二月二十五日辭任)	✓
<i>Independent Non-executive Directors:</i>			
Mr. Xu Xiaonian	✓	許小年先生	✓
Mr. Chen Tai-yuan	✓	陳泰元先生	✓
Mr. Rui Meng	✓	芮萌先生	✓

All Directors also understand the importance of continuous professional development and are committed to participating in suitable training to develop and refresh their knowledge and skills.

全體董事亦深明持續專業發展之重要性，並積極參與合適培訓課程，以增進及重溫知識與技能。

BOARD COMMITTEES

The Board has established various committees under the Board, namely Audit Committee, Remuneration Committee, Nomination Committee, Executive Committee and the ESG Committee, to oversee different aspects of the Group's affairs and to assist in the execution of the Board's responsibilities.

AUDIT COMMITTEE

The Company formulated written terms of reference for the Audit Committee in accordance with the requirements of the Stock Exchange and are aligned with the code provisions set out in the CG Code. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Rui Meng (as chairman), Mr. Chen Tai-yuan and Mr. Xu Xiaonian. The terms of reference of the Audit Committee are currently made available on the websites of the Stock Exchange and the Company.

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal of such auditor; reviewing the interim and annual reports and financial statements of the Group; and overseeing the Company's financial reporting system including the adequacy of resources, qualifications and experience of staff in charge of the Company's financial reporting function and their training arrangement and budget, and to review the risk management and internal control systems.

The Audit Committee meets the external auditor regularly to discuss any area of concern during the audit. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with reporting and accounting standards, the Listing Rules and the legal requirements in the review of the Company's interim and annual report.

董事委員會

董事局已成立多個董事局轄下委員會，包括審核委員會、薪酬委員會、提名委員會、執行委員會及ESG委員會，以監察本集團不同範疇之事務及協助董事局執行其職責。

審核委員會

本公司根據聯交所之規定，遵照企業管治守則所載守則條文制訂審核委員會之書面職權範圍。審核委員會目前由三名獨立非執行董事芮萌先生(主席)、陳泰元先生及許小年先生組成。審核委員會之職權範圍現已刊載於聯交所及本公司網站。

審核委員會主要負責就委任、續聘及罷免外聘核數師、批准外聘核數師之酬金及委聘條款以及有關核數師辭任或罷免之任何問題向董事局提出建議；審閱本集團之中期報告、年報及財務報表；及監察本公司之財務匯報系統，包括資源充足性、負責本公司財務匯報之員工資格及經驗以及彼等之培訓安排及預算，以及檢討風險管理及內部監控系統。

審核委員會定期與外聘核數師會面，以討論審核過程中任何關注事宜。審核委員會向董事局提呈中期報告及年報前會先行審閱。審核委員會不僅關注會計政策及慣例變動之影響，於審閱本公司之中期報告及年報時亦著重是否已遵守申報及會計準則、上市規則及法例規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2022, the Audit Committee held 2 meetings. Each committee meeting has supplied with the necessary financial information of the Group for committee members to consider, review and access significant issues arising from the work conducted.

截至二零二二年十二月三十一日止年度，審核委員會曾舉行2次會議。每次委員會會議均提供必要之本集團財務資料，以供委員會成員考慮、審閱及評估所進行工作產生之重大事宜。

Name of Members	Number of meetings attended	成員姓名	出席會議次數
Mr. Rui Meng (<i>Committee Chairman</i>)	2/2	芮萌先生(<i>委員會主席</i>)	2/2
Mr. Chen Tai-yuan	2/2	陳泰元先生	2/2
Mr. Liu Pengpeng ^(Note 1)	2/2	劉鵬鵬先生 ^(附註1)	2/2
Mr. Xu Xiaonian ^(Note 2)	0/0	許小年先生 ^(附註2)	0/0

Notes:

1. Mr. Liu Pengpeng resigned on 31 October 2022 and two Audit Committee meetings were held before his resignation.
2. Mr. Xu Xiaonian was appointed on 31 October 2022 and no Audit Committee meeting was held after his appointment.

附註：

1. 劉鵬鵬先生於二零二二年十月三十一日辭任，於彼辭任前，審核委員會曾舉行2次會議。
2. 許小年先生於二零二二年十月三十一日獲委任，於彼獲委任後，審核委員會未曾舉行會議。

During the year under review, the Audit Committee had performed the following work:

於回顧年內，審核委員會之工作如下：

- reviewed the annual results for the year ended 31 December 2021 and the interim results for the six months ended 30 June 2022;
 - discussed with the management of the Company over the completeness, fairness and adequacy of reporting and accounting standards and policies of the Group in the preparation of the 2022 interim and annual financial statements;
 - reviewed and discussed with the external auditor over the financial reporting of the Company;
 - recommended to the Board, for the approval by shareholders, of the re-appointment of auditor;
 - reviewed the continuing connected transactions of the Group and relevant reports from external auditor; and
 - reviewed the risk management and internal control systems of the Group.
- 審閱截至二零二一年十二月三十一日止年度之全年業績及截至二零二二年六月三十日止六個月之中期業績；
 - 於編製二零二二年中期及全年財務報表時，與本公司管理層討論本集團之報告及會計準則及政策是否完整、公平及足夠；
 - 審閱本公司之財務報告事宜及與外聘核數師就有關事宜進行討論；
 - 就重新委聘核數師向董事局提出建議，以待股東批准；
 - 審閱本集團的持續關連交易及外聘核數師的相關報告；及
 - 檢討本集團之風險管理及內部監控系統。

DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The responsibility statement of external auditor of the Company, PricewaterhouseCoopers, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 121 to 133.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any matters uncertainly relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the remuneration paid/payable to the Company's auditor, PricewaterhouseCoopers is set out below:

董事編製財務報表之責任

董事確認彼等編製本集團財務報表之責任，並確保財務報表乃根據法例規定及適用之會計準則編製。董事亦確保準時刊發本集團之財務報表。

本公司之外聘核數師羅兵咸永道會計師事務所就本集團財務報表進行報告之責任聲明載於第121至133頁之獨立核數師報告內。

董事經作出一切合理查詢後確認，就彼等所深知、全悉及確信，彼等並不知悉任何可能對本公司持續經營能力造成重大疑慮之事宜或情況之不確定因素。

核數師酬金

截至二零二二年十二月三十一日止年度，已付／應付本公司核數師羅兵咸永道會計師事務所之酬金如下：

		RMB'000 人民幣千元
Services rendered by PricewaterhouseCoopers	羅兵咸永道會計師事務所提供之服務	
Audit services	核數服務	2,900
Non-audit services ^(Note)	非核數服務 ^(附註)	10
		<u>3,000</u>

Notes: The fees for the Company's subsidiaries' audit services, including statutory and non-statutory audit fee to their respective auditors and non-audit services of RMB52,795,000, were included in legal and professional fees.

附註：本公司附屬公司之審核服務費用包括向其各自核數師支付之法定及非法定審核費用及非審核服務人民幣52,795,000元，計入法律及專業費用。

REMUNERATION COMMITTEE

The Company formulated written terms of reference for the Remuneration Committee in accordance with requirements of the Stock Exchange and are aligned with the code provisions set out in the CG Code. The Remuneration Committee shall comprise at least three members with majority of independent non-executive Directors, and an independent non-executive Director should take up the role of chairman of the Remuneration Committee. The Remuneration Committee currently comprises three independent non-executive Directors, namely, Mr. Chen Tai-yuan (as chairman), Mr. Xu Xiaonian and Mr. Rui Meng. The terms of reference of the Remuneration Committee are currently made available on the websites of the Stock Exchange and the Company.

The main functions of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure on the remuneration packages for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives, to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, to approve the terms of executive directors' service contracts, to make recommendations to the Board on the remuneration of non-executive Directors, and to review and/or approve matters relating to the share schemes under Chapter 17 of the Listing Rules.

薪酬委員會

本公司根據聯交所之規定，遵照企業管治守則所載守則條文制訂薪酬委員會之書面職權範圍。薪酬委員會至少須由三名成員組成，而當中大多數為獨立非執行董事，並由一名獨立非執行董事擔任薪酬委員會主席。薪酬委員會目前由三名獨立非執行董事陳泰元先生(主席)、許小年先生及芮萌先生組成。薪酬委員會之職權範圍現已刊載於聯交所及本公司網站。

薪酬委員會之主要職能為就全體董事及高級管理人員之薪酬政策及薪酬待遇架構以及制訂薪酬政策建立一套正式及透明程序向董事局提出建議；參考董事局之公司目標與宗旨以檢討及批准管理層薪酬建議；批准執行董事服務協議的條款；就個別執行董事及高級管理人員之薪酬待遇向董事局提出建議；就非執行董事之薪酬向董事局提出建議，及檢討和／或批准上市規則第十七章所述有關股份計劃的事宜。

During the year ended 31 December 2022, the Remuneration Committee held 3 meetings. At the meetings, the committee members reviewed and determined the remuneration policies and structure of the Directors and senior management and recommended to the Board the proposed remuneration of the Directors and senior management, assessed the performance of executive Directors, approved the grant of share options to the eligible participants of the Company, approved the adoption of the Share Option Scheme 2022, approved the service contract of executive Director and discussed the assessment plan of the management for the year 2022.

截至二零二二年十二月三十一日止年度，薪酬委員會曾舉行3次會議。於會議上，委員會成員檢討並決定了董事及高級管理人員之薪酬政策及架構及就董事及高級管理人員之建議薪酬向董事局提出建議，評估了執行董事的業績表現，批准了本公司對合資格參與者的購股權之授予，批准採納了二零二二年購股權計劃，批准了執行董事的服務合約及討論了二零二二年度管理層評估計劃。

Name of Members	Number of meetings attended	成員姓名	出席會議次數
Mr. Chen Tai-yuan (<i>Committee Chairman</i>)	3/3	陳泰元先生(委員會主席)	3/3
Mr. Xu Xiaonian	3/3	許小年先生	3/3
Mr. Rui Meng	3/3	芮萌先生	3/3

The emolument payable to Directors and senior management will depend on their respective contractual terms under the employment agreements, if any, and is fixed by the Board with reference to the recommendation of the Remuneration Committee, the performance of the Group, their duties and responsibilities, remuneration benchmark in the industry and the prevailing market conditions. Details of the remuneration of the Directors and senior management are set out in note 15 and note 16 to the consolidated financial statements.

應付董事及高級管理人員之酬金將視乎彼等各自之僱員協議(如有)所載合約條款，並由董事局經參考薪酬委員會之建議、本集團之表現、彼等之職責及責任、行業薪酬標準及當前市況而釐定。有關董事及高級管理人員之酬金詳情載於綜合財務報表附註15及附註16。

NOMINATION COMMITTEE

The Company formulated written terms of reference for the Nomination Committee in accordance with requirements of the Stock Exchange and are aligned with the code provisions set out in the CG Code. The Nomination Committee shall comprise at least three members with a majority of independent non-executive Directors, and the Chairman or an independent non-executive Director should take up the role of chairman of the Nomination Committee.

提名委員會

本公司根據聯交所之規定，遵照企業管治守則所載守則條文制訂提名委員會之書面職權範圍。提名委員會至少須由三名成員組成，而當中大多數為獨立非執行董事，並由董事局主席或一名獨立非執行董事擔任提名委員會主席。

The Nomination Committee currently consists of three independent non-executive Directors, namely, Mr. Xu Xiaonian (as chairman), Mr. Rui Meng and Mr. Chen Tai-yuan. The terms of reference of the Nomination Committee are currently made available on the websites of the Stock Exchange and the Company.

提名委員會目前由三名獨立非執行董事許小年先生(主席)、芮萌先生及陳泰元先生組成。提名委員會之職權範圍現已刊載於聯交所及本公司網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

The functions of the Nomination Committee are to review and monitor the structure, size and diversity of the Board and make recommendations on any proposed changes to the Board to complement the Group's strategy; to identify qualified individuals to become members of the Board; to assess the independence of independent non-executive Directors; and to make recommendations to the Board on the appointment or re-election of Directors and succession planning for Directors, in particular the Chairman and the chief executive officer of the Company.

To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the Audit Committee, and the Remuneration Committee and the Nomination Committee (in the case of candidate for non-executive Director) and other relevant Board committees, if invited;
- (d) bringing a range of business and financial experience to the Board, giving the Board and any committees on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board/committee meetings;

提名委員會之職能為檢討及監察董事局之架構、規模及組成；向董事局提出任何更改建議以配合本集團策略；物色合資格人選出任董事局成員；評估獨立非執行董事之獨立身份；及就委任或重選董事及董事（特別是主席及本公司總裁）之繼任計劃向董事局提供建議。

為確保董事局的變更能夠在不受干擾的情況下進行，甄選、委任及重選董事的過程應為正式且審慎和具透明度，及有序地計劃繼承（如果認為有必要），當中包括定期審查該計劃。任命新董事（額外董事或填補臨時空缺）或重新委任董事，均由董事局根據提名委員會對建議候選人的推薦意見作出決定。

考慮候選人是否符合資格建基於彼能否付出足夠時間和精力處理公司的事務，並有助於董事局的多元化以及有效執行董事局職責，尤其是以下責任：

- (a) 參加董事局會議並就公司策略、政策、績效、問責制、資源、主要任命和行為守則等問題作出獨立判斷；
- (b) 出現潛在利益衝突時發揮領導作用；
- (c) 如為非執行董事候選人，倘受邀時，須在審核委員會、薪酬委員會和提名委員會和其他相關董事局委員會任職；
- (d) 通過定期出席和參與董事局及其擔任成員的委員會會議並以其技能、專業知識、不同背景及資歷與多元化為董事局或任何委員會帶來一系列的商業和財務經驗；

- | | |
|---|---|
| <p>(e) scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;</p> | <p>(e) 審核公司達成其協定的企業目標及宗旨的表現，並監督績效報告；</p> |
| <p>(f) ensuring the committees on which he or she serves to perform their powers and functions conferred on them by the Board; and</p> | <p>(f) 確保所服務的委員會履行董事局賦予他們的權力和職能；及</p> |
| <p>(g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.</p> | <p>(g) 須遵守董事局不時訂明或載於本公司的組織章程，或法例規定，或根據上市規則(如適用)之任何規定、指引及規例。</p> |

If the candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive Director with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

如候選人建議委任為獨立非執行董事，其獨立性須按照(其中包括)上市規則第3.13條所列因素進行評估，惟受限於聯交所將不時作出的修訂。在適用的情況下，根據上市規則第3.10(2)條，須評估候選人的教育程度、資格和經驗以考慮彼是否備有適當的專業資格或與會計相關的財務管理專業知識，以填補獨立非執行董事的職位。

During the year ended 31 December 2022, the Nomination Committee held 3 meetings. At the meetings, the committee members reviewed the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) of the Board; recommended candidates for directorship to the Board; assessed the independence of the independent non-executive Directors and considered the election and re-election of Directors.

截至二零二二年十二月三十一日止年度，提名委員會曾舉行3次會議。於會議上，委員會成員檢討董事局之架構、人數及成員多元化(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、知識及服務任期方面)；向董事局推薦了董事候選人；評估獨立非執行董事之獨立身份，並考慮董事推選及重選事宜。

Name of Members	Number of meetings attended	成員姓名	出席會議次數
Mr. Xu Xiaonian (<i>Committee Chairman</i>)	3/3	許小年先生(委員會主席)	3/3
Mr. Rui Meng	3/3	芮萌先生	3/3
Mr. Chen Tai-yuan	3/3	陳泰元先生	3/3

CORPORATE GOVERNANCE REPORT

企業管治報告

ESG COMMITTEE

The ESG Committee was established on 30 June 2021 with written terms of reference to take over the Company's sustainable development supervision committee, which was established on 19 December 2016. The ESG Committee currently consists of two executive Directors, namely, Mr. Tian Ming (as chairman) and Mr. Huang Zheng, and three independent non-executive Directors, namely, Mr. Xu Xiaonian, Mr. Rui Meng and Mr. Chen Tai-yuan. The terms of reference of the ESG Committee are currently made available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2022, the ESG Committee held 1 meeting. At the meeting, the committee members reviewed and discussed the ESG work progress in the year of 2022 and future work plan.

Name of Directors	Number of meeting attended
Mr. Tian Ming (<i>Chairman</i>)	1/1
Mr. Huang Zheng	1/1
Mr. Xu Xiaonian	1/1
Mr. Chen Tai-yuan	1/1
Mr. Rui Meng	1/1

EXECUTIVE COMMITTEE

The Executive Committee (formerly named as "Operational Committee") was established on 18 March 2005, was reformed and renamed to "Executive Committee" with all of the executive Directors as its members and a new set of terms of reference was adopted on 31 July 2013, which has been subsequently amended to reflect the powers, authorities and discretions delegated by the Board from time to time.

The Executive Committee meets on ad hoc basis in accordance with its written terms of reference.

ESG 委員會

於二零二一年六月三十日，ESG委員會成立並設有書面職權範圍，以接替二零一六年十二月十九日成立之本公司可持續發展督導委員會工作。ESG委員會目前由兩名執行董事，即田明先生（擔任主席）及黃征先生以及三名獨立非執行董事，即許小年先生、芮萌先生及陳泰元先生組成。ESG委員會之職權範圍現可於聯交所及本公司網站查閱。

截至二零二二年十二月三十一日止年度，ESG委員會曾舉行1次會議。於會議上，委員會成員檢討及討論了本公司於二零二二年度的ESG進展及未來的工作計劃。

董事姓名	出席會議次數
田明先生(主席)	1/1
黃征先生	1/1
許小年先生	1/1
陳泰元先生	1/1
芮萌先生	1/1

執行委員會

執行委員會（前稱為「運營委員會」）於二零零五年三月十八日成立並已重組，且更名為「執行委員會」，由全體執行董事出任成員，且於二零一三年七月三十一日採納新訂職權範圍，隨後經修訂以反映不時獲董事局授予之權力、職責及酌情權。

執行委員會根據其書面職權範圍按突發性需要召開會議。

ATTENDANCE RECORD AT BOARD MEETINGS

During the year ended 31 December 2022, 4 Board meetings were held. All Directors were given an opportunity to include any matter in the agenda for regular Board meetings and were given sufficient time to review the documents and information to be discussed in Board meetings in advance.

Name of Directors	Number of meetings attended
-------------------	-----------------------------

Executive Directors:

Mr. Tian Ming (Chairman)	4/4
Mr. Huang Zheng	4/4
Mr. Jiang Chao (Note 1)	0/0

Non-executive Directors:

Ms. Gu Jing (Note 2)	2/2
Mr. Cheng Yuan (Note 3)	0/0
Mr. Xu Liang (Note 4)	2/2
Mr. Liu Pengpeng (Note 5)	3/3
Ms. Shen Leying (Note 1)	0/0

Independent Non-executive Directors:

Mr. Xu Xiaonian	4/4
Mr. Chen Tai-yuan	4/4
Mr. Rui Meng	4/4

Notes:

- Mr. Jiang Chao and Ms. Shen Leying resigned on 25 February 2022, no Board meetings were held during their tenure of office in 2022.
- Ms. Gu Jing was appointed on 31 August 2022, and two Board meetings were held during her tenure of office in 2022.
- Mr. Cheng Yuan was appointed on 30 December 2022, and no Board meetings were held during his tenure of office in 2022.
- Mr. Xu Liang was appointed on 25 February 2022 and resigned on 31 August 2022, and two Board meetings were held during his tenure of office in 2022.
- Mr. Liu Pengpeng resigned on 31 October 2022, and there Board meetings were held during his tenure of office in 2022.

董事局會議出席記錄

截至二零二二年十二月三十一日止年度，董事局曾舉行4次會議。全體董事均有機會於董事局常規會議議程中加入任何擬議事宜，並獲提供充裕時間於董事局會議舉行前審閱將予討論之文件及資料。

董事姓名	出席會議次數
------	--------

執行董事：

田明先生(主席)	4/4
黃征先生	4/4
蔣超先生(附註1)	0/0

非執行董事：

顧菁女士(附註2)	2/2
成元先生(附註3)	0/0
徐亮先生(附註4)	2/2
劉鵬鵬先生(附註5)	3/3
申樂瑩女士(附註1)	0/0

獨立非執行董事：

許小年先生	4/4
陳泰元先生	4/4
芮萌先生	4/4

附註：

- 蔣超先生及申樂瑩女士於二零二二年二月二十五日辭任，於其二零二二年的任期內董事局未曾舉行會議。
- 顧菁女士於二零二二年八月三十一日獲委任，於其二零二二年的任期內董事局曾舉行兩次會議。
- 成元先生於二零二二年十二月三十日獲委任，於其二零二二年的任期內董事局未曾舉行會議。
- 徐亮先生於二零二二年二月二十五日獲委任，並於二零二二年八月三十一日辭任，於其二零二二年的任期內董事局曾舉行兩次會議。
- 劉鵬鵬先生於二零二二年十月三十一日辭任，於其二零二二年的任期內董事局曾舉行三次會議。

ATTENDANCE RECORD AT GENERAL MEETING

During the financial year ended 31 December 2022, 1 general meeting of the Company was held, being the 2022 AGM.

Name of Directors	Number of meeting attended
<i>Executive Directors:</i>	
Mr. Tian Ming (Chairman)	1/1
Mr. Huang Zheng	1/1
Mr. Jiang Chao (Note 1)	0/0
<i>Non-executive Directors:</i>	
Ms. Gu Jing (Note 2)	0/0
Mr. Cheng Yuan (Note 3)	0/0
Mr. Xu Liang (Note 4)	1/1
Mr. Liu Pengpeng (Note 5)	1/1
Ms. Shen Leying (Note 1)	0/0
<i>Independent Non-executive Directors:</i>	
Mr. Xu Xiaonian	1/1
Mr. Chen Tai-yuan	1/1
Mr. Rui Meng	1/1

Notes:

- Mr. Jiang Chao and Ms. Shen Leying resigned on 25 February 2022, and no general meeting of the Company was held during their tenure of office in 2022.
- Ms. Gu Jing was appointed on 31 August 2022, and no general meeting of the Company was held during her tenure of office in 2022.
- Mr. Cheng Yuan was appointed on 30 December 2022, and no general meeting of the Company was held during his tenure of office in 2022.
- Mr. Xu Liang was appointed on 25 February 2022 and resigned on 31 August 2022, and one general meeting of the Company was held during his tenure of office in 2022.
- Mr. Liu Pengpeng resigned on 31 October 2022, and one general meeting of the Company was held during his tenure of office in 2022.

股東大會出席記錄

截至二零二二年十二月三十一日止財政年度，本公司曾舉行一次股東大會，即二零二二年股東週年大會。

董事姓名	出席會議次數
<i>執行董事：</i>	
田明先生(主席)	1/1
黃征先生	1/1
蔣超先生(附註1)	0/0
<i>非執行董事：</i>	
顧菁女士(附註2)	0/0
成元先生(附註3)	0/0
徐亮先生(附註4)	1/1
劉鵬鵬先生(附註5)	1/1
申樂瑩女士(附註1)	0/0
<i>獨立非執行董事：</i>	
許小年先生	1/1
陳泰元先生	1/1
芮萌先生	1/1

附註：

- 蔣超先生及申樂瑩女士於二零二二年二月二十五日辭任，於其二零二二年的任期內本公司未曾舉行股東大會。
- 顧菁女士於二零二二年八月三十一日獲委任，於其二零二二年的任期內本公司未曾舉行股東大會。
- 成元先生於二零二二年十二月三十日獲委任，於其二零二二年的任期內本公司未曾舉行股東大會。
- 徐亮先生於二零二二年二月二十五日獲委任，並於二零二二年八月三十一日辭任，於其二零二二年的任期內本公司曾舉行一次股東大會。
- 劉鵬鵬先生於二零二二年十月三十一日辭任，於其二零二二年的任期內本公司曾舉行一次股東大會。

The Board is responsible for maintaining an on-going dialogue with Shareholders and in particular, uses AGM or other general meetings to communicate with them and encourage their participation. The chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee attended the abovementioned general meetings to answer questions and collect views of Shareholders.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communications between the shareholders and the Board. An AGM of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an AGM, shall be called a special general meeting.

SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING

Shareholders may convene a special general meeting of the Company according to the provisions as set out in the Bye-Laws and the Companies Act of Bermuda. The procedures shareholders can use to convene a special general meeting are set out in the document entitled "Procedures for a Shareholder to Propose a Person for Election as a Director", which is currently available on the Company's website.

A summary of which is also included below:

If Member(s) would like to propose a person for election as a Director other than in a general meeting appointed for election of director(s), the relevant Member(s) can request to convene a special general meeting of the Company in the following manner:

- (i) Members 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 may send a written requisition to the Board or the Company Secretary of the Company to convene a general meeting.
- (ii) The requisition must include the information as stated in items 1, 2 and/or the Note (where appropriate) above, and must be signed by the requisitionists and deposited at the Company's principal place of business in Hong Kong.

董事局負責與股東持續保持對話，尤其藉股東週年大會或其他股東大會與股東溝通，並鼓勵股東參加。審核委員會、提名委員會及薪酬委員會各自之主席均已出席上述股東大會，解答股東疑問並收集股東意見。

股東權利

本公司股東大會為股東及董事局提供溝通之機會。本公司股東週年大會須每年舉行一次，地點可由董事局釐定。股東週年大會以外之各股東大會均稱為股東特別大會。

股東召開股東特別大會

根據細則及百慕達公司法所載條文，股東可召開本公司股東特別大會。股東召開股東特別大會之程序現載於本公司網站內標題為「股東提名候選董事的程序」之文件內。

其概要載列如下：

倘股東有意於指定選舉以委任董事的股東會議外建議一名人士參選董事，相關股東可以下列方式要求召開本公司股東特別大會：

- (i) 持有本公司繳足股本(附帶權利出席本公司股東大會)不少於十分之一之任何一名或多名成員，可向董事局或本公司秘書發出請求書，要求召開股東特別大會。
- (ii) 有關請求必須包括上文第1、2項及／或附註(如適用)所述資料，並須由請求人簽署及交回本公司的香港主要營業地點。

- (iii) The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures for appointment of Director including the convening of a general meeting.
- (iv) A general meeting shall be held within two (2) months after the deposit of the requisition. If the Board does not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a general meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a general meeting, but any general meeting so convened shall not be held after the expiration of three (3) months from the said date.

PROCEDURES FOR PUTTING FORWARD PROPOSALS BY SHAREHOLDERS AT A GENERAL MEETING

The number of members necessary for a requisition for putting forward a proposal at a general meeting shall be:

- (a) any number of members holding not less than one-twentieth (5%) of the paid-up capital of the Company as at the date of the requisition carrying the right of voting at general meetings of the Company; or
- (b) not less than one hundred members.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's principal place of business in Hong Kong addressed to the Company Secretary at Unit 406, 4/F, 8 Queen's Road East, Wan Chai, Hong Kong, in the case of:

- (i) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (ii) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.

- (iii) 本公司將核實請求書，董事局於確認請求書屬適合及適當後，將進行委任董事之必要程序，包括召開股東大會。
- (iv) 股東大會須於遞交請求書後兩(2)個月內舉行。倘董事局於正式遞交請求書日期後二十一(21)日內未正式召開股東大會，則請求人或佔彼等全體總投票權過半數的任何請求人可以自行召開股東大會，惟就此召開的股東大會不得於上述日期起計三(3)個月屆滿後舉行。

股東於股東大會上提呈決議案之程序

於股東大會上提呈決議案所需股東人數須為：

- (a) 於請求書日期持有賦予權利可於本公司股東大會投票之本公司繳足股本不少於二十分之一(5%)之任何股東人數；或
- (b) 不少於一百名股東。

所有請求人簽署之請求書副本或多份副本，連同合理足以支付本公司發出有關建議決議案之通告或傳閱任何必要聲明所需費用之款項，應於下列時間內遞交至本公司位於香港灣仔皇后大道東8號4樓406室之香港主要營業地點予公司秘書：

- (i) 倘屬需發出決議案通告之請求書，須於有關會議舉行前不少於六個星期；及
- (ii) 倘屬任何其他請求書，須於有關會議舉行前不少於一個星期。

本公司將核實有關請求書，於確認有關請求屬合適及妥當後，董事局將繼續進行必要之程序。

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the 2023 AGM will be voted by poll.

DIVIDEND POLICY

The amount of any dividends that the Company may declare and pay in the future will be subject to the discretion of the Board and will be based upon the Group's overall results of operation, financial condition, working capital requirements, capital expenditure requirements, liquidity position, future expansion plans, amount of retained earnings, distributable reserves and any other conditions that the Directors consider relevant. Any declaration and payment of dividends may also be limited by restrictions under the laws of Bermuda, the Company's constitutional documents, the Listing Rules and any other applicable laws and regulations. The amounts of dividend distributions that the Group has declared and made in the past are not indicative of the dividends that the Company may pay in the future.

The Directors may recommend a payment of dividends after taking into account the general economic conditions, business cycle of the Group's business and any other internal and external factors that may affect the business and financial performance and position of the Group in addition to the above-mentioned criteria. Any future declaration of dividends may or may not reflect the historical declarations of dividends and will be at the absolute discretion of the Directors.

The Board will review the Dividend Policy on a regular basis and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy from time to time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company. As at 31 December 2022, there was no arrangement pursuant to which the shareholders of the Company waived or agreed to waive their dividends.

以投票方式表決

根據上市規則第13.39(4)條，除主席以誠實信用原則決定容許純粹有關程序或行政事宜之決議案以舉手方式表決外，於股東大會上，股東所作任何表決必須以投票方式進行。因此，於二零二三年股東週年大會通告所載全部決議案將以投票方式表決。

股息政策

本公司日後可能宣派及派付的任何股息金額將由董事局酌情決定，並將基於本集團的整體經營業績、財務狀況、營運資金需求、資本開支要求、流動資金狀況、未來擴展計劃、留存收益、可分派儲備以及董事視為相關的任何其他條件得出。宣派及派付股息須遵守百慕達法例、本公司之憲章文件、上市規則及任何適用法律及規例之限制。本集團過往已宣派及作出的股息分派金額並不代表本公司日後可能支付的股息。

除上述準則外，董事在建議股息派發時將考慮一系列因素，包括整體經濟狀況，本集團業務的業務週期及可能影響本集團業務及財務表現及狀況的任何其他內部及外部因素。未來任何股息宣派可能會或可能不會反映過往的股息，並將由董事全權酌情決定。

董事局將定期檢討股息政策，並保留全權酌情決定權不時更新、修訂及／或修改該股息政策。股息政策並不屬於對本公司具法律約束力之承諾。截至二零二二年十二月三十一日，並無任何安排導致本公司股東放棄或同意放棄其股息。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

To ensure effective communications between the Board and the shareholders and the investment community at large, the Company has adopted a set of shareholders communication policy (the “Policy”) on 12 March 2012. Under the Policy, the Company’s information shall be communicated to the shareholders and the investment community mainly through the Company’s financial reports (interim reports and annual reports), and its corporate communications and other corporate publications on the Company’s website and the Stock Exchange’s website. Shareholders and the investment community may at any time make a request for the Company’s information to the extent such information is publicly available.

The Company’s AGM is a valuable forum for the Board to communicate directly with the shareholders. The Chairman as well as the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee together with the external auditor are present to answer Shareholders’ questions. The annual report together with AGM circular is distributed to all the Shareholders at least 20 clear business days before the AGM.

Any esquires put to the Board shall be first directed to the Company Secretary at the Company’s principal place of business in Hong Kong at Unit 406, 4/F, 8 Queen’s Road East, Wan Chai, Hong Kong.

With reference to the Policy, the channels for distribution of the Company’s updates and putting esquires to the Board, and two-way communication between the Company and the Shareholders at the AGM, the Board is of the view that the implementation of such shareholders’ communication policies is effective, and will continue to monitor and review the shareholders’ communication policies.

與股東及投資者之溝通

為確保董事局與股東及整體投資社群有效溝通，本公司已於二零一二年三月十二日採納一套股東溝通政策（「政策」）。根據政策，本公司之資料應主要透過本公司財務報告（中期報告及年報）以及其公司通訊及發佈於本公司及聯交所網站上之其他公司刊物傳遞予股東及投資社群。股東及投資社群可隨時要求索閱本公司可予公開之資料。

本公司之股東週年大會提供寶貴機會讓董事局直接與股東溝通。主席以及審核委員會、提名委員會及薪酬委員會各會主席，連同外聘核數師均會出席股東週年大會，解答股東提問。年報連同有關股東週年大會之通函於股東週年大會舉行前至少足二十個工作天寄交全體股東。

任何向董事局提呈之疑問應首先呈遞予公司秘書，地點為本公司香港主要營業地點 — 香港灣仔皇后大道東8號4樓406室。

經參考政策、發佈本公司最新消息及向董事局提問的渠道以及本公司與股東於股東大會的雙向溝通，董事局認為該等股東溝通政策行之有效，並將持續監察及檢討股東溝通政策。

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the development and maintenance of risk management and internal control of the Company and evaluation of their effectiveness. The Company adopts a comprehensive risk management and internal control structure to handle and manage its risks. The Company has set up strict procedures to ensure that no assets would be subject to unauthorized use or disposal and appropriate accounting records are kept for the preparation of reliable financial reports in compliance with applicable laws and regulations.

The Audit Committee is responsible for reviewing the risk management, internal control and financial control systems, covering all material controls, including financial, operational and compliance controls. It discusses with the management regarding the risk management and internal control systems to ensure they have performed their duties to establish effective risk management and internal control systems, which is reviewed annually. The Audit Committee is also responsible for ensuring that the internal review function is adequately resourced and has appropriate stand within the Company, and reviewing the adequacy of qualifications and experience, training programs and relevant budgets of staff in charge of accounting, financial reporting and internal audit of the Company.

Based on the information and confirmation of the management and internal audit department, the internal control system of the Group covers all of its activities and transactions, and the management shall conduct regular risk assessment (at least annually) and monitor and report the progress of actions taken to cope with significant risks from time to time. The Audit Committee considers that, for the year ended 31 December 2022, the risk management and internal control systems of the Company were comprehensive and effective. The Company has set up a supervisory and audit office which carries out audit and supervisory work independently under the guidance and supervision of the Board, and directly reports to the Chairman and the Audit Committee. The accounting, financial reporting and internal audit personnel have sufficient qualifications and experience and have received adequate training within the review period. Therefore, the Board considers the risk management and internal control systems of the Company are effective and adequate.

風險管理及內部監控

董事局確認對本公司風險管理和內部監控之建立、維護，及審查其有效性負責。本公司採取全面的風險管理及內部監控架構以積極應對和管理風險。本公司設有嚴格的程序以保證資產在不會未經授權下使用或處置，存備適當的會計記錄為刊發可靠的財務報告，並遵守適用的法律法規。

審核委員會負責檢討風險管理、內部監控及財務監控系統，涵蓋了包括財務、運營及合規在內的所有重要控制。其與管理層討論風險管理及內部監控系統，確保管理層已履行職責，建立有效的風險管理及內部監控制度並每年進行檢討。審核委員會亦負責確保內部審閱功能在本公司內部有足夠資源運作，並且有適當的地位；審閱包括本公司在會計、財務報告及內部審核等職能方面員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

根據管理層及內部審核部門資料及確認，本集團內部監控制度涵蓋各項目活動及交易，在框架內管理層定期（惟不少於每年一次）進行風險評估及持續監控及呈報對重大風險採取行動的進展情況。審核委員會認為截至二零二二年十二月三十一日止年度，本公司的風險管理及內部監控制度全面有效。本公司設有審計監察部，在董事局的指導監督下，獨立開展審計監察工作，直接向主席和審核委員會匯報。會計、財務報告及內部審核人員擁有足夠的資歷及經驗，在檢討期內獲得足夠的培訓。因此，董事局認為本公司的風險管理及內控系統為有效且充分。

IMPROVING INTERNAL CONTROL MECHANISM

The Company has improved a number of systems and guidelines, issued a number of regulation systems and management measures such as “Management Measures on Product Differentiation Design (《產品差異化設計管理辦法》)”, “Engineering Standardization Achievement Documents (Standards, Guidelines) (《工程標準化成果文件(標準、指引類)》)”, “Project First Opening and Delivery Special Assessment Management Measures (《項目首開、交付專項考核管理辦法》)”, and further refining the operation guidelines of each module, improving the business risk management mechanism, standardizing business process management, improving the Company’s operating efficiency while strengthening project progress management and quality management, preventing project risks, achieving project business objectives, and ensuring the stable operation of business management.

OPTIMIZING INTERNAL CONTROL MEASURES

Based on the characteristics of different risks and business segments, the Company adopts various specific measures in respect of market risk, financial risk, product risk, operational risk and information system security in order to enhance the internal control standards. The Company has also formulated the Cultural Strategy Handbook (《文化戰略手冊》), the Landsea Brand Handbook (《朗詩品牌手冊》) and the Staff Handbook to strengthen the behavioral management and regulatory guidance of staff.

CLEARLY DEFINING AUTHORITY OF MANAGEMENT

Through a series of systemized and standardized measures including the revision of Handbook of Authorities and Responsibilities (《權責手冊》), the Company has strengthened the daily authorization management and the authorization system, which has laid the foundation of the existing authorization management system of the Company.

完善內部監控機制

公司完善了多項制度及指引，發布《產品差異化設計管理辦法》、《工程標準化成果文件(標準、指引類)》、《項目首開、交付專項考核管理辦法》等多項規章制度及管理辦法，進一步細化各模塊操作指引，完善業務風險管理機制，規範業務流程管理，提升公司經營效率的同時加強項目進度管理及品質管理力度，預防項目風險，達成項目經營目標，保障經營管理穩健運行。

健全內部監控措施

本公司就不同類型的風險特徵和業務領域，有針對性地在市場風險、財務風險、產品風險、運營風險、資訊系統安全等方面多措並舉，有的放矢地提升了內部控制水準；本公司還制定了《文化戰略手冊》、《朗詩品牌手冊》與《員工手冊》，加強員工行為管理和規範引導。

深入推進授權管理工作

本公司通過修訂、完善《權責手冊》等一系列制度化、規範化的措施，加強了日常授權管理，強化了授權體系建設，奠定本公司現行授權管理的制度基礎。

HIGHLY EMPHASIZING PREVENTION AND CONTROL OF SIGNIFICANT RISKS

The Company attaches high importance in the prevention, control and investigation of significant risks. Pursuant to the principle of “Full Coverage and Comprehensive Investigation to Control Risk”, the Company conducts investigation with focuses on major areas including tender and procurement, housing maintenance and marketing, and implements rectification measures against each of the problems identified for effective prevention and solution.

Through communication with the business departments, the internal control department classifies the various risks arising from the company’s operation process according to “risk factors, risk paths and risk levels”, establishing a “risk list” which is published on the “Sunshine Landsea (陽光朗詩)” platform. It is not only an evaluation tool for audit and supervision, but also a risk management tool suitable for use by all staff in daily management and operation.

STRENGTHENING INTERNAL AUDIT AND RECTIFICATION

The internal audit department of the Company has conducted audit on the financial and internal control of the Company and its subsidiaries, including the financial management, budget management, cost management, procurement management and expense management, and provide advice on risk prevention aiming to improve systems, standardize procedures and optimize mechanisms; provide rectification of material internal control defects, if discovered. Improvement has been made in response to the rectifying opinions for the year.

重視高風險領域防控

本公司高度重視高風險領域防控和排查工作，依據「全面覆蓋，逐一排查，控制風險」的原則開展排查，並圍繞招採、房修、營銷業務等重點領域，對發現的問題逐條落實整改，有效防範和化解問題的發生。

內控部門經過與業務部門的溝通，將公司經營過程產生的各類風險按照「風險因子、風險路徑、風險等級」進行劃分，形成《風險清單》在「陽光朗詩平台」發佈。它不僅僅是審計監察工作的評價工具，也是日常管理、經營中全體員工都用得到的風險管理工具。

加強內部審核和問題整改

本公司內部審計部門對本公司及其附屬公司實施財務管理、預算管理、成本管理、採購管理、費用管理等財務及內控進行審計，從健全制度、規範流程、完善機制等方面，提出風險防範意見；如發現重大內控缺陷則提出整改方案。本年度提出的整改意見均已改進。

FRAUD MONITORING

The Company continues to build and iteratively update the reporting system. During the year, on the basis of the original reporting hotline, reporting mailbox, and WeChat reporting platform, the Audit and Supervision Department of the Company relied on the integrity culture and the development of information tools to update the working mechanism as follows:

- (1) Updated the internal reporting management system, and introduced a special reporting process specification to ensure that all reports are stored in the warehouse with traces, clear nodes, clear circulation, and controllable timeliness;
- (2) Updated the handling methods for reporting and follow-up work, issued “Regulations on Judicial Coordination and Unified Management (《司法協同統一管理的規定》)”, “Regulations on the Management of Integrity Funds and Articles (《廉正資金、物品規範管理規定》)”, etc., and incorporated reporting and related work into the scope of institutionalized overall management;
- (3) Updated the reporting management information tool. Relying on the “Sunshine Landsea (陽光朗詩)” platform, developed the “integrity face-to-face (廉正面對面)” function, using the “I have something to say, I want to report (我有話說、我要舉報)” port as a new form of reporting, and it was launched simultaneously on the computer and mobile terminals.

舞弊監督

本公司持續進行舉報體制的建設與迭代更新。年內，公司審計監察部在原有舉報電話、舉報郵箱、微信舉報平台的基礎上，依托廉正文化及信息化工具開發，對工作機制進行了如下更新：

- (1) 更新了內部舉報管理制度，出台了專門的舉報流程規範，確保所有舉報入庫留痕、節點分明、流轉清晰、時效可控；
- (2) 更新了舉報及後續工作的處理辦法，出台了諸如《司法協同統一管理的規定》、《廉正資金、物品規範管理規定》等，將舉報及其關聯工作納入制度化統籌管理範疇；
- (3) 更新了舉報管理信息化工具。依托「陽光朗詩」平台，開發了「廉正面對面」功能，以「我有話說、我要舉報」端口為舉報新形式，並在電腦端、手機端同步上線。

IMPROVING ANTI-CORRUPTION MECHANISM AND STRENGTHENING CASE MANAGEMENT

With strict legal compliance adhering to the core value of “people-oriented, positive and green”, all of the Company’s employees ought to develop sound legal awareness and act in compliance with laws and regulations. The Company has established the Code of Anti-corruption and set up the Work Ethics Committee as the highest executive function for the Group’s anti-corruption work, with duties mainly including promotion of anti-corruption measures, coordination of anti-corruption work and handling and making decisions in relation to relevant issues. The Work Ethics Committee is chaired by Mr. Tian Ming, the Chairman of the Board, with members comprising all executive Directors, senior management and staff representatives. The Company’s monitoring department is a dedicated function operating under the Work Ethics Committee to carry out investigation in corruption-related matters and reports directly to the Chairman of the Company. Cases will be filed, investigated and handled in an independent, objective and just manner. The Company has set up reporting email, reporting hotline and WeChat reporting platform, and announcements are made to the relevant internal and external units and personnel. The Company encourages autonym whistleblowing, and all such cases will be filed and investigated, while the whistleblowers will be informed of the result under various measures that safeguard their legal rights. The Company has zero tolerance towards corruption. Therefore, in the event of any corruption, the Company will impose penalty in accordance with the Code of Anti-corruption, including dismissal and reporting to judicial authority.

Appropriate policy and supervision have been designed and put in place to safeguard assets against unauthorized use or disposal, ensure compliance with relevant rules and regulations, maintain reliable financial and accounting records pursuant to applicable accounting standards and regulatory requirement on reporting and properly identify and manage the major risks which may affect the performance of the Group. The relevant system and internal control can only provide reasonable, but not absolute, assurance against material misstatement or loss as they are designed to manage rather than eliminate the risk of failure to achieve business targets.

健全反腐機制、強化案件處理

本公司秉承「人本、陽光、綠色」的核心價值觀，依法經營，公司所有員工應當樹立良好的法治意識，遵紀守法，本公司制定《反腐敗條例》，設有職業道德委員會作為本集團反腐敗工作的最高決策機構。職業道德委員會主要職能是推進本集團反腐敗制度建設、牽頭協調本集團反腐敗工作及對有關事項作出處理決定或進行裁決。職業道德委員會由董事局主席田明先生擔任主席，成員由全體執行董事、高級管理人員及員工代表組成。公司監察部門是職業道德委員會的工作機構，是開展反腐敗調查的專職部門，反腐敗工作直接向公司董事長彙報，舉報受理、調查和處置工作具有獨立性、客觀性和公正性。本公司設有舉報郵箱、舉報電話、微信舉報平台，並對內部和外部相關單位、人員進行公佈。本公司鼓勵實名舉報，所有實名舉報都會開展調查並以安全方式將調查意見回饋給舉報人，並採取多重措施保障實名舉報人的合法權益不受侵犯。本公司對腐敗始終堅持零容忍原則，對任何腐敗事件，一經發現，根據《反腐敗條例》進行處罰，包括辭退及移送司法機關處理。

適當的政策及監控經已訂立及制定，以確保資產不會在未經許可下使用或處置，依從及遵守相關規則及規例，根據適用會計標準及監管申報規定保存可靠的財務及會計記錄，以及適當地識別及管理可能影響本集團表現的主要風險。有系統及內部監控只合理而非絕對保證可防範重大失實陳述或損失，因為其目的均旨在管理，而非消除未能達成業務目標的風險。

CORPORATE GOVERNANCE REPORT

企業管治報告

The internal audit department of the Group carries out auditing work aiming to control risks. Its annual working plan covers all major works and procedures of the operational, business and service units of the Group and special review will be conducted in accordance with the requirement of the management. The results of audit shall be submitted to the Audit Committee. The internal audit department will review and follow up on issues raised during the audit to ensure effective implementation and regularly report the progress to the Audit Committee.

The internal audit department of the Group shall independently confirm to each of the Board, the Audit Committee and the administrative management of the Group that the internal control system of the Group is sufficient and effective. The head of the internal audit department of the Group shall directly report to the chairman of the Audit Committee, the chief executive officer and the chief financial officer of the Group.

The management is responsible for the design, implementation and supervision of risk management and internal control system, and shall regularly report to the Board and/or the Audit Committee regarding the effectiveness of the relevant system.

For the year ended 31 December 2022, the internal control system of the Company was comprehensive and effective, and was neither subject to any significant or major internal control deficiency nor material issues which may affect the financial control, operational control, compliance control and risk management function of the Company.

本集團內部審計部門採納以風險控制為本的審核方法。集團內部審計部門的全年工作計劃，涵蓋本集團營運、業務及服務單位各項主要工作及程序，並按照管理層的要求進行特別檢討，而審核結果會交予審核委員會。內部審計部門會查察審核事務，並於其後跟進，力求妥善實行，並會定期向審核委員會匯報其進展。

本集團內部審計部門獨立向董事局、審核委員會及本集團行政管理人員保證本集團的內部監控系統充足並有效。本集團內部審計主管向本集團的審核委員會主席、總裁及首席財務官直接匯報。

管理層負責風險管理及內部監控系統的設計、執行及監察，並負責定期向董事局及／或審核委員會匯報有關系統的成效。

截至二零二二年十二月三十一日止年度，本公司內部監控制度完善有效，無重大或重要內部監控缺陷，亦無任何可能影響公司財務監控、運作監控、合規監控以及風險管理職能的重要事項。

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group issued an Inside Information Disclosure Policy in January 2022 to regulate the acquisition, dissemination and use of inside information by employees, to prevent insider trading and other market misconduct, and to ensure that shareholders and the public receive comprehensive, accurate and timely information or data about the Company's business and its financial position. The policy sets out the practices and procedures for monitoring business and corporate developments and events so that any potential inside information can be identified and reported to the Board of the Company as soon as possible to ensure that the Board can make timely decisions on disclosure, if required; and for taking appropriate steps to maintain the confidentiality of inside information until such time as it is formally released in accordance with the regulations. The Board may, where appropriate, apply for suspension of trading in the securities of the Company pending disclosure of inside information in order to maintain fair trading in its securities and to address any matters about the disclosure.

內幕消息的處理及發放

本集團於二零二二年一月發佈了《內幕消息披露政策》，以規範員工獲取、傳播和利用內幕消息的行為，防止內幕交易和其他市場失當行為的發生，並確保股東及公眾獲得有關本公司業務及其財務狀況的全面、準確及適時消息或資料。該政策載列了以下事項的常規及程序：監察業務及企業的發展與事件，以便盡快識別任何潛在內幕消息，並向本公司董事局報告，以確保董事局可適時作出披露的決策（如需要）；及採取適當措施，在按法規正式發放前，對內幕消息保密。董事局可在適當時，在內幕消息公開披露前，申請暫停本公司的證券交易，以維持其證券公平交易及處理任何披露事宜。

Directors' Report

董事局報告

The Directors present their annual report and the audited financial statements for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's principal subsidiaries are set out in note 45 to the financial statements respectively.

RESULTS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of comprehensive income on pages 134 to 136.

The Board does not recommend any payment of final dividend in FY2022 (no final dividend paid for the year ended 31 December 2021).

SHARE CAPITAL

Details of movements in the share capital for the year ended 31 December 2022 are set out in note 34 to the financial statements.

SHARES ISSUED

The Company did not issue any shares during the year ended 31 December 2022.

BUSINESS REVIEW

Particulars of a discussion and analysis on the activities specified in Schedule 5 to the Companies Ordinance including a fair review of the Group's business, a discussion on the principal risks and uncertainties facing the Group, future development in the Company's business and analysis using financial key performance indicators, are set out in the sections headed "CHAIRMAN'S STATEMENT", "MANAGEMENT DISCUSSION AND ANALYSIS" and "CORPORATE GOVERNANCE REPORT" in this annual report. The above sections form an integral part of this Directors' report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The ESG report of the Company for the year ended 31 December 2022 containing the information required under Appendix 27 to the Listing Rules will be published on the Stock Exchange's website and at the section headed "Regulatory Filings" of the Company's website <http://www.landsea.hk/> the same time as this report.

董事謹提呈截至二零二二年十二月三十一日止年度之年報連同經審核財務報表。

主要業務

本公司為投資控股公司。本公司主要附屬公司之主要業務刊載於財務報表附註45。

業績

本集團截至二零二二年十二月三十一日止年度之業績刊載於第134至136頁之綜合全面收益表。

董事局不建議派付二零二二財政年度的末期股息(截至二零二一年十二月三十一日止年度未派付末期股息)。

股本

截至二零二二年十二月三十一日止年度之股本變動詳情載於財務報表附註34。

已發行股份

本公司於截至二零二二年十二月三十一日止年度並無發行股份。

業務回顧

就公司條例附表5指定活動而進行之討論及分析之詳情，包括對本集團業務之中肯審視、對本集團所面對主要風險及不明朗因素之討論、本公司業務之未來發展以及利用財務主要表現指標進行之分析，已載於本年報之「主席報告」、「管理層討論及分析」及「企業管治報告」三節。上述章節構成本董事局報告之一部分。

環境政策及表現

本公司截至二零二二年十二月三十一日止年度之ESG報告載有上市規則附錄二十七規定之資料，將於本年報發布同時刊載於聯交所網站和本公司網站 <http://www.landsea.hk/>「公告及通函」欄目。

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The Company was incorporated in Bermuda and therefore the Company is subject to relevant laws and regulations in Bermuda. In addition, the Company is registered as a non-Hong Kong company under Part 16 of the Companies Ordinance and therefore is subject to the relevant provisions under the Companies Ordinance.

The Company is listed on the Stock Exchange and therefore the Company is subject to the governance of the Listing Rules including the disclosure requirements and corporate governance provisions therein.

Under the SFO, the Company is required to maintain a register of interests in shares and short positions and a register of directors' and chief executives' interests and short positions and is obliged to disclose price sensitive or inside information.

The Group is principally engaged in properties development in the PRC and the United States and therefore is subject to the relevant laws and regulations in the PRC and the United States.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

As at the end of 2022, the total number of employees of the Group was 1,659. Employees are our valuable assets, thus, the Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard. The Group also understands that it is important to maintain good relationship with business partners and bank enterprises to achieve its long-term goals. Accordingly, the management has kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the year under review, there was no material and significant dispute between the Group and its business partners or bank enterprises.

遵守相關法例及法規

本公司於百慕達註冊成立，故本公司須受百慕達相關法例及法規所規限。此外，本公司根據公司條例第16部註冊為非香港公司，故須受公司條例的相關條文所規限。

本公司於聯交所上市，故本公司須受上市規則(包括當中的披露規定及企業管治條文)所監管。

根據證券及期貨條例，本公司須存置股份權益及淡倉登記冊以及董事及主要行政人員的權益及淡倉登記冊，並須披露股價敏感資料或內幕消息。

本集團主要於中國及美國從事房地產開發，故須受中國及美國相關法例及法規所規限。

與僱員、客戶及供應商的重要關係

截至二零二二年十二月三十一日，本集團的僱員總數為1,659人。僱員是我們的寶貴資產，因此，本集團提供具有競爭力的薪酬待遇吸引和激勵僱員。本集團定期檢討僱員的薪酬待遇，並作出必要的調整以符合市場標準。本集團亦明白，為達致長期目標，須與商業夥伴和銀行企業維持良好的關係。因此，管理層與彼等保持良好溝通、及時交流意見並適時分享最新業務情況。於回顧年內，本集團與商業夥伴和銀行企業間概無任何重大糾紛。

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM to be held on Friday, 30 June 2023, the register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both dates inclusive, during which period no transfer of shares will be effected. All transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 June 2023.

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

The Group revalued all of its investment properties at the year-end date. The net decrease in fair value of RMB33,600,000 has been credited directly to the consolidated statement of comprehensive income.

Details of the movements in the investment properties and property, plant and equipment of the Group during the year are set out in notes 19 and 20 to the financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the amount standing to the credit of the Company's share premium account in the amount of RMB24,366,000 may be distributable in the form of fully paid bonus shares. Under the laws of Bermuda, the Company's contributed surplus account may be distributed under certain circumstances, as at 31 December 2022, the balance of the account was RMB484,415,000.

暫停辦理過戶登記手續

為釐定有權出席將於二零二三年六月三十日(星期五)舉行的股東週年大會並於會上投票的股東身份,本公司將於二零二三年六月二十七日(星期二)至二零二三年六月三十日(星期五)(包括首尾兩日)暫停辦理過戶登記手續,期間不會進行股份過戶。所有股份過戶文件連同有關股票須於二零二三年六月二十六日(星期一)下午四時三十分前送交本公司的香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖,以辦理登記手續。

投資性物業以及不動產、工廠及設備

本集團於年結日重估其全部投資性物業。公允價值減少淨額人民幣33,600,000元已直接計入綜合全面收益表。

本集團之投資性物業以及不動產、工廠及設備於年內之變動詳情分別刊載於財務報表附註19及20。

可供分派之儲備

於二零二二年十二月三十一日,本公司股份溢價賬內為數人民幣24,366,000元之進賬或可以繳足紅股之方式派發。根據百慕達法例,本公司之實繳盈餘可於若干情況下分派,於二零二二年十二月三十一日,結餘為人民幣484,415,000元。

DIRECTORS AND SERVICE CONTRACTS

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

EXECUTIVE DIRECTORS:

Mr. Tian Ming (*Chairman*)
Mr. Huang Zheng (*Chief Executive Officer*)
Mr. Jiang Chao (resigned on 25 February 2022)

NON-EXECUTIVE DIRECTORS:

Ms. Gu Jing (appointed on 31 August 2022)
Mr. Cheng Yuan (appointed on 30 December 2022)
Ms. Shen Leying (resigned on 25 February 2022)
Mr. Xu Liang (appointed on 25 February 2022 and resigned on 31 August 2022)
Mr. Liu Pengpeng (resigned on 31 October 2022)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Xu Xiaonian
Mr. Chen Tai-yuan
Mr. Rui Meng

In accordance with the Company's Bye-law 87(1), Mr. Tian Ming, Mr. Xu Xiaonian and Mr. Chen Tai-yuan will retire by rotation at the 2023 AGM and, being eligible, offer themselves for re-election.

In accordance with Bye-law 86(2), Ms. Gu Jing and Mr. Cheng Yuan shall retire at the 2023 AGM and, being eligible, offers themselves for re-election.

The Company entered into service contract with:

- (i) Mr. Huang Zheng on 27 March 2023 for the appointment as an executive Director for a term of three years commencing from 27 March 2023.

董事及服務合約

於本年度及截至本報告日期，本公司之董事如下：

執行董事：

田明先生(主席)
黃征先生(總裁)
蔣超先生(於二零二二年二月二十五日辭任)

非執行董事：

顧菁女士(於二零二二年八月三十一日獲委任)
成元先生(於二零二二年十二月三十日獲委任)
申樂瑩女士(於二零二二年二月二十五日辭任)
徐亮先生(於二零二二年二月二十五日獲委任
並於二零二二年八月三十一日辭任)
劉鵬鵬先生(於二零二二年十月三十一日辭任)

獨立非執行董事：

許小年先生
陳泰元先
芮萌先生

依據本公司之細則第87(1)條，田明先生、許小年先生及陳泰元先生將於二零二三年股東週年大會上輪值告退，且符合資格並願意重選連任。

根據細則第86(2)條，顧菁女士及成元先生須於二零二三年股東週年大會上退任，且符合資格並願意重選連任。

本公司與下列人士訂立服務合約：

- (i) 於二零二三年三月二十七日與黃征先生就執行董事持續任命訂立，自二零二三年三月二十七日起為期三年。

DIRECTORS' REPORT

董事局報告

The Company entered into appointment letter with:

- (1) Ms. Gu Jing on 31 August 2022 for the appointment as a non-executive Director for a term of three years commencing from 31 August 2022;
- (2) Mr. Cheng Yuan on 30 December 2022 for the appointment as a non-executive Director for a term of three years commencing from 30 December 2022.

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration of Directors and senior management is determined by reference to the experience, qualification, position and performance of each Director and senior management and the goals, strategies and performance of the Company. The remuneration also aligned with the market practice and conditions. The Group also has in place the Share Option Scheme 2022 and the Share Award Scheme as long term incentive for performance.

Particulars regarding Directors' remuneration and the five highest paid individuals as required to be disclosed pursuant to Appendix 16 of the Listing Rules are set out in notes 15 and 16 to the financial statements in this report, respectively.

For the years ended 31 December 2021 and 2022, none of the Directors has waived or agreed to waive any emoluments.

There was no inducement paid or receivable by Directors or the five highest paid individuals as an inducement to join or upon joining the Company; nor was there compensation paid during the financial year or receivable by Directors or past Directors, or the five highest paid individuals for the loss of office.

本公司與下列人士訂立委任函：

- (1) 於二零二二年八月三十一日與顧菁女士就非執行董事任命訂立，自二零二二年八月三十一日起為期三年；
- (2) 於二零二二年十二月三十日與成元先生就非執行董事任命訂立，自二零二二年十二月三十日起為期三年。

概無董事與本公司或其任何附屬公司訂有本集團不可於一年內免付賠償(法定賠償除外)而終止之服務合約。

董事及高級管理人員薪酬

董事會高級管理人員薪酬乃經參考各董事及高級管理人員的經驗、資歷、職位及表現以及本公司的目標、策略及表現釐定。薪酬水平亦與市場慣例及市況一致。本集團亦訂有二零二二年購股權計劃及股份獎勵計劃作為長期表現獎勵。

根據上市規則附錄十六須予披露的董事薪酬及五名最高薪酬人士的詳情分別載於本報告之財務報表附註15及16。

截至二零二一年及二零二二年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金。

概無向董事或五名最高薪人士支付或彼等收取任何酬勞作為吸引其加盟或加盟本公司的獎勵；於財政年度亦無因董事或前任董事或五名最高薪人士離職而向其支付或由彼等收取任何補償。

DIRECTOR'S AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors or chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

董事及主要行政人員於股份、相關股份及債券之權益

於二零二二年十二月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉；或根據證券及期貨條例第352條須記錄於該條例所述登記冊內之權益及淡倉；或根據標準守則須另行知會本公司及聯交所之權益及淡倉如下：

(I) LONG POSITION IN ORDINARY SHARES OF HK\$0.01 EACH OF THE COMPANY

(I) 於本公司每股面值0.01港元普通股之好倉

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持股份數目	Approximate percentage in total number of issued shares 佔已發行股份總數的概約百分比
Mr. Tian 田先生	Interest of controlled corporation 受控制法團權益	2,755,445,866 (Notes 1 and 2) (附註1及2)	58.34%
	Beneficial owner 實益擁有人	8,901,500	0.19%
Mr. Huang Zheng 黃征先生	Beneficial owner 實益擁有人	20,000,000 (Note 3) (附註3)	0.42%
Ms. Gu Jing 顧菁女士	Beneficial owner 實益擁有人	36,000	0.00%

DIRECTORS' REPORT

董事局報告

Notes:

- These include (i) 2,011,513,187 Shares held through Greensheid; (ii) 376,017,785 Shares held through Easycorps; and (iii) 367,914,894 Shares held through Landsea International.
- Greensheid is wholly-owned by Landsea International, which is in turn wholly-owned by Landsea Group. Landsea Group is owned as to 34.15% by Nanjing Ding Chong Investment Management Consultants Ltd. ("Nanjing Ding Chong") and 15.85% by Mr. Tian. Nanjing Ding Chong is a company wholly and beneficially owned by Mr. Tian. Mr. Tian is regarded as the controlling shareholder of Landsea Group. Easycorps is a company wholly and beneficially owned by Mr. Tian. Therefore, Mr. Tian is deemed to be interested in these 2,755,445,866 Shares pursuant to the SFO.
- These are restricted shares granted by the Company pursuant to the Share Award Scheme adopted by the Board on 2 July 2014. For details, please refer to the section headed "Restricted Share Award Scheme" below.

附註：

- 包括(i)2,011,513,187股透過Greensheid持有之股份；(ii)376,017,785股透過Easycorps持有之股份；及(iii)367,914,894股透過Landsea International持有之股份。
- Greensheid由Landsea International全資擁有，而Landsea International則由朗詩集團全資擁有。朗詩集團由南京鼎重投資管理顧問有限公司(「南京鼎重」)擁有34.15%權益，並由田先生擁有15.85%權益。南京鼎重為田先生全資實益擁有之公司。田先生被視為朗詩集團控股股東。Easycorps為田先生全資實益擁有之公司。因此，根據證券及期貨條例，田先生被視為於該2,755,445,866股股份中擁有權益。
- 該等股份為本公司根據董事局於二零一四年七月二日採納之股份獎勵計劃授出之限制性股份。有關詳情請參閱下文「限制性股份獎勵計劃」一節。

(II) LONG POSITION IN SHARE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEME 2012 AND SHARE OPTION SCHEME 2022

(II) 根據二零一二年購股權計劃及二零二二年購股權計劃授予之購股權之好倉

Name of Director	Nature of interest	Aggregate long position in the underlying shares 於相關股份之好倉總額	Approximate percentage in total number of issued shares (Note 1) 佔已發行股份總數之概約百分比 (附註1)
董事姓名	權益性質		
Mr. Huang Zheng 黃征先生	Beneficial owner 實益擁有人	5,000,000 (Note 2) (附註2)	0.11%

Notes:

- The total number of shares in issue of the Company as at 31 December 2022 was 4,722,307,545.
- For details, please refer to the section headed "Share Option Scheme" of this report.

附註：

- 於二零二二年十二月三十一日，本公司的已發行股份總數為4,722,307,545。
- 詳情請參閱本報告「購股權計劃」一節。

Save as disclosed, as at 31 December 2022, none of the Directors and the chief executives of the Company and their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required pursuant to the Model Code to be notified to the Company and the Stock Exchange.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than those disclosed in the sections headed "Connected Transactions and Continuing Connected Transactions" below and "Related Party Balances and Transactions" in note 42 to the financial statements for the year ended 31 December 2022, no contracts of significance to which the Company or its subsidiaries were a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

Each of the Directors has confirmed that none of them is engaged in, or interested in any business which, directly or indirectly, competes or is likely to compete with the business of the Group.

CONTROLLING SHAREHOLDER'S INTERESTS IN SIGNIFICANT CONTRACTS

Other than those disclosed in the sections headed "Connected Transactions and Continuing Connected Transactions" below and "Related Party Balances and Transactions" in note 42 to the financial statements for the year ended 31 December 2022, at no time during the year had the Company or any of its subsidiaries, and the Controlling Shareholder or any of its subsidiaries entered into any contract of significance or any contract of significance for the provision of services by the controlling shareholders or any of its subsidiaries to the Company or any of its subsidiaries.

除上文所披露者外，於二零二二年十二月三十一日，董事及本公司主要行政人員以及彼等各自之聯繫人概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文而被當作擁有或被視為擁有之權益及淡倉）；或根據證券及期貨條例第352條須記錄於該條例所述登記冊內之權益或淡倉；或根據標準守則須知會本公司及聯交所之權益或淡倉。

董事於重大合約之權益

除下文「關連交易及持續關連交易」及刊載於截至二零二二年十二月三十一日止年度之財務報表附註42「關聯方結餘及交易」兩節所披露者外，於本年度結束時或年內任何時間，本公司各董事概無在本公司或其附屬公司訂立之任何重大合約中直接或間接擁有任何重大權益。

董事於競爭業務中的權益

各董事確認，彼等概無從事任何與本集團業務直接或間接競爭或可能構成競爭的業務或於其中擁有權益。

控股股東於重大合約之權益

除下文「關連交易及持續關連交易」及刊載於截至二零二二年十二月三十一日止年度之財務報表附註42「關聯方結餘及交易」兩節所披露者外，本公司或其任何附屬公司於年內概無與控股股東或其任何附屬公司訂立任何重大合約，或有關控股股東或其任何附屬公司就向本公司或本公司之任何附屬公司提供服務訂立任何重大合約。

CHARITABLE DONATIONS

During the year, the Group had charitable donation of RMB100,000 (2021: RMB907,000).

EQUITY-LINKED AGREEMENTS

Save for the share option scheme and the restricted share award scheme of the Company as set out below in this report and also note 35 to the financial statements, there was no equity-linked agreement entered into by the Group during the year or subsisting at the end of the year.

MANAGEMENT CONTRACTS

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

RESTRICTED SHARE AWARD SCHEME

On 2 July 2014, the Board adopted the Share Award Scheme as an incentive to recognise the contributions by employees and to give incentives to retain them for the continuing operation and development of the Group, as well as attract suitable personnel for further development of the Group. The Directors strongly believe that the continued success of the Group is closely tied with the commitment and efforts of the employees of the Group. The Restricted Shares can serve as an incentive to motivate them to further contribute to the Group. The Restricted Shares to be awarded will be with reference to the performance, operating and financial targets and other criteria determined by the Board from time to time. The Share Award Scheme is effective for a term of 10 years commencing on the date of adoption subject to any early termination as may be determined by the Board.

慈善捐款

於本年度，本集團之慈善捐款為人民幣100,000元（二零二一年：人民幣907,000元）。

股票掛鈎協議

除本報告下文及財務報表附註35所載本公司的購股權計劃及限制性股份獎勵計劃外，本集團並無於年內訂立或於年末續存的其他股票掛鈎協議。

管理合約

於本年度，概無訂立或存有有關本公司全部或任何重大業務的管理及行政的合約。

限制性股份獎勵計劃

於二零一四年七月二日，董事局採納股份獎勵計劃作為激勵以嘉許僱員之貢獻，激勵他們為本集團之持續經營和發展做出努力，並為本集團進一步發展吸引適合人才。董事確信，本集團之持續成功與本集團僱員之承擔及努力緊密相連。限制性股份可以作為一種激勵以促使他們進一步對本集團作出貢獻。將予授出之限制性股份將參考表現、本集團經營及財務指標以及由董事局於任何時間確定之其他標準釐定。股份獎勵計劃由採納日期起生效，為期十年，除非經董事局決定提早終止。

The summary of the principal terms and conditions of Share Award Scheme were set out in the Company's announcement dated 2 July 2014 and included in the section headed "Summary of Share Schemes" below. Details of movement of the Restricted Shares during the year are set out as below:

股份獎勵計劃之主要條款及條件概要載列於本公司日期為二零一四年七月二日之公告內及下文「股份計劃概要」一節。於年內限制性股份之變動詳情載列如下：

Category of awardees	Date of award of Restricted Shares	Unvested Restricted Shares as at 1 January 2022 於二零二二年一月一日未歸屬之限制性股份	Restricted Shares awarded during the 2022 year 於二零二二年內獎勵之限制性股份	Restricted Shares vested during the 2022 year 於二零二二年內歸屬之限制性股份	Restricted Shares forfeited /lapsed during the 2022 year 於二零二二年內沒收/失效之限制性股份	Unvested Restricted Shares as at 31 December 2022 於二零二二年十二月三十一日未歸屬之限制性股份	Vesting period/ conditions 歸屬期/條件
Executive Directors							
執行董事							
Mr. Huang Zheng 黃征先生	31 March 2020 二零二零年三月三十一日	20,000,000	-	-	-	20,000,000	Note, vesting conditions (iii) 附註、歸屬條件(iii)
Mr. Jiang Chao* 蔣超先生*	31 March 2020 二零二零年三月三十一日	10,000,000	-	-	-	10,000,000	Note, vesting conditions (iii) 附註、歸屬條件(iii)
Sub-total of Directors 董事小計		30,000,000	-	-	-	30,000,000	
Employee participants							
僱員參與者							
Employee participants 僱員參與者	19 November 2014 二零一四年十一月十九日	980,000	-	-	-	980,000	Note, vesting conditions (i) 附註、歸屬條件(i)
	8 April 2016 二零一六年四月八日	309,750	-	-	-	309,750	Note, vesting conditions (ii) 附註、歸屬條件(ii)
	31 March 2020 二零二零年三月三十一日	61,600,000	-	-	(1,900,000) Note 附註	59,700,000	Note, vesting conditions (iii) 附註、歸屬條件(iii)
Sub-total of Employee participants 僱員參與者小計		62,889,750	-	-	(1,900,000) Note 附註	60,989,750	
Total 總計		92,889,750	-	-	(1,900,000) Note 附註	90,989,750	

* Resigned as an executive Director of the Company with effect from 25 February 2022

* 於二零二二年二月二十五日辭任本公司執行董事

DIRECTORS' REPORT

董事局報告

Notes:

Subject to the fulfilment of the vesting conditions, half of the Restricted Shares granted are exercisable into Shares at HK\$0.66 each, and half of the Restricted Shares are exercisable at nil consideration. Such Restricted Shares are held by Core Pacific – Yamaichi International (H.K.) Nominees Limited, the trustee appointed by the Company for the administration of the Scheme, before they are vested.

The number of Restricted Shares that are available for grant under the Share Award Scheme at the beginning of the 2022 financial year was 342,102,755 and at the end of the 2022 financial year was 342,102,755, representing approximately 7.24% of the issued Shares of the Company as at the date of this report.

Vesting Conditions:

(i) Restricted Shares granted on 19 November 2014:

- (1) Subject to fulfillment of the year's preset performance, operation and financial targets at the discretion of the Board
- (2) After satisfying condition (1), a waiting period of two years is required

(ii) Restricted Shares granted on 8 April 2016:

- (1) Subject to fulfillment of the year's preset performance, operation and financial targets at the discretion of the Board
- (2) After satisfying condition (1), a waiting period of five years is required

(iii) Restricted Shares granted on 31 March 2020:

- (1) Subject to fulfillment of the year's preset performance, operation and financial targets at the discretion of the Board
- (2) After satisfying condition (1), a waiting period of five years is required

附註：

在滿足歸屬條件後，已授出限制性股份其中一半可按每股0.66港元行使以轉換為股份，而另一半限制性股份可按零代價行使。該等限制性股份於歸屬前由京華山一國際(香港)代理人有限公司持有，該公司為本公司為管理該計劃而委任的受託人。

於二零二二年財政年度開始時，根據股份獎勵計劃可供授予的限制性股份數目為342,102,755，於二零二二年財政年度結束時為342,102,755，相當於本報告日期本公司已發行股份的約7.24%。

歸屬條件：

(i) 於二零一四年十一月十九日授出之限制性股份：

- (1) 須符合董事局按其酌情權決定之年度預設表現、營運及財務目標
- (2) 在滿足第(1)個條件後，須經過兩年之等候期

(ii) 於二零一六年四月八日授出之限制性股份：

- (1) 須符合董事局按其酌情權決定之年度預設表現、營運及財務目標
- (2) 在滿足第(1)個條件後，須經過五年之等候期

(iii) 於二零二零年三月三十一日授出之限制性股份：

- (1) 須符合董事局按其酌情權決定之年度預設表現、營運及財務目標
- (2) 在滿足第(1)個條件後，須經過五年之等候期

SPECIFIC PERFORMANCE OBLIGATION OF CONTROLLING SHAREHOLDER UNDER RULE 13.18 OF THE LISTING RULES

As at 31 December 2022, the Company did not have any disclosure obligations under Rule 13.18 of the Listing Rules.

控股股東根據上市規則第13.18條之特定履約責任

根據上市規則第13.18條，截至二零二二年十二月三十一日，本公司並無任何披露責任。

SHARE OPTION SCHEME

The share option scheme was adopted and became effective upon passing relevant ordinary resolution at the AGM of the Company held on 25 April 2012 (the "Share Option Scheme 2012"). Summary of the principal terms of the Share Option Scheme 2012 were set out in the circular to the Company's shareholders on 22 March 2012 and included in the section headed "Summary of Share Schemes" below. On 1 April 2022, the Company offered to grant an aggregate of 53,300,000 share options, to a director of the Company and certain employees of the Group (collectively, the "Grantees") under the Share Option Scheme 2012. Details of the grant of share options were set out in the Company's announcement dated 1 April 2022, movement of the share options during the year are set out as below:

購股權計劃

在二零一二年四月二十五日舉行之本公司股東週年大會上通過有關普通決議案後，購股權計劃獲採納並生效（「二零一二年購股權計劃」）。二零一二年購股權計劃之主要條款概要載列於二零一二年三月二十二日致本公司股東之通函內及下文「股份計劃概要」一節。於二零二二年四月一日，本公司根據二零一二年購股權計劃向本公司一名董事及本集團若干僱員（統稱「承授人」）授出合共53,300,000份購股權。授予詳情載列於本公司日期為二零二二年四月一日之公告內，於年內購股權之變動詳情載列如下：

Category	Date of grant	Exercise price per Share (HK\$)	Outstanding	Granted during the 2022 year	Exercised	Cancelled during the 2022 year	Lapsed	Outstanding	Vesting period	Exercise period
			options as at 1 January 2022		during the 2022 year		during the 2022 year	during the 2022 year		
類別	授予日期	每股行使價 (港元)	於二零二二年一月一日之結餘	於二零二二年內授出	於二零二二年內行使	於二零二二年內註銷	於二零二二年內失效	於二零二二年十二月三十一日之結餘	歸屬期	行使期
Executive Directors										
執行董事										
Mr. Huang Zheng	1 April 2022	0.242	-	5,000,000	-	-	-	5,000,000	Note	Note
黃征先生	二零二二年四月一日								附註	附註
Sub-total of Directors			-	5,000,000	-	-	-	5,000,000		
董事小計										
Employee participants	1 April 2022	0.242	-	48,300,000	-	(3,000,000)	-	45,300,000	Note	Note
僱員參與者	二零二二年四月一日								附註	附註
Sub-total of Employee participants			-	48,300,000	-	(3,000,000)	-	45,300,000		
僱員參與者小計										
Total			-	53,300,000	-	(3,000,000)	-	50,300,000		
總計										

DIRECTORS' REPORT

董事局報告

Note:

Subject to the relevant performance target relating to the Group which is specified in the grant letters to the respective grantees, the share options will vest on 1 April 2023 and become exercisable from 1 April 2023 to 31 March 2032. Please refer to the paragraph headed "Vesting Conditions" for details.

The closing price of the shares on the date of grant was HK\$0.220 and immediately before the date of grant was HK\$0.26.

Please refer to note 2.26 headed "Share-based Payment" and note 35 headed "Employee Share Scheme" in notes to consolidated financial statements for the fair value as at the date of grant and the accounting standard and policy adopted.

The number of options available for grant under the Share Option Scheme 2012 at the beginning of the 2022 financial year was 198,660,605 and the number of options available for grant under the Share Option Scheme 2012 at the end of the 2022 financial year was 0 since the Share Option Scheme 2012 has expired on 25 April 2022.

Vesting Conditions:

- (1) a waiting period of one year is required
- (2) Subject to fulfillment of the year's preset performance, operation and financial targets at the discretion of the Board

Since the Share Option Scheme 2012 has expired on 25 April 2022, the shareholders of the Company has approved to adopt the new share option scheme (the "**Share Option Scheme 2022**") at the AGM held on 30 June 2022. Summary of the principal terms of the Share Option Scheme 2022 were set out in the circular to the Company's shareholders on 27 May 2022 and included in the section headed "Summary of Share Schemes" below. No share option was granted under the Share Option Scheme 2022 during the year ended 31 December 2022. As at 31 December 2022, the number of share options that are available for grant under the Share Option Scheme 2022 was 472,230,754, representing approximately 10% of the issued Shares of the Company as at the date of this report.

附註：

視乎向各承授人發出的授出函件中所訂明的有關本集團的表現目標，購股權將於二零二三年四月一日歸屬，並可於二零二三年四月一日至二零二三年三月三十一日行使。詳情請參閱「歸屬條件」一段。

股份於授出日期的收市價為0.220港元，而其於緊接授出日期前的收市價為0.26港元。

有關授予日期之公允價值及採納之會計準則及政策，請參閱綜合財務報表附註2.26「股份付款」及附註35「僱員股權計劃」。

於二零二二年財政年度開始時，根據二零一二年購股權計劃項下可供授出的購股權數目為198,660,605，由於二零一二年購股權計劃已於二零二二年四月二十五日屆滿，故於二零二二年財政年度結束時，根據二零一二年購股權計劃項下可供授出的購股權數量為0。

歸屬條件：

- (1) 須經過一年之等候期
- (2) 須符合董事局按其酌情權決定之年度預設表現、營運及財務目標

由於二零一二年購股權計劃已於二零二二年四月二十五日屆滿，本公司之股東已於二零二二年六月三十日舉行之本公司股東週年大會上通過有關普通決議案，採納新的購股權計劃（「**二零二二年購股權計劃**」）。二零二二年購股權計劃之主要條款概要載列於二零二二年五月二十七日致本公司股東之通函內及下文「股份計劃概要」一節。於截至二零二二年十二月三十一日止年度，本公司並無根據二零二二年購股權計劃授出購股權。於二零二二年十二月三十一日，二零二二年購股權計劃項下可授予的購股權數量為472,230,754，相當於本報告日期本公司已發行股份的約10%。

SUMMARY OF SHARE SCHEMES

股份計劃概要

	Share Option Scheme 2012 二零一二年購股權計劃	Share Option Scheme 2022 二零二二年購股權計劃	Share Award Scheme 股份獎勵計劃
Purpose	To grant options to the eligible participants as incentives or rewards for their contribution to the Group.		As an incentive to recognise the contributions by employees and to give incentives in order to retain them for the continuing operation and development of the Group, as well as to attract suitable personnel for further development of the Group.
目的	使本集團可向合資格參與者授出購股權，作為彼等對本集團作出貢獻之獎勵或回報。		嘉許僱員之貢獻，激勵彼等為本集團的持續經營和發展做出努力，並為本集團進一步發展吸引適合人才。
Participants	Directors of the Group and eligible participants, (including employee participants, service providers and related entity participants as defined in Chapter 17 of the Listing Rules).		Any employee or director (including, without limitation, any executive directors, non-executive directors or independent non-executive directors) of any member of the Group.
參與者	本集團董事及合資格參與者(包括僱員參與者、服務供應商及相關實體參與者(定義見上市規則第十七章))。		本集團之任何成員之任何僱員或董事(包括但不限於任何執行董事、非執行董事或獨立非執行董事)。
Maximum entitlement	The total number of Shares issued and which may fall to be issued upon exercise of the options and the options granted under other schemes (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.		The Board shall not make any further award of the Restricted Shares which will result in the aggregate number of the Restricted Shares awarded by the Board throughout the duration of the Scheme to be in excess of 10% of the issued share capital of the Company from time to time.
最高可供授出股份	於任何12個月期間，因行使購股權及根據其他計劃授出之購股權(包括已行使或尚未行使之購股權)而已發行及可予發行予各承授人之股份總數，不得超過本公司當時已發行股本1%。		董事局不得進一步授出限制性股份，導致董事局在本計劃期間內授出之限制性股份總數超過本公司任何時間之已發行股本的10%。

	Share Option Scheme 2012 二零一二年購股權計劃	Share Option Scheme 2022 二零二二年購股權計劃	Share Award Scheme 股份獎勵計劃
Exercisable period 行使期	<p>A period (which may not be later than 10 years from the offer date of that option) to be determined and notified by the Directors to the grantee thereof and, in the absence of such determination, from the offer date to the earlier of:</p> <p>就個別購股權而言，由董事決定並通知承授人之期間（不得超過該購股權要約日期起計十年），如董事未有作出該決定，則為由要約日期起至以下之較早日期：</p> <p>(i) the date on which such option lapses under the rules of the Scheme; and (i) 根據該計劃之規則該購股權失效之日期；及</p> <p>(ii) 10 years from the offer date of that option. (ii) 該購股權的要約日期起計十年。</p>		N/A 不適用
Vesting period	<p>The Board has the authority to set terms and conditions in the grant of the options (i.e. to set conditions in relation to the minimum period of the options to be held and/or the performance targets to be achieved before such options can be exercised and the requirement for a minimum subscription price).</p>	<p>Unless otherwise determined by the Directors and stated in the offer to an eligible participant who accepts an offer, there is neither any performance targets that need to be achieved by the eligible participant before an option can be exercised nor any minimum period for which an option must be held before the option can be exercised.</p> <p>The Board may, however, at its absolute discretion, fix any minimum period for which an option must be held, any performance targets that must be achieved and any other conditions that must be fulfilled before the option can be exercised upon the grant of an option to an eligible participant.</p>	<p>When the relevant selected grantee has satisfied the two vesting conditions specified by the Board at the time of making the award, upon satisfaction of the first vesting conditions, the selected grantee shall entitle to the related income or distribution derived (such as the dividend arising therefrom) from the Restricted Shares under the award; and upon satisfaction of the second vesting condition, the selected grantee shall become entitle to the Restricted Shares, the Trustee shall transfer the relevant Restricted Shares to that grantee.</p>
歸屬期	<p>董事局有權在授予購股權時設定的條款及條件（即設定與持有購股權的最短期限及／或在行使有關購股權前必須達到的表現目標有關的條件以及最低認購價的要求）。</p>	<p>除非董事另有決定並載於向合資格參與者提出之要約中，否則既沒有規定合資格參與者在行使購股權之前必須達到的表現目標，亦無規定在行使購股權之前必須持有購股權的最短期限。</p> <p>然而，董事局可全權酌情釐定必須持有購股權之最短期限、必須達致之任何表現目標以及在向合資格參與者授出購股權後行使購股權前必須滿足之任何其他條件。</p>	<p>待經甄選承授人達成董事局於作出獎勵時所特定之兩個歸屬條件，在達成第一個歸屬條件，承授人將可獲取限制性股份所產生的相關收入及分派，例如向彼配發限制性股份所產生之股息；並在達成第二個歸屬條件後，將有權獲得限制性股份，受託人將轉讓該有關限制性股份予承授人。</p>

	Share Option Scheme 2012 二零一二年購股權計劃	Share Option Scheme 2022 二零二二年購股權計劃	Share Award Scheme 股份獎勵計劃
Acceptance 接納	By remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof within such time, which shall not be later than 21 days from the offer date. 本公司於有關期限(不得遲於要約日期起計21日)支付予本公司之匯款1.00港元作為獲授購股權之代價。	By remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof within such time, which shall not be later than 21 days from the offer date. 本公司於有關期限(不得遲於要約日期起計21日)支付予本公司之匯款1.00港元作為獲授購股權之代價。	
Basis of determining the exercise price of options/purchase price of shares awarded 釐定購股權行使價/獎勵股份購買價之依據	Determined at the discretion of the Directors, provided that it shall not be less than the highest of: 由董事酌情決定，但不得少於以下之最高者： (1) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the offer date; (1) 於要約日期，聯交所之每日報價表就買賣一手或多手股份所報之股份收市價； (2) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; and (2) 緊接要約日期前五個營業日，聯交所每日報價表所報之股份平均收市價；及 (3) the nominal value of a Share. (3) 股份面值。		N/A 不適用
Remaining life of the scheme 計劃之剩餘期限	The Share Option Scheme 2012 has been valid and effective for 10 years from the adoption date on 25 April 2012, and expired on 25 April 2022. 二零一二年購股權計劃自採納日期(二零一二年四月二十五日)起計有效期為10年，並於二零二二年四月二十五日屆滿。	Remains valid and effective for 10 years from the adoption date on 30 June 2022, until 29 June 2032. 自採納日期(二零二二年六月三十日)起計10年內維持有效，直至二零三二年六月二十九日。	Remains valid and effective for 10 years from the adoption date on 2 July 2014, until 1 July 2024. 自採納日期(二零一四年七月二日)起計10年內維持有效並生效，直至二零二四年七月一日。

DIRECTORS' REPORT

董事局報告

Without taking into account of the Share Option Scheme 2012 that has expired on 25 April 2022, the number of shares that may be issued in respect of the outstanding options and awards under all schemes of the Company during the financial year was 50,300,000, divided by the weighted average number of shares of the relevant class in issue for the year was 1.07%.

Under the Share Option Scheme 2012, the Scheme Option Scheme 2022 and the Share Award Scheme, there are no:

- (i) participants with options or awards granted that is in excess of the 1% individual limit;
- (ii) options and awards granted and to be granted to any related entity participant or service provider in any 12-month period exceeding 0.1% of the relevant class of shares in issue; and
- (iii) clawback mechanism.

Saved as disclosed in this report and in note 35(c) under "STOCK INCENTIVE PLAN OF SUBSIDIARIES", neither the Company nor its subsidiaries had any other option schemes during the year ended 31 December 2022.

在不考慮已於二零二二年四月二十五日屆滿的二零一二年購股權計劃的情況下，本財政年度就本公司所有計劃項下的尚未行使購股權及獎勵可能發行的股份數量為50,300,000，除以本年度已發行的相關類別股份的加權平均數量為1.07%。

根據二零一二年購股權計劃、二零二二年購股權計劃及股份獎勵計劃，概無：

- (i) 參與者所獲授的購股權或獎勵超過1%之個人限制；
- (ii) 在任何12個月期間，獲授及將獲授予任何相關實體參與者或服務供應商的購股權及獎勵超過已發行的相關類別股份的0.1%；及
- (iii) 回扣機制。

除本報告及附註「35(c)附屬公司的股份激勵計劃」中所披露者外，截至二零二二年十二月三十一日止年度，本公司或其附屬公司沒有任何其他購股權計劃。

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Scheme" and "Restricted Share Award Scheme" above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Company's Directors or chief executives to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2022, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors and chief executives, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

ORDINARY SHARES OF HK\$0.01 EACH OF THE COMPANY

購買股份或債券之安排

除上文「股份期權計劃」及「限制性股份獎勵計劃」兩節所披露者外，本公司或其任何附屬公司於年內概無參與任何安排，致使本公司董事或主要行政人員可藉購買本公司或任何其他法團之股份或債券而獲益。

主要股東

於二零二二年十二月三十一日，本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，除上文所披露有關若干董事及主要行政人員之權益外，以下股東已知會本公司其擁有本公司已發行股本之有關權益：

本公司每股面值0.01港元的普通股

Name of Shareholders	Long Position/ Short Position	Capacity	Number of Shares held	Approximate percentage in total number of issued Shares 佔已發行股份 總數之概約百分比
股東姓名／名稱	好倉／淡倉	身份	所持股份數目	總數之概約百分比
Landsea Group Co., Ltd. (Note 1) 朗詩集團股份有限公司(附註1)	Long position 好倉	Interest in controlled corporation 受控制法團權益	2,379,428,081	50.39%
Landsea International (Note 1) Landsea International (附註1)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	2,011,513,187	42.60%
		Beneficial interest 實益權益	367,914,894	7.79%
Nanjing Ding Chong (Note 1) 南京鼎重(附註1)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	2,379,428,081	50.39%
Greensheid (Note 1) Greensheid (附註1)	Long position 好倉	Beneficial interest 實益權益	2,011,513,187	42.60%

DIRECTORS' REPORT

董事局報告

Name of Shareholders	Long Position/ Short Position	Capacity	Number of Shares held	Approximate percentage in total number of issued Shares 佔已發行股份 總數之概約百分比
股東姓名／名稱	好倉／淡倉	身份	所持股份數目	總數之概約百分比
Easycorps (Note 2) Easycorps (附註2)	Long position 好倉	Beneficial interest 實益權益	376,017,785	7.96%
Ping An Insurance (Group) Company of China, Ltd. (Note 3) 中國平安保險(集團)股份有限公司 (附註3)	Long position 好倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
	Short position 淡倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
Ping An Life Insurance Company of China Ltd. (Note 3) 中國平安人壽保險股份有限公司(附註3)	Long position 好倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
	Short position 淡倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
Ping An Property & Casualty Insurance Company of China, Ltd. (Note 3) 中國平安財產保險股份有限公司(附註3)	Long position 好倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
	Short position 淡倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
Ping An Real Estate Company Ltd. (Note 3) 平安不動產有限公司(附註3)	Long position 好倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
	Short position 淡倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
Pingan Real Estate Capital Ltd. (Note 3) 平安不動產資本有限公司(附註3)	Long position 好倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%
	Short position 淡倉	Interest in controlled corporation 受控制法團權益	327,002,604	6.92%

Name of Shareholders	Long Position/ Short Position	Capacity	Number of Shares held	Approximate percentage in total number of issued Shares 佔已發行股份 總數之概約百分比
股東姓名／名稱	好倉／淡倉	身份	所持股份數目	總數之概約百分比
Fuji Investment Management Limited (Note 3) 富吉投資管理有限公司(附註3)	Long position 好倉	Beneficial interest 實益權益	327,002,604	6.92%
	Short position 淡倉	Beneficial interest 實益權益	327,002,604	6.92%
Ting Wang (Note 4) 丁宏(附註4)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	331,376,970	7.02%
State-owned Assets Supervision And Administration Commission of Nanjing Municipal Government (Note 5) 南京市人民政府國有資產監督管理 委員會(附註5)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	314,507,927	6.66%
Nanjing Urban Construction Investment Holding (Group) Co., Ltd. (Note 5) 南京市城市建設投資控股(集團) 有限責任公司(附註5)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	314,507,927	6.66%
Nanjing State-Owned Assets Investment & Management Holding (Group) Co., Ltd. (Note 5) 南京市國有資產投資管理控股(集團) 有限責任公司(附註5)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	314,507,927	6.66%
Nanjing Tourism Group Co., Ltd. (Note 5) 南京旅遊集團有限責任公司(附註5)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	314,507,927	6.66%
Nanjing Textiles Import & Export Corp., Ltd. (Note 5) 南京紡織品進出口股份有限公司(附註5)	Long Position 好倉	Interest in controlled corporation 受控制法團權益	314,507,927	6.66%
Hong Kong Newdawn International Co., Limited (Note 5) Hong Kong Newdawn International Co., Limited (附註5)	Long Position 好倉	Beneficial Interest 實益權益	314,507,927	6.66%

DIRECTORS' REPORT

董事局報告

Notes:

- These include (i) 2,011,513,187 ordinary shares held through Greensheid and (ii) 367,914,894 ordinary shares held through Landsea International. Greensheid is wholly-owned by Landsea International, which is in turn wholly-owned by Landsea Group. Landsea Group is owned as to 34.15% by Nanjing Ding Chong, a company wholly and beneficially owned by Mr. Tian, and as to 15.85% by Mr. Tian. Therefore, Landsea International is deemed to be interested in the shares held by Greensheid, and Landsea Group is deemed to be interested in the shares held by Landsea International and Greensheid, as well as Nanjing Ding Chong is deemed to be interested in the shares held by Greensheid and Landsea International pursuant to the SFO.
- Easycorps is a company wholly and beneficially owned by Mr. Tian.
- These include (i) 327,002,604 ordinary shares held by Fuji Investment Management Limited. Fuji Investment Management Limited is wholly-owned by Pingan Real Estate Capital Limited which in turn is wholly-owned by Ping An Real Estate Company Limited. Ping An Real Estate Company Limited is owned as to 49.5% by Ping An Life Insurance Company of China Ltd. and 35% by Ping An Property & Casualty Insurance Company of China, Ltd. Each of Ping An Life Insurance Company of China Ltd. and Ping An Property & Casualty Insurance Company of China, Ltd. is owned as to 99.51% by Ping An Insurance (Group) Company of China, Ltd. Therefore, each of Ping An Insurance (Group) Company of China, Ltd., Ping An Life Insurance Company of China Ltd., Ping An Property & Casualty Insurance Company of China, Ltd., Ping An Real Estate Company Ltd. and Pingan Real Estate Capital Ltd. is deemed to be interested in the shares held by Fuji Investment Management Limited pursuant to the SFO.
- These include 252,608,635 ordinary shares beneficially owned by Mr. Ting Wang ("Mr. Ting") and 78,768,335 ordinary shares held through Ding Capital Management Limited ("Ding Capital"). Ding Capital is wholly-owned by Mr. Ting.
- Hong Kong Newdawn International Co., Limited is wholly-owned by Nanjing Textiles Import & Export Corp., Ltd. Nanjing Textiles Import & Export Corp., Ltd. is owned as to 34.99% by Nanjing Tourism Group Co., Ltd. Nanjing Tourism Group Co., Ltd. is owned as to 60% by Nanjing Urban Construction Investment Holding (Group) Co., Ltd. and 40% by Nanjing State-Owned Assets Investment & Management Holding (Group) Co., Ltd. Nanjing State-Owned Assets Investment & Management Holding (Group) Co., Ltd. and Nanjing Urban Construction Investment Holding (Group) Co., Ltd. are both wholly-owned by State-owned Assets Supervision And Administration Commission of Nanjing Municipal Government. Therefore, each of State-Owned Assets Supervision And Administration Commission of Nanjing Municipal Government, Nanjing State-Owned Assets Investment & Management Holding (Group) Co., Ltd., Nanjing Urban Construction Investment Holding (Group) Co., Ltd., Nanjing Tourism Group Co., Ltd. and Nanjing Textiles Import & Export Corp., Ltd. is deemed to be interested in the shares held by Hong Kong Newdawn International Co., Limited pursuant to the SFO.

附註：

- 包括(i)2,011,513,187股透過Greensheid所持有之普通股及(ii)367,914,894股透過Landsea International所持有之普通股。Greensheid由Landsea International全資擁有，而Landsea International由朗詩集團全資擁有。朗詩集團由南京鼎重(田先生全資實益擁有的公司)及田先生分別擁有34.15%及15.85%權益。因此，根據證券及期貨條例，Landsea International被視為於Greensheid所持有之股份中擁有權益，而朗詩集團被視為於Landsea International及Greensheid所持有之股份中擁有權益以及南京鼎重被視為於Greensheid及Landsea International所持有之股份中擁有權益。
- Easycorps為田先生全資實益擁有之公司。
- 包括(i)327,002,604股由富吉投資管理有限公司持有之普通股。富吉投資管理有限公司由平安不動產資本有限公司全資擁有，而平安不動產資本有限公司由平安不動產有限公司全資擁有。平安不動產有限公司由中國平安人壽保險股份有限公司擁有49.5%，並由中國平安財產保險股份有限公司擁有35%。中國平安人壽保險股份有限公司及中國平安財產保險股份有限公司均由中國平安保險(集團)股份有限公司擁有99.51%。因此，根據證券及期貨條例，中國平安保險(集團)股份有限公司、中國平安人壽保險股份有限公司、中國平安財產保險股份有限公司各自被視為於富吉投資管理有限公司所持有之股份中擁有權益。
- 包括丁宏先生(「丁先生」)實益擁有之252,608,635股普通股及透過Ding Capital Management Limited(「Ding Capital」)持有之78,768,335股普通股。Ding Capital由丁先生全資擁有。
- Hong Kong Newdawn International Co., Limited由南京紡織品進出口股份有限公司全資擁有。南京紡織品進出口股份有限公司由南京旅遊集團有限責任公司擁有34.99%權益。南京旅遊集團有限責任公司由南京市城市建設投資控股(集團)有限責任公司擁有60%權益及由南京市國有資產投資管理控股(集團)有限責任公司擁有40%權益。南京市國有資產投資管理控股(集團)有限責任公司及南京市城市建設投資控股(集團)有限責任公司均由南京市人民政府國有資產監督管理委員會全資擁有。因此，根據證券及期貨條例，南京市人民政府國有資產監督管理委員會、南京市國有資產投資管理控股(集團)有限責任公司、南京市城市建設投資控股(集團)有限責任公司、南京旅遊集團有限責任公司及南京紡織品進出口股份有限公司各自被視為於Hong Kong Newdawn International Co., Limited持有的股份中擁有權益。

Name of Director 董事姓名

Title 職銜

Company 公司

Mr. Tian Ming
田明先生

Chairman and president
董事長兼總裁

Landsea Group Co., Ltd.
朗詩集團股份有限公司

Save as disclosed above, none of the other Directors was a director or employee of a company which had, or was deemed to have, an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, and no other person (other than the Directors or chief executives of the Company) had an interest or short position in the Shares or underlying Shares as recorded in the register kept by the Company pursuant to section 336 of the SFO which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as at 31 December 2022.

除上文所披露者外，於二零二二年十二月三十一日，本公司根據證券及期貨條例第336條存置之登記冊顯示，為另一間公司董事或僱員之其他董事概無於股份及相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉，亦無其他人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Details of the Group's related party transactions for the year ended 31 December 2022 are set out in Note 42 to the consolidated financial statements. Some of those transactions constituted connected transactions or continuing connected transactions and have complied with the relevant disclosure requirements under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

For the year ended 31 December 2022, the Group has the following connected transactions:

- (1) On 31 December 2015, the Company entered into the shareholder loan framework agreement ("**Framework Agreement**") with Landsea Group, pursuant to which Landsea Group agreed to grant shareholder loan(s) in an aggregate principal amount of not exceeding RMB4,000,000,000 (or Hong Kong Dollar equivalent) to the Company and/or its subsidiaries during the two-year period up to 31 December 2017 at an interest rate of 5.5% per annum and the amounts are interest free since 1 January 2018. As at 31 December 2022, Landsea International, a wholly-owned subsidiary of Landsea Group has granted shareholder loan to the Company which has been settled.
- (2) Apart from the grant of shareholder's loan under the Framework Agreement above, Landsea Group has also granted to Landsea Holdings Corporation, an indirect wholly-owned subsidiary of the Company, certain loans in an aggregate principal amount of RMB1,665,000,000 with interest rate ranging from 5.294% to 6.6345% per annum repayable in 5 years from the respective date of drawdown. As at 31 December 2022, an aggregate of RMB356,220,000 remain outstanding.

關連交易及持續關連交易

本集團截至二零二二年十二月三十一日止年度的關聯方交易詳情載於綜合財務報表附註42。若干該等交易構成關連交易或持續關連交易，並已遵守上市規則第14A章的相關披露規定。

關連交易

截至二零二二年十二月三十一日止年度，本集團有以下關連交易：

- (1) 於二零一五年十二月三十一日，本公司與朗詩集團簽訂股東貸款框架協議（「**框架協議**」），朗詩集團同意在二零一七年十二月三十一日之前的兩年內向本公司及／或其附屬公司授出合共本金額不超過人民幣4,000,000,000元（或等值港元）之股東貸款，按年利率5.5%計息及自二零一八年一月一日起不計息。於二零二二年十二月三十一日，朗詩集團全資附屬公司Landsea International向本公司授出的股東貸款已償還。
- (2) 除根據上述框架協議授出股東貸款外，朗詩集團亦向本公司間接全資附屬公司Landsea Holdings Corporation授出本金總額為人民幣1,665,000,000元的若干貸款，年利率介乎5.294%至6.6345%，須於各自支取日期起計5年內償還。於二零二二年十二月三十一日，總額人民幣356,220,000元仍未償還。

(3) On 21 December 2018, 蘇州朗坤置業有限公司 (Suzhou Langkun Property Limited*) (“**Suzhou Langkun**”) entered into the supplemental agreements to the (i) two loan agreements (“**Loan Agreements I**”) with 江蘇國泰華鼎投資有限公司 (Jiangsu Guotai Huading Investment Company Limited*) (“**Jiangsu Huading**”), being a 22.5% owner of Suzhou Langkun, in relation to the provision of a loan of RMB285,750,000 to Jiangsu Huading (“**Supplemental Agreement to Loan Agreements I**”); and (ii) two loan agreements (“**Loan Agreements II**”) with 江蘇國泰紫金科技發展有限公司 (Jiangsu Guotai Zijin Technology Development Company Limited*) (“**Jiangsu Zijin**”), being a 22.5% owner of Suzhou Langkun, in relation to the provision of loan of RMB285,750,000 to Jiangsu Zijin (“**Supplemental Agreement to Loan Agreements II**”). Pursuant to the supplemental agreements, Suzhou Langkun agreed to adjust certain terms under the Loan Agreements I and Loan Agreements II. Including the loan principal of the loans under each of Loan Agreements I and Loan Agreements II was adjusted to up to RMB327,270,000 for a term extended from 31 December 2018 to 31 December 2021 at an interest rate of 4.35% per annum.

On 16 December 2021, Suzhou Langkun entered into the second supplemental agreement to Loan Agreements I (“**Second Supplemental Agreement to Loan Agreements I**”) with Jiangsu Huading and second supplemental agreement to Loan Agreements II (“**Second Supplemental Agreement to Loan Agreements II**”) with Jiangsu Zijin, pursuant to which Suzhou Langkun agreed to adjust certain terms under the Loan Agreements I, Supplemental Agreement to Loan Agreements I, Loan Agreements II and Supplemental Agreement to Loan Agreements II. The terms contemplated under the Second Supplemental Agreement to Loan Agreements I and Second Supplemental Agreement to Loan Agreements II are identical.

(3) 於二零一八年十二月二十一日，蘇州朗坤置業有限公司（「蘇州朗坤」）就以下各項訂立補充協議：(i) 與江蘇國泰華鼎投資有限公司（「江蘇華鼎」，其於蘇州朗坤擁有22.5%權益）所訂立有關向江蘇華鼎提供貸款人民幣285,750,000元（「該等貸款協議I補充協議」）的兩份貸款協議（「貸款協議I」）；及(ii) 與江蘇國泰紫金科技發展有限公司（「江蘇紫金」，其於蘇州朗坤擁有22.5%權益）所訂立有關向江蘇紫金提供貸款人民幣285,750,000元（「該等貸款協議II補充協議」）的兩份貸款協議（「貸款協議II」）。根據補充協議，蘇州朗坤同意調整貸款協議I及貸款協議II的若干條款，包括將貸款協議I及貸款協議II項下貸款的貸款本金額分別調整為最高人民幣327,270,000元，年期由二零一八年十二月三十一日延長至二零二一年十二月三十一日，年利率為4.35%。

於二零二一年十二月十六日，蘇州朗坤與江蘇華鼎訂立該等貸款協議I第二份補充協議（「該等貸款協議I第二份補充協議」）及與江蘇紫金訂立該等貸款協議II第二份補充協議（「該等貸款協議II第二份補充協議」），據此，蘇州朗坤同意調整該等貸款協議I、該等貸款協議I補充協議、該等貸款協議II及該等貸款協議II補充協議之若干條款。該等貸款協議I第二份補充協議及該等貸款協議II第二份補充協議之條款完全相同。

Suzhou Langkun is owned as to 55% by the Group, and as to 22.5% by each of Jiangsu Huading and Jiangsu Zijin. Therefore, Jiangsu Huading and Jiangsu Zijin are regarded as connected persons of the Company at subsidiary level. The transactions contemplated under the Second Supplemental Agreement to Loan Agreements I and the Second Supplemental Agreement to Loan Agreements II (the “**Transactions**”) constituted connected transactions of the Company under Chapter 14A of the Listing Rules. As the Directors have approved the Transactions and the independent non-executive Directors have confirmed that the terms of the Transactions are fair and reasonable, the Transactions are on normal commercial terms or better and in the interests of the Company and its shareholders as a whole. Therefore, the Transactions are subject to notification and announcement requirements but are exempted from the circular, independent financial advice and shareholders’ approval requirements under Rule 14A.101 of the Listing Rules.

- (4) On 31 May 2022, (i) 上海朗毓商業管理有限公司 (Shanghai Langyu Commercial Management Limited*) (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company; 江蘇國泰華鼎投資有限公司 (Jiangsu Guotai Huading Investment Company Limited*) (“**Jiangsu Huading**”), a 22.5% owner of the Target Company (as defined below); and 蘇州朗坤置業有限公司 (Suzhou Langkun Properties Company Limited*) (the “**Target Company**”), a then indirect non wholly-owned subsidiary of the Company, entered into an equity transfer agreement (“**Equity Transfer Agreement I**”) in relation to the acquisition of 22.5% equity interest in the Target Company (“**Equity Interest I**”); and (ii) the Purchaser and 江蘇國泰紫金科技發展有限公司 (Jiangsu Guotai Zijin Technology Development Company Limited*) (“**Jiangsu Zijin**”), a 22.5% owner of the Target Company, entered into an equity transfer agreement (“**Equity Transfer Agreement II**”) in relation to the acquisition of 22.5% equity interest in the Target Company (“**Equity Interest II**”, together with Equity Interest I, collectively, “**Equity Interests**”).

As each of Jiangsu Huading and Jiangsu Zijin holds 22.5% equity interests in the Target Company and is a substantial shareholder of the Target Company and a connected person of the Company at the subsidiary level under Rule 14A.07(1) of the Listing Rules, the acquisition of the Equity Interests by the Purchaser from Jiangsu Huading and Jiangsu Zijin (the “**Acquisition**”) constitutes a connected transaction of the Company.

蘇州朗坤由本集團擁有55%權益，而江蘇華鼎及江蘇紫金則分別擁有22.5%權益。因此，江蘇華鼎及江蘇紫金被視為附屬公司層面的關連人士。根據上市規則第14A章，該等貸款協議I第二份補充協議及該等貸款協議II第二份補充協議項下擬進行的交易（「該等交易」）構成本公司的關連交易。由於董事已批准該等交易，且獨立非執行董事已確認該等交易的條款屬公平合理，該等交易乃按正常或更佳商業條款進行，符合本公司及其股東整體利益。因此，該等交易須遵守通知及公告的規定，惟可豁免根據上市規則第14A.101條的通函、獨立財務顧問及股東批准的規定。

- (4) 於二零二二年五月三十一日，(i) 上海朗毓商業管理有限公司（本公司的間接全資附屬公司，「買方」、江蘇國泰華鼎投資有限公司（目標公司（如下文所界定）22.5%的股份持有人，「江蘇華鼎」）及蘇州朗坤置業有限公司（彼時為本公司的間接全資附屬公司，「目標公司」）就收購目標公司22.5%的股權（「股權I」）訂立股權轉讓協議（「股權轉讓協議I」），及(ii) 買方與江蘇國泰紫金科技發展有限公司（目標公司22.5%的股份持有人，「江蘇紫金」）就收購目標公司22.5%的股權（「股權II」，與股權I合稱「股權」）訂立股權轉讓協議（「股權轉讓協議II」）。

因江蘇華鼎及江蘇紫金分別持有目標公司22.5%股權，及根據上市規則第14A.07(1)條，其各自為目標公司的主要股東及本公司於附屬公司層面的關連人士，由買方向江蘇華鼎及江蘇紫金收購股權（該「收購」）構成本公司的關連交易。

Pursuant to the Equity Transfer Agreement I, the Purchaser agreed to purchase, and Jiangsu Huading agreed to sell, the Equity Interest I, representing 22.5% of the entire equity interest in the Target Company, for a consideration of RMB41,377,657.50.

Pursuant to the Equity Transfer Agreement II, the Purchaser agreed to purchase, and Jiangsu Zijin agreed to sell, the Equity Interest II, representing 22.5% of the entire equity interest in the Target Company, for a consideration of RMB41,377,657.50.

Upon completion of the Acquisition, the Target Company had become an indirect wholly-owned subsidiary of the Company.

根據股權轉讓協議I，買方同意購買而江蘇華鼎同意出售股權I，相當於目標公司全部股權的22.5%，收購代價為人民幣41,377,657.50元。

根據股權轉讓協議II，買方同意購買而江蘇紫金同意出售股權II，相當於目標公司全部股權的22.5%，收購代價為人民幣41,377,657.50元。

於該收購事項完成後，目標公司已成為本公司的間接全資附屬公司。

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

For the year ended 31 December 2022, the Group has the following non-exempt continuing connected transactions under Chapter 14A of the Listing Rules:

1. Nanjing Xinbeisheng Investment Management Limited (南京鑫貝盛投資管理有限公司) (“**Xinbeisheng**”), a wholly-owned subsidiary of the Company, as landlord and Nanjing Landsea Apartment Commercial Management Limited (南京朗詩寓商業管理有限公司) (“**Nanjing Landsea Apartment**”), a wholly-owned subsidiary of Shanghai Landsea Apartment Industry Development Co., Ltd.* (上海朗詩寓實業發展有限公司), as tenant, entered into the rental agreement (the “**Rental Agreement**”) on 1 February 2017, pursuant to which Xinbeisheng agreed to lease the property at the 11 buildings at Chang Ying Cun, Mai Gao Qiao to Nanjing Landsea Apartment for a term of 15 years from 1 February 2017 to 30 January 2031.

Nanjing Landsea Apartment is a wholly-owned subsidiary of Landsea Group, and therefore a connected person of the Company by virtue of being an associate of Landsea Group.

The rental paid/payable to Nanjing Landsea Apartment under the Tenancy Agreement for the year ended 31 December 2022 was RMB2,688,000 (tax inclusive).

非豁免持續關連交易

截至二零二二年十二月三十一日止年度，本集團曾進行以下上市規則第14A章界定的非豁免持續關連交易：

1. 於二零一七年二月一日，本公司的全資附屬公司南京鑫貝盛投資管理有限公司(「**鑫貝盛**」，作為業主)與上海朗詩寓實業發展有限公司的全資附屬公司南京朗詩寓商業管理有限公司(「**南京朗詩寓**」，作為承租人)訂立租賃協議(「**租賃協議**」)，據此，鑫貝盛同意向南京朗詩寓出租位於邁皋橋長營村之11幢樓宇，自二零一七年二月一日起至二零三一年一月三十日止為期15年。

南京朗詩寓為朗詩集團之全資附屬公司，故因作為朗詩集團的聯繫人而成為本公司的關連人士。

根據租賃協議，於截至二零二二年十二月三十一日止年度已付／應付予南京朗詩寓的租金為人民幣2,688,000元(含稅)。

2. On 28 December 2020, the Company (for itself and on behalf of its subsidiaries) and Nanjing Landsea Property Management Limited* (南京朗詩物業管理有限公司) (“**Nanjing Landsea Property Management**”) (for itself and on behalf of its subsidiaries) entered into the framework agreement (“**New Properties Services and Properties Consulting Agreement**”), pursuant to which Landsea Group and its subsidiaries shall provide property management services and property consulting services to the Group for a fixed term of three years commencing from 1 January 2021 to 31 December 2023 at the respective annual caps of RMB75 million, RMB78 million and RMB82 million.

The services include (i) property management services, including but not limited to, preliminary property management services for property projects prior to their delivery to the property owners, management services for property units and car parking lots which remain unsold and house repairing services; (ii) sales agency services for residential properties, commercial properties and car parking lots of property projects which remain unsold; and (iii) pre-delivery property consultancy and management services, including but not limited to, preliminary planning and design consultancy services and display units managements services.

Nanjing Landsea Property Management is indirectly held as to 49.5% by Mr. Tian, and therefore is a connected person of the Company by virtue of being an associate of Mr. Tian.

The actual transaction amount under the New Properties Services and Properties Consulting Agreement for the year ended 31 December 2022 is approximately RMB36,474,000.

2. 於二零二零年十二月二十八日，本公司(就其本身及代表其附屬公司)與南京朗詩物業管理有限公司(「**南京朗詩物業管理**」)(就其本身及代表其附屬公司)訂立框架協議(「**新物業服務及物業諮詢協議**」)，據此，朗詩集團及其附屬公司將於二零二一年一月一日至二零二三年十二月三十一日之三年固定期間，為本集團提供物業服務及物業諮詢服務，各年度上限分別為人民幣0.75億、人民幣0.78億元及人民幣0.82億元。

有關服務包括(i)物業管理服務，包括但不限於物業項目交付予業主前之初步物業管理服務、仍未售出之物業單位及停車場之管理服務以及房屋維修服務；(ii)仍未售出之住宅物業、商業物業及停車場物業項目之銷售代理服務；及(iii)交付前物業諮詢及管理服務，包括但不限於初步規劃及設計諮詢服務及示範單位管理服務。

南京朗詩物業管理由田先生間接持有49.5%權益，故因作為田先生聯繫人而屬本公司關連人士。

截至二零二二年十二月三十一日止年度，新物業服務及物業諮詢協議項下的實際交易金額約為人民幣36,474,000元。

3. On 28 December 2020, the Company entered into the project management services agreement with Landsea Group (“**2020 Project Management Services Agreement**”), pursuant to which the Group shall provide development and construction management services and sales agency services to Landsea Group and its subsidiaries for a term of three years commencing from 28 December 2020 to 27 December 2023. The respective annual caps are as follows:

Period 期間	Annual cap 年度上限 RMB' million 人民幣百萬元
28 December 2020 to 27 December 2021	85
28 December 2021 to 27 December 2022	85
28 December 2022 to 27 December 2023	85

The actual transaction amount under the 2020 Project Management Services Agreement for the year ended 31 December 2022 is approximately RMB60,154,000.

截至二零二二年十二月三十一日止年度，二零二零年項目管理服務協議項下的實際交易金額約為人民幣60,154,000元。

4. On 28 December 2020, the Company entered into the green architecture technological services agreement (“**2020 Green Architecture Technological Services Agreement**”) with Landleaf Architecture Technology, pursuant to which Landleaf Architecture Technology shall provide green architecture technological services to the Group for a term of three years commencing from 1 January 2021 to 31 December 2023 at the respective annual caps of RMB25 million, RMB28 million and RMB31 million.

3. 於二零二零年十二月二十八日，本公司與朗詩集團訂立項目管理服務協議（「**二零二零年項目管理服務協議**」），據此，本集團將繼續向朗詩集團及其附屬公司提供項目管理服務，自二零二零年十二月二十八日至二零二三年十二月二十七日，為期三年。有關年度上限如下：
4. 於二零二零年十二月二十八日，本公司與朗綠建築科技訂立綠建技術服務協議（「**二零二零年綠建技術服務協議**」），據此，朗綠建築科技將繼續向本集團提供綠建技術服務，自二零二一年一月一日至二零二三年十二月三十一日，為期三年，各年度上限分別為人民幣0.25億元、人民幣0.28億元及人民幣0.31億元。

The actual transaction amount under the 2020 Green Architecture Technological Services Agreement for the year ended 31 December 2022 is approximately RMB27,502,000.

截至二零二二年十二月三十一日止年度，二零二零年綠建技術服務協議項下的實際交易金額約為人民幣27,502,000元。

Connected Parties Relationship

- (i) Landsea Group through its direct and indirect wholly-owned subsidiaries, is interested in 2,365,876,081 Shares, representing approximately 50.1% of the total number of Shares in issue. Mr. Tian, the Chairman and an executive Director of the Company, is beneficially interested in 50% of Landsea Group, Landsea Group is regarded as an associate of Mr. Tian. Landsea Group, being the controlling Shareholder of the Company and an associate of Mr. Tian, is regarded as a connected person of the Company;
- (ii) Nanjing Landsea Property Management is indirectly held as to 49.5% by Mr. Tian. Therefore, Nanjing Landsea Property Management is a connected person of the Company by virtue of being an associate of Mr. Tian; and
- (iii) As Mr. Tian also controls approximately 65.67% of Landleaf Architecture Technology, Landleaf Architecture Technology is regarded as an associate of Mr. Tian. Landleaf Architecture Technology, being an associate of Mr. Tian, is also regarded as a connected person of the Company.

Accordingly, the transactions contemplated under each of (1) the Rental Agreement, (2) the New Properties Services and Properties Consulting Agreement, (3) 2020 Project Management Services Agreement, and (4) 2020 Green Architecture Technological Services Agreement constitute continuing connected transactions of the Company and are subject to the reporting, announcement and annual review requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

關連人士關係

- (i) 朗詩集團透過其直接及間接全資附屬公司，於 2,365,876,081 股股份中擁有權益，相當於已發行股份總數約 50.1%。田先生，為本公司主席及執行董事，實益擁有朗詩集團 50%，因此，朗詩集團被視為田先生之聯繫人。朗詩集團為本公司控股股東及田先生之聯繫人，被視為本公司之關連人士；
- (ii) 南京朗詩物業管理由田先生間接持有 49.5% 權益。因此，由於南京朗詩物業管理為田先生之聯繫人，故屬本公司之關連人士；及
- (iii) 由於田先生亦控制朗綠建築科技約 65.67%，因此，朗綠建築科技被視為田先生之聯繫人。朗綠建築科技作為田先生之聯繫人，亦被視為本公司之關連人士。

因此，(1) 租賃協議、(2) 新物業服務及物業諮詢協議、(3) 二零二零年項目管理服務協議及 (4) 二零二零年綠建技術服務協議項下擬進行的交易構成本公司之持續關連交易，須遵守上市規則第 14A 章的申報、公告及年度審閱規定，但獲豁免遵守獨立股東批准規定。

DIRECTORS' REPORT

董事局報告

The Company has engaged the auditor of the Company to report on the continuing connected transactions of the Group in accordance with Rule 14A.56 of the Listing Rules for the year ended 31 December 2022. Below was set out in the letter from the auditor containing their findings and conclusions of the review in respect of the continuing connected transactions disclosed by the Group in this report.

- (1) nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (2) for the transactions that involve the provision of goods or services by the Group, nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not conducted, in all material respects, in accordance with the pricing policies of the Group;
- (3) nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not carried out, in all material respects, in accordance with the Relevant agreements governing such transactions; and
- (4) with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to the auditor's attention that causes the auditor to believe that the amounts of the disclosed continuing connected transactions have exceeded the annual caps set by the Company.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors of the Company have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- (i) in the ordinary course and usual course of business of the Company;
- (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Company than terms available to or from (as appropriate) independent third parties; and

本公司已聘用本公司之核數師根據上市規則第14A.56條，就本集團截至二零二二年十二月三十一日止年度之持續關連交易作出匯報。以下為核數師函件所載，當中載有就本集團於本報告內所披露的持續關連交易的審查結果及結論。

- (1) 核數師並不知悉任何事項導致核數師相信所披露持續關連交易未經董事局批准；
- (2) 就涉及本集團提供商品或服務之交易而言，核數師並不知悉任何事項導致核數師相信該交易在所有重大方面均未按照本集團定價政策進行；
- (3) 核數師並不知悉任何事項導致核數師相信該交易在所有重大方面均未按照規管有關交易之相關協議進行；及
- (4) 就各持續關連交易總金額而言，核數師並不知悉任何事項導致核數師相信所披露持續關連交易金額已超過本公司設定之年度上限。

根據上市規則第14A.55條，本公司獨立非執行董事已審閱上述持續關連交易確認該等交易：

- (i) 於本公司日常及一般業務過程中訂立；
- (ii) 按一般商業條款訂立，或如沒有足夠的可比較的交易以確定該等交易是否按一般商業條款進行時，則優惠條件不遜於提供給獨立第三方或（如適用）由獨立第三方提供的條款；及

(iii) in accordance with the relevant agreements governing such transactions on terms that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

The Board would like to confirm that the connected transactions and the continuing connected transactions carried out during the year ended 31 December 2022 and as disclosed in this report have complied with the requirements in Chapter 14A of the Listing Rules.

EXEMPTED CONTINUING CONNECTED TRANSACTION

On 22 November 2021, the Company entered into a framework agreement (the “**Exclusive Sales Agency Agreement**”) with Landsea Green Life pursuant to which, the Company agreed to engage Landsea Green Life and its subsidiaries (“**Landsea Green Life Group**”) as the exclusive sales agent to provide property agency services for the properties held by the Group from the date immediately after the fulfilment of all conditions set out in the Exclusive Sales Agency Agreement to 31 December 2023. Pursuant to the Exclusive Sales Agency Agreement, Landsea Green Life Group shall pay the Group Security Deposit (as defined below) for the performance by Landsea Green Life Group of its obligations under the Exclusive Sales Agency Agreement.

Under the Exclusive Sales Agency Agreement, the Group on one hand and the Landsea Green Life Group on the other hand will enter into individual property agency agreements under which it will be agreed on certain pre-determined minimum prices for the properties held the Group for sale by the Landsea Green Life Group as the exclusive sales agent and Landsea Green Life Group shall not sell the relevant properties at less than the relevant pre-determined minimum prices. Landsea Green Life Group shall, within fifteen (15) business days of the execution of the relevant individual property agency agreement, pay the Group a refundable security deposit (“**Security Deposit**”) equal to the pre-determined minimum prices for the properties subject to the relevant individual property agency agreement. The proposed annual caps for the aggregate Security Deposit paid by Landsea Green Life Group under the Exclusive Sales Agency Agreement for the year ended 31 December 2021 and for the two years ending 31 December 2022 and 2023 are RMB4 million, RMB6 million and RMB3 million respectively.

(iii) 按監管該等交易的相關協議訂立，條款屬公平合理，並符合本公司股東之整體利益。

董事局謹此確認截至二零二二年十二月三十一日止年度所進行的關連交易及持續關連交易以及本報告所披露者已遵守上市規則第14A章所載規定。

獲豁免持續關連交易

於二零二一年十一月二十二日，本公司與朗詩綠色生活訂立獨家銷售代理協議（「**獨家銷售代理協議**」），據此，本公司同意聘請朗詩綠色生活及其附屬公司（「**朗詩綠色生活集團**」）作為獨家銷售代理，於緊隨獨家銷售代理協議所載一切條件達成當日後第一日至二零二三年十二月三十一日期間，為本集團持有的物業提供物業代理服務。根據獨家銷售代理協議，朗詩綠色生活集團須就朗詩綠色生活集團履行獨家銷售代理協議項下的義務，向本集團支付若干保證金（定義見下文）。

根據獨家銷售代理協議，本集團作為一方與朗詩綠色生活集團作為對方將簽訂獨立物業代理協議，據此協定就本集團持有供朗詩綠色生活集團以獨家銷售代理身分出售的物業涉及的若干預定最低價格，而朗詩綠色生活集團不得按低於相關預定最低價格的價格出售相關物業。朗詩綠色生活集團應在相關獨立物業代理協議簽立當日起計十五(15)個營業日內，向本集團支付可退還保證金（「**保證金**」），有關金額相等於受有關獨立物業代理協議規限物業的預定最低價格。截至二零二一年十二月三十一日止年度以及截至二零二二年及二零二三年十二月三十一日止兩個年度，朗詩綠色生活集團根據獨家銷售代理協議支付的保證金總額的建議年度上限分別為人民幣0.04億元、人民幣0.06億元及人民幣0.03億元。

DIRECTORS' REPORT

董事局報告

The Exclusive Sales Agency Agreement was approved by the independent shareholders of Landsea Green Life at its extraordinary general meeting held on 31 December 2021.

No Security Deposit received under the Exclusive Sales Agency Agreement for the year ended 31 December 2022.

As at 31 December 2022, Landsea Green Life is indirectly held as to 40.20% by Mr. Tian. The Security Deposit constitute continuing connected transaction of receiving financial assistance from a connected person under Rule 14A.24(4) but is exempted from the notification, annual review, announcement, circular and independent shareholders' approval requirements under Rule 14A.90.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's purchased from the five largest suppliers accounted for approximately 16.17% of the Group's total purchases and purchased from the largest supplier included therein accounted for approximately 5.25% of the Group's total purchases.

During the year, the Group's revenue from the five largest customers accounted for approximately 1.2% of the Group's total revenue and revenue from the largest customer included therein accounted for approximately 0.4% of the Group's total revenue.

Save as disclosed above, none of the Directors of the Company, their close associates, nor any shareholder which to the best knowledge of the Directors owns more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and suppliers.

獨家銷售代理協議經朗詩綠色生活獨立股東於二零二一年十二月三十一日舉行的臨時股東大會上批准。

截至二零二二年十二月三十一日止年度，並無根據獨家銷售代理協議收取保證金。

於二零二二年十二月三十一日，朗詩綠色生活由田先生間接持有40.20%。保證金構成上市規則第14A.24(4)條項下有關向關連人士收取財務資助的持續關連交易，惟獲豁免遵守上市規則第14A.90條項下的通知、年度審閱、公告、通函及獨立股東批准規定。

主要客戶及供應商

於本年度，本集團向五大供應商之採購佔本集團總採購額約16.17%，當中包括向最大供應商之採購，佔本集團總採購額約5.25%。

於本年度，本集團來自五大客戶之收入佔本集團總收入約1.2%，當中包括來自最大客戶之收入，佔本集團總收入約0.4%。

除上文所披露者外，本公司董事、彼等之緊密聯繫人或據董事所深知擁有本公司已發行股本超過5%之股東，概無於本集團五大客戶及供應商當中擁有任何實益權益。

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

On 30 September 2022, the Company commenced an exchange offer (the “**Exchange Offer**”) for the outstanding principal amount of USD169,400,000 10.75% senior notes issued by the Company due 20 October 2022 (the “**Notes Due 2022**”). The Company had also repurchased the Notes Due 2022 in the aggregate principal amount of US\$30,600,000, representing 15.3% of the aggregate principal amount of the Notes Due 2022 originally issued prior to commencement of the Exchange Offer. As of the extended exchange expiration deadline, Notes Due 2022 amounting to USD132,216,000 (representing approximately 78.05% of aggregate principal amount of outstanding Notes Due 2022) were validly tendered for exchange and accepted pursuant to the Exchange Offer.

Pursuant to the Exchange Offer, on 20 October 2022, the Notes Due 2022 in an aggregate principal amount of US\$132,216,000 were cancelled, and the Company issued USD118,994,400 in aggregate principal amount of new U.S. dollar denominated senior notes due 20 October 2024 with an annual interest rate of 10.75%. Further details of the aforesaid Exchange Offer are disclosed in the announcements of the Company dated 30 September, 19 October 2022 and 21 October 2022.

Save as disclosed above, the Company or any of its subsidiaries (other than the trust of the share award scheme adopted on 2 July 2014) did not purchase, sell or redeem any of the Company's listed securities during the year ended 31 December 2022.

PRE-EMPTIVE RIGHTS

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

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance when the Directors' Report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance.

購入、出售或贖回本公司上市證券

於二零二二年九月三十日，本公司對二零二二年十月二十日到期的剩餘本金為169,400,000美元的10.75厘優先票據（「二零二二年到期票據」）發起交換要約（「交換要約」）。於交換要約開始前，本公司已經回購了本金總額為30,600,000美元的二零二二年到期票據，佔二零二二年到期票據本金總額的15.3%。截至延長交換屆滿期限，總計132,216,000美元的二零二二年到期票據（佔二零二二年到期票據尚未償付本金總額約78.05%）已根據交換要約有效提交以作交換並獲接納。

根據交換要約，於二零二二年十月二十日，總計本金為132,216,000美元的二零二二年到期票據已註銷，同時，本公司已於二零二二年十月二十日發行將於二零二四年十月二十日到期的118,994,400美元的新票據，按年利率10.75厘計息。有關上述所提之交換要約的進一步詳情披露於本公司日期為二零二二年九月三十日、十月十九日及二零二二年十月二十一日的公告。

除上文所披露外，本公司或其任何附屬公司（於二零一四年七月二日採納的股份獎勵計劃之信託除外）於截至二零二二年十二月三十一日止年度內概無購買、出售或贖回任何本公司之上市證券。

優先購買權

本公司之細則或百慕達法例概無有關優先購買權之規定，故本公司毋須按比例向現有股東發售新股。

獲准許彌償條文

本公司已就其董事及高級管理層可能面對進行企業活動所產生之法律訴訟，為董事及行政人員之職責作適當之投保安排。基於董事利益之獲准許彌償條文乃根據公司條例第470條規定於董事編製之董事局報告根據公司條例第391(1)(a)條獲通過時生效。

SUFFICIENT OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained a sufficient public float throughout the year ended 31 December 2022.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares. Intending holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasized that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares.

AUDITOR

The Company has not changed its external auditor during the past three years.

A resolution will be submitted to the 2023 AGM for the re-appointment of PricewaterhouseCoopers as auditor of the Company.

On behalf of the Board

Landsea Green Management Limited

Huang Zheng

Director

Hong Kong, 31 March 2023

足夠公眾持股量

根據本公司可供公眾查閱資料及就董事於本報告日期所知悉，截至二零二二年十二月三十一日止年度，本公司一直維持足夠公眾持股量。

稅務寬免

本公司並不知悉股東因其所持股份而獲得任何稅務寬免。本公司股份之準持有人及投資者如對認購、購買、持有、出售或買賣股份之稅務影響(包括稅務寬免)有任何疑問，務請諮詢其專業顧問。謹此強調，本公司或其董事或高級人員將一概不會就本公司股份持有人因認購、購買、持有、出售或買賣本公司股份而產生之稅務影響或承擔之責任向彼等負責。

核數師

本公司於過往三年概無更換外部核數師。

於二零二三年股東週年大會上將會提呈決議案續聘羅兵咸永道會計師事務所為本公司核數師。

代表董事局

朗詩綠色管理有限公司

黃征

董事

香港，二零二三年三月三十一日

Independent Auditor's Report

獨立核數師報告

To the Shareholders of Landsea Green Management Limited
(incorporated in Bermuda with limited liability)

致朗詩綠色管理有限公司股東
(於百慕達註冊成立之有限公司)

OPINION WHAT WE HAVE AUDITED

The consolidated financial statements of Landsea Green Management Limited (formerly known as “Landsea Green Properties Co., Ltd.”, the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 134 to 345, comprise:

- the consolidated balance sheet as at 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

OUR OPINION

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.

意見 我們已審計的內容

朗詩綠色管理有限公司(前稱「朗詩綠色地產有限公司」, 以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第134至345頁的綜合財務報表, 包括:

- 於二零二二年十二月三十一日的綜合資產負債表;
- 截至該日止年度的綜合全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表; 及
- 綜合財務報表附註, 包括主要會計政策及其他解釋資料。

我們的意見

我們認為, 該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的《香港財務報告準則》(「**香港財務報告準則**」)真實而中肯地反映了 貴集團於二零二二年十二月三十一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, 並已遵照香港《公司條例》的披露規定妥為擬備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSA**s”) 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENCE

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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2.1(c) to the consolidated financial statements, which indicates that as at 31 December 2022, excluding those balances of Landsea Homes Corporation (“Landsea Homes”, the Company’s listed subsidiary), the Group’s current liabilities exceeded its current assets by RMB3,698.85 million and the Group’s current borrowings amounted to RMB1,488.90 million while its cash and cash equivalents was RMB391.00 million only. On the same date and up to the date of approval of the consolidated financial statements, the Group was in default of a senior note (the “Defaulted Senior Note”) with principal amount of USD36.97 million (equivalent to RMB254.05 million) because of non-payment at its due date. Subsequent to 31 December 2022, the Company received a letter formally demanding the Group to settle principal and interest with total amount of US\$3.70 million (equivalent to RMB25.43 million) under the Defaulted Senior Note or otherwise a winding-up petition may be presented to the court. In addition, the Company incurred a net loss of RMB2,453.75 million and net operating cash outflow of RMB484.92 million for the year ended 31 December 2022. These events or conditions, along with other matters as set forth in note 2.1(c) to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》（「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

與持續經營有關的重大不確定性

我們籲請關注綜合財務報表附註2.1(c)，於二零二二年十二月三十一日，除 貴公司上市附屬公司 Landsea Homes Corporation（「Landsea Homes」）的該等結餘外， 貴集團的流動負債超出其流動資產人民幣36.9885億元， 貴集團的流動借款為人民幣14.8890億元，而其現金及現金等價物僅為人民幣3.9100億元。於同日及截至批准綜合財務報表日期， 貴集團未能於到期日付款而拖欠本金36.97百萬美元（相當於人民幣2.5405億元）的優先票據（「違約優先票據」）。於二零二二年十二月三十一日後，本公司接獲一封函件，正式要求本集團償付違約優先票據項下的本金及利息總額3.70百萬美元（相當於人民幣25.43百萬元），否則可能向法院提出清盤呈請。此外，截至二零二二年十二月三十一日止年度， 貴公司產生虧損淨額人民幣24.5375億元及經營現金流出淨額人民幣4.8492億元。該等事件或情況連同其他事項（如綜合財務報表附註2.1(c)所載），表明存在重大不確定性，其可能會對 貴集團持續經營的能力構成重大疑慮。我們的意見未有就此事項作出修訂。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

The key audit matters identified in our audit are summarised as follows:

- Classification of Subsidiary, Joint Venture and Associate;
- Impairment assessment of contract assets and financial assets at amortized cost;
- Assessment of net realizable value of properties under development and properties held for sale.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期間綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。除與持續經營有關的重大不確定性部分所述事項外，我們確定以下事項為需要在報告中溝通的關鍵審計事項。

我們在審計中識別的關鍵審計事項概述如下：

- 附屬公司、合營企業及聯營公司的分類；
- 合約資產及按攤銷成本計量的金融資產的減值評估；
- 開發中物業及持作銷售物業的可變現淨值評估。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審計事項

Classification of Subsidiary, Joint Venture and Associate

附屬公司、合營企業及聯營公司的分類

Refer to note 4(a) (Classification of subsidiary, joint venture and associate), note 17 (Interests in associates), note 18 (Interests in joint ventures) and note 40 (Acquisition of subsidiaries) of the consolidated financial statements.

請參閱綜合財務報表附註4(a)(附屬公司、合營企業及聯營公司的分類)、附註17(於聯營公司的權益)、附註18(於合營企業的權益)及附註40(收購附屬公司)。

The Group invests in certain properties projects with various other parties under various arrangements. According to the terms of these arrangements, the Group classifies the investments into subsidiary, joint venture or associate. As of 31 December 2022, the Group had interests in associates and interests in joint ventures with carrying amount of RMB1,186.69 million and RMB2,194.26 million, respectively. At the same time, the Group had non-wholly owned subsidiaries with total non-controlling interest of RMB1,976.50 million.

貴集團根據各項安排與不同其他各方投資若干物業項目。根據該等安排的條款，貴集團將該等投資分類為附屬公司、合營企業或聯營公司。截至二零二二年十二月三十一日，貴集團於聯營公司及合營企業權益，賬面值分別為人民幣1,186.69百萬元及人民幣2,194.26百萬元。同時，貴集團擁有非全資附屬公司，其非控制性權益總額為人民幣1,976.50百萬元。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We understood, evaluated and tested the relevant control over the Group's classification of subsidiary, joint venture and associate.

我們了解、評估及檢驗貴集團附屬公司、合營企業及聯營公司的分類所用相關控制因素。

For material investments, individually or in aggregate, we challenged management's assessment and performed the following audit procedures:

就重大投資(個別或合計)而言，我們質疑管理層的評估，並進行以下審計程序：

We examined the legal documents associated with the investments that the Group made during the period, to determine the key terms, including rights of the investors, terms of shareholders' agreements, dispute resolution provisions, termination provisions, governance structures and profit-sharing arrangements, and assessed these key terms against the classification criteria.

我們審查與貴集團期內所作投資有關的法律文件，以釐定關鍵條款，包括投資者的權利、股東協議的條款、爭議解決條文、終止條文、管治架構及利潤分成安排，然後基於分類準則評估該等關鍵條款。

When there have been subsequent changes to the shareholders' existing agreements or governance structures, we assessed whether these changes would impact the initial assessments by management.

在股東現有協議或管治結構出現後續變動時，我們評估該等變動是否影響了管理層的初步評估。

Key Audit Matter
關鍵審計事項

The classification and change of classification of the Group's investment involves significant judgement in determining the levels of control and influence based on a number of criteria. The classification has significant impact on the Group's consolidated statements of comprehensive income and consolidated balance sheet due to their effect on consolidation scope.

貴集團投資以按多項準則釐定不同層次的控制權及影響力進行分類及分類變動涉及重要判斷。分類因其在綜合範圍的影響使然，其對 貴集團的綜合全面收益表及綜合資產負債表有重大影響。

We, therefore, consider classification of subsidiary, joint venture and associate a Key Audit Matter.

因此，我們認為附屬公司、合營企業及聯營公司的分類屬關鍵審計事項。

How our audit addressed the Key Audit Matter
我們的審計如何處理關鍵審計事項

We sought for written confirmations or communicated verbally with the contract parties, on a sample basis, to confirm the contract clauses and completeness of contracts and agreements we obtained and whether there are any subsequent supplementary contracts and agreements or amendments.

我們通過抽樣書面確認或與訂約方口頭溝通，尋求確認我們取得的合約及協議的條款及完整性，以及是否有後續補充合約及協議或修訂。

We assessed whether the considerations paid for acquisitions or received from disposals of investments represent the fair market value in an arm's length transactions when there was acquisition or disposal.

我們評估了於收購投資時支付或出售投資時收取的代價是否代表於收購或出售的公平交易中的公平市價。

We evaluated the adequacy of the Group's disclosures in respect of the classification and carrying values of subsidiary, joint venture, and associate against the accounting standards adopted by the Group.

我們評估了 貴集團對附屬公司、合營企業及聯營公司的分類及其賬面值的披露依據以及 貴集團採納的會計準則是否充分。

Based on the procedures performed, we consider the judgements made by management regarding the classification of subsidiary, joint venture and associate were supported by the evidences we obtained.

根據所執行情序，我們認為管理層對附屬公司、合營企業及聯營公司的分類的判斷得到我們所取得憑證的支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of contract assets and financial assets at amortized cost

合約資產及按攤銷成本計量的金融資產的減值評估

Refer to note 3.1(b) (Credit risk), note 5.2 (Assets and liabilities related to contracts with customers) and note 27 (Trade and other receivables, prepayments and deposits) of the consolidated financial statements.

請參閱綜合財務報表附註3.1(b) (信貸風險)、附註5.2 (與客戶合約有關的資產及負債)及附註27 (應收賬款及其他應收款、預付款及按金)。

As at 31 December 2022, net book value of the Group's contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits was RMB278.70 million and RMB3,183.82 million respectively. For the year ended 31 December 2022, the Group recognized net impairment losses of RMB479.22 million against contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits.

於二零二二年十二月三十一日，貴集團計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產分別為人民幣2.787億元及人民幣31.8382億元。截至二零二二年十二月三十一日止年度，貴集團就計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產確認減值虧損淨值人民幣4.7922億元。

To measure the expected credit loss, contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits have been grouped based on shared credit risk characteristics and ageing profiles. The expected credit loss is estimated based on historical data, including the past settlement profile and incurred credit loss in observed period, with adjustment to reflect forward looking factors.

為計量預期信用損失，計入應收賬款及其他應收款項、預付款項及按金合約資產及按攤銷成本計量的金融資產已根據共同的信貸風險特徵及賬齡情況進行分類。預期信用損失根據歷史數據估計，包括過往結算情況及觀察期內產生的信貸虧損，並進行調整以反映前瞻性因素。

We obtained an understanding of the management's internal control and assessment process of impairment assessment of contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.

我們瞭解管理層對計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產減值評估的內部控制及評估過程，並透過考慮估計不確定性程度及其他固有風險因素的水平，例如複雜程度、主觀性、變動及容易受到管理偏見或欺詐的影響，評估重大錯誤陳述的固有風險。

We evaluated the outcome of prior period assessment of impairment provision against contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits to assess the effectiveness of management's estimation process.

我們評估過往期間計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產的減值撥備的評估結果，以評估管理層估計過程的成效。

We evaluated and tested the controls over the Group's assessment of impairment provision for contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits.

我們評估及測試貴集團對計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產的減值撥備評估的控制。

We agreed historical data, including past settlement profile, incurred credit loss, on a sample basis, to the accounting and operating records of the Group.

我們以抽樣的方式，核對歷史數據，包括過往結算情況、已產生信用損失與貴集團的會計及經營記錄一致。

Key Audit Matter

關鍵審計事項

For contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits with objective evidence of impairment, the Group assessed the credit risk and the expected credit loss by considering the nature of transactions, relationship with the debtors and their financial position, etc. on an individual by individual basis.

就具有客觀減值證據的計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產而言，貴集團透過考慮交易性質、與債務人的關係及其財務狀況等因素，個別評估信用風險及預期信用損失。

We consider impairment assessment of contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits a key audit matter because the estimation of the impairment provision is subject to high degree of estimation uncertainty. The inherent risk in relation to the impairment assessment of contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits is considered significant due to the complexity of the models, subjectivity of significant assumptions used, and significant judgements involved in selecting data.

我們認為計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產的減值評估為關鍵審計事項，原因為減值撥備的估計存在高度不確定性。由於模型的複雜程度、所使用重大假設的主觀性及選擇數據時涉及合約資產及按攤銷成本計量的金融資產重大判斷，我們認為計入應收賬款、其他應收款項、預付款項及按金的減值評估存在重大的固有風險。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We assessed the economic indicators selected by management in determining forward looking factors based on our understanding of the relevant industry and with reference to external data source.

我們根據對相關行業的瞭解，並參考外部數據來源，評估管理層在確定前瞻性因素時選擇的經濟指標。

We assessed the key assumptions and data used in management's estimate of expected credit loss by agreeing information to relevant supporting documents and comparing with relevant data of companies in the same industry for individually assessed trade receivables, contract assets and other receivables, on a sample basis.

我們通過抽樣核對有關資料與相關證明文件一致，並將同一行業公司的相關數據與個別評估的應收賬款、合約資產及其他應收款項資產進行比較的方式評估管理層估計預期信用損失所採用主要假設及數據。

We tested, on a sample basis, the ageing profile of contract assets and financial assets at amortized cost included in trade and other receivables, prepayments and deposits.

我們抽樣測試計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產的賬齡情況。

We tested the mathematical accuracy of the calculation of impairment provision of trade receivables, contract assets and other receivables.

我們測試計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產減值撥備計算的算術準確性。

Based on the procedures performed, we consider the estimate used in the assessment of impairment provision of contract assets and financial assets at amortized cost included in trade and other receivables, prepayment and deposits were supported by the evidences we obtained.

根據所執行情序，我們認為評估計入應收賬款及其他應收款項、預付款項及按金的合約資產及按攤銷成本計量的金融資產的減值撥備使用的估計得到我們所取得憑證的支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Assessment of net realizable value of properties under development and properties held for sale

開發中物業及持作銷售物業的可變現淨值評估

Refer to note 4(c) (Critical accounting estimates and judgements for net realizable value of properties under development and held for sale), note 25 (Properties under development), note 23 (Properties held for sale), note 17 (Interests in associates), note 18 (Interests in joint ventures) and note 9 (Expenses by nature) to the consolidated financial statements.

請參閱綜合財務報表附註4(c)（開發中物業及持作銷售物業的可變現淨值的關鍵會計估計及判斷）、附註25（開發中物業）、附註23（持作銷售物業）、附註17（於聯營公司的權益）、附註18（於合營企業的權益）及附註9（按性質分類的費用）。

Properties under development (“PUD”) and properties held for sale (“PHS”) held by the Group’s subsidiaries, joint ventures (“JV”) and associates are stated at the lower of cost and net realizable value (“NRV”).

由 貴集團附屬公司、合營企業（「合營企業」）及聯營公司持有的開發中物業（「開發中物業」）及持作銷售物業（「持作銷售物業」）按成本及可變現淨值（「可變現淨值」）孰低計量。

As at 31 December 2022, the net carrying amount of the Group’s PUD and PHS amounted to RMB8,959.23 million and RMB699.33 million respectively and total provisions for decline in the value of PUD and PHS of RMB777.81 million were recognized in the consolidated statement of comprehensive income of the Group for the year ended 31 December 2022.

於二零二二年十二月三十一日，貴集團開發中物業及持作銷售物業的賬面淨值分別為人民幣89.5923億元及人民幣6.9933億元，因開發中物業及持作銷售物業的價值下降撥備總額為人民幣7.7781億元，於 貴集團於截至二零二二年十二月三十一日止年度的綜合全面收益表確認。

We obtained an understanding of management’s internal control and assessment process of NRV of PUD and PHS and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty, complexity, subjectivity and other inherent risk factors.

我們了解管理層對開發中物業及持作銷售物業的可變現淨值的內部控制及評估過程，並通過考慮估計不確定性程度、複雜性、主觀性及其他內在風險因素，評估重大錯誤陳述的內在風險。

We evaluated the outcome of prior period assessment of NRV of PUD and PHS, on a sample basis, to consider the accuracy of management’s historical assessment.

我們抽樣評估開發中物業及持作銷售物業可變現淨值的前期評估結果，以考慮管理層的過往評估的準確性。

We assessed the independence and competence of the external valuer which issued valuation report.

我們已評估出具估值報告的外部估值師的獨立性及能力。

We assessed NRV assessment methodology adopted by management and the external valuers based on our knowledge of the Group and real estate industry experience.

我們根據對 貴集團的了解及房地產行業經驗，評估管理層及外部估值師所採納的可變現淨值評估方法。

Key Audit Matter

關鍵審計事項

As of 31 December 2022, the carrying amount of Group's interests in joint ventures and associates were RMB2,194.26 million and RMB1,186.69 million, respectively, and the Group recognized share of net loss of JVs of RMB303.77 million and share of net profit of associates of RMB31.51 million respectively for the year ended 31 December 2022. The total provisions made against PUD and PHS held by the Group's JVs and associates during the year were significant to the JVs' and associates' profits/losses and their net results attributable to the Group.

於二零二二年十二月三十一日，貴集團於合營企業及聯營公司的權益賬面值分別為人民幣21.9426億元及人民幣11.8669億元，而貴集團於截至二零二二年十二月三十一日止年度分別確認應佔合營企業虧損淨額人民幣3.0377億元及應佔聯營公司純利人民幣31.51百萬元。年內，貴集團合營企業及聯營公司持有的開發中物業及持作銷售物業作出的撥備總額對合營企業及聯營公司的溢利／虧損及他們歸屬於貴集團的業績淨額屬重大。

Management involved independent external valuers for the assessment of certain PUD held by the Group's subsidiaries, JVs and associates.

管理層委聘獨立外聘估值師對由貴集團附屬公司、合營企業及聯營公司持有的若干經開發中物業進行評估。

We consider assessment of NRV of PUD and PHS held by the Group's subsidiaries, JVs and associates a key audit matter because it involved critical accounting estimates on future selling prices, estimated costs of completion and costs necessary to make the sale, and the judgements and estimates are subject to high degree of estimation uncertainty. 我們視由貴集團附屬公司、合營企業及聯營公司所持有開發中物業及持作銷售物業的可變現淨值評估為關鍵審計事項，乃由於其涉及對未來售價、估計完工成本及進行銷售所需成本的關鍵會計估計及判斷及估計存在高度估計不確定性。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

We assessed the appropriateness of the estimated future selling prices of PUD and PHS, on a sample basis, by comparing them to recent transaction prices of similar properties in the same project or relevant locations, and based on our knowledge of the property markets of the relevant locations.

我們評估開發中物業及持作銷售物業的估計未來售價的適當性，方法是通過抽樣的方式將其與相同項目或相關位置的類似物業的近期交易價格進行比較，並基於我們對相關位置的物業市場的了解。

We conducted site visits to PUD, on a sample basis, to observe the development progress.

我們抽樣對開發中物業進行實地視察，以觀察開發進度。

We evaluated the reasonableness of the estimated future costs to completion of the PUD and costs necessary to make the sale, based on the actual development costs and selling expenses incurred and the completion status of the properties, taking into account the latest development budgets provided by management, the current market data and the past history of the similar projects.

我們根據實際產生的開發成本及銷售費用以及物業完工情況，並考慮到管理層提供的最新開發預算、目前市場數據及類似項目的過往歷史，評估開發中物業的估計未來完工成本及銷售所需成本的合理性。

Based on the procedures performed, we consider management's estimates applied in estimating the NRV of PUD and PHS held by the Group's subsidiaries, JVs and associates were supported by the evidence we obtained.

根據所執程序，我們認為管理層於估計由貴集團附屬公司、合營企業及聯營公司所持有開發中物業及持作銷售物業的可變現淨值時所用的估計得到我們所取得憑證的支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in Landsea Green Management Limited 2022 Annual Report (the “**annual report**”) other than the consolidated financial statements and our auditor’s report thereon. We have obtained some of the other information including the chairman’s statement and management discussion and analysis prior to the date of this auditor’s report. The remaining other information, including the corporate information, major events and accolades of Landsea Green Management Limited in 2022, biographical details of directors and senior management, corporate governance report, directors’ report and the other sections to be included in the annual report, is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor’s report, 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.

When we read the remaining other information to be included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to Audit Committee and take appropriate action considering our legal rights and obligations.

其他信息

貴公司董事須對其他信息負責。其他信息包括所有包含在朗詩綠色管理有限公司二零二二年年報(「年報」)除綜合財務報表及我們的核數師報告外的信息。我們在本核數師報告日前已取得部分其他信息，包括主席報告以及管理層討論及分析。剩餘的其他信息包括朗詩綠色管理有限公司二零二二年的公司資料、大事記與榮譽、董事及高級管理人員簡介、企業管治報告、董事局報告及將包括在年報內的其他部分，將預期會在本核數師報告日後取得。

我們對綜合財務報表的意見並不涵蓋其他信息，我們既不也將不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀上述的其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們對在本核數師報告日前取得的其他信息所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們閱讀該等將包括在年報內餘下的其他信息後，如果我們認為其中存在重大錯誤陳述，我們需要將有關事項與審核委員會溝通，並考慮我們的法律權利和義務後採取適當行動。

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE 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 the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda 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.

董事及審核委員會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》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何法律責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，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披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 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中肯反映相關交易和事項。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Esmond S. C. Kwan.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 31 March 2023

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

出具本獨立核數師報告的審計項目合夥人是關瑞翔。

羅兵咸永道會計師事務所
執業會計師

香港，二零二三年三月三十一日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度		
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元	
	Note 附註			
Revenue	收入	5	14,018,521	8,076,070
Cost of sales and services	銷售及服務成本	9	(12,664,689)	(6,406,403)
Gross profit	毛利		1,353,832	1,669,667
Other income	其他收益	7	28,181	103,209
Selling expenses	銷售費用	9	(694,776)	(485,646)
Administrative expenses	行政費用	9	(893,237)	(1,283,155)
Net impairment losses on financial and contract assets	金融及合約資產減值虧損淨額	3.1(b)	(479,215)	(275,028)
Fair value losses — net	公允價值虧損淨額	10	(60,110)	(5,632)
Other losses — net	其他虧損淨額	8	(342,522)	(93,215)
Operating loss	經營虧損		(1,087,847)	(369,800)
Finance income	財務收入	11	4,849	18,227
Finance costs	財務費用	11	(391,166)	(253,943)
Finance costs — net	財務費用淨額	11	(386,317)	(235,716)
Share of net profit of associates	應佔聯營公司淨溢利	17	31,507	31,482
Share of net (loss)/profit of joint ventures	應佔合營企業淨(虧損)/溢利	18	(303,767)	67,124
Loss before income tax	除所得稅前虧損		(1,746,424)	(506,910)
Income tax expenses	所得稅費用	12	(707,328)	(189,281)
Loss for the year	年度虧損		(2,453,752)	(696,191)

CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME
綜合全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
		Note 附註	
Other comprehensive income	其他全面收益		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
— Exchange difference on translation of foreign operations	— 換算海外業務產生的匯兌差額	454	84,135
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目：</i>		
— Exchange difference on translation of foreign operations attributable to the Company	— 歸屬於本公司的換算海外業務產生的匯兌差額	(93,577)	23,675
— Exchange difference on translation of foreign operations attributable to non-controlling interests	— 歸屬於非控制性權益的換算海外業務產生的匯兌差額	128,226	(25,889)
— Revaluation gain on the property transferring from property, plant and equipment to investment properties	— 自不動產、工廠及設備轉移至投資性物業的物業重估利得	-	1,289
Other comprehensive income for the year, net of tax	年度其他全面收益，扣除稅項	35,103	83,210
Total comprehensive loss for the year	年度全面虧損總額	(2,418,649)	(612,981)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
		Note 附註	
(Loss)/profit for the year attributable to: 年度(虧損)/利潤歸屬於：			
— The shareholders of the Company	— 本公司股東		(777,504)
— Non-controlling interests	— 非控制性權益		81,313
			<u>(2,453,752)</u>
			<u>(696,191)</u>
Total comprehensive (loss)/profit for the year attributable to:			
— The shareholders of the Company	— 本公司股東		(668,405)
— Non-controlling interests	— 非控制性權益		55,424
			<u>(2,418,649)</u>
			<u>(612,981)</u>
Loss per share attributable to the shareholders of the Company for the year (expressed in RMB per share)			
歸屬於本公司股東的年度每股虧損 (以每股人民幣列示)			
Basic loss per share	每股基本虧損		RMB人民幣元
		13	<u>(0.169)</u>
Diluted loss per share	每股稀釋虧損		RMB人民幣元
		13	<u>(0.169)</u>

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收益表應與隨附附註一併閱讀。

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2022 於二零二二年十二月三十一日

			31 December 2022	31 December 2021
			二零二二年 十二月三十一日	二零二一年 十二月三十一日
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Investment properties	投資性物業	19	332,500	687,500
Property, plant and equipment	不動產、工廠及設備	20	186,319	201,044
Right-of-use assets	使用權資產	21	113,414	89,085
Interests in associates	於聯營公司的權益	17	1,186,685	1,263,464
Interests in joint ventures	於合營企業的權益	18	2,194,260	2,538,674
Trade and other receivables, prepayments and deposits	應收賬款及其他應收款、 預付款及按金	27	34,164	280,690
Deferred income tax assets	遞延所得稅資產	33	283,051	709,043
Goodwill	商譽	22	478,041	155,928
			4,808,434	5,925,428
Current assets	流動資產			
Properties held for sale	持作銷售物業	23	699,332	479,426
Properties under development	開發中房地產	25	8,959,234	11,402,110
Inventories	庫存	24	30,059	32,320
Contract assets	合約資產	5.2	278,697	318,822
Trade and other receivables, prepayments and deposits	應收賬款及其他應收款、 預付款項及按金	27	3,891,475	5,440,451
Financial assets at fair value through profit or loss	按公允值計入損益的 金融資產	28	-	63,747
Restricted cash	受限制現金	29	67,505	189,739
Cash and cash equivalents	現金及現金等價物	29	1,252,056	4,031,310
			15,178,358	21,957,925
Total assets	資產總值		19,986,792	27,883,353

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2022 於二零二二年十二月三十一日

			31 December 2022	31 December 2021
			二零二二年 十二月三十一日	二零二一年 十二月三十一日
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Trade and other payables	應付賬款及其他應付款	30	338,389	251,004
Financial liabilities at fair value through profit or loss	按公允價值計入損益的金融負債	31	10,272	50,103
Advance from lessees	來自承租人的墊款	42	-	23,106
Lease liabilities	租賃負債	21	84,112	56,417
Borrowings	借款	32	5,836,754	4,650,617
Deferred income tax liabilities	遞延所得稅負債	33	191,015	186,855
			6,460,542	5,218,102
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	30	8,231,904	8,565,304
Financial liabilities at fair value through profit or loss	按公允價值計入損益的金融負債	31	315,931	-
Advance from lessees	來自承租人的墊款	42	-	2,692
Contract liabilities	合約負債	5.2	201,268	4,029,269
Lease liabilities	租賃負債	21	36,659	37,555
Borrowings	借款	32	1,494,321	3,839,002
Current income tax liabilities	即期所得稅負債		552,809	610,167
			10,832,892	17,083,989
Total liabilities	負債總額		17,293,434	22,302,091

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2022 於二零二二年十二月三十一日

		Note	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
		附註		
EQUITY	權益			
Capital and reserves attributable to the shareholders of the Company	歸屬於本公司股東的資本及儲備			
Share capital	股本	34	38,702	38,702
Reserves	儲備	36	678,158	3,885,805
			716,860	3,924,507
Non-controlling interests	非控制性權益	37	1,976,498	1,656,755
Total equity	權益總額		2,693,358	5,581,262
Total liabilities and equity	負債及權益總額		19,986,792	27,883,353

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述綜合資產負債表應與隨附附註一併閱讀。

The financial statements on pages 134 to 345 were approved by the board of directors on 31 March 2023 and were signed on its behalf.

第134至345頁所載的財務報表已於二零二三年三月三十一日經董事局批准，並由以下人士代表簽署。

Ting Ming

田明

Director

董事

Huang Zheng

黃征

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Attributable to the shareholders of the Company 歸屬於本公司股東			Non- controlling interests 非控制性 權益 (note 37) (附註37)	Total equity 總權益 RMB'000 人民幣千元
		Share Capital 股本 (note 34) (附註34)	Reserves 儲備 (note 36) (附註36)	Total 總計 RMB'000 人民幣千元		
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	38,702	4,944,784	4,983,486	511,653	5,495,139
(Loss)/profit for the year	年度(虧損)/利潤	-	(777,504)	(777,504)	81,313	(696,191)
Other comprehensive income	其他全面收益					
Revaluation gain on the property transferring from property, plant and equipment to investment properties	自不動產、工廠及設備 轉移至投資性物業的 物業重估利得	-	1,289	1,289	-	1,289
Exchange differences on translation of foreign operations	換算海外業務產生的 匯兌差額	-	107,810	107,810	(25,889)	81,921
Total comprehensive (loss)/ income for the year	年度全面(虧損)/收益總額	-	(668,405)	(668,405)	55,424	(612,981)
Movement of employee share trust account	僱員股份信託賬變動	35	(31,078)	(31,078)	-	(31,078)
Employee share based compensation	僱員股權報酬	35	13,868	13,868	-	13,868
Transfer the shares to employees related to share based compensation	向有關股權報酬的僱員 轉讓股份	35	(8,653)	(8,653)	46,515	37,862
Acquisition of subsidiaries	收購附屬公司	37	-	-	50,000	50,000
Distribution to non-controlling interests	向非控制性權益分派	37	-	-	(24,839)	(24,839)
The Spin-off and Separate Listing of US operations	美國業務分拆及獨立上市	39	(245,090)	(245,090)	1,018,002	772,912
Dividend	股息	14	(119,621)	(119,621)	-	(119,621)
Subtotal of transactions with shareholders	與股東交易小計	-	(390,574)	(390,574)	1,089,678	699,104
At 31 December 2021	於二零二一年 十二月三十一日	38,702	3,885,805	3,924,507	1,656,755	5,581,262

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Notes 附註	Attributable to the shareholders of the Company 歸屬於本公司股東			Non- controlling interests 非控制性 權益 (note 37) (附註37)	Total equity 總權益 RMB'000 人民幣千元
			Share Capital 股本 (note 34) (附註34) RMB'000 人民幣千元	Reserves 儲備 (note 36) (附註36) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
At 1 January 2022	於二零二二年一月一日		38,702	3,885,805	3,924,507	1,656,755	5,581,262
(Loss)/profit for the year	年度(虧損)/利潤		-	(2,588,642)	(2,588,642)	134,890	(2,453,752)
Other comprehensive income	其他全面收益						
Exchange differences on translation of foreign operations	換算海外業務產生的 匯兌差額		-	(93,123)	(93,123)	128,226	35,103
Total comprehensive (loss)/ income for the year	年度全面(虧損)/收益總額		-	(2,681,765)	(2,681,765)	263,116	(2,418,649)
Movement of employee share trust account	僱員股份信託賬變動	35	-	(1,267)	(1,267)	-	(1,267)
Employee share based compensation	僱員股權報酬	35	-	6,734	6,734	-	6,734
Transfer the shares to employees related to share based compensation	向有關股權報酬的僱員 轉讓股份	35	-	(11,116)	(11,116)	30,045	18,929
Repurchase of shares by a subsidiary	附屬公司回購股份	36	-	33,322	33,322	(101,760)	(68,438)
Retirement of shares of a subsidiary	附屬公司股份退市	36	-	(92,789)	(92,789)	92,789	-
Acquisition of non-controlling interests	收購非控制性權益	36	-	(23,990)	(23,990)	(58,765)	(82,755)
Distribution to non-controlling interests	向非控制性權益分派	37	-	-	-	(370,026)	(370,026)
Disposal of shares of a subsidiary	出售附屬公司股份	36	-	(436,776)	(436,776)	464,344	27,568
Subtotal of transactions with shareholders	與股東交易小計		-	(525,882)	(525,882)	56,627	(469,255)
At 31 December 2022	於二零二二年 十二月三十一日		38,702	678,158	716,860	1,976,498	2,693,358

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes. 上述綜合權益變動表應與隨附附註一併閱讀。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
	Note 附註		
Cash flows from operating activities	經營活動的現金流量		
Cash generated from operations	經營所得現金	38	298,263
Taxes paid	已付稅項		(2,159,036)
Interest paid	已付利息		(266,815)
			(505,312)
			<u>(516,363)</u>
<i>Net cash used in operating activities</i>	<i>經營活動所用現金淨額</i>		<u>(484,915)</u>
			(3,193,907)
Cash flows from investing activities	投資活動的現金流量		
Interest received	已收利息		66,158
Capital injection to joint ventures	於合營企業注資		167,617
Capital injection to associates	於聯營公司注資	17	(1,150)
Collection of investment in associates	收回於聯營公司的投資		(2,305)
Dividend from joint ventures	來自合營企業的股息		(122,152)
Dividend from associates	來自聯營公司的股息		14,250
Proceeds from disposal of subsidiaries, net of cash and cash equivalents	出售附屬公司所得款項， 扣除現金及現金等價物	41	6,527
Proceeds from partial disposal of shares of joint ventures	部分出售合營企業股份所得款項		7,480
Proceeds from disposal of financial assets at fair value through profit and loss	出售按公允價值計入損益的 金融資產所得款項	31(b)	91,858
Payment for acquisition of subsidiaries, net of cash and cash equivalents	就收購附屬公司付款， 扣除現金及現金等價物	40	151,625
Purchases of property, plant and equipment	購買不動產、工廠及設備		67,321
Proceeds from disposal of property, plant and equipment	出售不動產、工廠及設備 所得款項		(1,666,732)
Acquisition of financial assets at fair value through profit or loss	收購按公允價值計入損益的 金融資產		(8,505)
Funding to related parties	向關聯方出資	42(i)	421
Collection of funding to related parties	收回向關聯方提供的資金	42(i)	-
Advance to non-controlling interests	向非控制性權益墊款		351
Repayment from advance to non-controlling interests	收回向非控制性權益墊款		-
			(63,747)
			(80,971)
			77,914
			-
			(23,463)
			<u>195,501</u>
<i>Net cash (used in)/generated from investing activities</i>	<i>投資活動(所用)/所得現金淨額</i>		<u>(1,080,608)</u>
			636,289

CONSOLIDATED STATEMENT OF
CASH FLOWS
綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
	Note 附註		
Cash flows from financing activities	融資活動的現金流量		
Proceeds from borrowings	借款所得款項	38	2,342,525
Repayment of borrowings	償還借款	38	(3,500,470)
Repurchase of shares of subsidiary	回購附屬公司股份		(68,438)
Proceeds from related parties	來自關聯方的所得款項	42(i)	191,454
Repayment to related parties	向關聯方還款	42(i)	(234,982)
Contribution from non-controlling interests	非控制性權益注資		-
Distribution to non-controlling interests	向非控制性權益分派		-
Proceeds from disposal of shares of a subsidiary without losing control	在不喪失控制權的情況下出售附屬公司股份所得款項	36	303,242
Dividends to shareholders of the Company	已付本公司股東的股息	14	(200,000)
Principal elements of lease payments	租賃付款本金部分	38	(36,788)
Shares bought back for employee share trust	就僱員股份信託購回股份	35	(1,267)
Repurchase of private warrants	回購私募認股權證	31	(64,487)
Consideration received for restricted share award scheme	就限制性股份獎勵計劃已收代價	35	-
Proceeds from financing from third party	來自第三方資金所得款項		336,243
Settlement of financial liability	結算金融負債	38	(426,749)
Acquisition of minority interests	收購小股操盤		(82,755)
Payment for financing related restricted cash	支付融資相關受限制現金		-
Decrease of restricted cash	受限制現金減少		(39,743)
			53,967
<i>Net cash (used in)/generated from financing activities</i>	<i>融資活動(所用)/所得現金淨額</i>		(1,388,505)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(2,954,028)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		5,131,678
Effect of foreign exchange rate changes	外幣匯率變動影響		174,774
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	29	1,252,056

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes. 上述綜合現金流量表應與隨附附註一併閱讀。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1 GENERAL INFORMATION

Landsea Green Management Limited (formerly known as “Landsea Green Properties Co., Ltd.”, the “**Company**”) was incorporated in Bermuda as an exempted company with limited liability. On 9 August 2022, the name of the Company was changed from “Landsea Green Properties Co., Ltd.” to “Landsea Green Management Limited” pursuant to a special resolution passed by the shareholders of the Company. The addresses of its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda and Room 406, 8 Queen’s Road East, Wan Chai, Hong Kong respectively. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (“**HKEX**”).

The Company is an investment holding company. Details of the activities of its principal subsidiaries are set out in note 45 to the consolidated financial statements. The Company and its subsidiaries are referred to as the “Group” hereinafter. The Group is principally engaged in development and sales of properties, provision of management services and leasing of properties. The Company’s subsidiary, Landsea Homes Corporation (“**Landsea Homes**”) was listed on Nasdaq on 7 January 2021.

The immediate holding company and the ultimate controlling company of the Company are Greensheid Corporation, a company established in the British Virgin Islands (the “**BVI**”) and Landsea Group Co., Ltd. (朗詩集團股份有限公司, a company established in the People’s Republic of China, the “**PRC**”) (“**Landsea Group**”), respectively. The ultimate controlling shareholder of the Company is Mr. Tian Ming (“**Mr. Tian**”), a director of the Company.

The financial statements are presented in thousands of Renminbi (“**RMB’000**”) unless otherwise stated.

The financial statements were approved for issue by the board of directors on 31 March 2023.

1 一般資料

朗詩綠色管理有限公司(前稱朗詩綠色地產有限公司,「**本公司**」)為於百慕達註冊成立的獲豁免有限公司。於二零二二年八月九日,根據本公司股東通過的特別決議案,本公司名稱由「朗詩綠色地產有限公司」更改為「朗詩綠色管理有限公司」。註冊辦事處地址及主要業務地點分別為Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda及香港灣仔皇后大道東8號406室。本公司股份於香港聯合交易所有限公司(「**香港聯交所**」)上市。

本公司為投資控股公司。主要附屬公司的業務詳情載於綜合財務報表附註45。本公司及其附屬公司於下文統稱為「**本集團**」。本集團主要從事房地產開發與銷售、提供管理服務及出租物業業務。本公司附屬公司Landsea Homes Corporation(「**Landsea Homes**」)於二零二一年一月七日在納斯達克上市。

本公司的直系控股公司及最終控股公司分別為Greensheid Corporation(於英屬維爾京群島(「**英屬維爾京群島**」)成立的公司)及朗詩集團股份有限公司(「**朗詩集團**」,於中華人民共和國成立的公司(「**中國**」)成立的公司)。本公司的最終控股股東為本公司董事田明先生(「**田先生**」)。

除非另有所指,否則本財務報表以人民幣千元(「**人民幣千元**」)呈報。

本財務報表經由董事局於二零二三年三月三十一日批准刊發。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of the Company and its subsidiaries.

2.1 BASIS OF PREPARATION

(a) Compliance with Hong Kong Financial Reporting Standards (“HKFRSs”) and Hong Kong Companies Ordinance (Cap.622 of the Laws of Hong Kong) (“HKCO”)

The consolidated financial statements of the Group have been prepared in accordance with HKFRSs and disclosure requirements of HKCO.

(b) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets and investment properties measured at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2 主要會計政策摘要

編製本綜合財務報表所應用的主要會計政策載於下文。除另有說明外，此等政策已於所列報的全部年度貫徹應用。本集團的財務報表包括本公司及其附屬公司。

2.1 編製基準

(a) 遵守香港財務報告準則（「香港財務報告準則」）及香港法例第622章公司條例（「香港公司條例」）

本集團的綜合財務報表已按照香港財務報告準則及香港公司條例的披露條文編製。

(b) 歷史成本慣例

綜合財務報表已根據歷史成本慣例編製，惟若干金融資產及投資性物業按公允價值計量除外。

編製符合香港財務報告準則的財務報表須使用若干關鍵會計估計。管理層亦須在應用本集團會計政策過程中作出判斷。涉及高度判斷或高度複雜性的範疇，或涉及對綜合財務報表作出重大假設及估計的範疇於附註4披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(c) Going concern basis

As at 31 December 2022, excluding those balances of Landsea Homes Corporation (“Landsea Homes”, the Company’s listed subsidiary), which was managed separately for liquidity management purpose, the Group’s current liabilities exceeded its current assets by RMB3,698.85 million and the Group’s current borrowings amounted to RMB1,488.90 million while its cash and cash equivalents was RMB391.00 million only. On the same date and up to the date of approval of the consolidated financial statements, the Group was in default of a senior note (the “Defaulted Senior Note”) with principal amount of US\$36.97 million (equivalent to RMB254.05 million) because of non-payment at its due date. Subsequent to 31 December 2022, the Company received a letter formally demanding the Group to settle principal and interest with total amount of US\$3.70 million (equivalent to RMB25.43 million) under the Defaulted Senior Note or otherwise a winding-up petition may be presented to the court.

Due to the slowing down of Mainland China property market since second half of 2021, the Group’s China operations had experienced a decline in the business of property development and the related pre-sales volume and collection of pre-sale proceeds reduced significantly in 2022. For the year ended 31 December 2022, the Group incurred a net loss of RMB2,453.75 million and reported a net operating cash outflow of RMB484.92 million.

2 主要會計政策摘要(續)

2.1 編製基準(續)

(c) 持續經營基準

於二零二二年十二月三十一日，除為管理流動資金而獨立管理的本公司上市附屬公司Landsea Homes Corporation(「Landsea Homes」)的該等結餘外，本集團的流動負債超出其流動資產人民幣36.9885億元，而本集團的流動借款為人民幣14.8890億元，而現金及現金等價物僅為人民幣391.00百萬。於同日及直至批准綜合財務報表日期，本集團未能於到期日付款而拖欠本金36.97百萬美元(相當於人民幣2.5405億元)的優先票據(「違約優先票據」)。於二零二二年十二月三十一日後，本公司收到一封函件，正式要求本集團償付違約優先票據項下的本金及利息總額3.70百萬美元(相當於人民幣25.43百萬元)，否則向法院提出清盤呈請。

由於中國內地物業市場自二零二一年下半年起放緩，本集團的中國業務於二零二二年經歷物業發展業務下滑，導致相關預售量及預售款回款大幅減少。截至二零二二年十二月三十一日止年度，本集團產生淨虧損人民幣24.5375億元，並錄得經營現金流出淨額人民幣4.8492億元。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(c) Going concern basis (Continued)

The above conditions indicate the existence of a material uncertainty which may cast significant doubt regarding the Group's ability to continue as a going concern. In view of such circumstances, the directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and measure have been formulated to mitigate the liquidity pressure and to improve its cash flows which include, but not limited to, the following:

- (i) The Group will continue to actively adjust sales and pre-sale activities to better respond to market needs, make efforts to achieve the latest budgeted sales and pre-sales volumes and amounts, and enhance collection;
- (ii) The Group will maintain continuous communication with the major constructors and suppliers to arrange payments to these vendors and meet all of the necessary conditions to launch the pre-sale and to complete the development of properties on schedule;
- (iii) The Group is actively negotiating to reaching agreements with the holders of the Defaulted Senior Note. At the same time, the Group will closely monitor and ensure compliance with financial covenants and other terms and conditions of the other borrowings, including timely repayment of principal and interests of the borrowings. In addition, the Group has been actively negotiating with certain financial institutions so that the Group can timely secure project development loans for qualified project development and secure or extend other borrowings through pledge of equity interests in certain subsidiaries;

2 主要會計政策摘要 (續)

2.1 編製基準 (續)

(c) 持續經營基準 (續)

上述情況顯示存在重大不確定性，可能對本集團持續經營的能力構成重大疑問。鑑於該等情況，董事於評估本集團是否有充足財務資源以持續經營時已審慎考慮本集團的未來流動資金及表現以及其可取得的融資來源。本集團已制定若干計劃及措施以減輕流動資金的壓力及改善其現金流，包括但不限於以下各項：

- (i) 本集團將繼續積極調整銷售及預售活動，以更好地響應市場需求，努力實現最新的預算銷售額及預售數量和金額，並加強收款；
- (ii) 本集團將與主要建築商及供應商保持持續溝通，以安排向該等供應商付款，並符合所有必要條件以如期啟動預售及完成物業開發；
- (iii) 本集團正積極與違約優先票據持有人磋商以達成協議。同時，本集團將密切監察及確保遵守財務契諾及其他借款的條款及條件，包括及時償還借款的本金及利息。此外，本集團一直積極與若干金融機構磋商，以確保本集團可及時就合資格項目開發取得項目開發貸款，並通過質押於若干附屬公司的股權取得或延長其他借款；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(c) Going concern basis (Continued)

- (iv) The Group has obtained a borrowing facility of RMB750 million from its ultimate controlling company, Landsea Group in March 2023, which have a term of 24 months from the date of first drawn down;
- (v) The Group has been in contact with potential buyers to dispose of certain investment properties held by the Group's subsidiaries, and equity interests in certain joint ventures and associates which hold investment properties. In addition, the Group will continuously seek dividends and advances from certain joint ventures and associates according to those projects' pre-sale and cashflow conditions; and
- (vi) The Group will also continue to speed up the collection of its trade and other receivables and will also continue to take active measures to control administrative costs.

The directors have reviewed the Group's cash flow projections for a period of 12 months from 31 December 2022 and are of the opinion that, taking into account the above-mentioned plans and measures, the Group will be able to generate sufficient funds to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

2 主要會計政策摘要(續)

2.1 編製基準(續)

(c) 持續經營基準(續)

- (iv) 本集團已於二零二三年三月向其最終控股公司朗詩集團取得借款融資人民幣750百萬元，自首次提取日期起為期24個月；
- (v) 本集團已與潛在買家接觸，以出售本集團附屬公司持有的若干投資物業及持有投資物業的若干合營企業及聯營公司的股權。此外，本集團將繼續根據該等項目的預售及現金流量狀況，尋求若干合營企業及聯營公司股息及墊款；及
- (vi) 本集團亦將繼續加快收回應收賬款及其他應收款項，並將繼續採取積極措施控制行政成本。

董事已審閱本集團自二零二二年十二月三十一日起計12個月期間的現金現金流量預測，並認為，經計及上述計劃及措施，本集團將能夠產生充足資金以為其營運提供資金及履行其自二零二二年十二月三十一日起計十二個月內到期的財務責任。因此，董事信納按持續經營基準編製綜合財務報表屬適當。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING
POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(c) **Going concern basis** (Continued)

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

- (i) successfully adjust sales and pre-sales activities to achieve budgeted sales and pre-sales volumes and timely collection of sales proceeds;
- (ii) successfully arrange payments to constructors and suppliers on schedule and meet all of the necessary conditions to launch the pre-sale and complete the development of the properties on schedule;
- (iii) successfully reach agreements with the holders of the Defaulted Senior Note and comply with financial covenants and other terms and conditions of the other borrowings, successfully and timely secure or extend the loans from financial institutions when necessary;
- (iv) successfully draw down necessary funding from the borrowing facility granted by the ultimate controlling company;
- (v) successfully dispose of certain investment properties held by the Group's subsidiaries, and equity interests in certain joint ventures and associates which hold investment properties, and timely receive the proceeds; as well as successfully receive dividends and advances from certain joint ventures and associates; and
- (vi) successfully generate operating cash flows through speeding up the collection of trade and other receivables and controlling administrative costs.

2 主要會計政策摘要 (續)

2.1 編製基準 (續)

(c) **持續經營基準** (續)

儘管如此，本公司管理層能否實現上述計劃及措施仍存在重大不確定性。本集團能否持續經營將取決於本集團透過以下方式：

- (i) 成功調整銷售及預售活動，以達致預算銷售額及預售數量，並及時收取銷售所得款項；
- (ii) 成功按時向建築商及供應商付款，並滿足啟動預售的所有必要條件，以按時完成物業開發；
- (iii) 成功與違約優先票據持有人達成協議並遵守財務契諾及其他借款的其他條款及條件，成功及及時於必要時取得或延長金融機構的貸款；
- (iv) 成功從最終控股公司授出的借貸融資中提取所需資金；
- (v) 成功出售本集團附屬公司持有的若干投資物業及持有投資物業的若干合營企業及聯營公司的股權，並及時收取所得款項；以及成功自若干合營企業及聯營公司收取股息及墊款；及
- (vi) 透過加快收回應收賬款及其他應收款以及控制行政成本，成功產生經營現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(c) Going concern basis (Continued)

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

(d) New and amended standards adopted by the Group

A number of new or revised standards, amendments and interpretations to existing standards are mandatory for the financial year beginning on 1 January 2022:

- Merger Accounting for Common Control Combination — Amendments to Accounting Guideline 5
- Property, Plant and Equipment: Proceeds before intended use — Amendments to HKAS 16
- Onerous Contracts — Cost of Fulfilling a Contract — Amendments to HKAS 37
- Reference to the Conceptual Framework — Amendments to HKFRS 3
- Annual Improvements to HKFRS Standards 2018–2020

2 主要會計政策摘要(續)

2.1 編製基準(續)

(c) 持續經營基準(續)

倘本集團未能實現上述計劃及措施的組合，則可能無法繼續持續經營，並須作出調整以將本集團資產的賬面值撇減至其可收回金額，為可能產生的任何進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未於該等綜合財務報表中反映。

(d) 本集團採納的新訂及經修訂準則

多項新訂或經修訂準則、現有準則的修改及詮釋於二零二二年一月一日開始的財政年度強制生效：

- 共同控制合併的合併會計法 — 會計指引第5號(修改)
- 不動產、工廠及設備：作擬定用途前的所得款項 — 香港會計準則第16號(修改)
- 繁重合約 — 履行合約的成本 — 香港會計準則第37號(修改)
- 提述概念框架 — 香港財務報告準則第3號(修改)
- 香港財務報告準則二零一八年至二零二零年的年度改進

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(d) **New and amended standards adopted by the Group** (Continued)

The standards, amendments and interpretations described above are either currently not relevant to the Group or had no material impact on the Group's financial information.

(e) **New standards and interpretations not yet adopted**

Certain new accounting standards, amendments and interpretations to existing standards have been published that are not mandatory for the financial year beginning 1 January 2022 and relevant to the Group and have not been early adopted by the Group.

Standards, amendments and interpretations

準則、修改及詮釋

		Effective for annual periods beginning on or after
		於以下日期或之後開始的年度期間生效
HKFRS 17	Insurance contracts	1 January 2023
香港財務報告準則第17號	保險合約	二零二三年一月一日
Hong Kong Interpretation 5 (2020)	Classification by Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2023
香港詮釋第5號（二零二零年）	借款人將載有按要求償還條款的定期貸款進行分類	二零二三年一月一日
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
香港會計準則第1號及香港財務報告準則實務聲明第2號（修改）	會計政策的披露	二零二三年一月一日
Amendments to HKAS 8	Definition of Accounting Estimates	1 January 2023
香港會計準則第8號（修改）	會計估計的定義	二零二三年一月一日

2 主要會計政策摘要 (續)

2.1 編製基準 (續)

(d) **本集團採納的新訂及經修訂準則** (續)

上文所述準則、修改及詮釋目前與本集團無關或對本集團財務資料並無重大影響。

(e) **尚未採納的新訂準則及詮釋**

若干新訂會計準則、現有準則的修改及詮釋已頒佈，但尚未於二零二二年一月一日開始的財政年度強制生效並與本集團有關且本集團並無提前採納。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 BASIS OF PREPARATION (Continued)

(e) New standards and interpretations not yet adopted (Continued)

Standards, amendments and interpretations		Effective for annual periods beginning on or after
準則、修改及詮釋		於以下日期或之後開始的年度期間生效
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
香港會計準則第12號 (修改)	與來自單一交易產生的資產及負債相關的遞延稅項	二零二三年一月一日
Amendments to IAS 1	Classification of Liabilities as Current or Non-current	1 January 2024
國際會計準則第1號 (修改)	負債分類為流動或非流動	二零二四年一月一日
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture	To be determined
香港財務報告準則第10號及香港會計準則第28號 (修改)	投資者與其聯營公司或合營企業之間的資產出售或出資	待定

The above standards, amendments and interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

預期上述準則、修改及詮釋對本集團目前或未來報告期間及對可見將來的交易並無重大影響。

2 主要會計政策摘要 (續)

2.1 編製基準 (續)

(e) 尚未採納的新訂準則及詮釋 (續)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 SUBSIDIARIES

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations under common control

The Group incorporates the financial statement items of the entities or businesses in which the common control combination occurs as if they had been combined from the date when the entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are combined using the existing book values from the controlling party's perspective. No amount is recognized in consideration for goodwill or excess of acquirer's interest in the net fair value of acquirer's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

2 主要會計政策摘要 (續)

2.2 附屬公司

附屬公司指本集團對其擁有控制權的所有實體(包括結構實體)。當本集團因參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過對該實體的權力影響該等回報時，本集團即控制該實體。附屬公司在控制權轉移至本集團當日起綜合入賬，並於控制權終止當日起不再綜合入賬。

共同控制下的業務合併

本集團將發生共同控制合併的實體或業務的財務報表項目納入，猶如其自該等實體或業務首次受控制方控制當日起已合併。

合併實體或業務的資產淨值按控制方的現有賬面值進行合併。在控制方持續擁有權益的情況下，共同控制合併時並無就商譽的代價或收購方於收購方的可識別資產、負債及或然負債的公平淨值之權益超出成本的部分確認任何金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 SUBSIDIARIES (Continued)

Business combinations under common control

(Continued)

The consolidated statements of comprehensive income include the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

A uniform set of accounting policies is adopted by those entities. All intra-group transactions, balances and unrealized gains on transactions between combining entities or businesses are eliminated.

Business combinations not under common control

The acquisition method of accounting is used to account for business combinations not under common control by the Group (refer to note 2.7).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated balance sheet, consolidated statement of comprehensive income and consolidated statement of changes in equity respectively.

2 主要會計政策摘要(續)

2.2 附屬公司(續)

共同控制下的業務合併(續)

綜合全面收益表包括各合併實體或業務自最早呈列日期起或自該等合併實體或業務首次受共同控制日期起(以較短期間為準)(不論共同控制合併日期)的業績。

該等實體採用一套統一的會計政策。所有的集團內公司間交易、結餘及合併實體或業務間交易的未變現收益均予以對銷。

並非共同控制下的業務合併

本集團使用會計收購法為並非共同控制下的業務合併入賬(請參閱附註2.7)。

集團內公司間交易、結餘及集團公司間交易的未變現利得會予對銷。除非交易提供證據顯示所轉讓資產已減值，否則未變現虧損亦會對銷。附屬公司的會計政策已於必要時作出調整，確保與本集團所採納的政策一致。

附屬公司業績及權益內的非控制性權益分別於綜合資產負債表、綜合全面收益表及綜合權益變動表列示。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 ASSOCIATES

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see note 2.5 below), after initially being recognized at cost.

2.4 JOINT ARRANGEMENTS

Joint arrangements are classified as either joint ventures or joint operations depending on the contracted rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Interests in joint ventures are accounted for using the equity method (see note 2.5 below), after initially being recognized at cost in the consolidated balance sheet.

2.5 EQUITY ACCOUNTING

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

When the Group's share of net loss in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

2 主要會計政策摘要 (續)

2.3 聯營公司

聯營公司指本集團對其有重大影響力但無控制權或共同控制權的所有實體，通常是本集團持有20%至50%之間的投票權。於聯營公司的投資於初始按成本確認後以權益會計法入賬(請參閱下文附註2.5)。

2.4 聯合安排

聯合安排分類為合營企業或合資營運，視各投資者的合約權利及義務而定。本集團已評估聯合安排的性質及釐定聯合安排為合營企業。

於合營企業的權益於綜合資產負債表初始按成本確認後使用權益會計法入賬(請參閱下文附註2.5)。

2.5 權益會計法

根據權益會計法，投資初始按成本確認，隨後進行調整以確認本集團應佔該投資對象損益賬上的收購後損益，以及本集團應佔該投資對象於其他全面收益的其他全面收益變動。已收或應收聯營公司及合營企業的股息確認為削減投資的賬面值。

當本集團所佔以權益入賬投資的淨虧損相等於或超過其於該實體的權益(包括任何其他無抵押長期應收款)，本集團不會確認進一步虧損，除非其代表其他實體產生責任或作出付款則屬例外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 EQUITY ACCOUNTING (Continued)

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in note 2.14.

2.6 CHANGES IN OWNERSHIP INTERESTS

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity shareholders of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling interests and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized in a separate reserve within equity attributable to shareholders of the Company.

2 主要會計政策摘要(續)

2.5 權益會計法(續)

本集團與其聯營公司及合營企業交易的未變現利得會作出對銷，以本集團於該等實體的權益為限。除非有證據顯示交易中所轉讓資產出現減值，否則未變現虧損亦會對銷。以權益入賬的投資對象的會計政策已於必要時作出變動，確保與本集團所採納的政策一致。

以權益入賬投資的賬面值根據附註2.14所述政策進行減值測試。

2.6 擁有權權益的變動

本集團視與非控制性權益進行不導致失去控制權的交易為與本集團權益股東進行的交易。擁有權權益的變動導致於控制性權益或非控制性權益的賬面值作出調整，以反映彼等於附屬公司的相關權益。非控制性權益調整的款額與已付或已收任何代價之間的差額於本公司股東應佔權益確認為獨立儲備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 CHANGES IN OWNERSHIP INTERESTS

(Continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

2.7 BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former shareholders of the acquired business
- equity interests issued by the Group

2 主要會計政策摘要 (續)

2.6 擁有權權益的變動 (續)

當本集團因失去控制權、共同控制權或重大影響而不再將投資綜合入賬或以權益入賬，於實體的保留權益按在損益中的賬面值變動重新計量公允價值。該公允價值就其後聯營公司、合營企業或金融資產的保留權益的入賬而言成為初始賬面值。此外，先前於其他全面收益確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。此舉意味先前在其他全面收益確認的金額按適用香港財務報告準則規定／許可重新分類至損益或轉撥至另一類權益。

倘於合營企業或聯營公司的擁有權權益減少但仍保留共同控制權或重大影響，則僅先前已於其他全面收益內確認的按比例應佔金額會於適當情況下重新分類至損益。

2.7 業務合併

會計收購法用於入賬所有業務合併，而不論所收購者為權益工具或是其他資產。就收購附屬公司轉讓的代價為：

- 所轉讓資產的公允價值
- 所收購業務的前股東所招致的負債
- 本集團所發行的股本權益

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 BUSINESS COMBINATIONS (Continued)

- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized directly in profit or loss as a bargain purchase.

2 主要會計政策摘要(續)

2.7 業務合併(續)

- 或然代價安排產生的任何資產或負債的公允價值，及
- 附屬公司任何之前既有的股本權益的公允價值。

於業務合併所收購的可識別資產及所承擔的負債及或然負債，除於有限的例外情況外，初步以彼等於收購日期的公允價值計量，本集團按個別收購基準，按公允價值或按非控制性權益應佔被收購實體的可識別淨資產比例確認在被收購實體的任何非控制性權益。

收購相關成本在產生時支銷。

以下超逾所收購可識別淨資產公允價值的部分

- 所轉讓的代價，
- 於所收購實體的任何非控制性權益款額，及
- 於所收購實體的任何過往股本權益的收購日期公允價值

入賬為商譽。倘該等款額低於所收購業務的可識別淨資產的公允價值，有關差額直接於損益確認為議價收購。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 BUSINESS COMBINATIONS (Continued)

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in profit or loss.

2.8 SEPARATE FINANCIAL STATEMENTS

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 主要會計政策摘要 (續)

2.7 業務合併 (續)

倘現金代價任何部分的結算獲遞延，日後應付金額貼現至兌換日期的現值。所使用的貼現率為實體的增量借款利率，即在可資比較條款及條件下，可以自獨立融資人獲得類似借款的利率。

或然負債分類為權益或金融負債。分類為金融負債的款額其後按於損益確認的公允價值變動重新計量公允價值。

如業務合併分階段進行，收購方之前在被收購方持有股本權益於收購日期的賬面值，於收購日期重新計量公允價值。重新計量產生的任何盈虧在損益確認。

2.8 獨立財務報表

於附屬公司的投資按成本扣除減值入賬。成本包括投資的直接應佔成本。附屬公司的業績由本公司按已收及應收股息入賬。

倘收到附屬公司投資的股息時，所收股息超過附屬公司於宣派股息期間的全面收益總額，或倘該投資於單獨財務報表內的賬面值超過投資對象淨資產（包括商譽）於綜合財務報表內的賬面值時，則須對該投資進行減值測試。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 SEGMENT REPORTING

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major business and service lines.

2.10 FOREIGN CURRENCY TRANSLATION

(a) Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"), which is Hong Kong dollars (HK\$), Renminbi (RMB) and US dollars (US\$) respectively. The consolidated financial statements are presented in RMB.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

All foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within "other losses — net".

2 主要會計政策摘要(續)

2.9 分部報告

本集團根據定期向執行董事呈報的內部財務資料確定經營分部及編製分部資料，該等財務資料乃供執行董事決定分配資源至本集團各業務分部及檢討該等業務分部表現的基準。向執行董事呈報的內部財務資料的業務分部按本集團的主要業務及服務類別劃分。

2.10 外幣換算

(a) 功能及呈報貨幣

綜合財務報表所列項目均以實體營運所在主要經濟環境的貨幣(「功能貨幣」)(即分別為港元、人民幣及美元)計量。綜合財務報表以人民幣呈報。

(b) 交易及結餘

外幣交易採用交易日的現行匯率換算為功能貨幣。結算有關交易所產生的匯兌利得及虧損以及將外幣貨幣資產及負債以年終匯率換算所產生的匯兌利得及虧損一般於損益內確認。

所有匯兌利得及虧損於綜合全面收益表的「其他虧損淨額」呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 FOREIGN CURRENCY TRANSLATION

(Continued)

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing date of that balance sheet;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognized in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the shareholders of the Company are reclassified to profit or loss.

2 主要會計政策摘要 (續)

2.10 外幣換算 (續)

(c) 集團公司

功能貨幣有別於呈報貨幣的海外業務(概無來自嚴重通貨膨脹經濟體的貨幣)的業績及財務狀況均按以下方式換算為呈報貨幣:

- 各資產負債表所呈列的資產與負債按該資產負債表日期換算;
- 各全面收益表的收益及費用按平均匯率換算, 除非該平均匯率並非各交易日的現行匯率累積影響的合理約數, 在此情況下, 收益及費用按各交易日的匯率換算; 及
- 所有由此產生的匯兌差額於其他全面收益內確認。

收購海外實體所產生的商譽及公允價值調整視作該海外實體的資產及負債, 並按收市匯率換算。

於出售海外業務(即出售本集團於該海外業務的全部權益, 或涉及失去包括海外業務的附屬公司的控制權的出售)時, 就歸屬於本公司股東的業務於權益累計的所有匯兌差額重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 PROPERTY, PLANT AND EQUIPMENT

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

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other costs, such as repairs and maintenance, are charged to profit or loss during the year in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost to their residual values, over the shorter of their estimated useful lives or, in case of leasehold improvements, as follows:

Leasehold improvements	Over the shorter of their estimated useful lives or lease terms
Furniture, fixtures and office equipment	3–10 years
Motor vehicles	5–10 years
Buildings	20 years

The assets' residual value and useful life are reviewed and adjusted, if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2.14).

2 主要會計政策摘要(續)

2.11 不動產、工廠及設備

不動產、工廠及設備按歷史成本減累計折舊及減值虧損列賬。資產歷史成本包括購買價格及將資產達致運作狀況及地點以供擬定用途的任何直接應佔成本。

後續成本只有在該項目很可能為本集團帶來與之有關的未來經濟利益，且成本能可靠計量時，方會計入資產的賬面值或確認為一項單獨資產（倘適用）。更換部分賬面值會取消確認。所有其他成本（例如維修及保養費用）在產生的財政年度內於損益扣除。

折舊乃採用直線法計算，以於較短的估計可使用年期或就租賃裝修而言於下列期間（以較短者為準），將成本分攤至剩餘價值：

租賃樓宇裝修	按估計可適用年期或租賃年期之較短者
傢俱、裝置及辦公設備	3至10年
汽車	5至10年
樓宇	20年

資產的剩餘價值及可使用年期在各報告期末進行檢討，並於適當時候作出調整。

倘資產的賬面值高於其估計可收回金額，則即時將資產的賬面值撇減至其可收回金額（附註2.14）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 PROPERTY, PLANT AND EQUIPMENT

(Continued)

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized as “other losses — net” in the consolidated statement of comprehensive income.

2.12 INVESTMENT PROPERTIES

Investment properties, principally comprising leasehold land and buildings, are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Group. It also include properties that are being constructed or developed for future use as investment properties.

Investment properties are initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of comprehensive income in fair value gains or losses on investment properties.

2 主要會計政策摘要 (續)

2.11 不動產、工廠及設備 (續)

出售的利得或虧損按比較所得款與資產賬面值釐定，並在綜合全面收益表內確認為「其他虧損淨額」。

2.12 投資性物業

投資性物業(主要包括租賃土地及樓宇)為持作獲得長期租金收益或作資本升值或為上述兩者且並非由本集團佔用的物業。投資性物業亦包括為日後作投資性物業用途而興建或發展的物業。

投資性物業初始按成本(包括相關交易成本及(如適用)借款成本)計量。於初始確認後，投資性物業按公允價值(即外部估值師於各報告日期所釐定的公開市值)列賬。公允價值按活躍市價得出，當中已就特定資產的性質、地點或狀況的任何差異作出調整(如必要)。倘並無有關資料，則本集團會使用其他估值法，如活躍程度較低市場的近期價格或折現現金流量預測。公允價值變動於綜合全面收益表以投資性物業公允價值利得或虧損確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 INVESTMENT PROPERTIES (Continued)

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item as at the date of transfer is treated in the same way as a revaluation under HKAS 16. Any resulting increase in the carrying amount of the property is recognized in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognized in other comprehensive income and increased directly to equity in revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognized revaluation surplus, with any remaining decrease charged to profit or loss.

2.13 INTANGIBLE ASSETS

(a) Goodwill

Goodwill is measured as described in note 2.7. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (note 6).

2 主要會計政策摘要(續)

2.12 投資性物業(續)

倘擁有人佔用物業項目因用途改變而成為投資性物業，則項目於轉讓日期的賬面值與公允價值的差額按與根據香港會計準則第16號進行重估的相同方式處理。由此產生之物業賬面值增加於撥回過往減值虧損時於損益確認，而剩餘增加則於其他綜合收益確認及與權益直接相關之增加則於權益內重估盈餘確認。由此產生之物業賬面值減少初始於之前確認的重估盈餘於其他綜合收益扣除，而任何剩餘減少則於損益扣除。

2.13 無形資產

(a) 商譽

商譽如附註2.7所述計量。於收購附屬公司時所產生的商譽計入無形資產。商譽不會攤銷，但會每年進行減值測試，或倘出現商譽可能減值的事宜或情況的變動，則更頻密進行測試，並以成本減累計減值虧損入賬。出售一間實體的盈虧包括有關出售實體的商譽賬面值。

就減值測試而言，商譽被分配至現金產生單位。有關分配乃對預期能從產生商譽的業務合併獲益的該等現金產生單位或每組現金產生單位作出。每個或每組單位被識別為該商譽就內部管理而被監察的最低層，即營運分部(附註6)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 INTANGIBLE ASSETS (Continued)

(b) Software

Costs associated with maintaining software programs are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognized as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is ready for use.

2 主要會計政策摘要 (續)

2.13 無形資產 (續)

(b) 軟件

與維護軟件程式有關的成本於產生時確認為開支。當符合以下條件時，設計及測試由本集團控制的可識別及獨特軟件產品的直接應佔開發成本確認為無形資產：

- 完成該軟件以使其能使用，在技術上是可行的
- 管理層擬完成該軟件並將其使用或出售
- 有能力使用或出售該軟件
- 能顯示該軟件如何產生可能出現的未來經濟利益
- 有足夠的技術、財務及其他資源完成開發並可使用或出售該軟件，及
- 該軟件在開發期內的應佔開支能可靠地計量。

資本化為部分軟件的直接應佔成本包括僱員成本及相關經常性費用的合適部分。

已資本化的開發成本入賬為無形資產及由資產可供使用起攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 INTANGIBLE ASSETS (Continued)

(c) Research and development

Research expenditure and development expenditure that do not meet the criteria above are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

(d) Amortisation methods and periods

The Group amortizes intangible assets with a limited useful life using the straight-line method over 10 years.

Software	10 years
----------	----------

2.14 IMPAIRMENT OF NON-FINANCIAL ASSETS

Goodwill is not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 主要會計政策摘要(續)

2.13 無形資產(續)

(c) 研究及開發

不符合上文標準的研究開支及開發開支於產生時確認為開支。先前確認為開支的開發成本不會在後續期間確認為資產。

(d) 攤銷方法及年期

本集團使用直線法於有限可使用年期10年將無形資產攤銷。

軟件	10年
----	-----

2.14 非金融資產的減值

商譽不會攤銷，但會每年進行減值測試，或倘出現商譽可能減值的事宜或情況的變動，則更頻密進行測試。其他資產在出現賬面值可能無法收回的事宜或情況的變動時進行減值測試。減值虧損按資產的賬面值超出可收回金額的差額確認。可收回金額以資產的公允價值減出售成本與使用價值兩者的較高者為準。就評估減值而言，資產按主要獨立於其他資產或各類資產的可分開識別現金流量的最低級別(現金產生單位)分組。已蒙受減值的非金融資產(商譽除外)在各報告期結束時均就減值是否撥回進行檢討。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 PROPERTIES UNDER DEVELOPMENT OR HELD FOR SALE

Properties under development and held for sale are stated at the lower of cost and net realizable value. Development cost of properties comprises cost of leasehold or freehold land payments, construction costs and borrowing costs incurred during the construction period. Upon completion, the properties are transferred to completed properties held for sale.

Net realizable value takes into account the price ultimately expected to be realized, less applicable variable selling expenses and the anticipated costs to completion.

Properties under development and held for sale are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

All land in Mainland China is stated-owned or collectively-owned and no individual ownership right exists. Land use rights are acquired by the Group for development of properties. Land use rights held for development for sale are inventories and measured at lower of cost and net realizable value, of which those within normal operating cycle are classified as current assets and included in properties under development or held for sale, while those out of the normal operating cycle are classified as non-current assets. Land use rights fall within investment properties are classified as investment properties (note 2.12).

2.16 INVENTORIES

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the weighted average method. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2 主要會計政策摘要 (續)

2.15 開發中物業及持作銷售物業

開發中物業及持作銷售物業按成本及可變現淨值兩者的較低者列賬。物業發展成本包括於施工期間產生的租賃土地或永久業權土地付款成本、建築成本及借款成本。於竣工時，物業會轉撥至持作銷售已落成物業。

可變現淨值按預期最終將予變現的價格減適用的變動銷售費用及估計竣工成本計量。

除非預期相關房地產開發項目施工期於正常營運週期之後結束，否則開發中及持作銷售物業分類為流動資產。

中國內地的所有土地均為國有或集體所有，不存在個人所有權。本集團收購土地使用權以開發物業。持作開發以供出售的土地使用權為存貨，按成本與可變現淨值的較低者計量，其中正常營運週期內的土地使用權分類為流動資產，計入開發中物業或持作銷售物業，而於正常營運週期以外的土地使用權則分類為非流動資產。屬於投資性物業的土地使用權分類為投資性物業(附註2.12)。

2.16 庫存

庫存按成本及可變現淨值兩者的較低者列賬。成本以加權平均基準釐定。可變現淨值為在一般業務過程中的估計售價減完成的估計成本及進行銷售所需估計成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 INVESTMENTS AND OTHER FINANCIAL ASSETS

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI), or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at financial assets at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 主要會計政策摘要(續)

2.17 投資及其他金融資產

(a) 分類

本集團將其金融資產分類為以下計量類別：

- 其後按公允價值(透過其他全面收益或透過損益)計量的金融資產，及
- 按攤銷成本計量的金融資產。

分類取決於本集團管理金融資產的商業模式及現金流的合約條款而定。

就按公允價值計量的資產而言，其盈虧於損益或其他全面收入列賬。至於並非持作買賣的權益工具投資，則取決於本集團有否於初始確認時不可撤銷地選擇將股權投資金融資產按公允價值計入其他全面收入列賬。

當且僅當管理該等資產的業務模式有變時，本集團方重新分類債務投資。

(b) 確認及終止確認

金融資產的日常買賣於交易日(即本集團承諾購買或出售資產當日)確認。當收取金融資產現金流的權利已屆滿或已轉讓及本集團已轉移擁有權的幾乎所有風險及回報，則金融資產終止確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at financial assets at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in "other income" using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in "other losses — net", together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statements of comprehensive income.

2 主要會計政策摘要 (續)

2.17 投資及其他金融資產 (續)

(c) 計量

初步確認時，本集團按公允價值加（倘屬並非按公允價值計入損益的金融資產）收購該金融資產的直接相關交易成本計量金融資產。按公允價值計入損益的金融資產的交易成本於損益支銷。

附帶嵌入衍生工具的金融資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

債務工具

其後計量債務工具視乎本集團管理資產及資產的現金流量特徵的業務模式。本集團將其債務工具分為三個計量類別：

- 攤銷成本：持作收回合約現金流量的資產按攤銷成本計量，有關現金流量純粹指本金及利息付款。來自該等金融資產的利息收入按實際利率法計入「其他收益」。終止確認產生的收益或虧損於損益中直接確認，並連同外匯收益及虧損呈列於「其他虧損淨額」。減值虧損於綜合全面收益表呈列為獨立項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in "other losses — net". Interest income from these financial assets is included in "other income" using the effective interest rate method. Foreign exchange gains and losses are presented in "other losses — net" and impairment losses are presented as separate line item in the consolidated statements of comprehensive income.
- FVPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognized and presented net in profit or loss within "other losses — net" in the period in which it arises.

2 主要會計政策摘要(續)

2.17 投資及其他金融資產(續)

(c) 計量(續)

債務工具(續)

- 按公允價值計入其他全面收益：持作收回合約現金流量及出售金融資產的資產，倘該等資產現金流量僅指支付本金及利息，則按公允價值計入其他全面收益計量。賬面值的變動乃計入其他全面收益，惟於損益確認的減值收益或虧損、利息收入及外匯收益及虧損的確認除外。金融資產終止確認時，先於其他全面收益確認的累計收益或虧損由權益重新分類至損益，並於「其他虧損淨額」內確認。該等金融資產的利息收入乃按實際利率法計入「其他收益」。外匯收益及虧損於「其他虧損淨額」內呈列，而減值虧損於綜合全面收益表呈列為獨立項目。
- 按公允價值計入損益：倘資產不符合按攤銷成本計量或按公允價值計入其他全面收益的標準，會按公允價值計入損益計量。其後按公允價值計入損益計量的債務投資的收益或虧損於其產生期間於損益中確認及呈列為「其他虧損淨額」。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

(c) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investments. Dividends from such investments continue to be recognized in profit or loss as "other income" when the Group's right to receive payments is established.

Changes in the fair value of financial assets carried at FVPL are recognized in "other losses — net" in profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(d) Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1 (b) details how the Group determines whether there has been a significant increase in credit risk.

For contract assets and trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables, see note 3.1(b) for further details.

2 主要會計政策摘要 (續)

2.17 投資及其他金融資產 (續)

(c) 計量 (續)

權益工具

本集團其後按公允價值計量所有股權投資。倘本集團管理層選擇於其他全面收益呈列股權投資的公允價值收益及虧損，則於終止確認有關投資後不會將公允價值收益及虧損後續重新分類至損益。當確立本集團收取有關投資股息的權利時，有關付款繼續於損益中確認為「其他收益」。

按公允價值計入損益的金融資產的公允價值變動於損益中確認為「其他虧損淨額」（如適用）。按公允價值計入其他全面收益計量的股權投資的減值虧損（及減值虧損撥回）不會與公允價值其他變動分開呈報。

(d) 金融資產減值

本集團按前瞻性基準評估與按攤銷成本及按公允價值計入其他全面收益的債務工具有關的預期信用損失。應用的減值方法取決於信貸風險是否大幅增加。附註3.1 (b)詳述本集團如何釐定信貸風險是否大幅增加。

就合約資產及應收賬款而言，本集團應用香港財務報告準則第9號批准的簡化方法，其規定初始確認收款時予以確認的預計可使用年期虧損，詳見附註3.1(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in consolidated balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

2.19 TRADE AND OTHER RECEIVABLES

Trade receivables are amounts due from customers arising from sales of properties or providing management services. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value, and other receivables are recognized initially at fair value. Trade and other receivables are subsequently measured at amortized cost using the effective interest method, less provision for impairment. See note 2.17 and note 3.1 (b) for further information about the Group's accounting for trade receivables and a description of the Group's impairment policies.

2.20 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Restricted cash is excluded from cash and cash equivalents.

2 主要會計政策摘要(續)

2.18 抵銷金融工具

當有合法可執行權利將已確認金額抵銷並有意按淨額基準結算或同時變現資產及結算負債時，金融資產及負債予以抵銷，並於綜合資產負債表以淨額報告。

2.19 應收賬款及其他應收款

應收賬款為銷售物業或提供管理服務而應收客戶的款項。倘應收賬款及其他應收款預期可於一年或以內(或倘時間更長，則在業務的正常營運週期)收款，則分類為流動資產。倘未能於一年或以內收款的，則呈列為非流動資產。

應收賬款初始按無條件代價金額確認，惟包含重大融資部分者除外，屆時其按公允價值確認，而其他應收款則初始按公允價值確認。應收賬款及其他應收款其後以實際利率法按攤銷成本計量，並須扣除減值撥備。有關本集團應收賬款的會計入賬及本集團減值政策的說明請參閱附註2.17及附註3.1(b)。

2.20 現金及現金等價物

就現金流量表的呈列而言，現金及現金等價物包括手頭現金、銀行通知存款、其他原到期日為三個月或以內並可隨時轉換為已知金額的現金且不存在重大價值變動風險的短期高流通性投資。受限制現金不包括在現金及現金等價物內。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 SHARE CAPITAL

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issue of shares are deducted from share premium to the extent they are incremental costs directly attributable to the equity transaction.

2.22 TRADE AND OTHER PAYABLES

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within 12 months after the reporting period (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.23 BORROWINGS AND BORROWING COSTS

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

2 主要會計政策摘要 (續)

2.21 股本

普通股分類為權益。股本按已發行股份的面值釐定。

任何與發行股份有關的交易成本自股份溢價中扣除，惟以可直接歸屬於股權交易的增量成本為限。

2.22 應付賬款及其他應付款

應付賬款及其他應付款為在日常業務過程中向供應商購買商品或服務而應支付的債務。倘應付賬款及其他應付款於報告期後12個月內(或於正常業務經營週期(如較長))到期，則分類為流動負債。否則，分類為非流動負債。

應付賬款及其他應付款初始按公允價值確認，其後則以實際利率法按攤銷成本計量。

2.23 借款及借款成本

借款初始按公允價值(扣除已產生的交易成本)確認。借款其後按攤銷成本計量；所得款項(扣除交易成本)與贖回價值兩者間的任何差額於借款期間以實際利率法在損益確認。設立貸款融資支付的費用，於可能提取部分或所有融資時確認為貸款的交易成本。在此情況下，該費用會遞延至提取融資為止。倘若並無任何證據顯示將會提取部分或所有融資，則有關費用將資本化作為流動資金服務的預付款項，並在融資相關期間攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 BORROWINGS AND BORROWING COSTS

(Continued)

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get 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 eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

2 主要會計政策摘要(續)

2.23 借款及借款成本(續)

當合約中規定的責任解除、取消或屆滿時，借貸從資產負債表中剔除。已消除或轉讓給另一方的金融負債的賬面值與已支付代價(包括已轉讓的非現金資產或所承擔的負債)之間的差額，在損益中確認為財務費用。

如金融負債的條款重新商討，而實體向債權人發行股權工具，以消除全部或部分負債(權益與債務掉期)，該項金融負債賬面值與所發行權益工具公允價值的差額在損益表中確認為收益或虧損。

除非本集團擁有無條件權利可將償還負債的日期遞延至報告期結束後至少12個月，否則借款分類為流動負債。

收購、建造或生產合資格資產直接應佔的一般及特定借款成本於須完成及預備資產作其擬定用途或銷售的期間資本化。合資格資產為必須經過頗長時間籌備以作預定用途或出售的資產。

就特定借貸，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借貸成本中扣除。

其他借貸成本在產生期內支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 CURRENT AND DEFERRED INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Current income tax also includes Mainland China land appreciation tax which is levied on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including land cost, borrowing costs and all property development expenditures.

2 主要會計政策摘要 (續)

2.24 即期及遞延所得稅

期內所得稅費用或抵免為本期間應課稅收入的應付稅項，乃基於按暫時性差額及未使用稅項虧損應佔的遞延稅項資產及負債變動而調整的各司法權區適用所得稅稅率計算。

即期及遞延稅項於損益中確認，惟其與於其他全面收益或直接於權益所確認項目有關者則除外。在此情況下，該稅項則於其他全面收益或直接於權益確認。

(a) 即期所得稅

即期所得稅費用按照本公司附屬公司及聯營公司經營及產生應課稅收入所在國家於結算日已頒佈或已大致頒佈的稅法計算。管理層就適用稅務法規有待詮釋的情況定期評估報稅狀況，並考慮稅務機關是否可能接納不確的稅務處理。本集團以最有可能金額或預期價值計量其稅務結餘，視乎哪個方法對解決不確定性提供較佳預測而定。

即期所得稅亦包括中國土地增值稅（按土地價值的升幅徵收），即銷售物業所得款減可扣減開支，包括土地成本、借款成本及所有房地產開發支出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 CURRENT AND DEFERRED INCOME TAX

(Continued)

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The deferred tax liability in relation to investment properties that are measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2 主要會計政策摘要(續)

2.24 即期及遞延所得稅(續)

(b) 遞延所得稅

遞延所得稅利用負債法全數撥備資產和負債的稅基與資產和負債在綜合財務報表的賬面值的差額而產生的暫時性差額。然而，若遞延稅項負債來自對商譽的初始確認，則遞延稅項負債不予確認。倘遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或虧損，亦不予入賬。遞延所得稅採用在各報告期末已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

與投資性物業有關並以公允價值計量的遞延稅項負債乃假設物業將通過出售全數收回而釐定。

遞延所得稅資產於有未來應課稅利潤可用於該等暫時差額及虧損時方予確認。

遞延稅項負債及資產不會就海外業務投資的賬面值與稅基之間的暫時性差額確認，而本公司可控制撥回暫時性差額的時間及該差額於可見將來可能不會撥回。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 CURRENT AND DEFERRED INCOME TAX

(Continued)

(b) *Deferred income tax* (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.25 EMPLOYEE BENEFITS

(a) *Short-term obligations*

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by the employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

2 主要會計政策摘要 (續)

2.24 即期及遞延所得稅 (續)

(b) *遞延所得稅* (續)

當有法定可執行權利將即期稅項資產與即期稅項負債抵銷，且遞延稅項結餘涉及相同稅務機關，則可將遞延所得稅資產與負債互相抵銷。當實體擁有法定可執行抵銷權且有意按淨值結算或同時變現資產及結清負債，則將即期稅項資產與即期稅項負債抵銷。

2.25 僱員福利

(a) *短期責任*

預期在僱員提供相關服務期間結束後12個月內悉數結算的工資及薪金負債乃就截至報告期末止僱員的服務確認，並按結算有關負債時預期將支付的金額計量。負債於資產負債表內呈列為即期僱員福利責任。

僱員獲享的年假在僱員可享有時確認。本集團會對僱員服務至結算日所累積的年假估算負債作出撥備。

僱員獲享的病假及產假直至僱員休假時方予確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 EMPLOYEE BENEFITS (Continued)

(b) Pension obligations

The Group participates in defined contribution retirement benefit plans which are available to all relevant employees. These plans are generally funded through payments to schemes established by governments or trustee administered funds. A defined contribution plan is a pension plan under which the Group pays contributions on mandatory, contractual or voluntary basis into a separate entity. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage, which is pre-determined by the local municipal government, of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior periods. The Group's contributions to the defined contribution plans are expensed as incurred and, in most cases, are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

(c) Bonus entitlements

The expected cost of bonus payments is recognized as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities of bonus plan are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

2 主要會計政策摘要(續)

2.25 僱員福利(續)

(b) 退休金責任

本集團針對全體相關僱員參與界定供款退休福利計劃。該等計劃一般以向政府成立的計劃或信託管理基金支付款項的方式運作。界定供款計劃指本集團以強制、合約或自願基準向獨立實體作出供款的退休金計劃。根據中國相關規則及法規，本集團的中國僱員須參加中國有關省及市政府組織的多項定額供款退休福利計劃，據此，本集團及中國僱員須每月按僱員薪資的特定百分比(由當地市政府預定)向該等計劃供款。省及市政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。倘基金並無足夠資產就目前及過往期間的僱員服務向所有僱員支付福利，本集團並無法定或推定責任作出進一步供款。本集團向界定供款計劃所作的供款於發生時支銷，在大部分情況下，不會以沒收於供款悉數歸屬前離開計劃的僱員的供款方式扣減。

(c) 應享花紅

支付花紅的預計成本，於因僱員提供服務而使本集團產生現有法定或推定責任，並能夠可靠估計時確認為負債。花紅計劃的負債預期將於十二個月內償付，並按償付時預期須予支付的金額計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 EMPLOYEE BENEFITS (Continued)

(d) Housing funds, medical insurances and other social insurances

Employees of the Group in Mainland China are entitled to participate in various government-supervised housing funds, medical insurances and other social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

2.26 SHARE-BASED PAYMENT

Share-based compensation benefit is provided to employees via the share option scheme, restricted share award scheme and stock incentive plan of subsidiaries. Information relating to the share-based payment is set out in note 35.

The Group operates above schemes and plans to recognize the contributions by employees. The fair value of the employee services received in exchange for the grant of options and restricted shares is recognized as employee benefit expense.

The total amount to be expensed over the vesting period is determined by reference to the value of the options and restricted shares granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions; and
- including the impact of any non-vesting conditions.

2 主要會計政策摘要 (續)

2.25 僱員福利 (續)

(d) 住房公積金、醫療保險及其他社會保險

本集團的中國僱員有權參與多項政府監督的住房公積金、醫療保險及其他社會保險計劃。本集團每月基於僱員工資的若干百分比向該等基金供款(以若干上限為限)。本集團有關該等基金的負債限於每年應付的供款。向住房公積金、醫療保險及其他社會保險的供款於產生時支銷。

2.26 股份付款

股權報酬福利透過附屬公司的購股權計劃、限制性股份獎勵計劃及股票激勵計劃向僱員提供。有關以股份為基礎付款的資料載於附註35。

本集團實施上述計劃，並計劃確認僱員供款。僱員提供服務以獲授購股權及限制性股份的公允價值確認為僱員福利費用。

於歸屬期內將予支銷的總金額參考獲授購股權及限制性股份的價值釐定：

- 包括任何市場表現情況；
- 不包括任何服務及非市場表現歸屬條件的影響；及
- 包括任何非歸屬條件的影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 SHARE-BASED PAYMENT (Continued)

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At each balance sheet date, the Group revises its estimates of the number of options and restricted shares that are expected to be vested. It recognizes the impact of the revision of original estimates, if any, in profit or loss, with a corresponding adjustment to other reserves.

Employee share trust is established, for the purposes of awarding shares to eligible employees under the share option scheme and restricted share award scheme.

The employee share trust is administered by an independent trustee and is funded by the Group's cash contributions and recorded as contributions to employee share trusts, an equity component. The administrator of the employee share trust buys the Company's shares in the open market for award to employees.

2.27 PROVISIONS

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2 主要會計政策摘要(續)

2.26 股份付款(續)

總費用於歸屬期內確認，歸屬期指將符合所有特定歸屬條件的期間。

於各結算日，本集團修訂對預期歸屬購股權及限制性股份數目的估計。本集團於損益內確認對原來估計作出修訂的影響(如有)，並在其他儲備內作出相應調整。

僱員股份信託乃為根據購股權計劃及限制性股份獎勵計劃向合資格僱員授出獎勵股份而設。

僱員股份信託由獨立信託人管理，並由本集團以現金撥付供款，於權益入賬作僱員股份信託供款。僱員股份信託管理人於公開市場購入本公司股份以向僱員作出獎勵。

2.27 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠計算的情況下，方會確認撥備。概不會就未來經營虧損確認撥備。

倘承擔若干類似責任，於釐定解除責任會否導致資源流出時，將考慮整體責任類別。即使同類責任當中任何一項導致資源流出可能性甚低，亦會確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 PROVISIONS (Continued)

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

2.28 FINANCIAL GUARANTEE CONTRACTS

Financial guarantee contracts are recognized as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of

- the amount determined in accordance with the expected credit loss model under HKFRS 9, and
- the amount initially recognized less, where appropriate, the cumulative amount of income recognized in accordance with the principals of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognized as part of the cost of the investment.

2 主要會計政策摘要 (續)

2.27 撥備 (續)

撥備採用稅前利率按照預期結算有關責任所需的開支現值計量，該利率反映當時市場對貨幣時間值和有關責任固有風險的評估。隨著時間過去而增加的撥備確認為利息費用。

2.28 財務擔保合約

財務擔保合約於發出擔保時確認為金融負債。負債初步按公允價值計量，其後按以下兩者中的較高者計量

- 根據香港財務報告準則第9號之預期信用損失模型釐定的金額；與
- 初步確認金額減(如適用)根據香港財務報告準則第15號所確認累計收入金額。

財務擔保的公允價值釐定為債務工具所需合約付款與無擔保情況下所須付款的現金流量差額現值，或第三方承擔責任而應付第三方的估計金額。

倘聯營公司的貸款或其他應付款擔保為無償提供，相關公允價值作為注資入賬，確認為投資成本一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 REVENUE RECOGNITION

(a) The Group develops and sells properties, and provides management services to its customers. Revenues are recognized when the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws and rules 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
- do 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 recognized over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the asset.

2 主要會計政策摘要(續)

2.29 收入確認

(a) 本集團開發及銷售物業，並向客戶提供管理服務。收入於資產控制權轉移至客戶時確認。視乎合約條款及適用於合約的法律及規例，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的資產；或
- 並無創建對本集團而言有其他用途的資產，而本集團可強制執行其權利收回累計至今已完成履約部分的款項。

倘資產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的進度確認。否則，收入於客戶獲得資產控制權的時間點確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 REVENUE RECOGNITION (Continued)

(a) (Continued)

(i) *Property development and sales*

The Group develops and sells residential properties in Mainland China and US. Revenue is recognized at a point in time when the property is delivered to the customer, the customer has accepted the property in accordance with the sales contract, the acceptance provision have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. Revenue is recognized over the development period by reference to the costs incurred up to the end of reporting period as a percentage of the total expected costs to complete the contract. Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by the Group.

2 主要會計政策摘要 (續)

2.29 收入確認 (續)

(a) (續)

(i) *物業發展及銷售*

本集團於中國內地及美國開發及銷售住宅物業。當物業交付予客戶時，客戶根據銷售合約接收物業，接收撥備已失效，或本集團有客觀證據證明所有接收條件已達成，則會將收入於某一時點確認。收入會參照截至報告期末已產生成本佔預計完工總成本的百分比，於開發期間確認。倘情況有變，則會修訂收入、成本或完工進度的估計。估計收入或成本的增減會於本集團得悉導致修訂的情況發生期間於損益反映。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 REVENUE RECOGNITION (Continued)

(a) (Continued)

(ii) Management services

The Group provides management services to its customers at fixed or variable amount. If the consideration is variable, revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. The Group recognizes revenue from management services over period of time where the customer simultaneously receives and consumes the benefits provided by the Group or the Group's performance 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. Otherwise revenue was recognized at a point in time. For revenue recognized over period of time, the Group measures the progress towards complete satisfaction of performance obligation on the basis of the actual costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract or on basis of direct measurements of the value transferred to the customer. Where the outcome of a contract cannot be measured reliably, revenue is recognized only to the extent that the expenses incurred are eligible to be recovered. Provision is made for foreseeable losses as soon as they are anticipated by the Group.

2 主要會計政策摘要(續)

2.29 收入確認(續)

(a) (續)

(ii) 管理服務

本集團按固定及可變金額向客戶提供管理服務。倘代價可變，則只會很大可能不會撥回重大金額的情況下確認收入。倘客戶同時收取並消耗本集團提供的利益或本集團履約並無產生對本集團具有替代用途的資產而本集團就迄今已完成的履約擁有可執行的支付權利，則本集團於一段時間確認管理服務收入，否則收入於某一時間點確認。就於一段期內確認的收入而言，本集團會計量截至報告期末未完工履約責任進度產生的實際成本佔各合約估計成本總額的百分比或直接計量轉移至客戶的價值而評估特定交易的完成情況。倘無法可靠計量合約的結果，則僅在所產生費用合資格收回的情況下確認收入。本集團預期產生可預見虧損時作出撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 REVENUE RECOGNITION (Continued)

(b) Contract costs – costs of obtaining a contract
The costs of obtaining a contract with a customer are immaterial and are expensed when incurred.

(c) Financing component
The Group adjusts the transaction price for the time value of money where the period between the transfer of the promised goods or services to the customer and payments by the customer exceeds one year considering it provides a potential significant benefit. The transaction price is adjusted by the discount rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception.

(d) Multiple performance obligations
Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

(e) Contract assets and contract liabilities
As agreed in the contracts, the customer pays fixed or variable amount based on a payment schedule. If the services or goods rendered by the Group exceed the payment, a contract asset is recognized. If the payments exceed the services or goods rendered, a contract liability is recognized. Any unconditional rights to consideration are presented separately as receivables.

2 主要會計政策摘要 (續)

2.29 收入確認 (續)

(b) 合約成本 – 獲取合約的成本
獲得客戶合約的成本並不重大，並於產生時入賬。

(c) 融資部分
倘向客戶轉移承諾的產品或服務至客戶付款的期間超過一年，本集團會就金錢時間值對交易價格作出調整，皆因當中有重大利益。交易價格會使用本集團與客戶於合約開始時另行進行金融交易的貼現率調整。

(d) 多項履約責任
倘合約涉及多項履約責任，交易價格將基於獨立售價分配至各項履約責任。倘有關數據不可直接觀察獲得，則基於預期成本加利潤率估算。

(e) 合約資產及合約負債
如合約內所擬定，客戶根據付款時間表支付固定或浮動金額。倘本集團提供的服務或產品超過付款，則確認合約資產。倘付款超過所提供的服務或產品，則確認合約負債。任何收取代價的無條件權利均另行呈列為應收款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.30 INTEREST INCOME

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets.

Interest income on financial assets at amortized cost and financial assets at FVOCI calculated using the effective interest method is recognized in profit or loss as part of “other income”.

Interest income is presented as “finance income” where it is earned from financial assets that are held for cash management purposes, see note 10 below.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the expected credit loss).

2.31 DIVIDEND INCOME

Dividends are received from financial assets measured at FVPL and at FVOCI. Dividends are recognized as “other income” in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognized in OCI if it relates to an investment measured at FVOCI. However, the investment may need to be tested for impairment as a consequence.

2 主要會計政策摘要(續)

2.30 利息收益

以公允價值計量且其變動計入損益的金融資產的利息收入計入該等資產的公允價值淨利得／(損失)。

以攤銷成本計量的金融資產和按公允價值計入其他全面收益的金融資產的利息收入採用實際利率法計算，並計入損益內的「其他收益」。

出於現金管理目的而持有的金融資產的利息收入列示為財務收入，參見下文附註10。

利息收入是用實際利率乘以金融資產賬面總額計算得出，後續已發生信用減值的金融資產除外。後續已發生信用減值的金融資產使用實際利率乘以金融資產（經扣除預期信用損失）的賬面淨值。

2.31 股息收益

股息來自按公允價值計入損益及按公允價值計入其他全面收益的金融資產。當確立收取付款的權利時會於損益將股息確認為「其他收益」。此做法亦適用於預先收購溢利的派付，除非清楚顯示股息是收回投資成本的一部分。在此情況下，倘股息有關按公允價值計入其他全面收益的投資，則於其他全面收益確認。然而，投資可能因此須接受減值測試。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.32 GOVERNMENT GRANTS

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognized in profit or loss over the period necessary to match them with the costs they are intended to compensate. Government grants that become receivable as compensation for expenses or losses already incurred are recognized as income of the period in which they become receivable.

2.33 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to shareholders of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2 主要會計政策摘要 (續)

2.32 政府補助

倘能合理保證可收到政府補助而本集團將遵循所有附帶條件時，則有關政府補助按公允價值確認。有關成本的政府補助遞延至政府補助與其擬補償的成本配對時，方於損益確認。就經已產生的開支或虧損而應收作為補償的政府補助在其成為應收的期間確認為收入。

2.33 每股收益

(a) 每股基本收益

每股基本收益乃：

- 歸屬於本公司股東的利潤(不包括除普通股以外的任何服務權益的成本)除以
- 財政年度已發行普通股的加權平均數(就年內已發行普通股的花紅部分作出調整及不包括庫存股份)。

(b) 每股稀釋收益

每股稀釋收益已就釐定每股基本收益使用的數字作出調整，當中包括：

- 與稀釋潛在普通股相關的稅後利息和其他融資成本，及
- 假設所有稀釋潛在普通股的轉換所額外發行普通股數量的加權平均數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.34 LEASES

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

2 主要會計政策摘要(續)

2.34 租賃

租賃確認為使用權資產，並在租賃資產可供本集團使用當日確認相應負債。

合約可能包含租賃及非租賃組成部分。本集團根據相對獨立價格將合約中的代價分配至租賃及非租賃組成部分。然而，就本集團作為承租人的房地產租賃而言，本集團選擇不區分租賃及非租賃組成部分，而是將其作為單獨租賃組成部分入賬。

租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃優惠
- 基於指數或利率的可變租賃付款，於開始日期使用該指數或利率進行初始計量
- 本集團預期於餘值擔保下應付的款項
- 採購權的行使價(倘本集團合理地確定行使該選擇權)；及
- 終止租賃所支付的罰款(倘租期反映本集團行使該選擇權)。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.34 LEASES (Continued)

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

2 主要會計政策摘要 (續)

2.34 租賃 (續)

根據若干合理延期選擇權作出的租賃付款亦計入負債計量中。

租賃付款採用租賃所隱含利率予以貼現。倘無法釐定該利率(本集團的租賃通常屬於此情況)，則使用承租人的增量借款利率，即個別承租人在類似經濟環境中以類似條款、抵押及條件借入獲得價值與使用權資產類似的類似資產所需資金而須支付的利率。

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動
- 使用累加法，首先就本集團所持有租賃的信貸風險(最近並無第三方融資)調整無風險利率；及
- 進行特定於租約的調整，例如期限、國家、貨幣及抵押。

本集團未來可能根據指數或利率增加可變租賃付款額，而有關指數或利率在生效前不會計入租賃負債。當根據指數或利率對租賃付款作出的調整生效時，租賃負債會根據使用權資產進行重新評估及調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.34 LEASES (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets that meet the definition of investment property are measured at fair value applying the fair value model.

Other right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets which do not meet the definition of investment property are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option. Low-value assets mainly comprise IT equipment.

2 主要會計政策摘要(續)

2.34 租賃(續)

租賃付款於本金及財務成本之間作出分配。財務成本在租期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

符合投資性物業定義的使用權資產應用公允價值模式計量公允價值。

其他使用權資產按成本計量，包括以下各項：

- 初始計量租賃負債的金額
- 在開始日期或之前作出的任何租賃付款減任何已收租賃優惠
- 任何初始直接成本；及
- 復原成本。

不符合投資性物業定義的使用權資產一般於資產的可使用年期與租期(以較短者為準)內按直線法予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

與短期設備及車輛租賃以及所有低價值資產租賃相關的付款按直線法於損益確認為費用。短期租賃指租期為12個月或以下並無購買選擇權的租賃。低價值資產主要包括信息技術設備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.34 LEASES (Continued)

Rental income from operating leases where the Group is a lessor is recognized in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognized as expense over the lease term on the same basis as rental income. The respective leased assets are included in the balance sheet based on their nature.

2.35 WARRANTY ACCRUALS

The Company's listed subsidiary, Landsea Homes provides home purchasers with limited warranties against certain building defects and has certain obligations related to those post-construction warranties for closed homes. The specific terms and conditions of these limited warranties vary depending upon the markets in which Landsea Homes does business, but generally Landsea Homes provides all of its home buyers with a limited warranty as to workmanship and mechanical equipment and also provide many of its home buyers with a limited 10-year warranty as to structural integrity.

Estimated future direct warranty costs are accrued and charged to cost of sales in the period when the related homebuilding revenues are recognized. Amounts are accrued based upon Landsea Homes' historical rates of warranty claims. Historical experience of Landsea Homes' peers is also considered due to Landsea Homes limited internal history of homebuilding sales. The adequacy of the warranty accruals is assessed on a quarterly basis to reflect changes in trends as information becomes available and the amounts recorded are adjusted if necessary. The warranty accruals is included in trade and other payables in the consolidated balance sheet and adjustments to warranty accruals are recorded through cost of sales.

2 主要會計政策摘要 (續)

2.34 租賃 (續)

倘本集團為出租人，來自經營租賃的租金收入於租期內按直線法於損益確認。獲取經營租賃產生的初始直接成本會加入相關資產的賬面值，並於租期內以確認租金收入之相同基準確認為開支。個別租賃資產按其性質計入資產負債表。

2.35 應計保修費用

本公司上市附屬公司 Landsea Homes 就若干樓宇缺陷向住宅買家提供有限保修，且擁有若干與已交割住宅之施工後保修有關之責任。該等有限保修之具體條款及條件視乎 Landsea Homes 開展業務之市場而有所不同，但 Landsea Homes 一般向所有其住宅買家提供有關工藝及機械設備之有限保修，亦向許多住宅買家提供其有關結構完整性之有限 10 年保修。

估計未來直接保修成本於確認相關住宅建築收入期間內累計並計入銷售成本。金額乃根據 Landsea Homes 過往之保修索賠率累計。由於 Landsea Homes 住宅建築銷售之內部歷史有限，Landsea Homes 同業之過往經驗亦予以考慮。應計保修費用之充足性按季進行評估，以反映可獲得資料之趨勢變化及在必要時調整記錄金額。應計保修費用計入隨附綜合資產負債表之應付賬款及其他應付款，並透過銷售成本記錄應計保修費用的調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.36 DIVIDEND DISTRIBUTION

Dividend distribution to the shareholders of the Company is recognized as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Shareholders of the Company.

2.37 EQUITY INSTRUMENTS AND SHARES HELD FOR SHARE AWARD SCHEME

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs. Respective distributions if and when declared are treated as equity dividends.

Where any group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the shareholders of the Company as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the shareholders of the Company.

Shares held by the company's employee share Trust are disclosed as treasury shares and deducted from equity attributable to the shareholders of the Company.

2.38 CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognized because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

2 主要會計政策摘要(續)

2.36 股息分派

向本公司股東分派的股息於本公司股東批准股息的期間內，在本集團及本公司的財務報表內確認為負債。

2.37 股本工具及為股份獎勵計劃持有之股份

股本工具為證明實體於扣減所有負債後的資產中擁有剩餘權益的任何合約。本集團所發行的股本工具按已收所得款項扣除直接發行成本確認。各自之分派於宣派時被視為權益股息。

倘任何集團公司購買本公司之權益工具(例如股份回購或以股份為基礎的支付)，則所支付的對價(包括任何直接應佔的增加成本(扣除所得稅))乃從本公司股權持有人應佔權益中扣除，作為庫存股份，直至該等股份被註銷或重新發行為止。倘該等普通股其後被重新發行，則任何已收取的對價(扣除任何直接應佔的增加交易成本及相關所得稅影響)計入本公司股東應佔權益中。

本公司僱員股份信託持有之股份披露為庫存股份，於本公司股東應佔權益內扣除。

2.38 或然負債及或然資產

或然負債指因過往事件可能引致的責任，其存在與否僅可透過日後會否發生一宗或多宗本集團不能完全控制的不明朗事件來確定。或然負債亦可能是過往事件所產生的現時責任，但由於可能無需消耗經濟資源或有關責任金額不能可靠計量而未有入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.38 CONTINGENT LIABILITIES AND CONTINGENT ASSETS *(Continued)*

A contingent liability is not recognized but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognized as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognized but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognized.

2 主要會計政策摘要 (續)

2.38 或然負債及或然資產 (續)

或然負債不予確認，但會於綜合財務報表附註中披露。當消耗資源的可能性變動致使可能消耗資源，則會確認或然負債為撥備。

或然資產指因過往事件可能產生的資產，其存在與否僅可透過日後會否發生一宗或多宗本集團不能完全控制的不明朗事件來確定。

或然資產不予確認，但會於經濟利益可能流入時於綜合財務報表附註中披露。於基本確定流入時確認資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT

3.1 FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. According to the Group's risk management policies, the financial risks shall be assessed continuously by the management taking into account of the prevailing conditions of the financial market and other relevant variables to avoid excessive concentrations of risk. The Group has not used any derivatives or other instruments for hedging purpose. The most significant financial risks to which the Group is exposed to are described as below.

(a) Market risk

(i) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates and invests in Mainland China, Hong Kong and US and with most of the transactions denominated and settled in RMB, HK\$ and US\$ respectively. Foreign exchange risk mainly arises from certain borrowings and other current liabilities of the Company (with functional currency of HK\$) and other subsidiaries located in US (with functional currency of US\$) which are denominated in RMB.

At 31 December 2022, if RMB had weakened/strengthened by 5% against HK\$ and US\$, respectively, with all other variables held constant, loss before tax for the year ended 31 December 2022 would have been approximately RMB152,632,000 (2021: RMB212,844,000) lower, mainly as a result of foreign exchange differences on translation of RMB denominated borrowings.

3 財務風險管理

3.1 財務風險因素

本集團業務承受多種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動資金風險。根據本集團的風險管理政策，管理層應持續評估財務風險，透過考慮現行金融市況及其他相關變數以避免風險過度集中。本集團並無利用任何衍生或其他工具作對沖用途。本集團承受的最重大財務風險闡述如下。

(a) 市場風險

(i) 外匯風險

外幣風險指因外幣匯率變動而導致金融工具的公允價值或未來現金流量出現波動的風險。本集團主要在中國內地、香港及美國經營業務及投資，當中大部分交易分別以人民幣、港元及美元計值及結算。外匯風險主要因本公司（功能貨幣為港元）及位於美國的其他附屬公司（功能貨幣為美元）若干以人民幣計值的借款及其他流動負債而產生。

於二零二二年十二月三十一日，倘人民幣兌港元及美元的匯率分別貶值／升值5%，而所有其他變數維持不變，截至二零二二年十二月三十一日止年度除稅前虧損將減少約人民幣152,632,000元（二零二一年：人民幣212,844,000元），主要因換算以人民幣計值的借款而產生的外匯差額所致。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(a) Market risk (Continued)

(ii) Interest rate risk

The Group has no significant interest — bearing assets and liabilities other than bank deposits, borrowings and other payables. Bank balances and borrowings at floating rates expose the Group to cash flow interest rate risk. The Group's exposure to market risk for changes in interest rates relates primarily to bank balances which bear floating interest rates. Management monitors the interest rate risk and performs sensitivity analysis on a regular basis.

At 31 December 2022, if interest rates on bank balances and borrowings had been 50 basis points higher/lower with all other variables held constant, the Group's loss before tax for the year would have been approximately RMB23,994,000 (2021:RMB21,572,000) higher. The sensitivity analysis has been determined assuming that the change in interest rates had occurred at the balance sheet date.

(b) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The credit risk of the Group mainly arises from cash and cash equivalents, restricted cash, contract assets, trade and other receivables and deposits. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 利率風險

除銀行存款、借款及其他應付款外，本集團並無重大計息資產及負債。以浮動利率計息的銀行結餘與借款令本集團承受現金流量利率風險。本集團就利率變動承受的市場風險主要涉及以浮動利率計息的銀行結餘。管理層監控利率風險並定期進行敏感性分析。

於二零二二年十二月三十一日，倘銀行結餘及借款的利率上升／減少50個基點，而所有其他變數維持不變，本集團年度除稅前虧損將增加約人民幣23,994,000元(二零二一年：人民幣21,572,000元)。敏感性分析乃假設結算日發生利率變動而釐定。

(b) 信貸風險

信貸風險指金融工具的交易對手未能根據金融工具的條款履行責任，令本集團蒙受財務損失的風險。本集團的信貸風險主要因現金及現金等價物、受限制現金、合約資產、應收賬款及其他應收款及存款而產生。該等結餘的賬面值即本集團就金融資產所承受的最大信貸風險。管理層已制定信貸政策並持續監控此等信貸風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

The credit risk on Group's cash and cash equivalents is limited because the counterparties are banks with high credit ratings. The credit risk on the Group's investments in debt instruments measured at FVPL is limited because the debt instruments are either bonds issued by policy bank or wealth management product managed by large multinational bank. In respect of contract assets, trade and other receivables and deposits, individual credit evaluations are performed on all debtors. These evaluations focus on the debtors' past history of making payments when due and current ability to pay, and take into account information specific to the debtors as well as pertaining to the economic environment in which the debtors operate. The Group has no significant concentrations of credit risk, with exposure spread over a large number of counterparties and customers. The Group does not obtain collateral from customers or counterparties in respect of certain receivables. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本集團現金及現金等價物的信貸風險有限，原因為交易對手均為擁有較高信用評級的銀行。本集團按公允價值計入損益的債務工具投資的信貸風險有限，因為債務工具為政策銀行發出的債券或大型跨國銀行管理的資產管理產品。就合約資產、應收賬款及其他應收款及存款而言，須對所有債務人進行個別信貸評估。該等評估主要針對債務人過往到期還款記錄及當前支付能力，並考慮債務人運營所在經濟環境的特定資料。鑑於所承受風險與眾多交易對手及客戶有關，故本集團並無重大集中信貸風險。本集團並無就若干應收款收取客戶或交易對手任何抵押品。本集團設有監控程序以確保採取跟進行動以收回逾期債務。此外，本集團於各報告期末審閱該等應收款項的可收回性，以確保就不可收回金額計提足夠的減值虧損。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

The Group typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of properties for an amount up to 70% of the total purchase price of the property. If a purchaser defaults on the payment of its mortgage loan during the guarantee period, the bank holding the guarantee may demand the Group to repay the outstanding amount under the loan and any interest accrued thereon. Under such circumstances, the Group is able to retain the customer's deposit and re-sell the property to recover any amounts paid by the Group to the bank. In this regard, the directors consider that the Group's credit risk is significantly reduced. Detailed disclosure of these guarantees is made in note 43.

The Group provides guarantees in respect of related parties' borrowings to banks jointly with other investors of the related party. Typically, the related party guaranteed by the Group is a property development or property holding company which could liquidate or sell some or all of its assets to repay the borrowings immediately. In this regard, the directors consider that the Group's credit risk is significantly reduced. Detailed disclosure of these guarantees is made in note 43.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

本集團一般為借取按揭貸款以撥資購買物業的客戶向銀行提供擔保，最高以物業總購買價的70%為限。倘買家於擔保期內拖欠償還按揭貸款，承保銀行可能要求本集團償還貸款結欠金額連同任何應計利息。於該等情況下，本集團有權沒收客戶按金並重售物業，以收回本集團應付予銀行的任何金額。就此而言，董事認為本集團的信貸風險已大大減少。有關該等擔保的詳情於附註43披露。

本集團就有關關聯方借款與關聯方的其他投資者共同向銀行提供擔保。一般而言，本集團擔保的關聯方為物業開發或物業持有公司，可即時清盤或出售其部分或全部資產償還借款。在此方面，董事認為本集團的信貸風險可大幅減少。該等擔保的詳情載於附註43。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

The following credit risk modelling applies:

The Group has the following types of financial assets that are subject to expected credit loss model:

- Trade receivables
- Contract assets
- Amount due from related parties
- Amount due from non-controlling interests
- Other financial assets carried at amortized cost

While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

應用以下信貸風險模式：

本集團有以下應用預期信用損失模式的金融資產種類：

- 應收賬款
- 合約資產
- 應收關聯方款項
- 應收非控制性權益款項
- 其他按攤銷成本計量的金融資產

現金及現金等價物亦遵守香港財務報告準則第9號的減值規定，已識別之減值虧損並不重大。

本集團於初步確認資產時考慮違約概率，以及各報告期內信貸風險是否持續大幅增加。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) **Credit risk** (Continued)

To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information, which could include:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increases in credit risk on other financial instruments of the same borrower
- significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) **信貸風險**(續)

為評估信貸風險是否顯著增加，本集團將資產於報告日期發生的違約風險與初步確認日期的違約風險進行比較。其考慮所得合理且具支持性的前瞻資訊，包括：

- 內部信貸評級
- 外部信貸評級
- 預期導致借款人償還債務能力出現重大變動的商業、財務或經濟環境的實際或預期重大不利變動
- 借款人經營業績的實際或預期重大變動
- 同一借款人的其他金融工具的信貸風險顯著增加
- 借款人的預期業績及行為出現重大變動，包括借款人於本集團的付款狀況變動及借款人經營業績的變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(i) Contract assets and trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of lifetime expected credit loss provision for contract assets and trade receivables. To measure the expected credit losses, contract assets and trade receivables were grouped based on shared credit risk characteristics and the days past due.

As at 31 December 2022, the expected credit loss provision was determined as follows. The expected credit loss provision below also incorporated forward-looking information.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(i) 合約資產及應收賬款

本集團根據香港財務報告準則第9號應用簡化方式就預期信用損失作出撥備，該準則允許就合約資產及應收賬款使用整個年期的預期信用損失撥備。為計量預期信用損失，合約資產及應收賬款根據共同信貸風險特徵及逾期日數分組。

於二零二二年十二月三十一日，預期信用損失撥備如下。以下預期信用損失撥備亦包括前瞻性資料。

31 December 2022	二零二二年 十二月三十一日	Related parties 關聯方	Third parties 第三方						Total 總計
			Less than 1 year 少於1年	1-2 years 1至2年	2-3 years 2至3年	3-4 years 3至4年	4-5 years 4至5年	More than 5 years 超過5年	
Expected credit loss rate	預期信用損失率	7%-100%	3%-10%	10%-25%	25%-60%	60%-85%	85%-100%	100%	
Gross carrying amount	賬面總值								
- Contract assets	- 合約資產	71,171	142,107	78,010	24,443	-	-	-	315,731
- Trade receivables (note 27)	- 應收賬款 (附註27)	186,350	40,892	45,513	35,894	310,954	23,087	36,195	678,885
		257,521	182,999	123,523	60,337	310,954	23,087	36,195	994,616
Expected credit loss provision	預期信用損失撥備								
- Contract assets	- 合約資產	(4,917)	(5,677)	(12,183)	(14,257)	-	-	-	(37,034)
- Trade receivables	- 應收賬款	(35,612)	(2,057)	(10,285)	(11,802)	(193,014)	(22,646)	(36,195)	(311,611)
		(40,529)	(7,734)	(22,468)	(26,059)	(193,014)	(22,646)	(36,195)	(348,645)
Total contract assets and trade receivables	合約資產及應收賬款總額	216,992	175,265	101,055	34,278	117,940	441	-	645,971

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(i) Contract assets and trade receivables (Continued)

As at 31 December 2021, the expected credit loss provision was determined as follows. The expected credit loss provision below also incorporated forward-looking information.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(i) 合約資產及應收賬款(續)

於二零二一年十二月三十一日，預期信用損失撥備如下。以下預期信用損失撥備亦包括前瞻性資料。

31 December 2021	二零二一年 十二月三十一日	Related parties 關聯方	Third parties 第三方						Total 總計
			Less than 1 year 少於1年	1-2 years 1至2年	2-3 years 2至3年	3-4 years 3至4年	4-5 years 4至5年	More than 5 years 超過5年	
Expected credit loss rate	預期信用損失率	1-15%	3%-10%	10%-25%	25%-60%	60%-85%	85%-100%	N/A 不適用	
Gross carrying amount	賬面總值								
- Contract assets	- 合約資產	54,167	225,223	40,488	14,895	-	-	-	334,773
- Trade receivables (note 27)	- 應收賬款 (附註27)	180,176	48,379	38,246	336,896	39,822	38,196	-	681,715
		234,343	273,602	78,734	351,791	39,822	38,196	-	1,016,488
Expected credit loss provision	預期信用損失撥備								
- Contract assets	- 合約資產	(2,167)	(6,757)	(4,049)	(2,978)	-	-	-	(15,951)
- Trade receivables	- 應收賬款	(26,397)	(3,317)	(6,038)	(150,687)	(33,554)	(34,833)	-	(254,826)
		(28,564)	(10,074)	(10,087)	(153,665)	(33,554)	(34,833)	-	(270,777)
Total contract assets and trade receivables	合約資產及應收賬款 總額	205,779	263,528	68,647	198,126	6,268	3,363	-	745,711

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

(i) Contract assets and trade receivables (Continued)

The expected credit loss provision for contract assets and trade receivables as at 31 December 2022 reconciles to the opening expected credit loss provision are as follows:

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(i) 合約資產及應收賬款(續)

合約資產及應收賬款於二零二二年十二月三十一日的預期信用損失撥備與期初預期信用損失撥備的對賬如下：

		Contract assets	Trade receivables	Total 總計
		合約資產 RMB'000 人民幣千元	應收賬款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Opening expected credit loss provision as at 1 January 2021	於二零二一年一月一日 期初預期信用 損失撥備	(4,771)	(174,760)	(179,531)
Additional expected credit loss provision	額外預期信用損失撥備	<u>(11,180)</u>	<u>(80,066)</u>	<u>(91,246)</u>
Closing expected credit loss provision as at 31 December 2021	於二零二一年 十二月三十一日 期末預期信用損失撥備	(15,951)	(254,826)	(270,777)
Additional expected credit loss provision	額外預期信用損失撥備	<u>(21,083)</u>	<u>(56,785)</u>	<u>(77,868)</u>
Closing expected credit loss provision as at 31 December 2022	於二零二二年 十二月三十一日 期末預期信用損失撥備	<u>(37,034)</u>	<u>(311,611)</u>	<u>(348,645)</u>

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

- (ii) Amounts due from related parties, non-controlling interests and other financial assets at amortized cost

The Group uses three categories for other receivables which reflect their credit risk and how the expected credit loss provision is determined for each of those categories. The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers both historical loss rates and forward-looking macroeconomic data. A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

Category	Group definition of category	Basis for recognition of expected credit loss provision	Expected credit loss rate
類別	本集團就類別所下定義	確認預期信用損失撥備的基準	預期信用損失率
Stage one	Customers have a low risk of default and a strong capacity to meet contractual cash flows	12 months expected credit losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime	1%–7%
第一階段	違約風險偏低及應付合約現金流量能力強勁的客戶	12個月預期信用損失。倘資產的預期年期少於12個月，則預期虧損按預期年期計量	
Stage two	Receivables for which there is a significant increase in credit risk since initial recognition	Lifetime expected credit losses	7%–10%
第二階段	自初步確認以來信貸風險大幅上升的應收款	年期預期信用損失	
Stage three	Receivables for which there is credit loss since initial recognition	Lifetime expected credit losses	10%–100%
第三階段	自初步確認以來錄得信貸虧損的應收款	年期預期信用損失	

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

- (ii) 應收關聯方款項、非控制性權益及按攤銷成本計量的其他金融資產

本集團就其他應收款採用三個類別，以反映其信貸風險及如何就各類釐定預期信用損失撥備。本集團透過適時就預期信用損失作出適當撥備，以將其信貸風險入賬。在計算預期信用損失率時，本集團考慮歷史虧損率及前瞻宏觀經濟數據。本集團預期信用損失模型的假設概要如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

- (ii) Amounts due from related parties, non-controlling interests and other financial assets at amortized cost (Continued)

As at 31 December 2022, the Group provided for expected credit loss provision against other receivables as follows:

31 December 2022	Category	Expected credit loss rate	Estimated gross carrying amount at default	Expected credit loss provision	Carrying amount (net of impairment provision)
二零二二年十二月三十一日	類別	預期信用損失率	估計違約賬面總值 RMB'000 人民幣千元	預期信用損失撥備 RMB'000 人民幣千元	賬面值 (已扣減減值撥備) RMB'000 人民幣千元
Amounts due from related parties 應收關聯方款項	Stage one 第一階段	3%–7%	760,330	(53,904)	707,236
Amounts due from related parties 應收關聯方款項	Stage three 第三階段	20%–100%	886,483	(703,579)	182,904
Amounts due from non-controlling interests 應收非控制性權益款項	Stage one 第一階段	7%	169,012	(11,831)	157,181
Deposits for purchase of land 購買土地的按金	Stage one 第一階段	3%	697,074	(20,912)	676,162
Others 其他	Stage three 第三階段	20%–100%	177,085	(100,986)	76,009
Others 其他	Stage one 第一階段	1%–3%	1,041,252	(24,284)	1,016,968
			3,731,236	(914,686)	2,816,550

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

- (ii) 應收關聯方款項、非控制性權益及按攤銷成本計量的其他金融資產(續)

於二零二二年十二月三十一日，本集團就其他應收款計提預期信用損失撥備如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

- (ii) Amounts due from related parties, non-controlling interests and other financial assets at amortized cost (Continued)

As at 31 December 2021, the Group provided for expected credit loss provision against other receivables as follows:

31 December 2021	Category	Expected credit loss rate	Estimated gross carrying amount at default	Expected credit loss provision	Carrying amount (net of impairment provision)
二零二一年十二月三十一日	類別	預期信用損失率	估計違約賬面總值 RMB'000 人民幣千元	預期信用損失撥備 RMB'000 人民幣千元	賬面值 (已扣減減值撥備) RMB'000 人民幣千元
Amounts due from related parties 應收關聯方款項	Stage one 第一階段	1%–4%	2,223,459	(88,787)	2,134,672
Amounts due from related parties 應收關聯方款項	Stage three 第三階段	10%–80%	898,022	(378,091)	519,931
Amounts due from non-controlling interests 應收非控制性權益款項	Stage one 第一階段	4%	847,518	(33,901)	813,617
Deposits for purchase of land 購買土地的按金	Stage one 第一階段	1%	405,577	(4,056)	401,521
Others 其他	Stage one 第一階段	1%–4%	537,977	(17,340)	520,637
			<u>4,912,553</u>	<u>(522,175)</u>	<u>4,390,378</u>

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

- (ii) 應收關聯方款項、非控制性權益及按攤銷成本計量的其他金融資產 (續)

於二零二一年十二月三十一日，本集團就其他應收款計提預期信用損失撥備如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

- (ii) Amounts due from related parties, non-controlling interests and other financial assets at amortized cost (Continued)

The expected credit loss provision for amounts due from related parties, non-controlling interests and other financial assets at amortized cost as at 31 December 2022 reconciles to the opening expected credit loss provision are as follows:

		Amounts due from related parties	Amounts due from non-controlling interests	Deposits for purchase of land	Others	Total
		應收關聯方款項 RMB'000 人民幣千元	應收非控制性權益款項 RMB'000 人民幣千元	購買土地的按金 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Opening expected credit loss provision as at 1 January 2021	於二零二一年一月一日 期初預期信用損失撥備	(321,846)	(6,747)	(2,090)	(7,710)	(338,393)
Additional expected credit loss provision	額外預期信用損失撥備	(145,032)	(27,154)	(1,966)	(9,630)	(183,782)
Closing expected credit loss provision at 31 December 2021	於二零二一年十二月三十一日 期末預期信用損失撥備	(466,878)	(33,901)	(4,056)	(17,340)	(522,175)
Recoveries	收回	-	13,234	-	-	13,234
Additional expected credit loss provision	額外預期信用損失撥備	(289,795)	-	(16,856)	(107,930)	(414,581)
Written off	撇銷	-	8,836	-	-	8,836
Closing expected credit loss provision at 31 December 2022	於二零二二年十二月三十一日 期末預期信用損失撥備	(756,673)	(11,831)	(20,912)	(125,270)	(914,686)

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

- (ii) 應收關聯方款項、非控制性權益及按攤銷成本計量的其他金融資產(續)

應收關聯方款項、非控制性權益及按攤銷成本計量的其他金融資產於二零二二年十二月三十一日的預期信用損失撥備與期初預期信用損失撥備的對賬如下：

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities. Landsea Homes, the Company's listed subsidiary, was managed separately for liquidity management purpose.

The Group's primary cash requirements have been for the payments of property development projects and operating expenses. The Group finances its working capital requirements mainly through internal resources and borrowings from shareholders, banks and other financial institutes. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient cash and cash equivalents and adequate credit facilities to meet its liquidity requirements in the short and long term.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows based on the earliest date on which the Group can be required to pay as of 31 December 2022.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險

審慎的流動資金風險管理指維持充足的現金及現金等價物，並透過充裕的信貸融資額度取得資金。本公司上市附屬公司 Landsea Homes 因流動資金管理目的而獨立管理。

本集團的主要現金需求用於支付房地產開發項目及經營費用。本集團的營運資金需求主要透過內部資源及向股東、銀行及其他財務機構借款撥付。本集團的政策為定期監控當前及預期的流動資金需求，確保維持充足的現金及現金等價物及充裕的信貸額度，以滿足短期及長期的流動資金需求。

下表載列根據結算日至合約到期日的剩餘期限，按照相關到期組別劃分的本集團金融負債分析。表內披露的金額為於二零二二年十二月三十一日根據本集團可被要求的最早支付日期計算的合約未折現現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(c) Liquidity risk (Continued)

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

		Less than 1 year or repayable on demand 少於一年或 按要求償還 RMB'000 人民幣千元	Between 1 and 2 years 一至兩年 RMB'000 人民幣千元	Between 2 and 5 years 兩至五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022	於二零二二年 十二月三十一日					
Trade and other payables	應付賬款及其他應付款	7,920,870	338,389	-	-	8,259,259
Financial liabilities at fair value through profit or loss	按公允價值計入損益 的金融負債	315,931	-	10,272	-	326,203
Borrowings and interest thereon	借款及相關利息	1,778,177	5,164,302	840,415	62,729	7,845,623
Guarantee in respect of mortgage facilities for certain purchasers	就若干買家之按揭融資 提供擔保	993,914	-	-	-	993,914
Guarantee in respect of related parties' borrowings	就關聯方之借款 提供擔保	-	-	102,400	-	102,400
Lease liability	租賃負債	35,996	25,729	35,695	12,841	110,261
At 31 December 2021	於二零二一年 十二月三十一日					
Trade and other payables	應付賬款及其他應付款	8,163,629	5,000	145,958	-	8,314,587
Financial liabilities at fair value through profit or loss	按公允價值計入損益的 金融負債	-	-	50,103	-	50,103
Borrowings and interest thereon	借款及相關利息	4,303,189	277,784	3,854,216	758,024	9,193,213
Guarantee in respect of mortgage facilities for certain purchasers	就若干買家之按揭融資 提供擔保	1,254,314	-	-	-	1,254,314
Guarantee in respect of related parties' borrowings	就關聯方之借款 提供擔保	-	-	118,400	-	118,400
Lease liability	租賃負債	37,318	26,987	34,898	6,947	106,150

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 FAIR VALUE ESTIMATION

The different levels of valuation method for financial instruments carried at fair value are as follows:

- (a) Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- (b) Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- (c) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險管理(續)

3.2 公允價值估計

下文載列利用估值法分析按公允價值入賬的金融工具之不同層級：

- (a) 相同資產或負債於活躍市場的報價(未經調整)(第1層)。
- (b) 除第1層所包括的報價外，就資產或負債可觀察的直接(即價格)或間接(即源自價格)輸入數據(第2層)。
- (c) 資產或負債並非依據可觀察市場數據的輸入數據(即不可觀察輸入數據)(第3層)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 FAIR VALUE ESTIMATION (Continued)

3 財務風險管理(續)

3.2 公允價值估計(續)

			Level 1 第1層	Level 2 第2層	Level 3 第3層	Total 總計
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產					
At 31 December 2022	於二零二二年十二月三十一日	28	-	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	28	63,747	-	-	63,747
Financial liabilities at fair value through profit or loss	按公允價值計入損益的金融負債					
At 31 December 2022	於二零二二年十二月三十一日	31	10,272	-	315,931	326,203
At 31 December 2021	於二零二一年十二月三十一日	31	14,966	-	35,137	50,103
Investment properties	投資性物業					
At 31 December 2022	於二零二二年十二月三十一日	19	-	-	332,500	332,500
At 31 December 2021	於二零二一年十二月三十一日	19	-	-	687,500	687,500

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 FAIR VALUE ESTIMATION (Continued)

There were no transfers between level 1, level 2 and level 3 during the year ended 31 December 2022.

The fair value of financial instruments traded in active markets is based on quoted market prices. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The remaining financial assets at fair value through profit or loss, and investment properties held by the Group are not traded in active markets nor does the fair value determined by using valuation techniques that use observable market data. Therefore, they are included in level 3.

3 財務風險管理(續)

3.2 公允價值估計(續)

截至二零二二年十二月三十一日止年度內，第1層、第2層與第3層之間並無轉移。

在活躍市場買賣的金融工具的公允價值根據市場報價列賬。當報價可即時和定期從證券交易所、交易商、經紀、業內人士、定價服務或監管代理獲得，而該等報價代表按公平交易基準進行的實際和常規市場交易時，該市場被視為活躍。

並非於活躍市場買賣的金融工具(例如場外衍生工具)的公允價值以估值技術計算。該等估值技術充分利用可獲得的可觀察市場數據，從而盡量減少依賴實體的特有估計數據。若按公允價值計量的工具所需的所有重大輸入數據均可從觀察取得，則該項工具會納入第2層。

若一項或多項重大輸入數據並非根據可觀察市場數據釐定，則該項工具會納入第3層。

其餘按公允價值計入損益的金融工具及本集團持有的投資性物業並無於活躍市場買賣，亦無使用可觀察市場數據的估值技術釐定公允價值，因此分類為第3層。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 FAIR VALUE ESTIMATION (Continued)

See note 19 for disclosures of the investment properties that are measured at fair value.

See note 31 for disclosures of financial liabilities that are measured at fair value.

The carrying amounts of the Group's other current financial assets and financial liabilities approximate their fair values due to their short maturities.

3.3 CAPITAL RISK MANAGEMENT

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern; and
- to provide an adequate return to shareholders.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or obtain borrowings.

The Group monitors its capital structure on a basis of gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents and restricted cash pledged for the Group's borrowing. Total capital is calculated as net debt plus total equity as shown in the consolidated balance sheet.

3 財務風險管理(續)

3.2 公允價值估計(續)

按公允價值計量的投資性物業的披露載於附註19。

按公允價值計入損益的金融負債的披露載於附註31。

由於本集團的其他流動金融資產及金融負債期限短，故賬面值與公允價值相若。

3.3 資本風險管理

本集團的資本管理目標為：

- 確保本集團持續經營的能力；及
- 為股東提供理想回報。

為維持或調整資本架構，本集團或會調整向股東派付的股息金額、向股東退還資本、發行新股或取得借款。

本集團根據資產負債比率監控資本架構。該比率以債務淨額除以資本總額計算。債務淨額以借款總額減現金及現金等價物及作為本集團借款的抵押的受限制現金計算。資本總額以債務淨額加綜合資產負債表所示的總權益計算。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 CAPITAL RISK MANAGEMENT (Continued)

The gearing ratios as at 31 December 2022 and 2021 are as follows:

3 財務風險管理 (續)

3.3 資本風險管理 (續)

於二零二二年及二零二一年十二月三十一日的資產負債比率如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Borrowings (note 32)	借款(附註32)	7,331,075	8,489,619
Lease liabilities (note 21)	租賃負債(附註21)	120,771	93,972
Less: Cash and cash equivalents (note 29)	減：現金及現金等價物(附註29)	(1,252,056)	(4,031,310)
Restricted cash (note 29)	受限制現金(附註29)	(55,417)	(89,884)
Net debt	債務淨額	6,144,373	4,462,397
Total equity	總權益	2,693,358	5,581,262
Total capital	資本總額	8,837,731	10,043,659
Gearing ratio	資產負債比率	70%	44%

Restricted cash with the amount of RMB55,417,240 (2021: RMB89,884,000) was pledged as securities for borrowings of the Group and the Group considers that such restricted cash should be included in the calculation of net debt in order to reflect an appropriate gearing ratio of the Group.

金額為人民幣55,417,240元(二零二一年：人民幣89,884,000元)的受限制現金已抵押作為本集團借款的抵押，本集團認為該等受限制現金應計入債務淨額的計算，以反映本集團的合適負債比率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes judgements, estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(A) CLASSIFICATION OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE

In the normal course of business, the Group develops properties together with other developers or institutions, through entering into co-operation agreements with these parties. The rights and obligations of the Group and the other parties are stipulated by respective co-operation agreements, article of associations of the project companies and etc. Due to the complexity of the arrangements, significant judgement is needed in determining whether the project company is subsidiary, joint venture or associate to the Group. The Group makes judgement based on the substance of the arrangements and the definition of subsidiary, joint venture and associate as disclosed in notes 2.2, 2.3 and 2.4.

(B) ESTIMATES OF FAIR VALUE OF INVESTMENT PROPERTIES

The Group's investment properties are stated at fair value which is determined by independent professional valuers. Such valuation is made based on certain assumptions, which are subject to uncertainties and might materially differ from the actual results. In making the judgement, reasonable consideration has been given to the underlying assumptions that are mainly based on market conditions existing at the balance sheet date. These estimates are regularly compared to actual market data and actual transactions in the market.

4 關鍵會計估計及判斷

本集團作出有關未來情況的判斷、估計及假設，顧名思義，會計估計結果極少相等於有關實際結果。估計及假設很可能導致須對下一個財政年度的資產及負債賬面值作出重大調整，詳情如下：

(A) 附屬公司、合營企業及聯營公司的分類

於一般業務過程中，本集團與其他發展商或機構透過與該等合作方訂立合作協議，共同開發房地產。本集團與其他方的權利及責任由各自之合作協議、項目公司之組織章程細則等訂明。鑑於該等安排之複雜性，釐定項目公司是否屬本集團之附屬公司、合營企業或聯營公司需要重大判斷。本集團乃基於該等安排之實質性及附屬公司、合營企業及聯營公司之定義作出判斷，見附註2.2、2.3及2.4。

(B) 投資性物業的估計公允價值

本集團的投資性物業以獨立專業估值師所釐定的公允價值列賬。估值乃基於若干假設，其中涉及不確定因素，可能與實際結果相距甚遠。作出判斷時須主要根據結算日的市況對相關假設作出合理考慮。該等估計須定期與實際市場資料及實際交易情況作比較。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(C) NET REALIZABLE VALUE OF PROPERTIES UNDER DEVELOPMENT AND HELD FOR SALE

The Group estimates the net realizable value of properties under development and property held for sale held by its subsidiaries, as well as its joint ventures and associates based on the current market condition and the historical experience of selling properties and products of a similar nature. It could change significantly as a results of change in market conditions. Management reassesses these estimates at each balance sheet date.

(D) INCOME TAXES AND DEFERRED TAX

The Group is subject to income taxes in Mainland China, Hong Kong and US. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Group recognizes liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year when such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognized when the Group considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilized. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates are changed.

4 關鍵會計估計及判斷(續)

(C) 開發中物業及持作銷售物業的可變現淨值

本集團根據當時市況及銷售同類物業及產品的過往經驗，估計開發中物業及由其附屬公司、合營企業及聯營公司持有的持作銷售物業的可變現淨值。市況可造成重大變動。管理層於各結算日重新評估該等估計。

(D) 所得稅及遞延稅項

本集團須繳納中國內地、香港及美國所得稅。釐定所得稅撥備時，須作出重大判斷。在日常業務中有若干未能確定最終稅項的交易及計算。本集團按照額外稅項是否將會到期之估計確認預計稅務事宜之負債。倘該等事宜的最終稅務結果有別於最初記錄的數額，則有關差額會影響釐定有關數額期間的所得稅及遞延稅項撥備。

與若干暫時差額及稅項虧損有關的遞延所得稅資產於管理層認為未來有可能出現應課稅利潤可用作抵銷該等暫時差額或稅項虧損時確認。當預期金額與原定估計有差異時，則該差異將於估計改變期間影響遞延所得稅資產的確認及所得稅費用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(E) MAINLAND CHINA LAND APPRECIATION TAXES

The Group is subject to land appreciation taxes (“LAT”) in Mainland China. However, the implementation and settlement of LAT varies among various tax jurisdictions in cities of Mainland China, and the Group has not finalized its LAT calculation and payments with local tax authorities in Mainland China for most of its property development projects. Accordingly, significant judgement is required in determining the amount of land appreciation and its related taxes. The Group recognizes these liabilities based on its best estimates. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax expenses and provisions of LAT taxes in the period when such determination is made.

(F) IMPAIRMENT OF INTERESTS IN ASSOCIATES AND JOINT VENTURES

The Group follows the guidance of HKAS 36 to identify any impairment indicator for interests in associate and joint ventures. This determination requires significant judgement. In making this judgement, the Group evaluates the fair value of an investment by taking into account a market participant’s ability in such interests in its highest and best use or by selling it to another market participant that would invest in interests in its highest and best use. The Group considers the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

4 關鍵會計估計及判斷 *(續)*

(E) 中國土地增值稅

本集團須繳納中國土地增值稅(「土地增值稅」)。然而，中國內地各城市不同稅收管轄區對土地增值稅的執行及結算不盡相同，而本集團尚未與中國內地地方稅務局落實大部分房地產開發項目土地增值稅的計算及付款方法。因此，釐定土地增值額及相關稅項時須作出重大判斷。本集團根據管理層作出的最佳估計確認該等負債。倘該等事宜的最終稅務結果有別於最初記錄的數額，則有關差額會影響釐定有關數額期間的所得稅費用及土地增值稅撥備。

(F) 於聯營公司及合營企業的權益減值

本集團根據香港會計準則第36號的指引識別聯營公司及合營企業權益中的任何減值跡象。有關釐定須作出重大判斷。於作出判斷時，本集團會評估投資的公允價值，當中計及市場參與者能自最大限度於該權益達致最佳用途，或將該權益出售予將最大限度投資該權益達致最佳用途的另一市場參與者。本集團考慮投資對象的財政是否穩健及短期業務展望，包括行業及分部表現、技術變動及經營和融資現金流量等因素。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(G) REVENUE RECOGNITION FOR PROPERTY DEVELOPMENT AND SALES

The Group develops and sells properties to its customers in different countries. Revenue from sales of properties is recognized over time when the Group's performance do 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. The Group may not change or substitute the property unit or redirect the property unit for another use due to the contractual restrictions with the customer and thus the property unit does not have an alternative use to the Group. However, whether there is an enforceable right to payment depends on the terms of sales contract and the interpretation of applicable laws that apply to the contract. To assess the enforceability of right to payment, the Group has reviewed the terms of its contracts, the relevant local laws, the local regulators' views and obtained legal advice, when necessary, and a significant judgement is required.

For property development and sales contracts for which the control of the property is transferred at a point in time, revenue is recognized when the buyer obtains the physical possession or legal title of the completed property and the consideration amount is collected. The Group seldom provides long credit or payment terms to its property buyers.

4 關鍵會計估計及判斷 *(續)*

(G) 物業發展及銷售的收入確認

本集團為不同國家的客戶開發及銷售物業。當本集團的履約並無產生對本集團具有替代用途的資產且本集團就迄今已完成的履約擁有可執行的支付權利時，則確認銷售物業的收入。由於與客戶的合約限制，本集團不得更改或替換物業單位，或改變物業單位的用途，因此本集團並不能將該物業單位用於其他用途。然而，本集團是否擁有可執行的支付權利，取決於銷售合約的條款和適用於該合約的適用法例詮釋。為評估支付權利的可執行性，本集團已審閱其合約條款、相關當地法例、當地監管機關意見以及於必要時取得法律意見，並須作出重大判斷。

就於一個時間點轉移物業控制權的房地產開發銷售合約而言，當買房者都獲得已完成的物業的實物所有權或法定所有權並收回對價時，本集團對收入進行確認。本集團很少向其物業買家提供長期的信貸或付款方式。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(H) REVENUE RECOGNITION FOR MANAGEMENT SERVICES RECOGNIZED OVER PERIOD

The Group provides management services to its customers at fixed and variable amounts. If the consideration is variable, the Group estimates the amount of consideration to which it will be entitled in exchange for the promised services. The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The Group recognizes revenue from management services associated with fixed and variable fees over time where the customer simultaneously receives and consumes the benefits, by reference to completion of the specific transaction assessed on the basis of the actual costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract or on the basis of direct measurements of the value transferred to the customer.

Where the outcome of a contract cannot be measured reliably, revenue is recognized only to the extent that the expenses incurred are eligible to be recovered.

(I) IMPAIRMENT OF FINANCIAL ASSETS

The provision for expected credit loss for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the note 3.1(b).

4 關鍵會計估計及判斷(續)

(H) 於一段時間確認的管理服務的收入確認

本集團按固定及可變金額向客戶提供管理服務。倘代價可變，本集團估計其有權收取的代價金額，以換取承諾服務。僅當可變代價的相關不確定因素其後得以解決，致使估計可變代價金額很大可能不會導致撥回已確認重大累計收入，則估計可變代價金額計入交易價格。

倘客戶同時收取並消耗利益，則本集團於一段時間內確認與固定及可變費用相關的管理服務收入，當中參考截至報告期末產生的實際成本佔各合約估計成本總額的百分比或直接計量轉移至客戶的價值而評估特定交易的完成情況。

倘無法可靠計量合約的結果，則僅在所產生費用合資格收回的情況下確認收入。

(I) 金融資產減值

金融資產預期信用損失撥備乃基於有關違約風險及預期虧損率的假設作出。於各報告期末，本集團根據其過往記錄、現時市況及前瞻性估計，通過判斷作出該等假設及選擇減值計算的輸入數據。有關主要假設及所用輸入數據的詳情於附註3.1 (b)披露。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(J) IMPAIRMENT OF GOODWILL

The Group performs goodwill impairment assessment both annually and whenever there is an indication that a cash generating unit (“CGU”) to which goodwill has been allocated may be impaired. This requires an estimation of the value in use of the CGUs 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 CGUs 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 RMB478,041,000. Further details are given in note 22.

(K) ESTIMATES OF FAIR VALUE OF DEEMED CONSIDERATION

The fair value of deemed consideration was determined by valuation on the equity interests of Landsea Homes conducted by independent firm of professional valuers using valuation techniques which involve certain assumptions including multiples selected from the market comparables, expected volatilities, discount for lack of marketability and control premium. Favorable or unfavorable changes to these assumptions would result in changes in the fair value of the equity interest of Landsea Homes and the corresponding adjustments to the amount of listing expense recognized in profit or loss (note 39).

4 關鍵會計估計及判斷(續)

(J) 商譽減值

本集團每年及於有跡象顯示商譽獲分配的現金產生單位(「現金產生單位」)可能已減值時進行商譽減值評估。有關評估需要估計商譽獲分配的現金產生單位的使用價值。估計使用價值需要管理層估計現金產生單位的估計未來現金流量及選擇合適折現率以計算該等現金流量的現值。二零二二年十二月三十一日的商譽賬面值為人民幣478,041,000元。進一步詳情載於附註22。

(K) 視為代價的公允價值估計

視為代價的公允價值由獨立專業估值師行進行的Landsea Homes權益估值釐定，所用估值技術涉及若干假設，包括所選定的市場可比較倍數、預期波幅、缺乏市場流通性折讓及控制權溢價。該等假設的有利或不利變動可導致Landsea Homes權益公允價值變動及於損益確認的上市開支金額的相應調整(附註39)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE

5.1 REVENUE FROM CONTRACTS WITH CUSTOMERS

5 收入

5.1 客戶合約收入

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Revenue recognized at a point in time	於某一時間點確認的收入		
Property development and sales	房地產開發及銷售		
— Mainland China	— 中國內地	3,888,601	809,187
— US	— 美國	9,425,714	6,511,065
Management services (a)	管理服務(a)		
— Mainland China	— 中國內地	95,732	215,371
— US	— 美國	2,181	2,467
		13,412,228	7,538,090
Revenue recognized over period	於一段期間內確認的收入		
Property development and sales	房地產開發及銷售		
— US	— 美國	345,982	—
Management services (a)	管理服務(a)		
— Mainland China	— 中國內地	255,068	533,913
		601,050	533,913
Rental income	租金收入		
— Office investment properties	— 辦公投資物業	5,243	4,067
		14,018,521	8,076,070

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE (Continued)

5.1 REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

(a) Breakdown of the revenue from management services is as follows:

5 收入 (續)

5.1 客戶合約收入 (續)

(a) 管理服務收入明細如下：

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度 RMB'000 人民幣千元
Revenue from development management services	開發管理服務收入	104,703	390,553
Revenue from sales management services	銷售管理服務收入	95,732	215,371
Revenue from green product integration services	綠色產品整合服務收入	63,516	33,613
Revenue from brand authorisation services	品牌授權服務收入	89,030	112,214
		352,981	751,751

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE (Continued)

5.2 ASSETS AND LIABILITIES RELATED TO CONTRACTS WITH CUSTOMERS

The Group has recognized the following assets and liabilities related to contracts with customers:

5 收入(續)

5.2 與客戶合約有關的資產及負債

本集團已確認以下與客戶合約有關的資產及負債：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Contract assets related to	與以下項目有關的合約資產		
— Property development and sales	— 房地產開發及銷售	50,005	39,100
— Management services	— 管理服務	265,726	295,673
Less: provision for bad debt (note 3.1(b)(i))	減：壞賬撥備(附註3.1(b)(i))	(37,034)	(15,951)
		278,697	318,822
Contract liabilities related to	與以下項目有關的合約負債		
— Property development and sales	— 房地產開發及銷售	144,663	3,984,096
— Management services	— 管理服務	56,605	45,173
		201,268	4,029,269

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE (Continued)

5.2 ASSETS AND LIABILITIES RELATED TO
CONTRACTS WITH CUSTOMERS (Continued)

(a) Significant changes in contract assets and liabilities

Contract assets consist of unbilled amount resulting from development management services when revenue recognized over the service period by reference to the costs incurred up to the end of reporting period as a percentage of the total expected costs to complete the contract exceeds the amount billed to customers.

The Group receives payments from customers based on billing schedule as established in contracts.

Contract liabilities decreased RMB3,828,001,000 mainly due to the delivery of properties to buyers of two project companies in Mainland China during the year ended 31 December 2022.

(b) Revenue recognized in relation to contract liabilities

The following table shows how much of the revenue recognized in the current reporting period relates to carried-forward contract liabilities.

5 收入(續)

5.2 與客戶合約有關的資產及負債

(a) 合約資產及負債重大變動

當於服務期間確認的收入(參照截至報告期末所產生成本佔合約完工預期總成本的百分比釐定)超過向客戶開單的金額,合約資產會包含開發管理服務的未開單款項。

本集團根據與客戶於合約中訂立的收款時間表收取付款。

合約負債減少人民幣3,828,001,000元,乃由於截至二零二二年十二月三十一日止年度向中國內地兩間項目公司買方交付物業所致。

(b) 就合約負債確認的收入

下表顯示於本報告期間確認與結轉合約負債有關的收入。

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	年初計入合約負債結餘的已確認收入		
— Property development and sales	— 房地產開發及銷售	3,872,034	172,896
— Management services	— 管理服務	45,173	109,674
		3,917,207	282,570

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 REVENUE (Continued)

5.2 ASSETS AND LIABILITIES RELATED TO CONTRACTS WITH CUSTOMERS (Continued)

(c) Contracted amounts to be recognized in future

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Expected to be recognized within one year	預期於一年內確認		
— Property development and sales	— 房地產開發及銷售	120,779	3,964,995
— Management services	— 管理服務	56,605	43,173
Expected to be recognized after one year	預期於一年後確認		
— Property development and sales	— 房地產開發及銷售	23,884	19,101
— Management services	— 管理服務	-	2,000
		201,268	4,029,269

(d) Contract cost

Costs directly attributable to obtaining a contract such as stamp duty and sales commissions are immaterial and expensed when they were incurred.

5 收入(續)

5.2 與客戶合約有關的資產及負債(續)

(c) 將於未來確認的訂約金額

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Expected to be recognized within one year	預期於一年內確認		
— Property development and sales	— 房地產開發及銷售	120,779	3,964,995
— Management services	— 管理服務	56,605	43,173
Expected to be recognized after one year	預期於一年後確認		
— Property development and sales	— 房地產開發及銷售	23,884	19,101
— Management services	— 管理服務	-	2,000
		201,268	4,029,269

(d) 合約成本

取得合約所直接產生的成本(如印花稅及銷售佣金)於產生時入賬列為支出，金額並不重大。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the executive directors that are used to make strategic decisions. The reports are prepared on the same basis as consolidated financial statements.

The executive directors consider the business from services perspective and have identified the following operating segments:

- Property development and sales in US;
- Property development and sales in Mainland China;
- Management services; and
- Office property investment.

The executive directors assess the performance of operating segments based on a measure of segment revenue and segment profit.

Segment profit represents the profit earned by each segment without allocation of net finance costs and corporate expenses charged in the consolidated statement of comprehensive income. This is the measure reported to the management of the Group for the purposes of resource allocation and performance assessment.

6 分部資料

管理層根據經由執行董事審閱及用作策略決定的報告釐定經營分部。有關報告按與綜合財務報表相同的基準編製。

執行董事從服務角度考慮業務，並確認以下經營分部：

- 美國房地產開發及銷售；
- 中國內地房地產開發及銷售；
- 管理服務；及
- 辦公物業投資。

執行董事根據分部收入及分部利潤計量評估經營分部的表現。

分部利潤指各分部所賺取的利潤，惟不包括計入綜合全面收益表的財務費用及公司費用淨額的分配。本集團管理層根據所報告的計量分配資源和評估表現。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

The segment information provided to the executive directors for the reportable segments for the year ended 31 December 2022 is as follows:

6 分部資料(續)

截至二零二二年十二月三十一日止年度，向執行董事提供的報告分部資訊如下：

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度				
		Property development and sales in US	Property development and sales in Mainland China	Management services	Office property investment	Total
		美國房地產開發及銷售	中國內地房地產開發及銷售	管理服務	辦公物業投資	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue (from external customers) (note 5)	分部收入(來自外部客戶)(附註5)					
– Revenue recognized at a point in time under HKFRS 15	– 根據香港財務報告準則第15號於某一時間點確認的收入	9,425,714	3,888,601	97,913	–	13,412,228
– Revenue recognized over period under HKFRS 15	– 根據香港財務報告準則第15號於一段期間內確認的收入	345,982	–	255,068	–	601,050
– Rental income	– 租金收入	–	–	–	5,243	5,243
		9,771,696	3,888,601	352,981	5,243	14,018,521
Depreciation of property, plant and equipment	不動產、工廠及設備折舊	(21,507)	(6,711)	(7,296)	–	(35,514)
Depreciation of right-of-use assets	使用權資產折舊	(32,354)	(1,739)	(5,460)	–	(39,553)
Fair value loss on investment properties (note 19)	投資性物業的公允價值虧損(附註19)	–	–	–	(33,600)	(33,600)
Fair value gain on financial liabilities at fair value through profit or loss (note 10)	按公允價值計入損益的金融負債的公允價值收益(附註10)	(26,227)	–	–	–	(26,227)
Fair value gain on financial assets at fair value through profit or loss (note 10)	按公允價值計入損益的金融資產公允價值收益(附註10)	(283)	–	–	–	(283)
Share of net profit of associates (note 17)	應佔聯營公司淨溢利(附註17)	–	31,507	–	–	31,507
Share of net profit/(loss) of joint ventures (note 18)	應佔合營企業淨溢利/(虧損)(附註18)	1,400	(305,167)	–	–	(303,767)
Segment profits/(loss)	分部利潤/(虧損)	477,755	(1,403,663)	(344,488)	18,148	(1,252,248)
At 31 December 2022	於二零二二年十二月三十一日					
Segment assets	分部資產	11,009,176	7,863,346	778,498	335,772	19,986,792
Interests in associates (note 17)	於聯營公司的權益(附註17)	–	1,186,685	–	–	1,186,685
Interests in joint ventures (note 18)	於合營企業的權益(附註18)	283	2,193,977	–	–	2,194,260
Additions/(deductions) to non-current assets (excluding financial assets, deferred income tax assets)	增加/(減少)非流動資產(不包括金融資產、遞延所得稅資產)	346,583	(15,627)	(13,539)	(307,100)	10,317
Segment liabilities	分部負債	7,467,930	9,360,984	434,700	29,820	17,293,434

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

The segment information provided to the executive directors for the reportable segments for the year ended 31 December 2021 is as follows:

6 分部資料(續)

截至二零二一年十二月三十一日止年度，向執行董事提供的報告分部資訊如下：

		For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度				
		Property				
		Property development and sales in US 美國房地產 開發及銷售 RMB'000 人民幣千元	development and sales in Mainland China 中國內地房地產 開發及銷售 RMB'000 人民幣千元	Management services 管理服務 RMB'000 人民幣千元	Office property investment 辦公物業 投資 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue (from external customers) (note 5)	分部收入(來自外部客戶)(附註5)					
– Revenue recognized at a point in time under HKFRS 15	– 根據香港財務報告準則第15號於某一時間點確認的收入	6,511,064	809,187	217,839	–	7,538,090
– Revenue recognized over period under HKFRS 15	– 根據香港財務報告準則第15號於一段期間內確認的收入	–	–	533,913	–	533,913
– Rental income	– 租金收入	–	–	–	4,067	4,067
		<u>6,511,064</u>	<u>809,187</u>	<u>751,752</u>	<u>4,067</u>	<u>8,076,070</u>
Depreciation of property, plant and equipment	不動產、工廠及設備折舊	(23,586)	(7,565)	(10,683)	–	(41,834)
Depreciation of right-of-use assets	使用權資產折舊	(10,259)	(1,706)	(9,024)	–	(20,989)
Fair value loss on investment properties (note 19)	投資性物業的公允價值虧損(附註19)	–	–	–	(19,600)	(19,600)
Fair value gain on financial liabilities at fair value through profit or loss (note 31)	按公允價值計入損益的金融負債的公允價值收益(附註31)	13,968	–	–	–	13,968
Share of net profit of associates (note 17)	應佔聯營公司淨利潤(附註17)	–	31,482	–	–	31,482
Share of net profit of joint ventures (note 18)	應佔合營企業淨利潤(附註18)	15,369	51,755	–	–	67,124
Segment profits/(loss)	分部利潤/(虧損)	<u>28,702</u>	<u>(131,879)</u>	<u>37,788</u>	<u>(26,506)</u>	<u>(91,895)</u>
At 31 December 2021	於二零二一年十二月三十一日					
Segment assets	分部資產	9,221,086	16,488,664	1,461,763	711,840	27,883,353
Interests in associates (note 17)	於聯營公司的權益(附註17)	–	1,263,464	–	–	1,263,464
Interests in joint ventures (note 18)	於合營企業的權益(附註18)	2,603	2,536,071	–	–	2,538,674
Additions/(deductions) to non-current assets (excluding financial assets, deferred income tax assets)	增加/(減少)非流動資產(不包括金融資產、遞延所得稅資產)	55,184	(41,535)	(8,835)	32,200	37,014
Segment liabilities	分部負債	<u>6,204,013</u>	<u>15,309,711</u>	<u>730,898</u>	<u>57,469</u>	<u>22,302,091</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6 SEGMENT INFORMATION (Continued)

The Group does not have any single customer which contributed to more than 10% of the Group's revenue. The Group's revenue from external customers and non-current assets are divided into the following geographical areas:

6 分部資料(續)

本集團並無任何佔本集團收入10%以上的單一客戶。本集團來自外部客戶的收入及非流動資產乃按以下地理區域劃分：

		Revenue from external customers 外部客戶收入		Non-current assets 非流動資產	
		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Mainland China	中國內地	4,244,644	1,562,538	4,100,638	5,604,674
US	美國	9,773,877	6,513,532	706,504	315,858
Hong Kong (domicile)	香港(註冊地)	—	—	1,292	4,896
		14,018,521	8,076,070	4,808,434	5,925,428

The revenue information above is based on the location of the customers. Non-current assets information above is based on the location of the assets.

以上收入資訊乃按客戶所在位置而作出。以上非流動資產資訊乃按資產所在地而作出。

Reconciliation of segment loss to loss before income tax is as follows:

分部虧損與除所得稅前虧損的對賬如下：

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Segment loss	分部虧損	(1,252,248)	(91,895)
Finance costs — net (note 11)	財務費用淨額(附註11)	(386,317)	(235,716)
Unallocated corporate expenses	未分配公司費用	(107,859)	(179,299)
Loss before income tax	除所得稅前虧損	(1,746,424)	(506,910)

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7 OTHER INCOME

7 其他收益

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Interest income from:	利息收益來自：		
— Amounts due from joint ventures and associates (note 42(h)(ii))	— 應收合營企業及聯營公司款項(附註42(h)(ii))	14,504	47,575
— Amounts due from non-controlling interests	— 應收非控制性權益款項	—	22,787
— Loan to third parties	— 向第三方貸款	2,551	1,633
Government grants (a)	政府補助(a)	11,045	31,214
Others	其他	81	—
		28,181	103,209

(a) Government grants for the year ended 31 December 2022 included tax rebate with amount of RMB8,961,000 (2021: RMB21,022,000).

(a) 截至二零二二年十二月三十一日止年度的政府補助包括退稅，金額為人民幣8,961,000元(二零二一年：人民幣21,022,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

8 OTHER LOSSES – NET

8 其他虧損淨額

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年十二月三十一日止年度	截至二零二一年十二月三十一日止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(Loss)/gain on re-measurement of existing interest in joint ventures upon conversion to subsidiaries (note 18)	於合營企業轉換為附屬公司後重新計量現有權益的(虧損)/收益(附註18)	(78)	68,000
(Loss)/gain on partial disposal of a joint venture	部分出售一間合營企業的(虧損)/收益	(60,116)	7,000
Gain on settlement of guarantee senior notes (note 32)	結算保證優先票據的利得(附註32)	28,997	10,561
Loss on disposal of subsidiaries (note 41)	出售附屬公司的虧損(附註41)	(83,567)	–
Loss on disposal of property, plant and equipment	出售不動產、工廠及設備的虧損	(113)	(18)
Net exchange gains/losses	匯兌收益/虧損淨額	189,413	(120,113)
Late payment fine and other losses on land acquisition/construction	土地收購/建設的逾期罰款及其他虧損	(332,640)	(61,303)
Compensation for late property delivery	物業逾期交付賠償	(94,271)	–
Others	其他	9,853	2,658
		(342,522)	(93,215)

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9 EXPENSES BY NATURE

9 按性質分類的費用

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Employee benefit expenses	僱員福利費用		
Directors' remuneration (note 15)	董事薪酬(附註15)		
— Fees	— 袍金	900	900
— Salaries and allowances	— 薪金及津貼	7,957	16,525
— Retirement benefit scheme contributions	— 退休福利計劃供款	280	89
— Share incentive plan (note 15(a), note 35(b))	— 股份激勵計劃(附註15(a)、 附註35(b))	2,098	2,017
		11,235	19,531
Other staff costs	其他職工費用		
— Wages, salaries and allowances	— 工資、薪金及津貼	458,477	477,380
— Retirement benefit scheme contributions	— 退休福利計劃供款	28,712	39,147
— Other staff benefit	— 其他職工福利	6,890	11,469
— Restricted share award (note 35(b))	— 限制性股份獎勵(附註35(b))	4,636	5,742
— Share incentive plan of subsidiaries (note 35(c))	— 附屬公司的股份激勵計劃 (附註35(c))	24,660	37,862
		523,375	571,600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9 EXPENSES BY NATURE (Continued)

9 按性質分類的費用(續)

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年十二月三十一日止年度	截至二零二一年十二月三十一日止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of property development and sales	房地產開發及銷售成本		
— Mainland China (a)	— 中國內地(a)	3,622,493	565,060
— US	— 美國	7,853,916	5,343,051
Cost of management services	管理服務成本		
— Mainland China	— 中國內地	387,890	449,085
Rental and expense in respect of properties	物業租金及費用	3,573	7,392
Operating costs in respect of investment properties	投資性物業的營運費用	1,490	1,396
Other taxes	其他稅項	96,696	79,846
Advertising and promotion expenses	廣告及推廣費用	591,264	337,898
Legal and professional fees (b)	法律及專業費用(b)	157,867	166,454
Listing expense (note 39)	上市開支(附註39)	—	376,827
Research and development	研發	—	1,137
Depreciation of property, plant and equipment (note 20)	不動產、工廠及設備折舊(附註20)	35,514	41,834
Depreciation of right-of-use assets (note 21)	使用權資產折舊(附註21)	39,553	20,989
Auditor's remuneration	核數師薪酬		
— Audit services	— 審核服務	2,900	2,900
— Non-audit services	— 非審核服務	100	100
Provision for decline in the value of properties under development and held for sale (note 23) (note 25)	持作銷售物業價值下跌撥備(附註23)(附註25)	777,813	33,596
Others	其他	147,023	156,508
		14,252,702	8,175,204

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9 EXPENSES BY NATURE (Continued)

9 按性質分類的費用(續)

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Representing:	指：		
Cost of sales and services	銷售及服務成本	12,664,689	6,406,403
Administrative expenses	行政費用	893,237	1,283,155
Selling expenses	銷售費用	694,776	485,646
		14,252,702	8,175,204

(a) Cost of property development and sales includes decoration materials used of RMB10,564,000 (2021: RMB32,141,000).

(a) 房地產開發及銷售費用包括已用裝飾物料人民幣10,564,000元(二零二一年：人民幣32,141,000元)。

(b) Legal and professional fees include subsidiaries' audit services including statutory and non-statutory audit fee to their respective auditors and non-audit services of RMB52,795,000 (2021: RMB28,227,000).

(b) 法律及專業費用包括附屬公司的審核服務，包括向其各核數師支付的法定及非法定審核費用以及非審核服務人民幣52,795,000元(二零二一年：人民幣28,227,000元)。

10 FAIR VALUE LOSSES – NET

10 公允價值虧損淨額

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Fair value loss on investment properties (note 19)	投資性物業公允價值虧損(附註19)	(33,600)	(19,600)
Fair value (loss)/gain on financial liabilities at fair value through profit and loss (note 31)	按公允價值計入損益的金融負債公允價值(虧損)/收益(附註31)	(26,227)	13,968
Fair value loss on financial assets at fair value through profit and loss	按公允價值計入損益的金融資產公允價值虧損	(283)	-
		(60,110)	(5,632)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 FINANCE COSTS – NET

11 財務費用淨額

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度 RMB'000 人民幣千元
Financial cost	財務費用		
– Bank borrowings	– 銀行借款	312,215	257,911
– Loans from the ultimate controlling company (note 42(h)(ii))	– 來自最終控股公司的貸款 (附註42(h)(ii))	35,576	51,473
– Senior private notes	– 優先私募票據	182,436	253,420
– EB-5 loans	– EB-5 貸款	4,351	2,470
– Borrowings from other financial institutions	– 來自其他融資機構的借款	77,903	34,185
– Borrowings from other non-financial institutions	– 來自其他非融資機構的借款	55,216	–
– Amounts due to related parties (note 42(h)(ii))	– 應付關聯方款項 (附註42(h)(ii))	39,567	11,046
– Loans from non-controlling interests	– 來自非控制性權益的貸款	–	9,373
– Lease liabilities	– 租賃負債	5,062	4,382
– Other finance charges	– 其他財務費用	7,918	4,403
		720,244	628,663
Less: interest capitalized	減：資本化利息	(329,078)	(374,720)
		391,166	253,943
Finance income	財務收益		
– Bank interest income	– 銀行利息收益	(4,849)	(18,227)
		386,317	235,716

The average interest rate of borrowing costs capitalized for the year ended 31 December 2022 was approximately 5.81% per annum (2021: 6.32%).

截至二零二二年十二月三十一日止年度，資本化借款費用的平均年利率約為5.81%（二零二一年：6.32%）。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12 INCOME TAX EXPENSE

12 所得稅費用

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Current income tax	即期所得稅		
— Hong Kong profit tax (a) Tax expense for the year	— 香港利得稅(a) 年度稅項費用	—	—
— Mainland China enterprise income tax (b) Tax expense for the year	— 中國內地企業所得稅(b) 年度稅項費用	(13,483)	111,654
— US profit tax (c) Tax expense for the year	— 美國利得稅(c) 年度稅項費用	214,835	108,607
		201,352	220,261
Mainland China land appreciation tax (b)	中國內地土地增值稅(b)	71,185	54,237
Deferred income tax (note 33)	遞延所得稅(附註33)	434,791	(85,217)
		707,328	189,281

(a) Hong Kong profit tax has been provided at 16.5% (2021: 16.5%) on the assessable profits arising in Hong Kong for the year.

(a) 香港利得稅乃以年度於香港產生的應課稅利潤按稅率16.5% (二零二一年: 16.5%) 作出撥備。

(b) For the year ended 31 December 2022, the Group's subsidiaries in Mainland China are subject to enterprise income tax at the rate of 25% (2021: 25%) except for one subsidiary which is located in western areas of Mainland China engaged in encouraged industries and is subject to a preferential tax rate of 15% in accordance with relevant regulations.

(b) 截至二零二二年十二月三十一日止年度，本集團的中國內地附屬公司須按25% (二零二一年: 25%) 的稅率繳交企業所得稅，惟一間位於中國西部從事鼓勵類產業的附屬公司則除外，其根據相關規例按15%的優惠稅率繳稅。

Land appreciation tax in Mainland China is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use rights and all property development expenditures. The tax is incurred upon transfer of property ownership.

中國內地土地增值稅以銷售物業所得款項減去可扣減開支(包括土地使用權及所有物業開發開支)的土地增值按介乎30%至60%的累進稅率徵收。土地增值稅於物業所有權轉移時產生。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12 INCOME TAX EXPENSE (Continued)

- (c) In accordance with US tax law, the statutory tax rate for federal and state tax purposes was 27.38% (2021: 25.78%).
- (d) Under the Law of Mainland China on Enterprise Income Tax (the "EIT Law") and implementation regulations of the EIT Law, a withholding tax at 10% is imposed for dividends distributed by a Mainland China-resident enterprise to its immediate holding company outside Mainland China for earnings generated beginning 1 January 2008. A lower 5% withholding tax rate may be applied when the immediate holding company is established in Hong Kong according to the tax treaty arrangement between Mainland China and Hong Kong. The Group controls the dividend policies of subsidiaries in Mainland China. The directors of the Company confirmed that the remaining retained earnings of the Group's subsidiaries in Mainland China as at 31 December 2022 will not be distributed to its immediate holding company in the foreseeable future. As at 31 December 2022, deferred income tax liability of RMB5,207,900,000 (2021: RMB4,967,631,000) on the remaining unremitted distributable profit generated by the Group's subsidiaries in Mainland China attributable to its immediate holding company with the amount of RMB520,790,000 (2021: RMB496,763,000) was not recognized.

Pursuant to the requirements of the US Department of the Treasury on Withholding of Tax on Nonresident Aliens and Foreign Entities, a withholding tax at 30% is imposed for dividends distributed by a US-resident enterprise to its immediate holding company outside the US. A reduced rate, including exemption, may apply if there is a tax treaty between the country of residence and the US. The Group controls the dividend policies of subsidiaries in the US. The directors of the Company confirmed that the remaining retained earnings of the Group's subsidiaries in the US as of 31 December 2022 will not be distributed to its immediate holding company in the foreseeable future. As at 31 December 2022, deferred income tax liability of RMB72,678,000 (2021: RMB45,515,000) on the remaining unremitted distributable profit generated by the Group's subsidiaries in the US attributable to its immediate holding company with the amount of RMB269,776,000 (2021: RMB168,950,000) was not recognized.

- (e) As of 31 December 2022, the Group has unused tax losses RMB1,457,720,000 (2021: RMB162,125,000) available for offset against future profits for certain entities in Mainland China which have not been recognized due to the unpredictability of future profit streams. The tax losses in Mainland China would expire within five years.

Taxes on profit assessable elsewhere have been calculated at the applicable rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislations, interpretations and practices in respect thereof.

12 所得稅費用(續)

- (c) 根據美國稅務法律，有關聯邦稅及州稅的法定稅率為27.38%（二零二一年：25.78%）。
- (d) 根據中國企業所得稅法（「企業所得稅法」）及其實施條例，中國居民企業就二零零八年一月一日起產生的收益向其中國境外的直接控股公司派發的股息須繳納10%的預扣稅。根據中國與香港訂立的稅收協定安排，若直接控股公司成立於香港，可應用較低的5%預扣稅稅率。本集團控制中國附屬公司的股息政策。本公司董事確定本集團中國附屬公司於二零二二年十二月三十一日的留存收益餘額將不會於可見未來分派予其直系控股公司。於二零二二年十二月三十一日，本集團並未就本集團中國附屬公司產生的其直系控股公司應佔餘下未匯出可供分配利潤金額人民幣5,207,900,000元（二零二一年：人民幣4,967,631,000元）確認遞延所得稅負債人民幣520,790,000元（二零二一年：人民幣496,763,000元）。

根據美國財政部《預扣非居民外籍人士及外國實體之稅款》的要求，美國居民企業向其於美國境外的直接控股公司分派股息須繳納30%預扣稅。若居住國與美國之間有稅收協定，則可應用減免稅率（包括免稅額）。本集團控制美國附屬公司的股息政策。本公司董事確認，本集團旗下美國附屬公司不會於可見將來向其直接控股公司分派截至二零二二年十二月三十一日的剩餘留存收益。於二零二二年十二月三十一日，本集團旗下美國附屬公司所產生歸屬於其直接控股公司的剩餘未匯出可分派利潤人民幣269,776,000元（二零二一年：人民幣168,950,000元）的遞延所得稅負債人民幣72,678,000元（二零二一年：人民幣45,515,000元）未獲確認。

- (e) 於二零二二年十二月三十一日，本集團有可用作抵銷中國若干實體的未來利潤的未動用稅項虧損人民幣1,457,720,000元（二零二一年：人民幣162,125,000元），惟因不可預見未來利潤流而並未確認。中國的稅項虧損將於五年內到期。

其他地區應課稅利潤的稅項按本集團經營業務所在司法權區的現行適用稅率計算，並根據該等司法權區的現行法例、詮釋及慣例作出。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12 INCOME TAX EXPENSE (Continued)

Reconciliation between (loss) before income tax and income tax expense is as follows:

12 所得稅費用(續)

除所得稅前(虧損)與所得稅費用的對賬如下：

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Loss before income tax	除所得稅前虧損	(1,746,424)	(506,910)
Mainland China land appreciation tax	中國土地增值稅	(71,185)	(54,237)
		(1,817,609)	(561,147)
Tax on (loss) before income tax, calculated at the rate of 25% (2021: 25%)	除所得稅前(虧損)的稅項，按稅率25%(二零二一年：25%)計算	(454,402)	(140,287)
Effect of different tax rates of the Group's subsidiaries operating in other jurisdictions	於其他司法權區經營的本集團附屬公司不同稅率的影響	8,878	(2,566)
Tax effect of non-taxable income (i)	毋須課稅收益的稅務影響(i)	101,738	16
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	19,024	106,286
Tax effect of unrecognized tax losses	未確認稅項虧損的稅務影響	238,430	106,542
Tax effect of unrecognized temporary difference	未確認暫時差額之稅務影響	415,018	-
Written off of recognized temporary differences and tax losses	未確認暫時差額及稅務虧損撤銷	373,341	-
Others	其他	(65,844)	65,053
		636,143	135,044
Mainland China land appreciation tax	中國內地土地增值稅	71,185	54,237
		707,328	189,281

(i) Non-taxable income includes mainly share of results of associates and joint ventures.

(i) 毋須課稅收益主要為應佔聯營公司及合營企業淨利潤。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 LOSS PER SHARE

(A) BASIC LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

13 每股虧損

(A) 每股基本虧損

每股基本虧損乃按歸屬於本公司股東的虧損除以年度已發行普通股的加權平均數計算。

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度	截至二零二一年 十二月三十一日 止年度
Loss attributable to the shareholders of the Company (RMB'000)	歸屬於本公司股東的虧損 (人民幣千元)	(2,588,642)	(777,504)
Weighted average number of ordinary shares in issue (in thousands)	已發行普通股的加權平均數 (千股)	4,545,948	4,590,548
Basic loss per share (expressed in RMB per share)	每股基本虧損 (以每股人民幣列示)	RMB人民幣元 (0.569)	RMB人民幣元 (0.169)

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 LOSS PER SHARE (Continued)

(B) DILUTED LOSS PER SHARE

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: restricted share award scheme. The shares granted under the restricted share award scheme are assumed to have been transferred to the grantee. The effects of restricted share award scheme were excluded from calculation of diluted loss per share as the effects would have been anti-dilutive during the year ended 31 December 2022

13 每股虧損(續)

(B) 每股稀釋虧損

每股稀釋虧損乃假設悉數轉換具稀釋影響的潛在普通股而調整已發行普通股的加權平均數計算。本公司有一類具稀釋影響的潛在普通股：限制性股份獎勵計劃。限制性股份獎勵計劃項下授出的股份假設為轉讓予承授人。計算每股稀釋虧損並不包括限制性股份獎勵計劃的影響，原因為影響於截至二零二二年十二月三十一日止年度為反稀釋。

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度
Loss attributable to the shareholders of the Company (RMB'000)	歸屬於本公司股東的虧損 (人民幣千元)	(2,588,642)	(777,504)
Weighted average number of ordinary shares in issue (in thousands)	已發行普通股的加權平均數 (千股)	4,545,948	4,590,548
Adjustment for:	經以下各項調整：		
— Assumed distribution of shares under restricted share award scheme (in thousands)	— 假設根據限制性股份獎勵計劃分派股份(千股)	—	—
Adjusted weighted average number of ordinary shares for diluted earnings per share (in thousands)	用作釐定每股稀釋收益的 普通股經調整加權平均數 (千股)	4,545,948	4,590,548
Diluted loss per share (expressed in RMB per share)	每股稀釋虧損 (以每股人民幣列示)	RMB人民幣元 (0.569)	RMB人民幣元 (0.169)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14 DIVIDEND

The board of directors did not declare any distribution at the meeting of the Company held on 31 March 2022 (2021: nil). During the year ended 31 December 2022, dividend payable of RMB200,000,000 were paid to the shareholders of the Company (note 30).

14 股息

董事局並無於二零二二年三月三十一日舉行的本公司大會宣告任何分派(二零二一年：無)。截至二零二二年十二月三十一日止年度，已向本公司股東支付應付股息人民幣200,000,000元(附註30)。

15 BENEFITS AND INTERESTS OF DIRECTORS

(A) DIRECTORS' EMOLUMENTS

The remuneration of each director is set out below:

For the year ended 31 December 2022:

15 董事福利及權益

(A) 董事酬金

各董事的酬金載列如下：

截至二零二二年十二月三十一日止年度：

		Fees	Salaries, allowances and bonus	Discretionary bonuses	Contribution to retirement and other benefits	Restricted share award	Total
		袍金	工資、津貼及花紅	酌情花紅	退休供款及其他福利	限制性股份獎勵	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
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度						
Executive directors	執行董事						
Tian Ming	田明	-	6,112	-	111	-	6,223
Huang Zheng (f)	黃征(f)	-	1,607	-	146	1,399	3,152
Jiang Chao (g)	蔣超(g)	-	238	-	23	699	960
Independent non-executive directors	獨立非執行董事						
Xu Xiaonian	許小年	300	-	-	-	-	300
Chen Tai-yuan	陳泰元	300	-	-	-	-	300
Rui Meng	芮萌	300	-	-	-	-	300
Non-executive directors	非執行董事						
Liu Pengpeng (h)	劉鵬鵬(h)	-	-	-	-	-	-
Shen Leying (j)	申樂瑩(j)	-	-	-	-	-	-
Xu Liang (k)	徐亮(k)	-	-	-	-	-	-
Cheng Yuan (l)	成元(l)	-	-	-	-	-	-
Gu Jing (m)	顧菁(m)	-	-	-	-	-	-
		900	7,957	-	280	2,098	11,235

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 BENEFITS AND INTERESTS OF DIRECTORS 15 董事福利及權益(續)

(Continued)

(A) DIRECTORS' EMOLUMENTS (Continued)

(A) 董事酬金(續)

		Fees	Salaries, allowances and bonus	Discretionary bonuses	Contribution to retirement and other benefits	Restricted share award	Total
		袍金	工資、 津貼及花紅	酌情花紅	退休供款 及其他福利	限制性 股份獎勵	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
For the year ended	截至二零二一年						
31 December 2021	十二月三十一日止年度						
Executive directors	執行董事						
Tian Ming	田明	-	5,768	-	15	-	5,783
Huang Zheng (f)	黃征(f)	-	2,003	5,610	37	1,345	8,995
Jiang Chao (g)	蔣超(g)	-	1,664	1,480	37	672	3,853
Independent non-executive directors	獨立非執行董事						
Xu Xiaonian	許小年	300	-	-	-	-	300
Chen Tai-yuan	陳泰元	300	-	-	-	-	300
Rui Meng	芮萌	300	-	-	-	-	300
Non-executive directors	非執行董事						
Liu Pengpeng (h)	劉鵬鵬(h)	-	-	-	-	-	-
Zhou Yimin (i)	鄒益民(i)	-	-	-	-	-	-
Shen Leying (j)	申樂瑩(j)	-	-	-	-	-	-
		<u>900</u>	<u>9,435</u>	<u>7,090</u>	<u>89</u>	<u>2,017</u>	<u>19,531</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 BENEFITS AND INTERESTS OF DIRECTORS 15 董事福利及權益(續)

(Continued)

(A) DIRECTORS' EMOLUMENTS (Continued)

(A) 董事酬金(續)

Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the company or its subsidiary undertaking		Aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the company or its subsidiary undertaking		Total	Total
已付予董事或董事應收作為本公司或其附屬公司的董事而提供服務的酬金總額		已付予董事或董事應收在與管理本公司或其附屬公司的事務有關連的情況下提供的其他服務的酬金總額		總計	總計
2022	2021	2022	2021	2022	2021
二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
11,235	19,531	-	-	11,235	19,531

(B) DIRECTORS' RETIREMENT BENEFITS AND TERMINATION BENEFITS

None of the directors received or will receive any retirement benefits or termination benefits during the year (2021: nil).

(B) 董事的退休福利及終止僱用福利

於本年度，概無董事已收取或將收取任何退休福利或終止僱用福利(二零二一年：無)。

(C) CONSIDERATION PROVIDED TO THIRD PARTIES FOR MAKING AVAILABLE DIRECTORS' SERVICES

During the year ended 31 December 2022, the Company did not pay consideration to any third parties for making available directors' services (2021: nil).

(C) 就提供董事服務向第三方提供的代價

截至二零二二年十二月三十一日止年度，本公司概無就提供董事服務向任何第三方支付代價(二零二一年：無)。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

(D) INFORMATION ABOUT LOANS, QUASI-LOANS AND OTHER DEALINGS IN FAVOR OF DIRECTORS, CONTROLLED BODIES CORPORATE BY AND CONNECTED ENTITIES WITH SUCH DIRECTORS

There are no loans, quasi-loans and other dealing arrangements in favor of directors, controlled bodies corporate by and controlled entities with such directors (2021: nil).

(E) DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2021: nil).

(F) Mr. Huang Zheng is the chief executive as of 31 December 2022.

(G) Appointed on 19 June 2020 and resigned on 25 February 2022.

(H) Appointed on 30 June 2021 and resigned on 31 October 2022.

(I) Retired on 30 June 2021.

(J) Re-designated from executive directors to non-executive directors on 20 November 2020. And resigned from non-executive directors on 25 February 2022.

(K) Appointed on 25 February 2022 and resigned on 31 August 2022.

(L) Appointed on 30 December 2022.

(M) Appointed on 31 August 2022.

15 董事福利及權益(續)

(D) 有關以董事、其受控法團及其關連實體為受益人的貸款、準貸款及其他交易的資料

概無以董事、其受控法團及其關連實體為受益人的貸款、準貸款及其他交易安排(二零二一年：無)。

(E) 董事於交易、安排或合約的重大權益

本集團概無訂立與本集團業務有關，而本公司董事直接或間接擁有重大權益且於年末或年內任何時間存在的重大交易、安排及合約(二零二一年：無)。

(F) 黃征先生於二零二二年十二月三十一日為行政總裁。

(G) 於二零二零年六月十九日獲委任及於二零二二年二月二十五日辭任。

(H) 於二零二一年六月三十日獲委任及於二零二二年十月三十一日辭任。

(I) 於二零二一年六月三十日退任。

(J) 於二零二零年十一月二十日由執行董事調任為非執行董事及於二零二二年二月二十五日辭任非執行董事。

(K) 於二零二二年二月二十五日獲委任及於二零二二年八月三十一日辭任。

(L) 於二零二二年十二月三十日獲委任。

(M) 於二零二二年八月三十一日獲委任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16 FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT'S EMOLUMENTS

The five highest paid employees during the years ended 31 December 2022 and 2021 are as follows:

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日
Director	董事	1	2
Non-director	非董事	4	3
		5	5

The emoluments of the remaining four (2021: three) individuals during the year ended 31 December 2022 and 2021 are as follows:

16 五名最高薪酬人士及高級管理層的薪酬

截至二零二二年及二零二一年十二月三十一日止年度，五名最高薪酬僱員如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日
Director	董事	1	2
Non-director	非董事	4	3
		5	5

截至二零二二年及二零二一年十二月三十一日止年度，餘下四名(二零二一年：三名)個別人士的薪酬如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Basic salaries, housing allowances, share options, other allowances and benefits in kind	基本工資、住房津貼、購股權、其他津貼及實物利益	36,406	32,164
Contribution to pension scheme	退休福利計劃供款	—	—
Discretionary bonuses	酌情花紅	28,701	19,017
Inducement fee to join or upon joining the Group	吸引加盟或加盟本集團後的獎金	—	—
Compensation for loss of office:	離職補償：	—	—
— contractual payments	— 合約付款	—	—
— other payment	— 其他付款	—	—
		65,107	51,181

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**16 FIVE HIGHEST PAID INDIVIDUALS AND
SENIOR MANAGEMENT'S EMOLUMENTS**

(Continued)

The number of above remaining employees whose remuneration fee within the following band is as follows:

**16 五名最高薪酬人士及高級管理層的
薪酬(續)**

薪酬在下列組別範圍內的上述餘下僱員數目如下：

		Numbers of individuals 2022 人數 二零二二年	Numbers of individuals 2021 人數 二零二一年
Emolument bands (in HK dollar)	薪酬組別(港元)		
HK\$7,500,001 to HK\$8,000,000	7,500,001 港元至 8,000,000 港元	1	–
HK\$8,000,001 to HK\$8,500,000	8,000,001 港元至 8,500,000 港元	1	1
HK\$26,000,001 to HK\$26,500,000	26,000,001 港元至 26,500,000 港元	–	1
HK\$27,000,001 to HK\$27,500,000	27,000,001 港元至 27,500,000 港元	–	1
HK\$27,500,001 to HK\$28,000,000	27,500,001 港元至 28,000,000 港元	1	–
HK\$28,500,001 to HK\$29,000,000	28,500,001 港元至 29,000,000 港元	1	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17 INTERESTS IN ASSOCIATES

17 於聯營公司的權益

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年十二月三十一日止年度	截至二零二一年十二月三十一日止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於一月一日	1,263,464	2,141,030
Additions:	增加：		
— Additional investments in associates	— 於聯營公司的額外投資	2,305	122,152
Disposals:	出售：		
— Capital reduction of associates	— 聯營公司削減資本	(62,721)	(447,704)
— Associate becoming joint ventures (note 18)	— 聯營公司成為合營企業(附註18)	-	(398,187)
Share of net profit of associates (note 6)	應佔聯營公司淨利潤(附註6)	31,507	31,482
Elimination of transactions with associates	對銷與聯營公司的交易	(5,820)	(6,409)
Dividends from associates	來自聯營公司的股息	(42,050)	(178,900)
At 31 December	於十二月三十一日	1,186,685	1,263,464

None of the Group's associates has quoted price available.

本集團聯營公司並無可得報價。

For the year ended 31 December 2022, no associate is considered to be material to the Group individually.

截至二零二二年十二月三十一日止年度，並無個別聯營公司對本集團屬重大。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17 INTERESTS IN ASSOCIATES (Continued)

The following table summarizes financial information of the Group's associates:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates	個別非重大聯營公司賬面總值	1,186,685	1,263,464
Aggregate amounts of the Group's share of net profit of individually immaterial associates	本集團應佔個別非重大聯營公司純利總值	31,507	31,482

17 於聯營公司的權益 (續)

下表概述本集團聯營公司的財務資料：

(A) COMMITMENTS AND CONTINGENT LIABILITIES IN RESPECT OF ASSOCIATES

(A) 關於聯營公司的承擔及或然負債

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Commitments	承擔		
— Commitment to pay up the subscription capital	— 繳付認購資本的承擔	—	—

(B) UNRECOGNIZED COMMITMENTS TO ACQUIRE ASSOCIATE PARTNERS' OWNERSHIP INTERESTS

As of 31 December 2022, the Group has commitments to acquire certain associate partners' ownership interests in associates at market price in the future upon fulfilling predetermined conditions.

(B) 收購聯營夥伴擁有權益的未確認承擔

於二零二二年十二月三十一日，本集團承諾日後在達到若干預設條件後以市價收購若干聯營公司的聯營夥伴擁有權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17 INTERESTS IN ASSOCIATES (Continued)

(B) UNRECOGNIZED COMMITMENTS TO ACQUIRE ASSOCIATE PARTNERS' OWNERSHIP INTERESTS (Continued)

These unrecognized commitments are disclosed below and were not recognized by the Group due to uncertainties of one or more particular events in the future which are not controlled by the Group.

杭州朗寧投資有限公司
Hangzhou Langning Investment Co., Ltd.*

成都辰詩置業有限公司
Chengdu Chenshi Real Estate Co., Ltd.*

* English translations are for identification purpose only.

17 於聯營公司的權益 (續)

(B) 收購聯營夥伴擁有權益的未確認承擔 (續)

該等未確認承擔於下文披露，尚未由本集團確認，原因為本集團無法控制的一項或多項未來特定事件構成不確定因素。

	% of ownership interest held by the Group 本集團持有 的擁有權益	% of ownership interest committed to acquire 承諾收購 的擁有權益
杭州朗寧投資有限公司 Hangzhou Langning Investment Co., Ltd.*	30.00%	70.00%
成都辰詩置業有限公司 Chengdu Chenshi Real Estate Co., Ltd.*	25.00%	35.00%

* 英文翻譯僅供識別用途。

(C) UNRECOGNIZED SHARE OF NET LOSS OF ASSOCIATES

The Group applied the equity method in recognizing its respective shares of net profit or loss of associates. After the Group's interests in associates is reduced to zero, additional shares of losses of associates were not recognized if Group has not incurred legal or constructive obligations or made payments on behalf of the associates.

(C) 未確認應佔聯營公司淨虧損

本集團採用權益法確認各自應佔聯營公司的淨利潤或虧損。本集團於聯營公司的權益減至零後，倘本集團並無產生法定或推定責任或代聯營公司支付款項，則不會確認額外應佔聯營公司虧損。

	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Aggregate unrecognized share of net loss of associates 未確認應佔聯營公司淨虧損總額	5,720	—

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTERESTS IN JOINT VENTURES

18 於合營企業的權益

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
At 1 January	於一月一日	2,538,674	2,405,748
Additions:	增加：		
— Additional investments in joint ventures	— 於合營企業的額外投資	312,922	103,933
— Associate becoming joint ventures (note 17)	— 聯營公司成為合營企業 (附註17)	-	398,187
Disposals:	出售：		
— Capital reduction of joint ventures	— 合營企業資本削減	(17,500)	(99,950)
— Partial disposal of shares of joint ventures	— 部分出售合營企業股份	(211,741)	-
— Joint ventures becoming subsidiaries	— 合營企業成為附屬公司	(41,488)	-
Share of net (loss)/profit of joint ventures	應佔合營企業淨(虧損)/利潤	(303,767)	67,124
Elimination of transactions with joint ventures	對銷與合營企業的交易	(1,831)	(38,167)
Reversal of receivables from joint ventures	應收合營企業款項撥回	(19,918)	(6,038)
Dividends from joint ventures	來自合營企業的股息	(61,762)	(290,549)
Exchange difference	匯兌差額	671	(1,614)
At 31 December	於十二月三十一日	2,194,260	2,538,674

None of the Group's joint ventures has quoted price available.

本集團合營企業並無可得報價。

For the year ended 31 December 2022, no joint venture is considered to be material to the Group individually.

截至二零二二年十二月三十一日止年度，並無個別合營企業對本集團屬重大。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTERESTS IN JOINT VENTURES (Continued)

The following table summarizes financial information of the Group's joint ventures:

18 於合營企業的權益(續)

下表概述本集團合營企業的財務資料：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial joint ventures	個別非重大合營企業賬面總值	2,194,260	2,538,674
Aggregate amounts of the Group's share of net profit of individually immaterial joint ventures	本集團應佔個別非重大合營企業純利總值	(303,767)	67,124

(A) COMMITMENTS AND CONTINGENT LIABILITIES IN RESPECT OF JOINT VENTURES

(A) 關於合營企業的承擔及或然負債

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Commitments	承擔		
— Commitment to pay up the subscription capital	— 繳付認購資本的承擔	420,490	403,780

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTERESTS IN JOINT VENTURES (Continued)

(B) UNRECOGNIZED COMMITMENTS TO ACQUIRE JOINT VENTURE PARTNERS' OWNERSHIP INTERESTS

As of 31 December 2022, the Group has commitments to acquire certain joint venture partners' ownership interests in joint ventures at market price in the future upon fulfilling predetermined conditions.

These unrecognized commitments are disclosed below and were not recognized by the Group due to uncertainties of one or more particular events in the future which are not controlled by the Group.

18 於合營企業的權益 (續)

(B) 收購合營夥伴擁有權益的未確認承擔

於二零二二年十二月三十一日，本集團承諾日後在達到若干預設條件後以市價收購若干合營企業的合營夥伴擁有權益。

該等未確認承擔於下文披露，尚未由本集團確認，原因為本集團無法控制的一項或多項未來特定事件構成不確定因素。

	% of ownership interest held by the Group 本集團持有的 擁有權益百分比	% of ownership interest committed to acquire 承諾收購的 擁有權益百分比
成都尚高投資有限公司 Chengdu Shanggao Investment Co., Limited*	50.00%	50.00%
上海朗居房地產開發有限公司 Shanghai Langju Real Estate Development Co., Ltd.*	51.00%	49.00%
成都朗樾企業管理有限公司 Chengdu Langyue Enterprise Management Co., Ltd.*	50.00%	50.00%

* English translations are for identification purpose only.

* 英文名稱僅供識別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTERESTS IN JOINT VENTURES (Continued)

(C) INTERESTS IN JOINT VENTURES PLEDGED AS SECURITY

As of 31 December 2022, certain equity interest in joint ventures held by the Group with the carrying amount of RMB1,473,425,000 (31 December 2021: RMB1,502,325,000) are pledged or temporarily registered to financial institutions for joint ventures' borrowing arrangements.

(D) UNRECOGNIZED SHARE OF NET LOSS OF JOINT VENTURES

The Group applied the equity method in recognizing its respective shares of net profit or loss of joint ventures. After the Group's interests in joint ventures is reduced to zero, additional shares of losses of joint ventures were not recognized if Group has not incurred legal or constructive obligations or made payments on behalf of the joint ventures.

18 於合營企業的權益 (續)

(C) 已質押作為抵押品的合營企業權益

截至二零二二年十二月三十一日，本集團所持若干合營企業股權賬面值人民幣1,473,425,000元(二零二一年十二月三十一日：人民幣1,502,325,000元)已質押或暫時登記予金融機構，以便進行合營企業的借貸安排。

(D) 未確認應佔合營企業淨虧損

本集團採用權益法確認各自應佔合營企業的淨利潤或虧損。本集團於合營企業的權益減至零後，倘本集團並無產生法定或推定責任或代合營企業支付款項，則不會確認額外應佔合營企業虧損。

	31 December 2022	31 December 2021
	二零二二年 十二月三十一日	二零二一年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Aggregate unrecognized share of net loss of joint ventures	75,284	78,070
未確認應佔合營企業淨虧損總額	75,284	78,070

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 INVESTMENT PROPERTIES

As at 31 December 2022, the Group held certain properties located in Mainland China. Changes to the carrying amount of investment properties in the consolidated balance sheet are summarized as follows:

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	687,500	674,900
Transfer from property, plant and equipment (a)	轉移自不動產、工廠及設備(a)	-	32,200
Fair value losses — net (note 10)	公允價值虧損淨額(附註10)	(33,600)	(19,600)
Disposal of subsidiaries (note 41)	出售附屬公司(附註41)	(321,400)	-
At 31 December	於十二月三十一日	332,500	687,500

For the year ended 31 December 2022, rental income and operating expense arising from leasing of investment properties are as follows:

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Rental income	租金收入	5,243	4,067
Direct operating expense from properties that generate rental income	來自產生租金收入的物業的 直接經營費用	1,108	1,396

19 投資性物業

於二零二二年十二月三十一日，本集團持有位於中國內地的若干物業。於綜合資產負債表的投資性物業賬面值變動概述如下：

截至二零二二年十二月三十一日止年度，租賃投資性物業產生的租金收入及經營費用如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 INVESTMENT PROPERTIES (Continued)

The Group's rights on investment properties at its carrying amount is analyzed as follows:

In Mainland China, held on: 在中國內地持有：
Lease of 40–70 years 40至70年期租賃

(A) In August 2021, the Group commenced the leasing of the second floor of a commercial building (International Business Park) located in Shanghai, Mainland China, which represents a change in use of the commercial building. Accordingly the Group reclassified the commercial building from properties under development to investment property. As at the transfer date, the carrying amount and the fair value of the property is RMB30,482,000 (note 20) and RMB32,200,000 respectively. The difference between the carrying amount and the fair value at the transfer date was credited as other comprehensive income in the consolidated statement of comprehensive income.

(B) Investment properties were valued at 31 December 2022 by an independent professionally qualified valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, who is a member of Hong Kong Institute of Surveyors and has appropriate qualifications and recent experiences in the valuation of similar properties.

(C) As at 31 December 2022, investment properties with carrying amount of RMB100,700,000 (2021: RMB101,800,000) was pledged as collateral for the Group's borrowings (note 32).

19 投資性物業(續)

本集團於投資性物業的產權按其賬面值分析如下：

31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
332,500	687,500

(A) 於二零二一年八月，本集團開始租賃位於中國內地上海的商業樓宇(國際商務園)二樓，代表商業樓宇更改用途。因此，本集團將商業樓宇由開發中物業重新分類至投資性物業。於轉移日期，該物業的賬面值及公允價值分別為人民幣30,482,000元(附註20)及人民幣32,200,000元。於轉移日期賬面值與公允價值之間的差額已列賬為綜合全面收益表項下其他全面收益。

(B) 投資物業於二零二二年十二月三十一日由獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司進行估值，仲量聯行企業評估及諮詢有限公司為香港測量師學會會員，並遵有合適資格及對相若物業進行估值的近期經驗。

(C) 於二零二二年十二月三十一日，賬面值為人民幣100,700,000元(二零二一年：人民幣101,800,000元)的投資物業已質押作為本集團借貸的抵押品(附註32)。

19 INVESTMENT PROPERTIES (Continued)

(D) FAIR VALUE HIERARCHY

Independent valuations of the Group's investment properties were performed by an independent and professionally qualified valuer to determine the fair value of investment properties as at 31 December 2022 and 2021.

As at 31 December 2022 and 2021, all of the Group's investment properties were within level 3 of the fair value hierarchy as valuations were arrived at by reference to certain significant unobservable inputs. There were no transfers between levels 1, 2 and 3 during the year.

Valuation processes of the Group

The Group's investment properties were valued at 31 December 2022 by an independent professionally qualified valuer who holds a recognized relevant professional qualification and has recent experiences in the locations and segments of the investment properties being valued. For all investment properties, their current use equates to the best use.

The Group's finance department includes a team that reviews the valuations performed by the independent valuer for financial reporting purposes. Discussions of valuation processes and results were held between the finance department and the valuer at least once every six months.

At the end of each reporting period, finance department:

- Verifies all major inputs in the independent valuation report;
- Assesses property valuations movements when compared to the prior year valuation report;
- Holds discussions with the independent valuer.

19 投資性物業(續)

(D) 公允價值層級

本集團的投資性物業已由獨立專業合資格估值師進行獨立估值，以釐定投資性物業於二零二二年及二零二一年十二月三十一日的公允價值。

因估值參考若干重大不可觀察輸入數據後得出，於二零二二年及二零二一年十二月三十一日，本集團所有投資性物業均屬公允價值層級的第三層。年內第一層、第二層與第三層之間並無轉移。

本集團的估值流程

本集團的投資性物業於二零二二年十二月三十一日由獨立專業合資格估值師進行估值，該估值師具有相關認可專業資格，對所估值的投資性物業所處位置和所屬類別有近期估值經驗。目前所有投資性物業均已達致最佳用途。

本集團財務部門有團隊審閱獨立估值師的估值，以便作出財務申報。財務部門及估值師每六個月最少舉行一次會議，以討論估值流程及結果。

財務部門於每個報告期末：

- 核實獨立估值報告的全部主要輸入數據；
- 評估物業估值相較上一年度估值報告的變動；
- 與獨立估值師進行討論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 INVESTMENT PROPERTIES (Continued)

(D) FAIR VALUE HIERARCHY (Continued)

Valuation techniques

In valuing the properties, income approach and discounted cash flow analysis (“**DCF analysis**”) were adopted by the Group. When using income approach, the Group takes into account the net rental income of the properties derived from its existing leases and/or achievable in the existing market with due allowance for the reversionary income potential of the leases, which have been then capitalized to determine the fair value at an appropriate capitalization rate. DCF analysis involves discounting future cash flow of the property to its present value by using an appropriate discount rate with due allowance for the reversionary net income of the property, which is capitalized with a terminal capitalization rate. In the course of valuation, the Group assumed the property is available for lease. With regards to the existing market conditions, the incomes and expenses, stabilization period and rental growth for each component of the property are estimated to reflect the property performance in the market. Where appropriate, reference has also been made to the comparable sale transactions as available in the relevant market.

19 投資性物業(續)

(D) 公允價值層級(續)

估值方法

對物業進行估值時，本集團採用收入法及現金流折現法(「**現金流折現法**」)。採用收入法時，本集團會計及自現有租約所獲取及／或於現有市場中可取得的物業租金收入淨額，並已就租賃的復歸潛在收益作出適當撥備，再將該租金收益淨額按適當的資本化比率資本化以釐定公允價值。現金流折現法牽涉使用合適貼現率將物業未來現金流量貼現至其現值，並就物業的復歸潛收入淨額作出適當撥備，使用最終資本化資進行資本化。在估值過程中，本集團假設物業可供出租。另外亦會估計當前市場狀況、收支、穩定期及物業各部分的租金增長，以反映物業在市場上的表現。有需要時亦會參考相關市場上的可比銷售交易。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 INVESTMENT PROPERTIES (Continued)

(D) FAIR VALUE HIERARCHY (Continued)

Information about fair value measurements using significant unobservable inputs (level 3) is as follows:

Description	Fair value at		Valuation technique(s)	Unobservable inputs	Unobservable inputs (probability-weighted average)		Relationship of unobservable inputs to fair value
	31 December 2022	31 December 2021			不可觀察輸入數據 (加權平均概率)	不可觀察輸入數據	
描述	公允價值	公允價值	估值方法	不可觀察輸入數據	2022	2021	不可觀察輸入數據對公允價值的關係
	二零二二年十二月三十一日 (RMB'000) (人民幣千元)	二零二一年十二月三十一日 (RMB'000) (人民幣千元)			二零二二年	二零二一年	
Building Block No. 5 of Landsea Green Center 朗詩綠色中心第5座	145,000	148,400	Term and reversionary method 年期及復歸法	Term yields 年期收益率	4.50%	4.50%	The higher the term yields, the lower the fair value 年期收益率越高，公允價值越低
				Reversionary yields 復歸收益率	5.00%	5.00%	The higher the reversion yields, the lower the fair value 復歸收益率越高，公允價值越低
				Vacancy rate 空置率	12.00%	10.00%	The higher the vacancy rate, the lower the fair value 空置率越高，公允價值越低
				Average daily rental per square meter 每平方米平均日租	2.27	2.24	The higher the average daily rental per square meter, the higher the fair value 每平方米平均日租越高，公允價值越高
Nanjing Huafei Apartment 南京華飛公寓	70,200	69,600	DCF analysis 現金流折現法	Discounted rate 折現率	6.00%	6.00%	The higher the discounted rate, the lower the fair value 折現率越高，公允價值越低
				Vacancy rate 空置率	5.00%	5.00%	The higher the vacancy rate, the lower the fair value 空置率越高，公允價值越低
				Average daily rental per square meter 每平方米平均日租	3.81	3.86	The higher the average daily rental per square meter, the higher the fair value 每平方米平均日租越高，公允價值越高

19 投資性物業 (續)

(D) 公允價值層級 (續)

有關使用重大不可觀察輸入數據進行的公允價值計量(第3層)的資料如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 Investment properties (Continued) (D) Fair value hierarchy (Continued)

19 投資性物業(續) (D) 公允價值層級(續)

Description 描述	Fair value at 公允價值		Valuation technique(s) 估值方法	Unobservable inputs 不可觀察輸入數據	Unobservable inputs (probability-weighted average) 不可觀察輸入數據 (加權平均概率)		Relationship of unobservable inputs to fair value 對公允價值的關係
	31 December 2022 二零二二年十二月三十一日 (RMB'000) (人民幣千元)	31 December 2021 二零二一年十二月三十一日 (RMB'000) (人民幣千元)			2022 二零二二年	2021 二零二一年	
Landsea Neighbour-hood Union 朗詩鄰里蒼	86,800	91,500	Term and reversionary method 年期及復歸法	Term yields 年期收益率	5.00%	5.00%	The higher the term yields, the lower the fair value 年期收益率越高，公允價值越低
				Reversionary yields 復歸收益率	5.50%	5.50%	The higher the reversion yields, the lower the fair value 復歸收益率越高，公允價值越低
				Vacancy rate 空置率	25.00%	12.00%	The higher the vacancy rate, the lower the fair value 空置率越高，公允價值越低
				Average daily rental per square meter 每平方米平均日租	0.57	0.66	The higher the average daily rental per square meter, the higher the fair value 每平方米平均日租越高，公允價值越高
Second floor of International Business Park 國際商務花園二樓	30,500	32,200	T&R Method under the Income Approach for limited year and assumed the property will be sold after then 根據收入法就有限年度採用年期及復歸法，並假設物業將於其後出售	Term yields 年期收益率	4.50%	4.50%	The higher the term yields, the lower the fair value 年期收益率越高，公允價值越低
				Reversionary yields 復歸收益率	5.00%	5.00%	The higher the reversion yields, the lower the fair value 復歸收益率越高，公允價值越低
				Vacancy rate 空置率	12.00%	11.00%	The higher the vacancy rate, the lower the fair value 空置率越高，公允價值越低
				Average daily rental per square meter 每平方米平均日租	3.72	3.84	The higher the average daily rental per square meter, the higher the fair value 每平方米平均日租越高，公允價值越高

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 PROPERTY, PLANT AND EQUIPMENT

20 不動產、工廠及設備

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Motor vehicles	Total
		樓宇	租賃樓宇裝修	傢俱、裝置及辦公設備	汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於二零二一年一月一日					
Cost	成本	204,731	71,158	116,103	4,958	396,950
Accumulated depreciation	累計折舊	(19,721)	(66,454)	(54,501)	(4,381)	(145,057)
Net carrying amount	賬面淨值	185,010	4,704	61,602	577	251,893
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	-	-	50	-	50
Additions	增加	-	3,004	19,664	-	22,668
Depreciation	折舊	(8,920)	(976)	(31,866)	(72)	(41,834)
Disposals	出售	-	-	(369)	-	(369)
Transfer to investment properties (note 19)	轉移至投資性物業(附註19)	(30,482)	-	-	-	(30,482)
Exchange difference	匯兌差額	-	(52)	(831)	1	(882)
Closing net carrying amount	年末賬面淨值	145,608	6,680	48,250	506	201,044
At 31 December 2021	於二零二一年十二月三十一日					
Cost	成本	174,249	74,110	134,617	4,959	387,935
Accumulated depreciation	累計折舊	(28,641)	(67,430)	(86,367)	(4,453)	(186,891)
Net carrying amount	賬面淨值	145,608	6,680	48,250	506	201,044
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	-	-	10,153	-	10,153
Additions	增加	1,634	4,504	2,367	-	8,505
Depreciation	折舊	(8,929)	(1,305)	(25,279)	(1)	(35,514)
Disposals	出售	-	-	(66)	(468)	(534)
Exchange difference	匯兌差額	-	487	2,178	-	2,665
Closing net carrying amount	年末賬面淨值	138,313	10,366	37,603	37	186,319
At 31 December 2022	於二零二二年十二月三十一日					
Cost	成本	175,883	79,101	149,249	4,491	408,724
Accumulated depreciation	累計折舊	(37,570)	(68,735)	(111,646)	(4,454)	(222,405)
Net carrying amount	賬面淨值	138,313	10,366	37,603	37	186,319

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 PROPERTY, PLANT AND EQUIPMENT

(Continued)

- (a) As at 31 December 2022, property, plant and equipment with carrying amount of RMB137,544,000 (2021: RMB143,996,000) was pledged as collateral for the Group's borrowings (note 32).

21 LEASES

This note provides information for leases where the Group is a lessee.

(A) AMOUNTS RECOGNIZED IN THE BALANCE SHEET

The balance sheet shows the following amounts relating to leases:

20 不動產、工廠及設備(續)

- (a) 於二零二二年十二月三十一日，賬面值為人民幣137,544,000元(二零二一年：人民幣143,996,000元)的不動產、工廠及設備已抵押作為本集團取得借款的抵押品(附註32)。

21 租賃

本附註提供有關本集團作為承租人的租賃信息。

(A) 於資產負債表確認的金額

資產負債表顯示以下與租賃有關的金額：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Right-of-use assets	使用權資產		
— Office properties	— 辦公物業	112,980	88,962
— Furniture, fixtures and office equipment	— 傢俱、裝置及辦公設備	434	123
		113,414	89,085
Lease liabilities	租賃負債		
Current	流動	36,659	37,555
Non-current	非流動	84,112	56,417
		120,771	93,972

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 LEASES (Continued)

(B) AMOUNTS RECOGNIZED IN THE STATEMENT OF PROFIT OR LOSS

The statement of profit or loss shows the following amounts relating to leases:

21 租賃 (續)

(B) 於損益表確認的金額

損益表顯示以下與租賃有關的金額：

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日	截至二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation charge of right-of-use assets	使用權資產的折舊費用		
— Office properties	— 辦公物業	39,406	20,713
— Furniture, fixtures and office equipment	— 傢俱、裝置及辦公設備	147	276
		39,553	20,989
Interest expense	利息費用	5,062	4,382

During the year ended 31 December 2022, cash payments for the interest portion of the lease liability amounted to RMB5,062,000 (2021: RMB4,382,000) and was included in the interest paid of operating activities in the consolidated statement of cash flows, while the principal element of lease payment was included in financing activities.

截至二零二二年十二月三十一日止年度，租賃負債利息部分的現金付款為人民幣5,062,000元(二零二一年：人民幣4,382,000元)，於綜合現金流量表計入經營活動的已付利息，而租賃付款的本金部分則計入融資活動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22 GOODWILL

22 商譽

		Goodwill
		商譽
		RMB'000
		人民幣千元
At 1 January 2021	於二零二一年一月一日	
Cost	成本	135,097
Accumulated amortization	累計攤銷	—
		<u>135,097</u>
Net carrying amount	賬面淨值	135,097
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度	
Opening net carrying amount	年初賬面淨值	135,097
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	24,333
Exchange difference	匯兌差額	(3,502)
		<u>155,928</u>
Closing net carrying amount	年末賬面淨值	155,928
At 31 December 2021	於二零二一年十二月三十一日	
Cost	成本	155,928
Accumulated amortization	累計攤銷	—
		<u>155,928</u>
Net carrying amount	賬面淨值	155,928
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度	
Opening net carrying amount	年初賬面淨值	155,928
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	281,643
Exchange difference	匯兌差額	40,470
		<u>478,041</u>
Closing net carrying amount	年末賬面淨值	478,041
At 31 December 2022	於二零二二年十二月三十一日	
Cost	成本	478,041
Accumulated amortization	累計攤銷	—
		<u>478,041</u>
Net carrying amount	賬面淨值	478,041

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22 GOODWILL (Continued)

(a) Goodwill was allocated to the following CGU:

22 商譽 (續)

(a) 商譽已分配至以下現金產生單位：

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Arizona:	亞利桑那州：		
— Pinnacle West Homes Holding Corp. ("PWH")	— Pinnacle West Homes Holding Corp. (「PWH」)	37,016	33,886
— Garrett Walker Homes ("GWH")	— Garrett Walker Homes (「GWH」)	107,185	98,121
		144,201	132,007
Florida:	佛羅里達州：		
— Vintage Estate Homes ("Vintage")	— Vintage Estate Homes (「Vintage」)	26,130	23,921
— Hanover Family Builders, LLC ("HFB")	— Hanover Family Builders, LLC (「HFB」)	307,710	—
		333,840	23,921
Total	總計	478,041	155,928

As at 31 December 2022, management performed impairment testing on goodwill based on cash flow forecasts. With reference to the recoverable amount assessed as at 31 December 2022, the directors of the Company determined that there was no provision for impairment of goodwill for the year ended 2022. The following table sets out the key assumptions for the CGU that have significant goodwill allocated to them:

於二零二二年十二月三十一日，管理層根據現金流量預測對商譽進行減值測試。參考於二零二二年十二月三十一日評估的可收回金額，本公司董事認為截至二零二二年年終並無商譽減值撥備。下表載列獲分配重大商譽的現金產生單位的主要假設：

		Arizona	Florida
		亞利桑那州	佛羅里達州
2022	二零二二年		
Long term growth rate (%)	長期增長率(%)	4%	4%
Pre-tax discount rate (%)	稅前折現率(%)	13%	13%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22 GOODWILL (Continued)

(a) Goodwill was allocated to the following CGU: (Continued)

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption

假設

Approach used to determining values

釐定數值所用方法

Long-term growth rate

長期增長率

Pre-tax discount rates

除稅前折現率

The recoverable amount of the Arizona CGU is estimated to exceed the carrying amount of the CGU at 31 December 2022 by RMB1,046,466,000 (2021: RMB1,130,787,000). The recoverable amount of the Florida CGU is estimated to exceed the carrying amount of the CGU at 31 December 2022 by RMB542,570,000 (2021: RMB156,493,000).

The directors of the Company have considered and assessed reasonably possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of the Arizona CGU and Florida CGU to exceed its recoverable amount.

22 商譽(續)

(a) 商譽已分配至以下現金產生單位：(續)

管理層按下列方式釐定上述各主要假設的數值：

估計亞利桑那州現金產生分單位的可收回金額超出二零二二年十二月三十一日的現金產生單位賬面值約人民幣1,046,466,000元(二零二一年：人民幣1,130,787,000元)。估計佛羅里達州現金產生分單位的可收回金額超出二零二二年十二月三十一日的現金產生單位賬面值約人民幣542,570,000元(二零二一年：人民幣156,493,000元)。

本公司董事已考慮及評估其他主要假設的合理可能變動，並未發現任何可能導致亞利桑那州現金產生分單位及佛羅里達州現金產生分單位的賬面值超出其可收回金額的事件。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23 PROPERTIES HELD FOR SALE

Analysis of properties held for sale is as follows:

23 持作銷售物業

持作銷售物業的分析如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Properties held for sale:	持作銷售物業：		
— Mainland China	— 中國內地	747,669	540,207
		747,669	540,207
Less: provision for decline in the value of properties held for sale	減：持作銷售物業價值下跌撥備	(48,337)	(60,781)
		699,332	479,426

Movements of properties held for sale are as follows:

持作銷售物業的變動如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
As at 1 January	於一月一日	540,207	1,213,666
Transfer from properties under development (note 25)	轉移自開發中物業(附註25)	11,655,605	5,234,652
Acquisition of subsidiaries(note 40)	收購附屬公司(附註40)	28,266	—
Cost of property development and sales (note 9)	房地產開發及銷售成本(附註9)	(11,476,409)	(5,908,111)
As at 31 December	於十二月三十一日	747,669	540,207

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23 PROPERTIES HELD FOR SALE (Continued)

All of the properties held for sale are within normal operating cycle and hence included under current assets. The amounts of properties held for sale expected to be recovered after more than one year is RMB33,611,000 (2021: RMB7,333,000).

Movements of provision for decline in the value of properties held for sale are as follows:

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
As at 1 January	於一月一日	60,781	27,185
Provision during the year	年內撥備	-	33,596
Recycled to cost of sales during the year	年內回收至銷售成本	(12,444)	-
As at 31 December	於十二月三十一日	48,337	60,781

As at 31 December 2022, property held for sale with the carrying amount of RMB118,017,000 (2021: nil) were mortgaged as collateral for the Group's borrowings (note 32).

23 持作銷售物業(續)

所有持作銷售物業均於正常經營週期內持有，故列作流動資產。預期將於超過一年後收回的持作銷售物業數額為人民幣33,611,000元(二零二一年：人民幣7,333,000元)。

持作銷售物業價值下跌撥備變動如下：

		For the year ended 截至以下日期止年度	
		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
As at 1 January	於一月一日	60,781	27,185
Provision during the year	年內撥備	-	33,596
Recycled to cost of sales during the year	年內回收至銷售成本	(12,444)	-
As at 31 December	於十二月三十一日	48,337	60,781

於二零二二年十二月三十一日，賬面值為人民幣118,017,000元(二零二一年：無)的持作銷售物業已按揭，作為本集團借款的抵押品(附註32)。

24 INVENTORIES

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元		31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Decoration materials	裝飾物料	30,059	32,320	

The cost of inventories included in cost of property development and sales amounted to RMB10,564,000 for the year ended 31 December 2022 (2021: RMB32,141,000) (note 9).

24 庫存

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元		31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Decoration materials	裝飾物料	30,059	32,320	

截至二零二二年十二月三十一日止年度，計入房地產開發及銷售成本的庫存費用為人民幣10,564,000元(二零二一年：人民幣32,141,000元)(附註9)。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25 PROPERTIES UNDER DEVELOPMENT

25 開發中物業

		31 December 2022 二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Properties under development located in:	開發中物業位於：		
— Mainland China	— 中國內地	1,971,621	5,648,120
— US	— 美國	7,765,426	5,753,990
		9,737,047	11,402,110
Less: provision for decline in the value of properties under development	減：開發中物業價值下跌撥備	(777,813)	—
		8,959,234	11,402,110
Amount comprises:	款項包括：		
— Land payments	— 土地付款	3,935,610	5,886,042
Leasehold land, Mainland China	中國內地租賃土地	992,499	3,325,628
Freehold land, US	美國永久業權土地	2,943,111	2,560,414
— Development expenditures and improvements	— 開發支出及改進服務	4,459,256	4,882,206
— Finance cost capitalized	— 利息資本化	564,368	633,862
		8,959,234	11,402,110

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25 PROPERTIES UNDER DEVELOPMENT

(Continued)

Movements of properties under development are as follows:

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
As at 1 January	於一月一日	11,402,110	5,158,500
Additions	增加	7,641,963	7,465,855
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	1,501,542	4,131,939
Transfer to properties held for sale (note 23)	轉移至持作銷售物業(附註23)	(11,655,605)	(5,234,651)
Exchange difference	匯兌差額	847,037	(119,532)
As at 31 December	於十二月三十一日	9,737,047	11,402,110

All of the properties under development are within normal operating cycle and hence included under current assets. The amount of properties under development expected to be completed after more than one year is RMB6,670,451,000 (2021: RMB9,960,200,000). The remaining balance is expected to be completed within one year.

As at 31 December 2022, properties under development with carrying amount of RMB1,456,918,000 (2021: RMB9,250,325,000) were mortgaged as collateral for the Group's bank borrowings (note 32).

As at 31 December 2022, properties under development with carrying amount of RMB1,030,224,000 (2021: RMB937,633,000) were mortgaged as collateral for the Group's loans from other financial institutions (note 32).

25 開發中物業(續)

開發中物業的變動如下：

所有開發中物業均於正常經營週期內持有，故列作流動資產。預期將於超過一年後竣工的開發中物業數額為人民幣6,670,451,000元(二零二一年：人民幣9,960,200,000元)。餘額為預期一年內完成的款項。

於二零二二年十二月三十一日，賬面值為人民幣1,456,918,000元(二零二一年：人民幣9,250,325,000元)的開發中物業按揭作為本集團銀行借款的抵押品(附註32)。

於二零二二年十二月三十一日，賬面值為人民幣1,030,224,000元(二零二一年：人民幣937,633,000元)的開發中物業按揭作為本集團自其他金融機構借款的抵押品(附註32)。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

26 FINANCIAL INSTRUMENTS BY CATEGORY

The Group hold the following financial instruments as at the respective balance sheet date as follows:

26 按分類呈列的金融工具

本集團於以下各結算日持有下列金融工具：

			31 December 2022	31 December 2021
			二零二二年 十二月三十一日	二零二一年 十二月三十一日
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets	金融資產			
Financial assets at amortised cost	按攤銷成本計量之金融資產			
Trade receivables	應收賬款	27	367,274	426,889
Amounts due from related parties	應收關聯方款項	27	890,140	2,654,603
Amounts due from non-controlling interests	應收非控制性權益款項	27	157,181	813,617
Other receivables	其他應收款	27	1,093,067	520,637
Deposits for purchase of land	收購土地按金	27	676,162	401,521
Restricted cash and cash and cash equivalents	受限制現金以及現金及現金等價物	29	1,319,561	4,221,049
			4,503,385	9,038,316
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	28	-	63,747
Financial liabilities	金融負債			
Financial liabilities at amortised cost	按攤銷成本計量之金融負債			
Trade and other payables*	應付賬款及其他應付款*	30	7,918,850	8,302,228
Borrowings	借款	32	7,331,075	8,489,619
Lease liabilities	租賃負債	21	120,771	93,972
			15,370,696	16,885,819
Financial liabilities at fair value through profit or loss	按公允價值計入損益的金融負債	31	326,203	50,103

* Excluding non-financial liabilities

* 不包括非金融負債

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

26 FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

The Group's exposure to various risks associated with the financial instruments is disclosed in note 3. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

26 按分類呈列的金融工具(續)

本集團承受有關金融工具的各種風險於附註3披露。報告期末承受的信貸風險上限為上述各類金融資產的賬面值。

27 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

27 應收賬款及其他應收款、預付款及按金

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Included in non-current assets:	計入非流動資產：		
Amounts due from related parties (note 42(a))	應收關聯方款項(附註42(a))	-	398,810
Less: provision for bad debt (note 3.1(b)(ii))	減：壞賬撥備(附註3.1(b)(ii))	-	(170,584)
		-	228,226
Other receivables	其他應收款		
— Deposits for building construction	— 履約保證金	30,000	50,000
— Lendings to third parties	— 向第三方借貸	-	-
— Deposits for property maintenance (d)	— 物業維護按金(d)	5,580	5,580
		35,580	55,580
Less: provision for bad debt (note 3.1(b)(ii))	減：壞賬撥備(附註3.1(b)(ii))	(1,416)	(3,116)
		34,164	52,464
		34,164	280,690

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**27 TRADE AND OTHER RECEIVABLES,
PREPAYMENTS AND DEPOSITS** (Continued)

**27 應收賬款及其他應收款、預付款及
按金** (續)

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Included in current assets:	計入流動資產：		
Trade receivables (a)	應收賬款 (a)		
— Related parties (note 42(c))	— 關聯方 (附註42(c))	186,350	180,176
— Third parties	— 第三方	492,535	501,539
		678,885	681,715
Less: provision for bad debt	減：壞賬撥備		
— Related parties (note 3.1(b)(i))	— 關聯方 (附註3.1(b)(i))	(35,612)	(26,397)
— Third parties (note 3.1(b)(i))	— 第三方 (附註3.1(b)(i))	(275,999)	(228,429)
		(311,611)	(254,826)
		367,274	426,889
Prepayments	預付款		
— Prepayments for purchase of land	— 購買土地的預付款項	442,513	542,500
— Prepaid value added tax (“VAT”) and other surcharges (b)	— 預付增值稅 (「增值稅」) 及其他附加費 (b)	69,503	104,090
— Prepaid taxes (b)	— 預付稅項 (b)	29,709	92,789
— Other prepayments	— 其他預付款	200,090	164,495
		741,815	903,874
Amounts due from related parties (note 42(a))	應收關聯方款項 (附註42(a))	1,646,813	2,722,671
Less: provision for bad debt (note 3.1(b)(ii))	減：壞賬撥備 (附註3.1(b)(ii))	(756,673)	(296,294)
		890,140	2,426,377

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

27 應收賬款及其他應收款、預付款及按金(續)

	31 December 2022	31 December 2021
	二零二二年 十二月三十一日	二零二一年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Amounts due from non-controlling interests (c) 應收非控制性權益款項(c)	169,012	847,518
Less: provision for bad debt (note 3.1(b)(ii)) 減：壞賬撥備(附註3.1(b)(ii))	(11,831)	(33,901)
	157,181	813,617
Deposits for purchase of land 購買土地的按金	697,074	405,577
Less: provision for bad debt (note 3.1(b)(ii)) 減：壞賬撥備(附註3.1(b)(ii))	(20,912)	(4,056)
	676,162	401,521

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**27 TRADE AND OTHER RECEIVABLES,
PREPAYMENTS AND DEPOSITS** (Continued)

**27 應收賬款及其他應收款、預付款及
按金** (續)

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other receivables	其他應收款		
— Lendings to third parties	— 向第三方借貸	366,462	332,746
— Deposits for land bidding	— 土地競投按金	42,000	42,000
— Escrow receivable	— 應收託管費	426,649	31,246
— Deposits in housing fund	— 住房公積金按金	5,930	8,860
— Deposits for building construction	— 履約保證金	17,381	3,377
— Deposits for apartments rental	— 公寓租金按金	2,942	3,350
— Consideration receivables (e)	— 應收代價	25,249	—
— Warranty and general liability insurance receivables	— 保修費用及一般責任保險 應收款	188,804	—
— Others	— 其他	107,340	60,818
		1,182,757	482,397
Less: provision for bad debt (note 3.1(b)(ii))	減：壞賬撥備(附註3.1(b)(ii))	(123,854)	(14,224)
		1,058,903	468,173
		3,891,475	5,440,451

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued) (A) TRADE RECEIVABLES

27 應收賬款及其他應收款、預付款及按金(續) (A) 應收賬款

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables from property development and sales	房地產開發及銷售應收賬款	271,384	255,482
Trade receivables from management services	管理服務應收賬款	407,501	426,233
		678,885	681,715
Less: provision for bad debt (note 3.1(b)(i))	減：壞賬撥備(附註3.1(b)(i))	(311,611)	(254,826)
		367,274	426,889

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**27 TRADE AND OTHER RECEIVABLES,
PREPAYMENTS AND DEPOSITS (Continued)**

(A) TRADE RECEIVABLES (Continued)

The aging analysis of the current trade receivables based on the invoice date is as follows:

**27 應收賬款及其他應收款、預付款及
按金(續)**

(A) 應收賬款(續)

根據賬單日期的即期應收賬款的賬齡分析如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Related parties	關聯方		
— Less than one year	— 少於一年	48,652	64,556
— One to two years	— 一至兩年	42,856	26,750
— Two to three years	— 兩至三年	24,803	34,627
— Three to four years	— 三至四年	22,321	46,258
— Four to five years	— 四至五年	39,824	7,985
— Over five years	— 五年以上	7,894	—
		186,350	180,176
Third parties	第三方		
— Less than one year	— 少於一年	40,892	48,379
— One to two years	— 一至兩年	45,513	38,246
— Two to three years	— 兩至三年	35,894	336,896
— Three to four years	— 三至四年	310,954	39,822
— Four to five years	— 四至五年	23,087	38,196
— Over five years	— 五年以上	36,195	—
		492,535	501,539
		678,885	681,715

The credit terms granted to customers of purchasing properties are generally ranging from 30 days to 60 days, while for the customers to whom the Group provides management services, decoration services and sales of land, the credit terms are around one year.

授予客戶購買物業的信貸期一般介乎30日至60日，而本集團向客戶提供管理服務、裝飾服務及土地銷售方面授予客戶的信貸期約為一年。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

(A) TRADE RECEIVABLES (Continued)

Information about the impairment provision of trade receivables and the Group's exposure to credit risk can be found in note 3.1(b)(i).

- (B) The Group's subsidiaries in Mainland China which develop properties for sale are subject to prepayment of VAT at the rate of 3% on advance collected from customers. Such prepayments are recorded as "prepayments — prepaid VAT and other surcharges".

These subsidiaries are also subject to prepayments of EIT and land appreciation tax on expected profit margin and land appreciation tax based on advance collected from customers together. Such prepayments are recorded as "prepayments — prepaid tax".

- (C) In October 2021, Zhongfuyiyang (Tianjin) Real Estate Co., Ltd. (中福頤養(天津)置業有限公司, an indirect non-wholly owned subsidiary of the Company) ("**Zhongfuyiyang**"), entered into the supplemental agreement with its owners, pursuant to which Zhongfuyiyang agreed to extend the loan term from October 2021 to October 2023. The loan is unsecured, and Zhongfuyiyang shall charge an annual interest rate of 7% per annum on the actual amounts of drawdown. As at 31 December 2022, the outstanding amounts due from the non-controlling shareholders of Zhongfuyiyang amounted to RMB24,977,000.

The remaining amounts are interest-free and repayable on demand.

27 應收賬款及其他應收款、預付款及按金(續)

(A) 應收賬款(續)

有關應收賬款減值撥備及本集團信貸風險的資料請參閱附註3.1(b)(i)。

- (B) 本集團開發銷售物業的中國附屬公司須就收取客戶的墊款預付3%的增值稅。該等款項入賬為「預付款 — 預付增值稅及其他附加費」。

該等附屬公司亦須就預期利潤預繳企業所得稅及土地增值稅，及根據預收客戶的款項預繳土地增值稅。該等預付款入賬為「預付款 — 預付稅項」。

- (C) 於二零二一年十月，本公司間接非全資附屬公司中福頤養(天津)置業有限公司(「**中福頤養**」)與其擁有人訂立補充協議，據此中福頤養同意將貸款限期由二零二一年十月延長至二零二三年十月。貸款為無抵押，而中福頤養須按7%的年利率根據支取的實際金額計息。於二零二二年十二月三十一日，應收中福頤養非控股股東的未償還款項達人民幣24,977,000元。

餘下款項免息及須於催繳時償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

(D) Deposits for property maintenance are repayable within 2 to 8 years from the end of the year.

As of 31 December 2022, consideration receivables consist of receivables from disposal of a subsidiary at the amount of RMB10,249,000 (note 41) and disposal of a joint venture at the amount of RMB15,000,000.

As at 31 December 2022, the carrying amounts of trade and other receivables, prepayments and deposits (netting off provision for bad debt) were denominated in below currencies:

27 應收賬款及其他應收款、預付款及按金(續)

(D) 物業維護按金須於年末起計兩年至八年內償還。

於二零二二年十二月三十一日，應收代價包括出售附屬公司的應收款項人民幣10,249,000元(附註41)及出售合營企業的應收款項人民幣15,000,000元。

於二零二二年十二月三十一日，應收賬款及其他應收款、預付款及按金(扣除壞賬撥備)的賬面值以下列貨幣計值：

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	2,552,214	5,196,774
US\$	美元	1,372,979	516,094
HK\$	港元	446	8,273
		3,925,639	5,721,141

As at 31 December 2022 and 2021, the fair value of trade and other receivables approximate their carrying amounts.

於二零二二年及二零二一年十二月三十一日，應收賬款及其他應收款的公允價值與其賬面值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

28 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(A) CLASSIFICATION OF FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group classifies 1) debt investments that do not qualify for measurement at either amortized cost or FVOCI; 2) equity investments that are held for trading or for which the Group has not elected to recognize FVOCI as FVPL.

Financial assets measured at FVPL included following:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Current assets	流動資產		
Wealth management products	資產管理產品	-	63,747

(B) AMOUNTS RECOGNIZED IN PROFIT OR LOSS

During the year, the following gain was recognized in profit or loss:

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Fair value gain on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的公允價值利得	283	-

28 按公允價值計入損益的金融資產

(A) 按公允價值計入損益的金融資產之分類

本集團將以下金融工具按公允價值計入損益：1) 不符合按攤銷成本計量或按公允價值計入其他全面收益的債務投資；2) 本集團並未選擇確認按公允價值計入其他全面收益的持作交易權益投資。

按公允價值計入損益的金融資產包括：

(B) 於損益確認的金額

年內，以下利得計入損益：

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

28 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

(C) RISK EXPOSURE AND FAIR VALUE MEASUREMENT

Information about the Group's exposure to risks associated with FVPL is provided in note 3.2. For information about methods and assumptions used in determining fair value, please refer to note 3.2.

28 按公允價值計入損益的金融資產 (續)

(C) 風險及公允價值計量

本集團有關按公允價值計入損益的風險資料載於附註3.2。釐定公允價值所用的方法及假設之資料載於附註3.2。

29 RESTRICTED CASH AND CASH AND CASH EQUIVALENTS

29 受限制現金以及現金及現金等價物

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Restricted cash	受限制現金		
— Restricted for project developments	— 限制為項目發展	3,827	77,021
— Pledged for discounted bank accepted notes	— 作為已貼現銀行承兌的抵押	500	20,000
— Pledged for the Group's bank borrowings (note 32)	— 作為本集團銀行借款的抵押 (附註32)	55,417	89,884
— Others	— 其他	7,761	2,834
		67,505	189,739
Cash and cash equivalents	現金及現金等價物	1,252,056	4,031,310

The carrying amounts of restricted cash and cash and cash equivalents approximate their fair values.

受限制現金以及現金及現金等價物的賬面值與其公允價值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29 RESTRICTED CASH AND CASH AND CASH EQUIVALENTS (Continued)

The carrying amounts of restricted cash and cash and cash equivalents were denominated in below currencies:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
RMB	人民幣	313,516	1,642,583
US\$	美元	1,001,884	2,565,797
HK\$	港元	4,161	12,669
		1,319,561	4,221,049

Cash and cash equivalents held in Mainland China are subject to exchange control regulations, which provide for restrictions on exporting capital out, other than through dividends. The cash balance included in the consolidated financial statements to which these restrictions apply is RMB316,406,000 (2021: RMB1,642,583,000).

Included in cash and cash equivalents are cash balance of US\$123,634,000 (equivalent to approximately RMB861,061,000) held by the Company's listed subsidiary, Landsea Homes, which relates to the operation of the property development and sales in the US, and are not available for general use by the Company. As a result, the Group's cash and cash equivalents excluding those held by Landsea Homes which the Company cannot freely use was RMB390,995,000.

29 受限制現金以及現金及現金等價物 (續)

受限制現金以及現金及現金等價物的賬面值按以下貨幣列值：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
RMB	人民幣	313,516	1,642,583
US\$	美元	1,001,884	2,565,797
HK\$	港元	4,161	12,669
		1,319,561	4,221,049

於中國內地持有之現金及現金等價物受外匯管制規例所規管，當中規管資金出口的限制（不包括股息）。綜合財務報表內適用該等限制的現金結餘為人民幣316,406,000元（二零二一年：人民幣1,642,583,000元）。

現金及現金等價物包括本公司上市附屬公司 Landsea Homes 所持有現金結餘123,634,000美元（相當於約人民幣861,061,000元）其與美國的房地產開發及銷售業務有關，不能作本公司一般用途。因此，本集團的現金及現金等價物（不包括 Landsea Homes 所持有本公司不能自由使用者）為人民幣390,995,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 TRADE AND OTHER PAYABLES

30 應付賬款及其他應付款

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Included in non-current liabilities:	計入非流動負債：		
— Amounts due to related parties (note 42(b))	— 應付關聯方款項 (附註42(b))	8,443	145,958
— Warranty accruals	— 應計保修費用	324,946	100,046
— Other payables	— 其他應付款	5,000	5,000
		338,389	251,004
		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Included in current liabilities:	計入流動負債：		
— Amounts due to related parties (note 42(b))	— 應付關聯方款項 (附註42(b))	3,206,819	4,412,922
— Payables for construction materials and services	— 應付工程物料及服務款項	1,806,464	1,925,063
— Deposits received from rental and construction services	— 租賃及工程服務已收按金	720,146	497,663
— Interest payable	— 應付利息	431,185	319,376
— Amounts due to non-controlling interests (a)	— 應付非控制性權益款項 (a)	278,560	269,187
— Funding from third parties (b)	— 來自第三方資金 (b)	872,116	252,919
— VAT and other tax payables	— 增值稅及其他應付稅項	163,829	220,111
— Dividend payable (note 14)	— 應付股息 (附註14)	12,967	204,245
— Accruals for staff costs	— 應計職工費用	162,668	193,923
— Notes payables	— 應付票據	39,560	39,520
— Consideration payables (c)	— 應付代價 (c)	4,626	4,626
— Other payables	— 其他應付款	532,964	225,749
		8,231,904	8,565,304

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 TRADE AND OTHER PAYABLES (Continued)

- (a) As of 31 December 2022, amounts due to non-controlling interests include RMB198,606,000 bearing interest at 4.65% per annum and the remaining amounts are interest-free.

As of 31 December 2021, amounts due to non-controlling interests include RMB233,382,000 bearing interest at 4.65% per annum and the remaining amounts are interest-free.

All amounts due to non-controlling interests are unsecured.

- (b) As of 31 December 2022, fundings from third parties include RMB28,500,000 bearing interest from 4.64% to 10% per annum and the financial liabilities in connection with the Group's disposal of shares in Landsea Homes (note 36(b)). Other fundings from third parties are interest free.
- (c) As of 31 December 2022, consideration payables are mainly related to payables for acquisition of investments, of which RMB4,626,000 was due to the former shareholder of Wuhan Langhong Real Estate Co., Ltd. (武漢朗泓置業有限公司).

As at 31 December 2022, the carrying amounts of trade and other payables approximate their fair values.

30 應付賬款及其他應付款(續)

- (a) 於二零二二年十二月三十一日，應付非控制性權益款項包括以年利率4.65%計息的人民幣198,606,000元，餘下款項則免息。

於二零二一年十二月三十一日，應付非控制性權益款項包括以年利率4.65%計息的人民幣233,382,000元，餘下款項則免息。

所有應付非控制性權益款項均為無抵押。

- (b) 於二零二二年十二月三十一日，來自第三方的資金包括以年利率4.64%至10%計息的人民幣28,500,000元及有關本集團出售Landsea Homes股份的金融負債(附註36(b))。其他來自第三方的資金為免息。
- (c) 於二零二二年十二月三十一日，應付代價主要涉及收購投資的應付款，當中人民幣4,626,000元應付武漢朗泓置業有限公司的前股東。

於二零二二年十二月三十一日，應付賬款及其他應付款的賬面值與其公允價值相若。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 TRADE AND OTHER PAYABLES (Continued)

As at balance sheet date, the aging analysis of the payables for construction materials and services based on invoice date is as follows:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Less than one year	少於一年	849,874	1,192,113
One to two years	一至兩年	480,191	436,909
Two to three years	兩至三年	295,154	202,174
Over three years	三年以上	181,245	93,867
		1,806,464	1,925,063

As at balance sheet date, the carrying amounts of trade and other payables were denominated in below currencies:

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
RMB	人民幣	6,412,295	7,319,858
US\$	美元	2,110,458	1,211,918
HK\$	港元	47,540	284,532
		8,570,293	8,816,308

30 應付賬款及其他應付款(續)

於結算日，根據發票日期的應付工程物料及服務款項的賬齡分析如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Less than one year	少於一年	849,874	1,192,113
One to two years	一至兩年	480,191	436,909
Two to three years	兩至三年	295,154	202,174
Over three years	三年以上	181,245	93,867
		1,806,464	1,925,063

於結算日，應付賬款及其他應付款的賬面值以下列貨幣計值：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
RMB	人民幣	6,412,295	7,319,858
US\$	美元	2,110,458	1,211,918
HK\$	港元	47,540	284,532
		8,570,293	8,816,308

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

31 FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

31 按公允價值計入損益的金融負債

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

Included in non-current liabilities:	計入非流動負債：	Public	Private	Redemption	Total
		warrants (a)	warrants (b)	liabilities (c)	
		公眾認股權證	私募認股權證	贖回負債	
		(a)	(b)	(c)	總額
		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	於一月一日	14,966	35,137	–	50,103
Financing from third party	來自第三方的融資	–	–	303,242	303,242
Fair value (gain)/loss (note 10)	公允價值(收益)/ 虧損(附註10)	(5,899)	29,676	2,450	26,227
Repurchase of private warrants	回購私募認股權證	–	(64,487)	–	(64,487)
Exchange difference	匯兌差額	1,205	(326)	10,239	11,118
At 31 December	於十二月三十一日	10,272	–	315,931	326,203

(a) As of 31 December 2022, the Group's subsidiary, Landsea Homes had 15,525,000 outstanding public warrants. Each public warrant is exercisable at US\$1.15 into one tenth share of Landsea Homes. The public warrants will expire five years after 7 January 2021 or earlier upon redemption or liquidation. The warrants are presented on the consolidated balance sheet as a liability recorded at fair value with subsequent changes in fair value recognized in the consolidated statement of comprehensive income at each reporting date as a fair value gain/(loss) on remeasurement of the warrant liability. The public warrants liabilities are valued using quoted price.

(a) 截至二零二二年十二月三十一日，本集團附屬公司Landsea Homes持有15,525,000份未行使公眾認股權證。每份公眾認股權證可按1.15美元行使以轉換為Landsea Homes十分之一股股份。公眾認股權證於二零二一年一月七日後五年後或贖回或清盤時提前屆滿。認股權證在綜合資產負債表呈列為按公允價值入賬的負債，其後公允價值變動於各報告日期在綜合全面收益表確認為重新計量認股權證負債的公允價值收益/(虧損)。認股權證負債採用報價。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**31 FINANCIAL LIABILITIES AT FAIR VALUE
THROUGH PROFIT OR LOSS** (Continued)

- (b) In June 2022, the Group's subsidiary, Landsea Homes repurchased all 3.3 million outstanding private warrants, which were exercisable at US\$11.50 into one share of Landsea Homes. Landsea Homes paid US\$9,900,000 (equivalent to RMB64,487,000), or US\$3.00 per warrant, to repurchase all of the outstanding private warrants. The loss recognized on the repurchase of the private warrants is recorded as loss on remeasurement of warrant liability in the consolidated statement of comprehensive income.
- (c) In May 2022, Landsea Holdings Corporation ("**Landsea Holdings**"), a subsidiary of the Group and 1103849 B.C. LTD. ("**1103849 B.C.**"), an independent third party, entered into a credit agreement for a period of 12 months starting from the date of the credit agreement (the "**initial maturity date**"). According to the credit agreement, 1103849 B.C. agreed to provide a loan in a principal amount of US\$45,000,000 (equivalent to RMB303,242,000) at interest rate of 10% per annum to Landsea Holdings which is secured by 4,838,710 shares of Landsea Homes and guaranteed by Landsea Group. The loan may be extended and converted into the shares of Landsea Homes under certain conditions. The Group designated the loan with the extension option and conversion option as financial liability at fair value with subsequent changes in fair value recognized in the consolidated statement of comprehensive income at each reporting date. As of the date of this report, the loan has been extended to 12 months after the initial maturity date.

31 按公允價值計入損益的金融負債
(續)

- (b) 截至二零二二年六月，本集團附屬公司 Landsea Homes 回購所有 330 萬份未行使私募認股權證，並可按 11.50 美元行使為一股 Landsea Homes 股份。Landsea Homes 支付 9,900,000 美元（相當於人民幣 64,487,000 元）或每份認股權證 3.00 美元，以回購所有未行使私募認股權證。回購私募認股權證時確認的虧損於綜合全面收益表中列為重新計量認股權證負債的虧損。
- (c) 於二零二二年五月，本集團附屬公司 Landsea Holdings Corporation (「**Landsea Holdings**」) 及 1103849 B.C. LTD. (「**1103849 B.C.**」，獨立第三方) 訂立信貸協議，自信貸協議當日起為期 12 個月 (「**初始到期日**」)。根據信貸協議，1103849 B.C. 同意向 Landsea Holdings 提供一筆本金 45,000,000 美元 (相當於人民幣 303,242,000 元) 的貸款，年利率為 10%，以 Landsea Homes 4,838,710 股股份抵押，並由朗詩集團擔保。貸款可在若干情況下延期並轉換為 Landsea Homes 股份。本集團將附帶延期選擇權及轉換選擇權的貸款指定為按公允價值計量的金融負債，其後公允價值變動於各報告日期在綜合全面收益表中確認。於本報告日期，貸款已延期至初始到期日後 12 個月。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 BORROWINGS

32 借款

		31 December 2022 二零二二年十二月三十一日		31 December 2021 二零二一年十二月三十一日	
		Current 流動 RMB'000 人民幣千元	Non-current 非流動 RMB'000 人民幣千元	Current 流動 RMB'000 人民幣千元	Non-current 非流動 RMB'000 人民幣千元
Secured	有抵押				
– Bank borrowings (a)	– 銀行借款(a)	523,650	3,984,465	1,154,933	2,993,989
– Loans from other financial institutions (e)	– 來自其他金融機構的貸款(e)	623,700	–	623,700	–
Total secured borrowings	有抵押借款總額	1,147,350	3,984,465	1,778,633	2,993,989
Unsecured	無抵押				
– Bank borrowings (a)	– 銀行借款(a)	–	–	10,000	–
– Senior notes 2019 (c)	– 二零一九年優先票據(c)	–	–	932,592	–
– Senior notes 2020 (c)	– 二零二零年優先票據(c)	257,481	–	1,117,777	–
– Senior notes 2022 (c)	– 二零二二年優先票據(c)	89,490	704,436	–	–
– Loans from the ultimate controlling company (b)	– 來自最終控股公司的貸款(b)	–	356,220	–	917,577
– EB-5 loans and contributions from EB-5 investors(d)	– EB-5貸款及EB-5投資人出資款(d)	–	791,633	–	739,051
Total unsecured borrowings	無抵押借款總額	346,971	1,852,289	2,060,369	1,656,628
Total borrowings	借款總額	1,494,321	5,836,754	3,839,002	4,650,617

Borrowings carry interest ranging from 0.10% to 10.75% (2021: 0.10% to 12.30%) per annum.

借款按年利率介乎0.10%至10.75%(二零二一年: 0.10%至12.30%)計息。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 BORROWINGS (Continued)

At end of reporting period, the carrying amounts of borrowings were denominated in the following currencies:

32 借款 (續)

於報告期末，借款的賬面值以下列貨幣計值：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
RMB	人民幣	1,299,711	1,568,436
US\$	美元	6,031,364	6,921,183
		7,331,075	8,489,619

The Group's borrowings are repayable as follows as at each balance sheet date:

於各結算日，本集團借款應於下列時間償還：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Within one year	一年內	1,494,321	3,839,002
Between one and two years	一至兩年	4,956,873	111,292
Between two and five years	兩至五年	826,861	3,816,213
Over five years	五年以上	53,020	723,112
		7,331,075	8,489,619

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 BORROWINGS (Continued)

(A) Bank borrowings are secured by:

- (i) restricted cash with carrying amount of RMB55,417,000 (2021: RMB89,884,000) (note 29);
- (ii) properties under development with carrying amount of RMB1,456,918,000 (2021: RMB9,250,325,000) (note 25);
- (iii) investment properties with carrying amount of RMB100,700,000 (2021: RMB101,800,000) (note 19);
- (iv) property held for sale with the carrying amount of RMB118,017,000 (2021: nil) (note 23);
- (v) guarantee provided by the ultimate controlling company;
- (vi) equity interest of certain subsidiaries of the Group (note 45);
- (vii) property, plant and equipment with carrying amount of RMB137,544,000 (2021: RMB143,996,000) (note 20);
- (viii) leasehold land of delivered properties amounted to RMB1,526,122,000 (2021: nil).

Bank borrowings carry interest ranging from 3.75% to 8.60% (2021: 1.0% to 8.25%) per annum.

32 借款(續)

(A) 銀行借款以下列各項作共同抵押：

- (i) 賬面值為人民幣55,417,000元(二零二一年：人民幣89,884,000元)的受限制現金(附註29)；
- (ii) 賬面值為人民幣1,456,918,000元(二零二一年：人民幣9,250,325,000元)的開發中物業(附註25)；
- (iii) 賬面值為人民幣100,700,000元的投資性物業(二零二一年：人民幣101,800,000元)(附註19)；
- (iv) 賬面值為人民幣118,017,000元的所持銷售物業(二零二一年：無)(附註23)；
- (v) 最終控股公司所提供的擔保；
- (vi) 本集團若干附屬公司的股權(附註45)；
- (vii) 賬面值為人民幣137,544,000元(二零二一年：人民幣143,996,000元)的不動產、工廠及設備(附註20)；
- (viii) 已交付物業的租賃土地為人民幣1,526,122,000元(二零二一年：零)。

銀行借款按年利率介乎3.75%至8.60%(二零二一年：1.0%至8.25%)計息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 BORROWINGS (Continued)

(A) (Continued)

Subsequent to 31 December 2022, current bank borrowings with the amount of RMB270,000,000 was extended till a date after 31 December 2023.

(B) THE LOANS FROM THE ULTIMATE CONTROLLING COMPANY

The loan from the ultimate controlling company is unsecured and carry interest is 5.65% (2021: 5.65%) per annum.

(C) SENIOR NOTES

Senior notes 2019 issued by the Company were listed on the Singapore Exchange Securities Trading Limited on 20 June 2019 and fell mature on 20 June 2022, with interest at 10.50% per annum paid semi-annually in arrears. Senior notes 2019 issued by the Company were fully repaid on 29 June 2022.

32 借款(續)

(A) (續)

於二零二二年十二月三十一日後，即期銀行借款人民幣270,000,000元已延長至二零二三年十二月三十一日後的日子。

(B) 來自最終控股公司的貸款

來自最終控股公司的貸款為無抵押，並按年利率5.65%（二零二一年：5.65%）計息。

(C) 優先票據

本公司發行的二零一九年優先票據於二零一九年六月二十日於新加坡證券交易所有限公司上市，並將於二零二二年六月二十日到期，每半年按年利率10.50%支付利息。本公司發行的二零一九年優先票據於二零二二年六月二十九日悉數償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 BORROWINGS (Continued)

(C) SENIOR NOTES (Continued)

Senior notes 2020 issued by the Company were listed on the Singapore Exchange Securities Trading Limited on 21 January 2020 with interest at 10.75% per annum paid semi-annually in arrears and fell mature in October 2022. Up to October 2022, the Group had repurchased US\$30,600,000 (equivalent to RMB196,753,000) of the total principal amount of senior note 2020. In October 2022, the Group successfully exchanged senior notes 2020 of US\$132,216,000 (equivalent to RMB947,962,000) with a new senior note of US\$118,994,400 (equivalent to RMB853,166,000) due on 20 October 2024 (the “**Maturity Date**”) (the “**senior notes 2022**”), which is at 90% of the aggregate principal amount of senior note 2020, and cash payment of US\$13,883,000 (equivalent to approximately RMB99,538,000), which is at 10.5% of the aggregate principal amount of senior note 2020 (the “**Exchange**”).

In November 2022, the Company further repurchased US\$214,000 (equivalent to RMB1,541,000) of Senior Note 2020. As of 31 December 2022 and up to the date of approval of the consolidated financial statements, the Group was in default of the senior notes 2020 with principal amount of US\$36,970,000 (equivalent to RMB257,481,000) because of non-payment at its due date. The events of default provisions under senior notes 2022 carve out any cross-default events and final judgments and orders arising directly or indirectly from any defaults of events of occurrence under senior notes 2020.

32 借款(續)

(C) 優先票據(續)

本公司發行的二零二零年優先票據於二零二零年一月二十一日在新加坡證券交易所有限公司上市，每半年按年利率10.75%支付利息，並於二零二二年十月到期。截至二零二二年十月，本集團已回購二零二零年優先票據本金總額中的30,600,000美元(相當於人民幣196,753,000元)。於二零二二年十月，本集團成功將132,216,000美元(相當於人民幣947,962,000元)的二零二零年優先票據與於二零二四年十月二十日(「到期日」)到期的118,994,400美元(相當於人民幣853,166,000元)的新優先票據(「二零二二年優先票據」)(為二零二零年優先票據本金總額的90%)及現金付款13,883,000美元(相當於約人民幣99,538,000元，並為二零二零年優先票據本金總額的10.5%)交換(「該交換」)。

於二零二二年十一月，本公司進一步回購二零二零年優先票據中的214,000美元(相當於人民幣1,541,000元)。截至二零二二年十二月三十一日及直至綜合財務報表批准日期，本集團因於到期日未付款而拖欠本金為36,970,000美元(相當於人民幣257,481,000元)的二零二零年優先票據。二零二二年優先票據項下違約條款事項排除因二零二零年優先票據項下違約事項的任何違約行為而直接或間接產生的任何交叉違約事項及最終判決及頒令。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 BORROWINGS (Continued)

(C) SENIOR NOTES (Continued)

Senior notes 2022 were listed on the Singapore Exchange Securities Trading Limited on 21 October 2022 with interest at 10.75% per annum paid semi-annually in arrears. In October, the Company repurchased US\$5,000,000 (equivalent to RMB35,849,000) of Senior note 2022. As of 31 December 2022, the remaining outstanding principal amounts of senior notes 2022 was US\$113,994,400 (equivalent to RMB793,926,000). Senior notes 2022 are guaranteed by certain subsidiaries of the Company (note 45). The Company shall redeem at least the 15% and 30% of principal amounts at a redemption price equal to 100% of the principal amount of senior notes 2022, together with accrued and unpaid interest on 20 July 2023 and 20 April 2024 respectively. The Company shall repay all remaining outstanding principal amounts of senior notes 2022 plus accrued and unpaid interest on the Maturity Date.

At any time prior to the Maturity Date, the Company may at its option redeem senior notes 2022, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest, if any, to (but not including) the redemption date.

(D) EB-5 LOANS AND CONTRIBUTIONS FROM EB-5 INVESTORS

The Company repaid EB-5 Loans with the amount of US\$2,500,000 (equivalent to RMB16,894,000) during the year ended 31 December 2022.

Contributions from EB-5 investors with the amount of US\$113,665,095 (equivalent to RMB791,632,000) was accounted for as financial liability. The Group may, in its sole and absolute discretion, to avoid repayments to EB-5 investors until 25th anniversary from the fund establishment day. The financial liability bears effective interest ranging from 0.10% to 1.00% (2021: 0.10% to 1.00%) per annum.

32 借款(續)

(C) 優先票據(續)

二零二二年優先票據於二零二二年十月二十一日在新加坡證券交易所有限公司上市，每半年按年利率10.75%支付利息。於十月，本公司回購二零二二年優先票據中的5,000,000美元(相當於人民幣35,849,000元)。截至二零二二年十二月三十一日，二零二二年優先票據剩餘未償還本金為113,994,400美元(相當於人民幣793,926,000元)。二零二二年優先票據由本公司若干附屬公司作擔保(附註45)。本公司應以相當於二零二二年優先票據本金100%的贖回價，連同分別於二零二三年七月二十日及二零二四年四月二十日應計及未付的利息，贖回本金至少15%及30%。本公司應於到期日償還二零二二年優先票據的所有剩餘未償還本金另加應計及未付利息。

本公司可於到期日前隨時選擇全部或部分贖回二零二二年優先票據，贖回價相當於票據本金額100%，另加截至(但不包括)贖回日期的應計及未付利息(如有)。

(D) EB-5貸款及EB-5投資人出資款

截至二零二二年十二月三十一日止年度，本公司已償還EB-5貸款2,500,000美元(相當於人民幣16,894,000元)。

EB-5投資人出資款113,665,095美元(相當於人民幣791,632,000元)入賬列作金融負債。本集團可全權酌情決定豁免還款予EB-5投資人，直至基金成立日期起計第25週年為止。金融負債按實際年利率介乎0.10%至1.00%(二零二一年：0.10%至1.00%)計息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 BORROWINGS (Continued)

(E) LOANS FROM OTHER FINANCIAL INSTITUTIONS

Loans from other financial institutions carry interest with 12.30% (2021: 11.80% to 12.30%) per annum. The maturity date of the loan from other financial institutions was extended to 2 August 2024 from 2 February 2023 and 20 February 2023 as of the date of this report.

Loans from other financial institutions are secured by:

- (i) properties under development with carrying amount of RMB1,030,224,000 (2021: RMB937,633,000) (note 25);
- (ii) guarantee provided by Nanjing Langming Properties Group Limited (南京朗銘地產集團有限公司), an indirect subsidiary of the Company, and Landsea Group;
- (iii) equity interest of certain subsidiary of the Group (note 45).

(F) As at 31 December 2022, fair value of the senior notes 2020 and senior notes 2022 are RMB106,855,000 and RMB265,965,000, respectively. Fair values of the remaining borrowings are not materiality different to the carrying amounts, since either the interests on those borrowings are close to current market rates or borrowings are of a short-term nature.

32 借款(續)

(E) 來自其他金融機構的貸款

來自其他金融機構的貸款的年利率為12.30% (二零二一年: 11.80%至12.30%)。截至本報告日, 其他金融機構的貸款到期日由二零二三年二月二日及二零二三年二月二十日延長至二零二四年八月二日。

來自其他金融機構的貸款以下列各項作共同抵押:

- (i) 賬面值為人民幣1,030,224,000元 (二零二一年: 人民幣937,633,000元)的開發中物業(附註25);
- (ii) 本公司間接附屬公司南京朗銘地產集團有限公司及朗詩集團所提供的擔保;
- (iii) 本集團若干附屬公司的股權(附註45)。

(F) 於二零二二年十二月三十一日, 二零二零年優先票據及二零二二年優先票據的公允價值分別為人民幣106,855,000元及人民幣265,965,000元。借款的公允價值與賬面值並無重大差別, 原因為該等借款的利息與當前市場利率相近, 或借款年期短。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The net amounts are as follows:

33 遞延所得稅

當有合法可強制執行權利將現有稅項資產與現有稅項負債抵銷，且遞延所得稅涉及同一財政機關，則可將遞延所得稅資產與負債互相抵銷。淨值如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Deferred income tax liabilities to be settled after one year	將於一年後結算的遞延所得稅負債	191,015	186,855
Deferred income tax assets:	遞延所得稅資產：		
— to be recovered within one year	— 將於一年內收回	35,548	23,552
— to be recovered after one year	— 將於一年後收回	247,503	685,491
		283,051	709,043
Deferred income tax assets, net	遞延所得稅資產淨額	92,036	522,188

As at 31 December 2022, deferred income tax assets were offset against deferred income tax liabilities with the amount of RMB55,773,000 (2021: RMB20,200,000).

於二零二二年十二月三十一日，遞延所得稅資產抵銷遞延所得稅負債人民幣55,773,000元（二零二一年：人民幣20,200,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33 DEFERRED INCOME TAX (Continued)

The movements in deferred income tax, net are as follows:

33 遞延所得稅(續)

遞延所得稅淨額變動如下：

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
At 1 January	於一月一日	522,188	407,139
(Charged)/credited to profit or loss (note 12)	在損益(支銷)/抵免(附註12)	(434,791)	85,217
Charged to other comprehensive income	在其他全面收益支銷	-	(429)
Disposal of subsidiaries (note 41)	出售附屬公司(附註41)	(15,093)	-
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	14,172	31,999
Currency translation differences	貨幣換算差額	5,560	(1,738)
At 31 December	於十二月三十一日	92,036	522,188

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33 DEFERRED INCOME TAX (Continued)

The movements in the deferred income tax liabilities, prior to offsetting, are as follows:

33 遞延所得稅(續)

抵銷前的遞延所得稅負債變動如下：

		Revaluation of investment properties	Difference in capitalized interests	Accelerated tax depreciation	Unrealized exchange gains	Re-measurement gain	Change in fair value of identified assets upon acquisition of subsidiaries	Unearned interest income	Others	Total
		投資性物業重估	資本化利息差額	加速稅項折舊	未變現匯兌利得	重新計量利得	收購附屬公司後所識別資產的公允價值變動	未賺取利息收益	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於二零二一年一月一日	22,479	49,739	10,991	-	11,040	41,050	77,342	21,386	234,027
Charged/(credited) to profit or loss (note 12)	在損益支銷/(抵免)(附註12)	(1,657)	(51,281)	(4,250)	-	(4,567)	25,141	16,863	(12,521)	(32,272)
Credited to other comprehensive income	在其他全面收益支銷	429	-	-	-	-	-	-	-	429
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	-	-	-	-	-	(20,258)	-	24,093	3,835
Exchange difference	匯兌差額	-	1,542	(203)	-	(161)	-	-	(142)	1,036
At 31 December 2021	於二零二一年十二月三十一日	21,251	-	6,538	-	6,312	45,933	94,205	32,816	207,055
At 1 January 2022	於二零二二年一月一日	21,251	-	6,538	-	6,312	45,933	94,205	32,816	207,055
Charged/(credited) to profit or loss (note 12)	在損益支銷/(抵免)(附註12)	(313)	-	6,523	-	(3,711)	29,771	(3,043)	7,656	36,883
Exchange difference	匯兌差額	-	-	800	-	1,471	-	-	579	2,850
At 31 December 2022	於二零二二年十二月三十一日	20,938	-	13,861	-	4,072	75,704	91,162	41,051	246,788

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33 DEFERRED INCOME TAX (Continued)

The movements in the deferred income tax assets, prior to offsetting, are as follows:

33 遞延所得稅(續)

抵銷前的遞延所得稅資產變動如下：

		Temporary difference on unrealized profit of intercompany transactions 公司間交易的未變現利潤的暫時差額 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Temporary difference on recognition of revenues and cost of sales 確認收入與銷售費用的暫時差額 RMB'000 人民幣千元	Provision for bad debt and accrued expenses 壞賬及應計費用撥備 RMB'000 人民幣千元	Revaluation of investment properties 投資性物業重估 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
At 1 January 2021	於二零二一年一月一日	60,281	246,351	5,531	327,185	-	1,818	641,166
(Charged)/credited to profit or loss (note 12)	在損益(支銷)/抵免(附註12)	(10,832)	11,490	(6,670)	56,873	1,269	815	52,945
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	-	-	35,834	-	-	-	35,834
Exchange difference	匯兌差額	-	(199)	-	(444)	-	(59)	(702)
At 31 December 2021	於二零二一年十二月三十一日	49,449	257,642	34,695	383,614	1,269	2,574	729,243
At 1 January 2022	於二零二二年一月一日	49,449	257,642	34,695	383,614	1,269	2,574	729,243
(Charged)/credited to profit or loss (note 12)	在損益(支銷)/抵免(附註12)	(36,161)	(173,875)	(43,984)	(156,938)	1,175	11,875	(397,908)
Disposal of subsidiaries (note 41)	出售附屬公司(附註41)	(1,792)	-	-	(13,301)	-	-	(15,093)
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	-	-	14,172	-	-	-	14,172
Exchange difference	匯兌差額	-	995	-	6,867	-	548	8,410
At 31 December 2022	於二零二二年十二月三十一日	11,496	84,762	4,883	220,242	2,444	14,997	338,824

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**34 SHARE CAPITAL
AUTHORIZED SHARES**

The Company has authorized shares of 6,000,000,000 shares of HK\$0.01 each as at 1 January 2021, 1 January 2022 and 31 December 2022.

Issued shares

**34 股本
法定股份**

本公司於二零二一年一月一日、二零二二年一月一日及二零二二年十二月三十一日有6,000,000,000股每股面值0.01港元的法定股份。

已發行股份

		Number of ordinary shares	Nominal value of ordinary shares	Equivalent nominal value of ordinary shares
		普通股數目 '000 千股	普通股面值 HK\$'000 千港元	普通股 等額面值 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：			
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股			
Opening balance as at 1 January 2022	於二零二二年一月一日的 年初結餘	4,722,307	47,223	38,702
At 31 December 2022	於二零二二年 十二月三十一日	4,722,307	47,223	38,702

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 EMPLOYEE SHARE SCHEME

(A) SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 25 April 2012, the old share option scheme (the “**Share Option Scheme 2012**”) was adopted by the Company. The Company operates the Share Option Scheme 2012 for the purpose of providing incentives and reward to eligible participants who contribute to the success of the Group’s operations. The Share Option Scheme 2012 has been valid and effective for a period of 10 years from the date of adoption on 25 April 2012 and expired on 25 April 2022. On 1 April 2022, the Company offered to grant an aggregate of 53,300,000 share options (the “**Share Options**”), to a director of the Company and certain employees of the Group. As at the 31 December 2022, there were 53,300,000 outstanding options granted under the Share Option Scheme 2012 but yet to be exercised. These Share Options are valid for ten years from the date of grant on 1 April 2022 and vested on 1 April 2023. The Share Options were out-of-the-money, as the exercise price of the Share Options exceeded the average market price of the Company’ common stock.

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 30 June 2022, the new share option scheme (the “**Share Option Scheme 2022**”) was adopted by the Company. The purpose of the Share Option Scheme 2022 is to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to the Group. The Share Option Scheme 2022 shall be valid and effective until 10 years after the date adopted. There was no outstanding share options under the Share Option Scheme 2022 as at 31 December 2022.

35 僱員股權計劃

(A) 購股權計劃

根據於二零一二年四月二十五日舉行的本公司股東週年大會上通過的普通決議案，本公司已採納舊購股權計劃（「二零一二年購股權計劃」）。本公司設立二零一二年購股權計劃，旨在嘉獎及酬謝推動本集團業務成功的合資格參與者。二零一二年購股權計劃自二零一二年四月二十五日採納日期起生效，有效期為10年，並於二零二二年四月二十五日屆滿。於二零二二年四月一日，本公司向本公司一名董事及本集團若干僱員授出合共53,300,000份購股權（「購股權」）。截至二零二二年十二月三十一日，根據二零一二年購股權計劃授出但尚未行使的未行使購股權為53,300,000份。該等購股權自二零二二年四月一日授出日期起十年內有效，並於二零二三年四月一日歸屬。由於購股權的行使價超過本公司普通股的平均市價，故購股權處於價外狀態。

根據於二零二二年六月三十日舉行的本公司股東週年大會上通過的普通決議案，本公司已採納新購股權計劃（「二零二二年購股權計劃」）。二零二二年購股權計劃旨在使本集團可向合資格參與者授出購股權，作為彼等對本集團作出貢獻之獎勵或回報。二零二二年購股權計劃於採納日期起10年內生效及有效。截至二零二二年十二月三十一日，二零二二年購股權計劃下並無未行使的購股權。

35 EMPLOYEE SHARE SCHEME (Continued)

(B) RESTRICTED SHARE AWARD SCHEME

On 2 July 2014, the Group adopted a share award scheme (the “**Restricted Share Award Scheme**”) as an incentive to recognize the contributions by employees and to give incentives in order to retain them for the continuing operation and development of the Group, as well as to attract suitable personnel for further development of the Group.

Pursuant to the Restricted Share Award Scheme, existing shares of the Company will be purchased or new shares will be subscribed for restricted shares (“**Restricted Shares**”) by a trustee appointed by the Company and be held on trust for the relevant grantees until such shares are vested with the relevant grantees in accordance with the rules of the Restricted Share Award Scheme. The Restricted Shares will be awarded with reference to the performance, operating and financial targets and other criteria determined by the board of the directors from time to time.

35 僱員股權計劃(續)

(B) 限制性股份獎勵計劃

於二零一四年七月二日，本集團採納股份獎勵計劃(「**限制性股份獎勵計劃**」)，作為獎勵以嘉許僱員所作出的貢獻，激勵並挽留彼等為本集團的持續經營及發展付出努力，並為本集團進一步發展吸引適合人才。

根據限制性股份獎勵計劃，本公司所委任的受託人將購買本公司現有股份或認購新股份作為限制性股份(「**限制性股份**」)，並以信託方式代相關承授人持有，直至有關股份根據限制性股份獎勵計劃的規則歸屬於相關承授人為止。限制性股份將參考董事局不時釐定的表現、經營及財務目標以及其他標準予以授出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 EMPLOYEE SHARE SCHEME (Continued) (B) RESTRICTED SHARE AWARD SCHEME

(Continued)

- (i) The movements of shares held for Restricted Share Award Scheme by the trustee are as follows:

Restricted Shares	限制性股份	For the year ended 31 December 2022 截至二零二二年 十二月三十一日止年度		For the year ended 31 December 2021 截至二零二一年 十二月三十一日止年度	
		Number of shares 股份數目 '000 千股	Employee share trust reserve 僱員股份 信託儲備 RMB'000 人民幣千元	Number of shares 股份數目 '000 千股	Employee share trust reserve 僱員股份 信託儲備 RMB'000 人民幣千元
At 1 January	於一月一日	205,790	113,513	130,618	82,435
Acquisition of shares	收購股份	6,584	1,267	75,172	33,203
Dividends received (a)	已收股息 (a)	-	-	-	(2,125)
At 31 December	於十二月三十一日	212,374	114,780	205,790	113,513

- (a) Dividends of granted Restricted Shares received by the trustee are payable when these shares are transferred to the relevant grantees. Other dividends received by the trustee become part of the trust fund and are treated as a deduction of employee share trust reserve.

35 僱員股權計劃(續) (B) 限制性股份獎勵計劃(續)

- (i) 受託人就股份獎勵計劃持有的股份變動如下：

- (a) 受託人收取已授出限制性股份的股息於該等股份轉移至相關承授人時應付。受託人收取的其他股息會成為信託基金的一部分，並會視作扣減僱員股份信託儲備處理。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 EMPLOYEE SHARE SCHEME (Continued)
(B) RESTRICTED SHARE AWARD SCHEME

(Continued)

As at 31 March 2020, 94,600,000 shares of Restricted Shares, with market price of HK\$0.81 per share, were granted to certain employees of the Group according to the rules of the Restricted Share Award Scheme adopted on 2 July 2014, among which, 61,600,000 shares (“**Gift Shares**”) were granted for free, another 33,000,000 shares (“**Discount Shares**”) were granted at a cash consideration of HK\$0.66 per share. Discount Shares were fully vested as at the grant date and will be transferred to the grantee at the date of 5 years after grant, Gift Shares can only be vested while the grantee serves the Group continuously for 5 years since the grant date and Gift Shares will be transferred to the grantee upon vesting. Share-based payment expenses with the amount of HK\$7,800,000 (equivalent to approximately RMB6,734,000) (2021: HK\$9,347,000 (equivalent to approximately RMB7,759,000)) were recognized as staff costs and share based compensation reserve respectively for the year ended 31 December 2022. As at 31 December 2022, nil cash consideration (2021: HK\$6,686,000 (equivalent to approximately RMB6,109,000)) received from Discount Shares grantees were recognized as other reserve.

35 僱員股權計劃 (續)
(B) 限制性股份獎勵計劃 (續)

於二零二零年三月三十一日，已根據於二零一四年七月二日採納的限制性股份獎勵計劃規則向本集團若干僱員授出94,600,000股限制性股份，市價為每股0.81港元，其中，61,600,000股（「**饋贈股份**」）乃免費授出，另外33,000,000股股份（「**折算股份**」）乃按現金代價每股0.66港元授出。折算股份於授出日期全面歸屬，並將於授出後五年當日轉讓予承授人，饋贈股份僅可於承授人自授出日期起連續五年為本集團提供服務後方會歸屬，而饋贈股份將於歸屬時轉讓予承授人。截至二零二二年十二月三十一日止年度，以股份為基礎付款開支7,800,000港元（相當於約人民幣6,734,000元）（二零二一年：9,347,000港元（相當於約人民幣7,759,000元））已確認為職工費用及股權報酬儲備。於二零二二年十二月三十一日，已收折算股份承授人的現金代價為零（二零二一年：6,686,000港元（相當於約人民幣6,109,000元））確認為其他儲備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 EMPLOYEE SHARE SCHEME (Continued)

(B) RESTRICTED SHARE AWARD SCHEME

(Continued)

Details of the Restricted Shares granted by the Company are as follows:

35 僱員股權計劃(續)

(B) 限制性股份獎勵計劃(續)

本公司所授出限制性股份的詳情如下：

Name of employees	僱員姓名	Outstanding at 1 January 2022 於二零二二年 一月一日 尚未行使	Granted during the year	Transferred during the year	Forfeited during the year	Outstanding at 31 December 2022 於二零二二年 十二月三十一日 尚未行使
Directors	董事					
Huang Zheng (appointed on 19 June 2020)	黃征(於二零二零年六月十九日獲委任)	20,000,000	-	-	-	20,000,000
Jiang Chao (appointed on 19 June 2020)	蔣超(於二零二零年六月十九日獲委任)	10,000,000	-	-	-	10,000,000
		30,000,000	-	-	-	30,000,000
Other employees	其他僱員					
In aggregate	總計	62,889,750	-	-	(1,900,000)	60,989,750
		92,889,750	-	-	(1,900,000)	90,989,750

Name of employees	僱員姓名	Outstanding at 1 January 2021 於二零二一年 一月一日 尚未行使	Granted during the year	Transferred during the year	Forfeited during the year	Outstanding at 31 December 2021 於二零二一年 十二月三十一日 尚未行使
Directors	董事					
Huang Zheng (appointed on 19 June 2020)	黃征(於二零二零年六月十九日獲委任)	20,000,000	-	-	-	20,000,000
Jiang Chao (appointed on 19 June 2020)	蔣超(於二零二零年六月十九日獲委任)	10,000,000	-	-	-	10,000,000
		30,000,000	-	-	-	30,000,000
Other employees	其他僱員					
In aggregate	總計	64,089,750	-	-	(1,200,000)	62,889,750
		94,089,750	-	-	(1,200,000)	92,889,750

35 EMPLOYEE SHARE SCHEME (Continued)

(C) STOCK INCENTIVE PLAN OF SUBSIDIARIES

During the year ended 31 December 2018, Landsea Holdings, a subsidiary of the Group, created a long-term incentive compensation program designed to align the interests of Landsea Holdings, Landsea Homes Incorporated (“LHI”), a subsidiary of Landsea Holdings, and its executives by enabling key employees to participate in the company’s future growth through the issuance of phantom equity awards. The value of the phantom equity awards was not based on the shares of comparable public entities or other equity, but was based on the book value of Landsea Holdings’ equity. Landsea Holdings measured the value of phantom equity awards on a quarterly basis using the intrinsic value method. In connection with the Spin-off and Separate Listing of Landsea Homes (note 39), all of the phantom equity awards vested and were either paid out in cash or were converted to stock of Landsea Holdings and the program was terminated. The Company granted 179,038 shares of Landsea Homes with a grant date value of RMB12,316,000 at the time of the Spin-off and Separate Listing and recognized such expenses in the year ended 31 December 2021.

During the year ended 31 December 2021, Landsea Homes adopted the Landsea Homes Corporation 2020 Stock Incentive Plan (“**2020 Stock Incentive Plan**”) which provides for the grant of options, stock appreciation rights, restricted stock units, long term performance share unit awards and restricted stock, any of which may be performance-based, as determined by Landsea Homes’ compensation committee. Landsea Homes reserved a total of 6.0 million shares of its common stock for issuance under the 2020 Stock Incentive Plan. As of 31 December 2021, approximately 5.1 million shares of common stock remained available for issuance under the 2020 Stock Incentive Plan.

35 僱員股權計劃(續)

(C) 附屬公司之股票激勵計劃

截至二零一八年十二月三十一日止年度，本集團附屬公司Landsea Holdings創立一項長期激勵報酬計劃，旨在透過發放影子權益獎勵，使主要僱員參與本公司未來發展，從而令Landsea Holdings、Landsea Holdings的附屬公司Landsea Homes Incorporated(「LHI」)及其行政人員的利益保持一致。影子權益獎勵的價值並非基於可資比較公共實體或其他權益，而是基於Landsea Holdings的權益的賬面值。Landsea Holdings每季度使用內在價值法計量的影子權益獎勵的價值。隨著Landsea Homes分拆及獨立上市(附註39)，所有影子權益獎勵股份均已歸屬，並以現金支付或兌換為Landsea Holdings的股票，該計劃已經終止。於分拆及獨立上市時，本公司授出179,038股Landsea Homes股份，於授出日期價值人民幣12,316,000元，並於截至二零二一年十二月三十一日止年度確認該等費用。

此外，截至二零二一年十二月三十一日止年度，Landsea Homes採用Landsea Homes Corporation二零二零年股票激勵計劃(「二零二零年股票激勵計劃」)，該計劃規定授予購股權、股票增值權、限制性股票單位、績效股份單位獎勵及限制性股票，其中任何一項可以業績為基礎，由Landsea Homes的薪酬委員會釐定。Landsea Homes根據二零二零年股份激勵計劃保留合共6.0百萬股普通股以供發行。截至二零二一年十二月三十一日，根據二零二零年股票激勵計劃仍有約5.1百萬股普通股可供發行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 EMPLOYEE SHARE SCHEME (Continued) (C) STOCK INCENTIVE PLAN OF SUBSIDIARIES

(Continued)

Landsea Homes granted 886,551 shares of long-term performance share unit awards and restricted stock units to certain executives under the 2020 Stock Incentive Plan. During the year ended 31 December 2021, the Group recognized RMB25,546,000 expenses in relation to the 2020 Stock Incentive Plan, of which 118,151 shares were vested upon satisfaction of above conditions.

35 僱員股權計劃(續) (C) 附屬公司之股票激勵計劃(續)

Landsea Homes 根據二零二零年股票激勵計劃向若干行政人員授出 886,551 股長期績效股份單位獎勵及限制性股票單位。截至二零二一年十二月三十一日止年度，本集團就二零二零年股票激勵計劃確認人民幣 25,546,000 元的費用，其中 118,151 股於上述條件達成後已歸屬。

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

Stock incentive plan of subsidiaries	附屬公司之股票激勵計劃	Share based	Non-
		Number of shares	controlling interest
		compensation reserve	interest
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Outstanding at 1 January	於一月一日未歸屬	—	—
Granted in connection with Listing the Spin-off and Separate Listing	就分拆及獨立上市授出	179,038	12,316
Granted under the 2020 Stock Incentive Plan	於二零二零年股票激勵計劃項下授出	886,551	25,546
Transferred to employees (note 36)	轉讓予僱員(附註36)	(229,104)	8,653
Outstanding at 31 December	於十二月三十一日未歸屬	836,485	46,515
Vested and exercisable at 31 December 2022	於二零二二年十二月三十一日已歸屬及可行使	68,085	

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 EMPLOYEE SHARE SCHEME (Continued)

(C) STOCK INCENTIVE PLAN OF SUBSIDIARIES

(Continued)

As of 31 December 2022, approximately 3.4 million shares of common stock remained available for issuance under the 2020 Stock Incentive Plan.

Landsea Homes granted 1,135,259 shares of long-term performance share unit awards and restricted stock units to certain executives under the 2020 Stock Incentive Plan. During the year ended 31 December 2022, the Group recognized RMB19,314,000 expenses in relation to the 2020 Stock Incentive Plan, of which 278,046 shares were vested upon satisfaction of above conditions.

35 僱員股權計劃 (續)

(C) 附屬公司之股票激勵計劃 (續)

截至二零二二年十二月三十一日，根據二零二零年股票激勵計劃仍有約3.4百萬股普通股可供發行。

Landsea Homes根據二零二零年股票激勵計劃向若干行政人員授出1,135,259股長期績效股份單位獎勵及限制性股票單位。截至二零二二年十二月三十一日止年度，本集團就二零二零年股票激勵計劃確認人民幣19,314,000元的費用，其中278,046股於上述條件達成後已歸屬。

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度		
		Share based Number of shares 股份數目	compensation reserve RMB'000 人民幣千元	Non- controlling interest RMB'000 人民幣千元
Stock incentive plan of subsidiaries	附屬公司之 股票激勵計劃			
Outstanding at 1 January	於一月一日未歸屬	836,485	(8,653)	46,515
Granted under the 2020 Stock Incentive Plan	於二零二零年股票激勵 計劃項下授出	1,135,259	-	19,314
Transferred to employees (note 36)	轉讓予僱員(附註36)	(346,131)	(11,116)	5,386
Outstanding at 31 December	於十二月三十一日未歸屬	1,625,613	(19,769)	71,215

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 EMPLOYEE SHARE SCHEME (Continued) (C) STOCK INCENTIVE PLAN OF SUBSIDIARIES

(Continued)

Landsea Homes granted 744,086 share options to certain executives under the 2020 Stock Incentive Plan of which 59,673 share options were forfeited. During the year ended 31 December 2022, the Group recognized RMB5,345,000 expenses in relation to the 2020 Stock Incentive Plan. As of 31 December 2022, the share options were out-of-the-money, as the exercise price of the share options exceeded the average market price of Landsea Homes' common stock.

35 僱員股權計劃(續) (C) 附屬公司之股票激勵計劃(續)

Landsea Homes 根據二零二零年股票激勵計劃向若干行政人員授出 744,086 份購股權，其中 59,673 份購股權被沒收。截至二零二二年十二月三十一日止年度，本集團確認二零二零年股票激勵計劃的相關費用人民幣 5,345,000 元。截至二零二二年十二月三十一日，由於購股權的行權價超過 Landsea Homes 普通股的平均市價，故購股權處於價外狀態。

Stock incentive plan of subsidiaries		For the year ended 31 December 2022		
		Share based compensation reserve	Non-controlling interest	
		Number of share options	RMB'000	RMB'000
		購股權數目	股權報酬儲備 人民幣千元	非控制性權益 人民幣千元
Outstanding at 1 January	於一月一日未歸屬	-	-	-
Granted	授出	744,086	-	5,813
Forfeited	沒收	(59,673)	-	(468)
Outstanding at 31 December	於十二月三十一日未歸屬	684,413	-	5,345

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 RESERVES

36 儲備

		Merger reserve	Share premium	Translation reserve	Share based compensation reserve	Employee share trust	Capital redemption reserve	Statutory reserve	Other reserve	Contributed surplus	Revaluation gain on the property transferring from property, plant and equipment to investment properties	Retained earnings	Total
Note		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		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	自不動產、工廠及設備轉移至投資性物業的	留存收益	總計
		合併儲備	股份溢價	折算儲備	股權報酬儲備	僱員股份信託	資本贖回儲備	法定儲備	其他儲備	實繳盈餘	物業重估利得	留存收益	總計
At 1 January 2022	於二零二二年一月一日	(83,396)	24,366	(67,514)	10,692	(113,513)	23,185	493,367	(197,580)	484,415	17,187	3,294,596	3,885,805
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	-	-	(2,588,642)	(2,588,642)
Other comprehensive income:	其他全面收益：												
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	-	-	(93,123)	-	-	-	-	-	-	-	-	(93,123)
Total comprehensive loss for the year	年度全面虧損總額	-	-	(93,123)	-	-	-	-	-	-	-	(2,588,642)	(2,681,765)
Recycle of revaluation gain on the property transferring from property, plant and equipment to investment properties	回收自不動產、工廠及設備轉移至投資性物業的物業重估利得	-	-	-	-	-	-	-	-	-	(1,383)	1,383	-
Movement of employee share trust account	僱員股份信託賬戶變動	35(b)	-	-	-	(1,267)	-	-	-	-	-	-	(1,267)
Employee share based compensation	僱員股權報酬	35(b)	-	-	6,734	-	-	-	-	-	-	-	6,734
Transfer the shares to employees related to share based compensation (a)	向有關股權報酬的僱員轉讓股份 (a)	35(c)	-	-	(11,116)	-	-	-	-	-	-	-	(11,116)
Disposal of shares of a subsidiary (b)	出售附屬公司股份 (b)		-	-	-	-	-	-	(436,776)	-	-	-	(436,776)
Repurchase of shares of a subsidiary (c)	回購附屬公司股份 (c)		-	-	-	-	-	-	33,322	-	-	-	33,322
Retirement of shares of a subsidiary (d)	附屬公司股份退市 (d)		-	-	-	-	-	-	(92,789)	-	-	-	(92,789)
Acquisition of non-controlling interests (e)	收購非控制性權益 (e)	37	-	-	-	-	-	-	(23,990)	-	-	-	(23,990)
Appropriation of statutory reserve (f)	分配至法定儲備 (f)		-	-	-	-	-	19,276	-	-	-	(19,276)	-
At 31 December 2022	於二零二二年十二月三十一日	(83,396)	24,366	(160,637)	6,310	(114,780)	23,185	512,643	(717,813)	484,415	15,804	688,061	678,158
At 1 January 2021	於二零二一年一月一日	(83,396)	24,366	(175,324)	11,586	(82,435)	23,185	461,991	41,401	604,036	15,898	4,103,476	4,944,784
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	-	-	(777,504)	(777,504)
Other comprehensive income:	其他全面收益：												
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	-	-	107,810	-	-	-	-	-	-	-	-	107,810
Revaluation gain on the property transferring from property, plant and equipment to investment properties	自不動產、工廠及設備轉移至投資性物業的物業重估利得	-	-	-	-	-	-	-	-	-	1,289	-	1,289
Total comprehensive income for the year	年度全面收益總額	-	-	107,810	-	-	-	-	-	-	1,289	(777,504)	(668,405)
Movement of employee share trust account	僱員股份信託賬戶變動	35 (b)	-	-	-	(31,078)	-	-	-	-	-	-	(31,078)
Employee share based compensation	僱員股權報酬	35 (b)	-	-	7,759	-	-	-	6,109	-	-	-	13,868
Transfer the shares to employees related to share based compensation (a)	向有關股權報酬的僱員轉讓股份 (a)	35 (c)	-	-	-	(8,653)	-	-	-	-	-	-	(8,653)
Dividend declared to ordinary shareholder	向普通股股東宣派股息	14	-	-	-	-	-	-	-	(119,621)	-	-	(119,621)
The Spin-off and Separate Listing of US Operations	將美國業務分拆及獨立上市	39	-	-	-	-	-	-	(245,090)	-	-	-	(245,090)
Appropriation of statutory reserve (f)	分配至法定儲備 (f)		-	-	-	-	-	31,376	-	-	-	(31,376)	-
At 31 December 2021	於二零二一年十二月三十一日	(83,396)	24,366	(67,514)	10,692	(113,513)	23,185	493,367	(197,580)	484,415	17,187	3,294,596	3,885,805

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 RESERVES (Continued)

- (a) In connection with the 2020 Stock Incentive Plans stated in note 35(c), during the year ended 31 December 2022, the Group recognized RMB24,660,000 (2021: RMB37,862,000) expense, of which 346,131 shares (2021: 229,104 shares) were vested upon satisfaction of certain conditions and transferred to employees, thus the non-controlling interests were increased by the amount of RMB5,386,000 (2021: RMB8,653,000) with share based compensation reserve decreased by the same amount representing these employees' proportionate shares of the net assets of Landsea Homes. In addition, the share based compensation reserve were decreased by the amount of RMB5,730,000 due to recording the tax effects upon the vesting of shares.
- (b) In May 2022, the Group's subsidiary, Landsea Holdings entered into an equity transfer agreement to sell 4,838,710 shares of Landsea Homes to Green Investment Alpha Limited ("**Green Alpha**"), an independent third party at US\$45,000,000 (equivalent to RMB303,242,000). Upon completion of the transaction, Landsea Homes remained a non-wholly-owned subsidiary of the Group, while the non-controlling interests were increased by the amount of RMB464,344,000 with other reserve decreased by RMB161,102,000 representing the difference between proceeds received and non-controlling interests' change in the proportionate shares of the net assets of Landsea Homes. In connection with the transfer, the Group and Green Alpha entered into a put option agreement, pursuant to which Green Alpha shall, have the right to cause the Group to repurchase all or a portion of these shares under certain conditions. Accordingly, a financial liability of US\$40,909,000 (equivalent to RMB275,674,000) was recognized, together with a decrease in other reserve at the same amount. As of the date of this report, Green Alpha has not executed the right to have Landsea Holdings repurchase the shares during first put exercise period from 27 February 2023 and for a period of 30 days thereafter.

36 儲備(續)

- (a) 就附註35(c)所述的二零二零年股票激勵計劃而言，截至二零二二年十二月三十一日止年度，本集團確認人民幣24,660,000元(二零二一年：人民幣37,862,000元)的費用，其中346,131股(二零二一年：229,104股)於若干條款獲達成後已歸屬並轉讓予僱員，因此非控制性權益增加人民幣5,386,000元(二零二一年：人民幣8,653,000元)，而股權報酬儲備則減少相同金額，相當於該等僱員於Landsea Homes的淨資產中所佔比例。此外，股權報酬儲備減少人民幣5,730,000元，原因乃股份歸屬時錄得稅務影響。
- (b) 於二零二二年五月，本集團附屬公司Landsea Holdings訂立股權轉讓協議，以45,000,000美元(相當於人民幣303,242,000元)向獨立第三方Green Investment Alpha Limited(「**Green Alpha**」)出售4,838,710股Landsea Homes股份。交易完成後，Landsea Homes仍為本集團的非全資附屬公司，而非控股性權益增加人民幣464,344,000元，其他儲備減少人民幣161,102,000元，相當於已收取所得款項與非控股性權益於Landsea Homes的淨資產中所佔比例變動的差額。就轉讓而言，本集團與Green Alpha訂立認沽期權協議，據此，Green Alpha將有權促使本集團在若干條件下購回全部或部分該等股份。因此，本集團確認金融負債40,909,000美元(相當於人民幣275,674,000元)，連同相同金額的其他儲備減幅。截至本報告日期，Green Alpha尚未行使權利，讓Landsea Holdings於二零二三年二月二十七日及其後三十日之首次認沽行使期內購回股份。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 RESERVES (Continued)

- (c) During the year ended 31 December 2022, the Group's subsidiary, Landsea Homes acquired 1,226,526 shares of Landsea Homes from the open market at a total consideration of US\$10,200,000 (equivalent to RMB68,438,000). In connection with the acquisition, the non-controlling interests were decreased by the amount of RMB101,760,000 with other reserve increased by RMB33,322,000 representing the difference between consideration paid and non-controlling interests' change in the proportionate shares of the net assets of Landsea Homes.
- (d) On 1 June 2022, Landsea Homes repurchased and retired 4,398,826 shares from Landsea Holdings. Upon completion of the transaction, the non-controlling interests were increased at the amount of RMB92,789,000 with other reserve decreased by the same amount representing the non-controlling interests' change in the proportionate shares of the net assets of Landsea Homes.
- (e) In May 2022, the Group entered into an equity transfer agreement to acquire additional interests in Suzhou Langkun Real Estate Co., Ltd. (蘇州朗坤置業有限公司, "Suzhou Langkun"), a non-wholly-owned subsidiary of the Group, at cost of RMB82,755,000. Upon completion of the transaction, Suzhou Langkun became a wholly-owned subsidiary of the Group. The Group recognized a decrease in non-controlling interests of RMB50,679,000 and a decrease in other reserve of RMB32,076,000.
- (f) In accordance with the Laws of Mainland China on Enterprises Operated Exclusively with Foreign Capital and the Articles of Association of the Group's subsidiaries incorporated in Mainland China, an appropriation to statutory reserves has to be made prior to profit distribution to the owners. The appropriation to statutory reserve of these foreign investment enterprises shall be no less than 10% of the net profit until the accumulated appropriation exceeds 50% of the registered capital.

36 儲備 (續)

- (c) 截至二零二二年十二月三十一日止年度，本集團附屬公司Landsea Homes從公開市場收購1,226,526股Landsea Homes股份，總代價為10,200,000美元（相當於人民幣68,438,000元）。就收購而言，非控股性權益減少人民幣101,760,000元，其他儲備增加人民幣33,322,000元，相當於已付代價與非控股性權益於Landsea Homes的淨資產中所佔比例變動的差額。
- (d) 於二零二二年六月一日，Landsea Homes從Landsea Holdings購回及註銷4,398,826股股份。交易完成後，非控股性權益增加人民幣92,789,000元，其他儲備按相同金額減少，相當於非控股性權益於Landsea Homes的淨資產中所佔比例變動。
- (e) 於二零二二年五月，本集團訂立股權轉讓協議，以人民幣82,755,000元收購本集團非全資附屬公司蘇州朗坤置業有限公司（「蘇州朗坤」）的額外權益。交易完成後，蘇州朗坤成為本集團的全資附屬公司。本集團確認非控股性權益減少人民幣50,679,000元及其他儲備減少人民幣32,076,000元。
- (f) 根據中國內地外商獨資企業法及本集團於中國內地註冊成立的附屬公司的組織章程細則，向擁有人作出利潤分派前，須對法定儲備作出分配。該等外資企業分配至法定儲備的金額不得少於純利的10%，直至累計分配超過註冊資本的50%為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37 NON-CONTROLLING INTERESTS

37 非控制性權益

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
At 1 January	於一月一日	1,656,755	511,653
Profit for the year	年度利潤	134,890	81,313
Acquisition of subsidiaries (note 40)	收購附屬公司(附註40)	-	50,000
Disposal of shares of a subsidiary without losing control (note 36(b))	在不喪失控制權的情況下出售附屬公司股份(附註36(b))	464,344	-
Acquisition of non-controlling interests	收購非控制性權益	(58,765)	-
Retirement of shares of a subsidiary (note 36(d))	附屬公司股份退市(附註36(d))	92,789	-
Contributions from non-controlling interests in connection with the Spin-off and Separate Listing (note 39)	有關分拆及獨立上市的非控制性權益注資(附註39)	-	1,018,002
Transfer the shares to employees of subsidiaries (note 35(c))	向附屬公司僱員轉讓股份(附註35(c))	30,045	46,515
Repurchase of shares of a subsidiary (note 36(c))	回購附屬公司股份(附註36(c))	(101,760)	-
Distribution to non-controlling interests	向非控制性權益分派	(370,026)	(24,839)
Exchange differences	匯兌差額	128,226	(25,889)
At 31 December	於十二月三十一日	1,976,498	1,656,755

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 CASH FLOW INFORMATION

(A) CASH GENERATED FROM OPERATIONS

Reconciliation of profit before income tax to cash generated from operations is as follows:

38 現金流量資料

(A) 經營所得現金

除所得稅前利潤與經營所得現金的對賬如下：

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Loss before income tax	除所得稅前虧損	(1,746,424)	(506,910)
<i>Adjustments for:</i>	<i>調整：</i>		
Interest income (note 7)	利息收益(附註7)	(17,055)	(71,995)
Depreciation of property, plant and equipment (note 20)	不動產、工廠及設備的折舊 (附註20)	35,514	41,834
Amortisation of right-of-use assets (note 21)	使用權資產的攤銷(附註21)	39,553	20,989
Fair value loss on investment properties (note 19)	投資性物業的公允價值虧損 (附註19)	33,600	19,600
Fair value loss/(gain) on financial liabilities at fair value through profit or loss (note 10)	按公允價值計入損益的金融負債 的公允價值虧損/(利得) (附註10)	26,227	(13,968)
Fair value gain on financial assets at fair value through profit or loss (note 10)	按公允價值計入損益的金融資產 的公允價值利得(附註10)	283	-
Expense of the spin-off and separate listing of US operations (note 39)	美國業務分拆及獨立上市費用 (附註39)	-	376,827
Interest expense (note 11)	利息費用(附註11)	391,166	253,943
Late payment fine and other losses on land acquisition/construction (note 8)	土地收購/建設的逾期罰款及 其他虧損(附註8)	332,640	-
Late payment fine on property delivery (note 8)	物業交付的逾期罰款 (附註8)	94,271	-
Loss on disposals of subsidiaries (note 8)	出售附屬公司的虧損(附註8)	83,567	-
Loss on partial disposal of a joint venture (note 8)	部分出售合營企業的虧損 (附註8)	60,116	-
Gain on partial disposals of shares of joint venture (note 8)	部分出售合營企業股份的利得 (附註8)	-	(7,000)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 CASH FLOW INFORMATION (Continued) (A) CASH GENERATED FROM OPERATIONS (Continued)

38 現金流量資料(續) (A) 經營所得現金(續)

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度 RMB'000	截至二零二一年 十二月三十一日 止年度 RMB'000
		人民幣千元	人民幣千元
Share of net loss of associates (note 17)	應佔聯營公司淨虧損(附註17)	(31,507)	(31,482)
Elimination of transactions with associates (note 17)	與聯營公司對銷交易 (附註17)	5,820	6,409
Share of net loss/(profit) of joint ventures (note 18)	應佔合營企業淨虧損/(利潤) (附註18)	303,767	(67,124)
Elimination of transactions with joint ventures (note 18)	與合營企業對銷交易 (附註18)	1,831	38,167
Employee share based compensation (note 35)	僱員股權報酬 (附註35)	6,734	7,759
Employee share based compensation of subsidiaries (note 36(b))	附屬公司僱員股權報酬 (附註36(b))	24,659	25,546
Loss on disposal of property, plant and equipment (note 8)	出售不動產、工廠及設備的 虧損(附註8)	113	18
Loss/(gain) on re-measurement of existing interest in a joint venture upon conversion to a subsidiary (note 8)	於轉換至附屬公司時重新計量 於合營企業現有權益的 虧損/(利得)(附註8)	78	(68,000)
Gain on settlement of guarantee senior notes (note 8)	結付有擔保優先票據利得 (附註8)	(28,997)	(10,561)
Provision for decline in the value of properties under development and held for sale (note 9)	開發中物業及持作銷售物業 價值下跌撥備(附註9)	777,813	33,596
Reversal of provision recycled to cost of sales	回收至銷售成本的撥備撥回	(12,444)	-
Provision for impairment of financial assets	金融資產減值撥備	479,215	275,028

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 CASH FLOW INFORMATION (Continued)
(A) CASH GENERATED FROM OPERATIONS
(Continued)

38 現金流量資料 (續)
(A) 經營所得現金 (續)

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Operating profit before movements in working capital	除營運資金變動前的經營利潤	860,540	322,676
(Increase)/decrease in properties held for sale	持作銷售物業(增加)/減少	(179,196)	673,459
Decrease/(increase) in properties under development	開發中物業減少/(增加)	4,342,720	(1,856,483)
Decrease in inventories	庫存減少	2,261	19,245
(Increase)/decrease in trade and other receivables, prepayments and deposits	應收賬款及其他應收款、預付款及按金(增加)/減少	(701,651)	855,598
Decrease/(increase) in contract assets	合約資產減少/(增加)	19,042	(150,777)
Decrease in trade and other payables	應付賬款及其他應付款減少	(166,767)	(1,727,436)
Decrease in contract liabilities	合約負債減少	(3,921,155)	(264,041)
Decrease in advanced proceeds received from lessees	向承租人收取的預付所得款項減少	(25,798)	(2,688)
Decrease/(increase) in restricted cash	受限制現金減少/(增加)	68,267	(28,589)
Net cash generated from/(used in) operations	經營所得/(所用)現金淨額	298,263	(2,159,036)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 CASH FLOW INFORMATION (Continued)

(B) RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flow will be, classified in the Group's consolidated statements of cash flows as cash flows from financing activities.

38 現金流量資料(續)

(B) 融資活動所產生負債的對賬

下表載列本集團自融資活動所產生負債的變動(包括現金及非現金變動)詳情。自融資活動所產生的負債為本集團於綜合現金流量表分類為融資活動所得現金流量的現金流量或未來現金流量。

		Borrowings	Lease liabilities	Amounts due to non-controlling interest	Amounts due to related parties	Total
		借款	租賃負債	應付非控制性權益款項	應付關聯方款項	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2021	於二零二一年一月一日	6,553,592	57,873	259,837	7,711,414	14,582,716
Cash flows	現金流量	1,413,037	(23,638) ^(a)	(23) ^(a)	(1,891,890) ^(a)	(502,514)
Acquisition — leases	收購 — 租賃	—	58,847	—	—	58,847
Cancellation — leases	註銷 — 租賃	—	(1,949)	—	—	(1,949)
Increase from acquisition of subsidiaries (note 40)	因收購附屬公司而增加(附註40)	631,288	—	—	—	631,288
Decrease from acquisition of subsidiaries	因收購附屬公司而減少	—	—	—	(625,683)	(625,683)
Deduction of dividend received from associate companies	扣除聯營公司已收股息	—	—	—	(279,730)	(279,730)
Deduction of collection of investment of associates and joint ventures	扣除收回於聯營公司及合營企業的投資	—	—	—	(360,690)	(360,690)
Gain on settlement of guarantee senior notes (note 8)	結付有擔保優先票據的利得(附註8)	(10,561)	—	—	—	(10,561)
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	(127,731)	(1,545)	—	—	(129,276)
Accrual of interest	應計利息	29,994	4,384	9,373	5,459	49,210
As at 31 December 2021	於二零二一年十二月三十一日	8,489,619	93,972	269,187	4,558,880	13,411,658

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 CASH FLOW INFORMATION (Continued)
**(B) RECONCILIATION OF LIABILITIES ARISING
FROM FINANCING ACTIVITIES** (Continued)

38 現金流量資料 (續)
(B) 融資活動所產生負債的對賬 (續)

		Borrowings	Lease liabilities	Amounts due to non-controlling interest	Amounts due to related parties	Total
		借款	租賃負債	應付非控制性權益款項	應付關聯方款項	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2022	於二零二二年一月一日	8,489,619	93,972	269,187	4,558,880	13,411,658
Cash flows	現金流量	(1,584,694)	(41,850) ⁽ⁱⁱⁱ⁾	— ⁽ⁱⁱ⁾	(1,181,254) ⁽ⁱ⁾	(2,807,798)
Acquisition — leases	收購 — 租賃	—	61,625	—	—	61,625
Cancellation — leases	註銷 — 租賃	—	(6,504)	—	—	(6,504)
Decrease from acquisition of subsidiaries	因收購附屬公司而減少	—	—	—	(52,808)	(52,808)
Deduction of dividend received from associate companies	扣除聯營公司已收股息	—	—	—	(88,735)	(88,735)
Deduction of collection of investment of associates and joint ventures	扣除收回於聯營公司及合營企業的投資	—	—	—	(65,971)	(65,971)
Gain on settlement of guarantee senior notes (note 8)	結付有擔保優先票據的利得(附註8)	(28,997)	—	—	—	(28,997)
Exchange difference arising from translation of foreign operations	換算海外業務產生的匯兌差額	433,947	8,466	—	6,517	448,930
Accrual of interest	應計利息	21,200	5,062	9,373	38,633	74,268
As at 31 December 2022	於二零二二年十二月三十一日	7,331,075	120,771	278,560	3,215,262	10,945,668

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 CASH FLOW INFORMATION (Continued) (B) RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)

- (i) The cash flows include financing cash outflow of RMB123,863,000 (2021: cash outflow of RMB189,572,000) and operating cash outflow of RMB1,057,391,000 (2021: RMB1,702,318,000).
- (ii) The cash flows include financing cash outflow of nil (2021: nil) and operating cash inflow of nil (2021: cash inflow of RMB23,000).
- (iii) During the year ended 31 December 2022, cash payments for the interest portion of the lease liability amounted to RMB5,062,000 (2021: RMB4,384,000) and was included in the interest paid of operating activities in the consolidated statement of cash flows, while the principal element of lease payment amounted RMB36,788,000 (2021: RMB19,254,000) to was included in financing activities.

39 SPIN-OFF AND SEPARATE LISTING OF US OPERATIONS

On 31 August 2020 (US time), Landsea Holdings and LHI, both indirect wholly-owned subsidiaries of the Company in the US at that time entered into a conditional agreement with LF Capital Acquisition Corp. (“**LF Capital**”), a special purpose acquisition company in the US with its Class A common stock, public warrants and units listed on National Association of Securities Dealers Automated Quotations capital market (“**Nasdaq**”) and LFCA Merger Sub, Inc. (“**Merger Sub**”), a wholly-owned subsidiary of LF Capital in relation to a merger transaction by which Merger Sub merges with and into LHI with LHI being the surviving corporation and LF Capital being the surviving company of such merger (the “**Merger**”). The Merger constituted a spin-off of the Company’s US operations and effected the separate listing of Landsea Homes on Nasdaq (the “**Spin-off and Separate Listing**”). The Company obtained approval from HKEX on 18 December 2020 and the Spin-off and Separate Listing was consummated and completed on 7 January 2021 upon the approval of the proposed ordinary resolution by the independent shareholders of the Company. The name of LF Capital was changed to Landsea Homes.

38 現金流量資料(續) (B) 融資活動所產生負債的對賬(續)

- (i) 現金流量包括融資現金流出人民幣123,863,000元(二零二一年：現金流出人民幣189,572,000元)及經營現金流出人民幣1,057,391,000元(二零二一年：人民幣1,702,318,000元)。
- (ii) 現金流量包括融資現金流出零(二零二一年：無)及經營現金流入零(二零二一年：現金流入人民幣23,000元)。
- (iii) 截至二零二二年十二月三十一日止年度，租賃負債利息部分的現金付款為人民幣5,062,000元(二零二一年：人民幣4,384,000元)，於綜合現金流量表計入經營活動的已付利息，而租賃付款的本金部分人民幣36,788,000元(二零二一年：人民幣19,254,000元)則計入融資活動。

39 美國業務分拆及獨立上市

於二零二零年八月三十一日(美國時間)，Landsea Holdings及LHI(均為當時本公司於美國間接全資附屬公司)與LF Capital Acquisition Corp. (“**LF Capital**”，美國特殊目的收購公司，其A類普通股、公眾認股權證及單位於美國全國證券交易商協會(“**納斯達克**”)自動報價資本市場上市)及LFCA Merger Sub, Inc. (“**Merger Sub**”，LF Capital的全資附屬公司)就合併交易訂立有條件協議，當中Merger Sub合併入LHI，而LHI於合併後仍為存續企業而LF Capital為存續公司(“**合併**”)。合併構成本公司美國業務的分拆，並實現LHI於納斯達克獨立上市(“**分拆及獨立上市**”)。本公司已於二零二零年十二月十八日獲得香港聯交所的批准，而分拆及獨立上市已於二零二一年一月七日於本公司獨立股東批准建議的普通決議案後完成。LF Capital的名稱已變更為Landsea Homes。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

39 SPIN-OFF AND SEPARATE LISTING OF US OPERATIONS *(Continued)*

Upon the consummation of the Spin-off and Separate Listing of Landsea Homes, the Company, through its wholly-owned subsidiary, Landsea Holdings, received consideration in the form of 32,557,303 Class A common stock valued at US\$10.56 per share in LF Capital (renamed “**Landsea Homes**”) and Landsea Homes has become an indirect non-wholly owned subsidiary of the Company with the approximate share percentage of 72%.

The Spin-off and Separate Listing of Landsea Homes does not constitute a business combination under HKFRS 3 Business Combinations and was accounted for in the Group’s consolidated financial statements as a continuation of the financial statements of LHI, together with a deemed issue of shares for the acquisition of LF Capital. This deemed issue of shares by LHI will be accounted for as an equity-settled share-based payment transaction whereby LHI will be receiving the net assets of LF Capital, generally cash, together with the listing status of LF Capital. As the listing status does not qualify for recognition as an asset, and therefore was expensed in profit or loss as listing expense with the amount of RMB376,827,000, representing the Group’s proportionate share of the difference between the fair value of the shares that are deemed to issue by LHI in order to acquire approximately 72.0% ownership of LF Capital and the fair value of the net assets of LF Capital, as at the completion date of the Spin-off and Separate Listing of Landsea Homes. The original shareholders of LF Capital became the non-controlling interest of the Group. The Group recognized an increase in total non-controlling interests of RMB1,018,002,000 representing the non-controlling interest’s proportionate share of the net assets of the enlarged group including LHI and LF Capital, and the difference between the recognized non-controlling interests and the fair value of net assets of LF Capital plus listing expenses with the amount of RMB245,090,000 were charged to reserve as at the completion date of the Spin-off and Separate Listing.

39 美國業務分拆及獨立上市 (續)

Landsea Homes的分拆及獨立上市完成後，本公司通過其全資附屬公司Landsea Holdings收取LF Capital(易名為「**Landsea Homes**」)的32,557,303股A類普通股的代價，每股價值為10.56美元，Landsea Homes已成為本公司的間接非全資附屬公司，股份百分比約為72%。

Landsea Homes的分拆及獨立上市並不構成香港財務報告準則第3號業務合併規定的業務合併，而是於本集團綜合財務報表中入賬為LHI財務報表的延續，連同就收購LF Capital視為發行股份。LHI此次視為發行股份將入賬為權益結算的股份支付交易，LHI將取得LF Capital的淨資產，一般包括現金及LF Capital的上市地位。由於上市地位不符合資產的確認條件，因此作為上市費用人民幣376,827,000元於損益支銷，相當於本集團於Landsea Homes的分拆及獨立上市之完成日期Landsea Homes為收購LF Capital約72.0%擁有權而視為發行股份的公允價值與LF Capital淨資產的公允價值之間的差額中所佔比例。LF Capital的原股東成為本集團的非控制性權益。本集團確認非控制性權益總額增加人民幣1,018,002,000元，相當於非控制性權益於經擴大集團(包括LHI及LF Capital)的淨資產中所佔比例，而已確認非控制性權益與LF Capital淨資產的公允價值另加上市費用人民幣245,090,000元之間的差額於分拆及獨立上市完成日期於儲備扣除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 ACQUISITION OF SUBSIDIARIES

(A) BUSINESS COMBINATIONS

On 11 May 2022, the Group acquired 65% equity interest of Zhongfu Leling (Tianjin) Real Estate Co., Ltd. (a joint venture of the Group before the acquisition, “**Zhongfu Leling**”) at a total consideration of RMB21,079,000. After the acquisition, Zhongfu Leling became a wholly-owned subsidiary of the Group.

On 18 January 2022, the Group acquired 100% equity interest of HFB at a total consideration of US\$262,584,000 (equivalent to RMB1,673,868,000). After the acquisition, HFB became a wholly-owned subsidiary of the Group.

40 收購附屬公司

(A) 業務合併

於二零二二年五月十一日，本集團按總代價人民幣21,079,000元收購中福樂齡(天津)置業有限公司(本集團於收購前的合營企業，「**中福樂齡**」)的65%股權。收購後，中福樂齡成為本集團的全資附屬公司。

於二零二二年一月十八日，本集團按總代價262,584,000美元(相當於人民幣1,673,868,000元)收購HFB的100%股權。收購後，HFB成為本集團的全資附屬公司。

Purchase consideration	購買代價	Zhongfu	HFB	Total
		Leling 中福樂齡 RMB'000 人民幣千元	HFB HFB RMB'000 人民幣千元	總計 總計 RMB'000 人民幣千元
— Cash consideration	— 現金代價	21,079	1,673,868	1,694,947
— Re-measurement of interest in joint ventures	— 重新計量合營企業權益	11,350	—	11,350
Total consideration	總代價	32,429	1,673,868	1,706,297

(i) As at the acquisition date, the carrying amounts of interests in joint ventures of these company was RMB11,428,000. The re-measurement of interests in joint ventures resulted in loss of RMB78 (note 8).

(i) 於收購日期，該等公司於合營企業權益的賬面值為人民幣11,428,000元。重新計量合營企業權益導致虧損人民幣78元(附註8)。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 ACQUISITION OF SUBSIDIARIES (Continued)

(A) BUSINESS COMBINATIONS (Continued)

The assets and liabilities recognized as a result of the acquisition are as follows:

40 收購附屬公司(續)

(A) 業務合併(續)

因收購而確認的資產及負債如下：

		Zhongfu	HFB	Total
		Leling	HFB	總計
		中福樂齡	HFB	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等價物	3,621	24,587	28,208
Trade and other receivables, prepayments and deposits	應收賬款及其他應收款、預付款及按金	92,007	2,410	94,417
Properties under development (note 25)	開發中物業(附註25)	22,182	1,479,360	1,501,542
Properties held for sale (note 23)	持作銷售物業(附註23)	28,266	-	28,266
Property, plant and equipment	不動產、工廠及設備	15	10,136	10,151
Deferred tax assets	遞延稅項資產	14,172	-	14,172
Trade and other payables	應付賬款及其他應付款	(118,864)	(40,346)	(159,210)
Contract liabilities	合約負債	(8,970)	(83,922)	(92,892)
Net identifiable assets acquired at fair value	按公允價值所收購的可識別淨資產	32,429	1,392,225	1,424,654
Goodwill (note 22)	商譽(附註22)	-	281,643	281,643
Total acquired net assets at fair value	按公允價值所收購的淨資產總值	32,429	1,673,868	1,706,297
Cash outflow on acquisition: Total consideration settled by cash	收購的現金流出：以現金支付的總代價	21,079	1,673,868	1,694,947
Cash acquired in the subsidiary acquired	收購所收購附屬公司的現金	(3,621)	(24,587)	(28,208)
Cash outflow on acquisition	收購的現金流出	17,458	1,649,281	1,666,739

* The Goodwill is attributable to the workforce and the high profitability of the acquired business. It is expected to be deductible for tax purposes over 15 years.

* 商譽源於所收購業務的勞動力及高盈利能力。預計可於15年內抵扣稅項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 ACQUISITION OF SUBSIDIARIES (Continued)

(A) BUSINESS COMBINATIONS (Continued)

The acquired business contributed revenues of RMB2,147.35 million and profit of RMB119.82 million to the Group for the period from their respective date of acquisition to 31 December 2022.

If the acquisition had occurred on 1 January 2022, consolidated pro-forma revenue for the year ended 31 December 2022 would have been RMB32.51 million higher and loss for the year ended 31 December 2022 would have RMB0.02 million lower. These amounts have been calculated using the subsidiaries' results and adjusting them for:

- differences in the accounting policies between the Group and the subsidiaries', and
- additional cost of sales that would have been charged assuming the fair value adjustments to properties under development had applied from 1 January 2022, together with the consequential tax effects.

(B) ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

On 18 April 2022, the Group acquired 49.9% equity interest of Nanjing Langrun Real Estate Development Co., Ltd. (a joint venture of the Group before the acquisition, "Nanjing Langrun") at a total consideration of RMB29,940,000. After the acquisition, Nanjing Langrun became a wholly-owned subsidiary of the Group.

40 收購附屬公司(續)

(A) 業務合併(續)

自收購日期起至二零二二年十二月三十一日止期間，所收購業務為本集團分別貢獻收入人民幣21.4735億元及利潤人民幣1.1982億元。

倘收購於二零二二年一月一日已發生，截至二零二二年十二月三十一日止年度的綜合備考收入將增加人民幣32.51百萬元，而截至二零二二年十二月三十一日止年度的虧損則減少人民幣0.02百萬元。該等金額由經以下調整後的附屬公司業績計算得出：

- 本集團和附屬公司之間的會計政策差異，及
- 假設從二零二二年一月一日起對開發中物業進行公允價值調整，則可能增加的額外銷售成本，以及相應的稅收影響。

(B) 通過收購附屬公司收購資產及負債

於二零二二年四月十八日，本集團按總代價人民幣29,940,000元收購南京朗潤房地產開發有限公司(本集團於收購前的合營企業，「南京朗潤」)的49.9%股權。收購後，南京朗潤成為本集團的全資附屬公司。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 ACQUISITION OF SUBSIDIARIES (Continued)
**(B) ACQUISITION OF ASSETS AND LIABILITIES
THROUGH ACQUISITION OF SUBSIDIARIES**

(Continued)

The assets and liabilities recognized as a result of the acquisition are as follows:

40 收購附屬公司 (續)
**(B) 通過收購附屬公司收購資產及負債
(續)**

因進行收購事項而確認的資產及負債如下：

		Nanjing Langrun 南京朗潤 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	7
Trade and other receivables, prepayments and deposits	應收賬款及其他應收款、預付款及按金	75,890
Property, plant and equipment	不動產、工廠及設備	2
Trade and other payables	應付賬款及其他應付款	(15,637)
Contract liabilities	合約負債	(262)
Total acquired net assets	已收購淨資產總額	<u>60,000</u>
Less: interest in joint ventures	減：於合營企業的權益	(30,060)
Total acquired net assets at fair value	按公允價值計算的已收購淨資產總額	<u>29,940</u>
Cash outflow on acquisition:	收購事項現金流出：	
Total consideration	總代價	29,940
Considerations settled by receivables	以應收款支付的代價	(29,940)
Cash acquired in the subsidiary acquired	已收購附屬公司中已收購現金	<u>(7)</u>
Cash inflow on acquisition	收購事項現金流入	<u>(7)</u>

In the opinion of the directors of the Company, acquisition of such subsidiary does not constitute a business. Therefore, the transaction was determined by the directors of the Company to be acquisition of assets and liabilities through acquisition of subsidiary rather than a business combination as defined in HKFRS 3 (Revised) Business Combination.

本公司董事認為，收購該附屬公司並不構成業務。因此，本公司董事釐定該交易為通過收購附屬公司收購資產及負債，而非香港財務報告準則第3號（經修訂）業務合併所界定的業務合併。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41 DISPOSAL OF SUBSIDIARIES

On 24 October 2022, the Group entered into agreements with the LAO VI CN Company VI Pte. Ltd, to dispose its 100% equity interests of Shanghai Langsong Industrial Co., Ltd (上海朗松實業有限公司, an independent third party) (“**Shanghai Langsong**”) at a consideration of RMB102,490,000.

Net assets disposed with reconciliation of disposal loss and cash inflow are as follows:

41 出售附屬公司

於二零二二年十月二十四日，本集團與LAO VI CN Company VI Pte. Ltd 訂立協議，以出售其於上海朗松實業有限公司（獨立第三方）（「上海朗松」）的100%股權，代價為人民幣102,490,000元。

已出售淨資產與出售虧損及現金流入的對賬如下：

		Shanghai Langsong 上海朗松 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	383
Trade and other receivables, prepayments and deposits	應收賬款及其他應收款、預付款及按金	373
Deferred income tax assets	遞延所得稅資產	15,093
Investment properties	投資性物業	321,400
Trade and other payables	應付賬款及其他應付款	<u>(151,192)</u>
Group's share of net assets disposed of	本集團分佔已出售淨資產	<u>186,057</u>
Consideration from disposal	出售代價	<u>(102,490)</u>
Loss on disposal of subsidiaries (Note 8)	出售附屬公司的虧損（附註8）	<u>83,567</u>
Total consideration	總代價	102,490
Other receivables	其他應收款	(10,249)
Less: Cash and cash equivalents in the disposed subsidiaries	減：出售附屬公司的現金及現金等價物	<u>(383)</u>
Net cash inflow arising on the disposals:	出售產生的現金流入淨額：	<u>91,858</u>

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS

In addition to those related party balances and transactions elsewhere disclosed in the consolidated financial statements, the Group had the following significant balances and transactions:

(A) AMOUNTS DUE FROM RELATED PARTIES

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Included in non-current assets (note 27):	計入非流動資產(附註27):		
— Joint ventures (ii)	— 合營企業(ii)	—	398,810
Included in current assets (note 27):	計入流動資產(附註27):		
— Associates (i)	— 聯營公司(i)	262,323	445,044
— Joint ventures (ii)	— 合營企業(ii)	1,378,142	2,276,669
— Ultimate controlling company and its fellow subsidiaries	— 最終控股公司及 其同系附屬公司	6,348	958
		1,646,813	2,722,671
Less: provision for bad debt (note 3.1 (b)(ii))	減: 壞賬撥備(附註3.1(b)(ii))	(756,673)	(296,294)
		890,140	2,426,377

(i) As of 31 December 2022 and 2021, amounts due from associates are interest-free.

(ii) As of 31 December 2022, Current amounts due from joint ventures include RMB241,788,000 bearing interest at 10% per annum and the remaining amounts are interest-free.

As of 31 December 2021, non-current amounts due from joint ventures are interest-free. Current amounts due from joint ventures include RMB449,524,000 bearing interest from 5.00% to 10.00% per annum and the remaining amounts are interest-free.

All amounts due from related parties are unsecured.

The carrying amounts of amounts due from related parties approximate their fair values.

42 關聯方結餘及交易

除綜合財務報表其他部分所披露的關聯方結餘及交易外，本集團有以下重大結餘及交易：

(A) 應收關聯方款項

(i) 截至二零二二年及二零二一年十二月三十一日，應收聯營公司款項為免息。

(ii) 截至二零二二年十二月三十一日，應收合營企業流動款項包括人民幣241,788,000元，按年利率10%計息，其餘為免息。

截至二零二一年十二月三十一日，應收合營企業非流動款項為免息。應收合營企業流動款項包括人民幣449,524,000元，按年利率5.00%至10.00%計息，其餘為免息。

所有應收關聯方款項為無抵押。

應收關聯方款項的賬面值與其公允價值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(B) AMOUNTS DUE TO RELATED PARTIES

42 關聯方結餘及交易 (續)

(B) 應付關聯方款項

	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Included in non-current liabilities (note 30): 計入非流動負債(附註30)：		
— Joint ventures (ii) 一 合營企業(ii)	8,443	145,958
	8,443	145,958
Included in current liabilities (note 30): 計入流動負債(附註30)：		
— Associates (i) 一 聯營公司(i)	1,866,552	1,476,029
— Joint ventures(ii) 一 合營企業(ii)	1,318,052	2,769,806
— Ultimate controlling company and its fellow subsidiaries(iii) 一 最終控股公司及 其同系附屬公司(iii)	22,215	167,087
	3,206,819	4,412,922

(i) As of 31 December 2022, current amounts due to associates include RMB121,810,000 bearing interest at 3.00% per annum and the remaining amounts are interest-free.

As of 31 December 2021, current amounts due to associates include RMB181,300,000 bearing interest at 3.00% per annum and the remaining amounts are interest-free.

(ii) As of 31 December 2022, non-current amounts due to joint ventures are interest-free. Current amounts due to joint ventures include RMB200,000,000 bearing interest from 6.60% to 15.00% per annum and the remaining amounts are interest-free.

As of 31 December 2021, non-current amounts due to joint ventures are interest-free. Current amounts due to joint ventures include RMB9,000,000 bearing interest at 4.35% per annum and the remaining amounts are interest-free.

(iii) As of 31 December 2022 and 2021, current amount due to ultimate controlling company and its fellow subsidiaries are interest-free.

(i) 截至二零二二年十二月三十一日，應付聯營公司流動款項包括人民幣121,810,000元，按年利率3.00%計息，其餘免息。

截至二零二一年十二月三十一日，應付聯營公司流動款項包括人民幣181,300,000元，按年利率3.00%計息，其餘免息。

(ii) 截至二零二二年十二月三十一日，應付合營公司非流動款項為免息。應付合營企業流動款項包括人民幣200,000,000元，按年利率6.60%至15.00%計息，其餘免息。

截至二零二一年十二月三十一日，應付合營企業非流動款項為免息。應付合營企業流動款項包括人民幣9,000,000元，按年利率4.35%計息，其餘免息。

(iii) 截至二零二二年及二零二一年十二月三十一日，應付最終控股公司及其同系附屬公司流動款項為免息。

All amounts due to related parties are unsecured.

所有應付關聯方款項為無抵押。

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**42 RELATED PARTY BALANCES AND
TRANSACTIONS** (Continued)
(C) TRADE RECEIVABLES

42 關聯方結餘及交易 (續)

(C) 應收賬款

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Included in current assets (note 27):	計入流動資產(附註27)：		
— Associates	— 聯營公司	40,075	59,968
— Joint ventures	— 合營企業	144,706	120,208
— Ultimate controlling company and its fellow subsidiaries	— 最終控股公司及 其同系附屬公司	1,569	—
		186,350	180,176
Less: provision for bad debt (note 3.1(b)(i))	減：壞賬撥備(附註3.1(b)(i))	(35,612)	(26,397)
		150,738	153,779

(D) CONTRACT ASSETS

(D) 合約資產

		31 December 2022	31 December 2021
		二零二二年 十二月三十一日	二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
— Associates	— 聯營公司	4,473	676
— Joint ventures	— 合營企業	64,448	53,491
— Ultimate controlling company and its fellow subsidiaries	— 最終控股公司及 其同系附屬公司	2,250	—
		71,171	54,167
Less: provision for bad debt (note 3.1(b)(i))	減：壞賬撥備(附註3.1(b)(i))	(4,917)	(2,167)
		66,254	52,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(E) BORROWINGS

	31 December 2022	31 December 2021
	二零二二年 十二月三十一日	二零二一年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
— Ultimate controlling company (note 32) — 最終控股公司(附註32)	356,220	917,577

(F) ADVANCE FROM LESSEES

	31 December 2022	31 December 2021
	二零二二年 十二月三十一日	二零二一年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
— Ultimate controlling company — 最終控股公司	-	25,798

(G) TRADE PAYABLES

	31 December 2022	31 December 2021
	二零二二年 十二月三十一日	二零二一年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
— Joint ventures — 合營企業	800	-
— Ultimate controlling company and its fellow subsidiaries — 最終控股公司及 其同系附屬公司	48,692	69,132
	49,492	69,132

42 關聯方結餘及交易(續)

(E) 借款

(F) 來自承租人的墊款

(G) 應付賬款

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**42 RELATED PARTY BALANCES AND
TRANSACTIONS** (Continued)

(H) GUARANTEE

42 關聯方結餘及交易 (續)

(H) 擔保

	31 December 2022	31 December 2021
	二零二二年 十二月三十一日	二零二一年 十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
— Guarantee in respect of related parties' borrowings (note 43)	102,400	118,400
— 就關聯方借款提供擔保 (附註43)		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(I) RELATED PARTY TRANSACTIONS

(i) Funding with related parties

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度			
		Funding to related parties 向關聯方提供資金		Collection of funding to related parties 向關聯方收回資金	
		Operating 經營	Investing 投資	Operating 經營	Investing 投資
		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
Associates	聯營公司	-	-	163	-
Joint ventures	合營企業	2,056,881	80,971	2,002,219	77,914
Ultimate controlling company and its fellow subsidiaries	最終控股公司及 其同系附屬公司	5,829	-	277	-
		2,062,710	80,971	2,002,659	77,914

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度			
		Proceeds from related parties 向關聯方收取資金		Repayment to related parties 向關聯方償還資金	
		Operating 經營	Financing 融資	Operating 經營	Financing 融資
		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
Associates	聯營公司	182,811	191,454	51,520	214,010
Joint ventures	合營企業	1,598,349	-	1,416,699	20,972
Ultimate controlling company and its fellow subsidiaries	最終控股公司及 其同系附屬公司	3,872,512	-	4,023,901	-
		5,653,672	191,454	5,492,120	234,982

42 關聯方結餘及交易 (續)

(I) 關聯方交易

(i) 與關聯方往來資金

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(I) RELATED PARTY TRANSACTIONS (Continued)

(i) Funding with related parties (Continued)

42 關聯方結餘及交易 (續)

(I) 關聯方交易 (續)

(i) 與關聯方往來資金 (續)

For the year ended 31 December 2021
截至二零二一年十二月三十一日止年度

		Funding to related parties		Collection of funding to related parties	
		Operating	Investing	Operating	Investing
		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
Associates	聯營公司	212	219,190	5,000	219,190
Joint ventures	合營企業	3,902,962	30,901	4,681,415	460,673
Ultimate controlling company and its fellow subsidiaries	最終控股公司及 其同系附屬公司	891	—	607	—
		<u>3,904,065</u>	<u>250,091</u>	<u>4,687,022</u>	<u>679,863</u>

For the year ended 31 December 2021
截至二零二一年十二月三十一日止年度

		Proceeds from related parties		Repayment to related parties	
		Operating	Financing	Operating	Financing
		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
Associates	聯營公司	293,962	181,300	862,259	147,000
Joint ventures	合營企業	5,615,603	33,000	6,603,866	254,679
Ultimate controlling company and its fellow subsidiaries	最終控股公司及 其同系附屬公司	9,460,563	—	9,886,052	—
		<u>15,370,128</u>	<u>214,300</u>	<u>17,352,177</u>	<u>401,679</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(I) RELATED PARTY TRANSACTIONS (Continued)

(ii) Management services, other income and finance cost

42 關聯方結餘及交易 (續)

(I) 關聯方交易 (續)

(ii) 管理服務、其他收益及融資成本

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Management services income from associates and joint ventures (a)	來自聯營公司及合營企業之管理服務收益(a)	19,315	147,719
Management services income from fellow subsidiaries of the ultimate controlling company (b)	來自最終控股公司的同系附屬公司之管理服務收益(b)	62,390	84,956
Rent income from fellow subsidiaries of the ultimate controlling company (c)	來自最終控股公司的同系附屬公司之租金收益(c)	2,803	2,560
Rent income from fellow subsidiaries of the ultimate controlling shareholder	來自最終控股股東的同系附屬公司之租金收益	690	1,060
Construction design service fee paid to fellow subsidiaries of the ultimate controlling company (d)	向最終控股公司的同系附屬公司支付之建築設計服務費(d)	740	1,925
Property management Service fee paid to fellow subsidiaries of the ultimate controlling company (d)	向最終控股公司的同系附屬公司支付之物業管理服務費(d)	36,474	74,238
Purchase of green architecture technological products and services from fellow subsidiaries of the ultimate controlling shareholder (d)	從最終控股股東的同系附屬公司購買綠色建築技術產品及服務(d)	27,845	24,616
Interest income on amounts due from joint ventures (note 7)	應收合營企業款項之利息收入(附註7)	14,504	47,575
Interest expense on loans from the ultimate controlling company (note 11)	來自最終控股公司之貸款利息費用(附註11)	35,576	51,473
Interest expense on loans from associates (note 11)	來自聯營公司之貸款利息費用(附註11)	4,539	5,092
Interest expense on loans from joint ventures (note 11)	來自合營企業之貸款利息費用(附註11)	35,028	5,954

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(I) RELATED PARTY TRANSACTIONS (Continued)

(ii) Management services, other income and finance cost (Continued)

- (a) During the year ended 31 December 2022, the Group continuously provided management services to its associates and joint ventures. The prices of these services are based on the prevailing market prices of similar services.
- (b) Pursuant to the management services agreement entered into between the Group and its ultimate controlling company, the Group provided certain development management services, sales management services and green product integration services to fellow subsidiaries of the ultimate controlling company during the year ended 31 December 2022. These transactions constitute continuing connected transactions of the Group under Chapter 14A of the Listing Rules and such transactions have complied with the relevant disclosure requirements under Chapter 14A of the Listing Rules.
- (c) Pursuant to the rental agreement entered into between the Group and its ultimate controlling company, the Group provided certain services to fellow subsidiaries of the ultimate controlling company during the year ended 31 December 2022. The prices of these services are based on the prevailing market prices of similar services provided by the Group to independent third parties.
- (d) During the year ended 31 December 2022 and 2021, the Group purchased certain green architecture technological products and services, decoration services, property management services and properties consulting services from fellow subsidiaries of the ultimate controlling shareholder. The prices of products and services were based on the prevailing market prices of similar products and services.
- (e) The ultimate holding company provided interest bearing loans to the Group during the year. The interest expense on loans is based on prevailing market interest rate and is exempted from the reporting and disclosure requirement pursuant to Rule 14A.90 of the Listing Rules.

42 關聯方結餘及交易 (續)

(I) 關聯方交易 (續)

(ii) 管理服務、其他收益及融資成本 (續)

- (a) 截至二零二二年十二月三十一日止年度，本集團持續向聯營公司及合營企業提供管理服務，該等服務以類似服務之現行市價為定價基準。
- (b) 根據本集團與其最終控股公司訂立之管理服務協議，截至二零二二年十二月三十一日止年度本集團向最終控股公司的同系附屬公司提供若干開發管理服務、銷售管理服務及綠色產品整合服務。根據上市規則第14A章，該等交易屬於本集團之持續關連交易，而該等交易已遵守上市規則第14A章所載相關披露規定。
- (c) 根據本集團與其最終控股公司訂立之租賃協議，截至二零二二年十二月三十一日止年度本集團向最終控股公司的同系附屬公司提供若干服務。該等服務以本集團向獨立第三方提供之類似服務之現行市價為定價基準。
- (d) 截至二零二二年及二零二一年十二月三十一日止年度，本集團向最終控股公司的同系附屬公司購買若干綠色建築技術產品及服務、裝飾服務、物業管理服務與物業諮詢服務。該等產品及服務以類似產品及服務之現行市價為定價基準。
- (e) 年內，最終控股公司向本集團提供計息貸款。貸款利息費用乃按現行市場利率計算，並根據上市規則第14A.90條獲豁免遵守申報及披露規定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

- (i) Included in employee benefit expenses are key management personnel compensations which comprises the following categories:

42 關聯方結餘及交易 (續)

- (i) 僱員福利費用包括涵蓋以下類別之主要管理人員補償：

		For the year ended 31 December 2022 截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	For the year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Short term employee benefits	短期僱員福利	8,857	17,425
Contributions to retirement benefits schemes	退休福利計劃供款	280	89
Restricted share award	限制性股份獎勵	2,098	2,017
		11,235	19,531

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

43 CONTINGENT LIABILITIES
GUARANTEE

43 或然負債
擔保

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Guarantee in respect of mortgage facilities for certain purchasers (a)	就若干買家之按揭融資提供擔保(a)	993,914	1,254,314
Guarantee in respect of related parties' borrowings (b)	就關聯方借款提供擔保(b)	102,400	118,400
		1,096,314	1,372,714

(a) The Group cooperated with various financial institutions to arrange mortgaged loan facilities for the purchasers of its properties and provided guarantees to secure such purchasers' obligation of repayments. Such guarantees will be released by banks upon earlier of the issuance of the real estate ownership certificate and the satisfaction of relevant mortgaged loan. In the opinion of directors of the Company, the fair value of the financial guarantee contracts is not significant.

(b) As at 31 December 2022, the Group provided guarantee to Guangzhou Langxiu Enterprise Management Consulting Co., Ltd., a 33% joint venture of the Group, for its bank borrowing with the amount of RMB102,400,000.

(a) 本集團與多家金融機構合作，為其物業買家安排按揭貸款融資並就該等買家之還款責任提供擔保。有關擔保將於獲發房地產擁有權證或償還按揭貸款(以較早者為準)後由銀行解除。本公司董事認為，財務擔保合約之公允價值並不重大。

(b) 於二零二二年十二月三十一日，本集團就銀行借款人民幣102,400,000元，向本集團擁有33%之合營企業廣州朗秀企業管理有限公司提供擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

44 COMMITMENTS

(A) OPERATING LEASE ARRANGEMENTS

The Group – As lessee

The Group leases various offices, equipment and vehicles under non-cancellable operating leases expiring within six months to five years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

The Group has recognized right-of-use assets for these leases, except for short-term and low-value leases.

The Group – As lessor

The Group leases its investment properties under operating lease arrangements, with lease terms ranging from one to twenty years, and with an option to renew the lease terms at the expiry date or at the date as mutually agreed between the Group and respective tenants. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the reporting date, the Group has contracted with tenants for the following future minimum lease payments:

44 承擔

(A) 經營租賃安排

本集團 – 作為承租人

本集團根據不可撤銷經營租賃租用若干辦公室、設備及汽車，租期於六個月至五年內屆滿。租賃訂有不同條款、加租條款及續租權利。續租時，租賃條款須重新磋商。

本集團就該等租賃確認使用權資產，惟短期及低價值租賃除外。

本集團 – 作為出租人

本集團根據經營租賃安排出租其投資性物業，租期介乎一至二十年，可選擇於屆滿日期或本集團與各租戶互相協定之日期續租。租賃條款一般規定租戶支付保證金及根據當時現行市況定期調整租金。

於報告日期，本集團有以下與租戶訂約之未來最低租賃付款：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Within one year	一年內	1,725	2,138
Later than one year but no later than five years	一年後但不超過五年	416	4,230
Over five years	超過五年	–	6,333
		2,141	12,701

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

44 COMMITMENTS (Continued) (B) DEVELOPMENT EXPENDITURE COMMITMENTS

As at 31 December 2022, the Group had the following development expenditure commitments:

44 承擔(續) (B) 開發支出承擔

於二零二二年十二月三十一日，本集團之開發支出承擔如下：

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Contracted but not provided for:	已訂約但未撥備：		
— Development expenditure	— 開發支出	220,303	175,542
— Purchase of freehold land	— 購買永久業權土地	4,861,933	2,544,516
		5,082,236	2,720,058

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

45 PRINCIPAL SUBSIDIARIES

The Group's principal subsidiaries as at 31 December 2022 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

45 主要附屬公司

於二零二二年十二月三十一日，本集團主要附屬公司載列如下。除另有說明者外，該等公司的股本僅由本集團直接持有的普通股組成，所持擁有權權益的比例相等於本集團持有的投票權。註冊成立或註冊國家亦為該等公司的主要營業地點：

Name of entity 實體名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及營運地點	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本/ 發行股本	Ownership interests held by the Group As at 31 December 於十二月三十一日本集團 所持擁有權權益		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
				2022 二零二二年 (%)	2021 二零二一年 (%)		
Cathay Holdings Limited (b) 國泰集團有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	2 shares of HK\$1 each 2股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
China Information Industry Limited (b) 中國信息產業有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	2 shares of HK\$1 each 2股，每股1港元	100	100	Indirect 間接	Investment holding 投資控股
GOI Limited (b)	Hong Kong 香港	Limited liability company 有限責任公司	2 shares of HK\$1 each 2股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
Green Future Holdings Limited (b) 綠色未來控股有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
Green Homeland Limited (b) 綠色家園有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 each 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
Green Theme Limited (b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 each 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
New Phenomenon Technology Limited (b)	BVI 英屬維爾京群島	Limited liability company 有限責任公司	1 share of US\$1 1股，每股1美元	100	100	Direct 直接	Investment holding 投資控股
Aqua Sky Limited (b) 尚晴有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 each 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
Easy Shine Global Limited (b) 逸朗環球有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 each 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
Green Era Limited (b)	BVI 英屬維爾京群島	Limited liability company 有限責任公司	1 share of US\$1 1股，每股1美元	100	100	Direct 直接	Investment holding 投資控股
Power sky enterprises Limited (b) 栢天企業有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 each 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
Prosperous eagle Limited (b) 鷹盛有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 each 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

45 PRINCIPAL SUBSIDIARIES (Continued)

45 主要附屬公司(續)

Name of entity 實體名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及營運地點	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本/ 發行股本	Ownership interests held by the Group As at 31 December 於十二月三十一日本集團 所持擁有權權益		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
				2022 二零二二年 (%)	2021 二零二一年 (%)		
Landsky Investment Holdings Limited (b) 朗天投資控股有限公司(b)	Hong Kong 香港	Limited liability company 有限責任公司	1 share of HK\$1 each 1股，每股1港元	100	100	Direct 直接	Investment holding 投資控股
Shanghai Landsea Investment Management Limited 上海朗詩投資管理有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	US \$5,000,000 5,000,000美元	100	100	Indirect 間接	Investment holding 投資控股
Shanghai Langming Property development Limited 上海朗銘房地產開發有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB50,000,000 人民幣50,000,000元	100	100	Indirect 間接	Property development 房地產開發
Beihai Langyue Enterprise Management Consulting Co., Ltd. 北海朗樾企業管理諮詢有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Nanjing Xubohui Enterprise Management Co., Ltd. 南京旭博輝企業管理有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB100,000,000 人民幣100,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Nanjing Landsea Investment Management Limited 南京朗詩投資管理有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB200,000,000 人民幣200,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Nanjing Wangjiawan Logistics Centre Co., Ltd. 南京朗通商業地產運營管理有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB106,116,346 人民幣106,116,346元	60	60	Indirect 間接	Property development 房地產開發
Xi'an Jiapeng Real Estate Development Co., Ltd. 西安嘉鵬房地產開發有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB20,000,000 人民幣20,000,000元	100	100	Indirect 間接	Property development 房地產開發
Nanjing Langming Properties Group Limited 南京朗銘地產集團有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB2,000,000,000 人民幣2,000,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Nanjing Xinzhousheng Investment Management Co., Ltd. 南京鑫洲盛投資管理有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB350,000,000 人民幣350,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Zhongfuyiyang (Tianjin) Real Estate Co., Ltd. 中福頤養(天津)置業有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB100,000,000 人民幣100,000,000元	75	75	Indirect 間接	Property development 房地產開發
Tianjin Langyue Real Estate Development Co., Ltd. 天津朗樾房地產開發有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB50,000,000 人民幣50,000,000元	100	100	Indirect 間接	Property development 房地產開發
Ningbo Landsea Enterprise Management Consulting Co., Ltd. 寧波朗詩企業管理諮詢有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Chengdu Deshang Rongda Real Estate Co., Ltd. 成都德商榮達置業有限公司**(c)	Mainland China 中國內地	Limited liability company 有限責任公司	RMB25,000,000 人民幣25,000,000元	60	60	Indirect 間接	Property development 房地產開發

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

45 PRINCIPAL SUBSIDIARIES (Continued)

45 主要附屬公司(續)

Name of entity 實體名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及營運地點	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本/ 發行股本	Ownership interests held by the Group As at 31 December 於十二月三十一日本集團 所持擁有權益		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
				2022 二零二二年 (%)	2021 二零二一年 (%)		
Chengdu Landsea Enterprise Management Consulting Co., Ltd. 成都朗詩企業管理諮詢有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB200,000,000 人民幣200,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Suzhou Langkun Property Limited 蘇州朗坤置業有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB100,000,000 人民幣100,000,000元	100	55	Indirect 間接	Property development 房地產開發
Suzhou Langming Management Consulting Co., Ltd. 蘇州朗銘管理諮詢有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Chongqing Langhua Real Estate Development Co., Ltd.(d) 重慶朗樺房地產開發有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB50,000,000 人民幣50,000,000元	100	100	Indirect 間接	Property development 房地產開發
Chengdu Langming Property Limited 成都朗銘置業有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB8,000,000 人民幣8,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Suzhou Langrui Management Consulting Co., Ltd. 蘇州朗銳管理諮詢有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Suzhou Langxu Management Consulting Co., Ltd. 蘇州朗叙管理諮詢有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Beijing Landsea Investment Management Limited 北京朗詩投資管理有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB100,000,000 人民幣100,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Hangzhou Pujun Enterprise Management Consulting Co., Ltd. 杭州樸駿企業管理諮詢有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Nanjing Langqing Real Estate Co., Ltd. 南京朗慶置業有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	HK\$1,000,000 1,000,000港元	100	100	Indirect 間接	Property development 房地產開發
Chengdu Langsong Enterprise Management Consulting Co., Ltd. 成都朗嵩企業管理諮詢有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB5,000,000 人民幣5,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Suzhou Langyou Industrial Co., Ltd. 蘇州朗佑實業有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Property development 房地產開發
Nanjing Xinhuisheng Investment Management Co., Ltd. 南京鑫輝盛投資管理有限公司*	Mainland China 中國內地	Limited liability company 有限責任公司	RMB8,000,000 人民幣8,000,000元	100	100	Indirect 間接	Investment holding 投資控股

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

45 PRINCIPAL SUBSIDIARIES (Continued)

45 主要附屬公司(續)

Name of entity 實體名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及營運地點	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本/ 發行股本	Ownership interests held by the Group As at 31 December 於十二月三十一日本集團 所持擁有權權益		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
				2022 二零二二年 (%)	2021 二零二一年 (%)		
Chengdu Langduo Enterprise Management Consulting Co., Ltd(c) 成都朗鐸企業管理諮詢有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB30,000,000 人民幣30,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Shanghai Langxian Enterprise Management Consulting Co., Ltd. 上海朗謙企業管理諮詢有限公司	Mainland China 中國內地	Limited liability company 有限責任公司	RMB30,000,000 人民幣30,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Shanghai Langxu Management Consulting Co., Ltd 上海朗緒企業管理諮詢有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Nanjing Liangshu Building Materials Co., Ltd. 南京良疏建築材料有限公司**	Mainland China 中國內地	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100	100	Indirect 間接	Investment holding 投資控股
Landsea Holdings Corporation	US 美國	Limited liability company 有限責任公司	US\$327,272,149 327,272,149美元	100	100	Indirect 間接	Investment holding 投資控股
Landsea Equity LLC	US 美國	Limited liability company 有限責任公司	US\$51,877,426 51,877,426美元	100	100	Indirect 間接	Investment holding 投資控股
Landsea Homes Corporation	US 美國	Limited liability company 有限責任公司	US\$42,110,794 42,110,794美元	58.02	71.51	Indirect 間接	Real estate development and sales US 房地產開發及銷售 - 美國
LS-OC Portola LLC	US 美國	Limited liability company 有限責任公司	US\$165,497,892 165,497,892美元	58.02	71.51	Indirect 間接	Real estate development and sales US 房地產開發及銷售 - 美國
LS-SF Jordan Ranch LLC	US 美國	Limited liability company 有限責任公司	US\$19,900,870 19,900,870美元	58.02	71.51	Indirect 間接	Real estate development and sales US 房地產開發及銷售 - 美國
SF Vale LLC (a)	US 美國	Limited liability company 有限責任公司	US\$9,000,000 9,000,000美元	5	5	Indirect 間接	Investment holding 投資控股
LS-LA Simi LLC	US 美國	Limited liability company 有限責任公司	US\$40,687,727 40,687,727美元	58.02	71.51	Indirect 間接	Real estate development and sales US 房地產開發及銷售 - 美國
Pinnacle West Homes Holding LLC	US 美國	Limited liability company 有限責任公司	US\$175,736,379 175,736,379美元	58.02	71.51	Indirect 間接	Investment holding 投資控股
Pinnacle West Homes and Development LLC	US 美國	Limited liability company 有限責任公司	- -	58.02	71.51	Indirect 間接	Investment holding 投資控股
Garrett Walker Homes, LLC	US 美國	Limited liability company 有限責任公司	US\$64,117,694 64,117,694美元	58.02	71.51	Indirect 間接	Real estate development and sales US 房地產開發及銷售 - 美國

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

45 PRINCIPAL SUBSIDIARIES (Continued)

45 主要附屬公司(續)

Name of entity 實體名稱	Place of incorporation/ establishment and operations 註冊成立/ 成立及營運地點	Kind of legal entity 法定實體類別	Registered capital/ issued share capital 註冊股本/ 發行股本	Ownership interests held by the Group As at 31 December 於十二月三十一日本集團 所持擁有權權益		Directly owned or indirectly owned 直接擁有 或間接擁有	Principal activities 主要業務
				2022 二零二二年 (%)	2021 二零二一年 (%)		
Landsea Homes of Florida LLC	US 美國	Limited liability company 有限責任公司	US\$55,449,934 55,449,934美元	58.02	71.51	Indirect 間接	Investment holding 投資控股
Landsea Homes of Texas LLC	US 美國	Limited liability company 有限責任公司	US\$568,633 568,633美元	58.02	71.51	Indirect 間接	Investment holding 投資控股
HFB	US 美國	Limited liability company 有限責任公司	US\$262,583,495 262,583,495美元	58.02	-	Indirect 間接	Real estate development and sales US 房地產開發及銷售 - 美國
212 W 93rd JV LLC	US 美國	Limited liability company 有限責任公司	US\$55,111,436 55,111,436美元	100	100	Indirect 間接	Real estate development and sales US 房地產開發及銷售 - 美國
Epic China Limited	BVI 英屬維爾京群島	Limited liability company 有限責任公司	US\$50,000,000 50,000,000美元	100	100	Indirect 間接	Investment holding 投資控股

Limited liability company registered in Mainland China

於中國內地註冊之有限公司

* English translations are for identification purpose only

* 英文名稱僅供識別

(a) The Group is the only managing member of the Company.

(a) 本集團為該公司唯一管理成員。

(b) The senior notes (note 32) are fully and unconditionally guaranteed on a senior basis by these subsidiaries (each and collectively).

(b) 優先票據(附註32)由此等附屬公司(個別及共同)悉數及無條件優先擔保。

(c) The equity interests of the subsidiary were pledged for bank borrowings of the Group.

(c) 該附屬公司的股權已作為本集團銀行借款的抵押。

(d) The equity interests of the subsidiary were pledged for loans from other financial institutions.

(d) 該附屬公司的權益已質押，以獲取來自其他金融機構的貸款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

46 SUMMARIZED FINANCIAL INFORMATION ON SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

The total non-controlling interests as at 31 December 2022 were approximately RMB1,995,793,000 (2021: RMB1,656,755,000), of which approximately were RMB1,914,512,000 (2021: RMB1,136,793,000) attributed as below for Landsea Homes.

46 具重大非控制性權益附屬公司的財務資料摘要

於二零二二年十二月三十一日的總非控制性權益約為人民幣1,995,793,000元(二零二一年：人民幣1,656,755,000元)，其中Landsea Homes應佔約人民幣1,914,512,000元(二零二一年：人民幣1,136,793,000元)如下。

SUMMARIZED STATEMENTS OF BALANCE SHEET

資產負債表摘要

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Current	流動		
Assets	資產	9,284,700	7,735,082
Liabilities	負債	(1,240,384)	(1,534,568)
Total current net assets	流動淨資產總值	8,044,316	6,200,514
Non-current	非流動		
Assets	資產	747,779	333,455
Liabilities	負債	(3,855,279)	(2,587,095)
Total non-current net assets	非流動淨資產總值	(3,107,500)	(2,253,640)
Non-controlling interests of subsidiaries of Landsea Homes	Landsea Homes附屬公司的非控制性權益	(378,659)	(7,970)
Net assets attributable to the shareholders of Landsea Homes	歸屬於Landsea Homes股東的淨資產	4,558,157	3,938,904
Accumulated non-controlling interest	累計非控制性權益	1,914,512	1,122,389

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

46 SUMMARIZED FINANCIAL INFORMATION ON SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued) SUMMARIZED STATEMENTS OF COMPREHENSIVE INCOME

46 具重大非控制性權益附屬公司的財務資料摘要(續)

全面收益表摘要

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度	截至二零二一年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	9,780,142	6,601,232
Profit before income tax	除所得稅前利潤	689,249	436,347
Income tax expense	所得稅費用	(171,745)	(90,280)
Total profit	利潤總額	517,504	346,067
Total comprehensive income/(loss) for the year attributed to the non-controlling interests of Landsea Homes	Landsea Homes 非控制性權益應佔年內全面收益/(虧損)總額	14,300	(329)
Total comprehensive income for the year	年內全面收益總額	503,204	346,396
Total comprehensive income attributable to non-controlling interest	非控制性權益應佔全面收益總額	190,498	98,705
Distribution to non-controlling interests	向非控制性權益分派	-	-

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

**46 SUMMARIZED FINANCIAL INFORMATION
ON SUBSIDIARIES WITH MATERIAL NON-
CONTROLLING INTERESTS (Continued)**
SUMMARIZED STATEMENTS OF CASH FLOWS

**46 具重大非控制性權益附屬公司的財
務資料摘要(續)**

現金流量表摘要

		For the year ended 31 December 2022	For the year ended 31 December 2021
		截至二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Net cash generated from operating activities	經營活動所得現金淨額	108,150	212,948
Net cash used in investing activities	投資活動所用現金淨額	(1,782,449)	(163,084)
Net cash generated from financing activities	融資活動所得現金淨額	189,349	1,436,981
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(1,484,950)	1,486,845
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	2,188,478	718,052
Effect of currency translation on cash and cash equivalents	現金及現金等價物貨幣換算的影響	157,532	(16,419)
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	861,060	2,188,478

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

47 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY BALANCE SHEET OF THE COMPANY

47 本公司資產負債表及儲備變動

本公司資產負債表

		31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	660,167	575,518
Right-of-use assets	使用權資產	1,292	-
		661,459	575,518
Current assets	流動資產		
Other receivables, prepayments and deposits	其他應收款、預付款及按金	4,215,963	4,185,044
Cash and cash equivalents	現金及現金等價物	75,589	49,675
		4,291,552	4,234,719
Total assets	資產總值	4,953,011	4,810,237
Current liabilities	流動負債		
Other payables	其他應付款	4,921,105	3,655,850
Borrowings	借款	456,043	2,083,442
Lease liabilities	租賃負債	456	-
		5,377,604	5,739,292
Non-current liabilities	非流動負債		
Borrowings	借款	671,104	89,180
Lease liabilities	租賃負債	836	-
		671,940	89,180
Total liabilities	總負債	6,049,544	5,828,472
Equity	權益		
Share capital	股本	38,702	38,702
Reserves(a)	儲備	(1,135,235)	(1,056,937)
Total deficit	總虧絀	(1,096,533)	(1,018,235)
Total liabilities and equity	總負債及權益	4,953,011	4,810,237

The balance sheet of the Company was approved by the board of directors on 31 March 2023 and was signed on its behalf.

本公司資產負債表已於二零二三年三月三十一日經董事局批准，並由以下人士代表簽署。

Tian Ming
田明
Director
董事

Huang Zheng
黃征
Director
董事

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

47 BALANCE SHEET AND RESERVE
MOVEMENT OF THE COMPANY (Continued)

(A) RESERVES MOVEMENT OF THE COMPANY

47 本公司資產負債表及儲備變動 (續)

(A) 本公司儲備變動

			Share premium	Translation reserve	Share based compensation reserve	Employee share trust	Capital redemption reserve	Contributed surplus	Other reserve	Accumulated losses	Total
		Note	股份溢價	折算儲備	股權報酬儲備	僱員股份信託	資本贖回儲備	實繳盈餘	其他儲備	累計虧損	總計
		附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日		24,366	122,030	19,345	(113,513)	23,185	484,415	19,914	(1,636,679)	(1,056,937)
Exchange difference arising from translation of foreign operation	換算海外業務所產生匯兌差額		-	(93,577)	-	-	-	-	-	-	(93,577)
Profit for the year	年度利潤		-	-	-	-	-	-	-	9,812	9,812
Total comprehensive loss for the year	年度全面虧損總額		-	(93,577)	-	-	-	-	-	9,812	(83,765)
Movement of employee share trust account	僱員股份信託賬變動	35 (b)	-	-	-	(1,267)	-	-	-	-	(1,267)
Employee share based compensation	僱員股權報酬	35 (b)	-	-	6,734	-	-	-	-	-	6,734
Subtotal of transaction with shareholders	與股東交易小計		-	-	6,734	(1,267)	-	-	-	-	5,467
At 31 December 2022	於二零二二年十二月三十一日		24,366	28,453	26,079	(114,780)	23,185	484,415	19,914	(1,626,867)	(1,135,235)
At 1 January 2021	於二零二一年一月一日		24,366	98,376	11,586	(82,435)	23,185	604,036	13,805	(1,223,875)	(530,956)
Exchange difference arising from translation of foreign operation	換算海外業務所產生匯兌差額		-	23,654	-	-	-	-	-	-	23,654
Loss for the year	年度虧損		-	-	-	-	-	-	-	(412,804)	(412,804)
Total comprehensive loss for the year	年度全面虧損總額		-	23,654	-	-	-	-	-	(412,804)	(389,150)
Movement of employee share trust account	僱員股份信託賬變動	35 (b)	-	-	-	(31,078)	-	-	-	-	(31,078)
Employee share-based compensation	僱員股權報酬	35 (b)	-	-	7,759	-	-	-	6,109	-	13,868
Dividend declared to ordinary shareholder	向普通股股東宣派股息	14	-	-	-	-	-	(119,821)	-	-	(119,821)
Subtotal of transaction with shareholders	與股東交易小計		-	-	7,759	(31,078)	-	(119,821)	6,109	-	(136,831)
At 31 December 2021	於二零二一年十二月三十一日		24,366	122,030	19,345	(113,513)	23,185	484,415	19,914	(1,636,679)	(1,056,937)

48 SUBSEQUENT EVENTS

Save as disclosed in the report, there have been no material events subsequent to 31 December 2022, which require adjustment or disclosure in accordance with HKFRS.

48 報告期後事項

除報告所披露者外，於二零二二年十二月三十一日後概無重大事項須根據香港財務報告準則予以調整或披露。

Financial Summary

財務摘要

		Year ended 31st December 截至十二月三十一日止年度				
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Results	業績					
Revenue*	收入*	14,018,521	8,076,070	8,991,903	8,558,735	7,435,076
(Loss)/profit before income tax*	除所得稅前 (虧損)/利潤*	(1,746,424)	(506,910)	521,739	2,081,838	2,456,149
Income tax expense*	所得稅費用*	(707,328)	(189,281)	(489,148)	(597,984)	(869,429)
(Loss)/profit for the year	年度(虧損)/利潤	(2,453,752)	(696,191)	32,591	1,498,134	1,440,570
Attributable to:	歸屬於:					
The shareholder of the Company	本公司股東	(2,588,642)	(777,504)	(100,572)	1,171,943	1,112,774
Non-controlling interest	非控制性權益	134,890	81,313	133,163	326,191	327,796
		(2,453,752)	(696,191)	32,591	1,498,134	1,440,570

* Including continuing and discontinued operations

* 包括持續經營業務及已終止業務

		At 31st December 於十二月三十一日				
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Assets and liabilities	資產及負債					
Total assets	總資產	19,986,792	27,883,353	24,700,795	25,842,208	26,775,274
Total liabilities	總負債	(17,293,434)	(22,302,091)	(19,205,656)	(19,737,977)	(22,014,379)
		2,693,358	5,581,262	5,495,139	6,104,231	4,760,895
Attributable to:	歸屬於:					
The shareholder of the Company	本公司股東	716,860	3,924,507	4,983,486	5,298,698	4,383,555
Non-controlling interest	非控制性權益	1,976,498	1,656,755	511,653	805,533	377,340
		2,693,358	5,581,262	5,495,139	6,104,231	4,760,895

Particulars of Investment Properties

投資性物業詳情

INVESTMENT PROPERTIES HELD FOR RENTAL PURPOSE

持作出租用途的投資性物業

Location 地點	Nature of property 物業性質	Attributable interest of the Group 本集團應佔權益	Lease term 租約年期
Nanjing Huafei Apartment, The Eastern side of Huadian Road and the Northern side of East Huadian Road, Qixia District, Nanjing City, Jiangsu Province, The PRC 中國 江蘇省 南京市 棲霞區 華電路以東·華電東路以北 南京華飛公寓	Apartment 公寓	100% 100%	Medium-term lease 中期租約
Landsea Neighbourhood Union, The Western side of West Yunhe Road and the Southern side of Ningjia Road, Xinwu District, Wuxi City, Jiangsu Province, The PRC 中國 江蘇省 無錫市 新吳區 運河西路以西·寧嘉路以南 朗詩鄰里薈	Commercial 商業	100% 100%	Vacant 空置

Particulars of Investment Properties

投資性物業詳情

Location 地點	Nature of property 物業性質	Attributable interest of the Group 本集團應佔權益	Lease term 租約年期
Building Block No. 5 of Landsea Green Center, The southwestern corner of the intersection of Xuanwu Avenue and Jiangwangmiao Street, Xuanwu District, Nanjing City, Jiangsu Province, The PRC 中國 江蘇省 南京市 玄武區 玄武大道及蔣王廟街交界處西南角 南京朗詩綠色中心5號樓	Commercial 商業	60% 60%	Medium-term lease 中期租約
The 2nd floor of Building Block No. 5 of International Business Park, No. 280 Linhong Alley, Changning District, Shanghai City, The PRC 中國 上海市 長寧區 臨虹路280弄 上海IBP國際商務花園5號樓2層	Commercial 商業	100% 100%	Medium-term lease 中期租約



朗诗绿色管理

LANDSEA GREEN MANAGEMENT



This report is printed on environmentally friendly paper
本報告以環保紙印製